



新天地产
TALENT PROPERTY

TALENT PROPERTY GROUP LIMITED

新天地產集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 760)



2018

ANNUAL REPORT
年報



* For identification purposes only
* 僅供識別



CONTENTS 目錄

Corporate Information 公司資料	2
Chairman's Statement 主席報告書	4
Business and Financial Review 業務及財務回顧	9
Biographical Details of Directors and Senior Management 董事及高級管理人員之履歷	20
Corporate Governance Report 企業管治報告	23
Environmental, Social and Governance Report 環境、社會及管治報告	33
Report of the Directors 董事會報告書	43
Independent Auditor's Report 獨立核數師報告書	53
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入報表	62
Consolidated Statement of Financial Position 綜合財政狀況表	64
Consolidated Statement of Cash Flows 綜合現金流量表	66
Consolidated Statement of Changes in Equity 綜合權益變動表	69
Notes to the Consolidated Financial Statements 綜合財務報表附註	71



CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

ZHANG Gao Bin (*Chairman*)
LUO Zhangguan

Independent Non-executive Directors

LO Wai Hung
CHAN Chi Mong, Hopkins
MAK Yiu Tong

COMPANY SECRETARY

LEE Wai Kuen

AUTHORIZED REPRESENTATIVES

ZHANG Gao Bin
LEE Wai Kuen

AUDIT COMMITTEE

LO Wai Hung (*Chairman*)
CHAN Chi Mong, Hopkins
MAK Yiu Tong

REMUNERATION COMMITTEE

CHAN Chi Mong, Hopkins (*Chairman*)
ZHANG Gao Bin
LUO Zhangguan
LO Wai Hung
MAK Yiu Tong

NOMINATION COMMITTEE

ZHANG Gao Bin (*Chairman*)
LUO Zhangguan
LO Wai Hung
CHAN Chi Mong, Hopkins
MAK Yiu Tong

AUDITORS

CHENG & CHENG LIMITED
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138 Gloucester Road
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LEGAL ADVISER ON BERMUDA LAW

Conyers, Dill & Pearman

董事會

執行董事

張高濱 (*主席*)
羅章冠

獨立非執行董事

盧偉雄
陳之望
麥耀棠

公司秘書

李偉權

法定代表

張高濱
李偉權

審核委員會

盧偉雄 (*主席*)
陳之望
麥耀棠

薪酬委員會

陳之望 (*主席*)
張高濱
羅章冠
盧偉雄
麥耀棠

提名委員會

張高濱 (*主席*)
羅章冠
盧偉雄
陳之望
麥耀棠

核數師

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百慕達法律顧問

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HONG KONG BRANCH SHARE REGISTRAR

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PRINCIPAL BANKERS

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Bank of Communications Co., Ltd. Hong Kong Branch

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主要營業地點**

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主要往來銀行

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CHAIRMAN'S STATEMENT

主席報告書

On behalf of the board of directors of Talent Property Group Limited (the "Company"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2018.

FINANCIAL RESULTS

2018 is a financial year in which the Group built the foundation for a brighter future. The consolidated revenue and gross profit for 2018 amounted to approximately RMB278.7 million (2017: RMB727.0 million) and RMB82.1 million (2017: RMB182.3 million), respectively. Decrease in revenue in 2018 was primarily due to the fact that high-rise residential units in our flagship project Xintian Banshan, which have the highest volume of stock, have been almost sold out and fully delivered after continual sales in recent years. Though luxury villas at zone B are available for subscription, they will not enter the delivery phase until next year. Impairment loss of Xintian Banshan provided in previous years was again reversed partly in view of its latest sales record and market condition in 2018, while the fair value of our investment property Talent Shoes Trading Center was reduced in light of its latest leasing condition. The Group also ramped up investment in its logistics projects in 2018. A post-tax profit attributable to the owners of the Company of RMB69.6 million was recorded (2017: RMB63.7 million).

本人謹代表新天地產集團有限公司（「本公司」），提呈本公司及其附屬公司（「本集團」）截至二零一八年十二月三十一日止年度的經審核綜合業績。

財務業績

二零一八年是為本集團更豐盛的未來播種和耕耘的一個財政年度。二零一八年綜合收益及毛利分別約為人民幣278.7百萬元（二零一七年：人民幣727.0百萬元）及人民幣82.1百萬元（二零一七年：人民幣182.3百萬元）。收入減少主要由於我們的旗艦項目新天半山貨量最多的高層住宅單位，經過近年持續銷售，已經接近售罄及交付完成。雖然B區之豪華別墅已經推出供認購，惟明年才進入交付階段。根據二零一八年度最新銷售記錄及市況，本集團再為新天半山以前年度作出之減值虧損作部份撥回，而投資物業天倫鞋業交易中心之公平值則按最新租賃情況而錄得下調。同時今年集團亦加大物流業發展項目的資源投入。最後為本公司擁有人錄得應佔稅後溢利人民幣69.6百萬元（二零一七年：人民幣63.7百萬元）。



OPERATING REVIEW AND OUTLOOK

At the beginning of 2018, the global economy extended its growth momentum seen in the previous year. However, macroeconomic environment became more unstable in the second half as the US resorted to trade protectionism and countries across the globe shifted away from accommodative monetary policies. 2018 marks the 40th anniversary of China's reform and opening-up policy. China's economy has maintained stable, continued and healthy development, thanks to supply-side structural reforms steadfastly implemented by the government and its various measures aimed at expanding domestic demand. Maintaining a long-term and effective mechanism of real estate market and ensuring its stable and healthy development remained the key tone of the central government's real estate regulatory policies in 2018. However, we saw signs of a slight loosening of such policies at year-end. Some cities partially relaxed price restrictions, and many lowered the percentage increase in home loan rates. The Group will continue to explore diversified businesses to ensure its continued steady growth.

經營回顧和展望

全球經濟在二零一八年之初本來延續著上年之增長勢頭，但在美國發起貿易保護主義以及全球寬鬆貨幣政策轉向的情況下，下半年的宏觀經濟局勢增添了不穩定。適逢二零一八年是我國改革開放40週年，政府堅定透過以供給側結構性改革和擴大內需，保持了經濟穩持續健康發展。就房地產行業而言，保持房地產市場長效機制平穩健康發展，一直是二零一八年中國中央對房地產業調控的主基調。但年末可見調控策略有鬆動的跡象，部分城市局部放鬆限價，多個城市下調房貸利率上浮比例。然而，本集團繼續探索多元化的業務，確保集團能夠持續穩健發展。



Xintian Banshan

Xintian Banshan, the Group's flagship project, is located in Nanhu Scenery Zone of Baiyun District in Guangzhou. Within 20-minute driving distance from Guangzhou's Tianhe District, the project is set in a tranquil environment in proximity to the bustling downtown. The high-rise residential apartments at zone D and villas at zone C were almost sold out. For Xintian Banshan villas, which are scattered on mountain slopes along the mountain at zone B, elegant show flats have been open for visits through appointment. The first batch of villas subscribed by buyers were sold at decent unit prices. The construction progress of the mega villa project at zone E, which is rare in Guangzhou, will be adjusted in light of sales progress of villas at zone B. The official release of the blueprint for the Guangdong-Hong Kong-Macao Greater Bay Area has ushered in a win-win cooperation model for the nine cities and two special administrative regions in the Greater Bay Area. Guangzhou is poised to benefit from the jump-start of core financial industry in the area in respect of consolidated strength and wealth creation. The real estate market for luxury housing is set to benefit from the great synergistic growth of the entire cluster of cities in the area. Thanks to the joint efforts of our sales team, the subscription and contracted sales amount and area recorded during the year were approximately RMB279 million (2017: RMB316 million) and 3,400 sqm (2017: 7,800 sqm). Looking into 2019, we will continue to explore potential buyers, form close ties with them, and promote the sale and delivery of penthouse special units at zone D, parking spaces and villas at zone B of this project, thus realizing cash recovery.

新天半山

本集團旗艦項目新天半山，位於廣州市白雲區南湖風景板塊，離廣州天河市區僅20分鐘車程，項目擁有出享繁華，入即寧靜的優勢。項目之D區高層住宅與C區別墅，已絕大部分售出。而項目依山勢自由散落在山坡之上的B區《新天半山墅》，瑰麗板房已經開放預約參觀，首批推出而獲得認購之別墅單位均錄得鼓舞之單價。此外，全城罕有之E區巨無霸別墅工程進度，將按B區別墅銷售速而調整。大灣區綱要已經正式面世，開啟了9市+2特區合作之共贏模式，而廣州的綜合實力及財富創造則獲益於灣區的核心金融業起動，豪宅房地產市場將受益整個城市群帶體量級之增效。憑著銷售團隊的共同努力，二零一八年錄得可售面積約3,400平方米（二零一七年：7,800平方米）之認購及合同銷售，共涉及金額約人民幣279百萬元（二零一七年：人民幣316百萬元）。展望二零一九年，本集團將繼續發掘潛在買家並與之維繫緊密關係，促進本集團D區特色單位、車位以及B區別墅之銷售、交付及現金回籠。



Talent Shoes Trading Center

The Group's Talent Shoes Trading Center in Liwan District, Guangzhou was a redevelopment project refurbished into a 10-storey building for integrated commercial and office uses in 2015. In recent years, in addition to competition from e-commerce players, trade disputes between China and the US have had a deeper impact on tenants with businesses in the traditional wholesale industry in China. In 2018, the Group started to adjust its tenant mix on certain floors of the building and strengthen its efforts in leasing upon completion of the refurbishment of certain floors, recording an average occupancy rate of 80% for the full year. Looking forward into 2019, the Group will phase out some of its existing, smaller tenants and roll out targeted concessionary programs to attract quality merchants. The Group seeks to boost the Trading Center's long-term rentals by improving the image of the property and the quality of its property management services, and by changing its positioning as a professional shoe market.

Linha Cun Redevelopment Project

Linha Cun redevelopment project is located in the central business district of Tianhe District in Guangzhou, which is adjacent to Guangzhou East Railway Station. The Group cooperates with Sun Hung Kai Properties Group for this project. The grade A commercial office building namely "Guangzhou Commerce Centre" and units in block 1 to 6 of the high-rise residential project known as "Forest Hills" were almost sold out and recognised as revenue in previous years and 2018. Completed units in the last high-rise residential building of Forest Hills are already available for subscription and recorded satisfactory unit prices.

Logistic Commercial Real Estate Project

In recent years, China's economy has transitioned from high-speed to high-quality growth, with consumption becoming the main driver of economic development. As urbanization continues to move forward across China, both renovation and transformation of cities and people's pursuit for a better life require the support of complementary services and facilities such as industrial parks and logistics & distribution centers. The logistics facilities market in China has continued to grow rapidly, thanks to rising consumption and growing demand for logistics services. Given these opportunities, in late 2016, we formed a project company with the reputable founder of Guangdong Linan Logistics Group in an effort to expand the Group's businesses into property development for the logistics industry.

天倫鞋業交易中心

本集團位處廣州荔灣區之「天倫鞋業交易中心」，乃二零一五年改建竣工為樓高十層綜合商業與辦公之舊改項目。除了近年來自電商之競爭以外，中美貿易糾紛也對不同專業批發市場之傳統商戶帶來更深的衝擊。在二零一八年，本集團開始調整部分樓層的客戶結構，並開展了樓層改造工程完成後的招商工作，物業全年之平均出租率在80%。展望二零一九年，將會淘汰部分老舊小客戶，並以針對性的優惠方案引入優質商家。提升物業形象、提高物業管理之服務質量，以及改變其鞋業專業市場的定位，期望能為長期租金帶來正面裨益。

林和村重建項目

本集團與新鴻基地產合作之林和村重建項目，位處廣州天河區商業中心並鄰近廣州火車東站。該項目之甲級寫字樓「廣質中心」以及高層住宅「峻林」的第一至六棟之單位已經絕大部分售罄，並已在以前年度和二零一八年度確認收入。而「峻林」最後一棟之高層住宅，以現樓供認購，並錄得滿意的單價。

物流商業地產項目

近年來，中國經濟步入從高速發展階段轉向高質量的發展節點，消費成為經濟發展的主要驅動力。另外，中國各地的城鎮化仍持續推進，城市的更新改造和人民對美好生活的需求，都需要產業園區、物流配送中心等配套和服務支持。得益於日益增長的消費和物流服務需求，中國的物流設施市場實現持續快速發展。結合以上機遇，我們在二零一六年底與著名的廣東林安物流集團的創辦人合作成立項目公司，把集團業務領域擴展至物流業的物業開發。





CHAIRMAN'S STATEMENT

主席報告書

In Jiangsu Province, we had successfully bid one land parcel in Guangling District of Yangzhou City and another one in Yunlong District of Xuzhou City. Both land parcels are at prime locations. The two projects are to be developed into an integrated intelligent logistics park comprising retail shop, office building, office apartment, trade exhibition center, e-commerce information center, logistics & distribution center and warehouse. The two projects cover a site area of approximately 80,000 sqm and 100,000 sqm, respectively. Both projects are currently under development into logistic parks with a floor area of approximately 160,000 sqm each. Some 88,000 sqm and 115,000 sqm will be available for sale, respectively upon completion of the projects. Pre-sale activities are expected to be rolled out in mid-2019 at the earliest. We also acquired a land parcel covering a site area of about 250,000 sqm in Shatou Town of Yangzhou City in late 2018. The project is currently under planning. We will work with the local government to develop it into the largest comprehensive agricultural product exhibition and trading center in the central area of Jiangsu Province. The Group will properly handle its scale expansion, strengthen cost control and construction progress management, and strive to obtain long-term benefits that economic transformation provides.

APPRECIATION

On behalf of our board of directors, I would like to take this opportunity to thank all of our shareholders, clients and business partners for their trust and support and the staff for their hard work and dedication.

Zhang Gao Bin

Chairman and Executive Director

PRC Hong Kong

30 March 2019

我們先後於江蘇省揚州市廣陵區和徐州市雲龍區的優越地段投得土地，以發展成為包括商舖、辦公室、辦公室公寓、商貿展覽中心、電子信息商貿中心、物流分發中心及倉庫之綜合智慧物流城。兩個項目分別佔地約8萬平方米及10萬平方米，正在興建為計容面積同約16萬平方米之物流城，而其中在落成後可發售之計容面積則分別約8.8萬平方米及11.5萬平方米。可期最快在二零一九年中開展預售活動。除此以外，我們在二零一八年底再投得位處揚州市沙頭鎮佔地面積約25萬平方米之地塊，該項目現正規劃中，將與當地政府合作開發成為蘇中區域最大的農貿綜合商品展示交易中心。本集團將處理好規模擴張、加強成本控制和工期進度管理，獲得經濟增長轉型帶來的長遠利益。

致謝

最後，本人借此機會謹代表董事會衷心感謝所有股東、客戶及業務夥伴對本集團一直以來的信任及支持，同時亦感謝全體員工的敬業精神及所做出的重大貢獻。

張高濱

主席兼執行董事

中國香港

二零一九年三月三十日



OVERVIEW

The principal activity of Talent Property Group Limited (the “Company”) is investment holding. On 10 December 2010, the Company completed the acquisition of Talent Central Limited which, through its subsidiaries, holds interests in various real estate projects in the PRC (the “Previous Acquisition”) from Talent Trend Holdings Limited (“Talent Trend”). The Group currently engages in the business of (i) real estate development, (ii) property investment and (iii) property management in the PRC.

REVENUE AND GROSS PROFIT

For the year ended 31 December 2018, the Group recorded a revenue and gross profit of RMB278.7 million and RMB82.1 million, respectively, as compared to revenue of RMB727.0 million and gross profit of RMB182.3 million for the year ended 31 December 2017.

In 2018, a revenue of RMB227.3 million (2017: RMB674.2 million) was recorded from the continual delivery of high rise residential units of Xintian Banshan (新天半山) with gross floor area of approximately 5,700 square meters (“sqm”) (2017: 20,600 sqm). Whereas, revenue from selling of other properties held for sales was RMB23.6 million (2017: RMB26.4 million).

During the year, rental income and properties management fee income totaling RMB20.3 million (2017: RMB19.8 million) were recorded from our Talent Shoes Trading Center (天倫鞋業交易中心), a 10-storey complex building located at Zhan Xi Shoe Market. Rental income and properties management fee generated from other properties of the Group totaling RMB7.5 million (2017: RMB6.6 million) was recorded.

After taking into account the costs from Previous Acquisition, subsequent development cost, the net provision for impairment loss as well as higher unit price of properties delivered, a gross profit and overall gross profit margin of RMB82.1 million and 29.5% (2017: a gross profit of RMB182.3 million and gross profit margin of 25.1%), respectively, were recorded.

概覽

新天地產集團有限公司(「本公司」)之主要業務為投資控股。於二零一零年十二月十日，本公司完成向Talent Trend Holdings Limited(「Talent Trend」)收購Talent Central Limited，該公司透過旗下附屬公司於中國持有各項房地產項目之權益(「前收購事項」)。本集團現時在中國從事(i)房地產開發、(ii)物業投資及(iii)物業管理業務。

收益及毛利

截至二零一八年十二月三十一日止年度，本集團錄得收益及毛利分別為人民幣278.7百萬元及人民幣82.1百萬元，而截至二零一七年十二月三十一日止年度分別為收益人民幣727.0百萬元及毛利人民幣182.3百萬元。

二零一八年，人民幣227.3百萬元(二零一七年：人民幣674.2百萬元)之收益乃錄自持續交付總建築面積約5,700平方米(「平方米」)之新天半山高端住宅單位(二零一七年：20,600平方米)，而出售其他持作出售物業之收益為人民幣23.6百萬元(二零一七年：人民幣26.4百萬元)。

年內，位於站西鞋城的天倫鞋業交易中心(一幢十層高的綜合樓宇)錄得的租金收入及物業管理費收入合共為人民幣20.3百萬元(二零一七年：人民幣19.8百萬元)。錄自本集團其他物業產生的租金收入及物業管理費合共為人民幣7.5百萬元(二零一七年：人民幣6.6百萬元)。

經計及前收購事項的成本、後續開發成本、減值虧損撥備淨額以及已交付物業更高的單位價格後，錄得毛利人民幣82.1百萬元及整體毛利率29.5%(二零一七年：毛利人民幣182.3百萬元及毛利率25.1%)。



BUSINESS AND FINANCIAL REVIEW

業務及財務回顧

DISTRIBUTION COSTS

Distribution costs of RMB23.2 million were recorded in 2018 as compared to RMB14.7 million in 2017. More marketing resources had been utilized for promotion of the luxury villas of Xintian Banshan and logistic project in Yangzhou. In addition, additional charge of RMB3.6 million was recorded in accordance with HKFRS 15.

ADMINISTRATIVE AND OTHER OPERATING EXPENSES

In 2018, administrative expense of RMB51.8 million was recorded as compared to RMB48.9 million last year. It was primarily the result of increased spending in logistics park development projects, additional charge following requirement of HKFRS 9 and cost saving in Guangzhou headquarter.

SHARE OF PROFIT OF AN ASSOCIATE

The Linhe Cun Rebuilding project is an old village redevelopment project located in the CBD of Tianhe District in Guangzhou and it is adjacent to the Guangzhou East Railway station. The project is carried out by an associate which is 30% and 70% owned by the Group and Sun Hung Kai Properties Group, respectively. Development of the project was completed. Substantial pre-sold residential units of block 5 and block 6 of "Forest Hills" were delivered and recognised as revenue during the year.

分銷成本

二零一八年，錄得分銷成本人民幣23.2百萬元，而二零一七年為人民幣14.7百萬元。我們已投入更大營銷力度，以推廣新天半山的豪華別墅及揚州的物流項目。此外，根據香港財務報告準則第15號，錄得額外成本人民幣3.6百萬元。

行政及其他經營開支

二零一八年，錄得行政開支人民幣51.8百萬元，而去年為人民幣48.9百萬元。其乃主要由於物流商貿城開發項目的支出增加、遵循香港財務報告準則第9號規定的額外費用及廣州總部的節省成本計劃所致。

分佔一間聯營公司溢利

林和村重建項目為舊村改造項目，位處廣州天河區商業中心，鄰近廣州東火車站。該項目由本集團及新鴻基地產集團分別擁有30%及70%權益的聯營公司進行。該項目的工程已完成。第五及第六棟「峻林」之大部分預售住宅單位已於年內交付及確認收益。



REVERSAL OF IMPAIRMENT LOSS AND FAIR VALUE CHANGES ON PROPERTIES PORTFOLIO

Talent Shoes Trading Center is the major investment property of the Group. Besides popularity of e-commerce, the trade war between US and China during the year casted further shadow against the nearby rental market. The modification of internal partition of the property was completed and new incentive scheme was offered to new tenants. As a result, a revaluation deficit amounting RMB38.9 million was recorded.

Concerning our residential project, Xintian Banshan, garden and landscape engineering around the grand-sized luxurious villas in zone B are almost completed and show flats of zone B were opened for visit and for sale. After considering sentiment of property market in Guangzhou, pace and price of latest contract sales, further development costs to be incurred as well as the latest revaluation, a further reversal of previously provided impairment loss of RMB81.5 million (2017: RMB82.8 million) was recorded for our properties under development.

The above revaluation was conducted by an independent qualified professional valuer.

FINANCE COST

Finance costs arising from bank and other borrowings (before capitalisation) increased to RMB30.6 million (2017: RMB18.4 million). During the year, new borrowing had been made to fund the development of logistic projects of the Group.

INCOME TAX EXPENSE

Income tax expenses amounted to RMB40.5 million was recorded for 2018 (2017: RMB130.0 million). The reduction of overall tax charge was primarily the result of decreased recognition of revenue of Xintian Banshan, recognise of tax losses of logistics projects as well as higher tax charge arising from disposal of investment properties last year.

撥回物業組合之減值虧損及公平值變動

天倫鞋業交易中心為本集團主要投資物業。除電子商務的普及外，年內，中美貿易戰進一步令鄰近地區的出租市場籠罩於陰霾中。物業的內部間隔裝修已經完成，並向新租戶推出全新激勵計劃。因此，錄得重估虧絀人民幣38.9百萬元。

至於我們的住宅項目新天半山，於B區超大豪華別墅附近的花園及景觀工程近乎竣工，而於B區示範單位已開放參觀及作出售。經計及廣州物業市場氣氛、最新合約銷售進度及價格、將產生的進一步開發成本以及最近的重估後，我們就發展中物業錄得進一步撥回過往撥備的減值虧損人民幣81.5百萬元（二零一七年：人民幣82.8百萬元）。

上述重估乃由一名獨立合資格專業估值師進行。

融資成本

銀行及其他借款產生的融資成本（資本化前）增加至人民幣30.6百萬元（二零一七年：人民幣18.4百萬元）。年內已籌得新借款，為本集團物流項目發展提供資金。

所得稅開支

二零一八年，錄得所得稅開支人民幣40.5百萬元（二零一七年：人民幣130.0百萬元）。整體稅項開支減少主要歸因於去年新天半山收益確認減少、確認物流發展項目的稅項虧損以及去年出售投資物業產生的稅項開支較高。



BUSINESS AND FINANCIAL REVIEW

業務及財務回顧

PROFIT OF THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY

As a result of the above, a profit attributable to owners of the Company of RMB69.6 million was recorded for the year (2017: RMB63.7 million).

PRINCIPAL RISKS AND UNCERTAINTIES

The following content lists out the key risks and uncertainties facing the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below.

Market Risk

The Group's assets are predominantly in the form of land use rights, land under development, properties under development, properties held for sale and investment properties. In the event of a severe downturn in the property market in Guangzhou and Mainland China, these assets may not be readily realised. The Group closely monitored market condition and formulated selling plan from time to time and diversified investment to difference sectors and geographic locations. A relatively low gearing ratio is maintained to accommodate such risks.

Operational Risk

The Group's operation is subject to a number of risk factors distinctive to property development and property related businesses. Default on the part of its buyers, tenants, sub-tenants, contractors and strategic business partners, and inadequacies or failures of internal processes, people and systems or other external factors may have various levels of negative impact on the results of the Group's operations. The Group has its internal control system and had experienced staffs in different business functions to tackle and minimize operational risks.

本公司擁有人應佔年度溢利

由於上述因素，年內錄得本公司擁有人應佔溢利人民幣69.6百萬元（二零一七年：人民幣63.7百萬元）。

主要風險及不確定因素

以下內容列出本集團面對的主要風險及不確定因素。此並非將有關項目盡列的列表，除下列的主要風險範疇以外可能有其他進一步風險及不確定因素。

市場風險

本集團的資產主要為土地使用權、發展中土地、發展中物業、持作出售物業及投資物業。倘廣州及中國內地物業市場嚴重回落，則該等資產未必可及時變現。本集團密切監測市況及不時制訂銷售計劃，並將投資分散至不同行業及地點，維持相對低水平的負債比率以承受有關風險。

營運風險

本集團的營運面臨多項物業發展及物業相關業務獨有的風險因素。其買家、租客、分租客、承包商、戰略業務合作夥伴的違約，以及內部程序、人員及系統的不足或失效或其他外部因素，可能對本集團的經營業績產生不同程度的負面影響。本集團擁有自身的內部監控制度並擁有不同業務職能經驗豐富的員工，以應對並盡量降低營運風險。

**Risk pertaining to the property leasing and sub-leasing**

The rental rates and the occupancy rates will depend on various factors, including but not limited to, prevailing supply and demand conditions, economic conditions as well as the quality of the properties. The Group currently carries out various marketing activities and refurbish relevant properties to tackle the risks.

PROSPECT

Looking ahead to 2019, despite there is no sign of easing Sino-US trade war, the Chinese government will take steps to stabilize its employment, finance, foreign trade, foreign investments, investment and expectation to ensure economic growth of the nation. In addition, the government did not reiterate the policies of “Houses are for living but not for speculation” etc., recently. These all appear a steady real estate market conditions can be expected. The Group will grasp this opportunities to boost the sales of Xintian Banshan in order to facilitate the development various logistics projects.

有關物業租賃及轉租的風險

租金水平及佔用率將取決於不同因素，包括但不限於當前供需狀況、經濟條件以及物業質素。本集團目前進行多種營銷活動並裝修相關物業，以應對該等風險。

前景

展望二零一九年，儘管中美貿易戰並無緩和跡象，但中國政府將採取措施穩定就業、金融、外貿、外商投資、投資及預期，以確保國家的經濟增長。此外，政府近期並無重申「房子是用來住的、不是用來炒的」等政策。我們可以預期房地產市場狀況將趨於穩定。本集團將抓住這一機會促進新天半山的銷售，以推動多項物流商業項目的發展。



BUSINESS AND FINANCIAL REVIEW

業務及財務回顧

PORTFOLIO OF PROPERTIES

As at 31 December 2018, the Group's properties and projects on hand are shown in the table below:

Investment properties

Project and address 項目及地址	Purpose 用途	Lease term of land 土地租賃期限	Gross floor area (sq.m.) 總樓面面積 (平方米)	Percentage interest 權益百分比 %
A 10-storey commercial building built over a basement of 3 levels, mixed commercial and office building with car parking spaces. No. 18 Zhan Xi Road, Liwan District, Guangzhou City, Guangdong Province, the PRC ("Talent Shoes Trading Center") 中國廣東省廣州市荔灣區站西路18號 一幢建於三層地庫上用作商業及辦公綜合樓及帶有車位之10層高商業樓宇 (「天倫鞋業交易中心」)	Commercial 商業	Medium 中期	22,526*	100%
Commercial units of Shangyu Garden, No. 45 Tianhe Road, Tianhe District, Guangzhou City, Guangdong Province, the PRC ("Shangyu Garden") 中國廣東省廣州市天河區天河路45號 上譽花園(「上譽花園」)之商用單位	Commercial 商業	Medium 中期	2,198	100%

* Being gross floor area of property excluding the car parking spaces.

物業組合

於二零一八年十二月三十一日，本集團的現有物業及項目載列於下表：

投資物業

* 即物業的總樓面面積(不包括停車位)。



Properties under development

發展中物業

Project and address 項目及地址	Site area (sq.m.) 地盤面積 (平方米)	Planned Saleable GFA*	Percentage interest % 權益 百分比%	Stage of completion 完成階段	Expected completion date 預計完工日期
		(sq.m.) 計劃可銷售 總建築面積*			
Xintian Banshan South Lake Village Phase II, Tonghe Road, Baiyun District, Guangzhou City, Guangdong Province, the PRC ("Xintian Banshan") 新天半山 南湖山莊第二期 中國廣東省廣州市白雲區同和路 (「新天半山」)	118,102	Approximately 約35,000	100%	Under development 開發中	2020 二零二零年
Yangzhou (Linan) Intelligence Logistics Park A project to the south of Kaifa East Road and east of Jiangdu South Road, Yangzhou, Jiangsu Province, the PRC 揚州(林安)智慧物流商貿城 中國江蘇省揚州市開發東路 以南及江都南路以東的項目	81,186	88,000**	51%	Under development 開發中	2019-2020 二零一九年至 二零二零年
Linan (Xuzhou) Intelligence Industry Town A project to the south of Guozhuang Road and North of Longhai Railway, Xuzhou, Jiangsu Province, the PRC 林安(徐州)智慧產業小鎮 中國江蘇省徐州市 郭庄路以南及隴海鐵路 以北的項目	101,904	115,000**	51%	Under development 開發中	2019-2020 二零一九年至 二零二零年

* It excludes area for basement, car parking spaces, units delivered and completed for delivery.

* 不包括地庫、停車車位、已交付及已竣工待交付單位。

** It also excludes area for owner's occupation/investment of approximately 67,000 sqm and 43,000 sqm for project in Yangzhou and Xuzhou, respectively.

** 不包括擁有人就揚州及徐州項目佔用／投資分別約67,000平方米及43,000平方米的土地。



BUSINESS AND FINANCIAL REVIEW

業務及財務回顧

Completed properties held for sale

持作出售之已竣工物業

Project and address	Gross floor area (sq.m.) 總樓面面積 (平方米)	Percentage interest % 權益百分比 %
項目及地址	(Note) (附註)	
Linhe Cun Redevelopment Project Tianhe District, Guangzhou City, Guangdong Province, the PRC 林和村重建項目 中國廣東省廣州市天河區	Approximately 約24,000	30%
Residential units of Xintian Banshan completed for delivery 已竣工待交付的新天半山住宅單位	Approximately 約6,000	100%
Residential units of South Lake Village Phase I, Tonghe Road, Baiyun District, Guangzhou City, Guangdong Province, the PRC 位於 中國廣東省廣州市 白雲區同和路 南湖山莊第一期 之住宅單位	Approximately 約5,900	100%
Car parking spaces of Xintian Banshan, Dongming Xuan, Tianlun Garden and Shangyu Garden 位於 新天半山、東鳴軒、天倫花園及上譽花園之車位	N/A 不適用	100%



LIQUIDITY AND FINANCIAL RESOURCES

The Group's total assets as at 31 December 2018 were approximately RMB3,620.3 million (31 December 2017: approximately RMB3,297.7 million) which were financed by the total equity and total liabilities of approximately RMB1,964.1 million (31 December 2017: approximately RMB1,894.6 million) and approximately RMB1,656.2 million (31 December 2017: approximately RMB1,403.1 million) respectively.

The directors consider the Group will have sufficient working capital for its operations and financial resources for financing future investment opportunities.

The Group's borrowings were all denominated in Renminbi. Bank balances and cash were mainly denominated in Renminbi. As at 31 December 2018, there were no outstanding forward contracts in foreign currency committed by the Group that might involve it in significant foreign exchange risks and exposures.

CAPITAL STRUCTURE

As at 31 December 2018, the Group's gearing ratio then computed as total debts over total assets was approximately 45.7% as at 31 December 2018 (31 December 2017: 42.5%). As at 31 December 2018, all bank borrowings were repaid and other borrowings amounted to RMB381.9 million (2017: RMB170.0 million and RMB101.9 million respectively) carried fixed interest rate.

EXPOSURE TO FOREIGN EXCHANGE RISK

The revenue and the cost of good sold and of service of the Group are mainly denominated in Renminbi. Therefore, the Group is not exposed to any other material foreign currency exchange risk. An average rate and a closing rate of HK\$1.18692:RMB1 and HK\$1.13842:RMB1, respectively, were applied on consolidation of the financial statements for the year ended 31 December 2018. No hedging measure has been implemented by the Group.

流動資金及財務資源

於二零一八年十二月三十一日，本集團資產總值約為人民幣3,620.3百萬元（二零一七年十二月三十一日：約人民幣3,297.7百萬元），由權益總額及負債總額分別約人民幣1,964.1百萬元（二零一七年十二月三十一日：約人民幣1,894.6百萬元）及約人民幣1,656.2百萬元（二零一七年十二月三十一日：約人民幣1,403.1百萬元）撥資。

本集團董事認為本集團將具備充裕營運資金，足以應付業務所需，且具備充裕財務資源，可在未來投資良機出現時，提供所需資金。

本集團之借款均以人民幣計值。銀行結餘及現金主要以人民幣計值。於二零一八年十二月三十一日，本集團並無致使其面臨重大外匯風險之未平倉遠期外匯合約。

資本架構

於二零一八年十二月三十一日，本集團之負債比率按總債務除以總資產計算為約45.7%（二零一七年十二月三十一日：42.5%）。於二零一八年十二月三十一日，所有銀行貸款均已償還，而其他借款為人民幣381.9百萬元（二零一七年：分別為人民幣170.0百萬元及人民幣101.9百萬元）。該等借款乃按固定利率計息。

外匯風險

本集團的收益與銷售貨品及服務成本主要以人民幣計值。因此，本集團並無面對任何其他重大外匯風險。截至二零一八年十二月三十一日止年度，本公司於綜合財務報表分別採用平均匯率及收市匯率1.18692港元兌人民幣1元及1.13842港元兌人民幣1元。本集團並無採取任何對沖措施。



BUSINESS AND FINANCIAL REVIEW

業務及財務回顧

CHARGES ON ASSETS

As at 31 December 2018, an investment property of the Group amounted to approximately RMB665 million (31 December 2017: RMB702 million) was pledged to secure general banking facilities. Properties under development and deposit with the approximate value of RMB455 million and RMB3 million were pledged to secure facilities from a financial institution.

NUMBERS AND REMUNERATION OF EMPLOYEES

As at 31 December 2018, the Group had approximately 229 (31 December 2017: 254) employees, with about 226 in the Mainland China and 3 in Hong Kong. All employees are remunerated based on industry practice and in accordance with prevailing labor law. In Hong Kong, apart from basic salary, staff benefits including medical insurance, performance related bonus, and mandatory provident fund would be provided by the Group.

The adoption of a share option scheme was approved by the shareholders meeting held on 20 May 2013. No new share options were granted during the current year.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible corporation, the Group strives to ensure minimal environmental impacts by carefully managing its energy consumption, water usage, property design and waste production. In addition, we engaged construction contractors with relevant licenses that was granted by government authorities encompass environmental protection and work safety. The Group has closely monitored the project at every stage to ensure the project development and construction process are in compliance with environmental protection and safety laws and regulations, and would require construction contractors to immediately resolve any defect or non-compliance, where necessary. In addition, the Group strives to minimize the environmental impact by saving electricity and encouraging recycle of office supplies and other materials. For further details, please refer to the Environmental, Social and Governance Report.

資產抵押

於二零一八年十二月三十一日，本集團已抵押投資物業約人民幣665百萬元（二零一七年十二月三十一日：人民幣702百萬元）以取得一般銀行融資。發展中物業及按金分別約值人民幣455百萬元及人民幣3百萬元已抵押以向金融機構取得融資。

僱員人數及薪酬

於二零一八年十二月三十一日，本集團僱用約229名員工（二零一七年十二月三十一日：254名），其中約226人駐中國內地及3人駐香港。全體員工之薪酬均按業內慣例及根據現行勞工法例釐定。於香港，除基本薪金外，本集團亦提供員工福利，當中包括醫療保險、按表現派發之花紅及強制性公積金。

於二零一三年五月二十日舉行的股東大會批准採納購股權計劃。於本年度內，並無授出新購股權。

環境政策及績效

本集團從辦事處以至旗下物業組合均恪守環境可持續發展原則。作為克盡己責的企業，本集團透過審慎管理其能耗、用水量、物業設計和造成的廢物致力確保將對環境造成的影響減至最低。此外，本集團委聘獲政府部門授出有關環境保護及工作安全的相關許可證的承建商。本集團在各階段密切監測項目，以確保項目開發及施工過程符合環保及安全法律法規，並要求建築承包商立即糾正任何缺陷或不合規之處（如需要）。此外，本集團致力於通過省電及定點回收辦公用品及其他器材盡量降低環境影響。有關進一步詳情，請參閱環境、社會及管治報告。



COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in mainland China while the Company itself is listed on the Stock Exchange of Hong Kong. The Group would make professional judgement and seek professional legal advice from its legal department and, where necessary, legal advisers to ensure transactions and businesses to be performed by the Group are in compliance with the applicable laws, regulations and local industry practices in all material aspects.

KEY RELATIONSHIPS WITH THE GROUP'S EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group believes that the Directors, senior management and employees are instrumental to the success of the Group and that their industry knowledge and understanding of the market will enable the Group to maintain the competitiveness in the market. Therefore, the Group offered competitive remuneration package to relevant staff. In addition, a Share Option Scheme was adopted by the Company on 20 May 2013. At appropriate time, option would be granted for the purpose of providing incentives and rewards to eligible participants who can contribute to the success of the Group's operations.

The Group maintains good relationship with existing and potential customers to understand the market trends that would enable the Group to adjust its operating and marketing strategies timely, which are crucial to the development and success of the Group.

The Group maintains a solid and steady relationship with major contractors to ensure product quality and progress on-schedule. The Group works and closely monitors daily construction work of its contractors and settled their work done timely.

The Group places effort to build up and maintain good relationships with various commercial banks and financial institutions as the businesses of the Group are capital intensive nature and require on-going funding to maintain continuous growth.

CAPITAL COMMITMENT

Details of the capital commitment is set out in note 34 to the consolidated financial statements.

遵守法律法規

本集團的業務營運主要由本公司附屬公司在中國內地開展，而本公司本身在香港聯交所上市。本集團將作出專業判斷及尋求旗下法律部門及（如必要）法律顧問的專業法律意見，確保本集團進行的交易及業務在所有重大方面遵守適用的法律、法規及地方行業常規。

與本集團僱員、客戶及供應商的重要關係

本集團認為，董事、高級管理層及僱員為本集團成功的關鍵，而彼等的行業知識及對市場的了解讓本集團得以維持市場競爭力。因此，本集團為相關員工提供具競爭力的薪酬待遇。此外，本公司已於二零一三年五月二十日採納購股權計劃。購股權將在適當時間授出，以激勵及獎勵為本集團成功營運作出貢獻的合資格參與者。

本集團與現有及潛在客戶維持良好關係以了解市場趨勢，這將令本集團得以及時調整其營運及營銷策略，此對於本集團的發展及成功至關重要。

本集團與主要承包商維持堅實及穩定的關係，以確保產品質素及計劃進度。本集團與其承包商合作及密切監控其日常建築工程並及時結算其已完成工作。

由於本集團的業務屬資本密集型業務，需要持續融資維持持續增長，本集團致力建立及維持與多間商業銀行及金融機構的良好關係。

資本承擔

有關資本承擔之詳情載於綜合財務報表附註34。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷

EXECUTIVE DIRECTORS

Mr. ZHANG Gao Bin – aged 39, is the Chairman of the board of directors of the Company and the President of the Group. Mr. Zhang is responsible for the overall strategic development, general management, human resources and the business operation of the Group. Mr. Zhang obtained his bachelor degree in business administration from the University of Greenwich, the United Kingdom. He has over ten years of experience in the property development industry. Mr. Zhang joined the Board in December 2016.

