

ANNUAL REPORT 2017
二零一七年年報



ALLIED GROUP LIMITED
聯合集團有限公司

(Stock Code 股份代號：373)

Contents

| | Page |
|---|------|
| Corporate Information | 3 |
| Chairman's Statement | 4 |
| Review of Operations | 6 |
| Profile of Directors and Senior Management | 16 |
| Corporate Governance Report | 19 |
| Environmental, Social and Governance Report | 33 |
| Directors' Report | 45 |
| Independent Auditor's Report | 107 |
| Consolidated Statement of Profit or Loss | 117 |
| Consolidated Statement of Profit or Loss and Other Comprehensive Income | 118 |
| Consolidated Statement of Financial Position | 119 |
| Consolidated Statement of Changes in Equity | 122 |
| Consolidated Statement of Cash Flows | 124 |
| Notes to the Consolidated Financial Statements | 127 |
| Financial Summary | 297 |
| Particulars of Major Properties | 298 |

BOARD OF DIRECTORS

Arthur George Dew
Chairman and Non-Executive Director
Lee Seng Hui
Chief Executive and Executive Director
Edwin Lo King Yau
Executive Director
Mak Pak Hung
Executive Director
Lee Su Hwei
Non-Executive Director
David Craig Bartlett
Independent Non-Executive Director
Alan Stephen Jones
Independent Non-Executive Director
Lisa Yang Lai Sum
Independent Non-Executive Director

EXECUTIVE COMMITTEE

Lee Seng Hui *Chairman*
Edwin Lo King Yau

AUDIT COMMITTEE

Alan Stephen Jones *Chairman*
Arthur George Dew
David Craig Bartlett
Lisa Yang Lai Sum

REMUNERATION COMMITTEE

David Craig Bartlett *Chairman*
Arthur George Dew
Alan Stephen Jones
Lisa Yang Lai Sum

NOMINATION COMMITTEE

Arthur George Dew *Chairman*
David Craig Bartlett
Alan Stephen Jones
Lisa Yang Lai Sum

BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited
Fubon Bank (Hong Kong) Limited
OCBC Wing Hang Bank Limited
Standard Chartered Bank (Hong Kong) Limited

REGISTERED OFFICE

22nd Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong
Tel : 2519 2288
Fax : 2598 5518 / 2598 0419
E-mail : webmaster@alliedgroup.com.hk

SHARE REGISTRAR

Computershare Hong Kong Investor
Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

COMPANY SECRETARY

Lau Tung Ni

AUDITOR

Deloitte Touche Tohmatsu

SOLICITOR

P. C. Woo & Co.

STOCK CODE

373

WEBSITES

<http://www.alliedgroup.com.hk>
<http://www.irasia.com/listco/hk/alliedgroup/index.htm>

Chairman's Statement

I am pleased to present to shareholders of Allied Group Limited ("Company") the annual results of the Company and its subsidiaries (collectively the "Group") for the year 2017. The performance of the Group has been pleasing as the Group's core operating divisions continued to deliver solid performances.

FINANCIAL RESULTS

For the year ended 31st December, 2017, the Group's revenue was HK\$4,540.7 million (2016: HK\$4,101.9 million). Profit attributable to the owners of the Company was HK\$3,235.9 million in 2017 (2016: HK\$3,263.2 million), a slight decrease of 0.8%. Earnings per share amounted to HK\$18.35, as compared to HK\$18.34 in 2016.

DIVIDEND

The Board has declared a second interim dividend of HK\$2.35 per share (in lieu of a final dividend) for the year ended 31st December, 2017 (2016 second interim dividend (in lieu of a final dividend): HK\$1.85 per share) payable on or around Wednesday, 9th May, 2018 to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Tuesday, 17th April, 2018, making a total dividend for the year 2017 of HK\$2.5 per share (2016: HK\$2.0 per share).

It should be noted that the Company undertook share repurchases for cancellation during the year at an aggregate consideration (before expenses) of approximately HK\$52.3 million. Accordingly, both net asset value per share and earnings per share have been enhanced. The Board will give consideration to further repurchases of shares for cancellation when opportunities arise.

CLOSURE OF REGISTER OF MEMBERS

(1) For determining the entitlement to the second interim dividend

For determining the entitlement to the second interim dividend (in lieu of a final dividend) for the year ended 31st December, 2017, the register of members of the Company is closed from Friday, 13th April, 2018 to Tuesday, 17th April, 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to qualify for the second interim dividend (in lieu of a final dividend), all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12th April, 2018.

(2) For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company ("2018 AGM")

The 2018 AGM is scheduled to be held on Friday, 25th May, 2018. For determining the entitlement to attend and vote at the 2018 AGM, the register of members of the Company will be closed from Monday, 21st May, 2018 to Friday, 25th May, 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to be eligible to attend and vote at the 2018 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 18th May, 2018.

FUTURE PROSPECTS

The "Review of Operations" by the Chief Executive, which immediately follows this statement, incorporates the Group's business outlook for the future.

APPRECIATION

We have experienced a strong performance in 2017. The Group expects there will be various challenges arising from economic and geopolitical issues during 2018. We believe that with its prudent strategy, and the dedication, loyalty, professionalism of its staff, the Group is well prepared to meet the challenges.

I would like to express the Group's appreciation for the efforts of our staff and look forward to their continued support. I would also like to thank my fellow Directors, our professional advisors and our Shareholders for their support during the year.

Arthur George Dew
Chairman

Hong Kong, 26th March, 2018

INTRODUCTION

The Company is primarily an investment holding company, with a stated strategy of focusing its management and financial resources on its core businesses of property investment and development and financial services together with elderly care services. The Company's interests in property investment and development and elderly care services in Hong Kong and overseas and in mainland China are mainly held through its 74.99% holding in Allied Properties (H.K.) Limited ("Allied Properties"), Allied Properties' associate Tian An China Investments Company Limited ("TACI") and TACI's subsidiary Asiasec Properties Limited. The Company's financial services business is mainly conducted through Allied Properties' 57.29% holding in Sun Hung Kai & Co. Limited ("SHK") as well as SHK's effective 58.18% holding in United Asia Finance Limited ("UAF"). SHK Hong Kong Industries Limited ("SHK HK IND"), a 74.98% subsidiary of the Company, is engaged in investments in listed and unlisted securities.

FINANCIAL HIGHLIGHTS

| | 2017 HK\$ Million | 2016 HK\$ Million |
|---|------------------------------|------------------------------|
| Revenue | 4,540.7 | 4,101.9 |
| Profit for the year attributable to owners of the Company | 3,235.9 | 3,263.2 |
| Equity attributable to owners of the Company | 25,069.4 | 21,758.3 |
| Return on equity attributable to owners of the Company | 12.9% | 15.0% |
| Earnings per share | HK\$18.35 | HK\$18.34 |
| | At 31st December, 2017 | At 31st December, 2016 |
| Net asset value per share | HK\$142.6 | HK\$123.1 |
| Gearing ratio | 32.6% | 14.1% |

FINANCIAL REVIEW

Financial Results

The revenue of the Group for the year was HK\$4,540.7 million (2016: HK\$4,101.9 million). The increase is mainly due to higher revenue arising from SHK, higher rental income and building services income, as well as full year income generated from the elderly care business which was acquired in the second half of 2016.

The profit attributable to the owners of the Company for the year was HK\$3,235.9 million (2016: HK\$3,263.2 million), a slight decrease of 0.8%.

The profit attributable to the owners of the Company was primarily a mixed result of:–

- lower contribution from associate TACI;
- good performance of the consumer finance business and principal investments of SHK;
- a turnaround from loss into profit of SHK HK IND; and
- a higher fair value gain on revaluation of the investment properties.

Earnings per share

Earnings per share amounted to HK\$18.35 (2016: HK\$18.34), a slight increase of 0.1%. This increase contrasts with the decrease in the profit amount due to the share repurchase during the year.

Material Acquisitions and Disposals

There were no material acquisitions or disposals of subsidiaries, associates or joint ventures during the year.

Financial Resources, Liquidity and Capital Structure

On 11th September, 2017, under the guaranteed medium term note programme, Sun Hung Kai & Co. (BVI) Limited further issued US\$550 million (including intra-group holdings of US\$4.4 million) 4.65% US dollar denominated notes (“4.65% Notes”) for a net consideration of HK\$4,289.0 million. The 4.65% Notes are listed on The Stock Exchange of Hong Kong Limited. The 4.65% Notes will mature on 8th September, 2022. During the year, the Group purchased part of the 4.65% Notes with a total nominal value of US\$4.8 million from the market at a total consideration of HK\$37.7 million. The nominal value of the 4.65% Notes after eliminating the intra-group holdings was US\$540.8 million or equivalent to HK\$4,228.0 million at the reporting date.

On 20th November, 2017, under the guaranteed medium term note programme, Sun Hung Kai & Co. (BVI) Limited further issued HK\$447.5 million 2.8% HK dollar denominated notes (“2.8% Notes”) at discount for a net consideration of HK\$446.7 million. The 2.8% Notes will mature on 20th November, 2018.

The 6.375% US dollar denominated notes and 3% US dollar denominated notes matured in September and December 2017 respectively and the outstanding balance was repaid.

FINANCIAL REVIEW (CONT'D)

Financial Resources, Liquidity and Capital Structure (Cont'd)

At the end of the reporting period, the equity attributable to owners of the Company amounted to HK\$25,069.4 million, representing an increase of HK\$3,311.1 million or approximately 15.2% from 2016. The Group maintained a strong cash and bank balance position and had cash and bank balances of approximately HK\$4,119.2 million as at 31st December, 2017 (2016: HK\$7,553.8 million). The Group's bank and other borrowings and notes issued totalling HK\$12,283.5 million (2016: HK\$10,630.1 million) of which the portion due on demand or within one year was HK\$3,848.7 million (2016: HK\$5,011.3 million) and the remaining long-term portion was HK\$8,434.8 million (2016: HK\$5,618.8 million). The liquidity of the Group as evidenced by the current ratio (current assets/current liabilities) was 4.01 times (2016: 3.71 times). The Group's gearing ratio (net bank and other borrowings and notes issued/equity attributable to the owners of the Company) was 32.6% (2016: 14.1%).

| | 2017 HK\$ Million | 2016 HK\$ Million |
|--|----------------------|----------------------|
| Bank loans are repayable as follows: | | |
| On demand or within one year | 1,752.9 | 2,004.9 |
| More than one year but not exceeding two years | 1,395.8 | 1,753.4 |
| More than two years but not exceeding five years | 309.6 | 1,074.2 |
| Bank loans with a repayment on demand clause are repayable as follows: | | |
| Within one year | 1,018.0 | 260.8 |
| More than one year but not exceeding two years | 14.0 | 450.8 |
| More than two years but not exceeding five years | – | 9.2 |
| | 4,490.3 | 5,553.3 |
| Other borrowings are repayable as follows: | | |
| Within one year | – | 24.0 |
| Over five years | 35.0 | 35.0 |
| | 35.0 | 59.0 |
| Renminbi denominated notes are repayable as follows: | | |
| Within one year | 528.0 | 6.2 |
| More than one year but not exceeding five years | – | 543.7 |
| US dollar denominated notes are repayable as follows: | | |
| Within one year | 87.6 | 2,255.4 |
| More than one year but not exceeding five years | 6,694.4 | 2,212.5 |
| HK dollar denominated notes are repayable within one year | 448.2 | – |
| | 7,758.2 | 5,017.8 |
| | 12,283.5 | 10,630.1 |

FINANCIAL REVIEW (CONT'D)

Financial Resources, Liquidity and Capital Structure (Cont'd)

Other than the Renminbi denominated notes, US dollar denominated notes and HK dollar denominated notes, most of the bank and other borrowings of the Group are charged at floating interest rates. There are no known seasonal factors in the Group's borrowing profile.

The banking facilities of the Group are reviewed from time to time and new banking facilities will be obtained or renewed to meet the funding requirements for capital commitments, investments and operations of the Group.

During the year, the Company repurchased 1,066,000 own shares at an aggregate consideration (before expenses) of approximately HK\$52.3 million, details of which are outlined in the section "Purchase, Sale or Redemption of Shares" below.

Segment Information

Detailed segmental information in respect of the revenue and profit or loss is shown in note 6 to the consolidated financial information.

Risk of Foreign Exchange Fluctuation

The Group is required to maintain foreign currency exposure to cater for its recurring operating activities and present and potential investment activities, meaning it will be subject to reasonable exchange rate exposure. However, the Group will closely monitor this risk exposure as required.

Contingent Liabilities

Details of contingent liabilities are set out in note 44 to the consolidated financial statements.

Pledge of Assets

Details regarding pledge of assets are set out in note 47 to the consolidated financial statements.

OPERATIONAL REVIEW

Financial Services

Investment and Finance

- The profit attributable to owners of SHK was HK\$1,824.3 million (2016: HK\$1,109.6 million). The better performance during the year was mainly due to improved performances of all main sectors of SHK's businesses.
- SHK's principal investments division which included the structured finance business provided a pre-tax contribution of HK\$1,082.3 million (2016: HK\$472.6 million) to its earnings. An improved performance from UAF and a net valuation gain of HK\$108.6 million (2016: HK\$203.5 million) from its 30% stake in Everbright Sun Hung Kai Company Limited (previously Sun Hung Kai Financial Limited) also contributed significantly.
- Sun Hung Kai Credit Limited ("SHKC") made a pre-tax profit contribution of HK\$35.0 million for the year (2016: HK\$1.8 million). The loan portfolio of SHKC now exceeds HK\$2 billion and based on the latest data available from the Land Registry, is now the top-ranked non-bank mortgage provider in terms of the number of new loans originated for first mortgages.

Consumer Finance

- Profit before tax of UAF, the 58% owned subsidiary of SHK, amounted to HK\$1,444.7 million for the year, an increase of 99% from 2016.
- The improved performance was due to a turnaround of its mainland China business which registered a profit before tax of HK\$302.6 million whilst UAF's Hong Kong business continued to maintain a steady increase in profitability.
- At the end of the year, the consolidated consumer finance gross loan balance amounted to HK\$9.8 billion, representing an increase of 15% from the end of 2016. The use of technology to improve online reach and productivity has allowed UAF to close 23 underperforming branches in mainland China and 1 branch in Hong Kong during the year. Currently, UAF has 84 branches operating on the mainland and 49 branches in Hong Kong.

OPERATIONAL REVIEW (CONT'D)

Properties

Hong Kong

- Allied Properties reported a profit attributable to its owners of HK\$3,991.1 million (2016: HK\$4,352.9 million).
- Allied Properties' rental income from its Hong Kong property portfolio increased slightly when compared to 2016.
- The net gain in the value of the Allied Properties' property portfolio, including investment properties owned by SHK, was HK\$982.3 million during the year, higher than that of 2016 by HK\$402.2 million.
- The hotel division reported an increase in average room rates and occupancies, resulting in an increased contribution.
- Allied Kajima Limited, Allied Properties' 50% joint venture holding various properties including Allied Kajima Building, Novotel Century Hong Kong hotel, Sofitel Philippine Plaza Hotel and the Wanchai Jaffe Road hotel redevelopment, contributed a profit increase of 176% mainly due to increase in fair value of its property portfolio during the year. Foundation work on the Jaffe Road hotel site is being carried out.
- In December 2017, Allied Properties' associate APAC Resources Limited ("APAC") completed its share repurchase offer. As a result, Allied Properties' interest in APAC increased to 33.91% at the end of 2017 (2016: 28.44%). APAC contributed a profit of HK\$207.5 million (2016: HK\$118.3 million) to Allied Properties during the year.

OPERATIONAL REVIEW (CONT'D)

Properties (Cont'd)

Mainland PRC

- The profit attributable to the owners of TACI was HK\$2,054.1 million (2016: HK\$5,713.0 million).
- The decrease in profit of TACI was mainly due to a lower contribution from disposal of non-core assets and the absence of a large one-off gain from a bargain purchase of an interest in a Hong Kong listed subsidiary, Asiasec Properties Limited. For 2017, disposal of non-core assets contributed HK\$1,634.0 million (2016: HK\$3,937.7 million). By increasing its stake in an Australian listed company, Tian An Australia Limited, at a discount to the stated net asset value, TACI also recorded a gain of HK\$60.9 million in 2017 (2016: HK\$1,588.6 million).
- There are a total of 15 cyberparks over 12 cities. The overall contribution of TACI's cyberpark unit has increased, with sales and leasing improved in most of its cyberparks. Those on the Pearl River Delta have been contributing most and TACI will concentrate on developing new cyberparks and urban renewal projects in this region where it has ample manpower and marketing resources.
- Phase 2 of TACI's urban renewal project, Tian An Cloud Park, in Huawei New City Area in the Longgang District of Shenzhen, with a gross floor area of approximately 599,400 m² is under construction and expected to be completed in 2018.
- Asiasec Properties Limited reported a profit attributable to its shareholders of HK\$169.2 million (2016: HK\$61.8 million).

Investments

SHK HK IND

- SHK HK IND reported a net profit attributable to its owners of HK\$166.7 million (2016: loss of HK\$73.6 million).
- The profit mainly arose from equity related investments and profit contribution from bond investments.

EMPLOYEES

The total number of headcount of the Group as at 31st December, 2017 was 5,080 (2016: 5,343). This net decrease in headcount reflects mainly the rationalisation of UAF's branch network in mainland China. Total staff cost, including Directors' emoluments, amounted to HK\$1,102.7 million (2016: HK\$983.3 million). The Group reviews remuneration packages from time to time. In addition to salary payments, other staff benefits include contributions to employee provident funds, medical subsidies and a discretionary bonus scheme. The Group recognises the importance of continuing professional education and development, and appropriate courses are arranged on a periodical basis as well as subsidies are granted to employees who take job-related courses.

PRINCIPAL RISKS

The Group adopts a comprehensive risk management framework. Risk management policies and procedures are regularly reviewed and updated to react to changes in market conditions and the Group's business strategy. The audit committee of the Company, or in the case of SHK, its risk management committee, reviews risk-related policies and scrutinises that management has performed its duty to have effective risk management and internal control systems necessary for monitoring and controlling major risks arising from the Group's business activities, changing external risks and the regulatory environment, and reports to the Board on the above.

Financial Risk

Financial risk includes market risk, credit risk and liquidity risk. Market risk concerns that the value of an investment will change due to movements in market factors and which can be further divided into equity risk, interest rate risk and foreign exchange risk. Credit risk is the risk of losses arising from clients or counterparties failing to make payments as contracted. Liquidity risk concerns that a given security or asset cannot be traded readily in the market to prevent a loss or make the required profit. Further discussion on financial risk management is outlined in note 42 to the consolidated financial statements.

Operational Risk

Operational risk is concerned with possible losses caused by inadequate or failed internal processes, people, systems or external events. Operational risk is mitigated and controlled through establishing robust internal controls, setting out clear lines of responsibility, proper segregation of duties and effective internal reporting and contingency planning. It is our corporate culture that the business and operating line management are fully aware of, and responsible for, managing the operational risks of their business units on a day-to-day basis. Independent monitoring and reviews are conducted by the internal audit team which reports regularly to the respective senior management and the audit committee.

RELEVANT LAWS AND REGULATIONS

The Group is highly committed to comply with laws and regulations that govern our businesses. As a listed company in Hong Kong, the company has to comply with the listing rules of the Hong Kong Exchange. Our loan businesses in Hong Kong are governed by the Money Lender's Ordinance. The lending businesses in the PRC are operated in accordance with the regional guidelines announced by the provincial governments under the Guiding Opinions of the China Banking Regulatory Commission and the People's Bank of China on the Pilot Operation of Small Loan Companies as well as the Special Rectification Documents of their special working group on cash loans, internet loans and P2P loans including "關於規範整頓現金貸業務的通知", "關於印發小額貸款公司網絡小額貸款業務風險專項整治實施方案的通知(網貸整治辦函[2017]56號)" and "關於做好P2P網絡借貸風險專項整治整改驗收工作的通知(網貸整治辦函[2017]57號)". Our rental businesses are governed by the Landlord and Tenant (Consolidation) Ordinance.

LONG TERM CORPORATE STRATEGIES

The Group is engaged in its businesses of investment, structured finance, consumer finance, property and related businesses, elderly care services and other investments. The Group's policy has been to adopt the following long term strategies:–

1. To maintain the organic growth of its core businesses;
2. To maintain a balance between the demands of short term returns and long term capital appreciation; and
3. To seek investment opportunities that assist in strengthening and broadening its earnings base.

BUSINESS OUTLOOK

It is expected that global economic growth will strengthen in 2018. However, significant risk factors such as geopolitical issues and the pace of the US interest rate hike still remain. It is expected that interest rate pressure will bear upon the local economy.

The outlook for the consumer finance and mortgage loans businesses is expected to remain positive barring any disruptive market development.

The shortage in the supply of land of Hong Kong when compared to demand remains a main issue of the local economy. It is expected that downturn of the property market may happen if mortgage interest rates increase substantially in 2018.

For the mainland property market, there have been various measures by the authorities to regulate the high housing demand and cool down the overheated property market, so as to restore a healthy and stable property market.

The Board will continue to adopt a prudent approach in implementing the Group's stated strategies with the aim of consolidating its solid financial position and diversified income streams for the benefit of the Group and all its shareholders.

APPRECIATION

The Board would like to thank all the staff for their effort and contribution in 2017, and would like to express appreciation to the Shareholders for their continued support.

Lee Seng Hui
Chief Executive

Hong Kong, 26th March, 2018

ARTHUR GEORGE DEW

Mr. Arthur George Dew, aged 76, Chairman of the Company since January 2007, was appointed an Independent Non-Executive Director of the Company in December 1995 and re-designated as a Non-Executive Director of the Company in July 2002. Mr. Dew is also a director of a subsidiary of the Company. He graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor and later as a barrister of the Supreme Court of New South Wales, Australia. He is currently a non-practising barrister. He has a broad range of corporate and business experience and has served as a director, and in some instances chairman of the board of directors, of a number of public companies listed in Australia, Hong Kong and elsewhere. He is also the chairman and a non-executive director of each of Allied Properties (H.K.) Limited (“APL”), APAC Resources Limited (“APAC”), Dragon Mining Limited (“Dragon Mining”) and Tian An Australia Limited (“Tian An Australia”), and a non-executive director of each of SHK Hong Kong Industries Limited (“SHK HK IND”) and Tanami Gold NL (“Tanami Gold”). Dragon Mining, Tanami Gold and Tian An Australia are companies listed on the Australian Securities Exchange.

LEE SENG HUI

Mr. Lee Seng Hui, aged 49, Chief Executive of the Company since January 1998, was appointed a Non-Executive Director of the Company in July 1992 and became an Executive Director of the Company in December 1993. Save as disclosed herein, Mr. Lee is also a director of a subsidiary of the Company. He graduated from the Law School of the University of Sydney with Honours. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. Mr. Lee is the chief executive and an executive director of APL, the chairman and a non-executive director of Tian An China Investments Company Limited (“Tian An”) and a non-executive director of APAC. He is a non-executive chairman of Mount Gibson Iron Limited (“Mount Gibson”), a company listed on the Australian Securities Exchange. Mr. Lee resigned as the chairman and a non-executive director of Asiasec Properties Limited (“Asiasec”, formerly known as Dan Form Holdings Company Limited) in January 2018. He is a brother of Ms. Lee Su Hwei (a Non-Executive Director of the Company).

EDWIN LO KING YAU

Mr. Edwin Lo King Yau, aged 57, was appointed an Executive Director of the Company in May 2000. Mr. Lo is also director of certain subsidiaries of the Company. He holds a Master’s Degree in Applied Finance from Macquarie University, Australia and is a chartered company secretary. He had served various executive roles in several companies in Hong Kong including as company secretary for public listed companies. He is also an executive director of each of Tian An and Asiasec.

MAK PAK HUNG

Mr. Mak Pak Hung, aged 71, was appointed an Executive Director of the Company in January 2006. He holds a Bachelor of Arts Honours Degree in Economics from the University of Hong Kong and a Master of Business Administration Degree from the University of Western Ontario, Canada. Formerly, Mr. Mak was the Chief Financial Officer of SHK. Prior to joining SHK, Mr. Mak was with A.S. Watson & Company Limited, a subsidiary company of CK Hutchison Holdings Limited (formerly known as Hutchison Whampoa Limited), as Chief Operating Officer and Group Finance Director. Before that, he was the Managing Director of Canadian Imperial Bank of Commerce for Hong Kong and China and has also held senior positions with Manufacturers Hanover Trust Co. and Citibank N.A., with extensive experience in banking and finance. He is also a director of United Asia Finance Limited.

LEE SU HWEI

Ms. Lee Su Hwei, aged 47, was appointed a Non-Executive Director of the Company in May 2000. She holds a Bachelor of Economics Degree from the University of Sydney and has experience as an investment analyst and in the securities industry generally in Hong Kong and the region. She is the sister of Mr. Lee Seng Hui (the Chief Executive and Executive Director of the Company).

DAVID CRAIG BARTLETT

Mr. David Craig Bartlett, aged 52, was appointed an Independent Non-Executive Director of the Company in December 1999. He graduated with honours in law from Exeter University in the United Kingdom in 1988 and subsequently qualified as a solicitor in England & Wales, The Republic of Ireland and the Hong Kong Special Administrative Region. A former partner of the international law firm Clyde & Co., he regularly acted for and advised the Company and its subsidiaries before leaving private practice for a career in industry. Now based primarily in Europe, Mr. Bartlett is also an independent non-executive director of each of APL and SHK.

ALAN STEPHEN JONES

Mr. Alan Stephen Jones, aged 74, was appointed an Independent Non-Executive Director of the Company in January 2006. Mr. Jones, a chartered accountant, has extensive experience in management, administration, accounting, property development, carpark management, finance and trading, and has been involved in successful mergers and acquisitions of a number of public companies in Australia and internationally. Mr. Jones is an independent non-executive director of each of APL and SHK. He is also an independent non-executive director of Mount Gibson, a company listed on the Australian Securities Exchange, and a non-executive chairman of Air Change International Limited, a company listed on the National Stock Exchange of Australia Limited. He is also a non-executive director of Mulpha Australia Limited.

LISA YANG LAI SUM

Ms. Lisa Yang Lai Sum, aged 51, was appointed an Independent Non-Executive Director of the Company in November 2013. She graduated from the University of Sydney with a Bachelor's Degree in Law and Economics and is also qualified as a solicitor in Australia and England. She is a practicing solicitor in Hong Kong and a consultant of ONC Lawyers. Ms. Yang is also an independent non-executive director of Tian An. She was appointed as an independent non-executive director of Asiasec in March 2017.

KENNETH LI CHI KONG

Mr. Kenneth Li Chi Kong, aged 64, joined the Company in January 1996 and is the Group Financial Controller of the Company. Mr. Li is also director of certain subsidiaries of the Company. Mr. Li graduated from the University of Edinburgh in Scotland, United Kingdom with a Bachelor's Degree of Science and obtained a Post-graduate Diploma in Accounting from Heriot-Watt University in Edinburgh. He is a member of the Institute of Chartered Accountants of Scotland and a fellow of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in finance and accounting. Prior to joining the Group, Mr. Li worked for two major audit firms and acted as the group financial controller for several listed companies in Hong Kong. Mr. Li is also the financial controller and an executive director of APL.

MARK WONG TAI CHUN

Mr. Mark Wong Tai Chun, aged 53, took up the post of director of investment of the Company in September 2007. Mr. Wong is also director of certain subsidiaries of the Company. He has a Master's Degree in Business Administration and is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Mr. Wong was the financial controller of other listed companies in Hong Kong. He is also an executive director of each of APL and SHK HK IND and an alternate director to Mr. Arthur George Dew in APAC, Tanami Gold, Dragon Mining and Tian An Australia. Tanami Gold, Dragon Mining and Tian An Australia are companies listed on the Australian Securities Exchange.

KELVIN LAM KAM WING

Mr. Kelvin Lam Kam Wing, aged 51, is the Assistant Financial Controller of the Company. He obtained a Master's Degree in Business Administration from The Chinese University of Hong Kong in 1999 and is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Before Mr. Lam joined the Group in 1992, he had worked in an international accounting firm for four years.

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (“Board”) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

In the light of the Corporate Governance Code and Corporate Governance Report (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31st December, 2017, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

THE BOARD

The Board currently comprises eight directors (“Directors”) in total, with three Executive Directors, two Non-Executive Directors (“NEDs”) and three Independent Non-Executive Directors (“INEDs”). The composition of the Board during the year and up to the date of this report is set out as follows:

Executive Directors:

Lee Seng Hui (*Chief Executive*)
Edwin Lo King Yau
Mak Pak Hung

Non-Executive Directors:

Arthur George Dew (*Chairman*)
Lee Su Hwei

Independent Non-Executive Directors:

David Craig Bartlett
Alan Stephen Jones
Lisa Yang Lai Sum

The brief biographical details of the Directors are set out in the Profile of Directors and Senior Management on pages 16 to 18. Other than that Mr. Lee Seng Hui, the Chief Executive of the Company, is a brother of Ms. Lee Su Hwei, a NED of the Company, there are no family or other material relationships among members of the Board.

THE BOARD (CONT'D)

Board Process

During the year, the NEDs (a majority of whom are independent) provided the Company and its subsidiaries (collectively "Group") with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group's strategy, performance and management process, taking into account the interests of all shareholders of the Company ("Shareholders").

Throughout the year and up to the date of this report, the Company has had at least three INEDs representing not less than one-third of the Board. At least one of the INEDs has the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each INED an annual confirmation of his/her independence and considers that all the INEDs are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results and other ad hoc matters which need to be dealt with. During the year, five Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee and general meeting during the year ended 31st December, 2017 are set out below:

| Name of Directors | Number of meetings attended/held | | | |
|---|----------------------------------|------------------------|-----------------|-----------------|
| | Board | Remuneration Committee | Audit Committee | General Meeting |
| Executive Directors: | | | | |
| Lee Seng Hui (<i>Chief Executive</i>) | 5/5 | | | 1/1 |
| Edwin Lo King Yau | 3/5 | | | 0/1 |
| Mak Pak Hung | 5/5 | | | 1/1 |
| Non-Executive Directors: | | | | |
| Arthur George Dew (<i>Chairman</i>) | 5/5 | 1/1 | 2/2 | 0/1 |
| Lee Su Hwei | 4/5 | | | 0/1 |
| Independent Non-Executive Directors: | | | | |
| David Craig Bartlett | 3/5 | 1/1 | 2/2 | 0/1 |
| Alan Stephen Jones | 4/5 | 1/1 | 2/2 | 1/1 |
| Lisa Yang Lai Sum | 4/5 | 1/1 | 2/2 | 1/1 |

THE BOARD (CONT'D)

Board Process (Cont'd)

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, approval of Directors' appointment or re-appointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management under the instruction/supervision of the Executive Committee which has its specific written terms of reference. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed and updated by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

Regular Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The company secretary of the Company ("Company Secretary") assists the Chairman of the Board in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board meetings). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to the current Board practice, if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The articles of association of the Company ("Articles of Association") also stipulate that save for the exceptions as provided therein, a Director shall abstain from voting on any Board resolution and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his/her close associates has a material interest.

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure has been established since June 2005 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

THE BOARD (CONT'D)

Directors' Continuous Professional Development

For continuous professional development, in addition to Directors' attendance at meetings and review of papers and circulars sent by the management of the Company, Directors participated in the activities including the following:

| Name of Directors | Participation in Continuous Professional Development Activities | |
|---|---|---|
| | Reading Regulatory Updates | Attending trainings/ briefings/seminars/ conference relevant to the Directors' duties |
| Executive Directors: | | |
| Lee Seng Hui (<i>Chief Executive</i>) | ✓ | ✓ |
| Edwin Lo King Yau | ✓ | ✓ |
| Mak Pak Hung | ✓ | ✓ |
| Non-Executive Directors: | | |
| Arthur George Dew (<i>Chairman</i>) | ✓ | ✓ |
| Lee Su Hwei | ✓ | X |
| Independent Non-Executive Directors: | | |
| David Craig Bartlett | ✓ | ✓ |
| Alan Stephen Jones | ✓ | ✓ |
| Lisa Yang Lai Sum | ✓ | ✓ |

Board Diversity

The Company has adopted the Board Diversity Policy in November 2013 which sets out the objectives and principles regarding board diversity for the purpose of achieving the Company's strategic objectives of balanced diversity at the Board as far as practicable. Board appointments will be based on merit and candidates will be considered against measurable objectives, taking into account the Company's business and needs.

Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board.

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Arthur George Dew, being the Chairman of the Board, is primarily responsible for the leadership of the Board, ensuring that (i) all significant policy issues are discussed by the Board in a timely and constructive manner; (ii) all Directors are properly briefed on issues arising at Board meetings; and (iii) the Directors receive accurate, timely and clear information. The functions of the chief executive are performed by Mr. Lee Seng Hui, the Chief Executive of the Company, who is responsible for the day-to-day management of the Group's business. Their responsibilities are clearly segregated and have been set out in writing and approved by the Board in June 2005, and subsequently updated in April 2012.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The terms of reference of the Nomination Committee include the nomination procedure specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company.

Every newly appointed Director will receive an induction package from the Company Secretary on the first occasion of his/her appointment. This induction package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by a director pursuant to the Companies Ordinance, Listing Rules and Securities and Futures Ordinance. In addition, this induction package includes materials briefly describing the operations and business of the Company, the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. Directors will be continuously updated on any major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

All NEDs (including INEDs) of the Company were appointed for a specific term, but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office but eligible for re-election. The term of appointment of the NEDs (including INEDs) has been renewed for further two years commencing from 1st January, 2017.

According to the Articles of Association, at each annual general meeting of the Company ("AGM"), one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board shall hold office until the next following AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions in April 2012.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

In 2017 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

BOARD COMMITTEES

The Board has established various committees, including a Nomination Committee, a Remuneration Committee, an Audit Committee and an Executive Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section headed "The Board" of this report, have been adopted for the committee meetings so far as practicable.

Nomination Committee

The Nomination Committee has been established since March 2012 and is chaired by the Chairman of the Board and comprises a majority of INEDs. Currently, the Nomination Committee consists of four members, including Mr. Arthur George Dew (Chairman of the Nomination Committee), being a NED, Mr. David Craig Bartlett, Mr. Alan Stephen Jones and Ms. Lisa Yang Lai Sum, all being the INEDs. The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary. The major roles and functions of the Nomination Committee are included in its terms of reference, which are available on the websites of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company.

BOARD COMMITTEES (CONT'D)

Nomination Committee (Cont'd)

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. In 2017, no Nomination Committee meeting was held while the Nomination Committee dealt with matters by way of circulation. In 2017 and up to the date of this report, the Nomination Committee performed the works as summarised below:

- (i) reviewed and recommended for the Board's approval the proposed resolution for re-election of the retiring Directors at 2017 AGM and 2018 AGM; and
- (ii) reviewed the structure, size, composition and diversity of the Board and assessed the independence of each INED.

Remuneration Committee

The Remuneration Committee has been established for more than 10 years and currently consists of four members, including Mr. David Craig Bartlett (Chairman of the Remuneration Committee), Mr. Alan Stephen Jones and Ms. Lisa Yang Lai Sum, all being the INEDs, and Mr. Arthur George Dew, being a NED. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary. The major roles and functions of the Remuneration Committee are included in its terms of reference, which are available on the websites of the Stock Exchange and the Company.

The terms of reference of the Remuneration Committee are in compliance with the code provision B.1.2 of the CG Code, but with a deviation from the code provision that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the Executive Directors only and not senior management (as opposed to executive directors and senior management under the code provision). The reasons for the above deviation are summarised as below:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the Executive Directors;
- (ii) the Executive Directors must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iii) there is no reason for Executive Directors to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One Remuneration Committee meeting was held in 2017 and the attendance of each member is set out in the section headed "The Board" of this report.

BOARD COMMITTEES (CONT'D)

Remuneration Committee (Cont'd)

In addition to the Remuneration Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2017. In 2017 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed the existing policy and structure for the remuneration of Directors;
- (ii) reviewed the existing remuneration packages of the Executive Directors, the Group Financial Controller and the director of investment;
- (iii) reviewed the existing remuneration of the NEDs (including the INEDs);
- (iv) reviewed and recommended for the Board's approval the bonus for the year ended 31st December, 2016 and the increment in the remuneration for the year 2017 of the Executive Directors, the Chairman, the Group Financial Controller and the director of investment;
- (v) reviewed and recommended for the Board's approval the renewal of a tenancy agreement for provision of an accommodation to the Chief Executive whereby the monthly rental payable by the Company decreased by HK\$5,500 effective from 1st January, 2018; and
- (vi) reviewed and recommended for the Board's approval the change of residence provided to the Chief Executive as accommodation, the relevant surrender agreement and the tenancy agreement thereof.

The remuneration payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 10 to the consolidated financial statements whereas detailed changes in the emoluments of certain Directors during the interim period and up to the date of the Interim Report were also disclosed in the Interim Report of the Company dated 22nd August, 2017. Details of the emolument policy of the Group are also set out in the "Emolument Policy" section contained in the Directors' Report on page 53.

Audit Committee

The Audit Committee has been established for more than 10 years and currently consists of four NEDs, three of whom are INEDs. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Mr. Alan Stephen Jones (Chairman of the Audit Committee), being an INED, Mr. Arthur George Dew, being a NED, Mr. David Craig Bartlett and Ms. Lisa Yang Lai Sum, both being INEDs. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary. The major roles and functions of the Audit Committee are included in its terms of reference, which are available on the websites of the Stock Exchange and the Company.

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

The terms of reference of the Audit Committee are revised from time to time to comply with the code provision C.3.3 of the CG Code, but with deviations from the code provision of the audit committee's responsibility to:

- (i) implement policy on the engagement of the external auditors to supply non-audit services;
- (ii) ensure the management has performed its duty to have effective risk management and internal control systems; and
- (iii) ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the listed company.

The Board considers that the Audit Committee shall recommend (as opposed to implement under the code provision) the policy on the engagement of the external auditors to supply non-audit services for the following reasons:

- (i) it is proper and appropriate for the Board and its committees to develop policy and make appropriate recommendations;
- (ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Directors and management; and
- (iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

Further, the Board considers that the Audit Committee only possesses the effective ability to scrutinize (as opposed to ensure under the code provision) whether management has performed its duty to have effective risk management and internal control systems. The Audit Committee is not equipped to ensure that the same is in place as this would involve day-to-day supervision and the employment of permanent experts. The Audit Committee is not in a position either to ensure co-ordination between the internal and external auditors but it can promote the same. Similarly, the Audit Committee is not in a position to ensure that the internal audit function is adequately resourced but it can check whether it is adequately resourced.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two Audit Committee meetings were held in 2017 and the attendance of each member is set out in the section headed "The Board" of this report.

In addition to the Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2017. In 2017 and up to the date of this report, the Audit Committee performed the works as summarised below:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor;
- (ii) reviewed the reports of findings/independent review report from the external auditor and the management's response in relation to the final audit for the year ended 31st December, 2016, the interim results review for the six months ended 30th June, 2017 and the final audit for the year ended 31st December, 2017 of the Group;

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

- (iii) reviewed and recommended for the Board's approval the financial reports for the year ended 31st December, 2016, for the six months ended 30th June, 2017 and for the year ended 31st December, 2017 together with the relevant management representation letters and announcements;
- (iv) reviewed the Group Internal Audit Plan prepared by the Internal Audit Department ("IAD");
- (v) reviewed and recommended for the Board's approval the updated report on substantiation of the resources, qualifications and experience of staff of the Group's accounting, internal audit and financial reporting functions, and their training programmes and budget;
- (vi) reviewed and recommended for the Board's annual review the Related Party Transaction Policies and Procedures, Procedures for the Identification and Monitoring of Connected Transactions, Whistle Blower Policy, Policy on the Disclosure of Inside Information, Manual of Company Management Authority and Policy on Risk Management, Compliance and Internal Control Procedures; and
- (vii) reviewed and recommended for the Board's annual review the Group's risk management and internal control systems.

Executive Committee

The Executive Committee has been established since January 1993 and currently consists of two Executive Directors, being Messrs. Lee Seng Hui (Chairman of the Executive Committee) and Edwin Lo King Yau. The Executive Committee is vested with all the general powers of management and control of the activities of the Group as are vested in the Board, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference of the Executive Committee. The terms of reference of the Executive Committee were revised in November 2007 following the adoption of the Whistle Blower Policy by the Company.

The Executive Committee will meet as and when necessary to discuss the operating affairs of the Group and may also deal with matters by way of circulation. The Executive Committee is mainly responsible for undertaking and supervising the day-to-day management and is empowered:

- (i) to formulate and implement policies for the business activities, internal control and administration of the Group; and
- (ii) to plan and decide on strategies to be adopted for the business activities of the Group within the overall strategy of the Group as determined by the Board.

COMPANY SECRETARY

Ms. Lau Tung Ni is the Company Secretary of the Company. All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with the Shareholders and management.

Ms. Lau is a fellow member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. During 2017, Ms. Lau undertook over 15 hours of relevant professional training to update her skills and knowledge.

CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

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

The Company has also adopted the Model Code as the Code for Securities Transactions by Relevant Employees to regulate dealings in securities of the Company by certain employees of the Company or any of its subsidiaries who are considered to be likely in possession of inside information in relation to the Company or its securities.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the Accounts Department, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the year ended 31st December, 2017, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgments and estimates that are prudent and reasonable and have ensured that the consolidated financial statements are prepared on a going concern basis.

The reporting responsibilities of the Company's external auditor, Deloitte Touche Tohmatsu, are set out in the Independent Auditor's Report on pages 107 to 116.

ACCOUNTABILITY AND AUDIT (CONT'D)

Risk Management and Internal Control

The Board has the responsibility to review annually the effectiveness of the Group's risk management and internal control systems covering all material controls, including financial, operational and compliance controls. In 2017, the Board, through the Audit Committee, had reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions, and their training programmes and budget.

The Group's risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risk of system failure; and to assist in the achievement of the Group's agreed objectives and goals. They have a key role in the management of risks that are significant to the fulfilment of business objectives. In addition, they should provide a basis for the maintenance of proper accounting records and assist in the compliance with relevant laws and regulations.

Systems and procedures are put in place to identify, evaluate and manage the risks of different businesses and activities. The annual assessment is performed through the completion by the relevant business units and department heads of their respective responsibility statements as co-ordinated by the IAD. The result and findings are reported by the management to the Chairman of Executive Committee who puts forward the same to the Audit Committee and the Board for review on the effectiveness of the risk management and internal control systems, which have been considered effective and adequate.

The Company's principal subsidiaries are managed under independent systems of risk management and internal controls. These subsidiaries have provided appropriate assurance to the Company on their compliance with the CG Code regarding risk management and internal control systems in general to the Company.

A discussion of the policies and procedures on the management of each of the major types of risk which the Group is facing is included in note 42 to the consolidated financial statements and under the "Principal Risks" section contained in the Review of Operations on page 13.

Internal Audit

The Head of Internal Audit reports to the Chairman of the Board and the Audit Committee. The IAD generally carries out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.

The Group Internal Audit Plan was prepared by the IAD and issued to the Audit Committee and the Board for review.

Policy on Disclosure of Inside Information

The Board has adopted the Policy on the Disclosure of Inside Information ("Policy") effective on 1st January, 2013 with respect to the procedures and internal controls for the handling and dissemination of inside information. The Policy sets out guidelines and procedures to the directors of the Company and relevant officers of the Group to ensure inside information of the Group is to be disseminated to the public on an equal basis and in timely manner. Directors and relevant officers in possession of potential inside information and/or inside information are required to take reasonable measures to ensure that proper safeguards are in place to preserve strict confidentiality of inside information and to ensure that its recipients recognise their obligations to maintain the information confidential. The Policy shall be updated and revised as and when necessary in light of changes in circumstances and changes in the Listing Rules, Part XIVA of the Securities and Futures Ordinance and relevant statutory and regulatory requirements from time to time.

ACCOUNTABILITY AND AUDIT (CONT'D)

External Auditors' Remuneration

During the year, the remuneration paid to the Group's external auditors is set out as follows:

| Services rendered for the Group | HK\$ Million |
|--|--------------|
| Audit services | 8.2 |
| Non-audit services | |
| – Taxation services | 0.9 |
| – Other professional services | 0.8 |
| | <hr/> |
| Total | <u>9.9</u> |

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with Shareholders. Information in relation to the Group is disseminated to Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company.

The Company's AGM is a valuable forum for the Board to communicate directly with Shareholders. The Chairman actively participates at the AGM and personally chairs the meeting to answer any questions from Shareholders. The chairmen of the Audit Committee, Remuneration Committee and Nomination Committee or in their absence, another member of the respective committees or failing that their respective duly appointed delegate, are also available to answer questions at the AGM. The chairman of any independent board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent board committee) will also be available to answer questions at any general meeting of Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

During the year, the 2017 AGM was held on 26th May, 2017. The attendance records of the Directors at the general meeting are set out in the section headed "The Board" of this report.

Mr. Arthur George Dew ("Mr. Dew", the Chairman of the Board and the chairman of the Nomination Committee), by reason of undergoing a medical procedure, and Mr. David Craig Bartlett ("Mr. Bartlett", the chairman of the Remuneration Committee), due to other business engagements, were unable to attend the 2017 AGM resulting in a deviation from the code provision E.1.2 of the CG Code. Despite his absence, Mr. Dew had reviewed all the documents and procedures of the 2017 AGM before the meeting, and all records and minutes of the 2017 AGM have been circulated to Mr. Dew and Mr. Bartlett after the meeting for information. Moreover, Mr. Lee Seng Hui, the Chief Executive and Executive Director of the Company, who attended and chaired the meeting as Mr. Dew's delegate in the Board, and Mr. Alan Stephen Jones, Independent Non-Executive Director of the Company and a member of each of the Nomination Committee and the Remuneration Committee, who attended the meeting as Mr. Dew's and Mr. Bartlett's delegate in such committees, were available to answer questions to ensure effective communication with the Shareholders.

COMMUNICATION WITH SHAREHOLDERS (CONT'D)

Separate resolutions are proposed at the general meetings for each substantial issue, including the re-election of retiring Directors.

The notice to Shareholders is to be sent in the case of AGM at least 20 clear business days before the meeting and to be sent at least 10 clear business days in case of all other general meetings. An explanation of the detailed procedures of conducting a poll is provided to the Shareholders at the commencement of the meeting. The Chairman answers questions from Shareholders regarding voting by way of a poll. The poll results are published in the manner prescribed under the requirements of the Listing Rules.

Shareholder(s) representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings as at the date of deposit of the requisition can request the Directors to convene an extraordinary general meeting ("EGM") by sending a written request to the registered office of the Company ("Registered Office"). Such requisition must state the general nature of the business to be dealt with at the EGM and must be authenticated by the person or persons making it. Besides, Shareholders may make a proposal ("Proposal") at a Shareholders' meeting by submitting it in written form to the Board at the Registered Office in accordance with the Companies Ordinance and the Articles of Association where applicable. The Proposal shall be in the form of a proposed resolution, which shall clearly and concisely set out the Proposal for discussion and be relevant to the Company's business scope.

The Board established a shareholders' communication policy in April 2012, and subsequently updated in December 2015. A Shareholder may serve an enquiry to the Board at the Registered Office for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company, for any questions about their shareholdings.

CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our Shareholders to promote and improve our transparency are also welcome.

On behalf of the Board

Arthur George Dew
Chairman

Hong Kong, 26th March, 2018

APPROACH AND STRATEGY

Allied Group Limited believes in delivering long-term, sustainable value creation to our shareholders. In doing so, we recognise that the choices we make will have an impact on the communities in which we carry on our business and we should make such impact a positive one. The Company has adopted a Sustainability Policy which covers our principles in the area of employment and labour practices, business integrity, the environment and the community and we shall endeavour to embrace these principles as part of our practice and governance to contribute to the sustainable development of society and the environment.

The board of directors of the Company (“Board”) has overall responsibility for the Company’s strategy and reporting in respect of Environmental, Social and Governance (“ESG”) issues and has reviewed the effectiveness of the Group’s risk management and internal control systems, which are put in place to identify, evaluate and manage the risks of different businesses and activities, including the ESG-related risks. Based upon the assessments made by the Company’s senior management, subsidiaries’ respective management and the external auditors, the Board considered that such systems are effective and adequate.

This report outlines the Group’s sustainability initiatives and selected Key Performance Indicators (“KPI”) that are material to the Group and its stakeholders on ESG issues for the year ended 31st December, 2017. This report supplements information disclosed elsewhere in this Annual Report, and was approved by the Board on 26th March, 2018.

REPORTING SCOPE

The subject areas and aspects are presented based on the “Environmental, Social and Governance Reporting Guide” (“ESG Guide”) as set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

MATERIALITY ASSESSMENT AND STAKEHOLDER ENGAGEMENT

Amongst various environmental and social issues based on the ESG Guide within the scope of sustainability, the below are the list of issues that are considered to be material and relevant to the Group. The priorities are set based on management’s view as well as conclusions from stakeholders’ engagement. We regularly engage key stakeholders in daily operations through meetings, events, and other communications and feedback channels. Based on management’s assessment, the aspects and KPIs relevant for this report’s disclosure are set out as follows:

Material and relevant issues:

Supply chain management (Aspect B5) general disclosure, KPI B5.1, B5.2
Anti-corruption (Aspect B7) general disclosure, KPI B7.2

Other relevant issues:

Emissions (Aspect A1) general disclosure
Use of resources (Aspect A2) general disclosure, KPI A2.1
The environment and natural resources (Aspect A3) general disclosure, KPI A3.1
Employment (Aspect B1) general disclosure
Health and safety (Aspect B2) general disclosure
Development and training (Aspect B3) general disclosure, KPI B3.1, B3.2
Labour standards (Aspect B4) general disclosure
Product responsibility (Aspect B6) general disclosure, KPI B6.2, B6.5
Community investment (Aspect B8) general disclosure, KPI B8.1, B8.2

All other aspects of KPI not mentioned above were concluded to be not relevant for disclosure.

The following ESG issues are presented based on the classification of provisions by the Stock Exchange's ESG Guide.

A. ENVIRONMENTAL ISSUES

The Group's Sustainability Policy encompasses our general approach towards environmental issues. We endeavour to:

- observe relevant laws and regulations and aim to go beyond minimum requirements;
- prevent/minimise air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste;
- make efficient use of resources, including energy, water and other raw materials;
- minimise the impact of the Group's activities on the environment and natural resources; and
- engage our staff, customers and partners to promote environmentally sustainable business practices and constantly re-assess our processes to minimise environmental impact.

This report does not include the disclosure of all the environmental KPIs as they are not considered material or relevant as a conclusion of our stakeholder engagement as well as management's view. Instead, we have discussed our general approach and effort to reduce the Group's environmental footprint in various aspects.

Emissions (Aspect A1)

The Group is not involved in any manufacturing activities. Emissions produced directly by the Group only related to the executive passenger vehicles (36) and company boats (8) in Hong Kong and mainland China. These are used for senior staff's local travel only as well as for entertainment. It is therefore that the scale and usage are immaterial given the size of the Group's assets and staff.

Other emissions produced are mostly on a "second degree" basis as incurred during occasional business travels.

In line with our policy to minimise air and greenhouse gas emissions, major operations are equipped with video conferencing facilities to reduce the need for face to face meetings and keep business travelling to a minimum. Only a small percentage of employees travel for business.

There are no relevant laws and regulations applicable to our business in this aspect.

A. ENVIRONMENTAL ISSUES (CONT'D)

Use of Resources (Aspect A2), and The Environment and Natural Resources (Aspect A3)

We have adopted a series of internal control policies and procedures to enhance the efficiency in consumption of resources including energy, water and other paper. With 5,080 staff across the Group, we consume considerable amounts of electricity and paper and with the efficient use of such, we hope to minimise our impact on the environment while we grow our businesses. Water consumption is not material to our business as it relates mainly to the personal consumption of our staff or for their personal hygiene.

Since June 2013, electronic board paper systems have been promoted and implemented throughout the Group, allowing our directors to access meeting papers online anytime, anywhere with the use of portable electronic devices, improving Board efficiency whilst saving paper.

The Company has for some years established an electronic communication channel with shareholders, allowing shareholders to select to receive our corporate communications, such as annual reports, interim reports and circulars, by accessing online versions instead of receiving hard copies in mail. As a result, printing quantities of our corporate communications are substantially reduced and consumption of paper are thus minimised.

Environmental protection guidelines for energy savings and reduction in paper consumption are circulated to all staff at head office and branches. For instance, staff are reminded to switch off lights and equipment after work, during lunch break or during the time working outside the office and wherever possible. Energy efficient office equipment is always preferred in making purchase decisions. During 2017, the Group's total electricity consumption was approximately 7.6 million kwh (2016: 8.2 million kwh).

In Hong Kong, United Asia Finance Limited ("UAF") has joined the "Charter on External Lighting" (the "Charter") launched by the Environment Bureau since 2016 and the external lighting of advertising and shop signage be switched off after midnight. One of the Group's subsidiary companies, Protech Property Management Limited, has for many years participated in the Earth Hour Campaign (the "Campaign") and encouraged owners/tenants of the flats and buildings which it manages to turn off lights every year for one hour at 8:30 pm on the Campaign nights. The purpose of the Charter and the Campaign is to minimise light nuisance and energy wastage and to bring general awareness of environmental protection.

Throughout the Group, the following business processes were implemented to improve efficiency and to reduce paper usage:

- On-line or mobile loan applications channels
- Web-based application system such as Document Management Systems of UAF and Sun Hung Kai Credit Limited ("SHK Credit")
- Electronic loan statements
- Recycling schemes of office equipment and supplies
- Internal electronic administration and communication platform

A. ENVIRONMENTAL ISSUES (CONT'D)

Use of Resources (Aspect A2), and The Environment and Natural Resources (Aspect A3) (Cont'd)

In the property and hotel business, eco-friendly options are often considered and where possible/ appropriate are implemented in operations, construction and maintenance works.

These include:

1. Building Environmental Assessment Method Plus applied to demolition and new building project.
2. Replace air-cool with water-cool air-conditioning system with selection of more efficient oil-free chillers.
3. Up-grade building management system with better control for air-handling units.
4. Carry out energy audits.
5. Replace energy wasting lights with LED lights.
6. Change diesel boilers to gas boilers and heat pumps for hot water system.
7. Use of syphonic double flush WC units where appropriate.
8. Roof waterproofing system using more economical and efficient method to reduce noise, dust and debris.
9. Use of non-Chlorofluorocarbon based refrigerants in air-conditioning unit selection.

Recycling scheme for materials, such as paper, plastic, glass bottle, cooking oil and electronic materials, has been launched in certain restaurants and within internal departments. Food saving has also been encouraged in joining the Waste Check Charter with the Environmental Protection Department.

Except for the abovementioned, the Group's businesses have no direct impact on the environment and natural resources.

B. SOCIAL ISSUES

Employment, Health and Safety and Labour Standards (Aspect B1, B2, B4)

The Company is substantially an investment holding company and with subsidiaries involved in real estate, finance and money lending, property leasing, management services and elderly care services. Our people are our most important assets that drive the long-term development and sustainability of the Company. The Group's policy on employment is as follows:

- observing relevant laws and regulations;
- being an equal-opportunity employer, implementing fair practices relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare for our staff;
- providing a safe, healthy and quality workplace and protecting employees from occupational hazards;
- promoting a good work-life balance for staff;
- investing in training and professional development of our staff for the purpose of improving their knowledge and skills for discharging duties at work;
- maintaining an open dialogue with our staff, facilitating a transparent two-way communication; and
- no child and forced labour.

In Hong Kong, the Group's employment of staff is subject to the Employment Ordinance, the Minimum Wage Ordinance, as well as the Employees' Compensation Ordinance. In mainland China, staff employment is subject to the Labour Law and the Employment Contract Law of the People's Republic of China (「中華人民共和國勞動法及勞動合同法」). The Group has no known non-compliance with the above relevant regulations.

Our compensation and benefits (including working hours, rest periods, welfare) need to be competitive with other peers in the same sectors and in general exceeds the minimum as required by the relevant regulations. Owing to the nature of our businesses, work related injuries, occupational health issues and the incurrence of child labour are not significant risk factors.

Further information on the Group's human resources is also detailed in the section headed "Review of Operations" on page 12 of this Annual Report.

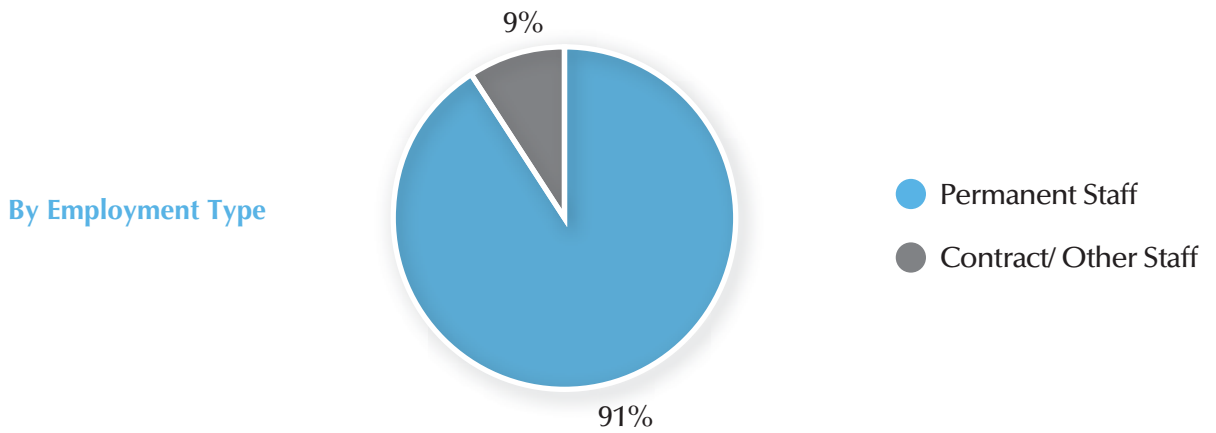
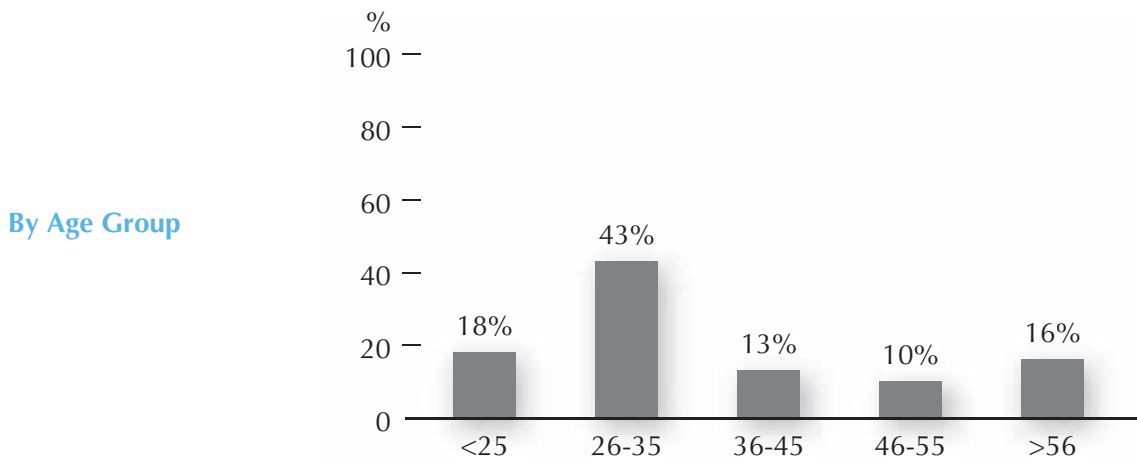
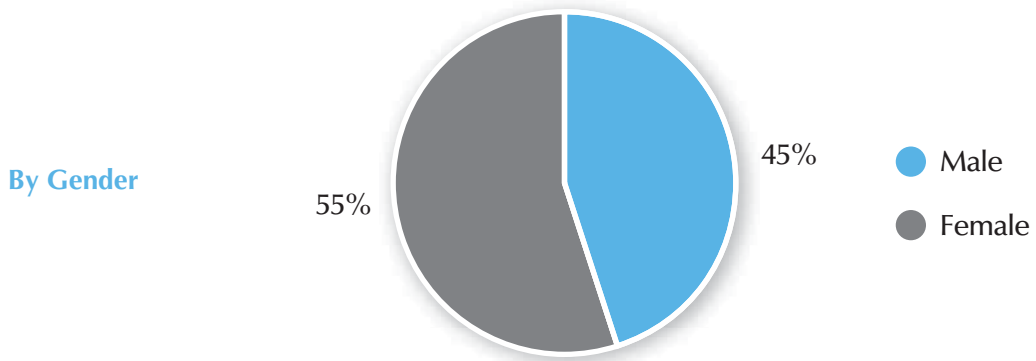
The Group endeavours to provide a safe and pleasant working environment for our staff. On top of this, well-being programmes such as those promoting a good work-life balance are regularly offered to staff such as the handling of stress and parenting skills. The Group also sponsors and organises various company teams across the Group for team sports and community service. Sports teams include dragon boating, soccer, basketball, bowling and charity marathon to name a few whereas Volunteer teams visited Elderly Homes/Centers and joined Recreational Activities for Disabled Persons organised by Hong Kong PHAB Association. The Group also participates in various donation campaigns organised by the Community Chest, The World Wildlife Fund Hong Kong and Oxfam Hong Kong, like Walk for Millions, Walk for Nature @ Mai Po and Oxfam Rice Event. Certain operations also publish staff magazines to share Group, industry and staff news and to promote internal communication.

