



IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司



2017

ANNUAL REPORT

年度報告





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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Cai Lingli
Ms. Xia Yuki Yu
Mr. Teng Sio I (appointed on 18 April 2017)
Ms. Cui Li Jie (appointed on 4 May 2017)

Non-executive Director

Mr. Eugene Raymond Sullivan
(resigned on 15 June 2017)

Independent Non-executive Directors

Mr. Robert James Woolsey
Mr. Ng Hoi Yue
Mr. Tso Hon Sai Bosco
Mr. Lee Kwok Leung

EXECUTIVE COMMITTEE

Ms. Cai Lingli (*Chairperson*)
Ms. Xia Yuki Yu
Mr. Teng Sio I (appointed on 18 April 2017)

AUDIT COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)
Mr. Tso Hon Sai Bosco
Mr. Lee Kwok Leung

NOMINATION COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)
Mr. Tso Hon Sai Bosco
Mr. Lee Kwok Leung

REMUNERATION COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)
Mr. Tso Hon Sai Bosco
Mr. Lee Kwok Leung

COMPANY SECRETARY

Ms. Lee Yuen Ting

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

董事會

執行董事

蔡靈麗女士
Xia Yuki Yu 女士
丁少儀先生 (於二零一七年四月十八日獲委任)
崔麗杰女士 (於二零一七年五月四日獲委任)

非執行董事

Eugene Raymond Sullivan 先生
(於二零一七年六月十五日辭任)

獨立非執行董事

Robert James Woolsey 先生
伍海于先生
曹漢璽先生
李國樑先生

執行委員會

蔡靈麗女士 (主席)
Xia Yuki Yu 女士
丁少儀先生 (於二零一七年四月十八日獲委任)

審核委員會

伍海于先生 (主席)
曹漢璽先生
李國樑先生

提名委員會

伍海于先生 (主席)
曹漢璽先生
李國樑先生

薪酬委員會

伍海于先生 (主席)
曹漢璽先生
李國樑先生

公司秘書

李琬婷女士

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda





HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處

香港證券登記有限公司
香港
灣仔
皇后大道東 183 號
合和中心 17 樓
1712–1716 號舖

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Suites 7001, 7002 and 7014–7016, 70/F
Two International Finance Centre
No. 8 Finance Street
Central
Hong Kong

主要營業地點

香港
中環
金融街 8 號
國際金融中心二期
70 樓 7001、7002 及 7014–7016 室

INDEPENDENT AUDITOR

Ernst & Young

獨立核數師

安永會計師事務所

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Bank of Saipan
China Guangfa Bank Co., Ltd., Macau Branch

主要往來銀行

星展銀行(香港)有限公司
Bank of Saipan
廣發銀行股份有限公司澳門分行

WEBSITE

<http://www.equitynet.com.hk/1076>
<http://www.imperialpacific.com>

網站

<http://www.equitynet.com.hk/1076>
<http://www.imperialpacific.com>

STOCK CODE

01076

股份代號

01076





Letter from the Board

董事會函件

On behalf of the board of directors (the “**Board**”) (the “**Directors**”) of Imperial Pacific International Holdings Limited (the “**Company**”), I am pleased to report on the financial results and operations of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2017.

FINANCIAL REVIEW

For the year ended 31 December 2017, the Group’s revenue was approximately HK\$13,155,608,000 (2016: approximately HK\$7,488,979,000). The Group’s profit attributable to owners of the Company from continuing operations was approximately HK\$637,473,000 (2016: approximately HK\$935,893,000). Basic earnings per share and diluted earnings per share were HK0.45 cent and HK0.24 cent respectively (2016: basic and diluted earnings per share were HK0.66 cent and HK0.34 cent respectively).

FINAL DIVIDEND

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

APPRECIATION

The Group is well prepared to meet the challenges ahead with our prudent strategy as well as loyalty and professionalism of our staff. I would like to thank the professional advisors, my fellow Directors and our shareholders for their support during the year.

For and on behalf of the Board

Imperial Pacific International Holdings Limited

Cai Lingli

Executive Director

Hong Kong, 28 March 2018

本人謹代表博華太平洋國際控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然呈報本公司及其附屬公司(「本集團」)截至二零一七年十二月三十一日止年度之財務業績及營運。

財務回顧

截至二零一七年十二月三十一日止年度，本集團收益約為13,155,608,000港元(二零一六年：約為7,488,979,000港元)。來自持續經營業務之本公司持有人應佔本集團溢利約為637,473,000港元(二零一六年：約為935,893,000港元)。每股基本盈利及每股攤薄盈利分別為0.45港仙及0.24港仙(二零一六年：每股基本及攤薄盈利分別為0.66港仙及0.34港仙)。

末期股息

董事會不建議派付截至二零一七年十二月三十一日止年度之任何股息(二零一六年：無)。

致謝

本集團隨時準備以審慎策略及僱員的忠誠及專業水平迎接挑戰。本人謹此對專業顧問、董事同仁及股東於年內的支持表示感謝。

代表董事會

博華太平洋國際控股有限公司

執行董事

蔡靈麗

香港，二零一八年三月二十八日





Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

The Company is an investment holding company, and the Group is principally engaged in the gaming and resort business including the development and operation of integrated resort on the Island of Saipan.

Gaming and Resort Business

In August 2014, Imperial Pacific International (CNMI), LLC (the “Licencee”), an indirect wholly-owned subsidiary of the Company, and the Commonwealth of the Northern Mariana Islands (“CNMI”) entered into a casino licence agreement in respect of the exclusive casino resort developer licence on the Island of Saipan (the “Casino Licence Agreement”).

Best Sunshine Live

On 27 November 2015, the Licencee launched the grand opening of the “Temporary Casino” in Garapan, Island of Saipan (“Best Sunshine Live”). The grand opening of Best Sunshine Live had supported the Group’s continuous evolution of Saipan into a diversified and world-leading entertainment and tourism destination.

On 6 July 2017, the Licencee successfully transferred operations of Best Sunshine Live to the casino portion of the Initial Gaming Facility (“Imperial Pacific Resort Hotel • Saipan”) and commenced operation on the same day. The operations of Best Sunshine Live was closed simultaneously. After the transfer, the Company’s gaming capacity was increased from 48 tables and 141 slot machines at Best Sunshine Live to 77 tables and 243 slot machines at present with maximum capacity of up to 193 tables and 365 slot machines upon completion of all casino floor area in Imperial Pacific Resort Hotel • Saipan.

業務回顧

本公司為投資控股公司，而本集團則主要從事博彩及度假村業務，包括發展及營運塞班島綜合度假村。

博彩及度假村業務

於二零一四年八月，本公司之間接全資附屬公司 Imperial Pacific International (CNMI), LLC (「持牌人」) 與北馬里亞納群島聯邦(「北馬里亞納」) 就獨家塞班島娛樂場度假村開發商牌照訂立娛樂場牌照協議(「娛樂場牌照協議」)。

太平洋娛樂

於二零一五年十一月二十七日，持牌人於塞班島 Garapan 之「臨時賭場」(「太平洋娛樂」) 隆重開幕。太平洋娛樂隆重開幕，有助本集團持續將塞班島打造為領先全球的多元化娛樂及旅遊目的地。

於二零一七年七月六日，持牌人成功將太平洋娛樂業務營運移交予首個博彩設施(「博華塞班度假村酒店」) 之娛樂場部分，並於同日開始投入營運。太平洋娛樂業務營運即時結束。移交後，本公司之博彩容量由太平洋娛樂之 48 張賭枱及 141 部角子機增加至現時 77 張賭枱及 243 部角子機，待博華塞班度假村酒店內所有娛樂場樓層範圍落成後，最高容量則為最多 193 張賭枱及 365 部角子機。





Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (Continued)

Imperial Pacific Resort Hotel • Saipan

The casino portion of the Imperial Pacific Resort Hotel • Saipan has opened on 6 July 2017, with operations of Best Sunshine Live transferred in, Imperial Pacific Resort Hotel • Saipan was opened for operations.

On 29 June 2017, the parties to the Casino Licence Agreement entered into a written amendment to the Casino Licence Agreement pursuant to which, among other things, the licensee, upon issuance of all required CNMI government permits and consent from the Casino Commission, may transfer the operations of Best Sunshine Live to Imperial Pacific Resort Hotel • Saipan at any time prior to the completion of the 250 rooms of the hotel portion of the Imperial Pacific Resort Hotel • Saipan.

On 31 July 2017, the parties to the Casino Licence Agreement entered into a written amendment to the Casino Licence Agreement (the “**Amendment Agreement**”) pursuant to which, among other things, the implementation schedules under the Casino Licence Agreement have been amended and the proposal requirements thereunder have been set out in more details. Details of the Amendment Agreement have been disclosed in the announcement of the Company dated 31 July 2017.

On 31 July 2017, as amended in the Amendment Agreement, the required date of completion and initiation of operations of the Imperial Pacific Resort Hotel • Saipan has been amended to no later than 31 August 2018, with a minimum of a 329-room four or five star luxury hotel, 14,140 square meters of gaming area and other elements and associated support components. As at the date of this report, due to delay in construction progress of Imperial Pacific Resort Hotel • Saipan, the Group has notified the relevant CNMI government authorities of its intended application to extend the deadline to complete the Initial Gaming Facility.

Major global construction companies, consulting firms, design and engineering firms as well as local sub-contractors are engaged. As of 31 December 2017, approximately US\$650 million (equivalent to approximately HK\$5,064 million) (31 December 2016: US\$343 million (equivalent to HK\$2,662 million) has been invested in the design, consulting, engineering, construction materials and labour costs.

業務回顧(續)

博華塞班度假村酒店

博華塞班度假村酒店之娛樂場部分已開放參觀，而於二零一七年七月六日，經移交太平洋娛樂業務營運後，博華塞班度假村酒店已開始營業。

於二零一七年六月二十九日，娛樂場牌照協議之訂約方訂立娛樂場牌照協議之書面修訂本，據此（其中包括）賭場委員會(Casino Commission)發出一切所需北馬里亞納政府許可證及同意後，持牌人可於博華塞班度假村酒店之酒店部分250間客房落成前，隨時將太平洋娛樂業務營運移交予博華塞班度假村酒店之娛樂場部分。

於二零一七年七月三十一日，娛樂場牌照協議之訂約方訂立娛樂場牌照協議之書面修訂本（「**修訂協議**」），據此娛樂場牌照協議項下之實施時間表已獲修訂及其項下之提案要求已載列更多詳情。有關修訂協議之詳情已於本公司日期為二零一七年七月三十一日之公告內披露。

於二零一七年七月三十一日，經修訂協議修訂，博華塞班度假村酒店之規定落成及投入營運日期已修訂為不遲於二零一八年八月三十一日，包括設有最少329間客房之四星級或五星級豪華酒店、14,140平方米之博彩區以及其他必要及配套設施。於本報告日期，由於博華塞班度假村酒店的興建進度延誤，本集團已通知相關北馬里亞納政府部門其有意申請延長首個博彩設施的完成期限。

本集團已委聘全球主要建築公司、顧問公司、設計及工程公司以及當地分包商。於二零一七年十二月三十一日，本集團已於設計、顧問、工程、建材及勞工成本方面投放約650百萬美元（相當於約5,064百萬港元）（二零一六年十二月三十一日：343百萬美元（相當於2,662百萬港元））。





Management Discussion and Analysis 管理層討論與分析

BUSINESS REVIEW *(Continued)*

Imperial Pacific Resort Hotel • Saipan *(Continued)*

For the full year of 2017, the seamless transfer between business locations has ensured that gaming operations continued to record strong growth. During the year ended 31 December 2017, unaudited VIP table games rolling of US\$49,507 million (equivalent to approximately HK\$385,856 million) and revenue of approximately HK\$13,156 million (2016: HK\$7,489 million) was generated from the casino gaming operations.

BUSINESS OUTLOOK

Integrated Resort Development

The Imperial Pacific Resort Hotel • Saipan, perched on the water front of downtown Garapan, will boast restaurants with Michelin Stars, in addition to the 193 gaming tables and 365 slot machines, and 329 hotel rooms and 15 villas upon completion of construction.

An additional US\$307 million has been invested in design and construction of this super luxurious casino resort during the year which has brought the total investment to US\$650 million as at 31 December 2017. The Board does see certain delay in construction mainly due to labor issue caused by the main contractor and several subcontractors and to a lesser extent unfavourable weather conditions; however, with the construction work already back on track, the Board believes that the issue will soon be resolved and cease hindering the progress of the project.

The results at Best Sunshine Live has given great satisfaction to the Board. With the transfer to the new casino completed on 6 July 2017, we believe that new customers will continue to be attracted to Saipan and hence broaden our customer base. With the gaming capacity to be further enhanced, we expect to commence collaboration with gaming promoters after they are granted junket operator licences to operate on the Island of Saipan. Due to CNMI's lower tax regime, we believe we will be able to offer very competitive commission rates to our gaming promoters.

業務回顧 *(續)*

博華塞班度假村酒店 *(續)*

於二零一七年全年，業務地點無縫轉移確保博彩業務繼續錄得強勁增長。截至二零一七年十二月三十一日止年度，娛樂場博彩營運產生之未經審核貴賓賭枱轉碼數金額為49,507百萬美元（相當於約385,856百萬港元）及收益約為13,156百萬港元（二零一六年：7,489百萬港元）。

業務展望

綜合度假村發展

博華塞班度假村酒店位於Garapan市中心之海濱。該度假村落成後，除193張賭枱及365部角子機以及329間客房及15幢別墅外，將設有米芝蓮星級餐廳。

額外307百萬美元已投資在設計及建設此豪華娛樂場度假村，令截至二零一七年十二月三十一日之總投資增加至650百萬美元。董事會預期建設工程有所延誤，主要由於總承建商及若干分包商出現勞工問題，部分亦受天氣狀況欠佳所影響。然而，隨著建設工程重上軌道，董事會相信，有關問題即將解決，亦不會再拖慢項目進度。

董事會對太平洋娛樂業績深感滿意。隨著於二零一七年七月六日完成移交至新娛樂場，我們相信塞班島定能繼續吸引新客戶，從而擴大客戶基礎。因應博彩容量進一步提升，我們預計在博彩中介人獲授於塞班島營運之中介人營運商牌照後開始與彼等合作。基於北馬里亞納之低稅率制度，我們相信將可向博彩中介人提供非常具有競爭力的佣金率。





Management Discussion and Analysis

管理層討論與分析

BUSINESS OUTLOOK (Continued)

Integrated Resort Development (Continued)

Supply of hotel rooms continued to be the crucial bottle-neck for the growth of tourist arrivals to the Island of Saipan. According to the Hotel Association of the Northern Mariana Islands (the “HANMI”), for the calendar year of 2017, average hotel rate reached a new high of US\$145.93 per night with average hotel occupancy rate of 90.89%, representing growth of US\$5.81 (or 4.15%) and 3.36% respectively compared to 2016. We currently have 3 villas and 5 yachts in place as well as hotel rooms secured from local high quality hotels to provide better accommodations to our VIP customers. We also expect the successional opening of villas and hotels rooms of the Imperial Pacific Resort Hotel • Saipan will be to a great extent enhance our capacity to better accommodate patrons.

Despite the supply shortage of quality hotel rooms on the Island of Saipan, visitor arrivals to CNMI still recorded a new high in last year. According to the Mariana’s Visitors Authority (the “MVA”), for the calendar year of 2017, total visitor arrival to CNMI grew by 24.3% to 659,741. Korean visitation has become the dominating force with market share of 50.48% and strong growth of 65.81% for the year. Though market share slid to the second place, visitor arrivals from Mainland China still grew steadily by 11.06%, Beijing-based carrier Capital Airlines officially introduced the Hangzhou-Saipan direct flight service twice weekly starting from 6 July 2017. Notably, arrivals from Hong Kong almost trebled with a growth of 177.54%. Benefiting from Saipan’s favorable weather, stunning attractions, proximity location and flexible visa policies, with more hotels room to be built and opened, we believe visitation to the Island of Saipan still has great potential.

業務展望 (續)

綜合度假村發展 (續)

酒店房間供應依然為阻礙到訪塞班島旅客增長的主要因素。根據北馬里亞納群島酒店協會(「北馬里亞納群島酒店協會」)之數據，於二零一七曆年，平均酒店房租創每晚145.93美元之新高，而平均酒店入住率則為90.89%，較二零一六年分別增長5.81美元(或4.15%)及3.36%。我們目前設有3幢別墅及5艘遊艇，並獲當地優質酒店提供客房，為貴賓客戶提供更理想住宿環境。此外，我們預期陸續增加博華塞班度假村酒店的別墅及酒店房間將大大提升我們的待客能力。

儘管塞班島上優質酒店房間供應短缺，到訪北馬里亞納的旅客人數於去年仍創新高。根據馬里亞納觀光局(「馬里亞納觀光局」)之資料，於二零一七曆年，到訪北馬里亞納的旅客總數增加24.3%至659,741人。韓國旅客佔50.48%，成為市場主要增長動力，年內錄得強勁增長達65.81%。雖然中國內地旅客所佔市場份額跌至第二位，仍然按11.06%之增長率穩步上揚。位於北京之航空公司首都航空自二零一七年七月六日起正式推出每週兩班杭州至塞班島之直航航班。值得注意的是香港旅客幾乎增長三倍達177.54%。塞班島氣候怡人、景色秀麗、地點便捷及簽證政策靈活，加上將會興建及開設更多酒店，我們相信到訪塞班島旅客人數仍具有龐大增長潛力。





Management Discussion and Analysis 管理層討論與分析

BUSINESS OUTLOOK (Continued)

Debt/Equity Fund Raising and Refinancing

During the year, the Company had convertible notes which matured on 20 August 2017 (“**CN 2015**”). An aggregate principal amount of HK\$205,500,000 had been redeemed during the year. As at 31 December 2017, the Company was in the process of redeeming the remaining CN 2015 of an aggregate principal amount of HK\$123,400,000 of which HK\$100,000,000 has been redeemed subsequent to the end of the reporting period.

The Company (as issuer) completed the issuance of the 8.5% per annum unsecured notes due 2020 in the aggregate principal amount of US\$70 million (equivalent to HK\$543 million) on 8 February 2017 to certain independent investors.

In addition, the Company completed the issuance of the 7.8% per annum unsecured notes due 2019 in the aggregate principal amount of US\$100 million (equivalent to HK\$776 million) to Inventive Star Limited (“**Inventive Star**”), the controlling shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) of the Company, on 22 February 2017.

On 21 March 2017, the Company completed another issuance of the 7.8% per annum unsecured notes due 2019 in the aggregate principal amount of US\$50 million (equivalent to HK\$388 million) to Inventive Star. Details of the issuances of these unsecured notes have been disclosed in the announcements of the Company dated 11 January 2017, 8 February 2017, 22 February 2017 and 21 March 2017 respectively.

On 16 June 2017, the Company entered into a conditional placing agreement (the “**CB Placing Agreement**”) with CIS Securities Asset Management Limited (formerly known as Convoy Investment Services Limited) (the “**Placing Agent**”), pursuant to which the Placing Agent agreed to procure, on a fully underwritten basis, to not less than six (6) Placees to subscribe in cash for the convertible bonds of an aggregate principal amount of HK\$50 million with initial conversion price of HK\$0.176 per conversion share (the “**CB 2017**”). The placing was completed on 27 June 2017 and CB 2017 with an aggregate principal amount of HK\$50 million were issued, which are convertible into 284,090,909 conversion shares.

業務展望(續)

債務／股本集資及再融資

年內，本公司有於二零一七年八月二十日到期之可換股票據(「二零一五年可換股票據」)。年內已贖回本金總額為205,500,000港元。於二零一七年十二月三十一日，本公司正在贖回本金總額為123,400,000港元之餘下二零一五年可換股票據，其中100,000,000港元已於報告期末後贖回。

本公司(作為發行人)於二零一七年二月八日完成向若干獨立投資者發行本金總額70百萬美元(相當於543百萬港元)於二零二零年到期年利率8.5厘之無抵押票據。

此外，本公司於二零一七年二月二十二日完成向本公司控股股東(定義見香港聯合交易所有限公司證券上市規則(「上市規則」))Inventive Star Limited(「**Inventive Star**」)發行本金總額100百萬美元(相當於776百萬港元)於二零一九年到期年利率7.8厘之無抵押票據。

於二零一七年三月二十一日，本公司完成另一次向Inventive Star發行本金總額50百萬美元(相當於388百萬港元)於二零一九年到期年利率7.8厘之無抵押票據。有關發行該等無抵押票據之詳情已分別於本公司日期為二零一七年一月十一日、二零一七年二月八日、二零一七年二月二十二日及二零一七年三月二十一日之公告內披露。

於二零一七年六月十六日，本公司與順安證券資產管理有限公司(前稱康宏證券投資服務有限公司)(「**配售代理**」)訂立有條件配售協議(「**可換股債券配售協議**」)，據此，配售代理同意按全面包銷基準促使不少於六(6)名承配人按初步兌換價每股兌換股份0.176港元，以現金認購本金總額50百萬港元之可換股債券(「**二零一七年可換股債券**」)。配售已於二零一七年六月二十七日完成，而本金總額50百萬港元之二零一七年可換股債券已獲發行，其可兌換為284,090,909股兌換股份。





Management Discussion and Analysis

管理層討論與分析

BUSINESS OUTLOOK (Continued)

Debt/Equity Fund Raising and Refinancing (Continued)

On 9 August 2017, the Company entered into another placing agreements with the Placing Agent pursuant to which the Placing Agent agreed to act as a sole placing agent, on a best efforts basis, for the purposes of arranging placees to subscribe for (i) bonds A up to an aggregate principal amount of HK\$350,000,000 and (ii) bonds B up to an aggregate principal amount of HK\$50,000,000. As at the date of this report, bonds A with an aggregate principal amount of HK\$28,500,000 and bonds B with an aggregate principal amount of HK\$28,000,000 were issued under the aforementioned placing agreements. Details of the aforementioned placing agreements have been disclosed in the announcement of the Company dated 9 August 2017.

The Board does not rule out the possibility that the Company may carry out further debt and/or equity fund raising plan(s) to further strengthen the financial position of the Group in the event that suitable fund raising opportunities arise in support of the development of the Group, including the casino and the integrated resort on the Island of Saipan. As at the date of this report, the Company has not yet identified any other concrete fund raising opportunities.

FINANCIAL REVIEW

For the year ended 31 December 2017, the Group achieved revenue of HK\$13,156 million, representing an increase by HK\$5,667 million which is principally contributed by the rapid growth of VIP gaming operations. Profit attributable to equity holders of the Company for the year ended 31 December 2017 was HK\$637 million, as compared with the profit attributable to equity holders of HK\$936 million in the corresponding period of last year. The drop of profit is mainly attributable to increase in impairment losses of trade receivables, operating and administrative expenses incurred during the year. Basic and diluted earnings per share were HK0.45 cent and HK0.24 cent respectively, as compared with basic and diluted earnings per share of HK0.66 cent and HK0.34 cent respectively in the corresponding period of last year.

業務展望(續)

債務／股本集資及再融資(續)

於二零一七年八月九日，本公司與配售代理訂立另一份配售協議，據此，配售代理同意作為獨家配售代理，按竭盡所能基準，安排承配人認購(i) 本金總額最高達350,000,000港元的債券A；及(ii) 本金總額最高達50,000,000港元的債券B。於本報告日期，本公司已根據上述配售協議發行本金總額28,500,000港元之債券A及本金總額28,000,000港元之債券B。有關上述配售協議之詳情已於本公司日期為二零一七年八月九日之公告內披露。

董事會並不排除倘出現合適集資機會，本公司可能會進行進一步債務及／或股本集資計劃以進一步加強本集團財務狀況，從而支持本集團(包括於塞班島之娛樂場及綜合度假村)之發展。於本報告日期，本公司尚未物色到任何其他實質集資機會。

財務回顧

截至二零一七年十二月三十一日止年度，本集團錄得收益13,156百萬港元，增幅為5,667百萬港元，主要來自貴賓博彩業務迅速增長。截至二零一七年十二月三十一日止年度，本公司權益持有人應佔溢利為637百萬港元，而去年同期之權益持有人應佔溢利則為936百萬港元。溢利下跌主要由於年內應收貿易賬款之減值虧損及產生之經營及行政開支增加所致。每股基本及攤薄盈利分別為0.45港仙及0.24港仙，而去年同期之每股基本及攤薄盈利則分別為0.66港仙及0.34港仙。





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Casino Gaming Operations

The following table sets forth the results of the casino gaming operations for the years ended 31 December 2017 and 2016:

財務回顧(續)

娛樂場博彩業務

下表列載截至二零一七年及二零一六年十二月三十一日止年度娛樂場博彩業務之業績：

| | | For the year ended 31 December | |
|---|--|--------------------------------|-------------|
| | | 截至十二月三十一日止年度 | |
| | | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (unaudited) | (unaudited) |
| | | (未經審核) | (未經審核) |
| (in thousands, except for number of gaming tables and slot machines and Electronic Table Game ("ETG") and percentage) | (以千計，賭枱及角子機以及電子桌面博彩(「電子桌面博彩」)數目及百分比除外) | | |
| Average number of VIP gaming tables | 貴賓賭枱平均數目 | 23 | 16 |
| VIP table games rolling | 貴賓賭枱轉碼數 | 385,855,800 | 251,241,203 |
| VIP gross table games win | 貴賓賭枱總贏額 | 12,728,872 | 7,130,167 |
| VIP table games win percentage | 貴賓賭枱贏率百分比 | 3.30% | 2.84% |
| Average number of Mass Gaming tables | 中場賭枱平均數目 | 39 | 32 |
| Mass games drop | 中場博彩投注額 | 926,906 | 918,019 |
| Mass games gross table games win | 中場賭枱總贏額 | 302,665 | 261,880 |
| Mass games win percentage | 中場博彩贏率百分比 | 32.65% | 28.53% |
| Average number of slot machines and ETG | 角子機及電子桌面博彩平均數目 | 165 | 141 |
| Slot machines and ETG handle | 角子機及電子桌面博彩收入總額 | 847,511 | 679,106 |
| Slot machines and ETG gross win | 角子機及電子桌面博彩總贏額 | 66,861 | 57,294 |
| Slot machines and ETG hold percentage | 角子機及電子桌面博彩贏率 | 7.89% | 8.44% |
| Commissions | 佣金 | 4,997,103 | 3,416,342 |





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Operating Revenue

The following table sets forth the operating revenue for the years ended 31 December 2017 and 2016.

財務回顧(續)

營運收益

下表列載截至二零一七年及二零一六年十二月三十一日止年度之營運收益。

| | | For the year ended 31 December | |
|---|--------------|--------------------------------|------------------|
| | | 截至十二月三十一日止年度 | |
| | | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| VIP gaming operations | 貴賓博彩業務 | 12,728,872 | 7,130,167 |
| Mass gaming operations | 中場博彩業務 | 302,665 | 261,880 |
| Slot machines and ETG gaming operations | 角子機及電子桌面博彩業務 | 66,861 | 57,294 |
| Food and beverages | 餐飲 | 57,210 | 39,638 |
| | | 13,155,608 | 7,488,979 |

VIP Gaming Operations

A significant portion of our VIP casino customers is sourced through the Group's own marketing channels. Such high-spending VIP customers generally receive commission and allowances based on a percentage of the rolling chip turnover. The allowances can be utilized for expenses incurred on hotel rooms, food and beverages and other discretionary customer-related expenses.

VIP gaming operations also include premium mass gaming operations that do not receive commissions from the Group.

In addition, a minor operation of the Group's VIP customers has been sourced via a new licenced junket operator since August 2016. The establishment of a new licenced junket incentive allowed the Group to bring in new customers which mitigated the Group's credit concerns for those VIP customers brought in by the junket operator.

貴賓博彩業務

我們賭場大部分貴賓客源來自本集團之市場營銷渠道。該等高消費貴賓客戶一般按轉碼營業額之百分比獲取佣金及津貼。津貼可用於支付酒店房間、餐飲及其他客戶相關酌情開支所產生之費用。

貴賓博彩業務亦包括高端中場博彩業務，本集團不會就該業務支付佣金。

此外，自二零一六年八月起，本集團小部分貴賓客源來自新持牌中介人營運商。設立新持牌中介人獎勵令本集團得以吸引新客戶，減低本集團對持牌中介人所帶來的貴賓客戶之信貸憂慮。





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

VIP Gaming Operations (Continued)

VIP rolling chip volume for the year of 2017 reached approximately HK\$385,856 million (2016: HK\$251,241 million). VIP gaming revenue was HK\$12,729 million (2016: HK\$7,130 million) with a win percentage of 3.30% (2016: 2.84%). The growth in VIP gaming revenue is attributable to the Group's effective marketing campaigns and increasing tourist visitation to CNMI. Our VIP customers primarily consist of credit players. Geographically, most of our direct VIP customers are come from China, Hong Kong, Macau and Korea.

The Company shall announce aggregate unaudited VIP table games rolling in its interim and annual results announcements.

Impairment

The gross trade receivables increased to HK\$13,278 million (2016: HK\$5,881 million), in line with revenue growth from VIP gaming operations for year ended 31 December 2017. While the scale of VIP gaming operations had a significant growth during the year, the Group regularly reviews the recoverability of trade receivables to ensure that adequate impairments are made for irrecoverable amounts.

Impairment of the Group's trade receivables was made based on the management's individual and collective assessment on the recoverability of the customers' outstanding trade receivables. The Company's management has taken into consideration the collectability of individual customers, debts' ageing profile, security provided in the form of front money and guarantee deposits as well as experience with collection trends in the casino industry and current economic and business conditions and provided provision for impairment on certain customers' trade receivables as follows:

- (i) as at 31 December 2017, the provision for impairment of trade receivables due from the Group's largest and the ten largest debtors amounted to HK\$1,093 million and HK\$1,867 million (2016: HK\$Nil and HK\$83 million) respectively. The aforementioned provisions were made based on a review of individual customer's facts and circumstances (such as financial position and ongoing dialogue on settlement arrangements, etc), aging of the outstanding amounts, securities provided and any subsequent repayments;

財務回顧(續)

貴賓博彩業務(續)

二零一七年度之貴賓轉碼金額達約385,856百萬港元(二零一六年: 251,241百萬港元)。貴賓博彩收益為12,729百萬港元(二零一六年: 7,130百萬港元)，贏率百分比則為3.30%(二零一六年: 2.84%)。貴賓博彩收益增長主要由於本集團的營銷活動奏效及到訪北馬里亞納的旅客人數增加。我們的貴賓客戶主要為信貸客戶。從地理位置而言，我們大部分貴賓客戶主要來自中國、香港、澳門及韓國。

本公司將在其中期及全年業績公告中公布未經審核之貴賓賭枱轉碼總數。

減值

應收貿易賬款總額增至13,278百萬港元(二零一六年: 5,881百萬港元)，與截至二零一七年十二月三十一日止年度貴賓博彩業務收益增長的情況一致。由於貴賓博彩業務的規模於年內大幅增加，本集團定期檢討應收貿易賬款的可收回性以確保就不可收回款項作出足夠減值。

本集團應收貿易賬款減值乃根據管理層就客戶未償還應收貿易賬款的可收回程度作出個別及綜合評估。本公司管理層考慮到個別客戶款項之可收回能力、債務之賬齡、以預付款及保證金形式提供之擔保、對娛樂場行業收款趨勢之經驗、目前經濟及業務狀況以及若干客戶應收貿易賬款所作減值撥備如下：

- (i) 於二零一七年十二月三十一日，應收本集團最大及十大債務人的應收貿易賬款減值撥備分別為1,093百萬港元及1,867百萬港元(二零一六年: 零港元及83百萬港元)。上述撥備乃根據對個別客戶的實際情況及狀況(例如財務狀況及在還款安排上之持續溝通等)、未償還款項之賬齡、所提供抵押及任何其後還款的審閱而作出；





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Impairment (Continued)

- (ii) as at 31 December 2017, the provision for impairment of trade receivables due from the remaining customers of the Group amounted to HK\$2,880 million (2016: HK\$464 million) arising from regular review of the overdue balances by the management.

The Board considered that the customers' aging of the trade receivables are comparable and in line with global industry standards for customers sourced through own marketing channels instead of junket operators. The Board has also prudently benchmarked against its industry peers on provision of bad debt on trade receivables and considered that the impairment of trade receivables as estimated by the Company in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2017 and for the year ended 31 December 2016 to be comparable.

The Board also wishes to elaborate below measures taken by the Group to recover the trade receivables:

- (i) credit terms extended by the Group are generally 30 days for gaming operations. The Group's credit and collection department, along with representatives of the VIP marketing department, regularly meet on a monthly basis to identify customers whose debts are due and the VIP marketing department will make contact with customers for recovery of the outstanding debts; and
- (ii) once the receivables are overdue for repayment and if the customers still have not repaid the outstanding debts within six months of the programme end date, the Group's credit and collection department will then issue demand letters to the customers, along with its guarantors (if applicable), for demand of immediate payments. If no responses were received thereafter, the Group's management may consider bringing legal actions against the customers in order to collect the outstanding debts.

財務回顧(續)

減值(續)

- (ii) 於二零一七年十二月三十一日，應收本集團其餘客戶的應收貿易賬款減值撥備為數2,880百萬港元(二零一六年：464百萬港元)乃產生自管理層對逾期結餘的定期審閱。

董事會認為，客戶之應收貿易賬款之賬齡可資比較並符合來自本集團之市場營銷渠道(而非博彩中介人經營者)的客戶全球行業標準。董事會亦審慎以同行對應收貿易賬款壞賬作出之撥備為基準，認為本公司於截至二零一七年十二月三十一日止年度之綜合損益及其他全面收益表內估計之應收貿易賬款減值與截至二零一六年十二月三十一日止年度相若。

董事會亦謹此說明本集團就收回應收貿易賬款而採取之以下措施：

- (i) 本集團一般就博彩業務給予30日信貸期。本集團之信貸及收款部門連同貴賓營銷部門之代表會每個月定期識別債務到期之客戶，而貴賓營銷部門會聯絡客戶以收回未償還債務；及
- (ii) 應收款項一旦出現逾期還款及倘客戶於計劃結束日期六個月內仍未償還債務，本集團之信貸及收款部門將向客戶及其擔保人(如適用)發出要求還款通知書，要求即時還款。倘其後並無接獲任何回覆，則本集團管理層可能考慮向客戶採取法律行動以收回未償還債務。





Management Discussion and Analysis 管理層討論與分析

FINANCIAL REVIEW (Continued)

Mass Gaming Operations

For the year ended 31 December 2017, revenue from mass gaming operations amounted to HK\$303 million (2016: HK\$262 million) and mass gaming drop reached HK\$927 million (2016: HK\$918 million). Customers from the mass gaming operations do not receive commissions from the Group.

Going forward, we will continue to review our mass gaming areas to maximize table utilization, to expand our gaming areas, to innovate our gaming products and to invest in technologies and analytical capability to enhance table productivity and customer retention.

Slot Machines and ETG Gaming Operations

Revenue from the slot machines and ETG amounted to HK\$67 million (2016: HK\$57 million) and hold percentage reached 7.89% (2016: 8.44%) for the year ended 31 December 2017.

Going forward, we will continue to re-examine the mix of our slot machines and ETG games in operation to maximize our casino profitability. We will also aim to develop technologies to enhance our analytical capability to help us deliver more personal and precision marketing efforts.

Cost of Sales

Cost of sales for the year ended 31 December 2017 was HK\$1,216 million (2016: HK\$856 million) which comprise principally the direct casino costs such as casino licence fees of US\$15 million (equivalent to approximately HK\$117 million) and Saipan's business gross revenue tax of US\$82 million (equivalent to approximately HK\$637 million).

Other income, gains and losses, net

Other income, gains and losses, net for the year ended 31 December 2017 mainly represent gain on disposal of subsidiaries of approximately HK\$12 million, net off by losses of approximately HK\$34 million from the impairment of available-for-sale investments and loss on disposal of property, plant and equipment of approximately HK\$26 million.

財務回顧(續)

中場博彩業務

截至二零一七年十二月三十一日止年度，中場博彩業務之收益為303百萬港元(二零一六年：262百萬港元)，而中場博彩投注額則為927百萬港元(二零一六年：918百萬港元)。中場博彩業務之客戶並無收取本集團佣金。

展望未來，我們將會繼續評審中場博彩區以盡力提升賭枱使用率、擴大博彩區、革新我們的博彩產品以及投資於技術及分析能力以提升賭枱贏率及留住客戶。

角子機及電子桌面博彩業務

截至二零一七年十二月三十一日止年度，角子機及電子桌面博彩之收益為67百萬港元(二零一六年：57百萬港元)，而贏率則為7.89%(二零一六年：8.44%)。

展望未來，我們將會繼續重新檢討我們角子機及電子桌面博彩之博彩組合以盡力提升賭場之盈利能力。我們亦致力於開發新技術，以提高我們的分析能力，有助我們提供更具個性及精闢獨到的市場推廣工作。

銷售成本

截至二零一七年十二月三十一日止年度之銷售成本為1,216百萬港元(二零一六年：856百萬港元)，主要包括直接賭場成本，如娛樂牌照費15百萬美元(相當於約117百萬港元)及塞班島營業總收益稅82百萬美元(相當於約637百萬港元)。

淨其他收入、收益及虧損

截至二零一七年十二月三十一日止年度之淨其他收入、收益及虧損主要指出售附屬公司之收益約12百萬港元，扣除可供出售投資減值虧損約34百萬港元以及出售物業、廠房及設備之虧損約26百萬港元。





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Operating expenses

Operating expenses increased to HK\$5,861 million, which mainly result from the impairment losses on trade receivables increased to approximately HK\$4,185 million, staff cost increased to approximately of HK\$644 million, and depreciation and amortization expenses increased to approximately HK\$148 million during the year.

Adjusted EBITDA

The following table reconciles Adjusted EBITDA to its most directly comparable HKFRSs measurement, profit attributable to owners of the Company, for the years ended 31 December 2017 and 2016.

財務回顧(續)

營運開支

營運開支增加至5,861百萬港元，主要由於年內應收貿易賬款減值虧損增至約4,185百萬港元、員工成本增至約644百萬港元以及折舊及攤銷開支增至約148百萬港元所致。

經調整EBITDA

下表載列截至二零一七年及二零一六年十二月三十一日止年度經調整EBITDA與其最直接可比較香港財務報告準則之計量、本公司持有人應佔溢利之對賬。

| | | For the year ended 31 December | |
|--|---------------------|--------------------------------|-----------|
| | | 截至十二月三十一日止年度 | |
| | | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Profit for the year from continuing operations | 來自持續經營業務之年內溢利 | 637,473 | 935,893 |
| Add/(less): | 加/(減): | | |
| Depreciation and amortization | 折舊及攤銷 | 147,687 | 112,309 |
| Casino licence fees | 娛樂場牌照費 | 116,909 | 116,438 |
| Interest income | 利息收入 | (2) | (99) |
| Fair value loss on available-for-sale investments | 可供出售投資的公允價值虧損 | 33,855 | 53,302 |
| Fair value gain on derivative financial instruments, net | 衍生金融工具之公允價值收益淨額 | (549) | (69,594) |
| Finance costs | 財務費用 | 165,212 | 57,864 |
| Taxes | 稅項 | 870,960 | 533,694 |
| Share-based payments | 以股份為基礎之付款開支 | 21,635 | 10,347 |
| Net foreign currency differences | 匯兌差異淨額 | 4,155 | 18,672 |
| Adjusted EBITDA (Note) (unaudited) | 經調整EBITDA(附註)(未經審核) | 1,997,335 | 1,768,826 |

Note:

Adjusted EBITDA is used by management as the primary measure of the Group's operating performance with that of our competitors. Adjusted EBITDA should not be considered in isolation, construed as an alternative to profit or operating profit as reported under HKFRSs or other combined operations or cash flow data, or interpreted as an alternative to cash flow as a measure of liquidity. Adjusted EBITDA presented in this report may not be comparable to other similarly titled measures of other companies operating in the gaming or other business industry sectors.

附註:

管理層採用經調整EBITDA，作為比較本集團與我們的競爭對手的經營表現的主要計量指標。經調整EBITDA不應當作獨立參考數據；不應解作按香港財務報告準則列出的溢利或經營溢利的替代指標或其他合併經營或現金流量數據的指標；亦不應解作替代現金流量作為流動性計量指標。本報告所呈列的經調整EBITDA未必適合與其他經營博彩業務或其他行業的公司的其他類似名目之計量作比較。





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Significant Investment and Acquisition

Apart from the development of integrated resort on the Island of Saipan, the Company did not have any significant investment, acquisition or disposal during the year that should be notified to the shareholders of the Company.

Capital expenditure

The Group incurred capital expenditure of approximately HK\$2,636 million (2016: approximately HK\$2,514 million) during the year ended 31 December 2017, mainly for construction of the Imperial Pacific Resort Hotel • Saipan and acquisition of gaming related equipment.

Liquidity and Financial Resources

On 8 February 2017, the Company (as issuer) completed the issuance of the 8.5% per annum unsecured notes due 2020 in the aggregate principal amount of US\$70 million (equivalent to HK\$543 million) to certain independent investors.

