



中奧到家集團有限公司 Zhong Ao Home Group Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 1538



年報 **2018**
Annual Report



CONTENTS

目錄

2	Corporate Information	公司資料
4	Chairman's Statement	主席報告
8	Financial Highlights	財務摘要
11	Management Discussion and Analysis	管理層討論與分析
31	Directors and Senior Management Profile	董事及高級管理層簡介
38	Corporate Governance Report	企業管治報告
54	Directors' Report	董事會報告
69	Independent Auditor's Report	獨立核數師報告
78	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面 收益表
79	Consolidated Statement of Financial Position	綜合財務狀況表
81	Consolidated Statement of Changes in Equity	綜合權益變動表
82	Consolidated Statement of Cash Flows	綜合現金流量表
85	Notes to Financial Statements	財務報表附註
228	Financial Summary	財務概要



CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Liu Jian (*Chairman and chief executive officer*)
Ms. Chen Zhuo
Mr. Liang Bing
Mr. Long Weimin

NON-EXECUTIVE DIRECTORS

Mr. Wei Zhe
Ms. Wu Qimin
Mr. Zheng Dong

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Weilun
Mr. Chan Wai Cheung, Admiral
Mr. Chan Ka Leung, Kevin
Mr. Huang Anxin

AUDIT COMMITTEE

Mr. Chan Wai Cheung, Admiral (*Chairman*)
Mr. Zhang Weilun
Mr. Chan Ka Leung, Kevin

REMUNERATION COMMITTEE

Mr. Zhang Weilun (*Chairman*)
Ms. Chen Zhuo
Mr. Chan Wai Cheung, Admiral
Mr. Chan Ka Leung, Kevin

NOMINATION COMMITTEE

Mr. Liu Jian (*Chairman*)
Mr. Zhang Weilun
Mr. Chan Wai Cheung, Admiral
Mr. Chan Ka Leung, Kevin

COMPANY SECRETARY

Mr. Yu Ho Ming, *CPA, FCCA*

AUTHORISED REPRESENTATIVES

Ms. Chen Zhuo
Mr. Yu Ho Ming

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

執行董事

劉建先生 (*主席兼行政總裁*)
陳卓女士
梁兵先生
龍為民先生

非執行董事

衛哲先生
吳綺敏女士
鄭東先生

獨立非執行董事

張維倫先生
陳偉璋先生
陳家良先生
黃安心先生

審核委員會

陳偉璋先生 (*主席*)
張維倫先生
陳家良先生

薪酬委員會

張維倫先生 (*主席*)
陳卓女士
陳偉璋先生
陳家良先生

提名委員會

劉建先生 (*主席*)
張維倫先生
陳偉璋先生
陳家良先生

公司秘書

余浩銘先生 *CPA, FCCA*

授權代表

陳卓女士
余浩銘先生

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite Nos. 5 and 6
9th Floor, Tower 2
China Hong Kong City
33 Canton Road, Tsimshatsui
Hong Kong

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

1-2/F, Block 5
Southern Olympic Garden, Han Xi Avenue
Zhong Cun, Panyu, Guangzhou, Guangdong, China

COMPANY WEBSITE

www.gdzawy.com

HKEX STOCK CODE

1538

INVESTOR RELATIONS

Email: ir@zahomegroup.com

AUDITOR

Ernst & Young
Certified Public Accountants

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
China Merchants Bank Co., Ltd.
Bank of Communication Co., Ltd. Hong Kong Branch
Industrial and Commercial Bank of China Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港主要營業地點

香港
尖沙咀廣東道33號
中港城第2座9樓
5及6號室

中華人民共和國總部及主要營業地點

中國廣東省廣州市番禺區鍾村鎮
漢溪大道南國奧林匹克花園
5座1-2層

公司網址

www.gdzawy.com

香港交易所股份代號

1538

投資者關係

電郵：ir@zahomegroup.com

核數師

安永會計師事務所
執業會計師

主要往來銀行

中國銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
招商銀行股份有限公司
交通銀行股份有限公司香港分行
中國工商銀行股份有限公司

開曼群島證券登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港股份過戶及登記分處

香港中央證券登記有限公司
香港
灣仔皇后大道東183號
合和中心
17樓1712-1716室

CHAIRMAN'S STATEMENT

主席報告



DEAR SHAREHOLDERS,

For and on behalf of the board (the “Board”) of directors (the “Directors”, each a “Director”) of Zhong Ao Home Group Limited (the “Company”, together with its subsidiaries, the “Group”), I am pleased to present the Annual Report of the Company for the year ended 31 December 2018.

FINANCIAL REVIEW

The Group's 2018 audited profit attributable to owners of the parent amounted to RMB96.1 million (2017: RMB90.5 million), an increase of 6.2% as compared to 2017. This was mainly due to (i) the growth in property management business revenue from RMB910.9 million for the year ended 31 December 2017 to RMB948.3 million for the year ended 31 December 2018, representing an increase of RMB37.4 million, or 4.1%; and (ii) the growth in other services from RMB23.4 million for the year ended 31 December 2017 to RMB33.2 million for the year ended 31 December 2018, representing an increase of RMB9.8 million, or 41.9%.

致尊敬的股東：

本人謹代表中奧到家集團有限公司(「本公司」，連同其附屬公司「本集團」)董事(「董事」，各稱「董事」)會(「董事會」)提呈本公司截至2018年12月31日止年度的年報。

財務回顧

本集團2018年母公司擁有人應佔經審核利潤為人民幣96.1百萬元(2017年：人民幣90.5百萬元)，較2017年增加6.2%。此主要由於(i)物業管理業務收益由截至2017年12月31日止年度的人民幣910.9百萬元增長至截至2018年12月31日止年度的人民幣948.3百萬元，增加了人民幣37.4百萬元或4.1%；及(ii)其他服務由截至2017年12月31日止年度的人民幣23.4百萬元增長至截至2018年12月31日止年度的人民幣33.2百萬元，增加了人民幣9.8百萬元或41.9%。

DIVIDEND

The Board has resolved to recommend the payment of a final dividend of HK2.5 cents per share for the year ended 31 December 2018 (2017: 5.0 cents) to the shareholders whose names appear on the register of members of the Company on 6 June 2019, making the total dividend payment of approximately HK\$20.4 million.

OPERATION REVIEW

The Group is a leading independent property management company in China. In 2018, the Group was rated among the Best 10 of property management enterprises in China in terms of the overall strength by 中國房地產業協會 (China Real Estate Association*), 上海易居房地產研究院 (Shanghai E-house China R&D Institute*) and 中國房地產測評中心 (China Real Estate Appraisal Centre*).

As at 31 December 2018, the Group had expanded its presence to 43 cities in China where it was contracted to manage a total of 570 residential properties and non-residential premises such as commercial or government buildings with an aggregate contracted GFA of 70.5 million square meters ("sq.m."). This represented an increase of 5.7% compared to the aggregate contracted GFA of 66.7 million sq.m. as of 31 December 2017. In relation to the delivered GFA of 56.9 million sq.m. in 2018, the increase represented a growth of 4.2% compared to the delivered GFA of 54.6 million sq.m. as at 31 December 2017.

In 2018, the Group further acquired 7.5% equity interest in 浙江永成物業管理有限公司 (Zhejiang Yongcheng Property Management Company Limited*) ("Yongcheng") at total consideration in form of cash of RMB22.5 million. Upon completion of the further acquisition, the Group holds 85% of the registered capital of Yongcheng. Those acquisition provided a stable and healthy growth of the Group's business.

In December 2018, the Group successfully acquired 75% equity interest of 杭州安嘉物業管理有限公司 (Hangzhou Anjia Property Management Company Limited*) ("Hangzhou Anjia"), which is a state-owned enterprise, at a consideration of RMB18.1 million.

On 26 February 2019, the Group entered into the capital injection agreement pursuant to which the Group agreed to make a capital injection in total amount of RMB56.3 million into 蘇州工業園區建屋物業發展有限公司 (Suzhou Industrial Park House Construction Property Development Company Limited*) ("Suzhou House Construction"), which is a state-owned enterprise, and subscribe for 66% of the enlarged registered capital in Suzhou House Construction.

股息

董事會議決建議就截至2018年12月31日止年度派付末期股息每股2.5港仙(2017年: 5.0港仙)予2019年6月6日名列本公司股東名冊內的股東, 總派息金額約20.4百萬港元。

營運回顧

本集團是中國領先獨立物業管理公司。於2018年, 本集團獲中國房地產業協會、上海易居房地產研究院及中國房地產測評中心評為中國物業管理企業綜合實力十強。

於2018年12月31日, 本集團業務已拓展至中國43個城市, 訂約管理合共570項住宅物業及非住宅物業(如商用或政府樓宇), 總合約建築面積為70.5百萬平方米(「平方米」), 較2017年12月31日的總合約建築面積66.7百萬平方米增加5.7%。有關2018年已交付建築面積為56.9百萬平方米, 較2017年12月31日的已交付建築面積54.6百萬平方米, 增長4.2%。

於2018年, 本集團進一步收購浙江永成物業管理有限公司(「永成」)的7.5%股權, 總代價為現金人民幣22.5百萬元。完成進一步收購後, 本集團持有永成的85%註冊股本。該等收購為本集團業務提供了穩健增長。

於2018年12月, 本集團成功收購國有企業杭州安嘉物業管理有限公司(「杭州安嘉」)的75%股權, 代價為人民幣18.1百萬元。

於2019年2月26日, 本集團訂立注資協議, 據此, 本集團同意向國有企業蘇州工業園區建屋物業發展有限公司(「蘇州建屋」)注資總金額人民幣56.3百萬元, 並認購蘇州建屋經擴大註冊股本的66%。

CHAIRMAN'S STATEMENT

主席報告

It is expected that (i) the introduction of the Group as a strategic investor of both Hangzhou Anjia and Suzhou House Construction will have positive effect to the profit and growth of Hangzhou Anjia and Suzhou House Construction; (ii) the investment in Hangzhou Anjia and Suzhou House Construction and with their respective state-owned enterprise background will enhance the exploration and development of new business of the Group. It will also enhance the Group's exposure, experience and reputation in the market as well as the overall competitiveness of the Group for property management projects in the future; and (iii) it will provide the Group with investment opportunities to broaden its income stream, increase the reserved area for the property management services business of the Group, further enhance the value of the Group and maximise the returns to the Shareholders.

PROSPECTS

Looking forward, the Group will continue to maintain its own advantage as an independent property management company, competing with counterparts in the market by its high quality service and operation efficiency, actively establishing stable partnership with leading property developers in all regions, exploring potential new development projects and pursuing properties which have owners' association been established. When right opportunities arise, the Group will accelerate its expansion of business scope and coverage in China through acquisition of property management companies and other service companies which provide services related to communities.

In addition, we will closely persist in the philosophy of stable development by gradually expanding the upstream and downstream industry chain, as well as strategically realigning our industry foothold. On the one hand, we expect to penetrate into the first-hand and second-hand agency services, while further advancing the downstream sector of the industry chain by acquiring firms specialized in cleaning and landscaping maintenance. In the next few years, we will gradually ride on our strength to extend our reach along the upstream and downstream of the industry chain with a focus on property management. In doing so, the Company will ultimately evolve into an integrated operator offering the whole-industry community services.

預期(i)本集團作為杭州安嘉及蘇州建屋的策略投資者將為杭州安嘉及蘇州建屋的盈利及增長帶來正面影響；(ii)在各自擁有國有企業背景的杭州安嘉及蘇州建屋進行投資，有助於本集團物色及發展新業務，亦會提升本集團的市場知名度、經驗及聲譽，乃至未來鞏固本集團於物業管理項目的綜合競爭力；以及(iii)本集團將獲得投資機會增擴其收入來源，增加本集團物業管理服務業務儲備面積的投資機遇，進一步提升本集團的價值，從而最大程度上增加股東回報。

前景

展望未來，本集團將繼續維持身為獨立物業管理公司的優勢，以高質素服務及營運效率與市場對手競爭，積極與各地區的領先物業發展商建立穩定合作關係，以及探索潛在的新發展項目並尋求已成立業主委員會之物業。當有適當機會時，本集團將透過收購物業管理公司及其他提供社區相關服務的服務公司以加快其於中國的業務規模擴展及覆蓋。

此外，我們緊守穩健發展的理念，逐步拓展上下游產業鏈，重新調整產業佈局。一方面期望滲透一二手代理業務，同時將產業鏈往下游推進一步，陸續併購清潔、園林養護等專業公司。未來幾年將逐步發力，以物業管理為核心，向上向下做產業鏈的延伸，最終使本公司發展成一家全產業鏈小區綜合服務營運商。

ACKNOWLEDGEMENTS

On behalf of the Board, I would like to extend my sincere thanks to every shareholder and business partner for their constant support and trust of the Group, and also to every employee for their hard work and contribution to the Group over last year. In the coming year, the Group will continue its active expansion of business and enhance its property management service quality, so as to bring a better, more enjoyable and more satisfying experience for home life to residents. With the continuous efforts of the Group, I believe that the Group will bring good returns to its shareholders in the long term.

Liu Jian
Chairman

Hong Kong, 29 March 2019

致謝

本人謹此代表董事會衷心感謝一直支持及信任本集團的每一位股東及業務合作夥伴，同時亦感謝每一位員工過去一年為本集團付出的辛勞及貢獻。在新的一年，本集團將一如既往積極推動業務拓展，提升物業管理服務品質，為住戶營造更美、更好、更滿意的居家生活體驗。本人相信在本集團不斷的努力下，長遠將會為廣大股東帶來上好的回報。

劉建
主席

香港，2019年3月29日

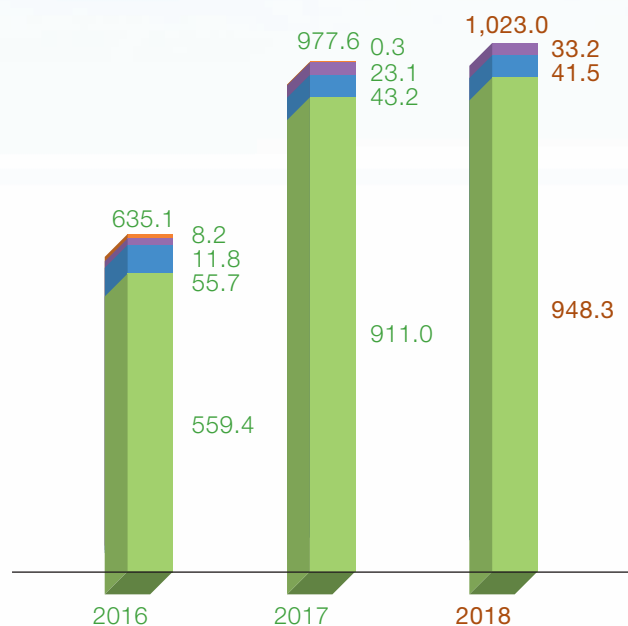
FINANCIAL HIGHLIGHTS

財務摘要

		For the year ended 31 December 截至12月31日止年度		
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	Change 變動
Revenue	收益	1,023,011	977,552	4.7%
Gross profit	毛利	282,105	296,837	-5.0%
Profit for the year	年內利潤	106,950	99,288	7.7%
Profit attributable to owners of the parent	母公司擁有人應佔利潤	96,088	90,549	6.1%
Gross profit margin (%)	毛利率 (%)	27.6%	30.4%	-2.8pp
Net profit margin (%)	純利率 (%)	10.5%	10.2%	0.3pp
Basic earnings per share (RMB)	每股基本盈利(人民幣元)	0.119	0.113	5.3%
Final dividend per share (HK\$)	每股末期股息(港元)	0.025	0.05	-50.0%

REVENUE 收益

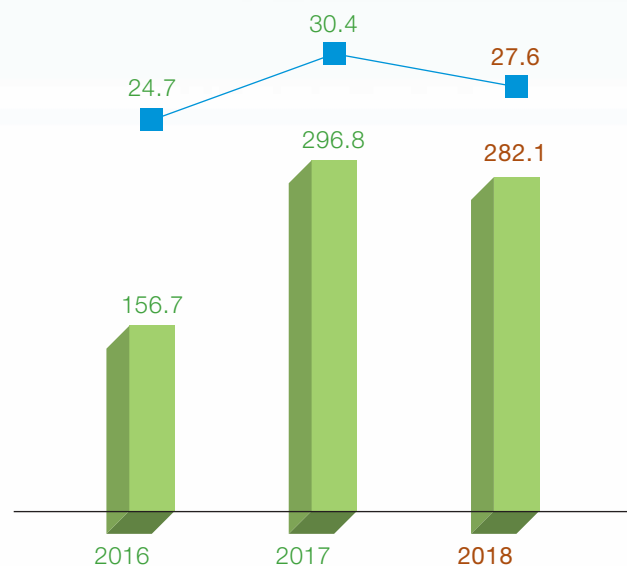
(RMB million)
(人民幣百萬元)



- Property management services
物業管理服務
- O2O business income
O2O業務收入
- Sale assistance services
協銷業務
- Other services and sales of goods
其他服務及銷售貨品

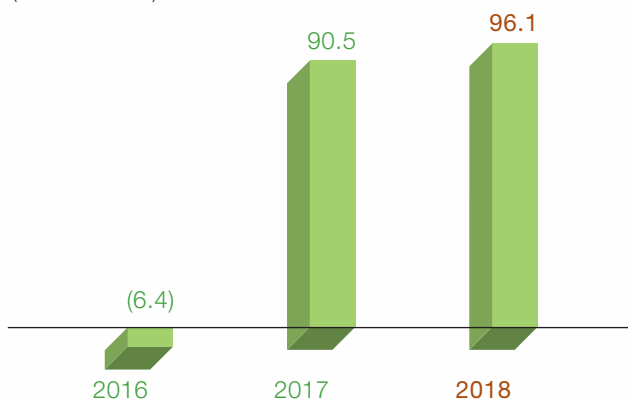
GROSS PROFIT AND GROSS PROFIT MARGIN 毛利及毛利率

(RMB million/%)
(人民幣百萬元/%)



PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人應佔利潤/(虧損)

(RMB million)
(人民幣百萬元)



FINANCIAL HIGHLIGHTS

財務摘要

TOTAL ASSETS

資產總值

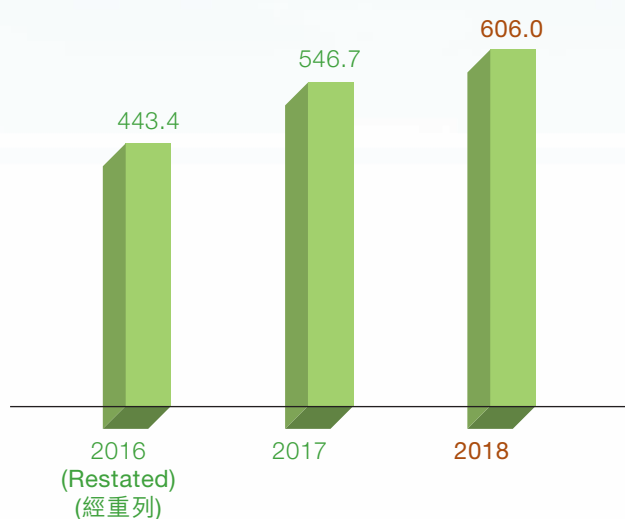
(RMB million)
(人民幣百萬元)



TOTAL EQUITY

權益總額

(RMB million)
(人民幣百萬元)



TOTAL CONTRACTED GFA

總合約管理建築面積

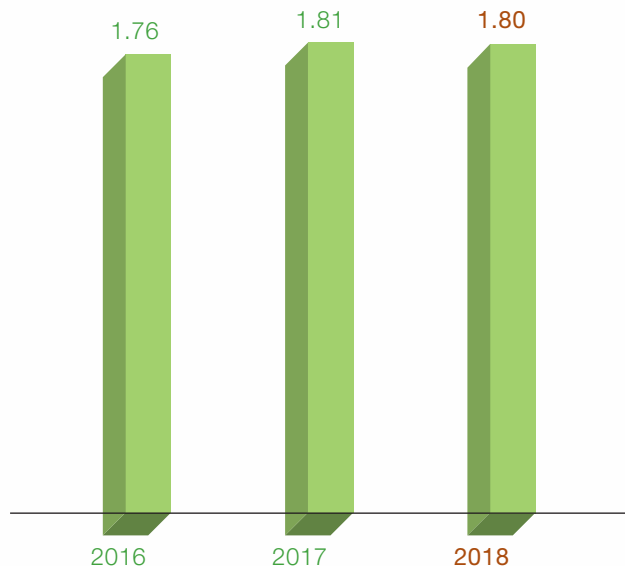
(million sq.m.)
(百萬平方米)



AVERAGE PRICE OF PROPERTY MANAGEMENT SERVICE

物業管理服務平均價格

(RMB/sq.m./month)
(人民幣/平方米/月)



■ Delivered GFA
已交付建築面積

■ Undelivered GFA
未交付建築面積

■ Average price per revenue-bearing GFA¹
每計算收益建築面積的平均價格¹

Note:

- It is calculated as a weighted average of all the prices and fees specified on the contracts that are generating revenue as of the end of each relevant year, excludes management fees for parking lots.

附註：

- 按於各相關年度末仍產生收益的合約訂明的所有價格及費用的加權平均值計算，但不包括停車場的管理費。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

The Group is a leading independent property management company in China. In 2018, the Group was rated among the Best 10 of property management enterprises in China in terms of the overall strength by 中國房地產業協會 (China Real Estate Association*), 上海易居房地產研究院 (Shanghai E-house China R&D Institute*) and 中國房地產測評中心 (China Real Estate Appraisal Centre*). As at 31 December 2018, the Group had a total contracted gross floor area (“GFA”) of 70.5 million square meters (“sq.m.”) where it was contracted to manage 570 properties across 43 cities in China.

The Group main business line is property management business. Under the property management business line, the Group is engaged in the provision of property management services, sales assistance services and other services.

Property management services

The Group primarily provides property developers and property owners with a broad range of property management services to mainly residential properties, commercial and government buildings. Services provided by the Group include standard property management services and also ancillary services such as cleaning, gardening, security, repair and maintenance and butler services. Through its butler services, the Group provides personalized and premium property management services to residents with its trained butlers onsite. While its primary and long-term business focus is on the residential property market, the Group also provides services to non-residential properties, including both stand-alone non-residential properties and properties associated with residential properties, such as schools and commercial buildings.

The Group believes that service quality is fundamental to establish a solid foundation to support the growth of the Group’s business. The Group holds various qualifications and licenses in respect of property management services, namely ISO 9001, ISO 14001, OHSAS 18001 and level one property management qualification certificate.

業務回顧

本集團是中國領先獨立物業管理公司。於2018年，本集團獲中國房地產業協會、上海易居房地產研究院及中國房地產測評中心評為中國物業管理企業綜合實力十強。於2018年12月31日，本集團的總合約建築面積（「建築面積」）為70.5百萬平方米（「平方米」），已訂約管理中國43個城市的570項物業。

本集團的主要業務線為物業管理業務。根據物業管理業務線，本集團從事提供物業管理服務、協銷服務以及其他服務。

物業管理服務

本集團主要向物業發展商及業主提供廣泛的物業管理服務，當中大部份為住宅物業、商用及政府樓宇。本集團提供的服務包括標準物業管理服務及配套服務，例如清潔、園藝、保安、維修及保養以及管家服務等。透過管家服務，本集團訓練有素的駐場管家會為住戶提供切合個人需要之優質物業管理服務。本集團的主要及長期業務重點為住宅物業市場，亦會向非住宅物業提供服務（包括單幢非住宅物業及住宅物業附屬物業），如學校及商業大樓。

本集團相信，服務質素乃為奠定穩實基礎以支持本集團業務增長之基本要素。本集團就物業管理服務持有各項資格及牌照，分別為ISO 9001、ISO 14001、OHSAS 18001及第一級物業管理資格證。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Sales assistance services

The Group provides property developers with sales assistance services by deploying on-site staff at the sales centres to maintain the conditions of the centres and provide timely assistance to facilitate various aspects of the sales process. The Group generally continues to service the property developer clients after the expiration of the sales assistance contracts by entering into preliminary property management contracts. Sales assistance serves as an important source of business for the property management services.

Other services

This business line primarily consists of the provision of engineering, catering services and the sales of engineering spare parts.

PROPERTY MANAGEMENT SERVICES

As at 31 December 2018, the Group had expanded its presence to 43 cities in China where it was contracted to manage a total of 570 residential properties and non-residential premises such as commercial or government buildings with an aggregate contracted GFA of 70.5 million sq.m.. This represented an increase of 5.7% compared to the aggregate contracted GFA of 66.7 million sq.m. as at 31 December 2017. In relation to the delivered GFA of 56.9 million sq.m. in 2018, the increase represented a growth of 4.2% compared to the delivered GFA of 54.6 million sq.m. as at 31 December 2017.

The Group strives to develop new business relationships from the existing customer base and own network in order to provide strong organic growth to the Group. In addition to organic growth, the Group continues to identify the right acquisition targets to strengthen its portfolio and increase geographic presence across China.

協銷服務

本集團向物業發展商提供協銷服務，派遣駐場員工到銷售中心維護中心狀況，並對銷售過程中各方面即時提供協助。一般情況下，本集團於協銷合約屆滿後透過訂立初步物業管理合約繼續向物業發展商客戶提供服務。協銷為物業管理服務取得業務的重要來源。

其他服務

該業務線主要包括提供工程、餐飲服務及銷售工程零部件。

物業管理服務

於2018年12月31日，本集團的業務拓展至中國43個城市，訂約管理合共570項住宅物業及非住宅物業（如商用或政府樓宇），總合約建築面積為70.5百萬平方米，較2017年12月31日的總合約建築面積66.7百萬平方米增加5.7%。有關2018年已交付建築面積56.9百萬平方米，較2017年12月31日的已交付建築面積54.6百萬平方米，增加4.2%。

本集團致力透過現有客戶基礎發展新業務關係，並開發自有網絡，從而為本集團提供強勁內部增長。除內部增長外，本集團繼續物色合適的收購目標，以強化其組合及增加於中國之地理據點。

GEOGRAPHIC PRESENCE

The Group will continue to strategically select markets to enter into, focus on those with more developed economies and comparatively high per capita GDP. Once the Group has established presence in a new city, it seeks to expand its business within the same city or neighboring cities with a view to maximizing its economies of scale.

The table below sets forth the revenue breakdown of different geographic areas where the Group has established presence for the years indicated.

地理分佈

本集團將繼續策略性地選擇有意進軍的市場，專注於經濟較發達且人均國內生產總值較高的市場。本集團在新城市立足後，會力圖拓展同一城市或鄰近城市內的業務，以發揮最大的規模經濟效益。

下表載列於所示年度本集團據點所在的不同地區的收益明細。

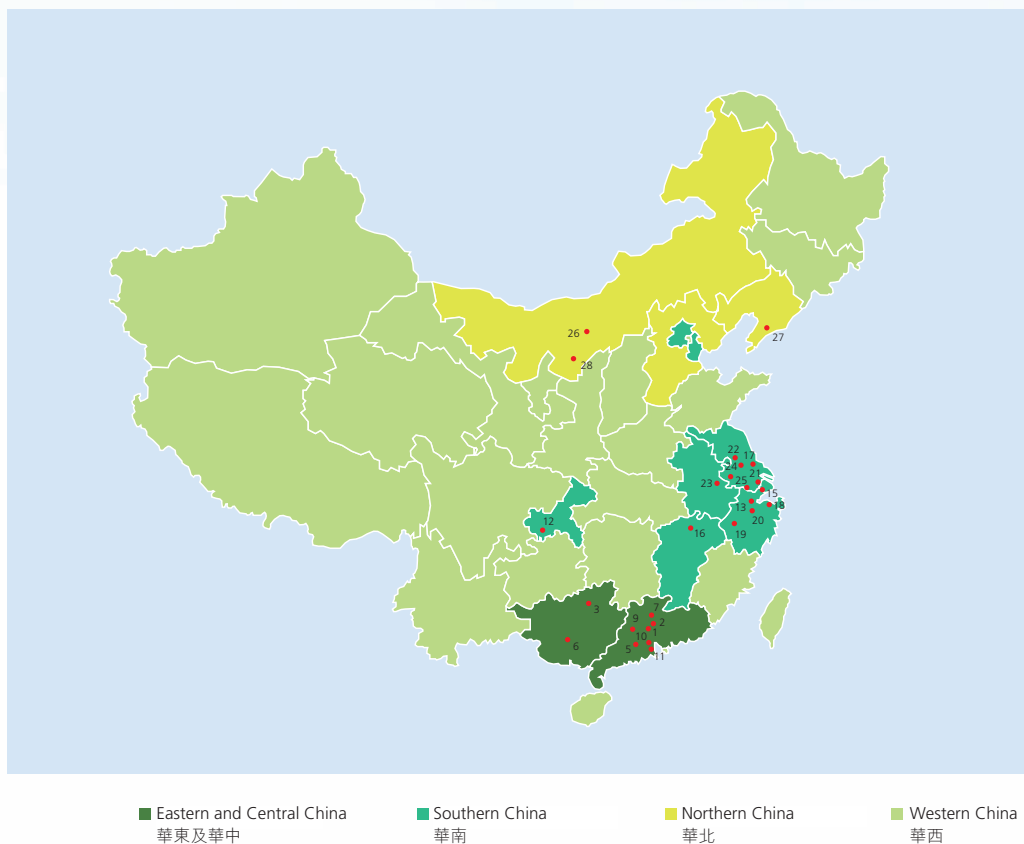
		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Eastern and Central China	華東及華中	706,286	676,262
Southern China	華南	252,648	235,479
Northern China	華北	64,077	65,811
Total	總計	1,023,011	977,552

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The map below illustrates the cities in which properties the Group was contracted to manage were located and the number of projects in each city as at 31 December 2018.

下圖闡明於2018年12月31日本集團訂約管理的物業所在城市及各城市的項目數目。



Eastern and Central China 華東及華中

- | | | |
|--------------------|---------------------|---------------------|
| 1. Changde 常德(1) | 9. Jiaxing 嘉興(1) | 17. Táizhou 台州(2) |
| 2. Chongqing 重慶(1) | 10. Nanchang 南昌(1) | 18. Tàizhou 泰州(1) |
| 3. Chuzhou 滁州(5) | 11. Nantong 南通(13) | 19. Wenzhou 溫州(8) |
| 4. Hangzhou 杭州(58) | 12. Ningbo 寧波(296) | 20. Wuxi 無錫(12) |
| 5. Heze 菏澤(3) | 13. Quzhou 衢州(5) | 21. Xuancheng 宣城(5) |
| 6. Huaian 淮安(2) | 14. Shanghai 上海(14) | 22. Yueyang 岳陽(1) |
| 7. Huanggang 黃岡(1) | 15. Shaoxing 紹興(16) | 23. Zhenjiang 鎮江(3) |
| 8. Huzhou 湖州(20) | 16. Suzhou 蘇州(8) | |

South China 華南

- | | | |
|----------------------|--------------------|---------------------|
| 24. Cenxi 岑溪(5) | 29. Huizhou 惠州(2) | 34. Wenchang 文昌(1) |
| 25. Chongzuo 崇左(1) | 30. Jiangmen 江門(1) | 35. Wuzhou 梧州(4) |
| 26. Foshan 佛山(20) | 31. Nanning 南寧(18) | 36. Zhaoqing 肇慶(4) |
| 27. Guangzhou 廣州(11) | 32. Qingyuan 清遠(3) | 37. Zhongshan 中山(2) |
| 28. Guilin 桂林(1) | 33. Sanya 三亞(9) | |

Northern China 華北

- | | | |
|-------------------|-------------------|---------------------|
| 38. Baoding 保定(1) | 40. Beijing 北京(3) | 42. Eérdوسي 鄂爾多斯(1) |
| 39. Baotou 包頭(4) | 41. Dalian 大連(1) | |

Western China 華西

- | |
|-----------------|
| 43. Lhasa 拉薩(1) |
|-----------------|

Note: Numbers in parentheses represent the number of contracted projects.

附註：括號內的數字指訂約項目數目。

The table below sets forth the delivered contracted GFA and the number of properties under management as at the dates indicated.

下表載列於所示日期之已交付合約建築面積及管理的物業數目。

		As at 31 December 2018		As at 31 December 2017	
		於2018年12月31日		於2017年12月31日	
		Sq.m. in thousands	No.	Sq.m. in thousands	No.
		千平方米	數目	千平方米	數目
<i>Residential properties</i>	<i>住宅物業</i>				
Eastern and Central China ⁽¹⁾	華東及華中 ⁽¹⁾	34,664	252	33,450	239
Southern China ⁽²⁾	華南 ⁽²⁾	12,818	55	12,414	56
Northern China ⁽³⁾	華北 ⁽³⁾	2,054	6	1,861	6
Subtotal	小計	49,536	313	47,725	301
<i>Non-residential properties</i>	<i>非住宅物業</i>	7,371	150	6,836	132
Total	總計	56,907	463	54,561	433

As at 31 December 2018, the Group's contracted GFA of undelivered properties amounted to approximately 13.6 million sq.m. (2017: 12.2 million sq.m.)

於2018年12月31日，本集團未交付物業總合約建築面積約達13.6百萬平方米(2017年：12.2百萬平方米)。

Notes:

附註：

- (1) Including Changde, Chongqing, Chuzhou, Hangzhou, Huaian, Huzhou, Jiaying, Nanchang, Nantong, Ningbo, Quzhou, Shanghai, Shaoxing, Suzhou, Tàizhou, Táizhou, Wenzhou, Wuxi, Xuancheng and Zhenjiang.
- (2) Including Cenxi, Foshan, Guangzhou, Guilin, Huizhou, Jiangmen, Nanning, Qingyuan, Sanya, Wuzhou, Zhaoqing and Zhongshan.
- (3) Including Baoding, Baotou, Beijing and Dalian.

- (1) 包括常德、重慶、滁州、杭州、淮安、湖州、嘉興、南昌、南通、寧波、衢州、上海、紹興、蘇州、泰州、台州、溫州、無錫、宣城及鎮江。
- (2) 包括岑溪、佛山、廣州、桂林、惠州、江門、南寧、清遠、三亞、梧州、肇慶及中山。
- (3) 包括保定、包頭、北京及大連。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group will continue to expand its business through obtaining new service engagements and acquisition of other property management companies. The table below indicates the movement of the total contracted GFA and the number of properties the Group was contracted to manage during the year.

本集團將繼續透過爭取新服務委聘及收購其他物業管理公司而拓展業務。下表載列年內總合約建築面積及本集團訂約管理的物業數目的變動。

		As at 31 December 2018		As at 31 December 2017	
		於2018年12月31日		於2017年12月31日	
		Sq.m. in	No.	Sq.m. in	No.
		thousands	數目	thousands	數目
		千平方米		千平方米	
As at beginning of period	期初	66,747	500	59,995	455
New engagements ⁽¹⁾	新委聘 ⁽¹⁾	8,830	83	8,574	66
Acquisitions	收購	2,140	27	258	3
Terminations ⁽²⁾	終止 ⁽²⁾	(7,267)	(40)	(2,080)	(24)
As at end of period	期末	70,450	570	66,747	500

Notes:

- (1) In relation to properties the Group manages, new engagements primarily include service engagements for new constructions developed by property developers and service engagements for residential properties replacing their existing property management companies.
- (2) Including the contracted GFA and the number of properties the Group ceased to manage, which were primarily due to non-renewal of certain property management contracts and mutual termination prior to expiration for commercial reasons.

附註：

- (1) 就本集團所管理的物業而言，新委聘主要包括物業發展商興建的新開發建設項目的服務委聘，及住宅物業更換現有物業管理公司的服務委聘。
- (2) 包括本集團不再管理的物業合約管理建築總面積及數目，主要因不重續若干物業管理合約及基於商業理由於屆滿前相互終止。

SALES ASSISTANCE SERVICES

The Group provides property developers with cleaning, security and maintenance of their model homes and sales centers and assists in facilitating the sale process of the properties. The sale assistance service contracts generally have a duration of 6 to 18 months and could be terminated prior to the expiration date if all display units have been sold out. The Group provided sales assistance services to 65 and 66 properties in 2018 and 2017, respectively. The Group can enter into new property management contracts with most of the property developers via this sales channel by demonstrating the expertise and providing of quality sales assistance services.

協銷服務

本集團向物業發展商提供示範單位及銷售中心的清潔、保安及保養，並協助促進物業的銷售過程。協銷服務合約一般為期6至18個月，且在全部陳列單位售出的情況下，可在屆滿日期前終止。於2018年及2017年，本集團分別向65個及66個物業提供協銷服務。透過展示專業知識及提供優質協銷服務，本集團可藉此銷售渠道與絕大多數物業發展商訂立新物業管理合約。

OTHER SERVICES

The Group provides installation, repairing and maintenance services primarily to the elevators of the properties under management and provides light-current engineering services to properties under management. Engineering spare parts can be sold separately to other elevator servicing companies. Also, the Group operates canteens in the government buildings and provides catering services there.

PROSPECTS AND FUTURE PLANS

The Group will continue to maintain its own advantage as an independent property management company and compete with counterparts in the market by its high quality service and operational efficiency. The Group will actively establish stable partnership with leading property developers in all regions and explore potential projects under development. The Group will strive to develop new business relationships from the existing customer base and own network in order to provide strong organic growth to the Group. The Group also targets to expand its portfolio of customers by pursuing properties which have owners' association been established. Furthermore, when right opportunities arise, the Group will accelerate its expansion by expanding its business scope and coverage in China by means of acquisitions.

Pursuant to the terms of the Joint Venture Agreement entered between the Group and the Vendors of 浙江永成物業管理有限公司 (Zhejiang Yongcheng Property Management Company Limited*) ("Yongcheng") on 26 July 2016, the Group will acquire the remaining interests in Yongcheng in four tranches of 7.5% each at a price of RMB22.5 million for each of the subsequent acquisition. Since the net profit of Yongcheng for the financial years of 2016 and 2017 has met the profit guarantee provision provided to the Group, the Group entered into an acquisition agreement with the vendors to purchase two tranches of 7.5% of the registered capital of Yongcheng each at a consideration of RMB22.5 million (the "Further Acquisition") on 26 July 2017 and 22 June 2018 respectively.

Upon completion of the Further Acquisition, the Group holds 85% of the registered capital of Yongcheng in which Yongcheng remains as a non wholly-owned subsidiary of the Company and its financial results will continue to be consolidated into the consolidated financial statements of the Company. The directors are of the view that the Group's increase in shareholding in Yongcheng will further consolidate the profit base and provide a stable return of investments to the shareholders.

其他服務

本集團主要自其管理物業之升降機提供安裝、維修及保養服務，及向其管理物業提供弱電工程服務。工程零部件可獨立出售予其他升降機服務公司。此外，本集團在政府樓宇經營餐廳及在其中提供餐飲服務。

前景及未來計劃

本集團將繼續維持身為獨立物業管理公司的優勢，以高質素服務及營運效率與市場對手競爭。本集團將積極與各地區的領先物業發展商建立穩定合作關係，以及探索潛在發展中的項目。本集團將致力以現有客戶基礎及自身網絡發展新業務關係，為本集團帶來強勁內部增長。本集團並藉尋求新近成立業主委員會之物業，以擴展其客戶組合。此外，當有適當機會時，本集團將透過收購以增加業務範圍以加快其業務規模擴展及於中國的覆蓋。

根據本集團與浙江永成物業管理有限公司(「永成」)賣方於2016年7月26日訂立之合營企業協議，本集團將收購永成餘下權益，收購將分四批次每批7.5%的方式進行，每次隨後收購的價格為人民幣22.5百萬元。由於永成2016年及2017年財政年度之純利已符合向本集團提供的利潤擔保條款，本集團遂分別於2017年7月26日及2018年6月22日與賣方訂立收購協議分兩批次收購永成7.5%的註冊資本，代價為人民幣22.5百萬元(「進一步收購」)。

於進一步收購完成後，本集團即持有永成註冊資本的85%，而永成將仍為本公司之非全資附屬公司，且其財務業績將繼續合併至本公司之綜合財務報表內。董事認為，本集團增持永成股權將進一步鞏固利潤基礎，並為其股東提供穩定投資回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In December 2018, the Group successfully acquired 75% equity interest of 杭州安嘉物業管理有限公司(Hangzhou Anjia Property Management Company Limited*) (“Hangzhou Anjia”) from 杭州市居住區發展中心有限公司(Hangzhou Residential Area Development Center Company Limited*), which is a state-owned enterprise, at a consideration of RMB18.1 million. Hangzhou Anjia is a PRC property management company located in Hangzhou with 27 properties and approximately 2.1 million sq.m. of GFA under its management.

As disclosed in the Company’s announcement dated 26 February 2019, the Group entered into the Capital Injection Agreement pursuant to which the Group agreed to make a capital injection in total amount of RMB56.3 million into 蘇州工業園區建屋物業發展有限公司 (Suzhou Industrial Park House Construction Property Development Company Limited*) (“Suzhou House Construction”) and subscribe for 66% of the enlarged registered capital in Suzhou House Construction. Suzhou House Construction is a PRC property management company located in Suzhou with 30 properties and approximately 3.7 million sq.m. of GFA under its management. Upon the completion of Capital Injection, the Capital Injection Amount will be applied by Suzhou House Construction as its working capital and for its business development.

It is expected that (i) the introduction of the Group as a strategic investor of both Hangzhou Anjia and Suzhou House Construction will have positive effect to the profit and growth of Hangzhou Anjia and Suzhou House Construction; (ii) the investment in Hangzhou Anjia and Suzhou House Construction and with their respective state-owned enterprise background will enhance the exploration and development of new business of the Group. It will also enhance the Group’s exposure, experience and reputation in the market as well as the overall competitiveness of the Group for property management projects in the future; and (iii) it will provide the Group with investment opportunities to broaden its income stream, increase the reserved area for the property management services business of the Group, further enhance the value of the Group and maximise the returns to the Shareholders.

於2018年12月，本集團自國有企業杭州市居住區發展中心有限公司成功收購杭州安嘉物業管理有限公司(「杭州安嘉」) 75%的股權，代價為人民幣18.1百萬元。杭州安嘉乃一間位於杭州的中國物業管理公司，其旗下管理27項物業及總建築面積約為2.1百萬平方米。

誠如本公司日期為2019年2月26日的公告所披露，本集團訂立注資協議，據此，本集團同意向蘇州工業園區建屋物業發展有限公司(「蘇州建屋」)作出注資，總額為人民幣56.3百萬元及認購蘇州建屋經擴大註冊資本的66%。蘇州建屋乃位於蘇州的一間中國物業管理公司，其旗下管理30項物業及總建築面積約為3.7百萬平方米。完成注資事項後，注資金額將由蘇州建屋用作其營運資本及用於其業務發展。

預計(i)引薦本集團作為杭州安嘉及蘇州建屋的策略投資者將對杭州安嘉及蘇州建屋的溢利及增長帶來正面影響；(ii)於杭州安嘉及蘇州建屋的投資及彼等各自國有企業的背景將促進本集團探索及發展新業務，亦會提升本集團在市場上的曝光度、經驗及聲譽以及本集團未來於物業管理項目方面的整體競爭力；及(iii)本集團擁有可擴大其收入流、增加本集團物業管理服務業務儲蓄面積的投資機遇，進一步提升本集團的價值及令股東的回報最大化。

FINANCIAL PERFORMANCE REVIEW**Revenue**

During the year ended 31 December 2018, the Group recorded revenue of RMB1,023.0 million, representing an increase of 4.7% over the year 2017.

Breakdown of Revenue by business line and services**財務表現回顧****收益**

截至2018年12月31日止年度內，本集團錄得收益人民幣1,023.0百萬元，較2017年增加4.7%。

按業務線及服務劃分的收益明細

		For the year ended			
		31 December			
		截至12月31日止年度			
		2018	2017	Change	
		2018年	2017年	變動	
		RMB'000	RMB'000	RMB'000	%
		人民幣千元	人民幣千元	人民幣千元	%
Property management business	物業管理業務				
— Property management services	— 物業管理服務	948,343	910,941	37,402	4.1
— Sales assistance services	— 協銷服務	41,503	43,187	(1,684)	-3.9
— Other services	— 其他服務	33,165	23,424	9,741	41.6
Total	總計	1,023,011	977,552	45,459	4.7

PROPERTY MANAGEMENT BUSINESS

The Group's property management business includes the provision of property management services, sales assistance services and other services. Details of analysis of each service are as follows:

Property management services

Revenue from property management services increased by RMB37.4 million or 4.1% over 2017 primarily due to organic growth in the Group's existing property management services business as a result of increase in the delivered contracted GFA by 2.3 million sq.m.

物業管理業務

本集團物業管理業務包括提供物業管理服務、協銷服務以及其他服務。各項服務之分析詳情如下：

物業管理服務

物業管理服務所得收益較2017年增加人民幣37.4百萬元或4.1%，主要原因為由於本集團現有物業管理服務業務內部增長，因而已交付合約建築總面積增加2.3百萬平方米。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Sales assistance services

Revenue from the sales assistance services for the year ended 31 December 2018 was RMB41.5 million, comparing to RMB43.2 million in 2017, representing a decrease of RMB1.7 million, or 3.9%. The decrease in revenue from the sales assistance services was primarily due to the decrease in the number of projects from 66 in 2017 to 65 in 2018 and the slightly decrease in average revenue of each project from approximately RMB654,000 for the year ended 31 December 2017 to approximately RMB638,500 for the year ended 31 December 2018.

Other services

Revenue from other services during the year ended 31 December 2018 was RMB33.2 million (2017: RMB23.4 million). This service primarily consists of the provision of engineering and catering services, and the sales of engineering spare parts. The increase in revenue of this service was mainly due to increase in the needs of clients.

COST OF SALES AND SERVICES

The Group's cost of sales and services for property management business primarily comprise (i) sub-contracting costs, representing the expenses paid to sub-contractors for various services under the property management and sales assistance business lines; (ii) staff costs; (iii) repair and maintenance expenses, and depreciation expenses associated with equipment and property used in providing services; and (iv) costs of other services such as salaries cost of the technicians in the provision of elevator engineering services; costs of the spare parts sold and operating costs in running the catering services.

Cost of sales and services for the property management and sales assistance services increased by 7.8% from RMB664.0 million for the year ended 31 December 2017 to approximately RMB715.5 million for the year ended 31 December 2018. The increase was primarily due to (i) the increase in staff costs and sub-contracting costs were mainly attributable to increase in the average salary of the employees of the Group and workers of sub-contractors; (ii) the increase in repair and maintenance expenses were mainly attributable to improve the living environment of the communities under the Group's management; and (iii) the expansion of the Group's business scale.

協銷服務

截至2018年12月31日止年度，協銷服務所得收益為人民幣41.5百萬元，較2017年的人民幣43.2百萬元減少人民幣1.7百萬元或3.9%。協銷服務所得收益減少乃主要由於項目數目由2017年66個減少至2018年的65個且各個項目平均收益由截至2017年12月31日止年度約人民幣654,000元輕微下降至截至2018年12月31日止年度約人民幣638,500元所致。

其他服務

於截至2018年12月31日止年度，其他服務之收益為人民幣33.2百萬元(2017年：人民幣23.4百萬元)。此服務主要包括提供工程及餐飲服務，以及銷售工程零部件。此服務線之收益增加乃主要因為客戶需求增加。

銷售及服務成本

本集團旗下物業管理業務的銷售及服務成本主要包括(i)分包成本(指就物業管理及協銷業務線下多項服務付予分包商的開支)；(ii)員工成本；(iii)與提供服務時使用的設備及物業有關的維修及維護費用以及折舊開支；及(iv)其他服務成本，例如提供升降機工程服務中的技術人員薪資成本；銷售零部件成本及營運餐飲服務的經營成本。

物業管理及協銷服務的銷售及服務成本由截至2017年12月31日止年度的約人民幣664.0百萬元增加7.8%至截至2018年12月31日止年度約人民幣715.5百萬元。有關增加的主要原因為(i)員工成本及分包成本增加，乃主要由於本集團僱員及分包商工人的平均薪金增加；(ii)維修及保養費用增加，乃主要由於改善由本集團管理的社區生活環境；及(iii)本集團業務規模擴展。

Costs of other services for the year ended 31 December 2018 was RMB25.5 million (2017: RMB16.7 million), which primarily consisted of (i) salaries cost of the technicians in the provision of elevator engineering services; (ii) costs of the spare parts sold; and (iii) operating costs in running the catering services.

截至2018年12月31日止年度，其他服務成本為人民幣25.5百萬元（2017年：人民幣16.7百萬元），主要包括(i)提供升降機工程服務的技術人員薪金成本；(ii)所售零部件成本；及(iii)營運餐飲服務的經營成本。

GROSS PROFIT AND GROSS PROFIT MARGIN

The tables below sets forth the Group's gross profit and gross profit margins by services for the years indicated:

毛利及毛利率

下表載列本集團於所示年度按服務劃分的毛利及毛利率：

		For the year ended 31 December 截至12月31日止年度			
		2018 2018年	% of revenue 佔收益%	2017 2017年	% of revenue 佔收益%
		RMB'000 人民幣千元		RMB'000 人民幣千元	
Property management business	物業管理業務				
— Property management services	— 物業管理服務	259,748	27.4	274,127	30.1
— Sales assistance services	— 協銷服務	14,646	35.3	15,979	37.0
— Other services	— 其他服務	7,711	23.3	6,731	28.7
Overall	整體	282,105	27.6	296,837	30.4

The Group's gross profit for the year ended 31 December 2018 was RMB282.1 million, comparing to RMB296.8 million in 2017, representing a decrease of RMB14.7 million, or 5.0%. The Group's gross profit margin decrease from 30.4% for the year ended 31 December 2017 to 27.6% in 2018. The decrease was primarily due to the net effect of (i) increased economies of scale as multiple phases of the same properties were delivered and became revenue-bearing; (ii) termination of property management services to certain residential properties as the profitability of these properties did not meet the Group's expectations; (iii) the increase in staff costs and sub-contracting costs which were mainly attributable to increase in the average salary of the employees of the Group and workers of sub-contractors; and (iv) the increase in repair and maintenance expenses were mainly attributable to improve the living environment of the communities under the Group's management.

