



廖創興企業有限公司

Liu Chong Hing Investment Limited

DIVERSIFY FOR A PROMISING FUTURE

多元發展 創建更豐盛未來



Annual Report 2018 年報

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THE  
OSHK  
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SHI

FOSSHAN 佛山



FIVE-YEAR FINANCIAL SUMMARY 五年財務摘要

	2014 二零一四年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Total assets 總資產	14,654,676	12,909,389	13,721,239	14,535,135	<b>14,513,521</b>
Total liabilities 總負債	3,617,900	1,965,058	2,798,303	2,696,260	<b>2,116,453</b>
Total net assets 資產淨值總額	11,036,776	10,944,331	10,922,936	11,838,875	<b>12,397,068</b>
Net assets value per share 每股資產淨值	港幣 HK\$29.15 元	港幣 HK\$28.91 元	港幣 HK\$28.85 元	港幣 HK\$31.27 元	港幣 <b>HK\$32.75 元</b>
Profit for the year attributable to owners of the Company 分配於本公司股東之本年度溢利	2,356,935	410,366	457,907	744,888	<b>1,014,267</b>
Basic earnings per share 每股基本盈利	港幣 HK\$6.23 元	港幣 HK\$1.08 元	港幣 HK\$1.21 元	港幣 HK\$1.97 元	港幣 <b>HK\$2.68 元</b>
Dividend per share 每股股息	港幣 HK\$0.40 元	港幣 HK\$0.42 元	港幣 HK\$0.47 元	港幣 HK\$0.60 元	港幣 <b>HK\$0.70 元</b>
Dividend payout ratio (from continuing operations only) 派息比率(只計來自持續經營)	38%	39%	39%	30%	<b>26%</b>

NOTE 1: Dividend per share in 2014 did not include special cash dividend of HK\$2.80 per share due to the completion of Partial Offer (the meaning ascribed thereto in the Company's circular to shareholders dated 4 December 2013) for disposal of Chong Hing Bank Limited shares and the special dividend by way of distribution in specie to the shareholders of the Company in the proportion of 1 share in the issued share capital of Chong Hing Bank Limited for every 10 shares in the issued share capital of the Company.

NOTE 2: Dividend payout ratio in 2014, if including the special cash dividend and the special dividend by way of distribution in specie, the ratio should be adjusted to 81%.

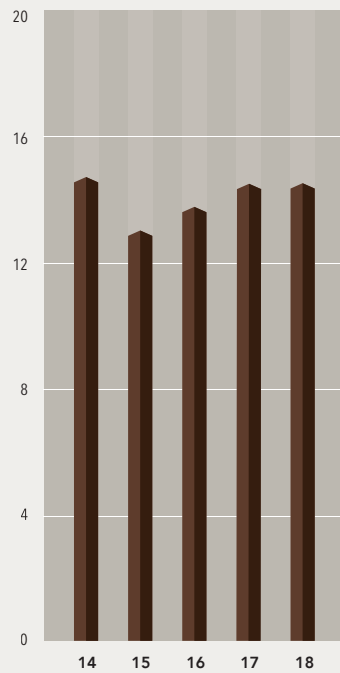
NOTE 3: Profit for the year attributable to owners of the Company of HK\$2,356.9 million recorded in 2014, including the profit from discontinued operations of HK\$1,963.3 million.

附註一：二零一四年度每股股息不包括因完成出售創興銀行有限公司股份部分要約(與本公司二零一三年十二月四日致股東通函的定義一致)而派發的特別現金股息每股港幣2.80元，及以實物分派形式按本公司已發行股本每10股分配1股創興銀行有限公司已發行股本而派發之特別股息。

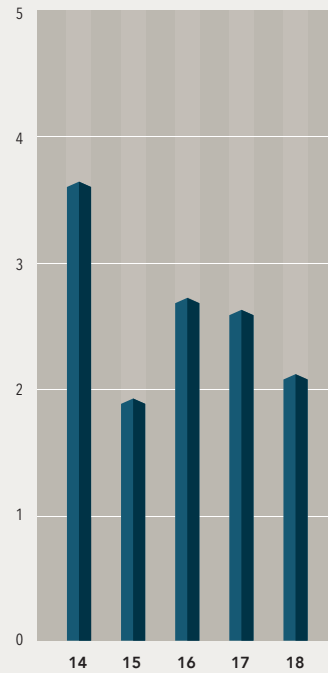
附註二：如包括特別現金股息及以實物分派之特別股息，二零一四年之派息比率將調整至81%。

附註三：二零一四年分配於本公司股東之本年度溢利港幣2,356,900,000元，包括來自已終止經營溢利港幣1,963,300,000元。

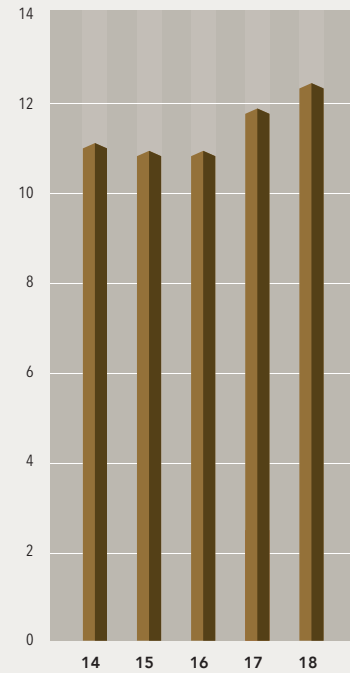
**Total Assets 總資產**  
HK\$ in Billion 港幣十億元



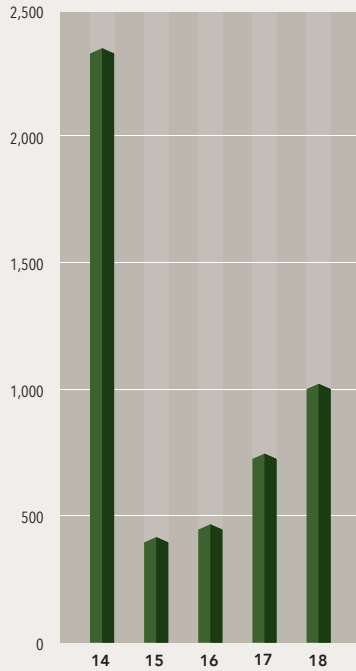
**Total Liabilities 總負債**  
HK\$ in Billion 港幣十億元



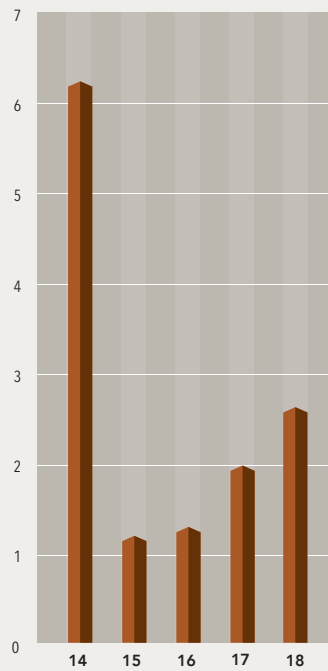
**Total Net Assets 資產淨值總額**  
HK\$ in Billion 港幣十億元



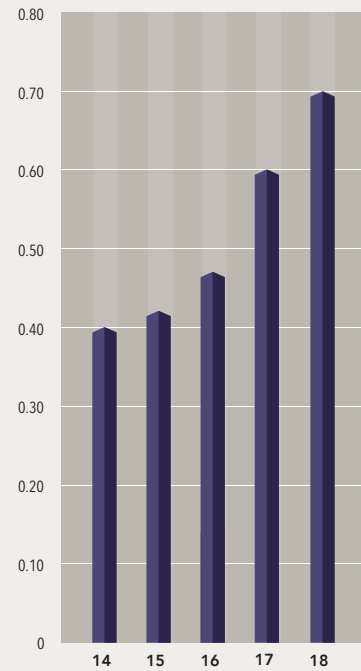
**Profit for the Year Attributable to Owners of the Company 分配於本公司股東之本年度溢利**  
HK\$ in Million 港幣百萬元



**Basic Earnings per Share 每股基本盈利**  
HK\$ 港幣



**Dividend per Share 每股股息**  
HK\$ 港幣



創興銀行中心





I am pleased to present to you a review of the Group's business performance as well as some observations from the overall economic environment for the year 2018 and expectations for the year ahead.

本人欣然向閣下呈報本集團二零一八年之業績回顧，以及本人對整體經濟環境之觀察所得，對來年發展之期望。



Dear Shareholders,

I am pleased to present to you a review of the Group's business performance as well as some observations from the overall economic environment for the year 2018 and expectations for the year ahead.

## 2018 REVIEW

2018 started off well, following the strong growth in the global economy of 2017.

With large scale tax cuts and pro-business policies of the Trump Administration, the US economy grew fast.

As a result of the strength of both the employment figures and the economy, the Federal Reserve began to increase interest rate in March 2018. The increase together with uncertainties of the Sino-US trade dispute led to a serious correction in the US and worldwide stock markets in the last quarter of 2018. Nonetheless in 2018, the US annual growth rate stayed at 3% and the unemployment stood at 3.7%, one of the lowest level in the past decades.

The US dollar remained strong in 2018. This is due to a number of factors: a threat of inflation; the rise of both the US interest rate and oil price, an end of quantitative easing by European Central Bank as well as certain emerging market balance of payment crises notably in Argentina and Turkey.

The Eurozone economy was expanding at a lower pace and towards the end of 2018 seemed to be losing its momentum partly because of political events in the major countries such as France and Germany.

Britain continued to be affected by an uncertain Brexit outcome. The uncertainty heightened in December when the UK Government had delayed a vote in Parliament on the ratification of its Brexit agreement with the EU. The matter is still ongoing. The UK economy suffered as a result.

親愛的股東：

本人欣然向閣下呈報本集團二零一八年之業績回顧，以及本人對整體經濟環境之觀察所得，對來年發展之期望。

## 二零一八年回顧

繼二零一七年全球經濟強勁增長之後，二零一八年開局良好。

年初，在美國總統特朗普頒布減稅和支持商業的新政推動下，美國經濟強勁。

由於就業和經濟數據強勁，美國聯儲局在二零一八年三月開始加息。利率上升以及中美貿易爭端的陰影導致美國和全球股市在二零一八年第四季度出現嚴重調整。儘管如此，二零一八年美國經濟年增長率維持3%，失業率降至幾十年低谷的3.7%。

環球通脹威脅、美國加息、油價攀升、歐洲央行結束量化寬鬆，以及阿根廷和土耳其的某些新興市場國際收支平衡危機等一系列因素，令美元於二零一八年維持強勢。

歐元區經濟增長放緩。而法國和德國等主要國家的政治事件，某程度上令歐元區經濟至二零一八年底漸失動力。

英國繼續受脫歐的不確定性因素影響。十二月英國政府推遲國會就其與歐盟的脫歐協議進行表決，令問題加劇。如問題持續存在，將令英國經濟蒙上陰影。



ONE-EIGHT-ONE Hotel & Serviced Residences ONE-EIGHT-ONE 酒店及服務式住宅



ONE-EIGHT-ONE Hotel &amp; Serviced Residences ONE-EIGHT-ONE 酒店及服務式住宅

The potential tension in the north east Asia relaxed after firstly a reconciliation between North and South Korea, followed by a summit of President Trump and Chairman Kim Jong-un in 2018. The Japanese economy has shown a modest growth in lines with estimates. While Japan's export dropped, it was encounter-balanced by an increase in domestic investment and business investment.

Mainland China faced a few challenges in 2018: to lower the high debt levels, to handle the Sino-US Trade Dispute at the same time to maintain a steady growth, and a stable currency. RMB having fluctuated during the year, ended with a only mild year to year decrease of 4% vis-à-vis the US dollar. In the meantime, the property segment has stayed robust throughout 2018. With a combination of liquidity easing, a multiple of stimulus measures of lowering financing costs for small and medium enterprises, increased fiscal spending, the Mainland economy has achieved a respectable GDP growth of 6.6% meeting market expectations.

隨著二零一八年特朗普總統和金正恩委員長的首次峰會以及南北韓的和解，東北亞的潛在緊張局勢得以緩和。儘管日本出口下降，但受惠於國內投資和商業投資的增加，日本經濟一如預期略有增長。

中國大陸在二零一八年面臨若干挑戰，如：降低高負債水平，處理中美貿易爭端，保持經濟穩定增長及貨幣穩定。相較美元，人民幣在年內雖出現波動，但全年匯率僅輕微下降了4%。與此同時，二零一八年房地產市場保持繁榮，隨著流動資金放寬、財政支出增加及多項旨在降低中小企業融資成本的刺激措施，中國國內生產總值實現可觀增長6.6%，符合市場預期。



Chong Hing Bank Centre 創興銀行中心

In 2018, Hong Kong's economy had been expanding at a steady rate around 3% until the third quarter. With the rise of the US interest rate, the lending rate of Hong Kong was increased in September, the first time in 12 years. In the 2018 Policy Address in October, the Chief Executive unveiled the Lantau Tomorrow Vision, a phrased reclamation and construction of artificial islands with a total area of some 1,700 hectares, the first phase of reclamation is aimed to begin in 2025.

By the fourth quarter, market sentiment was noticeably cooler. Both the stock and the residential property markets suffered a correction after a robust growth of 12 months. The labour market was tight in the whole of 2018, unemployment rate of 2.8% the lowest level in more than 20 years. However, throughout 2018, the retail market has been sluggish with minimal growth compared to 2017; resulting in a weak rental market for retail properties.

二零一八年，香港經濟前三季度均穩定增長約3%，因應美國加息，香港十二年來首次在九月份調升貸款利率。在二零一八年十月的施政報告中，行政長官公佈了明日大嶼發展計劃，建議填海總面積約1,700公頃建造人工島，首階段填海工程計劃於二零二五年開始。

到第四季度，市場情緒明顯降溫。經過十二個月的強勁增長後，股票和住宅房地產市場都出現了調整。整個二零一八年勞動力市場緊張，失業率為2.8%，為二十多年來的新低。惟零售市場於二零一八年低迷徘徊，相較二零一七年增幅最小，導致零售物業租賃市場疲弱。



◀ Chong Hing Bank Centre 創興銀行中心  
 ▲▼ Chong Yip Shopping Centre 創業商場



## BUSINESS RESULTS

For the year ended 31 December 2018, the Group recorded profit of HK\$1,048 million, it represents an increase of 35% when comparing with the year of 2017.

The Board of Directors has proposed to recommend at the forthcoming Annual General Meeting to be held on 16 May 2019, the payment of a final cash dividend of HK\$0.48 per share. Together with the interim cash dividend of HK\$0.22 per share paid on 14 September 2018, the total cash dividend amounted to HK\$0.70 per share for the year 2018.

## 經營業績

截至二零一八年十二月三十一日止年度，本集團錄得溢利約港幣10.48億元，較二零一七年上升35%。

董事會擬於二零一九年五月十六日舉行之應屆股東周年大會，建議派發末期現金股息每股港幣0.48元。連同於二零一八年九月十四日已派發之中期現金股息每股港幣0.22元，二零一八年度之現金股息合共為每股港幣0.70元。



Chong Hing Square 創興廣場

A detailed business review and analyses are to be found in the "Management Discussion and Analysis" section of this Annual Report. In summary:

- As to the property development in Foshan, The Grand Riviera, a total of 90%, 100% and 100% of residential units of Phase 1, 2 and 3 respectively had been sold. 80% of the total Phase 4 units have been sold in the year of 2018. As of 31 December 2018, the total sale proceeds of the whole development project amounts to HK\$5.2 billion. A further HK\$1.8 billion will be generated as and when all the remaining residential units, car parks and shops are sold off in the future.
  - The conversion process of ONE-EIGHT-ONE Hotel and Serviced Residences is near to completion. The hotel operation is to be managed directly by the Group and it is scheduled to commence business soon.
  - The rental income and revenue of the rest of the Group's investments has remained stable in 2018.
  - In November of 2017, the Group has invested through a 50% equity participation in a joint-venture company with Value Partners Group (Stock code 806) in two warehouse properties in Japan. In 2018, again, the Group co-invested with Value Partners Group in another Japanese warehouse property and a factory building in Australia. The total annual rental of all the co-investment projects are satisfactory.
- 在本年報「管理層之討論及分析」一章內，將有詳盡的業務回顧及分析。在此概述如下：
- 佛山房地產發展項目翠湖綠洲花園，第一期、第二期和第三期分別共售出住宅單位90%、100%和100%。第四期單位於二零一八年共售出80%。截至二零一八年十二月三十一日止，該發展項目的整體銷售收益達港幣52億元。倘若所有剩餘的住宅單位、停車位和商舖將來全部售出，本集團預計可產生約港幣18億元收益。
  - ONE-EIGHT-ONE酒店及服務式住宅已接近完成，酒店業務將由本集團直接經營管理，並預計開業在即。
  - 本集團租金收益及其他投資收益於二零一八年維持穩定。
  - 於二零一七年十一月，本集團透過持股50%與惠理集團(股份代號806)合資公司共同投資二個日本倉庫。二零一八年，本集團再次與惠理集團共同投資另一個日本倉庫和一個澳洲廠房，所有該等合資項目產生的年租金收益令人滿意。

**OUTLOOK OF 2019**

2019 appears to be a year of some uncertainties.

The US economy remains healthy but the general forecast is that, in terms of GDP growth and employment, they may not equal the 2018 figures. The domestic political conflicts, especially that surrounding the building of the "Trump Wall", remains unresolved and may add to the head wind of economic growth. In the meantime, the trade disputes with China and with other major economies add uncertainties to US economy.

The Eurozone economy has been slowing down since the latter half of 2018. The general market view is that growth will be "subdued" for a number of reasons: trade tension with the US, the ending of Quantitative Easing by ECB, political uncertainties in some major countries such as Italy and France. Furthermore, an undesirable outcome of Brexit would affect Europe as much as it would affect the UK. In this respect, the outlook of both Europe and the UK remains cautious.

The world is focusing on the Sino-US Trade negotiation. This is the main uncertainty in 2019. Were there to be a trade war between the two largest economies of the world, the effect on the global economy is certainly profound as well as incalculable. The delay of President Trump to increase tariff on \$200 billion of Chinese goods set for 1 March has raised hope for a reconciliation. As mentioned previously, the Chinese Government has been taking a multiple of fiscal and multiple policies to stabilize the economy. Being a closed economic system with sufficient currency reserve and flexible policy measures, the Mainland economy has ample means to weather out any storms.

Hong Kong is a small open economy and will thus be subjected to global economic fluctuations. Hong Kong, however, has a solid foundation of government surplus, currency reserves as well as an almost full employment economy. The outline Development Plan of Guangdong-Hong Kong-Macau Greater Bay Area ascertains the importance of Hong Kong. Both the Hong Kong-Zhuhai-Macau Bridge and the High Speed Rail will contribute to tourism and may help to lift our retail-sale market. The Hong Kong economy is expected to be stable.

**二零一九年展望**

二零一九年似乎是充滿不確定性的一年。

美國經濟仍然健康，一般預測，國內生產總值增長和就業可能稍遜於二零一八年的數字。國內政治衝突，特別是圍繞建造「特朗普城牆」的政治紛爭仍未解決，可能會增加經濟風險。與此同時，中美貿易戰及美國與其他主要經濟體的紛爭亦加深了美國經濟的不確定性。

自二零一八年下半年以來，歐元區經濟持續放緩。一般市場觀點認為，經濟增長將受制於一系列因素影響：與美國的貿易緊張局勢，歐洲央行結束量化寬鬆及某些主要國家（如意大利和法國）的政治不穩定性。此外，英國脫歐的不預期結果將對英國乃至歐洲影響深遠。故此，歐洲和英國的前景維持審慎。

中美貿易談判是世界最關注的焦點，亦是二零一九年最主要的不確定因素。如果這兩個世界上最大經濟體爆發貿易戰，對全球經濟的影響肯定是深遠及無可估量的。特朗普總統延遲三月一日增加對2,000億美元中國商品徵收關稅的設定限期，為和解帶來了希望。如前所述，中國政府一直採取多項財政措施和政策以穩定經濟，作為一個擁有充足貨幣儲備和靈活政策措施的封閉經濟體系，中國大陸經濟有足夠的手段抵禦任何風暴。

香港是一個小型開放經濟體，因此易受全球經濟波動的影響。然而，政府盈餘、貨幣儲備充足、以及幾乎全民就業等因素，令香港經濟基礎穩固。粵港澳大灣區發展計劃突顯了香港的重要性，而港珠澳大橋和廣深港高鐵路都促進了旅遊業發展，並有助於提升零售市場。我們預期香港經濟將保持穩定。



## BUSINESS PREVIEW

With challenges mentioned above, there may also come opportunities. In all these years, the Group has been prudently managing its business and its finance. With steady growth in profits in the past years, the Group has accumulated a substantial net cash balance and is in a strong financial position to capture any such business opportunities. Already in recent years, we have co-invested with Value Partners Group in property-projects in Japan and Australia, the two economies of very stable economic and investment environment. We will continue to pursue worth-while projects, alone or with partners, both at home and abroad adopting our usual due diligence.

In 2019, the Group will continue a series of projects to renovate its existing properties, with the aim to enhance rental yields and long term investment values. The first renovation project is Chong Yip Centre located near the exits of the MTR station of HKU, the retail value of which has been transformed and increased by the MTR connection.

The One-Eight-One Hotel is expected to receive the occupation permit soon. As mentioned earlier, we expect tourism will pick up in 2019 with the opening of the High Speed Rail and the Hong Kong–Zhuhai–Macau Bridge. Whilst there are challenges ahead, we expect the hotel to bring in a respectable income.

Last but not least, I would like to express my heartfelt thanks to stakeholders and shareholders for their continued trust and support, to all my fellow directors for their wise stewardship, and to our senior management and our staff for their commitment and dedication.

**Liu Lit Chi**

*Chairman*

7 March 2019

## 業務前瞻

既有挑戰，就會有機遇。多年來，本集團一直審慎經營及理財，隨著過去多年利潤的穩步增長，本集團已累積大量淨現金流，憑著強健的財務狀況足以捕捉任何適切商機。近年來，我們與惠理集團共同於兩個經濟和投資環境非常穩定的國家（日本和澳洲）投資房地產項目。我們將一如既往通過慎密的審查，以獨資或合資形式尋找境內外物有所值的項目。

二零一九年本集團將繼續展開一系列物業翻新工程，旨在提高物業租金收益和長期投資價值。第一個翻新項目是創業中心，該物業臨近香港大學地鐵站出口，自地鐵連接後，零售商業價值已經轉趨增強。

ONE-EIGHT-ONE酒店預計將很快取得入伙紙。如前所述，我們預計隨著高鐵和港珠澳大橋的開通，旅遊業將在二零一九年復甦。雖然面臨挑戰，但我們預期酒店將創造理想收益。

本人謹此對持份者及股東之繼續信賴與支持、各董事之精明籌劃，以及管理人員與員工之盡心盡力服務，致以衷心謝意。

**廖烈智**

*主席*

二零一九年三月七日

SHANGHAI 上海







Chong Hing Finance Center, Shanghai 上海創興金融中心

The Board of Directors of Liu Chong Hing Investment Limited (the "Board") has pleasure in presenting to the shareholders its annual report together with the audited financial statements for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Company and its subsidiaries (the "Group") are property investment, property development and investment holding. The principal activities of the principal subsidiaries and joint ventures are shown in notes 39 and 17 to the consolidated financial statements respectively.

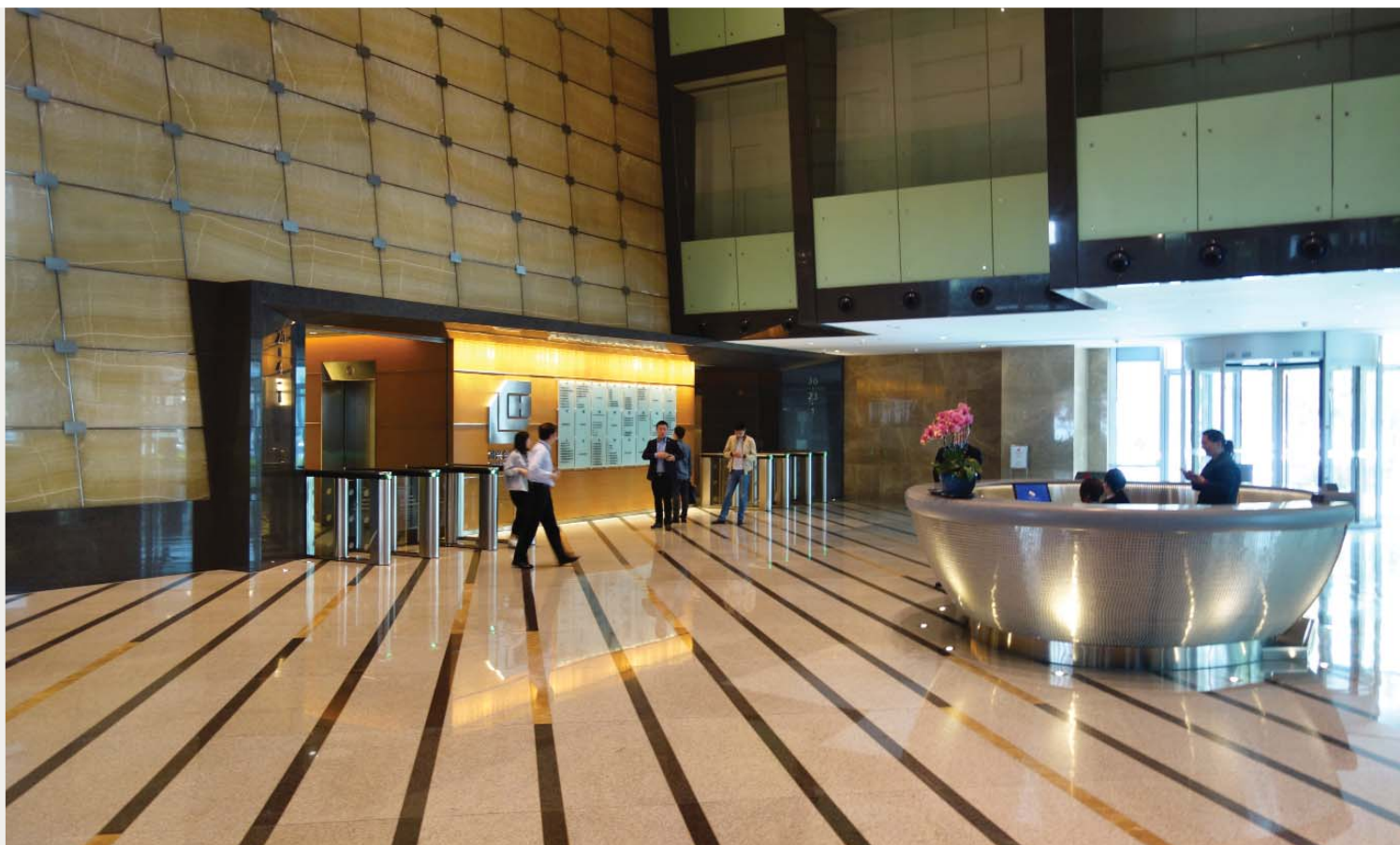
Further discussion and analysis of the Group's activities as required by Schedule 5 to the Hong Kong Companies Ordinance ("Companies Ordinance"), including a fair review of the business and a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2018, and an indication of likely future development in the Group's business, can be found in the "Five-Year Financial Summary", "Chairman's Statement", "Summary of Financial Highlights", "Management Discussion and Analysis" and "Corporate Governance Report" sections of the Annual Report. The above sections form part of this report.

廖創興企業有限公司董事會(「董事會」)現謹將截至二零一八年十二月三十一日止年度之年度報告書及經審核之財務報表，欣然提呈列位股東省覽。

### 主要業務及業務回顧

本公司及其附屬公司(「本集團」)之主要業務為物業投資、物業發展及投資控股。各主要附屬公司及合營企業之主要業務已分別詳列於綜合財務報表附註第39及17項內。

如欲細閱按香港公司條例(「公司條例」)附表5所規定而載列的本集團業務討論及分析，包括業務的公允回顧、本集團面對的主要風險及不明朗因素的描述、二零一八年財政年度終結後發生並影響本集團的重要事件詳情，以及對本集團業務未來或會採取的發展方向的指示，可參閱年報內「五年財務摘要」、「主席報告書」、「財務摘要」、「管理層之討論及分析」以及「企業管治報告書」。以上章節構成本報告一部份。



Chong Hing Finance Center, Shanghai 上海創興金融中心

## RESULTS AND STATE OF AFFAIRS

The results of the Group for the year ended 31 December 2018 and the state of the Company's and the Group's affairs at that date are set out on pages 134 to 256 of this annual report.

### DIVIDENDS

An interim cash dividend of HK\$0.22 per share was paid to shareholders on 14 September 2018. The Board recommends a final cash dividend of HK\$0.48 per share, making a total cash dividend of HK\$0.70 per share for the year.

### RESERVES

Movements in reserves of the Group during the year are set out in consolidated statement of changes in equity and the movements in reserves of the Company during the year are set out in note 37 to the consolidated financial statements.

The Company's reserves available for distribution to shareholders as at 31 December 2018 comprised the accumulated profits of HK\$7,655,833,000 (2017: HK\$7,186,558,000).

### INVESTMENT PROPERTIES

Movements in investment properties during the year are set out in note 14 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are set out in note 15 to the consolidated financial statements.

### PROPERTIES UNDER DEVELOPMENT/PROPERTIES UNDER DEVELOPMENT FOR SALE/PROPERTIES HELD FOR SALE

Movements in properties under development/properties under development for sale/properties held for sale during the year are set out in notes 15 and 16 to the consolidated financial statements.

### SHARE CAPITAL

Details of the share capital of the Company are set out in note 28 to the consolidated financial statements.

## 業績及業務狀況

本集團截至二零一八年十二月三十一日止年度的業績及本公司與本集團於該日的業務狀況刊於本年報第134至256頁。

### 股息

中期現金股息每股港幣0.22元已於二零一八年九月十四日派發。董事會建議派發末期現金股息每股港幣0.48元，全年合計共派發現金股息每股港幣0.70元。

### 儲備

本年度內本集團儲備之變動詳列於綜合權益變動表，本年度本公司儲備之變動詳列於綜合財務報表附註第37項內。

於二零一八年十二月三十一日，本公司可派予股東之儲備包括累積溢利港幣7,655,833,000元(二零一七年：港幣7,186,558,000元)。

### 投資物業

本年度投資物業變動詳列於綜合財務報表附註第14項內。

### 物業、廠房及設備

本年度物業、廠房及設備變動詳列於綜合財務報表附註第15項內。

### 發展中物業／待出售發展中物業／待出售物業

本年度發展中物業／待出售發展中物業／待出售物業變動詳列於綜合財務報表附註第15及16項內。

### 股本

本公司股本詳情列於綜合財務報表附註第28項內。



Japan Logistics Centers 日本物流中心  
▲▼ Kakegawa City, Shizuoka Prefecture 靜岡縣掛川市  
▶(Top) Hadano City, Kanagawa Prefecture (上) 神奈川縣秦野市  
(Bottom) Higashimatsuyama City, Saitama Prefecture (下) 埼玉縣東松山市



Australia Manufacturing Plant 澳洲廠房  
▼ St Clair, Adelaide 阿德萊德聖克萊爾





## SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 9 May 2012, which replaced the previous share option scheme, for the primary purpose of providing incentives to directors and eligible employees, and will expire on 8 May 2022. Under the Scheme, the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside eligible third parties at the discretion of the Board.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Options may be exercised at any time from the date of grant of the share option to the 5th anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of the nominal value of the Company's share on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant, or the closing price of the shares on the date of grant.

No options have been granted under the above mentioned scheme since the Scheme was adopted.

## SUBSIDIARIES

Particulars relating to the subsidiaries are set out in note 39 to the consolidated financial statements respectively.

## GROUP BORROWINGS AND INTEREST CAPITALISED

Details of bank loans and other borrowings repayable are set out in note 25 to the consolidated financial statements.

The Group's interest capitalised during the year amounted to HK\$15,524,000 (2017: HK\$19,033,000).

## 股份期權計劃

本公司股份期權計劃(「該計劃」)已於二零一二年五月九日通過及實行，並取代舊有的股份期權計劃，主要原因是為激勵各董事及合資格僱員，該計劃將於二零二二年五月八日屆滿。根據該計劃，本公司可提供期權給予合資格僱員，包括向本公司及其附屬公司之董事授予股份，以認購本公司股票。此外，本公司可於任何時間，經董事會同意向任何合資格第三者提供股份期權。

根據該計劃，在沒有獲得本公司股東事先批准下，股份期權可授出股份總數不得超出本公司不時已發行股本之10%。而在沒有獲得本公司股東事先批准下，有關授予任何個別人士之期權，所授出股份總數不得超出本公司不時已發行股本之1%。

該股份期權可於授出日至授出日期起計第五周年之任何時間內予以行使。行使價由本公司董事釐訂，惟不低於本公司股份於授出日之本公司股份面值、於授出日前五個交易日之平均收市價或授出當日之收市價之較高者。

該計劃獲採納以來，本公司並無據此授出期權。

## 附屬公司

有關附屬公司資料詳列於綜合財務報表附註第39項內。

## 集團借款及資本化之利息

銀行貸款及其他借款已詳列於綜合財務報表附註第25項內。

本集團於本年度內資本化之利息共港幣15,524,000元(二零一七年：港幣19,033,000元)。

## BOARD OF DIRECTORS

The directors of the Company during the year and up to the date of this report are shown on page 95 of this annual report.

The term of office of each director, who has been longest in office, shall retire by rotation and offer themselves for re-election in accordance with the Company's Articles of Association.

In accordance with Article 105 and 113 of the Articles of Association, Mr. Liu Lit Chi, Dr. Liu Lit Chung, Mr. Au Kam Yuen, Arthur and Dr. Ma Hung Ming, John shall retire at the conclusion of the Annual General Meeting ("AGM") of the Company. The Company intends to comply with code provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, which provides, among other things, that every director, including those appointed for a specific term, should be subject to retirement at least once every three years. Mr. Liu Lit Chi, Dr. Liu Lit Chung, Mr. Au Kam Yuen, Arthur and Dr. Ma Hung Ming, John, being eligible, will offer themselves for re-election at the forthcoming AGM.

The biographical details of directors and senior management are set out on pages 100 to 110.

The Company has received from each Independent Non-executive Director an annual confirmation of his independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and the Company considered all Independent Non-executive Directors are independent.

## COMPLIANCE OF THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

All directors have confirmed that they complied with the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules throughout the review period.

## 董事會

本年度內及截至本報告書日期止，本公司董事芳名詳列於本年報第95頁內。

根據本公司章程細則，任何任期最長之董事必須於任期屆滿時輪值告退，並建議推薦重選連任。

根據章程細則第一零五及第一一三條規定，廖烈智先生、廖烈忠醫生、區錦源先生及馬鴻銘博士，將於本公司股東周年大會完結時退任。本公司擬遵守《上市規則》附錄14之企業管治守則條文A.4.2之規定，除其他情況，每名董事(包括董事有特定期限任命)應至少每三年輪值退任一次。廖烈智先生、廖烈忠醫生、區錦源先生及馬鴻銘博士將於應屆股東周年大會完結時退任並合資格推薦重選連任。

董事及高級管理人員簡介詳列於第100至110頁內。

本公司已接獲各位獨立非執行董事根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條規定每年度發出之獨立性確認函，而本公司對彼等之獨立性表示認同。

## 遵守上市公司董事進行證券交易的標準守則

於回顧期間，所有董事確認彼等已遵守上市規則附錄10所載之上市公司董事進行證券交易的標準守則之規定。

## DIRECTORS' INTERESTS IN SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2018, the interests of the directors and the Chief Executive Officer in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which have been notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO, or have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, or have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

### INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

#### THE COMPANY

Liu Chong Hing Investment Limited

## 董事在本公司及其相聯法團擁有之股本權益

於二零一八年十二月三十一日，董事及行政總裁於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中的權益已根據證券及期貨條例第XV部第7及第8分部已知會本公司及香港聯合交易所有限公司(「聯交所」)，或已根據證券及期貨條例第352條記錄在本公司所存置的登記冊，或已根據上市發行人董事進行證券交易之標準守則知會本公司及聯交所，該等權益如下：

### 在本公司及其相聯法團的股份及相關股份中的權益

#### 本公司

廖創興企業有限公司

Name of director 董事姓名	Long/short position 好倉/淡倉	NUMBER OF ORDINARY SHARES HELD 持有普通股股份數目				Total interests as approximate % of the relevant issued share capital 權益總數 佔已發行股本 概約百分率
		Personal interests (held as beneficial owner) 個人權益 (實益持有)	Family interests (interests of spouse or child under 18) 家族權益 (配偶或18歲 以下子女之權益)	Corporate interests (interests of controlled corporation) 公司權益 (受控制公司 之權益)	Total interests 總權益	
Mr. Liu Lit Chi 廖烈智先生	Long 好倉	24,000	-	200,377,000 (notes 1 and 2) (附註1及2)	200,401,000	52.93%
Mr. Liu Kam Fai, Winston 廖金輝先生	Long 好倉	2,756,867	-	-	2,756,867	0.73%
Dr. Liu Lit Chung 廖烈忠醫生	Long 好倉	-	-	132,326,710 (note 1) (附註1)	132,326,710	34.95%

notes:

- 132,326,710 shares in the Company are beneficially held by Liu's Holdings Limited, of which Mr. Liu Lit Chi and Dr. Liu Lit Chung are amongst its shareholders. The above numbers of shares are duplicated under the corporate interests for each of these directors.
- Alba Holdings Limited, of which Mr. Liu Lit Chi and his associates are shareholders, beneficially holds 68,050,290 shares in the Company, and thus is included in the corporate interests of Mr. Liu Lit Chi.

附註：

- 廖烈智先生及廖烈忠醫生為廖氏集團有限公司之股東，該公司合共實益擁有本公司股份132,326,710股。是項股數，在各董事名下之公司權益項目內重複。
- 廖烈智先生及其聯繫人士為愛寶集團有限公司之股東，該公司實益擁有本公司股份68,050,290股，並歸納在廖烈智先生名下之公司權益項目內。

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 December 2018, so far as is known to the Company, the following persons (other than the directors or the Chief Executive Officer of the Company) had interests or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of substantial shareholder 主要股東名稱	Long/short position 好倉 / 淡倉	Capacity 身份	No. of ordinary share held 所持普通股股份數目	% of the issued share capital 佔已發行股本百分比
Liu's Holdings Limited 廖氏集團有限公司	Long 好倉	Beneficial owner 實益持有人	132,326,710 (note 1) (附註1)	34.95%
Alba Holdings Limited 愛寶集團有限公司	Long 好倉	Beneficial owner 實益持有人	68,050,290 (note 2) (附註2)	17.97%

notes:

- Liu's Holdings Limited, a private company incorporated in Hong Kong, is owned by, amongst others, Mr. Liu Lit Chi and Dr. Liu Lit Chung. Such corporate interests are also disclosed in the sub-section under "Directors' interests in Share Capital of the Company and its Associated Corporations."
- Alba Holdings Limited, a private company incorporated in Hong Kong, is owned by Mr. Liu Lit Chi and his associates. Such corporate interests are also disclosed in the sub-section under "Directors' interests in Share Capital of the Company and its Associated Corporations."

Save as disclosed above, the Company had not been notified by any person (other than the directors or Chief Executives Officer of the Company) who had interests or short positions in the shares and underlying shares of the Company of 5% or more as at 31 December 2018 which were required to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## 主要股東及其他人士的權益

於二零一八年十二月三十一日，就本公司所知，下列人士（本公司董事或行政總裁除外）於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或淡倉，或直接或間接擁有可在任何情況下於本集團任何其他成員公司股東大會上投票之任何類別股本面值5%或以上之權益：

附註：

- 廖氏集團有限公司乃於香港註冊成立之私人公司，擁有人包括廖烈智先生及廖烈忠醫生。該等公司權益亦已於上列名為「董事在本公司及其相聯法團擁有之股本權益」分節披露。
- 愛寶集團有限公司乃於香港註冊成立之私人公司，分別由廖烈智先生及其聯繫人士共同擁有。該等公司權益亦已於上列名為「董事在本公司及其相聯法團擁有之股本權益」分節披露。

除上述所披露外，並沒有任何人士（本公司董事或行政總裁除外）就其根據證券及期貨條例第XV部對於二零一八年十二月三十一日持有本公司5%或以上之股份及相關股份之權益或淡倉向本公司作出披露，或根據證券及期貨條例第336條須予備存之登記冊內所記錄進行披露。

## DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 38 to the consolidated financial statements, "Related Party Disclosures", no contracts of significance in relation to the Group's business, to which the Company or any of its subsidiaries was a party and in which a director of the Company had, whether directly or indirectly, a material interest, subsisted at the end of the year or at any time during the year.

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

None of the directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable within one year without payment of compensation (other than statutory compensation).

## CONNECTED PARTY TRANSACTIONS

In March 2016, the Company entered into a lease agreement with Dr. Liu Lit Chung, a Non-executive Director. The Company leased the property for a monthly rent of HK\$75,000 for a term of two years commencing from 1 March 2016 and the lease was renewed with the same term, effective from 1 March 2018, for another two years ending on 29 February 2020. For the year ended 31 December 2018, the aggregate rent paid by the Company amounted to HK\$900,000.

In March 2011, the Company entered into a service agreement with K.A. Kho & Associates for architectural and consultancy services provided to the Company. Mr. Kho Eng Tjoan, Christopher, a Non-executive Director, is the sole director and the sole shareholder of K.A. Kho & Associates. In addition, a supplemental agreement with aggregate service fee of HK\$12,900,000 was signed in February 2016. For the year ended 31 December 2018, no service fee was paid by the Company and the aggregate service fee paid and payable by the Company amounted to HK\$12,173,000 as at 31 December 2018.

## 董事合約權益

除綜合財務報表附註第38項內「關聯人士披露事項」所述之外，於年底或本年度內任何時間，本公司各董事並無直接或間接在本公司或其任何附屬公司所訂立之重大合約中享有與本集團業務相關的重大利益。

本年度內本公司或其任何附屬公司從未參與任何安排致使各董事因取得本公司或任何其他公司之股份或債券而獲益。

於即將召開之股東周年大會上膺選連任之本公司董事，並無與本公司訂有不可由僱主於一年內毋須支付賠償金(但法定之賠償金除外)而終止之服務合約。

## 關連人士交易

於二零一六年三月，本公司與非執行董事廖烈忠醫生簽訂租賃合約。租金為每月港幣75,000元，租賃期兩年由二零一六年三月一日開始，並按同等條款再續約兩年，由二零一八年三月一日起至二零二零年二月二十九日止。截至二零一八年十二月三十一日止年度，本公司共支付租金港幣900,000元。

於二零一一年三月，許金安則師樓與本公司簽訂一份服務協議，為本公司提供建築及其他顧問服務。本公司之非執行董事許榮泉先生乃許金安則師樓之唯一董事及唯一股東。另一補充協議於二零一六年二月簽訂，服務費用修訂為港幣12,900,000元。截至二零一八年十二月三十一日止年度，本公司並無支付顧問費。於二零一八年十二月三十一日，本公司已付及應付的服務費總額為港幣12,173,000元。

The Company's auditor was engaged to report 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 auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions, details of which are also disclosed by the Group in note 38 to the consolidated financial statements, in accordance with Main Board Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to Stock Exchange.

In the opinion of the directors who do not have any interest, whether directly or indirectly, in the above transactions, the transactions were conducted in the ordinary course of business of the Group on normal commercial terms.

#### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's purchases attributable to the Group's five largest suppliers and the Group's turnover attributable to the Group's five largest customers were both less than 30%. None of the directors, their associates or any shareholder (which to the knowledge of the Board owns more than 5% of the Company's issued share capital) has any interest in the Group's five largest suppliers or customers.

#### PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2018, the Company and its subsidiaries have not purchased, sold or redeemed any of the shares in the Company.

根據香港會計師公會頒佈之香港監證業務準則第3000號「非審核或審閱歷史財務資料監證工作」及參考執行指引第740號「根據香港上市規則就持續關連交易發出的核數師函件」，本公司核數師已獲聘請為本集團持續關連交易編製報告。核數師已根據主板上市規則第14A.56條發出無保留意見函件，當中闡述其對本集團載於綜合財務報表附註第38項所披露持續關連交易得出之審查及結論。本公司已將有關核數師函件副本送呈聯交所。

若干對上述交易並無直接或間接利益之董事認為上述交易均屬本集團經常業務，並按照一般商業條款進行。

#### 主要客戶及供應商

本年度內，本集團之前五大供應商共佔本集團採購不足百分之三十，而本集團之前五大客戶共佔本集團營業額不足百分之三十。本公司各董事及其聯繫人士或任何股東（董事會知悉擁有本公司已發行股本超過百分之五）概無佔有該五大供應商或客戶任何權益。

#### 購買、出售或贖回股份

截至二零一八年十二月三十一日止年度內，本公司及其附屬公司並無購買、出售或贖回任何本公司之股份。

**SHAREHOLDINGS INFORMATION****TOP 10 LARGEST SHAREHOLDERS**

According to the register of members of the Company as at 31 December 2018, the top 10 largest shareholders are as follows:

Name of shareholder	股東名稱	Number of shares held 持有股份數目	% 百分比
1. HKSCC Nominees Limited	香港中央結算(代理人)有限公司	158,255,783	41.80
2. Chong Hing (Nominees) Limited	創興(代理)有限公司	139,554,088	36.86
3. Alba Holdings Limited	愛寶集團有限公司	35,000,222	9.25
4. MUFG Nominees (HK) Limited	MUFG Nominees (HK) Limited	10,000,000	2.64
5. Wragg Limited	Wragg Limited	4,644,000	1.23
6. Leung Hok Pang	Leung Hok Pang	3,848,000	1.02
7. Cheng Kee Man	Cheng Kee Man	3,160,000	0.83
8. Cheng Kee Hong	Cheng Kee Hong	3,100,000	0.82
9. On Luk Tong Limited	On Luk Tong Limited	1,090,000	0.29
10. Kwok Wai Tong	Kwok Wai Tong	650,000	0.17
Total	合計	359,302,093	94.91

**LOCATION OF SHAREHOLDERS**

According to the register of members of the Company as at 31 December 2018, the location of shareholders are as follows:

Location of shareholders	股東分佈	Number of shares held 持有股份數目	% 百分比
Hong Kong	香港	378,521,140	99.9835
China and South East Asia	中國及東南亞	36,060	0.0095
Europe	歐洲	800	0.0002
US and Canada	美國及加拿大	16,860	0.0045
Others	其他	8,580	0.0023
Total	合計	378,583,440	100

**持股資料****持股量最高的 10 位股東**

根據本公司股東登記冊的資料，於二零一八年十二月三十一日持股量最高的 10 位股東如下：

**股東分佈**

根據本公司股東登記冊的資料，於二零一八年十二月三十一日股東分佈如下：

**SUFFICIENCY OF PUBLIC FLOAT**

The Company has maintained a sufficient public float throughout the year ended 31 December 2018.

**DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS**

The Companies Ordinance requires the directors to prepare the financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the Group as at the end of the financial year and of their respective profit or loss for the year then ended. In preparing the financial statements, the directors are required to select suitable accounting policies and apply them on a consistent basis, making judgements and estimates that are prudent, fair and reasonable; state the reasons for any significant departure from accounting standards; prepare the financial statements on the going concern basis, unless it is not appropriate to presume that the Company and the Group will continue in business for the foreseeable future.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the Company and of the Group and taking reasonable steps for the prevention and detection of fraud and other irregularities.

**EXECUTIVE MANAGEMENT COMMITTEE**

The Executive Management Committee was established on 30 October 2014. The current members of the committee comprised of Mr. Liu Lit Chi, Mr. Liu Kam Fai, Winston, Mr. Liu Kwun Shing, Christopher and Mr. Lee Wai Hung. Based on the duly approved terms of reference by the Board, the committee is authorised to discuss, formulate policies and make decisions on all matters relating to the daily management and operations of the Company and its subsidiaries. It also helps to discuss significant daily operational issues, review business performance and take prompt corrective actions as appropriate. The Board believes that the function of committee could help to relieve the Board of detailed review of information and to increase the operational efficiency among different departments.

Detailed terms of reference could be seen at the Company's website.

**充足之公眾持股量**

本公司於二零一八年十二月三十一日止年度，全年均維持充足之公眾持股量。

**董事就財務報表之責任**

公司條例規定董事負責就各財政年度編製財務報表，真實及公平地反映本公司及本集團於該財政年度結算日之財政狀況，以及截至結算日止年度本公司及本集團各自之溢利或虧損情況。編製財務報表時，董事須選取並貫徹採用合適之會計政策，作出審慎、公平而合理之判斷及估計；就任何嚴重偏離會計準則之情況申明理由；按持續經營基準編製財務報表，除非情況不適宜假定本公司及本集團於可見將來仍會繼續經營業務，另作別論。

董事須負責存置妥當會計記錄，以保障本公司及本集團資產，以及採取合理步驟防止及查察有否任何欺詐及其他不合常規之情況。

**執行管理委員會**

執行管理委員會已於二零一四年十月三十日成立。委員會現任委員包括廖烈智先生、廖金輝先生、廖坤城先生及李偉雄先生。根據董事會正式批准的職權範圍，委員會獲授權就本公司及其附屬公司的日常管理及營運相關事宜商討、制定政策，並作出決策。委員會亦協助討論重大日常營運事宜、檢討業務表現，並在適當的情況下迅速採取修正措施。董事會相信，委員會之職能可減輕董事會作詳盡審閱資料之負擔並提升各部門之間的營運效率。

職權範圍之詳情請參見本公司網站。



## AUDIT COMMITTEE

Audit Committee report is shown on pages 36 to 37. The principal duties of the Audit Committee are reviewing the internal controls and the financial reporting requirements of the Group. The Audit Committee meeting will normally hold twice in each financial year immediately before the Board meeting for approving the interim and final results. The committee is satisfied with the Company's internal control procedures and the financial reporting disclosures.

## NOMINATION COMMITTEE

Nomination Committee report is shown on pages 38 to 39. The report showed the main duty and the work performed by the committee during the year of 2018.

## REMUNERATION COMMITTEE

Remuneration Committee report is shown on page 40. The report showed the main duty and work performed by the committee during the year of 2018.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has substantially complied throughout the year ended 31 December 2018 with those paragraphs of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, with which it is required to report compliance.

Guidelines and procedures for corporate governance of the Company are set out on pages 53 to 77.

## PERMITTED INDEMNITY PROVISION

The Company has arranged directors and officers liability insurance for directors' and officers' liabilities in respect of legal actions against its directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the directors as required by section 470 of the Companies Ordinance when this report prepared by the directors is approved in accordance with section 391(1)(a) of the Companies Ordinance.

## 審核委員會

審核委員會報告列於第36至37頁。審核委員會之主要職責為審查本集團之內部監控程序及符合財務報告之要求，審核委員會一般每年開會兩次，主要在每年董事會通過中期及末期業績前召開會議，委員會滿意本公司之內部監控程序及財務報告所披露之資料。

## 提名委員會

提名委員會報告列於第38至39頁。該報告列示委員會的主要職責及於二零一八年所進行的的工作。

## 薪酬委員會

薪酬委員會報告列於第40頁。該報告列示委員會的主要職責及於二零一八年所進行的的工作。

## 遵從企業管治守則

截至二零一八年十二月三十一日止年度內，本公司已大致遵守上市規則附錄14所載之企業管治守則要求申報之所有條文。

本公司之企業管治指引及程序詳列於第53至77頁內。

## 獲准彌償規定

本公司已就董事及高級管理層因企業活動而產生的法律訴訟，為董事及高級職員安排投保董事及高級職員責任保險。當董事根據公司條例第391(1)(a)條而編制的本報告獲批准時，根據公司條例第470條的規定，該為保障董事利益的獲准彌償條款即告生效。

## DIRECTORS OF SUBSIDIARIES

The names of all directors who have served on the Board of Directors of the subsidiaries of the Company during the year and up to the date of this report are as follows:

Ms. Eva Liu

Mr. Luk Chi Chung

Ms. Cavior Liu

Mr. Pan Sze Yuen, Cecil

Ms. Yan Yuet Lam, Charmaine

Mr. Liu Kwun Bo, Darryl

## AUDITOR

The consolidated financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu who have expressed their willingness to continue in office. Accordingly, a resolution will be submitted to the forthcoming annual general meeting to reappoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**Liu Lit Chi**

*Chairman*

Hong Kong, 7 March 2019

## 附屬公司董事

於本年度及截至本報告日期，出任本公司附屬公司董事會成員之董事的姓名如下：

廖綺華女士

陸智聰先生

廖鈞慧女士

潘思遠先生

甄玥霖女士

廖軍堡先生

## 核數師

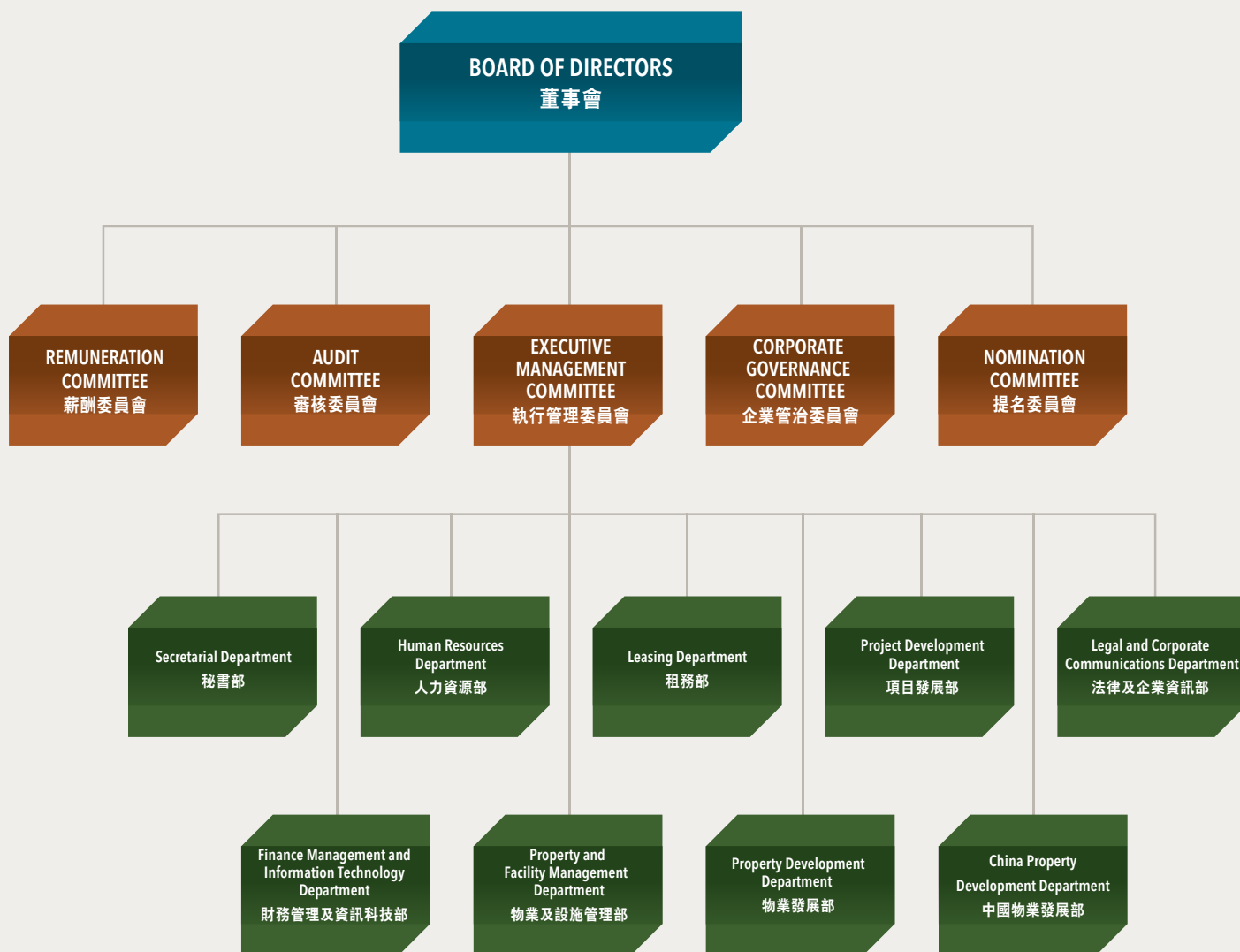
本年度之綜合財務報表經德勤•關黃陳方會計師行審核，該會計師行已表示其願意繼續擔任有關職務。故此即將舉行之股東周年大會上將會提呈一項決議案以重聘德勤•關黃陳方會計師行為本公司之核數師。

承董事會命

**廖烈智**

*主席*

香港，二零一九年三月七日



The Audit Committee ("AC") is made up of four members, all of them are Independent Non-executive Directors of the Company.

The AC oversees the financial reporting system and internal control procedures. In this process, management is principally responsible for the preparation of group financial statements including the selection of suitable accounting policies. External auditors are responsible for auditing and attesting to the Group's financial statements and will report to the management of the Company from time to time on any weakness in controls which come to their attention. The AC oversees the respective work of management and external auditors to ensure the management has discharged its duty to have an effective internal control procedures.

The AC had performed the works as follows:

1. To review the audited financial statements of the Company for the year ended 31 December 2018;
2. To review the interim results of the Company for the six months ended 30 June 2018;
3. To review and monitor the external auditors' independence;
4. To review the system of internal control of the Company;
5. To review the audit plan and the engagement from external auditors;
6. To make recommendation on the re-appointment of external auditors; and
7. To review the sufficiency of manpower resources of account and finance team of the Group in order to carry out the duties.

It was reported that no major internal control weakness was found and all the recommendations previously suggested by auditors were agreed and implemented by the management in 2018.

Based on these reviews and discussions, together with the report of the external auditors, the AC recommended to the Boards approval of the consolidated financial statements for the year ended 31 December 2018 with the Auditor's Report thereon.

審核委員會由四名委員組成，全部為本公司獨立非執行董事。

審核委員會監督本集團財務申報及其內部監控程序。根據有關程序，管理層主要負責集團財務報表之編製，包括揀選合適之會計政策。外聘核數師負責審核及驗證集團之財務報表及不時向本公司管理層匯報需要改善的內部監控制度。審核委員會監督管理層及外聘核數師之工作，確保管理層已履行其職責建立有效的內部監控系統。

審計委員會已履行以下工作：

1. 檢討本公司截至二零一八年十二月三十一日止年度經審核之財務報表；
2. 檢討本公司截至二零一八年六月三十日止六個月之中期業績；
3. 檢討及監察外聘核數師之獨立性；
4. 檢討本公司之內部監控制度；
5. 檢討審計計劃及聘用外聘核數師；
6. 就再度委任外聘核數師而提出建議；及
7. 檢討本集團會計及財務團隊之人手資源足夠性，以便充分履行職責。

本公司之內部監控並無存在任何重大不足之處，並且過往由核數師提出之所有建議亦獲得管理層採納並已在二零一八年內執行。

基於上述檢討及討論以及外聘核數師之報告書，審核委員會建議董事會批准截至二零一八年十二月三十一日止年度綜合財務報表連同有關之核數師報告書。

The Committee recommended to the Board that the shareholders be asked to re-appoint Messrs. Deloitte Touche Tohmatsu as the Company's external auditor for 2019.