In addition, on 22 February 2017, the Company completed the issuance of the 7.8% per annum unsecured notes due 2019 in the aggregate principal amount of US\$100 million (equivalent to HK\$776 million) to Inventive Star.

On 21 March 2017, the Company completed another issuance of the 7.8% per annum unsecured notes due 2019 in the aggregate principal amount of US\$50 million (equivalent to HK\$388 million) to Inventive Star.

CB 2017 with an aggregate principal amount of HK\$50 million were issued on 27 June 2017.

Bonds A with an aggregate principal amount of HK\$28.5 million and bonds B with an aggregate amount of HK\$28 million have been issued pursuant to the placings agreements with the Placing Agent entered into on 9 August 2017.

財務回顧(續)

重大投資及收購事項

除於塞班島發展綜合度假村外，本公司年內並無須提請本公司股東垂注之任何重大投資、收購事項或出售事項。

資本開支

截至二零一七年十二月三十一日止年度，本集團產生資本開支約2,636百萬港元(二零一六年：約2,514百萬港元)，主要用於興建博華塞班度假村酒店及購買博彩相關設備。

流動資金及財務資源

於二零一七年二月八日，本公司(作為發行人)完成向若干獨立投資者發行本金總額為70百萬美元(相當於543百萬港元)於二零二零年到期年利率8.5厘的無抵押票據。

此外，於二零一七年二月二十二日，本公司完成向 Inventive Star 發行本金總額為100百萬美元(相當於776百萬港元)於二零一九年到期年利率7.8厘的無抵押票據。

於二零一七年三月二十一日，本公司完成另一次向 Inventive Star 發行本金總額為50百萬美元(相當於388百萬港元)於二零一九年到期年利率7.8厘的無抵押票據。

本金總額為50百萬港元之二零一七年可換股債券已於二零一七年六月二十七日發行。

本金總額為28.5百萬港元之債券A及本金總額為28百萬港元之債券B已根據配售代理於二零一七年八月九日訂立之配售協議發行。





Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Capital structure

During the year, there was no change to the authorised share capital of the Company while 1,333,333,333 new shares of the Company (the “Shares”) were issued and allotted upon exercise of conversion rights attached to the CN 2015.

As at 31 December 2017, the total number of issued Shares was 142,984,807,678 (31 December 2016: 141,651,474,345).

Risk of Foreign Exchange Fluctuation

The business transactions of the Group are mainly carried in HK\$ and US\$ meaning that it will be subject to limited exchange rate exposure given HK\$ and US\$ are pegged. However, the Group will closely monitor this risk exposure and would take prudent measures as and when appropriate.

Capital Commitments

As at 31 December 2017, the Group had capital commitments of approximately HK\$554 million (31 December 2016: HK\$2,404 million).

Contingent Liabilities

Save as disclosed in note 36 of the consolidated financial statements, the Group did not have any other significant contingent liabilities as at 31 December 2017 and 31 December 2016.

Pledge of Assets

As at 31 December 2017, the Group did not have any pledge of assets (31 December 2016: Nil).

EMPLOYEES AND REMUNERATION POLICIES

The total number of staff of the Group as at 31 December 2017 was 1,756 (31 December 2016: 1,560).

Remuneration packages are reviewed annually and determined with reference to market and individual performance. In addition to salary payments, the Group also provides other employment benefits such as mandatory provident fund.

財務回顧(續)

資本架構

年內，本公司之法定股本並無變動，而於二零一五年可換股票據所附兌換權獲行使後，本公司已發行及配發1,333,333,333股新本公司股份(「股份」)。

於二零一七年十二月三十一日，已發行股份總數為142,984,807,678股(二零一六年十二月三十一日：141,651,474,345股)。

外匯波動風險

本集團之業務交易主要以港元及美元進行。鑑於港元與美元掛鈎，本集團只須面對有限匯兌風險。然而，本集團將密切監視該風險，並適時採取審慎措施。

資本承擔

於二零一七年十二月三十一日，本集團的資本承擔約為554百萬港元(二零一六年十二月三十一日：2,404百萬港元)。

或然負債

除綜合財務報表附註36所披露者外，於二零一七年十二月三十一日及二零一六年十二月三十一日，本集團並無任何其他重大或然負債。

資產抵押

於二零一七年十二月三十一日，本集團並無任何資產抵押(二零一六年十二月三十一日：無)。

僱員及薪酬政策

於二零一七年十二月三十一日，本集團員工總數為1,756名(二零一六年十二月三十一日：1,560名)。

薪酬待遇乃按年審閱並參照市場及個人表現以釐定。除支付薪俸外，本集團亦提供其他僱員福利，如強制性公積金。





Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

Corporate Governance

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 believes that good corporate governance is essential to the success of the Group and the enhancement of shareholders' value.

During the year ended 31 December 2017, the Company was in full compliance with the Code Provisions set out in Appendix 14 of the Listing Rules (the "CG Code"), except for the following deviation:

— **Code Provision A.6.7**

This stipulates that independent non-executive directors and other non-executive directors should attend the general meetings. Due to his other important engagements, the independent non-executive Director of the Company, Mr. Robert James Woolsey was unable to attend the annual general meeting of the Company held on 27 June 2017.

企業管治常規

企業管治

本公司致力以透明、問責及獨立原則於合理框架內維持高水平企業管治。董事會認為，良好企業管治對本集團之成功及提升股東價值尤為重要。

於截至二零一七年十二月三十一日止年度，本公司已全面遵守上市規則附錄十四所載述守則條文（「企業管治守則」），惟偏離以下事項：

— **守則條文第A.6.7條**

此守則規定，獨立非執行董事及其他非執行董事須出席股東大會。由於其他重要事務在身，本公司獨立非執行董事Robert James Woolsey先生未能出席本公司於二零一七年六月二十七日舉行之股東週年大會。





Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS

The Board currently comprises four executive Directors and four independent non-executive Directors. The brief biographical details of Board members is set out in the Biographical Details of the Directors and Senior Management on pages 30 to 32 of this annual report. The Board has established four board committees, namely Executive Committee, Audit Committee, Nomination Committee and Remuneration Committee. Attendance of the board meetings, the meetings of the board committees and the general meetings for the year ended 31 December 2017 is given below. The respective responsibilities of the Board and board committees are discussed later in this report.

董事會

董事會現由四名執行董事及四名獨立非執行董事組成。董事會成員之履歷詳情已載於本年報第30頁至第32頁之董事及高級管理人員履歷詳情內。董事會已設立四個董事委員會，包括執行委員會、審核委員會、提名委員會及薪酬委員會。截至二零一七年十二月三十一日止年度各董事出席董事會會議、董事委員會會議及股東大會的次數載列如下。董事會及董事委員會各自的職責將於本報告的稍後篇幅作出說明。

| | | No. of meetings attended/eligible to attend | | | | | |
|---|--|---|------------------------------|--------------------------------|-----------------------------|-----------------|------------|
| | | 出席/合資格出席會議的次數 | | | | | |
| | Board Meeting | Audit Committee Meeting | Nomination Committee Meeting | Remuneration Committee Meeting | Executive Committee Meeting | General Meeting | |
| | 董事會會議 | 審核委員會會議 | 提名委員會會議 | 薪酬委員會會議 | 執行委員會會議 | 股東大會 | |
| Executive Directors | 執行董事 | | | | | | |
| Ms. Cai Lingli ("Ms. Cai") | 蔡靈麗女士(「蔡女士」) | 4/6 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/0 | 0/1 |
| Ms. Xia Yuki Yu ("Ms. Xia") | Xia Yuki Yu 女士 (「Xia 女士」) | 5/6 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/0 | 0/1 |
| Mr. Teng Sio I ("Mr. Teng") (appointed on 18 April 2017) | 丁少儀先生(「丁先生」) (於二零一七年 四月十八日獲委任) | 5/5 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/0 | 1/1 |
| Ms. Cui Li Jie (appointed on 4 May 2017) | 崔麗杰女士 (於二零一七年 五月四日獲委任) | 0/5 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/1 |
| Non-executive Director | 非執行董事 | | | | | | |
| Mr. Eugene Raymond Sullivan (redesignated on 6 January 2017 and resigned on 15 June 2017) | Eugene Raymond Sullivan 先生 (於二零一七年 一月六日獲調任 後於二零一七年 六月十五日辭任) | 1/1 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Independent non-executive Directors | 獨立非執行董事 | | | | | | |
| Mr. Ng Hoi Yue ("Mr. Ng") | 伍海于先生(「伍先生」) | 2/6 | 2/2 | 1/1 | 1/1 | N/A 不適用 | 1/1 |
| Mr. Tso Hon Sai Bosco ("Mr. Tso") | 曹漢鏗先生(「曹先生」) | 4/6 | 2/2 | 1/1 | 1/1 | N/A 不適用 | 1/1 |
| Mr. Lee Kwok Leung ("Mr. Lee") | 李國樑先生(「李先生」) | 3/6 | 2/2 | 1/1 | 1/1 | N/A 不適用 | 1/1 |
| Mr. Robert James Woolsey | Robert James Woolsey 先生 | 1/6 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 0/1 |





Corporate Governance Report 企業管治報告

THE BOARD OF DIRECTORS *(Continued)*

All Directors are regularly updated on governance and regulatory matters. There is an established procedure for all Directors to obtain independent professional advice at the expense of the Company in discharge of their duties.

The Board held meetings from time to time whenever necessary. Notice of at least 14 days has been given to all Directors for all regular board meetings and the Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying board papers in respect of regular board meetings are sent out in full to all Directors within reasonable time before the board meeting. Draft minutes of all board meetings are circulated to all Directors for comment within a reasonable time prior to confirmation.

Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings and all Directors have access to board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it. The Company held six Board meetings and one general meeting in 2017.

NON-EXECUTIVE DIRECTORS

The Board currently has four independent non-executive Directors, one of the independent non-executive Directors holds appropriate professional qualifications, or accounting or related financial management expertise under Rule 3.10 of the Listing Rules.

Each of the independent non-executive Directors had entered into an appointment letter with the Company an initial term of one year, which is automatically renewable for successive terms of one year upon the expiry of the said term.

Each of the independent non-executive Directors has given the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive Directors are independent and meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

董事會(續)

全體董事均定期獲得有關管治及監管事宜的更新資訊。全體董事亦可按照既定程序，尋求獨立專業意見以協助履行其責任，有關費用由本公司支付。

董事會不時在有需要時舉行會議。就董事會所有定期會議，全體董事均獲給予最少十四天通知，如有需要，董事可將討論事項納入有關議程。董事會定期會議的議程及附連之董事會文件在董事會會議前一段合理時間內派發予全體董事。所有董事會會議記錄初稿將於合理時間內向全體董事傳閱，以供董事提出意見，方予確認。

董事會及董事委員會的會議記錄由各會議經正式委任的秘書保存，全體董事均有權查閱董事會的文件及有關資料，並會及時獲得充分資料，使董事會可就提呈會議的事項作出知情決定。本公司於二零一七年曾舉行六次董事會會議及一次股東大會。

非執行董事

董事會現有四名獨立非執行董事，其中一名獨立非執行董事具備上市規則第3.10條所列的適當專業資格，或會計或相關的財務管理專長。

各獨立非執行董事已與本公司訂立委任函，初步任期為一年，可於上述任期屆滿後自動重續，每次為期一年。

各獨立非執行董事已根據上市規則第3.13條之規定向本公司提交年度獨立性確認書。本公司認為，所有獨立非執行董事均屬獨立人士，並符合上市規則第3.13條所載之獨立性指引。





Corporate Governance Report

企業管治報告

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Under code provision A.6.5 of the CG Code, Directors of the Company should participate in continuous professional development to develop and refresh their knowledge and skills. Each newly appointed Director receives induction on the first occasion of his or her appointment, so as to ensure that he or she has appropriate understanding of the business and operations of the Company and that he or she is fully aware of his or her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Directors are also regularly updated on the Group's business and industry environments where appropriate in the management's monthly reports to the Board as well as briefings and materials circulated to the Board before board meeting.

During the year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contribution to the Board remains informed and relevant.

DIRECTORS' INSURANCE

The Company has arranged appropriate insurance cover in respect of legal actions against the Directors.

DELEGATION BY THE BOARD

The Board sets the Group's objectives and strategies and monitors its performance. The Board also decides on matters such as major transactions, director appointments, and dividend and accounting policies and monitors the internal controls of the Group's business operation. The Board has delegated the authority and responsibility of overseeing the Group's day to day operations to management executives.

When the Board delegates aspect of its management and administration functions to management, clear directions would be given as to the power of management, in particular, the circumstances where management should report back to the Board before making decision or entering into any commitments on behalf of the Group.

董事之持續培訓和發展

根據企業管治守則守則條文第A.6.5條，本公司董事須參與持續專業發展，以增進和重溫其知識和技能。每名新任董事均於首次獲委任時獲得入職指引，以確保其適當了解本公司的業務及經營，並且完全知悉上市規則和有關監管規定下的責任及義務。董事亦透過提交董事會的管理層每月報告以及於董事會會議前向董事會傳閱的簡報及資料中獲定期提供有關本集團的業務及行業環境的適切最新資料。

年內，全體董事已參與持續專業發展，以增進和重溫其知識和技能，確保其繼續在具備全面資訊及切合所需之情況下向董事會作出貢獻。

董事之保險

本公司已就董事面臨之法律訴訟安排適當保險。

董事會授權

董事會負責訂立本集團目標及策略並監察其表現。董事會亦會就主要交易、董事委任及股息和會計政策等項目作出決定，並會監察本集團業務營運的內部監控程序。董事會已將監督本集團日常運作的權力和責任下放給管理人員。

當董事會將其管理及行政職能方面之權力轉授予管理層時，已同時就管理層之權力給予清晰規定，尤其是管理層須向董事會匯報後方可作出決定或代表本集團作出任何承諾之情況。





Corporate Governance Report 企業管治報告

DELEGATION BY THE BOARD *(Continued)*

Principal functions that are specifically delegated by the Board to the management include (i) implementation of corporate strategy and policy initiatives; (ii) provision of management reports to the Board in respect of Group's performance, financial position and prospects; and (iii) day-to-day management of the Group.

REMUNERATION COMMITTEE

The Company has set up a Remuneration Committee to ensure that there are formal and transparent procedures for setting policies on the remuneration of Directors. The Remuneration Committee currently comprises three independent non-executive Directors, namely Mr. Ng, Mr. Tso and Mr. Lee. The Remuneration Committee is chaired by Mr. Ng.

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

During the year, one Remuneration Committee meeting was held to review the remuneration packages of the Directors and to make recommendations to the Board on the remuneration packages of the new Director(s). The Remuneration Committee ensures that no Director is involved in deciding his own remuneration. The terms of reference of the Remuneration Committee, a copy of which is posted on the Stock Exchange's and Company's website, are consistent with the terms set out in the relevant section of the CG Code.

NOMINATION COMMITTEE

The Company has set up a Nomination Committee to ensure fair and transparent procedures for the appointment, re-election and removal of Directors to the Board. The Nomination Committee currently comprises three independent non-executive Directors, namely Mr. Ng, Mr. Tso and Mr. Lee. The Nomination Committee is chaired by Mr. Ng.

董事會授權 *(續)*

董事會特定授權予管理層之主要職責包括(i)實施企業策略及政策措施；(ii)向董事會提交有關本集團之表現、財務狀況及前景之管理報告；及(iii)本集團之日常管理。

薪酬委員會

本公司已成立薪酬委員會，以確保在制訂董事薪酬之政策上有正式及透明之程序。薪酬委員會現時由三名獨立非執行董事組成，包括伍先生、曹先生及李先生。伍先生為薪酬委員會之主席。

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

年內曾舉行一次薪酬委員會會議，以就董事之薪酬待遇作出檢討及向董事會建議新董事之薪酬待遇。薪酬委員會確保概無董事參與釐定其本身的薪酬。薪酬委員會的職權範圍與企業管治守則有關部分所載之條文一致。薪酬委員會的職權範圍已刊登在聯交所及本公司的網站內。

提名委員會

本公司已設立提名委員會，以確保董事會委任、重選及罷免董事之程序公平及透明。提名委員會現時由三名獨立非執行董事組成，包括伍先生、曹先生及李先生。伍先生為提名委員會之主席。





Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE *(Continued)*

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

In selecting and recommending candidates for directorship, the Nomination Committee will consider the experience, qualification and suitability of the candidates. The Board will approve the recommendations based on the same criteria. During the year, one Nomination Committee meeting was held to review the structure, size and composition of the Board, make recommendation for appointment of Directors and assess the independence of each of the independent non-executive Directors. The terms of reference of the Nomination Committee, a copy of which is posted on the Stock Exchange's and Company's website, are consistent with the terms set out in the relevant section of the CG Code.

DIVERSIFICATION OF THE BOARD

The Company recognizes and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in the attainment of its strategic objectives and its sustainable development. As such, the Board and the Nomination Committee have adopted the Board Diversity Policy on 24 March 2014 with principles as summarized below.

提名委員會 (續)

提名委員會之主要職責為：(i) 定期檢討董事會之架構、規模及組成(包括成員之技能、知識及經驗)，並就任何建議作出之變動向董事會提供推薦建議；(ii) 就董事委任或兩度委任以及董事繼任計劃之有關事宜向董事會提供推薦建議；(iii) 物色具備合適資格可擔任董事會成員之人士，並挑選獲提名之個別人士出任董事或就此向董事會提供推薦建議；及(iv) 評估獨立非執行董事之獨立性。

挑選及推薦董事候選人時，提名委員會將考慮候選人的經驗、資歷及適合程度。董事會將根據相同準則批准推薦建議。年內曾舉行一次提名委員會會議，以檢討董事會之架構、規模及組成，並就委任董事提供推薦建議及評估各獨立非執行董事之獨立性。提名委員會的職權範圍與企業管治守則有關部分所載之條文一致。提名委員會的職權範圍已刊登在聯交所及本公司的網站內。

董事會成員多元化

本公司認同及深信多元化董事會帶來的裨益良多，並認為董事會層面的多元化為實現策略目標及其可持續發展之必要元素。因此，董事會及提名委員會已於二零一四年三月二十四日採納董事會成員多元化政策，其準則概述如下。





DIVERSIFICATION OF THE BOARD *(Continued)*

The Nomination Committee of the Company reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new Directors. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board. In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, including but not limit to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service etc.

AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Ng, Mr. Tso and Mr. Lee. The Audit Committee is chaired by Mr. Ng.

The main duties of the Audit Committee are to (i) review and monitor the preparation of the Group's financial statements and annual and half-year reports and accounts; (ii) monitor, develop and implement the Group's policy on appointment of external auditor; (iii) recommend the appointment and reappointment of the Group's external auditor; (iv) supervise the Group's financial reporting system, risk management and internal control systems and (v) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board. The Audit Committee has reviewed with the management and the external auditors the accounting principles and practices adopted by the Group and have discussed auditing, internal controls and financial reporting matters. During the year, two Audit Committee meetings were held to review the financial reporting matters and internal control procedures of the Group and appointment of external auditor. The terms of reference of the Audit Committee, a copy of which is posted on the Stock Exchange's and Company's website, are consistent with the terms set out in the relevant section of the CG Code.

董事會成員多元化 *(續)*

本公司提名委員會負責審閱及評估董事會的組成，並就委任新董事向董事會提出推薦建議。提名委員會亦監管董事會有效性年度審閱的進行。於審閱及評估董事會的組成時，提名委員會將考慮各方面多元化的裨益，以維持董事會的才能、技能、經驗及背景有恰當的比重及平衡。在推薦候選人加入董事會時，提名委員會將按客觀條件考慮候選人，並適度顧及董事會成員多元化的裨益，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務年限等。

審核委員會

審核委員會現時由三名獨立非執行董事組成，包括伍先生、曹先生及李先生。伍先生為審核委員會之主席。

審核委員會之主要職責為：(i) 審閱及監督本集團財務報表及年度及半年度報告和賬目之編製；(ii) 監察、發展及執行本集團對委聘外聘核數師之政策；(iii) 就委聘及續聘本集團之外聘核數師提供推薦建議；(iv) 監督本集團之財務申報制度、風險管理及內部監控制度；及(v) 發展及檢討本公司之政策及企業管治常規，並向董事會提供推薦建議。審核委員會已與管理層及外聘核數師共同審閱本集團採納之會計原則及慣例，並商討有關審核、內部監控及財務申報事宜。年內曾舉行兩次審核委員會會議，以審閱本集團的財務申報事項及內部監控程序以及外聘核數師之委聘。審核委員會的職權範圍與企業管治守則有關部分所載之條文一致。審核委員會的職權範圍已刊登在聯交所及本公司的網站內。





Corporate Governance Report

企業管治報告

AUDIT COMMITTEE (Continued)

The Audit Committee is responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor and oversees the objectivity and effectiveness of the audit process in accordance with applicable standards. It also monitors the integrity of the Company's financial statements and their compliance with legal requirements and the Listing Rules in relation to financial reporting.

EXECUTIVE COMMITTEE

The Executive Committee currently comprises three executive Directors, namely Ms. Cai, Ms. Xia and Mr. Teng. The Executive Committee is chaired by Ms. Cai.

The Executive Committee is vested with all the general powers of management and control of the activities of the Company and its subsidiaries as are vested in the Board, save and except for the approval of the Company's interim and annual reports and accounts, matters requiring a public announcement or discloseable or major transactions or other major disposals or acquisitions or corporate actions outside the ordinary and usual course of business of the Group which shall require the Board's approval.

The Executive Committee may exercise all such other powers and perform all such other acts as may be exercised and performed by the Board, save and except for those powers that may only be exercised by the Board pursuant to the Companies Act 1981 of Bermuda (the "Companies Act"), the Listing Rules or the bye-laws of the Company (the "Bye-laws").

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct for securities transactions by the Directors. Following a specific enquiry, all Directors confirmed they have complied with the standards set out in the Model Code throughout the year ended 31 December 2017.

審核委員會(續)

審核委員會負責向董事會就委任、續聘及罷免外聘核數師提出推薦建議，並根據適用標準監管審核程序之客觀性及有效性，同時亦監察本公司財務報表之完備性以及其就財務申報遵守法律規定及上市規則之情況。

執行委員會

執行委員會現時由三名執行董事組成，包括蔡女士，Xia女士及丁先生。蔡女士為執行委員會之主席。

執行委員會獲授予董事會所獲授關於本公司及其附屬公司活動之所有一般管理和控制權，惟批准本公司中期報告及年報以及賬目、須作出公告之事項或須予披露或主要交易或其他主要出售事項或收購事項或於本集團一般及日常業務過程以外進行之公司活動須由董事會批准則除外。

執行委員會可行使董事會可行使之其他所有權力及進行董事會可進行之其他所有行動，惟根據百慕達一九八一年公司法(「公司法」)、上市規則或本公司之細則(「細則」)僅可由董事會行使之權力則除外。

董事及有關僱員的證券交易守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則(「標準守則」)為董事進行證券交易的操守守則。經作出具體查詢，全體董事確認，彼等在截至二零一七年十二月三十一日止年度內已一直遵守標準守則所載之標準。





CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES (Continued)

To comply with the code provision A.6.4 of the CG Code, the Company has also adopted the Model Code as the code of conduct for securities transactions by relevant employees of the Group to regulate the dealings in the securities of the Company by certain employees of the Group who are considered to be likely in possession of unpublished price sensitive information of the Company.

ACCOUNTABILITY AND INTERNAL CONTROL

The Directors acknowledge their responsibility for preparing the financial statements of the Group. As at 31 December 2017, the Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

For the year under review, the Board considered that the Group's internal control systems are adequate and effective and the Group has complied with the code provisions on internal control of the CG Code and report except for the deviations previously disclosed.

AUDITOR'S REMUNERATION

For the year ended 31 December 2017, the independent auditor of the Company provided audit and non-audit services to the Company and the Group.

The auditor's remuneration in relation to the audit and non-audit services for the year amounted to HK\$12,000,000 and HK\$9,916,000 respectively.

The statement of the auditor of the Company regarding their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 50 to 58.

COMPANY SECRETARY

Ms. Lee Yuen Ting ("Ms. Lee") has been the company secretary of the Company since 21 November 2013. She reports to the Board and is responsible for advising the Board on corporate governance matters and ensuring that board procedures are followed and board activities are efficiently and effectively conducted. Ms. Lee has completed not less than 15 hours of relevant professional training.

董事及有關僱員的證券交易守則(續)

為遵守企業管治守則之守則條文第A.6.4條，本公司亦已採納標準守則為本集團有關僱員進行證券交易的操守守則，以規管本集團若干被認為可能會擁有本公司未公開之股價敏感資料的僱員買賣本公司之證券。

問責及內部監控

董事確認彼等須就編製本集團財務報表承擔責任。於二零一七年十二月三十一日，據董事所知，並無有關任何事件或情況的重大不明朗因素可能對本集團持續經營的能力產生重大疑問。

在回顧年度內，除上文所披露之偏離情況外，董事會認為本集團的內部監控制度已經足夠和有效，本集團亦已遵守企業管治守則及報告內有關內部監控的守則條文。

核數師薪酬

截至二零一七年十二月三十一日止年度，本公司獨立核數師向本公司及本集團提供核數及非核數服務。

年內，核數師就提供核數及非核數服務所得之薪酬分別為12,000,000港元及9,916,000港元。

本公司核數師就財務報表作出申報之責任聲明載於第50頁至第58頁之獨立核數師報告內。

公司秘書

李琬婷女士(「李女士」)自二零一三年十一月二十一日起一直擔任本公司之公司秘書。彼向董事會報告，並負責向董事會提供有關企業管治事宜的意見，及確保遵循董事會程序及董事會行動順利地及有效地進行。李女士已完成不少於15個小時的相關專業培訓。





Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

Convening a Special General Meeting

Shareholders may convene a special general meeting of the Company according to the provisions as set out in the Bye-laws and the Companies Act.

Pursuant to bye-law 58 of the Company's Bye-laws, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in accordance with the provisions of the Companies Act.

Putting Forward Proposals at General Meetings

Pursuant to the Companies Act, shareholders representing not less than one-twentieth (5%) of the total voting right of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or not less than 100 shareholders are entitled to request the Company to give shareholders notice of a resolution which is intended to be moved at the general meeting. A written notice to that effect signed by the requisitionist(s) with details contact information must be deposited at the Company's principle place of business in Hong Kong at Suites 7001, 7002 and 7014-7016, 70/F Two International Finance Centre No. 8 Finance Street Central Hong Kong for the attention of the Company Secretary. The notice shall contain, inter alia, a description of the proposed resolution desired to be put forward at the general meeting, the reasons for such a proposal and any material interest of the proposing shareholder in such a proposal.

股東權利

召開股東特別大會

根據細則及公司法所載條文，股東可召開本公司股東特別大會。

根據本公司細則第58條，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本(賦有本公司股東大會投票權)十分之一的股東於任何時候有權透過向董事會或本公司的公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可根據公司法條文自發作出此舉。

於股東大會上提呈建議

根據公司法，於提呈要求當日持有不少於在有關提呈事宜之大會上總投票權二十分之一(5%)之股東，或不少於100名股東，有權要求本公司向股東發出擬於股東大會上動議之決議案通告。由提呈要求者簽署之書面通知及詳細聯絡資料須送交本公司之香港主要營業地點，地址為香港中環金融街8號國際金融中心二期70樓7001、7002及7014-7016室，並註明收件人為公司秘書。該通知須載有(其中包括)擬於股東大會上動議之所提呈決議案詳情、有關建議之理由以及建議股東於有關建議之任何重大權益。





SHAREHOLDERS' RIGHTS (Continued)

Putting Forward Proposals at General Meetings

(Continued)

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

Making Enquiry to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the company secretary at the Company's office in Hong Kong at Suites 7001, 7002 and 7014–7016, 70/F Two International Finance Centre No. 8 Finance Street Central Hong Kong.

INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor's understanding of the Group's business performance and strategies. The Company has established a range of communication channels between itself, its shareholders and investors, including answering questions through the annual general meeting, the publications of annual and interim reports, notices, announcements and circulars on the websites of the Company at <http://www.equitynet.com.hk/1076> and <http://www.imperialpacific.com>.

CONSTITUTIONAL DOCUMENTS

During the year, there has been no significant change to the Company's constitutional documents. An updated version of the Bye-Laws of the Company is available on the websites of the Company and the Stock Exchange.

On behalf of the Board

Imperial Pacific International Holdings Limited

Cai Lingli

Executive Director

Hong Kong, 28 March 2018

股東權利(續)

於股東大會上提呈建議(續)

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

向董事會提出查詢

股東可隨時以書面形式將向董事會作出之查詢及關注之事項郵寄至本公司香港辦事處，地址為香港中環金融街8號國際金融中心二期70樓7001、7002及7014–7016室，請註明收件人為公司秘書。

投資者關係

本公司認為，與股東之有效溝通對加強投資者關係及加深投資者對本集團業務表現及策略之了解實屬必要。本公司已就其本身、股東與投資者之間的溝通設立多個渠道，當中包括通過股東週年大會回答問題，於本公司網站<http://www.equitynet.com.hk/1076>及<http://www.imperialpacific.com>刊發年報及中期報告、通告、公告及通函。

憲章文件

年內，本公司之憲章文件並無重大變動。本公司細則的更新版本載於本公司及聯交所網站。

代表董事會

博華太平洋國際控股有限公司

執行董事

蔡靈麗

香港，二零一八年三月二十八日





Biographical Details of Directors and Senior Management

董事及高級管理人員履歷詳情

EXECUTIVE DIRECTORS

Ms. Cai Lingli (“**Ms. Cai**”), aged 36, has been appointed as an executive Director of the Company with effect from 21 November 2013. She is also a director of a number of subsidiaries of the Company. She holds a Bachelor Degree in Art and Design and the degree of Master of Business Administration from Cheung Kong Graduate School of Business. Ms. Cai has over ten years of experience in the media and entertainment industry. She was the marketing director of a gaming corporation in Macau to provide support on the overall operation and business strategies in the gaming industry.

Ms. Xia Yuki Yu (“**Ms. Xia**”), aged 44, has been appointed as an executive Director of the Company with effect from 21 November 2013. She is also a director of a few key subsidiaries of the Company. She has over fifteen years of experience in the public relation and marketing industry. Before joining the Group, Ms. Xia held executive positions in various enterprise groups operating in the gaming industry.

Mr. Teng Sio I (“**Mr. Teng**”), aged 36, joined the Company in November 2015 and has been appointed as an executive Director of the Company with effect from 18 April 2017. He is currently the Senior Vice President — Group Human Resources & Administration and the director of a certain subsidiaries of the Company and is responsible for overseeing human resources development. Specialized in the administration and operation of gaming human resources functions, Mr. Teng has solid experience in his roles as senior human resources management in sizable organizations of different fields. Prior to joining the Company, Mr. Teng served as a senior HR executive at one of Macau’s leading gaming-integrated resort complex (a complex with over 20,000 current employees). Under his supervision, he had led the team from pre-opening planning to successful openings during his years of service as senior management of the HR department. Mr. Teng is a bachelor degree holder in management. He is also a qualified trainer certified by Box Hill Institute and an expert certified by DDI, a global human resources consulting firm, in target selection.

Ms. Cui Li Jie (“**Ms. Cui**”), aged 59, has been appointed as an executive Director of the Company with effect from 4 May 2017. She has been engaged in real estate projects and building materials trading, and has gained extensive experience in investment. Ms. Cui is also the sole director and sole shareholder of Inventive Star, the controlling shareholder (as defined in the Listing Rules) of the Company.

執行董事

蔡靈麗女士(「**蔡女士**」)，36歲，獲委任為本公司執行董事，自二零一三年十一月二十一日起生效。彼亦為本公司多間附屬公司之董事。彼持有美術及設計學士學位，及長江商學院工商管理碩士學位。蔡女士於媒體及娛樂行業擁有逾十年經驗。彼曾為一間澳門博彩公司之市場部總監，協助整體營運及制定博彩行業之業務策略。

Xia Yuki Yu女士(「**Xia女士**」)，44歲，獲委任為本公司執行董事，自二零一三年十一月二十一日起生效。彼亦為本公司數間主要附屬公司之董事。彼於公共關係及市場推廣行業擁有逾十五年經驗。於加入本集團前，Xia女士曾於博彩行業在營的數間集團公司擔任行政要職。

丁少儀先生(「**丁先生**」)，36歲，於二零一五年十一月加盟本公司並自二零一七年四月十八日起獲委任為本公司執行董事。彼現為集團人力資源及行政部高級副總裁兼本公司若干附屬公司之董事，負責監管人力資源發展。丁先生專門從事博彩人力資源職務，於不同行業之大型機構擔當高級人力資源管理職務方面具備豐富經驗。於加盟本公司前，丁先生於澳門一家頂尖博彩綜合度假村(現有超過20,000名僱員)擔任高級人力資源行政人員。在擔任人力資源部高級經理之任期內，彼自該度假村之開業前計劃以至成功開業均負責監管並帶領其團隊工作。丁先生持有管理學士學位。彼亦為Box Hill Institute認可之合資格培訓員，及全球人力資源顧問機構DDI認可之目標挑選專家。

崔麗杰女士(「**崔女士**」)，59歲，獲委任為本公司執行董事，自二零一七年五月四日起生效。其先後經營房地產項目及建材貿易，並於投資方面具備豐富經驗。崔女士亦為本公司之控股股東(定義見上市規則)Inventive Star之唯一董事及唯一股東。





Biographical Details of Directors and Senior Management 董事及高級管理人員履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Hoi Yue (“**Mr. Ng**”), aged 54, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is a fellow member of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has been practising as a certified public accountant in Hong Kong since 1989. Mr. Ng is currently an executive director and the Deputy Chief Executive Officer of Asian Citrus Holdings Limited (stock code: 73) and an independent non-executive director of Emperor Cultural Group Limited (stock code: 491) and Ulferts International Limited (stock code: 1711), all are companies listed on the Stock Exchange.

Mr. Tso Hon Sai Bosco (“**Mr. Tso**”), aged 53, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is currently a partner with Messrs. Tso Au Yim & Yeung, Solicitors and has been a Hong Kong practising solicitor since 1990. Mr. Tso received his Bachelor of Laws degree from King’s College London. He is currently an independent non-executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355), a company listed on the Stock Exchange. He was an independent non-executive director of China Fortune Investments (Holding) Limited (stock code: 8116), a company listed on the Stock Exchange, for the period from 21 May 2007 to 31 July 2015.

Mr. Lee Kwok Leung (“**Mr. Lee**”), aged 64, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He has years of direct investment, fund management and banking experience. Mr. Lee holds an investment advisor status from the Securities and Futures Commissions from 2000. He has been appointed as an executive director of China Internet Investment Finance Holdings Limited (formerly known as Opes Asia Development Limited) (stock code: 810) since 8 May 2014, and the chairman and executive director of Mayer Holdings Limited (stock code: 1116) since 9 October 2014.

獨立非執行董事

伍海于先生(「**伍先生**」)，54歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼為英格蘭及威爾士特許會計師協會、香港會計師公會及特許公認會計師公會資深會員。彼自一九八九年起在香港從事執業會計師工作。伍先生現時擔任亞洲果業控股有限公司(股份代號：73)之執行董事兼副行政總裁以及英皇文化產業集團有限公司(股份代號：491)及歐化國際有限公司(股份代號：1711)之獨立非執行董事，所有公司均於聯交所上市。

曹漢璽先生(「**曹先生**」)，53歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼現為曹歐嚴楊律師行之合夥人，並自一九九零年起一直為香港執業律師。曹先生獲倫敦King’s College頒授法律學士學位。彼現時擔任聯交所上市公司枋濬國際集團控股有限公司(股份代號：1355)之獨立非執行董事。彼曾於二零零七年五月二十一日至二零一五年七月三十一日期間擔任聯交所上市公司中國幸福投資(控股)有限公司(股份代號：8116)之獨立非執行董事。

李國樑先生(「**李先生**」)，64歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼在直接投資、基金管理及銀行方面擁有多多年經驗。李先生於二零零零年取得證券及期貨事務監察委員會認可之投資顧問資格。彼自二零一四年五月八日起獲委任為中國互聯網投資金融集團有限公司(前稱華保亞洲發展有限公司，股份代號：810)之執行董事，以及自二零一四年十月九日起獲委任為美亞控股有限公司(股份代號：1116)之主席及執行董事。





Biographical Details of Directors and Senior Management

董事及高級管理人員履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Robert James Woolsey (“**Ambassador Woolsey**”), aged 76, has been appointed as an independent non-executive Director of the Company with effect from 16 May 2016, held Presidential appointments in two Republican and two Democratic administrations, most recently, from 1993 to 1995, as Director of Central Intelligence under President Bill Clinton. During his twelve years of government service, in addition to heading the CIA and the Intelligence Community, Ambassador Woolsey was Ambassador to the Negotiation on Conventional Armed Forces in Europe from 1989 to 1991, Under Secretary of the Navy from 1977 to 1979, and General Counsel to the U.S. Senate Committee on Armed Services from 1970 to 1973. He was appointed by the President to serve in Geneva, Switzerland, from 1983 to 1986 as Delegate at Large to the U.S. Soviet Strategic Arms Reduction Talks (START) and Nuclear and Space Arms Talks (NST). As an officer in the U.S. Army, he was an adviser on the U.S. Delegation to the Strategic Arms Limitation Talks (SALT I), in Helsinki and Vienna, from 1969 to 1970. He has served on numerous government and non-profit advisory boards such as the National Commission on Energy Policy and chaired the Clean Fuels Foundation and the New Uses Council. He also served as a Trustee of Stanford University and chaired the Executive Committee of the Board of Regents of The Smithsonian Institution. He has been a member of The National Commission on Terrorism, The Commission to Assess the Ballistic Missile Threat to the U.S., The President’s Commission on Federal Ethics Law Reform, The President’s Blue Ribbon Commission on Defense Management, and The President’s Commission on Strategic Forces. Ambassador Woolsey has also been a law partner at Shea & Gardner and a Vice President with the consulting firm of Booz Allen Hamilton. He also served on the boards of directors of a number of companies, including British Aerospace, Inc., Martin Marietta and Fairchild Industries. In 2009, he was the Annenberg Distinguished Visiting Fellow at the Hoover Institution at Stanford University; and from 2010 to 2011 he was a Senior Fellow at Yale University, where he taught in the Jackson Institute for Global Affairs. Ambassador Woolsey received his B.A. degree from Stanford University, where he graduated Magna Cum Laude and Phi Beta Kappa; an M.A. from Oxford University, where he was a Rhodes Scholar; and an LL.B from Yale Law School, where he was Managing Editor of the Yale Law Journal.

The Board has received annual confirmation of independence from each of its independent non-executive Directors. The Board members have no financial, business, family or other material relationships with each other or with the senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

獨立非執行董事(續)

Robert James Woolsey 先生(「**Woolsey 大使**」)，76 歲，自二零一六年五月十六日起獲委任為本公司獨立非執行董事，曾分別於兩任共和黨及兩任民主黨治下接受總統任命任職，最近期為於一九九三年至一九九五年出任克林頓總統直轄之中央情報局局長。Woolsey 大使服務政府十二年期間，除領導中央情報局及情報體系外，曾於一九八九年至一九九一年出任歐洲常規武裝力量談判大使(Ambassador to the Negotiation on Conventional Armed Forces in Europe)，於一九七七年至一九七九年出任海軍副部長，及於一九七零年至一九七三年出任美國參議院軍事委員會總顧問。彼於一九八三年至一九八六年獲總統指派前往瑞士日內瓦擔當美蘇削減戰略武器談判(U.S. Soviet Strategic Arms Reduction Talks (START))及核武器與太空武器談判(Nuclear and Space Arms Talks (NST))之總代表(Delegate at Large)。作為美國陸軍軍官，彼於一九六九年至一九七零年在赫爾辛基及維也納擔任第一輪戰略武器限制談判(Strategic Arms Limitation Talks (SALT I))之美國代表團(U.S. Delegation)顧問。彼亦曾任職多個政府及非牟利諮詢委員會，如國家能源政策委員會(National Commission on Energy Policy)，並擔任 Clean Fuels Foundation 及 New Uses Council 之主席。彼另曾出任史丹福大學之理事及史密森尼學會(The Smithsonian Institution)董事會轄下執行委員會主席。彼為全國反恐怖主義委員會(The National Commission on Terrorism)、美國彈道導彈威脅評估委員會(The Commission to Assess the Ballistic Missile Threat to the U.S.)、聯邦道德法改革總統委員會(The President’s Commission on Federal Ethics Law Reform)、美國國防管理特別工作委員會(The President’s Blue Ribbon Commission on Defense Management)及戰略部隊總統委員會(The President’s Commission on Strategic Forces)成員。Woolsey 大使亦為 Shea & Gardner 之法律合夥人及博思艾倫漢密爾頓(Booz Allen Hamilton)諮詢公司之副總裁。彼另曾於多間公司擔任董事會職位，包括英國航太公司(British Aerospace, Inc.)、馬丁•馬瑞塔(Martin Marietta)及 Fairchild Industries。於二零零九年，彼為史丹福大學胡佛研究所(Hoover Institution)之 Annenberg 傑出客座研究員(Annenberg Distinguished Visiting Fellow)，後於二零一零年至二零一一年出任耶魯大學之高級研究員，並曾於 Jackson Institute for Global Affairs 授課。Woolsey 大使於史丹福大學取得文學士學位，以優等成績(Magna Cum Laude)及美國大學優等生之榮譽學會(Phi Beta Kappa)身分畢業；於牛津大學取得文學碩士學位，獲選為羅德學者；及於耶魯法學院取得法學士學位，為耶魯法學雜誌(Yale Law Journal)總編輯。

董事會已收到來自各獨立非執行董事之年度獨立性確認書。董事會成員彼此之間或與本公司的高級管理層、主要股東(定義見上市規則)或控股股東(定義見上市規則)並無任何財務、業務、家族或其他重大關係。





Directors' Report 董事會報告

The Board hereby presents the annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding.