截至2018年12月31日止年度，本集團毛利為人民幣282.1百萬元，較2017年的人民幣296.8百萬元減少人民幣14.7百萬元或5.0%。本集團毛利率由截至2017年12月31日止年度的30.4%減至2018年的27.6%。減少主要由於以下之淨影響所致(i)隨著同一物業不同期數交付形成更強規模經濟效益及變成計算收益；(ii)終止若干盈利能力不符本集團預期的物業管理服務；(iii)員工成本及分包成本增加，乃主要由於本集團僱員及分包商工人的平均薪金增加；及(iv)維修及保養費用增加，乃主要由於改善由本集團管理的社區的生活環境。

OTHER INCOME AND GAINS

The Group's other income and gains for the year ended 31 December 2018 was RMB30.8 million, comparing to RMB20.6 million in 2017, representing an increase of RMB10.2 million, or 49.5%. The increase was primarily due to (i) the increase in net exchange gain of RMB1.4 million; (ii) the increase in bank interest income of RMB1.1 million; (iii) the increase in gain on disposal of financial assets at fair value through profit or loss of RMB2.8 million; (iv) the increase in gain on disposal of a joint venture of RMB1.5 million; and (v) the increase in rental income of RMB2.1 million.

SELLING AND MARKETING EXPENSES

The Group's selling and marketing expenses for the year ended 31 December 2018 was RMB5.5 million, comparing to RMB6.4 million in 2017, representing a decrease of RMB0.9 million, or 14.1%. The decrease was primarily due to the Group impose cost control on selling and marketing expenses.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses for the year ended 31 December 2018 was RMB151.1 million, comparing to RMB115.1 million in 2017, representing an increase of RMB36.0 million, or 31.3%. The increase was primarily due to the net effect of (i) the reversal of share-based payment expense of a subsidiary of RMB13.0 million in the corresponding period; (ii) the reversal of share-based payment expense of the Company of RMB3.2 million in the corresponding period; (iii) the increase in directors' emoluments of RMB4.6 million; (iv) the increase in the salaries of RMB5.8 million for newly added project managers for better coordination of community affairs; (v) the increase in average salary of the employees of the Group; and (vi) the expansion of the Group's business scale.

NET IMPAIRMENT LOSSES REVERSAL/ (RECOGNISED) ON FINANCIAL ASSETS

The Group's reversal of impairment losses on financial assets was RMB1.7 million, comparing to provision for impairment losses on financial assets of RMB29.5 million in 2017, representing a decrease of RMB31.2 million in the provision for impairment losses on financial assets. The decrease was primarily due to better collection on trade and bills receivables.

其他收入及收益

截至2018年12月31日止年度，本集團的其他收入及收益為人民幣30.8百萬元，而2017年則為人民幣20.6百萬元，增加人民幣10.2百萬元或49.5%。增加主要由於(i)匯兌收益淨額增加人民幣1.4百萬元；(ii)銀行利息收入增加人民幣1.1百萬元；(iii)出售按公平值計入損益之金融資產之收益增加人民幣2.8百萬元；(iv)出售一家合營企業之收益增加人民幣1.5百萬元；及(v)租金收入增加人民幣2.1百萬元所致。

銷售及營銷開支

截至2018年12月31日止年度，本集團的銷售及營銷開支為人民幣5.5百萬元，較2017年之人民幣6.4百萬元減少人民幣0.9百萬元或14.1%。減少主要由於本集團對銷售及營銷開支進行成本控制所致。

行政開支

截至2018年12月31日止年度，本集團的行政開支為人民幣151.1百萬元，較2017年之人民幣115.1百萬元增加人民幣36.0百萬元或31.3%。增加主要由於以下之淨影響所致(i)同期回撥一家附屬公司之股份付款開支人民幣13.0百萬元；(ii)同期回撥本公司股份付款開支人民幣3.2百萬元；(iii)董事酬金增加人民幣4.6百萬元；(iv)為加強社區事務的統籌而新增項目管理人員薪酬增加人民幣5.8百萬元；(v)本集團僱員平均薪酬增加；及(vi)本集團業務規模擴大。

金融資產減值虧損回撥／(確認)淨額

本集團金融資產減值虧損撥回為人民幣1.7百萬元，較2017年金融資產減值虧損撥備人民幣29.5百萬元減少人民幣31.2百萬元。減少主要乃因貿易應收款項及票據應收款項的收回情況改善所致。

OTHER EXPENSES

The Group's other expenses for the year ended 31 December 2018 was RMB1.6 million, comparing to RMB10.3 million in 2017, representing a decrease of RMB8.7 million, or 84.5%. The decrease was primarily due to the decrease in net exchange loss of RMB8.7 million.

FINANCE COSTS

The Group's finance costs decreased from RMB9.5 million for the year ended 31 December 2017 to RMB1.8 million for the year ended 31 December 2018. The decrease was primarily due to (i) the reversal of imputed interest expenses on consideration payable which had been recorded as an interest expense for the year ended 31 December 2017; and (ii) the reversal of imputed interest expenses on non-current liabilities for cash-settled share-based payments which has been included as a credit in the finance cost in the corresponding period.

INCOME TAX EXPENSES

The Group's income tax expense for the year ended 31 December 2018 was RMB50.4 million. The Group's effective tax rate decrease from 33.5% for the year ended 31 December 2017 to 32.1% in 2018, which was primarily due to the decrease of non-deductible expenses.

GOODWILL

As at 31 December 2018, the Group recorded goodwill of RMB155.5 million, representing an increase of 47.3% as compared with that of RMB105.6 million as at 31 December 2017. The goodwill of the Group primarily included (i) the goodwill of RMB3.5 million in relation to the acquisition of Eastern Harbour Engineering Management Limited; (ii) the goodwill of RMB101.1 million in relation to the acquisition of Yongcheng; (iii) the goodwill of RMB24.9 million in relation to the acquisition of Enlightening Excess Limited; (iv) the goodwill of RMB3.0 million in relation to the acquisition of 上海湯年清潔服務有限公司 (Shanghai Tangnian Cleaning Service Company Limited*); (v) the goodwill of RMB6.7 million in relation to the acquisition of 桂林港深物業服務有限公司 (Guilin Gangshen Property Services Company Limited*); and (vi) the goodwill of RMB15.0 million in relation to the acquisition of Hangzhou Anjia. The goodwill primarily derived from the expected future business development of the above acquired companies, increase of market coverage, expansion of service portfolio, integration of value-added services and improvement of management efficiency.

其他開支

本集團截至2018年12月31日止年度之其他開支為人民幣1.6百萬元，較2017年之人民幣10.3百萬元減少人民幣8.7百萬元或84.5%。減少主要由於匯兌虧損淨額減少人民幣8.7百萬元所致。

財務成本

本集團財務成本由截至2017年12月31日止年度之人民幣9.5百萬元減少至截至2018年12月31日止年度之人民幣1.8百萬元。減少主要由於(i)回撥應付代價的估算利息開支(於截至2017年12月31日止年度記錄為利息開支)；及(ii)於相應期間回撥現金結算股份付款的非流動負債估算利息開支並抵扣財務成本所致。

所得稅開支

截至2018年12月31日止年度，本集團所得稅開支為人民幣50.4百萬元。本集團實際稅率由截至2017年12月31日止年度33.5%降低至2018年32.1%，此乃主要由於不可扣減開支減少。

商譽

於2018年12月31日，本集團錄得商譽人民幣155.5百萬元，較2017年12月31日之人民幣105.6百萬元增加47.3%。本集團的商譽主要包括(i)收購東方海港工程管理有限公司產生的商譽人民幣3.5百萬元；(ii)收購永成產生的商譽人民幣101.1百萬元；(iii)收購啟溢有限公司產生的商譽人民幣24.9百萬元；(iv)收購上海湯年清潔服務有限公司產生的商譽人民幣3.0百萬元；(v)收購桂林港深物業服務有限公司產生的商譽人民幣6.7百萬元；及(vi)收購杭州安嘉產生的商譽人民幣15.0百萬元。商譽主要來自上述被收購公司的預期未來業務發展、市場覆蓋範圍擴大及服務組合擴展、增值服務的整合及管理效率提高。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The management of the Group believes that the performance of the acquired companies in 2018 reached the management's expectation, the management of the Group determined that no impairment of goodwill should be recognized.

TRADE AND BILLS RECEIVABLES

Trade and bills receivables mainly arose from property management services income.

As at 31 December 2018, total trade and bills receivables of the Group amounted to approximately RMB207.8 million, representing an increase of approximately RMB16.9 million compared to approximately RMB190.9 million as at 31 December 2017. The increase was primarily due to (i) the increase of RMB7.9 million after the acquisition of cleaning and gardening companies, and Hangzhou Anjia in 2018; and (ii) the expansion of the Group's business scale.

The Group's trade receivables turnover days for the year ended 31 December 2018 was 71 days (year ended 31 December 2017: 65 days).

PREPAYMENTS AND OTHER RECEIVABLES

Prepayments and other receivables primarily comprise payment on behalf of customers to utility suppliers, prepayments, deposits paid to utility suppliers and other receivables.

As at 31 December 2018, the Group's prepayments and other receivables amounted to approximately RMB196.5 million, representing an increase of approximately of RMB84.2 million compared to approximately RMB112.3 million as at 31 December 2017. The increase was primarily due to (i) the increase of RMB36.3 million after the acquisition of Hangzhou Anjia in December 2018; (ii) the increase in payment on behalf of residents for construction of public facilities of RMB7.6 million; (iii) the increase in bid bond for tenders of RMB6.8 million; (iv) the increase in payment on behalf of residents for repair and maintenance of public facilities of RMB13.0 million; and (v) the expansion of the Group's business scale.

TRADE PAYABLES

Trade payables primarily comprise payables to sub-contractors of the Group's property management services. Trade payables increased from approximately RMB45.0 million as at 31 December 2017 to approximately RMB47.7 million as at 31 December 2018. This was primarily due to the expansion of the Group's business scale.

本集團管理層認為，被收購公司於2018年的表現符合管理層的預期，本集團管理層確定毋需確認商譽減值。

貿易應收款項及應收票據

貿易應收款項及應收票據主要來自物業管理服務的收益。

於2018年12月31日，本集團的貿易應收款項及應收票據總額約為人民幣207.8百萬元，較2017年12月31日約人民幣190.9百萬元增加約人民幣16.9百萬元。增加乃主要由於(i)2018年收購清潔及園藝公司及杭州安嘉後增加人民幣7.9百萬元；及(ii)本集團業務規模擴大所致。

截至2018年12月31日止年度，本集團的貿易應收款項週轉天數為71天(截至2017年12月31日止年度：65天)。

預付款項及其他應收款項

預付款項及其他應收款項主要包括代表客戶向公用事業供應商付款、預付款項、向公用事業供應商支付的按金及其他應收款項。

於2018年12月31日，本集團的預付款項及其他應收款項約為人民幣196.5百萬元，較2017年12月31日的人民幣112.3百萬元增加人民幣84.2百萬元。增加主要由於(i)2018年12月收購杭州安嘉後增加人民幣36.3百萬元；(ii)就建設公共設施替住戶代付的款項增加人民幣7.6百萬元；(iii)投標保證金增加人民幣6.8百萬元；(iv)就維修及維護公共設施替住戶代付的款項增加人民幣13.0百萬元；及(v)本集團的業務規模擴大所致。

貿易應付款項

貿易應付款項主要包括應付予本集團物業管理服務分包商的款項。貿易應付款項由2017年12月31日約人民幣45.0百萬元增至2018年12月31日約人民幣47.7百萬元，主要由於本集團的業務規模擴大所致。

OTHER PAYABLES AND ACCRUALS

Other payables and accruals primarily comprise receipts on behalf of community residents for utilities, contract liabilities, received in advances, accruals, deposits received and other payables. Other payables and accruals increased from approximately RMB386.0 million as at 31 December 2017 to approximately RMB433.3 million as at 31 December 2018. The increase was primarily due to the net effect of (i) the increase of RMB32.6 million in receipts on behalf of community residents for utilities; (ii) the increase of RMB9.6 million in contract liabilities and receipts in advance; (iii) the increase of RMB6.1 million in accruals; (iv) the increase of RMB6.0 million in other payables; (v) the decrease of RMB5.6 million in deposits received; (vi) the increase in amounts due to non-controlling equity holders of a subsidiary of RMB5.2 million; and (vii) the decrease of RMB5.9 million in other tax payables.

DEFERRED TAXATION

As at 31 December 2018 and 2017, the deferred tax asset recognised was mainly attributable to the allowance of doubtful debt of RMB29.3 million and RMB23.4 million, respectively.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group maintains a strong and healthy financial position. The Group's principal sources of funds to finance the working capital, capital expenditure and other capital requirements were internally generated by cash flows and bank loans. As at 31 December 2018, net working capital (calculated as current assets less current liabilities) was RMB171.6 million, representing a decrease of RMB54.6 million from RMB226.2 million as at 31 December 2017. The current ratios (calculated as current assets/current liabilities) are 1.3 times as at 31 December 2018 (2017: 1.4 times).

As at 31 December 2018, the Group had bank borrowings denominated in RMB of RMB20.0 million (2017: RMB23.0 million) which was secured by certain investment properties of the Group and bore interest at fixed-rate. In addition, Hangzhou Anjia's non-controlling equity holder 杭州市居住區發展中心有限公司 (Hangzhou Residential Area Development Centre Company Limited*) has guaranteed certain of the Group's bank loans up to RMB30.0 million (2017: Nil) that bore interest of fixed rates as at the end of the reporting period at nil consideration, and the Group had an unsecured bank borrowing amounting to RMB61.8 million (2017: RMB78.0 million) which was variable-rate and denominated in HK\$ as at 31 December 2018.

其他應付款項及應計費用

其他應付款項及應計費用主要包括就公用事業向社區住戶代收款、合約負債、預收款項、應計費用、已收按金及其他應付款項。其他應付款項及應計費用由2017年12月31日約人民幣386.0百萬元增至2018年12月31日約人民幣433.3百萬元，增加主要由於(i)就公用事業向社區住戶代收款增加人民幣32.6百萬元；(ii)合約負債及預收款項增加人民幣9.6百萬元；(iii)應計費用增加人民幣6.1百萬元；(iv)其他應付款項增加人民幣6.0百萬元；(v)已收按金減少人民幣5.6百萬元；(vi)應付一家附屬公司非控股權益持有人的款項增加人民幣5.2百萬元；及(vii)其他應付稅項減少人民幣5.9百萬元的淨影響所致。

遞延稅項

於2018年及2017年12月31日，所確認遞延稅項資產乃主要源於呆賬撥備分別為人民幣29.3百萬元及人民幣23.4百萬元。

流動資金、財務資源及資本架構

本集團的財務狀況保持穩健。本集團主要透過內部產生的現金流及銀行貸款，為營運資金、資本開支及其他資本要求提供資金。於2018年12月31日，營運資金淨額(按流動資產減流動負債計算)為人民幣171.6百萬元，較2017年12月31日的人民幣226.2百萬元減少人民幣54.6百萬元。於2018年12月31日，流動比率(按流動資產除以流動負債計算)為1.3倍(2017年：1.4倍)。

於2018年12月31日，本集團以人民幣計值的銀行借款為人民幣20.0百萬元(2017年：人民幣23.0百萬元)，以本集團之若干投資物業作抵押及以固定利率計息。此外於報告期末，杭州安嘉的非控股權益持有人杭州市居住區發展中心有限公司以零代價擔保本集團的若干銀行貸款(按固定利率計息)達人民幣30.0百萬元(2017年：無)，及於2018年12月31日，本集團有人民幣61.8百萬元(2017年：人民幣78.0百萬元)之無抵押銀行借款，乃以浮息計算及以港元計值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group principally focused on the operation in the PRC. Except for the cash, bank deposits and bank borrowings denominated in foreign currencies, the Group was not subject to any other material risk directly relating to the foreign exchange fluctuation. For the year ended 31 December 2018, despite the depreciation of RMB against USD and HKD, the Directors expected any fluctuation of the RMB exchange rate would not materially and adversely affect the operations of the Group. The management will continue to monitor foreign currency exchange exposure and will take prudent measures to minimize the currency translation risk.

GEARING RATIO

The gearing ratio is defined as total borrowings add amounts due to non-controlling equity holders of a subsidiary and net of bank balances and cash divided by total equity. As at 31 December 2018, the Group was in a strong financial position with a net cash position amounting to RMB293.7 million (2017: RMB377.8 million). Accordingly, no gearing ratio is presented.

PLEDGE OF ASSETS

At 31 December 2018, investment properties of RMB93.1 million (2017: RMB91.4 million) were pledged to secure certain banking facilities granted to the Group.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as of 31 December 2018.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group had approximately 10,000 (2017: 7,300) employees. In order to enhance the morale and productivity of employees, employees are remunerated based on their performance, experience and prevailing industry practices. Compensation policies and packages of management staff and functional heads are being reviewed on a yearly basis. In addition to basic salary, performance related salary may also be awarded to employees based on internal performance evaluation. Moreover, the Company adopted a share option scheme in April 2015 and share award scheme in June 2017 in order to retain elite personnel to stay with the Group and to provide incentives for their contribution to the Group.

本集團主要集中在中國進行營運。除以外幣計值的現金、銀行存款及銀行借款外，本集團並無面臨任何直接與外匯波動有關的其他重大風險。截至2018年12月31日止年度，儘管人民幣兌美元及港元貶值，董事預期，人民幣匯率波動不會對本集團營運造成重大不利影響。管理層將繼續監察外匯敞口，並採取審慎措施，以最大程度減低匯兌風險。

資產負債比率

資產負債比率定義為借款總額加應付一家附屬公司非控股權益持有人的款項及扣除銀行結餘及現金，除以權益總額。於2018年12月31日，本集團財務狀況穩健，淨現金狀況達人民幣293.7百萬元(2017年：人民幣377.8百萬元)。因此，並無呈列資產負債比率。

資產抵押

於2018年12月31日，人民幣93.1百萬元之投資物業(2017年：人民幣91.4百萬元)已作抵押，作為授予本集團若干銀行融資之抵押。

或然負債

截至2018年12月31日，本集團並無重大或然負債。

僱員及薪酬政策

於2018年12月31日，本集團約有10,000名(2017年：7,300名)僱員。為提升僱員士氣及生產力，僱員按其表現、經驗及當時行業慣例獲支付薪酬。本公司每年審視管理人員及部門主管的補償政策及方案。除基本薪金外，僱員亦可能按內部表現評核獲發表現相關薪金。此外，本公司於2015年4月採納購股權計劃，並於2017年6月採納股份獎勵計劃，以挽留菁英人才繼續任職於本集團，並為其對於本集團所作貢獻給予獎勵。

The Group also invests in continuing education and training programmes for management staff and other employees with a view to upgrading their skills and knowledge. These training courses comprise internal courses run by the management of the Group and external courses provided by professional trainers and range from technical training for butlers to financial and administrative trainings for management staff.

MATERIAL ACQUISITION AND DISPOSALS OF SUBSIDIARIES OR ASSOCIATED COMPANIES

As disclosed in the Company's announcement dated 26 June 2018, the Group enter into the Agreement with the Vendors of 廣西輝煌置業諮詢服務有限公司 (Guangxi Huihuang Property Advisory Services Company Limited*) ("Huihuang Property") and 廣西輝煌房地產諮詢服務集團有限公司 (Guangxi Huihuang Real Estate Advisory Services Group Company Limited*) ("Huihuang Real Estate"), pursuant to which the Group agreed to acquire and the Vendors agreed to sell 51% equity interest in Huihuang Property and 51% equity interest in Huihuang Real Estate ("Sale Capital") at an aggregate consideration of (i) RMB30.0 million payable by the Group in cash (subject to adjustment); and (ii) not more than RMB70.0 million payable by the Group in cash to the First Vendor upon satisfaction of the Profit Guarantee. As at the date of this annual report, the above transaction has not yet been completed.

Save as disclosed above in this annual report, the Group had no material acquisition or disposal of subsidiaries or associates during the year ended 31 December 2018.

Save as disclosed above in this annual report, at 31 December 2018, the Group has no specific plan for major investment or acquisition for major capital assets or other business. However, the Group will continue to identify new opportunities for business development.

本集團亦有投資於管理人員及其他僱員持續教育及培訓計劃，以期提升其技巧及知識。該等培訓包括本集團管理層籌辦的內部課程，以及由專業訓練人員提供的外部課程，涵蓋管家技術培訓以至管理人員的財務及行政管理培訓。

附屬公司或聯營公司的重大收購及出售

誠如本公司日期為2018年6月26日之公告所披露，本集團與廣西輝煌置業諮詢服務有限公司（「輝煌置業」）及廣西輝煌房地產諮詢服務集團有限公司（「輝煌房地產」）的賣方訂立該協議，據此，本集團同意收購，而該等賣方同意出售輝煌置業51%股權及輝煌房地產51%股權（「待售資本」），代價總額為(i)人民幣30.0百萬元（可予調整）由本集團以現金支付；及(ii)應於達成溢利保證後由本集團以現金付予首名賣方不多於人民幣70.0百萬元。於本年報日期，以上交易尚未完成。

除本年報上文所披露者外，於截至2018年12月31日止年度內，本集團並無任何附屬公司或聯營公司的重大收購或出售。

除本年報上文所披露者外，於2018年12月31日，本集團並無主要投資或收購主要資本資產或其他業務的特定計劃。然而，本集團將繼續物色業務發展的新機遇。

USE OF NET PROCEEDS

On 25 November 2015, the Company issued 200,000,000 new shares of nominal value of HK\$0.01 each in connection with the listing of its shares on the Stock Exchange (the "IPO"). The net proceeds after deducting the underwriting commission and issuing expenses arising from the IPO amounted to HK\$289.1 million (equivalent to RMB238.2 million).

Up to 31 December 2018, RMB59.6 million has been utilised for the development of the O2O platform and RMB176.5 million has been utilized in the acquisition of property management companies. RMB2.1 million has been utilized for the implementation of training and recruitment programs. As at 31 December 2018, all the net proceeds have been utilised.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results and business operations may be affected by a number of risks and uncertainties, some of which are inherent to the Group's business and some from external sources.

Industry Risk

The China residential property management industry is highly competitive and fragmented. Competition may intensify as the Group's competitors expand their product or service offerings into or as new competitors enter the Group's existing or new markets. If the Group does not compete successfully against existing and new competitors, the Group may not be able to renew its existing contracts upon expiration or fail to win the bid for new projects.

Increased competition in the property management industry may result in reduced pricing for the Group's services and a decrease in the Group's market share.

Business Risk

The Group constantly faces the challenge of responding promptly to market changes within the industry sectors it operates in. Any failure to interpret market trends properly and adapt its strategy to such changes accordingly may have a material adverse effect on the Group's financial condition, results, and business operations.

所得款項淨額用途

於2015年11月25日，本公司為其股份於聯交所上市（「首次公开发售」），發行200,000,000股每股面值0.01港元的新股份。扣除包銷佣金及首次公开发售產生的發行開支後的所得款項淨額為289.1百萬港元（相當於人民幣238.2百萬元）。

直至2018年12月31日，人民幣59.6百萬元已用作O2O平台發展及人民幣176.5百萬元已用於收購物業管理公司。人民幣2.1百萬元已用於執行培訓及招聘計劃。於2018年12月31日，全部所得款項淨額已獲動用。

主要風險及不確定因素

本集團的財務狀況、業績及業務營運或會受多項風險及不確定因素影響，部分為本集團業務的固有風險，部分則源自外界因素。

行業風險

中國的住宅物業管理業競爭激烈且極為分散。本集團的競爭對手拓展產品或服務範疇或本集團的現有或新發展市場出現新競爭對手，均可能使競爭加劇。倘本集團未能成功與現有或新競爭對手競爭，本集團可能無法於現有合約屆滿時續訂合約，或無法贏得新項目競標。

物業管理業的競爭加劇，或會減低本集團的服務定價，並減少本集團的市場份額。

業務風險

本集團持續面臨迅速回應其營運所在行業板塊的市場轉變的挑戰。倘未能正確詮釋市場趨勢，並相應調整策略，本集團的財務狀況、業績及業務營運或會受到重大不利影響。

Financial Risk

In the course of its business activities, the Group is exposed to various financial risks, including market, liquidity and credit risks.

The Group's earnings and financial position may be adversely affected by movements in foreign exchange rates and interest rate. In particular, any depreciation in the Group's bank balances denominated in foreign currency may affect its net profit. The Group will closely monitor the relative foreign exchange positions of its assets and liabilities and allocate its holdings of different currencies accordingly in order to minimise foreign currency risk.

The Group may also be subject to liquidity risk if it is unable to obtain adequate funding to finance its operations. In the management of liquidity risk, the Group's management monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group is also subject to exposure to credit risk from its customers. However, the Group had no concentration of credit risk in respect of trade receivables, with exposure spread over a number of customers, who are residents and property developers in the communities managed by the Group.

EVENTS AFTER THE REPORTING PERIOD

Pursuant to the written resolution of the board of the Company passed on 15 January 2019, the Company issued and granted an aggregate of 6,516,000 new shares to 14 eligible employees of the Group as incentives or rewards for their contribution to the Group at nil consideration.

On 26 February 2019, the Company entered into a capital injection agreement pursuant to which the Company agreed to make a capital injection in total amount of RMB56,300,000 into Suzhou House Construction. Suzhou House Construction is a company established in the PRC with limited liability which is principally engaged in property management. Upon completion, Suzhou House Construction will become a 66%-owned subsidiary of the Company.

財務風險

在業務活動的過程中，本集團面臨多項財務風險，包括市場、流動資金及信貸風險。

本集團的盈利及財務狀況或會受到外幣匯率及利率變動的不利影響。尤其是，倘本集團以外幣計值的銀行結餘貶值，或會影響其純利。本集團將緊切監察其資產及負債的相關外匯狀況，相應分配其持有的不同貨幣，以盡量減低外幣風險。

倘未能取得足夠資金撥付其營運，本集團亦可能面臨流動資金風險。管理流動資金風險時，本集團的管理層監察及維持管理層認為足夠的現金及現金等價物水平，以撥付本集團的營運，減低現金流量波動的影響。

本集團亦面臨來自其客戶的信貸風險。然而，本集團並無就其貿易應收款項面臨信貸集中風險，有關信貸風險分散於多名客戶，彼等為本集團所管理社區的住戶及物業發展商。

報告期後事項

根據2019年1月15日通過的本公司董事會書面決議案，本公司已按零代價發行及授出合共6,516,000股新股份予本集團14名合資格僱員，以作為其對本集團作出貢獻的激勵或獎勵。

於2019年2月26日，本公司訂立注資協議，據此，本公司同意向蘇州建屋作出注資，總額為人民幣56,300,000元。蘇州建屋為一間於中國成立的有限公司，主要從事物業管理。完成後，蘇州建屋將成為本公司擁有66%股權的附屬公司。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

At 29 March 2019, the board of directors has resolved to recommend the payment of a final dividend of HK2.5 cents per share for the year ended 31 December 2018 (2017: 5.0 cents) to the shareholders whose names appear on the register of members of the Company on 6 June 2019. Subject to the approval by the shareholders of the Company at the forthcoming annual general meeting of the Company (the "AGM"), the final dividend is expected to be payable on or about 20 June 2019. The aggregate amount shall be paid out of the Company's share premium account if the payment of the dividend is approved by the shareholders at the AGM.

In December 2018, the Group entered into an acquisition agreement to purchase 60% of equity interests in 廣東銘錦城園林景觀設計工程有限公司 (Guangdong Ming-King-City Landscape Architecture Co. Ltd*) ("Ming-King-City") from an independent third party at a total consideration of RMB9,000,000. The transaction was completed in January 2019.

於2019年3月29日，董事會議決就截至2018年12月31日止年度派付末期股息每股2.5港仙(2017年：5.0港仙)予2019年6月6日名列本公司股東名冊內的股東。待本公司股東在本公司應屆股東週年大會(「股東週年大會」)上批准後，預期末期股息可於2019年6月20日或前後派付。如派付股息獲股東在股東週年大會上批准，總金額將自本公司股份溢價賬中撥付。

於2018年12月，本集團訂立收購協議，以向獨立第三方收購廣東銘錦城園林景觀設計工程有限公司(「銘錦城」)的60%股權，總代價人民幣9,000,000元。是次交易已於2019年1月完成。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

DIRECTORS

MR. LIU JIAN

Chairman and Chief Executive Officer

Mr. Liu Jian, aged 51, is the chairman and the chief executive officer of the Company and was appointed as an executive Director of the Company on 5 January 2015. Being one of the first members of the Group, Mr. Liu founded Guangdong Zhong Ao Property Management Company Limited (“Zhong Ao Property”) with Ms. Chen Zhuo in September 2005. Mr. Liu was appointed as the sole director of Zhong Ao Property in September 2005 and has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Liu plays a key role in the Group’s business development and has led its business expansion from Guangdong province to other parts of China. Prior to joining the Group, Mr. Liu worked at Guilin Park Hotel Co., Ltd. (桂林桂湖飯店有限公司) from May 1990 to August 1994 and his last position held was manager. From September 1994 to March 1999, he worked at Guilin Royal Gardens Hotel Co., Ltd. (桂林帝苑酒店有限公司) and his last position held was manager. From 1999 to December 2003, Mr. Liu served as general manager of Guangzhou Olympic Garden Property Co. Ltd. (廣州奧林匹克花園物業公司) and from February 2004 to June 2005, as general manager of Nanguo Aoyuan Property Company (南國奧園物業公司), both companies being subsidiaries of Guangdong Yabo Property Service Company Limited (廣東雅博物業服務有限公司) (“Guangdong Yabo”). Mr. Liu graduated from Huazhong University of Science and Technology (華中理工大學) with a bachelor’s degree in economics in 1988. In 2008, Mr. Liu attained a master’s degree in business administration from Asia International Open University (Macau).

MS. CHEN ZHUO

Executive director and vice president

Ms. Chen Zhuo, aged 41, is a vice president of the Company and was appointed as an executive director of the Company on 5 January 2015. Ms. Chen joined the Group as vice president when Zhong Ao Property was established in September 2005. As a founder and a member of the core management team of the Group, she has been primarily responsible for financial management, strategic planning and business development. Ms. Chen served as deputy general manager of Guangdong Yabo from August 2002 to March 2005. Ms. Chen received a college degree from Sun Yat-sen University (中山大學) in 1999, majoring in business management. Ms. Chen obtained the qualification of a property management manager in 2000 from the Ministry of Construction of the PRC.

董事

劉建先生

主席兼行政總裁

劉建先生，51歲，為本公司主席兼行政總裁，於2015年1月5日獲委任為本公司執行董事。身為本集團的始創成員之一，劉先生與陳卓女士於2005年9月創立廣東中奧物業管理有限公司（「中奧物業」）。劉先生於2005年9月獲委任為中奧物業的唯一董事，主要負責整體營運及管理、戰略規劃及業務發展。劉先生在本集團的業務發展中擔當關鍵角色，帶領本集團的業務走出廣東省，擴展至中國其他地方。加入本集團前，劉先生曾於1990年5月至1994年8月任職桂林桂湖飯店有限公司，最後職位為經理。1994年9月至1999年3月，彼於桂林帝苑酒店有限公司任職，最後職位為經理。自1999年至2003年12月，劉先生擔任廣州奧林匹克花園物業公司總經理；2004年2月至2005年6月擔任南國奧園物業公司總經理，上述兩家公司均為廣東雅博物業服務有限公司（「廣東雅博」）之附屬公司。劉先生於1988年在華中理工大學畢業，獲經濟學學士學位。2008年，劉先生獲亞洲（澳門）國際公開大學頒授工商管理碩士學位。

陳卓女士

執行董事兼副總裁

陳卓女士，41歲，為本公司副總裁，於2015年1月5日獲委任為本公司執行董事。陳女士於2005年9月中奧物業成立之時加入本集團，並擔任副總裁一職。身為本集團創辦人之一兼核心管理團隊成員，彼主要負責財務管理、戰略規劃以及業務發展。陳女士於2002年8月至2005年3月在廣東雅博出任副總經理。陳女士於1999年獲中山大學頒授大學學位，主修企業管理。陳女士於2000年獲中國建設部頒授物業管理經理的資格證書。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

MR. LIANG BING

Executive director and vice president

Mr. Liang Bing, aged 47, is a vice president of the Company and was appointed as an executive director of the Company on 5 January 2015. Mr. Liang joined the Group as vice president in September 2005. As a member of the Group's core management team, he has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Liang served as deputy general manager of Guangdong Yabo from May 2002 to June 2005. Mr. Liang graduated and attained a bachelor's degree in environmental engineering from Hunan University (湖南大學) located in Hunan, the PRC in July 1996. He later obtained a master's degree in business administration for senior management from Sun Yat-sen University (中山大學) in 2013.

MR. LONG WEIMIN

Executive director and vice president

Mr. Long Weimin, aged 56, is a vice president of the Company and was appointed as an executive director of the Company on 5 January 2015. Mr. Long joined the Group as vice president in June 2008. As a member of the Group's core management team, he has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Long has 14 years of experience in the hospitality industry. Prior to joining the Group, Mr. Long served as a deputy general manager at Guangxi Nanning Fenghuang Lodge (廣西南寧鳳凰賓館) from November 2001 to January 2004, as a deputy general manager at Purui Hotspring Hotel (普瑞溫泉酒店) from 2003 to 2007 and as a general manager at Luoyang Mudou International Hotel Co. Ltd. (洛陽鉬都國際飯店有限公司) from 2007 to 2008. Mr. Long graduated and attained a diploma from Guangxi Radio and TV University (廣西廣播電視大學) in 1982.

梁兵先生

執行董事兼副總裁

梁兵先生，47歲，為本公司副總裁，於2015年1月5日獲委任為本公司執行董事。梁先生於2005年9月加入本集團擔任副總裁一職。身為本集團核心管理團隊成員，彼主要負責整體營運及管理、戰略規劃以及業務發展。梁先生於2002年5月至2005年6月在廣東雅博出任副總經理。梁先生於1996年7月在中國湖南的湖南大學畢業，獲授環境工程學學士學位。其後彼於2013年取得中山大學高級管理人員工商管理碩士學位。

龍為民先生

執行董事兼副總裁

龍為民先生，56歲，為本公司副總裁，於2015年1月5日獲委任為本公司執行董事。龍先生於2008年6月加入本集團，並擔任副總裁一職。身為本集團核心管理團隊成員，彼主要負責整體營運及管理、戰略規劃以及業務發展。龍先生於酒店業積累14年經驗。加入本集團前，龍先生曾於2001年11月至2004年1月在廣西南寧鳳凰賓館出任副總經理，並於2003年至2007年在普瑞溫泉酒店出任副總經理，以及於2007年至2008年在洛陽鉬都國際飯店有限公司出任總經理職務。龍先生於1982年在廣西廣播電視大學畢業，獲文憑資格。

MR. WEI ZHE*Non-executive Director*

Mr. Wei Zhe, aged 48, joined the Company and was appointed as a non-executive director of the Company on 17 April 2015. Mr. Wei has over 20 years of experience in both investment and operational management in China. Prior to joining the Group, Mr. Wei served as corporate finance manager at Coopers & Lybrand (now part of PricewaterhouseCoopers) from 1995 to 1998 and as the head of investment banking at Orient Securities Company Limited from 1998 to 2000. Mr. Wei was a vice chairman, from 2002 to 2006, and a consultant, from 2007 to 2011, of China Chain Store & Franchise Association. From 2003 to 2006, Mr. Wei was also the chief representative for Kingfisher's China sourcing office, Kingfisher Asia Limited. Mr. Wei joined Alibaba Group and served as senior vice president of the B2B Division, from November 2006 to January 2007, and president of the B2B Division and executive vice-president of Alibaba Group, from February 2007 to February 2011. He was an executive director and chief executive officer of Alibaba.com Limited, a leading worldwide B2B e-commerce company listed on the Stock Exchange in 2007, from October 2007 to February 2011. He was voted as one of "China's Best CEOs" by FinanceAsia magazine in 2010. He founded Vision Knight Capital, a private equity investment fund in June 2011 and served as a founding partner and the Chairman. Mr. Wei graduated from Shanghai International Studies University with a bachelor's degree in international business management in July 1993. He also completed the corporate finance program at London Business School in June 1998.

Mr. Wei was a non-executive director of HSBC Bank (China) Company Limited from April 2007 to February 2011 and The Hongkong and Shanghai Banking Corporation Limited from January 2008 to February 2011. He was an independent non-executive director of PCCW Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0008), from November 2011 to May 2012 and was re-designated as a non-executive director in May 2012. He was an independent director of Shanghai M&G Stationery Inc., which is listed on the Shanghai Stock Exchange, from June 2014 to May 2017. He was an independent non-executive director of Zall Smart Commerce Group Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 2098), from April 2016 to June 2017 and was re-designated as an executive director in June 2017. He is currently a non-executive director of PCCW Limited. Mr. Wei is also a non-executive director of JNBY Design Limited, and an executive director of Zall Smart Commerce Group Ltd., which are listed on The Stock Exchange of Hong Kong Limited. He is also an independent director of Leju Holdings Limited and OneSmart International Education Group Limited, which are listed on the New York Stock Exchange.

衛哲先生*非執行董事*

衛哲先生，48歲，於2015年4月17日加入本公司並獲委任為本公司非執行董事。衛先生在中國有超過20年投資及營運管理經驗。加入本集團前，衛先生曾於1995年至1998年間於Coopers & Lybrand（現屬普華永道旗下）擔任企業融資部經理的職務，並於1998年至2000年擔任東方證券股份有限公司投行業務的主管。衛先生於2002年至2006年擔任中國連鎖經營協會的副會長，並於2007年至2011年擔任顧問職務。2003年至2006年，衛先生亦為翠豐集團之中國採購辦事處翠豐亞洲有限公司的首席代表。衛先生曾於2006年11月至2007年1月擔任阿里巴巴集團的B2B部門的高級副總裁，並於2007年2月至2011年2月間擔任阿里巴巴集團B2B部門的總裁兼執行副總裁。彼於2007年10月至2011年2月擔任全球領先B2B電子商貿公司阿里巴巴網絡有限公司（於2007年在聯交所上市）執行董事兼首席執行官。彼獲《金融亞洲》雜誌票選為2010年度「中國區最佳CEO」之一。彼於2011年6月創立私募股本投資基金Vision Knight Capital，並擔任創始合伙人和董事長一職。衛先生於1993年7月自上海外國語大學畢業，並獲授國際商業管理學士學位。彼亦於1998年6月完成倫敦商學院企業融資課程。

衛先生曾分別於2007年4月至2011年2月及於2008年1月至2011年2月，任滙豐銀行（中國）有限公司及香港上海滙豐銀行有限公司的非執行董事。彼於2011年11月至2012年5月擔任聯交所主板上市公司電訊盈科有限公司（股份代號：0008）的獨立非執行董事，並於2012年5月調任非執行董事一職。彼曾於2014年6月至2017年5月擔任上海晨光文具股份有限公司（於上海證券交易所上市）之獨立董事。彼於2016年4月至2017年6月擔任聯交所主板上市公司卓爾智聯集團有限公司（股份代號：2098）的獨立非執行董事，並於2017年6月調任執行董事一職。彼現時為電訊盈科有限公司的非執行董事。衛先生亦為江南布衣有限公司之非執行董事及卓爾智聯集團有限公司之執行董事，上述兩家公司均於香港聯合交易所有限公司上市。彼亦為Leju Holdings Limited及OneSmart International Education Group Limited（於紐約證券交易所上市）之獨立董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

MS. WU QIMIN

Non-executive Director

Ms. Wu Qimin, aged 48, joined the Company and was appointed as a non-executive director of the Company on 17 April 2015. Ms. Wu joined E-house Capital (易居資本) in 2008 and became one of the founding partners. Currently she serves as executive CEO of Jupai Holdings Limited (NYSE: JP) and president of Jupai Capital. Ms. Wu graduated from Shanghai Institute of Urban Construction (上海城市建設學院) with a bachelor's degree in civil engineering in 1992. She later obtained a master's degree in construction economics and management from Tongji University (同濟大學) in 1999 and currently participates in the finance DBA program for Doctor's Degree in The Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University.

MR. ZHENG DONG

Non-executive Director

Mr. Zheng Dong, aged 53, joined the Company and was appointed as a non-executive director of the Company on 5 January 2017. Mr. Zheng has over 20 years of experience in sales and property development. From May 2011 to March 2016, Mr. Zheng was the managing director of Yixing Hongli Oriental Tourism Real Estate Development Company Limited (宜興鴻立東方旅遊地產開發有限公司). From April 2007 to March 2011, Mr. Zheng was the director and general manager of Jiangsu Zhong Tang Real Estate Company Limited (江蘇中堂置業有限公司). From October 1996 to March 2007, Mr. Zheng held various management positions at China Sports Industry Group Company Limited (中體產業集團股份有限公司). Mr. Zheng held sales position in a number of other companies between 1988 and 1997. Mr. Zheng graduated from Liaoning University with a bachelor's degree in Economics in 1988, and obtained a master's degree in Economics from Liaoning University in 1996 and a master's degree in Project Management from University of Management & Technology in 2005.

吳綺敏女士

非執行董事

吳綺敏女士，48歲，於2015年4月17日加入本公司並獲委任為本公司非執行董事。吳女士於2008年加入易居資本，成為創始管理合夥人。彼於現時擔任鉅派投資集團有限公司(紐約證券交易所：JP)執行總裁及鉅派資產副董事長兼行政總裁。吳女士於1992年在上海城市建設學院畢業，獲土木工程學學士學位。其後彼再於1999年獲同濟大學頒授建築經濟與管理學碩士學位，而現時於上海交通大學上海高級金融學院修讀工商管理博士課程。

鄭東先生

非執行董事

鄭東先生，53歲，於2017年1月5日加入本公司並獲委任為非執行董事。鄭先生於銷售及物業開發方面擁有逾20年經驗。自2011年5月至2016年3月，鄭先生為宜興鴻立東方旅遊地產開發有限公司之董事總經理。自2007年4月至2011年3月，鄭先生為江蘇中堂置業有限公司之董事及總經理。自1996年10月至2007年3月，鄭先生於中體產業集團股份有限公司擔任多項管理職務。鄭先生曾於1988年至1997年間在其他多間公司擔任銷售職位。鄭先生於1988年畢業於遼寧大學，獲經濟學學士學位，並於1996年獲遼寧大學經濟學碩士學位及於2005年獲美國管理科技大學項目管理碩士學位。

MR. ZHANG WEILUN*Independent non-executive director*

Mr. Zhang Weilun, aged 46, joined the Company and was appointed as an independent non-executive director of the Company on 5 November 2015. Prior to joining the Group, he worked as an assistant project manager and project manager at Shimizu Corporation (清水建設株式会社) from June 1996 to November 1997 and from December 1997 to May 1998 respectively. During 1999 to 2004, he successively served as a general manager of Nanguo Olympic Garden (南國奧林匹克花園), a president, vice-chairman and director of Wuhan Chengcheng Cultural Investment Group Co., Ltd. (武漢誠成文化投資集團股份有限公司) (later changed to Wuhan Aoyuan City Development Co., Ltd. (武漢奧園城市發展股份有限公司) and then Wuhan Wanhong Group Co., Ltd. (武漢萬鴻集團股份有限公司)) (stock code: 600681), a company listed on the Shanghai Stock Exchange, an executive vice president and a director of Aoyuan Group Limited (奧園集團有限公司). Mr. Zhang has been the chairman and general manager of Guangzhou Willsun Real Estate Co., Ltd. (廣州維森置業有限公司) since 2005. Mr. Zhang graduated from Wuhan University of Hydraulic and Electrical Engineering (武漢水利電力大學) with a bachelor's degree in civil engineering in 1993.

MR. CHAN WAI CHEUNG, ADMIRAL*Independent non-executive director*

Mr. Chan Wai Cheung, Admiral, aged 45, joined the Company and was appointed as an independent non-executive director of the Company on 31 May 2017. Mr. Admiral Chan holds a Bachelor of Arts (Honours) in Accountancy from the City University of Hong Kong. Mr. Admiral Chan is a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in accounting and auditing fields. Mr. Admiral Chan is an executive director of Energy International Investments Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 353), an independent non-executive director of Carnival Group International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 996), an independent non-executive director of SFund International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1367) and a non-executive director of China Nonferrous Metals Company Limited, a company listed on the GEM of the Stock Exchange (stock code: 8306). He was an independent non-executive director of EJE (Hong Kong) Holdings Limited (formerly known as Jia Meng Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8101), from 26 September 2013 to 22 May 2016.

張維倫先生*獨立非執行董事*

張維倫先生，46歲，於2015年11月5日加入本公司並獲委任為本公司獨立非執行董事。加入本集團前，彼於1996年6月至1997年11月及1997年12月至1998年5月分別於日本清水建設株式會社擔任助理項目經理及項目經理。於1999年至2004年期間，彼先後出任南國奧林匹克花園的總經理、上海證券交易所上市公司武漢誠成文化投資集團股份有限公司(其後更名為武漢奧園城市發展股份有限公司，再更名為武漢萬鴻集團股份有限公司)(證券代碼：600681)的總裁、副主席及董事，以及奧園集團有限公司的執行副總裁及董事。自2005年起，張先生擔任廣州維森置業有限公司主席兼總經理。張先生於1993年在武漢水利電力大學畢業，獲土木工程學學士學位。

陳偉璋先生*獨立非執行董事*

陳偉璋先生，45歲，2017年5月31日加入本公司並獲委任為本公司獨立非執行董事。陳偉璋先生持有香港城市大學會計學文學士(榮譽)學位。陳偉璋先生為香港會計師公會會員。彼於會計及審核方面累積豐富經驗。陳偉璋先生現時為能源國際投資控股有限公司(於香港聯合交易所有限公司(「聯交所」)主板上市的公司，股份代號：353)的執行董事、嘉年華國際控股有限公司(於聯交所主板上市的公司，股份代號：996)的獨立非執行董事、廣州基金國際控股有限公司(於聯交所主板上市的公司，股份代號：1367)的獨立非執行董事及中國有色金屬有限公司(於聯交所GEM上市的公司，股份代號：8306)的非執行董事。彼自2013年9月26日至2016年5月22日曾擔任壹家壹品(香港)控股有限公司(前稱家夢控股有限公司)(於聯交所GEM上市的公司，股份代號：8101)的獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理層簡介

MR. CHAN KA LEUNG KEVIN

Independent non-executive director

Mr. Chan Ka Leung Kevin, aged 50, joined the Company and was appointed as an independent non-executive director of the Company on 31 May 2017. Mr. Kevin Chan, holds a Bachelor of Accounting and a Master of Finance from the University of Illinois of the United States of America. Mr. Kevin Chan has extensive experience in corporate finance. He is currently a responsible officer of a corporation licensed under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO") to conduct type 6 (advising on corporate finance) regulated activity. He was an independent non-executive director of Greens Holdings Ltd, a company listed on the Main Board of the Stock Exchange (stock code: 1318) from 9 January 2015 to 19 November 2015. Greens Holdings Ltd is a company incorporated in the Cayman Islands with limited liability and is principally engaged in production and sale of heat transfer products, wind turbine towers and the services of waste heat power generation through its subsidiaries. On 29 September 2015, a winding up petition was filed against Greens Holdings Ltd and the petition is pending for further hearing.

MR. HUANG ANXIN

Independent non-executive director

Mr. Huang Anxin, aged 56, joined the Company and was appointed as an independent non-executive director of the Company on 3 October 2017. Mr. Huang obtained a master degree in management from Central China Normal University in 2000. He is currently the head professor of school of management of Guangzhou Open University. He has over 29 years of experience of teaching in the People's Republic of China and in particular, the subject of corporate management and administration. He also has intensive knowledge in other areas such as property management, economic management and administration and community governance.

陳家良先生

獨立非執行董事

陳家良先生，50歲，2017年5月31日加入本公司並獲委任為本公司獨立非執行董事。陳家良先生持有美國伊利諾大學會計學學士學位及財務學碩士學位。陳家良先生於企業財務方面擁有豐富經驗。彼現為一間根據香港法例第571章證券及期貨條例（「證券及期貨條例」）可進行第6類（就機構融資提供意見）受規管活動的持牌法團的負責人員。彼於2015年1月9日至2015年11月19日擔任格菱控股有限公司（於聯交所主板上市的公司，股份代號：1318）的獨立非執行董事。格菱控股有限公司為於開曼群島註冊成立的有限公司，主要透過其附屬公司從事生產及銷售熱交換產品、風力發電塔筒及提供餘熱發電服務。於2015年9月29日，格菱控股有限公司被申請清盤呈請，有關呈請有待進一步聆訊。

黃安心先生

獨立非執行董事

黃安心先生，56歲，於2017年10月3日加入本公司並獲委任為本公司獨立非執行董事。黃先生於2000年獲華中師範大學管理學碩士學位。彼現任廣州市廣播電視大學管理學院院長教授。彼於中華人民共和國擁有逾29年教學經驗，特別是企業管理與行政管理課題方面。彼亦擁有物業管理、經濟管理與行政及社區治理等其他領域的豐富知識。

SENIOR MANAGEMENT**MR. CHAN KONG***Vice president*

Mr. Chan Kong, aged 69, joined the Group as a vice president in April 2008. Prior to joining the Group, he served as an executive housekeeper at Guilin Riverside Resort, China (漓苑賓館) from February 1987 to February 1988. From February 1988 to January 2002, Mr. Chan worked with Macau CTS Hotel Management (International) Limited (澳門中旅(國際)酒店管理有限公司). He joined as a project coordinator in 1988 and was later assigned by a secondment to Hotel Universal Guilin in the capacity of an executive housekeeper. He was subsequently promoted and served as general manager of Hotel Universal Guilin and general manager of Hotel Metropole, Macau (澳門京都酒店) and Xi'an Eastern Haojing Hotel (西安東方濠璟酒店). From 2003 to 2004, he served as a general manager at Man Wah Dongguan Hotel (東莞文華酒店).

MS. XIANG YAN*Assistant to CEO*

Ms. Xiang Yan, aged 33, joined the Group in October 2005. She is currently the Assistant to CEO of the Group. Ms. Xiang graduated from Jinan University (暨南大學) and obtained a diploma in property management.

MR. YU HO MING*Chief Financial Officer and Company Secretary*

Mr. Yu Ho Ming, aged 41, joined the Group on 10 April 2015. He is currently the chief financial officer and company secretary of the Group. He is primarily responsible for accounting, financial management and company secretarial matters of the Group. Mr. Yu has over 16 years of experience in auditing, advisory accounting and financial management. Mr. Yu is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He obtained his honours diploma in accounting from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) and he was awarded a Master of Finance from Curtin University.