#### **Members of the Audit Committee**

Mr. Cheng Yuk Wo (*Chairman*)

Mr. Au Kam Yuen, Arthur

Dr. Cheng Mo Chi, Moses

Mr. Tong Tsun Sum, Eric

Hong Kong, 5 March 2019

審核委員會向董事會建議，尋求股東批准續聘德勤•關黃陳方會計師行為本集團二零一九年度之外聘核數師。

#### **審核委員會委員**

鄭毓和先生(主席)

區錦源先生

鄭慕智博士

唐晉森先生

香港，二零一九年三月五日

The Nomination Committee ("NC") consists of six members.

The main duties of the Committee are (i) to review the structure, size and composition of the Board and to make recommendations on any proposed changes to the Board in order to complement the Company's corporate strategy; (ii) to identify suitably qualified individuals to become directors of the Company and to select or make recommendations to the Board on the selection of individuals nominated for directorships; (iii) to assess the independence of Independent Non-executive Directors of the Company; and (iv) to make recommendations to the Board on the appointment or re-appointment of the directors and succession plan for directors, in particular the Chairman and Chief Executive Officer of the Company.

The NC discharges its responsibilities by reference to the terms of reference which set out their roles, responsibilities and duties. The terms of reference were duly authorised by the Board.

In year 2018, the NC had reviewed and discussed the following issues at its meetings:

1. To review the composition, size and structure of the Board of the Company.
2. To review the attendance records of director of the Company.
3. To review the brief details of each director (including years of service).
4. To review the scope of responsibilities of directors of the Company.
5. To review the Directors' appointment control schedule — Rotation of Directors.
6. To review and confirm the independence of all the Independent Non-executive Directors.
7. To discuss and recommend the Board to appoint Mr. Tong Tsun Sum, Eric as the Company's Independent Non-executive Director.
8. To review and amend as required from time to time the Board diversity policies.

提名委員會由六名委員組成。

委員會主要職責是(i)檢討董事會的架構、人數及組成，並就任何為配合本公司之策略而擬對董事會作出之變動提出建議；(ii)物色具備合適資格可擔任董事之人士，並挑選提名個別人士出任董事或就此向董事會提供意見；(iii)評核本公司獨立非執行董事之獨立性；及(iv)就董事委任或重新委任及董事(特別是本公司主席及行政總裁)繼任計劃向董事會提出建議。

提名委員會履行之職責會參照職權範圍書內列明之角色、責任和義務。此職權範圍書亦已獲董事會授權。

於二零一八年內，提名委員會曾於會議上審議及討論下列事項：

1. 檢討本公司董事會的組織、人數及架構。
2. 檢討本公司董事出席會議之紀錄。
3. 檢討本公司董事的簡介(包括就任年期)。
4. 檢討本公司董事的責任範圍。
5. 檢討本公司董事委任時間表 — 輪任董事。
6. 檢討及確認所有獨立非執行董事之獨立性。
7. 討論並建議董事會任命唐晉森先生為獨立非執行董事。
8. 按不時需要，檢討及修訂董事會多元化政策。

The NC is accountable to the Board and minutes of the meeting are circulated to the Board for information.

The NC meets when required but at least once per year.

#### Members of the Nomination Committee

Mr. Liu Lit Chi (*Chairman*)

Mr. Au Kam Yuen, Arthur

Mr. Cheng Yuk Wo

Mr. Kho Eng Tjoan, Christopher

Dr. Ma Hung Ming, John

Mr. Tong Tsun Sum, Eric

Hong Kong, 5 March 2019

提名委員會向董事會負責說明及傳閱會議記錄等資料。

提名委員會如有需要時可召開會議，但每年最少要舉行一次。

#### 提名委員會委員

廖烈智先生(主席)

區錦源先生

鄭毓和先生

許榮泉先生

馬鴻銘博士

唐晉森先生

香港，二零一九年三月五日

The Remuneration Committee ("RC") consists of four members, a majority of whom are Independent Non-executive Directors of the Company.

The main duties of the Committee are to formulate the Company's remuneration policy as well as to determine and/or make recommendation to the Board with regard to the structure of remuneration packages for all directors and senior management. When necessary and appropriate, the Chairman and Managing Director are consulted on such issues.

The RC discharges its responsibilities by reference to the terms of reference which set out their roles, responsibilities and duties. The terms of reference were duly authorised by the Board.

The RC, having consulted with the Chairman of the Board, had reviewed and discussed the following issues at its meeting:

1. To review the Company's policy, structure and the remunerations packages for all directors and senior management;
2. To determine and/or make recommendation to the Board regarding the Directors' fees and other allowances for the year 2019; and
3. To review and approve the annual performance bonus and its policy.

The RC is accountable to the Board and minutes of the meeting are circulated to the Board for information.

The RC meets when required but at least once per year.

### Members of the Remuneration Committee

Dr. Cheng Mo Chi, Moses (*Chairman*)

Mr. Cheng Yuk Wo

Mr. Kho Eng Tjoan, Christopher

Dr. Ma Hung Ming, John

Hong Kong, 5 March 2019

薪酬委員會由四名委員組成，大部份為本公司獨立非執行董事。

委員會主要職責是制定本公司之薪酬政策，並向董事會推薦有關董事及高級管理人員之薪酬組合的決定及／或建議。如需要，可向主席及董事總經理協商決定。

薪酬委員會履行之職責會參照職權範圍書內列明之角色、責任和義務。此職權範圍書亦已獲董事會授權。

薪酬委員會經諮詢董事會主席之意見後，並於會議上審議及討論下列事項：

1. 審閱本公司有關董事及高級管理人員之薪酬政策、架構及薪酬組合；
2. 決定及／或建議董事會有關二零一九年之董事酬金及其他津貼；及
3. 審閱及批准全年業績之花紅及政策。

薪酬委員會有義務向董事會說明及傳閱與會議記錄有關的一切資料。

薪酬委員會如有需要時可召開會議，但每年最少要舉行一次。

### 薪酬委員會委員

鄭慕智博士 (*主席*)

鄭毓和先生

許榮泉先生

馬鴻銘博士

香港，二零一九年三月五日



## SUMMARY OF FINANCIAL HIGHLIGHTS 財務摘要

	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	Change 變動 % 百分率
Revenue 收益	1,836,225	2,215,351	(17)
Profit for the year attributable to owners of the Company 分配於本公司股東之本年度溢利	1,014,267	744,888	36
Basic earnings per share 每股基本盈利	港幣HK\$2.68元	港幣HK\$1.97元	36
Net assets value per share 每股資產淨值	港幣HK\$32.75元	港幣HK\$31.27元	4.7
Dividend per share 每股股息			
Interim 中期	港幣HK\$0.22元	港幣HK\$0.18元	22
Final 末期	港幣HK\$0.48元	港幣HK\$0.42元	14
Total 合共	港幣HK\$0.70元	港幣HK\$0.60元	17
Dividend payout ratio 派息比率	26%	30%	4





# FOSHAN 佛山



Phase 4 The Grand Riviera, Foshan 佛山翠湖綠洲花園第四期

For the year ended 31 December 2018, the Group recorded audited consolidated profit of approximately HK\$1,047.9 million, comparing to that of 2017 amounted to approximately HK\$773.8 million, representing an increase of approximately 35%.

Revenue mainly referred to the revenues generated from property investment, property development, property management, treasury investment, trading & manufacturing and hotel operation.

Other income referred to various miscellaneous income other than the main revenue.

Other gains and losses mainly comprised of gain on changes in fair value of investment properties and net exchange gains (losses).

## PROPERTY INVESTMENT

### OVERALL RENTAL REVENUE

For the year ended 31 December 2018, the Group recorded gross rental revenue of approximately HK\$355.7 million, decreased by approximately HK\$9.9 million from approximately of HK\$365.6 million in 2017, representing a decrease of 2.7%.

### OVERALL OCCUPANCIES

The Group's overall occupancy from major investment properties continued to maintain at 87.7% as at 31 December 2018.

## HK PROPERTIES

### Chong Hing Square

Chong Hing Square, located at 601 Nathan Road Mongkok, is a 20-storey ginza-type retail/commercial development offers over 182,000 square feet of retail and commercial space. For the year ended 31 December 2018, Chong Hing Square generated rental revenue of approximately HK\$113.9 million, decreased by HK\$8.3 million from approximately HK\$122.2 million in 2017 with occupancy of 96%. As at date of board meeting, the building was 100% occupied.

截至二零一八年十二月三十一日止年度，本集團錄得經審核綜合溢利約港幣1,047,900,000元，較二零一七年同期所得溢利約港幣773,800,000元，上升約35%

收益主要指來自物業投資、物業發展、物業管理、財務投資、貿易及製造以及酒店經營所產生的收益。

其他收入是指主要收益以外的各個雜項收入。

其他收益及虧損主要包括投資物業公平價值變動收益及匯兌淨收益(虧損)。

## 物業投資

### 整體租金收益

截至二零一八年十二月三十一日止年度，本集團錄得之毛租金收益約港幣355,700,000元，較二零一七年港幣365,600,000元減少約港幣9,900,000元，輕微下跌2.7%。

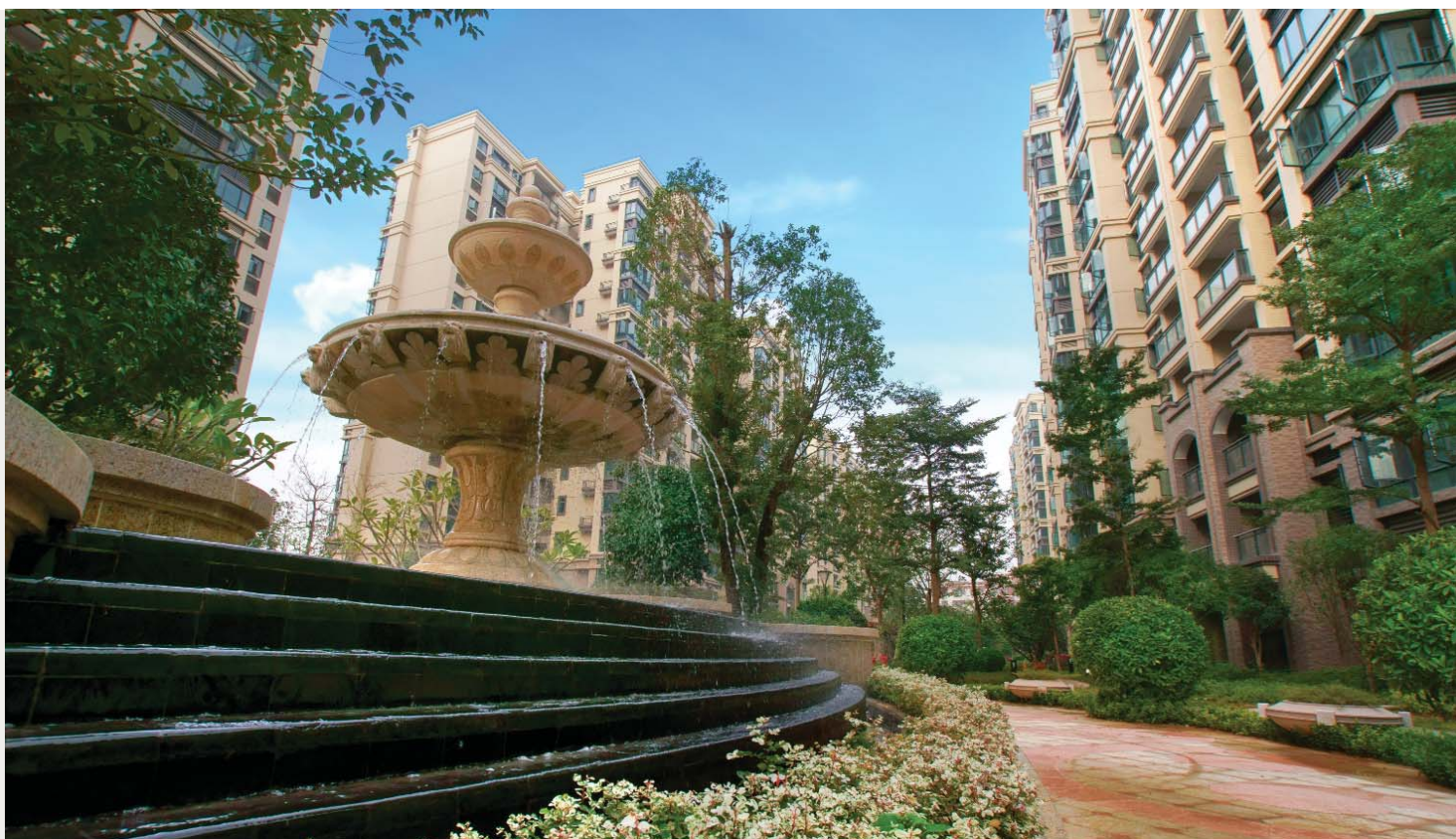
### 整體出租率

於二零一八年十二月三十一日，本集團主要投資物業之整體出租率持續維持於87.7%。

## 香港物業

### 創興廣場

創興廣場，位處旺角彌敦道601號，為樓高二十層之銀座式零售／商業大廈，提供逾182,000平方呎零售及娛樂用地。截至二零一八年十二月三十一日止年度，創興廣場出租率為96%，產生租金收益約港幣113,900,000元，較二零一七年港幣122,200,000元減少約港幣8,300,000元。於本董事會會議日，該大廈出租率為100%。



▲ Phase 4 The Grand Riviera, Foshan 佛山翠湖綠洲花園第四期  
▲ Phase 3 The Grand Riviera, Foshan 佛山翠湖綠洲花園第三期  
▼ Phase 1 The Grand Riviera, Foshan 佛山翠湖綠洲花園第一期



**Chong Hing Bank Centre**

Chong Hing Bank Centre, located at 24 Des Voeux Road Central, is a 26-storey Grade A office building. Having retained several floors for group's use, the office building was leased to Chong Hing Bank Limited for 5 years fixed tenancy with option to renew for another 5 years. For the year ended 31 December 2018, a total of approximately HK\$67.9 million rental revenue was derived from this building.

**Chong Yip Centre**

Chong Yip Centre is located at 402–404 Des Voeux Road West. It provides over 54,000 square feet of retail and commercial space. For the year ended 31 December 2018, this retail and commercial shopping center generated rental revenue of approximately HK\$20.4 million, slightly decreased by 2.4% when comparing to that of 2017. The occupancy was 68% as at 31 December 2018. The management had approved to revamp the property in order to get higher rental return. Planning of renovation work is under preparation and the construction will commence in second quarter of 2019.

**Fairview Court**

Fairview Court is located at 94 Repulse Bay Road. The Group owns 5 units, each of areas over 4,100 square feet, luxury apartment on a low-rise building. For the year ended 31 December 2018, Fairview Court received rental revenue of approximately HK\$7.1 million (it recorded HK\$3.8 million after rental elimination) with 100% occupancy.

**PRC PROPERTIES****Chong Hing Finance Center, Shanghai**

The Group's mainland flagship property located at 288 Nanjing Road West in Huang Pu District of Shanghai is a 36-storey Grade A commercial building which commands a strategic location and enviable view over The People's Square just across the street. With a total floor area of over 516,000 square feet of office and commercial spaces and 198 carparks, this property was approximately 80% let in terms of office space and 100% let in terms of retail space as at year end. For the year ended 31 December 2018, this office building generated rental revenue of approximately HK\$141.2 million, representing a slightly decrease of 2%.

**創興銀行中心**

創興銀行中心位於中環德輔道中24號，為樓高二十六層之甲級寫字樓。除保留數層供本集團自用外，其餘辦公樓層出租予創興銀行有限公司，租期固定為五年，並可續期五年。截至二零一八年十二月三十一日止年度，該大廈錄得租金收益共約港幣67,900,000元。

**創業商場**

創業商場位於德輔道西402–404號，提供逾54,000平方呎之零售及商業用地。截至二零一八年十二月三十一日止年度，該零售及商業購物中心產生租金收益約港幣20,400,000元，相較二零一七年同期輕微下降2.4%。該商場於二零一八年十二月三十一日之出租率為68%。管理層已通過對該商場進行裝修改造工程，並將於2019年第二季度開始施工，以獲得更好的租金回報。

**富慧閣**

富慧閣位於淺水灣道94號，為一低密度樓宇，本集團持有五個住宅單位，各單位面積逾4,100平方呎。截至二零一八年十二月三十一日止年度，富慧閣獲得租金收益約港幣7,100,000元（租金對銷後錄得約港幣3,800,000元），出租率為100%。

**中國物業****上海創興金融中心**

此國內旗艦物業座落於上海黃浦區南京西路288號，是一座36層高的甲級商業大廈，地點極具策略優勢，可飽覽對面人民廣場之優美景觀。該物業提供寫字樓及商業總樓面面積逾516,000平方呎及198個車位，於年結日，此物業之寫字樓出租率約為80%，零售單位出租率則為100%。本物業截至二零一八年十二月三十一日止年度，產生租金收益總額約港幣141,200,000元，輕微下降約2%。

**PROPERTY DEVELOPMENT****HONG KONG****ONE-EIGHT-ONE Hotel & Serviced Residences**

The previous office building (formerly known as Western Harbour Center), located at 181– 183 Connaught Road West, was under construction to convert into a 183-room hotel and serviced residences. Construction work came to the final stage and the occupation permit was scheduled to be obtained in the 2nd quarter of 2019. Total renovation costs including professional fee amounted to approximately of HK\$532 million and all expenditures are funded by internal resources.

**PRC****The Grand Riviera, Foshan**

This comprehensive development situated at 1 Guilong Road, Luocun in the Nanhai District of Foshan, is conveniently located within half an hour's drive from the Foshan financial district and within 5 minutes' drive from the new Foshan West Station.

**Development Status**

This Foshan residential project is a comprehensive development and is developed by phases. The whole project, including Phase 1 to Phase 4, was completed and handover for occupation in September 2018.

**FINANCIAL AND SALE RESULTS**

For the year ended 31 December 2018, the Group recorded sale revenue of approximately HK\$1,297.3 million. The sale was mainly referred to the sale of Phase 4 of which 933 residential units were sold and recognized under consolidated statement of profit or loss in the year of 2018.

As at date of Board meeting, a total of 4,982 residential units out of total 5,264 units (representing 95%) and a total of 1,184 carpark units out of total 4,669 units (representing 25%) were successfully sold out fetching accumulated sale proceeds of approximately HK\$5.2 billion.

The management forecast that further sale proceeds of approximately HK\$1.8 billion would be received if all unsold properties including residential units, carparks and retail shops were sold under current market conditions.

**物業發展****香港****ONE-EIGHT-ONE 酒店及服務式住宅**

位處干諾道西 181–183 號的原寫字樓（前稱為滙港中心），現正改建成為一間擁有 183 間客房的酒店及服務式住宅。重建工程進入最後階段，預計酒店將於二零一九年下半年取得入伙紙。總改建費用包括專業費用約為港幣 532,000,000 元，所有支出均由內部資源撥付。

**中國****佛山翠湖綠洲花園**

該綜合發展項目位處佛山市南海區羅村貴隆路 1 號，交通便捷，距離佛山金融區不足半小時車程，而距離新佛山西站不足 5 分鐘車程。

**發展現狀**

佛山住宅項目是一個綜合發展、分期開發的項目。整個項目包括第一至第四期已全部發展完成，並於二零一八年九月已交付使用。

**財務和銷售業績**

截至二零一八年十二月三十一日止年度，本集團錄得銷售收入約港幣 1,297,300,000 元，該收入主要來自第四期銷售收益，其中 933 套住宅單位於二零一八出售並在綜合損益表中確認。

於董事會會議日，總數 5,264 個住宅單位中的 4,982 個單位（佔 95%）及總數 4,669 個停車位中的 1,184 個停車位（佔 25%）已成功售出，獲得總累計銷售收益約港幣 52 億元。

若所有未售物業（包括住宅單位、停車位和零售商舖）按目前市況出售，則管理層預計可進一步獲得總銷售收益約港幣 18 億元。



## BUDGET HOTEL PROJECT

Since 2008, the Group started to operate budget hotel business in Shanghai, Beijing and Guangzhou. All of these budget hotels are managed by and under the brand name of Hanting. For the year ended 31 December 2018, hotel revenue increased by 7.1% from approximately of HK\$11.3 million in 2017 to approximately HK\$12.1 million in 2018. Due to the restructuring of the business strategy, the Group had sold the budgeted hotels at Shanghai and Beijing in 2016, only the hotel in Guangzhou remains in operation.

## SHARE OF RESULTS OF JOINT VENTURES

During the year of 2018, the group teamed up with the same joint venture partner, in addition to the investment in 2017, to acquire one more warehouse (now in total 3 warehouses) in Japan and one manufacturing plant in Australia. The management regarded the investment would bring the group's a stable rental return together with a long term appreciation of properties. The share of results of joint ventures of approximately HK\$61.8 million, under equity accounting, represented the 50% share of net asset value of the investment which included the annual rental revenue and asset revaluation gain.

## CAPITAL STRUCTURE

The Group's shareholders' funds increased from approximately HK\$11,799.7 million as at 31 December 2017 to approximately HK\$12,332.8 million as at 31 December 2018, representing a net increase of approximately HK\$533.1 million. The increase in shareholders' funds was attributed to (a) profit attributable to the owners of the Group of approximately HK\$1,014.3 million; (b) net decrease of investment revaluation and exchange reserves totaling approximately HK\$238.9 million and (c) 2017 final dividend & 2018 interim dividend total paid approximately HK\$242.3 million.

## FINANCE AND TREASURY OPERATIONS

### NET CASH BALANCE

As at 31 December 2018, the Group's net cash balance (being cash and deposits less borrowings) stood at approximately HK\$1,618.4 million, increased by approximately HK\$336.3 million from approximately HK\$1,282.1 million in 2017, representing an increase of 26.2%

## 經濟型酒店項目

本集團自二零零八年起，開始於上海、北京及廣州經營經濟型酒店業務。該等經濟型酒店全部均由漢庭管理並以漢庭之品牌名稱經營。截至二零一八年十二月三十一日止年度，酒店總收益由二零一七年約港幣11,300,000元上升約7.1%至二零一八年約港幣12,100,000元。鑒於本集團調整投資策略，於二零一六年已出售上海和北京的經濟型酒店，只維持營運廣州酒店。

## 所佔合營企業業績

繼二零一七年的投資後，本集團於二零一八年期間與同一合資夥伴，在日本再收購一個倉庫（現時共有三個倉庫），及在澳洲收購了一個廠房。管理層認為該投資將為集團帶來穩定的租金回報以及物業的長期升值。而根據會計權益法，所佔合營企業業績約為港幣61,800,000元，佔該項投資資產淨值的50%，其中包括租金收入及資產重估收益。

## 資本架構

本集團的股東資金由二零一七年十二月三十一日約港幣11,799,700,000元增加至二零一八年十二月三十一日約港幣12,332,800,000元，淨增幅為約港幣533,100,000元。股東資金增加是由於(a)分配於本集團股東應佔溢利約港幣1,014,300,000元；(b)投資重估儲備及匯兌儲備總計淨減少約港幣238,900,000元；及(c)已付二零一七年末期及二零一八年中中期股息約港幣242,300,000元。

## 財務及庫務營運

### 淨現金結餘

於二零一八年十二月三十一日，本集團的淨現金結餘（即現金及存款扣減借款）維持約港幣1,618,400,000元，由二零一七年約港幣1,282,100,000元增加約港幣336,300,000元，增幅26.2%。

The increase of net cash balance mainly related to the sale of The Grand Riviera, Foshan residential project. For the year of 2018, the group has received cash sale proceeds of approximately HK\$1,177.2 million from this project.

In the years ahead, the Group's major capital expenditures will be incurred for the Foshan residential project, hotel redevelopment project, and the renovation of Chong Yip Centre. The management will ensure all these capital expenditures within the budget and do not undermine the company's working capital.

The management expected that the Group's cash balances could be increased further by the sale of The Grand Riviera, Foshan residential project, and the stable rental revenue generated from different rental properties.

#### **BANKING FACILITIES**

Most of the banking facilities as at 31 December 2018 were committed banking facilities. In managing the debt portfolio, the Group has endeavored to maintain diversified sources of funding. Currently, the major source of financing is still coming from the banking sector, in which the Group has bilateral banking facilities with various banks, most of which have established long relationship with the Group. The management will consider to widen the funding source from capital market if both the market conditions and terms are favorable to the Company.

The management will closely monitor the company's funding position, internal funding and cheaper external funding will be used for coming development project.

#### **LIQUIDITY RISK AND CASH BALANCES**

It is the Group's financial policy to maintain positive cash balance and high liquidity. To maintain sufficient liquidity will not only help the Group to fulfill all short term payment obligations but also to improve the Group's working capital.

Liquidity mainly comes from recurring rental income of various investment properties, cash sale proceeds from various completed and uncompleted development projects and committed banking facilities. Liquidity risk of the Group is low and it has been further reduced by early refinancing and improvement of cash flow.

淨現金餘額的增加主要與佛山翠湖綠洲花園住宅項目的銷售有關。於二零一八年，本集團已收到該項目之現金銷售收益約港幣1,177,200,000元。

於未來幾年，本集團主要的資本支出為佛山住宅項目、重建酒店項目及裝修創業商場。管理層將控制該資本支出在預算以內，並不影響公司的營運資金。

管理層預期佛山翠湖綠洲花園銷售收益及來自不同租賃物業的穩定租金收入，可進一步增加本集團的現金餘額。

#### **銀行貸款**

於二零一八年十二月三十一日，大部份的銀行貸款均為承諾貸款。在管理債務組合時，本集團一直致力維持資金來源多元化。現時，主要的融資來源仍然是來自銀行貸款，已有數家銀行為本集團提供雙邊銀行融資額，而且大部份已與本集團建立長久關係。若市況及貸款條款皆對本公司有利，管理層將會考慮擴闊來自資本市場的融資來源。

管理層會密切監察本公司的資金狀況，在未來的發展計劃中會動用內部資金及成本較低的外部資金來源。

#### **流動資金風險及現金結餘**

本集團的財務政策是保持現金結餘及充裕流動資金。保持充裕流動資金不僅有助本集團履行所有短期還款責任，亦可改善本集團的營運資金狀況。

本集團的流動資金主要來自各項投資物業的經常性租金收入、來自各項落成及即將落成發展項目的現金銷售收益以及承諾銀行信貸。本集團的流動資金風險因提早再融資和現金流的改善已進一步降低。

### LOAN MATURITY ANALYSIS

All the bank loans in the group will be expired in the coming year, and there is a consensus with the bank that the banking facilities will be renewed. Liquidity risk could also be reduced by extending the loan tenors. It was the fact that the Group's liquidity and cash flow position in PRC was improved substantially following the successful sale of Grand Riviera, Foshan. Therefore, the construction loan was no need to renew or extend upon maturity.

### RISK MANAGEMENT

In managing interest rate and foreign exchange exposures, the Group may use certain derivative instruments such as interest rate swaps, cross currency swaps, forward rate agreements and foreign exchange contracts. It is the Group's policy to allow using derivatives as hedging purposes only. With respect to the counterparty risk of the derivatives, the Group transacts only with financial institutions with strong investment-grade ratings.

### INTEREST RATE EXPOSURE

The volatility and uncertainty of the movement of interest rate may result in a potential negative impact to the Group's financial position. Given that, the management will actively involve and review the movement of interest rate so as to minimize the financial impact.

### FOREIGN EXCHANGE EXPOSURE

It is the Group's policy to minimize mismatch in currency and not to speculate in currency movement. As at year ended 31 December 2018, other foreign exchange exposures related to some major investments in Shanghai, Foshan and Japan projects which altogether amounted to the equivalent of about HK5,824.4 million or 40.1% of the Group's total assets.

### 到期貸款分析

本集團的所有銀行貸款在來年即將到期，本集團已與銀行達成共識，將會續簽有關該等到期貸款之銀行融資。通過延長貸款期限可以降低流動性風險。事實上，本集團在中國的流動資金及現金流量狀況在成功出售佛山翠湖綠州花園後大幅改善。因此，有關的建築貸款無需到期時續約或延期。

### 風險管理

在監管利率及外匯風險時，本集團可使用若干衍生工具，例如利率掉期、貨幣掉期、遠期利率協議及外匯合約。本集團只容許使用該等衍生工具作為對沖風險用途。至於衍生工具的交易風險方面，本集團僅會與具備良好投資評級的財務機構進行交易。

### 利率風險

利率波動及走勢不明朗可能會對本集團的財政狀況產生潛在負面影響。管理層將會密切留意及檢討利率走勢，以盡量減輕利率走勢對財政構成的影響。

### 外匯風險

本集團的政策乃盡量減低貨幣錯配的風險，亦不會進行外匯投機買賣。其他外匯風險乃與上海、佛山及日本的重大的投資項目有關。於二零一八年十二月三十一日，該等投資約港幣5,824,400,000元，佔本集團資產的40.1%。

**DERIVATIVES FINANCIAL INSTRUMENTS**

The Group has entered derivative transactions with bank in order to hedge the investment in Japan. The foreign exchange risk exposure has been reduced by entering Cross Currency Swap transaction for the purpose of matching the Japanese assets with Yen borrowings. Besides, in order to minimize the exchange rate risk effects of cash inflow, the Japanese yen dividend receivable have been hedged by a Single Rate Forward. The management keep closely monitoring these foreign exchange exposures by implementing different appropriate measures on a timely and effective manner.

**EMPLOYEE AND EMOLUMENT POLICY**

As at 31 December 2018, the Group employed a workforce of 473 (31 December 2017: 464). Staff cost for the year include salaries, bonuses and allowances, were approximately HK\$106.5 million (31 December 2017: HK\$90.8 million).

The Group's remuneration policy, having been advised and determined by the Remuneration Committee, will ensure that the pay levels of its employee are reasonable and competitive in the market and their total rewards including basic salary and bonus system are linked with their performance. The members and work done of Remuneration Committee are shown on page 40.

**金融衍生工具**

本集團已與銀行進行衍生工具交易，用作對沖在日本的投資項目。為了使日圓資產與日圓借款相匹配，此交叉貨幣掉期交易可以減低外匯的風險。此外，為減低現金流入的匯率風險，應收之日圓股息已利用單一匯率遠期合約對沖。管理層通過及時及有效地執行適當措施密切監察這些外匯風險。

**僱員及薪酬政策**

於二零一八年十二月三十一日，本集團聘有473名員工(二零一七年十二月三十一日：464名)。本年間之僱員成本(包括薪金、花紅及津貼)總額約為港幣106,500,000元(二零一七年十二月三十一日：港幣90,800,000元)。

經薪酬委員會考慮及建議，本集團薪酬政策相比市場僱員薪酬水平是合理及有競爭性的。僱員總薪酬包括基本工資及花紅制度，均與工作表現掛鉤。薪酬委員會之委員名單及其工作詳列於第40頁。

During the financial year ended 31 December 2018, the Company has substantially complied with the Provisions of the Corporate Governance Code (the "Corporate Governance Code" or the "Code") as set out in Appendix 14 of Listing Rules.

## GUIDELINES AND PROCEDURES FOR CORPORATE GOVERNANCE OF THE COMPANY

### (A) CORPORATE GOVERNANCE CHART

The Board is committed to maintaining a high standard of corporate governance for the purpose of enhancing long-term value for shareholders. The corporate governance chart adopted by the Company could be referred to Liu Chong Hing Investment Limited Simplified Organisation Chart on page 35.

### (B) DIRECTORS

#### (I) THE BOARD: RESPONSIBILITY FOR LEADERSHIP AND CONTROL OF THE COMPANY

- The Board is accountable to the shareholders for leadership and supervision of the senior management for the purpose of creating long-term shareholder value and producing a sustainable growth and successful business.
- The principal tasks of the Board are to set objectives, formulate strategies and to monitor the operating and financial performance.
- The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems.
- The Board also oversees management in the design, implementation and monitoring of the risk management and internal control systems, and management should provide a confirmation to the Board on the effectiveness of these systems.
- Duties of the Board include approving interim and annual reports, announcements and press releases of interim and final results, setting the dividend policy, and approving the issue, allotment, disposal or grant of options in respect of unissued new shares of the Company.

截至二零一八年十二月三十一日止財政年度，本公司基本已遵守上市規則附錄14所載企業管治守則（「企業管治守則」或「守則」）的規定。

## 本公司企業管治指引及程序

### (A) 公司管治架構圖

董事會致力維持高水平之企業管治，為股東締造長遠價值。本公司採納之管治架構圖可參照載於第35頁的廖創興企業有限公司簡化組織圖。

### (B) 董事

#### (I) 董事會：負責領導及監控本公司

- 董事會領導及監管高級管理層，並對股東負責，透過實現可持續增長及成功之業務，為股東締造長遠價值。
- 董事會之主要任務為設定目標、制訂策略以及監控本公司之營運及財務表現。
- 董事會負責評估及釐定本公司達成策略目標時所願意接納的風險性質及程度，並確保本公司設立及維持合適／有效的風險管理及內部監控系統。
- 董事會亦監督管理層對風險管理及內部監控系統的設計、實施及監察，而管理層應向董事會確認有關系統的有效性。
- 董事會之職責包括批准中期報告及年度報告、公告以及中期及末期業績公告、制定股息政策，以及批准有關本公司未發行新股的發行、配發、出售或授出期權。

**(II) CHAIRMAN AND MANAGING DIRECTOR: CLEAR DIVISION OF RESPONSIBILITIES**

- The Company has clear and distinct division of responsibilities between the Chairman and Managing Director.
- Mr. Liu Lit Chi, the Chairman of the Board, provides leadership and is responsible for the effective functioning of the Board. The Managing Director is responsible for the Company's business, daily management and operations generally.
- Managing Director assumes overall responsibility for the Group's operation and performance by delegating duties to different Executive Directors and senior management to achieve targeted objectives. The Board gives clear directions to management of their powers and circumstances in which the management should submit a report.
- Throughout the year, the role of Chairman and the Managing Director of the Company has not been segregated as required by the code provision A.2.1 of the Code. The Board considers this arrangement is in the best interest of the Company that by nature of the Group's business which requires considerable market expertise and Mr. Liu Lit Chi, with his profound experiences in the property and banking industry, shall continue in his dual capacity as the Chairman and Managing Director.

**(III) BOARD COMPOSITION: BALANCE AND INDEPENDENCE**

- The Board currently comprises four Executive Directors, two Non-executive Directors and five Independent Non-executive Directors. For the year ended 31 December 2018, the Board met the requirements of the Listing Rules relating to the appointment of at least one-third of the Board should be Independent Non-executive Directors.
- The appointment of Independent Non-executive Directors strictly adheres to the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules. The Company has received written confirmation of independence from each of the Independent Non-executive Directors.

**(II) 主席及董事總經理：職責分工明確**

- 本公司主席和董事總經理之間分工明確，責任清晰。
- 董事會主席廖烈智先生領導及負責董事會的有效運作，董事總經理負責本公司的業務、日常管理和一般營運。
- 董事總經理負責集團之整體營運及表現，透過轉授職責予不同執行董事及高級管理人員達致指定目標。董事會就管理層之權責及管理層須提交報告之情況給予清晰指引。
- 年內，本公司並未遵循守則條文A.2.1將主席及董事總經理的職責予以區分。董事會認為，是項安排符合本公司最佳利益，因本集團業務性質要求具備豐富市場經驗，而廖烈智先生於地產及銀行行業均累積豐富經驗，故廖烈智先生應繼續身兼主席及董事總經理之雙重職務。

**(III) 董事會之組成：協調與獨立**

- 董事會現時由四名執行董事、二名非執行董事及五名獨立非執行董事組成。截至二零一八年十二月三十一日止年度，董事會已遵守上市規則有關委任獨立非執行董事人數須佔董事會至少三分之一之要求。
- 獨立非執行董事之委任嚴格遵守上市規則第3.13條所載有關評估獨立性之指引。本公司已接獲各獨立非執行董事就彼等獨立性之書面確認。

- The Board considers that the five Independent Non-executive Directors are free from any businesses or other relationships which might interfere with the exercise of their independent judgment and each Independent Non-executive Directors brings their own relevant expertise to the Board.
  - The presence of all Independent Non-executive Directors could ensure that the Board functions effectively and independently.
  - The Independent Non-executive Directors are also the committee members of the Audit Committee, Remuneration Committee and Nomination Committee. In short, these committees have Independent Non-executive Directors.
  - In addition, the Company has set up the Corporate Governance Committee on 7 March 2012 comprising three Executive Directors and two Independent Non-executive Directors to perform the corporate governance duties.
  - The biographies of the directors appear on pages 100 to 110. These demonstrate diversity of experience and calibre of the Board in making management decisions.
- (IV) APPOINTMENTS, RE-ELECTION AND REMOVAL**
- The Nomination Committee is mainly responsible for making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors.
  - Those directors who have been longest in office as at each annual general meeting will retire from office and be subjected to re-election.
  - For newly appointed directors, they are required to submit themselves to shareholders for re-election to the Board at the first annual general meeting following their appointment.
  - All directors have entered into a letter of appointment with the Company and were appointed for a specific term, subject to re-election and retirement by rotation at least once every three years in accordance with the Company's Articles of Association.
- 董事會認為五名獨立非執行董事不存在可能妨礙其獨立判斷任何業務或其他關係，各獨立非執行董事運用彼等本身之相關專業知識服務董事會。
  - 委任獨立非執行董事可確保董事會能夠有效及獨立運作。
  - 獨立非執行董事兼任審核委員會、薪酬委員會及提名委員會之委員，換言之，該等委員會均有獨立非執行董事。
  - 此外，本公司於二零一二年三月七日成立企業管治委員會，由三名執行董事及兩名獨立非執行董事組成，負責履行企業管治職責。
  - 董事之簡歷載於第100至第110頁，顯示彼等各有不同經驗，使董事會可以作出明智之管理決定。
- (IV) 委任、重選及罷免**
- 提名委員會主要負責就董事委任或重新委任以及就董事繼任計劃向董事會提出建議。
  - 任期最長之董事將於每屆股東周年大會上退任，並可重選連任。
  - 新委任董事須於獲委任後首次股東周年大會上獲股東重選方可連任董事。
  - 所有董事已與本公司訂立委任函件，並有特定任期，惟須根據本公司章程細則至少每三年輪值退任一次。

- Code provision A.4.2 stipulates that every director shall be subject to retirement by rotation at least once every three years. Under the Article 105, 106 and 113 of the Company's Articles of Association, all directors including the Managing Director are subject to retirement by rotation.
  - Details of the term of appointment of all Non-executive Directors and Independent Non-executive Directors are as follows:
    - (i) to perform such functions and exercise such powers as are appropriate to the position as an Independent Non-executive Directors or Non-executive Directors of the Company;
    - (ii) to comply with all laws, rules and regulations applicable to be a director of the Company, including but not limit to the Listing Rules; and
    - (iii) to notify the Board immediately upon the occurrence of, or the directors becoming aware of, any matter which may affect their independence.
  - The terms of reference of Audit Committee, Remuneration Committee, Nomination Committee, Corporate Governance Committee and Executive Management Committee are available to review on the Company's website.
- (V) RESPONSIBILITIES OF DIRECTORS: GENERAL DUTIES AND SHARE DEALINGS**
- The directors fully appreciate their roles and duties as directors with supportive commitment of creating a healthy corporate governance culture.
  - On appointment, new directors will be given an introduction to the Group's major business activities, induction into their responsibilities and duties, and other regulatory requirements.
  - Throughout the year, all directors complied with the required standard set out in the Model Code in Appendix 10 of the Listing Rules regarding Securities Transactions by Directors of Listed Issuers.
- 守則條文A.4.2規定每名董事須至少每三年輪值退任一次。根據本公司章程細則第105, 106及113條，包括董事總經理在內的所有董事均須輪值退任。
  - 所有非執行董事及獨立非執行董事之委任條款詳情如下：
    - (i) 履行及行使適合於本公司獨立非執行董事或非執行董事職務之有關職責及有關權力；
    - (ii) 遵守適用於本公司董事之所有法律、規則及規例，包括但不限於上市規則；及
    - (iii) 於發生或董事知悉任何可影響其獨立性之事宜時立即通知董事會。
  - 有關審核委員會、薪酬委員會、提名委員會、企業管治委員會及執行管理委員會之職權範圍，可瀏覽本公司網頁。
- (V) 董事之責任：一般職責及股份交易**
- 所有董事均充分瞭解彼等之角色及職責，銳意創造一套健全之企業管治文化。
  - 新任董事於入職時，將獲簡介本集團之主要業務、彼等之責任及職責以及其他監管要求。
  - 年內，所有董事一直遵守上市規則附錄10有關上市公司董事進行證券交易的標準守則所規定之要求。



**(VI) CONTINUOUS PROFESSIONAL DEVELOPMENT**

- Code provision A.6.5 proposes that all directors should participate in continuous professional development to develop and refresh their knowledge and skills.
- All directors are well aware of the requirement of attending continuous professional training for the year ending 31 December 2019.

**(VII) COMPANY SECRETARY**

Mr. Lee Wai Hung, the company secretary also an Executive Director of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. The company secretary reports to the Chairman and is responsible for advising the Board through the Chairman of the Board or Executive Management Committee on governance matters and also facilitates induction and professional development of the directors. All directors have access to the advices and services of the company secretary to ensure that the Board procedures, all applicable law, rules and regulations are followed. During the year, the company secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biography of Mr. Lee is set out in the section "Biographical Details of Directors and Senior Management" in the annual report.

**(VI) 持續專業發展**

- 守則條文A.6.5建議所有董事應參與持續專業發展，以拓展及更新其知識和技能。
- 所有董事均清楚知悉截至二零一九年十二月三十一日止年度持續接受專業培訓之要求。

**(VII) 公司秘書**

公司秘書李偉雄先生兼任本公司執行董事，為本集團之全職僱員，知悉本公司之日常事務。公司秘書向主席匯報，並負責透過董事會主席或執行管理委員會就管治事宜向董事會提供意見，並協助董事就任及專業發展。全體董事均可獲公司秘書提供意見及服務，以確保遵守董事會程序以及所有適用法律、規則及規例。年內，公司秘書已妥為遵守上市規則第3.29條下之相關專業培訓規定。李先生之履歷載於本年報的「董事及高級管理人員簡介」一節內。

**(C) BOARD PROCESS****(I) MEETINGS: MATTERS RESERVED FOR FULL BOARD DECISION AND GENERAL PROCEEDINGS**

- In order to achieve a high standard of corporate governance and in compliance with the requirement as mentioned under Appendix 14 — Corporate Governance Code, the Board has performed to hold full Board meeting at least quarterly during the year 2018.

The Executive Management Committee was established on 30 October 2014. The current members of the committee comprised of Mr. Liu Lit Chi, Mr. Liu Kam Fai, Winston, Mr. Liu Kwun Shing, Christopher and Mr. Lee Wai Hung. Based on the duly approved terms of reference by the Board, the committee is authorised:

- (1) to discuss, formulate policies and make decisions on all matters relating to the daily management and operations of the Company and its subsidiaries;
- (2) to discuss significant daily operational issues;
- (3) to review key business performance and take prompt corrective actions as appropriate;
- (4) to discuss and formulate financial policy, including review and present of final and interim results of the Company to the Board, as well as make recommendation of interim and/or final dividends or other distributions to the Board;
- (5) to discuss business opportunities arising from changing conditions so as to formulate policies to sustain the growth of the Company; and
- (6) The Executive Management Committee is currently receiving monthly management report which shows the Group's financial and operating results with detailed analysis of different business activities.

- The main function of the committee could help to relieve the Board of detailed review of information and to increase the operational efficiency among different departments. For the avoidance of doubt, all matters that require public announcement pursuant to the Listing Rules or rules of any other relevant regulatory body must be approved by the Board.

**(C) 董事會議事程序****(I) 會議：須由全體董事議決之事宜及一般程序**

- 為達致高水平之企業管治及遵守附錄14企業管治守則所述之規定，於二零一八年度董事會已履行最少每季舉行一次全體董事會會議之責任。

執行管理委員會於二零一四年十月三十日成立。委員會現任委員包括廖烈智先生、廖金輝先生、廖坤城先生及李偉雄先生。根據董事會正式批准的職權範圍，委員會獲授權：

- (1) 就本公司及其附屬公司的日常管理及營運相關事宜商討、制定政策，並作出決策；
- (2) 討論重大日常營運事宜；
- (3) 檢討業務表現，並在適當的情況下迅速採取修正措施；
- (4) 討論並制定財政政策，包括審閱及向董事會呈列本公司的末期及中期業績，以及向董事會建議派發中期及／或末期股息或作出其他分派；
- (5) 討論形勢變化所帶來的商機，並制定政策以確保本公司持續發展；及
- (6) 執行管理委員會現時每月均收到管理報告，詳細分析本集團不同商務活動的財務和經營業績。

- 委員會之主要職能可有助於減輕董事會詳盡審閱資料之負擔，並提升部門間的營運效率。為免生疑問，所有根據上市規則或其他相關監管機構的規定須予以公佈之事宜，必須尋求董事會批准。

- Matters reserved for full Board decision include material bank facilities arrangements, material acquisitions and disposals of assets, material transactions with connected parties, significant investments including large capital projects, delegation of authority, treasury and risk management policies and any matters involving a conflict of interest for a substantial shareholder or director.
- All directors have access to the Company Secretary who is responsible for ensuring that the Board procedures are complied with and advises the Board on corporate governance and compliance matters.
- The Company Secretary is responsible for taking minutes of the Board and the Board committee meetings, which are normally circulated to directors for comment within a reasonable time after each meeting and the final signed version is sent to all directors for their records and open for directors' inspection.
- All directors are allowed to take independent professional advice at Company's expense.
- The Company has purchased the Directors and officers liability insurance.
- Details of 2018 Board meetings attendance record are set out below:
- 須由全體董事議決之事宜包括重大銀行信貸安排、重大資產買賣事項、與關連方之重大交易、包括涉及巨額資金之重大投資項目、授權事項、財務及風險管理政策以及主要股東或董事涉及利益衝突之任何事項。
- 所有董事可聯絡公司秘書，彼負責確保董事會符合議事程序，並就企業管治及監管事宜向董事會提出建議。
- 公司秘書負責整理董事會及董事委員會之會議記錄，該等會議記錄一般在每次會議後之合理時間內送交董事傳閱，而最終簽署作實之定稿則送交全體董事存照，並可供董事隨時查閱。
- 所有董事均獲准利用公費尋求獨立專業意見。
- 公司已為董事及要員購買責任保險。
- 二零一八年度董事會會議出席記錄載列如下：

		Number of meeting attended 出席會議次數	Attendance rate 出席率
<b>Executive Directors</b>	<b>執行董事</b>		
Liu Lit Chi (Chairman, Managing Director and Chief Executive Officer)	廖烈智 (主席、董事總經理兼行政總裁)	4/4	100%
Liu Kam Fai, Winston (Deputy Managing Director)	廖金輝 (副董事總經理)	4/4	100%
Liu Kwun Shing, Christopher (also alternate director to Dr. Liu Lit Chung)	廖坤城 (亦為廖烈忠醫生之替代董事)	4/4	100%
Lee Wai Hung	李偉雄	4/4	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Liu Lit Chung	廖烈忠	3/4	75%
Kho Eng Tjoan, Christopher	許榮泉	4/4	100%
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Cheng Mo Chi, Moses	鄭慕智	2/4	50%
Au Kam Yuen, Arthur	區錦源	4/4	100%
Ma Hung Ming, John	馬鴻銘	3/4	75%
Cheng Yuk Wo	鄭毓和	4/4	100%
Tong Tsun Sum, Eric (appointed on 7 March 2018)	唐晉森 (於二零一八年三月七日獲委任)	3/3	100%

**(II) SUPPLY OF INFORMATION: QUALITY AND TIMELINESS**

- The Company attaches great importance to continually improve on the quality and timeliness of the dissemination of information to the directors.
- The Chairman is responsible for ensuring adequate supply of information to the directors.
- The agenda and accompanying board papers will be sent in full to all directors in a timely manner (we aim to give relevant documents at least five clear days replacing current practice of at least three clear days in advance of meeting). Where appropriate, communications are sent electronically.
- All directors are currently provided with quarterly management reports which shows the Group's financial and operating results with detailed analysis of those major rental properties, property under development and other investments.
- A full Board meeting, held by each quarter, was regularly taken for the purpose of reviewing and updating the Company's business and operating results with reference to the quarterly management report.
- Managing Director is currently holding internal management meetings twice a week with all Executive Directors and different department heads to update directors on their lines of business and to review performance for delegated assignment.
- Executive Management Committee meetings were held twice a week to discuss the daily operation and to review the Company matters by reference to monthly management reports.

**(II) 資料提供：質素和及時性**

- 繼續改善向董事發放資料之質素和及時性是本公司之首要任務。
- 主席有責任確保向董事提供充足資料。
- 議程及隨附的董事會文件將及時全部發送給所有董事(目標是至少提前五天提交相關文件，取代會議前至少三天的現行做法)。在適當情況下，通過電子方式發送通訊。
- 所有董事現時獲提供季度管理報告，內容提供本集團之財務及營運業績詳盡分析，其中包括主要租賃物業、發展中物業及其他投資。
- 每季定期舉行一次全體董事會會議，根據季度管理報告審閱及更新本公司業務及營運業績。
- 董事總經理現時每週二次與所有執行董事及不同部門主管舉行內部管理會議，向董事提供彼等業務之最新狀況及審核其獲指派工作之表現。
- 執行管理委員會每週舉行兩次會議，討論日常營運事宜，並參考每月管理報告檢討本公司事務。

### (III) RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

After the year ended of 2015, the Executive Management Committee had engaged Messrs. Deloitte Touche Tohmatsu (“Deloitte”) to provide consultancy services in relation to enterprise risk management and internal controls. The Board understands that it is the Board’s responsibility to evaluate the risks of the Company and to implement the Company’s strategic objective through an established, appropriate and effective risk management and internal control systems.

Senior management had discussed with Deloitte regarding to the Company’s existing system and internal controls and an appropriate policy and detailed work plan had been formulated after having identified the main area of risks.

- During the year of 2018, the management had completed enterprise risk management and the internal control assessment and various follow up actions had been done based on the findings and recommendations by Deloitte. The management highly regards the internal controls and considered that such review based on the identified audit areas, will be performed annually so as to manage the risk and control the effectiveness of the system.

### (D) REMUNERATION OF DIRECTORS

Procedures for Remuneration Committee to set directors and senior management’s remuneration policy:

- The Company has set up Remuneration Committee on 3 March 2005. Its terms of reference are to review and determine the remuneration packages for all directors and senior management.
- The Remuneration Committee currently comprises four members, including three of the Independent Non-executive Directors, namely Dr. Cheng Mo Chi, Moses (Chairman), Dr. Ma Hung Ming, John and Mr. Cheng Yuk Wo and a Non-executive Director, Mr. Kho Eng Tjoan, Christopher.
- The committee meets at least once per annum.

### (III) 風險管理及內部監控系統

於二零一五年底後，執行管理委員會已聘請德勤•關黃陳方會計師行(「德勤」)對有關企業風險管理和內部監控提供諮詢服務。董事會了解評估公司的風險是董事會的責任，並通過建立適當和有效的風險管理和內部監控系統來實現公司的策略目標。

經與德勤討論了公司現有的制度和內部監控，並確定主要風險後，高級管理層已制定出適當的政策和詳細的工作計劃。

- 於二零一八年期間，管理層已完成企業風險管理和內部監控評估，並根據德勤的調查結果和各項建議採取了各種後續行動。管理層高度重視內部監控，並認為基於已確定的審計範疇進行此類審查將每年進行一次，以便有效管理風險和監控系統。

### (D) 董事酬金

薪酬委員會釐定董事及高級管理人員薪酬政策之程序：

- 本公司已於二零零五年三月三日成立薪酬委員會，其職權範圍乃負責檢討及釐定所有董事及高級管理人員之薪酬待遇。
- 薪酬委員會目前由四名委員組成，包括三個獨立非執行董事，鄭慕智博士(主席)、馬鴻銘博士、鄭毓和先生及非執行董事許榮泉先生。
- 委員會每年至少舉行一次會議。

- The main duties of the committee include the followings:
    - (i) to make recommendations to the Board on or determine 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;
    - (ii) to determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management, including benefits in kind, pension rights and compensation payment and any compensation payable for loss or termination of their office or appointment;
    - (iii) to make recommendations to the Board on or determine the remuneration of Non-executive Directors;
    - (iv) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives.
  - Details of 2018 Remuneration Committee meeting attendance record are set out below:
- 委員會之主要職責包括下列各項：
    - (i) 就本公司所有董事及高級管理人員之薪酬政策及架構以及就設立正式而具透明度之程序制訂此等薪酬政策，向董事會提出建議；
    - (ii) 授權釐定個別執行董事和高級管理人員的薪酬待遇，包括實物福利、退休金權利和賠償金，以及因喪失或終止職務／任命而應支付的任何賠償金；
    - (iii) 就釐定非執行董事之薪酬向董事會作出建議；
    - (iv) 根據董事會擬定之企業目標，檢討及批准管理層薪酬建議。
  - 二零一八年度薪酬委員會會議出席記錄載列如下：

		Number of meeting attended 出席會議次數	Attendance rate 出席率
<b>Members of Remuneration Committee</b>			
Cheng Mo Chi, Moses ( <i>Chairman</i> )	鄭慕智 ( <i>主席</i> )	1/1	100%
Kho Eng Tjoan, Christopher	許榮泉	1/1	100%
Ma Hung Ming, John	馬鴻銘	1/1	100%
Cheng Yuk Wo	鄭毓和	1/1	100%
Cavior Liu ( <i>Secretary</i> )	廖鈞慧 ( <i>秘書</i> )	1/1	100%

- The committee is authorised by the Board to oversee and determine the remuneration of Executive Directors and Senior Management.
  - No director is involved in deciding his own remuneration. On matters other than those concerning him, the Chairman or Managing Director may be invited to committee meetings to give advices.
- 委員會獲董事會授權監察及釐定執行董事及高級管理人員之薪酬。
  - 並無董事參與決定自己的薪酬。除牽涉到與他本身有關的事項外，主席或董事總經理可應邀出席委員會會議以提供意見。

- Committee members are allowed under certain procedures to take independent professional advice at Company's expense for making and determining the remuneration package proposal.
- The committee will present a report to the Board after each meeting, which addresses its work and findings.
- The committee will make recommendation to the Board regarding the remuneration, comprising directors' fees for all Directors, for shareholders approval at the annual general meeting.
- Details on the mandate and summary of the work by the Remuneration Committee during the year are set out in the Remuneration Committee Report on page 40.
- The terms of reference of Remuneration Committee are available on the Company's website and the Stock Exchange's website.
- 根據若干程序，委員會委員獲准就制定及確定薪酬待遇方案採納獨立專業意見，開支由本公司承擔。
- 委員會於每次會議後須向董事會呈交有關其工作情況及審閱結果之報告。
- 委員會將就薪酬方案，包括所有董事之董事袍金向董事會作出建議，以供股東於股東周年大會批准。
- 年內薪酬委員會之授權及工作摘要載於第40頁之薪酬委員會報告書內。
- 有關薪酬委員會之職權範圍，可瀏覽本公司及聯交所網頁。

#### (E) ACCOUNTABILITY AND AUDIT

##### (I) FINANCIAL REPORTING: BALANCED, CLEAR AND COMPREHENSIVE ASSESSMENT OF THE COMPANY'S PERFORMANCE, POSITION OF PROSPECTS

- The Board believes that it presents a comprehensive, balanced and understandable assessment of the Group's position and prospects in all shareholder communications.
- The Board fully understands its responsibilities regarding the preparation of financial statements.

##### (II) AUDIT COMMITTEE AND AUDITORS: TERMS OF REFERENCE AND RELATIONSHIP WITH MANAGEMENT AND EXTERNAL AUDITORS

- The Audit Committee currently comprises four members, all of them are Independent Non-executive Directors, namely Mr. Cheng Yuk Wo (Chairman), Dr. Cheng Mo Chi, Moses, Mr. Au Kam Yuen, Arthur and Mr. Tong Tsun Sum, Eric.
- All members have experience in reviewing and analysing audited financial statements of public companies or major organisations.

#### (E) 問責及審核

##### (I) 財務報告：對本公司之表現及前景展望作出平衡、清晰及全面之評估

- 董事會相信，其在所有股東通訊內對本集團之狀況及前景所作出之評估乃全面、平衡及容易理解。
- 董事會充分瞭解其在編製財務報表時之責任。

##### (II) 審核委員會及核數師：職權範圍及與管理層及外聘核數師之關係

- 審核委員會目前由四名委員組成，所有委員均為獨立非執行董事，分別為鄭毓和先生(主席)、鄭慕智博士、區錦源先生和唐晉森先生。
- 所有委員在審閱及分析上市公司或大型機構有關經審核財務報表方面具有豐富經驗。

- The committee meets not less than twice per annum. The Chairman, the Managing Director and the Executive Director who is in charge of finance matters may be invited to the meetings. The committee also meets not less than twice per annum with the Company's auditor.
- The main duties of the committee include the followings:
  - (i) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
  - (ii) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
  - (iii) to develop and implement policy on engaging an external auditor to supply non-audit services;
  - (iv) 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;
  - (v) to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the board itself, to review the Company's risk management and internal control systems;
  - (vi) to discuss the risk management and internal control systems with management to ensure that management has performed its duties to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experiences, training programmes and budget of the Company's accounting and financial reporting function;
  - (vii) 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;
- 委員會每年舉行至少兩次會議。可邀請主席、董事總經理及負責財務事宜之執行董事出席會議。委員會亦與本公司核數師每年至少舉行兩次會議。
- 委員會之主要職責包括下列各項：
  - (i) 主要負責就外聘核數師之委任、重新委任及罷免向董事會提供建議、批准外聘核數師之薪酬及聘用條款，及處理任何有關該核數師辭任或辭退該核數師之問題；
  - (ii) 按適用之準則檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；
  - (iii) 就外聘核數師提供非核數服務制定政策，並予以執行；
  - (iv) 監察本公司之財務報表以及年度報告及賬目、半年度報告及（若擬刊發）季度報告之完整性，並審閱其中包含的重大財務報告判斷；
  - (v) 檢討本公司的財務監控，以及檢討本公司的風險管理及內部監控系統（除非有另設的董事會轄下風險委員會又或董事會本身會明確處理）；
  - (vi) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；
  - (vii) 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；



- (viii) to review the Group's financial and accounting policies and practices;
  - (ix) to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response; and
  - (x) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter.
- Details of 2018 Audit Committee meetings attendance record are set out below:
- (viii) 檢討本集團之財務及會計政策及常規；
  - (ix) 檢查外聘核數師致管理層之函件、核數師就會計紀錄、財務賬目或監控制度向管理層提出的任何重大疑問及管理層作出之回應；及
  - (x) 確保董事會及時回應於外聘核數師給予管理層之審核情況說明函件中提出的事宜。
- 二零一八年度審核委員會會議出席記錄載列如下：

Members of Audit Committee	審核委員會委員	Number of meeting attended 出席會議次數	Attendance rate 出席率
Cheng Yuk Wo (Chairman)	鄭毓和 (主席)	2/2	100%
Cheng Mo Chi, Moses	鄭慕智	2/2	100%
Au Kam Yuen, Arthur	區錦源	2/2	100%
Tong Tsun Sum, Eric (appointed on 7 March 2018)	唐晉森 (於二零一八年三月七日委任)	1/1	100%
Lee Wai Hung (Secretary)	李偉雄 (秘書)	2/2	100%

- Under its terms of reference, the committee is required, amongst other things, to oversee the relationship with external auditors, to review the Company's interim and annual financial statements, and to evaluate the Group's system of internal controls.
  - There is an agreed procedure for Audit Committee members to take independent professional advice at Company's expense.
  - The committee presents a report or makes advice to the Board after each meeting for addressing their work done and findings.
  - Details on the mandate and work performed by the Audit Committee during the year are set out in the Audit Committee Report on pages 36 to 37.
  - The terms of reference of Audit Committee are available on the Company's website and the Stock Exchange's website.
- 根據其職權範圍，委員會必須(其中包括)監察與外聘核數師之關係、審閱本公司之中期及年度財務報表，以及評估本集團內部監控制度。
  - 審核委員會委員可根據既定程序，尋求獨立專業意見，費用由本公司支付。
  - 委員會於每次會議後向董事會提交有關其工作情況及審閱結果之報告或提供意見。
  - 年內審核委員會之授權及工作詳情載於第36至37頁之審核委員會報告書內。
  - 有關審核委員會之職權範圍，可瀏覽本公司及聯交所網頁。

**(III) AUDITOR'S REMUNERATION**

For the year ended 31 December 2018, the auditor had received from the Company and its subsidiaries approximately HK\$3.13 million for audit and audit related services (2017: HK\$2.97 million) as well as HK\$0.4 million for non-audit services (2017: HK\$0.3 million).

