



DREAM EAST  
梦东方

DreamEast Group Limited  
夢東方集團有限公司

(Incorporated in Bermuda with limited liability and carrying on business in  
Hong Kong as "DreamEast Cultural Entertainment")

(於百慕達註冊成立之有限公司，並以「夢東方文化娛樂」名稱於香港經營業務)

(Stock Code 股份代號：593)

SHARE THE BEAUTY OF  
CHINA WITH THE WORLD

全球共享东方之美



年報  
Annual Report

2018

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

Zhou Zheng  
*Executive Director, Chairman and Chief Executive Officer*

Yang Lei  
*Executive Director*

Lam Yu Yee, Benjamin (re-designated on 1 January 2019)  
*Non-executive Director and Vice Chairman*

Li Chak Hung  
*Independent Non-Executive Director*

Meng Xiaosu  
*Independent Non-Executive Director*

Yang Buting  
*Independent Non-Executive Director*

Zhao Daxin  
*Independent Non-Executive Director*

### AUDIT COMMITTEE

Li Chak Hung *Chairman*

Meng Xiaosu

Yang Buting

Zhao Daxin

### REMUNERATION COMMITTEE

Li Chak Hung *Chairman*

Meng Xiaosu

Yang Buting

Zhao Daxin

### NOMINATION COMMITTEE

Zhou Zheng *Chairman*

Li Chak Hung

Meng Xiaosu

Yang Buting

Zhao Daxin

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

China Construction Bank Corporation

Industrial and Commercial Bank of China

Hengfeng Bank

Bank of Beijing

### 董事會

周政  
*執行董事、主席兼行政總裁*

楊蕾  
*執行董事*

林裕兒 (於2019年1月1日獲調任)  
*非執行董事兼副主席*

李澤雄  
*獨立非執行董事*

孟曉蘇  
*獨立非執行董事*

楊步亭  
*獨立非執行董事*

趙大新  
*獨立非執行董事*

### 審核委員會

李澤雄 *主席*

孟曉蘇

楊步亭

趙大新

### 薪酬委員會

李澤雄 *主席*

孟曉蘇

楊步亭

趙大新

### 提名委員會

周政 *主席*

李澤雄

孟曉蘇

楊步亭

趙大新

### 主要往來銀行

香港上海匯豐銀行有限公司

中國建設銀行股份有限公司

中國工商銀行

恒豐銀行

北京銀行

**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

10/F, COFCO Tower,  
262 Gloucester Road,  
Causeway Bay, Hong Kong

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA**

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Boardroom Share Registrars (HK) Limited  
Room 2103B, 21/F  
148 Electric Road  
North Point  
Hong Kong

**COMPANY SECRETARY**

Chan Tak Kwong (appointed on 31 January 2019)

**AUTHORISED REPRESENTATIVES**

Chan Tak Kwong  
Zhou Zheng

**AUDITOR**

Deloitte Touche Tohmatsu  
Certified Public Accountants

**SOLICITORS**

P.C. Woo & Co.  
Conyers Dill & Pearman

**註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**總辦事處及主要營業地點**

香港銅鑼灣  
告士打道262號  
中糧大廈10樓

**百慕達股份過戶登記總處**

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

**香港股份過戶登記分處**

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號  
21樓2103B室

**公司秘書**

陳德光 (於2019年1月31日獲委任)

**授權代表**

陳德光  
周政

**核數師**

德勤•關黃陳方會計師行  
執業會計師

**律師**

胡百全律師事務所  
Conyers Dill & Pearman

## **CORPORATE INFORMATION**

公司資料

### **STOCK CODE**

593

### **INVESTOR RELATIONS DEPARTMENT OF THE COMPANY**

Tel: (852) 3628 2352

Fax: (852) 3628 2335

Email: [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com)

### **COMPANY WEBSITE**

[www.dreameast.com](http://www.dreameast.com)

### **股份代號**

593

### **公司投資者關係部**

電話: (852) 3628 2352

傳真: (852) 3628 2335

電郵: [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com)

### **公司網址**

[www.dreameast.com](http://www.dreameast.com)

# SHAREHOLDERS' REFERENCE

## 股東參考資料

### LISTING PLACE

Main Board of The Stock Exchange of Hong Kong Limited

### 上市地點

香港聯合交易所有限公司主板

### FINANCIAL YEAR END

31 December

### 財務年結

12月31日

### FINANCIAL CALENDAR

Annual Results Announcement Date  
27 March 2019

### 財務日誌

全年業績公佈日期  
2019年3月27日

### ANNUAL GENERAL MEETING

5 June 2019

### 股東週年大會

2019年6月5日

# Awards for The Year

## 年內獲得獎項

# 2018

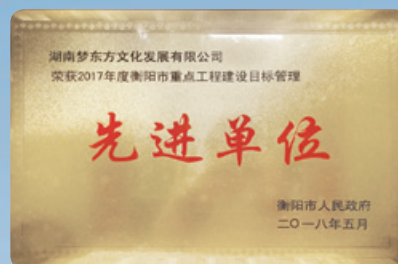


2018.01  
DreamEast Future World  
Social Big Classroom Resource Unit  
夢東方未來世界  
社會大課堂資源單位

**JAN**  
一月

**MAR**  
三月

2018.03  
DreamEast Future World  
Ferris Award Chinese Brand Indoor  
Amusement Park Award  
夢東方未來世界  
摩天獎 中國品牌室內樂園獎



2018.05  
Hengyang DreamEast Resort  
Outstanding Unit of  
Project Construction Goal Management  
衡陽夢東方旅遊度假區  
工程建設目標管理先進單位

**MAY**  
五月



2018.12  
 DreamEast Future World  
 Outstanding Indoor Amusement Park Award  
 夢東方未來世界  
 傑出室內樂園



2018.12  
 DreamEast Future World  
 Langfang Demonstration Base of  
 the Cultural Industry  
 夢東方未來世界  
 廊坊市文化產業示範基地



2018.11  
 Hengyang DreamEast Resort  
 People's Choice Award  
 衡陽夢東方旅遊度假區  
 最佳人氣獎

NOV  
 十一月

DEC  
 十二月

2018.12  
 DreamEast Group  
 Nominated by Sina Finance as the  
 "Most Valuable Listed Company"  
 and the "Highest Growth Potential  
 Listed Company" for the Golden  
 Lion Award & Chart of Companies  
 Listed in the Hong Kong Stock  
 Exchange by Value  
 夢東方集團  
 新浪財經金獅獎暨港股上市公司  
 價值風雲榜評選入圍  
 「最具品牌價值上市公司」和  
 「最具成長性上市公司」



2018.12  
 Dream of Jiashan  
 Boutique Special Small Town Award  
 夢幻嘉善  
 精品特色小镇



2018.12  
 Hengyang DreamEast Resort  
 Reform and Innovation Quality Project  
 衡陽夢東方旅遊度假區  
 改革創新優質項目







**CHAIRMAN'S  
STATEMENT**

主席報告

I am pleased to present the annual results of DreamEast Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2018 (the "Year").

### FINANCIAL RESULTS

During the Year, the Group recorded revenue of approximately HK\$159.8 million, representing a decrease of 87.5% from approximately HK\$1,278.3 million in 2017. The decrease in revenue mainly resulted from the decrease in revenue from property development in Fangshan, Beijing, the PRC. The Group recorded net profit of HK\$158.4 million for the Year, representing an increase of 24.8% from approximately HK\$126.9 million in 2017. The increase mainly resulted from the gain on fair value change of investment properties.

As at 31 December 2018, the Group recorded equity attributable to owners of the Company of approximately HK\$2,620.6 million, representing a decrease of approximately HK\$416.4 million as compared to HK\$3,037.0 million as at 31 December 2017.

Basic earnings per share attributable to the owners of the Company for the Year amounted to HK\$0.6057 (2017: HK\$0.4394).

In the course of business transformation and rapid development, the Company shall reserve sufficient capital for development of existing and new projects, hence the Board of the Company has resolved not to propose a final dividend for the Year (2017: Nil).

### APPRECIATION

I would like to express my greatest appreciation to the entire staff of the Group for their hard work and efforts in the Year. I would also like to extend my gratitude to the investors, business partners, suppliers, local governments and shareholders of the Company for their support and confidence in the Group over the years, in particular their advice and help offered to the Company in the critical time of business transformation. I am highly confident that, with the existing strategic planning, the Group is well-positioned to overcome challenges and create value for customers, thereby generating significant shareholder value. I look forward to sharing with you our rapid developments in years to come.

**Zhou Zheng**  
Chairman

Hong Kong, 27 March 2019

本人欣然提呈夢東方集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至2018年12月31日止年度(「本年度」)之業績公佈。

### 財務業績

於本年度，本集團錄得收入約159.8百萬港元，較2017年約1,278.3百萬港元減少87.5%。收入減少主要是由於中國北京房山之物業發展之收入減少所致。本集團於本年度錄得溢利淨額158.4百萬港元，較2017年約126.9百萬港元增長24.8%。有關增加乃主要由於投資物業公允價值變動之收益所致。

於2018年12月31日，本集團錄得本公司擁有人應佔權益約為2,620.6百萬港元，較2017年12月31日3,037.0百萬港元減少約416.4百萬港元。

本公司擁有人於本年度應佔每股基本盈利為0.6057港元(2017年：0.4394港元)。

由於本公司正處於業務轉型及快速發展期，應預留足夠資金用於發展現有及新項目，故本公司董事會已決定不建議派發本年度末期股息(2017年：無)。

### 鳴謝

本人謹此向本集團全體員工致謝，感激彼等於本年度的辛勤努力。本人亦向投資者、業務夥伴、供應商、各地方政府機構及本公司股東致謝，感激彼等多年來對本集團的支持和信任，尤其是在本公司業務轉型的關鍵時期給予的建議和幫助。本人十分有信心，在既定戰略規劃下，本集團已蓄勢待發，將砥礪前行，為客戶創造價值，從而締造巨大的股東價值。本人期望於未來數年與各位共同見證本集團的飛躍發展。

**周政**  
主席

香港，2019年3月27日

# MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

#### FULLY PROGRESS ON CULTURAL ENTERTAINMENT CORE BUSINESS

After upgrading the cultural entertainment business as its core business, the Group worked out the comprehensive planning and pushed forward the strategy in 2018. With complex domestic and international situation, the slowdown in economic growth in China, the deleveraging and tightening of loans from banks, and the unpredictability of market and policies, it was a difficult year for enterprises in China. However, the Group adhered to its established strategy to facilitate the implementation of its projects orderly, and fruitful results were achieved.

The experience centres in the Hengyang DreamEast Resort and the DreamEast Jiashan were opened to the public. The DreamEast Shooting (Clay) Center of the Hengyang DreamEast Resort were completed and held the shooting competition of Hunan Games successfully. In January 2019, the Group got another achievement by acquiring a land parcel in Jiangyin, Jiangsu Province to build the Xu Xiake DreamEast Resort, which was selected as one of the 2018 Jiangsu Key Tourism Projects. The DreamEast Future World Aerospace Theme Park was recognised as the AAA Tourist Attraction of China and the number of visitors hit the record high.

### 業務回顧

#### 全面推進文化娛樂核心業務

2018年是本集團將文化娛樂產業提升為本集團核心業務後，全面佈局和推進戰略的一年。儘管國內外形勢複雜，國內經濟增長放緩，銀行去槓桿收緊借貸，市場及政策變幻莫測，對中國企業來說是相對困難的一年，但本集團堅持既定戰略循序推進項目落地，仍取得多項成果。

衡陽夢東方旅遊度假區和夢東方夢幻嘉善，兩個項目的體驗中心均已建成開放。其中，衡陽夢東方旅遊度假區之夢東方射擊（飛碟）中心於年中建設完成，並已成功承辦湖南省運動會射擊項目。2019年1月，本集團又下一城，贏得江蘇省江陰市之土地以建設徐霞客夢東方旅遊度假區，該項目入選江蘇省2018年重點項目。夢東方未來世界航天主題樂園獲評為國家AAA級旅遊景區，年遊客量再創新高。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Adhering to the promotion of Chinese culture with the focus on Chinese stories in the form of entertainment, original designs and craftsmanship, the development concept featuring “all-IPs” in our projects and the principle of User First, DreamEast was committed to delivering new entertainment experience with perfect online and offline integration by creating a unique offline entertainment platform. Meanwhile, with the vision of “Share the Beauty of China with the World (全球共享東方之美)”, a number of renowned enterprises were attracted to cooperate with the Group. The Group entered into a cooperation agreement with the century-old brand Thomas Cook to bring in a Thomas Cook family resort. The first ever Valt the Wonder Deer offline theme park and the “Little Penguin Paradise”, Tencent’s first children IP resort experience museum in China would be opened in the DreamEast Jiashan. The Group cooperated with Tencent to hold the DreamEast 2018 JEO Electronic Sports Open in the DreamEast Future World Aerospace Theme Park within the year. At the year-end of 2018, the Group worked with Tripvivid to organize the 3rd CTCAS Pioneer Awards Ceremony, and became a pioneer to put forward the “new entertainment” model. On the capital market, DreamEast was nominated as the “Most Valuable Listed Company” with second ranking through online voting, and the “Highest Growth Potential Listed Company” with fourth ranking through online voting in the Hong Kong Equities Awards for the first SINA Golden Lion Award, respectively. All these achievements evidenced that the operating capabilities of the Group in the cultural entertainment business was highly recognised and praised inside and outside the industry.

The Group commits to the development approach of “Innovation and Globalization” which integrates Chinese history, humanities, art, aesthetics and fashion into its works, and creates unique new entertainment experience for customers with its oriental craftsmanship.

夢東方堅持以中國故事為核心、以娛樂的方式傳播中國文化、堅持原創與匠心、堅持「全IP」發展理念、堅持用戶第一的原則、打造獨一無二的線下娛樂平台，致力帶來線上與線下完美融合的新娛樂體驗，以及以「全球共享東方之美」為願景，吸引了越來越多知名企業與本集團合作。本集團與百年品牌 Thomas Cook (「托邁酷克」) 簽訂合作協議，將引進托邁酷克親子主題酒店；全球第一家鹿精靈線下主題樂園以及中國首家騰訊兒童IP度假村體驗館「小企鵝樂園」都將落地夢東方夢幻嘉善；年內，本集團與騰訊聯手，在夢東方未來世界航天主題樂園成功舉辦夢東方2018JEO京津冀電子競技公開賽；2018年年底，夢東方攜手執惠舉辦「第三屆中國文旅大消費年度峰會」暨「龍雀獎」頒獎盛典，提出「新娛樂」模式，成為新娛樂開創者；在資本市場上，夢東方入圍新浪首屆港股金獅獎「最具品牌價值上市公司」和「最具成長性上市公司」，在該兩個類別中分別位列網絡票選第4名和第2名。由此可見本集團文化娛樂之營運實力獲得行業內外的高度認同與讚賞。

本集團將秉承「創新•全球化」的發展理念，把中國的歷史、人文、藝術、美學、時尚等融入作品當中，以東方匠心精神為客戶創造獨特的新娛樂體驗。

#### RAPID DEVELOPMENT IN TOURISM MARKET AND CULTURAL TOURISM BECOMES THE HOTSPOT

The report of the 19th National Congress of the Communist Party of China stated that, in the new era of socialism with Chinese characteristics, people's increasing needs for a better living against uneven and inadequate development have become the major conflicts in the society of China, and travelling has been one of the key elements to people's better living. According to the "China Economic Life Survey (2017-2018) (中國經濟生活大調查 (2017-2018))" published by the CCTV Financial Channel in March 2018, "travelling" remained the top option of spending for four consecutive years, accounting for 42.1% of interviewees. Second and third-tier cities were considered as a travel destination than first-tier cities. The post-90 generation had the strongest desire for travelling whereas family travel was the most popular travel mode.

#### 旅遊市場快速發展文化遊成熱點

中國共產黨第十九次代表大會報告提出，中國特色社會主義進入新時代，我國社會主要矛盾已經轉化為人民日益增長的美好生活需要和不平衡不充分的發展之間的矛盾。旅遊已經成為新時代人們美好生活需要的重要內容之一。根據2018年3月央視財經發佈的《中國經濟生活大調查(2017-2018)》資料顯示，「旅遊」持續4年被受訪者列在消費意願榜首，被選擇比例達42.1%，其中二、三線城市旅遊意願全面超過一線城市，而九零後為旅遊消費最大意願群體，親子遊為最受歡迎的旅遊方式。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The domestic tourism market flourished in recent years, mainly due to the combined effect of a number of favourable factors, including the strong demand for travelling arising from the increasing disposal income per capita over the years and the changing spending pattern, the lowered travelling cost as a result of convenient and well-established transportation and railway network that boosted demand for suburban trips, the implementation of holiday system which ensured the number of vacation days and the continuous release of favourable policies. Hence, the tourism industry entered a stage of exponential development. According to the statistics from the "2018 Tourism Market Basic Situation" (2018年旅遊市場基本情況) issued by the China Tourism Academy, the growth in the number of visitors and revenue of the domestic tourism market in 2018 exceeded the expectations at the beginning of the year. The total number of domestic visitors amounted to 5.54 billion for the year, representing an increase of 10.8% from 2017, and the average number of trips per capita was 4. The annual revenue from domestic tourism increased by 10.5% from 2017 to RMB5.97 trillion and the spending per capita exceeded the RMB1,000 benchmark to approximately RMB1,077.6. From the initial estimate, the comprehensive contribution to GDP from the tourism industry in China for the year was RMB9.9 trillion, representing 11% of the GDP. It is obvious that the demand for domestic tourism is strong and continues to drive the economic growth.

近年來國內旅遊市場越趨蓬勃，主要受到多個有利因素的共同影響，包括：人均可支配收入逐年增長，人們消費觀念轉變，旅遊需求旺盛；便利的交通和發達的城際軌道，降低了出行成本，有助於釋放城市周邊旅遊需求；休假制度的落實使旅遊時間得到保障；以及行業利好政策不斷等，均促使旅遊行業進入快速發展階段。中國旅遊研究院《2018年旅遊市場基本情況》統計數據顯示，2018年國內旅遊市場旅遊人次及收入增速均大於年初預期。全年國內旅遊人數55.4億人次，比2017年增長10.8%，人均出行4次。全年實現國內旅遊收入人民幣5.97萬億元，同比增長10.5%，人均花費突破千元達人民幣約1,077.6元。初步測算，全年全國旅遊業對GDP的綜合貢獻為9.9萬億元，占GDP總量的11%。可見國內旅遊需求旺盛，繼續領跑經濟增長。

#### 2018 2018年

Domestic tourists reached **5.54 billion**

國內旅遊人數**55.4**億人次

Year-on-year growth of **10.8%**

同比增長**10.8%**

Per capita travel frequency close to **4.0** times

人均旅遊近**4.0**次

Income from tourism reached **RMB 6.0 trillion**

旅遊收入人民幣**6.0**萬億元

Year-on-year growth of **10.5%**

同比增長**10.5%**

Spending per capita reached **RMB 1,077.6**

人均花費達人民幣**1,077.6**元

#### 2020 Estimated 預計2020年

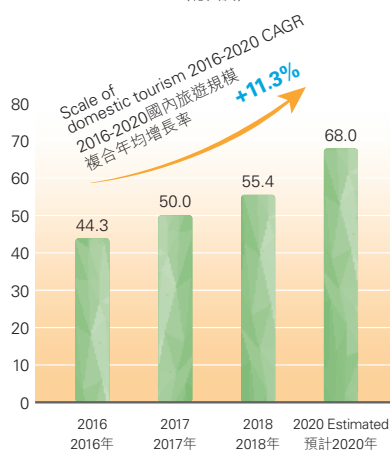
Per capita travel frequency close to **5** times

人均旅遊近**5**次

#### Scale of Domestic Tourism

##### 國內旅遊規模

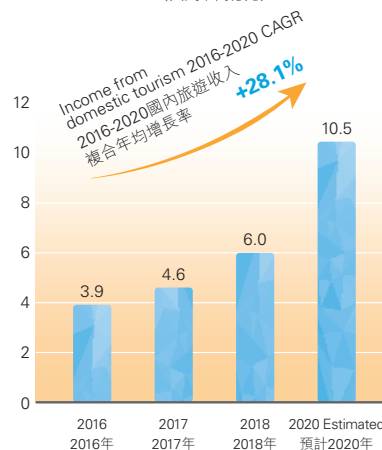
(100 million travelers)  
(億人次)



#### Income from Domestic Tourism

##### 國內旅遊收入

(RMB trillion)  
(人民幣萬億元)



Source: "2018 Tourism Market Basic Situation" and "Annual Report of China Domestic Tourism Development 2017" issued by China Tourism Academy  
"Report on China's Tourism Development 2016" issued by National Tourism Administration

資料來源：中國旅遊研究院《2018年旅遊市場基本情況》及《2017全年旅遊市場及綜合貢獻資料報告》、國家旅遊局《中國旅遊發展報告(2016)》

On 8 April 2018, the former Ministry of Culture and the China National Tourism Administration merged into the “Ministry of Culture and Tourism”, opening a new era of tourism with cultural integration. Culture provides enriched contents to tourism, and also enhanced the productization of tourism with meaningful substance. Tourism provides a vehicle for cultural transfer, thus becoming an approach and a channel of the industrialization of culture. According to the “China Tourism Consumption Big Data Report 2018” (中國旅遊消費大數據報告2018) published by the China Tourism Academy and China UnionPay Merchant Services, with the strong promotion by the State, cultural tourism has become the hotspot. The consumer traffic in major museums increased by 28.1% during 2018 National Day Holiday when compared with last year. Travelling for gourmet food and good hospitality has become normal, and the number of consumption made by tourists through Union Pay in resorts increased by over 30% year-on-year.

In view of the favourable macro-environment, the Group seized the opportunities and made plans for a variety of cultural entertainment projects in the three major metropolitan areas, including Greater Beijing, Greater Shanghai and Greater Shenzhen, which will all be completed phase by phase from 2019.

During the period under review, the principal activities of the Group included the development and operation of cultural tourist resorts and theme parks under the brand of “DreamEast”, property development and leasing businesses.

2018年4月8日，原國家文化部和國家旅遊局合併，新成立的「文化和旅遊部」正式掛牌，開啟了文旅融合的旅遊新時代。文化為旅遊賦予了更加豐富的內容，為旅遊的產品化升級賦予了內涵；而旅遊為文化的傳播提供了載體，為文化的產業化提供了手段和渠道。中國旅遊研究院、銀聯商務聯合發佈《中國旅遊消費大數據報告2018》顯示，隨著國家對文化旅遊的大力推進，文化遊已成為熱點。2018年國慶節假期期間，重點博物館消費人次同比增長達28.1%。而為美食、美宿出遊變得日漸平常，遊客在度假別墅使用銀聯的消費筆數年增長率超30%。

在這良好的大環境下，本集團早已把握先機，圍繞大北京、大上海、大深圳三大核心區域，規劃設計了多個文化娛樂項目，並將於2019年起相繼初步落成。

回顧期內，本集團之主要業務包括開發與運營「夢東方」品牌之文化旅遊度假區及主題樂園、地產開發及租賃業務。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### CULTURAL ENTERTAINMENT BUSINESS

DreamEast has been committed to the vision of “Share the Beauty of China with the World (全球共享東方之美)” in crafting all of the unique projects. As each of its projects were provided with different creative ideas, which was not able to be replicated due to the non-replicable culture, DreamEast innovated and promoted local culture through integration of global leading creativities, skills and technologies by way of cross boundary measures so as to develop all projects into unique and non-replicable works based on local culture and environment.

#### Hengyang DreamEast Resort

The Hengyang DreamEast Resort is situated in Hengyang, Hunan Province, China. It is at the south of Mount Heng and is surrounded by time-honoured cultural heritage and magnificent natural landscape, where is the important origin of Huxiang culture. The project is conveniently located and approximately 20 minutes’ drive from the downtown area. By taking High-Speed Rail, it takes around 40 minutes to Changsha, the capital city of Hunan Province, and nearly 2.5 hours to Shenzhen. Hunan was named by the most prestigious personal travel guide Lonely Planet as the Top 10 best value places in 2018, and was the only Asia tourist destination on the list. Hengyang received 70.16 million tourists in 2018, which realized a consolidated tourism income of RMB63 billion. According to the comprehensive estimate from the China Tourism Academy, Hengyang ranked the fourth, just after Chongqing, Beijing and Shanghai, in the country during the 2019 Spring Festival in terms of number of visitors.

#### 文化娛樂業務

夢東方以「全球共享東方之美」為願景，匠心打造每一個獨一無二的項目。夢東方每個項目創作理念不同，都不能進行複製，因文化是不可以複製的，故夢東方根據當地文化和地理環境，融合全球頂級的創意、藝術、科技，用跨界的方式來創新和傳播當地文化，使每個項目成為獨一無二、不可複製的作品。

#### 衡陽夢東方旅遊度假區

衡陽夢東方旅遊度假區位於中國湖南省衡陽市，地處南岳衡山之南，歷史悠久的人文景觀和美麗的自然景觀遍佈，是湖湘文化的重要發源地。項目交通便捷，距離市中心約20分鐘車程；高鐵前往湖南省省會長沙市約40分鐘，前往深圳約2.5小時。湖南被全球最權威的私人旅遊指南Lonely Planet（孤獨星球）評為2018十大最物有所值目的地，是亞洲唯一上榜的旅遊地。衡陽市2018年全年遊客接待量達7,016萬人次，實現旅遊綜合收入630億元人民幣。根據中國旅遊研究院數據綜合測算，2019年春節期間，衡陽的遊客接待量全國排名第4，僅次於重慶、北京和上海。

The development of the Hengyang DreamEast Resort comprised of “Four Towns and Five Parks”, including the cultural town, the science and technology town, the forest town and the agricultural town as the Four Towns, and the DreamEast Adventure Park, the Fantasy Waterpark, the Pets Kingdom, the Agricultural Cultural Park and the International Sports Park as the Five Theme Parks. The project would facilitate the development of a new tourism landscape featuring “Mount Heng in the North and DreamEast in the South”. It has become a model of coordinated development across the primary, secondary and tertiary industry sectors and a benchmark of development characterized by industry and city integration, thereby presenting the world a city of Hunan’s rich culture history.

The Hengyang DreamEast Resort has been included in the “Key Construction Projects in Hunan Province (湖南省重點建設項目)” as an “all-for-one tourism” project, recognised as a “Hengyang Reform and Innovation Quality Project 2108 (衡陽市2018年改革創新優質項目)”, and presented with the “Model Special Small Town Award (模範特色小鎮獎)” by China Business. The “Tianlan Better Life Community (天瀾美好生活社區)” of the Hengyang DreamEast Resort was included in the “2018 Most Popular List (2018年最佳人氣獎)” of the Hengyang Real Estate Association.

衡陽夢東方旅遊度假區整體規劃為「四鎮五園」。其中，「四鎮」包括文化小鎮、科技小鎮、森林小鎮和農耕小鎮，同時在四個主題小鎮中，重點打造五大主題公園，包括夢東方探險樂園、奇幻水世界、寵物王國、農耕文化公園、國際體育公園。項目將形成「北有衡山、南有夢東方」的旅遊新格局，成為中國一二三產聯動、產城融合發展的國家樣板，獻給世界一座湖湘文化之城。

衡陽夢東方旅遊度假區作為「全域旅游」項目，已被列為「湖南省重點建設項目」，被評為「衡陽市2018年改革創新優質項目」，並獲《中國經營報》頒發「模範特色小鎮獎」。衡陽夢東方旅遊度假區「天瀾美好生活社區」榮登衡陽市房地產協會2018最佳人氣獎榜單。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

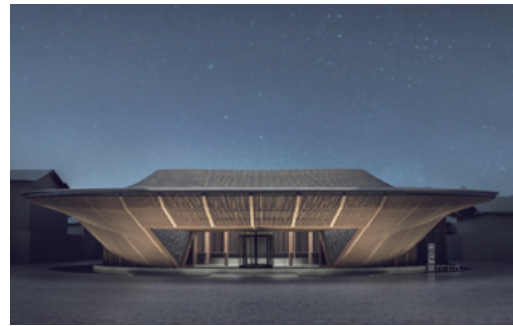
The Hengyang DreamEast Resort will be developed in phases. The Fantastic Hunan Town (夢裡故湘古鎮) in Phase 1 embraces Hunan's core academic culture, water transport culture and religious culture in the construction of an international cultural tourism town originated from Hunan culture boasting natural landscape, marvelous architecture and business prosperity. In July 2017, the Group succeeded in the bid of a land parcel with a site area of approximately 330,000 square metres at a consideration of RMB131 million for the development of Phase 1 of the Hengyang DreamEast Resort. At present, the experience centre of the Hengyang DreamEast Resort is opened to the public. The design integrates Hunan-style elements, such as the horse-head wall, and brings out the project's essence to visitors by highlighting the atmosphere of Hunan culture. The DreamEast Shooting (Clay) Centre with a site area of approximately 103 mu. in the Hengyang DreamEast Resort was completed, and held the clay shooting match of the thirteenth sports game of Hunan province successfully. The shooting centre will be opened to tourists for shooting experience in the future as one of the entertainment activities.

衡陽夢東方旅遊度假區將分多期建設，其中項目一期的夢裡故湘古鎮選取湖湘書院文化、水運文化、宗教文化三大核心文化，打造集自然景觀、人文建築、繁華商業於一體的源自湖湘文化的國際人文旅遊小鎮。於2017年7月，本集團以人民幣131百萬元成功競得面積約33萬平方米之土地，用以開發衡陽夢東方旅遊度假區項目一期。目前，衡陽夢東方旅遊度假區體驗中心已對外開放，其設計融入馬頭牆等湖南當地特色元素，讓遊客置身湖湘文化中縱覽整個項目之精髓。衡陽夢東方旅遊度假區內佔地面積約103畝的夢東方射擊（飛碟）中心已建成完成，並成功舉辦湖南省第十三屆運動會飛碟射擊比賽，未來亦將成為遊樂項目之一，開放予遊客進行射擊體驗。



## MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析



#### DreamEast Jiashan

The DreamEast Jiashan is positioned itself as a children dream world for the whole family and located in Jiashan County, Jiaxing, Zhejiang Province in Greater Shanghai, China. In terms of comprehensive strength, Jiashan County is one of the top 100 counties in China. Situated at the intersection of Jiangsu Province, Zhejiang Province and Shanghai, Jiashan is the core district of the Yangtze River Delta city cluster and the first connection between Zhejiang Province and Shanghai. The DreamEast Jiashan is approximately 60 km southwest of Shanghai and in proximity to the High-Speed Rail Jiashan South Station and the Dayun Exit of Shanghai-Hangzhou Express. It is also within the one-hour living circle covering Shanghai, Hangzhou and Suzhou, thus enjoying the advantages of its superior location and profound cultural heritage. Combining the highest good with the beauty of Jiangnan, the DreamEast Jiashan integrates science, technology, culture, leisure, tourism, vacation and entertainment, and is established as a water village that exhibits good and love.

#### 夢東方夢幻嘉善

夢東方夢幻嘉善定位是全家人的童夢世界，位於中國大上海地區的浙江省嘉興市嘉善縣。嘉善縣是全國綜合實力百強縣之一，位於江浙滬兩省一市交匯處，長三角城市群核心區域，是浙江省接軌上海第一站。夢東方夢幻嘉善項目位於上海西南約60公里，緊挨高鐵嘉善南站和滬杭高速大雲出口，一小時交通圈覆蓋上海、杭州、蘇州等地，地理位置優越，文化資源豐厚。夢東方夢幻嘉善以大善之風結合江南之美，集科技、文化、休閒、旅遊、度假、娛樂為一體，構築一座散發善與愛的人文之城，一座由江南生長而出的水韻之城。



The Jiashan Dayun Chocolate Sweet Town, at which the DreamEast Jiashan is located, was among the first batch of provincial special small towns in Zhejiang Province and was elected as the national special small town demonstrative project at the 2018 China Special Small Town Exhibition. On 27 December 2018, the DreamEast Jiashan was awarded the “Boutique Special Small Town Award (精品特色小鎮獎)” in the “Forum on the Integrated Development of the Cultural Industry in China (中國文旅產業融合發展論壇)” held by people.com.cn.

In December 2016, the Group succeeded in the bid of a land parcel with a site area of approximately 70,000 square metres at a consideration of approximately RMB65 million for the development of Phase 1 of the DreamEast Jiashan. The first ever Valt the Wonder Deer offline theme park would be completed at Phase 1 soon. At the year end of 2018, the Group cooperated with Tencent Video to build the Little Penguin Paradise, the first Tencent children IP resort experience museum in China, in the DreamEast Jiashan. This is not only a recognition of the IP operating strength of DreamEast, but also another breakthrough in applying new entertainment idea by the Group. With the diversified businesses comprising of innovative children’s theatre, unique family hotel (Hyatt Place Hotel) and featured catering, the management believes that the DreamEast Jiashan will be a tourism destination loved by all family members in the Greater Shanghai region. At present, the experience centre of Phase 1 has been completed and opened to the public, whereas the children’s theatre, the Valt the Wonder Deer Exploration Park and the Tencent Little Penguin Paradise will open to visitors in 2019.

On 2 November 2017, the Group succeeded in the bid of a land parcel with a site area of approximately 243,000 square metres at a consideration of approximately RMB226 million for the development of Phase 2 of the DreamEast Jiashan. Phase 2 of the project will comprise of a water village incorporating the millennia-old Wuyue culture. In July 2018, the Group entered into a cooperation agreement with Thomas Cook, the world’s second largest integrated tourism group, stating that its family hotel brand Sunwing will be introduced to the Chinese market for the first time and set up in Phase 2 of the DreamEast Jiashan and become Thomas Cook’s first self-owned brand hotel in China.

夢東方夢幻嘉善所在的嘉善大雲巧克力甜蜜小鎮是浙江省第一批省級特色小鎮之一，並於2018年中國特色小鎮博覽會上獲評為全國特色小鎮優秀示範案例。2018年12月27日，夢東方夢幻嘉善於2018中國文旅產業融合發展論壇上榮膺人民網「精品特色小鎮獎」。

於2016年12月，本集團以約人民幣65百萬元成功競得面積約7萬平方米之土地，用以開發夢東方夢幻嘉善項目一期。全球第一家「鹿精靈」線下主題樂園即將落地項目一期。2018年年底，本集團與騰訊視頻達成合作，將在夢東方夢幻嘉善共同打造中國首家騰訊兒童IP度假村體驗館「小企鵝樂園」。這不僅是對夢東方IP運營實力的認可，也是本集團踐行新娛樂理念的又一重大突破。加上創新的兒童劇院、親子特色酒店（凱悅嘉軒酒店）、特色餐飲等多元業態，管理層相信，夢東方夢幻嘉善將成為大上海地區極具吸引力的合家歡式的旅遊度假目的地。目前，項目一期之體驗中心已完工開放，兒童劇院、鹿精靈探索樂園及騰訊小企鵝館等亦將陸續在2019年與遊客見面。

2017年11月2日，本集團以約人民幣226百萬元成功競得面積約243,000平方米之土地，用以開發夢東方夢幻嘉善項目二期，將打造以千年吳越文化為核心的江南水鄉。於2018年7月，本集團與全球第二大綜合旅業集團托邁酷克簽署合作協議，將其旗下親子品牌酒店Sunwing（晴樂灣）首次引入中國市場，並將入駐夢東方夢幻嘉善二期，成為托邁酷克首家落地中國的自有品牌酒店。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析



#### Xu Xiake DreamEast Resort

Xu Xiake DreamEast Resort is located in Xu Xiake Town, Jiangyin City in Jiangsu Province within the greater Shanghai region. With the Yangtze River on its north and Taihu Lake a little way on its south, Jiangyin has been an important transportation hub and a key military site since ancient times. It has a long history and rich cultural heritage, and was the home of the famous explorer Xu Xiake, and has been called “the Ancient County of Yanling” and “a loyal and righteous state”. Having the most listed companies in the county, it is also called the “Number One County-level City with the Most Capital in China”. By leveraging on its nearly 5,000 mu of natural wetland resources, Xu Xiake DreamEast Resort will turn itself into a highland to present and promote the Xu Xiake culture, and a tourist destination for “its original wetland life forms and an exceptional experience of the Xu Xiake culture”.

On 22 January 2019, the Group made a successful bid for the land use rights of three pieces of lands situated at Xu Xiake Town, Jiangyin City in Jiangsu Province for commercial use at the total price of RMB474 million (approximately HK\$551 million). Meanwhile, the Group entered into the cooperation agreement with 金茂蘇皖企業管理(天津)有限公司 (Jinmao Suwan Corporate Investment (Tianjin) Company Limited) (“Jinmao Investment”) on 30 January, in relation to the establishment of a joint venture company for co-development of Xu Xiake DreamEast Resort. Jinmao Investment was an indirect wholly-owned subsidiary of China Jinmao Holdings Group Limited (Stock Code: 817.HK).

Pursuant to the cooperation agreement, the joint venture company will be owned as to 51% by the Group and 49% by Jinmao Investment. The joint venture company will be accounted for as a jointly controlled entity of the Group and the Group will recognise its interest in the joint venture company using the equity method in accordance with the relevant accounting principles. The revenue, assets and liabilities of the joint venture company will hence not be consolidated into the consolidated financial statements of the Group.

#### 徐霞客夢東方旅遊度假區

徐霞客夢東方旅遊度假區位於大上海地區的江蘇省江陰市徐霞客鎮。江陰北枕長江，南近太湖，歷來為重要交通樞紐和軍事要地；歷史悠久，人文薈萃，是遊聖徐霞客的故鄉，有「延陵古邑」、「忠義之邦」之稱，也因擁有最多上市公司而被譽為「中國資本第一縣」。徐霞客夢東方旅遊度假區，依托近5,000畝天然濕地資源，將打造徐霞客文化展示傳播高地，以「原生態濕地度假以及徐霞客文化體驗為目的地」的度假勝地。

2019年1月22日，本集團成功以共計4.74億元人民幣（約5.51億港元）投得位於江蘇省江陰市徐霞客鎮之三塊商住用地之使用權，並於1月30日與金茂蘇皖企業管理(天津)有限公司（「金茂管理」）訂立合作協議，成立合營公司共同開發徐霞客夢東方旅遊度假區項目。金茂管理為中國金茂控股集團有限公司（股份代號：817.HK）的間接全資附屬公司。

根據合作協議，合營公司將由本集團擁有51%權益及由金茂管理擁有49%權益。合營公司將作為本集團之共同控制實體入賬及本集團將根據相關會計原則使用權益法確認其於合營公司之權益。因此，合營公司之收入、資產及負債將不會於本集團之合併財務報表內綜合入賬。

The Group and Jinmao Investment would benefit from the cooperation in order to exert their strengths, grasp market opportunities and enhance their investment portfolio in the property market in the PRC. In view of the location and the designated use of the lands, the management considers that the acquisition and the entering into of the cooperation agreement for undertaking the Xu Xiake DreamEast Resort are in line with the business development strategy and planning of the Group.