As at 31st December, 2017, the Group employs a total of 5,080 staff compared against 5,343 at the end of 2016 as UAF consolidated its consumer finance branches in mainland China and increased its online presence.

B. SOCIAL ISSUES (CONT'D)

Employment, Health and Safety and Labour Standards (Aspect B1, B2, B4) (Cont'd)

Staff Breakdown



B. SOCIAL ISSUES (CONT'D)

Employment, Health and Safety and Labour Standards (Aspect B1, B2, B4) (Cont'd)

Human Resources and sustainability related awards:

- Good MPF Employer Award 2014-2017 (Sun Hung Kai & Co. Limited (“SHK”))
- Caring Company Award 2005-2018 (UAF); 2016-2018 (SHK); 2009-2018 (Protech Property Management Limited)
- Partner Employer Award 2016-2018 (UAF)
- ERB Manpower Developer Award Scheme 2012-2018 (UAF)
- Social Capital Builder Award 2016-2018 (UAF)
- Hong Kong Outstanding Corporate Citizenship Awards 2016-2018 – Enterprise Category (UAF)
- Hong Kong Outstanding Corporate Citizenship Awards 2016-2018 – Volunteer Category (UAF)
- Young Entrepreneurs Development Council – Long-Term Voluntary Service to the School-Company-Parent Program (10 years) 2016-2017 (UAF)
- Young Entrepreneurs Development Council – School-Company-Parent Program’s Best Performance of School-Company Partnership 2016-2017 (UAF)
- Corporate Volunteer Long Service Award Five Years Plus – 2017 (UAF)
- Environmental Bureau – The Charter on External Lighting Award Ceremony 2017 (UAF)
- Hong Kong Green Organization Certification – Wastewi\$e Certificate 2017 (UAF) (Protech Property Management Limited)
- Happy Company 2016-2018 (UAF)
- Hong Kong Citizen Hong Kong Heart – Volunteer Ambassador Program 2017 (UAF)

Development and Training (Aspect B3)

The Group is committed to fostering a culture of continuous learning in our organisation. Heavy emphasis is placed on staff training which is tailored to equip our workforce with the necessary knowledge and skills relevant for their work, as well as to build our talent pool. Management is involved, together with professional trainers, in designing training programmes that meet the demands of the workplace. Training content and topics are set to cover the key aspects of our operations. These include:

Compliance and regulatory – general compliance, market and regulatory updates, prevention of bribery, bankruptcy laws, data privacy, the Money Lenders Ordinance (“MLO”).

Management skills and personal – leadership skills, supervisory skills, KPI setting, communication and interpersonal skills, creative thinking and problem solving skills, self-development skills.

Job skills – language skills, computer skills, debt collection skills, customer service skills.

UAF has a comprehensive graduate training programme to train up talented university graduates for future advancement to the management team. The 25-month programme provides training on their knowledge and skill sets for consumer financing industry.

On top of internal training, UAF and SHK Credit also provide a study subsidy for staff to advance their education outside of office hours. UAF Hong Kong has received the honour of “Manpower Developer” from the Employees Retraining Board every year since 2012.

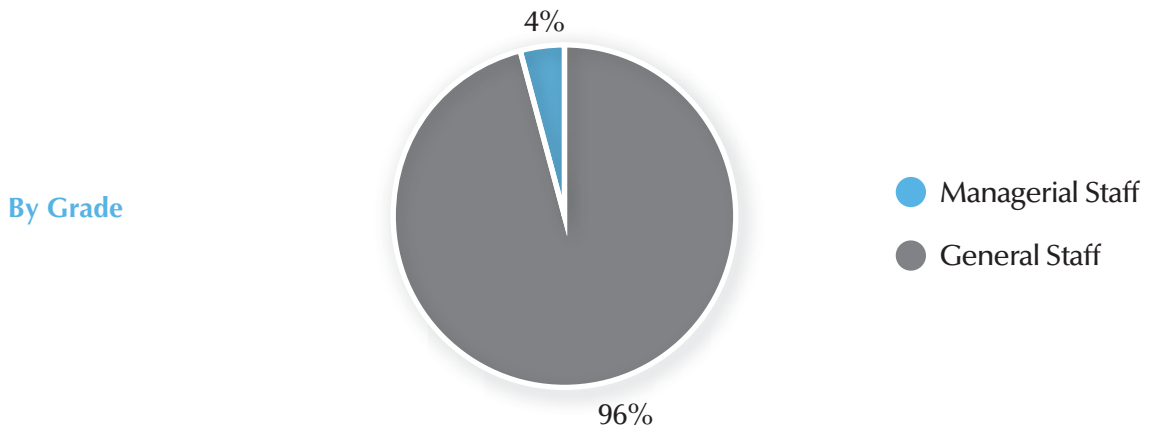
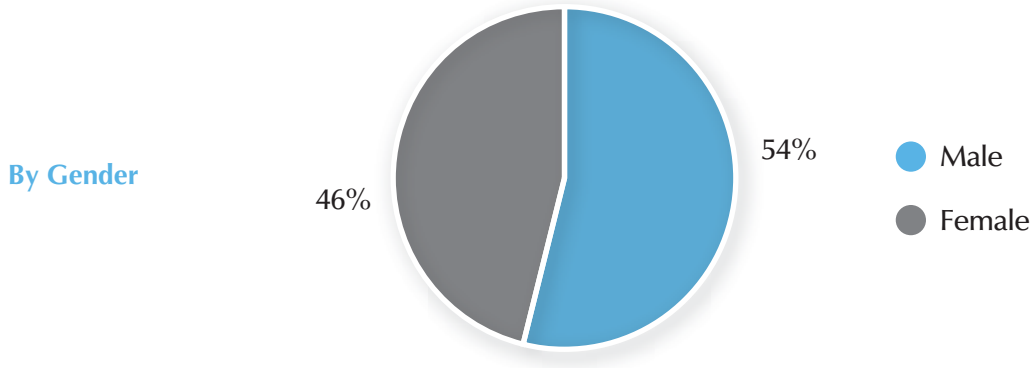
In the hotel sector, as talents are our most valuable assets, we have formulated strategic plans for talent retention, growth and development. We also provide training courses on regular basis for talents.

Staff training across the Group amounted to 85,483 hours in total.

B. SOCIAL ISSUES (CONT'D)

Development and Training (Aspect B3) (Cont'd)

Training hours breakdown



B. SOCIAL ISSUES (CONT'D)

Supply Chain Management (Aspect B5)

The Group's general business suppliers include providers of information technology and communication, premises, legal and other business services as well as vendors for office supplies. These are not considered to pose significant social risks for our business and procurement decisions are based on pricing, suitability as well as the general reputation of suppliers.

For UAF and SHK Credit businesses specifically, external debt collection agents are engaged only after internal collection efforts have failed to collect overdue debts. More than 22 and 45 of such agents were engaged by both businesses in Hong Kong and mainland China respectively. UAF and SHK Credit both have well-defined policies and procedures for the selection, monitoring of their debt collection agents. The agents are selected carefully based on track record of good practices and reputation. They are required to abide by a Code of Conduct and are subject to benchmarking, audits and rotation. As UAF and SHK Credit do not sell their receivables, they can retain control over the collection process. Under the Code of Conduct, the agents shall not:

- sub-contract, delegate the whole or any part of their duties under the debt service agreement with UAF and SHK Credit;
- violate the relevant laws and regulations; and
- engage in any action or conduct which is prejudicial to the business, integrity, reputation or goodwill of UAF and SHK Credit.

As part of monitoring these agents, regular surveys are conducted with customers and the general public for feedback. During 2017, the number of complaints received on debt collection is minimal, which is less than 0.01% of the UAF's and SHK Credit's customer base. We understand that this is a very low ratio by industry standards according to management's knowledge. Over the years, UAF's market share by customer numbers (outside of banks) in Hong Kong continued to lead as a result of its solid reputation.

Product Responsibility (Aspect B6)

The Group provides loan products to individuals and corporates in Hong Kong and mainland China. These include private credit extended to corporates under the Principal Investments Segment of SHK, consumer finance and small business loans through UAF, as well as mortgage loans through SHK Credit.

In Hong Kong, all the relevant loan businesses above operate under the MLO, being licensed money lenders. In mainland China, UAF's operations follow the regional guidelines announced by the provincial governments under the Guiding Opinions of the China Banking Regulatory Commission and the People's Bank of China on the Pilot Operation of Small Loan Companies as well as the Special Rectification Documents of their special working group on cash loans, internet loans and P2P loans including “關於規範整頓現金貸業務的通知”, “關於印發小額貸款公司網絡小額貸款業務風險專項整治實施方案的通知(網貸整治辦函[2017]56號)” and “關於做好P2P網絡借貸風險專項整治整改驗收工作的通知(網貸整治辦函[2017]57號)”. During the year, there were no known cases of non-compliance with the above laws or regulations.

B. SOCIAL ISSUES (CONT'D)

Product Responsibility (Aspect B6) (Cont'd)

In Hong Kong, the MLO focuses on borrowers' rights as well as lenders' practices. UAF, as a founding member of The Hong Kong S.A.R. Licensed Money Lenders Association Limited ("LMLA"), has led the drafting of the Code of Practice (the "Code") for the money lending industry. The Code was promoted for application by all the members of the LMLA including UAF and SHK Credit. The Code is a comprehensive framework of market practice and standard, developed based on the Hong Kong Monetary Authority's guidelines to banks, in the various business aspects such as customer relationships, know-your-customer, anti-money laundering, credit evaluation, collection and recovery and data privacy. UAF is on the executive committee of LMLA and leads the task force for regular review of the Code. UAF also holds regular dialogues with the Companies Registry (which reviews the licensing matters of money lenders) to discuss best practices and industry trends.

Servicing approximately 210,000 customers in Hong Kong and mainland China, UAF and SHK Credit place a very high priority to uphold customers data privacy. Measures and clear guidelines are in place and observed to ensure customers' relevant data are protected against unauthorized or accidental access, processing or erasure. Appropriate levels of security protection were implemented by adequate physical, electronic and managerial measures to safeguard and secure customers' personal data. In addition, all Hong Kong staff are required to complete a Personal Data (Privacy) Ordinance e-learning course annually.

Owing to the nature of the consumer finance business where debt collection is involved, reputational risk monitoring and preventions are of utmost importance. At both UAF and SHK Credit, various measures are in place to minimise risks. Results and response to collection efforts are monitored on a timely basis. Dedicated telephone hotlines are set up for customer complaints and dispute resolution. External agents engaged for collection are tightly monitored as discussed above.

Anti-corruption (Aspect B7)

A Whistle Blower Policy has been established to facilitate employees' direct reporting of any unlawful conduct, any incident of corruption, avoidance of internal controls, incorrect or improper financial or other reporting to senior management. This policy is either circulated to employees periodically or placed on the corporate electronic platform by the Group to facilitate employees' easy access and reporting.

All relevant staff in Hong Kong are required to complete Money Laundering & Counter-Terrorist Financing e-learning courses annually. Seminar of the Independent Commission Against Corruption on anti-corruption is organised periodically for employees.

B. SOCIAL ISSUES (CONT'D)

Community Investment (Aspect B8)

We strive to excel for our customers and undertake the responsibility of a good corporate citizen contributing to the community by encouraging our staff to enrol in charity and social services.

UAF had a long history of participation in volunteering activities to service our communities. It was also named a "Caring Company" by the Hong Kong Council of Social Service for 12 consecutive years. Since 2015, the UAF volunteer team has participated in community services projects serving the underprivileged, such as low-income senior citizens, senior citizens living alone, children from low-income families etc. As at 31st December, 2017, UAF had a total of 53 volunteer members and served a total of 1,040 hours in various community activities during 2017.

The key activities in 2017 include the following:

- Po Leung Kuk: Elderly Visit and Gathering – Community Canteen
- HK Family Welfare Society: Cultural Preservation Trip for Elders
- Po Leung Kuk: Eastern Green Community Station Visit
- Po Leung Kuk: Roof Greening for Po Leung Kuk Elderly Centre
- St. James Settlement: Environmental Protection Education for Children from Low Income Family – City Fisherman Experience Day
- St. James Settlement: Go Run Together Charity Run 2017

B. SOCIAL ISSUES (CONT'D)

Community Investment (Aspect B8) (Cont'd)

Apart from charitable activities, the Group is also actively involved in the community via our participation as well as our senior management's roles in industry organisations, schools, chambers and Non-Governmental Organisations. By sharing our knowledge and best practices, we aim to contribute to the long term development of the communities we operate in.

| Role of Company/Senior Management | Organisation |
|-----------------------------------|--|
| SHK | |
| Committee Member | The Chamber of Hong Kong Listed Companies |
| Corporate Member | The Malaysian Chamber of Commerce (Hong Kong and Macau) Ltd. |
| Corporate Member | The Hong Kong Investor Relations Association |
| UAF | |
| Founding member, Chairman | The Hong Kong S.A.R. Licensed Money Lenders Association Limited |
| Trustee member | New Asia College of The Chinese University of Hong Kong |
| Director | Hong Kong and Macau Taiwanese Charity Fund Limited |

The Group's total charitable donations during the year amounted to approximately HK\$23.3 million, benefiting causes for education, health, and charity services for the underprivileged.

In addition the Sun Hung Kai & Co. Foundation (the "Foundation") sponsored by SHK also served as a platform for SHK and its business associates and partners to support our community, in particular, to improve the lives of the underprivileged. The Foundation's principal interests are in the areas of poverty relief, education and the environment.

In the hotel sector, we promote community contribution within the organisation. In 2017, we have committed to reconciliation through Non-Governmental Organisations, e.g. Orbis, St. James Settlement and World Wildlife Fund Hong Kong, for various programmes which encouraged social responsibility between the staff and the community.

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31st December, 2017.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company and provides corporate management services. The principal activities of its principal subsidiaries, associates and joint venture at 31st December, 2017 are set out in notes 52, 53 and 54 to the consolidated financial statements respectively. The business review of the Group for the year ended 31st December, 2017, as well as further discussion and analysis as required by Schedule 5 to the Hong Kong Companies Ordinance, are set out in the section headed "Review of Operations" on pages 6 to 15, the section headed "Communication with Shareholders" under "Corporate Governance Report" on pages 31 and 32 and the "Environmental, Social and Governance Report" on pages 33 to 44 of this Annual Report, the discussions of which form part of this directors' report.

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated statement of profit or loss on page 117 and in the accompanying notes to the consolidated financial statements.

The Board has declared a second interim dividend of HK\$2.35 per share (in lieu of a final dividend) for the year ended 31st December, 2017 (2016 second interim dividend (in lieu of a final dividend): HK\$1.85 per share) payable on or around Wednesday, 9th May, 2018 to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Tuesday, 17th April, 2018, making a total dividend for the year 2017 of HK\$2.5 per share (2016: HK\$2.0 per share). Details are set out in note 16 to the consolidated financial statements.

INVESTMENT PROPERTIES

The Group's investment properties were revalued on 31st December, 2017 at HK\$9,048.1 million. The net increase in fair value of HK\$979.1 million attributable to investment properties held at 31st December, 2017 has been credited to the consolidated statement of profit or loss.

Details of the changes in the investment properties of the Group during the year are set out in note 17 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the changes in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

INTERESTS IN ASSOCIATES

During the year, the Group's interest in Tian An China Investments Company Limited ("TACI") remained at 48.66%. In view of the provisions of Hong Kong Financial Reporting Standard 10 "Consolidated Financial Statements", the Group has considered whether TACI is a subsidiary when preparing its consolidated financial statements for the year ended 31st December, 2017 and has concluded that it does not have unilateral ability to direct the relevant activities of TACI based on the facts and circumstances as detailed in note 23 to the consolidated financial statements. Accordingly, the Group continues to account for its interest in TACI as an associate.

PROPERTIES

Particulars of major properties of the Group at 31st December, 2017 are set out on pages 298 to 304.

SHARE CAPITAL AND SHARES ISSUED

Details of movement in the share capital of the Company during the year are set out in note 35 to the consolidated financial statements.

DEBENTURES

The Group had the following debentures in issue as at 31st December, 2017:

- US\$550,000,000 4.65% Guaranteed Notes due September 2022 issued under its US\$2,000,000,000 Guaranteed Medium Term Note Programme (the “Programme”) were listed on 11th September, 2017 as to US\$400,000,000 and on 19th September, 2017 as to US\$150,000,000 (stock code: 5267). The issuer of the Programme is Sun Hung Kai & Co. (BVI) Limited (“SHK BVI”), a company incorporated in the British Virgin Islands and is an indirect non wholly-owned subsidiary of the Company.
- US\$361,639,000 4.75% Guaranteed Notes due May 2021 issued by SHK BVI under the Programme was listed on 1st June, 2016 (stock code: 5654).
- HK\$447,500,000 2.8% Guaranteed Notes due November 2018 issued by SHK BVI under the Programme on 20th November, 2017.
- RMB447,010,000 6.9% Notes due May 2018 issued under the US\$3,000,000,000 Medium Term Note Programme by UA Finance (BVI) Limited, a company incorporated in the British Virgin Islands and is an indirect non wholly-owned subsidiary of the Company.

For further details of the abovementioned issued Notes, please refer to note 39 to the consolidated financial statements. Save as disclosed above, the Group has not issued any debentures during the year.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

DIRECTORS

The directors of the Company (“Directors”) during the year and up to the date of this report were:

Executive Directors:

Lee Seng Hui
Edwin Lo King Yau
Mak Pak Hung

Non-Executive Directors:

Arthur George Dew
Lee Su Hwei

Independent Non-Executive Directors:

David Craig Bartlett
Alan Stephen Jones
Lisa Yang Lai Sum

DIRECTORS (CONT'D)

In accordance with Article 105(A) of the articles of association of the Company ("Articles of Association"), Mr. Lee Seng Hui, Mr. Edwin Lo King Yau and Ms. Lee Su Hwei shall retire from office by rotation and, being eligible, offer themselves for re-election.

A list of names of all the directors who have served on the boards of the Company's subsidiaries during the year are available on the website of the Company under the "Corporate Governance" section.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company ("AGM") has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

TERMS OF OFFICE FOR THE NON-EXECUTIVE DIRECTORS

All the Non-Executive Directors (including the Independent Non-Executive Directors ("INEDs")) were appointed for a specific term of two years which shall continue until 31st December, 2018 but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

DIRECTORS' INTERESTS

At 31st December, 2017, Mr. Lee Seng Hui and Ms. Lee Su Hwei, Directors, had the following interests in the shares or underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO:

| Name of Directors | Name of companies | Number of shares interested | Approximate % of the total number of issued shares | Nature of interests |
|-------------------|-------------------|-----------------------------|--|---|
| Lee Seng Hui | the Company | 131,729,301 | 74.95% | Personal interests (held as beneficial owner) in 22,921 shares and other interests in 131,706,380 shares (Note 1) |
| Lee Su Hwei | the Company | 131,706,380 | 74.93% | Other interests (Note 1) |

Notes:

- Mr. Lee Seng Hui and Ms. Lee Su Hwei are the trustees of Lee and Lee Trust, being a discretionary trust which indirectly held 131,706,380 shares of the Company.
- All interests stated above represent long positions.

Save as disclosed above, at 31st December, 2017, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year and up to the date of this report, the following Directors (not being the INEDs) are considered to have interests in the businesses listed below which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules as set out below:

- (i) Messrs. Arthur George Dew and Lee Seng Hui are directors of Allied Properties (H.K.) Limited ("APL") which, through certain of its subsidiaries and close associates, is partly engaged in the business of money lending and is partly involved in the investment and trading in securities in the resources and related industries and financial instruments;
- (ii) Mr. Lee Seng Hui and Ms. Lee Su Hwei are two of the trustees of Lee and Lee Trust which is a deemed substantial shareholder of each of APL, Sun Hung Kai & Co. Limited ("SHK"), SHK Hong Kong Industries Limited ("SHK HK IND"), TACI, Asiasec Properties Limited ("Asiasec", formerly known as Dan Form Holdings Company Limited) and APAC Resources Limited ("APAC") which, through their subsidiaries and/or close associates, are partly engaged in the businesses as follows:
 - APL, through a subsidiary, is partly engaged in the business of money lending;
 - APL, through certain of its subsidiaries and close associates, is partly involved in the investment and trading in securities in the resources and related industries and financial instruments;
 - SHK, through certain of its subsidiaries, is partly engaged in the businesses of money lending and property investment;
 - SHK HK IND, through certain of its subsidiaries, is partly involved in trading in securities and investment in financial instruments;
 - TACI, through certain of its subsidiaries, is partly engaged in the businesses of money lending, property development and investment and property management;
 - Asiasec, through certain of its subsidiaries, is partly engaged in the businesses of property investment and property management; and
 - APAC, through certain of its subsidiaries, is partly engaged in the business of money lending and is partly involved in the investment and trading in listed securities in the resources and related industries;
- (iii) Mr. Lee Seng Hui is a director of Allied Kajima Limited which, through certain of its subsidiaries, is partly engaged in the businesses of property rental and hospitality related activities;
- (iv) Messrs. Lee Seng Hui and Edwin Lo King Yau are directors of TACI which, through certain of its subsidiaries, is partly engaged in the businesses of money lending, property development and investment and property management;
- (v) Messrs. Lee Seng Hui was a director of Asiasec until 4th January, 2018 and Mr. Edwin Lo King Yau is also a director of Asiasec which, through certain of its subsidiaries, is partly engaged in the businesses of property investment and property management;
- (vi) Mr. Lee Seng Hui and Mr. Arthur George Dew are directors of APAC which, through certain of its subsidiaries, is partly engaged in the business of money lending and is partly involved in the investment and trading in listed securities in the resources and related industries;

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (CONT'D)

- (vii) Mr. Lee Seng Hui is a director of Mount Gibson Iron Limited which, through certain of its subsidiaries, is partly involved in the investment and trading in listed securities in the resources and related industries;
- (viii) Mr. Arthur George Dew is a director of SHK HK IND which, through certain of its subsidiaries, is partly involved in trading in securities and investment in financial instruments;
- (ix) Mr. Arthur George Dew is a non-executive director of each of Tanami Gold NL and Dragon Mining Limited which, through certain of their subsidiaries, are partly involved in the investment and trading in listed securities in the resources and related industries; and
- (x) Mr. Arthur George Dew is the non-executive chairman of Tian An Australia Limited which, through certain of its subsidiaries, is partly engaged in property development.

Although the above-mentioned Directors have competing interests in other companies by virtue of their respective common directorship or shareholding, they will fulfil their fiduciary duties in order to ensure that they will act in the best interests of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which the Directors or an entity connected with the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year. For information only:

- (i) a tenancy agreement dated 19th November, 2015 entered into between Mr. Lee Seng Hui as the tenant and a non wholly-owned subsidiary of the Company as the landlord had expired on 18th November, 2017 and was renewed by a tenancy agreement dated 29th November, 2017 for a term commencing from 19th November, 2017. The total rental of HK\$4.1 million received therefrom during the year ended 31st December, 2017 is considered insignificant in relation to the Group's business. Such tenancy agreement was subsequently terminated on 14th February, 2018.
- (ii) (a) a tenancy agreement dated 12th July, 2016 was entered into between San Pack Properties Limited ("San Pack", a non wholly-owned subsidiary of the Company) as the landlord and San Tai Distribution Company Limited ("San Tai", a company of which Mr. Edwin Lo King Yau can exercise more than 50% of the voting rights at the general meetings) as the tenant for the period from 1st July, 2016 to 30th June, 2019; (b) a tenancy agreement dated 4th November, 2016 was entered into between San Pack as the landlord and China Pacific Group Limited ("China Pacific", a company of which Mr. Edwin Lo King Yau can exercise more than 50% of the voting rights at the general meetings) as the tenant for the period from 1st April, 2016 to 31st March, 2019; and (c) a logistics and warehouse services agreement dated 27th March, 2017 was entered into between San Pack as the client and San Tai as the service provider for the period from 1st April, 2017 to 30th June, 2019. The total rental of HK\$14.1 million received therefrom and the total service fee of HK\$0.3 million paid thereto during the year ended 31st December, 2017 are considered insignificant in relation to the Group's business.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

MANAGEMENT CONTRACTS

Save for employment contracts, no other contracts, relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

PERMITTED INDEMNITY PROVISION

The Articles of Association provides that every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against the Directors.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

To the best of Directors' knowledge, at 31st December, 2017, the following Shareholders had interests in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

| Name of Shareholders | Number of shares interested | Approximate % of the total number of issued shares | Notes |
|--|-----------------------------|--|-------|
| Cashplus Management Limited ("Cashplus") | 55,861,688 | 31.78% | – |
| Zealous Developments Limited ("Zealous") | 55,861,688 | 31.78% | 1, 2 |
| Minty Hongkong Limited ("Minty") | 75,844,692 | 43.15% | – |
| Lee and Lee Trust | 131,706,380 | 74.93% | 3, 4 |
| Dalton Investments LLC | 10,663,938 | 6.06% | – |

Notes:

1. This represents the same interest of Cashplus in 55,861,688 shares.
2. Cashplus is a wholly-owned subsidiary of Zealous. Zealous was therefore deemed to have an interest in the shares in which Cashplus was interested.
3. Minty and Zealous are wholly-owned by the trustees of Lee and Lee Trust, being a discretionary trust.
4. Mr. Lee Seng Hui and Ms. Lee Su Hwei, both Directors, together with Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust, and were therefore deemed to have an interest in the shares in which Minty and Zealous were interested.
5. All interests stated above represent long positions.

CONTINUING CONNECTED TRANSACTIONS

As disclosed in the announcement of the Company dated 27th March, 2017, subsequent to the obtaining of 65% shareholding interests in a target company on 23rd December, 2016 by Mr. Edwin Lo King Yau, Director, which such target company indirectly holds the entire shareholding interest in China Pacific and 68% shareholding interest in San Tai, China Pacific and San Tai became connected persons of the Company within the meaning of the Listing Rules. As a result, the following tenancy agreements entered into between the Group and San Tai and China Pacific respectively prior to them becoming connected persons of the Company constituted continuing connected transactions of the Company:

- (a) a tenancy agreement dated 12th July, 2016 ("Tenancy Agreement I", as supplemented by a side letter dated 26th August, 2016) entered into between San Pack as the landlord and San Tai as the tenant in relation to the leasing of certain industrial premises and parking spaces at Allied Cargo Centre for a term of 3 years from 1st July, 2016 to 30th June, 2019 (both days inclusive) at a monthly rental of HK\$1,156,960 (in respect of the industrial premises, with a rent-free period on the 12th, 24th and 36th month) and HK\$10,800 (in respect of the parking spaces), inclusive of management fees but exclusive of rates; and
- (b) a tenancy agreement dated 4th November, 2016 ("Tenancy Agreement II") entered into between San Pack as the landlord and China Pacific as the tenant in relation to the leasing of certain industrial premises at Allied Cargo Centre for a term of 3 years from 1st April, 2016 to 31st March, 2019 (both days inclusive) at a monthly rental of HK\$105,144 (inclusive of management fees but exclusive of rates).

Allied Cargo Centre is held by San Pack for property investment purposes. The relevant rents were arrived at after arm's length negotiation between San Pack and San Tai/China Pacific with reference to the prevailing market conditions and rental levels of similar properties in the vicinity of the leased premises.

Moreover, on 27th March, 2017, a logistics and warehouse services agreement ("Services Agreement") was entered into between San Pack as the client and San Tai as the service provider, pursuant to which San Tai agreed to provide logistics and warehouse services to San Pack for a term of 27 months from 1st April, 2017 to 30th June, 2019 (both days inclusive) at a service fee of HK\$36,000 per month, which has been determined with reference to the prevailing market conditions and costs of providing such services.

CONTINUING CONNECTED TRANSACTIONS (CONT'D)

The annual caps for the transactions under the Tenancy Agreement I, Tenancy Agreement II and Services Agreement for each of the three financial years ending 31st December, 2019 were set out below. The aggregate amount of rental and service fee for the year ended 31st December, 2017 was HK\$14,441,888.

| | Annual cap for the year ended 31st December, 2017 | Annual cap for the year ending 31st December, 2018 | Annual cap for the year ending 31st December, 2019 |
|----------------------|--|---|---|
| | HK\$ | HK\$ | HK\$ |
| Tenancy Agreement I | 12,856,160 | 12,856,160 | 6,428,080 |
| Tenancy Agreement II | 1,261,728 | 1,261,728 | 315,432 |
| Services Agreement | 324,000 | 432,000 | 216,000 |
| Total | 14,441,888 | 14,549,888 | 6,959,512 |

Since China Pacific and San Tai became connected persons of the Company, the transactions contemplated under the Tenancy Agreement I, Tenancy Agreement II and Services Agreement (collectively "Continuing Connected Transactions") constituted continuing connected transactions of the Company under Rule 14A.31 of the Listing Rules, which are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules.

Pursuant to Rule 14A.55 of the Listing Rules, the INEDs have reviewed the Continuing Connected Transactions and have confirmed that the Continuing Connected Transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the relevant agreements governing them on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform a review in respect of the above Continuing Connected Transactions and the auditor has reported its conclusion to the Board, confirming the matters set out in Rule 14A.56 of the Listing Rules.

EMOLUMENT POLICY

Details of the Directors' and senior management's emoluments and of the five highest paid individuals in the Group are set out in note 10 to the consolidated financial statements.

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

The emoluments payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers accounted for less than 30% of the total turnover for the year. Also, the aggregate purchases attributable to the Group's five largest suppliers taken together were less than 30% of the Group's total purchases for the year.

None of the Directors, their close associates or any Shareholders, which to the knowledge of the Directors owned more than 5% of the Company's total number of issued shares, had a beneficial interest in any of the Group's five largest suppliers and customers.

PURCHASE, SALE OR REDEMPTION OF SHARES

Save for the Company's purchases of its own shares on the Stock Exchange as disclosed below, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the year ended 31st December, 2017.

| Month | Number of shares repurchased | Purchase consideration per share | | Aggregate consideration paid (before expenses) HK\$ |
|-------|------------------------------|----------------------------------|-------------|---|
| | | Highest HK\$ | Lowest HK\$ | |
| March | 20,000 | 50.00 | 50.00 | 1,000,000 |
| April | 62,000 | 53.00 | 50.00 | 3,240,000 |
| June | 134,000 | 49.00 | 47.75 | 6,453,200 |
| July | 850,000 | 49.00 | 49.00 | 41,650,000 |
| | <u>1,066,000</u> | | | <u>52,343,200</u> |

DONATIONS

The Group made charitable donations of HK\$23.3 million during the year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 19 to 32.

SUFFICIENCY OF PUBLIC FLOAT

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

AUDITOR

A resolution will be submitted to the AGM to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board

Arthur George Dew

Chairman

Hong Kong, 26th March, 2018




TO THE MEMBERS OF ALLIED GROUP LIMITED
(incorporated in Hong Kong with limited liability)

致聯合集團有限公司各股東
(於香港註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of Allied Group Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 117 to 296, which comprise the consolidated statement of financial position as at 31st December, 2017, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「吾等」)已審核列載於第117頁至第296頁聯合集團有限公司(「貴公司」)及其附屬公司(統稱「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表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

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

吾等認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地反映 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妥為編製。

BASIS FOR OPINION

意見的基礎

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

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」)進行審核。吾等就該等準則下承擔的責任在本報告「核數師就審核綜合財務報表須承擔的責任」部分中闡述。根據香港會計師公會的《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,吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

KEY AUDIT MATTERS

關鍵審核事項

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審核事項是根據吾等的專業判斷,認為對本期綜合財務報表的審核最為重要的事項。這些事項是在吾等審核整體綜合財務報表及出具意見時進行處理的。吾等不會對這些事項提供單獨的意見。

KEY AUDIT MATTERS (CONT'D)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

吾等之審核如何處理關鍵審核事項

Valuation of investment properties

投資物業之估值

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and level of judgment in determining their respective fair values.

Approximately 94% of the investment properties represent residential properties, car parking spaces, commercial properties and a godown located in Hong Kong. The carrying amount of investment properties was HK\$9,048.1 million as at 31st December, 2017 with a resulting change in fair value of HK\$979.1 million recognised in the consolidated statement of profit or loss for the year then ended.

All of the Group's investment properties are held at fair value based on valuations performed by independent qualified professional valuers not connected with the Group (the "Valuers").

Details of the valuation methodology and key inputs used in the valuations are disclosed in note 17 to the consolidated financial statements. The valuations are dependent on certain key inputs that involve management judgment, including term yield, reversionary yield and reversionary rental for investment properties. A table showing the relationship of significant unobservable inputs to fair value is also disclosed in this note.

由於投資物業估值之結餘對綜合財務報表整體而言屬重大，吾等將投資物業之估值以及於釐定彼等各自公平價值時涉及之判斷水平視為關鍵審核事項。

約94%之投資物業指位於香港之住宅物業、車位、商業物業及貨倉。該等投資物業於二零一七年十二月三十一日之賬面值為9,048.1百萬港元，公平價值變動979.1百萬港元乃於截至該日止年度的綜合損益表內確認。

貴集團之全部投資物業根據與貴集團概無關連之獨立專業合資格估值師(「估值師」)進行之估值按公平價值持有。

有關估值所用估值方法及主要輸入數據詳情於綜合財務報表附註17內披露。估值取決於涉及管理層判斷之若干關鍵輸入數據(包括投資物業之年期收益率、復歸收益率及復歸租金)。載列重大不可觀察輸入數據與公平價值之關係之列表亦於本附註內披露。

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

- Evaluating the competence, capabilities and objectivity of the Valuers and an understanding of the valuation methodology, the performance of the property markets, significant assumptions adopted, critical judgment on key inputs and data used in the valuations;
- Assessing the reasonableness of the key inputs and source data used in the valuations by management and the Valuers by comparing them, on a sample basis to publicly available information of similar comparable properties; and
- Re-performing a sensitivity analysis on the key inputs to evaluate the magnitude of their impacts on the fair values.

吾等就有關評估投資物業所執行之程序包括：

- 評估估值師之勝任能力、專業能力及客觀性並對估值方法、物業市場表現、所採用的假設、關鍵輸入數據與用作估值之數據作出重要判斷進行了解；
- 以抽樣為基礎，通過與類似可資比較物業的公開資料進行比較，評估管理層與估值師於估值中所用關鍵輸入數據及原始數據的合理性；及
- 重新對關鍵輸入數據進行敏感度分析，以評估彼等對公平價值之影響幅度。

KEY AUDIT MATTERS (CONT'D)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

吾等之審核如何處理關鍵審核事項

Impairment assessments of interests in associates

於聯營公司之權益之減值評估

We have identified the impairment assessments of interests in associates as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and level of judgment (as stated in note 4) in determining the estimated recoverable amount of the relevant interests in the associates.

As at 31st December, 2017, the management has conducted an impairment assessment to ensure that the carrying amount of the interests in Tian An China Investments Company Limited ("TACI") and Sun Hung Kai Financial Group Limited ("SHKFGL") are lower than their respective estimated recoverable amounts. The estimated recoverable amounts of TACI and SHKFGL have been determined with reference to their value in use and fair values less costs of disposal respectively, which are inherently subjective being dependent on the inputs that require management judgment and assumptions about the discounted future cash flows of the respective associates and the related discount rates.

As disclosed in note 23 to the consolidated financial statements, the carrying amounts of TACI and SHKFGL are HK\$10,756.7 million and HK\$1,084.0 million respectively. The management has concluded that there is no impairment in respect of the Group's interest in TACI as its value in use is higher than its carrying amount. An impairment allowance of HK\$572.6 million is recognised for the Group's interest in SHKFGL as the carrying amount is higher than its fair value less cost of disposal.

吾等確認於聯營公司之權益之減值評估為一項關鍵審核事項乃由於結餘對綜合財務報表整體而言屬重大以及於釐定於聯營公司之相關權益之估計可收回金額時涉及判斷水平(如附註4所述)。

於二零一七年十二月三十一日，管理層進行了減值評估，以確保於天安中國投資有限公司(「天安」)及新鴻基金金融集團有限公司(「新鴻基金金融集團」)之權益之賬面值低於其各自之估計可收回金額。天安及新鴻基金金融集團的估計可收回金額乃分別參考其使用價值及公平價值減出售成本釐定，帶有主觀性即取決於須管理層對相關聯營公司的折現未來現金流量及相關的貼現率作出判斷及假設的輸入數據。

誠如綜合財務報表附註23所披露，天安及新鴻基金金融集團的賬面值分別為10,756.7百萬港元及1,084.0百萬港元。管理層的結論為 貴集團於天安之權益並無減值，原因是其使用價值高於其賬面值。就於新鴻基金金融集團之權益而言，由於其賬面值高於其公平價值減出售成本，故已確認572.6百萬港元的減值撥備。

Our procedures in relation to the impairment assessments of interest in associates included:

- Obtaining an understanding of the process and testing the internal controls over the annual impairment assessment including the Group's assessment of indicators of impairment, preparation of the cash flow forecasts, setting of reasonable and supportable assumptions and inputs to the models used to estimate the recoverable amount;
- Evaluating the appropriateness of the valuation methodology and the models used, with the assistance of our internal valuation specialist, where appropriate;
- Evaluating the reasonableness of the inputs and assumptions used to determine the cash flow forecasts with reference to historical performance, economic and industry indicators, publicly available information and the Group's strategic plans;
- Checking the arithmetic accuracy of the forecast of discounted future cash flows prepared by the respective management; and
- Re-performing the underlying calculations used in the Group's assessment and performing sensitivity testing of the inputs used.

吾等就有關於聯營公司之權益之減值評估所執行之程序包括：

- 了解進行年度減值評估的程序並對其內部監控進行測試，包括 貴集團對減值指標的評估、現金流預測的編製、合理及具支持性假設的設定及輸入模式用於評估可收回金額的輸入數據；
- 在內部估值專家協助下(倘適用)，評估所用估值方法及模型的適當性；
- 參考過往表現、經濟及行業指標、公開資料及 貴集團戰略計劃評估釐定現金流預測所用的輸入數據及假設的合理性；
- 檢查由相關管理層編製對折現未來現金流量的預測的計算準確性；及
- 重新進行於 貴集團評估中所用的相關計算並對所用的輸入數據進行敏感度測試。

KEY AUDIT MATTERS (CONT'D)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

吾等之審核如何處理關鍵審核事項

Valuation of loans and advances to consumer finance customers, mortgage loans and term loans

私人財務客戶貸款及墊款、按揭貸款以及有期貸款之估值

We identified the impairment of loans and advances to consumer finance customers, mortgage loans and term loans as a key audit matter due to application of significant judgment and use of subjective assumptions by management.

As shown in notes 26, 27 and 30 to the consolidated financial statements, the Group has loans and advances to consumer finance customers of HK\$9,163.6 million, after recognising an impairment allowance of HK\$663.3 million, mortgage loans of HK\$2,120.4 million, after recognising an impairment allowance of HK\$5.0 million and term loans of HK\$3,458.3 million after recognising an impairment allowance of HK\$87.3 million as at 31st December, 2017.

Loans and advances to consumer finance customers and mortgage loans, which are individually not significant and assessed not to be impaired individually, are assessed for impairment collectively. The collective impairment allowance for loans and advances to consumer finance customers and mortgage loans were based on an evaluation of their collectability with reference to an ageing analysis of accounts and management judgment.

吾等確認私人財務客戶貸款、按揭貸款及墊款以及有期貸款估值為一項關鍵審核事項乃由於涉及管理層應用重大判斷及主觀性假設的使用。

誠如綜合財務報表附註26、27及30所示，於二零一七年十二月三十一日，貴集團的私人財務客戶貸款及墊款經確認減值撥備663.3百萬港元後為9,163.6百萬港元、按揭貸款經確認減值撥備5.0百萬港元後為2,120.4百萬港元，而有期貸款經確認減值撥備87.3百萬港元後為3,458.3百萬港元。

私人財務客戶貸款及墊款及按揭貸款(個別屬不重大且評估為不會個別減值)乃按綜合基準進行減值評估。私人財務客戶貸款及墊款及按揭貸款之綜合減值撥備乃根據可收回性評估參考賬齡分析及管理層判斷。

Our procedures in relation to the collective impairment of loans and advances to consumer finance customers and mortgage loans included:

- Obtaining an understanding of and evaluating the valuation methodology and assumptions used by management, as well as checking the reasonableness of inputs applied in determining and calculating the collective impairment allowance with reference to the underlying loan data and past collection statistics of respective loan portfolios; and
- Testing the mathematical accuracy of the collective impairment based on the input data.

吾等就有關私人財務客戶貸款及墊款及按揭貸款之綜合減值所執行之程序包括：

- 了解及評估管理層所用的估值方法及假設及檢查參考相關貸款數據及相關貸款組合的過往收款數據而釐定及計算綜合減值撥備時所用的輸入數據的合理性；及
- 根據輸入數據測試綜合減值計算的準確性。

KEY AUDIT MATTERS (CONT'D)

關鍵審核事項(續)

Key audit matter
關鍵審核事項How our audit addressed the key audit matter
吾等之審核如何處理關鍵審核事項**Valuation of loans and advances to consumer finance customers, mortgage loans and term loans (Cont'd)**
私人財務客戶貸款及墊款、按揭貸款以及有期貸款之估值(續)

Term loans are assessed for impairment individually. The consideration for an impairment allowance for term loans is done on an individual basis and involves significant management judgment including the determination of present value of estimated future cash flows taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees received.

The basis of determining the impairment allowances is disclosed in note 4 to the consolidated financial statements.

有期貸款乃按個別基準評估減值。考慮有期貸款減值撥備乃按個別基準進行且涉及管理層重大判斷，包括估計未來現金流量現值的釐定；考慮借款人的財務狀況及已收取相關抵押品或擔保之可變現淨值。

釐定減值撥備的基準披露於綜合財務報表附註4。

Our procedures in relation to the individual impairment of term loans included:

- Obtaining an understanding from management of the established policies and procedures on credit risk approval and monitoring;
- On a sample basis, evaluating management's assessment of the credit quality of the borrowers by examining the credit files, including overdue records, the borrowers' financial information and other relevant information, and checking the existence and recoverable amount of the collateral and the charge over the collateral, as applicable; and
- For those term loans with impairment indicators, checking on a sample basis management's computations of the recoverable amounts and the impairment allowance.

吾等就有關有期貸款之個別減值所執行之程序包括：

- 自管理層了解有關信貸風險批核及監控之已存在政策及程序；
- 以抽樣為基礎，通過檢驗信貸文件(包括逾期記錄、借款人的財務資料及其他相關資料)估計管理層對借款人信貸質素的評估，並查證抵押品的存在情況及可收回金額以及就抵押品所作之押記(倘適用)；及

就該等存在減值跡象的有期貸款而言，以抽樣為基礎，查證管理層對可收回金額及減值撥備的估算。

KEY AUDIT MATTERS (CONT'D)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

吾等之審核如何處理關鍵審核事項

Valuation of financial instruments classified as level 3 under fair value hierarchy

分類為公平價值等級第三級之金融工具之估值

We identified the valuation of financial instruments classified as level 3 under fair value hierarchy ("Level 3 financial instruments") as a key audit matter due to the degree of complexity involved in valuing the instruments and the significance of the judgments and estimates made by management. In particular, the determination of unobservable inputs is considerably more subjective given the lack of availability of market-based data.

吾等確認分類為公平價值等級第三級之金融工具(「第三級金融工具」)之估值為一項關鍵審核事項乃由於對該等工具進行估值涉及的複雜程度及管理層所作的重大判斷及估計。尤其是，由於缺少市場數據，決定不可觀察輸入數據相較而言極具主觀性。

Our procedures in relation to the valuation of financial instruments classified as level 3 under fair value hierarchy included:

- Obtaining an understanding of the valuation methodology and the processes performed by the management with respect to the valuation of Level 3 financial instruments;
- For a sample of financial instruments, performing the following procedures, with the assistance of our internal valuation specialist, as appropriate:
 - Evaluating the appropriateness of the methodology and valuation technique used by management for Level 3 financial instruments;
 - Assessing the reasonableness and relevance of key assumptions and inputs based on our industry knowledge;

吾等就有關分類為公平價值等級第三級之金融工具之估值所執行之程序包括：

- 了解管理層就第三級金融工具之估值所執行之估值方法及流程；
- 就金融工具樣本而言，在吾等之內部估值專家協助下執行以下程序(視情況而定)：
 - 評估管理層就第三級金融工具所採用的方法及估值方法的適當性；
 - 根據吾等之行業知識評估主要假設及輸入數據的合理性及相關性；

KEY AUDIT MATTERS (CONT'D)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

吾等之審核如何處理關鍵審核事項

Valuation of financial instruments classified as level 3 under fair value hierarchy (Cont'd)

分類為公平價值等級第三級之金融工具之估值(續)

At 31st December, 2017, HK\$6,302.2 million of the Group's total financial assets (including available-for-sale financial assets of HK\$41.4 million and financial assets at fair value through profit or loss of HK\$6,260.8 million) and HK\$8.8 million of the Group's total financial liabilities carried at fair value were classified as level 3 under fair value hierarchy. These include unlisted put right for shares in an associate – SHKFGL, unlisted overseas equity securities with a put right for shares and unlisted investment funds with carrying amount at 31st December, 2017 of HK\$1,053.0 million, HK\$811.5 million and HK\$4,302.2 respectively. Further details of the valuation technique and unobservable inputs of material Level 3 financial instruments are disclosed in note 25 to the consolidated financial statements.

於二零一七年十二月三十一日，貴集團的總金融資產(包括可供出售金融資產41.4百萬港元及透過損益賬按公平價值處理之金融資產6,260.8百萬港元)6,302.2百萬港元，及貴集團按公平價值列賬的總金融負債8.8百萬港元分類為公平價值等級第三級，其包括非上市之一間聯營公司(新鴻基金集團)股份認沽權、含股份認沽權之非上市海外股本證券及非上市投資基金，其於二零一七年十二月三十一日之賬面值分別為1,053.0百萬港元、811.5百萬港元及4,302.2百萬港元。重大第三級金融工具之估值技術及不可觀察輸入數據之進一步詳情披露於綜合財務報表附註25。

- In respect of unlisted put right for shares in an associate and unlisted overseas equity securities with a put right for shares, in addition to the above procedures, testing the mathematical accuracy of the valuation model, with the assistance of our internal valuation specialist; and
- In respect of the unlisted overseas investment funds, checking the net asset value against the financial information provided by fund managers of fund administrators, as appropriate.
- 就非上市之一間聯營公司股份認沽權及含股份認沽權之非上市海外股本證券而言，除以上程序外，在吾等之內部估值專家協助下測試估值模式的計算精確性；及
- 就非上市海外投資基金而言，將資產淨值與基金經理或基金管理人(如適用)提供的財務資料進行核實。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息承擔責任。其他信息包括年報中所包含的信息，但不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表作出的意見並不涵蓋其他信息，且吾等不對其他信息發表任何形式的鑒證結論。

就審核綜合財務報表而言，吾等的責任是閱讀其他信息，從而考慮其他信息是否與綜合財務報表或吾等在審核過程中獲悉的信息存在重大不符，或似乎存在重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他信息存在重大錯誤陳述，吾等須報告此事實。在這方面，吾等沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例編製綜合財務報表，以令綜合財務報表作出真實而公允的反映，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)，且除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用持續經營會計基準。

治理層須負責監督 貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.

核數師就審核綜合財務報表須承擔的責任

吾等的目標乃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，並按照香港公司條例第405條僅向閣下(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。合理保證為高水平的保證，但不能保證按照香港審計準則進行的審核總能發現重大錯誤陳述。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。

在根據香港審計準則進行審核的過程中，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，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，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，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 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準的適當性作出結論，並根據所獲取的審核憑證，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期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。

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

- 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

The engagement partner on the audit resulting in the independent auditor's report is Sze Ching Yiu.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
26th March, 2018

核數師就審核綜合財務報表須承擔的責任(續)

- 評估綜合財務報表的整體列報方式、結構及內容，包括披露，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核憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。

除其他事項外，吾等與治理層溝通審核的計劃範圍及時間以及重大審核發現等，其中包括吾等在審核中識別出內部監控的任何重大不足之處。

吾等亦向治理層提交聲明，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。

從與治理層溝通的事項中，吾等確定該等對本期綜合財務報表的審核最為重要的事項，因而構成關鍵審核事項。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。

出具本獨立核數師報告的審核項目合夥人為施清耀。

德勤•關黃陳方會計師行
執業會計師

香港
二零一八年三月二十六日

Consolidated Statement of Profit or Loss

for the year ended 31st December, 2017

綜合損益表

截至二零一七年十二月三十一日止年度

117

| | | Notes 附註 | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|--------------|-------------|---------------------------------------|---------------------------------------|
| Revenue | 收入 | 5 & 6 | 4,540.7 | 4,101.9 |
| Other income | 其他收入 | | 140.6 | 57.9 |
| Total income | 總收入 | | 4,681.3 | 4,159.8 |
| Cost of sales and other direct costs | 銷售成本及其他直接成本 | | (365.6) | (335.3) |
| Brokerage and commission expenses | 經紀費及佣金費用 | | (46.7) | (51.0) |
| Selling and marketing expenses | 銷售及市場推廣費用 | | (145.6) | (120.3) |
| Administrative expenses | 行政費用 | | (1,476.8) | (1,349.6) |
| Changes in values of properties | 物業價值變動 | 7 | 978.3 | 574.1 |
| Net gain on financial assets and liabilities | 金融資產及負債收益淨額 | 8 | 1,469.2 | 713.7 |
| Net exchange (loss) gain | 匯兌(虧損)收益淨額 | | (102.4) | 8.1 |
| Bad and doubtful debts | 呆壞賬 | 9 | (388.1) | (893.6) |
| Other operating expenses | 其他經營費用 | | (287.5) | (271.0) |
| Finance costs | 融資成本 | 12 | (369.8) | (283.6) |
| Share of results of associates | 應佔聯營公司業績 | | 1,276.3 | 2,900.2 |
| Share of results of joint ventures | 應佔合營公司業績 | | 659.4 | 193.9 |
| Profit before taxation | 除稅前溢利 | 13 | 5,882.0 | 5,245.4 |
| Taxation | 稅項 | 14 | (331.2) | (164.2) |
| Profit for the year | 本年度溢利 | | 5,550.8 | 5,081.2 |
| Attributable to: | 應佔方： | | | |
| Owners of the Company | 本公司股東 | | 3,235.9 | 3,263.2 |
| Non-controlling interests | 非控股權益 | | 2,314.9 | 1,818.0 |
| | | | 5,550.8 | 5,081.2 |
| Earnings per share | 每股盈利 | 15 | 港元 HK\$ | 港元 HK\$ |
| Basic | 基本 | | 18.35 | 18.34 |
| Diluted | 攤薄 | | 18.35 | 18.34 |

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-------------------------|---------------------------------------|---------------------------------------|
| Profit for the year | 本年度溢利 | 5,550.8 | 5,081.2 |
| Other comprehensive income (expenses): | 其他全面收益(費用)： | | |
| <i>Items that will not be reclassified to profit or loss:</i> | <i>將不會重新分類至損益賬之項目：</i> | | |
| Share of other comprehensive income (expenses) of associates | 應佔聯營公司其他全面收益(費用) | 337.3 | (422.6) |
| Share of other comprehensive income of joint ventures | 應佔合營公司其他全面收益 | 0.2 | 0.4 |
| | | 337.5 | (422.2) |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益賬之項目：</i> | | |
| Available-for-sale financial assets | 可供出售金融資產 | | |
| – Net fair value changes during the year | – 本年度公平價值變動淨額 | (136.7) | (25.4) |
| – Reclassification adjustment to profit or loss on disposal | – 於出售時重新分類調整至損益賬 | 5.2 | 1.6 |
| – Reclassification adjustment to profit or loss on impairment | – 於減值時重新分類調整至損益賬 | 176.2 | – |
| | | 44.7 | (23.8) |
| Exchange differences arising on translation of foreign operations | 折算海外業務賬項而產生之匯兌差額 | 465.6 | (491.7) |
| Reclassification adjustment to profit or loss on disposal/liquidation of subsidiaries | 於附屬公司出售／清盤時重新分類調整至損益賬 | – | (0.1) |
| Share of other comprehensive income (expenses) of associates | 應佔聯營公司其他全面收益(費用) | 70.8 | (106.7) |
| Share of other comprehensive income (expenses) of joint ventures | 應佔合營公司其他全面收益(費用) | 2.3 | (4.2) |
| | | 583.4 | (626.5) |
| Other comprehensive income (expenses) for the year, net of tax | 本年度其他全面收益(費用)，已扣除稅項 | 920.9 | (1,048.7) |
| Total comprehensive income for the year | 本年度全面收益總額 | 6,471.7 | 4,032.5 |
| Attributable to: | 應佔方： | | |
| Owners of the Company | 本公司股東 | 3,700.8 | 2,719.4 |
| Non-controlling interests | 非控股權益 | 2,770.9 | 1,313.1 |
| | | 6,471.7 | 4,032.5 |

| | | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-------------|-------------------|---------------------------------------|---------------------------------------|
| | Notes 附註 | | | |
| Non-current assets | | 非流動資產 | | |
| Investment properties | 17 | 投資物業 | 9,048.1 | 7,793.7 |
| Property, plant and equipment | 18 | 物業、廠房及設備 | 1,120.2 | 1,077.9 |
| Prepaid land lease payments | 19 | 預繳地價 | 4.4 | 4.2 |
| Goodwill | 20 | 商譽 | 134.1 | 134.1 |
| Intangible assets | 21 | 無形資產 | 21.9 | 22.7 |
| Interests in associates | 23 | 於聯營公司之權益 | 13,291.1 | 11,685.8 |
| Interests in joint ventures | 24 | 於合營公司之權益 | 3,163.7 | 2,422.1 |
| Available-for-sale financial assets | 25 | 可供出售金融資產 | 621.0 | 631.6 |
| Amounts due from associates | 31 | 聯營公司欠款 | 284.8 | 257.4 |
| Loans and advances to consumer finance customers due after one year | 26 | 一年後到期之私人財務客戶貸款及墊款 | 2,322.8 | 2,190.8 |
| Mortgage loans | 27 | 按揭貸款 | 1,243.1 | 330.4 |
| Deposits for acquisition of property, plant and equipment | | 收購物業、廠房及設備之按金 | - | 44.8 |
| Deferred tax assets | 28 | 遞延稅項資產 | 649.6 | 652.5 |
| Financial assets at fair value through profit or loss | 25 | 透過損益賬按公平價值處理之金融資產 | 5,067.2 | 3,650.6 |
| Trade and other receivables | 30 | 貿易及其他應收款項 | 505.8 | 507.3 |
| | | | 37,477.8 | 31,405.9 |
| Current assets | | 流動資產 | | |
| Properties held for sale and other inventories | 29 | 待出售物業及其他存貨 | 0.2 | 44.4 |
| Financial assets at fair value through profit or loss | 25 | 透過損益賬按公平價值處理之金融資產 | 7,081.5 | 3,790.2 |
| Prepaid land lease payments | 19 | 預繳地價 | 0.1 | 0.1 |
| Loans and advances to consumer finance customers due within one year | 26 | 一年內到期之私人財務客戶貸款及墊款 | 6,840.8 | 5,469.5 |
| Mortgage loans | 27 | 按揭貸款 | 877.3 | 282.7 |
| Trade and other receivables | 30 | 貿易及其他應收款項 | 3,211.7 | 2,911.3 |
| Amounts due from brokers | | 經紀欠款 | 728.7 | 1,059.9 |
| Amounts due from associates | 31 | 聯營公司欠款 | 233.8 | 121.0 |
| Amounts due from joint ventures | 31 | 合營公司欠款 | 9.1 | 11.1 |
| Available-for-sale financial assets | 25 | 可供出售金融資產 | 86.6 | - |
| Tax recoverable | | 可收回稅項 | 5.9 | 1.9 |
| Short-term pledged bank deposit | | 短期銀行抵押存款 | 1.2 | - |
| Bank deposits | 32 | 銀行存款 | 787.7 | 1,257.7 |
| Cash and cash equivalents | 32 | 現金及現金等價物 | 3,330.3 | 6,296.1 |
| | | | 23,194.9 | 21,245.9 |

at 31st December, 2017

於二零一七年十二月三十一日

| | | Notes 附註 | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-------------------|-------------|---------------------------------------|---------------------------------------|
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 33 | 463.4 | 376.9 |
| Financial liabilities for repurchase agreements | 回購協議下之金融負債 | 34 | 1,071.0 | – |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 25 | 166.0 | 125.8 |
| Amounts due to associates | 欠聯營公司款項 | | 7.4 | 7.3 |
| Amounts due to joint ventures | 欠合營公司款項 | | 0.1 | 0.1 |
| Tax payable | 應付稅項 | | 161.0 | 148.6 |
| Bank and other borrowings due within one year | 一年內到期之銀行及其他借貸 | 38 | 2,784.9 | 2,749.7 |
| Notes issued | 已發行票據 | 39 | 1,063.8 | 2,261.6 |
| Provisions | 撥備 | 40 | 71.1 | 56.4 |
| | | | 5,788.7 | 5,726.4 |
| Net current assets | 流動資產淨值 | | 17,406.2 | 15,519.5 |
| Total assets less current liabilities | 總資產減流動負債 | | 54,884.0 | 46,925.4 |

at 31st December, 2017

於二零一七年十二月三十一日

| | | Notes 附註 | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-----------------------|-------------|---------------------------------------|---------------------------------------|
| Capital and reserves | 股本及儲備 | | | |
| Share capital | 股本 | 35 | 2,221.7 | 2,221.7 |
| Reserves | 儲備 | 37 | 22,847.7 | 19,536.6 |
| Equity attributable to owners of the Company | 本公司股東應佔 權益 | | 25,069.4 | 21,758.3 |
| Shares held for employee ownership scheme | 為僱員股份擁有計劃 持有股份 | | (7.6) | (9.1) |
| Employee share-based compensation reserve | 以股份支付之僱員酬金 儲備 | | 5.1 | 4.8 |
| Share of net assets of subsidiaries | 應佔附屬公司淨資產 | | 21,193.6 | 19,357.6 |
| Non-controlling interests | 非控股權益 | | 21,191.1 | 19,353.3 |
| Total equity | 權益總額 | | 46,260.5 | 41,111.6 |
| Non-current liabilities | 非流動負債 | | | |
| Bank and other borrowings due after one year | 一年後到期之銀行及 其他借貸 | 38 | 1,740.4 | 2,862.6 |
| Notes issued | 已發行票據 | 39 | 6,694.4 | 2,756.2 |
| Deferred tax liabilities | 遞延稅項負債 | 28 | 185.4 | 192.1 |
| Provisions | 撥備 | 40 | 3.3 | 2.9 |
| | | | 8,623.5 | 5,813.8 |
| | | | 54,884.0 | 46,925.4 |