**(IV) INTERNAL CONTROL: SOUND AND EFFECTIVE SYSTEM TO SAFEGUARD SHAREHOLDER INTERESTS AND COMPANY ASSETS**

- Risk management is a crucial part of the Group's strategic management to monitor the Company's overall financial position and to protect its assets.
- The Group is committed to implementing effective risk management policies and internal control procedures to identify and manage the risks that the Group may be exposed to.
- These policies and procedures are reviewed regularly by Executive Management Committee together with the assistance of external auditors during the course of audit and separate assignment to ensure their effectiveness and compliance with Code on Corporate Governance Practices.
- The Managing Director and Executive Directors will discuss with external auditor in the Audit Committee meeting at least twice a year on key issues in relation to internal controls, audit findings and risk management.
- As concluded in 2018 Audit Committee meeting, no irregularities and major weakness in control were found by the auditor.

**(F) NOMINATION COMMITTEE**

- The Company has set up the Nomination Committee on 7 March 2012, which is mainly responsible for making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors.
- The Nomination Committee is chaired by the Chairman of the Board. The committee shall comprise members not less than three and a majority of the committee is Independent Non-executive Directors.

**(III) 核數師酬金**

截至二零一八年十二月三十一日止年度，本公司及其附屬公司之核數師就審核及審核相關服務收取約港幣3,130,000元(二零一七年：港幣2,970,000元)，就非審核服務收取港幣400,000元(二零一七年：港幣300,000元)。

**(IV) 內部監控：以健全有效之系統保障股東利益及本公司之資產**

- 風險管理是本集團為監控本公司整體財政狀況及保障其資產之策略性管理之關鍵部分。
- 本集團致力落實有效風險管理政策及內部監控程序，以確認及管理本集團可能面對之風險。
- 於審核期間和獨立工作，執行管理委員會在外聘核數師之協助下，定期檢討有關政策及程序，以確保其成效，並遵守企業管治常規守則。
- 董事總經理及執行董事將於審核委員會會議上(每年最少舉行兩次)，就內部監控、審核結果及風險管理等主要事項與外聘核數師進行討論。
- 誠如於二零一八年審核委員會會議所作總結，核數師概無發現任何違規或監管不足之情況。

**(F) 提名委員會**

- 本公司於二零一二年三月七日成立提名委員會，主要負責就董事委任或重新委任以及就董事繼任計劃向董事會提出建議。
- 提名委員會主席由董事會主席擔任。委員會須由不少於三名委員組成，而大部分委員均為獨立非執行董事。

- The Nomination Committee is currently chaired by Mr. Liu Lit Chi, the Chairman of the Board.
  - Other members are Mr. Au Kam Yuen, Arthur, Dr. Ma Hung Ming, John, Mr. Cheng Yuk Wo and Mr. Tong Tsun Sum, Eric (Independent Non-executive Directors) and Mr. Kho Eng Tjoan, Christopher (a Non-executive Director).
  - The committee meets at least once per annum.
  - The main duties of the committee include the followings:
    - to review the structure, size and composition (including the skills, knowledge and experience required) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
    - to identify individuals suitably qualified to become directors of the Company and select or make recommendations to the Board on the selection of individuals nominated for directorships;
    - to assess the independence of Independent Non-executive Directors of the Company; and
    - to make recommendations to the Board on the appointment or re-appointment of the directors and succession plan for directors, in particular the Chairman and Chief Executive Officer of the Company.
  - Details of 2018 Nomination Committee meeting attendance record are set out belows:
- 提名委員會主席現由董事會主席廖烈智先生擔任。
  - 委員會現時其他委員包括獨立非執行董事區錦源先生、馬鴻銘博士、鄭毓和先生及唐晉森先生，以及非執行董事許榮泉先生。
  - 委員會每年至少舉行一次會議。
  - 委員會之主要職責包括下列各項：
    - 至少每年檢討董事會之架構、人數及組成(包括技能、知識及經驗方面)並就任何為配合本公司之策略而擬對董事會作出之變動提出建議；
    - 物色具備合適資格可擔任本公司董事之人士，並挑選提名個別人士出任董事或就此向董事會提供意見；
    - 評核本公司獨立非執行董事之獨立性；及
    - 就董事的委任或重新委任及董事(特別是本公司主席及行政總裁)的繼任計劃向董事會提出建議。
  - 二零一八年度提名委員會會議出席記錄載列如下：

		Number of meeting attended 出席會議次數	Attendance rate 出席率
<b>Members of Nomination Committee</b>	<b>提名委員會委員</b>		
Liu Lit Chi (Chairman)	廖烈智(主席)	1/1	100%
Kho Eng Tjoan, Christopher	許榮泉	1/1	100%
Cheng Yuk Wo	鄭毓和	1/1	100%
Au Kam Yuen, Arthur	區錦源	1/1	100%
Ma Hung Ming, John	馬鴻銘	1/1	100%
Tong Tsun Sum, Eric (appointed on 7 March 2018)	唐晉森(於二零一八年三月七日委任)	N/A 不適用	N/A 不適用
Lee Wai Hung (Secretary)	李偉雄(秘書)	1/1	100%

- Committee members are allowed to take independent professional advice at Company's expense.
- 委員會委員可尋求獨立專業意見，費用由本公司支付。

- Details of the mandate and summary of the work by the Nomination Committee during the year are set out in the Nomination Committee Report on pages 38 to 39.
- The terms of reference of the Nomination Committee are available on the Company's website and the Stock Exchange's website.
- 年內提名委員會之授權及工作詳情載於第38至39頁之提名委員會報告書內。
- 有關提名委員會之職權範圍，可瀏覽本公司及聯交所網頁。

#### (G) CORPORATE GOVERNANCE COMMITTEE

- The Company has set up the Corporate Governance Committee on 7 March 2012, which is mainly responsible for performing the corporate governance duties of the Board.
- The Corporate Governance Committee is chaired by Mr. Liu Kwun Shing, Christopher.
- Its other current members are Mr. Liu Kam Fai, Winston, and Mr. Lee Wai Hung, both of them are Executive Directors of the Company and two Independent Non-executive Directors namely, Mr. Au Kam Yuen, Arthur and Dr. Ma Hung Ming, John.
- The committee meets at least once per annum.
- The Corporate Governance Committee determines the policy for the corporate governance of the Company. The duties performed by the Corporate Governance Committee include the followings:
  - to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
  - to review and monitor the training and continuous professional development of the directors of the Company and the senior management;
  - to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
  - to develop, review and monitor the code of conduct applicable to the directors and the employees of the Company;
  - to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report as required under the Listing Rules; and

#### (G) 企業管治委員會

- 本公司於二零一二年三月七日成立企業管治委員會，主要負責履行董事會之企業管治職務。
- 企業管治委員會主席由廖坤城先生擔任。
- 委員會現時其他委員包括廖金輝先生及李偉雄先生，全部均為本公司執行董事，以及兩位獨立非執行董事區錦源先生及馬鴻銘博士。
- 委員會每年至少舉行一次會議。
- 企業管治委員會釐定本公司企業管治政策。企業管治委員會履行之職責包括下列各項：
  - 制訂及檢討本公司之企業管治政策及常規，並向董事會提出建議；
  - 檢討及監察本公司董事及高級管理人員之培訓及持續專業發展；
  - 檢討及監察本公司之政策及常規是否遵守法律及監管規定；
  - 制訂、檢討及監察適用於本公司董事及僱員之行為守則；
  - 檢討本公司是否遵守企業管治守則及有否根據上市規則之規定於企業管治報告作出披露；及

(vi) to hold regular meetings with all department heads from time to time requesting them to review their corporate governance within the department and require them to submit proposal or remedy action to redress the matters.

(vi) 不時與所有部門主管定期舉行會議，要求彼等檢討其部門內之企業管治，並提呈建議或補救行動糾正有關事宜。

- Details of 2018 Corporate Governance Committee meeting attendance record are set out below:

- 二零一八年度企業管治委員會會議出席記錄載列如下：

		Number of meeting attended 出席會議次數	Attendance rate 出席率
<b>Members of Corporate Governance Committee</b>			
Liu Kwun Shing, Christopher ( <i>Chairman</i> )	企業管治委員會委員 廖坤城(主席)	1/1	100%
Au Kam Yuen, Arthur	區錦源	1/1	100%
Ma Hung Ming, John	馬鴻銘	1/1	100%
Liu Kam Fai, Winston	廖金輝	1/1	100%
Lee Wai Hung	李偉雄	1/1	100%

- Committee members are allowed to take independent professional advice at Company's expense.
- The terms of reference of the Corporate Governance Committee are available on the Company's website.

- 委員會委員獲准聽取獨立專業意見，費用由本公司承擔。
- 有關企業管治委員會之職權範圍，可瀏覽本公司網頁。

#### (H) DELEGATION BY BOARD

#### (H) 董事會授權

##### (I) RELATIONSHIP WITH MANAGEMENT

##### (I) 與管理層之關係

- The Board and management (include different departmental heads) fully appreciate their respective roles with supportive commitments of creating a healthy corporate governance culture.
- The Board is responsible for overseeing the processes that management (include different departmental heads) has in place to identify business opportunities and risks.
- The Board has delegated management functions to Executive Management Committee and different department heads for the Company's operations and daily business affairs.

- 董事會及管理層(包括各部門主管)充分瞭解彼此在支持創造一套健全企業管治文化上擔當之角色。
- 董事會負責監察管理層(包括各部門主管)確定商機及風險之現有程序。
- 董事會已授權執行管理委員會及各部門主管處理公司日常營運及業務事宜。

**(II) BOARD COMMITTEES: SPECIFIC TERMS OF REFERENCE AND REPORT TO FULL BOARD**

- The Board currently has five Board committees, namely the Audit Committee, Remuneration Committee, Nomination Committee, Corporate Governance Committee and Executive Management Committee, each of the Committee have specific written terms of reference.
- The Audit Committee is chaired by Mr. Cheng Yuk Wo and all members are Independent Non-executive Directors.
- The Remuneration Committee is chaired by Dr. Cheng Mo Chi, Moses and has a majority of Independent Non-executive Directors.
- The Nomination Committee is chaired by Mr. Liu Lit Chi, the Chairman of the Board and has a majority of Independent Non-executive Directors.
- The Corporate Governance Committee is chaired by Mr. Liu Kwun Shing, Christopher and comprises two Executive Directors and two Independent Non-executive Directors of the Company.
- The Executive Management Committee comprises four Executive Directors of the Company.
- Each Board committees present their respective reports to the Board after each meeting, for addressing their work done and findings.

**(I) SHAREHOLDER COMMUNICATION POLICY****(I) PREAMBLE**

This policy sets out the Company's standards and practice in relation to communicating with its shareholders and prospective investors.

- The Company is committed to maintaining a policy of open and timely disclosure of relevant information on its activities to shareholders, subject to applicable legal requirements.
- The Company believes that providing regular communications to its shareholders and the market is important to ensure they have the available information reasonably required to make informed assessments of the Company's strategy, operations and financial performance.

**(II) 董事委員會：特定職權範圍，向董事會全體成員負責**

- 董事會現時設有五個董事委員會，分別為審核委員會、薪酬委員會、提名委員會、企業管治委員會及執行管理委員會，各委員會均訂有特定職權範圍書。
- 審核委員會主席為鄭毓和先生及所有委員全屬獨立非執行董事。
- 薪酬委員會主席為鄭慕智博士及其獨立非執行董事佔大多數。
- 提名委員會主席一職由董事會主席廖烈智先生出任，其中獨立非執行董事佔大多數。
- 企業管治委員會主席由廖坤城先生出任，及由本公司兩名執行董事及兩名獨立非執行董事組成。
- 執行管理委員會由本公司四名執行董事組成。
- 各董事委員會於每次會議後向董事會提交有關其工作情況及審閱結果之報告。

**(I) 股東溝通政策****(I) 前言**

本政策載列有關本公司與其股東及有意投資者溝通之準則及常規。

- 本公司致力維持適時向股東公開及披露其業務之相關資料，惟須受適用法律規定所規限。
- 本公司相信與其股東及市場定期溝通，對確保彼等獲得合理所需資訊以就本公司之策略、營運及財務表現作出知情評估至為重要。

- Communication channels

Communication is made through:

- the Company's annual and interim reports, which have been enhanced to present a comprehensive, balanced and understandable assessment of the Group position and prospects.
- notices of and explanatory memoranda for annual and other general meetings, which have been enhanced to provide shareholders with additional information in an understandable manner.
- press releases on major developments of the Company and its subsidiaries.
- disclosures to the Stock Exchange and relevant regulatory bodies.
- Company's website at <http://www.lchi.com.hk> from which shareholders can access information on the Group. The website provides, inter alia, corporate announcements, business development and operations, press releases, annual reports, and corporate information of the Group.

## (II) SHAREHOLDERS' MEETING

- The Board regards the annual general meeting as the principal opportunity to meet with shareholders and welcome any constructive opinions.

- 溝通渠道

上述溝通乃通過下列各項進行：

- 加強本公司年度及中期報告之內容，以對本集團之狀況及前景作出全面、平衡及易於理解之評估。
- 加強周年及其他股東大會之通告及說明備忘錄之內容，以易於理解之方式向股東提供進一步資料。
- 有關本公司及其附屬公司重大發展之新聞公佈。
- 向聯交所及有關監管機構作出之披露。
- 股東可藉瀏覽本公司之網頁(網址：<http://www.lchi.com.hk>)以獲悉本集團之資料。此網頁提供(其中包括)本集團之企業公告、業務發展及營運、新聞稿、年報及企業資料。

## (II) 股東大會

- 董事會歡迎股東在股東周年大會上提供有建設性之建議，並視股東周年大會為與個別股東接觸之主要機會。

- Details of director's attendance record of the annual general meeting of the Company held for year ended 31 December 2018 are set out below:
- 截至二零一八年十二月三十一日止年度之本公司股東大會董事出席記錄載列如下：

		Number of meeting attended 出席會議次數	Attendance rate 出席率
<b>Executive Directors</b>			
Liu Lit Chi (Chairman)	執行董事 廖烈智(主席)	1/1	100%
Liu Kam Fai, Winston (Deputy Managing Director)	廖金輝(副董事總經理)	1/1	100%
Liu Kwun Shing, Christopher (also alternate director to Dr. Liu Lit Chung)	廖坤城 (亦為廖烈忠醫生之替代董事)	1/1	100%
Lee Wai Hung	李偉雄	1/1	100%
<b>Non-executive Directors</b>			
Liu Lit Chung	非執行董事 廖烈忠	1/1	100%
Kho Eng Tjoan, Christopher	許榮泉	1/1	100%
<b>Independent Non-executive Directors</b>			
Cheng Mo Chi, Moses	獨立非執行董事 鄭慕智	1/1	100%
Au Kam Yuen, Arthur	區錦源	1/1	100%
Ma Hung Ming, John	馬鴻銘	1/1	100%
Cheng Yuk Wo	鄭毓和	1/1	100%
Tong Tsun Sum, Eric	唐晉森	1/1	100%

- The Company arranges for the annual report and financial statements and related papers to be posted for shareholders so as to allow at least 21 days for consideration prior to the annual general meeting. And all other general meetings to be sent at least 14 days.
- 為使股東有充裕時間考慮，本公司安排於股東周年大會前至少21日向股東寄發年報、財務報表及相關文件，而就所有其他股東大會而言，則須在大會舉行前至少14日發送通知。
- The Board encourages and supports shareholder participation in general meetings. Shareholders are encouraged to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend such meetings.
- 董事會鼓勵及支持股東參與股東大會。董事會鼓勵無法出席有關大會之股東委派代表代其出席大會並於會上投票。
- Mechanisms for enabling shareholder participation will be reviewed on a regular basis by the Board to encourage the highest level of participation.
- 董事會定期檢討准許股東參與股東大會之機制，務求將參與程度提升至最高。
- Chairman of the Board, appropriate members of the Board committees and the external auditor of the Company will attend the annual general meetings to answer questions from the shareholders.
- 董事會主席、董事委員會之適當委員及本公司之外聘核數師將參與股東周年大會以回答股東之提問。



**(III) SHAREHOLDERS' ENQUIRIES**

- Inquiries from shareholders, investors, media or the public are responded by the Executive Directors, Director of Finance, Company Secretary or the appropriate members of senior management.
- The Company will respond in a timely manner to shareholders' queries and concerns.

**(IV) THE ADMINISTRATION OF ANNUAL GENERAL MEETING**

- All ordinary shares of the Company have equal voting rights. Annual general meeting proceedings are continually reviewed in the light of Code on Corporate Governance Practices.
- Separate resolutions are proposed at the meeting on each substantially separate issue, including the election of individual directors.
- Preparation of a comprehensive annual general meeting circular containing:
  - re-election of directors;
  - general mandate to buy-back shares;
  - general mandate to issue shares;
  - amendments to the Articles of Association, if any;
  - voting at annual general meeting; and
  - comprehensive information on each resolution to be proposed.

The Company's Articles contain the rights of shareholders to demand and the procedures for a poll voting on resolution at shareholders' meetings. Details of such rights to demand a poll and the poll procedures are included in all circulars in relation to shareholders' meetings and will be explained during the proceedings of shareholders' meetings. In case poll voting is conducted, the poll results will be posted on the websites of the Stock Exchange and the Company on the business day following the shareholders' meeting.

To promote effective communication, the Company maintains a website at <http://www.lchi.com.hk> where the Company's announcements, business development and operations, financial information, corporate governance practices and other information are posted.

Information on top 10 largest shareholders and location of shareholders are set out in Directors' Report on page 31.

**(III) 股東之查詢**

- 股東、投資者、媒體或公眾之查詢，均由執行董事、財務總監、公司秘書或適當之高級管理人員作出回應。
- 本公司將即時回應股東之查詢及關注。

**(IV) 股東周年大會之行政事宜**

- 本公司所有普通股擁有同等投票權。根據企業管治常規守則，不斷檢討股東周年大會之議事程序。
- 會上須就各重大獨立事項(包括選舉個別董事)提呈獨立決議案。
- 編製一份綜合以下內容之股東周年大會通函：
  - 重選董事；
  - 回購股份之一般授權；
  - 發行股份之一般授權；
  - 修訂章程細則，如有；
  - 於股東周年大會上投票；及
  - 每個擬提呈決議案之詳細資料。

本公司章程細則亦訂明股東於股東大會上就決議案要求以投票方式表決之權利及程序。有關要求以投票方式進行表決及表決程序之詳情載於所有就召開股東大會而刊發之致股東通函內，並於股東大會進行時加以說明。倘以投票方式進行表決，投票表決之結果將會於股東大會後下一個交易日在聯交所及本公司網站刊登。

為加強溝通，本公司設立網站(網址：<http://www.lchi.com.hk>)刊發本公司公告、業務發展及營運、財務資料、企業管治常規以及其他資料。

首10名持股量最高股東之資料及股東分佈載於第31頁之董事會報告書內。

**(V) PROCEDURES FOR SHAREHOLDERS TO CONVENE A GENERAL MEETING (“GM”)**

- Shareholders holding not less than 5% of the total voting rights of all shareholders having a right to vote may request to call a GM of the Company.
- The written request: (a) must state the general nature of the GM; (b) may include the text of a resolution that may properly be moved and is intended to be moved at the GM; (c) must be signed by the shareholders making such request, and (d) may consist of several documents in like form each signed by one or more of those shareholders. A request by joint holders of shares must be signed by all such holders.
- The request should be deposited at the registered office of the Company for the attention of the Company Secretary.
- The request will be verified with the Company’s share registrar and upon its confirmation that the request is valid, the Company Secretary will convene a GM on behalf of the Board by serving sufficient notice in accordance with the statutory requirements or applicable rules or regulations to all the registered shareholders.
- If the request is verified to be not in order, shareholders concerned will be informed and no GM will be convened.
- If the directors do not within 21 days from the date of the deposit of the request proceed to convene a GM, the shareholders concerned or any of them representing more than one-half of the total voting rights of all of them may themselves convene a GM, but any GM so convened shall not be held after the expiration of three months from the date of the deposit of the request.
- In the case of a GM at which a resolution is to be proposed as a special resolution, the directors shall be deemed not to have duly convened the GM if they do not give such notice as is required by section 578 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

**(V) 股東召開股東大會(「股東大會」)之程序**

- 持有全數不少於5%表決權之股東可提出書面要求召開股東大會。
- 該書面要求須：(a)列明股東大會性質；(b)可包含在該股東大會上恰當地動議並擬在該股東大會上動議的決議案全文；(c)須由提出該要求之股東簽署，及(d)可能包括一名或多名該等股東簽署之多份形式類似之文件。股份聯名持有人提出之要求須由所有該等持有人簽署。
- 該要求須寄交本公司註冊辦事處公司秘書。
- 該要求須由本公司股份過戶登記處核實，一旦確認該要求屬有效，公司秘書將代表董事會根據法定要求或適用規則或規例向所有登記股東送達充分通知而召開股東大會。
- 倘該要求被證實無效，有關股東將獲知會，而股東大會將不會召開。
- 如董事未能於收到要求日期起計21日內召開股東大會，有關股東或任何擁有過半總投票權之股東均可召開股東大會，惟召開之股東大會不得於提出要求日期起計三個月屆滿後舉行。
- 就提呈一項決議案為特別決議案之股東大會而言，如董事未能根據公司條例(香港法律第622章)第578條作出有關通知，則彼等將被視為並無正式召開股東大會。

**(VI) PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT GENERAL MEETINGS**

- Pursuant to section 615 of the Companies Ordinance (Cap 622, Laws of Hong Kong), the Company must give notice of a resolution if it has received requests from the following number of shareholders:
  - (i) Shareholders holding at least 2.5% of the total voting rights of all shareholders having the right to vote on the resolution at the annual general meeting to which the request relates; or
  - (ii) not less than 50 shareholders who have the right to vote on the resolution at the annual general meeting to which the request relates.
- The written request: (a) must be signed by all the shareholders concerned; (b) may be sent to the Company in hard copy form at the registered office of the Company; (c) must identify the resolution of which notice is to be given; (d) must be authenticated by the person or persons making it; and (e) must be received by the Company not later than 6 weeks before the annual general meeting to which the requests relate; or if later, the time at which notice is given of that meeting.
- The request will be verified with the Company's share registrar and upon its confirmation that the request is valid, the Company will give notice of the resolution or circulate the statement provided that:
  - (a) if the request relates to an annual general meeting,
    - (i) the proposed statement is received in time to enable the Company to send a copy of the statement when the notice of annual general meeting is despatched; or
    - (ii) otherwise, the shareholders concerned have deposited a sum reasonably sufficient to meet the Company's expenses in regard thereto not later than 7 days before the annual general meeting.
  - (b) if the request relates to a GM (other than an annual general meeting), the shareholders concerned have deposited a sum reasonably sufficient to meet the Company's expenses in regard thereto not later than 7 days before the GM.

**(VI) 股東於股東大會提呈建議之程序**

- 根據公司條例(香港法律第622章)第615條,本公司如接獲以下數目之股東要求,必須就決議案作出通知:
  - (i) 持有最少2.5%全體股東總表決權,有權在該要求所提及的股東周年大會上就該決議案表決的股東;或
  - (ii) 不少於50名有權在該要求所提及的股東周年大會上就該決議案表決的股東。
- 書面要求:(a)須由所有有關股東簽署;(b)可採用印本形式寄送至本公司註冊辦事處;(c)須確認要發出通告的決議案;(d)須經所有提出該要求的人認證;及(e)必須在不遲於該要求所提及的股東周年大會前或(如較遲)該大會通告發出前六個星期送達本公司。
- 該要求須由本公司股份過戶登記處核實,一旦該要求確認為有效,本公司將發出決議案通告或傳閱聲明:
  - (a) 若該項要求與股東周年大會有關,則
    - (i) 本公司接獲建議聲明後須有足夠時間在寄發股東周年大會通告時寄出聲明副本;或
    - (ii) 有關股東須在不遲於股東周年大會7日前寄存合理足夠的款項以支付本公司就此產生的開支。
  - (b) 若該項要求與(股東周年大會以外的)股東大會有關,則有關股東須在不遲於股東大會7日前寄存合理足夠的款項以支付本公司就此產生的開支。

- If the request is verified to be not in order or the shareholders concerned have failed in the above manner to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholders concerned will be advised of the result and no action will be taken by the Company in that regard.
- Pursuant to section 616 of the Companies Ordinance, the Company that is required under section 615 of the Companies Ordinance to give notice of a resolution must send a copy of it at the Company's own expenses to each shareholder of the Company entitled to receive notice of the annual general meeting in the same manner as the notice of the meeting; and at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.
- 倘該要求被證實無效，或有關股東未能照以上方式寄存足夠款項支付本公司就所述目的之開支，本公司將通知有關股東，且不會就此作出任何行動。
- 根據公司條例第616條，若有規定要求本公司根據公司條例第615條發出決議案通告，本公司必須向每位有權收取股東周年大會通告的本公司股東寄發決議案副本，費用由本公司支付，寄發方式與大會通告一致；時間與寄出大會通告時間一致，或合理時間範圍內盡快寄出通告。

The above procedures are subject to applicable legislation and regulations, in particular, the Companies Ordinance (Cap 622, Laws of Hong Kong). For further details on the shareholder qualifications, and the procedures and timeline, shareholders are kindly requested to refer to Sections 566 to 567, 571, 578, 580 to 582, 610 and 615 of the Companies Ordinance (Cap 622, Laws of Hong Kong).

以上程序須遵守適用的法律和法規，具體而言即公司條例(香港法律第622章)。有關股東資格的進一步詳情，以及程序和時間表，敬請股東查閱公司條例(香港法律第622章)第566至567、571、578、580至582、610及615條。

#### **(VII) PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

#### **(VII) 股東提名董事候選人之程序**

Subject to applicable laws, rules and regulations, including Companies Ordinance (Laws of Hong Kong), the Listing Rules and the articles of association of the Company as amended from time to time, if any shareholder(s) of the Company intends to propose a person other than a director of the Company for election as a director of the Company at any GM, the following procedures shall apply:

根據適用法例、規則及規例，包括公司條例(香港法律)，上市規則及本公司不時修訂之組織章程細則，如本公司任何股東於任何股東大會擬提名本公司董事以外之人士應選本公司董事職務，以下程序將適用：

- a notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged with the Board at the registered office of the Company;
- 由正式合資格出席大會並有權投票之股東(並非擬參選人士)簽署通告，表明建議提名該人士參選的意向，並附上所提名人士簽署表示願意參選的通告，該等通告須呈交予本公司註冊辦事處之董事會；

- the minimum length of the period during which such notice(s) are given shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the GM appointed for such election and end no later than 7 days prior to the date of such GM; and
- in order for the Company to inform shareholders of the Company of that proposal, such notice(s) for the nomination of a director must state the full name of the person nominated for election as a director and include the person's biographical details as required by the Listing Rules.
- 該等通告之最短通告期限為至少7日，且該等通告之刊發期間由有關該推選之股東大會通告寄發翌日起至不遲於該股東大會舉行日期前7日止；及
- 根據上市規則之規定，為了讓本公司通知股東有關提名，提名董事之通告須列明提名應選董事之人士之全名，並載列該名人士之履歷詳情。

#### (J) CONSTITUTIONAL DOCUMENTS

There were changes to the Company's Articles of Association in the annual general meeting held on 29 April 2015 and 15 May 2018, the shareholders of the Company had approved the amendments to the Articles of Association of the Company. The changes were carried out in compliance with the latest Hong Kong Companies Ordinance (Cap. 622) which came into effect on 3 March 2014. The revised Articles of Association is available in the Company's website.

#### (J) 章程文件

本公司之章程細則於二零一五年四月二十九日及二零一八年五月十五日舉行之股東周年大會上曾作出變動，本公司股東批准修訂本公司章程細則。所作的更改乃符合於二零一四年三月三日最新生效之香港公司條例(香港法例第622章)。有關已修訂之章程細則可瀏覽本公司網站。

## ABOUT LIU CHONG HING INVESTMENT LIMITED

Liu Chong Hing Investment Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) acknowledge the significance of effective environmental, social and governance (“ESG”) initiatives at an operational level. The Group is committed to the principles of good corporate governance, and strives to integrate corporate social responsibility (“CSR”) into its corporate ethos. In 2018, the Group succeeded in both develop its business and at the same time promoting initiatives for benefiting the environment, its staff and the community, continuing to contribute to the building of a harmonious society.

The principal activities of the Group are property investment, investment holding and hotel management. For the year ended 31 December 2018, our primary properties are located in Hong Kong and the People’s Republic of China (“PRC”), ranging from offices, commercial buildings, residential buildings and industrial buildings.

## REPORTING SCOPE AND STANDARDS

This report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (“ESG Guide”) as set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“SEHK”). In the preparation of this ESG report, we adhere to the four core principles of the ESG Guide, namely Materiality, Quantitative, Balance and Consistency. In addition, we have adhered to the ESG Guide in terms of the presentation and measurement of data for this ESG report.

The reporting period of this ESG report is from 1 January 2018 to 31 December 2018 (“Reporting Period”). During the Reporting Period, the Group was principally engaged in property investment, development and management, and hence this ESG report relates mainly to those business activities.

## 關於廖創興企業有限公司

廖創興企業有限公司(「本公司」)及其附屬公司(以下統稱「本集團」)深知有效的環境、社會及管治(「環境、社會及管治」)措施對營運具有重要作用。本集團奉行良好的企業管治原則，並致力將企業社會責任融入企業經營理念中。二零一八年，本集團業務發展成功，同時推動有利於環境、員工及社區的措施，繼續為構建和諧社會作出貢獻。

本集團之主要業務為物業投資、投資控股及酒店管理。截至二零一八年十二月三十一日止年度，我們的主要物業位於香港及中華人民共和國(「中國」)，包括寫字樓、商業大廈、住宅樓宇及工業大廈。

## 報告範圍及標準

本報告根據香港聯合交易所有限公司(「聯交所」)證券上市規則附錄27所載的「環境、社會及管治報告指引」編製。在編製這份環境、社會及管治報告時，我們遵循環境、社會及管治報告指引的四項核心原則，即重要性、量化、平衡及一致性。此外，我們在這份環境、社會及管治報告的數據呈列及計量方面遵守環境、社會及管治報告指引。

這份環境、社會及管治報告的報告期間為二零一八年一月一日至二零一八年十二月三十一日(「報告期間」)。於報告期間，本集團主要從事物業投資、發展及管理，因此，這份環境、社會及管治報告主要涉及此等業務活動。

## PROTECTING THE ENVIRONMENT

With the impact of global warming and environmental pollution, the Group continues to seek opportunities to protect the environment. We have integrated environmental considerations into our business operations, including but not limited to improving our environmental practices through minimising pollution, utilising energy efficiently and reducing waste in our daily operations.

### ENERGY SAVING CHARTER

During the Reporting Period, the Group signed the Electrical and Mechanical Services Department's Energy Saving Charter 2018 for the Chong Hing Bank Centre. This Charter promotes energy efficiency and energy saving, one of the most critical means for Hong Kong to continuously reduce its carbon emissions. The Electrical and Mechanical Services Department has set four targets in the Charter, namely (i) maintaining indoor room temperatures between 24°C and 26°C during summer, (ii) switching off appliances and systems when not in use, (iii) procuring energy efficient appliances and systems (e.g. appliances with Grade 1 energy labels/Voluntary Energy Efficiency Labelling Schemes) and (iv) engaging staff to adopt energy saving practices.

### GREEN DESIGNS

The design philosophy of The Grand Riviera is to offer a comfortable living environment to its residents which also complies with all applicable environmental regulations. The project therefore has 4 major ecological garden designs and a garden avenue of up to one kilometre, with over 47% of its land space being landscaped areas.

In addition, a water vapour spraying device is incorporated into our supply system which runs by diesel-engine generator. Emissions are minimised to comply with "the Standard for Emission of Air Pollutants" of Guangdong Province. Sound absorption control has been incorporated into the air inlets, walls and ceilings in order to comply with the "Industrial Enterprises Noise Standard Boundary" and "Acoustic Environmental Quality Standards". The elevator system is controlled by a microcomputer to increase energy efficiency and lower noise pollution; elevator fans and lights will be turned off automatically once the elevator has not been occupied for a period of time.

## 保護環境

在全球暖化及環境污染的影響下，本集團尋求機會保護環境。我們將環境因素納入業務運作中，包括但不限於盡量減少污染、有效利用能源及減少日常營運的浪費來加強環保措施。

### 節能約章

於報告期間，本集團為創興銀行中心簽署機電工程署的「節能約章2018」。該約章推動能源效益及節約能源，是香港持續減少碳排放的最重要行動之一。機電工程署已在約章中訂下四個目標，即(i)在夏季將室內溫度維持在攝氏24至26度之間，(ii)關掉不使用的電器及系統，(iii)採購具能源效益的電器及系統(如貼有一級能源標籤／自願性能源效益標籤計劃的電器)及(iv)讓員工實踐節約能源措施。

### 環保設計

翠湖綠洲花園的設計理念是為居民提供舒適的居住環境，及符合相關的環保條例。該項目符合我們的綠色理念，設計有四個主要生態花園和一條長達一公里的花園大道，以及超過47%的景觀區域。

此外，我們由柴油發電機發動的供應系統中還配備水霧噴灑設備，盡可能降低排放水平，以遵守廣東省「大氣污染物排放標準」。進風口、牆身及天花板裝有吸音控制裝置，以遵守「工業企業廠界環境噪聲排放標準」及「聲環境質量標準」。升降機系統由微型電腦控制，以提高能源效益及降低噪音污染；若升降機閒置一段時間無人使用，升降機的風扇及燈將自動關閉。

## EMISSIONS

Greenhouse gas (“GHG”) emissions have been reported to have a major effect on climate change and global warming. In response to environmental protection initiatives around the world, and to minimise GHG emissions and non-hazardous waste, we have implemented industry-standard measures and initiatives in a number of aspects, including having energy-efficient systems, implementing waste recycling and pollution prevention.

During the year, we have participated in the Environmental Protection Department’s Indoor Air Quality Scheme and have been awarded “Indoor Air Quality Certification — Good Class” for Chong Hing Square and Chong Hing Bank Centre.

In our policies and measures on environmental protection, we encourage our employees to comply with our environmental policies and meet the requirements of the relevant laws and regulations. To comply with applicable environmental protection laws and regulations, the operations of Chong Hing Bank Centre, Chong Hing Square and Fairview Court are governed by the requirements under ISO 14001:2015, which is certified by the British Standard Institution.

## 排放

據報道，溫室氣體排放對氣候變化及全球暖化有重大影響。為響應世界各地的環保措施，並盡量減少溫室氣體排放及無害廢物，我們在多個方面實施了行業標準措施及計劃，包括安裝節能系統、實施廢物回收及污染防治。

年內，我們參與環境保護署的室內空氣質素計劃，創興廣場及創興銀行中心獲頒發「室內空氣質素檢定證書《良好級》」。

在環保政策及措施方面，我們鼓勵僱員遵守公司的環保政策，並符合相關法律及規例的要求。為遵守適用環境保護法律及規例，創興銀行中心、創興廣場及富慧閣的運作按英國標準學會認證的 ISO 14001：2015 規定進行管理。



Air emissions during the Reporting Period are as follows:

報告期間的廢氣排放如下：

	Unit 單位	2018 二零一八年	2017 二零一七年
<b>Emissions data from gaseous fuel consumption and vehicles</b> 氣體燃料消耗及汽車的排放數據			
Nitrogen Oxide (NO <sub>x</sub> ) 氮氧化物(NO <sub>x</sub> )	tonne 噸	1,509.17	1,496.02
Sulphur Oxide (SO <sub>x</sub> ) 硫氧化物(SO <sub>x</sub> )	tonne 噸	7.51	7.44

GHG emissions during the Reporting Period:

報告期間的溫室氣體排放：

		Unit 單位	2018 二零一八年	2017 二零一七年
<b>Direct emission or removals from sources (Scope 1)</b> 直接溫室氣體排放及減除(範圍1)				
GHG emissions from mobile combustion sources 流動源的燃燒所致的溫室氣體排放	Carbon Dioxide (CO <sub>2</sub> ) 二氧化碳(CO <sub>2</sub> )	tonne 噸	104.03	114.65
	Methane (CH <sub>4</sub> ) 甲烷(CH <sub>4</sub> )	kg 公斤	234.20	258.11
	Nitrous oxide (N <sub>2</sub> O) 氧化亞氮(N <sub>2</sub> O)	tonne 噸	15.10	16.64
<b>Indirect GHG Emissions (Scope 2)</b> 間接溫室氣體排放(範圍2)				
Electricity purchased from power companies 從電力公司購買的電力	Carbon Dioxide (CO <sub>2</sub> ) 二氧化碳(CO <sub>2</sub> )	tonne 噸	384.37	331.56
Gas purchased from Towngas 從香港中華煤氣公司購買的煤氣	Carbon Dioxide (CO <sub>2</sub> ) 二氧化碳(CO <sub>2</sub> )	tonne 噸	4.69	4.65
<b>Other Indirect GHG Emissions (Scope 3)</b> 其他間接溫室氣體排放(範圍3)				
Electricity used for processing fresh water and sewage by government departments* 政府部門處理食水及污水時所消耗的電力*	Carbon Dioxide (CO <sub>2</sub> ) 二氧化碳(CO <sub>2</sub> )	kg 公斤	1,885.40	706.47
Business air travel by employees 僱員乘坐飛機出外公幹	Carbon Dioxide (CO <sub>2</sub> ) 二氧化碳(CO <sub>2</sub> )	tonne 噸	15.86	16.36

\* The water consumption for our offices in Fung Yat Building and Fung Yip Building is based on latest available data, which covers the periods 1 January 2018 to 25 October 2018 and 1 January 2018 to 26 October 2018 respectively.

\* 我們在豐逸大廈及豐業大廈的辦公室耗水量乃基於最新可得數據，涵蓋期間分別為二零一八年一月一日至二零一八年十月二十五日及二零一八年一月一日至二零一八年十月二十六日。

**WASTE MANAGEMENT**

Our business operation did not generate any significant hazardous waste during the Reporting Period. Nonetheless, we recognise the importance of waste reduction and thus waste management measures have been introduced to minimise both the amount of waste generated and the impact on the environment. For example, to reduce paper consumption, the Group installed automatic hand dryers instead of providing paper towels in Chong Hing Square's washrooms.

In response to our encouragement of recycling, we are pleased that the recycling rates of plastic and aluminium cans are substantially increased during the Reporting Period.

Recycled materials during the Reporting Period:

Materials recycled 再生材料	Unit 單位	2018 二零一八年	2017 二零一七年
Plastic 塑料	kg 公斤	2,107	82
Paper 紙	kg 公斤	21,983	23,189
Aluminium Cans 鋁罐	kg 公斤	8,112	101
Electronic Waste 電子廢物	kg 公斤	50	50

**USE OF RESOURCES**

We endeavour to capitalise on opportunities to reduce waste, conserve water, and save energy in our facilities by making innovations in terms of sustainability.

**廢物管理**

於報告期間，我們的業務經營未產生任何重大有害廢物。儘管如此，我們意識到減少廢物的重要性，因此已採取廢物管理措施，盡量減少產生的廢物量以及降低對環境的影響。例如，為減少紙張消耗，本集團在創興廣場的洗手間安裝自動乾手器，取代紙巾供應。

通過鼓勵回收，我們很高興報告期間的塑料及鋁罐回收率大幅上升。

報告期間的再生材料：

**資源運用**

我們通過對可持續性發揮創新，把握對設施進行減廢、節水及節能的機會。

## ENERGY SAVING

Global warming and climate change are among the major environmental problems in every part of the world. The Group has established a series of measures to enhance awareness of energy saving. We will continue to improve our energy saving performance in the future. The Group's attempts for improving the energy efficiency of its operations during the Reporting Period are highlighted below:

Head Office 總部	<ul style="list-style-type: none"> <li>Set and maintain average room temperatures between 24°C and 26°C; 將平均室內溫度設定及維持在攝氏 24 至 26 度之間；</li> <li>Switch off office equipment (e.g. printers, computers and monitors) that is not in use, and 關掉不使用的辦公設備(如打印機、計算機及顯示屏)；及</li> <li>Switch off some passenger lifts after office hours. 在辦公時間後停用部分升降電梯。</li> </ul>
Investment Properties 投資物業	<ul style="list-style-type: none"> <li>Use light-emitting diode ("LED") lighting on buildings' exterior billboards; 在樓宇的室外廣告牌使用發光二極管(LED)照明；</li> <li>Switch off lighting in areas that are not occupied, and 關閉非佔用區域的照明；及</li> <li>Having dedicated staff conduct regular inspections and monitor energy consumption. 由專人定期檢查及監察能源消耗。</li> </ul>
Office Building for future Hotel 未來酒店項目的寫字樓	<ul style="list-style-type: none"> <li>Use double Low-E coating on external windows, to minimise the transmission of ultraviolet and infrared light, and 在外窗上使用雙銀低輻射鍍膜，盡量減少紫外線及紅外線的透射；及</li> <li>Switch off some passenger lifts at mid-night. 在午夜時停用部分升降電梯。</li> </ul>

## 節能

全球暖化及氣候變化是世界各地的主要環境問題之一。本集團已制定一系列措施以提高節能意識。我們將在未來繼續加強節能成效。於報告期間，本集團為提高其營運的能源效率所作出的主要措施如下：

	Unit 單位	2018 二零一八年	2017 二零一七年
Electricity Consumption 用電量	kWh 千瓦時	519,983.17	449,973.00
	kWh/employee 千瓦時/員工	1,160.68	1,584.41

The Group will continue to monitor and improve performance on consumption levels of resources and further initiatives shall be implemented if necessary.

本集團將繼續監察及改善資源消耗水平的成效，並在有必要時採取進一步措施。

**PAPER USAGE**

With regards to reducing paper consumption from our daily operations, employees are reminded to reduce paper consumption as a matter of good practice. During the Reporting Period, the Group implemented initiatives to achieve waste reduction and recycling.

**WATER MANAGEMENT**

With regards to our property management operations, the main sources of water consumption for the Group are through toilet flushing, cleaning, water taps and drinking water. In accordance with the suggestions from the Water Supplies Department, Chong Hing Bank Centre complies with the standards of the Water Supplies Department's Quality Water Supply Scheme for Buildings. To promote water conservation, signs and notices are posted near washbasins, and sensors are installed at the water taps to control water consumption.

	Unit 單位	2018 二零一八年	2017 二零一七年
Water Consumption* 耗水量*	m <sup>3</sup> 立方米	2,130.39	819.00
	m <sup>3</sup> /employee 立方米/員工	4.76	2.88

\* The water consumption for our offices in Fung Yat Building and Fung Yip Building is based on latest available data, which covers the periods 1 January 2018 to 25 October 2018 and 1 January 2018 to 26 October 2018 respectively.

The Group will continue to monitor and improve our performance on consumption level and further initiatives shall be implemented if necessary.

For the year ended 31 December 2018, the Group has not received any notice of non-compliance in relation to any pollution ordinances or regulations.

**紙張使用**

對於減少日常運作的紙張消耗，我們提醒僱員按照良好實務減少用紙。於報告期間，本集團盡力減少廢物及改善回收情況。

**水資源管理**

就物業管理業務而言，本集團的主要用水來源是沖廁、清潔、水龍頭及飲用水。因應水務署的建議，創興銀行中心遵循水務署的大廈優質供水認可計劃的標準。為了促進節約用水，我們在洗手盆附近張貼標誌及提示，並在水龍頭處安裝感應器，以控制用水量。

\* 我們在豐逸大廈及豐業大廈的辦公室耗水量乃基於最新可得數據，涵蓋期間分別為二零一八年一月一日至二零一八年十月二十五日及二零一八年一月一日至二零一八年十月二十六日。

本集團將繼續監察及改善消耗水平的成效，並在有必要時採取進一步措施。

截至二零一八年十二月三十一日止年度，本集團並未收到任何涉及任何污染條例或規例的不合規通知。

## RECRUITMENT AND EMPLOYMENT

The Group recognises that employees are valuable assets and our success is to a significant extent underpinned by our employees. We uphold this by implementing an all-encompassing approach over recruitment, employment, promotion and retention, coupled with reasonable remuneration and benefits for our employees. In relation to employment and labour practices, we strictly comply with the laws and regulations in Hong Kong and the PRC. We advocate a community spirit that thrives on mutual respect and equal opportunities, and we firmly comply with the relevant laws and regulations.

The Group ensures that a fair and equal recruitment process is used. Candidates are considered regardless of their gender, age, race, family status, religion and disability. The Group provides equal opportunities to all employees for promotion and career development.

For the protection of candidates in the recruitment process, we confirm that all candidate information will only be used for recruitment purposes and can only be accessed by authorised staff. Information on unsuccessful candidates will normally be erased after twenty-four months of their applications.

A comprehensive framework incorporating detailed human resources management policies is embedded in our Operation Manual and Staff Handbook. The Operation Manual and Staff Handbook provide information and guidelines to our staff in both Hong Kong and the PRC in the areas of working conditions, benefits and remuneration, training and development as well as health and safety. Employees are also encouraged to discuss their goals in job advancement and career development with the senior management who oversee their daily activities, and a performance appraisal is conducted annually.

## 招聘及僱傭

本集團深知僱員是寶貴資產，亦是我們賴以成功的基礎。我們秉承此理念，制定以合理薪酬及福利招聘、僱傭、晉升及挽留僱員的綜合方案。在僱傭及勞工實務方面，我們嚴格遵守香港及中國的法律及規例。我們提倡建立以互相尊重及平等機會為本的群體精神，堅定遵守相關法律及規例。

本集團確保使用公平及平等的招聘程序。求職者不論其性別、年齡、種族、家庭狀況、宗教信仰及殘疾情況，均予以考慮。本集團為所有僱員提供晉升及職業發展的平等機會。

為在招聘過程中保障求職者，我們確認所有求職者資料將僅用於招聘用途，並且只限獲授權人員查閱。未獲聘用求職者的資料正常會在申請職位起二十四個月後刪除。

我們已制定綜合架構，涵蓋詳細的人力資源管理政策，並載刊於操作手冊及員工手冊。操作手冊及員工手冊向我們在香港及中國的員工提供工作條件、福利薪酬、培訓發展及健康與安全等方面的資訊及指引。我們亦鼓勵僱員與監督其日常活動的高級管理人員討論工作晉升及職業發展目標，並會進行年度表現評估。

**EMPLOYEE WELFARE**

The Group strictly follows labour laws and regulations and provides a comprehensive package to employees, which covers sick leave, casual leave (i.e. a leave of absence at short notice for personal matters or family emergencies), marriage leave, compassionate leave, annual leave, injury leave and statutory holidays. This system aims to take care of all employees, expand the variety of corporate culture activities, and increase the sense of belonging among employees.

During the Reporting Period, additional allowances were introduced in the Group. Employees who are required to report for duty under tropical cyclone warning signal No. 8 or above or black rainstorm warning signal are eligible to apply for over-time payment and allowances, such as meal allowance and transportation allowance.

In addition to the basic social insurance program, the Group provides a number of benefits, including:

- Group medical coverage (which extends to an employee's spouse)
- Training allowance for work-related training

**HEALTH AND SAFETY**

The Group places heavy emphasis on ensuring the health and safety of all employees. For example, all property management staff are required to wear safety boots, which provide a significant protection to employees. We ensure well-stocked first-aid kits are placed in all floors in our offices. To ensure that employees are aware of occupational health and safety issues, the Group arranges safety training for all employees. The Group has continued to optimise its work practices and daily management for the sake of its staff's health and safety with the aim to create a safe, healthy and comfortable working environment.

**僱員福利**

本集團嚴格遵循勞工法律及規例，向僱員提供全面的休假方案，包括病假、事假（即因個人事務或家庭緊急情況而在短時間內請假）、婚假、恩恤假、年假、工傷假及法定假期。此福利系統旨在照顧全體僱員、增加公司文化活動的多元性，以及提升僱員的歸屬感。

於報告期間，本集團引入額外津貼。凡須要在八號或以上熱帶氣旋警告信號或黑色暴雨警告信號生效之日上班的僱員，均有資格申請加班費及津貼，例如膳食津貼及交通津貼。

除基本社會保障計劃外，本集團亦提供多項福利，包括：

- 團體醫療保險（包括僱員配偶）
- 工作相關培訓的培訓津貼

**健康與安全**

本集團非常重視確保所有僱員的健康及安全，例如，所有物業管理人員都必須穿安全靴，這對僱員有很大的保護作用。我們確保在各辦公室的所有樓層放置充足的急救箱。為確保僱員了解職業健康與安全事宜，本集團為所有僱員安排安全培訓。本集團不斷改善保障員工健康與安全的工作實務及日常管理，以建立安全、健康及舒適的工作環境。

The Group emphasises on safety when using equipment in workplaces by communicating safety precautions tips through training, briefings and notices. Equipment operating guidelines and procedures training sessions are provided regularly to continuously promote and enhance employees' safety awareness and practices. We are targeting zero accidents and fatalities in 2019.

In addition, our property management business had obtained OHSAS 18001 as certified by the British Standards Institution in recognition of our compliance with occupational health and safety requirements.

During the Reporting Period, the Group has not received any notice of non-compliance in relation to health and safety laws and regulations.

### DEVELOPMENT AND TRAINING

We understand that human capital is a crucial part of our business. Thus, we have established a series of training programmes to ensure that all employees receive a significant level of training. During the Reporting Period, we have launched a series of training programmes for our employees.

To enhance the competitiveness of the Group and of the relevant individuals, we have provided different training sessions to senior management, and have also encouraged employees from each level to participate in training sessions offered by the Group.

### LABOUR STANDARDS

During the recruitment process, the Group implements appropriate procedures to ensure that employees adhere to the minimum age provisions under the applicable laws and regulations in Hong Kong and the PRC. During the Reporting Period, we did not engage in any forced and child labour.

For the year ended 31 December 2018, the Group has not received any notice of non-compliance in relation to employment and labour laws and regulations.

本集團通過培訓、簡報及通知傳遞安全預防提示，強調在工作場所使用設備時的安全性。我們定期提供設備操作指南及程序培訓課程，以不斷促進及提高僱員的安全意識及實踐。我們的目標是於二零一九年達到零事故及零傷亡。

此外，我們遵守職業健康與安全要求亦獲得肯定，旗下物業管理業務已通過英國標準學會的OHSAS 18001認證。

於報告期間，本集團並未收到任何涉及健康與安全法律及規例的不合規通知。

### 發展及培訓

我們深諳人力資本在業務中發揮重要作用。因此，我們已制定一系列培訓計劃，確保所有僱員均接受大量培訓。於報告期間，我們推出一系列為僱員而設的培訓項目。

為提高本集團及相關員工的競爭力，我們為高級管理層提供不同的培訓課程，亦鼓勵各級僱員參與本集團提供的培訓課程。

### 勞工準則

在招聘過程中，本集團實施適當程序，確保僱員遵守香港及中國適用法律及規例的最低年齡規定。於報告期間，我們並無僱用任何強迫勞工及童工。

截至二零一八年十二月三十一日止年度，本集團並未收到任何涉及僱傭及勞工法律及規例的不合規通知。

## SUPPLY CHAIN MANAGEMENT

The Group aims to deliver top-quality services to the customer, while expecting first-rate quality from selected suppliers. When selecting suppliers, the Group studies the background of potential suppliers, in order to choose suppliers who can serve our best interests. We also require our suppliers to strictly follow all relevant rules and regulations.

The Group considers the environmental impact from our suppliers' products and to the extent practicable, favours those who follow environmentally-sound practices such as offering products with greater durability and greater energy efficiency. Before procuring any materials or products, our procurement staff examines the necessity of the product or service to avoid any unnecessary consumption. During the selection process, we take into account factors such as product quality and safety. On the other hand, emissions and pollutants generated such as noise and waste materials at all stages are also one of our considerations for supplier selection. For the sake of sustainability, we consider alternatives when purchasing replacement products in favour of those with greater durability and greater energy efficiency.

For the forthcoming hotel service in 2019, wherever practicable, we have selected biodegradable products to reduce impact on the environment. Priority will be given to local suppliers in the hope of promoting local economic development and reducing carbon footprint by shortening the distance of transportation.

## PRODUCT RESPONSIBILITY

To improve information security, a new document management system was installed during the Reporting Period. Folders and documents are protected and monitored by multiple access permissions. By having different security levels, access to information is restricted to relevant authorised users only.

## 供應鏈管理

本集團旨在為客戶提供最優質的服務，同時期望所選供應商提供一流品質。在挑選供應商時，本集團研究潛在供應商的背景，以選擇最符合我們利益的供應商。我們亦要求供應商嚴格遵守所有相關規則及規例。

本集團考慮供應商產品對環境的影響，並在切實可行的範圍內，優先選擇奉行有利環境實務（如提供更耐用及更節能的產品）的供應商。在採購任何物料或產品之前，採購人員會審核產品或服務是否必要，以避免任何不必要的消耗。在甄選程序中，我們會考慮產品質素及安全等因素。另一方面，在所有階段產生的排放物及污染物（如噪音及廢料）亦是挑選供應商的考慮因素之一。為了可持續發展，我們在購買補充產品時考慮替代品，優先考慮更耐用及更節能的產品。

對於二零一九年投入營運的酒店服務而言，我們已選擇可生物降解的產品，以減少對環境的任何重大影響。我們將優先考慮當地供應商，以期通過縮短運輸距離，促進當地經濟發展及減少碳排放。

## 產品責任

為了提高資訊安全，我們於報告期間安裝新的文件管理系統。文件夾及文件有多重存取權限的保護及監視；在設置不同的安全級別後，只有相關的獲授權用戶方可查閱資料。



The Group emphasises on the security of customers' personal data and supports a general policy of openness about how we collect, use and disclose customers' personal information. We strongly recommend customers to take their time to carefully read our Privacy Policy and Personal Information Collection Statement when submitting their personal data and information.

For the year ended 31 December 2018, the Group has not received any notice of non-compliance in relation to data privacy laws and regulations in Hong Kong.

#### ANTI-CORRUPTION

To prevent corruption, a tendering procedure is adopted for all projects; all tender documents are kept confidential and are restricted to concerned parties. The Group strictly follows the relevant regulations and laws.

For the year ended 31 December 2018, the Group has not received any notice of non-compliance brought against the Group or an employee in relation to corruption-related laws and regulations.

#### GIVING BACK TO THE COMMUNITY

We are committed to supporting the community by incorporating social participation and contribution in our strategic development. We believe that this will nurture a great corporate culture and good practices in the Group.

本集團重視保障客戶個人資料安全，並就如何收集、使用及披露客戶個人資料制定全面的公開政策。客戶提交個人資料及資訊前，務必仔細閱讀我們的私隱政策及個人資料收集聲明。

截至二零一八年十二月三十一日止年度，本集團並未收到任何涉及香港資料私隱法律及規例的不合規通知。

#### 反貪污

為防止貪污，所有項目均採用招標程序；所有招標文件均予以保密，僅限有關方面查閱。本集團嚴格遵守有關規例及法律。

截至二零一八年十二月三十一日止年度，本集團並未收到針對本集團或僱員的任何涉及反貪污相關法律及規例的不合規通知。

#### 回饋社區

我們將社會參與及貢獻融入策略發展，致力支援社區。我們相信這將為本集團培育卓越的企業文化及工作實務。



In June 2018, the Group's volunteers visited the Fu Hong Society Rehabilitation Centre. Fu Hong Society operates over 40 service units, providing services every year to about 3,600 persons with disabilities. Our volunteers spent time with their members with disabilities and played games with them.

二零一八年六月，本集團的義工探訪扶康會康復中心。扶康會有超過40個服務單位，每年為接近3,600名殘疾人士提供服務。我們的義工與殘疾人士玩遊戲，並一起度過歡樂時光。



In September 2018, we also visited the Hong Kong Women Foundation Ho Kwok Pui-chun Social Centre. The centre provides social services to the elderly who live in Central District. Our volunteers celebrated the Mid-Autumn Festival with them by making mooncakes and playing games.

二零一八年九月，我們亦探訪香港婦女基金會何郭佩珍耆康中心。該中心為居住在中區的長者提供社會服務。我們的義工和他們一起製作月餅及玩遊戲，慶祝中秋節。



In December 2018, our volunteers gathered to celebrate Christmas with children from The Boys' & Girls' Clubs Association of Hong Kong. We made cookies and played group games with them.

二零一八年十二月，我們的義工聚集在一起，與香港小童群益會的兒童一起慶祝聖誕節，製作餅乾並進行團體遊戲。

During the Reporting Period, we took part in many community activities. We strive to inspire our staff to play an active part in social welfare initiatives.

於報告期間，我們參加不少社區活動。我們積極鼓勵員工主動參與社會福利活動。

### CHARITABLE DONATION

During the Reporting Period, we have donated some office equipment and furnitures to Caritas-Hong Kong, which is a NGO in Hong Kong. Our donated furnitures were distributed to The Jockey Club Online Youth Emotional Support and Caritas Mother Teresa School, two of the new service units of Caritas-Hong Kong.

### 慈善捐贈

於報告期間，我們向香港明愛（香港一個非政府組織）捐贈一些辦公設備及傢俬，捐贈的傢俬已分發至香港明愛的兩個新服務單位，分別是賽馬會青少年情緒健康網上支援平台及明愛樂恩學校。

### EMPLOYMENT ENGAGEMENT

We believed that sharing happiness and care with those in need and contributing to voluntary services promote stronger community bond. We firmly believe that our staff can contribute to the community by participating in voluntary services whilst at the same time develop their personal capabilities such as leadership, management and communication skills. In 2018, our community engagement services mainly focused on contributing to children and youth development, and elderly care.

### 僱員參與

我們相信，與有需要人士分享快樂及關懷，並為志願服務作出貢獻，能塑造更強的社區凝聚力。我們堅信，員工參與志願服務，可以為社區作出貢獻，同時開拓領導、管理及溝通技巧等個人能力。二零一八年，我們的社區參與服務主要是為兒童及青少年發展以及關懷長者作出貢獻。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE CONTENT INDEX

This report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix 27 to the Rule Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The following table provides and overview on the general disclosures and key performance indicators (“KPIs”) of various aspects under each subject area, which are either cross-referenced to the relevant chapters of the Review or supplementing the Review with additional information.