Details of the principal activities of the principal subsidiaries of the Company are set out in note 1 to the consolidated financial statements.

Details of the business review and future development of the Group's businesses are set out in the sections headed "Business Review" and "Business Outlook" under "Management Discussion and Analysis" of this report. The discussion forms part of this directors' report.

SEGMENT INFORMATION

An analysis of the Group's revenue and segment information for the year ended 31 December 2017 is set out in note 4 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 59 to 60 of this annual report.

The Board does not recommend the payment of any dividend for the year ended 31 December 2017.

The Group understands the success of its businesses depends on the support from its key stakeholders, including employees, customers, suppliers, professional advisers and regulators. The Group will continue to ensure effective communication and maintain good relationships with each of its key stakeholders.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 172 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

董事會謹此提呈截至二零一七年十二月三十一日止年度本公司年報及經審核綜合財務報表。

主要業務及業務回顧

本公司主要業務為投資控股。

本公司主要附屬公司之主要業務詳情載於綜合財務報表附註1。

本集團業務的業務回顧及未來發展詳情載於本報告「管理層討論與分析」項下「業務回顧」及「業務展望」兩節。本討論構成本董事會報告一部分。

分部資料

截至二零一七年十二月三十一日止年度，本集團之收益及分部資料之分析載於綜合財務報表附註4。

業績及股息

本集團截至二零一七年十二月三十一日止年度之業績載於本年報第59頁至第60頁之綜合損益及其他全面收益表。

董事會不建議派付截至二零一七年十二月三十一日止年度之任何股息。

本集團明白，其業務的成功取決於其主要權益所有人(包括僱員、客戶、供應商、專業顧問及監管機構)的支持。本集團將繼續確保與其各名主要權益所有人進行有效溝通及維持良好關係。

財務概要

本集團過往五個財政年度之業績以及資產與負債之概要載於本年報第172頁。

物業、廠房及設備

年內，本集團之物業、廠房及設備之變動詳情載於綜合財務報表附註14。





Directors' Report

董事會報告

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 29 to the consolidated financial statements.

RESERVES

As at 31 December 2017, the Directors were of the opinion that the distributable reserves of the Company was approximately HK\$1,364,899,000.

Details of movements in the reserves of the Company and the Group during the year are set out in note 44 to the consolidated financial statements and in the "Consolidated Statement of Changes in Equity" on page 63, respectively.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Corporate social responsibility and sustainability play an important role in our everyday business, and it is deeply rooted in our corporate value. We strive to make a difference in the Northern Mariana Islands and shoulder the responsibilities of a corporate citizen to grow with the community. We have a dedicated Corporate Social Responsibility Team that serves the community through charitable events, and seeks opportunities to empower the community by connecting them with education and employment.

In 2017, in order to fully implement the requirements of the Environmental, Social and Governance ("ESG") Reporting Guide in Appendix 27 of the Listing Rules, the Company has further attached great importance to organizing and arranging relevant preparation and disclosure, and the Company's ESG Report for the year ended 2017 will be published on the websites of the Company and the Stock Exchange.

股本

年內，本公司之股本變動詳情載於綜合財務報表附註29。

儲備

於二零一七年十二月三十一日，董事認為本公司可分派儲備約為1,364,899,000港元。

年內本公司及本集團之儲備變動詳情分別載於綜合財務報表附註44及第63頁之「綜合權益變動表」。

環保政策及表現

企業社會責任及可持續發展在我們日常業務中擔當重要角色，對我們的企業價值根深柢固。我們致力於北馬里亞納群島作出改變，肩負企業公民的責任，與社區一起成長。我們擁有一支忠心耿耿的企業社會責任團隊，透過慈善活動服務社區，並透過提供教育及就業機會，探尋機遇壯大社區。

於二零一七年，為全面實施上市規則附錄二十七所載環境、社會及管治（「環境、社會及管治」）報告指引的規定，本公司更加重視組織及安排相關編製及披露，而本公司截至二零一七年止年度的環境、社會及管治報告將於本公司及聯交所網站上登載。





COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

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

Hong Kong

- the Listing Rules;
- the Securities and Futures Ordinance;
- the Companies Ordinance; and
- the Gambling Ordinance.

Saipan

- The Commonwealth Gaming Act, codified at 4 CMC §§ 2301 et. seq.

SHARE OPTION SCHEME

The purpose of the Group's existing share option scheme adopted on 27 June 2013 (the "**Share Option Scheme**") is to enable the Group to attract, retain and motivate talented participants, including employee, officer, agent, consultant or representative of any member of the Group to strive for future development and expansion of the Group. The Share Option Scheme shall be valid and effective for a period of ten years.

At the beginning of the financial year ended 31 December 2017, 1,462,669,808 share options were outstanding pursuant to the Share Option Scheme (each option shall entitle the holder of the option to subscribe for one new Share) and 13,623,880,768 Shares, being 9.69% of the Shares then in issue were available for issue under the Share Option Scheme.

遵守相關法例及法規

本集團認同遵守監管規定的重要性以及違反適用規則及法規的風險。本集團一直分配系統及員工資源，以確保持續遵守規則及法規，同時透過有效溝通與監管機構保持良好的工作關係。年內，就我們所知，本集團已遵守(其中包括)以下主要法例及法規：

香港

- 上市規則；
- 證券及期貨條例；
- 公司條例；及
- 賭博條例。

塞班島

- The Commonwealth Gaming Act, codified at 4 CMC §§ 2301 et. seq.

購股權計劃

本集團於二零一三年六月二十七日採納之現有購股權計劃(「**購股權計劃**」)旨在幫助本集團招攬、留任及激勵具有才幹的參與者，包括本集團任何成員公司的員工、高級職員、代理、顧問或代表，以致力專注本集團的未來發展及擴充。購股權計劃的有效及生效期限為十年。

於截至二零一七年十二月三十一日止財政年度初，根據購股權計劃有1,462,669,808份購股權尚未行使(各份購股權賦予購股權持有人權利認購一股新股份)，而根據購股權計劃，13,623,880,768股股份(即當時已發行股份之9.69%)可予發行。





Directors' Report 董事會報告

SHARE OPTION SCHEME (Continued)

The total number of the shares issued and to be issued upon exercise of the options granted to each participant, together with all options granted and to be granted to him/her under any other share option scheme(s) of the Company, within the 12-month period immediately preceding the proposed date of grant (including exercised, cancelled and outstanding options) shall not exceed 1% of the total number of the shares in issue as at the proposed date of grant. The exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer. The total number of shares which may be issued upon exercise of options must not exceed 30% of the number of shares in issue from time to time. No options may be granted if such grant would result in the 30% limit being exceeded.

OTHER INFORMATION

Movement of the share options under the Share Option Scheme during the year ended 31 December 2017 is as follows:

| Categories of Participants | As at 1 January 2017 | Granted | Exercised | Cancelled/ Lapsed | As at 31 December 2017 | Exercise Price (HK\$) | Grant Date | Exercise Period |
|----------------------------|----------------------|-----------|-----------|-------------------|------------------------|-----------------------|--------------|-----------------------------|
| 參與者類別 | 於二零一七年一月一日 | 已授出 | 已行使 | 已註銷/已失效 | 於二零一七年十二月三十一日 | 行使價(港元) | 授出日期 | 行使期 |
| Directors | | | | | | | | |
| 董事 | | | | | | | | |
| Ms. Cai Lingli | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2018 — 17 June 2025 |
| | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2019 — 17 June 2025 |
| | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2020 — 17 June 2025 |
| | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2021 — 17 June 2025 |
| | - | 2,664,000 | - | - | 2,664,000 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 2,664,000 | - | - | 2,664,000 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 2,672,000 | - | - | 2,672,000 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| 蔡靈麗女士 | | | | | | | 二零一五年六月十八日 | 二零一八年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零一九年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零二零年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零二一年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | | | | | | | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | | | | | | | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |

購股權計劃(續)

於緊接建議授出日期前12個月期間內，授予各參與者之購股權連同根據本公司任何其他購股權計劃已授予及將授予各參與者之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時已發行及將予發行之股份總數，不得超過於建議授出日期已發行股份總數之1%。購股權之行使價可由董事會釐定，惟不可低於下列三者中之最高者：(i) 提呈購股權要約當日本公司股份於聯交所之收市價；(ii) 緊接提呈要約當日前五個交易日本公司股份於聯交所之平均收市價；及(iii) 於提呈要約當日本公司股份的面值。因行使購股權而可能發行之股份總數，不得超過不時之已發行股份數目之30%。倘將導致超過該30%限額，則不得授出任何購股權。

其他資料

截至二零一七年十二月三十一日止年度，購股權計劃項下購股權之變動如下：



OTHER INFORMATION (Continued)

其他資料(續)

| Categories of Participants | As at 1 January 2017 | Granted | Exercised | Cancelled/ Lapsed | As at 31 December 2017 | Exercise Price (HK\$) | Grant Date | Exercise Period |
|---|----------------------|-----------|-----------|-------------------|------------------------|-----------------------|--------------|-----------------------------|
| 參與者類別 | 於二零一七年一月一日 | 已授出 | 已行使 | 已註銷/已失效 | 於二零一七年十二月三十一日 | 行使價(港元) | 授出日期 | 行使期 |
| Ms. Xia Yuki Yu | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2018 — 17 June 2025 |
| | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2019 — 17 June 2025 |
| | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2020 — 17 June 2025 |
| | 3,527,272 | - | - | - | 3,527,272 | 0.22 | 18 June 2015 | 18 June 2021 — 17 June 2025 |
| Xia Yuki Yu 女士 | - | 2,664,000 | - | - | 2,664,000 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 2,664,000 | - | - | 2,664,000 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 2,672,000 | - | - | 2,672,000 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| | - | - | - | - | - | - | 二零一五年六月十八日 | 二零一八年六月十八日至二零二五年六月十七日 |
| Mr. Teng Sio I (appointed on 18 April 2017) | - | 6,660,000 | - | - | 6,660,000 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 6,660,000 | - | - | 6,660,000 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 6,680,000 | - | - | 6,680,000 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| 丁少儀先生(於二零一七年四月十八日獲委任) | - | - | - | - | - | - | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |
| Mr. Robert James Woolsey | - | 286,753 | - | - | 286,753 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 286,753 | - | - | 286,753 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 287,614 | - | - | 287,614 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| Robert James Woolsey 先生 | - | - | - | - | - | - | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |
| Mr. Ng Hoi Yue | - | 66,600 | - | - | 66,600 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 66,600 | - | - | 66,600 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 66,800 | - | - | 66,800 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| 伍海于先生 | - | - | - | - | - | - | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |
| Mr. Tso Hon Sai Bosco | - | 66,600 | - | - | 66,600 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 66,600 | - | - | 66,600 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 66,800 | - | - | 66,800 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| 曹漢璽先生 | - | - | - | - | - | - | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |
| Mr. Lee Kwok Leung | - | 66,600 | - | - | 66,600 | 0.15 | 5 April 2017 | 5 April 2018 — 4 April 2027 |
| | - | 66,600 | - | - | 66,600 | 0.15 | 5 April 2017 | 5 April 2019 — 4 April 2027 |
| | - | 66,800 | - | - | 66,800 | 0.15 | 5 April 2017 | 5 April 2020 — 4 April 2027 |
| 李國樑先生 | - | - | - | - | - | - | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | - | - | - | - | - | - | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |



Directors' Report

董事會報告

OTHER INFORMATION (Continued)

其他資料(續)

| Categories of Participants | As at 1 January 2017 | Granted | Exercised | Cancelled/ Lapsed | As at 31 December 2017 | Exercise Price (HK\$) | Grant Date | Exercise Period |
|----------------------------|----------------------|--------------------|-----------|--------------------|------------------------|-----------------------|------------------|-----------------------------------|
| 參與者類別 | 於二零一七年一月一日 | 已授出 | 已行使 | 已註銷/已失效 | 於二零一七年十二月三十一日 | 行使價(港元) | 授出日期 | 行使期 |
| Employees | 18,351,056 | - | - | 5,167,272 | 13,183,784 | 0.22 | 18 June 2015 | 18 June 2018-17 June 2025 |
| | 18,351,056 | - | - | 5,167,272 | 13,183,784 | 0.22 | 18 June 2015 | 18 June 2019-17 June 2025 |
| | 18,351,056 | - | - | 5,167,272 | 13,183,784 | 0.22 | 18 June 2015 | 18 June 2020-17 June 2025 |
| | 18,351,056 | - | - | 5,167,272 | 13,183,784 | 0.22 | 18 June 2015 | 18 June 2021-17 June 2025 |
| | | 109,445,888 | - | 36,380,496 | 73,065,392 | 0.15 | 5 April 2017 | 5 April 2018-4 April 2027 |
| | | 109,445,888 | - | 36,380,496 | 73,065,392 | 0.15 | 5 April 2017 | 5 April 2019-4 April 2027 |
| | | 109,774,604 | - | 36,489,748 | 73,284,856 | 0.15 | 5 April 2017 | 5 April 2020-4 April 2027 |
| 僱員 | | | | | | | 二零一五年六月十八日 | 二零一八年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零一九年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零二零年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零二一年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | | | | | | | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | | | | | | | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |
| Other Participants | 1,120,000,000 | - | - | - | 1,120,000,000 | 0.10525 | 3 December 2014 | 3 December 2014-2 December 2024 |
| | 59,311,852 | - | - | 3,262,732 | 56,049,120 | 0.22 | 18 June 2015 | 18 June 2018-17 June 2025 |
| | 59,311,852 | - | - | 3,262,732 | 56,049,120 | 0.22 | 18 June 2015 | 18 June 2019-17 June 2025 |
| | 59,311,852 | - | - | 3,262,732 | 56,049,120 | 0.22 | 18 June 2015 | 18 June 2020-17 June 2025 |
| | 59,311,852 | - | - | 3,262,732 | 56,049,120 | 0.22 | 18 June 2015 | 18 June 2021-17 June 2025 |
| | 950,000 | - | - | - | 950,000 | 0.255 | 26 November 2015 | 26 November 2016-25 November 2025 |
| | 950,000 | - | - | - | 950,000 | 0.255 | 26 November 2015 | 26 November 2017-25 November 2025 |
| | 950,000 | - | - | - | 950,000 | 0.255 | 26 November 2015 | 26 November 2018-25 November 2025 |
| | 950,000 | - | - | - | 950,000 | 0.255 | 26 November 2015 | 26 November 2019-25 November 2025 |
| | | 55,395,119 | - | - | 55,395,119 | 0.15 | 5 April 2017 | 5 April 2018-4 April 2027 |
| | | 55,395,119 | - | - | 55,395,119 | 0.15 | 5 April 2017 | 5 April 2019-4 April 2027 |
| | | 55,561,482 | - | - | 55,561,482 | 0.15 | 5 April 2017 | 5 April 2020-4 April 2027 |
| 其他參與者 | | | | | | | 二零一四年十二月三日 | 二零一四年十二月三日至二零二四年十二月二日 |
| | | | | | | | 二零一五年六月十八日 | 二零一八年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零一九年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零二零年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年六月十八日 | 二零二一年六月十八日至二零二五年六月十七日 |
| | | | | | | | 二零一五年十一月二十六日 | 二零一六年十一月二十六日至二零二五年十一月二十五日 |
| | | | | | | | 二零一五年十一月二十六日 | 二零一七年十一月二十六日至二零二五年十一月二十五日 |
| | | | | | | | 二零一五年十一月二十六日 | 二零一八年十一月二十六日至二零二五年十一月二十五日 |
| | | | | | | | 二零一五年十一月二十六日 | 二零一九年十一月二十六日至二零二五年十一月二十五日 |
| | | | | | | | 二零一七年四月五日 | 二零一八年四月五日至二零二七年四月四日 |
| | | | | | | | 二零一七年四月五日 | 二零一九年四月五日至二零二七年四月四日 |
| | | | | | | | 二零一七年四月五日 | 二零二零年四月五日至二零二七年四月四日 |
| Total | 1,462,669,808 | 532,479,220 | - | 142,970,756 | 1,852,178,272 | | | |
| 總計 | | | | | | | | |

During the year under review, no grantee had exercised any share options, 532,479,220 share options were granted and 142,970,756 share options lapsed. As at 31 December 2017, there were 1,852,178,272 share options outstanding pursuant to the Share Option Scheme. Further details of the Share Option Scheme are disclosed in note 30 to the financial statements.

於回顧年度內，概無承授人行使任何購股權，532,479,220份購股權已授出及142,970,756份購股權已失效。於二零一七年十二月三十一日，根據購股權計劃有1,852,178,272份購股權尚未行使。購股權計劃之進一步詳情已於財務報表附註30內披露。





RETIREMENT BENEFIT SCHEMES

Details of the retirement benefit schemes are set out in note 2.5 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SHARES

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

DONATIONS

Charitable and other donations made by the Group during the year ended 31 December 2017 amounted to approximately HK\$2,493,000 (2016: HK\$1,233,000).

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate amount of sales attributable to the Group's 5 largest customers accounted for approximately 36% (2016: 32%) of the total sales for the year and sales attributable to the largest customer accounted for approximately 17% (2016: 9%) of the total sales for the year. Our suppliers provide products and services such as food and beverages products, gaming equipment and machines, and construction services. Purchases from the Group's 5 largest suppliers accounted for approximately 67% (2016: 72%) of the total purchases for the year and purchases from the largest supplier accounted for approximately 17% (2016: 43%) of the total purchases for the year.

None of the Directors, their associates, or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) has any interest in the Group's five largest customers and suppliers during the year.

退休福利計劃

退休福利計劃之詳情載於綜合財務報表附註2.5。

優先購買權

本公司細則或百慕達(本公司註冊成立之司法權區)法律並無有關優先購買權之條文，規定本公司須按比例發售新股予現有股東。

購買、贖回或出售上市股份

於年內，概無本公司或其任何附屬公司購買、出售或贖回任何本公司上市證券。

捐款

於截至二零一七年十二月三十一日止年度，本集團撥出之慈善及其他捐款約為2,493,000港元(二零一六年：1,233,000港元)。

主要客戶及供應商

於年內，本集團五大客戶應佔總銷售額佔年度總銷售額約36%(二零一六年：32%)，而最大客戶應佔銷售額佔年度總銷售額約17%(二零一六年：9%)。我們的供應商提供產品及服務，如餐飲產品、博彩設備及機器以及建築服務。向本集團五大供應商作出之採購額佔年度採購總額約67%(二零一六年：72%)，而向最大供應商作出之採購額佔年度採購總額約17%(二零一六年：43%)。

董事、其聯繫人士或任何股東(就董事所知，擁有本公司股本5%以上)年內概無於本集團五大客戶及供應商中擁有任何權益。





Directors' Report 董事會報告

CONTINUING CONNECTED TRANSACTIONS

On 27 February 2015, Best Fortune Corporation Limited, a direct wholly-owned subsidiary of the Company, entered into an employment agreement (“**Employment Agreement**”) with Mr. Ji Xiao Bo (“**Mr. Ji**”) pursuant to which Mr. Ji was appointed as the Project Director of the casino resort project on the Island of Saipan. According to the Employment Agreement, Mr. Ji is entitled to a basic annual salary of US\$1 million (equivalent to approximately HK\$7.75 million). The Employment Agreement was fixed to a term that expires on 31 December 2017 but is, in any event, terminable on three months’ notice in writing by either party. To cater for the possibility of discretionary bonus being awarded, the Board had set a cap on the total amount (inclusive of discretionary bonus) that may be paid to Mr. Ji under the Employment Agreement for each of the financial year ended/ending 31 December 2015, 2016 and 2017 of US\$2 million (equivalent to approximately HK\$15.52 million). On 8 December 2017, Best Fortune entered into a new employment agreement (“**New Employment Agreement**”) with Mr. Ji pursuant to which Mr. Ji will continue to be appointed as the Project Director of the casino resort project on the Island of Saipan. According to the New Employment Agreement, Mr. Ji is entitled to a basic annual salary of US\$1 million (equivalent to approximately HK\$7.75 million). The New Employment Agreement was fixed to a term that expires on 31 December 2020 but is, in any event, terminable on three months’ notice in writing by either party. To cater for the possibility of discretionary bonus being awarded, the Board had set a cap on the total amount (inclusive of discretionary bonus) that may be paid to Mr. Ji under the New Employment Agreement for each of the financial year ended/ending 31 December 2018, 2019 and 2020 of US\$2 million (equivalent to approximately HK\$15.52 million). Mr. Ji is the son of Ms. Cui Li Jie (“**Ms. Cui**”) and Ms. Cui is a Director of the Company and the sole shareholder of Inventive Star Limited (“**Inventive Star**”), the controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Ji is therefore a connected person (as defined in the Listing Rules) and the Employment Agreement and New Employment Agreement therefore constituted a continuing connected transaction under Chapter 14A of the Listing Rules and subject to the reporting, annual review and announcement requirements, but was exempt from the independent shareholder’s approval requirement. Details of the Employment Agreement New Employment Agreement have been disclosed in the announcements of the Company dated 27 February 2015 and 8 December 2017.

持續關連交易

於二零一五年二月二十七日，本公司之直接全資附屬公司振裕興業有限公司與紀曉波先生（「**紀先生**」）訂立僱用協議（「**僱用協議**」），據此，紀先生獲委任為塞班島娛樂場度假村項目之項目總監。根據僱用協議，紀先生有權收取基本年薪1百萬美元（相當於約7.75百萬港元）。僱用協議為固定年期，並於二零一七年十二月三十一日屆滿，惟在任何情況下，任何一方可發出三個月書面通知予以終止。為切合可能授出酌情花紅之情況，董事會已就截至二零一五年、二零一六年及二零一七年十二月三十一日止財政年度各年僱用協議項下可能支付予紀先生之總金額（包括酌情花紅）設定上限為2百萬美元（相當於約15.52百萬港元）。於二零一七年十二月八日，振裕興紀先生訂立新僱用協議（「**新僱用協議**」），據此，紀先生將繼續獲委任為塞班島娛樂場度假村項目之項目總監。根據新僱用協議，紀先生有權收取基本年薪1百萬美元（相當於約7.75百萬港元）。新僱用協議為固定年期，並於二零二零年十二月三十一日屆滿，惟在任何情況下，任何一方可發出三個月書面通知予以終止。為切合可能授出酌情花紅之情況，董事會已就截至二零一八年、二零一九年及二零二零年十二月三十一日止財政年度各年新僱用協議項下可能支付予紀先生之總金額（包括酌情花紅）設定上限為2百萬美元（相當於約15.52百萬港元）。紀先生為崔麗杰女士（「**崔女士**」）之兒子，而崔女士為本公司董事及本公司控股股東（定義見上市規則）Inventive Star Limited（「**Inventive Star**」）之唯一股東。因此，紀先生為關連人士（定義見上市規則），而僱用協議及新僱用協議構成上市規則第14A章項下之持續關連交易，並須遵守申報、年度審閱及公告規定，惟獲豁免遵守獨立股東批准之規定。僱用協議及新僱用協議之詳情已於本公司日期為二零一五年二月二十七日及二零一七年十二月八日之公告內披露。





CONTINUING CONNECTED TRANSACTIONS

(Continued)

The independent auditor of the Company, Ernst & Young, was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing findings and conclusions in respect of the abovementioned continuing connected transaction in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided to the Stock Exchange. The independent non-executive Directors have reviewed the abovementioned continuing connected transaction and the auditor's letter and have confirmed that such transaction was entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favorable to the Group than terms available to or from independent third parties; and (iii) in accordance with the relevant agreement governing it on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

持續關連交易 (續)

本公司聘請本公司獨立核數師安永會計師事務所根據香港會計師公會發出的香港鑑證業務準則第3000號(經修訂)「歷史財務資料審核或審閱以外的鑑證工作」及參考實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團之持續關連交易。核數師已根據上市規則第14A.56條發出具無保留意見函件，函件載有其對上述持續關連交易的發現和總結。本公司已向聯交所呈交核數師函件副本。獨立非執行董事已審閱上述持續關連交易及核數師函件，並確認該項交易乃(i)於本集團日常及一般業務過程中；(ii)按一般商業條款或不遜於本集團向或自獨立第三方提供的條款；及(iii)根據規管該項交易的有關協議的條款進行，屬公平合理，並符合本公司股東的整體利益。





Directors' Report

董事會報告

DIRECTORS

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

Executive Directors

Ms. Cai Lingli
Ms. Xia Yuki Yu
Mr. Teng Sio I (appointed on 18 April 2017)
Ms. Cui Li Jie (appointed on 4 May 2017)

Non-executive Director

Mr. Eugene Raymond Sullivan
(resigned on 15 June 2017)

Independent non-executive Directors

Mr. Robert James Woolsey
Mr. Ng Hoi Yue
Mr. Tso Hon Sai Bosco
Mr. Lee Kwok Leung

Pursuant to bye-law 87(1) of the Company's Bye-laws, Mr. Robert James Woolsey, Mr. Ng Hoi Yue and Mr. Tso Hon Sai Bosco shall retire from office at the forthcoming annual general meeting and being eligible, offer themselves for re-election as independent non-executive Directors

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and Senior Management are set out on pages 30 to 32 of this annual report.

董事

年內及直至本年報日期，本公司之董事如下：

執行董事

蔡靈麗女士
Xia Yuki Yu 女士
丁少儀先生(於二零一七年四月十八日獲委任)
崔麗杰女士(於二零一七年五月四日獲委任)

非執行董事

Eugene Raymond Sullivan 先生
(於二零一七年六月十五日辭任)

獨立非執行董事

Robert James Woolsey 先生
伍海于先生
曹漢璽先生
李國樑先生

根據本公司細則第87(1)條，Robert James Woolsey 先生、伍海于先生及曹漢璽先生將於應屆股東週年大會輪值退任，且合資格應選連任為獨立非執行董事。

董事及高級管理人員履歷詳情

董事及高級管理人員之履歷詳情載於本年報第30頁至第32頁。





DIRECTORS' SERVICES CONTRACTS

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

DIRECTORS' REMUNERATION

Details of the Directors' remuneration are set out in note 8 of the financial statements.

MANAGEMENT CONTRACTS

According to the available information, the Board is not aware of any contract during the year entered into with the management and administration of the whole or any substantial part of the business of the Company.

PERMITTED INDEMNITY PROVISION

Pursuant to bye-law 166 of the Company's Bye-Laws and relevant provisions of the regulations stipulated, every Director and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all losses and liabilities which he or she may incur or sustain in or about the execution of the duties of his or her office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto, provided that this Bye-Law shall only have effect in so far as its provisions are not avoided by the Companies Act.

The Company has taken out and maintained Directors' and officers' liabilities insurance throughout the year, which provides appropriate cover for the Directors.

董事服務合約

於應屆股東週年大會合資格應選連任之董事概無與本集團訂立任何可由本集團於一年內毋須作出賠償(法定賠償除外)而終止之服務合約。

董事薪酬

董事薪酬之詳情載於財務報表附註8。

管理合約

根據所獲得之資料，董事會概不知悉年內就本公司全部或大部分業務之管理及行政而訂立任何合約。

獲准彌償條文

根據本公司細則第166條及法規訂明之相關條文，本公司各董事及其他行政人員就其執行職務或與此相關之事宜招致或蒙受之一切損失或責任，均可從本公司資產及溢利中獲得彌償及保障，而各董事或其他行政人員毋須就其執行職務或與此相關之事宜而可能令本公司出現或招致之任何損失、損害或不幸負責，惟本細則僅在未被公司法廢止之情況下有效。

本公司於全年內均有投購董事及行政人員責任保險，為董事提供合適保障。





Directors' Report

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

To the best knowledge of the Directors, none of the Directors has any interest in competing business to the Group during the year.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

To the best knowledge of the Directors, there was no contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party to and in which a Director has a material interest in, whether directly or indirectly, or between the Company, or its subsidiary companies, and a controlling shareholder or any of its subsidiaries, and subsisted at the end of the financial year under review or at any time during the financial year under review.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

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

董事之競爭業務權益

據董事所知，年內董事概無於與本集團出現競爭之業務中擁有任何權益。

董事於重大合約之權益

據董事所知，本公司或其任何附屬公司或本公司、其附屬公司及控股股東或其任何附屬公司之間概無訂立與本集團業務有關，且董事於其中直接或間接擁有重大權益，並於回顧財政年度末或於回顧財政年度內任何時間仍然有效之重大合約。

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉

於二零一七年十二月三十一日，各董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部條文通知本公司及聯交所(包括根據證券及期貨條例有關條文彼等被認為或視作擁有之權益或淡倉)；(ii)須根據證券及期貨條例第XV部第352條記入該條所述之登記冊內；或(iii)須根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所之權益及淡倉如下：





Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

董事及主要行政人員於股份、相關股份
及債券中之權益及淡倉(續)

Long positions in the ordinary shares/underlying shares of the
Company:

於本公司普通股/相關股份之好倉：

| Name of Director | Capacity | Long position/ Short position | Number of Shares/ underlying shares held 所持股份/ 相關股份數目 | Percentage of issued share capital of the Company 佔本公司 已發行股本百分比 |
|---|--|----------------------------------|--|--|
| 董事姓名 | 身分 | 好倉/淡倉 | | |
| Ms. Cai Lingli 蔡靈麗女士 | Beneficial owner 實益擁有人 | Long position 好倉 | 22,109,088 (Note 1) 22,109,088 (附註 1) | 0.02% 0.02% |
| Ms. Xia Yuki Yu Xia Yuki Yu 女士 | Beneficial owner 實益擁有人 | Long position 好倉 | 383,109,088 (Note 2) 383,109,088 (附註 2) | 0.27% 0.27% |
| Ms. Cui Li Jie 崔麗杰女士 | Interest of controlled corporation 受控制法團權益 | Long position 好倉 | 89,998,489,280 89,998,489,280 | 62.94% 62.94% |
| | Interest of controlled corporation 受控制法團權益 | Short position 淡倉 | 3,268,733,333 (Note 3) 3,268,733,333 (附註 3) | 2.29% 2.29% |
| Mr. Teng Sio I (appointed on 18 April 2017) 丁少儀先生(於二零一七年 四月十八日獲委任) | Beneficial owner 實益擁有人 | Long position 好倉 | 20,000,000 (Note 4) 20,000,000 (附註 4) | 0.01% 0.01% |
| Mr. Robert James Woolsey Robert James Woolsey 先生 | Beneficial owner 實益擁有人 | Long position 好倉 | 861,120 (Note 5) 861,120 (附註 5) | 0.00% 0.00% |
| Mr. Ng Hoi Yue 伍海于先生 | Beneficial owner 實益擁有人 | Long position 好倉 | 200,000 (Note 6) 200,000 (附註 6) | 0.00% 0.00% |
| Mr. Tso Hon Sai Bosco 曹漢璽先生 | Beneficial owner 實益擁有人 | Long position 好倉 | 200,000 (Note 6) 200,000 (附註 6) | 0.00% 0.00% |
| Mr. Lee Kwok Leung 李國樑先生 | Beneficial owner 實益擁有人 | Long position 好倉 | 200,000 (Note 6) 200,000 (附註 6) | 0.00% 0.00% |





Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Notes:

1. On 18 June 2015 and 5 April 2017, 14,109,088 share options (after share options adjustments) and 8,000,000 share options were granted to Ms. Cai Lingli pursuant to the Share Option Scheme respectively.
2. On 18 June 2015 and 5 April 2017, 14,109,088 share options (after share options adjustments) and 8,000,000 share options were granted to Ms. Xia Yuki Yu pursuant to the Share Option Scheme respectively.
3. Inventive Star Limited had granted options over its shares of the Company at the exercise price of HK\$0.24 per share, exercisable to purchase a maximum of 3,268,733,333 shares.
4. On 5 April 2017, 20,000,000 share options were granted to Mr. Teng Sio I pursuant to the Share Option Scheme.
5. On 5 April 2017, 861,120 share options were granted to Mr. Robert James Woolsey pursuant to the Share Option Scheme.
6. On 5 April 2017, 200,000 share options were granted to Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung respectively pursuant to the Share Option Scheme.

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

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉(續)

附註：

1. 於二零一五年六月十八日及二零一七年四月五日，蔡靈麗女士根據購股權計劃分別獲授 14,109,088 份購股權(經購股權調整後)及 8,000,000 份購股權。
2. 於二零一五年六月十八日及二零一七年四月五日，Xia Yuki Yu 女士根據購股權計劃分別獲授 14,109,088 份購股權(經購股權調整後)及 8,000,000 份購股權。
3. Inventive Star Limited 已就本公司股份授出購股權，行使相關購股權可按行使價每股 0.24 港元購買最多 3,268,733,333 股股份。
4. 於二零一七年四月五日，丁少儀先生根據購股權計劃獲授 20,000,000 份購股權。
5. 於二零一七年四月五日，Robert James Woolsey 先生根據購股權計劃獲授 861,120 份購股權。
6. 於二零一七年四月五日，伍海于先生、曹漢璽先生及李國樑先生根據購股權計劃分別獲授 200,000 份購股權。

除上述披露者外，於二零一七年十二月三十一日，概無董事為根據證券及期貨條例第 XV 部第 2 及 3 分部之條文持有須向本公司披露之本公司股份及相關股份之權益或淡倉之公司之董事或僱員，且概無董事、本公司主要行政人員或彼等之聯繫人士(定義見上市規則)於本公司股份、本公司或任何相聯法團(定義見證券及期貨條例第 XV 部)相關股份及債券中，擁有任何其他權益或淡倉而(a)須根據證券及期貨條例第 XV 部第 7 及 8 分部通知本公司及聯交所(包括任何有關董事或本公司主要行政人員根據證券及期貨條例有關條文被認為或視作擁有之權益或淡倉)；或(b)須根據證券及期貨條例第 352 條記入本公司存置之登記冊內；或(c)須根據上市規則所載上市公司董事進行證券交易的標準守則通知本公司或聯交所。





Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDER

As at 31 December 2017, in accordance with the register of the substantial shareholders kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules, the following person was interested (including short positions) in the shares or underlying shares of the Company:

Long positions in the ordinary shares/underlying shares of the Company:

主要股東

於二零一七年十二月三十一日，根據本公司遵照證券及期貨條例第336條須存置之主要股東登記冊，或根據證券及期貨條例第XV部第2及3分部之條文及上市規則須予披露，以下人士擁有本公司股份或相關股份之權益(包括淡倉)：

於本公司普通股／相關股份之好倉：

| Name of shareholder 股東名稱／姓名 | Capacity 身分 | Long position/ Short position 好倉／淡倉 | Number of shares 股份數目 | Approximate percentage of interest 概約權益百分比 |
|--|------------------------------------|---|-----------------------------|---|
| Inventive Star Limited (Note 1) | Beneficial owner | Long position | 89,998,489,280 | 62.94% |
| | | Short position | 3,268,733,333 | 2.29% |
| | | | (Note 2) | |
| Inventive Star Limited (附註1) | 實益擁有人 | 好倉 | 89,998,489,280 | 62.94% |
| | | 淡倉 | 3,268,733,333 | 2.29% |
| | | | (附註2) | |
| Ms. Cui Li Jie (Note 1) | Interest of controlled corporation | Long position | 89,998,489,280 | 62.94% |
| | | Short position | 3,268,733,333 | 2.29% |
| | | | (Note 2) | |
| 崔麗杰女士(附註1) | 受控制法團權益 | 好倉 | 89,998,489,280 | 62.94% |
| | | 淡倉 | 3,268,733,333 | 2.29% |
| | | | (附註2) | |
| Mr. Ji Xiaobo (Note 3) | Interest of controlled corporation | Long position | 128,071,500,000 | 89.57% |
| 紀曉波先生(附註3) | 受控制法團權益 | 好倉 | 128,071,500,000 | 89.57% |
| Super Champion Global Limited (Note 3) | Beneficial owner | Long position | 128,000,000,000 | 89.52% |
| 超冠環球有限公司(附註3) | 實益擁有人 | 好倉 | 128,000,000,000 | 89.52% |





Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDER (Continued)

Notes:

1. Inventive Star Limited is wholly and beneficially owned by Ms. Cui Li Jie.
2. Inventive Star Limited had granted options over its shares of the Company at the exercise price of HK\$0.24 per share, exercisable to purchase a maximum of 3,268,733,333 shares.
3. Super Champion Global Limited is wholly and beneficially owned by Mr. Ji Xiaobo and Super Champion Global Limited held the convertible notes issued by the Company in the principal amount of HK\$400,000,000 which were convertible to 128,000,000,000 conversion shares if the underlying conversion rights were exercised in full.

Save as disclosed above, as at 31 December 2017, no person (other than a Director or chief executive of the Company) had registered an interest or short position in the securities or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

CORPORATE GOVERNANCE

The Company is committed to maintain 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 29 of this annual report.

INDEPENDENT AUDITOR

ZHONGHUI ANDA CPA Limited tendered its resignation as the auditor of the Company with effect from 7 June 2016 and Ernst & Young was appointed by the Board on 7 June 2016 and approved by the Shareholders at the special general meeting held on 27 June 2016 to fill the casual vacancy so arising. On 29 June 2017, Ernst & Young was re-appointed as the auditor of the Company until the conclusion of the next annual general meeting of the Company. A resolution for the reappointment of Ernst & Young as auditor of the Company will be proposed at the forthcoming annual general meeting.

主要股東(續)

附註：

1. Inventive Star Limited 由崔麗杰女士全資實益擁有。
2. Inventive Star Limited 已就本公司股份授出購股權，行使相關購股權可按行使價每股 0.24 港元購買最多 3,268,733,333 股股份。
3. 超冠環球有限公司由紀曉波先生全資實益擁有，而超冠環球有限公司持有本公司所發行本金額為 400,000,000 港元之可換股票據，倘全面行使相關兌換權，則可兌換為 128,000,000,000 股兌換股份。

除上文所披露者外，於二零一七年十二月三十一日，概無其他人士（董事或本公司主要行政人員除外）於本公司之證券或相關股份中登記擁有根據證券及期貨條例第 336 條須予記錄之權益或淡倉。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規資料刊載於本年報第 19 頁至第 29 頁之企業管治報告內。

獨立核數師

中匯安達會計師事務所有限公司已提出辭任本公司核數師，自二零一六年六月七日起生效，而董事會於二零一六年六月七日委任安永會計師事務所填補職位空缺，並獲股東於二零一六年六月二十七日舉行之股東特別大會上批准。於二零一七年六月二十九日，安永會計師事務所獲續聘為本公司核數師，直至本公司下一屆股東週年大會結束時為止。有關續聘安永會計師事務所為本公司核數師之決議案將於應屆股東週年大會上提呈。





Directors' Report 董事會報告

PUBLIC FLOAT

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

On behalf of the Board
Imperial Pacific International Holdings Limited

Cai Lingli
Executive Director

Hong Kong, 28 March 2018

In the event of any inconsistency, the English text of this report shall prevail over the Chinese text.

公眾持股量

根據本公司所獲公開資料及就董事所知，於年內及直至本報告日期，本公司已按上市規則規定維持足夠之公眾持股量。

代表董事會
博華太平洋國際控股有限公司

執行董事
蔡靈麗

香港，二零一八年三月二十八日

本報告之中英文本如有任何歧義，概以英文本為準。





Independent Auditor's Report

獨立核數師報告



TO THE SHAREHOLDERS OF IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Imperial Pacific International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 59 to 171, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致博華太平洋國際控股有限公司股東
(於百慕達註冊成立的有限公司)

意見

我們已審計列載於第59至171頁的博華太平洋國際控股有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了 貴集團於二零一七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》的披露規定妥為擬備。

意見的基礎

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





Independent Auditor's Report 獨立核數師報告

KEY AUDIT MATTERS

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

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

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估綜合財務報表的重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。





Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

| Key audit matter 關鍵審計事項 | How our audit addressed the key audit matter 我們的審計應對關鍵審計事項的方式 |
|----------------------------|--|
|----------------------------|--|

Impairment of trade receivables

應收貿易賬款減值

The carrying value of the Group's trade receivables as at 31 December 2017 amounted to HK\$8,531 million, representing 54.5% of the Group's total assets as at 31 December 2017. The impairment provision carried as at 31 December 2017 was HK\$4,747 million. An impairment provision of trade receivables is maintained to reduce the Group's trade receivables to their estimated recoverable amounts which approximate to the fair value. Management evaluates the estimated impairment based on past collection records, aging profile of the Group's receivables and specific review of individual customer accounts as well as experience with collection trends in the casino industry and current economic and business conditions. The management's continued refinement of the impairment of trade receivables based on known customer information and changes in a region's economy or legal system can provide a significant change in estimate between periods.