The consolidated financial statements on pages 117 to 296 were approved and authorised for issue by the Board of Directors on 26th March, 2018, and are signed on its behalf by:

第117頁至第296頁之綜合財務報表經董事會於二零一八年三月二十六日批准及授權刊發，並由下列董事代表簽署：

Arthur George Dew
狄亞法
DIRECTOR
董事

Edwin Lo King Yau
勞景祐
DIRECTOR
董事

Consolidated Statement of Changes in Equity

for the year ended 31st December, 2017

綜合權益變動表

截至二零一七年十二月三十一日止年度

| | Attributable to owners of the Company 本公司股東應佔 | | | | | Non-controlling interests 非控股權益 | | | Total 總計 權益總額 HK\$ Million 百萬港元 | | | | | |
|---|--|--|--|---|--|---|---|--|---|-------------------------------------|-------|----------|----------|-----------|
| | Share capital 股本 HK\$ Million 百萬港元 | Property revaluation reserve 物業重估儲備 HK\$ Million 百萬港元 | Investment revaluation reserve 投資重估儲備 HK\$ Million 百萬港元 | Translation reserve 匯兌儲備 HK\$ Million 百萬港元 | Non-distributable reserve 非派發儲備 HK\$ Million 百萬港元 | Capital reserves and other 資本及其他儲備 HK\$ Million 百萬港元 | Accumulated profits 累計溢利 HK\$ Million 百萬港元 | Dividend reserve 股息儲備 HK\$ Million 百萬港元 | | Total 總計 HK\$ Million 百萬港元 | | | | |
| At 1st January, 2016 | 2,221.7 | 244.4 | 303.0 | 133.8 | 55.2 | 15.4 | 16,085.4 | 285.2 | 19,344.1 | (12.6) | 6.1 | 18,709.8 | 18,703.3 | 38,047.4 |
| Profit for the year | - | - | - | - | - | - | 3,263.2 | - | 3,263.2 | - | - | 1,818.0 | 1,818.0 | 5,081.2 |
| Other comprehensive income (expenses) for the year (note 36) | - | - | (127.0) | (436.3) | - | 15.2 | 4.3 | - | (543.8) | - | - | (504.9) | (504.9) | (1,048.7) |
| Total comprehensive income (expenses) for the year | - | - | (127.0) | (436.3) | - | 15.2 | 3,267.5 | - | 2,719.4 | - | - | 1,313.1 | 1,313.1 | 4,032.5 |
| Shares of a subsidiary issued to non-controlling interests | - | - | - | - | - | - | (0.1) | - | (0.1) | - | - | 0.2 | 0.2 | 0.1 |
| Share of reserve movements of associates | - | - | - | 7.6 | - | (0.2) | (7.4) | - | - | - | - | - | - | - |
| Amounts paid for shares repurchased and cancelled by subsidiaries | - | - | - | - | - | - | - | - | - | - | - | (243.3) | (243.3) | (179.2) |
| Acquisition of a subsidiary | - | - | - | - | - | - | 64.1 | - | 64.1 | - | - | 2.9 | 2.9 | 2.9 |
| Disposal of interest in subsidiaries | - | - | - | - | - | - | - | - | - | - | - | (1.2) | (1.2) | (1.2) |
| Purchase of shares held for employee ownership scheme of a subsidiary | - | - | - | - | - | - | - | - | - | (1.4) | - | - | (1.4) | (1.4) |
| Recognition of equity-settled share-based payments of a subsidiary | - | - | - | - | - | - | - | - | - | - | 3.6 | - | 3.6 | 3.6 |
| Vesting of shares of the employee ownership scheme of a subsidiary | - | - | - | - | - | - | - | - | - | - | (4.9) | - | (4.9) | - |
| Dividend distribution to non-controlling interests | - | - | - | - | - | - | - | - | - | 4.9 | - | - | - | - |
| Interim dividend declared | - | - | - | - | - | - | (26.7) | 26.7 | - | - | - | (423.9) | (423.9) | (423.9) |
| Dividend paid | - | - | - | - | - | - | - | (311.9) | (311.9) | - | - | - | - | (311.9) |
| Second interim dividend declared | - | - | - | - | - | - | (327.1) | 327.1 | - | - | - | - | - | - |
| Transfer from accumulated profits to capital reserves | - | - | - | - | - | 1.1 | (1.1) | - | - | - | - | - | - | - |
| Amounts paid for shares repurchased and cancelled by the Company | - | - | - | - | - | - | (57.3) | - | (57.3) | - | - | - | - | (57.3) |
| At 31st December, 2016 | 2,221.7 | 244.4 | 176.0 | (294.9) | 55.2 | 31.5 | 18,997.3 | 327.1 | 21,758.3 | (9.1) | 4.8 | 19,357.6 | 19,353.3 | 41,111.6 |

於二零一六年十二月三十一日

綜合權益變動表(續)

截至二零一七年十二月三十一日止年度

Consolidated Statement of Changes in Equity (Cont'd)

for the year ended 31st December, 2017

| | Attributable to owners of the Company 本公司股東應佔 | | | | Non-controlling interests 非控股權益 | | | Total 總計 HK\$ Million 百萬元 | | | | | |
|--|--|---|---|---|---|--|---|------------------------------------|--|------------------------------------|---|---|---|
| | Share capital 股本 HK\$ Million 百萬元 | Property revaluation reserve 物業重估儲備 HK\$ Million 百萬元 | Investment revaluation reserve 投資 重估儲備 HK\$ Million 百萬元 | Translation reserve 匯兌儲備 HK\$ Million 百萬元 | Non- distributable reserve 非分派發 儲備 HK\$ Million 百萬元 | Capital and other reserves 資本 及其他 儲備 HK\$ Million 百萬元 | Accumulated profits 累計溢利 HK\$ Million 百萬元 | | Dividend reserve 股息儲備 HK\$ Million 百萬元 | Total 總計 HK\$ Million 百萬元 | Shares held for employee ownership scheme 為僱員股份 持有計劃 持有股份 HK\$ Million 百萬元 | Employee share-based compensation reserve 以股份 支付之僱員 酬金儲備 HK\$ Million 百萬元 | Share of net assets of subsidiaries 附屬公司 淨資產 HK\$ Million 百萬元 |
| At 1st January, 2017 | 2,221.7 | 244.4 | 176.0 | (294.9) | 55.2 | 31.5 | 18,997.3 | 327.1 | 21,758.3 | (9.1) | 19,357.6 | 19,353.3 | 41,111.6 |
| Profit for the year | - | - | - | - | - | - | 3,235.9 | - | 3,235.9 | - | - | 2,314.9 | 5,550.8 |
| Other comprehensive income for the year (note 36) | - | 1.1 | 62.9 | 400.7 | - | 0.2 | - | - | 464.9 | - | - | 456.0 | 920.9 |
| Total comprehensive income for the year | - | 1.1 | 62.9 | 400.7 | - | 0.2 | 3,235.9 | - | 3,700.8 | - | - | 2,770.9 | 6,471.7 |
| Share of reserve movements of associates Amounts paid for shares repurchased and cancelled by a subsidiary | - | - | - | 4.3 | - | (118.2) | (4.3) | - | (118.2) | - | - | (39.4) | (157.6) |
| Increase in shareholding in an associate due to share repurchased and cancelled by the associate | - | - | - | - | - | 74.9 | - | - | 74.9 | - | - | 25.0 | 99.9 |
| Acquisition of non-controlling interest in a subsidiary | - | - | - | - | - | - | (0.5) | - | (0.5) | - | - | 0.5 | - |
| Capital reduction of non-controlling interests | - | - | - | - | - | - | - | - | - | - | (73.5) | (73.5) | (73.5) |
| Purchase of shares held for employee ownership scheme of a subsidiary | - | - | - | - | - | - | - | - | - | (4.8) | - | (4.8) | (4.8) |
| Recognition of equity-settled share-based payments of a subsidiary | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Vesting of shares of the employee ownership scheme of a subsidiary | - | - | - | - | - | - | - | - | - | - | 6.6 | 6.6 | 6.6 |
| Dividend distribution to non-controlling interests | - | - | - | - | - | - | - | - | - | 6.3 | - | (6.3) | - |
| Interim dividend declared | - | - | - | - | - | - | (26.4) | 26.4 | - | - | - | - | (591.2) |
| Dividend paid | - | - | - | - | - | - | (353.5) | (353.5) | - | - | - | - | (353.5) |
| Second interim dividend declared | - | - | - | - | - | - | (413.0) | 413.0 | - | - | - | - | - |
| Transfer from accumulated profits to capital reserves | - | - | - | - | - | 4.8 | (4.8) | - | - | - | - | - | - |
| Amounts paid for shares repurchased and cancelled by the Company | - | - | - | - | - | - | (52.5) | - | (52.5) | - | - | - | (52.5) |
| At 31st December, 2017 | 2,221.7 | 245.5 | 238.9 | 110.1 | 55.2 | (6.8) | 21,791.8 | 413.0 | 25,069.4 | (7.6) | 21,936.4 | 21,911.1 | 46,260.5 |

於二零一七年十二月三十一日

應佔聯營公司之儲備變動
附屬公司購回及註銷股份之
已付款項
因一間聯營公司購回及註銷股份而
於聯營公司的股權增加
收購一間附屬公司之非控股權益
非控股權益之資本削減
一間附屬公司之僱員股份
擁有計劃購買股份
確認一間附屬公司之股權
結算以股份為基礎付款
一間附屬公司之僱員股份持有
計劃之歸屬股份
分派股息予非控股權益
宣派中期股息
宣派第二次中期股息
由累計溢利轉撥至資本儲備
本公司購回及註銷股份之
已付款項

Consolidated Statement of Cash Flows

for the year ended 31st December, 2017

綜合現金流量表

截至二零一七年十二月三十一日止年度

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-------------------------------|---------------------------------------|---------------------------------------|
| Operating activities | 經營業務 | | |
| Profit for the year | 本年度溢利 | 5,550.8 | 5,081.2 |
| Adjustments for: | 調整項目： | | |
| Bad and doubtful debts | 呆壞賬 | 388.1 | 893.6 |
| Finance costs | 融資成本 | 369.8 | 283.6 |
| Taxation | 稅項 | 331.2 | 164.2 |
| Impairment loss on available-for-sale financial assets | 可供出售金融資產之減值虧損 | 176.2 | - |
| Net exchange loss (gain) | 匯兌虧損(收益)淨額 | 104.6 | (7.9) |
| Depreciation | 折舊 | 80.9 | 79.4 |
| Expenses recognised for employee ownership scheme of Sun Hung Kai & Co. Limited ("SHK") | 就新鴻基有限公司(「新鴻基」)之僱員股份擁有計劃確認之費用 | 6.4 | 2.8 |
| Amortisation of intangible assets | 無形資產攤銷 | 1.8 | 1.5 |
| Net loss on disposal/write-off of property, plant and equipment | 出售/撤銷物業、廠房及設備之虧損淨額 | 1.5 | 1.1 |
| Impairment loss recognised (reversed) for hotel property | 確認(撥回)酒店物業之減值虧損 | 0.8 | (6.1) |
| Loss on redemption of notes issued | 贖回已發行票據之虧損 | 0.8 | - |
| Amortisation of prepaid land lease payments | 預繳地價攤銷 | 0.1 | 0.2 |
| Net fair value gain on financial assets and liabilities | 金融資產及負債之公平價值收益淨額 | (1,333.3) | (789.4) |
| Share of results of associates | 應佔聯營公司業績 | (1,276.3) | (2,900.2) |
| Net increase in fair value of investment properties | 投資物業之公平價值增加淨額 | (979.1) | (568.0) |
| Share of results of joint ventures | 應佔合營公司業績 | (659.4) | (193.9) |
| Net impairment loss (reversed) recognised on interests in associates | (撥回)確認於聯營公司之權益之減值虧損淨額 | (103.5) | 142.5 |
| Net realised gain on disposal of available-for-sale financial assets | 出售可供出售金融資產之已變現收益淨額 | (0.3) | (1.1) |
| Net realised loss on disposal of joint ventures | 出售合營公司之已變現虧損淨額 | - | 14.1 |
| Impairment loss on amounts due from joint ventures | 聯營公司欠款之減值虧損 | - | 1.0 |
| Net realised gain on disposal of subsidiaries | 出售附屬公司之已變現收益淨額 | - | (9.7) |
| Net realised gain on disposal of an associate | 出售一間聯營公司之已變現收益淨額 | - | (3.9) |
| Operating cash flows before movements in working capital | 未計營運資金變動前之經營業務現金流量 | 2,661.1 | 2,185.0 |

for the year ended 31st 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\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|------------------------------|---------------------------------------|---------------------------------------|
| Net changes in financial assets and financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產及金融負債變動淨額 | (2,820.6) | 127.5 |
| Increase in loans and advances to consumer finance customers and mortgage loans | 私人財務客戶貸款及墊款及按揭貸款增加 | (3,071.2) | (460.1) |
| (Increase) decrease in amounts due from associates | 聯營公司欠款(增加)減少 | (74.7) | 103.6 |
| (Increase) decrease in trade and other receivables | 貿易及其他應收款項(增加)減少 | (532.2) | 478.2 |
| Decrease (increase) in amounts due from brokers | 經紀欠款減少(增加) | 331.2 | (913.3) |
| Decrease (increase) in other inventories | 其他存貨減少(增加) | 0.1 | (0.1) |
| Increase in financial liabilities for repurchase agreements | 回購協議下之金融負債增加 | 1,071.0 | - |
| Increase (decrease) in trade and other payables | 貿易及其他應付款項增加(減少) | 98.9 | (1.0) |
| Increase in provisions | 撥備增加 | 11.7 | 21.1 |
| Cash (used in) from operations | 經營(所用)所產生之現金 | (2,324.7) | 1,540.9 |
| Taxation paid | 已付稅項 | (294.9) | (330.0) |
| Interest paid | 已付利息 | (311.9) | (234.7) |
| Net cash (used in) from operating activities | 經營業務(所用)所產生之現金淨額 | (2,931.5) | 976.2 |
| Investing activities | 投資業務 | | |
| Net fixed deposits with banks withdrawn | 提取銀行定期存款淨額 | 539.9 | 154.2 |
| Dividends received from associates | 來自聯營公司之股息 | 264.1 | 139.4 |
| Proceeds on disposal of available-for-sale financial assets | 出售可供出售金融資產所得款項 | 179.6 | 7.8 |
| Proceeds on disposal of long-term financial assets designated as at fair value through profit or loss | 出售指定為透過損益賬按公平價值處理之長期金融資產所得款項 | 90.2 | 90.2 |
| Amounts repaid by associates | 聯營公司還款 | 44.0 | 298.7 |
| Proceeds on disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | 0.3 | 0.3 |
| Purchase of long-term financial assets designated as at fair value through profit or loss | 購入指定為透過損益賬按公平價值處理之長期金融資產 | (603.4) | (253.3) |
| Purchase of available-for-sale financial assets | 購入可供出售金融資產 | (398.9) | (114.1) |
| Additions to investment properties | 添置投資物業 | (207.2) | (1.2) |
| Capital injection to associates | 向聯營公司注資 | (128.0) | (180.8) |
| Amounts advanced to associates | 墊款予聯營公司 | (81.0) | (489.8) |
| Capital injection to a joint venture | 向一間合營公司注資 | (69.7) | (23.4) |
| Purchase of property, plant and equipment | 購入物業、廠房及設備 | (55.7) | (47.1) |
| Acquisition of associates | 收購聯營公司 | (9.9) | (546.3) |
| Amounts advanced to joint ventures | 墊款予合營公司 | (0.2) | (45.0) |
| Proceeds on disposal of subsidiaries | 出售附屬公司所得款項 | - | 104.1 |
| Proceeds on disposal of associates | 出售聯營公司所得款項 | - | 57.9 |
| Proceeds on disposal of joint ventures | 出售合營公司所得款項 | - | 35.1 |
| Dividends received from joint ventures | 來自合營公司之股息 | - | 11.8 |
| Amounts repaid by joint ventures | 合營公司還款 | - | 0.3 |
| Acquisition of subsidiaries | 收購附屬公司 | - | (45.5) |
| Payment of deposits for acquisition of property, plant and equipment | 收購物業、廠房及設備之按金付款 | - | (44.8) |
| Purchase of intangible assets | 購入無形資產 | - | (6.5) |
| Net cash used in investing activities | 投資業務所用之現金淨額 | (435.9) | (898.0) |

for the year ended 31st 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\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|------------|---------------------------------------|---------------------------------------|
| Financing activities | | | |
| Proceeds from issue of notes | | 4,694.6 | 1,823.7 |
| New bank and other borrowings raised | | 1,695.5 | 1,445.4 |
| Disposal of notes held by subsidiaries of the Company | | 334.9 | 18.5 |
| Amounts advanced from associates | | 0.1 | 0.1 |
| Repayment of bank and other borrowings | | (2,800.6) | (2,760.4) |
| Repayment of notes | | (2,300.8) | – |
| Dividends by subsidiaries to non-controlling interests | | (591.2) | (423.9) |
| Dividends paid to equity shareholders | | (353.5) | (311.9) |
| Amounts paid for shares repurchased and cancelled by subsidiaries | | (196.2) | (179.2) |
| Repayment of capital contributions by non-controlling interests | | (66.9) | – |
| Redemption of notes | | (60.5) | – |
| Repurchase of notes issued | | (37.7) | (121.1) |
| Amounts paid for shares repurchased and cancelled by the Company | | (52.5) | (57.3) |
| Purchase of shares for employee ownership scheme of SHK | | (4.8) | (1.4) |
| Proceeds from issue of shares of a subsidiary | | – | 0.1 |
| Amounts advanced from joint ventures | | – | 0.1 |
| Net cash from (used in) financing activities | | 260.4 | (567.3) |
| Net decrease in cash and cash equivalents | | (3,107.0) | (489.1) |
| Effect of foreign exchange rate changes | | 141.2 | (140.8) |
| Cash and cash equivalents at the beginning of the year | | 6,296.1 | 6,926.0 |
| Cash and cash equivalents at the end of the year | 32 | 3,330.3 | 6,296.1 |

1. GENERAL

Allied Group Limited (“Company”) is a public limited company incorporated in the Hong Kong Special Administrative Region (“Hong Kong”) and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The ultimate controlling party of the Company is the trustees of Lee and Lee Trust. The address of the principal place of business of the trustees of Lee and Lee Trust is 24/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong. The address of the registered office and principal place of business of the Company is 22/F, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

The consolidated financial statements of the Company and its subsidiaries (“Group”) are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

The Company acts as an investment holding company and provides corporate management services. The principal activities of its principal subsidiaries, associates and joint venture are set out in notes 52, 53 and 54 respectively.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)**Amendments to HKFRSs that are mandatorily effective for the current year**

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

| | |
|------------------------|--|
| Amendments to HKAS 7 | Disclosure Initiative |
| Amendments to HKAS 12 | Recognition of Deferred Tax Assets for Unrealised Losses |
| Amendments to HKFRS 12 | As part of the Annual Improvements to HKFRSs 2014-2016 Cycle |

1. 一般資料

聯合集團有限公司(「本公司」)為一間在香港特別行政區(「香港」)註冊成立之公眾有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司之最終控制方為Lee and Lee Trust之受託人，Lee and Lee Trust之受託人之主要營業地點之地址為香港灣仔告士打道138號聯合鹿島大廈24樓。本公司註冊辦事處及主要營業地點地址為香港灣仔告士打道138號聯合鹿島大廈22樓。

本公司及其附屬公司(「本集團」)之綜合財務報表以港元呈列，與本公司之功能貨幣相同。

本公司為一間投資控股公司及提供企業管理服務，其主要附屬公司、聯營公司及合營公司之主要業務活動分別載於附註52、53及54。

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)**於本年度強制生效的香港財務報告準則修訂本**

本集團於本年度首次採用下列由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則修訂本：

| | |
|-----------------|----------------------------------|
| 香港會計準則第7號修訂本 | 披露主動性 |
| 香港會計準則第12號修訂本 | 就未變現虧損確認遞延稅項資產 |
| 香港財務報告準則第12號修訂本 | 作為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之一部分 |

for the year ended 31st December, 2017

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

Amendments to HKFRSs that are mandatorily effective for the current year (Cont'd)

Except as described below, the application of the above new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKAS 7 Disclosure Initiative

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 43. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 43, the application of these amendments has had no impact on the Group's consolidated financial statements.

The same accounting policies, presentation and methods of computation have been followed in these consolidated financial statements as were applied in the preparation of the Group's financial statements for the year ended 31st December, 2016.

截至二零一七年十二月三十一日止年度

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效的香港財務報告準則修訂本(續)

除下文所述者外，於本年度採用上述新訂及經修訂的香港財務報告準則對本集團本年度及先前年度財務表現及狀況及／或於該等綜合財務報表所載的披露資料無重大影響。

香港會計準則第7號修訂本披露主動性

本集團於本年度首次應用該等修訂。該等修訂規定實體披露能讓財務報表使用者評估融資業務所產生的負債變動，包括現金及非現金變動。此外，倘該等金融資產的現金流量已經(或未來現金流量將會)計入融資業務的現金流量當中，修訂亦要求披露金融資產的變動。

尤其是，修訂規定披露下列各項：(i)來自融資現金流量的變動；(ii)來自取得或失去附屬公司或其他業務的控制權的變動；(iii)外幣匯率變動的影響；(iv)公平價值變動；及(v)其他變動。

附註43載有該等項目期初及期末結餘之對賬。根據修訂本之過渡條文，本集團並無披露過往年度的比較資料。除附註43的新增披露外，應用該等修訂對本集團綜合財務報表並無影響。

此等綜合財務報表採用與編製本集團截至二零一六年十二月三十一日止年度之財務報表相同之會計政策、呈列方式及計算方法。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

New and revised HKFRSs in issue but not yet effective

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

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早採用以下已頒佈但尚未生效之新訂及經修訂的香港財務報告準則：

| | | | |
|------------------------------------|--|----------------------------|--|
| HKFRS 9 | Financial Instruments ¹ | 香港財務報告準則第9號 | 金融工具 ¹ |
| HKFRS 15 | Revenue from Contracts with Customers and the related Amendments ¹ | 香港財務報告準則第15號 | 來自客戶之合約收入及相關修訂 ¹ |
| HKFRS 16 | Leases ² | 香港財務報告準則第16號 | 租賃 ² |
| HKFRS 17 | Insurance Contracts ³ | 香港財務報告準則第17號 | 保險合約 ³ |
| HK(IFRIC)-Int 22 | Foreign Currency Transactions and Advance Considerations ¹ | 香港(國際財務報告詮釋委員會) – 詮釋第22號 | 外幣交易及預付代價 ¹ |
| HK(IFRIC)-Int 23 | Uncertainty over Income Tax Treatments ² | 香港(國際財務報告詮釋委員會) – 詮釋第23號 | 所得稅處理的不確定性 ² |
| Amendments to HKFRS 2 | Classification and Measurement of Share-based Payment Transactions ¹ | 香港財務報告準則第2號修訂本 | 以股份付款交易之分類及計量 ¹ |
| Amendments to HKFRS 4 | Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹ | 香港財務報告準則第4號修訂本 | 香港財務報告準則第9號「金融工具」與香港財務報告準則第4號「保險合約」一併應用 ¹ |
| Amendments to HKFRS 9 | Prepayment Features with Negative Compensation ² | 香港財務報告準則第9號修訂本 | 具有負補償之提前還款特性 ² |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴ | 香港財務報告準則第10號及香港會計準則第28號修訂本 | 投資者與其聯營公司或合營公司間之出售或注入資產 ⁴ |
| Amendments to HKAS 28 | Long-term Interests in Associates and Joint Ventures ² | 香港會計準則第28號修訂本 | 於聯營公司及合營公司之長期權益 ² |
| Amendments to HKAS 28 | As part of the Annual Improvements to HKFRSs 2014-2016 Cycle ¹ | 香港會計準則第28號修訂本 | 作為香港財務報告準則二零一四年至二零一六年週期年度改進之一部分 ¹ |
| Amendments to HKAS 40 | Transfers of Investment Property ¹ | 香港會計準則第40號修訂本 | 轉讓投資物業 ¹ |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2015-2017 Cycle ² | 香港財務報告準則修訂本 | 香港財務報告準則二零一五年至二零一七年週期年度改進 ² |

¹ Effective for annual periods beginning on or after 1st January, 2018.

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

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

⁴ Effective for annual periods beginning on or after a date to be determined.

¹ 於二零一八年一月一日或以後開始之年度期間生效。

² 於二零一九年一月一日或以後開始之年度期間生效。

³ 於二零二一年一月一日或以後開始之年度期間生效。

⁴ 於待定日期或期後開始之年度期間生效。

Except as described below, the directors of the Company do not anticipate that the application of the new and revised HKFRSs will have material impact on the consolidated financial statements.

除下文所述者外，本公司董事預料應用該等新訂及經修訂香港財務報告準則不會對綜合財務報表有任何重大影響。

for the year ended 31st December, 2017

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

New and revised HKFRSs in issue but not yet effective (Cont'd)

HKFRS 9 – Financial Instruments

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

Key requirements of HKFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income ("FVTOCI"). All other debt instruments and equity investments are measured at their fair value at subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- with regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under HKAS 39 Financial Instruments: Recognition and Measurement, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.

截至二零一七年十二月三十一日止年度

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號—金融工具

香港財務報告準則第9號引入了有關金融資產之分類及計量、金融負債、一般對沖會計法，以及金融資產的減值要求的新規定。

香港財務報告準則第9號中適用於本集團之主要規定為：

- 所有屬香港財務報告準則第9號範疇內之已確認金融資產，其後均按攤銷成本或公平價值計量。尤其是，按商業模式持有而目的為收取合約現金流量之債務工具，以及純粹為支付本金及未償還本金之利息而擁有合約現金流量之債務工具，一般均於其後會計期間結算日按攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產之業務模式下持有之債務工具，以及合約條款令於特定日期產生之現金流純粹為支付本金及未償還本金之利息的債務工具，一般以按公平價值計入其他全面收益(「按公平價值計入其他全面收益」)計量。所有其他債務工具及股本投資均於其後會計期間按公平價值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤銷地選擇在其他全面收益中呈列股權投資(並非持作交易)之公平價值變動，並只在損益賬中確認股息收入。
- 就指定為透過損益賬按公平價值計量之金融負債而言，香港財務報告準則第9號規定，歸因於金融負債之信貸風險變動之該負債公平價值變動金額，乃於其他全面收益呈列，惟在其他全面收益內確認負債信貸風險變動影響會導致於損益賬產生或擴大會計錯配則另作別論。歸因於金融負債信貸風險之公平價值變動，其後不會重新分類至損益賬。根據香港會計準則第39號「金融工具：確認及計量」，指定為透過損益賬按公平價值計量之金融負債之公平價值變動全數金額呈列於損益賬。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

New and revised HKFRSs in issue but not yet effective (Cont'd)

HKFRS 9 – Financial Instruments (Cont'd)

- for non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows and discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification. Currently, the Group revises the effective interest rates for non-substantial modification of financial liabilities with no gain/loss being recognised in profit or loss.
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group's financial instruments and risk management policies as at 31st December, 2017, the directors of the Company anticipate the following potential impact on initial application of HKFRS 9.

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號—金融工具(續)

- 就不會導致取消確認的非重大金融負債修訂而言，相關金融負債之賬面值乃按經修訂合約現金流量現值計算，並按金融負債之原實際利率貼現。所產生之交易成本或費用調整為經修訂金融負債之賬面值並於餘下期間攤銷。金融負債賬面值之任何調整於修訂日期在損益確認。目前，本集團修訂非重大金融負債修訂之實際利率，而並無於損益確認收益／虧損。
- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各結算日將預期信貸虧損及變動計入該等預期信貸虧損，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

根據本集團於二零一七年十二月三十一日之金融工具及風險管理，本公司董事預期首次應用香港財務報告準則第9號將有以下潛在影響。

for the year ended 31st December, 2017

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

New and revised HKFRSs in issue but not yet effective (Cont'd)

HKFRS 9 – Financial Instruments (Cont'd)

(a) Classification and measurement

Based on assessment of the Group, the financial assets currently measured at amortised cost and fair value through profit or loss (“FVTPL”) will continue with their respective classification and measurements upon the adoption of HKFRS 9. With respect to the Group’s financial assets currently classified as “available-for-sale financial assets”, the Group will designate an amount of HK\$666.2 million as FVTOCI. The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability’s credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently has an insignificant amount of financial liabilities designated at FVTPL and therefore this new requirement may not have material impact on the Group’s consolidated financial statements upon the application of HKFRS 9.

(b) Impairment

Based on the assessment by the directors of the Company, if the expected credit loss model were to be applied by the Group, it will result in an increase in the amount of impairment and earlier recognition of credit losses. Such further impairment recognised under expected credit loss model, mainly attributable to provision on loans and advances to consumer finance customers, mortgage loans and term loans, would reduce the opening accumulated profits, attributable to owners of the Company and non-controlling interests and increase the deferred tax assets at 1st January, 2018.

截至二零一七年十二月三十一日止年度

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號－金融工具(續)

(a) 分類及計量

根據本集團之評估，目前按攤銷成本及透過損益賬按公平價值(「透過損益賬按公平價值處理」)計量之金融資產將於採用香港財務報告準則第9號時繼續相關分類及計量。就本集團目前分類為「可供出售金融資產」之金融資產而言，本集團將指定金額666.2百萬港元為按公平價值計入其他全面收益。根據香港財務報告準則第9號就金融負債之分類及計量規定大致與香港會計準則第39號相同，惟香港財務報告準則第9號規定，指定為透過損益賬按公平價值處理之金融負債之源自金融負債信貸風險之公平價值變動須於其他全面收益確認(並無重新分類至損益)。本集團指定為透過損益賬按公平價值處理之金融負債目前金額微不足道，因此於應用香港財務報告準則第9號時，該新規定未必對本集團之綜合財務報表造成重大影響。

(b) 減值

根據本公司董事之評估，倘本集團應用預期信貸虧損模型，將導致減值金額增加及提早確認信貸虧損。根據預期信貸虧損模型確認之額外減值(主要由於就私人財務客戶貸款及墊款、按揭貸款及有期貸款撥備)將導致二零一八年一月一日的年初累計溢利(本公司股東及非控股權益應佔)減少及遞延稅項資產增加。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

New and revised HKFRSs in issue but not yet effective (Cont'd)

HKFRS 15 – Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations when it becomes effective. The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

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

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號—來自客戶之合約收入

香港財務報告準則第15條已頒佈，其制定一項單一全面模式供實體用作將自客戶合約所產生的收入入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋的收入確認指引。香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收入金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收入的五個步驟：

- 第一步：識別與客戶訂立的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中的履約責任
- 第五步：於實體完成履約責任時(或就此)確認收入

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

for the year ended 31st December, 2017

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

New and revised HKFRSs in issue but not yet effective (Cont'd)

HKFRS 15 – Revenue from Contracts with Customers (Cont'd)

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

The directors of the Company do not expect that the application of HKFRS 15 will have a significant impact, when applied, on the Group's consolidated financial statements.

HKFRS 16 – Leases

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

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

截至二零一七年十二月三十一日止年度

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號—來自客戶之合約收入(續)

於二零一六年，香港會計師公會頒佈香港財務報告準則第15號有關履約責任之識別、主理人與代理人之考量及特許權應用指引澄清。

本公司董事預期應用香港財務報告準則第15號於應用時將不會對本集團之綜合財務報表造成重大影響。

香港財務報告準則第16號—租賃

香港財務報告準則第16號為識別租賃安排，以及對出租人及承租人的會計處理方法引入一個綜合模式。於香港財務報告準則第16號生效後，其將取代香港會計準則第17號「租賃」以及相關詮釋。

香港財務報告準則第16號基於是否存在由客戶控制的已識別資產，來區分租賃合約與服務合約。承租人會計處理取消經營租賃與融資租賃之間的區分，並由一個模式所取代，據此承租人須就所有租賃確認使用權資產及相應負債，惟短期租賃及低價值資產租賃則除外。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

New and revised HKFRSs in issue but not yet effective (Cont'd)

HKFRS 16 – Leases(Cont'd)

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

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31st December, 2017, the Group has non-cancellable operating lease commitments of HK\$318.5 million as disclosed in note 45(a). A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

Furthermore, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above.

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號－租賃(續)

使用權資產初始按成本計量並隨後按成本(惟若干例外情況除外)減累計折舊及減值虧損計量,就任何租賃負債重新計量而調整。租賃負債初始按當日尚未支付的租賃款項的現值計量。隨後,租賃負債就(其中包括)利息及租賃款項以及租賃修訂的影響作出調整。就現金流分類而言,本集團目前就有關自用租賃土地及該等分類為投資物業的提前預付租賃款項呈列為投資現金流量,而其他經營租賃付款呈列為經營現金流量。於應用香港財務報告準則第16號時,本集團將有關租賃負債的租賃款項分配至本金及利息部份並分別呈列為融資及經營現金流量。

與承租人會計處理相比,香港財務報告準則第16號大致轉承香港會計準則第17號的出租人會計處理規定,並且繼續要求出租人將其租賃分類為經營租賃或融資租賃。

此外,香港財務報告準則第16號規定作出詳盡之披露。

於二零一七年十二月三十一日,本集團擁有不可撤銷經營租賃承擔318.5百萬港元(見附註45(a)披露)。初步評估顯示,該等安排符合香港財務報告準則第16號下的租賃定義。於應用香港財務報告準則第16號時,本集團將就所有該等租賃確認使用權資產及相應負債,除非其符合低價值或短期租賃。

此外,應用新的規定或會導致上文所述計量、呈列及披露變動。

for the year ended 31st December, 2017

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

New and revised HKFRSs in issue but not yet effective (Cont'd)

Amendments to HKAS 40 Transfers of Investment Property

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by observable evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction. For example, change in use for transfer from properties under development for sale in the ordinary course of business to investment properties could be evidenced by inception of an operating lease to another party.

The directors of the Company anticipate that the application of these amendments will result in early recognition of such transfers on the Group's consolidated financial statements in future periods should there be a change in use of any of its properties.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance (Cap. 622).

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

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

截至二零一七年十二月三十一日止年度

2. 採用新訂及經修訂的香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港會計準則第40號修訂本轉移投資物業
該等修訂釐清轉移至投資物業或自投資物業轉出時必須評估物業是否達成或不再達成投資物業之定義並由表示發生用途變動之可觀察證據支持。該等修訂進一步釐清香港會計準則第40號所示情況以外的情況可能為用途變動之憑據，且在建物業亦可能發生用途變動。舉例而言，開始與另一方的經營租賃可證明為於日常業務過程中由待售發展中物業轉移至投資物業的用途變動之憑證。

本公司董事預期，倘其任何物業用途出現變動，應用該等修訂將導致於未來期間在本集團綜合財務報表內提前確認有關轉移。

3. 主要會計政策

編製基準

綜合財務報表乃根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表載列聯交所證券上市規則(「上市規則」)及香港公司條例(第622章)規定之適用披露內容。

綜合財務報表乃按歷史成本基準編製，惟下列主要會計政策所說明按公平價值計量的若干物業及金融工具除外。

歷史成本一般根據就交易貨品及服務所付代價之公平價值。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Basis of preparation (Cont'd)

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

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

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

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from input other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include input for the assets or liabilities that are not based on observable market data.

編製基準(續)

公平價值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值方法作出的估計。在對資產或負債的公平價值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的那些特徵。在本綜合財務報表中計量和／或披露目的之公平價值均在此基礎上予以確定，但香港財務報告準則第2號「以股份付款」範圍內的以股份為基礎的支付交易、香港會計準則第17號範圍內的租賃交易、以及與公平價值類似但並非公平價值的計量(例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值)除外。

非金融資產公平價值之計量乃經參考市場參與者可從使用該資產得到之最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。

此外，就財務呈報而言，公平價值計量根據公平價值計量之輸入數據之可觀察程度及輸入數據對公平價值計量整體而言之重要性分為第一、第二或第三級，現闡述如下：

- 第一級公平價值計量按相同的資產或負債於活躍市場的報價(無調整)計算。
- 第二級公平價值計量乃除第一級計入之報價外，就資產或負債可直接(即價格)或間接(即自價格衍生)觀察輸入數據得出。
- 第三級公平價值計量乃計入並非根據可觀察市場數據之資產或負債之估值方法得出。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Basis of consolidation

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Income and expenses of subsidiaries acquired or disposed of during the year are included in profit or loss and other comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

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

All intra-group transactions, balances, income and expenses within the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein. Profit or loss and each items of other comprehensive income are attributable to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributable to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interest having a debit balance.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

綜合基準

綜合財務報表包括本公司及受本公司控制之公司及其附屬公司之財務報表。倘本公司符合以下情況，則取得控制權：

- 有權控制被投資方；
- 因其參與被投資方業務而獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

倘事項及狀況顯示上文列示三項控制元素之一項或多項有變，本集團會重新評估其是否控制投資對象。

倘本集團於投資對象之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控投資對象之相關業務時，本公司即對投資對象擁有權力。

於年內所收購或出售的附屬公司，其收入及費用均自收購生效日期起及截至出售生效日期止(如適用)計入損益及其他全面收益。

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者一致。

所有本集團內成員間交易、結餘、收入及開支均於綜合賬目時全數對銷。

附屬公司之非控股權益與本集團所佔權益分開呈列。損益及其他全面收益的各部分歸屬於本公司股東及非控股權益。即使導致非控股權益出現虧絀結餘，附屬公司的全面收益總額仍歸屬於本公司股東及非控股權益。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Basis of consolidation (Cont'd)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are generally recognised in profit or loss as incurred.

綜合基準(續)

本集團於現有附屬公司擁有權益之變動

倘本集團於附屬公司之擁有權益出現變動，但並無導致本集團失去對該等附屬公司之控制權，則入賬列作權益交易。本集團之相關權益部分與非控股權益之賬面值均予以調整，以反映彼等於附屬公司之相關權益之變動。

非控股權益之調整款額與已付或已收代價之公平價值兩者間之任何差額，均直接於權益確認並歸屬於本公司股東。

倘本集團失去一間附屬公司之控制權，則該附屬公司之資產及負債以及非控股權益(如有)會被取消確認。於損益內確認收益或虧損，並按(i)所收取代價之公平價值及任何保留權益之公平價值之總額及(ii)本公司股東應佔附屬公司之資產(包括商譽)及負債之賬面值之差額計算。所有有關該附屬公司過往於其他全面收益確認之款額，將按猶如本集團已直接出售有關附屬公司之相關資產或負債入賬(即按適用香港財務報告準則之規定/許可重新分類至損益或轉撥至另一個權益類別)。於失去控制權當日於前附屬公司保留之任何投資之公平價值將根據香港會計準則第39號於其後入賬時被列作初步確認之公平價值，或(如適用)於初步確認時於聯營公司或合營公司之投資成本。

業務合併

業務收購採用收購法列賬。業務合併中之轉讓代價按公平價值計量，而公平價值乃按於收購日本集團所轉讓之資產、本集團向被收購公司原股東產生之負債及本集團於交換被收購公司之控制權發行之股權之公平價值之總額計算。收購相關費用一般於產生時在損益賬確認。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Business combinations (Cont'd)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another Standard.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

業務合併(續)

所收購之可識別資產及所承擔之負債乃於收購當日按公平價值確認，惟以下情況除外：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產分別按香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購公司以股份付款之交易有關或以本集團以股份付款之交易取代收購公司以股份付款之交易有關之負債或權益工具，於收購當日按香港財務報告準則第2號計量；及
- 按照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」分類為持作出售之資產(或出售組別)按照該準則計量。

商譽按所轉讓之代價、任何非控股權益於被收購公司中所佔金額、及收購公司以往持有之被收購公司股權之公平價值(如有)之總和，減所收購可識別資產及所承擔負債於收購當日之淨值後，所超出之差額計量。倘經過評估後，所收購可識別資產與所承擔負債於收購當日之淨額高於轉讓之代價、任何非控股權益於被收購公司中所佔金額以及收購公司以往持有之被收購公司股權之公平價值(如有)之總和，則差額即時於損益賬內確認為議價收購收益。

屬現時擁有權權益且持有人有權於清盤時按比例分佔公司淨資產之非控股權益，可初步按非控股權益應佔被收購公司可識別淨資產之已確認金額比例或按公平價值計量。計量基準可按每項交易而選擇。其他種類之非控股權益乃按其公平價值或另一項準則規定之基準(如適用)計量。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Business combinations (Cont'd)

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

業務合併(續)

倘本集團於業務合併中轉讓之代價包括因或然代價安排而引致之資產或負債，則有關或然代價會按收購當日之公平價值計量，並會包括於業務合併中轉讓之代價之一部分。倘合資格作出計量期調整之或然代價公平價值有變，則有關變動會作追溯調整，而商譽或議價收購收益亦會作出相應調整。計量期調整指因於「計量期間」(自收購日期起計不超過一年)內取得有關於收購當日已存在之事實及情況之額外資料而產生之調整。

其後是否將不合資格作出計量期調整之或然代價公平價值之變動入賬，則視乎或然代價之分類方式而定。被分類為權益之或然代價不會於往後之結算日重新計量，而其後償付之款項則於權益內入賬。被分類為資產或負債之或然代價於往後之結算日按照香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」(視適用情況而定)重新計量，相應之收益或虧損則於損益賬內確認。

當業務合併以分階段完成，本集團以往所持被收購公司之股權會按收購當日(即本集團取得控制權當日)之公平價值重新計量，而所產生之收益或虧損(如有)則於損益賬內確認。就被收購公司權益在收購日期前於其他全面收益中所確認之數額，會重新分類至損益賬(若此處理方法適用於出售該權益)。

倘業務合併未能於進行合併之報告期結束前完成初步入賬，則本集團會呈報未完成入賬之項目之臨時金額。該等臨時金額會於計量期(見上文)內，或確認額外資產或負債時調整，以反映所取得有關於收購當日已存在之事實及情況(如已知)，並會影響於當日確認之金額之新資料。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Interests in associates and joint ventures

An associate is an investment in which the Group has 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.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Where necessary, adjustments are made to bring the accounting policies of associates and joint ventures in conformity with the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

於聯營公司及合營公司之權益

聯營公司指本集團可對其發揮重大影響力之投資。重大影響力指有權參與被投資公司財務及營運決策，但並非控制或共同控制該等政策之權力。

合營公司指一項聯合安排，對安排擁有共同控制權之訂約方據此對聯合安排之資產淨值擁有權利。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

聯營公司及合營公司之業績、資產及負債乃以會計權益法併入綜合財務報表。根據權益法，於聯營公司或合營公司之投資初步按成本於綜合財務狀況表確認，其後就確認本集團應佔該聯營公司或合營公司之損益及其他全面收益作出調整。如有需要，可調整聯營公司及合營公司之會計政策，使之與本集團一致。倘本集團應佔聯營公司或合營公司虧損超出本集團於該聯營公司或合營公司之權益(包括實際構成本集團於該聯營公司或合營公司之淨投資之任何長期權益)，則本集團即終止確認其應佔進一步虧損，惟倘本集團產生法律或推定責任或須代表聯營公司或合營公司付款，方確認額外虧損。

於被投資方成為聯營公司或合營公司當日，對聯營公司或合營公司之投資採用權益法入賬。於收購聯營公司或合營公司之投資時，投資成本超過本集團應佔投資對象之可識別資產及負債公平價值淨額之任何差額均確認為商譽。有關商譽乃計入投資之賬面值。倘於重新評估後，本集團所佔可識別資產及負債之公平價值淨額高於投資成本，則會於收購投資之期間即時在損益確認。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Interests in associates and joint ventures (Cont'd)

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

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

Where the Group's interest in associate increases, whether directly or indirectly, the impact of the change should be accounted for as an incremental purchase of the associate and recognised at cost. When the Group's interest in an associate increase due to a decrease in the investee's issued shares, the difference between the Group's share of the net fair value of the investee's identifiable assets and liabilities before and after the change, is recognised directly in equity.

When the Group transacts with an associate or a joint venture of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associate or joint venture.

於聯營公司及合營公司之權益(續)

香港會計準則第39號之規定用於釐定是否須就本集團於聯營公司或合營公司之投資確認任何減值虧損。如有需要，投資之全部賬面值(包括商譽)會根據香港會計準則第36號作為一項獨立資產，透過比較其可收回金額(使用價值與公平價值減出售成本兩者間之較高者)及其賬面值作減值測試。任何已確認之減值虧損組成投資賬面值一部分。根據香港會計準則第36號，任何減值虧損之撥回於投資可收回金額其後增加時確認。

當本集團不再對聯營公司擁有重大影響力或於合營公司擁有共同控制權時，則按出售於該被投資公司的全部權益入賬，所產生的收益或虧損於損益中確認。於投資不再為聯營公司或合營公司，或投資被分類為持作出售當日起，本集團停止使用權益法。聯營公司或合營公司於終止使用權益法當日之賬面值與任何保留權益之公平價值及出售任何所得款項之間的差額，乃計入釐定出售聯營公司或合營公司之損益。此外，倘該聯營公司或合營公司直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營公司的以往於其他全面收益確認的所有金額。因此，倘聯營公司或合營公司以往於其他全面收益確認的損益重新分類為出售相關資產或負債的損益，則本集團將於出售/出售部分相關聯營公司或合營公司時將收益或虧損由權益重新分類至損益(列作重新分類調整)。

倘本集團於聯營公司之權益增加(不論為直接或間接)，有關變數之影響應入賬為聯營公司增額收購，並按成本確認。倘本集團於一間聯營公司之權益因被投資公司之已發行股份減少而增加，則本集團分佔該被投資公司可識別資產及負債之淨公平價值於變動前後之差額直接於權益內確認。

當本集團與本集團之聯營公司或合營公司交易，將按本集團於相關聯營公司或合營公司之權益對銷未變現損益。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Goodwill

Goodwill arising on acquisitions prior to 1st January, 2005

Goodwill arising on an acquisition of a subsidiary, an associate or a joint venture for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant subsidiary, associate or joint venture at the date of acquisition.

For previously capitalised goodwill arising on acquisitions after 1st January, 2001, the Group has discontinued amortisation from 1st January, 2005 onwards, and such goodwill is tested for impairment annually, and whenever there is an indication that the cash generating unit to which the goodwill relates may be impaired.

Goodwill arising on acquisitions on or after 1st January, 2005

Goodwill arising on an acquisition of a subsidiary for which the agreement date is on or after 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities of the relevant subsidiary at the date of acquisition. Such goodwill is carried at cost less accumulated impairment losses, if any.

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

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

商譽

於二零零五年一月一日之前因收購產生之商譽

收購一間附屬公司、聯營公司或合營公司(協議日期為於二零零五年一月一日之前)產生之商譽,指收購成本超逾本集團於收購當日應佔相關附屬公司、聯營公司或合營公司之可識別資產及負債公平價值之權益之差額。

對於二零零一年一月一日後因收購產生之原先已資本化商譽,本集團自二零零五年一月一日起不再繼續攤銷,而有關商譽每年及有跡象顯示商譽有關之現金產生單位有可能出現減值時進行減值測試。

於二零零五年一月一日或之後因收購產生之商譽

收購一間附屬公司(協議日期為於二零零五年一月一日或之後)產生之商譽,指收購成本超逾本集團於收購當日應佔相關附屬公司之可識別資產、負債及或然負債之公平價值之權益之差額。該等商譽乃按成本減累計減值虧損(如有)列賬。

其後出售有關附屬公司時,資本化商譽之應佔金額乃計入釐定出售之損益金額。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Revenue recognition

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

收入確認

收入按日常業務中已收及應收代價之公平價值計算，指已售貨品及已提供服務之應收款項，扣除折扣及相關銷售稅項。

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

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

Rental income from properties under operating leases, including rentals invoiced in advance, is recognised on a straight-line basis over the terms of the relevant leases.

經營租約之物業租金收入(包括提前開出發票之租金)乃以直線法於相關租賃期內確認。

Income from the provision of services, including elderly care services, is recognised upon the provision of the relevant services or on a time apportionment basis over the terms of the service contracts.

提供服務(包括護老服務)之收入於提供相關服務時或於服務合約期內按已服務時間之比例確認。

Income from the sale of goods is recognised 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.

銷售貨品之收入於擁有權之重大風險及回報均轉讓予買方時，且本集團既不能就其擁有權參與管理及對售出貨品亦無有效控制權時確認。

Revenue from hotel operations is recognised when services are provided.

酒店業務收入於提供服務時確認。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Revenue recognition (Cont'd)

Interest income from financial assets is recognised on a time apportionment basis, taking into account the principal amounts outstanding and the effective interest rate applicable, which is the rate that discounts the estimated future cash flows through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the owners' right to receive payment has been established.

Income from rendering financial guarantee services is recognised over the contractual period on a straight-line basis.

Leasing

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

The Group as lessor

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

The Group as lessee

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

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

收入確認(續)

金融資產之利息收入乃按時間攤分法，並參照尚未償還本金額及所適用之實際利率確認，而實際利率為於金融資產之預期可用年期將估計日後現金流量折現至該資產初始確認時之賬面淨值之比率。

來自投資之股息收入於股東收取付款之權利建立時確認。

提供財務保證服務之收入按直線法於合約期內確認。

租約

倘租賃之條款將擁有權之絕大部分風險及回報轉予承租人，租約歸類為融資租約。所有其他租約歸類為經營租約。

本集團作為出租人

經營租約之租金收入以直線法於相關租期內於損益賬內確認。

本集團作為承租人

經營租約付款乃在相關租期內以直線法確認為費用。因訂立一項經營租約作為獎勵之已收及應收福利乃以直線法於租期內確認為租金開支減少。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Leasehold land and buildings

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid land lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Hong Kong dollars, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity, in which cases, the exchange differences are also recognised directly in equity.

租賃土地及樓宇

倘本集團就物業權益作出之付款包括租賃土地及樓宇元素時，本集團則會根據各項元素的擁有權所附帶之絕大部分風險及回報是否已轉讓予本集團，分別評估各元素應分類為融資或經營租約。特別是於初始確認時，整筆代價(包括任何一次性預付款項)按租約內土地元素及樓宇元素之租賃權益之相對公平價值，按比例分配到土地及樓宇元素。

倘能可靠地分配租約付款時，列賬為經營租約的租賃土地權益於綜合財務狀況表呈列為「預繳地價」，並按直線法於租期內攤銷。倘租約付款未能於租賃土地及樓宇元素作可靠分配，則整項物業一般分類為融資租約租賃土地。

外幣

各個集團公司之個別財務報表乃以有關公司營運所在主要經濟環境之貨幣(其功能貨幣)呈列。就綜合財務報表而言，各公司之業績及財務狀況以本公司之功能貨幣港元呈列，而港元亦為綜合財務報表之呈列貨幣。

在編製各個別集團公司之財務報表時，以公司功能貨幣以外之貨幣(外幣)進行的交易按交易當日之匯率確認。於報告期末，以外幣計值之貨幣項目按該日適用之匯率重新換算。以外幣計值按公平價值列賬之非貨幣項目按釐定公平價值之日期之匯率重新換算。以外幣之歷史成本計值之非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目產生之匯兌差額於產生期間之損益賬確認。重新換算以公平價值列賬之非貨幣性項目產生之匯兌差額計入該期間之損益賬內，惟重新換算非貨幣性項目產生之差額，其盈虧直接於權益確認，在此情況下，匯兌差額亦直接於權益中確認。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Foreign currencies (Cont'd)

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

Goodwill and fair value adjustments on identifiable asset acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the other comprehensive income.

Borrowing costs

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

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

All other borrowing costs are recognised on a time apportionment basis, taking into account the principal and the effective interest rates. They are charged to profit or loss in the year in which they are incurred.

Employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

The contributions payable to the Group's retirement benefit schemes and the mandatory provident fund scheme are charged to the consolidated statement of profit or loss as an expense when employees have rendered service entitling them to the contribution.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

外幣(續)

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按報告期末之適用匯率換算至本集團之呈列貨幣(即港元)，而收入及支出項目乃按該年之平均匯率進行換算，除非匯率於該期間出現大幅波動則作別論，於此情況下，則採用於交易當日之匯率換算。所產生之匯兌差額(如有)乃於其他全面收益確認，並於權益累計(匯兌儲備)。有關匯兌差額於出售業務期間重新分類至損益。

因收購海外業務產生之商譽及所收購可識別資產之公平價值調整，乃視作海外業務之資產及負債處理及按報告期末之現行匯率重新換算。所產生之匯兌差額於其他全面收益內確認。

借貸成本

與收購、建造或生產合資格資產(即需用較長期間才可作擬定用途或銷售的資產)直接有關之借貸成本加入至該等資產之成本，直至該等資產絕大部分已達致可作擬定用途或銷售為止。

特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入，會從合資格撥作資本之借貸成本中扣除。

所有其他借貸成本乃經計及本金與實際利率後，以時間攤分法確認，並於產生之年度在損益賬扣除。

僱員福利

僱員應享年假之權益於僱員應享有時確認。就因僱員提供服務而計至報告期末之年假之估計負債作出撥備。

應付予本集團之退休福利計劃及強制性公積金計劃供款於僱員提供使其有權獲得供款之服務時作為開支在綜合損益表內扣除。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Employee benefits (Cont'd)

The Group recognises a liability and an expense for bonuses and profit-sharing, where appropriate, based on approved formulas that take into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

For shares of SHK ("Awarded Shares") granted under the employee ownership scheme of SHK, the fair value of the employee services received is determined by reference to the fair value of Awarded Shares granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (employee share-based compensation reserve). At the end of each reporting period, the Group revises its estimates of the number of Awarded Shares that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in profit or loss, with a corresponding adjustment to the employee share-based compensation reserve.

Taxation

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

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

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

僱員福利(續)

本集團按照認可計算方法就花紅及分攤溢利確認負債及開支(如適用)，該計算方法已考慮本集團應佔溢利並作出若干調整。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

根據新鴻基僱員股份擁有計劃授出的新鴻基股份(「獎授股份」)，所獲取僱員服務的公平價值參考於授出日期所授出獎授股份的公平價值釐定，並採用直線法於歸屬期內支銷，及於權益(以股份支付之僱員酬金儲備)增加相應數額。於每個報告期末，本集團調整對預期最終歸屬獎授股份數目的估計，調整估計所產生的影響(如有)在損益確認，及對以股份支付之僱員酬金儲備作出相應調整。

稅項

稅項指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利因其他年度的應課稅之收入或可扣稅之開支及毋須課稅或不可扣稅項目與綜合損益表中所報「除稅前溢利」不同。本集團之即期稅項負債乃按報告期末已頒佈或實際頒佈之稅率計算。

遞延稅項乃以綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之臨時差額確認。遞延稅項負債一般會就所有應課稅臨時差額確認。遞延稅項資產則一般於有可能以可扣稅臨時差額抵銷之應課稅溢利之情況下，就該可抵銷部分之所有可扣稅臨時差額予以確認。若於一項交易中，因商譽或初始確認(不包括業務合併)其他資產及負債而引致既不影響應課稅溢利亦不影響會計溢利之臨時差額，則不會確認該等資產及負債。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Taxation (Cont'd)

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

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

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

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

稅項(續)

遞延稅項負債乃按於附屬公司之投資及聯營公司及合營公司之權益產生之應課稅臨時差額而確認，惟若本集團有能力控制臨時差額之撥回及臨時差額不會於可預見之未來撥回之情況除外。與有關投資及權益相關之可扣稅臨時差額產生之遞延稅項資產，僅在可能有足夠應課稅溢利以動用臨時差額利益及預期於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末作檢討，並在不再有可能會有足夠應課稅溢利收回全部或部分資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產之期間按報告期末已頒佈或實際頒佈之稅率(及稅法)計算。

遞延稅項負債及資產之計算結果反映本集團於報告期末預期就收回或償付資產及負債賬面值可能引致之稅務後果。

為使用公平價值模式計量之投資物業計算遞延稅項負債或遞延稅項資產時，該等物業之賬面值乃推斷為完全透過銷售收回，除非有關推斷被駁回。倘投資物業為可折舊且其商業模式之目標為隨時間消耗大部分含於該等投資物業經濟利益，而非透過銷售獲利，有關推斷會被駁回。

即期及遞延稅項於損益賬中確認，惟與其他全面收益或直接於權益確認之項目相關者除外，於該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。對業務合併進行初步會計處理中產生即期稅項或遞延稅項時，稅務影響納入業務合併會計處理。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation, is stated at its fair value at the end of the reporting period. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

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

Transfers to, or from, investment property are made in the following circumstances:

- commencement of owner-occupation, for a transfer from investment property to owner-occupied property;
- end of owner-occupation, for a transfer from owner-occupied property to investment property; and
- commencement of an operating lease to another party, for a transfer from inventories to investment properties.

For a transfer from investment property carried at fair value to owner-occupied property or inventories, the property's deemed cost for subsequent accounting shall be its fair value at the date of changes in use.

For a transfer from owner-occupied property to investment property, the entity shall treat any difference at that date between the carrying amount of the property and its fair value in the same way as a revaluation surplus. The excess of the fair value of the property at the date of transfer over the carrying amount of the property is credited to other comprehensive income and accumulated in revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the consolidated statement of profit or loss to the extent of the decrease previously charged to consolidated statement of profit or loss. The excess of the carrying amount of the property at the date of transfer over the fair value of the property is recognised in consolidated statement of profit or loss to the extent it exceeds the balance, if any, on the revaluation reserve relating to a previously revaluation of the same asset. On subsequent disposal of the investment property, the revaluation surplus included in equity may be transferred to accumulated profits. The transfer from revaluation surplus to accumulated profits is not made through profit or loss.

投資物業

投資物業為持作用以賺取租金及／或資本增值之物業，按其於報告期末之公平價值列賬。因投資物業公平價值變動產生之盈虧計入產生期間之損益。

投資物業於出售時或當投資物業被永久撤銷使用時及出售該資產預期不會產生任何日後經濟利益時終止確認。物業終止確認時產生之任何收益或虧損按該資產之出售所得款項淨額與資產賬面值間之差額計算，並於該物業終止確認之期間計入損益。

投資物業在下列情況下轉入或轉出：

- 對於投資物業轉入業主佔用物業，為業主佔用開始時；
- 對於業主佔用物業轉入投資物業，為業主佔用結束時；及
- 對於存貨轉入投資物業，為與另外一方之經營租約開始時。

對於按公平價值計值之投資物業轉入業主佔用物業或存貨，對物業進行其後會計處理之視作成本乃使用之變動日期之公平價值。

對於業主佔用物業轉入投資物業，有關項目應以與計算重估盈餘相同的方法計算該物業於轉撥當日之賬面值與其公平價值之差額。該物業於轉撥當日之公平價值超出其賬面值之差額會計入其他全面收益，並於重估儲備累計，惟倘先前確認為開支的同一資產將重估減值逆轉為增值，則有關增幅會計入綜合損益表，惟以先前於綜合損益表扣除的減幅為限。該物業於轉撥當日之賬面值超出其公平價值之金額會於綜合損益表中確認，惟確認金額需扣除有關先前就同一資產重估的重估儲備結餘(如有)。隨後於出售投資物業時，列入權益之重估盈餘可以轉入累計溢利。重估盈餘並不透過損益賬轉入累計溢利。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investment properties (Cont'd)

For a transfer from inventories to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount shall be recognised in profit or loss.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets less their estimated residual value over their estimated useful lives, using the straight-line method, at the following rates per annum:

| | |
|-----------------------------------|---|
| Hotel property | shorter of the estimated useful life and the remaining lease term of land |
| Leasehold land and buildings | shorter of the estimated useful life and the remaining lease term of land |
| Leasehold improvements | 20% |
| Furniture, fixtures and equipment | 10% to 50% |
| Motor vehicles and vessels | 16 $\frac{2}{3}$ % to 20% |

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

When the nature of the lessee's property interest change from investment property to property, plant and equipment, the lessee shall continue to account for the lease as a finance lease.