## 環境，社會和管治內容索引

本報告根據香港聯合交易所有限公司證券上市規則附錄二十七的「環境，社會及管治報告指引」編制。下表概述指引各主要範疇不同層面的一般披露及關鍵績效指標，並載列概覽相關互相參照之章節或提供額外說明。

Description 描述	Reference 參考	Remark 備註	
<b>ENVIRONMENTAL</b> 環境			
<i>Aspect A1: EMISSIONS</i> 層面A1：排放			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Protecting the Environment 保護環境	
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions 排放	
KPI A1.2 關鍵績效指標 A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Emissions 排放	
KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	N/A 不適用	We do not generate hazardous waste in our operations. 我們的業務並無涉及有害廢棄物的產生和處理。
KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Waste Management 廢物管理	
KPI A1.5 關鍵績效指標 A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	Waste Management 廢物管理	
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Waste Management 廢物管理	

Description 描述	Reference 參考	Remark 備註	
<b>ENVIRONMENTAL (Continued)</b> 環境 (續)			
<i>Aspect A2: USE OF RESOURCES</i> 層面A2：資源的使用			
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源運用	
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Use of Resources - Energy Saving 資源運用-節能	
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Use of Resources - Water Management 資源運用-水資源管理	
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources - Energy Saving 資源運用-節能	
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題, 以及提升用水效益計劃及所得成果。	Use of Resources - Water Management 資源運用-水資源管理	We encounter no issue in sourcing water that is fit for our purpose 我們在獲取適用水源方面並無任何問題
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	N/A 不適用	We do not generate significant packaging material waste in our operations. 我們的業務並無涉及包裝物料的使用。
<i>Aspect A3: THE ENVIRONMENT AND NATURAL RESOURCES</i> 層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Protecting the Environment 保護環境	
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Protecting the Environment 保護環境	
<b>EMPLOYMENT AND LABOUR PRACTICES</b> 僱傭及勞工常規			
<i>Aspect B1: EMPLOYMENT</i> 層面B1：僱傭			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hour, rest periods, equal opportunity, diversity, anti-discrimination, other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Recruitment and Employment 招聘及僱傭	
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	N/A 不適用	
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	N/A 不適用	

Description 描述	Reference 參考	Remark 備註	
<b>EMPLOYMENT AND LABOUR PRACTICES (Continued)</b> 僱傭及勞工常規(續)			
<i>Aspect B2: HEALTH AND SAFETY</i> 層面 B2：健康與安全			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employee from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全	
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	N/A 不適用	
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	N/A 不適用	
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety 健康與安全	
<i>Aspect B3: DEVELOPMENT AND TRAINING</i> 層面 B3：發展及培訓			
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description for training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓	
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	N/A 不適用	
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	N/A 不適用	
<i>Aspect B4: LABOUR STANDARDS</i> 層面 B4：勞工準則			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則	
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	N/A 不適用	The child and forced labour issues are not material to our operations. 我們的業務並無涉及聘用童工和強制勞工的重大風險。
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	N/A 不適用	The child and forced labour issues are not material to our operations. 我們的業務並無涉及聘用童工和強制勞工的重大風險。
<i>Aspect B5: SUPPLY CHAIN MANAGEMENT</i> 層面 B5：供應鏈管理			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理	
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	N/A 不適用	
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	Supply Chain Management 供應鏈管理	

Description 描述	Reference 參考	Remark 備註
<b>EMPLOYMENT AND LABOUR PRACTICES (Continued)</b> 僱傭及勞工常規(續)		
<i>Aspect B6: PRODUCT RESPONSIBILITY</i> 層面 B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility 產品責任
KPI B6.1 關鍵績效指標 B6.1	Percentage to total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	N/A 不適用
KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	N/A 不適用
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	N/A 不適用
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	N/A 不適用
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility 產品責任
<i>Aspect B7: ANTI-CORRUPTION</i> 層面 B7：反貪污		
General Disclosure 一般披露	Information on (a) the policies; and (b) compliance with relevant laws and regulations that they have a significant impact on the issuer. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	Anti-Corruption 反貪污
KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcome of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-Corruption 反貪污
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-Corruption 反貪污
<i>Aspect B8: COMMUNITY INVESTMENT</i> 層面 B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Giving Back to the Community 回饋社區
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Giving Back to the Community 回饋社區
KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Giving Back to the Community 回饋社區

As at 7 March 2019 於二零一九年三月七日

**BOARD OF DIRECTORS****EXECUTIVE DIRECTORS**

Mr. Liu Lit Chi

*(Chairman, Managing Director and Chief Executive Officer)*

Mr. Liu Kam Fai, Winston

*(Deputy Managing Director)*

Mr. Liu Kwun Shing, Christopher

*(also alternate director to Dr. Liu Lit Chung)*

Mr. Lee Wai Hung

**NON-EXECUTIVE DIRECTORS**Dr. Liu Lit Chung, *MBBS (Lon), MRCP(UK), F.R.C.P. (Lon)*

Mr. Kho Eng Tjoan, Christopher

*BES, M. Arch, HKIA, RIBA, ARAIA, MRAIC,**Assoc. AIA, Registered Architect, A.P. (Architect), MHKIoD***INDEPENDENT NON-EXECUTIVE DIRECTORS**Dr. Cheng Mo Chi, Moses, *GBM, GBS, OBE, LLB (HK), J.P.*

Mr. Au Kam Yuen, Arthur

Dr. Ma Hung Ming, John, *PhD, BBS, J.P.*Mr. Cheng Yuk Wo, *Msc(Econ), BA(Hons), CPA (Canada),**CA, FCA, FCPA, CPA (Practising)*Mr. Tong Tsun Sum, Eric, *CA(Aust), CPA (Practising), CFE***COMPANY SECRETARY**

Mr. Lee Wai Hung

**董事會****執行董事**

廖烈智先生

*(主席、董事總經理兼行政總裁)*

廖金輝先生

*(副董事總經理)*

廖坤城先生

*(亦為廖烈忠醫生之替代董事)*

李偉雄先生

**非執行董事**廖烈忠醫生 *MBBS (Lon), MRCP (UK), F.R.C.P.(Lon)*

許榮泉先生

*BES, M. Arch, HKIA, RIBA, ARAIA, MRAIC,**Assoc. AIA, Registered Architect, A.P. (Architect), MHKIoD***獨立非執行董事**鄭慕智博士 *GBM, GBS, OBE, LLB (HK), J.P.*

區錦源先生

馬鴻銘博士 *PhD, BBS, J.P.*鄭毓和先生 *Msc(Econ), BA(Hons), CPA (Canada),**CA, FCA, FCPA, CPA (Practising)*唐晉森先生 *CA(Aust), CPA (Practising), CFE***公司秘書**

李偉雄先生

As at 7 March 2019 於二零一九年三月七日

**AUDIT COMMITTEE**

Mr. Cheng Yuk Wo (*Chairman*)

Dr. Cheng Mo Chi, Moses

Mr. Au Kam Yuen, Arthur

Mr. Tong Tsun Sum, Eric

Mr. Lee Wai Hung (*Secretary*)

**NOMINATION COMMITTEE**

Mr. Liu Lit Chi (*Chairman*)

Mr. Kho Eng Tjoan, Christopher

Mr. Cheng Yuk Wo

Mr. Au Kam Yuen, Arthur

Dr. Ma Hung Ming, John

Mr. Tong Tsun Sum, Eric

Mr. Lee Wai Hung (*Secretary*)

**REMUNERATION COMMITTEE**

Dr. Cheng Mo Chi, Moses (*Chairman*)

Mr. Kho Eng Tjoan, Christopher

Dr. Ma Hung Ming, John

Mr. Cheng Yuk Wo

Ms. Cavior Liu (*Secretary*)

**CORPORATE GOVERNANCE COMMITTEE**

Mr. Liu Kwun Shing, Christopher (*Chairman*)

Mr. Au Kam Yuen, Arthur

Dr. Ma Hung Ming, John

Mr. Liu Kam Fai, Winston

Mr. Lee Wai Hung

**EXECUTIVE MANAGEMENT COMMITTEE**

Mr. Liu Lit Chi (*Chairman*)

Mr. Liu Kam Fai, Winston

Mr. Liu Kwun Shing, Christopher

Mr. Lee Wai Hung

**審核委員會**

鄭毓和先生 (*主席*)

鄭慕智博士

區錦源先生

唐晉森先生

李偉雄先生 (*秘書*)

**提名委員會**

廖烈智先生 (*主席*)

許榮泉先生

鄭毓和先生

區錦源先生

馬鴻銘博士

唐晉森先生

李偉雄先生 (*秘書*)

**薪酬委員會**

鄭慕智博士 (*主席*)

許榮泉先生

馬鴻銘博士

鄭毓和先生

廖鈞慧女士 (*秘書*)

**企業管治委員會**

廖坤城先生 (*主席*)

區錦源先生

馬鴻銘博士

廖金輝先生

李偉雄先生

**執行管理委員會**

廖烈智先生 (*主席*)

廖金輝先生

廖坤城先生

李偉雄先生



## SENIOR MANAGEMENT DEPARTMENT HEADS

Ms. Eva Liu	Head of Property Development
Mr. Luk Chi Chung	Head of Finance Management and Information Technology
Ms. Cavior Liu	Head of Human Resources
Ms. Yan Yuet Lam, Charmaine	Head of China Budget Hotel
Mr. Pan Sze Yuen, Cecil	Head of Project Development
Mr. Jan Kwok Wai, Kim	Head of China Property Development
Mr. Tong Tse Hon	Head of Leasing
Ms. Hung Shuk Yee	Head of Property and Facilities Management

## MANAGERS

Mr. Tam King Hung, Peter	Senior Project Manager
Ms. Tsia Fung Yee, Tina	Accounting Manager
Ms. Wong Yuk Man	Accounting Manager
Ms. Cheng Suet Kiu	Manager of Finance Management and Information Technology
Mr. Wong Ming Kwong	Maintenance Manager
Mr. Ho Chi Chung	Project Manager
Mr. Pui Yuk, Ray	Property Manager

## 高級管理人員 部門主管

廖綺華女士	物業發展部主管
陸智聰先生	財務及資訊科技部主管
廖鈞慧女士	人力資源部主管
甄玥霖女士	中國經濟型酒店部主管
潘思遠先生	項目發展部主管
詹國偉先生	中國物業發展部主管
唐子漢先生	租務部主管
洪淑儀女士	物業及設施管理部主管

## 經理

譚景雄先生	高級策劃經理
謝芳怡女士	會計部經理
王育敏女士	會計部經理
鄭雪嬌女士	財務及資訊科技部經理
黃銘光先生	維修經理
何志聰先生	策劃經理
貝育先生	物業經理

As at 7 March 2019 於二零一九年三月七日

**SOLICITORS**

Deacons

Gallant Y.T. Ho & Co.

P.C. Woo & Co.

**AUDITOR**

Deloitte Touche Tohmatsu

*Certified Public Accountants*

**BANKERS**

Australia and New Zealand Banking Group Limited

China CITIC Bank International Limited

Chong Hing Bank Limited

Credit Suisse AG Hong Kong Branch

DBS Bank (Hong Kong) Limited

Fubon Bank (Hong Kong) Limited

Hang Seng Bank Limited

MUFG Bank, Ltd.

Nanyang Commercial Bank, Limited

OCBC Wing Hang Bank Limited

Standard Chartered Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

United Overseas Bank Limited

CMB Wing Lung Bank

**律師**

的近律師行

何耀棣律師事務所

胡百全律師事務所

**核數師**

德勤 • 關黃陳方會計師行

**執業會計師**

**銀行**

澳新銀行集團有限公司

中信銀行(國際)有限公司

創興銀行有限公司

瑞士信貸銀行股份有限公司香港分行

星展銀行(香港)有限公司

富邦銀行(香港)有限公司

恒生銀行有限公司

株式會社三菱UFJ銀行有限公司

南洋商業銀行有限公司

華僑永亨銀行有限公司

渣打銀行(香港)有限公司

香港上海滙豐銀行有限公司

大華銀行有限公司

招商永隆銀行有限公司

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**佛山辦事處**

中國廣東省  
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貴隆路一號  
翠湖綠洲花園一期  
電話：(86757) 6386 0888 傳真：(86757) 6386 2218  
電郵：foshan@lchi.com.cn

**EXECUTIVE DIRECTORS****MR. LIU LIT CHI**

aged 79, is the Chairman of the Board of the Company since 9 August 2017. Mr. Liu has been serving as the Managing Director and Chief Executive Officer of the Company since 26 February 2014. Mr. Liu has been an Executive Director of the Company since its incorporation in 1970. Mr. Liu also serves as the Chairman of Executive Management Committee and Nomination Committee as well as a director of a number of subsidiaries of the Company. Mr. Liu, who was educated in Hong Kong and the United Kingdom, is also a director of a number of other companies in Hong Kong and elsewhere. Save as disclosed above, Mr. Liu did not hold any directorship in any other public listed companies in the previous three years. Mr. Liu is the brother of Dr. Liu Lit Chung, an uncle of Mr. Liu Kam Fai, Winston and Mr. Liu Kwun Shing, Christopher.

**MR. LIU KAM FAI, WINSTON**

*BA., MSc.*

aged 52, was appointed an Executive Director of the Company since 1997. He was re-designated as the Deputy Managing Director of the Company in August 2008. Mr. Liu holds a Master degree in Economics from the University of London, specialising in Finance and Macro Economic Policy. Mr. Liu oversees the Company's strategic development, project implementation and business operations. Mr. Liu also served as a member of Corporate Governance Committee and Executive Management Committee as well as a director of a number of subsidiaries of the Company. His other directorship in public listed companies in the last three years includes Freeman Financial Corporation Limited, which is a public company listed on the Stock Exchange in Hong Kong. Save as disclosed above, Mr. Liu did not hold any directorship in any other listed public companies in the last three years. Mr. Liu is a nephew of Mr. Liu Lit Chi and Dr. Liu Lit Chung, a cousin of Mr. Liu Kwun Shing, Christopher.

**執行董事****廖烈智先生**

七十九歲，自二零一七年八月九日起出任本公司董事會主席。同時，廖先生自二零一四年二月二十六日起出任為本公司董事總經理兼行政總裁，自一九七零年本公司成立起已成為本公司執行董事。廖先生亦出任本公司執行管理委員會及提名委員會主席以及若干附屬公司之董事。廖先生在香港及英國接受教育，現為多間香港及其他地區公司之董事。除上述披露者外，於過去三年內，廖先生並沒有在任何其他上市公眾公司擔任任何董事職務。廖先生是廖烈忠醫生之兄長，廖金輝先生及廖坤城先生之叔伯父。

**廖金輝先生**

*BA., MSc.*

五十二歲，自一九九七年起獲委任為本公司執行董事，於二零零八年八月起再獲委任為本公司副董事總經理。廖先生持有倫敦大學經濟學碩士學位，主修財務及宏觀經濟政策。廖先生現負責本公司發展策略、項目執行、以及日常經營運作。廖先生現時亦出任本公司企業管治委員會及執行管理委員會委員以及若干附屬公司之董事。他於過去三年以來曾擔任董事之上市公司包括民豐企業控股有限公司，該公司為香港聯交所上市之公眾公司。除上述披露者外，於過去三年內，廖先生並沒有在任何其他上市公眾公司擔任任何董事職務。他是廖烈智先生及廖烈忠醫生之侄兒，廖坤城先生之堂兄。

## EXECUTIVE DIRECTORS (CONTINUED)

### MR. LIU KWUN SHING, CHRISTOPHER

aged 43, is an Executive Director of the Company, a position which he has held since August 2008 following a re-designation from his previous role since 2000 as Non-executive Director of the Company and alternate director to Dr. Liu Lit Chung (who is a Non-executive Director of the Company). Mr. Liu also serves as the Chairman of the Corporate Governance Committee and a member of the Executive Management Committee as well as a director of a number of subsidiaries of the Company. Mr. Liu is a holder of a Master of Arts degree in Jurisprudence from the University of Oxford. He is also a qualified solicitor in both Hong Kong and England & Wales. Prior to joining the Company on a full-time basis, he was a partner of Deacons in Hong Kong, with a primary focus in corporate finance, mergers and acquisitions and private equity matters. Mr. Liu is a member of the Foshan Municipal Committee of the Chinese People's Political Consultative Conference (CPPCC) as well as a director of both Beijing Chinese Overseas Friendship Association and Shanghai Chinese Overseas Friendship Association (COFA). Mr. Liu is also a director of the Federation of Hong Kong Foshan Association Limited, Hong Kong GuangFoZhao Fraternity Association Limited, the Federation of Hong Kong Chiu Chow Community Organization, Hong Kong Chiu Chow Chamber of Commerce, an Executive Director of Guangdong Chamber of Foreign Investors, a Vice-chairman of Foshan Investment Chamber of Private Enterprises, a member of Hong Kong-Shanghai Economic Development Association Limited and a director of Shanghai Huang Pu District Association of Enterprises with Foreign Investment. With a passion for the betterment of society and education, he is also a member of the Institutional Review Board of Hong Kong University/Hospital Authority Hong Kong West Cluster and the Joint Chinese University of Hong Kong — New Territories East Cluster Clinical Research Ethics Committee as well as a school manager of Liu Po Shan Memorial College. Save as disclosed above, Mr. Liu did not hold any directorship in any other listed public companies in the previous three years. He is the son of Dr. Liu Lit Chung, a nephew of Mr. Liu Lit Chi, a cousin of Mr. Liu Kam Fai, Winston.

## 執行董事(續)

### 廖坤城先生

四十三歲，曾於二零零零年起出任本公司非執行董事以及本公司非執行董事廖烈忠醫生之替代董事，並於二零零八年八月起改任為本公司執行董事。於集團內，廖先生亦出任本公司企業管治委員會主席及執行管理委員會委員以及若干附屬公司之董事。廖先生持有英國牛津大學法律系碩士學位，亦為香港及英格蘭與威爾士之合資格律師。於加入本公司出任全職職務前，廖先生任職香港的近律師行之合夥人，主要從事企業融資、併購及收購及私人權益的法律事務。廖先生身兼中國廣東省佛山市政協委員、北京海外聯誼會及上海海外聯誼會理事。廖先生亦是香港佛山社團總會常務會董、香港廣佛肇聯誼總會會董、香港潮屬社團總會董事、香港潮州商會青年委員會董事、廣東外商公會常務理事、佛山市民營企業投資商會副會長、滬港經濟發展協會及上海黃浦區外商投資企業協會之常務董事。除此之外，廖先生對社會和教育充滿熱誠，並擔任香港大學及醫管局港島西醫院聯網研究倫理委員會委員、香港中文大學新界東醫院聯網臨床研究倫理聯席委員及廖寶珊紀念書院校董。除上述披露者外，於過去三年內，廖先生並沒有在任何其他上市公眾公司擔任任何董事職務。他是廖烈忠醫生之兒子，廖烈智先生之侄兒，廖金輝先生之堂弟。

**EXECUTIVE DIRECTORS (CONTINUED)****MR. LEE WAI HUNG**

*LLB, FCCA, FCPA (Practising), ATiHK, MBA, PgD in CRE*

aged 56, is an Executive Director and Company Secretary of the Company. Mr. Lee is also serving as a member of Corporate Governance Committee and Executive Management Committee as well as a director of a number of subsidiaries of the Company. Mr. Lee holds a Bachelor of Law degree, a Master of Business Administration degree and Postgraduate Diploma in Construction and Real Estate. He is also a fellow of Hong Kong Institute of Certified Public Accountants (Practising) and a fellow member of the Association of Chartered Certified Accountants. Before joining the Company, Mr. Lee had worked in an international accounting firm for over six years. Mr. Lee has over twenty eight years of experience in corporate finance and accounting. Mr. Lee joined the Company in 1992 and was appointed as director in 1994. Mr. Lee is primarily responsible for the Company's finance and secretarial matters.

**NON-EXECUTIVE DIRECTORS****DR. LIU LIT CHUNG**

*MBBS (Lon), MRCP (UK), F.R.C.P. (Lon)*

aged 69, became a director in 1979 and also the Deputy Managing Director of the Company for over ten years. He holds a Medical degree from King's College Hospital, London University and is a Member of the Royal College of Physicians of the United Kingdom. He was awarded the Fellowship of Royal College of Physician of London for his work in Motor Neuron Disease. In 2005, he was further awarded the Honorary Fellowship by the Hong Kong College of Physicians. Dr. Liu is the brother of Mr. Liu Lit Chi, an uncle of Mr. Liu Kam Fai, Winston and the father of Mr. Liu Kwun Shing, Christopher.

**執行董事 (續)****李偉雄先生**

*LLB, FCCA, FCPA (Practising), ATiHK, MBA, PgD in CRE*

五十六歲，為本公司執行董事兼公司秘書。李先生亦為企業管治委員會及執行管理委員會委員以及出任本公司若干附屬公司之董事。李先生擁有法律學位、工商管理碩士學位及建築及房地產學深造文憑。亦為香港會計師公會及英國特許公認會計師公會資深會員。李先生在加入本公司前曾在國際性會計公司工作超過六年。李先生擁有超過二十八年財務及會計經驗，於一九九二年加入本公司並於一九九四年獲委任為董事。李先生主要職責是處理本公司財務及秘書事務。

**非執行董事****廖烈忠醫生**

*MBBS (Lon), MRCP (UK), F.R.C.P. (Lon)*

六十九歲，於一九七九年成為本公司董事，並任本公司董事副總經理超過十年，擁有倫敦大學King's College Hospital醫學學位，亦為英國皇家內科醫學院院士會員。因為在運動神經細胞疾病作出重大貢獻，所以獲得倫敦皇家內科醫學院頒發榮授院士榮譽。於二零零五年更再獲得香港內科醫學院頒發之榮授院士榮譽。廖醫生是廖烈智先生之弟弟，廖金輝先生之叔叔及廖坤城先生之父親。

## NON-EXECUTIVE DIRECTORS (CONTINUED)

### MR. KHO ENG TJOAN, CHRISTOPHER

*BES, M. Arch, HKIA, RIBA, ARAIA, MRAIC, Assoc. AIA, Registered Architect, A.P. (Architect), MHKIoD*

aged 56, served as Non-executive Director of the Company since May 2011 and he is now serving as a member of Remuneration Committee and Nomination Committee of the Company. Mr. Kho holds a Bachelor of Environmental Studies degree on Urban and Regional Planning and a Master of Architecture degree. He is an Authorized Person under the Buildings Ordinance, a Registered Architect under the Architects Registration Ordinance, a member of the Hong Kong Institute of Architects, a corporate member of Royal Institute of British Architects, an associate member of Royal Australian Institute of Architects, a member of Royal Architectural Institute of Canada and an associate member of American Institute of Architects. Mr. Kho was an Executive Committee of the University of Waterloo Alumni Association and a Committee Member of the University of Manitoba Alumni Association from 1989 to 1990. During the year from 1997 to 2003, he was a Director and Council Member of the Wah Yan (Hong Kong) Past Students Association Limited. Mr. Kho is also a Committee Member of the Professional Committee of the Hong Kong Federation of Fujian Associations since 2009. Furthermore, Mr. Kho is appointed as an Executive Committee Member of Hong Kong Fukien Chamber of Commerce and Director of Fukien Chamber of Commerce Education Fund Limited in 2017.

## 非執行董事(續)

### 許榮泉先生

*BES, M. Arch, HKIA, RIBA, ARAIA, MRAIC, Assoc. AIA, Registered Architect, A.P. (Architect), MHKIoD*

五十六歲，自二零一一年五月起出任為本公司非執行董事及他現在亦為本公司薪酬委員會及提名委員會委員。許先生擁有城市規劃系學士學位及建築系碩士學位。他是建築物條例下之認可人士(建築師)及建築師註冊條例下之註冊建築師，香港建築師學會會員，英國皇家建築師學會會員，澳洲皇家建築師學會會員，加拿大皇家建築師學會會員和美國建築師學會會員。許先生曾於一九八九年至一九九零年期間出任加拿大滑鐵盧大學校友會執行委員及加拿大緬民吐巴大學校友會委員，並於一九九七年至二零零三年期間曾出任香港華仁舊生會董事及委員。許先生自二零零九年起更擔任香港福建社團聯會專業人士委員會委員。此外，許先生於二零一七年獲委任為香港福建商會常務理事及香港福建商會教育基金有限公司董事。

**INDEPENDENT NON-EXECUTIVE DIRECTORS****DR. CHENG MO CHI, MOSES**

*GBM, GBS, OBE, LLB (HK), J.P.*

aged 69, was appointed as an Independent Non-executive Director of the Company in August 1999 and he is now serving as a Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Dr. Cheng is a practising solicitor and the Consultant of Messrs. P.C. Woo & Co. He is also serving as Chairman of The Insurance Authority. Dr. Cheng was a member of the Legislative Council of Hong Kong. He is the Founder Chairman of the Hong Kong Institute of Directors of which he is now the Honorary President and Chairman Emeritus. He was also the President of International Alliance of Practising Lawyers. In addition to his directorship in the Company, Dr. Cheng currently holds directorships in China Mobile Limited, China Resources Beer (Holdings) Company Limited (Formerly known as China Resources Enterprise, Limited), China Gas Company Limited, K. Wah International Holdings Limited, Guangdong Investment Limited, Tian An China Investments Company Limited, Towngas China Company Limited and Kader Holdings Company Limited, all being public listed companies in Hong Kong. Dr. Cheng's other directorship in public listed companies in the last three years includes ARA Asset Management Limited, which was formerly listed in Singapore. Save as disclosed above, Dr. Cheng did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous 3 years.

**獨立非執行董事****鄭慕智博士**

*GBM, GBS, OBE, LLB (HK), J.P.*

六十九歲，於一九九九年八月獲委任為本公司獨立非執行董事，他亦為本公司薪酬委員會主席及審核委員會委員。鄭博士為執業律師及胡百全律師事務所顧問律師，並擔任保險業監管局主席。鄭博士曾任香港立法局議員。他為香港董事學會的創會主席，現為該會的榮譽會長及榮譽主席，並曾擔任國際執業律師聯盟會長。除為本公司之董事外，鄭博士現擔任中國移動有限公司、華潤啤酒（控股）有限公司（前稱華潤創業有限公司）、香港中華煤氣有限公司、嘉華國際集團有限公司、粵海投資有限公司、天安中國投資有限公司、港華燃氣有限公司及開達集團有限公司（均為香港上市公司）的董事職務。他過去三年以來曾擔任董事的其他上市公司包括ARA Asset Management Limited，該公司曾為新加坡上市公司。除上述披露外，鄭博士於過去三年並沒有在其他香港或海外的上市公司擔任任何董事職位。



## INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

### MR. AU KAM YUEN, ARTHUR

aged 79, was appointed an Independent Non-executive Director of the Company on 3 December 2012 and he also serves as a member of the Audit Committee, Nomination Committee and Corporate Governance Committee of the Company. Mr. Au studied Law in Sydney and London respectively. He was admitted as a solicitor in England in 1975 and in Hong Kong in 1976. He is a sole proprietor of Arthur Au & Co., a firm of solicitors established since 1979. Mr. Au is a Notary Public and was a member of the Notary Public Disciplinary Tribunal Panel. He is also a School Management Committee Member of the Clementi Secondary School. He now serves as legal adviser to the Association of Hong Kong Nursing Staff (previously named as the Association of Government Nursing Staff) and The New Territories North District Manufacturers Association of Hong Kong Limited. Mr. Au is an active Rotarian, he was a District Governor of Rotary International District 3450 (Hong Kong/Macao/Mongolia) in 1990–1991.

## 獨立非執行董事 (續)

### 區錦源先生

七十九歲，於二零一二年十二月三日獲委任為本公司獨立非執行董事，他亦為本公司審核委員會、提名委員會及企業管治委員會委員。區先生先後分別在澳洲雪梨及英國倫敦等海外攻研法律。他於一九七五年及一九七六年分別獲得英國及香港執業律師資格，並自一九七九年起成立區錦源律師行及為該行之獨資經營者。區先生是國際公證人及曾任國際公證人紀律審裁委員會成員，亦為金文泰中學學校管理委員會成員。區先生現任香港護士協會(前稱政府護理員協會)及香港新界北區廠商會有限公司法律顧問。區先生熱心扶輪工作，並為一九九零年至一九九一年度，國際扶輪3450地區(香港，澳門及蒙古國)之區域總監。

## INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

### DR. MA HUNG MING, JOHN

*PhD, BBS, J.P.*

aged 52, was appointed an Independent Non-executive Director of the Company on 3 December 2012 and he is serving as a member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company. Dr. Ma currently is the Executive Director of Carrianna Group Holdings Company Limited, this is a public company listed on The Stock Exchange of Hong Kong Limited. He has extensive experience in the catering industry, as well as property management and development. He was awarded the Bronze Bauhinia Star (BBS) from The Government of the Hong Kong Special Administrative Region in 2003 and a Honorary Doctorate of Philosophy by Morrison University in 2004. As for the community service, Dr. Ma was the Chairman of Tung Wah Group of Hospitals for the year 2002. He is a member of Tung Wah Group of Hospitals Advisory Board, the Standing Committee of Shenzhen Committee of Chinese People's Political Consultative Conference and the President of Youth Council. He also serves as the Vice Chairman of Federation of Hong Kong Guangdong Community Organisations, Vice President of Hong Kong Chiu Chow Chamber of Commerce and the Vice President of Kowloon Federation of Associations. On 1 July 2015, Dr. Ma was appointed to Justices of the Peace by The Government of the Hong Kong Special Administrative Region. Save as disclosed above, Dr. Ma did not hold any directorship in any other public listed companies in the last three years.

## 獨立非執行董事(續)

### 馬鴻銘博士

*PhD, BBS, J.P.*

五十二歲，於二零一二年十二月三日獲委任為本公司獨立非執行董事，他亦為本公司薪酬委員會、提名委員會及企業管治委員會委員。馬博士現時出任佳寧娜集團控股有限公司的執行董事，此公司為香港聯合交易所之上市公司。他在飲食業、物業管理及地產發展方面具有豐富的經驗。於二零零三年馬博士獲香港特別行政區政府頒授銅紫荊星章及於二零零四年獲美國摩利臣大學頒授榮譽哲學博士。在公益服務方面，馬博士曾於二零零二年出任東華三院主席，現任香港東華三院顧問局成員、深圳市政協常委及青年議會會長，並擔任香港廣東社團總會常務副主席、香港潮州商會副會長及九龍社團聯會副會長，並於二零一五年七月一日，馬博士獲香港特別行政區政府委任為太平紳士。除上述所披露者外，馬博士於過往三年並沒有在任何其他上市公眾公司擔任任何董事職務。

## INDEPENDENT NON-EXECUTIVE DIRECTORS (CONTINUED)

### MR. CHENG YUK WO

*Msc (Econ), BA (Hons), CPA (Canada), CA, FCA, FCPA, CPA (Practising)*

aged 58, was appointed as Independent Non-executive Director of the Company on 7 March 2014 and he is now serving as a Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from London School of Economics, England and a Bachelor of Arts (Honours) degree in Accounting from University of Kent, England. He is a Fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Chartered Professional Accountants of Canada and the Institute of Chartered Accountants of Ontario, Canada. Mr. Cheng has over 20 years' of expertise in accounting, finance and corporate advisory services. Mr. Cheng is currently an Independent Non-Executive Director of Chia Tai Enterprises International Limited, Chong Hing Bank Limited, C.P. Lotus Corporation, CSI Properties Limited, HKC (Holdings) Limited, Goldbond Group Holdings Limited, CPMC Holdings Limited, Top Spring International Holdings Limited, DTXS Silk Road Investment Holdings Company Limited, Miricor Enterprises Holdings Limited, Somerley Capital Holdings Limited and Kidsland International Holdings Limited, the abovementioned companies are listed on the Stock Exchange in Hong Kong. Save as disclosed above, Mr. Cheng has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

## 獨立非執行董事 (續)

### 鄭毓和先生

*Msc (Econ), BA (Hons), CPA (Canada), CA, FCA, FCPA, CPA (Practising)*

五十八歲，於二零一四年三月七日獲委任為本公司獨立非執行董事，他亦為本公司審核委員會主席和薪酬委員會及提名委員會委員。鄭先生持有英國倫敦大學經濟學院科學（經濟）碩士（主修會計及金融）及英國肯特大學會計系之榮譽文學士學位。彼乃英格蘭及威爾斯特許會計師公會及香港會計師公會之資深會員，亦為加拿大特許專業會計師協會及加拿大安大略省特許會計師公會之會員。鄭先生擁有逾二十年於會計、金融及企業顧問服務之專業知識。鄭先生現為正大企業國際有限公司、創興銀行有限公司、卜蜂蓮花有限公司、資本策略地產有限公司、香港建設（控股）有限公司、金榜集團控股有限公司、中糧包裝控股有限公司、萊蒙國際集團有限公司、大唐西市絲路投資控股有限公司、卓珈控股集團有限公司、新百利融資控股有限公司及凱知樂國際控股有限公司之獨立非執行董事，以上所述之公司均為香港聯交所上市之公眾公司。除上述披露外，於過去三年內，鄭先生並沒有在香港或海外任何證券市場之上市公眾公司擔任任何董事職務。

**INDEPENDENT NON-EXECUTIVE DIRECTORS  
(CONTINUED)****MR. TONG TSUN SUM, ERIC***CA (Aust), CPA (Practising), CFE*

aged 48, was appointed as an Independent Non-executive Director and a member of the audit and the nomination committee of the Company in March 2018. He obtained a Bachelor of Economics from University of Sydney, Australia, a Master of Commerce in Professional Accounting from Macquarie University, Australia. He is a member of CPA Australia, Hong Kong Institute of Certified Public Accountants and Institute of Chartered Accountants Australia and New Zealand. He is also a member of The Institute of Chartered Secretaries and Administrators, the Governance Institute of Australia and the Association of Certified Fraud Examiners.

**SENIOR MANAGEMENT****MS. EVA LIU***MA (Cantab), DipArch (Kingston), MA (City), ARB (UK), RIBA*

aged 55, Head of Property Development. Ms. Liu is a Chartered Architect (UK), holding Master of Arts Degrees, in Architecture from the University of Cambridge, and Property Valuation And Law from The City University in London. She was in architectural practice in England before joining the Company in 1999. She is the sister of Mr. Liu Kam Fai, Winston.

**MR. LUK CHI CHUNG***FCCA, CPA (Practising), MAEB*

aged 51, Head of Finance Management and Information Technology. Mr. Luk is a professional accountant, holding Master of Arts Degree in Electronic Business and has over twenty eight years of experience in finance and accounting. Mr. Luk joined the Company in 1995 and is in charge of Finance Management Department and Information Technology Department.

**獨立非執行董事 (續)****唐晉森先生***CA (Aust), CPA (Practising), CFE*

四十八歲，於二零一八年三月獲委任為本公司獨立非執行董事以及審核委員會及提名委員會的委員。彼獲得澳洲悉尼大學經濟學學士學位，澳洲麥覺理大學專業會計商科碩士學位。他是澳大利亞會計師公會、香港會計師公會、澳洲及新西蘭特准會計師公會會員。他亦為英國特許秘書協會的成員、澳大利亞治理學院和美國欺詐審查師協會的成員。

**高級管理人員****廖綺華女士***MA (Cantab), DipArch (Kingston), MA (City),**ARB (UK), RIBA*

五十五歲，物業發展部主管。廖女士為英國皇家建築師學會會士，擁有英國劍橋大學建築系及英國(倫敦)城市大學物業系碩士。她本為英國執業建築師，於一九九九年加入本公司，廖女士是廖金輝先生之姊姊。

**陸智聰先生***FCCA, CPA (Practising), MAEB*

五十一歲，財務管理及資訊科技部主管。陸先生為專業會計師，擁有電子商業碩士學位及二十八年以上財務及會計經驗。陸先生於一九九五年加入本公司，現為財務管理部及資訊科技部主管。

**SENIOR MANAGEMENT (CONTINUED)****MS. CAVIOR LIU**

aged 54, Head of Human Resources. Ms. Liu holds a Bachelor degree in Psychology from University of British Columbia. She joined the Company in 2000, in charge of Human Resources & Administration Department. Ms. Liu is a school manager of Liu Po Shan Memorial College. She is the sister of Mr. Liu Kam Fai, Winston.

**MS. YAN YUET LAM, CHARMAINE**

aged 44, Head of China Budget Hotel. Ms. Yan joined the Company in 2007. Ms. Yan was educated in Vancouver, Canada. Before joining the Company, Ms. Yan had worked with various mainland companies at senior management post for leading and handling numerous successful real estate projects including the Shanghai Forest Manor, one of the top residential villa projects in Shanghai. In addition, Ms. Yan has extensive experience in business club operations both in Beijing and Shanghai. Ms. Yan is currently in charge of the Company's budget hotel business.

**MR. PAN SZE YUEN, CECIL**

*MA (Cantab), DipArch (Cantab), RIBA*

aged 55, Head of Project Department. Mr. Pan is a Chartered Architect (UK), holding Master of Arts Degree in Architecture from the University of Cambridge, and has over twenty years of experience as a practicing architect in both UK and Hong Kong. Mr. Pan joined the Company in 2006.

**MR. JAN KWOK WAI, KIM**

*BEng (Civil), CEng, MICE*

aged 50, Head of China Property Development. Mr. Jan joined the Company in 2008. Mr. Jan is a professional engineer with over twenty years of construction and project management experience representing Clients, Consultants and Contractors on both private sector and government funded projects in China, Hong Kong and Macau.

**高級管理人員 (續)****廖鈞慧女士**

五十四歲，人力資源部主管。廖女士擁有 University of British Columbia 心理學學士學位。她於二零零零年加入本公司負責人力資源兼行政部，廖女士是廖寶珊紀念書院之校董，她是廖金輝先生之姊姊。

**甄玥霖女士**

四十四歲，中國經濟型酒店部主管。甄女士於二零零七年加入本公司。甄女士於加拿大溫哥華接受教育。加入本公司前，甄女士曾任職國內管理層職位，負責地產項目包括上海著名豪宅項目「上海西郊莊園」。除此甄女士擁有管理及經營北京及上海兩地的商務會所的經驗。甄女士現負責經濟型酒店經營項目。

**潘思遠先生**

*MA (Cantab), DipArch (Cantab), RIBA*

五十五歲，項目發展部主管。潘先生為英國皇家建築師學會會士，擁有英國劍橋大學建築系碩士，及二十年以上作為英國及香港執業建築師經驗。潘先生於二零零六年加入本公司。

**詹國偉先生**

*BEng (Civil), CEng, MICE*

五十歲，中國物業發展部主管。詹先生於二零零八年加入本公司。詹先生為專業土木工程師並擁有超過二十年以上建築及項目管理之工作經驗，涉及的項目分佈在中國、香港及澳門，曾分別代表發展商、顧問公司及承建商參與私營及政府建設項目。

**SENIOR MANAGEMENT (CONTINUED)****MR. TONG TSE HON**

*BBA (First Class Honor), CFP*

aged 50, Head of Leasing, holding a Bachelor (First Class Honor) Degree in Business Administration and a Certified Financial Planner conferred by the Institute of Financial Planners of Hong Kong. Mr. Tong joined the Company in 2004.

**MS. HUNG SHUK YEE**

aged 54, Head of Property and Facilities Management. Ms. Hung holds a Master Degree in Business Administration of the University of Hull. She has over twenty years of experience in general administration, procurement and facilities management in the banking sector. Ms. Hung joined the company in 2016 and is in charge of the Property and Facilities Management Department.

**高級管理人員(續)****唐子漢先生**

*BBA (First Class Honor), CFP*

五十歲，租務部主管。工商管理一級榮譽畢業，香港財務策劃師學會認可財務策劃師資格。唐先生於二零零四年加入本公司。

**洪淑儀女士**

五十四歲，物業及設施管理部主管。洪女士擁有 University of Hull 工商管理學碩士學位，她於銀行業界的行政、採購及設施管理等範疇有超過二十年經驗。洪女士於二零一六年加入本公司負責物業及設施管理部。

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Liu Chong Hing Investment Limited (the "Company") for the year 2019 ("2019 AGM") will be held at 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Thursday, 16 May 2019 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated Financial Statements together with Reports of the Directors and of the Auditor of the Company for the year ended 31 December 2018.
2. To approve the payment of the final cash dividend of HK\$0.48 per share for the year ended 31 December 2018 ("2018 Final Dividend").
3. To re-elect (a) Mr. Liu Lit Chi, (b) Dr. Liu Lit Chung, (c) Mr. Au Kam Yuen, Arthur and (d) Dr. Ma Hung Ming, John as directors of the Company, and to fix the directors' remuneration for the year ending 31 December 2019.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without modifications the following ordinary resolutions:

### ORDINARY RESOLUTIONS 普通決議案

5. "THAT:
  - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to Buy-back shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

**茲通告**廖創興企業有限公司(「本公司」)謹訂於二零一九年五月十六日(星期四)上午十一時正假座香港德輔道中二十四號創興銀行中心二十七樓舉行二零一九年度股東周年大會(「二零一九年股東周年大會」)，討論下列議案：

1. 省覽並採納本公司截至二零一八年十二月三十一日止年度經審核之綜合財務報表及董事會與核數師報告。
2. 批准派發截至二零一八年十二月三十一日止年度之末期現金股息每股港幣0.48元。
3. 重選本公司董事(a)廖烈智先生；(b)廖烈忠醫生；(c)區錦源先生；(d)馬鴻銘博士；及釐定截至二零一九年十二月三十一日止年度之董事酬金。
4. 再度聘任德勤•關黃陳方會計師行為本公司核數師及授權董事會釐定其酬金。

並作為特別事項，酌情考慮通過(不論有否修訂)下列普通決議案：

5. 「動議：
  - (a) 在下文(b)段之規限下，一般性及無條件批准本公司之董事於有關期間(定義見下文)行使本公司之一切權力在香港聯合交易所有限公司(「聯交所」)或本公司股份上市所在，並獲香港證券及期貨事務監察委員會與聯交所就此認可之任何其他證券交易所回購本公司股本，惟上述回購事項須按照一切適用法例及聯交所或任何其他證券交易所之證券上市規則(不時修訂)及在其規限下進行；

(b) the aggregate number of shares of the Company which the Company is authorised to buy back pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT:**

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) 本公司依據上文(a)段之批准獲授權回購之本公司股份總數目不得超過於本決議案獲通過之日本公司已發行股份總數目之10%，而上述批准須受相應限制；及

(c) 就本決議案而言，

「有關期間」指本決議案獲通過之日起至下列最早日期止之期間：

- (i) 本公司下屆股東周年大會結束時；
- (ii) 按照香港法例第622章公司條例或本公司之公司組織章程細則規定，本公司下屆股東周年大會須予舉行期限屆滿之日；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷、更新或修訂本決議案所載列之授權之日。」

6. **「動議：**

(a) 在下文(c)段之規限下，一般性及無條件批准本公司之董事於有關期間(定義見下文)行使本公司之一切權力以配發、發行及處置本公司資本中之額外股份，以及作出或授予將會或可能須行使該等權力之建議、協議及期權(包括債券、認股權證、公司債券、票據及任何賦有權利可認購或可兌換為本公司股份之證券)；



- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any rights of subscription or conversion under any warrants, bonds, debentures, notes and any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; (iii) an issue of shares of the Company upon the exercise of the subscription rights attaching to any options granted under any share option scheme adopted by the Company; (iv) an issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company from time to time; or (v) specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate number of issued shares of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
- (b) 上文(a)段之批准將授權本公司之董事於有關期間(定義見下文)作出或授予將會或可能須於有關期間完結後行使該等權力之建議、協議及期權(包括債券、認股權證、公司債券、票據及任何賦有權利可認購或可兌換為本公司股份之證券);
- (c) 本公司之董事依據上文(a)段之批准配發或有條件或無條件同意配發(不論依據期權或其他)及發行之股份總數目,除依據(i)配售新股(定義見下文);(ii)行使根據本公司任何現有認股權證、債券、公司債券、票據及任何附有可認購或可兌換為本公司股份之權利之證券;(iii)本公司採納之任何股份期權計劃所授出之期權所附認購權獲行使時而發行之本公司股份;或(iv)按照本公司不時生效之公司組織章程細則,發行股份以股代息或配發股份以代替本公司股份獲派之全數或部份股息的類似安排;或(v)本公司股東於股東大會授出特定授權外,不得超過於本決議案獲通過當日之本公司已發行股份總數目之20%,而上述批准須受相應限制;及
- (d) 就本決議案而言,「有關期間」指本決議案獲通過之日起至下列最早日期止之期間:
- (i) 本公司下屆股東周年大會結束時;或

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the date on which the authority set out in this resolution is revoked, renewed or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares or any class of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

7. “**THAT** conditional upon Ordinary Resolutions Nos. 5 and 6 set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting, provided that such extended amount of shares so bought back shall not exceed 10% of the aggregate number of issued shares of the Company at the date of passing of this resolution.”

- (ii) 按照香港法例第622章公司條例或本公司之公司組織章程細則規定，本公司下屆股東周年大會須予舉行期限屆滿之日；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷、更新或修訂本決議案所載列之授權之日；及

「配售新股」指本公司之董事於指定期間向於指定記錄日期名列本公司股東名冊之本公司股份或任何類別股份之持有人，按彼等於該日之持股比例提呈發售股份（惟本公司之董事可就零碎股份或經考慮適用於本公司之任何司法管轄區法例之任何限制或責任或任何認可監管機構或任何證券交易所之規定後，作出彼等認為必需或適當之取消權利行動或另作安排）。

7. 「**動議**待本大會通告所載第5及6項普通決議案獲通過後，擴大本公司董事獲授予本大會通告所載根據第6項普通決議案可行使本公司權力以配發、發行並處置股份之一般授權，在其上另加相當於本公司根據本大會通告所載第5項普通決議案授予之授權可回購本公司之股份數目，惟該加上之回購股份數目不得超過本公司於本決議案通過日期已發行股份總數之10%。」

## 8. To transact any other business.

By Order of the Board

**Liu Chong Hing Investment Limited****Liu Lit Chi**

Chairman

Hong Kong, 9 April 2019

Notes:

- A member of the Company entitled to attend and vote at the 2019 AGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
  - To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
  - Record dates of entitlements of the Members:
    - For the purpose of determining shareholders who are entitled to attend and vote at the 2019 AGM to be held on Thursday, 16 May 2019, whose name should be recorded in the Company's shareholders book on Thursday, 16 May 2019. The Register of Members of the Company will be closed from Friday, 10 May 2019 to Thursday, 16 May 2019, both days inclusive. In order to qualify for attending and voting at the 2019 AGM, all share certificates with completed transfer forms either overleaf or separately must be lodged with the Company's Share Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 9 May 2019.
    - For the purpose of determining shareholders who qualify for the 2018 Final Dividend, whose name should be recorded in the Company's shareholders book on Friday, 24 May 2019. The Register of Members of the Company will be closed from Wednesday, 22 May 2019 to Friday, 24 May 2019, both days inclusive. In order to qualify for the final dividend, all share certificates with completed transfer forms either overleaf or separately must be lodged for registration with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May 2019.
  - The registration for attending the above meeting will start at 10:30 am on 16 May 2019.
  - The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
  - If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 am on the date of the meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the Company website ([www.lchi.com.hk](http://www.lchi.com.hk)) and HKEXnews website ([www.hkxnews.hk](http://www.hkxnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting.
- The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.
- A circular containing further information on the proposals regarding the (i) re-election of Directors and (ii) general mandates for the buy back and issue of shares will be sent to shareholders today along with the Company's 2018 Annual Report.
  - As at the date hereof, the Board of Directors of the Company comprises Executive Directors: Mr. Liu Lit Chi (Chairman, Managing Director and Chief Executive Officer), Mr. Liu Kam Fai, Winston (Deputy Managing Director), Mr. Liu Kwun Shing, Christopher (also alternate director to Dr. Liu Lit Chung) and Mr. Lee Wai Hung; Non-executive Directors: Dr. Liu Lit Chung and Mr. Kho Eng Tjoan, Christopher; and Independent Non-executive Directors: Dr. Cheng Mo Chi, Moses, Mr. Au Kam Yuen, Arthur, Dr. Ma Hung Ming, John, Mr. Cheng Yuk Wo and Mr. Tong Tsun Sum, Eric.

## 8. 處理其他事項。

承董事會命

**廖創興企業有限公司****廖烈智**

主席

香港，二零一九年四月九日

附註：

- 凡有權出席二零一九年股東周年大會並於會上投票之本公司股東可委派另一人士作為其代表代其出席及投票。持有兩股或以上股份之股東可委任多於一名代表同時出席大會。受委派之代表毋須為本公司股東。
  - 代表委任書連同代表委任書據之簽署的授權書或其他授權文件(如有)或經公證人核證之該等授權書或授權文件之副本須不遲於大會或其續會舉行前四十八小時送達本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東一八三號合和中心十七樓，方為有效。
  - 確定股東權利之記錄日期：
    - 為確定合資格出席在二零一九年五月十六日(星期四)舉行之二零一九年股東周年大會並於會上投票之股東，其名字須列於二零一九年五月十六日(星期四)之股東名冊內，本公司將由二零一九年五月十日(星期五)至二零一九年五月十六日(星期四)(包括首尾兩天)暫停辦理股份過戶登記手續。股東為確保有權出席二零一九年股東周年大會並於會上投票，請將所有股票連同已填妥背面或另頁之過戶表格，最遲須於二零一九年五月九日(星期四)下午四時三十分前送達本公司股份過戶登記處：香港中央證券登記有限公司，地址為香港皇后大道東一八三號合和中心十七樓一七一一至一七一六號舖，辦理過戶登記手續。
    - 為確定合資格享有二零一八年末期股息之股東，其名字須列於二零一九年五月二十四日(星期五)之本公司股東名冊內，本公司將於二零一九年五月二十二日(星期三)至二零一九年五月二十四日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。股東為確保符合資格獲派末期股息，請將所有股票連同已填妥背面或另頁之過戶表格，最遲須於二零一九年五月二十一日(星期二)下午四時三十分前送達本公司股份過戶登記處：香港中央證券登記有限公司，地址為香港皇后大道東一八三號合和中心十七樓一七一一至一七一六號舖，辦理過戶登記手續。
  - 上述大會將於二零一九年五月十六日上午十時三十分開始進行登記。
  - 本通告的中文版為譯本僅供參考，如有任何抵觸，概以英文版為準。
  - 若會議當日上午八時或之後任何時間懸掛八號或以上颱風信號又或黑色暴雨警告信號生效，會議將延期舉行或休會後再舉行續會。本公司將於本公司網站([www.lchi.com.hk](http://www.lchi.com.hk))及香港交易所披露易網站([www.hkxnews.hk](http://www.hkxnews.hk))上載公告，通知股東重新安排的會議日期、時間及地點。
- 在黃色或紅色暴雨警告信號生效期間，會議將會如期舉行。於惡劣天氣情況下，股東應因應自身情況自行決定是否出席會議。
- 載有關於(i)重選董事及(ii)有關回購及發行股份之一般性授權之各項建議進一步詳情的通函，將於今天連同本公司二零一八年年報一併發送股東。
  - 於本公佈日期，本公司之董事會成員包括執行董事：廖烈智先生(主席、董事總經理兼行政總裁)、廖金輝先生(副董事總經理)、廖坤城先生(亦為廖烈忠醫生之替代董事)及李偉雄先生；非執行董事：廖烈忠醫生及許樂泉先生；及獨立非執行董事：鄭慕智博士、區錦源先生、馬鴻銘博士、鄭毓和先生及唐晉森先生。

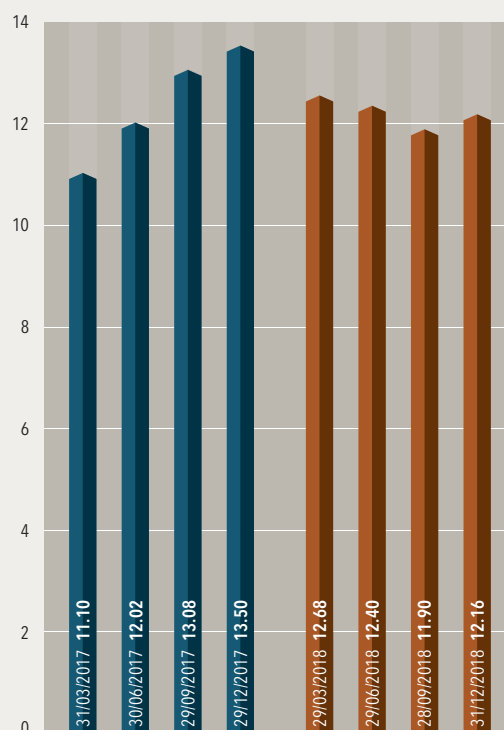
# MARKET PRICE MOVEMENT AND MARKET CAPITALIZATION CHART

## 市價走勢及市值圖表

Last Trading Date of Each Month 每月最後交易日	Closing Price per Share 每股收市價 (HK\$ 港幣)	Market Capitalization 市值 (HK\$ in million 港幣百萬元)
27/1/2017	10.76	4,074
28/2/2017	11.18	4,233
31/3/2017	11.10	4,202
28/4/2017	12.28	4,649
31/5/2017	12.08	4,573
30/6/2017	12.02	4,551
31/7/2017	12.92	4,891
31/8/2017	12.78	4,838
29/9/2017	13.08	4,952
31/10/2017	13.40	5,073
30/11/2017	13.52	5,118
29/12/2017	13.50	5,111
31/1/2018	13.40	5,073
28/2/2018	12.88	4,876
29/3/2018	12.68	4,800
30/4/2018	12.66	4,793
31/5/2018	12.60	4,770
29/6/2018	12.40	4,694
31/7/2018	12.40	4,694
31/8/2018	11.88	4,498
28/9/2018	11.90	4,505
31/10/2018	11.32	4,286
30/11/2018	11.74	4,445
31/12/2018	12.16	4,604

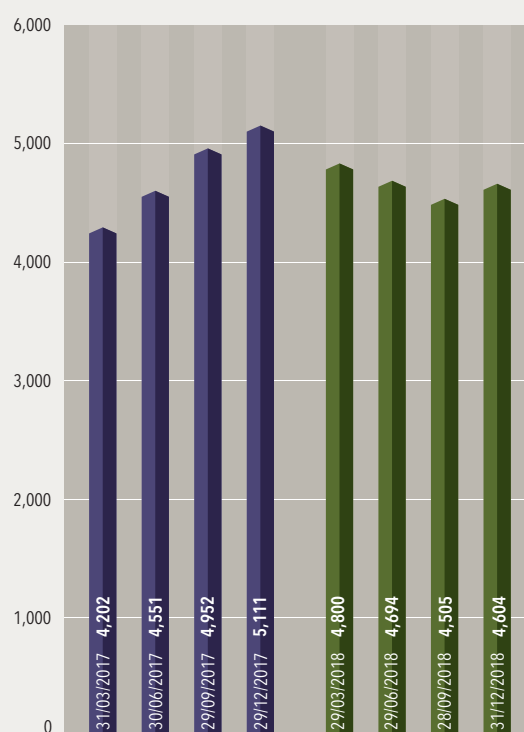
### Closing Price per Share 每股收市價

March 2017 to December 2018  
二零一七年三月至二零一八年十二月  
HK\$ 港幣



### Market Capitalization 市值

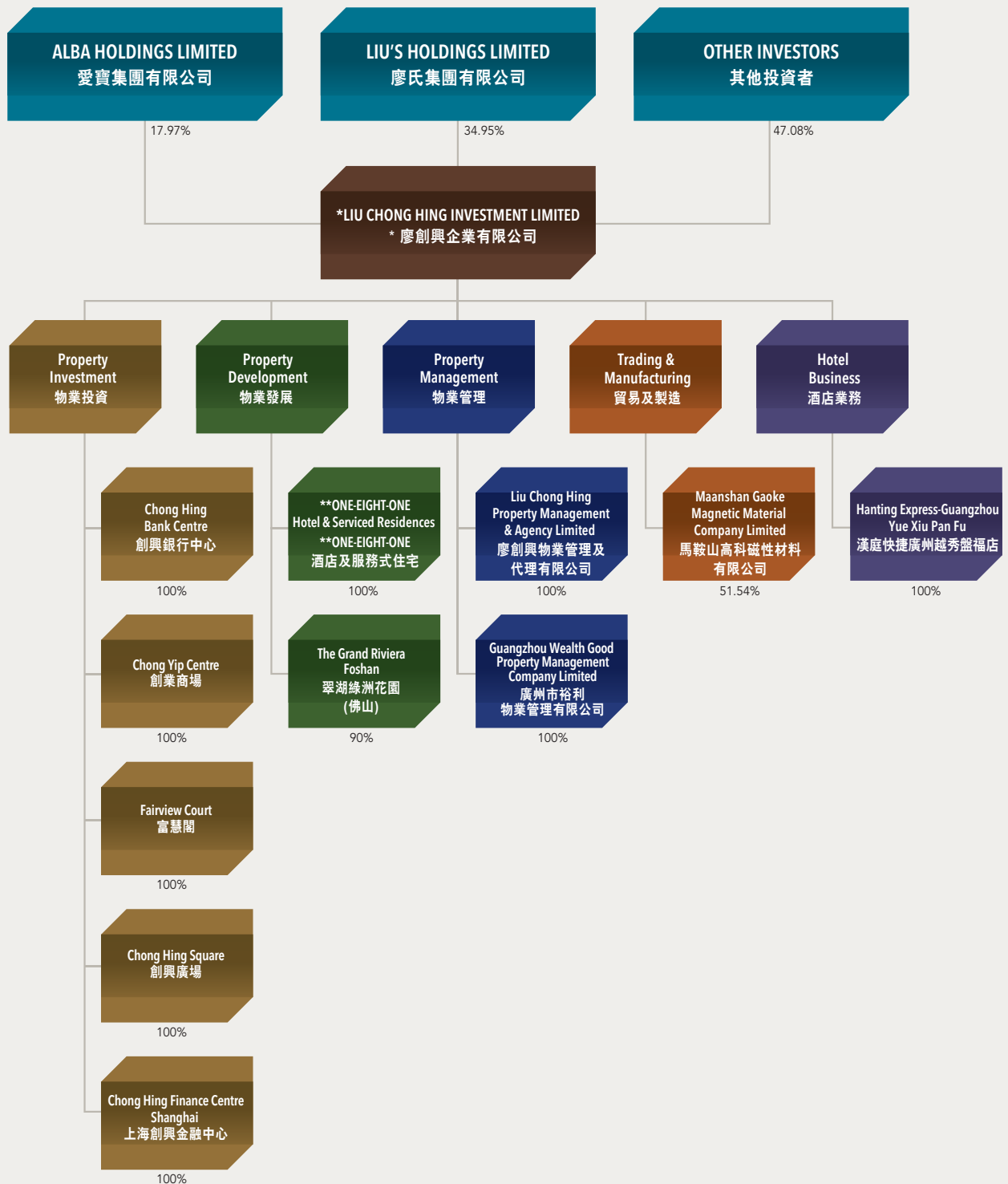
March 2017 to December 2018  
二零一七年三月至二零一八年十二月  
HK\$ in Million 港幣百萬元



NOTE: Closing price (HK\$) are extracted from the web site of The Stock Exchange of Hong Kong Limited. (Stock code: 00194)  
附註：港元收市價乃摘自香港聯合交易所有限公司網站。(股份代號：00194)

# LIU CHONG HING GROUP SIMPLIFIED CORPORATE STRUCTURE CHART 廖創興集團簡化架構圖

As at 31 December 2018 於二零一八年十二月三十一日止年度



\* Listed on The Stock Exchange of Hong Kong Limited  
\* 其股票在香港聯合交易所有限公司上市  
\*\* Formerly known as Western Harbour Centre  
\*\* 前稱滙港中心

