



THE MURRAY

Cover photo\*: The Murray, Hong Kong guards the intersection of traffic arteries in Central that run east-west and north-south. It commands open green views over Hong Kong Park and to Victoria Peak. It is well connected to other parts of Central and to the Mass Transit Railway.

\* The photo has been edited and processed with computerised imaging techniques.

[www.harbourcentre.com.hk](http://www.harbourcentre.com.hk)



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The Murray, Hong Kong





Garden Lounge



Popinjays



Signature Suite



Lobby

## BUSINESS MODEL

Harbour Centre Development Limited is a listed subsidiary of Wharf Real Estate Investment Company Limited (“Wharf REIC”), with property and hotel development and investment as its core business. Mainland assets are being liquidated in an orderly manner to focus on Hong Kong.

Flagship assets comprise Marco Polo Hongkong Hotel (“MP Hong Kong”) and The Murray, Hong Kong. Strategically located in Harbour City in Tsimshatsui, MP Hong Kong has long been a core operating asset. The Murray, Hong Kong, a luxury hotel at a prominent location in Central, part of the “Conserving Central” Initiative, started to contribute revenue since 2018.

As exit from Development Properties (“DP”) in the Mainland continues, sharply lower revenue and profit from the depleted land bank were reported for 2018. With only two projects (Shanghai South Station and Suzhou International Finance Square (“IFS”)) remaining in the land bank, revenue and profit will continue to be volatile and diminish in the coming years.

Other Mainland assets comprise two hotels, Marco Polo Changzhou (“MP Changzhou”) and Niccolo Suzhou (under development as part of Suzhou IFS).

## BUSINESS STRATEGY

The Group endeavours to generate return to shareholders through:

- (a) Owning and operating prime hotels and investment properties (“IP”) in prime locations through continuous product and service enhancement to maximise income and value; and
- (b) Exercising prudent and disciplined financial management at all times.

## BOARD OF DIRECTORS

### Chairman

Mr Stephen T H Ng

### Non-executive Directors

Hon Frankie C M Yick, *SBS, JP*

Mr Kevin C Y Hui

Mr Peter Z K Pao

### Independent Non-executive Directors

Mr David T C Lie-A-Cheong, *SBS, OM, JP*

Mr Roger K H Luk, *BBS, JP*

Mr Michael T P Sze

Mr Brian S K Tang

Mr Ivan T L Ting

## COMPANY SECRETARY

Mr Kevin C Y Hui, *FCCA, CPA, FCIS, FCS*

## AUDITORS

KPMG, Certified Public Accountants

## PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

## REGISTRARS

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

## REGISTERED OFFICE

16th Floor, Ocean Centre, Harbour City  
Canton Road, Kowloon, Hong Kong  
Tel: (852) 2118 8118  
Fax: (852) 2118 8018  
Website: [www.harbourcentre.com.hk](http://www.harbourcentre.com.hk)

### LISTING

Ordinary Shares  
The Stock Exchange of Hong Kong Limited  
Stock Code: 51

As at 31 December 2018

Number of issued shares

708,750,000

Market capitalisation (Approx.)

HK\$10.1 billion

### FINANCIAL CALENDAR

Payment of 2018 1st Interim Dividend

7 September 2018

Record Date & Time for 2018 2nd Interim Dividend

6:00 p.m., 2 April 2019

Payment of 2018 2nd Interim Dividend

18 April 2019

Closure of Register of Members

29 April 2019

(Shareholders' rights to attend and vote at Annual General Meeting)

to 3 May 2019  
(both days inclusive)

Annual General Meeting

11:15 a.m., 3 May 2019

### CONTACTS

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Investor enquiries: [ir@harbourcentre.com.hk](mailto:ir@harbourcentre.com.hk)

Media enquiries: [pr@harbourcentre.com.hk](mailto:pr@harbourcentre.com.hk)



### THE YEAR IN REVIEW

The hospitality and retail sectors in Hong Kong were generally buoyant in 2018. However, macro political and economic uncertainties boiled to the surface in the second half of the year. Hotel occupancy was high but room rates lacked momentum and retail sales growth tapered off.

Against that backdrop, and with The Murray, Hong Kong reporting a start-up loss, the Group's total revenue from Hong Kong increased by 44% over 2017 to HK\$1,348 million and operating profit increased by 1% to HK\$437 million.

On the other hand, as the Group's exit from DP continues, total revenue from Mainland China decreased by a sharp 97% to HK\$178 million to turn in an operating loss of HK\$109 million.

On a consolidated basis, Group revenue decreased by 77% to HK\$1,583 million (2017: HK\$6,997 million), operating profit by 91% to HK\$385 million (2017: HK\$4,119 million) and underlying net profit by 60% to HK\$512 million (2017: HK\$1,290 million), its lowest level since 2011. Inclusive of IP revaluation surplus, Group profit decreased by 37% to HK\$831 million (2017: HK\$1,320 million).

At year-end, Group assets totalled HK\$26.4 billion (or HK\$30.8 billion if the hotels were restated at market value), net debt amounted to HK\$385 million (2017: net cash of HK\$397 million) and net asset value per share was HK\$24.38 (or HK\$30.65 if the hotels were restated at market value). A second interim dividend of HK\$0.23 per share will bring full year dividend per share to HK\$0.30 (2017: HK\$0.70), also its lowest level since 2011.

### THE MURRAY, HONG KONG

It was a year celebrating the half-a-century iconic edifice coming to life again with The Murray, Hong Kong opening to critical acclaim both locally and internationally. As part of the Government's "Conserving Central" Initiative, the epic transformation of the prominent former Government office building into a new luxury hotel was completed within four years. This marked the latest long-term strategic investment for the Group in prime Central.

The Group was grateful to have undertaken this rare and massive project and deeply inspired by the timelessness of the architecture. While retaining the tall white landmark façade with the imposing three-storey arches and unique recessed windows, the redesign with the help of renowned Foster + Partners, was filled with pleasant surprises from the spacious guestrooms and suites with a minimalist taste to the exceptional selection of restaurants and dining options.

Enjoying a privileged location on Cotton Tree Drive facing the green oasis of Hong Kong Park, the 1960s modernist landmark has been firmly entrenched in the collective memory of the city. Through this triumphant synthesis of the past and the present, the legacy will live on for years to come.

### OUTLOOK

In a cautious start to 2019, the global economy is facing a barrage of challenges. Slower and less balanced growth is observed, with moderation experienced in advanced economies. The ongoing Sino-US conflicts, inconclusive Brexit negotiations, prolonged political turbulence in Washington and heightened financial volatility, take uncertainty to a new height. Global growth concerns are further complicated by fresh political chaos in Europe including the “yellow vest” movement in France. Each factor has the potential to disrupt the outlook for global growth in 2019.

### Hong Kong

Dampened by the less robust stock market and property market, local consumption sentiment has turned slightly less sanguine. However, Hong Kong retail and hospitality industries showcase resilience to defy turbulent times in the market. Inbound tourism continues to thrive on the heels of the latest infrastructure upgrade. The two new cross-border infrastructure projects, as well as the upcoming Liantang road link, enhance connectivity between Hong Kong and the rest of Southern China. The development of the Greater Bay Area Initiative further cements the city's unique status as China's primary gateway to the world, deepening tourism collaboration and facilitating trade flow.

Solid inbound tourism bolsters occupancy at MP Hong Kong in Harbour City, Tsimshatsui. However, the competitiveness of the ageing hotel is of special concern to the Group. Substantial disruption to profitability and cash flow may arise to sharpen its edge.

The Murray, Hong Kong became fully operational in August and has rapidly racked up a slew of accolades since its opening. Profitability in the early years will be hit by start-up losses including full depreciation of land and building costs as well as interest cost.

### Mainland China

The two remaining projects under development, 80%-owned Suzhou IFS and 27%-owned Shanghai South Station, are targeted for completion in phases in 2019–2020 and in 2022 respectively.

The outlook for MP Changzhou is still cloudy as it endures challenging trading conditions.

Orderly exit from the Mainland assets is in progress, to facilitate focus on business opportunities in Hong Kong.

### APPRECIATION

On behalf of the Board, I wish to thank all customers, business partners, colleagues and fellow directors for their support in the past year. In particular, I wish to pay special tribute to the late Dr Joseph M K Chow, who sadly and suddenly passed away in October last year, for his invaluable contributions to the Company during his tenure as an Independent Non-executive Director since 2010.

I also wish to extend our warm welcome to the newly appointed Directors, namely Mr Peter Z K Pao, Mr David T C Lie-A-Cheong, Mr Roger K H Luk and Mr Ivan T L Ting, for joining the Board in 2018.

**Stephen T H Ng**

*Chairman*

Hong Kong, 28 February 2019



## FINANCIAL HIGHLIGHTS

	2018 HK\$ Million	2017 HK\$ Million	Change
<b>Results</b>			
Revenue	<b>1,583</b>	6,997	-77%
Operating profit	<b>385</b>	4,119	-91%
Underlying net profit (Note a)	<b>512</b>	1,290	-60%
Profit attributable to equity shareholders	<b>831</b>	1,320	-37%
Total dividend for the year	<b>213</b>	496	-57%
Earnings per share			
Underlying net profit (Note a)	<b>HK\$0.72</b>	HK\$1.82	-60%
Reported profit	<b>HK\$1.17</b>	HK\$1.86	-37%
Dividends per share			
First interim	<b>HK\$0.07</b>	HK\$0.14	-50%
Second interim	<b>HK\$0.23</b>	HK\$0.56	-59%
Total for the year	<b>HK\$0.30</b>	HK\$0.70	-57%
<b>Financial Position</b>			
Total assets	<b>26,408</b>	26,896	-2%
Total business assets (Note b)	<b>21,248</b>	21,136	+1%
Net (debt)/cash	<b>(385)</b>	397	-197%
Shareholders' equity	<b>17,276</b>	17,554	-2%
Total equity	<b>17,889</b>	18,203	-2%
Number of issued shares (in million)	<b>709</b>	709	-
Net asset value per share	<b>HK\$24.38</b>	HK\$24.77	-2%
Net debt to total equity	<b>2.2%</b>	N/A	N/A

Financial year	Profit to shareholders			Shareholders' equity			Earnings per share		Dividends per share HK\$
	Underlying net profit HK\$ Million	Reported profit HK\$ Million	Total equity HK\$ Million	Total HK\$ Million	Per share HK\$	Underlying net profit HK\$	Reported profit HK\$		
2009	304	535	9,877	9,175	12.95	0.48	0.84	0.20	
2010	226	1,015	11,440	10,674	15.06	0.32	1.43	0.20	
2011	336	1,096	12,279	11,463	16.17	0.47	1.55	0.24	
2012	1,937	3,058	15,563	14,591	20.59	2.73	4.31	0.96	
2013	1,464	1,276	16,447	15,381	21.70	2.07	1.80	0.78	
2014	851	1,082	17,246	16,205	22.86	1.20	1.53	0.60	
2015	1,194	1,231	17,330	16,185	22.84	1.68	1.74	0.70	
2016	762	692	16,546	15,829	22.33	1.08	0.98	0.50	
2017	1,290	1,320	18,203	17,554	24.77	1.82	1.86	0.70	
<b>2018</b>	<b>512</b>	<b>831</b>	<b>17,889</b>	<b>17,276</b>	<b>24.38</b>	<b>0.72</b>	<b>1.17</b>	<b>0.30</b>	

Notes:

- (a) Underlying net profit excludes changes in investment property revaluation.
- (b) Business assets exclude unallocated corporate assets mainly comprising equity investments, deferred tax assets and bank deposits and cash.
- (c) Ten-Year Financial Summary is detailed on page 124.

### BUSINESS REVIEW

#### Hong Kong

##### IP

Encouraging visitor arrival numbers and continued strength in consumer spending propelled recovery in Hong Kong's retail industry during the year. Revenue and operating profit of the IP segment increased by 22% and 24% respectively. However, growth started to slow in the second half of the year and that is generally expected to continue into 2019.

##### Hotel

Sustained growth in inbound tourism boosted occupancy at MP Hong Kong in Harbour City, Tsimshatsui to drive revenue and operating profit up by 12% and 28% respectively, amidst keen competition from newer and more competitive hotels. Typhoon Mangkhut in September caused serious disruption to business for a week.

Different options are being evaluated to strengthen this ageing hotel's competitiveness, which may call for business disruption as well as substantial capital expenditure in the coming years.

The Murray, Hong Kong, a long term strategic investment addition, opened under the luxury Niccolo brand in the year. Redesigned by renowned Foster + Partners from a heritage former Government office building, the project is part of the Government's "Conserving Central" Initiative. Situated at the bottom of Garden Road and Cotton Tree Drive, the contemporary, urban, chic hotel provides a sanctuary in the bustling heart of the city's prime Central District. The strong geometry of the architecture draws in natural light and captures stunning views of the city skyline and green landscape of Hong Kong Park.

This landmark hotel has rapidly garnered multiple notable accolades including "World's Greatest Places 2018" – Places to Stay by TIME Magazine, "The Hot List" – The Best New Hotels in the World 2018 and "Readers' Choice Awards 2018" – Top Hotels in China by Condé Nast Traveler, "Big Sleep Awards 2018" – City Slicker by National Geographic Traveller, "The Best New Business Hotel in Asia 2018" by Bloomberg and "The Luxe List 2018" – Best New Hotels in the Asia-Pacific Region by DestinAsian Magazine.

#### Mainland China

##### DP

As exit from the DP segment continues, sharply lower revenue and profit from the depleted land bank were reported for the year. Attributable land bank (net of recognised sales) was approximately 0.4 million square metres by year-end and the net order book stood at RMB1.8 billion for 48,000 square metres.

##### Commercial/Residential Complex under Development

80%-owned Suzhou IFS comprises 299,000 square metres of Grade A offices, Niccolo Suzhou (a luxury hotel), sky residences and luxury apartments. Scheduled for phased completion in 2019 and 2020, the 450-metre skyscraper will become one of the tallest in Jiangsu Province. Pre-sale of the apartment units commenced in late 2018.

##### Hotel

Amidst difficult trading conditions, a loss continued to be reported for MP Changzhou. New supply has also entered the market.

## **FINANCIAL REVIEW**

### **(I) Review of 2018 Final Results**

Group underlying net profit decreased by 60% to HK\$512 million (2017: HK\$1,290 million) mainly due to the orderly exit from the DP segment. In addition, The Murray, Hong Kong reported a start-up loss after depreciation on both land and building as anticipated.

#### **Revenue and Operating Profit**

Group revenue decreased by 77% to HK\$1,583 million (2017: HK\$6,997 million) and operating profit by 91% to HK\$385 million (2017: HK\$4,119 million).

Hotel revenue increased by 55% to HK\$978 million (2017: HK\$630 million), primarily attributable to MP Hong Kong and new contribution from The Murray, Hong Kong. However, operating profit decreased by 93% to HK\$10 million (2017: HK\$149 million) as profit growth of 28% reported by MP Hong Kong was more than offset by the start-up operating loss of The Murray, Hong Kong after depreciation.

IP revenue increased by 22% to HK\$411 million (2017: HK\$338 million) and operating profit by 24% to HK\$383 million (2017: HK\$309 million), mainly from the increase in retail rental income.

DP revenue decreased by 98% to HK\$89 million (2017: HK\$5,907 million), resulting in an operating loss of HK\$60 million (2017: profit HK\$3,630 million) in the absence of project recognition.

Operating profit from Investment and Others segment, comprising of interest and dividend income from surplus cash and investments, decreased to HK\$105 million (2017: HK\$122 million).

#### **Increase in Fair Value of IP**

The Group's completed IP were stated at fair value based on an independent valuation as at 31 December 2018, resulting in a revaluation surplus of HK\$319 million for the year (2017: HK\$30 million). IP under development was carried at cost less impairment, if any, and would not be stated at fair value until the earlier of its fair value first becoming reliably measurable or the date of completion.

#### **Finance Costs**

Net finance costs amounted to HK\$55 million (2017: HK\$37 million) after interest capitalisation of HK\$17 million (2017: HK\$4 million) for the DP projects.

#### **Share of Results (after Tax) of Joint Ventures and Associates**

Attributable profit from associate amounted to HK\$111 million (2017: HK\$81 million) from the Shanghai South Station project. Profit of HK\$122 million (2017: loss HK\$15 million) from joint ventures arose mainly from realised exchange gain from Chongqing The U World.

#### **Income Tax**

Taxation charge for the year decreased sharply to HK\$89 million (2017: HK\$2,559 million) due to the sharp decrease in taxable DP profit.

#### **Profit Attributable to Equity Shareholders**

Group profit attributable to equity shareholders for the year amounted to HK\$831 million (2017: HK\$1,320 million), representing a decrease of 37%.

Earnings per share were HK\$1.17 (2017: HK\$1.86) based on 708.8 million issued shares.



## (II) Review of Financial Position, Liquidity, Resources and Commitments

### Shareholders' and Total Equity

As at 31 December 2018, shareholders' equity decreased slightly to HK\$17,276 million (2017: HK\$17,554 million), equivalent to HK\$24.38 per share (2017: HK\$24.77 per share). The decrease was mainly caused by exchange deficit of HK\$268 million on translation of the Group's Renminbi net assets and investment revaluation deficit of HK\$312 million. Including non-controlling interests, the Group's total equity amounted to HK\$17,889 million (2017: HK\$18,203 million).

Hotel properties are stated at cost less accumulated depreciation in accordance with prevailing Hong Kong Financial Reporting Standards ("HKFRSs"). Restating these hotel properties based on independent valuation as at 31 December 2018 would give rise to an additional revaluation surplus totalling HK\$4,447 million and increase the Group's shareholders' equity as at 31 December 2018 to HK\$21,723 million, equivalent to HK\$30.65 per share.

### Assets and Liabilities

Total assets amounted to HK\$26,408 million (2017: HK\$26,896 million). Total business assets, excluding bank deposits and cash, equity investments and deferred tax assets, amounted to HK\$21,248 million (2017: HK\$21,136 million).

Geographically, the Group's business assets in the Mainland decreased by 1% to HK\$8,006 million (2017: HK\$8,119 million), representing 38% (2017: 38%) of the Group's total business assets.

### IP

IP decreased by 31% to HK\$6,396 million (2017: HK\$9,300 million) mainly attributable to reclassification of part of Suzhou IFS to DP and represented 30% (2017: 44%) of the Group's total business assets. Hong Kong IP amounted to HK\$5,693 million (2017: HK\$5,374 million), comprising mainly MP Hong Kong's podium valued at HK\$5,094 million. Mainland IP, comprising mainly Suzhou IFS under development, was stated at book cost of HK\$703 million (2017: HK\$3,926 million, before reclassification).

### Properties for Sale/Interests in Associates and Joint Ventures

DP increased to HK\$3,726 million (2017: HK\$144 million), mainly resulting from reclassification of part of Suzhou IFS from IP. On the other hand, DP undertaken through associates and joint ventures decreased to HK\$2,895 million (2017: HK\$3,293 million).

### Hotels

Hotel properties included The Murray, Hong Kong, MP Hong Kong and MP Changzhou with total book cost of HK\$7,758 million (2017: HK\$8,028 million).

### Pre-sale Deposits and Proceeds

Pre-sale deposits and proceeds rose by HK\$647 million to HK\$660 million (2017: HK\$13 million), reflecting the DP pre-sale launch of Suzhou IFS during the year.

### Net Debt and Gearing

At 31 December 2018, the Group had net debt of HK\$385 million (2017: net cash of HK\$397 million), consisting of HK\$2,428 million in cash and HK\$2,813 million in bank borrowings, mainly caused by development expenditure paid for Suzhou IFS.

### Finance and Availability of Facilities and Funds

As at 31 December 2018, the Group's available loan facilities amounted to HK\$5,826 million, of which HK\$2,813 million were utilised. Certain banking facilities were secured by mortgage over the Group's properties under development with total carrying value of HK\$4,364 million (31 December 2017: HK\$3,926 million).

The Group's debts were principally denominated in Hong Kong dollars ("HKD") and Renminbi ("RMB") at floating rates.

The use of derivative financial instruments is strictly controlled. Instruments entered into by the Group are mainly used for managing and hedging interest rate and currency exposures.

The Group continued to maintain a reasonable level of surplus cash denominated principally in HKD and RMB to facilitate business and investment activities. As at 31 December 2018, the Group also maintained a portfolio of equity investments mainly consisting of blue chip listed securities with an aggregate market value of HK\$2,396 million (2017: HK\$2,708 million), which is available for monetisation to meet needs if they arise. The performance of the portfolio was largely in line with the general market.

### Net Cash Flows for Operating and Investing Activities

For the year under review, the Group recorded a net cash outflow from operating activities of HK\$507 million (2017: inflow HK\$1,258 million), mainly for lower property sales for the DP projects and tax payments. For investing activities, the Group generated a net cash inflow of HK\$290 million (2017: outflow HK\$2,356 million) primarily attributable to Shanghai South Station project.

### Commitments to Capital and Development Expenditure

As at 31 December 2018, major capital and development expenditure planned for the forthcoming years totalled HK\$5.6 billion, of which HK\$1.4 billion was committed primarily for Mainland IP and DP. Uncommitted expenditure of HK\$4.2 billion is mainly for the existing Mainland IP and DP to be incurred by stage in the coming years.

The above expenditures will be funded by internal financial resources, including cash currently on hand, as well as bank loans. Other available resources include equity investments that can be liquidated if necessary.

## (III) Dividend Policy

Apart from compliance with the applicable legal requirements, the Company adopts a policy which targets to provide shareholders with reasonably stable and consistent dividends. Dividend payout from year to year will be subject to upward or downward adjustments as decided by the Board of Directors (the "Board") after taking into account of the Group's immediate as well as expected prevailing financial performance, cash flow, financial position, capital commitments and future requirements as well as the general business and economic environments.

The Board will review this policy from time to time with reference to its future prospect, capital requirements and other changing circumstances both internally and externally.

## (IV) Human Resources

The Group had approximately 1,200 employees as at 31 December 2018. Employees are remunerated according to their job responsibilities and the market pay trend with a discretionary annual performance bonus as variable pay for rewarding individual performance and contributions to the Group's achievement and results.

### OUR SUSTAINABILITY APPROACH

In line with the sustainability strategies of our parent company, Wharf REIC, the Group goes beyond compliance with the local legislation and strives to work with our employees, customers, suppliers and other stakeholders to create a positive impact in the community.

### OUR ENVIRONMENT

The Group strictly complies with the environmental legislation in Hong Kong<sup>1</sup> and the Environmental Protection Law of the People's Republic of China and consistently implements measures to reduce our carbon footprint, encourage waste recycling and improve water efficiency. In addition to replacing the hardware to more environmentally-friendly models, the Group also adjusted chilled water temperature and central heating to save energy consumption. The Group supports "No Plastic Straws" campaign and actively engages with our guests to cut the use of plastics such as water bottles and straws in restaurants drastically. MP Hong Kong has replaced lighting in public areas with LED to reduce electricity consumption. During 2018, MP Hong Kong and MP Changzhou were awarded silver certification by EarthCheck, the world's leading environmental certification and benchmarking programme for the travel and tourism industry.

### OUR PEOPLE

Employees are the cornerstone of our continued success. The Group strives to create an inclusive, productive and safe environment for our employees and complies with all legislative requirements for recruitment, remuneration<sup>2</sup> and workplace management. All employees are regularly updated on the latest version of Anti-Discrimination Legislation<sup>3</sup> via seminars conducted by the Equal Opportunities Commission. The Group combines on-the-job training with dedicated courses and seminars to equip our employees with knowledge and skills required for providing quality services, observing business ethics and ensuring occupational health and safety. The Group complies with the Occupational Safety and Health Ordinance (Cap 509 of the laws of Hong Kong) and regularly updates the Group's Safety Manual and Policy on Work Accidents and Injuries to provide clear guidance for employees on work safety issues.