Mr. LUO Zhanguan – aged 34, is the executive director of the Company as well as the general manager of finance of the PRC group companies, responsible for business development and daily management of finance department. Mr. Luo graduated from Jiangxi University of Finance and Economics and obtained a bachelor degree in Economics with major in Finance (International Finance). Mr. Luo joined department of business development of Guangzhou branch of Standard Chartered Bank (China) Limited in 2007 and served as its credit analyst, customer service manager and department head of SME banking, successively. Before joining the Company, he has served as the Sub-Branch Manager of Standard Chartered Bank (China) Limited Guangzhou Panyu sub-branch since 2012. Mr. Luo is the cousin of Mr. Zhang Gao Bin. Mr. Luo joined the Group in April 2015.

執行董事

張高濱先生 – 39歲，為本公司董事會主席及本集團總裁。張先生負責本集團之整體策略發展、整體管理、人力資源及業務營運。張先生於英國格林威治大學(University of Greenwich)取得工商管理學士學位。彼於物業發展行業擁有超過十年經驗。張先生於二零一六年十二月加入董事會。

羅章冠先生 – 34歲，為本公司執行董事及中國集團公司財務總經理，負責業務發展及財務部的日常管理工作。羅先生畢業於江西財經大學並取得金融學(國際金融)專業的經濟學學士學位。羅先生於二零零七年加入渣打銀行(中國)有限公司廣州分行，先後擔任其業務發展部信用分析師、客戶服務經理及中小企業業務部部門主管。在加入本公司前，彼曾經從二零一二年起擔任渣打銀行(中國)有限公司廣州番禺分支行行長。羅先生為張高濱先生的表弟。羅先生於二零一五年四月加入本集團。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LO Wai Hung – aged 59, obtained a bachelor degree in Commerce from James Cook University of North Queensland, Australia. Mr. Lo is an associate member of Institute of Chartered Accountants in Australia and a fellow member of Hong Kong Institute of Certified Public Accountants. Mr. Lo is an independent non-executive director of Shandong Weigao Group Medical Polymer Company Limited (stock code: 1066) and C Cheng Holdings Limited (stock code: 1486). Mr. Lo was an independent non-executive director of LT Commercial Real Estate Limited (stock code: 112) during March 2017 to November 2018. All the aforementioned companies are listed on Main Board of The Stock Exchange of Hong Kong Limited. Mr. Lo was also an independent director of China Merchant Property Development Co. Ltd. (stock code: 24) since December 2011 and was until it was delisted from Shenzhen Stock Exchange in December 2015. Mr. Lo joined the Group in February 2011.

Mr. CHAN Chi Mong, Hopkins – aged 61, is the founder member of the Institute of Leadership and Management, U.K.. Mr. Chan has over twenty years' experiences in finance and management. He served as the vice president and associate director of Dean Witter Reynolds (H.K.) Ltd., and the executive director of Silver Grant International Finance Ltd. Mr. Chan was appointed as Justice of the Peace (JP) by the Hong Kong Special Administrative Region on 1 July 2015. He is the board member of Criminal and Law Enforcement Injuries Compensation Boards. He was an independent non-executive director of Pacific Online Limited (stock code: 543) during May 2012 to October 2018. Mr. Chan joined the Group in January 2013.

Mr. MAK Yiu Tong – aged 60, graduated from the China University of Political Science and Law with a bachelor of law degree in 1998. Mr. Mak has extensive experience in litigation and corporate matters. At present, he is legal executive of C. K. Mok & Co., a firm of solicitors in Hong Kong. Mr. Mak has been working in the law firm for over 28 years. Mr. Mak was appointed as an independent non-executive director of Hao Tian International Constructions Investment Group Limited (formerly known as Clear Lift Holdings Limited) (Stock code: 1341) in February 2017 and Fujian Nuoqi Co., Ltd. (stock code: 1353) in April 2017. Mr. Mak joined the Group in December 2015.

獨立非執行董事

盧偉雄先生 – 59歲，獲澳洲北昆士蘭詹姆斯庫克大學(James Cook University of North Queensland)頒授商學學士學位。盧先生為澳洲特許會計師公會會員及香港會計師公會資深會員。盧先生現時出任山東威高集團醫用高分子製品股份有限公司(股份代號：1066)及思城控股有限公司(股份代號：1486)之獨立非執行董事。盧先生於二零一七年三月至二零一八年十一月期間擔任勒泰商業地產有限公司(股份代號：112)之獨立非執行董事。上述所有公司均於香港聯合交易所有限公司主板上市。盧先生自二零一一年十二月起亦擔任招商局地產控股股份有限公司(股份代號：24)之獨立董事，直至該公司於二零一五年十二月自深圳證券交易所退市。盧先生於二零一一年二月加入本集團。

陳之望先生 – 61歲，為英國Institute of Leadership and Management創會會員。陳先生有超過二十年的金融和行政經驗。彼曾為Dean Witter Reynolds (H.K.) Ltd.之副總裁兼聯席董事及銀建國際財務有限公司之執行董事。陳先生於二零一五年七月一日獲香港特別行政區委任為太平紳士(JP)。彼現為暴力及執法傷亡賠償委員會委員。彼於二零一二年五月至二零一八年十月期間曾為太平洋網絡有限公司(股份代號：543)之獨立非執行董事。陳先生於二零一三年一月加入本集團。

麥耀棠先生 – 60歲，於一九九八年畢業於中國政法大學，獲頒授法學學士學位。麥先生於訴訟及企業事宜擁有豐富經驗。目前彼為莫超權律師行(一家香港律師行)之法律行政人員。麥先生於該家律師行工作逾二十八年。麥先生於二零一七年二月獲委任為昊天國際建設投資集團有限公司(前稱焯陞企業控股有限公司)(股份代號：1341)及於二零一七年四月獲委任為福建諾奇股份有限公司(股份代號：1353)之獨立非執行董事。麥先生於二零一五年十二月加入本集團。





BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷

COMPANY SECRETARY

Mr. LEE Wai Kuen – aged 45, is the Company Secretary and Chief Financial Officer of the Company. He is responsible for execution, supervision and advisory of financial reporting, internal control, reorganisation, corporate governance and company secretarial matters of the Company. Mr. Lee holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Lee had worked in an international firm of certified public accountants and was the financial controller and company secretary of TeleEye Holdings Ltd. (now known as CircuTech International Holdings Limited) (stock code: 8051), the finance manager and company secretary of ePRO Ltd. (now known as Sino Vision Worldwide Holdings Limited) (stock code: 8086), the financial controller of WLS Holdings Ltd. (stock code: 8021) and deputy financial officer and company secretary of MOBI Development Co., Ltd. (stock code: 947), during the periods from May 2004 to June 2005, July 2005 to January 2006, January 2006 to August 2007 and August 2007 to May 2011, respectively, all of which are listed on the Hong Kong Stock Exchange. Mr. Lee joined the Group in May 2011.

公司秘書

李偉權先生 – 45歲，為本公司之公司秘書及財務總監。彼負責本公司財務匯報、內部監控、重組、企業管治及公司秘書等事務之執行、監察及建議。李先生持有香港理工大學會計學學士學位。彼為香港會計師公會之執業會計師及英國特許公認會計師公會之資深會員。李先生曾於一間國際執業會計師公司任職及於二零零四年五月至二零零五年六月出任千里眼控股有限公司（現稱為訊智海國際控股有限公司）（股份代號：8051）的財務總監兼公司秘書、於二零零五年七月至二零零六年一月出任易寶有限公司（現稱為新維國際控股有限公司）（股份代號：8086）的財務經理兼公司秘書，並於二零零六年一月至二零零七年八月出任匯隆控股有限公司（股份代號：8021）的財務總監及二零零七年八月至二零一一年五月出任摩比發展有限公司（股份代號：947）的副財務總監兼公司秘書，該等公司均為於香港聯交所上市的公司。李先生於二零一一年五月加入本集團。



The board of directors (the “Board”) of the Company is committed to ensuring high standards of corporate governance in the interests of shareholders and devotes effort to identifying and formalising best practices. During the year ended 31 December 2018, the Company has applied the principles and the code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”) and has complied with the same.

THE BOARD

To protect and enhance shareholder value, the Board acts with integrity and due care for the best interests of the Company and its shareholders. The Board is collectively responsible for leadership and for promoting the success of the Company by directing and supervising its affairs. Leading the Group in a responsible and effective manner, the Board adopts formal terms of reference which detail its functions and responsibilities, including, but not limited to, ensuring competent management, approving objectives, strategies and business plans and monitoring integrity in the Company’s conduct of affairs.

DELEGATION BY THE BOARD

The Board is responsible for determining the overall strategy and corporate development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters of the Group and material transactions. The Board delegates the day-to-day operations to general managers and department heads who are responsible for different aspects of the operations of the Group.

本公司董事會（「董事會」）致力於為股東之利益維持高水平企業管治，並致力尋找及制定最佳常規。於截至二零一八年十二月三十一日止年度，本公司已應用載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14之企業管治常規守則（「守則」）之原則及守則條文，並已遵守該等原則及守則條文。

董事會

為保障及提升股東價值，董事會秉承忠誠謹慎之態度，並以本公司及其股東之最佳利益為依歸。董事會亦透過對本公司事務作出指示及監督，共同負責領導本公司，並促進本公司之成功。董事會以盡責之態度和有效方式領導本集團，採納正式且詳列其職能及責任之職權範圍。董事會之職能及責任包括但不限於確保管理層有足夠能力進行管理、審批目標、策略及業務計劃，以及監察本公司事務之道德操守。

董事會之授權

董事會負責釐定整體策略和企業發展方向，確保業務營運受到適當的監察。董事會保留關於本集團所有政策事宜及重要交易之決策權。董事會將日常營運事宜委以總經理及負責本集團營運不同方面之部門主管。





CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance of individual Directors at meetings of the Company during the financial year ended 31 December 2018, was as follows:

截至二零一八年十二月三十一日止財政年度，個別董事於本公司會議之出席率如下：

Number of attendance*/meetings held in 2018

出席次數* / 於二零一八年舉行之會議

	The Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
Executive Directors 執行董事					
Mr. Zhang Gao Bin (<i>Chairman of the Board</i>)** 張高濱先生 (<i>董事會主席</i>) **	5/6	N/A 不適用	1/1	1/1	1/1
Mr. Luo Zhangguan** 羅章冠先生**	6/6	N/A 不適用	1/1	1/1	1/1
Independent non-executive Directors 獨立非執行董事					
Mr. Lo Wai Hung** 盧偉雄先生**	4/6	3/3	1/1	1/1	1/1
Mr. Chan Chi Mong, Hopkins** 陳之望先生**	4/6	3/3	1/1	1/1	1/1
Mr. Mak Yiu Tong** 麥耀棠先生**	4/6	3/3	1/1	1/1	1/1

* The Directors can attend meetings in person, by phone or through other means of electronic communication in accordance with the Company's Articles of Association.

* 董事可親身出席，或根據本公司之組織章程以電話或以其他電子通訊方式參加會議。

** During the year ended 31 December 2018, each of these Directors participated in seminars and conferences as well as reading newspapers, journals and updates relating to the economy, general business, real estate or Directors' duties and responsibilities, etc. The Group also continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements.

** 截至二零一八年十二月三十一日止年度，各董事參與討論會及會議，閱覽報章、期刊及有關經濟、整體業務、房地產的最新資訊或履行董事職責等。本集團亦持續告知董事有關上市規則及其他適用監管規定的最新發展。



Currently, the Company does not appoint chief executive officer. In view of the operation of the Group, the Board believes that the present structure of the Board will provide a strong leadership for the Group to implement prompt decisions and to formulate efficient strategies, which is for benefits of the Group.

Moreover, the day-to-day operation of the Group's businesses are shared among those executive directors and the management of the Company. Therefore, there should be a clear division of the responsibilities at the board level to ensure a balance of power and authority, so that power is not concentrated in any one individual.

Together with a balanced of skill and experience for the business of the Group, a balanced composition of executive and independent non-executive director of the Board shall exercise effective independent judgment. Currently, the Board comprises of five directors, of which two are executive directors, namely Mr. Zhang Gao Bin ("Mr. Zhang") and Mr. Luo Zhangguan ("Mr. Luo") and three independent non-executive directors, namely Mr. Lo Wai Hung ("Mr. Lo"), Mr. Chan Chi Mong, Hopkins ("Mr. Chan") and Mr. Mak Yiu Tong ("Mr. Mak").

As at 31 December 2018, all the independent non-executive directors were appointed for a term of two years and subject to retirement and re-election in accordance with the bye-laws of the Company. In accordance with the bye-laws of the Company, at each annual general meeting of the Company one-third of the directors shall retire from office by rotation. The Board considers that sufficient measures will be taken to ensure the corporate governance practices of the Company are not less exacting than those in the Code A4.1 and 4.2.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

The management is obliged to supply the Board with adequate information in a timely manner to enable the members to make informed decisions and to discharge their duties and responsibilities. Each director has separate and independent access to the Group's senior management to acquire more information and to make further enquiries if necessary.

本公司現時並無委任行政總裁。鑑於本集團之經營狀況，董事會相信董事會現時之架構將為本集團提供強勢領導，以迅速作出決策及制訂有效率之策略，對本集團有利。

此外，本集團業務之日常營運由本公司執行董事及管理層分擔。因此，董事會層面之職責有明確劃分，可確保權責平衡，故權力並非集中於任何一位人士。

董事會之執行及獨立非執行董事具備各方面技能和經營本集團業務經驗，組成了平衡之董事會，行使有效之獨立判斷。目前，董事會由五名董事組成，其中兩名為執行董事，即張高濱先生（「張先生」）及羅章冠先生（「羅先生」）；三名為獨立非執行董事，即盧偉雄先生（「盧先生」）、陳之望先生（「陳先生」）及麥耀棠先生（「麥先生」）。

於二零一八年十二月三十一日，全體獨立非執行董事從當天開始任期兩年，且須按本公司之公司細則退任並膺選連任。根據本公司之公司細則，於本公司每屆股東週年大會上，三分之一董事須輪席告退。董事會認為，本公司將採取足夠措施，以確保本公司之企業管治常規不遜於守則第A4.1及4.2條規定者。

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立性作出之年度確認。本公司認為，所有獨立非執行董事均為獨立。

管理層有責任及時向董事會提供足夠資料，以讓成員可作出知情決定以及履行其職務及職責。每名董事可個別地及獨立地與本集團之高級管理層人員接觸，以於有需要時取得更多資料及作出進一步查詢。





CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Board has established three committees, namely, the Nomination Committee, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Board and the Company's affairs. All Board committees are established with defined written terms of reference which are available to shareholders on the Company's website. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

NOMINATION COMMITTEE

A nomination committee of the Company had been established by the Board with written terms of reference. The nomination committee comprises two executive directors and three independent non-executive Directors. The nomination committee is chaired by Mr. Zhang. The principal duties of the Nomination Committee include, but are not limited to, review and making recommendations to the Board on the structure, size and composition of the Board; making recommendations to the Board regarding any proposed changes; identify, selection or making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of independent non-executive directors and relevant matters relating to the appointment or re-appointment of Directors and succession planning for directors.

The Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. Pursuant to the board diversity policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. A number of aspects, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional experience, skills and knowledge, length of services and time to be devoted as a director of the Company, would be considered to ensure that the Board maintains a balanced diverse profile.

董事會委員會

董事會設有三個委員會，即提名委員會、薪酬委員會及審核委員會，以監管董事會的具體事宜及本公司事務。所有董事會委員會均訂立書面職權範圍，可供股東於本公司網站查閱。董事會委員會獲有足夠資源履行職責，並應合理要求可於適當情況下徵求獨立專業建議，費用由本公司承擔。

提名委員會

董事會已成立本公司之提名委員會，並書面釐定其職權範圍。提名委員會由兩名執行董事及三名獨立非執行董事組成，張先生為提名委員會主席。提名委員會的主要職責包括但不限於就董事會的架構、規模及組成進行檢討並向董事會提出建議；就任何潛在變動向董事會提出建議；物色、甄選董事個別提名人選並向董事會提出建議；評估獨立非執行董事的獨立性及有關董事委任、重新委任及董事繼任計劃的事宜。

董事會採納董事會多元化政策，制定達致董事會多元化的方針。根據董事會多元化政策，提名委員會將每年檢討董事會的架構、規模及組成及（倘適用）就變動向董事會提出建議，以配合本公司的公司策略並確保董事會的成員組合維持均衡多元。本公司會從多方面作出考慮，包括但不限於，性別、年齡、文化及教育水平、行業經驗、技術及專業經驗、技能及知識、擔任本公司董事的服務年期及所投放的時間，以確保董事會的成員組合維持均衡多元。



The Company has also adopted a nomination policy, setting out the approach for nominating and appointing a director either to fill a casual vacancy on the Board, or as an addition to the existing Board subject to the Bye-Law of the Company. Selection of candidates will be based on criteria including character, qualifications, any potential contributions that the candidate can bring to the Board and its diversity and the candidate's willingness and ability to devote adequate time to discharge his/her duties. Upon receipt of the proposal on appointment of a new director and respective biographical information and details of the candidate by any members of Nomination Committee, the Nomination Committee will evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

During the year, the Nomination Committee met once to assess the independence of the retiring independent non-executive directors, recommend the re-appointment of directors at the forthcoming annual general meeting, update and review the Board Diversity Policy to ensure that it aligns with the Listing Rules.

REMUNERATION COMMITTEE

A remuneration committee of the Company had been established by the Board with written terms of reference. The remuneration committee comprises two executive directors and three independent non-executive Directors. The remuneration committee is chaired by Mr. Chan. The remuneration committee is responsible for assisting the Board in achieving its objective of attracting and retaining Directors and senior management of the highest caliber and experience needed to develop the Group's business successfully. The remuneration committee is also responsible for the development of a fair and transparent procedure in determining the remuneration policies for the Directors and senior management of the Company and for recommendation to their remuneration packages. During the year ended 31 December 2018, the Remuneration Committee met once to review the above matters.

All employees are remunerated based on industry practice and in accordance with the prevailing labour law. In Hong Kong, apart from basic salary, staff benefits include medical insurance, performance related bonus and mandatory provident fund would be provided by the Group.

本公司亦已採納提名政策，根據本公司的公司細則制定提名及委任董事方針，以填補董事會空缺或增加現有董事會成員。本公司將按品格、資歷、相關人選可為董事會帶來的任何潛在貢獻、董事會多元化程度及該人選是否願意及能否投放足夠時間履行職責的準則甄選合適人選。於提名委員會任何成員接獲委任新董事的建議及該人選的相關履歷資料及詳情後，提名委員會將根據上文所載準則評估該人選，以釐定其是否合乎資格擔任董事。

年內，提名委員會共召開一次會議，會上評估退任獨立非執行董事的獨立性，就於應屆股東週年大會上重新委任董事提出建議，更新及檢討董事會多元化政策，以確保該多元化政策符合上市規則。

薪酬委員會

董事會已成立本公司之薪酬委員會，並書面釐定其職權範圍。薪酬委員會由兩名執行董事及三名獨立非執行董事組成，陳先生為薪酬委員會主席。薪酬委員會負責協助董事會達致其吸引及挽留具備成功發展本集團業務所需經驗之優秀董事及高級管理人員。薪酬委員會亦負責制訂公平及具透明度之程序以釐定本公司董事及高級管理人員之薪酬政策及對彼等之薪酬待遇提出建議。截至二零一八年十二月三十一日止年度，薪酬委員會共召開一次會議以審查以上事項。

所有僱員按行業慣例及根據現行勞工法獲得酬勞。在香港，除基本薪金外，本集團亦提供員工福利，當中包括醫療保險、按表現派發之花紅及強制性公積金。





AUDIT COMMITTEE

The audit committee comprises three independent non-executive directors (the “Audit Committee”) and reports to the board of directors. A written terms of reference had been established. The committee members performed their duties therein which includes duties set out in the code provision C.3.3 (a) to (n) of the Corporate Governance Code. The Audit Committee held three meetings in 2018 and reviewed the Group’s annual results for 2017 and interim results for 2018; reviewed the audit plans and findings of the external independent auditor; made recommendation to the Board on the re-appointment of the external auditor and its remuneration; and reviewed the risk management and internal control systems and financial matters pursuant to its terms of reference. The Audit Committee meets the external independent auditor at least once a year to discuss any areas of concerns during the audits without the presence of the management. The annual report for the year ended 2018 of the Company has been reviewed by the Audit Committee.

ACCOUNTABILITY AND AUDIT

The Board is responsible for the preparation of the financial statements of the Company and the Group. In preparing the financial statements, the Board has adopted Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations.

The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group’s ability to continue as a going concern, the Board has prepared the financial statements on a going concern basis.

For the year ended 31 December 2018, the fees paid/payable to the auditor of the Company in respect of the audit services and non audit services in 2018 were amounted to approximately RMB0.8 million and RMB0.4 million respectively.

審核委員會

審核委員會（「審核委員會」）由三名獨立非執行董事組成，向董事會報告。書面職權範圍已訂立。委員會成員履行其職責，包括企業管治守則的守則條文C.3.3 (a)至(n)所載的職責。於二零一八年，審核委員會舉行三次會議，並根據其職權範圍審閱本集團的二零一七年年業業績及二零一八年中期業績；審閱外聘獨立核數師的審核計劃及發現；就重新委任外聘核數師及其薪酬向董事會提出建議；以及審閱風險管理、內部監控制度以及財務事宜。審核委員會每年至少一次在管理層避席下會見外聘獨立核數師，以討論審核過程中須關注之事項。審核委員會已審閱本公司截至二零一八年止年度的年度報告。

問責性及審核

董事會負責編製本公司及本集團之財務報表。在編製財務報表時，董事會採用香港會計師公會頒佈並適用於其業務營運之香港財務報告準則、香港會計準則及詮釋。

董事會並不知悉有任何重大不明朗因素，乃有關於可能使本集團持續經營之能力存在重大疑問之事件或狀況，董事會已按持續經營基準編製財務報表。

截至二零一八年十二月三十一日止年度，就二零一八年的核數及非核數服務已付／應付本公司核數師的費用分別為約人民幣0.8百萬元及人民幣0.4百萬元。



CORPORATE GOVERNANCE

The Board is responsible for determining and reviewing the policies and performance for the corporate governance for the Group. During the year, the management of the Company from time to time reported to the Board for their review on various policies and practices about corporate governance of the Company, which included training and continuous professional development of directors and senior management, Company's policies and practices on compliance of legal & regulatory requirements and conduct of employees. In addition, the corporate governance report together with other content of the annual report was circulated for review and approval by the Board.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders. The Board conducted review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2018 by way of discussions among themselves and with the management of the Group, members of the Audit Committee and the external independent auditor. The risk management and internal control systems are 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.

During the financial year, an external consultant has been engaged to maintain the internal audit function for the Group to assist the Board and the Audit Committee in ongoing monitoring of the risk management and internal control systems of the Group. The external consultant discussed with the executive directors and senior management of the Group to identify key business risks across the Group, and has adopted a risk-based approach in developing the annual internal audit plan with a focus on higher risk areas. Internal audit review was then conducted in accordance with the annual internal audit plan. All findings and recommendations on internal control deficiencies for the year had been communicated to the management who are required to establish remedial plans to correct those internal control deficiencies and implement agreed action plans within a reasonable time period. The Board and the Audit Committee had reviewed the risk assessment results, internal audit planning and internal audit reports submitted by the external consultant. In respect of the year ended 31 December 2018, the Board considered the risk management and internal control systems are effective and adequate.

企業管治

董事會負責為本集團釐定及檢討企業管治政策及表現。於年內，本公司管理層不時向董事會呈報以供彼等就本公司有關企業管治之各項政策及常規作出審閱，包括董事及高級管理層之培訓及持續專業發展、有關遵守法律及監管規定之本公司政策及常規以及僱員行為。另外，此企業管治報告連同本年報之其他內容已分發給董事會作審閱並已獲董事會批准。

風險管理及內部監控

董事會負責維持合適及有效之風險管理及內部監控系統，以保障本集團及股東的利益。於截至二零一八年十二月三十一日止財政年度，經與本集團管理層、審核委員會成員及外聘獨立核數師討論，董事會對本集團的風險管理及內部監控制度和程序的成效進行了檢討和評估。風險管理及內部監控制度旨在管理未能達成業務目標的風險而非消除該等風險，並僅可就重大錯誤陳述或損失提供合理而非絕對之保證。

於本財政年度，本集團已委聘外聘顧問維持其內部審核職能，以輔助董事會及審核委員會持續監察本集團的風險管理及內部監控制度。外聘顧問與本集團執行董事及高級管理層討論，以識別本集團的主要業務風險，並已採納以風險為基礎之方法，規劃年度內部審核計劃，著重審核較高風險之範疇。其後並根據年度內部審核計劃執行內部審核工作。年內就內部監控不足之所有發現及建議已通知管理層，彼等須設立補救計劃，在合理時間內糾正內部監控不足之處，並推行協定的行動計劃。董事會及審核委員會已檢討外聘顧問提交的風險評估結果、內部審核規劃及內部審核報告。就截至二零一八年十二月三十一日止年度而言，董事會認為風險管理及內部監控制度屬有效及足夠。





COMPANY SECRETARY

The Company Secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary is responsible for advising the Board through the Chairman and/or the executive directors on governance matters and should also facilitate induction and professional development of Directors. Details of the Company's company secretary are set out in the section headed "Biographical Details of Directors and Senior Management" of this report.

The Company Secretary took not less than 15 hours of relevant professional training in the year ended 31 December 2018 as required under Rule 3.29 of the Listing Rules.

DIVIDEND POLICY

The Company may distribute dividends by way of cash or by other means that the Board considers appropriate. Any proposed distribution of dividends is subject to the discretion of the Board and, where applicable, the approval of the Shareholders. The Board will consider various factors before declaring or recommending any payment of dividends. These factors include the results of operation of the business of the Group, the retained earnings and distributable reserves of the Company and each of the members of the Group, the Group's actual and expected financial performance, the general business conditions and strategies, the Group's expected working capital requirements and future expansion plans, the general economic conditions and the future prospects of the business of the Group, shareholders' interests, statutory and regulatory restrictions on the payment of dividend and other internal or external factors that the Board deems appropriate. The Board will review, from time to time, and reserves the right in its sole and absolute discretion to update and/or modify the dividend policy of the Company at any time. There is no assurance that dividends will be paid in any particular amount for any given period.

公司秘書

公司秘書在支援董事會方面擔當重要角色，確保董事會成員之間資訊交流良好，以及遵循董事會政策及程序。公司秘書負責透過主席及／或執行董事向董事會提供管治事宜方面意見，亦應安排董事的入職培訓及專業發展。本公司的公司秘書的詳情載於本報告「董事及高級管理人員之履歷」一節。

如上市規則第3.29條所規定，本公司秘書於截至二零一八年十二月三十一日止年度接受不少於15小時之相關專業訓練。

股息政策

本公司或會透過現金或董事會認為合適的其他方式進行股息分派。任何擬派股息須視乎董事會酌情決定並（倘適用）須獲股東批准。董事會將於宣派或建議派付任何股息前考慮各種因素，包括本集團業務營運的業績、本公司及本集團各成員公司的保留盈利及可供分派儲備、本集團實際及預期財務表現、整體業務狀況及策略、本集團預期的營運資金需求及未來拓展計劃、整體經濟狀況及本集團業務的未來前景、股東權益、派付股息的法定及監管限制及董事會視為合適的其他內在或外在因素。董事會將不時檢討及保留其唯一及絕對酌情權隨時更新及／或修訂本公司的股息政策。概不保證將於任何指定期間內派付任何特定金額的股息。



COMMUNICATION WITH SHAREHOLDER AND INVESTOR RELATIONS

The Company believes in regular and timely communication with shareholders as part of its efforts to help shareholders understand its business better and the way the Company operates. To promote effective communication with the public at large, the Company maintains a website (<http://www.760hk.com>) on which comprehensive information about the Company's major businesses, financial information and announcements, annual and interim reports and shareholders circulars are being made available.

All shareholders of the Company are given at least 20 clear business days' notice of the date and venue of the annual general meeting. According to the Listing Rules, the Board will conduct voting at the forthcoming annual general meeting by vote.

SHAREHOLDER'S RIGHT

Shareholder's right to convene special general meeting and procedures for putting forward proposals at shareholders' meeting

By-law 58 of the Company's bye-laws provides that any shareholder holding not less than 10% of the paid-up capital of the Company can deposit a requisition to the principal place of business of the Company in Hong Kong to require a special general meeting to be called by the Board.

The Requisitionist(s) shall have the right, by written requisition to the Board or the Company Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Requisitionist(s) themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda, as amended from time to time.

與股東之溝通及投資者關係

本公司相信定期和及時與股東溝通，有助讓股東更了解本公司業務及經營方式。為推動與公眾保持有效溝通，本公司設立網站(<http://www.760hk.com>)，提供有關本公司主要業務、財務資料及公告、年報及中期報告以及股東通函等全面資訊。

本公司所有股東均會收到最少足20個營業日之通知，內容有關股東週年大會之舉行日期及地點。根據上市規則，董事會將於應屆股東週年大會上以投票表決方式進行投票。

股東權利

股東召開股東特別大會的權利及於股東大會上提呈議案的程序

本公司之公司細則第58條規定，任何持有本公司已繳足股本不少於10%之股東可於本公司之香港主要營業地點遞交呈請，以要求董事會召開股東特別大會。

呈請人有權透過向董事會或本公司之公司秘書發出書面呈請，要求董事會召開股東特別大會，以處理有關呈請中指明之任何事宜；且該大會應於遞交該呈請後兩個月內舉行。倘遞交後21日內董事會未召開大會，則呈請人可根據百慕達一九八一年公司法（經不時修訂）第74(3)條之條文自行以同樣方式召開大會。





Putting enquiries to the Board

Information of the Group are communicated to the shareholders mainly through general meetings, including annual general meetings, financial reports, and its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website. Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. Any such questions shall be first directed to the Company Secretary of the Company:

By post

Unit A704
3rd Floor, Tower A, New Mandarin Plaza
No. 14 Science Museum Road
Tsim Sha Tsui East
Hong Kong

By email

ir@760hk.com

Shareholders may also directly raise questions during the shareholders' meetings.

COMPLIANCE WITH MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for directors' securities transactions. Having make specific enquiries of all directors of the Company, they have confirmed that they complied with required standard set out in the Model Code throughout the accounting period covered by the annual report.

CONSTITUTIONAL DOCUMENTS

There were no changes in the constitutional document of the Company during the year ended 31 December 2018.

向董事會提出查詢

本集團主要透過股東大會（包括股東週年大會）、財務報告以及其於公司網站及聯交所網站上刊登之公司通訊及其他企業刊物向股東提供其資料。股東可隨時索取本公司之公開資料。股東應先透過下列方式向本公司之公司秘書提出任何有關查詢：

郵遞

香港
尖沙咀東
科學館道十四號
新文華中心A座3樓
A704室

電郵

ir@760hk.com

股東亦可於股東大會上直接提問。

遵守有關董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則。經向本公司全體董事作具體查詢後，彼等確認已於年報涵蓋之會計期間遵守載於標準守則中所規定之準則。

憲章文件

本公司之憲章文件於截至二零一八年十二月三十一日止年度並無變動。



OVERVIEW AND SCOPE

Pursuant to Appendix 27 (the “Guide”) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Talent Property Group Limited (the “Company”), together with its subsidiaries (collectively the “Group” or “we”), hereby presents this Environmental, Social and Governance (“ESG”) Report to disclose ESG related matters that are relevant to the Group’s business and have material impacts on the environment and society for the year ended 31 December 2018 (the “reporting period”). Unless otherwise stated, the reporting period is from 1 January 2018 to 31 December 2018.

As a responsible corporate citizen, we are committed to contributing to sustainable development and environmental protection. The Board of Directors (the “Board”) is responsible for overseeing the Group’s ESG strategy and reporting. An ESG working group, which comprises management personnel across the Group, has been set up to monitor and manage the Group’s ESG matters and report directly to the Board on any significant issues. The Group has also established an ESG policy, infrastructure and framework to govern relevant ESG practices and processes.

The Board has assessed the materiality of key ESG issues associated with the business and operations of the Group during the reporting period, and prioritized the importance of these issues to the business and relevant stakeholders, so as to determine the scope and content of disclosure in this ESG Report. Based on the assessment result, the Group has decided to include in this report ESG matters that are relevant to the Group’s property investment, development and management business, and disclose them in two subject areas, namely Environmental and Social.

概覽及範圍

根據香港聯合交易所有限公司（「聯交所」）證券上市規則附錄27（「指引」），新天地產集團有限公司（「本公司」）連同其附屬公司（統稱「本集團」或「我們」）謹此呈列本環境、社會及管治（「環境、社會及管治」）報告，以披露截至二零一八年十二月三十一日止年度（「報告期間」）有關本集團業務及對環境及社會有重大影響的環境、社會及管治事宜。除另有說明外，報告期間為二零一八年一月一日至二零一八年十二月三十一日。

作為良好企業公民，我們致力於可持續發展及環境保護工作。董事會（「董事會」）負責監督本集團的環境、社會及管治策略及申報。由本集團管理層人員組成的環境、社會及管治工作小組已告成立，以監督及管理本集團環境、社會及管治事宜，並直接向董事會匯報任何重大議題。本集團亦建立環境、社會及管治政策、基礎建設及框架，以管理相關環境、社會及管治慣例及程序。

於報告期間，董事會已評估與本集團業務及營運相關的主要環境、社會及管治事宜的重大性，並確認該等議題對業務及相關持份者的重要性的優先次序，以釐定本環境、社會及管治報告的披露範圍及內容。基於評估結果，本集團已決定將與本集團物業投資、發展及管理業務相關之環境、社會及管治事宜納入本報告，並於兩個主要範疇（即環境及社會）中披露該等事宜。





A. ENVIRONMENTAL

The Group strives to minimize adverse impacts on the environment by adopting environmental protection practices over energy consumption, use of resources and waste production. As compared to the previous reporting period, the Group has recorded an increase in emissions and use of resources in the reporting period due to the inclusion of the data for the business activities of Guangzhou Guoyou Logistics Co., Ltd.¹ (廣州國郵物流有限公司), Yangzhou Shiyou Logistics Development Co., Ltd.¹ (揚州世郵物流發展有限公司), and Xuzhou Shiyou Logistics Development Co., Ltd.¹ (徐州世郵物流發展有限公司) for development projects of logistics parks in Yangzhou City and Xuzhou City commenced in 2018.

A1. Emissions

The Group has established a mechanism to collect emission data and to evaluate the significance of the environmental impacts brought by its operations. The Group does not produce any significant hazardous waste and has limited emissions which are primarily generated from the consumption of electricity, paper and petrol during its daily sales and office administration activities. Relevant Environmental Key Performance Indicators (“KPIs”) in connection to our property investment, development and management business during the reporting period are disclosed below:

¹ These Companies' English names have not been registered, these names represent management's best effort in translation of the Chinese names.

A. 環境

本集團致力透過採用有關能源消耗、資源使用及廢物產生的環境保護措施，將對環境的不利影響減至最低。與過往報告期間比較，本集團於本報告期間的排放物及資源使用增加，原因為載入廣州國郵物流有限公司、揚州世郵物流發展有限公司及徐州世郵物流發展有限公司的業務活動數據。當中揚州市及徐州市的物流城發展項目於二零一八年展開。

A1. 排放物

本集團已建立機制收集排放數據，並評估本集團營運帶來的環境影響之重大性。本集團並無於其日常銷售及辦公室行政活動中產生任何具重大危險性廢物，並已限制主要由消耗電力、紙張及汽油產生的排放物。於報告期間，與我們的物業投資、發展及管理業務有關的相關環境關鍵績效指標（「關鍵績效指標」）披露如下：

¹ 由於該等公司之英文名稱並未註冊，該等名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。



A. ENVIRONMENTAL (continued)

A1. Emissions (continued)

A. 環境 (續)

A1. 排放物 (續)

	2018 二零一八年	2017 二零一七年
Air Pollutants Emissions (Note 1, 2)		
空氣污染物排放 (附註1、2)		
Nitrogen oxides ("NO _x ") 氮氧化物 (「氮氧化物」)	8,176 g 8,176公克	2,401 g 2,401公克
Sulphur oxides ("SO _x ") 硫氧化物 (「硫氧化物」)	180 g 180公克	68 g 68公克
Particulate matters ("PM") 顆粒物 (「顆粒物」)	602 g 602公克	177 g 177公克
Greenhouse Gas ("GHG") Emissions		
溫室氣體 (「溫室氣體」) 排放		
Direct emission of GHG 溫室氣體直接排放	N/A (Note 2) 不適用 (附註2)	N/A (Note 2) 不適用 (附註2)
Indirect emission of Carbon dioxide equivalent ("CO ₂ e") (Note 3) 二氧化碳當量 (「二氧化碳當量」) 間接排放 (附註3)	98,990 kg 98,990公斤	32,158 kg 32,158公斤
CO ₂ e per employee 每位僱員的二氧化碳當量	432 kg per employee 每位僱員 432公斤	167 kg per employee 每位僱員 167公斤
Non-hazardous Waste Produced (Note 4)		
所產生的非危險廢物 (附註4)		
Paper waste disposed at landfills 棄置至堆填區的廢紙	792 kg 792公斤	428 kg 428公斤
Waste disposed per employee 每位僱員棄置的廢物	3 kg per employee 每位僱員 3公斤	2 kg per employee 每位僱員 2公斤



A. ENVIRONMENTAL (continued)

A1. Emissions (continued)

Notes:

1. The Group does not engage in activities that:
 - > Consume gaseous fuel;
 - > Directly generate GHG; or
 - > Generate hazardous wastes.
2. Air pollutants emissions are generated from petrol consumption by the Group's four private vehicles that are used for employee transportation.
3. The Group's indirect CO₂e emissions stem from electricity consumption and disposal of paper waste in the office and sales locations.
4. The Group engaged qualified construction contractors to manage the property development projects. Non-hazardous waste produced during property development activities is collected, treated and disposed by construction contractors. These wastes are not directly incurred and controlled by the Group and thus excluded from the Group's environmental data. With consideration of limited paper waste volume, the Group disposes of the waste to landfills through the waste disposal channel managed by the building's management service provider.