# SCHEDULE OF MAJOR PROPERTIES HELD BY THE GROUP

## 本集團主要物業表

As at 31 December 2018 於二零一八年十二月三十一日

Description 概述	Interest in the property attributable to the Group 本集團應佔之 物業權益	Approximate site area (sq. ft.) 概約地盤面積 (平方呎)	Total gross floor area (sq. ft.) 總建築樓面面積 (平方呎)	Existing use 現時用途
<i>Investment properties</i> 投資物業				
<i>Hong Kong:</i> 香港：				
1. Chong Hing Bank Centre 24 Des Voeux Road Central 創興銀行中心 德輔道中24號	100%	7,100	110,000	0
2. Chong Yip Centre 402-404 Des Voeux Road West 創業商場 德輔道西402-404號	100%	32,400	54,000	C/P
3. Fairview Court 94 Repulse Bay Road 富慧閣 淺水灣道94號	100%	30,000	26,000	R/P
4. The Westwood 8 Belcher's Street 西寶城 卑路乍街8號	10%	-	221,900	C/P
			411,900	
<i>Kowloon and New Territories:</i> 九龍及新界：				
5. Chong Hing Square 601 Nathan Road, Mongkok 創興廣場 旺角彌敦道601號	100%	12,300	182,000	C
6. Bonsun Industrial Building 364-366 Sha Tsui Road, Tsuen Wan 萬象工業大廈 荃灣沙咀道364-366號	100%	18,000	8,200	I/P
7. Chatham Place 388 Chatham Road North, Hung Hom 昇御商場 紅磡漆咸道北388號	10%	-	61,000	C/P
			251,200	

Description	Interest in the property attributable to the Group 本集團應佔之物業權益	Approximate site area (sq. ft.) 概約地盤面積 (平方呎)	Total gross floor area (sq. ft.) 總建築樓面面積 (平方呎)	Existing use 現時用途
<i>Investment properties</i> 投資物業				
<i>People's Republic of China:</i> 中華人民共和國：				
8. Chong Hing Finance Center No. 288 Nanjing Road West Huang Pu District Shanghai 創興金融中心 上海 黃浦區 南京西路288號	100%	55,000	103,000 413,000 180,000	C O P
9. The Grand Riviera West of Luocun Luocun Social Management Office Shishan Town Nanhai District Foshan 翠湖綠洲花園 佛山市 南海區 獅山鎮羅村社會管理處 城西區地段	90%	-	110,000 73,000	C S
			879,000	

# SCHEDULE OF MAJOR PROPERTIES HELD BY THE GROUP

## 本集團主要物業表

As at 31 December 2018 於二零一八年十二月三十一日

Description 概述	Interest in the property attributable to the Group 本集團應佔之 物業權益	Approximate site area (sq. ft.) 概約地盤面積 (平方呎)	Total gross floor area (sq. ft.) 總建築樓面面積 (平方呎)	Existing use 現時用途
<i>Investment properties</i> 投資物業				
<i>Japan:</i> 日本：				
10. Higashi Matsuyama Logistics Centre 296-1, 294-1, 301-2, 301-1, 300-1, 299-1, 302-1, 295-1, Oaza Shingo, Higashi Matsuyama-shi, Saitama Prefecture 東松山物流中心 埼玉縣東松山市Oaza Shingo, 296-1、294-1、301-2、301-1、300-1、299-1、302-1、295-1	50%	102,800	193,600	W
11. Kakegawa Logistics Centre 102, Shobugaike, Kakewawa-shi, Shizuoka Prefecture 掛川物流中心 靜岡縣掛川市 Shobugaike 102號	50%	509,000	457,000	W
12. Hadano Logistics Centre 548-1, Aza Haihata, Soya, Hadano-Shi, Kanagawa Prefecture 秦野物流中心 神奈川縣秦野市Soya, Aza Haihata, 548-1	50%	53,700	104,000	W
			754,600	
<i>Australia</i> 澳洲				
13. 589-599 Torrens Road, St Clair, South Australia	50%	319,800	161,600	I
			2,458,300	



Description	Interest in the property attributable to the Group 本集團應佔之物業權益	Approximate site area (sq. ft.) 概約地盤面積 (平方呎)	Total gross floor area (sq. ft.) 總建築樓面面積 (平方呎)	Existing use 現時用途	Status 工程進度
<i>Properties under development</i> 發展中物業					
<i>Hong Kong:</i> 香港：					
14. ONE-EIGHT-ONE Hotel & Serviced Residences 181-183 Connaught Road West ONE-EIGHT-ONE酒店及服務式住宅 干諾道西181-183號	100%	10,800	162,000	H	Construction in progress 施工進行中
15. Various Lots in D.D. 29 Ting Kok Road, Tai Po 大埔汀角路 29號地段	100%	262,000	n/a 不適用	n/a 不適用	Planning 計劃中
			162,000		
C=Commercial 商業    H=Hotel 酒店    I=Industrial 工業    P=Car Park 車位    R=Residential 住宅    O=Office 寫字樓 S=Clubhouse and recreational facilities 會所及康樂設施    W=Warehouse 貨倉					

**FINANCIAL CALENDAR** As at 7 March 2019

財務日誌於二零一九年三月七日

**RESULTS ANNOUNCEMENT**

**業績公佈**

Interim Results for six-month ended 30 June 2018 截至二零一八年六月三十日止 六個月之中期業績	:	Announced on 8 August 2018 已於二零一八年八月八日公佈
Annual Results for year ended 31 December 2018 截至二零一八年十二月三十一日止 年度之全年業績	:	Announced on 7 March 2019 已於二零一九年三月七日公佈

**SHAREHOLDERS' MEETING**

**股東大會**

Annual General Meeting 股東周年大會	:	To be held on 16 May 2019 將於二零一九年五月十六日舉行
Latest time to lodge transfer forms 遞交過戶文件最後期限	:	4:30 pm on 9 May 2019 二零一九年五月九日下午四時三十分
Closure of Register of Members (for purpose of ascertaining entitlements to attend and vote at the 2019 Annual General Meeting) 暫停辦理股份過戶登記手續 (確定有權出席二零一九年 股東周年大會及投票)	:	From 10 May 2019 to 16 May 2019 (both days inclusive) 二零一九年五月十日至二零一九年五月十六日 (首尾兩天包括在內)

**CASH DIVIDENDS****現金股息**

Interim cash dividend 中期現金股息	:	HK\$0.22 per share 每股港幣0.22元
Paid on 支付日期	:	14 September 2018 二零一八年九月十四日
Proposed final cash dividend 擬派末期現金股息	:	HK\$0.48 per Share 每股港幣0.48元
Payable on 支付日期	:	4 June 2019 二零一九年六月四日
Ex-dividend date of final dividend 末期股息除息日	:	20 May 2018 二零一八年五月二十日
Latest time to lodge transfer forms 遞交過戶文件最後期限	:	4:30 pm on 21 May 2019 二零一九年五月二十一日下午四時三十分
Closure of Register of Members (for purpose of ascertaining entitlements to receive the final dividend) 暫停辦理股份過戶登記手續 (確定有權收取末期股息)	:	From 22 May 2019 to 24 May 2019 (both days inclusive)  二零一九年五月二十二日至二零一九年五月二十四日 (首尾兩天包括在內)

Share Registrars and transfer office	:	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong
股份登記及轉名處		香港中央證券登記有限公司 香港灣仔皇后大道東一八三號 合和中心十七樓一七一二至一七一六號舖
Share listing	:	The Company's shares are listed on The Stock Exchange of Hong Kong Limited
股票掛牌		本公司股票於香港聯合交易所有限公司 掛牌買賣
Stock Code	:	00194
股份代號		00194
Board lot	:	2,000 shares
買賣單位		2,000 股
No. of issued ordinary share	:	378,583,440 shares
已發行普通股股份數目		378,583,440 股
Company's e-mail address	:	info@lchi.com.hk
公司電郵地址		info@lchi.com.hk
Investors and Shareholders contact	:	Attention: Mr. Lee Wai Hung/Ms. Hilda Chan 23rd Floor, Chong Hing Bank Centre 24 Des Voeux Road Central, Hong Kong Tel: (852) 2983 7779 Fax: (852) 2983 7723 Website: <a href="http://www.lchi.com.hk">http://www.lchi.com.hk</a>
投資者及股東聯絡		致：李偉雄先生／陳曉瑩小姐 香港德輔道中二十四號創興銀行中心二十三樓 電話：(852) 2983 7779 傳真：(852) 2983 7723 網頁：http://www.lchi.com.hk

## FINANCIAL REPORT 財務報表

<b>126</b>	Independent Auditor's Report	獨立核數師報告書
<b>134</b>	Consolidated Statement of Profit or Loss	綜合損益表
<b>135</b>	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及 其他全面收益表
<b>136</b>	Consolidated Statement of Financial Position	綜合財務狀況表
<b>138</b>	Consolidated Statement of Changes in Equity	綜合權益變動表
<b>142</b>	Consolidated Statement of Cash Flows	綜合現金流量表
<b>144</b>	Notes to the Consolidated Financial Statements	綜合財務報表附註



**TO THE MEMBERS OF LIU CHONG HING  
INVESTMENT LIMITED**

*(incorporated in Hong Kong with limited liability)*

**OPINION**

We have audited the consolidated financial statements of Liu Chong Hing Investment Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 134 to 256, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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.

**致廖創興企業有限公司股東**

*(於香港註冊成立之有限公司)*

**意見**

本核數師(以下簡稱「我們」)已審計列載於第134至256頁的廖創興企業有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了 貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) 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 INVESTMENT PROPERTIES

We identified the valuation of investment properties as a key audit matter as they represented 60% of the Group’s total assets, combined with the judgements associated with determining the fair value. As disclosed in note 14 to the consolidated financial statements, the investment properties are located in Hong Kong and the People’s Republic of China (the “PRC”). The carrying amounts of investment properties amounted to HK\$8,701,400,000 as at 31 December 2018 and a gain on changes in fair value of HK\$436,055,000 was recorded in the profit for the year then ended.

## 意見的基礎

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

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

## 投資物業估值

我們識別投資物業估值為關鍵審計事項，乃由於其佔 貴集團總資產60%，連同與釐定公平價值有關的判斷。誠如綜合財務報表附註14所披露，投資物業位於香港及中華人民共和國(以下簡稱「中國」)。投資物業於二零一八年十二月三十一日的賬面值為港幣8,701,400,000元，而截至該日止年度的收益計入港幣436,055,000元的公平價值變動收益。

As set out in note 4 to the consolidated financial statements, the Group's investment properties are stated at fair value based on the valuations performed by an independent qualified professional valuer ("Valuer"). Details of the valuation techniques and key inputs used in the valuations are disclosed in note 14 to the consolidated financial statements. The valuations have been arrived at using direct comparison method and income capitalisation method, which are dependent on certain key inputs and assumptions in respect of prevailing market conditions such as unit sale rate, reversion yield and monthly market rent.

#### HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

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

- Evaluating the competence, capabilities and objectivity of the Valuer;
- Obtaining an understanding of the valuation process and significant assumptions to assess if the adopted approach is appropriate for the respective properties;
- Evaluating the appropriateness of the valuation methods used based on our knowledge of the property markets in Hong Kong and the PRC; and
- Assessing the reasonableness of the key inputs, including unit sale rate, reversion yield and monthly market rent by comparing these estimates to entity-specific information and market data based on our knowledge of the property markets.

#### VALUATION OF PROPERTIES HELD FOR SALE

We identified the valuation of properties held for sale as a key audit matter due to the judgements associated with determining the net realisable value of the properties held for sale. The carrying amount of properties held for sale situated in the PRC is HK\$848,993,000 as at 31 December 2018 and an impairment loss of HK\$74,703,000 was recognised during the year ended 31 December 2018.

誠如綜合財務報表附註4所載，本集團的投資物業乃按獨立合資格專業估值師（以下簡稱「估值師」）所評估的公平價值列賬。所使用的估值技術和主要輸入變數詳情載於綜合財務報表附註14。估值乃採用直接比較法及收益資本化法計算，其取決於現行市場條件的若干主要輸入變數及假設，例如單位銷售利率，租期後的回報率及每月市值租金。

#### 我們的審計如何對關鍵審計事項進行處理

有關我們對投資物業估值的程序包括以下各項：

- 估值師的工作能力、才能及客觀性；
- 理解估值過程及重大假設，以評估該等方法是否適合於相關的物業；
- 根據我們對香港及中國物業市場的知識，評估所用估算方法的合適程度；及
- 根據我們對物業市場的知識，透過將該等估算與實體特定的信息及市場數據作比較評估所應用關鍵輸入的合理性，包括單位銷售價格、租期後的回報率及每月市場租金。

#### 待出售物業的估值

確認為待出售物業的估值為關鍵審計事項，取決於對待出售物業相關可變現淨值的判斷，於二零一八年十二月三十一日，位於中國之待出售物業之賬面值港幣848,993,000元，及港幣74,703,000元減值虧損於二零一八年十二月三十一日止年度內損益賬確認。



As set out in note 4 to the consolidated financial statements, the future selling prices are estimated by reference to the recent selling prices of similar properties in the same project or relevant locations. The management also estimated the future selling expenses by reference to the actual selling expenses of the Group's completed projects, adjusted by certain current market data.

### HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER

Our procedures in relation to the valuation of the properties held for sale included:

- Assessing the appropriateness of the estimated future selling prices of the properties held for sale, on a sample basis, by comparing them to recent transaction prices of similar properties in the same project or relevant locations, based on our knowledge of the property markets in the PRC; and
- Comparing the estimated future selling price of properties held for sale, on a sample basis, to the actual selling price of properties sold subsequent to the end of the reporting period to evaluate the reasonableness of the management's estimation.

### OTHER INFORMATION

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

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

誠如綜合財務報表附註4所載，未來銷售價格乃參照類似物業在同一項目或相關地點的近期售價估算。管理層亦參考 貴集團已完成項目的實際銷售開支，並根據若干現時市場數據作出調整，以估計未來銷售開支。

### 我們的審計如何對關鍵審計事項進行處理

有關我們對待出售物業估值的程序包括以下各項：

- 基於我們對中國房地產市場的了解，通過比較類似物業在同一項目或相關地點的近期交易價格，而適當評估待出售物業的預計未來售價；和
- 將待出售物業的估計未來售價（以抽樣為基準）與報告期末後出售的物業的實際售價進行比較，以評估管理層估計的合理性。

### 其他信息

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

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

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

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

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

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎有重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

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

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

治理層負責監督貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

## 核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照香港《公司條例》第405條的規定僅向全體成員出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

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

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

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

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

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

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

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
7 March 2019

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

出具本獨立核數師報告的審計項目合夥人是施安達。

**德勤•關黃陳方會計師行**  
*執業會計師*

香港  
二零一九年三月七日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		NOTES 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Revenue	收益	5		
Goods and services	貨品及服務		1,394,016	1,793,003
Rental income	租金收入		355,739	365,611
Interest and dividend income	利息及股息收入		86,470	56,737
			<b>1,836,225</b>	2,215,351
Direct costs	直接成本		(878,151)	(1,290,323)
			<b>958,074</b>	925,028
Other income	其他收入		21,411	8,506
Administrative and operating expenses	行政及營運開支		(203,725)	(217,886)
Other gains and losses	其他收益及虧損	7	407,618	278,911
Finance costs	財務成本	8	(19,122)	(26,658)
Share of results of joint ventures	所佔合營企業業績		61,752	1,645
Profit before tax	除稅前溢利		<b>1,226,008</b>	969,546
Income tax expense	所得稅支出	9	(178,086)	(195,730)
Profit for the year	本年度溢利	10	<b>1,047,922</b>	773,816
Profit for the year attributable to:	本年度溢利分配於：			
Owners of the Company	本公司股東		1,014,267	744,888
Non-controlling interests	非控股股東權益		33,655	28,928
			<b>1,047,922</b>	773,816
Basic earnings per share	每股基本盈利	13	<b>HK\$港幣2.68</b>	HK\$港幣1.97

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit for the year	本年度溢利	1,047,922	773,816
Other comprehensive (expense) income	其他全面(支出)收益		
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益賬之項目:</i>		
Fair value losses on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")	按公平價值計入其他全面收益之權益工具公平價值虧損	(59,362)	-
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益賬之項目:</i>		
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額	(187,453)	246,044
Share of other comprehensive expense of joint ventures	所佔合營企業其他全面支出	(6)	-
Fair value gains on available-for-sale investments	可供出售投資之公平價值收益	-	37,939
Investment revaluation reserve reclassified to profit or loss in relation to impairment loss on available-for-sale investments	因可供出售投資減值虧損導致重新分類到損益賬之投資重估儲備	-	39,860
Other comprehensive (expense) income for the year (net of tax)	本年度其他全面(支出)收益(除稅後)	(246,821)	323,843
Total comprehensive income for the year	本年度全面收益總額	801,101	1,097,659
Total comprehensive income attributable to:	全面收益總額分配於:		
Owners of the Company	本公司股東	775,377	1,057,499
Non-controlling interests	非控股股東權益	25,724	40,160
		801,101	1,097,659

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		NOTES 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	14	8,701,400	8,392,900
Property, plant and equipment	物業、廠房及設備	15	124,079	125,804
Properties under development	發展中物業	15	1,244,922	1,207,006
Interests in joint ventures	合營企業權益	17	292,987	192,210
Investments in securities	證券投資	18	584,607	690,486
Long-term loan receivables	長期應收借款	20	-	4,763
Deferred tax assets	遞延稅項資產	27	31,469	3,850
			<b>10,979,464</b>	<b>10,617,019</b>
<b>Current assets</b>	<b>流動資產</b>			
Properties under development for sale	待出售發展中物業	16	-	659,998
Properties held for sale	待出售物業	16	860,707	555,975
Inventories	存貨	19	29,900	26,949
Trade and other receivables	貿易及其他應收賬款	20	88,667	115,285
Contract costs	合約成本	21	20,305	-
Investments in securities	證券投資	18	22,563	16,793
Derivative financial instruments	金融衍生工具	26	-	26
Taxation recoverable	可收回稅款		33,458	20,706
Fixed bank deposits with more than three months to maturity when raised	存入三個月後到期之定期銀行存款	22	18,347	359,796
Bank balances and cash	銀行存款及現金	22	2,460,110	2,162,588
			<b>3,534,057</b>	<b>3,918,116</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	23	244,799	1,001,766
Contract liabilities	合約負債	24	539,128	-
Derivative financial instruments	金融衍生工具	26	218	-
Taxation payable	應付稅款		137,713	100,005
Borrowings – due within one year	借款 – 於一年內到期	25	867,818	383,655
			<b>1,789,676</b>	<b>1,485,426</b>
Net current assets	流動資產淨額		<b>1,744,381</b>	<b>2,432,690</b>
Total assets less current liabilities	總資產減流動負債		<b>12,723,845</b>	<b>13,049,709</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Rental deposits from tenants	向租戶收取之租賃按金		56,105	98,597
Borrowings – due after one year	借款 – 於一年後到期	25	-	864,345
Derivative financial instruments	金融衍生工具	26	7,252	790
Deferred tax liabilities	遞延稅項負債	27	263,420	247,102
			<b>326,777</b>	<b>1,210,834</b>
			<b>12,397,068</b>	<b>11,838,875</b>



		NOTE 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>Equity</b>	<b>股權</b>			
Share capital	股本	28	381,535	381,535
Reserves	儲備		11,951,238	11,418,154
Equity attributable to:	股權分配於：			
Owners of the Company	本公司股東		12,332,773	11,799,689
Non-controlling interests	非控股股東權益		64,295	39,186
<b>Total equity</b>	<b>股權總額</b>		<b>12,397,068</b>	<b>11,838,875</b>

The consolidated financial statements on pages 134 to 256 were approved and authorised for issue by the Board of Directors on 7 March 2019 and are signed on its behalf by:

載於第 134 至 256 頁之綜合財務報表已於二零一九年三月七日獲董事會批准及授權發行，並由下列人士代表簽署：

**MR. LIU LIT CHI**

廖烈智先生

CHAIRMAN, MANAGING DIRECTOR AND

CHIEF EXECUTIVE OFFICER

主席、董事總經理兼行政總裁

**MR. CHENG YUK WO**

鄭毓和先生

CHAIRMAN OF AUDIT COMMITTEE

審核委員會主席

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

At 1 January 2017	於二零一七年一月一日
Profit for the year	本年度溢利
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額
Fair value gains on available-for-sale investments	可供出售投資之公平價值收益
Investment revaluation reserve reclassified to profit or loss in relation to impairment loss on available-for-sale investments	因可供出售投資減值虧損導致重新分類到損益賬之投資重估儲備
Other comprehensive income for the year	本年度其他全面收益
Total comprehensive income for the year	本年度全面收益總額
Dividends recognised as distribution (note 12)	已確認為分派之股息（附註12）
At 31 December 2017	於二零一七年十二月三十一日

## Attributable to owners of the Company

## 本公司股東應佔

Share capital	Special reserve	Property revaluation reserve	Investment revaluation reserve	Exchange reserve	Accumulated profits	Total	Non-controlling interests	Total
股本	特殊儲備	物業重估儲備	投資重估儲備	匯兌儲備	累積溢利	總計	非控股股東權益	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	(note a)	(note b)						
	(附註 a)	(附註 b)						
381,535	13,915	2,956,817	46,134	104,919	7,420,590	10,923,910	(974)	10,922,936
-	-	-	-	-	744,888	744,888	28,928	773,816
-	-	-	-	234,812	-	234,812	11,232	246,044
-	-	-	37,939	-	-	37,939	-	37,939
-	-	-	39,860	-	-	39,860	-	39,860
-	-	-	77,799	234,812	-	312,611	11,232	323,843
-	-	-	77,799	234,812	744,888	1,057,499	40,160	1,097,659
-	-	-	-	-	(181,720)	(181,720)	-	(181,720)
381,535	13,915	2,956,817	123,933	339,731	7,983,758	11,799,689	39,186	11,838,875

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

At 1 January 2018	於二零一八年一月一日
Adjustments (see note 2)	調整 (見附註2)
At 1 January 2018 (restated)	於二零一八年一月一日 (重列)
Profit for the year	本年度溢利
Exchange differences arising on translation of foreign operations	換算海外業務所產生之匯兌差額
Share of other comprehensive expense of joint ventures	所佔合營企業其他全面支出
Fair value losses on investments in equity instruments at FVTOCI	按公平價值計入其他全面收益之權益工具公平價值虧損
Other comprehensive expense for the year	本年度其他全面支出
Total comprehensive (expense) income for the year	本年度全面 (支出) 收益總額
Investment revaluation reserve reclassified to accumulated profits upon disposal of equity instruments at FVTOCI	因出售按公平價值計入其他全面收益之權益工具導致重新分類到累積溢利之投資重估儲備
Transferred from accumulated profits to statutory surplus reserve	由累積溢利轉至法定盈餘儲備
Dividends recognised as distribution (note 12)	已確認為分派之股息 (附註12)
Dividends to non-controlling interests	支付非控股股東權益股息
At 31 December 2018	於二零一八年十二月三十一日

**Attributable to owners of the Company**  
**本公司股東應佔**

Share capital	Special reserve	Property revaluation reserve	Investment revaluation reserve	Exchange reserve	Statutory surplus reserve	Accumulated profits	Total	Non-controlling interests	Total
股本	特殊儲備	物業重估儲備	投資重估儲備	匯兌儲備	法定盈餘儲備	累積溢利	總計	股東權益	總計
HK\$'000 港幣千元	HK\$'000 港幣千元 (note a) (附註 a)	HK\$'000 港幣千元 (note b) (附註 b)	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元 (note c) (附註 c)	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
381,535	13,915	2,956,817	123,933	339,731	-	7,983,758	11,799,689	39,186	11,838,875
-	-	-	(59,410)	-	-	59,410	-	-	-
381,535	13,915	2,956,817	64,523	339,731	-	8,043,168	11,799,689	39,186	11,838,875
-	-	-	-	-	-	1,014,267	1,014,267	33,655	1,047,922
-	-	-	-	(179,522)	-	-	(179,522)	(7,931)	(187,453)
-	-	-	-	(6)	-	-	(6)	-	(6)
-	-	-	(59,362)	-	-	-	(59,362)	-	(59,362)
-	-	-	(59,362)	(179,528)	-	-	(238,890)	(7,931)	(246,821)
-	-	-	(59,362)	(179,528)	-	1,014,267	775,377	25,724	801,101
-	-	-	(20,667)	-	-	20,667	-	-	-
-	-	-	-	-	29,062	(29,062)	-	-	-
-	-	-	-	-	-	(242,293)	(242,293)	-	(242,293)
-	-	-	-	-	-	-	-	(615)	(615)
381,535	13,915	2,956,817	(15,506)	160,203	29,062	8,806,747	12,332,773	64,295	12,397,068

notes:

- (a) Special reserve represents the difference between the consideration paid and the carrying values of the underlying assets and liabilities attributable to the additional interest in a subsidiary acquired during the years ended 31 December 2004 and 31 December 2012.
- (b) Property revaluation reserve represents the reserve arising from valuation of properties under property, plant and equipment upon transfer to investment properties in previous years.
- (c) The statutory surplus reserve ("SSR") is an appropriation from accumulated profits by subsidiaries of the Company in the People's Republic of China ("PRC"). In accordance with the Company Law of the PRC, the PRC subsidiaries of the Company are required to allocate 10% of their profit after tax to the SSR until such reserve reaches 50% of the registered capital of that subsidiary. The SSR may be converted to increase capital subject to certain restrictions set out in the Company Law of the PRC.

附註：

- (a) 特殊儲備指本集團於截至二零零四年十二月三十一日止年度及截至二零一二年十二月三十一日止年度向一間附屬公司所支付代價與應佔該附屬公司額外權益之相關資產及負債賬面值之差額。
- (b) 物業重估儲備指轉換為投資物業後，估值物業、廠房及設備項下物業所產生的儲備。
- (c) 法定盈餘儲備指從本公司的中國附屬公司的累積溢利的撥款。根據中國公司法，本公司的中國附屬公司須從各自的10%稅後利潤撥款至法定盈餘儲備，直至該儲備達到該子公司註冊資本的50%為止。根據中國公司法某些限制下，法定盈餘儲備可轉為新增資本。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit before tax	除稅前溢利	1,226,008	969,546
Adjustments for:	調整：		
Gain on changes in fair value of investment properties	投資物業公平價值變動收益	(436,055)	(292,070)
Loss (gain) on changes in fair value of financial assets at fair value through profit or loss ("FVTPL")	按公平價值計入損益之金融資產公平價值變動虧損(收益)	1,867	(4,490)
Loss on changes in fair value of derivative financial instruments	衍生金融工具公平價值變動虧損	6,679	764
Dividend income from investments	投資股息收入	(28,398)	(10,936)
Interest income	利息收入	(58,072)	(45,801)
Share of results of joint ventures	所佔合營企業業績	(61,752)	(1,645)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12,752	11,012
Finance costs	財務成本	19,122	26,658
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	2,075	-
Impairment loss recognised in respect of properties held for sale	待出售物業之減值虧損確認	74,703	48,359
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之減值虧損確認	-	39,860
Impairment loss recognised in respect of other receivables	其他應收賬款之減值虧損確認	-	12,898
Operating cash flows before movements in working capital	未計營運資金變動之經營現金流量	758,929	754,155
Decrease in restricted bank deposits	受限制銀行存款之減少	95,763	43,379
Decrease in trade and other receivables	貿易及其他應收賬款之減少	16,790	31,638
Increase in contract costs	合約成本之增加	(20,305)	-
Decrease in properties held for sale	待出售物業之減少	566,389	1,149,352
Increase in properties under development for sale	待出售發展中物業之增加	(343,253)	(714,981)
Increase in inventories	存貨之增加	(4,022)	(12,579)
Decrease in trade and other payables	貿易及其他應付賬款之減少	(250,646)	(411,283)
Increase in contract liabilities	合約負債之增加	65,766	-
Cash generated from operations	經營業務所得現金	885,411	839,681
Income tax paid	已付所得稅	(159,935)	(91,765)
Dividend received on investments	已收投資股息	28,398	10,936
Interest received	已收利息	67,790	36,083
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動所得之現金淨額</b>	<b>821,664</b>	<b>794,935</b>

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Addition of equity instruments at FVTOCI/ available-for-sale investments	按公平價值計入其他全面 收益之權益工具/ 可供出售投資之增加	(3,461)	(892)
Proceed from disposal of equity instruments at FVTOCI	出售按公平價值計入 其他全面收益之 權益工具所得款項	42,291	-
Purchase of property, plant and equipment	購買物業、廠房及設備	(10,823)	(9,736)
Advance to joint ventures	墊付合營企業	(39,031)	(190,565)
Dividend received from a joint venture	收取合營企業之股息	-	1,225
Addition of investment properties	投資物業之增加	(7,142)	(28,787)
Addition of properties under development	發展中物業之增加	(33,416)	(175,300)
Placement of fixed bank deposits with more than three months to maturity when raised	存入三個月後到期之 定期銀行存款	-	(42,844)
Release of fixed bank deposits with more than three months to maturity when raised	放出三個月後到期之 定期銀行存款	341,449	705,970
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>投資活動所得之現金淨額</b>	<b>289,867</b>	259,071
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
New borrowings raised	新取得借款	51,716	193,406
Repayments of borrowings	償還借款	(413,212)	(162,250)
Dividends paid	已付股息	(242,908)	(181,720)
Interest paid on borrowings	已付借款利息	(46,259)	(33,615)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用之現金淨額</b>	<b>(650,663)</b>	(184,179)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加淨額</b>	<b>460,868</b>	869,827
<b>CASH AND CASH EQUIVALENTS</b> <b>AT BEGINNING OF THE YEAR</b>	<b>年初之現金及現金等值項目</b>	<b>1,966,500</b>	1,041,446
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外幣兌換率轉變之影響</b>	<b>(58,564)</b>	55,227
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR,</b> <b>REPRESENTED BY</b>	<b>年終之現金及現金等值項目，即</b>	<b>2,368,804</b>	1,966,500
Bank balance and cash	銀行存款及現金	2,460,110	2,162,588
Restricted bank deposits	受限制銀行存款	(91,306)	(196,088)
		<b>2,368,804</b>	1,966,500

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 1. GENERAL

Liu Chong Hing Investment Limited (the “Company”) is a public limited liability company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The address of the registered office and principal place of business of the Company is disclosed in the Corporate Information section to the annual report.

The principal activities of the Company are property investment and investment holding. The principal activities of the principal subsidiaries and joint ventures are shown in notes 39 and 17, respectively.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

## 1. 一般事項

廖創興企業有限公司(「本公司」)為一間在香港註冊成立之公眾有限責任公司，其股份於香港聯合交易所有限公司掛牌。本公司之註冊辦事處地址及主要營業地點已在本年報的公司資料披露。

本公司之主要業務為物業投資及投資控股。主要附屬公司及合營企業之主要業務分別載列於附註39及17。

綜合財務報表以本公司之功能貨幣港幣(「港幣」)呈列。



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

### NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR

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

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) — Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

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

## 2. 應用新訂及經修訂香港財務報告準則

### 新訂及經修訂香港財務報告準則於本年度強制生效

本集團於本年度首次採納下列由香港會計師公會頒佈之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益及有關修訂
香港(國際財務報告詮釋委員會)詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號(修訂本)	以股份為基礎付款交易的分類及計量
香港財務報告準則第4號(修訂本)	與香港財務報告準則第9號金融工具一併應用的香港財務報告準則第4號保險合約
香港會計準則第28號(修訂本)	香港財務報告準則二零一四年至二零一六年週期之年度改進
香港會計準則第40號(修訂本)	投資物業轉讓

除以下所述外，於本年度採納新訂及經修訂香港財務報告準則對本集團本年及往年的財務表現及財務狀況及／或此等綜合財務報表所列披露並無重大影響。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)

#### 2.1 HKFRS 15 Revenue from Contracts with Customers

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening accumulated profits (or other components of equity, as appropriate) and comparative information has not been restated. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 and HKAS 11 and the related interpretations.

The Group recognises revenue from the following major sources which arise from contracts with customers:

- development and sales of properties, including interior decoration services
- provision of property management services
- trading and manufacturing of magnetic products
- operation of hotels

Information about the Group's performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in notes 5 and 3, respectively.

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 新訂及經修訂香港財務報告準則於本年度強制生效(續)

#### 2.1 香港財務報告準則第15號客戶合約收入

本集團已於本年度首次採納香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，並將初始應用該準則之累計影響於初始應用日期即二零一八年一月一日確認。於初始應用日期之任何差額已於年初累積溢利(或其他權益組成部分(倘適用))確認，且並無重列比較資料。由於比較資料乃根據香港會計準則第18號及香港會計準則第11號及相關詮釋編製，若干比較資料可能無法用作比較。

本集團確認收入由以下與客戶簽訂合同的主要來源：

- 物業發展及銷售，包括室內裝修服務
- 提供物業管理服務
- 磁性產品製造及銷售
- 酒店經營

應用香港財務報告準則第15號之本集團履約責任及會計政策的有關資料分別於附註5及3披露。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)

#### 2.1 HKFRS 15 Revenue from Contracts with Customers (continued)

The application of HKFRS 15 has no material impact on the Group's accumulated profits as at 1 January 2018. The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

			Carrying amounts previously reported at 31 December 2017	Reclassification	Carrying amounts under HKFRS 15 at 1 January 2018
		Note	之前呈報於二零一七年十二月三十一日的賬面值 HK\$'000 港幣千元	重新分類 HK\$'000 港幣千元	按照香港財務報告準則第15號於二零一八年一月一日的賬面值 HK\$'000 港幣千元
<b>Current Liabilities</b>	<b>流動負債</b>				
Trade and other payables	貿易及其他應付賬款	(a)	1,001,766	(475,327)	526,439
Contract liabilities	合約負債	(a)	-	475,327	475,327

Note:

(a) As at 1 January 2018, deposits received in advance from customers on properties sold of HK\$475,327,000 previously included in trade and other payables were reclassified to contract liabilities.

The application of HKFRS 15 has no material impact on the amounts recognised in the Group's consolidated statement of profit or loss for the current year. The following tables summarise the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 and its consolidated statement of cash flows for the year ended 31 December 2018 for each of the line items affected. Line items that were not affected by the changes have not been included.

## 2. 應用新訂及經修訂香港財務報告準則 (續)

### 新訂及經修訂香港財務報告準則於本年度強制生效 (續)

#### 2.1 香港財務報告準則第15號客戶合約收入 (續)

應用香港財務報告準則第15號對於二零一八年一月一日之累積溢利並無重大影響。已對於二零一八年一月一日在綜合財務狀況表確認之金額作出以下調整。並無受變動影響之項目並未包括在內。

			Carrying amounts previously reported at 31 December 2017	Reclassification	Carrying amounts under HKFRS 15 at 1 January 2018
		Note	之前呈報於二零一七年十二月三十一日的賬面值 HK\$'000 港幣千元	重新分類 HK\$'000 港幣千元	按照香港財務報告準則第15號於二零一八年一月一日的賬面值 HK\$'000 港幣千元
<b>Current Liabilities</b>	<b>流動負債</b>				
Trade and other payables	貿易及其他應付賬款	(a)	1,001,766	(475,327)	526,439
Contract liabilities	合約負債	(a)	-	475,327	475,327

附註：

(a) 於二零一八年一月一日，之前計入貿易及其他應付賬款的已售物業預收客戶的押金港幣475,327,000元已重新分類為合約負債。

應用香港財務報告準則第15號對於本集團於本年度綜合損益表確認入賬的金額並無重大影響。下表概列應用香港財務報告準則第15號對本集團於二零一八年十二月三十一日的綜合財務狀況表及截至二零一八年十二月三十一日的綜合現金流量表內各受影響的項目。未受變動影響的項目並無載入。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)**

**NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)**

**2.1 HKFRS 15 Revenue from Contracts with Customers (continued)**

*Impact on the consolidated statement of financial position*

			As reported	Adjustments	Amounts without application of HKFRS 15 並無應用香港財務報告準則第15號的金額 HK\$'000 港幣千元
		Notes 附註	已呈報 HK\$'000 港幣千元	調整 HK\$'000 港幣千元	第15號的金額 HK\$'000 港幣千元
<b>Current Assets</b>	<b>流動資產</b>				
Amounts due from customers for contract work	應收客戶合約工程款項	(a)	-	20,305	20,305
Contract costs	合約成本	(a)	20,305	(20,305)	-
<b>Current Liabilities</b>	<b>流動負債</b>				
Trade and other payables	貿易及其他應付賬款	(b)	244,799	333,196	577,995
Contract liabilities	合約負債	(b) & (c)	539,128	(539,128)	-
Amounts due to customers for contract work	應付客戶合約工程款項	(c)	-	205,932	205,932

*Impact on the consolidated statement of cash flows*

			As reported	Adjustments	Amounts without application of HKFRS 15 並無應用香港財務報告準則第15號的金額 HK\$'000 港幣千元
		Notes 附註	已呈報 HK\$'000 港幣千元	調整 HK\$'000 港幣千元	第15號的金額 HK\$'000 港幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>				
Increase in amounts due from customers for contract work	應收客戶合約工程款項之增加	(a)	-	(20,305)	(20,305)
Increase in contract costs	合約成本之增加	(a)	(20,305)	20,305	-
Decrease in trade and other payables	貿易及其他應付賬款之減少	(b)	(250,646)	(140,166)	(390,812)
Increase in contract liabilities	合約負債之增加	(b) & (c)	65,766	(65,766)	-
Increase in amounts due to customers for contract work	應付客戶合約工程款項之增加	(c)	-	205,932	205,932

Notes:

- (a) Costs incurred in relation to the interior decoration services on properties held for sale of HK\$20,305,000 were previously included in amounts due from customers for contract work. Upon the application of HKFRS 15, these costs incurred were reclassified to contract costs.
- (b) Deposits received in advance from customers on properties sold of HK\$333,196,000 were previously included in trade and other payables. Upon the application of HKFRS 15, these deposits received were reclassified to contract liabilities.
- (c) Amounts received in advance for the related work performed of HK\$205,932,000 were previously included as amounts due to customers for contract work. Upon the application of HKFRS 15, these receipts in advance were reclassified to contract liabilities.

**2. 應用新訂及經修訂香港財務報告準則 (續)**

**新訂及經修訂香港財務報告準則於本年度強制生效 (續)**

**2.1 香港財務報告準則第15號客戶合約收入 (續)**

*對綜合財務狀況表的影響*

			As reported	Adjustments	Amounts without application of HKFRS 15 並無應用香港財務報告準則第15號的金額 HK\$'000 港幣千元
		Notes 附註	已呈報 HK\$'000 港幣千元	調整 HK\$'000 港幣千元	第15號的金額 HK\$'000 港幣千元
<b>Current Assets</b>	<b>流動資產</b>				
Amounts due from customers for contract work	應收客戶合約工程款項	(a)	-	20,305	20,305
Contract costs	合約成本	(a)	20,305	(20,305)	-
<b>Current Liabilities</b>	<b>流動負債</b>				
Trade and other payables	貿易及其他應付賬款	(b)	244,799	333,196	577,995
Contract liabilities	合約負債	(b) & (c)	539,128	(539,128)	-
Amounts due to customers for contract work	應付客戶合約工程款項	(c)	-	205,932	205,932

*對綜合現金流量表的影響*

			As reported	Adjustments	Amounts without application of HKFRS 15 並無應用香港財務報告準則第15號的金額 HK\$'000 港幣千元
		Notes 附註	已呈報 HK\$'000 港幣千元	調整 HK\$'000 港幣千元	第15號的金額 HK\$'000 港幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>				
Increase in amounts due from customers for contract work	應收客戶合約工程款項之增加	(a)	-	(20,305)	(20,305)
Increase in contract costs	合約成本之增加	(a)	(20,305)	20,305	-
Decrease in trade and other payables	貿易及其他應付賬款之減少	(b)	(250,646)	(140,166)	(390,812)
Increase in contract liabilities	合約負債之增加	(b) & (c)	65,766	(65,766)	-
Increase in amounts due to customers for contract work	應付客戶合約工程款項之增加	(c)	-	205,932	205,932

附註：

- (a) 待出售物業的室內裝修服務所產生的成本港幣20,305,000元已於之前計入應收客戶合約工程款項。於應用香港財務報告準則第15號後，該等已產生成本已重新分類為合約成本。
- (b) 已售物業預收客戶的押金港幣333,196,000元已於之前計入貿易及其他應付賬款。於應用香港財務報告準則第15號後，該等已收押金已重新分類為合約負債。
- (c) 預收已完成相關工程款項港幣205,932,000元已於之前計入應付客戶合約工程款項。於應用香港財務報告準則第15號後，該等已收款項已重新分類為合約負債。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)

#### 2.2 HKFRS 9 *Financial Instruments and the related amendments*

In the current year, the Group has applied HKFRS 9 and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses ("ECL") for financial assets and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening accumulated profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 *Financial Instruments: Recognition and Measurement*.

Accounting policies resulting from application of HKFRS 9 are disclosed in note 3.

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 新訂及經修訂香港財務報告準則於本年度強制生效(續)

#### 2.2 香港財務報告準則第9號金融工具及相關修訂

於本年度，本集團已應用香港財務報告準則第9號及其他香港財務報告準則相關的相應修訂。香港財務報告準則第9號就(1)金融資產及金融負債的分類和計量、(2)金融資產的預期信貸虧損(「預期信貸虧損」)及(3)一般對沖會計引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對二零一八年一月一日(首次應用日期)尚未終止確認的工具追溯應用分類及計量要求(包括預期信貸虧損模式項下的減值)，並無對已於二零一八年一月一日終止確認的工具應用相關要求。二零一七年十二月三十一日的賬面值與二零一八年一月一日的賬面值差額於年初累積溢利及權益的其他組成部分確認，並無重列比較資料。

因此，若干比較資料未必與根據香港會計準則第39號金融工具：確認及計量編製之比較資料具可比性。

應用香港財務報告準則第9號之會計政策於附註3披露。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)**

**NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)**

**2.2 HKFRS 9 Financial Instruments and the related amendments (continued)**

*Summary of effects arising from initial application of HKFRS 9*

The table below illustrates the classification and measurement of financial assets under HKFRS 9 at the date of initial application, 1 January 2018.

		Available-for-sale	Financial assets designated at FVTPL	Financial assets required by HKAS 39/ HKFRS 9	Equity instruments at FVTOCI	Investment revaluation reserve	Accumulated profits
	Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Closing balance at 31 December 2017 - HKAS 39	於二零一七年十二月三十一日 年未結餘 - 香港會計準則 第39號	682,849	7,737	16,693	-	123,933	7,983,758
Effect arising from initial application of HKFRS 9:	首次應用香港財務報告準則 第9號產生之影響：						
Reclassification	重新分類						
From available-for-sale	從可供出售投資	(682,849)	-	-	682,849	(59,410)	59,410
From designated at FVTPL	從指定為按公平價值計入損益	-	(7,737)	7,737	-	-	-
Opening balance at 1 January 2018	於二零一八年一月一日年初結餘	-	-	24,430	682,849	64,523	8,043,168

Notes:

(a) Available-for-sale investments  
*From available-for-sale equity investments to FVTOCI*

The Group elected to present in other comprehensive income ("OCI") for the fair value changes of all its equity investments previously classified as available-for-sale under HKAS 39. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK\$682,849,000 were reclassified from available-for-sale investments to equity instruments at FVTOCI. The fair value gains of HK\$123,933,000 relating to those investments previously carried at fair value continued to accumulate in investment revaluation reserve. In addition, impairment losses previously recognised of HK\$59,410,000 were transferred from accumulated profits to investment revaluation reserve as at 1 January 2018.

(b) Financial assets at FVTPL and/or designated at FVTPL

At the date of initial application, the Group no longer applied designation as measured at FVTPL for the portfolio of financial assets which is managed and its performance is evaluated on a fair value basis, as these financial assets are required to be measured at FVTPL under HKFRS 9. As a result, the fair value of these investments of HK\$7,737,000 were reclassified from financial assets designated at FVTPL to financial assets at FVTPL.

**2. 應用新訂及經修訂香港財務報告準則 (續)**

**新訂及經修訂香港財務報告準則於本年度強制生效 (續)**

**2.2 香港財務報告準則第9號金融工具及相關修訂 (續)**

*首次應用香港財務報告準則第9號產生之影響概述*

下表載列於初始應用之日二零一八年一月一日根據香港財務報告準則第9號的金融資產分類及計量。

	Available-for-sale	Financial assets designated at FVTPL	Financial assets required by HKAS 39/ HKFRS 9	Equity instruments at FVTOCI	Investment revaluation reserve	Accumulated profits
	可供出售投資	指定為按公平價值計入損益的金融資產	根據香港會計準則第39號/香港財務報告準則第9號按公平價值計入損益的金融資產	按公平價值計入其他全面收益的權益工具	投資重估儲備	累積溢利
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Closing balance at 31 December 2017 - HKAS 39	682,849	7,737	16,693	-	123,933	7,983,758
Effect arising from initial application of HKFRS 9:						
Reclassification						
From available-for-sale	(682,849)	-	-	682,849	(59,410)	59,410
From designated at FVTPL	-	(7,737)	7,737	-	-	-
Opening balance at 1 January 2018	-	-	24,430	682,849	64,523	8,043,168

附註：

(a) 可供出售投資  
*從可供出售權益投資至按公平價值計入其他全面收益*

本集團選擇將先前根據香港會計準則第39號分類為可供出售之所有股權投資的公平價值變動於其他全面收益中列賬。該等投資並非持作交易，且預計於可預見未來不會出售。於首次應用香港財務報告準則第9號之日，港幣682,849,000元已從可供出售投資重新分類至指定為按公平價值計入其他全面收益之權益工具。與先前以公平價值列賬之該等投資相關的公平價值收益港幣123,933,000元繼續於投資重估儲備中累計。此外，之前確認的減值損失港幣59,410,000元已於二零一八年一月一日由累積溢利轉至投資重估儲備。

(b) 按公平價值計入損益及/或指定為按公平價值計入損益的金融資產

於初始應用之日，由於根據香港財務報告準則第9號，以公平價值基準管理及其表現的金融資產組合須按公平價值計入損益計量，本集團不再將該等金融資產指定為按公平價值計入損益計量。因此，該等投資的公平價值港幣7,737,000元由指定為按公平價值計入損益的金融資產重新分類至按公平價值計入損益的金融資產。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)

#### 2.2 HKFRS 9 *Financial Instruments and the related amendments* (continued)

*Summary of effects arising from initial application of HKFRS 9 (continued)*

Remaining investments are equity securities held for trading and derivatives which are required to be classified as FVTPL under HKFRS 9. There was no impact on the amounts recognised in relation to these assets from the application of HKFRS 9.

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets at amortised cost (including trade and other receivables, fixed bank deposits more than three months to maturity when raised, and bank balances) for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. Based on the assessment by the directors of the Company, there has had no material credit loss allowance recognised at 1 January 2018.

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 新訂及經修訂香港財務報告準則於本年度強制生效(續)

#### 2.2 香港財務報告準則第9號金融工具及相關修訂(續)

首次應用香港財務報告準則第9號產生之影響概述(續)

其餘投資為須根據香港財務報告準則第9號分類為按公平價值計入損益的持作買賣的股本證券及衍生工具。應用香港財務報告準則第9號對該等資產確認的金額並無影響。

於二零一八年一月一日，本公司董事根據香港財務報告準則第9號之規定，使用無需付出額外成本或精力可得之合理且具理據支持之資料以審閱及評估本集團按攤銷成本計量的現有金融資產(包括貿易及其他應收賬款、存入三個月後到期之定期銀行存款，以及銀行結餘)的減值狀況。根據本公司董事的審閱，於二零一八年一月一日並無確認重大信貸虧損撥備。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs THAT ARE MANDATORILY EFFECTIVE FOR THE CURRENT YEAR (CONTINUED)

#### 2.3 Impacts on opening consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the Group's accounting policies above, the opening consolidated statement of financial position had to be restated. The following table show the adjustments recognised for each of the line items affected. Line items that were not affected by the changes have not been included.

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 新訂及經修訂香港財務報告準則於本年度強制生效(續)

#### 2.3 因應用所有新準則而產生對年初的綜合財務狀況表的影響

由於本集團上述會計政策的變動，必須重列年初的綜合財務狀況表。下表概列了各受影響的項目的調整確認。未受變動影響的項目並無載入。

		31 December 2017 (Audited) 二零一七年 十二月三十一日 (已審計) HK\$'000 港幣千元	HKFRS 15 香港財務 報告準則 第15號 HK\$'000 港幣千元	1 January 2018 (Restated) 二零一八年 一月一日 (重列) HK\$'000 港幣千元
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	1,001,766	(475,327)	526,439
Contract liabilities	合約負債	-	475,327	475,327



## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE

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

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>4</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>5</sup>
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>4</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2020

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## 2. 應用新訂及經修訂香港財務報告準則 (續)

### 新訂及經修訂香港財務報告準則已頒佈但尚未生效

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港(國際財務報告詮釋委員會) – 詮釋第23號	不確定所得稅之處理 <sup>1</sup>
香港財務報告準則第3號(修訂本)	業務之定義 <sup>4</sup>
香港財務報告準則第9號(修訂本)	具有負賠償的提前還款特性 <sup>1</sup>
香港財務報告準則第10號(修訂本)及香港會計準則第28號(修訂本)	投資者與其聯營或合營企業之間的資產出售或投入 <sup>2</sup>
香港會計準則第1號(修訂本)及香港會計準則第8號(修訂本)	重大之定義 <sup>5</sup>
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益 <sup>1</sup>
香港財務報告準則(修訂本)	香港財務報告準則二零一五年至二零一七年週期之年度改進 <sup>1</sup>

<sup>1</sup> 於二零一九年一月一日或之後開始的年度期間生效

<sup>2</sup> 於將釐定之日期或之後開始的年度期間生效

<sup>3</sup> 於二零二一年一月一日或之後開始的年度期間生效

<sup>4</sup> 於收購日期在二零二零年一月一日或之後開始的首個年度期間開始或其後之業務合併及資產收購生效

<sup>5</sup> 於二零二零年一月一日或之後開始的年度期間生效

除以下新訂及經修訂香港財務報告準則外，本公司董事預期，應用所有其他新訂及經修訂香港財務報告準則於可見將來不會對綜合財務報表構成重大影響。

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## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (CONTINUED)

#### HKFRS 16 Leases

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

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

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

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 新訂及經修訂香港財務報告準則已頒佈但尚未生效(續)

#### 香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號租賃及相關的詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初步按租賃付款(非當日支付)之現值計量。隨後，租賃負債會就(其中包括)利息及租賃付款以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將前期預付租賃付款呈列為與自用租賃土地及分類為投資物業的租賃土地有關的投資現金流量，而其他經營租賃付款則呈列為經營現金流量。於應用香港財務報告準則第16號時，有關租賃負債的租賃付款將由本集團分配至本金及利息部分，並分別以融資現金流量呈列。

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (CONTINUED)

#### HKFRS 16 Leases (continued)

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK\$29,680,000 as disclosed in note 32. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK\$2,908,000 and refundable rental deposits received of HK\$137,848,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

## 2. 應用新訂及經修訂香港財務報告準則 (續)

### 新訂及經修訂香港財務報告準則已頒佈但尚未生效 (續)

#### 香港財務報告準則第16號租賃 (續)

根據香港會計準則第17號，本集團現在作為承租人已確認融資租賃安排的資產及相關融資租賃負債與租賃土地的預付租賃付款。應用香港財務報告準則第16號可能導致該等資產的分類發生潛在變動，取決於本集團是否單獨呈列使用權資產或於同一項目內呈列使用權資產（倘擁有相應有關資產）而定。

除若干亦適用於出租人的要求外，香港財務報告準則第16號大致保留香港會計準則第17號內對出租人的會計要求，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求詳盡的披露。

於二零一八年十二月三十一日，本集團擁有不可撤銷經營租賃承擔港幣29,680,000元（見附註32）。初步評估表明，該等安排符合租賃定義。於應用香港財務報告準則第16號時，本集團將就所有該等租賃確認使用權資產及相應負債，除非其符合低值或短期租賃的資格。

此外，本集團現時認為已付可退回租賃按金港幣2,908,000元及已收可退回租賃按金港幣137,848,000元是租賃項下的權利及義務，適用於香港會計準則第17號。按香港財務報告準則第16號租賃付款的定義，上述按金並非與使用相關資產權利有關的付款，因此，上述按金的賬面值可予調整至攤銷成本。已付可退回租賃按金的調整將被視為額外租賃付款及計入使用權資產的賬面值。已收可退回租賃按金的調整將被視為預付租賃付款。

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## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

### NEW AND AMENDMENTS TO HKFRSs IN ISSUE BUT NOT YET EFFECTIVE (CONTINUED)

#### HKFRS 16 *Leases* (continued)

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) — Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC) — Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening accumulated profits without restating comparative information.

## 3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

## 2. 應用新訂及經修訂香港財務報告準則(續)

### 新訂及經修訂香港財務報告準則已頒佈但尚未生效(續)

#### 香港財務報告準則第16號租賃(續)

應用新規定或會導致上述計量、呈列及披露的變動。本集團擬選擇可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號並未識別為包括租賃的合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於首次應用日期前已存在的租賃。此外，本集團(作為承租人)擬選擇經修訂追溯法應用香港財務報告準則第16號，並將確認首次應用對年初留存溢利的累積影響，而並無重列比較資料。

## 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則與香港公司條例規定之適用披露資料。

除下文所載會計政策所述以公平價值計算之若干物業及金融工具外，綜合財務報表乃根據歷史成本基準編製。

歷史成本一般按交換貨品及服務代價之公平價值計算。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

### 3. 主要會計政策 (續)

公平價值指於計量日期時在合法交易中的市場參與者之間出售資產時所收取或轉讓負債時所支付的價格，不管價格為直接觀測可得或利用另一估價技巧估計所得。在估計資產或負債的公平價值時，本集團會考慮於計量日期時市場參與者定價時會考慮的資產或負債之特點。在此等綜合財務報表中，就計量及／或披露理由而得出的公平值均按此基準釐定，惟在香港財務報告準則第2號以股代款範圍內的以股代款交易、在香港會計準則第17號範圍內的租賃交易、以及與公平價值有類似之處但並非公平價值的計量，例如香港會計準則第2號存貨的可變現淨值或香港會計準則第36號資產減值的使用價值，則不在此限。

非金融資產的公平價值計量計及市場參與者透過最大限度使用該資產達致最佳用途、或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

對於以公平價值進行交易的金融工具和投資物業以及估值技術，使用不可觀察的輸入數據來計量後續期間的公平價值，對估值技術進行校準，以便在初始確認時，估值技術的結果等於交易價格。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The significant accounting policies are set out below.

#### BASIS OF CONSOLIDATION

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

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

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

### 3. 主要會計政策(續)

此外，就財務報告而言，公平價值計量根據公平價值計量的輸入變數可觀測得到的程度以及有關輸入變數對公平價值計量整體的重要性，分類為第一級、第二級或第三級，現描述如下：

- 第一級輸入變數為同等資產或負債在活躍市場上所報(不經調整)而實體在計量當日可以取得的價格；
- 第二級輸入變數為可以直接或間接觀測得到，但不包括於第一級的報價內的資產或負債變數；及
- 第三級為資產及負債中屬不可觀測得到的變數。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。控制權就本公司乃指：

- 可對投資對象行使權力；
- 自參與投資對象之業務獲得或有權獲得可變回報；及
- 有能力藉對投資對象行使其權力而影響其回報。

倘有事實及情況顯示上述三項控制因素中之一項或多項出現變化，本集團將重新評估其是否對投資對象擁有控制權。

對附屬公司的合併，乃由本集團對附屬公司擁有控制權開始，並於本集團失去對附屬公司的控制權時終止。尤其是對於年內所收購或出售的一間附屬公司，其收入及開支將由本公司獲得控制權日期起直至本集團終止控制權當日止計入綜合損益表。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) BASIS OF CONSOLIDATION (CONTINUED)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

#### INTERESTS IN JOINT VENTURES

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

### 3. 主要會計政策(續) 綜合基準(續)

溢利或虧損以及其他全面收益之各部分歸屬於本公司股東及非控股股東權益。附屬公司之全面收益總額歸屬於本公司股東及非控股股東權益，即使此舉會導致非控股股東權益產生赤字結餘。

如有需要，會對附屬公司之財務報表作出調整，以使其會計政策與本集團會計政策一致。

有關本集團股東之間的所有集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時全面對銷。

附屬公司的非控股權益與本集團的權益分開呈列，代表該等權益代表其持有人於清盤時有權按比例分配相關附屬公司的淨資產的現有所有權權益。

#### 合營企業權益

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

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) INTERESTS IN JOINT VENTURES (CONTINUED)

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

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

### 3. 主要會計政策(續) 合營企業權益(續)

合營企業之業績及資產與負債以權益法計入綜合財務報表。根據權益法，於合營企業之投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該合營企業之損益及其他全面收益而作出調整。合營企業的淨資產變化(除損益和其他全面收益外)不用入賬，除非該變化導致本集團持有的擁有權權益有所變動。當本集團應佔合營企業之虧損超出本集團於該合營企業之權益時(包括實質上成為本集團於該合營企業的淨投資一部分之任何長期權益)，本集團停止確認其所佔之進一步虧損。僅於本集團已產生法律或推定責任，或已代表該合營企業支付款項之情況下，方會進一步確認虧損。

於合營企業之投資由獲投資公司成為合營企業當日起利用權益法入賬。收購於合營企業之投資時，投資成本若超出本集團應佔獲投資公司的可識認資產及負債公平價值淨額，一切餘額確認為商譽，並包括在投資的賬面值內。本集團應佔獲投資公司的可識認資產及負債公平價值淨額經重估後若超出投資成本，會在收購投資當期內即時於損益賬中確認。



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) INTERESTS IN JOINT VENTURES (CONTINUED)

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former joint venture and the retained interest is a financial asset within the scope of HKFRS 9/HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant joint venture.