<sup>1</sup> Air Pollution Control Ordinance (Cap 311 of the laws of Hong Kong), Waste Disposal Ordinance (Cap 354 of the laws of Hong Kong), Water Pollution Control Ordinance (Cap 358 of the laws of Hong Kong), Noise Control Ordinance (Cap 400 of the laws of Hong Kong), Environmental Impact Assessment Ordinance (Cap 499 of the laws of Hong Kong) and Motor Vehicle Idling (Fixed Penalty) Ordinance (Cap 611 of the laws of Hong Kong)

<sup>2</sup> Employment Ordinance (Cap 57 of the laws of Hong Kong) and Labour Law of the People's Republic of China

<sup>3</sup> Sex Discrimination Ordinance (Cap 480 of the laws of Hong Kong), Disability Discrimination Ordinance (Cap 487 of the laws of Hong Kong), Family Status Discrimination Ordinance (Cap 527 of the laws of Hong Kong) and Race Discrimination Ordinance (Cap 602 of the laws of Hong Kong)



### OUR VALUE CHAIN

The Group prioritises enhancing customer experience and satisfaction and fulfils legal requirements<sup>4</sup> and voluntary codes<sup>5</sup> governing the key aspects of our operations. The Group follows the Operation Manual — Food Safety Hygiene and conducts regular audits at our catering operations to spot any food safety and hygiene issues and to follow up with corrective actions, if needed. The Group issued guidelines and organised training to ensure that employees in charge of marketing communications are aware of and comply with the Competition Ordinance (Cap 619 of the laws of Hong Kong) which prohibits anti-competitive agreements, abuse of market power and anti-competitive mergers and acquisitions<sup>6</sup>. All contracts, agreements and marketing collaterals are subject to stringent review before distribution. Observing the latest development in personal data privacy protection<sup>7</sup>, the Group reviewed the Data Protection Policy and arranged training on EU General Data Protection Regulation<sup>8</sup> to notify all employees about applicable changes in the operating procedures.

Adhering to the Prevention of Bribery Ordinance (Cap 201 of the laws of Hong Kong), the Group maintains the highest standard of business ethics and integrity when selecting and working with suppliers who share similar values in environmental, social and governance (“ESG”). All suppliers are required to sign an Acknowledgment of Business Ethics and Integrity. Our traceability system of the country-of-origin labelling on all purchased food items and regular audits of supplier factories help to fulfil the food safety control requirements of the government.

### OUR COMMUNITY

To empower the local community, the Group focuses its efforts in areas relating to youths, social welfare, education and environmental protection.

### CSR REPORTING

More information on the Group’s environmental, social and governance policies and initiatives can be found in the Group’s standalone ESG Report, which is prepared to fulfill the requirements of the Environmental, Social and Governance Reporting Guide (Appendix 27) issued by The Stock Exchange of Hong Kong Limited. It will be made available for download on the Company’s corporate website [www.harbourcentre.com.hk](http://www.harbourcentre.com.hk).

<sup>4</sup> *Fire Services Ordinance (Cap 95 of the laws of Hong Kong), Hotel and Guesthouse Accommodation Ordinance (Cap 349 of the laws of Hong Kong), Food Hygiene Code published by the Government of the Hong Kong Special Administrative Region, Trade Descriptions Ordinance (Cap 362 of the laws of Hong Kong), consumer rights protection legislation and logo guidelines*

<sup>5</sup> *Hazard Analysis and Critical Control Point (“HACCP”) and the ISO22000 Food Safety Management System*

<sup>6</sup> *At present, the Merger Rule only applies to mergers involving carrier licence holders within the meaning of the Telecommunications Ordinance (Cap 106 of the laws of Hong Kong).*

<sup>7</sup> *Personal Data (Privacy) Ordinance (Cap 486 of the laws of Hong Kong)*

<sup>8</sup> *Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation)*

**(A) CORPORATE GOVERNANCE PRACTICES**

During the financial year ended 31 December 2018, all the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") were met by the Company, with one exception as regards Code Provision A.2.1 as explained under section (D) below.

**(B) DIRECTORS' SECURITIES TRANSACTIONS**

During the financial year ended 31 December 2018, the Company adopted its own set of code of conduct regarding directors' securities transactions (the "Company's Code") with terms thereof being no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules. The Company has made specific enquiry of all Directors of the Company and all Directors have confirmed that they have complied with the required standard set out in the Model Code and/or the Company's Code during the financial year.

**(C) BOARD OF DIRECTORS****(I) Composition of the Board and Directors' attendance records at Board meetings and annual general meeting**

The Board has a balance of skills and experience. The Board composition and attendance records of our Directors at Board meetings and annual general meeting during the financial year ended 31 December 2018 are set out below:

Directors	Number of Meeting(s) (Attended/Held)	
	Board Meetings	Annual General Meeting
<i>Chairman</i>		
Stephen T H Ng	5/5	1/1
<i>Non-executive Directors</i>		
Frankie C M Yick	4/5	1/1
Kevin C Y Hui	5/5	1/1
Peter Z K Pao ( <i>appointed on 1 June 2018</i> )	2/2	N/A
<i>Independent Non-executive Directors</i>		
Joseph M K Chow ( <i>passed away on 13 October 2018</i> )	4/4	1/1
Andrew K Y Leung ( <i>retired on 4 May 2018</i> )	2/3	1/1
David T C Lie-A-Cheong ( <i>appointed on 1 December 2018</i> )	N/A	N/A
Roger K H Luk ( <i>appointed on 1 June 2018</i> )	2/2	N/A
Michael T P Sze	5/5	1/1
Brian S K Tang	5/5	1/1
Ivan T L Ting ( <i>appointed on 1 December 2018</i> )	N/A	N/A

Each Director of the Company has been appointed on the strength of his calibre, experience and stature, and his potential to contribute to the proper guidance of the Group and its businesses. Apart from formal meetings, matters requiring Board approval were arranged by means of circulation of written resolutions.

During the financial year ended 31 December 2018, the Chairman held a meeting with the Independent Non-executive Directors (“INED(s)”) without the presence of other Directors.

### **(II) Appointment and Election of Directors**

In accordance with the Articles of Association of the Company, all Directors are subject to retirement by rotation at an annual general meeting at least once every three years. Any new Directors appointed by the Board either to fill a casual vacancy or as an addition to the Board are subject to re-election by shareholders of the Company (the “Shareholder(s)”) at the next general meeting of the Company. At each annual general meeting, at least one-third of the Directors for the time being shall retire from office and the retiring Directors shall be eligible for re-election.

The Board, with support of the Nomination Committee, is responsible for developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment of Directors and assessing the independence of INEDs. A Nomination Policy was formally adopted (details provided below) which sets out the approach in identifying, assessing and nominating suitable candidates to the Board.

Four Directors, namely Mr Peter Z K Pao, Mr David T C Lie-A-Cheong, Mr Roger K H Luk and Mr Ivan T L Ting, were appointed since the last annual general meeting.

Hon Frankie C M Yick, Mr Kevin C Y Hui, Mr Peter Z K Pao, Mr David T C Lie-A-Cheong, Mr Roger K H Luk and Mr Ivan T L Ting will retire at the annual general meeting (the “AGM”) to be held on 3 May 2019. The retiring Directors, being eligible, offer themselves for re-election. The proposed re-election of the retiring Directors was reviewed by the Nomination Committee and the Board with reference to the criteria set out in the Nomination Policy adopted by the Company. Both the Nomination Committee and the Board are of the view that each of the retiring Directors could continue to fulfill his role as required. The election of each candidate will be done through a separate resolution. Details with respect to the candidates standing for election as Directors are set out in the AGM circular to Shareholders.

### **(III) Board Diversity**

Under the Board Diversity Policy adopted by the Board, the Company recognises and embraces the benefits of having a diverse Board towards enhancement of overall performance. With a vision to achieving a sustainable and balanced development, the Company regards increasing diversity at the Board level as an essential element in achieving a diversity of perspectives and supporting the attainment of its strategic goals. Directors are appointed on merits while having due regard for the benefits of diversity of the Board.

At present, more than half of the Directors on the Board are INEDs. They represent diverse career experience in both international and local enterprises. They bring with them diverse professional backgrounds and they also hold or have held important public service positions in Hong Kong and China.

The board composition reflects various cultural and educational backgrounds, professional development, length of service, knowledge of the Company and a broad range of individual attributes, interests and values. The Board considers the current line-up provides the Company with a good balance and diversity of skills and experience for the requirements of its business. The Board will continue to review its composition from time to time taking into consideration board diversity for the requirements and benefits of the Company’s business.

The following table shows the diversity profile of the Board as at 31 December 2018:

<b>Gender</b>	Male:	100%
<b>Age Group</b>	40–50:	11%
	51–60:	11%
	61–70:	67%
	≥71:	11%
<b>Length of Service (No. of year)</b>	< 4 years:	56%
	4–10 years:	22%
	>10 years:	22%
<b>Ethnicity</b>	Chinese:	100%
<b>Directorship with other publicly listed companies (Beyond the Group) (No. of company)</b>	0:	45%
	1–2:	33%
	≥3:	22%
<b>Career Experience</b>	Diverse professional backgrounds: Engineering, banking, accounting, financial and securities, manufacturing, trading, investment, consulting and entrepreneurship.	
	Important public service positions in Hong Kong and China: Business, industry and commerce, education, regulatory legislation and politics.	

#### (IV) Nomination Policy

The Company has adopted a formal Nomination Policy which sets out the approach in identifying, assessing and nominating suitable candidates to the Board. For an optimal composition of the Board with sustainability, the nomination will be in pursuit of a balance of skills, experience and diversity of perspectives in the Board appropriate to the requirements of the Company's business as well as succession continuity.

The criteria listed below will be used as reference in assessing the suitability of a proposed candidate:

- Character and integrity
- Skills, knowledge and experience relevant to the Company's business and corporate strategy
- Willingness and availability to dedicate sufficient time and attention to ensure the diligent performance of duties in concurrence with his/her other major appointments and significant commitments
- Attributes enhancing the Board diversity in line with the Company's Board Diversity Policy
- Such other perspectives appropriate to the Company's business
- Requirements in respect of INEDs under the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines as set out in the Listing Rules

For appointment of new Director, the Nomination Committee as delegated by the Board shall identify and evaluate candidate based on the criteria set out above to determine whether the candidate is qualified for directorship. If the candidate is considered qualified, the Nomination Committee shall recommend to the Board for consideration and the Board, if considered appropriate, shall approve the appointment of the proposed candidate as a new Director.

For re-election of Director at general meeting, the Nomination Committee as delegated by the Board shall review the contribution made by the retiring Director and whether he/she can continue to fulfill his/her role as required with reference to the criteria set out above. The Board shall then, under advice of the Nomination Committee, make recommendation to Shareholders for the proposed re-election of Director(s) at the general meeting.

For any candidate (other than a Retiring Director) nominated by the Board or Shareholder(s) to stand for election as a Director in a general meeting of the Company, the Nomination Committee shall, upon receipt of the proposal of nomination and the biographical information of the candidate, evaluate his/her suitability based on the same criteria as set out above. The Board, under advice of the Nomination Committee, may or may not make recommendation to Shareholders on their voting to the proposed election in the relevant announcement and/or circular to Shareholders.

### **(V) Operation of the Board**

The Company is headed by an effective Board which makes decisions objectively in the interests of the Company. The Company's management has closely monitored changes to regulations that affect its corporate affairs and businesses, and changes to accounting standards, and adopted appropriate reporting format in its interim report, annual report and other related documents to present a balanced, clear and comprehensible assessment of the Group's performance, position and prospects. Where these changes are pertinent to the Company or Directors' disclosure obligations, the Directors are either briefed during Board meetings or issued with regular updates and materials to keep them abreast of their responsibilities and of the conduct, business activities and development of the Group.

There is a clear division of responsibilities between the Board and the management. Decisions on important matters are specifically reserved to the Board while decisions on the Group's general operations are delegated to the management. Important matters include those affecting the Group's strategic policies, major investment and funding decisions and major commitments relating to the Group's operations.

### **(VI) Directors' Training**

Newly appointed Directors receive briefings and orientation on legal responsibilities as a Director and the role of the Board. The Company Secretary also provides latest information of the business development, market changes and updates in the Listing Rules and relevant legal and regulatory requirements to the Directors in a timely manner in order to make an informed decision and discharge their duties and responsibilities.



The Company has also arranged for Directors to attend training sessions and forum which place emphasis on the roles, functions and duties of a listed company director. All the current Directors have, during the financial year under review, pursued continuous professional development and relevant details are set out below:

Directors	Type of trainings (See Remarks)
Stephen T H Ng	A, B
Kevin C Y Hui	A, B
David T C Lie-A-Cheong	A, B
Roger K H Luk	A, B
Peter Z K Pao	A, B
Michael T P Sze	A, B
Brian S K Tang	B
Ivan T L Ting	B
Frankie C M Yick	A, B

Remarks:

A: attending seminars and/or conferences and/or forums

B: reading journals, updates, articles and/or materials, etc

## (D) CHAIRMAN AND CHIEF EXECUTIVE

Mr Stephen T H Ng serves as the Chairman and also as the *de facto* chief executive of the Company. This is a deviation from Code Provision A.2.1 of the CG Code with respect to the roles of chairman and chief executive to be performed by different individuals. Such deviation is deemed appropriate as it is considered to be more efficient to have one single person to be Chairman of the Company as well as to discharge the executive functions of chief executive thereby enabling more effective planning and better execution of long-term strategies. The Board believes that the balance of power and authority is adequately ensured by the operations and governance of the Board which comprises experienced and high calibre individuals, with more than half of them being INEDs.

The Chairman is responsible for the Board, focuses on Group strategies and Board issues, ensures a cohesive working relationship between members of the Board and management, and also in his capacity as *de facto* chief executive, he directly has responsibilities in certain major business units of the Group.

## (E) NON-EXECUTIVE DIRECTORS

Five out of Nine Directors are INEDs, a sufficient number to ensure their views to carry weight and implanting a strong independence element into the Board.

The Company has received written annual confirmation from each of the INEDs concerning their independence pursuant to Rule 3.13 of the Listing Rules, and considers that all INEDs are independent and meet the independence guidelines set out thereunder.

All those existing Directors of the Company who do not hold any executive office of the Company (including INEDs) have their respective terms of appointment coming to an end normally within three years after their last re-election as Directors or, in the case of newly appointed Directors, at the next following general meeting. The re-election of any INED who has served on the Board for more than nine years is subject to (1) a separate resolution to be approved by Shareholders; and (2) further information to be sent out in the circular to Shareholders the reasons why the Board believes the relevant INED is still independent and should be re-elected.

Mr Michael T P Sze and Mr Brian S K Tang have served as INEDs for more than nine years. The Board is of the opinion that they remain independent, notwithstanding the length of their tenure. Both of them have confirmed to meet the criteria set out in the independence guideline of Rule 3.13 under the Listing Rules. They continue to demonstrate the attributes of INEDs and there is no evidence that their tenure has any impact on their independence. The Board believes that their profound knowledge and experience of the Group's business and their external experience continue to be of significant benefits to the Company, and that they remain independent.

## (F) BOARD COMMITTEES

### (I) Audit Committee

The Company has set up an Audit Committee comprising 3 INEDs, namely Mr Michael T P Sze (chairman of the Committee), Mr Roger K H Luk and Mr Brian S K Tang.

All Audit Committee members have sufficient experience in reviewing audited financial statements as aided by the auditors of the Group whenever required. In addition, Mr Michael T P Sze has the appropriate professional qualifications and/or experience in financial matters.

Three Audit Committee meetings were held during the financial year ended 31 December 2018. Attendance of the Audit Committee members is set out below:

Members	Attendance/Number of Meetings
Michael T P Sze ( <i>Chairman</i> )	3/3
Joseph M K Chow ( <i>passed away on 13 October 2018</i> )	2/2
Roger K H Luk ( <i>appointed on 15 October 2018</i> )	1/1
Brian S K Tang	3/3

- (i) The Audit Committee terms of reference are aligned with the provisions set out in the CG Code and the recommendations set out in "A Guide for Effective Audit Committees" issued by the Hong Kong Institute of Certified Public Accountants. Given below are the main duties of Audit Committee:

#### (A) Relationship with the Company's external auditors

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of their resignation or dismissal;

- (b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Committee should discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences; and
- (c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed.

### (B) Review of financial information of the Company

- (a) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Committee should focus particularly on:
  - (i) any changes in accounting policies and practices;
  - (ii) major judgemental areas;
  - (iii) significant adjustments resulting from audit;
  - (iv) the going concern assumptions and any qualifications;
  - (v) compliance with accounting standards; and
  - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (b) regarding (B)(a) above:
  - (i) members of the Committee should liaise with the Board and Senior Management and the Committee must meet, at least twice a year, with the Company's external auditors; and
  - (ii) the Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, or for compliance function, or auditors (internal or external).

### (C) Oversight of the Company's financial reporting system, and risk management and internal control systems

- (a) to review the Company's risk management and internal control systems covering all controls; including financial, operational and compliance controls, with the support of the Risk Management and Internal Control Committee;
- (b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budgets of the Company's accounting, internal audit and financial reporting functions;
- (c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings and review the statements concerning risk management and internal control to be included in the annual report;
- (d) to ensure co-ordination between the internal and external auditors, to review and approve the annual internal audit plan, to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company for it to carry out an analysis and independent appraisal of the adequacy and effectiveness of the Company's financial reporting system and risk management and internal control systems, and to review and monitor the effectiveness of the internal audit function;
- (e) to review the Group's financial and accounting policies and practices;
- (f) to review the external auditors' management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's response;
- (g) to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter;
- (h) to report to the Board on the matters in the code provisions in the Listing Rules;
- (i) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (j) to act as the key representative body for overseeing the Company's relations with the external auditors; and
- (k) to consider other topics, as defined by the Board.

- (D) Oversight of the Company's Corporate Governance Matters**
- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
  - (b) to review and monitor the training and continuous professional development of Directors and Senior Management;
  - (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
  - (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
  - (e) to consider other topics, as defined by the Board.
- (ii) The other work performed by the Audit Committee for the financial year ended 31 December 2018 is summarised below:
- (a) approval of the remuneration and the appointment and terms of engagement of the external auditors;
  - (b) review of the external auditors' independence and objectivity and the effectiveness of audit process in accordance with applicable standards;
  - (c) review of the half-year and annual financial statements before submission to the Board, with particular consideration of the points mentioned in paragraph (i)(B) above regarding the duties of the Audit Committee;
  - (d) discussion with the external auditors before the audit commences, the nature and scope of the audit;
  - (e) review of the audit programme of the internal audit function;
  - (f) review of the Group's financial controls, internal control and risk management systems; and
  - (g) meeting with the external auditors without executive Board members present.



## (II) Remuneration Committee

The Company has set up a Remuneration Committee comprising 3 members, including Chairman of the Company, namely Mr Stephen T H Ng and two INEDs, namely Mr Michael T P Sze (chairman of the Committee) and Mr Brian S K Tang.

One Remuneration Committee meeting was held during the financial year ended 31 December 2018. Attendance of the Remuneration Committee members is set out below:

Members	Attendance/Number of Meeting
Michael T P Sze ( <i>Chairman</i> )	1/1
Stephen T H Ng	1/1
Brian S K Tang	1/1

(i) The Remuneration Committee terms of reference are aligned with the provisions set out in the CG Code. Given below are the main duties of Remuneration Committee:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and Senior Management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals by reference to the Board's corporate goals and objectives;
- (c) either:
  - (i) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and Senior Management; or
  - (ii) to make recommendations to the Board on the remuneration packages of individual executive Directors and Senior Management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive Directors and Senior Management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

- (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (i) to advise Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under the Listing Rules.
- (ii) The work performed by the Remuneration Committee, which has the delegated authority and responsibility, for the financial year ended 31 December 2018 is summarised below:
  - (a) review of the Company's policy and structure for all remuneration of Directors and Senior Management;
  - (b) consideration and approval of the emoluments for the Chairman, all Directors and Senior Management; and
  - (c) review of the level of fees for Directors and Audit Committee members.

The remuneration payable to Directors and Senior Management by the Company is by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors and senior executives of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. The annual fees payable to each of the Directors of the Company, currently at the rate of HK\$60,000 per annum (with effect from 1 January 2018), and the fee payable to each of those Directors who are also members of the Audit Committee of the Company, currently at the rate of HK\$25,000 per annum (with effect from 1 January 2018), is by reference to the level of fees of similar nature normally paid by a listed company in Hong Kong to its directors.

Proposed resolutions for the revisions of annual fees payable to Directors with retroactive effect from 1 January 2019 will be voted on by Shareholders in the forthcoming AGM as detailed in the annual general meeting notice and circular.

### **(III) Nomination Committee**

The Company has set up a Nomination Committee comprising 3 members, including Chairman of the Company, namely Mr Stephen T H Ng (chairman of the Committee) and two INEDs, namely Mr Michael T P Sze and Mr Brian S K Tang.

The Nomination Committee terms of reference are aligned with the provisions set out in the CG Code. Given below are the main duties of Nomination Committee:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of INEDs; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular Chairman of the Board and chief executive.

During the financial year ended 31 December 2018, no Nomination Committee meeting was held and the work performed by the Nomination Committee by way of resolutions in writing is summarised below:

- (a) recommendation on the appointment of Mr Peter Z K Pao as Director and Mr Roger K H Luk as INED with effect from 1 June 2018;
- (b) recommendation on the appointment of Mr David T C Lie-A-Cheong and Mr Ivan T L Ting as INEDs with effect from 1 December 2018; and
- (c) recommendation of the Nomination Policy to the Board for adoption with effect from January 2019.

The appointments of the four new Directors as aforesaid were reviewed by the Nomination Committee based on the same criteria and dealt with in the same process and procedures, as depicted in the Nomination Policy formally adopted by the Company.

#### **(IV) Corporate Governance Functions**

While the Board is and remains to be principally responsible for the corporate governance functions of the Company, it has delegated the relevant duties to Audit Committee to ensure the proper performance of corporate governance functions of the Company. In this connection, the Audit Committee terms of reference include various duties relating to corporate governance matters which are set out in paragraph “(D) Oversight of the Company’s Corporate Governance Matters” on page 25 under sub-section “(I) Audit Committee” of section “(F) Board Committees” above.

#### **(G) AUDITORS’ REMUNERATION**

For the financial year ended 31 December 2018, the external auditors of the Company received approximately HK\$2.4 million for audit services and other services.