Emissions and waste produced at property development construction sites are managed by the construction contractors as stipulated on the agreements with the contractors. Having considered the environmental impact of the contractors' operations, management has required the construction contractors to comply with relevant laws and regulations. During the reporting period, there were no incidences of non-compliance with Environmental Protection Law and Regulations on the Administration of Construction Project Environmental Protection of the People's Republic of China and other relevant laws and regulations with significant impact on the environment and natural resources relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.

A. 環境 (續)

A1. 排放物 (續)

附註：

1. 本集團並無從事：
 - > 消耗氣體燃料；
 - > 直接產生溫室氣體；或
 - > 產生危險廢物之活動。
2. 空氣污染物排放乃由本集團四輛用於接載僱員的私人車輛的汽油消耗所產生。
3. 本集團的間接二氧化碳當量排放來自辦公室及銷售地點的電力消耗及廢紙棄置。
4. 本集團委聘合資格建造工程承包商管理物業發展項目。建造工程承包商收集、處理及棄置物業發展業務所產生的非危險廢物。該等廢物並非由本集團直接產生及控制，故不納入本集團的環保數據中。鑒於廢紙量有限，本集團乃透過由樓宇管理服務供應商管理的廢物處理渠道將廢紙送至堆填區處理。

物業發展建設地點產生的排放物及廢物由建造工程承包商按與承包商所簽訂的協議管理。經考慮承包商營運的環境影響，管理層已要求建造工程承包商遵守相關法律及法規。於報告期間，概無發生有關中華人民共和國環境保護法及建設項目環境保護管理條例的不合規事宜，亦無發生與空氣和溫室氣體排放、於水域或土地排放污染以及危險及非危險廢物產生有關而對環境及天然資源構成重大影響的其他相關法律及法規不合規事宜。



A. ENVIRONMENTAL (continued)

A2. Use of Resources

The Group does not engage in resources or energy intensive business activities. Energy consumed by the Group are mainly electricity and petrol. Water usage for the Group's daily sales and office administration activities is minimal where both water supply and discharge are solely controlled by the building management. No issues in water sourcing were encountered during the reporting period. In addition, the Group does not involve directly in the use/purchase of packaging materials. Relevant Environmental KPIs in connection with our business during the reporting period are disclosed below:

A. 環境 (續)

A2. 資源使用

本集團並無從事資源或能源密集的業務活動。本集團所消耗的能源主要為電力及汽油。本集團日常銷售及辦公室行政活動用水極少，水的供應及排放完全由樓宇管理層控制。於報告期間，並無用水來源的問題。此外，本集團並無直接涉及包裝材料的使用／採購。於報告期間，有關我們業務的相關環境關鍵績效指標披露如下：

	2018 二零一八年	2017 二零一七年
Energy Consumption		
能源消耗		
Direct energy consumption from petrol fuel consumed	116,478 kWh	44,177 kWh
來自所消耗汽油燃料的直接能源消耗	116,478 千瓦時	44,177 千瓦時
Indirect energy consumption from electricity purchased	180,585 kWh	57,113 kWh
來自所購得電力的間接能源消耗	180,585 千瓦時	57,113 千瓦時
Energy consumption per employee	1,297 kWh	528 kWh
每位僱員的能源消耗	1,297 千瓦時	528 千瓦時
	per employee	per employee
	每位僱員	每位僱員
	1,297 千瓦時	528 千瓦時





A. ENVIRONMENTAL (continued)

A3. The Environment and Natural Resources

The Group's business has no direct and significant impacts on the environment and natural resources. The ESG working group regularly assesses the environmental risk exposure of the Group. Should there be any subsequent changes to the relevant legislation or the Group's operation, the ESG working group will report such changes to the Board and adopt additional measures, if necessary, to minimize the Group's impact on the environment and natural resources.

We have implemented a number of eco-friendly initiatives to promote efficient use of resources and energy conservation:

- > Switch off lights during lunch hours;
- > Set air-conditioning at an optimal temperature;
- > Pre-set the printers to two-sided printing mode, and post paper-saving reminders near photocopy machines; and
- > Promote reuse and recycle of paper by placing recycling boxes in the office.

In the future we will continuously adopt the above or other additional eco-friendly measures with the aim to maintain a reasonable level of, or further reduce, the emissions, electricity consumed and paper waste produced during the operations of the Group's property investment and management business.

A. 環境 (續)

A3. 環境及天然資源

本集團的業務並無對環境及天然資源構成直接重大影響。環境、社會及管治工作小組定期評估本集團的環境風險。倘相關法例或本集團經營出現任何後續變動，環境、社會及管治工作小組將向董事會匯報任何變動並採納額外措施（如有必要）以將本集團對環境及天然資源的影響減至最低。

我們已實施多項環保措施，以促進有效率使用資源及節約能源：

- > 於午飯時間關燈；
- > 將空調溫度調校至最佳溫度；
- > 將打印機預設為雙面打印模式，並於影印機旁貼上節約用紙告示；及
- > 透過在辦公室放置回收箱推廣重用及回收。

我們未來將持續採用上述或其他額外的環保措施，旨在將本集團物業投資及管理業務營運過程中的排放物、所消耗電力及所產生的廢紙維持在合理水平，或進一步減量。

**B. SOCIAL****Employment and Labour Practices***B1. Employment*

The Group is committed to complying with relevant labour standards and employment laws and regulations which are applicable to our business. The Group has developed comprehensive human resources policies and guidelines to govern staff recruitment, compensation, promotion and dismissal processes, and employees' working hours and rest periods. The Group also endeavours to provide equal opportunities throughout recruitment and employment and to combat all forms of discrimination in workplace. During the reporting period, there were no incidences of non-compliance with Labor Law of the People's Republic of China and other relevant laws and regulations that have imposed a significant impact on employment and labour practices.

B2. Health and Safety

The Group strives to provide a healthy and safe workplace for its employees in all locations. Safety guidelines are stipulated in the Employee Handbook, which is distributed to all employees. During the reporting period, the Group was in compliance with Work Safety Law of the People's Republic of China, Law of the People's Republic of China on Prevention and Control of Occupational Diseases, and other relevant laws and regulations relating to the provision of a safe working environment and protection of employees from occupational hazards which are applicable to the Group's business. No severe injury or fatality was reported throughout the reporting period.

B. 社會**僱傭及勞工實務***B1. 僱傭*

本集團致力遵守適用於我們業務的相關勞工準則及僱傭法律及法規。本集團已建立全面人力資源政策及指引，管理員工招聘、補償、晉升及解僱程序以及僱員工時及休息時間。本集團亦致力於招聘及僱傭期間提供同等機會，並消除工作間任何形式的歧視。於報告期間，概無發生有關中華人民共和國勞動法的不合規事宜，亦無發生對僱傭及勞工實務構成重大影響的其他相關法律及法規不合規事宜。

B2. 健康與安全

本集團致力為其於所有地點的僱員提供健康及安全的工作環境。分派予所有僱員的僱員手冊內訂明安全指引。於報告期內，本集團遵守中華人民共和國安全生產法、中華人民共和國職業病防治法及適用於本集團業務、與提供安全工作環境及保障僱員免受職業危害影響有關的其他相關法律及法規。於報告期間，本集團概無錄得嚴重傷亡。





B. SOCIAL (continued)

Employment and Labour Practices (continued)

B3. Development and Training

The Group places great emphasis in developing our employees and providing both internal and external staff training to enhance their knowledge and skills. The Group has developed a Training Policy to govern training related matters. Each year, management prepares a Training Budget to allocate sufficient resources for staff development based on the results of Training Requirement Survey.

B4. Labour Standards

The Group is committed to complying with Labor Law of the People's Republic of China and other labour standards relevant to the Group's business. The Group has established a policy to prohibit child and forced labour. Management has also taken reasonable and necessary steps in the recruitment process to ensure that there are no deviations from the Group policy and objectives.

Operating Practices

B5. Supply Chain Management

The Group has established a contract policy and corresponding evaluation procedures to govern the selection of suppliers and construction contractors. To ensure product and service quality, and to manage environmental and social risks in supply chain, the Group only engages suppliers and construction contractors with licenses that are granted by relevant regulators or government authorities. The obligations of suppliers and contractors with respect to environmental protection and compliance with relevant safety laws and regulations are clearly stated in signed contracts.

B. 社會 (續)

僱傭及勞工實務 (續)

B3. 發展及培訓

本集團相當重視僱員發展，提供內部及外部員工培訓以加強彼等知識及技術。本集團已建立培訓政策以管理培訓相關事宜。管理層每年根據培訓要求調查編製培訓預算，以分配足夠資源予員工發展。

B4. 勞工準則

本集團致力遵守中華人民共和國勞動法及與本集團業務相關的其他勞工準則。本集團已建立政策禁止童工及強迫勞動。管理層亦已於招聘程序中採取合理及必要的措施，以確保與本集團政策及目標一致。

經營實務

B5. 供應鏈管理

本集團已建立合約政策及相應評估程序，管理供應商及建造工程承包商的選定。為確保產品及服務質素，並管理供應鏈內的環境及社會風險，本集團僅委聘獲相關監管者或政府部門授出牌照的供應商及建造工程承包商。供應商及承包商就環保及符合相關安全法律及法規的責任已於已簽訂的合約中清楚訂明。

**B. SOCIAL** (continued)**Operating Practices** (continued)**B6. Product Responsibility**

The Group recognizes the importance of health and safety, advertising, labelling and privacy matters related to products and services provided by the Group. The Group has established relevant policies to ensure compliance with applicable laws and regulations and to fulfil its corporate responsibility towards the customers.

The Group closely monitors the development projects at every stage to ensure that project development, construction process and product quality are in compliance with Construction Law of the People's Republic of China and other applicable laws and regulations, and requires construction contractors to immediately resolve any defects or non-compliance incidences, where necessary. The Group has entered into contracts with construction contractors to obtain indemnity agreements and their commitment to carry out operational and quality assurance activities, and to comply with regulatory requirements. The Group has also established property acceptance procedures to ensure that the properties are ready for delivery to our customers in pursuant to the sales agreements.

B7. Anti-corruption

The Group strives to create a corporate culture that embraces integrity, honesty and fairness, and is committed to conducting its business in the absence of any undue influences. Requirements and guidelines relating to the prevention of bribery, extortion and fraud are stipulated in the Employee Handbook and other relevant ethics-related internal policies so as to communicate the Group's requirements and to provide guidance to employees in carrying out business and operational duties. The Employee Handbook and internal policies are subject to periodic review, and updates are made, when necessary, to ensure that they are in line with the latest development of Criminal Law of the People's Republic of China, the Law of the People's Republic of China for Countering Unfair Competition and other applicable laws and regulations.

B. 社會 (續)**經營實務** (續)**B6. 產品責任**

本集團肯定與本集團所提供產品及服務有關的健康與安全、廣告、標籤及私隱事宜的重要性。本集團已建立相關政策確保遵守適用法律及法規，並履行其對客戶的企業責任。

本集團於每個階段密切監測發展項目，確保項目發展、建造過程及產品質素符合中華人民共和國建築法及其他適用法律及法規，並要求建造工程承包商即時解決任何缺陷或不合規事件（如有必要）。本集團已與建造工程承包商訂立合約，以取得彌償協議，及彼等承諾進行營運及品質保證活動並遵守監管規定。本集團亦已建立物業驗收程序，確保物業可根據銷售協議交付予客戶。

B7. 反貪污

本集團致力創造正直、誠實和公平的企業文化，以在免受不當影響的情況下進行業務。已於僱員手冊中訂明與防止賄賂、勒索及欺詐有關的要求及指引，以及其他相關道德操守相關內部政策以向僱員傳達本集團的要求，並提供進行業務及經營職務的指引。僱員手冊及內部政策乃經定期審閱，並將會更新（如必要）以確保符合中華人民共和國刑事法、中華人民共和國反不正當競爭法及其他適用法律及法規的最新發展。





B. SOCIAL (continued)

Community

B8. Community Investment

The Group has taken the communities' interests into consideration when conducting business. It is of our great desire to minimize the negative impact of our operational activities to the community. All employees are encouraged to participate in community activities and charitable activities as contribution to society.

B. 社會 (續)

社區

B8. 社區投資

本集團於進行業務時已將社區利益納入考慮，我們冀望將我們經營活動對社區的負面影響降至最低。我們鼓勵所有員工參與社區活動及慈善活動以貢獻社會。



Directors are pleased to present their report and the audited consolidated financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Details of the principal activities of the principal subsidiaries and associate are set out in notes 16 and 17 to the consolidated financial statements. Its subsidiaries are principally engaged in property development, investment and management in the People's Republic of China ("PRC").

BUSINESS REVIEW

A fair review of the Group's business, an indication of likely future development in the Group's business and an analysis using financial key performance indicators are provided in the "Chairman's Statement" and the "Business and Financial Review", respectively, from pages 4 to 8 and pages 9 to 19 of this Annual Report. A description of the principal risks and uncertainties facing the Group, a discussion on the Group's environmental policies and performance and an account of the Group's key relationships with its stakeholders are stated therein. The above discussions form part of the Report of the Directors.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the Group sold 34% of its goods and services to its five largest customers in its continuing operation. Sales to the largest customer represents 9.6% of the total sales. Whereas, purchases of the Group's five largest suppliers and contractors accounted for 69.5% (2017: 63.6%) of the total purchases for the year and purchases from the largest supplier and contractor included therein amounted to 37.0% (2017: 27.1%) of the total purchases.

As far as the directors are aware, neither the directors, their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) nor those shareholders (which, to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers or suppliers or contractors.

董事欣然呈列彼等之報告書及截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司為投資控股公司。主要附屬公司及聯營公司主要業務之詳情載於綜合財務報表附註16及17。附屬公司主要於中華人民共和國（「中國」）從事物業發展、投資及管理。

業務回顧

對本集團業務之中肯審視、本集團業務之日後發展表示及採用財務關鍵表現指標進行之分析分別載於本年報第4至8頁及第9至19頁之「主席報告書」及「業務及財務回顧」。本集團所面對之主要風險及不確定因素描述、對本集團環保政策及表現之討論以及本集團與利益相關方之主要關係描述載於本節。上述討論構成董事會報告之一部分。

主要客戶及供應商

於回顧年度，本集團於持續業務中向五大客戶出售約34%的貨物及服務。向最大客戶的銷售額佔銷售總額的9.6%。然而，本集團向五大供應商和承建商之採購佔本年度採購總額之69.5%（二零一七年：63.6%），而向其中最大供應商及承建商之採購佔採購總額之37.0%（二零一七年：27.1%）。

據董事所知，董事、彼等之聯繫人士（定義見香港聯合交易所有限公司證券上市規則（「上市規則」））或就董事所知擁有本公司已發行股本5%以上之股東概無擁有本集團五大客戶或承包商之任何權益。



REPORT OF THE DIRECTORS

董事會報告書

RESULTS

The results of the Group for the year ended 31 December 2018 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statement on pages 62 to 63.

DIVIDEND

The Directors do not recommend the payment of a final dividend for the years ended 31 December 2017 and 2018.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 69 to 70 and note 43 to the consolidated financial statements respectively.

SUBSTANTIAL INVESTMENTS AND ACQUISITIONS

On 29 December 2018, the Group successfully bid for the land use rights to a parcel of land with a site area of approximately 247,000 square meters located in Shatou Town* (沙頭鎮), in-between Guihuazhi Road* (規劃支路), Yangtze Riverside Expressway Auxiliary Road* (沿江高等級公路輔路), Renmin Road* (人民路) and Zhuhe* (主河) in Yangzhou City, Jiangsu Province, the PRC through listing-for-sale organized and held by Yangzhou City Land Resources Bureau at the land grant price of RMB326.4 million. The acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is regarded as a "Qualified Property Acquisition" under Rule 14.04(10C) of the Listing Rules. Further details of the acquisition are disclosed in the announcement and circular of the Company dated 20 December 2018 and 22 February 2019, respectively.

業績

本集團截至二零一八年十二月三十一日止年度業績與本公司及本集團於該日之財務狀況載於第62至63頁之綜合財務報表。

股息

董事不建議派付截至二零一七年及二零一八年十二月三十一日止年度末期股息。

儲備

本集團及本公司儲備於本年度之變動詳情分別載於第69至70頁之綜合權益變動表及綜合財務報表附註43。

重大投資及收購

於二零一八年十二月二十九日，本集團成功透過揚州市國土資源局籌辦舉行之掛牌，按土地出讓價人民幣326.4百萬元投得位於中國江蘇省揚州市沙頭鎮（位處規劃支路、沿江高等級公路輔路、人民路與主河之間）一幅地盤面積約247,000平方米之地塊之使用權。該收購事項根據上市規則第14章構成本公司之主要交易，且根據上市規則第14.04(10C)條被視為「合資格地產收購」。收購事項之進一步詳情披露於本公司日期分別為二零一八年十二月二十日及二零一九年二月二十二日之公告及通函。



SHARE CAPITAL AND SHARE OPTIONS

Details of movements during the year in the share options and share capital of the Company are set out in notes 31 and 32 to the consolidated financial statements.

FIXED ASSETS

Details of the movements during the year in the investment properties and plant and equipment of the Group are set out in notes 14 and 15 respectively to the consolidated financial statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 December 2018 are set out in note 29 to the consolidated financial statements.

FINANCIAL SUMMARY

Consolidated Results

		Year ended 31 December 截至十二月三十一日止年度				
		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		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	278,668	727,015	506,764	365,990	375,924
Profit/(loss) before income tax	除所得稅前溢利／ (虧損)	101,397	188,410	(54,966)	(191,435)	(18,900)
Income tax (expense)/credit	所得稅(開支)／抵免	(40,510)	(129,995)	(18,745)	76,309	36,628
Profit/(loss) for the year	年度溢利／(虧損)	60,887	58,415	(73,711)	(115,126)	17,728
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	69,625	63,667	(73,711)	(115,125)	17,728
Non-controlling interests	非控股權益	(8,738)	(5,252)	-	(1)	-
		60,887	58,415	(73,711)	(115,126)	17,728

股本及購股權

本公司購股權及股本於本年度之變動詳情載於綜合財務報表附註31及32。

固定資產

本集團投資物業與廠房及設備於本年度之變動詳情分別載於綜合財務報表附註14及15。

借貸

本集團於二零一八年十二月三十一日之借貸詳情載於綜合財務報表附註29。

財務摘要

綜合業績



REPORT OF THE DIRECTORS

董事會報告書

Consolidated Assets, Equity and Liabilities

綜合資產、權益及負債

As at 31 December

於十二月三十一日

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
ASSETS	資產					
Non-current assets	非流動資產	1,266,364	1,264,218	1,249,309	1,537,630	1,460,292
Current assets	流動資產	2,353,925	2,033,492	2,387,501	1,973,655	2,432,955
		3,620,289	3,297,710	3,636,810	3,511,285	3,893,247
LIABILITIES	負債					
Current liabilities	流動負債	1,423,477	1,156,509	1,400,458	2,829,354	3,278,537
Non-current liabilities	非流動負債	232,723	246,628	406,766	497,268	392,719
		1,656,200	1,403,137	1,807,224	3,326,622	3,671,256
EQUITY	權益					
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	1,947,888	1,874,634	1,809,395	164,472	201,799
Non-controlling interests	非控股權益	16,201	19,939	20,191	20,191	20,192
Total Equity	權益總額	1,964,089	1,894,573	1,829,586	184,663	221,991

DIRECTORS

The directors of the Company during the year and up to the date of this report were as follows:

Executive Directors:

Mr. ZHANG Gao Bin (*Chairman*)

Mr. LUO Zhangguan

Independent Non-executive Directors:

Mr. LO Wai Hung

Mr. CHAN Chi Mong, Hopkins

Mr. MAK Yiu Tong

In accordance with the Company's bye-laws, all of the directors are subject to retirement by rotation and re-election. Mr. Lo Wai Hung and Mr. Mak Yiu Tong will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

董事

於本年度及直至本報告日期，本公司董事如下：

執行董事：

張高濱先生（主席）

羅章冠先生

獨立非執行董事：

盧偉雄先生

陳之望先生

麥耀棠先生

根據本公司之公司細則，全體董事均須輪值告退並能膺選連任。盧偉雄先生及麥耀棠先生將於應屆股東週年大會上輪值告退，惟彼等符合資格並願意膺選連任。



BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 20 to 22 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Each of independent non-executive directors, had entered into a service contract with the Company for a term of two years and each of these contracts is subject to termination by either party giving not less than 1 month's written notice.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries 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.

COMPETING INTERESTS

None of the directors or the management shareholders of the Company or any of their respective associates (as defined in the Listing Rules) had any business which was considered to compete or was likely to compete with the businesses of the Group.

董事及高級管理人員之履歷

本公司董事及本集團高級管理人員之詳盡履歷載於本年報第20至22頁。

董事之服務合約

獨立非執行董事已各自與本公司訂立服務合約，為期兩年，而各合約均可由訂立的任何一方發出不少於一個月之書面通知終止。

除上述者外，擬於應屆股東週年大會上膺選連任之董事概無訂立於一年內本公司可毋須支付補償（法定補償除外）而終止之服務合約。

獲准許的彌償條文

根據本公司的細則，各名董事將有權就其涉及執行其職務職責或因其涉及其他有可能蒙受或產生的一切虧損或負債，從本公司的資產中獲得彌償。本公司已於年內為本集團的董事及高級職員安排投購適當董事及高級職員的責任保險範圍。

董事於重大合同之權益

於本年度結算日及年內任何時間，本公司或其任何附屬公司概無訂立本公司董事直接或間接於其中擁有重要權益之重大合同。

競爭權益

董事或本公司管理層股東或彼等任何各自聯繫人士（定義見上市規則）概無經營任何被視為或可能與本集團業務競爭之業務。



REPORT OF THE DIRECTORS

董事會報告書

MANAGEMENT CONTRACTS

No contracts other than employment contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2018, the interest or short position of the Directors and chief executives in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

管理層合約

本年度內，除僱員合約外，並無訂立或已訂立有關本公司整體業務或任何重要部份之管理及行政之合約。

董事及行政總裁於本公司或任何相聯法團之股份、相關股份及債權證之權益及短倉

於二零一八年十二月三十一日，董事及行政總裁於本公司或其任何相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部之涵義）之股份、相關股份或債權證中，登記擁有須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所的權益或短倉（包括彼等根據證券及期貨條例有關條文擁有或視作擁有之權益或短倉），或須及已於本公司根據證券及期貨條例第352條規定須存置之登記冊記錄的權益或短倉，或根據標準守則另行通知本公司及聯交所的權益或短倉乃如下述：

Name of director	Capacity/ Nature of interest	Number of shares	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
董事姓名	身份／權益性質	股份數目	
Zhang Gao Bin 張高濱	Personal 個人	108,860,000	1.06%
	Interest in controlled corporation 於受控制法團的權益	6,484,393,939	63.00%
Mak Yiu Tong 麥耀棠	Personal 個人	150,000	0.00%



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Directors or chief executives of the Company, as at 31 December 2018, the interests or short positions of substantial shareholders (other than Directors or the chief executives of the Company) in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of SFO or were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東於本公司股份及相關股份之權益及短倉

據本公司董事或行政總裁所知，於二零一八年十二月三十一日，主要股東（本公司董事或行政總裁除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或於本公司根據證券及期貨條例第336條規定須存置之登記冊記錄之權益或短倉如下：

Name	Note	Number of underlying shares interest	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
名稱	附註	相關股份權益數目	
Talent Trend Holdings Limited	1	6,484,393,939	63.00%

Notes:

附註：

(1) The entire issued share capital of Talent Trend Holdings Limited is directly, beneficially and wholly owned by Mr. Zhang Gao Bin.

(1) Talent Trend Holdings Limited全部已發行股本由張高濱先生直接、實益及全資擁有。





REPORT OF THE DIRECTORS

董事會報告書

SHARE OPTION SCHEME

Share option scheme of the Company was adopted on 20 May 2013 for the purpose of providing incentives and rewards to Participants who contribute to the success of the Group's operations. Particulars of the scheme are set out in note 30 to the consolidated financial statements. The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the company in issue at any time. As at 30 March 2019, the number of shares of the Company available for issue in respect thereof was 1,029,313,655, representing 10% of the issued shares of the Company. In addition, save as determined at the discretion of the Board, there is no minimum holding period before an Option is exercisable. No options were granted, exercised, cancelled, lapsed or remained outstanding during the year ended 31 December 2018.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

EQUITY LINKED AGREEMENTS

Save as disclosed in the sections headed "Share Option Scheme", no equity linked agreements were entered into during the year or subsisted at the end of the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws and there is no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

There was no purchase, sale or redemption of shares or other securities of the Company by the Company or its subsidiaries during the year.

購股權計劃

本公司購股權計劃於二零一三年五月二十日獲採納，旨在激勵及獎勵為本集團之成功經營作出貢獻之參與者。該計劃之詳情載於綜合財務報表附註30。目前根據該計劃可授出之尚未行使購股權數目（於購股權行使時）最多不得超過本公司於任何時間已發行股份之10%。於二零一九年三月三十日，購股權行使時可供發行之本公司股份數目為1,029,313,655股，佔本公司已發行股份之10%。此外，除非董事會酌情另行決定，並無規定購股權行使前須持有之最短期限。截至二零一八年十二月三十一日止年度，並無已授出、已行使、註銷、失效或未行使之購股權。

購買股份或債權證之安排

於年內任何時間，本公司或其任何附屬公司均無參與任何安排以使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲益。

股票掛鈎協議

除「購股權計劃」一節披露者外，於年內或年末後並無訂立或存續任何股票掛鈎協議。

優先購買權

本公司細則並無優先購買權條文，百慕達法例亦無要求本公司按比例向現有股東發售新股的相關權利限制。

購買、出售或贖回證券

本公司或其附屬公司年內概無購買、出售或贖回本公司股份或其他證券。



CONNECTED AND RELATED PARTY TRANSACTIONS

Save as the related party transactions as set out in note 40 to the consolidated financial statements which were fully exempt from the disclosure requirements in accordance with Chapter 14A of the Listing Rules and the acquisition of equity interest in a project company in Yingtan where such acquisition was subsequently terminated (details are disclosed in the announcements of the Company dated 25 July 2018 and 31 August 2018), the Group did not enter into any other connected or continuing connected transactions during the financial year ended 31 December 2018.

CORPORATE GOVERNANCE

The Company's Corporate Governance Report is set out on pages 23 to 32 of the annual report.

CONFIRMATION OF INDEPENDENCE FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Company's directors.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's shares.

關連及關聯人士交易

除綜合財務報表附註40所載關聯人士交易獲全面豁免根據上市規則第14A章之披露要求及收購鷹潭項目公司股權（該收購事項於其後終止，詳情於本公司日期為二零一八年七月二十五日及二零一八年八月三十一日的公佈披露）外，本集團於截至二零一八年十二月三十一日止財政年度並無訂立任何其他關連或持續關連交易。

企業管治

本公司之企業管治報告載於本年報第23至32頁。

獨立非執行董事之獨立性確認書

本公司已接獲各獨立非執行董事根據上市規則第3.13條就有關彼等之獨立性發出之年度確認書。本公司認為全體獨立非執行董事均屬獨立人士。

足夠公眾持股量

於本報告日期，根據本公司可公開獲得之資料及據本公司董事所知，本公司一直維持上市規則所指定之公眾持股量。

稅務寬減

本公司概不知悉任何因股東持有本公司股份而向彼等提供之稅務寬減。





REPORT OF THE DIRECTORS

董事會報告書

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming annual general meeting to be held on 3 June 2019, the register of members of the Company will be closed from 29 May 2019 to 3 June 2019, both days inclusive. In order to qualify for attending and voting at the annual general meeting, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 28 May 2019.

AUDITORS

A resolution will be tabled in the forthcoming annual general meeting to re-appoint Messrs. CHENG & CHENG LIMITED as auditors of the Company.

On behalf of the Board

Zhang Gao Bin

Chairman

Hong Kong, PRC, 30 March 2019

暫停辦理股份過戶登記手續

為確定本公司股東有權出席將於二零一九年六月三日舉行的股東週年大會並於會上投票，本公司將自二零一九年五月二十九日至二零一九年六月三日（包括首尾兩日）暫停辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件須不遲於二零一九年五月二十八日下午四時三十分前，送交本公司的香港股份過戶登記分處中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓。

核數師

有關續聘鄭鄭會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會提出。

代表董事會

主席

張高濱

中國香港，二零一九年三月三十日

**CHENG & CHENG LIMITED**

CERTIFIED PUBLIC ACCOUNTANTS

鄭 鄭 會 計 師 事 務 所 有 限 公 司

10/F., Allied Kajima Building,
138 Gloucester Road, Wanchai, Hong Kong

To the Shareholders of Talent Property Group Limited*(Incorporated in Bermuda with limited liability)***OPINION**

We have audited the consolidated financial statements of Talent Property Group Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 62 to 212, which comprise the consolidated statement of financial position as at 31 December 2018, 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.

致新天地產集團有限公司股東*(於百慕達註冊成立之有限公司)***意見**

吾等已審核第62頁至第212頁所載新天地產集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）的綜合財務報表，此綜合財務報表包括於二零一八年十二月三十一日的綜合財政狀況表及於截至該日止年度的綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表，以及包括主要會計政策概要在內的綜合財務報表附註。

吾等認為，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的《香港財務報告準則》（「香港財務報告準則」）真實而公平地反映 貴集團於二零一八年十二月三十一日的綜合財政狀況及截至該日止年度 貴集團的綜合財務表現及其綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈的《香港審計準則》（「香港審計準則」）進行審核。根據該等準則，吾等的責任於本報告「核數師就審核綜合財務報表的責任」一節中詳述。根據香港會計師公會的「專業會計師道德守則」（「守則」），吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證足夠及能適當地為吾等的意見提供基礎。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

KEY AUDIT MATTERS

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

Valuation of investment properties

The key audit matter

As at 31 December 2018, the fair value of investment properties of the Group was RMB704,000,000.

Significant estimation and judgement are required by management of the Group to determine the fair value of the investment properties. To support the fair value determined by the management of the Group, the Group engaged an external valuer to perform valuations on the investment properties at the end of the reporting period.

The accounting policies and disclosures for the estimation of fair value of investment properties are included in notes 2, 4 and 14.

How the matter was addressed in our audit

We evaluated the objectivity, independence and competency of the valuer.

We compared inputs to the valuation model, on a sample basis, with the Group's records, which included underlying lease agreements and documentation, details of number of property units held for investment purposes and current rents.

We discussed with the external valuer regarding the reasonableness of methodology and key assumptions being used in the fair value exercise.

We performed site visits accompanied by the management of the Group for investment properties which enabled us to assess the status of occupancy rate.

關鍵審核事項

關鍵審核事項為根據吾等的專業判斷中，認為對本期綜合財務報表的審核最為重要的事項。吾等於審核整體綜合財務報表及作出意見時處理此等事項，而吾等不會就此等事項單獨發表意見。

投資物業的估值

關鍵審核事項

於二零一八年十二月三十一日，貴集團投資物業的公平值為人民幣704,000,000元。

貴集團管理層釐定投資物業的公平值需要作出重大估計和判斷。為支持貴集團管理層釐定公平值，貴集團聘請外部估值師於報告期末時對投資物業進行估值。

估計投資物業公平值的會計政策和披露資料載於附註2、4及14。

吾等於審核時如何處理關鍵審核事項

吾等已評估估值師的客觀性、獨立性和能力。

吾等以抽樣基準將估值方法的輸入數據與貴集團的記錄進行比較，其中包括相關租賃協議和文件、為投資目的所持有的物業單位數目及當前租金的詳情。

吾等與外部估值師就公平值估計中使用的估值方法和關鍵假設之合理性進行討論。

吾等在貴集團管理層陪同下進行實地考察，讓吾等評估投資物業出租率的狀況。



KEY AUDIT MATTERS (continued)

Net realisable value assessment of the Group's properties under development and completed properties held for sale

The key audit matter

As at 31 December 2018, the Group held properties under development and completed properties held for sale amounted to RMB1,860,035,000 and RMB288,038,000 respectively, net of reversal of impairment loss of properties under development RMB81,518,000 recognised during the year ended 31 December 2018, as disclosed in notes 19 and 20 respectively to the consolidated financial statements.

The estimation of the net realisable values ("NRV") of properties under development and completed properties held for sale required the management of the Group to estimate the selling prices based on prevailing market conditions, less costs to complete and sell the properties. Given that the Group had significant amounts of properties under development and completed properties held for sale and that the management's determination of the NRV required the management of the Group to exercise significant judgment, we concluded that the NRV assessment as one of the key audit matter.

How the matter was addressed in our audit

We noted that the management of the Group had engaged an independent valuer to determine the current market values of the completed properties held for sale and properties with significant construction work completed, in order to perform the NRV assessment. We assessed the valuer's independence, qualifications and expertise and read their terms of engagement with the Group to determine whether there were any matters that might have affected their objectivity or whether there were scope limitations imposed upon their work.

關鍵審核事項 (續)

評估 貴集團持有發展中物業及持作出售之已竣工物業的可變現淨值

關鍵審核事項

於二零一八年十二月三十一日，貴集團持有發展中物業及持作出售之已竣工物業分別為數人民幣1,860,035,000元及人民幣288,038,000元，截至二零一八年十二月三十一日止年度確認的發展中物業減值虧損撥回為人民幣81,518,000元分別於綜合財務報表附註19和20披露。

發展中物業及持作出售之已竣工物業的可變現淨值（「可變現淨值」）的估計需要 貴集團管理層根據現行市況估算銷售價格，減去完成和出售物業的成本得出。鑒於 貴集團擁有大量發展中物業及持作出售之已竣工物業，而管理層在釐定可變現淨值時，需要 貴集團管理層進行重大判斷，吾等認為，可變現淨值的評估為關鍵審核事項之一。

吾等於審核時如何處理關鍵審核事項

吾等注意到，貴集團管理層已聘請獨立估值師釐定持作出售之已竣工物業及已完成大部分建築工程的物業的現行市價，以進行可變現淨值之評估。吾等已評估估值師的獨立性、資歷及專業知識，並閱讀 貴集團聘用其的條款，以確定是否有任何可能影響其客觀性的事項，以及是否對其工作施加限制。





INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

KEY AUDIT MATTERS (continued)

How the matter was addressed in our audit

We discussed with the valuer the methodology and assumptions used in determining the market values of the properties. Specifically, with regard to completed properties held for sale, we sample-checked the estimated market values of properties used by the valuer to the actual selling prices of comparable properties in the similar location near the end of the reporting period and determined whether there was any significant variance. With regard to the properties under development, we discussed with the management of the Group and the valuer how they arrived at the estimated percentage of completion, the estimated selling prices when they are completed and the estimated costs to complete, and checked to the sourced data on a sample basis. Further, we compared the market values determined by the valuer with the carrying amount of the properties recorded in the Group's consolidated financial statements to see whether adequate impairment had been made.

For the properties under development with only minimal construction work has been performed, we discussed with the management of the Group how they assess the NRV and compared the carrying value of such properties under development to the recent bidding prices for land and properties nearby and assess whether adequate impairment, if any, had been made.

Interests in an associate

The key audit matter

As set out in note 17 to the Group's consolidated financial statements, the Group had a 30% equity investment in an associate which had been accounted for using the equity method. As at 31 December 2018, the Group's interest in the associate amounted to RMB501,515,000. The Group's share of the associate's profit after tax for the year ended 31 December 2018 was RMB23,119,000.

The associate is a property developer in Guangzhou, the PRC. As at 31 December 2018, the associate had completed properties held for sale, amounted to RMB748,714,000, that were required to be carried at the lower of cost and NRV in accordance with the Group's policy. Given that the NRV estimation required a significant management judgment and that completed properties held for sale represented significant components of the associate's net assets, we concluded that the NRV assessment of the associate's completed properties held for sale was one of the key audit matters.

關鍵審核事項 (續)

吾等於審核時如何處理關鍵審核事項

吾等與估值師討論釐定物業市值時採用的方法及假設。具體來說，關於持作出售之已竣工物業，吾等對估值師使用的物業的估計市值作出抽樣檢查，並與報告期末時在類似地點的可比較物業的實際售價進行比較，確定是否有任何重大差異。就發展中物業，吾等與貴集團管理層及估值師討論，其如何得出估計完工百分比、完工後的估計售價和完工的估計成本，並以抽樣基準檢查源頭數據。此外，吾等把估值師釐定的市值，與貴集團綜合財務報表所記錄物業的賬面值作比較，了解是否已作出充分的減值。

就僅進行極少量建築工程的發展中物業而言，吾等與貴集團管理層討論彼等如何評估可變現淨值，並特別討論將該等物業的賬面值與相近地點土地及物業近期的投標成交價格比較，了解是否已作出充分的減值（如有）。

於一間聯營公司的權益

關鍵審核事項

如貴集團綜合財務報表附註17所載，貴集團於一間聯營公司的30%股權投資，於綜合財務報表以權益法入賬。於二零一八年十二月三十一日，貴集團於聯營公司權益為數人民幣501,515,000元。截至二零一八年十二月三十一日止年度，貴集團在聯營企業的稅後溢利中分佔人民幣23,119,000元。

該聯營公司為於中國廣州市的一名房地產開發商。於二零一八年十二月三十一日，聯營公司的持作出售之已竣工物業，為人民幣748,714,000元，按照貴集團的政策規定，須以成本和可變現淨值兩者之較低者入賬。鑒於可變現淨值的估計需要管理層作出重大判斷，而持作出售之已竣工物業為聯營公司淨資產相對的重要組成部分，吾等認為，聯營公司的持作出售之已竣工物業的可變現淨值評估是其中一項關鍵審核事項。



KEY AUDIT MATTERS (continued)

How the matter was addressed in our audit

We were not the statutory auditor of the financial statements of the associate. We performed audit on material items of the associate.

We discussed with the management of the Group for the performance of the associate and how the associate prepared the financial statements, in particular, whether the accounting policies used by the associate in preparing its financial statements were in line with the Group's policies. With regard to the associate's completed properties held for sale, we had performed site visits to certain properties site. Further, we had compared the carrying amount of the properties stated in the associate's financial statements with the latest selling prices of the properties.

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

關鍵審核事項 (續)

吾等於審核時如何處理關鍵審核事項

吾等不是該聯營公司財務報表的法定核數師。吾等對該聯營公司的重要項目進行審核。

吾等與 貴集團的管理層討論該聯營公司的表現、以及該聯營公司如何編製其財務報表，特別是該聯營公司於編製其財務報表時採用的會計政策是否與 貴集團的政策相符。關於該聯營公司的持作出售之已竣工物業，吾等對某些物業進行現場實地視察。此外，吾等將該聯營公司的財務報表內所列物業的賬面值與物業的最新售價進行比較。

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資料，但不包括綜合財務報表及吾等就此發出的核數師報告。

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

當審核綜合財務報表時，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所瞭解的情況有重大抵觸，或者存在重大錯誤陳述。

基於吾等已執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等沒有任何報告。





INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

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

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

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

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

董事對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製並真實而公允地呈列的綜合財務報表，並為其認為必須為使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述的內部控制負責。

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

董事在審核委員會協助下履行監督 貴集團財務報告過程的責任。

核數師就審核綜合財務報表的責任

吾等的目標為合理保證整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有吾等意見的核數師報告。本報告僅向 閣下（作為整體）按照百慕達公司法第90條報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負責或承擔任何責任。



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

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 skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表的責任 (續)

合理保證屬高層次保證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，吾等運用專業判斷，於整個審核過程中抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制之上，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。





INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

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

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

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

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

核數師就審核綜合財務報表的責任 (續)

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請使用者注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂 閣下的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表（包括資料披露）的整體列報、架構及內容，以及綜合財務報表是否已中肯反映及列報相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行對 貴集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

除其他事項，吾等與審核委員會就審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部控制的任何重大缺陷溝通。

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並與他們溝通所有被合理認為可能影響吾等的獨立性的關係及其他事宜，以及在適用的情況下，相關的防範措施。

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS** (continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter of 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.