### 3. 主要會計政策 (續) 合營企業權益 (續)

本集團評估是否有客觀證據證明合營企業的權益可能減值。當存在任何客觀證據時，根據香港會計準則第36號，將其可收回金額(即使用價值與公平價值減出售成本兩者中之較高者)與其賬面值進行比較，對投資的全部賬面值以單項資產進行減值測試。所確認的任何減值損失構成投資賬面值的一部分。該減值虧損的任何撥回乃根據香港會計準則第36號確認，惟以於該項投資之可收回金額其後增加之情況為限。

當本集團不再對合營企業有共同控制權時，按出售有關投資對象的全部權益列賬，由此產生的收益或虧損在損益內確認。當本集團於前合營企業中留有權益而保留權益在香港財務報告準則第9號／香港會計準則第39號的範圍內又屬金融資產，本集團按該日公平價值計量保留權益，及公平價值視為其於初始確認時的公平價值。合營企業於終止使用權益法當日的賬面值與任何保留權益的公平價值加任何出售合營企業部分權益時所得款項之間的差額，計入出售合營企業收益或虧損的釐定過程。此外，本集團計入所有先前就該合營企業於其他全面收益中確認的金額所用基準，與在該合營企業直接售出有關資產或負債時規定須用的基準相同。故此，若該聯合營企業先前於其他全面收益中確認的收益或虧損會在有關資產或負債出售時重新歸類至損益賬中，則本集團會在出售／部分出售相關合營企業時將該收益或虧損由權益重新分類至損益賬。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) INTERESTS IN JOINT VENTURES (CONTINUED)

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

### REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

### 3. 主要會計政策(續) 合營企業權益(續)

當一個集團實體與本集團合營企業進行交易時，所產生之溢利或虧損只在有關合營企業之權益與本集團無關的情況下，方會於本集團之綜合財務報表確認。

### 客戶合約收益(根據附註2的過渡條文應用香港財務報告準則第15號)

根據香港財務報告準則第15號，本集團於履行(或作為)履約責任時，即當履行特定履約責任所依據的商品或服務「控制權」轉移至客戶時，確認收入。

履約責任指個別(或一攬子)不同的商品或服務，或一系列截然不同的同類商品或服務。

控制權隨時間逐步轉移，倘符合以下其中一項標準，則收益亦隨時間參考相關履約責任的完工進度予以確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 隨本集團履約，創建及增強客戶於本集團履約時所控制的資產；或
- 本集團的履約並無創建對本集團有替代用途的資產，且本集團對迄今已完成的履約付款具有可執行之權利。

否則，收益於客戶獲得個別貨品或服務的控制權時確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2) (CONTINUED)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

#### Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (sale of properties and interior decoration services), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

### 3. 主要會計政策 (續)

#### 客戶合約收益 (根據附註2的過渡條文應用香港財務報告準則第15號) (續)

合約資產指本集團就本集團已向客戶轉讓的貨品或服務而於交換中收取代價的權利(尚未成為無條件)。減值乃根據香港財務報告準則第9號作出評估。相反，應收賬款指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團就已向客戶收取代價(或代價金額已到期)而承擔向該客戶轉移貨品或服務的責任。

同一合約的合約資產及合約負債按淨額入賬及呈列。

#### 具多項履約責任的合約(包括分配交易價)

就包括超過一項履約責任之合約(出售物業及室內裝修服務)而言，本集團按照相對獨立售價基準將交易價分配至各履約責任。

有關各履約責任的個別貨品或服務的獨立售價於合約開始時釐定。該價格指本集團將單獨向客戶出售承諾貨品或服務的價格。倘獨立售價不可直接觀察，本集團將使用適當技術進行估計，以使最終分配至任何履約責任的交易價可反映本集團預期有權獲取向客戶轉讓承諾貨品或服務所收取的代價金額。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2) (CONTINUED)

**Over time revenue recognition: measurement of progress  
towards complete satisfaction of a performance obligation**

#### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

#### *Input method*

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

#### **Incremental costs of obtaining a contract**

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

### 3. 主要會計政策(續)

**客戶合約收益(根據附註2的過渡條  
文應用香港財務報告準則第15號)  
(續)**

**按時間確認收益：計量完全履行履約責  
任的進度**

#### *投出法*

完全履行履約責任的進度乃根據投出法計量，即按截至根據合約承諾的餘下貨品或服務當日轉讓予客戶的貨品或服務的價值直接計量的基準確認收益，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

#### *投入法*

完全履行履約責任的進度乃根據投入法計量，即透過按本集團為履行履約責任而付出的努力或投入(相對於預期為履行履約責任的總投入)確認收益，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

#### **取得合約的增加成本**

取得合約的增加成本乃本集團為獲得與客戶簽訂的合約而產生的成本，如果未取得合約，則該等成本不會產生。

倘本集團預期可收回該等成本(例如銷售佣金)，則會將該等成本確認為資產。如此確認的資產其後會有系統地與向客戶轉讓與資產相關的貨品或服務同步於損益攤銷。

倘該等成本可在一年內悉數於損益攤銷，則本集團會應用可行權宜方法支付所有取得合約的增加成本。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2) (CONTINUED)

#### Costs to fulfil a contract

The Group incurs costs to fulfil a contract in its interior decoration contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant Standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

#### REVENUE RECOGNITION (PRIOR TO 1 JANUARY 2018)

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates, other similar allowances and sales related tax.

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

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed.

### 3. 主要會計政策 (續)

#### 客戶合約收益 (根據附註2的過渡條 文應用香港財務報告準則第15號) (續)

#### 履行合約之成本

本集團於室內裝修合約中產生履行合約之成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下全部標準後將該等成本確認為資產：

- (a) 有關成本與本集團可明確識別之合約或預期訂立之合約有直接關係；
- (b) 有關成本令本集團將用於履行(或持續履行)日後履約責任之資源得以產生或有所增加；及
- (c) 有關成本預期可收回。

如此確認之資產其後按系統化基準攤銷至損益，該基準與向客戶轉讓該等資產相關之貨品或服務一致。資產須進行減值檢討。

#### 收益確認 (於二零一八年一月一日前)

收益按已收或應收代價之公平價值計量，收益即減去估計客戶退貨、回撥、類似銷售撥備及銷售相關稅項。

在一定的收入能夠可靠地計量時；在未來經濟利益有可能流入本集團時及在符合下文所述本集團的各業務的特定條件時，才會確認為收益。

於貨品交付及擁有權移交時，確認銷售貨品之收益。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) REVENUE RECOGNITION (PRIOR TO 1 JANUARY 2018) (CONTINUED)

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Service income (including property management fees and hotel operation income) is recognised when services are provided.

Dividend income from investments is recognised when the rights to receive payment have been established.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### LEASING

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

##### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset.

### 3. 主要會計政策(續)

#### 收益確認(於二零一八年一月一日前) (續)

於日常業務過程中銷售物業所得的收入，於相關物業已竣工及交付予買方時確認。在符合上述收入確認準則前自買方收取的按金及分期付款於綜合財務狀況表內確認為流動負債。

服務收入(包括物業管理費及酒店營運收入)於提供服務時確認。

來自投資之股息收入在股東有權獲得收取有關付款時入賬。

利息收入是按時間基準參考尚未償還本金及適用實際利率累計。實際利率指在初始確認金融資產時按其預期可使用年期確切貼現估計未來現金收入至有關資產之賬面淨值的利率。

#### 租賃

當租賃之條款實質上將所有權所產生之絕大部分風險及回報轉移至承租人，有關租賃被分類為融資租約。所有其他租約被分類為經營租約。

##### 本集團作為出租人

經營租約租金收入乃按有關租約之年期以直線法於損益賬中確認。就經營租約進行磋商及安排時產生之首次直接成本，乃加入租約資產之賬面值。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) LEASING (CONTINUED)

#### The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

#### Leasehold land and building

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

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

### 3. 主要會計政策 (續) 租賃 (續)

#### 本集團作為承租人

經營租約之應付租金(包括按經營租約收購土地之成本)於有關租約期間按直線法確認為開支。

倘訂立經營租約時享有租金優惠，有關優惠確認為負債。利益優惠總額以直線法確認為租金開支減少。

#### 自用租賃土地及樓宇

當本集團就一項包括租賃土地及樓宇元素的物業權益付款時，本集團根據對於各元素所有權附帶的絕大部分風險及報酬是否已轉移至本集團之評估而將各元素分別作出分類，除非清晰顯示兩項元素均屬經營租約則除外，其時整項物業入賬列作經營租賃。具體而言，整項代價(包括任何一次性預付款項)按租賃土地及樓宇元素於初步確認時之租賃權益相對公平價值之比例在租賃土地與樓宇元素之間分配。

當租金能夠可靠分配時，入賬列作經營租約之租賃土地權益將在綜合財務狀況表中列為「預付租金支出」，按直線基準在租賃期間支銷。當租金無法在土地及樓宇間可靠分配時，整項租賃分類為融資租約。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FOREIGN CURRENCIES

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in joint ventures.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

### 3. 主要會計政策(續) 外幣

於編製各獨立集團實體之財務報表時，以該實體之功能貨幣以外之貨幣(外幣)進行之交易乃按交易當日之適用匯率換算為其功能貨幣確認。於報告期間末，以外幣列值之貨幣項目按結算日之適用匯率重新換算。按公平價值入賬及以外幣列值之非貨幣項目按釐定公平價值當日之當時匯率重新換算。以外幣按歷史成本計算之非貨幣項目均不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額於該等差額產生期間於損益賬內確認，除應收或應付海外業務而結算並無計劃亦不可能發生(因此構成於海外業務投資淨額之一部分)之貨幣項目之匯兌差額，該等匯兌差額初步於其他全面收益內確認，並於出售或部分出售本集團的合營企業權益時由權益重新分類至損益賬。

就呈列綜合財務報表而言，本集團之海外業務資產及負債乃按報告期間結算日當時之匯率換算為本集團呈列貨幣(即港幣)。收入及開支項目按該年度之平均匯率換算。產生之匯兌差額(如有)乃於其他全面收益確認，並於匯兌儲備一節權益中累積計算(歸屬於非控股股東權益，如適用)。



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FOREIGN CURRENCIES (CONTINUED)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

#### BORROWING COSTS

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

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

### 3. 主要會計政策 (續) 外幣 (續)

出售境外經營時(即出售本集團在境外經營的全部權益、或出售喪失對包含境外經營的附屬公司的控制權,或出售包含境外經營的合營企業之部分權益(而境外經營的留存權益成為金融資產)),與該境外經營相關的歸屬於本公司所有者權益的累計匯兌差額全部重分類至損益表。

#### 借款成本

購買、興建或製造合資格資產(須經一段長時間方可作擬定用途或銷售之資產)之直接應佔借款成本,於該等資產實質上達至擬定用途或銷售前,借款成本將加入該等資產之成本中。

特定借款在應用於合資格資產前用作短期投資所賺取之投資收入須在合資格資本化之借款成本中扣除。

所有其他借款成本須於其產生期間確認於損益賬中。

#### 退休福利成本

向界定退休福利供款計劃及強制性公積金計劃(「強積金計劃」)支付之供款於僱員提供服務後並符合領取有關供款資格時列為開支。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

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

### 3. 主要會計政策(續)

#### 稅項

所得稅支出指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益表所報之除稅前溢利不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，以及從未課稅或可扣稅之項目。本集團之即期稅項負債採用於報告期間結算日之前已頒佈或實質頒佈之稅率計算。

遞延稅項根據綜合財務報表資產及負債賬面值與用以計算應課稅溢利相應稅基之臨時差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產通常就所有可抵扣臨時差額確認，其可抵扣臨時差額很可能產生於應課稅溢利。倘於一項交易中，因企業合併以外原因首次確認其他資產及負債而引致之臨時差額不影響應課稅溢利或會計溢利，則不會確認該等資產及負債。另外，若臨時差額產生於商譽的初始確認，則不會確認遞延稅項負債。

遞延稅項負債乃按因於附屬公司之投資及合營企業權益而引致之應課稅臨時差額而確認，惟若本集團可控制臨時差額之撥回及臨時差額很有可能不會於可見將來撥回之情況除外。與有關投資及權益相關之可扣稅臨時差額產生之遞延稅項資產，僅在可能有足夠應課稅溢利以動用臨時差額利益及預期於可見將來撥回時確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) TAXATION (CONTINUED)

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

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

### 3. 主要會計政策 (續) 稅項 (續)

遞延稅項資產之賬面值於報告期間結算日作檢討，並在不再可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項資產及負債乃以預期於償付負債或變現資產之期間應用之稅率，根據於報告期間結算日已頒佈或實質上已頒佈之稅率(及稅法)計算。

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

就計算投資物業的遞延稅項負債或遞延稅項資產而言，利用公平價值模式計量的投資物業之賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及其業務模式(其業務目標是隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟利益)內持有時，有關假設會被推翻。

當有法定可執行權利時，將當期稅項資產抵銷當期稅項負債時，以及當它們與同一稅務機關徵收的所得稅有關且本集團有意在淨額基礎上結算其現時稅務資產和負債時，遞延稅項資產和負債均予以抵銷。

即期及遞延稅項於損益表中確認，惟與於其他全面收益或直接於權益確認之項目相關者除外，於該情況下，即期及遞延稅項亦分別於其他全面收益或權益中確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) PROPERTY, PLANT AND EQUIPMENT/PROPERTIES UNDER DEVELOPMENT

Property, plant and equipment including buildings and leasehold land (classified as finance leases) held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) over their estimated useful lives, using the straight-line method. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

### 3. 主要會計政策(續)

#### 物業、廠房及設備／發展中物業

物業、廠房及設備包括持有用於生產或供應貨物或服務，或用於行政用途(下列在建中物業除外)之樓宇及租賃土地(分類為融資租約)，乃按成本值減其後累積折舊及其後累積減值虧損(如有)在綜合財務狀況表列賬。

用於生產、供應或行政用途的在建物業以成本減任何已確認減值虧損列賬。成本包括專業費及(就合資格資產而言)根據本集團會計政策資本化的借貸成本。有關物業完工後並達到可使用狀態時被劃分為適當類別物業、廠房及設備。當這些資產達到可用狀態時，按與其他物業資產一樣的基準開始折舊。

折舊撥備旨在於資產之(在建中物業除外)估計可使用年期內以直線法撇銷該資產成本減殘值。估計可使用年期、殘值及折舊方法於各報告期間結算日檢討，因估計有所轉變而產生之影響則按前瞻基準列賬。

於物業、廠房及設備項目出售後或當預計不會因持續使用資產而產生未來經濟效益時，該項物業、廠房及設備須終止確認。因出售或停用物業、廠房及設備項目而產生之任何收益或虧損按出售所得款項淨額與該項資產之賬面值之差額釐定，並於損益賬確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

#### PROPERTIES UNDER DEVELOPMENT FOR SALE

Properties under development for sale are transferred to properties held for sale when the relevant completion certificates are issued by the respective government authorities.

#### PROPERTIES HELD FOR SALE

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to estimated selling price less selling expenses.

#### INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 3. 主要會計政策 (續)

#### 投資物業

投資物業乃持作賺取租金及／或用作資本增值用途之物業。

投資物業初步按成本計量，包括交易成本。於初次確認後，投資物業採用公平價值模式按其公平價值計量。本集團一切在經營租約下持有以賺取租金或用作資本增值用途的物業權益，乃視作投資物業入賬，並利用公平價值模式計量。因投資物業公平價值變動而產生之收益或虧損於變動產生期間計入損益賬。

投資物業出售後，或當永久停止使用該投資物業，或預期出售該投資物業不會產生未來經濟利益時，須終止確認。終止確認物業所產生任何收益或虧損（按出售所得款項淨額與該物業之賬面值間之差額計算）於物業終止確認之年度計入損益賬。

#### 待出售發展中物業

待出售發展中物業於有關政府機關發出相關竣工證明文件時，轉撥至待出售物業。

#### 待出售物業

待出售物業乃按成本與可變現淨值兩者中之較低者入賬。可變現淨值乃參考估計售價減銷售開支而釐定。

#### 存貨

存貨乃按成本與可變現淨值兩者中之較低者入賬。存貨成本乃按加權平均成本法計算。可變現淨值指存貨估計售價減完成估計成本及銷售所需成本。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) IMPAIRMENT ON TANGIBLE ASSETS AND CONTRACT COSTS

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

### 3. 主要會計政策(續) 有形資產及合約成本減值

於報告期末，本集團審閱其有形資產及合約成本之賬面值以決定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則會估計資產之可收回金額，以釐定減值虧損(如有)之程度。

可個別估計有形資產之可收回金額，倘不能個別估計可收回金額，則本集團會估計其資產所屬現金產生單位之可收回金額。於可識別合理及一貫分配基準的情況下，公司資產亦會被分配到個別的現金產生單位，否則或會被分配到可合理地及按一貫分配基準而識別之最小現金產生單位組別中。

於本集團根據香港財務報告準則第15號將資本化資產之減值虧損確認為合約成本前，本集團按適用準則評估及確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接關於提供該等貨品或服務的成本(已確認為開支)，則就作為合約成本的資本化資產而言之減值虧損(如有)得以確認。作為合約成本的資本化資產屆時就評估相關現金產生單位減值，而計入其所屬的現金產生單位之賬面值。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) IMPAIRMENT ON TANGIBLE ASSETS AND CONTRACT COSTS (CONTINUED)

Recoverable amount is the higher of 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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

### 3. 主要會計政策 (續) 有形資產及合約成本減值 (續)

可收回金額乃公平價值減銷售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值之當前市場估計及估計未來現金流量尚未經調整之資產有關風險。

倘若資產(或現金產生單位)之可收回金額估計乃少於其賬面值，則該資產(或現金產生單位)之賬面值削減至其可收回金額。減值虧損即時於損益賬確認。

當減值虧損其後撥回，該資產之賬面值增至其可收回金額之經修訂估計值，然而，增加後之賬面值不得超過假若該資產過往年度並無確認減值虧損原應釐定之賬面值。減值虧損之撥回金額即時於損益賬確認。

#### 金融工具

金融資產及金融負債於集團實體成為有關工具合約條文的訂約方時，方予確認。所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及取消確認。正規途徑買賣或銷售乃按市場法規或慣例所確定之時間框架內交付資產之金融資產購入或銷售。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

Interest/dividend income which are derived from the Group's ordinary course of business are presented as revenue.

### 3. 主要會計政策(續) 金融工具(續)

金融資產及金融負債初步以公平價值計量，惟產生自與客戶的合約之貿易應收款項(自二零一八年一月一日起初步按香港財務報告準則第15號計量)除外。因收購或發行金融資產及金融負債(不包括按公平價值計入損益的金融資產或金融負債)而直接產生之交易成本，於初次確認時加入金融資產或金融負債(如適用)之公平價值或自其扣除。收購按公平價值計入損益的金融資產或金融負債時，直接相關的交易成本應隨即於損益中確認。

實際利息法乃計算金融資產及金融負債之攤銷成本及於相關期間攤分利息收入和利息支出之方法。實際利率指按金融資產或金融負債之預期可使用年期或(如適用)較短期間確切貼現估計未來現金收入及支出(包括組成實際利率、交易成本及其他溢價或折讓整體部分之全部已付或已收費用)之利率。

來自本集團日常業務的利息/股息收入作為收益呈現。



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)*

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產

*金融資產之分類及其後計量 (根據附註2的過渡條文應用香港財務報告準則第9號)*

符合下列條件之金融資產其後按攤銷成本計量：

- 目的為持有金融資產以收取合約現金流量的業務模式內持有的金融資產；及
- 合約條款為於指定日期產生現金流量僅為支付尚未償還本金及本金額利息。

符合下列條件之金融資產其後以按公平價值計入其他全面收益計量：

- 目的為持有金融資產以收取合約現金流量的業務模式內持有的金融資產及出售；及
- 合約條款為於指定日期產生現金流量僅為支付尚未償還本金及本金額利息。

所有其他金融資產其後按公平價值計入損益計量，惟在初始應用／初始確認金融資產當日，倘該股本投資並非持作買賣，亦非由於收購方在香港財務報告準則第3號業務合併所適用之業務合併中確認之或然代價，本集團可不可撤銷地選擇於其他全面收益呈列股本投資之其後公平價值變動。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)*

A financial asset is classified as held for trading if:

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

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

#### (i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

*金融資產之分類及其後計量(根據附註2的過渡條文應用香港財務報告準則第9號)(續)*

倘屬下列情況，金融資產乃分類為持作買賣：

- 收購該金融資產之目的主要是在不久將來出售；或
- 於初始確認時，該金融資產為本集團共同管理之已識別金融工具組合之一部分，並且具有最近實際短期獲利模式；或
- 該金融資產為非指定之衍生工具及可有效作為對沖工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平價值計入其他全面收益計量的金融資產以按公平價值計入損益計量，如此可消除或大幅減少會計錯配。

#### (i) 攤銷成本及利息收入

利息收入乃使用其後按攤銷成本計量的金融資產及其後按公平價值計入其他全面收益計量的應收賬款的實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)*

#### (ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

#### (iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the 'other gains and losses' line item.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

*金融資產之分類及其後計量 (根據附註2的過渡條文應用香港財務報告準則第9號) (續)*

#### (ii) 指定為按公平價值計入其他全面收益的股本工具

指定為按公平價值計入其他全面收益的股本工具的投資其後按公平價值計量，其公平價值變動產生的收益及虧損於其他全面收益確認及於投資重估儲備累積；無須作減值評估。累計損益將會不重新分類至出售股本投資之損益，並將轉撥至留存溢利。

當本集團確認收取股息的權利時，該等股本工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。

#### (iii) 按公平價值計入損益的金融資產

未符合按攤銷成本或按公平價值計入其他全面收益準則或指定為按公平價值計入其他全面收益的金融資產，乃按公平價值計入損益計量。

按公平價值計入損益的金融資產乃於各報告期末按公平價值計量，公平價值之任何收益或虧損於損益賬中確認。於損益確認之收益或虧損淨額不包括於金融資產賺取之任何股息或利息，並列入「其他收益及虧損」項下。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2)*

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, fixed bank deposits with more than three months to maturity when raised, and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

*金融資產減值(根據附註2的過渡條文應用香港財務報告準則第9號)*

本集團根據香港財務報告準則第9號就發生減值之金融資產(包括貿易及其他應收賬款、存入三個月後到期之定期銀行存款,以及銀行結餘)確認預期信貸虧損的虧損撥備。預期信貸虧損的金額於各報告日期更新,以反映自初始確認起信貸風險的變化。

全期預期信貸虧損指將相關工具的預期使用期內所有可能違約事件產生之預期信貸虧損。相反,12個月預期信貸虧損將預期於報告日期後12個月內可能發生的違約事件導致之全期預期信貸虧損部分。評估乃根據本集團的歷史信貸虧損經驗進行,並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團始終就貿易應收賬款確認全期預期信貸虧損。預期信貸虧損將對擁有重大結餘的債務人單獨進行評估及/或使用適宜組別的撥備矩陣進行集體評估。

對於所有其他工具,本集團計量的虧損撥備等於12個月預期信貸虧損,除非自初始確認後信貸風險顯著增加,本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)*

#### (i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

*金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號) (續)*

#### (i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量及定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部 (如有) 或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 債務人監管、經濟或技術環境有實際或預期的重大不利變動，導致債務人履行其債務責任的能力大幅下降。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)*

#### (i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

*金融資產減值(根據附註2的過渡條文應用香港財務報告準則第9號)(續)*

#### (i) 信貸風險顯著增加(續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過三十天，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持的資料證明。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準(如適用)來確保標準能在金額逾期前識別信貸風險顯著增加。

#### (ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源獲取的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上文為何，本集團認為，已於金融資產逾期超過90日後發生違約，惟本集團有合理且可支持的資料來顯示更加滯後的違約標準更為恰當。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)*

#### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

#### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

*金融資產減值 (根據附註2的過渡條文應用香港財務報告準則第9號) (續)*

#### (iii) 信貸減值金融資產

金融資產在一項或以上違約事件 (對該金融資產估計未來現金流量構成不利影響) 發生時維持信貸減值。金融資產維持信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難；
- (b) 違反合約 (如違約或逾期事件)；
- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 由於財務困難致使金融資產之活躍市場消失。

#### (iv) 撇銷政策

倘資料顯示對手方處於嚴重財務困難及無實際收回可能時 (例如對手方被清盤或已進入破產程序時，或就貿易應收賬款而言，有關金額已逾期超過兩年 (以較早發生者為準))，本集團則撇銷金融資產。經考慮法律意見後 (如適用)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事項。任何其後收回於損益賬中確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 2) (continued)*

#### (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)*

The Group's financial assets are classified into financial assets at FVTPL, available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

*金融資產減值(根據附註2的過渡條文應用香港財務報告準則第9號)(續)*

#### (v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損之估計反映無偏頗及概率加權之數額，其乃根據加權之相應違約風險而確定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額(按初始確認時釐定之有效利率貼現)。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收賬款透過虧損撥備賬確認相應調整除外。

*金融資產的分類及其後計量(於2018年1月1日應用香港財務報告準則第9號前)*

本集團之金融資產劃分類以下特定類別，包括按公平價值計入損益之金融資產、可供出售金融資產、貸款及應收賬款。分類視乎該等金融資產之性質及目的，並於首次確認時釐定。所有一般購買或出售之金融資產均按交易日期基準確認或終止確認。一般購買或出售金融資產須按於市場規例或慣例確立之時限內交付資產。



### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)

#### (i) Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is (i) held for trading, or (ii) it is designated as at FVTPL.

A financial asset is classified as held for trading if:

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

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

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

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

金融資產的分類及其後計量 (於2018年1月1日應用香港財務報告準則第9號前) (續)

#### (i) 按公平價值計入損益之金融資產

當金融資產為(i)持作買賣用途；或(ii)指定為按公平價值計入損益時，則金融資產分類為按公平價值計入損益。

若符合下列情況，金融資產將歸類為持作買賣用途：

- 收購金融資產之目的主要為於不久將來出售；或
- 該金融資產在初步確認時為由本集團共同管理之已識別金融工具投資組合之一部分，並且最近有可短期獲利之實際趨勢；或
- 該金融資產並非被指定為有效對沖工具之衍生工具。

被持有作買賣用途以外的金融資產，或會在初次確認時被指定為按公平價值計入損益，倘：

- 該指定對銷或顯著降低使用其他方式將出現之衡量或確認不一致；或
- 受管理之金融資產構成一組金融資產或金融負債之部分或兩者，其表現根據本集團記錄之風險管理或投資策略按公平價值基準評估，而有關分組之資料按該基準於內部提供；或
- 其組成包含一個或多個嵌入式衍生工具之合約部分，而香港會計準則第39號允許整個合併合約(資產或負債)指定為按公平價值計入損益。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)*

#### (i) Financial assets at FVTPL (continued)

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in 'other gains and losses' line item. Fair value is determined in the manner described in note 35C.

#### (ii) AFS financial assets

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

Equity securities held by the Group that are classified as AFS financial assets are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured. Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

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

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

*金融資產的分類及其後計量(於2018年1月1日應用香港財務報告準則第9號前)(續)*

#### (i) 按公平價值計入損益之金融資產(續)

按公平價值計入損益之金融資產按公平價值計量，因重新計量而出現之收益或虧損於損益賬確認。於損益賬確認之收益或虧損淨額不包括以金融資產賺取之任何股息或利息，並計入綜合損益表之其他收益及虧損。釐定公平價值之方式載列於附註35C。

#### (ii) 可供出售金融資產

可供出售金融資產是非衍生工具，指定為可供出售或未分類為(a)貸款及應收賬款、(b)持至到期投資或(c)按公平價值計入損益之金融資產。

由本集團持有並分類為可供出售金融資產之權益乃於各報告期間結算日以公平價值計量，公平價值不能可靠地計量的非上市股權投資除外。可供出售權益工具之股息於溢利或虧損內確認。可供出售金融資產之其他賬面值變動則於其他全面收益內確認，並於投資重估儲備中累積。倘金融資產獲出售或確認出現減值，過往於投資重估儲備累積計算之收益或虧損會重新分類至損益賬。

並無活躍市場之市價報價而其公平價值未能可靠計量之可供出售股本投資，以及與其有關且必須以交付其結算之衍生工具，均於報告期末按成本減去任何已識別減值虧損計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)*

#### (iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including long-term loan receivables, trade and other receivables, fixed bank deposits with more than three months to maturity when raised, and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

*Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of that security below its cost is considered to be objective evidence of impairment.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

*金融資產的分類及其後計量 (於2018年1月1日應用香港財務報告準則第9號前) (續)*

#### (iii) 貸款及應收賬款

貸款及應收賬款為有固定或可釐定付款額但並無於活躍市場報價之非衍生金融資產。於初次確認後，貸款及應收款項 (包括長期應收借款、貿易及其他應收賬款、存入三個月後到期之定期銀行存款、銀行存款及現金) 採用實際利率法按攤銷成本減任何已識別減值列賬。

利息收入通過應用實際利率確認，惟確認利息不屬重大的短期應收賬款則除外。

*金融資產減值 (於2018年1月1日應用香港財務報告準則第9號前)*

金融資產 (不包括按公平價值計入損益之金融資產) 乃於各報告期間結算日評估是否有減值跡象。若金融資產於初次確認後發生一項或多項事件而導致有客觀證據證明金融資產之估計未來現金流量受到影響，則視為出現減值。

就可供出售之股本投資而言，該證券之公平價值大幅或持續低於其成本時被視為有客觀證據證明出現減值。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)*

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

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

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

*金融資產減值(於2018年1月1日應用香港財務報告準則第9號前)(續)*

就所有其他金融資產而言，減值之客觀證據包括：

- 發行人或交易對手方遇上重大財政困難；或
- 違反合約，如逾期或拖欠利息或本金付款；或
- 借款人有可能破產或進行財務重組；或
- 因財政困難導致該金融資產之活躍市場不再存在。

應收款項組合的客觀減值證據可包括本集團的過往收款經驗、組合內延遲還款的次數增加，以及與應收款項逾期有關的全國或地方經濟狀況明顯改變。

以攤銷成本入賬的金融資產，其確認的減值虧損為該資產的賬面值與以原實際利率貼現估計未來現金流量之現值之差額。

對於所有金融資產，金融資產賬面值會直接因減值虧損而減少，惟應收貸款除外，在此情況下，賬面值透過利用撥備賬減少。撥備賬賬面值的變動於損益中確認。當應收貸款被認為無法收回時，則於撥備賬內撇銷。其後收回先前已撇銷的金額於損益中計入。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

*Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)*

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve.

#### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

*金融資產減值 (於2018年1月1日應用香港財務報告準則第9號前) (續)*

當按公平價值入賬可供出售金融資產被視為可予減值時，先前於其他全面收益內確認之累積虧損則重新分類至發生減值之本期之損益賬內。

就按攤銷成本計量之金融資產而言，倘若減值虧損之金額於其後減少而該等減少可客觀地與確認減值虧損後所發生之事件聯繫，則先前確認之減值虧損於溢利或虧損撥回，惟於撥回減值日期之資產賬面值不能超出未確認減值前之攤銷成本。

可供出售股本投資而言，先前於損益賬中確認的減值虧損不得於損益賬撥回。於減值虧損後錄得之任何公平價值增加於其他全面收益直接確認，並於投資重估儲備累積計算。

#### 終止確認金融資產

當本集團收取資產現金流量之合約權利屆滿或轉讓金融資產及該資產所有權之絕大部分風險及回報予另一實體時，方會終止確認金融資產。倘本集團或本公司並不轉讓或保留所有權的絕大部分風險及回報，並繼續控制被轉讓資產，則本集團或本公司會以其持續參與程度為限繼續確認其於資產之保留權益並確認相關負債。倘本集團或本公司保留已轉讓金融資產擁有權之絕大部分風險及回報，則本集團或本公司將繼續確認金融資產，同時亦就已收取之所得款項確認有抵押借貸。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial assets (continued)

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated profits.

On derecognition of an AFS financial asset, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

#### Financial liabilities and equity instruments

##### *Classification as debt or equity*

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

##### *Equity instruments*

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

##### *Financial liabilities*

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 終止確認金融資產(續)

終止確認以攤銷成本入賬的金融資產時，資產賬面值與已收及應收代價之差額乃於損益賬確認。

本集團應用香港財務報告準則第9號並初步確認時選擇按公平價值計入其他全面收益計量之權益工具投資，當終止確認該權益工具投資時，先前於投資重估儲備中的累計收益或虧損不會重新分類至損益，惟轉移至累積溢利。

於終止確認可供出售金融資產時，先前於投資重估儲備的累計收益或虧損將重新分類至損益。

#### 金融負債及股本工具

##### 債務及股本之分類

由集團實體發行之債務及股本工具按所訂立之合約安排內容以及金融負債及股本工具之定義分類為金融負債或股本工具。

##### 股本工具

股本工具為證明本集團資產剩餘權益(經扣除其所有負債)之任何合約。本公司發行之股本工具乃以已收所得款項扣除直接發行成本確認。

##### 金融負債

所有金融負債均其後採用實際利率法按攤銷成本或按公平價值計入損益計量。

當金融負債為(i)香港財務報告準則第3號適用的業務合併中的收購方的或然代價；(ii)持作買賣用途；或(iii)指定為按公平價值計入損益時，則金融負債分類為按公平價值計入損益。

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial liabilities and equity instruments (continued)

##### Financial liabilities (continued)

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9/HKAS 39 permits the entire combined contract to be designated as at FVTPL.

### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融負債及股本工具 (續)

##### 金融負債 (續)

若符合下列情況，金融負債將歸類為持作買賣用途：

- 收購金融負債之目的主要為於不久將來回購它；或
- 該金融負債在初步確認時為由本集團共同管理之已識別金融工具投資組合之一部分，並且最近有可短期獲利之實際趨勢；或
- 該金融負債並非被指定為有效對沖工具之衍生工具。

被持有作買賣用途以外的金融負債，或會在初次確認時被指定為按公平價值計入損益，倘：

- 該指定對銷或顯著降低使用其他方式將出現之衡量或確認不一致；或
- 受管理之金融負債構成一組金融資產或金融負債之部分或兩者，其表現根據本集團記錄之風險管理或投資策略按公平價值基準評估，而有關分組之資料按該基準於內部提供；或
- 其組成包含一個或多個嵌入式衍生工具之合約部分，而香港財務報告準則第9號／香港會計準則第39號允許整個合併合約（資產或負債）指定為按公平價值計入損益。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) FINANCIAL INSTRUMENTS (CONTINUED)

#### Financial liabilities and equity instruments (continued)

##### Financial liabilities (continued)

Upon application of HKFRS 9, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Prior to application of HKFRS 9 on 1 January 2018, financial liabilities designated at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liability and is included in the 'other gains and losses' line item.

##### Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, and bank and other borrowings) are subsequently measured at amortised cost, using the effective interest method.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### Derivative financial instruments

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

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及股本工具(續)

##### 金融負債(續)

於應用香港財務報告準則第9號前，對於按公平價值計入損益的金融負債之計量，公平價值變動是由於信貸風險產生變化所致，其金額變動須呈列在其他全面收益中，除非該項因負債信貸風險轉變而確認於其他全面收益所產生的影響對損益構成或擴大會計錯配。

於二零一八年一月一日應用香港財務報告準則第9號前，按公平價值計入損益指定的金融負債按公平價值列賬，連同任何於損益內確認之公平價值產生的收益或虧損。於損益內確認之收益或虧損淨額不包括就金融負債支付之任何利息，惟計入「其他收益及虧損」一項。

##### 按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付賬款、銀行及其他借款)則其後採用實際利率法按攤銷成本計量。

##### 終止確認金融負債

本集團於及僅於本集團之責任解除、取消或到期時終止確認金融負債。已終止確認金融負債賬面值與已付和應付代價間之差額於損益賬確認。

##### 衍生金融工具

衍生工具於衍生工具合約訂立當日以公平價值初步確認，並隨後於報告期末重新計量至其公平價值。產生的收益或虧損立即在損益中確認，除非該衍生工具被指定為有效的對沖工具，在這種情況下，確認損益的時間取決於對沖關係的性質。



#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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.

#### CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### 4. 重要會計判斷及估計不明朗因素之主要來源

於應用本集團之會計政策(如附註3所述)時,本公司董事須對未能即時自其他來源取得之資產及負債賬面值作出判斷、估計及假設。估計及有關假設乃以過往經驗及被視為相關之其他因素為基礎。實際結果可能會與該等估計有所不同。

估計及相關假設乃按持續基準檢討。會計估計之修訂乃於估計被修訂之期間確認(倘修訂僅影響該期間),或於修訂期間及未來期間(倘修訂影響本期間及未來期間)確認。

#### 應用會計政策的重要判斷

除關於估計的判斷外(見下文),以下是董事於應用對綜合財務報表確認金額有最重大影響之本集團會計政策之關鍵性判斷。

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#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

###### Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios in Hong Kong and the PRC and concluded that (a) the Group's investment properties in Hong Kong are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, (b) the Group's investment properties in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties in Hong Kong, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of investment properties located in Hong Kong as the Group is not subject to any income taxes on disposal of these investment properties. The presumption that the carrying amounts of the Group's investment properties situated in the PRC are recovered entirely through sale has been rebutted and the deferred tax on the changes in fair value of those investment properties is recognised according to the relevant tax rules.

#### 4. 重要會計判斷及估計不明朗因素之主要來源(續)

##### 應用會計政策的重要判斷(續)

###### 投資物業遞延稅項

就計量利用公平價值模式計量的投資物業產生之遞延稅項負債或遞延稅項資產而言，本公司董事審閱本集團在香港及中國之投資物業組合後認為，(a)本集團在香港之投資物業並非以旨在隨時間消耗該等投資物業實現絕大部份經濟利益之業務模式持有；(b)本集團在中國之投資物業以旨在隨時間消耗該等投資物業實現絕大部份經濟利益之業務模式持有。因此，計量本集團在香港之投資物業的遞延稅項時，本公司董事已確定，利用公平價值模式計量的投資物業之賬面值乃通過銷售全數收回之有關假設並無遭到駁回。故此，由於本集團無需就出售該等投資物業繳納任何所得稅，本集團並無就位於香港之投資物業的公平價值變動確認任何遞延稅項。該假設本集團位於中國的投資物業的賬面值全部通過出售而被駁回，且該等投資物業公平價值變動的遞延稅項乃根據相關稅務規則確認。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### KEY SOURCES OF ESTIMATION UNCERTAINTY

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

##### Fair value of investment properties

Investment properties are carried in the consolidated statement of financial position at 31 December 2018 at their fair value, details of which are disclosed in note 14. The fair value of the investment properties was determined by reference to valuations conducted on these properties by an independent qualified professional valuer using property valuation techniques which involve certain assumptions of prevailing market conditions. Favourable or unfavourable changes to these assumptions may result in changes in the fair value of the Group's investment properties and corresponding adjustments to the changes in fair value reported in the consolidated statement of profit or loss and the carrying amount of these properties included in the consolidated statement of financial position. The carrying amount of the Group's investment properties at 31 December 2018 is approximately HK\$8,701,400,000 (2017: HK\$8,392,900,000).

#### 4. 重要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源

於報告期間結算日，因將來之假設及其他估計帶來之主要不穩定因素，可能對資產及負債之賬面值於下一財政年度內帶來重大調整之風險，討論如下：

##### 投資物業之公平價值

投資物業乃於二零一八年十二月三十一日在綜合財務狀況表按彼等之公平價值列賬，詳情於附註14披露。投資物業之公平價值乃參考獨立合資格專業估值師以物業估值技術對該等物業所進行之估值釐定。物業估值技術涉及對現時市場情況的若干假設。該等假設之有利或不利變動或會改變本集團投資物業公平價值，因而相應調整於綜合損益表呈報之公平價值變動，以及計入綜合財務狀況表內該等物業之賬面值。於二零一八年十二月三十一日，本集團投資物業之賬面值約為港幣8,701,400,000元(二零一七年：港幣8,392,900,000元)。

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#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

###### Impairment of properties held for sale

The Group's properties held for sale in the PRC and Hong Kong, details of which are set out in the consolidated statement of financial position and note 16, are expected to be recovered through future sales. In case the future selling prices, less all related direct selling expenses, are less than their current carrying value of these properties, the Group will recognise losses. The future selling prices are estimated by reference to the recent selling prices of similar properties in the same project or relevant locations. The management also estimated the future selling expenses by reference to the actual selling expenses of the Group's completed projects, adjusted by certain current market data. The carrying amount of properties held for sale of the Group at 31 December 2018 is approximately HK\$860,707,000 (2017: HK\$555,975,000).

###### Fair value of unlisted equity instruments at FVTOCI/ available-for-sale investments

The fair value of unlisted equity instruments at FVTOCI/ available-for-sale investments that are stated at fair value are determined with reference to market values of underlying assets, or arrived at using valuation techniques, including market multiple approach and discounted cash flow techniques, which included some assumptions that are not supportable by observable market prices or rates, the inputs may include prices information, volatility statistics, liquidity statistics and other factors. In determining the fair value where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates, earnings growth factor and the adjusted discount factor. The carrying amount of the Group's unlisted equity instruments at FVTOCI (2017: available-for-sale investments) at 31 December 2018 is approximately HK\$306,289,000 (2017: HK\$342,230,000).

#### 4. 重要會計判斷及估計不明朗因素之主要來源(續)

##### 估計不明朗因素之主要來源(續)

###### 待出售物業之減值

本集團於中國及香港之及待出售物業之詳情分別載於綜合財務狀況表及附註16，預期可透過日後銷售收回。倘日後售價減去所有相關直接銷售開支，少於其現有賬面值額外成本，本集團將確認虧損。將來的售價是參考同一項目或相關地點的類似物業。管理層亦參考本集團已完成項目的實際銷售費用，根據若干目前市場數據調整未來銷售費用。於二零一八年十二月三十一日，本集團待出售物業之賬面值分別約為港幣860,707,000元(二零一七年：港幣555,975,000元)。

###### 非上市按公平價值計入其他全面收益之權益工具／可供出售投資之公平價值

以公平價值列賬的非上市按公平價值計入其他全面收益之權益工具／可供出售投資之公平價值，乃根據相關資產市值釐定，或利用估值技巧得出，包括市場乘數法及折現現金流量技巧，其中包括不獲觀察市場價格或利率支持的一些假設。輸入變數可能包括價格資料、浮動率數據、流動性數據及其他因素。釐定公平價值時，若使用折現現金流量技巧，則估計未來現金流量乃根據管理層的最佳估計、盈利增長因子及經調整的折現因子。本集團非上市按公平價值計入其他全面收益之權益工具(二零一七年：可供出售投資)於二零一八年十二月三十一日之賬面值約為港幣306,289,000元(二零一七年：港幣342,230,000元)。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

##### KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

###### Income taxes

As at 31 December 2018, a deferred tax asset in relation to unused tax losses of approximately HK\$226 million (2017: HK\$65 million) has been recognised in the Group's consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of approximately HK\$472 million (2017: HK\$437 million) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

#### 5. REVENUE

##### (I) DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS

An analysis of the Group's revenue and the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information is as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Property development	物業發展		
- Sale of properties	- 物業銷售	1,195,398	1,686,008
- Interior decoration services	- 室內裝修服務	88,256	-
Property management	物業管理	20,896	19,742
Trading and manufacturing	貿易及製造	77,346	75,984
Hotel operation	酒店經營	12,120	11,269
<b>Revenue from contracts with customers</b>	<b>與客戶合約的收益</b>	<b>1,394,016</b>	<b>1,793,003</b>
Property investment (under HKAS 17)	物業投資 (根據香港會計準則第17號)	355,739	365,611
Treasury investment (under HKFRS 9)	財務投資 (根據香港財務報告準則第9號)		
- Interest income	- 利息收入	58,072	45,801
- Dividend income	- 股息收入	28,398	10,936
<b>Total revenue</b>	<b>總收益</b>	<b>1,836,225</b>	<b>2,215,351</b>

#### 4. 重要會計判斷及估計不明朗因素之主要來源 (續)

##### 估計不明朗因素之主要來源 (續)

###### 所得稅

於二零一八年十二月三十一日，未動用稅項虧損約港幣226,000,000元(二零一七年：港幣65,000,000元)於本集團綜合財務狀況表內確認為遞延稅項資產。由於無法預測未來溢利來源，故並未就稅項虧損約港幣472,000,000元(二零一七年：港幣437,000,000元)確認遞延稅項資產。遞延稅項資產的可變現程度主要取決於日後是否有充足的未來溢利或應課稅暫時差異。倘實際產生的未來溢利少於預期，將引致重大遞延稅項資產撥回，該撥回將於發生期間於損益賬確認。

#### 5. 收益

##### (I) 與客戶簽訂合同的收入分解

本集團收入的分析及與客戶合約的收益與分部資料所披露金額的對賬如下：

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**5. REVENUE (CONTINUED)****(I) DISAGGREGATION OF REVENUE FROM CONTRACTS WITH CUSTOMERS (CONTINUED)**

For the year ended 31 December 2018

		Property investment 物業投資 HK\$'000 港幣千元	Property development 物業發展 HK\$'000 港幣千元	Property management 物業管理 HK\$'000 港幣千元	Treasury investment 財務投資 HK\$'000 港幣千元	Trading and manufacturing 貿易及製造 HK\$'000 港幣千元	Hotel operation 酒店經營 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Sale of properties	物業銷售	-	1,195,398	-	-	-	-	1,195,398
Interior decoration services	室內裝修服務	-	88,256	-	-	-	-	88,256
Property management	物業管理	-	-	34,143	-	-	-	34,143
Trading and manufacturing	貿易及製造	-	-	-	-	77,346	-	77,346
Hotel operation	酒店經營	-	-	-	-	-	12,120	12,120
Eliminations on inter-segment transactions	集團內交易對銷	-	-	(13,247)	-	-	-	(13,247)
Revenue from contracts with customers	與客戶合約的收益	-	1,283,654	20,896	-	77,346	12,120	1,394,016
Property investment (under HKAS 17)	物業投資(根據香港會計準則第17號)	359,986	-	-	-	-	-	359,986
Interest income (under HKFRS 9)	利息收入(根據香港財務報告準則第9號)	-	13,676	-	44,396	-	-	58,072
Dividend income (under HKFRS 9)	股息收入(根據香港財務報告準則第9號)	-	-	-	28,398	-	-	28,398
Eliminations on inter-segment transactions	集團內交易對銷	(4,247)	-	-	-	-	-	(4,247)
Segment revenue	分類收益	355,739	1,297,330	20,896	72,794	77,346	12,120	1,836,225

		Property development 物業發展 HK\$'000 港幣千元	Property management 物業管理 HK\$'000 港幣千元	Trading and manufacturing 貿易及製造 HK\$'000 港幣千元	Hotel operation 酒店經營 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Geographical markets</b>	<b>地區市場</b>					
Hong Kong	香港	-	20,896	-	-	20,896
PRC	中國	1,283,654	-	77,346	12,120	1,373,120
<b>Total</b>	<b>總計</b>	1,283,654	20,896	77,346	12,120	1,394,016
<b>Timing of revenue recognition</b>	<b>確認收益時間</b>					
A point in time	某一時間點	1,195,398	-	77,346	-	1,272,744
Over time	隨著時間	88,256	20,896	-	12,120	121,272
<b>Total</b>	<b>總計</b>	1,283,654	20,896	77,346	12,120	1,394,016

**5. 收益(續)****(I) 與客戶簽訂合同的收入分解(續)**

截至二零一八年十二月三十一日止年度

## 5. REVENUE (CONTINUED)

### (II) PERFORMANCE OBLIGATIONS FOR CONTRACTS WITH CUSTOMERS

#### Property development

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

The Group receives deposits from customers pursuant to the payment terms of the sale and purchase agreement. Such advance payment result in contract liabilities being recognised throughout the property construction period.

The Group provides interior decoration services to these customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on the stage of completion of the contract using input method.

The Group's interior decoration contracts include payment schedules which require stage payments over the construction period. The Group requires customers to provide upfront deposits, when the Group receives a deposit before construction commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

## 5. 收益(續)

### (II) 客戶合約的履約責任

#### 物業發展

就出售物業與客戶訂立的合約而言，合約中指明的相關物業乃基於客戶要求，並無其他替代用途。經考慮相關合約條款、法律環境及相關法律先例，本集團認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，出售物業的收益於已竣工物業轉讓予客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

本集團根據買賣協議的付款條款向客戶收取按金。該預先付款導致於物業建築期確認的合約負債。

本集團向該等客戶提供室內裝修服務。由於資產獲創建及提升，有關服務於本集團創建或提升由客戶控制的資產時，確認為於若干時段內履行的履約責任。該等建築服務的收益根據合約完成階段使用投入法確認。

本集團的室內裝修合約包括須於建築期間按階段付款的付款時間表。本集團要求客戶提供預付訂金，倘本集團於建築開始前收到按金，則此將於合約開始時產生合約負債，直至就特定合約確認的收益超過按金金額。

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## 5. REVENUE (CONTINUED)

### (II) PERFORMANCE OBLIGATIONS FOR CONTRACTS WITH CUSTOMERS (CONTINUED)

#### Property development (continued)

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed.

All the interior decoration services are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

#### Property management

Revenue from property management represents charge-out collections, which consist of payments in respect of the operation of the properties which are payable by the tenants, are recognised over time using output method when the services and facilities are provided. The Group applied the practical expedient in HKFRS by recognising revenue in the amount to which the Group has right to invoice, since the Group is entitled to bill a fixed amount in advance for each month according to the terms of the relevant lease. As permitted under HKFRS 15, the aggregate amount of the transaction price allocated to the unsatisfied contracts is not disclosed.

#### Trading and manufacturing

For sales of magnetic products, revenue is recognised when control of the goods has transferred to customers, being when the goods have been shipped to the customer's specific location (delivery). Following the delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 90 days upon delivery.

#### Hotel operation

Income from hotel operation represents the hotel room revenue from customers which are recognised over time using output method when the service and facilities are provided. All the hotel operation service are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

## 5. 收益 (續)

### (II) 客戶合約的履約責任 (續)

#### 物業發展 (續)

合約資產 (扣除同一合約的合約負債) 於進行建築服務期間確認並指本集團進行服務代價的權利。

所有室內裝修服務為期一年或以下。根據香港財務報告準則第15號所批准，分配予未履行合約的交易價未予披露。

#### 物業管理

物業管理服務收益為代收費用包括租戶應付有關營運該等物業的付款，乃於提供服務及設施時使用投出法在一段時間內確認。由於本集團可依據相關租賃條款每月提前收取固定金額，本集團以確認本集團有權開具發票的金額確認收益，應用香港財務報告準則的可行權宜方法。根據香港財務報告準則第15號所批准，分配予未履行合約的交易價總額未予披露。

#### 貿易及製造

就銷售磁性產品而言，當貨品之控制權已轉移予客戶，即當貨品已運送至客戶指定的地點 (交付) 時確認收益。於交付後，客戶可全權酌情決定分銷方式及貨品售價，並承擔出售貨品之主要責任及貨品報廢及損失之風險。於交付後，信貸期一般為30至90日。

#### 酒店經營

酒店經營收入指於提供服務及設施時使用投出法在一段時間內所確認來自客戶的酒店房間收益。所有酒店經營服務為期一年或以下。根據香港財務報告準則第15號所批准，分配予未履行合約的交易價未予披露。



## 6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”), for the purposes of resources allocation or assessment of segment performance focuses on types of goods and services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segment of the Group.

Specifically, the Group’s operating and reportable segments under HKFRS 8 *Operating Segments* are as follows:

1. Property investment — investment and letting of properties
2. Property development — development and sale of properties, including interior decoration services
3. Property management — provision of property management services
4. Treasury investment — dealings and investments in securities and other financial instruments
5. Trading and manufacturing — manufacture and sale of magnetic products
6. Hotel operation — management and operation of hotels

## 6. 分類資料

本公司向執行董事，即主要經營決策人，就資源分配或評核分類表現而呈報之分類資料，乃按營運單位所提供的銷售和服務性作為分析基準。主要經營決策人於釐定本集團之可呈報分類時，概無將已識別的任何營運分類作合併處理。

按香港財務報告準則第8號營運分類本集團之業務及呈報分類如下：

1. 物業投資 — 物業投資及租賃
2. 物業發展 — 物業發展及銷售，包括裝修服務
3. 物業管理 — 提供物業管理服務
4. 財務投資 — 證券及其他金融工具的交易及投資
5. 貿易及製造 — 磁性產品製造及銷售
6. 酒店經營 — 酒店管理及經營

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## 6. SEGMENT INFORMATION (CONTINUED)

### SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by operating and reportable segments.

## 6. 分類資料(續)

### 分類收益及業績

以下為按呈報及業務分類之本集團收益及業績分析。

For the year ended 31 December 2018	截至二零一八年十二月三十一日止年度
Segment revenue	分類收益
Comprising:	包括：
- revenue from customers	- 客戶收益
- inter-segment transactions (note)	- 集團內交易(附註)
Operating expenses	營運開支
Gain on changes in fair value of investment properties	投資物業公平價值變動收益
Loss on changes in fair value of financial assets at FVTPL	按公平價值計入損益之金融資產公平價值變動虧損
Loss on changes in fair value of derivative financial instruments	金融衍生工具之公平價值變動虧損
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損
Net exchange gains (losses)	匯兌淨收益(虧損)
Segment profit	分類溢利
Finance costs	財務成本
Share of results of joint ventures	所佔合營企業業績
Profit before tax	除稅前溢利

note: Inter-segment transactions are charged at prevailing market prices.

附註：集團內交易按現行市值收取。

Property investment 物業投資 HK\$'000 港幣千元	Property development 物業發展 HK\$'000 港幣千元	Property management 物業管理 HK\$'000 港幣千元	Treasury investment 財務投資 HK\$'000 港幣千元	Trading and manufacturing 貿易及製造 HK\$'000 港幣千元	Hotel operation 酒店經營 HK\$'000 港幣千元	Segment total 分類總計 HK\$'000 港幣千元	Eliminations 對銷 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
359,986	1,297,330	34,143	72,794	77,346	12,120	1,853,719	(17,494)	1,836,225
355,739	1,297,330	20,896	72,794	77,346	12,120			
4,247	-	13,247	-	-	-			
(129,305)	(825,628)	(20,016)	(20,532)	(71,320)	(11,158)	(1,077,959)	17,494	(1,060,465)
436,055	-	-	-	-	-	436,055	-	436,055
-	-	-	(1,867)	-	-	(1,867)	-	(1,867)
-	-	-	(6,679)	-	-	(6,679)	-	(6,679)
-	(2,075)	-	-	-	-	(2,075)	-	(2,075)
61	(21,799)	219	3,703	-	-	(17,816)	-	(17,816)
666,797	447,828	14,346	47,419	6,026	962	1,183,378	-	1,183,378
								(19,122)
								61,752
								1,226,008

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 6. SEGMENT INFORMATION (CONTINUED) SEGMENT REVENUE AND RESULTS (CONTINUED)

The following is an analysis of the Group's revenue and results by operating and reportable segments.

## 6. 分類資料(續) 分類收益及業績(續)

以下為按呈報及業務分類之本集團收益及業績分析。

For the year ended 31 December 2017	截至二零一七年十二月三十一日止年度
Segment revenue	分類收益
Comprising:	包括：
– revenue from customers	– 客戶收益
– inter-segment transactions (note)	– 集團內交易(附註)
Operating expenses	營運開支
Gain on changes in fair value of investment properties	投資物業公平價值變動收益
Gain on changes in fair value of financial assets at FVTPL	按公平價值計入損益之金融資產公平價值變動收益
Loss on changes in fair value of derivative financial instruments	金融衍生工具之公平價值變動虧損
Net exchange gains (losses)	匯兌淨收益(虧損)
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之減值虧損確認
Impairment loss recognised in respect of other receivables	其他應收賬款之減值虧損確認
Segment profit (loss)	分類溢利(虧損)
Finance costs	財務成本
Share of results of joint ventures	所佔合營企業業績
Profit before tax	除稅前溢利

Property investment 物業投資 HK\$'000 港幣千元	Property development 物業發展 HK\$'000 港幣千元	Property management 物業管理 HK\$'000 港幣千元	Treasury investment 財務投資 HK\$'000 港幣千元	Trading and manufacturing 貿易及製造 HK\$'000 港幣千元	Hotel operation 酒店經營 HK\$'000 港幣千元	Segment total 分類總計 HK\$'000 港幣千元	Eliminations 對銷 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
369,829	1,694,507	31,971	48,238	75,984	11,269	2,231,798	(16,447)	2,215,351
365,611	1,694,507	19,742	48,238	75,984	11,269			
4,218	-	12,229	-	-	-			
(146,748)	(1,254,803)	(21,079)	(14,102)	(68,803)	(10,615)	(1,516,150)	16,447	(1,499,703)
292,070	-	-	-	-	-	292,070	-	292,070
-	-	-	4,490	-	-	4,490	-	4,490
-	-	-	(764)	-	-	(764)	-	(764)
8,140	26,635	(297)	1,396	-	(1)	35,873	-	35,873
-	-	-	(39,860)	-	-	(39,860)	-	(39,860)
-	-	-	(2,541)	(9,452)	(905)	(12,898)	-	(12,898)
523,291	466,339	10,595	(3,143)	(2,271)	(252)	994,559	-	994,559
								(26,658)
								1,645
								969,546

note: Inter-segment transactions are charged at prevailing market prices.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit/loss represents the profit earned by/loss from each segment without allocation of share of results of joint ventures and finance costs. In addition, the Group's administrative costs are allocated to respective operating segments on the basis of revenue earned by individual operating segments. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

附註：集團內交易按現行市值收取。

業務分類之會計政策與附註3所述之本集團會計政策相同。分類溢利／虧損指在未計入所佔合營企業業績及財務成本之情況下各分類所賺取之溢利／蒙受之虧損。此外，財務投資分類替其他業務分類代付所涉及之行政成本已按個別業務分類賺取之收益獲分配至各營運分類。本集團已以此分類方法向主要經營決策人呈報，並用作資源分配及評核分類表現。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**6. SEGMENT INFORMATION (CONTINUED)****SEGMENT ASSETS AND LIABILITIES**

The following is an analysis of the Group's assets and liabilities by reportable segments:

**Segment assets**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Property investment	物業投資	8,986,482	8,685,612
Property development	物業發展	3,742,597	4,211,020
Property management	物業管理	3,421	3,246
Treasury investment	財務投資	1,323,787	1,319,535
Trading and manufacturing	貿易及製造	92,620	93,570
Hotel operation	酒店經營	6,700	5,386
Total segment assets	分類資產總額	14,155,607	14,318,369
Taxation recoverable	可收回稅款	33,458	20,706
Interests in joint ventures	合營企業權益	292,987	192,210
Deferred tax assets	遞延稅項資產	31,469	3,850
Consolidated assets	綜合資產	14,513,521	14,535,135

**Segment liabilities**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Property investment	物業投資	178,587	182,362
Property development	物業發展	643,819	898,224
Property management	物業管理	3,077	3,055
Treasury investment	財務投資	8,623	1,722
Trading and manufacturing	貿易及製造	12,179	15,082
Hotel operation	酒店經營	1,217	708
Total segment liabilities	分類負債總額	847,502	1,101,153
Taxation payable	應付稅款	137,713	100,005
Borrowings	借款	867,818	1,248,000
Deferred tax liabilities	遞延稅項負債	263,420	247,102
Consolidated liabilities	綜合負債	2,116,453	2,696,260

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than taxation recoverable, interests in joint ventures and deferred tax assets. All liabilities are allocated to operating segments other than taxation payable, borrowings and deferred tax liabilities.

**6. 分類資料(續)****分類資產及負債**

以下為按呈報分類之本集團資產及負債分析：

**分類資產**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Property investment	物業投資	8,986,482	8,685,612
Property development	物業發展	3,742,597	4,211,020
Property management	物業管理	3,421	3,246
Treasury investment	財務投資	1,323,787	1,319,535
Trading and manufacturing	貿易及製造	92,620	93,570
Hotel operation	酒店經營	6,700	5,386
Total segment assets	分類資產總額	14,155,607	14,318,369
Taxation recoverable	可收回稅款	33,458	20,706
Interests in joint ventures	合營企業權益	292,987	192,210
Deferred tax assets	遞延稅項資產	31,469	3,850
Consolidated assets	綜合資產	14,513,521	14,535,135

**分類負債**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Property investment	物業投資	178,587	182,362
Property development	物業發展	643,819	898,224
Property management	物業管理	3,077	3,055
Treasury investment	財務投資	8,623	1,722
Trading and manufacturing	貿易及製造	12,179	15,082
Hotel operation	酒店經營	1,217	708
Total segment liabilities	分類負債總額	847,502	1,101,153
Taxation payable	應付稅款	137,713	100,005
Borrowings	借款	867,818	1,248,000
Deferred tax liabilities	遞延稅項負債	263,420	247,102
Consolidated liabilities	綜合負債	2,116,453	2,696,260

為監察分類表現及於分類間分配資源，除於可收回稅款、合營企業的權益及遞延稅項資產外，所有資產均分配至業務分類，而除應付稅款、借款及遞延稅項負債外，所有負債均分配至業務分類。

## 6. SEGMENT INFORMATION (CONTINUED)

### OTHER SEGMENT INFORMATION

		Property investment 物業投資 HK\$'000 港幣千元	Property development 物業發展 HK\$'000 港幣千元	Property management 物業管理 HK\$'000 港幣千元	Treasury investment 財務投資 HK\$'000 港幣千元	Trading and manufacturing 貿易及製造 HK\$'000 港幣千元	Hotel operation 酒店經營 HK\$'000 港幣千元	Consolidated 綜合 HK\$'000 港幣千元
Amounts included in the measure of segment results and segment assets:	包括計量分類業績及分類資產之金額：							
<b>2018</b>	<b>二零一八年</b>							
Additions to non-current assets (note)	非流動資產增加(附註)	12,803	40,152	-	-	1,287	1,639	55,881
Depreciation	折舊	7,045	2,773	-	-	2,859	75	12,752
Impairment loss recognised in respect of properties held for sale	待出售物業之減值虧損確認	-	74,703	-	-	-	-	74,703
<b>2017</b>	<b>二零一七年</b>							
Additions to non-current assets (note)	非流動資產增加(附註)	32,476	203,029	-	134	4,123	169	239,931
Depreciation	折舊	7,047	926	-	643	2,357	39	11,012
Impairment loss recognised in respect of properties held for sale	待出售物業之減值虧損確認	-	48,359	-	-	-	-	48,359

note: Non-current assets exclude interests in joint ventures, financial instruments and deferred tax assets.