#### DreamEast Future World Aerospace Theme Park

The DreamEast Future World Aerospace Theme Park is located at Yanjiao National High-Tech Industrial Development Area in East Beijing, within less than one-hour drive from Beijing's central business district. Being China's first and the world's second indoor park with an "aerospace" theme, it was also recognised as an AAA Tourist Attraction of China. In March 2018, the DreamEast Future World Aerospace Theme Park took the "Chinese Brand Indoor Amusement Park Award (中國品牌室內樂園獎)" in the Ferris Award (renowned as the Oscar of the China Amusement Industry). At the 2018 Asia Attractions Global Theme Park Leisure & Attractions Summit held in December 2018, the DreamEast Future World Aerospace Theme Park won the "China Outstanding Indoor Amusement Park Award (中國傑出室內樂園獎)".

本集團及金茂管理將分別從是次合作中獲益，從而可發揮其優勢、把握市場機遇及改善其於中國地產市場的投資組合。鑑於土地的位置及指定用途，管理層認為，收購事項及訂立合作協議以開展徐霞客夢東方旅遊度假區與本集團之業務發展策略及規劃相符。

#### 夢東方未來世界航天主題樂園

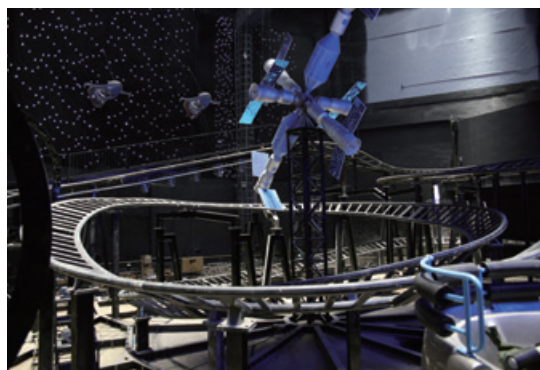
夢東方未來世界航天主題樂園位於北京東部燕郊國家高新技術產業開發區，從北京的中心商業區駕車前往僅需數十分鐘。夢東方未來世界航天主題樂園是中國首家、全球第二家以「航天」為主題之室內樂園，是國家AAA級旅遊景區。2018年3月，在被譽為「中國遊樂行業奧斯卡」的「摩天獎」評選中，夢東方未來世界航天主題樂園勇奪「中國品牌室內樂園獎」。12月，在2018遊樂界全球主題休閒娛樂景點峰會，夢東方未來世界航天主題樂園斬獲「中國傑出室內樂園獎」。





## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析



More than 30 interactive science education and entertainment attractions can be found in the DreamEast Future World Aerospace Theme Park with the floor area of approximately 16,000 square meters, enabling visitors to learn and understand aerospace technology through exciting interactions. Combining aerospace technology exhibition, science education and interactive entertainment, the project spreads knowledge in a funny way to motivate the enthusiasm of children over aerospace sector while popularizing the knowledge of aerospace. In January 2018, the DreamEast Future World Aerospace Theme Park was recognised as a "Hebei Resources Unit of Life Class for Secondary and Primary Students in Beijing (北京市中小學生生活大課堂河北資源單位)", one of the most popular education base among students in Beijing and surrounding cities.

夢東方未來世界航天主題樂園建築面積為約16,000平方米，內設30多項高科技互動科普與娛樂項目，集航天科技展覽展示、科普教育、互動娛樂於一體，通過有趣的互動體驗，讓遊客學習和了解航天科技，實現寓教於樂，在普及航天知識的同時激發小朋友對航天事業的熱愛。2018年1月，夢東方未來世界航天主題樂園入選「北京市中小學生生活大課堂河北資源單位」，是北京及周邊城市最受學生歡迎的教育基地之一。

The DreamEast Future World Aerospace Theme Park was opened in October 2015. Since its opening in 2015, it has become a local landmark with wide recognition, and received about 300,000 tourists annually. The success of the project facilitates the Group in securing more cultural entertainment projects with development potential in the future. During the period under review, income from the operating company of the DreamEast Future World Aerospace Theme Park was approximately HK\$17.4 million.

夢東方未來世界航天主題樂園於2015年10月開業至今已成為當地地標，具廣泛知名度，年遊客量近30萬人次。該項目之成功有助本集團於未來投得更多具發展潛力之文化娛樂項目。回顧期內，來自夢東方未來世界航天主題樂園之營運公司之收入為約17.4百萬港元。

**DreamEast Future World  
Aerospace Theme Park  
Operational Data**  
夢東方未來世界航天主題樂園營運數據

		As of <b>31 December 2018</b> 截至2018年 12月31日	As of 31 December 2017 截至2017年 12月31日	<b>Change</b> 變動
<i>(Unit: HK\$'000)</i>	<i>(單位：港幣千元)</i>			
<b>Revenue</b>	<b>收入</b>			
Entrance fee income	入場費收入	<b>14,094</b>	8,721	+62%
Food and beverage	餐飲	<b>3,346</b>	2,269	+47%
Total tourism park operations	旅遊樂園營運總額	<b>17,440</b>	10,990	+59%
<i>(Unit: people)</i>	<i>(單位：人次)</i>			
Total tourists	總遊客量	<b>298,658</b>	136,224	+119%
Average weekend tourists	平均週末遊客量	<b>1,099</b>	500	+120%
Average weekday tourists	平均平日遊客量	<b>708</b>	322	+120%
<i>(Unit: people/day)</i>	<i>(單位：人次/天)</i>			
Maximum tourists	遊客量最高值	<b>50,663*</b>	5,124*	+889%

\* The data was recorded on the Chinese Lantern Festival, which falls on 2 March 2018, among which 50,000 people took a tour at the outside of DreamEast Future World Aerospace Theme Park and 663 people attended the museum.

\* 2018年3月2日元宵節，其中場外50,000人次，入館663人次。

The data was recorded on the Chinese Lantern Festival, which falls on 11 February 2017, among which 3,180 people took a tour at the outside of DreamEast Future World Aerospace Theme Park and 1,944 people attended the museum.

2017年2月11日元宵節，其中場外3,180人次，入館1,944人次。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### PROPERTY DEVELOPMENT AND LEASING BUSINESS

##### Beijing Fangshan “COMB+” Project (the “Fangshan Project”)

The Beijing Fangshan “COMB+” Project is located between the Southwest 5th and 6th Ring Roads in Beijing, China and only 2 minutes’ walk from Suzhuang Station on Fangshan Line of the Beijing Subway. In July 2014, the Group acquired 3 land parcels for the North, Central and South Zones of Phase 1 of the project at a total consideration of approximately HK\$3.3 billion. Phase 1 of the project occupies a total site area of approximately 113,000 square metres, with a gross floor area of approximately 410,000 square metres and a planned gross floor area of approximately 325,000 square metres. The project is the first large-scaled integrated community in the district. At present, the project is partially completed and available for sale and rent.

In the second half of 2017, the Beijing government implemented various adjustment measures to cool down the property market. In view of this, the Group accordingly suspended the construction and sales of the project. During the year, the Fangshan Project contributed HK\$120.5 million to the revenue of the Group. The management will keep abreast of the market trend and make timely adjustments to the marketing strategy, with the aim of maximising profitability and shareholders’ returns.

##### Property Project in Irvine, California, U.S.A. (the “Irvine Project”)

In April 2016, the Group established a subsidiary in order to develop the project located in Irvine, California, U.S.A.. The Group invested US\$22.5 million and owned 90% interests of the subsidiary.

The Irvine Project has a planned gross floor area of 380,000 square feet, and will be used to construct 371 apartment units. During the year, the Irvine Project has started the preparation of the reconstruction project.

#### 地產開發及租賃業務

##### 北京房山超級蜂巢項目（「房山項目」）

北京房山超級蜂巢項目位於中國北京市西南五環、六環之間，由北京地鐵房山線蘇莊站步行2分鐘可達。項目一期之北區、中區及南區三塊土地為本集團於2014年7月以總代價約33億港元投得。項目一期總土地面積約11.3萬平方米，總建築面積約41萬平方米，規劃總樓面面積約32.5萬平方米。該項目是區內首個大型綜合社區。目前該項目已部分竣工並出售及出租。

2017年下半年，北京政府推出多項調控政策，使得當地之房地產市場熱度有所降溫，因此本集團作出相應調整，暫緩該項目之建設及銷售。於本年度，房山項目為本集團帶來之收益為120.5百萬港元。管理層將緊貼市場走勢，適時調整銷售策略，期望以增加獲利空間，為股東帶來最大回報。

##### 美國加利福尼亞爾灣之地產項目（「爾灣項目」）

於2016年4月，本集團成立附屬公司，以開發美國加利福尼亞爾灣之項目。本集團對附屬公司投資22.5百萬美元，並擁有附屬公司90%之權益。

爾灣項目規劃總建築面積為380,000平方呎，將用於建造371個公寓單位。於本年度，爾灣項目已開始重建的前期工程。

#### **“4th Generation SkyOcean City” Urban Complex (the “Qian’an Project”) (disposed)**

The “4th Generation SkyOcean City” urban complex project is located in Qian’an City, Hebei Province, China, with a total site area of approximately 225,000 square metres and a completed floor area of approximately 164,000 square metres. On 13 September 2018, the Group issued an announcement for the proposed sale of 58% interest in the Qian’an Project to SkyOcean Investment. The sale arrangement was completed on 15 November 2018.

### **PROSPECTS**

Looking forward to 2019, the Group will adhere to the existing strategy, “all-IPs” concept and “new entertainment” principle. With the vision of “Share the Beauty of China with the World” and the mission of “Fill the World with Joy”, the Group will concentrate on tourist resorts, films and animations businesses in the three core areas, including Greater Beijing, Greater Shanghai and Greater Shenzhen. Also, with the progress and successive openings of the Hengyang DreamEast Resort, the DreamEast Jiashan and the Xu Xiake DreamEast Resort, the Group will also focus on the operation, the cooperation and the creation and introduction of IPs to create classic projects and operating cases. This will make the Group stand out from the cultural entertainment tourism industry with promising potential, and become a first class offline entertainment platform in China shortly.

In respect of operation, the Group has engaged in a massive reform on digitalization. With the help of digitalization, the Group will be well prepared to understand the demand of customers and make use of marketing and sales activities as a portal for the establishment of a customer feedback system. Accordingly, the Group will rationalize the workflow, better serve the users and enhance the satisfaction of customers. Regarding operation, our cooperation with world class enterprises, such as Thomas Cook, Tencent Video and China Jinmao, is a recognition of the concept and capabilities of the Group’s cultural entertainment business. In the future, the Group will continue to take the lead to identify business partners that share the same idea and value to advocate for joint ventures or cooperation on a project basis. In connection with the creation and introduction of IPs, the Group will adhere to the concept of “all-IPs”, and constantly strengthen the planning and design capabilities and innovativity of the Group to create exquisite and unique products and experience for the users.

#### **「天洋城4代」城市綜合項目（「遷安項目」）（已出售）**

「天洋城4代」城市綜合項目位於中國河北省遷安市。項目總土地面積約225,000平方米，已竣工建築面積約164,000平方米。2018年9月13日，本集團刊發公告，建議出售遷安項目58%之權益予天洋投資。該出售安排已於2018年11月15日完成。

### **展望**

展望2019年，本集團將堅持既定戰略，堅持「全IP」理念和「新娛樂」概念，以「全球共享東方之美」為願景，以「讓世界充滿歡樂」為使命，聚焦旅遊度假區、影視動畫等領域，佈局大北京、大上海、大深圳三大核心區域。同時，隨著衡陽夢東方旅遊度假區、夢東方夢幻嘉善、徐霞客夢東方旅遊度假區等項目的建設推進與陸續開放，本集團亦將在營運、合作、IP創作與引進等多方面著力，打造經典項目及營運案例，令本集團於潛力龐大的文化娛樂旅遊行業中脫穎而出，短期內成為國內一流的線下娛樂平台。

營運方面，本集團進行了大規模的數字化改革，未來將藉助數字化手段深度挖掘用戶需求，以營銷為端口建立用戶反饋機制，全面梳理工作流程，更好服務用戶，提升用戶滿意度。合作方面，與托邁酷克、騰訊視頻、金茂集團等優秀企業的合作，是對本集團之文化娛樂理念及實力的認可，未來本集團將繼續主動積極尋找志同道合的合作夥伴，在公司和項目層面推動合作。IP創作與引進方面，貫徹「全IP」的理念，不斷提升本集團之創意和規劃設計能力，為用戶打造極致和獨特的產品與體驗。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In the long run, DreamEast will develop into a cultural and entertainment conglomerate, so as to create stable and sustainable returns for shareholders. With the progress of project development, the Group's cultural entertainment business will enter a positive development stage consisting of leasing, operation, ticket income and self-developed IPs, and will establish an ecosystem that centres on the cultural entertainment industry. In the future, DreamEast will inherit and innovate Chinese culture with its masterpieces, boost the profile of Chinese culture and connect the world with the culture.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2018, the equity attributable to the owners of the Company amounted to HK\$2,620.6 million, representing a decrease of HK\$416.4 million from that of 31 December 2017.

On 12 November 2015, the Company issued a two-year term RMB8.5% secured convertible bonds due 2017 in an aggregate principal amount of RMB29,520,000 (the "Convertible Bonds I") to an independent third party. In addition to which, on the same date, the Company also issued a two-year term HK\$8.5% secured guaranteed bonds due 2017 in an aggregate principal amount of HK\$270,000,000 (the "Bonds I") to the same holder of the Convertible Bonds I.

On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 in an aggregate principal amount of RMB1,500,000,000 (the "Convertible Bonds II") to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng.

On 28 June 2016, the Company entered into a subscription agreement with the same holder of the Convertible Bonds I and the Bonds I, for the purpose of issuing three-year term 8% secured guaranteed bond due in 2019 in an aggregate principal amount of HK\$470,000,000 (the "Bonds II"). The Company issued the first tranche of the Bonds II amounting to HK\$70,000,000 on 30 June 2016. The second tranche of the Bonds II amounting to HK\$400,000,000 was issued on 5 July 2016.

長期而言，夢東方將建立一個龐大的文化娛樂綜合產業，為股東帶來穩定及持續的回報。隨著項目開發推進，本集團之文化娛樂業務將進入租賃、運營及門票收入以至發展自有IP等良性發展階段，構建以文化娛樂產業為核心的生態體系。未來，夢東方將通過優秀的作品傳承和創新中國文化，增強中國文化自信，並用文化連通世界。

### 流動資金及財務資源

於2018年12月31日，本公司擁有人應佔權益為2,620.6百萬港元，較2017年12月31日減少416.4百萬港元。

於2015年11月12日，本公司向獨立第三方發行於2017年到期本金總額為人民幣29,520,000元的兩年期有抵押人民幣計值，按年利率8.5%計息之可換股債券（「可換股債券I」）。此外，於同日，本公司亦向可換股債券I之相同持有人發行於2017年到期本金總額為270,000,000港元的兩年期有抵押有擔保港元計值，按年利率8.5%計息之債券（「債券I」）。

於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500,000,000元的五年期人民幣計值零票息之可換股債券（「可換股債券II」）予天洋投資控股有限公司（本公司之直接控股公司並由周政先生實益擁有80%權益）。

於2016年6月28日，本公司與可換股債券I及債券I之相同持有人就發行於2019年到期本金總額為470,000,000港元的三年期有抵押有擔保港元計值，按年利率8%計息之債券（「債券II」）訂立一份認購協議。本公司於2016年6月30日發行第一批金額為70,000,000港元之債券II。第二批金額為400,000,000港元之債券II於2016年7月5日發行。

On 28 June 2016, SkyOcean Investment Holdings Limited, the holder of the Convertible Bonds II entered into a deed of charge with the holder of the Bonds II, and charged over certain part of Convertible Bonds II amounting to RMB450,000,000 in favour of the holder of the Bonds II.

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019.

In March 2017, the holder of Convertible Bonds I converted part of the Convertible Bonds I with principal amount of RMB9,840,000 into 1,000,000 ordinary shares of the Company at the specific conversion exchange rate and conversion price.

During the current year, holders of Bond II with an aggregate principal amount of HK\$70,000,000 have given notice to exercise their rights of redemption at 100 per cent pursuant to the terms and conditions of Bond II are cancelled forthwith upon such redemption.

In November 2018, the holder of Convertible Bonds II converted part of the Convertible Bonds II with principal amount of RMB930,000,000 into 172,663,070 ordinary shares of the Company at the specific conversion exchange rate and conversion price, as a result of which 172,663,070 new ordinary shares issued for cancellation.

On 18 December 2018, the holders of Convertible Bonds II converted part of the Convertible Bonds II with principal amount of RMB120,000,000 into share capital of the Company, as a result of which 22,279,106 new ordinary shares were issued.

The Group normally provides its business with the operating fund that comes from internal cash flow and the credit provided by principal correspondent banks in Hong Kong and the PRC. As at 31 December 2018, the Group's cash and bank balances amounted to approximately HK\$185.5 million (2017: approximately HK\$1,403.1 million), the majority of which were held in Hong Kong dollars ("HK\$") and Renminbi ("RMB"). As at 31 December 2018, the Group's bank and other borrowings amounted to approximately HK\$3,968.6 million (2017: approximately HK\$4,477.8 million) and were principally settled in RMB carrying interest at fixed and floating lending rates.

於2016年6月28日，天洋投資控股有限公司（可換股債券II持有人）與債券II持有人訂立抵押契約，並以債券II持有人為受益人抵押部分可換股債券II，金額為人民幣450,000,000元。

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。

於2017年3月，可換股債券I持有人按特定兌換匯率及轉換價將本金額為人民幣9,840,000元之部分可換股債券I轉換為1,000,000股本公司普通股。

於本年度內，本金總額為70,000,000港元的債券II持有人已通知根據債券II的條款及條件悉數行使彼等的贖回權利。債券II於有關贖回後即時註銷。

於2018年11月，可換股債券II持有人按特定兌換匯率及轉換價將本金額為人民幣930,000,000元之部分可換股債券II轉換為172,663,070股本公司普通股，其後發行172,663,070股新普通股以供註銷。

於2018年12月18日，可換股債券II持有人將本金額為人民幣120,000,000元之部分可換股債券II轉換為本公司股本，其後發行22,279,106股新普通股。

本集團一般以內部現金流量以及香港及中國主要往來銀行所提供的信貸為其業務提供營運資金。於2018年12月31日，本集團有現金及銀行結餘約185.5百萬港元（2017年：約1,403.1百萬港元）。本集團的現金及銀行結餘大部分以港元（「港元」）及人民幣（「人民幣」）持有。於2018年12月31日，本集團的銀行及其他借貸約為3,968.6百萬港元（2017年：約4,477.8百萬港元）。本集團的銀行及其他借貸主要以人民幣結算，並按固定及浮動借貸利率計算利息。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As at 31 December 2018, the Group's liability component of Bonds and Convertible Bonds with carrying amounts of approximately HK\$1,121.2 million comprised of four portions, including bonds in the amounts of HK\$270,000,000 and HK\$400,000,000 respectively and convertible bonds in the amounts of RMB450,000,000 and RMB19,680,000 respectively. In 2018, the interest expenses incurred were approximately HK\$191.1 million.

As at 31 December 2018, the Group's current ratio was 1.0 times (2017: 2.6 times), based on the current assets of approximately HK\$3.51 billion (2017: HK\$5.21 billion) and current liabilities of approximately HK\$3.35 billion (2017: HK\$2.01 billion). As at 31 December 2018, the Group's gearing ratio was approximately 2.8 times (2017: 2.7 times) based on total liabilities of approximately HK\$7.84 billion (2017: HK\$8.16 billion) and total equity of approximately HK\$2.85 billion (2017: HK\$3.06 billion).

### CURRENCY AND FINANCIAL RISK MANAGEMENT

With the majority of the Group's businesses transacted in Renminbi and Hong Kong dollar, the aforesaid currencies are defined as the functional currency of the Company and some subsidiaries respectively. Apart from certain bank balances and cash and bonds denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during 2018. The Group will closely monitor and manage its exposure to fluctuation in foreign exchange rates.

### PLEDGE OF ASSETS

As at 31 December 2017, deposits of RMB542,000,000 (equivalent to HK\$648,395,000) were pledged to secure the loans granted to the group. During the current year, the deposits and the loans are disposed through the disposal of a subsidiary. As at 31 December 2018, bank deposits of HK\$930,000 (2017: HK\$1,793,000) were pledged to secure the bank loans granted to the Group.

As at 31 December 2018, properties under development for sale with carrying amount of approximately HK\$736,442,000, investment properties with carrying amount of approximately HK\$5,512,086,000, completed property held for sale with carrying amount of approximately HK\$358,847,000 and property, plant and equipment with carrying amount of approximately HK\$108,348,000 were pledged to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions.

於2018年12月31日，本集團債券及可換股債券負債部分總計之賬面值約為1,121.2百萬港元，由4筆本金額分別為270,000,000港元及400,000,000港元的債券；本金額分別為人民幣450,000,000元及人民幣19,680,000元的可換股債券組成。於2018年度，相關利息費用約為191.1百萬港元。

於2018年12月31日，本集團流動比率為1.0倍（2017年：2.6倍），乃根據流動資產約35.1億港元（2017年：52.1億港元）及流動負債約33.5億港元（2017年：20.1億港元）計算。於2018年12月31日，本集團的資產負債比率約為2.8倍（2017年：2.7倍），乃根據總負債約78.4億港元（2017年：81.6億港元）及總權益約28.5億港元（2017年：30.6億港元）計算。

### 貨幣及財務風險管理

鑑於本集團大部份業務以人民幣及港元交易，故此上述貨幣分別被界定為本公司及其若干附屬公司之功能貨幣。除了若干銀行結餘及現金以及債券以外幣計值外，本集團並無面對任何重大匯率波動風險。於2018年度，本集團並無作出任何貨幣對沖安排。本集團會密切監察及管理其所面對之匯率波動風險。

### 資產抵押

於2017年12月31日，保證金人民幣542,000,000元（相當於648,395,000港元）已抵押作為本集團獲授貸款之擔保。於本年度內，透過出售一間附屬公司處理按金及貸款。於2018年12月31日，銀行存款930,000港元（2017年：1,793,000港元）已抵押作為本集團獲授銀行貸款之擔保。

於2018年12月31日，賬面值約736,442,000港元之發展中待售物業、賬面值約5,512,086,000港元之投資物業、賬面值約358,847,000港元的已竣工待售物業及賬面值約108,348,000港元的物業、廠房及設備已抵押予若干銀行及其他金融機構，作為上述銀行及其他金融機構為本集團提供之借貸之擔保。

#### SIGNIFICANT INVESTMENT HELD

During the year ended 31 December 2018, the Group held 51% equity interests of SkyOcean Real Estate (Tangshan) Co., Ltd.

#### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

For the year ended 31 December 2018, there were no material acquisitions or disposals of subsidiaries and associates by the Group except for the disposal of Fusion Link International Limited as announced on 13 September 2018.

#### MANAGEMENT AND STAFF

At 31 December 2018, the total number of employees (including both full time and part time) was approximately 288. Total staff costs amounted to approximately HK\$76.8 million for the year ended 31 December 2018 (2017: HK\$66.9 million). The Group offers competitive remuneration packages, together with discretionary bonuses to its staff, based on industry practices, and individual and Group performances. The Group also offers training courses and continuous education sessions as part of the Group's emphasis on staff training and development.

#### 所持重大投資

截至2018年12月31日止年度內，本集團持有天洋地產（唐山）有限公司51%股權。

#### 有關附屬公司及聯營公司之重大收購及出售事項

截至2018年12月31日止年度，本集團並無進行有關附屬公司及聯營公司之重大收購及出售事項，惟於2018年9月13日公佈之出售融通國際有限公司除外。

#### 管理層及僱員

於2018年12月31日，本集團共有約288名僱員（包括全職及兼職）。截至2018年12月31日止年度，總僱員成本約76.8百萬港元（2017年：66.9百萬港元）。本集團根據行業慣例、僱員個人表現及本集團之表現為僱員提供具競爭力之薪酬組合及酌情花紅。本集團亦十分重視僱員培訓及發展，故此為僱員提供培訓課程及持續進修機會。



# PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級行政人員一覽

### DIRECTORS

#### ZHOU ZHENG

Mr. Zhou, aged 48, was appointed as an Executive Director, Chairman and Chief Executive Officer of the Company since January 2014. He is the sole director and beneficial owner of 80% equity interest in SkyOcean Investment, the immediate holding company of the Company. Mr. Zhou also serves as a director of several subsidiaries of the Company. Mr. Zhou has over 25 years of experience in culture and entertainment industry, property development and commercial retail industries, and financial investment industry. He is currently a shareholder, chairman of the Board and president of SkyOcean Holdings Group Co., Ltd. (天洋控股集團有限公司), a company established in the PRC and principally engaged in cultural, technological, financial investments and property development and consumer goods industries. Mr. Zhou is also a director of China Minerals Mining Corporation, the shares of which are listed on the Toronto Stock Exchange.

#### YANG LEI

Mr. Yang, aged 51, was appointed as an Executive Director of the Company since June 2017. Mr. Yang also serves as a director of several subsidiaries of the Company. He has more than 20 years of experience in property development in relation to culture and tourism. He had been the deputy general manager of Tourist Administration of Qinhuangdao City, Hebei Province, PRC. Mr. Yang is currently the chairman of DreamEast Pictures – US Branch which majority equity interest is beneficially owned by Mr. Zhou Zheng.

Mr. Yang holds a bachelor degree in education from Beijing Normal University and a master degree in education from Beijing Sport University.

### 董事

#### 周政

周先生，48歲，自2014年1月起獲委任為本公司之執行董事、主席兼行政總裁。彼為天洋投資之唯一董事並為天洋投資80%股權之實益擁有人，該公司為本公司之直接控股公司。彼亦為本公司若干附屬公司之董事。周先生於文化娛樂行業、物業開發及商業零售行業和金融投資行業擁有超過25年工作經驗。彼目前為天洋控股集團有限公司之股東、董事局主席及總裁，該公司為於中國成立之公司，主要從事文化產業、科技產業、金融投資、物業開發及消費品行業。周先生亦為China Minerals Mining Corporation之董事，該公司之股份於多倫多證券交易所上市。

#### 楊蕾

楊先生，51歲，自2017年6月起獲委任為本公司之執行董事。彼亦為本公司若干附屬公司之董事。彼擁有超過20年文化旅遊地產開發經驗。彼曾任中國河北省秦皇島市旅遊局副局長。楊先生現時為夢東方電影美國分公司董事長，該公司之主要權益由周政先生實益擁有。

楊先生持有北京師範大學教育學士學位及北京體育大學教育碩士學位。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級行政人員一覽

### LAM YU YEE, BENJAMIN

Mr. Lam, aged 58, was re-designated as a Non-executive Director and Vice Chairman of the Company since January 2019. He was an Executive Director and Vice Chairman of the Company in 2017-2018. Mr. Lam was the executive director and deputy chief executive officer of Pacific Century Premium Developments Limited ("PCPD"), a property developer listed in Hong Kong. Mr. Lam served the company between 2004 to 2015. Prior to joining PCPD in 2004, Mr. Lam was chief financial officer of Asia Pacific Resources International Limited in Singapore in 2003 and was appointed as president of China operations in April 2004. Between 1999 to 2003, Mr. Lam was executive director and group chief financial officer of Sino Land Company Limited, a major property developer in Hong Kong. Prior to joining Sino Land Company Limited, he had worked in various investment banks and financial institutions for over 13 years and has substantial experience in corporate finance and investment banking. Mr. Lam holds a Bachelor of Science degree in Industrial Engineering from the University of Hong Kong and a Master of Business Administration degree from the Manchester Business School.

### LI CHAK HUNG

Mr. Li, aged 54, was appointed as an Independent Non-Executive Director of the Company in October 2004. He graduated from The Chinese University of Hong Kong and holds a Bachelor's Degree of Business Administration and is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Fellow of The Taxation Institute of Hong Kong. He has over 27 years experience in accounting, auditing, taxation and financial management. Mr. Li is currently an independent non-executive director of Sandmartin International Holdings Limited (Stock Code: 482), Asiasec Properties Limited (Stock Code: 271) and Summit Ascent Holdings Limited (Stock Code: 102), whereas all companies are listed on The Stock Exchange of Hong Kong Limited.

### 林裕兒

林先生，58歲，自2019年1月起獲調任為本公司非執行董事兼副主席。彼於2017年-2018年為本公司執行董事兼副主席。林先生曾擔任盈科大衍地產發展有限公司（「盈大地產」）執行董事及副行政總裁，該公司為一間於香港上市之地產發展公司。林先生於2004年至2015年期間任職該公司。於2004年加入盈大地產之前，林先生於2003年在新加坡Asia Pacific Resources International Limited擔任財務總監，並於2004年4月獲委任為中國業務總裁。於1999年至2003年間，林先生是信和置業有限公司（香港一間主要地產發展商）執行董事兼集團財務總監。在加入信和置業有限公司之前，彼曾於多間投資銀行及金融機構任職超過13年，並擁有豐富企業融資及投資銀行經驗。林先生持有香港大學工業工程理學士學位及曼徹斯特商學院工商管理碩士學位。

### 李澤雄

李先生，54歲，於2004年10月獲委任為本公司之獨立非執行董事。彼畢業於香港中文大學並持有工商管理學士學位，並為香港會計師公會執業會計師及香港稅務學會資深會員。彼於會計、審計、稅務及財務管理工作方面擁有逾27年經驗。李先生現為聖馬丁國際控股有限公司（股份代號：482），亞證地產有限公司（股份代號：271）及凱升控股有限公司（股份代號：102）的獨立非執行董事，該等公司均於香港聯合交易所有限公司上市。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級行政人員一覽

#### MENG XIAOSU

Dr. Meng, aged 69, was appointed as an Independent Non-Executive Director of the Company in March 2014. Dr. Meng holds a Ph.D. degree in economics from Peking University and was employed as a visiting professor at various colleges and universities, including Peking University, Renmin University of China and China University of Political Science and Law. Dr. Meng received a special subsidy in recognition of his academic achievement in business administration aspect as “An Outstanding Expert” by the State Council of China in 2005.

Dr. Meng is currently a consultant of China National Real Estate Development Group Corporation (“CRED”) (中國房地產開發集團公司), a company established in the PRC, the chairman of Huili Investment Fund Management Company Limited (匯力投資基金管理有限公司), an investment fund management firm established in the PRC, and the chairman of the supervisory board of Shanghai Life Insurance Co., Ltd. (上海人壽保險股份有限公司), an insurance company established in the PRC. Dr. Meng worked in CRED from 1992 to 2006, where he has served as general manager, chairman, and etc..

#### 孟曉蘇

孟博士，69歲，於2014年3月獲委任為本公司之獨立非執行董事。孟博士持有北京大學經濟學博士學位及曾於北京大學、中國人民大學及中國政法大學等高校出任客席教授。孟博士現時獲得一項特別津貼，以表彰其於2005年獲中國國務院就其在工商管理方面的學術成就而授予的「優秀專家」資格。

孟博士目前為中國房地產開發集團公司（「中國房地產開發集團」，一間於中國成立的公司）理事長、匯力投資基金管理有限公司（一間於中國成立的投資基金管理公司）董事長以及上海人壽保險股份有限公司（一間於中國成立的保險公司）監事會主席。孟博士於1992年至2006年在中國房地產開發集團先後擔任總經理、董事長等職務。

#### YANG BUTING

Mr. Yang, aged 73, was appointed as an Independent Non-Executive Director of the Company in June 2014. He graduated from Changchun College of Geology (長春地質學院) (now known as College of Earth Science of Jilin University (吉林大學地球科學學院)) in 1969, and has been engaged in the film industry since 1972. He is currently a member of the China Film Association and the National Board of Film Censorship (國家電影審查委員會). He is a visiting professor of Beijing Film Academy, University of International Business and Economics, and the Communication University of China. Mr. Yang was a manager of Hebei Film Company (河北省電影公司), a vice general manager of China Film Company (中國電影公司), a director of China Research Institute of Film Science and Technology, the deputy head of the Bureau of Film under the State Administration of Radio, Film and Television of the PRC, and chairman of China Film Group Corporation. He has been awarded the State Science and Technology Awards and Huabiao Awards and is entitled to government allowance by the State Council of the PRC. He has extensive experience in film investment, production, promotion and distribution, establishment of cinema network and application of digital film technology. With over 30 years of experience in the film industry, Mr. Yang has led a number of influential film projects, such as the development of the national e-ticket administration system and IMAX movie camera, application and research of digital film technology, and the establishment of a national digital film production base (namely, the State Production Base of China Film Group (Huairou)), making substantial contribution to film development in China.

#### 楊步亭

楊先生，73歲，於2014年6月獲委任為本公司之獨立非執行董事。彼在1969年畢業於長春地質學院（現名：吉林大學地球科學學院），1972年開始從事電影工作。現任中國電影家協會會員，國家電影審查委員會委員。彼在北京電影學院、外經貿大學、中國傳媒大學出任客席教授。楊先生曾任河北省電影公司經理、中國電影公司副總經理、中國電影科學技術研究所所長、國家廣播電影電視總局電影局副局長、中國電影集團公司董事長等職務。彼獲國家科技進步獎、華表獎等，享受國務院政府津貼。彼在電影投資、製作、宣傳發行、院線建設、數位電影技術應用等方面積累了豐富經驗。在30多年的電影工作中，楊先生曾主持多個具影響力的電影項目，如：開發全國電腦售票管理系統及IMAX電影攝影機研製、數位電影技術應用與研究及建立國家數位電影製作基地（即中影懷柔基地）等，為中國電影的發展作出了積極貢獻。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級行政人員一覽

#### ZHAO DAXIN

Mr. Zhao, aged 64, was appointed as an Independent Non-Executive Director of the Company in December 2014. He graduated from the Chinese Faculty of Northwest University in 1977. After graduation, he served as the secretary of Youth League committee and the deputy Party secretary in the Direct Subordinate Organization of Shaanxi Provincial Government. In 1989, he became the deputy chief of Yanta District, Xi'an City, Shaanxi Province. Mr. Zhao then served as the general manager and chief editor of China Record Corporation from May 2001 to February 2008, and the Party secretary and vice chairman of China Record Corporation from February 2008 to October 2014.

#### CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

#### CHAN TAK KWONG

Mr. Chan, aged 48, was appointed as the Chief Financial Officer and Company Secretary of the Company since October 2018 and January 2019, respectively. He has over 20 years of experience in financial management, financial audit, group reorganisation, and merger & acquisition. He served as an Executive Director and Chief Financial Officer of the Company from January 2014 to May 2018 and from March 2016 to May 2018, respectively. He also served as the company secretary of the Company from January 2014 to January 2016. He joined SkyOcean Group Holdings Co., Ltd. (天洋控股集團有限公司) in July 2013 as the financial controller of the finance center. Prior to that, Mr. Chan mainly worked in Ernst & Young and Deloitte Touche Tohmatsu from 1994 to 2013. Mr. Chan holds a Bachelor's Degree in Accountancy from the City University of Hong Kong and is a member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales.

#### 趙大新

趙先生，64歲，於2014年12月獲委任為本公司之獨立非執行董事。彼在1977年畢業於西北大學中文系。畢業後歷任陝西省政府直屬機關團委書記、黨委副書記。彼自1989年起出任陝西省西安市雁塔區副區長。趙先生之後於2001年5月至2008年2月出任中國唱片總公司總經理、總編輯；於2008年2月至2014年10月出任中國唱片總公司黨委書記、副董事長。

#### 首席財務官及公司秘書

#### 陳德光

陳先生，48歲，分別自2018年10月起及2019年1月起獲委任為本公司之首席財務官及公司秘書。彼於財務管理、財務審核、集團重組及併購方面擁有逾20年經驗。彼由2014年1月至2018年5月及由2016年3月至2018年5月分別出任本公司之執行董事及首席財務官。彼由2014年1月至2016年1月亦出任本公司之公司秘書。彼於2013年7月加入天洋控股集團有限公司出任財務中心的財務總監。此前，陳先生主要於1994年至2013年於安永會計師事務所及德勤華永會計師事務所任職。陳先生持有香港城市大學會計學學士學位，亦為香港會計師公會及英格蘭及威爾斯特許會計師公會之會員。

# INVESTOR RELATIONS REPORT

## 投資者關係報告

The Company attached great importance to communications with investors, financial institutions, the media and other stakeholders in order to establish a more efficient communication channel between the Company and the capital market. The investor relations department has maintained effective mutual communication and close relationships with investors, financial institutions and media through various channels such as the publication of annual report and interim report, press release, and announcement, as well as the website of the Company. We believe that effective investor relations will help reduce financial costs and improve the liquidity of the shares of the Company, leading to a more solid shareholder base. The Company therefore undertakes to maintain high transparency and to release the financial and operation conditions and the latest news to the market promptly and accurately in compliance with the principle of “accurate, timely, and transparent” information disclosure. The Company strives to make the market have a deep understanding of the Company and maintain high corporate transparency in order to create maximum value for shareholders and other stakeholders.