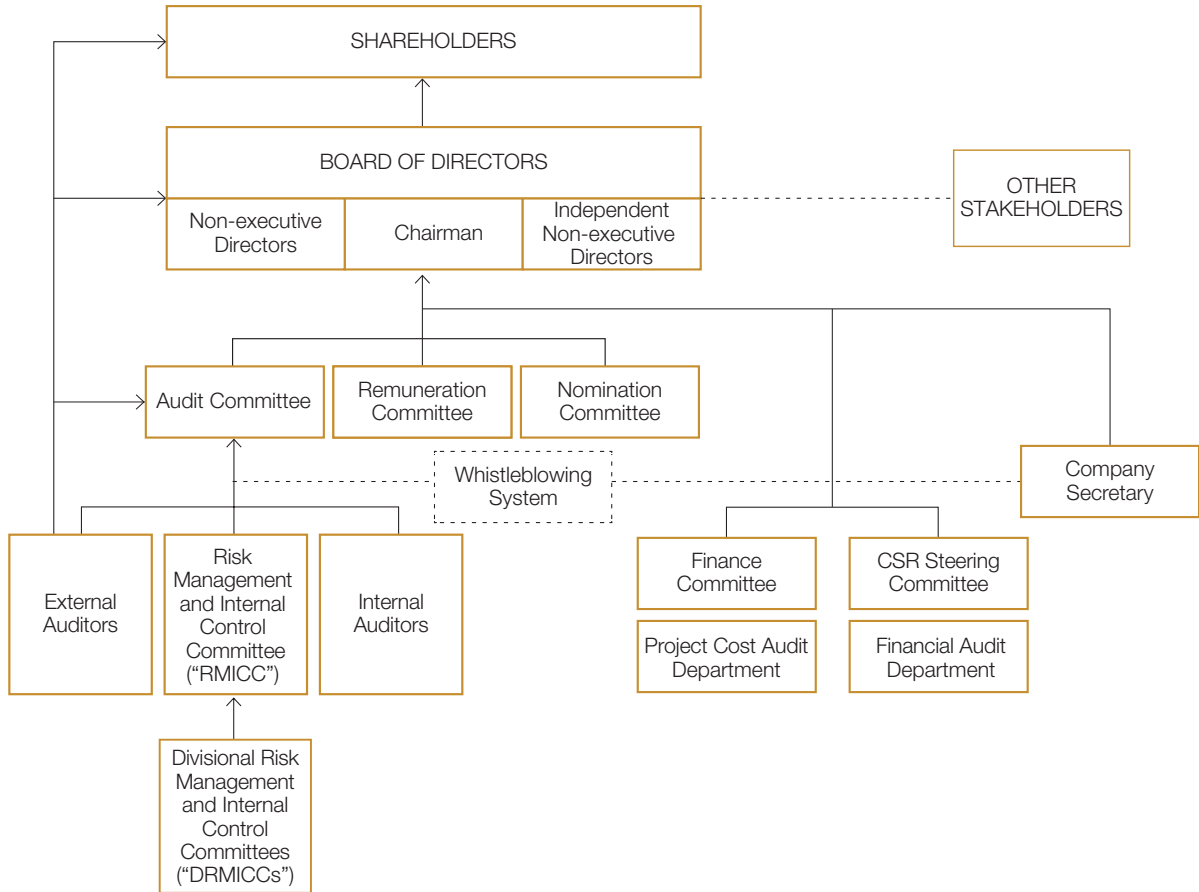
#### **(H) RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS**

##### **(I) Risk Governance Structure**

The Board has overall responsibilities for the Group’s risk management and internal control systems to safeguard the interests of the Company and its shareholders as a whole. To this end, the Board oversees and approves the Group’s risk management and internal control strategies and policies, which are aimed at evaluating and determining the nature and extent of the risks that are compatible with the Group’s strategic objectives and risk appetite, with main purpose for provision of reasonable assurance against material misstatement or loss rather than absolute elimination of the risk of failure to achieve business objectives.

Reporting to the Board, the Audit Committee is delegated with the authority and responsibility for ongoing monitoring and evaluation of the effectiveness of the relevant systems, with assistance of the Risk Management and Internal Control Committee.

In adherence to its long standing principle for prudent management, the Group has put in place a robust and inclusive framework, on leverage of the resources of the Wharf group in internal audit and other corporate control functions, to manage risks at different business operations in diversified segments within the organisation, diagrammatically illustrated as below:



RMICC plays a central role in the ongoing management of risk management and internal control system of the Group with the objective of assisting the Audit Committee in discharging of its oversight responsibility over risk management and internal control system of the Group. One of its major functions is to assist the Audit Committee to conduct periodical reviews of the effectiveness of the risk management and internal control systems of the Group based on the procedure as further explained below.

DRMICCs are set up at the level of business units with composition of the respective key management staff together with those charged with the internal control functions. Acting as divisional advisory bodies, DRMICCs are entrusted with implementation of the Group’s control policies and on-going assessment of control activities in the relevant business units.

## (II) Practices and Processes

With diversified range of business activities, the Group is operating in dynamic environments with varying risk exposures according to different business segments. Risk management and internal controls within the Group are not just serial process but dynamic and integrated operations embedded in the day-to-day routines with the primary ownership vested on the respective business units under stewardship residing with the Board.

Areas of responsibility of each operational unit are clearly defined with specific limits of authority in place to ensure effective checks and balances. Procedures have been designed for safeguarding assets against unauthorised use or disposition, maintenance of proper accounting records, assurance of the reliability of financial information for internal use or publication and compliance with relevant legislation and regulations. Risk management system, internal control measures and procedures are continuously under review and being improved where necessary in response to changes in business, operating and regulatory environments.

Furthermore, Whistleblowing Policy & Procedures has been adopted by the Group, with the authority and responsibility being delegated to the Audit Committee. Such Whistleblowing Policy is for employees and those who deal with the Group (e.g. customers and suppliers) to raise concerns, in confidence, with the Company Secretary, and any and all relevant complaints received may then be referred to the Audit Committee and/or Chairman of the Company about possible improprieties in any matter related to the Group.

The internal audit function monitors compliance with policies and standards and the effectiveness of internal control structures across the whole Group. Findings regarding internal control matters are reported to the Audit Committee. The external auditors have access to a full set of internal audit reports.

## (III) Periodical Reviews

Under the leadership of RMICC, system reviews in a comprehensive approach on basis of COSO (Committee of Sponsoring Organisations of the Treadway Commission) framework are conducted throughout the Group at least annually. Each business unit, through the co-ordination of DRMICCs, makes a self-assessment by a process as illustrated in the following flow diagram.



DRMICCs report on their reviews and findings, with the conclusions as to the effectiveness of the risk management and control activities of each individual business unit while RMICC will draw an overall review and conclusion for reporting to the Audit Committee and the Board. Such reviewing exercise is carried out on regular basis and affords good opportunities for the Group to identify and prioritise risks, and to develop and manage appropriate measures to control risks within acceptable levels and with a greater focus on anti-fraud measures.



#### (IV) Annual Confirmation

During the financial year ended 31 December 2018, Audit Committee, with the assistance of RMICC and DRMICCs, has conducted a review of the effectiveness of the Group's internal control system and procedures covering all controls, including financial, operational and compliance and risk management, and the adequacy of, *inter alia*, resources, qualifications, experience and training of staff of the Company's accounting and financial reporting function. Confirmations from management in the form of certification that risk management and internal control procedures are functioning effectively to meet the respective financial reporting, operational and compliance needs, are submitted by business and corporate unit heads to RMICC for consolidation and reporting to the Audit Committee.

Based on the result of the review as reported by Audit Committee, in respect of the financial year ended 31 December 2018, Directors considered that the risk management and internal control systems and procedures of the Group were effective and adequate, and the Group has duly complied with the requirements under the CG Code relating to the risk management and internal control.

A discussion on the principal risks and uncertainties encountered by the Group are set out on pages 48 to 49 in the Directors' Report.

#### (I) INSIDE INFORMATION POLICY

The Company recognises the significance of consistent practices of fair disclosure with the aim of disclosing inside information in a timely and accurate manner.

The Company has a policy with regard to the principles and procedures for handling and disseminating the Company's inside information in compliance with the requirements under Part XIVA of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) (the "SFO") and the Listing Rules, and such policy has been communicated to the relevant senior executives of the Group. Company Secretary works closely with the senior executives in identifying potential inside information and assess the materiality thereof, and where appropriate, to escalate such information for the attention of the Board to resolve on further action(s) complying with the applicable laws and regulations.

In prevention of premature leakage of inside information, the Company has taken all reasonable measures from time to time to ensure proper preservation of confidentiality of inside information until disclosure to the general public, including *inter alia*:

- restrictive access to inside information to a limited number of employees on a need-to-know basis
- appropriate confidentiality agreements are put in place when entering into any significant negotiations
- inclusion of a strict prohibition on the unauthorised use or disclosure of inside information in Employee Code of Conduct
- an Insider Dealing Circular is issued to all employees annually reminding their duties and obligations in respect of any dealings in the listed securities of the Company as well as its subsidiaries and associated corporations

### **(J) DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS**

The Directors are responsible for overseeing the preparation of financial statements for the financial year ended 31 December 2018, which give a true and fair view of the affairs of the Company and of the Group and of the Group's results and cash flow for the year then ended and in compliance with the requirements of the Companies Ordinance (Cap 622 of the laws of Hong Kong) (the "Companies Ordinance") and the applicable disclosure provisions of the Listing Rules.

In preparing the financial statements for the financial year ended 31 December 2018:

- (i) appropriate accounting policies are selected, applied consistently and in accordance with the Hong Kong Financial Reporting Standards;
- (ii) prudent and reasonable judgments and estimates are made; and
- (iii) the reasons for any significant departure from applicable accounting standards are stated, if applicable.

### **(K) COMMUNICATION WITH SHAREHOLDERS**

A Shareholders Communication Policy has been adopted by the Company to ensure that Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company.

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities. Annual and interim reports are published/printed and printed copies of such reports or notifications of publication thereof on the Company's website are sent to all Shareholders. Such reports and press releases are posted and are available for download at the Company's corporate website [www.harbourcentre.com.hk](http://www.harbourcentre.com.hk). Constantly being updated in a timely manner, the website contains a wide range of additional information on the Group's business activities.

The Company encourages its Shareholders to attend annual general meetings to ensure a high level of accountability and for Shareholders to stay informed of the Group's strategy and goals.

The Board and external auditors attend the annual general meetings to answer Shareholders' questions.

### **(L) SHAREHOLDERS' RIGHTS**

#### **(I) Convene an Extraordinary General Meeting**

Pursuant to Section 566 of the Companies Ordinance, on written requisition by Shareholders representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings, the Directors of the Company must convene an extraordinary general meeting.

#### **(II) Send Enquiries to the Board**

The Company's corporate website [www.harbourcentre.com.hk](http://www.harbourcentre.com.hk) provides email address (for enquiry purpose only), postal address, fax number and telephone number by which Shareholders may at any time address their enquiries to the Board.

#### **(III) Make Proposals at General Meetings**

- (i) The procedures for proposing candidate(s) for election as Director(s) at a Shareholders' meeting are set out in the Corporate Governance section of the Company's corporate website.
- (ii) The procedures for proposing resolution(s) to be moved at the Company's annual general meeting(s) are as follows:

Pursuant to Section 615 of the Companies Ordinance, Shareholder(s) can submit a written requisition to move a resolution at the Company's annual general meeting(s) if they represent:

- at least 2.5% of the total voting rights of all Shareholders who have a right to vote at the annual general meeting to which the requests relate; or
- at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.

The relevant written requisition must:

- (a) identify the resolution of which notice is to be given;
- (b) be authenticated by the person or persons making it; and
- (c) be received by the Company not later than 6 weeks before the relevant annual general meeting to which the requests relate; or if later, the time at which notice is given of that meeting.

Any written requisitions from Shareholders pursuant to Sections 566 and 615 of the Companies Ordinance as set out in sections L(I) and L(III) above must be sent to the Company to be deposited at the Company's registered office (16th Floor, Ocean Centre, Harbour City, Canton Road, Kowloon, Hong Kong).

### **(M) AMENDMENTS TO CONSTITUTIONAL DOCUMENTS**

There is no significant change in the Company's constitutional documents during the financial year ended 31 December 2018.

### **(N) DIVIDEND POLICY**

A Dividend Policy, as set out in Financial Review on page 14, was adopted by the Company pursuant to Code Provision E.1.5 of the CG Code.

The Board of Directors has pleasure in submitting their Report and the Audited Financial Statements for the financial year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of its principal subsidiaries are set out on pages 120 to 122.

The principal activities of the Group are ownership of hotels and investment properties as well as development properties in Mainland China for which an orderly exit is in progress.

### BUSINESS REVIEW

Discussion and analysis of the Group's business in accordance with Schedule 5 of the Companies Ordinance are covered in different sections of this Annual Report as set out below, which shall form an integral part of this Directors' Report:

- Chairman's Statement (pages 7 to 9)
- Business and Financial Review (pages 11 to 14)
- Financial Highlights (page 10)
- Business Model and Business Strategy (page 4)
- Principal Risks and Uncertainties (pages 48 to 49)
- Risk Management and Internal Control Systems (pages 28 to 31)
- Financial Risk Management and Fair Values (Note 20 to the consolidated financial statement on pages 85 to 90)
- Contingent Liabilities (Note 24 to the consolidated financial statements on page 93)
- Events after the Reporting Period (Note 28 to the consolidated financial statements on page 98)

In addition, the Group's policies and performance in the area of environmental, social and governance, and compliance with relevant laws and regulations are discussed in the sub-section headed "(K) ESG" on page 50.

### RESULTS AND APPROPRIATIONS

The results of the Group for the financial year ended 31 December 2018 are set out in the Consolidated Income Statement and Consolidated Statement of Comprehensive Income on pages 57 to 58.

Appropriations of profits during the financial year are set out in the Consolidated Statement of Change in Equity on page 60.

### DIVIDENDS

A first interim dividend of 7 HK cents per share was paid on 7 September 2018. In lieu of a final dividend, a second interim dividend of 23 HK cents per share will be paid on 18 April 2019 to Shareholders on record as at 6:00 p.m. on 2 April 2019. Total distribution for the year of 2018 will amount to 30 HK cents (2017: 70 HK cents) per share.



### DONATIONS

The Group made donations during the financial year totalling HK\$4 million.

### SHARE CAPITAL

Details of movement in share capital of the Company during the financial year are set out in Note 21 to the Financial Statements on pages 91 to 92.

### EQUITY-LINKED AGREEMENT

No equity-linked agreement which may result in the Company issuing shares was entered into or existed during the financial year.

### DIRECTORS

The Directors of the Company during the financial year and up to the date of this report are Mr Stephen T H Ng, Dr Joseph M K Chow (passed away on 13 October 2018), Mr Kevin C Y Hui, Hon Andrew K Y Leung (retired on 4 May 2018), Mr David T C Lie-A-Cheong (appointed on 1 December 2018), Mr Roger K H Luk (appointed on 1 June 2018), Mr Peter Z K Pao (appointed on 1 June 2018), Mr Michael T P Sze, Mr Brian S K Tang, Mr Ivan T L Ting (appointed on 1 December 2018) and Hon Frankie C M Yick.

Hon Andrew K Y Leung, an INED of the Company for over 5 years, retired from the board of Directors of the Company after the conclusion of the AGM on 4 May 2018.

Mr David T C Lie-A-Cheong, Mr Roger K H Luk, Mr Peter Z K Pao and Mr Ivan T L Ting, appointed as Directors of the Company after the last AGM, are due to retire from the Board at the forthcoming AGM in accordance with Article 97 of the Company's Articles of Association. Mr Kevin C Y Hui and Hon Frankie C M Yick will also retire from the Board at the forthcoming AGM in accordance with Article 106(A) of the Company's Articles of Association. The retiring Directors, being eligible, offer themselves for re-election. None of the retiring Directors proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

A list of persons who served as directors of the Company's subsidiaries during the financial year and up to the date of this report is set out in the sub-section headed "(L) Directors of Subsidiaries" on page 50.

### INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance in relation to the Company's business to which any subsidiaries of the Company, the holding companies of the Company, or any subsidiaries of such holding companies was a party and in which a Director of the Company or any connected entities of a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during that financial year.

### MANAGEMENT CONTRACTS

Saved as disclosed herein, no contract for the management and administration of the whole or any substantial part of any business of the Company were entered into or existed during the financial year.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the financial year was the Company, its subsidiaries or its holding companies or any subsidiaries of such holding companies a party to any arrangement to enable the Directors of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, with the exception that during the year, there existed certain outstanding options to subscribe for ordinary shares of The Wharf (Holdings) Limited ("Wharf"), fellow subsidiary of the Company, granted under Wharf's share option scheme to certain employees/directors of companies in Wharf group, some of whom were Directors of the Company during the financial year.

Under the rule of Wharf's Share Option schemes (such rules being subject to the relevant laws and rules applicable from time to time), shares of Wharf would be issued at such respective prices as being not less than the highest of (a) the indicative price as specified in the written offer; (b) the closing price on the Stock Exchange on the date of grant of the options; and (c) the average closing price on the Stock Exchange for the five trading days immediately preceding the date of grant; and the relevant options would be exercisable during such periods, not being beyond the expiration of 10 years from the date of grant of relevant options, as determined by the boards of directors of Wharf.

During the financial year, a total of 1,500,000 shares of Wharf were allotted and issued to Mr Stephen T H Ng, Chairman of the Company, under Wharf's share option scheme, relevant details of which are set out on page 43.

### PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director is entitled to be indemnified out of the assets of the Company against all costs, expenses, losses or liabilities, which he may sustain or incur in or about the execution and discharge of the duties of his office, to the extent as permitted by laws.

The Company has, together with its parent company (Wharf REIC), its ultimate holding company (Wheelock and Company Limited ("Wheelock")) and a listed fellow subsidiary (Wharf), maintained directors' liability insurance which has been in force throughout the financial year and up to the date of this report to provide appropriate insurance cover for directors of their respective group companies, including, *inter alia*, the Directors of the Company.

### PURCHASE, SALE OR REDEMPTION OF SHARES

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

### AUDITORS

The Financial Statements now presented have been audited by KPMG, Certified Public Accountants, who retire and being eligible, offer themselves for re-appointment.

### OTHER CORPORATE INFORMATION

Other corporate information supplementary to this Directors' Report are set out on pages 39 to 50.

By Order of the Board

**Kevin C Y Hui**

*Director and Company Secretary*

Hong Kong, 28 February 2019

## OTHER CORPORATE INFORMATION

### (A) BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGERS

#### (i) Directors

**Stephen Tin Hoi NG**, *Chairman* (Age: 66)

Mr Ng has been Chairman and Director of the Company since 2009. He also serves as chairman of the Nomination Committee and a member of the Remuneration Committee. Mr Ng is deputy chairman of Wheelock, the ultimate holding company of the Company, chairman and managing director of Wharf REIC, the holding company of the Company, chairman and managing director of Wharf, a fellow subsidiary of the Company, all of which are publicly listed companies in Hong Kong. He is also non-executive chairman of publicly listed Joyce Boutique Holdings Limited ("Joyce"), as well as chairman of Wheelock Properties (Singapore) Limited ("WPSL") (a subsidiary of Wheelock and publicly listed in Singapore until October 2018). He formerly served as chairman and chief executive officer of publicly listed i-CABLE Communications Limited until his resignation in September 2017 and also as a non-executive director of Hotel Properties Limited (publicly listed in Singapore and formerly an associated company of WPSL) until his resignation in December 2018.

Mr Ng was born in Hong Kong in 1952 and grew up in Hong Kong. He attended Ripon College in Ripon, Wisconsin, USA and the University of Bonn, Germany, from 1971 to 1975, and graduated with a major in mathematics. He is chairman of Project *WeCan* Committee (a Business-in-Community school project), vice chairman of the Employers' Federation of Hong Kong and a council member of the Hong Kong General Chamber of Commerce.

**Kevin Chung Ying HUI**, *Director and Company Secretary* (Age: 62)

Mr Hui, *FCCA, CPA, FCIS, FCS*, has been appointed as a Director of the Company since August 2015. An accountant by profession since 1986, Mr Hui is presently a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He is a council member of The Taxation Institute of Hong Kong. He is also a member of the Project *WeCan* Committee. He joined Wheelock in 1986 and has worked for the Wheelock group and subsequently for Wharf group, gaining extensive experience in financial management and reporting control, auditing, taxation and corporate governance. He is currently the group financial controller of the Wharf group and a director of Wharf Limited and Modern Terminals Limited ("MTL"), both being fellow subsidiaries of the Company. Mr Hui has been the Company Secretary of the Company since December 2014 and he is also the company secretary of Wharf, Wharf REIC and Joyce.

**David Tai Chong LIE-A-CHEONG**, *SBS, OM, JP, Director* (Age: 59)

Mr Lie-A-Cheong has been appointed as an INED of the Company since 2018. He is the executive chairman of Newpower International (Holdings) Co., Ltd. and China Concept Consulting Ltd. He has been selected as a member of the National Committee of the 8th, 9th, 10th, 11th and 13th Chinese People's Political Consultative Conference since 1993. He acted as a panel convenor cum member of the Financial Reporting Review Panel of Hong Kong Special Administrative Region ("HKSAR") from 2007 to 2013. Mr Lie-A-Cheong is currently the honorary consul of the Hashemite Kingdom of Jordan in the HKSAR, the chairperson of the Hong Kong-Taiwan Economic and Cultural Cooperation and Promotion Council, a standing committee member of the China Overseas Friendship Association and a general committee member of the Hong Kong General Chamber of Commerce. Mr Lie-A-Cheong is also an INED of two companies publicly listed in Hong Kong, namely Aluminum Corporation of China Limited and Herald Holdings Limited.

**Roger Koon Hoo LUK**, *BBS, JP, Director (Age: 67)*

Mr Luk, *FHKIB*, has been appointed as an INED of the Company since 2018. He also serves as a member of the Audit Committee. He has over 30 years of comprehensive experience in accounting and financial management. He joined Hang Seng Bank in 1975, became the bank's director and deputy chief executive in 1994 and then became managing director and deputy chief executive of the bank in 1996 until his retirement in May 2005. Mr Luk is an INED of four companies publicly listed in Hong Kong, namely China Properties Group Limited, Computime Group Limited, Hung Hing Printing Group Limited and i-CABLE Communications Limited, and also an INED of Octopus Cards Limited. Mr Luk was formerly an INED of Wheelock Properties Limited (formerly a listed public company until it became a wholly-owned subsidiary of Wheelock in July 2010) from February 2008 to July 2010. He also serves as a council member of The Chinese University of Hong Kong, and a non-executive director (non-official) of Urban Renewal Authority. Mr Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission, the Barristers Disciplinary Tribunal Panel, the Operations Review Committee of ICAC and the Town Planning Board. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council.

Mr Luk graduated with a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and also holds a Master of Business Administration Degree granted by The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. He is also a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services.

**Peter Zen Kwok PAO**, *Director (Age: 69)*

Mr Pao has been appointed as a Director of the Company since 2018. He joined the Wheelock/Wharf group in 1993 and has been serving as a director of the non-listed subsidiaries of Wheelock, Wharf as well as Wharf REIC. He is currently a director of Wheelock's Investment Division and a director of the Wharf/Wharf REIC Group overseeing its Investor Relations Department. He is a member of the Project *WeCan* Committee and a standing committee member of The Chinese General Chamber of Commerce.

Mr Pao was born in Shanghai and graduated with a Bachelor of Science in Industrial Management from Purdue University in the United States of America in 1974. Prior to joining the Wheelock/Wharf group, he worked extensively in the finance and shipping industries in Hong Kong and Tokyo.

**Michael Tsai Ping SZE**, *Director (Age: 73)*

Mr Sze, *FCA (Eng. & Wales), FCCA, FCPA*, has been an INED of the Company since 2007. He also serves as a member and chairman of the Audit Committee and Remuneration Committee as well as a member of the Nomination Committee. Mr Sze has over 30 years of experience in the financial and securities field. He graduated with a Master of Laws (LLM) Degree from The University of Hong Kong. He was a former member of The Securities and Futures Appeals Tribunal. He was also a former council member and member of the Main Board Listing Committee of Stock Exchange. Mr Sze is an INED of publicly listed Greentown China Holdings Limited. He was formerly an INED of both GOME Electrical Appliances Holding Limited (renamed as "GOME Retail Holdings Limited") and Walker Group Holdings Limited (renamed as "Vestate Group Holdings Limited"), both being public companies listed in Hong Kong.