高級管理層**陳剛先生***副總裁*

陳剛先生，69歲，於2008年4月加入本集團出任副總裁一職。加入本集團前，彼於1987年2月至1988年2月期間出任漓苑賓館行政管家。1988年2月至2002年1月期間，陳先生於澳門中旅(國際)酒店管理有限公司工作，於1988年加入時出任項目統籌一職，其後調派至桂林環球大酒店出任行政管家。隨後彼獲擢升出任桂林環球大酒店總經理，以及澳門京都酒店及西安東方濠璟酒店總經理。2003年至2004年期間，彼曾任東莞文華酒店總經理。

項燕女士*總裁助理*

項燕女士，33歲，於2005年10月加入本集團。彼現為本集團總裁助理。項女士畢業於暨南大學，取得物業管理專業專科文憑。

余浩銘先生*首席財務總監兼公司秘書*

余浩銘先生，41歲，於2015年4月10日加入本集團。彼現時為本集團之首席財務總監兼公司秘書。彼主要負責本集團的會計、財務管理及公司秘書事務。余先生於審計、會計諮詢及財務管理方面積逾16年經驗。余先生為香港會計師公執業會計師及英國特許公認會計師公會資深會員。彼自香港樹仁學院(現稱為香港樹仁大學)取得會計榮譽文憑，並取得科廷大學的金融碩士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

The board (“Board”) of directors (“Directors”) of the Company is pleased to present this Corporate Governance Report for the year ended 31 December 2018.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining and upholding high standards of corporate governance of the Company to ensure that formal and transparent procedures are in place to protect and maximise the interests of the shareholders of the Company (“Shareholders”).

The Company has adopted the code provisions set out in the Corporate Governance Code (“CG Code”) contained in Appendix 14 to the Rules Governing the Listing of the Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) as its code of corporate governance.

In the opinion of the Directors, for the year ended 31 December 2018, the Company applied and complied with all the code provisions of the CG Code except for code provisions A.2.1 and A.4.1, and explained with considered reasons for such deviation.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct for Directors in their dealings in Company’s securities. Having made specific enquiry to all Directors, all the Directors confirmed that they had complied with the required standard of dealings as set out in the Model Code for the year ended 31 December 2018.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Group and oversees the Group’s businesses.

The Board is also responsible for performing the corporate governance duties as set out below:

- To develop and review the Company’s policies and practices on corporate governance;
- To review and monitor the training and continuous professional development of Directors and senior management;

本公司董事(「董事」)會(「董事會」)欣然呈列本份截至2018年12月31日止年度的企業管治報告。

企業管治常規

董事會致力維持及強化本公司的高水平企業管治，確保施行正式及具透明度的程序，以保障及最大化本公司股東(「股東」)的權益。

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載的企業管治守則(「企業管治守則」)載列的守則條文，作為其企業管治守則。

董事認為，截至2018年12月31日止年度，本公司一直應用及遵守企業管治守則的所有守則條文，惟已說明並附上當中經審慎考慮偏離原因的守則條文第A.2.1條及第A.4.1條除外。

董事的證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事買賣本公司證券的操守守則。經向全體董事作出具體查詢後，全體董事確認，彼等於截至2018年12月31日止年度一直遵守標準守則所載的所需交易準則。

董事會

董事會負責領導及監控本集團，以及監督本集團業務。

董事會亦負責進行以下企業管治職責：

- 制訂及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；

- 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 Directors and employees; and
- To review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.
- 檢討及監察本公司在遵從法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於董事及僱員的操守守則；及
- 審閱本公司就企業管治守則的合規情況並於企業管治報告內的披露。

(i) Board composition

The Board currently comprises a combination of four executive directors, three non-executive directors and four independent non-executive directors. There is a strong independent element on the Board, to ensure the independence and objectivity of the Board's decision making process as well as the thoroughness and impartiality of the Board's oversight of the management.

The Board possesses, both as individual Directors and collectively, appropriate experience, competencies and personal qualities, including professionalism and integrity, to discharge its responsibilities adequately and effectively. In addition, the Board collectively has adequate knowledge and expertise relevant to each of the material business activities that the Company pursues and the associated risks in order to ensure effective governance and oversight.

Members of the Board, who come from a variety of different backgrounds, have a diverse range of business, professional expertise. Biographical details of the Directors are set out in the section "Directors and Senior Management Profile" in this Annual Report.

The Board members have no relationship (including financial, business, family or other material or relevant relationships) with each other.

(i) 董事會組成

董事會目前由四名執行董事、三名非執行董事及四名獨立非執行董事組成。董事會具備高度獨立性，確保能作出獨立客觀的決策，並且能夠全面及不偏不倚地監督管理層。

不論個別董事或董事會全體董事均擁有適當的經驗、才能及個人特質，包括專業操守及誠信，以充份及有效地履行其責任。此外，董事會全體董事均對本公司進行的各項重大業務及與該等業務相關的風險，具備充份及專門知識，以確保有效管治及監督。

各董事來自不同背景，擁有商業及專業等各領域之專長。董事的履歷詳情載於本年報「董事及高級管理層簡介」一節。

董事會成員彼此之間並無關係（包括財政、業務、家族或其他重大或相關關係）。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of the Company currently comprises of the following Directors:

Executive Directors

Mr. Liu Jian (*Chairman and Chief Executive Officer*)
Ms. Chen Zhuo
Mr. Liang Bing
Mr. Long Weimin

Non-executive Directors

Mr. Wei Zhe
Ms. Wu Qimin
Mr. Zheng Dong

Independent Non-executive Directors

Mr. Zhang Weilun
Mr. Chan Wai Cheung, Admiral
Mr. Chan Ka Leung, Kevin
Mr. Huang Anxin

(ii) Board meetings

During the year ended 31 December 2018, seven board meetings were held. Prior notices convening the board meetings were despatched to the Directors setting out the matters to be discussed. At the meetings, the Directors were provided with the relevant documents to be discussed and approved. The company secretary is responsible for keeping minutes for the board meetings.

(iii) Responsibilities of the Board and management

The executive directors, with the assistance from the senior management, form the core management team of the Company. The executive directors have the overall responsibility for formulating the business strategies and development plan of the Company and its subsidiaries (collectively the “Group”) and the senior management personnel are responsible for supervising and executing the plans of the Group.

本公司董事會目前包括以下董事：

執行董事

劉建先生(主席兼行政總裁)
陳卓女士
梁兵先生
龍為民先生

非執行董事

衛哲先生
吳綺敏女士
鄭東先生

獨立非執行董事

張維倫先生
陳偉璋先生
陳家良先生
黃安心先生

(ii) 董事會會議

截至2018年12月31日止年度內，共舉行七次董事會會議。召開董事會會議的事前通知已寄發予董事，當中載有會議討論事項。於會議上，董事獲提供待討論及批准的相關文件。公司秘書負責存置董事會會議之記錄。

(iii) 董事會及管理層的責任

執行董事在高級管理層的協助下組成本公司的核心管理團隊。執行董事肩負制訂本公司及其附屬公司(統稱為「本集團」)業務策略及發展計劃的整體責任，而高級管理人員負責監督及執行本集團的計劃。

(iv) Independence of independent non-executive directors

In compliance with Rule 3.10(1), 3.10(2) and 3.10A of the Listing Rules, the Company has appointed four independent non-executive directors. The Board considers that all independent non-executive directors have appropriate and sufficient diversity, industry or finance experience and qualifications to carry out their duties so as to protect the interests of the Shareholders. One of the independent non-executive directors, Mr. Chan Wai Cheung, Admiral is a member of the Hong Kong Institute of Certified Public Accountants.

Prior to their respective appointment, each of the independent non-executive directors has submitted a written statement to the Stock Exchange confirming their independence and has undertaken to inform the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence. In addition, the Company has also received a written confirmation from each of the independent non-executive directors in respect of their independence. Based on such confirmations, the Board considers that all independent non-executive directors are independent.

(v) Induction for Director and continuous professional development

Each newly appointed Director is provided with necessary induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant status, laws, rules and regulations. The Company also provides Directors with regular updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director.

(iv) 獨立非執行董事的獨立性

為遵從上市規則第3.10(1)、3.10(2)及3.10A條，本公司已委任四名獨立非執行董事。董事會認為，所有獨立非執行董事均具有適當及足夠多元化程度、行業或財務經驗及資格以履行其職務，從而維護股東權益。其中一名獨立非執行董事陳偉璋先生為香港會計師公會會員。

每名獨立非執行董事獲委任之前，已各自向聯交所遞交一份書面聲明，確認其為獨立人士，並已承諾如其後發生任何情況變化可能影響其獨立性，便會於切實可行情況下盡快知會聯交所。此外，本公司亦已收到各獨立非執行董事就其獨立性發出的書面確認。基於該等確認書，董事會認為，所有獨立非執行董事均為獨立人士。

(v) 董事就職及持續專業發展

每名新任董事均獲提供必要的就職培訓及資訊，以確保其妥善了解本公司的營運及業務，以及其於相關法律地位、法律、規則及法規下的職責。本公司亦定期為彼等提供上市規則及其他相關法律及法規不時規定的更新，以及本公司表現、狀況及前景的定期更新，以確保董事會整體及每名董事履行其責任。

本公司亦鼓勵董事參加持續專業發展，發展及更新其知識技能。本公司的公司秘書不時就董事的職位、職能及責任更新及提供書面培訓材料。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Chairman and chief executive officer are two key aspects of the management of a company. Chairman is responsible for providing leadership for the board and management of the board while chief executive officer is responsible for day-to-day management of business. Clear division of these responsibilities should be in place to ensure a balance power and authority. The code provision A.2.1 of CG Code which provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

During the year, Mr. Liu Jian is the chairman and chief executive officer of the Company. This constitutes a deviation from the code provision A.2.1 of CG Code.

The Company consider that having Mr. Liu acting as both the chairman and chief executive officer will provide a strong and consistent leadership to the Group and allow for more effective strategic planning and management of the Group. Further in view of Mr. Liu's experience in the industry, personal profile and role in the Group and historical development of the Group, the Group considers it is to the benefit of the Group in the business prospects that Mr. Liu continues to act as both the chairman and chief executive officer after the Listing. Therefore, the Company currently has no intention to separate the functions of chairman and chief executive officer.

NON-EXECUTIVE DIRECTORS

Code Provision A.4.1 of the CG Code requires that Non-executive directors should be appointed for a specific term, subject to re-election. The Non-executive Directors of the Company are not appointed for a specific term until termination by the notice period as stipulated in the respective appointment letter in writing served by either the Company or the respective Director. They were, however, subject to the requirement of retirement and re-election at least once every three years at the annual general meetings of the Company in accordance with the relevant provisions of the Company's articles of association. As such, the Company considers that sufficient measures were taken to ensure that the Company's corporate governance practices were no less exacting than those in the code provisions of the CG Code.

主席及行政總裁

主席及行政總裁為管理一家公司的兩個主要範疇。主席負責領導及管理董事會，而行政總裁負責業務的日常管理。該等職責應清晰區分，以確保權責平衡。企業管治守則的守則條文第A.2.1條規定，主席及行政總裁的職務須予區分，不應由同一人士擔任。

年內，劉建先生為本公司的主席兼行政總裁，此構成偏離企業管治守則的守則條文第A.2.1條。

本公司認為，由劉先生同時擔任主席及行政總裁將為本集團提供強大及貫徹的領導，使本集團的策略計劃及管理更為有效。此外，鑒於劉先生的行業經驗、個人履歷及於本集團擔任的職務，以及本集團的歷史發展，本集團認為於上市後由劉先生繼續同時擔任主席及行政總裁符合本集團的業務前景利益。因此，本公司目前無意區分主席及行政總裁的職能。

非執行董事

企業管治守則的守則條文A.4.1規定，非執行董事應有特定任期及須接受重選以連任。本公司非執行董事並無特定任期，直至本公司或各有關董事藉發出各有關委任函所訂明通知期的書面通知予以終止為止。然而，按照本公司組織章程細則的相關條文，彼等須遵守至少每三年一次在本公司股東週年大會上告退及重選的規定。故此，本公司認為已採取足夠措施確保本公司的企業管治常規不遜於企業管治守則的守則條文。

BOARD COMMITTEES

Audit committee

The Company has established an audit committee on 5 November 2015 with written terms of reference in compliance with Rule 3.21 of the Listing Rule and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members, namely Mr. Zhang Weilun, Mr. Chan Wai Cheung, Admiral and Mr. Chan Ka Leung, Kevin, all being independent non-executive directors. Mr. Chan Wai Cheung, Admiral is the chairman of the audit committee and is the independent non-executive director with the appropriate professional qualifications. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group, oversee the audit process and perform other duties and responsibilities as assigned by the Board.

During the year ended 31 December 2018, three audit committee meetings were held and the individual attendance of each director is set out in the section "Directors' Attendance Records At Meetings".

At the meetings, the members of audit committee principally reviewed and discussed with the external auditor of the Company about the Group's annual results and audited consolidated financial statements for the year ended 31 December 2017, the interim review scope and process for the Group's result for the six months ended 30 June 2018, the interim results for the six months ended 30 June 2018 and audit scope and process for the Group's annual results for the year ended 31 December 2018 and reviewed the effectiveness of the risk management and assessment, financial reporting process and internal control system, respectively.

REMUNERATION COMMITTEE

The Company has established a remuneration committee on 5 November 2015 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The remuneration committee four members, namely Mr. Zhang Weilun, Ms. Chen Zhuo, Mr. Chan Wai Cheung, Admiral and Mr. Chan Ka Leung, Kevin. Mr. Zhang Weilun is the chairman of the remuneration committee. The primary duties of the remuneration committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and approve recommendations on management remuneration.

董事委員會

審核委員會

本公司已遵照上市規則第3.21條以及上市規則附錄十四所載企業管治守則及企業管治報告於2015年11月5日成立審核委員會，並釐定其書面職權範圍。審核委員會由三名成員組成，分別為張維倫先生、陳偉璋先生及陳家良先生，彼等均為獨立非執行董事。陳偉璋先生為審核委員會主席，並為具備適當專業資格的獨立非執行董事。審核委員會的主要職責為審閱及監督本集團的財務報告程序及內部控制系統、監管審核程序及履行董事會委派的其他職責。

截至2018年12月31日止年度內，有三次審核委員會會議舉行，各董事的個別出席率載列於「董事於會議的出席記錄」一節。

在會上，審核委員會成員主要審閱並與本公司外聘核數師討論本集團截至2017年12月31日止年度之全年業績及經審核綜合財務報表、本集團截至2018年6月30日止六個月業績之中期審閱範疇及程序、截至2018年6月30日止六個月之中期業績及本集團截至2018年12月31日止年度之全年業績審核範疇及程序，並分別檢閱風險管理以及評估、財務報告程序及內部監控系統的有效性。

薪酬委員會

本公司已遵照上市規則第3.25條以及上市規則附錄十四所載企業管治守則及企業管治報告於2015年11月5日成立薪酬委員會，並釐定其書面職權範圍。薪酬委員會由四名成員組成，分別為張維倫先生、陳卓女士、陳偉璋先生及陳家良先生。張維倫先生為薪酬委員會主席。薪酬委員會的主要職責為設立及審閱董事及高級管理層的薪酬政策及架構，以及批准有關管理層薪酬的建議。

The remuneration committee meets to determine the policy for the remuneration of Directors and assess the performance of executive directors and approving the terms of executive directors' service contracts. In determining the remuneration for Directors, the remuneration committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the desirability of performance-based remuneration.

During the year ended 31 December 2018, one remuneration committee meetings were held and the individual attendance of each director is set out in the section "Directors' Attendance Records At Meetings".

NOMINATION COMMITTEE

The Company has established a nomination committee on 5 November 2015 with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The nomination committee has four members, namely Mr. Liu Jian, Mr. Zhang Weilun, Mr. Chan Wai Cheung, Admiral and Mr. Chan Ka Leung, Kevin. Mr. Liu Jian is the chairman of the nomination committee. The primary duties of the nomination committee are to review the structure, size and composition of the Board and to make recommendations to the Board on the appointment of Directors of the Company.

During the year ended 31 December 2018, two nomination committee meeting was held and the individual attendance of each director is set out in the section "Directors' Attendance Records At Meetings".

NOMINATION POLICY

I. Objective

- 1.1 This Policy sets out the approach and procedures the board of the Company (the "Board") adopts for the nomination and selection of directors of the Company (the "Directors"), including the appointment of additional Directors, replacement of Directors, and re-election of Directors.

薪酬委員會舉行會議釐定董事薪酬政策及評估執行董事的表現，並批准執行董事的服務合約年期。釐定董事酬金時，薪酬委員會考慮到可比公司支付的薪金、董事付出的時間及職責，以及按表現釐定的薪酬是否適切等因素。

截至2018年12月31日止年度內，有一次薪酬委員會會議舉行，各董事的個別出席記錄載列於「董事於會議的出席記錄」一節。

提名委員會

本公司已遵照上市規則附錄十四所載企業管治守則及企業管治報告於2015年11月5日成立提名委員會，並釐定其書面職權範圍。提名委員會由四名成員組成，分別為劉建先生、張維倫先生、陳偉璋先生及陳家良先生。劉建先生為提名委員會主席。提名委員會的主要職責為審閱董事會的架構、規模及組成，以及就委任本公司董事向董事會提出推薦建議。

截至2018年12月31日止年度內，有兩次提名委員會會議舉行，各董事的個別出席記錄載列於「董事於會議的出席記錄」一節。

提名政策

I. 目標

- 1.1 本政策載列本公司董事會（「董事會」）所採納以提名及甄選本公司董事（「董事」）的方法及程序，包括委任額外董事、更換董事及重選董事。

II. Policy Statement

- 2.1 The Company recognises the importance of having a qualified and competent Board to achieve the Group corporate strategy as well as promote shareholder value.
- 2.2 The Company believes that a Board that possesses a balance of skill set, experience, expertise and diversity of perspectives enhances decision-making capability and the overall effectiveness of the Board. The Board is committed to ensuring that proper nomination and election processes are in place for the selection and nomination of Directors.

III. Selection Criteria

- 3.1 In the determination of the suitability of a candidate, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The Nomination Committee shall consider the following selection criteria and such other factors that it may consider appropriate for a position on the Board:
- (i) **Attributes Complementary to the Board:** The candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board.
 - (ii) **Business Experience & Board Expertise and Skills:** The candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management.
 - (iii) **Availability:** The candidate should have sufficient time for the proper discharge of the duties of a Director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities.

II. 政策聲明

- 2.1 本公司認識到擁有合資格及精幹的董事會對於實現本集團企業戰略及提升股東價值的重要性。
- 2.2 本公司認為，董事會擁有不同的技能、經驗、專長及多元化角度，提高董事會的決策能力及整體效率。董事會致力確保設立適當的提名及選擇程序，用於甄選及提名董事。

III. 甄選標準

- 3.1 於釐定候選人是否合適時，提名委員會應考慮候選人在資格、技能、經驗、獨立性、年齡、文化、種族及性別多樣性方面可為董事會帶來的潛在貢獻。提名委員會應考慮以下甄選標準及其認為適合董事會職位的有關其他因素：
- (i) **與董事會相輔相成：**考慮到董事會現有架構、規模、多元化及技能矩陣以及董事會需求，候選人應可補充及擴展董事會整體技能、經驗及專長。
 - (ii) **業務經驗及董事會專長與技能：**候選人應有能力作出正確的商業判斷，並於董事職務方面擁有備受認可的成就及經驗，包括對管理層的有效監督及指引。
 - (iii) **時間充裕：**候選人應有充足的時間適當履行董事職責，包括投入足夠的時間籌備及參加會議、培訓及其他董事會或本公司相關活動。

- | | |
|---|---|
| <p>(iv) Motivation: The candidate should be self-motivated and have a strong interest in the Company's businesses.</p> | <p>(iv) 積極性: 候選人應積極主動，對於本公司業務有濃厚興趣。</p> |
| <p>(v) Integrity: The candidate should be a person of integrity, honesty, good repute and high professional standing.</p> | <p>(v) 誠信: 候選人應誠信、誠實、聲譽良好及高度專業。</p> |
| <p>(vi) Independence: Independent non-executive director ("INED") candidates must satisfy the independence requirements under the Listing Rules. The INED candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company.</p> | <p>(vi) 獨立性: 獨立非執行董事(「獨立非執行董事」)候選人應符合上市規則的獨立性規定。獨立非執行董事候選人應具備獨立性及判斷力，並能代表本公司全體股東的最佳利益行事。</p> |

The above criteria are for reference only and are not meant to be exhaustive or decisive. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

以上標準僅供參考，並非詳盡無遺或具有決定性意義。於甄選董事會候選人時，董事會應考慮多元化董事會的裨益。

IV. Nomination Procedures

4.1 Appointment of New and Replacement Directors

- (i) If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.
- (ii) Upon compilation and interview of the list of potential candidates, the Nomination Committee will shortlist candidates for consideration by the Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.

IV. 提名程序

4.1 委任新董事及更換董事

- (i) 倘董事會決定須委任額外董事或更換董事，其將透過多種渠道物色合適的董事候選人，包括本公司董事、股東、管理層、顧問及外部獵頭公司轉介。
- (ii) 於編製及面試潛在候選人名單後，提名委員會根據甄選標準及其認為適當的有關其他因素，將候選人列入最終候選人名單供董事會考慮。董事會擁有確定委任合適董事候選人的最終權利。

4.2 Re-election of Directors and Nomination from Shareholders

- (i) Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.
- (ii) Shareholder(s) may nominate a candidate to stand for election as a director at a general meeting in accordance with the “Procedures for shareholders to propose a person for election as a director of the Company” published by the Company from time to time.

V. Review and Monitoring

- 5.1 The Board will from time to time review this Policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice.

BOARD DIVERSITY

The Company recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining an effective Board to enhance the quality of its performance. The Board has adopted the Board Diversity Policy with an aim to promote broad experience and diversity on the Board.

In designing the Board composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Board has reviewed, through the Nomination Committee, the structure, size, composition and diversity of the Board as well as the nomination and appointment procedure of directors during the year.

4.2 重選董事及股東提名

- (i) 倘退任董事符合資格並願意膺選連任，董事會應予以考慮，倘認為合適，則建議有關退任董事於股東大會膺選連任。於股東大會前，將根據上市規則向股東寄發載有相關退任董事規定資料的通函。
- (ii) 股東可根據本公司不時刊發的「股東提名人士參選本公司董事的程序」提名候選人於股東大會參選董事。

V. 檢討及監督

- 5.1 董事會將不時檢討本政策及監督其實施情況，確保其持續有效以及遵守監管規定及良好企業管治常規。

董事會成員多元化

本公司明白並深信董事會成員多元化之裨益良多，並視提升董事會成員多元化水平為保持董事會有效運作，進而提升其表現質素的關鍵。董事會已採納董事會成員多元化政策，以使董事會成員具備廣泛經驗，提高多元化水平。

本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。

年內，董事會已透過提名委員會檢討董事會之架構、規模、組成及多元化情況以及董事會提名及委任程序。

DIRECTORS' ATTENDANCE RECORDS AT MEETINGS

The attendance records of each Director at various meetings held during the year ended 31 December 2018 are set out in the table below:

董事於會議的出席記錄

下表載列各董事於截至2018年12月31日止年度內所舉行各項會議的出席記錄：

Name 名稱	Audit Committee Meeting 審核委員會 會議	Remuneration Committee Meeting 薪酬委員會 會議	Nomination Committee Meeting 提名委員會 會議	Board Meeting 董事會 會議	AGM 股東 週年大會
Mr. Liu Jian (<i>Chairman</i>) 劉建先生 (主席)	N/A 不適用	N/A 不適用	1/2	5/7	1/1
Ms. Chen Zhuo 陳卓女士	N/A 不適用	1/1	N/A 不適用	7/7	1/1
Mr. Liang Bing 梁兵先生	N/A 不適用	N/A 不適用	N/A 不適用	7/7	1/1
Mr. Long Weimin 龍為民先生	N/A 不適用	N/A 不適用	N/A 不適用	6/7	1/1
Mr. Wei Zhe 衛哲先生	N/A 不適用	N/A 不適用	N/A 不適用	6/7	1/1
Ms. Wu Qimin 吳綺敏女士	N/A 不適用	N/A 不適用	N/A 不適用	1/7	0/1
Mr. Zheng Dong 鄭東先生	N/A 不適用	N/A 不適用	N/A 不適用	2/7	0/1
Mr. Zhang Weilun 張維倫先生	2/3	1/1	2/2	6/7	0/1
Mr. Chan Wai Cheung, Admiral 陳偉璋先生	3/3	1/1	2/2	5/7	1/1
Mr. Chan Ka Leung, Kevin 陳家良先生	3/3	1/1	2/2	7/7	1/1
Mr. Huang Anxin 黃安心先生	N/A 不適用	N/A 不適用	N/A 不適用	7/7	1/1

AUDITOR'S REMUNERATION

For the year ended 31 December 2018, the total fees paid/payable in respect of audit and non-audit services provided to the Group by Ernst & Young are set out below:

核數師酬金

截至2018年12月31日止年度，就安永會計師事務所向本集團提供核數及非核數服務已付／應付的費用總額載列如下：

		RMB'000 人民幣千元
Type of services:	服務類型：	
Audit services	審核服務	
Audit of the annual consolidated financial statements	審核年度綜合財務報表	1,900
Interim review of financial results for the six months ended 30 June 2018	截至二零一八年六月三十日止六個月財務業績的中期審核	1,100
Other assurance services	其他核證服務	1,678
		4,678

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES ON THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibility to prepare the accounts of the Group and other disclosures required under the Listing Rules and the management will provide information and explanation to the Board to enable it to make an informed assessment of the financial and other Board decisions.

A statement by the Company's independent external auditor, Ernst & Young, about their reporting responsibilities is included in the "Independent Auditor's Report" in this Annual Report.

COMPANY SECRETARY

The Company Secretary supports the chairman, Board and Board committees by developing good corporate governance practices and procedures. The Company Secretary of the Company was an employee of the Company and the Company did not engage an external service provider as its company secretary. The Company Secretary took no less than 15 hours of the relevant professional training during the year ended 31 December 2018.

董事及核數師對財務報表的責任

董事確認其有責任編製本集團的賬目及上市規則規定的其他披露資料，而管理層將向董事會提供資料及解釋，使其可對財務及其他董事會決策作出知情的評估。

有關本公司的獨立外聘核數師安永會計師事務所對其報告責任的陳述，載於本年報的「獨立核數師報告」內。

公司秘書

公司秘書支援主席、董事會及董事委員會，提供良好的企業管治常規及程序。本公司的公司秘書為本公司僱員，本公司並無委聘外部服務供應商為其公司秘書。公司秘書於截至2018年12月31日止年度已接受不少於15小時的相關專業培訓。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is accountable for overseeing the Group's risk management and internal control systems and reviewing its effectiveness, while the management and other personnel are responsible for implementing and maintaining the internal controls systems that covers governance, compliance, risk management, financial and operational controls to safeguard the Group's assets and stakeholders' interests. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, and not absolute assurance against material misstatement or loss.

A. Risk Management and Internal Control Review

During the financial year ended 31 December 2018, the Board has conducted an annual review on the effectiveness of the Group's risk management and internal control systems. The following is the summary of the Internal Control and Risk Management Report.

This report summarizes our assessment and procedures for the Company's risk management, and its internal control is considered to be sufficient and at low risk. This report also aims to assist the Company to recognize its internal control weakness in relevant financial procedures, systems and internal controls area.

Our assessment commencing from assessing the over compliance system and risk management control, the financial reporting and disclosure control, and the operating controls of the Company. Approaches include interviews with management, reviewing on relevant documents, walkthroughs of processes, tests on selected operating samples, and a follow-up assessment after implementation of recommendation on internal control issues.

風險管理及內部監控

董事會負責監察本集團之風險管理及內部監控系統，並審閱其有效性，而管理層及其他人員則負責實施及維持內部監控系統，範疇涵蓋管治、合規、風險管理、財務及營運監控，以保障本集團資產及持份者之利益。該系統之設計目的旨在管理而非徹底消除未能實現業務目標之風險，且僅能提供合理而非絕對地保證不存在重大錯誤陳述或損失。

A. 風險管理及內部監控檢討

截至2018年12月31日止年度內，董事會對本集團風險管理及內部監控系統的有效性進行了年度檢討。以下為該風險管理及內部監控檢討的概要。

本報告概括了我們對本公司風險管理的評估及程序，而其內部監控被視為足夠且低風險。本報告亦旨在協助本公司確認其在相關財務程序、系統及內部監控範疇的內部監控弱點。

我們的評估工作從評估本公司守規系統及風險管理控制、財務報告和披露控制及經營控制入手。評估手法包括與管理層面談，審閱相關文件，走查程序，對選定經營樣本作測試，以及對實施針對內部監控問題的推薦建議後作跟進評估。

We have performed annual enquiries, reviewed of company's documents, and on-site inspection to identify and understand the extent of the risks. The Board of Directors has full responsibility to set up a strategy when designing a system of internal controls that eliminate risk and achieve business objectives. In our findings, an Internal Control and Risk Management basic framework is established and it consists of effectiveness and efficiency of operation; reliability of financial reporting; and compliance with applicable laws and regulations. An Operation Manual is also imposed for employees to comply with applicable laws and all in-house procedures and practices.

On an annual basis, the Department Heads review and update their risk registers; discussion sessions are then led by the Chief Executive. Control activities are built on top-level reviews, segregation of duties and physical controls by documenting all control process in policies and procedures to limit delegation of authority, identifying the material risks, planning the action items, and finalizing the budget and business objectives through variance analyses. The Company Secretary and legal advisor are also responsible to review adherence to the laws, while the Board is responsible to delegate roles and authorities to the Board members and senior management and ensure they understand them.

For employee risk management, the Code of Conduct and Business Ethics are set out; training sessions are regularly held to reiterate the Company's zero tolerance approach to bribery and proper business ethics.

B. Internal Audit Function

During the financial year ended 31 December 2018, the Company has an internal audit department which consists of 2 employees to monitor the daily operations of the Group. Besides, the Company also appointed an internal control advisor (the "IC Advisor") to perform internal audit for the Group during the financial year ended 31 December 2018. The IC Advisor reported to the Audit Committee and to the Company's management. The IC Advisor conducted its internal audit review activities according to the endorsed internal audit plan during the financial year ended 31 December 2018. The IC Advisor reported the internal audit findings and recommendations to both the Audit Committee and the management of the Group. The management of the Group agreed on the internal audit findings and adopted the recommendations by the IC Advisor accordingly.

我們進行了年度查詢、公司文件審視及實地視察，以便識別並了解風險程度。董事會有全面責任制定策略以設計出一個可消除風險並能達致業務目標的內部監控系統。在我們的查詢結果中，內部監控及風險管理基本框架已經確立，其中包含營運有效性及效率；財務報告可靠性；以及遵守適用法律法規的合規性。亦有製發營運手冊供僱員使用，以便僱員遵守適用法律法規及所有內部程序和常規。

部門主管會每年檢討並更新其風險登記冊，然後在行政總裁領導下開會討論。控制活動建基於高層檢討、職責分工及實質控制(以文件記錄所有政策和程序上的控制流程，從而限制權力下放，識別重大風險、規劃行動項目及通過方差分析釐定預算及業務目標。公司秘書和法律顧問亦負責審視有否守法，而董事會則負責分配角色及授權予董事會成員及高級管理層，確保各人明白。

僱員的風險管理方面，本公司已制定操守守則及商業道德準則，並定期舉行集訓，重申公司對賄賂零容忍及宣揚正當商業道德的立場。

B. 內部審核職能

於截至2018年12月31日止財政年度內，本公司設有內部審核部門，由兩名僱員組成，以監管本集團的日常營運。此外，於截至2018年12月31日止財政年度，本公司亦委任內部監控顧問(「內部監控顧問」)對本集團進行內部審核。內部監控顧問向審核委員會及本公司之管理層匯報。於截至2018年12月31日止財政年度內，內部監控顧問根據已背書內部審核計劃進行其內部審核審閱活動。內部監控顧問向審核委員會及本集團管理層匯報內部審核結果及推薦建議。本集團管理層同意內部審核結果並據此採納內部監控顧問之推薦建議。

C. Management's confirmation on risk management

Based on the risk management mechanism and internal audit review activities mentioned in the aforementioned paragraphs, the management of the Group had provided a confirmation to the Board that the Group had maintained an effective risk management mechanism and internal control system during the financial year ended 31 December 2018.

No significant areas of concern that may affect the financial, operational, compliance controls, internal audit, risk management and internal controls functions of the Group were identified. There is no material weakness in the internal control of the Company identified.

The Board and the Audit Committee, continue to evaluate the adequacy of resources, qualifications and experience of staff in the Group's accounting and financial reporting and internal audit functions, as well as that function's training programs and budget. Based on its annual review, the Board and the Audit Committee are not aware of any material deficiencies in the effectiveness of risk management and internal control for the year ended 31 December 2018 and consider them effective and adequate.

SHAREHOLDER RIGHTS

Convening an extraordinary general meeting ("EGM") and putting forward proposals at EGM

Pursuant to Article 58 of the Article of Association of the Company, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of the requisition the Board fail to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

C. 管理層之風險管理確認

根據風險管理機制及上文各段所述之內部審核審閱活動，本集團管理層已向董事會確認，指本集團於截至2018年12月31日止財政年度已維持有效的風險管理機制及內部監控系統。

概無識別出可能影響本集團財務、營運、合規監控、內部審計、風險管理及內部監控職能的重大關注範圍。本公司內部監控並無識別出重大缺陷。

董事會及審核委員會繼續評估員工的資源、資歷及經驗是否足以擔任本集團的會計及財務報告以及內部審核職能，以及評估該職能的培訓課程及預算。根據其年度審閱，董事會及審核委員會並不知悉截至2018年12月31日止年度風險管理及內部監控的效能出現任何重大缺失，並認為其屬有效充足。

股東權益

召開股東特別大會（「股東特別大會」）及於股東特別大會上提呈建議

根據本公司組織章程細則第58條，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈該要求後二十一日內，董事會未有召開該大會，則遞請要求人士可自行以同樣方式召開大會，而該遞請要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向該遞請要求人士作出償付。

Procedures for directing shareholders' enquiries to the Board

The annual report and the Company's website provide the contact details of the Company. Shareholders may at any time send their enquiries and concerns to the Board in writing. Shareholders may also make enquiries with the Board at the general meetings of the Company.

Procedures for putting forward proposals at general meetings by shareholders

There are no provisions allowing shareholders to put forward proposals at the general meeting under the Cayman Islands Company Laws or the Articles of Association of the Company. Shareholders may follow the procedures set out in the preceding paragraph to convene an EGM for any business specified in such written requisition.

INVESTOR RELATIONS

The Company continue to maintaining a high level of transparency in communicating with shareholders and investors through diversified communication channels, including (i) printed copies of corporate communications (including but not limited to annual reports, interim reports, notice of meetings, circulars and proxy forms) required under the Listing Rules, and shareholders can choose to receive such documents using electronic means through the Company's website (www.gdzawy.com); (ii) the annual general meeting provides a forum for shareholders to raise questions with the Board; (iii) the Company's website contains the announcements, latest data and information of the Group, so that the shareholders and investors can access and inspect the information of the Company in a timely manner; (iv) analyse briefings are arranged from time to time to update shareholders and investors on the Group's performance.

The Company has not made any changes to the Company's Memorandum and Articles of Associations on or after the Listing Date. A latest version of the Company's Memorandum and Articles of Association is also available on the website of the Company and Hong Kong Exchanges and Clearing Limited.

向董事會傳達股東查詢的程序

年報及本公司網站載有本公司的聯絡詳情。股東可隨時向董事會發出書面查詢及問題。股東亦可於本公司股東大會上向董事會作出查詢。

股東於股東大會上提呈建議的程序

開曼群島公司法或本公司的組織章程細則並無批准股東於股東大會上提呈建議的條文。股東可按照上一段所述程序召開股東特別大會，以處理書面要求註明的任何事項。

投資者關係

本公司透過多元化的溝通渠道，繼續在與股東及投資者的溝通方面維持高透明度，包括(i)上市規則規定的公司通信印刷本(包括但不限於年報、中期報告、會議通知、通函及代表委任表格)，而股東可選擇以電子方式通過本公司網站(www.gdzawy.com)收取該等文件；(ii)股東週年大會為股東提供向董事會發問的討論場所；(iii)本公司的網站載有本集團的公告、最新數據及資訊，以供股東及投資者不時查閱本公司資訊；(iv)不時安排分析師簡介會，以向股東及投資者更新本集團表現。

本公司於上市日期或之後並無更改本公司的組織章程大綱及細則。本公司組織章程大綱及細則的最新版本可於本公司及香港交易及結算有限公司網站查閱。

DIRECTORS' REPORT

董事會報告

The Directors have pleasure in presenting its annual report together with audited consolidated financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Its subsidiaries are primarily engaged in the provision of property management services and property management consulting services. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the business and a discussion 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 "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" sections of this Annual Report. The above sections form part of this report.

During the year, the Company has complied with all the relevant laws and regulations that have a significant impact on the operations of the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to reducing emissions and minimizing negative environmental impacts through the implementation of the environmental management system ("EMS") across our properties. The Group's EMS is certified to the international standard ISO14001. Apart from complying with all relevant international and local regulations, the Group regularly identify potential environmental risks and strive for continuous improvement. The key environmental concerns from the Group's operations relate to resource use and waste management. The Group have implemented relevant initiatives, such as implementation of metering systems to monitor the energy and water consumption, installation of LED lighting and energy efficient water pumps. The Group also promote environmental protection awareness to its employees and property owners through posting reminders and providing recycle bins.

董事謹此欣然呈列截至2018年12月31日止年度之年報及經審核綜合財務報表。

主要業務及業務回顧

本公司的主要業務為投資控股，其附屬公司主要從事提供物業管理服務及物業管理諮詢服務業務。香港公司條例附表5要求對該等活動的進一步討論及分析，包括對業務的中肯審視、對本集團的主要風險及不確定性的概述、自2018財政年度終結後發生且會對本集團構成影響的重大事件詳情及對本集團業務可能的未來發展規劃，載於本年報的「主席報告」、「管理層討論與分析」及「企業管治報告」中。以上章節構成本報告之一部分。

年內，本公司已遵守所有對本集團營運有重大影響的相關法律及法規。

環境政策及表現

本集團透過於我們旗下物業實施環境管理系統，致力減排及盡量減少對環境造成的負面影響。本集團的環境管理系統（「環境管理系統」）獲得國際準則ISO14001認證。除恪守所有相關國際及地方規例外，本集團亦定期識別潛在環境風險，不斷積極改善。本集團營運對環境造成的影響主要與資源使用及廢物管理有關。本集團已推行相關倡議措施，例如實施測量系統監察能源及水消耗量、安裝LED照明及能源效益泵水機。本集團亦透過張貼提示及提供回收箱，向僱員及物業擁有人傳達環保意識。

The Group obtain the certification from OHSAS18001 occupational health and safety management system. The Group prides itself on providing a safe, effective and congenial work environment and it values the health and well-being of its staff. Adequate arrangements, training and guidelines have been implemented to ensure its working environment is healthy and safe.

The Company's Environmental, Social and Governance Report, regarding the same period covered in this annual report, will be posted on the websites of the Stock Exchange and the Company within three months from the publication of this annual report.

KEY RELATIONSHIPS WITH ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group has maintained a good relationship with its employees, customers and suppliers:

Employees: Employees are the most valuable asset for the Group. The Group therefore strive to create a motivated workplace by providing employees a safe and healthy working environment, and a fair workplace with a prospective career. The Group also emphasis on its employees' work-life balance, and organized various activities throughout the year.

Customers: The Group is committed to upholding excellence in its service quality in each and every part of the services, and providing a feel-at-home experience to build customer connection. Various communication channels are set up to listen to its customers' opinions.

Suppliers: The success of the Group highly depends on the quality of products and services obtained from them, hence, the Group developed procurement procedures to select and assess its suppliers carefully.

More details will be disclosed in the Company's Environmental, Social and Governance Report, which will be posted on the websites of the Stock Exchange and the Company within three months from the publication of this annual report.

本集團已取得OHSAS18001職業健康安全控制系統認證。本集團以提供安全、有效及合宜的工作環境為榮，並重視員工的健康及福祉。本集團已實施足夠安排、培訓及指引，確保工作環境健康安全。

本公司關於本年報所涵蓋同期的環境、社會及管治報告，將於本年報刊發後三個月內在聯交所及本公司網站載貼。

與其僱員、客戶及供應商之主要關係

本集團與其僱員、客戶及供應商維持良好關係：

僱員： 僱員乃本集團最寶貴的資產，因此本集團努力透過為僱員提供安全、健康及公平的工作環境和明朗的職業前景，締造令人鼓舞的工作場所。本集團亦重視僱員工作與生活平衡，因此年內組織了多項活動。

客戶： 本集團致力保持其每項服務的優質水準，並提供賓至如歸的體驗，以建立客戶網絡，並設立多個溝通渠道，以聆聽客戶的意見。

供應商： 本集團的成功在很大程度上取決於其所提供的產品及服務的質量，因此本集團已制定採購程序，謹慎挑選及評估供應商。

更多詳情將於本公司的環境、社會及管治報告披露，該報告將於本年報刊發後三個月內在聯交所及本公司網站載貼。

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 78 of this annual report.

The Board recommended the payment of a final dividend of HK2.5 cents per share for the year ended 31 December 2018 ("Proposed Final Dividend") (2017: HK5.0 cents) to the shareholders whose names appear on the register of members of the Company on 6 June 2019.

Subject to the approval by the shareholders of the Company at the forthcoming annual general meeting of the Company (the "AGM"), the Proposed Final Dividend is expected to be payable on or about 20 June 2019. The aggregate amount shall be paid out of the Company's share premium account if the payment of the dividend is approved by the shareholders at the AGM.

DIVIDEND POLICY

I. Purpose

- 1.1 The Dividend Policy aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its profits as dividends to the shareholders of the Company.

II Principles and Guidelines

- 2.1 In considering the payment of dividends, there shall be a balance between retaining adequate reserves for the Group's future growth and rewarding the shareholders of the Company.
- 2.2 The Board shall also take into account, among other things, the following factors when considering the declaration and payment of dividends:
 - the Group's overall results of operation, financial condition, expected working capital requirements and capital expenditure requirements, liquidity position and future expansions plans;
 - the amount of retained profits and distributable reserves of the Company;

業績及股息

本集團截至2018年12月31日止年度的業績載於本年報第78頁綜合損益及其他全面收益表。

董事會建議就截至2018年12月31日止年度派付末期股息每股2.5港仙(「擬派末期股息」)(2017年：5.0港仙)予2019年6月6日名列本公司股東名冊內的股東。

待本公司股東在本公司應屆股東週年大會(「股東週年大會」)上批准後，預期擬派末期股息可於2019年6月20日或前後派付。如派付股息獲股東在股東週年大會上批准，總金額將自本公司股份溢價賬中撥付。

股息政策

I. 目的

- 1.1 股息政策旨在列明本公司擬採用有關向本公司股東宣派、支付或分派其溢利作為股息的原則及指引。

II. 原則及指引

- 2.1 考慮支付股息時，應在留存充足儲備供本集團未來發展與回饋本公司股東之間取得平衡。
- 2.2 董事會於考慮宣派及支付股息時亦應考慮(其中包括)下列因素：
 - 本集團整體經營業績、財務狀況、預期運營資金需求及資本開支要求、流動資金狀況及未來擴充計劃；
 - 本公司保留溢利及可分派儲備金額；

- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- any other factors that the Board deems relevant.

2.3 The declaration and payment of dividends by the Company is subject to any restrictions under the Companies Law of the Cayman Islands, the Company's memorandum and articles of association, the Listing Rules and any other applicable laws and regulations.

2.4 The Company does not have any pre-determined dividend distribution ratio. The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

2.5 The Dividend Policy shall in no way constitute a legally binding commitment by the Group in respect of its future dividend and/or in no way obligate the Group to declare a dividend at any time or from time to time.

III. Review of the Policy

- 3.1 The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and modify the Dividend Policy at any time.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 228.

DONATIONS

The Group had no charitable donations during the year ended 31 December 2018.

LOANS

Please refer to note 27 to financial statements of this annual report for details of the loans and borrowings of the Group as at 31 December 2018.

- 整體經濟狀況、本集團業務的商業週期及可能影響本集團業務或財務表現及狀況的其他內部或外部因素；及
- 董事會視為相關的任何其他因素。

2.3 本公司宣派及支付股息須受開曼群島公司法、本公司組織章程及細則、上市規則及任何其他適用法律法規的任何限制規限。

2.4 本公司並無任何預定派息比率。本公司過往派息記錄未必可作為釐定本公司日後宣派或支付股息水平的參考或基準。

2.5 股息政策絕不構成本集團關於未來股息的具法律約束力承擔及／或絕非本集團隨時或不時宣派股息的義務。

III. 檢討政策

- 3.1 董事會將持續檢討股息政策並保留權利全權酌情隨時更新、修訂及修改股息政策。

財務概要

本集團於過往五個財政年度的業績、資產及負債概要載於第228頁。

捐款

本集團於截至2018年12月31日止年度並無慈善捐款。

貸款

本集團於2018年12月31日之貸款及借款的詳情請參見本年報財務報表附註27。

DIRECTORS' REPORT

董事會報告

PROPERTY AND EQUIPMENT

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

SHARE CAPITAL

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

EQUITY-LINKED AGREEMENT

Save as disclosed in this annual report, there was no equity-linked agreement entered into by the Company during the year ended 31 December 2018.

DISTRIBUTABLE RESERVES

Pursuant to the relevant laws of Cayman Islands, distributable reserves of the Company as of 31 December 2018 amounted to RMB352.8 million (2017: RMB414.9 million).

DIRECTORS

The following is the list of Directors during the year and up to the date of this annual report.

Brief biographies of the current Directors of the Group are set out in the section headed "Directors and Senior Management Profile" of this annual report.

Executive Directors

Mr. Liu Jian (*Chairman and Chief Executive Officer*)
Ms. Chen Zhuo
Mr. Liang Bing
Mr. Long Weimin

Non-executive Directors

Mr. Wei Zhe
Ms. Wu Qimin
Mr. Zheng Dong

Independent Non-executive Directors

Mr. Zhang Weilun
Mr. Chan Wai Cheung, Admiral
Mr. Chan Ka Leung, Kevin
Mr. Huang Anxin

物業及設備

本集團物業及設備於年內的變動詳情載於財務報表附註14。

股本

本公司股本於年內的變動詳情載於財務報表附註29。

股票掛鈎協議

除本年報所披露外，截至2018年12月31日止年度內，本公司並無訂立任何股票掛鈎協議。

可供分派儲備

根據開曼群島相關法例，於2018年12月31日，本公司的可供分派儲備為人民幣352.8百萬元（2017年：人民幣414.9百萬元）。

董事

以下為年內及截至本年報日期的董事名單。

本集團現任董事的簡歷載於本年報「董事會及高級管理人員簡介」一節。

執行董事

劉建先生(主席兼行政總裁)
陳卓女士
梁兵先生
龍為民先生

非執行董事

衛哲先生
吳綺敏女士
鄭東先生

獨立非執行董事

張維倫先生
陳偉璋先生
陳家良先生
黃安心先生

Pursuant to Articles 84 of the Articles of Association of the Company, Mr. Long Weimin, Mr. Wei Zhe, Ms. Wu Qimin and Mr. Zhang Weilun shall retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the directors has an unexpired service contract with the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

Under the Articles, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance) in force for the benefit of the Directors throughout the year 2018 and as at the date of approval of this Directors' report, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he/she is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During the year 2018, no claims were made against the Director.

DIRECTORS' INTERESTS IN CONTRACT

There were no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries and holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

STATUS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, a confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). Based on such confirmations, the Company still considers all of the independent non-executive directors to be independent.

根據本公司組織章程細則第84條，龍為民先生、衛哲先生、吳綺敏女士及張維倫先生須於應屆股東週年大會上輪值退任，且符合資格並願意膺選連任。

董事服務合約

概無董事與本集團訂有任何本公司或其任何附屬公司不可於一年內不支付賠償(法定賠償除外)而終止的未屆滿服務合約。

獲准許的彌償條文

根據細則，本公司於2018年整年內為董事的利益設有獲准許的彌償條文(定義見公司條例第469條)，而於批准本董事會報告日期，根據該條文，本公司須向董事因其身為董事而涉及的任何法律訴訟而蒙受的任何責任、損失及產生的開支向董事作出彌償(惟就董事欺詐或不誠實而引致的訴訟尋求彌償則除外)。本公司已就公司業務所引致針對董事的法律行動投購董事及高級職員責任保險。保險範圍按年審閱。於2018年內，概無針對董事作出申索。

董事於合約的權益

於年末或年內任何時間，本公司或其任何附屬公司及控股公司並無訂立任何有關本集團業務且本公司董事直接或間接擁有重大權益的重大合約。

獨立非執行董事的狀況

本公司已收到各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條發出的獨立性確認函。基於該等確認函，本公司認為所有獨立非執行董事仍為獨立人士。

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

As of 31 December 2018, the interests of the Directors and their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), Chapter 571 of the Laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or which otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

Long positions

Interests in the shares and underlying shares of the Company

(i) Long position in Shares

Name of Director 董事姓名	Capacity in which interests were held 持有權益的身份	Number of shares 股份數目	Approximate percentage of interest 概約權益百分比
Mr. Liu Jian 劉建先生	Founder of discretionary trust, Interest in controlled corporation 全權信託創立人、受控法團權益	435,820,000 ⁽¹⁾	53.73%
Mr. Wei Zhe 衛哲先生	Interest in controlled corporation 受控法團權益	94,262,000 ⁽²⁾	11.62%

Notes:

- (1) Dawngate Limited ("Dawngate") holds 40% of the issued share capital of Qichang International Limited ("Qichang") and is taken to be interested in all the shares of Qichang and all the Shares of the Company held by Qichang for the purposes of Part XV of the SFO. The issued share capital of Dawngate is held as to 15% by Mr. Liu and 85% by Hilton Assets (PTC) Limited as trustee of the Liu Family Trust. Being the settlor of the Liu Family Trust, Mr. Liu is taken to be interested in all the Shares of the Company that the Liu Family Trust is interested under Part XV of the SFO.