本公司極為重視與投資者、金融機構、媒體及其他利益相關人士的溝通，致力於為本公司和資本市場之間搭建更為高效的溝通橋樑。投資者關係部門通過多種渠道，包括刊發年度報告及中期報告、發放新聞稿及公告和公司網站等，以保持投資者、金融機構、媒體的有效雙向溝通及緊密聯繫。公司相信有效的投資者關係有助降低融資成本，改善本公司股份的市場流動性，並建立更穩固的股東基礎。因此，本公司承諾保持公司高透明度及遵循「準確、及時、透明」的資訊披露原則，適時準確地向市場傳達本公司的財務、經營狀況以及最新消息。本公司致力深化市場對本公司的瞭解，及保持企業高透明度，從而為股東及持份者創造最大價值。

### SHARE PERFORMANCE

### 股價表現

2018	2018年	Highest 最高	Lowest 最低
The Company's share price per share (HK\$)	本公司每股股價 (港元)	15.88	7.00

#### SHARE PERFORMANCE IN 2018 (2 JANUARY 2018 TO 31 DECEMBER 2018)

As at 31 December 2018, the Company had a total of 285,490,845 Shares and the market price per Share was HK\$8.06. Based on the closing price as at 31 December 2018, the market capitalisation of the Company amounted to HK\$2,301 million.

The investor relations department will continue to enhance the quality of communication with investors and maintain corporate transparency. To ensure easy access to the Company's updated information, all of our published information including announcements, interim and annual reports and press releases, are posted on the Company's website [www.dreameast.com](http://www.dreameast.com) in a timely manner. Interested parties can also make enquiries by contacting the investor relations department (email: [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com)).

#### 2018年股價表現 (2018年1月2日至2018年12月31日)

於2018年12月31日，本公司總股數為285,490,845股，每股市場價格為8.06港元。以2018年12月31日的收市價格計算，本公司的市值約為2,301百萬港元。

本公司的投資者關係部門將繼續加強和提升與投資者的聯絡及溝通質量，並且保持公司的透明度。為確保容易獲得本公司的最新資訊，所有本公司刊發的資料包括公告、中期及年度報告及新聞稿均會及時上載至本公司網頁 [www.dreameast.com](http://www.dreameast.com)。有興趣人士亦可聯絡投資者關係部 (電郵: [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com)) 查詢。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### 1. ABOUT THE REPORT

DreamEast Group Limited and its subsidiaries (the “Group” or “we”) are pleased to present our Environmental, Social and Governance Report (the “ESG Report”). The report concerns environmental and social impacts, policies and initiatives of the Group to demonstrate our long-term commitment to ensure that our activities, at all levels, are economically, socially and environmentally sustainable. Additional information in relation to the Group’s corporate governance and financial performance can be referred to our 2018 annual report for the year ended 31 December 2018.

The “Environmental, Social and Governance Reporting Guide” (the “ESG Reporting Guide”) which is set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HKEX”) is the reporting framework of this ESG Report.

The scope of the ESG Report covers the environmental and social performances of the principal operating activities of the Group, which includes the business of trading and supply chain management services, operation of online social platform and money lending, spanning over the period from January 1, 2018 to December 31, 2018 (the “Reporting Period” or “FY2018”).

With reference to the ESG Reporting Guide and the Group’s business operation, the presentation of our ESG Report divides the relevant aspects and Key Performance Indicators (“KPI”), which are considered to be relevant and material to the Group, into four subject areas: Environmental Protection, Employment and Labour Practices, Operating Practices and Community Investments.

### 1. 關於本報告

夢東方集團有限公司及其附屬公司（「本集團」或「我們」）欣然提呈環境、社會及管治報告（「環境、社會及管治報告」）。本報告涉及本集團環境及社會影響、政策及計劃，彰顯我們確保我們的活動於所有層面在經濟上、社會上及環境上可持續發展的長期決心。有關本集團企業管治及財務表現的額外資料可參照我們截至2018年12月31日止年度之2018年報。

載於香港聯合交易所有限公司（「香港聯交所」）證券上市規則附錄27之「環境、社會及管治報告指引」（「環境、社會及管治報告指引」）為本環境、社會及管治報告的報告框架。

環境、社會及管治報告的範圍涵蓋自2018年1月1日至2018年12月31日期間（「報告期」或「2018財政年度」）本集團主要經營業務（包括貿易及供應鏈管理服務業務、在線社交平台營運及放債）之環境及社會表現。

根據環境、社會及管治報告指引及本集團業務營運，環境、社會及管治報告將把與本集團相關及有重大影響之相關方面及主要績效指標（「主要績效指標」）分四個範疇呈列，分別為：環境保護、僱傭及勞工常規、營運慣例及社區投資。

### 1. ABOUT THE REPORT— continued

A complete index in compliance with the ESG Reporting Guide is also available at the end of this report for reference. Except for provisions that the Group considers are inapplicable to its operations, for which explanations have been given on the rightmost column in the said index, this report has complied with all the “comply or explain” provisions set out in the ESG Reporting Guide.

The Group is determined to be a responsible enterprise and is committed to perfecting its business and improving the local community. In order to determine what issues are relevant and material to our business with respect to sustainability, the Group is aware that the key is to understand what issues that our stakeholders concerned most.

We define our stakeholders as people who affect our business or who are affected by our business. In our daily business, we actively exchange information with our stakeholders through our transparent platform while we are devoted to continuous improvement of our communication system. In addition, we are committed to maintaining a long-term partnership with our stakeholders and are actively engaged in addressing their concerns with timely follow-up actions.

We welcome comments and suggestions from our stakeholders. You may provide your comments or views with respect to this ESG Report or our sustainability initiatives via email to [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com).

### 1. 關於本報告—續

與環境、社會及管治報告指引通用之完整索引亦載於本報告末，以供參考。除本集團認為不適用於其營運之條文（本集團已就此於上述索引的最右一欄作出解釋），本報告已遵守環境、社會及管治報告指引所載所有「不遵守就解釋」條文。

本集團決心成為負責任的企業，並致力完善其業務及推動本地社區發展。為釐定對我們的業務可持續性屬相關及重要的事宜，本集團知悉其關鍵在於了解我們的持份者最關注的事項。

我們將持份者定義為影響我們業務或受我們業務影響的人士。於我們日常業務過程中，我們透過具透明度的平台積極與我們的持份者交換資訊，同時致力持續改善我們的溝通體系。我們亦致力與我們的持份者維持長遠的合作夥伴關係，並積極地採取即時跟進行動以處理其關注事宜。

我們歡迎我們的持份者提供意見及建議。閣下可發送電郵至 [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com) 發表對本環境、社會及管治報告或有關我們可持續發展計劃的意見或觀點。



## 2. ENVIRONMENTAL PROTECTION

### 2.1. CORPORATE ENVIRONMENTAL POLICY AND COMPLIANCE

The Earth, our precious planet, is the most valuable asset for us. The Group endeavours to protect this planet and to build a sustainable future for our generations and their generations. The Group is committed to upholding high environmental standards to fulfil relevant requirements throughout our operation, and will continue to devote human and financial resources for environmental conservation, reduction of carbon footprint and environmental compliance as required under applicable laws and regulations.

The Group is principally engaged in the business of property development and leasing, as well as tourism parks operations.

The Group is committed to actively minimizing the impact on our environment and implementing different measures to optimize the workplace, continuing to address the environmental issues in relation to global warming, pollution, and biodiversity of the environment.

With the goal to reduce energy consumption and carbon emissions, the Group has added environmental friendly elements in our daily service and operation activities. We formulated relevant rules and regulations for a sound and effective management of energy consumption, greenhouse gas ("GHG") emission, as well as discharge of domestic waste and sewage and other pollutants. We strictly comply with the environmental protection laws and regulation promulgated by the local government. We report our performance on a balanced picture by ensuring appropriate and effective ESG risk management. Internal control systems are in place to achieving its related ESG's objectives.

## 2. 環境保護

### 2.1. 企業環境政策及合規

珍貴的地球是我們最寶貴的資產。本集團致力保護地球，為我們子孫後代建立可持續的未來。本集團致力維持較高環境標準，以於整個營運過程中滿足相關要求，並將繼續為環境保護、減少碳足跡及適用法律及法規規定的環境合規投入人力及財務資源。

本集團主要從事物業發展及租賃以及旅遊樂園營運。

本集團致力於積極降低對環境的影響及實施不同措施以優化工作場所，繼續處理有關全球變暖、污染及環境生物多樣性方面的問題。

憑藉以減少能源消耗及碳排放為目標，本集團已於我們的日常服務及營運活動中加入環保元素。我們已就穩建及有效管理能源消耗、溫室氣體（「溫室氣體」）排放以及生活廢物及污水及其他污染物排放制定相關規章制度。我們嚴格遵守當地政府制定的環保法律及法規。我們透過確保合適及有效的環境、社會及管治風險管理公正地匯報表現。我們已制定內部控制系統，以達至其相關環境、社會及管治目標。

## 2. ENVIRONMENTAL PROTECTION – continued

### 2.1. CORPORATE ENVIRONMENTAL POLICY AND COMPLIANCE – continued

During the Reporting Period, the Group complied with relevant laws and regulations relating to air and GHG emissions, discharge into water and land, and generation of hazardous and non-hazardous waste. The Group did not violate any environmental protection laws or regulations of the region where we operate, nor was it subject to significant fines, non-monetary penalties and litigation relating to environmental protection.

### 2.2. EMISSIONS

#### 2.2.1. Exhaust Gas and GHG Emissions

Our Group's business, by nature, does not generate a significant amount of exhaust gas and greenhouse gas directly throughout its operation. Greenhouse gas typically includes carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride.

During daily operation and office administration, the Group generates GHG emissions directly or indirectly through energy consumption. To properly manage our GHG emissions, the Group actively adopts electricity conservation and energy saving measures as well as other measures, including:

- maintaining indoor temperature at an optimal level for comfort;
- providing on-off and zoning control of lighting and ventilation system in the workplace according to the operation schedule;
- ensuring the windows and doors are closed while air-conditioning is on, and turn off the air-conditioning after office hours or after the usage of the meeting room;

## 2. 環境保護 – 續

### 2.1. 企業環境政策及合規 – 續

於報告期內，本集團已遵守與空氣及溫室氣體排放、向水及土地排放及產生有害及無害廢物有關的相關法律及法規。本集團並無違反我們經營所在地區任何環保法律或法規，其亦無承受與環保有關的重大罰款、非貨幣處罰及訴訟。

### 2.2. 排放

#### 2.2.1. 廢氣及溫室氣體排放

本集團業務於其營運過程中在性質上不會直接產生大量廢氣及溫室氣體。溫室氣體一般包括二氧化碳、甲烷、一氧化二氮、氫氟烴、全氟碳化物及六氟化硫。

於日常營運及辦公室管理過程中，本集團透過能源消耗直接或間接產生溫室氣體排放。為妥善管理溫室氣體排放，本集團積極採納節約用電及節能措施以及其他措施，包括：

- 將室內溫度保持於最佳舒適水平；
- 於工作場所根據營運計劃提供燈光及通風系統的開關及分區控制；
- 確保空調開啟時門窗關閉，及於辦公室時間後或使用會議室後關閉空調；

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

### 2. ENVIRONMENTAL PROTECTION – continued

#### 2.2. EMISSIONS – continued

##### 2.2.1. Exhaust Gas and GHG Emissions – continued

- installing LED lighting system in the workplace;
- encouraging employees to use stairs instead of elevators;
- encouraging employees to switch off machines and devices, such as computers and monitors when not in use;
- encouraging employees to make the best use of modern telecommunication system to avoid unnecessary travel arrangement; and
- placing “Green Message” reminders on office equipment and workplace to further enhance employees’ environmental awareness.

In accordance with the ESG Reporting Guide set out by HKEX, our environmental performance of “Emissions” during the Reporting Period is tabulated below.

**Table 1 – Emissions**

Energy Use and Emissions 使用能源及排放	Unit 單位	FY2018 2018財政年度
GHG Emissions 溫室氣體排放	CO <sub>2</sub> e (kg) 二氧化碳當量(千克)	144,269
Nitrogen Oxides 氮氧化物	g 克	57,474
Sulphur Oxides 硫氧化物	g 克	127
Particulate Matter 顆粒物	g 克	5,469

### 2. 環境保護—續

#### 2.2. 排放—續

##### 2.2.1. 廢氣及溫室氣體排放—續

- 於工作場所安裝LED照明系統;
- 鼓勵僱員使用樓梯而非電梯;
- 鼓勵僱員關閉不使用的機器及設備(例如電腦及顯示器);
- 鼓勵僱員充分利用現代通信系統,以避免不必要旅行安排;及
- 在辦公設備及工作場所設置「環保訊息」提示,以進一步提高僱員的環境意識。

根據香港聯交所所載環境、社會及管治報告指引,我們於報告期內的「排放」環境表現載列如下。

**表一—排放**

## 2. ENVIRONMENTAL PROTECTION – continued

### 2.2. EMISSIONS – continued

#### 2.2.2. Waste Management

With respect to waste treatment and disposal, the Group has no significant impact on environment and natural resources. We adopted a number of initiatives and strategies to alleviate environmental impact. During the year, we did not violate any national and local environmental laws. The Group adheres to the principles of waste management and is committed to a sound and proper management of all waste generated during our operation.

#### *Hazardous Waste*

The Group's business, by nature, does not directly produce hazardous waste throughout any part of our activities.

#### *Non-hazardous Waste*

##### **Domestic Waste**

During our operation, the non-hazardous wastes generated are mainly domestic waste, among which, recyclable wastes, such as paper, will be recycled for reuse. Our waste management practice is compliant with laws and regulations relating to environmental protection. The Group has also implemented policies to reduce waste generation through environmental education, aiming at waste management from the source.

## 2. 環境保護 – 續

### 2.2. 排放 – 續

#### 2.2.2. 廢物管理

廢物處理及處置，本集團對環境及天然資源並無重大影響。我們採納多項計劃及策略以減少環境影響。於本年度，我們並無違反任何國家及當地環境法律。本集團堅持廢物管理原則，致力於穩健及妥善管理於營運過程中產生的廢物。

#### *有害廢物*

本集團業務性質上於其業務任何部分不會直接產生有害廢物。

#### *無害廢物*

##### **生活廢物**

於我們的營運中，所產生的無害廢物主要為生活廢物，其中可回收廢物（如紙張）將回收以循環使用。我們的廢物管理常規符合有關環保的法律及法規。本集團亦實施政策，以透過環境教育（旨在從根源進行廢物管理）減少廢物產生。

2. ENVIRONMENTAL PROTECTION – continued

2.2. EMISSIONS – continued

2.2.2. Waste Management – continued

*Non-hazardous Waste – continued*

Wastewater Discharge

With respect to the wastewater management, the Group ensures all domestic sewage is discharged into the urban sewage pipe network for the proper sewage treatment.

Table 2 – Total Waste Discharge

Use of Resources 資源使用	Unit 單位	FY2018 2018財政年度
Domestic Waste 生活廢物	kg 千克	88,914

The Group strives to maintain a high standard of requirement of waste reduction, actively encouraging its employee to appreciate the significance of sustainable development through continuous development in skills and knowledge.

Green Operation

The Group is committed to a paperless operation, constantly encouraging all employee to reduce paper usage through duplex printing, paper recycle and frequent use of electronic information systems for material sharing or internal administrative documents.

Reusable paper products, such as envelopes, are properly recycled whereas the use of disposable paper products, such as paper cups and paper towels, are discouraged wherever possible and appropriate during our operation.

2. 環境保護 – 續

2.2. 排放 – 續

2.2.2. 廢物管理 – 續

*無害廢物 – 續*

污水排放

就污水管理而言，本集團確保所有生活污水排入城市污水管網，以妥善進行污水處置。

表2 – 廢物排放總量

本集團努力維持減少廢物的高標準要求，積極鼓勵其僱員通過持續技能及知識發展認識可持續發展的重要性。

綠色營運

本集團致力於無紙化營運，不斷鼓勵全體僱員透過雙面打印、紙張回收及就材料共享或內部管理文件頻繁使用電子資訊系統減少紙張使用。

妥善回收可循環使用紙製品（如信封），而在可能及適當情況下，我們在營運過程中盡量減少使用一次性紙製品（如紙杯及紙巾）。

## 2. ENVIRONMENTAL PROTECTION – continued

### 2.3. USE OF RESOURCES

The Group considers the conservation of natural resources as an indispensable component of our sustainable business. Through actively promoting various environmental-friendly measures, we encourage an efficient use of resources, including energy, paper, water and other raw materials. As such, the Group has initiated policies to raise the awareness of electricity conservation and taken energy saving measures throughout our daily operation as elaborated in the section of 2.2 Emissions.

#### Water Consumption

With respect to water conservation, we encourage all employees and customers to develop the habit of conserving water consciously. Pantry and washrooms are posted with environmental messages to remind employee the importance and urgency of water conservation.

Apart from education, the utility facilities are maintained regularly for service, to ensure that water seepage or leaking pipelines are replaced or repaired on a timely basis.

#### Packaging Material

Due to our business nature, the Group does not have manufacturing facilities and does not consume a significant amount of packaging materials.

## 2. 環境保護 – 續

### 2.3. 資源使用

本集團認為保護自然資源是可持續業務不可或缺的部分。我們透過積極推行各項環保措施，鼓勵有效使用資源，包括能源、紙張、水及其他原材料。因此，本集團已推行提高節電意識的政策，並在日常業務中採取節能措施，詳情於第2.2「排放」一節闡述。

#### 耗水量

就節約用水方面，我們鼓勵全體僱員及客戶養成自覺節約用水的習慣。茶水間及洗手間張貼環保告示，提醒僱員節約用水的重要性及迫切性。

除進行教育外，公用設施亦會進行定期維修，確保滲水或漏水管道獲定期更換或修理。

#### 包裝材料

基於業務性質，本集團並無生產設施，亦無消耗大量包裝材料。

2. ENVIRONMENTAL PROTECTION – continued

2.3. USE OF RESOURCES – continued

Environmental Performance

In accordance with the ESG Reporting Guide set out by HKEX, our environmental performance of “Energy and Resources Use” during the Reporting Period are tabulated below.

Table 3 – Energy and Resources Use

Use of Resources 資源使用	Unit 單位	FY2018 2018財政年度
Electricity 電力	kWh 千瓦時	137,475
Purchased Gas 外購天然氣	Unit 單位	n/a 不適用
Unleaded Petrol 無鉛汽油	L 升	6,876
Paper 紙張	kg 公斤	366
Water 水	m <sup>3</sup> 立方米	248

The Group is committed to instilling the consciousness of resources conservation and environmental protection into the work and life of every employee. We seek business partners who also share with our philosophy and commitment of environment conservation and compliance with the applicable environmental laws and regulations. We believe that these initiatives are capable to reflect our commitment to offering the best quality of services while maintaining the least adverse environmental impact on our planet.

In the future, we will continue our commitment in environmental protection and strive to build a greener and healthier environment to fulfil our responsibilities as a member of the community we all live in.

2. 環境保護－續

2.3. 資源使用－續

環保表現

根據香港聯交所所載的環境、社會及管治報告指引，我們於報告期在「能源及資源使用」的環保表現於下文列表顯示。

表3－能源及資源使用

本集團致力於將節約資源及環保意識灌輸至各僱員的工作及生活中。我們尋求亦認同我們的環保理念及承諾及遵守適用環境法律及法規的商業夥伴。我們相信該等措施能反映我們提供最優質服務的承諾，同時令對地球的不利環境影響減至最少。

我們日後將維持對環境保護的承諾，並致力建立更綠色及健康的環境，履行我們作為社會一分子的責任。

## 3. EMPLOYMENT AND LABOUR PRACTICES

### 3.1. RECRUITMENT AND PROMOTION

The Group fully understands that our business development is largely driven by the continued quality services delivered by our experienced and competent workforce. As such, it is therefore of paramount importance to proactively manage our talent pipeline and career development for employees. The Group is determined to set itself in a good position to maintain a robust business performance and growth together with our employees.

With an objective to uphold an open, fair, just and reasonable human resource policy, the Group has formulated the recruitment policy with respect to equal opportunities, diversity and anti-discrimination.

We encourage differences and individuality in employees, with the philosophy that diversity can bring new ideas, dynamics and challenges to our operations. We discourage all forms of discrimination on gender, age, family status, sexual orientation, disability, race and religion. Our employment policy encourages hiring of talented people with physical or mental disabilities. We are committed to supporting our employees to maintain a family-friendly work environment because we respect their roles and responsibilities in their families. We strive to make sure employees and business partners comply with laws and regulations, follow ethical business practices and respect equal opportunity in employment. We bring in new recruits and equip them with necessary skill sets to develop a long-term rewarding career with us.

## 3. 僱傭及勞工常規

### 3.1. 招聘及晉升

本集團充分明白到業務發展很大程度上由具備豐富經驗及稱職員工持續提供優質服務所推動。因此，積極管理我們的人才儲備及僱員職業發展至關重要。本集團決定為維持強勁的業務表現及與僱員一同成長做好準備。

本集團的目標是秉持公開、公平、公正及合理的人力資源政策，制定有關平等機會、多元化及反歧視的招聘政策。

憑藉多元化可為我們的營運帶來新理念、活力及挑戰之信念，我們鼓勵僱員的差異及個性。我們阻止一切形式的性別、年齡、家庭地位、性取向、殘疾、種族及宗教歧視。我們的僱傭政策鼓勵聘用身體上或精神上殘疾的人才。我們致力於支持僱員維持家庭友善工作環境，原因為我們尊重彼等在其家庭中的職責及責任。我們努力確保僱員及業務夥伴遵守法律及法規、遵循商業道德及尊重平等僱傭機會。我們引入新員工，為彼等配備必要的特長，以與我們一起發展長期有價值的職業生涯。



### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.1. RECRUITMENT AND PROMOTION – continued

During the Reporting Period, we continue to strictly observe the applicable laws and regulations and follow our employment policies relating to recruitment and promotion, compensation and dismissal, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare, by providing competitive remuneration package, including internal promotion opportunities and performance-based bonus, so as to recruit and retain experienced employees.

#### 3.2. EMPLOYMENT AND LABOUR

##### Hong Kong Region

In Hong Kong, the Group complies with the Labour Law of Hong Kong and relevant employment laws and regulations during FY2018, including the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) by participating in the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") for our eligible employees, Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), Employment Ordinance (Chapter 57 of the Laws of Hong Kong) (the "EO") and Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) (the "ECO") by offering competitive wages, medical insurance, disability and invalidity coverage, maternity leave and other compensation to our employees.

##### PRC Region

In the PRC, we have participated in welfare schemes concerning pension insurance, unemployment insurance, maternity insurance, occupational injury insurance and medical insurance in accordance with the local regulations including the Regulations on the Administration of Housing Provident Funds and the Social Insurance Law of the PRC.

### 3. 僱傭及勞工常規 – 續

#### 3.1. 招聘及晉升 – 續

於報告期內，我們繼續嚴格遵守適用法例及法規，並遵照有關招聘及晉升、補償及解僱、工時、休息期間、平等機會、多元化、反歧視及其他利益及福利的僱傭政策，方式為提供具競爭力的薪酬待遇（包括內部晉升機會及績效獎金），以招聘及挽留經驗豐富的僱員。

#### 3.2. 僱傭及勞工

##### 香港區

在香港，本集團於2018財政年度遵守香港勞工法及相關僱傭法例及法規，包括香港法例第485章《強制性公積金計劃條例》，（方式為為合資格僱員參加強制性公積金退休福利計劃（「強積金計劃」））、香港法例第608章《最低工資條例》、香港法例第57章《僱傭條例》（「《僱傭條例》」）及香港法例第282章《僱員補償條例》（「《僱員補償條例》」）（方式為向我們的僱員提供具競爭力的薪金、醫療保險、傷疾保險、產假及其他補償）。

##### 中國區

在中國，本集團根據《住房公積金管理條例》及《中華人民共和國社會保險法》等當地條例參與養老保險、失業保險、生育保險、工傷保險及醫療保險等福利計劃。

### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.2. EMPLOYMENT AND LABOUR – continued

##### PRC Region – continued

In accordance with the ESG Reporting Guide set out by HKEX, details of the Group's workforce during the reporting period are tabulated as well as presented in charts below.

During the Reporting Period, the Group had a major transformation of our business strategy which gradually shifts from the property development segment to the cultural-entertainment segment. As such, the Group had to restructure its human resources by recruiting a number of talents with solid experience in the tourism and culture entertainment industry so as to fulfil the need of operation. As a result, our overall turnover rate of this Reporting Period may appear to be correspondingly higher compared to the previous financial year. We believe that such restructuring is necessary as part of our long-term plan to become a cultural-entertainment conglomerate, and is in the best interest of the Group and its shareholders as a whole.

**Table 4 – Our Workforce**

		FY2018 2018財政年度
Total Number of Full-Time Employees (as at 31 December 2018)	全職僱員總人數 (於2018年12月31日)	288
<b>Turnover Rate by Gender</b>	<b>按性別劃分的流失率</b>	
Male	男性	54.8%
Female	女性	54.5%
<b>Turnover Rate by Age</b>	<b>按年齡劃分的流失率</b>	
Under 30 years old	30歲以下	54.9%
30 – 50 years old	30至50歲	54.6%
over 50 years old	50歲以上	52.9%

### 3. 僱傭及勞工常規 – 續

#### 3.2. 僱傭及勞工 – 續

##### 中國區 – 續

根據香港聯交所所載的環境、社會及管治報告指引，本集團於報告期的員工詳情於下文列表顯示以及於圖表呈列。

於報告期內，本集團業務策略發生重大轉變，逐步由物業開發分類轉變為文化娛樂分類。因此，本集團透過招聘多名於旅遊及文化娛樂行業具備豐富經驗的人才重組其人力資源，以滿足營運需要。因此，本集團本報告期內的整體流失比率可能較過往財政年度相對為高。我們認為，作為本集團成為文化娛樂綜合企業的長期計劃的一部分，該重組屬必要，並符合本集團及其股東之整體利益。

**表4 – 我們的員工**

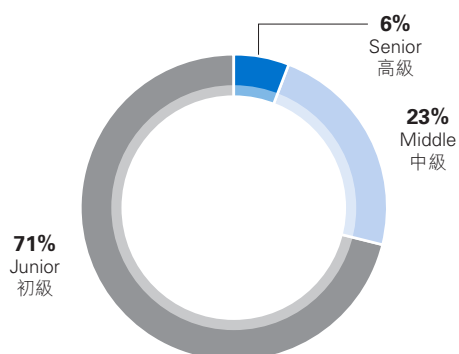
3. EMPLOYMENT AND LABOUR PRACTICES – continued

3.2. EMPLOYMENT AND LABOUR – continued

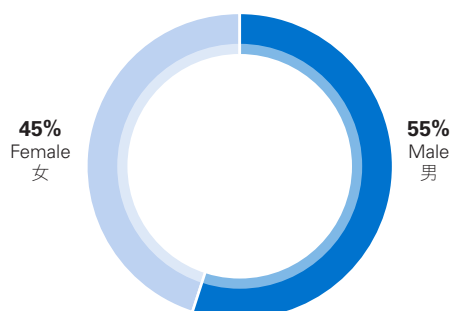
3. 僱傭及勞工常規 – 續

3.2. 僱傭及勞工 – 續

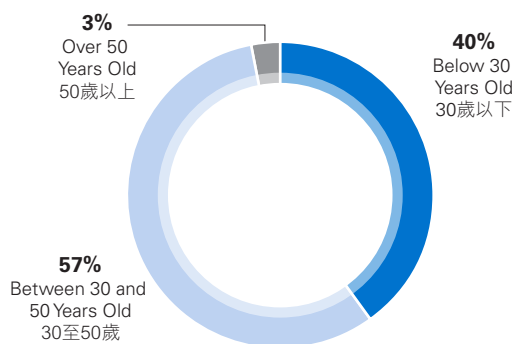
**Total Workforce by Employment Level  
as of 31 Dec 2018**  
於2018年12月31日  
按僱傭級別劃分的員工總數



**Total Workforce by Gender  
as of 31 Dec 2018**  
於2018年12月31日  
按性別劃分的員工總數



**Total Workforce by Age Group  
as of 31 Dec 2018**  
於2018年12月31日  
按年齡組別劃分的員工總數



During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in respect of human resources.

於報告期內，本集團並無知悉任何重大違反有關人力資源的法律及法規的情況。

### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.3. HEALTH AND SAFETY

The Group has been attaching great importance to a comfortable and safe working environment for our employees which protect them from potential occupational hazards and health and safety risks, in order to achieve zero tolerance of accidents and injuries.

As employees' health and safety is of paramount importance to the operation of the Group, the Group has accordingly formulated a series of relevant personnel management policy to provide employees with a healthy, positive and motivative working atmosphere.

The Group maintains the risk management system including identification, prevention and management of risks and hazards throughout the workplaces as well as follow-up actions for accidents or personal injuries. We have taken the following measures:

- conducting fire drills and emergency evacuation simulations to raise the employees' awareness of fire prevention and to equip employees with appropriate knowledge and skills in the event of emergency;
- improving the fire evacuation plans by providing first aid kits and fire extinguishers in workplace in response to emergencies;
- installing air purifiers in relatively crowded areas such as conference and meeting rooms;

### 3. 僱傭及勞工常規－續

#### 3.3. 健康與安全

本集團重視為僱員提供舒適及安全的工作環境，保護他們免受潛在職業性傷害及健康和安​​全風險，對意外及受傷堅持零容忍。

由於本集團在業務過程中非常重視僱員健康及安全，本集團因此制定一系列相關人力管理政策，為僱員提供健康、正面及充滿活力的工作環境。

本集團維持風險管理制度，包括識別、防止及管理工作地点的風險及危害，以及在事故或人身傷害方面的後續行動。我們已採取以下措施：

- 進行消防演習及緊急疏散模擬，以提升僱員防火意識及為僱員提供適當的知識及緊急情況下的技能；
- 透過於工作場所提供急救用品及滅火器改善消防疏散計劃，以應對緊急情況；
- 於相對擁擠的區域（如會議廳及會議室）安裝空氣淨化器；

### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.3. HEALTH AND SAFETY – continued

- prohibiting smoking and abuse of alcohol and drugs in the workplace;
- providing clean and tidy rest area such as corridors and pantry;
- providing adjustable chairs and monitors for eye protection;
- setting up posters of proper working postures and lifting method accessible on the intranet and at appropriate locations in offices;

During the Reporting Period, the Group complies with the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), by ensuring that the employees are working in a safe environment in respect of health, hygiene, ventilation, gas safety, building structure and means of escape. The Group did not record any accidents that resulted in death or serious physical injury. No material non-compliance with laws and regulations relevant to health and safety of employees were identified.

Additionally, the Group provides induction programs and safety training programs to new employees such that they can be familiar with our corporate policies in relation to health and safety matters as quickly as they can.

### 3. 僱傭及勞工常規 – 續

#### 3.3. 健康與安全 – 續

- 禁止在工作場所吸煙、濫用酒精及藥物；
- 在走廊及茶水間提供乾淨整潔的休息區；
- 提供可調節的椅子及顯示器以保護眼睛；
- 在內聯網和辦公室適當位置張貼有關適當工作姿勢及提升方法的海報；

於報告期內，本集團遵守香港法例第509章《職業安全及健康條例》，確保僱員在健康、衛生、通風、燃氣安全、建築結構及逃生路徑方面屬安全的環境下工作。本集團並無任何導致死亡或嚴重受傷的意外記錄，亦無嚴重違反有關僱員健康及安全的法例及法規。

此外，本集團向新僱員提供入職培訓計劃及安全培訓計劃，以便彼等盡快熟識有關健康及安全事宜的公司政策。

### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.3. HEALTH AND SAFETY – continued

The summary of work-related fatalities and injuries are summarized in the table below.

**Table 5 – Health and Safety**

		FY2018 2018財政年度
No. of Work-Related Fatalities	工作相關死亡數目	0
Rate of Work-Related Fatalities	工作相關死亡比率	0
No. of Injuries at Work	工傷數目	0
Lost Days due to Injury at Work	因工傷損失工作天數	0

#### 3.4. DEVELOPMENT AND TRAINING

The Group envisions that empowering its people through development and training is the cornerstone of our success in the long-run. The Group listens and responds to our people. Our training programmes are designed not only to meet our business vision and to provide skillset required for the operation, but also for the benefit of society as a whole wherever possible.

Considering that each of the position is of unique professional and technical needs, the Group ensures that every new joiner receives proper orientation training and mentoring in order to help them adapt to the new working environment affirmatively and quickly. Continuous training is committed by the Group in different ways including internal training programs, comprehensive training for specific skill development, and courses for continuous professional development for relevant employees so as to ensure that they possess the appropriate qualities and skill-sets. Implementation of safety training and comprehensive risk assessments are also one of the most important tasks in the Group.

### 3. 僱傭及勞工常規 – 續

#### 3.3. 健康與安全 – 續

與工作相關的死亡及傷害於下表概述。

**表5 – 健康與安全**

#### 3.4. 發展及培訓

本集團期望，透過發展及培訓賦予其僱員權力為我們長期成功的基石。本集團聽取僱員的心聲並回應彼等。我們的培訓計劃不僅為滿足我們的業務願景及提供營運所需的技能，亦盡可能為社會整體利益行事。

考慮到每個職位均有獨特的專業及技術要求，本集團確保每名新員工接受適當的入職培訓及指導，以幫助彼等完全快速適應新工作環境。本集團承諾以不同的方式為有關僱員提供持續培訓，包括內部培訓課程，專門技能發展的全面培訓及持續專業發展課程，確保僱員具備適當資格及技能。實施安全培訓及全面風險評估亦為本集團最重要的工作之一。

**3. EMPLOYMENT AND LABOUR PRACTICES  
– continued**

**3.4. DEVELOPMENT AND TRAINING – continued**

Employees at all levels can satisfy their needs of trainings through multiple training courses, including induction training, technical skills training and pre-post training. We also provide the management with a series of courses related to soft skill development. The goal is to strengthen their leadership and management skills, which is expected to drive the team to grow. These training programs not only facilitate the career prospect of individual employee, but also boost the sustainable development of the Group.

**Table 6 – Employee Training**

	Unit 單位	FY2018 2018財政年度
Average hours of training received per employee 每名僱員已接受平均培訓時數	hours 小時	4.8
Average hours of training per employee by ranking 按級別劃分的每名僱員平均培訓時數		
Senior Staff 高級員工	hours 小時	7.2
Intermediate Staff 中級員工	hours 小時	4.0
Junior Staff 初級員工	hours 小時	4.9
Average hours of training per employee by gender 按性別劃分的每名僱員平均培訓時數		
Male 男性	hours 小時	4.8
Female 女性	hours 小時	4.9

**3. 僱傭及勞工常規 – 續**

**3.4. 發展及培訓 – 續**

所有級別的僱員均可透過多門培訓課程（包括入職培訓、技術技能培訓及崗前培訓）滿足其培訓需要。我們亦向管理層提供一系列與軟技能發展有關的課程。目標為增強彼等的領導力及管理技能，預期可帶動團隊成長。該等培訓計劃不僅促進個別僱員的職業前景，亦促進本集團可持續發展。

表6—僱員培訓

### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.4. DEVELOPMENT AND TRAINING – continued

Table 6 – Employee Training – continued

	Unit 單位	FY2018 2018財政年度
Percentage of employees trained by employment level 按職級劃分的受訓僱員百分比		
Senior Staff 高級員工	%	100
Intermediate Staff 中級員工	%	58.2
Junior Staff 初級員工	%	80
Percentage of employees trained by gender 按性別劃分的受訓僱員百分比		
Male 男性	%	75.2
Female 女性	%	77.1

Moreover, the Group is strongly convinced that sense of belonging and morale of the employees are always the key drivers to the Group's healthy and prosperous growth. The Group delivers festive foods, such as mooncakes, to employees during certain traditional festivals (such as Lunar New Year and Mid-Autumn Festival) in recognition of their contributions and dedicated work to the Group. Regular and festival gatherings are organised during the Reporting Period to enhance the harmonious spirit of different levels of staff members throughout the Group.

The Group believes that such a corporate culture and harmonic working environment will naturally achieve a synergistic result to facilitate employee retention and to improve productivity.

### 3. 僱傭及勞工常規 – 續

#### 3.4. 發展及培訓 – 續

表6 – 僱員培訓 – 續

此外，本集團深信，僱員歸屬感及士氣一直是本集團穩健增長的主要動力。本集團在若干傳統節日（例如農曆新年及中秋節）向僱員派發月餅等應節食品，以表揚彼等對本集團作出的貢獻及努力工作。於報告期，我們組織定期及節日聚會，以此提高本集團所有不同階層員工的和諧精神。

本集團相信，有關企業文化及和諧的工作環境將自然而然地達到協同合作的效果，從而促使僱員留任及提高生產率。



### 3. EMPLOYMENT AND LABOUR PRACTICES – continued

#### 3.5. LABOUR STANDARDS

Being fully aware that exploitation of child and forced labour violates human rights and international labour conventions, the Group strictly prohibits the employment of any child labour and forced labour. New employees are required to provide true and accurate personal data when they are onboard. Recruiters should strictly review the entry documents including medical examination certificates, academic certificates and identity cards. The Group constantly rejects to engage suppliers and contractors, that hire child labour or forced labour in their operations, to provide administrative supplies and services.

The Group strictly complies with the relevant laws and regulations, including the Labour Law, the Protection of Minors and the Prohibition of Using Child Labour of the PRC and the Employment Ordinance of Hong Kong (Chapter 57 of the Laws of Hong Kong).

During the Reporting Period, no material non-compliance with the laws and regulations related to the prevention of child labour or forced labour have been found by the Group.

### 3. 僱傭及勞工常規－續

#### 3.5. 勞工標準

本集團全面知悉剝削童工及強制勞工違反人權及國際勞工公約，故嚴格禁止僱用任何童工及強制勞工。新僱員入職時須提供真實準確之個人數據。招聘人員嚴格審查入職資料，包括體檢證明、學歷證明及身份證。本集團不斷拒絕聘用於其營運中聘用童工或強制勞工提供行政用品及服務的供應商及承包商。

本集團嚴格遵守相關法例及法規，包括中國勞動法、未成年人保護法及禁止使用童工規定以及香港法例第57章香港《僱傭條例》。

於報告期，本集團並無發現重大違反有關防止童工或強制勞工之法律及法規的情況。

### 4. OPERATING PRACTICES

The Group is determined to disseminate the pursuit of sustainability into our core business which is regarded as part of the responsibility of an accountable corporate citizen. A series of management systems and procedures has been developed in alignment with the Corporate Governance required by the HKEX. Furthermore, the Group encourages all business partners to incorporate those sustainability practices and policies into their operation thoroughly in order to work together in our pursuit of sustainable development.