**Brian See King TANG**, *Director* (Age: 69)

Mr Tang has been an INED of the Company since 2008. He also serves as a member of the Audit Committee, Nomination Committee and Remuneration Committee. He has over 30 years of comprehensive experience in accounting and financial management. He graduated with a Bachelor Degree in Science from the California State University of Long Beach, USA. He was senior vice president of CITIC Ka Wah Bank Limited ("CKWB") for four years from 1997 with responsibilities covering treasury operations, remittance, bills operations, general services, property management, information technology and loan administration. He also served as a director of CKWB from 1998 to 2001. Before joining CKWB, he worked with various large organisations including 17-year service at Morgan Guaranty Trust Co as vice president and financial controller, and one-year service at Cheung Kong (Holdings) Limited as chief accountant.

**Ivan Tien Li TING**, *Director* (Age: 43)

Mr Ting has been appointed as an INED of the Company since 2018. He holds a Bachelor's Degree in International Politics and Economics from Middlebury College, Vermont. He is an executive director of a company publicly listed in Hong Kong, namely Kader Holdings Company Limited. Mr Ting was chairman of the Hong Kong Chapter of Entrepreneurs' Organization from 2006 to 2007 and its Global Board from 2016 to 2017. He was on the Hong Kong Toys Advisory Committee of the Hong Kong Trade Development Council from 2003 to 2007 and from 2010 to 2014. He is currently serving as an honorary chairman and a general committee member of the Hong Kong Exporters' Association and the vice-chairman of the Hong Kong Toys Council. He is also a member of Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference and chairman of Federation of Hong Kong Jiangsu Youth.

**Frankie Chi Ming YICK**, *SBS, JP, Director* (Age: 65)

Mr Yick, *MSc, BSc, CEng, FCILT, MIET, MCIPS*, has been a Director of the Company since July 2012. He has extensive industrial and management experience in the public transportation and logistics industry. He is a member of the Legislative Council of Hong Kong representing the Transport Functional Constituency and a member of Hong Kong Logistics Development Council. Mr Yick is a non-executive director of The "Star" Ferry Company, Limited and a director of MTL, both being fellow subsidiaries of the Company. He is also a director of Hong Kong Air Cargo Terminals Limited which is an associate of Wharf. Other than the private sector, Mr Yick has also been appointed as a board member of the Airport Authority Hong Kong since 1 June 2014, a member of The Hong Kong Maritime and Port Board since 1 April 2016 and a member of the Property Management Services Authority since 1 December 2016. He is a member of the National Committee of the 13th Chinese People's Political Consultative Conference and the 2nd Vice-Chairman of Hong Kong Repertory Theatre. Mr Yick is a chartered engineer. He holds a Bachelor's Degree in Industrial Engineering awarded by The University of Hong Kong and a Master's Degree in Industrial Management awarded by The University of Birmingham, UK.

*Notes:*

- (1) *Wheelock and Wharf REIC (of which (i) Mr Stephen T H Ng is director and has directorship with their respective subsidiaries and (ii) Mr Peter Z K Pao has directorship with their respective subsidiaries) have interests in the share capital of the Company discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.*
- (2) *Mr Stephen T H Ng, Hon Frankie C M Yick, Mr Kevin C Y Hui and Mr Peter Z K Pao hold directorships in certain subsidiaries of the Company, and also in certain group companies of Wheelock and Wharf REIC.*
- (3) *The Company confirms that it has received written confirmation from each of the INEDs confirming their independence pursuant to Rule 3.13 of the Listing Rules and considers them independent.*



**(ii) Senior Management**

During the financial year, the senior management responsibilities of the Group were vested with Chairman in conjunction with the Group's Hotel Manager and the Group's Property Project Manager, both being wholly-owned subsidiaries of Wharf.

**(B) DIRECTORS' INTERESTS IN SECURITIES**

**(i) Interests in Shares and Debt Securities**

At 31 December 2018, Directors of the Company had the following beneficial interests, all being long positions, in the shares and/or debt securities of the Company, Wheelock (the ultimate holding company of the Company), Wharf REIC (parent company of the Company), Wharf and Wharf Finance (No. 1) Limited (both being fellow subsidiaries of the Company). The percentages (where applicable) which the relevant securities represented to the respective numbers of shares in issue of the five companies are also set out below:

	Quantity/ Amount held (percentage, where applicable)	Nature of Interest
<b>The Company – Ordinary Shares</b>		
Michael T P Sze	40,300 (0.0057%)	Family Interest
<b>Wheelock – Ordinary Shares</b>		
Stephen T H Ng	176,000 (0.0086%)	Personal Interest
Peter Z K Pao	175,760 (0.0086%)	Family Interest
<b>Wharf REIC – Ordinary Shares</b>		
Stephen T H Ng	1,009,445 (0.0332%)	Personal Interest
Peter Z K Pao	25,456 (0.0008%)	Family Interest
Michael T P Sze	53,949 (0.0018%)	Family Interest
<b>Wharf – Ordinary Shares</b>		
Stephen T H Ng	1,509,445 (0.0495%)	Personal Interest
Peter Z K Pao	25,456 (0.0008%)	Family Interest
Michael T P Sze	53,949 (0.0018%)	Family Interest
Frankie C M Yick	20,000 (0.0007%)	Personal Interest
<b>Wharf Finance (No. 1) Limited – HKD Fixed Rate Notes due 2020</b>		
Roger K H Luk	HK\$4,000,000	Family Interest

Note:

*The interests in shares disclosed above do not include interests in share options of the Company's associated corporation(s) held by Directors of the Company as at 31 December 2018. Details of such interests in share options are separately set out below under the sub-section headed "(ii) Interests in Share Options of Wharf".*

**(ii) Interests in Share Options of Wharf**

Set out below are particulars of all interests (all being personal interests) in options held by Director(s) of the Company during the financial year ended 31 December 2018 to subscribe for ordinary shares of Wharf granted/exercisable under the share option scheme of Wharf:

Name of Director	Date of grant (Day/Month/Year)	No. of shares under option			Subscription price per Share (HK\$)	Vesting/Exercise Period (Day/Month/Year)
		As at 1 January 2018	Exercised during the year	As at 31 December 2018 (percentage based on no. of shares in issue)		
Stephen T H Ng	05/06/2013	200,000	(200,000)	-	23.83	06/06/2015 – 05/06/2018
		400,000	(400,000)	-		06/06/2016 – 05/06/2018
		400,000	(400,000)	-		06/06/2017 – 05/06/2018
	Sub-total	1,000,000	(1,000,000)	-		
	07/07/2016	1,000,000	(500,000)	500,000	15.92	08/07/2017 – 07/07/2021
		1,000,000	-	1,000,000		08/07/2018 – 07/07/2021
		1,000,000	-	1,000,000		08/07/2019 – 07/07/2021
		1,000,000	-	1,000,000		08/07/2020 – 07/07/2021
	Sub-total	4,000,000	(500,000)	3,500,000		
	<b>Total</b>	<b>5,000,000</b>	<b>(1,500,000)</b>	<b>3,500,000</b>		(0.11%)

Note:

*Except as disclosed above, no Wharf's share option held by Directors of the Company lapsed or was exercised or cancelled during the financial year and no Wharf's share option was granted to any Director of the Company during the financial year.*

Except as disclosed above, as recorded in the register kept by the Company under section 352 of the SFO in respect of information required to be notified to the Company and the Stock Exchange by the Directors and/or Chief Executive of the Company pursuant to the SFO or the Model Code (or any other applicable code) for Securities Transactions by Directors of Listed Issuers, there were no interests, whether long or short positions, held or deemed to be interested as at 31 December 2018 by any of Directors or Chief Executive of the Company in shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), nor had there been any rights to subscribe for any shares, underlying shares or debentures of the Company and its associated corporations held or deemed to be interested by any of them as at 31 December 2018.

### (C) SUBSTANTIAL SHAREHOLDERS' INTERESTS

Given below are the names of all parties which were, directly or indirectly, interested in 5% or more of voting shares of the Company as at 31 December 2018, the respective relevant numbers of shares in which they were, and/or were deemed to be, interested as at that date as recorded in the register kept by the Company under section 336 of the SFO (the "Register"):

Names	No. of Ordinary Shares (percentage based on no. of shares in issue)
(i) Wharf Real Estate Investment Company Limited	506,946,196 (71.53%)
(ii) Wheelock and Company Limited	506,946,196 (71.53%)
(iii) HSBC Trustee (C.I.) Limited	506,946,196 (71.53%)
(iv) Harson Investment Limited	57,054,375 (8.05%)

Notes:

- (1) For the avoidance of doubt and double counting, it should be noted that the shareholdings stated against parties (i) to (iii) above represented the same block of shares.
- (2) Wheelock's deemed shareholding interests stated above were held through, inter alia, its two wholly-owned subsidiaries, namely Wheelock Investments Limited and WF Investment Partners Limited, which in turn have interests in more than one-third of the number of shares in issue of Wharf REIC.
- (3) Wharf REIC's deemed shareholding interests stated above were held through its three wholly-owned subsidiaries, namely Wharf REIC Holdings Limited, Wharf Estates Limited and Upfront International Limited.

All the interests stated above represent long positions. As at 31 December 2018, there were no short position interests recorded in the Register.

### (D) RETIREMENT BENEFITS SCHEMES

The Group's principal retirement benefits schemes available to its Hong Kong employees are defined contribution schemes (including the Mandatory Provident Fund) which are administered by independent trustees. Both the Group and the employees contribute respectively to the schemes sums which represent certain percentage of the employees' salaries. The contributions by the Group are expensed as incurred and may be reduced by contribution forfeited for those employees who have left the schemes prior to full vesting of the relevant employee's contributions.

The employees of the Group's subsidiaries in Mainland China are members of the state-managed social insurance and housing funds operated by the Government of Mainland China. The Mainland China subsidiaries are required to contribute a certain percentage of payroll costs to the funds to fund the benefits. The only obligation of the Group with respect to the retirement benefits of Mainland China employees is to make the specified contributions.

### (E) DIRECTORS' INTERESTS IN COMPETING BUSINESS

Set out below is information disclosed pursuant to Rule 8.10 of the Listing Rules.

Four Directors of the Company, namely Mr Stephen T H Ng, Hon Frankie C M Yick, Mr Kevin C Y Hui and Mr Peter Z K Pao, being also directors of Wharf and Wharf REIC and/or certain subsidiaries of Wharf and Wharf REIC, are considered as having an interest in Wharf and Wharf REIC under Rule 8.10(2) of the Listing Rules.

Ownership of hotels, and ownership of property for letting and for development in Hong Kong and Mainland China carried on by subsidiaries of Wharf and Wharf REIC constitute competing businesses to the Group. In view of Wharf group's expertise and very good track record in the management and operation of hotels throughout the Asia Pacific region, the Group has engaged Wharf Hotels Management Limited ("WHML", a wholly-owned subsidiary of Wharf) to act as manager to operate, direct, manage and supervise The Murray, Hong Kong, MP Hong Kong, MP Changzhou and Niccolo Suzhou. WHML is also responsible for the operation of the hotels of Wharf group in the Asia Pacific region. WHML has agreed, *inter alia*, to operate The Murray, Hong Kong, MP Hong Kong, MP Changzhou and Niccolo Suzhou as first class hotels, failing which, the Group has the right to unilaterally terminate the engagement of WHML.

The business of property development in Mainland China owned by Wharf group are also considered as competing with the Group's property development projects in Mainland China. In view of Wharf group's expertise in project management and sales and marketing of properties, the Group has engaged a wholly-owned subsidiary of Wharf as the project manager and sales and marketing agent for the construction, development, sales and marketing of the Group's property development projects.

For safeguarding the interests of the Group, the INEDs and the Audit Committee of the Company would on a regular basis review the business and operational results of the Group to ensure, *inter alia*, that the Group's hotel and property development businesses are and continue to be run on the basis that they are independent of, and at arm's length from, those of Wharf and Wharf REIC group.

### (F) MAJOR CUSTOMERS AND SUPPLIERS

For the financial year ended 31 December 2018:

- (i) the aggregate amount of purchases (not including the purchases of items which are of a capital nature) attributable to the Group's five largest suppliers represented less than 30% of the Group's total purchases; and
- (ii) the aggregate amount of turnover attributable to the Group's five largest customers represented less than 30% of the Group's total turnover.

### (G) DEBENTURES, BANK LOANS AND OTHER BORROWINGS

Particulars of any and all debentures, bank loans and/or other borrowings of the Company and of the Group as at 31 December 2018 which are repayable on demand or within a period not exceeding one year and after a period of one year are set out in Note 18 to the Financial Statements on pages 82 to 83.

## (H) PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules throughout the financial year ended 31 December 2018.

## (I) DISCLOSURE OF CONNECTED TRANSACTION

Set out below is information in relation to certain continuing connected transactions involving the Company and/or its subsidiaries, particulars of which were previously disclosed in the announcements of the Company dated 11 November 2016 and 11 December 2017 respectively and are required under the Listing Rules to be disclosed in the Annual Report and Financial Statements of the Company:

### (i) Master Hotel Services Agreement with Wharf group

During the financial year, there existed certain individual hotel services agreements entered into between certain subsidiaries of the Company and WHML for the purpose of engaging WHML to provide, *inter alia*, management, marketing, technical and development services ("Hotel Services"), in respect of certain hotel properties of the Company in Hong Kong and Mainland China.

The master hotel services agreement (the "MHSA"), for the purpose of, *inter alia*, regulating various continuing connected transactions in respect of the provision of Hotel Services and/or any other services relating to operations of hotel and/or serviced apartments property(ies) by Wharf group to the Group, was entered into on 11 December 2017 between the Company and Wharf for fixed term of two years from 1 January 2018 to 31 December 2019. The MHSA has provided for, *inter alia*, the annual cap amounts of remuneration payable by the Group to Wharf group in relation thereto, which are fixed HK\$80 million and HK\$100 million for the financial years of 2018 and 2019 respectively.

The aggregate annual amounts of remuneration under the MHSA, which is subject to the relevant annual cap amount as abovementioned for the financial year ended 31 December 2018 amounted to HK\$57 million.

### (ii) Master Property Services Agreement with Wharf group

During the financial year, there existed certain individual property services agreements entered into between subsidiary(ies) of the Company and subsidiary(ies) and associate(s) (as defined under the Listing Rules) of Wharf for the purpose of engaging Wharf Group Members to provide, *inter alia*, project management services, sales and marketing services, management services and/or any other property-related services ("Property Services") in respect of certain properties and/or property projects owned by the Group.

The master property services agreement (the "MPSA"), for the purpose of, *inter alia*, regulating various continuing connected transactions in respect of the provision of the Property Services by Wharf Group Members to the Group, was entered into on 11 November 2016 between the Company and Wharf for a fixed term of three years from 1 January 2017 to 31 December 2019. The MPSA has provided for, *inter alia*, the annual cap amounts of remuneration payable by the Group to Wharf Group Members in relation thereto, which are fixed at HK\$170 million, HK\$190 million and HK\$200 million for the financial years of 2017, 2018 and 2019 respectively.

The aggregate annual amounts of remuneration under the MPSA, which is subject to the relevant annual cap amount as abovementioned for the financial year ended 31 December 2018 amounted to HK\$19 million.

As Wharf REIC is a controlling shareholder of the Company and Wharf is regarded as an associate of Wharf REIC under the Listing Rules, both Wharf REIC and Wharf are connected persons of the Company and the transactions mentioned under Section (I)(i) and Section (I)(ii) above constitute continuing connected transactions for the Company.

### **(iii) Confirmation from the Directors and the Auditors**

- (a) The Directors, including INEDs of the Company, have reviewed the continuing connected transactions mentioned under Section (I)(i) and (I)(ii) above (the "Transactions") and have confirmed that the Transactions were entered into:
- (1) by the Group in the ordinary and usual course of its business;
  - (2) on normal commercial terms; and
  - (3) according to the relevant agreements governing the Transactions on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.
- (b) In accordance with paragraph 14A.56 of the Listing Rules, the Board of Directors engaged the Company's auditors to perform procedures on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "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 auditors of the Company have advised that nothing has come to their attention that causes them to believe that:

- (1) the Transactions had not been approved by the Company's Board of Directors;
- (2) the Transactions were not, in all material respects, entered into in accordance with the terms of the related agreements governing the Transactions;
- (3) the relevant cap amounts, where applicable, have been exceeded during the financial year ended 31 December 2018; and
- (4) in the event that there would be any transactions involving the provision of goods and services by the Group, the transactions were not, in any material respects, in accordance with the pricing policies of the Group.

- (iv) With regard to the Related Party Transactions as disclosed under Note 23 to the Financial Statements on page 93, the transactions stated under paragraphs (a) and (b) therein constitute connected transactions (as defined under the Listing Rules) of the Company, the one under paragraph (c) does not constitute a connected transaction under the Listing Rules, and those under paragraph (d) constitute a fully exempt connected transaction of the Company, for all of which the applicable requirements under the Listing Rules have been duly complied with.

### (J) PRINCIPAL RISKS AND UNCERTAINTIES

The following is a list of principal risks and uncertainties that are considered to be significant as it currently stands and with potential affecting the Group's businesses results of operations and financial conditions. However, this is non-exhaustive as there may be other risks and uncertainties arise resulting from changes in economic and other conditions over time. The Group employs a risk management and internal control framework to identify current and foreseeable risks at different levels of the organisation so as to take preventive actions to avoid or mitigate their adverse impact.

#### Risks pertaining to Hotel

The Group owns 4 hotels in Hong Kong and Mainland. Hotel performance is usually subject to a high degree of fluctuations caused by both predictable and unpredictable factors including seasonality, social stability, epidemic diseases and changes in economic conditions. The global economy is facing a barrage of challenges. Slower and less balanced growth is observed, with moderation experienced in advanced economies. The ongoing Sino-US conflicts, inconclusive Brexit negotiation, prolonged political turbulence in Washington and heightened financial volatility, take uncertainty to a new height. Global growth concerns are further complicated by fresh political chaos in Europe including the "yellow vest" movement in France. Each factor has varied the development pattern of the tourism and hospitality industry with heavy reliance on the growth of visitor arrivals from Mainland.

In this respect, Hotel segment closely assesses the impact of the geopolitical outlook and economic development of different countries for building its portfolios and exposures to match with the Group's risk appetite. It also takes continual reviews of competition, legal and political changes as well as market trends for setting its business strategies including marketing and pricing to protect and drive profitability.

#### Risks pertaining to IP

IP segment is the Group's core business with IP asset accounted for over 30% of the Group's total business assets. With the majority of the properties locating in Hong Kong and Mainland China, the general economic climate, regulatory changes, government policies and the political conditions in both Hong Kong and Mainland China may have a significant impact on the Group's overall financial results and positions. The Group's rental income may experience more frequent adjustments resulting from competition arising from oversupply in retail and office areas. Furthermore, rental levels may also be impacted by external economic and market conditions including but not limited to the fluctuations in general supply and demand, performance in stock markets and financial volatility, which may indirectly affect the Group's IP performance.



IPs are stated at fair values in accordance with the Hong Kong Financial Reporting Standards in the consolidated statement of financial position at each reporting period. The fair values are provided by independent professional surveyors, using the income capitalisation approach which capitalised the net income of properties and takes into account the significant adjustments on term yield to account for the risk upon reversion and changes in fair value are recognised to the consolidated income statement. Given the size of the Group's IP portfolio, any significant change in the IP values may overwhelmingly affect the Group's results that may not be able to reflect the Group's operating and cash flow performance.

In this respect, the Group regularly assesses changes in economic environment and keeps alert to market needs and competitors' offensives in order to maintain competitiveness. Continuously maintaining the quality of the assets and building up a diversified and high-quality tenant-mix also help the Group to grow revenue and to resist in a sluggish economy. In addition, long-range planned and tactical promotions are seamlessly executed for maintaining the IPs' leading brands and value.

### **Risks pertaining to DP**

DP segment in the Mainland dominated the Group's financial performance between 2012 and 2017. As exit from this segment continues and the Group DP land bank has not been replenished, sharply lower revenue and profit from the depleted land bank were reported for 2018 and future contribution from China DP will become volatile in next few years. The segment will also continue to be subject to economic, political and legal developments in Mainland China as well as in the economies in the surrounding region.

### **Legal and Regulatory Compliance risk**

Whilst the Group has a diversified portfolio of business operations across Hong Kong and various Mainland cities, any failure to anticipate the trend of regulatory changes or cope with relevant requirements may result in non-compliance of a local laws or regulation, leading to not only financial loss but also reputational damage to the Group. In mitigation of relevant risks, the Group actively assesses the effect of relevant developments and engaged closely with regulatory authorities and external advisors on new laws and regulations and also trending legislations to ensure relevant requirements are properly complied with in an effective manner.

### **Financial risk**

The Group is exposed to financial risks related to interest rate risks, foreign currency risks, equity price and credit in the normal course of the business. For further details of such risks and relevant management policies, please refer to Note 20 to the financial statements from pages 85 to 90.

### (K) ESG

Following the guidance of our parent company, Wharf REIC, the Group goes beyond compliance with the local legislation and endeavours to demonstrate care for the community. The scope of this year's ESG report is extended to include The Murray Hong Kong, the new luxury hotel opened in 2018.

The Group strictly complies with the legislative requirements and voluntary codes governing environmental, social and governance aspects that have a significant impact on the Group. Information on the Group's compliance with the relevant environmental, social and governance laws and regulations, and the discussion of our policies and initiatives can be found on pages 15 to 16 of this Annual Report. Further details can be found in the Group's standalone ESG Report. It will be made available for download on the Company's corporate website [www.harbourcentre.com.hk](http://www.harbourcentre.com.hk).

### (L) DIRECTORS OF SUBSIDIARIES

The names of all persons who, during the financial year and up to 28 February 2019 (the date of this report), served as directors of all those companies included as subsidiaries in the consolidated financial statements of the Company for the financial year ended 31 December 2018 are set out below:

Andrea Limited\*  
CHAN Kwok Pong  
CHAN Sik Wah  
CHOW On Kiu  
FU Wai Hung\*  
GUO Guanghui  
GUO Yong  
HUI Chung Ying Kevin  
LEE Yuk Fong Doreen  
LI Lei  
NG Tin Hoi Stephen  
OON Hock Neo\*  
PAO Zen Kwok Peter  
TSUI Yiu Cheung  
WEI Qing Shan  
WU Guan  
ZHANG Lu\*  
ZHANG Yi  
凌學風  
蔣曉洲\*  
徐斯偉

\* ceased to be a director of the Group's subsidiaries on or before 28 February 2019.



## TO THE MEMBERS OF HARBOUR CENTRE DEVELOPMENT LIMITED

*(incorporated in Hong Kong with limited liability)*

### OPINION

We have audited the consolidated financial statements of Harbour Centre Development Limited and its subsidiaries ("the Group") set out on pages 57 to 122, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated income statement, the consolidated statement of 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 2018 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

## Valuation of completed investment properties ("IP")

*Refer to accounting policy D(i) and note 8 to the consolidated financial statements*

### The key audit matter

### How the matter was addressed in our audit

The Group holds a portfolio of completed IP (primarily retail properties) located in Hong Kong which accounted for 22% of the Group's total assets as at 31 December 2018.

The fair values of the completed IP as at 31 December 2018 were assessed by the Group based on independent valuations prepared by a qualified external property valuer which took into account the net income of each property, allowing for reversionary potential and redevelopment potential, where appropriate.

The net changes in fair value of completed IP recorded in the consolidated income statement represented 35% of the Group's profit before taxation for the year ended 31 December 2018.

We identified valuation of completed IP as a key audit matter because these properties are significant to the Group's total assets and a small adjustment to or variances in the assumptions and data used to compute the valuation of individual properties, when aggregated, could have a significant impact on the Group's profit and because the valuation of completed IP is inherently subjective and requires significant judgement and estimation, particularly in determining market rents and capitalisation rates, which increases the risk of error or potential management bias.