Prepaid land lease payments

The up-front prepayments made for the leasehold land and land use rights that are classified as operating leases are amortised in the consolidated statement of profit or loss on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in profit or loss.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

投資物業(續)

對於存貨轉入按公平價值列賬之投資物業，該日期物業公平價值與其之前賬面值的任何差額將於損益賬中確認。

物業、廠房及設備

物業、廠房及設備(包括持作用於生產或供應貨品及服務或作行政用途的土地及樓宇)乃按成本減之後累計折舊及累計減值虧損列賬。

折舊按估計可使用年期以直線法按下列年率確認，以撇銷其資產成本減其估計剩餘價值：

| | |
|----------|-------------------------|
| 酒店物業 | 於估計可使用年期或土地租約之剩餘期限中之較短者 |
| 租賃土地及樓宇 | 於估計可使用年期或土地租約之剩餘期限中之較短者 |
| 租賃樓宇裝修 | 20% |
| 傢具、裝置及設備 | 10%至50% |
| 汽車及汽船 | 16 $\frac{2}{3}$ %至20% |

物業、廠房及設備項目於出售或預計持續使用該資產無經濟利益產生時終止確認。出售物業、廠房及設備項目所產生的盈虧按銷售所得款項及資產賬面值之差額計算，並於損益確認。

當承租人之物業權益性質由投資物業轉變為物業、廠房及設備時，承租人將繼續將租約列為融資租約。

預繳地價

分類為經營租約之租賃土地及土地使用權之前期預付款按直線法於租約期間在綜合損益表內攤銷，如有任何減值，則會在綜合損益表扣除。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. Such intangible assets are measured at their fair value at the acquisition date.

無形資產

於業務合併中收購的無形資產

於業務合併中收購的無形資產若符合無形資產定義及其公平價值能可靠計量之情況下乃與商譽分開識別及確認。該等無形資產按於收購日期的公平價值計量。

Intangible assets acquired separately

(i) Club memberships

They comprise the right to use the facilities of various clubs with the management considering that the club memberships do not have a finite useful life.

獨立收購無形資產

(i) 會所會籍

包括使用不同會所設施之權利資格且管理層認為，會所會籍並不具有固定可使用年期。

(ii) Computer software

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised using the straight-line method.

(ii) 電腦軟件

購入之電腦軟件許可權按購入軟件及使其投入使用所涉及之成本進行資本化。該等成本以直線法攤銷。

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Useful lives are also examined on an annual basis and adjustments where applicable are made on a prospective basis. Alternatively, intangible assets with indefinite lives are carried at cost less any accumulated impairment losses and are tested for impairment annually by comparing their recoverable amount with their carrying amount.

初始確認後，有固定可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。有固定可使用年期的無形資產攤銷乃於預計可使用年期內按直線法撥備。可使用年期會每年檢討，並於適合時按未來適用基準調整。另一方面，無固定可使用年期的無形資產按成本減任何累計減值虧損列賬，並每年對可收回金額與賬面值進行比較以測試減值。

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

取消確認無形資產所產生之收益或虧損為出售所得款項淨額與資產之賬面值之差額，並於取消確認資產時於損益確認。

Impairment of tangible and intangible assets excluding financial assets

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

有形及無形資產(不包括金融資產)減值

就減值測試而言，因收購而產生之商譽會分配至預期可從合併之協同效益中獲益之各相關現金產生單位或各組現金產生單位。獲分配商譽之現金產生單位會每年及於有跡象可能減值時更頻密作減值測試。就一個報告期間因收購而產生之商譽，獲分配商譽之現金產生單位會於該報告期末前作減值測試。倘現金產生單位之可收回金額低於單位賬面值，減值虧損會首先分配至該單位以減低該單位獲分配商譽之賬面值，然後再根據該單位內各項資產之賬面值按比例分配至該單位之其他資產。任何商譽之減值虧損會直接在損益內確認。商譽已確認之減值虧損不會在往後期間撥回。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Impairment of tangible and intangible assets excluding financial assets (Cont'd)

Intangible assets (other than goodwill) that have indefinite useful lives are not subject to amortisation, and are tested at least annually for impairment and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash-generating units) if an impairment test cannot be performed for an individual asset. An impairment loss is recognised immediately as an expense. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

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

Financial assets

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss ("FVTPL"), held-to-maturity investments, available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

有形及無形資產(不包括金融資產)減值(續)

無固定可使用年期之無形資產(商譽除外)毋須攤銷,但須每年進行減值測試,且在事件或情況轉變顯示賬面值可能無法收回時,進行減值評估。須予以折舊及攤銷之資產在事件或情況轉變顯示賬面值可能無法收回時,進行減值評估。倘資產賬面值高於可收回金額,其高於之金額則確認為減值虧損。可收回金額為資產公平價值減出售成本與使用價值兩者間之較高者。就評估減值而言,倘若無法對個別資產進行減值測試,則於存在可分開識別現金流(現金產生單位)之最低水平上將資產集合。減值虧損即時確認為開支。如其後撥回減值虧損,資產(或現金產生單位)之賬面值將增加至可收回金額之經修訂估計,惟增加後之賬面值不得高於過往年度並無就資產(或現金產生單位)確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益確認。

金融工具

當集團實體成為文據之合約條文之訂約方時,則確認金融資產及金融負債。金融資產及金融負債初始按公平價值計算。因收購或發行金融資產或金融負債(透過損益賬按公平價值處理之金融資產或金融負債除外)而直接應佔之交易成本,於初始確認時按適用情況加入或扣自該項金融資產或金融負債之公平價值。因收購透過損益賬按公平價值處理之金融資產或金融負債而直接應佔之交易成本即時於損益賬確認。

金融資產

金融資產歸類為以下各類別:透過損益賬按公平價值處理(「透過損益賬按公平價值處理」)之金融資產、持有至到期之投資、可供出售金融資產(「可供出售金融資產」)及貸款及應收款項。分類視乎金融資產之性質及用途而定,並於首次確認時釐定。所有透過正常方式買賣金融資產按交易日期基準確認及終止確認。按正常方式買賣為按照市場規則或慣例所制定之時限內須交付資產之金融資產買賣。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Effective interest method

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

Financial assets at fair value through profit or loss

Financial assets are classified as at FVTPL when the financial assets is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

金融工具(續)

金融資產(續)

實際利息法

實際利息法為計算金融資產的攤銷成本以及於有關期間分配利息收入的方法。實際利率為於金融資產的預計可使用年期或(如適用)較短期間內可準確折現估計未來現金收入(包括所支付或收取能構成整體實際利率的所有費用、交易成本及其他溢價或折讓)至初始確認賬面淨值的利率。債務工具按實際利率基準確認利息收入。

透過損益賬按公平價值處理之金融資產

當金融資產為持作交易用途或指定為透過損益賬按公平價值處理，則分類為透過損益賬按公平價值處理之金融資產。

倘發生下列情況，則將金融資產歸類為持作交易：

- 所收購的該金融資產主要用於在短期內出售；或
- 於初始確認時，該金融資產是作為本集團整合管理的已識別金融工具組合的一部分，且有近期實現短線套利模式；或
- 該金融資產為衍生工具，但非指定為有效對沖工具。

倘發生下列情況，則持作交易用途之金融資產除外之金融資產可於初始確認時指定為透過損益賬按公平價值處理之金融資產：

- 該指定消除或大幅減少可能另外產生之計量或確認不一致；或
- 金融資產構成金融資產或金融負債或兩者之組別之一部分，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其表現，該組別之資料按該基準內部提供；或

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Available-for-sale financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or not classified as financial assets at FVTPL, held-to-maturity investments or loans and receivables.

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment of financial assets below).

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy on impairment of financial assets below).

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

透過損益賬按公平價值處理之金融資產(續)

- 其構成包括一個或以上嵌入式衍生工具之合約之一部分，香港會計準則第39號允許全部合併合約(資產或負債)指定為透過損益賬按公平價值處理。

透過損益賬按公平價值處理之金融資產按公平價值列賬，而由重新計量產生之任何收益或虧損透過損益賬確認。

可供出售金融資產

可供出售金融資產為指定為可供出售或非歸類為透過損益賬按公平價值處理之金融資產、持有至到期之投資或貸款及應收款項之非衍生工具。

於各報告期末，本集團持有分類為可供出售金融資產及於市場上交易活躍之股本及債務證券，乃按公平價值計量。有關可供出售貨幣金融資產因以實際利息法計算利息收入引致之賬面值變動及可供出售股本投資的股息於本集團建立收取股息權利時均於損益確認。可供出售金融資產賬面值的其他變動於其他全面收益確認，並於投資重估儲備中累計。當投資被出售或釐定為減值，先前於投資重估儲備確認之累積盈虧重新分至損益賬(見下文金融資產減值之會計政策)。

對於沒有活躍市場所報之市價及公平價值不能可靠計量之可供出售股本投資及與該等權益工具關連且必須透過交付該類無報價權益工具作結算之衍生工具，於各報告期末，按成本減已確定減值虧損計量(見下文金融資產減值之會計政策)。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from brokers, amounts due from associates, amounts due from joint ventures, short-term pledged bank deposit, bank deposits, cash and cash equivalents, loans and advances to consumer finance customers and mortgage loans) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment of financial assets below).

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 other than those at FVTPL is impaired. In the case of equity securities classified as AFS, a significant or prolonged decline in the fair value of the securities below their cost is considered in determining whether the securities are impaired. If any such evidence exists for AFS financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss) is removed from equity and recognised in profit or loss. Impairment losses recognised in profit or loss on equity investments are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

金融工具(續)

金融資產(續)

貸款及應收款項

貸款及應收款項為並非於活躍市場報價而具有固定或可釐定付款之非衍生金融資產。於初始確認後，貸款及應收款項(包括貿易及其他應收款項、經紀欠款、聯營公司欠款、合營公司欠款、短期銀行抵押存款、銀行存款、現金及現金等價物、私人財務客戶貸款及墊款及按揭貸款)乃利用實際利息法按攤銷成本扣除任何減值虧損計量(見下文金融資產減值之會計政策)。

金融資產減值

本集團於各報告期末評估是否有任何客觀證據證明一項或一組金融資產(透過損益賬按公平價值處理之金融資產除外)有減值。對於歸類於可供出售的股本證券，公平價值之重大或長期下降至低於成本被視為證券減值之客觀證據。倘可供出售金融資產出現減值證據，則累計虧損(按收購成本與當期公平價值間之差額減去之前於損益確認之金融資產的任何減值虧損計算)將自權益剔除，並於損益確認。於損益確認之股本投資的減值虧損不會透過損益撥回。減值虧損確認後的公平價值增加於其他全面收益確認及於投資重估儲備下累計。

就所有其他金融資產而言，減值的客觀證據可包括：

- 發行人或交易對手出現重大財政困難；或
- 違約，如欠繳或拖欠利息或本金付款；或
- 借款人有可能面臨破產或財務重組；或
- 因財政困難，財務資產的活躍市場消失。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

Each receivable that is individually significant is reviewed for indication of impairment at the end of each reporting period. Loans and receivables that are individually not significant and are assessed not to be impaired individually are reviewed at the end of each reporting period on a collective portfolio basis.

Individual impairment allowance applies to term loans which are individually significant or have objective evidence of impairment. In assessing the individual impairment, management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collateral or guarantees in favour of the Group. Each impaired asset is assessed on its merits and the impairment allowance is measured as the difference between the loan's carrying amount and the present value of the estimated future cash flows discounted at the loan's original effective interest rate.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本列賬的金融資產而言，已確認減值虧損的金額為資產賬面值與估計未來現金流量按金融資產原來實際利率貼現的現值之間的差額。倘於往後期間減值虧損的金額減少，而該減少可客觀地與確認減值後發生的事件有關，則先前已確認的減值虧損透過損益撥回，惟該投資於減值撥回當日的賬面值不得超過假設尚未確認減值而應有的攤銷成本。

就按成本列賬的金融資產而言，減值虧損的金額按資產賬面值與估計未來現金流量按相若金融資產現行市場回報率貼現的現值之間的差額計量。有關減值虧損將不會於往後期間撥回。

於各報告期末評估各個別計算時屬重大的應收款項有否減值。個別計算時不屬重大且被評估為不會作個別減值的貸款及應收款項會於各報告期末集體評估。

個別減值撥備適用於個別為重大或有客觀減值證據的有期貸款。評估個別減值時，管理層會考慮借款人的財務狀況、相關抵押品或給予集團擔保的可變現淨值，估計預期可收回的未來現金流量現值。各項減值資產根據其存在價值估計，減值撥備按貸款賬面值及以貸款原有實際利率折現的估計未來現金流量現值間之差額計算。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

Collective impairment allowances cover credit losses inherent in portfolios of loans receivable and other accounts with similar economic and credit risk characteristics where objective evidence for individual impaired items cannot be identified. In assessing the collective impairment, management makes assumptions both to define the way the Group assesses inherent losses and to determine the required input parameters, based on historical loss experience and current economic conditions. Changes in the carrying amount of the allowance account are recognised in profit or loss.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when financial liabilities are either held for trading or those designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

金融工具(續)

金融資產(續)

金融資產減值(續)

集體減值撥備涵蓋具有相若經濟及信貸風險特性的應收貸款組合和其他賬戶的內在信貸虧損，而且並不能以客觀憑據識別個別項目的減值。評估集體減值時，管理層根據過往虧損紀錄和現時經濟狀況作出假設，以釐定本集團評估內在風險的方式及所需輸入參數。撥備賬賬面值之變動於損益內確認。

金融負債及權益工具

由集團實體發行之金融負債及權益工具乃根據合同安排之性質以及金融負債及權益工具之定義分類為金融負債或權益。

透過損益賬按公平價值處理之金融負債

當金融負債為持作交易用途或於初次確認時指定為透過損益賬按公平價值處理，則分類為透過損益賬按公平價值處理之金融負債。

倘發生下列情況，則將金融負債歸類為持作交易：

- 該金融負債主要用於在不久期限購回；或
- 該金融負債是於初始確認時作為本集團整合管理的已識別金融工具組合的一部分，且有近期實現短線套利模式；或
- 該金融負債為衍生工具，但非指定為有效對沖工具。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Financial liabilities at fair value through profit or loss (Cont'd)

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

Financial guarantee issued

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

A financial guarantee issued for rendering financial guarantee service is initially measured at fair value as represented by the consideration received from the specified customers and the consideration received is recognised as revenue on straight-line basis over the guarantee period. Subsequent to initial recognition, the Group measures the financial guarantee at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37; and (ii) the amount initially recognised less cumulative amortisation recognised in accordance with the Group's revenue recognition policy.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

金融工具(續)

金融負債及權益工具(續)

透過損益賬按公平價值處理之金融負債(續)

倘發生下列情況，則持作交易用途之金融負債除外之金融負債可於初始確認時指定為透過損益賬按公平價值處理之金融負債：

- 該指定消除或大幅減少可能另外產生之計量或確認不一致；或
- 金融負債構成金融資產或金融負債或兩者之組別之一部分，並根據本集團之已定風險管理或投資策略按公平價值基準管理及評估其表現，該組別之資料按該基準內部提供；或
- 其構成包括一個或以上嵌入式衍生工具之合約之一部分，香港會計準則第39號允許全部合併合約(資產或負債)指定為透過損益賬按公平價值處理。

透過損益賬按公平價值處理之金融負債按公平價值計量，重新計量產生之任何收益或虧損在損益賬確認。

已發出之財務保證

財務保證合約乃規定發行人須支付特定款項以補償持有人因特定債務人未能按照債務工具之原有或經修訂條款於到期時支付款項所蒙受損失之合約。

就提供財務保證服務發出之財務保證初步按從指定客戶收取之代價所代表的公平價值計量，該已收取代價按直線法於擔保期內確認為收入。初步確認後，本集團按下列最高者計量財務保證：(i)於合約項下之責任，根據香港會計準則第37號釐定之金額；及(ii)初始確認之金額減根據本集團之收入確認政策確認之累計攤銷。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3. 主要會計政策(續)

Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Financial liabilities for repurchase agreements

Financial liabilities for repurchase agreements continue to be recognised, which do not result in derecognition of the financial assets, and are recorded as “financial assets at FVTPL”. Financial assets sold subject to agreements with a commitment to repurchase at a specific future date are not derecognised in the consolidated statement of financial position. The proceeds from selling such assets are presented as “financial liabilities for repurchase agreements” in the consolidated statement of financial position. Financial liabilities for repurchase agreements are initially measured at fair value and are subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Other financial liabilities including bank and other borrowings, notes issued, trade and other payables, amounts due to associates and amounts due to joint ventures, which are recognised initially at fair value, are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis (other than those financial liabilities classified as at FVTPL, of which the interest expense is included in net gains or losses.)

Fair value measurement principles

Fair values of quoted investments are based on quoted prices. For unlisted securities or financial assets without an active market, the Group establishes the fair value by using appropriate valuation techniques including the use of recent arm's length transactions, reference to other investments that are substantially the same, discounted cash flow analysis and option pricing models.

Financial instruments (續)

金融負債及權益工具(續)

回購協議下之金融負債

回購協議下之金融負債繼續予以確認，其不會導致取消確認金融資產，並按「透過損益賬按公平價值處理之金融資產」列賬。根據附帶於特定未來日子回購承諾的協議出售的金融資產不會於綜合財務狀況表內取消確認。銷售有關資產的所得款項於綜合財務狀況表內列作「回購協議下之金融負債」。回購協議下之金融負債初步按公平價值計量及其後使用實際利息法按攤銷成本計量。

其他金融負債

其他金融負債包括初始按公平價值確認之銀行及其他借貸、已發行票據、貿易及其他應付款項、欠聯營公司款項及欠合營公司款項，其後採用實際利息法按攤銷成本計量。

權益工具

權益工具指能證明於實體扣除其所有負債後之資產中擁有之剩餘權益之任何合約。本公司發行之權益工具按已收所得款項減直接發行成本而列賬。

購回本公司權益工具直接於權益確認及扣除。於購回、銷售、發行或註銷本公司權益工具時並無於損益確認盈虧。

實際利息法

實際利息法是計算金融負債攤銷成本及分配於相關期間內利息開支的方法。實際利率為於金融負債的預計可使用年期或(如適用)較短期間內可準確折現估計未來現金支出(包括所支付或收取能構成整體實際利率的所有費用及基點、交易成本及其他溢價或折讓)至初始確認賬面淨值的利率。利息開支按實際利率基準確認(該等分類為透過損益賬按公平價值處理之金融負債除外，其中利息開支計入收益或虧損淨額)。

公平價值計算原則

報價投資之公平價值乃基於報價價格。就非上市證券或無活躍市場之金融資產而言，本集團使用合適估值方法建立公平價值，此等方法包括使用新近之公平交易、參考其他大致相同之投資、折現現金流分析及期權定價模式等。

for the year ended 31st December, 2017

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial instruments (Cont'd)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL. Generally, multiple embedded derivatives in a single instrument are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

截至二零一七年十二月三十一日止年度

3. 主要會計政策(續)

金融工具(續)

衍生金融工具

衍生工具於衍生工具合約訂立當日初步按公平價值確認，其後於報告期末按公平價值重新計量，因而產生之盈虧即時於損益確認，除非該衍生工具被指定為有效的對沖工具則作別論，在此情況下，其在損益確認之時間將取決於對沖關係之性質。

嵌入式衍生工具

倘非衍生產品主合約中之嵌入式衍生工具符合衍生工具之定義，而其風險及性質與主合約之風險及性質並無密切相關，且主合約不以透過損益賬按公平價值處理，則該嵌入式衍生工具作獨立之衍生工具處理。一般而言，於單一工具內之多項嵌入式衍生工具作為單一複合嵌入式衍生工具處理，除非該等衍生工具涉及不同風險，且各自可隨時分割及獨立。

終止確認

於金融資產收取現金流量之權利到期或已轉讓及本集團已轉讓所有權之絕大部分風險及回報時，即終止確認金融資產。於終止確認一項金融資產之全部分時，該資產賬面值與已收及應收代價金額之差額以及已於其他全面收益確認及於權益累計之累計盈虧於損益賬確認。

金融負債於相關合約指定之責任獲解除、取消或到期時終止確認。已終止確認之金融負債之賬面值與已付或應付代價之差額於損益賬確認。

撥備及或然負債

倘本集團因過往事件現在須承擔法定或推定責任，而解除有關責任將導致資源流出，並能夠可靠估算責任金額，則會確認撥備。倘本集團預期撥備將部分或全部獲償付，而實際肯定可獲償付，則有關償付確認為獨立資產。撥備相關開支於損益扣除償付金額呈列。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Provisions and contingent liabilities (Cont'd)

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

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

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost includes freehold and leasehold land cost, development cost, borrowing costs and other direct costs attributable to such properties until the relevant properties reach a marketable state. Net realisable value is determined by reference to management estimates of the selling price based on prevailing market conditions, less all estimated costs to completion and costs to be incurred in marketing and selling.

Inventories

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

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, bank balances and short-term time deposits.

4. KEY SOURCES OF 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 set out as follows.

Estimate of fair value of investment properties

At the end of the reporting period, investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuer has based on a method of valuation which involves certain estimates. In relying on the valuation report, the management has exercised their judgment and is satisfied that the assumptions used in valuation are reflective of the current market conditions.

3. 主要會計政策(續)

撥備及或然負債(續)

或然負債指因過往事件而可能引起之責任，該等責任須視乎日後有否發生或不發生一項或多項並非本集團所能完全控制之事件方可確實。或然負債亦包括因過去事件引起，惟因未必有需要流出經濟資源或無法可靠計算該責任之數額而不予確認之現有責任。

或然負債不會確認，惟會於綜合財務報表附註披露。倘資源流出之可能性有變而很可能導致資源流出，則或然負債將確認為撥備。

待出售物業

待出售物業按成本與可變現淨值兩者中較低者入賬。成本包括永久持有及租賃土地成本、發展成本、借貸成本及其他該等物業應佔之直接成本，直至相關物業達到可供出售狀態。可變現淨值參考管理層根據現行市場條件估計之售價減所有估計完成成本以及市場推廣及銷售時產生之成本而釐定。

存貨

存貨按成本與可變現淨值兩者中較低者入賬。成本乃採用加權平均法計算。

現金及現金等價物

現金及現金等價物包括手頭現金、銀行結餘及短期定期存款。

4. 估計不確定因素之主要來源

於報告期末，就有關日後及其他估計不明朗因素主要來源作出的主要假設存在重大風險，導致下個財政年度內資產及負債的賬面值出現重大調整，於下文有所述及。

投資物業之公平價值估計

於報告期末，投資物業按獨立專業估值師所評估的公平價值列賬。估值師決定公平價值時乃根據包含若干估計的估值方法進行，管理層倚賴估值報告時已作出判斷及信納估值所用的假設乃反映市場現況。

for the year ended 31st December, 2017

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

Recoverable amount of associates

- (i) In determining the recoverable amount of Tian An China Investments Company Limited (“TACI”), a listed associate included in note 23 (Note (i)), management used appropriate assumptions to estimate the value in use based on shared discounted future cash flows of the associate. Where those assumptions and/or future cash flows are different from expected, impairment may arise.
- (ii) In determining the recoverable amount of APAC Resources Limited (“APAC”), a listed associate included in note 23 (Note (i)), management used the fair value less costs of disposal based on the market value of APAC’s interest in its associate plus its other assets and liabilities, and assessed if any impairment may arise.
- (iii) SHK disposed of 70% interest in its wholly-owned subsidiary Sun Hung Kai Financial Group Limited (“SHKFGL”) in June 2015 and classified the remaining 30% equity interest as an associate. The Group’s interest in SHKFGL is tested for impairment whenever there is an impairment indicator. Determining whether the interest in the associate is impaired requires an estimation of the fair value less costs to sell or value in use on the basis of data available to the Group. Where recoverable amount is less than expected, an impairment loss may arise.

截至二零一七年十二月三十一日止年度

4. 估計不確定因素之主要來源(續)

聯營公司之可收回金額

- (i) 在釐定於附註23(註解(i))所包括之一間上市聯營公司天安中國投資有限公司(「天安」)之可收回金額時，管理層利用恰當的假設按聯營公司之分佔折現未來現金流對使用價值作出估計。該等假設及／或未來現金流與預期有所出入時，減值可能產生。
- (ii) 在釐定於附註23(註解(i))所包括之一間上市聯營公司亞太資源有限公司(「亞太資源」)之可收回金額時，管理層使用按亞太資源於其聯營公司之權益的市值加亞太資源其他資產及負債所得之公平價值減出售成本，及評估是否可能產生減值。
- (iii) 於二零一五年六月，新鴻基出售於其全資附屬公司新鴻基金融集團有限公司(「新鴻基金融集團」)之70%權益，並將餘下30%股權分類作一間聯營公司處理。本集團於新鴻基金融集團的權益當出現減值跡象時進行減值測試。在釐定於聯營公司之權益是否減值時，須根據本集團可得到之資料對公平價值減出售成本或使用價值作出估計。倘可收回金額低於預期，則可能產生減值虧損。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

4. 估計不確定因素之主要來源(續)

Impairment allowances on loans and advances to consumer finance customers and mortgage loans

The policy for collective impairment allowances for loans and advances to consumer finance customers and mortgage loans of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these loans and advances, including the current creditworthiness, and the past collection history.

私人財務客戶貸款及墊款及按揭貸款之減值撥備

本集團私人財務客戶貸款及墊款及按揭貸款之集體減值撥備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等貸款及墊款之最終變現能力需要進行大量判斷，包括現時信譽及過往收款歷史記錄。

Impairment allowances on term loans

In determining individual impairment allowances, the Group periodically reviews its term loans to assess whether objective evidence of impairment exists. In determining whether impairment allowances should be recorded in the profit or loss, the management estimates the present value of future cash flows which are expected to be received, taking into account the borrower's financial situation and the net realisable value of the underlying collaterals or guarantees in favour of the Group.

有期貨款之減值撥備

於釐定個別減值撥備時，本集團定期審核其有期貨款，以評估是否存在客觀減值證據。於釐定是否應於損益記錄減值撥備時，管理層在考慮借款人之財務狀況及向本集團作出的相關抵押或擔保之可變現淨值後，以估計預期收取未來現金流量之現值。

Estimated impairment of goodwill and intangible assets with indefinite useful lives

The Group conducts tests for impairment of goodwill and intangible assets with indefinite useful lives annually in accordance with the relevant accounting standards. Determining whether the goodwill and the intangible assets are impaired requires an estimation of the fair value less costs to sell or value in use on the basis of data available to the Group. Where future cash flows are less than expected, an impairment loss may arise.

商譽及無固定可使用年期之無形資產之估計減值

本集團根據相關會計準則，每年對商譽及無固定可使用年期之無形資產進行減值測試。在釐定商譽及無形資產是否減值時，要求根據本集團可得到之資料對公平價值減出售成本或使用價值作出估計。倘未來現金流量低於預期，則可能產生減值虧損。

Fair value of derivative and financial instruments

The Group selects appropriate valuation techniques for financial instruments not quoted in an active market. Note 25 provides detailed information about the key assumptions used in the determination of the fair value of material financial instruments.

衍生工具及金融工具之公平價值

本集團對於活躍市場無報價的金融工具選用適當的估值方法。附註25載有釐定重大金融工具公平價值之主要假設之詳情。

Deferred tax

Estimating the amount for recognition of deferred tax assets arising from tax losses and other deductible temporary differences requires a process that involves forecasting future years' taxable income and assessing the Group's ability to utilise tax benefits through future earnings. Where the actual future profits generated are more or less than expected, a recognition or reversal of the deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition or reversal takes place. While the current financial models indicate that the recognised tax losses and deductible temporary differences can be utilised in the future, any changes in assumptions, estimates and tax regulations can affect the recoverability of this deferred tax asset.

遞延稅項

估計因稅項虧損及其他可扣稅臨時差額產生之確認遞延稅項資產金額需要經過涉及預測未來數年之應課稅收入及評估本集團透過未來盈利利用稅項利益之能力之過程。倘產生之實際未來溢利高於或低於預期，則可能產生遞延稅項資產確認或撥回，並將於確認或撥回發生之期間在損益確認。倘現有財務模式顯示已確認稅項虧損及可扣稅臨時性差額可於未來動用，則任何假設、估計及稅務規例之變動可能影響該遞延稅項資產之可收回性。

for the year ended 31st December, 2017

5. REVENUE

Revenue represents the amounts received and receivable that are derived from the provision of consumer finance, property rental, sale of properties, hotel operations and property management services, provision of consultancy and other services, interest and dividend income, income from advisory services, income from term loan financing and elderly care services. An analysis of the Group's revenue for the year is as follows:

| | |
|---|---------------------|
| Interest income on loans and advances to consumer finance customers | 私人財務客戶貸款及墊款之利息收入 |
| Interest income received from banks, term loans and others | 來自銀行、有期貸款及其他來源之利息收入 |
| Property rental, hotel operations and management services | 物業租賃、酒店業務及管理服務 |
| Income from advisory services and others | 顧問服務及其他收入 |
| Elderly care services | 護老服務 |
| Dividend income | 股息收入 |

During the year, the interest income that was derived from financial assets not at fair value through profit or loss amounted to HK\$3,692.0 million (2016: HK\$3,421.2 million).

截至二零一七年十二月三十一日止年度

5. 收入

收入代表來自提供私人財務、物業租賃、出售物業、酒店業務及物業管理服務、提供顧問及其他服務、利息及股息收入、顧問服務收入、有期貸款融資及護老服務收入已收及應收之款項。以下為本集團年度收入之分析：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 3,074.8 | 2,961.0 |
| | 622.5 | 460.7 |
| | 491.9 | 431.8 |
| | 241.3 | 186.7 |
| | 79.4 | 26.2 |
| | 30.8 | 35.5 |
| | 4,540.7 | 4,101.9 |

年內，並非來自透過損益賬按公平價值處理之金融資產所產生之利息收入為3,692.0百萬港元(二零一六年：3,421.2百萬港元)。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

6. SEGMENTAL INFORMATION

6. 分部資料

The operating business organised and managed in each segment represents a strategic business unit that offers different products and services for the purpose of resource allocation and assessment of segment performance by the Executive Directors of the Company. The Group has the following reportable and operating segments:

各分部所組織及管理的業務營運，乃代表提供不同產品及服務以供本公司執行董事分配資源及評估分部表現的策略性業務單位。本集團之可報告及營運分部如下：

- Investment and finance – investment and provision of term loan financing.
- Consumer finance – providing consumer loan finance products.
- Property development and investment – development and sale of properties, property rental, provision of property management services and hotel operations managed by third parties.
- Corporate and other operations – including corporate revenue and expenses, elderly care services and results of unallocated operations.

- 投資及金融 – 投資及提供有期貸款融資。
- 私人財務 – 提供私人貸款財務產品。
- 物業發展及投資 – 發展及出售物業、物業租賃、提供物業管理服務以及由第三方管理之酒店業務。
- 企業及其他業務 – 包括企業收入及開支、護老服務以及未分配業務業績。

Inter-segment transactions have been entered into on terms agreed by the parties concerned.

分部間之交易乃按有關訂約各方所議定之條款訂立。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

6. SEGMENTAL INFORMATION (CONT'D)**(i) Segment revenue and results**

Analysis of the Group's revenue and results is as follows:

6. 分部資料(續)**(i) 分部收入及業績**

本集團之收入及業績分析如下：

| | | 2017 二零一七年 | | | | |
|---|-------------------|---|---|---|---|-------------------------------------|
| | | Investment and finance 投資及金融 HK\$ Million 百萬港元 | Consumer finance 私人財務 HK\$ Million 百萬港元 | Property development and investment 物業發展 及投資 HK\$ Million 百萬港元 | Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| Segment revenue | 分部收入 | 815.0 | 3,122.2 | 488.8 | 216.8 | 4,642.8 |
| Less: inter-segment revenue | 減：分部間之收入 | (6.3) | - | (18.4) | (77.4) | (102.1) |
| Segment revenue from external customers | 來自外部客戶之分部收入 | 808.7 | 3,122.2 | 470.4 | 139.4 | 4,540.7 |
| Segment results | 分部業績 | 1,758.4 | 1,444.7 | 1,036.2 | (26.7) | 4,212.6 |
| Reversal of impairment loss on interest in an associate | 撥回於一間聯營公司之權益之減值虧損 | | | | | 107.6 |
| Impairment loss on interest in an associate | 於一間聯營公司之權益之減值虧損 | | | | | (4.1) |
| Finance costs | 融資成本 | | | | | (369.8) |
| Share of results of associates | 應佔聯營公司業績 | | | | | 1,276.3 |
| Share of results of joint ventures | 應佔合營公司業績 | (28.7) | - | 688.1 | - | 659.4 |
| Profit before taxation | 除稅前溢利 | | | | | 5,882.0 |
| Taxation | 稅項 | | | | | (331.2) |
| Profit for the year | 本年度溢利 | | | | | 5,550.8 |

6. SEGMENTAL INFORMATION (CONT'D)

6. 分部資料(續)

(i) Segment revenue and results (Cont'd)

(i) 分部收入及業績(續)

| | | 2016 二零一六年 | | | | |
|---|-------------------|---|---|---|---|-------------------------------------|
| | | Investment and finance 投資及金融 HK\$ Million 百萬港元 | Consumer finance 私人財務 HK\$ Million 百萬港元 | Property development and investment 物業發展 及投資 HK\$ Million 百萬港元 | Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| Segment revenue | 分部收入 | 610.1 | 3,024.2 | 429.8 | 103.5 | 4,167.6 |
| Less: inter-segment revenue | 減：分部間之收入 | (6.0) | – | (17.8) | (41.9) | (65.7) |
| Segment revenue from external customers | 來自外部客戶之 分部收入 | 604.1 | 3,024.2 | 412.0 | 61.6 | 4,101.9 |
| Segment results | 分部業績 | 1,266.9 | 730.7 | 611.3 | (31.5) | 2,577.4 |
| Impairment loss on interests in associates | 於聯營公司之權益之 減值虧損 | | | | | (142.5) |
| Finance costs | 融資成本 | | | | | (283.6) |
| Share of results of associates | 應佔聯營公司業績 | | | | | 2,900.2 |
| Share of results of joint ventures | 應佔合營公司業績 | (55.3) | – | 249.2 | – | 193.9 |
| Profit before taxation | 除稅前溢利 | | | | | 5,245.4 |
| Taxation | 稅項 | | | | | (164.2) |
| Profit for the year | 本年度溢利 | | | | | 5,081.2 |

for the year ended 31st December, 2017

6. SEGMENTAL INFORMATION (CONT'D)**(ii) Segment assets and liabilities**

| | |
|---------------------------------|-------------|
| Segment assets | 分部資產 |
| Interests in associates | 於聯營公司之權益 |
| Interests in joint ventures | 於合營公司之權益 |
| Deferred tax assets | 遞延稅項資產 |
| Amounts due from associates | 聯營公司欠款 |
| Amounts due from joint ventures | 合營公司欠款 |
| Tax recoverable | 可收回稅項 |
| Total assets | 資產總額 |
| Segment liabilities | 分部負債 |
| Amounts due to associates | 欠聯營公司款項 |
| Amounts due to joint ventures | 欠合營公司款項 |
| Tax payable | 應付稅項 |
| Bank and other borrowings | 銀行及其他借貸 |
| Notes issued | 已發行票據 |
| Deferred tax liabilities | 遞延稅項負債 |
| Total liabilities | 負債總額 |

截至二零一七年十二月三十一日止年度

6. 分部資料(續)**(ii) 分部資產及負債**

| 2017 二零一七年 | | | | |
|---|---|---|---|-------------------------------------|
| Investment and finance 投資及金融 HK\$ Million 百萬港元 | Consumer finance 私人財務 HK\$ Million 百萬港元 | Property development and investment 物業發展 及投資 HK\$ Million 百萬港元 | Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| 21,794.3 | 12,291.7 | 8,693.6 | 255.1 | 43,034.7 |
| 280.2 | - | 2,883.5 | - | 3,163.7 |
| - | - | 9.1 | - | 9.1 |
| - | - | - | - | 5.9 |
| | | | | 60,672.7 |
| 1,433.2 | 3,552.2 | 84.5 | 18.2 | 5,088.1 |
| - | - | 0.1 | - | 7.4 |
| - | - | - | - | 0.1 |
| - | - | - | - | 161.0 |
| - | - | - | - | 1,212.0 |
| - | - | - | - | 7,758.2 |
| - | - | - | - | 185.4 |
| | | | | 14,412.2 |

6. SEGMENTAL INFORMATION (CONT'D)

(ii) Segment assets and liabilities (Cont'd)

6. 分部資料(續)

(ii) 分部資產及負債(續)

| | | 2016 二零一六年 | | | | |
|---------------------------------|----------|---|---|---|---|-------------------------------------|
| | | Investment and finance 投資及金融 HK\$ Million 百萬港元 | Consumer finance 私人財務 HK\$ Million 百萬港元 | Property development and investment 物業發展 及投資 HK\$ Million 百萬港元 | Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| Segment assets | 分部資產 | 17,202.5 | 12,603.8 | 7,569.3 | 124.4 | 37,500.0 |
| Interests in associates | 於聯營公司之權益 | | | | | 11,685.8 |
| Interests in joint ventures | 於合營公司之權益 | 227.1 | - | 2,195.0 | - | 2,422.1 |
| Deferred tax assets | 遞延稅項資產 | | | | | 652.5 |
| Amounts due from associates | 聯營公司欠款 | | | | | 378.4 |
| Amounts due from joint ventures | 合營公司欠款 | 2.2 | - | 8.9 | - | 11.1 |
| Tax recoverable | 可收回稅項 | | | | | 1.9 |
| Total assets | 資產總額 | | | | | <u>52,651.8</u> |
| Segment liabilities | 分部負債 | 249.9 | 4,897.5 | 78.0 | 19.1 | 5,244.5 |
| Amounts due to associates | 欠聯營公司款項 | | | | | 7.3 |
| Amounts due to joint ventures | 欠合營公司款項 | - | - | 0.1 | - | 0.1 |
| Tax payable | 應付稅項 | | | | | 148.6 |
| Bank and other borrowings | 銀行及其他借貸 | | | | | 929.8 |
| Notes issued | 已發行票據 | | | | | 5,017.8 |
| Deferred tax liabilities | 遞延稅項負債 | | | | | 192.1 |
| Total liabilities | 負債總額 | | | | | <u>11,540.2</u> |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

6. SEGMENTAL INFORMATION (CONT'D)

(iii) The geographical information of revenue and non-current assets are disclosed as follows:

| | |
|--|----------------------|
| Revenue from external customers by location of operations | 按營運地點劃分的 外部客戶所得收入 |
| Hong Kong | 香港 |
| Mainland China | 中國內地 |
| Others | 其他 |

No revenue arising from transactions with a single external customer amounted to 10% or more of the Group's revenue for the year.

6. 分部資料(續)

(iii) 收入及非流動資產之地域資料披露如下：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | | |
| | 3,531.8 | 3,132.2 |
| | 999.2 | 958.4 |
| | 9.7 | 11.3 |
| | 4,540.7 | 4,101.9 |

年內，概無來自單一外部客戶之交易收入佔本集團收入的10%或以上。

| | |
|--|-------------------------------------|
| Non-current assets other than financial assets and deferred tax assets by location of assets | 按資產位置劃分之金融資產及 遞延稅項資產以外的非流動 資產 |
| Hong Kong | 香港 |
| Mainland China | 中國內地 |
| Others | 其他 |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | | |
| | 25,282.8 | 22,146.2 |
| | 599.8 | 514.6 |
| | 900.9 | 524.5 |
| | 26,783.5 | 23,185.3 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

6. SEGMENTAL INFORMATION (CONT'D)

(iv) Other segment information

| | |
|--|-------------------|
| Included in segment results/ segment assets | 計入分部業績/ 分部資產 |
| Depreciation and amortisation | 折舊及攤銷 |
| Impairment losses recognised | 確認減值虧損 |
| Net increase in fair value of investment properties | 投資物業之公平價值 增加淨額 |
| Bad and doubtful debts | 呆壞賬 |
| Capital expenditure | 資本開支 |

6. 分部資料(續)

(iv) 其他分部資料

| 2017 二零一七年 | | | | |
|---|---|---|---|-------------------------------------|
| Investment and finance 投資及金融 HK\$ Million 百萬港元 | Consumer finance 私人財務 HK\$ Million 百萬港元 | Property development and investment 物業發展 及投資 HK\$ Million 百萬港元 | Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| | | | | |
| 14.6 | 43.3 | 23.1 | 1.8 | 82.8 |
| 176.2 | - | 0.8 | - | 177.0 |
| 119.0 | 1.4 | 858.7 | - | 979.1 |
| 90.1 | 297.3 | 0.6 | 0.1 | 388.1 |
| 44.3 | 13.2 | 238.2 | 3.0 | 298.7 |

| 2016 二零一六年 | | | | |
|---|---|---|---|-------------------------------------|
| Investment and finance 投資及金融 HK\$ Million 百萬港元 | Consumer finance 私人財務 HK\$ Million 百萬港元 | Property development and investment 物業發展 及投資 HK\$ Million 百萬港元 | Corporate and other operations 企業及 其他業務 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| | | | | |
| 12.7 | 45.4 | 21.5 | 1.5 | 81.1 |
| 1.0 | (6.1) | - | - | (5.1) |
| 135.5 | - | 432.5 | - | 568.0 |
| (34.7) | 928.5 | (0.2) | - | 893.6 |
| 18.7 | 17.9 | 17.8 | 0.7 | 55.1 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

7. CHANGES IN VALUES OF PROPERTIES**7. 物業價值變動**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-----------------|---------------------------------------|---------------------------------------|
| Changes in values of properties comprise: 物業價值變動包括： | | | |
| Net increase in fair value of investment properties* | 投資物業之公平價值增加淨額* | 979.1 | 568.0 |
| Impairment loss (recognised) reversed for hotel property | (確認)撥回酒店物業之減值虧損 | (0.8) | 6.1 |
| | | 978.3 | 574.1 |

The recognition and reversal of impairment losses was based on the lower of cost and value in use for hotel property. The value in use was determined based on independent professional valuations at 31st December, 2017.

* The amount recognised in 2016 included HK\$130.8 million representing the difference between the fair value and previous carrying amount of a property transferred from properties held for sale to investment properties at 31st December, 2016.

確認及撥回之減值虧損乃基於酒店物業之成本及使用價值兩者中之較低者計算。使用價值乃根據二零一七年十二月三十一日之獨立專業估值釐定。

* 於二零一六年確認之金額包括於二零一六年十二月三十一日自待出售物業轉撥至投資物業之一項物業之公平價值與先前賬面值之差額130.8百萬港元。

8. NET GAIN ON FINANCIAL ASSETS AND LIABILITIES**8. 金融資產及負債收益淨額**

The following is an analysis of the net gain on financial assets and liabilities at fair value through profit or loss:

透過損益賬按公平價值處理之金融資產及負債收益淨額分析如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|------------------------|---------------------------------------|---------------------------------------|
| Net realised and unrealised gain (loss) on financial assets and liabilities | 金融資產及負債已變現及未變現收益(虧損)淨額 | | |
| Held for trading | 持作交易用途 | 537.2 | (177.8) |
| Designated as at fair value through profit or loss | 指定為透過損益賬按公平價值處理 | 932.0 | 891.5 |
| | | 1,469.2 | 713.7 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

9. BAD AND DOUBTFUL DEBTS

9. 呆壞賬

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-------------|---------------------------------------|---------------------------------------|
| Loans and advances to consumer finance customers | 私人財務客戶貸款及墊款 | | |
| Impairment loss, net of reversal | 已扣除撥回之減值虧損 | 277.3 | 873.6 |
| Mortgage loans | 按揭貸款 | | |
| Impairment loss, net of reversal | 已扣除撥回之減值虧損 | 3.2 | 3.0 |
| Trade and other receivables | 貿易及其他應收款項 | | |
| Impairment loss, net of reversal | 已扣除撥回之減值虧損 | 107.6 | 17.0 |
| Bad and doubtful debts recognised in profit or loss | 於損益賬內確認之呆壞賬 | 388.1 | 893.6 |

The following are the amounts written off in allowance of impairment against the receivables and recoveries credited to allowance of impairment during the year:

年內，從減值撥備撇銷以對銷應收款項之款項及計入減值撥備之收回款項如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-------------|---------------------------------------|---------------------------------------|
| Loans and advances to consumer finance customers | 私人財務客戶貸款及墊款 | | |
| Amounts written off in allowance of impairment | 從減值撥備撇銷之款項 | (700.8) | (1,053.0) |
| Recoveries credited to allowance of impairment | 計入減值撥備之收回款項 | 162.8 | 160.2 |
| Mortgage loans | 按揭貸款 | | |
| Amounts written off in allowance of impairment | 從減值撥備撇銷之款項 | (1.4) | (1.0) |
| Trade and other receivables | 貿易及其他應收款項 | | |
| Amounts written off in allowance of impairment | 從減值撥備撇銷之款項 | (71.5) | (72.4) |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS**10. 董事、僱員及高級管理層酬金**(a) **The emoluments paid or payable to each of the eight (2016: eight) Directors were as follows:**

(a) 已付或應付八名(二零一六年: 八名)董事之酬金如下:

| | | 2017 二零一七年 | | | |
|--|-------------|-----------------------------|-----------------------------|----------------------|----------------------|
| | | Chief Executive | | | |
| | | Lee Seng Hui 行政總裁 李成輝 | Edwin Lo King Yau 勞景祐 | Mak Pak Hung 麥伯雄 | Total 總額 |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| EXECUTIVE DIRECTORS | 執行董事 | | | | |
| Directors' fee | 董事袍金 | - | - | - | - |
| Salaries / service fees and other benefits | 薪金/服務費及其他福利 | 10.19 | 2.16 | 2.72 | 15.07 |
| Bonus payments (Note) | 花紅(註解) | 61.60 | 6.42 | 1.16 | 69.18 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 0.14 | 0.11 | - | 0.25 |
| Sub-total | 小計 | 71.93 | 8.69 | 3.88 | 84.50 |

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

上表所示執行董事之酬金為彼等就本公司及本集團管理事務之服務。

| | | 2017 二零一七年 | | | |
|--|--------------|-----------------------------------|----------------------|----------------------|--|
| | | Chairman | | | |
| | | Arthur George Dew 主席 狄亞法 | Lee Su Hwei 李淑慧 | Total 總額 | |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | |
| NON-EXECUTIVE DIRECTORS | 非執行董事 | | | | |
| Directors' fee | 董事袍金 | 0.07 | - | 0.07 | |
| Salaries / service fees and other benefits | 薪金/服務費及其他福利 | 1.84 | - | 1.84 | |
| Bonus payments (Note) | 花紅(註解) | 2.55 | - | 2.55 | |
| Retirement benefits scheme contributions | 退休福利計劃供款 | - | - | - | |
| Sub-total | 小計 | 4.46 | - | 4.46 | |

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上表所示非執行董事之酬金為彼等作為本公司或其附屬公司董事之服務。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)**10. 董事、僱員及高級管理層酬金(續)**

(a) The emoluments paid or payable to each of the eight (2016: eight) Directors were as follows: (Cont'd)

(a) 已付或應付八名(二零一六年: 八名)董事之酬金如下:(續)

| | | 2017 二零一七年 | | | |
|--|--------------------------|---|--|---|-------------------------------------|
| | | Alan Stephen Jones HK\$ Million 百萬港元 | David Craig Bartlett 白禮德 HK\$ Million 百萬港元 | Lisa Yang Lai Sum 楊麗琛 HK\$ Million 百萬港元 | Total 總額 HK\$ Million 百萬港元 |
| INDEPENDENT NON-EXECUTIVE DIRECTORS | 獨立 非執行 董事 | | | | |
| Directors' fee | 董事袍金 | 0.02 | 0.02 | - | 0.04 |
| Salaries / service fees and other benefits | 薪金/服務費及 其他福利 | 0.77 | 0.37 | 0.11 | 1.25 |
| Bonus payments | 花紅 | - | - | - | - |
| Retirement benefits scheme contributions | 退休福利計劃 供款 | - | - | - | - |
| Sub-total | 小計 | 0.79 | 0.39 | 0.11 | 1.29 |

The independent non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上表所示獨立非執行董事之酬金為彼等作為本公司或其附屬公司董事之服務。

| | | 2017 二零一七年 HK\$ Million 百萬港元 | | |
|-------|----|---------------------------------------|--|--|
| Total | 總計 | 90.25 | | |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)**10. 董事、僱員及高級管理層酬金(續)**

(a) The emoluments paid or payable to each of the eight (2016: eight) Directors were as follows: (Cont'd)

(a) 已付或應付八名(二零一六年: 八名)董事之酬金如下: (續)

| | | 2016 二零一六年 | | | |
|--|-------------|-----------------|--------------|--------------|--------------|
| | | Chief Executive | Edwin Lo | Mak | Total |
| | | Lee Seng Hui | King Yau | Pak Hung | |
| | | 行政總裁 | 勞景祐 | 麥伯雄 | 總額 |
| | | 李成輝 | 勞景祐 | 麥伯雄 | |
| | | HK\$ Million | HK\$ Million | HK\$ Million | HK\$ Million |
| | | 百萬港元 | 百萬港元 | 百萬港元 | 百萬港元 |
| EXECUTIVE DIRECTORS | 執行董事 | | | | |
| Directors' fee | 董事袍金 | – | – | – | – |
| Salaries / service fees and other benefits | 薪金/服務費及其他福利 | 10.07 | 2.08 | 2.64 | 14.79 |
| Bonus payments (Note) | 花紅(註解) | 36.68 | 5.50 | 1.13 | 43.31 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 0.13 | 0.10 | – | 0.23 |
| Sub-total | 小計 | 46.88 | 7.68 | 3.77 | 58.33 |

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

上表所示執行董事之酬金為彼等就本公司及本集團管理事務之服務。

| | | 2016 二零一六年 | | | |
|--|--------------|---------------|--------------|--------------|--------------|
| | | Chairman | Lee Su Hwei | Total | |
| | | Arthur | 李淑慧 | 總額 | |
| | | George Dew | 狄亞法 | HK\$ Million | HK\$ Million |
| | | 主席 | 李淑慧 | 百萬港元 | 百萬港元 |
| | | 狄亞法 | 李淑慧 | 百萬港元 | 百萬港元 |
| | | HK\$ Million | HK\$ Million | HK\$ Million | HK\$ Million |
| | | 百萬港元 | 百萬港元 | 百萬港元 | 百萬港元 |
| NON-EXECUTIVE DIRECTORS | 非執行董事 | | | | |
| Directors' fee | 董事袍金 | 0.07 | – | 0.07 | |
| Salaries / service fees and other benefits | 薪金/服務費及其他福利 | 1.79 | – | 1.79 | |
| Bonus payments (Note) | 花紅(註解) | 2.42 | – | 2.42 | |
| Retirement benefits scheme contributions | 退休福利計劃供款 | – | – | – | |
| Sub-total | 小計 | 4.28 | – | 4.28 | |

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上表所示非執行董事之酬金為彼等作為本公司或其附屬公司董事之服務。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)**10. 董事、僱員及高級管理層酬金(續)**

(a) The emoluments paid or payable to each of the eight (2016: eight) Directors were as follows: (Cont'd)

(a) 已付或應付八名(二零一六年: 八名)董事之酬金如下:(續)

| | | 2016 二零一六年 | | | |
|--|----------------|-----------------------|--------------------------------|-----------------------------|----------------------|
| | | Alan Stephen Jones | David Craig Bartlett 白禮德 | Lisa Yang Lai Sum 楊麗琛 | Total 總額 |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| INDEPENDENT NON-EXECUTIVE DIRECTORS | 獨立非執行董事 | | | | |
| Directors' fee | 董事袍金 | 0.01 | 0.01 | – | 0.02 |
| Salaries / service fees and other benefits | 薪金/服務費及其他福利 | 0.73 | 0.35 | 0.10 | 1.18 |
| Bonus payments | 花紅 | – | – | – | – |
| Retirement benefits scheme contributions | 退休福利計劃供款 | – | – | – | – |
| Sub-total | 小計 | 0.74 | 0.36 | 0.10 | 1.20 |

The independent non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上表所示獨立非執行董事之酬金為彼等作為本公司或其附屬公司董事之服務。

| | | 2016 二零一六年 HK\$ Million 百萬港元 | | | |
|-------|----|---------------------------------------|--|--|-------|
| Total | 總計 | | | | 63.81 |

Note: The amounts represented the actual discretionary bonus in respect of the preceding year approved and paid to respective directors during the year.

註解: 有關款項乃年內批准及已付相關董事去年的實際酌情花紅金額。

for the year ended 31st December, 2017

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)

(a) The emoluments paid or payable to each of the eight (2016: eight) Directors were as follows: (Cont'd)

The Company provided management services to certain listed subsidiaries and associates and charged these companies management fees. The above emoluments include all amounts paid or payable to the Company's directors by the Company or the subsidiaries during 2017. However, it should be noted that the amounts above for Mr. Lee Seng Hui and Mr. Edwin Lo King Yau include the sums of HK\$39.56 million (2016: HK\$19.28 million) and HK\$5.21 million (2016: HK\$3.84 million) respectively that have been included in the 2017 management fee charged by the Company to a listed associate, TACI, for management services performed by Mr. Lee and Mr. Lo as directors of TACI and TACI has disclosed in its 2017 annual report the HK\$39.56 million (2016: HK\$19.28 million) and HK\$5.21 million (2016: HK\$3.84 million) as part of the emoluments of Mr. Lee and Mr. Lo respectively.

截至二零一七年十二月三十一日止年度

10. 董事、僱員及高級管理層酬金(續)

(a) 已付或應付八名(二零一六年：八名)董事之酬金如下：(續)

本公司向若干上市附屬公司及聯營公司提供管理服務，並向該等公司收取管理費。上述酬金包括本公司或附屬公司於二零一七年已付或應付本公司董事之所有款項。然而，謹請注意，上述有關李成輝先生及勞景祐先生之款項包括金額分別為39.56百萬港元(二零一六年：19.28百萬港元)及5.21百萬港元(二零一六年：3.84百萬港元)之款項，該等款項已列入本公司就李先生及勞先生擔任一間上市聯營公司天安之董事履行管理服務而向天安收取之二零一七年管理費內，天安已將該39.56百萬港元(二零一六年：19.28百萬港元)及5.21百萬港元(二零一六年：3.84百萬港元)之款項分別作為李先生及勞先生酬金之一部分披露於其二零一七年年報內。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)**10. 董事、僱員及高級管理層酬金(續)****(b) Employees' emoluments**

The five highest paid individuals included one (2016: two) of the Directors, details of whose emoluments are set out in 10(a) above. The combined emoluments of the remaining four (2016: three) individuals are as follows:

(b) 僱員酬金

五名最高薪酬之人士包括一名(二零一六年：兩名)董事，其酬金詳情載於上文附註10(a)。其餘四名(二零一六年：三名)人士之酬金綜合如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|----------|---------------------------------------|---------------------------------------|
| Salaries and other benefits | 薪金及其他福利 | 25.3 | 18.0 |
| Bonus payments | 花紅 | 81.0 | 52.2 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 1.3 | 1.1 |
| | | 107.6 | 71.3 |

The emoluments of the above employees who were not Directors of the Company, were within the following bands:

上述僱員並非本公司董事，彼等酬金介乎以下範圍：

| | | Number of employees 僱員人數 | |
|---------------------------------|---------------------------|-----------------------------|---------------|
| | | 2017 二零一七年 | 2016 二零一六年 |
| HK\$8,500,001 – HK\$9,000,000 | 8,500,001港元–9,000,000港元 | – | 1 |
| HK\$9,500,001 – HK\$10,000,000 | 9,500,001港元–10,000,000港元 | 1 | – |
| HK\$13,000,001 – HK\$13,500,000 | 13,000,001港元–13,500,000港元 | 1 | – |
| HK\$23,500,001 – HK\$24,000,000 | 23,500,001港元–24,000,000港元 | – | 1 |
| HK\$26,500,001 – HK\$27,000,000 | 26,500,001港元–27,000,000港元 | 1 | – |
| HK\$38,500,001 – HK\$39,000,000 | 38,500,001港元–39,000,000港元 | – | 1 |
| HK\$57,500,001 – HK\$58,000,000 | 57,500,001港元–58,000,000港元 | 1 | – |
| | | 4 | 3 |

for the year ended 31st December, 2017

10. DIRECTORS', EMPLOYEES' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONT'D)**(c) Senior management's emoluments**

Of the senior management of the Group, eight (2016: eight) were the Directors of the Company whose emoluments are included in the disclosure above. The combined emoluments of the remaining three (2016: three) individuals are as follows:

| | |
|---|----------|
| Salaries and other benefits | 薪金及其他福利 |
| Bonus payments | 花紅 |
| Retirement benefit scheme contributions | 退休福利計劃供款 |

The emoluments of the above senior management who were not Directors of the Company, were within the following bands:

| | |
|-------------------------------|---------------------------|
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001港元 – 1,500,000港元 |
| HK\$3,000,001 – HK\$3,500,000 | 3,000,001港元 – 3,500,000港元 |
| HK\$4,000,001 – HK\$4,500,000 | 4,000,001港元 – 4,500,000港元 |
| HK\$4,500,001 – HK\$5,000,000 | 4,500,001港元 – 5,000,000港元 |

截至二零一七年十二月三十一日止年度

10. 董事、僱員及高級管理層酬金(續)**(c) 高級管理層酬金**

本集團高級管理層中有八名(二零一六年:八名)為本公司董事,彼等之酬金已披露於上文。其餘三名(二零一六年:三名)個別人士的酬金綜合如下:

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 5.9 | 5.6 |
| | 3.1 | 2.8 |
| | 0.3 | 0.3 |
| | 9.3 | 8.7 |

上述高級管理層並非本公司之董事,彼等酬金介乎以下範圍:

| | Number of employees 僱員人數 | |
|--|-----------------------------|---------------|
| | 2017 二零一七年 | 2016 二零一六年 |
| | 1 | 1 |
| | 1 | 1 |
| | – | 1 |
| | 1 | – |
| | 3 | 3 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

11. INFORMATION ABOUT MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which the Directors or an entity connected with the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year. For information only:

- (i) a tenancy agreement dated 19th November, 2015 was entered into between Mr. Lee Seng Hui as the tenant and a non wholly-owned subsidiary of the Company as the landlord had expired on 18th November, 2017 and was renewed by a tenancy agreement dated 29th November, 2017 for a term commencing 19th November, 2017. The rental of HK\$4.1 million (2016: HK\$4.1 million) received therefrom during the year ended 31st December, 2017 is considered insignificant in relation to the Group's business. Such tenancy agreement was subsequently terminated on 14th February, 2018.
- (ii) (a) a tenancy agreement dated 12th July, 2016 was entered into between San Pack Properties Limited ("San Pack", a non wholly-owned subsidiary of the Company) as the landlord and San Tai Distribution Company Limited ("San Tai", a company of which Mr. Edwin Lo King Yau can exercise more than 50% of the voting rights at the general meetings) as the tenant for the period from 1st July, 2016 to 30th June, 2019; (b) a tenancy agreement dated 4th November, 2016 was entered into between San Pack as the landlord and China Pacific Group Limited ("China Pacific", a company of which Mr. Edwin Lo King Yau can exercise more than 50% of the voting rights at the general meetings) as the tenant for the period from 1st April, 2016 to 31st March, 2019; and (c) a logistics and warehouse services agreement dated 27th March, 2017 was entered into between San Pack as the client and San Tai as the service provider for the period from 1st April, 2017 to 30th June, 2019. The total rental of HK\$14.1 million received therefrom and the total service fee of HK\$0.3 million paid thereto during the year ended 31st December, 2017 are considered insignificant in relation to the Group's business.