核數師就審核綜合財務報表的責任
(續)

吾等從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

CHENG & CHENG LIMITED

Certified Public Accountants (Practising)

Hong Kong, 30 March 2019

Ho Wan Nei

Practising Certificate number P06991

鄭鄭會計師事務所有限公司

執業會計師

香港，二零一九年三月三十日

何雲妮

執業證書編號：P06991





CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入報表

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

		Notes	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		附註		
Revenue	收益	5,6	278,668	727,015
Cost of sales and services	銷售及服務成本		(196,589)	(544,692)
Gross profit	毛利		82,079	182,323
Other revenue and net income/(loss)	其他收益及收入 ／(虧損)淨額	7	35,342	6,361
Distribution costs	分銷成本		(23,178)	(14,738)
Administrative and other operating expenses	行政及其他經營開支		(51,776)	(48,850)
Loss on disposal of assets classified as held for sale	出售分類為持作出售 資產之虧損	25	-	(10,948)
Fair value changes on investment properties	投資物業之公平值變動		(38,933)	9,339
Reversal of impairment loss of properties under development	撥回發展中物業之 減值虧損		81,518	82,772
Share of result of an associate	分佔一間聯營公司業績		23,119	585
Finance costs	融資成本	8	(6,774)	(18,434)
Profit before tax	除所得稅前溢利	9	101,397	188,410
Income tax expense	所得稅開支	12	(40,510)	(129,995)
Profit for the year	年度溢利		60,887	58,415
Profit attributable to:	下列人士應佔溢利：			
Owners of the Company	本公司擁有人		69,625	63,667
Non-controlling interests	非控股權益		(8,738)	(5,252)
			60,887	58,415

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入報表

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

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Other comprehensive (loss)/ income for the year	年度其他全面(虧損)/ 收入			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益 的項目：			
Exchange differences on translation of financial statements of foreign operations	換算海外業務之財務報 表之匯兌差額		197	1,572
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的 項目：			
Fair value loss on investments in equity instruments at fair value through other comprehensive income	按公平值計入其他全面 收入之股權工具投資 的公平值虧損		(1,000)	-
Other comprehensive (loss)/income for the year	年度其他全面(虧損)/ 收入		(803)	1,572
Total comprehensive income for the year	年度全面收入總額		60,084	59,987
Total comprehensive income attributable to:	下列人士應佔全面收入 總額：			
Owners of the Company	本公司擁有人		68,822	65,239
Non-controlling interests	非控股權益		(8,738)	(5,252)
			60,084	59,987
			RMB 人民幣	RMB 人民幣
Earnings per share	每股盈利	13		
Basic	基本		0.676 cent分	0.619 cent分
Diluted	攤薄		0.676 cent分	0.619 cent分



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財政狀況表

(As at 31 December 2018) (於二零一八年十二月三十一日)

			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		<i>Notes</i> 附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investment properties	投資物業	14	704,000	741,000
Plant and equipment	廠房及設備	15	2,899	2,903
Interests in an associate	於一間聯營公司之權益	17	501,515	474,096
Available-for-sale financial assets	可供出售金融資產	18	-	1,000
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	22	20,000	-
Deferred tax asset	遞延稅項資產	30	37,950	45,219
			1,266,364	1,264,218
Current assets	流動資產			
Properties under development	發展中物業	19	1,860,035	1,286,634
Completed properties held for sale	持作出售之已竣工物業	20	288,038	347,154
Trade receivables	應收賬款	21	7,782	12,246
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	22	106,939	318,651
Contract costs	合約成本	23	2,273	-
Tax recoverable	可退回稅項		42,647	17,709
Pledged deposit	已抵押按金	24	3,000	-
Cash and cash equivalent	現金及現金等價物	24	43,211	51,098
			2,353,925	2,033,492

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財政狀況表

(As at 31 December 2018) (於二零一八年十二月三十一日)

			2018 二零一八年	2017 二零一七年
		Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Current liabilities	流動負債			
Trade payables	應付賬款	26	279,251	132,998
Accruals and other payables	應計費用及其他應付款項	27	230,488	488,442
Contract liabilities	合約負債	28	246,628	-
Provision for tax	稅項撥備		285,256	263,215
Borrowings	借款	29	381,854	271,854
			1,423,477	1,156,509
Net current assets	流動資產淨值		930,448	876,983
Total assets less current liabilities	總資產減流動負債		2,196,812	2,141,201
Non-current liability	非流動負債			
Deferred tax liability	遞延稅項負債	30	232,723	246,628
Net assets	資產淨值		1,964,089	1,894,573
EQUITY	權益			
Share capital	股本	32	37,628	37,628
Reserves	儲備	33	1,910,260	1,837,006
Equity attributable to the owners of Company	本公司擁有人應佔權益		1,947,888	1,874,634
Non-controlling interests	非控股權益		16,201	19,939
Total equity	權益總額		1,964,089	1,894,573

Zhang Gao Bin
張高濱
Director
董事

Luo Zhangguan
羅章冠
Director
董事



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利		101,397	188,410
Adjustments for:	調整：			
Interest income on financial assets carried at amortised costs	按攤銷成本入賬之金融資產利息收入	7	(1,364)	(3,013)
Loss on disposal of investment properties	出售投資物業虧損		-	10,948
Fair value changes on investment properties	投資物業公平值變動		38,933	(9,339)
Allowance for expected credit losses for trade receivables	應收賬款預期信貸虧損撥備	9	6,182	-
Management fee income from an associate	應收一間聯營公司管理費收入	7	(12,345)	(187)
Interest income on loan to an associate	給予一間聯營公司貸款之利息收入	7	(3,262)	(589)
Reversal of impairment loss of properties under development	撥回發展中物業之減值虧損		(81,518)	(82,772)
Reversal of impairment loss of completed properties held for sale	撥回持作出售之已竣工物業之減值虧損	7	(830)	-
Reversal of over-provided compensations and claims expenses	撥回超額撥備補償及索償開支	7	(7,583)	-
Reversal of management fee expenses	撥回管理費開支	7	(3,639)	-
Reversal of interest expenses	撥回利息開支	7	(4,716)	-
Share of result of an associate	分佔一間聯營公司業績		(23,119)	(585)
Finance costs	融資成本		6,774	18,434
Depreciation on plant and equipment	廠房及設備折舊			
– Owned assets	– 自有資產	9	1,547	576

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Operating cash flow before working capital changes	營運資金變動前之經營現金流量	16,457	121,883
(Increase)/decrease in properties under development and completed properties held for sale	發展中物業及持作出售之已竣工物業(增加)/減少	(424,968)	104,311
(Increase)/decrease in trade receivables	應收賬款(增加)/減少	(1,718)	831
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	191,378	68,023
Decrease in contract costs	合約成本減少	3,636	-
Decrease in financial assets at fair value through profit or loss	以公平值計入損益的金融資產減少	-	140,000
Increase in trade payables	應付賬款增加	146,253	34,567
Increase/(decrease) in accruals and other payables	應計費用及其他應付賬款增加/(減少)	22,278	(428,273)
Increase in contract liabilities	合約負債增加	9,298	-
Prepayment for addition of properties under development	添置發展中物業之預付款項	-	(266,800)
Cash used in operations	經營業務所用之現金	(37,386)	(225,458)
Land appreciation tax paid	已付土地增值稅	(8,148)	(17,799)
Income tax paid	已付所得稅	(43,385)	(94,706)
Net cash used in operating activities	經營業務所用之現金淨額	(88,919)	(337,963)
Cash flows from investing activities	投資業務之現金流量		
Purchase of plant and equipment	購買廠房及設備	(1,541)	(1,407)
Purchase of investment property	購買投資物業	(1,933)	(6,661)
Proceeds from disposal of investment properties, net	出售投資物業所得淨款項	-	199,052
Placement of pledged deposits	存放已抵押按金	(3,000)	-
Interest received	已收利息	1,364	3,013
Dividend received from the associate	來自聯營公司的股息	-	38,100
Net cash (used in)/generated from investing activities	投資業務(所用)/所得之現金淨額	(5,110)	232,097



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cash flows from financing activities	融資業務之現金流量			
Proceeds from other unsecured loan	其他無擔保貸款所得款項		20,000	41,306
Proceeds from other secured loan	其他有擔保貸款所得款項		300,000	-
Repayment of bank loans	償還銀行貸款		(170,000)	(14,500)
Repayment of other unsecured loan	償還其他無擔保貸款		(40,000)	-
Net movement of amounts due to an associate	應付一間聯營公司款項變動淨值		(10,322)	(92,540)
Net movement of amounts due to an executive director	應付一名執行董事款項變動淨值		(14,230)	(7,416)
Finance costs	融資成本		(4,341)	(16,001)
Capital injection from non-controlling interest	非控股權益注資		5,000	5,000
Net cash generated from/ (used in) financing activities	融資業務所得 / (所用) 之現金淨額		86,107	(84,151)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(7,922)	(190,017)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		51,098	241,239
Effect of foreign exchange rate changes	匯率變動之影響		35	(124)
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		43,211	51,098
Analysis of cash and cash equivalents	現金及現金等價物分析			
Bank balances and cash	銀行結餘及現金	24	43,211	51,098

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Share premium	Currency translation reserve	Capital reserve	Contributed surplus	Fair value through other Capital comprehensive redemption reserve	Fair value through other Capital comprehensive income reserve	Accumulated loss	Non-controlling interests	Total equity	
												股本
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	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	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
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	37,628	2,982,905	(240,354)	861	301,799	82	(253)	(1,203,602)	1,879,066	19,939	1,899,005
Profit for the year	年度溢利	-	-	-	-	-	-	-	69,625	69,625	(8,738)	60,887
Other comprehensive loss for the year:	年度其他全面虧損:											
Exchange difference on translation of financial statement of foreign operations	換算海外業務之財務報表之匯兌差額	-	-	197	-	-	-	-	-	197	-	197
Fair value loss on investments in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之股權工具投資的公平值虧損	-	-	-	-	-	-	(1,000)	-	(1,000)	-	(1,000)
Total comprehensive income for the year	年度全面收入總額	-	-	197	-	-	-	(1,000)	69,625	68,822	(8,738)	60,084
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	5,000	5,000
As at 31 December 2018	於二零一八年十二月三十一日	37,628	2,982,905	(240,157)	861	301,799	82	(1,253)	(1,133,977)	1,947,888	16,201	1,964,089



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Currency translation reserve	Capital reserve	Contributed surplus	Capital redemption reserve	Fair value through other comprehensive income reserve	Accumulated loss	Total	Non-controlling interests	Total equity
		股本	股份溢價	貨幣兌換儲備	資本儲備	繳入盈餘	資本贖回儲備	按公平值計入其他	累計虧損	合計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	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	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
At 1 January 2017	於二零一七年一月一日	37,628	2,982,905	(241,926)	861	301,799	82	(253)	(1,271,701)	1,809,395	20,191	1,829,586
Profit for the year	年度溢利	-	-	-	-	-	-	-	63,667	63,667	(5,252)	58,415
Other comprehensive income for the year:	年度其他全面收入：											
Exchange difference on translation of financial statement of foreign operations	換算海外業務之財務報表之匯兌差額	-	-	1,572	-	-	-	-	-	1,572	-	1,572
Total comprehensive income for the year	年度全面收入總額	-	-	1,572	-	-	-	-	63,667	65,239	(5,252)	59,987
Capital injection from non-controlling interest	非控股權益注資	-	-	-	-	-	-	-	-	-	5,000	5,000
As at 31 December 2017	於二零一七年十二月三十一日	37,628	2,982,905	(240,354)	861	301,799	82	(253)	(1,208,034)	1,874,634	19,939	1,894,573
Adjustments (see note 3)	調整(見附註3)	-	-	-	-	-	-	-	4,432	4,432	-	4,432
At 1 January 2018 (restated)	於二零一八年一月一日(經重列)	37,628	2,982,905	(240,354)	861	301,799	82	(253)	(1,203,602)	1,879,066	19,939	1,899,005



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

1. GENERAL INFORMATION

Talent Property Group Limited (the “Company”) is a limited liability company incorporated in Bermuda and domiciled in Hong Kong. The addresses of its registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Talent Trend Holdings Limited, which is incorporated in the BVI, is the ultimate holding company of the Company.

The Company is an investment holding company. The principal activities of the principal subsidiaries are including (i) property development, (ii) property investment and (iii) property management.

The functional currency of the Company is Hong Kong dollars (“HKD”), while the consolidated financial statements are presented in Renminbi (“RMB”). As the major business of the Group is located in the Mainland China, the directors consider that it will be more appropriate to adopt RMB as the Group’s and the Company’s presentation currency.

The consolidated financial statements for the year ended 31 December 2018 were approved for issue by the board of directors on 30 March 2019.

1. 一般資料

新天地產集團有限公司(「本公司」)為於百慕達註冊成立之有限公司，以香港為業務所在地。本公司之註冊辦事處及主要營業地點在年報中公司資料一節披露。本公司之股份於香港聯合交易所有限公司(「聯交所」)上市。Talent Trend Holdings Limited為本公司的最終控股公司，於英屬處女群島註冊成立。

本公司為投資控股公司。主要附屬公司之主要業務包括(i)物業開發、(ii)物業投資及(iii)物業管理。

本公司之功能貨幣港元(「港元」)，而綜合財務報表以人民幣(「人民幣」)呈列。由於本集團的主要業務位於中國內地，故董事認為採用人民幣作為本集團及本公司的呈列貨幣更為合適。

截至二零一八年十二月三十一日止年度之綜合財務報表已於二零一九年三月三十日獲董事會批准刊發。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standard (“HKFRSs”), which collective term includes all applicable individual 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 (Cap. 622). These consolidated financial statements also comply with the applicable disclosure of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed in note 3.

2. 主要會計政策概要

編製基準

綜合財務報表已按照香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）（包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計準則及香港公司條例（第622章）披露規定編製。該等綜合財務報表亦遵守香港聯合交易所有限公司證券上市規則的適用披露規定。

用以編製該等綜合財務報表之主要會計政策已摘錄如下。除非另有說明，該等政策已貫徹應用於所有呈報年度。採納新訂或經修訂香港財務報告準則及對本集團之綜合財務報表之影響（如有）於附註3披露。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of preparation (continued)

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instrument and certain properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

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

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

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

2. 主要會計政策概要 (續)

編製基準 (續)

除了於各報告期末按公平值計量的若干金融工具及若干物業外，本綜合財務報表已按歷史成本基準編製，解釋見下文載列的會計政策。

歷史成本一般基於用作交換貨品及服務之代價之公平值計算。

公平值乃指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是否為直接可觀察到的結果，或是採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該等特徵。於該等綜合財務報表中計量及／或披露的公平值均按此基準予以釐定，惟香港財務報告準則第2號以股份為基礎的付款範圍內的以股份為基礎的支付交易、香港會計準則第17號租賃範圍內的租賃交易及與公平值類似但並非公平值的計量（例如香港會計準則第2號存貨中的可變現淨值或香港會計準則第36號資產減值中的使用價值）除外。

非金融資產的公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途或透過將資產售予將最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

就按公平值交易的金融工具及投資物業以及於其後期間計量公平值時使用無法觀察之輸入數值之估值技巧而言，估值技巧會予以校準致使於初步確認時估值技巧結果與交易價格相等。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of preparation (continued)

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

2. 主要會計政策概要 (續)

編製基準 (續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數值可觀察程度及公平值計量的輸入數值對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數值乃實體於計量日可取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數值乃就資產或負債直接或間接地可觀察之輸入數值（第一級內包括的報價除外）；及
- 第三級輸入數值乃資產或負債的無法觀察輸入數值。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及受其控制的實體及其附屬公司之財務報表。本公司在下列情況下擁有控制權：

- 有權控制被投資公司；
- 因參與被投資公司業務而承擔可變回報的風險或享有權利；及
- 有能力運用其權力以影響其回報。

倘有事實及情況顯示上述三項控制因素中有一項或以上出現變動，則本集團會重新評估其是否對被投資公司擁有控制權。



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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

2. 主要會計政策概要 (續)

綜合基準 (續)

附屬公司之綜合於本集團取得對附屬公司之控制權時開始，並於本集團失去對附屬公司之控制權時終止。具體而言，於年內收購或出售之附屬公司之收入及開支自本集團取得控制權之日直至本集團不再控制附屬公司之日計入綜合損益及其他全面收入報表。

損益及各項其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團所用之會計政策一致。

與本集團成員公司間之交易有關之所有集團內資產及負債、股權、收入、開支及現金流量於綜合時悉數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益賦予其持有人權利於清盤時按比例分佔相關附屬公司淨資產。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Changes in the Group's interests in existing subsidiaries

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

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

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2. 主要會計政策概要 (續)

本集團於現有附屬公司的權益變動

倘本集團於附屬公司之權益變動並無導致本集團失去對附屬公司之控制權，該等變動將入賬為權益交易。本集團有關權益及非控股權益之組成部分之賬面值予以調整，以反映其於附屬公司相關權益之變動，包括按照本集團與非控股權益之權益比例，將本集團與非控股權益之間的相關儲備重新歸屬。

經調整之非控股權益數額與已付或已收代價公平值之間之差額，乃於權益直接確認，並歸屬於本公司擁有人。

當本集團失去對一間附屬公司之控制權時，該附屬公司之資產及負債及非控股權益（如有）將終止確認。收益或虧損於損益確認，並按(i)所收代價之公平值及任何保留權益之公平值總和與(ii)本公司擁有人應佔附屬公司的資產（包括商譽）及負債的賬面值之差額計算。先前於其他全面收入確認之所有金額按猶如本集團已直接出售該附屬公司相關資產或負債入賬（即按適用香港財務報告準則所訂明／允許而重新分類至損益或轉撥至另一權益類別）。前附屬公司之任何保留投資於失去控制權當日之公平值，根據香港財務報告準則第9號視作初步確認時之公平值，以供隨後會計處理，或（如適用）於初步確認聯營公司或合營企業投資時視作成本。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

2. 主要會計政策概要 (續)

於聯營公司的投資

聯營公司為本集團可對其發揮重大影響力之實體。重大影響力為參與被投資公司的財務及經營決策之權力，但對該等決策並無控制或共同控制權。

聯營公司的業績、資產及負債以權益會計法於該等綜合財務報表入賬。作權益會計法用途的聯營公司的財務報表乃按與本集團於類似情況下就同類交易及事件使用的統一會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財政狀況表內確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收入予以調整。除損益及其他全面收入外，聯營公司的淨資產變動不會入賬，除非該等變動導致本集團持有的擁有權權益出現變動。當本集團分佔該聯營公司的虧損超出本集團於該聯營公司的權益（包括實質上屬本集團於該聯營公司淨投資一部分的任何長期權益）時，本集團終止確認其分佔之進一步虧損。僅於本集團已承擔法律或推定責任，或已代表聯營公司支付款項之情況下，方會進一步確認額外虧損。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates (continued)

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

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

2. 主要會計政策概要 (續)

於聯營公司的投資 (續)

於聯營公司之投資自被投資公司成為聯營公司之日起按權益法入賬。收購於聯營公司之投資時，任何投資成本超過本集團於被投資公司的可識別資產及負債的公平值淨額中所佔份額的部分被確認為計入投資賬面值的商譽。倘本集團在可識別資產及負債的公平值淨額中所佔的份額超過投資成本，於重新評估後超出的金額會在收購該項投資期間立即於損益確認。

本集團會評估是否存在顯示聯營公司之權益可能出現減值的客觀證據。如果存在任何客觀證據，則根據香港會計準則第36號對投資（包括商譽）的賬面總額作為一項單一資產進行減值測試，並將其可收回金額（使用價值和公平值減處置成本兩者中的較高者）與賬面值進行比較。確認的任何減值虧損構成該投資賬面值的一部分。根據香港會計準則第36號，以該投資的可收回金額其後增加金額為限確認撥回減值虧損。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates (continued)

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2. 主要會計政策概要 (續)

於聯營公司的投資 (續)

當本集團不再對聯營公司發揮重大影響力時，將會按出售有關被投資公司之全部權益入賬，由此產生之收益或虧損將於損益確認。當本集團保留於前聯營公司的權益且該保留權益為香港財務報告準則第9號所指金融資產時，則本集團會於該日按公平值計量保留權益，而該公平值被視為初步確認時的公平值。聯營公司的賬面值與任何保留權益及出售聯營公司相關權益的任何所得款項的公平值之間的差額，乃於釐定出售該聯營公司的收益或虧損時計入。此外，本集團將先前於其他綜合收入就該聯營公司確認的所有金額入賬，基準與該聯營公司直接出售相關資產或負債時所規定的基準相同。因此，倘該聯營公司先前已於其他綜合收入確認的收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售該相關聯營公司時將收益或虧損自權益重新分類至損益，作為重新分類調整。

當本集團削減其於聯營公司的擁有權權益但本集團繼續採用權益法，而有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前就削減擁有權權益而於其他綜合收入確認的收益或虧損部分重新分類至損益。

當集團實體與本集團一間聯營公司進行交易，與該聯營公司交易所產生的損益僅於該聯營公司的權益與本集團無關的情況下，才會在本集團的綜合財務報表確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 3)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2. 主要會計政策概要 (續)

來自客戶合約收益(根據附註3過渡性條文應用香港財務報告準則第15號之後)

根據香港財務報告準則第15號，本集團於完成一項履約責任時(即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時)確認收益。

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

控制權隨時間轉移，而倘符合以下其中一項準則，則收益乃參照完成相關履約責任的進展情況而隨時間確認：

- 隨著本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建及強化一項資產，該資產於本集團履約時即由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的收款具有可強制執行的權利。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 3) (continued)

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

The performance obligations of the Group for contracts with customers are summarized as follows:

(i) **Development and sales of properties (revenue recognised at a point in time)**

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are based on customer's specifications with no alternative use. Based on opinion from the Group's internal legal counsel, taking into consideration of the relevant contract terms and customary practice within the industry in the PRC, the legal environment and relevant legal precedent, the management of the Group concluded that the Group does not have an enforceable right to payment for the work performed to date at all times during the contract prior to transfer of the relevant properties to customers. Revenue from sales of residential properties in the PRC is therefore recognized at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has fully received the consideration of the properties sold.

The Group normally receives 5%-42% of the contract value as deposits from customers when they sign the sale and purchase agreements. Such advance payment result in contract liabilities being recognised throughout the property construction period.

2. 主要會計政策概要 (續)

來自客戶合約收益 (根據附註3過渡性條文應用香港財務報告準則第15號之後) (續)

否則，收益於客戶取得明確貨品或服務控制權的時間點確認。

本集團於來自客戶合約的履約責任概述如下：

(i) **發展及銷售物業 (於一個時點確認收益)**

就與客戶訂立有關物業銷售的合約而言，合約訂明的相關物業根據客戶的要求訂立，並無替代用途。根據本集團內部法律顧問的意見，經考慮相關合約條款、中國行業慣例、法律環境及相關法律先例，本集團管理層認為，在轉讓相關物業予客戶前，本集團並無於合約所有期間內就目前已完成的工程收取付款的可強制執行權利。因此，於中國銷售住宅物業的收益於已竣工物業轉讓予客戶的時點確認，即客戶獲得已竣工物業的控制權且本集團已悉數收取銷售物業的代價。

在簽訂買賣協議時，本集團一般向客戶收取合約價值的5%至42%作為按金。該預付款導致於物業建築整個期間內確認合約負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 3) (continued)

(i) Development and sales of properties (revenue recognised at a point in time) (continued)

The Group considers the advance payment from customers contain significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group. As this accrual increases the amount of the contract liability during the period of construction, it increases the amount of revenue recognised when control of the completed property is transferred to the customer.

The Group applies the practical expedient for advance payment received from customers, given that if the corresponding performance obligation is expected to satisfy within 12 months after receiving the advance payment, (i.e. when the control of the completed property is transferred to the customer within 12 months), the financing component is considered insignificant and the amounts of consideration, contract liability and revenue are not adjusted for the effects of any time value of money.

The Group also applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

(ii) Property management (revenue recognised over time)

For contracts entered into with customers on property management services, it is considered as monthly services provided to tenants and owners of properties and the performance obligations are fulfilled on a straight-line basis over the contracts terms.

2. 主要會計政策概要 (續)

來自客戶合約收益 (根據附註3過渡性條文應用香港財務報告準則第15號之後) (續)

(i) 發展及銷售物業 (於一個時點確認收益) (續)

本集團認為來自客戶的預付款構成重大的融資組成部分，考慮到本集團的信貸特徵，故會就資金時間值的影響調整代價金額。由於此應計款項增加於建築期間內的合約負債金額，故於轉讓已竣工物業的控制權予客戶時所確認的收益金額亦會增加。

本集團就向客戶收取的預付款應用可行權宜方法，前提是倘相關履約責任預期於收取預付款後起計12個月內完成，即已竣工物業的控制權於12個月內轉讓予客戶，而融資組成部分被視為微不足道，故概不會就資金時間值的影響調整代價金額、合約負債及收益。

如取得合約的所有遞增成本於一年內於損益悉數攤銷，則本集團亦就支銷相關成本運用實際權宜方法。

(ii) 物業管理 (隨時間推移確認收益)

就與客戶訂立物業管理服務合約而言，被視作向租戶及物業擁有人提供每月服務，履約責任將於合約期內按直線基準履行。



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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 3) (continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

2. 主要會計政策概要 (續)

來自客戶合約收益 (根據附註3過渡性條文應用香港財務報告準則第15號之後) (續)

合約資產指本集團就向客戶換取本集團已轉讓的貨品或服務收取代價的權利 (尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

合約負債指本集團因已自客戶收取代價 (或代價到期應收)，而須轉讓貨品或服務予客戶的義務。

有關合約的合約資產及合約負債按淨額基準入賬及呈列。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transitions in note 3) (continued)

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (sales commissions) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

2. 主要會計政策概要 (續)

來自客戶合約收益 (根據附註3過渡性條文應用香港財務報告準則第15號之後) (續)

取得合約的遞增成本

取得合約的遞增成本是本集團為取得客戶合約而產生的成本，倘無法取得合約，則該等成本不會產生。

倘本集團預期可收回該等成本 (銷售佣金)，則將該等成本確認為資產。以此確認的資產其後會有系統地與向客戶轉移資產所涉及的貨品或服務同步於損益攤銷。

如取得合約的所有遞增成本於一年內於損益悉數攤銷，則本集團亦就支銷相關成本運用實際權宜方法。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

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

Sales of properties, rental income from investment properties and properties management fees

Revenue from sales of properties is recognized when the risks and rewards of properties are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties are delivered to the purchasers pursuant to the sale agreement and collectability of related receivables is reasonably assured. To the extent that the Group has to perform further work on the properties already delivered to the purchasers, the relevant expenses shall be recognised simultaneously. Deposits and installments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under current liabilities as receipt in advance from customers.

Property management service income is recognized on a pro-rata basis over the life of the agreement corresponding to notional delivery of the service.

Revenue recognition (before and after application HKFRS 15)

Rental income of property leasing under operating leases is recognised on a straight-line basis over the lease terms.

Interest income is recognised on a time-proportion basis using the effective interest method.

2. 主要會計政策概要 (續)

收益確認 (於二零一八年一月一日之前)

收益按已收或應收代價之公平值計量。收益就估計客戶退貨、回扣及其他類似撥備而減少。

倘收益金額能可靠地計量且可能為本集團帶來日後經濟利益，並符合本集團各業務的特定準則，則收益將予確認，詳情如下。

物業銷售、投資物業租金收入及物業管理費

銷售物業所得收益於物業之風險及回報轉移至買方時確認，即當有關物業之建築工程已完成，而物業可根據銷售協議交付買方，且能合理確保可收到有關應收款項時。倘本集團須在物業已交付買方後對有關物業進行工程，有關支銷須同時確認。於確認收益日期之前就銷售物業收訖之按金及分期款項均列入綜合財政狀況報表之流動負債，作為客戶預付款處理。

物業管理服務收入於名義交付服務相應的服務期限內按比例確認。

收益確認 (應用香港財務報告準則第15號之前及之後)

經營租約所涉租賃物業之租金收入於租期內按直線基準確認。

利息收入按時間比例基準使用實際利率法確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset. Other than investment properties measured under fair value model, such costs are recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred.

2. 主要會計政策概要 (續)

租賃

倘租賃條款將絕大部份之擁有權風險及回報轉移至承租人，則租賃會分類為融資租賃。所有其他租賃乃分類為經營租賃。

本集團作為出租人

來自經營租賃的租金收入於相關租賃之租賃期內按直線法於損益確認。磋商及安排經營租賃過程中產生的初步直接成本加進租賃資產的賬面值。除按公平值模式計量的投資物業外，相關成本於租賃期內按直線法確認為開支。

本集團作為承租人

經營租賃付款包括購買經營租賃項下持有土地的成本，於租賃期內按直線法確認為開支。經營租賃項下產生的或然租金（如有）於其產生期內確認為開支。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Renminbi) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of currency translation reserve (attributed to non-controlling interests as appropriate).

2. 主要會計政策概要 (續)

外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易乃以交易日期之現行匯率確認。於報告期末，以外幣列值之貨幣項目以報告期末現行匯率重新換算。以外幣列值按公平值列賬之非貨幣項目按釐定公平值當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間於損益確認，惟應收或應付海外業務而結算並無計劃亦不可能發生（因此構成海外業務淨投資之一部分）之貨幣項目之匯兌差額則屬例外，該等匯兌差額初步於其他綜合收入內確認，並於出售或部分出售本集團於聯營公司權益時自權益重新分類至損益。

就呈列綜合財務報表而言，本集團業務資產及負債按報告期末之現行匯率換算為本集團之呈列貨幣，即人民幣。收入及開支項目按期內之平均匯率換算。所產生之匯兌差額（如有）於其他全面收入確認並於權益下以貨幣兌換儲備累計（於適當時撥作非控股權益）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

2. 主要會計政策概要 (續)

外幣 (續)

於出售海外業務 (即出售本集團於海外業務之全部權益，或出售涉及失去包括海外業務之附屬公司之控制權或出售部分聯營公司權益，包括保留權益成為金融資產之海外業務) 時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

借貸成本

收購、建設或製造合資格資產 (即需要長時間達致其擬定用途或銷售的資產) 所直接產生之借貸成本將加進該等資產的成本，直至該等資產可大致投入擬定用途或銷售。

所有其他借貸成本於產生期內在損益確認。

退休福利成本

若僱員提供服務且有權獲得供款時，向國家管理的退休福利計劃及強積金計劃 (「強積金計劃」) 作出之供款被確認為開支。



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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages, salaries, annual leaves and sick leaves) after deducting any amount already paid.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

2. 主要會計政策概要 (續)

短期僱員福利

短期僱員福利是在員工提供服務時預期支付的福利的未貼現金額。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許在資產成本中納入福利。

經扣除任何已付金額後，僱員應得的福利（例如工資及薪金、年假及病假）確認為負債。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與除稅前溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支，亦不包括永不須課稅或可扣稅之項目。本集團乃按報告期末已實行或實際已實行之稅率計算即期稅項之負債。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

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

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

2. 主要會計政策概要 (續)

稅項 (續)

遞延稅項乃就綜合財務報表中資產及負債之賬面值與用於計算應課稅溢利相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般就所有可扣減之暫時差額確認，以應課稅溢利可供對銷可扣減暫時差額為限。倘於交易中首次確認（除業務合併外）資產及負債而產生之暫時差額不影響應課稅及會計損益，則該等遞延稅項資產及負債不予確認。此外，若暫時差額因初步確認商譽產生，則遞延稅項負債不予確認。

遞延稅項負債會因源自附屬公司及聯營公司投資的應課稅暫時差額確認，惟倘本集團能夠控制該暫時差額之撥回且該暫時差額於可見將來很可能不會撥回則另作別論。與該等投資及權益有關之可扣減暫時差額產生之遞延稅項資產，僅於可能有充足應課稅溢利可用以抵銷暫時差額利益及預計於可見將來撥回時方予以確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

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

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

2. 主要會計政策概要 (續)

稅項 (續)

遞延稅項資產之賬面值於各個報告期末審閱，若不再可能有足夠應課稅溢利可用於收回全部或部分資產時則會予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據的稅率（及稅法）乃於報告期末已頒佈或實質上已頒佈。

遞延稅項負債及資產的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值的方式所引致的稅務後果。

計量按公平值模式計量之投資物業的遞延稅項時，乃假定該等物業透過出售收回全部賬面值，除非該假定遭推翻。倘投資物業可予折舊及以旨在隨時間而非透過出售消耗該投資物業所含絕大部分經濟利益之商業模式持有，則該假定會遭推翻。

倘存在可依法執行權利將即期稅項資產與即期稅項負債互相抵銷，而遞延稅項涉及同一財務機關，而本集團打算以淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可予以抵銷。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

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

Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	20%
Furniture, fixtures and office equipments	10-33.33%
Motor vehicles	20%

The asset's residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

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

2. 主要會計政策概要 (續)

稅項 (續)

即期及遞延稅項於損益確認，惟在其與於其他全面收入或直接於權益內確認的項目有關的情況下，即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。當於業務合併進行初步會計處理中產生即期稅項或遞延稅項時，稅務影響納入業務合併會計處理。

廠房及設備

廠房及設備於綜合財政狀況表中按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

確認的折舊乃以撇銷資產之成本減去其剩餘價值後在估計可使用年期以直線法計算。估計可使用年期、剩餘價值和折舊方法會在各報告期末審核，並採用預測基準對估計的任何變更的影響進行檢討。

廠房及設備之折舊乃按下列年率以直線法計算：

租賃物業裝修	20%
傢俬、裝置及辦公室設備	10-33.33%
汽車	20%

該等資產之剩餘價值、折舊方法及可使用年期於各報告日審核及調整(如適用)。

廠房及設備項目於出售或預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或棄用廠房及設備項目所產生的任何收益或虧損，乃按出售所得款項與資產賬面值之差額計算，並於損益確認。



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

Impairment on tangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

2. 主要會計政策概要 (續)

投資物業

投資物業指為賺取租金及／或資本增值而持有之物業。投資物業初步乃按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業乃按其公平值計量。本集團之所有物業權益乃以經營租賃持有，藉以賺取租金或達致資本增值。該等物業權益分類及入賬為物業投資，並以公平值模式計量。物業投資公平值變動所產生之收益或虧損於產生期間計入損益。

投資物業於出售時或當投資物業不再可供使用及預期出售投資物業將無法帶來未來經濟利益時終止確認。物業終止確認所產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之差額計算)乃於物業終止確認之期間計入損益。

有形資產(商譽除外)的減值

於報告期末，本集團檢討其具有有限使用年期之有形資產之賬面值及合約成本，以釐定該等資產是否出現蒙受減值虧損之跡象。倘存在任何有關跡象，則估計相關資產之可收回金額，以釐定減值虧損之範圍(如有)。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment on tangible assets other than goodwill (continued)

The recoverable amount of tangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

2. 主要會計政策概要 (續)

有形資產 (商譽除外) 的減值 (續)

有形資產的可收回金額經個別估計。當未能個別估計可收回金額時，本集團估算該項資產所屬現金產生單位之可收回金額。當可確認合理及一致之分配基準時，公司資產亦可分配至單個現金產生單位，或另行分配至可確認合理及一致之分配基準之最小現金產生單位組別。

在本集團根據香港財務報告準則第15號將資本化資產減值虧損確認為合約成本前，本集團按適用準則評估和確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減與直接有關提供該等貨品或服務的成本 (尚未確認為開支)，則就作為合約成本的資本化資產之減值虧損 (如有) 得以確認。作為合約成本的資本化資產屆時計入其所屬的現金產生單位之賬面值，以評估相關現金產生單位減值。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment on tangible assets other than goodwill (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount.