Our audit procedures to assess the valuation of completed IP included the following:

- obtaining and inspecting the valuation reports prepared by the external property valuer engaged by the Group;
- meeting the external property valuer, to discuss and challenge the key estimates and assumptions adopted in the valuations, including the prevailing market rents, capitalisation rates and comparable market transactions, and to assess the independence, objectivity, qualifications and expertise of the external property valuer in the properties being valued;
- with the assistance of our internal property valuation specialists, assessing the valuation methodology adopted by the external property valuer and comparing the key estimates and assumptions adopted in the valuation of each completed IP, including market rents and capitalisation rates, with available market data and government statistics; and
- conducting site visits to the completed IP and comparing tenancy information, including market rents and occupancy rates adopted by the external property valuer with underlying contracts and related documentation, on a sample basis.

## Assessing potential impairment of hotel properties

*Refer to accounting policies D(ii), G(ii) and note 9 to the consolidated financial statements*

### The key audit matter

### How the matter was addressed in our audit

As at 31 December 2018, the Group held a number of hotel properties located in Hong Kong and Mainland China which were stated at cost less accumulated depreciation and impairment losses at a total amount of HK\$7,758 million.

At the financial reporting date, the Group reviewed the hotel properties to determine whether there was any indicators of impairment. When indicators of impairment are identified management assesses the recoverable amount of the hotel property. An impairment loss is recognised as an expense in the consolidated income statement if the carrying amount of the hotel property exceeds its recoverable amount.

The calculation of the recoverable amount of a hotel property is performed by the Group's external property valuer. The recoverable amount is determined based on the value in use of the hotel property by discounting the projected cash flows associated with the hotel property using a risk-adjusted discount rate. The preparation of discounted cash flow forecasts can be highly subjective and requires the exercise of significant management judgement and estimation, in particular in determining forecast occupancy rates, forecast revenue per available room, the growth rates and the discount rates applied.

We identified assessing potential impairment of hotel properties as a key audit matter because of the significant management judgement and estimation required in making assumptions and estimations which are inherently uncertain and could be subject to management bias.

Our audit procedures to assess the potential impairment of hotel properties included the following:

- discussing with management whether there were any indicators of impairment of individual hotel properties as at 31 December 2018;
- where there were indicators of impairment, assessing whether the impairment assessment models were prepared in accordance with the requirements of the prevailing accounting standards;
- obtaining and inspecting the recoverable amount calculations prepared by the external property valuer engaged by the Group;
- assessing the qualifications, experience and expertise of the external property valuer in the properties being valued;
- with the assistance of our internal property valuation specialists, assessing the valuation methodology adopted by the property valuers and comparing the key estimates and assumptions adopted in the impairment assessment models for hotel properties, including forecast hotel room rates, forecast occupancy rates, growth rates and the discount rates, with available market data and government statistics;
- evaluating the historical accuracy of management's calculations of the recoverable amounts of hotel properties by comparing the forecasts at the end of the previous financial year for occupancy rates, revenue per available room and growth rates with the actual outcomes in the current year; and
- performing sensitivity analyses to determine the extent of change in those estimates that, either individually or collectively, would be required for the hotel properties to be materially misstated and considering the likelihood of such a movement in those key estimates arising and whether there was any evidence of management bias.

### **INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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



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## INDEPENDENT AUDITOR'S REPORT

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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 communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Ka Nang.

### **KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building

10 Chater Road

Central, Hong Kong

28 February 2019

# CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2018

	Note	2018 HK\$ Million	2017 HK\$ Million
<b>Revenue</b>	1	<b>1,583</b>	6,997
Direct costs and operating expenses		<b>(777)</b>	(2,556)
Selling and marketing expenses		<b>(157)</b>	(144)
Administrative and corporate expenses		<b>(58)</b>	(138)
Operating profit before depreciation, interest and tax		<b>591</b>	4,159
Depreciation		<b>(206)</b>	(40)
<b>Operating profit</b>	1 & 2	<b>385</b>	4,119
Changes in fair value of investment properties		<b>319</b>	30
Other net income	3	<b>34</b>	–
Finance costs	4	<b>738</b>	4,149
Share of results after tax of:		<b>(55)</b>	(37)
Joint ventures	11	<b>122</b>	(15)
Associates	10	<b>111</b>	81
Profit before taxation		<b>916</b>	4,178
Income tax	5(a)	<b>(89)</b>	(2,559)
<b>Profit for the year</b>		<b>827</b>	1,619
<b>Profit attributable to:</b>			
Equity shareholders		<b>831</b>	1,320
Non-controlling interests		<b>(4)</b>	299
		<b>827</b>	1,619
<b>Earnings per share</b>	6		
Basic		<b>HK\$1.17</b>	HK\$1.86
Diluted		<b>HK\$1.17</b>	HK\$1.86

The notes and principal accounting policies on pages 63 to 122 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in Note 7.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2018

	2018 HK\$ Million	2017 HK\$ Million
<b>Profit for the year</b>	<b>827</b>	1,619
<b>Other comprehensive income</b>		
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Exchange difference on translation of the operations of:	<b>(268)</b>	339
– subsidiaries	<b>(268)</b>	318
– joint ventures	–	21
Share of reserves of joint ventures	<b>(112)</b>	–
<b>Items that will not be reclassified to profit or loss:</b>		
Fair value changes on equity investments	<b>(312)</b>	451
<b>Others</b>	<b>(2)</b>	9
<b>Other comprehensive income for the year</b>	<b>(694)</b>	799
<b>Total comprehensive income for the year</b>	<b>133</b>	2,418
<b>Total comprehensive income attributable to:</b>		
Equity shareholders	<b>169</b>	2,079
Non-controlling interests	<b>(36)</b>	339
	<b>133</b>	2,418

The notes and principal accounting policies on pages 63 to 122 form part of these financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2018

	Note	2018 HK\$ Million	2017 HK\$ Million
<b>Non-current assets</b>			
Investment properties	8	6,396	9,300
Hotel properties, plant and equipment	9	7,867	8,088
Interest in associates	10	1,294	1,599
Interest in joint ventures	11	1,601	1,694
Equity investments	12	2,396	2,708
Deferred tax assets	19	336	353
Other non-current assets		27	28
		<b>19,917</b>	23,770
<b>Current assets</b>			
Properties for sale	13	3,726	144
Inventories		4	4
Trade and other receivables	14	263	255
Prepaid tax	5(f) & (g)	70	24
Bank deposits and cash	15	2,428	2,699
		<b>6,491</b>	3,126
<b>Total assets</b>		<b>26,408</b>	26,896
<b>Non-current liabilities</b>			
Deferred tax liabilities	19	(372)	(377)
Bank loans	18	(2,743)	(1,502)
		<b>(3,115)</b>	(1,879)
<b>Current liabilities</b>			
Trade and other payables	16	(3,133)	(3,723)
Pre-sale deposits and proceeds	17	(660)	(13)
Taxation payable	5(f)	(1,541)	(2,278)
Bank loans	18	(70)	(800)
		<b>(5,404)</b>	(6,814)
<b>Total liabilities</b>		<b>(8,519)</b>	(8,693)
<b>NET ASSETS</b>		<b>17,889</b>	18,203
<b>Capital and reserves</b>			
Share capital	21	3,641	3,641
Reserves		13,635	13,913
<b>Shareholders' equity</b>		<b>17,276</b>	17,554
<b>Non-controlling interests</b>		<b>613</b>	649
<b>TOTAL EQUITY</b>		<b>17,889</b>	18,203

The notes and principal accounting policies on pages 63 to 122 form part of these financial statements.

**Stephen T H Ng**  
Chairman

**Kevin C Y Hui**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2018

	Shareholders' equity						
	Share capital	Investments revaluation reserve	Exchange reserve	Revenue reserve	Total shareholders' equity	Non-controlling interests	Total equity
	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
<b>At 1 January 2017</b>	3,641	463	294	11,431	15,829	717	16,546
Changes in equity for 2017:							
Profit for the year	–	–	–	1,320	1,320	299	1,619
Other comprehensive income	–	451	299	9	759	40	799
<b>Total comprehensive income</b>	–	451	299	1,329	2,079	339	2,418
Transfer to revenue reserves upon de-recognition of equity investments	–	(61)	–	61	–	–	–
2016 second interim dividend paid	–	–	–	(255)	(255)	–	(255)
2017 first interim dividend paid	–	–	–	(99)	(99)	–	(99)
Capital repatriation to non-controlling interests of a subsidiary	–	–	–	–	–	(339)	(339)
Dividends paid to non-controlling interests	–	–	–	–	–	(68)	(68)
<b>At 31 December 2017 and 1 January 2018</b>	<b>3,641</b>	<b>853</b>	<b>593</b>	<b>12,467</b>	<b>17,554</b>	<b>649</b>	<b>18,203</b>
Changes in equity for 2018:							
Profit for the year	–	–	–	831	831	(4)	827
Other comprehensive income	–	(312)	(348)	(2)	(662)	(32)	(694)
<b>Total comprehensive income</b>	–	<b>(312)</b>	<b>(348)</b>	<b>829</b>	<b>169</b>	<b>(36)</b>	<b>133</b>
2017 second interim dividend paid	–	–	–	(397)	(397)	–	(397)
2018 first interim dividend paid	–	–	–	(50)	(50)	–	(50)
<b>At 31 December 2018</b>	<b>3,641</b>	<b>541</b>	<b>245</b>	<b>12,849</b>	<b>17,276</b>	<b>613</b>	<b>17,889</b>

The notes and principal accounting policies on pages 63 to 122 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2018

	Note	2018 HK\$ Million	2017 HK\$ Million
Operating cash inflow	(a)	<b>486</b>	4,037
Changes in working capital	(a)	<b>(354)</b>	(2,757)
<b>Cash generated from operations</b>	(a)	<b>132</b>	1,280
Net interest (paid)/received		<b>(50)</b>	11
Interest received		<b>23</b>	44
Interest paid on bank loans		<b>(73)</b>	(33)
Dividend income from equity investments		<b>82</b>	78
Dividend income from joint venture/associate		<b>102</b>	122
Hong Kong profits tax paid		<b>(84)</b>	(65)
PRC taxation paid		<b>(689)</b>	(168)
Net cash (used in)/generated from operating activities		<b>(507)</b>	1,258
<b>Investing activities</b>			
Additions of investment properties and hotel properties, plant and equipment		<b>(85)</b>	(2,348)
Net decrease/(increase) in interest in associates		<b>375</b>	(53)
Purchase of equity investments		–	(1,116)
Proceeds from disposal of equity investments		–	1,161
Net cash generated from/(used in) investing activities		<b>290</b>	(2,356)
<b>Financing activities</b>			
Drawdown of bank loans	(b)	<b>1,641</b>	202
Repayment of bank loans	(b)	<b>(1,130)</b>	(1,150)
Dividends paid to equity shareholders		<b>(447)</b>	(354)
Dividends paid to non-controlling interests		–	(68)
Capital repatriation to non-controlling interests of a subsidiary		–	(339)
Net cash generated from/(used in) financing activities		<b>64</b>	(1,709)
<b>Decrease in cash and cash equivalents</b>		<b>(153)</b>	(2,807)
Cash and cash equivalents at 1 January		<b>2,699</b>	5,154
Effect on exchange rate changes		<b>(118)</b>	352
<b>Cash and cash equivalents at 31 December</b>		<b>2,428</b>	2,699

Cash and cash equivalents represent bank deposits and cash.

The notes and principal accounting policies on pages 63 to 122 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2018

## NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Reconciliation of operating profit to cash generated from operations

	2018 HK\$ Million	2017 HK\$ Million
Operating profit	385	4,119
Depreciation	206	40
Dividend income from equity investments	(82)	(78)
Interest income	(23)	(44)
Operating cash inflow	486	4,037
(Increase)/decrease in properties for sale	(662)	1,767
Increase in inventories	–	(1)
Decrease in trade and other receivables	27	241
(Decrease)/increase in trade and other payables	(311)	584
Increase/(decrease) in pre-sale deposits and proceeds	648	(5,370)
(Decrease)/increase in amounts due to fellow subsidiaries (net)	(56)	22
Changes in working capital	(354)	(2,757)
<b>Cash generated from operations</b>	<b>132</b>	<b>1,280</b>

### (b) Reconciliation of liabilities arising from financing activities

	Bank loans	
	2018 HK\$ Million	2017 HK\$ Million
<b>At 1 January</b>	<b>2,302</b>	3,250
Changes from financing cash flows:		
Drawdown of bank loans	1,641	202
Repayment of bank loans	(1,130)	(1,150)
Total changes from financing cash flows	511	(948)
<b>At 31 December</b>	<b>2,813</b>	2,302



## 1. SEGMENT INFORMATION

The Group manages its diversified businesses according to the nature of services and products provided. Management has determined three reportable operating segments for measuring performance and allocating resources. The segments are hotel, investment property and development property. No operating segment has been aggregated to form reportable segments.

Hotel segment represents the operations of The Murray, Hong Kong, MP Hong Kong and MP Changzhou.

Investment property segment primarily represents the property leasing of the Group's investment properties in Hong Kong. Some of the Group's development projects in Mainland China include properties which are intended to be held for investment purposes on completion.

Development property segment encompasses activities relating to the acquisition, development, design, sales and marketing of trading properties primarily in Mainland China.

Management evaluates performance based on operating profit as well as the equity share of results of associates and joint ventures of each segment.

Segment business assets principally comprise all tangible assets, intangible assets and current assets directly attributable to each segment with the exception of bank deposits and cash, equity investments and deferred tax assets.

Revenue and expenses are allocated with reference to income generated by those segments and expenses incurred by those segments or which arise from the depreciation of assets attributable to those segments.

### (a) Analysis of segment revenue and results

	Revenue HK\$ Million	Operating profit HK\$ Million	Changes in fair value of investment properties HK\$ Million	Other net income HK\$ Million	Finance costs HK\$ Million	Joint ventures HK\$ Million	Associates HK\$ Million	Profit/(loss) before taxation HK\$ Million
<b>2018</b>								
Hotel	978	10	–	–	(39)	–	–	(29)
Investment property	411	383	319	–	(14)	–	–	688
Development property	89	(60)	–	21	(2)	122	111	192
<b>Segment total</b>	<b>1,478</b>	<b>333</b>	<b>319</b>	<b>21</b>	<b>(55)</b>	<b>122</b>	<b>111</b>	<b>851</b>
Investment and others	105	105	–	13	–	–	–	118
Corporate expenses	–	(53)	–	–	–	–	–	(53)
<b>Group total</b>	<b>1,583</b>	<b>385</b>	<b>319</b>	<b>34</b>	<b>(55)</b>	<b>122</b>	<b>111</b>	<b>916</b>
<b>2017</b>								
Hotel	630	149	–	–	(3)	–	–	146
Investment property	338	309	30	–	(10)	–	–	329
Development property	5,907	3,630	–	–	(3)	(15)	81	3,693
<b>Segment total</b>	<b>6,875</b>	<b>4,088</b>	<b>30</b>	<b>–</b>	<b>(16)</b>	<b>(15)</b>	<b>81</b>	<b>4,168</b>
Investment and others	122	122	–	–	(21)	–	–	101
Corporate expenses	–	(91)	–	–	–	–	–	(91)
<b>Group total</b>	<b>6,997</b>	<b>4,119</b>	<b>30</b>	<b>–</b>	<b>(37)</b>	<b>(15)</b>	<b>81</b>	<b>4,178</b>

- (i) Substantially all depreciation was attributable to the Hotel Segment.
- (ii) No inter-segment revenue has been recorded during the current and prior years.

## NOTES TO THE FINANCIAL STATEMENTS

### (b) Analysis of segment business assets

	2018 HK\$ Million	2017 HK\$ Million
Hotel	8,040	8,213
Investment property	6,469	9,346
Development property	6,739	3,577
Total segment business assets	21,248	21,136
Unallocated corporate assets	5,160	5,760
Total assets	26,408	26,896

- (i) Hotels are stated at cost less accumulated depreciation and impairment losses. Should the completed hotel properties be stated based on the valuation as at 31 December 2018 of HK\$12,165 million (2017: HK\$12,078 million), the total segment business assets would be increased to HK\$25,695 million (2017: HK\$25,227 million).
- (ii) Unallocated corporate assets mainly comprise equity investments, deferred tax assets and bank deposits and cash.

### (c) Geographical information

	Revenue		Operating profit	
	2018 HK\$ Million	2017 HK\$ Million	2018 HK\$ Million	2017 HK\$ Million
Hong Kong	1,348	936	437	433
Mainland China	178	6,016	(109)	3,641
Others	57	45	57	45
Group total	1,583	6,997	385	4,119

	Specified non-current assets		Total business assets	
	2018 HK\$ Million	2017 HK\$ Million	2018 HK\$ Million	2017 HK\$ Million
Hong Kong	12,999	12,851	13,242	13,017
Mainland China	4,159	7,830	8,006	8,119
Group total	17,158	20,681	21,248	21,136

Specified non-current assets exclude equity investments, deferred tax assets and other non-current assets.

Geographically, HK\$8,006 million (2017: HK\$8,119 million) or 38% (2017: 38%) of the Group's total business assets, based on book cost, were located in Mainland China.

The geographical location of revenue and operating profit is analysed based on the location at which services are provided and in the case of equity instruments, where they are listed. The geographical location of specified non-current assets and total business assets is based on the physical location of operations.

**(d) Disaggregation of revenue**

Revenue from hotel, development property and property management fees and other rental related income of HK\$39 million in investment property segment are revenue from contracts with customers within the scope of HKFRS 15.

The Group has applied practical expedient in paragraph 121 of HKFRS 15 to exempt the disclosure of revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date to its property management fees and other rental related income as the Group recognises revenue at the amount to which it has a right to invoice, which corresponds directly with the value to the customer of the Group's performance completed to date.

The Group has also applied practical expedient in paragraph 121 of HKFRS 15 to exempt the disclosure of revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date to its revenue from sales of completed properties as the performance obligation is part of a contract that has an original expected duration of one year or less.

**2. OPERATING PROFIT**

**(a) Operating profit is arrived at:**

	2018 HK\$ Million	2017 HK\$ Million
<b>After charging/(crediting):</b>		
Depreciation	<b>206</b>	40
Staff costs (Note i)	<b>378</b>	249
Auditors' remuneration	<b>2</b>	2
Cost of trading properties for recognised sales	<b>131</b>	2,182
Rental charges under operating leases	<b>18</b>	20
Gross rental revenue from investment property (Note ii)	<b>(411)</b>	(338)
Direct operating expenses of investment property	<b>18</b>	20
Interest income	<b>(23)</b>	(44)
Dividend income from equity investments	<b>(82)</b>	(78)

Notes:

- (i) Staff costs included defined contribution pension schemes costs HK\$16 million (2017: HK\$9 million).
- (ii) Rental income included contingent rentals of HK\$132 million (2017: HK\$65 million).

**(b) Directors' emoluments**

Directors' emoluments disclosed pursuant to section 383(1) of the Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Salaries, allowances and benefits		Contributions		2018	2017
	Fees HK\$'000	in kind HK\$'000	Discretionary bonuses HK\$'000	to pension scheme HK\$'000	Total HK\$'000	Total HK\$'000
<b>Executive Director</b>						
Stephen T H Ng	60	1,080	–	–	1,140	1,010
<b>Non-executive Directors</b>						
Kevin C Y Hui	60	–	–	–	60	50
Peter Z K Pao (v)	35	–	–	–	35	–
Frankie C M Yick	60	–	–	–	60	50
<b>Independent Non-executive Directors</b>						
Joseph M K Chow (ii & vii)	67	–	–	–	67	70
Andrew K Y Leung (iv)	20	–	–	–	20	50
David T C Lie-A-Cheong (viii)	5	–	–	–	5	–
Roger K H Luk (ii & vi)	40	–	–	–	40	–
H M V de Lacy Staunton (iii)	–	–	–	–	–	17
Michael T P Sze (ii)	85	–	–	–	85	70
Brian S K Tang (ii)	85	–	–	–	85	70
Ivan T L Ting (viii)	5	–	–	–	5	–
	<b>522</b>	<b>1,080</b>	<b>–</b>	<b>–</b>	<b>1,602</b>	<b>1,387</b>
Total for 2017	427	960	–	–	–	1,387

Notes:

- (i) There was no compensation for loss of office and/or inducement for joining the Group paid/payable to the Company's Directors in respect of the years ended 31 December 2018 and 2017.
- (ii) Includes Audit Committee Member's fee received by each of relevant Directors of HK\$25,000 per annum for the year ended 31 December 2018 (2017: HK\$20,000 per annum).
- (iii) Mr H M V de Lacy Staunton ceased to be a Director of the Company with effect from 5 May 2017.
- (iv) Hon Andrew K Y Leung ceased to be a Director of the Company with effect from 4 May 2018.
- (v) Mr Peter Z K Pao has been appointed as a Director of the Company with effect from 1 June 2018.
- (vi) Mr Roger K H Luk has been appointed as a Director and Audit Committee Member of the Company with effect from 1 June 2018 and 15 October 2018, respectively.
- (vii) Dr Joseph M K Chow passed away on 13 October 2018.
- (viii) Mr David T C Lie-A-Cheong and Mr Ivan T L Ting have been appointed as Directors of the Company with effect from 1 December 2018.

**(c) Emoluments of the highest paid employees**

For the year ended 31 December 2018, information regarding emoluments of 5 (2017: 5) employees of the Group who, not being Directors of the Company, were among the top five highest paid individuals (including Directors of the Company and other employees of the Group) employed by the Group has been set out below:

Aggregate emoluments	2018 HK\$ Million	2017 HK\$ Million
Salaries, allowances and benefits in kind	10	11
Discretionary bonuses and/or performance related bonuses	1	1
	<b>11</b>	<b>12</b>

Bands (in HK\$)	2018 Number	2017 Number
\$1,500,001 – \$2,000,000	2	2
\$2,000,001 – \$2,500,000	2	2
\$2,500,001 – \$3,000,000	1	–
\$3,500,001 – \$4,000,000	–	1

**3. OTHER NET INCOME**

	2018 HK\$ Million	2017 HK\$ Million
Net exchange gain, including the impact of forward exchange contracts	34	–

#### 4. FINANCE COSTS

	2018 HK\$ Million	2017 HK\$ Million
Interest on bank borrowings	61	30
Other finance costs	11	11
	72	41
Less: Amount capitalised	(17)	(4)
Total	55	37

(a) Interest was capitalised at an average annual rate of approximately 4.6% (2017: 1.2%).

(b) All interest costs are in respect of interest bearing borrowings that are stated at amortised cost.