11. 關於董事於交易、安排或合約中的重大權益的資料

於本年度終結時或於本年度內任何時間，本公司或其任何附屬公司並無訂立董事或與董事有關連之實體直接或間接擁有重大權益之任何重要交易、安排或合約。以下所述僅供參考：

- (i) 李成輝先生(作為承租人)與本公司一間非全資附屬公司(作為業主)於二零一五年十一月十九日訂立之租賃協議已於二零一七年十一月十八日屆滿，並於二零一七年十一月二十九日經一項租賃協議重續，自二零一七年十一月十九日起生效。於截至二零一七年十二月三十一日止年度收取4.1百萬港元(二零一六年：4.1百萬港元)之租金總額對本集團業務而言屬不重大。有關租賃協議其後於二零一八年二月十四日終止。
- (ii) (a)山栢置業有限公司(「山栢」，本公司之非全資附屬公司)(作為業主)與三泰集運有限公司(「三泰」，勞景祐先生可於股東大會行使超過50%投票權的公司)(作為租戶)訂立一份日期為二零一六年七月十二日之租賃協議，租期為二零一六年七月一日至二零一九年六月三十日；(b)山栢(作為業主)與中匯亞洲集團有限公司(「中匯」，勞景祐先生可於股東大會行使超過50%投票權的公司)訂立一份日期為二零一六年十一月四日之租賃協議，租期為二零一六年四月一日至二零一九年三月三十一日；及(c)山栢(作為客戶)與三泰(作為服務供應商)訂立日期為二零一七年三月二十七日之物流及倉庫服務協議，有效期為二零一七年四月一日至二零一九年六月三十日。截至二零一七年十二月三十一日止年度就此收取的租金總額14.1百萬港元及所支付服務費總額0.3百萬港元對本集團業務而言屬微不足道。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

12. FINANCE COSTS

12. 融資成本

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|--------------------|---------------------------------------|---------------------------------------|
| Interest on the following liabilities wholly repayable within five years: | 以下為須於五年內全數償還之負債利息： | | |
| Bank borrowings | 銀行借貸 | 198.0 | 221.1 |
| Notes issued | 已發行票據 | 330.0 | 255.8 |
| | | 528.0 | 476.9 |
| Total finance costs included in: | 計入下列項目內之融資成本總額： | | |
| Cost of sales and other direct costs | 銷售成本及其他直接成本 | 158.2 | 193.3 |
| Finance costs | 融資成本 | 369.8 | 283.6 |
| | | 528.0 | 476.9 |

All finance costs were derived from financial liabilities not at fair value through profit or loss for both years.

該兩個年度所有融資成本乃來自並非透過損益賬按公平價值處理之金融負債。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

13. PROFIT BEFORE TAXATION

13. 除稅前溢利

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---|---------------------------------------|---------------------------------------|
| Profit before taxation has been arrived at after charging: | 除稅前溢利已扣除： | | |
| Auditors' remuneration | 核數師薪酬 | 7.0 | 7.5 |
| Amortisation of intangible assets | 無形資產攤銷 | 1.8 | 1.5 |
| Amortisation of prepaid land lease payments | 預繳地價攤銷 | 0.1 | 0.2 |
| Depreciation | 折舊 | 80.9 | 79.4 |
| Expenses recognised for employee ownership scheme of SHK | 就新鴻基之僱員股份擁有計劃確認之費用 | 6.4 | 2.8 |
| Impairment loss on available-for-sale financial assets measured at fair value (included in other operating expenses) | 以公平價值計量的可供出售金融資產之減值虧損(計入其他經營費用) | 176.2 | - |
| Impairment loss on amounts due from joint ventures (included in other operating expenses) | 合營公司欠款之減值虧損(計入其他經營費用) | - | 1.0 |
| Impairment loss on interests in associates (included in other operating expenses) | 於聯營公司之權益之減值虧損(計入其他經營費用) | 4.1 | 142.5 |
| Loss on disposal of joint ventures (included in other operating expenses) | 出售合營公司之虧損(計入其他經營費用) | - | 14.1 |
| Net loss on disposal/write-off of property, plant and equipment | 出售/撇銷物業、廠房及設備之虧損淨額 | 1.5 | 1.1 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 87.2 | 95.3 |
| Staff costs (including Directors' emoluments but excluding contributions to retirement benefit schemes and expenses recognised for the employee ownership scheme of SHK) | 員工成本(包括董事酬金但不包括退休福利計劃供款及就新鴻基之僱員股份擁有計劃確認之費用) | 1,015.5 | 888.0 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

13. PROFIT BEFORE TAXATION (CONT'D)

13. 除稅前溢利(續)

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|--|---------------------------------------|---------------------------------------|
| and after crediting: | 並已計入： | | |
| Dividend income from listed equity securities | 上市股本證券股息收入 | 30.8 | 32.0 |
| Dividend income from unlisted equity securities | 非上市股本證券股息收入 | - | 3.6 |
| Net realised gain on disposal of an associate (included in other income) | 出售一間聯營公司之已變現收益淨額(計入其他收入) | - | 3.9 |
| Net realised gain on disposal of available-for-sale financial assets (included in other income) | 出售可供出售金融資產之已變現收益淨額(計入其他收入) | 0.3 | 1.1 |
| Net realised gain on disposal of subsidiaries (included in other income) | 出售附屬公司之已變現收益淨額(計入其他收入) | - | 9.7 |
| Rental income from investment properties under operating leases, net of outgoings of HK\$26.6 million (2016: HK\$25.2 million) | 經營租約投資物業之租金收入，扣除支出26.6百萬港元(二零一六年：25.2百萬港元) | 189.9 | 179.9 |
| Reversal of impairment loss on interest in an associate (included in other income) * | 撥回於一間聯營公司之權益之減值虧損(計入其他收入)* | 107.6 | - |

* SHK disposed of 70% interest in its wholly-owned subsidiary SHKFGL in June 2015 and classified the remaining 30% equity interest as an associate. Affected by the slow recovery of Hong Kong and China stock markets in 2016 after the stock market correction in the second half of 2015, the carrying amount of the 30% equity interest in SHKFGL exceeded the recoverable amount at the reporting date that led to a further impairment loss for the year ended 31st December, 2016. The recoverable amount was measured at fair value less cost of disposal of SHKFGL. There was an improvement of the stock market in 2017 and resulted in a partial reversal of impairment loss for the year ended 31st December, 2017. The fair value was measured by discounted cash flow approach at the reporting date using a discount rate of 16.6% (2016: 19.7%). As part of the disposal in 2015, the Group was awarded a put right on the 30% equity interest of SHKFGL. This put right recorded a valuation gain during the year of HK\$1.0 million (2016: HK\$345.0 million) classified under net gain on financial assets and liabilities.

* 於二零一五年六月，新鴻基出售其全資附屬公司新鴻基金融集團之70%權益，並將餘下30%股權分類作一間聯營公司處理。受到香港及中國股票市場於二零一五年下半年進行調整後而於二零一六年復甦步伐緩慢所影響，於新鴻基金融集團之30%股權之賬面值高於結算日之可收回金額，以致截至二零一六年十二月三十一日止年度出現進一步減值虧損。可收回金額以新鴻基金融集團的公平價值減出售成本計量。股票市場於二零一七年出現改善，減值虧損於截至二零一七年十二月三十一日止年度有部分獲得撥回。結算日公平價值以貼現率16.6%(二零一六年：19.7%)的折現現金流方法所計量。作為於二零一五年出售事項的一部分，本集團獲授予新鴻基金融集團的30%股權的認沽權。該認沽權於年內錄得估值收益1.0百萬港元(二零一六年：345.0百萬港元)，歸類於金融資產及負債收益淨額。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

14. TAXATION**14. 稅項**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|----------------------|---------------------------------------|---------------------------------------|
| The income tax charged (credited) comprises: | 所得稅支出(抵免)包括： | | |
| Current tax | 本期稅項 | | |
| Hong Kong | 香港 | 222.7 | 202.3 |
| People's Republic of China ("PRC") and other jurisdictions | 中華人民共和國(「中國」)及其他司法地區 | 52.9 | 83.4 |
| | | 275.6 | 285.7 |
| Under (over) provision in prior years | 過往年度撥備不足(超額撥備) | 22.2 | (0.8) |
| | | 297.8 | 284.9 |
| Deferred tax | 遞延稅項 | | |
| Current year | 本年度 | 33.4 | (120.7) |
| | | 331.2 | 164.2 |

Hong Kong Profits Tax is calculated at the rate of 16.5% of the estimated assessable profits for both years.

香港利得稅於兩個年度均按估計應課稅溢利16.5%之稅率計算。

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years.

於中國之附屬公司須繳付中國企業所得稅，兩個年度稅率均為25%。

Taxation arising in other jurisdictions is calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in the relevant jurisdictions.

來自其他司法地區之稅項按年內估計應課稅溢利以有關司法地區內各國之現行稅率計算。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

14. TAXATION (CONT'D)

The taxation for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

14. 稅項(續)

本年度稅項與綜合損益表列示之除稅前溢利之對賬如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|---|---------------------------------------|---------------------------------------|
| Profit before taxation | 除稅前溢利 | 5,882.0 | 5,245.4 |
| Less: Share of results of associates Share of results of joint ventures | 減：應佔聯營公司業績 應佔合營公司業績 | (1,276.3) (659.4) | (2,900.2) (193.9) |
| Profit attributable to the Company and subsidiaries | 本公司及附屬公司應佔 溢利 | 3,946.3 | 2,151.3 |
| Tax at Hong Kong Profits Tax rate of 16.5% (2016: 16.5%) | 以香港利得稅稅率16.5% (二零一六年：16.5%) 計算之稅項 | 651.1 | 354.9 |
| Countries subject to different tax rates | 面對不同稅率之國家 | 31.6 | (15.7) |
| Tax effect of deductible temporary differences not recognised | 未確認可扣稅臨時差額之 稅項影響 | 16.7 | 0.5 |
| Tax effect of expenses that are not deductible for tax purposes | 不可用作扣稅支出之 稅項影響 | 42.8 | 48.0 |
| Tax effect of income that is not taxable for tax purposes | 毋須課稅收入之 稅項影響 | (402.3) | (229.0) |
| Tax effect of tax losses not recognised | 未確認稅項虧損之 稅項影響 | 12.4 | 16.3 |
| Tax effect of utilisation of tax losses previously not recognised | 動用之前未確認 稅項虧損之稅項影響 | (33.2) | (10.0) |
| Reversal of deferred tax on tax loss previously recognised | 撥回之前已確認稅項虧損 之遞延稅項 | (6.5) | - |
| Reversal of deferred tax on deductible temporary difference previously recognised | 撥回之前已確認可扣稅 臨時差額之遞延 稅項 | (0.2) | - |
| Under (over) provision in prior years | 過往年度撥備不足(超額撥備) | 22.2 | (0.8) |
| Others | 其他 | (3.4) | - |
| Taxation for the year | 本年度稅項 | 331.2 | 164.2 |

Deferred tax recognised in other comprehensive income was immaterial in both years presented.

兩個呈列年內，於其他全面收益中確認之遞延稅項並不重大。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

15. EARNINGS PER SHARE**15. 每股盈利**

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

本公司股東應佔每股基本及攤薄盈利乃根據以下數據計算：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-----------------------------------|---------------------------------------|---------------------------------------|
| <u>Earnings</u> | <u>盈利</u> | | |
| Earnings for the purpose of basic earnings per share (profit attributable to owners of the Company) | 就計算每股基本盈利之盈利(本公司股東應佔溢利) | 3,235.9 | 3,263.2 |
| Adjustments to profit in respect of impact of contingently issuable shares under the employee ownership scheme of a subsidiary | 就一間附屬公司之僱員股份擁有計劃而可能發行股份之影響對溢利作出調整 | (0.4) | (0.2) |
| Earnings for the purpose of diluted earnings per share | 就計算每股攤薄盈利之盈利 | 3,235.5 | 3,263.0 |
| | | Million shares 百萬股 | Million shares 百萬股 |
| <u>Number of shares</u> | <u>股份數目</u> | | |
| Weighted average number of shares in issue for the purpose of basic and diluted earnings per share | 就計算每股基本及攤薄盈利之已發行股份加權平均數 | 176.3 | 177.9 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

16. DIVIDEND

16. 股息

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|---|---------------------------------------|---------------------------------------|
| Dividend paid and declared | 已付及已宣派股息 | | |
| Interim dividend paid of HK15 cents (2016: HK15 cents) per share | 已付中期股息每股15 港仙(二零一六年： 每股15港仙) | 26.4 | 26.7 |
| Second interim dividend (in lieu of a final dividend) of HK\$2.35 per share declared subsequent to the end of the reporting period (2016: second interim dividend (in lieu of a final dividend) of HK\$1.85 per share) | 於報告期末後宣派第二 次中期股息(代替末 期股息)每股2.35港元 (二零一六年：第二 次中期股息(代替末期 股息)每股1.85港元) | 413.0 | 327.1 |
| | | 439.4 | 353.8 |
| Dividend recognised as distribution during the year | 年內確認分派 之股息 | | |
| 2016 second interim dividend (in lieu of a final dividend) of HK\$1.85 (2016: 2015 second interim dividend (in lieu of a final dividend) of HK\$1.6) per share | 二零一六年第二次 中期股息(代替末期 股息)每股1.85港元 (二零一六年： 二零一五年第二次 中期股息(代替末期 股息)每股1.6港元) | 327.1 | 285.2 |
| 2017 interim dividend of HK15 cents (2016: HK15 cents) per share | 二零一七年年中期股息 每股15港仙 (二零一六年： 每股15港仙) | 26.4 | 26.7 |
| | | 353.5 | 311.9 |

The amount of the second interim dividend (in lieu of a final dividend) for the year ended 31st December, 2017 has been calculated by reference to 175,754,118 shares in issue at 26th March, 2018.

截至二零一七年十二月三十一日止年度第二次中期股息(代替末期股息)之金額，乃參照於二零一八年三月二十六日已發行之175,754,118股股份計算。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES

17. 投資物業

| | | Hong Kong 香港 HK\$ Million 百萬港元 | PRC 中國 HK\$ Million 百萬港元 | USA 美國 HK\$ Million 百萬港元 | UK 英國 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|---------------------|---|-----------------------------------|-----------------------------------|----------------------------------|-------------------------------------|
| Fair value | 公平價值 | | | | | |
| At 1st January, 2016 | 於二零一六年一月一日 | 7,039.4 | 158.3 | – | – | 7,197.7 |
| Exchange adjustments | 匯兌調整 | – | (3.0) | – | – | (3.0) |
| Transferred from properties held for sale | 轉撥自待出售物業 | – | – | 135.1 | – | 135.1 |
| Transferred from property, plant and equipment | 轉撥自物業、廠房及設備 | – | 3.7 | – | – | 3.7 |
| Additions | 增加 | 1.2 | – | – | – | 1.2 |
| Disposal of subsidiaries | 出售附屬公司 | – | (109.0) | – | – | (109.0) |
| Increase (decrease) in fair value recognised in profit or loss | 於損益確認之公平價值增加(減少) | 437.7 | (0.5) | 130.8 | – | 568.0 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 7,478.3 | 49.5 | 265.9 | – | 7,793.7 |
| Exchange adjustments | 匯兌調整 | – | 3.7 | 2.0 | 18.3 | 24.0 |
| Transferred from properties held for sale | 轉撥自待出售物業 | 44.1 | – | – | – | 44.1 |
| Additions | 增加 | 1.8 | – | – | 205.4 | 207.2 |
| Increase (decrease) in fair value recognised in profit or loss | 於損益確認之公平價值增加(減少) | 992.1 | 1.4 | – | (14.4) | 979.1 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 8,516.3 | 54.6 | 267.9 | 209.3 | 9,048.1 |
| Unrealised gains or losses for the year included in profit or loss For 2017 | 年內計入損益未變現收益或虧損二零一七年 | 992.1 | 1.4 | – | (14.4) | 979.1 |
| For 2016 | 二零一六年 | 437.7 | (0.5) | 130.8 | – | 568.0 |

for the year ended 31st December, 2017

17. INVESTMENT PROPERTIES (CONT'D)

The fair values of the Group's investment properties on the dates of transfer, acquisition and at the reporting dates have been arrived at on the basis of a valuation carried out at these dates by Norton Appraisals Holdings Limited, Whitney & Associates and Savills (UK) Limited, firms of independent and qualified professional valuers not connected with the Group.

For properties located in Hong Kong, PRC and the United Kingdom ("UK"), the fair value was grouped under level 3 and was determined based on the investment approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed taking into account the current passing rents and the reversionary income potential of tenancies. For the properties which are currently vacant, the valuation was based on capitalisation of the hypothetical and reasonable market rents with a typical lease term or direct comparison approach. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar properties in Hong Kong, PRC and UK and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties.

For property located in the United States of America ("USA"), the fair value was grouped under level 3 and was determined based on the sales comparison approach – land analysis, where the market sales of the observable transactions in neighbourhood areas are assessed and adjusted to take into account the location, size, condition and physical characteristic of this investment property.

There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

截至二零一七年十二月三十一日止年度

17. 投資物業(續)

本集團投資物業於轉讓、收購日期及於結算日之公平價值已根據Norton Appraisals Holdings Limited、Whitney & Associates及Savills (UK) Limited於該等日期進行之估值釐定，該等公司均為與本集團概無關連的獨立合資格專業估值師。

就位於香港、中國及英國(「英國」)的物業而言，公平價值乃歸納入在第三級下，並根據投資法釐定，據此，物業的全部可出租單位的市值租金乃作評估，並按投資者預期此類物業之市值回報貼現。評估市值租金時，已考慮到現有租金及租約調整收入潛力。就目前空置之物業而言，估值乃根據假設及合理市值租金之市值，連同典型租期，或採用直接比較法作出。貼現率乃參考香港、中國及英國類似物業之銷售交易之分析之結果釐定，並已作調整，以計入物業投資者之市場預期，反映本集團投資物業特有之因素。

就位於美利堅合眾國(「美國」)之物業而言，公平價值乃歸納入在第三級下，並根據銷售比較法—土地分析釐定，據此，鄰近地區市場上出售之可觀察交易乃作評估並考慮該投資物業的位置、規模、條件及物理特性作出調整。

過往年度採用的估值方法並無變動。在估計物業公平價值時，物業的最大及最佳用途為其當前用途。

下表提供有關根據公平價值計量的輸入數據的可觀察程度如何釐定該等投資物業的公平價值(特別是所用的估值方法及輸入數據)，以及公平價值計量所劃分之公平價值等級(第一至第三級)的資料。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|---|--|
| Residential properties located in Hong Kong 位於香港之住宅物業 | Level 3 第三級 | Investment Approach 投資法 The key inputs are 主要輸入數據 | | |
| | | (1) Term yield 年期收益率 | Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, of 1.5% to 3% (2016: 1.5% to 3%). 年期收益率為1.5%至3%(二零一六年: 1.5%至3%), 經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況。 | The higher the term yield, the lower the fair value. 年期收益率越高, 公平價值越低。 |
| | | (2) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, of 1.75% to 3.25% (2016: 2% to 3.25%). 復歸收益率為1.75%至3.25%(二零一六年: 2%至3.25%), 經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高, 公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|---------------------------------|---|---|---|
| Residential properties located in Hong Kong (Cont'd) 位於香港之住宅物業(續) | | The key inputs are (Cont'd) 主要輸入數據(續) | | |
| | (3) Monthly term rental 每月租金 | Monthly term rental for each unit is derived from the average of the rental as stated in the existing rental agreements with an average of HK\$21 to HK\$47 (2016: HK\$20 to HK\$47)/sq. ft./month. 各單位之每月租金按現有租約所列之租金介乎每月每平方呎21港元至47港元(二零一六年: 20港元至47港元)之平均數計算得出。 | | The higher the monthly term rental, the higher the fair value. 每月租金越高, 公平價值越高。 |
| | (4) Reversionary rental 復歸租金 | Reversionary rental for each unit is compared with direct market comparables and taking into account of location and other individual factor, the range of average reversionary rental is from HK\$20 to HK\$49 (2016: HK\$19 to HK\$53)/sq.ft./month. 各單位之復歸租金與直接市場可資比較租金相比, 並經考慮物業地點及其他個別因素, 平均復歸租金之範圍介乎每月每平方呎20港元至49港元(二零一六年: 19港元至53港元)。 | | The higher the reversionary rental, the higher the fair value. 復歸租金越高, 公平價值越高。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|---|--|
| Car parking spaces located in Hong Kong 位於香港之車位 | Level 3 第三級 | Investment Approach 投資法 The key inputs are 主要輸入數據 | | |
| | | (1) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental of 4.5% (2016: 5.5%). 復歸收益率為4.5%(二零一六年: 5.5%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高，公平價值越低。 |
| | | (2) Reversionary rental 復歸租金 | Reversionary rental for each unit is compared with direct market comparables and taking into account of location and other individual factor, the average reversionary rental is HK\$2,200 (2016: HK\$2,200)/unit/month. 各單位之復歸租金與直接市場可資比較租金相比，並經考慮物業地點及其他個別因素，平均復歸租金為每月每單位2,200港元(二零一六年: 2,200港元)。 | The higher the reversionary rental, the higher the fair value. 復歸租金越高，公平價值越高。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|--|--|
| Commercial properties located in Hong Kong 位於香港之商業物業 | Level 3 第三級 | Investment Approach 投資法 The key inputs are 主要輸入數據 | | |
| | | (1) Term yield 年期收益率 | Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, of 2.00% to 3.00% (2016: 2.00% to 4.25%). 年期收益率為2.00%至3.00%(二零一六年: 2.00%至4.25%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況。 | The higher the term yield, the lower the fair value. 年期收益率越高，公平價值越低。 |
| | | (2) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, of 2.50% to 3.50% (2016: 2.50% to 4.75%). 復歸收益率為2.50%至3.50%(二零一六年: 2.50%至4.75%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高，公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|---------------------------------|---|---|---|
| Commercial properties located in Hong Kong (Cont'd) 位於香港之商業物業(續) | | The key inputs are (Cont'd) 主要輸入數據(續) | | |
| | (3) Monthly term rental 每月租金 | Monthly term rental for each unit is derived from the average of the rental as stated in the existing rental agreements with an average of HK\$35 to HK\$76 (2016: HK\$29 to HK\$66)/sq. ft./month. 各單位之每月租金按現有租約所列之租金介乎每月每平方呎35港元至76港元(二零一六年: 29港元至66港元)之平均數計算得出。 | | The higher the monthly term rental, the higher the fair value. 每月租金越高, 公平價值越高。 |
| | (4) Reversionary rental 復歸租金 | Reversionary rental for each unit is compared with direct market comparables and taking into account of location and other individual factor, the range of average reversionary rental is from HK\$35.7 to HK\$74 (2016: HK\$34 to HK\$71)/sq.ft./month. 各單位之復歸租金與直接市場可資比較租金相比, 並經考慮物業地點及其他個別因素, 平均復歸租金之範圍介乎每月每平方呎35.7港元至74港元(二零一六年: 34港元至71港元)。 | | The higher the reversionary rental, the higher the fair value. 復歸租金越高, 公平價值越高。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|--|--|
| Godown located in Hong Kong 位於香港之貨倉 | Level 3 第三級 | Investment Approach 投資法 | | |
| | | The key inputs are 主要輸入數據 | | |
| | | (1) Term yield 年期收益率 | Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, of 3.50% (2016: 3.25%). 年期收益率為3.50%(二零一六年: 3.25%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況。 | The higher the term yield, the lower the fair value. 年期收益率越高，公平價值越低。 |
| | | (2) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, of 4.00% (2016: 3.75%). 復歸收益率為4.00%(二零一六年: 3.75%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高，公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|--|---|
| Godown located in Hong Kong (Cont'd) 位於香港之貨倉(續) | | The key inputs are (Cont'd) 主要輸入數據(續) | | |
| | | (3) Monthly term rental 每月租金 | Monthly term rental for each unit is derived from the average of the rental as stated in the existing rental agreements with an average of HK\$7.5 (2016: HK\$7)/sq. ft./month. 各單位之每月租金按現有租約所列之平均租金每月每平方呎7.5港元(二零一六年: 7港元)計算得出。 | The higher the monthly term rental, the higher the fair value. 每月租金越高, 公平價值越高。 |
| | | (4) Reversionary rental 復歸租金 | Reversionary rental for each unit is compared with direct market comparables and taking into account of location and other individual factor, the average reversionary rental is HK\$7.6 (2016: HK\$6.5)/sq.ft./month. 各單位之復歸租金與直接市場可資比較租金相比, 並經考慮物業地點及其他個別因素, 平均復歸租金之每月每平方呎為7.6港元(二零一六年: 6.5港元)。 | The higher the reversionary rental, the higher the fair value. 復歸租金越高, 公平價值越高。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|--|--|
| Commercial properties located in PRC 位於中國之商業物業 | Level 3 第三級 | Investment Approach 投資法 The key inputs are 主要輸入數據 | | |
| | | (1) Term yield 年期收益率 | Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, of 6% (2016: 6%). 年期收益率為6%(二零一六年: 6%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況。 | The higher the term yield, the lower the fair value. 年期收益率越高，公平價值越低。 |
| | | (2) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, of 6.75% (2016: 6.75%). 復歸收益率為6.75%(二零一六年: 6.75%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高，公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|---------------------------------|--|---|--|
| Commercial properties located in PRC (Cont'd) 位於中國之商業物業(續) | | The key inputs are (Cont'd) 主要輸入數據(續) | | |
| | (3) Monthly term rental 每月租金 | Monthly term rental for each unit is derived from the average of the rental as stated in the existing rental agreements with an average of RMB111.9 (2016: RMB86)/sq.m./month. 各單位之每月租金按現有租約所列之租金每月每平方米人民幣111.9元(二零一六年：人民幣86元)之平均數計算得出。 | | The higher the monthly term rental, the higher the fair value. 每月租金越高，公平價值越高。 |
| | (4) Reversionary rental 復歸租金 | Reversionary rental for each unit is compared with direct market comparables and taking into account of location and other individual factor, the average reversionary rental is RMB107.9 (2016: RMB98)/sq.m./month. 各單位之復歸租金與直接市場可資比較租金相比，並經考慮物業地點及其他個別因素，平均復歸租金之每月每平方米為人民幣107.9元(二零一六年：人民幣98元)。 | | The higher the reversionary rental, the higher the fair value. 復歸租金越高，公平價值越高。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係 (註解) |
|---|--------------------------------|--|--|--|
| Industrial properties located in PRC 位於中國之工業物業 | Level 3 第三級 | Investment Approach 投資法 The key inputs are 主要輸入數據 | | |
| | | (1) Term yield 年期收益率 | Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, of 4.25% (2016: 4.25% to 6.75%). 年期收益率為4.25%(二零一六年：4.25%至6.75%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況。 | The higher the term yield, the lower the fair value. 年期收益率越高，公平價值越低。 |
| | | (2) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, of 4.75% (2016: 4.75% to 6%). 復歸收益率為4.75%(二零一六年：4.75%至6%)，經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高，公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|---------------------------------|---|---|--|
| Industrial properties located in PRC (Cont'd) 位於中國之工業物業(續) | | The key inputs are (Cont'd) 主要輸入數據(續) | | |
| | (3) Monthly term rental 每月租金 | Monthly term rental for each unit is derived from the average of the rental. The properties are vacant in both years. 各單位之每月租金為平均租金。該等物業於該兩個年度內均為空置。 | | The higher the monthly term rental, the higher the fair value. 每月租金越高，公平價值越高。 |
| | (4) Reversionary rental 復歸租金 | Reversionary rental for each unit is compared with direct market comparables and taking into account of location and other individual factor, the range of average reversionary rental is from RMB28 to RMB35 (2016: RMB27 to RMB43.5)/sq.m./month. 各單位之復歸租金與直接市場可資比較租金相比，並經考慮物業地點及其他個別因素，平均復歸租金之範圍介乎每月每平方米人民幣28元至人民幣35元(二零一六年：人民幣27元至人民幣43.5元)。 | | The higher the reversionary rental, the higher the fair value. 復歸租金越高，公平價值越高。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|--|--|
| Freehold land located in USA 位於美國之永久業權土地 | Level 3 第三級 | Sales Comparison Approach – Land Analysis, based on market observable transactions of similar pieces of land and adjusts to reflect the location, size, conditions and physical characteristic of the freehold land. 銷售比較法 – 土地分析，以相似土地之市場可觀察交易為基礎並作出調整以反映永久業權土地的位置、規模、條件及物理特性。 | A 30% (2016: 30%) discount is applied to the market observable price/acre of a piece of similar land. 較市場一塊相似土地之可觀察價格/英畝折讓30%(二零一六年：30%)。 | The higher the discount, the lower the fair value. 折讓越高，公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|--------------------------------|--|---|--|
| Commercial properties located in UK 位於英國之商業物業 | Level 3 第三級 | Investment Approach 投資法 | | |
| | | The key inputs are 主要輸入數據 | | |
| | | (1) Term yield 年期收益率 | Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the building, of 5% (2016: Nil). 年期收益率為5%(二零一六年:無),經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映樓宇狀況。 | The higher the term yield, the lower the fair value. 年期收益率越高,公平價值越低。 |
| | | (2) Reversionary yield 復歸收益率 | Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the risk associated with the future rental, of 5.59% (2016: Nil). 復歸收益率為5.59%(二零一六年:無),經考慮可資比較物業之市場平均售價及市場平均租金產生之收益率並作出調整以反映未來租金之相關風險。 | The higher the reversionary yield, the lower the fair value. 復歸收益率越高,公平價值越低。 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

17. INVESTMENT PROPERTIES (CONT'D)

17. 投資物業(續)

| Investment properties held by the Group in the consolidated statement of financial position 於綜合財務狀況表之本集團所持投資物業 | Fair value hierarchy 公平價值等級 | Valuation technique(s) and key input(s) 估值方法及主要輸入數據 | Significant unobservable input(s) 重大不可觀察輸入數據 | Relationship of unobservable inputs to fair value (Note) 不可觀察輸入數據與公平價值之關係(註解) |
|---|---------------------------------|--|--|--|
| Commercial properties located in UK (Cont'd) 位於英國之商業物業(續) | | The key inputs are (Cont'd) 主要輸入數據(續) | | |
| | (3) Monthly term rental 每月租金 | (3) Monthly term rental 每月租金 | Monthly term rental is derived from the average of the rental as stated in the existing rental agreements with an average of GBP71,251 (2016: Nil)/month. 每月租金為現有租賃協議所載平均租金，平均為每月71,251英鎊(二零一六年：無)。 | The higher the monthly term rental, the higher the fair value. 每月租金越高，公平價值越高。 |
| | (4) Reversionary rental 復歸租金 | (4) Reversionary rental 復歸租金 | Reversionary rental is compared with direct market comparables and taking into account of location and other individual factor, the average reversionary rental is GBP103,290 (2016: Nil)/month. 復歸租金與直接市場可資比較租金相比，並經考慮物業地點及其他個別因素，平均復歸租金為每月103,290英鎊(二零一六年：無)。 | The higher the reversionary rental, the higher the fair value. 復歸租金越高，公平價值越高。 |

17. INVESTMENT PROPERTIES (CONT'D)

Note: Except for investment property with carrying value of HK\$nil (2016: HK\$84.0 million), there is no indication that any slight change in the unobservable input would result in a significantly higher or lower fair value measurement.

There were no transfers into or out of level 3 during both years.

At the end of the reporting period, the carrying value of investment properties pledged as security of the Group's bank and other borrowings amounted to HK\$7,745.7 million (2016: HK\$6,761.6 million).

Details of the Group's investment properties and other assets being pledged to secure loans and general banking facilities are set out in note 47.

17. 投資物業(續)

註解：除賬面值為零港元(二零一六年：84.0百萬港元)之投資物業外，概無跡象顯示不可觀察輸入數據的任何較微變動將導致公平價值計量大幅增加或減少。

兩年內，並無轉入或轉出第三級。

於報告期末，本集團就銀行及其他借貸而抵押之投資物業之賬面值為7,745.7百萬港元(二零一六年：6,761.6百萬港元)。

本集團就貸款及一般銀行信貸而抵押之投資物業及其他資產之詳情載於附註47。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

| | | Hotel property 酒店物業 HK\$ Million 百萬港元 | Leasehold land and buildings 租賃土地 及樓宇 HK\$ Million 百萬港元 | Leasehold improvements 租賃樓宇裝修 HK\$ Million 百萬港元 | Furniture, fixtures and equipment 傢俱、 裝置及設備 HK\$ Million 百萬港元 | Motor vehicles and vessels 汽車及汽船 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|--|----------------|---|---|---|---|---|-------------------------------------|
| Cost | 成本 | | | | | | |
| At 1st January, 2016 | 於二零一六年一月一日 | 608.5 | 617.3 | 170.2 | 214.5 | 85.7 | 1,696.2 |
| Exchange adjustments | 匯兌調整 | - | (21.6) | (9.5) | (4.9) | (0.1) | (36.1) |
| Additions | 增加 | - | - | 5.6 | 25.2 | 16.6 | 47.4 |
| Acquisition of subsidiaries | 收購附屬公司 | - | - | 27.6 | 8.3 | - | 35.9 |
| Transferred to investment properties | 轉撥至投資物業 | - | (3.9) | - | - | - | (3.9) |
| Disposal of subsidiaries | 出售附屬公司 | - | - | (0.1) | (0.6) | - | (0.7) |
| Disposals/write-off | 出售/撤銷 | - | - | (1.1) | (8.8) | (1.7) | (11.6) |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 608.5 | 591.8 | 192.7 | 233.7 | 100.5 | 1,727.2 |
| Exchange adjustments | 匯兌調整 | - | 23.5 | 10.7 | 5.1 | 0.2 | 39.5 |
| Additions | 增加 | - | - | 12.8 | 35.8 | 51.8 | 100.4 |
| Disposals/write-off | 出售/撤銷 | - | - | (3.4) | (6.6) | (9.3) | (19.3) |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 608.5 | 615.3 | 212.8 | 268.0 | 143.2 | 1,847.8 |
| Accumulated depreciation and impairment | 累計折舊及減值 | | | | | | |
| At 1st January, 2016 | 於二零一六年一月一日 | 264.6 | 53.4 | 101.9 | 104.6 | 38.7 | 563.2 |
| Exchange adjustments | 匯兌調整 | - | (1.8) | (6.5) | (2.7) | (0.1) | (11.1) |
| Provided for the year | 本年度撥備 | 7.2 | 16.1 | 24.9 | 22.4 | 8.8 | 79.4 |
| Acquisition of subsidiaries | 收購附屬公司 | - | - | 27.4 | 7.5 | - | 34.9 |
| Transferred to investment properties | 轉撥至投資物業 | - | (0.2) | - | - | - | (0.2) |
| Impairment loss reversed | 撥回減值虧損 | (6.1) | - | - | - | - | (6.1) |
| Eliminated on disposal of subsidiaries | 於出售附屬公司時對銷 | - | - | (0.1) | (0.5) | - | (0.6) |
| Eliminated on disposals/write-off | 於出售/撤銷時對銷 | - | - | (1.1) | (7.5) | (1.6) | (10.2) |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 265.7 | 67.5 | 146.5 | 123.8 | 45.8 | 649.3 |
| Exchange adjustments | 匯兌調整 | - | 2.5 | 8.2 | 3.3 | 0.1 | 14.1 |
| Provided for the year | 本年度撥備 | 7.5 | 15.9 | 21.6 | 22.9 | 13.0 | 80.9 |
| Impairment loss recognised | 確認減值虧損 | 0.8 | - | - | - | - | 0.8 |
| Eliminated on disposals/write-off | 於出售/撤銷時對銷 | - | - | (3.4) | (5.1) | (9.0) | (17.5) |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 274.0 | 85.9 | 172.9 | 144.9 | 49.9 | 727.6 |
| Carrying amounts | 賬面值 | | | | | | |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 334.5 | 529.4 | 39.9 | 123.1 | 93.3 | 1,120.2 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 342.8 | 524.3 | 46.2 | 109.9 | 54.7 | 1,077.9 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

18. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**18. 物業、廠房及設備(續)**

The carrying amounts of hotel property and leasehold land and buildings shown above comprise:

上述酒店物業及租賃土地及樓宇之賬面值包括：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|------------------------------|---------|---------------------------------------|---------------------------------------|
| Properties in Hong Kong | 於香港之物業 | 568.0 | 583.0 |
| Properties outside Hong Kong | 香港境外之物業 | 295.9 | 284.1 |
| | | 863.9 | 867.1 |

At the end of reporting period, leasehold land and buildings with carrying value of HK\$21.2 million (2016: HK\$21.7 million) were pledged as security of the Group's bank and other borrowings.

於報告期末，本集團就銀行及其他借貸抵押賬面值為21.2百萬港元(二零一六年：21.7百萬港元)之租賃土地及樓宇。

19. PREPAID LAND LEASE PAYMENTS**19. 預繳地價**

The Group's prepaid land lease payments comprise:

本集團之預繳地價包括：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|-------------------------------------|-------------|---------------------------------------|---------------------------------------|
| Leasehold land outside Hong Kong | 香港境外之租賃土地 | 4.5 | 4.3 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析： | | |
| Non-current assets | 非流動資產 | 4.4 | 4.2 |
| Current assets | 流動資產 | 0.1 | 0.1 |
| | | 4.5 | 4.3 |

20. GOODWILL**20. 商譽**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|-----------------------------|-----------|---------------------------------------|---------------------------------------|
| Cost | 成本 | | |
| At 1st January | 於一月一日 | 134.1 | 124.3 |
| Acquisition of subsidiaries | 收購附屬公司 | - | 9.8 |
| At 31st December | 於十二月三十一日 | 134.1 | 134.1 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

21. INTANGIBLE ASSETS

21. 無形資產

| | | Computer software 電腦軟件 HK\$ Million 百萬港元 | Club memberships 會所會籍 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|----------------|--|---|-------------------------------------|
| Cost | 成本 | | | |
| At 1st January, 2016 | 於二零一六年一月一日 | 12.8 | 8.4 | 21.2 |
| Exchange adjustments | 匯兌調整 | (1.0) | - | (1.0) |
| Additions | 增加 | 5.5 | 1.0 | 6.5 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 17.3 | 9.4 | 26.7 |
| Exchange adjustments | 匯兌調整 | 1.3 | - | 1.3 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 18.6 | 9.4 | 28.0 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | | | |
| At 1st January, 2016 | 於二零一六年一月一日 | 1.6 | 0.9 | 2.5 |
| Amortisation charged for the year | 本年度已扣除之攤銷 | 1.5 | - | 1.5 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 3.1 | 0.9 | 4.0 |
| Exchange adjustments | 匯兌調整 | 0.3 | - | 0.3 |
| Amortisation charged for the year | 本年度已扣除之攤銷 | 1.8 | - | 1.8 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 5.2 | 0.9 | 6.1 |
| Carrying amounts | 賬面值 | | | |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 13.4 | 8.5 | 21.9 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 14.2 | 8.5 | 22.7 |
| Other than the club memberships, which have indefinite useful lives, the intangible assets are amortised on a straight-line basis over the following periods: | | 除會所會籍無固定使用年期外，無形資產於下列期間按直線法攤銷： | | |
| Computer software | 3-5 years | 電腦軟件 | | 3至5年 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

22. IMPAIRMENT TESTING ON GOODWILL**22. 商譽之減值測試**

For impairment testing, goodwill at 31st December, 2017 were allocated to the following cash generating units.

為進行減值測試，於二零一七年十二月三十一日之商譽乃分配至以下現金產生單位。

| | | Goodwill 商譽 | |
|---|--|---------------------------------------|---------------------------------------|
| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
| Consumer finance segment United Asia Finance Limited ("UAF") SHK Finance Limited | 私人財務分部 | | |
| | 亞洲聯合財務有限公司 ("亞洲聯合財務") | 5.9 | 5.9 |
| | 新鴻基財務有限公司 | 2.7 | 2.7 |
| | | 8.6 | 8.6 |
| Investment and finance segment SHK SHK Hong Kong Industries Limited Yu Ming Investment Management Limited | 投資及金融分部 | | |
| | 新鴻基 | 104.9 | 104.9 |
| | 新工投資有限公司 | 9.6 | 9.6 |
| | 禹銘投資管理有限 公司 | 1.2 | 1.2 |
| | | 115.7 | 115.7 |
| Corporate and other operations segment Cautious Base Limited ("Cautious Base") | 企業及其他業務分部 | | |
| | Cautious Base Limited ("Cautious Base") | 9.8 | 9.8 |
| | | 134.1 | 134.1 |

The recoverable amounts of UAF and SHK Finance Limited under the consumer finance segment, SHK, SHK Hong Kong Industries Limited and Yu Ming Investment Management Limited under the investment and finance segment have been determined based on a value-in-use calculation. The calculation uses cash flow projection based on respective financial budgets approved by respective management covering a 1-year period at a discount rate of 11.0% (2016: 11.0%). The recoverable amounts of UAF, SHK Finance Limited, SHK, SHK Hong Kong Industries Limited and Yu Ming Investment Management Limited were determined to be in excess of its net carrying amounts.

於私人財務分部的亞洲聯合財務及新鴻基財務有限公司與於投資及金融分部的新鴻基、新工投資有限公司及禹銘投資管理有限公司的可收回金額均根據使用價值釐定。該計算方法使用以各管理層批准的一年期財政預算按折現率11.0% (二零一六年：11.0%) 折讓為基準的現金流量預測。亞洲聯合財務、新鴻基財務有限公司、新鴻基、新工投資有限公司及禹銘投資管理有限公司的可收回金額經確定為超過其各自之賬面淨值。

The recoverable amount of Cautious Base under the corporate and other operations segment has been determined based on a value-in-use calculation. The calculation uses cash flow projection based on respective financial budgets approved by Cautious Base management covering a 5-year period at a discount rate of 3.3% (2016: 3%). The recoverable amount was determined to be in excess of its net carrying amount.

於企業及其他業務分部的Cautious Base的可收回金額乃根據使用價值釐定。該計算方法使用以Cautious Base管理層批准的五年期財政預算按折現率3.3% (二零一六年：3%) 折讓為基準的現金流量預測。可收回金額經確定為超過其賬面淨值。

Management believes that possible changes in any of the above assumptions would not cause the carrying amounts to exceed their recoverable amounts.

管理層相信，上述任何假設可能出現的改變不會使賬面值超出可收回金額。

for the year ended 31st December, 2017

23. INTERESTS IN ASSOCIATES

截至二零一七年十二月三十一日止年度

23. 於聯營公司之權益

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|----------------|---------------------------------------|---------------------------------------|
| Listed securities (Note (i)) | 上市證券(註解(i)) | 11,915.8 | 10,589.2 |
| Unlisted shares (Note (ii)) | 非上市股份(註解(ii)) | 1,375.3 | 1,096.6 |
| | | 13,291.1 | 11,685.8 |
| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
| Note (i): | 註解(i): | | |
| Listed securities | 上市證券 | | |
| Cost of investment | 投資成本 | 3,997.5 | 3,987.6 |
| Share of post-acquisition reserves | 應佔收購後儲備 | 7,962.1 | 6,641.3 |
| Less: impairment | 減: 減值 | (13.9) | (9.8) |
| | | 11,945.7 | 10,619.1 |
| | | (29.9) | (29.9) |
| Elimination of unrealised profit | 撇銷未變現溢利 | 11,915.8 | 10,589.2 |
| | | 4,503.5 | 3,788.2 |
| Market value of listed securities, at quoted price | 上市證券市值, 按報價 | | |

Management has reviewed the shortfall between the carrying amount of a Hong Kong listed associate, TACI, and the market value of TACI at the end of the reporting period. The management considers that the value in use based on discounted future cash flows of TACI is higher than the carrying amount and the market value of TACI, hence, no impairment needs to be recognised.

On 16th December, 2015, an indirect non wholly-owned subsidiary of the Group entered into the sale and purchase agreement to acquire approximately 23.9% of the total issued share capital of APAC, which is listed on the main board of the Stock Exchange (stock code: 1104), for a consideration of approximately HK\$484.0 million. On 29th February, 2016, the acquisition of APAC was completed as all of the conditions of the sale and purchase agreement were fulfilled. On the same day, APAC became an associate of the Group as the Group has significant influence over the associate. After the acquisition, the Group further acquired an additional 4.54% of the total issued share capital of APAC from the market for a consideration of HK\$47.9 million. In total, the Group held 28.44% of the total issued share capital of APAC as at 31st December, 2016.

管理層已審閱一間於香港上市聯營公司天安的賬面值與天安於報告期末的市值之間的差額。管理層認為，按天安之折現未來現金流計算的使用價值減出售成本較天安之賬面值及市值為高。因此，毋須確認減值。

於二零一五年十二月十六日，本集團之間接非全資附屬公司訂立買賣協議，以收購亞太資源(一間於聯交所主板上市之公司，股份代號：1104)全部已發行股本約23.9%，代價約484.0百萬港元。於二零一六年二月二十九日，買賣協議之所有條件均已達成，收購亞太資源亦告完成。同日，亞太資源成為本集團之一間聯營公司，原因為本集團對其擁有重大影響。於完成收購事項後，本集團於市場上進一步收購亞太資源全部已發行股本的額外4.54%，代價為47.9百萬港元。合併計算，本集團於二零一六年十二月三十一日擁有亞太資源全部已發行股本的28.44%。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

23. INTERESTS IN ASSOCIATES (CONT'D)**23. 於聯營公司之權益(續)**

Note (i): (Cont'd)

註解(i): (續)

During the year, the Group further acquired an additional 0.9% of the total issued share capital of APAC from the market for a consideration of HK\$9.9 million and held 29.34% in total. On 16th November, 2017, APAC announced a cash offer to repurchase shares which was completed on 28th December, 2017. After completion of the share repurchase of APAC, the Group's shareholding in APAC increased from 29.34% to 33.91% and the difference between the Group's share of the net fair value of APAC's identifiable assets and liabilities before and after the change is recognised directly in equity.

年內，本集團以代價9.9百萬港元進一步在市場購入亞太資源全部已發行股本的額外0.9%，並合共持有29.34%。於二零一七年十一月十六日，亞太資源宣佈現金要約以回購股份，已於二零一七年十二月二十八日完成。於完成亞太資源股份回購後，本集團於亞太資源之股權由29.34%增加至33.91%及本集團應佔亞太資源可識別資產及負債淨公平價值於變動前後的差額直接於權益內確認。

Management has reviewed the shortfall between the carrying amount of APAC and the market value of APAC at the end of the reporting period. The management has compared the carrying amount of APAC to the fair value less costs of disposal of APAC, which was based on the market value of APAC's interest in its associate plus its other assets and liabilities, and concluded that there is no need to recognise an impairment allowance. The fair value less costs of disposal has been used by management in the impairment assessment of APAC as it reflects the underlying assets value of APAC.

管理層已審閱亞太資源賬面值與亞太資源於報告期末的市值之間的差額。管理層已將亞太資源賬面值與按亞太資源於其聯營公司之權益的市值加亞太資源其他資產及負債所得之公平價值減出售成本進行比較，結論為毋須確認減值撥備。管理層已採納公平價值減出售成本作為對亞太資源進行減值評估，因為其反映亞太資源相關資產的價值。

| | |
|------------------------------------|---------|
| Note (ii): | 註解(ii): |
| Unlisted shares | 非上市股份 |
| Cost of investment | 投資成本 |
| Share of post-acquisition reserves | 應佔收購後儲備 |
| Less: impairment | 減: 減值 |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 1,861.0 | 1,861.0 |
| | 104.2 | (66.9) |
| | 1,965.2 | 1,794.1 |
| | (589.9) | (697.5) |
| | 1,375.3 | 1,096.6 |

Particulars of the Group's principal associates at 31st December, 2017 are set out in note 53.

本集團於二零一七年十二月三十一日之主要聯營公司詳情載於附註53。

for the year ended 31st December, 2017

23. INTERESTS IN ASSOCIATES (CONT'D)**Summarised consolidated financial information of material associates**

The summarised consolidated financial information of the Group's material associates, TACI and SHKFGL, is set out below.

(i) TACI

The summarised consolidated financial information below represents amounts shown in TACI's consolidated financial statements prepared in accordance with HKFRSs. The results, assets and liabilities of TACI are accounted for using the equity method in these consolidated financial statements (Note).

| | |
|-------------------------|-------|
| Current assets | 流動資產 |
| Non-current assets | 非流動資產 |
| Current liabilities | 流動負債 |
| Non-current liabilities | 非流動負債 |

截至二零一七年十二月三十一日止年度

23. 於聯營公司之權益(續)**重大聯營公司之綜合財務資料概述**

本集團重大聯營公司天安及新鴻基金集團之綜合財務資料概要載列於下文。

(i) 天安

下文之綜合財務資料概要代表於天安的綜合財務報表(根據香港財務報告準則編製)中呈列之金額。天安之業績、資產及負債乃使用權益法於本綜合財務報表中入賬(註解)。

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------|---------------------------------------|---------------------------------------|
| Current assets | 流動資產 | 13,595.5 | 13,875.4 |
| Non-current assets | 非流動資產 | 23,560.9 | 19,816.4 |
| Current liabilities | 流動負債 | (6,096.3) | (6,851.2) |
| Non-current liabilities | 非流動負債 | (6,175.1) | (4,789.2) |
| | | 1,112.9 | 1,894.5 |
| Revenue | 收入 | 1,634.0 | 3,937.7 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 2,092.1 | 5,708.2 |
| Profit for the year | 本年度溢利 | 673.4 | (1,113.2) |
| Other comprehensive income (expenses) for the year | 本年度其他全面收益(費用) | 2,765.5 | 4,595.0 |
| Total comprehensive income for the year | 本年度全面收益總額 | 238.3 | 110.0 |
| Dividends received from TACI during the year | 本年度收取天安的股息 | | |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

23. INTERESTS IN ASSOCIATES (CONT'D)**23. 於聯營公司之權益(續)****Summarised consolidated financial information of material associates (Cont'd)****重大聯營公司之綜合財務資料概述(續)***(i) TACI (Cont'd)**(i) 天安(續)*

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in TACI recognised in the consolidated financial statements:

上述綜合財務資料概要與綜合財務報表中所確認於天安權益之賬面值之對賬：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------|---------------------------------------|---------------------------------------|
| Net assets attributable to owners of TACI | 天安股東應佔資產淨值 | 23,425.3 | 21,513.2 |
| Proportion of the Group's ownership interest in TACI | 本集團於天安之擁有權益比例 | 48.66% | 48.66% |
| Share of net assets of TACI | 應佔天安資產淨值 | 11,398.8 | 10,468.3 |
| Goodwill | 商譽 | 1.8 | 1.8 |
| Adjustment on acquisition of additional interest in TACI | 就收購天安額外權益調整 | (614.0) | (614.0) |
| Unrealised profit adjustments | 未變現溢利調整 | (29.9) | (29.9) |
| Carrying amount of the Group's interest in TACI | 本集團於天安之權益之賬面值 | 10,756.7 | 9,826.2 |

Note: The Group's 48.66% interest in TACI gives the Group 48.66% of the voting rights in TACI. As at 31st December, 2017, the board composition of TACI comprised five executive directors, three non-executive directors and four independent non-executive directors, totalling twelve directors. Of these directors, a non-executive director of TACI is also an executive director of each of the Company and Allied Properties (H.K.) Limited ("APL"), and an executive director of TACI is also an executive director of the Company. China Elite Holdings Limited ("China Elite", a wholly-owned subsidiary of APL that held the 48.66% interest in TACI) has resolved that whilst APL's direct or indirect shareholding in TACI is less than 50%, China Elite will not, without prior public notice required under applicable legislation, exercise its power as a shareholder of TACI to seek to appoint another director to the board of directors of TACI who is or has within the previous twelve months been an employee or a director of China Elite, its holding company or any subsidiary of its holding companies.

註解：本集團於天安之48.66%權益賦予本集團於天安之48.66%投票權。於二零一七年十二月三十一日，天安董事會由五名執行董事、三名非執行董事及四名獨立非執行董事合共十二名董事組成。在該等董事當中，一名天安非執行董事亦為本公司與聯合地產(香港)有限公司(「聯合地產」)各自的執行董事，而天安一名執行董事亦為本公司的執行董事。China Elite Holdings Limited(「China Elite」，聯合地產全資附屬公司，持有天安之48.66%權益)議決，當聯合地產於天安的直接或間接持股權少於50%，則China Elite在未經適用法例知會公眾前，將不會行使其作為天安股東的權力，尋求委任另一名董事加入天安董事會，而該董事於先前十二個月擔任或曾經擔任China Elite、其控股公司或其控股公司任何附屬公司的僱員或董事。

TACI's other three significant shareholders hold a total of 34.12% equity interest as at 31st December, 2017 and were independent third parties from the Group.

於二零一七年十二月三十一日，天安其他三名主要股東合共持有34.12%股權，均為本集團之獨立第三方。

The Group has considered whether TACI is a subsidiary when preparing its consolidated financial statements for the year ended 31st December, 2017 in view of the provisions of HKFRS 10 Consolidated Financial Statements and has concluded that it does not have unilateral ability to direct the relevant activities of TACI based on the above facts and circumstances, and accordingly, the Group continues to account for TACI as an associate.

本集團編製其截至二零一七年十二月三十一日止年度之綜合財務報表時已根據香港財務報告準則第10號「綜合財務報表」之條文考慮天安是否屬於附屬公司，並基於上述事實及情況，認為其沒有單方面之能力可指示天安的相關活動，因此，本集團繼續將天安作為聯營公司入賬。

The principal activities of TACI are property investment and development in the PRC and are strategic to the Group's activities.

天安之主要業務活動為於中國進行物業投資及發展，對本集團業務有策略性影響。

for the year ended 31st December, 2017

23. INTERESTS IN ASSOCIATES (CONT'D)**Summarised consolidated financial information of material associates (Cont'd)***(ii) SHKFGL*

SHKFGL is accounted for using the equity method. The summarised consolidated financial information of the financial performance for the year and financial position at the reporting date represents the amounts included in the consolidated financial statements of SHKFGL adjusted by fair value adjustments made at the time of reclassifying SHKFGL from a subsidiary to an associate.

| | |
|-------------------------|-------|
| Current assets | 流動資產 |
| Non-current assets | 非流動資產 |
| Current liabilities | 流動負債 |
| Non-current liabilities | 非流動負債 |

| | |
|---------------------------------------|-------------|
| Revenue | 收入 |
| Profit for the year | 本年度溢利 |
| Other comprehensive income (expenses) | 其他全面收益 (費用) |
| Total comprehensive income | 全面收益總額 |

The reconciliation of the above summarised financial information to the carrying amount of the interest in SHKFGL is as follows:

| | |
|---|------------------|
| Adjusted net assets of SHKFGL | 新鴻基金集團之經調整資產淨值 |
| Group's effective interest | 本集團之實際權益 |
| Group's share of adjusted net assets | 本集團應佔經調整資產淨值 |
| Goodwill | 商譽 |
| Impairment (note 13) | 減值(附註13) |
| Carrying amount of the Group's interest in SHKFGL | 本集團於新鴻基金集團之權益賬面值 |

截至二零一七年十二月三十一日止年度

23. 於聯營公司之權益(續)**重大聯營公司之綜合財務資料概述(續)***(ii) 新鴻基金集團*

新鴻基金集團使用權益法入賬。綜合財務資料概要為包括在新鴻基金集團綜合財務報表內的全年財務表現及於結算日之財務狀況，並包括於重新分類新鴻基金集團由附屬公司至聯營公司時所作之公平價值調整。

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|-------------------------|---------------------------------------|---------------------------------------|
| Current assets | 11,995.9 | 7,192.1 |
| Non-current assets | 1,827.7 | 1,534.2 |
| Current liabilities | (5,805.9) | (3,904.0) |
| Non-current liabilities | (4,521.3) | (1,400.6) |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---------------------------------------|---------------------------------------|---------------------------------------|
| Revenue | 1,328.2 | 979.6 |
| Profit for the year | 127.5 | 87.5 |
| Other comprehensive income (expenses) | 11.8 | (16.3) |
| Total comprehensive income | 139.3 | 71.2 |

上述財務資料概要與於新鴻基金集團之權益賬面值之對賬如下：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|---------------------------------------|---------------------------------------|
| Adjusted net assets of SHKFGL | 3,496.4 | 3,421.7 |
| Group's effective interest | 30% | 30% |
| Group's share of adjusted net assets | 1,048.9 | 1,026.5 |
| Goodwill | 607.7 | 607.7 |
| Impairment (note 13) | (572.6) | (680.2) |
| Carrying amount of the Group's interest in SHKFGL | 1,084.0 | 954.0 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

23. INTERESTS IN ASSOCIATES (CONT'D)**23. 於聯營公司之權益(續)****Aggregate financial information of associates that are not individually material**

The aggregate financial information of associates that are not individually material is set out below.

單獨不屬重大之聯營公司的財務資料總匯

單獨不屬重大之聯營公司的財務資料總匯載列如下。

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|--------------------|---------------------------------------|---------------------------------------|
| The Group's share of profit for the year | 本集團應佔本年度溢利 | 238.5 | 94.1 |
| The Group's share of other comprehensive income for the year | 本集團應佔本年度其他全面收益 | 77.8 | 16.7 |
| The Group's share of total comprehensive income for the year | 本集團應佔本年度全面收益總額 | 316.3 | 110.8 |
| Aggregate carrying amount of the Group's interests in these associates | 本集團於該等聯營公司之權益之賬面總值 | 1,450.4 | 905.6 |

The Group has unrecognised share of losses of associates as follows:

本集團之未確認應佔聯營公司虧損如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-----------|---------------------------------------|---------------------------------------|
| The unrecognised share of losses for the year | 年內未確認應佔虧損 | (0.7) | (0.1) |
| Cumulative share of unrecognised losses | 累計應佔未確認虧損 | (26.0) | (25.3) |

For the year ended 31st December, 2017

24. INTERESTS IN JOINT VENTURES

| | |
|------------------------------------|---------|
| Unlisted shares | 非上市股份 |
| Cost of investment | 投資成本 |
| Share of post-acquisition reserves | 應佔收購後儲備 |
| Elimination of unrealised profit | 撇銷未變現溢利 |

Particulars of the Group's principal joint venture at 31st December, 2017 are set out in note 54.

Summarised consolidated financial information of material joint venture

The summarised consolidated financial information in respect of the Group's material joint venture, Allied Kajima Limited ("AKL"), is set out below. The summarised consolidated financial information represents amount shown in AKL's consolidated financial statements prepared in accordance with HKFRSs. The results, assets and liabilities of AKL are accounted for using the equity method in these consolidated financial statements.

| | |
|--|---------------|
| Current assets | 流動資產 |
| Non-current assets | 非流動資產 |
| Current liabilities | 流動負債 |
| Non-current liabilities | 非流動負債 |
| The above amounts of these assets include the following: | 以上資產款項包括以下項目： |
| Cash and cash equivalents | 現金及現金等價物 |

| | |
|---|----------------|
| Revenue | 收入 |
| Profit for the year | 本年度溢利 |
| Other comprehensive income (expenses) for the year | 本年度其他全面收益(費用) |
| Total comprehensive income for the year | 本年度全面收益總額 |
| The above profit for the year includes the following: | 上述本年度溢利包括下列各項： |
| Depreciation | 折舊 |
| Interest income | 利息收入 |
| Interest expenses | 利息費用 |
| Taxation | 稅項 |

截至二零一七年十二月三十一日止年度

24. 於合營公司之權益

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|------------------------------------|---------------------------------------|---------------------------------------|
| Unlisted shares | 249.0 | 249.0 |
| Cost of investment | 2,948.2 | 2,206.6 |
| Share of post-acquisition reserves | 3,197.2 | 2,455.6 |
| Elimination of unrealised profit | (33.5) | (33.5) |
| | 3,163.7 | 2,422.1 |

本集團於二零一七年十二月三十一日的主要合營公司詳情載於附註54。

重大合營公司之綜合財務資料概述

本集團重大合營公司Allied Kajima Limited ("AKL")的綜合財務資料概要載於下文。綜合財務資料概要代表於AKL的綜合財務報表(根據香港財務報告準則編製)中呈列之金額。AKL之業績、資產及負債乃使用權益法於本綜合財務報表中入賬。

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| Current assets | 283.5 | 176.6 |
| Non-current assets | 6,355.0 | 5,115.8 |
| Current liabilities | (292.2) | (297.8) |
| Non-current liabilities | (512.2) | (537.5) |
| The above amounts of these assets include the following: | 180.8 | 86.4 |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|---------------------------------------|---------------------------------------|
| Revenue | 692.1 | 676.9 |
| Profit for the year | 1,376.2 | 498.5 |
| Other comprehensive income (expenses) for the year | 0.7 | (4.7) |
| Total comprehensive income for the year | 1,376.9 | 493.8 |
| The above profit for the year includes the following: | 57.1 | 56.4 |
| Depreciation | 0.3 | 1.1 |
| Interest income | 9.3 | 11.4 |
| Interest expenses | 39.3 | 32.4 |
| Taxation | | |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

24. INTERESTS IN JOINT VENTURES (CONT'D)**24. 於合營公司之權益(續)****Summarised consolidated financial information of material joint venture (Cont'd)**

Reconciliation of the above summarised consolidated financial information to the carrying amount of the interest in AKL recognised in the consolidated financial statements:

| | |
|---|----------------|
| Net assets of AKL | AKL之資產淨值 |
| Proportion of the Group's ownership interest in AKL | 本集團於AKL之擁有權益比例 |
| Share of net assets of AKL | 應佔AKL資產淨值 |
| Goodwill | 商譽 |
| Unrealised profit adjustments | 未變現溢利調整 |
| Carrying amount of the Group's interest in AKL | 本集團於AKL權益之賬面值 |

重大合營公司之綜合財務資料概述(續)

上述綜合財務資料概要與綜合財務報表中所確認於AKL權益之賬面值之對賬：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 5,834.1 | 4,457.1 |
| | 50% | 50% |
| | 2,917.0 | 2,228.5 |
| | 0.1 | 0.1 |
| | (33.5) | (33.5) |
| | 2,883.6 | 2,195.1 |

Aggregate financial information of joint ventures that are not individually material

The aggregate financial information of joint ventures that are not individually material is set out below.