董事及最高行政人員於股份、相關股份及債券的權益

截至2018年12月31日，董事及其聯繫人於本公司或任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）股份、相關股份及債券中擁有根據證券及期貨條例第352條須存置的登記冊所記錄，或根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益如下：

好倉

於本公司股份及相關股份的權益

(i) 股份中的好倉

Name of Director 董事姓名	Capacity in which interests were held 持有權益的身份	Number of shares 股份數目	Approximate percentage of interest 概約權益百分比
Mr. Liu Jian 劉建先生	Founder of discretionary trust, Interest in controlled corporation 全權信託創立人、受控法團權益	435,820,000 ⁽¹⁾	53.73%
Mr. Wei Zhe 衛哲先生	Interest in controlled corporation 受控法團權益	94,262,000 ⁽²⁾	11.62%

附註：

- (1) 旭基有限公司（「旭基」）持有啟昌國際有限公司（「啟昌」）已發行股本的40%，根據證券及期貨條例第XV部，旭基被視為於啟昌所有股份及啟昌所持所有本公司股份中擁有權益。旭基的已發行股本由劉先生持有15%及由Hilton Assets (PTC) Limited以劉氏家族信託的受託人身份持有85%。根據證券及期貨條例第XV部，劉先生身為劉氏家族信託的創立人，被視為於劉氏家族信託擁有權益的所有本公司股份中擁有權益。

(2) Central Oscar is held as to approximately 95.5% and 4.5% by Vision Knight Capital (China) Fund II, L.P. and Vision Knight Capital (China) Entrepreneur Fund II, L.P. respectively, both of which are managed by VKC, an exempted limited partnership registered under the laws of the Cayman Islands, the general partner of which is VKC (China) GP II Ltd. VKC (China) GP II Ltd. is wholly-owned by VKC Cayman II Ltd. Both of VKC (China) GP II Ltd and VKC Cayman II Ltd are limited companies incorporated under the laws of the Cayman Islands. VKC Cayman II Ltd is wholly owned by Mr. Wei Zhe. Under the SFO, each of VKC, VKC (China) GP II Ltd, VKC Cayman II Ltd, and Mr. Wei Zhe is deemed to be interested in the 94,262,000 Shares of the Company held by Central Oscar.

(2) Central Oscar 分別由 Vision Knight Capital (China) Fund II, L.P. 及 Vision Knight Capital (China) Entrepreneur Fund II, L.P. 持有約 95.5% 及 4.5%，而兩者均由 VKC（為根據開曼群島法律註冊的獲豁免有限責任合夥企業）管理，其一般合夥人為 VKC (China) GP II Ltd。VKC (China) GP II Ltd. 乃由 VKC Cayman II Ltd. 全資擁有。VKC (China) GP II Ltd 及 VKC Cayman II Ltd 為根據開曼群島法律註冊成立的有限公司。VKC Cayman II Ltd 由衛哲先生全資擁有。根據證券及期貨條例，VKC、VKC (China) GP II Ltd、VKC Cayman II Ltd 及衛哲先生各被視為於 Central Oscar 所持 94,262,000 股本公司股份中擁有權益。

(ii) Long position in underlying Shares

(ii) 相關股份中的好倉

Name of Director 董事姓名	Capacity in which interests were held 持有權益的身份	Number of underlying Shares 相關股份數目	Approximate percentage of interest 概約權益百分比
Mr. Liu Jian 劉建先生	Beneficial owner 實益擁有人	1,809,000	0.22%
Ms. Chen Zhuo 陳卓女士	Beneficial owner 實益擁有人	1,809,000	0.22%
Mr. Liang Bing 梁兵先生	Beneficial owner 實益擁有人	1,809,000	0.22%
Mr. Long Weimin 龍為民先生	Beneficial owner 實益擁有人	1,809,000	0.22%
Mr. Wei Zhe 衛哲先生	Beneficial owner 實益擁有人	16,000,000	1.97%

Save as disclosed above, as of 31 December 2018, none of the Directors nor their associates had any interests or short positions in the shares, underlying shares and debenture of the Company or any associated corporations.

除上述披露者外，於2018年12月31日，概無董事或其聯繫人於本公司或任何相聯法團的股份、相關股份及債券中擁有任何權益或淡倉。

SHARE OPTION SCHEME OF THE COMPANY

Pursuant to the written resolution of the Shareholders passed on 20 April 2015, the Company granted the Pre-IPO Share Option to 380 eligible participants to subscribe for 80,000,000 shares as incentives or rewards for their contribution to the Group. Further details of the Pre-IPO Share Option Scheme and the share options granted are disclosed in note 30 to financial statements.

SHARE AWARD SCHEME

As announced by the Company on 20 June 2017, the Board resolved to adopt a share award scheme (the "Share Award Scheme") which has taken effect immediately.

The purposes and objectives of the Share Award Scheme are to recognise the contributions by certain employees of the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

The maximum number of shares that may be awarded under the Share Award Scheme during its term is limited to 3% of the issued shares capital of the Company as at the Adoption Date of 20 June 2017. The maximum number of Shares which may be awarded to a Selected Person under the Share Award Scheme shall not exceed 1% of the issued share capital of the Company as at the Adoption Date.

Pursuant to the Share Award Scheme, new Awarded Shares may be allotted and issued to the Administration Committee or the Trustee under general mandates granted or to be granted by the Shareholders at general meetings of the Company from time to time and be held in trust for the Selected Persons until the end of each vesting period. The issue price of such new Shares shall be at the nominal value of Shares. When the Selected Person has satisfied all vesting conditions specified by the Board at the time of making the Award and become entitled to the Awarded Shares, the Administration Committee or the Trustee shall transfer the relevant Awarded Shares to that Selected Person.

本公司的購股權計劃

根據股東於2015年4月20日通過的書面決議案，本公司向380名合資格參與者授出首次公開發售前購股權，以認購80,000,000股股份，作為彼等對本集團作出貢獻的獎勵或獎賞。有關首次公開發售前購股權計劃及已授出購股權的進一步詳情於財務報表附註30披露。

股份獎勵計劃

如本公司於2017年6月20日所公布，董事會議決採納股份獎勵計劃（「股份獎勵計劃」），並已即時生效。

股份獎勵計劃之目的及目標在於表彰本集團若干僱員之貢獻，並給予獎勵以挽留該等僱員為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。

根據股份獎勵計劃於計劃期限內可授出之股份數目最多為限於本公司於2017年6月20日採納日期之已發行股本3%。根據股份獎勵計劃可獎勵予個別經甄選人士之股份數目最多不得超過本公司於採納日期之已發行股本1%。

根據股份獎勵計劃，可根據股東於本公司股東大會上已授出或不時授出之一般授權向行政管理委員會或受託人配發及發行新獎勵股份，並以信託形式為經甄選人士持有，直至各歸屬期完結止。該等新股份之發行價應為股份之面值。當經甄選人士符合董事會授出獎勵時指定之所有歸屬條件並有資格獲得獎勵股份後，行政管理委員會或受託人應將相關獎勵股份轉讓予經甄選人士。

During the year, a total of 8,500,000 Awarded Shares were granted to 21 employees of the Group by way of allotment and issue of 8,500,000 new Shares to them. There is no other vesting condition imposed by the Board on the Selected Persons in relation to the award of 8,500,000 Awarded Shares. Further details of the Share Award Scheme are disclosed in note 30 to financial statements.

Unless otherwise defined in this section, the capitalized terms used in this section shall have the same meanings as those defined in the announcements made by the Company on 20 June 2017 and 22 June 2017 relating to the Share Award Scheme.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into with any individual, firm or body corporate during the year.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, no Directors had an interest in any business which competes or may compete with the business in which the Group is engaged.

年內，共有8,500,000股獎勵股份藉配發及發行8,500,000股新股份而授予本集團21名僱員。董事會就授出8,500,000股獎勵股份並無對經甄選人士施加其他歸屬條件。股份獎勵計劃之進一步詳情於財務報表附註30披露。

除本節另有界定外，本節所用詞彙與本公司於2017年6月20日及2017年6月22日所作有關股份獎勵計劃之公告具相同涵義。

管理合約

年內，本公司概無與任何個別人士、商號或法人團體訂立合約，以管理及經營本公司全部或任何重大部分業務。

董事於重大合約的權益

於年末或年內任何時間，本公司或其任何附屬公司或控股公司並無訂立任何與本集團業務有關且董事直接或間接擁有重大權益的重大合約。

董事於競爭業務的權益

年內，概無董事於與本集團所從業務構成競爭或可能構成競爭的任何業務中擁有任何權益。

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

A deed of non-competition (the “Deed of Non-Competition”) was entered into by Mr. Liu Jian, Dawngate Limited and Qichang International Limited (collectively, the “Controlling Shareholders”) in favor of the Company on 5 November 2015, pursuant to which each of the Controlling Shareholders will not, and will procure any of its/his associates and any company directly or indirectly controlled by he/it (not include any member of the Group) not to either on his/its own or in conjunction with any body corporate, partnership, joint venture or other contractual agreement, whether directly or indirectly, whether for profit or not, carry on, participate in, hold, engage in, acquire or operate, or provide any form of assistance to any person, firm or company (except members of the Group) to conduct any business which, directly or indirectly, competes or may compete with the business presently carried on by the Company or any of its subsidiaries or any other business that may be carried on by any of them from time to time during the term of the Deed of Non-competition, in Hong Kong or China and such other places as the Company or any of its subsidiaries may conduct or carry on business from time to time, including but not limited to provision of property management services, residential community O2O business and other related services.

The independent non-executive directors had reviewed the status of compliance and confirmed that the Controlling Shareholders have complied with all the undertakings under the Deed of Non-Competition for the year ended 31 December 2018.

控股股東的不競爭承諾

劉建先生、旭基有限公司及啟昌國際有限公司(統稱「控股股東」)於2015年11月5日以本公司為受益人訂立不競爭契據(「不競爭契據」)。據此，各控股股東將不會，並將促使其聯繫人以及其直接或間接控制的任何公司(不包括本集團任何成員公司)不會單獨或連同任何法團、合夥、合營或通過其他合約協議，直接或間接(無論是否為圖利)進行、參與、持有、從事、收購或經營，或向任何人士、商號或公司(本集團成員公司除外)提供任何形式的資助，以進行任何直接或間接與本公司或其任何附屬公司當前進行的業務，或在不競爭契據期間，本公司或其任何附屬公司不時在香港或中國及本公司或其任何附屬公司可能不時開展或從事業務的其他地方的任何其他業務構成競爭或可能構成競爭的任何業務，包括但不限於提供物業管理服務、住宅社區O2O業務及其他相關服務。

獨立非執行董事已審閱合規狀況，並確認控股股東於截至2018年12月31日止年度已遵守不競爭契據項下的所有承諾。

SUBSTANTIAL SHAREHOLDERS

As of 31 December 2018, the register of substantial shareholders maintained by the Company under section 336 of the SFO recorded that the following entities, other than the Directors of the Company, had an interest in the shares or underlying shares of the Company as follows:

Long positions

Name of shareholder 股東姓名／名稱	Capacity and nature of interest 身份及權益性質	Number of Shares/ underlying Shares 股份／相關 股份數目	Approximate percentage of interest 概約權益 百分比
Hilton Assets (PTC) Limited	Trustee 受託人	435,820,000 ⁽¹⁾	53.73%
Dawngate Limited 旭基有限公司	Interest in controlled corporation 受控法團權益	435,820,000 ⁽²⁾	53.73%
Qichang International Limited 啟昌國際有限公司	Beneficial owner 實益擁有人	435,820,000	53.73%
Vision Knight Capital (China) GP II, L.P.	Interest in controlled corporation 受控法團權益	94,262,000 ⁽³⁾	11.62%
Central Oscar Holdings Limited	Beneficial owner 實益擁有人	94,262,000	11.62%
Decision Holdings Limited	Beneficial owner 實益擁有人	54,000,000	6.66%
Shanghai Hengji Assets Management Center (L.P.) 上海恒璣資產管理中心(有限合夥)	Interest in controlled corporation 受控法團權益	54,000,000 ⁽⁴⁾	6.66%
Briarwood Capital Partners LP	Investment manager 投資經理	64,322,000	7.93%
Briarwood Capital Partners GP LLC	Interest in controlled corporation 受控法團權益	64,322,000 ⁽⁵⁾	7.93%

主要股東

於2018年12月31日，本公司根據證券及期貨條例第336條存置的主要股東名冊記載，以下實體（本公司董事除外）於本公司的股份或相關股份中擁有以下權益：

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DIRECTORS' REPORT

董事會報告

Notes:

- (1) The issued share capital of Dawngate is held as to 15% by Mr. Liu and 85% by Hilton Assets (PTC) Limited as trustee of the Liu Family Trust, a trust with Mr. Liu as founder and established in accordance with the laws of the Cayman Islands. The discretionary beneficiaries of the Liu Family Trust include Mr. Liu and immediate family members of Mr. Liu.
- (2) Dawngate holds 40% of the issued share capital of Qichang and is taken to be interested in all shares of the Company held by Qichang for the purposes of Part XV of the SFO. Each of Suiya Investment Limited, Signgain Limited and Onsure Limited, being the wholly-own investment holding company of Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin respectively, holds 20% of the issued share capital of Qichang.
- (3) Central Oscar is held as to approximately 95.5% and 4.5% by Vision Knight Capital (China) Fund II, L.P. and Vision Knight Capital (China) Entrepreneur Fund II, L.P. respectively, both of which are managed by VKC, an exempted limited partnership registered under the laws of the Cayman Islands, the general partner of which is VKC (China) GP II Ltd. VKC (China) GP II Ltd. is wholly-owned by VKC Cayman II Ltd. Both of VKC (China) GP II Ltd and VKC Cayman II Ltd are limited companies incorporated under the laws of the Cayman Islands. VKC Cayman II Ltd is wholly owned by Mr. Wei Zhe. Under the SFO, each of VKC, VKC (China) GP II Ltd, VKC Cayman II Ltd, and Mr. Wei Zhe is deemed to be interested in the 94,262,000 Shares of the Company held by Central Oscar.
- (4) Decision Holdings is wholly-owned by Shanghai Hengji Assets Management Center (L.P.), a limited partnership registered under PRC laws, the general partner of which is Shanghai Yidejin Investment Management Center (L.P.) ("Yidejin"), which is also a limited partnership registered under PRC laws. Yidejin is managed by Shanghai Yubo Investment Management Company Limited ("Yubo"), a limited company established in the PRC, which is a non-wholly owned indirect subsidiary of E-House (China) Holdings Limited. Under the SFO, each of Hengji, Yidejin and Yubo is deemed to be interested in the 54,000,000 Shares of the Company held by Decision Holdings Limited.
- (5) Briarwood Capital Partners LP is a limited partnership registered under the laws of United States of America, the general partner of which is Briarwood Capital Partners GP LLC, which is a limited company registered under the laws of United States of America. Briarwood Capital Partners GP LLC has 100% control over the partnership's affairs but it does not own 100% of the partnership. Under the SFO, Briarwood Capital Partners GP LLC is deemed to be interested in the 64,322,000 shares of the Company held by Briarwood Capital Partners LP.

附註：

- (1) 旭基的已發行股本由劉先生持有15%及由Hilton Assets (PTC) Limited以劉氏家族信託受託人身份持有85%，該信託的創立人為劉先生，並根據開曼群島法律成立。劉氏家族信託的全權受益人包括劉先生及其直系家屬。
- (2) 旭基持有啟昌已發行股本的40%，就證券及期貨條例第XV部而言，被視為於啟昌所持所有本公司股份中擁有權益。穗雅投資有限公司、得兆有限公司及安順有限公司分別為陳卓女士、梁兵先生及龍為民先生的全資投資控股公司，持有啟昌已發行股本的20%。
- (3) Central Oscar分別由Vision Knight Capital (China) Fund II, L.P. 及Vision Knight Capital (China) Entrepreneur Fund II, L.P. 持有約95.5%及4.5%，而兩者均由VKC（為根據開曼群島法律註冊的獲豁免有限責任合夥企業）管理，其一般合夥人為VKC (China) GP II Ltd。VKC (China) GP II Ltd. 乃由VKC Cayman II Ltd. 全資擁有。VKC (China) GP II Ltd及VKC Cayman II Ltd 為根據開曼群島法律註冊成立的有限公司。VKC Cayman II Ltd 由衛哲先生全資擁有。根據證券及期貨條例，VKC、VKC (China) GP II Ltd、VKC Cayman II Ltd 及衛哲先生各被視為於Central Oscar所持94,262,000股本公司股份中擁有權益。
- (4) Decision Holdings由上海恒機資產管理中心（有限合夥）（為根據中國法律註冊的有限合夥）全資擁有，其一般合夥人為上海易德臻投資管理中心（有限合夥）（「易德臻」）（亦為根據中國法律註冊的有限合夥）。易德臻由一間在中國成立的有限責任公司上海譽鉞投資管理有限公司（「譽鉞」）管理，該公司為易居（中國）控股有限公司的非全資間接附屬公司。根據證券及期貨條例，恒機、易德臻及譽鉞各被視為於Decision Holdings Limited所持54,000,000股本公司股份中擁有權益。
- (5) Briarwood Capital Partners LP為根據美利堅合眾國法律註冊的有限合夥，其一般合夥人為Briarwood Capital Partners GP LLC，該公司為根據美利堅合眾國法律註冊的有限公司。Briarwood Capital Partners GP LLC對該合夥的事務有100%控制權但非擁有該合夥的100%權益。根據證券及期貨條例，Briarwood Capital Partners GP LLC被視為於Briarwood Capital Partners LP所持64,322,000股本公司股份中擁有權益。

CONNECTED TRANSACTIONS

During the year ended 31 December 2018, the Group did not enter into any connected transactions or continuing connected transactions which need to be disclosed in this annual report under Rule 14A.49 of the Listing Rules.

關連交易

截至2018年12月31日止年度，本集團並無訂立任何關連交易或持續關連交易，須根據上市規則第14A.49條於本年報內披露。

MAJOR SUPPLIERS AND CUSTOMERS AND SUPPLIERS

The Group's major suppliers are sub-contractors providing relevant services for the Group's property management and sales assistance business lines. For the year ended 31 December 2018, the Group's largest supplier accounted for approximately 13.1% (2017: 13.4%) of the Group's total purchases, and the Group's five largest suppliers accounted for approximately 26.4% (2017: 28.7%) of the Group's total purchases.

The major customers of our property management business line include property developers, property owners and property owners' associations, while the major customers of the sales assistance business line include property developers. For the year ended 31 December 2018, the Group's largest customer accounted for approximately 3.5% (2017: 4.4%) of the Group's revenue, and the Group's five largest customers accounted for approximately 8.8% (2017: 9.8%) of the Group's revenue.

At all time during the year, none of the Directors, their associates or any shareholders of the Company which, to the knowledge of the Directors, owned more than 5% of the Company's issued share capital had an interest in any of the five largest suppliers or customers.

EMOLUMENT POLICY

The Group remunerates its employees based on their performance, experience and prevailing market rate.

The remuneration committee of the Company reviews and makes recommendations to the Board on terms of remuneration packages, bonuses and other compensation payable to Directors and senior management. Details of the remuneration of the Directors for the year ended 31 December 2018 are set out in note 9 to financial statements of this annual report.

PRE-EMPTIVE RIGHTS

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

主要供應商及客戶及供應商

本集團的主要供應商乃為本集團物業管理及協銷業務線提供相關服務的分包商。截至2018年12月31日止年度，本集團的最大供應商佔本集團總採購量約13.1%（2017年：13.4%），而本集團五大供應商佔本集團總採購量約26.4%（2017年：28.7%）。

本集團物業管理業務線的主要客戶包括物業發展商、業主及業主協會，而協銷業務線的主要客戶包括物業發展商。截至2018年12月31日止年度，本集團最大客戶佔本集團收益約3.5%（2017年：4.4%），而本集團五大客戶佔本集團收益約8.8%（2017年：9.8%）。

於年內任何時間，概無董事、其聯繫人或就董事所知擁有本公司已發行股本5%以上的任何本公司股東於任何五大供應商或客戶中擁有任何權益。

酬金政策

本集團按照僱員的表現、經驗及現行市場水平釐定僱員薪酬。

本公司的薪酬委員會審閱薪酬待遇條款、花紅及其他應付予董事及高級管理層的報酬，並就此向董事會提出推薦建議。截至2018年12月31日止年度的董事薪酬詳情載於本年報財務報表附註9。

優先購買權

本公司的組織章程細則或開曼群島法例概無有關優先購買權的條文，其要求本公司須按比例向現有股東提呈發售新股。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2018, no shares were repurchased.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2018.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme disclosed herein, at no time during the year was the Company, its holding company, fellow subsidiaries or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float during the year ended 31 December 2018 and up to the date of this report.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" of this annual report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2018 have been audited by Ernst & Young, Certified Public Accountants. A resolution will be submitted to the forthcoming AGM of the Company to re-appoint Ernst & Young as the auditors of the Company and to authorise the Directors to fix its remuneration.

On behalf of the Board

Liu Jian
Chairman

Hong Kong, 29 March 2019

購買、贖回或出售本公司上市證券

截至2018年12月31日止年度內概無股份被購回。

除上述所披露者外，於截至2018年12月31日止年度內，本公司或其任何附屬公司均無購買、出售或贖回本公司任何上市證券。

購買股份或債券之安排

除本節所披露的購股權計劃外，本公司、其控股公司、同系附屬公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體的股份或債券而得益。

足夠公眾持股量

根據本公司可公開取得的資料及就董事所知，本公司於截至2018年12月31日止年度內及直至本報告日期維持足夠的公眾持股量。

企業管治

有關本公司所採納企業管治常規之資料載於本年報(「企業管治報告」)一節。

核數師

截至2018年12月31日止年度的合併財務報表已由執業會計師安永會計師事務所審核。有關重新委任安永會計師事務所為本公司核數師及授權董事釐定其酬金的決議案將於本公司應屆股東週年大會上提出。

代表董事會

劉建
主席

香港，2019年3月29日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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Independent auditor's report

To the shareholders of Zhong Ao Home Group Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Zhong Ao Home Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 78 to 227, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

獨立核數師報告

致中奧到家集團有限公司股東

(於開曼群島註冊成立之有限公司)

意見

本所已審核列載於第78頁至第227頁中奧到家集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於2018年12月31日的綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表的附註，包括主要會計政策概要。

本所認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公允地反映了貴集團於2018年12月31日之綜合財務狀況及截至該日止年度的綜合財務表現及其綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

本所已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。本所就該等準則承擔的責任在本報告核數師就審計綜合財務報表承擔之責任部分中闡述。根據香港會計師公會的《職業會計師道德守則》(以下簡稱「守則」)，本所獨立於貴集團，並已履行守則中其他職業道德責任。本所相信，本所所獲得的審計憑證能充足及適當地為本所的審計意見提供基礎。

KEY AUDIT MATTERS

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

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

關鍵審計事項

關鍵審計事項乃根據本所的專業判斷，對本期間綜合財務報表的審計最為重要的事項。該等事項於本所審計整體綜合財務報表及出具意見時處理。本所不會對該等事項提供單獨意見。本所對下述各事項在審計中是如何處理的描述亦以此為背景。

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

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

本所如何在審計中處理關鍵審計事項

Impairment of trade receivables

貿易應收款項的減值

As at 31 December 2018, the gross balance of trade receivables amounted to RMB292,636,000 of which a provision for impairment amounting to RMB85,850,000 was made. The expected credit loss assessment of trade receivables involves management's significant judgement and estimation, such as the existence of disputes, historical payment record, forward-looking factors and any other available information that may impact the estimated expected credit loss. Therefore, we identify it as a key audit matter.

於2018年12月31日，貿易應收款項總額為人民幣292,636,000元，其中已作出減值撥備人民幣85,850,000元。貿易應收款項的預期信貸虧損評估涉及管理層的重大判斷及估計，例如存在爭議、歷史付款記錄、前瞻性因素以及可能影響估計預期信貸虧損的任何其他可用信息。因此，本所將其確定為關鍵審計事項。

Relevant disclosures are included in notes 3 and 22 to the consolidated financial statements.

相關披露納入綜合財務報表附註3及22。

We checked the ageing analysis of trade debtors prepared by the management and assessed the assumptions applied. We evaluated the existence of disputes, historical payment records, historical credit loss and forward-looking factors. We obtained and evaluated the historical observed default rates prepared by management to assess the overall provision for impairment. We have also assessed the adequacy of the Group's disclosures in the financial statements.

本所檢查管理層編製的貿易債務人的賬齡分析，並評估所應用的假設。本所評估糾紛的存在、歷史付款記錄、歷史信貸虧損及前瞻性因素。本所獲得並評估管理層編製的歷史觀察違約率，以評估減值的總體準備。本所亦評估貴集團在財務報表中披露的充分性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業的估值

As at 31 December 2018, the Group's investment properties amounted to RMB184,384,000. The Group recorded a net fair value gain of RMB3,216,000 for the year, which has been determined with reference to the valuations performed by an independent firm of professionally qualified valuers on the market approach. The valuation of the investment properties involves significant estimates and key assumptions on items such as the selection of comparable properties and market price.

於2018年12月31日，貴集團的投資物業為人民幣184,384,000元。貴集團錄得本年度公平淨值收益人民幣3,216,000元，乃參考某獨立專業合資格估值師行按市場法所進行估值而釐定。投資物業的估值涉及選取可比較物業及市場價格等項目的重大估計及關鍵假設。

In the absence of current prices in an active market for appropriate similar properties, the Group considers information from a variety of sources, including: an active market for properties of a different nature, condition or location, less active market transactions and discounted cash flows of rental income.

在欠缺相類物業的活躍市場的現行價格情況下，貴集團考慮來自多個不同源頭的資料，包括不同性質、條件或位置的物業的活躍市場、次活躍市場交易及租金收入折現現金流。

Relevant disclosures are included in notes 3 and 15 to the consolidated financial statements.

相關披露納入綜合財務報表附註3及15。

How our audit addressed the key audit matter

本所如何在審計中處理關鍵審計事項

We examined the objectivity, independence and competence of the external valuers. We checked the property related information and involved our valuation specialists to assist us in reviewing and assessing the underlying assumptions adopted by the valuers in their valuation, such as selection of comparable properties, market price and discounted cash flows of rental income. 本所檢驗了外聘估值師的客觀性、獨立性及擔任能力。本所檢查物業相關信息並加入本身估值專家協助審視及評估估值師於其估值所採納的相關假設，如選取可比較物業、市場價格及租金收入折現現金流等。

Key audit matter**關鍵審計事項****How our audit addressed the key audit matter****本所如何在審計中處理關鍵審計事項****Impairment of goodwill****商譽的減值**

The Group recorded goodwill of RMB155,456,000 as at 31 December 2018 arising from the acquisitions of business in 2018.

於2018年12月31日，貴集團錄得源於2018年收購業務的商譽人民幣155,456,000元。

Management is required to assess goodwill impairment on an annual basis. The impairment reviews performed by the Group's management include a number of significant judgements and estimates including those regarding cash generating units ("CGU") identification, operating profit forecasts, perpetuity growth rates and discount rates. Changes in these assumptions may have significant impact on the impairment assessment.

管理層須每年評估商譽減值。本集團管理層進行的減值檢討包括若干重大判斷及估計，包括有關現金產生單位（「現金產生單位」）識別、營運盈利預測、永續增長率及折現率。該等假設的變動可能對減值評估產生重大影響。

Relevant disclosures are included in notes 3 and 17 to the consolidated financial statements.

相關披露納入綜合財務報表附註3及17。

We obtained an understanding of the management's impairment model for goodwill and reviewed the key assumptions adopted by management, including those regarding CGUs identification, operating profit forecasts, perpetuity growth rates and discount rates. We tested the mathematical calculation of the forecasts and carrying values in management's impairment model and compared management's estimate of the recoverable amount with the carrying amount of each CGU.

本所向管理層了解其商譽減值模式並審視管理層所採納關鍵假設，包括該等有關識別現金產生單位、經營溢利預測、永久增長率及折現率。本所測試了預測及賬面值於管理層減值模式中的數學計算，並將管理層對可收回金額的估計與各現金產生單位的賬面值比較。

We compared short and long-term growth rates with the historical trends. We also considered the results of management's prior period forecasts. We involved our valuation specialists to assist us in assessing the perpetuity growth rate and discount rate for each CGU by comparing with past performance and relevant risk factors. We assessed the sensitivity analysis performed by the Company's management on the impact of changes in the key assumptions.

本所將短期長期增長率與歷史趨勢比較。本所又考慮管理層往期預測的結果。本所並加入估值專家協助評估各現金產生單位的永久增長率及折現率，方式為比較過往表現及相關風險因素。本所評估本公司管理層進行有關關鍵假設變動的影響的敏感度分析。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

納入年報的其他資料

貴公司董事需對其他資料負責。其他資料包括年報所載的資料，但不包括綜合財務報表及本所就此發出的核數師報告。

本所對綜合財務報表的意見並不涵蓋其他資料，本所亦不對其他資料發表任何形式的鑒證結論。

在本所審計綜合財務報表時，本所的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本所在審計過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於本所已執行的工作，如果本所認為其他資料有重大錯誤陳述，本所需要報告該事實。在這方面，本所沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而公允的綜合財務報表，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必需的內部控制負責。

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

貴公司董事在審核委員會協助下履行其監督貴集團財務報告擬備過程的責任。

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

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

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

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

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

核數師就審計綜合財務報須表承擔的責任

本所的目標，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任何重大錯誤陳述取得合理保證，並出具包括本所意見的核數師報告。本所僅向閣下（作為整體）報告，除此之外本報告別無其他目的。本所不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按《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，如果合理預期它們個別或滙總起來可能影響綜合財務報表使用者所作出的經濟決定，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，本所運用了職業判斷，保持了職業懷疑態度。本所亦：

- 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，以及取得充足和適當的審計憑證，作為本所意見的基礎。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比較因錯誤而導致的重大錯誤陳述的風險為高。
- 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。
- 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資料的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力構成重大疑慮。如果本所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對綜合財務報表中的相關披露資料的關注。假若有關的披露資料不足，則本所須出具非無保留意見的核數師報告。本所的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足適當的審核憑證，以就綜合財務報表發表意見。吾等負責指導、監督和執行貴集團的審核工作。本所須為本所的審核意見承擔全部責任。

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

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

本所與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括本所在審計期間識別出內部控制的任何重大缺陷。

本所亦向審核委員會作出聲明，指出本所已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響本所獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Cheung.

從與審核委員會溝通的事項中，本所釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審計事項。本所在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在本所報告中溝通某事項造成的負面後果超出產生的公眾利益，則本所決定不應在報告中傳達該事項。

出具獨立核數師報告的審計項目合夥人為吳翔。

Ernst & Young
Certified Public Accountants
Hong Kong

29 March 2019

安永會計師事務所
執業會計師
香港

2019年3月29日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 December 2018 截至2018年12月31日止年度

		Notes 附註	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
REVENUE	收益	6	1,023,011	977,552
Cost of sales	銷售成本		(740,906)	(680,715)
Gross profit	毛利		282,105	296,837
Other income and gains	其他收入及收益	6	30,809	20,617
Selling and marketing expenses	銷售及營銷開支		(5,539)	(6,394)
Administrative expenses	行政開支		(151,065)	(115,121)
Net impairment losses reversal/(recognised) on financial assets	金融資產減值虧損撥回/ (確認)淨額		1,672	(29,472)
Share of profits and losses of:	應佔以下利潤及虧損：			
Joint ventures	合營企業	18	2,895	2,645
Associates	聯營公司	19	(4)	(111)
Other expenses	其他開支		(1,641)	(10,282)
Finance costs	財務成本	8	(1,833)	(9,512)
PROFIT BEFORE TAX	除稅前利潤	7	157,399	149,207
Income tax expenses	所得稅開支	11	(50,449)	(49,919)
PROFIT FOR THE YEAR	年度利潤		106,950	99,288
Attributable to:	以下人士應佔：			
Owners of the parent	母公司擁有人	13	96,088	90,549
Non-controlling interests	非控股權益		10,862	8,739
			106,950	99,288
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔 每股盈利			
— Basic and diluted (RMB)	— 基本及攤薄(人民幣元)	13	0.119	0.113
TOTAL COMPREHENSIVE INCOME, NET OF TAX, FOR THE YEAR	年內除稅後全面收入		106,950	99,288
Attributable to:	以下人士應佔：			
Owners of the parent	母公司擁有人		96,088	90,549
Non-controlling interests	非控股權益		10,862	8,739
			106,950	99,288

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2018 於2018年12月31日

		Notes	2018	2017
		附註	2018年 RMB'000 人民幣千元	2017年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property and equipment	物業及設備	14	41,533	35,287
Investment properties	投資物業	15	184,384	163,592
Prepayments for acquisition of properties	收購物業的預付款項	16	7,958	14,738
Goodwill	商譽	17	155,456	105,560
Investments in joint ventures	於合營企業的投資	18	4,412	5,020
Investments in associates	於聯營公司的投資	19	3,175	2,689
Intangible assets	無形資產	20	90,837	94,836
Long-term deposits	長期按金		997	2,267
Deferred tax assets	遞延稅項資產	21	30,929	24,530
Total non-current assets	非流動資產總值		519,681	448,519
CURRENT ASSETS	流動資產			
Inventories	存貨		1,409	824
Trade and bills receivables	貿易應收款項及應收票據	22	207,826	190,932
Prepayments and other receivables	預付款項及其他應收款項	23	196,508	112,290
Cash and cash equivalents	現金及現金等價物	24	415,795	483,806
Total current assets	流動資產總值		821,538	787,852
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	25	47,687	44,965
Other payables and accruals	其他應付款項及應計費用	26	433,332	385,962
Interest-bearing bank borrowings	計息銀行借款	27	70,382	42,276
Tax payables	應付稅項		98,573	88,439
Total current liabilities	流動負債總額		649,974	561,642
NET CURRENT ASSETS	流動資產淨值		171,564	226,210
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		691,245	674,729

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2018 於 2018 年 12 月 31 日

		Notes 附註	2018 2018 年 RMB'000 人民幣千元	2017 2017 年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	21	25,376	26,059
Interest-bearing bank borrowings	計息銀行借款	27	41,459	58,693
Other long-term payable	其他長期應付款項	28	18,460	43,284
Total non-current liabilities	非流動負債總額		85,295	128,036
NET ASSETS	資產淨值		605,950	546,693
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT	母公司擁有人應佔權益			
Share capital	股本	29	6,689	6,619
Reserves	儲備		555,123	485,760
Non-controlling interests	非控股權益		561,812	492,379
			44,138	54,314
TOTAL EQUITY	權益總額		605,950	546,693

Liu Jian

劉建

Director

董事

Chen Zhuo

陳卓

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2018 截至2018年12月31日止年度

		Attributable to owners of the parent 本公司擁有人應佔									Non-controlling interests 非控股權益				Total equity 總計
		Issued capital 已發行股本	Treasury shares 庫存股份	Share premium 股份溢價	Capital redemption reserve 資本贖回儲備	Statutory reserve 法定儲備	Other reserve 其他儲備	Special reserve 特別儲備	Share option reserve 購股權儲備	Retained earnings/(Accumulated losses) 保留盈利/(累計虧損)	Sub-total 小計	Share option reserve of a subsidiary 一家附屬公司的購股權儲備	Non-controlling interests 非控股權益	Sub-total 小計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at 31 December 2017	於2017年12月31日	6,619	-	439,134	48	19,442	14,000	(66,128)	19,744	59,520	492,379	-	54,314	54,314	546,693
Effect of adoption of HKFRS 9 (note 2.2)	採納香港財務報告準則第9號的影響(附註2.2)	-	-	-	-	-	-	-	-	(15,990)	(15,990)	-	(3,076)	(3,076)	(19,066)
As at 1 January 2018 (restated)	於2018年1月1日(經重列)	6,619	-	439,134	48	19,442	14,000	(66,128)	19,744	43,530	476,389	-	51,238	51,238	527,627
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	96,088	96,088	-	10,862	10,862	106,950
Capital contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	-	-	3,678	3,678	3,678
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	-	1,318	1,318	1,318
Transfer	轉撥	-	-	-	-	13,391	-	-	-	(13,391)	-	-	-	-	-
Contract to acquire remaining interests in a subsidiary	訂約收購一家附屬公司其餘權益	-	-	-	-	-	-	18,035	-	-	18,035	-	(18,035)	(18,035)	-
Recognition of equity-settled share-based payments	確認以權益結算的股份付款	70	-	5,455	-	-	-	-	418	-	5,943	-	-	-	5,943
2018 Interim dividend	2018年中期股息	-	-	-	-	-	-	-	-	(33,984)	(33,984)	-	-	-	(33,984)
Dividends to non-controlling interests	非控股權益股息	-	-	-	-	-	-	-	-	-	-	-	(4,096)	(4,096)	(4,096)
Disposal of a subsidiary	出售一家附屬公司	-	-	-	-	-	-	-	-	-	-	-	(203)	(203)	(203)
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	(376)	-	-	(376)	-	(624)	(624)	(1,000)
Share options forfeited	已沒收購股權	-	-	-	-	-	-	-	(283)	-	(283)	-	-	-	(283)
As at 31 December 2018	於2018年12月31日	6,689	-	444,589*	48*	32,833*	14,000*	(48,469)*	19,879*	92,243*	561,812	-	44,138	44,138	605,950
As at 1 January 2017 (as previously stated)	於2017年1月1日(如先前所列)	6,549	(3)	433,481	45	5,870	14,000	(79,682)	22,975	(17,457)	385,778	1,925	62,363	64,288	450,066
Adjustment on correction of an error (note 4)	差錯更正之調整(附註4)	-	-	-	-	-	-	-	-	-	-	-	(6,620)	(6,620)	(6,620)
As at 1 January 2017 (restated)	於2017年1月1日(如重列)	6,549	(3)	433,481	45	5,870	14,000	(79,682)	22,975	(17,457)	385,778	1,925	55,743	57,668	443,446
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	90,549	90,549	-	8,739	8,739	99,288
Shares cancelled (note 29)	已註銷股份(附註29)	(3)	3	-	3	-	-	-	-	-	3	-	-	-	3
Acquisition of a subsidiary not constituting a business combination	收購一家附屬公司(不構成業務合併)	-	-	-	-	-	-	-	-	-	-	-	3,386	3,386	3,386
Transfer	轉撥	-	-	-	-	13,572	-	-	-	(13,572)	-	-	-	-	-
Contract to acquire remaining interests in a subsidiary	訂約收購一家附屬公司其餘權益	-	-	-	-	-	-	13,554	-	-	13,554	-	(13,554)	(13,554)	-
Recognition of equity-settled share-based payments	確認以權益結算的股份付款	73	-	5,653	-	-	-	-	2,486	-	8,212	-	-	-	8,212
Share options forfeited	已沒收購股權	-	-	-	-	-	-	-	(5,717)	-	(5,717)	(1,925)	-	(1,925)	(7,642)
As at 31 December 2017	於2017年12月31日	6,619	-	439,134*	48*	19,442*	14,000*	(66,128)*	19,744*	59,520*	492,379	-	54,314	54,314	546,693

* These reserve accounts comprised the consolidated other reserves of RMB555,123,000 and RMB485,760,000 as at 31 December 2018 and 31 December 2017 respectively.

* 該等儲備賬包括於2018年12月31日及2017年12月31日之綜合其他儲備分別為人民幣555,123,000元及人民幣485,760,000元。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2018 截至2018年12月31日止年度

		Notes	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
		附註		
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營活動的現金流量			
Profit before tax:	除稅前利潤：		157,399	149,207
Adjustments for:	就以下各項調整：			
Fair value gains on investment properties	投資物業的公平值收益	7	(3,216)	(3,960)
Depreciation	折舊	7	11,468	10,045
Amortisation of intangible assets	無形資產攤銷	7	13,796	16,305
Impairment provision on trade and bills receivables	貿易應收款項及應收票據減值撥備	7	(4,404)	22,431
Impairment of other receivables	其他應收款項減值	7	2,732	7,041
Share of profits of joint ventures and associates	應佔合營企業及聯營公司利潤		(2,891)	(2,534)
Net foreign exchange (gains)/losses	匯兌(收益)/虧損淨額	7	(1,431)	8,657
Share-based payment expenses of the Company	本公司股份付款開支	30	5,660	2,495
Share-based payment reversal of a subsidiary	一家附屬公司股份付款撥回	30	-	(12,981)
Loss on disposal of items of property and equipment	出售物業及設備項目的虧損	7	60	77
Finance costs	財務成本	8	1,833	9,512
Gain on disposal of financial assets at fair value through profit or loss/available for sales financial investments	出售按公平值計入損益/待售金融投資的收益	7	(3,915)	(1,125)
Gain on disposal of a subsidiary	出售一家附屬公司收益	7	(299)	-
Gain on disposal of a joint venture	出售一家合營企業收益	7	(1,450)	-
Bank interest income	銀行利息收入	7	(2,943)	(1,795)
			172,399	203,375
Increase in inventories	存貨增加		(585)	(76)
Increase in trade and bills receivables and prepayments and other receivables	貿易應收款項及應收票據以及預付款項及其他應收款項增加		(84,013)	(94,396)
Increase in trade and other payables and accruals	貿易及其他應付款項及應計費用增加		13,874	54,804
Cash generated from operations	經營所得現金		101,675	163,707
Income taxes paid	已付所得稅		(45,117)	(24,211)
Net cash flows from operating activities	來自經營活動的現金流量淨額		56,558	139,496

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2018 截至2018年12月31日止年度

		2018	2017
		2018年	2017年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動的現金流量		
Purchases of items of property and equipment	購買物業及設備項目	(19,359)	(10,927)
Purchase of intangible assets	購買無形資產	(752)	(4,812)
Additions of investment properties	添置投資物業	(6,512)	(1,883)
Gains from disposal of financial assets at fair value through profit or loss/available for sale financial investments	出售按公平值計入損益／待售金融投資的收益		
	7	3,915	1,125
Interest received	已收利息	2,943	1,795
Proceeds from disposal of items of property and equipment	出售物業及設備項目所得款項	256	3,686
Dividend received from a joint venture	收取自一家合營企業的股息	2,275	1,988
Decrease in financial assets at fair value through profit or loss/available for sale financial investments	按公平值計入損益／待售金融投資的金融資產減少	-	2,550
Acquisition of a subsidiary	收購一家附屬公司	(29,397)	(5,572)
Acquisition of a subsidiary not constituting a business combination	收購一家附屬公司(不構成業務合併)	-	(5,297)
Disposal of a subsidiary	出售一家附屬公司	(120)	-
Disposal of a joint venture	出售一家合營企業	2,678	-
Net cash flows used in investing activities	投資活動所用現金流量淨額	(44,073)	(17,347)
CASH FLOWS FROM FINANCING ACTIVITIES	來自融資活動的現金流量		
New bank loans	新造銀行貸款	40,000	23,000
Repayment of bank loans	償還銀行貸款	(63,314)	(45,579)
Acquisition of non-controlling interests	收購非控股權益	(23,500)	(22,500)
Dividends paid	已付股息	(33,984)	-
Dividends paid to non-controlling shareholders	已付非控股股東股息	(4,096)	(17,034)
Capital contribution from non-controlling interests	非控股權益出資	3,678	-
Interest paid	已付利息	(3,215)	(3,030)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(84,431)	(65,143)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2018 截至2018年12月31日止年度

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
	Notes 附註		
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(71,946)	57,006
Cash and cash equivalents at beginning of year	年初之現金及現金等價物	483,806	442,473
Effect of foreign exchange rate changes, net	匯率變動的影響淨額	3,935	(15,673)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末之現金及現金等價物	415,795	483,806
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and cash equivalents as stated in the statement of financial position	財務狀況表所列現金及現金等價物	415,795	483,806
CASH AND CASH EQUIVALENTS AS STATED IN THE STATEMENT OF CASH FLOWS	現金流量表所列現金及現金等價物	415,795	483,806

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於2018年12月31日

1. CORPORATE INFORMATION

Zhong Ao Home Group Limited (the “Company”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Cayman Islands Companies Law on 5 January 2015. The registered office address of the Company is P.O. Box 2681, Cricket Square, Hutchins Drive, Grand Cayman, KY1-1111, Cayman Islands.

The Company’s subsidiaries are principally engaged in the provision of property management services and sales assistance services in the People’s Republic of China (the “PRC”). In the opinion of the directors, the Company’s immediate and ultimate holding company is Qichang International Limited (“Qichang”), a limited liability company incorporated in the British Virgin Islands (the “BVI”).

Information about subsidiaries

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhong Ao Holdings Limited 中奧控股有限公司	British Virgin Islands 英屬處女群島	USD1 1美元	100%	–	Investment holding 投資控股
Zhong Ao Property Services (Hong Kong) Limited ("Zhong Ao HK") 中奧物業服務(香港)有限公司 (「中奧香港」)	Hong Kong 香港	HKD1 1港元	–	100%	Investment holding 投資控股
Aidaojia Holdings Limited ("Aidaojia Holdings") 愛到家控股有限公司 (「愛到家控股」)	British Virgin Islands 英屬處女群島	HKD7.75 7.75港元	–	100%	Investment holding 投資控股
Aidaojia Information Technology Company Limited ("Aidaojia Information") 愛到家資訊科技有限公司 (「愛到家資訊」)	Hong Kong 香港	HKD2 2港元	–	100%	Investment holding 投資控股

1. 公司資料

中奧到家集團有限公司(「本公司」)於2015年1月5日根據開曼群島公司法在開曼群島註冊成立及登記為一間獲豁免有限公司。本公司註冊辦事處的地址為P.O. Box 2681, Cricket Square, Hutchins Drive, Grand Cayman, KY1-1111, Cayman Islands。

本公司附屬公司主要於中華人民共和國(「中國」)從事提供物業管理服務及協銷服務。董事認為，本公司直接及最終控股公司為啟昌國際有限公司(「啟昌」)，該公司為一家於英屬處女群島(「英屬處女群島」)註冊成立的有限公司。

有關附屬公司的資料

本公司主要附屬公司的詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

1. CORPORATE INFORMATION (Continued)

Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Eastern Harbour Engineering Management Company Limited ("Eastern Harbour") 東方海港工程管理有限公司 (「東方海港」)	Hong Kong 香港	HKD2 2 港元	-	70%	Investment holding 投資控股
廣州旭基物業服務有限公司 ("Guangzhou Xuji") 廣州旭基物業服務有限公司 (「廣州旭基」)*	PRC/Mainland China 中國/中國內地	HKD1,000,000 1,000,000 港元	-	100%	Investment holding 投資控股
廣東中奧物業管理有限公司 ("Guangdong Zhong Ao") 廣東中奧物業管理有限公司 (「廣東中奧」)#	PRC/Mainland China 中國/中國內地	RMB100,000,000 人民幣 100,000,000 元	-	100%	Provision of property management services 提供物業管理服務
杭州綠都湖濱花園物業服務有限公司 ("Hangzhou Lvdu") 杭州綠都湖濱花園物業服務有限公司 (「杭州綠都」)#	PRC/Mainland China 中國/中國內地	RMB2,500,000 人民幣 2,500,000 元	-	100%	Provision of property management services 提供物業管理服務
杭州華昌物業管理有限公司 ("Hangzhou Huachang") 杭州華昌物業管理有限公司 (「杭州華昌」)#	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣 1,000,000 元	-	100%	Provision of property management services 提供物業管理服務
杭州高第物業服務有限公司 ("Hangzhou Gaodi") 杭州高第物業服務有限公司 (「杭州高第」)#	PRC/Mainland China 中國/中國內地	RMB500,000 人民幣 500,000 元	-	100%	Provision of property management services 提供物業管理服務
浙江永成物業管理有限公司 ("Zhejiang Yongcheng") 浙江永成物業管理有限公司 (「浙江永成」)#	PRC/Mainland China 中國/中國內地	RMB11,000,000 人民幣 11,000,000 元	-	85%	Provision of property management services 提供物業管理服務

1. 公司資料(續)

有關附屬公司的資料(續)

31 December 2018 於2018年12月31日

1. CORPORATE INFORMATION (Continued)

Information about subsidiaries (Continued)

1. 公司資料 (續)

有關附屬公司的資料 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
上海怡東物業管理有限公司 ("Shanghai Yidong")*	PRC/Mainland China	RMB3,000,000	-	70%	Provision of property management services 提供物業管理服務
上海怡東物業管理有限公司 ([上海怡東])*	中國/中國內地	人民幣3,000,000元			
岑溪鴻途物業管理有限公司 ("Hongtu")#	PRC/Mainland China	RMB6,000,000	-	100%	Provision of property management services 提供物業管理服務
岑溪鴻途物業管理有限公司 ([鴻途])#	中國/中國內地	人民幣6,000,000元			
寧波雷斯顿酒店物業服務有限公司 ("Ningbo Reston")#	PRC/Mainland China	RMB5,000,000	-	85%	Provision of property management services 提供物業管理服務
寧波雷斯顿酒店物業服務有限公司 ([寧波雷斯顿])#	中國/中國內地	人民幣5,000,000元			
寧波甬興物業管理有限公司 ("Ningbo Yongxing")#	PRC/Mainland China	RMB1,000,000	-	66.81%	Provision of property management services 提供物業管理服務
寧波甬興物業管理有限公司 ([寧波甬興])#	中國/中國內地	人民幣1,000,000元			
寧波永都電梯工程有限公司 ("Ningbo Yongdu")#	PRC/Mainland China	RMB3,000,000	-	85%	Provision of engineering services and sale of engineering spare parts 提供工程服務及銷售工程 配件
寧波永都电梯工程有限公司 ([寧波永都])#	中國/中國內地	人民幣3,000,000元			
廣州中奧商業置業有限公司 ("Zhong Ao Shangye")#	PRC/Mainland China	RMB10,000,000	-	60%	Provision of property management services 提供物業管理服務
廣州中奧商業置業有限公司 ([中奧商業])#	中國/中國內地	人民幣10,000,000元			
杭州安嘉物業管理有限公司 ("Hangzhou Anjia")#	PRC/Mainland China	RMB3,000,000	-	75%	Provision of property management services 提供物業管理服務
杭州安嘉物業管理有限公司 ([杭州安嘉])#	中國/中國內地	人民幣3,000,000元			

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

1. CORPORATE INFORMATION (Continued)

Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
佛山派瑞爾清潔服務有限公司 ("Foshan Pairuier")*	PRC/Mainland China	RMB50,000,000	-	100%	Provision of property management services
佛山派瑞爾清潔服務有限公司 ("佛山派瑞爾")*	中國/中國內地	人民幣 50,000,000 元			提供物業管理服務
上海湯年清潔服務有限公司 ("Shanghai Tangnian")#	PRC/Mainland China	RMB500,000	-	60%	Provision of property management services
上海湯年清潔服務有限公司 ("上海湯年")#	中國/中國內地	人民幣 500,000 元			提供物業管理服務
上海湯磊清潔服務有限公司 ("Shanghai Tanglei")#	PRC/Mainland China	RMB2,000,000	-	60%	Provision of property management services
上海湯磊清潔服務有限公司 ("上海湯磊")#	中國/中國內地	人民幣 2,000,000 元			提供物業管理服務
桂林港深物業服務有限公司 ("Guilin Gangshen")*	PRC/Mainland China	RMB3,000,000	-	60%	Provision of property management services
桂林港深物業服務有限公司 ("桂林港深")#	中國/中國內地	人民幣 3,000,000 元			提供物業管理服務

* Guangzhou Xuji, Shanghai Yidong and Foshan Pairuier are registered as wholly-foreign-owned enterprises under PRC law and the registered capital of Guangzhou Xuji and Shanghai Yidong has been fully paid up.