#### 4.1. SUPPLY CHAIN MANAGEMENT

The Group understands that supply chain management has always been one of the key aspects of the Group's operation. Our supply chain management team not only considers economic and commercial benefits during the tendering processes, but also evaluates the suppliers' and contractors' track record with respect to social, environmental and ethical conduct as well as legal and regulatory compliance including safeguarding workers' health and safety, and mitigating environmental impacts.

### 4. 營運慣例

本集團致力於核心業務追求可持續發展，此乃負責任企業公民之責任之一。本集團已制定一系列符合香港聯交所規定之企業管治之管理系統及程序。此外，本集團鼓勵所有業務夥伴於業務營運中全面納入該等可持續發展常規及政策，齊心協力達致可持續發展。

#### 4.1. 供應鏈管理

本集團明白供應鏈管理一直為本集團營運的一個主要方面。我們的供應鏈管理團隊於投標過程不僅考慮經濟及商業利益，亦評估供應商及承包商有關社會、環境及道德準則以及法律及監管合規（包括保證工人健康及安全以及降低環境影響）的往績記錄。

#### 4. OPERATING PRACTICES – continued

##### 4.1. SUPPLY CHAIN MANAGEMENT – continued

In addition to purchasing products and services according to the specified standards, we have developed a vendor and supplier selection mechanism based on potential vendors' compliance with all applicable laws and regulations in relation to the safety, environment, forced labor, child labor and other social aspects. Products and services with environmentally friendly and socially responsible features will be given a higher technical score during our assessment process. Inspection and assessments may be conducted by the Group if deemed necessary. To maintain a good corporate control and governance, the Group has developed a series of management system as and procedures in alignment with the Corporate Governance required by the HKEX. We are obliged to terminate the cooperation contract with suppliers that may cause or have caused serious pollution or serious social accidents.

We believe that, through the above management system, we can minimize the potential environmental and social risks associated with the supply chain management.

##### 4.2. PRODUCT RESPONSIBILITY

To be a successful business, we maintain continuous communication with our customers to ensure that we understand and fulfil their needs and expectations, so that we can improve the quality of our services in the long run.

The Group is committed to the highest standards of product safety and quality of services. With respect to advertising, the Group respects our customers' rights and is committed to providing accurate product and service information for customer in connection with their purchase or consumption decision. The Group requires careful review of advertising material to protect customers' interest. With respect to labelling, the Group also requires that labelling is accurate, clear, legitimate without misleading messages.

#### 4. 營運慣例－續

##### 4.1. 供應鏈管理－續

除根據特定標準採購產品及服務外，我們已根據潛在供應商有否遵守所有有關安全、環境、強制勞工、童工及其他社會方面的適用法律及法規開發一套賣方及供應商挑選機制。於我們的評估程序中，具備環保及社會責任特徵的產品及服務將獲得更高的技術得分。本集團如認為必要時亦可能進行檢查及評估。為維持良好企業控制及管治，本集團亦開發一系列符合香港聯交所規定之企業管治之管理系統及程序。我們有責任終止與供應商之間可能或已經引起嚴重污染或嚴重社會事故的合作合同。

我們相信，通過上述管理系統，我們可降低與供應鏈管理有關的環境及社會風險。

##### 4.2. 產品責任

為在業務上取得成功，我們與客戶保持持續溝通，確保我們理解及滿足其需要及預期，以致我們可長期改善服務質量。

本集團致力於最高標準產品安全及服務質量。就廣告而言，本集團尊重客戶權利及致力於就客戶購買或消費決定向其提供準確產品及服務資料。本集團要求仔細審閱廣告材料，以保障客戶權益。就標籤而言，本集團亦要求標籤準確、清晰、合法且並無誤導訊息。

## 4. OPERATING PRACTICES – continued

### 4.2. PRODUCT RESPONSIBILITY – continued

#### PRC Region

Our operation in the PRC complies with relevant laws and regulations in relation to advertising, labelling and consumer protection, such as “Consumer Protection Law of the People’s Republic of China”, the “Advertising Law of the People’s Republic of China”, and “PRC Product Quality Law”, by ensuring that there are no false and misleading messages in our advertisements and promotion activities.

#### Hong Kong Region

In Hong Kong, our Group complies with relevant laws and regulations, for instances, the Trade Description Ordinance (Chapter 362 of the Laws of Hong Kong). The Group also carries out continuous and regular assessment of the product quality and review of opportunities for improvements and changes.

During the Reporting Period, the Group did not identify any material non-compliance of the laws and regulations related to the quality of products and services.

#### Feedback Management

The Group has set up various complaints and feedback channels, such as guest comment cards, telephone hotline, social media channels, emails and websites, to collect suggestions and advice from customers.

There were no cases of product recall nor complaints received against our products due to health and safety issues during the Reporting Period.

## 4. 營運慣例－續

### 4.2. 產品責任－續

#### 中國區

我們於中國的營運透過確保於我們的廣告及推廣活動中並無虛假及誤導訊息，遵守與廣告、標籤及消費者保護有關的相關法律及法規，如「《中華人民共和國消費者權益保護法》」、「《中華人民共和國廣告法》」及「《中華人民共和國產品質量法》」。

#### 香港區

於香港，本集團遵守香港法例第362章《商品說明條例》等相關法律及規例。本集團亦將持續及定期評估產品質量及審視機會作出改善及改變。

於報告期，本集團並無發現任何重大不符合產品質量及服務相關法律及規例之情況。

#### 回饋意見管理

本集團設有不同投訴及回饋意見途徑，例如客戶意見卡、電話熱線、社交媒體渠道、電郵及網站，以便收集客戶之建議及意見。

於報告期，我們並無發生涉及健康及安全問題之退貨個案或因此接獲任何針對產品之投訴。

### 4. OPERATING PRACTICES – continued

#### 4.3. PRIVACY PROTECTION

The Group is committed to compliance with the privacy laws and regulations. The Group undertakes to strictly comply with the requirements of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), to ensure that all data are securely kept in our internal system with access control. The Group also set out data privacy requirements in our corporate policies, under which customer and supplier data would be used exclusively for matters relating to the Group's operation only. We strive to ensuring all collected data kept is free of unauthorized or accidental access, processing, erasure or other use.

#### 4.4. ANTI-CORRUPTION

Insisting on the honesty, integrity and fairness in all aspects of our business, and upholding a high standard of business ethics and prohibition of any forms of bribery and corrupt practices, the Group has developed a series of policies of anti-fraud and anti-bribery as part of the exercise of Corporate Governance.

The Group observed with related laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering, such as the "Prevention of Bribery Ordinance of Hong Kong" (Chapter 201 of the laws of Hong Kong), the Criminal Law of the PRC (《中華人民共和國刑法》), and the Regulations of the PRC for Suppression of Corruption (《中華人民共和國懲治貪污條例》). During the Reporting Period, the Group complied with the relevant laws and regulations relating to bribery, extortion, fraud and money laundering mentioned above, as well as the corporate policy of anti-corruption, and no cases of anti-corruption have been concluded.

According to the Group's policy, employees may report any concern in relation to accounting controls and audit matters to the Audit Committee which will review each complaint and decide how the investigation should be conducted. During the Reporting Period, the Audit Committee identified no complaint from employees.

### 4. 營運慣例－續

#### 4.3. 私隱保護

本集團致力遵守私隱相關法律及規例。本集團承諾嚴格遵守香港法例第486章《個人資料(私隱)條例》之規定，以確保我們於內部系統妥善保存所有資料並控制存取情況。本集團亦於公司政策載列資料私隱規定，據此，客戶及供應商之資料僅用於與本集團營運有關之事宜。我們致力確保所有已蒐集及保存之資料不會遭未經授權或意外查閱、處理、刪除或作其他用途。

#### 4.4. 反貪污

為於業務各方面堅守真誠、誠信及公平原則，秉持高標準商業道德規範以及禁止任何形式之賄賂及貪污行為，本集團已制定一系列反欺詐及反賄賂政策，作為行使企業管治之一部分。

本集團已遵守對本集團有重大影響之有關防止賄賂、勒索、欺詐及洗黑錢之相關法律及規例，例如香港法例第201章《香港防止賄賂條例》、《中華人民共和國刑法》及《中華人民共和國懲治貪污條例》。於報告期內，本集團遵守上述有關防止賄賂、勒索、欺詐及洗黑錢之相關法律及規例以及反貪污公司政策，且並無確定反貪污案件。

根據本集團政策，僱員可就有關會計控制及審計事項向審核委員會匯報，審核委員會將審閱各宗投訴及決定進行調查的方式。於報告期內，審核委員會並無接獲僱員投訴。

## 4. OPERATING PRACTICES – continued

### 4.5. INTELLECTUAL PROPERTY RIGHTS

The Group is committed to complying with the relevant intellectual property right (“IP rights”) laws by maintaining effective control over production management. The Group values and protects its intellectual properties through patent fees and periodic trademark renewals.

In order to ensure that the customer’s IP rights of products is properly protected during the outsourcing processes to suppliers or OEMs, a confidentiality agreement regarding IP rights must be signed before business engagement. Internally, we enter into standard employment contracts with our employees which contain provisions on intellectual property rights and confidentiality. Each employee of the Group has signed a written confirmation to (i) confirm that all intellectual property rights created or made during their employment with the Group shall belong to us; and (ii) agree not to use or disclose the confidential information relating to the product designs without authorisation of the Group.

## 4. 營運慣例－續

### 4.5. 知識產權

本集團致力於透過維持對產品管理的有效控制遵守相關知識產權（「知識產權」）法律。本集團重視其知識產權並通過專利費用及定期重續商標保護其知識產權。

為確保客戶產品的知識產權於外判至供應商或OEM的過程中受到妥善保護，須在委託進行業務前簽署有關知識產權的保密協議。本集團亦會內部與員工訂立包含知識產權及保密條文的標準僱傭合約。本集團各僱員已簽立書面確認書，以(i)確認彼等於本集團任職期間內所創造或作出的所有知識產權均屬本集團所有；及(ii)同意不會在未經本集團授權的情況下使用或披露有關產品設計的保密資料。

#### 5. COMMUNITY INVESTMENT

The Group actively strives to making a better society through our active involvement in the community, putting the best effort in helping the local communities and people in needs through voluntary services, donation programs and social enterprise supports.

During the Reporting Period, we participated in a variety of charitable events, including, “Ignite Aerospace Dreams to Help Chinese Dreams”(點燃航天夢 助力中國夢) organized by DreamEast Future World Aerospace Theme Park in April 2018, free ticket events to celebrate Woman’s Day, Mother’s Day and Teacher’s Day organized by DreamEast Future World; “DreamEast Cup” The New Year Running Race (「夢東方杯」元旦環城賽跑), “DreamEast Cup” Hengyang City 1st Three Ball League (「夢東方杯」衡陽市首屆三大球聯賽), and “The 13th Provincial Games of Hunan Province” sponsored by DreamEast Hunan branch in January, April and September 2018, to support the local community development while we consider the participation in those events is a good fit to our business.

Going forward, the Group will continue to attach great importance to community services, and will encourage our staff members to be actively engaged in voluntary services and join hands together to disseminate the spirit of services in the community where we all depend on.

#### 5. 社區投資

本集團透過積極參與社區積極創建更好的社會，透過義工服務、捐助計劃及社會企業支持，盡最大努力幫助本地社區及有需要的人士。

於報告期內，我們參與若干慈善活動，包括由夢東方未來世界航天主題樂園於2018年4月組織的「點燃航天夢 助力中國夢」活動，由夢東方未來世界組織的慶祝婦女節、母親節、教師節等免費票活動；及由夢東方湖南分公司於2018年1月、4月及9月贊助的「夢東方杯」元旦環城賽跑、「夢東方杯」衡陽市首屆三大球聯賽和湖南省第十三屆運動會，以支持當地市區發展，而我們認為該等活動與我們業務不謀而合。

展望未來，本集團將繼續高度重視社區服務，並將鼓勵員工積極參與義工服務，共同攜手於我們所依賴的社區宣揚服務精神。

## 5. COMMUNITY INVESTMENT – continued

Ignite Aerospace Dreams to Help Chinese Dreams organized by DreamEast Future World Aerospace Theme Park

由夢東方未來世界航天主題樂園組織的「點燃航天夢 助力中國夢」。

## 5. 社區投資－續



“DreamEast Cup” The New Year Running Race

「夢東方杯」元旦環城賽跑



“DreamEast Cup Hengyang City 1st Three Ball League”

「夢東方杯衡陽市首屆三大球聯賽」



Opening ceremony of  
“The 13th Provincial Games of Hunan Province”

「湖南省第十三屆運動會」開幕式





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環境、社會及管治報告

## 6. HKEX ESG GUIDE CONTENT INDEX

## 6. 香港聯交所環境、社會及管治報告指引內容索引

Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境、社會及管治報告內的相關章節	Remarks 備註
Aspect A1: Emissions 層面A1：排放物			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Environmental Protection 環境保護	
KPI A1.1 關鍵績效指標A1.1	Types of emissions and respective emissions data 排放物種類及相關排放數據	Environmental Protection 環境保護	
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total and, where appropriate, intensity 溫室氣體總排放量及（如適用）密度	Environmental Protection 環境保護	
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced and, where appropriate, intensity 所產生有害廢棄物總量及（如適用）密度	–	The Group has not identified any hazardous waste was produced in our core business 本集團並未識別到任何核心業務產生任何有害廢棄物
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced and intensity 所產生無害廢棄物總量及密度	Environmental Protection 環境保護	
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved 描述減低排放量的措施及所得成果	Environmental Protection 環境保護	
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous waste are handled, reduction initiatives and results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	Environmental Protection 環境保護	

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Aspects, General Disclosures and KPIs 層面、一般披露及 關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境、社會及管治 報告內的相關章節	Remarks 備註
Aspect A2: Use of Resources 層面A2：資源使用			
General Disclosure 一般披露	Policies on efficient use of resources including energy, water and other raw materials 有效使用資源（包括能源、水及其他原材料）的政策	Environmental Protection 環境保護	
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及／或間接能源總耗量及密度	Environmental Protection 環境保護	
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity 總耗水量及密度	Environmental Protection 環境保護	
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved 描述能源使用效益計劃及所得成果	Environmental Protection 環境保護	
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果	–	Defined to be irrelevant to the Group's operation 界定為與本集團營運無關
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products, and if applicable, with reference to per unit produced 製成品所用包裝材料的總量及（如適用）每生產單位佔量	–	Use of packaging material is not applicable to the Group's core operation 包裝材料使用不適用於本集團核心業務

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Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境、社會及管治報告內的相關章節	Remarks 備註
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources 減低發行人對環境及天然資源造成重大影響的政策	Environmental Protection 環境保護	
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	Environmental Protection 環境保護	
Aspect B1: Employment 層面B1：僱傭			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Employment and Labour Practices 僱傭及勞工常規	
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	Employment and Labour Practices 僱傭及勞工常規	
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	Employment and Labour Practices 僱傭及勞工常規	

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Aspects, General Disclosures and KPIs 層面、一般披露及 關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境、社會及管治 報告內的相關章節	Remarks 備註
Aspect B2: Health and Safety 層面B2：健康與安全			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Employment and Labour Practices 僱傭及勞工常規	
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率	Employment and Labour Practices 僱傭及勞工常規	
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury 因工傷損失工作日數	Employment and Labour Practices 僱傭及勞工常規	
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	Employment and Labour Practices 僱傭及勞工常規	

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Aspects, General Disclosures and KPIs 層面·一般披露及 關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境·社會及管治 報告內的相關章節	Remarks 備註
Aspect B3: Development and Training 層面B3：發展及培訓			
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	Employment and Labour Practices 僱傭及勞工常規	
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比	Employment and Labour Practices 僱傭及勞工常規	
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Employment and Labour Practices 僱傭及勞工常規	
Aspect B4: Labour Standards 層面B4：勞工準則			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Employment and Labour Practices 僱傭及勞工常規	
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	Employment and Labour Practices 僱傭及勞工常規	
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate child and forced labour practices when discovered 描述在發現童工及強制勞工違規情況時消除有關情況所採取的步驟	–	No such incidents were reported during the Reporting Period 於報告期內並未匯報相關案例

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Aspect B5: Supply Chain Management 層面B5：供應鏈管理			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain 管理供應鏈的環境及社會風險政策	Operating Practices 營運慣例	
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	Operating Practices 營運慣例	
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored 描述有關聘用供應商的慣例、向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	Operating Practices 營運慣例	

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Aspects, General Disclosures and KPIs 層面·一般披露及 關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境·社會及管治 報告內的相關章節	Remarks 備註
Aspect B6: Product Responsibility 層面B6：產品責任			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Operating Practices 營運慣例	
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比	–	Not applicable to the Group's core operation 不適用於本集團核心業務
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	–	No products and service related complaints received during the Reporting Period. 並非於報告期內收取的與投訴有關的產品及服務
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例	–	Not applicable to the Group's core operation 不適用於本集團核心業務
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序	Operating Practices 營運慣例	
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	Operating Practices 營運慣例	

6. HKEX ESG GUIDE CONTENT INDEX  
– continued

6. 香港聯交所環境、社會及  
管治報告指引內容索引  
– 續

Aspects, General Disclosures and KPIs 層面、一般披露及 關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境、社會及管治 報告內的相關章節	Remarks 備註
Aspect B7: Anti-corruption 層面B7：反貪污			
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Operating Practices 營運慣例	
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	Operating Practices 營運慣例	No concluded legal cases regarding corrupt practices during the Reporting Period. 於報告期內並無已審結的貪污訴訟案件。
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	–	The Group is working on this aspect 本集團正為此層面努力



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

### 6. HKEX ESG GUIDE CONTENT INDEX – continued

### 6. 香港聯交所環境、社會及 管治報告指引內容索引 – 續

Aspects, General Disclosures and KPIs 層面、一般披露及 關鍵績效指標	Description 描述	Relevant Section in ESG Report 於環境、社會及管治 報告內的相關章節	Remarks 備註
Aspect B8: Community Investment 層面B8：社區貢獻			
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities takes into consideration communities' interests 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策	Community Investment 社區投資	
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution 專注貢獻範疇	Community Investment 社區投資	
KPI B8.2 關鍵績效指標B8.2	Resources contributed to the focus areas 在專注範疇所動用資源	Community Investment 社區投資	

# CORPORATE GOVERNANCE REPORT

企業管治報告



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE REPORT

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The board of directors of the Company (“Board”) believes that good corporate governance is essential to the success of the Company and to the enhancement of shareholders’ value.

### CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

In the light of the Corporate Governance Code and Corporate Governance Report (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31 December 2018, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

### 企業管治報告

本公司致力於切合實際之範圍內維持高水平之企業管治，以強調高透明度、問責性及獨立性為原則。本公司董事會（「董事會」）相信優良之企業管治對本公司之成功及提升股東價值至為重要。

### 企業管治守則及企業管治報告

根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之《企業管治守則》及《企業管治報告》（「企業管治守則」），董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。除下文解釋之若干已闡明原因之偏離行為外，於截至2018年12月31日止年度，本公司已應用企業管治守則之原則及一直遵守適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

## THE BOARD

The Board currently comprises 7 directors (“Directors”) in total, with 2 Executive Directors (“EDs”), 1 Non-executive Director (“NED”) and 4 Independent Non-Executive Directors (“INEDs”). The composition of the Board during the year and up to the date of this report is set out as follows:

<b>EDs:</b>	Zhou Zheng ( <i>Chairman and Chief Executive Officer</i> ) Lam Yu Yee, Benjamin ( <i>Vice Chairman, appointed on 18 January 2017 and re-designated as non-executive director on 1 January 2019</i> ) Yang Lei Chan Tak Kwong ( <i>resigned on 31 May 2018</i> )
<b>NED:</b>	Lam Yu Yee, Benjamin ( <i>Vice Chairman, re-designated on 1 January 2019</i> )
<b>INEDs:</b>	Li Chak Hung Meng Xiaosu Yang Buting Zhao Daxin

The Directors have no financial, business, family or other material/relevant relationships with each other, except those as set out in the “Profile of Directors and Senior Management” section on pages 32 to 36 of this report.

As regards the CG Code provision requiring Directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

## BOARD PROCESS

During the year, the INEDs provided the Company and its subsidiaries (collectively “Group”) with a wide range of expertise and experience. Their active participation in the Board and committee meetings brought independent judgment on issues relating to the Group’s strategy, performance and management process, taking into account the interests of all shareholders of the Company (“Shareholders”).

## 董事會

董事會目前合共由7名董事（「董事」）組成，2名為執行董事（「執行董事」）、1名為非執行董事（「非執行董事」）及4名為獨立非執行董事（「獨立非執行董事」）。於年內及截至本報告日期止，董事會成員載列如下：

<b>執行董事：</b>	周政 ( <i>主席兼行政總裁</i> )  林裕兒 ( <i>副主席，於2017年1月18日獲委任，並於2019年1月1日獲調任為非執行董事</i> )  楊蕾 陳德光 ( <i>於2018年5月31日辭任</i> )
<b>非執行董事：</b>	林裕兒 ( <i>副主席，於2019年1月1日獲調任</i> )
<b>獨立非執行董事：</b>	李澤雄 孟曉蘇 楊步亭 趙大新

除相關詳情已載於本報告第32頁至第36頁之「董事及高級行政人員一覽」外，董事之間並無財政、業務、家屬或其他重要／相關的關係。

鑑於企業管治守則條文規定董事向發行人披露其於公眾公司或組織擔任職位的數量及性質及其他重大承擔，以及其擔任有關職務及所涉及的時間，故董事已同意適時向本公司披露彼等的承擔。

## 董事會程序

於年內，獨立非執行董事為本公司及其附屬公司（統稱「本集團」）提供廣泛之專業知識及經驗。彼等積極參與董事會及委員會會議，對本集團之策略、表現及管理程序之事宜提供獨立判斷，並顧及本公司全體股東（「股東」）之利益。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Throughout the year and up to the date of this report, the Company has had 4 INEDs representing not less than one-third of the Board. At least one of the INEDs have the appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Board has received from each INED an annual confirmation of his independence and considers that all of the INEDs met the independence guidelines set out in Rule 3.13 of the Listing Rules and all the INEDs are independent in accordance with terms of the guidelines.

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results and other ad hoc matters which need to be dealt with. During the year, Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee, Nomination Committee and general meetings during the year ended 31 December 2018 are set out below:

於整年內及截至本報告日期為止，本公司擁有4名獨立非執行董事，佔董事會人數不少於三分之一。至少一名獨立非執行董事具備上市規則第3.10條所規定之適當專業資格、會計或相關財務管理專業知識。董事會已接獲每名獨立非執行董事有關其獨立性之年度確認書，並認為所有獨立非執行董事均符合上市規則第3.13條所載之獨立性指引及按照有關指引之條款，所有獨立非執行董事均為獨立人士。

董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績以及其他需要處理專責事務。於年內，董事會曾舉行董事會會議，而各董事於截至2018年12月31日止年度舉行的董事會、薪酬委員會、審核委員會、提名委員會之會議及股東大會的個別出席記錄載列如下：

Name of Directors	董事姓名	Number of meetings attended/held 出席/舉行會議之次數				
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	General Meeting 股東大會
<b>EDs:</b>	<b>執行董事：</b>					
Zhou Zheng	周政	14/14	-	-	1/1	1/3
Yang Lei	楊蕾	13/14	-	-	-	1/3
Lam Yu Yee, Benjamin (re-designated as non-executive director on 1 January 2019)	林裕兒 (於2019年 1月1日獲調任為 非執行董事)	14/14	-	-	-	3/3
Chan Tak Kwong (resigned on 31 May 2018)	陳德光 (於2018年 5月31日辭任)	4/4	-	-	-	-
<b>INEDs:</b>	<b>獨立非執行董事：</b>					
Li Chak Hung	李澤雄	13/14	1/1	3/3	1/1	3/3
Meng Xiaosu	孟曉蘇	13/14	1/1	3/3	1/1	3/3
Yang Buting	楊步亭	13/14	1/1	3/3	1/1	3/3
Zhao Daxin	趙大新	13/14	1/1	3/3	1/1	3/3

The Board has reserved for its decision or consideration matters covering mainly the Group's overall strategy, annual operating budget, annual and interim results, approval of Directors' appointment or re-appointment (based on the recommendations made by the Nomination Committee), material contracts and transactions, corporate governance as well as other significant policy and financial matters. The Board has delegated the day-to-day responsibility to the executive management. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed by the Board from time to time to ensure that they are consistent with the existing rules and regulations.

Regular Board meetings each year are scheduled in advance to facilitate maximum attendance of Directors. At least 14 days' notice of a Board meeting is normally given to all Directors who are given an opportunity to include matters for discussion in the agenda. The company secretary of the Company ("Company Secretary") assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are normally sent to all Directors at least 3 days before the intended date of a regular Board meeting (and so far as practicable for such other Board or Board committee meeting). Draft minutes of each Board meeting are circulated to all Directors for their comment before being tabled at the following Board meeting for approval. All minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

According to current Board practice, if a substantial Shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by the Board at a duly convened Board meeting. The Bye-laws of the Company ("Bye-Laws") also stipulate that save for the exceptions as provided therein, a Director shall abstain from voting on any board resolution and not be counted in the quorum at meetings for approving any contract or arrangement in which such Director or any of his associates has a material interest.

經董事會決定或考慮之事宜包括本集團整體策略、全年營運預算、全年及中期業績、董事委任或重新委任之批准（按提名委員會之建議）、重大合約及交易、企業管治，以及其他重大政策及財務等事宜。董事會已將日常職責委派予行政管理人員。董事會及本公司管理層之職能已分別確立並以書面列載，並不時由董事會作出檢討，以確保其職能與現行規則及規例一致。

董事會定期會議的舉行日期於每年預先編定，以便更多董事出席會議。舉行董事會會議一般會給予全體董事至少十四天之通知，以便彼等皆有機會提出商討事項並列入會議議程內。本公司的公司秘書（「公司秘書」）協助主席編製會議議程，以及確保已遵守所有適用規則及規例。議程及隨附之董事會會議文件一般在舉行董事會定期會議（及就可行情況下，亦適用於其他董事會或其轄下委員會會議）前至少三天呈送予全體董事。每份董事會會議記錄之初稿於提交下一次董事會會議審批前，先供全體董事傳閱並提出意見。所有會議記錄均由公司秘書保存，並供任何董事於發出合理通知時，於任何合理時間內查閱。

根據董事會現行慣例，倘主要股東或董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則有關事項會於正式召開之董事會會議上處理。本公司的公司細則（「公司細則」）亦規定，除當中所述之例外情況外，董事須就批准該名董事或其任何聯繫人士擁有重大利益之任何合約或安排之會議上之任何董事會決議案放棄投票，彼亦不會被計算於該等會議之法定人數內。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management. Directors will be continuously updated on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, a written procedure was established in June 2005 to enable the Directors, in discharge of their duties, to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

### DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

The Company has purchased appropriate and sufficient liability insurance to indemnify its Directors and senior officers in respect of legal actions against the Directors and senior officers.

### DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

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

每位董事均有權查閱董事會會議文件及相關資料，及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級行政人員。董事將獲持續提供上市規則及其他適用監管規定之最新重大發展之資料，以確保彼等遵守及秉持優秀企業管治常規。此外，書面程序已於2005年6月制定，讓各董事在履行職務時，可在適當之情況下尋求獨立專業意見，有關合理費用由本公司承擔。

### 董事的責任保險及彌償保證

公司已購買適當及充足的責任保險以就針對董事及高級人員的法律訴訟向董事及高級人員作出彌償保證。

### 董事入職及持續專業發展

所有新委任的董事均獲提供必要的入職培訓及資料，確保其對本公司的營運及業務以及其於法規及普通法、上市規則、法律及其他監管規定以及本公司的業務及管治政策下對彼等的責任有適當程度的了解。本公司亦不時為董事提供法規及普通法、上市規則、法律及其他監管規定以及本公司的業務及管治政策的最新發展及變動的更新資料。董事亦定期獲提供有關本公司表現、狀況及前景的最新資料，使董事會全體及各董事得以履行彼等的職責。

## Participation in Continuous Professional Development Activities

## 參與持續專業發展活動

Name of Directors	董事姓名	Reading Regulatory Updates 研讀法規更新	Attending trainings/ briefings/ seminars/ conferences relevant to Directors' duties 出席與董事職責 有關的培訓/ 簡報會/ 座談會/研討會
<b>EDs:</b>	<b>執行董事：</b>		
Zhou Zheng	周政	✓	✓
Yang Lei	楊蕾	✓	✓
Lam Yu Yee, Benjamin (re-designated as non-executive director on 1 January 2019)	林裕兒 (於2019年1月1日獲調任為 非執行董事)	✓	✓
Chan Tak Kwong (resigned on 31 May 2019)	陳德光 (於2018年5月31日辭任)	✓	✓
<b>INEDs:</b>	<b>獨立非執行董事：</b>		
Li Chak Hung	李澤雄	✓	✓
Meng Xiaosu	孟曉蘇	✓	✓
Yang Buting	楊步亭	✓	✓
Zhao Daxin	趙大新	✓	✓



#### ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 of CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. There has been a deviation from this code provision since the appointment of Mr. Zhou Zheng as the Chairman of the Board and the Chief Executive Officer of the Company with effect from 27 January 2014. The Board considers this arrangement to be appropriate for the Company in view of Mr. Zhou Zheng's extensive experience in the property development industry in the PRC and his in-depth knowledge of the Group's tourist resorts and property development operation and business. The Board believes that a balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high caliber individuals including 4 INEDs. Nevertheless, the Board will identify an appropriate person to take up the role of chief executive when necessary.

#### APPOINTMENT AND RE-ELECTION OF DIRECTORS

In June 2005, the Board established and adopted a written nomination procedure ("Nomination Procedure") specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Chairman of the Board shall, based on those criteria as set out in the Nomination Procedure (such as appropriate experience, personal skills and time commitment, etc.), identify and recommend the proposed candidate to the Board for approval of an appointment. The existing Nomination Procedure has been included in the terms of reference of the Nomination Committee with effect from the establishment of the Nomination Committee on 20 March 2012.

All INEDs of the Company were appointed for a specific term of three years, but subject to the relevant provisions of the Bye-Laws or any other applicable laws whereby the Directors shall vacate or retire from their office but shall be eligible for re-election.

According to the Bye-Laws, at each annual general meeting of the Company ("AGM"), one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Further, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company whilst for those appointed as an addition to the Board shall hold office until the next following AGM and in both cases, those Directors shall then be eligible for re-election at the relevant meeting. Every Director shall be subject to retirement by rotation at least once every three years.

#### 主席與行政總裁之角色

企業管治守則之守則條文A.2.1訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。自周政先生於2014年1月27日獲委任為本公司董事會主席及行政總裁以來，出現偏離該守則條文之情況。鑑於周政先生於中國物業發展行內經驗豐富，加上彼熟知本集團的旅遊度假區及物業發展運營及業務，董事會認為該安排對本公司而言屬合適。董事會相信，董事會由經驗豐富及高資歷人士（包括4名獨立非執行董事）組成，足以確保董事會運作之權力及權責平衡。然而，董事會在需要時將物色合適人士出任行政總裁一職。

#### 董事的委任及重選

於2005年6月，董事會設立並採納一套以書面列載之提名程序（「提名程序」），具體列明本公司董事候選人之挑選及推薦的程序及準則。董事會主席應以提名程序所載之該等準則（如合適資歷、個人專長及投放時間等）作為基礎以物色及向董事會推薦建議人選以予批准委任。現行之提名程序自2012年3月20日成立提名委員會起已納入提名委員會之職權範圍內。

本公司所有獨立非執行董事均按特定任期三年獲委任，惟須根據公司細則之有關條文或任何其他適用法例之規定離任或退任，但可膺選連任。

根據公司細則，於本公司每屆股東週年大會（「股東週年大會」）上，三分之一當時在任之董事（或倘人數並非三之倍數，則最接近但不少於三分之一之數目）須輪值退任。此外，任何填補臨時空缺而獲董事會委任之董事僅可任職至本公司下屆股東大會為止，而獲委任為董事會新增之成員可任職至下屆股東週年大會為止，在該兩種情況下，該等董事應可於相關會議上膺選連任。每名董事須至少每三年輪值退任一次。

## CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions in April 2012.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;
- (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

In 2018 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

## 企業管治職能

董事會負責履行企業管治責任，並已於2012年4月就其企業管治職能採納書面職權範圍。

董事會在企業管治職能之責任包括：

- (i) 制定及檢討本公司之企業管治的政策及常規；
- (ii) 檢討及監察董事及高級行政人員的培訓及持續專業發展；
- (iii) 檢討及監察本公司的政策及常規遵守法律及監管規定；
- (iv) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (v) 檢討本公司遵守企業管治守則之情況並在企業管治報告之披露。

於2018年及截至本報告日期為止，董事會已根據其職權範圍履行企業管治責任。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### BOARD COMMITTEES

The Board has established various committees, including an Audit Committee, a Nomination Committee and a Remuneration Committee, each of which has its specific written terms of reference. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate. The procedures and arrangements for a Board meeting, as mentioned in the section headed "The Board" of this report, have been adopted for committee meetings so far as practicable.

#### NOMINATION COMMITTEE

The Nomination Committee was established on 20 March 2012 and is chaired by the Chairman of the Board and comprises a majority of INEDs. During the year and as at the date of publication of this report, the Nomination Committee was made up of 5 members, namely:

Mr. Zhou Zheng (*Chairman of the Nomination Committee*)  
Mr. Li Chak Hung  
Dr. Meng Xiaosu  
Mr. Yang Buting  
Mr. Zhao Daxin

The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Nomination Committee are:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

#### 董事委員會

董事會已成立多個委員會，包括審核委員會、提名委員會及薪酬委員會，各委員會均以書面具體列明其職權範圍。委員會之所有會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會須向董事會匯報其決定及建議（倘適用）。董事會會議之程序及安排（於本報告「董事會」一節內提述）按可行情況下亦已獲採納於委員會會議。

#### 提名委員會

提名委員會於2012年3月20日成立，由董事會主席擔任主席，並由大部分獨立非執行董事組成。年內及於本報告刊發日期，提名委員會由5名成員組成，包括：

周政先生（*提名委員會主席*）  
李澤雄先生  
孟曉蘇博士  
楊步亭先生  
趙大新先生

提名委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

提名委員會之主要角色及職能為：

- (i) 檢討董事會的架構、人數及組成（包括技能、知識及經驗），並為配合本公司的企業策略向董事會提出任何改動建議；
- (ii) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；

- (iii) to assess the independence of INEDs; and
- (iv) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer.

The terms of reference of the Nomination Committee are available on the websites of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company.

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. In 2018, one Nomination Committee meeting was held. In 2018 and up to the date of this report, the Nomination Committee performed the works as summarised below:

- (i) reviewed and recommended for Board approval the proposed resolutions for re-election of the retiring Directors at 2018 AGM; and
- (ii) reviewed and recommended for Board approval the renewed terms of appointment of INEDs with reference to the structure, size and composition of the Board and the independence of each INED.

### BOARD DIVERSITY POLICY

The Board has adopted a "Board Diversity Policy" in relation to the nomination and appointment of new Directors, which provides that the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The above measurements were also reviewed and adopted when the Nomination Committee reviewed the composition of the Board. After assessing the suitability of the Directors' skills and experience to the Company's business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required.

- (iii) 評核獨立非執行董事的獨立性；及
- (iv) 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議。

提名委員會之職權範圍已於香港聯合交易所有限公司（「聯交所」）及本公司網站內登載。

提名委員會將於有需要時根據其職權範圍舉行會議，亦可透過傳閱文件方式處理事宜。提名委員會於2018年曾舉行一次會議。於2018年及截至本報告日期為止，提名委員會已履行之工作概述如下：

- (i) 檢討並建議董事會批准就重選退任董事提呈於2018年股東週年大會之決議案；及
- (ii) 經參考董事會的架構、人數及組成，以及各獨立非執行董事之獨立性後，檢討並建議董事會批准重續獨立非執行董事的任期。

### 董事會成員多元化政策

董事會已就新任董事之提名及委任採納「董事會成員多元化政策」。當中載明，甄選董事會成員候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗和專業經驗。

上述衡量標準亦於提名委員會檢討董事會組成過程中予以考慮及採納。在就各董事的技能和經驗對本公司業務的適合性作出評估後，提名委員會確認，現有董事會架構合理，毋須作出調整。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### REMUNERATION COMMITTEE

The Remuneration Committee has been established since September 1997.

During the year and as at the date of publication of this report, the Remuneration Committee comprised of:

Mr. Li Chak Hung (*Chairman of the Remuneration Committee*)  
Dr. Meng Xiaosu  
Mr. Yang Buting  
Mr. Zhao Daxin

The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

The major roles and functions of the Remuneration Committee are:

- (i) to make recommendation to the Board on the remuneration policy and packages of the Directors and, where appropriate, to consult the Chairman of the Board and/or the Chief Executive Officer about the Remuneration Committee's proposals relating to the remuneration of other EDs;
- (ii) to review and recommend EDs' remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) to review and recommend the compensation payable to EDs relating to any loss or termination of their office or appointment;
- (iv) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- (v) to ensure that no Director is involved in deciding his own remuneration.