#### 5. INCOME TAX

(a) Taxation charged to the consolidated income statement represents:

	2018 HK\$ Million	2017 HK\$ Million
<b>Current income tax</b>		
Hong Kong		
– provision for the year	95	75
– underprovision in respect of prior years	3	1
Mainland China		
– provision for the year	6	939
– overprovision in respect of prior years	(17)	–
	87	1,015
<b>Land appreciation tax (“LAT”) (Note (d))</b>	2	1,568
<b>Deferred tax</b>		
Origination and reversal of temporary differences	–	(24)
Total	89	2,559

## NOTES TO THE FINANCIAL STATEMENTS

- (b) The provision for Hong Kong profits tax is at the rate of 16.5% (2017: 16.5%) of the estimated assessable profits for the year.
- (c) Income tax on profits assessable in Mainland China are China corporate income tax calculated at a rate of 25% (2017: 25%) and China withholding tax at a rate of up to 10%.
- (d) Under the Provisional Regulations on LAT, all gains arising from transfer of real estate property in Mainland China are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use rights, borrowings costs and all property development expenditures.
- (e) The China tax law also imposes a withholding tax at 10% unless reduced by a treaty or agreement, for dividends distributed by a PRC-resident enterprise to its immediate holding company outside Mainland China. For the year ended 31 December 2018, the Group has written back HK\$3 million (2017: provision of HK\$341 million) for withholding tax on accumulated earnings generated by its Mainland China subsidiaries which is related to dividend distribution to their immediate holding companies outside Mainland China in the foreseeable future.
- (f) The prepaid tax/taxation payable in the consolidated statement of financial position is expected to be recovered/settled within one year.
- (g) Prepaid tax represents advance LAT and corporate income tax paid in respect of pre-sale proceeds received from sale of properties in Mainland China.
- (h) Tax attributable to joint ventures and associates for the year ended 31 December 2018 of HK\$102 million (2017: HK\$18 million) is included in the share of results of joint ventures and associates.
- (i) Reconciliation between the actual total tax charge and accounting profit at applicable tax rates:

	2018 HK\$ Million	2017 HK\$ Million
Profit before taxation	<b>916</b>	4,178
Notional tax on accounting profit calculated at applicable tax rates	<b>154</b>	980
Tax effect of non-deductible expenses	<b>32</b>	30
Tax effect of changes in fair value of investment properties	<b>(53)</b>	(5)
Tax effect of other non-taxable income	<b>(73)</b>	(375)
Tax effect of tax losses not recognised	<b>102</b>	27
Tax effect of utilisation of tax losses and other temporary differences	<b>(58)</b>	(8)
(Over)/underprovision in respect of prior years	<b>(14)</b>	1
LAT on trading properties	<b>2</b>	1,568
Withholding tax on distributed/undistributed earnings	<b>(3)</b>	341
Actual total tax charge	<b>89</b>	2,559



## 6. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the profit attributable to equity shareholders for the year of HK\$831 million (2017: HK\$1,320 million) and 709 million ordinary shares (2017: 709 million shares) in issue during the year.

The diluted earnings per share is the same as the basic earnings per share as there are no potential dilutive ordinary shares in existence during the years ended 31 December 2018 and 31 December 2017.

## 7. DIVIDENDS ATTRIBUTABLE TO EQUITY SHAREHOLDERS

	2018 HK\$ Per share	2018 HK\$ Million	2017 HK\$ Per share	2017 HK\$ Million
First interim dividend declared and paid	<b>0.07</b>	<b>50</b>	0.14	99
Second interim dividend declared after the end of the reporting period	<b>0.23</b>	<b>163</b>	0.56	397
	<b>0.30</b>	<b>213</b>	0.70	496

- (a) The second interim dividend based on 709 million issued ordinary shares (2017: 709 million shares) declared after the end of the reporting period has not been recognised as a liability at the end of the reporting period.
- (b) The second interim dividend of HK\$397 million for 2017 was approved and paid in 2018.

## 8. INVESTMENT PROPERTIES

	Completed HK\$ Million	Under development HK\$ Million	Total HK\$ Million
<b>(a) Cost or valuation</b>			
At 1 January 2017	5,344	2,933	8,277
Exchange adjustment	–	205	205
Additions	–	788	788
Revaluation surpluses	30	–	30
	<b>5,374</b>	<b>3,926</b>	<b>9,300</b>
At 31 December 2017 and 1 January 2018	–	<b>(180)</b>	<b>(180)</b>
Exchange adjustment	–	<b>556</b>	<b>556</b>
Additions	–	<b>(3,599)</b>	<b>(3,599)</b>
Transfer	<b>319</b>	–	<b>319</b>
Revaluation surpluses			
At 31 December 2018	<b>5,693</b>	<b>703</b>	<b>6,396</b>

## NOTES TO THE FINANCIAL STATEMENTS

	Completed HK\$ Million	Under development HK\$ Million	Total HK\$ Million
<b>(b) The analysis of cost or valuation of the above assets is as follows:</b>			
2018 valuation	5,693	–	5,693
At cost	–	703	703
	<b>5,693</b>	<b>703</b>	<b>6,396</b>
2017 valuation	5,374	–	5,374
At cost	–	3,926	3,926
	5,374	3,926	9,300
<b>(c) Tenure of title to properties:</b>			
At 31 December 2018			
Held in Hong Kong			
Long term leases	5,693	–	5,693
Held outside Hong Kong			
Long term leases	–	703	703
	<b>5,693</b>	<b>703</b>	<b>6,396</b>
At 31 December 2017			
Held in Hong Kong			
Long term leases	5,374	–	5,374
Held outside Hong Kong			
Medium term leases	–	3,926	3,926
	5,374	3,926	9,300

### (d) Investment properties revaluation

The Group's investment properties under development are stated at fair value at the earlier of when the fair value first becomes reliably measurable and the date of completion of the property.

The investment properties stated at fair value as at 31 December 2018 were revalued by Knight Frank Petty Limited ("Knight Frank"), an independent firm of professional surveyors who have among their staff Fellows of the Hong Kong Institute of Surveyors with extensive experience in valuing properties in Hong Kong and Mainland China. Knight Frank has valued the investment properties on a market value basis and has taken into account the net income of the respective properties, allowing for reversionary potential and the redevelopment potential of the properties where appropriate.

The revaluation differences arising on revaluation on investment properties is recognised in the line item “Changes in fair value of investment properties” on the face of the consolidated income statement.

Investment properties are measured at fair value at the end of the reporting period across the three levels of the inputs to the revaluation methodologies in accordance with HKFRS 13, Fair value measurement (“HKFRS 13”). The levels are defined as follows:

Level 1 valuations: Fair value measured using only level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using level 2 inputs i.e. observable inputs which fail to meet level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group’s completed investment properties measured at HK\$5,693 million (2017: HK\$5,374 million) mainly represent the retail properties located in Hong Kong, were classified as Level 3 under the fair value hierarchy in accordance with HKFRS 13.

None of the Group’s investment properties measured at fair value are categorised as Level 1 and Level 2 input.

During the years ended 31 December 2018 and 2017, there were no transfers among Level 1, Level 2, or transfers into or out of Level 3.

The Group’s policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

### Valuation processes

The Group reviews the valuations performed by the independent valuers for financial reporting purposes by verifying all major inputs and assessing the reasonableness of property valuations. A valuation report with an analysis of changes in fair value measurement is prepared at each interim and annual reporting date, and is reviewed and approved by the senior management.

### Valuation methodologies

The valuation of completed retail properties in Hong Kong were based on income capitalisation approach which capitalised the net income of the properties and taking into account the significant adjustment on term yield to account for the risk upon reversion and the estimation in vacancy rate after expiry of current lease.

### Level 3 valuation methodologies

The significant unobservable inputs was capitalisation rate at 5.0% (2017: 5.0%). The fair value measurement of investment properties is negatively correlated to the capitalisation rate.

- (e) The Group leases out its investment properties under operating leases, which generally run for an initial period of two to ten years. Lease payments may be varied periodically to reflect market rentals and may contain a contingent rental element which is based on various percentages of tenants’ sales receipts.

## NOTES TO THE FINANCIAL STATEMENTS

(f) The Group's total future minimum lease income receivable under non-cancellable operating leases as follows:

	2018 HK\$ Million	2017 HK\$ Million
Within 1 year	272	112
After 1 year but within 5 years	403	131
After 5 years	45	75
	<b>720</b>	<b>318</b>

### 9. HOTEL PROPERTIES, PLANT AND EQUIPMENT

	Hotel properties HK\$ Million	Others HK\$ Million	Total HK\$ Million
<b>(a) Cost</b>			
At 1 January 2017	7,102	472	7,574
Exchange adjustment	76	2	78
Additions	1,532	27	1,559
Disposals	–	(1)	(1)
	<b>8,710</b>	<b>500</b>	<b>9,210</b>
At 31 December 2017 and 1 January 2018			
Exchange adjustment	<b>(53)</b>	<b>(1)</b>	<b>(54)</b>
Additions/(reversal)	<b>(63)</b>	<b>74</b>	<b>11</b>
Disposals	–	<b>(1)</b>	<b>(1)</b>
	<b>8,594</b>	<b>572</b>	<b>9,166</b>
At 31 December 2018			
<b>Accumulated depreciation and impairment</b>			
At 1 January 2017	632	413	1,045
Exchange adjustment	37	1	38
Charge for the year	13	27	40
Written back on disposals	–	(1)	(1)
	<b>682</b>	<b>440</b>	<b>1,122</b>
At 31 December 2017 and 1 January 2018			
Exchange adjustment	<b>(27)</b>	<b>(1)</b>	<b>(28)</b>
Charge for the year	<b>181</b>	<b>25</b>	<b>206</b>
Written back on disposals	–	<b>(1)</b>	<b>(1)</b>
	<b>836</b>	<b>463</b>	<b>1,299</b>
At 31 December 2018			
<b>Net book value</b>			
At 31 December 2018	<b>7,758</b>	<b>109</b>	<b>7,867</b>
At 31 December 2017	8,028	60	8,088

**(b) Tenure of title to properties:**

	Hotel properties HK\$ Million
At 31 December 2018	
Held in Hong Kong	
Long term leases	22
Medium term leases	7,182
Held outside Hong Kong	
Medium term leases	554
	<b>7,758</b>
At 31 December 2017	
Held in Hong Kong	
Long term leases	22
Medium term leases	7,408
Held outside Hong Kong	
Medium term leases	598
	<b>8,028</b>

**(c) Impairment of hotel properties, plant and equipment**

The value of hotel properties, plant and equipment is assessed at the end of each reporting period for indications of impairment with reference to valuations undertaken by external valuer and internally. Such valuations assess the recoverable amount of each asset being the higher of its value in use or its fair value less costs to sell. No such provision was made or written back for 2018 and 2017.

**(d) Hotels properties under development**

As at 31 December 2018, hotel properties under development amounted to HK\$39 million (2017: HK\$41 million) was not subject to depreciation.

**10. INTEREST IN ASSOCIATES**

	2018 HK\$ Million	2017 HK\$ Million
Share of net assets	880	810
Amount due from an associate	414	789
	<b>1,294</b>	1,599

Details of the associate at 31 December 2018 are shown on page 122.

## NOTES TO THE FINANCIAL STATEMENTS

- (a) Interest in associates at 31 December 2018 and 2017 mainly represents the Group's 27%-interest in a limited liability company, 上海萬九綠合置業有限公司, established for development property in Shanghai in Mainland China.
- (b) Amount due from an associate is unsecured, interest free, has no fixed terms of repayment and not expected to be recoverable within twelve months from the end of the reporting period. The amount is neither past due nor impaired.
- (c) The associates are unlisted corporate entities whose quoted market price is not available. All of the associates are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of 上海萬九綠合置業有限公司, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	2018 HK\$ Million	2017 HK\$ Million
<b>Summarised statement of financial position</b>		
Cash and cash equivalents	269	1,903
Other current assets	5,922	7,462
<b>Total current assets</b>	<b>6,191</b>	9,365
Trade and other payables	(1,486)	(2,426)
Other current liabilities	(1,447)	(3,940)
<b>Total current liabilities</b>	<b>(2,933)</b>	(6,366)
<b>Net assets</b>	<b>3,258</b>	2,999
<b>Summarised statement of comprehensive income</b>		
Revenue	1,978	1,397
Interest income	2	1
Profit from continuing operations	716	464
Income tax expense	(305)	(167)
Post-tax profit from continuing operations	411	297
Other comprehensive income	(152)	187
Total comprehensive income	259	484

## NOTES TO THE FINANCIAL STATEMENTS

	2018 HK\$ Million	2017 HK\$ Million
<b>Reconciled to the Group's interest in the associate</b>		
Gross amounts of net assets of the associate	<b>3,258</b>	2,999
Group's effective interest	<b>27%</b>	27%
Group's share of net assets of the associate	<b>880</b>	810
Carrying amount in the consolidated financial statement	<b>880</b>	810

### 11. INTEREST IN JOINT VENTURES

	2018 HK\$ Million	2017 HK\$ Million
Share of net assets	<b>1,601</b>	1,694

Details of principal joint ventures at 31 December 2018 are shown on page 122.

- (a) The Group's interest in joint ventures at 31 December 2018 and 2017 mainly represents its 55%-interest in a limited liability company, Speedy Champ Investments Limited ("Speedy Champ"), which holds 100% interest in a limited liability company, 重慶豐盈房地產開發有限公司, established for development property in Chongqing in Mainland China. Notwithstanding the Group's contribution of 55% of the registered capital, as the Group and the joint venture partner contractually agree to share control of Speedy Champ and have rights to the net assets of Speedy Champ, the Group accounts for its investment as a joint venture.

## NOTES TO THE FINANCIAL STATEMENTS

- (b) The joint ventures are unlisted corporate entities whose quoted market price is not available. All of the joint ventures are accounted for using the equity method in the consolidated financial statements.

Summarised financial information of Speedy Champ, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

	2018 HK\$ Million	2017 HK\$ Million
<b>Summarised statement of financial position</b>		
Cash and cash equivalents	56	290
Other current assets	2,951	3,127
<b>Total current assets</b>	<b>3,007</b>	3,417
Trade and other payables	(79)	(129)
Other current liabilities	(17)	(232)
<b>Total current liabilities</b>	<b>(96)</b>	(361)
<b>Non-current assets</b>	–	23
<b>Net assets</b>	<b>2,911</b>	3,079
<b>Summarised statement of comprehensive income</b>		
Revenue	329	614
Interest income	2	3
Profit/(loss) from continuing operations	257	(9)
Income tax expense	(36)	(18)
Post-tax profit/(loss) from continuing operations	221	(27)
Other comprehensive income	–	39
Total comprehensive income	221	12
Dividends received from joint venture	102	121
<b>Reconciled to the Group's interest in the joint venture</b>		
Gross amounts of net assets of the joint venture	2,911	3,079
Group's effective interest	55%	55%
Group's share of net assets of the joint venture	1,601	1,694
Carrying amount in the consolidated financial statement	1,601	1,694



## 12. EQUITY INVESTMENTS

	2018 HK\$ Million	2017 HK\$ Million
Listed investments stated at market value		
– in Hong Kong	596	697
– outside Hong Kong	1,800	2,011
	<b>2,396</b>	2,708

All of the equity instruments have been designed to be measured at fair value through other comprehensive income which mainly represent a portfolio of blue chips held for long term growth potential with reasonable dividend return that in line with market.

## 13. PROPERTIES FOR SALE

	2018 HK\$ Million	2017 HK\$ Million
Properties under development for sale	3,697	38
Completed properties for sale	29	106
	<b>3,726</b>	144

- (a) At 31 December 2018, included in the properties under development for sale are HK\$1,591 million (2017: HK\$38 million) expected to be completed after more than one year.
- (b) As 31 December 2018, the carrying value of leasehold land included in properties under development for sale and completed properties for sale is summarised as follows:

	2018 HK\$ Million	2017 HK\$ Million
Held outside Hong Kong		
Medium term leases	218	–
Long term leases	138	30
	<b>356</b>	30

## 14. TRADE AND OTHER RECEIVABLES

### (a) Ageing analysis

Included in this item are trade receivables (net of allowance for doubtful debts) with an ageing analysis based on invoice date as at 31 December 2018 as follows:

	2018 HK\$ Million	2017 HK\$ Million
Trade receivables		
0 – 30 days	97	59
31 – 60 days	6	1
Over 60 days	6	7
	<b>109</b>	67
Prepayments	68	103
Other receivables	13	50
Amounts due from fellow subsidiaries	73	35
	<b>263</b>	255

The Group has established credit policies for each of its core businesses. The general credit terms allowed range from 0 to 60 days, except for sale of properties from which the proceeds are receivable pursuant to the terms of the agreements. The amounts due from fellow subsidiaries are unsecured, interest free and recoverable on demand. All the trade and other receivables are expected to be recoverable within one year.

The amount of the Group's prepayments expected to be recognised as expense after more than one year is HK\$11 million (2017: HK\$42 million).

### (b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account based on expected credit losses. Given the Group has not experienced any significant credit losses in the past and holds sufficient rental deposits from tenants to cover the potential exposure to credit risk, the allowance for expected credit losses is therefore insignificant.

## 15. BANK DEPOSITS AND CASH

Bank deposits and cash as at 31 December 2018 include HK\$2,265 million equivalent (2017: HK\$2,625 million) placed with banks in Mainland China, the remittance of which are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

At 31 December 2018, bank deposits and cash included bank deposits of RMB18 million (equivalent to HK\$20 million) (2017: RMB18 million equivalent to HK\$22 million) which are solely for certain designated development property projects in Mainland China.

The effective interest rate on bank deposit was 0.9% (2017: 1.1%) per annum.

## NOTES TO THE FINANCIAL STATEMENTS

Bank deposits and cash are denominated in the following currencies:

	2018 HK\$ Million	2017 HK\$ Million
HKD	164	57
United States dollar ("USD")	25	46
RMB	2,239	2,596
	<b>2,428</b>	2,699

### 16. TRADE AND OTHER PAYABLES

Included in this item are trade payables with an ageing analysis based on invoice date as at 31 December 2018 as follows:

	2018 HK\$ Million	2017 HK\$ Million
Trade payables		
0 – 30 days	31	18
31 – 60 days	6	6
61 – 90 days	2	–
Over 90 days	2	–
	<b>41</b>	24
Other payables and provisions	549	949
Construction costs payable	921	1,189
Amounts due to fellow subsidiaries	29	47
Amounts due to joint ventures	1,593	1,514
	<b>3,133</b>	3,723

The amounts due to fellow subsidiaries and joint ventures are unsecured, interest free and repayable on demand.

Included in the above other payables and provisions and construction costs payable, are amounts of HK\$70 million (2017: HK\$207 million) which are expected to be settled after one year. The Group considers the effect of discounting these would be immaterial. All of the other trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

In addition, included in the above other payables and provisions, amounts of HK\$22 million represents non-refundable guest deposits and recognised as contract liability. The balance is expected to be recognised within 1 year.

## 17. PRE-SALE DEPOSITS AND PROCEEDS

The Group receives contract value as a deposit from customers when they sign the sale and purchase agreement. This deposit is recognised as a contract liability as “Pre-sale Deposits and Proceeds” until the properties are completed and legally assigned to/accepted by the customer. The rest of the consideration is typically paid when legal assignment is completed.

Movements in pre-sale deposits and proceeds:

	2018 HK\$ Million
<b>At 1 January</b>	<b>13</b>
Exchange adjustment	<b>(1)</b>
Decrease in pre-sale deposits and proceeds as a result of recognising revenue during the year	<b>(9)</b>
Increase in pre-sale deposits and proceeds as a result of receiving sales deposits	<b>657</b>
<b>At 31 December</b>	<b>660</b>

There were no pre-sale deposits and proceeds received in respect of Mainland China based properties are expected to be recognised as income in the consolidated income statement after more than one year as at 31 December 2018 and 2017.

Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date.

As at 31 December 2018, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group’s existing contracts is HK\$1,077 million. This amount represents revenue expected to be recognised in the future from pre-completion sales contracts for properties under development entered into by the customers with the Group. This amount includes the interest component of pre-completion properties sales contracts under which the Group obtains significant financing benefits from the customers. The Group will recognise the expected revenue in future when the properties are assigned to the customers, which is expected to occur over the next 12 to 24 months.

## 18. BANK LOANS

	2018 HK\$ Million	2017 HK\$ Million
<b>Bank loans (secured)</b>		
Due after more than 2 years but not exceeding 5 years	643	2
<b>Bank loans (unsecured)</b>		
Due within 1 year or on demand	70	800
Due after more than 1 year but not exceeding 2 years	850	–
Due after more than 2 years but not exceeding 5 years	1,250	1,500
	<b>2,170</b>	2,300
Total	<b>2,813</b>	2,302

### Analysis of maturities of the above borrowings:

	2018 HK\$ Million	2017 HK\$ Million
<b>Current borrowings</b>		
Due within 1 year or on demand	70	800
<b>Non-current borrowings</b>		
Due after more than 1 year but not exceeding 2 years	850	–
Due after more than 2 years but not exceeding 5 years	1,893	1,502
	<b>2,743</b>	1,502
Total	<b>2,813</b>	2,302

## NOTES TO THE FINANCIAL STATEMENTS

- (a) The Group's borrowings are considered by the management to be denominated in the following currencies:

	2018 HK\$ Million	2017 HK\$ Million
HKD	2,170	2,300
RMB	643	2
	<b>2,813</b>	2,302

- (b) All the interest bearing borrowings are carried at amortised cost. None of the non-current interest bearing borrowings is expected to be settled within one year.
- (c) As at 31 December 2018, banking facilities of the Group in the amount of HK\$1,826 million (2017: HK\$1,914 million) are secured by mortgages over properties under development with an aggregate carrying value of HK\$4,364 million (2017: HK\$3,926 million).
- (d) Certain of the above borrowings are attached with financial covenants which require that at any time, the Group's consolidated tangible net worth is not less than and the ratio of borrowings to consolidated tangible net worth is not more than certain required levels. During the year under review, all these covenants have been complied with by the Group.

### 19. DEFERRED TAXATION

- (a) Net deferred tax (assets)/liabilities recognised in the consolidated statement of financial position:

	2018 HK\$ Million	2017 HK\$ Million
Deferred tax liabilities	372	377
Deferred tax assets	(336)	(353)
Net deferred tax liabilities	36	24

## NOTES TO THE FINANCIAL STATEMENTS

The components of net deferred tax (assets)/liabilities and the movements during the year are as follows:

	Depreciation allowances in excess of the related depreciation HK\$ Million	Withholding tax in relation to dividend distribution HK\$ Million	Deferred tax on unpaid tax HK\$ Million	Future benefit of tax losses HK\$ Million	Total HK\$ Million
At 1 January 2017	15	29	–	–	44
(Credited)/charged to the consolidated income statement	1	328	(353)	–	(24)
Exchange adjustment	–	4	–	–	4
At 31 December 2017 and 1 January 2018	<b>16</b>	<b>361</b>	<b>(353)</b>	–	<b>24</b>
(Credited)/charged to the consolidated income statement	<b>61</b>	<b>(3)</b>	–	<b>(58)</b>	–
Exchange adjustment	–	<b>(5)</b>	<b>17</b>	–	<b>12</b>
At 31 December 2018	<b>77</b>	<b>353</b>	<b>(336)</b>	<b>(58)</b>	<b>36</b>

### (b) Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following items:

	2018		2017	
	Deductible temporary differences/ tax losses HK\$ Million	Deferred tax assets HK\$ Million	Deductible temporary differences/ tax losses HK\$ Million	Deferred tax assets HK\$ Million
Deductible temporary differences	<b>487</b>	<b>122</b>	510	128
Future benefit of tax losses				
– Hong Kong	<b>334</b>	<b>55</b>	328	54
– Mainland China	<b>126</b>	<b>31</b>	149	37
	<b>460</b>	<b>86</b>	477	91
	<b>947</b>	<b>208</b>	987	219

- (c) The Group has not recognised the deferred tax assets attributable to the future benefit of tax losses sustained in the operations of certain subsidiaries as the availability of future taxable profits against which the assets can be utilised is uncertain at 31 December 2018. The tax losses arising from Hong Kong operations do not expire under current tax legislation. The tax losses arising from Mainland China operations can be carried forward to offset against taxable profits of subsequent years for up to five years from the year in which they arose.

## 20. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

The Group is exposed to financial risks related to interest rate, foreign currency, equity price, liquidity and credit in the normal course of business. To manage some of these risks, the Group Finance Committee develops, maintains and monitors the Group's financial policies designed to facilitate cost efficient funding to the Group and to mitigate the impact of fluctuations in interest rates and exchange rates. The financial management policies are implemented by the Group's Treasury department, which operates as a centralised service unit in close co-operation with the Group's operating units for managing the day-to-day treasury functions and financial risks and for providing cost efficient funding to the Group.

The Group uses derivatives, principally forward foreign exchange contracts, as deemed appropriate, for financing and hedging transactions and for managing risks associated with the Group's assets and liabilities. It is the Group's policy not to enter into derivative transactions and invest in financial products with significant underlying leverage which are commercially speculative.