The subsidiary is a limited liability company.

During the year, the Group acquired Hangzhou Anjia, Foshan Pairuier, Shanghai Tangnian, Shanghai Tanglei, and Guilin Gangshen. Further details of acquisition of above subsidiaries are set out in note 33.

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

1. 公司資料 (續)

有關附屬公司的資料 (續)

* 廣州旭基、上海怡東及佛山派瑞爾根據中國法律註冊為外商獨資企業，廣州旭基及上海怡東註冊資本已繳足。

該公司為有限責任公司。

年內，本集團收購了杭州安嘉、佛山派瑞爾、上海湯年、上海湯磊及桂林港深。收購上述附屬公司的進一步詳情載列於附註 33。

上表載列董事認為主要影響本集團年度業績或構成大部分資產淨值的本集團附屬公司。董事認為列出其他附屬公司的詳情將導致篇幅冗長。

2.1 BASIS OF PREPARATION

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

2.1 編製基準

該等財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定而編製。該等財務報表乃根據歷史成本慣例法編製，惟按公平值計入損益之投資物業則按公平值計量。該等財務報表均以人民幣(「人民幣」)列賬，而除另有註明外，所有數值均調整至最接近的千位。

綜合基準

本綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2018年12月31日止年度之財務報表。附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團對參與投資對象業務之浮動回報承擔風險或享有權利以及能透過對投資對象之權力(即本集團獲賦予現有能以主導投資對象相關活動之既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有的被投資方投票權或類似權利不及大半，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權持有者的合同安排；
- (b) 根據其他合同安排所享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司與本公司的財務報表報告期相同，並採用一致會計政策編製。附屬公司的業績由本集團取得控制權之日起綜合計算，並繼續綜合入賬至該等控制權終止之時為止。

31 December 2018 於 2018 年 12 月 31 日

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

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

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

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

2.1 編製基準(續)

綜合基準(續)

損益及其他全面收益的各組成部分乃歸屬於本集團母公司持有人及非控股權益，即使此舉引致非控股權益結餘為負數。所有集團內公司間的資產及負債、權益、收入、開支及本集團成員公司間交易相關的現金流均於綜合賬目時全數抵銷。

倘事實及情況顯示上述三項控制權因素中一項或多項出現變動，則本集團會重新評估其是否對被投資方擁有控制權。一家附屬公司的擁有權權益發生變動(並無失去控制權)則按權益交易列賬。

倘本集團失去對一家附屬公司的控制權，則其撤銷確認(i)該附屬公司的資產(包括商譽)及負債、(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計交易差額；及確認(i)所收代價的公平值、(ii)所保留任何投資的公平值及(iii)損益賬中任何因此產生的盈餘或虧拙。其先前於其他全面收益內確認的本集團應佔部分按假設本集團已直接出售有關資產或負債所須採用的相同基準，重新分類至損益或保留溢利(倘適用)。

31 December 2018 於2018年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>
HKFRS 9	<i>Financial Instruments</i>
HKFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>
Amendments to HKAS 40	<i>Transfers of Investment Property</i>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>
<i>Annual Improvements 2014-2016 Cycle</i>	<i>Amendments to HKFRS 1 and HKAS 28</i>

Except for the amendments to HKFRS 4 and *Annual Improvements to HKFRSs 2014-2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

2.2 會計政策及披露內容之變動

本集團於本年度財務報表初次採用以下新訂及經修訂香港財務報告準則。

香港財務報告準則第2號(修訂本)	股份支付交易之分類及計量
香港財務報告準則第4號(修訂本)	對香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益
香港財務報告準則第15號(修訂本)	澄清香港財務報告準則第15號來自客戶合約之收益
香港會計準則第40號(修訂本)	轉讓投資物業
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
2014年至2016年週期的年度改進	香港財務報告準則第1號及香港會計準則第28號(修訂本)

除了香港財務報告準則第4號(修訂本)及香港財務報告準則/2014至2016週期之年度改進與編製本集團財務報表不相關之外，新訂及經修訂香港財務報告準則的性質及影響載於下文：

31 December 2018 於 2018 年 12 月 31 日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (a) Amendments to HKFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The amendments have had no impact on the financial position or performance of the Group as the Group does not have any cash-settled share-based payment transactions and has no share-based payment transactions with net settlement features for withholding tax.
- (b) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

With the exception of hedge accounting, which the Group has applied prospectively, the Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

2.2 會計政策及披露內容之變動(續)

- (a) 香港財務報告準則第2號(修訂本)闡述三個主要範疇：歸屬條件對計量以現金結算以股份為基礎付款交易的影響；為履行與以股份為基礎付款相關的僱員稅務責任而預扣若干金額的以股份為基礎付款交易(附有淨額結算特質)的分類；以及對以股份為基礎付款交易的條款及條件作出令其分類由現金結算變為權益結算的修訂時的會計處理方法。該等修訂釐清計量以權益結算以股份為基礎付款時歸屬條件的入賬方法亦適用於以現金結算以股份為基礎付款。該等修訂引入一個例外情況，在符合若干條件時，為履行僱員稅務責任而預扣若干金額的以股份為基礎付款交易(附有淨額股份結算特質)，將整項分類為以股本結算以股份為基礎付款交易。此外，該等修訂釐清，倘以現金結算以股份為基礎付款交易的條款及條件有所修訂，令其成為以權益結算以股份為基礎付款交易，該交易自修訂日期起作為以權益結算的交易入賬。該等修訂對本集團的財務狀況或表現並無影響，因為本集團沒有任何以現金結算以股份為基礎付款交易，亦沒有具有預扣稅淨結算特性的以股份為基礎付款交易。
- (b) 香港財務報告準則第9號金融工具於2018年1月1日或之後開始的年度期間取代香港會計準則第39號金融工具：確認及計量，其合併金融工具會計處理的所有三個方面：分類及計量、減值及對沖會計處理。

本集團除了追溯應用對沖會計外，已對2018年1月1日的權益內適用期初結餘確認過渡調整。因此，比較資料並無重列及繼續根據香港會計準則第39號呈報。

31 December 2018 於2018年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

Classification and measurement

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 January 2018 is as follows:

2.2 會計政策及披露內容之變動(續)

(b) (續)

分類及計量

以下資料載列採納香港財務報告準則第9號對財務狀況表的影響，包括用香港財務報告準則第9號的預期信貸虧損（「預期信貸虧損」）取代香港會計準則第39號的已產生信貸虧損計算的影響。

根據香港會計準則第39號的賬面值與2018年1月1日根據香港財務報告準則第9號呈報的金額之對賬如下：

		HKAS 39 measurement 香港會計準則第39號計量		Re- classification	ECL	HKFRS 9 measurement 香港財務報告準則第9號計量	
	Category 類別	Amount 金額	Amount 金額	重新分類	預期信貸虧損	Amount 金額	Category 類別
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Financial assets	金融資產						
Financial assets included in prepayments and other receivables	包括於預付款項及其他應收款項之金融資產	L&R ¹	86,846	-	(13,196)	73,650	AC ²
Trade and bills receivables	貿易應收款項及應收票據	L&R	190,932	-	(12,225)	178,707	AC
Cash and cash equivalents	現金及現金等價物	L&R	483,806	-	-	483,806	AC
			761,584	-	(25,421)	736,163	
Other assets	其他資產						
Deferred tax assets	遞延稅項資產		24,530	-	6,355	30,885	
Total assets	資產總值		786,114	-	(19,066)	767,048	
Financial liabilities	金融負債						
Financial liabilities included in other payables and accruals	包括於其他應付款項及應計費用之金融負債	AC	196,721	-	-	196,721	AC
Interest-bearing bank borrowings	計息銀行借款	AC	100,969	-	-	100,969	AC
Trade payables	貿易應付款項	AC	44,965	-	-	44,965	AC
Other Payables for Option	其他期權應付款項	FVPL ³	65,439	-	-	65,439	FVPL
Total liabilities	負債總額		408,094	-	-	408,094	

¹ L&R: Loans and receivables

² AC: Financial assets or financial liabilities at amortised cost

³ FVPL: Financial liabilities at fair value through profit or loss

¹ L&R: 貸款及應收款項

² AC: 按攤銷成本列賬的金融資產或金融負債

³ FVPL: 按公平值計入損益的金融負債

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) (Continued)

Impairment

The following table reconciles the aggregate opening impairment allowances under HKAS 39 to the ECL allowances under HKFRS 9. Further details are disclosed in notes 22 and 23 to the financial statements.

2.2 會計政策及披露內容之變動(續)

(b) (續)

減值

下表將根據香港會計準則第39號的期初減值撥備總額與根據香港財務報告準則第9號的預期信貸虧損撥備對賬。更多詳情披露於財務報表附註22及23。

		Impairment allowances under HKAS 39 at 31 December 2017	Re-measurement	ECL allowances under HKFRS 9 at 1 January 2018
		於2017年12月31日根據香港會計準則第39號的減值撥備 RMB'000 人民幣千元	重新計量 RMB'000 人民幣千元	於2018年1月1日根據香港財務報告準則第9號的預期信貸虧損撥備 RMB'000 人民幣千元
Trade and bills receivables	貿易應收款項及應收票據	78,029	12,225	90,254
Financial assets included in prepayments and other receivables	包括於預付款項及其他應收款項之金融資產	10,723	13,196	23,919
		88,752	25,421	114,173

Impact on retained profits

The impact of transition to HKFRS 9 on retained profits is as follows:

對保留溢利的影響

過渡至香港財務報告準則第9號對保留溢利的影響如下：

		Retained profits 保留溢利 RMB'000 人民幣千元
Retained profits	保留溢利	
Balance as at 31 December 2017 under HKAS 39	根據香港會計準則第39號於2017年12月31日之結餘	59,520
Recognition of expected credit losses for trade and bills receivables under HKFRS 9	根據香港財務報告準則第9號確認貿易應收款項及應收票據之預期信貸虧損	(12,225)
Recognition of expected credit losses for prepayments and other receivables under HKFRS 9	根據香港財務報告準則第9號確認預付款項及其他應收款項之預期信貸虧損	(13,196)
Deferred tax in relation to the above	有關以上各項的遞延稅項	6,355
Impact on non-controlling interests	對非控股權益的影響	3,076
Balance as at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號於2018年1月1日之結餘	43,530

31 December 2018 於2018年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (c) HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. The Group determined that there are no significant financial impact arising from the initial application of HKFRS 15.

- (d) Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.

2.2 會計政策及披露內容之變動(續)

- (c) 香港財務報告準則第15號及其修訂本取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋，其適用於客戶合約所產生的所有收益(例外情況有限)。香港財務報告準則第15號建立一個新的五步模式，以將客戶合約所產生的收益入賬。根據香港財務報告準則第15號，收益乃按能反映實體預期向客戶轉移貨品或服務作為回報有權獲取的代價金額確認。香港財務報告準則第15號的原則為計量及確認收入提供更加結構化的方法。該準則亦引入大量定性及定量披露規定，包括分拆收入總額、關於履約責任、不同期間的合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該等披露已納入財務報表附註3及5。由於應用香港財務報告準則第15號，本集團已將財務報表附註2.4中有關收益確認的會計政策變更。

本集團以經修訂追溯法採納香港財務報告準則第15號。本集團認為首次應用香港財務報告準則第15號並無產生重大財務影響。

- (d) 香港會計準則第40號(修訂本)澄清實體應將物業(包括在建或發展中物業)轉入或轉出投資物業的時間。修訂列載，在物業符合或不再符合投資物業定義及有證據表示用途改變時，即發生用途變更。管理層對物業用途的意向變動並不構成用途變動的證據。該等修訂對本集團財務狀況或表現概無影響。

31 December 2018 於 2018 年 12 月 31 日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

- (e) HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2.2 會計政策及披露內容之變動(續)

- (e) 香港(國際財務報告詮釋委員會)一詮釋第22號就如何於應用香港會計準則第21號於實體以外幣收取或支付預付代價並確認非貨幣資產或責任之情況釐定交易日期提供指引。該詮釋澄清為確定初步確認相關資產、費用或收益(或其部分)時所使用匯率目的之交易日期乃為實體初步確認由預付代價之支付或收取產生之非貨幣性資產(如預付款項)或非貨幣負債(如遞延收入)之日期。倘確認有關項目有多項預付款項或預收款項,則實體必須確定每項預付代價或預收代價之交易日期。該詮釋對本集團的財務報表並無影響,因為本集團適用於非貨幣資產或非貨幣負債初步確認的匯率釐定的會計政策與詮釋訂明的指引一致。

31 December 2018 於2018年12月31日

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	<i>Definition of a Business</i> ²
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 16	<i>Leases</i> ¹
HKFRS 17	<i>Insurance Contracts</i> ³
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ²
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i> ¹
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> ¹
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> ¹
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹

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

² Effective for annual periods beginning on or after 1 January 2020

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

⁴ No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

2.3 已頒佈但尚未生效的香港財務報告準則

本集團並無於本財務報表應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第3號 (修訂本)	業務定義 ²
香港財務報告準則第9號 (修訂本)	負債補償之預付特點 ¹
香港財務報告準則第10號 及香港會計準則 第28號(修訂本)) (2011年)	投資者與其聯營公司或 合營公司之資產出售 或投入 ⁴
香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港會計準則第1號及 香港會計準則第8號 (修訂本)	重大定義 ²
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結清 ¹
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 ¹
香港(國際財務報告詮釋 委員會)–詮釋第23號 2015年至2017年週期的 年度改進	所得稅處理之不確定性 ¹
	香港財務報告準則第3號、 香港財務報告準則 第11號、香港會計 準則第12號及香港 會計準則第23號 (修訂本)

¹ 於2019年1月1日或之後開始的年度期間生效

² 於2020年1月1日或之後開始的年度期間生效

³ 於2021年1月1日或之後開始的年度期間生效

⁴ 強制生效日期未定但可供採納

有關預期將適用於本集團的香港財務報告準則的進一步資料描述於下文。

31 December 2018 於 2018 年 12 月 31 日

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

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

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

2.3 已頒佈但尚未生效的香港財務報告準則 *(續)*

香港財務報告準則第3號(修訂本)澄清並提供有關業務定義的額外指引。修訂本澄清，對於一系列被視為業務的綜合活動及資產，其必須至少包括一項投入及實質性過程，該等過程及實質性過程都有助於創造產出的能力。一個企業在沒有投入和需要創造產出的過程時也可以存在。修訂本取消對市場參與者是否有能力獲得業務並繼續創造產出的評估。相反，重點是獲得的投入及獲得的實質性過程是否共同對創造產出的能力作出重大貢獻。修訂本亦縮小產出的定義，以重點關注向客戶提供的商品或服務，投資收入或一般活動的其他收入。此外，修訂本提供指導，以評估所收購的流程是否具有實質性，並引入可選的公平值集中測試，以便簡化評估所獲得的一系列活動及資產是否並非業務。本集團預期將於2020年1月1日前瞻性採納該等修訂本。

香港財務報告準則第10號及香港會計準則第28號(修訂本)(2011年)針對香港財務報告準則第10號及香港會計準則第28號(2011年)之間有關投資者與其聯營公司或合營企業之間資產出售或注資兩者規定之不一致情況。該等修訂本規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂本已前瞻應用。香港會計師公會已於2016年1月剔除香港財務報告準則第10號及香港會計準則第28號(2011年)之修訂的以往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂本現時可供採納。

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

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In

2.3 已頒佈但尚未生效的香港財務報告準則(續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)–詮釋第15號經營租賃 – 優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易的内容。該準則載列確認、計量、呈報及披露租賃的原則，並要求承租人就大部分租賃確認資產及負債。該準則包括給予承租人兩項選擇性租賃確認豁免 – 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可使用相關資產的權利為資產(即有使用權資產)。除非有使用權資產符合香港會計準則第40號投資物業的定義，或與適用於重估模型的一類物業、廠房及設備有關，有使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。與香港會計準則第17號相比，香港財務報告準則第16號要求承租人及出租人作出更加詳細的披露。承租人在採用該準則時，可選擇完全追溯調整法或經修訂的追溯調整法。本集團將自2019年1月1日起採納香港財務報告準則第16號。本集團計劃採納香港財務報告準則第16號的過渡規定，將首次採納的累計影響確認為對於2019年1月1日保留利潤期初結餘的調整，以及不會重列比較數字。此外，本集團計劃將新規定應用於先前已應用香港會計準則第17號而

31 December 2018 於 2018 年 12 月 31 日

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

In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. Since the Group's non-cancellable operating lease commitment is immaterial as at 31 December 2018, the directors of the Company expect that the adoption of HKFRS16 will not have significant impact on the financial position and financial performance of the Group. The new standard is not expected to apply until the financial year beginning on or after 1 January 2019.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港財務報告準則(續)

識別為租賃的合約，並按剩餘租賃付款的現值計量租賃負債，以及使用本集團於首次應用日期的增量借貸利率貼現。使用權資產將按租賃負債金額計量，並按緊接首次應用日期前在財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃在租賃合約中使用該準則所允許的豁免，其租賃期限自初次應用日期起計12個月內終止。於2018年，本集團已就採納香港財務報告準則第16號的影響進行詳細評估。由於本集團於2018年12月31日的不可撤銷經營租賃承擔並不重大，本公司董事預期採納香港財務報告準則第16號將不會對本集團財務狀況及財務表現造成重大影響。新標準預計在2019年1月1日或之後開始的財政年度之前不適用。

香港會計準則第1號及香港會計準則第8號(修訂本)提供新的重大定義。新定義指出，資料屬重大(倘省略、錯誤或模糊)，其可以合理地預期其會影響通用財務報表的主要使用者在該等財務報表的基礎上做出的決策。修訂本澄清重要性將取決於資料的性質或程度。倘可以合理地預期資料的錯誤陳述會影響主要使用者做出的決定，那麼錯誤陳述資料就很重要。本集團預期自2020年1月1日起預期採納該等修訂本。該等修訂本預期不會對本集團的財務報表產生任何重大影響。

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

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

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

2.3 已頒佈但尚未生效的香港財務報告準則(續)

香港會計準則第28號(修訂本)澄清，香港財務報告準則第9號之豁免範圍僅包括就此應用權益法於聯營公司或合營企業之權益，而不包括實質上構成於該聯營公司或合營企業之淨投資一部分之長期權益(並無就此應用權益法)。因此，實體應用香港財務報告準則第9號而非香港會計準則第28號(包括香港財務報告準則第9號項下之減值規定)將該等長期權益入賬。僅就確認聯營公司或合營企業之虧損及於聯營公司或合營企業之淨投資減值而言，香港會計準則第28號繼而應用於淨投資(包括長期權益)。本集團預期於2019年1月1日採納該等修訂本，並將根據2019年1月1日使用修訂本的過渡性規定所載的事實及情況，評估其長期利益的業務模式。本集團亦有意在採納該等修訂本後應用之前期間重述比較資料的減免。

香港(國際財務報告詮釋委員會)－詮釋第23號，在稅項處理涉及影響採納香港會計準則第12號的不確定性因素(一般指「不確定稅項狀況」)時，處理該情況下的所得稅(即期及遞延)會計。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅，亦尤其不包括與權益及有關不確定稅項處理的處罰相關的規定。該詮釋具體處理以下事項：(i) 實體是否考慮不確定稅項進行單獨處理；(ii) 實體對稅務機關的稅項處理檢查所作的假設；(iii) 實體如何釐定應課稅溢利或稅項虧損、稅基、未用稅項虧損、未用稅收抵免及稅率；及(iv) 實體如何考慮事實及情況變動。毋須採納事後確認時可以全面追溯調整法採納該詮釋，或於初次採納當日對期初權益作出調整而毋須重述比較資料，在有關採納的積累影響下可以採納追溯調整法採納該詮釋。本集團預期將自2019年1月1日起採納該詮釋。該詮釋預期不會對本集團的財務報表產生任何重大影響。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

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

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

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

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

2.4 主要會計政策概要

於聯營公司及合營企業的投資

聯營公司指本集團一般擁有不少於 20% 股本投票權的長期權益且可對其施加重大影響的實體。重大影響指參與被投資公司財務及經營決策的權力，但非控制或共同控制相關決策。

合營企業是一種共同安排，共同控制安排的各方有權分享合營企業的淨資產。共同控制是指按照合約協定對某項安排所共有的控制，僅在相關活動要求共同享有控制權的各方作出一致同意之決定時存在。

本集團於聯營公司及合營企業的投資乃以權益會計法按本集團應佔淨資產減任何減值虧損於綜合財務狀況表列賬。任何可能存在差異之會計政策已作出調整使之貫徹一致。

本集團應佔聯營公司及合營企業收購後的業績及其他全面收入分別計入綜合損益及綜合其他全面收入表。此外，倘於聯營公司或合營企業直接確認的權益有變動，則本集團於綜合權益變動表確認應佔任何變動（倘適用）。本集團與聯營公司或合營企業之間的交易產生的未變現損益，均按本集團於該等聯營公司或合營企業的投資比率抵銷，惟未變現虧損證實是由已轉讓資產減值所產生則除外。收購聯營公司或合營企業所產生的商譽計作本集團於聯營公司或合營企業的投資。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates and joint ventures (Continued)

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

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

Business combinations and goodwill

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

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

2.4 主要會計政策概要(續)

於聯營公司及合營企業的投資(續)

倘於聯營公司的投資轉為於合營企業的投資或出現相反情況，則保留權益不會重新計量，而投資繼續採用權益法列賬。在所有其他情況下，喪失對聯營公司的重大影響或對合營企業的共同控制後，本集團按公平值計量及確認任何保留投資。喪失重大影響或共同控制後，聯營公司或合營企業的賬面值與保留投資及出售所得款項之間的差額於損益確認。

倘於聯營公司或合營企業的投資分類為持作出售，則該投資根據香港財務報告準則第5號持作出售的非流動資產及終止經營業務入賬。

業務合併及商譽

業務合併採用收購法入賬。轉撥之代價按收購日期公平值計量，即本集團對被收購方原擁有人所轉讓資產、所承擔負債及本集團為換取被收購方控制權而發行股權於收購日期之公平值總和。對於各業務合併，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計算被收購方屬現時擁有人權益的非控股權益，並賦予擁有人權利於清盤時按比例分佔實體的淨資產。非控股權益的所有其他部分均按公平值計量。收購成本於產生時支銷。

本集團於收購業務時根據合約條款、於收購日期的經濟環境及相關條件評估金融資產及所承擔負債以作適當分類及指定，其中包括被收購方主合約中的嵌入式衍生工具的分離。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

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

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘業務合併分階段進行，則之前持有的股權按其於收購日期的公平值重新計量，而任何所得盈虧於損益確認。

由收購方轉讓的任何或有代價於收購日期按公平值確認。分類為資產或負債的或有代價按公平值計量，公平值變動於損益確認。分類為權益的或有代價毋須重新計量，其後結算於權益入賬。

商譽初步按成本計量，即已轉撥代價、非控股權益確認金額及任何本集團先前所持被收購方股權之公平值總和超出所收購可識別淨資產及所承擔負債之差額。倘該代價及其他項目總和低於所收購淨資產之公平值，則經重新評估後之差額於損益確認為議價收購收益。

初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年一次或發生任何事件或環境出現變動顯示賬面值可能減值時，多次作減值測試。本集團於 12 月 31 日進行其年度商譽減值測試。為進行減值測試，業務合併所收購的商譽自收購日起分配至本集團預期可從合併的協同效應中獲益的各個現金產生單位或現金產生單位組內，而不論本集團其他資產或負債是否分配至該等單位或單位組內。

減值透過評估與商譽有關的現金產生單位(現金產生單位組)的可收回金額而釐定。倘現金產生單位(現金產生單位組)的可收回金額低於賬面值，則確認減值虧損。已確認的商譽減值虧損於隨後期間不得撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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

Fair value measurement

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘商譽分配至現金產生單位(或現金產生單位組)，且該單位內的部分業務被出售，則在釐定出售損益時，與所出售業務有關的商譽將計入該業務的賬面值。於此情況下出售的商譽按所出售業務和現金產生單位保留部分的相對價值計算。

公平值計量

本集團於各報告期末按公平值計量其投資物業及按公平值計入損益之金融資產。公平值為市場參與者間於計量日期進行的有序交易中，出售資產所收取或轉讓負債所支付之價格。公平值計量乃假設資產或負債於其主要市場或(在無主要市場的情況下)於其最有利的市場進行出售該資產或轉讓該負債的交易。該主要市場或最有利市場必須為本集團可進入之市場。資產或負債的公平值乃採用市場參與者為資產或負債定價時所用的假設計量，即假設市場參與者按其最佳經濟利益行事。

非金融資產的公平值計量考慮市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

本集團採用在各情況下屬適當的估值技術，而其有足夠資料計量公平值，以盡量使用相關可觀察輸入數據及盡量避免使用不可觀察輸入數據。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

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

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

Impairment of non-financial assets

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

2.4 主要會計政策概要(續)

公平值計量(續)

所有於財務報表中計量或披露公平值的資產及負債，均按對整體公平值計量而言屬重大的最低層輸入數據分類至下述的公平值層次：

- | | |
|-----|---|
| 第一層 | — 相同資產或負債於活躍市場的市場報價(未經調整) |
| 第二層 | — 估值技術所使用對公平值計量而言屬重大的最低層輸入數據乃為直接或間接觀察所得 |
| 第三層 | — 估值技術所使用對公平值計量而言屬重大的最低層輸入數據乃不可觀察 |

就於財務報表按經常基準確認的資產及負債而言，本集團於各報告期末按對整體公平值計量而言屬重大的最低層輸入數據重新評估分類，以釐定各層之間有否出現轉移。

非金融資產的減值

倘存在減值跡象，或須進行年度資產減值測試(存貨、遞延稅項資產、金融資產及投資物業除外)，則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者計算，並就個別資產釐定，除非有關資產並無產生在較大程度上獨立於其他資產或資產組的現金流入，在此情況下，則就資產所屬現金產生單位釐定其可收回金額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

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

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

2.4 主要會計政策概要(續)

非金融資產的減值(續)

僅於資產賬面值超逾可收回金額時，方確認減值虧損。評估使用價值時，以除稅前的折現率將預計未來現金流量折現至現值，而該折現率反映當時市場對金錢時間價值的評估及該項資產的特有風險的評估。減值虧損於產生期間按與已減值資產功能一致的開支類別自損益扣除。

本集團會於各報告期末評估有否任何跡象顯示之前確認的減值虧損可能不再存在或已減少。倘出現有關跡象，則會估計可收回金額。僅當用於釐定資產可收回金額的估計發生變動時，之前確認的資產(商譽除外)減值虧損方予以撥回，惟撥回金額不得超過過往年度並未確認該資產減值虧損而應釐定的賬面值(經扣除折舊／攤銷)。有關減值虧損撥回於產生期間計入損益，(僅當財務報表中存在重估資產時)，除非資產以重估金額計量，在此情況下，減值損失的轉回根據該重估資產的相關會計政策入賬。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

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

2.4 主要會計政策概要(續)

關聯方

- (a) 該方為該名人士家族成員或直系親屬，而該名人士
- (i) 控制或與他人共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或其母公司主要管理層成員；
- 或
- (b) 該方為符合下述任何條件的實體：
- (i) 與本集團同屬一個集團；
 - (ii) 身為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
 - (iii) 與本集團同為相同第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為離職後福利計劃，而受益人為本集團或與本集團有關的實體的僱員；
 - (vi) 該實體受(a)項所述人士控制或共同控制；
 - (vii) (a)(i)項所述人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；及
 - (viii) 該實體或其所屬集團任何成員向本集團或本集團母公司提供管理層要員服務。

31 December 2018 於2018年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, and equipment and depreciation

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

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

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

Buildings	20 years
Leasehold improvements	Over the shorter of the lease terms and 3 to 5 years, whichever is shorter
Furniture and fixtures	3–5 years
Motor vehicles	3–10 years

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

2.4 主要會計政策概要(續)

物業及設備與折舊

除在建工程外，物業及設備以成本減累計折舊及任何減值虧損列賬。物業及設備項目的成本包括購買價及任何使資產達到可使用狀態及運至相應地點以作擬定用途的直接應佔成本。

物業及設備項目入運作後產生的開支(例如維修及保養開支)一般於產生期間自損益表扣除。在符合確認標準的情況下，重大檢修開支於資產賬面值資本化為重置成本。倘大部分物業及設備須不時更換，本集團會確認該等部分為具特定使用年限及折舊的個別資產。

折舊按預計可使用年限以直線法撇銷各項物業及設備的成本至其餘值計算，就此目的所用主要可使用年限如下：

樓宇	20年
租賃物業裝修	租期或3至5年兩者中較短者
傢俱及固定設施	3至5年
汽車	3至10年

倘某項物業及設備項目各部分的可使用年限不同，則該項目的成本於各部分之間合理分配，且各部分分開折舊。可使用年限及折舊方法會至少於各財政年度結算日檢討及調整一次(如適用)。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, and equipment and depreciation

(Continued)

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

Construction in progress represents leasehold improvements under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction during the period of construction. Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

2.4 主要會計政策概要(續)

物業及設備與折舊(續)

包括任何初次確認的重大部分的物業及設備項目於出售或預期使用或出售不會產生未來經濟利益時終止確認。於終止確認有關資產之年度在損益表確認的任何出售或報廢損益為資產出售所得款項淨額與其賬面值的差額。

在建工程指建造中的租賃物業裝修，按成本減任何減值虧損列賬，而不計提折舊。成本包括建造期間建造的直接成本。在建工程於竣工及可作使用時重新分類為適當類別的物業及設備。

投資物業

投資物業乃指持作賺取租金收入及／或作資本增值(非作生產或供應貨品或服務或作行政用途；或於日敘業務中出售)之土地及樓宇權益(包括原應符合投資物業定義的物業的經營租賃項下租賃權益)。此類物業初步以成本計量，包括交易成本。於初步確認後，投資物業乃以反映報告期末當時之市場情況按公平值列賬。

因公平值變動產生之投資物業盈虧，乃計入所產生年度的損益表內。

報廢或出售投資物業的任何盈虧，乃於報廢或出售年度的損益表內予以確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Software and trademark

Purchased software and trademark are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of three to ten years.

Acquired property management contracts

Acquired property management contracts are stated at cost less any impairment losses and are amortised on the sum of the years digits basis over their estimated useful lives of five to fifteen years.

Leases

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

2.4 主要會計政策概要(續)

無形資產(商譽除外)

單獨收購的無形資產於初次確認時按成本計量。於業務合併中收購無形資產的成本即為收購日期的公平值。無形資產的可使用年期經評估為有限或無限。年期有限的無形資產其後於可使用經濟年限內攤銷，當有跡象顯示無形資產可能減值時，則進行減值評估。可使用年限有限的無形資產的攤銷年期及攤銷方法至少於各財政年度結算日審閱一次。

軟件及商標

購入的軟件及商標按成本減任何減值虧損列賬，並按三至十年的估計可使用年期以直線法攤銷。

取得的物業管理合約

取得的物業管理合約按成本減任何減值虧損列賬，並按五至十五年的估計可使用年期以年限總和法攤銷。

租賃

凡資產擁有權絕大部份回報及風險(不包括法定業權)轉歸本集團所有的租約，均列作融資租約。於融資租約開始時，租賃資產的成本乃按最低租賃付款之現值撥充資本，並連同債務(不包括利息部份)一併入賬，藉以反映購買與融資情況。根據已資本化的融資租約持有之資產乃納入物業及設備，並按租期或資產的估計可使用年期兩者中之較短者折舊。有關租約的財務成本乃於損益表中扣除，以反映租期內的固定周期支出比率。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

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

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

2.4 主要會計政策概要(續)

租賃(續)

出租人對擁有的資產享有大部份回報及承擔大部份風險的租賃，均列為經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產乃列作非流動資產，而根據經營租賃應收的租金則按租賃年期以直線法計入損益表。倘本集團為承租人，則根據經營租賃應付的租金乃按租賃年期以直線法於損益表扣除。

投資及其他金融資產(自2018年1月1日起採用香港財務報告準則第9號項下政策)

初次確認及計量

金融資產於初始確認時分類為其後按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項外，本集團初步按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收益確認」(自2018年1月1日應用)所載政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生就未償還本金的純粹本息付款("SPPI")的現金流量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

(Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4 主要會計政策概要(續)

投資及其他金融資產(自2018年1月1日起採用香港財務報告準則第9號項下政策)(續)

初次確認及計量(續)

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。

所有按常規買賣的金融資產均於交易日(即本集團承諾購買或出售資產當日)確認。常規買賣指須於市場規則或慣例一般規定的期間內交付資產的金融資產買賣。

後續計量

金融資產的後續計量取決於以下分類：

按攤銷成本計量的金融資產(債務工具)

倘滿足以下兩個條件，本集團將按攤銷成本計量金融資產：

- 於旨在持有金融資產以收取合約現金流量的業務模式中持有金融資產。
- 金融資產的合約條款於特定日期產生就未償還本金的純粹本息付款的現金流量。

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益中確認。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)**

(Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要 (續)**投資及其他金融資產 (自 2018 年 1 月 1 日起採用香港財務報告準則第 9 號項下政策)** (續)**按公平值計入損益的金融資產**

按公平值計入損益的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹本息付款的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收益分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益及其他全面收益表中確認。

該類別包括本集團並無不可撤銷地選擇按公平值計入其他全面收益進行分類的衍生工具及股本投資。分類為以公平值計入損益的金融資產的股本投資的股息，在確定支付權時，在損益表中確認為其他收益，與股息相關的經濟利益將很可能會流入本集團，而股息金額可以可靠地計量。

31 December 2018 於2018年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

(Continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

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

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

2.4 主要會計政策概要(續)

投資及其他金融資產(自2018年1月1日起採用香港財務報告準則第9號項下政策)(續)

按公平值計入損益的金融資產(續)

當嵌入混合合約(包含金融負債及非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險;具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義;且混合合約並非按公平價計入損益,則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平價值計量,且其變動計入損益。僅當合約條款出現變動,大幅改變其他情況下所需現金流量時;或當原分類至按公平價值列賬且其變動計入損益的金融資產獲重新分類時,方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平價值計入損益。

投資及其他金融資產(於2018年1月1日前應用香港會計準則第39號的政策)

初次確認及計量

金融資產初步確認時分類為按公平值計入損益的金融資產、貸款及應收款項或待售金融投資(如適用)。金融資產在初次確認時按公平值加收購金融資產應佔的交易成本計量,惟按公平值計入損益的金融資產除外。

所有按常規買賣的金融資產均於交易日(即本集團承諾購買或出售資產當日)確認。常規買賣指須於市場規則或慣例一般規定的期間內交付資產的金融資產買賣。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)** (Continued)**Subsequent measurement**

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

Financial assets at fair value through profit or loss

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

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

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

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

2.4 主要會計政策概要 (續)**投資及其他金融資產(於 2018 年 1 月 1 日前應用香港會計準則第 39 號的政策)** (續)**後續計量**

金融資產的後續計量取決於以下分類：

按公平值計入損益的金融資產

按公平值計入損益的金融資產包括持作買賣的金融資產及初次確認時被指定為按公平值計入損益的金融資產。金融資產如以短期出售為目的而購買，則分類為持作買賣資產。衍生工具(包括獨立嵌入式衍生工具)除非指定為香港會計準則第 39 號所界定有效對沖工具，否則亦分類為持作買賣。

按公平值計入損益的金融資產按公平值於財務狀況表計賬，其公平值正變動淨額於損益呈列為其他收入及收益，而公平值負變動淨額於損益表呈列為財務成本。該等公平值變動淨額不包括此等金融資產所賺取之任何股息或利息，該等股息及利息根據下文「收益確認」(於 2018 年 1 月 1 日前應用)所載政策予以確認。

於初次確認時被指定為按公平值計入損益的金融資產於初次確認日期指定，惟須符合香港會計準則第 39 號之規定。

嵌入主合約之衍生工具入賬列作獨立衍生工具，倘其經濟特徵及風險與主合約的經濟特徵及風險並無密切聯繫且主合約並非持作買賣或指定按公平值計入損益，則按公平值入賬。該等嵌入式衍生工具按公平值計量，公平值的變動於損益表中確認。僅在更改合約條款導致該合約原本要求的現金流量出現大幅變動或按公平值計入損益類別的金融資產重新分類時，方會進行重新評估。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (Continued)

Loans and receivables

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

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in debt securities. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

2.4 主要會計政策概要(續)

投資及其他金融資產(於2018年1月1日前應用香港會計準則第39號的政策)(續)

貸款及應收款項

貸款及應收款項為具固定或可釐定付款金額但在活躍市場並無報價的非衍生金融資產。初次計量後，該等資產其後採用實際利率法按攤銷成本減任何減值準備計量。計算攤銷成本時，考慮任何收購折讓或溢價，並計入屬於實際利率不可分割部分的費用或成本。實際利率攤銷計入損益表內的其他收入。貸款及應收款項減值產生的虧損分別於損益表確認為財務費用及其他開支。

待售金融投資

待售金融投資為債務證券的非衍生金融資產。該類別中的債務證券為擬按無限期持有並可因應流動資金需求或市況轉變出售。

初次確認後，待售金融投資其後按公平值計量，未變現損益確認為待售投資的其他全面收入，直至待售投資重估儲備終止確認投資為止(屆時累計盈虧於損益確認為其他收入)，或直至判定投資出現減值為止(屆時累計盈虧自待售投資重估儲備重新分類至其他盈虧的損益)，而持有待售金融投資而賺取的利息及股息分別呈報為利息收入及股息收入，並根據下文「收益確認」(2018年1月1日前應用)所載政策於損益確認為其他收入。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (Continued)

Available-for-sale financial investments (Continued)

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

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

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

2.4 主要會計政策概要(續)

投資及其他金融資產(於 2018 年 1 月 1 日前應用香港會計準則第 39 號的政策)(續)

待售金融投資(續)

當非上市股本投資的公平值由於(a)合理公平估計範圍的變動相對該投資而言實屬重大；或(b)上述範圍內的各種估價的可能性不能合理評估及用以估算公平值，而未能可靠計算時，該等投資按成本減任何減值虧損列賬。

本集團評核於近期出售待售金融資產的能力及意向是否合適。當極少情況下本集團因市場不活躍而無法買賣該等資產時，倘管理層有能力且有意於可見未來持有該等資產或持至到期日，本集團可選擇重新分類該等金融資產。

對於自待售類別重新分類的金融資產，重新分類當日的公平賬面值成為新的攤銷成本，而過往就該資產於權益確認的任何損益按投資的餘下年期以實際利率法攤銷至損益。新攤銷成本與到期值之間的差額亦按資產的餘下年期以實際利率法攤銷。倘資產隨後判定為已減值，屆時於權益記錄的金額重新分類至損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

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

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

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

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

2.4 主要會計政策概要(續)

金融資產終止確認(自2018年1月1日起應用香港財務報告準則第9號及於2018年1月1日前應用香港會計準則第39號項下的政策)

金融資產(或一項或一組同類金融資產的一部分)(倘適用)主要在下列情況終止確認(即自本集團綜合財務狀況表移除):

- 收取該項資產現金流量的權利已經屆滿;或
- 本集團已經轉讓收取該項資產現金流量的權利,或已根據「轉讓」安排,在未出現重大延誤的情況下,承擔向第三方全數支付所收取現金流量的責任;以及(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

倘本集團已轉讓收取資產現金流量的權利或已訂立轉讓安排,則可評估是否保留資產所有權的風險及回報,及保留的程度。倘並無轉讓及保留該項資產的絕大部分風險及回報,亦無轉讓該項資產的控制權,則本集團繼續確認該項已轉讓資產,惟以本集團持續涉及該項資產為限。此情況下,本集團亦確認相關負債。已轉讓資產及相關負債按本集團所保留權利及責任計量。

以所轉讓資產作擔保形式的持續參與按資產原賬面值與本集團或需償付的最高額代價的計較低者計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 主要會計政策概要(續)

金融資產減值(自2018年1月1日起應用香港財務報告準則第9號項下的政策)

本集團確認對並非按公平值計入損益的所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認起有否顯著增加。作出評估時，本集團將截至報告日期金融工具發生違約的風險與初始確認日期金融工具發生違約的風險進行比較，並考慮在無須付出不必要的額外成本或努力即可獲得合理且有依據的資料，包括歷史及前瞻性資料。

本集團會在合約付款逾期90日時考慮金融資產違約。然而，在若干情況下，倘內部或外部資料反映，在沒有計及本集團任何現有信貸提升措施前，本集團不大可能悉數收到未償還合約款項，則本集團亦可認為金融資產將會違約。當並無合理預期收回合約現金流量時，會撇銷金融資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

(Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)

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

2.4 主要會計政策概要(續)

金融資產減值(自2018年1月1日起應用香港財務報告準則第9號項下的政策)(續)

簡化方法

對於不包含重大融資成分的貿易應收款項或倘本集團採用不調整重大融資成分影響的實際權宜之計，本集團採用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變動，而是根據各報告日的全期預期信貸虧損確認虧損準備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

就包含重大融資成分及應收租賃款項的貿易應收款項而言，本集團選擇採用簡化方法計算上述政策的預期信貸虧損為其會計政策。

金融資產減值(於2018年1月1日前應用香港會計準則第39號項下的政策)

本集團於各報告期末評估有否任何客觀證據顯示一項或一組金融資產出現減值。倘資產初次確認後發生的一項或多項事件影響一項或一組金融資產能可靠預計的估計未來現金流量，則視為已減值。減值證據包括一個或一組債務人出現嚴重財務困難、拖欠利息或本金付款、債務人很有可能會破產或進行其他財務重組，以及可觀察數據顯示估計未來現金流量出現相當減幅(例如欠款或與拖欠債務有關的經濟環境有變)。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets carried at amortised cost

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

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

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

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

2.4 主要會計政策概要(續)

按攤銷成本計賬的金融資產

對於按攤銷成本計賬的金融資產，本集團首先單獨評估具個別重要性的金融資產是否有客觀減值跡象，或共同評估非具個別重要性的金融資產是否有客觀減值跡象。倘本集團確定經個別評估的金融資產（無論具重要性與否）並無客觀減值跡象，該項資產會歸入一組具有相若信貸風險特性的金融資產，並對該組金融資產共同作出減值評估。個別評估減值的資產確認或繼續確認虧損，則有關資產不會納入共同減值評估。

任何已識別的減值虧損，按資產賬面值與估計未來現金流量現值（不包括未產生的未來信貸虧損）之差額計量。估計未來現金流量現值按金融資產的原實際利率（即初次確認時計算的實際利率）折現。

有關資產的賬面值透過使用撥備賬扣減，而虧損於損益表確認。減少的賬面值持續產生的利息收入採用計量減值虧損時所用折現未來現金流量的利率計算。當貸款及應收款項與任何相關準備並無實際可於未來收回的可能時，則予以撇銷，而所有抵押品已變現或已轉讓予本集團。

倘於隨後期間，估計減值虧損的金額因確認減值後發生的事項而增減，則先前確認的減值虧損可透過調整撥備賬而增減。倘撇減的金額於其後撥回，則撥回的金額計入損益中的其他開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Available-for-sale financial investments

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

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

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

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

2.4 主要會計政策概要(續)

待售金融投資

就待售金融投資而言，本集團會於各報告期末評估有否客觀跡象顯示一項或一組投資出現減值。

倘待售資產減值，其成本(減任何本金付款及攤銷)與其現時公平值之間的差額在扣減先前於損益表確認的任何減值虧損後的金額，將由其他全面收入轉入損益表確認。

分類為待售股本投資的客觀減值跡象包括該項投資的公平值大幅或長期下降至低於其成本值。「大幅」乃對原投資成本的估價而言，而「長期」則就公平值低於其原成本的期間而言。倘出現減值跡象，則累計虧損(按收購成本與現時公平值的差額減該項投資先前於損益確認的任何減值虧損計量)將從其他全面收入中移除，並於損益確認。分類為待售的股本工具的減值虧損不可透過損益撥回，而其公平值於減值後的增幅直接於其他全面收入確認。

確定是否屬「大幅」或「長期」時須作出判斷。在作出判斷時，本集團會評估(其中包括)一項投資的公平值少於其成本的持續時間或程度。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

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

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

The Group's financial liabilities include trade and other payables, other long-term payable and interest-bearing bank borrowings.

Subsequent measurement

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

Loans and borrowings

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

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

2.4 主要會計政策概要(續)

金融負債(自 2018 年 1 月 1 日起應用香港財務報告準則第 9 號及於 2018 年 1 月 1 日前應用香港會計準則第 39 號項下的政策)

初次確認及計量

金融負債初次確認時視情況分類為貸款及借款或應付款項(如適合)。

所有金融負債在初次確認時均按公平值計量，若為貸款及借款以及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、其他長期應付款項以及計息銀行借款。

後續計量

金融負債的後續計量取決於以下分類：

貸款及借款

初次確認後，計息貸款及借款及其他長期應付款項其後使用實際利率法按攤銷成本計量，除非折現的影響不大，在此情況下按成本列賬。當負債終止確認乃至通過實際利率攤銷過程時，盈虧於損益確認。

計算攤銷成本時，考慮任何收購折讓或溢價，並計入屬於實際利率不可分割部分的費用或成本。實際利率攤銷計入損益內的財務費用。

31 December 2018 於2018年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

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

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

Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

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

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are merchandise goods stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策概要(續)

金融負債終止確認(自2018年1月1日應用香港財務報告準則第9號及於2018年1月1日前應用香港會計準則第39號項下的政策)

倘金融負債的責任已履行、取消或屆滿，則會終止確認負債。

倘相同貸款人改為以條款大為不同的金融負債代替現有金融負債，或現有負債的條款經重大修訂，則有關轉換或修訂視作終止確認原負債並確認新負債，有關賬面值之間的差額於損益表確認。

金融工具抵銷(自2018年1月1日起應用香港財務報告準則第9號及於2018年1月1日前應用香港會計準則第39號項下的政策)

僅於現時有法定可執行權利抵銷已確認金額，亦有意以淨額結算或同時變現資產及結清負債，金融資產與金融負債方可抵銷，淨額列入財務狀況表。

庫存股份

本公司或本集團所重購及持有的自有權益工具(庫存股份)乃按成本直接於權益確認。本集團自有權益工具購入、出售、發行或註銷時不於損益確認盈虧。

存貨

存貨乃按成本及可變現淨值之較低者列賬的商品。成本按先入先出基準釐定。可變現淨值基於估計售價減完成及出售所招致任何估計成本計算。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

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

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

Provisions

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

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

Income tax

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

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

2.4 主要會計政策概要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉為已知金額現金、價值變動風險不大及購入時一般在三個月內到期的短期高流動性投資，減須於要求時償還及屬於本集團現金管理不可分割部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括無用途限制的手頭現金及銀行現金(包括定期存款)。

撥備

當本公司現時因過往事件而須承擔法定或推定責任，而履行責任可能導致日後資源流出，且有關責任金額能可靠估算時，則確認撥備。

當折現影響重大時，所確認的撥備金額為預期日後履行責任所需的開支於呈報期結算日的現值。隨時間推移而增加的折現現值，在損益表內計入財務成本。

所得稅

所得稅包括即期及遞延稅項。有關於損益外確認之項目的所得稅於損益外確認，或於其他全面收入確認或直接於權益確認。

即期稅項資產及負債基於呈報期結算日已頒佈或實質頒佈的稅率(及稅法)，計及本集團經營所在國家的詮釋及慣例後，按預期自稅務機關收回或付予稅務機關的金額計算。

31 December 2018 於2018年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

於報告期末，遞延稅項根據資產及負債的稅基與其就財務報告目的而呈列的賬面值之間的所有暫時差額以負債法計提準備。

遞延稅項負債乃就所有應課稅暫時差額確認，惟下列情況則除外：

- 遞延稅項負債產生於非業務合併的交易中對商譽或資產或負債的初次確認，且在交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與投資附屬公司、聯營公司及合營企業有關的應課稅暫時差額而言，倘可控制暫時差額的撥回時間，且暫時差額不大可能於可預見將來撥回。

所有可扣減暫時差額、結轉的未動用稅項抵免及未動用稅項虧損均確認為遞延稅項資產。確認遞延稅項資產的數額，以可用於抵銷可扣減暫時差額、結轉的未動用稅項抵免及未動用稅項虧損的可能有的應課稅溢利為限，除非：

- 與可扣減暫時差額有關的遞延稅項資產產生於一項非業務合併的交易中對資產或負債的初次確認，且在交易時概不影響會計溢利或應課稅溢利或虧損；及
- 就與投資附屬公司、聯營公司及合營企業有關的可扣減暫時差額確認遞延稅項資產，但只限於暫時差額很可能在可見未來撥回，並該暫時差額可動用以抵銷應課稅利潤。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產的賬面值於各報告期末檢討並減至不再可能有足夠應課稅溢利可用於抵銷全部或部分可動用的遞延稅項資產為止。未確認的遞延稅項資產於各報告期末重新評估，確認金額以可能有足夠應課稅溢利用於抵銷全部或部分遞延稅項資產為限。

遞延稅項資產及負債根據報告期末已頒佈或實質已頒佈的稅率(及稅法)，按預期適用於資產變現或負債清償期間的稅率計量。

遞延稅項資產與遞延稅項負債僅於以下情況可予抵銷，即倘本集團有合法強制執行權利將即期稅項資產與即期稅項負債抵銷且遞延稅項資產及遞延稅項負債關乎同一課稅機關就同一應課稅實體或不同應課稅實體所徵收所得稅，而其於大額遞延稅項負債或資產預期可結算或收回的各未來期間有意以淨額基準結算即期稅項負債及資產，或同時變現資產並結算負債。

政府補貼

政府補貼於有合理保證將收到且將符合所有附帶條件時按其公平值確認。補貼關乎開支項目時，就該擬償付成本所支銷的期間以系統性基準確認為收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

2.4 主要會計政策概要(續)

收益確認(自2018年1月1日應用)

來自客戶合約的收益

當貨品控制權或服務轉移至客戶的金額反映本集團預期就交換該等貨品或服務而有權獲得的代價時，確認來自客戶合約客戶的合約收益。

當合約中的代價有可變金額時，會估計本集團就向客戶轉移貨品或服務交易中將有權收取的代價金額。可變代價於訂立合約時估計並以此為限，直至與可變代價相關的不確定性其後獲解決時，已確認的累計收入金額相當可能不會發生重大收入撥回為止。

當合約中包含一個融資部分，為客戶提供轉移貨品或服務超過一年的顯著融資利益時，收益按應收金額的現值計量，並使用貼現率貼現，其在合約開始時反映在本集團與客戶之間的獨立融資交易中。當合約包含為本集團提供超過一年的重大財務利益的融資部分時，根據合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。對於客戶付款與轉移已承諾貨品或服務之間的期間為一年或以下的合約，交易價格並不就重大融資部分的影響採用香港財務報告準則第15號的簡易實務處理方法予以調整。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (applicable from 1 January 2018) (Continued)

Revenue from contracts with customers (Continued)

- (a) Sales of goods
Revenue from the sales of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.
- (b) Provision of property management services
Revenue from the provision of property management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.
- (c) Sales assistance services
Revenue from the sales assistance services is recognised when the relevant services are rendered and the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

2.4 主要會計政策概要(續)

收益確認(自2018年1月1日應用)(續)

來自客戶合約的收益(續)

- (a) 銷售貨品
銷售貨品的收益在資產控制權轉移給客戶的時間點確認，通常是在交付貨品時。
- (b) 提供物業管理服務
提供物業管理服務的收益於預定期間以直線法確認，因為客戶同時接收及消耗本集團提供的利益。
- (c) 協銷服務
協銷服務的收益於提供相關服務及客戶同時收取及消耗本集團提供的利益時確認。

來自其他來源的收益

租金收入按租賃期按時間比例確認。

其他收入

利息收入採用實際利率法按權責發生制確認，其使用的利率為能夠將預計未來現金收入在金融工具預期年限內完全折現為金融資產帳面淨值的利率。

31 December 2018 於2018年12月31日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)***Revenue recognition (applicable before 1 January 2018)**

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

- (a) from the sales of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, on the percentage of completion basis, as further explained in the accounting policy for “Contracts for services (applicable before 1 January 2018)” below;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument, to the net carrying amount of the financial asset; and
- (e) dividend income, when the shareholders’ right to receive payment has been established.