單獨不屬重大之合營公司的財務資料總匯

單獨不屬重大之合營公司的財務資料總匯載列如下。

| | |
|---|--------------------|
| The Group's share of loss for the year | 本集團應佔本年度虧損 |
| The Group's share of other comprehensive income (expenses) for the year | 本集團應佔本年度其他全面收益(費用) |
| The Group's share of total comprehensive expenses for the year | 本集團應佔本年度全面費用總額 |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | (28.7) | (55.3) |
| | 2.2 | (1.5) |
| | (26.5) | (56.8) |

For the year ended 31st December, 2017

25. FINANCIAL ASSETS AND LIABILITIES

The following tables provide an analysis of financial assets and liabilities of the Group that are measured at cost less impairment and at fair value subsequent to initial recognition.

截至二零一七年十二月三十一日止年度

25. 金融資產及負債

本集團金融資產及負債按成本扣除減值計量及於首次確認後按公平價值計量，其分析載於下表。

| | | 2017 二零一七年 | | | | |
|--|-----------------|--|--|--|-----------------------------------|----------------------|
| | | Fair value 公平價值 | | | Cost less impairment 成本扣除減值 | Total 總計 |
| | | Level 1 第一級 HK\$ Million 百萬港元 | Level 2 第二級 HK\$ Million 百萬港元 | Level 3 第三級 HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| Available-for-sale financial assets | 可供出售金融資產 | | | | | |
| Equity securities listed in Hong Kong | 香港上市之股本證券 | 83.1 | - | - | - | 83.1 |
| Equity securities listed outside Hong Kong | 香港以外地區上市之股本證券 | 213.8 | - | - | - | 213.8 |
| Unlisted overseas equity securities | 非上市海外股本證券 | - | - | 41.4 | 52.9 | 94.3 |
| Unlisted overseas investment funds | 非上市海外投資基金 | - | 173.3 | - | 30.5 | 203.8 |
| Debt securities | 債務證券 | | | | | |
| Listed in Hong Kong | 香港上市 | - | 8.7 | - | - | 8.7 |
| Listed outside Hong Kong | 香港以外地區上市 | - | 17.3 | - | - | 17.3 |
| Unlisted debt securities | 非上市債務證券 | - | 86.6 | - | - | 86.6 |
| | | 296.9 | 285.9 | 41.4 | 83.4 | 707.6 |
| Analysed for reporting purposes as: | 為呈報目的分析為： | | | | | |
| Non-current assets | 非流動資產 | | | | | 621.0 |
| Current assets | 流動資產 | | | | | 86.6 |
| | | | | | | 707.6 |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

| | | 2017 二零一七年 | | | | |
|--|--------------------------|----------------------|----------------------|----------------------|-----------------------------------|----------------------|
| | | Fair value 公平價值 | | | Cost less impairment 成本扣除減值 | Total 總計 |
| | | Level 1 第一級 | Level 2 第二級 | Level 3 第三級 | | |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | | | | | |
| Held for trading investments | 持作交易投資 | | | | | |
| Equity linked notes | 股本掛鈎票據 | - | - | 33.5 | - | 33.5 |
| Equity securities listed in Hong Kong | 香港上市之股本證券 | 1,185.8 | - | - | - | 1,185.8 |
| Equity securities listed outside Hong Kong | 香港以外地區上市之股本證券 | 893.7 | - | - | - | 893.7 |
| Exchange-traded funds listed in Hong Kong | 香港上市之交易所買賣基金 | 3.6 | - | - | - | 3.6 |
| Over the counter equity derivatives | 場外股本衍生工具 | - | - | 0.7 | - | 0.7 |
| Forward currency contract | 遠期貨幣合約 | - | 15.2 | - | - | 15.2 |
| Unlisted currency options | 非上市貨幣期權 | - | 3.1 | - | - | 3.1 |
| Unlisted put right for shares in an associate | 非上市之一間聯營公司股份認沽權 | - | - | 1,053.0 | - | 1,053.0 |
| Unlisted call option for club memberships | 非上市之會所會籍認購期權 | - | - | 10.9 | - | 10.9 |
| Unlisted call option for shares listed outside Hong Kong | 香港以外地區上市股份之非上市認購期權 | - | - | 10.9 | - | 10.9 |
| Contracts for difference | 差價合約 | - | 8.6 | - | - | 8.6 |
| Unlisted bonds issued by listed companies | 上市公司發行之非上市債券 | - | 18.2 | - | - | 18.2 |
| Unlisted bonds issued by unlisted companies | 非上市公司發行之非上市債券 | - | 1,000.9 | - | - | 1,000.9 |
| Listed bonds and notes issued by unlisted companies | 非上市公司發行之上市債券及票據 | - | 302.0 | - | - | 302.0 |
| Listed bonds issued by listed companies | 上市公司發行之上市債券 | - | 2,172.3 | - | - | 2,172.3 |
| | | 2,083.1 | 3,520.3 | 1,109.0 | - | 6,712.4 |
| Investments designated as at fair value through profit or loss | 指定為透過損益賬按公平價值處理之投資 | | | | | |
| Unlisted convertible preferred and ordinary shares issued by an unlisted company | 一間非上市公司發行之非上市可換股優先及普通股 | - | 117.3 | - | - | 117.3 |
| Unlisted convertible preferred shares issued by an unlisted company | 一間非上市公司發行之非上市可換股優先股 | - | - | 17.1 | - | 17.1 |
| Unlisted convertible bonds issued by unlisted companies | 非上市公司發行之非上市可換股債券 | - | - | 21.0 | - | 21.0 |
| Unlisted overseas equity securities with a put right for shares | 含股份認沽權之非上市海外股本證券 | - | - | 811.5 | - | 811.5 |
| Unlisted overseas investment funds | 非上市海外投資基金 | - | 167.2 | 4,302.2 | - | 4,469.4 |
| | | - | 284.5 | 5,151.8 | - | 5,436.3 |
| | | 2,083.1 | 3,804.8 | 6,260.8 | - | 12,148.7 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析: | | | | | |
| Non-current assets | 非流動資產 | | | | | 5,067.2 |
| Current assets | 流動資產 | | | | | 7,081.5 |
| | | | | | | 12,148.7 |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

| | | 2016 二零一六年 | | | | |
|---|---------------------------|----------------------|----------------------|----------------------|-----------------------------------|----------------------|
| | | Fair value 公平價值 | | | Cost less impairment 成本扣除減值 | Total 總計 |
| | | Level 1 第一級 | Level 2 第二級 | Level 3 第三級 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | | | | | |
| Held for trading investments | 持作交易投資 | | | | | |
| Equity linked notes | 股本掛鈎票據 | - | - | 17.7 | - | 17.7 |
| Equity securities listed in Hong Kong | 香港上市之股本證券 | 1,031.2 | - | - | - | 1,031.2 |
| Equity securities listed outside Hong Kong | 香港以外地區上市之股本證券 | 345.0 | - | - | - | 345.0 |
| Exchange-traded funds listed in Hong Kong | 香港上市之交易所買賣基金 | 139.3 | - | - | - | 139.3 |
| Over the counter equity derivatives | 場外股本衍生工具 | - | - | 0.4 | - | 0.4 |
| Over the counter currency derivatives | 場外貨幣衍生工具 | - | - | 0.1 | - | 0.1 |
| Forward currency contract | 遠期貨幣合約 | - | 52.9 | - | - | 52.9 |
| Warrants listed outside Hong Kong | 香港以外地區上市之認股權證 | 0.7 | - | - | - | 0.7 |
| Unlisted overseas options | 非上市海外期權 | - | 1.4 | - | - | 1.4 |
| Unlisted put right for shares in an associate | 非上市之一間聯營公司股份認沽權 | - | - | 1,052.0 | - | 1,052.0 |
| Unlisted call option for club memberships | 非上市之會所會籍認購期權 | - | - | 8.3 | - | 8.3 |
| Unlisted call option for shares listed outside Hong Kong | 香港以外地區上市股份之非上市認購期權 | - | - | 12.4 | - | 12.4 |
| Contracts for difference | 差價合約 | - | 22.3 | - | - | 22.3 |
| Unlisted bonds issued by listed companies | 上市公司發行之非上市債券 | - | 386.9 | - | - | 386.9 |
| Listed bonds issued by listed companies | 上市公司發行之上市債券 | - | 668.6 | - | - | 668.6 |
| | | 1,516.2 | 1,132.1 | 1,090.9 | - | 3,739.2 |
| Investments designated as at fair value through profit or loss | 指定為透過損益賬按公平價值處理之投資 | | | | | |
| Unlisted convertible bonds issued by an unlisted company | 一間非上市公司發行之非上市可換股債券 | - | - | 3.9 | - | 3.9 |
| Unlisted overseas equity securities with a put right for shares | 含股份認沽權之非上市海外股本證券 | - | - | 826.1 | - | 826.1 |
| Unlisted overseas investment funds | 非上市海外投資基金 | - | - | 2,871.6 | - | 2,871.6 |
| | | - | - | 3,701.6 | - | 3,701.6 |
| | | 1,516.2 | 1,132.1 | 4,792.5 | - | 7,440.8 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析: | | | | | |
| Non-current assets | 非流動資產 | | | | | 3,650.6 |
| Current assets | 流動資產 | | | | | 3,790.2 |
| | | | | | | 7,440.8 |

For the year ended 31st December, 2017

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零一七年十二月三十一日止年度

25. 金融資產及負債(續)

| | | 2016 二零一六年 | | | | |
|---|--------------------------|----------------------|----------------------|----------------------|-----------------------------------|----------------------|
| | | Fair value 公平價值 | | | Cost less impairment 成本扣除減值 | Total 總計 |
| | | Level 1 第一級 | Level 2 第二級 | Level 3 第三級 | | |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | | | | | |
| Held for trading | 持作交易用途 | | | | | |
| Call options embedded in bonds and notes | 嵌入債券及票據之可提早贖回期權 | - | 10.5 | - | - | 10.5 |
| Futures and options listed outside Hong Kong | 香港以外地區上市之期貨及期權 | 2.2 | - | - | - | 2.2 |
| Unlisted overseas options | 非上市海外期權 | - | 0.3 | - | - | 0.3 |
| Over the counter equity derivatives | 場外股本衍生工具 | - | - | 2.9 | - | 2.9 |
| Over the counter currency derivatives | 場外貨幣衍生工具 | - | - | 1.9 | - | 1.9 |
| Stock borrowings | 借入股票 | - | 75.7 | - | - | 75.7 |
| Contracts for difference | 差價合約 | - | 27.5 | - | - | 27.5 |
| Foreign currency contracts | 貨幣期貨 | - | 4.8 | - | - | 4.8 |
| Analysed for reporting purposes as current liabilities | 為呈報目的分析為流動負債 | 2.2 | 118.8 | 4.8 | - | 125.8 |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

Available-for-sale financial assets are intended to be held for a continuing strategic or long-term purpose. Due to insufficient market information and a wide range of possible fair values as input to measure the fair value reliably, some of the unlisted equity investments are carried at cost less impairment.

可供出售金融資產擬持作持續策略或長期用途。由於並無足夠市場資料及有大範圍可能公平價值的輸入數據從而可靠地計算公平價值，某些非上市股本投資按成本扣除減值入賬。

On the basis of its analysis of the nature, characteristics and risks of the equity securities, the Group has determined that presenting them by nature and type of issuers is appropriate.

基於股本證券之性質、特點及風險分析，本集團釐定以發行人性質及類別呈列實屬適宜。

Fair values are grouped from level 1 to 3 based on the degree to which the fair values are observable.

公平價值按其可觀察度分類為一至三級。

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

第一級公平價值計量按相同的資產或負債於活躍市場的報價(無調整)計算。

Level 2 fair value measurements are those derived from input other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

第二級公平價值計量乃除第一級計入之報價外，就資產或負債可直接(即價格)或間接(即自價格衍生)觀察輸入數據得出。

Level 3 fair value measurements are those derived from valuation techniques that include input for the assets or liabilities that are not based on observable market data.

第三級公平價值計量乃計入並非根據可觀察市場數據之資產或負債之估值方法得出。

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where level 1 inputs are not available, the Group engages external valuers to perform the valuation for certain complex or material financial assets and liabilities. The valuation working group works closely with the external valuers to establish the appropriate valuation techniques and inputs to the valuation model for those complex or material financial assets and liabilities. For those less complex or not material financial assets and liabilities, the Group establishes appropriate valuation techniques internally to perform the valuation. The valuation working group also analyses changes in fair value measurements from period to period.

在估計公平價值時，本集團使用可獲得的市場可觀察數據。倘並無第一級輸入數據，本集團委聘外部估值師就若干複雜或重大金融資產及負債進行估值。估值工作小組與外部估值師緊密合作，為該等複雜或重大金融資產及負債的估值模型建立合適之估值技術及輸入數據。就複雜程度或並不重大之金融資產及負債而言，本集團內部建立合適之估值技術以進行估值。估值工作小組亦按期分析公平價值計量之變動。

Unlisted overseas investment funds included in available-for-sale financial assets under level 2 are measured at fair value at the end of the reporting period. Based on the relevant agreements, the Group can require the relevant investment manager to redeem the units at net asset value by giving a written redemption notice. The fair value of the unlisted overseas investment funds are provided by the relevant investment managers.

計入可供出售金融資產中有第二級別非上市海外投資基金以報告期末之公平價值計量。根據相關之協議，本集團可發出一個書面的贖回通知要求相關投資經理以資產淨值贖回單位。非上市海外投資基金之公平價值由相關之投資經理提供。

For the year ended 31st December, 2017

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

Included in available-for-sale financial assets, there are debt securities under level 2, the debt element of which is recognised at fair value at date of initial recognition and subsequent measurement with fair value change at each reporting date recognised directly in equity until the instrument is sold. As at 31st December, 2017, the fair value of the debt element is approximately HK\$112.6 million (2016: HK\$287.4 million) which was calculated based on the present value of contractually determined stream of future cash flows discounted at the required yield, which was determined with reference to instruments of similar terms. The effective interest rates of the debt element at 31st December, 2017 ranging from 3.19% to 6.81% (2016: ranging from 5.63% to 10.83%). The fair values of the debt element have been determined by a firm of independent professional valuers, Greater China Appraisal Limited ("GCA").

The option element of debt securities under available-for-sale financial assets was classified as "call options embedded in bonds and notes" under the financial assets or liabilities at fair value through profit or loss and grouped under level 2. This derivative element is recognised at fair value at initial recognition and subsequent measurement with fair value change at each reporting date recognised in profit or loss. As at 31st December, 2017 and 2016, Hull-White Term Structure Model is used for valuation of derivative element of certain perpetual bonds and guaranteed notes. Significant inputs into the model were mean reverting rate ranging from 0.00 to 0.01 (2016: 0.00 to 0.04), default intensity ranging from 1.08% to 5.20% (2016: ranging from 3.80% to 8.70%) and short rate volatility of 0.01 (2016: 0.01).

The fair values of bonds and notes under level 2 at the reporting date were derived from quoted prices from pricing services. The fair value of stock borrowings, forward currency contract and contracts for difference under level 2 at the reporting date were derived from observable market prices of the underlying financial assets or liabilities.

The fair values of level 3 financial assets and liabilities are mainly derived from an unobservable range of data. In estimating the fair value of a financial asset or a financial liability under level 3, the Group engages external valuers or establishes appropriate valuation techniques internally to perform the valuation which are reviewed by the relevant management of the group companies.

截至二零一七年十二月三十一日止年度

25. 金融資產及負債(續)

計入可供出售金融資產中有第二級別債務證券，其債務部分於初始確認日按公平價值確認及隨後按每個結算日之公平價值變動計量直接於權益中確認，直至該工具售出。於二零一七年十二月三十一日，債務部分之公平價值約為112.6百萬港元(二零一六年：287.4百萬港元)，金額乃按所要求之收益率折現根據合約釐定之未來現金流量之現值而計算，要求之收益率乃參照相若條款之工具釐定。債務部分於二零一七年十二月三十一日之實際利率介乎3.19%至6.81%(二零一六年：介乎5.63%至10.83%)。債務部分公平價值乃由獨立專業估值師漢華評值有限公司(「漢華評值」)釐定。

可供出售金融資產下的債務證券期權部份，乃分類為透過損益賬按公平價值處理之金融資產或負債之「嵌入債券及票據之可提早贖回期權」並歸類為第二級。衍生工具部份於初始確認時按公平價值確認，隨後按各結算日之公平價值變動計量於損益中確認。於二零一七年及二零一六年十二月三十一日，對若干永續債券及擔保票據的衍生工具部份採用了Hull-White有期架構模型進行估值。該模型之重大輸入數據為均值回復率介乎0.00至0.01(二零一六年：介乎0.00至0.04)、違約強度介乎1.08%至5.20%(二零一六年：介乎3.80%至8.70%)及短期利率波動性0.01(二零一六年：0.01)。

於結算日，屬第二級之債券及票據之公平價值乃源自定價服務所報之價格。於結算日，屬第二級之借入股票、遠期貨幣合約及差價合約之公平價值乃源自相關金融資產或負債之可觀察市場價格。

第三級金融資產及負債之公平價值主要以所牽涉無法觀察之數據系列計算。於估計第三級金融資產或金融負債之公平價值時，本集團委聘外部估值師或由內部設立合適之估值方法以進行估值，並由集團公司之相關管理層審閱。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

The following table provides further information regarding the valuation of material financial assets under level 3.

下表提供有關第三級重大金融資產估值之進一步資料。

| | 2017 二零一七年 | | |
|--|---|----------------------------------|--|
| | Valuation technique 估值方法 | Unobservable inputs 不可觀察輸入數據 | Input values 輸入數據值 |
| | | | Fair value 公平價值 HK\$ Million 百萬港元 |
| Held for trading investments | | | |
| 持作交易投資 | | | |
| Equity linked notes 股本掛鈎票據 | Monte Carlo Simulation model 蒙地卡羅模擬模式 | Equity growth rate 權益增長率 | -0.44-0.86% |
| | | Volatility 波幅 | 2.12-6.71% |
| | | Risk free rate 無風險利率 | 1.23% |
| Unlisted put right for shares in an associate 非上市之一間聯營公司股份認沽權 | Option model 期權模型 | Volatility 波幅 | 31.0% |
| | | Risk free rate 無風險利率 | 1.0% |
| | | Equity growth rate 權益增長率 | 0.5% |
| | | Estimated equity value 權益價值估值 | HK\$1,084.0 million 1,084.0百萬港元 |
| Financial assets designated as at fair value through profit or loss | | | |
| 指定為透過損益賬按公平價值處理之 金融資產 | | | |
| Unlisted overseas equity securities with a put right for shares 含股份認沽權之非上市海外股本證券 | Market comparable approach and option model 市場比較法及期權模型 | Price to book ratio 市賬比率 | 1.06x |
| | | Volatility 波幅 | 5.1% |
| | | Discount rate 折現率 | 2.1% |
| | | Equity growth rate 權益增長率 | 0.1% |
| Unlisted overseas investment funds 非上市海外投資基金 | Net asset value* 資產淨值* | n/a 不適用 | n/a 不適用 |
| | | | 4,302.2 |

For the year ended 31st December, 2017

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零一七年十二月三十一日止年度

25. 金融資產及負債(續)

| | Valuation technique 估值方法 | 2016 二零一六年 | | Fair value 公平價值 HK\$ Million 百萬港元 |
|--|---|----------------------------------|--------------------------------|--|
| | | Unobservable inputs 不可觀察輸入數據 | Input values 輸入數據值 | |
| Held for trading investments 持作交易投資 | | | | |
| Equity linked notes 股本掛鈎票據 | Monte Carlo Simulation model 蒙地卡羅模擬模式 | Equity growth rate 權益增長率 | -0.07-0.34% | 17.7 |
| | | Volatility 波幅 | 2.21-4.36% | |
| | | Risk free rate 無風險利率 | 0.57% | |
| Unlisted put right for shares in an associate 非上市之一間聯營公司股份認沽權 | Option model 期權模型 | Volatility 波幅 | 41.8% | 1,052.0 |
| | | Risk free rate 無風險利率 | 0.9% | |
| | | Equity growth rate 權益增長率 | 1.1% | |
| | | Estimated equity value 權益價值估值 | HK\$954.0 million 954.0百萬港元 | |
| Financial assets designated as at fair value through profit or loss 指定為透過損益賬按公平價值 處理之金融資產 | | | | |
| Unlisted overseas equity securities with a put right for shares 含股份認沽權之非上市海外股本證券 | Market comparable approach and option model 市場比較法及期權模型 | Price to book ratio 市賬比率 | 1.23x | 826.1 |
| | | Volatility 波幅 | 5.5% | |
| | | Discount rate 折現率 | 1.9% | |
| | | Equity growth rate 權益增長率 | 1.5% | |
| Unlisted overseas investment funds 非上市海外投資基金 | Net asset value* 資產淨值* | n/a 不適用 | n/a 不適用 | 2,871.6 |

* The Group has determined that the reported net asset values represent fair value of the unlisted overseas investment funds.

* 本集團釐定，報告資產淨值指非上市海外投資基金之公平價值。

The management believes that possible changes in the input values would not cause significant change in fair value of the financial assets and liabilities under level 3.

管理層相信，輸入數據值之潛在變動不會對第三級金融資產及負債之公平價值造成重大變動。

There has been no change in the valuation technique during the year.

於本年度採用的估值方法沒有改變。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

The reconciliation of financial assets and liabilities under level 3 fair value measurements is as follows:

第三級公平價值計量下之金融資產及負債對賬如下：

| | | 2017 二零一七年 | | | | | | |
|---|----------------------|--|----------------------|----------------------|----------------------|---|--|--|
| | | Recognised gains or losses 已確認收益或虧損 | | | | Balance at 31st December 於十二月 三十一日 之結餘 | Unrealised gain or loss for the year 年內 未變現收益 或虧損 | |
| Balance at 1st January 於一月一日 之結餘 | Profit or loss 損益 | Other comprehensive income 其他 全面收益 | Purchase 購買 | Disposal 出售 | | | | |
| HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | |
| Available-for-sale financial assets 可供出售金融資產 | | | | | | | | |
| Unlisted overseas equity securities 非上市海外股本證券 | | (0.8) | - | - | - | 41.4 | - | |
| Held for trading investments 持作交易投資 | | | | | | | | |
| Equity linked notes 股本掛鈎票據 | (3.1) | - | 87.2 | (68.3) | | 33.5 | (4.0) | |
| Over the counter equity derivatives 場外股本衍生工具 | 0.3 | - | - | - | | 0.7 | 0.3 | |
| Over the counter currency derivatives 場外貨幣衍生工具 | (0.1) | - | - | - | | - | (0.1) | |
| Unlisted put right for shares in an associate 非上市之一間聯營公司 股份認沽權 | 1.0 | - | - | - | | 1,053.0 | 1.0 | |
| Unlisted call option for club memberships 非上市之會所會籍認購期權 | 2.6 | - | - | - | | 10.9 | 2.6 | |
| Unlisted call option for shares listed outside Hong Kong 香港以外地區上市股份之 非上市認購期權 | (0.3) | - | - | (1.2) | | 10.9 | (0.3) | |
| Investments designated as at fair value 指定為按公平價值處理之投資 | | | | | | | | |
| Unlisted convertible preferred shares issued by an unlisted company 一間非上市公司發行之 非上市可換股優先股 | 0.1 | - | 17.0 | - | | 17.1 | 0.1 | |
| Unlisted convertible bonds issued by unlisted companies 非上市公司發行之非上市 可換股債券 | 0.1 | - | 17.0 | - | | 21.0 | 0.1 | |
| Unlisted overseas equity securities with a put right for shares 含股份認沽權之非上市 海外股本證券 | (14.6) | - | - | - | | 811.5 | (14.6) | |
| Unlisted overseas investment funds 非上市海外投資基金 | 922.7 | - | 666.5 | (158.6) | | 4,302.2 | 900.5 | |
| Financial liabilities held for trading 持作交易用途之金融負債 | | | | | | | | |
| Over the counter equity derivatives 場外股本衍生工具 | (5.9) | - | - | - | | (8.8) | (5.9) | |
| Over the counter currency derivatives 場外貨幣衍生工具 | 1.9 | - | - | - | | - | 1.9 | |

For the year ended 31st December, 2017

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

截至二零一七年十二月三十一日止年度

25. 金融資產及負債(續)

| | | 2016 二零一六年 | | | | | | Balance at 31st December 於十二月 三十一日 之結餘 | Unrealised gain or loss for the year 年內 未變現收益 或虧損 |
|--|-------------------------|--|----------------------|--|---------------------|---------------------|---------------------|---|--|
| | | Recognised gains or losses 已確認收益或虧損 | | | | | | | |
| Balance at 1st January 於一月一日 之結餘 | | Transfer 結轉 | Profit or loss 損益 | Other comprehensive income 其他 全面收益 | Purchase 購買 | Disposal 出售 | HK\$ Million 百萬元 | HK\$ Million 百萬元 | |
| HK\$ Million 百萬元 | | HK\$ Million 百萬元 | HK\$ Million 百萬元 | HK\$ Million 百萬元 | HK\$ Million 百萬元 | HK\$ Million 百萬元 | HK\$ Million 百萬元 | HK\$ Million 百萬元 | |
| Available-for-sale financial assets | 可供出售金融資產 | | | | | | | | |
| Unlisted overseas equity securities | 非上市海外股本證券 | 39.7 | - | - | 2.5 | - | - | 42.2 | - |
| Held for trading investments | 持作交易投資 | | | | | | | | |
| Equity linked notes | 股本掛鈞票據 | - | - | (0.9) | - | 18.6 | - | 17.7 | (0.9) |
| Over the counter equity derivatives | 場外股本衍生工具 | 0.7 | - | (0.3) | - | - | - | 0.4 | (0.3) |
| Over the counter currency derivatives | 場外貨幣衍生工具 | 0.1 | - | - | - | - | - | 0.1 | - |
| Unlisted put right for shares in an associate | 非上市之一間聯營公司 股份認沽權 | 707.0 | - | 345.0 | - | - | - | 1,052.0 | 345.0 |
| Unlisted call option for club memberships | 非上市之會所會籍認購期權 | 9.3 | - | (1.0) | - | - | - | 8.3 | (1.0) |
| Unlisted call option for shares listed outside Hong Kong | 香港以外地區上市股份之 非上市認購期權 | 25.9 | - | (13.5) | - | - | - | 12.4 | (13.5) |
| Investments designated as at fair value | 指定為按公平價值處理之投資 | | | | | | | | |
| Unlisted convertible preferred shares issued by an unlisted company | 一間非上市公司發行之 非上市可換股優先股 | 267.8 | - | 0.1 | - | - | (267.9) | - | - |
| Unlisted convertible bonds issued by unlisted companies | 非上市公司發行之非上市 可換股債券 | 778.9 | (775.0) | - | - | - | - | 3.9 | - |
| Unlisted overseas equity securities with a put right for shares* | 含股份認沽權之非上市 海外股本證券 | - | 775.0 | 51.1 | - | - | - | 826.1 | 51.1 |
| Unlisted overseas investment funds | 非上市海外投資基金 | 2,286.8 | - | 435.2 | - | 384.8 | (235.2) | 2,871.6 | 426.2 |
| Financial liabilities held for trading | 持作交易用途之金融負債 | | | | | | | | |
| Over the counter equity derivatives | 場外股本衍生工具 | (40.2) | - | 37.3 | - | - | - | (2.9) | 19.6 |
| Over the counter currency derivatives | 場外貨幣衍生工具 | (0.9) | - | (1.0) | - | - | - | (1.9) | (1.0) |

* On 10th December, 2015, the Group entered into a convertible note agreement with an overseas unlisted company ("Issuer") to subscribe a convertible note in an aggregate principal amount of US\$100,000,000 issued by the Issuer, and entered into a subscription and shareholders' agreement with the Issuer and its holding company, in respect of the exercise of the conversion right under the convertible note agreement to subscribe for the Issuer's ordinary shares with a right to put back the ordinary shares to the Issuer. During the year ended 31st December, 2016, the Group exercised the conversion right and the Issuer allotted and issued 100,000,000 shares at US\$1 each, which represented approximately 4.55% of the enlarged issued and paid up share capital of the Issuer. The put right is considered as an embedded derivative. The Group designates the entire unlisted overseas equity securities with a put right for shares as a financial asset at fair value through profit or loss.

* 於二零一五年十二月十日，本集團就認購一間海外非上市公司(「發行人」)發行之本金總額為100,000,000美元的可換股票據與發行人訂立可換股票據協議；並就行使可換股票據協議項下換股權以認購發行人普通股(連帶向發行人回沽普通股的權利)，與發行人及其控股公司訂立認購及股東協議。於截至二零一六年十二月三十一日止年度，本集團行使換股權，據此發行人按每股1美元配發及發行100,000,000股，相當於發行人經擴大及已繳足股本的約4.55%，認沽權被視為一項嵌入式衍生工具。全部含股份認沽權之非上市海外股本證券已被本集團指定為透過損益賬按公平價值處理之金融資產。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

There was no transfer into or transfer out of level 3 in current year. The Group's policy is to recognise transfers into and transfers out of level 3 as of the date of the event or change in circumstances that caused the transfer.

本年度概無轉入或轉出第三級。本集團之政策是當引致轉撥的事件或情況改變時當日確認轉入或轉出第三級。

The carrying amounts of the Group's financial assets at the end of the reporting period were as follows:

本集團金融資產於報告期末之賬面值如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|----------------------|---------------------------------------|---------------------------------------|
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | | |
| – Held for trading investments | – 持作交易投資 | 6,712.4 | 3,739.2 |
| – Investments designated as at fair value through profit or loss | – 指定為透過損益賬按公平價值處理之投資 | 5,436.3 | 3,701.6 |
| | | 12,148.7 | 7,440.8 |
| Loans and receivables under non-current assets | 歸類為非流動資產之貸款及應收款項 | | |
| – Loans and advances to consumer finance customers (note 26) | – 私人財務客戶貸款及墊款(附註26) | 2,322.8 | 2,190.8 |
| – Mortgage loans (note 27) | – 按揭貸款(附註27) | 1,243.1 | 330.4 |
| – Amounts due from associates (note 31) | – 聯營公司欠款(附註31) | 284.8 | 257.4 |
| – Trade and other receivables (note 30) | – 貿易及其他應收款項(附註30) | 505.8 | 507.3 |
| Loans and receivables under current assets | 歸類為流動資產之貸款及應收款項 | | |
| – Short-term pledged bank deposit | – 短期銀行抵押存款 | 1.2 | – |
| – Bank deposits (note 32) | – 銀行存款(附註32) | 787.7 | 1,257.7 |
| – Cash and cash equivalents (note 32) | – 現金及現金等價物(附註32) | 3,330.3 | 6,296.1 |
| – Trade and other receivables (note 30) | – 貿易及其他應收款項(附註30) | 3,175.6 | 2,865.0 |
| – Amounts due from brokers | – 經紀欠款 | 728.7 | 1,059.9 |
| – Loans and advances to consumer finance customers (note 26) | – 私人財務客戶貸款及墊款(附註26) | 6,840.8 | 5,469.5 |
| – Mortgage loans (note 27) | – 按揭貸款(附註27) | 877.3 | 282.7 |
| – Amounts due from associates (note 31) | – 聯營公司欠款(附註31) | 233.8 | 121.0 |
| – Amounts due from joint ventures (note 31) | – 合營公司欠款(附註31) | 9.1 | 11.1 |
| | | 20,341.0 | 20,648.9 |
| Available-for-sale financial assets | 可供出售金融資產 | 707.6 | 631.6 |
| | | 33,197.3 | 28,721.3 |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

The carrying amounts of the Group's financial liabilities at the end of the reporting period were as follows:

| | |
|---|--------------------|
| Financial liabilities measured at amortised cost | 按攤銷成本計算的金融負債 |
| – Bank and other borrowings (note 38) | – 銀行及其他借貸(附註38) |
| – Trade and other payables (note 33) | – 貿易及其他應付款項(附註33) |
| – Financial liabilities for repurchase agreements (note 34) | – 回購協議下之金融負債(附註34) |
| – Amounts due to associates | – 欠聯營公司款項 |
| – Amounts due to joint ventures | – 欠合營公司款項 |
| – Notes issued (note 39) | – 已發行票據(附註39) |

| | |
|--|-------------------|
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 |
| – Held for trading | – 持作交易用途 |

25. 金融資產及負債(續)

本集團金融負債於報告期末之賬面值如下：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 4,525.3 | 5,612.3 |
| | 246.7 | 181.8 |
| | 1,071.0 | – |
| | 7.4 | 7.3 |
| | 0.1 | 0.1 |
| | 7,758.2 | 5,017.8 |
| | 13,608.7 | 10,819.3 |
| | 166.0 | 125.8 |
| | 13,774.7 | 10,945.1 |

Transferred financial assets

The Group enters into transactions in the normal course of business by which it transfers recognised financial assets to third parties. In some cases where these transfers may give rise to full derecognition of the financial assets concerned. In other cases where the Group has retained substantially all the risks and rewards of these assets, the Group continues to recognise the transferred assets.

The Group transfers financial assets that are not derecognised in their entirety primarily through the sale of debt securities with repurchase agreements.

Sales and repurchase agreements are transactions in which the Group sells a debt security and simultaneously agrees to repurchase it (or an asset that is substantially the same) at the agreed date and price. The repurchase prices are fixed and the Group is still exposed to substantially all the credit risks, market risks and rewards of those debt securities sold. These debt securities are not derecognised from the financial statements but regarded as “collateral” for the liabilities because the Group retains substantially all the risks and rewards of these debt securities. The proceeds received on the transfer are recognised as liabilities under “Financial liabilities for repurchase agreements”.

已轉讓金融資產

本集團於正常業務過程中訂立交易，據此將已確認金融資產轉讓予第三方。在若干情況下，該等轉讓可能導致全面終止確認有關金融資產。在其他情況下，倘本集團保留該等資產的絕大部分風險及回報，則本集團繼續確認已轉讓資產。

本集團主要透過出售附有回購協議的債務證券轉讓所有尚未終止確認的金融資產。

出售及回購協議為本集團出售一項證券並同時同意按協定日期及價格回購該債務證券或一項大致相同資產的交易。回購價格為固定，本集團仍須承受該等已出售債務證券的絕大部分信用風險、市場風險及回報。由於本集團保留了該等債務證券的絕大部分風險及回報，故該等債務證券不會於財務報表內終止確認，但被視作負債的「抵押品」。轉移所收取的所得款項於「回購協議下之金融負債」中確認為負債。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

25. FINANCIAL ASSETS AND LIABILITIES (CONT'D)

25. 金融資產及負債(續)

Financial assets and financial liabilities offsetting (Cont'd)

Financial assets and liabilities subject to offsetting, enforceable master netting arrangements and similar agreements:

抵銷金融資產及金融負債(續)

受抵銷、可強制執行總淨結算主協議及類似協議所規限的金融資產及負債如下：

| | | Gross amounts set off in the consolidated statement of financial position | Gross amounts of recognised financial assets and liabilities | Gross amounts set off in the consolidated statement of financial position | Net amounts presented in the consolidated statement of financial position | Related amounts not offset in consolidated statement of financial position | | Net amount |
|---|------------------------------|---|--|---|---|--|----------------------------------|--------------|
| | | | | | | 並無於綜合財務狀況表內抵銷的相關款項 | Cash collateral received/pledged | |
| | | 已確認 | 於綜合財務狀況表內 | 於綜合財務狀況表 | 金融工具 | 已收/已抵押現金 | 已收/已抵押 | 淨額 |
| | | 抵銷總額 | 抵銷總額 | 呈列的淨額 | 金融工具 | 已收/已抵押 | 抵押 | 淨額 |
| | | HK\$ Million | HK\$ Million | HK\$ Million | HK\$ Million | HK\$ Million | HK\$ Million | HK\$ Million |
| | | 百萬港元 | 百萬港元 | 百萬港元 | 百萬港元 | 百萬港元 | 百萬港元 | 百萬港元 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | | | | | | | |
| Type of financial assets | 金融資產類型 | | | | | | | |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | 2,538.9 | - | 2,538.9 | (161.1) | - | - | 2,377.8 |
| Debt securities pledged as collateral for financial liabilities for repurchase agreements (note 34) | 抵押為回購協議下之金融負債之抵押品之債務證券(附註34) | 1,280.2 | - | 1,280.2 | (1,071.0) | - | - | 209.2 |
| | | | | | | | | |
| Type of financial liabilities | 金融負債類型 | | | | | | | |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 161.1 | - | 161.1 | (161.1) | - | - | - |
| Financial liabilities for repurchase agreements | 回購協議下之金融負債 | 1,071.0 | - | 1,071.0 | (1,071.0) | - | - | - |
| | | | | | | | | |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | | | | | | | |
| Type of financial assets | 金融資產類型 | | | | | | | |
| Financial assets at fair value through profit or loss | 透過損益賬按公平價值處理之金融資產 | 1,450.8 | - | 1,450.8 | (3.8) | - | - | 1,447.0 |
| Amounts due from brokers | 經紀欠款 | 1,059.5 | - | 1,059.5 | (111.5) | - | - | 948.0 |
| | | | | | | | | |
| Type of financial liabilities | 金融負債類型 | | | | | | | |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 115.3 | - | 115.3 | (115.3) | - | - | - |

Further details on financial risk management of financial assets and liabilities are disclosed in note 42.

金融資產及負債之金融風險管理進一步詳情載於附註42。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

26. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS**26. 私人財務客戶貸款及墊款**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-------------|---------------------------------------|---------------------------------------|
| Loans and advances to consumer finance customers | 私人財務客戶貸款及墊款 | | |
| Hong Kong | 香港 | 6,544.2 | 6,373.5 |
| Mainland China | 中國內地 | 3,282.7 | 2,193.1 |
| Less: impairment allowance | 減：減值撥備 | (663.3) | (906.3) |
| | | 9,163.6 | 7,660.3 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析： | | |
| Non-current assets | 非流動資產 | 2,322.8 | 2,190.8 |
| Current assets | 流動資產 | 6,840.8 | 5,469.5 |
| | | 9,163.6 | 7,660.3 |

Movements of impairment allowance during the year were as follows:

年內減值撥備之變動如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--------------------------------------|----------|---------------------------------------|---------------------------------------|
| At 1st January | 於一月一日 | (906.3) | (949.0) |
| Exchange adjustments | 匯兌調整 | (17.7) | 23.5 |
| Amounts written off | 撇銷款項 | 700.8 | 1,053.0 |
| Amounts recognised in profit or loss | 於損益確認之款項 | (277.3) | (873.6) |
| Amounts recovered | 收回款項 | (162.8) | (160.2) |
| At 31st December | 於十二月三十一日 | (663.3) | (906.3) |

All the loans and advances bear interest at market interest rates.

所有貸款及墊款均按市場利率計息。

For the year ended 31st December, 2017

26. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

The loans and advances to consumer finance customers have been reviewed by the Consumer Finance division to assess impairment allowances which are based on the evaluation of collectibility, aging analysis of accounts and on management's judgment, including the current creditworthiness and the past collection statistics of individually significant accounts or a portfolio of accounts on a collective basis.

The following is an aging analysis for the loans and advances to consumer finance customers that were past due at the end of the reporting period but not impaired:

| | |
|----------------------------|---------|
| Less than 31 days past due | 逾期少於31日 |
| 31 to 60 days | 31至60日 |
| 61 to 90 days | 61至90日 |
| 91 to 180 days | 91至180日 |
| Over 180 days | 180日以上 |

The loans and advances to consumer finance customers categorised as unsecured and secured, are as follows:

At the reporting date, loans and advances to consumer finance customers consisted of HK\$8,881.3 million unsecured (2016: HK\$7,163.5 million) and HK\$282.3 million secured (2016: HK\$496.8 million). The table below summarises its credit quality (gross balances net of impairment allowances):

| | |
|--|-------------|
| Credit quality | 信貸質素 |
| Neither past due nor individually impaired | 並非逾期或個別減值 |
| Past due or individually impaired | 逾期或個別減值 |

The amount and type of collateral required depend on an assessment of the credit risk of the customer or counterparty.

截至二零一七年十二月三十一日止年度

26. 私人財務客戶貸款及墊款(續)

私人財務客戶貸款及墊款由私人財務部審核，按可收回性評估、賬齡分析及管理層判斷(包括個別大額賬戶或集體賬戶組合之現時信譽及過往收款數據)以評估減值撥備。

以下為於報告期末已逾期但無減值之私人財務客戶貸款及墊款之賬齡分析：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 538.7 | 499.6 |
| | 100.2 | 91.8 |
| | 52.9 | 55.2 |
| | 117.5 | 139.8 |
| | 31.4 | 169.6 |
| | 840.7 | 956.0 |

私人財務客戶貸款及墊款分為無抵押及有抵押，呈列如下：

於結算日，私人財務客戶貸款及墊款包括無抵押貸款8,881.3百萬港元(二零一六年：7,163.5百萬港元)及有抵押貸款282.3百萬港元(二零一六年：496.8百萬港元)。下表概述其信貸質素(總餘額減減值撥備)：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 8,266.4 | 6,686.6 |
| | 897.2 | 973.7 |
| | 9,163.6 | 7,660.3 |

所需抵押款項及類別視乎客戶或交易對手之信貸風險評估情況而定。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

26. LOANS AND ADVANCES TO CONSUMER FINANCE CUSTOMERS (CONT'D)

26. 私人財務客戶貸款及墊款(續)

The main types of collateral and credit enhancement obtained are as follows:

所獲抵押品及信貸增強措施的主要類別如下：

- for personal lending charges over residential properties; and
- for commercial lending, corporate guarantees, charges over real estate properties, pledge of shares or debentures over the borrower's assets.

- 對於個人貸款，以住宅物業質押；及
- 對於商業借貸，以企業擔保、房地產物業抵押、股份抵押或借款人資產債券抵押。

In general, the loans and advances which are granted on a secured basis, are made to the consumer finance customers with sufficient amount of collateral provided by them. Management requests additional collateral as appropriate in accordance with the underlying agreements, and monitors the market value of collateral during its review of the adequacy of the impairment allowance.

一般而言，按擔保基準授出之貸款及墊款，乃供給可提供充足抵押品之私人財務客戶。管理層會於適當時要求根據相關協議作出額外抵押，並於檢討減值撥備是否足夠時，監察抵押品的市值。

Estimate of fair value of collateral is based on the valuation techniques commonly used for the corresponding assets at the time of borrowing.

估計抵押品公平價值乃於借款時採用一般適用於相應資產之常用估值方法而釐定。

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to reduce or repay the outstanding loan balances. In general, the Group does not retain repossessed properties for business purpose.

本集團的方針是有序地變賣沒收物業。所得款項用作降低或償還未償還貸款結餘。一般而言，本集團不會保留沒收物業作業務用途。

In respect of the secured loans and advances to customers with the carrying amount of HK\$266.6 million (2016: HK\$419.7 million), the fair values of the collaterals of such loans and advances can be objectively ascertained to cover the outstanding amount of the loan balances.

就賬面值為266.6百萬港元(二零一六年：419.7百萬港元)之有抵押客戶貸款及墊款而言，相關貸款及墊款之抵押品之公平價值可客觀確定為足以結付貸款結餘之未償還金額。

The carrying amounts of the loans and advances to consumer finance customers approximate their fair values.

私人財務客戶貸款及墊款之賬面值與其公平價值相若。

For the year ended 31st December, 2017

27. MORTGAGE LOANS

截至二零一七年十二月三十一日止年度

27. 按揭貸款

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|-------------------------------------|-------------|---------------------------------------|---------------------------------------|
| Mortgage loans | 按揭貸款 | | |
| Hong Kong | 香港 | 2,125.4 | 616.3 |
| Less: impairment allowance | 減：減值撥備 | (5.0) | (3.2) |
| | | 2,120.4 | 613.1 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析： | | |
| Non-current assets | 非流動資產 | 1,243.1 | 330.4 |
| Current assets | 流動資產 | 877.3 | 282.7 |
| | | 2,120.4 | 613.1 |

Movements of impairment allowance during the year were as follows:

年內減值撥備之變動如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--------------------------------------|----------|---------------------------------------|---------------------------------------|
| At 1st January | 於一月一日 | (3.2) | (1.2) |
| Amounts written off | 撇銷款項 | 1.4 | 1.0 |
| Amounts recognised in profit or loss | 於損益確認之款項 | (3.2) | (3.0) |
| At 31st December | 於十二月三十一日 | (5.0) | (3.2) |

The mortgage loans bear interest at market interest rates.

按揭貸款按市場利率計息。

The mortgage loans have been reviewed by the mortgage loans division to assess impairment allowances in two aspects which are based on the evaluation of collectibility, aging analysis of accounts and on management's judgment, including the current creditworthiness and the past collection statistics of individually significant accounts or a portfolio of accounts on a collective basis.

按揭貸款由按揭貸款部審核，包括個別大額賬戶或集體賬戶組合之現時信譽及過往收款數據兩方面按可收回性評估、賬齡分析及管理層判斷以評估減值撥備。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

27. MORTGAGE LOANS (CONT'D)**27. 按揭貸款(續)**

The following is an aging analysis for the mortgage loans that were past due at the end of the reporting period but not impaired:

以下為於報告期末已逾期但無減值之按揭貸款之賬齡分析：

| | 逾期少於31日 |
|----------------------------|---------|
| Less than 31 days past due | 逾期少於31日 |
| 31 to 60 days | 31至60日 |
| 61 to 90 days | 61至90日 |
| 91 to 180 days | 91至180日 |
| Over 180 days | 180日以上 |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 218.0 | 20.0 |
| | 6.5 | 37.9 |
| | 4.1 | 3.0 |
| | – | 0.1 |
| | 8.8 | – |
| | 237.4 | 61.0 |

The mortgage loans categorised as unsecured and secured, are as follows:

按揭貸款分為無抵押及有抵押，呈列如下：

At the reporting date, mortgage loans consisted of HK\$230.1 million unsecured (2016: HK\$224.8 million) and HK\$1,890.3 million secured (2016: HK\$388.3 million). The table below summarises its credit quality (gross balances net of impairment allowances):

於結算日，按揭貸款包括無抵押貸款230.1百萬港元(二零一六年：224.8百萬港元)及有抵押貸款1,890.3百萬港元(二零一六年：388.3百萬港元)。下表概述其信貸質素(總餘額減減值撥備)：

| | 信貸質素 |
|--|-----------|
| Neither past due nor individually impaired | 並非逾期或個別減值 |
| Past due or individually impaired | 逾期或個別減值 |

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 1,827.5 | 552.1 |
| | 292.9 | 61.0 |
| | 2,120.4 | 613.1 |

The amount and type of collateral required depend on an assessment of the credit risk of the customer.

所需抵押款項及類別視乎客戶之信貸風險評估情況而定。

For the year ended 31st December, 2017

27. MORTGAGE LOANS (CONT'D)

The main types of collateral and credit enhancement obtained are as follows:

- for personal lending, mortgages over residential properties; and
- for commercial lending, charges over real estate properties.

In general, the mortgage loans which are granted on a secured basis with sufficient amount of collateral provided by them. Management requests additional collateral as appropriate in accordance with the underlying agreements, and monitors the market value of collateral during its review of the adequacy of the impairment allowance.

Estimate of fair value of collateral is based on the valuation techniques commonly used for the corresponding assets at the time of borrowing.

It is the Group's policy to dispose of repossessed properties in an orderly fashion. The proceeds are used to reduce or repay the outstanding loan balances. In general, the Group does not retain repossessed properties for business purposes.

In respect of the secured mortgage loans to mortgage loans customers with the carrying amount of HK\$1,890.3 million (2016: HK\$388.3 million), the fair values of the collaterals of such mortgage loans can be objectively ascertained to cover the outstanding amount of the loan balances.

The unsecured mortgage loans include second mortgage loans in respect of which the Group are not entitled to the first charge of relevant mortgage properties. The management consider that the second mortgage loans are classified as unsecured loans due to the impediment in repossession of the mortgage properties and the practical difficulties to ascertain the residual collateral value after claim by first mortgagee.

The carrying amounts of the mortgage loans approximate their fair values.

The Group's mortgage loans carried an average interest rate of 10.15% (2016: 12.03%).

截至二零一七年十二月三十一日止年度

27. 按揭貸款(續)

所獲抵押品及信貸增強措施的主要類別如下：

- 對於個人貸款，以住宅物業按揭；及
- 對於商業借貸，以房地產物業抵押。

一般而言，以抵押基準授出的按揭貸款是提供給具有足夠金額的抵押品客戶。管理層會於適當時要求根據相關協議作出額外抵押，並於檢討減值撥備是否足夠時，監察抵押品的市值。

估計抵押品公平價值乃於借款時採用一般適用於相應資產之常用估值方法而釐定。

本集團的方針是有序地變賣沒收物業。所得款項用作降低或償還未償還貸款結餘。一般而言，本集團不會保留沒收物業作業用途。

就給予按揭貸款客戶之賬面值為1,890.3百萬港元(二零一六年：388.3百萬港元)之有抵押按揭貸款而言，該按揭貸款之抵押品之公平價值可客觀確定為足以結付貸款結餘之未償還金額。

無抵押之按揭貸款包括二按貸款，當中本集團無權取得相關按揭物業的第一押記。管理層認為二按貸款須分類為無抵押貸款，因為收回按揭物業存在困難，及在第一押記承押人索償後實際情況下難以確定餘下抵押價值。

按揭貸款之賬面值與其公平價值相若。

本集團按揭貸款之平均利率為10.15%(二零一六年：12.03%)。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

28. DEFERRED TAX

The following are the major deferred tax assets and liabilities of the Group recognised and movements thereon during the current and prior years:

28. 遞延稅項

本集團於本年度及過往年度中確認的主要遞延稅項資產及負債以及相關變動如下：

| | | Accelerated tax depreciation 加速 稅務折舊 HK\$ Million 百萬港元 | Revaluation of assets 資產重估 HK\$ Million 百萬港元 | Provisions and impairment 撥備及減值 HK\$ Million 百萬港元 | Unrealised gain 未變現收益 HK\$ Million 百萬港元 | Undistributed earnings and others 未分派 盈利及其他 HK\$ Million 百萬港元 | Tax losses 稅項虧損 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|-----------------|--|---|--|---|---|--|-------------------------------------|
| At 1st January, 2016 | 於二零一六年一月一日 | 241.5 | 35.7 | (635.4) | 68.7 | 2.7 | (83.5) | (370.3) |
| Exchange adjustments | 匯兌調整 | - | (0.6) | 37.6 | (4.0) | - | 0.6 | 33.6 |
| Disposal of subsidiaries and joint venture | 出售附屬公司及 合營公司 | - | (3.0) | - | - | - | - | (3.0) |
| Recognised in profit or loss | 於損益確認 | 11.6 | 9.1 | (130.3) | (9.4) | (2.7) | 1.0 | (120.7) |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 253.1 | 41.2 | (728.1) | 55.3 | - | (81.9) | (460.4) |
| Exchange adjustments | 匯兌調整 | - | 0.7 | (41.9) | 4.8 | - | (0.8) | (37.2) |
| Recognised in profit or loss | 於損益確認 | 8.9 | (2.1) | 39.4 | (4.0) | (0.2) | (8.6) | 33.4 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 262.0 | 39.8 | (730.6) | 56.1 | (0.2) | (91.3) | (464.2) |

For reporting purposes, certain deferred tax assets and liabilities have been offset in the underlying subsidiaries. The following is the analysis of the deferred tax balances of the Group for financial reporting purposes:

就報告目的而言，若干遞延稅項資產及負債已於相關附屬公司抵銷。以下為本集團就財務報告所作的遞延稅項結餘分析：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--------------------------|--------|---------------------------------------|---------------------------------------|
| Deferred tax liabilities | 遞延稅項負債 | 185.4 | 192.1 |
| Deferred tax assets | 遞延稅項資產 | (649.6) | (652.5) |
| | | (464.2) | (460.4) |

At the end of the reporting period, the Group had unrecognised deductible temporary differences of HK\$5.1 million (2016: HK\$5.2 million) and estimated unused tax losses of HK\$1,749.9 million (2016: HK\$1,993.7 million) available to offset against future assessable profits. A deferred tax asset has been recognised in respect of HK\$526.7 million (2016: HK\$473.5 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,223.2 million (2016: HK\$1,520.2 million) of losses due to the unpredictability of future assessable profit streams. The unrecognised tax losses included a sum of HK\$11.2 million that will expire during 2019 to 2022 (2016: HK\$1.5 million will expire during 2018 to 2021).

於報告期末，本集團之未確認可扣稅臨時差額為5.1百萬港元(二零一六年：5.2百萬港元)及可抵銷未來應課稅溢利之估計未動用稅項虧損1,749.9百萬港元(二零一六年：1,993.7百萬港元)。其中就526.7百萬港元(二零一六年：473.5百萬港元)之上述虧損確認遞延稅項資產。因未能確定未來應課稅溢利流，故並無確認餘下1,223.2百萬港元(二零一六年：1,520.2百萬港元)虧損之遞延稅項資產。未確認稅項虧損包括將於二零一九年至二零二二年內到期之款項11.2百萬港元(二零一六年：二零一八年至二零二一年內到期之款項1.5百萬港元)。

For the year ended 31st December, 2017

28. DEFERRED TAX (CONT'D)

Under the Law of PRC on Enterprise Income Tax, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1st January, 2008 onwards. Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$1,026.5 million at the end of the reporting period (2016: HK\$788.1 million). The taxable temporary differences have not been recognised as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

There were no other significant temporary differences that are not recognised arising during the year or at the end of the reporting period.

29. PROPERTIES HELD FOR SALE AND OTHER INVENTORIES

| | |
|-------------------------|--------|
| Properties in Hong Kong | 於香港之物業 |
| Other inventories | 其他存貨 |

All the properties held for sale are stated at the lower of cost and net realisable value.

In 2017, the use of certain of the Group's properties previously held for sale with a carrying amount of HK\$44.1 million (2016: Nil) was changed, evidenced by the properties being rented out under operating leases during the year and were therefore reclassified as investment properties.

At 31st December, 2016, the Group changed the purpose of the freehold property outside Hong Kong, being a property in USA, with a carrying amount of HK\$135.1 million from the purpose of held for sale to the purpose of held for capital appreciation or rental earning or both and was therefore reclassified as an investment property.

At 31st December, 2016, the carrying value of properties held for sale pledged as security of the Group's bank and other borrowings amounted to HK\$44.1 million.

截至二零一七年十二月三十一日止年度

28. 遞延稅項(續)

根據中國企業所得稅法，自二零零八年一月一日起，須就中國附屬公司所得溢利所宣派的股息繳納預扣稅。於報告期末，並無就中國附屬公司的累計溢利應佔臨時差額1,026.5百萬港元(二零一六年：788.1百萬港元)於綜合財務報表中計提遞延稅項撥備。由於本集團可控制撥回臨時差額之時間，而臨時差額可能將不會在可見將來撥回，因此並無確認應課稅臨時差額。

年內或於報告期末，並無其他未確認之重大臨時差額。

29. 待出售物業及其他存貨

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | - | 44.1 |
| | 0.2 | 0.3 |
| | 0.2 | 44.4 |

所有待出售物業按成本與可變現淨值兩者中較低者入賬。

於二零一七年，若干本集團之前賬面值為44.1百萬港元(二零一六年：無)之待出售物業之用途已變更，有關物業已於該年內按經營租約租出，並因此已重新分類為投資物業。

於二零一六年十二月三十一日，本集團將香港境外之永久業權物業(即一項賬面值為135.1百萬港元之位於美國之物業)的用途由待出售變更為持作資本增值或租金盈利或兩者均有，並因此已重新分類為投資物業。

於二零一六年十二月三十一日，賬面值44.1百萬港元之待出售物業已抵押，作為本集團銀行及其他借貸之抵押品。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

30. TRADE AND OTHER RECEIVABLES

30. 貿易及其他應收款項

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-----------------------|---------------------------------------|---------------------------------------|
| Secured term loans | 有抵押定期貸款 | 2,223.4 | 2,671.9 |
| Unsecured term loans | 無抵押定期貸款 | 1,322.2 | 393.5 |
| Less: impairment allowance | 減：減值撥備 | (87.3) | (0.4) |
| | | 3,458.3 | 3,065.0 |
| Trade receivables—accounts receivable from customers | 應收貿易賬款—來自 客戶之應收款項 | 48.5 | 36.8 |
| Less: impairment allowance | 減：減值撥備 | (1.1) | (0.4) |
| | | 47.4 | 36.4 |
| Guarantee and consultancy fee receivables | 應收保證費及顧問費 | 0.5 | 1.5 |
| Payments on behalf of customers* | 代客戶付款* | 6.3 | 59.4 |
| Less: impairment allowance | 減：減值撥備 | (6.6) | (56.1) |
| | | 0.2 | 4.8 |
| Notes | 票據 | — | 147.4 |
| Other receivables | 其他應收款項 | | |
| Deposits | 按金 | 58.8 | 53.8 |
| Others | 其他 | 116.7 | 64.9 |
| | | 175.5 | 118.7 |
| Trade and other receivables at amortised cost | 按攤銷成本列賬之貿易及 其他應收款項 | 3,681.4 | 3,372.3 |
| Prepayments | 預付款項 | 36.1 | 46.3 |
| | | 3,717.5 | 3,418.6 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析： | | |
| Non-current assets | 非流動資產 | 505.8 | 507.3 |
| Current assets | 流動資產 | 3,211.7 | 2,911.3 |
| | | 3,717.5 | 3,418.6 |

* Payments on behalf of customers represented payments made by the Group to reimburse the beneficiaries of the guarantees (“Holders”) for losses the Holders incurred because the customers failed to make payments when due in accordance with the term of the corresponding debt instruments.