#### 薪酬委員會

薪酬委員會自1997年9月起成立。

年內及於本報告刊發日期，薪酬委員會包括：

李澤雄先生 (*薪酬委員會主席*)  
孟曉蘇博士  
楊步亭先生  
趙大新先生

薪酬委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

薪酬委員會之主要角色及職能為：

- (i) 就董事之薪酬政策及待遇向董事會提出建議，及（倘適合）就有關其他執行董事薪酬之薪酬委員會提案諮詢董事會主席及／或行政總裁；
- (ii) 透過參照董事會的企業方針及目標，檢討並建議執行董事之薪酬方案；
- (iii) 檢討並建議向執行董事支付與任何喪失或終止其職務或委任有關之賠償；
- (iv) 檢討並建議因董事行為失當而解僱或罷免有關董事所涉及之賠償安排；及
- (v) 確保概無董事參與釐定其本身之薪酬。

The terms of reference of the Remuneration Committee of the Company are in compliance with the code provision B.1.2 of the CG Code, but with a deviation from the code provision that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the EDs only and not senior management (as opposed to EDs and senior management under the code provision). The reason for the above deviations are summarised as below:

- (i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the EDs;
- (ii) a majority of Remuneration Committee members are INEDs who may not be industry skilled and come from differing professions and backgrounds and they are not involved in the daily operation of the Company. They may have little direct knowledge of industry practice and standard compensation packages. The Remuneration Committee is thus not in a position to properly determine the remuneration of the EDs;
- (iii) the EDs must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iv) there is no reason for EDs to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One Remuneration Committee meeting was held in 2018 and the attendance of each member is set out in the section headed "The Board" of this report.

本公司薪酬委員會之職權範圍乃遵照企業管治守則之守則條文B.1.2之規定，惟存在一項偏離守則條文事項－薪酬委員會僅會就執行董事（不包括高級行政人員）（而非守則條文所述之執行董事及高級行政人員）之薪酬待遇向董事會提出建議。理由概述如下：

- (i) 董事會認為薪酬委員會並不適宜評估高級行政人員之表現，而有關評估程序由執行董事執行將更為有效；
- (ii) 薪酬委員會之大部份成員均為獨立非執行董事，彼等來自不同行業，具有不同背景，或會對本公司經營之行業並不完全熟悉，且並無參與本公司之日常運作。彼等對業界慣例及薪酬待遇之標準亦可能無直接認識。故此，薪酬委員會並不適宜釐定執行董事之薪酬；
- (iii) 執行董事必須負責監管高級行政人員，因而須有權力管制彼等之薪酬；及
- (iv) 執行董事並無理由向高級行政人員支付高於業界標準之薪酬，而按此方法釐定薪酬待遇可減省支出，將有利於股東。

薪酬委員會之職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須至少舉行一次會議。於2018年薪酬委員會曾舉行一次會議，而各成員之出席情況載於本報告「董事會」一節內。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

In addition to the Remuneration Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2018. In 2018 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed the existing policy and structure for the remuneration of the Directors;
- (ii) reviewed the performance of the EDs; and
- (iii) reviewed and recommended for the Board's approval the service fees of the Directors.

Each Director will be entitled to a Director's fee which is to be proposed for the Shareholders' approval at the AGM each year. Further remuneration payable to Directors (including any service fees of the INEDs) for their additional responsibilities and services will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee. Details of the Directors' remuneration are set out in note 12 to the consolidated financial statements.

### AUDIT COMMITTEE

The Audit Committee has been established since September 1997. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise.

During the year and as at the date of publication of this report, the Audit Committee was made up of 4 INEDs, namely:

Mr. Li Chak Hung (*Chairman of the Audit Committee*)  
Dr. Meng Xiaosu  
Mr. Yang Buting  
Mr. Zhao Daxin

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy if considered necessary.

除舉行薪酬委員會會議外，薪酬委員會亦於2018年內透過傳閱文件方式處理事宜。於2018年內及截至本報告日期為止，薪酬委員會已履行之工作概述如下：

- (i) 檢討董事薪酬之現時政策及架構；
- (ii) 檢討執行董事之表現；及
- (iii) 檢討及建議董事會批准董事的服務酬金。

每名董事將有權收取董事袍金，該袍金每年於股東週年大會提呈予股東批准。應付予董事額外職責及服務之額外薪酬（包括獨立非執行董事之服務費）乃按彼等各自之僱用合約或服務合約內之條款，在薪酬委員會向董事會提出建議並獲批准後而釐定。董事薪酬之詳情載於合併財務報表附註12。

### 審核委員會

審核委員會自1997年9月起成立。為保持獨立性及客觀性，審核委員會由1名具備合適專業資格、會計或相關財務管理專業知識之獨立非執行董事擔任主席。

年內及於本報告刊發日期，審核委員會由4名獨立非執行董事組成，包括：

李澤雄先生（*審核委員會主席*）  
孟曉蘇博士  
楊步亭先生  
趙大新先生

審核委員會獲提供充裕資源以履行其職務，並可按本公司之政策在有需要時尋求獨立專業意見。

The major roles and functions of the Audit Committee are:

- (i) to consider and make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (ii) to consider and discuss with the external auditor the nature and scope of each year's audit;
- (iii) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (iv) to review and monitor the external auditor's independence and objectivity;
- (v) to review the interim and annual consolidated financial statements before submission to the Board;
- (vi) to discuss any problems and reservation arising from the interim review and final audit, and any matters the external auditor may wish to discuss;
- (vii) to review the external auditor's management letters and management's response;
- (viii) to review the Group's financial controls, internal control and risk management systems;
- (ix) to review the internal audit plan, ensure co-ordination between the internal and external auditors, and ensure whether the internal audit function is adequately resourced and has appropriate standing within the Group; and
- (x) to consider major investigations findings on risk management and internal control matters and management's response.

The terms of reference of the Audit Committee are revised from time to time to comply with the code provision C.3.3 of the CG Code, but with deviations from the code provision of the audit committee's responsibility to:

- (i) implement policy on the engagement of the external auditors to supply non-audit services; and
- (ii) ensure the management has performed its duty to have effective risk management and internal control systems.

審核委員會之主要角色及職能為：

- (i) 考慮並就外聘核數師之委任、重新委任及罷免向董事會提供建議，以及批准外聘核數師之薪酬及聘用條款，並處理任何有關外聘核數師辭任或辭退外聘核數師之問題；
- (ii) 考慮及與外聘核數師討論每年核數之性質及範疇；
- (iii) 作為主要代表監察本公司與外聘核數師的關係；
- (iv) 檢討及監察外聘核數師之獨立性及客觀性；
- (v) 於中期及全年合併財務報表提交董事會前先行審閱；
- (vi) 商議就中期審閱及年終審核而產生之任何問題及保留事項，及外聘核數師擬商討之任何事宜；
- (vii) 審閱外聘核數師致管理層之函件及管理層之回應；
- (viii) 檢討本集團之財務監控、內部監控及風險管理系統；
- (ix) 審閱內部審計計劃，確保內部與外聘核數師之工作協調，及確保內部審計功能是否獲得足夠資源運作，且在本集團具有適當地位；及
- (x) 考慮關於風險管理及內部監控事宜之重要調查發現及管理層之回應。

審核委員會之職權範圍不時作出修訂，以遵守企業管治守則之守則條文C.3.3，惟存在與審核委員會職責相關之守則條文之偏離事項：

- (i) 執行委聘外聘核數師提供非核數服務之政策；及
- (ii) 確保管理層已履行其職責建立有效之風險管理及內部監控系統。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board considers that the Audit Committee shall recommend (as opposed to implement) the policy on the engagement of the external auditor to supply non-audit services for the following reasons:

- (i) it is proper and appropriate for the Board and its committees to develop policy and make appropriate recommendations;
- (ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Director and management; and
- (iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

Further, the Board considers that the Audit Committee only possesses the effective ability to scrutinise (as opposed to ensure) whether management has performed its duty to have an effective internal control system. Where an internal audit function exists, the Audit Committee is not equipped to ensure that the same is in place as this would involve day-to-day supervision and the employment of permanent experts.

The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Three Audit Committee meetings were held in 2018 and the attendance of each member is set out in the section headed "The Board" of this report.

In addition to the Audit Committee meetings, the Audit Committee also dealt with matters by way of circulation during 2018. In 2018 and up to the date of this report, the Audit Committee performed the works as summarised below:

- (i) reviewed and approved the audit scope and fees proposed by the external auditor;

董事會認為審核委員會應就委聘外聘核數師提供非核數服務之政策作出建議（而非執行），理由如下：

- (i) 由董事會及其下設置之委員會制定政策及作出合適之建議乃屬恰當及合適；
- (ii) 由執行董事及管理層執行該政策及建議乃屬恰當及合適之機制；及
- (iii) 獨立非執行董事並不適宜執行日常之政策及跟進工作。

此外，董事會認為審核委員會僅具備有效能力監察（而非確保）管理層已履行其職責建立有效之內部監控系統。如設有內部審計功能，由於上述事宜涉及日常監督及僱用常任專業人員，因此審核委員會並無確保上述事宜得以執行之能力。

審核委員會之職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，審核委員會每年須至少舉行兩次會議。審核委員會於2018年曾舉行三次會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行審核委員會會議外，審核委員會亦於2018年內透過傳閱文件方式處理事宜。於2018年內及截至本報告日期為止，審核委員會已履行之工作概述如下：

- (i) 審閱及批准由外聘核數師建議之審核範圍及費用；

- |  |  |
|--|--|
| (ii) reviewed the reports from the external auditor in relation to the final audit for the year ended 31 December 2017 ("2017 Final Audit"), the interim results review for the six months ended 30 June 2018 ("2018 Interim Review") and the final audit for the year ended 31 December 2018 ("2018 Final Audit") of the Group; | (ii) 審閱外聘核數師就本集團截至2017年12月31日止年度之年終審核(「2017年年終審核」)、截至2018年6月30日止六個月之中期業績審閱(「2018年中期審閱」)及截至2018年12月31日止年度之年終審核(「2018年年終審核」)之報告; |
| (iii) reviewed and recommended for the Board's approval the financial reports for the year ended 31 December 2017, for the six months ended 30 June 2018 and for the year ended 31 December 2018;  | (iii) 審閱及建議董事會批准截至2017年12月31日止年度、截至2018年6月30日止六個月及截至2018年12月31日止年度之財務報告;   |
| (iv) reviewed the effectiveness of internal control system and risk management, including reviewed the internal control review reports from the independent internal control reviewer;   | (iv) 審閱內部監控系統及風險管理之效能,包括檢討來自獨立內部監控審核人員的內部監控檢討報告;   |
| (v) reviewed and recommended for the Board's approval the report on substantiation of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget; and  | (v) 審閱及建議董事會批准就本集團會計及財務匯報職能方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告;及   |
| (vi) reviewed and recommended for the Board's annual review the Related Party Transaction Policies and Procedures, the Connected Transaction Policy and the Whistle Blower Policy.   | (vi) 審閱及建議關聯方交易政策及程序、關連交易政策及舉報者政策,以供董事會作年度檢討。  |

## COMPANY SECRETARY

For the year ended 31 December 2018, in compliance with Rule 3.28 of Listing Rules, the Company's existing Company Secretary (the "Company Secretary") is a full-time employee of the Company and familiar with the ordinary affairs of the Company. The Company Secretary is responsible for giving advice to the Board on corporate governance matters in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs. Details of the Company Secretary are set out in the section headed "Profiles of Directors and Senior Management" of this report.

For the year ended 31 December 2018, the Company Secretary had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

## 公司秘書

截至2018年12月31日止年度,為遵守上市規則第3.28條,本公司之現任公司秘書(「公司秘書」)為本公司全職僱員,且熟悉本公司之日常事務。公司秘書負責就企業管治事宜向董事會提出建議,以協助本集團應付不斷轉變之監管環境及配合不同商業需求。公司秘書的詳情請參閱本報告「董事及高級行政人員一覽」一節。

截至2018年12月31日止年度,公司秘書已遵守上市規則第3.29條,獲得不低於15小時的專業培訓。

#### MODEL CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2018.

The Company has also adopted the Model Code as the Code for Securities Transactions by Relevant Employees to regulate dealings in the securities of the Company by certain employees of the Company or any of its subsidiaries who are considered to be likely in possession of inside information in relation to the Company or its securities. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company.

#### ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment of the Group's performance, position and prospects in the consolidated financial statements of the annual and interim reports in accordance with statutory requirements and applicable accounting standards. Pursuant to Code Provision C.1.1 of the CG Code, the management provided such explanation and information to the Board to enable the Board to make an informal assessment of the financial and other information put before the Board for approval. The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern.

In preparing the consolidated financial statements for the year ended 31 December 2018, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgements and estimates that are prudent and reasonable.

The Group has announced its interim results and annual results in a timely manner within the limits of two months and three months respectively after the end of the relevant financial periods, as laid down in the Listing Rules.

#### 董事及相關僱員進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認，於截至2018年12月31日止年度，彼等一直遵守標準守則所載之規定標準。

本公司亦已採納標準守則作為相關僱員進行證券交易之守則，藉此對本公司或其附屬公司之若干僱員（彼等被視為可能知悉有關本公司或其證券之內幕資料）就本公司之證券買賣作出規管。本公司沒有發現相關僱員違反標準守則的情況。

#### 問責及審核

董事已確認根據法定規定及適用會計標準，彼等有責任於年度報告及中期報告的合併財務報表中，就本集團的表現、狀況及前景提呈一份中肯及清晰易明的評估。根據企業管治守則第C.1.1條守則條文，管理層已經向董事會提供該等說明及資料，使董事會可就其待其批准之財務及其他資料作出非正式評估。董事確認，在作出一切合理諮詢後，確認就其所悉、所知及所信，彼等並不知悉可能對本公司持續經營能力引起重大揣測的事件或條件存在重大不確定性。

在編製截至2018年12月31日止年度的合併財務報表時，董事已選擇適當會計政策並貫徹應用，且已作出審慎合理之判斷及估計。

本集團已根據上市規則之規定，分別於有關財政期間結束後的兩個月及三個月內及時公佈其中期及全年業績。

## RISK MANAGEMENT AND INTERNAL CONTROL

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, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

The Group's risk management and internal control systems comprise, among others, the relevant financial, operational and compliance controls and risk management procedures, a well-established organisational structure with clearly defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to implement the business strategies and policies adopted by the Board from time to time.

The Company has the procedures and internal controls for the handling and dissemination of inside information. In practice, employees of the Group who become aware of any events and/or matters which he/she consider potentially inside information, will report to the designated personnel of the Company who, if considered appropriate, will pass such information to the Board for the purpose of considering and deciding whether or not such information constitutes inside information and disclosure of which shall be made immediately.

The internal audit department of the Company supported the Board and the Audit Committee in reviewing the effectiveness of risk management and internal control systems and performed its functions during the year following an annual audit plan and submitting their reports of their findings to the Board and the Audit Committee at the meetings. The Audit Committee provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

## 風險管理及內部監控

董事會有責任維持合適及有效的風險管理及內部監控制度，以保障本集團及股東的利益，並定期檢討及監督內部監控及風險管理制度的有效性，以確保制度完備充分。

本集團的風險管理及內部監控制度包括有關財務、運營和合規控制以及風險管理程序，以及有明確界定責任及權限的完善組織架構等。各部門負責其日常運作，並須執行董事會不時採納的業務策略及政策。

本公司設有關於處理及發佈內幕消息的程序及內部監控。於實行時，當本集團僱員得悉任何事件及／或事宜被其視之為潛在內幕消息，該僱員將向本公司指定人員匯報，而倘有關人員認為適宜，彼將向董事會提呈有關消息以供考慮及決定有關消息是否構成內幕消息並須即時披露。

本公司內部審核部門支持董事會和審核委員會審閱風險管理及內部監控系統的有效性，並於本年度遵循年度審核計劃履行其職能，並於會上向董事會提呈彼等有關評估結果的報告。審核委員會就本集團風險管理及內部監控系統的有效性作出獨立檢討，並向董事會提出彼等的建議。董事會負責檢討內部審核報告及批准由管理層製訂的政策及程序。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board conducted a 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 with the management of the Group, members of the Audit Committee and the external independent auditor.

The Board believes that the existing risk management and internal control systems are adequate and effective. The Board also reviewed the resources, qualification and experience of staff of the Group's accounting and financial reporting function and their training schemes and budget and was satisfied with their adequacy.

The Board also assessed the effectiveness of the Group's internal audit function and external audit process, and satisfied itself, through the work of its Audit Committee, that the internal audit function is adequately resourced and is effective at providing assurance to the Board on the relevant risks faced by the Company, and that the external audit process is effective.

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The reporting responsibilities of our Company's external auditor on the financial statements of the Group are set out in the "Independent Auditor's Report" in this report.

經與本集團管理層、審核委員會成員及外部獨立核數師討論，董事會對本集團的風險管理及內部監控制度及程序於截至2018年12月31日止財政年度的有效性進行檢討和評估。

董事會認為，現有的風險管理及內部監控制度充分而且有效。董事會已審核本集團會計及財務報告職能人員的資源、資格及經驗以及彼等的培訓方案及預算，並對其充足性感到滿意。

董事會亦評估本集團內部審核職能及外部審核程序的有效性，並透過其審核委員會的工作而令其本身信納，內部審核職能配備充足資源，並就本公司所面臨有關風險方面有效地向董事會提供保證，且外部審核程序具效益。

### 董事對財務報表之責任

董事深知根據法定要求及適用之會計準則編製本集團財務報表之責任。董事亦深知彼等需確保本集團財務報表需及時發佈之責任。

管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准之本公司財務報表進行知情評估。本公司已向董事會全體成員提供有關本公司表現、狀況及前景的每月最新資料。

本公司外部核數師對本集團財務報表之匯報責任刊載於本報告之「獨立核數師報告」內。

**EXTERNAL AUDITORS' REMUNERATION**

During the year, the remuneration paid/payable to the Group's external auditors, and non-audit services, is set out as follows:

		HK\$'000 千港元
Services rendered for the Group	向本集團提供的服務	
Audit services	核數服務	2,193
Non-audit services	非核數服務	1,565
Total:	合計:	<u>3,758</u>

**外聘核數師之酬金**

於年內，已支付／應付本集團外聘核數師及非核數服務之酬金載列如下：

**COMMUNICATION WITH SHAREHOLDERS**

The Board recognises the importance of good communication with the Shareholders. Information in relation to the Group is disseminated to the Shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars. Such published documents together with the latest corporate information and news are also made available on the website of the Company at [www.dreameast.com](http://www.dreameast.com) and the website of the Stock Exchange of Hong Kong Limited ("Stock Exchange") at [www.hkexnews.hk](http://www.hkexnews.hk).

The Company's AGM is a valuable forum for the Board to communicate directly with the Shareholders. The Chairman actively participates at the AGM and personally chairs the meeting to answer any question from the Shareholders. The chairman of the Audit Committee, Remuneration Committee and Nomination Committee or in their absence, another member of the respective committees or failing that their respective duly appointed delegate, are also available to answer questions at the AGM. The chairman of any independent board committee formed as necessary or pursuant to the Listing Rules (or if no such chairman is appointed, at least a member of the independent board committee) will also be available to answer questions at any general meeting of the Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

**與股東之溝通**

董事會深明與股東保持良好聯繫之重要性。有關本集團之資料乃按時透過多種正式途徑向股東傳達，包括中期及年度報告、公告及通函。該等刊發文件連同最近期之公司資料及消息亦已於本公司網站[www.dreameast.com](http://www.dreameast.com)及香港聯合交易所有限公司（「聯交所」）網站[www.hkexnews.hk](http://www.hkexnews.hk)內登載。

本公司股東週年大會乃董事會直接與股東溝通之寶貴機會。主席積極參與並親自主持股東週年大會以回應股東之任何查詢。審核委員會、薪酬委員會及提名委員會主席，或在主席缺席時由各自委員會之另一名委員（或如該等委員未能出席，則彼等各自適當委任的代表）於股東週年大會上回答提問。任何須予成立或根據上市規則成立之獨立董事委員會之主席（或倘並無委任該主席，則至少一名獨立董事委員會成員）亦會出席任何就批准關連交易或須獲獨立股東批准之任何其他交易而舉行之股東大會，以回答提問。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The 2018 AGM was held on 1 June 2018. The attendance records of the Directors at the general meeting are set out in the section headed "The Board" of this report.

Separate resolutions are proposed at the general meetings for each substantial issue, including the re-election of retiring Directors.

The notice to Shareholders is to be sent, in the case of AGM, at least 20 clear business days before the AGM and to be sent at least 10 clear business days in the case of all other general meetings. An explanation of the detailed procedures of conducting a poll is provided to the Shareholders at the commencement of the meeting. The Chairman answers questions from Shareholders regarding voting by way of a poll. The poll results are published in the manner prescribed under the requirements of the Listing Rules.

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company can request the convening of a special general meeting according to Bye-law 58 of the Bye-Laws and Section 74(1) of the Companies Act 1981 of Bermuda ("Act") by written requisition, with the stated business proposed to be transacted, which must be validly served at the head office and principal place of business of the Company registered in Hong Kong ("Head Office"). Besides, Shareholders may make a proposal at a Shareholders' meeting by submitting it in written form to the Board at the Head Office in the form of a proposed resolution, which shall be clearly and concisely set out the proposal for discussion and be relevant to the Company's business scope.

The Board established a shareholders' communication policy. A Shareholder may serve an enquiry to the Board at our Head Office for the attention of the Board in written form, which shall state the nature of the enquiry and the reason for making the enquiry. In addition, Shareholders can contact Boardroom Share Registrars (HK) Limited, the share registrar of the Company, for any questions about their shareholdings.

Furthermore, to foster two-way communication amongst the Company, its Shareholders and potential investors, and to update them abreast of the latest industry updates, corporate communications and the Group's announcements and business development in a timely manner, the Company has appointed two investor relation professionals as a formal channel to respond to enquiries from Shareholders and the public.

2018年股東週年大會於2018年6月1日舉行。董事於股東大會的出席紀錄載列於本報告「董事會」一節內。

每項重大事項(包括重選退任董事)均於股東大會提呈獨立決議案。

就股東週年大會而言，股東通告將於股東週年大會舉行前至少足20個營業日發送，而就所有其他股東大會而言，股東通告將於大會舉行前至少足10個營業日發送。以股數投票方式進行表決之詳細程序會於大會開始時向股東解釋。主席會解答股東有關以股數投票方式表決之任何問題。股數投票結果將根據上市規則規定之方式刊發。

持有本公司繳足資本不少於十分之一的股東，可根據公司細則第58條及百慕達1981年公司法(「公司法」)第74(1)章之規定發出書面要求，以要求召開股東特別大會，內容須註明擬提呈處理之事項，並須有效地送達至本公司於香港註冊的總辦事處及主要營業地點(「總辦事處」)。此外，股東可透過提呈決議案方法向董事會提交書面形式之股東大會提案並送達總辦事處，內容須清楚及簡要地列明予以討論之提案且符合本公司之業務範疇。

董事會已制定一套股東通訊政策。股東可將其向董事會提交之查詢以書面方式送達至總辦事處，內容須註明查詢的性質及提出查詢之原因。此外，股東可就任何有關其股權問題向本公司股份過戶登記處寶德隆證券登記有限公司查詢。

此外，為促進本公司、其股東及潛在投資者之間的雙向溝通以及及時向其提供最新的行業資訊、公司聯絡方式及本集團的公告及業務發展，本公司已委任兩名投資者關係專業人士，作為回應股東及公眾查詢的正式渠道。

## CORPORATE COMMUNICATION AND INVESTOR RELATIONS

The major task and objective of the Group's investor relations is to clearly introduce the Group, including the business positioning, existing operations and future development of the Group, to the media, Shareholders, investors, analysts and investment banks through different communication channels. In future, the Group shall further enhance communication with the media, Shareholders, investors, analysts and investment banks on various aspects such as development strategies, operation and management, financial prospects and business operation through meetings, senior management's participation in investor forums, conferences and roadshows. The Group is confident in establishing and maintaining a good relationship with the international capital institutions through the continued enhancement of information transparency.

## CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2018.

## CORPORATE GOVERNANCE ENHANCEMENT

Enhancing corporate governance is not simply a matter of applying and complying with the CG Code of the Stock Exchange but also about promoting and developing an ethical and healthy corporate culture. We will continue to review and, where appropriate, improve our current practices on the basis of our experience, regulatory changes and developments. Any views and suggestions from our Shareholders to promote and improve our transparency are also welcome.

On behalf of the Board

**Zhou Zheng**  
Chairman

Hong Kong, 27 March 2019

## 公司通訊及投資者關係

本集團投資者關係的主要任務及目標，是透過不同的溝通渠道，向媒體、股東、投資者、分析師及投資銀行清楚地介紹本集團，包括本集團的業務定位、現有業務及未來發展。今後，本集團將透過會議或高級管理層參與的投資者論壇、大會及路演，進一步加強與媒體、股東、投資者、分析師及投資銀行在各方面的溝通，如發展策略、運營及管理、財務前景及業務經營。本集團有信心透過不斷提高信息透明度，與國際資本機構建立及維持良好的關係。

## 憲章文件

於截至2018年12月31止年度，本公司之憲章文件並無變動。

## 提升企業管治水平

提升企業管治水平並非只為應用並遵守聯交所之企業管治守則，亦為推動及建立道德與健全之企業文化。吾等將繼續檢討及於適當時按經驗、監管變動及發展改善現行常規。本公司亦歡迎股東提供任何意見及建議以提高及改善本公司之透明度。

承董事會命

**周政**  
主席

香港，2019年3月27日



# DIRECTORS' REPORT

## 董事會報告

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The principal activities of its subsidiaries at 31 December 2018 are set out in note 42 to the consolidated financial statements.

Further discussion and analysis of the Group's principal activities as required by Schedule 5 to the Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 10 to 31 of this annual report. No important event affecting the Group has occurred since the end of the financial year under review.

### RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated statement of profit or loss and other comprehensive income on pages 120 to 121 and in the accompanying notes to the consolidated financial statements.

The Board does not recommend the payment of a final dividend (2017: Nil) or a special dividend (2017: Nil) for the year ended 31 December 2018. Details are set out in note 11 to the consolidated financial statements.

### CLOSURE OF REGISTERS OF MEMBERS FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY ("2019 AGM")

The 2019 AGM is scheduled to be held on 5 June 2019, Wednesday. For determining the entitlement to attend and vote at the 2019 AGM, the register of members of the Company will be closed from 30 May 2019, Thursday to 5 June 2019, Wednesday (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to be eligible to attend and vote at the 2019 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited of Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 29 May 2019, Wednesday.

本公司之董事會（「董事會」）謹將本公司及其附屬公司（統稱「本集團」）截至2018年12月31日止年度之年報及經審核合併財務報表呈覽。

### 主要業務及業務回顧

本公司乃一間投資控股公司。其附屬公司於2018年12月31日之主要業務載列於合併財務報表附註42。

有關公司條例附表5所規定就本集團主要業務之進一步討論及分析，包括對本集團面對之主要風險及不明朗因素之描述以及對本集團業務可能出現之未來發展之指示，請參閱本年報第10至31頁所載之管理層討論及分析。自本回顧財政年度年結日起，並無發生對本集團造成影響之重大事件。

### 業績及溢利分配

本集團之業績及本公司之溢利分配載列於第120至121頁之合併損益及其他綜合收益表及隨附之合併財務報表附註內。

董事會不建議派發截至2018年12月31日止年度之末期股息（2017年：無）或特別股息（2017年：無）。有關詳情載列於合併財務報表附註11。

### 暫停辦理股份過戶登記

釐定出席本公司應屆股東週年大會（「2019年股東週年大會」）並於會上投票之資格

2019年股東週年大會預訂於2019年6月5日星期三舉行。為釐定股東出席2019年股東週年大會並於會上投票之資格，本公司將由2019年5月30日星期四至2019年6月5日星期三（包括首尾兩天）暫停辦理本公司股份過戶登記，在此期間本公司股份之轉讓手續將不予辦理。為符合資格出席2019年股東週年大會及於會上投票，股東必須於2019年5月29日星期三下午四時三十分前將所有過戶文件連同有關股票，送交本公司之香港股份過戶登記分處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室內）辦理股份過戶登記手續。

## SUMMARY OF FINANCIAL INFORMATION

A summary of the results and assets and liabilities (including both continuing and discontinued operations) of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and reclassified/re-stated as appropriate, is set out below. This summary does not form part of the audited consolidated financial statements.

## 財務資料概要

下文所載為摘錄自己公佈之經審核合併財務報表並按需要重新分類／重新呈列之本集團於過去五個財政年度之業績及資產及負債之概要（包括持續及已終止經營業務）。本概要並不構成經審核合併財務報表之一部份。

		Year ended 31 December 截至12月31日止年度				
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元 (Restated) (經重列)	2015 2015年 HK\$'000 千港元 (Restated) (經重列)	2014 2014年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
<b>REVENUE</b>	<b>收入</b>	<b>159,837</b>	1,278,298	83,754	140,472	99,016
<b>PROFIT/(LOSS) BEFORE INCOME TAX</b>	<b>除所得稅前溢利/(虧損)</b>	<b>329,330</b>	222,735	179,411	870,259	(154,630)
<b>INCOME TAX EXPENSE</b>	<b>所得稅開支</b>	<b>(170,881)</b>	(95,804)	(129,859)	(256,015)	(45)
<b>PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>本公司擁有人應佔 年內溢利/(虧損)</b>	<b>159,932</b>	115,575	39,741	547,200	(143,597)
		<b>31 December 12月31日</b>				
		<b>2018 2018年 HK\$'000 千港元</b>	2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元 (Restated) (經重列)	2015 2015年 HK\$'000 千港元 (Restated) (經重列)	2014 2014年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	<b>10,695,955</b>	11,217,361	10,205,737	7,978,433	6,298,517
Total liabilities	總負債	<b>7,842,982</b>	8,162,285	7,396,411	5,187,104	4,858,359
Total equity	權益總計	<b>2,852,973</b>	3,055,076	2,809,326	2,791,329	1,440,158
Total liabilities and total equity	總負債及權益總計	<b>10,695,955</b>	11,217,361	10,205,737	7,978,433	6,298,517

## DIRECTORS' REPORT

### 董事會報告

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

#### INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year are set out in note 17 to the consolidated financial statements.

#### PROPERTIES UNDER DEVELOPMENT FOR SALE

Details of movements in the properties under development for sale of the Group during the year are set out in note 19 to the consolidated financial statements.

#### SHARE CAPITAL

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

#### CONNECTED AND RELATED PARTY TRANSACTIONS

Details of the connected and related transactions undertaken in the ordinary course of business by the Group during the year are set out in note 41 to the consolidated financial statements. Saved as disclosed therein, none of these related party transactions constitutes a connected transaction or a continuing connected transaction of the Group as defined in and required to be disclosed under Chapter 14A of the Listing Rules. The Group confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

On 9 October 2017, the Group has entered into a tenancy agreement with Sanhe SkyOcean, a company held as to 80% by Mr. Zhou Zheng, pursuant to which Sanhe SkyOcean, the owner of the Park, will lease the aforesaid premise to the Group with the lease term from 9 October 2017 to 31 December 2019. The rental expenses for the years ended 31 December 2017 and 2018, and the year ending 31 December 2019 are approximately HK\$500,000, HK\$2,300,000 and HK\$3,500,000, respectively.

#### 物業、廠房及設備

本集團物業、廠房及設備於本年度內之變動詳情載列於合併財務報表附註15。

#### 投資物業

本集團投資物業於本年度內之變動詳情載列於合併財務報表附註17。

#### 發展中待售物業

本集團發展中待售物業於本年度內之變動詳情載列於合併報表附註19。

#### 股本

本公司股本於本年度內之變動詳情載列於合併財務報表附註29。

#### 關連及關聯方交易

本集團於本年度內於日常業務中進行之關連及關聯方交易之詳情載於合併財務報表附註41。除當中所披露者外，該等關聯方交易概無構成上市規則第14A章所定義及所規定須予披露之本集團關連交易或持續關連交易。本集團確認，其已遵守上市規則第14A章所載之披露規定。

於2017年10月9日，本集團與三河天洋城（一間由周政先生持有80%權益之公司）訂立租賃協議，據此三河天洋城（樂園之擁有人）將向本集團出租上述物業，租期由2017年10月9日至2019年12月31日。截至2017年和2018年12月31日止年度，以及截至2019年12月31日止年度之租金開支分別約為500,000港元、2,300,000港元及3,500,000港元。

On 19 July 2018 and 18 October 2018, the Group entered into Property Management Services Agreements with Tianrong Property Service Co., Ltd. ("Tianrong"), a company held as to 64% by Mr. Zhou Zheng, pursuant to which Tianrong would provide the property services to the Group. The service expense for the year ended 31 December 2018 and for the three years ending 31 December 2021 are approximately HK\$6,638,000, HK\$14,800,000, HK\$8,796,000 and HK\$540,000, respectively.

On 31 July 2018, the Group has entered into the IP Licensing Agreements with DreamEast Pictures Co., Ltd. (夢東方電影有限公司) ("DreamEast Pictures"), a company held as to 80% by Mr. Zhou Zheng, whereby DreamEast Pictures agreed to grant to the Group a non-exclusive and non-transferable license to use the IP Rights for an initial term of three years commencing from 1 August 2018. The license fees for the year ended 31 December 2018, and the three years ending 31 December 2021 are approximately HK\$1,918,000, HK\$4,606,000, HK\$4,606,000, and HK\$2,688,000 respectively.

The aforesaid continuing connected transactions were exempted from the independent shareholders' approval requirement and was approved by the Directors (other than Mr. Zhou Zheng), including the independent non-executive Directors.

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged the auditor of the Company to perform certain agreed upon procedures in respect of the continuing connected transactions of the Group. The auditor has reported their factual findings on these procedures to the Board. The independent non-executive Directors have reviewed the continuing connected transactions and the report of the auditor, and have confirmed that the transactions have been entered into by the Company in the ordinary course of its business, on normal commercial terms or on terms no less favorable than terms available to or from independent third parties, and in accordance with the terms of the agreements governing such transactions that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

於2018年7月19日及2018年10月18日，本集團與一間由周政先生持有64%權益的公司天融物業服務有限公司（「天融」）訂立物業管理服務協議，據此，天融將向本集團提供物業服務。截至2018年12月31日止年度及截至2021年12月31日止三個年度的服務開支分別約為6,638,000港元、14,800,000港元、8,796,000港元及540,000港元。

於2018年7月31日，本集團與一間由周政先生持有80%權益的公司夢東方電影有限公司（「夢東方電影」）訂立知識產權授權協議，據此，夢東方電影同意授予本集團非獨家且不可轉讓之授權，以使用知識產權，初步年期自2018年8月1日起為期三年。截至2018年12月31日止年度及截至2021年12月31日止三個年度的授權費分別約為1,918,000港元、4,606,000港元、4,606,000港元及2,688,000港元。

上述持續關連交易豁免遵守獨立股東批准規定，該事項已由董事（周政先生除外，但包括獨立非執行董事）批准。

根據上市規則第14A.56條，董事會已委聘本公司核數師就本集團的持續關連交易進行若干約定程序。核數師已向董事會報告該等程序的結果資料。獨立非執行董事已審閱持續關連交易及核數師報告，並確認有關交易乃於本公司一般業務過程中按一般商業條款或不遜於獨立第三方所獲得或提供的條款訂立，而規管該等交易的協定的條款為公平合理，且符合本公司股東的整體利益。

## DIRECTORS' REPORT

### 董事會報告

The auditors have confirmed that nothing has come to their attention that caused them to believe that the continuing connected transactions: (1) have not been approved by the Board; (2) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (3) have exceeded the annual caps.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws of the Company or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 43 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 124 to 125 respectively.

## DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution, calculated in accordance with the Bermuda Companies Act 1981 (as amended from time to time), amounted to approximately HK\$1,559,708 (2017: HK\$1,640,030,000).

## DIRECTORS

The Directors of the Company ("Directors") during the year and up to the date of this report were:

### *Executive Directors:*

Zhou Zheng

Yang Lei

Lam Yu Yee, Benjamin (*re-designated as non-executive director on 1 January 2019*)

Chan Tak Kwong (*resigned on 31 May 2018*)

### *Non-Executive Director:*

Lam Yu Yee, Benjamin (*re-designated on 1 January 2019*)

### *Independent Non-Executive Directors:*

Li Chak Hung

Meng Xiaosu

Yang Buting

Zhao Daxin

核數師已確認並無發現任何事宜而促使彼等相信持續關連交易：(1)未經董事會批准；(2)於所有重大方面並非根據規管有關交易的相關協議制定；及(3)已超過年度上限。

## 優先購股權

本公司之公司細則或百慕達法例並無有關優先購股權之條款，以規定本公司須按比例向現有股東提呈發售新股份。

## 儲備

本公司及本集團儲備於本年度內之變動詳情分別載列於合併財務報表附註43及於第124至125頁之合併權益變動表。

## 可分派儲備

截至2018年12月31日，本公司根據百慕達1981年公司法（經不時修訂）計算之可供分派儲備為約1,559,708港元（2017年：1,640,030,000港元）。

## 董事

於本年度及至本報告日期為止本公司之董事（「董事」）如下：

### *執行董事：*

周政

楊蕾

林裕兒（於2019年1月1日獲調任為非執行董事）

陳德光（於2018年5月31日辭任）

### *非執行董事：*

林裕兒（於2019年1月1日獲調任）

### *獨立非執行董事：*

李澤雄

孟曉蘇

楊步亭

趙大新

In accordance with the Company's Bye-laws 87(1) and (2), Mr. Lam Yu Yee, Benjamin, Mr. Yang Buting and Mr. Zhao Daxin retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

### **DIRECTORS' SERVICE CONTRACTS**

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company ("AGM") has an unexpired service contract with the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### **PERMITTED INDEMNITY PROVISION**

Under the Articles of Association, every Director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he may incur or sustain in or about the execution of his duties in his office. The Company has arranged appropriate insurance cover in respect of legal action against its Directors and officers.

### **MANAGEMENT CONTRACTS**

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year under review.

### **TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

All the Independent Non-Executive Directors ("INEDs") were appointed for a specific term of three years but subject to the relevant provisions of the Bye-laws of the Company or any other applicable laws whereby the Directors shall vacate or retire from their office.