Contract assets (applicable from 1 January 2018)

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

2.4 主要會計政策概要(續)**收益確認(於2018年1月1日前應用)**

收益於其經濟利益將流向本集團且收益能按下列基準可靠衡量時確認：

- (a) 來自銷售貨品的收益乃於所有權的重大風險與回報已轉移至買方，而本集團並無保留通常與所有權有關的管理性參與或對已售貨品的有效控制時入賬；
- (b) 提供服務的收入按完成百分比的基準確認，詳情見下文「服務合約」(於2018年1月1日前應用)的會計政策；
- (c) 租金收入乃依租期按時間比例入賬；
- (d) 利息收入採用實際利率法按權責發生制確認，其使用的利率為能夠將預計未來現金收入在金融工具預期年限內完全折現為金融資產帳面淨值的利率；及
- (e) 股息於股東收取派息的權利確立時入賬。

合約資產(自2018年1月1日起應用)

合約資產是交換轉移至客戶的貨品或服務的權利。倘本集團通過在客戶支付代價之前或在付款到期之前將貨品或服務轉移至客戶來履行，則合約資產將被確認為有條件的獲得代價。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)***Contract liabilities (applicable from 1 January 2018)**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Contract costs (applicable from 1 January 2018)

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

Share-based payments

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

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

2.4 主要會計政策概要(續)**合約負債(自 2018 年 1 月 1 日起應用)**

合約負債是指向本集團已收到客戶代價(或應付代價金額)的客戶轉移貨品或服務的責任。倘客戶在本集團向客戶轉移貨品或服務之前支付代價,則在付款或付款到期時(以較早者為準)確認合同負債。合約負債於本集團根據合約履行時確認為收入。

合約成本(自 2018 年 1 月 1 日起應用)

除作為存貨、物業、廠房及設備以及無形資產資本化的成本外,履行與客戶的合約所產生的成本,倘符合以下所有條件,則資本化為資產:

- (a) 成本直接與合約或實體可以明確確定的預期合約相關。
- (b) 成本產生或增強將用於滿足(或繼續滿足)未來履約義務的實體資源。
- (c) 預計成本將會收回。

資本化合約成本按系統化基準攤銷及計入損益表,與確認資產相關的收益模式一致。其他合約成本於產生時列為開支。

股份付款

本公司現時設有一項購股權計劃,以向對本集團業務成功有貢獻的合資格參與者提供鼓勵及獎勵。本集團僱員(包括董事)以股份支付的形式收取薪酬,而僱員則提供服務作為換取權益工具的代價(「以權益結算交易」)。

2002 年 11 月 7 日後授予僱員的以權益結算交易的成本乃參考授出當日的公平值計算。公平值由外聘估值師以二項模式法釐定。其他詳情載於財務報表附註 30。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

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

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

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

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

2.4 主要會計政策概要(續)

股份付款(續)

以權益結算交易的成本連同相關權益的增加於達至表現及／或服務條件時確認為僱員福利費用。於各報告期末確認之截至歸屬日期的累積權益結算交易開支，指本集團對歸屬期完結時最終歸屬的權益工具數量的最佳估計。期間在損益表扣除或抵免的數額指期初及期終已確認累積開支的變動。

在決定該獎勵授予日的公平值時，服務及非市場表現條件並不予以考慮。但是該條件得到滿足的可能性應作為評估本集團最終可授予權益工具數量的最佳估計的一部分予以考慮。市場表現條件體現在授予日公平值中。該獎勵的其他條件，如果不與提供服務的要求相關聯，則認為是非歸屬條件。非歸屬條件應在該獎勵的公平值中體現，且除非存在服務及／或業績條件，則應立即計入該項獎勵的費用當中。

對於因未達到非市場表現及／或服務條件而未最終歸屬的獎勵，不會確認任何費用。倘獎勵包括市場或非歸屬條件，則無論是否滿足市場或非歸屬條件，交易均視為歸屬，前提是所有其他履約及／或服務條件均得到滿足。

在滿足股份獎勵計劃之原有條款情況下，若修訂股份付款獎勵的條款，則至少確認假設並無修訂有關條款時所產生的開支。此外，倘修訂導致以股份付款的總公平值增加或對僱員有利(就修訂當日而言)，則須就修訂確認開支。

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

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

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

The cost of cash-settled transactions is measured initially at fair value at the grant date using the Black-Scholes formula, taking into account the terms and conditions upon which the instruments were granted (note 30). The fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The cumulative expense recognised for cash-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of awards that will ultimately vest. The liability is measured at the end of each reporting period up to and including the settlement date, with changes in fair value recognised in profit or loss.

2.4 主要會計政策概要(續)

股份付款(續)

倘取消以權益結算獎勵，則有關獎勵將視作於取消當日經已歸屬，而任何未確認的獎勵開支會即時確認。其包括未能符合本集團或僱員可控制之非歸屬條件的獎勵。然而倘以新獎勵取代已取消的獎勵，並於授出日期指定為替代獎勵，則所取消獎勵及新獎勵將按上段所述的方式視為對原有獎勵的修訂(如上段所述)。

未行使購股權的攤薄影響在計算每股盈利時列作額外股份攤薄。

於授出日期以現金償付的交易成本計入工具授出的條款及條件採用柏力克－舒爾斯模式按公平值初步計量(附註30)。公平值於期間列為開支，並確認相應負債直至歸屬日期為止。負債於各報告期末至結算日期(包括該日)計量，而公平值變動則於損益表確認。於歸屬日期前各報告期末確認的現金結算交易的累計開支反映歸屬期屆滿的程度及本集團對最終歸屬的獎勵數目的最佳估計。負債於各報告期末(直至及包括結算日期)計量，而公平值變動於損益確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 14% to 20% of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

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

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

2.4 主要會計政策概要(續)

其他僱員福利

退休金計劃

根據強制性公積金計劃條例，本集團為其香港僱員設有定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃根據僱員基本薪金的某個百分比計算，並按照強積金計劃的規則於繳付供款時於損益表內扣除。強積金計劃的資產與本集團的資產分開，由獨立管理的基金持有。本集團繳付的僱主供款於存入強積金計劃後即全數歸屬於僱員。

本集團在中國內地營運的附屬公司所聘僱員，須參與由當地市政府籌辦的中央退休金計劃。該等附屬公司須將彼等薪金成本的14%至20%作為中央退休金計劃供款。供款根據中央退休金計劃的規則成為應付時於損益扣除。

借款成本

所有借款成本於產生期間支銷。借款成本包括實體就借款所產生的利息及其他成本。

股息

末期股息在股東大會獲股東批准時確認為一項負債。擬末期股息乃在財務報表附註中披露。

中期股息即時建議及宣派，因為本公司組織章程大綱及細則授予董事權力宣派中期股息。因此，中期股息在建議及宣派時即時確認為負債。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

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

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

2.4 主要會計政策概要(續)

外幣

本財務報表以人民幣，即本公司之功能貨幣呈列。本集團旗下各實體決定其功能貨幣，而各實體呈列於財務報表中之項目以功能貨幣計算。本集團旗下實體錄得的外幣交易首先按交易日期適用的功能貨幣匯率記賬。於報告期末以外幣為單位的貨幣資產與負債按該日適用的匯率折算。結算或換算貨幣項目所產生差額於損益表確認。

按歷史成本計算的外幣非貨幣項目按初次交易日期的匯率換算。按公平價值計算的外幣非貨幣項目按計量公平價值當日的匯率換算。換算按公平價值計算的非貨幣項目所產生盈虧如確認項目公平價值變動盈虧般處理(即公平價值盈虧於其他全面收入或損益確認的項目的換算差額亦分別於其他全面收入或損益確認)。

3. 重大會計判斷及估計

編製本集團的財政報表時，管理層須於報告當日作出會影響報告當日所呈報收益、開支、資產及負債的報告金額及其附帶披露及或然負債披露的判斷、估設及假設。有關假設和估計的不確定因素，可導致須就未來受影響的資產或負債賬面值作出重大調整。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- (i) Identifying performance obligations in multiple underlying activities of property management services

The Group provides property management services which comprised of multiple underlying activities to the customers (i.e., security, maintenance, cleaning, landscaping, administrative and support services).

While each of these activities are individually capable of being distinct, the Group determined that they are not distinct within the context of the contract because the ultimate objective of the management services is to perform any activities that are necessary to ensure the properties are operating as intended. In addition, the Group determined that the management services represent a series of services that are substantially the same and have the same pattern of transfer to the customers over the term of the contract. Each distinct service represents a performance obligation that would be satisfied over time (i.e., over the length of the contract, not at a point in time) and has the same measure of progress (e.g., time elapsed). Consequently, the Group determined that the multiple underlying activities of property management services to be accounted for as a single performance obligation.

3. 重大會計判斷及估計 *(續)*

判斷

於應用本集團的會計政策的過程中，除涉及對財務報表內已確認金額構成最重大影響的該等估計的會計政策外，管理層已作出以下判斷：

來自客戶合約收益

本集團採用以下判斷，顯著影響與客戶合約收入金額及時間的確定：

- (i) 確定物業管理服務的多項基本活動的履約義務

本集團提供物業管理服務，包括為客戶提供多項基礎活動（即安全、維護、清潔、環境美化、行政及支持性服務）。

雖然該等活動各自能夠區分開來，但本集團釐定其在合約範圍內並不明確，因為管理服務的最終目標是執行任何必要的活動以確保物業按預期運作。此外，本集團釐定管理服務指一系列基本相同的服務，並在合約期內向客戶提供相同的轉移模式。各個不同的服務指履行義務，該履行義務將隨著時間的推移而達成（即在合約的長度上，而不是在某個時間點）並且具有相同的進度度量（例如，逝去的時間）。因此，本集團決定將物業管理服務的多項基本活動列為單一履約責任。

31 December 2018 於 2018 年 12 月 31 日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Revenue from contracts with customers (Continued)

- (ii) Determining the method to estimate variable consideration and assessing the constraint for property management services

The Group gives discount to the customers as a strategy to improve the cash collection of property management fees, which give rise to variable consideration. The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for reductions in property management services, given that there is a wide range of possible outcomes which are subject to specific cases and negotiations with customers.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, current negotiations with customers and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Operating lease commitments — Group as lessee

The Group has entered into commercial property leases on certain properties. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it does not retain all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

3. 重大會計判斷及估計 (續)

判斷 (續)

來自客戶合約收益 (續)

- (ii) 確定估算可變代價及評估物業管理服務約束的方法

本集團向客戶提供折扣，作為改善物業管理費現金收取的策略，從而引起可變代價。本集團確定，預期價值法是用於估計物業管理服務減少的可變代價的適當方法，因為存在多種可能的結果，該等結果受特定情況及客戶談判的影響。

在將任何數額的可變代價納入交易價格之前，本集團會考慮可變代價的金額是否受到限制。本集團根據其歷史經驗，與客戶的當前談判及當前經濟狀況，確定可變代價的估計不受限制。此外，可變代價的不確定性將在短時間內得到解決。

經營租賃承擔 — 集團作為出租人

本集團已就其投資物業組合訂立了商業物業租賃。本集團基於對有關安排的條款及條件的評核，釐定其保留有此等出租作經營租賃的物業的全部重大風險與回報。

經營租賃承擔 — 集團作為承租人

本集團已就若干物業訂立了商業物業租賃。本集團基於對有關安排的條款及條件的評核，釐定其並不保留有此等出租作經營租賃的物業所有權的全部重大風險與回報。

31 December 2018 於2018年12月31日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Judgements *(Continued)*

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Significant judgements and estimates are involved in cash generating unit identification, operating profit forecasts, perpetuity growth rates and discount rates. Changes in these assumptions can result in materially different on impairment charges or available headroom. The carrying amount of goodwill at 31 December 2018 was RMB155,456,000 (2017: RMB105,560,000). Further details are given in note 17.

3. 重大會計判斷及估計 *(續)*

判斷 *(續)*

投資物業與自用物業的劃分

本集團確定一幢物業是否可列作投資物業，並已制定判斷之準則。投資物業乃持有作賺取租金或資本增值或兩者兼有之用途的物業。因此，本集團考慮一幢物業在產出現金流量時，是否大都獨立於本集團持有之其他資產。若干物業一部分被持有作賺取租金或資本增值用途，另一部分則被持有作生產或供應貨物或服務或行政用途。倘若此等部分可按融資租約分別出售或分別出租，則本集團就將此等部分分別列賬。倘若此等部分不能分別出售，則只能於一小部分持有作生產或供應貨物或服務或行政用途時，物業方列為投資物業。按個別物業判斷以決定配套服務之重大程度是否足以使一幢物業不再列為投資物業。

估計不確定性

於報告期末關乎未來及估計不確定性其他關鍵來源的關鍵假設，而該等假設對下一個財政年度內資產與負債的賬面值極可能造成重大調整，茲描述如下。

商譽減值

管理層至少每年釐定商譽有否減值。此要求估計獲分配商譽現金產生單位的使用價值。現金產生單位識別、經營溢利預測、永久增長率及折現率涉及重大判斷及估計。該等假設的變動可導致減值費用或現有頭寸重大不同。商譽於2018年12月31日的賬面值為人民幣155,456,000元(2017年：人民幣105,560,000元)。更多詳情載於附註17。

31 December 2018 於 2018 年 12 月 31 日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for intangible assets in respect of property management contracts at the end of each reporting period. Intangible assets are tested for impairment when there are indicators that the net carrying amounts may not be recoverable.

The net carrying values of intangible assets are dependent on future cash flows of the underlying cash-generating units and significant judgements and estimates are involved in cash-generating unit identification, operating profit forecasts, perpetuity growth rates and discount rates for the beneficial period of the intangible assets.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., customer type).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 22 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

無形資產的減值 (商譽除外)

本集團於各報告期末評估物業管理合約之無形資產有否減值跡象。無形資產於有跡象顯示可賬面淨值不可收回時進行減值測試。

無形資產的賬面淨值取決於相關現金產生單位的未來現金流量，而無形資產受惠期的現金產生單位識別、經營溢利預測、永久增長率及折現率則涉及重大判斷及估計。

貿易應收款項的預期信貸虧損準備

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率根據具有類似損失模式 (即客戶類別) 的各個客戶群的分組的逾期天數計算。

撥備矩陣最初基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整歷史信用損失經驗與前瞻性資訊。於每個報告日，歷史觀察到的違約率均被更新，並分析前瞻性估計的變化。

對歷史觀察到的違約率、預測的經濟狀況及預期信貸虧損之間的相關性的評估為重要的估計。預期信貸虧損的金額對環境的變化及預測的經濟狀況極其敏感。本集團的過往信貸虧損經驗及對經濟狀況的預測亦可能無法代表未來客戶的實際違約。有關本集團貿易應收款項的預期信貸虧損的資料披露於財務報表附註 22。

31 December 2018 於2018年12月31日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2018 was RMB114,952,000 (2017: RMB103,327,000). Further details are contained in note 21 to the financial statements.

Estimation of fair value of investment properties

The valuation of the investment properties involved estimated and assumption on items such as the selection of comparable properties and market price.

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources for estimation of fair value of investment properties, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and

3. 重大會計判斷及估計 (續)

估計不確定性 (續)

遞延稅項資產

遞延稅項資產僅在有可能出現應課稅溢利可用以抵扣未動用稅項虧損時，方會就該等虧損獲得確認。在釐定可確認的遞延稅項資產金額時，管理層須根據未來應課稅溢利可能的時間及水平連同未來稅項規劃策略，作出重要判斷。於2018年12月31日，未確認稅項虧損金額為人民幣114,952,000元(2017年：人民幣103,327,000元)。進一步詳情載於財務報表附註21。

估算投資物業的公平值

投資物業的估值涉及選取可比較物業及市價等項目的估計及判斷。

在欠缺相類物業的活躍市場的現行價格情況下，本集團考慮來自多個不同源頭的資料來估計投資物業的公平值，包括：

- (a) 不同性質、狀況或地點的物業在活躍市場上的現行價格，並作出調整以反映上述差異；
- (b) 類似物業於活躍程度稍遜市場的最近期價格，並作出調整以反映自交易按有關價格進行之日期起出現之任何經濟狀況變動；及

31 December 2018 於 2018 年 12 月 31 日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation of fair value of investment properties (Continued)

- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31 December 2018 was RMB184,384,000 (2017: RMB163,592,000). Further details, including the key assumptions used for fair value measurements, are set out in note 15 to the financial statements.

4. CORRECTION OF PRIOR PERIOD ERROR

On 26 July 2016, the Group entered into an equity transfer agreement and a joint venture agreement (the “Agreements”) with 10 individual equity holders (the “Vendors”) to acquire 70% equity interests in Zhejiang Yongcheng with certain indebtedness (the “Acquisition”) at a cash consideration of RMB210,000,000. The Acquisition of the 70% equity interests in Zhejiang Yongcheng was completed in October 2016. According to the Agreements, net profit of Zhejiang Yongcheng derived during the period from 1 January 2016 to the date upon the renewed business licence of Zhejiang Yongcheng being granted should be appropriated to the foregoing Vendors. The profit represented identifiable liabilities at the date of acquisition of Zhejiang Yongcheng. As a consequence, other payables and accruals and goodwill at the date of acquisition of Zhejiang Yongcheng recorded by the Group have been understated and non-controlling interests at the date of acquisition of Zhejiang Yongcheng recorded by the Group have been overstated. The correction of error did not have an impact on profit or loss.

3. 重大會計判斷及估計 (續)

估算投資物業的公平值 (續)

- (c) 根據對未來現金流量所作的可靠估計而得出的折現現金流量預測，以任何現有租約及其他合約之條款及(在可能情況下)外在證據(例如地點及狀況相同的類似物業的現行市場租金)作為支持理據，並採用足以反映當時市場對現金流量的金額及時機的不確定因素所作評估之折現率。

投資物業於2018年12月31日的賬面值為人民幣184,384,000元(2017年：人民幣163,592,000元)。更多詳情，包括用作公平值計量及敏感度分析的關鍵假設，載於財務報表附註15。

4. 前期差錯更正

於2016年7月26日，本集團與十名個別權益持有人(「賣方」)訂立股權轉讓協議及合營協議(「該等協議」)，內容有關按現金代價人民幣210,000,000元收購浙江永成70%股權連若干債務(「收購事項」)。收購浙江永成70%股權於2016年10月完成。根據該等協議，浙江永成自2016年1月1日起至其更新營業執照當日產生的純利應撥予上述賣方。利潤指上述收購浙江永成當日的可識別負債。因此，本集團所記錄於收購浙江永成當日的其他應付款項及應計費用及商譽被低估，而本集團所記於收購浙江永成當日的非控股權益被高估。上述差錯更正對損益無影響。

31 December 2018 於2018年12月31日

4. CORRECTION OF PRIOR PERIOD ERROR*(Continued)***Impact on the consolidated statement of financial position**

The error has been corrected by restating each of the affected financial statement account balances for the prior year as follows:

4. 前期差錯更正 (續)**對綜合財務狀況表的影響**

該錯誤已透過重列往年各項受影響財務報表賬目結餘於下文予以更正：

		31 December 2016 2016年 12月31日 RMB'000 人民幣千元
Increase in goodwill and total non-current assets	商譽及非流動資產總值增加	15,447
Increase in other payables and accruals, and total current liabilities	其他應付款項及應計費用以及 流動負債總額增加	22,067
Decrease in net assets	資產淨值減少	6,620
Decrease in equity attributable to non-controlling interests	非控股權益應佔權益減少	6,620
Decrease in total equity	權益總額減少	6,620

The change did not have an impact on profit or loss and other comprehensive income, earnings per share for the year ended 31 December 2016 or the Group's operating, investing and financing cash flows.

變動並無對損益及其他全面收益、截至2016年12月31日止年度的每股盈利或本集團的經營、投資及融資現金流量造成影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the geographical zones of services rendered in the PRC as follows:

- (a) Southern Region includes the cities of Guangzhou, Nanning, Sanya, Foshan, Zhongshan, Jiangmen, Qingyuan, Zhaoqing, Guilin, Wenchang, Huizhou, Wuzhou and Cenxi;
- (b) Eastern and Central Region includes the cities of Changde, Hangzhou, Suzhou, Chongqing, Ningbo, Jiaxing, Nantong, Shaoxing, Quzhou, Nanchang, Shanghai, Wuxi, Xuancheng, Zhenjiang, Huzhou, Nanjing, Hengyang, Chuzhou, Yixing, Chizhou, Wenzhou, Huai'an, Tàizhou, Taixing, Tàizhou, Longyou and Changsha;
- (c) Northern Region includes the cities of Baotou, Eerduosi, Dalian, Beijing, Tianjin, Bazhou, Tangshan, Qingdao, Baoding and Heze.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that changes in fair value of investment properties, bank interest income, change in fair value of financial assets designated as fair value through profit or loss, share of profits of joint ventures, share of losses of associates, net foreign exchange gains/losses, share-based payment expenses, finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, cash and cash equivalents, financial assets designated as fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, other long-term payable, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

5. 經營分部資料

就管理目的而言，本集團按於中國提供服務的地理區域劃分業務單位如下：

- (a) 華南地區包括廣州、南寧、三亞、佛山、中山、江門、清遠、肇慶、桂林、文昌、惠州、梧州及岑溪；及
- (b) 華東及華中地區包括常德、杭州、蘇州、重慶、寧波、嘉興、南通、紹興、衢州、南昌、上海、無錫、宣城、鎮江、湖州、南京、衡陽、滁州、宜興、池州、溫州、淮安、台州、泰興、泰州、龍游及長沙；及
- (c) 華北地區包括包頭、鄂爾多斯、大連、北京、天津、霸州、唐山、青島、保定及淄博。

管理層單獨監控本集團經營分部之業績，以作出有關資源分配及表現評估之決策。分部表現按用作計量經調整除稅前利潤／虧損之可呈報分部利潤／虧損進行評估。經調整除稅前利潤之計量與本集團除稅前利潤一致，惟投資物業公平值變動、銀行利息收入、指定為按公平值計入損益之金融資產之公平值變動、應佔合營企業利潤、應佔聯營公司虧損、匯兌收益／虧損淨額、股份付款開支、財務成本以及總辦事處及企業開支並未納入有關計量。

分部資產不包括遞延稅項資產、現金及現金等價物、指定為按公平值計入損益之金融資產及其他未分配總辦事處及企業資產，因該等資產乃按組合基準管理。

分部負債不包括計息銀行借款、其他長期應付款項、應付稅項、遞延稅項負債及其他未分配總辦事處及企業負債，因該等負債乃按組合基準管理。

31 December 2018 於2018年12月31日

5. OPERATING SEGMENT INFORMATION*(Continued)***Operating segments****5. 經營分部資料 (續)****經營分部**

Year ended 31 December 2018	Southern Region	Eastern and	Northern Region	Total	
		Central Region			
截至2018年12月31日止年度	華南地區	華東及 華中地區	華北地區	總計	
	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Segment revenue (note 6)	分部收益(附註6)	252,648	706,286	64,077	1,023,011
Segment results	分部業績	63,157	116,679	15,914	195,750
<i>Reconciliation:</i>	<i>對賬:</i>				
Bank interest income	銀行利息收入				2,943
Fair value gains on investment properties	投資物業的公平值收益				3,216
Net foreign exchange gains	匯兌收益淨額				1,431
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之收益				3,915
Gain on disposal of a subsidiary	出售一家附屬公司收益				299
Gain on disposal of a joint venture	出售一家合營企業收益				1,450
Corporate expenses	企業開支				(47,003)
Share-based payment expense	股份付款開支				(5,660)
Share of profit of a joint venture	應佔一家合營企業利潤				2,895
Share of loss of associates	應佔聯營公司虧損				(4)
Finance costs	財務成本				(1,833)
Profit before tax	除稅前利潤				157,399
Segment assets	分部資產	639,417	770,433	41,771	1,451,621
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment receivables	對銷分部間應收款項				(648,337)
Corporate and other unallocated assets	企業及其他未分配資產				537,935
Total assets	資產總值				1,341,219

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

5. OPERATING SEGMENT INFORMATION

(Continued)

Operating segments (Continued)

Year ended 31 December 2018		Eastern and			Total
		Southern Region	Central Region	Northern Region	
截至 2018 年 12 月 31 日止年度		華南地區	華東及 華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment liabilities	分部負債	274,606	341,047	18,975	634,628
Reconciliation:	對賬：				
Elimination of intersegment payables	對銷分部間應付款項				(648,337)
Corporate and other unallocated liabilities	企業及其他未分配負債				748,978
Total liabilities	負債總額				735,269
Other segment information	其他分部資料				
Net impairment losses recognised/ (reversal) in profit or loss	於損益中確認/(撥回)減值虧損淨額	974	1,921	(4,567)	(1,672)
Depreciation and amortisation	折舊及攤銷				
Unallocated	未分配				405
Segment	分部	4,773	19,962	124	24,859
Investments in associates	於聯營公司的投資	3,175	-	-	3,175
Investment in a joint venture	於一家合營企業的投資	-	4,412	-	4,412
Capital expenditure*	資本開支*				
Unallocated	未分配				2,145
Segment	分部	9,280	30,445	235	39,960

* Capital expenditure consists of additions to property and equipment, investment properties, intangible assets and prepayments for acquisition of properties.

5. 經營分部資料(續)

經營分部(續)

Year ended 31 December 2018		Eastern and			Total
		Southern Region	Central Region	Northern Region	
截至 2018 年 12 月 31 日止年度		華南地區	華東及 華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment liabilities	分部負債	274,606	341,047	18,975	634,628
Reconciliation:	對賬：				
Elimination of intersegment payables	對銷分部間應付款項				(648,337)
Corporate and other unallocated liabilities	企業及其他未分配負債				748,978
Total liabilities	負債總額				735,269
Other segment information	其他分部資料				
Net impairment losses recognised/ (reversal) in profit or loss	於損益中確認/(撥回)減值虧損淨額	974	1,921	(4,567)	(1,672)
Depreciation and amortisation	折舊及攤銷				
Unallocated	未分配				405
Segment	分部	4,773	19,962	124	24,859
Investments in associates	於聯營公司的投資	3,175	-	-	3,175
Investment in a joint venture	於一家合營企業的投資	-	4,412	-	4,412
Capital expenditure*	資本開支*				
Unallocated	未分配				2,145
Segment	分部	9,280	30,445	235	39,960

* 資本開支包括添置物業及設備、投資物業、無形資產及收購物業的預付款項。

31 December 2018 於2018年12月31日

5. OPERATING SEGMENT INFORMATION*(Continued)***Operating segments** *(Continued)***5. 經營分部資料** *(續)***經營分部** *(續)*

		Southern Region	Eastern and Central Region	Northern Region	Total
		華南地區	華東及 華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2017					
截至2017年12月31日止年度					
Segment revenue	分部收益	235,479	676,262	65,811	977,552
Segment results	分部業績	65,061	122,194	11,823	199,078
<i>Reconciliation:</i>	<i>對賬:</i>				
Bank interest income	銀行利息收入				1,795
Fair value gains on investment properties	投資物業的公平值收益				3,960
Net foreign exchange loss	匯兌虧損淨額				(8,657)
Gains on disposal of available-for-sale financial investments	出售待售金融投資之收益				1,125
Corporate expenses	企業開支				(51,602)
Share-based payment expense	股份付款開支				(2,495)
Reversal of share-based payment expense	撥回股份付款開支				12,981
Share of loss of an associate	應佔一家聯營公司虧損				(111)
Share of profit of joint ventures	應佔合營企業利潤				2,645
Finance costs	財務成本				(9,512)
Profit before tax	除稅前利潤				149,207
Segment assets	分部資產	439,460	351,424	13,006	803,890
<i>Reconciliation:</i>	<i>對賬:</i>				
Elimination of intersegment receivables	對銷分部間應收款項				(614,381)
Corporate and other unallocated assets	企業及其他未分配資產				1,046,862
Total assets	資產總值				1,236,371

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

5. OPERATING SEGMENT INFORMATION

(Continued)

Operating segments (Continued)

		Southern Region	Eastern and Central Region	Northern Region	Total
		華南地區	華東及 華中地區	華北地區	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2017					
截至 2017 年 12 月 31 日止年度					
Segment liabilities	分部負債	205,083	332,331	21,791	559,205
Reconciliation:	對賬:				
Elimination of intersegment payables	對銷分部間應付款項				(614,381)
Corporate and other unallocated liabilities	企業及其他未分配負債				744,854
Total liabilities	負債總額				689,678
Other segment information	其他分部資料				
Net impairment losses recognised in profit or loss	於損益確認的減值虧損淨額	4,849	23,937	686	29,472
Depreciation and amortisation	折舊及攤銷				
Unallocated	未分配				62
Segment	分部	4,939	21,210	139	26,288
Investment in an associate	於一家聯營公司的投資	2,689	-	-	2,689
Investments in joint ventures	於合營企業的投資	-	5,020	-	5,020
Capital expenditure*	資本開支*				
Unallocated	未分配				1,000
Segment	分部	18,554	6,378	57	24,989
* Capital expenditure consists of additions to property and equipment, investment properties, intangible assets and prepayments for acquisition of properties					* 資本開支包括添置物業及設備、投資物業、無形資產及收購物業的預付款項。

5. 經營分部資料(續)

經營分部(續)

31 December 2018 於2018年12月31日

5. OPERATING SEGMENT INFORMATION*(Continued)***Operating segments** *(Continued)*

The Group is mainly engaged in property management business, sales assistance businesses and other businesses. The following table provides an analysis of the Group's revenue and results based on types of business:

		Property management business	Sale assistance businesses	Other businesses	Total
		物業管理業務	協銷業務	其他業務	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note a)	(Note b)	(Note c)	
		(附註a)	(附註b)	(附註c)	
Year ended 31 December 2018	截至2018年12月31日止年度				
Segment revenue	分部收益	948,343	41,503	33,165	1,023,011
Segment results	分部業績	171,591	14,646	9,513	195,750
Year ended 31 December 2017	截至2017年12月31日止年度				
Segment revenue	分部收益	910,941	43,187	23,424	977,552
Segment results	分部業績	185,378	15,979	(2,279)	199,078

Notes:

- (a) The Group primarily provides property developers and property owners with a broad range of property management services mainly to residential properties, commercial and government buildings. Services provided by the Group include standard property management services and ancillary services.
- (b) The Group provides property management service to property developers for their sales centres. The services rendered by the Group include cleaning, security and maintenance services for their model houses and sales centres and the provision of general assistance to facilitate the sales process of the properties.
- (c) Other businesses comprise engineering services, catering services and the sale of engineering spare parts.

附註：

- (a) 本集團主要向物業發展商及業主提供廣泛的物業管理服務，大部份為住宅物業、商用及政府樓宇。本集團提供的服務包括標準物業管理服務及配套服務。
- (b) 本集團為物業發展商的售樓中心提供物業管理服務。本集團提供的服務包括示範單位及售樓中心的清潔、保安及維護，以及提供有助物業銷售過程的一般協助。
- (c) 其他業務包括工程服務、餐飲服務及銷售工程零部件。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

5. OPERATING SEGMENT INFORMATION

(Continued)

Operating segments (Continued)

Information about a major customer

During the years ended 31 December 2018 and 2017, there was no revenue from transactions with a single customer amounted to 10% or more of the Group's revenue.

Geographical information

The Group's total revenue is all generated in Mainland China and the non-current assets are all located in Mainland China.

6. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

5. 經營分部資料(續)

經營分部(續)

有關一名主要客戶的資料

截至2018年及2017年12月31日止年度內，概無與單一外部客戶的交易所得收益佔本集團收益的10%或以上。

地區資料

本集團總收益全部源於中國內地，而非流動資產亦全部位於中國內地。

6. 收益、其他收入及收益

收益的分析如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
<i>Revenue from contracts with customers</i>	來自客戶合約收益		
Rendering of services	提供服務	1,005,742	967,834
Sales of goods	銷售貨品	17,269	9,718
		1,023,011	977,552

31 December 2018 於2018年12月31日

6. REVENUE, OTHER INCOME AND GAINS*(Continued)***Revenue from contracts with customers**

(i) Disaggregated revenue information

For the year ended 31 December 2018

Segments 分部		Property management business 物業管理業務 RMB'000 人民幣千元	Sales assistance business 協銷服務業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Type of goods or services	貨品或服務類型				
Rendering of services	提供服務	948,343	41,503	15,896	1,005,742
Sales of goods	銷售貨品	-	-	17,269	17,269
		948,343	41,503	33,165	1,023,011
Geographical markets	地區市場				
Mainland China	中國內地	948,343	41,503	33,165	1,023,011
Timing of revenue recognition	收益確認時間				
Revenue recognised over time	於某一時間段確認收益	948,343	41,503	15,896	1,005,742
Revenue recognised at a point in time	於某一時間點確認收益	-	-	17,269	17,269
Total revenue from contracts with customers	來自客戶合約總收益	948,343	41,503	33,165	1,023,011

6. 收益、其他收入及收益(續)**來自客戶合約收益**

(i) 已分拆收益資料

截至2018年12月31日止年度

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

6. REVENUE, OTHER INCOME AND GAINS

(Continued)

Revenue from contracts with customers

(Continued)

(i) Disaggregated revenue information (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

For the year ended 31 December 2018

6. 收益、其他收入及收益 (續)

來自客戶合約收益 (續)

(i) 已分拆收益資料 (續)

以下載列來自客戶合約收益與分部資料所披露金額的對賬：

截至 2018 年 12 月 31 日止年度

Segments 分部	Property management business 物業管理業務 RMB'000 人民幣千元	Sales assistance business 協銷服務業務 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from contracts with customers	來自客戶合約的收益			
External customers	948,343	41,503	33,165	1,023,011
Intersegment sales	58,957	-	4,822	63,779
Intersegment adjustments and eliminations	(58,957)	-	(4,822)	(63,779)
Total revenue from contracts with customers	948,343	41,503	33,165	1,023,011

31 December 2018 於2018年12月31日

6. REVENUE, OTHER INCOME AND GAINS*(Continued)***Revenue from contracts with customers***(Continued)***(i) Disaggregated revenue information** *(Continued)*

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2018 2018年 RMB'000 人民幣千元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	已計入報告期初的合約負債的 已確認收益：
Property management services	物業管理業務 82,265

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Provision of property management service

The performance obligation is satisfied over time as services are rendered and payment is generally due within 45 days from the date of billing.

Sales assistance services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 45 days from the date of billing.

6. 收益、其他收入及收益(續)**客戶合約收益(續)****(i) 已分拆收益資料(續)**

下表顯示於本報告期間確認的收益金額，已計入報告期初的合約負債及就於過往期間達成的履約責任確認：

(ii) 履約責任

有關本集團履約責任的資料概述如下：

提供物業管理服務

履約責任於提供服務時隨時間達成，款項一般於發出賬單日期起計45日內到期。

協銷服務

履約責任於提供服務時隨時間達成，款項一般於發出賬單日期起計45日內到期。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

6. REVENUE, OTHER INCOME AND GAINS

(Continued)

Revenue from contracts with customers

(Continued)

(ii) Performance obligations (Continued)

Sales of goods

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 30 to 90 days from customer acceptance of delivered goods.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 are as follows:

		RMB'000 人民幣千元
Within one year	一年內	92,010
More than one year	一年以上	-
		92,010

All the remaining performance obligations are expected to be recognised within one year. The amounts disclosed above do not include variable consideration which is constrained.

6. 收益、其他收入及收益 (續)

客戶合約收益 (續)

(ii) 履約責任 (續)

貨品銷售

履約責任於產品交付時達成，款項一般於客戶收到交付的貨品起計 30 至 90 天內到期。

於 2018 年 12 月 31 日，分配至餘下履約責任 (未履行或部分未履行) 的交易價格如下：

所有餘下履約責任預期於一年內確認。上文披露的金額並不包括受限制的可變代價。

31 December 2018 於2018年12月31日

6. REVENUE, OTHER INCOME AND GAINS*(Continued)***6. 收益、其他收入及收益(續)**

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	2,943	1,795
Government grants	政府補貼	10,572	11,095
Rental income	租金收入	4,652	2,575
Others	其他	2,331	67
		20,498	15,532
Gains	收益		
Fair value gains on investment properties	投資物業的公平值收益	3,216	3,960
Gain on disposal of financial assets at fair value through profit or loss/available for sale financial investments	出售按公平值計入損益的金融資產/待售金融投資的收益	3,915	1,125
Net foreign exchange gain	匯兌收益淨額	1,431	-
Gain on disposal of a joint venture	出售一家合營企業收益	1,450	-
Gain on disposal of a subsidiary (note 34)	出售一家附屬公司的收益(附註34)	299	-
		10,311	5,085
		30,809	20,617

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

7. PROFIT BEFORE TAX

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

7. 除稅前利潤

本集團的除稅前利潤已扣除／(計入)下列項目：

			2018	2017
		Notes	2018 年	2017 年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
Cost of services provided	已提供服務成本		728,781	674,806
Cost of goods sold	已售貨品成本		12,125	5,909
Depreciation	折舊	14	11,468	10,045
Amortisation of intangible assets	無形資產攤銷	20	13,796	16,305
Employee benefit expense (excluding directors' and chief executive's remuneration):	僱員福利開支 (不包括董事及最高行政 人員薪酬):			
Salaries and other benefits	薪酬及其他福利		353,227	284,361
Retirement benefit scheme contributions	退休福利計劃供款		20,333	12,039
Share-based payment expenses	股份付款開支		5,592	(11,714)
			379,152	284,686
Impairment of financial assets, net	金融資產減值淨額			
Net impairment losses (reversal)/ recognised of trade and bills receivables	貿易應收賬款及應收 票據減值虧損 (撥回)／確認淨額	22	(4,404)	22,431
Net impairment losses recognised of other receivables	其他應收款項 減值虧損確認淨額	23	2,732	7,041
Minimum lease payments under operating leases	經營租賃下的最低租賃款項		8,592	7,535
Auditor's remuneration	核數師薪酬		4,678	2,250
Fair value gains on investment properties	投資物業公平值收益	15	(3,216)	(3,960)
Rental income	租金收入	6	(4,652)	(2,575)
Net foreign exchange (gains)/losses	匯兌(收益)／虧損淨額	6	(1,431)	8,657
Bank interest income	銀行利息收入	6	(2,943)	(1,795)
Gain on disposal of financial assets at fair value through profit or loss/available for sale financial investments	出售按公平值計入損益之 金融資產／待售金融 投資之收益	6	(3,915)	(1,125)
Gain on disposal of a joint venture	出售一家合營企業之收益		(1,450)	-
Gain on disposal of a subsidiary	出售一家附屬公司之收益		(299)	-
Loss on disposal of items of property and equipment	出售物業及設備項目的 虧損		60	77
Government grants*	政府補貼*	6	(10,572)	(11,095)

* Government grants include various subsidies received by the Company's subsidiaries from relevant government bodies. There are no unfulfilled conditions or contingencies related to these grants.

* 政府補貼包括本公司附屬公司收自相關政府機關的補助，概無有關該等補貼的未達成條件或偶發事件。

31 December 2018 於2018年12月31日

8. FINANCE COSTS

An analysis of finance costs is as follows:

8. 財務成本

財務成本的分析如下：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on borrowings	借款利息	4,897	4,646
(Reversal of interest expenses)/Interest expense imputed on consideration payable	就應付代價而推算的(利息開支撥回)/利息開支	(3,064)	6,221
Reversal of interest expense imputed on non-current liabilities for cash-settled share-based payments	就現金結算股份付款而撥回的非流動負債利息開支	-	(1,355)
		1,833	9,512

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

9. 董事及最高行政人員薪酬

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

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Fees	袍金	7,856	4,134
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	8,909	8,426
Equity-settled share option expense	權益結算購股權計劃	68	1,228
Pension scheme contributions	退休金計劃供款	88	93
		9,065	9,747
		16,921	13,881

On 20 April 2015 and 10 July 2015, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company. Further details of which are set out in note 30 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

於2015年4月20日及2015年7月10日，若干董事就彼等為本集團服務根據本公司的購股權計劃獲授購股權。進一步詳情載於財務報表附註30。該等購股權的面值(已就歸屬期於損益確認)於授出日期釐定，其計入本年度財務報表的金額納入上文董事及最高行政人員薪酬披露內。

31 December 2018 於2018年12月31日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mr. Zhang Weilun	張維倫先生	152	156
Mr. Chan Wai Cheung Admiral	陳偉璋先生	152	91
Mr. Chan Ka Leung Kevin	陳家良先生	152	91
Mr. Lee Kwok Tung Louis	李國棟先生	-	79
Mr. Yuan Boyin	袁伯銀先生	-	63
Mr. Wu Haibing	吳海兵先生	-	63
Mr. Huang An Xin	黃安心先生	152	38
		608	581

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil).

9. 董事及最高行政人員薪酬 (續)**(a) 獨立非執行董事**

年內已付獨立非執行董事的袍金如下：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mr. Zhang Weilun	張維倫先生	152	156
Mr. Chan Wai Cheung Admiral	陳偉璋先生	152	91
Mr. Chan Ka Leung Kevin	陳家良先生	152	91
Mr. Lee Kwok Tung Louis	李國棟先生	-	79
Mr. Yuan Boyin	袁伯銀先生	-	63
Mr. Wu Haibing	吳海兵先生	-	63
Mr. Huang An Xin	黃安心先生	152	38
		608	581

年內概無其他應付獨立非執行董事的袍金(2017年：無)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors and chief executive

		Fees	Salaries, allowances and benefits in kind	Equity-settled share option expense	Pension scheme contributions	Total remuneration
	袍金	薪金、津貼及實物利益	權益結算購股權開支	退休金計劃供款	薪酬總額	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
2018	2018 年					
Executive directors:	執行董事：					
Ms. Chen Zhuo		1,355	1,848	5	23	3,231
Mr. Liang Bing		1,355	1,848	5	23	3,231
Mr. Long Weimin		1,355	1,850	5	21	3,231
		4,065	5,546	15	67	9,693
Non-executive directors:	非執行董事：					
Mr. Wei Zhe		102	-	48	-	150
Ms. Wu Qimin		102	-	-	-	102
Mr. Zheng Dong*		102	-	-	-	102
		306	-	48	-	354
Chief executive:	最高行政人員：					
Mr. Liu Jian		2,877	3,363	5	21	6,266

9. 董事及最高行政人員薪酬(續)

(b) 執行董事、非執行董事及最高行政人員

31 December 2018 於2018年12月31日

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)**(b) Executive directors, non-executive directors and chief executive** (Continued)

	Fees	Salaries, allowances and benefits in kind	Equity-settled share option expense	Pension scheme contributions	Total remuneration
	袍金	薪金、津貼及實物利益	權益結算購股權開支	退休金計劃供款	薪酬總額
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2017					
2017年					
Executive directors:					
執行董事：					
Ms. Chen Zhuo	519	1,741	88	23	2,371
陳卓女士					
Mr. Liang Bing	519	1,741	88	23	2,371
梁兵先生					
Mr. Long Weimin	519	1,743	88	22	2,372
龍為民先生					
	1,557	5,225	264	68	7,114
Non-executive directors:					
非執行董事：					
Mr. Wei Zhe	104	-	776	-	880
衛哲先生					
Ms. Wu Qimin	104	-	-	-	104
吳綺敏女士					
Mr. Zheng Dong*	103	-	-	-	103
鄭東先生*					
Mr. Lam Yiu Por*	130	-	100	3	233
林曉波先生*					
	441	-	876	3	1,320
Chief executive:					
最高行政人員：					
Mr. Liu Jian	1,555	3,201	88	22	4,866
劉建先生					

* On 4 May 2017, Mr. Lam Yiu Por resigned as executive director of the Company. Mr. Zheng Dong was appointed as a non-executive director of the Company on 5 January 2017.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

9. 董事及最高行政人員薪酬 (續)**(b) 執行董事、非執行董事及最高行政人員** (續)

* 於2017年5月4日，林曉波先生辭任本公司執行董事而鄭東先生於2017年1月5日獲委任為本公司非執行董事。

概無董事或最高行政人員於年內放棄或同意放棄任何薪酬的安排。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors and the chief executive (2017: three directors and the chief executive), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2017: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

10. 五名最高薪僱員

年內五名最高薪僱員包括三名董事及最高行政人員(2017年：三名董事及最高行政人員)，其薪酬詳情載於上文附註9。本年度其餘一名(2017年：一名)既非本公司董事又非最高行政人員的最高薪僱員的薪酬詳情如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,320	881
Pension scheme contributions	退休金計劃供款	15	18
		1,335	899

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

非董事及非最高行政人員最高薪僱員人數及薪酬組別如下：

		Number of employees 僱員人數	
		2018 2018年	2017 2017年
Nil to HKD1,000,000	零至 1,000,000 港元	-	1
HKD1,000,001 to HKD5,000,000	1,000,001 港元至 5,000,000 港元	1	-
		1	1

31 December 2018 於2018年12月31日

11. INCOME TAX

Provision for PRC corporate income tax (the "CIT") has been provided at the applicable income tax rate of 25% for the year ended 31 December 2018 (2017: 25%) on the assessable profits of the Group's subsidiaries in Mainland China, except for those subsidiaries enjoyed lower tax rate for benefit.

No provision for Hong Kong profits tax has been made in the financial statements as no assessable profit was derived from Hong Kong during both years.

11. 所得稅

截至2018年12月31日止年度，中國企業所得稅（「企業所得稅」）撥備乃就本集團於中國內地的附屬公司的應課稅利潤按25%（2017年：25%）的適用所得稅率計提，享有較低稅率優惠的附屬公司除外。

由於兩個年度內本集團概無應課稅利潤源自香港，故未於財務報表中就香港利得稅作出撥備。

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current — Mainland China:	即期 — 中國內地：		
Charge for the year	年內支出	53,980	60,810
Deferred tax (<i>note 21</i>)	遞延稅項 (<i>附註21</i>)	(3,531)	(10,891)
Total tax charge for the year	年內總稅項支出	50,449	49,919

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

11. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rate to the tax expense at the effective rate is as follows:

11. 所得稅(續)

採用法定稅率計算適用於除稅前利潤的稅項開支與按實際稅率計算的稅項開支之對賬如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Profit before tax	除稅前利潤	157,399	149,207
Tax at the applicable tax rate	按法定稅率計算的稅項	39,350	37,302
Profits attributable to joint ventures and associates	合營企業及聯營公司應佔利潤	(849)	(662)
Expenses not deductible for tax	不可扣稅開支	6,139	8,763
Income not subject to tax	毋須課稅收入	(928)	(4,391)
Tax losses not recognised	未確認稅項虧損	6,943	9,074
Lower tax rate for specific provinces or enacted by local authority	特定省份適用或地方當局實施的較低稅率	-	(39)
Tax losses utilised from previous periods	動用以往期間的稅項虧損	(1,503)	(300)
Withholding tax on distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分派利潤的預扣稅	1,297	1,138
Effect on opening deferred tax of decrease in rates	稅率降低對期初遞延稅項的影響	-	(966)
Tax charge for the year	年內稅項支出	50,449	49,919

The share of tax expense attributable to joint ventures amounting to RMB849,000 (2017: RMB662,000), are included in "Profits and losses of joint ventures" and "Profits and losses of associates" in profit or loss.

合營企業應佔分佔稅項開支為人民幣849,000元(2017年：人民幣662,000元)，已計入「合營企業的利潤及虧損」及「合營企業收益及虧損」項下。

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group has applied an applicable rate of 5% since the end of 2018 (2017: 5%). The Group will be liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

根據中國企業所得稅法，於中國內地成立的外國投資企業向外國投資者宣派的股息得徵收10%預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日以後的盈利。如果中國內地與外國投資者所在司法權區訂有稅務優惠安排，則可採用較低的預扣稅稅率。本集團自2018年底起以採用適用稅率5%(2017年：5%)。本集團將須就自2008年1月1日產生的盈利由該等於中國內地成立的附屬公司分派的股息繳納預扣稅。

31 December 2018 於2018年12月31日

12. DIVIDENDS

During 2018, a dividend of HK5.0 cents per share in respect of the year ended 31 December 2017 was declared by the directors of the Company and approved in the Company's annual general meeting on 25 May 2018. Dividend amounting to RMB33,984,000 was paid on 6 July 2018 (2017: Nil).