In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

2. 主要會計政策概要 (續)

有形資產 (商譽除外) 的減值 (續)

可收回金額為公平值減出售成本與使用價值中的較高者。評估使用價值時，估計未來現金流使用反映當時市場對資金時間值及資產 (或現金產生單位) 之特定風險評估的稅前貼現率折算成現值，而估計未來現金流並未予以調整。

倘估計資產 (或現金產生單位) 之可收回金額將少於其賬面值，則資產 (或現金產生單位) 之賬面值將調減至其可收回金額。

於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值 (如適用)，然後按比例根據該單位各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本 (如可計量)、其使用價值 (如可計量) 及零之中的最高值。已另行分配至資產之減值虧損金額按比例分配至該單位其他資產。減值虧損會即時於損益確認。

倘其後撥回減值虧損，則資產 (或現金產生單位) 之賬面值將增至其可收回金額之已修訂估計數字，惟因此已增加之賬面值不會超出資產 (或現金產生單位) 於過往年度未有確認減值虧損時所釐定之賬面值。減值虧損之撥回會即時於損益確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Properties under development and completed properties held for sale

Properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for properties under development and completed properties held for sale less all estimated costs of completion and costs necessary to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

2. 主要會計政策概要 (續)

發展中物業及持作出售之已竣工物業

發展中物業及持作出售之已竣工物業按成本及可變現淨值中較低者列賬。可變現淨值指發展中物業及持作出售之已竣工物業的估計售價減所有估計竣工成本及作出銷售的必要成本。

撥備

當本集團因過去事項須承擔現有責任(法定或推定)，而本集團很可能需履行該責任及能可靠估計責任涉及款項時，則須確認撥備。

確認為撥備的金額為於報告期末就結清現時責任所需代價的最佳估計，當中考慮到與該責任有關的風險及不確定因素。倘撥備以估計結清現時責任的現金流量計量，則其賬面值為該等現金流量的現值(倘資金時間值影響屬重大)。

現金及現金等價物

現金及現金等價物包括存放於銀行及手頭現金、存放於銀行之活期存款以及原定到期日為三個月或以下、隨時可轉換為已知金額現金及價值變動風險不大且於購入時三個月內到期之高度流通短期投資。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

2. 主要會計政策概要 (續)

金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時予以確認。金融資產之一切常規買賣均按交易日基準確認或終止確認。常規買賣指須根據市場規則或慣例確立之時間內交付資產之金融資產買賣。

金融資產及金融負債初步按公平值計量，惟來自客戶合約產生的應收賬款則自二零一八年一月一日起根據香港財務報告準則第15號進行初步計量。收購或發行金融資產及金融負債（透過損益按公平值列賬之金融資產及金融負債除外）直接應佔之交易成本於初步確認時加進金融資產或金融負債之公平值或從中扣除（如適用）。直接自收購透過損益按公平值列賬之金融資產及金融負債產生之交易成本即時於損益確認。

實際利率法乃計算金融資產或金融負債之攤銷成本以及分配相關期間利息收入及利息開支之方法。實際利率乃於初步確認時，按金融資產或金融負債之預期年期或適用較短期間，準確貼現估計未來現金收入及付款（包括構成實際利率之組成部分之所有已付或已收費用及款項、交易成本及其他溢價或折讓）至賬面淨值之利率。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in OCI if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產

金融資產之澄清及其後計量 (根據附註3過渡性條文應用香港財務報告準則第9號之後)

符合以下條件的金融資產其後按攤銷成本計量：

- 於目的為收取合約現金流量之業務模式內持有之金融資產；及
- 合約條款導致於特定日期產生之現金流量純粹用作支付本金及未償還本金利息。

符合以下條件之金融資產其後按公平值計入其他全面收入 (「按公平值計入其他全面收入」) 計量：

- 於目的為同時收取合約現金流量及出售之業務模式內持有之金融資產；及
- 合約條款導致於特定日期產生之現金流量純粹用作支付本金及未償還本金利息。

所有其他金融資產其後按公平值計入損益計量，惟倘股本投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用之業務合併收購方確認之或然代價，於首次應用香港財務報告準則第9號／初步確認金融資產當日，本集團或不可撤回地選擇將該股本投資之其後公平值變動於其他全面收入呈列。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) (continued)

A financial asset is classified as held for trading if:

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

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產之澄清及其後計量 (根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

達成以下條件的情況下，該項金融資產會被列作持作買賣：

- 主要目的是為了在短期內出售；或
- 於初步確認時構，本集團集合管理之可識別金融工具組合之一部分，及近期曾實際短期獲利；或
- 並非已指定作有效對沖工具之衍生工具。

此外，本集團或不可撤回地指定須按攤銷成本或按公平值計入其他全面收入計量之金融資產按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

(i) 攤銷成本及利息收入

其後按攤銷成本計量之金融資產利息收入使用實際利率法確認，而債務工具／應收款項其後以按公平值計入其他全面收入計量。除其後出現信貸減值之金融資產外，利息收入應用實際利率按金融資產賬面總值計算。就其後出現信貸減值之金融資產而言，利息收入應用實際利率按金融資產於下一個報告期產生之攤銷成本確認。倘出現信貸減值之金融工具之信貸風險改善以致金融資產不再出現信貸減值，則利息收入應用實際利率按金融資產不再出現信貸減值後之報告期初之賬面總值確認。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) (continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income in profit or loss.

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3)

The Group estimates a loss allowances for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade receivables and other receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on trade receivables assessed collectively using a provision matrix with appropriate groupings.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產之澄清及其後計量 (根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

(ii) 指定為按公平值計入其他全面收入之權益工具

按公平值計入其他全面收入之權益工具的投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收入中確認及於按公平值計入其他全面收入之儲備累計，並無須作減值評估。累計收益或虧損於出售權益工具時將不會重新分類至損益，並將轉撥至保留溢利。

當本集團確認收取股息的權利時，該等權益工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。股息計入損益中其他收入的項目中。

金融資產減值 (根據附註3過渡性條文應用香港財務報告準則第9號之後)

本集團就須根據香港財務報告準則第9號作出減值之金融資產 (包括應收賬款及其他應收賬款) 之預期信貸虧損估計虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來之信貸風險變動。

永久預期信貸虧損指於相關工具預期期限內發生所有可能的違約而導致的預期信貸虧損。相反，十二個月預期信貸虧損 ("十二個月預期信貸虧損") 則指預期於報告日期後十二個月內可能發生的違約事件而導致的部分永久預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並根據債務人特定因素、一般經濟狀況及於報告日期對現行狀況及未來狀況預測的評估而作出調整。

本集團一直就應收賬款確認永久預期信貸虧損。應收賬款的預期信貸虧損採用合適組別之撥備矩陣進行整體評估。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值(根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

至於所有其他工具，本集團計量相等於十二個月預期信貸虧損之虧損撥備，除非自初步確認以來信貸風險大幅上升，本集團則會確認永久預期信貸虧損。本集團會根據自初步確認以來出現違約事件之可能性或風險大幅上升評估應否確認永久預期信貸虧損。

(i) *信貸風險大幅上升*

於評估信貸風險是否自初步確認以來大幅上升時，本集團將出現於報告日期的金融工具的違約事件之風險與出現於初步確認日的金融工具出現違約事件之風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗及毋須過高成本或太多工序便可查閱之前瞻性資料。

尤其是，在評估信貸風險是否大幅上升時，本集團會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級之實際或預期顯著惡化；
- 信貸風險外部市場指標顯著惡化，例如信貸利差大幅上升、債務人信貸違約掉期價格大幅上升；
- 預期業務、財務或經濟狀況現有或預測不利變動將導致債務人履行其債務責任之能力遭到大幅削弱；



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

- (i) Significant increase in credit risk (continued)
- an actual or expected significant deterioration in the operating results of the debtor;
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值(根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

- (i) 信貸風險大幅上升 (續)
- 債務人經營業績實際或預期顯著惡化；
 - 債務人之監管、經濟或技術環境實際或預期出現重大不變動，導致債務人履行其債務責任之能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過三十日，則本集團會假定信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

儘管上文所述，本集團假設倘債務工具釐定為於報告日期具有低信貸風險，則債務工具之信貸風險自初步確認以來並無大幅上升。倘屬以下情況，債務工具釐定為具有低信貸風險：i)其具有低違約風險；ii)借款人於短期內具備雄厚實力履行其合約現金流量責任；及iii)長期經濟及業務狀況之不利變動可能但不一定削弱借款人履行其合約現金流量責任之能力。當債務工具之內部或外部信貸評級為國際通用之「投資級別」，則本集團會視該債務工具之信貸風險偏低。

本集團定期監察用以識別信貸風險曾否大幅上升之標準之成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險大幅上升。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

(ii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

(ii) 信貸減值之金融資產

當一項或多項對金融資產估計未來現金流量造成不利影響之違約事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值之證據包括涉及以下事件之可觀察數據：

- (a) 發行人或借款人出現重大財政困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 向借款人作出貸款之貸款人出於與借款人財政困難有關之經濟或合約考慮，給予借款人在其他情況下不會作出之讓步；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 金融資產之活躍市場因財務困難而消失。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

(iii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值(根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

(iii) 違約定義

就內部信貸風險管理而言，本集團認為當內部形成或從外部來源所得資料顯示，債務人不大可能向其債權人(包括本集團)支付全數款項(並無考慮到本集團所持之任何抵押品)時，則出現違約事件。

(iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序，或就應收賬款而言，當金額已逾期超過一年(以較早發生者為準))，本集團會撇銷金融資產。經考慮法律意見後，在適當情況下，已撇銷之金融資產可能仍可於本集團收回程序下實施強制執行。撇銷構成終止確認事件。其後收回之任何款項於損益確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 3) (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped by aging basis.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值(根據附註3過渡性條文應用香港財務報告準則第9號之後) (續)

(v) 計量及確認預期信貸虧損

預期信貸虧損之計量乃違約概率、違約虧損率(即違約造成虧損之幅度)及違約風險之函數。違約概率及違約虧損率乃根據經前瞻性資料調整之過往數據進行評估。預期信貸虧損之估計反映無偏頗及概率加權數額，其乃根據加權之相應違約風險而釐定。

一般而言，預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團預期將收取之現金流量之間之差額估計，並按初步確認時釐定之實際利率貼現。

倘預期信貸虧損按整體基準計量或針對個別工具水平證據未必存在之情況，則金融工具按賬齡分類。

管理層定期檢討分類，確保各組別項目之信貸風險特徵仍然類似。

就財務擔保合約而言，本集團僅須在債務人違反所擔保工具條款的情況下付款。因此，預期虧損乃補償持有人就所產生信貸虧損之預期款項之現值，減任何本集團預期從該持有人、債務人或任何其他方所收取之任何金額。

就財務擔保合約而言，虧損撥備乃根據香港財務報告準則第9號釐定之虧損撥備與初步確認金額當中較高者，減去(倘適用)擔保期間所確認累計收入。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets are classified into the following specified categories: AFS financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

(i) *AFS financial assets*

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at FVTPL. The Group designated an unquoted equity investment as AFS financial assets on initial recognition.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables and prepayments, deposits and other receivables) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產之澄清及其後計量 (於二零一八年一月一日應用香港財務報告準則第9號之前)

金融資產分為以下特定類別：可供出售金融資產及貸款及應收款項。分類乃取決於金融資產之性質及用途並於初步確認時予以釐定。

(i) *可供出售金融資產*

可供出售金融資產乃指定為可供出售或並無劃分為(a)貸款及應收款項；(b)持有至到期日之投資；或(c)按公平值計入損益之金融資產之非衍生工具。本集團於初步確認時指定無報價的股本投資為可供出售金融資產。

可供出售股本投資（並無活躍市場之市價報價，而其公平值未能可靠計量）於各報告期末按成本減任何已識別減值虧損計量。

(ii) *貸款及應收款項*

貸款及應收款項為沒有活躍市場報價而具備固定或可釐定款項之非衍生金融資產。於初步確認後，貸款及應收款項（包括應收賬款及預付款項、按金及其他應收賬款）採用實際利率法按攤銷成本，減任何減值計量。

利息收入乃採用實際利率法確認，惟短期應收款項則屬例外，原因為利息確認不屬重大。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measureable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (於二零一八年一月一日應用香港財務報告準則第9號之前)

於各報告期末評估金融資產 (按公平值計入損益的金融資產除外) 是否出現減值跡象。倘有客觀證據顯示初步確認金融資產後發生之一項或多項事件致使有關金融資產的估計未來現金流量受到影響，則金融資產視為已減值。

就可供出售股本投資而言，當證券的公平值大幅或長期下跌至低於其成本值，則被視為出現客觀減值證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對方出現重大經濟困難；或
- 違反合約，例如拖欠或延遲償還利息或本金；或
- 借款人可能會破產或經歷其他財務重組；或
- 科技、市場、經濟或法律環境之重大改變對債務人產生負面影響；或
- 對權益工具之投資之公平值出現重大或長期下跌至低於成本值。

一組金融資產之虧損事項包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況及與組別內資產拖欠情況有關連之國家或當地經濟狀況出現的不利變動。

就按攤銷成本入賬之金融資產而言，已確認的減值虧損金額為有關資產之賬面值與有關金融資產按原先實際利率貼現之估計未來現金流量之現值之間差額。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (continued)

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (於二零一八年一月一日應用香港財務報告準則第9號之前) (續)

就按成本計值之金融資產而言，減值虧損之金額按該資產賬面值與以類似金融資產之現行市場回報率貼現之估計未來現金流量現值之差額計量。有關減值虧損將不會於往後期間撥回。

就所有金融資產而言，金融資產之賬面值直接按減值虧損減少，惟應收賬款除外，其賬面值乃透過使用撥備賬而扣減。撥備賬之賬面值變動於損益確認。當應收賬款被視為無法收回時，則與撥備賬撇銷。其後收回過往撇銷之款項計入損益。

當可供出售金融資產被視為出現減值時，先前於其他全面收入確認的累計收益或虧損於有關期間被重新分類至損益。

就按攤銷成本列賬之金融資產而言，於其後之期間，倘減值虧損金額減少且該減少可客觀地與減值確認後發生之事件有關，則透過損益撥回過往確認之減值虧損，惟該投資之賬面值於撥回減值日期不得超過倘未確認減值時應有之攤銷成本。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the FVTOCI reserve is reclassified to profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to designate the investment as at FVTOCI at the date of initial application of HKFRS 9 or on initial recognition of the investment, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained profits.

2. 主要會計政策概要 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

本集團僅在來自資產的現金流量的合約權利屆滿或於其轉讓金融資產而資產擁有權的絕大部分風險及回報轉讓予另一實體時終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認資產的保留權益及其可能須支付的相關負債款項。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借款。

於終止確認按攤銷成本計量的金融資產時，有關資產之賬面值與已收及應收代價之總和之差額於損益確認。

於終止確認應用香港財務報告準則第9號後分類為按公平值計入其他全面收入的債務工具的投資時，先前於按公平值計入其他全面收入儲備所累計的累計收益或虧損會重新分類至損益。

於終止確認權益工具投資（本集團於首次應用香港財務報告準則第9號或初步確認投資當日選擇初步確認以指定投資為按公平值計入其他全面收入）時，先前於投資重估儲備所累計的累計收益或虧損不會重新分類至損益，惟轉撥至保留溢利。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including trade payables and other payables are subsequently measured at amortised cost, using the effective interest method.

Borrowings

Borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2. 主要會計政策概要 (續)

金融工具 (續)

金融負債及權益

分類為債務或權益

債務及權益工具乃根據合約安排之性質與金融負債及權益工具之定義而分類為金融負債或權益。

權益工具

權益工具指能證明某實體於扣除所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之權益工具乃按已收取所得款項扣除直接發行成本確認。

購回本公司本身之權益工具會直接於權益確認及扣除。概無就購買、出售、發行或註銷本公司本身之權益工具而於損益中確認任何收益或虧損。

金融負債

所有金融負債其後採用實際利率法或按公平值計入損益按攤銷成本計量。

按攤銷成本計量的金融負債

包括應付賬款及其他應付款項的金融負債其後採用實際利率法按攤銷成本計量。

借款

借款初步按公平值減應計交易成本確認。於初步確認後，借款按攤銷成本列賬，而初步確認金額與贖回價值兩者間之任何差額則於借款期內採用實際利息法連同任何應付利息及費用於損益中確認。

除非本集團享有無條件權利可將償債期限推遲至報告期末之後至少十二個月，否則借款分類為流動負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9 (since 1 January 2018)/ HKAS 37 Provisions, Contingent Liabilities and Contingent Assets (before application of HKFRS 9 on 1 January 2018); and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

2. 主要會計政策概要 (續)

金融工具 (續)

財務擔保合約

財務擔保合約乃要求發行人就持有人因特定債務人未能根據債務工具的條款於到期時付款而蒙受的損失向持有人支付特定款項的合約。財務擔保合約債務初步按公平值計量。其後，本集團按以下較高者計量：

- 根據香港財務報告準則第9號（自二零一八年一月一日起）／香港會計準則第37號撥備、或然負債及或然資產（於二零一八年一月一日應用香港財務報告準則第9號之前）釐定之虧損撥備金額；及
- 初步確認之金額減（倘適用）擔保期間已確認的累計攤銷。

關聯人士

符合以下情況的人士視為與本集團有關聯：

- (a) 該人士為其家族成員或近親，而該人士
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團產生重大影響；或
 - (iii) 為本集團或本集團之母公司主要管理層成員；
- 或
- (b) 該人士為實體，且符合以下任何一種情況：
 - (i) 該實體及本集團為同一集團之成員公司（即各母公司、附屬公司及同系附屬公司相互關聯）；



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) (continued)

- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (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 Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2. 主要會計政策概要 (續)

關聯人士 (續)

(b) (續)

- (ii) 該實體為其他實體 (或其他實體所屬集團成員公司之聯營公司或合營企業) 之聯營公司或合營企業;
- (iii) 該實體及本集團為同一第三方之合營企業;
- (iv) 該實體為第三方實體之合營企業及其他實體為第三方實體之聯營公司;
- (v) 該實體屬提供福利予本集團或與本集團關聯之實體之僱員離職後福利計劃;
- (vi) 該實體由一名於(a)項指明之人士控制或共同控制;
- (vii) 於(a)(i)項指明對該實體產生重大影響之人士或該實體 (或該實體之母公司) 之主要管理層成員; 及
- (viii) 該實體或某一集團的任何成員向本集團或本集團母公司提供主要管理人員服務, 而該實體也是該集團的成員。

一名人士的近親指與實體交易時預計對該人士有或受該人士影響的家族成員。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

New and Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current year:

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

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

3. 採納新訂及經修訂香港財務報告準則

於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團首次應用下列由香港會計師公會頒佈之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約收益
香港（國際財務報告詮釋委員會）詮釋第22號	香港（國際財務報告詮釋委員會）詮釋第22號
香港財務報告準則第2號之修訂	以股份為基礎付款交易之分類及計量
香港財務報告準則第4號之修訂	與香港財務報告準則第4號保險合約一併應用
香港財務報告準則第15號之修訂	香港財務報告準則第9號金融工具
香港會計準則第28號之修訂	香港財務報告準則第15號之澄清
香港會計準則第28號之修訂	作為香港財務報告準則二零一四年至二零一六年週期之年度改進之一部分
香港會計準則第40號之修訂	投資物業的轉讓

除下文所述外，本年度應用新訂香港財務報告準則及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及載於該等綜合財務報表之披露事項並無重大影響。



3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers

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

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognised at the date of initial application of HKFRS 15 (i.e. 1 January 2018). Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018 and has used the practical expedient for all contract modifications that occurred before the date of initial application, the aggregate effect of all of the modifications was reflected at the date of initial application. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第15號來自客戶合約收益的會計政策影響及變動

本集團已於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號已取代香港會計準則第18號營業額、香港會計準則第11號建築合約及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則之累計影響於首次應用香港財務報告準則第15號當日（即二零一八年一月一日）確認。於首次應用當日之任何差額已於期初保留溢利中確認，且並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團選擇僅就於二零一八年一月一日尚未完成之合約追溯應用該準則，並就所有於首次應用當日前發生之合約修改使用可行權宜之方法，所有修訂之整體影響於首次應用當日反映。由於比較資料乃根據香港會計準則第18號營業額及香港會計準則第11號建築合約以及相關詮釋編製，因此，若干比較資料可能無法比較。



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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

The Group recognises revenue from the following major sources:

- (i) Property development consists of the sales of properties;
- (ii) Property investment consists of the leasing of investment properties;
- (iii) Property management consists of the provision of property management services.

Information about the Group's performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in note 2.

The application of HKFRS 15 has no material impact on the timing of revenue recognition of the Group.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第15號來自客戶合約收益的會計政策影響及變動 (續)

本集團自下列主要來源確認收益：

- (i) 物業發展，包括銷售物業；
- (ii) 物業投資，包括租賃投資物業；
- (iii) 物業管理，包括提供物業管理服務。

有關本集團因應用香港財務報告準則第15號而衍生的履約責任及會計政策的資料於附註2披露。

應用香港財務報告準則第15號並無對本集團確認收益之時間造成重大影響。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

The following table summarises the impact of transition to HKFRS 15 on accumulated losses at 1 January 2018.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第15號來自客戶合約收益的會計政策影響及變動 (續)

下表概述於二零一八年一月一日過渡至香港財務報告準則第15號對累計虧損之影響。

			Decrease in accumulated losses after the application of HKFRS 15 as 1 January 2018
			於二零一八年一月一日 應用香港財務報告準則 第15號後之累計虧損減少
		<i>note</i>	<i>RMB'000</i>
		附註	人民幣千元
Accumulated losses	累計虧損		
Recognition of incremental costs to obtain contracts as contract costs	確認取得合約之遞增成本為合約成本	(a)	5,909
Tax effect of recognition of contracts costs	確認合約成本之稅務影響	(a)	(1,477)
Impact at 1 January 2018	於二零一八年一月一日之影響		4,432

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

The following table summarises the impact of transition to HKFRS 15 on properties under development, accruals and other payables, contract liabilities, contract costs, deferred tax liabilities and accumulated losses at 1 January 2018.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第15號來自客戶合約收益的會計政策影響及變動 (續)

下表概述於二零一八年一月一日過渡至香港財務報告準則第15號對發展中物業及應計費用及其他應付款項、合約負債、合約成本、遞延稅項負債及累計虧損之影響。

		Properties under development	Accruals and other payables	Contract liabilities	Contracts costs	Deferred tax liabilities	Accumulated losses
		發展中物業	其他應付款項 應計費用及	合約負債	合約成本	遞延稅項負債	累計虧損
	notes	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	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
Closing balance at 31 December 2017	於二零一七年 十二月三十一日的 期末結餘	1,286,634	488,442	-	-	246,628	1,208,034
Effect arising from initial application of HKFRS 15:	首次應用香港財務 報告準則第15號產 生的影響：						
Reclassification	重新分類 (b)	-	(230,361)	230,361	-	-	-
Capitalisation of interest expenses	資本化利息開支 (b)	6,969	-	6,969	-	-	-
Recognition of incremental costs to obtain contracts as contract costs	確認取得合約之遞增 成本為合約成本 (a)	-	-	-	5,909	-	(5,909)
Tax effect of recognition of contract costs	確認合約成本之 稅務影響 (a)	-	-	-	-	1,477	1,477
Opening balance at 1 January 2018	於二零一八年一月一日 的期初結餘	1,293,603	258,081	237,330	5,909	248,105	1,203,602



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers (continued)

notes:

- (a) The Group incurred incremental commission paid/payable to employees and selling agents in connection with obtaining sales of properties contracts with customers. These amounts were previously recognised as an expense as incurred under HKAS 18. At the date of initial application of HKFRS 15, incremental costs of obtaining contracts and the related deferred tax of RMB5,909,000 and RMB1,477,000 respectively were recognised with corresponding adjustments to accumulated losses as the control of the relevant properties are not yet transferred to the customers as at 1 January 2018.
- (b) As at 1 January 2018, advances from customers of RMB230,361,000 in respect of some contracts previously included in accruals and other payables were reclassified to contract liabilities of which RMB63,350,000 was related to situations where the timing when the advances received from customers and the revenue recognition date is more than 12 months. Therefore, the Group concluded that there was significant financing component. Accordingly, an interest expense of RMB6,969,000 was quantified which resulted in increases in contract liabilities and properties under development.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第15號來自客戶合約收益的會計政策影響及變動 (續)

附註：

- (a) 本集團產生就取得與客戶的物業銷售合約向僱員及銷售中介支付／應付的遞增佣金。根據香港會計準則第18號，該等金額之前已在產生時支銷並予確認。於首次應用香港財務報告準則第15號當日，已確認取得合約的遞增成本人民幣5,909,000元及有關遞延稅項人民幣1,477,000元，並已就累計虧損作出相應調整，原因為相關物業的控制權於二零一八年一月一日尚未轉讓予客戶。
- (b) 於二零一八年一月一日，先前計入應計費用及其他應付款項的若干合約之客戶預付款人民幣230,361,000元已重新分類至合約負債，其中人民幣63,350,000元與收取客戶預付款之時間及確認收益日期超過12個月之情況有關。因此，本集團總結，存在重大融資成份，故利息開支人民幣6,969,000元已予量化，合約負債及發展中物業因而增加。

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impact on the consolidated statement of financial position as at 31 December 2018 by the application of HKFRS 15

The following tables summarise the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018, consolidated statement of profit or loss and other comprehensive income and consolidated statement at cash flows for the current year for each of the line items affected. Line items that were not affected by the changes have not been included.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第15號對於二零一八年十二月三十一日之綜合財政狀況表之影響

下表概述應用香港財務報告準則第15號對本集團於二零一八年十二月三十一日之綜合財政狀況表、其於本年度各受影響項目之綜合損益及其他全面收入報表及綜合現金流量表之影響。尚未計及未受變更影響的項目。

			As reported (after the application of HKFRS 15) 經呈報 (應用 香港財務報告 準則第15號之後)	Adjustments 調整	Amounts without application of HKFRS 15 並無應用香港 財務報告準則 第15號之金額
	notes 附註	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
Current assets					
Properties under development	(a)	1,860,035	(10,694)		1,849,341
Contracts costs	(b)	2,273	(2,273)		-
Current liabilities					
Accruals and other payables	(c)	230,488	235,934		466,422
Contracts liabilities	(c)	246,628	(246,628)		-
Non-current liability					
Deferred tax liability	(d)	232,723	(568)		232,155
Equity					
Reserves	(e)	1,910,260	(1,705)		1,908,555



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impact on the consolidated statement of profit and loss and other comprehensive income for the year ended 31 December 2018

3. 採納新訂及經修訂香港財務報告準則 (續)

對截至二零一八年十二月三十一日止年度之綜合損益及其他全面收入報表之影響

			As reported (after the application of HKFRS 15) 經呈報 (應用 香港財務報告 準則第15號之後)	Adjustments 調整	Amounts without application of HKFRS 15 並無應用香港 財務報告準則 第15號之金額
	notes 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Distribution costs		(b)	23,178	(3,636)	19,542
Income tax expenses		(d)	40,510	909	41,419

Impact on the consolidated statement of cash flows for the year ended 31 December 2018

對截至二零一八年十二月三十一日止年度之綜合現金流量表之影響

			As reported (after the application of HKFRS 15) 經呈報 (應用 香港財務報告 準則第15號之後)	Adjustments 調整	Amounts without application of HKFRS 15 並無應用香港 財務報告準則 第15號之金額
			RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash flow from operating activities					
Profit for the year			101,397	3,636	105,033
Increase in properties under development and completed properties held for sale			(424,968)	3,725	(421,243)
Decrease in contracts costs			3,636	(3,636)	-
Increase in accruals and other payables			22,278	5,573	27,851
Increase in contracts liabilities			9,298	(9,298)	-

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impact on the consolidated statement of cash flows for the year ended 31 December 2018

(continued)

notes:

- (a) Following the adoption of HKFRS 15, for contracts where the period between the advance payment by the customer and the transfer of the promised property or service exceeds one year, the transaction price is adjusted for the effects of a financing component, if significant. The interest element would be capitalized in the property under development.
- (b) Before the adoption of HKFRS 15, distribution costs such as sales commissions were expensed when they were incurred. Under HKFRS 15, these costs directly attributable to obtaining a contract, if recoverable, are capitalised and recorded in contract costs.
- (c) As a result of adoption of HKFRS 15, advances from customers of RMB235,934,000 in respect of some contracts previously included in accruals and other payables were reclassified to contract liabilities of which RMB158,464,000 related to situations where the timing when the advances were from customers and the revenue recognition date is more than 12 months. Therefore, this balance was considered that there was significant financing component. An interest expense increased in RMB10,694,000 was recognised as an increase in contract liabilities and properties under development. The above results would be reversal without application of HKFRS 15.
- (d) Deferred tax liability arising from the capitalized contract costs under HKFRS 15 as described in note (b) above.
- (e) The effect on accumulated losses as a result of the above mentioned adjustments in Notes (a) to (d).

3. 採納新訂及經修訂香港財務報告準則 (續)

對截至二零一八年十二月三十一日止年度之綜合現金流量表之影響 (續)

附註：

- (a) 於採納香港財務報告準則第15號之後，就客戶支付預付款之時間與承諾物業或服務轉讓期間超過一年之合約而言，倘融資成份之影響屬重大，則會調整交易價格。利息部分將於發展中物業資本化。
- (b) 於採納香港財務報告準則第15號之前，銷售佣金等分銷成本於產生時支銷。根據香港財務報告準則第15號，該等因取得合約（如可收回）而直接產生的成本將予資本化並計入合約成本。
- (c) 由於採納香港財務報告準則第15號，先前計入應計費用及其他應付款項的若干合約之客戶預付款人民幣235,934,000元已重新分類至合約負債，其中人民幣158,464,000元與收取客戶預付款之時間及確認收益日期超過12個月之情況有關。因此，該結餘被視為出現重大融資成份。利息開支上升人民幣10,694,000元已確認為合約負債及發展中物業增加。倘並無應用香港財務報告準則第15號，上述結果將可予撥回。
- (d) 根據香港財務報告準則第15號，由資本化合約成本所產生之遞延稅項負債誠如上文附註(b)所述。
- (e) 累計虧損影響因以上附註(a)至(d)所述調整而產生。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments

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

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

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

Accounting policies resulting from application of HKFRS 9 are disclosed in note 2.

Except as described below, the application of HKFRS 9 has no other material impact on the Group’s financial performance and position on 1 January 2018.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第9號金融工具的會計政策影響及變動

於本年度，本集團已應用香港財務報告準則第9號金融工具及其他香港財務報告準則相關的相應修訂。香港財務報告準則第9號就1) 金融資產及金融負債的分類及計量及2) 金融資產的預期信貸虧損(「預期信貸虧損」)引入新規定。

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日(首次應用日期)尚未終止確認的工具追溯應用分類及計量要求(包括預期信貸虧損模式下之減值)，而並無對於二零一八年一月一日已終止確認的工具應用相關要求。於二零一七年十二月三十一日的賬面值與於二零一八年一月一日的賬面值的差額於期初累計虧損及權益的其他組成部分中確認，且並無重列比較資料。

因此，由於比較資料乃根據香港會計準則第39號金融工具：確認及計量編製，故若干比較資料可能無法比較。

因應用香港財務報告準則第9號而衍生的會計政策於附註2披露。

除下文所述外，應用香港財務報告準則第9號並無對本集團於二零一八年一月一日的財政表現及狀況造成任何其他重大影響。

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments

(continued)

The table below illustrates the classification and measurement (including impairment) of financial assets under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

下表描述根據香港財務報告準則第9號及香港會計準則第39號於二零一八年一月一日首次應用日期的金融資產的分類及計量(包括減值)。

		Available-for-sale financial assets at cost less impairment 按成本扣除減值之 可供出售金融資產	Equity instrument at FVTOCI 按公平值計入其他 全面收入之權益工具
	note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Closing balance at 31 December 2017 – HKAS 39	於二零一七年 十二月三十一日之期 末結餘 – 香港會計 準則第39號	1,000	–
Effect arising from initial application of HKFRS 9: Reclassification	首次應用香港財務報告準則 第9號產生的影響： 重新分類	(a) (1,000)	1,000
Opening balance at 1 January 2018	於二零一八年一月一日 之期初結餘	–	1,000



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts and changes in accounting policies of application on HKFRS 9 Financial Instruments (continued)

notes:

(a) Available-for-sale financial assets (“AFS”)

From AFS equity investment to FVTOCI

The Group elected to present in OCI for the fair value changes of all its equity investments previously classified as available-for-sale, of which RMB1,000,000 related to unquoted equity investment previously measured at cost less impairment under HKAS 39. This investment is not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, RMB1,000,000 were reclassified from available-for-sale financial assets to equity instrument at FVTOCI. No fair value gains or losses relating to that unquoted equity investment previously carried at cost less impairment were adjusted to equity instruments at FVTOCI and FVTOCI reserve as at 1 January 2018.

(b) Impairment under ECL model

No significant increase in credit risk since the initial recognition of financial assets at amortised cost including trade receivables, other receivables and cash and cash equivalent, no additional credit loss allowance has been recognized.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用香港財務報告準則第9號金融工具的會計政策影響及變動 (續)

附註：

(a) 可供出售金融資產 (「可供出售」)

自可供出售股權投資至按公平值計入其他全面收入

本集團選擇於其他全面收入中呈列所有其過往分類為可供出售之股權投資的公平值變動，其中人民幣1,000,000元與過往根據香港會計準則第39號按成本扣除減值計量的無報價股權投資有關。此投資於可見未來未持作買賣及未預期售出。於首次應用香港財務報告準則第9號之日，人民幣1,000,000元自可供出售金融資產重新分類至按公平值計入其他全面收入之權益工具。概無與過往按成本扣除減值入賬的無報價股權投資有關的公平值損益於二零一八年一月一日調整至按公平值計入其他全面收入之權益工具及按公平值計入其他全面收入儲備。

(b) 根據預期信貸虧損模式進行減值

自首次確認按攤銷成本計量金融資產 (包括應收賬款、其他應收賬款以及現金及現金等價物) 以來，信貸風險並無大幅增加，故並無確認額外信貸虧損撥備。

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

As a result of the changes in the Group's accounting policies above, the opening consolidated statement of financial position had to be restated. The following table show the adjustments recognised for each individual line item.

3. 採納新訂及經修訂香港財務報告準則 (續)

應用所有新訂準則對期初綜合財政狀況表之影響

由於上述本集團之會計政策變動，期初綜合財政狀況表須予重列。下表列示就各個別項目確認之調整。

		31 December 2017 (Audited) 二零一七年 十二月三十一日 (經審核) RMB'000 人民幣千元	HKFRS 15 香港財務 報告準則第15號 RMB'000 人民幣千元	HKFRS 9 香港財務 報告準則第9號 RMB'000 人民幣千元	1 January 2018 (Restated) 二零一八年 一月一日 (經重列) RMB'000 人民幣千元
Non-current assets	非流動資產				
Investment properties	投資物業	741,000			741,000
Plant and equipment	廠房及設備	2,903			2,903
Interests in an associate	於一間聯營公司之權益	474,096			474,096
Available-for-sale financial assets	可供出售金融資產	1,000		(1,000)	-
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之權益工具	-		1,000	1,000
Deferred tax assets	遞延稅項資產	45,219			45,219
		1,264,218			1,264,218
Current assets	流動資產				
Properties under development	發展中物業	1,286,634	6,969		1,293,603
Completed properties held for sale	持作出售之已竣工物業	347,154			347,154
Trade receivables	應收賬款	12,246			12,246
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	318,651			318,651
Contract costs	合約成本	-	5,909		5,909
Tax recoverable	可退回稅項	17,709			17,709
Cash and cash equivalent	現金及現金等價物	51,098			51,098
		2,033,492			2,046,370



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts on opening consolidated statement of financial position arising from the application of all new standards (continued)

3. 採納新訂及經修訂香港財務報告準則 (續)

應用所有新訂準則對期初綜合財政狀況表之影響 (續)

		31 December 2017 (Audited) 二零一七年 十二月三十一日 (經審核) RMB'000 人民幣千元	HKFRS 15 香港財務 報告準則第15號 RMB'000 人民幣千元	HKFRS 9 香港財務 報告準則第9號 RMB'000 人民幣千元	1 January 2018 (Restated) 二零一八年 一月一日 (經重列) RMB'000 人民幣千元
Current liabilities	流動負債				
Trade payables	應付賬款	132,998			132,998
Accruals and other payables	應計費用及其他應付款項	488,442	(230,361)		258,081
Contract liabilities	合約負債	-	237,330		237,330
Provision for tax	稅項撥備	263,215			263,215
Borrowings	借款	271,854			271,854
		1,156,509			1,163,478
Net current assets	流動資產淨值	876,983			882,892
Total assets less current liabilities	總資產減流動負債	2,141,201			2,147,110
Non-current liability	非流動負債				
Deferred tax liability	遞延稅項負債	246,628	1,477		248,105
Net assets	資產淨值	1,894,573	4,432	-	1,899,005

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Impacts on opening consolidated statement of financial position arising from the application of all new standards (continued)

3. 採納新訂及經修訂香港財務報告準則 (續)

應用所有新訂準則對期初綜合財政狀況表之影響 (續)

		31 December 2017 (Audited) 二零一七年 十二月三十一日 (經審核) RMB'000 人民幣千元	HKFRS 15 香港財務 報告準則第15號 RMB'000 人民幣千元	HKFRS 9 香港財務 報告準則第9號 RMB'000 人民幣千元	1 January 2018 (Restated) 二零一八年 一月一日 (經重列) RMB'000 人民幣千元
Equity	權益				
Share capital	股本	37,628			37,628
Reserves	儲備	1,837,006	4,432		1,841,438
Equity attributable to the owners of Company	本公司擁有人應佔權益	1,874,634			1,879,066
Non-controlling interests	非控股權益	19,939			19,939
Total equity	權益總額	1,894,573	4,432	-	1,899,005

Note: For the purposes of reporting cash flows from operating activities under indirect method for the year ended 31 December 2018, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2018 as disclosed above.

附註：就報告截至二零一八年十二月三十一日止年度非直接方式項下經營業務之現金流量而言，營運資金之變動已基於上文所披露於二零一八年一月一日之期初綜合財政狀況表進行計算。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

New and amendments to HKFRSs in issue but not yet effective

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

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

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

3. 採納新訂及經修訂香港財務報告準則 (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港(國際財務報告詮釋委員會)-詮釋第23號	所得稅處理之不確定性 ¹
香港財務報告準則第3號之修訂	業務的定義 ²
香港財務報告準則第9號之修訂	具有負面賠償之預付款項特徵 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者及其聯營公司或合營企業間之銷售或資產貢獻 ⁴
香港會計準則第1號及香港會計準則第8號之修訂	重大性的定義 ²
香港會計準則第19號之修訂	計劃修訂、縮減或結清 ¹
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益 ¹
香港財務報告準則之修訂	二零一五年至二零一七年週期之香港財務報告準則年度改進 ¹

- ¹ 於二零一九年一月一日或之後開始之年度期間生效
- ² 於二零二零年一月一日或之後開始之年度期間生效
- ³ 於二零二一年一月一日或之後開始之年度期間生效
- ⁴ 於待定日期或之後開始之年度期間生效

除下文所述之新訂及經修訂香港財務報告準則外，本公司董事預期，應用所有其他新訂及經修訂香港財務報告準則於可見未來不會對綜合財務報表造成重大影響。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 16 Leases

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

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

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

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

3. 採納新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃

香港財務報告準則第16號就識別租賃安排以及出租人及承租人之會計處理引進一個綜合模式。香港財務報告準則第16號生效後將取代香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，香港財務報告準則第16號規定售後租回交易根據香港財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。香港財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，並隨後以成本（惟若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。租賃負債初步按租賃付款（非當日支付）之現值計量。隨後，租賃負債就（其中包括）利息及租賃付款以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將前期預付租賃款項列作與自用租賃土地及分類為投資物業的租賃土地有關的投資現金流量，其他經營租賃付款則列作經營現金流量。於應用香港財務報告準則第16號時，有關租賃負債的租賃付款將分配至本金及利息部分，列作融資現金流量。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 16 Leases (continued)

Under HKAS 17, the Group does not recognise any asset and finance lease liability where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of RMB5,979,000 (2017: RMB1,981,000) as disclosed in note 35. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of RMB698,000 (2017: 768,000) and refundable rental deposits received of RMB7,742,000 (2017: 7,716,000) as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

3. 採納新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (續)

根據香港會計準則第17號，本集團並無就其作為承租人確認任何資產及融資租賃負債。應用香港財務報告準則第16號可能導致該等資產之分類出現潛在變動，這取決於本集團是否分開呈列使用權資產或於呈列相應相關資產（倘擁有）之同一分列項目內呈列。

除亦適用於出租人的若干規定外，香港財務報告準則第16號大致保留香港會計準則第17號內出租人會計規定，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

於二零一八年十二月三十一日，誠如附註35所披露本集團擁有不可撤銷經營租賃承擔人民幣5,979,000元（二零一七年：人民幣1,981,000元）。初步評估顯示，該等安排將符合租賃定義。於應用香港財務報告準則第16號時，本集團將就所有該等租賃確認使用權資產及相應負債，除非有關租賃符合低值或短期租賃之資格。

此外，本集團目前將已支付的可退還租賃按金人民幣698,000元（二零一七年：人民幣768,000元）及所收到的可退還租賃按金人民幣7,742,000元（二零一七年：人民幣7,716,000元）視為香港會計準則第17號適用的租賃下的權利及義務。根據香港財務報告準則第16號下租賃付款的定義，有關按金並非與相關資產使用權有關的款項，因此，該等按金的賬面值可能會調整至攤銷成本。對已支付的可退還租賃按金作出的調整將被視為額外租賃付款並計入使用權資產的賬面值中，而對已收取的可退還租賃按金作出的調整則被視為預付租賃款項。



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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 16 Leases (continued)

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)-Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained profits without restating comparative information.