根據本公司之公司細則第87(1)及(2)條，林裕兒先生、楊步亭先生及趙大新先生將輪值退任，惟有資格並願意於應屆股東週年大會上膺選連任。

### **董事之服務合約**

擬於本公司應屆股東週年大會（「股東週年大會」）上膺選連任之董事概無與本集團訂立本集團不可於一年內毋須賠償（法定賠償除外）而可予以終止之未到期服務合約。

### **獲准許彌償條文**

根據組織章程細則，凡本公司每名董事或其他行政人員代表本公司進行任何事務，均有權於任內就其履行職務或與此有關而可能蒙受或招致之一切訴訟、成本、費用、損失、損害及開支獲得彌償保證。本公司已為其董事及行政人員所面臨之法律訴訟安排合適保險。

### **管理合約**

於回顧年度內，並無訂立或訂有任何有關本公司全部或任何主要部分業務之管理及行政合約。

### **獨立非執行董事之任期**

所有獨立非執行董事（「獨立非執行董事」）均獲為期三年的指定任期，惟董事之辭任或退任須受本公司之公司細則之有關條文或任何其他適用法例所規限。

## DIRECTORS' REPORT

### 董事會報告

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

As at 31 December 2018, the interests and short positions of the Directors and chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as 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 Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code, were as follows or as disclosed under the section headed "Share Option Scheme" below:

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2018年12月31日，董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條須予備存的登記冊所記錄的權益及淡倉；或根據證券及期貨條例第XV部第7及8分部或根據標準守則須知會本公司及聯交所的權益及淡倉如下或如下文「購股權計劃」一節所披露：

Name of Director 董事姓名	Nature of interests 權益性質	Number of shares and underlying shares held 持有股份及 相關股份數目	Approximate % of the relevant issued share capital 佔有關已發行股本之 概約百分比
Zhou Zheng 周政	Interest of controlled corporation (Note 1) 受控制法團之權益（附註1）	288,728,934	101.13%
Yang Lei 楊蕾	Beneficial owner (Note 2) 受益擁有人（附註2）	205,790	0.07%
Li Chak Hung 李澤雄	Beneficial owner (Note 2) 受益擁有人（附註2）	61,737	0.02%
Meng Xiaosu 孟曉蘇	Beneficial owner (Note 2) 受益擁有人（附註2）	61,737	0.02%
Yang Buting 楊步亭	Beneficial owner (Note 2) 受益擁有人（附註2）	61,737	0.02%
Zhao Daxin 趙大新	Beneficial owner (Note 2) 受益擁有人（附註2）	61,737	0.02%

Notes:

1. This includes interests in (i) 205,182,287 shares of the Company, and (ii) convertible bonds (upon exercise of the conversion rights attached to which, 83,546,647 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment Holdings Limited ("SkyOcean Investment"), a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang Holdings Limited ("Sheng Bang"), which in turn was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.
2. These interests in shares of the Company are held pursuant to the share options granted under the Share Option Scheme, details of which are set out on page 103 to 106 in this report.
3. All interests stated above represent long positions.

## SHARE OPTION SCHEME

The Company adopted a share option scheme on 29 November 2018 (the "Share Option Scheme"). A summary of the principal terms of the Share Option Scheme is set out as follows:

### PURPOSE OF THE SHARE OPTION SCHEME

The purpose of the Share Option Scheme is (i) to closely align the interests of the Directors and senior executives of the Company with the Company's performance and strategic objectives, so as to lay a foundation for the Company's future development and maximize shareholder value, and (ii) to attract, retain and motivate key personnel to achieve the Company's strategic objectives by providing them with compensation that is as a whole competitive in the talent market.

附註：

1. 該權益包括天洋投資控股有限公司（「天洋投資」，為知識硅谷有限公司之全資附屬公司）持有之(i)本公司205,182,287股股份，及(ii)本公司可換股債券（於隨附換股權獲行使時，本公司將配發及發行83,546,647股股份）。知識硅谷有限公司由勝邦控股有限公司（「勝邦」）（由周政先生全資擁有）擁有80%之權益。根據證券及期貨條例，周政先生、勝邦及知識硅谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。
2. 於本公司股份的該等權益乃按根據購股權計劃授出的購股權持有，購股權計劃詳情載於本年報第103至106頁。
3. 所有上述權益指好倉。

## 購股權計劃

本公司於2018年11月29日採納一項購股權計劃（「購股權計劃」）。購股權計劃的主要條款概要載列如下：

### 購股權計劃的目的

購股權計劃的目的在於：(i)把本公司董事及高級管理人員的利益與本公司業績表現、戰略目標緊密結合，為本公司未來發展奠定基礎，促進股東價值的最大化；及(ii)在人才市場上能夠提供具有競爭力的整體薪酬，吸引、保留和激勵實現本公司戰略目標所需要的關鍵人員。



## DIRECTORS' REPORT

### 董事會報告

#### ELIGIBLE PARTICIPANTS

The specific eligible participants of the Share Option Scheme ("Eligible Participant(s)") shall be determined by the Board at its sole discretion, and such determination shall be interpreted by the Board. Subject to the discretion of the Board, the eligible participants shall belong to any of the following class(es):

- (i) executive Directors, independent non-executive directors and senior executives of the Company who are responsible for the decision-making, operation and management of the Company as determined by the Board; and
- (ii) any other groups or classes of participants who have contributed or may contribute to the development of the Group including but not limited to the qualified persons.

#### MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION UNDER THE SHARE OPTION SCHEME

The Company may grant share options to Eligible Participants entitling to subscribe for a total up to 26,321,173 Shares, representing 10% of the total number of Shares in issue as at the date on which the resolution regarding the Share Option Scheme was passed at the Special General Meeting on 29 November 2018, being 263,211,739 Shares. The Company may seek approval of its Shareholders at general meeting for refreshing the 10% limit under the Share Option Scheme, however the total number of shares which may be allotted and issued upon exercise of all options to be granted under all the schemes of the Company under the limit as refreshed must not exceed 10% of the shares in issue as at the date of approval for the limit. Share Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised under the Share Option Scheme) will not be counted for the purpose of calculating the refreshed limit. Further, the maximum number of shares which may be issued upon exercise of all outstanding Share Options granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of shares in issue from time to time.

#### 合資格參與者

購股權計劃特定的合資格參與人（「合資格參與人」）將由董事會全權酌情決定，且該決定將由董事會予以解釋。根據董事會的酌情決定，合資格參與人將屬於以下任何類別：

- (i) 對本公司決策、經營及管理負有責任之本公司執行董事、獨立非執行董事及高級管理人員，該等人士乃由董事會釐定；及
- (ii) 已或可能對本集團發展做出貢獻的任何其他組別或類別參與人，包括但不限於合資格人士。

#### 根據購股權計劃可供認購的股份數目上限

本公司可向合資格參與人授出購股權，賦予其權利認購合共最多26,321,173股股份，相當於有關購股權計劃的決議案於2018年11月29日的股東特別大會上獲通過當日已發行股份總數（即263,211,739股股份）之10%。本公司可於股東大會上尋求股東批准更新購股權計劃下10%之限額；然而，本公司所有計劃根據經更新限額將予授出之所有購股權獲行使後可予配發及發行之股份總數不得超過於批准限額日期已發行股份之10%。先前根據購股權計劃授出之購股權（包括尚未行使、已註銷、已根據購股權計劃失效或已行使之購股權）將不會納入計算經更新之限額內。此外，根據購股權計劃及本公司任何其他購股權計劃授出之所有尚未行使購股權獲行使而可能發行之最高股份數目不得超過不時已發行股份總數之30%。

**MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT**

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Company to each Eligible Participant in any 12-month period up to and including the date of grant of the share options shall not exceed 1% of the total number of shares in issue.

**EXERCISE TIME AND EXPIRY DATE OF THE SHARE OPTIONS**

The granted share options are exercisable in 4 tranches of 25% each on the date after the first, second, third and fourth anniversaries of the date of grant. The exercisable period will expire on 29 November 2028.

**EXERCISE PRICE UNDER THE SHARE OPTION SCHEME**

The exercise price of share options shall be determined by the Board and notified to the Eligible Participants. The exercise price shall be the highest of:

- (i) the closing price of the shares stated in the Stock Exchange's daily quotation sheet on the grant date;
- (ii) the average closing price of the shares stated in the Stock Exchange's daily quotations sheet for the five consecutive trading days prior to the grant date; and
- (iii) the par value of the Shares.

During the current year, 4,928,676 share options with exercise price of HK\$8.18 per share are granted to certain directors and employees on 11 December 2018. These share options are with vesting periods from 11 December 2018 to 10 December 2022 and were exercisable in 4 tranches of 25% each, from 11 December 2019, 2020, 2021, 2022 to 29 November 2028.

**每名合資格參與人可獲授權益上限**

於任何十二個月期間直至授出購股權日期（包括該日），根據購股權計劃及本公司任何其他購股權計劃向及將向每名合資格參與人授予之購股權獲行使時已發行及將予發行之股份總數，不得超過已發行股份總數之1%。

**購股權行使時間及到期日**

已授出購股權為四批，每批為25%，於授出日期第一、第二、第三及第四週年後之日期行使。行使期將於2028年11月29日屆滿。

**購股權計劃的行使價**

購股權的行使價須經董事會確定，並告知合資格參與人。行使價應當為以下三者的最高值：

- (i) 於授出日期於聯交所每日報價表所列的股份收市價；
- (ii) 於授出日期之前之連續五個交易日於聯交所每日報價表所列的股份平均收市價；及
- (iii) 股份的面值。

於本年度，4,928,676份購股權（行使價為每股8.18港元）於2018年12月11日授予若干董事及僱員。該等購股權之歸屬期為2018年12月11日至2022年12月10日，分為四批，每批25%，於2019年、2020年、2021年及2022年12月11日至2028年11月29日行使。

## DIRECTORS' REPORT

### 董事會報告

During the period from 29 November 2018 to 31 December 2018, the changes in share options granted by the Company under the Share Option Scheme are as follows:

自2018年11月29日至2018年12月31日止期間，本公司根據購股權計劃授出的購股權變動如下：

	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	At date of grant 於授出日期	Adjustment 調整	31 December 2018 2018年12月31日
Directors 董事					
Mr. Yang Lei 楊蕾先生	11 December 2018 2018年12月11日	8.18	205,790	-	205,790
Mr. Li Chak Hung 李澤雄先生	11 December 2018 2018年12月11日	8.18	61,737	-	61,737
Dr. Meng Xiaosu 孟曉蘇博士	11 December 2018 2018年12月11日	8.18	61,737	-	61,737
Mr. Yang Buting 楊步亭先生	11 December 2018 2018年12月11日	8.18	61,737	-	61,737
Mr. Zhao Daxin 趙大新先生	11 December 2018 2018年12月11日	8.18	61,737	-	61,737
			452,738	-	452,738
Other Eligible Participants 其他合資格參與人	11 December 2018 2018年12月11日	8.18	4,475,938	30,869	4,445,069
			4,928,676	30,869	4,897,807

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2018 and as at the date of this report.

## 董事在構成競爭業務中之權益

於截至2018年12月31日止年度內任何時間及於本報告刊發日期，董事目前或過去概無在與本集團業務構成或可能構成直接或間接競爭的業務中擁有任何權益。

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 41 to the consolidated financial statements, no contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 董事在重大交易、安排及合約中之權益

除合併財務報表附註41所披露者外，於本年度終結時或於本年度內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司並無訂立董事直接或間接擁有重大權益之任何重要合約。

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed "Share Option Scheme", at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2018, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholders	Nature of interests	Number of shares and underlying shares held	Approximate % of the relevant issued share capital	Note
股東名稱	權益性質	持有股份及相關股份數目	佔有關已發行股本之概約百分比	附註
Knowledge Silicon Valley Limited 知識硅谷有限公司	Interest of controlled corporation 受控制法團之權益	288,728,934	101.13%	1
Sheng Bang Holdings Limited ("Sheng Bang") 勝邦控股有限公司 ("勝邦")	Interest of controlled corporation 受控制法團之權益	288,728,934	101.13%	1
Zhou Zheng 周政	Interest of controlled corporation 受控制法團之權益	288,728,934	101.13%	1

Notes:

- This includes interests in (i) 205,182,287 shares of the Company, and (ii) convertible bonds (upon exercise of the conversion rights attached to which, 83,546,647 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang, which in turn was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.
- All interests stated above represent long positions.

## 購買股份或債券之安排

除根據「購股權計劃」一節所披露者外，本公司、其控股公司、或其任何附屬公司或同系附屬公司於本年度內概無參與任何安排，使董事能藉此獲得本公司或其他任何法人團體之股份或債券而獲得利益。

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於2018年12月31日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份及相關股份權益之股東如下：

附註：

- 該權益包括天洋投資（為知識硅谷有限公司之全資附屬公司）持有之(i)本公司205,182,287股股份，及(ii)本公司可換股債券（於隨附換股權獲行使時，本公司將配發及發行83,546,647股股份）。知識硅谷有限公司由勝邦（由周政先生全資擁有）擁有80%之權益。根據證券及期貨條例，周政先生、勝邦及知識硅谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。
- 所有上述權益指好倉。

### SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDERS UNDER RULE 13.18 OF THE LISTING RULES

The Group entered into subscription agreements containing covenants relating to specific performance of the controlling shareholders of the Company which were subject to announcement disclosure under Rule 13.18 of the Listing Rules and requirements of disclosure in this annual report under Rule 13.21 of the Listing Rules, the details of which are set out below:

Pursuant to the terms and conditions of the Convertible Bonds I and the Bonds I and II, which details are set out in note 27 to the consolidated financial statements, at all times throughout the terms of the Convertible Bonds I and the Bonds I and II, (a) the controlling shareholders, namely SkyOcean Investment and Mr. Zhou Zheng, shall maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company on a Fully-Diluted Basis; (b) SkyOcean Investment shall not (i) exercise any of its rights to convert all or any portion of the Charged Existing CB into Shares; and (ii) amend any terms or conditions of the Existing CB Sale and Purchase Agreement, the Existing CB Terms and Conditions, the Uncharged Existing CB Terms and Conditions and the Charged Existing CB Terms and Conditions; and (c) Mr. Zhou Zheng shall remain as a Director and the Chairman of the Company. A breach of such covenants constitutes an Event of Default.

As at the date of this annual report, (a) SkyOcean Investment and Mr. Zhou Zheng beneficially owns approximately 71.87% of the issued share capital of the Company; (b) SkyOcean Investment has not (i) exercised any of its rights to convert all or any portion of the Charged Existing CB into Shares; and (ii) amended any terms or conditions of the Existing CB Sale and Purchase Agreement, the Existing CB Terms and Conditions, the Uncharged Existing CB Terms and Conditions and the Charged Existing CB Terms and Conditions; and (c) Mr. Zhou Zheng remains as a Director and the Chairman of the Company.

### 控股股東根據上市規則第13.18條須履行之特定責任

本集團已就本公司控股股東根據上市規則第13.18條受公告披露規定及根據上市規則第13.21條於本年報披露有關須履行之特定責任之規定，訂立附帶契諾之認購協議，其詳情載列如下：

根據可換股債券I以及債券I及債券II之條款及條件，詳情載列於合併財務報表附註27，於可換股債券I以及債券I及債券II之整個年內任何時間(a)控股股東（即天洋投資及周政先生）須一直維持直接或間接實益擁有合共不少於本公司按全面攤薄基準之已發行股本之51%；(b)天洋投資不得(i)行使其任何權利將全部或任何部分已押記現有可換股債券轉換為股份；及(ii)修改現有可換股債券買賣協議、現有可換股債券條款及條件、未押記現有可換股債券條款及條件及已押記現有可換股債券條款及條件之任何條款或條件；及(c)周政先生將留任本公司董事及主席。違反有關契諾即構成違約事件。

於本年報日期，(a)天洋投資及周政先生實益擁有本公司已發行股本約71.87%；(b)天洋投資並無(i)行使其任何權利將全部或任何部分已押記現有可換股債券轉換為股份；及(ii)修改現有可換股債券買賣協議、現有可換股債券條款及條件、未押記現有可換股債券條款及條件及已押記現有可換股債券條款及條件之任何條款或條件；及(c)周政先生留任本公司董事及主席。

## ENVIRONMENTAL PROTECTION

The Group has endeavored to comply with laws and regulations regarding environmental protection and adopted effective environmental measures to ensure that the conducting of the Group's business meets the applicable construction standards and ethics in respect of environmental protection.

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible developer, 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 sound environmental protection and safety track records and have closely monitored the project at every stage to ensure the construction process is in compliance with environmental protection and safety laws and regulations, and would require construction contractors to immediately resolve any defect or noncompliance, where necessary. For further details, please refer to the Environmental, Social and Governance Report.

## COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

As far as the Company is aware, the Group has complied in material respects with the relevant laws and regulations which have a significant impact on the business and operations of the Company during the year ended 31 December 2018.

## 環境保護

本集團致力遵守有關環境保護的法律及法規，並採取有效環保措施，確保進行本集團之業務活動符合適用建築標準及環境保護規範。

本集團從辦事處至旗下物業組合均恪守環境可持續發展原則。作為恪盡己責之發展商，本集團透過審慎管理其能源消耗、用水量、物業設計和廢物產生量而致力確保將對環境造成之影響減至最低。此外，我們委聘擁有健全環保及安全往績的建築承包商，並在各階段密切監測項目，以確保施工過程符合環保和安全法律法規，且要求建築承包商立即解決任何缺陷或不合規事項（如需要）。有關進一步詳情，請參閱環境、社會及管治報告。

## 遵守法律法規

本集團已制定合規程序，確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。董事會已委派審核委員會監察有關本集團遵守法律及監管規定之政策及常規，並定期審閱相關政策。相關僱員及相關運營單位均不時獲悉適用法律、規則及法規之任何變動。

據本公司所知，本集團於截至2018年12月31日止年度已在各重要方面遵守對本公司之業務及營運有重大影響之法律及法規。

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

### WORKPLACE QUALITY

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. With an aim to enhancing the quality of the Board's performance by diversity, the board diversity policy was adopted. Details of such board diversity policy are set out in the section headed "Corporate Governance Report – Board Diversity Policy". Further, the Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behaviour, employees' rights and benefits. The Group establishes and implements policies that promote a harmony and respectful workplace.

The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different trainings, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also organised charitable and staff-friendly activities for employees, such as annual dinner, to promote staff relationship.

The Group provides a safe, effective and congenial working environment. Adequate arrangements, trainings and guidelines are implemented to ensure the working environment is healthy and safe. The Group provided health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

The Group values the health and well-being of its staff. In order to provide employees with health coverage, its employees are entitled to medical insurance benefits.

## 與本集團僱員、客戶及供應商之主要關係

### 工作環境質量

本集團為平等機會僱主，不會因個人特徵而歧視任何員工。為憑藉董事會成員多元化而令董事會之表現更上層樓，本公司已採納董事會成員多元化政策。有關董事會成員多元化政策之詳情載於「企業管治報告－董事會成員多元化政策」一節。此外，本集團員工手冊載有僱傭條款及條件、對員工操守及行為的預期、員工的權利及福利。本集團所制定及執行的政策旨在締造一個和諧共融及相互尊重的工作環境。

本集團提供在職培訓及發展機會，促進員工的職業發展。透過舉辦不同的培訓項目，員工在公司營運、職業及管理技巧各方面的專業知識均有所增長。本集團亦為員工籌辦各種慈善及員工活動（如週年晚宴等），以促進員工關係。

本集團提供安全、有效及適宜的工作環境。本集團提供充分的安排、培訓及指導以確保工作環境健康安全。本集團舉辦健康及安全講座，為員工提供職業健康與安全的相關資訊並提高其職業健康與安全意識。

本集團重視員工的健康和福祉。為保障各僱員的健康，本集團向各僱員均提供醫療保險福利。

## RELATIONSHIPS WITH THE GROUP'S OTHER STAKEHOLDERS

The Group maintains good relationships with existing and potential customers as understanding of the market trends would enable the Group to monitor and review the credit quality of the customers and timely adjust its operating strategies, which are crucial to the development and success of the Group. 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.

During the year ended 31 December 2018, there was no material and significant dispute between the Group and its financial institutions and/or customers.

## EMOLUMENT POLICY

Details of the Directors' and senior management emoluments and of the five highest paid individuals in the Group are set out in notes 12 and 13 to the consolidated financial statements.

The emolument policy of the employees of the Group is set up on the basis of their merit, qualifications and competence.

The emoluments payable to Directors will depend on their respective contractual terms under their employment contracts or service contracts as approved by the Board on the recommendation of the Remuneration Committee, having regard to the Company's operating results, individual's performance and comparable market statistics.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate revenue attributable to the Group's five largest customers accounted for 13.74% of the Group's total revenue for the year and the revenue attributable to the Group's largest customer included therein amounted to 3.17%. The aggregate purchases attributable to the Group's five largest suppliers accounted for 43.50% of the Group's total construction cost incurred for the year. The purchases attributable to the Group's largest supplier amounted to 20.30% of the Group's total purchases.

None of the Directors, their associates or any shareholders, which to the knowledge of the Directors, owned more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest customers or suppliers.

## 與本集團其他持份者之關係

本集團與現有及潛在客戶維持良好關係可洞悉市場趨勢，有助本集團監督及審核客戶信貸質素並適時地調整其營運策略，此舉對於本集團的發展及成功極其重要。由於本集團的業務屬資本密集型業務，需要持續融資以延續持續增長，故本集團致力與多間商業銀行及金融機構建立及維持良好關係。

於截至2018年12月31日止年度，本集團與金融機構及／或其客戶之間並無重大及明顯之爭議。

## 薪酬政策

董事及高級管理人員之酬金及本集團五名最高薪酬人士之酬金詳情載列於合併財務報表附註12及13。

本集團僱員之薪酬政策乃按僱員之功績、資歷及能力制訂。

應付董事之薪酬將視乎薪酬委員會向董事會提供之建議獲批准後，按各自之僱傭合約或服務合約內之條款以及本公司運營業績、個人表現及比較市場統計數字而釐定。

## 主要客戶及供應商

年內，來自本集團五大客戶之收入總額佔本集團全年收入總額13.74%，當中本集團最大客戶佔收入3.17%，而本集團五大供應商之採購總額佔本集團全年發生建設成本總額之43.50%。本集團最大供應商之採購額佔本集團採購總額之20.30%。

任何董事、彼等之聯繫人士或據董事所知擁有本公司已發行股本5%以上的股東，並無於本集團五大客戶或供應商中擁有任何實益權益。



## DIRECTORS' REPORT

董事會報告

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares on the Stock Exchange during the year ended 31 December 2018.

### DONATIONS

The Group made no charitable donations during the year.

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 73 to 95.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that a sufficient public float of more than 25% of the issued capital of the Company has been maintained as at the date of this report and at all times during the year ended 31 December 2018.

### EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 44 to the consolidated financial statements.

### INDEPENDENT AUDITOR

The Company has appointed Messrs, Deloitte Touche Tohmatsu ("Deloitte") as auditors of the Company for the year ended 31 December 2018.

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Deloitte as the auditor of the Company.

On behalf of the Board

**Zhou Zheng**  
Chairman

Hong Kong, 27 March 2019

### 購買、出售或贖回上市證券

於截至2018年12月31日止年度，本公司及其任何附屬公司概無於聯交所購買、出售或贖回本公司之任何股份。

### 捐款

本集團於本年度內並無作出慈善捐款。

### 企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料，載列於第73至95頁之企業管治報告內。

### 足夠公眾持股量

根據本公司可取得的公開資料及就董事所知，確認於本報告日以及於截至2018年12月31日止年度內所有時間，本公司已維持超過本公司已發行股本25%的足夠公眾持股量。

### 報告期後事項

報告期後事項詳情載於合併財務報表附註44內。

### 獨立核數師

本公司已委任德勤•關黃陳方會計師行（「德勤」）為本公司截至2018年12月31日止年度的核數師。

本公司應屆股東週年大會上將提呈一項決議案，以續聘德勤為本公司核數師。

代表董事會

**周政**  
主席

香港，2019年3月27日

Deloitte.

德勤

TO THE SHAREHOLDERS OF DREAMEAST GROUP LIMITED  
夢東方集團有限公司  
(incorporated in Bermuda with limited liability)

致夢東方集團有限公司股東

(於百慕達註冊成立的有限公司)

## OPINION

We have audited the consolidated financial statements of DreamEast Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 120 to 264, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "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 ("HKSA") 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.

## 意見

本行已審計第120至264頁所載夢東方集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表。此合併財務報表包括於2018年12月31日的合併財務狀況表與截至該日止年度的合併損益及其他綜合收益表、合併權益變動表及合併現金流量表，以及合併財務報表附註，包括主要會計政策概要。

本行認為，該等合併財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2018年12月31日的財務狀況及截至該日止年度 貴集團的合併財務表現和合併現金流量，並已按照香港公司條例的披露規定妥為編製。

## 意見的基礎

本行已根據香港會計師公會頒佈的《香港審計準則》進行審核。本行在該等準則下承擔的責任已在本報告「核數師對審計合併財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，本行獨立於 貴集團，並已履行守則中的其他專業道德責任。本行相信，本行所獲得的審核證據能充足及適當地為本行的審核意見提供基礎。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for 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.

#### Key audit matter

##### 關鍵審計事項

#### Valuation of investment properties

##### 投資物業之估值

We identified the valuation of investment properties as a key audit matter because the valuation process is based on an estimation of future results, a set of assumptions and a determination of key inputs, which are judgmental. Any changes to these inputs may have a significant impact on the fair value. Management determined the fair value of the Group's investment properties at 31 December 2018 with the assistance of an independent external valuer.

本行把投資物業的估值列為關鍵審計事項，因為估值過程乃基於對未來業績的估計，並涉及一系列的假設、判斷及對關鍵輸入值的確定。該等輸入值之任何變動均可能會對公允價值造成重大影響。管理層在獨立外部評估師之協助下釐定 貴集團於2018年12月31日投資物業之公允價值。

Details of the investment properties and the related key estimation uncertainty are set out in notes 17 and 4, respectively, to the consolidated financial statements.

投資物業詳情及相關主要估計不確定性分別載於合併財務報表附註17及4。

#### 關鍵審計事項

關鍵審計事項是根據本行的專業判斷，認為對本期合併財務報表的審核最為重要的事項。這些事項於本行審核合併財務報表及出具意見時整體處理，本行不就這些事項提供獨立意見。

#### How our audit addressed the key audit matter

##### 本行在審計中如何處理關鍵審計事項

Our procedures in relation to management's valuation of investment properties included:

本行就管理層對投資物業進行估值之有關程序包括：

- Evaluating the competence, capabilities and objectivity of the independent external valuer engaged by the management;  
評估管理層委聘的獨立外部評估師是否適任、有能力及客觀；
- Obtaining a copy of valuation report prepared by the independent external valuer and discussing with the independent external valuer together with our internal valuation specialists to understand the basis of determination of valuation;  
取得獨立外部評估師編製的評估報告副本，和本行的內部估值專家一起與獨立外部評估師討論以了解釐定估值的基準；
- Challenging the independent external valuer the methodologies and judgments used in valuing the investment properties with the assistance of our internal valuation specialists and obtaining the market evidence that the independent external valuer used to support the key inputs; and  
在本行內部估值專家的協助下，質疑獨立外部評估師對投資物業進行估值時所採用的方法及判斷，並取得獨立外部評估師用於支持關鍵輸入數值的市場證據；及
- Assessing the adequacy of the disclosures of the fair value measurement of investment properties including the fair value measurement hierarchy, the valuation technique and significant unobservable inputs in the consolidated financial statements.  
評估投資物業公允價值計量披露的適當性，包括公允價值計量層級、估值技術及合併財務報表中的重大不可觀察輸入數據。

## KEY AUDIT MATTERS – continued

## 關鍵審計事項 – 續

## Key audit matter

## 關鍵審計事項

## How our audit addressed the key audit matter

## 本行在審計中如何處理關鍵審計事項

## Revenue recognised of property sales

## 物業銷售之已確認收入

We identified the revenue from sales of properties as a key audit matter due to the volume of sales transactions recognised during the year.

因為年內確認之銷售交易之數量，本行把銷售物業所得收入列為關鍵審計事項。

Details of revenue from sales of properties are set out in note 5 to the consolidated financial statements.

銷售物業所得收入之詳情載於合併財務報表附註5。

Our procedures in relation to revenue from sales of properties included:

本行就銷售物業所得收入之有關程序包括：

- Testing key internal controls over revenue recognition on a sampling basis;  
抽樣測試對收入確認之關鍵內部控制；
- Selecting property sales transactions on a sampling basis and:  
抽樣選取物業銷售交易及：
  - reading the signed sales and purchase agreements to understand the relevant terms of the timing of property delivery and title transfer;  
閱覽已簽訂買賣協議，以了解物業交付及業權轉讓之時間安排之相關條款；
  - obtaining evidence regarding the property delivery and title transfer; and  
獲取有關物業交付及業權轉讓之憑據；及
  - reconciling the monetary amounts of recorded transactions and related payments to the signed sales and purchase agreements.  
將已記錄交易之貨幣金額與已簽訂買賣協議之相關付款進行對賬。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### OTHER INFORMATION

The directors of the Company (the "Directors") 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.

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

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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.

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

#### 其他資料

貴公司董事（「董事」）須對其他資料承擔責任。其他資料包括年報中所包含的資料，但不包括合併財務報表及本行載於其中的獨立核數師報告。

本行對合併財務報表作出的意見並未涵蓋其他資料。本行不對其他資料發表任何形式的保證結論。

就審核合併財務報表而言，本行的責任是閱讀其他資料，從而考慮其他資料是否與合併財務報表或本行在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若本行基於已完成的工作認為其他資料出現重大錯誤陳述，本行須報告該事實。本行就此並無任何事項須報告。

#### 董事及治理層對合併財務報表須承擔的責任

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，編製真實且公平的合併財務報表，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製合併財務報表時，董事須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相關的事項，並運用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營或別無其他實際的替代方案。

治理層負責監督貴集團之財務報告流程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 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. 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 judgment 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.

## 核數師對審核合併財務報表承擔的責任

本行的目標為對合併財務報表是否不存在由欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本行意見的核數師報告。本報告乃根據百慕達公司法第90條僅向整體股東作出報告，並無作其他用途。本行不會就本報告內容向任何其他人士負上或承擔任何責任及債務。合理核證是高水平的核證，但不能保證按香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，如果合理預期其單獨或匯總起來可影響合併財務報表使用者依賴該等合併財務報表作出的經濟決定時，則被視為重大錯誤陳述。

本行根據香港審計準則執行審核的工作之一，是運用專業判斷，保持專業懷疑。本行亦：

- 識別及評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審計證據，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，惟並非旨在對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

##### – continued

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

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

#### 核數師對審核合併財務報表承擔的責任 – 續

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核證據，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則修訂本行的意見。本行的結論是基於核數師報告日止所取得的審核證據。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評估合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否公平反映交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核證據，以便對合併財務報發表意見。本行負責集團審核的方向、監督及執行。本行為審核意見承擔全部責任。

本行與治理層就（其中包括）審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括本行在審核過程中識別的內部控制的任何重大缺陷。

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Yam Siu Man.

## 核數師對審核合併財務報表承擔的責任－續

本行亦向治理層作出聲明，表明本行已符合有關獨立性的相關專業道德要求，並與彼等溝通可能被合理認為會影響本行獨立性的所有關係及其他事宜，以及在適用的情況下相關的防範措施。

從與治理層溝通的事項中，本行釐定對本期間合併財務報表審核至關重要的事項，因而構成關鍵審計事項。本行在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極少數情況下，倘合理預期在本行的報告中溝通某事項造成的負面後果超出產生的公眾利益，則本行決定不應在報告中溝通該事項。

出具本獨立核數師報告之審核項目合夥人為任紹文。

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
27 March 2019

德勤•關黃陳方會計師行  
執業會計師  
香港  
2019年3月27日



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 合併損益及其他綜合收益表

For the year ended 31 December 2018 截至2018年12月31日止年度

		NOTES 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Revenue	收入	5		
Sales of properties	物業銷售		89,630	1,253,402
Rental income	租金收入		52,767	12,220
Tourism park operations and other services	旅遊樂園營運		17,440	12,676
Total revenue	收入總額		159,837	1,278,298
Cost of sales and services	銷售及服務成本		(84,974)	(846,448)
Gross profit	毛利		74,863	431,850
Other gains and losses	其他收益及虧損	7	(25,883)	53,770
Other income	其他收入		2,209	8,738
Share of result of a joint venture	分佔一間合營企業的業績	18	(2,702)	–
Gain on fair value change of investment properties	投資物業公允價值變動之收益	17	638,953	51,616
Selling expenses	銷售費用		(48,160)	(59,627)
Administrative expenses	行政費用		(143,076)	(107,109)
Finance costs	財務費用	8	(166,874)	(156,503)
Profit before tax	除稅前溢利		329,330	222,735
Income tax expense	所得稅開支	9	(170,881)	(95,804)
Profit for the year	年內溢利	10	158,449	126,931
<b>Other comprehensive (expense)/income:</b>	<b>其他綜合(開支)/收入:</b>			
<b>Item that will not be reclassified subsequently to profit or loss:</b>	<b>其後不會重新分類至損益之項目:</b>			
Exchange differences on translation to presentation currency	換算為呈列貨幣產生之匯兌差額		(204,441)	157,738
<b>Item that may be reclassified subsequently to profit or loss:</b>	<b>其後或會重新分類至損益之項目:</b>			
Exchange differences on translation of foreign operations	換算海外業務財務報表產生之匯兌差額		38,383	(25,497)
			(166,058)	132,241
<b>Total comprehensive (expense)/income for the year</b>	<b>年內綜合(開支)/收入總額</b>		<b>(7,609)</b>	<b>259,172</b>

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

合併損益及其他綜合收益表

For the year ended 31 December 2018 截至2018年12月31日止年度

		NOTE 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Profit/(loss) for the year attributable to:</b>	歸屬於下列各項之年內溢利／(虧損)：			
Owners of the Company	本公司擁有人		<b>159,932</b>	115,575
Non-controlling interests	非控制性權益		<b>(1,483)</b>	11,356
			<b>158,449</b>	126,931
<b>Total comprehensive (expense)/ income for the year attributable to:</b>	歸屬於下列各項之年內綜合(開支)／收益總額：			
Owners of the Company	本公司擁有人		<b>(6,126)</b>	247,816
Non-controlling interests	非控制性權益		<b>(1,483)</b>	11,356
			<b>(7,609)</b>	259,172
<b>Earnings per share</b>	每股盈利	14		
– Basic	– 基本		<b>HK\$0.6057</b> 港元	HK\$0.4394 港元
– Diluted	– 攤薄		<b>HK\$0.5205</b> 港元	HK\$0.4130 港元

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 合併財務狀況表

At 31 December 2018 於2018年12月31日

		NOTES 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	235,321	46,346
Prepaid lease payments	預付租賃款項	16	50,913	53,648
Investment properties	投資物業	17	5,512,086	5,724,876
Investment in a joint venture	於一間合營企業之投資	18	1,234,984	–
Other long term assets	其他長期資產	22	149,865	181,519
			<b>7,183,169</b>	6,006,389
<b>Current assets</b>	<b>流動資產</b>			
Properties under development for sale	發展中待售物業	19	1,794,433	1,883,976
Completed properties held for sale	已竣工待售物業		358,847	956,040
Inventories	存貨		623	126
Trade receivables	貿易應收款項	20	10,475	8,455
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	21	35,564	678,913
Amounts due from related companies	應收關聯公司款項	41(h)(i)	890,586	5,913
Other current assets	其他流動資產	22	235,783	272,633
Pledged bank deposits	已抵押銀行存款		930	1,793
Bank balances and cash	銀行結餘及現金	23	185,545	1,403,123
			<b>3,512,786</b>	5,210,972
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables and accruals	貿易及其他應付款項及預提款項	24	805,924	678,864
Contract liabilities	合約負債	25	289,975	–
Amounts due to related companies	應付關聯公司款項	41(h)(ii)	1,098,050	433,762
Tax payable	應繳稅項		56,953	46,313
Bank and other borrowings – due within one year	銀行及其他借貸 – 一年內到期	26	414,270	850,136
Convertible bonds and bonds	可換股債券及債券	27	685,984	–
			<b>3,351,156</b>	2,009,075
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>161,630</b>	3,201,897
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>7,344,799</b>	9,208,286
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	28	502,256	389,156
Bank and other borrowings – due after one year	銀行及其他借貸 – 一年後到期	26	3,554,364	3,627,711
Convertible bonds and bonds	可換股債券及債券	27	435,206	2,136,343
			<b>4,491,826</b>	6,153,210
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>2,852,973</b>	3,055,076

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

At 31 December 2018 於2018年12月31日

		NOTE 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	29	<b>28,550</b>	26,322
Reserves	儲備		<b>2,592,043</b>	3,010,673
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>2,620,593</b>	3,036,995
Non-controlling interests	非控制性權益		<b>232,380</b>	18,081
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>2,852,973</b>	3,055,076

The consolidated financial statements on pages 120 to 264 were approved and authorised for issue by the Board of Directors on 27 March 2019 and are signed on its behalf by:

第120至264頁之合併財務報表於2019年3月27日經董事會批准及授權刊發，並由下列董事代表簽署：

**ZHOU ZHENG**

*DIRECTOR*

周政

董事

**YANG LEI**

*DIRECTOR*

楊蕾

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 合併權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益							Equity attributable to non-controlling interests 非控制性權益		Total equity 總額	
		Share capital 股本	Share premium 股份溢價	Statutory surplus reserve 法定盈餘儲備	Other reserve 其他儲備	Share option reserve 購股權儲備	Convertible bonds equity reserve 可換股債券權益儲備	Exchange translation reserve 外匯波動儲備	Retained profits 保留溢利	Total 總計	Equity attributable to non-controlling interests 非控制性權益	Total equity 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1 January 2018	於2018年1月1日	26,322	347,939	127,880	(638,017)	-	1,327,684	(113,306)	1,958,493	3,036,995	18,081	3,055,076
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	159,932	159,932	(1,483)	158,449	
Exchange differences on translation	換算產生之匯兌差額	-	-	-	-	-	-	(166,058)	-	(166,058)	-	(166,058)
Total comprehensive (expense)/income for the year	年內綜合(開支)/收益總額	-	-	-	-	-	-	(166,058)	159,932	(6,126)	(1,483)	(7,609)
Issue of shares upon conversion of convertible bonds (note 27)	可換股債券獲轉換時發行股份(附註27)	19,494	1,903,996	-	-	-	(929,331)	-	-	994,159	-	994,159
Disposal of a subsidiary (note 37)	出售一間附屬公司(附註37)	(17,266)	(1,396,219)	-	8,559	-	-	-	(1,404,931)	215,782	(1,189,149)	
Share-based payments (note 30)	以股份為基礎的付款(附註30)	-	-	-	-	496	-	-	496	-	496	
As at 31 December 2018	於2018年12月31日	28,550	855,716	127,880	(629,463)	496	398,353	(279,364)	2,118,425	2,620,593	232,380	2,852,973

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 合併權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益							Equity attributable to non-controlling interests		Total equity
		Share capital	Share premium	Statutory surplus reserve	Other reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total	Equity attributable to non-controlling interests	Total equity
		股本	股份溢價	法定盈餘儲備	其他儲備	可換股債券權益儲備	外匯波動儲備	保留溢利	總計	非控制性權益應佔權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note a) (附註a)									
At 1 January 2017	於2017年1月1日	26,222	336,039	100,106	(626,972)	1,327,718	(244,848)	1,828,576	2,746,841	62,485	2,809,326
Profit for the year	年內溢利	-	-	-	-	-	-	115,575	115,575	11,356	126,931
Exchange differences on translation	換算產生之匯兌差額	-	-	-	-	-	132,241	-	132,241	-	132,241
<b>Total comprehensive income for the year</b>	<b>年內綜合收益總額</b>	-	-	-	-	-	132,241	115,575	247,816	11,356	259,172
Combination of a subsidiary under common control	合併同一控制下的一間附屬公司	-	-	-	(7,360)	-	-	-	(7,360)	-	(7,360)
Acquisition of a subsidiary (note 36)	收購一間附屬公司(附註36)	-	-	-	(2,254)	-	-	-	(2,254)	-	(2,254)
Acquisition of additional interest in Beijing SkyOcean Comb+ (note c)	收購於北京天洋蜂巢之額外權益(附註c)	-	-	-	(34,009)	-	-	-	(34,009)	(603)	(34,612)
Acquisition of additional interest in Beijing SkyOcean (note b)	收購北京天洋之額外權益(附註b)	-	-	3,676	2,321	-	(699)	38,440	43,738	(55,157)	(11,419)
Deemed contribution on disposal of a subsidiary (note 37)	出售一間附屬公司之視作貢獻(附註37)	-	-	-	30,257	-	-	-	30,257	-	30,257
Issue of shares upon conversion of convertible bonds (note 27)	可換股債券獲轉換時發行股份(附註27)	100	11,900	-	-	(34)	-	-	11,966	-	11,966
Transfer to reserve	轉撥至儲備	-	-	24,098	-	-	-	(24,098)	-	-	-
<b>At 31 December 2017</b>	<b>於2017年12月31日</b>	<b>26,322</b>	<b>347,939</b>	<b>127,880</b>	<b>(638,017)</b>	<b>1,327,684</b>	<b>(113,306)</b>	<b>1,958,493</b>	<b>3,036,995</b>	<b>18,081</b>	<b>3,055,076</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 合併權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

Notes:

- a. In accordance with the Articles of Association of all subsidiaries of DreamEast Group Limited (the "Company") that established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital of those subsidiaries. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous year's losses, expand the existing operation or convert into additional capital of the subsidiaries.
- b. During the year ended 31 December 2016, additional capital injection of RMB150,000,000 was made by the Group to a non-wholly owned subsidiary of the Company, Beijing SkyOcean Foundation Investment Co, Ltd ("Beijing SkyOcean"), the equity interests of which held by the Group was increased from 90% to 96.02% accordingly. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interest in Beijing SkyOcean. Furthermore, during the year ended 31 December 2017, the Group acquired the remaining 3.98% equity interests in Beijing SkyOcean from its non-controlling shareholder for a consideration of RMB9,900,000, which is equivalent to HK\$11,419,000. Upon the completion of this acquisition, Beijing SkyOcean becomes a wholly-owned subsidiary of the Group.
- c. During the year ended 31 December 2017, the Group entered into an equity transfer agreement with the non-controlling shareholder of Beijing SkyOcean COMB+ Technology Co.,Ltd ("Beijing SkyOcean COMB+"), Le Shun Venture Capital Co., Ltd ("Le Shun"), a company held as to 80% by Mr. Zhou Zheng, pursuant to which the Group agreed to acquire and Le Shun agreed to sell 8% equity interest in Beijing SkyOcean COMB+ for a consideration of HK\$34,612,000. Upon completion of the above transaction, Beijing SkyOcean COMB+ became a wholly-owned subsidiary of the Group. The excess of the consideration paid over the carrying amount of non-controlling equity interests of HK\$34,009,000 has been recognised to the other reserve. Subsequently, prior to 31 December 2017, the Group further disposed of its entire equity interests in Beijing SkyOcean COMB+ to Beijing COMB+ Technology & Development Co. Ltd ("Beijing COMB"), a company held as to 80% by Mr. Zhou Zheng, for a cash consideration of HK\$37,795,000. Further details of the aforesaid disposal are set out in note 37.