貴集團應收貿易賬款於二零一七年十二月三十一日的賬面值為8,531,000,000港元，佔 貴集團於二零一七年十二月三十一日的資產總值54.5%。於二零一七年十二月三十一日的減值撥備為4,747,000,000港元。應收貿易賬款維持減值撥備旨在將 貴集團的應收貿易賬款削減至與其公允價值相若的估計可收回金額。管理層根據過往收賬記錄、貴集團應收款項的賬齡及對個別客戶賬項所作特定檢視以及娛樂場行業常見收賬情況的經驗及當前經濟及業務狀況衡量估計減值。管理層根據已知客戶資料持續對應收貿易賬款減值作出的精準調整，以及一個地區的經濟或法律制度出現的變動均可能令不同期間的估計出現重大變化。

We evaluated and tested the design and operating effectiveness of the controls over the accounting process of the impairment of trade receivables. In addition to assessing the adequacy of the impairment of trade receivables based on the past collection records and aging profile, we also performed a specific review on individual customer accounts which are either significant and/or long outstanding, discussed their recoverability with the management and corroborated the management's representation with reference to past collection, subsequent settlements, security such as front money/guarantee deposits, and other personal information. We tested the accuracy of the aging profile, performed ratio analysis on the Group's impairment of trade receivables, and re-calculated the impairment of trade receivables using management's model and considered the adequacy of the impairment.

我們衡量及測試監控應收貿易賬款減值會計處理過程的設計及營運成效。除根據過往收賬記錄及賬齡評估應收貿易賬款減值足夠與否外，我們亦對個別客戶賬項(涉及重大金額及/或結欠已久)作出特定檢視，與管理層商討有關賬項的可收回能力，及核實管理層就過往收賬、其後償付情況、抵押品(如按金/擔保存款)及其他個人資料所作陳述。我們測試賬齡的準確度，對 貴集團的應收貿易賬款減值進行比率分析，使用管理層的模式重新計算應收貿易賬款減值及考慮減值足夠與否。





Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

How our audit addressed the key audit matter

關鍵審計事項

我們的審計應對關鍵審計事項的方式

We identified the impairment assessment of the trade receivables as a key audit matter because of (i) the material amounts involved, and (ii) the significant judgement and assumptions involved in the determination of impairment provision.

我們將應收貿易賬款的減值評估識別為關鍵審計事項，乃由於(i)當中涉及的重大金額；及(ii)在釐定減值撥備時涉及的重大判斷及假設。

The Group's accounting policies and disclosures on trade receivables and impairment of trade receivables are set out in notes 3 and 19 to the Group's consolidated financial statements.

貴集團有關應收貿易賬款以及應收貿易賬款減值的會計政策及披露載於 貴集團的綜合財務報表附註3及19。

Construction in progress — new casino and hotel

在建工程 — 新娛樂場及酒店

The carrying value of the Group's construction in progress as at 31 December 2017 amounted to HK\$2,915 million, representing 18.6% of the Group's total assets as at 31 December 2017.

貴集團在建工程於二零一七年十二月三十一日的賬面值為2,915,000,000港元，佔 貴集團於二零一七年十二月三十一日的資產總值18.6%。

We then assessed the adequacy of the Group's disclosures regarding the impairment of trade receivables.

我們其後評估 貴集團就應收貿易賬款減值所作披露足夠與否。

We evaluated and tested the design and operating effectiveness of the controls over the accounting process of the construction in progress.

我們衡量及測試在建工程會計處理過程的設計及營運監控成效。





Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計應對關鍵審計事項的方式

In July 2017, construction of the new casino was substantially completed and commenced operations. To assist management with their assessment of the construction costs included in construction in progress which related to the casino, the Group engaged a quantity surveyor to perform a cost segregation study. Management subsequently transferred an amount of HK\$2,198 million from the construction in progress account into the respective categories of property, plant and equipment, and depreciation commenced. The construction in progress amount carried at the end of the reporting period represented mainly the hotel portion still under construction.

於二零一七年七月，新娛樂場的建築工程大致完竣並展開營運。為協助管理層評估列入該娛樂場所涉及在建工程的建築成本，貴集團委聘一名工料測量師進行成本細分研究。管理層其後將為數2,198,000,000港元的款項自在建工程賬項轉撥至物業、廠房及設備所屬類別並開始計算折舊。於報告期末的在建工程款項主要為尚在興建的酒店部分。

We assessed the methodologies and assumptions adopted by the quantity surveyor in the determination of the respective portions for the completed casino and hotel properties still under construction and, in particular, the bases of allocating costs of common structures between the casino and the hotel portions. In addition, we assessed the independence, objectivity and competence of the quantity surveyor.

我們評估工料測量師在釐定已落成娛樂場及在建酒店物業所屬部分時採納的方法及假設，尤其是在娛樂場與酒店部分之間分配共用構築物的成本所依據的基準。此外，我們亦評估該工料測量師的獨立性、客觀性及能力。

We identified the transfer of the relevant costs of the completed casino from construction in progress into the other categories of property, plant and equipment as a key audit matter because of (i) the material amounts involved, and (ii) the significant judgement and assumptions adopted in the determination of the respective portions of the casino and hotel properties.

我們將自在建工程轉撥至其他物業、廠房及設備類別的已落成娛樂場相關成本識別為關鍵審計事項，乃由於(i)當中涉及的重大金額；及(ii)在釐定娛樂場及酒店物業所屬部分時採納的重大判斷及假設。

We then assessed the adequacy of the Group's disclosures regarding the construction in progress.

我們其後評估貴集團就在建工程所作披露足夠與否。

The Group's accounting policies and disclosures on construction in progress are set out in notes 2.5 and 14 to the Group's consolidated financial statements.

貴集團有關在建工程的會計政策及披露載於貴集團的綜合財務報表附註2.5及14。





Independent Auditor's Report 獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

刊載於年度報告內其他信息

貴公司董事需對其他資料負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

董事就綜合財務報表須承擔的責任

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

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

審核委員會協助董事履行監督貴集團財務報告過程的職責。





Independent Auditor's Report 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照百慕達一九八一年公司法第90條僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但並非保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴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》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。





Independent Auditor's Report 獨立核數師報告

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

(Continued)

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

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

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

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修訂我們的意見。我們的結論是基於截至核數師報告日期所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大不足之處。

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





Independent Auditor's Report

獨立核數師報告

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

(Continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Paul Kai Lung Go.

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

28 March 2018

核數師就審計綜合財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是吳繼龍。

安永會計師事務所
執業會計師
香港中環
添美道1號
中信大廈22樓

二零一八年三月二十八日





Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

| | | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|---------------------------|-------------|----------------------------------|----------------------------------|
| CONTINUING OPERATIONS | | | | |
| Gross revenue | 持續經營業務 總收益 | 5 | 13,155,608 | 7,488,979 |
| Less: Commissions | 減：佣金 | | (4,997,103) | (3,416,342) |
| Net revenue | 收益淨額 | | 8,158,505 | 4,072,637 |
| Cost of sales | 銷售成本 | | (1,215,613) | (855,940) |
| Gross profit | 毛利 | | 6,942,892 | 3,216,697 |
| Other income, gains and losses, net | 淨其他收入、收益及虧損 | | (45,388) | 51,428 |
| Selling and marketing expenses | 銷售及市場推廣開支 | | (64,126) | (81,107) |
| Operating and administrative expenses | 經營及行政開支 | | (5,775,571) | (2,022,004) |
| Share-based payments | 以股份為基礎之付款開支 | | (21,635) | (10,347) |
| Finance costs | 財務費用 | 7 | (165,212) | (57,864) |
| PROFIT BEFORE TAX FROM CONTINUING OPERATIONS | 來自持續經營業務除稅前溢利 | 6 | 870,960 | 1,096,803 |
| Income tax expenses | 所得稅開支 | 10 | (233,487) | (160,910) |
| PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS | 來自持續經營業務年內溢利 | | 637,473 | 935,893 |
| DISCONTINUED OPERATION | 已終止業務 | | | |
| Loss for the year from a discontinued operation | 來自一項已終止業務年內虧損 | 11 | - | (318) |
| PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY | 本公司持有人應佔年內溢利 | | 637,473 | 935,575 |
| OTHER COMPREHENSIVE INCOME/(LOSS) | 其他全面收入／(虧損) | | | |
| Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods: | 於其後期間重新分類至損益之其他全面收入／(虧損)： | | | |
| Available-for-sale investments: | 可供出售投資： | | | |
| Changes in fair value | 公允價值變動 | | (19,253) | (32,107) |
| Reclassification adjustments for losses included in profit or loss | 計入損益之虧損重新分類調整 | | | |
| — loss on disposal | — 出售時虧損 | 6 | 266 | 53,302 |
| — impairment loss | — 減值虧損 | 6 | 33,589 | - |
| | | | 14,602 | 21,195 |
| Exchange differences on translation of foreign operations | 換算海外業務產生之匯兌差額 | | 36,675 | 8,255 |





Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| | Note 附註 | | |
| OTHER COMPREHENSIVE INCOME FOR THE YEAR | 年內其他全面收入 | 51,277 | 29,450 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY | 本公司持有人應佔年內全面收入總額 | 688,750 | 965,025 |
| EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY | 本公司持有人應佔每股盈利/(虧損) | | |
| | 13 | | |
| Basic | 基本 | | |
| — For profit for the year | — 年內溢利 | HK0.45 cent 港仙 | HK0.66 cent 港仙 |
| — For profit from continuing operations | — 來自持續經營業務之溢利 | HK0.45 cent 港仙 | HK0.66 cent 港仙 |
| — For loss from a discontinued operation | — 來自已終止業務之虧損 | N/A 不適用 | HK(0.0002) cent 港仙 |
| Diluted | 攤薄 | | |
| — For profit for the year | — 年內溢利 | HK0.24 cent 港仙 | HK0.34 cent 港仙 |
| — For profit from continuing operations | — 來自持續經營業務之溢利 | HK0.24 cent 港仙 | HK0.34 cent 港仙 |
| — For loss from a discontinued operation | — 來自已終止業務之虧損 | N/A 不適用 | N/A 不適用 |





Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2017
於二零一七年十二月三十一日

| | | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------------|----|----------------------------------|----------------------------------|
| | Notes 附註 | | | |
| NON-CURRENT ASSETS | | | | |
| 非流動資產 | | | | |
| Property, plant and equipment | 物業、廠房及設備 | 14 | 5,468,239 | 3,058,388 |
| Prepaid land lease payments | 預付土地租賃款項 | 15 | 181,967 | 212,791 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 16 | 352,963 | 593,326 |
| Available-for-sale investments | 可供出售投資 | 17 | 82,464 | 103,085 |
| Deferred tax assets | 遞延稅項資產 | 28 | 504,784 | 24,363 |
| Total non-current assets | 非流動資產總值 | | 6,590,417 | 3,991,953 |
| CURRENT ASSETS | | | | |
| 流動資產 | | | | |
| Prepaid land lease payments | 預付土地租賃款項 | 15 | 4,526 | 4,115 |
| Inventories | 存貨 | 18 | 25,768 | 6,786 |
| Trade receivables | 應收貿易賬款 | 19 | 8,531,023 | 5,333,904 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 16 | 204,030 | 170,776 |
| Derivative financial asset | 衍生金融資產 | 23 | 1,010 | - |
| Restricted bank deposit | 受限制銀行存款 | 20 | - | 11,624 |
| Cash and cash equivalents | 現金及現金等值物 | 20 | 284,520 | 93,945 |
| Total current assets | 流動資產總值 | | 9,050,877 | 5,621,150 |
| CURRENT LIABILITIES | | | | |
| 流動負債 | | | | |
| Trade payables | 應付貿易賬款 | 21 | 78,623 | 22,061 |
| Accruals, other payables and deposits received | 應計款項、其他應付款項及已收按金 | 22 | 6,931,685 | 4,293,560 |
| Derivative financial liabilities | 衍生金融負債 | 23 | 1,033 | 215 |
| Other borrowings | 其他借款 | 25 | 1,189,492 | 644,917 |
| Loans from related parties | 來自關聯方之貸款 | 24 | 197,593 | 1,037,241 |
| Convertible notes | 可換股票據 | 26 | - | 590,018 |
| Tax payable | 應付稅項 | | 664,775 | 164,194 |
| Total current liabilities | 流動負債總額 | | 9,063,201 | 6,752,206 |





Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2017

於二零一七年十二月三十一日

| | | Notes | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------------|-------|----------------------------------|----------------------------------|
| | | 附註 | | |
| NET CURRENT LIABILITIES | 流動負債淨額 | | (12,324) | (1,131,056) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | | 6,578,093 | 2,860,897 |
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Other borrowings | 其他借款 | 25 | 773,350 | – |
| Loan from a related party | 來自關聯方之貸款 | 24 | 151,764 | – |
| Convertible bonds | 可換股債券 | 26 | 46,713 | – |
| Unsecured bonds and notes | 無抵押債券及票據 | 27 | 1,753,301 | – |
| Total non-current liabilities | 非流動負債總額 | | 2,725,128 | – |
| NET ASSETS | 資產淨值 | | 3,852,965 | 2,860,897 |
| CAPITAL AND RESERVES | 資本及儲備 | | | |
| Share capital | 股本 | 29 | 71,492 | 70,826 |
| Reserves | 儲備 | 31 | 3,781,473 | 2,790,071 |
| Total equity | 總權益 | | 3,852,965 | 2,860,897 |

Cai Lingli

蔡靈麗

Director

董事

Xia Yuki Yu

Director

董事





Consolidated Statement of Changes in Equity

綜合權益變動表

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

| | | Attributable to owners of the Company 本公司持有人應佔 | | | | | | | |
|-------------|--|---|---|--------------------------------|-------------------------------|--------------------------|----------------------------|----------------------------|---------------------|
| | | Share capital | Convertible notes reserves 可換股 票據儲備 | Share premium account 股份溢價賬 | Share option reserve 購股權儲備 | Exchange reserve 匯兌儲備 | Investment reserve 投資儲備 | Accumulated losses 累計虧損 | Total equity 總權益 |
| Notes 附註 | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| | At 1 January 2016 | 70,326 | 1,480,332 | 1,847,279 | 41,811 | (10,562) | (35,797) | (1,645,864) | 1,747,525 |
| | Profit for the year | - | - | - | - | - | - | 935,575 | 935,575 |
| | Other comprehensive income for the year: | | | | | | | | |
| | Changes in fair value of available-for-sale investments, net | - | - | - | - | - | 21,195 | - | 21,195 |
| | Exchange differences on translation of foreign operations | - | - | - | - | 8,255 | - | - | 8,255 |
| | Total comprehensive income for the year | - | - | - | - | 8,255 | 21,195 | 935,575 | 965,025 |
| 29 | Issue of new shares | 500 | - | 137,500 | - | - | - | - | 138,000 |
| | Equity-settled share option arrangements | - | - | - | 10,347 | - | - | - | 10,347 |
| 30 | Transfer of reserve upon the lapse of share options | - | - | - | (1,444) | - | - | 1,444 | - |
| | At 31 December 2016 | 70,826 | 1,480,332* | 1,984,779* | 50,714* | (2,307)* | (14,602)* | (708,845)* | 2,860,897 |
| | At 1 January 2017 | 70,826 | 1,480,332 | 1,984,779 | 50,714 | (2,307) | (14,602) | (708,845) | 2,860,897 |
| | Profit for the year | - | - | - | - | - | - | 637,473 | 637,473 |
| | Other comprehensive income for the year: | | | | | | | | |
| | Changes in fair value of available-for-sale investments, net | - | - | - | - | - | 14,602 | - | 14,602 |
| | Exchange differences on translation of foreign operations | - | - | - | - | 36,675 | - | - | 36,675 |
| | Total comprehensive income for the year | - | - | - | - | 36,675 | 14,602 | 637,473 | 688,750 |
| 29 | Issue of shares upon conversion of convertible notes | 666 | - | 281,017 | - | - | - | - | 281,683 |
| | Equity-settled share option arrangements | - | - | - | 21,635 | - | - | - | 21,635 |
| 30 | Transfer of reserve upon the lapse of share options | - | - | - | (1,557) | - | - | 1,557 | - |
| | At 31 December 2017 | 71,492 | 1,480,332* | 2,265,796* | 70,792* | 34,368* | -* | (69,815)* | 3,852,965 |

* These reserve accounts comprise the consolidated reserves of HK\$3,781,473,000 (2016: HK\$2,790,071,000) in the consolidated statement of financial position.

* 此等儲備賬目包括綜合財務狀況表內之綜合儲備 3,781,473,000 港元(二零一六年: 2,790,071,000 港元)。





Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

| | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|-------------|----------------------------------|----------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| 來自經營業務之現金流量 | | | |
| Profit/(loss) before tax: | | | |
| From continuing operations | | 870,960 | 1,096,803 |
| From a discontinued operation | | - | (318) |
| Adjustments for: | | | |
| Finance costs | 7 | 165,212 | 57,864 |
| Bank interest income | 6 | (2) | (99) |
| Dividend income from available-for-sale investments | 6 | (14) | (172) |
| Loss/(gain) on disposal of items of property, plant and equipment | 6 | 25,876 | (39) |
| Gain on disposal of subsidiaries | 6 | (11,966) | (19,970) |
| Fair value gain on derivative financial instruments, net | 6 | (549) | (69,594) |
| Gain on extinguishment of other borrowings | 6 | - | (12,000) |
| Depreciation | 6 | 139,741 | 105,476 |
| Amortisation of prepaid land lease payments | 6 | 7,946 | 6,833 |
| Impairment of available-for-sale investments | 6 | 33,589 | - |
| Fair value loss on available-for-sale investments (transfer from equity on disposal) | 6 | 266 | 53,302 |
| Impairment losses recognized for trade receivables, net | 6 | 4,185,431 | 847,114 |
| Share-based payments | 30 | 21,635 | 10,347 |
| | | 5,438,125 | 2,075,547 |
| Increase in inventories | | (18,881) | (3,128) |
| Increase in trade receivables | | (7,333,159) | (5,127,496) |
| Decrease in prepayments, deposits and other receivables | | 53,106 | 6,089 |
| Increase/(decrease) in trade payables | | 56,246 | (249,630) |
| Increase in accruals, other payables and deposits received | | 1,554,957 | 3,163,870 |
| Cash used in operations | | (249,606) | (134,748) |
| Overseas taxes paid | | (213,945) | (21,059) |
| Net cash flows used in operating activities | | (463,551) | (155,807) |





Consolidated Statement of Cash Flows

綜合現金流量表

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

| | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| CASH FLOWS FROM INVESTING ACTIVITIES | 來自投資業務之現金流量 | | |
| Bank interest received | 已收銀行利息 | 2 | 99 |
| Dividends received from listed investments | 來自上市投資的已收股息 | 14 | 172 |
| Purchases of items of property, plant and equipment | 購買物業、廠房及設備項目 | (1,543,692) | (1,638,819) |
| Proceeds from disposal of items of property, plant and equipment | 出售物業、廠房及設備項目之 所得款項 | - | 250 |
| Additions to prepaid land lease payments | 預付土地租賃款項增加 | 15 (73,923) | (133,080) |
| Prepayment for acquisition of non-current assets | 收購非流動資產預付款項 | - | (282,188) |
| Disposal of subsidiaries | 出售附屬公司 | 32 110,610 | 40,801 |
| Purchases of available-for-sale investments | 購買可供出售投資 | - | (18,505) |
| Proceeds from disposal of available-for-sale investments | 出售可供出售投資的所得款項 | 1,369 | 152,195 |
| Decrease in restricted bank deposit | 受限制銀行存款減少 | 11,624 | - |
| Net cash flows used in investing activities | 投資業務所用之現金流量淨額 | (1,493,996) | (1,879,075) |
| CASH FLOWS FROM FINANCING ACTIVITIES | 來自融資業務之現金流量 | | |
| Redemption of convertible notes | 贖回可換股票據 | (205,500) | - |
| Proceeds from issue of convertible bonds | 來自發行可換股債券之 所得款項 | 46,025 | - |
| Proceeds from issue of unsecured bonds and notes | 發行無抵押債券及票據 所得款項 | 876,415 | - |
| Proceeds from other borrowings | 來自其他借款之所得款項 | 1,821,295 | 1,238,917 |
| Repayment of other borrowings | 償還其他借款 | (367,952) | (444,000) |
| Loans from related parties | 來自關聯方之貸款 | 64,742 | 1,097,000 |
| Repayment of loans from related parties | 償還來自關聯方之貸款 | (28,390) | (349,759) |
| Interest paid | 已付利息 | (59,772) | (20,789) |
| Net cash flows from financing activities | 來自融資業務之現金流量淨額 | 2,146,863 | 1,521,369 |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | 現金及現金等值物 增加/(減少)淨額 | 189,316 | (513,513) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等值物 | 93,945 | 599,964 |
| Effect of foreign exchange rate changes, net | 匯率變動之影響，淨額 | 1,259 | 7,494 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 年末之現金及現金等值物 | 284,520 | 93,945 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等值物結餘分析 | | |
| Cash and bank balances | 現金及銀行結餘 | 284,520 | 93,945 |





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

Imperial Pacific International Holdings Limited (the “**Company**”) was incorporated in Bermuda as an investment holding company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business is Suites 7001, 7002 and 7014–7016, 70/F., Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong. The Company’s shares are listed on The Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the year, the Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the gaming and resort business, including the development of an integrated resort on the Island of Saipan, Commonwealth of the Northern Mariana Islands (“**CNMI**”).

In the opinion of the directors of the Company (the “**Directors**”), Inventive Star Limited (“**Inventive Star**”), a company incorporated in the British Virgin Islands, is the ultimate holding company of the Company and Ms. Cui Li Jie is the ultimate controlling party.

1. 公司及集團資料

博華太平洋國際控股有限公司(「**本公司**」)乃根據百慕達一九八一年公司法於百慕達註冊成立為一家投資控股有限公司。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，而其主要營業地點為香港中環金融街8號國際金融中心二期70樓7001、7002及7014–7016室。本公司股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。

年內，本公司及其附屬公司(統稱「**本集團**」)主要從事博彩及度假村業務，包括發展北馬里亞納群島聯邦(「**北馬里亞納**」)塞班島綜合度假村。

本公司董事(「**董事**」)認為，Inventive Star Limited(「**Inventive Star**」，一家於英屬處女群島註冊成立之公司)為本公司最終控股公司，而崔麗杰女士為最終控制人。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries

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

1. 公司及集團資料(續)

有關附屬公司的資料

本公司主要附屬公司之詳情如下：

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 登記及營業地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔權益之百分比 | | Principal activities 主要業務 |
|---|---|--|--|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Best Sunshine International Limited 佳曦國際有限公司 | British Virgin Islands 英屬處女群島 | US\$100 100美元 | 100% | – | Investment holding – 投資控股 |
| Best Fortune Corporation Limited 振裕興業有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | – | Provision of management and consultancy services – 提供管理及諮詢服務 |
| New Praise Ventures Limited | British Virgin Islands | US\$1 | 100% | – | Provision of management and consultancy services |
| New Praise Ventures Limited | 英屬處女群島 | 1美元 | 100% | – | 提供管理及諮詢服務 |
| Imperial Pacific International (CNMI), LLC | CNMI | US\$100 | – | 100% | Development and operation of a hotel and casino resort |
| Imperial Pacific International (CNMI), LLC | 北馬里亞納 | 100美元 | – | 100% | 發展及營運酒店及娛樂場度假村 |
| Imperial Pacific Properties, LLC | CNMI | US\$100 | – | 100% | Holding of leasehold land in Saipan |
| Imperial Pacific Properties, LLC | 北馬里亞納 | 100美元 | – | 100% | 於塞班島持有租賃土地 |
| East Gain Global (CNMI) Limited | CNMI | US\$100 | – | 100% | Holding of leasehold land in Saipan |
| East Gain Global (CNMI) Limited | 北馬里亞納 | 100美元 | – | 100% | 於塞班島持有租賃土地 |
| Pride Keen Limited 傲建有限公司 | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100% | – | Holding of yachts – 持有遊艇 |





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綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 登記及營業地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔權益之百分比 | | Principal activities 主要業務 |
|---|---|--|--|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Rich Surplus Ventures (CNMI), LLC | CNMI | US\$100 | - | 100% | Holding of leasehold land in Saipan |
| Rich Surplus Ventures (CNMI), LLC | 北馬里亞納 | 100美元 | - | 100% | 於塞班島持有租賃土地 |
| Colour Palace CNMI LLC | CNMI | US\$100 | - | 100% | Holding of leasehold land in Saipan |
| Colour Palace CNMI LLC | 北馬里亞納 | 100美元 | - | 100% | 於塞班島持有租賃土地 |
| Imperial Pacific Macau Limited (formerly known as Mariana Grand Entertainment Macau Limited) | Macau | MOP25,000 | - | 100% | Marketing and promotion of a hotel and casino resort |
| 博華太平洋澳門有限公司 (前稱為馬里安納娛樂澳門 一人有限公司) | 澳門 | 25,000 澳門元 | - | 100% | 市場推廣及宣傳酒店及 娛樂場度假村 |
| Imperial Consultancy Macao Limited | Macau | MOP25,000 | - | 100% | Marketing and consultancy services |
| 博華顧問澳門一人有限公司 | 澳門 | 25,000 澳門元 | - | 100% | 市場推廣及諮詢服務 |
| Ideal Best (CNMI), LLC | CNMI | US\$100 | - | 100% | Holding of leasehold land in Saipan |
| Ideal Best (CNMI), LLC | 北馬里亞納 | 100美元 | - | 100% | 於塞班島持有租賃土地 |
| Green Estate Holdings (CNMI), LLC | CNMI | US\$100 | - | 100% | Holding of leasehold land in Saipan |
| Green Estate Holdings (CNMI), LLC | 北馬里亞納 | 100美元 | - | 100% | 於塞班島持有租賃土地 |
| Keen State Global (CNMI), LLC | CNMI | US\$100 | - | 100% | Holding of leasehold land in Saipan |
| Keen State Global (CNMI), LLC | 北馬里亞納 | 100美元 | - | 100% | 於塞班島持有租賃土地 |





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綜合財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

1. 公司及集團資料(續)

有關附屬公司的資料(續)

| Name 名稱 | Place of incorporation/ registration and business 註冊成立/ 登記及營業地點 | Issued ordinary/ registered capital 已發行普通/ 註冊資本 | Percentage of equity attributable to the Company 本公司應佔權益之百分比 | | Principal activities 主要業務 |
|---------------------------|---|--|--|----------------|-------------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Leading Chief (CNMI), LLC | CNMI | US\$100 | – | 100% | Holding of leasehold land in Saipan |
| Leading Chief (CNMI), LLC | 北馬里亞納 | 100美元 | – | 100% | 於塞班島持有租賃土地 |
| Proper Grand (CNMI) LLC | CNMI | US\$100 | – | 100% | Holding of leasehold land in Saipan |
| Proper Grand (CNMI) LLC | 北馬里亞納 | 100美元 | – | 100% | 於塞班島持有租賃土地 |
| Unity Sense (CNMI) LLC | CNMI | US\$100 | – | 100% | Holding of leasehold land in Saipan |
| Unity Sense (CNMI) LLC | 北馬里亞納 | 100美元 | – | 100% | 於塞班島持有租賃土地 |
| Metro Time (CNMI), LLC | CNMI | US\$100 | – | 100% | Holding of leasehold land in Saipan |
| Metro Time (CNMI), LLC | 北馬里亞納 | 100美元 | – | 100% | 於塞班島持有租賃土地 |

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

董事認為，上表所載列之本公司附屬公司對本年度業績影響重大或構成本集團資產淨值的主要部分。董事認為，詳述其他附屬公司將導致所述資料過於冗長。





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2.1 BASIS OF PRESENTATION

Despite that the Group had net current liabilities of HK\$12,324,000 and capital commitments of approximately HK\$553,535,000 as at 31 December 2017 as detailed in note 35 to the consolidated financial statements, the Directors consider that the Group will have adequate funds available to enable it to operate as a going concern, based on the Group's profit forecast and cash flow projection which, inter alia, take into account the past actual operating performance of the Group and the following:

- (a) subsequent to the end of the reporting period, the Company has raised new unsecured loans for an aggregate amount of approximately HK\$870,537,000 from independent third parties, of which HK\$410,000,000, HK\$214,500,000 and HK\$246,037,000 are repayable in 2018, 2019 and 2020, respectively;
- (b) subsequent to the end of the reporting period, the Company has agreed with its lenders to renew certain loan agreements for borrowings of approximately HK\$842,958,000 outstanding as at 31 December 2017 and which were originally due for repayment in 2018, and extend the repayment tenure to 2019 and 2020 for HK\$398,000,000 and HK\$444,958,000, respectively;
- (c) subsequent to the end of the reporting period, in addition to its existing available credit facility from an independent third party, the Company has obtained an additional unsecured credit facility of approximately HK\$781,000,000 from another independent third party for its working capital needs;
- (d) the ultimate holding company and other related parties have agreed to provide continuous financial support to the Group by not demanding repayment of any amounts due to them until the Group is in a financial position to repay without impairing its liquidity position; and
- (e) the management is in discussion with certain potential investors with a view to secure long term financing principally to be used on the construction of the integrated gaming resort. As at the date of approval of these consolidated financial statements, Memorandums of Understanding have been signed with these investors which are subject to terms and conditions to be completed and fulfilled.

2.1 呈列基準

儘管本集團於二零一七年十二月三十一日的流動負債淨額為12,324,000港元及資本承擔約為553,535,000港元(詳述於綜合財務報表附註35)，惟董事認為，根據本集團之溢利預測及現金流量預測，本集團將有充足資金使其以持續經營方式經營，並已計及(其中包括)本集團過往實際經營表現及下列各項因素：

- (a) 於報告期末後，本公司自獨立第三方取得新無抵押貸款總額約為870,537,000港元，其中410,000,000港元、214,500,000港元及246,037,000港元分別須於二零一八年、二零一九年及二零二零年償還；
- (b) 於報告期末後，本公司與其貸方協定就於二零一七年十二月三十一日之未償還借款約842,958,000港元重訂若干貸款協議，該等借款原先於二零一八年到期償還，而其中398,000,000港元及444,958,000港元之還款期分別延至二零一九年及二零二零年；
- (c) 於報告期末後，除自一名獨立第三方取得現有信貸額度外，本公司因其營運資金需要自另一名獨立第三方取得額外無抵押信貸額度約781,000,000港元；
- (d) 最終控股公司及其他關聯方已同意向本集團提供持續財務援助而不會要求償還任何應付彼等之款項，直至本集團之財務狀況足以償還有關款項而不會損害其流動資金狀況為止；及
- (e) 管理層與若干潛在投資者進行討論，以取得長期融資，主要用於興建綜合博彩度假村。於批准該等綜合財務報表日期，與該等投資者簽署諒解備忘錄，惟須待條款及條件完成及達成後方可作實。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2.1 BASIS OF PRESENTATION (Continued)

Further details are set out in note 42 for events after the reporting period.

Imperial Pacific International (CNMI), LLC (“IPI”), a wholly-owned subsidiary of the Company, is principally engaged in the development and operation of an integrated gaming resort facility in Saipan. Pursuant to the Casino License Agreement Amendment No.5 entered between IPI and the relevant CNMI government authorities dated 31 July 2017, IPI is required to complete the construction of, inter alia, a minimum number of hotel rooms, gaming area, food and beverages outlets, retail and meeting space, villa hotel etc. (the “Initial Gaming Facility”) by no later than 31 August 2018.

Due to the termination of construction services by certain companies and drastic reduction and non-availability of sufficient construction labours locally in Saipan, as at the date of approval of these consolidated financial statements, the Directors are of the opinion that the construction of the Initial Gaming Facility will not be completed by 31 August 2018.

Given the importance of the Casino License Agreement to the operation of the Group’s only principal activity, the Directors have confirmed and are already in the process of preparing for the application to be made to the relevant CNMI government authorities for an extension of completion deadline, in accordance with the process as provided under the Casino License Agreement. As at the date of approval of these consolidated financial statements, the Company has notified the Commonwealth Casino Commission of its intended application to extend the deadline to complete the Initial Gaming Facility. The Directors are of the opinion that the necessary approval will be granted for the deadline extension application.

Accordingly, these consolidated financial statements has been prepared on the going concern basis which assumes, among other things, the realisation of assets and satisfaction of liabilities in the normal course of business.

2.1 呈列基準 (續)

進一步詳情載述於附註42之報告期後事項。

本公司全資附屬公司Imperial Pacific International (CNMI), LLC (「IPI」) 主要從事在塞班島發展及經營綜合博彩度假村設施。根據IPI與相關北馬里亞納政府部門所訂立日期為二零一七年七月三十一日之娛樂場牌照協議修訂第5號，IPI須於二零一八年八月三十一日前完成興建(其中包括)最低數目的酒店房間、博彩區、餐飲區、零售及會議空間、別墅酒店等(「首個博彩設施」)。

由於若干公司終止建築服務及塞班島當地大幅減少並缺乏足夠建築工人，截至該等綜合財務報表批准日期，董事認為首個博彩設施的建設將不會於二零一八年八月三十一日前完成。

基於娛樂場牌照協議對本集團唯一主要業務營運的重要性，董事根據娛樂場牌照協議規定的程序確定並準備向相關北馬里亞納政府部門申請延長完成期限。於批准該等綜合財務報表日期，本公司已通知聯邦賭場委員會(Commonwealth Casino Commission)其有意申請延長首個博彩設施完成期限。董事認為，申請延長完成期限將獲發所需批准。

因此，該等綜合財務報表已按持續經營基準編製，假設(其中包括)於日常業務過程中變現資產及償還負債。





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2.2 BASIS OF PREPARATION

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

Basis of consolidation

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

2.2 編製基準

此等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定而編製。除按公允價值計量之可供出售投資及衍生金融工具外，此等財務報表乃按歷史成本法編製。除另有說明者外，此等財務報表乃以港元(「港元」)呈列，而全部價值均調整至最近千元。

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零一七年十二月三十一日止年度之財務報表。附屬公司指本公司直接或間接控制之實體(包括結構實體)。當本集團能透過其參與承擔或享有投資對象可變回報之風險或權利，並能夠向投資對象使用其權力影響回報金額(即現有權利可使本集團能於現時指揮投資對象的相關活動)，即代表取得控制權。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

2.2 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

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

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

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

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

2.2 編製基準 (續)

綜合基準 (續)

當本公司直接或間接擁有投資對象少於大多數的投票權或類似權利，本集團於評估其對投資對象是否擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與投資對象之其他投票權持有人訂立之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司之財務報表乃按與本公司相同的報告期間，採用一致的會計政策編製。附屬公司之業績乃自本集團獲得控制權當日起綜合入賬，並繼續綜合入賬，直至有關控制權終止當日為止。

關於本集團成員公司間交易之所有集團內公司間的資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數抵銷。

倘有事實及情況顯示上文所述三項控制元素中一項或多項元素出現變動，本集團會重新評估其是否對投資對象擁有控制權。附屬公司之所有權權益出現變動（並無失去控制權）作為一項權益交易入賬。

倘本集團失去對附屬公司之控制權，則會終止確認 (i) 該附屬公司的資產（包括商譽）及負債；(ii) 任何非控股權益之賬面值；及 (iii) 計入權益之累計匯兌差額；並確認 (i) 已收代價之公允價值；(ii) 任何保留投資的公允價值；及 (iii) 因而於損益產生之盈餘或虧絀。先前已於其他全面收入確認之本集團應佔部分，按假設本集團已直接出售相關資產或負債的情況下須採用之相同基準，在適當情況下重新分類至損益或保留溢利。





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2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

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

The nature and the impact of the amendments are described below:

- (a) Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. Disclosure of the changes in liabilities arising from financing activities is provided in note 33 to the consolidated financial statements.
- (b) Amendments to HKAS 12 clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The amendments have had no impact on the financial position or performance of the Group as the Group has no deductible temporary differences or assets that are in the scope of the amendments.
- (c) Amendments to HKFRS 12 clarify that the disclosure requirements in HKFRS 12, other than those disclosure requirements in paragraphs B10 to B16 of HKFRS 12, apply to an entity's interest in a subsidiary, a joint venture or an associate, or a portion of its interest in a joint venture or an associate that is classified as held for sale or included in a disposal group classified as held for sale. The amendments have had no impact on the Group's consolidated financial statements.

2.3 會計政策及披露變動

本集團就本年度綜合財務報表首次採納下列經修訂香港財務報告準則。

| | |
|--|--------------------------------------|
| 香港會計準則第7號(修訂本) | <i>披露計劃</i> |
| 香港會計準則第12號(修訂本) | <i>就未變現虧損確認遞延稅項資產</i> |
| 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中包括香港財務報告準則第12號(修訂本) | <i>披露於其他實體之權益：對香港財務報告準則第12號範圍之澄清</i> |

該等修訂之性質及影響載述如下：

- (a) 香港會計準則第7號(修訂本)規定實體須作出披露，可供財務報表使用者融資業務產生之負債變動，包括現金流量產生之變動及非現金變動。融資業務產生之負債變動披露載於綜合財務報表附註33。
- (b) 香港會計準則第12號(修訂本)清楚說明實體於評估是否有應課稅溢利可用作抵扣可扣減暫時差異時，需要考慮稅務法例是否對於可扣減暫時差異轉回時可用作抵扣應課稅溢利的來源有所限制。此外，該等修訂就實體應如何釐定未來應課稅溢利提供指引，並解釋應課稅溢利可包括收回超過賬面值的部分資產的情況。由於本集團並無任何可扣減暫時差額或該等修訂範圍內的資產，故應用該等修訂對本集團的財務狀況或表現並無任何影響。
- (c) 香港財務報告準則第12號(修訂本)釐清香港財務報告準則第12號之披露規定(香港財務報告準則第12號第B10至B16段之披露規定除外)適用於實體於附屬公司、合營企業或聯營公司的權益，或其於分類為持作出售或列於分類為持作出售的出售組別的合營公司或聯營公司的權益。該等修訂對本集團綜合財務報表並無影響。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

| | |
|---|--|
| Amendments to HKFRS 2 | <i>Classification and Measurement of Share-based Payment Transactions</i> ¹ |
| Amendments to HKFRS 4 | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ¹ |
| HKFRS 9 | <i>Financial Instruments</i> ¹ |
| Amendments to HKFRS 9 | <i>Prepayment Features with Negative Compensation</i> ² |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴ |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> ¹ |
| Amendments to HKFRS 15 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ¹ |
| HKFRS 16 | <i>Leases</i> ² |
| HKFRS 17 | <i>Insurance Contracts</i> ³ |
| Amendments to HKAS 28 | <i>Long-term Interests in Associates and Joint Ventures</i> ² |
| Amendments to HKAS 20 | <i>Transfers of Investment Property</i> ¹ |
| HK(IFRIC)-Int 22 | <i>Foreign Currency Transactions and Advance Consideration</i> ¹ |
| HK(IFRIC)-Int 23 | <i>Uncertainty over Income Tax Treatments</i> ² |
| Annual Improvements 2014-2016 Cycle | Amendments to HKFRS 1 and HKAS 28 ¹ |
| Annual Improvements 2015-2017 Cycle | Amendments to the following standards: — HKFRS 3 Business Combination ² — HKFRS 11 Joint Arrangement ² — HKAS 12 Income Taxes ² — HKAS 23 Borrowing Cost ² |

- ¹ Effective for annual periods beginning on or after 1 January 2018
- ² Effective for annual periods beginning on or after 1 January 2019
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

2.4 已頒佈惟尚未生效之香港財務報告準則

本集團並無於此等綜合財務報表應用下列已頒佈惟尚未生效之新訂及經修訂香港財務報告準則。

| | |
|--------------------------------------|--|
| 香港財務報告準則第2號 (修訂本) | 以股份為基礎之付款交易之分類及計量 ¹ |
| 香港財務報告準則第4號 (修訂本) | 應用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 ¹ |
| 香港財務報告準則第9號 | 金融工具 ¹ |
| 香港財務報告準則第9號 (修訂本) | 具有負補償的提前償付特徵 ² |
| 香港財務報告準則第10號及香港會計準則第28號 (修訂本)(二零一一年) | 投資者與其聯營公司或合營企業間資產出售或投入 ⁴ |
| 香港財務報告準則第15號 | 來自客戶合約收益 ¹ |
| 香港財務報告準則第15號 (修訂本) | 澄清香港財務報告準則第15號來自客戶合約收益 ¹ |
| 香港財務報告準則第16號 | 租賃 ² |
| 香港財務報告準則第17號 | 保險合約 ³ |
| 香港會計準則第28號 (修訂本) | 於聯營公司及合營企業之長期權益 ² |
| 香港會計準則第40號 (修訂本) | 轉讓投資物業 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 |
| 香港(國際財務報告詮釋委員會)–詮釋第23號 | 所得稅處理之不確定性 ² |
| 二零一四年至二零一六年週期之年度改進 | 香港財務報告準則第1號及香港會計準則第28號 (修訂本) ¹ |
| 二零一五年至二零一七年週期之年度改進 | 以下準則之修訂: — 香港財務報告準則第3號業務合併 ² — 香港財務報告準則第11號共同安排 ² — 香港會計準則第12號所得稅 ² — 香港會計準則第23號借貸成本 ² |

- ¹ 於二零一八年一月一日或之後開始之年度期間生效
- ² 於二零一九年一月一日或之後開始之年度期間生效
- ³ 於二零二一年一月一日或之後開始之年度期間生效
- ⁴ 尚未確定強制生效日期，惟可提早採納





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below. The actual impacts upon adoption could be different to those below, depending on additional reasonable and supportable information being made available to the Group at the time of applying the standards and the transitional provisions and policy options finally adopted.