3. 採納新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (續)

應用新規定或會導致上述計量、呈列及披露出現變動。本集團擬選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）- 詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）- 詮釋第4號並未識別為包括租賃的合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於首次應用日期前已存在的租賃。此外，本集團（作為承租人）擬選擇經修訂追溯法應用香港財務報告準則第16號，並將確認首次應用對期初保留溢利的累計影響，而並無重列比較資料。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4. 關鍵會計判斷及重大估計不確定來源

於應用本集團的會計政策（如附註2所述）時，本公司董事須對無法從其他途徑得知之資產及負債之賬面值進行判斷、估計及假設。估計及相關假設乃根據歷史經驗及其他認為相關之因素決定。實際結果或會與該等估計有別。

估計及相關假設乃按持續經營基準檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

應用會計政策的重大判斷

以下為本公司董事於應用本集團會計政策過程中所作對綜合財務報表所確認之金額具最重大影響的重大判斷（涉及估計者除外（見下文））。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical accounting estimates and assumptions

(i) Income taxes and deferred taxation

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

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

(ii) PRC land appreciation taxes

Some subsidiaries of the Group are subject to land appreciation taxes in the PRC. However, the implementation and settlement of these taxes varies among various tax jurisdictions in cities of the PRC, and those subsidiaries have not finalised all of their land appreciation taxes calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation taxes. The Group recognised these land appreciation taxes based on management's best estimates according to the interpretation of the tax rules. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and tax provisions in the periods in which such taxes have been finalised with local tax authorities.

4. 關鍵會計判斷及重大估計不確定來源 (續)

關鍵會計估計及假設

(i) 所得稅及遞延稅項

本集團之若干附屬公司於中國營運，須繳納中國企業所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，多項交易及計算方式之最終釐定金額均未確定。倘該等事項所致最終稅項金額與最初記錄的款額有所差異，有關差額將會影響釐定會計期間之所得稅及遞延稅項撥備。

倘管理層認為有可能動用未來應課稅溢利以抵銷暫時差額或稅項虧損，則確認有關若干暫時差額及稅項虧損的遞延稅項資產。實際動用結果或會有異。

(ii) 中國土地增值稅

本集團之若干附屬公司須繳納中國土地增值稅。然而，有關稅項的實施及結算在中國各城市不同稅務司法權區均有所不同，而該等附屬公司尚未向任何中國地方稅務機關落實其土地增值稅計算結果與付款金額。因此，本集團須作出重大判斷以釐定土地增值稅金額。本集團根據管理層按其對稅務規則詮釋的理解所作出的最佳估計，確認此等土地增值稅。最終稅款可能有別於最初記錄的金額，而有關差額將影響與地方稅務機關確定該等期間的所得稅開支及稅項撥備。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical accounting estimates and assumptions (continued)

(iii) *Deferred taxation on investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. As a result, the Group is subject to income taxes on the rental income of its investment properties in the PRC and deferred taxes on changes in fair value of the investment properties are recognised.

(iv) *Estimates for net realisable value of properties under development and completed properties held for sale*

As at 31 December 2018, the carrying amounts of properties under development and completed properties held for sale are approximately RMB1,860,035,000 (2017: approximately RMB1,286,634,000) and approximately RMB288,038,000 (2017: approximately RMB347,154,000), respectively. The Group assesses the carrying amounts of properties under development and completed properties held for sale according to their net realisable value based on the realisability of these properties. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion (including land costs). Net realisable value for completed properties held for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses.

4. 關鍵會計判斷及重大估計不確定來源 (續)

關鍵會計估計及假設

(續)

(iii) *投資物業之遞延稅項*

就計量使用公平值模式計量的投資物業所產生的遞延稅項而言，本公司董事檢討本集團投資物業組合，並認為本集團於中國的投資物業乃按旨在隨時間消耗該投資物業所含絕大部分經濟利益之商業模式持有。因此，本集團須就中國投資物業的租金收入繳付所得稅，並就所確認的投資物業公平值變動繳付遞延稅項。

(iv) *發展中物業及持作出售之已竣工物業的可變現淨值之估計*

於二零一八年十二月三十一日，發展中物業及持作出售之已竣工物業之賬面值分別為約人民幣1,860,035,000元（二零一七年：約人民幣1,286,634,000元）及約人民幣288,038,000元（二零一七年：約人民幣347,154,000元）。本集團根據發展中物業及持作出售之已竣工物業可變現情況按其可變現淨值評估其賬面值。發展中物業的可變現淨值乃參考管理層根據當前市況對售價的估計，減適用的可變銷售開支與預計竣工成本（包括土地成本）而釐定。持作出售之已竣工物業之可變現淨值乃參考管理層根據當前市況估計的售價減適用的可變銷售開支釐定。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical accounting estimates and assumptions (continued)

(v) *Impairment of interests in associate*

The Group's management assesses regularly in determining whether there are indicators of impairment in interests in associate.

Based on the Group's assessment there is no requirement to provide for any allowance for impairment in value of interests in associate. The Group's carrying amount of interests in associate at 31 December 2018 was approximately RMB501,515,000 (2017: approximately RMB474,096,000).

(vi) *Estimation of fair value of investment properties*

Investment properties are revalued at the end of each reporting period based on the appraised market value provided by independent professional qualified valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, information from current prices in an active market for similar properties is considered and assumptions that are mainly based on market conditions existing at the end of each reporting period are used.

4. 關鍵會計判斷及重大估計不確定來源 (續)

關鍵會計估計及假設 (續)

(v) *於聯營公司之權益減值*

本集團管理層定期進行評估，以釐定於聯營公司之權益有否減值跡象。

根據本集團評估，無須就於聯營公司之權益作出任何減值撥備。於二零一八年十二月三十一日，本集團於聯營公司權益之賬面值約為人民幣501,515,000元（二零一七年：約人民幣474,096,000元）。

(vi) *投資物業之公平值估計*

投資物業於各報告期末根據獨立專業合資格估值師提供之經評估市值重估。有關估值乃根據若干假設計算，而有關假設受不確定因素影響，且可能與實際結果存在重大差異。作出估計時考慮相若物業之活躍市場之現價資料，及主要根據各報告期末之市況作出假設。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical accounting estimates and assumptions (continued)

(vii) Recognition and allocation of construction cost on properties under development

Development costs of properties are recorded as properties under development during the construction stage and will be transferred to completed properties held for sale upon completion. Apportionment of these costs will be recognised in the profit or loss upon the recognition of the sale of the properties. Before the final settlement of the development costs and other costs relating to the sale of properties, these costs are accrued by the Group based on management's best estimate.

When developing properties, the Group may divide the development projects into phases. Specific costs directly related to the development of a phase are recorded as the cost of such phase. Costs that are common to phases are allocated to individual phases based on the estimated saleable area of the entire project.

When the final settlement of costs and the related cost allocation is different from the initial estimates, any increase or decrease in the development costs and other costs would affect the profit or loss in future years.

4. 關鍵會計判斷及重大估計不確定來源 (續)

關鍵會計估計及假設

(續)

(vii) 確認及分配發展中物業之建築成本

物業之開發成本於建築期內記錄為發展中物業，並於竣工時轉撥至持作出售之已竣工物業。該等成本之分攤部分於確認銷售物業時於損益確認。於結清最後一期開發成本及與銷售物業相關之其他成本前，上述成本由本集團根據管理層之最佳估計計入成本。

本集團於發展物業時可將發展項目分期進行。直接與發展某一期相關之特定成本記錄為該期之成本。多個發展期共同之成本根據整個項目之估計可銷售面積分配至個別發展期。

倘最後一期結清成本之款項及相關成本分配與最初估計有所不同，發展成本及其他成本之增減會影響未來年度之損益。

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical accounting estimates and assumptions (continued)

(viii) Revenue recognition from sales of products with no alternative use at a point in time

Under HKFRS 15, control of the asset is transferred over time when the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date at all times during the contract period. Significant judgment is required in determining whether in the customary practice such right to payment is enforceable. The Group has based on the terms of the contract and considered the relevant local laws and the customary practice that apply to those relevant contracts and an opinion from the Group's internal legal counsel. Based on the assessment by the Group's management, the terms of the relevant sales contracts do not create an enforceable right to payment for the Group at all times during the contract period. Accordingly, the sales of products with no alternative use is considered to be performance obligation satisfied at a point in time.

(ix) Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision matrix is based on aging as groupings of various debtors that have similar loss patterns. The provision rates are based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes as the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired, if any, are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 2, 21 and 41(c).

4. 關鍵會計判斷及重大估計不確定來源 (續)

關鍵會計估計及假設 (續)

(viii) 於某一時間點並無替代用途之產品銷售之收益確認

根據香港財務報告準則第15號，當本集團之履約並無創造出對本集團而言具有替代用途之資產，且於合約期內任何時間本集團對迄今完成之履約付款具有可執行權利，則資產之控制權將隨時間轉移。釐定有關付款權利於慣例中是否可執行時需要作出重大判斷。本集團基於合約條款並考慮相關地方法律及慣例是否適用於該等相關合約以及本集團內部法律顧問之意見。根據本集團管理層之評估，相關銷售合約之條款並無創造出於合約期內任何時間對本集團而言可執行之付款權利。因此，並無替代用途之產品銷售被認為於某一時間點已達成履行義務。

(ix) 應收賬款預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬款之預期信貸虧損。撥備矩陣乃按具有類似虧損型態之不同債務人組別劃分之賬齡計量。撥備率乃根據本集團之歷史違約率，並考慮合理支持之前瞻性資料，毋須付出不必要之成本或努力。於每個報告日，觀察之歷史違約率會重新評估，並考慮前瞻性資料之變動。此外，具有重大結餘及信貸減值（如有）之應收賬款將個別評估預期信貸虧損。

預期信貸虧損撥備易受估計變動之影響。有關預期信貸虧損及本集團應收賬款之資料於附註2、21及41(c)披露。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. SEGMENT INFORMATION

The Group is organised into three (2017: three) business units, based on which information is prepared and reported to the Group's chief decision makers, for the purposes of resource allocation and assessment of performance.

Information of the Group's operating and reportable segments are shown as follows:

For the year ended 31 December 2018

5. 分部資料

本集團設立三個(二零一七年: 三個)業務單位, 並為作出資源分配及評核表現而按業務單位編製有關資料及向本集團主要決策人報告。

本集團之營運及可報告分部之資料列示如下:

截至二零一八年十二月三十一日止年度

		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Reportable segment revenue Revenue	可報告分部收益 收益	250,891	17,520	10,257	278,668
Timing of revenue recognition for those within the scope of HKFRS 15	屬香港財務報告準則第15號範圍內收入的確認時間				
A point in time	一個時點	250,891	-	-	250,891
Over time	隨時間	-	-	10,257	10,257
Revenue from other source: Rental income	其他來源收益: 租金收入	-	17,520	-	17,520
Total	總額	250,891	17,520	10,257	278,668
Reportable segment profit/(loss)	可報告分部溢利/(虧損)	130,634	(30,801)	5,910	105,743
Share of result of an associate	分佔一間聯營公司業績				23,119
Finance costs	融資成本				(6,774)
Income tax expenses	所得稅開支				(40,510)
Unallocated expenses	未分配開支				(43,979)
Unallocated income	未分配收入				23,288
Profit for the year	年度溢利				60,887
Reportable segment assets Corporate assets	可報告分部資產 公司資產	2,267,194	738,806	3,382	3,009,382 610,907
Group assets	集團資產				3,620,289
Additions to non-current segment assets during the year	年內添置之非流動分部資產	1,541	1,933	-	3,474
Reportable segment liabilities Corporate liabilities	可報告分部負債 公司負債	830,339	30,285	3,508	864,132 792,068
Group liabilities	集團負債				1,656,200

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. SEGMENT INFORMATION (continued)

For the year ended 31 December 2017

5. 分部資料 (續)

截至二零一七年十二月三十一日止年度

		Property development 物業發展 RMB'000 人民幣千元	Property investment 物業投資 RMB'000 人民幣千元	Property management 物業管理 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
Reportable segment revenue	可報告分部收益				
External revenue	外界收益	700,609	19,574	6,832	727,015
Reportable segment profit/ (loss)	可報告分部溢利/ (虧損)	226,984	(125)	(6,816)	220,043
Share of result of an associate	分佔一間聯營公司業績				585
Finance costs	融資成本				(5,727)
Income tax expenses	所得稅開支				(129,995)
Unallocated expenses	未分配開支				(31,802)
Unallocated income	未分配收入				5,311
Profit for the year	年度溢利				58,415
Reportable segment assets	可報告分部資產	1,944,501	751,187	8,495	2,704,183
Corporate assets	公司資產				593,527
Group assets	集團資產				3,297,710
Additions to non-current segment assets during the year	年內添置之非流動 分部資產	1,407	6,661	-	8,068
Reportable segment liabilities	可報告分部負債	649,590	273,100	5,263	927,953
Corporate liabilities	公司負債				475,184
Group liabilities	集團負債				1,403,137



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. SEGMENT INFORMATION (continued)

There was no single customer individually contributed over 10% of the Group's total revenue during the year ended 31 December 2018 (2017: Nil).

All the Group's revenues from external customers is derived from the Mainland China.

Non-current assets (excluding financial instruments) of the Group are divided into the following geographical areas:

5. 分部資料 (續)

截至二零一八年十二月三十一日止年度，概無單一客戶個別對本集團總收益的貢獻超過10%（二零一七年：無）。

本集團來自外界客戶之全部收益均來自中國內地。

本集團之非流動資產（不包括金融工具）分為以下地區：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Hong Kong (domicile) (note)	香港（業務所在地）（附註）	14	20
Mainland China	中國內地	1,266,350	1,263,198
		1,266,364	1,263,218

note:

The place of domicile is determined based on the location of central management.

The geographical location of customers is based on the location at which the services were provided or the location of properties sold. The geographical locations of the non-current assets and interests of associate are based on the physical location of the assets and location of operation of the associate respectively.

附註：

業務所在地乃根據中央管理層位處所在釐定。

客戶所在地乃以提供服務或已售物業所在地點為基準。非流動資產及聯營公司權益所在地乃分別以資產及聯營公司經營業務之實際地點為基準。

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

6. REVENUE

The Group's principal activities are disclosed in Note 1 to these consolidated financial statements. Turnover of the Group is the revenue from these activities. Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

6. 收益

本集團之主要業務載於該等綜合財務報表附註1。來自有關業務之收益亦即本集團營業額。來自客戶合約收益與分部資料所披露款項的對賬載列如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 <i>RMB'000</i> 人民幣千元
Sales of properties	銷售物業	250,891	700,609
Properties management fees	物業管理費	10,257	6,832
Revenue from contracts with customers (within the scope of HKFRS 15)	來自客戶合約收益 (屬香港財務 報告準則第15號範圍內)	261,148	707,441
Gross rental income from investment properties (outside the scope of HKFRS 15)	投資物業之租金收入總額 (不屬 於香港財務報告準則第15號 範圍內)	17,520	19,574
Total	總計	278,668	727,015



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. REVENUE (continued)

Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price in respect of outstanding contracts with customers as at 31 December 2018 allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 and the expected timing of recognising revenue are as follows:

6. 收益 (續)

將交易價分配至客戶合約中的剩餘履約責任

於二零一八年十二月三十一日，就於該日與客戶訂立的未完成合約而言，分配至剩餘履約責任（未滿足或部分未滿足）的交易價及確認收益的預期時間如下文所示：

		Sales of properties 銷售物業 RMB'000 人民幣千元
Within one year	一年內	104,534
More than one year but not more than two years	超過一年但少於兩年	243,556
		348,090

For the sales of properties, the performance obligation is satisfied upon the transfer of the control of the properties and the Group has fully received the consideration of the properties sold. The expected timing of title transfer is stated in the sales and purchases agreements.

就銷售物業而言，於物業控制權轉讓及本集團悉數收取已售物業的代價後，方可滿足履約責任。業權轉讓的預期時間於買賣協議中列明。

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

7. OTHER REVENUE AND NET INCOME/
(LOSS)

7. 其他收益及收入／(虧損)淨額

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Other revenue	其他收益		
Interest income on financial assets carried at amortised costs	按攤銷成本入賬之金融資產之利息收入	1,364	3,013
Interest income on loan to an associate	給予一間聯營公司貸款之利息收入	3,262	589
Management fee income from an associate	來自一間聯營公司之管理費收入	12,345	187
Others (note)	其他(附註)	18,033	2,572
Other net income/(loss)	其他收入／(虧損)淨額		
Reversal of impairment losses of completed properties held of sale	撥回持作出售已竣工物業之減值虧損	830	-
Loss on deregistration of a subsidiary	撤銷一間附屬公司註冊之虧損	(492)	-
		35,342	6,361

note:

The amount represents certain one-off items including reversal of over-provided compensations and claims of RMB7,583,000, reversal of management fee upon termination of property management agreement on sold properties of RMB3,639,000 and waiver of interest payable of RMB4,716,000 on a borrowing from the controlling shareholder of an associate after mutual agreement with the Group.

附註：

該款項為若干一次性項目，包括撥回超額撥備補償及索償人民幣7,583,000元，就物業管理協議因物業已售被終止而撥回管理費人民幣3,639,000元及於本集團與一間聯營公司控股股東共同達成協議後豁免來自該控股股東借款的應付利息人民幣4,716,000元。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

8. FINANCE COSTS

8. 融資成本

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on bank borrowing	銀行借款之利息	4,341	12,707
Interest on other borrowing from an associate	來自一間聯營公司之 其他借款之利息	2,433	2,433
Interest on other borrowing from a financial institutions	來自一間金融機構之 其他借款之利息	23,835	3,294
Less: amount capitalised to properties under development	減：資本化為發展中物業之 金額	(23,835)	-
		6,774	18,434

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

9. PROFIT BEFORE TAX

9. 除稅前溢利

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before income tax is arrived at after charging/(crediting):	除所得稅前溢利 已扣除／(計入)：		
Cost of properties sold	已售物業成本	179,273	522,301
Cost of service for property management	物業管理服務成本	7,885	7,305
Allowance for expected credit losses	預期信貸虧損之撥備	6,182	-
Tax and other levies	稅項及其他徵費	6,324	12,049
Depreciation on plant and equipment (note (a))	廠房及設備折舊 (附註(a))	1,547	576
Operating lease charges in respect of land and buildings	土地及樓宇之經營租賃支出	2,131	2,508
Auditors' remuneration	核數師酬金		
– audit services	– 審計服務	800	780
– non-audit services	– 非審計服務		
– Interim review	– 中期審查	337	347
– Others	– 其他	51	130
Reversal of impairment loss of properties under development	撥回發展中物業之減值虧損	(81,518)	(82,772)
Rental income from investment properties less direct outgoings (note (b))	投資物業租金收入減直接開支 (附註(b))	(14,413)	(16,501)

notes:

附註：

(a) Depreciation expenses

Depreciation expenses of approximately RMB1,547,000 (2017: approximately RMB576,000) have been included in administrative expenses.

(a) 折舊開支

折舊開支約人民幣1,547,000元(二零一七年：約人民幣576,000元)已計入行政費用。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

9. PROFIT BEFORE TAX (continued)

Notes: (continued)

- (b) **Rental income from investment properties**
Direct outgoings incurred for rental income from investment properties amounted to approximately RMB3,107,000 (2017: RMB3,073,000).

10. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

9. 除稅前溢利 (續)

附註：(續)

- (b) **投資物業租金收入**
投資物業租金收入所產生直接開支約為人民幣3,107,000元(二零一七年：人民幣3,073,000元)。

10. 僱員福利開支(包括董事薪酬)

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	23,166	18,452
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	1,904	1,041
		25,070	19,493

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

11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

11. 董事酬金及高級管理人員薪酬

11.1 Directors' emoluments

Executive directors and independent non-executive directors:

11.1 董事酬金

執行董事及獨立非執行董事：

2018

二零一八年

		Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total	
	Directors' fees	薪金、津貼 及實物利益	酌情花紅	定額供款 計劃供款	總計	
	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	
Executive directors	執行董事					
Mr. Zhang Gao Bin	張高濱先生	-	2,912	-	15	2,927
Mr. Luo Zhangguan	羅章冠先生	-	281	8	40	329
Independent non-executive directors	獨立非執行董事					
Mr. Lo Wai Hung	盧偉雄先生	223	-	-	-	223
Mr. Chan Chi Mong, Hopkins	陳之望先生	192	-	-	-	192
Mr. Mak Yiu Tong	麥耀棠先生	192	-	-	-	192
		607	3,193	8	55	3,863



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

11.1 Directors' emoluments (continued)

Executive directors and independent non-executive directors:

2017

	Directors' fees	Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total
	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
Executive directors					
Mr. Zhang Gao Bin	-	2,877	130	16	3,023
Mr. Luo Zhangguan	-	284	9	38	331
Independent non-executive directors					
Mr. Lo Wai Hung	228	-	-	-	228
Mr. Chan Chi Mong, Hopkins	198	-	-	-	198
Mr. Mak Yiu Tong	198	-	-	-	198
	624	3,161	139	54	3,978

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2017: Nil).

各董事於年內概無作出放棄或同意放棄任何酬金之安排(二零一七年:無)。

11. 董事酬金及高級管理人員薪酬 (續)

11.1 董事酬金 (續)

執行董事及獨立非執行董事：

二零一七年

	Directors' fees	Salaries, allowances & benefits in kind	Discretionary bonus	Contribution to defined contribution plan	Total
	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
Executive directors					
Mr. Zhang Gao Bin	-	2,877	130	16	3,023
Mr. Luo Zhangguan	-	284	9	38	331
Independent non-executive directors					
Mr. Lo Wai Hung	228	-	-	-	228
Mr. Chan Chi Mong, Hopkins	198	-	-	-	198
Mr. Mak Yiu Tong	198	-	-	-	198
	624	3,161	139	54	3,978

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

11. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)**11.2 Five highest paid individuals**

The five individuals whose emoluments were the highest in the Group for the year included two (2017: two) directors whose emoluments are reflected in the analysis presented in note 11.1. The emoluments payable to the remaining three (2017: three) individuals during the year are as follows:

11. 董事酬金及高級管理人員薪酬 (續)**11.2 五名最高薪人士**

本集團年內五名最高薪人士包括兩名(二零一七年:兩名)董事,彼等之酬金已於附註11.1呈報之分析內反映。年內應付餘下三名(二零一七年:三名)人士之酬金如下:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,431	1,872
Retirement scheme contributions	退休金計劃供款	98	77
		2,529	1,949

The emoluments fell within the following bands:

該等酬金屬於下列組別:

		Number of individuals 僱員人數	
		2018 二零一八年	2017 二零一七年
Emolument bands	酬金組別		
RMB1,000,001-RMB1,500,000	人民幣1,000,001元至 人民幣1,500,000元	1	1
RMB500,001-RMB1,000,000	人民幣500,001元至 人民幣1,000,000元	1	-
RMB0-RMB500,000	人民幣0元至 人民幣500,000元	1	2



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

12. INCOME TAX EXPENSE

12. 所得稅開支

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Current tax	即期稅項		
The PRC — Corporate Income Tax	中國 — 企業所得稅		
— Tax for the year	— 本年度稅項	16,966	127,835
— Under/(over) provision in respect of prior years	— 過往年度撥備不足／(超額撥備)	435	(1,120)
		17,401	126,715
The PRC — Land appreciation tax	中國 — 土地增值稅		
— Current year	— 本年度	31,235	77,719
Deferred tax (Note 30)	遞延稅項 (附註30)		
— Credit for the year	— 本年度抵免	(4,791)	(84,313)
— (Over)/under provision in respect of prior years	— 過往年度 (超額撥備)／撥備不足	(3,335)	9,874
		(8,126)	(74,439)
Total income tax expense	所得稅開支總額	40,510	129,995

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

12. INCOME TAX EXPENSE (continued)

Reconciliation between tax expenses and accounting profit at applicable tax rates:

12. 所得稅開支 (續)

稅項開支與按適用稅率計算會計溢利之對賬：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit before taxation	除稅前溢利	101,397	188,410
Income tax at the PRC income tax rate of 25%	按中國所得稅稅率25% 計算之所得稅	25,349	47,102
Tax effect of different taxation rates in other tax jurisdictions	其他稅務司法權區不同稅率之 稅務影響	431	424
(Over)/under provision in prior years	過往年度(超額撥備)/ 撥備不足	(2,900)	8,754
Tax effect of non-taxable revenue	毋須繳稅收益之稅務影響	(4,334)	(422)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	3,568	6,199
Tax effect of prior year's unrecognised tax losses utilised this year	年內使用過往年度未確認 稅項虧損之稅務影響	(2,631)	-
Tax effect of unused tax losses not recognised	未確認未使用稅項虧損之 稅務影響	4,077	1,721
Tax effect of share of result of an associate	分佔一間聯營公司業績之 稅務影響	(5,780)	(146)
Tax effect of impairment of assets	資產減值之稅務影響	(696)	-
PRC land appreciation tax	中國土地增值稅	31,235	77,719
Effect of PRC land appreciation tax	中國土地增值稅之影響	(7,809)	(21,473)
Land appreciation tax on fair value changes on investment properties	投資物業公平值變動產生的 土地增值稅	-	8,172
Others	其他	-	1,945
Income tax expense	所得稅開支	40,510	129,995



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

12. INCOME TAX EXPENSE (continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

The income tax provision of the Group in respect of operations in Mainland China has been calculated at the rate of 25% (2017: 25%) on the estimated assessable profits for the year, based on the existing legislation, interpretations and practices in respect thereof.

PRC land appreciation tax is levied at progressive rate ranging from 30% to 60% (2017: 30% to 60%) on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including lease charges of land use rights and all properties development expenditures.

Furthermore, in accordance with the Detailed Implementation Regulations for implementation of the new Corporate Income Tax Law issued on 6 December 2007, a 10% withholding tax shall be levied on the dividends remitted by the companies established in the PRC to their foreign investors starting from 1 January 2008. Dividends coming from the profits generated by the PRC subsidiaries after 1 January 2008 shall be subject to this withholding tax. As at 31 December 2018, the earnings of the Group's PRC companies are approximately RMB998,790,000 (2017: approximately RMB767,571,000). As at 31 December 2018, the Group has not accrued any withholding income tax for the earnings of its PRC subsidiaries (2017: nil), because the Group has control over these subsidiaries and management does not have an immediate plan to distribute earnings from its PRC subsidiaries generated in the foreseeable future.

12. 所得稅開支(續)

二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第七號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日寫入法律並於次日刊憲。利得稅兩級制規定，符合兩級制條件的集團實體首兩百萬港元的溢利將按8.25%的稅率徵稅，超過兩百萬港元的溢利將按16.5%的稅率徵稅。不符合利得稅兩級制條件的集團實體將繼續沿用16.5%的單一稅率。

本公司董事認為執行利得稅兩級制所涉金額在綜合財務報表中並不重大。香港利得稅乃根據兩個年度之估計應課稅溢利均按16.5%的稅率計算。

本集團就中國內地業務作出之所得稅撥備乃根據本年度估計應課稅溢利，在現有法例、詮釋及慣例基礎下按25% (二零一七年：25%) 稅率計算。

中國土地增值稅根據土地價值之增長(即銷售物業所得款項減可扣減開支(包括土地使用權租賃費用以及所有物業發展支出))按累進稅率30%至60%(二零一七年：30%至60%)徵收。

此外，根據於二零零七年十二月六日頒佈之新企業所得稅法實施細則，自二零零八年一月一日起，在中國成立之公司向其外資投資者匯出股息須徵收10%預扣稅。來自中國附屬公司於二零零八年一月一日之後所賺溢利之股息須徵收此項預扣稅。於二零一八年十二月三十一日，本集團中國公司的盈利約人民幣998,790,000元(二零一七年：約人民幣767,571,000元)。於二零一八年十二月三十一日，本集團並無就其中國附屬公司之盈利為預扣所得稅作撥備(二零一七年：無)，因本集團擁有該等附屬公司的控制權且管理層並無即時計劃於可見未來分派旗下中國附屬公司之盈利。

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

13. EARNINGS PER SHARE**Basic earnings per share**

The calculation of earnings per share is based on the profit attributable to the owners of the Company of approximately RMB69,625,000 (2017: approximately RMB63,667,000) and on the weighted average of 10,293,136,554 (2017: 10,293,136,554) ordinary shares in issue during the year.

Diluted earnings per share

There was no difference between basic and diluted earnings per share as the Company did not have any dilutive potential shares outstanding during the year ended 31 December 2018 and 2017.

14. INVESTMENT PROPERTIES**13. 每股盈利****每股基本盈利**

每股盈利乃根據本公司擁有人應佔溢利約人民幣69,625,000元(二零一七年：約人民幣63,667,000元)及年內已發行普通股之加權平均數10,293,136,554股(二零一七年：10,293,136,554股)計算。

每股攤薄盈利

截至二零一八年及二零一七年十二月三十一日止年度，由於本公司概無任何潛在發行在外的攤薄股份，每股基本及攤薄盈利並無差異。

14. 投資物業

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
At 1 January	於一月一日	741,000	725,000
Additions	添置	1,933	6,661
(Decrease)/increase in fair value	公平值(減少)/增加	(38,933)	9,339
At 31 December	於十二月三十一日	704,000	741,000



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

14. INVESTMENT PROPERTIES (continued)

The analysis of the net carrying amount of investment properties according to lease periods as at 31 December were as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Outside Hong Kong, held on:	於香港境外持有：		
Lease of between 10 to 50 years	租期介乎10至50年	704,000	741,000

The fair values of the investment properties of the Group as at 31 December 2018 were assessed by B.I. Appraisals Limited, an independent qualified valuer. B.I. Appraisals Limited is a member of the Hong Kong Institute of Surveyors. For financial reporting purpose, discussions and review of valuation processes and results are held amongst the Group's senior management and officers of relevant operation departments and the independent professional valuer. The results are being directly reported back to the executive directors of the Company.

The valuation for completed investment properties was arrived at by considering the capitalised income derived from the existing tenancies and the reversionary potential of the properties or, where appropriate by reference to market evidence of transaction prices for similar properties in the similar locations and conditions.

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Certain of the Group's investment properties are leased to third parties under operating leases, further summary details of which are included in note 35.

14. 投資物業 (續)

投資物業於十二月三十一日按租期之賬面淨值分析如下：

本集團之投資物業於二零一八年十二月三十一日之公平值經獨立合資格估值師保柏國際評估有限公司估值。保柏國際評估有限公司為香港測量師學會的成員。為進行財務報告，估值程序及結果由本集團高級管理層及相關營運部門職員及獨立專業估值師討論及檢討，相關結果則直接向本公司執行董事匯報。

已竣工投資物業估值乃考慮現有租約產生的資本化收入及物業復歸收入潛力或(如適用)參考相同位置及狀況下同類物業交易價格的市場證據而進行。

本集團根據經營租賃持有以賺取租金或待資本增值的所有物業權益，採用公平值模式計量，並分類及入賬列為投資物業。

本集團若干投資物業乃根據經營租賃出租予第三方，有關詳情之進一步摘要載於附註35。

14. INVESTMENT PROPERTIES (continued)

As at 31 December 2018, investment properties of approximately RMB665,000,000 (2017: RMB702,000,000) were pledged to banks to secure general banking facilities granted to the Group to the extent of RMB200,000,000 (2017: RMB170,000,000).

The following table presents the Group's investment properties measured at fair value in the consolidated statements of financial position in accordance with the fair value hierarchy. The hierarchy groups the investment properties into three levels based on the relative reliability of significant inputs used in measuring the fair value of the investment properties. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

14. 投資物業 (續)

於二零一八年十二月三十一日，約人民幣665,000,000元（二零一七年：人民幣702,000,000元）的投資物業已抵押予銀行，以取得本集團獲授之一般銀行融資人民幣200,000,000元（二零一七年：人民幣170,000,000元）。

下表呈列本集團根據公平值級別於綜合財政狀況表按公平值計量之投資物業。投資物業根據計量該等投資物業公平值所用重大輸入數據之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產之活躍市場報價（未經調整）；
- 第二級：第一級所包括報價以外就資產觀察所得輸入數值，並無使用重大無法觀察之輸入數據。無法觀察之輸入數據並無市場數據；及
- 第三級：並非以觀察所得市場數據為準之資產輸入數值（無法觀察之輸入數值）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

14. INVESTMENT PROPERTIES (continued)

The Group's investment properties stated at fair value in the consolidated statements of financial position at each reporting date is grouped into the fair value hierarchy as follows:

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Investment properties located in Guangzhou, the PRC	於中國廣州的投資物業	-	-	704,000	704,000
At 31 December 2018	於二零一八年十二月三十一日	-	-	704,000	704,000

During the year ended 31 December 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

14. 投資物業 (續)

於各報告日期，本集團在綜合財政狀況表以公平值列賬之投資物業分為以下公平值級別：

截至二零一八年十二月三十一日止年度，第一級與第二級之間並無轉撥，而第三級概無任何轉入或轉出。本集團之政策為於其產生之報告期末確認公平值各級之間之轉撥。

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Investment properties located in Guangzhou, the PRC	於中國廣州的投資物業	-	-	741,000	741,000
At 31 December 2017	於二零一七年十二月三十一日	-	-	741,000	741,000

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

14. INVESTMENT PROPERTIES (continued)**Information about Level 3 fair value measurements
2018**

	Valuation techniques 估值技巧	Unobservable input 無法觀察之輸入數值	Range 範圍	Relationship of unobservable inputs to fair value 無法觀察之輸入數值與公平值的關係
Completed investment properties in Guangzhou, the PRC 中國廣州已竣工投資物業	Market approach – investment method 市場法 – 投資法	Market rent 市場租金	RMB70-RMB270 per square meter 每平方米人民幣70元至 人民幣270元	The higher the market rent, the higher the value 市場租金越高，公平值越高
		Reversionary yield 復歸收益率	5.75%-6%	The higher the reversionary yield, the lower the value 復歸收益率越高，公平值越低

2017**二零一七年**

	Valuation techniques 估值技巧	Unobservable input 無法觀察之輸入數值	Range 範圍	Relationship of unobservable inputs to fair value 無法觀察之輸入數值與公平值的關係
Completed investment properties in Guangzhou, the PRC 中國廣州已竣工投資物業	Market approach – investment method 市場法 – 投資法	Market rent 市場租金	RMB70-RMB300 per square meter 每平方米人民幣70元至 人民幣300元	The higher the market rent, the higher the value 市場租金越高，公平值越高
		Reversionary yield 復歸收益率	5.5%-6.25%	The higher the reversionary yield, the lower the value 復歸收益率越高，公平值越低



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

14. INVESTMENT PROPERTIES (continued)

Information about Level 3 fair value measurements

(continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

14. 投資物業 (續)

第三級公平值計量資料 (續)

年內，第三級公平值計量的結餘變動如下：

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Investment properties located in Guangzhou, the PRC:	於中國廣州的投資物業：		
At 1 January	於一月一日	741,000	725,000
Additions	添置	1,933	6,661
(Decrease)/increase in fair value	公平值(減少)/增加	(38,933)	9,339
At 31 December	於十二月三十一日	704,000	741,000

Fair value adjustment of investment properties is recognised in the line item “fair value changes on investment properties” on the face of the consolidated statement of profit or loss and other comprehensive income.