附註:

- a. 根據夢東方集團有限公司(「本公司」)於中華人民共和國(「中國」)成立的所有附屬公司的公司章程，該等附屬公司須轉撥除稅後溢利的10%至法定盈餘儲備，直至儲備達到該等附屬公司註冊資本的50%。轉撥儲備須於向權益持有人分派股息前作出。法定盈餘儲備可用於彌補過往年度之虧損，擴展現有業務或轉作附屬公司的額外資本。
- b. 於截至2016年12月31日止年度，本集團向本公司之一間非全資附屬公司北京天洋基業投資有限公司(「北京天洋」)新注資人民幣150,000,000元，本集團所持股權相應從90%增至96.02%。本集團之權益及非控制性權益之賬面值經調整以反映彼等於北京天洋相對權益之變動。此外，於截至2017年12月31日止年度，本集團按代價人民幣9,900,000元(相當於11,419,000港元)自其非控股股東收購北京天洋之餘下3.98%股權。於該收購完成後，北京天洋成為本集團之全資附屬公司。
- c. 於截至2017年12月31日止年度，本集團與北京天洋蜂巢科技有限公司(「北京天洋蜂巢」)之非控股股東Le Shun Venture Capital Co., Ltd(「Le Shun」)，一間由周政先生擁有80%權益之公司)訂立股權轉讓協議，據此，本集團同意收購而Le Shun同意出售北京天洋蜂巢之8%股權，代價為34,612,000港元。於上述交易完成後，北京天洋蜂巢成為本集團之全資附屬公司。已付代價超出非控制性權益之部分34,009,000港元已於其他儲備內確認。其後，於2017年12月31日前，本集團進一步將其於北京天洋蜂巢之全部股權出售予北京蜂巢科創有限公司(「北京蜂巢」，一間由周政先生持有80%權益之公司)，現金代價為37,795,000港元。上述出售之進一步詳情載於附註37。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 合併現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

			2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
	NOTES 附註			
<b>Operating activities</b>	<b>經營活動</b>			
Profit before tax	除稅前溢利		<b>329,330</b>	222,735
Adjustments for:	經調整:			
Bank interest income	銀行利息收入		<b>(1,867)</b>	(4,261)
Interest income from liquidity funds	來自流動基金之利息收入		-	(7,479)
Gain on fair value change of investment properties	投資物業公允價值變動之收益		<b>(638,953)</b>	(51,616)
Finance costs	財務費用	8	<b>166,874</b>	156,503
Depreciation on property, plant and equipment	物業、廠房及設備折舊	15	<b>3,825</b>	6,217
Amortisation of prepaid lease payment	預付租賃款項攤銷		<b>1,575</b>	731
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		<b>692</b>	20
Share of result of a joint venture	應佔一間合營企業業績		<b>2,702</b>	-
Allowance for doubtful debts	呆賬撥備		<b>6</b>	-
Share-based payments	以股份為基礎的付款		<b>496</b>	-
Net exchange loss (gain)	匯兌虧損(收益)淨額		<b>20,701</b>	(40,393)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量		<b>(114,619)</b>	282,457
(Increase)/decrease in properties under development and properties for sale	發展中物業及待售物業(增加)/減少		<b>(556,454)</b>	769,325
Increase in prepayment for land use rights	土地使用權之預付款項增加		-	(237,480)
Increase in deposit received from sale of properties	物業銷售已收按金增加		-	(376,711)
(Increase)/decrease in inventories	存貨(增加)/減少		<b>(497)</b>	200
Increase in trade receivables	貿易應收款項增加		<b>(10,487)</b>	(3,824)
Increase in other receivables, deposits and prepayments	其他應收款項、按金及預付款項增加		<b>(1,297,879)</b>	(38,756)
Increase in trade and other payables and accruals	貿易及其他應付款項以及預提款項增加		<b>1,042,877</b>	136,294
Increase in contract liabilities	合約負債增加		<b>170,584</b>	-
Cash (used in)/from operations	經營(所用)/所得之現金		<b>(766,475)</b>	531,505
Income tax paid	已付所得稅		<b>(503)</b>	(28,556)
<b>Net cash (used in)/from operating activities</b>	<b>經營活動(所用)/所得現金淨額</b>		<b>(766,978)</b>	502,949



## CONSOLIDATED STATEMENT OF CASH FLOWS

### 合併現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

		NOTES 附註	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Investing activities</b>	<b>投資活動</b>			
Acquisition of subsidiaries	收購附屬公司	36	–	(5,958)
Disposal of subsidiaries	出售附屬公司	37	–	16,779
Investment in liquidity funds	投資流動基金		–	(1,914,397)
Redemption of liquidity funds	贖回流動基金		–	1,921,877
Purchase of property, plant and equipment	購買物業、廠房及設備		<b>(198,910)</b>	(16,762)
Payment for acquisition of investment properties	支付收購投資物業之款項		<b>(57,242)</b>	(541,112)
Prepayment to a construction contractor for constructing investment properties	就建造投資物業向建築承包商預付款		<b>(46,693)</b>	(43,569)
Bank interest received	已收銀行利息		<b>1,867</b>	4,261
Withdraw of pledged deposit to a financial institution	提取存入金融機構之已抵押存款		–	369,085
Withdrawal of pledged bank deposits	提取已抵押銀行存款		<b>863</b>	1,796
Advance to related companies	向關聯公司墊款		<b>(937,444)</b>	(5,760)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(1,237,559)</b>	(213,760)
<b>Financing activities</b>	<b>融資活動</b>			
Interest paid	已付利息		<b>(351,679)</b>	(303,610)
Disposal of subsidiaries	出售附屬公司	37	<b>(3,192)</b>	–
New bank and other borrowings raised	新增銀行及其他借貸		<b>743,351</b>	3,229,493
Repayment of bank and other borrowings	償還銀行及其他借貸		<b>(119,060)</b>	(3,011,549)
Redemption of bonds	贖回債券		<b>(70,000)</b>	–
Advances from related companies	關聯公司墊款		<b>718,198</b>	202,725
Acquisition of a subsidiary under common control	收購一間同一控制下之附屬公司		–	(7,360)
Acquisition of additional interest in subsidiaries	收購附屬公司之額外權益		–	(46,031)
<b>Net cash from financing activities</b>	<b>融資活動所得之現金淨額</b>		<b>917,618</b>	63,668

## CONSOLIDATED STATEMENT OF CASH FLOWS

合併現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等價物 (減少)/增加淨額	<b>(1,086,919)</b>	352,857
<b>Cash and cash equivalents at the beginning of the year</b>	於年初之現金及 現金等價物	<b>1,403,123</b>	1,045,492
<b>Effect of foreign exchange rate changes</b>	匯率變動之影響	<b>(130,659)</b>	4,774
<b>Cash and cash equivalents at the end of the year, represented by bank balances and cash</b>	於年末之現金及 現金等價物計為 銀行結餘及現金	<b>185,545</b>	1,403,123

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 1. GENERAL AND BASIS OF PREPARATION

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is 10th Floor, COFCO Tower, No. 262 Gloucester Road, Causeway Bay, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company acts as an investment holding company. The principal activities of the subsidiaries (together with the Company, hereinafter collectively referred to as the "Group") were involved in the provision of property development and leasing as well as tourism park operations and other services.

The immediate and ultimate holding company of the Company is SkyOcean Investment Holdings Limited ("SkyOcean Investment"), which is incorporated in the British Virgin Islands ("BVI") and beneficially owned as to 80% by Mr. Zhou Zheng, a director and an ultimate controlling shareholder of the Company.

The functional currency of the Company is Renminbi ("RMB"), and for the purpose of more convenience to the readers of these consolidated financial statements, the consolidated financial statements are presented in Hong Kong dollars ("HK\$").

#### BASIS OF PREPARATION

In preparing these consolidated financial statements, the directors of the Company (the "Directors") have given careful consideration to the going concern status of the Group in light of the Group's outstanding trade and other payables, bank and other borrowings, convertible bonds and bonds as at 31 December 2018 amounted to approximately HK\$5,895,748,000, out of which approximately HK\$1,906,178,000 will be due in the coming twelve months provided that the covenants under the borrowing agreements are satisfied, and the operating lease to be paid in the coming twelve months and capital commitment as at 31 December 2018 of approximately HK\$7,481,000 and HK\$1,777,393,000, respectively. The Group's pledged bank and other deposits and bank balances and cash amounted to approximately HK\$930,000 and HK\$185,545,000 as at 31 December 2018, respectively. The financial resources available to the Group as at 31 December 2018 and up to the date of approval of the consolidated financial statements for issuance may not be sufficient to satisfy the above operating cash flow requirements.

### 1. 一般資料及編製基準

本公司為一間於百慕達註冊成立的有限公司，註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司主要營業地點之地址為香港銅鑼灣告士打道262號中糧大廈10樓。本公司之股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司為投資控股公司。附屬公司（連同本公司統稱為「本集團」）之主要業務為提供物業發展及租賃以及旅遊樂園營運及其他服務。

本公司之直接及最終控股公司為於英屬處女群島（「英屬處女群島」）註冊成立之天洋投資控股有限公司（「天洋投資」），其由本公司之董事及最終控股股東周政先生實益擁有80%權益。

本公司之功能貨幣為人民幣（「人民幣」），為更方便合併財務報表之讀者閱覽，此等合併財務報表以港元（「港元」）呈列。

#### 編製基準

於編製該等綜合財務報表時，鑒於2018年12月31日本集團尚未償還貿易及其他應付款項、銀行及其他借貸、可換股債券及債券約為5,895,748,000港元，其中1,906,178,000港元將於未來十二個月到期（惟借款協議項下的契約獲履行），而於未來十二個月將支付的經營租賃及於2018年12月31日的資本承擔分別約為7,481,000港元及1,777,393,000港元，本公司董事（「董事」）已審慎考慮本集團的持續經營狀況。於2018年12月31日，本集團已抵押銀行及其他存款、銀行結餘及現金分別約為930,000港元及185,545,000港元，本集團於2018年12月31日直至批准刊發綜合財務報表之日期可動用的財務資源可能不足以滿足上述經營現金流量要求。

For the year ended 31 December 2018 截至2018年12月31日止年度

## 1. GENERAL AND BASIS OF PREPARATION – continued

### BASIS OF PREPARATION – continued

The Group has prepared a cash flow forecast which involves judgments and estimations based on management's input of key variables and market conditions including the future economic conditions to sustain the Group as a going concern. The Group has been implementing a number of measures in the cash flow forecast, including but not limited to:

- (i) subsequent to 31 December 2018, Mr. Zhou Zheng, a Director and the ultimate controlling shareholder of the Company, and SkyOcean Group Holdings Limited, the a fellow subsidiary of the Company, have agreed to provide adequate fund to enable the Group to meet its financial obligations, as and when they fall due for the foreseeable future. In addition, SkyOcean Group Holdings Limited has agreed not to demand repayment of the amount due to its wholly owned subsidiaries by the Group of approximately HK\$1,098,050,000 as at 31 December 2018 until the Group is in a financial position to do so;
- (ii) the Group's unutilised loan facility of HK\$698,000,000 from banks and financial institutions as at 31 December 2018; and
- (iii) financing plan of obtaining new credit facilities which will be expected to be secured by existing properties of the Group and new land use right to be obtained by the Group.

The Directors consider that after taking into account the above, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

## 1. 一般資料及編製基準 – 續

### 編製基準 – 續

本集團已基於管理層對關鍵變量的判斷及市場狀況（包括維持本集團持續經營的未來經濟狀況）編製現金流量預測，有關預測涉及判斷及估計。本集團已於現金流量預測中一直實施多項措施，包括但不限於：

- (i) 於2018年12月31日後，本公司董事及最終控股股東周政先生及本公司同系附屬公司天洋控股集團有限公司已同意提供充足資金，以讓本集團可滿足其可預見未來到期之財務責任。此外，天洋控股集團有限公司已同意不會要求本集團償還於2018年12月31日欠付其全資附屬公司的款項約1,098,050,000港元，直至本集團財務狀況容許償還為止；
- (ii) 於2018年12月31日本集團自銀行及金融機構獲得的未動用貸款融資698,000,000港元；及
- (iii) 取得新信貸融資的融資計劃，有關新信貸融資預期由本集團現有物業及本集團將取得的新土地使用權作抵押。

董事認為，經計及上述各項後，本集團將有充足資金，可為其營運撥資及滿足其可預見未來到期之財務責任。因此，綜合財務報表乃按持續基準編製。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

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

The Group has applied the following new and amendments to HKFRSs and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant for the preparation of the Group’s consolidated financial statements for the first time in the current year:

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

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

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂

### 於本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂

本集團於本年度首次應用下列由香港會計師公會（「香港會計師公會」）頒佈且與編製本集團合併財務報表有關的新訂及經修訂香港財務報告準則及詮釋：

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	來自客戶合約之收入及相關修訂
香港（國際財務報告詮釋委員會）—詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號之修訂	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	採用香港財務報告準則第4號保險合約時應用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2014年至2016年週期之年度改進一部分
香港會計準則第40號之修訂	轉撥投資物業

除下文所述者外，於本年度應用上述新訂及經修訂香港財務報告準則及詮釋並無對本集團於本年度及過往年度之財務表現及狀況及／或此等合併財務報表載列之披露資料造成重大影響。

For the year ended 31 December 2018 截至2018年12月31日止年度

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

### 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* and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) 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, 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 and the related interpretations.

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

- Sales of properties
- Tourism park operations and other services

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

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂一續

### 香港財務報告準則第15號來自客戶合約之收入

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號取代香港會計準則第18號收入及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而初步應用該準則的累積影響已於2018年1月1日初步應用當日確認。於初步應用日期的一切差異於期初保留盈利或權益的其他部分（如適用）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，本集團已選擇僅將該準則追溯應用於2018年1月1日尚未完成之合約，所有修訂的綜合影響於初步應用日期反映。因此，由於比較資料乃根據香港會計準則第18號及相關詮釋編製，若干比較資料可能無法比較。

本集團自以下來自客戶合約產生之主要來源或業務確認收入：

- 銷售物業
- 旅遊樂園營運及其他服務

有關本集團履約責任及應用香港財務報告準則第15號後的會計政策的資料分別披露於附註5及附註3。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

### HKFRS 15 REVENUE FROM CONTRACTS WITH CUSTOMERS – continued

#### Summary of effects arising from initial application of HKFRS 15

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

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂－續

### 香港財務報告準則第15號來自客戶合約之收入－續

#### 首次應用香港財務報告準則第15號之影響概述

應用香港財務報告準則第15號對2018年1月1日本集團之保留溢利並無重大影響。下列為對於2018年1月1日之合併財務狀況表中確認之金額所作出的調整。沒有受變動影響的項目並不包括在內。

	Carrying amounts previously reported as at 31.12.2017	Reclassification	Carrying amounts under HKFRS15 as at 1.1.2018
	先前已於2017年12月31日呈報的賬面值 HK\$'000 千港元	重新分類 HK\$'000 千港元 (Note) (附註)	根據香港財務報告準則第15號於2018年1月1日的賬面值 HK\$'000 千港元
<b>Current Liabilities</b>			
Trade and other payables and accruals			
Contract liabilities			
	678,864	(119,391)	559,473
	–	119,391	119,391

Note: As at 1 January 2018, deposits from customers for properties developed for sale of HK\$119,391,000 previously included in trade and other payables and accruals were reclassified to contract liabilities.

附註：於2018年1月1日，先前計入貿易及其他應付款項及預提款項的自發展中待售物業客戶收取之按金119,391,000港元重新分類至合約負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

#### HKFRS 15 REVENUE FROM CONTRACTS WITH CUSTOMERS – continued

##### Summary of effects arising from initial application of HKFRS 15 – continued

The application of HKFRS 15 has no material impact on the Group's consolidated statement of profit or loss and other comprehensive income for the current year. The following table summarises the impacts of applying HKFRS 15 on the Group's consolidated statement of financial position as at 31 December 2018 and its consolidated statements of 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.

##### Impact on the consolidated statement of financial position

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂－續

#### 香港財務報告準則第15號來自客戶合約之收入－續

##### 首次應用香港財務報告準則第15號之影響概述－續

應用香港財務報告準則第15號對本集團於本年度之合併損益及其他綜合收益表概無重大影響。下表概述應用香港財務報告準則第15號對本集團於2018年12月31日之合併財務狀況表及本年度合併現金流量表中每一項受影響項目的影響。沒有受變動影響的項目並不包括在內。

##### 對合併財務狀況表之影響

	As reported	Adjustments	Amount without application of HKFRS 15 並無應用香港財務報告準則第15號之金額
	呈列金額 HK\$'000 千港元	調整 HK\$'000 千港元	HK\$'000 千港元
<b>Current Liabilities</b>			
Trade and other payables and accruals			
流動負債 貿易及其他應付款項及預提款項	805,924	289,975	1,095,899
Contract liabilities	289,975	(289,975)	-



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

#### HKFRS 15 REVENUE FROM CONTRACTS WITH CUSTOMERS – continued

Summary of effects arising from initial application of HKFRS 15 – continued

Impact on the consolidated statement of cash flows

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂－續

#### 香港財務報告準則第15號來自客戶合約之收入－續

首次應用香港財務報告準則第15號之影響概述－續

對合併現金流量表之影響

	As reported	Adjustments	Amount without application of HKFRS 15
	呈列金額 HK\$'000 千港元	調整 HK\$'000 千港元	並無應用香港財務報告準則第15號之金額 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>			
Increase in trade and other payables and accruals	1,042,877	170,584	1,213,461
Increase in contract liabilities	170,584	(170,584)	–

For the year ended 31 December 2018 截至2018年12月31日止年度

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

### HKFRS 9 FINANCIAL INSTRUMENTS

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

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.

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

#### Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and lease receivables. Except for those which had been determined as credit impaired under HKAS 39, trade receivables, and lease receivables have been assessed individually.

ECL for other financial assets at amortised cost, including other receivables and deposits, amounts due from related companies, bank balances and pledged bank deposits are assessed on 12-month ECL (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂一續

### 香港財務報告準則第9號金融工具

於本年度，本集團已應用香港財務報告準則第9號及其他香港財務報告準則之相關後續修訂。香港財務報告準則第9號引入有關1) 金融資產及金融負債之分類及計量；及2) 金融資產及財務擔保合約之預期信貸虧損（「預期信貸虧損」）之新規定。

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2018年1月1日（初步應用日期）尚未取消確認的工具追溯應用分類及計量規定（包括預期信貸虧損下之減值）而並無對已於2018年1月1日取消確認的工具應用該等規定。

應用香港財務報告準則第9號所導致的會計政策於附註3披露。

#### 預期信貸虧損模式下之減值

本集團應用香港財務報告準則第9號簡化法計量預期信貸虧損，此乃就全部貿易應收款項及應收租賃款項使用全期預期信貸虧損。除根據香港會計準則第39號被釐定為信貸減值之該等款項外，已個別評估貿易應收款項及應收租金。

按攤銷成本計量之其他金融資產（包括其他應收款項及按金、應收關聯公司之款項、銀行結餘以及已抵押銀行存款）之預期信貸虧損乃按12個月預期信貸虧損（「12個月預期信貸虧損」）進行評估，原因為自初始確認以來信貸風險並無顯著增加。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

### HKFRS 9 FINANCIAL INSTRUMENTS – continued

#### Impairment under ECL model – continued

As at 1 January 2018, the Directors reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9, and concluded that the application of HKFRS 9 in the current year has had no material impact on the Group's financial performance and positions for the current and prior years.

### AMENDMENTS TO HKAS 40 TRANSFERS OF INVESTMENT PROPERTY

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in HKAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

At the date of initial application, the Group assessed the classification of certain properties based on conditions existing at that date. The application of amendments to HKAS 40 has resulted in the transfer of certain properties held for sale of HK\$16,177,000 to investment properties as at 1 January 2018 as a result of the inception of leases instead of the commencement of the leases.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂－續

### 香港財務報告準則第9號金融工具－續

#### 預期信貸虧損模式下之減值－續

於2018年1月1日，董事根據香港財務報告準則第9號使用毋須花費不必要成本或精力即可獲得的合理及可靠資料審閱及評估本集團現有金融資產是否減值，並得出結論，本年度應用香港財務報告準則第9號對本集團於本年度及過往年度之財務表現及狀況並無重大影響。

### 香港會計準則第40號之修訂轉撥投資物業

該修訂澄清，轉撥至投資物業或由投資物業轉撥時需要評估物業是否符合投資物業的定義或已不再符合投資物業的定義，並以證據證明已發生使用變更。該修訂進一步澄清，除香港會計準則第40號所列的情況外，其他情況可能會證明使用情況有所改變，在建物業亦有可能會改變使用情況（即使用變動不限於已竣工物業）。

於首次應用日期，本集團根據該日已存在的狀況評估若干物業的分類。由於租賃的訂立並非租賃的開始，應用香港會計準則第40號之修訂已導致為數16,177,000港元之若干待售物業轉撥至於2018年1月1日之投資物業。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

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

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

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

### 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂一續

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及詮釋：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港（國際財務報告詮釋委員會）—詮釋第23號	所得稅處理之不確定性 <sup>1</sup>
香港財務報告準則第3號之修訂	業務的定義 <sup>4</sup>
香港財務報告準則第9號之修訂	反向補償之提前償付特徵 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司間之資產出售或投入 <sup>2</sup>
香港會計準則第1號及香港會計準則第8號之修訂	重大的定義 <sup>5</sup>
香港會計準則第19號之修訂	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則第28號之修訂	聯營公司及合營公司之長期權益 <sup>1</sup>
香港財務報告準則之修訂	香港財務報告準則2015年至2017年週期之年度改進 <sup>1</sup>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

- 1 Effective for annual periods beginning on or after 1 January 2019
- 2 Effective for annual periods beginning on or after a date to be determined
- 3 Effective for annual periods beginning on or after 1 January 2021
- 4 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
- 5 Effective for annual periods beginning on or after 1 January 2020

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

### 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 leases 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.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂－續

- 1 於2019年1月1日或以後開始之年度期間生效
- 2 於將釐定之日期或以後開始之年度期間生效
- 3 於2021年1月1日或以後開始之年度期間生效
- 4 對收購日期為於2020年1月1日或之後開始的首個年度期間開始時或之後的業務合併與資產收購有效
- 5 於2020年1月1日或以後開始之年度期間生效

除下文所述之新訂香港財務報告準則外，董事預期應用所有其他新訂及經修訂香港財務報告準則及詮釋於可見將來不會對本集團之合併財務報表造成重大影響。

### 香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號於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變動的規定。

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撤銷，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。

For the year ended 31 December 2018 截至2018年12月31日止年度

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

### HKFRS 16 LEASES – continued

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for own use while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payment in relation to lease liability will be allocated into a principal and an interest portion which will be both presented as financing cash flows by the Group, upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂一續

### 香港財務報告準則第16號租賃一續

使用權資產初步按成本計量，其後按成本（若干例外情況除外）減累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。租賃負債初步按該日尚未支付的租賃款項的現值計量。其後，租賃負債將就（其中包括）利息及租賃款項以及租賃變動的影響作出調整。就現金流量的分類而言，本集團目前將預付租賃款項列作與自用租賃土地有關的投資現金流量，而其他經營租賃款項被列作經營現金流量。於應用香港財務報告準則第16號後，本集團將與租賃負債有關的租賃款項劃入本金及利息部分，並將列作融資現金流量，預付租賃款項將繼續按性質（如適用）呈列為投資或經營現金流量。

根據香港會計準則第17號，本集團已就融資租賃安排確認一項資產及相關融資租賃負債及就租賃土地確認預付租賃款項（倘本集團為承租人）。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，視乎本集團是分開呈列使用權資產還是於將呈列相應有關資產（倘擁有）之同一分列項目內呈列而定。

除亦適用於出租人的若干規定外，香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計處理方法的規定，並繼續要求出租人將其租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求作出更詳盡的披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

### HKFRS 16 LEASES – continued

As at 31 December 2018, the Group has non-cancellable operating lease commitments of HK\$11,165,000 as disclosed in note 32. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of HK\$1,069,000 and refundable rental deposits received of HK\$9,624,000 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.

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.

## 2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則之修訂－續

### 香港財務報告準則第16號租賃－續

如附註32所披露，於2018年12月31日，本集團的不可撤銷經營租賃承擔為11,165,000港元。初步評估顯示，該等安排符合租賃定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，惟低值或短期租賃除外。

此外，本集團目前將已支付的可退還租賃按金1,069,000港元及已收取的可退還租賃按金9,624,000港元，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號下租賃款項的定義，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為攤餘成本。對可退還租賃按金作出的調整被視為額外租賃款項，並計入使用權資產的賬面值中。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。

採用新規定或會導致上述計量、呈列及披露的變動。本集團擬選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而並無對先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）－詮釋第4號並未識別為包括租賃的合約應用該準則。因此，本集團將不會重新評估合約是否為或包括於首次應用日期前已存在的租賃。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties which 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 or 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, 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.

### 3. 主要會計政策

合併財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，合併財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例規定的適用披露。

除投資物業以每個報告期末之公允價值計量外，合併財務報表乃根據歷史成本基準編製，詳情載於下文會計政策。

歷史成本一般基於用作交換貨品或服務之代價之公允價值計算。

公允價值為於計量日市場參與者於有序交易中出售資產將收取之價格或轉讓負債支付之價格，不論該價格是否可直接觀察或使用其他估值技術估計。於估計資產或負債之公允價值時，若市場參與者於計量日定價資產或負債時會考慮該資產或負債之特點則本集團會考慮該資產或負債的特點。於此等合併財務報表作計量及／或披露用途之公允價值乃按此基準釐定，除非屬於香港財務報告準則第2號「以股份為基礎付款」內之以股份為基礎的付款交易、屬於香港會計準則第17號內之租賃交易及與公允價值類似但並非公允價值之計量，例如：香港會計準則第2號「存貨」內的可變現淨值或香港會計準則第36號「資產減值」內的使用價值。

非金融資產公允價值之計量則參考市場參與者可從使用該資產得到之最高及最佳效用，或將該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

For 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.

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.

### 3. 主要會計政策 – 續

按公允價值交易之投資物業，凡於其後期間應用以不可觀察輸入數據計量公允價值之估值方法，估值方法應予校正，以使於初步確認時估值方法之結果相等於交易價格。

此外，就財務報告而言，公允價值計量根據公允價值計量之輸入數據的可觀察程度及其對整體公允價值計量之重要性分為第一、第二或第三層，詳情如下：

- 第一層的輸入數據指實體於計量日能在活躍市場上得到有關相同資產或負債的報價（未予調整）；
- 第二層的輸入數據指除包含在第一層之報價以外，可直接或間接觀察得到的資產或負債的輸入數據；及
- 第三層的輸入數據指資產或負債不可觀察得到的輸入數據。

主要會計政策載列如下。

#### 合併基準

合併財務報表包括本公司以及本公司及其附屬公司所控制實體之財務報表。取得控制權指本公司：

- 有權控制受投資方；
- 對參與受投資方業務所得浮動回報承擔風險或享有權利；及
- 有能力運用其權力以影響該等回報。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### BASIS OF CONSOLIDATION – continued

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiaries 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 component 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.

### 3. 主要會計政策 – 續

#### 合併基準 – 續

倘事實及情況表明上述所列之三項控制權因素中一項或多項發生變動，則本集團會重新評估其是否仍然控制受投資方。

當本集團取得附屬公司之控制權時，便將該附屬公司合併入賬，而當本集團失去附屬公司之控制權時，便停止將附屬公司合併入賬。具體而言，年內收購或出售之附屬公司之收入及開支於本集團取得控制權當日起計入合併損益及其他綜合收益表，直至本集團失去該附屬公司之控制權當日為止。

損益及其他綜合收益之各組成部分歸屬於本公司擁有人及非控制性權益。附屬公司之綜合收益總額屬於本公司擁有人及非控制性權益，即使此舉會引致非控制性權益為負數亦然。

必要時，對附屬公司財務報表作出調整以使其會計政策與本集團會計政策一致。

所有集團內成員公司間交易之資產及負債、權益、收入、開支及現金流量於合併入賬時全數對銷。

附屬公司非控制性權益與本集團權益分開呈列，反映賦予其持有人有權於清盤時享有按比例攤佔淨資產的擁有權。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. 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/HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 主要會計政策 – 續

#### 本集團於現有附屬公司權益之變動

倘本集團於附屬公司權益之變動不會導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之相關權益部分及非控制性權益之賬面值將予調整，以反映其於該等附屬公司之相關權益變動，包括於本集團與非控制性權益之間根據本集團及非控制性權益的權益比例重新劃撥相關儲備。

對非控制性權益作出調整之金額與已付或已收代價之公允價值之間任何差額，乃直接於權益中確認並歸屬於本公司之擁有人。

倘本集團失去對附屬公司之控制權，則取消確認該附屬公司及非控制性權益（如有）之資產及負債。收益或虧損於損益中確認，並按(i)已收代價之公允價值與任何保留權益之公允價值之總和及(ii)本公司擁有人應佔該附屬公司之資產（包括商譽）及負債之賬面值間之差額計算。先前於其他綜合收益確認之有關該附屬公司之所有金額，按猶如本集團已直接出售該附屬公司之相關資產或負債入賬（即按香港財務報告準則適用之規定／許可條文重新分類至損益或轉撥至另一類權益類別）。於失去控制權當日於前附屬公司保留之任何投資之公允價值被列作初步確認之公允價值或（如適用）於聯營公司或合營企業之投資的初步確認之成本，並後續根據香港財務報告準則第9號／香港會計準則第39號入賬。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### ACQUISITION OF A SUBSIDIARY NOT CONSTITUTING A BUSINESS

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

#### INVESTMENT IN A JOINT VENTURE

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

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

### 3. 主要會計政策－續

#### 不構成一項業務的附屬公司收購事項

當本集團收購不構成一項業務的一組資產或負債，本集團通過首先按金融資產／金融負債各自的公允價值分配購買價，剩餘購買價隨後按其他個別可識別資產和負債於購買日的相關公允價值分配，以識別及確認所收購的個別可識別資產及所承擔的負債。該交易不會產生商譽或廉價收購收益。

#### 於合營企業之投資

合營企業屬一種共同安排，擁有該安排共同控制權之各方擁有分佔該共同安排淨資產之權利。共同控制權指按合約協定分享一項安排之控制權，並只在與業務相關決策需得到分享控制權之各方一致同意時存在。

合營企業之業績與資產及負債乃按權益會計法納入本合併財務報表內。根據權益法，於合營企業之投資初步乃按成本於合併財務狀況報表確認，其後作出調整以確認本集團應佔該合營企業之損益及其他全面收入。於該合營企業之資產淨值（損益及其他綜合收入除外）變動不入賬，除非該等變動導致本集團持有之擁有權權益變動。當本集團應佔合營企業之虧損超出其於該合營企業之權益（包括實質上構成本集團於該合營企業之投資淨額之一部份之任何長期權益），則本集團不再確認其應佔之進一步虧損。本集團僅會在其須於代表該合營企業承擔法律或推定責任，或代其支付款項之情況下，方會確認額外虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### INVESTMENT IN A JOINT VENTURE – continued

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

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (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.