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

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

有關該等預期將適用於本集團之香港財務報告準則之進一步資料於下文載述。於採納時之確實影響可能與下文所述者不同，視乎本集團應用有關準則時所掌握之額外合理佐證資料以及最終採納之過渡性條文及政策選擇而定。

香港會計師公會於二零一六年八月頒佈香港財務報告準則第2號(修訂本)闡述三大範疇：歸屬條件對計量以現金結算以股份付款交易之影響；對附有預扣若干金額之淨額結算特質以滿足與以股份付款相關之僱員稅務責任之以股份付款交易作出分類；以及對因修訂以股份付款交易之條款及條件而導致其分類由現金結算變為股本結算時之會計處理方法。該等修訂釐清於計量以股本結算以股份付款交易時，用於計入歸屬條件之方法亦適用於以現金結算以股份付款交易。該等修訂引入一個例外情況，致使在符合若干條件之情況下，附有預扣若干金額之淨額結算特質以滿足僱員稅務責任之以股份付款交易徹底分類為以股本結算以股份付款交易。此外，該等修訂釐清倘因修訂以現金結算以股份付款交易之條款及條件而導致其變為以股本結算以股份付款交易，該交易自修訂日期起入賬列為以股本結算之交易。於採納時，實體須在不重列過往期間資料之情況下應用有關修訂，惟倘選擇採納全部三個範疇之修訂且符合其他準則，則實體獲准追溯應用。本集團將自二零一八年一月一日起採納該等修訂。該等修訂預期不會對本集團綜合財務報表產生任何重大影響。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

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

(a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. Equity investments currently held as available for sale will be measured at fair value through other comprehensive income as the investments are intended to be held for the foreseeable future and the Group expects to apply the option to present fair value changes in other comprehensive income. Gains and losses recorded in other comprehensive income for the equity investments cannot be recycled to profit or loss when the investments are derecognised.

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，集金融工具項目之所有階段以取代香港會計準則第39號及香港財務報告準則第9號之全部先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團將自二零一八年一月一日起採納香港財務報告準則第9號。本集團不會重列比較資料，並將確認任何就二零一八年一月一日權益期初結餘作出之過渡調整。本集團已於二零一七年詳細評估採納香港財務報告準則第9號之影響。以下概述有關分類及計量以及減值規定的預期影響：

(a) 分類及計量

本集團預期採納香港財務報告準則第9號不會對金融資產之分類及計量構成重大影響。預期目前按公允價值持有之全部金融資產將繼續按公允價值計量。由於目前持作可供出售之股本投資擬於可見將來繼續持有，且本集團預計將選擇在其他全面收入呈列公允價值變動，故該等投資將透過其他全面收入按公允價值計量。於終止確認股本投資時，於其他全面收入記錄之收益及虧損不得撥回損益。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

(b) Impairment

HKFRS 9 requires an impairment on debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group will apply the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade receivables. Furthermore, the Group will apply the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months.

The directors of the Company have assessed the impact based on the 12-month expected credit losses and do not anticipate that the application of HKFRS 9 will have a material impact on the Group.

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

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

(b) 減值

香港財務報告準則第9號規定以攤銷成本或公允價值計入其他全面收入之債務工具、租賃應收款項、貸款承擔及根據香港財務報告準則第9號並非按公允價值計入損益之財務擔保合約之減值，應基於十二個月或全期基準按預期信用損失模式入賬。本集團將運用簡化方法記錄基於所有應收貿易賬款剩餘年期所有現金短缺之現值所估計之全期預期損失。此外，本集團將運用一般方法記錄基於其他應收款項可能於未來十二個月發生之違約事件所估計之十二個月預期信用損失。

本公司董事已根據十二個月之預期信用損失評估影響，且預計應用香港財務報告準則第9號不會對本集團產生重大影響。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂針對香港財務報告準則第10號與香港會計準則第28號(二零一一年)對處理投資者與其聯營企業或合營企業間資產出售或注入兩者規定之不一致情況。該修訂規定當投資者與其聯營公司或合營企業間之資產出售或投入構成一項業務時，應全面確認收益或虧損。當交易涉及不構成一項業務的資產時，該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該修訂須按前瞻基準應用。於二零一六年一月，香港會計師公會取消了香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂之舊有強制生效日期，並將在對聯營公司及合營企業之會計處理方法完成更廣泛之檢討後，決定新強制生效日期。然而，目前該等修訂可供採納。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

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

The directors of the Company have assessed the impact on application of HKFRS 15 and anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

於二零一四年七月頒佈之香港財務報告準則第15號建立一個新五步模式，以就客戶合約產生之收益入賬。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得之代價金額確認。香港財務報告準則第15號之原則為計量及確認收益提供更加結構化之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆收益總額、關於履行責任、不同期間合約資產及負債賬目結餘之變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現時收益確認之規定。於初步應用該準則時，必須為全面追溯應用或經修訂追溯採納。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號之修訂，以處理識別履約責任、主事人與代理人之應用指引及知識產權特許權以及過渡之實施問題。該等修訂亦擬協助確保實體於採納香港財務報告準則第15號時能更一致地應用及降低應用有關準則之成本及複雜程度。本集團計劃採納香港財務報告準則第15號之過渡性條文，以確認初步採納之累計影響為對二零一八年一月一日之保留盈利期初結餘作出之調整。此外，本集團預期於初步採納香港財務報告準則第15號時將於二零一八年一月一日作出之過渡性調整不會重大。

本公司董事已評估應用香港財務報告準則第15號時之影響，並預計日後應用香港財務報告準則第15號可能導致須作出更多披露，然而，本公司董事預計應用香港財務報告準則第15號不會對在個別報告期確認收益之時間及金額構成重大影響。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

HKFRS 16, issued in May 2016, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 January 2019. The Group is currently assessing the impact of

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

於二零一六年五月頒佈之香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)－詮釋第15號經營租賃－優惠及香港(準則詮釋委員會)－詮釋第27號評估法律形式屬租賃之交易內容。該準則載列有關確認、計量、呈列及披露租賃之原則，並要求承租人須就大部分租賃確認資產及負債。該準則包括兩項可供承租人選擇之確認豁免項目：租賃低價值資產及短期租賃。於租賃開始日期，承租人將確認作出租賃付款之負債(即租賃負債)及代表於租期內使用相關資產權利之資產(即使用權資產)。使用權資產其後按成本減累計折舊及任何減值虧損計量，除非使用權資產符合香港會計準則第40號投資物業之定義，或涉及應用重估模型之一類物業、廠房及設備。租賃負債其後就反映有關租賃負債之利息而增加及就支付租賃付款而減少。承租人須分開確認租賃負債之利息開支及使用權資產之折舊開支。承租人亦須於發生若干事件(例如租期變動及因用於釐定未來租賃付款之指數或利率變動導致之該等付款變動)時重新計量租賃負債。承租人一般將租賃負債之重新計量金額確認為對使用權資產之調整。香港財務報告準則第16號之出租人會計處理方法與香港會計準則第17號之會計處理方法大致上維持不變。出租人將繼續使用香港會計準則第17號之相同分類原則劃分所有租賃及區別經營租賃與融資租賃。香港財務報告準則第16號要求承租人及出租人作出較香港會計準則第17號所規定更廣泛之披露。承租人可選擇以全面追溯或經修改追溯方法應用該準則。本集團預期自二零一九年一月一日起採納香港財務報告準則第16號。本集團現正評估採納香港財





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

HKFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 34 to the consolidated financial statements, at 31 December 2017, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$194,820,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

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

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

務報告準則第16號之影響，且正考慮會否選擇利用現有可行權宜方法，以及將會採用之過渡方法及寬免。誠如綜合財務報表附註34所披露，於二零一七年十二月三十一日，本集團有不可撤銷經營租約之未來最低租賃付款總額合共約194,820,000港元。於採納香港財務報告準則第16號時，當中包括之若干金額可能須確認為新使用權資產及租賃負債。然而，本集團須作進一步分析，以確定將予確認之新使用權資產及租賃負債之數額，包括但不限於涉及低價值資產租賃及短期租賃之任何數額、所選其他可行權宜方法及寬免以及採納日期前訂立之新租賃。

於二零一七年四月頒佈之香港會計準則第40號之修訂澄清實體應將物業(包括建設中或發展中物業)轉撥至或轉撥自投資物業之時間。該等修訂指明，物業用途於該物業符合或不再符合投資物業之定義且有證據證明用途發生變動時才會發生變動。單純因管理層改變對物業用途之意向不足以證明其用途出現變動。於實體首次應用該等修訂之年度報告期開始或之後出現之物業用途變動，須按前瞻基準應用該等修訂。實體應重新評估於其首次採用該等修訂當日所持物業之分類，並(如適用)重新分類物業以反映當日之實際情況。倘毋須採用事後確認，方可追溯應用。本集團預期自二零一八年一月一日起按前瞻基準採納該等修訂。預期該修訂不會對本集團之財務報表產生任何重大影響。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

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

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

於二零一七年六月頒佈之香港(國際財務報告詮釋委員會)－詮釋第22號為在實體以外幣收取或支付預付代價及確認非貨幣資產或負債之情況下，當應用香港會計準則第21號時如何釐定交易日期提供指引。該詮釋澄清，就釐定於初步確認有關資產、開支或收入(或其中部分)時所用匯率而言，交易日期為實體初步確認因支付或收取預付代價而產生之非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)當日。倘確認有關項目前存在多筆付款或收款，實體須就每筆預付代價之付款或收款釐定交易日期。實體可自實體首次應用該詮釋之報告期開始時或自實體首次應用該詮釋之報告期之財務報表內比較資料所示之前一報告期開始時，按全面追溯基準或未來適用基準應用該詮釋。本集團預期自二零一八年一月一日起按前瞻基準採納該詮釋。預期該詮釋不會對本集團之綜合財務報表產生任何重大影響。





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2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

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

2.4 已頒佈惟尚未生效之香港財務報告準則(續)

於二零一七年七月頒佈之香港(國際財務報告詮釋委員會)－詮釋第23號針對當稅項處理涉及影響香港會計準則第12號應用之不確定性(通常稱為「不確定稅項狀況」)時之所得稅(即期及遞延)會計處理。該詮釋並不適用於超出香港會計準則第12號範圍之稅項或徵費，尤其亦不包括涉及有關不確定稅項處理之利息及罰金規定。該詮釋具體針對(i)實體是否單獨考慮不確定稅項處理；(ii)實體對稅務機關之稅項處理檢查所作假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變動。該詮釋須追溯應用(方式可為在不使用事後確認下全面追溯應用，或在計及應用之累計影響下追溯應用，作為就於初步應用當日之期初權益之調整)，而不重列比較資料。本集團預期自二零一九年一月一日起採納該詮釋。預期該詮釋不會對本集團之綜合財務報表產生任何重大影響。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business combinations and goodwill

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

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

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

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

2.5 主要會計政策概要

業務合併及商譽

業務合併乃採用收購法入賬。轉讓代價乃按公允價值計量，計算方式為本集團所轉讓資產、本集團自收購對象之前擁有人所承擔負債及本集團為換取收購對象之控制權發行之股權於收購日期之公允價值總和。就各項業務合併而言，本集團選擇是否按公允價值或收購對象可識別資產淨值之應佔比例，計量收購對象屬現有擁有權權益之非控股權益，並賦予持有人權利於清盤時按比例分佔有關資產淨值。所有其他非控股權益部分均按公允價值計量。收購相關成本於產生時入賬。

當本集團收購一項業務時，其會根據合約條款、於收購日期的經濟環境及相關條件評估將承接之金融資產及負債，以作出適合分類及指示。此舉包括將被收購方主合約中之嵌入衍生工具進行分離。

倘業務合併分階段完成，先前持有之股權乃按於收購日期之公允價值重新計量，而所產生之收益或虧損乃於損益中確認。

任何由收購方轉讓之或然代價將於收購日期按公允價值確認。分類為資產或負債之或然代價乃按公允價值計量，而公允價值變動則於損益中確認。分類為權益之或然代價不會重新計量，其後結算於權益內入賬。





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綜合財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

2.5 主要會計政策概要 (續)

業務合併及商譽 (續)

商譽初步按成本(即所轉讓代價之合計金額、非控股權益之已確認金額及任何本集團過往於收購對象所持有權益之公允價值超出所收購可識別資產淨值及所承擔負債之差額)計量。倘此代價及其他項目之總和低於所收購資產淨值之公允價值，則有關差額在獲重新評估後於損益中確認為議價收購收益。

於初步確認後，商譽乃按成本減任何累計減值虧損計量。商譽於每年進行減值測試，或倘出現表明賬面價值可能減值之事宜或情況出現變動，則會作更頻密測試。本集團於十二月三十一日進行商譽年度減值測試。就減值測試而言，於業務合併中收購之商譽已自收購日期起被分配至本集團預期受惠於合併之協同效益之各現金產生單位，或現金產生單位組別，而不論本集團其他資產或負債是否分配至該等單位或單位組別。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

Fair value measurement

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

2.5 主要會計政策概要(續)

業務合併及商譽(續)

減值乃根據評估商譽相關的現金產生單位(現金產生單位組別)之可收回金額而釐定。倘現金產生單位(現金產生單位組別)之可收回金額低於賬面值，則確認減值虧損。就商譽確認之減值虧損於隨後期間不予撥回。

倘商譽已被分配至現金產生單位(或現金產生單位組別)，且已出售該單位內部分業務，則於釐定出售的收益或虧損時，將與已出售業務有關之商譽計入業務之賬面值。在此等情況下，已出售之商譽按已出售業務之相對價值及已保留現金產生單位之部分而計量。

公允價值計量

本集團於各報告期末按公允價值計量可供出售投資及衍生金融工具。公允價值為市場參與者於計量日期在有序交易中出售資產可收取的價格或轉讓負債可支付之價格。公允價值計量乃假設出售資產或轉讓負債之交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入之市場。資產或負債之公允價值乃基於市場參與者於資產或負債定價所用之假設計量(即假設市場參與者會以最佳經濟利益行事)。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

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

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

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

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

2.5 主要會計政策概要 (續)

公允價值計量 (續)

非金融資產之公允價值計量須計及市場參與者透過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途之其他市場參與者以產生經濟利益之能力。

本集團採納適用於不同情況且具備充分數據以供計量公允價值之估值技術，以盡量使用相關可觀察輸入值及盡量減少使用不可觀察輸入值。

所有於綜合財務報表計量或披露公允價值的資產及負債乃基於對公允價值計量整體而言屬重大的最低層輸入值按以下公允價值層級分類：

- 第一級 — 基於相同資產或負債於活躍市場的報價 (未經調整)
- 第二級 — 按估值技術計量，而對公允價值計量而言屬重大的最低層輸入值可直接或間接觀察得出
- 第三級 — 按估值技術計量，而對公允價值計量而言屬重大的最低層輸入值不可觀察得出

就按經常性基準於綜合財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類 (基於對公允價值計量整體而言屬重大的最低層輸入值) 確定是否發生不同層級轉移。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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

2.5 主要會計政策概要 (續)

非金融資產減值

倘資產存在減值跡象或須進行年度減值測試(遞延稅項資產、持作出售物業、金融資產、投資物業及商譽除外)，則會就該項資產的可收回金額作出估計。資產之可收回金額為資產或現金產生單位的可使用價值與其公允價值減出售成本兩者中之較高者，並就個別資產而釐定，除非該項資產並不產生在頗大程度上獨立於其他資產或資產組別的現金流入，在此情況下，可收回金額以該項資產所屬之現金產生單位釐定。

資產之賬面值超逾其可收回金額時則確認減值虧損。於評估可使用價值時，估計未來現金流量將以除稅前貼現率折讓至現值，該貼現率反映現時市場對貨幣時間值及該項資產之特定風險的評估。減值虧損將於其產生期間於損益內與減值資產的功能一致的開支類別中扣除。

於各報告期末會評估是否有跡象顯示於過往確認的減值虧損可能不再存在或可能已減少。倘存在有關跡象，則會就有關可收回金額作出估計。僅於用以釐定資產之可收回金額的估計出現變動時，過往確認商譽以外的資產的減值虧損方可撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應有的賬面值(扣除任何折舊/攤銷)。該減值虧損的撥回於其產生期間計入損益。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

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

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

or

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

2.5 主要會計政策概要 (續)

關聯方

在下列情況下，有關一方將被視為與本集團有關聯：

- (a) 有關方為某一人士或該人士之近親，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；

或

- (b) 有關方為實體且符合下列任何條件：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體（或屬另一實體之母公司、附屬公司或同系附屬公司旗下）之聯營公司或合營企業；
 - (iii) 該實體及本集團均為同一第三方之合營企業；
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
 - (v) 該實體為離職後福利計劃，該計劃之受益人為本集團或與本集團有關的實體之僱員；
 - (vi) 該實體由(a)項所述人士控制或共同控制；
 - (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體（或該實體之母公司）主要管理層成員；及
 - (viii) 該實體或構成該實體一部分之任何集團成員公司，向本集團或本集團之母公司提供主要管理層成員服務。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

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

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment over its estimated useful life. The principal annual rates used for this purpose are as follows:

| | |
|---|---|
| Leasehold land classified as finance leases | Over the lease terms |
| Buildings | 2.5%–4% |
| Yachts | 10% |
| Motor vehicles | 20% |
| Leasehold improvements | Over the shorter of the lease terms and 20% |
| Gaming machines and equipment | Over the shorter of the lease terms and 20% |
| Furniture and equipment | 20% |
| Computer hardware and software | 33% |

2.5 主要會計政策概要 (續)

物業、廠房及設備以及折舊

物業、廠房及設備(除在建工程外)按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及使資產處於擬定用途之運作狀況及地點而產生的任何直接應佔成本。

物業、廠房及設備項目投入運作後產生之開支(例如維修及保養),一般於其產生期間自損益扣除。倘能夠符合確認標準,重大檢查之開支會於資產賬面值中資本化作為替換。倘物業、廠房及設備之主要部分須定期替換,本集團會確認該等部分為有特定可使用年期之個別資產及相應計提折舊。

折舊以直線法計算,按每項物業、廠房及設備項目之估計可使用年期撇銷其成本。為此目的而主要使用的每年折舊率如下:

| | |
|--------------|--------------|
| 分類為融資租賃之租賃土地 | 按租賃期 |
| 樓宇 | 2.5%–4% |
| 遊艇 | 10% |
| 汽車 | 20% |
| 租賃裝修 | 按租賃期及20%之較短者 |
| 博彩機器及設備 | 按租賃期及20%之較短者 |
| 傢俬及設備 | 20% |
| 電腦硬件及軟件 | 33% |





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

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

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to profit or loss so as to provide a constant periodic rate of charge over the lease terms.

2.5 主要會計政策概要 (續)

物業、廠房及設備以及折舊 (續)

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本須在各部分之間合理分配，而各部分須單獨計算折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討一次，並在適當情況下作出調整。

初步確認之物業、廠房及設備項目(包括任何重要部分)於出售時或於預期使用或出售不會產生未來經濟利益時終止確認。於終止確認資產之年度在損益中確認之任何出售或報廢收益或虧損，為有關資產銷售所得款項淨額與其賬面值兩者間之差額。

在建工程指在建樓宇，乃以成本減去減值虧損入賬，且並無計提折舊。成本包括建設期內的建設直接成本及與借入資金相關的資本化借款成本。在建工程在落成及投入使用时重新分類至物業、廠房及設備之合適類別。

租賃

凡資產擁有權之絕大部分回報及風險轉移至本集團之租賃(不包括法定業權)均入賬列作融資租賃。於融資租賃開始時，租賃資產之成本按最低租賃款項之現值資本化，並連同相關責任(不包括利息部分)入賬，以反映購買及融資。資本化融資租賃項下持有的資產(包括融資租賃之預付土地租賃款項)乃計入物業、廠房及設備，並按資產之租賃年期及估計可使用年期(以較短者為準)折舊。該等租賃之財務費用乃自損益扣除，以便於租賃期內按固定比率扣除。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.5 主要會計政策概要 (續)

租賃 (續)

凡資產擁有權之絕大部分回報及風險仍歸屬於出租人之租賃均入賬列作經營租賃。倘本集團為出租人，本集團根據經營租賃出租的資產包含於非流動資產中，而根據經營租賃應收之租金則以直線法於租賃期內計入損益。倘本集團為承租人，根據經營租賃應付之租金（扣除已收出租人之任何獎勵）乃於租賃期內以直線法自損益扣除。

經營租賃項下之預付土地租賃款項初步按成本呈列，其後以直線法於租賃期內確認。

投資及其他金融資產

初步確認及計量

金融資產可於初步確認時分類為按公允價值計入損益之金融資產、貸款及應收款項以及可供出售金融投資（視乎情況而定）。除按公允價值計入損益入賬之金融資產外，金融資產於初步確認時乃以公允價值另加收購金融資產引致之交易成本計量。

金融資產之所有—般買賣乃於交易日（即本集團承諾買賣該資產之日期）予以確認。一般買賣乃指按照一般市場規定或慣例在某期間內交付資產之金融資產買賣。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

2.5 主要會計政策概要 (續)

投資及其他金融資產 (續)

其後計量

金融資產其後視乎其歸屬於以下分類作計量：

按公允價值計入損益之金融資產

按公允價值計入損益之金融資產包括持作買賣金融資產及於初步確認時指定為按公允價值計入損益之金融資產。倘金融資產乃為於短期內出售而收購，則分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟指定為香港會計準則第39號界定之實際對沖工具者則除外。

按公允價值計入損益之金融資產於財務狀況表按公允價值列賬，公允價值之正數變動淨額於損益呈列為其他收入及收益，而公允價值之負數變動淨額則於損益呈列為財務費用。該等公允價值變動淨額不包括根據下文「收益確認」所載政策確認就該等金融資產賺取之任何股息或利息。

於初步確認時指定為按公允價值計入損益之金融資產於初步確認日期及僅於符合香港會計準則第39號之準則時作出指定。

倘主合約之嵌入式衍生工具之經濟特徵及風險並非與主合約之經濟特徵及風險有緊密關係，且主合約並非持作買賣或指定為按公允價值計入損益，則有關衍生工具列賬為獨立衍生工具並按公允價值入賬。該等嵌入式衍生工具按公允價值計量，公允價值之變動於損益中確認。僅於合約條款變動大幅影響原本所需現金流或將一項金融資產自按公允價值計入損益類別重新分類時，方會重新評估嵌入式衍生工具。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs. The loss arising from impairment of loans and receivables is recognised in profit or loss in operating and administrative expenses.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.

2.5 主要會計政策概要 (續)

投資及其他金融資產 (續)

貸款及應收款項

貸款及應收款項為具有固定或可確定付款惟無活躍市場報價的非衍生金融資產。於初步計量後，該等資產其後以實際利率法扣除任何減值撥備按攤銷成本計量。計算攤銷成本時會考慮收購所產生之任何折讓或溢價，亦包括作為實際利率一部分的費用或成本。實際利率攤銷計入財務費用中。貸款及應收款項之減值產生之虧損於其經營及行政開支的損益內確認。

可供出售金融投資

可供出售金融投資乃上市及非上市之股本投資的非衍生金融資產及債務證券。分類為可供出售之股本投資為並非分類為持作買賣或指定為按公允價值計入損益之股本投資。此類別中的債務證券乃擬定為以無限年期持有且可因應流動資金需要或因應市況變動而出售之債務證券。

於初步確認後，可供出售金融投資其後以公允價值計量，而未變現收益或虧損則於可供出售投資重估儲備中確認為其他全面收入，直至投資被終止確認（累計收益或虧損屆時於其他收入中的收益或虧損確認）或被釐定出現減值為止，此時，累計收益或虧損由可供出售投資重估儲備重新分類至損益中為其他收益或虧損的損益。於持有可供出售金融投資時所賺取之利息及股息分別列作利息收入及股息收入，並根據下文「收益確認」所載政策於損益中確認為其他收入。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments (Continued)

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to profit or loss.

2.5 主要會計政策概要 (續)

投資及其他金融資產 (續)

可供出售金融投資 (續)

當非上市股本投資的公允價值由於(a)合理公允價值估計範圍之變動相對該投資而言實屬重大，或(b)上述範圍內之各種估價之概率未能被合理評估且須用以估計公允價值，而未能被可靠計量時，則該等投資將按成本減任何減值虧損呈列。

本集團評估於短期內出售其可供出售金融資產之能力及意圖是否仍然合適。倘於罕見情況下，本集團因市場交投淡靜而無法買賣有關金融資產，而倘管理層有能力並有意於可見將來持有該等金融資產或持有至到期日，本集團可選擇將該等資產重新分類。

就自可供出售類別重新分類之金融資產而言，於重新分類日期的公允價值賬面值成為其新攤銷成本，而該項資產過往已於權益確認之收益或虧損於損益中以實際利率按資產餘下可使用年期攤銷。新攤銷成本與到期金額之任何差額同樣以實際利率按該資產餘下可使用年期攤銷。倘該項資產其後釐定為出現減值，於權益中所載之相關金額則須重新分類至損益。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primary derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.5 主要會計政策概要(續)

終止確認金融資產

金融資產(或(如適用)一項金融資產之一部分或一組同類金融資產之一部分)主要在下列情況將被終止確認(即自本集團之綜合財務狀況表移除):

- 收取該項資產所得現金流量之權利已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量之權利,或已根據一項「轉付」安排承擔責任,在並無重大延誤情況下,將所得現金流量全數付予第三方;及本集團(a)已轉讓該項資產絕大部分風險及回報;或(b)並無轉讓亦無保留該項資產絕大部分風險及回報,惟已轉讓該項資產的控制權。

當本集團轉讓其收取該項資產所得現金流量之權利或已訂立轉付安排時,本集團評估其自身是否已保留該資產擁有權的風險及回報以及有關程度。倘本集團並無轉讓亦無保留該項資產之絕大部分風險及回報,且並無轉讓該項資產的控制權,則本集團將按其持續涉及該項資產之程度繼續確認已轉讓資產。在此情況下,本集團亦確認相關負債。已轉讓資產及相關負債乃按可反映本集團已保留之權利及義務的基礎計量。

以對已轉讓資產作出擔保的方式的持續參與乃按資產原賬面值與本集團可能須償還之代價的最高金額之間的較低者計量。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.5 主要會計政策概要 (續)

金融資產減值

本集團於各報告期末評估是否存有客觀證據顯示一項金融資產或一組金融資產出現減值。倘於初步確認資產後發生一項或多項事件，對該項金融資產或該組金融資產之估計未來現金流量造成影響，而有關影響能夠可靠地估計，則存在減值。減值證據可包括一名債務人或一組債務人正面臨重大經濟困難、拖欠或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量減少，例如欠款變動或與違約相關之經濟狀況。

按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言，本集團首先按個別基準就個別重大之金融資產或按共同基準就個別非重大之金融資產評估是否存在減值。倘本集團認定並無客觀證據顯示經個別評估之金融資產(不論重大與否)存在減值，則本集團將該項資產納入一組具有相似信貸風險特性之金融資產內，並共同評估該等金融資產是否存在減值。經個別評估減值且其減值虧損已予確認或繼續確認入賬的資產不會納入共同減值評估內。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost (Continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other losses in profit or loss.

2.5 主要會計政策概要 (續)

金融資產減值 (續)

按攤銷成本列賬之金融資產 (續)

任何已識別減值虧損之金額乃按資產賬面值與估計未來現金流量現值之差額(不包括尚未產生之未來信貸虧損)計量。估計未來現金流量之現值按金融資產之原訂實際利率(即初步確認時計算之實際利率)貼現。

資產之賬面值透過使用撥備賬而減少，而虧損金額則於損益內確認。利息收入採用計量減值虧損時用以貼現未來現金流量之利率，按已減少之賬面值持續累計。當未來可收回的機會渺茫，且所有抵押品已獲變現或轉撥至本集團時，貸款及應收款項連同任何相關撥備會被撇銷。

倘於其後期間，估計減值虧損的金額增加或減少，且有關增減乃因一項於確認減值後發生之事件所致，則先前確認之減值虧損可透過調整撥備賬而增加或減少。倘撇銷於其後收回，則該收回數額將計入損益內的其他虧損。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss — is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.5 主要會計政策概要 (續)

金融資產減值 (續)

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估是否存有客觀證據顯示一項投資或一組投資出現減值。

倘一項可供出售資產出現減值，則包括其成本值(扣除任何本金付款及攤銷)與其當時的公允價值之差額之金額，於減去先前於損益內確認之任何減值虧損後，將自其他全面收入中剔除，並於損益內確認。

就分類為可供出售之股本投資而言，客觀證據包括一項投資的公允價值出現重大或持久下降，以至低於其成本。評估是否屬於「重大」乃與該項投資的原成本比較，而評估是否屬於「持久」則以公允價值低於其原成本為期長短為據。倘存在減值證據，則累計虧損(按收購成本與當時的公允價值兩者之間差額計量，於減去該項投資先前於損益內確認之任何減值虧損)後，將自其他全面收入中剔除，並於損益內確認。分類為可供出售之股本投資的減值虧損不會透過損益撥回。有關公允價值於減值後的增加直接於其他全面收入中確認。

釐定何為「重大」或「持久」需作出判斷。於作出此判斷時，本集團評估(其中包括)一項投資的公允價值低於其成本的持續期間或程度。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING

POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, accruals, derivative financial instruments, other borrowings, loans from related parties, convertible bonds and notes and unsecured bonds and notes.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2.5 主要會計政策概要 (續)

金融負債

初步確認及計量

金融負債於初步確認時分類為貸款及借款(視乎情況而定)。

所有金融負債初步按公允價值確認，而貸款及借款則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款及其他應付款項、應計款項、衍生金融工具、其他借款、來自關聯方之貸款、可換股債券及票據以及無抵押債券及票據。

其後計量

金融負債其後視乎其以下分類計量：

貸款及借款

於初步確認後，貸款及借款其後以實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下則按成本入賬。收益及虧損於終止確認負債時透過實際利率攤銷過程於損益內確認。

計算攤銷成本時乃經計及收購事項所產生之任何折讓或溢價，以及作為實際利率組成部分的費用或成本。實際利率攤銷乃計入損益內的財務費用。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Convertible bonds and notes

If the conversion option of convertible bonds and notes exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative components of the convertible bonds and notes are measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds and notes based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

2.5 主要會計政策概要 (續)

金融負債 (續)

可換股債券及票據

倘可換股債券及票據的換股期權顯示嵌入式衍生工具的特徵，則將該換股期權與其負債部分分開列賬。於初步確認時，可換股債券及票據的衍生部分按公允價值計量並呈列為衍生金融工具之一部分。所得款項超出初步確認為衍生部分的任何金額確認為負債部分。交易成本乃根據該等工具獲初步確認時所得款項於可換股債券及票據的負債及衍生部分間之分配情況，攤分至負債及衍生部分。與負債部分相關的交易成本部分初步確認為負債的一部分。與衍生工具有關的部分則即時於損益內確認。

終止確認金融負債

當金融負債項下之責任已履行、取消或屆滿時，該金融負債會被終止確認。

當同一借貸方以大不相同條款之金融負債取代現有金融負債，或現有負債之條款被大幅修改，有關取代或修改被視作終止確認原來負債及確認新負債，而有關賬面值之差額則於損益內確認。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Mandatorily convertible notes

Mandatorily convertible note issued by the Company is an instrument that, at a certain time in the future, converts into shares of the Company. A mandatorily convertible note is recognised as equity in its entirety if the fixed stated principal will be settled through delivery of a fixed number of the Company's own shares; the principal of the convertible note is in the same currency as the functional currency of the Company; and the interest on the note is payable only at the discretion of the Company. On initial recognition, the note is measured at fair value, net of transaction costs, and included in shareholders' equity. The carrying amount of the note is not remeasured in subsequent years.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

2.5 主要會計政策概要 (續)

強制性可換股票據

本公司發行的強制性可換股票據將於未來若干時間後轉換為本公司股份。倘固定的本金將透過交付固定數量的本公司股份結算，則強制性可換股票據將全部確認為權益；可換股票據之本金與本公司之功能貨幣相同；而該票據之應付利息僅應由本公司酌情決定。於初步確認時，票據以公允價值計量且扣除交易成本計入股東權益中。票據之賬面值於其後年度不再重新計量。

抵銷金融工具

當現時存在一項可依法強制執行之權利可抵銷已確認金額，且亦有意以淨額結算或同時變現及償付債務時，則金融資產及金融負債可予抵銷，而其淨額則於財務狀況表內呈報。

存貨

存貨按成本與可變現淨值兩者中之較低者入賬。成本乃按加權平均基準計量。可變現淨值乃基於估計銷售價格減於完成及出售時產生之任何估計成本計算。

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括於購入時起計一般到期日較短的三個月內的手頭現金及活期存款，以及可隨時轉換為已知數額現金且沒有重大價值變動風險的短期及高度流通投資減應要求償還及構成本集團現金管理一個完整部分的銀行透支。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents (Continued)

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.5 主要會計政策概要 (續)

現金及現金等值物 (續)

就綜合財務狀況表而言，現金及現金等值物包括手頭及銀行現金，當中包括定期存款及與現金性質類似且無使用限制的資產。

撥備

如因過往事宜而導致現時出現法律或推定責任，且日後資源可能須流出以清償該責任，倘對該等責任之金額可作出可靠估計時，則須確認撥備。

倘貼現具有重大影響，則須確認之撥備金額為清償有關責任之預期所需未來開支於報告期末之現值。已貼現之現值因時間過去而產生之金額增加，乃於損益內列入財務費用。

所得稅

所得稅包括即期及遞延稅項。就損益以外之項目確認之所得稅將於損益以外於其他全面收入或直接於權益內確認。

即期稅項資產及負債乃根據於報告期末已經頒佈或實質上已頒佈之稅率(及稅務法例)，並考慮本集團營運所在國家現行之詮釋及慣例，按預期可自稅務機關收回或向其支付之金額釐定。

遞延稅項乃就資產及負債之稅基及其作財務申報用途之賬面值於報告期末之所有暫時差額採用負債法作出撥備。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.5 主要會計政策概要(續)

所得稅(續)

遞延稅項負債乃就所有應課稅暫時差額予以確認，惟以下情況則屬例外：

- 當遞延稅項負債乃因初步確認商譽或不屬業務合併之交易中的資產或負債而產生，且於交易進行時對會計溢利或應課稅溢利或虧損均無影響；及
- 對涉及於附屬公司之投資的應課稅暫時差額而言，倘可撥回暫時差額之時間作出控制，以及暫時差額不大可能在可見將來撥回。

遞延稅項資產乃就所有可扣減之暫時差額、結轉未動用稅項抵免及任何未動用稅項虧損而確認。確認遞延稅項資產以可用作抵銷可扣減暫時差額、結轉未動用稅項抵免及未動用稅項虧損之應課稅溢利為限，惟以下情況則屬例外：

- 當可扣減暫時差額所得之遞延稅項資產乃於不屬業務合併之交易進行時因初步確認的資產或負債而產生，且對會計溢利或應課稅溢利或虧損均無影響；及
- 對於涉及於附屬公司之投資的可扣減暫時差額而言，遞延稅項資產僅在暫時差額有可能在可見將來撥回及應課稅溢利有可能出現以動用該等暫時差額時，方會確認。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.5 主要會計政策概要 (續)

所得稅 (續)

遞延稅項資產之賬面值於各報告期末均予以檢討，並扣減至不再可能有足夠應課稅溢利讓全部或部分遞延稅項資產被動用之金額為止。未確認之遞延稅項資產乃於各報告期末重估，並確認至可能有足夠應課稅溢利讓全部或部分遞延稅項資產被收回之金額為止。

遞延稅項資產及負債乃按預期資產變現或負債清償之期間適用之稅率計算，並以報告期末已頒佈或實質上頒佈之稅率（及稅務法例）為基準。

僅當存在法律上可強制執行之權利，於預期遞延稅項負債或資產大部分將抵銷或收回之各未來期間，可將有關相同稅務機關對相同課稅實體或擬按淨額基準結算即期稅項負債及資產或變現資產並即時抵銷負債之不同應課稅實體所徵收所得稅之即期稅項資產與即期稅項負債以及遞延稅項資產與遞延稅項負債抵銷，遞延稅項資產方可與遞延稅項負債互相抵銷。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) gross gaming revenue, representing the net difference between gaming wins and losses, with liabilities recognised for funds deposited by customers before gaming play occurs and for chips in customers' possession. Net gaming revenue is arrived at by deducting commissions rebated directly to customers from gross gaming revenue;
- (b) interest income, on an accrual basis using the effective interest rate method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;
- (c) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold; and
- (d) dividend income, when the shareholders' right to receive payment has been established.

Commissions

Commissions are calculated based on certain percentages of the rolling amounts and are recognised when customers close their programs.

2.5 主要會計政策概要 (續)

收益確認

收益乃於其經濟利益將流向本集團及能按下列基準可靠計量時確認：

- (a) 總博彩收益，指博彩收益與虧損之間之淨差額，並就客戶於博彩前存入之款項及客戶所持籌碼確認負債。博彩收益淨額乃經自總博彩收益扣除直接回贈客戶之佣金後得出；
- (b) 利息收入，以應計基準按金融工具之估計年期或較短期間(如適用)採用實際利率法將估計未來現金收入完全貼現至金融資產賬面淨值之比率計算；
- (c) 來自銷售商品，於擁有權之重大風險及回報獲轉移至買家時確認，惟本集團並不參與與擁有權有關之管理，亦不會對已出售之商品擁有實際控制權；及
- (d) 股息收入，於確立股東收取款項之權利後獲確認。

佣金

佣金乃按轉碼數金額之若干百分比計算，並於客戶結束計劃時確認。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零一七年十二月三十一日止年度

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.5 主要會計政策概要 (續)

以股份為基礎之付款開支

本公司設有購股權計劃，旨在向對本集團成功經營作出貢獻之合資格參與者提供獎勵及回報。本集團僱員（包括董事）以股份為基礎之付款開支方式收取薪酬，即僱員提供服務作為股本工具之代價（「權益結算交易」）。

就於二零零二年十一月七日後之授出與僱員進行權益結算交易之成本乃經參考授出當日之公允價值後計量。公允價值乃經外部估值師採用二項式模型釐定，其進一步詳情載於綜合財務報表附註30。

權益結算交易之成本，連同相應權益增加在表現及／或服務條件獲履行之期間內確認為僱員福利開支。於歸屬日期前之各報告期末，就權益結算交易確認之累計開支反映歸屬期屆滿之情況及本集團對最終將歸屬之股本工具數目之最佳估計。期內自損益扣除或計入損益之金額指期初及期末所確認之累計開支變動。

釐定獎勵於授出日期之公允價值時並不計及服務及非市場表現條件，但會評估達成該等條件之可能性，作為本集團對最終將歸屬之股本工具數量之最佳估計之部分。市場表現條件反映於授出日期之公允價值內。獎勵所附帶但無相關服務要求之任何其他條件被視為非歸屬條件。除非另有服務及／或表現條件，否則非歸屬條件反映於獎勵之公允價值內，並將即時支銷獎勵。





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綜合財務報表附註

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截至二零一七年十二月三十一日止年度

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.5 主要會計政策概要(續)

以股份為基礎之付款開支(續)

就因市場表現欠佳及／或未達致服務條件而最終並無歸屬之獎勵而言，不會確認開支。倘獎勵包括市場或非歸屬條件，則在所有其他表現及／或服務條件均獲達成之情況下，不論是否達成市場條件或非歸屬條件，該等交易均被視作已歸屬。

倘以權益結算之獎勵之條款有所變更，則在達成獎勵原定條款之情況下，所確認開支最少須達致猶如條款並無變更之水平。此外，倘任何變更導致變更當日以股份為基礎之付款開支計量之總公允價值有所增加，或對僱員帶來其他利益，則會就該等變更確認開支。

倘以權益結算之獎勵被註銷，則被視為已於註銷當日獲歸屬，任何尚未確認之獎勵開支均即時確認，包括在本集團或僱員控制下之非歸屬條件未獲達成之任何獎勵。然而，倘授予新獎勵代替已註銷獎勵，並於授出當日指定為替代獎勵，則誠如前段所述，已註銷獎勵及新獎勵均被視為原有獎勵之變更。

尚未行使購股權之攤薄影響於計算每股盈利時反映為額外股份攤薄。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零一七年十二月三十一日止年度

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 8.77% (2016: 9.32%) has been applied to the expenditure on the individual assets.