投資物業的公平值調整於綜合損益及其他全面收入報表之「投資物業之公平值變動」確認。

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

15. PLANT AND EQUIPMENT

15. 廠房及設備

		Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Furniture, fixture and office equipment 傢俬、裝置及辦公室設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本				
At 1 January 2017	於二零一七年一月一日	7,171	2,083	3,358	12,612
Exchange realignment	匯兌調整	(4)	(9)	-	(13)
Additions	添置	-	275	1,132	1,407
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	7,167	2,349	4,490	14,006
Exchange realignment	匯兌調整	3	7	-	10
Additions	添置	-	357	1,184	1,541
Written off	撇銷	-	(45)	(268)	(313)
At 31 December 2018	於二零一八年十二月三十一日	7,170	2,668	5,406	15,244
Deduct: accumulated depreciation and impairment loss	減：累計折舊及減值虧損				
At 1 January 2017	於二零一七年一月一日	7,136	1,875	1,527	10,538
Exchange realignment	匯兌調整	(2)	(9)	-	(11)
Depreciation	折舊	8	73	495	576
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	7,142	1,939	2,022	11,103
Exchange realignment	匯兌調整	1	7	-	8
Depreciation	折舊	8	269	1,270	1,547
Eliminated on written off	撇銷時對銷	-	(45)	(268)	(313)
At 31 December 2018	於二零一八年十二月三十一日	7,151	2,170	3,024	12,345
Net book amount	賬面淨值				
At 31 December 2018	於二零一八年十二月三十一日	19	498	2,382	2,899
At 31 December 2017	於二零一七年十二月三十一日	25	410	2,468	2,903



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

16. INTERESTS IN SUBSIDIARIES

Particulars of the subsidiaries at 31 December 2018 and 31 December 2017 were as follows:

16. 於附屬公司之權益

於二零一八年十二月三十一日及二零一七年十二月三十一日，附屬公司之詳情如下：

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Canton Million Investments Limited (iii)	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	US\$1 1美元	100%	100%	-	Investment holding in Hong Kong 於香港從事投資控股
Chengmai Shiyou Logistics Co. Ltd. (ii), (iii) & (iv) 澄邁世郵物流有限公司 (ii) · (iii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	51%	-	51%	Inactive 暫無業務
Grandwill International Investment Limited 宏志國際投資有限公司	Hong Kong 香港	HK\$1 1港元	100%	-	100%	Inactive 暫無業務
Guangzhou City Liwan Qi Che Pei Factory Company Limited (ii) & (iv) 廣州市荔灣汽車制配廠有限公司 (ii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Property investment in the PRC 於中國從事物業投資
Guangzhou Fanzhan Trading Limited (i), (iii) & (iv) 廣州帆展貿易有限公司 (i) · (iii) 及 (iv)	The PRC 中國	RMB10,500,000 人民幣10,500,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Guangzhou Fengmao Real Estate Development Limited (ii), (iii) & (iv) 廣州豐茂房地產開發有限公司 (ii) · (iii) 及 (iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Guangzhou Gaotian Investment Limited (ii) & (iv) 廣州高田投資有限公司 (ii) 及 (iv)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	100%	-	100%	Property development and property investment in the PRC 於中國從事物業發展及物業投資

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

16. INTERESTS IN SUBSIDIARIES (continued)

16. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Guangzhou Guoyou Logistics Co., Ltd. (ii) & (iv) 廣州國郵物流有限公司 (ii)及(iv)	The PRC 中國	RMB48,880,000 人民幣48,880,000元	51%	-	51%	Property development in the PRC 於中國從事物業發展
Guangzhou Huangpu Caming Real Estate Development Limited (i), (iii) & (iv) 廣州黃埔金成房產開發有限公司 (i)、(iii)及(iv)	The PRC 中國	US\$13,000,000 13,000,000美元	100%	-	100%	Property development in the PRC 於中國從事物業發展
Guangzhou Kinyang Real Estate Development Co., Ltd. (i) & (iv) 廣州建陽房地產發展有限公司 (i)及(iv)	The PRC 中國	RMB112,000,000 人民幣112,000,000元	100%	-	100%	Property development and property investment in the PRC 於中國從事物業發展及 物業投資
Guangzhou Shihui Commercial Clubhouse Management Limited (ii) & (iv) 廣州仕蒼商業會所管理 有限公司 (ii)及(iv)	The PRC 中國	RMB1,500,000 人民幣1,500,000元	100%	-	100%	Inactive 暫無業務
Guangzhou Talent Shoes Market Management Limited (ii) & (iv) 廣州天倫鞋業市場經營管理 有限公司 (ii)及(iv)	The PRC 中國	RMB2,000,000 人民幣2,000,000元	90%	-	90%	Property management in the PRC 於中國從事物業管理
Guangzhou Xianzhuang Properties Development Limited (ii) & (iv) 廣州賢莊房地產開發有限公司 (ii)及(iv)	The PRC 中國	RMB33,000,000 人民幣33,000,000元	100%	-	100%	Property development in the PRC 於中國從事物業發展



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

16. INTERESTS IN SUBSIDIARIES (continued)

16. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Guangzhou Xinzhuo Properties Management Limited (ii), (iii) & (iv) 廣州新卓物業管理有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB3,000,000 人民幣3,000,000元	100%	-	100%	Property management in the PRC 於中國從事物業管理
Guangzhou Yijie Cleaning Company Limited (i) & (iv) 廣州邑潔保潔有限公司 (i)及(iv)	The PRC 中國	RMB1,000,000 人民幣1,000,000元	100%	-	100%	Investment holding in the PRC and provision of cleaning services 於中國從事投資控股及 提供清潔服務
Guangzhou Yongxiang Investment Limited (ii) & (iv) 廣州永祥投資有限公司 (ii)及(iv)	The PRC 中國	RMB11,000,000 人民幣11,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Haikou Yicheng Industries Limited (i), (iii) & (iv) 海口易晟實業有限公司 (i)、(iii)及(iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Linyi Yougu Logistics Co. Ltd. (ii), (iii), (iv) & (vi) 臨沂優穀物流有限公司 (ii)、(iii)、(iv)及(vi)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	51%	-	51%	Inactive 暫無業務
Mark World Properties Limited 德滙置業有限公司	Hong Kong 香港	HK\$1 1港元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Neo Bloom Limited (iii) 新興有限公司 (iii)	BVI 英屬處女群島	US\$1 1美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

16. INTERESTS IN SUBSIDIARIES (continued)

16. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Profit Venture Investment Limited 永陽投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Smart Key Global Limited (iii)	BVI 英屬處女群島	US\$1 1美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Sure Win Inc. Limited 永盈興業有限公司	Hong Kong 香港	HK\$100 100港元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Talent Central Limited (iii)	BVI 英屬處女群島	US\$101 101美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Talent Property Group Limited (ii), (iii) & (iv) 新天地產集團有限公司 (ii) · (iii) 及 (iv)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	100%	-	100%	Investment holding in the PRC 於中國從事投資控股
Talent Property Limited 新天地產有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	-	100%	Inactive 暫無業務
Talent Prosper Corporation (iii) 天倫興業有限公司 (iii)	BVI 英屬處女群島	US\$2 2美元	100%	-	100%	Investment holding in Hong Kong 於香港從事投資控股
Xuzhou Shiyou Logistics Development Co., Ltd. (ii) & (iv) 徐州世郵物流發展有限公司 (ii) 及 (iv)	The PRC 中國	RMB20,000,000 人民幣20,000,000元	51%	-	51%	Property development in the PRC 於中國從事物業發展



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

16. INTERESTS IN SUBSIDIARIES (continued)

16. 於附屬公司之權益 (續)

Name 名稱	Place/country of incorporation/ registration 註冊成立/ 註冊地點/國家	Issued share capital/ registered capital 已發行股本/ 已註冊資本	Group's effective interest 本集團 實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司 持有	Held by a Subsidiary of the Company 本公司之 附屬公司 持有	
Yangzhou Shiyu Logistics Development Co., Ltd. (ii) & (iv) 揚州世郵物流發展有限公司 (ii)及(iv)	The PRC 中國	RMB10,000,000 人民幣10,000,000元	51%	-	51%	Property development in the PRC 於中國從事物業發展
Yangzhou Shiyu Urban Development Co., Ltd. (ii), (iii), (iv) & (v) 揚州世郵城市發展有限公司 (ii)、(iii)、(iv)及(v)	The PRC 中國	RMB300,000,000 人民幣300,000,000元	51%	-	51%	Property development in the PRC 於中國從事物業發展
Yunnan Xin Tian Culture Travel Development Limited (ii), (iii) & (iv) 雲南新天文化旅遊發展有限公司 (ii)、(iii)及(iv)	The PRC 中國	RMB50,000,000 人民幣50,000,000元	60%	-	60%	Inactive 暫無業務

Notes:

- (i) The above companies are registered as a wholly foreign owned enterprises under the PRC law.
- (ii) The above companies are registered as limited companies under the PRC law.
- (iii) The statutory financial statements of these subsidiaries are not audited by CHENG & CHENG LIMITED reflect total net assets at approximately RMB1,235,300,000 and turnover at approximately RMB6,548,000 constituting the related consolidated totals.
- (iv) The names of certain companies referred in these consolidated financial statements represent management's best effort in translation of the Chinese names of these companies as no English names have been registered or available.
- (v) The company is incorporated and registered as a limited company under the PRC law at 20 December 2018.
- (vi) The company was deregistered at 26 December 2018.

附註：

- (i) 上述公司根據中國法律註冊為外商獨資企業。
- (ii) 上述公司根據中國法律註冊為有限公司。
- (iii) 該等附屬公司的法定財務報表並非由鄭鄭會計師事務所有限公司審核，總資產淨額及營業額分別佔相關總額約人民幣1,235,300,000元及人民幣6,548,000元。
- (iv) 由於並無註冊或可用之英文名稱，本綜合財務報表所提述若干公司之名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。
- (v) 公司於二零一八年十二月二十日根據中國法律註冊成立及註冊為有限公司。
- (vi) 公司於二零一八年十二月二十六日撤銷註冊。

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

16. INTERESTS IN SUBSIDIARIES (continued)

The following table lists out the information relating to Guangzhou Guoyou Logistics Co., Ltd, a subsidiary which has a material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

16. 於附屬公司之權益 (續)

下表列出有關廣州國郵物流有限公司(一間擁有重大非控股權益之附屬公司)的資料。下文呈列之財務資料摘要指計入任何公司間撇銷之前的金額。

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
NCI percentage	非控股權益百分比	49%	49%
Current assets	流動資產	757,994	505,549
Non-current assets	非流動資產	7,705	528
Current liabilities	流動負債	759,323	506,592
Non-current liabilities	非流動負債	-	-
Net assets/(liabilities)	資產/(負債)淨值	6,376	(515)
Carrying amount of NCI	非控股權益之賬面值	3,124	(252)
Revenue	收益	-	-
Loss for the year	年度虧損	17,833	10,719
Total comprehensive loss	全面虧損總額	17,833	10,719
Loss allocated to NCI	分配至非控股權益之虧損	8,738	5,252
Dividend paid to NCI	支付非控股權益之股息	-	-
Cash flows from operating activities	經營業務之現金流量	(6,151)	219,623
Cash flows from investing activities	投資業務之現金流量	(583)	(267,400)
Cash flows from financing activities	融資業務之現金流量	4,929	50,204



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

17. INTERESTS IN AN ASSOCIATE

17. 於一間聯營公司之權益

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cost of investment adjusted for share of result of associate after acquisition	就收購後分佔一間聯營公司業績對投資成本之調整	505,556	482,437
Less: unrealised profit in associate	減：於聯營公司之未變現溢利	(4,041)	(8,341)
		501,515	474,096

The following list contains the particulars of the associate which is a private company:

下表載列屬私營公司的聯營公司詳情：

Name 名稱	Country of registration 註冊國家	Paid-in capital 實收資本	Group's effective interest 本集團實際權益	Proportion of ownership interest 持有權益比例		Principal activities and places of operations 主要業務及營業地點
				Held by the Company 本公司持有	Held by a subsidiary of the Company 本公司之附屬公司持有	
Guangzhou Xintian Properties Development Limited (i), (ii), (iii) & (iv) 廣州新天房地產發展有限公司 (i)、(ii)、(iii)及(iv)	The PRC 中國	RMB710,503,607 人民幣710,503,607元	30%	-	30%	Property development in the PRC 於中國從事物業發展

Notes:

附註：

- | | |
|---|---|
| (i) The English name of above company referred in these consolidated financial statements represent management's best effort in translation of the Chinese names of this company as no English names have been registered or available. | (i) 由於並無註冊或可用之英文名稱，此等綜合財務報表所提述之上述公司之英文名稱為管理層盡力對該等公司之中文名稱所作之英文翻譯。 |
| (ii) The statutory financial statement of above associate is not audited by CHENG & CHENG LIMITED. | (ii) 上述聯營公司之法定財務報表並非由鄭鄭會計師事務所有限公司進行審核。 |
| (iii) The above company is registered as limited company under the PRC law. | (iii) 上述公司根據中國法律註冊為有限公司。 |
| (iv) Guangzhou Xintian Properties Development Limited operates ("Guangzhou Xintian") in the PRC and is a strategic partner for the Group in developing the property development where Guangzhou Xintian has expertise and financial support from its holding company. | (iv) 廣州新天房地產發展有限公司（「廣州新天」）於中國營運，為本集團房地產開發業務的戰略合作夥伴，而廣州新天於房地產開發方面獲其控股公司的專業及財務支持。 |

The above associate is accounted for using the equity method in the consolidated financial statements.

上述聯營公司採用權益法於綜合財務報表入賬。

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

17. INTERESTS IN AN ASSOCIATE (continued)

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

17. 於一間聯營公司之權益 (續)

該聯營公司財務資料摘要、就會計政策差異所作調整及與綜合財務報表內賬面值之對賬披露如下：

		Guangzhou Xintian Properties Development Limited 廣州新天房地產發展有限公司	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets (note)	流動資產 (附註)	2,119,097	3,204,893
Non-current assets	非流動資產	432	462
Current liabilities	流動負債	491,728	1,887,646
Non-current liabilities	非流動負債	185,955	198,261
Equity	權益	1,441,846	1,119,448
Revenue	收益	1,861,670	244,051
Profit for the year	年度溢利	322,398	46,231
Other comprehensive income	其他全面收入	-	-
Total comprehensive income	全面收入總額	322,398	46,231
Dividend received from the associate	來自聯營公司的股息	-	38,100
Reconcile to the Group's interests in the associate	與本集團所持聯營公司權益對賬		
Gross amounts of net assets of the associate	聯營公司淨資產總額	1,441,846	1,119,448
Group's effective interest	本集團實際權益	30%	30%
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	432,553	335,834
Goodwill	商譽	3,828	3,828
Effect of fair value adjustments at acquisition	收購時公平值調整的影響	69,175	142,775
Less: unrealised profit in associate	減：於聯營公司之未變現溢利	(4,041)	(8,341)
Carrying amount in the consolidated financial statements	於綜合財務報表的賬面值	501,515	474,096

note:

As at 31 December 2018, the associate had completed properties held for sale, amounted to RMB748,714,000 (2017: properties under development and completed properties held for sale amounted to RMB2,391,162,000), that were required to be carried at the lower of cost and NRV in accordance with the Group's policy.

附註：

於二零一八年十二月三十一日，聯營公司的持作出售之已竣工物業，為人民幣748,714,000元（二零一七年：發展中物業及持作出售之已竣工物業為人民幣2,391,162,000元），按照本集團的政策規定，須以成本和可變現淨值兩者之較低者入賬。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

17. INTERESTS IN AN ASSOCIATE (continued)

Reconciliation of share of result of an associate is disclosed below:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Profit for the year	年度溢利	322,398	46,231
Group's effective interest	本集團實際權益	30%	30%
Group's share of profit before fair value adjustments at acquisition	除收購時公平值調整的影響， 本集團分佔溢利	96,719	13,869
Change in effect of fair value adjustments at acquisition	收購時公平值調整影響的變動	(73,600)	(13,284)
Group's share of profit	本集團分佔溢利	23,119	585

17. 於一間聯營公司之權益 (續)

分佔一間聯營公司之業績之對賬披露如下：

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Unlisted equity securities outside Hong Kong, at cost (note)	於香港以外地區之非上市 股本證券，按成本 (附註)	-	1,000
Total	總計	-	1,000

18. 可供出售金融資產

note:

The unlisted equity securities represented investment in a private company registered in the PRC. The financial asset is reclassified to investment in equity instrument at fair value through other comprehensive income under HKFRS 9 as at 1 January 2018 and its fair value is estimated to be zero by the Group's management as at the end of the current year due to the poor performance of the investee.

附註：

非上市股本證券指於中國註冊之私營企業的投資。金融資產於二零一八年一月一日根據香港財務報告準則第9號重新分類至按公平值計入其他全面收入之股權工具投資，且由於被投資公司的表現不佳，本集團管理層預計其於本年度末的公平值為零。

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS (continued)

This financial asset was stated at fair value in the consolidated statements of financial position at as the reporting date and is grouped into the fair value hierarchy as level 3. During the year ended 31 December 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

As the financial asset was not traded in an active market, the fair value has been determined by discounted cash flows. The main level 3 inputs used by the Group in measuring the fair value of financial asset was derived and evaluated by the expected cash inflows that were estimated based on the financial performance of the investee, the knowledge of the business and the impact of current economic environment.

19. PROPERTIES UNDER DEVELOPMENT

Properties under development 發展中物業

All properties under development are located in the PRC. Land use rights are held on leases over 40 years.

As at 31 December 2018, properties under development with an amount of RMB454,698,000 (2017: Nil) were pledged as collateral for the Group's borrowings granted to the Group.

During the year ended 31 December 2018, properties under development with an amount of RMB95,908,000 (2017: RMB454,797,000) were transferred to completed properties held for sale.

Amounts of properties under development expected to be recovered after one year from the end of reporting period is approximately RMB1,860,035,000 (2017: RMB1,286,634,000).

The Group considered sentiment of property market in Guangzhou, pace of contract sales, lifted selling prices, further development costs to be incurred as well as the latest valuation, a further reversal of previously provided impairment loss of RMB81,518,000 (2017: RMB82,772,000) was recorded for properties under development.

18. 可供出售金融資產 (續)

於報告日期，金融資產於綜合財政狀況表中以公平值列賬，並於公平值級別中列為第三級。截至二零一八年十二月三十一日止年度，第一級與第二級之間並無轉撥，而第三級概無任何轉入或轉出。

由於金融資產未於活躍市場上交易，其公平值乃按貼現現金流釐定。本集團於計量金融資產的公平值時所採用主要第三級輸入數值從預期現金流入作出評估，此等根據被投資公司的財務表現、業務知識，以及當前經濟環境產生的影響進行估計。

19. 發展中物業

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
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1,860,035	1,286,634
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所有發展中物業均位於中國。持有土地使用權的租期超過40年。

於二零一八年十二月三十一日，金額為人民幣454,698,000元（二零一七年：無）的發展中物業已抵押作為本集團獲授借款之抵押品。

截至二零一八年十二月三十一日止年度，金額為人民幣95,908,000元（二零一七年：人民幣454,797,000）的發展中物業已轉移至持作出售之已竣工物業。

預期於報告期末起計一年後收回的發展中物業金額約人民幣1,860,035,000元（二零一七年：人民幣1,286,634,000元）。

本集團經計及廣州物業市場的氣氛、合約銷售進度、售價上升、將產生的進一步開發成本以及近期估值後，發展中物業錄得進一步撥回過往撥備的減值虧損人民幣81,518,000元（二零一七年：人民幣82,772,000元）。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

20. COMPLETED PROPERTIES HELD FOR SALE

20. 持作出售之已竣工物業

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Completed properties held for sale, at cost	持作出售之已竣工物業 — 按成本	288,038	347,154

The completed properties held for sale are located in the PRC. Land use rights are held on leases over 50 years.

持作出售之已竣工物業均位於中國。持有土地使用權的租期超過50年。

As at 31 December 2018, none of the completed properties held for sale (2017: Nil) were pledged as collateral for the Group's bank borrowings granted to the Group.

於二零一八年十二月三十一日，概無（二零一七年：無）持作出售之已竣工物業已抵押作為本集團獲授銀行借款之抵押品。

Amounts of completed properties held for sale expected to be recovered within one year is approximately RMB288,038,000 (2017: approximately RMB347,154,000).

持作出售之已竣工物業之款項預期於一年內收回金額約人民幣288,038,000元（二零一七年：約人民幣347,154,000元）。

21. TRADE RECEIVABLES

21. 應收賬款

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Trade receivables	應收賬款	8,235	13,746
Less: Provision for impairment of trade receivables recognised	減：已確認應收賬款 減值撥備	-	(1,500)
Allowance for expected credit losses	預期信貸虧損撥備	(453)	-
Trade receivables – net	應收賬款 – 淨值	7,782	12,246

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

21. TRADE RECEIVABLES (continued)

The directors of the Company considered that the fair value of trade receivables are not materially different from their carrying amounts because these amounts have short maturity periods in their inspection.

As at 31 December 2018 and 31 December 2017, trade receivables are mainly arose from rental income from investment properties and sales of properties. Proceeds are to be received in accordance with the terms of related tenancy agreements or property sales and purchase agreements.

Provision for expected credit losses of trade receivables are recorded using allowance accounts on trade receivable is as follows:

At the beginning of the year	年初		
Allowance for expected credit loss recognised	已確認預期信貸虧損之撥備		
Less: uncollectible amounts written off	減：已撇銷之不可收回款項		
At the end of the year	年末		

At each reporting date, the Group reviews trade receivables for evidence of expected credit loss on both an individual and collective basis. As at 31 December 2018, the Group's trade receivables of approximately RMB7,229,000 were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and the management assessed that the receivables were not expected to be recovered.

21. 應收賬款 (續)

本公司董事認為應收賬款之公平值與其賬面值並無重大差異，乃由於經查察後該等款項均於短期內到期。

於二零一八年十二月三十一日及二零一七年十二月三十一日，應收賬款主要來自投資物業租金和銷售物業之收入。所得款項根據相關租約或物業買賣協議條款收取。

應收賬款之預期信貸虧損之撥備使用應收賬款之撥備賬記錄，詳情如下：

	2018	2017
	二零一八年	二零一七年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	1,500	2,153
	6,182	-
	(7,229)	(653)
	453	1,500

本集團於各報告日期按個別及整體基準檢討應收賬款是否出現預期信貸虧損減值。於二零一八年十二月三十一日，本集團按個別基準確定應收賬款約人民幣7,229,000元出現減值。個別減值的應收賬款與財政困難的客戶相關，管理層評估認為該等應收賬款不大可能收回。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

21. TRADE RECEIVABLES (continued)

Based on the terms of related tenancy agreements or property sales and purchase agreements, the ageing analysis of the trade receivables net of allowance for expected credit losses is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日

21. 應收賬款 (續)

扣除預期信貸虧損撥備的應收賬款按相關租約或物業買賣協議條款之賬齡分析如下：

2018	2017
二零一八年	二零一七年
RMB'000	RMB'000
人民幣千元	人民幣千元

7,566	7,233
195	66
21	4,947

7,782	12,246
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As at December 2017, included in Group's trade receivables balances are debtors with aggregate carrying amount of RMB5,195,000, which are past due at the end of the reporting period for which the Group has not provided for impairment loss. Based on the historical experience of the Group, trade receivable that are past due but not impaired are generally recoverable. The group does not hold any collateral over these balances. The following is an aging of trade receivables (net of allowance of expected credit losses), which are past due but not impaired:

於二零一七年十二月，計入本集團應收賬款的結餘為賬面總值人民幣5,195,000元的債項，該款項於報告期末未已逾期，而本集團尚未就減值虧損計提撥備。根據本集團的過往經驗，已逾期但未減值的應收賬款通常可予收回。本集團並無就該等結餘持有任何抵押品。以下為已逾期但未減值的應收賬款（扣除預期信貸虧損撥備）的賬齡：

Within 30 days past due	逾期30日以下
31 to 60 days past due	逾期31至60日
61 to 90 days past due	逾期61至90日
Over 90 days past due	逾期超過90日

2017
二零一七年
RMB'000
人民幣千元

130
28
24
5,013

5,195



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

21. TRADE RECEIVABLES (continued)

Trade 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 of payments. The concentration of credit risk is limited due to the customer base being large and unrelated.

As at 31 December 2018, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB377,000 which are past due as at the reporting date. Out of the past due balances, RMB216,000 has been past due 90 days or more and is not considered as in default. These balances were related to a large number of diversified customers that had a good track record of credit with the Group. Based on past credit history, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and these balances are still considered to be recoverable.

The Group is holding rental deposits from tenants as collateral in respect of trade receivables for rental income.

As at 31 December 2018, all of the Group's trade receivables are denominated in RMB (2017: RMB), no interest is charged on trade receivables.

21. 應收賬款 (續)

並無逾期或減值之應收賬款與大量不同類別客戶有關，該等客戶並無近期拖欠還款記錄。由於客戶基礎龐大且互無關連，因此集中信貸風險有限。

於二零一八年十二月三十一日，本集團應收賬款結餘包括賬面總值為人民幣377,000元的債項，於報告日期已逾期。於已逾期的結餘中，人民幣216,000元已逾期90日或以上，且不被視作違約。該等結餘與大量不同類別客戶有關，該等客戶於本集團之過往信貸紀錄良好。根據過往信貸紀錄，管理層相信，由於信貸質素並無重大變動且該等結餘仍被視作可收回，故毋須為該等結餘計提減值撥備。

本集團正就租金收入之應收賬款持有來自租戶的租賃按金作為抵押品。

於二零一八年十二月三十一日，本集團所有應收賬款均以人民幣（二零一七年：人民幣）計值，並無就應收賬款收取利息。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收賬款

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Surety deposit paid for participating in listing-for-sale of land parcel	參與地塊掛牌出售而支付的擔保押金	66,000	256,800
Performance deposit for commencement and completion of construction	開工竣工履約保證金	5,000	10,000
Amount due from a non-controlling shareholder of a subsidiary (note (a))	應收一間附屬公司非控股股東的款項(附註(a))	20,000	20,000
Value-added tax recoverable	可退回增值稅	22,253	16,801
Other receivables, prepayment and deposits (note (b))	其他應收賬款、預付款項及按金(附註(b))	13,686	15,050
		126,939	318,651
Less: Non – current portion	減：非即期部分	(20,000)	–
Current portion	即期部分	106,939	318,651

All of the current prepayments, deposits and other receivables are expected to be recovered within one year.

所有即期預付款項、按金及其他應收賬款預期將在一年內收回。

notes:

附註：

- (a) It represents advance made to an independent third party for the subscription of 40% registered capital of a non-wholly owned subsidiary namely, Yunnan Xin Tian Culture Travel Development Limited in previous years. Subsequent to the year end date, the Group entered into a letter of intent for the buy back of such shareholding at the same amount. No material gain or loss would be recorded.
- (b) It included prepaid construction cost, residences maintenance fund, rental and sundry deposits.

- (a) 指提供予一名獨立第三方的借款，以於過往年度認購非全資附屬公司雲南新天文化旅遊發展有限公司40%已註冊資本。於年結日後，本集團就以等額購回相關股權訂立意向書。概無錄得重大收益或虧損。
- (b) 包括預付建築成本、住宅維修基金、租金及雜項按金。

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

23. CONTRACT COSTS**23. 合約成本**

	31 December 2018	1 January 2018	31 December 2017
	二零一八年 十二月 三十一日	二零一八年 一月一日	二零一七年 十二月 三十一日
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
Incremental costs to obtain contracts (note)	2,273	5,909	-

note:

Contract costs capitalised as at 31 December 2018 relate to the incremental sales commissions paid to employees and selling agents whose selling activities resulted in customers entering into sale and purchase agreements for the Group's properties which are still under construction at the reporting date and the expected dates of transfer of control of the relevant properties are over one year after the current year end.

Contract costs are recognised as part of distribution costs in the consolidated statement of profit or loss in the period in which revenue from the related property sales is recognised. The amount of capitalised costs recognised in profit or loss during the year was RMB3,636,000. There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year.

The Group applies the practical expedient and recognises the incremental costs of obtaining contracts relating to the sale of completed properties as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is one year or less.

附註：

於二零一八年十二月三十一日被資本化的合約成本與向從事銷售活動的僱員及銷售代理支付遞增銷售佣金有關，該等銷售活動導致客戶簽訂買賣協議，購買本集團在報告日期仍屬於在建的物業，而且轉讓相關物業控制權的預期日期在本年度完結後一年以上。

在來自有關物業銷售的收益被確認期間，合約成本在綜合損益報表中確認為分銷成本的一部份。在年內確認為損益的資本化成本的金額為人民幣3,636,000元。年內並無作出與資本化成本或被資本化成本的期初結餘有關的減值。

倘若本集團另行確認資產攤銷期為一年或一年以下，則本集團運用權宜方法並確認與銷售已竣工物業有關的遞增成本在產生時成為開支。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSIT

Cash and cash equivalents and pledged deposit include the following components:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cash at bank and in hand	銀行及手頭現金	43,211	51,098
Pledged deposit for borrowing	為獲得借款的已抵押按金	3,000	-
		46,211	51,098

Included in bank and cash balances of the Group approximately RMB42,445,000 (2017: approximately RMB49,798,000) was denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

The bank balances carry interest at market rates which range from 0.125% to 0.35% (31 December 2017: 0.01% to 0.35%) per annum. The pledged deposits carry at market rate of 0.35% (31 December 2017: Nil) per annum. The pledged deposits will be released upon the settlement of relevant borrowings from financial institution.

For the year ended 31 December 2018, the Group performed impairment assessment on bank balances and pledged deposit and concluded that the probability of defaults of the counterparty banks and financial institution are insignificant and accordingly, no allowance for expected credit losses is provided.

24. 現金及現金等價物以及已抵押按金

現金及現金等價物以及已抵押按金包括以下組成部分：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Cash at bank and in hand	銀行及手頭現金	43,211	51,098
Pledged deposit for borrowing	為獲得借款的已抵押按金	3,000	-
		46,211	51,098

本集團銀行及現金結餘包括存放於中國境內銀行以人民幣（「人民幣」）計值之款項約人民幣42,445,000元（二零一七年：約人民幣49,798,000元）。人民幣為不能自由兌換之貨幣。根據中國外匯管理條例及結匯、售匯和付匯管理規定，本集團獲許透過經授權可進行外匯業務之銀行將人民幣兌換為外幣。

銀行結餘以市場利率計息，年利率介乎0.125%至0.35%（二零一七年十二月三十一日：0.01%至0.35%）。已抵押按金按年利率0.35%（二零一七年十二月三十一日：無）的市場利率計息。已抵押按金將於向金融機構結清相關借款後解除抵押。

截至二零一八年十二月三十一日止年度，本集團對銀行結餘及已抵押按金進行減值評估，並得出結論，交易對手銀行及金融機構違約的可能性並不重大，因此，並未對預期信貸虧損作出撥備。

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

25. LOSS ON DISPOSAL OF ASSETS CLASSIFIED AS HELD FOR SALE

The amount represents the disposal of investment properties, commercial units of TianLun Garden, which was completed in 2017.

26. TRADE PAYABLES

Based on the invoice dates, the ageing analysis of the trade payables were as follows:

25. 出售分類為持作出售資產之虧損

該金額指於二零一七年已完成之天倫花園投資物業及商業單位的出售事項。

26. 應付賬款

應付賬款按發票日之賬齡分析如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
0 to 90 days	0至90日	277,809	132,641
91 to 180 days	91至180日	725	357
Over 180 days	超過180日	717	-
		279,251	132,998

All of the trade payables are expected to be settled or recognised as income within one year or are repayable on demand.

All amounts are short term and hence the carrying values of trade payables are considered to be a reasonable approximation of fair value.

所有應付賬款預期將於一年內結清或確認為收入或須於要求時償還。

所有款項均屬短期性質，因此，應付賬款之賬面值被視為與其公平值合理相若。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

27. ACCRUALS AND OTHER PAYABLES

27. 應計費用及其他應付款項

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposits received in advance from customers for property sales (Note 28)	物業銷售的客戶預付按金 (附註28)	-	230,361
Deposits and rentals received in advance from tenants	租戶預付之按金及租金	10,704	8,352
Tax and other levies	稅項及其他徵費	4,922	5,335
Interest payable on loan from the controlling shareholder of an associate	來自一間聯營公司控股股東貸款的應付利息	2,852	7,568
Amount due to an associate	應付一間聯營公司款項	172,199	180,088
Amount due to a related company	應付一間關聯公司款項	790	3,639
Amount due to a director	應付一名董事款項	2,861	17,091
Other payables and accruals (note)	其他應付款項及應計費用 (附註)	36,160	36,008
		230,488	488,442

All of the accruals and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

note:

It included accrued salaries, administrative expenses and sundry creditors.

所有應計費用及其他應付款項預期將於一年內結清或確認為收入或須於要求時償還。

附註：

包括應計薪金、行政開支及雜項債權人。

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

28. CONTRACT LIABILITIES**28. 合約負債**

		31 December 2018	1 January 2018	31 December 2017
		二零一八年 十二月三十一日	二零一八年 一月一日	二零一七年 十二月三十一日
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Receipt in advance from customers in respect of property development segment	客戶預付款 (有關物業發展分部)	246,628	237,330	-
Current	即期	246,628	237,330	-

All the contract liabilities are expected to be settled within the Group's normal operating cycle and the whole balances are classified as current.

所有合約負債預期於本集團日常營運週期結清，全部結餘被分類為即期。

During the year ended 31 December 2018, additions of receipt in advance from customers and interest expenses in respect of property development segments amounting to RMB156,917,000.

截至二零一八年十二月三十一日止年度，收取物業發展分部的客戶預付款及利息開支增加人民幣156,917,000元。

The revenue recognized in the current year relates to carried-forward contract liabilities was RMB147,619,000. No revenue was recognized in the current year relates to performance obligations that were satisfied in prior periods.

就結轉合約負債於本年度確認之收益為人民幣147,619,000元。並無於本年度就過往期間已完成之履約責任確認任何收益。

Property development**物業發展**

The Group receives 5-42% of the contract value as deposits from customers when they sign the sale and purchase agreement. The deposits and advance payment result in contract liabilities being recognized throughout the property construction period until the customer obtains control of the completed property.

本集團於客戶簽署買賣協議時向其收取合約價值介乎5至42%作為按金。該按金及收取之預付款將使合約負債於物業整個建築期內確認，直至客戶取得已竣工物業之控制權。

For contracts where the period between payment and transfer of the associated properties is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

就相關物業之付款與轉讓期間少於一年之合約而言，本集團採取可行權宜方法，不會就任何重大融資成份調整交易價格。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

29. BORROWINGS

29. 借款

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Borrowings included in:	計入之借款：		
Bank borrowings — secured (note (a))	銀行借款 — 有抵押 (附註(a))	-	170,000
Other borrowings — secured (note (b))	其他借款 — 有抵押 (附註(b))	300,000	-
Other borrowings — unsecured (note (c))	其他借款 — 無抵押 (附註(c))	81,854	101,854
		381,854	271,854
Less: current portion of long-term borrowings — secured (note (a))	減：有抵押長期借款之即期部分 (附註(a))	-	(170,000)
current portion of other borrowings — secured (note (b))	其他有抵押借款之即期部分 (附註(b))	(300,000)	-
current portion of other borrowings — unsecured (note (c))	其他無抵押借款之即期部分 (附註(c))	(81,854)	(101,854)
Less: Amounts due within one year shown under current liabilities	減：流動負債項下所示一年內到期的金額	(381,854)	(271,854)
Amounts shown under non-current liabilities	非流動負債項下所示金額	-	-

*(For the year ended 31 December 2018) (截至二零一八年十二月三十一日止年度)***29. BORROWINGS** (continued)

Notes:

- (a) The Group has variable-rate bank borrowings which carry interest ranged from the People's Bank of China 3-15 year loan base rate. Interest is repriced annually. As at 31 December 2018, the bank borrowings are fully repaid.

As at 31 December 2017, the Group's bank borrowings were all denominated in RMB.

- (b) As at 31 December 2018, the effective interest rates on Group's other secured borrowing of RMB300,000,000 is at fixed rate of 11% and repayable on demand. The secured borrowing has secured by pledged deposit and properties under development.

As at 31 December 2018, the Group's other secured borrowing was denominated in RMB.

- (c) As at 31 December 2018, the effective interest rates on Group's other unsecured borrowings are range from 5% to 11% (2017: Range from 5% to 8%) and repayable on demand.

As at 31 December 2018 and 2017, the Group's other unsecured borrowings were all denominated in RMB.

29. 借款 (續)

附註：

- (a) 本集團之浮息銀行借款按中國人民銀行三年至十五年貸款基本利率計息，每年重新定息一次。於二零一八年十二月三十一日，銀行借款悉數償還。

於二零一七年十二月三十一日，本集團銀行借款均以人民幣計值。

- (b) 於二零一八年十二月三十一日，本集團其他有抵押借款人民幣300,000,000元之實際利率按固定利率11厘計息，並須按要求償還。有抵押借款已由已抵押按金及發展中物業作為抵押。

於二零一八年十二月三十一日，本集團其他有抵押借款以人民幣計值。

- (c) 於二零一八年十二月三十一日，本集團其他無抵押借款之實際利率介乎5厘至11厘範圍之間（二零一七年：介乎5厘至8厘範圍之間）及按要求償還。

於二零一八年及二零一七年十二月三十一日，本集團其他無抵押借款均以人民幣計值。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

30. DEFERRED TAX

Deferred taxation is calculated in full on temporary differences under the liability method using the applicable tax rates prevailing in the countries in which the Group operates.

The Group has total tax losses arising in Hong Kong and the PRC of approximately RMB148,119,000 (2017: approximately RMB106,728,000), subject to the agreement with the relevant tax authorities, that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses which arose in subsidiaries with unpredictability of future profit streams.

Deferred tax liabilities in respect of the temporary differences associated with the undistributed earnings of subsidiaries have not been provided as the Group is in a position to control the timing of reversal of these differences and it is probable that such differences will not reverse in the foreseeable future. As at 31 December 2018, the earnings of the Group's PRC companies are approximately RMB998,790,000 (2017: approximately RMB767,571,000).

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The analysis of the deferred tax balances for financial reporting purpose is as follows:

30. 遞延稅項

遞延稅項乃根據負債法按本集團業務經營國家當時適用之稅率就暫時差額計算全額。

本集團有來自香港及中國之稅項虧損合共約人民幣148,119,000元(二零一七年：約人民幣106,728,000元)，待有關稅務機構同意後，可用作抵銷該等虧損公司之未來應課稅溢利。倘若該等附屬公司未能預測未來溢利的產生，則不會就有關虧損確認遞延稅項資產。

並無就附屬公司未分派盈利相關暫時差額之遞延稅項負債作出撥備，此乃由於本集團能夠控制該等差額之撥回時間及該等差額於可見將來很可能不會撥回。於二零一八年十二月三十一日，本集團中國公司的盈利約為人民幣998,790,000元(二零一七年：約人民幣767,571,000元)。

倘存在可依法執行權利將即期稅項資產與即期稅項負債互相抵銷，而遞延稅項涉及同一財務機關，則遞延所得稅資產及負債可予以抵銷。就財務報告目的對遞延稅項結餘的分析如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Deferred tax asset	遞延稅項資產	(37,950)	(45,219)
Deferred tax liability	遞延稅項負債	232,723	246,628
		194,773	201,409

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

30. DEFERRED TAX (continued)

The net movements on deferred taxation liabilities/(assets) are as follows:

30. 遞延稅項 (續)

遞延稅項負債/(資產)之淨變動如下:

		Accelerated tax depreciation	Impairment of assets	Recognition of revenue overtime	Unrealised contract costs	Revaluation of investment properties	Fair value adjustments arising from acquisition of subsidiaries	LAT	Tax losses	Total
		加速稅項折舊	資產減值	隨時間 確認收益	未變現 合約成本	重估投資物業	公平值調整 因收購附屬 公司所產生之	土地增值稅	稅項虧損	總計
		RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於二零一七年一月一日	36,985	-	-	-	51,874	116,147	102,268	(31,408)	275,866
Exchange realignment	匯兌調整	(18)	-	-	-	-	-	-	-	(18)
Deferred tax charged/(credited) to the income statement during the year	年內扣除/(計入) 收入報表 之遞延稅項	(6,748)	-	-	-	44,528	(11,674)	(98,163)	(2,382)	(74,439)
As at 31 December 2017	於二零一七年 十二月三十一日	30,219	-	-	-	96,402	104,473	4,105	(33,790)	201,409
Impact of HKFRS 15	香港財務報告準則 第15號的影響	-	-	-	1,477	-	-	-	-	1,477
Restated opening balance under HKFRS 15 as at 1 January 2018	於二零一八年一月一日根 據香港財務報告準則 第15號重列的期初結餘	30,219	-	-	1,477	96,402	104,473	4,105	(33,790)	202,886
Exchange realignment	匯兌調整	13	-	-	-	-	-	-	-	13
Deferred tax charged/(credited) to the income statement during the year	年內扣除/(計入) 收入報表 之遞延稅項	1,002	(696)	948	(909)	(9,733)	8,339	(4,105)	(2,972)	(8,126)
As at 31 December 2018	於二零一八年 十二月三十一日	31,234	(696)	948	568	86,669	112,812	-	(36,762)	194,773



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31. SHARE OPTION SCHEME

On 20 May 2013, the Company adopted a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors, including executive, non-executive or independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, the Company’s shareholders, and any non-controlling shareholder of the Company’s subsidiaries. The Scheme will remain in force for a period of 10 years from 20 May 2013 unless otherwise cancelled or amended.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options in cash. Share options granted to a director, chief executive or substantial shareholder of the company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the company or to any of their associates, in excess of 0.1% of the shares of the company in issue at any time or with an aggregate value (based on the price of the company’s shares at the date of the grant) in excess of HK\$5,000,000, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

31. 購股權計劃

於二零一三年五月二十日，本公司採納購股權計劃（「該計劃」），旨在激勵及獎勵為本集團之成功運作作出貢獻之合資格參與者。該計劃之合資格參與者包括本公司董事（包括執行、非執行或獨立非執行董事）、本集團其他僱員、本集團貨品或服務供應商、本集團客戶、本公司股東及本公司附屬公司任何非控股股東。除非另行撤銷或修訂，該計劃於二零一三年五月二十日起計十年內有效。

目前根據該計劃可授出之尚未行使購股權數目（於購股權獲行使時）最多不得超過公司於任何時間已發行股份之10%。於任何十二個月期間內，根據購股權計劃可向該計劃各合資格參與者發行之股份數目最多不得超過本公司於任何時間已發行股份之1%。任何超出此限額之額外授出購股權均須於股東大會上取得股東批准。

以股份為基礎之僱員獎勵將以權益支付。本集團概無法律或推定責任須以現金購回或支付購股權。向本公司董事、行政總裁或主要股東或彼等任何聯繫人士授出購股權須經獨立非執行董事事先批准。此外，於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出的任何購股權如超出本公司於任何時間已發行股份之0.1%，或合共價值（按本公司股份於授出當日之價格計算）超過5,000,000港元，則須事先於股東大會取得股東批准。



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

31. SHARE OPTION SCHEME (continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. An option may be exercised under the Scheme at any time during a period not exceeding 10 years after the date when the option is granted and expiring on the last date of such period.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of an ordinary share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As at 31 December 2018 and 31 December 2017, there is no option granted and outstanding under the Scheme.