### (a) Interest rate risk

The Group's main exposure to interest rate risk relates principally to the Group's borrowings. Borrowings at variable rates expose the Group to cash flow interest rate risk. The Group manages its interest rate risk exposures in accordance with defined policies and reviews this exposure with a focus on reducing the Group's overall cost of funding as well as maintaining the floating/fixed rate mix appropriate to its current business portfolio.

As at 31 December 2018, all the Group's borrowings were at floating rate and the interest rate was approximately 2.9% per annum (2017: 1.8% per annum).

Based on a sensitivity analysis performed on 31 December 2018, it was estimated that a general increase/decrease of 1% (2017: 1%) in interest rates, with all other variables held constant, would have increased/decreased the Group's post-tax profit and total equity by approximately HK\$Nil (2017: increased/decreased by HK\$1 million). This takes into account the effect of interest bearing bank deposits.

The sensitivity analysis above indicates the instantaneous change in the Group's post-tax profit and total equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2017.

### (b) Foreign currency risk

The Group owns assets and conducts its businesses both in Hong Kong and Mainland China, with its cash flows dominated substantially in HKD and RMB which exposes the Group to foreign currency risk with respect to RMB related to its property development in Mainland China. Anticipated foreign exchange payments relate primarily to RMB capital expenditure.

Where appropriate or available in a cost-efficient manner, the Group may enter into forward foreign exchange contracts to manage its foreign currency risk arising from the anticipated transactions denominated in currencies other than its entities' functional currencies.



## NOTES TO THE FINANCIAL STATEMENTS

The Group's borrowings are predominantly denominated in the functional currency of the entity taking out the borrowings. In the case of group companies whose functional currencies are in HKD, their borrowings will be either in HKD or USD. For managing the overall financing costs of existing and future capital requirements for the projects in Mainland China and Hong Kong, the Group has adopted a diversified funding approach and has entered into certain forward foreign exchange contracts. Based on prevailing accounting standards, the forward foreign exchange contracts are marked to market with the valuation movement recognised in the consolidated income statement.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets/(liabilities) denominated in a currency other than the functional currency of the Group's entities to which they relate. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency and exposure arising from inter-company balances which are considered to be in the nature of investment in a subsidiary are excluded.

	USD Million	RMB Million
<b>At 31 December 2018</b>		
Equity investments	<b>231</b>	–
Bank deposits and cash	<b>3</b>	–
Inter-company balances	–	<b>66</b>
	<b>234</b>	<b>66</b>
Gross exposure arising from recognised assets and liabilities/Overall net exposure	<b>234</b>	<b>66</b>
<b>At 31 December 2017</b>		
Equity investments	258	–
Bank deposits and cash	6	–
Inter-company balances	–	(127)
	264	(127)
Gross exposure arising from recognised assets and liabilities/Overall net exposure	264	(127)

In addition, at 31 December 2018, the PRC subsidiaries of the Group with RMB as their functional currency are exposed to foreign currency risk with respect to HKD/USD by holding HKD/USD denominated bank deposits and cash in the amount of HK\$26 million (2017: HK\$28 million).

Based on the sensitivity analysis performed on 31 December 2018, it was estimated that the impact on the Group's post-tax profit and total equity would not be material in response to possible changes in the foreign exchange rates of foreign currencies to which the Group is exposed.

It is further analysed that the sensitivity on the translation of the Mainland operations from 1% increase/decrease of exchange rate of RMB against HKD, the Group's total equity would have increased/decreased by HK\$42 million (2017: HK\$55 million).

### **(c) Equity price risk**

The Group is exposed to equity price changes arising from equity investments classified as fair value through other comprehensive income.

Listed investments have been chosen for their long term growth potential and returns and are monitored regularly for performance. Given that the volatility of the stock markets may not have a direct correlation with the Group's investment portfolio, it is impractical to determine the impact that the changes in stock market indices would have on the Group's portfolio of equity investments.

Based on the sensitivity analysis performed on 31 December 2018, it is estimated that a 5% (2017: 5%) increase/decrease in the market value of the Group's equity investments, with all other variables held constant, would not have affected the Group's post-tax profit but would have increased/decreased the Group's total equity by HK\$120 million (2017: HK\$135 million). The analysis is performed on the same basis as for 2017.

### **(d) Liquidity risk**

The Group adopts a prudent liquidity risk management policy, maintaining sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding with staggered maturities to reduce refinancing risk in any year from major financial institutions and to maintain flexibility for meeting its liquidity requirements in the short and longer term. The Group's cash management is substantially centralised within the Group Treasury department, which regularly monitors the current and expected liquidity requirements and its compliance with lending covenants.

## NOTES TO THE FINANCIAL STATEMENTS

The following tables detail the remaining contractual maturities at the end of the reporting period of the Group's derivative and non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates at the end of the reporting period and carried at exchange rate prevailing at the end of the reporting period) and the earliest date the Group can be required to pay:

	Contractual undiscounted cash flow					
	Carrying amount HK\$ Million	Total HK\$ Million	Within 1 year or on demand HK\$ Million	More than 1 year but less than 2 years HK\$ Million	More than 2 years but less than 5 years HK\$ Million	More than 5 years HK\$ Million
<b>At 31 December 2018</b>						
Bank loans	(2,813)	(3,164)	(176)	(942)	(2,046)	–
Trade and other payables	(3,133)	(3,133)	(3,063)	(4)	(58)	(8)
	<b>(5,946)</b>	<b>(6,297)</b>	<b>(3,239)</b>	<b>(946)</b>	<b>(2,104)</b>	<b>(8)</b>
<b>At 31 December 2017</b>						
Bank loans	(2,302)	(2,408)	(841)	(37)	(1,530)	–
Trade and other payables	(3,723)	(3,723)	(3,516)	(195)	(2)	(10)
	<b>(6,025)</b>	<b>(6,131)</b>	<b>(4,357)</b>	<b>(232)</b>	<b>(1,532)</b>	<b>(10)</b>

The Company is exposed to liquidity risk that arises from financial guarantees given by the Company on behalf of subsidiaries. The guarantees are callable if the respective subsidiary is unable to meet its obligation and the maximum amount callable as at 31 December 2018 was HK\$3,950 million (2017: HK\$4,100 million).

### (e) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to rental, trade and other receivables, cash and cash equivalents and over-the-counter derivative financial instruments. The exposures to these credit risks are closely monitored on an ongoing basis by established credit policies and procedures in each of the Group's core businesses. In respect of rental receivables, sufficient rental deposits from tenants are held to cover potential exposure to credit risk. Further, evaluations are made for the customers with reference to their repayment history and financial strength, as well as the economic environment in which the customer operates.

The Group measures loss allowance for trade receivables from customers in accordance with accounting policy (G)(i). The allowance for expected credit losses is insignificant.

Cash at bank, deposits placed with financial institutions, and investments and transactions involving derivative financial instruments are with counter-parties with sound credit ratings to minimise credit risk exposure.

The Group has no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Except for the financial guarantees given by the Company as set out in Note 24, the Group does not provide any other guarantee which would expose the Group or the Company to material credit risk.

**(f) Fair values of assets and liabilities**

**(i) Assets and liabilities carried at fair value**

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as defined in Note 8(d).

*Financial instruments carried at fair value*

The fair value measurement information for financial instruments in accordance with HKFRS 13 is given below:

	Level 1 Total HK\$ Million
<b>At 31 December 2018</b>	
<b>Assets</b>	
Equity investments:	
– Listed investments	<b>2,396</b>
<b>At 31 December 2017</b>	
<b>Assets</b>	
Equity investments:	
– Listed investments	<b>2,708</b>

During the years ended 31 December 2018 and 2017, there were no transfers of instruments between Level 1 and Level 2, or transfer into or out of Level 3.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the end of reporting period in which they occur.

Equity investments in Level 1 are stated at quoted market prices.

The fair value of bank loans and other borrowings is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

(ii) **Assets and liabilities carried at other than fair value**

The fair values of receivables, bank balances and other current assets, payables and accruals, current borrowings, and provisions are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

All financial instruments carried at cost or amortised cost is carried at amounts not materially different from their fair values as at 31 December 2018 and 2017. Amounts due from/(to) fellow subsidiaries and related parties are unsecured, interest free and have no fixed repayment terms. Given these terms it is not meaningful to disclose fair values.

(g) **Capital management**

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, to meet its financial obligations and continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in the Group's business portfolio and economic conditions.

The Group monitors its capital structure by reviewing its net debt-to-equity ratio and cash flow requirements, taking into account its future financial obligations and commitments. For this purpose, the Group defines net debt as total loans less bank deposits and cash. Shareholders' equity comprises issued share capital and reserves attributable to equity shareholders of the Company. Total equity comprises shareholders' equity and non-controlling interests.

The net debt-to-equity ratio as at 31 December 2018 and 2017 were as follows:

	2018 HK\$ Million	2017 HK\$ Million
Bank loans (Note 18)	<b>2,813</b>	2,302
Less: Bank deposits and cash (Note 15)	<b>(2,428)</b>	(2,699)
Net debt/(cash)	<b>385</b>	(397)
Shareholders' equity	<b>17,276</b>	17,554
Total equity	<b>17,889</b>	18,203
Net debt-to-shareholders' equity ratio	<b>2.2%</b>	N/A
Net debt-to-total equity ratio	<b>2.2%</b>	N/A

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements, except for the requirement to comply with the financial covenants attached to the Group's borrowing as disclosed in Note 18(d).

## 21. CAPITAL AND RESERVES

### (a) Share capital

	2018 No. of shares Million	2017 No. of shares Million	2018 HK\$ Million	2017 HK\$ Million
Issued and fully paid ordinary shares At 1 January	<b>709</b>	709	<b>3,641</b>	3,641
At 31 December	<b>709</b>	709	<b>3,641</b>	3,641

In accordance with section 135 of the Companies Ordinance, the ordinary shares of the Company do not have a par value. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

- (b) The Group's equity, apart from share capital and other statutory capital reserves, includes investments revaluation reserves for dealing with movement on revaluation of equity investments and the exchange reserve mainly comprises exchange differences arising from the translation of the financial statements of foreign operations in accordance with the accounting policy note (M).

The revenue reserves for the Group at 31 December 2018 included HK\$356 million (2017: HK\$124 million) in respect of statutory reserves of the subsidiaries in Mainland China.

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

The Company's equity and the details of the changes in the individual components between the beginning and the end of the year are set out below:

	Share capital HK\$ Million	Revenue reserve HK\$ Million	Total equity HK\$ Million
<b>The Company</b>			
At 1 January 2017	3,641	1,010	4,651
Profit and total comprehensive income	–	1,188	1,188
2016 second interim dividend paid	–	(255)	(255)
2017 first interim dividend paid	–	(99)	(99)
At 31 December 2017 and 1 January 2018	<b>3,641</b>	<b>1,844</b>	<b>5,485</b>
Profit and total comprehensive income	–	305	305
2017 second interim dividend paid	–	(397)	(397)
2018 first interim dividend paid	–	(50)	(50)
At 31 December 2018	<b>3,641</b>	<b>1,702</b>	<b>5,343</b>

## NOTES TO THE FINANCIAL STATEMENTS

- (c) Reserves of the Company available for distribution to equity shareholders at 31 December 2018 amounted to HK\$1,702 million (2017: HK\$1,844 million).
- (d) After the end of the reporting period, the directors declared a second interim dividend of 23 HK cents per share (2017: second interim dividend of 56 HK cents per share) amounting to HK\$163 million based on 709 million issued ordinary shares (2017: HK\$397 million based on 709 million issued ordinary shares). This dividend has not been recognised as a liability at the end of the reporting period.

### 22. COMPANY STATEMENT OF FINANCIAL POSITION

	Note	2018 HK\$ Million	2017 HK\$ Million
<b>Non-current asset</b>			
Interest in subsidiaries		9,019	8,925
<b>Total assets</b>		9,019	8,925
<b>Current liabilities</b>			
Trade and other payables		(2)	(1)
Amounts due to subsidiaries		(3,674)	(3,439)
		(3,676)	(3,440)
<b>Total liabilities</b>		(3,676)	(3,440)
<b>NET ASSETS</b>		5,343	5,485
<b>Capital and reserves</b>			
Share capital	21	3,641	3,641
Reserves		1,702	1,844
<b>TOTAL EQUITY</b>		5,343	5,485

**Stephen T H Ng**  
Chairman

**Kevin C Y Hui**  
Director

## 23. MATERIAL RELATED PARTY TRANSACTIONS

Material transactions between the Group and other related parties during the year ended 31 December 2018 are set out below:

- (a) There were in existence agreements with a subsidiary of Wharf, being a fellow subsidiary of the Group, for the management, marketing, project management and technical services of the Group's hotel operations. Total fees payable under this arrangement during the current year amounted to HK\$57 million (2017: HK\$45 million). Such transaction constitutes a connected transaction as defined under the Listing Rules. The disclosure required by Chapter 14A of the Listing Rules are provided in Section (I) of the Directors' Report.
- (b) There were in existence agreements with a subsidiary of Wharf and a subsidiary of the parent company for the property services in respect of the Group's property projects of subsidiaries. Total fees payable under this arrangement during the current year amounted to HK\$19 million (2017: HK\$127 million). Such transaction constitutes a connected transaction as defined under the Listing Rules. The disclosure required by Chapter 14A of the Listing Rules are provided in Section (I) of the Directors' Report.
- (c) The Group leased out retail areas situated on G/F, 1/F, 2/F & 3/F of MP Hong Kong to Lane Crawford (Hong Kong) Limited, which is indirectly wholly owned by a trust of which a close family member of the chairman of the Company's ultimate holding company is the settlor. The rental earned by the Group from such shops during the current year, including contingent rental income, amounted to HK\$324 million (2017: HK\$254 million). Such a transaction does not constitute a connected transaction under the Listing Rules.
- (d) Remuneration for key management personnel of the Group, including amounts paid to the Directors of the Company is disclosed in Note 2(b).

In addition to the above transactions, details of the Group's amounts due from and to related parties are disclosed in Notes 10, 14 and 16 respectively.

## 24. CONTINGENT LIABILITIES

As at 31 December 2018, there were contingent liabilities in respect of guarantees given by the Company on behalf of subsidiaries relating to bank overdrafts, short term loans and credit facilities up to HK\$3,980 million (2017: HK\$4,130 million).

As at 31 December 2018, there were guarantees of HK\$89 million (2017: HK\$1,936 million) provided by the Group to the banks in favour of their customers in respect of the mortgage loans provided by the banks to those customers for the purchase of the Group's development properties. There were no (2017: HK\$2 million) mortgage loan guarantees provided by joint ventures and associates of the Group to the banks in favour of their customers.

The Group and the Company have not recognised any deferred income of the above guarantees for subsidiaries, joint ventures and associates as their fair value cannot be reliably measured and their transaction price was HK\$Nil (2017: HK\$Nil).

As at the end of the reporting period, the directors do not consider it is probable that a claim will be made against the Group and the Company under any of the guarantees.



## 25. COMMITMENTS

The Group's outstanding commitments as at 31 December 2018 are detailed as below:

	31 December 2018			31 December 2017		
	Committed HK\$ Million	Uncommitted HK\$ Million	Total HK\$ Million	Committed HK\$ Million	Uncommitted HK\$ Million	Total HK\$ Million
<b>Investment Property</b>						
Hong Kong	12	–	12	17	–	17
Mainland China	142	278	420	1,214	2,903	4,117
	<b>154</b>	<b>278</b>	<b>432</b>	1,231	2,903	4,134
<b>Hotel</b>						
Hong Kong	5	5	10	3	–	3
Mainland China	–	114	114	–	120	120
	<b>5</b>	<b>119</b>	<b>124</b>	3	120	123
<b>Development Property</b>						
Mainland China	1,243	3,771	5,014	119	2,113	2,232
	<b>1,243</b>	<b>3,771</b>	<b>5,014</b>	119	2,113	2,232
<b>Total</b>						
Hong Kong	17	5	22	20	–	20
Mainland China	1,385	4,163	5,548	1,333	5,136	6,469
	<b>1,402</b>	<b>4,168</b>	<b>5,570</b>	1,353	5,136	6,489

The expenditure for development properties included attributable amounts for developments undertaken by joint ventures and associates of HK\$2,169 million (2017: HK\$2,231 million) in Mainland China.

## 26. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

HKFRS 15	Revenue from contracts with customers
HK(IFRIC) 22	Foreign currency transactions and advance consideration
Amendments to HKAS 40	Investment property: Transfer of investment property

The Group has not applied any new standards or interpretation that is not yet effective for the current accounting period. HKFRS 9 was early adopted in the year ended 31 December 2016. Except disclosed as below, none of these developments have impact on the Group's financial statements.

### HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for construction contracts.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method for the adoption of HKFRS 15 and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. As allowed by HKFRS 15, the Group applied the new requirements only to contracts that were not completed before 1 January 2018. Since the number of “open” contracts for sales of development properties at 31 December 2017 is immaterial, there was no material impact for the Group’s result and financial position.

Further details of the nature and effect of the changes on accounting policies are set out below:

#### (a) Timing of revenue recognition

HKFRS 15 does not have significant impact on how the Group recognises revenue from rental income from investment properties and income from hotels operation. However, the timing of revenue recognition for sales of development properties is affected. Previously the Group’s property development activities are carried out in the Mainland China only. Taking into account the contract terms, the Group’s business practice and the legal and regulatory environment of the Mainland China, the Group has assessed that its property sales contracts do not meet the criteria for recognising revenue over time and therefore revenue from property sales continues to recognise at a point in time.

Previously the Group recognised revenue from property sales upon the later of the signing of the sale and purchase agreement and the completion of the property development, which was taken to be the point in time when the risks and rewards of ownership of the property have been transferred to the customer. Under the transfer-of-control approach of HKFRS 15, revenue from property sales is recognised when the legal assignment is completed or the property is accepted by the customer, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. This resulted in the Group’s revenue from property sales being recognised later than the time it was recognised under the previous accounting policy.

This change in accounting policy had no material impact on opening balances as at 1 January 2018. However, in future periods it may have a material impact, depending on the timing when the customer obtains control of the property as discussed above.

**(b) Significant financing component**

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance or in arrears. Previously, the Group did not apply such a policy when payments were received in advance.

Payments received in advance of revenue recognition are common in the Group's arrangements with its customers in its development property segment, when properties are marketed by the Group while the property is still under construction. In some situations, the customer agrees to pay the balance of the consideration early while the construction is still ongoing, rather than when legal assignment is completed or the property is accepted by the customer.

Where such advance payment schemes include a significant financing component, the transaction price is adjusted to separately account for this component. Such adjustment will result in interest expense being accrued to the Group to reflect the effect of the financing benefits obtained from the customers during the period between the payment date and the completion date of legal assignment or the date when the property is accepted by the customer, with a corresponding increase in revenue recognised from the sale of properties when control of the completed property is transferred to the customers.

**(c) Presentation of contract assets and liabilities**

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue (see accounting policy note (N)) before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis (see accounting policy note (L)).

Previously, contract liabilities relating to sale of properties and non-refundable guest deposits were presented in the statement of financial position as pre-sale deposits and proceeds. These deposits are regarded as contract liabilities upon the adoption of HKFRS 15.

## 27. FUTURE CHANGES IN ACCOUNTING POLICIES

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
HKFRS 16, Leases	1 January 2019
HK(IFRIC) 23, Uncertainty over income tax treatments	1 January 2019
Annual Improvements to HKFRSs 2015–2017 Cycle	1 January 2019
Amendments to HKAS 28, Long-term interest in associates and joint ventures	1 January 2019

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impacts upon the initial adoption of the standard may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ending 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that financial report.

### HKFRS 16, Leases

As disclosed in principal accounting policies (H), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for hotel properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated income statement of profit or loss over the period of the lease.

Given the Group does not have material operating lease as a lessee, the Group considered that it is unlikely to have a significant financial impact on the consolidated financial statement of the Group upon the adoption of HKFRS 16.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019.

### **28. EVENTS AFTER THE REPORTING PERIOD**

After the end of the reporting period the Directors declared a second interim dividend. Further details are disclosed in Note 7.

### **29. PARENT AND ULTIMATE HOLDING COMPANY**

At 31 December 2018, the Directors consider the parent company to be Wharf Real Estate Investment Company Limited (incorporated in the Cayman Islands) and the ultimate holding company to be Wheelock and Company Limited (incorporated in Hong Kong), both listed in Hong Kong. Both Wharf Real Estate Investment Company Limited and Wheelock and Company Limited produce financial statements available for public use.

### **30. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved and authorised for issue by the Directors on 28 February 2019.

### (A) STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the requirements of the Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 26 to the financial statements provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### (B) BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates and joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except where stated otherwise in the accounting policies set out below.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note (U).

### (C) BASIS OF CONSOLIDATION

#### (i) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows, and any unrealised profits arising from intra-group transactions, are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interest's proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with Note (F) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note (F)) or, when appropriate, the cost on initial recognition of an investment in an associate or a joint venture (see Note (C)(ii)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note (G)(ii)).

### (ii) Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see Notes (C)(iii) and (G)(ii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investee's other comprehensive income is recognised in the consolidated statement of comprehensive income. Adjustments are made on consolidation to the financial information of associates and joint ventures where necessary to ensure consistency with the accounting policies adopted by the Group.

When the Group's share of losses exceeds its interest in the associates or joint ventures, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest in the associates or joint ventures is the carrying amount of the investment under the equity method together with the Group's long-term interests that, in substance, form part of the Group's net investment in the associates or joint ventures.

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated income statement.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see Note (F)).

In the Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses (see Note (G)(ii)).



### (iii) Goodwill

Goodwill represents the excess of :

- (a) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (b) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (b) is greater than (a), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note (G)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

## (D) INVESTMENT PROPERTIES AND HOTEL PROPERTIES, PLANT AND EQUIPMENT

### (i) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note (H)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and properties that are being constructed or developed for future use as investment properties.

Investment properties are stated in the statement of financial position at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Investment properties under development are stated at cost less impairment (see Note (G) (ii)) if the fair value cannot be measured reliably. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in the consolidated income statement. Rental income from investment properties is accounted for as described in Note (N)(ii).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see Note (H)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in Note (H).

### **(ii) Hotel properties**

Hotel properties are stated at cost less accumulated depreciation and impairment losses (see Note (G)(ii)). Hotel properties under development is stated at cost less impairment losses (see Note (G)(ii)).

### **(iii) Other property, plant and equipment held for own use**

Other property, plant and equipment held for own use is stated at cost less accumulated depreciation and impairment losses (see Note (G)(ii)).

**(iv)** Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated income statement on the date of retirement or disposal.

## **(E) DEPRECIATION OF HOTEL PROPERTIES, PLANT AND EQUIPMENT**

Depreciation is calculated to write-off the cost of items of hotel properties, plant and equipment, less their estimated residual value, if any, using a straight line method over their estimated useful lives as follows:

### **(i) Investment properties**

No depreciation is provided on investment properties.

### **(ii) Hotel properties**

Depreciation is provided on the cost of the leasehold land of hotel properties over the unexpired period of the lease. Costs of buildings thereon are depreciated on a straight line basis over their estimated useful lives of not more than 50 years.

Depreciation on hotel properties under development commences when they are available for use.

### **(iii) Other property, plant and equipment held for own use**

Depreciation is provided on a straight line basis over their estimated useful lives of these assets which vary from 5 to 10 years.

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

### (F) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a Group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

A financial asset or financial liability (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

#### (i) Classification and measurement of financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVTOCI) — debt investment; FVTOCI — equity investment; or fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

- (a) A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
  - the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (b) On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income ("OCI"). This election is made on an investment-by-investment basis.
- (c) All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

#### Investment in equity securities (other than investments in subsidiaries, associates and joint ventures)

The 'equity investments' caption in the consolidated statement of financial position includes:

- Equity investment securities mandatorily measured at FVTPL or designated as at FVTPL; these are at fair value with changes recognised immediately in the consolidated income statement; and
- Equity investment securities designated as at FVTOCI.