2.5 主要會計政策概要(續)

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例之規定，為合資格參與強制性公積金退休福利計劃(「強積金計劃」)之僱員設立定額供款之強積金計劃。根據強積金計劃之條款，本集團按有關僱員之基本薪金之某一百分點作出供款，並於作出供款時自損益扣除。強積金計劃的資產乃由獨立管理之基金與本集團的資產分開持有。本集團對強積金計劃作出之僱主供款乃全數歸屬於有關僱員，惟根據強積金計劃之規則，倘有關僱員於有關供款全數歸屬於有關僱員前離職，則有關供款將退回本集團之僱主自願性供款除外。

借款成本

因收購、建設或生產符合規定的資產(即需於一段長時間方能達致其原定用途或出售者)而直接產生之借款成本資本化作為該等資產之部分成本。倘資產已大致上可作其原定用途或出售，則該等借款成本將會停止資本化。將有待用於合資格資產之特定借款作短期投資所賺取之投資收入乃從可資本化借款成本中扣除。所有其他借款成本於其產生期間入賬。借款成本包括實體借入資金所產生的利息及其他成本。

倘資金一般用於借款並用於取得合資格資產時，個別資產開支的適用資本化比率為8.77%(二零一六年：9.32%)。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.5 主要會計政策概要 (續)

股息

當末期股息於股東大會上獲股東批准時會確認為負債。建議末期股息於綜合財務報表附註中披露。

由於本公司之組織章程大綱及細則授權董事宣派中期股息，故中期股息於建議時同時宣派。因此，中期股息於建議並宣派後隨即確認為負債。

外幣

此等綜合財務報表以港元(即本公司之功能貨幣)呈列。本集團內各實體決定其本身之功能貨幣，而各實體於財務報表中呈列之項目以有關功能貨幣計量。本集團內各實體錄得之外幣交易初步按交易日期當前各自功能貨幣匯率入賬。於報告期末以外幣計值之貨幣資產及負債按該日適用的功能貨幣匯率換算。結算或換算貨幣項目產生之差額於損益中確認。

以外幣按歷史成本計量之非貨幣項目按首次交易日期之匯率換算。以外幣按公允價值計量之非貨幣項目按計量公允價值當日之匯率換算。換算按公允價值計量之非貨幣項目產生之收益或虧損之處理方式與確認該項目公允價值變動之收益或虧損一致(即於其他全面收入或損益確認其公允價值變動收益或虧損之項目，其匯兌差額亦相應於其他全面收入或損益中確認)。





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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.5 主要會計政策概要 (續)

外幣 (續)

若干海外附屬公司之功能貨幣並非港元，於報告期末，此等實體的資產及負債按報告期末之匯率換算為港元，此等實體之損益表按本年度之加權平均匯率換算為港元。因此而產生之匯兌差額於其他全面收入中確認，並於匯兌儲備中累計。在出售海外業務時，與該特定海外業務相關之其他全面收入組成部分於損益中確認。

自收購海外業務產生之任何商譽以及對收購時產生的資產及負債之賬面值進行任何公允價值調整時，將被視作海外業務的資產及負債，並以結算日匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司在整年經常產生之現金流量按該年之加權平均匯率換算為港元。





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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 重大會計判斷及估計

於編製本集團綜合財務報表時，管理層須作出影響收益、開支、資產及負債之報告金額及其隨附披露，以及或然負債披露之判斷、估計及假設。有關此等假設及估計之不明朗因素可導致須對未來受影響資產或負債之賬面值作出重大調整。

估計不明朗因素

於報告期末存在重大風險導致於下一個財政年度對資產及負債之賬面值作出重大調整之未來主要假設及其他主要估計不明朗因素來源於下文載述。

非金融資產之減值

於各報告期末，本集團評估是否有任何跡象顯示所有非金融資產均出現減值。倘有跡象顯示非金融資產賬面值或不可收回，則該等非金融資產須進行減值測試。減值於資產或現金產生單位之賬面價值超過其可收回金額（即其公允價值減出售成本與使用價值之較高者）時出現。公允價值減出售成本之計算乃基於類似資產公平交易中具約束力交易之可獲取數據，或可觀察市場價格減出售該資產的增量成本。於進行使用價值計算時，管理層須估計自該資產或現金產生單位產生之預期未來現金流量，並以合適的貼現率計算該等現金流量現值。





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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of trade receivables

Management evaluates the reserve for bad debts based on specific reviews of customer accounts as well as experience with collection trends in the casino industry and current economic and business conditions. As customer payment experience evolves, management will continue to refine the estimated reserve for bad debts. Accordingly, the associated provision for doubtful accounts charge may fluctuate. As individual customer account balances can be significant, the reserve and the provision can change significantly between periods, as customer information becomes known or as changes in a region's economy or legal systems occur. Further details are given in note 19 to the consolidated financial statements.

Useful lives of property, plant and equipment

The Group determines the estimated useful lives and residual values for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different from previous estimates, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. The carrying amount of property, plant and equipment as at 31 December 2017 was HK\$5,468,239,000 (2016: HK\$3,058,388,000). Further details are given in note 14 to the consolidated financial statements.

Income tax provision

The Group is subject to corporate income tax in the CNMI. As certain matters relating to income taxes are subject to the agreement by the local tax bureau, objective estimation and judgement based on currently enacted tax laws, regulations and other related policies are required in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the income tax provisions in the period in which the differences are realised.

3. 重大會計判斷及估計(續)

估計不明朗因素(續)

應收貿易賬款之減值

管理層基於客戶賬目之特定審查、於博彩業收款趨勢的經驗以及當前經濟及營商環境對壞賬儲備進行評估。由於客戶付款經驗提升，管理層將繼續修正壞賬之估計儲備。因此，呆賬支出之相關撥備可能出現波動。個別客戶賬目結餘可屬重大，隨著客戶資料明朗化或地區經濟或法律制度出現變動，各期間之儲備及撥備可能出現大幅變動。進一步詳情載列於綜合財務報表附註19。

物業、廠房及設備之可使用年期

本集團釐定本集團物業、廠房及設備之估計可使用年期及剩餘價值。該估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。當可使用年期及剩餘價值與先前估計不同時，本集團將修訂折舊開支，或將已棄用或出售之技術過時或非策略資產作出撇銷或撇減。於二零一七年十二月三十一日，物業、廠房及設備之賬面值為5,468,239,000港元(二零一六年：3,058,388,000港元)。進一步詳情載於綜合財務報表附註14。

所得稅撥備

本集團須繳納北馬里亞納企業所得稅。由於有關所得稅的若干事宜受當地稅務局的協議所規限，故釐定所得稅撥備時須根據現時已頒佈的稅法、法規及其他相關政策作出客觀估計及判斷。倘此等事宜的最終稅務結果有別於原來記錄的金額，則有關差額將對差額兌現期間之所得稅撥備構成影響。





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the gaming and resort business, including the development of an integrated resort on the Island of Saipan. Information about reportable segment revenue and results, assets and liabilities and other segment information is as follows:

4. 經營分部資料

本集團主要從事博彩及度假村業務，包括發展塞班島綜合度假村。可報告分部收益及業績、資產及負債之資料以及其他分部資料如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Segment revenue | 分部收益 | | |
| Revenue from external customers | 來自外部客戶收益 | <u>13,155,608</u> | <u>7,488,979</u> |
| Segment results | 分部業績 | 1,624,293 | 1,471,422 |
| <i>Unallocated:</i> | <i>不予分配項目：</i> | | |
| Headquarters and corporate expenses | 總部及企業費用 | (579,181) | (381,929) |
| Bank interest income | 銀行利息收入 | 1 | 71 |
| Fair value gain on derivative financial instruments | 衍生金融工具之公允價值收益 | 549 | 69,594 |
| Gain on extinguishment of other borrowings | 取消償還其他借款之收益 | - | 12,000 |
| Net exchange losses | 匯兌虧損淨額 | (5,209) | (13,566) |
| Finance costs | 財務費用 | (165,212) | (57,864) |
| Depreciation and amortisation | 折舊及攤銷 | (4,281) | (2,925) |
| Profit before tax from continuing operations | 來自持續經營業務除稅前溢利 | <u>870,960</u> | <u>1,096,803</u> |





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---------------------------------------|----------------|----------------------------------|----------------------------------|
| Segment assets | 分部資產 | | |
| Gaming and resort | 博彩及度假村 | 15,428,741 | 9,401,285 |
| <i>Unallocated:</i> | <i>不予分配項目：</i> | | |
| Unallocated cash and cash equivalents | 不予分配現金及現金等值物 | 49,692 | 44,560 |
| Available-for-sale investments | 可供出售投資 | 82,464 | 103,085 |
| Derivative financial asset | 衍生金融資產 | 1,010 | – |
| Other unallocated assets | 其他未分配資產 | 79,387 | 64,173 |
| Total assets | 資產總值 | 15,641,294 | 9,613,103 |
| Segment liabilities | 分部負債 | | |
| Gaming and resort | 博彩及度假村 | 7,214,742 | 4,391,096 |
| <i>Unallocated:</i> | <i>不予分配項目：</i> | | |
| Derivative financial liabilities | 衍生金融負債 | 1,033 | 215 |
| Other borrowings | 其他借款 | 1,962,842 | 644,917 |
| Loans from related parties | 來自關聯方之貸款 | 349,357 | 1,037,241 |
| Convertible bonds and notes | 可換股債券及票據 | 46,713 | 590,018 |
| Unsecured bonds and notes | 無抵押債券及票據 | 1,753,301 | – |
| Other unallocated liabilities | 其他未分配負債 | 460,341 | 88,719 |
| Total liabilities | 負債總額 | 11,788,329 | 6,752,206 |





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

(a) Revenue from external customers

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|------------------|-----|----------------------------------|----------------------------------|
| Island of Saipan | 塞班島 | 13,155,608 | 7,488,979 |

The revenue information of continuing operations above is based on the locations of the customers.

(b) Non-current assets

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|------------------|-----|----------------------------------|----------------------------------|
| Island of Saipan | 塞班島 | 5,976,805 | 3,832,104 |
| Others | 其他 | 26,364 | 32,401 |
| | | 6,003,169 | 3,864,505 |

The non-current asset information of continuing operations above is based on the location of the assets and excludes available-for-sale investments and deferred tax assets.

4. 經營分部資料(續)

地區分部資料

(a) 來自外部客戶收益

上述持續經營業務之收益資料乃根據客戶所在地呈報。

(b) 非流動資產

上述持續經營業務之非流動資產資料(不包括可供出售投資及遞延稅項資產)乃根據資產所在地呈報。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. OPERATING SEGMENT INFORMATION

(Continued)

Information about major customers

During the year, revenue from gaming operations of approximately HK\$2,181,863,000 was derived from a single external customer.

During the year ended 31 December 2016, no revenue generated from a single external customer amounted to 10% or more of the Group's total revenue.

5. GROSS REVENUE

The Group's gross revenue from continuing operations is as follows:

4. 經營分部資料(續)

有關主要客戶之資料

年內博彩營運收益約2,181,863,000港元來自一名單一外部客戶。

截至二零一六年十二月三十一日止年度，並無產生佔本集團總收益10%或以上來自單一外部客戶之收益。

5. 總收益

本集團來自持續經營業務之總收益如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| VIP gaming operations | 貴賓博彩業務 | 12,728,872 | 7,130,167 |
| Mass gaming operations | 中場博彩業務 | 302,665 | 261,880 |
| Slot machines and Electronic Table Game gaming operations | 角子機及電子桌面 博彩博彩業務 | 66,861 | 57,294 |
| Food and beverages | 餐飲 | 57,210 | 39,638 |
| | | 13,155,608 | 7,488,979 |





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

6. 來自持續經營業務除稅前溢利

本集團來自持續經營業務除稅前溢利已扣除/(計入)以下各項：

| | | 2017 | 2016 |
|--|----------------|----------------|----------------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | Notes | |
| | | 附註 | |
| Cost of inventories sold* | 已出售存貨成本* | 27,685 | 18,521 |
| Business gross revenue tax ("BGRT")* | 營業總收益稅* | 637,473 | 372,784 |
| Depreciation | 折舊 | 139,741 | 105,476 |
| | | 14 | |
| Amortisation of prepaid land lease payments | 預付土地租賃款項攤銷 | 7,946 | 6,833 |
| | | 15 | |
| Casino licence fees* | 娛樂場牌照費* | 116,909 | 116,438 |
| Auditor's remuneration | 核數師薪酬 | 12,000 | 8,700 |
| Minimum lease payments under operating leases | 根據經營租賃之最低租賃款項 | 133,466 | 123,050 |
| Employee benefits expenses (including directors' remuneration) | 僱員福利開支(包括董事薪酬) | | |
| Wages and salaries*** | 報酬及薪金*** | 641,669 | 521,528 |
| Pension scheme contributions | 退休金計劃供款 | 2,441 | 3,062 |
| | | 644,110 | 524,590 |





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

6. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS (Continued)

6. 來自持續經營業務除稅前溢利(續)

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| | | Notes 附註 | |
| Foreign exchange differences, net | 匯兌差額，淨額 | 4,155 | 18,672 |
| Loss/(gain) on disposal of items of property, plant and equipment** | 出售物業、廠房及設備項目虧損/(收益)** | 25,876 | (39) |
| Impairment losses recognised for trade receivables, net | 確認應收貿易賬款之減值虧損，淨額 | 4,185,431 | 847,114 |
| Impairment of available-for-sale investments** | 可供出售投資之減值** | 17 33,589 | - |
| Fair value loss on available-for-sale investments (transfer from equity on disposal)** | 可供出售投資的公允價值虧損(自出售股本轉入)** | 17 266 | 53,302 |
| Fair value gain on derivative financial instruments, net** | 衍生金融工具之公允價值收益，淨額** | 26 (549) | (69,594) |
| Dividend income from available-for-sale investments** | 來自可供出售投資的股息收入** | (14) | (172) |
| Bank interest income** | 銀行利息收入** | (2) | (99) |
| Gain on disposal of subsidiaries** | 出售附屬公司之收益** | 32 (11,966) | (19,970) |
| Gain on extinguishment of other borrowings** | 取消償還其他借款之收益** | - | (12,000) |

* Included in "Cost of sales" on the face of the consolidated statement of profit or loss and other comprehensive income.

** Included in "Other income, gains and losses, net" on the face of the consolidated statement of profit or loss and other comprehensive income.

*** Staff costs of HK\$121,975,000 (2016: HK\$147,997,000) included in the above were capitalised under property, plant and equipment.

* 計入綜合損益及其他全面收益表之「銷售成本」內。

** 計入綜合損益及其他全面收益表之「淨其他收入、收益及虧損」內。

*** 計入上文之員工成本121,975,000港元(二零一六年：147,997,000港元)乃於物業、廠房及設備項下資本化。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|------------------|----------------------------------|----------------------------------|
| | Note 附註 | | |
| Interest on other borrowings and loans from related parties | 來自關聯方之其他借款及貸款之利息 | 137,114 | 79,084 |
| Interest on convertible bonds and notes | 可換股債券及票據之利息 | 22,643 | 56,376 |
| Interest on unsecured bonds and notes | 無抵押債券及票據之利息 | 120,270 | – |
| | | 280,027 | 135,460 |
| Less: Interest capitalised* | 減：資本化利息* | (114,815) | (77,596) |
| | | 165,212 | 57,864 |

* The borrowing costs have been capitalised at the weighted average rate of 8.77% for the year ended 31 December 2017 (2016: 9.32%).

7. 財務費用

來自持續經營業務之財務費用分析如下：

* 截至二零一七年十二月三十一日止年度，借款成本按加權平均利率8.77%撥充資本(二零一六年：9.32%)。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Fees | 袍金 | 6,580 | 6,678 |
| Other emoluments: | 其他酬金： | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益 | 7,063 | 108 |
| Share-based payments | 以股份為基礎之付款開支 | 2,190 | 1,162 |
| Pension scheme contributions | 退休金計劃供款 | 156 | - |
| | | 9,409 | 1,270 |
| | | 15,989 | 7,948 |

During the year ended 31 December 2015 and 2017, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 30 to the consolidated financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' remuneration disclosures.

8. 董事薪酬

根據聯交所證券上市規則(「上市規則」、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露的本年度董事薪酬如下：

截至二零一五年及二零一七年十二月三十一日止年度，若干董事就其向本集團提供的服務根據本公司的購股權計劃獲授購股權，進一步詳情載於綜合財務報表附註30。該等購股權的公允價值已在歸屬期間於損益中確認，乃於授予日確定，而在本年度綜合財務報表中確認的金額包括在上述董事薪酬之披露。





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

8. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

| | | Salaries, allowances and benefits | Share-based payments | Pension scheme contributions | Total remuneration |
|--|--|---|-------------------------|------------------------------------|-----------------------|
| | | Fees | in kind | | |
| | | 薪金、津貼 及實物利益 | 以股份為基礎 之付款開支 | 退休金 計劃供款 | 總薪酬 |
| | | 袍金 | | | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| 2017 | 二零一七年 | | | | |
| Ng Hoi Yue | 伍海于 | 180 | 15 | 6 | 201 |
| Tso Hon Sai Bosco | 曹漢鏗 | 180 | 15 | 6 | 201 |
| Lee Kwok Leung | 李國樑 | 180 | 15 | 6 | 201 |
| Eugene Raymond Sullivan* | Eugene Raymond Sullivan* | - | - | - | - |
| Robert James Woolsey | Robert James Woolsey | 779 | 65 | 28 | 872 |
| | | 1,319 | 110 | 46 | 1,475 |
| 2016 | 二零一六年 | | | | |
| Ng Hoi Yue | 伍海于 | 180 | 36 | - | 216 |
| Tso Hon Sai Bosco | 曹漢鏗 | 180 | 36 | - | 216 |
| Lee Kwok Leung | 李國樑 | 180 | 36 | - | 216 |
| Eugene Raymond Sullivan* | Eugene Raymond Sullivan* | 852 | - | - | 852 |
| Robert James Woolsey (appointed on 16 May 2016) | Robert James Woolsey (於二零一六年五月十六日 獲委任) | 486 | - | - | 486 |
| | | 1,878 | 108 | - | 1,986 |

(b) Non-executive director

| | | Salaries, allowances and benefits | Share-based payments | Pension scheme contributions | Total remuneration |
|--------------------------|--------------------------|---|-------------------------|------------------------------------|-----------------------|
| | | Fees | in kind | | |
| | | 薪金、津貼 及實物利益 | 以股份為基礎 之付款開支 | 退休金 計劃供款 | 總薪酬 |
| | | 袍金 | | | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Eugene Raymond Sullivan* | Eugene Raymond Sullivan* | 461 | - | 158 | 619 |

* Mr. Eugene Raymond Sullivan was redesignated as a non-executive director on 6 January 2017 and resigned as non-executive director on 15 June 2017.

* Eugene Raymond Sullivan 先生於二零一七年一月六日獲調任為非執行董事，後於二零一七年六月十五日離任非執行董事。





Notes to the Consolidated Financial Statements

綜合財務報表附註

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

8. DIRECTORS' REMUNERATION (Continued)

(c) Executive directors

8. 董事薪酬(續)

(c) 執行董事

| | | Salaries, allowances and benefits | | Share-based | Pension | Total |
|---|---------------------|-----------------------------------|--------------|-----------------|----------------------|---------------|
| | | Fees | in kind | payments | scheme contributions | |
| | | 薪金、津貼 袍金 | 及實物利益 | 以股份為基礎 之付款開支 | 退休金 計劃供款 | 總薪酬 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| 2017 | 二零一七年 | | | | | |
| Cai Lingli | 蔡靈麗 | 2,400 | - | 698 | - | 3,098 |
| Xia Yuki Yu | Xia Yuki Yu | 2,400 | - | 698 | 50 | 3,148 |
| Teng Sio I (appointed on 18 April 2017) | 丁少儀(於二零一七年四月十八日獲委任) | - | 6,953 | 590 | 106 | 7,649 |
| Cui Li Jie (appointed on 4 May 2017) | 崔麗杰(於二零一七年五月四日獲委任) | - | - | - | - | - |
| | | 4,800 | 6,953 | 1,986 | 156 | 13,895 |
| 2016 | 二零一六年 | | | | | |
| Cai Lingli | 蔡靈麗 | 2,400 | - | 581 | - | 2,981 |
| Xia Yuki Yu | Xia Yuki Yu | 2,400 | - | 581 | - | 2,981 |
| | | 4,800 | - | 1,162 | - | 5,962 |

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2016: Nil).

年內，概無董事訂有任何放棄或同意放棄任何薪酬之安排(二零一六年：無)。





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included a director (2016: Nil), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2016: five) highest paid employees who are not a director of the Company are as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物利益 | 53,338 | 61,268 |
| Pension scheme contributions | 退休金計劃供款 | 18 | 19 |
| Share-based payments | 以股份為基礎之付款開支 | 3,636 | 68 |
| | | 56,992 | 61,355 |

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

9. 首五名最高薪僱員

年內，首五名最高薪酬的僱員包括一名(二零一六年：無)董事，該名董事薪酬詳情見上文附註8。年內，另外四名(二零一六年：五名)最高薪酬非本公司董事僱員的薪酬詳情如下：

薪酬在以下範圍內的非董事最高薪僱員的人數如下：

| | | Number of employees 僱員人數 | |
|----------------------------------|------------------------------|-----------------------------|---------------|
| | | 2017 二零一七年 | 2016 二零一六年 |
| HK\$6,000,001 to HK\$6,500,000 | 6,000,001 港元至 6,500,000 港元 | – | 1 |
| HK\$7,000,001 to HK\$7,500,000 | 7,000,001 港元至 7,500,000 港元 | – | 1 |
| HK\$7,500,001 to HK\$8,000,000 | 7,500,001 港元至 8,000,000 港元 | 1 | 1 |
| HK\$8,000,001 to HK\$8,500,000 | 8,000,001 港元至 8,500,000 港元 | 1 | – |
| HK\$9,000,001 to HK\$9,500,000 | 9,000,001 港元至 9,500,000 港元 | 1 | – |
| HK\$16,500,001 to HK\$17,000,000 | 16,500,001 港元至 17,000,000 港元 | – | 1 |
| HK\$23,000,001 to HK\$23,500,000 | 23,000,001 港元至 23,500,000 港元 | – | 1 |
| HK\$31,000,001 to HK\$31,500,000 | 31,000,001 港元至 31,500,000 港元 | 1 | – |
| | | 4 | 5 |





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截至二零一七年十二月三十一日止年度

10. INCOME TAX EXPENSES

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2016: Nil). Income tax provision for the current year represents income tax on casino operations for the subsidiaries operating in the CNMI, which is calculated at the applicable tax rates on the taxable profits for the years ended 31 December 2017 and 2016.

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-------------------------------|------------|----------------------------------|----------------------------------|
| | Note 附註 | | |
| Current tax expenses | 即期稅項開支 | 712,485 | 185,300 |
| Deferred tax credit | 遞延稅項抵免 | (478,998) | (24,390) |
| | 28 | | |
| Total tax charge for the year | 年內稅項開支總額 | 233,487 | 160,910 |

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|-------------------|----------------------------------|----------------------------------|
| Profit before tax from continuing operations | 來自持續經營業務 除稅前溢利 | 870,960 | 1,096,803 |
| Tax at the statutory tax rate | 按法定稅率計算之稅項 | 360,425 | 394,634 |
| Income not subject to tax | 毋須納稅之收入 | (2,439) | (16,875) |
| Expenses not deductible for tax | 不可扣稅之開支 | 1,496,867 | 327,700 |
| Tax losses not recognised | 未確認之稅項虧損 | 26,419 | 62,623 |
| Temporary differences recognised | 已確認之暫時性差異 | (494,586) | (24,390) |
| Effect on opening deferred tax resulting from a change in tax rate | 稅率變動對期初遞延稅項之影響 | 15,588 | - |
| Statutory tax concessions | 法定稅務優惠 | (1,168,787) | (582,782) |
| Tax charge at the Group's effective rate | 按本集團實際稅率計算之稅項開支 | 233,487 | 160,910 |

10. 所得稅開支

由於本集團於年內並無在香港產生任何應課稅溢利(二零一六年：無)，故並無就香港利得稅作出撥備。本年度之所得稅撥備指於北馬里亞納經營之附屬公司就博彩業務應繳納之所得稅，乃根據截至二零一七年及二零一六年十二月三十一日止年度之應課稅溢利按適用稅率計算。

以本公司及其大部分附屬公司註冊司法權區之法定稅率按除稅前溢利計算之稅項開支與根據實際稅率計算之稅項開支之調節，以及適用稅率(即法定稅率)與實際稅率之調節如下：





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10. INCOME TAX EXPENSES (Continued)

The Covenant of the CNMI provides for the imposition of the Internal Revenue Code of the United States as the local income tax. CNMI legislation provides for income tax rebates with descending graduated percentages ranging from 90% to 50% on local income tax on CNMI source income. The CNMI also imposes graduated (1.5% to 5%) BGRT. For casino gaming revenue, the rebate offset amount shall be 100% of the income tax imposed on net gaming revenue taxable income up to United States Dollars (“US\$”) 15 million. For casino net gaming taxable income in excess of US\$15 million, the rebate offset amount ranges from 90% to 50% of the income tax imposed.

The legislation requires the payment of corporate income tax on CNMI source income only to the extent the pre-rebate income tax exceeds BGRT. The Group records its income tax expenses net of the aforementioned BGRT credit, gaming rebate and income tax rebate.

On December 22, 2017, the U.S. Tax Act (the “**Tax Act**”) was signed into law by the U.S. President. The Tax Act significantly revised the U.S. corporate income tax laws by, among other things, lowering the U.S. corporate tax rate from a top rate of 35% to a flat rate of 21% effective from 1 January 2018, while also repealing the deduction for domestic production activities, implementing a territorial tax system and imposing a transition tax on deemed repatriated earnings of foreign subsidiaries (“**U.S. Tax Reform**”). As a result of the Tax Act, the Group had recorded tax charge due to a remeasurement of deferred tax assets and a tax charge on deemed repatriation of deferred foreign income for the year ended 31 December 2017 (if any). Both the tax benefit and the tax charge represent provisional amounts and the Group’s current best estimates. The amounts incorporate assumptions made based upon the Group’s current interpretation of the Tax Act and may change as the Group receives additional clarification and implementation guidance from the tax authorities.

10. 所得稅開支(續)

北馬里亞納的契據規定實施美國國內稅收守則作為當地所得稅。北馬里亞納法例規定，所得稅退稅須按就北馬里亞納來源收入徵收之當地所得稅由90%遞減至50%之百分比計算。北馬里亞納亦徵收(由1.5%遞增至5%)營業總收益稅。就博彩收益而言，退稅抵銷金額須為就博彩收益應課稅收入淨額(上限為15,000,000美元)徵收之所得稅之100%。就超過15,000,000美元的賭場博彩收益應課稅收入淨額而言，退稅抵銷金額介乎所徵收所得稅之90%至50%。

該法例規定，僅在退稅前所得稅超過營業總收益稅之情況下方須就北馬里亞納來源收入繳納企業所得稅。本集團所記錄之所得稅開支已扣除上述營業總收益稅抵免、博彩回饋及所得稅退稅。

於二零一七年十二月二十二日，美國總統簽署美國稅務法案(「**稅務法案**」)為成為法例。稅務法案對美國企業所得稅法進行大幅修改，其中包括將美國企業稅率由35%調低至21%，自二零一八年一月一日起生效，同時亦取消減少國內生產活動、實施屬地稅制及對外國附屬公司的視作遣返盈利徵收過渡稅(「**美國稅改**」)。稅務法案實施後，本集團於截至二零一七年十二月三十一日止年度因重新計算遞延稅項資產而錄得稅項支出，並就視作遣返遞延境外收入錄得稅項支出(如有)。稅務優惠及稅項支出均為本集團目前最佳估計的暫定金額。有關金額涉及根據本集團目前對稅務法案的詮釋所作出的假設，並可能因本集團取得稅務機關的額外澄清及實施指引而有所變動。





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11. DISCONTINUED OPERATION

On 29 March 2016, the Company entered into an agreement with an independent third party to dispose of Supreme Wit Limited and its subsidiary (the "Disposal") for a consideration of HK\$2,000,000. The discontinued operation was engaged in the processing and trading of food products which mainly include frozen and functional food products. The Group has decided to cease its food processing and trading business and focus its resources on the gaming and resort business. The disposal of the discontinued operation was completed on 26 May 2016. With the Disposal being classified as a discontinued operation, the food processing and trading business was no longer included in the note for operating segment information.

The results of the discontinued operation for the year ended 31 December 2016 are presented below:

| | | 2016 二零一六年 HK\$'000 千港元 |
|---|-----------|----------------------------------|
| Revenue | 收益 | – |
| Cost of sales | 銷售成本 | – |
| Other income and losses, net | 淨其他收入及虧損 | – |
| Expenses | 開支 | (318) |
| Loss for the year from the discontinued operation | 已終止業務年內虧損 | (318) |

12. DIVIDENDS

No dividends have been paid or declared by the Company for the year ended 31 December 2017 (2016: Nil).

11. 已終止業務

於二零一六年三月二十九日，本公司與一名獨立第三方就按代價2,000,000港元出售卓敏有限公司及其附屬公司（「出售事項」）訂立協議。已終止業務從事食品（主要包括冷凍及功能性食品）加工及貿易業務。本集團決定不再從事食品加工及貿易業務，並集中資源在博彩及度假村業務。出售已終止業務已於二零一六年五月二十六日完成。隨著出售事項分類為一項已終止業務，食品加工及貿易業務不再計入經營分部資料附註。

已終止業務於截至二零一六年十二月三十一日止年度之業績呈列如下：

12. 股息

本公司概無派付或宣派截至二零一七年十二月三十一日止年度之股息（二零一六年：無）。





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13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings/(loss) per share amounts is based on the profit for the year attributable to owners of the Company of HK\$637,473,000 (2016: HK\$935,575,000), and the weighted average number of ordinary shares of 142,977,501,742 (2016: 140,864,589,099) in issue during the year.

The calculations of the diluted earnings per share amount for the year ended 31 December 2017 and 2016 are based on the profit for the year attributable to owners of the Company, adjusted to reflect the effect of the deemed exercise of or conversion of all dilutive potential shares into ordinary shares. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic loss from a discontinued operation per share amount presented for the year ended 31 December 2016 in respect of a dilution as the impact of the outstanding share options and convertible notes had an anti-dilutive effect on the basic loss per share amount presented.

The calculations of basic and diluted earnings/(loss) per share are based on:

13. 本公司持有人應佔每股盈利／(虧損)

每股基本盈利／(虧損)金額乃根據本公司持有人應佔年內溢利637,473,000港元(二零一六年：935,575,000港元)，以及年內已發行普通股加權平均數142,977,501,742股(二零一六年：140,864,589,099股)計算。

截至二零一七年及二零一六年十二月三十一日止年度之每股攤薄盈利金額乃根據本公司持有人應佔年內溢利計算，並作出調整以反映所有潛在攤薄股份視為行使或兌換成普通股。在計算時所採用之普通股加權平均數即為計算每股基本盈利所採用之年內已發行普通股數目，以及視為行使或兌換所有潛在攤薄普通股為普通股後假設已無償發行之普通股加權平均數。

由於尚未行使購股權及可換股票據對所呈列之每股基本虧損金額具有反攤薄影響，故截至二零一六年十二月三十一日止年度所呈列之來自已終止業務每股基本虧損金額並無就攤薄作出調整。

每股基本及攤薄盈利／(虧損)乃按下列各項計算得出：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------------------|----------------------------------|----------------------------------|
| Earnings | 盈利 | | |
| Profit/(loss) attributable to owners of the Company, used in the basic and diluted earnings per share calculation: | 用於計算每股基本及攤薄盈利之本公司持有人應佔溢利／(虧損)： | | |
| From continuing operations | 來自持續經營業務 | 637,473 | 935,893 |
| From a discontinued operation | 來自一項已終止業務 | - | (318) |
| | | 637,473 | 935,575 |





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13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

13. 本公司持有人應佔每股盈利／(虧損)(續)

| | | Number of shares | |
|--|--------------------------|--------------------|-------------|
| | | 股份數目 | |
| | | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 |
| | | '000 | '000 |
| | | 千股 | 千股 |
| Shares | 股份 | | |
| Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation | 用於計算每股基本盈利之年內已發行普通股加權平均數 | 142,977,502 | 140,864,589 |
| Effect of dilution — weighted average number of ordinary shares: | 攤薄影響 — 普通股加權平均數： | | |
| Share options | 購股權 | 208,451 | 293,627 |
| Convertible notes (note) | 可換股票據(附註) | 128,000,000 | 128,000,000 |
| Weighted average number of ordinary shares in issue during the year used in the diluted earnings per share calculation | 用於計算每股攤薄盈利之年內已發行普通股加權平均數 | 271,185,953 | 269,158,216 |

Note: The impact of the convertible notes issued on 19 March 2014 had a dilutive effect on the basic earnings per share amounts presented for the years ended 31 December 2017 and 2016. CN 2015 (as defined in note 26) and CB 2017 (as defined in note 26) had no dilutive effect on the basic earnings per share amounts presented as the exercise prices of CN 2015 and CB 2017 were higher than the average market price of the ordinary shares of the Company during the year ended 31 December 2017. CN 2015 had no dilutive effect on the basic earnings per share amounts presented as the exercise price of CN 2015 was higher than the average market price of the ordinary shares of the Company during the year ended 31 December 2016.

附註：於二零一四年三月十九日發行之可換股票據對截至二零一七年及二零一六年十二月三十一日止年度所呈列之每股基本盈利金額產生攤薄影響。二零一五年可換股票據(定義見附註26)及二零一七年可換股債券(定義見附註26)對所呈列之每股基本盈利金額並無產生攤薄影響，乃由於二零一五年可換股票據及二零一七年可換股債券之行使價高於截至二零一七年十二月三十一日止年度本公司普通股之平均市價所致。二零一五年可換股票據對所呈列之每股基本盈利金額並無產生攤薄影響，乃由於二零一五年可換股票據之行使價高於截至二零一六年十二月三十一日止年度本公司普通股之平均市價所致。





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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

| | Note 附註 | Leasehold land classified as finance leases | | | | | | | | | Total |
|--|-------------------------|---|-----------|----------------|------------------------|-------------------------------|-------------------------|--------------------------------|--------------------------|-------------|-----------|
| | | Buildings | Yachts | Motor vehicles | Leasehold improvements | Gaming machines and equipment | Furniture and equipment | Computer hardware and software | Construction in progress | | |
| | | 租賃土地分類為融資租賃 | 樓宇 | 遊艇 | 汽車 | 租賃裝修 | 博彩機器及設備 | 傢俬及設備 | 電腦硬件及軟件 | 在建工程 | 總計 |
| | | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 | HKS'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Cost | 成本 | | | | | | | | | | |
| At 1 January 2016 | 於二零一六年一月一日 | 10,347 | 39,303 | 112,726 | 12,727 | 50,163 | 64,184 | 23,983 | 23,503 | 460,158 | 797,094 |
| Additions | 添置 | - | 1,566 | 59,277 | 22,139 | 17,925 | 22,547 | 25,763 | 10,644 | 2,221,516 | 2,381,377 |
| Transfer | 轉讓 | - | - | - | - | 18,269 | - | 60 | - | (18,329) | - |
| Disposals | 出售 | - | - | - | - | (250) | - | - | - | - | (250) |
| Exchange differences | 匯兌差額 | - | (1) | - | (17) | (49) | 151 | (33) | (7) | (409) | (365) |
| At 31 December 2016 and 1 January 2017 | 於二零一六年十二月三十一日及二零一七年一月一日 | 10,347 | 40,868 | 172,003 | 34,849 | 86,058 | 86,882 | 49,773 | 34,140 | 2,662,936 | 3,177,856 |
| Additions | 添置 | - | 2,294 | 1,148 | 11,123 | 1,217 | 88,860 | 5,108 | 11,181 | 2,441,467 | 2,562,398 |
| Transfer | 轉讓 | - | 2,149,811 | - | - | - | - | 48,018 | - | (2,197,829) | - |
| Disposals | 出售 | - | - | - | - | (34,363) | (3,862) | (3,742) | (2,550) | - | (44,517) |
| Exchange differences | 匯兌差額 | 80 | 2,910 | - | 287 | 477 | 724 | 754 | 334 | 8,814 | 14,380 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 10,427 | 2,195,883 | 173,151 | 46,259 | 53,389 | 172,604 | 99,911 | 43,105 | 2,915,388 | 5,710,117 |
| Accumulated depreciation | 累計折舊 | | | | | | | | | | |
| At 1 January 2016 | 於二零一六年一月一日 | - | - | 4,029 | 1,073 | 1,385 | 3,825 | 1,180 | 2,770 | - | 14,262 |
| Charge for the year | 年內扣除 | 6 | 210 | 858 | 5,714 | 18,771 | 43,788 | 9,082 | 11,231 | - | 105,476 |
| Disposals | 出售 | - | - | - | - | (39) | - | - | - | - | (39) |
| Exchange differences | 匯兌差額 | - | - | - | (7) | (23) | (29) | (107) | (65) | - | (231) |
| At 31 December 2016 and 1 January 2017 | 於二零一六年十二月三十一日及二零一七年一月一日 | 210 | 858 | 19,851 | 6,780 | 20,094 | 47,584 | 10,155 | 13,936 | - | 119,468 |
| Charge for the year | 年內扣除 | 6 | 206 | 24,719 | 17,291 | 8,195 | 13,722 | 39,206 | 22,149 | - | 139,741 |
| Disposals | 出售 | - | - | - | - | (12,551) | (2,829) | (1,570) | (1,691) | - | (18,641) |
| Exchange differences | 匯兌差額 | 1 | 58 | - | 69 | 93 | 463 | 352 | 274 | - | 1,310 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 417 | 25,635 | 37,142 | 15,044 | 21,358 | 84,424 | 31,086 | 26,772 | - | 241,878 |
| Carrying amount | 賬面值 | | | | | | | | | | |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 10,010 | 2,170,248 | 136,009 | 31,215 | 32,031 | 88,180 | 68,825 | 16,333 | 2,915,388 | 5,468,239 |
| At 31 December 2016 | 於二零一六年十二月三十一日 | 10,137 | 40,010 | 152,152 | 28,069 | 65,964 | 39,298 | 39,618 | 20,204 | 2,662,936 | 3,058,388 |





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15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃款項

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---------------------------------------|--------------|----------------------------------|----------------------------------|
| | | Note 附註 | |
| Carrying amount at 1 January | 於一月一日之賬面值 | 216,906 | 111,455 |
| Additions during the year | 年內添置 | 73,923 | 133,080 |
| Disposal of subsidiaries | 出售附屬公司 | (98,640) | (20,990) |
| Amortisation provided during the year | 年內計提攤銷 | (7,946) | (6,833) |
| Exchange differences | 匯兌差額 | 2,250 | 194 |
| Carrying amount at 31 December | 於十二月三十一日之賬面值 | 186,493 | 216,906 |
| Less: current portion | 減：流動部分 | (4,526) | (4,115) |
| Non-current portion | 非流動部分 | 181,967 | 212,791 |

16. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

16. 預付款項、按金及其他應收款項

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| Rental and other deposits | 租金及其他按金 | 165,018 | 158,369 |
| Prepaid casino licence fees | 預付娛樂場牌照費 | 185,583 | 187,597 |
| Prepayment for acquisition of non-current assets | 購置非流動資產之預付款項 | 129,558 | 282,188 |
| Prepayments and other receivables (note) | 預付款項及其他應收款項(附註) | 76,834 | 135,948 |
| | | 556,993 | 764,102 |
| Less: Current portion | 減：流動部分 | (204,030) | (170,776) |
| Non-current portion | 非流動部分 | 352,963 | 593,326 |

Note: Included in prepayments and other receivables is an amount of HK\$3,032,000 (2016: HK\$3,032,000) due from Worldwide Asia Engineering Limited ("WWA"), a company in which Mr. Wu Li Wen ("Mr. Wu"), a sibling of Ms. Wu Pei Tzu ("Ms. Wu") who is a related party of the Company's controlling shareholder, is a director. The amount is unsecured, interest-free and has no fixed terms of repayment.

附註：預付款項及其他應收款項包括應收環球亞洲工程有限公司(「環球亞洲」，本公司控股股東的關聯方Wu Pei Tzu女士(「Wu女士」)的兄弟Wu Li Wen先生(「Wu先生」)為該公司董事)款項3,032,000港元(二零一六年：3,032,000港元)。有關款項為無抵押、免息及無固定償還條款。





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17. AVAILABLE-FOR-SALE INVESTMENTS

17. 可供出售投資

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Listed equity investments, at fair value | 按公允價值列賬之上市股本投資 | 82,464 | 103,085 |

The above investments consist of investments in listed equity securities which were designated as available-for-sale financial assets and have no fixed maturity date or coupon rate.