* 代客戶付款指由於客戶未能按照相應債務工具之期限於到期時支付款項，本集團付款以向擔保之受益人(「持有人」)償付持有人由此產生之損失。

For the year ended 31st December, 2017

30. TRADE AND OTHER RECEIVABLES (CONT'D)

The following is an aged analysis of trade and other receivables based on the date of invoice/contract note at the reporting date:

| | |
|---|-----------------------|
| Less than 31 days | 少於31日 |
| 31 to 60 days | 31至60日 |
| 61 to 90 days | 61至90日 |
| 91 to 180 days | 91至180日 |
| Over 180 days | 180日以上 |
| Term loans and trade and other receivables without aging* | 並無賬齡之有期貸款以及貿易及其他應收款項* |
| Less: impairment allowances | 減：減值撥備 |
| Trade and other receivables at amortised cost | 按攤銷成本列賬之貿易及其他應收款項 |

* No aging analysis is disclosed for term loans financing, as, in the opinion of the management, the aging analysis does not give additional value in view of the nature of the term loans financing business.

截至二零一七年十二月三十一日止年度

30. 貿易及其他應收款項(續)

以下為於結算日之貿易及其他應收款項根據發票/合約單據日期作出之賬齡分析：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 27.7 | 36.3 |
| | 10.6 | 7.9 |
| | 6.5 | 6.2 |
| | 4.0 | 1.4 |
| | 0.8 | 7.9 |
| | 49.6 | 59.7 |
| | 3,726.8 | 3,369.5 |
| | (95.0) | (56.9) |
| | 3,681.4 | 3,372.3 |

* 管理層認為，鑒於有期貸款融資的業務性質，賬齡分析意義不大，因此並無披露有期貸款融資之賬齡分析。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

30. TRADE AND OTHER RECEIVABLES (CONT'D)**30. 貿易及其他應收款項(續)**

The gross amount of impaired receivables at the reporting date and the movement of impairment allowances during the year were as follows:

於結算日有減值應收款項總額及年內減值撥備之變動如下：

| | | Term loans 有期貨款 HK\$ Million 百萬港元 | Trade receivables 應收貿易賬款 HK\$ Million 百萬港元 | Other receivables 其他應收款項 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|----------------------|--|--|--|-------------------------------------|
| At 31st December, 2017 | 於二零一七年十二月三十一日 | | | | |
| Gross amount of impaired receivables | 有減值應收款項總額 | 125.1 | 2.9 | 6.8 | 134.8 |
| Individually assessed impairment allowances | 個別評估減值撥備 | | | | |
| Balance brought forward | 結存承上 | (0.4) | (0.4) | (56.1) | (56.9) |
| Exchange adjustments | 匯兌調整 | - | - | (2.0) | (2.0) |
| Amounts written off | 撇銷款項 | - | - | 71.5 | 71.5 |
| Amounts recognised in profit or loss | 於損益確認之款項 | (86.9) | (0.7) | (20.0) | (107.6) |
| Balance carried forward | 結存轉下 | (87.3) | (1.1) | (6.6) | (95.0) |
| Net carrying amount of impaired receivables | 已減值應收款項之賬面淨值 | 37.8 | 1.8 | 0.2 | 39.8 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | | | | |
| Gross amount of impaired receivables | 有減值應收款項總額 | 2.0 | 1.8 | 60.9 | 64.7 |
| Individually assessed impairment allowances | 個別評估減值撥備 | | | | |
| Balance brought forward | 結存承上 | (95.9) | (2.7) | (17.0) | (115.6) |
| Exchange adjustments | 匯兌調整 | - | 0.2 | 3.1 | 3.3 |
| Amounts written off | 撇銷款項 | 59.7 | - | 12.7 | 72.4 |
| Amounts recognised in profit or loss | 於損益確認之款項 | 35.8 | 2.1 | (54.9) | (17.0) |
| Balance carried forward | 結存轉下 | (0.4) | (0.4) | (56.1) | (56.9) |
| Net carrying amount of impaired receivables | 已減值應收款項之賬面淨值 | 1.6 | 1.4 | 4.8 | 7.8 |

For the year ended 31st December, 2017

30. TRADE AND OTHER RECEIVABLES (CONT'D)

Impairment loss on trade receivables, term loans and other receivables is recognised in profit or loss after review by the management of the relevant group companies, based on the latest status of trade receivables, term loans and other receivables, and the latest announced or available information about the underlying collateral held.

The following is an aged analysis of the trade and other receivables that were past due at the end of the reporting period but not impaired:

| | |
|-------------------|---------|
| Less than 31 days | 少於31日 |
| 31 to 60 days | 31至60日 |
| 61 to 90 days | 61至90日 |
| 91 to 180 days | 91至180日 |
| Over 180 days | 180日以上 |

The carrying amounts of the trade and other receivables at amortised cost approximate their fair values.

Further details on financial risk management of trade and other receivables are disclosed in note 42.

截至二零一七年十二月三十一日止年度

30. 貿易及其他應收款項(續)

經相關集團公司之管理層審視應收貿易賬款、有期貸款及其他應收款項的情況後(根據應收貿易賬項、有期貸款及其他應收款項的最新情況及最新公佈或得到的有關抵押品的資料)之減值虧損於損益中確認。

以下為於報告期末之已逾期但無減值之貿易及其他應收款項之賬齡分析：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 13.5 | 10.6 |
| | 5.3 | 5.2 |
| | 3.0 | 3.7 |
| | 0.4 | 2.2 |
| | - | 0.1 |
| | 22.2 | 21.8 |

按攤銷成本列賬之貿易及其他應收款項的賬面值與其公平價值相若。

貿易及其他應收款項之金融風險管理之進一步詳情載於附註42。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

31. AMOUNTS DUE FROM ASSOCIATES AND JOINT VENTURES**31. 聯營公司及合營公司欠款****(i) Amounts due from associates****(i) 聯營公司欠款**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|----------------|---------------------------------------|---------------------------------------|
| Advances | 墊款 | 535.7 | 395.5 |
| Less: impairment allowance | 減：減值撥備 | (17.1) | (17.1) |
| | | 518.6 | 378.4 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析： | | |
| Non-current assets | 非流動資產 | 284.8 | 257.4 |
| Current assets | 流動資產 | 233.8 | 121.0 |
| | | 518.6 | 378.4 |
| Gross amount of impaired advances to associates | 聯營公司有減值墊款總額 | 17.3 | 17.3 |
| Individually assessed impairment allowances | 個別評估減值撥備 | | |
| At 1st January and 31st December | 於一月一日及於十二月三十一日 | (17.1) | (17.1) |
| Net carrying amount of impaired advances to associates | 聯營公司已減值墊款賬面淨值 | 0.2 | 0.2 |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

31. AMOUNTS DUE FROM ASSOCIATES AND JOINT VENTURES (CONT'D)**(ii) Amounts due from joint ventures**

| | |
|--|---------------|
| Advances | 墊款 |
| Less: impairment allowance | 減：減值撥備 |
| Analysed for reporting purposes as current assets | 為呈報目的分析為流動資產 |
| Gross amount of impaired advances to joint ventures | 合營公司有減值墊款總額 |
| Individually assessed impairment allowances | 個別評估減值撥備 |
| At 1st January | 於一月一日 |
| Amounts recognised in profit or loss | 於損益確認之款項 |
| Disposal of amounts due from joint ventures | 出售合營公司欠款 |
| At 31st December | 於十二月三十一日 |
| Net carrying amount of impaired advances to joint ventures | 合營公司已減值墊款賬面淨值 |

The impairment is recognised when there is objective evidence of impairment (such as unsustainable operating loss) after the Group's evaluation of the collectibility of amounts due from associates and joint ventures.

Further details of amounts due from associates and joint ventures are disclosed in note 48.

31. 聯營公司及合營公司欠款(續)**(ii) 合營公司欠款**

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 9.1 | 11.1 |
| | - | - |
| | 9.1 | 11.1 |
| | - | - |
| | - | (39.0) |
| | - | (1.0) |
| | - | 40.0 |
| | - | - |
| | - | - |

本集團僅會在評估聯營公司及合營公司欠款之可收回度並發現有客觀證據(例如持續經營虧損)顯示有減值時方會確認減值。

聯營公司及合營公司欠款之進一步詳情載於附註48。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

32. BANK DEPOSITS, CASH AND CASH EQUIVALENTS**32. 銀行存款、現金及現金等價物**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-----------------------|---------------------------------------|---------------------------------------|
| Bank balances and cash | 銀行結餘及現金 | 2,023.1 | 2,585.6 |
| Fixed deposits with banks with a term within 3 months | 於三個月內到期之 銀行定期存款 | 1,307.2 | 3,710.5 |
| Cash and cash equivalents | 現金及現金等價物 | 3,330.3 | 6,296.1 |
| Fixed deposits with banks with a term between 4 to 12 months | 於四至十二個月內到期之 銀行定期存款 | 787.7 | 1,257.7 |
| | | 4,118.0 | 7,553.8 |

The carrying amounts of bank deposits, cash and cash equivalents approximate their fair values.

銀行存款、現金及現金等價物之賬面值與其公平價值相若。

Further details on financial risk management of bank deposits, cash and cash equivalents are disclosed in note 42.

銀行存款、現金及現金等價物之金融風險管理之進一步詳情載於附註42。

33. TRADE AND OTHER PAYABLES**33. 貿易及其他應付款項**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-----------------------|---------------------------------------|---------------------------------------|
| Accounts payable to customers | 應付客戶賬款 | 5.5 | 4.8 |
| Deposit received | 已收按金 | 2.0 | 2.0 |
| Other accounts payable | 其他應付賬款 | 239.2 | 175.0 |
| Trade and other payables at amortised cost | 按攤銷成本列賬之貿易及 其他應付款項 | 246.7 | 181.8 |
| Accrued staff costs and other accrued expenses | 應付員工成本及 其他應計費用 | 216.7 | 195.1 |
| | | 463.4 | 376.9 |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

33. TRADE AND OTHER PAYABLES (CONT'D)

The following is an aged analysis of the trade and other payables based on the date of invoice/contract note at the reporting date:

| | |
|---------------------------------------|--------------|
| Less than 31 days/repayable on demand | 少於31日／於要求時償還 |
| 31 to 60 days | 31至60日 |
| 61 to 90 days | 61至90日 |
| 91 to 180 days | 91至180日 |
| Over 180 days | 180日以上 |

| | |
|--|---------------------------|
| Accrued staff costs, other accrued expenses and other payables without aging | 並無賬齡之應付員工成本、其他應計費用及其他應付款項 |
|--|---------------------------|

以下為於結算日之貿易及其他應付款項根據發票／合約單據日期作出之賬齡分析：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 46.7 | 43.1 |
| | 8.8 | 9.4 |
| | 9.2 | 8.5 |
| | - | 1.8 |
| | 0.1 | 0.9 |
| | 64.8 | 63.7 |
| | 398.6 | 313.2 |
| | 463.4 | 376.9 |

The carrying amounts of the trade and other payables at amortised cost approximate their fair values.

按攤銷成本列賬之貿易及其他應付款項賬面值與其公平價值相若。

34. FINANCIAL LIABILITIES FOR REPURCHASE AGREEMENTS

Analysed by collateral type:
Debt instruments classified as:
Financial assets at fair value through profit or loss

按抵押品類型分析：
債務工具分類為：
透過損益賬按公平價值處理之金融資產

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 1,071.0 | - |

As at 31st December, 2017, debt instruments which are classified as financial assets at fair value through profit or loss with carrying amount of HK\$1,280.2 million (2016: Nil) were sold under repurchase agreements with other financial institutions. All repurchase agreements are due within 12 months from the end of the reporting period. Details of the arrangement are set out in note 25.

34. 回購協議下之金融負債

於二零一七年十二月三十一日，分類為透過損益賬按公平價值處理之金融資產之賬面值為1,280.2百萬港元(二零一六年：無)之債務工具已根據與其他財務機構之回購協議出售。所有回購協議均於報告期末起計12個月內到期。該安排詳情載於附註25。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

35. SHARE CAPITAL

35. 股本

| | | Number of shares 股份數目 | Value 價值 HK\$ Million 百萬港元 |
|---|-----------------------------|-----------------------------|-------------------------------------|
| Issued and fully paid: | 已發行及繳足： | | |
| At 1st January, 2016 | 於二零一六年一月一日 | 178,252,118 | 2,221.7 |
| Shares repurchased and cancelled | 購回及註銷股份 | (1,432,000) | - |
| At 31st December, 2016 and 1st 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 | 176,820,118 | 2,221.7 |
| Shares repurchased and cancelled | 購回及註銷股份 | (1,066,000) | - |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | <u>175,754,118</u> | <u>2,221.7</u> |

During the year, the Company repurchased 1,066,000 shares (2016: 1,432,000 shares) of the Company through purchases on the Stock Exchange at an aggregate consideration of HK\$52.5 million (2016: HK\$57.3 million). All the shares were cancelled after the repurchases.

Further details of the repurchase of shares are disclosed in the section "Purchase, Sale or Redemption of Shares" in the Director's Report of this annual report.

年內，本公司於聯交所購回1,066,000股(二零一六年：1,432,000股)自身股份，總代價約為52.5百萬港元(二零一六年：57.3百萬港元)。所有股份已於購回後已註銷。

有關購回股份的進一步詳情載於本年報董事會報告「購回、出售或贖回股份」一節。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

36. ANALYSIS OF OTHER COMPREHENSIVE INCOME (EXPENSES)**36. 其他全面收益(費用)之分析**

| | Attributable to owners of the Company 本公司股東應佔 | | | | | Non-controlling interests 非控股權益 | Total 總額 HK\$ Million 百萬港元 |
|--|--|--|--|--|--|--|-------------------------------------|
| | Property revaluation reserve 物業 重估儲備 HK\$ Million 百萬港元 | Investment revaluation reserve 投資 重估儲備 HK\$ Million 百萬港元 | Translation reserve 匯兌儲備 HK\$ Million 百萬港元 | Capital and other reserves 資本及 其他儲備 HK\$ Million 百萬港元 | Accumulated profits 累計溢利 HK\$ Million 百萬港元 | Share of net assets of subsidiaries 應佔附屬公司 淨資產 | |
| | | | | | | HK\$ Million 百萬港元 | |
| For the year ended 31st December, 2017 | 截至二零一七年十二月 三十一日止年度 | | | | | | |
| Available-for-sale financial assets | - | 38.5 | - | - | - | 6.2 | 44.7 |
| Exchange differences arising on translation of foreign operations | - | - | 120.2 | - | - | 345.4 | 465.6 |
| Share of other comprehensive income of associates | 1.1 | 23.5 | 280.4 | - | - | 103.1 | 408.1 |
| Share of other comprehensive income of joint ventures | - | 0.9 | 0.1 | 0.2 | - | 1.3 | 2.5 |
| | 1.1 | 62.9 | 400.7 | 0.2 | - | 456.0 | 920.9 |
| For the year ended 31st December, 2016 | 截至二零一六年十二月 三十一日止年度 | | | | | | |
| Available-for-sale financial assets | - | (22.5) | - | - | - | (1.3) | (23.8) |
| Reclassification adjustment on disposal of subsidiaries | - | - | (0.1) | - | - | - | (0.1) |
| Transfer of revaluation surplus upon disposal of subsidiaries | - | (4.3) | - | - | 4.3 | - | - |
| Exchange differences arising on translation of foreign operations | - | 0.1 | (123.8) | - | - | (368.0) | (491.7) |
| Share of other comprehensive income (expenses) of associates | - | (99.7) | (310.4) | 14.9 | - | (134.1) | (529.3) |
| Share of other comprehensive income (expenses) of joint ventures | - | (0.6) | (2.0) | 0.3 | - | (1.5) | (3.8) |
| | - | (127.0) | (436.3) | 15.2 | 4.3 | (504.9) | (1,048.7) |

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

37. RESERVES

37. 儲備

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--------------------------------|---------|---------------------------------------|---------------------------------------|
| Property revaluation reserve | 物業重估儲備 | 245.5 | 244.4 |
| Investment revaluation reserve | 投資重估儲備 | 238.9 | 176.0 |
| Translation reserve | 匯兌儲備 | 110.1 | (294.9) |
| Non-distributable reserve | 非供派發儲備 | 55.2 | 55.2 |
| Capital and other reserves | 資本及其他儲備 | (6.8) | 31.5 |
| Accumulated profits | 累計溢利 | 21,791.8 | 18,997.3 |
| Dividend reserve | 股息儲備 | 413.0 | 327.1 |
| | | 22,847.7 | 19,536.6 |

38. BANK AND OTHER BORROWINGS

38. 銀行及其他借貸

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-----------------------|---------------------------------------|---------------------------------------|
| Bank loans | 銀行貸款 | 4,490.3 | 5,553.3 |
| Other borrowings | 其他借貸 | 35.0 | 59.0 |
| | | 4,525.3 | 5,612.3 |
| Analysed as: | 列為： | | |
| Secured | 有抵押 | 990.0 | 840.8 |
| Unsecured | 無抵押 | 3,535.3 | 4,771.5 |
| | | 4,525.3 | 5,612.3 |
| Bank loans are repayable as follows: | 銀行貸款償還期限如下： | | |
| On demand or within one year | 要求時償還或一年內 | 1,752.9 | 2,004.9 |
| More than one year but not exceeding two years | 一年以上但不超過兩年 | 1,395.8 | 1,753.4 |
| More than two years but not exceeding five years | 兩年以上但不超過五年 | 309.6 | 1,074.2 |
| Bank loans with a repayment on demand clause are repayable as follows: | 具有按要求償還條文之銀行貸款償還期限如下： | | |
| Within one year | 一年內 | 1,018.0 | 260.8 |
| More than one year but not exceeding two years | 一年以上但不超過兩年 | 14.0 | 450.8 |
| More than two years but not exceeding five years | 兩年以上但不超過五年 | — | 9.2 |
| | | 4,490.3 | 5,553.3 |
| Other borrowings are repayable as follows: | 其他借貸之償還期限如下： | | |
| Within one year | 一年內 | — | 24.0 |
| Over five years | 超過五年 | 35.0 | 35.0 |
| | | 35.0 | 59.0 |
| | | 4,525.3 | 5,612.3 |
| Less: Amount repayable within one year shown under current liabilities | 減：須於一年內償還及列於流動負債之款項 | (2,784.9) | (2,749.7) |
| Amount due after one year | 一年後到期之款項 | 1,740.4 | 2,862.6 |

For the year ended 31st December, 2017

38. BANK AND OTHER BORROWINGS (CONT'D)

The Group's bank loans and other borrowings that are denominated in currencies other than Hong Kong dollars are set out below:

| | |
|-------------------|----|
| Australian dollar | 澳元 |
| US dollar | 美元 |
| British pound | 英鎊 |

Further details on financial risk management of bank and other borrowings are disclosed in note 42.

Details of the assets of the Group pledged to secure bank and other borrowings are set out in note 47.

The carrying amounts of the bank and other borrowings approximate their fair values.

截至二零一七年十二月三十一日止年度

38. 銀行及其他借貸(續)

本集團以港元以外之貨幣列值之銀行貸款及其他借貸列載如下：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | – | 24.1 |
| | 206.5 | 424.8 |
| | 137.0 | – |
| | 343.5 | 448.9 |

銀行及其他借貸之金融風險管理之進一步詳情載於附註42。

本集團為銀行及其他借貸抵押之資產詳情載於附註47。

銀行及其他借貸之賬面值與其公平價值相若。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

39. NOTES ISSUED

39. 已發行票據

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---|---------------------------------------|---------------------------------------|
| US dollar denominated notes ("US\$ Note") | 美元票據(「美元票據」) | | |
| 6.375% US dollar denominated notes maturing in September 2017 ("6.375% Notes") | 於二零一七年九月到期之 6.375%美元票據 (「6.375%票據」) | - | 1,777.9 |
| 3% US dollar denominated notes maturing in December 2017 ("3% Notes") | 於二零一七年十二月到期之 3%美元票據 (「3%票據」) | - | 464.5 |
| 4.75% US dollar denominated notes maturing in May 2021 ("4.75% Notes") | 於二零二一年五月到期之 4.75%美元票據 (「4.75%票據」) | 2,501.7 | 2,225.5 |
| 4.65% US dollar denominated notes maturing in September 2022 ("4.65% Notes") | 於二零二二年九月到期之 4.65%美元票據 (「4.65%票據」) | 4,280.3 | - |
| HK dollar denominated notes | 港元票據 | | |
| 2.8% HK dollar denominated notes maturing in November 2018 ("2.8% Notes") | 於二零一八年十一月 到期之2.8%港元票據 (「2.8%票據」) | 448.2 | - |
| Renminbi denominated notes ("RMB Notes") | 人民幣票據 | | |
| 6.9% Renminbi denominated notes maturing in May 2018 ("6.9% Notes") | (「人民幣票據」) 於二零一八年五月到期之 6.9%人民幣票據 (「6.9%票據」) | 528.0 | 549.9 |
| | | 7,758.2 | 5,017.8 |
| Analysed for reporting purposes as: | 為呈報目的所作之分析： | | |
| Current liabilities | 流動負債 | 1,063.8 | 2,261.6 |
| Non-current liabilities | 非流動負債 | 6,694.4 | 2,756.2 |
| | | 7,758.2 | 5,017.8 |

The US\$ Notes were issued by Sun Hung Kai & Co. (BVI) Limited, a subsidiary of SHK, under a US\$2 billion guaranteed medium term note programme. The US\$ Notes are guaranteed by SHK.

新鴻基之附屬公司Sun Hung Kai & Co. (BVI) Limited根據20億美元擔保中期票據發行計劃發行了美元票據。美元票據由新鴻基擔保。

For the year ended 31st December, 2017

39. NOTES ISSUED (CONT'D)

On 11th September, 2017, under the guaranteed medium term note programme, Sun Hung Kai & Co. (BVI) Limited further issued US\$550 million (including intra-group holdings of US\$4.4 million) 4.65% Notes (US\$400 million at par and US\$150 million at premium) for a net consideration of HK\$4,289.0 million. The 4.65% Notes are listed on the Stock Exchange. The 4.65% Notes will mature on 8th September, 2022. During the year, the Group purchased part of the 4.65% Notes with a total nominal value of US\$4.8 million from the market at a total consideration of HK\$37.7 million. The nominal value of the 4.65% Notes after eliminating the intra-group holdings was US\$540.8 million or equivalent to HK\$4,228.0 million at the reporting date. The fair value of the 4.65% Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the reporting date was HK\$4,291.1 million which was categorised as level 2.

On 20th November, 2017, under the guaranteed medium term note programme, Sun Hung Kai & Co. (BVI) Limited further issued HK\$447.5 million 2.8% Notes at discount for a net consideration of HK\$446.7 million. The 2.8% Notes will mature on 20th November, 2018. The fair value of the 2.8% Notes based on the price quoted from pricing service at the reporting date was HK\$449.0 million which was categorised as level 2.

The 6.375% Notes and 3% Notes matured in September and December 2017 respectively and the outstanding balance was repaid.

The 4.75% Notes are listed on the Stock Exchange. The nominal value of the 4.75% Notes after eliminating the intra-group holdings was US\$323.5 million or equivalent to HK\$2,529.1 million (2016: US\$290.2 million or equivalent to HK\$2,250.3 million) at the reporting date. The fair value of the 4.75% Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the reporting date was HK\$2,627.2 million (2016: HK\$2,273.8 million) which was categorised as level 2.

截至二零一七年十二月三十一日止年度

39. 已發行之票據(續)

於二零一七年九月十一日，根據擔保中期票據發行計劃，Sun Hung Kai & Co. (BVI) Limited進一步發行550百萬美元(包括集團間持有之4.4百萬美元)4.65%票據(按面值為400百萬美元及按溢價為150百萬美元)，代價淨額為4,289.0百萬港元。4.65%票據已於聯交所上市。4.65%票據將於二零二二年九月八日到期。年內，本集團於市場上購買總面值為4.8百萬美元之部分4.65%票據，總代價為37.7百萬港元。於結算日，經扣除集團間持有之票據後，4.65%票據之面值為540.8百萬美元或相當於4,228.0百萬港元。於結算日，經扣除集團間持有之票據後，根據定價服務所報價格，4.65%票據之公平價值為4,291.1百萬港元，分類為第二級。

於二零一七年十一月二十日，根據擔保中期票據發行計劃，Sun Hung Kai & Co. (BVI) Limited以折讓價進一步發行447.5百萬港元之2.8%票據，代價淨額為446.7百萬港元。2.8%票據將於二零一八年十一月二十日到期。於結算日，根據定價服務所報價格，2.8%票據之公平價值為449.0百萬港元，分類為第二級。

6.375%票據及3%票據已分別於二零一七年九月及十二月到期，且尚未償還之結餘已得到償還。

4.75%票據已於聯交所上市。於結算日，經扣除集團間持有之票據後，4.75%票據之面值為323.5百萬美元或相當於2,529.1百萬港元(二零一六年：290.2百萬美元或相當於2,250.3百萬港元)。於結算日，經扣除集團間持有之票據後，根據定價服務所報價格，4.75%票據之公平價值為2,627.2百萬港元(二零一六年：2,273.8百萬港元)，分類為第二級。

For the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

39. NOTES ISSUED (CONT'D)

During the year ended 31st December, 2017, two subsidiaries of the Company disposed of the intra-group holdings of the 4.75% Notes and 6.375% Notes with nominal value of US\$33.3 million or equivalent to HK\$259.8 million and US\$4.3 million or equivalent to HK\$32.8 million respectively to third parties with a total consideration of US\$38.6 million or equivalent to HK\$300.4 million.

The RMB Notes were issued by UA Finance (BVI) Limited, a subsidiary of SHK, under a US\$3 billion medium term note programme. The RMB Notes are unsecured and guaranteed by a non wholly-owned subsidiary.

The nominal value of the 6.9% Notes after eliminating the intra-group holdings was RMB435.0 million or equivalent to HK\$522.4 million (2016: RMB488.0 million or equivalent to HK\$544.9 million) at the reporting date. The fair value of the 6.9% Notes after eliminating the intra-group holdings based on the price quoted from pricing service at the reporting date was HK\$549.5 million (2016: HK\$570.4 million) which was categorised as level 2.

During the year, the Group redeemed part of the 6.9% Notes with nominal value of RMB53.0 million or equivalent to HK\$59.8 million from third parties with a total consideration of RMB53.6 million or equivalent to HK\$60.5 million.

39. 已發行票據(續)

於截至二零一七年十二月三十一日止年度，本公司兩間附屬公司向第三方出售集團間持有之4.75%票據及6.375%票據，面值分別為33.3百萬美元或相當於259.8百萬港元及4.3百萬美元或相當於32.8百萬港元，總代價為38.6百萬美元或相當於300.4百萬港元。

人民幣票據由新鴻基之附屬公司UA Finance (BVI) Limited，根據30億美元中期票據發行計劃發行。人民幣票據為無抵押及由一間非全資附屬公司作擔保。

於結算日，經扣除集團間持有之票據後，6.9%票據之面值為人民幣435.0百萬元或相當於522.4百萬港元(二零一六年：人民幣488.0百萬元或相當於544.9百萬港元)。於結算日，經扣除集團間持有之票據後，根據定價服務所報價格，6.9%票據之公平價值為549.5百萬港元(二零一六年：570.4百萬港元)，分類為第二級。

年內，本集團向第三方贖回部分面值為人民幣53.0百萬元或相當於59.8百萬港元之6.9%票據，代價總額為人民幣53.6百萬元或相當於60.5百萬港元。

for the year ended 31st December, 2017

40. PROVISIONS

| | |
|------------------------------------|---------------|
| At 1st January, 2017 | 於二零一七年一月一日 |
| Exchange adjustments | 匯兌調整 |
| Additional provisions for the year | 年內額外撥備 |
| Amount written back | 撥回金額 |
| Amount paid during the year | 年內已付款項 |
| Amount utilised during the year | 年內已動用款項 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 |

截至二零一七年十二月三十一日止年度

40. 撥備

| Employee benefits 僱員福利 | Others 其他 | Total 總計 |
|---------------------------|----------------------|----------------------|
| HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| 44.2 | 15.1 | 59.3 |
| – | 0.6 | 0.6 |
| 55.3 | 0.2 | 55.5 |
| (0.2) | (1.3) | (1.5) |
| (39.4) | – | (39.4) |
| (0.1) | – | (0.1) |
| 59.8 | 14.6 | 74.4 |

| | |
|-------------------------------------|-------------|
| Analysed for reporting purposes as: | 為呈報目的所作之分析： |
| Current liabilities | 流動負債 |
| Non-current liabilities | 非流動負債 |

| 2017 二零一七年 | 2016 二零一六年 |
|----------------------|----------------------|
| HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| 71.1 | 56.4 |
| 3.3 | 2.9 |
| 74.4 | 59.3 |

41. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts (which include bank and other borrowings and notes issued) and equity attributable to owners of the Company comprising issued share capital and reserves.

Gearing ratio

The Group's management reviews the capital structure on an ongoing basis using gearing ratio, which is the net debt divided by equity. Net debt includes the Group's bank and other borrowings and notes issued less short-term pledged bank deposit, bank deposits and cash and cash equivalents. The equity comprises all components of the equity attributable to owners of the Company.

41. 資本風險管理

本集團管理資本旨在透過優化債權平衡，確保本集團屬下各公司能持續經營並給予股東最高回報。本集團的整體策略與上年度保持不變。

本集團的資本架構包括債務(包括銀行及其他借貸及已發行票據)及本公司股東應佔權益(包括已發行股本及儲備)。

資本負債比率

本集團管理層運用資本負債比率(即債務淨額除以權益)持續檢討資本架構。債務淨額包括本集團的銀行及其他借貸及已發行票據減短期銀行抵押存款、銀行存款與現金及現金等價物。權益包括本公司股東應佔權益之各個組成部分。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

41. CAPITAL RISK MANAGEMENT (CONT'D)**41. 資本風險管理(續)****Gearing ratio (Cont'd)**

The gearing ratio at the end of the reporting period was as follows:

資本負債比率(續)

於報告期末之資本負債比率如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------|---------------------------------------|---------------------------------------|
| Bank and other borrowings | 銀行及其他借貸 | 4,525.3 | 5,612.3 |
| Notes issued | 已發行票據 | 7,758.2 | 5,017.8 |
| | | 12,283.5 | 10,630.1 |
| Less: Short-term pledged bank deposit | 減：短期銀行抵押存款 | (1.2) | - |
| Bank deposits, cash and cash equivalents | 銀行存款、現金及現金等價物 | (4,118.0) | (7,553.8) |
| | | 8,164.3 | 3,076.3 |
| Net debt | 債務淨額 | 8,164.3 | 3,076.3 |
| Equity attributable to owners of the Company | 本公司股東應佔權益 | 25,069.4 | 21,758.3 |
| Gearing ratio | 資本負債比率 | 32.6% | 14.1% |

42. FINANCIAL RISK MANAGEMENT**42. 金融風險管理**

Risk is inherent in the financial service business and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risks control and business growth. The principal financial risks inherent in the Group's business are market risk (includes equity risk, interest rate risk and foreign exchange risk), credit risk and liquidity risk. The Group's risk management objective is to enhance shareholders' value while retaining exposure within acceptable thresholds. Risk management is managed and controlled through relevant group companies.

金融服務業本身存在風險，因此訂立一個妥善的風險管理制度，是企業審慎而成功的做法。本集團深信風險管理與業務增長兩者同樣重要。本集團的業務存在的主要金融風險為市場風險(包括股票風險、利率風險及外匯風險)、信貸風險及流動資金風險。本集團的風險管理目標是將所面對的風險局限於可接受水平內之餘，同時致力提高股東價值。風險管理乃透過相關集團公司管理及監控。

The Group's risk management governance structure is designed to cover all business activities and to ensure all relevant risk classes are properly managed and controlled by relevant group companies. The Group has adopted a sound risk management and organisational structure equipped with comprehensive policies and procedures which are reviewed regularly and enhanced when necessary in response to changes in markets, the Group's operating environment and business strategies. The Group's relevant independent control functions play an important role in the provision of assurance to the relevant board of directors and senior management that a sound internal risk management mechanism is implemented, maintained and adhered to.

本集團的風險管治架構旨在涵蓋所有業務活動，以確保所有有關風險類別已由相關集團公司妥為管理及監控。本集團已採納一個妥善的風險管理與組織架構，並附有完善的政策及程序，有關政策及程序會定期進行檢討，並在有需要時因應市場、本集團經營環境及業務策略之變動而加強。本集團的有關獨立監控職能擔任重要職務，向相關董事會及高級管理層確保實施、維持及遵守穩健的內部風險管理機制。

for the year ended 31st December, 2017

42. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Market Risk

(i) Equity Risk

There are many asset classes available for investment in the marketplace. One of the Group's key business undertakings is investing in equity and is concentrated in the investment and finance operating segment. Market risk arising from any equity investments is driven by the daily fluctuations in market prices or fair values. The ability to mitigate such risk depends on the availability of any hedging instruments and the diversification level of the investment portfolios undertaken by the segment. More importantly, the knowledge and experience of the trading staff of the segment managing the risk are also vital to ensure exposure is being properly hedged and rebalanced in the most timely manner. Proprietary trading across the segment is subject to limits approved by the senior management of the relevant group companies. Valuation of these instruments is measured on a "mark-to-market" and "mark-to-fair value" basis depending on whether they are listed or unlisted. Value at Risk ("VaR") and stress tests are employed in the assessment of risk. Meanwhile other non-VaR limits such as "maximum loss" and "position" limits are also set out to restrict excessive risk undertakings. VaR and stress tests are approaches which are widely used in the financial industry as tools to quantify risk by combining the size of a position and the extent of a potential market movement into a potential financial impact.

The Group's market-making and proprietary trading positions and their financial performance are reported daily to the relevant senior management of the group companies in the segment for review. Relevant internal audit also performs regular checks to ensure there is adequate compliance in accordance with the established market risk limits and guidelines.

截至二零一七年十二月三十一日止年度

42. 金融風險管理(續)

(a) 市場風險

(i) 股票風險

市場內有不少可供投資的資產類別，而本集團所進行之主要業務之一為股票投資並集中於投資及金融業務分部。任何股票投資所產生之市場風險皆因每日市價或公平價值波動而起，緩和該等風險的能力視乎有否預備任何對沖工具及分部所擁有投資組合的分散程度。更重要的是，分部進行交易之員工必須擁有管理風險的知識及經驗，確保風險在最適當的時機下獲妥善對沖及重整。分部之自營買賣活動須受有關集團公司之高級管理層審批之限額限制，並視乎該等工具為上市或非上市按「市場價格」及「公平價格」計算價值。評估風險時會使用風險值(「風險值」)及壓力測試。同時，亦設定其他非風險值限額如「虧蝕上限」及「持倉」限額以限制所面對的超限風險。風險值及壓力測試獲金融業廣泛使用，透過結合持倉之規模及潛在市場變化對財務產生之潛在影響，作為量化風險的工具。

本集團所有營造市場活動及自營買賣活動持倉狀況及財務表現，均每日匯報予分部內集團公司之相關高級管理層以供審閱。相關內部審核部門亦會作出定期審查，確保充分遵守既訂市場風險限額及指引。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

42. FINANCIAL RISK MANAGEMENT (CONT'D)**42. 金融風險管理(續)****(a) Market Risk (Cont'd)***(i) Equity Risk (Cont'd)*

The table below summarises the overall financial impact on the Group arising from market movements in global equity indices. The analysis is based on the assumption that equity indices move $\pm 20\%$ with all other variables being held constant and all equity instruments undertaken by the Group moving simultaneously. Declines in the indices are expressed as negatives.

(a) 市場風險(續)*(i) 股票風險(續)*

下表概述環球股市指數變動對本集團的整體財務影響。該分析乃假設股市指數上下波幅為20%，所有其他變數保持不變，而本集團的所有權益工具隨之變動。指數下降以負數表示。

| | | At 31st December, 2017 於二零一七年十二月三十一日 | | | | At 31st December, 2016 於二零一六年十二月三十一日 | | | |
|----------------|------|--|----------------------|---|----------------------|--|----------------------|---|----------------------|
| | | Potential impact on profit or loss for the year 本年度損益賬之潛在影響 | | Potential impact on other components of equity 權益其他部分之潛在影響 | | Potential impact on profit or loss for the year 本年度損益賬之潛在影響 | | Potential impact on other components of equity 權益其他部分之潛在影響 | |
| | | 20% | -20% | 20% | -20% | 20% | -20% | 20% | -20% |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| Local Index | 本地指數 | 506.1 | (459.7) | 102.6 | (102.6) | 441.2 | (450.2) | 101.0 | (101.0) |
| Overseas Index | 海外指數 | 1,291.4 | (1,278.6) | 80.4 | (80.4) | 815.8 | (881.8) | 12.8 | (12.8) |

There is no material financial impact in the form of profit before taxation for the year for the Group arising from market movements in the global equity indices. Futures, options and knock-out options are hedged by other derivatives in view of the volatile markets and wide trading ranges.

環球股市指數變動對本集團本年度的除稅前溢利並無重大財務影響。鑒於市場波動及交易範圍廣泛，期貨、期權及限價期權以其他衍生工具對沖。

for the year ended 31st December, 2017

42. FINANCIAL RISK MANAGEMENT (CONT'D)**(a) Market Risk (Cont'd)***(ii) Interest Rate Risk*

Interest rate risk is the risk of loss due to changes in interest rates. The Group's interest rate risk exposure arises predominantly from term financing in the investment and finance segment and loans and advances to consumer finance customers in consumer finance segment and bank and other borrowings. Interest spreads are managed with the objective of maximising spreads to ensure consistency with liquidity and funding obligations.

At 31st December, 2017, assuming that market interest rates moved by ± 50 basis points (2016: ± 50 basis points), the profit before taxation for the year for the Group would have been HK\$7.6 million lower or HK\$7.9 million higher respectively (2016: HK\$4.6 million lower or HK\$5.5 million higher respectively). Assets and liabilities bearing interest below 50 basis points are excluded from 50 basis points downward movement.

The exposures of the Group's financial assets (liabilities) bearing variable interest rate to cash flow interest rate risks and the earlier of their contractual repricing dates and contractual maturity dates are as follows:

截至二零一七年十二月三十一日止年度

42. 金融風險管理(續)**(a) 市場風險(續)***(ii) 利率風險*

利率風險為利率變動所引致虧損之風險。本集團的利率風險主要來自投資及金融分部之有期放款以及私人財務分部之私人財務客戶貸款及墊款以及銀行及其他借貸。本集團管理息差，目的在於盡量令息差符合資金之流動性及需求。

於二零一七年十二月三十一日，倘市場利率之變動為加減50個點子(二零一六年：加減50個點子)，則本集團於本年度的除稅前溢利將分別下降7.6百萬港元或上升7.9百萬港元(二零一六年：分別下降4.6百萬港元或上升5.5百萬港元)。減少50個點子之變動不包括利率低於50個點子之資產及負債。

本集團按浮動利率計息的金融資產(負債)面對現金流利率風險，而其合約重新定價日及合約到期日中較早者如下：

| | | On demand or less than 3 months 按要求償還 或少於3個月 HK\$ Million 百萬港元 | 3 months to 1 year 3個月至1年 HK\$ Million 百萬港元 | 1 year to 5 years 1年至5年 HK\$ Million 百萬港元 | Over 5 years 5年以上 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|----------------------|--|---|---|--|-------------------------------------|
| At 31st December, 2017 | 於二零一七年十二月三十一日 | | | | | |
| Amounts due from associates | 聯營公司欠款 | - | 35.0 | - | - | 35.0 |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及 墊款 | 277.7 | - | - | - | 277.7 |
| Mortgage loans | 按揭貸款 | 362.5 | - | - | - | 362.5 |
| Bank deposits, cash and cash equivalents | 銀行存款、現金及現金等價物 | 1,636.2 | - | - | - | 1,636.2 |
| Bank borrowings | 銀行借貸 | (4,011.4) | (346.9) | (140.0) | - | (4,498.3) |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | | | | | |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及 墊款 | 464.2 | - | - | - | 464.2 |
| Mortgage loans | 按揭貸款 | 220.3 | - | - | - | 220.3 |
| Bank deposits, cash and cash equivalents | 銀行存款、現金及現金等價物 | 2,004.3 | - | - | - | 2,004.3 |
| Bank borrowings | 銀行借貸 | (5,403.3) | (5.0) | (145.0) | - | (5,553.3) |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

42. FINANCIAL RISK MANAGEMENT (CONT'D)

42. 金融風險管理(續)

(a) Market Risk (Cont'd)

(ii) Interest Rate Risk (Cont'd)

The exposures of the Group's financial assets (liabilities) bearing fixed interest rate to fair value interest rate risks and the earlier of their contractual repricing dates and contractual maturity dates are as follows:

(a) 市場風險(續)

(ii) 利率風險(續)

本集團按固定利率計息的金融資產(負債)面對公平價值利率風險，而其合約重新定價日及合約到期日中較早者如下：

| | | On demand or less than 3 months 按要求償還 或少於3個月 HK\$ Million 百萬港元 | 3 months to 1 year 3個月至1年 HK\$ Million 百萬港元 | 1 year to 5 years 1年至5年 HK\$ Million 百萬港元 | Over 5 years 5年以上 HK\$ Million 百萬港元 | Non-interest bearing 免息 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|--------------------------------|--|---|---|--|---|-------------------------------------|
| At 31st December, 2017 | 於二零一七年 十二月三十一日 | | | | | | |
| Amounts due from associates | 聯營公司欠款 | - | 46.0 | - | - | - | 46.0 |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及 墊款 | 2,591.3 | 4,135.4 | 2,076.4 | 82.8 | - | 8,885.9 |
| Mortgage loans | 按揭貸款 | 311.6 | 512.8 | 932.1 | 1.4 | - | 1,757.9 |
| Debt securities included in available-for-sale financial assets | 計入可供出售 金融資產之 債務證券 | - | 86.6 | 8.7 | 17.3 | - | 112.6 |
| Bonds included in financial assets at fair value through profit or loss | 計入透過損益賬 按公平價值處理之 金融資產之債券 | 2,193.3 | - | 18.2 | 1,302.9 | - | 3,514.4 |
| Term loans | 有期貸款 | 753.1 | 2,499.7 | 205.5 | - | - | 3,458.3 |
| Short-term pledged bank deposits | 短期銀行抵押存款 | 1.2 | - | - | - | - | 1.2 |
| Bank deposits, cash and cash equivalents | 銀行存款、現金及現金 等價物 | 1,772.8 | 487.5 | - | - | - | 2,260.3 |
| (Bank borrowings)/unamortised arrangement fee | (銀行借貸)/未攤銷 安排費 | (13.0) | - | - | - | 21.0 | 8.0 |
| Notes issued | 已發行票據 | - | (1,063.9) | (6,694.3) | - | - | (7,758.2) |
| At 31st December, 2016 | 於二零一六年 十二月三十一日 | | | | | | |
| Amounts due from associates | 聯營公司欠款 | - | 44.1 | - | - | - | 44.1 |
| Loans and advances to consumer finance customers | 私人財務客戶貸款及 墊款 | 2,070.4 | 3,226.5 | 1,825.8 | 73.4 | - | 7,196.1 |
| Mortgage loans | 按揭貸款 | 43.2 | 207.8 | 126.8 | 15.0 | - | 392.8 |
| Debt securities included in available-for-sale financial assets | 計入可供出售 金融資產之 債務證券 | - | - | 278.7 | 8.7 | - | 287.4 |
| Bonds included in financial assets at fair value through profit or loss | 計入透過損益賬 按公平價值處理之 金融資產之債券 | 390.8 | 211.8 | 456.8 | - | - | 1,059.4 |
| Term loans | 有期貸款 | 540.8 | 2,180.5 | 343.7 | - | - | 3,065.0 |
| Notes included in trade and other receivables | 計入貿易及其他應收款項之 票據 | - | - | 147.4 | - | - | 147.4 |
| Bank deposits, cash and cash equivalents | 銀行存款、現金及 現金等價物 | 4,457.1 | 711.5 | - | - | - | 5,168.6 |
| Notes issued | 已發行票據 | (48.3) | (2,214.1) | (2,751.7) | - | - | (5,014.1) |

for the year ended 31st December, 2017

42. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Market Risk (Cont'd)

(iii) Foreign Exchange Risk

Foreign exchange risk is the risk to earnings or capital arising from movements in foreign exchange rates.

The Group's foreign exchange risk primarily arises from currency exposures originating from proprietary trading positions, and loans and advances denominated in foreign currencies, mainly in Australian dollars, British pound, Japanese yen, Malaysian ringgit, New Taiwan dollars, Singapore dollars, Renminbi and Thai Baht. Foreign exchange risk is managed and monitored by senior management of the relevant group companies. The risk arises from open currency positions are subject to management approved limits and are monitored and reported daily.

At 31st December, 2017, assuming that the foreign exchange rates moved $\pm 5\%$ (2016: $\pm 5\%$) with all other variables held constant, the profit before taxation for the year for the Group would be HK\$48.2 million lower/higher (2016: HK\$7.5 million higher/lower).

(b) Credit Risk

Credit risk arises from the failure of a customer or counterparty to meet settlement obligations. As long as the Group lends, trades and deals with third parties, there will be credit risk exposure.

The Group's credit procedures, governed by the relevant executive committee of the relevant group companies, sets out the credit approval processes and monitoring procedures, which are established in accordance with sound business practices.

截至二零一七年十二月三十一日止年度

42. 金融風險管理(續)

(a) 市場風險(續)

(iii) 外匯風險

外匯風險乃外幣匯率變動對盈利或資本造成之風險。

本集團之外匯風險主要來自自營買賣活動持倉狀況以及外幣列值之貸款及墊款，主要為澳元、英鎊、日圓、馬來西亞林吉特、新台幣、新加坡元、人民幣及泰銖。外匯風險由有關集團公司高級管理層作出管理及監察。就外幣未平倉合約產生之外匯風險須受由管理層審批之限額限制，並須每日受其監控及向其匯報。

於二零一七年十二月三十一日，假設外幣匯率上下波幅為5% (二零一六年：上下波幅為5%)，所有其他變數保持不變，則本集團於本年度之除稅前溢利將下降／上升48.2百萬港元(二零一六年：上升／下降7.5百萬港元)。

(b) 信貸風險

客戶或交易對手未能履行交收責任，將導致信貸風險。一旦本集團借款予第三方，並與之交易及買賣，即會有信貸風險。

本集團信貸程序(受相關集團公司有關於執行委員會規管)詳列信貸審批及監管程序。該等程序乃按照完善的商業慣例而訂定。

42. FINANCIAL RISK MANAGEMENT (CONT'D)

42. 金融風險管理(續)

(b) Credit Risk (Cont'd)

The table below shows the maximum exposure to and concentration of credit risk. The maximum exposure is shown in gross value before the effect of mitigation through the use of collateral agreements. The percentage figure next to the gross value reflects its concentration.

(b) 信貸風險(續)

下表載列最高信貸風險及集中程度。最高風險以總值顯示，並未計及使用抵押協議減少風險的影響。總值旁的百分比數字反映其集中程度。

| | 2017 二零一七年 | | 2016 二零一六年 | |
|--|----------------------|-------------|----------------------|-------------|
| | HK\$ Million 百萬港元 | % | HK\$ Million 百萬港元 | % |
| Maximum credit exposure | | | | |
| Loans and advances to consumer finance customers | 9,163.6 | 36% | 7,660.3 | 33% |
| Bank deposits, cash and cash equivalents | 4,118.0 | 16% | 7,553.8 | 32% |
| Trade and other receivables | 3,681.4 | 15% | 3,372.3 | 14% |
| Bonds included in financial assets at fair value through profit or loss | 3,514.4 | 14% | 1,059.4 | 5% |
| Mortgage loans | 2,120.4 | 8% | 613.1 | 2% |
| Loan commitments | 1,282.4 | 5% | 1,412.5 | 6% |
| Amounts due from brokers | 728.7 | 3% | 1,059.9 | 5% |
| Amounts due from associates | 518.6 | 2% | 378.4 | 2% |
| Guarantees | 131.9 | 1% | 186.6 | 1% |
| Amounts due from joint ventures | 9.1 | 0% | 11.1 | 0% |
| Short-term pledged bank deposit | 1.2 | 0% | - | 0% |
| | 25,269.7 | 100% | 23,307.4 | 100% |

The maximum credit exposure at the Group level is spread between “loans and advances to consumer finance customers”, “bank deposits, cash and cash equivalents” and “trade and other receivables”, which represent more than two thirds of the total exposure. The breakdown and aging analysis of “loans and advances to consumer finance customers” and “trade and other receivables” and the breakdown of “bank deposits, cash and cash equivalents” are disclosed in note 26, 30 and 32 to the consolidated financial statements respectively.

Loans with strategic clients are all properly authorised by the relevant executive committee of the relevant group companies and with other controls in place to monitor their performance.

本集團所面對的最高信貸風險分佈於「私人財務客戶貸款及墊款」、「銀行存款、現金及現金等價物」及「貿易及其他應收款項」之間，佔總風險超過三分之二。「私人財務客戶貸款及墊款」及「貿易及其他應收款項」之細目及賬齡分析及「銀行存款、現金及現金等價物」之細目分別披露於綜合財務報表附註26、30及32。

借予策略性客戶之貸款均獲相關集團公司之相關執行委員會正式批核，並設立其他管制措施以監察其履約情況。

for the year ended 31st December, 2017

42. FINANCIAL RISK MANAGEMENT (CONT'D)

(b) Credit Risk (Cont'd)

Concentration risk of loans and advances to consumer finance customers is managed by reference to individual customers. The aggregate credit exposure in relation to the ten largest outstanding consumer finance customers, including corporate entities and individuals, before taking into account any collateral held or other credit enhancements, at 31st December, 2017 was HK\$930.7 million (2016: HK\$662.5 million) of which 85.8% (2016: 47.1%) was secured by collateral. There was no recent history of individual impairment allowance recognised.

The bonds included in financial asset at fair value through profit or loss is monitored by the management according to its geographic locations and industries.

The unsecured mortgage loans include second mortgage loans in respect of which the Group are not entitled to the first charge of relevant mortgage properties. The management considers that the second mortgage loans are classified as unsecured loans due to the impediment in repossession of the mortgage properties and the practical difficulties to ascertain the residual collateral value after claim by first mortgagee. The carrying amount and the loan commitments of the second mortgage loans are as follows:

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|------------------|------|---------------------------------------|---------------------------------------|
| Carrying amount | 賬面值 | 302.8 | 380.0 |
| Loan commitments | 貸款承擔 | 23.0 | 15.5 |

Short-term pledged bank deposit, bank deposits, cash and cash equivalents is maintained in reputable banks with high credit rating, the credit risk is considered as remote.

(c) Liquidity Risk

The goal of liquidity management is to mitigate risk that a given security or asset cannot be traded quickly enough in the market to prevent a loss or make the required profit. Another goal is to enable the Group, even under adverse market conditions, to actively manage and match funds inflow against all maturing repayment obligations to achieve maximum harmony on cash flow management.

The Group manages its liquidity position to ensure a prudent and adequate liquidity ratio. This is achieved by a transparent and collective monitoring approach across the Group involving the management of the relevant group companies.

截至二零一七年十二月三十一日止年度

42. 金融風險管理(續)

(b) 信貸風險(續)

私人財務客戶貸款及墊款之集中風險因應個別客戶管理。於二零一七年十二月三十一日，與十大未還款私人財務客戶(包括公司實體及個人)有關的信貸風險總額(未計持有之任何抵押品或其他加強信貸措施)為930.7百萬港元(二零一六年：662.5百萬港元)，其中85.8%(二零一六年：47.1%)由抵押品作擔保。近期概無確認個別減值撥備。

計入透過損益賬按公平價值處理之金融資產之債券由管理層根據其地區及行業進行監察。

無抵押按揭貸款包括二按貸款，當中本集團無權取得相關按揭物業的第一押記。管理層認為二按貸款須分類為無抵押貸款，因為收回按揭物業存在困難，及在第一押記承押人索償後實際情況下難以確定餘下抵押價值。二按貸款之賬面值及貸款承擔如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|------------------|------|---------------------------------------|---------------------------------------|
| Carrying amount | 賬面值 | 302.8 | 380.0 |
| Loan commitments | 貸款承擔 | 23.0 | 15.5 |

短期銀行抵押存款、銀行存款、現金及現金等價物存於高信貸評級之具信譽銀行，信貸風險被視為極低。

(c) 流動資金風險

流動資金管理的目標是減低指定證券或資產未能及時在市場上買賣以防止損失或賺取所需溢利的風險，並旨在使本集團即使在不利的市場條件下亦可就所有到期償還責任靈活管理及配合資金流入，並達到現金流量管理之高度和諧性。

本集團監管其流動資金狀況，確保有審慎而充裕之流動資金比率。本集團相關集團公司管理層以高透明度及集體方式進行監察。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

42. FINANCIAL RISK MANAGEMENT (CONT'D)

42. 金融風險管理(續)

(c) Liquidity Risk (Cont'd)

The exposure of the Group's contractual undiscounted cash flow for financial liabilities and their contractual maturity dates are as follows:

(c) 流動資金風險(續)

本集團之金融負債面對的約定未折現現金流量及其約定到期日如下：

| | | On demand or less than 90 days 按要求償還 或少於90日 HK\$ Million 百萬港元 | 91 days to 1 year 91日至1年 HK\$ Million 百萬港元 | 1 year to 5 years 1年至5年 HK\$ Million 百萬港元 | Over 5 years 5年以上 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|--|------------------------------|---|--|---|--|-------------------------------------|
| At 31st December, 2017 | 於二零一七年十二月三十一日 | | | | | |
| Bank and other borrowings [*] | 銀行及其他借貸 [^] | 2,370.3 | 520.0 | 1,753.4 | - | 4,643.7 |
| Trade and other payables | 貿易及其他應付款項 | 246.7 | - | - | - | 246.7 |
| Financial liabilities for repurchase agreements | 回購協議下之金融負債 | 1,071.0 | - | - | - | 1,071.0 |
| Amounts due to associates | 欠聯營公司款項 | 7.4 | - | - | - | 7.4 |
| Amounts due to joint ventures | 欠合營公司款項 | 0.1 | - | - | - | 0.1 |
| Notes issued | 已發行票據 | 98.3 | 1,218.7 | 7,779.9 | - | 9,096.9 |
| Indemnities on banking facility made available to joint venture [^] | 就給予合營公司銀行信貸額之彌償 [^] | 112.7 | - | - | - | 112.7 |
| Guarantees [*] | 保證 [*] | 10.2 | 8.6 | 0.6 | - | 19.4 |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 161.1 | - | - | - | 161.1 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | | | | | |
| Bank and other borrowings [*] | 銀行及其他借貸 [^] | 1,978.5 | 885.8 | 2,920.2 | - | 5,784.5 |
| Trade and other payables | 貿易及其他應付款項 | 181.8 | - | - | - | 181.8 |
| Amounts due to associates | 欠聯營公司款項 | 7.3 | - | - | - | 7.3 |
| Amounts due to joint ventures | 欠合營公司款項 | 0.1 | - | - | - | 0.1 |
| Notes issued | 已發行票據 | 62.7 | 2,364.7 | 3,130.0 | - | 5,557.4 |
| Indemnities on banking facility made available to joint venture [^] | 就給予合營公司銀行信貸額之彌償 [^] | 104.7 | - | - | - | 104.7 |
| Guarantees [*] | 保證 [*] | 33.5 | 40.0 | 9.5 | - | 83.0 |
| Financial liabilities at fair value through profit or loss | 透過損益賬按公平價值處理之金融負債 | 115.3 | - | - | - | 115.3 |

* Bank and other borrowings with repayment on demand clause are classified as on demand in the above analysis although the demand clause has not been exercised.

* 具有按要求償還條文之銀行及其他借貸於上述分析中分類為按要求償還，然而該條文尚未被行使。

[^] The amount represents the maximum amount the Group could be required by the counterparty bank to indemnify for the loans drawn by a joint venture under a banking facility guaranteed by the Group. Based on the expectation at the end of the reporting period, the Group considers that it is remote for such contingent liabilities to be materialised.

[^] 以上數額指對方銀行或會就合營公司根據由本集團擔保之銀行信貸額提取之貸款要求本集團彌償之最高金額。按於報告期末之預期，本集團認為上述或然負債實現之機會極微。

* The amounts included above for guarantees are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantees.

* 以上保證之數額為根據合約下合約另一方可能向本集團索取全數保證之最大金額。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

43. 融資業務產生之負債對賬

下表詳列本集團融資業務產生之負債變動(包括現金及非現金變動)。融資業務產生之負債指其現金流量或未來現金流量將分類至本集團綜合現金流量表內的融資業務所得現金流量。

| | | Bank and other borrowings | Notes issued | Amounts due to associates | Total |
|---|------------------|--|-----------------------------------|--------------------------------------|----------------------|
| | | Note 38 銀行及 其他借貸 附註38 | Note 39 已發行票據 附註39 | 欠聯營 公司款項 | 總計 |
| | | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 | HK\$ Million 百萬港元 |
| At 1st January, 2017 | 於二零一七年一月一日 | 5,612.3 | 5,017.8 | 7.3 | 10,637.4 |
| Financing cash flow: | 融資現金流量： | | | | |
| – Repayment of bank and other borrowings | – 償還銀行及其他借貸 | (2,800.6) | – | – | (2,800.6) |
| – New bank and other borrowing raised | – 籌集所得新造銀行及其他借貸 | 1,695.5 | – | – | 1,695.5 |
| – Proceeds from issue of notes | – 發行票據所得款項 | – | 4,694.6 | – | 4,694.6 |
| – Repurchase of notes issued | – 回購已發行票據 | – | (37.7) | – | (37.7) |
| – Redemption of notes | – 贖回票據 | – | (60.5) | – | (60.5) |
| – Repayment of notes | – 償還票據 | – | (2,300.8) | – | (2,300.8) |
| – Disposal of notes held by subsidiaries of the Company | – 出售本公司附屬公司所持之票據 | – | 334.9 | – | 334.9 |
| – Amounts advanced from associates | – 聯營公司墊款 | – | – | 0.1 | 0.1 |
| Accrual interest | 累計利息 | 181.9 | 330.9 | – | 512.8 |
| Interest paid | 已付利息 | (156.1) | (299.9) | – | (456.0) |
| Loss on redemption of notes issued | 贖回已發行票據之虧損 | – | 0.8 | – | 0.8 |
| Effect on foreign exchange rate changes | 匯率變動之影響 | 13.7 | 78.1 | – | 91.8 |
| Others | 其他 | (21.4) | – | – | (21.4) |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 4,525.3 | 7,758.2 | 7.4 | 12,290.9 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

44. CONTINGENT LIABILITIES**44. 或然負債**

At the end of the reporting period, the Group had guarantees as follows:

於報告期末，本集團作出之保證如下：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|-------------------|---------------------------------------|---------------------------------------|
| Indemnities on banking facility made available to joint venture | 對給予合營公司的銀行保證所作的擔保 | 112.7 | 104.7 |
| Financial guarantees under loan guarantee business* | 貸款保證業務之財務保證* | 19.2 | 81.9 |
| | | 131.9 | 186.6 |

* The Group has provided guarantees to lenders of its loan guarantee customers to guarantee the repayment of debts owed by the loan guarantee customers to their lenders. At 31st December, 2017, the outstanding guarantee amount was HK\$19.2 million (2016: HK\$81.9 million).

* 本集團提供保證予貸款保證客戶之貸方，以保證貸款保證客戶償還所欠其貸方之債務。於二零一七年十二月三十一日，該等保證之結餘為19.2百萬港元(二零一六年：81.9百萬港元)。

45. COMMITMENTS**45. 承擔**

(a) Operating Lease Arrangements
As lessee

(a) 經營租約安排
作為承租人

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---|---------------------|---------------------------------------|---------------------------------------|
| Minimum lease payments under operating leases recognised for the year | 於本年度確認有關經營租約之最低租約款項 | | |
| Land and buildings | 土地及樓宇 | 197.9 | 173.4 |
| Others | 其他 | 0.1 | 0.1 |
| | | 198.0 | 173.5 |

for the year ended 31st December, 2017

45. COMMITMENTS (CONT'D)**(a) Operating Lease Arrangements (Cont'd)***As lessee (Cont'd)*

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

| | |
|---------------------------------------|----------------|
| Within one year | 於一年內 |
| In the second to fifth year inclusive | 第二至第五年(包括首尾兩年) |

Operating lease payments represent rental payable by the Group for its office premises and office equipment. Leases are generally negotiated for terms ranging from one to five years. The lease commitments include rental payable to an associate of HK\$1.6 million (2016: HK\$5.0 million) and a joint venture of HK\$67.6 million (2016: HK\$15.2 million).