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit attributable to ordinary equity holders of the parent for the year, and the weighted average number of ordinary shares of 810,570,384 shares (2017: 798,146,378 shares) in issue during the year.

The calculation of the basic earnings per share is based on:

12. 股息

於2018年內，本公司董事已宣派並於2018年5月25日本公司的股東週年大會上批准截至2017年12月31日止年度的股息為每股5.0港仙。於2018年7月6日已付股息金額為人民幣33,984,000元(2017年：零)。

13. 母公司普通股權擁有人應佔每股盈利

每股基本盈利金額乃按本年度母公司普通股權擁有人應佔利潤，以及年內已發行普通股加權平均數810,570,384股(2017年：798,146,378股)計算。

計算每股基本盈利乃基於下列數據：

	2018	2017
	2018年	2017年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	96,088	90,549
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	810,570,384	798,146,378

For the years ended 31 December 2018 and 2017, the computation of diluted earnings per share did not include the exercise of the share options of the Company since the exercise price of the share options was higher than the average market price of the Company's shares during the years ended 31 December 2018 and 2017.

計算截至2018年及2017年12月31日止年度的每股攤薄盈利並無計及本公司的購股權獲行使，乃由於購股權的行使價高於本公司股份於截至2018年及2017年12月31日止年度內的平均市場價格。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

14. PROPERTY AND EQUIPMENT

14. 物業及設備

		Buildings 樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Furniture and fixtures 傢俱及固定設施 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2018	2018 年 12 月 31 日						
Cost	成本						
At 1 January 2018	於 2018 年 1 月 1 日	20,327	5,960	26,746	10,449	936	64,418
Additions	添置	1,330	6,173	4,441	8,135	-	20,079
Acquisition of subsidiaries (note 33)	收購附屬公司(附註 33)	-	670	639	98	-	1,407
Disposals	出售	-	(21)	(498)	(1,312)	-	(1,831)
Disposal of a subsidiary (note 34)	出售一家附屬公司(附註 34)	-	(2,669)	(528)	-	(936)	(4,133)
At 31 December 2018	於 2018 年 12 月 31 日	21,657	10,113	30,800	17,370	-	79,940
Accumulated depreciation	累計折舊						
At 1 January 2018	於 2018 年 1 月 1 日	(3,139)	(3,387)	(17,236)	(5,369)	-	(29,131)
Depreciation provided for the year	年內所計提折舊	(881)	(3,164)	(4,592)	(2,831)	-	(11,468)
Disposals	出售	-	21	474	1,020	-	1,515
Disposal of a subsidiary (note 34)	出售一家附屬公司(附註 34)	-	541	136	-	-	677
At 31 December 2018	於 2018 年 12 月 31 日	(4,020)	(5,989)	(21,218)	(7,180)	-	(38,407)
Net carrying amount	賬面淨值						
At 1 January 2018, net of accumulated depreciation	於 2018 年 1 月 1 日， 扣除累計折舊	17,188	2,573	9,510	5,080	936	35,287
At 31 December 2018, net of accumulated depreciation	於 2018 年 12 月 31 日， 扣除累計折舊	17,637	4,124	9,582	10,190	-	41,533

31 December 2018 於2018年12月31日

14. PROPERTY AND EQUIPMENT (Continued)

14. 物業及設備(續)

		Buildings 樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Furniture and fixtures 傢俱及固定設施 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2017	2017年12月31日						
Cost	成本						
At 1 January 2017	於2017年1月1日	17,933	3,124	25,671	10,111	2,036	58,875
Additions	添置	2,394	205	4,792	2,005	1,531	10,927
Acquisition of a subsidiary	收購一家附屬公司	-	-	9	-	-	9
Transfer	轉撥	-	2,631	-	-	(2,631)	-
Disposals	出售	-	-	(3,726)	(1,667)	-	(5,393)
At 31 December 2017	於2017年12月31日	20,327	5,960	26,746	10,449	936	64,418
Accumulated depreciation	累計折舊						
At 1 January 2017	於2017年1月1日	(1,766)	(2,236)	(12,622)	(4,092)	-	(20,716)
Depreciation provided for the year	年內所計提折舊	(1,373)	(1,151)	(5,360)	(2,161)	-	(10,045)
Disposals	出售	-	-	746	884	-	1,630
At 31 December 2017	於2017年12月31日	(3,139)	(3,387)	(17,236)	(5,369)	-	(29,131)
Net carrying amount	賬面淨值						
At 1 January 2017, net of accumulated depreciation	於2017年1月1日， 扣除累計折舊	16,167	888	13,049	6,019	2,036	38,159
At 31 December 2017, net of accumulated depreciation	於2017年12月31日， 扣除累計折舊	17,188	2,573	9,510	5,080	936	35,287

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

15. INVESTMENT PROPERTIES

15. 投資物業

		2018 2018 年 RMB'000 人民幣千元	2017 2017 年 RMB'000 人民幣千元
Carrying amount at 1 January	於 1 月 1 日賬面值	163,592	139,660
Additions	添置	13,386	19,972
Additions from acquisition of a subsidiary (note 33)	收購一家附屬公司而添置 (附註 33)	4,190	-
Net gain from fair value adjustment	公平值調整的收益淨額	3,216	3,960
Carrying amount at 31 December	於 12 月 31 日賬面值	184,384	163,592

Certain investment properties are leased to third parties under operating leases, the details of which are included in note 37.

若干投資物業已根據經營租賃租賃予第三方，詳情載於附註 37。

The Group's investment properties are all commercial properties in Mainland China. The directors of the Company have determined that all the investment properties are commercial properties, based on the nature, characteristics and risks of each property. Investment properties are stated at fair value, which has been determined with reference to the valuations performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent firm of professionally qualified valuers, using the market approach, as at 31 December 2018. The fair value represents the amount of market value at which the assets could be exchanged between a knowledgeable, willing buyer and a knowledgeable, willing seller in an arm's length transaction at the date of valuation. The Group's management had discussions with the valuer on the valuation assumptions and valuation results on a regular basis when the valuation is performed.

本集團投資物業為於中國內陸的所有商業物業。本公司董事已釐定所有投資物業根據各物業的性質、特征及風險為商業物業。投資物業按公平值列值，於 2018 年 12 月 31 日的公平值乃參考獨立專業合資格估值師行仲量聯行企業評估及諮詢有限公司以市場法進行的估值釐定。公平值指資產於估值日期可由知情及願意的買家與知情及願意的賣家按公平原則買賣的市值金額。本集團管理層已於進行估值時定期與估值師商討估值假設及估值結果。

Each year, the Group's property manager and the chief financial officer decide, after approval from the audit committee, to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's property manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

每年，本集團物業經理及財務總監會在審核委員會批准下委聘外部估值師負責本集團物業的外部估值。選聘標準包括其市場知識、聲譽、獨立性及能否保持專業水準。本集團物業經理及財務總監就中期及年度財務報告進行估值時，已每年兩次與估值師討論估值假設及估值結果。

31 December 2018 於2018年12月31日

15. INVESTMENT PROPERTIES (Continued)

Included in the completed investment properties were certain buildings with a carrying value of RMB450,000 (2017: RMB450,000), of which the property certificates have not been obtained as at 31 December 2018.

The Group's investment properties with a carrying value of RMB93,122,000 (2017: RMB91,410,000) were pledged to secure general banking facilities granted to the Group as at 31 December 2018 (note 27).

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

15. 投資物業 (續)

若干面值人民幣450,000元(2017年：人民幣450,000元)的樓宇已計入已竣工投資物業，惟於2018年12月31日尚未取得房產證。

本集團賬面值人民幣93,122,000元(2017年：人民幣91,410,000元)的投資物業已抵押，為本集團於2018年12月31日獲授的一般銀行融資提供擔保(附註27)。

公平值層級

下表闡明本集團投資物業的公平值計量層級：

**Fair value measurement as at 31 December 2018 using
使用以下數據於2018年12月31日的公平值計量**

	Quoted prices in active markets (Level 1) 活躍市場的 報價 (第一層) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Recurring fair value measurement for: Investment properties		以下項目的經常性公平值 計量： 投資物業	-	-	184,384	184,384

**Fair value measurement as at 31 December 2017 using
使用以下數據於2017年12月31日的公平值計量**

	Quoted prices in active markets (Level 1) 活躍市場的 報價 (第一層) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀 察輸入數據 (第三層) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Recurring fair value measurement for: Investment properties		以下項目的經常性公平值 計量： 投資物業	-	-	163,592	163,592

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

15. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2017: Nil).

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

			2018 2018 年 RMB'000 人民幣千元	2017 2017 年 RMB'000 人民幣千元
	Valuation techniques 估值技巧	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
Residential properties 住宅物業	Direct comparison method-based market observable transaction of and similar properties and adjusted to reflect the conditions of the subject property 直接比較法 — 根據市場上類似物業的可觀察交易並作出調整以反映標的物業的狀況。	Market unit price per square metre (the higher of the market unit price, the higher of the fair value) 每平方米市場單位價格(市場單位價格越高, 公平值越高)	RMB9 to RMB23 人民幣9元至 人民幣23元	RMB9 to RMB24 人民幣9元至 人民幣24元

A significant increase in the market unit price per square metre would result in a significant increase in the fair value of the investment properties.

15. 投資物業(續)

公平值層級(續)

年內，第一層級與第二層級之間並無公平值計量的轉撥，亦無公平值計量轉入第三層級或從第三層級轉出(2017年：無)。

以下為投資物業估值所用估值技巧及估值關鍵輸入數據的概要：

每平方米市場單位價格顯著上升可導致投資物業的公平值顯著增加。

16. PREPAYMENTS FOR ACQUISITION OF PROPERTIES

As at 31 December 2018, the Group had deposits of RMB7,958,000 (2017: RMB14,738,000) in relation to the acquisition of properties situated in Mainland China paid to property developers. The acquisition of certain properties was completed during the current year and the related prepayments of RMB6,874,000 (2017: RMB18,089,000) were transferred to investment properties.

16. 收購物業的預付款項

於2018年12月31日，本集團向物業發展商收購位於中國內地的物業，支付之按金為人民幣7,958,000元(2017年：人民幣14,738,000元)。收購若干物業已於本年度內完成，而相關預付款項人民幣6,874,000元(2017年：人民幣18,089,000元)已轉撥至投資物業。

31 December 2018 於2018年12月31日

17. GOODWILL**17. 商譽**

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cost and net carrying amount at 1 January	於1月1日之成本及賬面淨值	105,560	104,630
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	49,896	930
Cost and net carrying amount at 31 December	於12月31日之成本及賬面淨值	155,456	105,560

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to a group of communities managed by the Group collectively as the property management cash-generating unit (the "Property Management CGU").

The recoverable amount of the Property Management CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. The discount rate applied to the cash flow projections is of 15% (2017: 16%) per annum. The growth rate used to extrapolate the cash flows beyond the five-year period is 2% (2017: 2%).

Cash flow projections during the budget period for the Property Management CGU are based on management's estimate of cash inflows/outflows including revenue, operating expenses and working capital requirements. The assumptions and estimation are based on the past performance of the Property Management CGU and the management's expectation of market development. The management of the Group believes that any reasonably possible change in the key assumptions of the value-in-use calculation would not cause the carrying amount to exceed recoverable amount of the Property Management CGU.

商譽的減值測試

通過業務合併而購得的商譽已分配至本集團管理的一組社區，統稱為物業管理現金產生單位(「物業管理現金產生單位」)。

物業管理現金產生單位的可收回金額根據使用價值計算釐定，計算使用根據經管理層批准涵蓋五年期間之財務預算作出的金流量預測。及該現金流量預測採用每年15%(2017年：16%)的折現率。五年期間後的現金流量則使用2%(2017年：2%)的增長率推算。

預算期間物業管理現金產生單位的現金流量預測乃基於管理層對現金流入／流出的估計，包括收益、經營開支及營運資金需求。假設及估計基於物業管理現金產生單位的過往表現及管理層對市場發展的預期。本集團管理層認為使用價值計算法的主要假設的任何合理可能變動不會導致賬面值超過其可收回金額。

31 December 2018 於 2018年 12月 31日

17. GOODWILL (Continued)

Sensitivity to changes in assumptions

With regard to the assessment of the value in use of the cash-generating unit, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value, including goodwill, of the cash-generating unit to exceed the recoverable amount.

Assumptions were used in the value in use calculation of the Property Management CGU for 31 December 2018. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Operating profit — Operating profit are based on the average values achieved in the three years preceding the beginning of the budget period. The operating profit for the Property Management CGU is within a range of 21% to 31%.

Operating expense — The value assigned to the key assumptions reflects past experience and the management's commitment to maintain the Group's operating expenses to an acceptable level.

Perpetuity growth and discount rates — Perpetuity growth rate is based on published industry research. Discount rate represents the current market assessment of the risks specific to the CGU taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from the Group's weighted average cost of capital.

The values assigned to the key assumptions on market development of the property management industry and the discount rates are consistent with external information sources.

During the years ended 31 December 2018 and 2017, the management of the Group determined that no impairment of goodwill should be recognised for the Property Management CGU.

17. 商譽(續)

對假設變動的敏感度

在對各現金產生單位使用價值作出評估的過程中，管理層相信不存在任何關於上述關鍵假設合理且可能的變動會導致包括商譽在內的現金產生單位的賬面值超過其可收回金額。

計算2018年12月31日的物業管理現金產生單位有使用假設。以下描述管理層所依據作出現金流量預測以進行商譽減值測試的關鍵假設：

經營利潤 — 經營利潤乃基於預算期對上三年所取得的平均值。物業管理現金產生單位的經營利潤介乎21%至31%。

經營開支 — 關鍵假設的所獲賦予的價值反映過往經驗及管理層對保持本集團經營開支在可接受水平的承諾。

永久增長及折現率 — 永久增長率及折現率乃基於已刊發行業研究。折現率指各現金產生單位特定風險的現行市場評估，當中考慮到貨幣的時間價值及並無納入現金流量估計的相關資產的個別風險。折現率乃基於本集團及其業務分部的特定情況計算，並自其資本加權平均成本計算得出。

有關物業發展行業的市場發展及折現率的主要假設所獲賦予價值與外部資料來源一致。

截至2018年及2017年12月31日止年度內，本集團管理層判定不應就其物業管理現金產生單位確認任何商譽減值。

31 December 2018 於2018年12月31日

18. INVESTMENTS IN JOINT VENTURES

18. 於合營企業的投資

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Share of net assets	應佔資產淨值	4,412	5,020

Particulars of the Group's joint ventures are as follows:

本集團合營企業的詳情如下：

31 December 2018

2018年12月31日

Name 名稱	Paid-up capital 繳足資本	Place of registration and business 登記及營業地點	Percentage of 以下各項的百分比			Principal activities 主要業務
			Ownership interest 所有權權益	Voting power 投票權	Profit sharing 利潤分攤	
寧波市迪賽酒店物業服務 有限公司("Ningbo Disai")	RMB1,500,000	PRC/Mainland China	60	(a)	60	Provision of property management services
寧波市迪賽酒店物業服務 有限公司(「寧波迪賽」)	人民幣1,500,000元	中國/中國內地				提供物業管理服務

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

18. INVESTMENTS IN JOINT VENTURES

(Continued)

31 December 2017

Name 名稱	Paid-up capital 繳足資本	Place of registration and business 登記及營業地點	Percentage of 以下各項的百分比			Principal activities 主要業務
			Ownership interest 所有權權益	Voting power 投票權	Profit sharing 利潤分攤	
寧波市迪賽酒店物業服務有限公司("Ningbo Disai")	RMB1,500,000	PRC/Mainland China	60	(a)	60	Provision of property management services
寧波市迪賽酒店物業服務有限公司(「寧波迪賽」)	人民幣1,500,000元	中國/中國內地				提供物業管理服務
寧波永都房產銷售有限公司("Ningbo Yongdu")	RMB1,000,000	PRC/Mainland China	35	(b)	35	Provision of real estate agency services
寧波永都房產銷售有限公司(「寧波永都」)	人民幣1,000,000元	中國/中國內地				提供房地產代理服務

The above interests in joint ventures are indirectly held by the Company.

- (a) According to the Articles of Association of Ningbo Disai, decisions on relevant activities require the unanimous consent and approval of the equity holders. Therefore, Ningbo Disai is accounted for as a joint venture of the Group.
- (b) According to the Articles of Association of Ningbo Yongdu, decisions on relevant activities require the unanimous consent and approval of the equity holders. Therefore, Ningbo Yongdu is accounted for as a joint venture of the Group.

Ningbo Disai, which is considered a material joint venture of the Group provides property management services in Mainland China and is accounted for using the equity method.

18. 於合營企業的投資(續)

2017 年 12 月 31 日

上述於合營企業權益乃由本公司間接持有。

- (a) 根據寧波迪賽的組織章程，相關活動的決定要求權益持有人一致認許及批准。因此，寧波迪賽乃入賬列作本集團的合營企業。
- (b) 根據寧波永都的組織章程，相關活動的決定要求權益持有人一致認許及批准。因此，寧波永都乃入賬列作本集團的合營企業。

寧波迪賽被視為本集團重大合營企業，在中國內地提供物業管理服務，並以權益法入賬。

31 December 2018 於2018年12月31日

18. INVESTMENTS IN JOINT VENTURES*(Continued)*

The following table illustrates the summarised financial information in respect of Ningbo Disai, adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

18. 於合營企業的投資 (續)

下表闡明寧波迪賽的概要財務資料，經就任何會計政策差異做調整並與財務報表中的賬面值對賬：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等價物	10,654	9,548
Other current assets	其他流動資產	1,763	233
Current assets	流動資產	12,417	9,781
Non-current assets	非流動資產	295	39
Current liabilities	流動負債	(5,345)	(3,549)
Net assets	資產淨值	7,367	6,271
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業的權益對賬：		
Proportion of the Group's ownership	本集團的所有權比例	60%	60%
Carrying amount of the investment	投資的賬面值	4,412	3,792
Revenue	收益	14,987	11,600
Interest income	利息收入	114	95
Depreciation and amortisation	折舊及攤銷	(31)	(25)
Interest expense	利息開支	-	(2)
Tax	稅項	(1,426)	(1,471)
Profit and total comprehensive income for the year	年內利潤及全面收入總額	4,825	4,415

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

18. INVESTMENTS IN JOINT VENTURES

(Continued)

The following table illustrates the aggregate financial information of the Group's joint venture that is not individually material:

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of the joint ventures's loss for the year	應佔合營企業年度虧損	-	(4)
Share of the joint ventures's total comprehensive loss	應佔合營企業全面虧損總額	-	(4)
Aggregate carrying amount of the Group's investment in the joint ventures	本集團於合營企業投資的總賬面值	-	1,228

18. 於合營企業的投資(續)

下表闡明本集團非個別屬重大的合營企業的財務資料總合：

19. INVESTMENTS IN ASSOCIATES

19. 於一家聯營公司的投資

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of net assets	應佔資產淨值	3,175	2,689

Particulars of the Group's associates are as follows:

本集團聯營公司的詳情如下：

31 December 2018

2018年12月31日

Name 名稱	Registered/ paid up capital 已註冊/ 實繳資本	Place of registration and business 註冊成立及 業務地點	Percentage of ownership interest attribute to the Group 本集團應佔擁有人 權益百分比	Principal activities 主要業務
廣州奧業體育有限公司 ("Aoye Sports")	RMB7,000,000	PRC/Mainland China	40	Provision of sports venue leasing services
廣州奧業體育有限公司 ([奧業體育])	人民幣 7,000,000 元	中國/中國內地		提供體育場地租賃服務
廣東中奧中商業經營管理有限公司 ("Zhong Ao Zhong")	RMB1,000,000	PRC/Mainland China	49	Provision of business management services
廣東中奧中商業經營管理有限公司 ([中奧中])	人民幣 1,000,000 元	中國/中國內地		提供商業管理服務

31 December 2018 於2018年12月31日

19. INVESTMENTS IN ASSOCIATES (Continued)

31 December 2017

Name	Registered/ paid up capital	Place of registration and business	Percentage of ownership interest attribute to the Group	Principal activities
名稱	已註冊/ 實繳資本	註冊成立及 業務地點	本集團應佔擁有人 權益百分比	主要業務
廣州奧業體育有限公司("Aoye Sports")	RMB7,000,000	PRC/Mainland China	40	Provision of sports venue services
廣州奧業體育有限公司(「奧業體育」)	人民幣7,000,000元	中國/中國內地		提供體育場地租賃服務

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

19. 於一家聯營公司的投資(續)

2017年12月31日

下表說明本集團的聯營公司的並非個別重大的總體財務資料：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Share of the associates' loss for the year	應佔年內聯營公司虧損	(4)	(111)
Share of the associates' total comprehensive loss	應佔聯營公司總全面虧損	(4)	(111)
Aggregate carrying amount of the Group's investments in associates	本集團於聯營公司投資的總賬面值	3,175	2,689

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

20. INTANGIBLE ASSETS

20. 無形資產

31 December 2018	2018 年 12 月 31 日	Acquired property management contracts 所取得物業 管理合約 RMB'000 人民幣千元	Software and trademark 軟件及商標 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2018:	於 2018 年 1 月 1 日 :			
Cost	成本	109,079	4,812	113,891
Accumulated amortisation	累計攤銷	(18,508)	(547)	(19,055)
Net carrying amount	賬面淨值	90,571	4,265	94,836
Cost at 1 January 2018, net of accumulated amortisation	於 2018 年 1 月 1 日成本， 扣除累計攤銷	90,571	4,265	94,836
Additions	添置	-	752	752
Acquisition of a subsidiary (note 33)	收購一家附屬公司(附註 33)	9,045	-	9,045
Amortisation provided during the year (note 7)	年內所計提攤銷 (附註 7)	(13,173)	(623)	(13,796)
At 31 December 2018	於 2018 年 12 月 31 日	86,443	4,394	90,837
At 31 December 2018:	於 2018 年 12 月 31 日 :			
Cost	成本	118,124	5,564	123,688
Accumulated amortisation	累計攤銷	(31,681)	(1,170)	(32,851)
Net carrying amount	賬面淨值	86,443	4,394	90,837

31 December 2018 於2018年12月31日

20. INTANGIBLE ASSETS (Continued)**20. 無形資產** (續)

31 December 2017	2017年12月31日	Acquired property management contracts 所取得物業 管理合約 RMB'000 人民幣千元	Software and trademark 軟件及商標 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017:	於2017年1月1日：			
Cost	成本	109,039	-	109,039
Accumulated amortisation	累計攤銷	(2,750)	-	(2,750)
Net carrying amount	賬面淨值	106,289	-	106,289
Cost at 1 January 2017, net of accumulated amortisation	於2017年1月1日成本， 扣除累計攤銷	106,289	-	106,289
Acquisition of subsidiaries	收購附屬公司	40	-	40
Additions	添置	-	4,812	4,812
Amortisation provided during the year (note 7)	年內所計提攤銷 (附註7)	(15,758)	(547)	(16,305)
At 31 December 2017	於2017年12月31日	90,571	4,265	94,836
At 31 December 2017:	於2017年12月31日：			
Cost	成本	109,079	4,812	113,891
Accumulated amortisation	累計攤銷	(18,508)	(547)	(19,055)
Net carrying amount	賬面淨值	90,571	4,265	94,836

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

21. DEFERRED TAX ASSETS/LIABILITIES

The movements in deferred tax assets/(liabilities) during the year are as follows:

Deferred tax assets/(liabilities)

21. 遞延稅項資產／負債

年內遞延稅項資產／(負債)的變動如下：

遞延稅項資產／(負債)

		Impairment provision for trade receivables	Fair value change of investment properties	Intangible assets	Withholding tax on undistributed earnings	Depreciation allowance in excess of related depreciation 超過相關 折舊的撥備 折舊	Total 總計
At 31 December 2017	於 2017 年 12 月 31 日						
As previously reported	先前呈報	23,357	(139)	(22,643)	(2,104)	-	(1,529)
Effect of adoption of HKFRS 9	採納香港財務報告準則 第 9 號影響	6,355	-	-	-	-	6,355
At 1 January 2018 (restated)	於 2018 年 1 月 1 日 (經重列)	29,712	(139)	(22,643)	(2,104)	-	4,826
Credited/(charged) to profit (note 11)	於損益計入／(扣除)(附註 11)	(434)	(804)	3,293	963	513	3,531
Acquisition of subsidiaries (note 33)	收購附屬公司(附註 33)	-	(543)	(2,261)	-	-	(2,804)
At 31 December 2018	於 2018 年 12 月 31 日	29,278	(1,486)	(21,611)	(1,141)	513	5,553

31 December 2018 於2018年12月31日

21. DEFERRED TAX ASSETS/LIABILITIES*(Continued)***Deferred tax assets/(liabilities) (Continued)**

		Impairment provision for trade receivables 貿易應收款項 減值撥備	Fair value change of investment properties 投資物業的 公平值變動	Intangible assets 無形資產	Withholding tax on undistributed earnings 未作分配盈利 預扣稅	Depreciation allowance in excess of related depreciation 超過相關折舊 的折舊撥備	Total 總計
At 1 January 2017	於2017年1月1日	16,375	(299)	(26,564)	(1,932)	-	(12,420)
Credited/(charged) to profit (note 11)	於損益計入/(扣除)(附註11)	6,982	160	3,921	(172)	-	10,891
At 31 December 2017	於2017年12月31日	23,357	(139)	(22,643)	(2,104)	-	(1,529)

For the purpose of the financial statement presentation, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

就財務報表呈列起見，若干遞延稅項資產及負債已對銷。以下為就財務申報目的有關本集團遞延稅項結餘的分析：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨值	30,929	24,530
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨額	(25,376)	(26,059)
		5,553	(1,529)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

21. DEFERRED TAX ASSETS/LIABILITIES

(Continued)

Deferred tax assets/(liabilities) (Continued)

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

Tax losses not recognised for deferred tax assets

未就遞延稅項資產確認的稅項虧損

114,952

103,327

In accordance with the PRC laws and regulations, tax losses arising in Mainland China could be carried forward for a period of five years to offset against future taxable profits.

按照中國法律法規，源於中國內地的稅項虧損可結轉為期五年以抵銷未來應課稅利潤。

Deferred tax assets have not been recognised in respect of the above item as it is not considered probable that taxable profits will be available against which the above item can be utilised.

未就以上項目確認遞延稅項資產，因為不認為上述項目有可能用以抵銷應課稅利潤。

At 31 December 2018, deferred tax liabilities of RMB1,141,000 (2017: RMB2,104,000) have been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. Pursuant to a resolution of the board of directors of the Company, these subsidiaries will not distribute any earnings derived up to 31 December 2015 and 75% of earnings from 1 January 2016 onward will not be distributed. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised was RMB171,025,000 (2017: RMB165,837,000).

於2018年12月31日，已就本集團於中國內地所設附屬公司未匯出盈利(須繳預扣稅)的應付預扣稅確認遞延稅項負債人民幣1,141,000元(2017年：人民幣2,104,000元)。根據本公司董事會一份決議案，該等附屬公司將不會分派此計至2015年12月31日的盈利，而自2016年1月1日起此盈利的75%將不作分派。無確認遞延稅項負債的中國內地附屬公司投資所涉及的暫時差額總額為人民幣171,025,000元(2017年：人民幣165,837,000元)。

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

本公司向其股東派付股息並無所得稅後果。

21. 遞延稅項資產／負債(續)

遞延稅項資產／(負債)(續)

未就以下項目確認的遞延稅項資產：

31 December	31 December
2018	2017
2018年	2017年
12月31日	12月31日
RMB'000	RMB'000
人民幣千元	人民幣千元

31 December 2018 於2018年12月31日

22. TRADE AND BILLS RECEIVABLES**22. 貿易應收款項及應收票據**

		31 December 2018	31 December 2017
		2018年	2017年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade and bills receivables	貿易應收款項及應收票據	293,676	268,961
Less: Impairment allowance	減：減值撥備	(85,850)	(78,029)
		207,826	190,932

Trade and bills receivables mainly arise from property management service income. The credit period is generally 45 days for property owners and property developers upon the issuance of demand notes. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management and credit limits attributed to customers are reviewed once a year. In view of the aforementioned and the fact that the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the date of demand note, net of loss allowance is as follows:

貿易應收款項及應收票據主要源自物業管理服務收入。於繳款通知書發出後，業主及物業發展商的信貸期一般為45日。本集團尋求對其未償還應收款項維持嚴格監控，並設立信貸監控部門以減低信貸風險。逾期結餘由高級管理層定期檢討，而客戶的信貸限額則每年檢討一次。鑑於以上所述及本集團貿易應收款項及應收票據與眾多不同客戶有關，因此並無重大集中的信貸風險。貿易應收款項為免息。

於報告期末，按繳款通知書日期計算的貿易應收款項及應收票據扣除虧損撥備的賬齡分析如下：

		31 December 2018	31 December 2017
		2018年	2017年
		12月31日	12月31日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 30 days	30日內	20,321	46,480
Over 30 days and within 90 days	超過30日及90日內	28,386	34,725
Over 90 days and within 180 days	超過90日及180日內	51,929	37,654
Over 180 days and within 365 days	超過180日及365日內	53,847	54,585
Over one year	超過一年	53,343	17,488
		207,826	190,932

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

22. TRADE AND BILLS RECEIVABLES (Continued)

The movements in the loss allowance of trade and bills receivables are as follows:

		31 December 2018	31 December 2017
		2018 年 12 月 31 日	2017 年 12 月 31 日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	(78,029)	(56,027)
Effect of adoption of HKFRS 9	採納香港財務報告準則 第 9 號的影響	(12,225)	-
At beginning of year (restated)	年初(經重列)	(90,254)	(56,027)
Impairment loss, net (note 7)	減值虧損淨額(附註 7)	4,404	(22,431)
Write-off	撇銷	-	429
At 31 December 2018	於 2018 年 12 月 31 日	(85,850)	(78,029)

Impairment under HKFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2018

		Less than 6 months	6 to 12 months	Over 1 year	Total
		少於 6 個月	6 至 12 個月	超過 1 年	總計
Expected credit loss rate	預期信貸虧損率	16%	26%	47%	29%
Gross carrying amount (RMB'000)	賬面總值(人民幣千元)	119,548	72,883	101,245	293,676
Expected credit losses (RMB'000)	預期信貸虧損(人民幣千元)	18,912	19,036	47,902	85,850

22. 貿易應收款項及應收票據(續)

貿易應收款項及應收票據虧損撥備的變動如下：

	31 December 2018	31 December 2017
	2018 年 12 月 31 日	2017 年 12 月 31 日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
At beginning of year	(78,029)	(56,027)
Effect of adoption of HKFRS 9	(12,225)	-
At beginning of year (restated)	(90,254)	(56,027)
Impairment loss, net (note 7)	4,404	(22,431)
Write-off	-	429
At 31 December 2018	(85,850)	(78,029)

截至 2018 年 12 月 31 日止年度香港財務報告準則第 9 號項下減值

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別的逾期日數釐定(即客戶類別)。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，貿易應收款項如逾期超過一年及毋須受限於強制執行活動則予以撇銷。

下表載列本集團使用撥備矩陣計算的貿易應收款項的信貸風險資料：

於 2018 年 12 月 31 日

31 December 2018 於2018年12月31日

22. TRADE AND BILLS RECEIVABLES (Continued)**Impairment under HKAS 39 for the year ended 31 December 2017**

Included in the above provision for the impairment of trade and bills receivables, which was measured based on incurred credit losses under HKAS 39, as at 31 December was a provision for individually impaired trade and bills receivables of RMB78,029,000 with a carrying amount before provision of RMB78,029,000.

The ageing analysis of the trade and bills receivables as at 31 December 2017 that are past due but not considered to be impaired under HKAS 39 is as follows:

		31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within 90 days	90日內	69,720
Over 90 days and within 180 days	超過90日及180日內	37,654
Over 180 days and within 365 days	超過180日及365日內	54,585
Over one year	超過一年	17,488
		179,447

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

The carrying amount of the trade and bills receivables approximates to their fair value due to their relatively short maturity terms.

22. 貿易應收款項及應收票據 (續)**截至2017年12月31日止年度香港會計準則第39號項下減值**

於12月31日，上述貿易應收款項及應收票據減值撥備乃根據香港會計準則第39號已產生信貸虧損計量，其包括個別已減值貿易應收款項及應收票據人民幣78,029,000元的撥備，計提撥備前的賬面值為人民幣78,029,000元。

於2017年12月31日不被視為香港會計準則第39號項下減值的貿易應收款項及應收票據的賬齡分析如下：

		31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within 90 days	90日內	69,720
Over 90 days and within 180 days	超過90日及180日內	37,654
Over 180 days and within 365 days	超過180日及365日內	54,585
Over one year	超過一年	17,488
		179,447

無逾期亦無減值的應收款項與眾多不同客戶有關，彼等近期無拖欠記錄。

已逾期但無減值的應收款項與多名與本集團有良好往績記錄的獨立客戶有關。基於過去經驗，本公司董事認為由於有關信貸質素無重大改變，無必要就該等結餘作香港會計準則第39號項下減值撥備，而該等結餘仍被視為可全數收回。

由於到期日相對較短，故貿易應收款項及應收票據的賬面值與其公平值相若。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

23. PREPAYMENTS AND OTHER RECEIVABLES

23. 預付款項及其他應收款項

		31 December 2018 2018 年 12 月 31 日 RMB'000 人民幣千元	31 December 2017 2017 年 12 月 31 日 RMB'000 人民幣千元
Payment on behalf of customers to utility suppliers	代表客戶向公用事業供應商付款	78,948	57,227
Prepayments	預付款項	49,679	24,580
Deposits paid to utility suppliers	向公用事業供應商支付的按金	19,352	17,132
Taxes recoverable	可收回稅項	6,076	864
Other receivables	其他應收款項	69,104	23,210
		223,159	123,013
Less: Impairment allowance	減：減值撥備	(26,651)	(10,723)
Total	總計	196,508	112,290

The movements in the loss allowance for impairment of other receivables are as follows:

其他應收款項減值虧損準備的變動如下：

		31 December 2018 2018 年 12 月 31 日 RMB'000 人民幣千元	31 December 2017 2017 年 12 月 31 日 RMB'000 人民幣千元
At beginning of year	年初		
As previously reported	如先前所呈報	(10,723)	(4,800)
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號的影響	(13,196)	-
At beginning of year (restated)	年初(經重列)	(23,919)	(4,800)
Impairment loss, net (note 7)	減值虧損淨額(附註7)	(2,732)	(7,041)
Write off	撇銷	-	1,118
		(26,651)	(10,723)

31 December 2018 於2018年12月31日

23. PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Deposits and other receivables mainly represent rental deposits, bidding deposits for contracts and deposits with suppliers. Expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied where there are no comparable companies as at 31 December 2018 ranged from 1.6% to 30%.

24. CASH AND CASH EQUIVALENTS

An analysis of the cash and cash equivalents is as follows:

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	386,486	448,806
Time deposits	定期存款	29,309	35,000
		415,795	483,806

At the end of the reporting period, the cash and cash equivalents of the Group denominated in RMB amounted to RMB358,782,000 (2017: RMB305,093,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

The Group collects deposits from certain community residents to establish daily repair and maintenance funds in accordance with the relevant rules and regulations in the PRC.

23. 預付款項及其他應收款項(續)

存款及其他應收款項主要為租賃按金、合約投標按金及供應商按金。預期信貸虧損乃參考本集團的歷史虧損記錄使用虧損率法估計。虧損率將於適當時候作出調整以反映當前狀況及對未來經濟狀況的預測。於2018年12月31日，於並無可資比較公司的情況下適用的虧損率介乎1.6%至30%。

24. 現金及現金等價物

現金及現金等價物的分析如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	386,486	448,806
Time deposits	定期存款	29,309	35,000
		415,795	483,806

於報告期末，本集團以人民幣計值的現金及現金等價物為人民幣358,782,000元(2017年：人民幣305,093,000元)。人民幣不可以自由兌換為其他貨幣，然而，根據中國內地外匯管制規例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

本集團根據中國相關規則及法規向若干社區居民收集按金，以設立日常維修及保養基金。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

24. CASH AND CASH EQUIVALENTS (Continued)

All of the deposits collected are required to be kept in designated bank accounts under the name of the relevant subsidiaries of the Group although the deposits collected and the related interest income belong to the community residents. Pursuant to the property management agreements between the Group and the community residents, the withdrawal and use of the funds are subject to approval by the community residents. As the monies maintained for daily repair and maintenance funds are not controlled by the Group, they are not recorded as bank balances by the Group. As at 31 December 2018, RMB12,516,000.00 (2017: RMB9,598,000.00) are kept in the daily repair and maintenance funds on behalf of the community residents.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The cash and bank balances and pledged bank balances are deposited with creditworthy banks with no recent history of default.

25. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within 60 days	60日內	39,312	30,938
Over 60 days and within 180 days	超過 60 日及 180 日內	3,339	8,445
Over 180 days and within 365 days	超過 180 及 365 日內	2,999	3,978
Over one year	超過一年	2,037	1,604
		47,687	44,965

The trade payables are interest-free and normally settled on terms of 30 to 90 days.

The fair values of trade payables approximate to their carrying amounts due to their relatively short term maturity.

24. 現金及現金等價物 (續)

儘管所收集按金及相關利息收入乃屬社區居民所擁有，所有所收集按金均須以本集團相關附屬公司的名義存入指定銀行賬戶。根據本集團與社區居民訂立的物業管業協議，提取及使用基金須待社區居民批准。由於存放作日常維修及保養基金的款項非本集團控制故不由本集團記錄為銀行結餘。於2018年12月31日，已代表社區居民將人民幣12,516,000.00元(2017年：人民幣9,598,000.00元)存入日常維修及保養基金。

銀行現金基於每日銀行存款利率按浮動利率賺取利息。現金及銀行結餘及已質押銀行結餘乃存放於無近期違約記錄的信譽昭著的銀行。

25. 貿易應付款項

於報告期末，按發票日期計算的貿易應付款項的賬齡分析如下：

31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
--	--

39,312	30,938
3,339	8,445
2,999	3,978
2,037	1,604
47,687	44,965

貿易應付款項為不計息及一般於30至90日內清償。

由於到期日相對較短，故貿易應付款項的公平值與其賬面值相若。

31 December 2018 於2018年12月31日

26. OTHER PAYABLES AND ACCRUALS**26. 其他應付款項及應計費用**

			31 December	31 December
			2018	2017
			2018年	2017年
			12月31日	12月31日
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Contract liabilities	合約負債	(a)	92,010	-
Receipts on behalf of community residents for utilities	就公用事業代表社區住戶收款		161,287	128,671
Received in advance	預收款項		188	82,572
Accruals	應計費用		66,339	60,283
Deposits received	已收按金		57,458	63,017
Other payables	其他應付款項	(b)	16,386	10,351
Other Payables for Option (note 28)	其他期權應付款項(附註28)	(b)	21,415	22,155
Amounts due to non-controlling equity holders of a subsidiary	應付一家附屬公司非控股權益持有人的款項		10,241	5,033
Other tax payables	其他應付稅項		8,008	13,880
			433,332	385,962

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

26. OTHER PAYABLES AND ACCRUALS

(Continued)

- (a) Details of contract liabilities as at 31 December 2018 and 1 January 2018 are as follows:

		31 December 2018 2018 年 12 月 31 日 RMB'000 人民幣千元	1 January 2018 2018 年 1 月 1 日 RMB'000 人民幣千元
<i>Short-term advances received from customers</i>	已收客戶短期墊款		
Property management services	物業管理服務	92,010	82,265

Contract liabilities include short-term advances received to deliver property management services. The increase in contract liabilities in 2018 was mainly due to the increase in short-term advances received from customers in relation to the provision of property management services at the end of the year.

- (b) As at 31 December 2018, the Group's other payables and accruals included amounts due to non-controlling equity holders of a subsidiary which are unsecured, interest-free and repayable on demand.

Except for Other Payables for Option, other payables are non-interest-bearing and have an average term of three months.

26. 其他應付款項及應計費用(續)

- (a) 於 2018 年 12 月 31 日及 2018 年 1 月 1 日的合約負債的詳情如下：

	31 December 2018 2018 年 12 月 31 日 RMB'000 人民幣千元	1 January 2018 2018 年 1 月 1 日 RMB'000 人民幣千元
<i>Short-term advances received from customers</i>		
Property management services	92,010	82,265

合約負債包括為提供物業管理服務而收到的短期墊款。2018 年合約負債增加乃主要由於於年末提供物業管理服務而向客戶收取的短期墊款增加所致。

- (b) 於 2018 年 12 月 31 日，本集團其他應付款項及應計費用包括應付一家附屬公司非控股權益持有人的款項，其為無抵押、免息及須按的要求償還。

除其他期權應付款項外，其他應付款項為免息，平均期限為三個月。

31 December 2018 於2018年12月31日

27. INTEREST-BEARING BANK BORROWINGS 27. 計息銀行借款

		2018 2018年			2017 2017年		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	RMB'000 人民幣千元
Current	即期						
Bank loans – secured	銀行貸款 – 有抵押	4.35	2019	20,000	4.35	2018	23,000
			2019年			2018年	
		4.57	2019	30,000	-	-	-
			2019年				
Current portion of non-current loans – unsecured	非即期貸款的即期部分 – 無抵押	HIBOR+1.5 香港銀行同業 拆息率+1.5	2019	20,382	HIBOR+1.5 香港銀行同業 拆息率+1.5	2018	19,276
			2019年			2018年	
				70,382			42,276
Non-current	非即期						
Bank loans – unsecured	銀行貸款 – 無抵押	HIBOR+1.5 香港銀行同業 拆息率+1.5	2020-2021	41,459	HIBOR+1.5 香港銀行同業 拆息率+1.5	2019-2021	58,693
			2020年至 2021年			2019年至 2021年	
				111,841			100,969
				31 December		31 December	
				2018		2017	
				2018年		2017年	
				12月31日		12月31日	
				RMB'000		RMB'000	
				人民幣千元		人民幣千元	
Analysed into:	分析為：						
Bank loans repayable:	須於以下期限償還的銀行貸款：						
Within one year or on demand	一年內或按要求			70,382			42,276
In the second year	第二年			20,610			19,355
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)			20,849			39,338
				111,841			100,969

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

27. INTEREST-BEARING BANK BORROWINGS

(Continued)

The Group's bank loans of RMB20,000,000 (2017: RMB23,000,000) were secured by the pledges of the Group's assets with carrying values at 31 December 2018 and 31 December 2017 as follows:

		31 December 2018	31 December 2017
		2018年 12月31日	2017年 12月31日
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Investment properties	投資物業	93,122	91,410

In addition, Hangzhou Anjia's non-controlling equity holder 杭州市居住區發展中心有限公司 ("Hangzhou Anju") guaranteed certain of the Group's bank loans up to RMB30,000,000 (2017: Nil) as at the end of the reporting period at nil consideration.

As at 31 December 2018, all the Group's borrowings were denominated in RMB except that unsecured borrowings amounting to RMB61,841,000 (2017: RMB77,969,000) were denominated in Hong Kong dollars.

The bank borrowing balances of the Group bore interest at floating rates, except for bank borrowings of RMB50,000,000 at 31 December 2018 (2017: RMB23,000,000) that bore interest at fixed rates.

The carrying amounts of the interest-bearing bank borrowings approximate to their fair values.

27. 計息銀行借款(續)

本集團的銀行貸款人民幣20,000,000元(2017年：人民幣23,000,000元)以抵押本集團於2018年12月31日及2017年12月31日下列賬面值的資產作為擔保：

此外，杭州安嘉的非控股權益持有人杭州市居住區發展中心有限公司(「杭州安居」)於報告期末以零代價擔保本集團若干銀行貸款達人民幣30,000,000元(2017年：零)。

於2018年12月31日，本集團所有借款均以人民幣計值，惟人民幣61,841,000元(2017年：人民幣77,969,000元)的無抵押借款以港元計值除外。

本集團的銀行借款結餘按浮動利率計息，惟於2018年12月31日人民幣50,000,000元(2017年：人民幣23,000,000元)的借款按固定利率計息除外。

計息銀行借款的賬面值與其公平值相若。

31 December 2018 於2018年12月31日

28. OTHER LONG-TERM PAYABLE

Pursuant to the Agreements as disclosed in Note 4 to the financial statements, the non-controlling equity holders of Zhejiang Yongcheng had a put option to require the Group to acquire the remaining 30% equity interests in Zhejiang Yongcheng in four tranches prior to the year 2020. The considerations are contingent and will be adjusted based on the future financial performance of Zhejiang Yongcheng and capped at RMB22,500,000 for each tranche. In each of 2017 and 2018, the Group further acquired a 7.5% equity interest in Zhejiang Yongcheng, respectively. Since the Group did not have present ownership interests in the 15% equity interests in Zhejiang Yongcheng before the non-controlling equity holders exercised the buy-out option, the Group recorded the 15% equity interests in Zhejiang Yongcheng owned by the non-controlling equity holders as the non-controlling interests in the financial statements. The buy-out option amount was classified as a financial liability at 31 December 2018 and 2017 and the changes in the amount of the option were recognised in profit or loss. This equity interest redemption option granted to non-controlling equity holders of a subsidiary is a financial liability and separated into current and non-current portions ("Other Payables for Option").

28. 其他長期應付款項

根據財務報表附註4所披露之該等協議，浙江永成的非控股權益持有人擁有認沽期權要求本集團於2020年前分四批次收購浙江永成餘下的30%股權。代價屬或然性質，將按照浙江永成的未來財務表現予以調整，每批次上限為人民幣22,500,000元。於2017年及2018年各年，本集團分別再收購浙江永成的7.5%股權。由於非控股權益持有人行使收購權前，本集團現時並無於浙江永成的15%股權中擁有權益，故本集團已於財務報表中將非控股權益持有人所擁有浙江永成的15%股權記錄作非控股權益。收購權金額已於2018年及2017年12月31日分類為金融負債，該期權金額的變動已於損益內確認。該授予一家附屬公司非控股權益持有人的股權贖回期權為金融負債並分開為即期及非即期部分（「其他期權應付款項」）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

29. SHARE CAPITAL

Shares

29. 股本

股份

		Number of ordinary shares 普通股數目	Nominal value of HKD0.01 each 每股面值 0.01 港元 HK'000 千港元
Authorised:	法定：		
At 1 January 2018 and 31 December 2018	於 2018 年 1 月 1 日及 2018 年 12 月 31 日	8,000,000,000	80,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2017	於 2017 年 1 月 1 日	794,544,000	7,945
Shares issued (note (a))	已發行股份(附註(a))	8,434,000	84
Shares cancelled (note (b))	已註銷股份(附註(b))	(372,000)	(3)
At 31 December 2017 and 1 January 2018	於 2017 年 12 月 31 日及 2018 年 1 月 1 日	802,606,000	8,026
Shares issued (note (a))	已發行股份(附註(a))	8,500,000	85
At 31 December 2018	於 2018 年 12 月 31 日	811,106,000	8,111
		2018 2018 年 RMB'000 人民幣千元	2017 2017 年 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：		
Ordinary shares	普通股		
At 1 January	於一月一日	6,619	6,549
Shares issued	已發行股份	70	73
Shares cancelled	已註銷股份	-	(3)
At 31 December	於 12 月 31 日	6,689	6,619

31 December 2018 於2018年12月31日

29. SHARE CAPITAL (Continued)**Shares** (Continued)

- (a) During the year 2017 and 2018, 8,434,000 and 8,500,000 shares, respectively, were issued and granted to the eligible employees under the share award scheme (note 30) at nil consideration.
- (b) During the year 2016, 372,000 shares were repurchased but not yet cancelled which were recognised as treasury shares at 31 December 2016, and have been cancelled on 11 January 2017.

Treasury shares

A summary of movements in the Company's treasury shares is as follows:

29. 股本 (續)**股份** (續)

- (a) 2017年及2018年內，已分別根據股份獎勵計劃(附註30)無代價發行及授予8,434,000股及8,500,000股股份予合資格僱員。
- (b) 2016年內，372,000股股份已購回但尚未註銷，於2016年12月31日確認為庫務股份，並已於2017年1月11日註銷。

庫存股份

本公司庫存股份的變動概要如下：

		Number of ordinary shares 普通股數目	Nominal value of HKD0.01 each 每股面值 0.01 港元 HK'000 千港元
At 1 January 2017	於2017年1月1日	(372,000)	(3)
Shares cancelled	已註銷股份	372,000	3
At 1 January 2018 and 31 December 2018	於2018年1月1日及 2018年12月31日	-	-

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

30. SHARE OPTION AND SHARE AWARD SCHEME

The Company – Pre-IPO share option scheme

The Pre-IPO share option scheme (the “Scheme”) was adopted pursuant to the resolutions passed by the Company on 20 April 2015 and 10 July 2015 for the purposes of providing incentives to directors and eligible employees of the Group, and will expire on 20 April 2020 and 10 July 2020 respectively. Under the Scheme, the board of directors of the Company is authorised to grant options to the directors and eligible employees to subscribe for shares in the Company. Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

Details of the share options granted under the Scheme are as follows:

Category of grantees 承授人類別	Date of grant 授出日期	Exercise price per share 每股行使價	Vesting period 歸屬期	Exercisable period 可予行使期間
Directors 董事	20 April 2015 2015年4月20日	HKD1.72 1.72港元	20 April 2015–29 June 2016 2015年4月20日至 2016年6月29日	30 June 2016–20 April 2020 2016年6月30日至 2020年4月20日
			20 April 2015–29 June 2017 2015年4月20日至 2017年6月29日	30 June 2017–20 April 2020 2017年6月30日至 2020年4月20日
			20 April 2015–29 June 2018 2015年4月20日至 2018年6月29日	30 June 2018–20 April 2020 2018年6月30日至 2020年4月20日
Employees 僱員	20 April 2015 2015年4月20日	HKD1.72 1.72港元	20 April 2015–29 June 2016 2015年4月20日至 2016年6月29日	30 June 2016–20 April 2020 2016年6月30日至 2020年4月20日
			20 April 2015–29 June 2017 2015年4月20日至 2017年6月29日	30 June 2017–20 April 2020 2017年6月30日至 2020年4月20日
			20 April 2015–29 June 2018 2015年4月20日至 2018年6月29日	30 June 2018–20 April 2020 2018年6月30日至 2020年4月20日
	10 July 2015 2015年7月10日	HKD1.72 1.72港元	10 July 2015–29 June 2016 2015年7月10日至 2016年6月29日	30 June 2016–10 July 2020 2016年6月30日至 2020年7月10日
			10 July 2015–29 June 2017 2015年7月10日至 2017年6月29日	30 June 2017–10 July 2020 2017年6月30日至 2020年7月10日
			10 July 2015–29 June 2018 2015年7月10日至 2018年6月29日	30 June 2018–10 July 2020 2018年6月30日至 2020年7月10日

In 2018, the Group recognised expense net of RMB135,000 in relation to the above share options (2017: credit of RMB3,231,000).