上述金融資產包括指定為可供出售金融資產以及並無固定到期日或票面利率之上市股本證券投資。

During the year, a gross loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$19,253,000 (2016: HK\$32,107,000), of which HK\$266,000 (2016: HK\$53,302,000) was reclassified from other comprehensive income to profit or loss for the year upon disposal.

年內，於其他全面收入確認之本集團可供出售投資虧損總額為19,253,000港元(二零一六年：32,107,000港元)，其中266,000港元(二零一六年：53,302,000港元)於出售後由其他全面收入重新分類至年內損益。

There was a significant decline in the market value of a listed equity investment during the year. The Directors consider that such a decline indicates that the listed equity investment has been impaired and an impairment loss of HK\$33,589,000 (2016: Nil), which was previously recognised in other comprehensive income, was reclassified to profit or loss during the year.

年內，上市股本投資市值大幅下跌。董事認為，有關下跌顯示上市股本投資已減值，而先前於其他全面收入確認之減值虧損33,589,000港元(二零一六年：無)於年內重新分類至損益。

The market value of the Group's listed equity investments at the date of approval of these consolidated financial statements was approximately HK\$72,657,000.

本集團於該等綜合財務報表批准日期的上市股本投資市值約為72,657,000港元。

18. INVENTORIES

18. 存貨

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-----------------------------------|--------------|----------------------------------|----------------------------------|
| Carrying amount as at 31 December | 於十二月三十一日之賬面值 | 25,768 | 6,786 |





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19. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit term is generally 30 days for gaming operations. Each customer has a maximum credit limit. For new customers, payment in advance or certain form of guarantee is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the management. At the end of the reporting period, the Group has certain concentration of credit risk as 8% (2016: 12%) and 23% (2016: 33%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively. Trade receivables are non-interest-bearing.

An ageing analysis of trade receivables as at the end of the reporting period, based on the program end dates, is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------|----------------------------------|----------------------------------|
| Within 1 month | 一個月內 | 1,528,190 | 1,470,801 |
| More than 1 month but within 3 months | 多於一個月但三個月內 | 1,785,687 | 1,108,291 |
| More than 3 months but within 6 months | 多於三個月但六個月內 | 2,343,635 | 1,034,406 |
| More than 6 months but within 1 year | 多於六個月但一年內 | 5,213,536 | 2,168,800 |
| More than 1 year | 多於一年 | 2,407,012 | 98,790 |
| | | 13,278,060 | 5,881,088 |
| Impairment | 減值 | (4,747,037) | (547,184) |
| | | 8,531,023 | 5,333,904 |

As at 31 December 2017, the Group had received guarantee deposits of HK\$1,881,315,000 (2016: HK\$2,050,338,000) (note 22(a)) from certain players/guarantors which can be used to offset against certain of the above trade receivables in an aggregate amount of approximately HK\$1,649,411,000 (2016: HK\$1,931,203,000) due from certain casino players in the event that the Group cannot recover the trade receivable amounts from these players in the normal course of its business.

19. 應收貿易賬款

本集團與客戶之交易條款主要與信貸有關。博彩業務之信貸期一般為30日。每名客戶均設有最高信貸限額。新客戶一般須預先付款或提供若干形式之保證。本集團致力嚴格控制未收回之應收款項，管理層定期檢討逾期餘款。於報告期末，本集團就應收本集團最大客戶及五大客戶之款項承擔若干信貸集中風險，分別佔本集團應收貿易賬款之8%（二零一六年：12%）及23%（二零一六年：33%）。應收貿易賬款並不計息。

於報告期末，應收貿易賬款按博彩計劃結算日之賬齡分析如下：

於二零一七年十二月三十一日，本集團已收到來自若干客戶／擔保人之保證按金1,881,315,000港元（二零一六年：2,050,338,000港元）（附註22(a)），倘本集團未能在日常業務過程中向若干賭場客戶收回彼等結欠之若干上述應收貿易賬款，則有關保證按金可用於抵銷此等客戶結欠之有關應收貿易賬款總額約1,649,411,000港元（二零一六年：1,931,203,000港元）。





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19. TRADE RECEIVABLES (Continued)

The movements in provision for impairment of trade receivables are as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-----------------------------------|----------|----------------------------------|----------------------------------|
| At beginning of year | 年初 | 547,184 | – |
| Impairment losses recognised | 已確認之減值虧損 | 4,460,738 | 847,114 |
| Impairment losses reversed | 撥回減值虧損 | (275,307) | – |
| Exchange differences | 匯兌差額 | 14,422 | – |
| Uncollectible amounts written off | 撇銷不可收回金額 | – | (299,930) |
| At end of year | 年末 | 4,747,037 | 547,184 |

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$4,747,037,000 (2016: HK\$547,184,000) with a carrying amount before provision of HK\$10,982,381,000 (2016: HK\$2,024,552,000).

The individually impaired trade receivables relate to customers which management considered that either none or only a portion of the receivables is expected to be recovered.

The ageing analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-------------------------------|----------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 既未逾期亦未減值 | 839,872 | 1,431,227 |
| Less than 1 month past due | 少於一個月到期 | – | 415,476 |
| 1 to 3 months past due | 一至三個月到期 | 33,991 | 591,487 |
| 4 to 6 months past due | 四至六個月到期 | 138,928 | 372,949 |
| 7 months to 1 year past due | 七個月至一年到期 | 458,100 | 1,045,397 |
| More than 1 year past due | 一年後到期 | 824,788 | – |
| | | 2,295,679 | 3,856,536 |

19. 應收貿易賬款(續)

應收貿易賬款之減值撥備變動如下：

上述應收貿易賬款之減值撥備包括個別減值應收貿易賬款撥備4,747,037,000港元(二零一六年：547,184,000港元)，撥備前之賬面值為10,982,381,000港元(二零一六年：2,024,552,000港元)。

個別減值應收貿易賬款與管理層認為預期並無或僅部分應收款項可予收回之客戶有關。

並無個別或集體視為減值之應收貿易賬款之賬齡分析如下：





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19. TRADE RECEIVABLES (Continued)

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of individual customers who have either a good track record with the Group or the outstanding amounts are secured with guarantee deposits. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

20. RESTRICTED BANK DEPOSIT AND CASH AND CASH EQUIVALENTS

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--------------------------------------|---------------|----------------------------------|----------------------------------|
| Cash and bank balances | 現金及銀行結餘 | 284,520 | 93,945 |
| Time deposits | 定期存款 | — | 11,624 |
| | | 284,520 | 105,569 |
| Less: Restricted bank deposit (note) | 減：受限制銀行存款(附註) | — | (11,624) |
| | | 284,520 | 93,945 |

Note: As at 31 December 2016, HK\$11,624,000 was restricted for use to secure the lease of a property on the Island of Saipan in lieu of a rental deposit.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and restricted bank deposit are deposited with creditworthy banks with no recent history of default.

19. 應收貿易賬款(續)

既未逾期亦未減值之應收款項與大量並無近期欠款記錄之不同客戶有關。

已逾期但無減值之應收款項與若干於本集團擁有良好往績記錄或未償還款項以保證金作抵押之個別客戶有關。根據過往經驗，本公司董事認為，由於信貸質素並無重大變動，且餘款仍被視為可悉數收回，故此等餘款毋須作出減值撥備。

20. 受限制銀行存款以及現金及現金等值物

附註：於二零一六年十二月三十一日，11,624,000港元被限制代替租金按金用作租賃塞班島一項物業的擔保。

銀行現金乃根據銀行每日銀行存款利率之浮動利率賺取利息。銀行結餘及受限制銀行存款存放於具良好信用且近期並無拖欠付款記錄的銀行。





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21. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------|----------------------------------|----------------------------------|
| Within 1 month | 一個月內 | 13,993 | 7,774 |
| More than 1 month but within 3 months | 多於一個月但三個月內 | 22,866 | 4,665 |
| More than 3 months but within 6 months | 多於三個月但六個月內 | 24,424 | 3,986 |
| More than 6 months but within 1 year | 多於六個月但一年內 | 14,355 | 2,208 |
| More than 1 year | 多於一年 | 2,985 | 3,428 |
| | | 78,623 | 22,061 |

The trade payables are non-interest-bearing and have no fixed terms of repayment.

21. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

應付貿易賬款為免息及無固定償還條款。

22. ACCRUALS, OTHER PAYABLES AND DEPOSITS RECEIVED

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-------------------------------|-------------|----------------------------------|----------------------------------|
| | Notes 附註 | | |
| Deposits received | (a) | 4,136,214 | 2,884,836 |
| Outstanding chips liabilities | | 259,276 | 183,254 |
| Accrued commission | | 244,901 | 144,644 |
| BGRT payable | | 201,557 | 33,456 |
| Construction related payables | | 1,075,010 | 664,961 |
| CN 2015 payable | 26 | 123,400 | - |
| Others payables and accruals | (b) | 891,327 | 382,409 |
| | | 6,931,685 | 4,293,560 |

22. 應計款項、其他應付款項及已收按金





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22. ACCRUALS, OTHER PAYABLES AND DEPOSITS RECEIVED (Continued)

Notes:

- (a) As at 31 December 2017, included in the Group's deposits received were deposits of HK\$1,881,315,000 (2016: HK\$2,050,338,000) from certain players/guarantors who have guaranteed the repayment of the trade receivables due from certain of the Group's casino players (the "Guarantee"). In the opinion of the Directors, based on independent legal advice, the Group has the enforceable right to set off the deposits against any irrecoverable trade receivables due from these casino players under the Guarantee.
- (b) As at 31 December 2017, included in the amount was interest payable of HK\$105,973,000 (2016: HK\$35,247,000) to related parties.

22. 應計款項、其他應付款項及已收按金(續)

附註：

- (a) 於二零一七年十二月三十一日，來自若干客戶／擔保人就償還若干本集團賭場客戶結欠之應收貿易賬款作出擔保之按金1,881,315,000港元(二零一六年：2,050,338,000港元) (「擔保」)已計入本集團之已收按金內。董事認為，根據獨立法律意見，本集團擁有可強制執行權利將此等按金抵銷擔保項下該等賭場客戶結欠之任何不可收回應收貿易賬款。
- (b) 於二零一七年十二月三十一日，該款項包括應付關連方之應付利息105,973,000港元(二零一六年：35,247,000港元)。

23. DERIVATIVE FINANCIAL INSTRUMENTS

23. 衍生金融工具

| | 2017 二零一七年 | | 2016 二零一六年 | |
|---|--------------------------------|--------------------------------------|--------------------------------|--------------------------------------|
| | Asset 資產 HK\$'000 千港元 | Liabilities 負債 HK\$'000 千港元 | Asset 資產 HK\$'000 千港元 | Liabilities 負債 HK\$'000 千港元 |
| Derivative financial instruments in relation to convertible bonds and notes | 1,010 | 1,033 | - | 215 |

可換股債券及票據相關
衍生金融工具





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24. LOANS FROM RELATED PARTIES

At the end of the reporting period, the maturity profile of loans from related parties based on the scheduled repayment dates set out in the loan agreements is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---------------------------------|---------|----------------------------------|----------------------------------|
| Within 1 year or on demand | 一年內或應要求 | 197,593 | 1,037,241 |
| After 1 year but within 2 years | 一年後但兩年內 | 151,764 | – |
| | | 349,357 | 1,037,241 |

Except for certain loan amount of HK\$169,006,000 (2016: HK\$40,241,000) that is interest-free, all loans from related parties are unsecured, interest-bearing at 7.5%–8% (2016: 8%–9.5%) per annum.

During the year, an aggregate amount of HK\$876,000,000 outstanding as at 31 December 2016 was refinanced into unsecured notes due to the ultimate holding company. This amount is unsecured, interest-bearing at 7.8% per annum and repayable in 2019. Further details are set out in note 27(a) to the consolidated financial statements.

24. 來自關聯方之貸款

於報告期末，來自關聯方之貸款之到期日乃根據以下貸款協議所載的計劃還款日期而定：

除若干為數 169,006,000 港元(二零一六年：40,241,000 港元)之免息貸款外，所有來自關聯方之貸款均無抵押、按年利率 7.5 厘至 8 厘(二零一六年：8 厘至 9.5 厘)計息。

年內，於二零一六年十二月三十一日之未償還總額 876,000,000 港元獲重新注資為應付最終控股公司之無抵押票據。有關金額為無抵押、按年利率 7.8 厘計息並須於二零一九年償還。進一步詳情載於綜合財務報表附註 27(a)。





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25. OTHER BORROWINGS

At the end of the reporting period, the Group's other borrowings were repayable as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---------------------------------|---------|----------------------------------|----------------------------------|
| Within 1 year or on demand | 一年內或應要求 | 1,189,492 | 644,917 |
| After 1 year but within 2 years | 一年後但兩年內 | 773,350 | – |
| | | 1,962,842 | 644,917 |

The other borrowings are unsecured, interest-bearing at 8%–13% (2016: 8%–10%) per annum.

Subsequent to end of the reporting date, certain of these borrowings originally due for repayment in 2018 have been renewed and extended to become repayable in 2019 and 2020. Further details are set out in note 42 to the consolidated financial statements. Included in the amount was a borrowing of HK\$130,000,000 (2016: HK\$130,000,000) due to Youth Force Asia Limited, a company in which Ms. Wu Pei Tzu, who is a related party of the Company's controlling shareholder, has a 28% equity interest.

25. 其他借款

於報告期末，本集團其他借款償還如下：

其他借款為無抵押、按年利率8厘至13厘計息(二零一六年：8厘至10厘)。

於報告日期結束後，若干原先須於二零一八年償還的該等借款已重訂並延至須於二零一九年及二零二零年償還。進一步詳情載於綜合財務報表附註42。該款項包括結欠 Youth Force Asia Limited (本公司控股股東之關聯方 Wu Pei Tzu 女士擁有 28% 股權之公司) 借款 130,000,000 港元 (二零一六年：130,000,000 港元)。





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26. CONVERTIBLE BONDS AND NOTES

CN 2014

On 19 March 2014 (the “**Completion Date**”), the Company completed the acquisition (the “**Acquisition**”) of the entire issued share capital of and a shareholder’s loan to Excel Earth Limited (“**Excel Earth**”) and obtained a profit guarantee given by the vendor. The principal asset of Excel Earth was its interests under, and entitlements to, the transfer of five percent (5%) of the distributable profit of Hang Seng Sociedade Unipessoal Limitada, for each twelve-month period, which had commenced on 1 January 2014 and terminated on 28 October 2015.

The Acquisition was satisfied by issuing zero coupon convertible notes (“**CN 2014**”) at the conversion price of HK\$0.05 per conversion share (as adjusted from HK\$1.00 per conversion share by the effect of the share subdivision) in the aggregate principal amount of HK\$400,000,000 due on the sixteenth anniversary of the Completion Date to the vendor in accordance with the terms and conditions of the acquisition agreement. The conversion price has been subsequently adjusted to HK\$0.003125 per conversion share after the bonus issue on 3 July 2015. On the Completion Date, the fair value of CN 2014 was approximately HK\$1,480,000,000, based on a valuation report issued by an independent valuer, Roma Appraisals Limited, dated 29 August 2014. Details of the Acquisition had been disclosed in the circular of the Company dated 8 January 2014. CN 2014 were recognised as equity in its entirety without a liability portion in accordance with the Group’s accounting policy for mandatorily convertible notes.

26. 可換股債券及票據

二零一四年可換股票據

於二零一四年三月十九日(「**完成日期**」)，本公司已完成收購坤佳有限公司(「**坤佳**」)之全部已發行股本及股東貸款(「**收購事項**」)，並獲賣方提供溢利保證。坤佳之主要資產為就自二零一四年一月一日起至二零一五年十月二十八日終止各個十二個月期間向恒升一人有限公司取得其可分派溢利百分之五(5%)之權益及轉讓權。

根據收購協議之條款及條件，收購事項已透過按兌換價每股兌換股份0.05港元(已就股份拆細之影響自每股兌換股份1.00港元予以調整)向賣方發行本金總額為400,000,000港元於完成日期後滿十六週年到期之零息可換股票據(「**二零一四年可換股票據**」)償付。於二零一五年七月三日進行紅股發行後，兌換價其後已調整為每股兌換股份0.003125港元。於完成日期，根據獨立估值師羅馬國際評估有限公司所發出日期為二零一四年八月二十九日之估值報告，二零一四年可換股票據之公允價值約為1,480,000,000港元。收購事項之詳情已於本公司日期為二零一四年一月八日之通函內披露。根據本集團有關強制可換股票據之會計政策，二零一四年可換股票據確認為完全並無負債部分之權益。





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26. CONVERTIBLE BONDS AND NOTES (Continued) CN 2015

On 21 August 2015, the Company issued zero coupon convertible notes in the aggregate principal amount of HK\$841,900,000 ("CN 2015"). CN 2015 matured after 24 months from the date of issuance and were convertible into ordinary shares of the Company at any time between the date of issue of the notes and their settlement date. CN 2015 were convertible at the conversion price of HK\$0.225 per share.

The interest amortised for the year was calculated by applying an effective interest rate of 10.06% to the liability component for the 24-month period from the notes' issue date.

CN 2015 matured on 20 August 2017 and an aggregate principal of HK\$205,500,000 has been redeemed during the year. As at 31 December 2017, the Company was in the process to redeem the remaining CN 2015 of an aggregate principal of HK\$123,400,000 of which HK\$100,000,000 has been redeemed subsequent to the end of the reporting period.

CB 2017

On 27 June 2017, the Company issued convertible bonds in the aggregate principal amount of HK\$50,000,000 which bear interest at 4% per annum ("CB 2017"). CB 2017 will mature after 24 months from the date of issuance and are convertible into ordinary shares of the Company at any time between the date of issue of the bonds and their settlement date. CB 2017 are convertible at conversion price of HK\$0.176 per share.

The interest amortised for the year was calculated by applying an effective interest rate of 8.82% to the liability component for the 24-month period from the bonds' issue date.

26. 可換股債券及票據 (續)

二零一五年可換股票據

於二零一五年八月二十一日，本公司發行本金總額為841,900,000港元之零息可換股票據(「二零一五年可換股票據」)。二零一五年可換股票據於發行日期起計24個月後到期，可於發行票據日期起至結算日期止期間任何時間兌換為本公司普通股。二零一五年可換股票據可按兌換價每股0.225港元兌換。

年內攤銷利息於票據發行日期起計24個月期間透過對負債部分應用實際利率10.06%計算。

二零一五年可換股票據於二零一七年八月二十日到期，本金總額其中205,500,000港元已於年內贖回。於二零一七年十二月三十一日，本公司正贖回二零一五年可換股票據餘下本金總額123,400,000港元，其中100,000,000港元於報告期末後贖回。

二零一七年可換股債券

於二零一七年六月二十七日，本公司發行按年利率4厘計息及本金總額為50,000,000港元之可換股債券(「二零一七年可換股債券」)。二零一七年可換股債券於發行日期起計24個月後到期，可於發行債券日期起至結算日期止期間任何時間兌換為本公司普通股。二零一七年可換股債券可按兌換價每股0.176港元兌換。

年內攤銷利息於債券發行日期起計24個月期間透過對負債部分應用實際利率8.82%計算。





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26. CONVERTIBLE BONDS AND NOTES (Continued)

CB 2017 (Continued)

The net proceeds received from the issuance of CN 2015 and CB 2017 have been split into the liability and derivative components and their movements are as follows:

26. 可換股債券及票據 (續)

二零一七年可換股債券 (續)

發行二零一五年可換股票據及二零一七年可換股債券之已收所得款項淨額已分拆為負債及衍生部分，其變動如下：

| | | Liability component | Derivative financial asset | Derivative financial liabilities | Total |
|---|-----------------------------|------------------------|----------------------------------|--|------------------|
| | | 負債部分 | 衍生 金融資產 | 衍生 金融負債 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 January 2016 | 於二零一六年一月一日 | 533,642 | – | 69,809 | 603,451 |
| Interest expense | 利息開支 | 56,376 | – | – | 56,376 |
| Fair value gain | 公允價值收益 | – | – | (69,594) | (69,594) |
| At 31 December 2016 and 1 January 2017 | 於二零一六年十二月三十一日 及二零一七年一月一日 | 590,018 | – | 215 | 590,233 |
| Interest expense | 利息開支 | 22,643 | – | – | 22,643 |
| Coupon interest paid | 已付票息 | (1,033) | – | – | (1,033) |
| Conversion of CN 2015 | 兌換二零一五年可換股票據 | (281,683) | – | – | (281,683) |
| Issuance of CB 2017 | 發行二零一七年可換股債券 | 45,668 | (4,316) | 4,673 | 46,025 |
| Fair value (gain)/loss | 公允價值(收益)/虧損 | – | 3,306 | (3,855) | (549) |
| Maturity of CN 2015 | 二零一五年可換股票據到期 | (328,900) | – | – | (328,900) |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 46,713 | (1,010) | 1,033 | 46,736 |





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27. UNSECURED BONDS AND NOTES

27. 無抵押債券及票據

| | | 31 December 2017 二零一七年十二月三十一日 | | | |
|---|-------------------------------------|--|----------------|-----------------|------------------|
| | | Effective interest rate (%) 實際利率(%) | Maturity 到期 | HK\$'000 千港元 | |
| | | Notes 附註 | | | |
| Non-current — repayable in the second year | 非流動 — 須於第二年償還 | | | | |
| – 2017 Notes — 7.8% | – 二零一七年票據 — 7.8% | (a) | 7.8 | 2019 | 1,164,000 |
| Non-current — repayable in the third to fifth years, inclusive | 非流動 — 須於第三至五年 (包括首尾兩年)償還 | | | | |
| – 2017 Notes — 8.5% | – 二零一七年票據 — 8.5% | (b) | 8.65 | 2020 | 541,306 |
| – 2017 Bonds AI — 5.25% | – 二零一七年債券AI — 5.25% | (c) | 9.53 | 2020 | 12,091 |
| – 2017 Bonds All — 6.0% | – 二零一七年債券All — 6.0% | (d) | 9.56 | 2022 | 13,126 |
| | | | | | <u>566,523</u> |
| Non-current — beyond five years | 非流動 — 五年以上 | | | | |
| – 2017 Bonds B — 6.0% | – 二零一七年債券B — 6.0% | (e) | 9.56 | 2025 | 22,778 |
| | | | | | <u>1,753,301</u> |





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27. UNSECURED BONDS AND NOTES (Continued)

- (a) On 22 February 2017 and 21 March 2017, the Company issued the 2017 Notes — 7.8% with principal amounts of US\$100,000,000 (approximately HK\$776,000,000) and US\$50,000,000 (approximately HK\$388,000,000), respectively to Inventive Star, which are interest bearing at 7.8% per annum and repayable on 21 February 2019 and 20 March 2019, respectively. Further details are set out in note 33 to the consolidated financial statements.
- (b) On 25 January 2017, 27 January 2017 and 7 February 2017, the Company issued the 2017 Notes — 8.5% with an aggregate principal amount of US\$70,000,000 (approximately HK\$543,000,000) to certain independent third parties, which are interest bearing at 8.5% per annum and repayable on 24 January 2020, 26 January 2020 and 6 February 2020.
- (c) On 15 September 2017, 20 September 2017, 13 October 2017, 3 November 2017 and 17 November 2017, the Company issued the 2017 Bonds AI — 5.25% with an aggregate principal amount of HK\$13,500,000 to certain independent third parties, which are interest bearing at 5.25% per annum and repayable in 2020.
- (d) On 15 September 2017, 3 November 2017 and 9 November 2017, the Company issued the 2017 Bonds AII — 6.0% with an aggregate principal amount of HK\$15,000,000 to certain independent third parties, which are interest bearing at 6% per annum and repayable in 2022.
- (e) On 12 September 2017, 6 November 2017 and 20 November 2017, the Company issued the 2017 Bonds B — 6.0% with an aggregate principal amount of HK\$28,000,000 to certain independent third parties, which are interest bearing at 6% per annum and repayable in 2025.

The unsecured notes issued by the Group are denominated in US\$. The unsecured bonds issued by the Group are denominated in HK\$.

27. 無抵押債券及票據(續)

- (a) 於二零一七年二月二十二日及二零一七年三月二十一日，本公司向 Inventive Star 發行本金總額分別為 100,000,000 美元(約 776,000,000 港元)及 50,000,000 美元(約 388,000,000 港元)之二零一七年票據 — 7.8%，有關票據按年利率 7.8 厘計息及分別須於二零一九年二月二十一日及二零一九年三月二十日償還。進一步詳情載於綜合財務報表附註 33。
- (b) 於二零一七年一月二十五日、二零一七年一月二十七日及二零一七年二月七日，本公司向若干獨立第三方發行本金總額為 70,000,000 美元(約 543,000,000 港元)之二零一七年票據 — 8.5%，有關票據按年利率 8.5 厘計息及須於二零二零年一月二十四日、二零二零年一月二十六日及二零二零年二月六日償還。
- (c) 於二零一七年九月十五日、二零一七年九月二十日、二零一七年十月十三日、二零一七年十一月三日及二零一七年十一月十七日，本公司向若干獨立第三方發行本金總額為 13,500,000 港元之二零一七年債券 AI-5.25%，有關債券按年利率 5.25 厘計息及須於二零二零年償還。
- (d) 於二零一七年九月十五日、二零一七年十一月三日及二零一七年十一月九日，本公司向若干獨立第三方發行本金總額為 15,000,000 港元之二零一七年債券 AII-6.0%，有關債券按年利率 6 厘計息及須於二零二二年償還。
- (e) 於二零一七年九月十二日、二零一七年十一月六日及二零一七年十一月二十日，本公司向若干獨立第三方發行本金總額為 28,000,000 港元之二零一七年債券 B-6.0%，有關債券按年利率 6 厘計息及須於二零二五年償還。

本集團發行之無抵押票據以美元計值。本集團發行之無抵押債券以港元計值。





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28. DEFERRED TAX

The movements in deferred tax assets during the year are as follows:

28. 遞延稅項

遞延稅項資產於年內之變動如下：

| | | Provisions 撥備 HK\$'000 千港元 |
|---|-------------------------|-------------------------------------|
| At 1 January 2016 | 於二零一六年一月一日 | – |
| Deferred tax credited to profit or loss during the year | 於年內計入損益的遞延稅項 | 24,390 |
| Exchange differences | 匯兌差額 | (27) |
| At 31 December 2016 and 1 January 2017 | 於二零一六年十二月三十一日及二零一七年一月一日 | 24,363 |
| Deferred tax credited to profit or loss during the year | 於年內計入損益的遞延稅項 | 478,998 |
| Exchange differences | 匯兌差額 | 1,423 |
| As at 31 December 2017 | 於二零一七年十二月三十一日 | 504,784 |

The Group has tax losses arising in Hong Kong of HK\$474,983,000 (2016: HK\$346,581,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in these entities that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

本集團於香港產生的稅項虧損為474,983,000港元(二零一六年：346,581,000港元)，並可供無限期抵銷產生有關虧損的公司之未來應課稅溢利。由於此等實體已虧損一段時間且認為其應課稅溢利不足以抵銷可動用之稅項虧損，故此等虧損而言，並未確認遞延稅項資產。

29. SHARE CAPITAL

29. 股本

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|---|----------------------------------|----------------------------------|
| Authorised: 300,000,000,000 ordinary shares of HK\$0.0005 each | 法定： 300,000,000,000股 每股面值0.0005港元之普通股 | 150,000 | 150,000 |
| Issued and fully paid: 142,984,807,678 (2016: 141,651,474,345) ordinary shares of HK\$0.0005 each | 已發行及繳足： 142,984,807,678股(二零一六年： 141,651,474,345股) 每股面值0.0005港元之普通股 | 71,492 | 70,826 |





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29. SHARE CAPITAL (Continued)

A summary of movements in the Company's share capital is as follows:

29. 股本(續)

本公司股本之變動概要如下：

| | | | Number of shares in issue 已發行股份數目 | Share capital 股本 | Share premium account 股份溢價賬 | Total 總計 |
|---|---------------------------------|------------|---|------------------------|--------------------------------------|------------------|
| | Notes 附註 | '000 千股 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| At 1 January 2016 | 於二零一六年一月一日 | | 140,651,474 | 70,326 | 1,847,279 | 1,917,605 |
| Issue of new shares | 發行新股份 (a) | | 1,000,000 | 500 | 137,500 | 138,000 |
| At 31 December 2016 and 1 January 2017 | 於二零一六年 十二月三十一日及 二零一七年一月一日 | | 141,651,474 | 70,826 | 1,984,779 | 2,055,605 |
| Issue of shares upon conversion of convertible notes | 兌換可換股票據時 發行股份 (b) | | 1,333,333 | 666 | 281,017 | 281,683 |
| At 31 December 2017 | 於二零一七年 十二月三十一日 | | 142,984,807 | 71,492 | 2,265,796 | 2,337,288 |

Notes:

- (a) On 14 October 2016, 1,000,000,000 shares were issued to an independent third party at HK\$0.15 per share, for the settlement of other borrowings with an outstanding principal of HK\$150,000,000. The fair value of the shares on 14 October 2016 was HK\$0.138 per share and resulted in a gain on extinguishment of other borrowings of HK\$12,000,000 credited to profit or loss for the year ended 31 December 2016.
- (b) On 3 January 2017, the conversion rights attaching to CB 2015 with a principal amount of HK\$300,000,000 were exercised at the conversion price of HK\$0.225 per share, resulting in the issue of 1,333,333,333 new shares in the Company.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 30 to the consolidated financial statements.

附註：

- (a) 於二零一六年十月十四日，本公司按每股0.15港元之價格向一名獨立第三方發行1,000,000,000股股份，以償還未償還本金為150,000,000港元之其他借款。該等股份於二零一六年十月十四日之公允價值為每股0.138港元，導致取消償還其他借款收益12,000,000港元計入截至二零一六年十二月三十一日止年度損益。
- (b) 於二零一七年一月三日，本金額為300,000,000港元之二零一五年可換股債券所附兌換權按兌換價每股0.225港元獲行使後導致發行1,333,333,333股本公司新股份。

購股權

本公司購股權計劃及根據該計劃發行購股權之詳情載於綜合財務報表附註30。





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30. SHARE OPTION SCHEME

Equity-settled share option scheme

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, agents, legal and financial advisers of the Company and the Company’s subsidiaries. The Scheme became effective on 3 December 2014 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company’s shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 30 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

30. 購股權計劃

權益結算購股權計劃

本公司設立購股權計劃(「計劃」)，目的旨在向對本集團成功經營作出貢獻之合資格參與者提供獎勵及回報。計劃的合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、管理人員、董事、業務顧問、代理、法律及財務顧問。除非計劃已取消或經修訂，計劃自二零一四年十二月三日起生效，並自該日起計十年內仍然生效。

現時批准根據計劃可授出之未行使購股權數目行使時不得多於本公司不時已發行股份的10%。於任何十二個月期間內每名合資格參與者根據計劃獲授購股權而可獲發行之股份最高數目，以本公司不時已發行股份1%為限。進一步授出超逾該上限之購股權須經股東在股東大會上批准。

向本公司董事、主要行政人員、主要股東或彼等之任何聯繫人士授出購股權，須先經獨立非執行董事批准。此外，於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等之任何聯繫人士授出購股權，而所涉及股份超逾本公司不時已發行股份0.1%或總值(根據於授出日期之本公司股價計算)超逾5百萬港元，則須先經股東在股東大會上批准。

提呈授出的購股權之要約須於要約當日起計30日內接納，承授人並須支付合共1港元的象徵性代價。所授出的購股權的行使期由董事會釐定，並由若干歸屬期後開始，而屆滿日期不得遲於提呈購股權日期起計五年或計劃之到期日的較早者。





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30. SHARE OPTION SCHEME (Continued)

Equity-settled share option scheme (Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme:

| | | 2017 二零一七年 | | 2016 二零一六年 | |
|-------------------------------|--------------|--|-------------------------------------|--|-------------------------------|
| | | Weighted average exercise price per share 每股 加權平均行使價 (HK\$) (港元) | Number of share options 購股權數目 | Weighted average exercise price per share 每股 加權平均行使價 (HK\$) (港元) | Number of options 購股權數目 |
| Outstanding as at 1 January | 於一月一日尚未行使 | 0.132 | 1,462,669,808 | 0.137 | 1,547,918,384 |
| Granted during the year | 年內授出 | 0.150 | 532,479,220 | - | - |
| Lapsed during the year | 年內失效 | 0.167 | (142,970,756) | 0.220 | (85,248,576) |
| Outstanding as at 31 December | 於十二月三十一日尚未行使 | 0.135 | 1,852,178,272 | 0.132 | 1,462,669,808 |
| Exercisable at 31 December | 於十二月三十一日可予行使 | 0.106 | 1,121,900,000 | 0.105 | 1,120,950,000 |

No option was exercised during the year ended 31 December 2017 (2016: Nil)

30. 購股權計劃(續)

權益結算購股權計劃(續)

購股權之行使價可由董事釐定，惟不可低於下列三者中之最高者：(i) 提呈購股權要約當日本公司股份於聯交所之收市價；(ii) 緊接提呈要約當日前五個交易日本公司股份於聯交所之平均收市價；及(iii) 於提呈要約當日本公司股份的面值。

購股權並不賦予持有人收取股息的權利，亦無權在股東大會上投票。

計劃項下尚未行使購股權如下：

截至二零一七年十二月三十一日止年度並無購股權獲行使(二零一六年：無)





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30. SHARE OPTION SCHEME (Continued)

Equity-settled share option scheme (Continued)

Share options outstanding as at the end of the reporting period have the following exercise periods and exercise prices:

| Grant Date | Exercise period | Exercise price | Share options 31 December 2017 於二零一七年 十二月三十一日 之購股權 | Share options 31 December 2016 於二零一六年 十二月三十一日 之購股權 |
|--|---|-----------------------|--|--|
| 授出日期 | 行使期 | 行使價 (HK\$) (港元) | | |
| 3 December 2014 二零一四年十二月三日 | 3 December 2014 – 2 December 2024 二零一四年十二月三日至 二零二四年十二月二日 | 0.105 | 1,120,000,000 | 1,120,000,000 |
| 18 June 2015 二零一五年六月十八日 | Note (a) 附註(a) | 0.220 | 305,149,792 | 338,869,808 |
| 26 November 2015 二零一五年十一月二十六日 | Note (b) 附註(b) | 0.255 | 3,800,000 | 3,800,000 |
| 5 April 2017 二零一七年四月五日 | Note (c) 附註(c) | 0.150 | 423,228,480 | – |
| Total | 總計 | | 1,852,178,272 | 1,462,669,808 |
| Weighted average remaining contractual life of options outstanding at end of period 於報告期末尚未行使購股權餘下加權平均合約年期 | | | 6.94 years 6.94年 | 7.36 years 7.36年 |

Notes:

- (a) 25% of the options granted will be vested on the third anniversary of the date of grant, another 25% of the options granted will be vested on the fourth anniversary of the date of grant, another 25% of the options granted will be vested on the fifth anniversary of the date of grant and the remaining 25% of the options granted will be vested on the sixth anniversary of the date of grant, up to 17 June 2025.
- (b) 25% of the options granted are vested on the first anniversary of the date of grant, another 25% of the options granted are vested on the second anniversary of the date of grant, another 25% of the options granted are vested on the third anniversary of the date of grant and the remaining 25% of the options granted will be vested on the fourth anniversary of the date of grant, up to 26 November 2025.

附註：

- (a) 已授出購股權之25%將於授出日期第三週年歸屬，已授出購股權之另外25%將於授出日期第四週年歸屬，已授出購股權之另外25%將於授出日期第五週年歸屬，已授出購股權之餘下25%將於授出日期第六週年歸屬，直至二零二五年六月十七日為止。
- (b) 已授出購股權之25%將於授出日期第一週年歸屬，已授出購股權之另外25%將於授出日期第二週年歸屬，已授出購股權之另外25%將於授出日期第三週年歸屬，已授出購股權之餘下25%將於授出日期第四週年歸屬，直至二零二五年十一月二十六日為止。





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30. SHARE OPTION SCHEME (Continued)

Equity-settled share option scheme (Continued)

Notes: (Continued)

- (c) One-third of such share options are vested on the first anniversary of the date of grant; another 33.3% of the options granted will be vested on the second anniversary of the date of grant, the remaining 33.4% of the options granted will be vested on the third anniversary of the date of grant, up to 4 April 2027.

The fair value of the share options granted during the year was HK\$35,277,000 (approximately HK\$0.067 each) (2016: Nil), of which the Group recognised a share option expense of HK\$12,470,000 (2016: Nil) in respect of the share options granted during the year.

During the year ended 31 December 2017, the Group also recognised a share option expense of HK\$9,165,000 (2016: HK\$10,347,000) in respect of the share options granted in the prior years.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used for the year ended 31 December 2017:

| | |
|---|-------|
| Share price (closing price of grant date) | 0.137 |
| Exercise price | 0.15 |
| Expected volatility | 47.2% |
| Expected dividend yield | 0% |
| Risk-free interest rate | 2.26% |

Expected volatility was determined by calculating the historical volatility of the share price of comparable listed companies to the Company over the previous 10 years. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Share options granted to consultants were incentives for helping the Group expand its business network, acquire and explore new business projects and opportunities. The fair value of such benefit could not be estimated reliably and, as a result, the fair value was measured by reference to the fair value of share options granted.

30. 購股權計劃(續)

權益結算購股權計劃(續)

附註：(續)

- (c) 有關購股權的三分之一於授出日期第一週年歸屬；已授出購股權之另外33.3%將於授出日期第二週年歸屬，已授出購股權之餘下33.4%將於授出日期第三週年歸屬，直至二零二七年四月四日為止。

年內授出購股權之公允價值為35,277,000港元(約每份0.067港元)(二零一六年：無)，其中本集團就年內授出購股權確認購股權開支12,470,000港元(二零一六年：無)。

截至二零一七年十二月三十一日止年度，本集團就先前年度已授出購股權確認購股權開支9,165,000港元(二零一六年：10,347,000港元)。

年內已授出權益結算購股權之公允價值於授出日期採用二項式模型並計及授出購股權時之條款及條件進行估計。下表載列截至二零一七年十二月三十一日止年度所使用模式之輸入資料：

| | |
|-------------|-------|
| 股價(授出日期收市價) | 0.137 |
| 行使價 | 0.15 |
| 預期波幅 | 47.2% |
| 預期股息回報 | 0% |
| 無風險利率 | 2.26% |

預期波幅乃計算本公司可資比較上市公司股價於過去十年之歷史波幅釐定。在本集團最佳估算下，模式中之前期有效期已因應購股權之不可轉讓性、行使限制及行為等考慮因素之影響而有所調整。

授予顧問之購股權乃就協助本集團擴展其業務網絡、收購及尋找新業務項目及機會之獎勵。有關福利之公允價值不能可靠地估計，因此，其公允價值乃參考所授出購股權之公允價值計量。





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30. SHARE OPTION SCHEME (Continued)

Equity-settled share option scheme (Continued)

At the end of the reporting period, the Company had 1,852,178,272 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 1,852,178,272 additional ordinary shares of the Company and additional share capital and share premium amounts of approximately HK\$926,000 and HK\$248,540,000, respectively.

Share options offered by controlling shareholder on 14 December 2015

On 14 December 2015, the controlling shareholder of the Company offered 3,191,666,665 share options (the “**Option A**”) to independent investors and 77,066,668 share options (the “**Option B**”) to consultants and employees (collectively the “**Offerees**”) enabling the Offerees to subscribe for an aggregate of 3,268,733,333 shares under the Share Option Scheme. The exercise price is HK\$0.24 per share. Under the Option A, the vesting period commenced 16 days after the grant date and grantees can exercise 100% share options. Under the Option B, grantees can exercise 25% share options 3 years after the grant date, 25% share options 4 years after the grant date, 25% share options 5 years after the grant date and 25% share options 6 years after the grant date.

At the end of the reporting period, none of the options offered by the controlling shareholder have been taken up by the Offerees. Correspondingly, the Group’s consolidated financial statements for the year ended 31 December 2017 have not reflected the effects of such share-based payments.

31. RESERVES

The amounts of the Group’s reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

30. 購股權計劃(續)

權益結算購股權計劃(續)

於報告期末，本公司於計劃項下尚未行使之購股權為1,852,178,272份。在本公司現有資本結構下，尚未行使購股權獲悉數行使導致本公司發行額外普通股1,852,178,272股，股份溢價分別約926,000港元及248,540,000港元。

控股股東於二零一五年十二月十四日授出的購股權

於二零一五年十二月十四日，本公司控股股東分別向獨立投資者以及顧問及僱員(統稱「**承授人**」)授出3,191,666,665份購股權(「**購股權A**」)及77,066,668份購股權(「**購股權B**」)，讓承授人可根據購股權計劃認購合共3,268,733,333股股份。行使價為每股0.24港元。根據購股權A，歸屬期自授出日期後16日開始，承授人可行使100%購股權。根據購股權B，承授人可於授出日期後3年開始行使25%購股權，於授出日期後4年開始行使25%購股權，於授出日期後5年開始行使25%購股權及於授出日期後6年開始行使25%購股權。

於報告期末，承授人尚未接納由控股股東授出之全部購股權。因此，本集團截至二零一七年十二月三十一日止年度之綜合財務報表未有反映該等以股份為基礎之付款開支之影響。

31. 儲備

本集團於本年度及過往年度之儲備數額及其變動呈列於綜合權益變動表內。





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32. DISPOSAL OF SUBSIDIARIES

(a) Year ended 31 December 2017

On 20 June 2017, the Group entered into a series of sale and purchase agreements with an independent third party to dispose of its entire equity interests in certain subsidiaries for an aggregate consideration of HK\$110,610,000. The transaction was completed on 20 June 2017.