31. 購股權計劃 (續)

承授人支付合共1港元之象徵式代價後可於提呈當日起計二十八日內接納提呈授出之購股權。該計劃所涉購股權可於購股權授出當日起計不超過十年內隨時行使，直至該期間之最後一天結束為止。

購股權之行使價由董事釐定，惟不可低於(i)本公司股份於提呈授出購股權當日在聯交所之收市價；(ii)本公司股份於緊接提呈授出購股權日期前五個交易日在聯交所之平均收市價；及(iii)普通股面值三者之較高者。

購股權並不賦予其持有人獲取股息或於股東大會投票之權利。

於二零一八年十二月三十一日及二零一七年十二月三十一日，概無根據該計劃授出任何購股權。





NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	
Authorised:	法定：			
Ordinary shares of HK\$0.004 each:	每股面值0.004港元之普通股：			
At 1 January, 2017,	於二零一七年一月一日、			
31 December, 2017,	二零一七年十二月三十一日、			
1 January, 2018 and	二零一八年一月一日及			
31 December, 2018	二零一八年十二月三十一日	125,000,000,000	500,000	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Equivalent to 相當於 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：			
Ordinary shares of HK\$0.004 each:	每股面值0.004港元之普通股：			
At 1 January, 2017,	於二零一七年一月一日、			
31 December, 2017,	二零一七年十二月三十一日、			
1 January, 2018	二零一八年一月一日及			
and 31 December, 2018	二零一八年十二月三十一日	10,293,136,554	41,173	37,628

33. RESERVES

The amounts of the Group's reserves and the movements therein during the year are presented in the consolidated statement of changes in equity.

(i) Share premium and capital redemption reserve

The application of share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended).

(ii) Contributed surplus

The contributed surplus of the Group represents the surplus arising from the Group's capital reorganisation in respect of its capital reduction, share subdivision and share consolidation in 2003.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus; if:

- the company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

(iii) Capital reserve

Reserve are transferred from retained earnings for compensation if loss and any accident incurred in the future. The capital reserve arose due to the acquisition of PRC subsidiaries in previous year and re-organisation of Hong Kong subsidiaries in previous years.

33. 儲備

本集團年內之儲備金額及其變動已於綜合權益變動表呈列。

(i) 股份溢價及股本贖回儲備

股份溢價賬之應用受百慕達一九八一年公司法(經修訂)第40節規管。

(ii) 繳入盈餘

本集團之繳入盈餘指涉及於二零零三年削減本集團股本、拆細股份及股份合併之本集團股本重組而產生之盈餘。

根據百慕達一九八一年公司法(經修訂)，繳入盈餘可分派予股東。然而，於下列情況下，一間公司不可自繳入盈餘宣佈或派發股息或作出分派：

- 此公司在繳款後無法或將無法支付到期之債項；或
- 此公司之資產可變現值低於其負債及已發行股本及股份溢價賬之總額。

(iii) 資本儲備

該儲備於日後產生虧損及任何事故時由保留盈利轉撥作賠償。資本儲備因往年收購中國附屬公司及於往年重組香港附屬公司而產生。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

33. RESERVES (continued)

(iv) Currency translation reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2.

(v) Fair value through other comprehensive income reserve

The fair value through other comprehensive income reserve comprises the cumulative net change in the fair value of financial assets at the end of each reporting period and is dealt with in accordance with the accounting policy set out in Note 2.

33. 儲備 (續)

(iv) 貨幣兌換儲備

匯兌儲備包括因換算海外業務財務報表而產生之所有匯兌差額。該儲備乃根據附註2所載會計政策處理。

(v) 按公平值計入其他全面收入儲備

按公平值計入其他全面收入儲備包括於各報告期間結算日的金融資產之公平值累計變動淨額，並根據附註2所載會計政策處理。

34. CAPITAL COMMITMENTS

34. 資本承擔

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Capital commitments (contracted but not provided for):	資本承擔 (已訂約但未撥備):		
Capital injection into subsidiaries	向附屬公司注資	19,842	59,770
Capital injection into an associate	向一間聯營公司注資	26,249	26,249
Construction costs of properties under development and investment properties	發展中物業及投資物業 建築成本	639,220	316,566
Consideration for acquisition of land use right	收購土地使用權之代價	260,400	-
		945,711	402,585

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

35. OPERATING LEASE COMMITMENTS**As Lessee**

As at 31 December 2018, the total future minimum lease payments payable by the Group under non-cancellable operating leases in respect of land and building are as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	2,042	1,864
In the second to fifth years	第二至第五年	3,937	117
		5,979	1,981

The Group leases a number of properties under operating leases. The leases run for an initial period of one year to five years (2017: one to two years), with an option to renew the lease and renegotiated the terms at the expiry date as mutually agreed between the Group and respective landlords. None of the leases include contingent rental.

As Lessor

At 31 December 2018, the total future minimum lease receivable by the Group under non-cancellable operating leases in respect of land and building are as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	963	884
In the second to fifth years	第二至第五年	162	1,007
		1,125	1,891

35. 經營租賃承擔**作為承租人**

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就土地及樓宇應付之日後最低租賃款項總額如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Within one year	一年內	2,042	1,864
In the second to fifth years	第二至第五年	3,937	117
		5,979	1,981

本集團根據經營租賃租用若干物業。該等租約首個出租期間為期一年至五年（二零一七年：一年至兩年），本集團可選擇與有關業主於屆滿日期共同協定續租及重新磋商條款。概無租約包含或然租金。

作為出租人

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就土地及樓宇應收之日後最低租賃款項總額如下：



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

36. LOAN FACILITIES

As at 31 December 2018, the loan facilities including bank loans and loans from financial institution. Bank loans are secured by the Group's investment properties with the approximate value of RMB665,000,000 (2017: RMB702,000,000). Loans from the financial institution is secured by the Group's properties under development and deposit with the approximate value of RMB454,698,000 and RMB3,000,000 respectively (2017: Nil). As the corresponding loan is classified as current liability based on the loan terms, the pledged deposit of RMB3,000,000 is classified as current asset. The total loan facilities amounted to RMB500,000,000 (2017: RMB170,000,000) in which RMB300,000,000 (2017: RMB170,000,000) were utilised at the end of 2018.

There are no loan facilities granted to subsidiaries which are secured by the corporate guarantee of the Company as at 31 December 2018 and 2017.

37. PLEDGED OF ASSETS

At the end of reporting period, the following assets of the Group were pledged to banks and financial institution in order to secure the borrowings granted to the Group:

36. 貸款融資

於二零一八年十二月三十一日，貸款融資包括銀行貸款及金融機構貸款。銀行貸款由本集團價值約人民幣665,000,000元（二零一七年：人民幣702,000,000元）的投資物業作抵押。金融機構貸款由本集團價值分別約人民幣454,698,000元及人民幣3,000,000元（二零一七年：無）的發展中物業及按金作抵押。由於相應貸款已根據貸款條款分類為流動負債，人民幣3,000,000元的已抵押按金分類為流動資產。貸款融資總額為人民幣500,000,000元（二零一七年：人民幣170,000,000元），其中人民幣300,000,000元（二零一七年：人民幣170,000,000元）於二零一八年底已動用。

於二零一八年及二零一七年十二月三十一日，概無授予附屬公司之貸款融資乃以本公司之公司擔保作抵押。

37. 資產抵押

於報告期末，本集團將下列資產抵押予銀行及金融機構，為本集團獲授借款作抵押：

		31 December 2018	31 December 2017
		二零一八年 十二月三十一日	二零一七年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Properties under development	發展中物業	454,698	-
Investment properties	投資物業	665,000	702,000
Pledged deposit	已抵押按金	3,000	-
		1,122,698	702,000

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

38. FINANCIAL GUARANTEES**38. 財務擔保**

		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Guarantee in respect of mortgage facilities for certain purchasers of the Group's property units (<i>note</i>)	本集團部分物業單位買家之按揭融資擔保 (附註)	-	14,500

note:

The Group has in cooperation with certain financial institutions arranged mortgage loan facility for its purchasers of property and provided guarantees to secure the repayment obligation. As at 31 December 2018, the guarantees was fully released.

附註：

本集團已與若干金融機構合作，為物業買家安排按揭貸款融資及提供擔保以確保還款責任。於二零一八年十二月三十一日，擔保已悉數解除。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

39. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

39. 因融資業務產生之債務變動

		Amounts due to an executive director	Amounts due to an associate	
		應付一名執行 董事款項	應付一間聯營 公司款項	
		董事款項	公司款項	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
At 1 January 2018	於二零一八年一月一日	271,854	17,091	180,088
Changes from financing cash flows	融資現金流量變動			
Proceeds from other unsecured loan	其他無抵押貸款所得款項	20,000	-	-
Proceeds from other secured loan	其他有抵押貸款所得款項	300,000	-	-
Repayment of bank loans	償還銀行貸款	(170,000)	-	-
Repayment of other unsecured loan	償還其他無抵押貸款	(40,000)	-	-
Net movement of amounts due to an associate	應付一間聯營公司款項淨變動	-	-	(10,322)
Net movement of amount due to an executive director	應付一名執行董事款項淨變動	-	(14,230)	-
Interest paid on bank loan borrowing	已付銀行借貸之利息	(4,341)	-	-
Total changes from Financing cash flows	融資現金流量變動總額	105,659	(14,230)	(10,322)
Other changes:	其他變動：			
Finance costs	融資成本	4,341	-	2,433
At 31 December 2018	於二零一八年十二月三十一日	381,854	2,861	172,199

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

39. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)**39. 因融資業務產生之債務變動** (續)

		Borrowings	Amounts due to an executive director	Amounts due to an associate
		借款	應付一名執行董事款項	應付一間聯營公司款項
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於二零一七年一月一日	245,048	27,105	272,628
Changes from financing cash flows	融資現金流量變動			
Proceeds from other loan	其他貸款所得款項	41,306	-	-
Repayment of bank loans	償還銀行貸款	(14,500)	-	-
Net movement of amounts due to an associate	應付一間聯營公司款項淨變動	-	-	(94,973)
Net movement of amounts due to an executive director	應付一名執行董事款項淨變動	-	(10,014)	-
Interest paid on bank loan borrowing	已付銀行借貸之利息	(12,707)	-	-
Interest paid on other loan	已付其他貸款之利息	(3,136)	-	-
Total changes from Financing cash flows	融資現金流量變動總額	10,963	(10,014)	(94,973)
Other changes:	其他變動：			
Interest expense	利息開支	15,843	-	2,433
At 31 December 2017	於二零一七年十二月三十一日	271,854	17,091	180,088



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the Group had the following significant transactions with related parties:

(a) Compensation of key management personnel:

The directors are of the opinion that the key management personnel were the executive and non-executive director of the Company, details of whose emoluments are set out in note 11.

(b) Balance with related party:

40. 關聯人士交易

除於該等綜合財務報表其他部分披露之交易及結餘外，本集團曾與關聯人士進行下列重大交易：

(a) 主要管理人員補償：

董事認為，本公司之執行及非執行董事為主要管理人員，彼等之薪酬詳情載於附註11。

(b) 與關聯人士之結餘：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Balances to a related party	應付一名關聯人士之結餘		
Associate:	聯營公司：		
Guangzhou Xintian Properties Development Limited (note (a))	廣州新天房地產發展有限公司 (附註(a))	172,199	180,088
Related company:	關聯公司：		
Guangzhou Tianlun Property Management Limited Company (note (b))	廣州天倫物業管理有限公司 (附註(b))	790	3,639
Executive Director:	執行董事：		
Mr. Zhang Gao Bin (note (c))	張高濱先生 (附註(c))	2,861	17,091

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

40. RELATED PARTY TRANSACTIONS

(continued)

(c) Transaction with related party:

40. 關聯人士交易 (續)

(c) 與關聯人士之交易：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<u>Interest income on loan to a related party</u>	<u>給予關聯人士貸款之利息收入</u>		
Associate: Guangzhou Xintian Properties Development Limited	聯營公司： 廣州新天房地產發展有限公司	-	589
<u>Interest paid on current account to a related company</u>	<u>就往來賬付予關聯公司之利息</u>		
Associate: Guangzhou Xintian Properties Development Limited (note (a))	聯營公司： 廣州新天房地產發展有限公司 (附註(a))	2,433	2,433
<u>Management fee income from a related party</u>	<u>來自關聯人士之管理費收入</u>		
Associate: Guangzhou Xintian Properties Development Limited (note (d))	聯營公司： 廣州新天房地產發展有限公司 (附註(d))	12,345	187
<u>Building management fee paid to a related party</u>	<u>給予關聯人士之樓宇管理費</u>		
Related company: Guangzhou Tianlun Property Management Limited Company (note (e))	關聯公司： 廣州天倫物業管理有限公司 (附註(e))	-	1,712
<u>Realised deferred interest income on loan to a related party</u>	<u>給予關連人士貸款之已變現遞延利息收入</u>		
Associate: Guangzhou Xintian Properties Development Limited (note (f))	聯營公司： 廣州新天房地產發展有限公司 (附註(f))	3,262	-
<u>Rental payment paid to a related party</u>	<u>給予關聯人士之租賃支出</u>		
Related company: Tianlun Holdings Limited Company (note (e))	關聯公司： 天倫控股有限公司 (附註(e))	1,258	1,597



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. RELATED PARTY TRANSACTIONS

(continued)

(c) Transaction with related party: (continued)

Notes:

- (a) Balances due to an associate are unsecured, interest free and no repayment terms in the year ended 31 December 2018 and 31 December 2017 except for the approximate amount of RMB60,000,000 (2017: RMB60,000,000) was charged at 4% per annum and repayable on demand.
- (b) Balance due to a related company is unsecured, interest free and repayable on demand.
- (c) Balance due to an executive director is unsecured, interest free and repayable on demand.
- (d) Management fee income from an associate was charged at a negotiated value.
- (e) Building management fee and rental payment paid to related companies were charged at a negotiated value.
- (f) The deferred interest income on a previous loan to a related party was realised during the year.

40. 關聯人士交易

(續)

(c) 與關聯人士之交易：(續)

附註：

- (a) 截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度，應付一間聯營公司結餘為無抵押、免息及無還款期限，惟約人民幣60,000,000元（二零一七年：人民幣60,000,000元）按每年4%計息及須於要求時償還除外。
- (b) 應付關聯公司結餘為無抵押、免息及須於要求時償還。
- (c) 應付一名執行董事結餘為無抵押、免息及須於要求時償還。
- (d) 來自一間聯營公司之管理費收入按議定價值收取。
- (e) 付予關聯公司之樓宇管理費及租賃支出乃按議定價值收取。
- (f) 給予關連人士之過往貸款之遞延利息收入已於年內變現。



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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

The Group does not have written risk management policies and guidelines. Generally, the Group employs a conservative strategy regarding its risk management. Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors periodically. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels. As the Group's exposure to market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk are kept at a minimum level, the Group has not used any derivative or other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed are discussed below.

As at the reporting date, the Group's financial instruments mainly consisted of pledged deposit, cash and cash equivalents, trade receivables, deposits and other receivables, trade payables and other payables and borrowings.

41. 財務風險管理及公平值計量

本集團須就其於日常業務及投資活動中使用之金融工具承受財務風險。財務風險包括市場風險（包括貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。

本集團並無書面的風險管理政策及指引。一般而言，本集團就其風險管理採用保守策略。財務風險管理主要在本集團總部協調，並定期與董事會緊密合作。整體財務風險管理目標集中於將所承受之財務市場風險減至最低，從而保障本集團短期至中期之現金流量。在可接受風險水平內，管理長期財務投資以產生持久回報。由於本集團所承受之市場風險（包括貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險維持於最低水平，故本集團並無使用任何衍生工具或其他工具作對沖用途。本集團並無持有或發行衍生金融工具作買賣用途。本集團須承受之最重大財務風險於下文論述。

於報告日期，本集團之金融工具主要包括已抵押按金、現金及現金等價物、應收賬款、按金及其他應收款項、應付賬款及其他應付賬款及借款。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

(a) Categories of financial assets and liabilities

The carrying amounts presented in the Group's statements of consolidated financial position relate to the following categories of financial assets and financial liabilities:

41. 財務風險管理及公平值計量 (續)

(a) 金融資產及負債之類別

本集團綜合財政狀況報表呈列之賬面值與以下金融資產及金融負債類別有關：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Financial assets 金融資產			
Available-for-sale financial assets	可供出售金融資產	-	1,000
Financial assets at amortised cost measured	按攤銷成本計量之金融資產		
— Trade receivables	— 應收賬款	7,782	-
— Deposits and other receivables	— 按金及其他應收賬款	101,953	-
— Pledged deposits	— 已抵押按金	3,000	-
— Cash and cash equivalents	— 現金及現金等價物	43,211	-
Loans and receivables	貸款及應收款項		
— Trade receivables	— 應收賬款	-	12,246
— Deposits and other receivables	— 按金及其他應收賬款	-	29,490
— Cash and cash equivalents	— 現金及現金等價物	-	51,098
		155,946	92,834
		155,946	93,834
Financial liabilities 金融負債			
Financial liabilities measured at	按攤銷成本計量之		
amortised cost	金融負債		
— Trade payables	— 應付賬款	279,251	132,998
— Other payables	— 其他應付款項	222,604	252,746
— Borrowings	— 借款	381,854	271,854
		883,709	657,598

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)**(b) Foreign currency risk**

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency.

The functional currency of the Company and its major subsidiaries in Hong Kong is Hong Kong Dollar (“**HK\$**”) in which most of the transactions are denominated. The functional currency of those subsidiaries operating in PRC is RMB in which most of its transactions are denominated. Certain bank balances of the Group are denominated in HK\$ and RMB respectively. As at the reporting date, foreign currencies were translated into RMB at the closing rate.

The management considers future commercial transactions, monetary assets and liabilities are denominated in the functional currency of each entity of the Group. Therefore, the foreign currency risk is immaterial.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

(c) Credit risk and impairment assessment

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group’s exposure to credit risk mainly arises from the ordinary course of its operations.

41. 財務風險管理及公平值計量 (續)**(b) 外匯風險**

貨幣風險指金融工具之公平值或未來現金流量會隨匯率變動而波動之風險。

本公司及其香港主要附屬公司的功能貨幣為港元(「港元」)，大部分交易以港元結算。於中國經營的附屬公司的功能貨幣為人民幣，大部分交易以人民幣結算。本集團若干銀行結餘分別以港元及人民幣結算。於報告日期，外幣乃按收市匯率換算為人民幣。

管理層認為日後商貿、貨幣資產及負債均以本集團各實體之功能貨幣計值，因此外匯風險微乎其微。

本集團目前並無外幣對沖政策。然而，管理層監督外匯風險，並於必要時考慮對沖重大外幣風險。

本集團自過去數年以來一直沿用管理外匯風險之政策，並認為該等政策屬有效。

(c) 信貸風險及減值評估

信貸風險指金融工具之交易方未能根據金融工具之條款履行其責任而令本集團蒙受財務損失之風險。本集團承受之信貸風險主要來自於日常業務過程。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

(c) Credit risk and impairment assessment (continued)

The carrying amounts of trade receivables, deposits and other receivables, pledged deposit and cash and cash equivalent included in the face of the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The credit risks on pledged deposit and cash and cash equivalent are limited because the counterparties are banks and financial institution with high credit ratings assigned by international credit-rating agencies.

The credit risks on deposits and other receivables are limited because the counterparties are mainly government authorities which are considered with very low risk of default.

Deposits and other receivables, pledged deposit and cash and cash equivalents are considered to have low credit risk and therefore the loss allowances are measured at an amount equal to 12-month ECL.

41. 財務風險管理及公平值計量 (續)

(c) 信貸風險及減值評估 (續)

載於綜合財政狀況表之應收賬款、按金及其他應收賬款、已抵押按金以及現金及現金等價物賬面值為本集團就其財務資產承受之最大信貸風險。

已抵押按金以及現金及現金等價物之信貸風險有限，原因為對方為銀行及具有國際信貸評級機構給予高信貸評級的金融機構。

按金及其他應收賬款之信貸風險有限，原因為對方主要為政府機構，彼等被認為具有極低違約風險。

按金及其他應收賬款、已抵押按金以及現金及現金等價物被認為具有低信貸風險，故虧損撥備按相當於十二個月預期信貸虧損之金額計量。

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)**(c) Credit risk and impairment assessment**
(continued)

For the rents receivables from properties, the Group has policies in place to ensure that leases are made to tenants with an appropriate financial strength and appropriate percentage of down payments and rental deposits. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade and other receivables to ensure that adequate impairment losses are made for irrecoverable amounts. The Group has no significant concentrations of credit risk, with exposure spread over a large number of counter parties and customers.

The Group has concentration of credit risk as 16% (2017: 6%) and 56% (2017: 87%) of the total other receivables was due from a non-controlling shareholder of a subsidiary and a PRC local government authority.

The credit and investment policies to manage credit risk have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

41. 財務風險管理及公平值計量
(續)**(c) 信貸風險及減值評估**
(續)

就物業應收租金而言，本集團已實施政策確保向具有合適財政狀況及支付適當百分比首期款項及租賃按金之租戶進行租賃。本集團亦設有其他監控程序以確保採取跟進措施收回逾期債務。此外，本集團定期審閱各個別應收賬款及其他應收賬款之可收回金額，以確保就不可收回金額計提足夠減值虧損。鑑於所承受風險與眾多交易方及客戶有關，故本集團並無重大集中信貸風險。

本集團應收一間附屬公司一名非控股股東及中國地方政府機構之其他應收賬款總額之信貸風險集中度分別為16% (二零一七年：6%) 及56% (二零一七年：87%)。

本集團自過去數年以來一直沿用管理信貸風險之信貸及投資政策，並認為該等政策已有效地將本集團之信貸風險限制於理想水平。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

(c) Credit risk and impairment assessment (continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its property investment operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables of the property investment segment which are assessed based on provision matrix as at 31 December 2018 within lifetime ECL.

Gross carrying amount

		Gross carrying amount	Average loss rate	Allowance on trade receivables net of amount written off
		賬面總值 RMB'000 人民幣千元	平均虧損率	扣除已撇銷 款項之應收 賬款撥備 RMB'000 人民幣千元
Current (not past due)	即期 (並無逾期)	7,823	5.67%	444
1-180 days past due	逾期1至180日	144	5.79%	8
181-365 days past due	逾期181至365日	22	5.81%	1
		7,989		453

The estimated loss rates are estimated based on historical observed default rates adjusted for forward-looking information that is available without undue cost or effort.

41. 財務風險管理及公平值計量 (續)

(c) 信貸風險及減值評估 (續)

作為本集團信貸風險管理之一部分，本集團以債務人之賬齡就其物業投資營運評估其客戶之減值，此乃由於該等客戶包括大量具有共通風險特徵之小型客戶，足以反映客戶根據合約條款支付所有到期款項的能力。下表提供有關於永久預期信貸虧損內有關物業投資分部之應收賬款（於二零一八年十二月三十一日按撥備矩陣評估）信貸風險之資料。

賬面總值

		Gross carrying amount	Average loss rate	Allowance on trade receivables net of amount written off
		賬面總值 RMB'000 人民幣千元	平均虧損率	扣除已撇銷 款項之應收 賬款撥備 RMB'000 人民幣千元
Current (not past due)	即期 (並無逾期)	7,823	5.67%	444
1-180 days past due	逾期1至180日	144	5.79%	8
181-365 days past due	逾期181至365日	22	5.81%	1
		7,989		453

估計虧損率乃根據歷史觀察違約率而估計，並就毋須付出不必要成本或努力即可取得之前瞻性資料作出調整。

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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)**(c) Credit risk and impairment assessment**
(continued)**Gross carrying amount** (continued)

The following tables show the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

41. 財務風險管理及公平值計量
(續)**(c) 信貸風險及減值評估**
(續)**賬面總值** (續)

下表列示根據簡化方法已確認應收賬款之永久預期信貸虧損之變動：

		Lifetime ECL (not credit- impaired)	Lifetime ECL (credit- impaired)	Total
		永久預期 信貸虧損 (非信貸減值)	永久預期 信貸虧損 (信貸減值)	合計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
As at 1 January 2018 – As restated	於二零一八年一月一日 — 經重列	-	1,500	1,500
Changes due to financial instruments recognized as at 1 January:	於一月一日因已確認金融工具 而變動：			
Impairment losses recognized	已確認減值虧損	453	5,729	6,182
Uncollectible amounts written off	已撇銷之不可收回款項	-	(7,229)	(7,229)
As at 31 December 2018	於二零一八年十二月三十一日	453	-	453



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

(d) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's interest rate risk arises from interest bearing bank deposits, bank borrowings and unsecured loan. Bank borrowings and unsecured loan at fixed rates expose the Group to fair value interest rate risk.

The Group has interest-bearing assets and liabilities in relation to cash at bank and borrowings. Details of which are disclosed in notes 24 and 29. The Group currently does not have any interest rate hedging policy and will consider enter into interest rate hedging should the need arise. The Group ensures that it borrows at competitive interest rates under favourable terms and conditions.

As 31 December 2018 and 31 December 2017, the Group's interest-bearing borrowings bore interest at fixed rate. Management considers the exposure to the changes in market interest rate should not be materially enough to cause adverse financial effect on the Group's position.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

41. 財務風險管理及公平值計量 (續)

(d) 利率風險

利率風險乃與金融工具之公平值或現金流量會隨市場利率變動而波動之風險有關。

本集團之利率風險來自計息銀行存款、銀行借款及無抵押貸款。本集團因銀行借款及按固定利率計息之無抵押貸款面對公平值利率風險。

本集團有計息資產及負債，涉及銀行現金及借款，有關詳情於附註24及29披露。本集團目前並無任何利率對沖政策，惟會於必要時考慮訂立利率對沖。本集團確保在有利條款及條件下，按具競爭力的利率籌得借款。

於二零一八年十二月三十一日及二零一七年十二月三十一日，本集團的計息借款按固定利率計息。管理層認為，市場利率變動的風險應不足以對本集團狀況造成不利財務影響。

本集團自過去數年一直沿用管理利率風險之政策，並認為該等政策屬有效。

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)**(e) Other price risk**

All of the Group's unlisted equity classified as investment in equity instrument at fair value through other comprehensive income are recognised at cost, the management consider that the effect to the change in fair value of investment in equity instrument at fair value through other comprehensive income on the change in market prices is minimal.

The policies to manage other price risk have been followed by the Group since prior years and are consider to be effective.

(f) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Group is exposed to liquidity risk in respect of settlement of trade payables, accruals and other payables and borrowings and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring the cash inflows and outflows due in day to day business. Liquidity needs are monitored in various time bands, on a day to day and week to week basis, as well as on the basis of a rolling 30 day projection. Long term liquidity needs for a 180-day and 365-day lookout period are identified monthly.

The Group's liquidity is mainly dependent upon the cash received from its tenants of investment properties and customers of trading property held for sale, and funds financing for property under construction. The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

The liquidity policies have been followed by the Group since prior years and are considered to be effective in managing liquidity risks.

41. 財務風險管理及公平值計量 (續)**(e) 其他價格風險**

本集團分類為按公平值計入其他全面收入之權益工具的全部非上市證券均按成本確認，管理層認為按公平值計入其他全面收入之權益工具的公平值變動對市價變動的影響甚微。

本集團自過去數年一直沿用管理其他價格風險之政策，並認為該等政策屬有效。

(f) 流動資金風險

流動資金風險與本集團未能達成其以現金或另一金融資產清償財務負債責任之風險有關。本集團在清償應付賬款、應計費用及其他應付款項及借款以及現金流量管理方面承受流動資金風險。本集團之目標在於維持流動資產及承諾資金於適當水平，以滿足其短期及長期流動資金需求。

本集團透過審慎監察日常業務現金流入及流出，以綜合管理其流動資金需要。流動資金需求按不同時段監察，包括按日及按星期，以及按30日滾存預測。每月釐定180日及365日監察期，監察長期流動資金需要。

本集團之流動資金主要取決於從其投資物業的租戶及持作出售物業交易的客戶收取之現金以及在建物業之資金融資。本公司董事信納，本集團將有能力悉數償還於可見將來到期之財務責任。

本集團自過去數年一直沿用流動資金政策，並認為該等政策可有效管理流動資金風險。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)

(f) Liquidity risk (continued)

The following tables detail the remaining contractual maturities at the reporting date of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group and the Company can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The table includes both interest and principal cash flows:

		As at 31 December 2018 於二零一八年十二月三十一日						
		Interest rates	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Between one year and two years	Between two years and five years	More than five years
		利率	賬面值	現金流量總額	一年內	一年至兩年間	兩年至五年間	超過五年
		%	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
Trade payables	應付賬款	-	279,251	279,251	(279,251)	-	-	-
Accruals and other payables (principal amount plus interest)	應計費用及其他應付款項 (本金額加利息)	1.1%	222,604	225,004	(225,004)	-	-	-
Borrowings (principal amount plus interest)	借款 (本金額加利息)	9.2%	381,854	417,018	(417,018)	-	-	-
			883,709	921,273	(921,273)	-	-	-

		As at 31 December 2017 於二零一七年十二月三十一日						
		Interest rates	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	Between one year and two years	Between two years and five years	More than five years
		利率	賬面值	現金流量總額	一年內	一年至兩年間	兩年至五年間	超過五年
		%	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
Trade payables	應付賬款	-	132,998	132,998	(132,998)	-	-	-
Accruals and other payables (principal amount plus interest)	應計費用及其他應付款項 (本金額加利息)	0.9%	252,746	255,146	(255,146)	-	-	-
Borrowings (principal amount plus interest)	借款 (本金額加利息)	6.7%	271,854	290,047	(290,047)	-	-	-
Financial guarantees	財務擔保	-	14,500	14,500	(14,500)	-	-	-
			672,098	692,691	(692,691)	-	-	-

41. 財務風險管理及公平值計量 (續)

(f) 流動資金風險 (續)

下表詳列本集團及本公司非衍生金融負債於報告日期之剩餘合約期限，此乃基於合約未貼現現金流量及本集團及本公司可能被要求支付款項之最早日期而作出：具體來說，附有須於要求時償還條款的銀行貸款包括在最早還款時段，而不論銀行選擇行使其有關權利的機會率。下表包括利息及本金現金流量。

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (continued)**(g) Fair value measurement recognised in the consolidated statement of financial position**

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

Fair values of other financial instruments

The Group also has a number of financial instruments which are not measured at fair value in the consolidated statement of financial position. For the majority of these instruments, the fair values are not materially different to their carrying amounts, since the interest receivable and payable is either close to current market rates or the instruments are short-term in nature.

41. 財務風險管理及公平值計量 (續)**(g) 於綜合財政狀況表確認之公平值計量**

金融資產及負債根據計量該等金融資產及負債公平值所用重大輸入數據之相對可靠程度按級別分為三級。公平值級別包括以下各級：

- 第一級：相同資產及負債之活躍市場報價(未經調整)；
- 第二級：第一級所包括報價以外就資產或負債觀察所得輸入數值，並無使用重大無法觀察之輸入數據。無法觀察之輸入數據並無市場數據；及
- 第三級：並非以觀察所得市場數據為準之資產及負債輸入數值(無法觀察之輸入數值)。

金融資產或負債所屬公平值級別層次完全基於對公平值計量屬重大之最低水平輸入數據分類。

其他金融工具的公平值

本集團亦持有若干於綜合財政狀況表並非以公平值計量的金融工具。就大多數該等金融工具而言，公平值與其賬面值差異並不重大，乃因應收及應付利息近乎現時市場利率或工具屬短期性質所致。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

42. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditures and projected strategic investment opportunities.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group regards total equity attributable to the owners of the Company presented on the face of the consolidated statement of financial position as capital, for capital management purpose. The amount of capital as at 31 December 2018 amounted to approximately RMB1,947,888,000 (2017: approximately RMB1,874,634,000), which the management considers as optimal having considered the projected capital expenditures and the forecast strategic investment opportunities.

The Group is not subject to externally imposed capital requirements.

42. 資本管理

本集團之資本管理目標為確保本集團能持續營運，及透過為貨品及服務訂立與風險水平相稱之價格為股東提供充分回報。

本集團積極及定期檢討與管理其資本架構，同時考慮到本集團之未來資本需要、目前及預計資本開支及預計策略投資機會，確保達致最佳資本架構及股東回報。

為維持或調整資本結構，本集團可能調整向股東派付之股息、向股東退回資本、發行新股或出售資產以減輕債務。

就資本管理而言，本集團將綜合財政狀況表所呈列之本公司擁有人應佔總權益視作資本。於二零一八年十二月三十一日之資本金額約人民幣1,947,888,000元（二零一七年：約人民幣1,874,634,000元），經考慮預計資本開支及預測策略投資機會後，管理層認為已達致最佳資本水平。

本集團並無受制於外界施加之資本規定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

43. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

43. 本公司的財政狀況及儲備變動表

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Plant and equipment	廠房及設備	14	20
Interests in subsidiaries	於附屬公司之權益	1,980,194	-
Amounts due from subsidiaries	應收附屬公司款項	-	1,924,609
		1,980,208	1,924,629
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	942	806
Tax recoverable	可退回稅項	12	12
Cash and cash equivalents	現金及現金等價物	349	77
		1,303	895
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	1,181	1,268
Amount due to a director	應付一名董事款項	16,250	12,500
Amounts due to subsidiaries	應付附屬公司款項	90,887	82,027
		108,318	95,795
Net current liabilities	流動負債淨值	(107,015)	(94,900)
Total assets less current liabilities	總資產減流動負債	1,873,193	1,829,729
EQUITY	權益		
Share capital	股本	37,628	37,628
Reserves (Note (a))	儲備 (附註(a))	1,835,565	1,792,101
Total equity	權益總額	1,873,193	1,829,729

Zhang Gao Bin
張高濱
Director
董事

Luo Zhangguan
羅章冠
Director
董事



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

43. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

Note:

(a) Reserve movement of the Company

43. 本公司的財政狀況及儲備變動表 (續)

附註：

(a) 本公司儲備變動

		Share premium	Currency translation reserve	Contributed surplus	Capital redemption reserve	Accumulated loss	Total
		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
At 1 January 2018	於二零一八年一月一日	2,982,905	(348,864)	393,107	82	(1,235,129)	1,792,101
Loss for the year	年度虧損	-	-	-	-	(50,711)	(50,711)
Other comprehensive income for the year:	年度其他全面收入：						
Exchange gain on translation of the Company's financial statement	換算本公司之財務報表之匯兌收益	-	94,175	-	-	-	94,175
Total comprehensive income for the year	年度全面收入總額	-	94,175	-	-	(50,711)	43,464
As at 31 December 2018	於二零一八年十二月三十一日	2,982,905	(254,689)	393,107	82	(1,285,840)	1,835,565

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

43. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

Note: (continued)

(a) (continued)

43. 本公司的財政狀況及儲備變動表 (續)

附註：(續)

(a) (續)

		Share premium	Currency translation reserve	Contributed surplus	Capital redemption reserve	Accumulated loss	Total
		股份溢價	貨幣兌換儲備	繳入盈餘	資本贖回儲備	累計虧損	合計
		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
At 1 January 2017	於二零一七年一月一日	2,982,905	(210,503)	393,107	82	(1,383,347)	1,782,244
Profit for the year	年度溢利	-	-	-	-	148,218	148,218
Other comprehensive loss for the year:	年度其他全面虧損：						
Exchange loss on translation of the Company's financial statement	換算本公司之財務報表之匯兌虧損	-	(138,361)	-	-	-	(138,361)
Total comprehensive income for the year	年度全面收入總額	-	(138,361)	-	-	148,218	9,857
As at 31 December 2017	於二零一七年十二月三十一日	2,982,905	(348,864)	393,107	82	(1,235,129)	1,792,101

At 31 December 2018 and 2017, the Company had no balance of distribution reserves available for distribution to the owners.

於二零一八年及二零一七年十二月三十一日，本公司並無分派儲備結餘可供分派予擁有人。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

44. EVENT AFTER THE REPORTING PERIOD

Subsequent to 31 December 2018, Yangzhou Shiyou City Development Co., Ltd., an indirect non-wholly owned subsidiary, has entered into an agreement with Yangzhou City Land Resources Bureau for an acquisition of a land use right to the Land Parcel in Yangzhou City, Jiangsu Province, the PRC, with a consideration at RMB326.4 million. The acquisition is for the further expansion of the property development business of the Group in Yangzhou. Details of the acquisition are set out in the Group's circular dated 22 February 2019. The transaction is not yet completed up to the reporting date of this report.

On 19 March 2019, Guangzhou Guoyou Logistics Co., Ltd. ("Guoyou"), entered into the Co-investment Cooperation Agreement ("Agreement") with Yangzhou Yunhe New City Development Company Limited ("Yunhe"). Pursuant to the Agreement, Yunhe agreed to contribute RMB30 million in cash to the capital of Yangzhou Shiyou City Development Co., Ltd ("Shiyou City"). Upon completion, the equity interest in Shiyou City by Guoyou will decrease from 100% to 90%. Details of the transaction are set out in the announcement of the Company as at 19 March 2019.

44. 報告期後的事件

於二零一八年十二月三十一日之後，本公司之間接非全資附屬公司揚州世郵城市發展有限公司已經與揚州市國土資源局達成協議，以人民幣326,400,000元的代價購入中國江蘇省揚州市一幅地塊的土地使用權。這項收購是為進一步擴充本集團在揚州的物業發展業務。收購詳情載於日期為二零一九年二月二十二日的通函。截至本報告日，該項交易仍未完成。

於二零一九年三月十九日，廣州國郵物流有限公司（「國郵」）與揚州市運和新城建設有限公司（「運和」）訂立合資合作協議（「協議」）。根據協議，運和同意以現金形式向揚州世郵城市發展有限公司（「世郵城市」）注資人民幣30,000,000元。完成後，國郵於世郵城市之股權將從100%減少至90%。交易詳情載於日期為二零一九年三月十九日的本公司公告。





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