附註：非流動資產不包括合營企業權益、金融工具及遞延稅項資產。

## GEOGRAPHICAL INFORMATION

The Group's operations are located in Hong Kong and other parts of the PRC.

Information about the Group's revenue from continuing operations from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

## 地區資料

本集團業務位於香港及中國其他地區。

有關本集團持續經營外來客戶之收益資料乃按經營業務所處地區呈報。有關本集團非流動資產的資料則按資產所在地區呈報。

		Revenue 收益		Non-current assets 非流動資產	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Hong Kong	香港	274,321	269,341	7,228,702	6,769,547
PRC	中國	1,561,904	1,946,010	2,841,699	2,956,163
		<b>1,836,225</b>	<b>2,215,351</b>	<b>10,070,401</b>	<b>9,725,710</b>

Non-current assets exclude interests in joint ventures, financial instruments and deferred tax assets.

非流動資產不包括合營企業權益、金融工具及遞延稅項資產。

## INFORMATION ABOUT MAJOR CUSTOMERS

There is no revenue from customers for the years ended 31 December 2018 and 31 December 2017 contributing over 10% of the total operating revenue of the Group.

## 主要客戶資料

截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度，並無來自客戶之收益佔本集團總營運收益超過10%。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

**7. OTHER GAINS AND LOSSES****7. 其他收益及虧損**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Gain on changes in fair value of investment properties	投資物業公平價值變動收益	436,055	292,070
(Loss) gain on changes in fair value of financial assets at FVTPL	按公平價值計入損益之金融工具 公平價值變動(虧損)收益	(1,867)	4,490
Loss on changes in fair value of derivative financial instruments	衍生金融工具之公平價值變動虧損	(6,679)	(764)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(2,075)	-
Net exchange (losses) gains	匯兌淨(虧損)收益	(17,816)	35,873
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之減值虧損確認	-	(39,860)
Impairment loss recognised in respect of other receivables	其他應收賬款之減值虧損確認	-	(12,898)
		<b>407,618</b>	<b>278,911</b>

**8. FINANCE COSTS****8. 財務成本**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Interest on borrowings:	借款利息：		
Bank loans	銀行貸款	31,345	44,466
Other borrowings	其他借款	3,301	1,225
		<b>34,646</b>	<b>45,691</b>
Less: Amount capitalised as cost of properties under development/properties under development for sale at a capitalisation rate ranging from 3.77% to 4.75% (2017: 2.75% to 4.96%) per annum	減：以每年介乎3.77%至4.75%的資本化比率 (二零一七年：2.75%至4.96%)列作發展中 物業/待出售發展中物業成本之資本化金	(15,524)	(19,033)
		<b>19,122</b>	<b>26,658</b>

**9. INCOME TAX EXPENSE****9. 所得稅支出**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
The charge comprises:	支出包括：		
Current tax:	本年度稅項：		
Hong Kong Profits Tax	香港利得稅	14,949	17,052
PRC Enterprise Income Tax	中國企業所得稅	124,838	132,408
		<b>139,787</b>	<b>149,460</b>
Dividend withholding tax	股息預扣稅	14,010	-
(Over)underprovision in prior years:	過往年度(超額)不足撥備：		
Hong Kong Profits Tax	香港利得稅	(150)	(160)
PRC Enterprise Income Tax	中國企業所得稅	135	-
		<b>(15)</b>	<b>(160)</b>
PRC Land Appreciation Tax ("LAT")	中國土地增值稅	26,593	36,799
Deferred taxation (note 27)	遞延稅項(附註27)	(2,289)	9,631
		<b>178,086</b>	<b>195,730</b>



## 9. INCOME TAX EXPENSE (CONTINUED)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	1,226,008	969,546
Hong Kong Profits Tax at the rate of 16.5% (2017: 16.5%)	按稅率16.5% (二零一七年: 16.5%) 計算之香港利得稅	202,291	159,975
Tax effect of share of results of joint ventures	所佔合營企業業績之稅務影響	(10,189)	(271)
Tax effect of expenses not deductible for tax purpose	不可扣稅費用之稅務影響	9,445	20,412
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(89,602)	(54,035)
Overprovision in prior years	過往年度超額撥備	(15)	(160)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	6,552	4,778
Tax effect of utilisation of tax losses previously not recognised	先前未確認動用之稅務虧損之稅務影響	(179)	(8,937)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	55,132	45,154
PRC LAT	中國土地增值稅	26,593	36,799
Tax effect of PRC LAT	中國土地增值稅之稅務影響	(6,648)	(9,200)
Dividend withholding tax	股息預扣稅	14,010	-
Others	其他	(29,304)	1,215
Tax charge for the year	本年度稅項支出	178,086	195,730

notes:

- (a) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.
- The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.
- (b) Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2017: 25%).
- (c) The Group has estimated the tax provision for PRC LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for LAT is calculated.

## 9. 所得稅支出 (續)

本年度之稅項與綜合損益表所示除稅前溢利之對賬如下：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	1,226,008	969,546
Hong Kong Profits Tax at the rate of 16.5% (2017: 16.5%)	按稅率16.5% (二零一七年: 16.5%) 計算之香港利得稅	202,291	159,975
Tax effect of share of results of joint ventures	所佔合營企業業績之稅務影響	(10,189)	(271)
Tax effect of expenses not deductible for tax purpose	不可扣稅費用之稅務影響	9,445	20,412
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(89,602)	(54,035)
Overprovision in prior years	過往年度超額撥備	(15)	(160)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	6,552	4,778
Tax effect of utilisation of tax losses previously not recognised	先前未確認動用之稅務虧損之稅務影響	(179)	(8,937)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	55,132	45,154
PRC LAT	中國土地增值稅	26,593	36,799
Tax effect of PRC LAT	中國土地增值稅之稅務影響	(6,648)	(9,200)
Dividend withholding tax	股息預扣稅	14,010	-
Others	其他	(29,304)	1,215
Tax charge for the year	本年度稅項支出	178,086	195,730

附註：

- (a) 於二零一八年三月二十一日，香港立法會通過了「二零一七年稅務(修訂)(第7號)條例草案」(「條例草案」)，該條例草案引入了雙層利得稅率制度。該法案於二零一八年三月二十八日簽署成為法律，並於次日在憲報刊登。根據雙層利得稅制度，合資格集團實體的首二百萬港元利潤將按8.25%徵稅，而超過二百萬港元的利潤則須按16.5%徵稅。不符合雙層利得稅率制度的集團實體的利潤將繼續按16.5%的固定稅率徵稅。
- 本公司董事認為，實施雙層利得稅制度所涉及的金額與綜合財務報表並無重大關係。香港利得稅按兩個年度估計應課稅溢利的16.5%計算。
- (b) 按中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，中國附屬公司稅率為25%(二零一七年：25%)。
- (c) 根據中國稅法及規則的相關規定，本集團已預提中國土地增值稅。具體土地增值稅額取決於稅局根據物業投資項目的竣工程度而定，稅局有可能不認同本集團對土地增值稅撥備的計算基準。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 10. PROFIT FOR THE YEAR

### 10. 本年度溢利

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit for the year has been arrived at after charging:	本年度溢利已扣除下列各項：		
Directors' emoluments (note 11)	董事酬金(附註11)	28,275	33,678
Other staff costs	其他員工成本	74,638	54,414
Staff retirement schemes contributions, net of HK\$84,000 (2017: HK\$467,000) forfeited contributions	員工退休福利供款，扣除沒收供款港幣84,000元(二零一七年：港幣467,000元)	3,578	2,717
Total staff costs	員工成本總計	106,491	90,809
Auditor's remuneration	核數師酬金	2,874	2,674
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12,752	11,012
Operating lease rentals in respect of land and buildings	土地及樓宇經營租約之租金	7,505	6,610
Selling expenses (included in "administrative and operating expenses")	銷售開支(包括在「行政及營運開支」)	17,418	51,441
Impairment loss recognised in respect of properties held for sale (included in "direct costs")	待出售物業之減值虧損確認(包括在「直接成本」)	74,703	48,359
and after crediting:	並計入：		
Gross rental income from investment properties	投資物業總租金收入	355,739	365,611
Less: direct expenses of investment properties that generated rental income during the year	減：年內產生租金收入之投資物業直接費用	(31,549)	(31,278)
		324,190	334,333

## 11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the 11 (2017: 14) directors were as follows:

## 11. 董事、行政總裁及僱員酬金

已付或應付予11名(二零一七年: 14名)董事之酬金如下:

		Other emoluments 其他酬金				
		Fees 袍金 HK\$'000 港幣千元	Salaries and other benefits 薪酬及其他福利 HK\$'000 港幣千元	Performance related incentive payment (note e) 業績相關的獎勵金(附註e) HK\$'000 港幣千元	Retirement scheme contributions 退休福利計劃供款 HK\$'000 港幣千元	Total emoluments 總酬金 HK\$'000 港幣千元
<b>2018</b>	<b>二零一八年</b>					
<b>Executive Directors (note a)</b>	<b>執行董事(附註a)</b>					
Liu Lit Chi	廖烈智	300	8,674	430	513	9,917
Liu Kam Fai, Winston	廖金輝	200	5,505	288	342	6,335
Liu Kwun Shing, Christopher	廖坤城	200	4,175	280	324	4,979
Lee Wai Hung	李偉雄	200	3,255	275	326	4,056
<b>Non-executive Directors (note b)</b>	<b>非執行董事(附註b)</b>					
Liu Lit Chung	廖烈忠	200	988	-	-	1,188
Kho Eng Tjoan, Christopher	許榮泉	300	-	-	-	300
<b>Independent Non-executive Directors (note c)</b>	<b>獨立非執行董事(附註c)</b>					
Cheng Mo Chi, Moses	鄭慕智	300	-	-	-	300
Au Kam Yuen, Authur	區錦源	300	-	-	-	300
Ma Hung Ming, John	馬鴻銘	300	-	-	-	300
Cheng Yuk Wo	鄭毓和	300	-	-	-	300
Tong Tsun Sum, Eric	唐晉森	300	-	-	-	300
<b>Total</b>	<b>總計</b>	<b>2,900</b>	<b>22,597</b>	<b>1,273</b>	<b>1,505</b>	<b>28,275</b>

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## 11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED) 11. 董事、行政總裁及僱員酬金(續)

		Other emoluments 其他酬金				Total emoluments
		Fees	Salaries and other benefits	Performance related incentive payment (note e) 業績相關的 獎勵金 (附註e)	Retirement scheme contributions 退休福利 計劃供款	
		袍金 HK\$'000 港幣千元	薪酬及 其他福利 HK\$'000 港幣千元	獎勵金 (附註e) HK\$'000 港幣千元	退休福利 計劃供款 HK\$'000 港幣千元	總酬金 HK\$'000 港幣千元
<b>2017</b>	<b>二零一七年</b>					
<b>Executive Directors (note a)</b>	<b>執行董事(附註a)</b>					
Liu Lit Mo	廖烈武	250	6,227	132	175	6,784
Liu Lit Chi	廖烈智	150	8,770	420	504	9,844
Liu Kam Fai, Winston	廖金輝	150	4,793	277	330	5,550
Liu Kwun Shing, Christopher	廖坤城	150	3,940	267	291	4,648
Lee Wai Hung	李偉雄	150	3,084	260	309	3,803
<b>Non-executive Directors (note b)</b>	<b>非執行董事(附註b)</b>					
Liu Lit Chung	廖烈忠	150	1,099	-	-	1,249
Andrew Liu	廖駿倫	150	-	-	-	150
Liu Chun Ning, Wilfred	廖俊寧	150	-	-	-	150
Kho Eng Tjoan, Christopher	許榮泉	250	-	-	-	250
<b>Independent Non-executive Directors (note c)</b>	<b>獨立非執行董事(附註c)</b>					
Cheng Mo Chi, Moses	鄭慕智	250	-	-	-	250
Tong Tsin Ka	唐展家	250	-	-	-	250
Au Kam Yuen, Authur	區錦源	250	-	-	-	250
Ma Hung Ming, John	馬鴻銘	250	-	-	-	250
Cheng Yuk Wo	鄭毓和	250	-	-	-	250
<b>Total</b>	<b>總計</b>	<b>2,800</b>	<b>27,913</b>	<b>1,356</b>	<b>1,609</b>	<b>33,678</b>

notes:

- (a) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
- (b) The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.
- (c) The independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- (d) During the year, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors) as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2018 and 31 December 2017.
- (e) The performance related incentive payment is determined by reference to the individual performance of the directors and approved by the remuneration committee of the Group for the years ended 31 December 2018 and 31 December 2017.

附註:

- (a) 上列執行董事之酬金與其管理本公司及本集團事務之服務有關。
- (b) 上列非執行董事之酬金與其作為本公司或附屬公司董事之服務有關。
- (c) 上列獨立非執行董事之酬金與其作為本公司董事之服務有關。
- (d) 年內，本集團概無向任何董事或五名最高薪人士(包括董事)支付任何酬金，作為加入本集團或加入本集團時之獎勵或離職補償。截至二零一八年十二月三十一日及二零一七年十二月三十一日止兩個年度，並無董事放棄任何或接受放棄酬金的安排。
- (e) 截至二零一八年十二月三十一日及二零一七年十二月三十一日止兩個年度與表現有關之獎勵按董事的個別表現釐定，並由本集團薪酬委員會批准。

## 11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

The five highest paid employees of the Group during the year included four directors (2017: five directors), details of whose remuneration are set out as above. Details of the remuneration for the year ended 31 December 2018 of the remaining one highest paid employee who is neither a director nor chief executive of the Company are as follows:

		2018 二零一八年 HK\$'000 港幣千元
Salaries and other benefits	工資和其他福利	1,614
Performance related bonuses	與表現相關的獎金	136
Retirement scheme contributions	退休福利供款	155
		<b>1,905</b>

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2018 二零一八年 No. of employee 員工人數
HK\$1,500,001 to HK\$2,000,000	港幣 1,500,001 元至港幣 HK\$2,000,000 元	1

## 11. 董事、行政總裁及僱員酬金 (續)

年內本集團五名最高薪僱員包括四名董事(二零一七年：五名董事)，其薪酬詳情載列如下。截至二零一八年十二月三十一日止年度的餘下一名最高薪僱員(並非本公司董事或行政總裁)的薪酬詳情如下：

非本公司董事的最高薪酬的員工人數如下，其薪酬在以下範圍內：

## 12. DIVIDENDS

## 12. 股息

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Dividends recognised as distribution during the year:	年內確認分派之股息：		
Interim dividend paid for 2018 – HK\$0.22 per share (2017: interim dividend paid for 2017 – HK\$0.18 per share)	二零一八年已派中期股息每股港幣0.22元 (二零一七年：二零一七年已派中期股息每股港幣0.18元)	83,288	68,145
Final dividend paid for 2017 – HK\$0.42 per share (2017: final dividend paid for 2016 – HK\$0.30 per share)	二零一七年已派末期股息每股港幣0.42元 (二零一七年：二零一六年已派末期股息每股港幣0.30元)	159,005	113,575
		<b>242,293</b>	181,720

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2018 of HK\$0.48 (2017: final dividend in respect of the year ended 31 December 2017 of HK\$0.42) per share, in total amount of approximately HK\$181,720,000 (2017: HK\$159,005,000) has been proposed by the directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

緊隨報告期結束後，截至二零一八年十二月三十一日止年度之末期股息每股港幣0.48元(二零一七年：截至二零一七年十二月三十一日止年度之末期股息每股港幣0.42元)，共約港幣181,720,000元(二零一七年：港幣159,005,000元)，經由董事會建議，並須於應屆股東周年大會上獲得股東批准。

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### 13. BASIC EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately HK\$1,014,267,000 (2017: HK\$744,888,000) and on 378,583,440 (2017: 378,583,440) ordinary shares in issue during the year.

No diluted earnings per share has been presented as there were no potential ordinary shares in issue during the years ended 31 December 2018 and 31 December 2017.

### 14. INVESTMENT PROPERTIES

		HK\$'000 港幣千元
<b>FAIR VALUE</b>	公平價值	
At 1 January 2017	於二零一七年一月一日	7,881,519
Currency realignment	匯率調整	190,524
Additions	增加	28,787
Gain on changes in fair value	公平價值變動收益	292,070
At 31 December 2017	於二零一七年十二月三十一日	8,392,900
Currency realignment	匯率調整	(134,697)
Additions	增加	7,142
Gain on changes in fair value	公平價值變動收益	436,055
At 31 December 2018	於二零一八年十二月三十一日	8,701,400

notes:

- (a) All of the Group's property interests held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.
- (b) Fair value measurements and valuation processes

In estimating the fair value of investment properties, it is the Group's policy to engage an independent qualified professional valuer to perform the valuations. The management works closely with the valuer to establish the appropriate valuation techniques and inputs to the model.

On 31 December 2018 and 31 December 2017, independent valuations were undertaken by Vigers Appraisal & Consulting Ltd. ("Vigers"), an independent qualified professional valuer not connected to the Group which has appropriate professional qualifications and recent experience in the valuations of similar properties in the relevant locations.

The valuations have been arrived at using direct comparison method by reference to market evidence of transaction prices for similar properties in the same locations and conditions or, where appropriate, by capitalising the market rentals of all lettable units of the properties by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yield rates observed by the valuer for the similar properties in the locality and adjusted based on the valuer's knowledge of the factors specific to the respective properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

### 13. 每股基本盈利

本公司股東應佔每股基本盈利乃依據本年度本公司股東應佔之溢利約港幣1,014,267,000元(二零一七年：港幣744,888,000元)及本年度已發行普通股378,583,440股(二零一七年：378,583,440股)計算。

截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度內均無任何潛在普通股，因此攤薄每股盈利不作呈報。

### 14. 投資物業

		HK\$'000 港幣千元
<b>FAIR VALUE</b>	公平價值	
At 1 January 2017	於二零一七年一月一日	7,881,519
Currency realignment	匯率調整	190,524
Additions	增加	28,787
Gain on changes in fair value	公平價值變動收益	292,070
At 31 December 2017	於二零一七年十二月三十一日	8,392,900
Currency realignment	匯率調整	(134,697)
Additions	增加	7,142
Gain on changes in fair value	公平價值變動收益	436,055
At 31 December 2018	於二零一八年十二月三十一日	8,701,400

附註：

- (a) 本集團按經營租約持有以賺取租金之所有物業權益均按公平價值模式計量，並分類及列賬為投資物業。
- (b) 公平價值計量和估值過程

估計投資物業的公平價值時，本集團的政策乃聘用獨立合資格專業估值師進行估值。管理層與估值師密切合作，建立適當的估值技術和估值模型輸入數據。

於二零一八年十二月三十一日及二零一七年十二月三十一日，獨立估值是由威格斯資產評估顧問有限公司(「威格斯」)進行。威格斯為與本集團並無關連之獨立合資格專業估值師，對在相關地點類似物業進行估值擁有適當的專業資格及近期經驗。

估值以直接比較法乃參考相同地區及狀態的類似物業的市場價格或參考可出租單位達到的租值以及鄰近類似物業的租用情況以資本化物業所有可出租單位的市場租值(按適用者)得出。於估值中，物業所有可出租單位的市場租值乃參考可出租單位達到的租值以及鄰近類似物業的其他租用情況評估所得。當中所用的資本化比率乃經參考估值師就該地區的類似物業觀察所得的收益率，再經根據估值師所知就相對應物業有關的特定因素調整後採用。

在估計物業公平價值時，物業的最高及最佳用途為其目前用途。

下表列出有關投資物業的公平價值如何釐定的資料(重點在於當中所用的估值技巧及輸入變數)，以及按公平價值計量中的輸入變數可以觀測得出的程度，將公平價值計量分類至公平價值架構中的級別(第一至第三級別)。

## 14. INVESTMENT PROPERTIES (CONTINUED)

notes: (continued)

(b) Fair value measurements and valuation processes (continued)

Investment properties held by the Group in the consolidated statement of financial position 本集團持有的投資物業列於綜合財務狀況表	Fair value hierarchy 公平價值架構	Valuation technique(s) and key input(s) 估值技巧及主要變數	Significant unobservable input(s) 重大不可觀測得出的變數	Relationship of unobservable inputs to fair value 不可觀測得出的變數與公平價值的關係
Investment properties in Hong Kong with an aggregate carrying amount of HK\$1,115,950,000 (2017: HK\$1,056,120,000)	Level 3	Direct comparison method  The key input is  (1) Unit sale rate	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, ranging from HK\$130 to HK\$22,500 (2017: HK\$110 to HK\$21,300) per square feet on gross floor area basis for properties and ranging from HK\$800,000 to HK\$1,450,000 (2017: HK\$740,000 to HK\$1,300,000) per unit for car park spaces.	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment properties by the same percentage increase, and vice versa.
在香港的投資物業總賬面值 港幣1,115,950,000元 (二零一七年：港幣1,056,120,000元)	第三級別	直接比較法  主要變數為 (1) 單位銷售價格	考慮到時間、地點及對照物業與物業本身之間的個別因素，如門面闊度及戶型，單位銷售價格定為商業部份每平方米由港幣130元至港幣22,500元（二零一七年：港幣110元至港幣21,300元）（按總樓面面積計），停車場部分則由港幣800,000元至港幣1,450,000元（二零一七年：港幣740,000元至港幣1,300,000元）。	所用的單位銷售價格一旦上升，會令投資物業的公平價值計量按同樣的百分比增加，反之亦然。
Investment properties in Hong Kong with an aggregate carrying amount of HK\$4,767,600,000 (2017: HK\$4,408,200,000)	Level 3	Income capitalisation method  The key inputs are  (1) Reversion yield  (2) Monthly market rent	Reversion yield, taking into account of the capitalisation of rental income potential, nature of the property and prevailing market condition, ranging from 3.3% to 4.8% (2017: 3.3% to 4.8%).  Monthly market rents, taking into account of time, location and individual factors such as frontage and size, between the comparable and the property, ranging from HK\$42 to HK\$180 (2017: HK\$40 to HK\$220) per square feet per month on lettable area basis.	A slight increase in the reversion yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa.  A slight increase in the monthly market rent used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
在香港的投資物業總賬面值 港幣4,767,600,000元 (二零一七年：港幣4,408,200,000元)	第三級別	收益資本化  主要變數為 (1) 租期後的回報率  (2) 每月市場租金	考慮到租金潛在收入資本化、物業性質及現時市況，修訂收益率定為3.3%至4.8%（二零一七年：3.3%至4.8%）。  考慮到時間、地點及對照物業與物業本身之間的個別因素，如方向及戶型，每月市場租金訂為按可出租面積計每平方米由港幣42元至港幣180元（二零一七年：港幣40元至港幣220元）。	所用的租期後的回報率若有輕微上升，會令投資物業的公平價值計量有重大下跌，反之亦然。  所用的每月市場租金若有輕微上升，會令投資物業的公平價值計量有重大上升，反之亦然。

## 14. 投資物業 (續)

附註：(續)

(b) 公平價值計量和估值過程 (續)

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14. INVESTMENT PROPERTIES (CONTINUED)

notes: (continued)

(b) Fair value measurements and valuation processes (continued)

Investment properties held by the Group in the consolidated statement of financial position 本集團持有的投資物業列於綜合財務狀況表	Fair value hierarchy 公平價值架構	Valuation technique(s) and key input(s) 估值技巧及主要變數	Significant unobservable input(s) 重大不可觀測得出的變數	Relationship of unobservable inputs to fair value 不可觀測得出的變數與公平價值的關係
Investment properties in the PRC with an aggregate carrying amount of HK\$237,389,000 (2017: HK\$263,189,000)	Level 3	Direct comparison method  The key input is  (1) Unit sale rate	Unit sale rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, ranging from RMB4,650 to RMB24,000 (2017: RMB4,950 to RMB24,000) per square meter on gross floor area basis for properties.	An increase in the unit sale rate used would result in an increase in the fair value measurement of the investment properties by the same percentage increase, and vice versa.
在中國的投資物業總賬面值 港幣237,389,000元 (二零一七年：港幣263,189,000元)	第三級別	直接比較法  主要變數為 (1) 單位銷售價格	考慮到時間、地點及對照物業與物業本身之間的個別因素，如門面闊度及戶型，單位銷售價格定為每平方米由人民幣4,650元至人民幣24,000元(二零一七年：人民幣4,950元至人民幣24,000元)(按總樓面面積計)。	所用的單位銷售價格一旦上升，會令投資物業的公平價值計量按同樣的百分比增加，反之亦然。
Investment properties in the PRC with an aggregate carrying amount of HK\$2,580,461,000 (2017: HK\$2,665,391,000)	Level 3	Income capitalisation method  The key inputs are  (1) Reversion yield  (2) Monthly market rent	Reversion yield, taking into account of the capitalisation of rental income potential, nature of the property and prevailing market condition, ranging from 6.0% to 6.5% (2017: 6.5% to 7.0%).  Monthly market rents, taking into account of time, location and individual factors such as frontage and size, between the comparable and the property, ranging from RMB95 to RMB1,217 (2017: RMB95 to RMB913) per square meter per month on lettable area basis.	A slight increase in the reversion yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa.  A slight increase in the monthly market rent used would result in a significant increase in the fair value measurement of the investment properties, and vice versa.
在中國的投資物業總賬面值 港幣2,580,461,000元 (二零一七年：港幣2,665,391,000元)	第三級別	收益資本化  主要變數為 (1) 租期後的回報率  (2) 每月市場租金	考慮到租金潛在收入資本化、物業性質及現時市況，修訂收益率定為6.0%至6.5%(二零一七年：6.5%至7.0%)。  考慮到時間、地點及對照物業與物業本身之間的個別因素，如方向及戶型，每月市場租金訂為按可出租面積計每平方米由人民幣95元至人民幣1,217元(二零一七年：人民幣95元至人民幣913元)。	所用的租期後的回報率若有輕微上升，會令投資物業的公平價值計量有重大下跌，反之亦然。  所用的每月市場租金若有輕微上升，會令投資物業的公平價值計量有重大上升，反之亦然。

The fair values of all investment properties at 31 December 2018 and 31 December 2017 were measured using valuation techniques with significant unobservable inputs and hence were classified as Level 3 of the fair value hierarchy.

In estimating the fair value of the Group's investment properties, the Group used market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages an independent qualified professional valuer to perform the valuations of the Group's investment properties. At the end of each reporting period, the Group works closely with the valuer to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company.

There were no transfers into or out of Level 3 during the year.

14. 投資物業 (續)

附註：(續)

(b) 公平價值計量和估值過程(續)

二零一八年十二月三十一日及二零一七年十二月三十一日所有投資物業的公平價值乃利用有不可觀測得出的重大輸入變數之估值技巧，故分類為公平價值架構第三級別。

在估計本集團投資物業的公平價值時，本集團在可得資料的限制下盡量使用市場上可觀測數據。若第一級別輸入變數並不可得，本集團會委聘獨立合資格專業估值師對本集團投資物業作出估值。在各報告期末，本集團與估值師通力合作，以確立及釐定第二級別及第三級別公平價值計量的合適估值技巧及輸入變數。本集團在輸入變數可從活躍市場上的可觀測報價中得出輸入變數時，會首先斟酌採用第二級別。當第二級別輸入變數並不可用時，本集團會採用包括第三級別輸入變數的估值技巧。當資產公平價值有重大變動時，波動的起因會向本公司董事匯報。

年內沒有轉入或轉出第三級別。



## 15. PROPERTY, PLANT AND EQUIPMENT/PROPERTIES UNDER DEVELOPMENT

## 15. 物業、廠房及設備／發展中物業

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Furniture, fixtures, motor vehicles and computer equipment 傢俬、裝置、 車輛及電腦設備 HK\$'000 港幣千元	Total 總值 HK\$'000 港幣千元
<b>COST</b>					
At 1 January 2017	成本 於二零一七年一月一日	105,137	35,321	101,781	242,239
Currency realignment	匯率調整	-	2,191	1,819	4,010
Additions	增加	-	4,123	5,613	9,736
At 31 December 2017	於二零一七年十二月三十一日	105,137	41,635	109,213	255,985
Currency realignment	匯率調整	-	(1,727)	(1,289)	(3,016)
Additions	增加	1,177	1,287	8,359	10,823
Disposals	出售	-	-	(2,237)	(2,237)
At 31 December 2018	於二零一八年十二月三十一日	106,314	41,195	114,046	261,555
<b>DEPRECIATION AND AMORTISATION</b>					
At 1 January 2017	折舊及攤銷 於二零一七年一月一日	12,723	18,960	84,728	116,411
Currency realignment	匯率調整	-	1,195	1,563	2,758
Charge for the year	本年度支出	2,377	2,357	6,278	11,012
At 31 December 2017	於二零一七年十二月三十一日	15,100	22,512	92,569	130,181
Currency realignment	匯率調整	-	(948)	(4,347)	(5,295)
Charge for the year	本年度支出	2,436	2,859	7,457	12,752
Eliminated on disposals	於出售時對銷	-	-	(162)	(162)
At 31 December 2018	於二零一八年十二月三十一日	17,536	24,423	95,517	137,476
<b>CARRYING VALUE</b>					
At 31 December 2018	賬面值 於二零一八年十二月三十一日	88,778	16,772	18,529	124,079
At 31 December 2017	於二零一七年十二月三十一日	90,037	19,123	16,644	125,804

notes:

附註:

(a) The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

(a) 上述物業、廠房及設備項目乃按直線基準以下列年率折舊:

Leasehold land and buildings	Over the shorter of the term of the lease or 2% to 3%
Plant and machinery	10%
Furniture, fixtures, motor vehicles and computer equipment	10-20%

租賃土地及樓宇	按較短之租約年期或2%至3%
廠房及機器	10%
傢俬、裝置、車輛及電腦設備	10-20%

(b) As at 31 December 2018, properties under development amounting to approximately HK\$1,244,922,000 (2017: HK\$1,207,006,000) represent the cost in relation to the redevelopment of a property located in Hong Kong into a hotel. During the year ended 31 December 2018, additions of properties under development amounting to approximately HK\$37,916,000 (2017: HK\$201,408,000).

(b) 於二零一八年十二月三十一日，發展中物業為港幣1,244,922,000元(二零一七年：港幣1,207,006,000元)代表將一項位於香港的物業重新發展成酒店的成本。於二零一八年十二月三十一日止年度內，發展中物業增加約港幣37,916,000元(二零一七年：港幣201,408,000元)。

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## 16. PROPERTIES UNDER DEVELOPMENT FOR SALE/ PROPERTIES HELD FOR SALE

As at 31 December 2017, the carrying value of properties under development for sale of approximately HK\$659,998,000 was expected to be realised after twelve months from the end of the reporting period.

As at 31 December 2018, the carrying values of properties held for sale of approximately HK\$848,993,000 (2017: HK\$544,261,000) and HK\$11,714,000 (2017: HK\$11,714,000) are located in the PRC and Hong Kong, respectively.

The cost of properties held for sale recognised as an expense during the year amounted to approximately HK\$678,575,000 (2017: HK\$1,149,352,000).

## 17. INTERESTS IN JOINT VENTURES

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Cost of investments in joint ventures – unlisted	投資於合營企業之成本 - 非上市	-	-
Deemed contribution to joint ventures (note c)	被視為對合營企業的貢獻(附註c)	229,596	190,565
Share of post-acquisition results and other comprehensive income, net of dividends received	所佔收購後業績及其他全面收益, 扣除已收取股息	63,391	1,645
		<b>292,987</b>	192,210

Particulars of the Group's principal joint ventures at 31 December 2018 and 31 December 2017 are as follows:

Name of company 合營企業名稱	Notes 附註	Place of incorporation/ operations 註冊成立/營業地	Class of shares held 所持有股份類別	Proportion of ownership interest 擁有權益比例		Proportion of voting power held 持有投票權之比例		Principal activities 業務性質
				2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	
				Value Investing Group Company Limited ("Value Investing") 價值投資集團有限公司	(a)	Hong Kong/Japan 香港/日本	Ordinary 普通股	
Clear Miles Hong Kong Limited ("Clear Miles")	(b)	Hong Kong/Australia 香港/澳洲	Ordinary 普通股	50%	-	50%	-	Property investment 物業投資

## 16. 待出售發展中物業／待出售物業

於二零一七年十二月三十一日，待出售發展中物業賬面值約為港幣659,998,000元預期在報告期末十二個月後變現。

於二零一八年十二月三十一日，待出售物業賬面值約為港幣848,993,000元(二零一七年：港幣544,261,000元)及約為港幣11,714,000元(二零一七年：港幣11,714,000元)分別位於中國及香港。

年內，已確認為開支之待出售物業成本約為港幣678,575,000元(二零一七年：港幣1,149,352,000元)。

## 17. 合營企業權益

下列為本集團於二零一八年十二月三十一日及二零一七年十二月三十一日擁有主要合營企業：

## 17. INTERESTS IN JOINT VENTURES (CONTINUED)

Notes:

- (a) In November 2017, the Group entered into the sale and purchase agreement with Value Partners Group Limited ("Value Partners") to acquire 50% of the issued share capital in Value Investing which in turn through a wholly-owned subsidiary holds 100% of the trust beneficial interests in the properties located in Japan, held under operating leases to earn rentals.

Pursuant to the sale and purchase agreement which Value Partners agreed to sell and the Group agreed to purchase 1 share in the issued share capital of Value Investing, representing 50% of the entire issued share capital of Value Investing at the consideration of HK\$1. Upon completion, the Group has provided an interest-free shareholder's loan in the amount of JPY2,749,848,740 (approximately HK\$191 million) to Value Investing to repay the corresponding amount of shareholder's loan owing by Value Investing to Value Partners, the effect of which is to ensure that the shareholders' loans of the Group and Value Partners will be pro rata to their shareholding.

Upon completion, the Group exercises joint control over Value Investing and the financial results and financial positions of Value Investing is incorporated in the Group's consolidated financial statements using the equity method of accounting.

- (b) In September 2018, the Group entered into the sale and purchase agreement with Value Partners to acquire 50% of the issued share capital in Clear Miles which in turn through a wholly-owned subsidiary holds 100% of the beneficial interests in the properties located in Australia, held under operating leases to earn rentals.

Pursuant to the sale and purchase agreement which Value Partners agreed to sell and the Group agreed to purchase 1 share in the issued share capital of Clear Miles, representing 50% of the entire issued share capital of Clear Miles at the consideration of HK\$1. Upon completion, the Group has provided an interest-free shareholder's loan in the amount of AUD3,600,000 (approximately HK\$21 million) to Clear Miles, the effect of which is to ensure that the shareholders' loans of the Group and Value Partners will be pro rata to their shareholding.

Upon completion, the Group exercises joint control over Clear Miles and the financial results and financial positions of Clear Miles is incorporated in the Group's consolidated financial statements using the equity method of accounting.

- (c) Deemed contribution to joint ventures represents loans advanced to joint ventures which are unsecured, interest-free and have no fixed repayment terms. In the opinion of the directors of the Company, the loans are in substance formed part of investment in joint ventures.

The consolidated financial information of Value Investing, which is prepared in accordance with International Financial Reporting Standards, is set out below:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Current assets	流動資產	462	426
Non-current assets	非流動資產	565,045	394,027
Current liabilities	流動負債	427,433	381,003
Cash and cash equivalents	現金及現金等值項目	147	426
Current financial liabilities	流動財務負債	427,433	381,003
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Profit for the year	本年度溢利	124,636	13,450
Other comprehensive expense for the year	本年度其他全面支出	(12)	-
Total comprehensive income for the year	本年度全面收益總額	124,624	13,450

## 17. 合營企業權益 (續)

附註：

- (a) 於二零一七年十一月，本集團與惠理集團有限公司（「惠理」）訂立買賣協議，購入價值投資集團有限公司50%的已發行股本，並通過其全資附屬公司，持有100%實益的日本物業，根據經營租約以賺取租金。

根據該買賣協議，惠理及本集團均同意按港幣一元的代價出售及購買股份，相當於價值投資集團有限公司全部已發行股本的50%。交易完成後，本集團向價值投資集團有限公司提供了2,749,848,740日圓（約港幣191,000,000元）的免息股東貸款，用作償還價值投資集團有限公司結欠惠理的股東貸款的對應金額，其作用為確保本集團及惠理所佔的股東貸款將根據彼等的持股按比例計算。

交易完成後，本集團對價值投資集團有限公司實施共同控制的權力，而價值投資集團有限公司的財務業績和財務狀況，將以權益法計入本集團的綜合財務報表中。

- (b) 於二零一八年九月，本集團與惠理訂立買賣協議，購入Clear Miles 50%的已發行股本，並通過其全資附屬公司，持有100%實益的澳洲物業，根據經營租約以賺取租金。

根據該買賣協議，惠理及本集團均同意按港幣一元的代價出售及購買股份，相當於Clear Miles全部已發行股本的50%。交易完成後，本集團向Clear Miles提供了3,600,000澳元（約港幣21,000,000元）的免息股東貸款，其作用為確保本集團及惠理所佔的股東貸款將根據彼等的持股按比例計算。

交易完成後，本集團對Clear Miles實施共同控制的權力，而Clear Miles的財務業績和財務狀況，將以權益法計入本集團的綜合財務報表中。

- (c) 一項無抵押、免息且無固定還款的墊支予合營企業被視為對合營企業的注資。本公司董事認為該貸款實質為合營企業投資的一部分。

下列為價值投資集團有限公司根據國際財務報告準則編制之綜合財務資料：

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## 17. INTERESTS IN JOINT VENTURES (CONTINUED)

Reconciliation of the above summarised consolidated financial information of Value Investing to the carrying amount of the interest in a joint venture recognised in the consolidated financial statements:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Net assets	資產淨額	138,074	13,450
Proportion of the Group's ownership interest in Value Investing	本集團所佔價值投資集團有限公司之所有權益之部分	50%	50%
Deemed investments	被視為投資成本	69,037	6,725
Pre-acquisition profits	買入前溢利分配於本集團	208,816 (5,080)	190,565 (5,080)
Carrying amount of the Group's interest in Value Investing	本集團於價值投資集團有限公司之權益賬面值	272,773	192,210

## 17. 合營企業權益 (續)

由以上價值投資集團有限公司之概述綜合財務資料調節至綜合財務狀況表中確認之合營企業權益：

The summarised financial information below represents the information of the Group's joint ventures that is not individually material:

以下概述之財務資料指本集團於個別非重大之合營企業之權益總額：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
The Group's share of loss and total comprehensive expense for the year	本年度本集團所佔虧損及全面支出總額	(566)	-
Aggregate carrying amount of the Group's interests in these joint ventures	本集團於該合營企業之權益賬面值總額	20,214	-

## 18. INVESTMENTS IN SECURITIES

## 18. 證券投資

		notes 附註	Financial assets at FVTPL 按公平價值計入 損益之金融資產 HK\$'000 港幣千元	Equity instruments at FVTOCI 按公平價值計入 其他全面收益之 權益工具 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
<b>2018</b>	二零一八年				
Listed equity securities	上市股本證券	(a)	14,814	227,198	242,012
Unlisted equity securities	非上市股本證券	(b)	-	306,289	306,289
Structured products	結構性工具	(c)	7,749	-	7,749
Perpetual capital securities	無限期資本證券	(d)	-	51,120	51,120
			<b>22,563</b>	<b>584,607</b>	<b>607,170</b>
Analysed as:	分類為：				
Listed in Hong Kong	於香港上市		14,814	278,318	293,132
Unlisted	非上市		7,749	306,289	314,038
			<b>22,563</b>	<b>584,607</b>	<b>607,170</b>
Analysed for reporting purpose as:	以作報告之用分類為：				
Non-current assets	非流動資產				584,607
Current assets	流動資產				22,563
					<b>607,170</b>

		notes 附註	Held for trading 持作買賣用途	Designated at fair value 指定按公平 價值列賬	Available- for-sale investments 可供出售投資	Total 總額
<b>2017</b>	二零一七年					
Listed equity securities	上市股本證券	(a)	16,693	-	288,380	305,073
Unlisted equity securities	非上市股本證券	(b)	-	-	342,230	342,230
Structured products	結構性工具	(c)	-	7,737	-	7,737
Perpetual capital securities	無限期資本證券	(d)	-	-	52,239	52,239
			<b>16,693</b>	<b>7,737</b>	<b>682,849</b>	<b>707,279</b>
Analysed as:	分類為：					
Listed in Hong Kong	於香港上市		16,693	-	340,619	357,312
Unlisted	非上市		-	7,737	342,230	349,967
			<b>16,693</b>	<b>7,737</b>	<b>682,849</b>	<b>707,279</b>
Analysed for reporting purpose as:	以作報告之用分類為：					
Non-current assets	非流動資產					690,486
Current assets	流動資產					16,793
						<b>707,279</b>

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## 18. INVESTMENTS IN SECURITIES (CONTINUED)

notes:

- (a) As at 31 December 2018, listed equity securities classified as financial instruments at FVTOCI (2017: available-for-sale investments) held by the Group amounting to approximately HK\$227,198,000 (2017: HK\$288,380,000) are carried at fair value at the end of the reporting period.
- (b) As at 31 December 2018, unlisted equity securities classified as financial instruments at FVTOCI (2017: available-for-sale investments) held by the Group amounting to approximately HK\$306,289,000 (2017: HK\$342,230,000) are carried at fair value at the end of the reporting period.
- (c) As at 31 December 2018, structured deposits of approximately HK\$7,749,000 (2017: HK\$7,737,000) held by the Group have maturity date in 2019 and carry interest rates linked to London Interbank Offered Rate ("LIBOR"). Such structured deposits are classified as financial assets at FVTPL (2017: designated as financial assets at FVTPL).
- (d) As at 31 December 2018, the Group held a perpetual capital securities amounting to approximately HK\$51,120,000 (2017: HK\$52,239,000) are carried at fair value at the end of the reporting period. Such investments are issued in September 2014 with a fixed distribution rate of 6.5% per annum payable semi-annually for the first five years and reset to the prevailing 5-year U.S. Treasury plus the initial margin every five years thereafter.

## 18. 證券投資 (續)

附註：

- (a) 於二零一八年十二月三十一日，本集團所持有以報告期末的公平價值計量，分類為按公平價值計入其他全面收益之權益工具（二零一七年：可供出售投資）的上市股本證券約為港幣227,198,000元（二零一七年：港幣288,380,000元）。
- (b) 於二零一八年十二月三十一日，本集團所持有以報告期末的公平價值計量，分類為按公平價值計入其他全面收益之權益工具（二零一七年：可供出售投資）的非上市股本證券約為港幣306,289,000元（二零一七年：港幣342,230,000元）。
- (c) 於二零一八年十二月三十一日，本集團持有的結構性存款為港幣7,749,000元（二零一七年：港幣7,737,000元），其息率每年按倫敦銀行同業拆息之利率計息，並將於二零一九年到期。該等結構性存款為按公平價值計入損益之金融資產（二零一七年：指定按公平價值計入損益之金融資產）。
- (d) 於二零一八年十二月三十一日，本集團所持有以報告期末的公平價值計量、分類為項無限期資本證券約為港幣51,120,000元（二零一七年：港幣52,239,000元）。該證券於二零一四年九月發行，派息率固定為每年6.5%，首五年每半年派發一次。其後利息每五年以美國國債息率加期初適際息率重置。

## 19. INVENTORIES

## 19. 存貨

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
The Group's inventories comprise:	本集團存貨包括：		
Raw materials	原材料	3,487	1,414
Work in progress	半製成品	5,449	6,747
Finished goods	製成品	16,017	15,129
Other inventories	其他存貨	4,947	3,659
		<b>29,900</b>	<b>26,949</b>

The cost of inventories recognised as an expense during the year amounted to approximately HK\$58,205,000 (2017: HK\$55,631,000).

於本年度確認為支出之存貨成本約為港幣58,205,000元（二零一七年：港幣55,631,000元）。

## 20. TRADE AND OTHER RECEIVABLES

## 20. 貿易及其他應收賬款

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Trade receivables	貿易應收賬款	23,535	24,990
Deposits paid	已付保證金	10,015	27,751
Loan receivables	應收借款	5,228	14,110
Prepayments and other receivables	預付賬款及其他應收賬款	49,889	53,197
		<b>88,667</b>	<b>120,048</b>
Analysed as	分類為：		
Current	流動	88,667	115,285
Non-current	非流動	-	4,763
		<b>88,667</b>	<b>120,048</b>

## 20. TRADE AND OTHER RECEIVABLES (CONTINUED)

notes:

- (a) Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sale and purchase agreements. Monthly rent in respect of leased properties are payable monthly in advance by the tenants. Other trade customers settle their accounts with an average credit period of 30 to 90 days. The aged analysis of trade receivables of approximately HK\$23,535,000 (2017: HK\$24,990,000) presented based on the invoice date at the end of the reporting period is as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within 30 days	30日內	7,307	9,089
Between 31 days to 90 days	31至90日	12,660	13,859
Over 90 days	超過90日	3,568	2,042
		<b>23,535</b>	<b>24,990</b>

- (b) As at 31 December 2018, debtors with an aggregate carrying amount of approximately HK\$2,279,000 (2017: HK\$2,023,000) were past due and aged over 90 days at the end of reporting period but the Group has not provided for impairment loss for these balances as management considers that the fundamental credit quality of these customers has not deteriorated. The Group does not hold any collateral over these balances.
- (c) All of the Group's trade receivables are denominated in the functional currency of the individual entities within the Group.
- (d) As at 31 December 2017, the Group performed the impairment assessment of trade and other receivables based on the recoverability of these balances. Impairment loss is made when there is objective evidence that the recoverability of the amount becomes doubtful, based on historical settlement experience, subsequent settlements, business relationship and credit assessment of counterparties.

Details of impairment assessment of trade and other receivables for the year ended 31 December 2018 are set out in note 35B.

## 21. CONTRACT COSTS

Costs to fulfil contracts	履行合約的成本
Interior decoration contracts (note)	室內裝修合約 (備註)

2018  
二零一八年  
HK\$'000  
港幣千元

**20,305**

note: Contract costs capitalised as at 31 December 2018 relate to the costs incurred that will be used in satisfying the performance obligation of interior decoration contracts entered with the customers. Contract costs are recognised as part of direct costs in the consolidated statement of profit or loss in the period in which revenue from the related interior decoration contracts is recognised.

## 20. 貿易及其他應收賬款 (續)

附註：

- (a) 接納任何新客戶前，本集團評估潛在客戶之信貸質素及設定客戶之信貸上限。客戶之信貸上限經定期審查。大部分貿易應收賬款並無過期或減值，且無欠付記錄。

買家按買賣合約應付有關銷售物業之代價。租客每月預付有關出租物業之每月租金。其他貿易客戶則於平均30-90日之信貸期還款。於本報告期末，依發票日期計入貿易應收賬款約港幣23,535,000元(二零一七年：港幣24,990,000元)之賬齡分析如下：

- (b) 於二零一八年十二月三十一日，計入本集團應收賬款之賬面總值為約港幣2,279,000元(二零一七年：港幣2,023,000元)，其賬齡於報告期末已逾期超過90日，本集團並無就該等結餘之減值虧損計提撥備，原因為管理層認為該等客戶之基本信貸質素並未惡化。本集團並無就該等結餘持有任何抵押物。

- (c) 本集團所有貿易應收賬款以本集團內個別實體之功能貨幣列值。

- (d) 於二零一七年十二月三十一日，本集團根據貿易及其他應收賬款餘額的收回能力而評估其虧損，根據以往還款情況、期後還款、商業關係及對對方之信貸評估，當客觀證明該應收賬款的收回能力有存疑，便作出減值虧損。

有關截至二零一八年十二月三十一日止年度貿易及其他應收賬款的減值評估，詳情載於附註35B。

## 21. 合約成本

備註：於二零一八年十二月三十一日資本化的合約成本與用於履行與客戶訂立的室內裝修合約的履約責任所產生的成本有關。合約成本於相關內部裝修合約收益確認期間於綜合損益表確認為直接成本的一部分。

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## 22. FIXED BANK DEPOSITS WITH MORE THAN THREE MONTHS TO MATURITY WHEN RAISED/BANK BALANCES AND CASH

Bank balances carry interest at market rates which range from 0.01% to 0.35% (2017: 0.01% to 0.25%) per annum. The fixed deposits carry fixed interest rates ranging from 0.50% to 4.20% (2017: 0.25% to 4.20%) per annum.

As at 31 December 2018, restricted bank deposits of HK\$91,306,000 (2017: HK\$196,088,000) in relation to the pre-sale proceeds from the Group's property development in PRC were included in bank balances and cash. In accordance with relevant government requirements of property development in PRC, the deposits can only be used for payments for construction costs of the relevant properties when approval from related government authority is obtained.

As at 31 December 2018, pledged bank deposits of approximately HK\$33,723,000 (2017: HK\$297,455,000) represented deposits pledged to banks to secure short-term borrowings.

The Group's bank balances and fixed bank deposits that are denominated in currencies other than the functional currency of the relevant group entity are set out below:

		Denominated in RMB 以人民幣列值 HK\$'000 港幣千元	Denominated in US\$ 以美元列值 HK\$'000 港幣千元
As at 31 December 2018	於二零一八年十二月三十一日	273,224	219,757
As at 31 December 2017	於二零一七年十二月三十一日	390,134	174,068

For the year ended 31 December 2018, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

Details of impairment assessment of bank balances for the year ended 31 December 2018 are set out in note 35B.

## 22. 存入三個月後到期之定期銀行存款／銀行存款及現金

銀行存款附有以市場利率計算的利息，介乎每年0.01%至0.35%（二零一七年：0.01%至0.25%）。定期存款附有固定利息，介乎每年0.50%至4.20%（二零一七年：0.25%至4.20%）。

於二零一八年十二月三十一日，銀行存款及現金包含港幣91,306,000元（二零一七年：港幣196,088,000元）的受限制銀行存款，該存款與本集團於中國之物業發展之預售物業所得款項有關。根據有關政府機關對物業發展的要求，該存款只可以在獲得政府當局核准時用作支付相關物業建築成本。

於二零一八年十二月三十一日，已抵押銀行存款約港幣33,723,000元（二零一七年：港幣297,455,000元）為存款已抵押予銀行以抵押短期借款。

本集團以非相關集團實體的功能貨幣計值的銀行存款及定期銀行存款，現列如下：

截至二零一八年十二月三十一日止年度，本集團對銀行結餘進行減值評估，並得出結論，對方銀行的違約概率甚微，因此並無提供信貸虧損撥備。

有關截至二零一八年十二月三十一日止年度的銀行結餘的減值評估，詳情載於附註35B。



## 23. TRADE AND OTHER PAYABLES

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Trade payables	貿易應付賬款	7,985	8,828
Construction costs and retention payables	應付建築成本及預留保證金	129,195	445,909
Deposits received and receipt in advance in respect of rental of investment properties	投資物業之已收押金及預收租金	81,743	41,278
Receipt in advance on properties sold	銷售物業預收款	-	475,327
Other payables	其他應付賬款	25,876	30,424
		<b>244,799</b>	<b>1,001,766</b>

The following is an aged analysis of trade payables based on the invoice date.

貿易應付賬款的賬齡以發票日期分析如下。

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within 30 days	30日內	7,985	8,828

The average credit period on purchases of goods is 30 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

購買貨物之平均信貸期為30日。本集團已制定財務風險管理政策，以確保所有應付賬款於信貸期內支付。

## 24. CONTRACT LIABILITIES

		Notes 附註	31.12.2018 二零一八年 十二月三十一日 HK\$'000 港幣千元	1.1.2018* 二零一八年 一月一日* HK\$'000 港幣千元
Construction contracts	建築合約	(a)	205,932	-
Sales of properties	物業銷售	(b)	333,196	475,327
			<b>539,128</b>	<b>475,327</b>

\* The amounts in this column are after the adjustments upon the application of HKFRS 15 on 1 January 2018.

\* 本欄中是於二零一八年一月一日應用香港財務報告準則第15號作出的調整後的金額。

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## 24. CONTRACT LIABILITIES (CONTINUED)

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

	Construction contracts 建築合約 HK\$'000 港幣千元	Sales of properties 物業銷售 HK\$'000 港幣千元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year 於年初確認包含在合同負債餘額中的收益	-	475,327

notes:	備註:
(a) Construction contracts  When the Group receives a deposit before the construction activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit received.	(a) 建築合約  當本集團在施工活動開始前收到押金，這押金將在合約開始時產生合約負債，直至相關合約確認的收益超過已收的押金金額。
(b) Sales of properties  The Group receives deposits from customers pursuant to the terms of the sale and purchase agreement. The deposits result in contract liabilities being recognised until the customer obtains control of the completed property.	(b) 物業銷售  本集團根據買賣協議的條款收取客戶的按金。按金導致合約負債被確認，直至客戶取得已完工物業的控制權。
(c) Contract liabilities as at the end of each reporting period are expected to be recognised as revenue in subsequent year.	(c) 每個報告期末的合約負債預計將在下一年確認為收益。

## 24. 合約負債(續)

下表顯示本年度確認的收益中有多少與結轉合約負債有關。

## 25. BORROWINGS

	NOTES 附註	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Secured bank borrowings 有抵押銀行借款		789,453	1,201,027
Unsecured bank borrowings 無抵押銀行借款		30,000	-
Amounts due to non-controlling shareholders 應付非控股股東款項	(a)	48,365	46,973
		<b>867,818</b>	<b>1,248,000</b>
The maturity of borrowings is as follows: 借款之到期日如下:			
Carrying amount repayable: 須償還賬面值:			
Within one year 一年內	(b)	819,453	336,682
More than one year but not exceeding two years 一年後但不超過兩年		-	864,345
		<b>819,453</b>	<b>1,201,027</b>
Amounts due to non-controlling shareholders 應付非控股股東款項		48,365	46,973
		<b>867,818</b>	<b>1,248,000</b>
Amounts due within one year 於一年內到期欠款			
- Bank borrowings - 銀行借款		819,453	336,682
- Amounts due to non-controlling shareholders - 應付非控股股東款項		48,365	46,973
		<b>867,818</b>	<b>383,655</b>
Amounts due after one year 於一年後到期欠款			
- Bank borrowings - 銀行借款		-	864,345
		<b>867,818</b>	<b>1,248,000</b>

## 25. 借款

**25. BORROWINGS (CONTINUED)**

notes:

- (a) These borrowings are unsecured and repayable on demand. An amount of approximately HK\$35,968,000 (2017: HK\$35,247,000) bears variable interest at an effective interest rate of 2.63% (2017: 2.03%) per annum, while the remaining amounts are non-interest bearing.
- (b) The amounts due are based on scheduled repayment dates set out in the loan agreements.
- (c) The Group's borrowings that are denominated in a currency other than the functional currency of the relevant group entities are set out below:

		Denominated in HK\$ 以港幣列值 HK\$'000 港幣千元
As at 31 December 2018	於二零一八年十二月三十一日	-
As at 31 December 2017	於二零一七年十二月三十一日	93,777

- (d) As at 31 December 2018, HK\$ denominated bank loans of approximately HK\$620,589,000 (2017: HK\$731,766,000) and Renminbi ("RMB") denominated bank loans of approximately HK\$198,864,000 (2017: HK\$229,997,000) are variable-rate borrowings which carry interest at Hong Kong Interbank Offered Rate ("HIBOR") plus a margin of 1.44% to 2.10% per annum and 100% of the People's Bank of China ("PBOC") prescribed interest rate per annum, respectively. The effective interest rates ranged from 3.77% to 4.96% (2017: 2.75% to 4.96%) per annum. As at 31 December 2017, the remaining bank loans carried fixed interest rate at 4.96% per annum. Details of assets pledged are set out in note 30.

**25. 借款 (續)**

附註:

- (a) 該等借款為無抵押及須應要求償還約港幣35,968,000元(二零一七年:港幣35,247,000元)之款項每年按浮動利率計息,實際利率為每年2.63%(二零一七年:2.03%),餘額則為免息。
- (b) 有關欠款按貸款協議所載預定還款日期列賬。
- (c) 本集團以有關集團實體功能貨幣以外之其他貨幣列值之借款如下:

- (d) 於二零一八年十二月三十一日,以港幣列值之銀行貸款港幣620,589,000元(二零一七年:港幣731,766,000元)及以人民幣列值之銀行貸款港幣198,864,000元(二零一七年:港幣229,997,000元)分別為以香港銀行同業拆息計息另加1.44%至2.10%利差提供的浮息借款,及以100%之中國人民銀行規定利率的浮息借款。實際利率介乎每年3.77%至4.96%(二零一七年:2.75%至4.96%)。於二零一七年十二月三十一日,其餘銀行貸款之固定利率為4.96%。已抵押資產詳情載於附註30。

**26. DERIVATIVE FINANCIAL INSTRUMENTS****26. 金融衍生工具**

		Assets 資產		Liabilities 負債	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Derivatives not under hedge accounting:	非對沖會計之衍生工具:				
Cross currency swap contract	貨幣利率交叉互換合約	-	-	6,645	111
Currency forward contracts	遠期外匯合約	-	26	825	679
		-	26	7,470	790
Analysed for reporting purpose as:	為報告而分類為:				
Current	流動	-	26	218	-
Non-current	非流動	-	-	7,252	790
		-	26	7,470	790

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## 26. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

### CROSS CURRENCY SWAP CONTRACT

During the year ended 31 December 2018, the Group entered into a cross currency swap contract to manage its exposure to currency exchange fluctuation on its operations in Japan with principal amount of JPY305,000,000 at fixed currency exchange rate of Japanese Yen ("JPY") to HK\$ at 0.07 and due in 2021. Under this swap, the Group would receive interest monthly at a floating rate of HIBOR plus 1.44% per annum based on the principal amount of approximately HK\$21,320,000 and pay interest monthly at fixed rate at 1.19% per annum based on the principal amount of JPY305,000,000.

During the year ended 31 December 2017, the Group entered into a cross currency swap contract to manage its exposure to currency exchange fluctuation on its operations in Japan with principal amount of JPY2,749,848,740 at fixed currency exchange rate of JPY to HK\$ at 0.07 and due in 2020. Under this swap, the Group would receive interest monthly at a floating rate of HIBOR plus 1.44% per annum based on the principal amount of approximately HK\$192,539,000 and pay interest monthly at fixed rate at 1.19% per annum based on the principal amount of JPY2,749,848,740.