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## PRINCIPAL ACCOUNTING POLICIES

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Investments in equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets.

The Group has designated all investments in equity instruments (listed or unlisted) that are not held for trading as at FVTOCI since the application of HKFRS 9.

### **Financial assets: Business model assessment**

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated — e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

### **Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

## PRINCIPAL ACCOUNTING POLICIES

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

### Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the consolidated income statement.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the consolidated income statement. Any gain or loss on derecognition is recognised in the consolidated income statement.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in the consolidated income statement unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses and impairment are recognised in OCI and are never reclassified to the consolidated income statement.

### **(ii) Derecognition of financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised on its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In such cases, the transferred assets are not derecognised.

In the case of equity investments, cumulative gains and losses recognised in OCI are never reclassified to the consolidated income statement but transferred to retained earnings on disposal of an investment.

### **(iii) Classification and measurement of financial liabilities**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the consolidated income statement. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the consolidated income statement. Any gain or loss on derecognition is also recognised in the consolidated income statement.

### **(iv) Derecognition of financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the consolidated income statement.

### **(v) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under HKFRS, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

### (G) IMPAIRMENT OF ASSETS

#### (i) Impairment of financial assets

The Group recognises loss allowances for expected credit loss (“ECL”) on financial assets measured at amortised cost.

The Group measures loss allowances at an amount equal to lifetime ECL. For trade receivables, the Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which requires the use of the lifetime expected loss provision for all trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

#### Credit-impaired financial assets

At each reporting date, the Group assesses on a forward looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is ‘credit-impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or the disappearance of an active market for a security because of financial difficulties.

### Presentation of allowance for ECL in the consolidated statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

## (ii) Impairment of non-financial assets

The carrying amounts of non-financial assets other than properties carried at revalued amounts (including investments in subsidiaries in the Company's statement of financial position, investments in associates and joint ventures accounted for under the equity method (see Note (C)(ii))) and deferred tax assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount is estimated.

### – Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### – Recognition of impairment losses

An impairment loss is recognised as an expense in the consolidated income statement if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds the recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use, if determinable.

### – Reversal of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed (including those provided during the interim financial reporting).

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the consolidated income statement in the year in which the reversals are recognised.



### – Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes (G)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

## (H) LEASED ASSETS

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

### (i) Classification of leased assets

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as an investment property, is accounted for as if held under a finance lease (see Note (D)(i)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

### (ii) Assets held under operating lease

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the consolidated income statement in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in the consolidated income statement as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the consolidated income statement in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see Note (D)(i)) or is held for development for sale (see Notes (I)(i) and (ii)).

### (I) INVENTORIES

#### (i) Completed properties for sale

Completed properties for sale are stated at lower of cost and net realisable value. Cost is determined by apportionment of the total development costs, including borrowing costs capitalised (see Note (O)), attributable to unsold units. Net realisable value is estimated by the management, based on prevailing market conditions which represents the estimated selling price less costs to be incurred in selling the property. Cost of completed properties held for sale comprise all costs of purchase, costs of conversion and costs incurred in bringing the inventories to their present location and condition.

The amount of any write down of or provision for properties held for sale is recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down or provision arising from an increase in net realisable value is recognised in the consolidated income statement in the period in which the reversal occurs.

#### (ii) Properties under development for sale

Properties under development for sale are classified as current assets and stated at lower of cost and net realisable value. Cost includes identified costs including the acquisition cost of land, aggregate cost of development, borrowing costs capitalised (see Note (O)), materials and supplies, wages, other direct expenses and an appropriate proportion of overheads. Net realisable value is estimated by the management, taking into account the expected price that can ultimately be achieved, based on prevailing market conditions and the anticipated costs to completion and costs to be incurred in selling the property.

The amount of any write down of or provision for properties under development for sale is recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down or provision arising from an increase in net realisable value is recognised in the consolidated income statement in the period in which the reversal occurs.

#### (iii) Hotel consumables

Inventories comprise hotel consumables and are stated at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price in the ordinary course of business less direct selling costs.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (J) DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period, the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in the consolidated income statement, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

### (K) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

### (L) CONTRACT ASSETS AND CONTRACT LIABILITIES

A contract asset is recognised when the Group recognises revenue (see note (N)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in note (G) and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note (N)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note (N)).

In the comparative period, contract balances related to sale from properties and non-refundable guest deposits were not regarded as contract liabilities.

### (M) FOREIGN CURRENCIES

Foreign currency transactions during the year are translated into Hong Kong dollars at the exchange rates ruling at the transaction dates. Monetary foreign currency balances and the statements of financial position of foreign operations are translated into Hong Kong dollars at the exchange rates ruling at the end of the reporting period. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities.

The results of foreign operations are translated into Hong Kong dollars at the monthly weighted average exchange rates for the year. Statement of financial position items, including goodwill arising on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. Differences arising from the translation of the financial statements of foreign operations are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve and those arising from the financing of properties under development by foreign currency borrowings are capitalised as part of the development costs. All other exchange differences are dealt with in the consolidated income statement.

On disposal of a foreign operation, the cumulative amount of the exchange differences which relate to that foreign operation is reclassified from equity to the consolidated income statement and is included in the calculation of the profit or loss on disposal.

### (N) RECOGNITION OF REVENUE

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

- (i) Income from hotel operations is recognised at the time when the services are rendered.
- (ii) Rental income under operating leases is recognised in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased assets. Lease incentives granted are recognised as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.
- (iii) Revenue arising from the sale of properties developed for sale in the ordinary course of business is recognised when legal assignment is completed or the property is accepted by the customer, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities as "Pre-sale Deposits and Proceeds".

When residential properties are marketed by the Group while the property is still under construction, the Group may offer a discount compared to the listed sales price, provided the customer agrees to pay the balance of the consideration early. In such cases, if the advance payments are regarded as providing a significant financing benefit to the group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and the completion date of legal assignment or the date when the property is accepted by the customer. This accrual increases the balance of "Pre-sale Deposits and Proceeds" during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, Borrowing costs (see note (O)).

## PRINCIPAL ACCOUNTING POLICIES

In the comparative period, revenue from sales of properties was recognised upon the later of the signing of the sale and purchase agreement and the completion of the properties, which was taken to be the point in time when the risks and rewards of ownership of the property had passed to the buyer. Deposits and instalments received on properties sold prior to the date of revenue recognition were included in the consolidated statement of financial position and no interest expense was accrued.

- (iv) Interest income is recognised as it accrues using the effective interest method.
- (v) Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

### (O) BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

### (P) INCOME TAX

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the consolidated income statement except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.
- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the difference between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may be capable to support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences.

## PRINCIPAL ACCOUNTING POLICIES

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided that they are not part of a business combination).

Where investment properties are carried at their fair value in accordance with the accounting policy set out in Note (D)(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the end of the reporting period unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when related dividends are likely to be payable in the foreseeable future.

- (iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if, and only if, the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:
- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
  - in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
    - the same taxable entity; or
    - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (Q) EMPLOYEE BENEFITS

#### Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, leave passage, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### **(R) SEGMENT REPORTING**

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's top management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### **(S) FINANCIALLY GUARANTEES ISSUED, PROVISIONS AND CONTINGENT LIABILITIES**

#### **(i) Financial guarantees issued**

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in the consolidated income statement on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in the consolidated income statement over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with Note (S)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised, less accumulated amortisation.

### (ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### (T) RELATED PARTIES

- (i) A person, or a close member of that person's family, is related to the Group if that person:
  - (a) has control or joint control over the Group;
  - (b) has significant influence over the Group; or
  - (c) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
  - (a) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (b) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
  - (c) Both entities are joint ventures of the same third party.
  - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (f) The entity is controlled or jointly controlled by a person identified in (i).
  - (g) A person identified in (i)(a) had significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (h) 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 Group's parent.



### (U) SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

#### Key sources of estimation uncertainty

Note 20 contain information about the assumptions and their risk relating to financial instruments. Other key sources of estimation uncertainty are as follows:

- **Assessment of provision for properties held under development and for sale**

Management determines the net realisable value of properties held for sale by using (1) prevailing market data such as most recent sale transactions and market survey reports available from independent property valuers; and (2) internal estimates of costs based on quotes by suppliers.

Management's assessment of the net realisable value of properties under development for sale requires the application of a risk-adjusted discount rate to estimate future discounted cash flows to be derived from the properties under development and for sale. These estimates require judgement as to the anticipated sale prices by reference to recent sale transactions in nearby locations, rates of new property sales, marketing costs (including price discounts required to stimulate sales) and the expected costs to completion of properties, the legal and regulatory framework and general market conditions. The Group's estimates may be inaccurate and estimates may need to be adjusted in later periods.

- **Valuation of investment properties**

Investment properties are included in the consolidated statement of financial position at their market value unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably determined at that time. The market value of investment properties is assessed annually by independent qualified valuers, after taking into consideration the net income allowing for reversionary potential of the properties.

The assumptions adopted in the property valuations are based on the market conditions existing at the end of the reporting period, with reference to current market selling prices and the appropriate capitalisation rate.

- **Assessment of impairment of non-current assets**

Management assesses the recoverable amount of each asset based on its value in use (using relevant rates) or on its net selling price (by reference to market prices), depending upon the anticipated future plans for the asset. Estimating the value in use of an asset involves estimating the future cash inflows and outflows to be derived from continuing use of the asset and from its ultimate disposal and applying the appropriate discount rate to these future cash flows. Cash flow projections for the remaining useful life of the asset and the most recent financial budgets/forecasts are approved by management.

- **Assessment of the useful economic lives for depreciation of hotel properties, plant and equipment**

In assessing the estimated useful lives of hotel properties, plant and equipment, management takes into account factors such as the expected usage of the asset by the Group based on past experience, the expected physical wear and tear (which depends on operational factors), technical obsolescence arising from changes or improvements in production or from a change in the market demand for the product or service output of the asset. The estimation of the useful life is a matter of judgement based on the experience of the Group.

Management reviews the useful lives of hotel properties, plant and equipment annually, and if expectations are significantly different from previous estimates of useful economic lives, the useful lives and, therefore, the depreciation rate for the future periods will be adjusted accordingly.

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## PRINCIPAL ACCOUNTING POLICIES

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– **Recognition of deferred tax assets**

The recognition of deferred tax assets requires formal assessment by the Group of the future profitability of related operations. In making this judgement, the Group evaluates, amongst other factors, the forecast financial performance, changes in technology and operational and financing cash flows.

– **Income taxes**

Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that we initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

The Group is subject to land appreciation taxes and withholding tax in relation to dividend distribution and capital gains in Mainland China. Significant judgement is required in determining the amount of the land appreciation, withholding tax in relation to dividend distribution and capital gains, based on management's best estimates according to the understanding of the tax rules. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax and deferred income tax provision in the periods in which such taxes have been finalised with local authorities.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

– **Distinction between investment properties and owner-occupied properties**

The Group determines whether a property qualifies as investment property. In making its judgement, the Group considers whether the property generates cash flows largely independently of the other assets. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the production of supply process.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions can be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgement.

## PRINCIPAL SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES

As 31 December 2018

Subsidiaries	Place of incorporation/operation	Issued share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
#Harbour Centre (Hong Kong) Limited	British Virgin Islands	500 US\$1 shares	100%	Holding company
HCDL Finance Limited	Hong Kong	HK\$5,000,000 divided into 5,000,000 shares	100%	Finance
Manniworth Company Limited	Hong Kong	HK\$10,000 divided into 10,000 shares	100%	Property
The Hongkong Hotel Limited	Hong Kong	HK\$100,000 divided into 100,000 shares	100%	Hotel and property
#HCDL Investments Limited	Hong Kong	HK\$1 divided into 1 share	100%	Holding company
Silver Voyage Limited	British Virgin Islands	500 US\$1 shares	100%	Holding company
Superior Skills Limited	British Virgin Islands	500 US\$1 shares	100%	Holding company
Algebra Assets Limited	British Virgin Islands/ International	500 US\$1 shares	100%	Investment
Mandelson Investments Limited	British Virgin Islands/ International	500 US\$1 shares	100%	Investment
Victor Horizon (0051) Limited	British Virgin Islands	500 US\$1 shares	100%	Investment
HCDL Investments Finance Limited	Hong Kong	HK\$1 divided into 1 share	100%	Finance
The Murray Limited	Hong Kong	HK\$1 divided into 1 share	100%	Hotel
#Wealthy Flow Company Limited	Hong Kong	HK\$1 divided into 1 share	100%	Bank deposits
HCDL China Development Limited	British Virgin Islands	500 US\$1 shares	100%	Holding company
HCDL China Finance Limited	Hong Kong	HK\$1 divided into 1 share	100%	Finance

## PRINCIPAL SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES

As 31 December 2018

Subsidiaries	Place of incorporation/operation	Issued share capital/registered and paid up capital	Percentage of equity attributable to shareholders	Principal activities
Cheer Sky Investment Limited	Hong Kong	HK\$1 divided into 1 share	100%	Holding company
Free Boost Investments Limited	Hong Kong	HK\$1 divided into 1 share	100%	Holding company
High Sea Investments Limited	Hong Kong	HK\$2 divided into 2 shares	100%	Holding company
Joinhill Investments Limited	Hong Kong	HK\$1 divided into 1 share	100%	Holding company
Market Favour Investments Limited	Hong Kong	HK\$1 divided into 1 share	100%	Holding company
九龍倉(常州)置業有限公司 (Note (ii))	The People's Republic of China	US\$144,950,000	100%	Property
蘇州高龍房產發展有限公司 (Note (i))	The People's Republic of China	RMB1,500,000,000	80%	Property
南京聚龍房地產開發有限公司 (Note (ii))	The People's Republic of China	US\$18,000,000	100%	Holding company
常州馬哥孛羅酒店有限公司 (Note (ii))	The People's Republic of China	US\$7,000,000	100%	Hotel
廣州秀達企業管理有限公司 (Note (ii))	The People's Republic of China	HK\$2,000,000	100%	Holding company
廣州譽港企業管理有限公司 (Note (iii))	The People's Republic of China	RMB5,000,000	100%	Holding company
廣州港捷企業管理有限公司 (Note (iii))	The People's Republic of China	RMB10,000,000	100%	Holding company

## PRINCIPAL SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES

As 31 December 2018

Associate	Place of incorporation/operation	Class of shares	Percentage of equity attributable to shareholders	Principal activities
上海萬九綠合置業有限公司	The People's Republic of China	Registered	27%	Property

Joint Ventures	Place of incorporation/operation	Class of shares	Percentage of equity attributable to shareholders	Principal activities
Speedy Champ Investments Limited	Hong Kong	Ordinary	55%	Holding company
重慶豐盈房地產開發有限公司	The People's Republic of China	Registered	55%	Property

- (i) The entity is registered as a sino-foreign joint venture company under PRC law.
- (ii) This entity is registered as a wholly foreign owned enterprise under PRC law.
- (iii) This entity is registered as a wholly domestic owned enterprise under PRC law.

Notes:

- (a) All the subsidiaries listed above were, as at 31 December 2018, indirectly held by the Company except where marked #, which are held directly by the Company.
- (b) The above list gives the principal subsidiaries, associate and joint ventures of the Group which, in the opinion of the Directors, principally affect the profit and assets of the Group.

# SCHEDULE OF PRINCIPAL PROPERTIES

As 31 December 2018

Address	Approximate Gross Floor Areas (sq. ft.)						Site Area (sq. ft.)	Lot Number	Lease Expiry	Year of Completion/Expected Completion	Stage of Completion	Effective Equity Interest to the Company
	Total	Office	Retail	Residential	Others	Remarks						
<b>HONG KONG</b>												
<b>Investment Properties</b>												
Marco Polo Hongkong Hotel (Commercial Section), Harbour City, Tsimshatsui	190,000	18,000	172,000	-	-	-	Note (a)	(a) KML 91 S.A. & KML 10 S.B.	2863	1969	N/A	100%
Units at Star House, 3 Salisbury Road, Kowloon	50,800	-	50,800	-	-	-		N/A	2863	1966	N/A	100%
	240,800	18,000	222,800	-	-	-						
<b>Hotel Properties</b>												
Marco Polo Hongkong Hotel, Harbour City, Tsimshatsui	547,000	-	-	-	547,000	(A 665-room hotel)		KML 91 S.A. & KML 10 S.B.	2863	1969	N/A	100%
The Murray, Hong Kong Cotton Tree Drive, Central	336,000	-	-	-	336,000	(A 336-room hotel)		IL 9036	2063	2017	N/A	100%
	883,000	-	-	-	883,000							
<b>HONG KONG TOTAL</b>	<b>1,123,800</b>	<b>18,000</b>	<b>222,800</b>	-	-	<b>883,000</b>						
<b>MAINLAND CHINA</b>												
<b>Investment Property</b>												
Suzhou International Finance Square Xing Hu Jie, Suzhou Industrial Park, Suzhou	603,000	-	-	-	603,000	(A 216-room hotel)			2077	2020	Superstructure in progress	80%
	474,000	-	-	131,000	343,000	(A 271-room hotel and The Mansion)			2048	2014	N/A	100%
<b>Development Properties</b>												
Suzhou Times City Xiandai Da Dao, Suzhou Industrial Park, Suzhou	23,000	-	-	23,000	-				2077	2017	N/A	80%
Suzhou International Finance Square Xing Hu Jie, Suzhou Industrial Park, Suzhou	2,614,000	1,632,000	14,000	968,000	-				2047/777	2020	Superstructure in progress	80%
	2,637,000	1,632,000	14,000	991,000	-							
	4,000	-	-	4,000	-				2057	2016	N/A	55%
<b>Development Properties (undertaken by joint venture/associate) – Note (b)</b>												
The U World Zone B of Jiangbei City, Jiang Bei District, Chongqing	1,067,000	886,000	145,000	-	36,000				2052/62	2022	Superstructure in progress	27%
Shanghai South Station Caohejing Area Lot 278a-05/278b-02/278b-04, South Station Business Zone, Xuhui District, Shanghai	1,071,000	886,000	145,000	4,000	36,000							
<b>MAINLAND CHINA TOTAL</b>	<b>4,785,000</b>	<b>2,518,000</b>	<b>159,000</b>	<b>1,126,000</b>	<b>982,000</b>							
<b>GROUP TOTAL</b>	<b>5,908,800</b>	<b>2,536,000</b>	<b>381,800</b>	<b>1,126,000</b>	<b>1,865,000</b>							

Notes:

- Part of Marco Polo Hongkong Hotel building.
- The floor area of property held through joint venture and associate is shown on an attributable basis.
- Total Mainland development properties area included 513,000 sq. ft. pre-sold areas have not yet been recognised in the financial statements.

## TEN-YEAR FINANCIAL SUMMARY

HK\$ Million	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
<b>Consolidated Income Statement</b>										
Revenue	<b>1,583</b>	6,997	3,558	5,048	5,646	5,758	6,261	1,297	667	566
Underlying net profit (Note a)	<b>512</b>	1,290	762	1,194	851	1,464	1,937	336	226	304
Profit attributable to shareholders	<b>831</b>	1,320	692	1,231	1,082	1,276	3,058	1,096	1,015	535
Dividends attributable to shareholders	<b>213</b>	496	354	496	425	553	680	170	142	142
<b>Consolidated Statement of Financial Position</b>										
Investment properties	<b>6,396</b>	9,300	8,277	7,876	7,253	6,435	5,566	4,290	3,352	2,516
Hotel properties, plant and equipment	<b>7,867</b>	8,088	6,529	5,677	5,429	4,764	650	359	116	74
Interest in associates	<b>1,294</b>	1,599	1,417	1,608	2,059	1,925	–	–	–	–
Interest in joint ventures	<b>1,601</b>	1,694	1,808	2,039	2,127	2,162	2,082	1,769	1,757	1,651
Equity investments/available-for-sale investments	<b>2,396</b>	2,708	2,301	2,450	1,550	1,340	1,541	1,119	1,744	1,193
Properties under development/for sale	<b>3,726</b>	144	1,957	2,699	4,979	7,376	7,822	8,717	7,335	6,473
Bank deposits and cash	<b>2,428</b>	2,699	5,154	6,447	5,185	5,825	7,731	5,842	3,522	1,124
Other assets	<b>700</b>	664	671	855	960	1,249	1,390	959	441	119
Total assets	<b>26,408</b>	26,896	28,114	29,651	29,542	31,076	26,782	23,055	18,267	13,150
Bank loans	<b>(2,813)</b>	(2,302)	(3,250)	(4,800)	(4,418)	(6,238)	(3,150)	(3,141)	(3,350)	(2,953)
Other liabilities	<b>(5,706)</b>	(6,391)	(8,318)	(7,521)	(7,878)	(8,391)	(8,069)	(7,635)	(3,477)	(320)
Net assets	<b>17,889</b>	18,203	16,546	17,330	17,246	16,447	15,563	12,279	11,440	9,877
Share capital	<b>3,641</b>	3,641	3,641	3,641	3,641	3,641	3,641	3,641	3,641	3,641
Reserves	<b>13,635</b>	13,913	12,188	12,544	12,564	11,740	10,950	7,822	7,033	5,534
Shareholders' equity	<b>17,276</b>	17,554	15,829	16,185	16,205	15,381	14,591	11,463	10,674	9,175
Non-controlling interests	<b>613</b>	649	717	1,145	1,041	1,066	972	816	766	702
Total equity	<b>17,889</b>	18,203	16,546	17,330	17,246	16,447	15,563	12,279	11,440	9,877
Net debt/(cash)	<b>385</b>	(397)	(1,904)	(1,647)	(767)	413	(4,581)	(2,701)	(172)	1,829
<b>Financial Data</b>										
<i>Per share data</i>										
Earnings per share (HK\$)										
– Underlying net profit (Note a)	<b>0.72</b>	1.82	1.08	1.68	1.20	2.07	2.73	0.47	0.32	0.48
– Reported profit	<b>1.17</b>	1.86	0.98	1.74	1.53	1.80	4.31	1.55	1.43	0.84
Net assets value per share (HK\$)	<b>24.38</b>	24.77	22.33	22.84	22.86	21.70	20.59	16.17	15.06	12.95
Dividends per share (HK cents)	<b>30.00</b>	70.00	50.00	70.00	60.00	78.00	96.00	24.00	20.00	20.00
<i>Financial ratios</i>										
Net debt to total equity (%)	<b>2.2%</b>	N/A	N/A	N/A	N/A	2.5%	N/A	N/A	N/A	18.5%
Return on shareholders' equity (%) (Note b)	<b>4.8%</b>	7.9%	4.3%	7.6%	6.9%	8.5%	23.5%	9.9%	10.2%	6.6%
Dividend cover (Times)										
– Underlying net profit (Note a)	<b>2.4</b>	2.6	2.2	2.4	2.0	2.6	2.8	2.0	1.6	2.1
– Reported profit	<b>3.9</b>	2.7	2.0	2.5	2.6	2.3	4.5	6.4	7.2	3.8
Interest cover (Times) (Note c)	<b>8.2</b>	101.4	14.3	18.5	7.3	17.4	52.2	20.1	11.0	12.0

Notes:

- (a) Underlying net profit excludes changes in investment property revaluation and impairment provision for hotel properties under development.
- (b) Return on shareholders' equity is based on profit attributable to shareholders over average shareholders' equity during the year.
- (c) Interest cover is based on EBITDA over finance costs (before capitalisation and fair value gain/loss).
- (d) Certain figures have been reclassified or restated to comply with the prevailing HKFRSs.