30. 購股權及股份獎勵計劃

本公司—首次公開發售前購股權計劃

首次公開發售前購股權計劃(「計劃」)乃根據本公司於2015年4月20日及2015年7月10日通過的決議案採納，以向本集團的董事及合資格僱員提供獎勵為目的，並將分別於2020年4月20日及2020年7月10日期滿。根據計劃，本公司董事會獲授權授予董事及合資格僱員購股權，讓該等人士認購本公司股份。購股權並無賦予持有人權益收取股息或在股東會議上投票。

根據計劃所授出購股權的詳情如下：

於2018年，本集團就上述購股權確認開支淨額人民幣135,000元(2017年：開支人民幣3,231,000元)。

31 December 2018 於2018年12月31日

30. SHARE OPTION AND SHARE AWARD SCHEME (Continued)

The Company – Pre-IPO share option scheme (Continued)

No share options were exercised in 2018. At the end of the reporting period, 41,045,723 share options under the Scheme have been forfeited in aggregate and the Company had 38,954,277 share options outstanding under the Scheme, which represented approximately 4.80% of the Company's shares in issue as at that date. The exercise in full of the outstanding share options would under the present capital structure of the Company, result in the issue of 38,954,277 additional ordinary shares of the Company for total cash proceeds of HKD67,001,000.00 (equivalent to RMB56,710,000) before share issue expenses.

The following share options were outstanding under the Pre-IPO share option scheme during the year:

		2018 2018年		2017 2017年	
		Exercise price per share 每股行使價 HKD 港元	Number of options 購股權數目 '000 千份	Exercise price per share 每股行使價 HKD 港元	Number of options 購股權數目 '000 千份
At 1 January	於1月1日	1.72	39,655	1.72	58,546
Forfeited during the year	年內沒收	1.72	(701)	1.72	(18,891)
At 31 December	於12月31日	1.72	38,954	1.72	39,655

The Company – Share award scheme

Pursuant to the written resolution of the board of the Company passed on 16 January 2018, the Company issued and granted an aggregate of 8,500,000 new shares to 21 eligible employees of the Group as incentives or rewards for their contribution to the Group at nil consideration. During 2018, 8,500,000 additional ordinary shares of the Company were issued under the scheme with no cash proceeds received. Accordingly, the Group recognised share-based payment expenses of RMB5,525,000 for the year ended 31 December 2018.

30. 購股權及股份獎勵計劃(續)

本公司—首次公開發售前購股權計劃(續)

2018年概無購股權獲行使。於報告期末，計劃項下的41,045,723份購股權已被沒收，而根據計劃，本公司有38,954,277份尚未行使的購股權，相當於該日本公司已發行股份約4.80%。根據本公司現時資本架構，悉數行使尚未行使購股權將導致本公司額外發行38,954,277股普通股，扣除股份發行開支前之現金所得款項總額為67,001,000.00港元（相當於人民幣56,710,000元）。

以下為年內於首次公開發售前購股權計劃項下未行使的購股權：

本公司—股份獎勵計劃

根據2018年1月16日通過的本公司董事會書面決議案，本公司已按零代價發行及授出合共8,500,000股新股份予本集團21名合資格僱員。於2018年內，根據計劃有8,500,000額外普通股發行而無收取現金所得款項。因此，本集團就截至2018年12月31日止年度確認股份付款開支人民幣5,525,000元。

31 December 2018 於 2018 年 12 月 31 日

30. SHARE OPTION AND SHARE AWARD SCHEME *(Continued)*

A subsidiary of the Company

On 17 July 2015, 杭州壹到信息科技有限公司 (“Hangzhou Yidao”), a subsidiary of the Company, is principally engaged in the provision of software and information technology services. 廣東中奧物業管理有限公司 (“Guangdong Zhong Ao”, the immediate holding company of Hangzhou Yidao) and Mr. Luo Tao (the representative of the employees of Hangzhou Yidao) entered into an agreement (the “Equity incentive — Hangzhou Yidao Agreement”), pursuant to which up to 33% equity interests in Hangzhou Yidao would be transferred to the employees of Hangzhou Yidao (“Yidao Employees”) who were responsible for the development and operation of Hangzhou Yidao at nil consideration by 30 April 2018 upon satisfaction of certain performance conditions of Hangzhou Yidao. On or before 30 April 2019, the Yidao Employees had the right to require Guangdong Zhong Ao to repurchase all of the equity interests in Hangzhou Yidao that the Yidao Employees acquired pursuant to the Equity incentive — Hangzhou Yidao Agreement at a total cash consideration of RMB22,000,000.

On 5 April 2017, the Equity incentive — Hangzhou Yidao Agreement was terminated by all parties. Up to 5 April 2017, no equity interests in Hangzhou Yidao have been transferred to the Yidao Employees and no equity interests in Hangzhou Yidao will be transferred to the Yidao Employees after the termination of the Hangzhou Yidao Cooperation Agreement.

The Group has previously recognised share-based payment expenses of RMB12,981,000 in aggregate and imputed interest of RMB1,355,000 in relation to the share-based payment arrangement under the Equity incentive — Hangzhou Yidao Agreement as at 31 December 2016 which were fully reversed in 2017. As at 31 December 2018, the cash-settled option (2017: Nil) and equity-settled portion (2017: Nil) were both nil.

30. 購股權及股份獎勵計劃(續)

本公司一家附屬公司

於 2015 年 7 月 17 日，杭州壹到信息科技有限公司（「杭州壹到」）（本公司的附屬公司，主要從事提供軟件及資訊科技服務）、廣東中奧物業管理有限公司（「廣東中奧」）（杭州壹到的直接控股公司）及羅濤先生（杭州壹到的僱員代表）訂立協議（「股權激勵 — 杭州壹到協議」）。據此，倘達成杭州壹到若干績效目標，杭州壹到高達 33% 的股權將於 2018 年 4 月 30 日前以零代價轉移至負責杭州壹到的發展及營運的杭州壹到僱員（「壹到僱員」）。於 2019 年 4 月 30 日或之前，壹到僱員有權要求廣東中奧購回其根據股權激勵 — 杭州壹到協議收購的杭州壹到全部股權，現金代價總額為人民幣 22,000,000 元。

於 2017 年 4 月 5 日，股權激勵 — 杭州壹到協議已獲全部訂約方終止。直至 2017 年 4 月 5 日止，概無向壹到僱員轉讓杭州壹到股權，而於終止杭州壹到合作協議後，將不會向壹到僱員轉讓杭州壹到股權。

截至 2016 年 12 月 31 日，本集團過往就股權激勵 — 杭州壹到協議項下的股份付款安排確認股份付款開支合共人民幣 12,981,000 元及推算利息人民幣 1,355,000 元，並已於 2017 年全數撥回。於 2018 年 12 月 31 日，以現金結算部分（2017 年：無）及以權益結算部分（2017 年：無）均為零。

31. RESERVES

The amounts of the Group's reserves and the movements there in are presented in the consolidated statement of changes in equity.

(a) Statutory reserves

In accordance with the PRC Company Law and the PRC subsidiaries' articles of association, each subsidiary registered in the PRC as a domestic company is required to appropriate 10% of its annual statutory net profit as determined under generally accepted accounting principles of The People's Republic of China (the "PRC GAAP") (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of this reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after these usages.

(b) Other reserve

The amount represented the contribution from Mr. Liu Jian, the controlling shareholder and director of the Company, through transferring his 40% equity interest in Guangdong Zhong Ao, a subsidiary of the Company, to Mr. Long Weimin and Mr. Liang Bing, both being directors of the Company and employees of Guangdong Zhong Ao in 2011.

31. 儲備

本集團儲備的金額及其變動於綜合權益變動表呈列。

(a) 法定儲備

按照中國公司法及中國附屬公司的組織章程，各家在中國登記為內資公司的附屬公司須將其年度法定淨利潤（如中華人民共和國公認會計原則（「中國會計準則」）所釐定）（對沖任何往年虧損後）的10%轉撥至法定盈餘儲備，此儲備結餘達實體資本的50%時，再調撥數即屬非必要。法定儲備可用作對銷往年虧損或擴大資本。然而，法定盈餘儲備的結餘於該等用途後必須維持在最少佔資本的25%。

(b) 其他儲備

該數額指本公司控股股東兼董事劉建先生於2011年透過向本公司董事暨廣東中奧僱員龍為民先生及梁兵先生轉讓其於本公司附屬公司廣東中奧40%股權所作出資。

31 December 2018 於 2018 年 12 月 31 日

31. RESERVES (Continued)**(c) Special reserve**

Special reserve mainly represent: (i) capital contribution amounting to RMB258,000 by Mr. Liu Jian and non-controlling equity holders for the transfer of 75% and 25% equity interests in 廣州邁越信息科技有限公司 (“Guangzhou Maiyue”) to the Group in April 2015 through structured contracts at nil considerations; (ii) further capital contribution to Guangzhou Maiyue made by Mr. Liu Jian amounted to RMB750,000; (iii) the obligation in relation to the acquisition of the remaining 30% equity interests in Zhejiang Yongcheng recognised in the amount of RMB80,630,000 but decreased by RMB31,589,000 due to further acquisition of the 7.5% and 7.5% equity interests in Zhejiang Yongcheng at 26 July 2017 and 22 June 2018, respectively; (iv) additional interests in 廣州到家信息科技有限公司 (“Guangzhou Daojia”) acquired by the group from a non-controlling equity holder in 2016, with the difference between the consideration paid and the additional share of net assets in Guangzhou Daojia as acquired by the Group amounting to RMB4,000 being transferred to special reserve; and (v) additional interests acquired by the Group in Ningbo Yongdu from a non-controlling equity holder. The difference between the consideration paid and in the additional share of net assets in Ningbo Yongdu amounting to RMB376,000 being transferred to special reserve.

31. 儲備 (續)**(c) 特別儲備**

特別儲備主要指 (i) 2015 年 4 月劉建先生及非控股權益持有人透過結構性合約無償注資人民幣 258,000 元，以向本集團轉讓廣州邁越信息科技有限公司（「廣州邁越」）75% 及 25% 股權；(ii) 劉建先生向廣州邁越再注資人民幣 750,000 元；(iii) 確認關於收購浙江永成餘下 30% 股權的責任人民幣 80,630,000 元及因於 2017 年 7 月 26 日及 2018 年 6 月 22 日分別再收購浙江永成 7.5% 及 7.5% 股權而減少人民幣 31,589,000 元；(iv) 於 2016 年，本集團向一名非控股權益持有人收購廣州到家信息科技有限公司（「廣州到家」）的額外權益。已付代價與廣州到家的資產淨值的本集團所收購的額外股份之間的差額人民幣 4,000 元已轉撥至特別儲備；及 (v) 本集團自一名非控股權益持有人收購寧波永都的額外權益。已付代價與寧波永都當時資產淨值之額外股份之間的差額人民幣 376,000 元已轉撥至特別儲備。

31 December 2018 於2018年12月31日

32. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

32. 擁有重大非控股權益的部分擁有附屬公司

本集團擁有重大非控股權益的附屬公司詳情載列如下：

		2018 2018年	2017 2017年
Percentage of equity interest held by non-controlling interests: Zhejiang Yongcheng	非控股權益所持股權百分比： 浙江永成		
At 1 January	於1月1日	22.5%	30%
Decrease in non-controlling interests	非控股權益減少	(7.5%)	(7.5%)
At 31 December	於12月31日	15%	22.5%
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Profit for the year allocated to non-controlling interests: Zhejiang Yongcheng	分配至非控股權益的年內利潤： 浙江永成	7,887	8,015
Decrease in non-controlling interests	非控股權益減少	(18,035)	(13,554)
Dividends paid to non-controlling interests	已付非控股權益的股息	(676)	-
Accumulated balances of non-controlling interests at the reporting date	於報告日期非控股權益的累計結餘	34,931	45,935

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

32. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

The following tables illustrate the summarised financial information of Zhejiang Yongcheng.

The amounts disclosed are before any inter-company eliminations:

32. 擁有重大非控股權益的部分擁有附屬公司(續)

下表闡明浙江永成的概括財務資料。

所披露金額未作公司間對銷：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收益	367,607	327,950
Total expenses	開支總額	(330,115)	(296,203)
Profit and total comprehensive income for the year	年內利潤及全面收入總額	37,492	31,747
Current assets	流動資產	241,861	203,051
Non-current assets	非流動資產	203,538	211,936
Current liabilities	流動負債	(192,959)	(188,689)
Non-current liabilities	非流動負債	(19,125)	(22,078)
Net cash flows from operating activities	來自經營活動的現金流量淨額	26,554	35,217
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(107)	898
Net cash flows used in financing activities	融資活動所用現金流量淨額	7,966	(15,736)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	18,481	20,379

31 December 2018 於2018年12月31日

33. BUSINESS COMBINATION

The major acquisitions of subsidiaries accounted for as business combinations not under common control are set out as follows:

In May 2018, the Group acquired a 100% interest in Foshan Pairuier from an independent third party. Foshan Pairuier is engaged in the provision of property management services. The acquisition was made as part of the Group's strategy to expand its market share of property management operation in the PRC. The purchase consideration for the acquisition was in the form of cash, with RMB20,000,000 paid on the acquisition date and the remaining RMB5,000,000 to be paid in May 2019.

In July 2018, the Group acquired a 60% interest in Shanghai Tangnian from two independent third parties. Shanghai Tangnian is engaged in the provision of property management services. The acquisition was made as part of the Group's strategy to expand its market share of property management operation in the PRC. The purchase consideration for the acquisition was in the form of cash, with RMB3,400,000 paid in July 2018.

In July 2018, the Group acquired a 60% interest in Shanghai Tanglei from two independent third parties. Shanghai Tanglei is engaged in the provision of property management services. The acquisition was made as part of the Group's strategy to expand its market share of property management operation in the PRC. The purchase consideration for the acquisition was in the form of cash, with RMB1,600,000 paid in July 2018.

In December 2018, the Group acquired a 60% interest in Guilin Gangshen from four independent third parties. Guilin Gangshen is engaged in the provision of property management services. The acquisition was made as part of the Group's strategy to expand its market share of property management operation in the PRC. The purchase consideration for the acquisition was in the form of cash, with RMB5,400,000 paid in January 2019.

In December 2018, the Group acquired a 75% interest in Hangzhou Anjia from an independent third party. Hangzhou Anjia is engaged in the provision of property management services. The acquisition was made as part of the Group's strategy to expand its market share of property management operation in the PRC. The purchase consideration for the acquisition was in the form of cash, with RMB18,100,000 fully paid during 2018.

33. 業務合併

入賬列作業務合併而不受普通控制的附屬公司的主要收購載列如下：

於2018年5月，本集團向一名獨立第三方收購佛山派瑞爾的全部權益。佛山派瑞爾從事提供物業管理服務。該收購構成本集團拓展其於中國的物業管理業務市場份額之策略的一部分。收購的購買代價人民幣20,000,000元乃以現金形式於收購日期支付，而餘下人民幣5,000,000元將於2019年5月支付。

於2018年7月，本集團向兩名獨立第三方收購上海湯年60%的權益。上海湯年從事提供物業管理服務。該收購構成本集團拓展其於中國的物業管理業務市場份額策略的一部分。於2018年7月，收購的購買代價人民幣3,400,000元乃以現金形式支付。

於2018年7月，本集團向兩名獨立第三方收購上海湯磊60%的權益。上海湯磊從事提供物業管理服務。該收購構成本集團拓展其於中國的物業管理業務市場份額策略的一部分。於2018年7月，收購的購買代價人民幣1,600,000元以現金形式支付。

於2018年12月，本集團向四名獨立第三方收購桂林港深60%的權益。桂林港深從事提供物業管理服務。該收購構成本集團拓展其於中國的物業管理業務市場份額策略的一部分。於2019年1月，收購的購買代價人民幣5,400,000元乃以現金形式支付。

於2018年12月，本集團向一名獨立第三方收購杭州安嘉75%的權益。杭州安嘉從事提供物業管理服務。該收購構成本集團拓展其於中國的物業管理業務市場份額策略的一部分。於2018年期間，收購的購買代價人民幣18,100,000元乃以現金形式悉數支付。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

33. BUSINESS COMBINATION (Continued)

The fair values of the identifiable assets and liabilities of all the subsidiaries acquired during the year were as follows:

33. 業務合併(續)

所收購的所有附屬公司於年內的可識別資產與負債的公平值如下：

		Notes 附註	2018 2018 年 Fair value recognised on acquisition 收購時 已確認公平值 RMB'000 人民幣千元
Property and equipment	物業及設備	14	1,407
Investment properties	投資物業	15	4,190
Cash and bank balances	現金及銀行結餘		13,703
Intangible Assets	無形資產	20	9,045
Trade receivables	貿易應收款項		5,163
Prepayments and other receivables	預付款項及其他應收款項		36,586
Trade payables	貿易應付款項		(7,998)
Interest-bearing bank borrowings	計息銀行借款		(30,000)
Accruals and other payables	應計費用及其他應付款項		(23,099)
Deferred tax liabilities	遞延稅項負債		(2,804)
Tax payable	應付稅項		(1,271)
Total identifiable net assets at fair value	按公平值計量的可識別資產總淨值		4,922
Non-controlling interests	非控股權益		(1,318)
Goodwill on acquisition	收購之商譽		49,896
			53,500
Satisfied:	按以下方式支付：		
Other payables	其他應付款項		10,400
Cash	現金		43,100
			53,500

31 December 2018 於2018年12月31日

33. BUSINESS COMBINATION (Continued)

The fair values of the trade receivables, prepayments and other receivables as at the date of acquisition amounted to RMB5,163,000 and RMB36,586,000, respectively. The gross contractual amounts of trade receivables and other receivables were RMB6,959,000 and RMB38,645,000, respectively, of which trade receivables of RMB1,796,000 and prepayments and other receivables of RMB2,059,000 are expected to be uncollectible.

The Group incurred transaction costs of RMB561,100 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

None of the goodwill recognised is expected to be deductible for income tax purposes.

Since the acquisition, the acquired subsidiaries contributed RMB67,514,000 to the Group's revenue and RMB3,901,000 to the consolidated profit for the year ended 31 December 2018.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB1,092,334,000 and RMB88,564,000, respectively.

33. 業務合併 (續)

貿易應收款項、預付款項及其他應收款項於收購日期的公平值分別為人民幣5,163,000元及人民幣36,586,000元。貿易應收款項及其他應收款項的總合約金額分別為人民幣6,959,000元及人民幣38,645,000元，其中貿易應收款項人民幣1,796,000元以及預付款項及其他應收款項人民幣2,059,000元項預期不可收回。

本集團就是項收購產生的交易成本為人民幣561,100元。該等交易成本已予以支銷，並計入綜合損益表內的其他開支。

概無已確認的商譽預期將用於扣減所得稅。

自收購起，所收購附屬公司於截至2018年12月31日止年度向本集團貢獻了收益人民幣67,514,000元及綜合利潤人民幣3,901,000元。

倘合併發生於年初，本集團本年度收益及利潤應分別為人民幣1,092,334,000元及人民幣88,564,000元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

34. DISPOSAL OF A SUBSIDIARY

34. 出售一家附屬公司

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Net assets disposed of:	出售資產淨值：		
Property, plant and equipment	物業、廠房及設備	3,456	-
Cash and bank balances	現金及銀行結餘	120	-
Prepayments and other receivables	預付款項及其他應收款項	1,351	-
Trade payables	貿易應付款項	(1,626)	-
Accruals and other payables	應計費用及其他應付款項	(2,887)	-
Non-controlling interests	非控股權益	(203)	-
		211	-
Gain on disposal of a subsidiary	出售一家附屬公司的收益	299	-
		510	-
Satisfied by:	按以下方式支付：		
Other receivables	其他應收款項	20	-
Investment in an associate	於一家聯營公司的投資	490	-
		510	-
An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:	有關出售一家附屬公司之現金及現金等價物的流出淨額的分析如下：		
		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Cash consideration	現金代價	-	-
Cash and bank balances disposed of	已出售現金及現金結餘	(120)	-
Net outflow of cash and cash equivalents in respect of the disposal of a subsidiary	有關出售一家附屬公司的現金及現金等價物流出淨額	(120)	-

31 December 2018 於2018年12月31日

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Major non-cash transactions**

During the year, the carrying amounts of trade and bills receivables amounting to RMB840,000 (2017: RMB8,318,000) were offset as payments for acquisition of properties and payments of RMB6,874,000 (2017: RMB18,089,000) for acquisition of properties were transferred to investment properties and an amount of RMB720,000 has been transferred to property and equipment which did not result in any cash flow.

(b) Changes in liabilities arising from financing activities**35. 綜合現金流量表附註****(a) 主要非現金交易**

年內，貿易應收款項及應收票據的賬面值人民幣840,000元(2017年：人民幣8,318,000元)已作為收購物業的付款予以抵銷，另付款人民幣6,874,000元(2017年：人民幣18,089,000元)收購物業的付款已轉撥至投資物業，人民幣720,000元金額已轉撥至物業及設備而不產生任何現金流量。

(b) 融資活動所產生負債的變動

		Interest-bearing bank borrowings	Other long-term payable
		計息銀行借款	其他長期應付款項
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2018	於 2018 年 1 月 1 日	100,969	65,439
Changes from financing cash flows	融資現金流量所產生變動	(23,314)	(22,500)
Increase arising from acquisition of subsidiaries	收購附屬公司產生增加	30,000	-
Foreign exchange realignment	外匯調整	(711)	-
Interest expense	利息開支	4,897	(3,064)
At 31 December 2018	於 2018 年 12 月 31 日	111,841	39,875

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

		Interest bearing bank borrowings	Other long-term payable
		計息銀行借款	其他長期應付款項
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2017	於 2017 年 1 月 1 日	128,948	81,718
Changes from financing cash flows	融資現金流量所產生變動	(22,579)	(22,500)
Foreign exchange realignment	外匯調整	(10,046)	-
Interest expense	利息開支	4,646	6,221
At 31 December 2017	於 2017 年 12 月 31 日	100,969	65,439

36. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as of 31 December 2018 (2017: Nil).

35. 綜合現金流量表附註(續)

(b) 融資活動所產生負債的變動(續)

36. 或然負債

於 2018 年 12 月 31 日，本集團並無重大或然負債(2017 年：無)。

31 December 2018 於2018年12月31日

37. OPERATING LEASE COMMITMENTS**As lessor**

The Group leases its properties under operating lease arrangements, with leases negotiated for terms of five years. The terms of the leases generally also require the tenants to pay security deposits.

As at the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within one year	一年內	4,753	4,370
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	3,111	5,333
		7,864	9,703

As lessee

The Group leases certain office buildings and staff dormitories under operating lease arrangements.

At the end of each reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within one year	一年內	2,416	5,449
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	1,170	12,472
		3,586	17,921

37. 經營租賃承擔**作為出租人**

本集團根據經營租賃安排租賃其物業，該等租賃經磋商之年期為五年。此等租賃的條款一般亦規定租戶支付保證金。

於報告期末，根據與租戶訂立並於以下年期到期的不可註銷經營租賃，本集團的未來最低租賃應收款項總額如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within one year	一年內	4,753	4,370
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	3,111	5,333
		7,864	9,703

作為承租人

本集團根據經營租賃安排租用若干辦公室樓宇及員工宿舍。

於報告期末，根據於以下年期到期的不可註銷經營租賃，本集團未來最低租賃付款總額如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Within one year	一年內	2,416	5,449
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	1,170	12,472
		3,586	17,921

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

38. CAPITAL COMMITMENTS

In addition to the operating lease commitments detailed in note 37 above, the Group had the following capital commitments at the end of the reporting period:

38. 資本承擔

除上文附註37所詳述的經營租賃承擔外，於報告期末，本集團有以下資本承擔：

			31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
		Note 附註		
Contracted, but not provided for:	已訂約，但尚未計提撥備：			
Acquisition of property and equipment and leasehold improvements	收購物業及設備及租賃物業裝修		1,620	2,774
Acquisition of a subsidiary	收購一家附屬公司	(a)	30,000	-
			31,620	2,774

(a) In June 2018, the Group entered into an agreement with of the equity holder of 廣西輝煌置業諮詢服務有限公司 (Guangxi Huihuang Property Advisory Services Company Limited*) ("Huihuang Property") and 廣西輝煌房地產諮詢服務集團有限公司 (Guangxi Huihuang Real Estate Advisory Services Group Company Limited) ("Huihuang Real Estate"), pursuant to which the Group agreed to acquire 51% equity interest in Huihuang Property and 51% equity interest in Huihuang Real Estate at an aggregate consideration of (i) RMB30,000,000 payable in cash (subject to adjustment); and (ii) not more than RMB70,000,000 payable by the Group in cash upon satisfaction of the certain conditions.

(a) 於2018年6月，本集團與廣西輝煌置業諮詢服務有限公司(「輝煌置業」)及廣西輝煌房地產諮詢服務集團有限公司(「輝煌房地產」)的權益持有人訂立協議，據此，本集團同意收購輝煌置業51%的股權及輝煌房地產51%的股權，總代價為(i)以現金人民幣30,000,000元支付(可予調整)；及(ii)於達致若干條件後，由本集團以現金支付不多於人民幣70,000,000元。

31 December 2018 於2018年12月31日

39. RELATED PARTY TRANSACTIONS AND BALANCES**(a) Related party transactions**

A non-controlling equity holder of a subsidiary of the Company provided a corporate guarantee in respect of certain bank loans granted to the Group up to RMB30,000,000 (2017: Nil) at nil consideration as at 31 December 2018.

(b) Compensation to key management personnel

The remuneration of key management personnel during the year was as follows:

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term employee benefits	短期僱員福利	19,700	15,690
Post-employment benefits	離職後福利	117	140
Share-based payments	股份付款	611	(12,371)
		20,428	3,459

The remuneration of key management personnel is determined by reference to the performance of individuals and market trend.

39. 關聯方交易及結餘**(a) 關聯方交易**

本公司一間附屬公司的非控股權益持有人就2018年12月31日無償授予本集團的若干銀行貸款至多人民幣30,000,000元(2017年：零)提供企業擔保。

(b) 給予主要管理人員的酬償

年內主要管理人員的薪酬如下：

		2018	2017
		2018年	2017年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Short-term employee benefits	短期僱員福利	19,700	15,690
Post-employment benefits	離職後福利	117	140
Share-based payments	股份付款	611	(12,371)
		20,428	3,459

主要管理人員的薪酬乃按個人表現及市場趨勢釐定。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

40. FINANCIAL INSTRUMENTS BY CATEGORY 40. 金融工具(按類別)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting year are as follows:

各類別金融工具於報告期末的賬面值如下：

31 December 2018

2018 年 12 月 31 日

Financial assets

金融資產

		Financial assets at amortised cost 按攤銷成本 計算的 金融資產 RMB'000 人民幣千元
Financial assets included in prepayment and other receivables (note 23)	計入預付款項及其他應收款項的金融資產(附註23)	140,753
Trade and bills receivables (note 22)	貿易應收款項及應收票據(附註22)	207,826
Cash and cash equivalents (note 24)	現金及現金等價物(附註24)	415,795
		764,374

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本 計算的 金融負債 RMB'000 人民幣千元
Financial liabilities included in other payables and accruals (note 26)	計入其他應付款項及應計費用的金融負債(附註26)	228,987
Interest-bearing bank borrowings (note 27)	計息銀行借款(附註27)	111,841
Trade payables (note 25)	貿易應付款項(附註25)	47,687

31 December 2018 於2018年12月31日

40. FINANCIAL INSTRUMENTS BY CATEGORY 40. 金融工具(按類別)(續)*(Continued)*

		Financial liabilities at fair value through profit or loss 按公平值計入損益的金融負債 RMB'000 人民幣千元
Other Payable for Option	其他期權應付款項	39,875
		428,390

31 December 2017

2017年12月31日

Financial assets**金融資產**

		Loans and receivables 貸款及應收款項 RMB'000 人民幣千元
Financial assets included in prepayment and other receivables (note 23)	計入預付款項及其他應收款項的金融資產(附註23)	86,846
Trade and bills receivables (note 22)	貿易應收款項及應收票據(附註22)	190,932
Cash and cash equivalents (note 24)	現金及現金等價物(附註24)	483,806
		761,584

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

40. FINANCIAL INSTRUMENTS BY CATEGORY 40. 金融工具(按類別)(續)

(Continued)

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本計算的 金融負債 RMB'000 人民幣千元
Financial liabilities included in other payables and accruals (note 26)	計入其他應付款項及應計費用的 金融負債(附註26)	196,721
Interest-bearing bank borrowings (note 27)	計息銀行借款(附註27)	100,969
Trade payables (note 25)	貿易應付款項(附註25)	44,965
		Financial liabilities at fair value through profit or loss 按公平值計入 損益的 金融負債 RMB'000 人民幣千元
Other Payable for Option	其他期權應付款項	65,439
		408,094

31 December 2018 於2018年12月31日

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

31 December 2018

			Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元
		Note 附註		
Financial liabilities	金融負債			
Interest-bearing bank borrowings	計息銀行借款	27	61,841	58,760
Other Payables for Option	其他期權應付款項		39,875	39,875
			101,716	98,635

2018年12月31日

31 December 2017

2017年12月31日

			Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元
		Note 附註		
Financial liabilities	金融負債			
Interest-bearing bank borrowings	計息銀行借款	27	77,969	82,414
Other Payable for Option	其他期權應付款項		65,439	65,439
			143,408	147,853

31 December 2018 於 2018 年 12 月 31 日

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The fair value of available-for-sale investments was based on quotation from bank. The fair values of the non-current portion of interest-bearing bank borrowings and other long-term payable have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings and other long-term payable as at 31 December 2018 was assessed to be insignificant.

Management has assessed that other long-term payable approximate to their carrying amounts largely due to the fact that these borrowings are made between the Group and non-controlling equity holders of a subsidiary based on prevailing market interest rates.

Management has also assessed that the fair values of the Group's other current financial instruments approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the board of directors. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the board of directors once a year for annual financial reporting.

41. 金融工具的公平值及公平值層級 *(續)*

待售投資的公平值以銀行報價為基礎。計息銀行借款及其他長期應付款項非流動部分的公平值乃使用具類似條款、信貸風險及餘下還款期限之工具現時之折現率將估計未來現金流量折現而計算。於 2018 年 12 月 31 日，本集團之計息銀行借款及其他長期應付款項的不履約風險被評定為並不重大。

管理層已評定其他長期應付款項的公平值與其賬面值相若，主要由於該等借款由本集團與一家附屬公司的非控股權益持有人按照現行市場利率作出。

管理層亦已評定，本集團其他流動金融工具的公平值與其賬面值相若，主要由於該等工具的到期日相對較短所致。

本集團以財務經理為首的財務部負責釐定金融工具公平值計量的政策及程序。財務經理直接向財務總監及董事會報告。於各報告日期，財務部會分析金融工具的價值變動並釐定估值中適用的主要輸入數據。估值由財務總監審批，並每年一次與董事會就年度財務申報討論估值程序及結果。

31 December 2018 於2018年12月31日

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)**Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Liabilities measured at fair value:

As at 31 December 2018

		Fair value measurement using 使用以下數據的公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場 的報價 (第一層) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other Payables for Option	其他期權應付款項	-	-	39,875	39,875

As at 31 December 2017

於2017年12月31日

		Fair value measurement using 使用以下數據的公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場 的報價 (第一層) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other Payables for Option	其他期權應付款項	-	-	65,439	65,439

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities measured at fair value: (Continued)

During the years ended 31 December 2018 and 2017, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

As at 31 December 2018

41. 金融工具的公平值及公平值層級 (續)

公平值層級 (續)

按公平值計量的負債：(續)

於截至 2018 年及 2017 年 12 月 31 日止年度內，就金融資產及金融負債而言，第一層與第二層之間並無公平值計量轉移，第三層亦無公平值計量轉入或轉出。

於 2018 年 12 月 31 日

Fair value measurement using 使用以下數據的公平值計量

	Quoted prices in active markets (Level 1) 活躍市場 的報價 (第一層) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀 察輸入數據 (第三層) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank borrowings 計息銀行借款	-	-	58,760	58,760

As at 31 December 2017

於 2017 年 12 月 31 日

Fair value measurement using 使用以下數據的公平值計量

	Quoted prices in active markets (Level 1) 活躍市場 的報價 (第一層) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀 察輸入數據 (第三層) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Interest-bearing bank borrowings 計息銀行借款	-	-	82,414	82,414

31 December 2018 於2018年12月31日

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments include financial assets at fair value through profit or loss, cash and cash equivalents, interest-bearing bank borrowings and a long-term payable.

The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings set out in note 27.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

		Increase/ (decrease) in basis points 基點 上升/(下降)	Increase/ (decrease) in profit before tax 除稅前利潤 增加/(減少) RMB'000 人民幣千元
For the year ended 31 December 2018	截至2018年12月31日止年度	50	(350)
		(50)	350
For the year ended 31 December 2017	截至2017年12月31日止年度	50	(454)
		(50)	454

42. 金融風險管理目標及政策

本集團的金融工具包括指定為按公平值計入損益的金融資產、現金及現金等價物、計息銀行借款及長期應付款項。

該等金融工具的主要目的是為本集團的營運籌集資金。本集團擁有多項其他金融資產及負債，如直接來自營運的貿易應收款項和應收票據及貿易應付款項。

本集團金融工具產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會負責審議並同意管理此等風險的政策，有關政策概括如下。

利率風險

本集團所承擔的市場利率變動風險主要與附註27所載本集團的銀行借款有關。

下表說明在利率合理可能變動而所有其他變數保持不變的情況下，本集團除稅前利潤(因應浮動利率借款的影響)的敏感度。

31 December 2018 於 2018 年 12 月 31 日

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Foreign currency risk**

The Group's businesses are located in Mainland China and nearly all transactions are conducted in RMB. All of the Group's assets and liabilities are denominated in RMB, except for those owned by the Company and certain subsidiaries which are denominated in USD and HKD.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the USD and HKD exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

42. 金融風險管理目標及政策 (續)**外幣風險**

本集團的業務位於中國內地，且幾乎所有交易以人民幣進行。本集團所有資產及負債以人民幣計值，惟由本公司及若干附屬公司所擁有者以美元及港元計值除外。

下表說明於報告期末美元及港元匯率的合理可能變動而所有其他變量均保持不變的情況下，本集團除稅後利潤(因貨幣資產及負債的公平值變動而起)的敏感度。

		Increase/ (decrease) in USD/HKD rate 美元兑港元 匯率 上升/(下降) %	Increase/ (decrease) in profit before tax 除稅前 利潤 增加/(減少) RMB'000 人民幣千元
2018	2018 年		
If the USD weakens against the RMB	若美元兑人民幣轉弱	10%	(1,862)
If the USD strengthens against the RMB	若美元兑人民幣轉強	(10%)	1,862
If the HKD weakens against the RMB	若港元兑人民幣轉弱	10%	2,469
If the HKD strengthens against the RMB	若港元兑人民幣轉強	(10%)	(2,469)
2017	2017 年		
If the USD weakens against the RMB	若美元兑人民幣轉弱	10%	(5,894)
If the USD strengthens against the RMB	若美元兑人民幣轉強	(10%)	5,894
If the HKD weakens against the RMB	若港元兑人民幣轉弱	10%	(3,953)
If the HKD strengthens against the RMB	若港元兑人民幣轉強	(10%)	3,953

Credit risk

There are no significant concentrations of credit risk within the Group. The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, long-term deposits, trade and bills receivables, other receivables arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

信貸風險

本集團並無重大信貸集中風險。因對手方違約產生的本集團其他金融資產的信貸風險包括現金及現金等價物、長期存款、貿易應收款項及應收票據及其他應收款項，相關風險的最大值相等於該等工具的賬面值。

31 December 2018 於2018年12月31日

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Maximum exposure and year-end staging as at 31 December 2018

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2018. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

		12-months ECLs 12個月預期 信貸虧損		Lifetime ECLs 可使用年期預期信貸虧損		
		Stage 1 階段1	Stage 2 階段2	Stage 3 階段3	Simplified approach 簡化法	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade receivables*	貿易應收款項*	-	-	-	292,636	292,636
Bills receivable**	應收票據**	1,040	-	-	-	1,040
Financial assets included in prepayments and other receivables	於預付款項及 其他應收款 項列賬的 金融資產					
- Normal**	- 普通**	167,404	-	-	-	167,404
- Doubtful**	- 呆賬**	-	-	-	-	-
Cash and bank balances	現金及銀行結餘	415,795	-	-	-	415,795
		584,239	-	-	292,636	876,875

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the financial statements.

** The credit quality of bills receivables and the financial assets included in prepayments and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

42. 金融風險管理目標及政策(續)

於2018年12月31日的最大風險及年末階段劃分

下表載列有關本集團信貸政策的信貸質素及所面臨的最大信貸風險，此乃主要以逾期資料為依據(毋須花費更多成本或努力即可獲得其他資料除外)，及年末階段劃分於2018年12月31日進行分類。所呈列金額為金融資產的總賬面值及融資擔保合約所面臨的信貸風險。

* 就本集團對減值應有簡化法的貿易應收款項而言，以撥備矩陣為基礎的資料披露於財務報表附註22。

** 於應收票據及金融資產並無逾期，且並無資料顯示金融資產自初步確認起信貸風險有大幅增加時，則於預付款項及其他應收款項列賬的應收票據及金融資產信貸質素被視為「普通」。否則，金融資產的信貸質素被視為「呆賬」。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Maximum exposure and year-end staging as at 31 December 2017

There are no significant concentrations of credit risk within the Group. The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, long-term deposits, trade and bills receivables, other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings. Cash flows are closely monitored on an ongoing basis.

The maturity profile of the Group's financial liabilities as at the end of reporting period, based on the contractual undiscounted payments, was as follows:

		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
		按要求	少於 3 個月	3 至少 於 12 個月	1 至 5 年	5 年以上	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2018	2018 年 12 月 31 日						
Interest-bearing bank borrowings	計息銀行借款	-	30,855	42,837	66,061	-	139,753
Trade payables	貿易應付款項	-	47,687	-	-	-	47,687
Other payables and accruals	其他應付款項及應計費用	34,229	194,758	-	-	-	228,987
Other Payables for Option	其他期權應付款項	-	-	22,500	22,500	-	45,000
		34,229	273,300	65,337	88,561	-	461,427

42. 金融風險管理目標及政策(續)

於 2017 年 12 月 31 日的最大風險及年末階段劃分

本集團並無重大信貸集中風險。因對手方違約產生的本集團其他金融資產的信貸風險包括現金及現金等價物、長期存款、貿易應收款項及應收票據、其他應收款項，最大風險值相等於該等工具的賬面值。

有關本集團所面臨的貿易應收款項所產生的信貸風險的進一步定量數據披露於財務報表附註 22。

流動資金風險

本集團的目標是以計息銀行借款維持資金延續性及靈活性的平衡。現金流量備受持續密切監察。

本集團於報告期末根據已訂約但未折現付款的金融負債的到期狀況如下：

31 December 2018 於2018年12月31日

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Over 5 years	Total
		按 要求	少 於 3 個 月	3 至 少 於 12 個 月	1 至 5 年	5 年 以 上	總 計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民 幣 千 元	人 民 幣 千 元	人 民 幣 千 元	人 民 幣 千 元	人 民 幣 千 元	人 民 幣 千 元
31 December 2017	2017年12月31日						
Interest-bearing bank borrowings	計息銀行借款	-	736	44,823	63,023	-	108,582
Trade payables	貿易應付款項	-	44,965	-	-	-	44,965
Other payables and accruals	其他應付款項及 應計費用	20,524	176,197	-	-	-	196,721
Other Payables for Option	其他期權應付款項	-	-	22,500	45,000	-	67,500
		20,524	221,898	67,323	108,023	-	417,768

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 31 December 2017.

42. 金融風險管理目標及政策(續)

流動資金風險(續)

資本管理

本集團資本管理的首要目標是確保本集團能夠持續經營業務及保持穩健的資本比率，藉以支撐其業務及最大程度提升股東價值。

本集團因應經濟狀況變化及相關資產的風險特徵管理其資本結構及作出調整。為保持或調整資本結構，本集團可能調整向股東派發之股息、向股東退還資本或發行新股。本集團無須符合任何外部施加的資本要求。於截至2018年12月31日及截至2017年12月31日止年度內，管理資本的目標、政策或程序並無變動。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018年 12月 31日

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes interest-bearing bank borrowings, and amounts due to non-controlling equity holders of a subsidiary less cash and cash equivalents. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

42. 金融風險管理目標及政策(續)

資本管理(續)

本集團以資產負債比率監控資本。負債比率為債項淨額除以經調整資本加債項淨額。債項淨額包括計息銀行借款、應付一家附屬公司非控股權益持有人的款項減現金及現金等價物。資本包括母公司擁有人應佔權益。於報告期末的資產負債比率如下：

		2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元
Interest-bearing bank borrowings (note 27)	計息銀行借款(附註27)	111,841	100,969
Amounts due to non-controlling equity holders of a subsidiary (note 26)	應付一家附屬公司非控股權益持有人的款項(附註26)	10,241	5,033
Less: Cash and cash equivalents	減：現金及現金等價物	(415,795)	(483,806)
Net debt	債項淨額	(293,713)	(377,804)
Total equity	權益總額	605,950	546,693
Gearing ratio	資產負債比率	N/A 不適用	N/A 不適用

31 December 2018 於2018年12月31日

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

43. 本公司財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	31 December 2017 2017年 12月31日 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property and equipment	物業及設備	109	–
Investment in a subsidiary	於一家附屬公司的投資	97,930	95,049
Due from subsidiaries	應收附屬公司款項	311,987	351,821
Total non-current assets	非流動資產總值	410,026	446,870
CURRENT ASSETS	流動資產		
Prepayment and other receivables	預付款項及其他應收款項	1,398	228
Cash and cash equivalents	現金及現金等價物	30,140	76,974
Total current assets	流動資產總值	31,538	77,202
CURRENT LIABILITIES	流動負債		
Due to subsidiaries	應付附屬公司款項	–	4,585
Other payables and accruals	其他應付款項及應計費用	298	188
Interest-bearing bank borrowings	計息銀行借款	20,382	19,276
Total current liabilities	流動負債總額	20,680	24,049
NET CURRENT ASSETS	流動資產淨值	10,858	53,153
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	420,884	500,023
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank borrowings	計息銀行借款	41,459	58,693
Total non-current liabilities	非流動負債總額	41,459	58,693
NET ASSETS	資產淨值	379,425	441,330
EQUITY	權益		
Share capital	股本	6,689	6,619
Other reserves (note)	其他儲備(附註)	372,736	434,711
TOTAL EQUITY	權益總額	379,425	441,330

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2018 於 2018 年 12 月 31 日

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

43. 本公司財務狀況表(續)

附註：

本公司儲備概要如下：

		Treasury shares 庫存股份 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital redemption reserve 資本贖回儲備 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	(3)	433,481	45	22,975	(37,121)	419,377
Profit for the year	年內利潤	-	-	-	-	12,906	12,906
Shares cancelled	已註銷股份	3	-	3	-	-	6
Recognition of equity-settled share-based payments	確認以權益結算的股份付款	-	5,653	-	2,486	-	8,139
Share options forfeited	已沒收購股權	-	-	-	(5,717)	-	(5,717)
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	-	439,134	48	19,744	(24,215)	434,711
Loss for the year	年內虧損	-	-	-	-	(33,581)	(33,581)
Shares cancelled	已註銷股份	-	-	-	-	-	-
2018 Interim dividend	2018年中期股息	-	-	-	-	(33,984)	(33,984)
Recognition of equity-settled share-based payments	確認以權益結算的股份付款	-	5,455	-	418	-	5,873
Share options forfeited	已沒收購股權	-	-	-	(283)	-	(283)
At 31 December 2018	於2018年12月31日	-	444,589	48	19,879	(91,780)	372,736

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited after the vesting day.

購股權儲備包括已授出但未行使購股權的賬面值(如財務報表附註2.4有關股份付款的會計政策所進一步解釋)。該金額將於相關購股權獲行使時轉入股份溢價賬，或倘相關購股權於歸屬日後期滿或沒收則轉入保留溢利。

31 December 2018 於2018年12月31日

44. EVENTS AFTER THE REPORTING PERIOD

- (a) Pursuant to the written resolution of the board of the Company passed on 15 January 2019, the Company issued and granted an aggregate of 6,516,000 new shares to 14 eligible employees of the Group as incentives or rewards for their contribution to the Group at nil consideration.
- (b) On 26 February 2019, the Company entered into a capital injection agreement pursuant to which the Company agreed to make a capital injection in total amount of RMB56,300,000 into 蘇州工業園區建屋物業發展有限公司 (“Suzhou House Construction”). Suzhou House Construction is a company established in the PRC with limited liability which is principally engaged in the provision of property management service. Upon completion, Suzhou House Construction will become a 66%-owned subsidiary of the Company.
- (c) At 29 March 2019, the board of directors resolved to recommend the payment of a final dividend of HK\$2.5 cents per share for the year ended 31 December 2018 (2017: HK\$5.0 cents) to the shareholders whose names appear on the register of members of the Company on 6 June 2019, making the total dividend payment of approximately HK\$20.4 million. Subject to the approval by the shareholders of the Company at the forthcoming annual general meeting of the Company (the “AGM”), the final dividend is expected to be payable on or about 20 June 2019. The aggregate amount shall be paid out of the Company’s share premium account if the payment of the dividend is approved by the shareholders at the AGM.
- (d) In December 2018, the Group entered into an acquisition agreement to purchase 60% of equity interests in 廣東銘錦城園林景觀設計工程有限公司 (“Guangdong Ming-King-City Landscape Architecture Co. Ltd”) (“Ming-King-City”) from an independent third party at a total consideration of RMB9,000,000. The transaction was completed in January 2019.

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 March 2019.

44. 報告期後事項

- (a) 根據本公司董事會於2019年1月15日通過的書面決議案，本公司無償向本集團14名合資格僱員發行及授出合共6,516,000股新股份，作為彼等對本公司所作貢獻的激勵或獎勵。
- (b) 於2019年2月26日，本公司訂立注資協議，據此，本公司同意向蘇州工業園區建屋物業發展有限公司（「蘇州建屋」）作出注資，總額為人民幣56,300,000元。蘇州建屋為一間於中國成立的有限公司，主要從事物業管理服務。完成後，蘇州建屋將成為本公司擁有66%股權的附屬公司。
- (c) 於2019年3月29日，董事會議決就截至2018年12月31日止年度派付末期股息每股2.5港仙（2017年：5.0港仙）予2019年6月6日名列本公司股東名冊內的股東，總股息付款約20.4百萬港元。待本公司股東在本公司應屆股東週年大會（「股東週年大會」）上批准後，預期末期股息可於2019年6月20日或前後派付。如派付股息獲股東在股東週年大會上批准，總金額將自本公司股份溢價賬中撥付。
- (d) 於2018年12月，本集團訂立收購協議，以向獨立第三方收購廣東銘錦城園林景觀設計工程有限公司（「銘錦城」）的60%股權，總代價人民幣9,000,000元。是次交易已於2019年1月完成。

45. 財務報表的批准

財務報表已於2019年3月29日經董事會批准及授權刊發。

FINANCIAL SUMMARY

財務概要

For the five years ended 31 December 2018 截至2018年12月31日止五個年度

Results		2014	2015	2016	2017	2018
業績		2014年	2015年	2016年	2017年	2018年
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
Revenue	收益	361,202	420,155	635,146	977,552	1,023,011
Cost of sales	銷售成本	(240,491)	(280,067)	(478,408)	(680,715)	(740,906)
Gross profit	毛利	120,711	140,088	156,738	296,837	282,105
Other income and gains	其他收入及收益	4,321	11,343	23,309	20,617	30,809
Selling and marketing expenses	銷售及營銷開支	(3,765)	(7,615)	(29,450)	(6,394)	(5,539)
Administrative expenses	行政開支	(21,472)	(51,002)	(99,675)	(115,121)	(151,065)
Net impairment losses (recognised)/ reversal on financial assets	(確認)/撥回金融資產 減值虧損淨額	(16,459)	(13,785)	(13,434)	(29,472)	1,672
Change in fair value of financial liabilities designated as at fair value through profit or loss	指定為按公平值計入損益 的金融負債的公平值變動	-	(6,343)	-	-	-
Share of profits and losses of:	應佔以下利潤及虧損：					
Joint Ventures	合營企業	(98)	243	2,148	2,645	2,895
Associates	聯營公司	(670)	-	-	(111)	(4)
Other expenses	其他開支	(1,035)	(110)	(10,675)	(10,282)	(1,641)
Finance costs	財務成本	(5)	(1,572)	(4,705)	(9,512)	(1,833)
Listing expenses	上市開支	(3,980)	(35,881)	-	-	-
Profit before tax	除稅前利潤	77,548	35,366	24,256	149,207	157,399
Income tax expenses	所得稅開支	(21,650)	(24,753)	(27,608)	(49,919)	(50,449)
Profit (loss) for the year	年度利潤(虧損)	55,898	10,613	(3,352)	99,288	106,950
Assets and liabilities		2014	2015	2016	2017	2018
資產及負債		2014年	2015年	2016年	2017年	2018年
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
				(Restated*)		
				(經重列*)		
Non-current assets	非流動資產	73,391	92,580	437,945	448,519	519,681
Current assets	流動資產	205,653	618,253	678,256	787,852	821,538
Total assets	總資產	279,044	710,833	1,116,201	1,236,371	1,341,219
Current liabilities	流動負債	173,766	196,541	487,991	561,642	649,974
Non-current liabilities	非流動負債	9,639	12,555	184,764	128,036	85,295
Total liabilities	總負債	183,405	209,096	672,755	689,678	735,269
Net assets	資產淨值	95,639	501,737	443,446	546,693	605,950