Details of the net assets of the subsidiaries disposed of and the financial impact are summarised as follows:

| | | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 |
|---|----------------|-------------|----------------------------------|
| Net assets disposed of: | 已出售資產淨值： | | |
| Prepaid land lease payments | 預付土地租賃款項 | 15 | 98,640 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | | 12 |
| Accruals and other payables | 應計款項及其他應付款項 | | (8) |
| | | | <u>98,644</u> |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 6 | 11,966 |
| | | | <u>110,610</u> |
| Satisfied by: | 已透過以下方式償付： | | |
| Cash | 現金 | | <u>110,610</u> |

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

就出售附屬公司之現金及現金等值物流入淨額之分析如下：

| | | 2017 二零一七年 HK\$'000 千港元 |
|--|----------------------|----------------------------------|
| Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries | 就出售附屬公司之現金及現金等值物流入淨額 | <u>110,610</u> |





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32. DISPOSAL OF SUBSIDIARIES (Continued)

(b) Year ended 31 December 2016

- (i) Additional information regarding the disposal of the discontinued operation as detailed in note 11 is as follows:

| | | 2016 二零一六年 HK\$'000 千港元 |
|----------------------------------|-------------|----------------------------------|
| Net assets disposed of: | 已出售資產淨值： | |
| Cash and bank balances | 現金及銀行結餘 | 1,199 |
| Accruals and other payables | 應計款項及其他應付款項 | (159) |
| | | 1,040 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 960 |
| | | 2,000 |
| Satisfied by: | 已透過以下方式償付： | |
| Cash | 現金 | 2,000 |

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

就出售附屬公司之現金及現金等值物流入淨額之分析如下：

| | | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------|----------------------------------|
| Cash consideration | 現金代價 | 2,000 |
| Cash and bank balances disposed of | 已出售之現金及銀行結餘 | (1,199) |
| Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries | 就出售附屬公司之現金及現金等值物流入淨額 | 801 |





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32. DISPOSAL OF SUBSIDIARIES (Continued)

(b) Year ended 31 December 2016 (Continued)

- (ii) On 9 September 2016, the Company entered into an agreement with an independent third party to dispose of Loyal Fame Global Limited and its subsidiary (the "Loyal Fame Group") for a consideration of HK\$40,000,000.

32. 出售附屬公司(續)

(b) 截至二零一六年十二月三十一日止年度(續)

- (ii) 於二零一六年九月九日，本公司與一名獨立第三方就按代價40,000,000港元出售忠名環球有限公司及其附屬公司(「忠名集團」)訂立協議。

| | | 2016 二零一六年 |
|--|-----------------------|-----------------|
| | | HK\$'000 千港元 |
| | | Note 附註 |
| Net assets disposed of: | 已出售資產淨值： | |
| Prepaid land lease payments | 預付土地租賃款項 | 15 20,990 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | <u>19,010</u> |
| | | <u>40,000</u> |
| Satisfied by: | 已透過以下方式償付： | |
| Cash and net cash inflow in respect of the disposal of subsidiaries | 就出售附屬公司之現金及 現金流入淨額 | <u>40,000</u> |

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

- (i) During the year ended 31 December 2017, the Company issued certain unsecured notes with an aggregate principal amount of US\$112,887,000 (equivalent to approximately HK\$876,000,000) to the ultimate holding company to refinance certain loans from the ultimate holding company and a related party with an aggregate amount of approximately HK\$876,000,000.
- (ii) During the year ended 31 December 2017, a loan due to an independent third party with a principal amount of HK\$147,450,000 and interest payable of HK\$4,314,000 was assigned to a related party.

33. 綜合現金流量表附註

(a) 主要非現金交易

- (i) 截至二零一七年十二月三十一日止年度，本公司向最終控股公司發行若干本金總額為112,887,000美元(相當於約876,000,000港元)的無抵押票據，以重新注資若干自最終控股公司及一名關聯方取得之合共約876,000,000港元貸款。
- (ii) 截至二零一七年十二月三十一日止年度，應付一名獨立第三方本金額為147,450,000港元之貸款及其應付利息4,314,000港元已轉讓至一名關聯方。





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33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities

33. 綜合現金流量表附註(續)

(b) 融資業務產生之負債變動

| | | Interest payables | Loans from related parties | Other borrowings | Convertible bonds and notes | Unsecured bonds and notes |
|--|----------------|-------------------|----------------------------|------------------|-----------------------------|---------------------------|
| | | 應付利息 | 來自關聯方之貸款 | 其他借款 | 可換股債券及票據 | 無抵押債券及票據 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 January 2017 | 於二零一七年一月一日 | 58,296 | 1,037,241 | 644,917 | 590,018 | - |
| Changes from financing cash flows | 融資現金流變動 | (59,772) | 36,352 | 1,453,343 | (159,475) | 876,415 |
| Other changes | 其他變動 | | | | | |
| — Interest expenses | — 利息開支 | 257,531 | - | - | 21,610 | 886 |
| — Changes in derivative financial instruments | — 衍生金融工具變動 | - | - | - | (357) | - |
| — Refinance of loans from related parties | — 關聯方貸款再融資 | - | (876,000) | - | - | 876,000 |
| — Assignment of a loan and its related interests | — 轉讓貸款及其相關利息 | (4,314) | 151,764 | (147,450) | - | - |
| — Refinancing of a loan | — 貸款再融資 | (12,032) | - | 12,032 | - | - |
| — Maturity of CN 2015 | — 二零一五年可換股票據到期 | - | - | - | (123,400) | 123,400 |
| — Conversion of CN 2015 | — 兌換二零一五年可換股票據 | - | - | - | (281,683) | - |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 239,709 | 349,357 | 1,962,842 | 46,713 | 1,753,301 |

34. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

34. 經營租賃承擔

於報告期末，本集團根據到期之不可撤銷經營租賃之未來最低租賃款項總額如下：

| | | 2017 | 2016 |
|---|----------------|----------------|----------------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Within one year | 一年內 | 78,521 | 104,370 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩年) | 81,724 | 66,234 |
| After five years | 五年後 | 34,575 | 28,399 |
| | | 194,820 | 199,003 |

Except for operating leases of leasehold land on the Island of Saipan which have a period of 25 and 55 years, the leases typically run for an initial period of one to five years. None of the leases includes contingent rentals.

除於塞班島之租賃土地之經營租賃為期25年及55年外，該等租賃之初步租期一般為一至五年不等，其中並無任何租賃包括或然租金。





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35. COMMITMENTS

In addition to the operating lease commitments detailed in note 34 above, the Group had the following commitments at the end of the reporting period:

35. 承擔

除上文附註34詳述之經營租賃承擔外，本集團於報告期末之承擔如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Capital commitments | 資本承擔 | | |
| Contracted, but not provided for: | 已訂約，但未撥備： | | |
| Property, plant and equipment | 物業、廠房及設備 | 474,368 | 2,180,636 |
| Prepaid land lease payments | 預付土地租賃款項 | 79,167 | 223,461 |
| | | 553,535 | 2,404,097 |
| Other commitments | 其他承擔 | | |
| Casino licence fee: | 娛樂場牌照費： | | |
| Within one year | 一年內 | - | 116,310 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩年) | 468,840 | 348,930 |
| After five years | 五年後 | 1,875,360 | 1,977,270 |
| | | 2,344,200 | 2,442,510 |
| Community development fund fees: | 社區發展資金費用： | | |
| Within one year | 一年內 | 156,280 | 155,080 |
| | | 2,500,480 | 2,597,590 |





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36. CONTINGENT LIABILITIES

Unasserted claims and assessments

The Group may be exposed to payment of damages assessed by the United States Equal Employment Opportunity Commission (EEOC). As at 31 December 2017, several former employees of a subsidiary had filed discrimination claims against that subsidiary for alleged violation of EEOC regulations. Violations of EEOC regulations may expose the subsidiary to payment of damages, civil and administrative fines or penalties, court costs and fees in excess of US\$200,000 (approximately HK\$1,563,000).

In the opinion of the Directors, after taking into account of the respective legal advices, as the aforementioned matters are possible unasserted claims and assessments and the likelihood of the Group making any significant amount of payments in respect of claims for damages is remote, the Group has not made any provision for loss in the consolidated financial statements.

Regulatory oversight

The Group is subject to the jurisdiction of various state, local and federal regulatory agencies (the “**Regulatory Authorities**”) in the conduct of its casino operations. Specifically, the Group is required to comply with the rules and regulations of the Commonwealth Casino Commission in the conduct of its gaming operations. The Group is also under the jurisdiction of the Financial Crimes Enforcement Network (“**FinCEN**”) in terms of its compliance with the anti-money laundering provisions of the Bank Secrecy Act (the “**BSA Compliance**”). Should the Group violate the requirements of the Regulatory Authorities, it could be subject to various sanctions and disciplinary actions including monetary fines and penalties, restrictions and conditions on the scope of its operations, and the potential revocation of its gaming licence.

36. 或然負債

未確立之申索及評估

本集團經美國公平就業機會委員會 (EEOC) 評估後可能面臨損害賠償。於二零一七年十二月三十一日，一家附屬公司涉嫌違反 EEOC 之規例而遭其數名前僱員向其提出歧視申索。違反 EEOC 之規例可能令該附屬公司面臨超過 200,000 美元 (約 1,563,000 港元) 之損害賠償、民事及行政罰款、法院成本及費用。

董事認為，經考慮各自的法律意見後，由於上述事項為潛在未確立之申索及評估，且本集團不大可能就損害申索作出任何大額付款，故本集團概無於此等綜合財務報表就虧損作出任何撥備。

規管監督

本集團於進行其賭場業務時受不同州、地方及聯邦監管機構 (「**監管機構**」) 所監督。具體而言，本集團於進行其博彩業務時須遵照聯邦賭場委員會 (Commonwealth Casino Commission) 之規則及法規。在遵照銀行保密法之反洗黑錢條文 (「**銀行保密法合規**」) 方面，本集團亦受打擊金融罪行執法網絡 (「**金融罪行執法網絡**」) 所監督。倘本集團違反監管機構之規定，則其可能面臨不同制裁及處分，包括徵收罰款、限制及約束其業務範疇，以及可能撤銷其博彩牌照。





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36. CONTINGENT LIABILITIES (Continued)

Other matter

In March 2017, an accident occurred at the Group's hotel construction site that resulted in the death of a worker employed by a contractor. The accident resulted in investigations performed by various government agencies, and it was determined that the contractors and sub-contractors employed workers who did not possess appropriate work visas. Management of the Group denies any knowledge of illegal hiring practices of the contractors and sub-contractors. Furthermore, management asserts that there will not be any material adverse impact to the Group's results and financial position as a result of this matter. Accordingly, no provision for loss, if any, has been included in these consolidated financial statements.

Other litigation matters

As at the end of the reporting period and up to the date of approval of these financial statements, apart from expressly stated above, the Group is a party to a number of civil litigations cases, as either a plaintiff or defendant. In the opinion of the Directors, after taking into account of the respective legal advices, these cases are either premature and/or the Group has a very high likelihood of success in its action and, therefore will not have any adverse impact on the Group's results and financial position. In the opinion of the Directors, adequate provision has been made in these consolidated financial statements.

37. PLEDGE OF ASSETS

As at 31 December 2017, the Group did not have any pledge of assets (2016: Nil).

36. 或然負債(續)

其他事宜

於二零一七年三月，本集團酒店建築地盤發生意外，導致承建商僱用的一名工人身故。多個政府部門就意外進行調查，並認為承建商及分包商僱用之工人並無持有合適工作簽證。本集團管理層否認得悉承建商及分包商僱用非法勞工。此外，管理層表示有關事件不會對本集團之業績及財務狀況造成任何重大不利影響。因此，該等綜合財務報表並無包括就虧損(如有)作出之撥備。

其他訴訟事項

於報告期末及直至此等財務報表獲批准日期，除明確訂明者外，本集團作為原告或被告涉及數項民事訴訟案件。董事認為，經考慮各自之法律意見後，此等案件尚處於早期階段及／或本集團於其訴訟之成功率相當高，故將不會對本集團之業績及財務狀況構成任何不利影響。董事認為，已於此等綜合財務報表作出充分撥備。

37. 資產抵押

於二零一七年十二月三十一日，本集團並無任何資產抵押(二零一六年：無)。





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38. RELATED PARTY TRANSACTIONS

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

38. 關聯方交易

- (a) 除在此等綜合財務報表其他章節披露之交易外，本集團於年內有下列關聯方交易：

| | | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------|-------------|----------------------------------|----------------------------------|
| <i>Continuing connected transactions:</i> | <i>持續關連交易：</i> | | | |
| Salary paid to Ji Xiaobo ("Mr. Ji") | 支付予紀曉波先生(「紀先生」)之薪金 | (i) | 7,793 | 7,763 |
| <i>Exempted connected transactions:</i> | <i>獲豁免關連交易：</i> | | | |
| Interest expense on loans from and notes issued to related parties | 來自向關聯方貸款及發行票據之利息開支 | (ii) | 97,560 | 46,619 |
| Project management service fees to WWA | 支付予環球亞洲之項目管理服務費 | (iii) | 34,881 | 48,326 |
| Project management service fees to Mr. Wu | 支付予Wu先生之項目管理服務費 | (iv) | 1,670 | 3,260 |

Notes:

- (i) On 27 February 2015, Best Fortune Corporation Limited, a direct wholly-owned subsidiary of the Company, entered into an employment agreement (the "Employment Agreement") with Mr. Ji, the son of the ultimate controlling party of the Company, pursuant to which Mr. Ji was appointed as the Project Director of the casino resort project on the Island of Saipan. According to the Employment Agreement, Mr. Ji is entitled to a basic annual salary of US\$1,000,000 (equivalent to approximately HK\$7,750,000) and a discretionary bonus. The aggregate amount of remuneration has a cap of US\$2,000,000 (equivalent approximately to HK\$15,520,000).
- (ii) During the year ended 31 December 2017, interest expense of HK\$97,560,000 (2016: HK\$46,619,000) was charged on loans from and notes issued to related parties. The interest rates ranged from 7.5% to 9.5% (2016: 8% to 9.5%) per annum.
- (iii) During the year ended 31 December 2017, service fees of HK\$34,881,000 (2016: HK\$48,326,000) were payable to WWA for the project management services rendered to the Group. The amount mainly included reimbursements of staff costs and office overheads.
- (iv) During the year ended 31 December 2017, service fees of HK\$1,670,000 (2016: HK\$3,260,000) were payable to Mr. Wu for the project management services rendered to the Group.

附註：

- (i) 於二零一五年二月二十七日，本公司之直接全資附屬公司振裕興業有限公司與本公司最終控制人之兒子紀先生訂立僱用協議(「僱用協議」)，據此，紀先生獲委任為於塞班島進行之娛樂場度假村項目之項目總監。根據僱用協議，紀先生有權每年收取基本薪金1,000,000美元(相當於約7,750,000港元)及酌情花紅。薪酬總額上限為2,000,000美元(相當於約15,520,000港元)。
- (ii) 截至二零一七年十二月三十一日止年度，來自向關聯方貸款及發行票據之利息開支為97,560,000港元(二零一六年：46,619,000港元)。年利率介乎7.5%至9.5%(二零一六年：8%至9.5%)。
- (iii) 截至二零一七年十二月三十一日止年度，就向本集團提供之項目管理服務應付環球亞洲之服務費為34,881,000港元(二零一六年：48,326,000港元)。該款項主要包括員工成本及辦公室開支的報銷。
- (iv) 截至二零一七年十二月三十一日止年度，就向本集團提供之項目管理服務應付Wu先生之服務費為1,670,000港元(二零一六年：3,260,000港元)。





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38. RELATED PARTY TRANSACTIONS (Continued)

(b) Details of the Group's interest payable to related parties, loans from related parties and unsecured notes issued to related parties as at the end of the reporting period are included in notes 22, 24 and 27 to the consolidated financial statements.

(c) Compensation of key management personnel of the Group:

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and the senior management, is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|------------------------------|-------------|----------------------------------|----------------------------------|
| Short term employee benefits | 短期僱員福利 | 66,981 | 68,054 |
| Post-employment benefits | 離職後福利 | 174 | 19 |
| Share-based payments | 以股份為基礎之付款開支 | 5,826 | 1,230 |
| | | 72,981 | 69,303 |

Further details of directors' emoluments are included in note 8 to the consolidated financial statements.

39. FINANCIAL INSTRUMENTS BY CATEGORY

Other than the available-for-sale investments and derivative financial instruments as disclosed in notes 17 and 23 to the consolidated financial statements, respectively, all financial assets and liabilities of the Group as at 31 December 2017 and 2016, are loans and receivables, and financial liabilities at amortised cost, respectively.

38. 關聯方交易 (續)

(b) 本集團於報告期末應付關聯方之利息、來自關聯方之貸款及向關聯方發行之無抵押票據之詳情載於綜合財務報表附註22、24及27。

(c) 本集團主要管理人員之酬金：

本集團主要管理人員之薪酬(包括支付予本公司董事及高級管理層之金額)如下：

董事酬金之進一步詳情載於綜合財務報表附註8。

39. 按類別劃分之金融工具

除綜合財務報表附註17及23分別披露之可供出售投資及衍生金融工具外，本集團於二零一七年及二零一六年十二月三十一日之所有金融資產及負債分別為貸款及應收款項以及按攤銷成本計量之金融負債。



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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

40. 金融工具之公允價值及公允價值級別

本集團金融工具之賬面值及公允價值如下，惟賬面值與公允價值合理相若者除外：

| | | Carrying amounts | | Fair values | |
|----------------------------------|-------------|------------------|-----------|------------------|-----------|
| | | 賬面值 | | 公允價值 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Financial assets | 金融資產 | | | | |
| Available-for-sale investments | 可供出售投資 | 82,464 | 103,085 | 82,464 | 103,085 |
| Derivative financial assets | 衍生金融資產 | 1,010 | – | 1,010 | – |
| | | 83,474 | 103,085 | 83,474 | 103,085 |
| Financial liabilities | 金融負債 | | | | |
| Derivative financial liabilities | 衍生金融負債 | 1,033 | 215 | 1,033 | 215 |
| Other borrowings | 其他借款 | 1,962,842 | 644,917 | 1,927,824 | 644,917 |
| Loan from related parties | 來自關聯方之貸款 | 349,357 | 1,037,241 | 322,111 | 1,037,241 |
| Convertible bonds and notes | 可換股債券及票據 | 46,713 | 590,018 | 45,816 | 590,018 |
| Unsecured bonds and notes | 無抵押債券及票據 | 1,753,301 | – | 1,726,710 | – |
| | | 4,113,246 | 2,272,391 | 4,023,494 | 2,272,391 |

Management has assessed that the fair values of cash and cash equivalents, restricted bank deposit, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in accruals, other payables and deposits received approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the Chief Financial Officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The Chief Financial Officer reports directly to the Chief Executive Officer and the Audit Committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Chief Financial Officer. The valuation process and results are discussed with the Audit Committee twice a year for interim and annual financial reporting.

管理層已評估，現金及現金等值物、受限制銀行存款、應收貿易賬款、應付貿易賬款、計入預付款項、按金及其他應收款項之金融資產、計入應計款項、其他應付款項及已收按金之金融負債的公允價值與其賬面值相若，主要由於此等工具於短期內到期所致。

本集團由首席財務官領導的財務部門負責決定金融工具公允價值計量之政策及程序。首席財務官直接向行政總裁及審核委員會匯報。於各報告日期，財務部門分析金融工具之價值變動，並釐定估值中適用的主要輸入值。首席財務官審閱及批准估值，並就中期及年度財務報告的估值過程及結果與審核委員會每年進行兩次討論。



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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The fair values of the non-current portion of other borrowings, loan from a related party, convertible bonds and unsecured bonds and notes have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for other borrowings, loans from related parties and unsecured bonds and notes as at 31 December 2017 was assessed to be insignificant. The fair value of the liability portion of the convertible bonds and notes is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond or note with consideration of the Group's own non-performance risk.

The fair values of listed available-for-sale equity investments are based on quoted market prices.

The fair values of the embedded derivative in convertible bonds and notes are determined by valuation techniques and based on assumptions on market conditions existing at the end of the reporting period. The valuation model requires the input of subjective assumptions, including the stock price, expected volatility and risk free rate. The fair values of the liability portion of the convertible bonds and notes are estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bonds and notes with consideration of the Group's own non-performance risk.

As at 31 December 2017, the Group had available-for-sale investments amounting to HK\$82,464,000 (2016: HK\$103,085,000) measured at Level 1 fair value.

As at 31 December 2017, the Group had derivative asset amounting to HK\$1,010,000 (2016: Nil) measured at Level 2 fair value.

As at 31 December 2017, the Group had derivative financial liabilities amounting to HK\$1,033,000 (2016: HK\$215,000) measured at Level 2 fair value.

40. 金融工具之公允價值及公允價值級別(續)

其他借款、來自一名關聯方之貸款、可換股債券及無抵押債券及票據非流動部分之公允價值乃按擁有相若條款、信貸風險及餘下年期工具的現時可用比率貼現預期未來現金流量計算。於二零一七年十二月三十一日，本集團本身就其他借款、來自關聯方之貸款及無抵押債券及票據之不履約風險被評為並不重大。可換股債券及票據負債部分之公允價值，乃按相若可換股債券或票據所用相等市場利率並考慮到本集團本身之不履約風險，貼現預期未來現金流量作出估計。

上市可供出售股本投資的公允價值乃按市場報價計算。

可換股債券及票據之嵌入式衍生工具之公允價值乃按估值方法釐定及按於報告期末對現時市場狀況之假設計算。估值模式規定主觀假設之輸入值，包括股價、預期波動及無風險利率。可換股債券及票據負債部分之公允價值乃按同類可換股債券及票據之相等市場利率及考慮本集團本身之不履約風險，貼現預期未來現金流量進行估計。

於二零一七年十二月三十一日，本集團之可供出售投資82,464,000港元(二零一六年：103,085,000港元)乃按第一級公允價值計量。

於二零一七年十二月三十一日，本集團之衍生資產1,010,000港元(二零一六年：無)乃按第二級公允價值計量。

於二零一七年十二月三十一日，本集團之衍生金融負債1,033,000港元(二零一六年：215,000港元)乃按第二級公允價值計量。





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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2016: Nil).

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise other borrowings, loans from related parties, convertible bonds and notes, unsecured bonds and notes and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.5 to the consolidated financial statements.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from future commercial transactions, recognised assets and liabilities, net investments in foreign operations or expenditure of operating units in currencies other than the units' functional currencies. During the year, the Group did not use any financial instruments for hedging purposes.

The majority of its foreign currency exposure comprises assets and liabilities denominated in US\$. The exchange rate of the HK\$ is pegged to the US\$ and has remained relatively stable over the past years. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

40. 金融工具之公允價值及公允價值級別(續)

年內，第一級與第二級之間概無任何公允價值計量之轉移，且金融資產及金融負債均無轉入或轉出第三級(二零一六年：無)。

41. 財務風險管理目標及政策

本集團衍生工具以外之主要金融工具包括其他借款、來自關聯方之貸款、可換股債券及票據、無抵押債券及票據以及現金及現金等值物。此等金融工具之主要目的為籌集資金作本集團經營所需。本集團擁有應收貿易賬款及應付貿易賬款等其他不同金融資產及負債，均直接來自其經營業務。

本集團金融工具之主要風險為外幣風險、信貸風險、流動資金風險及股本價格風險。董事會檢討及協定管理各項有關風險之政策，並概述如下。本集團有關衍生工具的會計政策載於綜合財務報表附註2.5。

外幣風險

本集團面對交易貨幣風險。有關風險來自未來商業交易、已確認資產及負債、海外業務投資淨額或經營單位開支以功能貨幣以外之其他貨幣為單位而產生。年內，本集團並無使用任何金融工具作對沖之用。

其外幣風險主要包括以美元計值之資產及負債，而港元之匯率與美元掛鈎並於過去數年維持較穩定。本集團透過密切監控匯率變動管理其外幣風險。





Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist principally of trade receivables.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group issues credit in the form of markers to approved casino customers following investigations of creditworthiness. In addition, the Group reviews the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 19 to the consolidated financial statements.

41. 財務風險管理目標及政策(續)

信貸風險

金融工具可能使本集團承受集中信貸風險(主要由應收貿易賬款組成)。

為降低信貸風險，本集團管理層成立團隊負責釐定信貸限額、信貸批准及其他監控程序，確保採取跟進行動收回逾期債務。本集團以借據的形式向通過信用審查的娛樂場客戶發出信貸。此外，本集團定期審閱各項個別貿易債務的可收回金額，確保就無法收回金額作出足夠減值虧損撥備。就此而言，董事認為本集團的信貸風險大幅下降。

有關本集團因應收貿易賬款所產生信貸風險的進一步定量數據於綜合財務報表附註19披露。





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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of loans from related parties, other borrowings, convertible bonds and notes and unsecured bonds and notes.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

41. 財務風險管理目標及政策(續)

流動資金風險

本集團運用經常性流動資金規劃工具監察資金短缺之風險。該工具考慮金融工具及金融資產(如應收貿易賬款)之到期情況,以及預測來自經營活動之現金流量。

本集團的目的是要運用來自關聯方之貸款、其他借款、可換股債券及票據以及無抵押債券及票據在資金持續供應與靈活性之間維持平衡。

本集團於報告期末根據合約非貼現開支的金融負債之到期情況如下:

| | | Within one year or on demand | In the second year | In the third to fifth years inclusive 第三至第五年 | After five years | Total |
|-----------------------------|-------------|---------------------------------|-----------------------|---|---------------------|------------------|
| | | 一年內或應要求 | 第二年 | (包括首尾兩年) | 五年後 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| 2017 | 二零一七年 | | | | | |
| Trade payables | 應付貿易賬款 | 78,623 | - | - | - | 78,623 |
| Accruals and other payables | 應計款項及其他應付款項 | 2,767,484 | - | - | - | 2,767,484 |
| Other borrowings | 其他借款 | 1,247,636 | 899,891 | - | - | 2,147,527 |
| Loans from related parties | 來自關聯方之貸款 | 197,593 | 151,764 | - | - | 349,357 |
| Convertible bonds and notes | 可換股債券及票據 | 2,000 | 50,970 | - | - | 52,970 |
| Unsecured bonds and notes | 無抵押債券及票據 | 21,971 | 1,313,306 | 629,636 | 31,845 | 1,996,758 |
| | | 4,315,307 | 2,415,931 | 629,636 | 31,845 | 7,392,719 |





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截至二零一七年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

41. 財務風險管理目標及政策(續)

流動資金風險(續)

| | | Within one year or on demand 一年內或應要求 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|-----------------------------|-------------|---|--------------------------------|
| 2016 | 二零一六年 | | |
| Trade payables | 應付貿易賬款 | 22,061 | 22,061 |
| Accruals and other payables | 應計款項及其他應付款項 | 1,386,212 | 1,386,212 |
| Other borrowings | 其他借款 | 701,270 | 701,270 |
| Loans from related parties | 來自關聯方之貸款 | 1,124,382 | 1,124,382 |
| Convertible notes | 可換股票據 | 628,900 | 628,900 |
| | | 3,862,825 | 3,862,825 |

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual listed equity investments classified as available-for-sale investments (note 17) as at 31 December 2017 and 2016. The Group's listed investments are listed on the Hong Kong Stock Exchange and are valued at quoted market prices at the end of the reporting period. The Group is also exposed to equity price risk arising from changes in the price of the Company's own shares to the extent that the Company's own equity investments underlie the fair values of derivatives. The Group was also exposed to this risk through the conversion rights attached to the convertible bonds and notes (note 26) issued by the Company.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

股本價格風險

股本價格風險即股本證券公允價值因股權指數水平及個別證券價值之變動而減少之風險。於二零一七年及二零一六年十二月三十一日，本集團面臨由分類為可供出售投資的個別上市股本投資(附註17)引致的股本價格風險。本集團之上市投資於香港聯交所上市，並於報告期末按所報市價計值。本集團亦面臨來自本公司自有股份價格變動之股本價格風險，惟限於本公司自有股本投資低於衍生工具之公允價值。本集團亦因本公司發行之可換股債券及票據(附註26)所附帶之兌換權而面臨有關風險。

資本管理

本集團資本管理之主要目標為確保本集團能夠持續經營，並維持穩健的資本比率，以支持其業務營運及最大限度地提高股東價值。





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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2017 and 2016.

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes convertible bonds and notes, unsecured bonds and notes, loans from related parties, other borrowings, trade and other payables and accruals, less cash and cash equivalents and restricted bank deposits. Capital includes convertible bonds and notes and equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

41. 財務風險管理目標及政策(續)

資本管理(續)

本集團根據經濟狀況之變化及相關資產之風險特徵管理其資本架構並作出調整。為維持或調整資本架構，本集團或會調整支付予股東之股息、退還資本予股東或發行新股。本集團毋須遵守任何外加的資本規定。截至二零一七年及二零一六年十二月三十一日止年度，本集團資本管理之目標、政策或流程並無出現變動。

本集團採用資產負債比率(即淨債務除經調整資本加淨債務)監控資本。淨債務包括可換股債券及票據、無抵押債券及票據、來自關聯方之貸款、其他借款、應付貿易賬款及其他應付款項及應計款項，扣除現金及現金等值物以及受限制銀行存款。資本包括可換股債券及票據及本公司擁有人應佔股權。本集團於報告期末的資產負債比率如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---------------------------------|-------------|----------------------------------|----------------------------------|
| Convertible bonds and notes | 可換股債券及票據 | 46,713 | 590,018 |
| Unsecured bonds and notes | 無抵押債券及票據 | 1,753,301 | – |
| Loans from related parties | 來自關聯方之貸款 | 349,357 | 1,037,241 |
| Other borrowings | 其他借款 | 1,962,842 | 644,917 |
| Trade payables | 應付貿易賬款 | 78,623 | 22,061 |
| Other payables and accruals | 其他應付款項及應計款項 | 2,795,471 | 1,408,724 |
| Less: Cash and cash equivalents | 減：現金及現金等值物 | (284,520) | (93,945) |
| Restricted bank deposit | 受限制銀行存款 | – | (11,624) |
| Net debt | 淨債務 | 6,701,787 | 3,597,392 |
| Convertible bonds and notes | 可換股債券及票據 | 46,713 | 590,018 |
| Total equity | 總權益 | 3,852,965 | 2,860,897 |
| Adjusted capital | 經調整資本 | 3,899,678 | 3,450,915 |
| Capital and net debt | 資本及淨債務 | 10,601,465 | 7,048,307 |
| Gearing ratio | 資產負債比率 | 63.2% | 51.0% |





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42. EVENTS AFTER THE REPORTING PERIOD

- (a) from January 2018 and up to the date of approval of these consolidated financial statements, the Company has obtained unsecured loans which are interest-bearing at 6%–13% per annum in an aggregate amount of HK\$870,537,000 from independent third parties, of which HK\$410,000,000, HK\$214,500,000 and HK\$246,037,000 are repayable in 2018, 2019 and 2020, respectively;
- (b) from January to March 2018, the Company has renewed and extended the repayment tenures of certain unsecured borrowings of approximately HK\$842,958,000 outstanding at the end of the reporting period to 2019 and 2020 for amounts of HK\$398,000,000 and HK\$444,958,000, respectively; and
- (c) on 21 March 2018, the Company has obtained an additional unsecured credit facility of approximately HK\$781,000,000 from an independent third party, which is interest-bearing at 12% per annum.

43. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified and re-presented to conform with the current year's presentation.

42. 報告期後事項

- (a) 自二零一八年一月起直至此等綜合財務報告獲批准日期，本公司自獨立第三方取得總額為870,537,000港元的無抵押貸款，有關貸款按年利率6厘至13厘計息，其中410,000,000港元、214,500,000港元及246,037,000港元分別須於二零一八年、二零一九年及二零二零年償還；
- (b) 於二零一八年一月至三月，本集團已重訂及延長於報告期末未償還金額約為842,958,000港元之若干無抵押借款之還款期，其中398,000,000港元及444,958,000港元之還款期分別延至二零一九年及二零二零年；及
- (c) 於二零一八年三月二十一日，本公司自獨立第三方取得約781,000,000港元之額外無抵押信貸額度，按年利率12厘計息。

43. 比較金額

若干比較金額已重新分類及重列，與本年度之呈列一致。





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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

44. 本公司財務狀況表

有關本公司於報告期末之財務狀況表的資料如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | | 非流動資產 | |
| Property, plant and equipment | 物業、廠房及設備 | 9,177 | 11,714 |
| Investments in subsidiaries | 於附屬公司之投資 | —* | —* |
| Deposits and other receivables | 按金及其他應收款項 | 10,373 | 10,257 |
| Available-for-sale investments | 可供出售投資 | 82,464 | 103,085 |
| | | <u>102,014</u> | <u>125,056</u> |
| TOTAL non-current assets | | 非流動資產總值 | |
| | | <u>102,014</u> | <u>125,056</u> |
| CURRENT ASSETS | | 流動資產 | |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 26,419 | 65,283 |
| Derivative financial asset | 衍生金融資產 | 1,010 | — |
| Due from subsidiaries | 應收附屬公司款項 | 6,586,765 | 4,117,862 |
| Restricted bank deposit | 受限制銀行存款 | — | 11,624 |
| Cash and cash equivalents | 現金及現金等值物 | 49,460 | 31,788 |
| | | <u>6,663,654</u> | <u>4,226,557</u> |
| TOTAL current assets | | 流動資產總值 | |
| | | <u>6,663,654</u> | <u>4,226,557</u> |





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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 44. 本公司財務狀況表(續)

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------------|----------------------------------|----------------------------------|
| CURRENT LIABILITIES | 流動負債 | | |
| Accruals, other payables and deposits received | 應計款項、其他應付款項及已收按金 | 1,145,239 | 334,738 |
| Derivative financial liabilities | 衍生金融負債 | 1,033 | 215 |
| Other borrowings | 其他借款 | 1,189,492 | 644,917 |
| Loan from related parties | 來自關聯方之貸款 | 197,593 | 1,037,241 |
| Convertible notes | 可換股票據 | - | 590,018 |
| Total current liabilities | 流動負債總額 | <u>2,533,357</u> | <u>2,607,129</u> |
| NET CURRENT ASSETS | 流動資產淨值 | <u>4,130,297</u> | <u>1,619,428</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | <u>4,232,311</u> | <u>1,744,484</u> |
| NON-CURRENT LIABILITIES | 非流動負債 | | |
| Other borrowings | 其他借款 | 773,350 | - |
| Loan from a related party | 來自關聯方之貸款 | 151,764 | - |
| Convertible bonds | 可換股債券 | 46,713 | - |
| Unsecured bonds and notes | 無抵押債券及票據 | 1,753,301 | - |
| Total non-current liabilities | 非流動負債總額 | <u>2,725,128</u> | <u>-</u> |
| Net assets | 資產淨值 | <u>1,507,183</u> | <u>1,744,484</u> |
| CAPITAL AND RESERVES | 資本及儲備 | | |
| Share capital | 股本 | 71,492 | 70,826 |
| Reserves (note) | 儲備(附註) | 1,435,691 | 1,673,658 |
| Total equity | 總權益 | <u>1,507,183</u> | <u>1,744,484</u> |

* Less than HK\$1,000

* 少於 1,000 港元





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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

44. 本公司財務狀況表 (續)

Note:

附註：

A summary of the Company's reserves is as follows:

本公司之儲備概要如下：

| | | Convertible notes reserve 可換股票據儲備 HK\$'000 千港元 | Share premium account 股份溢價賬 HK\$'000 千港元 | Share option reserve 購股權儲備 HK\$'000 千港元 | Investment reserve 投資儲備 HK\$'000 千港元 | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------------|--|--|---|--|--|--------------------------------|
| At 1 January 2016 | 於二零一六年一月一日 | 1,480,332 | 1,847,279 | 41,811 | (35,797) | (1,588,607) | 1,745,018 |
| Loss for the year | 年內虧損 | - | - | - | - | (240,402) | (240,402) |
| Other comprehensive income for the year | 年內其他全面收入 | | | | | | |
| Changes in fair value of available-for-sale investments, net | 可供出售投資的公允價值 變動淨額 | - | - | - | 21,195 | - | 21,195 |
| Issue of new shares | 發行新股份 | - | 137,500 | - | - | - | 137,500 |
| Equity-settled share option arrangements | 確認從權益支付之以股份 結算支出 | - | - | 10,347 | - | - | 10,347 |
| Transfer of reserve upon the lapse of share options | 購股權失效時轉撥儲備 | - | - | (1,444) | - | 1,444 | - |
| At 31 December 2016 and 1 January 2017 | 於二零一六年十二月三十一日及 二零一七年一月一日 | 1,480,332 | 1,984,779 | 50,714 | (14,602) | (1,827,565) | 1,673,658 |
| Loss for the year | 年內虧損 | - | - | - | - | (555,221) | (555,221) |
| Other comprehensive income for the year: | 年內其他全面收入： | | | | | | |
| Changes in fair value of available-for-sale investments, net | 可供出售投資公允價值 變動淨額 | - | - | - | 14,602 | - | 14,602 |
| Issue of shares upon conversion of convertible notes | 可換股票據兌換時 發行股份 | - | 281,017 | - | - | - | 281,017 |
| Equity-settled share option arrangements | 確認從權益支付之以股份 結算支出 | - | - | 21,635 | - | - | 21,635 |
| Transfer of reserve upon the lapse of share options | 購股權失效時轉撥儲備 | - | - | (1,557) | - | 1,557 | - |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 1,480,332 | 2,265,796 | 70,792 | - | (2,381,229) | 1,435,691 |

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.5 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or transferred to retained profits should the related options expire or be forfeited.

購股權儲備包括尚未行使已授出購股權之公允價值，其進一步解釋載於綜合財務報表附註2.5以股份為基礎之付款開支之會計政策。該金額將於有關購股權獲行使時轉撥至股份溢價賬，或於有關購股權到期或被沒收時轉撥至保留溢利。

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2018.

45. 批准財務報表

該等財務報表已於二零一八年三月二十八日獲董事會批准及授權刊發。





Five-Year Financial Summary

五年財務概要

The following table summarises the results, and the assets and liabilities of the Group for each of five years ended 31 December:

本集團截至十二月三十一日止五個年度各年之業績以及資產及負債於下表概述：

RESULTS

業績

| | | For the year ended 31 December 截至十二月三十一日止年度 | | | | 2017 |
|--|-------------------|--|-------------|----------|-----------|-------------------|
| | | 2013 | 2014 | 2015 | 2016 | 2017 |
| | | 二零一三年 | 二零一四年 | 二零一五年 | 二零一六年 | 二零一七年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| CONTINUING OPERATIONS | 持續經營業務 | | | | | |
| Revenue | 收益 | 544,824 | 558,267 | 714,549 | 7,488,979 | 13,155,608 |
| Profit/(loss) before tax | 除稅前溢利/(虧損) | (14,951) | (1,558,351) | 50,351 | 1,096,803 | 870,960 |
| Income tax expenses | 所得稅開支 | (2) | - | - | (160,910) | (233,487) |
| Profit/(loss) for the year from continuing operations | 來自持續經營業務年內溢利/(虧損) | (14,953) | (1,558,351) | 50,351 | 935,893 | 637,473 |
| DISCONTINUED OPERATION | 已終止業務 | | | | | |
| Loss for the year from a discontinued operation | 來自一項已終止業務年內虧損 | - | - | (68,392) | (318) | - |
| Profit/(loss) for the year attributable to owners of the Company | 本公司持有人應佔年內溢利/(虧損) | (14,953) | (1,558,351) | (18,041) | 935,575 | 637,473 |

ASSETS AND LIABILITIES

資產及負債

| | | As at 31 December 於十二月三十一日 | | | | 2017 |
|-------------------|------|-------------------------------|----------|-------------|-------------|---------------------|
| | | 2013 | 2014 | 2015 | 2016 | 2017 |
| | | 二零一三年 | 二零一四年 | 二零一五年 | 二零一六年 | 二零一七年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Total assets | 資產總值 | 183,271 | 931,667 | 3,319,260 | 9,613,103 | 15,641,294 |
| Total liabilities | 負債總額 | (37,736) | (60,384) | (1,571,735) | (6,752,206) | (11,788,329) |
| Net assets | 資產淨值 | 145,535 | 871,283 | 1,747,525 | 2,860,897 | 3,852,965 |





IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司

2017

ANNUAL REPORT

年度報告