### CURRENCY FORWARD CONTRACTS

During the year ended 31 December 2017, the Group entered into several currency forward contracts to manage its exposure to currency exchange fluctuation on its operations in Japan.

Buy 買	Sell 賣	Maturity 到期	Contract rate 合約利率
HK\$33,869,000 港幣33,869,000元	JPY481,097,000 日元481,097,000	March 2018 to March 2020 二零一八年三月至二零二零年三月	0.0704 HK\$ 0.0704港幣

Details of the fair value measurements of cross currency swap contract and currency forward contracts are set out in note 35C.

## 26. 金融衍生工具(續)

### 交叉貨幣利率掉期合約

截至二零一八年十二月三十一日止年度期間，本集團已簽署交叉貨幣利率掉期合約，來管理其在日本業務的外匯兌換風險，金額為305,000,000日圓，兌換港元固定匯率為0.07，並於2021年到期。根據這種掉期合約，本集團將按月收取根據本金約港幣21,320,000元以香港銀行同業拆息加1.44%年利率計算的利息，及每年支付根據本金305,000,000日圓以固定利率1.19%年利率計算的利息。

截至二零一七年十二月三十一日止年度期間，本集團已與銀行進行交叉貨幣利率掉期合約，來管理其在日本業務的外匯兌換風險，金額為2,749,848,740日圓，兌換港元固定匯率為0.07，並於2020年到期。根據這種掉期合約，本集團將按月收取根據本金約港幣192,539,000元以香港銀行同業拆息加1.44%年利率計算的利息，及每年支付根據本金2,749,848,740日圓以固定利率1.19%年利率計算的利息。

### 遠期外匯合約

截至二零一七年十二月三十一日止年度期間，本集團訂立數個遠期外匯合約來管理其在日本業務的外匯兌換風險。

詳情有關交叉貨幣利率掉期合約及遠期外匯合約之公平價值計量計載於附註35C。

**27. DEFERRED TAXATION**

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Deferred tax assets	遞延稅項資產	31,469	3,850
Deferred tax liabilities	遞延稅項負債	(263,420)	(247,102)
		<b>(231,951)</b>	<b>(243,252)</b>

The following are the major deferred tax liabilities (assets) recognised by the Group and movements thereon during the current and prior years.

**27. 遞延稅項**

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已抵銷。以下為就財務申報目的之遞延稅項結餘分析：

以下為本集團於本年度及以往年度已確認之主要遞延稅項負債及資產以及其變動。

		Difference of accounting and tax depreciation 會計與稅項折舊 之差異 HK\$'000 港幣千元	Revaluation of investment properties in the PRC 重估在中國之 投資物業 HK\$'000 港幣千元	Dividend withholding tax 股息預扣稅 HK\$'000 港幣千元	Tax losses 稅項虧損 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2017	於二零一七年一月一日	31,769	202,728	-	(13,394)	221,103
Charge to profit or loss	於損益賬中扣除	2,127	4,864	-	2,640	9,631
Currency realignment	匯率調整	-	12,518	-	-	12,518
At 31 December 2017	於二零一七年 十二月三十一日	33,896	220,110	-	(10,754)	243,252
Charge (credit) to profit or loss	於損益賬中扣除 (計入)	1,348	6,732	16,124	(26,493)	(2,289)
Currency realignment	匯率調整	-	(9,012)	-	-	(9,012)
At 31 December 2018	於二零一八年 十二月三十一日	35,244	217,830	16,124	(37,247)	231,951

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## 27. DEFERRED TAXATION (CONTINUED)

At the end of the reporting period, the Group had unused tax losses of approximately HK\$698 million (2017: HK\$502 million) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$226 million (2017: HK\$65 million) of such losses. No deferred tax asset has been recognised in respect of the remaining tax loss of approximately HK\$472 million (2017: HK\$437 million) due to the unpredictability of future profit streams. Included in unrecognised tax losses at 31 December 2018 are tax losses of approximately HK\$33 million (2017: HK\$37 million) that will expire within 5 years from the year of originating. Other tax losses may be carried forward indefinitely.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of the temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately HK\$5,340,000 (2017: HK\$284,318,000) as the Group is able to control the timing of the reversal of these temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 28. SHARE CAPITAL

## 27. 遞延稅項(續)

於報告期末，本集團尚有約港幣698,000,000元(二零一七年：港幣502,000,000元)之未動用稅項虧損可用作抵銷未來溢利。當中約港幣226,000,000元(二零一七年：港幣65,000,000元)已確認為遞延稅項資產。由於無法預測未來溢利來源，其餘約港幣472,000,000元(二零一七年：港幣437,000,000元)之稅項虧損並未確認為遞延稅項資產。於二零一八年十二月三十一日，未確認稅項虧損中包括產生年度後五年內到期的稅項虧損約港幣33,000,000元(二零一七年：港幣37,000,000元)。其他稅項虧損均能無限期結轉至下一年度。

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司賺取溢利而宣派之股息須繳納預扣稅。由於本集團能夠控制撥回暫時差異之時間，而有關暫時差異可能不會於可見將來撥回，故尚未於綜合財務報表就中國附屬公司累積溢利之暫時差異港幣5,340,000元(二零一七年：港幣284,318,000元)作出遞延稅項撥備。

## 28. 股本

		Number of shares 股份數目	HK\$'000 港幣千元
Issued and fully paid:	已發行及繳足股本：		
At 1 January 2017, 31 December 2017 and 31 December 2018	於二零一七年一月一日，二零一七年十二月 三十一日及二零一八年十二月三十一日		
Ordinary shares of no par	無面值之普通股	378,583,440	381,535

## 29. SHARE OPTION SCHEMES

The Company's share option scheme (the "2002 Scheme") was adopted pursuant to a resolution passed on 25 April 2002, for the primary purpose of providing incentives to directors and eligible employees, and expired on 24 April 2012. Under the 2002 Scheme, the Company could grant options to eligible employees, including executive directors of the Company and its subsidiaries, to subscribe for shares in the Company at HK\$10 per option. Additionally, the Company could, from time to time, grant share options to outside eligible third parties at the discretion of the Board of Directors.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options could be granted under the 2002 Scheme was not permitted to exceed 10% of the shares of the Company in issue at any point in time. The number of shares in respect of which options could be granted to any individual was not permitted to exceed 1% of the shares of the Company in issue at any point in time.

Options could be exercised at any time from the date of grant of the share option to the 5th anniversary of the date of grant. The exercise price was to be determined by the directors of the Company, and would not be less than the higher of the nominal value of the Company's share on the date of grant, the average closing price of the shares for the five business days immediately preceding the date of grant, or the closing price of the shares on the date of grant.

No options were granted under the 2002 Scheme since it was adopted. The 2002 Scheme expired on 24 April 2012.

A new share option scheme was approved and adopted by the Company pursuant to an ordinary resolution passed on 9 May 2012 (the "2012 Scheme"). The terms of the 2012 Scheme and the 2002 Scheme are broadly similar. The 2012 Scheme is effective for a period of 10 years.

No share option has been granted under the 2012 Scheme since its adoption.

## 29. 股份期權計劃

本公司根據於二零零二年四月二十五日通過之決議案採納股份期權計劃(「二零零二年計劃」)，主要目的是為激勵各董事及合資格僱員，該計劃已於二零一二年四月二十四日屆滿。根據二零零二年計劃，本公司可向合資格僱員(包括本公司及其附屬公司之執行董事)授出期權，以每份期權港幣10元認購本公司股份。此外，本公司可於任何時間，由董事會酌情向任何合資格外界第三方授出股份期權。

在未獲得本公司股東事先批准下，根據二零零二年計劃可授出期權之股份總數不得超出本公司於任何時間已發行股份之10%，而向任何個別人士授出期權之股份數目不得超出本公司於任何時間已發行股份之1%。

股份期權可於授出日期起計五年內任何時間行使。行使價由本公司董事釐定，惟不低於本公司股份於授出日期之面值、於緊接授出日期前五個交易日之股份平均收市價或授出當日之股份收市價之較高者。

二零零二年計劃獲採納以來並無據此授出期權。二零零二年計劃於二零一二年四月二十四日屆滿。

根據於二零一二年五月九日通過之普通決議案，一項新股份期權計劃(「二零一二年計劃」)獲本公司批准及採納。二零一二年計劃之條款與二零零二年計劃之條款大致相同。二零一二年計劃有效期為10年。

二零一二年計劃獲採納以來並無據此授出期權。

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### 30. PLEDGE OF ASSETS

At the end of the reporting period, the assets shown as below were pledged to banks to secure general banking facilities made available to the Group.

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
CARRYING VALUE	賬面值		
Leasehold land and buildings	租賃土地及樓宇	60,185	61,679
Investment properties	投資物業	4,880,461	4,636,391
Bank deposits	銀行存款	33,723	297,455

### 31. CAPITAL COMMITMENTS

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已簽約但未於綜合財務報表上撥備之資本開支：		
- Property, plant and equipment/properties under development/investment properties	- 物業、廠房及設備/發展中物業/投資物業	28,006	38,953
- Others	- 其他	19,609	22,870

### 32. OPERATING LEASE COMMITMENTS

#### THE GROUP AS LESSEE

At the end of the reporting period, the Group had commitments for future minimum lease payments under these non-cancellable operating leases which fall due as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	7,561	8,626
In the second to fifth year inclusive	於第二至五年內 (包括首尾兩年)	21,907	24,342
Over five years	五年後	212	5,559
		29,680	38,527

Operating lease payments represent rentals payable for certain of the Group's offices, hotel premises and staff quarters. Leases are negotiated for a range of one to sixteen years and rentals are fixed throughout the lease period.

### 30. 資產抵押

於報告期末，下列資產已抵押予銀行，以便本集團獲授予一般銀行融資。

### 31. 資本承擔

### 32. 經營租約承擔

#### 集團作為承租人

於報告期末，本集團不可撤銷經營租約而承擔於下列年期到期支付之未來最低租金支出如下：

經營租約款項指本集團若干寫字樓、酒店物業及員工宿舍之應付租金。協議租期為一至十六年不等，整段租期內的租金已在協議租約時預定。



### 32. OPERATING LEASE COMMITMENTS (CONTINUED) THE GROUP AS LESSOR

At the end of the reporting period, the Group as lessor had contracted with tenants for the following future minimum lease payments:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	256,797	318,082
In the second to fifth year inclusive	於第二至五年內 (包括首尾兩年)	264,725	300,574
Over five years	五年後	28,440	16,011
		<b>549,962</b>	634,667

Property rental income earned during the year was approximately HK\$355,739,000 (2017: HK\$365,611,000). All of the properties held have committed tenants for the next one to eight years.

### 33. RETIREMENT BENEFITS SCHEMES

For its eligible employees in Hong Kong, the Group operates a defined contribution schemes registered under the MPF Scheme.

Contributions payable by the Group to the MPF Scheme are determined based on the rules underlying the respective schemes and are charged to consolidated statement of profit or loss. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Under the MPF Scheme, the employees contribute 5% of the relevant payroll to the MPF Scheme while the Group contributes 5% of the relevant payroll to the MPF Scheme.

In addition, certain employees of the Group's subsidiaries established in the PRC are members of state-managed retirement benefits schemes. The subsidiaries are required to contribute a certain percentage of their payroll costs to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions.

### 32. 經營租約承擔 (續) 集團作為出租人

於報告期末，本集團作為出租人已按以下未來最低租金支出與租客訂約：

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Within one year	一年內	256,797	318,082
In the second to fifth year inclusive	於第二至五年內 (包括首尾兩年)	264,725	300,574
Over five years	五年後	28,440	16,011
		<b>549,962</b>	634,667

年內的物業租金收入為港幣355,739,000元(二零一七年：港幣365,611,000元)。所有物業均與客戶簽有為期一至八年的租約。

### 33. 退休福利計劃

本集團為香港之合資格僱員實行一項界定供款計劃，並在強積金計劃下註冊。

本集團根據強積金計劃之相關規則規定釐定應付之供款，將自綜合損益表扣除。強積金計劃資產由受託人以基金形式控制，與本集團之資產分開處理。根據強積金計劃，員工須按其有關入息供款5%於強積金計劃內，而本集團亦根據相關員工入息的5%向強積金計劃供款。

此外，本集團於中國成立之附屬公司之若干僱員為國家管理退休福利計劃之成員。該等附屬公司須按其酬金若干百分比向退休福利計劃作出供款，以撥付有關福利。本集團對該等退休福利計劃之唯一責任乃作出指定供款。

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### 34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the borrowings disclosed in note 25, net of bank deposits and cash, and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

### 35. FINANCIAL INSTRUMENTS

#### 35A. CATEGORIES OF FINANCIAL INSTRUMENTS

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>Financial assets</b>	<b>金融資產</b>		
FVTPL	按公平價值計入損益		
Held for trading	持作買賣用途	14,814	16,693
Designated at fair value	指定按公平價值列賬	-	7,737
Others	其他	7,749	-
Equity instruments at FVTOCI	按公平價值計入其他全面收益之權益工具	584,607	-
Derivative financial instruments	金融衍生工具	-	26
Financial assets at amortised cost	以攤銷成本入賬的金融資產	2,564,805	-
Loans and receivables (including cash and cash equivalents)	貸款及應收賬款 (包括現金及現金等值項目)	-	2,634,504
Available-for-sale investments	可供出售投資	-	682,849
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	1,030,874	1,733,161
Derivative financial instruments	金融衍生工具	7,470	790

### 34. 資本風險管理

本集團對其資本進行管理，以確保本集團旗下各實體可繼續按持續經營基準經營，同時致力在債務與股本之間維持平衡，為股東帶來最大回報。本集團之整體策略與去年並無變化。

本集團之資本結構由債項(包括附註25所披露之借款，扣除銀行存款及現金)及現金等值項目及本公司股東應佔權益(包括已發行股本及各項儲備)組成。

本公司董事定期檢討資本結構。作為檢討之一部分，董事考慮資本成本及由此產生之相關風險。根據董事之建議，本集團將透過支付股息、發行新股以及發行新債項或贖回現有債項等方式平衡其整體資本結構。

### 35. 金融工具

#### 35A. 金融工具分類

**35. FINANCIAL INSTRUMENTS (CONTINUED)****35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's major financial instruments include investments in securities, trade and other receivables, fixed bank deposits with more than three months to maturity when raised, bank balances and cash, trade and other payables, bank and other borrowings, and derivative financial instruments.

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and price risk), liquidity risk and credit risk and impairment assessment. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**Market risk***(i) Currency risk*

The Group undertakes certain transactions denominated in foreign currencies and, hence exposures to exchange rate fluctuations arise.

The carrying amounts of the Group's monetary assets and monetary liabilities, including intra-group balances at the end of the reporting period that are denominated in currencies other than the functional currency of the relevant entities are as follows:

		Assets 資產		Liabilities 負債	
		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>Group</b>	<b>集團</b>				
HK\$ against RMB	港幣兌人民幣	298	709	-	93,777
United States dollars ("US\$") against HK\$	美元兌港幣	315,526	303,884	-	-
RMB against HK\$	人民幣兌港幣	273,224	390,134	-	-
<b>Intra-group balances</b>	<b>集團公司往來結餘</b>				
HK\$ against RMB	港幣兌人民幣	105,809	110,910	1,200,880	1,329,145

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

**35. 金融工具 (續)****35B. 財務風險管理目標及政策**

本集團的主要金融工具包括證券投資、貿易及其他應收賬款、存入三個月後到期之定期銀行存款、銀行存款及現金、貿易及其他應付賬款、銀行及其他借款及金融衍生工具。

該等金融工具之詳情於各有關附註內披露。與該等金融工具相關之風險包括市場風險(貨幣風險、利率風險及價格風險)、流動資金風險、信貸風險及減值評估。有關如何降低該等風險之政策載列如下。管理層對該等風險進行管理及監控，以確保能夠及時有效實施合適的措施。

**市場風險***(i) 貨幣風險*

本集團有相當的交易是以外幣進行，所以會受匯率波動影響。

於報告期末，本集團以相關實體功能貨幣以外列值之貨幣資產及貨幣負債，包括集團公司往來結餘賬面值如下：

本集團目前並無外匯對沖政策。然而，管理層會監察所受的外匯風險，亦會在有需要時考慮對沖主要外匯風險來源。

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### 35. FINANCIAL INSTRUMENTS (CONTINUED)

#### 35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Market risk (continued)

##### (i) Currency risk (continued)

##### Sensitivity analysis

The following table details the Group's sensitivity to a 1% (2017: 1%) increase and decrease in HK\$ against US\$ and 10% (2017: 10%) increase and decrease in HK\$ against RMB. The respective percentages are the sensitivity rates used when reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and also intra-group balances denominated in foreign currencies and adjusts their translation at the year end for the respective percentages change in the exchange rates.

A positive number below indicates an increase in post-tax profit or equity where HK\$ weaken 1% (2017: 1%) against US\$ and HK\$ weaken 10% (2017: 10%) against RMB. For a 1% (2017: 1%) strengthening of the HK\$ against US\$ and HK\$ strengthening 10% (2017: 10%) against RMB, there would be an equal and opposite impact on the profit or equity, and the balances below would be negative.

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>Profit or loss</b>	<b>損益</b>		
HK\$ against RMB	港幣兌人民幣	91,414	109,494
US\$ against HK\$	美元兌港幣	1,900	1,518
RMB against HK\$	人民幣兌港幣	22,814	32,576
<b>Other comprehensive income</b>	<b>其他全面收益</b>		
US\$ against HK\$	美元兌港幣	880	1,221

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

### 35. 金融工具(續)

#### 35B. 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

##### 敏感度分析

下表詳載本集團對港幣兌美元匯率上升及下降1%(二零一七年:1%)以及港幣兌人民幣匯率上升及下降10%(二零一七年:10%)的敏感度。各項百分比都是在內部向主要管理人員匯報時所用的敏感度比率,代表了管理層對匯率在合理可能的範圍內變動的評估。敏感度分析包括以外幣計值的未清繳貨幣項目及以外幣列值的集團公司往來結餘,並就匯率各自的百分比改變在年末調整。

下表中正數表示港幣兌美元貶值1%(二零一七年:1%)及兌人民幣貶值10%(二零一七年:10%)時溢利或權益增加。當港幣兌美元升值1%(二零一七年:1%)及兌人民幣升值10%(二零一七年:10%)時,對溢利或權益會有同額但相反方向的影響,而下列結餘會呈負數。

根據管理層的意見,敏感度分析對固有的外匯風險並不具代表性,因為年終承受的風險並不反映年內承受的風險。

### 35. FINANCIAL INSTRUMENTS (CONTINUED)

#### 35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Market risk (continued)

##### (ii) Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group is exposed to cash flow interest rate risk in relation to its variable-rate structured deposits, bank balances and borrowings (see notes 18, 22 and 25 for details of these financial instruments). The Group's cash flow interest rate risk is mainly attributable to fluctuation of HIBOR, LIBOR and prevailing interest rates offered by the PBOC. It is the Group's policy to keep its borrowings at floating rates of interest so as to minimise the fair value interest rate risk. The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

### 35. 金融工具(續)

#### 35B. 財務風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險

現金流量利率風險為金融工具之未來現金流量因應市場利率變動而波動之風險。本集團目前並無利率對沖政策。然而，管理層會監察所受的利率風險，亦會在有需要時考慮對沖主要利率風險來源。

本集團就其浮息結構性存款、銀行存款及借款承受現金流量利率風險。(有關金融工具詳情見附註18、22及25)。本集團的現金流量利率風險主要歸因於香港銀行同業拆息、倫敦銀行同業拆息及由中國人民銀行提供的現行息率的波動。本集團的政策為保持借款利率浮動，以盡量減少公平價值利率風險。本集團因金融負債而承受的利率風險，詳情載於本附註的流動資金風險管理一節。

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### 35. FINANCIAL INSTRUMENTS (CONTINUED)

#### 35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Market risk (continued)

##### (ii) Interest rate risk (continued)

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for the Group's derivative and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2017: 50 basis points) fluctuation is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

	2018 二零一八年		2017 二零一七年	
	Change in basis points 基點變動		Change in basis points 基點變動	
	+50 HK\$'000 港幣千元	-50 HK\$'000 港幣千元	+50 HK\$'000 港幣千元	-50 HK\$'000 港幣千元
Profit or loss (net of tax) 溢利或虧損 (除稅後)	6,732	(6,732)	4,899	(4,899)

Numbers in bracket mean decrease.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

### 35. 金融工具 (續)

#### 35B. 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險

##### 敏感度分析

下文的敏感度分析乃根據本集團因衍生及非衍生工具在報告期末承受的利率風險釐定。編製分析時假設於報告期末未到期的金融工具在整年內仍未到期。內部對主要管理人員匯報利率風險時用上50點子基點的浮動(二零一七年：50點子)，代表管理層對利率在合理可能的範圍內變動的評估。

括號中數字為減少。

根據管理層的意見，敏感度分析對固有的利率風險並不具代表性，因為年終承受的風險並不反映年內承受的風險。

**35. FINANCIAL INSTRUMENTS (CONTINUED)****35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****Market risk (continued)***(iii) Price risk*

The Group is exposed to equity price risk through its investments in listed equity securities measured at FVTPL and FVTOCI (2017: held-for-trading investments and available-for-sale investments). For equity securities measured at FVTPL (2017: held-for-trading) quoted in the Stock Exchange, the management manages this exposure by maintaining a portfolio of investments with different risks. In addition, the Group also invested in certain unquoted equity securities for long term strategic purposes which had been designated as FVTOCI (2017: available-for-sale investments measured at fair value). The management will closely monitor the price movement of the securities and regularly review the performance and asset allocation of the portfolio.

**Sensitivity analysis**

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

If the prices of the respective listed equity instruments had been 10% (2017: 10%) higher/lower:

- the Group's post-tax profit for the year ended 31 December 2018 would increase by approximately HK\$1,237,000 (2017: HK\$1,394,000) or decrease by approximately HK\$1,237,000 (2017: HK\$25,474,000), respectively, as a result of the changes in fair value of listed equity securities classified as financial assets at FVTPL (2017: investments held for trading and available-for-sale investments which have been impaired); and
- the Group's investment revaluation reserve would increase by approximately HK\$22,720,000 (2017: HK\$28,838,000) or decrease by approximately HK\$22,720,000 (2017: HK\$nil), respectively, as a result of changes in fair value of equity instruments at FVTOCI (2017: available-for-sale investments).

**35. 金融工具 (續)****35B. 財務風險管理目標及政策 (續)****市場風險 (續)***(iii) 價格風險*

本集團透過其以公平價值計入損益及按公平價值計入其他全面收益計量(二零一七年：持作買賣用途投資及可供出售投資)之上市股本證券之投資承擔股價風險。就於交易所報價及以公平價值計入損益計量(二零一七年：持作買賣)的股本證券而言，管理層通過維持具有不同風險的投資組合來管理此風險。此外，本集團亦投資於若干長期戰略目的的非上市股本證券，其指定為按公平價值計入其他全面收益(二零一七年：以公平價值計量之可供出售投資)。管理層將密切監察該等證券之價格變動，並定期檢討有關組合之表現及資產分配。

**敏感度分析**

下文的敏感度分析乃根據報告日期承受的股價風險釐定。

若各項上市股本工具的價格高出／下降10%(二零一七年：10%)，則：

- 本集團截至二零一八年十二月三十一日止年度的稅後溢利會增加約1,237,000元(二零一七年：港幣1,394,000元)或減少港幣約1,237,000元(二零一七年：港幣25,474,000元)，原因是分類為以公平價值計入損益的金融資產的上市股本證券(二零一七年：持作買賣用途投資和可供出售投資之減值)之公平價值變動；及
- 本集團的投資估值儲備會增加約港幣22,720,000元(二零一七年：港幣28,838,000元)或減少約港幣22,720,000元(二零一七年：無)，原因是按公平價值計入其他全面收益的股本工具(二零一七年：可供出售投資)之公平價值變動。

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### 35. FINANCIAL INSTRUMENTS (CONTINUED)

#### 35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance its operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31 December 2018, the Group had available unutilised bank loan facilities of approximately HK\$1,647 million (2017: HK\$1,495 million). Details of the amounts utilised at the end of the reporting period are set out in note 25.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue, with reference to their respective contractual interest rate, and for those variable-rate instruments, by using the appropriate prevailing market rates at the end of the reporting period as stated in their contracts.

### 35. 金融工具(續)

#### 35B. 財務風險管理目標及政策(續)

##### 流動資金風險

在管理流動資金風險時，本集團監控及保持管理層認為足夠的現金及現金等值項目水平，為其業務營運提供資金並減輕現金流量波動的影響。管理層監控銀行借款之使用狀況及確保遵守貸款契諾。

本集團依賴銀行借款作為流動資金之主要來源。於二零一八年十二月三十一日，本集團有可動用而尚未提取之銀行貸款額為約港幣1,647,000,000元(二零一七年：港幣1,495,000,000元)。於報告期間結算日已動用金額之詳情載於附註25。

本集團的非衍生金融負債及財務擔保合約剩餘到期日詳列於下表。下表是根據未貼現金融負債包括累積利息的合約到期日而制訂，而各合約列明的合同利率及浮動利率工具，乃參照本報告期末當時的市場利率而定。



## 35. FINANCIAL INSTRUMENTS (CONTINUED)

## 35. 金融工具 (續)

## 35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

## 35B. 財務風險管理目標及政策 (續)

## Liquidity risk (continued)

## 流動資金風險 (續)

		Weighted average interest rate 加權平均利率 %	Within 1 year or repayable on demand 應要求或 一年內償還 HK\$'000 港幣千元	More than 1 year but less than 3 years 一年後至 三年內償還 HK\$'000 港幣千元	Total undiscounted financial liabilities 未貼現的 金融負債總額 HK\$'000 港幣千元	Carrying amounts 賬面值 HK\$'000 港幣千元
<b>At 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>					
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>					
Trade and other payables	貿易及其他應付賬項	-	163,056	-	163,056	163,056
Bank borrowings (note)	銀行借款 (附註)	3.99	840,136	-	840,136	819,453
Amounts due to non-controlling shareholders	應付非控股股東					
- Interest bearing	- 計息	2.63	35,968	-	35,968	35,968
- Non-interest bearing	- 免息	-	12,397	-	12,397	12,397
<b>Total</b>	<b>總額</b>		<b>1,051,557</b>	<b>-</b>	<b>1,051,557</b>	<b>1,030,874</b>
<b>At 31 December 2017</b>	<b>於二零一七年 十二月三十一日</b>					
<i>Non-derivative financial liabilities</i>	<i>非衍生金融負債</i>					
Trade and other payables	貿易及其他應付賬項	-	485,161	-	485,161	485,161
Bank borrowings (note)	銀行借款 (附註)	3.78	342,739	902,127	1,244,866	1,201,027
Amounts due to non-controlling shareholders	應付非控股股東					
- Interest bearing	- 計息	2.03	35,247	-	35,247	35,247
- Non-interest bearing	- 免息	-	11,726	-	11,726	11,726
<b>Total</b>	<b>總額</b>		<b>874,873</b>	<b>902,127</b>	<b>1,777,000</b>	<b>1,733,161</b>

note: The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.

附註：上述計入非衍生金融負債浮息工具之金額，將於浮動利率之變動與於報告期間結算日釐定之估計利率變動有差異時作出變動。

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### 35. FINANCIAL INSTRUMENTS (CONTINUED)

#### 35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### Credit risk and impairment assessment

As at 31 December 2018, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

##### Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk as 29% (2017: 30%) and 79% (2017: 74%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the trading and manufacturing business segment.

##### Other receivables

The management of the Group regularly review and assess the credit quality of the counterparties. The Group uses 12-month ECL to assess the loss allowance of other receivables since these receivables are neither past due nor with fixed repayment terms, and there has not been a significant increase in credit risk since initial recognition. In this regard, the directors of the Company consider that the Group's credit risk is not significant.

### 35. 金融工具(續)

#### 35B. 財務風險管理目標及政策(續)

##### 信貸風險及減值評估

於二零一八年十二月三十一日，本集團因對手方未能履行其責任而使本集團蒙受財務損失所產生之最大信貸風險，此乃由於綜合財務狀況表所列相關已確認金融資產之賬面值所產生。本集團並無持有任何抵押品或其他信貸升級措施，以彌補其金融資產相關的信貸風險。

##### 貿易應收賬款

為減少貸款的信貸風險，本集團管理層已委派團隊負責釐定信貸限額及信貸審核。於接納任何新客戶前，本集團使用內部信貸評分系統，以評估潛在客戶的信貸質素及釐定客戶信貸限額。客戶的限額及評分每兩年評估一次。執行其他監察程序確保採取償還逾期債務的跟進行動。此外，本集團於應用香港財務報告準則第9號時根據預期信貸虧損模式進行減值評估(二零一七年：產生虧損模式)，對貿易結餘單獨或根據撥備矩陣進行評估。就此，本公司董事認為本集團的信貸風險已大幅減輕。

本集團集中信貸風險，此乃由於在貿易及製造業務分部中，應收本集團最大客戶及五大客戶的貿易應收賬款總額分別為29%(二零一七年：30%)及79%(二零一七年：74%)。

##### 其他應收賬款

本集團管理層定期檢討及評估對手方的信貸質素。由於該等應收賬款既無逾期亦無固定還款條款，且信貸風險自初始確認起並無大幅增加，本集團使用12個月預期信貸虧損以評估其他應收賬款的虧損撥備。就此，本公司董事認為本集團的信貸風險並不重大。

**35. FINANCIAL INSTRUMENTS (CONTINUED)****35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****Credit risk and impairment assessment (continued)***Bank balances*

The credit risks on bank balances are limited because the counterparties are banks/financial institutions with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收賬款	Other financial assets/other items 其他金融資產/其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方的違約風險低，且並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值	12-month ECL 12個月預期信貸虧損
Watch list 監察名單	Debtor usually settle after due date 債務人時常於逾期後結清	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值	12-month ECL 12個月預期信貸虧損
Doubtful 存疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 信貸風險自透過內部或外部資源建立的資料初始確認起大幅增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 並無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 顯示資產維持信貸減值的證據	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 顯示債務人處於嚴峻財務困難的證據，且本集團並無實際收回的可能	Amount is written off 金額被撇銷	Amount is written off 金額被撇銷

**35. 金融工具 (續)****35B. 財務風險管理目標及政策 (續)****信貸風險及減值評估 (續)***銀行結餘*

由於對手方為獲國際信貸評級機構頒授高信貸評級的銀行/財務機構，銀行結餘的信貸風險有限。

除信貸風險集中於存入高信貸評級的若干銀行的流動資金外，本集團並無集中任何其他重大信貸風險。

本集團的內部信貸風險評級包括以下分類：

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**35. FINANCIAL INSTRUMENTS (CONTINUED)****35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****Credit risk and impairment assessment (continued)**

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

**35. 金融工具 (續)****35B. 財務風險管理目標及政策 (續)****信貸風險及減值評估 (續)**

下表詳列本集團金融資產面對的信貸風險，須受預期信貸虧損的評估：

2018 二零一八年	Notes 附註	External credit rating 外部信貸評級	Internal rating 內部評級	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 總賬面值	
					HK\$'000 港幣千元	HK\$'000 港幣千元
<b>Financial assets at amortised cost</b> 按攤銷成本計量的金融資產						
Trade receivables 貿易應收賬款	20	N/A 不適用	(note 2) (附註2)	Lifetime ECL (provision matrix) 全期預期信貸虧損 (撥備矩陣)	4,926	
		N/A 不適用	Low risk 低風險	Lifetime ECL 全期預期信貸虧損	18,609	23,535
Other receivables 其他應收賬款	20	N/A 不適用	(note 1) (附註1)	12-month ECL 12個月預期信貸虧損	62,813	62,813
Bank balances 銀行結餘	22	Aa1 to Aa3 Aa1至Aa3	N/A 不適用	12-month ECL 12個月預期信貸虧損	119,169	
		A1 to A3 A1至A3	N/A 不適用	12-month ECL 12個月預期信貸虧損	1,053,494	
		Baa1 to Baa3 Baa1至Baa3	N/A 不適用	12-month ECL 12個月預期信貸虧損	1,270,396	2,443,059
Pledged bank deposits 抵押銀行存款	22	Baa2 Baa2	N/A 不適用	12-month ECL 12個月預期信貸虧損	33,723	33,723

**35. FINANCIAL INSTRUMENTS (CONTINUED)****35B. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****Credit risk and impairment assessment (continued)**

notes:

1. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

	Other receivables	其他應收賬款	Not past due/No fixed repayment terms 無逾期/無固定還款條款 HK\$'000 港幣千元
			62,813

2. For trade receivables, the Group has applied the simplified approach in accordance with HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances or credit-impaired, the Group determines the expected credit losses on those balances by using a provision matrix, grouped by internal credit rating.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix as at 31 December 2018 within lifetime ECL (not credit impaired). Debtors with significant outstanding balances with gross carrying amount of HK\$18,609,000 as at 31 December 2018 was assessed individually.

**Gross carrying amount**

	Internal credit rating	內部信貸評級	Trade receivables 貿易應收賬款 HK\$'000 港幣千元
	Low risk	低風險	3,086
	Doubtful	存疑	1,840
			4,926

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

**35. 金融工具 (續)****35B. 財務風險管理目標及政策 (續)****信貸風險及減值評估 (續)**

附註:

1. 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險是否自初始確認起一直大幅上升。

2. 就貿易應收賬款而言，根據香港財務報告準則第9號，本集團應用簡化方法計量全期預期信貸虧損的虧損撥備。除重大未結清結餘或信貸減值的債務人外，本集團使用撥備矩陣釐定以內部信貸評級分類的該等結餘的預期信貸虧損。

作為本集團的信貸風險管理之一部分，本集團為其客戶應用內部信貸評級。下表提供有關貿易應收賬款信貸風險的資料，該等貿易應收賬款乃根據全期預期信貸虧損（並無信貸減值）內的二零一八年十二月三十一日的撥備矩陣作出評估。於二零一八年十二月三十一日具備重大未結清結餘及總賬面值為港幣18,609,000元的債務人獲單獨評估。

**總賬面值**

	Trade receivables 貿易應收賬款 HK\$'000 港幣千元
	3,086
	1,840
	4,926

估計虧損率乃基於債務人於預期年期的過往觀察所得的違約率估計，並按毋需花費過多成本或努力可取得的前瞻性資料調整。分類乃由管理層定期審核，以確保有關指定債務人的相關資料得以更新。

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**35. FINANCIAL INSTRUMENTS (CONTINUED)****35C. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS**

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

		2018 二零一八年			
		Level 1 第一級別 HK\$'000 港幣千元	Level 2 第二級別 HK\$'000 港幣千元	Level 3 第三級別 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
<b>Financial assets at FVTPL</b>	<b>按公平價值計入損益之金融資產</b>				
Listed equity securities	上市股本證券	14,814	-	-	14,814
Structured products	結構性工具	-	7,749	-	7,749
<b>Equity instruments at FVTOCI</b>	<b>按公平價值計入其他全面收益之權益工具</b>				
Listed equity securities	上市股本證券	227,198	-	-	227,198
Unlisted equity securities	非上市股本證券	-	-	306,289	306,289
Perpetual capital securities	無限期資本證券	-	51,120	-	51,120
Total	總額	242,012	58,869	306,289	607,170
<b>Financial liabilities at FVTPL</b>	<b>按公平價值計入損益之金融負債</b>				
Derivative financial instruments	衍生金融工具	-	7,470	-	7,470

		2017 二零一七年			
		Level 1 第一級別 HK\$'000 港幣千元	Level 2 第二級別 HK\$'000 港幣千元	Level 3 第三級別 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
<b>Financial assets at FVTPL</b>	<b>按公平價值計入損益之金融資產</b>				
Listed equity securities	上市股本證券	16,693	-	-	16,693
Structured products	結構性工具	-	7,737	-	7,737
Derivative financial instruments	衍生金融工具	-	26	-	26
<b>Available-for-sale financial assets</b>	<b>可供出售金融資產</b>				
Listed equity securities	上市股本證券	288,380	-	-	288,380
Unlisted equity securities	非上市股本證券	-	-	342,230	342,230
Perceptual capital securities	無限期資本證券	-	52,239	-	52,239
Total	總額	305,073	60,002	342,230	707,305
<b>Financial liabilities at FVTPL</b>	<b>按公平價值計入損益之金融負債</b>				
Derivative financial instruments	衍生金融工具	-	790	-	790

There were no transfers between Levels 1, 2 and 3 during the year.

**35. 金融工具 (續)****35C. 金融工具公平價值計量**

本集團部分金融資產及金融負債以各報告期末的公平價值計量。下表提供有關金融資產之公平值釐定方式的資料(具體而言, 即估值方法及採用的輸入變數)。

年內, 第一、第二及第三級別之間概無發生任何轉移。

### 35. FINANCIAL INSTRUMENTS (CONTINUED)

#### 35C. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of listed equity securities are determined with reference to quoted market bid prices from relevant stock exchanges.

The fair values of perpetual capital securities are determined based on indicative prices provided by the dealers and brokers. In addition, the Group makes comparison of the indicative prices with the prices obtained from pricing services providers to substantiate the indicative prices of these securities. The key inputs used in the valuation models are the interest rate data, which are observable at the end of the reporting period. The objective of valuation models is to arrive at a fair value estimation that reflects the price of the financial instrument at the reporting date, which would have been determined by market participants acting at arm's length.

The fair values of structured products are calculated using discounted cash flows analysis derived from quoted interest rates, which are observable at the end of the reporting period.

The fair values of unlisted equity securities are determined with reference to market values of underlying assets, which mainly comprise investment properties located in Hong Kong held by the investees and take into account the discount for lack of marketability. The valuation of the properties was principally arrived at using the comparison method, in which property is valued on the assumption that the property can be sold with the benefit of vacant possession. Comparison based on prices realised on actual sales of comparable properties is made for similar properties in the similar location.

The fair values of cross currency swap contract and currency forward contracts are measured by the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates and foreign exchange rates between JPY and HK\$, which is observable at the end of the reporting period.

The directors of the Company consider that the carrying amounts of the Group's other financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximate their fair values.

### 35. 金融工具(續)

#### 35C. 金融工具公平價值計量(續)

上市股本證券乃參考在相關交易所中引述所得的公開市場買入價釐定公平價值。

歸類為可供出售投資的永久資本債券的公平價值根據經銷商及經紀人所提供的指示性價格釐定。此外，本集團將指示性價格與從定價服務供應商手上獲得的價格加以比較，以令永久資本債券的指示性價格更貼近現實。估價模式的主要輸入變數為利率數據，該數據在報告期末時可以觀測得出。估價模式的目標是達致可反映金融工具在報告日期時市場參與者以公平磋商所得價格的公平價值估算。

指定為按公平價值計入損益的金融資產的結構性產品的公平價值，是採用貼現現金流分析計算，其報價利率乃根據報告期末觀察得到的。

確定非上市股本證券的公平價值是參考相關資產的市場價值，主要包括所投資公司持有的香港投資物業的市場價值，及考慮其缺乏市場性而作出折扣。物業估值主要運用比較法，假設該物業交吉出售獲利而作出的物業估值。比較是根據與可比性物業相類似的物業在類似的位置實現的實際銷售價格而定。

交叉貨幣掉期合約及遠期外匯合約的公平價值，是根據報價利率和日元兌港幣匯率得到的適用的收益曲線預計及貼現未來現金流來計算的，其報價匯率乃根據報告期末觀察得到的。

本公司之董事認為本集團於綜合財務報表內以攤銷成本入賬的其他金融資產及金融負債之賬面值與其公平價值相若。

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**35. FINANCIAL INSTRUMENTS (CONTINUED)****35C. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)****Reconciliation of Level 3 fair value measurements of financial assets**

		Equity instruments at FVTOCI/available-for-sale investments 按公平價值計入其他全面收益之權益工具／可供出售投資 HK\$'000 港幣千元
Balance at 1 January 2017	於二零一七年一月一日結餘	334,646
Total net gains recognised in other comprehensive income	於其他全面收益內確認之淨收益	6,692
Purchases	購買	892
Balance at 31 December 2017	於二零一七年十二月三十一日結餘	342,230
Total net gains recognised in other comprehensive income	於其他全面收益內確認之淨收益	2,889
Purchases	購買	3,461
Disposals	出售	(42,291)
Balance at 31 December 2018	於二零一八年十二月三十一日結餘	306,289

Included in other comprehensive income is a gain of approximately HK\$2,889,000 (2017: HK\$6,692,000) related to equity instruments at FVTOCI (2017: available-for-sale investments) held at the end of the reporting period.

A small percentage, 2.1% (2017: 2.4%), of total assets of the Group, is based on estimates and recorded as financial assets with Level 3 fair value measurements. Whilst such valuations are sensitive to estimates, it is believed that changing one or more of the assumptions to reasonably possible alternative assumptions would not have a big impact on the Group's financial positions.

**35. 金融工具 (續)****35C. 金融工具公平價值計量 (續)****金融資產第三級別公平價值計量的調節**

其他全面收益內包括約港幣2,889,000元的收益(二零一七年:港幣6,692,000元),與於報告期間結算日持有的按公平價值計入其他全面收益之權益工具(二零一七年:可供出售投資)有關。

佔本集團總資產的很小比例,2.1%(二零一七年:2.4%),乃根據本集團第三級別投資估算及入賬。此估價對估計假設相當敏感,惟當一個或多個假設轉變至合理及可能的代替假設時,相信不會對本集團的財務狀況造成重大影響。



**35. FINANCIAL INSTRUMENTS (CONTINUED)****35C. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)****Fair value measurements and valuation processes**

The management performs regular reviews to determine the appropriate valuation techniques and inputs for fair value measurement.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified professional valuers or other service providers to perform the valuations. The management works closely with the valuers to establish the appropriate valuation techniques and inputs to the model. The respective management team reports the findings to the Board of Directors of the Company regularly to explain the cause of fluctuations in the fair value of the assets and liabilities.

Information about the valuation techniques and inputs used in determining the fair value of various financial assets and liabilities is disclosed above.

**36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		<b>Borrowings</b> 借款 HK\$'000 港幣千元	<b>Dividend payable</b> 應付股息 HK\$'000 港幣千元	<b>Interest payable</b> 應付利息 HK\$'000 港幣千元	<b>Total</b> 總額 HK\$'000 港幣千元
At 1 January 2018	於二零一八年一月一日	<b>1,248,000</b>	-	<b>12,134</b>	<b>1,260,134</b>
Financing cash flows	融資現金流	(361,496)	(242,908)	(46,259)	(650,663)
Finance costs	財務成本	-	-	34,646	34,646
Dividends recognised as distribution	已確認為分派之股息	-	242,908	-	242,908
Currency realignment	匯率調整	(18,686)	-	(25)	(18,711)
At 31 December 2018	於二零一八年十二月三十一日	<b>867,818</b>	-	<b>496</b>	<b>868,314</b>
At 1 January 2017	於二零一七年一月一日	1,183,629	-	-	1,183,629
Financing cash flows	融資現金流	31,156	(181,720)	(33,615)	(184,179)
Finance costs	財務成本	-	-	45,691	45,691
Dividends recognised as distribution	已確認為分派之股息	-	181,720	-	181,720
Currency realignment	匯率調整	33,215	-	58	33,273
At 31 December 2017	於二零一七年十二月三十一日	1,248,000	-	12,134	1,260,134

**35. 金融工具 (續)****35C. 金融工具公平價值計量 (續)****公平價值計量和評估過程**

管理層定期檢討，以確定適當的公平價值計量的估值技術和輸入變數。

本集團估計資產或負債的公平價值是採用可用之市場觀察數據。當第一級別輸入變數不可用，本集團聘用獨立合資格專業估值師或其他服務供應商進行估值。管理層與估值師密切合作，建立適當的估值技術和輸入樣板。相關管理團隊定期向本公司的董事會報告資產和負債的公平價值波動的調查結果並解釋原因。

用於確定各項資產和負債的公平價值的估值技術和輸入變數的信息於上文披露。

**36. 融資活動產生的負債調節**

下表詳述了本集團融資活動產生的負債變化，包括現金和非現金變化。融資活動產生的負債是那些現金流量，或未來的現金流量，將被分類為本集團的綜合現金流量表的融資活動現金流量。

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**37. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY****37. 本公司財務狀況表及儲備**

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment properties	投資物業	2,300,000	1,971,000
Property, plant and equipment	物業、廠房及設備	556,597	566,168
Investments in subsidiaries	附屬公司之投資	470,272	417,588
Investments in securities	證券投資	90,487	132,184
Amounts due from subsidiaries	應收附屬公司賬款	4,642,712	4,678,734
Deferred tax assets	遞延稅項資產	31,469	3,850
		<b>8,091,537</b>	<b>7,769,524</b>
<b>Current assets</b>	<b>流動資產</b>		
Properties held for sale	待出售物業	2,808	2,808
Trade and other receivables	貿易及其他應收賬款	7,065	4,035
Investments in securities	證券投資	22,563	16,793
Derivative financial instruments	衍生金融工具	-	26
Fixed bank deposits with more than three months to maturity when raised	存入三個月後到期之定期銀行存款	8,190	83,566
Bank balances and cash	銀行存款及現金	707,189	527,600
		<b>747,815</b>	<b>634,828</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	貿易及其他應付賬款	48,861	7,787
Derivative financial instruments	衍生金融工具	218	-
Borrowings – due within one year	借款 – 於一年內到期	620,589	47,400
		<b>669,668</b>	<b>55,187</b>
Net current assets	流動資產淨額	<b>78,147</b>	<b>579,641</b>
Total assets less current liabilities	總資產減流動負債	<b>8,169,684</b>	<b>8,349,165</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Rental deposits from tenants	向租戶收取之租賃按金	-	39,650
Borrowings – due after one year	借款 – 於一年後到期	-	590,589
Derivative financial instruments	衍生金融工具	7,252	790
Non-interest bearing advances from subsidiaries	附屬公司之免息墊款	156,184	145,715
		<b>163,436</b>	<b>776,744</b>
		<b>8,006,248</b>	<b>7,572,421</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	381,535	381,535
Reserves (note)	儲備 (附註)	7,624,713	7,190,886
		<b>8,006,248</b>	<b>7,572,421</b>

The financial statements were approved and authorised for issue by the Board of Directors on 7 March 2019 and are signed on its behalf by:

財務報表已於二零一九年三月七日獲董事會批准及授權發行，並由下列人士代表簽署：

**MR. LIU LIT CHI**  
**廖烈智先生**

CHAIRMAN, MANAGING DIRECTOR AND  
CHIEF EXECUTIVE OFFICER  
主席、董事總經理兼行政總裁

**MR. CHENG YUK WO**  
**鄭毓和先生**

CHAIRMAN OF AUDIT COMMITTEE  
審核委員會主席

### 37. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

note: The movements in reserves are presented below:

		Property revaluation reserve 物業重估儲備 HK\$'000 港幣千元	Investment revaluation reserve 投資重估儲備 HK\$'000 港幣千元	Accumulated profits 累積溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2017	於二零一七年一月一日	448	1,226	5,219,409	5,221,083
Profit for the year	本年度溢利	-	-	2,148,869	2,148,869
Fair value gains on available-for-sale investments	可供出售投資之公平價值收益	-	2,654	-	2,654
Total comprehensive income for the year	本年度全面收益總額	-	2,654	2,148,869	2,151,523
Dividends recognised as distribution	已確認為分派之股息	-	-	(181,720)	(181,720)
At 31 December 2017	於二零一七年十二月三十一日	448	3,880	7,186,558	7,190,886
Adjustments	調整	-	(19,550)	19,550	-
At 1 January 2018 (restated)	於二零一八年一月一日 (重列)	448	(15,670)	7,206,108	7,190,886
Profit for the year	本年度溢利	-	-	671,351	671,351
Fair value gains on investments in equity instruments at FVTOCI	按公平價值計入其他全面收益之權益工具之公平價值收益	-	4,769	-	4,769
Total comprehensive income for the year	本年度全面收益總額	-	4,769	671,351	676,120
Investment revaluation reserve reclassified to accumulated profits upon disposal of equity instruments at FVTOCI	因出售按公平價值計入其他全面收益之權益工具導致累積溢利重新分類到投資重估儲備	-	(20,667)	20,667	-
Dividends recognised as distribution	已確認為分派之股息	-	-	(242,293)	(242,293)
At 31 December 2018	於二零一八年十二月三十一日	448	(31,568)	7,655,833	7,624,713

### 37. 本公司財務狀況表及儲備 (續)

附註：儲備之變動如下：

### 38. RELATED PARTY DISCLOSURES (A) RELATED PARTY TRANSACTIONS

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Expenses paid and payable to directors of the Company or its affiliates	已支付及應予本公司或其附屬公司董事的費用		
Rental expenses	租金支出	900	4,092
Architecture and other consultancy service fee	建築和其他諮詢服務費	-	924

### 38. 關聯人士披露事項 (A) 關聯人士交易

The Group had no other material significant transactions with related parties. 本集團並無與關聯人士訂立重大交易。

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**38. RELATED PARTY DISCLOSURES (CONTINUED)**

**(B) COMPENSATION OF KEY MANAGEMENT PERSONNEL**

The emoluments of key management personnel of the Group during the year were as follows:

		2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元
Short-term benefits	短期福利	44,514	46,990
Post-employment benefits	僱員退休福利	3,001	2,832
		<b>47,515</b>	<b>49,822</b>

The emoluments of directors and key executives are determined by the remuneration committee having regard to the performance of individuals and market trends.

**39. PRINCIPAL SUBSIDIARIES**

Particulars of the Company's principal subsidiaries as at 31 December 2018 and 31 December 2017 are as follows:

Name of subsidiary 附屬公司名稱	notes 附註	Place of incorporation or establishment/ operations 註冊成立或 成立地/經營地	Issued ordinary share capital/ registered capital 已發行普通 股本/註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有已發行股本面值/ 註冊資本之比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 %	2017 二零一七年 %	
Abaleen Enterprises Limited		Hong Kong 香港	HK\$100,000 港幣100,000元	100	100	-	-	Property investment 物業投資
Alain Limited 雅賢有限公司		Hong Kong 香港	HK\$9,500 港幣9,500元	100	100	-	-	Investment holding 投資控股
Bonsun Enterprises Limited 萬象企業有限公司		Hong Kong 香港	HK\$2,000,000 港幣2,000,000元	100	100	-	-	Property investment 物業投資
Chong Yip Finance Limited 創業財務有限公司		Hong Kong 香港	HK\$1,000,000 港幣1,000,000元	100	100	-	-	Money lending 貸款業務
Chong Yip (Nominees) Limited 創業(代理)有限公司		Hong Kong 香港	HK\$1 港幣1元	100	100	-	-	Provision of nominees services 提供代理人服務
Devon Realty Limited 德奮地產有限公司		Hong Kong 香港	HK\$200 港幣200元	100	100	-	-	Property investment 物業投資
Donington Company Limited		Hong Kong 香港	HK\$200 港幣200元	100	100	-	-	Property investment 物業投資

**38. 關聯人士披露事項 (續)**

**(B) 主要管理人員酬金**

年內，本集團主要管理人員之薪酬如下：

董事及主要行政人員之薪酬乃由薪酬委員會按個人表現及市場趨勢釐定。

**39. 主要附屬公司**

於二零一八年十二月三十一日及二零一七年十二月三十一日，本公司之主要附屬公司資料如下：

## 39. PRINCIPAL SUBSIDIARIES (CONTINUED)

## 39. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	notes 附註	Place of incorporation or establishment/ operations 註冊成立或 成立地/經營地	Issued ordinary share capital/ registered capital 已發行普通 股本/註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有已發行股本面值/ 註冊資本之比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 %	2017 二零一七年 %	
Golden Harbour International Limited 勝港國際有限公司		Hong Kong 香港	HK\$1 港幣1元	-	-	100	100	Property investment 物業投資
Harvest Gate Investments Limited 豐正投資有限公司		Hong Kong 香港	HK\$1 港幣1元	100	100	-	-	Property investment 物業投資
Heng Kin Investment Limited 恆建投資有限公司		Hong Kong 香港	HK\$2 港幣2元	100	100	-	-	Property investment 物業投資
Honour Speed Development Limited 鴻遠發展有限公司		Hong Kong 香港	HK\$2 港幣2元	100	100	-	-	Investment holding 投資控股
Hugh Glory Limited 貴隆有限公司		Hong Kong 香港	HK\$100 港幣100元	-	-	90	90	Investment holding 投資控股
Hugh Wealth International Limited 盈鴻國際有限公司		Hong Kong 香港	HK\$100 港幣100元	100	100	-	-	Investment holding 投資控股
Jacot Limited 正剛有限公司		Hong Kong 香港	HK\$2 港幣2元	100	100	-	-	Investment holding 投資控股
Ko Yew Company Limited 高優有限公司		Hong Kong 香港	HK\$200 港幣200元	100	100	-	-	Property investment 物業投資
Liu Chong Hing Estate Company, Limited 廖創興置業有限公司		Hong Kong 香港	HK\$10,000,000 港幣10,000,000元	100	100	-	-	Investment holding 投資控股
Liu Chong Hing Godown Company, Limited 廖創興大貨倉有限公司		Hong Kong 香港	HK\$72,000,000 港幣72,000,000元	100	100	-	-	Property investment 物業投資
Liu Chong Hing Property Management and Agency Limited 廖創興物業管理及代理 有限公司		Hong Kong 香港	HK\$1,000,000 港幣1,000,000元	100	100	-	-	Property management 物業管理
Luxpolar Limited		Hong Kong 香港	HK\$2 港幣2元	-	-	100	100	Property investment 物業投資
One-Eight-One Hospitality Management Limited		Hong Kong 香港	HK\$1 港幣1元	100	100	-	-	Hotel operation and management 酒店營運及管理
Queen Profit International Investment Limited 群利國際投資有限公司		Hong Kong 香港	HK\$61,540 港幣61,540元	83.75	83.75	-	-	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 39. PRINCIPAL SUBSIDIARIES (CONTINUED)

### 39. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	notes 附註	Place of incorporation or establishment/ operations 註冊成立或 成立地/經營地	Issued ordinary share capital/ registered capital 已發行普通 股本/註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有已發行股本面值/ 註冊資本之比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 %	2017 二零一七年 %	
Richview Property Management Company Limited 富景物業管理有限公司		Hong Kong 香港	HK\$10,000 港幣10,000元	-	-	100	100	Property management 物業管理
Sino Pink Development Limited 輝松發展有限公司		Hong Kong 香港	HK\$2 港幣2元	100	100	-	-	Property investment 物業投資
Speed World Investment Limited 碧輝投資有限公司		Hong Kong 香港	HK\$100 港幣100元	-	-	60	60	Investment holding 投資控股
Strong Zone International Limited 高棋國際有限公司		Hong Kong 香港	HK\$1 港幣1元	100	100	-	-	Investment holding 投資控股
Supreme Stone Investments Limited 旺顯投資有限公司		Hong Kong 香港	HK\$1 港幣1元	-	-	100	100	Investment holding 投資控股
Top Team Limited		Hong Kong 香港	HK\$200 港幣200元	100	100	-	-	Investment holding 投資控股
Trade Castle Limited 質滿有限公司		Hong Kong 香港	HK\$1 港幣1元	-	-	100	100	Investment holding 投資控股
Truegrow Investments Limited 捷欣投資有限公司		Hong Kong 香港	HK\$1 港幣1元	-	-	100	100	Investment holding 投資控股
Wealth Good Investment Limited 裕利投資有限公司		Hong Kong 香港	HK\$2 港幣2元	100	100	-	-	Investment holding 投資控股
Yue Tung Ching Kee Company Limited 裕東正記有限公司		Hong Kong 香港	HK\$2,000,000 港幣2,000,000元	100	100	-	-	Property investment 物業投資
Foshan Nanhai Hugh Glory Property Development Company Limited 佛山南海貴隆地產發展有限公司	(i)	PRC 中國	HK\$500,000,000 港幣500,000,000元	-	-	90	90	Property development 物業發展
Guangzhou Chong Hing Property Development Company Limited 廣州創興房地產發展有限公司	(iii)	PRC 中國	RMB170,000,000 人民幣170,000,000元	-	-	60	60	Property development 物業發展
Guangzhou Trade Castle Property Consultancy Limited 廣州市質滿房地產諮詢有限公司	(i)	PRC 中國	HK\$8,500,000 港幣8,500,000元	-	-	100	100	Property investment 物業投資

## 39. PRINCIPAL SUBSIDIARIES (CONTINUED)

## 39. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	notes 附註	Place of incorporation or establishment/ operations 註冊成立或 成立地/經營地	Issued ordinary share capital/ registered capital 已發行普通 股本/註冊資本	Proportion of nominal value of issued capital/ registered capital held by the Company 本公司持有已發行股本面值/ 註冊資本之比例				Principal activities 主要業務
				Directly 直接		Indirectly 間接		
				2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 %	2017 二零一七年 %	
Guangzhou Wealth Smart Property Management Company Limited 廣州市盈裕物業管理有限公司	(i)	PRC 中國	HK\$1,000,000 港幣1,000,000元	-	-	100	100	Property management 物業管理
Maanshan Gaoke Magnetic Material Company Limited 馬鞍山高科磁性材料有限公司	(ii)	PRC 中國	RMB65,370,000 人民幣65,370,000元	-	-	51.54	51.54	Manufacturing of magnetic materials 製造磁性材料
Shanghai Huang Pu Liu Chong Hing Property Development Company Limited 上海黃浦廖創興房地產開發有限公司	(i)	PRC 中國	US\$34,600,000 34,600,000美元	-	-	100	100	Property investment 物業投資
Blossom Success Investments Limited 凱旋投資有限公司		British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	100	100	-	-	Investment holding 投資控股
China Link Technologies Limited		British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$100 100美元	100	100	-	-	Investment holding 投資控股
Determined Resources Limited		British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1,000 1,000美元	100	100	-	-	Share investment 股份投資

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

董事認為，對本集團業績或資產有重大影響之本集團附屬公司名單已詳列於上表。董事認為，若提供其他附屬公司資料，則篇幅過於冗長。

概無附屬公司曾在本年底發行任何債務證券。

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 39. PRINCIPAL SUBSIDIARIES (CONTINUED)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. The majority of these subsidiaries operate in Hong Kong. The principal activities of these subsidiaries are summarised as follows:

Principal activities 主要業務	Principal place of business 主要營業地點	Number of subsidiaries 附屬公司數目	
		2018 二零一八年	2017 二零一七年
Hotel operation and management 酒店經營及管理	PRC 中國	1	1
Investment holding 投資控股	Hong Kong 香港	17	15
Property investment 物業投資	Hong Kong 香港	2	2
Inactive 暫無業務	Hong Kong/PRC 香港／中國	20	18

notes:

- (i) The companies are sole foreign equity ventures established in the PRC.
- (ii) The company is sino-foreign equity joint venture established in the PRC.
- (iii) The company is sino-foreign co-operative joint venture established in the PRC.
- (iv) At the end of the reporting period, the Group does not have non-wholly owned subsidiaries that have material non-controlling interests.

### 39. 主要附屬公司(續)

於本報告期末，本公司尚有其他對本集團而言不屬重大的附屬公司。該等附屬公司中大部份皆於香港營運。此等附屬公司的主要業務現概列如下：

附註：

- (i) 該等公司是於中國成立之外商獨資企業。
- (ii) 該等公司是於中國成立之中外合資經營公司。
- (iii) 該公司是於中國成立之中外合作經營公司。
- (iv) 於本報告期末，本集團並無擁有重大非控股股東權益的非全資擁有的附屬公司。







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