As lessor

Property rental income earned during the year was HK\$222.7 million (2016: HK\$211.1 million). The property held has committed tenants with lease terms and rentals are fixed at one to five years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

| | |
|---------------------------------------|----------------|
| Within one year | 於一年內 |
| In the second to fifth year inclusive | 第二至第五年(包括首尾兩年) |

The lease commitments include rental receivable from associates of HK\$3.1 million (2016: HK\$0.5 million) and a director of the Company of HK\$7.4 million (2016: HK\$3.6 million).

截至二零一七年十二月三十一日止年度

45. 承擔(續)**(a) 經營租約安排(續)***作為承租人(續)*

於報告期末，本集團根據不可撤銷經營租約而於下列期間到期支付之未來承擔最低租約款項如下：

| 2017 二零一七年 | | 2016 二零一六年 | |
|---|--------------------------------------|---|--------------------------------------|
| Land and buildings 土地及樓宇 HK\$ Million 百萬港元 | Others 其他 HK\$ Million 百萬港元 | Land and buildings 土地及樓宇 HK\$ Million 百萬港元 | Others 其他 HK\$ Million 百萬港元 |
| 160.4 | 0.9 | 147.1 | 0.1 |
| 156.8 | 0.4 | 89.9 | 0.1 |
| 317.2 | 1.3 | 237.0 | 0.2 |

經營租約付款指本集團就其辦公室物業及辦公室設備應付之租金。租約之年期一般議定為一至五年不等。租賃承擔包括應付一間聯營公司之租金1.6百萬港元(二零一六年：5.0百萬港元)及應付一間合營公司之租金67.6百萬港元(二零一六年：15.2百萬港元)。

作為出租人

年內賺取之物業租金收入為222.7百萬港元(二零一六年：211.1百萬港元)。所持有之物業已有租戶承諾租用，租賃期限及繳租期固定為一至五年。

於報告期末，本集團已就下列未來最低租約款項與租戶訂立合約：

| 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---------------------------------------|---------------------------------------|
| 173.3 | 172.0 |
| 118.2 | 132.3 |
| 291.5 | 304.3 |

租賃承擔包括應收聯營公司之租金3.1百萬港元(二零一六年：0.5百萬港元)及應收本公司一名董事之租金7.4百萬港元(二零一六年：3.6百萬港元)。

45. COMMITMENTS (CONT'D)

(b) Loan Commitments

Within one year

於一年內

| 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---------------------------------------|---------------------------------------|
| 1,282.4 | 1,412.5 |

(c) Other Commitments

Capital commitments for funds
Other capital commitments基金資本承擔
其他資本承擔

(c) 其他承擔

| 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---------------------------------------|---------------------------------------|
| 332.9 | 457.6 |
| 2.0 | 4.9 |
| 334.9 | 462.5 |

for the year ended 31st December, 2017

46. EMPLOYEE BENEFITS

The Group operates defined contribution retirement benefit schemes for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group under provident funds managed by independent trustees.

The retirement benefits cost charged to the consolidated statement of profit or loss represents contributions paid and payable to the fund by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, in accordance with the terms of the schemes, the contributions payable by the Group are reduced by the amount of forfeited employer's contributions.

The scheme has been closed in December 2000 to new employees as a consequence of the Mandatory Provident Fund Schemes Ordinance introduced by the Hong Kong Government.

From 1st December, 2000 onwards, new staff in Hong Kong joining the Group are required to join the Mandatory Provident Fund Scheme ("MPF Scheme"). The Group is required to contribute 5% of the employees' salaries, while the employees are required to contribute 5% of their salaries to the MPF Scheme.

The employees of the Company's subsidiaries established in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. These subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

截至二零一七年十二月三十一日止年度

46. 僱員福利

本集團為所有香港合資格僱員提供定額供款退休福利計劃。該等計劃之資產與本集團資產分開持有，獨立存於獨立信託公司所管理之公積金。

自綜合損益表扣除之退休福利開支為本集團按計劃規則所指定比率而已付及應付供款。倘僱員於完全達到享用退休福利前退出計劃，則根據計劃之條款，本集團應付的供款將扣除僱主應繳之金額。

由於香港政府推行強制性公積金計劃條例，故此本集團於二零零零年十二月起不再為新僱員提供上述計劃。

自二零零零年十二月一日起，凡於香港新加盟本集團之員工按規定均須加入強制性公積金計劃(「強積金計劃」)。本集團及僱員各自須向強積金計劃作出相當於僱員薪金5%之供款。

本公司在中國成立之附屬公司之僱員為中國政府管理之國家退休福利計劃之成員。此等附屬公司需按工資成本若干百分比向退休福利計劃作出供款，支持有關福利。本集團就退休福利計劃之責任僅為作出指定之供款。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

46. EMPLOYEE BENEFITS (CONT'D)

46. 僱員福利(續)

Expenses recognised in profit or loss for the contributions to retirement benefit schemes for the current year amounted to HK\$87.2 million (2016: HK\$95.3 million). The amount of forfeited contributions utilised in the course of the year ended 31st December, 2017 was HK\$0.2 million (2016: Nil).

本年度就退休福利計劃供款在損益確認之費用為87.2百萬港元(二零一六年：95.3百萬港元)。於截至二零一七年十二月三十一日止年度內使用之被沒收供款額為0.2百萬港元(二零一六年：無)。

Under the employee ownership scheme of SHK ("EOS"), which was formally adopted by SHK on 18th December, 2007, selected employees or directors of SHK group (the "Selected Grantees") were awarded shares in SHK. Following management's recommendation of SHK, shares of SHK were granted to the Selected Grantees subject to various terms including, amongst other things, the vesting scale whereby awarded shares of SHK will vest and become unrestricted in various vesting periods. During the year, 1.2 million shares (2016: 0.8 million shares) of SHK were awarded to Selected Grantees under the EOS. The fair value of the services rendered (by reference to the market value of awarded shares at grant dates) as consideration of the shares awarded during the year was HK\$6.1 million (2016: HK\$3.8 million) which will be amortised to profit or loss during the vesting period. The amount expensed during the year in respect of shares awarded under the EOS was HK\$6.4 million (2016: HK\$2.8 million).

根據新鴻基於二零零七年十二月十八日正式採納之新鴻基僱員股份擁有計劃(「僱員股份擁有計劃」)，新鴻基集團之經選定僱員或董事(「選定承授人」)獲授予新鴻基股份。經新鴻基管理層推薦後，向選定承授人授予新鴻基股份，惟須受各項條款所限，包括歸屬規模，據此，所授予之新鴻基股份將歸屬及在各個歸屬期間成為無限制。年內，根據僱員股份擁有計劃分別向選定承授人獎授1.2百萬股(二零一六年：0.8百萬股)新鴻基股份。年內作為獎授股份代價之所提供服務之公平價值(經參考獎授股份於授出日期之市值)為6.1百萬港元(二零一六年：3.8百萬港元)，將於歸屬期內於損益攤銷。年內根據僱員股份擁有計劃獎勵之股份所支銷之金額為6.4百萬港元(二零一六年：2.8百萬港元)。

At the extraordinary general meeting of the Company held on 23rd July, 2012, it was resolved that a director's service agreement entered between SHK group and a director of SHK's subsidiary for a term of ten years be approved. Subject to the terms and conditions of the agreement, SHK group has granted the director of a subsidiary an option ("Option") to subscribe for or purchase up to 20% of the issued capital of a new company ("Newco") to be established to hold all equity interests in subsidiaries incorporated or to be incorporated in the PRC for money lending businesses in the PRC ("PRC Subsidiaries") at an exercise price which is determined based on the aggregate carrying amount of shareholders equity and shareholders loans proportional to the shareholding to be taken up by the director of a subsidiary at the time of exercise of the Option. Prior to the period before the Option becomes vested, the director of a subsidiary is also entitled a bonus calculated based on the performance of the PRC Subsidiaries. The transaction constituted a very substantial disposal and a connected transaction and its details were disclosed in the Company's circular dated 29th June, 2012.

本公司於二零一二年七月二十三日舉行股東特別大會，議決批准新鴻基集團與新鴻基一間附屬公司之董事訂立之董事服務協議，為期十年。以協議之條款及條件為限，新鴻基集團授予附屬公司之董事購股權(「購股權」)，按行使價認購或購買將成立新公司(「新公司」)最多20%之已發行股本，該新公司成立以持有於或將於中國註冊成立從事放款業務的附屬公司(「中國附屬公司」)之全部股權，行使價乃根據附屬公司之董事行使購股權時將認購之股權比例應佔之股東權益及股東貸款之賬面總值釐定。於購股權歸屬前之期間，附屬公司之董事亦有權獲得按中國附屬公司表現計算所得之花紅。是項交易構成非常重大出售事項及關連交易，詳情披露於本公司二零一二年六月二十九日之通函。

for the year ended 31st December, 2017

46. EMPLOYEE BENEFITS (CONT'D)

The fair value of the Option on grant date of 23rd July, 2012 was HK\$255.1 million which was calculated using the Black-Scholes pricing model and carried out by Norton Appraisals Limited, a firm of independent and qualified professional valuers not connected with the Group. The inputs into the model include an underlying asset value of PRC Subsidiaries as at the grant date of HK\$1,018.1 million, risk free rate of 2.74%, volatility of 39.25% and expected option life of 5 years. No share based payment expense is recognised in the consolidated financial statements for the year ended 31st December, 2017 (2016: Nil) since one of the vesting conditions for the Option is the successful completion of the establishment of the Newco, the date of which, in the opinion of the management, could not yet be estimated with reasonable certainty.

47. PLEDGE OF ASSETS

At the end of the reporting period, certain of the Group's investment properties, land and buildings and properties held for sale with an aggregate carrying value of HK\$7,766.9 million (2016: HK\$6,827.4 million) together with certain securities in respect of a listed subsidiary with investment cost of HK\$276.6 million (2016: HK\$276.6 million) were pledged to secure loans and general banking facilities to the extent of HK\$2,428.5 million (2016: HK\$1,802.3 million) granted to the Group. Facilities amounting to HK\$990.0 million (2016: HK\$840.8 million) were utilised at the end of the reporting period.

At the end of the reporting period, a bank deposit of HK\$1.2 million (2016: Nil) was pledged to secure a guarantee issued to third parties by a bank in favour of a subsidiary to the extent of HK\$1.2 million (2016: Nil).

截至二零一七年十二月三十一日止年度

46. 僱員福利(續)

購股權之公平價值於授出日期二零一二年七月二十三日為255.1百萬港元，由與本集團並無關連之獨立合資格專業估值公司普敦國際評估有限公司以柏力克-舒爾斯定價模式計量。模式之輸入數據包括中國附屬公司於授出日期之相關資產值1,018.1百萬港元、無風險利率2.74%、波幅39.25%及預計購股權期限為五年。截至二零一七年十二月三十一日止年度並無於綜合財務報表確認股份結算開支(二零一六年：無)，因為購股權其中一項歸屬條件是成功完成新公司之成立，而管理層認為完成成立之日期無法合理估計。

47. 資產抵押

於報告期末，本集團賬面總值7,766.9百萬港元(二零一六年：6,827.4百萬港元)之若干投資物業、土地及樓宇及待出售物業，連同一間上市附屬公司投資成本276.6百萬港元(二零一六年：276.6百萬港元)之若干證券，已用作多達2,428.5百萬港元(二零一六年：1,802.3百萬港元)授予本集團之貸款及一般銀行信貸之抵押。於報告期末，已提用信貸額990.0百萬港元(二零一六年：840.8百萬港元)。

於報告期末，銀行存款1.2百萬港元(二零一六年：無)已作銀行為一間附屬公司向第三方發出的多達1.2百萬港元(二零一六年：無)的擔保之抵押。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

48. RELATED PARTY TRANSACTIONS AND BALANCES**48. 有關連人士交易及結餘**

During the year, the Group entered into following significant transactions with related parties.

年內，本集團與有關連人士訂立以下重大交易。

(a) Summary of transactions**(a) 交易概要**

| | | (Income)/Expense (收入)/支出 | |
|---|-------------------|---------------------------------------|---------------------------------------|
| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
| Associates | 聯營公司 | | |
| Management services fee | 管理服務費 | (59.1) | (34.6) |
| Loan referral fee and participation fee income | 貸款推介費及參與費收入 | (36.7) | (6.6) |
| Service fees income | 服務費收入 | (5.3) | (7.8) |
| Manager's fee | 管理人費用 | (2.6) | (2.5) |
| Consultancy fee received | 已收取之諮詢費 | (2.5) | - |
| Interest income | 利息收入 | (2.4) | (3.1) |
| Rent, property management and air-conditioning fee income | 租金、物業管理及空調費收入 | (1.4) | (2.5) |
| Interest expenses | 利息費用 | 9.0 | 2.8 |
| Service fees expenses | 服務費用 | 5.0 | 4.7 |
| Insurance premiums paid | 已付保險費 | 4.2 | 1.9 |
| Rent and property management fee | 租金及物業管理費 | 4.1 | 4.1 |
| Brokerage expenses | 經紀費用 | 3.4 | 1.4 |
| Proceeds received on disposal of subsidiaries | 出售附屬公司已收取之所得款項 | - | (100.7) |
| Joint ventures | 合營公司 | | |
| Administration, management, consultancy and agency fee income | 行政、管理、顧問及代理費收入 | (10.7) | (10.4) |
| Manager's fee | 管理人費用 | (1.3) | (1.3) |
| Rent, property management and air-conditioning fee | 租金、物業管理及空調費 | 33.1 | 30.9 |
| Director of the Company | 本公司董事 | | |
| Rental income | 租金收入 | (4.1) | (4.1) |
| Entities controlled by a director of the Company | 本公司董事控制之實體 | | |
| Rental income | 租金收入 | (14.1) | (0.4) |
| Logistics and warehouse services fee | 物流及倉庫服務費 | 0.3 | - |

Note: Apart from the tenancy agreements and a logistics and warehouse services agreement entered into by a subsidiary of the Company with entities controlled by a director of the Company, none of the above related party transactions constitutes a discloseable connected transaction as defined in the Listing Rules.

附註：除本公司一間附屬公司與由本公司董事控制之實體所訂立的租賃協議及物流及倉庫服務協議外，上述有關連人士交易概不構成上市規則所界定之須予披露關連交易。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

48. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**(b) Key management personnel compensation**

Short-term benefits 短期福利
Post-employment benefits 退休福利

48. 有關連人士交易及結餘(續)**(b) 主要管理層人員酬金**

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 155.0 | 109.4 |
| | 0.9 | 0.9 |
| | 155.9 | 110.3 |

(c) At the end of the reporting period, the Group had the following material balances with related parties:

Associates 聯營公司
Joint ventures 合營公司
Director of the Company 本公司董事
Entities controlled by a director 本公司董事控制
of the Company 之實體

(c) 於報告期末，本集團與有關連人士有以下重大結餘：

| | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------------------------------|---------------------------------------|
| | 409.6 | 268.8 |
| | 9.0 | 11.0 |
| | (0.9) | (1.2) |
| | (2.6) | (2.0) |
| | 415.1 | 276.6 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

48. RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**48. 有關連人士交易及結餘(續)****(c) At the end of the reporting period, the Group had the following material balances with related parties: (Cont'd)****(c) 於報告期末，本集團與有關連人士有以下重大結餘：(續)**

The above amounts are included in the consolidated statement of financial position of the Group in the following ways:

上述金額乃以下列方式於本集團之綜合財務狀況表內入賬：

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|---------------------------------|-----------|---------------------------------------|---------------------------------------|
| Trade and other receivables | 貿易及其他應收款項 | 14.9 | 15.3 |
| Amounts due from associates | 聯營公司欠款 | 518.6 | 378.4 |
| Amounts due from joint ventures | 合營公司欠款 | 9.1 | 11.1 |
| Trade and other payable | 貿易及其他應付款項 | (3.5) | (4.5) |
| Amounts due to associates | 欠聯營公司款項 | (7.4) | (7.3) |
| Amounts due to joint ventures | 欠合營公司款項 | (0.1) | (0.1) |
| Notes issued | 已發行票據 | (116.5) | (116.3) |
| | | 415.1 | 276.6 |

Notes:

註解：

- (i) As at 31st December, 2017, the amounts due from (to) associates are unsecured, non-interest bearing and repayable on demand, except for (i) an unsecured short-term loan to an associate of HK\$46.0 million, which bears interest at 7.75% per annum for the first month and 4.6% per annum thereafter and is due for repayment on 30th April, 2018; and (ii) an unsecured short-term loan to an associate of HK\$35.0 million, which bears interest at 3% above HIBOR per annum and is due for repayment on 30th October, 2018.
- (ii) As at 31st December, 2017, the amounts due from (to) joint ventures are unsecured, non-interest bearing and repayable on demand.
- (d) During the year, loans of HK\$81.0 million (2016: HK\$491.6 million) was advanced to associates and HK\$44.0 million (2016: HK\$290.8 million) were repaid by associates.
- (i) 於二零一七年十二月三十一日，該等欠自(欠)聯營公司款項為無抵押、免息及須於要求時償還，惟(i)授予一間聯營公司的無抵押短期貸款46.0百萬港元，於第一個月按每年7.75厘計息及其後按每年4.6厘計息及須於二零一八年四月三十日償還；及(ii)授予一間聯營公司的無抵押短期貸款35.0百萬港元，按香港銀行同業拆息加3厘的年利率計息及須於二零一八年十月三十日償還除外。
- (ii) 於二零一七年十二月三十一日，該等欠自(欠)合營公司款項為無抵押、免息及須於要求時償還。
- (d) 年內，已向聯營公司墊支貸款81.0百萬港元(二零一六年：491.6百萬港元)及獲聯營公司償還貸款44.0百萬港元(二零一六年：290.8百萬港元)。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**49. 本公司之財務狀況表**

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|-----------------|---------------------------------------|---------------------------------------|
| Non-current assets | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 2.5 | 1.7 |
| Investments in subsidiaries | 於附屬公司之投資 | 1,356.6 | 1,300.3 |
| Amounts due from subsidiaries | 附屬公司欠款 | 2,415.1 | 2,843.2 |
| | | 3,774.2 | 4,145.2 |
| Current assets | 流動資產 | | |
| Trade and other receivables | 貿易及其他應收款項 | 25.9 | 17.8 |
| Amounts due from subsidiaries | 附屬公司欠款 | 572.8 | 502.7 |
| Cash and cash equivalents | 現金及現金等價物 | 199.4 | 69.4 |
| | | 798.1 | 589.9 |
| Current liabilities | 流動負債 | | |
| Trade and other payables | 貿易及其他應付款項 | 5.6 | 4.8 |
| Provisions | 撥備 | 0.4 | 0.4 |
| | | 6.0 | 5.2 |
| Net current assets | 流動資產淨值 | 792.1 | 584.7 |
| Total assets less current liabilities | 總資產減流動負債 | 4,566.3 | 4,729.9 |
| Capital and reserves | 股本及儲備 | | |
| Share capital | 股本 | 2,221.7 | 2,221.7 |
| Reserves | 儲備 | 1,441.9 | 1,332.0 |
| Total equity | 權益總額 | 3,663.6 | 3,553.7 |
| Non-current liability | 非流動負債 | | |
| Amount due to a subsidiary | 欠一間附屬公司款項 | 902.7 | 1,176.2 |
| | | 4,566.3 | 4,729.9 |

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 26th March, 2018, and is signed on its behalf by:

本公司財務狀況表經董事會於二零一八年三月二十六日批准及授權刊發，並由下列董事代表簽署：

Arthur George Dew
狄亞法
Director
董事

Edwin Lo King Yau
勞景祐
Director
董事

50. RESERVES OF THE COMPANY

50. 本公司之儲備

| | | Accumulated profits 累計溢利 HK\$ Million 百萬港元 | Dividend reserve 股息儲備 HK\$ Million 百萬港元 | Total 總計 HK\$ Million 百萬港元 |
|---|------------------|--|---|-------------------------------------|
| At 1st January, 2016 | 於二零一六年一月一日 | 805.1 | 285.2 | 1,090.3 |
| 2016 interim dividend | 二零一六年中期股息 | (26.7) | 26.7 | - |
| Dividend paid | 已付股息 | - | (311.9) | (311.9) |
| Second interim dividend declared | 宣派第二次中期股息 | (327.1) | 327.1 | - |
| Share repurchased and cancelled | 購回及註銷股份 | (57.3) | - | (57.3) |
| Profit and total comprehensive income attributable to owners of the Company | 本公司股東應佔溢利及全面收益總額 | 610.9 | - | 610.9 |
| At 31st December, 2016 | 於二零一六年十二月三十一日 | 1,004.9 | 327.1 | 1,332.0 |
| 2017 interim dividend | 二零一七年中期股息 | (26.4) | 26.4 | - |
| Dividend paid | 已付股息 | - | (353.5) | (353.5) |
| Second interim dividend declared | 宣派第二次中期股息 | (413.0) | 413.0 | - |
| Share repurchased and cancelled | 購回及註銷股份 | (52.5) | - | (52.5) |
| Profit and total comprehensive income attributable to owners of the Company | 本公司股東應佔溢利及全面收益總額 | 515.9 | - | 515.9 |
| At 31st December, 2017 | 於二零一七年十二月三十一日 | 1,028.9 | 413.0 | 1,441.9 |

The Company's reserves available for distribution to owners of the Company at 31st December, 2017 are represented by accumulated profits and dividend reserve totalling HK\$1,441.9 million (2016: HK\$1,332.0 million).

於二零一七年十二月三十一日，本公司可供派發予本公司股東之儲備以合共1,441.9百萬港元(二零一六年：1,332.0百萬港元)的累計溢利及股息儲備呈列。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

51. INVESTMENTS IN SUBSIDIARIES**Details of non wholly-owned subsidiaries of the Group that have material non-controlling interests**

The consolidated profit or loss allocated to non-controlling interests during the year and the accumulated non-controlling interests in the consolidated statement of financial position as at 31st December, 2017 are as follows:

51. 於附屬公司之投資

本集團擁有重大非控股權益的非全資附屬公司的詳情

年內，分配予非控股權益之綜合損益及於二零一七年十二月三十一日之綜合財務狀況表內累計之非控股權益如下：

| | | Profit (loss) allocated to non-controlling interests 分配予非控股權益之溢利(虧損) | | Accumulated non-controlling interests 累計非控股權益 | |
|---|----------------|---|---------------------------------------|--|---------------------------------------|
| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
| APL and its subsidiaries | 聯合地產及其附屬公司 | 2,273.2 | 1,836.4 | 20,842.7 | 19,052.1 |
| Other subsidiaries having non-controlling interests | 其他擁有非控股權益之附屬公司 | 41.7 | (18.4) | 348.4 | 301.2 |
| | | 2,314.9 | 1,818.0 | 21,191.1 | 19,353.3 |

Summarised consolidated financial information of APL is set out below.

聯合地產的綜合財務資料概要載列如下。

| | | 2017 二零一七年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 |
|--|---------------|---------------------------------------|---------------------------------------|
| Current assets | 流動資產 | 21,247.7 | 19,925.9 |
| Non-current assets | 非流動資產 | 40,818.5 | 34,425.3 |
| Current liabilities | 流動負債 | (5,769.2) | (5,676.6) |
| Non-current liabilities | 非流動負債 | (9,002.7) | (6,199.0) |
| | | | |
| Dividend distribution to non-controlling interests | 分派股息予非控股權益 | 454.9 | 321.3 |
| Revenue | 收入 | 4,374.3 | 3,974.6 |
| Profit for the year | 本年度溢利 | 5,267.5 | 5,099.8 |
| Other comprehensive income (expenses) for the year | 本年度其他全面收益(費用) | 876.7 | (1,025.4) |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料

Particulars of the Company's principal subsidiaries at 31st December, 2017 which have their principal place of operations in Hong Kong are set out below:

於二零一七年十二月三十一日，本公司主要業務所在地於香港之主要附屬公司資料如下：

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|---|--|---|---------------|---------------------------------------|---------------|---|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 二零一七年 | 2016 二零一六年 | 2017 二零一七年 | 2016 二零一六年 | |
| | | % | % | % | % | |
| Admiralty Eight Limited | 1 | 100 | 100 | 43 | 42 | Property holding 持有物業 |
| Admiralty Eleven Limited | 1 | 100 | 100 | 43 | 42 | Property holding 持有物業 |
| AG Capital Limited 聯合融資有限公司 | 2 | 100 | 100 | 100 | 100 | Securities trading, money lending and business of consultancy 證券買賣、借貸及 顧問諮詢業務 |
| AG Investments Limited | 50,000,000 | 100* | 100* | 100 | 100 | Investment holding 投資控股 |
| Alaston Development Limited | US\$1 1美元 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Allied Capital Management Limited | 2 | 100 | 100 | 100 | 100 | Securities trading 證券買賣 |
| Allied Properties (H.K.) Limited ** 聯合地產(香港)有限公司** | 4,250,524,762 | 14* | 14* | 75 | 75 | Investment holding 投資控股 |
| | | 61 | 61 | | | |
| Allied Properties Investments (1) Company Limited | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Allied Real Estate Agency Limited 聯合地產代理有限公司 | 2 | 100 | 100 | 75 | 75 | Real estate agency 地產代理 |
| AP Administration Limited | 2 | 100 | 100 | 75 | 75 | Provision of management and consultancy services 提供管理及顧問服務 |
| AP Corporate Services Limited | 2 | 100 | 100 | 75 | 75 | Provision of corporate services 提供公司服務 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|--|--|---|------------|---------------------------------------|------------|---|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 | 2016 | 2017 | 2016 | |
| | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| AP Development Limited 聯合地產發展有限公司 | 2 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| AP Diamond Limited | US\$1 1美元 | 100 | 100 | 75 | 75 | Property holding and investment holding 持有物業及投資控股 |
| AP Emerald Limited | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| AP Finance Limited | 2 | 100 | 100 | 75 | 75 | Money lending 借貸 |
| AP Property Management Limited | 2 | 100 | 100 | 75 | 75 | Building management 樓宇管理 |
| Best Melody Development Limited 高韻發展有限公司 | 5,000 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Capital Sharp Investment Limited 昌鍵投資有限公司 | 2 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Capscore Limited | 2 | 100* | 100* | 100 | 100 | Investment holding 投資控股 |
| Charm Force Investment Limited 耀科投資有限公司 | 18,155,000 | 57 | 57 | 43 | 43 | Investment holding 投資控股 |
| Citiwealth Investment Limited 開鵬投資有限公司 | 2 | 100* | 100* | 100 | 100 | Investment holding 投資控股 |
| CMS Investments Limited | 1 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Conrad Security Limited 港麗保安有限公司 | 1 | 100 | 100 | 75 | 75 | Security and guarding services 保安及護衛服務 |
| First Asian Holdings Limited 亞洲第一集團有限公司 | 2 | 100 | 100 | 25 | 25 | Investment holding 投資控股 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D) 52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|--|--|---|------------|---------------------------------------|------------|---|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 | 2016 | 2017 | 2016 | |
| | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| Florich Development Limited 景資發展有限公司 | 10,000 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Front Sail Limited 拓航有限公司 | 5,000 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Gilmore Limited | 2 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Hillcrest Development Limited | 20 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Hi-Link Limited | 200 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Hong Kong Dementia Services Limited 香港老年癡呆症服務有限公司 | US\$1 1美元 | 100 | 100 | 75 | 75 | Provision of elderly care services 提供護老服務 |
| Integrated Custodian Limited | 2 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Itso Limited | 2 | 100 | 100 | 43 | 42 | Investment holding, financial services and securities trading 投資控股、金融服務及 證券買賣 |
| Jaffe Development Limited | US\$1 1美元 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Kalix Investment Limited | 2 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Long Rainbow Limited 大利標有限公司 | 2 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D) 52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|---|--|---|------------|---------------------------------------|------------|--|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 | 2016 | 2017 | 2016 | |
| | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| Long Set Investments Limited 朗式投資有限公司 | 2 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| LYNX Technology Limited 凌睿科技有限公司 | 1,000,000 | 100 | 100 | 75 | 75 | Medical equipment and supplies distribution 醫療設備及供應品分銷 |
| Mainford Investment Limited 銘福投資有限公司 | 1 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Mightyton Limited | 10,000 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Oakfame Investment Limited 幹美投資有限公司 | 2 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Ontone Limited 安通建業有限公司 | 2 | 100 | 100 | 75 | 75 | Hotel operations and property holding 酒店業務及持有物業 |
| Pioneer Alliance Limited 興順隆有限公司 | 10,000 | 100* | 100* | 100 | 100 | Investment holding 投資控股 |
| Plentiwind Limited | 15,000,002 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Polyking Services Limited 栢麗服務有限公司 | 2 | 100 | 100 | 75 | 75 | Building maintenance and cleaning services 樓宇保養及清潔服務 |
| Protech Property Management Limited 保得物業管理有限公司 | 5,000 | 100 | 100 | 75 | 75 | Building management and security guarding services 樓宇管理及護衛服務 |
| Rank Crown Investment Limited 穎坤投資有限公司 | 2 | 100* | 100* | 100 | 100 | Investment holding 投資控股 |
| Rodrill Investments Limited | 1 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| San Pack Properties Limited 山栢置業有限公司 | 10 | 100 | 100 | 75 | 75 | Property holding 持有物業 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D) 52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|---|---|---|------------|---------------------------------------|------------|--|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 | 2016 | 2017 | 2016 | |
| | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| Scienter Investments Limited | 20 | 100 | 100 | 43 | 42 | Investment holding and provision of loan finance 投資控股及提供貸款融資 |
| Senior Care Elderly Limited | US\$1 1美元 | 100 | 100 | 75 | 75 | Provision of elderly care services 提供護老服務 |
| Senior Care Limited 善頤護理有限公司 | 1,000 | 100 | 100 | 75 | 75 | Provision of elderly care services 提供護老服務 |
| Senior Care Nursing Home Limited 善頤護老有限公司 | 1,000 | 100 | 100 | 75 | 75 | Provision of elderly care services 提供護老服務 |
| SHK Bullion Company Limited | 10,000 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| SHK Commodities Limited | 10,000 | 100 | 100 | 43 | 42 | Investment portfolio 投資組合 |
| SHK Finance Limited 新鴻基財務有限公司 | 150,000,000 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| SHK Hong Kong Industries Limited** 新工投資有限公司** | 918,978,271 | 75 | 75 | 75 | 75 | Investment holding 投資控股 |
| SHK International Limited | 10,000 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| SHK Investment Services Limited | 1,000,000 | 100 | 100 | 43 | 42 | Asset holding 資產投資 |
| SHK Pearl River Delta Investment Company Limited 新鴻基珠江三角洲投資有限公司 | Issued share capital: 已發行股本: 100,000,000 Paid up share capital: 繳足股本: 75,000,000.5 | 100 | 100 | 43 | 42 | Provision of loan finance 提供貸款融資 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D) 52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|---|--|---|------------|---------------------------------------|------------|---|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 | 2016 | 2017 | 2016 | |
| | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| SHK Securities Limited | 20 | 100 | 100 | 43 | 42 | Asset holding 資產投資 |
| Sierra Joy Limited | 2 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| Sunhill Investments Limited 陽山投資有限公司 | 2 | 100* | 100* | 100 | 100 | Investment holding 投資控股 |
| Sun Hung Kai & Co. Limited** 新鴻基有限公司** | 8,731,004,462 | 57 | 56 | 43 | 42 | Investment holding 投資控股 |
| Sun Hung Kai Credit Limited 新鴻基信貸有限公司 | 450,000,000 (2016: 250,000,000) (二零一六年: 250,000,000) | 100 | 100 | 40 | 36 | Mortgage financing 按揭財務 |
| Sun Hung Kai Fintech Capital Limited (formerly known as SHK Insurance Consultants Limited) (前稱新鴻基保險顧問有限公司) | 3,000,000 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Sun Hung Kai Securities (Overseas) Limited 新鴻基證券(海外)有限公司 | 60,000 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Sun Hung Kai Strategic Capital Limited 新鴻基策略資本有限公司 | 2 | 100 | 100 | 43 | 42 | Investment holding, securities trading and financial services 投資控股、證券買賣及 金融服務 |
| Sun Hung Kai Structured Finance Limited 新鴻基結構融資有限公司 | 137,500,000 | 100 | 100 | 43 | 42 | Securities trading and provision of loan finance 證券買賣及提供貸款融資 |
| Sun Hung Kai Venture Capital Limited | 2 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Texgulf Limited | 20 | 100 | 100 | 43 | 42 | Property holding 持有物業 |
| The Hong Kong Equity Guarantee Corporation Limited | 2 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Paid up issued ordinary share capital 繳足已發行 普通股本 HK\$ 港元 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|--|--|---|------------|---------------------------------------|------------|---|
| | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 | 2016 | 2017 | 2016 | |
| | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| Tung Wo Investment Company, Limited 同和投資有限公司 | 10,000 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| United Asia Finance Limited 亞洲聯合財務有限公司 | 1,502,218,417.8 | 58 | 58 | 25 | 25 | Consumer financing 私人財務 |
| Wah Cheong Development Company, Limited 華昌建業有限公司 | 25,100,000 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Wineur Secretaries Limited 偉略秘書有限公司 | 2 | 100 | 100 | 43 | 42 | Secretarial services 秘書服務 |
| Yee Li Ko Investment Limited 億利高投資有限公司 | 58,330,000 | 100 | 100 | 43 | 42 | Property holding 持有物業 |
| Yu Ming Investment Management Limited 禹銘投資管理有限公司 | 10,000,000 | 100 | 100 | 100 | 100 | Management and investment advisory services 管理及投資顧問服務 |

With the exception of Alaston Development Limited, Allied Properties Investments (1) Company Limited, AP Diamond Limited, AP Emerald Limited, Hong Kong Dementia Services Limited, Jaffe Development Limited and Senior Care Elderly Limited, which were incorporated in the British Virgin Islands, all the above subsidiaries were incorporated in Hong Kong.

除Alaston Development Limited、Allied Properties Investments (1) Company Limited、AP Diamond Limited、AP Emerald Limited、香港老年癡呆症服務有限公司、Jaffe Development Limited及Senior Care Elderly Limited於英屬處女群島註冊成立外，以上所有附屬公司均在香港註冊成立。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

Particulars of the Company's principal subsidiaries at 31st December, 2017 which were incorporated and have their principal place of operations outside Hong Kong are set out below:

於二零一七年十二月三十一日，本公司在香港以外地點註冊成立及其主要業務所在地亦在香港境外地區之主要附屬公司資料如下：

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股本 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|-------------------------------------|---|--|---|------------|---------------------------------------|------------|---|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| Allied Properties China Limited | Cayman Islands 開曼群島 | US\$1,000 1,000美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Allied Properties Resources Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Boneast Assets Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Bronwood Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | - | 43 | - | Investment holding 投資控股 |
| Bright Clear Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 100 | 100 | Investment holding 投資控股 |
| Cautious Base Limited | British Virgin Islands 英屬處女群島 | HK\$10,001 10,001港元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Champstar Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding, securities trading and financial services 投資控股、證券買賣及 金融服務 |
| Doco Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Fine Era Limiteds 佳紀有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 100 | 100 | Investment holding 投資控股 |
| Gilbrook Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | - | 75 | - | Property holding 持有物業 |
| Kenworld Corporation | Republic of Liberia 利比里亞共和國 | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股本 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|--|---|--|---|--------------------|---------------------------------------|--------------------|----------------------------|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 二零一七年 % | 2016 二零一六年 % | 2017 二零一七年 % | 2016 二零一六年 % | |
| Sun Hung Kai Global Opportunities Fund (formerly known as KIMA Pan Asia Offshore Fund) (前稱KIMA Pan Asia Offshore Fund) | Cayman Islands 開曼群島 | | | | | | Investment fund 投資基金 |
| - Management shares 管理股 | | 1,000 US\$1 shares 1,000股每股1美元 | 100 | 100 | 43 | 42 | |
| - Participating shares 參與股 | | 7,392.805 US\$0.001 shares 7,392.805股 每股0.001美元 | 100 | 100 | 43 | 42 | |
| - Class B6 participating shares B6類別參與股 | | 182,255.1444 (2016: 223,060.3644) US\$0.001 shares 182,255.1444股 (二零一六年: 223,060.3644股) 每股0.001美元 | 100 | 100 | 43 | 42 | |
| - Class B3 participating shares B3類別參與股 | | 7,581.95 US\$0.001 shares 7,581.95股 每股0.001美元 | 100 | 100 | 43 | 42 | |
| Lakewood Development Corporation | United States of America 美國 | US\$1,000 1,000美元 | 100 | 100 | 75 | 75 | Property holding 持有物業 |
| LHY Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Paignton Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | - | 43 | - | Investment holding 投資控股 |
| Razorway Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Rosworth Global Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Senior Care Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 75 | 75 | Investment holding 投資控股 |
| Shipsape Investments Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| SHK Asian Opportunities Holdings Limited | Cayman Islands 開曼群島 | US\$10,000 10,000美元 | 95 | 95 | 41 | 40 | Investment holding 投資控股 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股本 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|---|---|---|---|------------|---------------------------------------|------------|---|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| SHK Asset Management Holding Limited | British Virgin Islands 英屬處女群島 | US\$3,400,001 3,400,001美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Sun Hung Kai (China) Investment Management Company Limited 新鴻基(中國)投資管理有限公司 | People's Republic of China 中華人民共和國 | RMB50,000,000 人民幣50,000,000元 | 100 | 100 | 43 | 42 | Corporate marketing and investment consultancy 市場策劃及投資顧問 |
| Sun Hung Kai & Co. (BVI) Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Financing 融資 |
| Sun Hung Kai & Co. (CP) Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | - | 43 | - | Investment holding 投資控股 |
| Sun Hung Kai Capital Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Swan Islands Limited | British Virgin Islands 英屬處女群島 | US\$503,000,001 503,000,001美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Swanwick Global Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| SWAT Securitisation Fund ^ | Luxembourg 盧森堡 | RMB29,968,900 人民幣29,968,900元 | 100 | 100 | 43 | 42 | Securitisation fund 證券化基金 |
| Top Marker Limited + | British Virgin Islands 英屬處女群島 | US\$1 1美元 | - | - | - | - | Investment holding 投資控股 |
| Treasure Rider Limited | Cayman Islands 開曼群島 | US\$19,800 (2016: US\$11,000) 19,800美元 (二零一六年: 11,000美元) | 92 | 86 | 40 | 36 | Investment holding 投資控股 |
| UAF Holdings Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| Zeal Goal International Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100 | 100 | 43 | 42 | Investment holding 投資控股 |
| 上海浦東新區亞聯財小額貸款有限公司 ^(a) | People's Republic of China 中華人民共和國 | RMB200,000,000 人民幣200,000,000元 | 70 | 70 | 17 | 17 | Money lending 借貸 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股 資本 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|---------------------------------|---|---|---|------------|---------------------------------------|------------|-------------------------------|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| 大連保稅區亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | US\$50,000,000 (2016: US\$60,000,000) 50,000,000美元 (二零一六年: 60,000,000美元) | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 大連亞聯財信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 天津亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | HK\$130,000,000 (2016: HK\$250,000,000) 130,000,000港元 (二零一六年: 250,000,000港元) | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 北京亞聯財小額貸款有限公司 ^(a) | People's Republic of China 中華人民共和國 | RMB200,000,000 (2016: RMB500,000,000) 人民幣200,000,000元 (二零一六年: 人民幣500,000,000元) | 80 | 80 | 20 | 20 | Money lending 借貸 |
| 成都亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | HK\$230,000,000 (2016: HK\$350,000,000) 230,000,000港元 (二零一六年: 350,000,000港元) | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 成都亞聯財經濟信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 亞洲第一信息諮詢(深圳)有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB50,000,000 人民幣50,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 亞聯財信息諮詢(上海)有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 70 | 70 | 17 | 17 | Financial consultancy 財務顧問 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股股本 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|--------------------------------------|---|---|---|------------|---------------------------------------|------------|-------------------------------|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| 亞聯財信息諮詢(深圳)有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB25,000,000 人民幣25,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 武漢亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB300,000,000 人民幣300,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 武漢亞聯財信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 青島市城陽區亞聯財小額貸款 有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB300,000,000 人民幣300,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 青島亞聯財信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 南寧市亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB200,000,000 人民幣200,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 南寧市亞聯財投資管理有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 哈爾濱市亞聯財小額貸款 有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB200,000,000 人民幣200,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 哈爾濱亞聯財信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 重慶亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | US\$20,000,000 (2016: US\$40,000,000) 20,000,000美元 (二零一六年: 40,000,000美元) | 100 | 100 | 25 | 25 | Money lending 借貸 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股本 | Proportion of ownership interest 擁有權益之比例 | | | | Principal activity 主要業務 |
|--|---|--|---|------------|---------------------------------------|------------|-------------------------------|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| 重慶亞聯財信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 深圳亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB600,000,000 人民幣600,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 雲南省亞聯財小額貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | HK\$350,000,000 350,000,000港元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 雲南亞聯財經濟信息諮詢 有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 新聯財信息諮詢(深圳)有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB5,000,000 人民幣5,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 新鴻基(天津)股權投資基金管理 有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB50,000,000 人民幣50,000,000元 | 100 | 100 | 43 | 42 | Asset management 資產管理 |
| 新鴻基融資擔保(瀋陽)有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB300,000,000 人民幣300,000,000元 | 100 | 100 | 25 | 25 | Loan guarantee 貸款擔保 |
| 福州亞聯財信息諮詢有限公司 ^(c) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 福州市晉安區亞聯財小額貸款 有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB200,000,000 人民幣200,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 濟南市歷下區亞聯財小額貸款 有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB300,000,000 人民幣300,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES (CONT'D)

52. 主要附屬公司資料(續)

| Subsidiaries 附屬公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Paid up issued ordinary share capital 繳足已發行普通股本 | Proportion of ownership interest 擁有權權益之比例 | | | | Principal activity 主要業務 |
|--|---|--|---|------------|---------------------------------------|------------|--|
| | | | Held by the Company/ subsidiaries 本公司/附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| 濟南亞聯財信息諮詢有限公司 ^(a) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 瀋陽亞聯財卓越信息諮詢有限公司 ^(a) | People's Republic of China 中華人民共和國 | RMB1,000,000 人民幣1,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| 瀋陽金融商貿開發區亞聯財小額 貸款有限公司 ^(b) | People's Republic of China 中華人民共和國 | RMB320,000,000 人民幣320,000,000元 | 100 | 100 | 25 | 25 | Money lending 借貸 |
| 壹融站信息技術(深圳)有限公司 (formerly known as 深圳亞聯財信息技術有限公司) ^(c) (前稱深圳亞聯財信息技術 有限公司) ^(c) | People's Republic of China 中華人民共和國 | RMB20,000,000 人民幣20,000,000元 | 100 | 100 | 25 | 25 | Financial consultancy 財務顧問 |
| * These shareholdings represent the proportion of ownership interest held directly by the Company. | | | | | | | * 該等持股即本公司直接持有擁有權權益之比例。 |
| ** These subsidiaries are listed in Hong Kong and further details about them are available in their published accounts. | | | | | | | ** 該等附屬公司於香港上市，有關該等附屬公司之其他詳情載於其公佈之賬目內。 |
| ^ The subsidiary is a fund established and created under Luxembourg laws. As the Group holds all the issued units of the fund, it is classified as a subsidiary. | | | | | | | ^ 該附屬公司為根據盧森堡法律而創立之基金。由於本集團持有所有發行基金單位，因此將該基金分類為一間附屬公司。 |
| + Although the Group has no equity interest in Top Marker Limited, it is classified as a subsidiary of the Group as the Group can control the composition of its board and is exposed to its variable returns. The Group's investment in Top Marker Limited was HK\$188.9 million at the reporting date. | | | | | | | + 雖然本集團於Top Marker Limited並無股本權益，但由於本集團能控制其董事會的組合及承受其浮動回報，因此被分類為本集團之附屬公司。於結算日，本集團於Top Marker Limited之投資為188.9百萬港元。 |
| (a) These companies are sino-foreign equity joint venture. | | | | | | | (a) 該等公司為中外合資企業。 |
| (b) These companies are wholly-foreign owned enterprise. | | | | | | | (b) 該等公司為外商獨資企業。 |
| (c) These companies are wholly-domestic owned enterprise. | | | | | | | (c) 該等公司為本地獨資企業。 |

The above tables list 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.

Save as disclosed in note 39 to the consolidated financial statements, none of the other subsidiaries had issued any debt securities at the end of the year.

上表所列公司乃董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本公司附屬公司。董事認為列出其他附屬公司的詳情，會令資料過於冗長。

除綜合財務報表附註39披露外，其他附屬公司於年末並無發行任何其他債務證券。

for the year ended 31st December, 2017

截至二零一七年十二月三十一日止年度

53. PARTICULARS OF PRINCIPAL ASSOCIATES

53. 主要聯營公司資料

Particulars of the Group's principal associates at 31st December, 2017 are set out below:

於二零一七年十二月三十一日之本集團主要聯營公司資料如下：

| Associates 聯營公司 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Proportion of ownership interest and voting rights 擁有權益及投票權之比例 | | | | Principal activity 主要業務 |
|--|---|--|--------------------|---------------------------------------|--------------------|---|
| | | Held by subsidiaries 附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | 2017 二零一七年 % | 2016 二零一六年 % | 2017 二零一七年 % | 2016 二零一六年 % | |
| APAC Resources Limited** 亞太資源有限公司** | Hong Kong 香港 | 34 | 28 | 25 | 21 | Investment holding 投資控股 |
| Dragon Mining Limited* | Australia 澳洲 | 24 | 24 | 18 | 18 | Gold producer 黃金生產商 |
| Learning Ark Holdings Limited | British Virgin Islands 英屬處女群島 | 21 | 21 | 9 | 9 | Provision of online education services 提供在線教育服務 |
| Oriental Cashmere Limited | British Virgin Islands 英屬處女群島 | 25 | 25 | 19 | 19 | Manufacturing and trading of cashmere products 羊絨產品生產及貿易 |
| Purple Link Investment Limited 紫聯投資有限公司 | Hong Kong 香港 | 25 | 25 | 19 | 19 | Investment in properties 投資於物業 |
| Sun Hung Kai Financial Group Limited 新鴻基金金融集團有限公司 | British Virgin Islands/ Hong Kong 英屬處女群島/香港 | 30 | 30 | 13 | 13 | Wealth management and brokerage business 財富管理及經紀業務 |
| Tanami Gold NL* | Australia 澳洲 | 35 | 35 | 26 | 26 | Gold mining operations and mineral exploration 黃金採礦業務及礦產勘探 |
| Tian An China Investments Company Limited** 天安中國投資有限公司** | Hong Kong 香港 | 49 | 49 | 36 | 36 | Property development, property investment and property management 物業發展、物業投資及物業管理 |

* These associates are listed in Australia and further details about them are available in their published accounts.

* 該等聯營公司在澳洲上市，有關該等公司之進一步詳情載於其公佈之賬目內。

** These associates are listed in Hong Kong and further details are available in their published accounts.

** 該等聯營公司在香港上市，有關該等公司之進一步詳情載於其公佈之賬目內。

The above table lists the associates of the Group 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 associates would, in the opinion of the Directors, result in particulars of excessive length.

上表所列公司乃董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本集團聯營公司。董事認為列出其他聯營公司的詳情，會令資料過於冗長。

for the year ended 31st December, 2017

54. PARTICULARS OF PRINCIPAL JOINT VENTURE

Particulars of the Group's principal joint venture at 31st December, 2017 are set out below:

| Joint ventures 合營公司 | Form of business structure 業務架構形式 | Place of incorporation/ operation 註冊成立/ 業務所在地 | Proportion of ownership interest and voting rights 擁有權益及投票權之比例 | | | | Principal activity 主要業務 |
|------------------------|---|---|--|------------|---------------------------------------|------------|---|
| | | | Held by subsidiaries 附屬公司持有 | | Attributable to the Group 本集團應佔 | | |
| | | | 2017 | 2016 | 2017 | 2016 | |
| | | | 二零一七年 % | 二零一六年 % | 二零一七年 % | 二零一六年 % | |
| Allied Kajima Limited | Incorporated 註冊成立 | Hong Kong 香港 | 50 | 50 | 37 | 37 | Property and investment holding 地產及投資控股 |

The above table lists the joint venture of the Group 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 joint ventures would, in the opinion of the Directors, result in particulars of excessive length.

截至二零一七年十二月三十一日止年度

54. 主要合營公司資料

於二零一七年十二月三十一日之本集團主要合營公司資料如下：

上表所列公司乃董事認為對本年度業績有重大影響，或構成本集團淨資產主要部分之本集團合營公司。董事認為列出其他合營公司的詳情，會令資料過於冗長。

Financial year ended 31st December,
截至十二月三十一日止財政年度

| | | 2013 二零一三年 HK\$ Million 百萬港元 | 2014 二零一四年 HK\$ Million 百萬港元 | 2015 二零一五年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 | 2017 二零一七年 HK\$ Million 百萬港元 |
|---------------------------|-----------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Results | 業績 | | | | | |
| Revenue * | 收入* | 5,181.4 | 5,766.3 | 5,304.4 | 4,101.9 | 4,540.7 |
| Profit for the year | 本年度溢利 | 2,650.8 | 3,237.2 | 5,978.8 | 5,081.2 | 5,550.8 |
| Attributable to: | 應佔方： | | | | | |
| Owners of the Company | 本公司股東 | 1,333.2 | 1,655.7 | 2,983.2 | 3,263.2 | 3,235.9 |
| Non-controlling interests | 非控股權益 | 1,317.6 | 1,581.5 | 2,995.6 | 1,818.0 | 2,314.9 |
| | | 2,650.8 | 3,237.2 | 5,978.8 | 5,081.2 | 5,550.8 |
| Basic earnings per share | 每股基本盈利 | HK\$7.06港元 | HK\$9.02港元 | HK\$16.33港元 | HK\$18.34港元 | HK\$18.35港元 |

At 31st December,
於十二月三十一日

| | | 2013 二零一三年 HK\$ Million 百萬港元 | 2014 二零一四年 HK\$ Million 百萬港元 | 2015 二零一五年 HK\$ Million 百萬港元 | 2016 二零一六年 HK\$ Million 百萬港元 | 2017 二零一七年 HK\$ Million 百萬港元 |
|--|--------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
| Assets and liabilities | 資產及負債 | | | | | |
| Total assets | 資產總額 | 43,128.4 | 48,777.8 | 49,240.7 | 52,651.8 | 60,672.7 |
| Total liabilities | 負債總額 | (12,238.7) | (14,871.4) | (11,193.3) | (11,540.2) | (14,412.2) |
| Total equity | 權益總額 | 30,889.7 | 33,906.4 | 38,047.4 | 41,111.6 | 46,260.5 |
| Non-controlling interests | 非控股權益 | (15,101.0) | (16,739.0) | (18,703.3) | (19,353.3) | (21,191.1) |
| Equity attributable to owners of the Company | 本公司股東應佔權益 | 15,788.7 | 17,167.4 | 19,344.1 | 21,758.3 | 25,069.4 |

* Included revenue from both continuing and discontinued operations.

* 包括來自持續及已終止經營業務之收入。

Particulars of major properties held by the subsidiaries and joint ventures of the Group at 31st December, 2017 are as set out below:

本集團之附屬公司及合營公司於二零一七年十二月三十一日所持主要物業資料如下：

| Name/location 名稱／地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|--|----------------------|------------|---|---|---|
| Hong Kong 香港 | | | | | |
| Park Place 7 Tai Tam Reservoir Road Hong Kong 雅柏苑 香港 大潭水塘道7號 | 2056 + | R | 3,475 | 75.00 | Existing 現有物業 |
| Allied Cargo Centre 150-164 Texaco Road Tsuen Wan, New Territories 聯合貨運中心 新界荃灣 德士古道150-164號 | 2047 | G | 46,594 | 75.00 | Existing 現有物業 |
| 60 Plantation Road, The Peak, Hong Kong 香港山頂 種植道60號 | 2066 | R | 639 | 75.00 | Existing 現有物業 |
| Orchid Court 38 Tung On Street Mongkok, Kowloon 安蘭閣 九龍旺角 東安街38號 | 2049 | R C | 791 201 | 75.00 75.00 | Existing 現有物業 Existing 現有物業 |
| The Redhill Peninsula 18 Pak Pat Shan Road Tai Tam, Hong Kong 紅山半島 香港大潭 白筆山道18號 | 2056 + | R CP | 596 79**** | 75.00 75.00 | Existing 現有物業 Existing (Phase IV) 現有物業 (第四期) |
| China Online Centre 333 Lockhart Road Wanchai, Hong Kong 中國網絡中心 香港灣仔 駱克道333號 | 2026 ++ | C | 15,680 | 75.00 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|---|----------------------|------------|--|---|---|
| Hong Kong (Cont'd) 香港(續) | | | | | |
| St. George Apartments No. 81 Waterloo Road Ho Man Tin, Kowloon 聖佐治大廈 九龍何文田 窩打老道81號 | 2081 | R | 10,287 | 75.00 | Existing 現有物業 |
| | | CP | 69 ^{###} | 75.00 | Existing 現有物業 |
| Ibis Hong Kong North Point 138 Java Road North Point, Hong Kong 宜必思香港北角酒店 香港北角 渣華道138號 | 2083 | H | 6,825 | 75.00 | Existing 現有物業 |
| No. 239 Jaffe Road and Nos. 10-12 Steward Road Wanchai, Hong Kong 香港灣仔 謝斐道239號及 史釗域道10至12號 | 2027 ⁺⁺ | P | 5,083 | 37.50* | Foundation works in progress** 地基工程 進行中** |
| 241 & 243 Jaffe Road Wanchai, Hong Kong 香港灣仔 謝斐道241 & 243號 | 2027 ⁺⁺ | P | 2,149 | 37.50* | Foundation works in progress** 地基工程 進行中** |
| No. 9 Queen's Road Central Hong Kong 香港 皇后大道中9號 | 2854 | C | 1,277 | 75.00 | Existing 現有物業 |
| Allied Kajima Building 138 Gloucester Road Wanchai, Hong Kong 聯合鹿島大廈 香港灣仔 告士打道138號 | 2047 | C | 20,452 | 37.50* | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|---|----------------------|------------|---|---|--------------------------------|
| Hong Kong (Cont'd) 香港(續) | | | | | |
| Novotel Century Hong Kong 238 Jaffe Road Wanchai, Hong Kong 香港諾富特世紀酒店 香港灣仔 謝斐道238號 | 2047 | H | 27,364 | 37.50* | Existing 現有物業 |
| Tregunter Tower 3 14 Tregunter Path Hong Kong 地利根德閣第3座 香港 地利根德徑14號 | 2051 | R | 745 | 75.00 | Existing 現有物業 |
| Admiralty Centre 18 Harcourt Road Hong Kong 海富中心 香港 夏慤道18號 | 2053 + | C | 2,970 # | 42.97 | Existing 現有物業 |
| J Residence 60 Johnston Road Hong Kong 嘉薈軒 香港 莊士敦道60號 | 2054 | R | 50 | 75.00 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|--|----------------------|------------|--|---|--------------------------------|
| Outside Hong Kong 香港境外 | | | | | |
| FM 2100 Road and Diamond Head Boulevard Harris County Texas United States of America 美國德州 | Freehold 永久業權 | R | 13,875,254 [#] | 75.00 | Existing 現有物業 |
| Cannongate House 62-64 Cannon Street London, United Kingdom 英國倫敦 | Freehold 永久業權 | C | 1,885 [#] | 75.00 | Existing 現有物業 |
| Sofitel Philippine Plaza Manila Cultural Centre of the Philippines Complex Roxas Boulevard Pasay City Manila, Philippines 菲律賓馬尼拉 | 2041 | H | 73,866 | 37.50* | Existing 現有物業 |
| Shenzhen Tian An Cyber Park Futian District Shenzhen People's Republic of China 深圳天安數碼城 中華人民共和國 深圳 福田區 | 2052 | I | 3,812 | 25.00 | Existing 現有物業 |
| Tianjin Tian An Cyberpark Zhangjiawo, Xiqing District Tianjin People's Republic of China 天津天安數碼城 中華人民共和國 天津 西青區張家窩 | 2060 | I | 2,040 | 25.00 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|---|----------------------|------------|--|---|--------------------------------|
| Outside Hong Kong (Cont'd) 香港境外(續) | | | | | |
| Optics Valley International Plaza N0.889 Luoyu Road East Lake High-Tech Development Zone, Wuhan People's Republic of China 光谷國際廣場 中華人民共和國 武漢東湖 高新技術開發區 珞喻路889號 | 2043 | C | 1,535 | 25.00 | Existing 現有物業 |
| The Shuncheng Office Wuhua District Kunming People's Republic of China 順城辦事處 中華人民共和國 昆明 五華區 | 2046 | C | 1,237 | 25.00 | Existing 現有物業 |
| Block 2 of No. 101 building Cuibai Road, Chunhuilu Street Dadukou District Chongqing People's Republic of China 中華人民共和國 重慶 大渡口區 春暉路 街道翠柏路 101號2幢 | 2061 | I | 2,978 | 25.00 | Existing 現有物業 |
| Times Centre No. 160 Zhengyang Road Chengyang District Qingdao People's Republic of China 時代中心 中華人民共和國 青島 城陽區 正陽路160號 | 2046 | C | 1,317 | 25.00 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|--|----------------------|------------|--|---|--------------------------------|
| Outside Hong Kong (Cont'd) 香港境外(續) | | | | | |
| 43, Beizhan 1st Road Shenhe District Shenyang People's Republic of China 中華人民共和國 瀋陽 瀋河區 北站一路43號 | 2044 | C | 2,038 | 25.00 | Existing 現有物業 |
| Huaqiang Plaza Lixia District Jinan People's Republic of China 華強廣場 中華人民共和國 濟南 曆下區 | 2050 | C | 1,958 | 25.00 | Existing 現有物業 |
| SFC Sincere Centre No. 99 Wuyi Road Yuzhong District Chongqing People's Republic of China SFC協信中心 中華人民共和國 重慶 渝中區 五一路99號 | 2050 | C | 1,798 | 25.00 | Existing 現有物業 |

| Name/location 名稱/地點 | Lease expiry 約滿年期 | Type 類別 | Gross floor area (S.M.) 建築面積 (平方米) | Effective % held by the Group 本集團實益 持有% | Stage of completion 完成階段 |
|--|----------------------|------------|--|---|--------------------------------|
| Outside Hong Kong (Cont'd) 香港境外(續) | | | | | |
| Sincere Centre No. 25 Fuqing Road Er Duan Chenghua District Chengdu People's Republic of China 協信中心 中華人民共和國 成都 成華區 府青路二段25號 | 2051 | C | 1,929 | 25.00 | Existing 現有物業 |
| Yaopeng Mingzhu Yunling Road Creative Industrial Park Dali City, Yunnan People's Republic of China 耀鵬明珠 中華人民共和國 雲南大理市 創新工業園區 雲嶺大道 | 2046 | C | 736 | 25.00 | Existing 現有物業 |

Notes:

Types of properties: R – Residential, C – Commercial, G – Godown, H – Hotel, I – Industrial, P – Property under construction, CP – Car Parking Spaces

- * Indicates properties held through a joint venture
- ** Expected construction completion in 2020
- + With option to renew for a further term of 75 years
- ++ With option to renew for a further term of 99 years
- # Saleable area
- ** Site area
- *** Net internal area
- **** Number of car parking spaces

註解:

物業類別: R – 住宅, C – 商業, G – 貨倉, H – 酒店, I – 工業, P – 在建物業, CP – 車位

- * 透過一間合營公司持有之物業
- ** 預期於二零二零年竣工
- + 可續期七十五年
- ++ 可續期九十九年
- # 銷售面積
- ** 地盤面積
- *** 淨室內面積
- **** 車位數目



ALLIED GROUP LIMITED
聯合集團有限公司