When the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

### 3. 主要會計政策 – 續

#### 於合營企業之投資 – 續

於被投資公司成為一間合營企業當日，於合營企業之投資開始採用權益法入賬。於收購於合營企業之投資時，投資成本超過本集團應佔被投資公司可識別資產及負債之公平淨值之部分將確認為商譽，並計入投資賬面值。本集團應佔可識別資產及負債之公平淨值超過投資成本之部分，經重新評估後即時於收購投資期間在損益內確認。

本集團評估是否有客觀跡象顯示於合營企業之權益可能減值。倘任何客觀跡象存在，投資（包括商譽）之全部賬面值乃根據香港會計準則第36號作為單獨資產，通過比較可收回金額（即使用價值及公平值減出售成本之較高者）與賬面值進行減值測試。任何確認之減值虧損屬投資賬面值之一部份。減值虧損之任何撥回乃按香港會計準則第36號確認，惟僅限於投資之可收回金額隨後增加。

當本集團對合營企業不再擁有共同控制權時，則入賬列作出售接受投資公司的全部權益，由此產生的收益或虧損於損益確認。

For the year ended 31 December 2018 截至2018年12月31日止年度

**3. SIGNIFICANT ACCOUNTING POLICIES  
– continued**

**REVENUE FROM CONTRACTS WITH CUSTOMERS  
(UPON APPLICATION OF HKFRS 15 IN ACCORDANCE  
WITH TRANSITIONS IN NOTE 2)**

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

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

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

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

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

**3. 主要會計政策－續**

**來自客戶合約之收入（根據附註  
2的過渡應用香港財務報告準則  
第15號後）**

根據香港財務報告準則第15號，當（或於）達成履約責任時，即特定履約責任相關的商品或服務「控制權」轉讓予客戶時，本集團會確認收入。

履約責任指一項明確的商品或服務（或一批商品或服務）或一系列大致相同的明確商品或服務。

倘符合下列其中一項準則，則隨時間轉讓控制權，並參照完全達成相關履約責任的進度隨時間確認收入：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創造及增強客戶於本集團履約時控制的資產；或
- 本集團的履約並無創造對本集團具有其他用途的資產，而本集團擁有可強制執行權利收取迄今已履約部分的款項。

否則，收入會於客戶取得明確商品或服務的控制權時確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2) – continued

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

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

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

#### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

### 3. 主要會計政策 – 續

#### 來自客戶合約之收入（根據附註 2的過渡應用香港財務報告準則 第15號後） – 續

合約資產指本集團就本集團向客戶轉讓的商品或服務收取代價的權利（其尚未成為無條件），乃根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去，即會到期支付代價。

合約負債指本集團向已收取代價（或到期收取代價）的客戶轉讓商品或服務的責任。

與同一合約有關的合約資產及合約負債按淨額基準入賬及呈列。

#### 存在重大融資成分

於釐定交易價格時，倘經協定付款時間（不論以暗示或明示方式）為客戶或本集團帶來轉移貨品或服務予至客戶之重大融資利益，本集團將就資金時間值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾乃於合約中明確規定或於訂約方協定之付款條款隱含，均可能存在重大融資成分。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2) – continued

##### Existence of significant financing component – continued

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

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

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

### 3. 主要會計政策－續

#### 來自客戶合約之收入（根據附註 2的過渡應用香港財務報告準則 第15號後）－續

##### 存在重大融資成分－續

就付款及轉移相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就於轉移本集團已就任何重大融資而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。於收取預付款至轉移相關貨品及服務期間的相關利息開支按相同基準入賬列作其他借貸成本。

##### 獲得合約之增量成本

獲得合約之增量成本指本集團取得客戶合約所產生之成本，倘未獲得該合約，則不會產生有關成本。

倘預期可收回有關成本，則本集團確認該等成本為一項資產。所確認資產其後按與向客戶轉讓有關該資產之貨品或服務一致之系統基準攤銷至損益。

倘該等成本將在一年內悉數攤銷至損益，則本集團將應用可行權宜方法，支銷所有增量成本以獲得合約。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### REVENUE FROM CONTRACTS WITH CUSTOMERS (UPON APPLICATION OF HKFRS 15 IN ACCORDANCE WITH TRANSITIONS IN NOTE 2) – continued

##### Revenue recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable.

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

Revenue from sale of goods is recognised when the goods are delivered and title has passed.

Revenue from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and prepayments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Revenue from tourism park operations including entrance fee and food and beverage is recognised when the relevant services are provided.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### 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.

### 3. 主要會計政策 – 續

#### 來自客戶合約之收入（根據附註2的過渡應用香港財務報告準則第15號後） – 續

##### 收入確認（於2018年1月1日前）

收入按已收或應收代價之公允價值計量。

收入金額能夠可靠地計量；倘未來經濟利益流入本集團且當本集團各業務達致特定標準時，方會確認收入，概述如下。

貨品銷售收入乃於貨品付運及所有權已轉移時予以確認。

日常業務過程中銷售物業之收入於相關物業竣工及交付買家時予以確認。符合上述收入確認標準前所收取買家之按金及預付款項於合併財務狀況表計入流動負債。

旅遊樂園營運收入（包括入場費及餐飲）於提供相關服務時予以確認。

利息收入按未償還本金額及適用之實際利率以時間基準計算。有關利率指將於初步確認時金融資產之估計未來所收現金在估計可使用年期內準確折現至該項資產賬面淨值之利率。

#### 租賃

凡租賃條款將有關擁有權之絕大部分風險及回報轉嫁予承租人之租賃，均列為融資租賃。所有其他租賃均列為經營租賃。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### LEASES – continued

##### The Group as lessor

Rental income from operating leases is recognised in the profit or loss on a straight-line basis over the term of the relevant lease.

##### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease.

##### Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating leases. Specially, the entire consideration (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at initial recognition.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

### 3. 主要會計政策－續

#### 租賃－續

##### 本集團作為出租人

經營租賃之租金收入於相關租期按直線基準於損益確認。

##### 本集團作為承租人

經營租賃付款於相關租期內按直線基準確認為開支。

##### 租賃土地及樓宇

當本集團就同時包括租賃土地及樓宇部分之物業權益付款時，本集團會根據各部分所有權所附之絕大部分風險及回報是否已轉移至本集團之評估，分別將各部分分類為融資或經營租賃，除非兩個部分毫無疑問為經營租賃，於該情況下整項物業將入賬列為經營租賃。具體而言，全部代價（包括任何一次性預付款項）於初步確認時將按租賃權益相關的公允價值，按比例在土地部分與樓宇部分間分配。

倘租賃付款能可靠分配，則以經營租賃入賬之租賃土地權益於合併財務狀況表中呈列為「預付租賃款項」，並於租期內以直線法攤銷，惟根據公允價值模式分類並入賬為投資物業者除外。當租賃款項無法可靠地在租賃土地及樓宇部分之間分配時，整項物業一般將視該租賃土地為融資租賃作歸類。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) 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 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 translation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange translation reserve. Exchange differences arising from translation of a foreign operation to the functional currency of the Company (i.e. RMB) are recognised in profit or loss in the period in which the foreign operation is disposed of whilst exchange differences relating to translation from RMB to the presentation currency of the Group are transferred directly to retained profits. On disposal of a group entity that is not a foreign operation, the exchange differences accumulated in equity relating to the translation of assets and liabilities of that group entity into presentation currency of the Group are transferred directly to retained profits.

### 3. 主要會計政策 – 續

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率換算為各自之功能貨幣（即該實體經營所在主要經濟地區之貨幣）記賬。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生之匯兌差額，於其產生期間在損益中確認。

就呈列合併財務報表而言，集團實體之資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元），而其收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動，於此情況下，則採用於交易當日之適用匯率。所產生之匯兌差額（如有）乃於其他綜合收益確認及於權益中外匯換算儲備項下累計。換算海外業務至本公司之功能性貨幣（即人民幣）產生之匯兌差異於出售海外業務期間之損益內確認，而由人民幣換算到本集團呈列貨幣之匯兌差異直接轉入保留溢利。當處置非海外業務集團實體時，換算該集團實體的資產負債至本集團呈列貨幣而產生之匯兌差異將由權益部分直接轉入保留溢利。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### SHARE-BASED PAYMENTS

##### Equity-settled share-based payment transactions

###### *Share options granted to employees*

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

#### 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 defined contribution retirement benefits schemes, including state-managed retirement benefits schemes in the PRC and the Mandatory Provident Fund Scheme, are recognised as an expense when employees have rendered service entitling them to the contributions.

### 3. 主要會計政策一續

#### 以股份為基礎的付款

按權益結算以股份為基礎的付款交易

##### *授予僱員的購股權*

向僱員及其他提供類似服務的人士作出的按權益結算以股份為基礎的付款乃於授出日期按權益工具的公允價值計量。

於授出日期釐定的按權益結算以股份為基礎的付款之公允價值（不考慮所有非市場歸屬條件）乃根據本集團對最終歸屬股權工具的估計，於歸屬期內按直線法列支，並在權益（購股權儲備）內計入相應增額。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬股權工具的估計數目。修訂原有估計的影響（如有）將於損益內確認，令累計開支反應經修訂的估計，並相應調整購股權儲備。

#### 借貸成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所產生之直接借貸成本，計入該等資產之成本中，直至該等資產已大致上可供其擬定用途或銷售。

所有其他借貸成本按其產生期間在損益中確認。

#### 退休福利成本

向定額供款退休福利計劃（包括中國國家管理退休福利計劃及強制性公積金計劃）支付之款項，於僱員提供服務而有權獲得有關供款時確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. 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 and salaries, annual leave and sick leave) 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 the profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

### 3. 主要會計政策 – 續

#### 短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支。除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付之任何金額後，對僱員應得之福利（例如工資及薪金、年假及病假）確認負債。

#### 稅項

所得稅開支為現行應繳稅項及遞延稅項之總額。

現行應繳稅項根據年度應課稅溢利計算。應課稅溢利與合併損益及其他綜合收益表內呈報之除稅前溢利兩者存在差異乃由於前者並無計入其他年度之應課稅或可扣減收支項目，亦無計入毋須課稅或不獲扣減之項目所致。本集團之現行稅項負債乃按已於報告期末訂定或大致訂定之稅率計算。

遞延稅項乃為合併財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之暫時性差異而確認。遞延稅項負債一般就所有應課稅之暫時性差異予以確認，而遞延稅項資產則就可扣減之暫時性差異，按可能會出現可用以抵銷該等可扣減之暫時性差異之應課稅溢利而予以確認。若於一項交易中，因初步確認（非業務合併）其他資產與負債而引致之暫時性差異既不影響應課稅溢利亦不影響會計溢利，則有關資產及負債不予確認。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### TAXATION – continued

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interest in a joint venture, 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 interest 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.

The carrying amount of deferred tax assets is reviewed at the end of the 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 when 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 purpose of measuring deferred tax liabilities 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.

### 3. 主要會計政策 – 續

#### 稅項 – 續

遞延稅項負債就於附屬公司之投資及於合資企業之權益產生之應課稅臨時性差異確認，惟本集團能夠控制暫時性差異之撥回，且暫時性差異於可預見將來可能不會撥回除外。與該等投資及權益有關的可扣減暫時性差異產生的遞延稅項資產僅於存在足夠應課稅溢利，能動用暫時性差異之利益進行抵銷，且預期於可預見將來會撥回的情況下予以確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並在不再可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計算。所根據之稅率（及稅法）乃於報告期末已訂定或大致訂定。

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之稅務後果。

就計算使用公允價值模式計量投資物業的遞延稅項負債而言，該等物業的賬面值假定為可透過銷售全數收回，除非有關假定被推翻則除外。當投資物業可予折舊及以一個商業模式所持有，而此模式的宗旨乃並非透過出售而是隨時間推移將投資物業所包含的絕大部分經濟利益用盡時，則該假定可予推翻。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### TAXATION – continued

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

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly to equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### PROPERTIES UNDER DEVELOPMENT FOR SALE

Properties under development for sale which are intended to be held for sale in the ordinary course of business are carried at the lower of cost and net realisable value and are shown as current assets. Cost includes the cost of land, construction cost and other development expenditure and other attributable expenses. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale, of which the selling price is determined based on prevailing market conditions.

The Group transfers a property from investment property to inventories when there is evidence of a change in use of the property by commencement of development with a view to sale. The property's deemed cost is being the property's fair value at the date of change in use.

#### COMPLETED PROPERTIES FOR SALE AND OTHER INVENTORIES

Completed properties for sale are stated at the lower of cost and net realisable value. Cost includes the related land costs, development expenditure incurred and, where appropriate, borrowing costs capitalised.

Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 3. 主要會計政策 – 續

#### 稅項 – 續

當有合法可執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關徵收之所得稅有關且本集團擬按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互相抵銷。

即期及遞延稅項於損益中確認，惟倘其關於在其他綜合收益中確認之項目或直接在權益中確認之項目，則即期及遞延稅項亦會於其他綜合收益中確認或直接於權益中確認。

#### 發展中待售物業

於一般業務過程中擬持作出售之發展中待售物業按成本及可變現淨值之較低者列賬，並顯示為流動資產。成本包括土地成本、建築成本及其他發展開支及其他應計開支。可變現淨值指存貨的估計售價減完成的所有估計成本及作出銷售的必需成本，其中售價根據當前市場情況釐定。

倘投資物業用途發生變更（以發展項目開始銷售為證），本集團將該物業轉撥至存貨。物業的視作成本即物業於用途變更日期的公允價值。

#### 已竣工待售物業及其他存貨

已竣工待售物業按成本及可變現淨值兩者之較低者入賬。成本包括相關土地成本、所產生之發展開支及（倘適用）已資本化之借貸成本。

其他存貨按成本及可變現淨值兩者之較低者入賬。成本以加權平均法計算。可變現淨值指存貨的估計售價減完成的所有估計成本及作出銷售的必需成本。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purpose (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method, at the following rate per annum:

Leasehold land and buildings	Over the shorter of the lease terms and 5%
Leasehold improvements	Over the shorter of the lease terms and 15% to 33 $\frac{1}{3}$ %
Furniture, fixtures and office equipment	15% to 33 $\frac{1}{3}$ %
Computer equipment and software	20% to 33 $\frac{1}{3}$ %
Motor vehicles	20% to 33 $\frac{1}{3}$ %

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.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

### 3. 主要會計政策一續

#### 物業、廠房及設備

物業、廠房及設備(包括為用於生產或供應貨品或服務,或為行政目的而持有的土地及樓宇)(下文所述的在建工程除外)乃按成本值減其後累計折舊及累計減值虧損(如有)於合併財務狀況表入賬。

確認折舊以按資產(在建工程除外)減估計可使用年期之剩餘價值以直線法撇銷成本,採用之折舊年率如下:

租賃土地及樓宇	按租期及5% (以較短期間者為準)
租賃物業裝修	按租期及15%至33 $\frac{1}{3}$ % (以較短期間者為準)
傢俬、裝置及辦公室設備	15%至33 $\frac{1}{3}$ %
電腦設備及軟件	20%至33 $\frac{1}{3}$ %
汽車	20%至33 $\frac{1}{3}$ %

本公司於各報告期末檢討估計可使用年期、剩餘價值及折舊方法,並按未來適用法入賬任何預計之變動之影響。

用於生產、供應或行政用途的在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及根據本集團會計政策為合資格資產而資本化之借貸成本。該等物業完工後並可用於擬定用途時被劃分為物業、廠房及設備之合適類別。與其他物業資產依據之基準一樣,該等資產可用作擬定用途時開始折舊。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### PROPERTY, PLANT AND EQUIPMENT – continued

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

#### IMPAIRMENT ON TANGIBLE ASSETS

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

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

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.

### 3. 主要會計政策 – 續

#### 物業、廠房及設備 – 續

物業、廠房及設備項目於出售或預計持續使用資產並無未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目產生之任何收益或虧損按出售所得款項與資產賬面值之差額釐定，並於損益確認。

#### 有形資產之減值

本集團於報告期末審閱其有形資產之賬面值，以釐定該等資產是否有任何減值虧損跡象。如存在任何有關跡象，則會估計相關資產之可收回金額以釐定減值虧損之程度（如有）。

有形資產之可收回金額單獨估計，當無法單獨估計可收回金額時，本集團便會估計資產所屬現金產生單位之可收回金額。倘可識別合理及一貫之分配基準，企業資產亦會被分配至個別之現金產生單位，否則會被分配至可識別合理及一貫之分配基準之最小現金產生單位組別。

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量使用除稅前折現率（反映市場現時對貨幣時間價值之評估及與未調整估計未來現金流量之資產（或現金產生單位）之特定風險）折現至其現值。

倘資產（或現金產生單位）之可收回金額估計少於其賬面值，則該資產（或現金產生單位）之賬面值削減至其可收回金額。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### IMPAIRMENT ON TANGIBLE ASSETS – continued

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

#### 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).

#### INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

### 3. 主要會計政策－續

#### 有形資產之減值－續

當減值虧損其後撥回，該資產（或現金產生單位）之賬面值增至其可收回金額之經修訂估計值，然而增加後之賬面值不得超過倘若該資產（或現金產生單位）過往年度並無確認減值虧損原應釐定之賬面值。減值虧損撥回時即時於損益確認。

#### 撥備

倘本集團因過往事件而產生現有責任（法定或推定），而本集團可能須履行該責任且該責任之金額能可靠估計，則會確認撥備。

確認撥備之金額乃於報告期末經計及有關責任之風險及不確定因素後，對償付現有責任所需代價作出之最佳估計。當撥備使用償付現有責任之估計現金流量計量時，其賬面值為有關現金流量之現值（倘其貨幣時間價值之影響重大）。

#### 投資物業

投資物業指持作賺取租金及／或待資本增值之物業（包括為此目的之建造中物業）。

投資物業初步按成本（包括任何直接應佔開支）計量。於初始確認後，投資物業使用公允價值模式按公允價值計量。投資物業之公允價值變動所產生之盈虧於產生期間計入損益。

建造中投資物業所產生之建造成本會資本化，作為建造中投資物業部分賬面值。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### INVESTMENT PROPERTIES – continued

The Group transfers a property from inventories to investment property when there is evidence of a change in use of the property by inception of the operating lease agreements. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

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 item is derecognised.

#### 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 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.

### 3. 主要會計政策 – 續

#### 投資物業 – 續

本集團於經營租賃協議開始時將物業從存貨轉撥至投資物業。轉撥日期之物業公允價值與其先前賬面值之間的任何差異於損益表確認。

投資物業乃於出售後或當投資物業永久不再使用及預期出售物業不會產生未來經濟利益時取消確認。取消確認該物業時產生之任何損益（按出售所得款項淨額與該資產之賬面值之差額計算）計入該項目取消確認期間之損益內。

#### 金融工具

倘集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時限內交收資產之金融資產買賣。

金融資產及金融負債最初按公允價值計量，惟自2018年1月1日起初步根據香港財務報告準則第15號計量之來自客戶合約所產生之貿易應收款項除外。因收購或發行金融資產及金融負債而直接應佔交易成本於首次確認時計入金融資產或金融負債（按適用）之公允價值或自金融資產及金融負債（按適用）之公允價值扣除。收購按公允價值計入損益之金融資產或金融負債而直接應佔交易成本即時於損益確認。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

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.

#### Financial assets

*Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)*

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

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

### 3. 主要會計政策－續

#### 金融工具－續

實際利率法為一種計算相關期間內金融資產或金融負債之攤餘成本及利息收入及利息開支分配之方法。實際利率是於初步確認時準確地將金融資產或金融負債在預期可用年期（或（如適用）較短期間）內，貼現所有預期未來現金收益及付款（包括構成實際利率一部分的支付或收取的所有費用及基點、交易成本及其他溢價或折讓）至賬面淨值之比率。

#### 金融資產

*金融資產分類及後續計量（根據附註2的過渡應用香港財務報告準則第9號後）*

符合以下條件的金融資產其後按已攤餘成本計量：

- 於目的為收取合約現金流量的業務模式內持有金融資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

##### *Amortised cost and interest income*

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

##### *Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2)*

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, lease receivables, other receivables and deposits, amounts due from related companies, bank balances and pledged bank deposits). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

##### *攤餘成本及利息收入*

其後按攤餘成本計量的金融資產的利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外（見下文）。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤餘成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

##### *金融資產減值（根據附註2的過渡應用香港財務報告準則第9號後）*

本集團就受限於香港財務報告準則第9號項下減值的金融資產（包括貿易應收款項、應收租金、其他應收款項及按金、應收關聯公司款項、銀行結餘及已抵押銀行存款確認預期信貸虧損的虧損撥備。於各報告日期對預期信貸虧損金額進行更新，以反映自初步確認以來的信貸風險變動。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) – continued*

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 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 and lease receivables. The ECL on these assets are assessed individually.

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.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

*金融資產減值 (根據附註2的過渡應用香港財務報告準則第9號後) – 續*

全期預期信貸虧損指於相關工具的預計可使用年期內發生所有可能違約事件而導致的預期信貸虧損。與其相反，12個月預期信貸虧損則指預期可能於報告日期後12個月內發生違約事件而導致部分可使用年期的預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及就報告日期的當前狀況及未來狀況預測的評估進行調整。

本集團一直就應收貿易賬款及應收租金確認全期預期信貸虧損。該等資產的預期信貸虧損將單獨進行評估。

就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初步確認後信貸風險出現大幅增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初步確認後所發生違約的可能性或風險是否大幅增加而定。

#### (i) 信貸風險顯著增加

在評估自初始確認以來信貸風險是否有大幅增加時，本集團將截至報告日期金融工具發生的違約風險與截至初步確認日期金融工具發生違約風險相比較。在作出該評估時，本集團考慮合理及可靠的定量及定性資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) – continued*

(i) Significant increase in credit risk – continued

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

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

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

*金融資產減值 (根據附註2的過渡應用香港財務報告準則第9號後) – 續*

(i) 信貸風險顯著增加 – 續

具體而言，於評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約交換價格顯著上升；
- 商業、金融或經濟情況出現預計會導致債務人償債能力顯著下降的現有或預期不利變化；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償還債項的能力顯著下降。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) – continued*

(i) Significant increase in credit risk – continued

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial 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.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

*金融資產減值 (根據附註2的過渡應用香港財務報告準則第9號後) – 續*

(i) 信貸風險顯著增加 – 續

儘管如此，倘債務工具於報告日被認為具低信貸風險，則本集團假設該金融工具之信貸風險自初始確認後未有顯著增加。倘屬以下情況，則金融工具將被釐定為具有較低之信貸風險：i)其違約風險較低，ii)借款人在短期內絕對有能力履行其合約現金流量之義務，以及iii)經濟和商業狀況長遠之不利變化，惟不一定會降低借款人履行合約現金流義務之能力。

就財務擔保合約而言，本集團訂立不可撤銷承諾之日期被視為評估金融工具減值之初步確認日期。於評估自初步確認財務擔保合約後信貸風險是否大幅增加時，本集團考慮特定債務人之違約風險變動。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) – continued*

(i) Significant increase in credit risk – continued

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

(ii) Definition of default

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

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

*金融資產減值 (根據附註2的過渡應用香港財務報告準則第9號後) – 續*

(i) 信貸風險顯著增加 – 續

本集團定期監控用於識別信貸風險是否顯著增加之標準的效力，並於適當時候作出修訂，以確保有關標準於款項逾期前可確定信貸風險顯著增加。

(ii) 違約之定義

就內部信貸風險管理而言，當內部生成或自外部來源取得的資料顯示債務人很有可能無法悉數向其債權人（包括本集團）還款時（不計及本集團持有的任何抵押品），本集團視為發生違約事件。

**3. SIGNIFICANT ACCOUNTING POLICIES  
– continued**

**FINANCIAL INSTRUMENTS – continued**

**Financial assets – continued**

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2) – continued*

(iii) **Credit-impaired financial assets**

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

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

**3. 主要會計政策－續**

**金融工具－續**

**金融資產－續**

*金融資產減值（根據附註2的過渡應用香港財務報告準則第9號後）－續*

(iii) **信貸減值金融資產**

當發生一項或多項對金融資產估計未來現金流量有不利影響之違約事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括有關以下事件之可觀察數據：

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 由於財務困難致使金融資產之活躍市場消失。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2)*  
– continued

#### (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.

#### (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. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKAS 17.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

*金融資產減值 (根據附註2的過渡應用香港財務報告準則第9號後)*  
– 續

#### (iv) 撇銷政策

倘有資料顯示對手方陷入嚴重財務困難且無實際收回可能 (例如對手方遭清盤或啟動破產程序), 或就貿易應收款項而言, 有關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。在考慮法律意見 (如適當) 後, 已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成取消確認事件。任何其後收回於損益確認。

#### (v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率 (即違約時的損失程度) 及違約風險的函數。違約概率及違約損失率的評估乃依據經前瞻性資料調整後的歷史數據作出。預期信貸虧損之估計反映以發生相關違約風險之金額作為加權數值而釐定之無偏概率加權金額。

一般而言, 預期信貸虧損為本集團根據合約應收的所有合約現金流量與本集團預計收取的所有現金流量之間的差額, 並按初步確認時釐定的實際利率貼現。就應收租金而言, 根據香港會計準則第17號, 用於釐定預期信貸虧損的現金流量與用於計量應收租金的現金流量一致。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

*Impairment of financial assets (upon application HKFRS 9 with transitions in accordance with note 2)*  
– continued

##### (v) Measurement and recognition of ECL – continued

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.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, lease receivables, other receivables and amounts due from related parties where the corresponding adjustment is recognised through a loss allowance account.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

*金融資產減值 (根據附註2的過渡應用香港財務報告準則第9號後)*  
– 續

##### (v) 預期信貸虧損的計量及確認 – 續

就財務擔保合約而言，根據擔保工具之條款，本集團僅須於債務人違約時付款。因此，預期損失為償還持有人所產生信貸虧損之預計款項現值，減去本集團預計自持有人、債務人或任何其他方收取之任何金額。

利息收入根據金融資產的賬面總值計算，惟金融資產存在信貸減值除外，在此情況下，利息收入乃按金融資產的攤餘成本計算。

就財務擔保合約而言，虧損撥備按以下較高者確認：根據香港財務報告準則第9號釐定之虧損撥備；以及初步確認金額減（倘適用）擔保期間所確認之累計收入。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項、應收租金、其他應收款項及應收關聯方款項透過虧損撥備賬確認相應調整除外。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

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

All Group's financial assets are classified into loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

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, other receivables and deposits, amounts due from related companies, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

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

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

Financial assets 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.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

##### *金融資產分類及後續計量 (於2018年1月1日應用香港財務報告準則第9號前)*

本集團所有金融資產分類入貸款及應收款項。分類視乎金融資產之性質及用途而定，並於初步確認時釐定。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時限內交付資產之金融資產買賣。

貸款及應收款項為無活躍市場報價而附帶固定或可釐定付款之非衍生金融資產，於首次確認後，貸款及應收款項（包括貿易應收款項、其他應收款項及按金、應收關聯公司款項、已抵押銀行存款以及銀行結餘及現金）採用實際利率法以攤餘成本減任何減值列賬。

利息收入乃應用實際利率法確認，惟利息確認並不重大的短期應收款項除外。

##### *金融資產減值 (於2018年1月1日應用香港財務報告準則第9號前)*

金融資產於各報告期末評估有否減值跡象。倘若有客觀證據顯示因初步確認金融資產後發生之一項或多項事件，令投資之估計未來現金流量受到影響，則金融資產被視作減值。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

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

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

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

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

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, other receivables and amounts due from related parties, 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, other receivable and amount due from a related party is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

##### *金融資產減值 (於2018年1月1日應用香港財務報告準則第9號前) – 續*

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對手方遇到嚴重財務困難；或
- 違反合約，如逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組。

應收款項組合減值之客觀證據包括本集團過往之收款經驗、組合內超過平均信貸期的延期還款個案數目之增加，與拖欠應收款相關的國家或當地經濟之可見因素轉變。

就按攤餘成本列賬之金融資產而言，已確認減值虧損金額為該資產之賬面值與按該金融資產原先實際利率折現之估計未來現金流量之現值間之差額。

就所有金融資產而言，金融資產之賬面值直接減去減值虧損，惟貿易應收款項、其他應收款項及應收關聯方款項除外，其賬面值透過使用撥備賬削減。撥備賬賬面值之變動於損益中確認。當貿易應收款項、其他應收款項及應收關聯方款項被認為無法收回時，則於撥備賬內撇銷。其後收回先已撇銷之金額於損益中計入。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial assets – continued

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

For 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.

##### *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.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融資產 – 續

##### *金融資產減值 (於2018年1月1日 應用香港財務報告準則第9號前) – 續*

就按攤餘成本計量之金融資產而言，倘於其後期間減值虧損金額減少，而該減少可客觀地與確認減值後發生之事件有關，則先前確認之減值虧損透過損益撥回，惟該投資於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤餘成本。

##### *取消確認金融資產*

本集團僅於自資產收取現金流量的合約權利屆滿時，或金融資產及資產擁有權的絕大部分風險及回報轉移至另一實體時取消確認金融資產。倘本集團既無轉移亦無保留擁有權絕大部分風險及回報並繼續控制所轉讓資產，則本集團確認其於該資產的保留權益以及就其可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，本集團可繼續確認金融資產，亦可就已收取之所得款項確認已抵押借貸。

於取消確認按攤餘成本計量之金融資產時，資產賬面值與已收及應收代價之總和間之差額，會於損益確認。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. 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 the Group 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 at amortised cost*

Financial liabilities (including trade payables, other payables and accruals, amounts due to related companies, bank and other borrowings, and convertible bonds and bonds) are subsequently measured at amortised cost, using the effective interest method.

### 3. 主要會計政策－續

#### 金融工具－續

##### 金融負債及權益

###### *分類為債務或權益*

根據合約安排的性質及金融負債及權益工具之定義，債務及權益工具分類為金融負債或權益。

###### *權益工具*

權益工具為任何可證明本集團資產經扣除所有負債後之剩餘權益之合約。本公司發行之權益工具乃按已收悉之所得款項（扣除直接發行成本）確認入賬。

購回本公司本身權益工具直接於權益確認及扣除。並無就購買、出售、發行或註銷本公司本身權益工具而於損益確認收益或虧損。

###### *按攤銷成本列賬的金融負債*

金融負債（包括貿易應付款項、其他應付款項及預提款項、應付關聯公司款項、銀行及其他借貸以及可換股債券及債券）其後使用實際利率法按攤餘成本計量。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial liabilities and equity – 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.

###### *Convertible bonds*

The component parts of the convertible bonds issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated by measuring the fair value of similar liability that does not have an associated equity component.

### 3. 主要會計政策 – 續

#### 金融工具 – 續

##### 金融負債及權益 – 續

###### *財務擔保合約*

財務擔保合約乃規定發出人向持有人支付指定金額之合約，以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受之損失。財務擔保合約負債初步按其公允價值計量，其後按以下較高者計量：

- 根據香港財務報告準則第9號（自2018年1月1日起）／香港會計準則第37號「撥備、或然負債及或然資產」（於2018年1月1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
- 初步確認金額減（倘適用）擔保期間所確認之累計攤銷。

###### *可換股債券*

本公司所發行之可換股債券之組成部分乃根據合約安排之性質與金融負債及權益工具之定義分別歸類為金融負債及權益。倘換股權將透過以固定金額之現金或另一項金融資產換取固定數目之本公司本身之權益工具結算，則分類為權益工具。

於發行日期，負債部分的公允價值乃透過計量不包含相關權益部分之同類負債的公允價值進行估算。

For the year ended 31 December 2018 截至2018年12月31日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES – continued

#### FINANCIAL INSTRUMENTS – continued

##### Financial liabilities and equity – continued

###### Convertible bonds – continued

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred from convertible bonds equity reserve to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction cost that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction cost relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

###### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 主要會計政策－續

#### 金融工具－續

##### 金融負債及權益－續

###### 可換股債券－續

分類為權益之換股權乃由複合工具整體之公允價值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益之換股權將保留在權益中，直至換股權獲行使為止，而在此情況下，在權益中確認之結餘將自可換股債券權益儲備轉撥至股份溢價。倘換股權於可換股債券到期日仍未獲行使，則在權益中確認之結餘將轉撥至保留溢利。在換股權獲兌換或到期時，不會於損益表中確認任何盈虧。

發行可換股債券所涉及之交易成本乃按所得款項總額分配比例分配至負債部分及權益部分。權益部分之相關交易成本直接於權益中扣除。負債部分之相關交易成本計入負債部分之賬面值，並採用實際利率法按可換股債券年期攤銷。

###### 取消確認金融負債

本集團乃於且僅於本集團之責任被解除、註銷或到期時取消金融負債。取消確認之金融負債之賬面值與已付及應付代價之間之差額於損益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make 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 JUDGMENT IN APPLYING ACCOUNTING POLICIES

The following are the critical judgments, apart from those involving estimations, that management has 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.

##### 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 have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time through rental income. Therefore, in determining the Group's deferred taxation on investment properties, the Directors have determined that the presumption that investment properties measured using the fair value model are recovered through sale is rebutted.

#### 4. 關鍵會計判斷及估計不確定性因素之主要來源

於應用附註3所述之本集團會計政策時，董事須對未能從其他資料來源即時得知之資產及負債賬面值作出估計及假設。估計及相關假設乃以過往經驗及被視為相關之其他因素為依據。實際結果可能有別於該等估計。

估計及相關假設會持續予以覆核。倘若須對會計估計作出修訂，而有關修訂僅影響修訂估計之期間，則於作出修訂之期間確認修訂；或倘若修訂影響當期及未來期間，則於修訂期間及未來期間確認有關修訂。

#### 於應用會計政策時所作之關鍵判斷

除涉及估計之判斷外，以下為管理層於應用本集團會計政策過程中所作出對在合併財務報表中確認的金額具最重大影響之關鍵判斷。

##### 投資物業之遞延稅項

就計量採用公允價值模式計量的投資物業所產生的遞延稅項負債而言，董事已覆核本集團之投資物業組合，總結本集團的投資物業以一個商業模式所持有，而此模式的目標為透過租金收入隨時間使用該等投資物業所包含的絕大部分經濟利益。因此，在釐定本集團投資物業之遞延稅項時，董事已確定透過銷售收回投資物業（其使用公允價值模式計量）之假設已被推翻。

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

##### KEY SOURCES OF ESTIMATION UNCERTAINTY

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

##### Investment properties

Investment properties were stated at fair values based on the valuation performed by an independent external valuer. In determining the fair values, the independent external valuer have based on a method of valuation which involves certain assumptions and estimates of market condition. In relying on the valuation report, the Directors work closely with the independent external valuer and have exercised their judgment and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in profit or loss.

The carrying amount of investment properties as at 31 December 2018 was approximately HK\$5,512,086,000 (31 December 2017: HK\$5,724,876,000). More details are set out in note 17.

##### Estimated net realisable value on properties under development for sale

In determining whether allowances should be made for the Group's properties under development for sale as disclosed in note 19, the Group takes into consideration the current market environment and the net realisable value which is determined as the estimated market value (i.e. the estimated selling price less estimated selling expenses) less estimated costs to completion of the properties. An allowance is made if the estimated net realisable value is less than the carrying amount. If the actual net realisable value on properties under development for sales is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, it may resulting to a loss on sales of properties.

#### 4. 關鍵會計判斷及估計不確定性因素之主要來源 – 續

##### 估計不確定性因素之主要來源

以下為有關未來之主要假設，及於報告期末之其他估計不確定性因素之主要來源，其具有導致下一個財政年度之資產及負債賬面值須作出重大調整之重大風險。

##### 投資物業

投資物業根據獨立外部評估師進行之估值按公允價值列賬。在釐定公允價值時，獨立外部評估師以涉及對若干市況進行假設及估計之估值法計算。在依賴評估報告之同時，董事與獨立外部評估師密切協作及作出判斷，並信納評估所用之假設能反映現時市場情況。該等假設之變動將會導致本集團投資物業之公允價值出現變動，並須對損益內所報盈虧金額作出相應調整。

於2018年12月31日，投資物業之賬面值約為5,512,086,000港元（2017年12月31日：5,724,876,000港元）。有關詳情載於附註17。

##### 發展中待售物業之估計可變現淨值

在釐定是否就本集團發展中待售物業（見附註19之披露）作出撥備時，本集團會考慮目前市場環境及可變現淨值。可變現淨值按估計市值（即估計售價減估計銷售開支）減估計物業竣工成本計算。倘估計可變現淨值低於賬面值，便會計提撥備。倘發展中待售物業的實際可變現淨值因市況變動及／或發展成本預算有重大變動而低於預期，其可能導致出售物業之虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

##### KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

###### Income taxes

No deferred tax asset has been recognised on the tax losses as disclosed in note 28 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future.

###### Land appreciation tax (“LAT”)

Certain subsidiaries of the Group are subject to LAT in the PRC. However, the implementation of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations with the local tax authorities in the PRC.

Accordingly, significant judgement is required in determining the amount of land appreciation and its related income tax provision. The Group recognised the land appreciation tax based on management’s best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the period in which such tax is finalised with local tax authorities.

#### 4. 關鍵會計判斷及估計不確定性因素之主要來源 – 續

##### 估計不確定性因素之主要來源 – 續

###### 所得稅

由於無法預測未來溢利流量，故並無就稅項虧損（見附註28之披露）確認遞延稅項資產。遞延稅項資產能否實現主要取決於日後是否有足夠未來溢利或應課稅暫時性差異。

###### 土地增值稅（「土地增值稅」）

本集團若干附屬公司須繳納中國土地增值稅。然而，中國各個城市的不同徵稅區的稅項徵收及支付有所差異，而本集團的若干項目尚未與中國的地方稅務部門最終確定土地增值稅之計算及支付。

因此，於釐定土地增值金額及其相關所得稅撥備時須作出重大判斷。本集團基於管理層之最佳估計確認土地增值稅。最終的稅項結果或會不同於初始列賬之金額，而該等差異將影響與地方稅務部門確定該等稅項之期間內之所得稅開支及有關所得稅撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 5. REVENUE

#### DISAGGREGATION OF REVENUE

For the year ended 31 December 2018

### 5. 收入

#### 收入分類

截至2018年12月31日止年度

		Property development and leasing	Tourism park operations and other services	Consolidated
		物業發展 及租賃	旅遊樂園 營運及 其他服務	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Types of goods or service</b>	<b>貨品或服務類別</b>			
<i>Recognised at a point in time</i>	<i>於時間點確認</i>			
Sales of properties	銷售物業	89,630	–	89,630
Entrance fee, food and beverage	入場費及餐飲	–	17,440	17,440
Revenue under HKFRS 15	根據香港財務報告 準則第15號確認的 收入	89,630	17,440	107,070
Rental income	租金收入	52,767	–	52,767
Total revenue generated in the PRC	中國產生的總收入	142,397	17,440	159,837

#### PERFORMANCE OBLIGATIONS FOR CONTRACTS WITH CUSTOMERS

##### Properties development

Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

#### 來自客戶合約之履約責任

##### 物業發展

經考慮相關合約條款、法律環境及相關法律先例，本集團認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，出售物業的收入於已竣工物業轉移至客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 5. REVENUE – continued

##### PERFORMANCE OBLIGATIONS FOR CONTRACTS WITH CUSTOMERS – continued

###### Properties development – continued

The Group receives 20-90% of the contract value as deposits from customers when they sign the sale and purchase agreement. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period for the full amount of the contract price. The outstanding amount of the contract will be received before the completed property is transferred to customers.

###### Tourism park operations and other services

Revenue from tourism park operations including entrance fee, food and beverage for which the control of services or goods is transferred at a point in time, revenue is recognised when the related services or goods have been rendered to customers.

##### TRANSACTION PRICE ALLOCATED TO THE REMAINING PERFORMANCE OBLIGATION FOR CONTRACTS WITH CUSTOMERS

All of the Group's remaining performance obligations for sales of properties and tourism park operations and other services contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

###### For the year ended 31 December 2017

An analysis of the Group's revenue for the year ended 31 December 2017 is as follows:

		HK\$'000 千港元
Sales of properties	銷售物業	1,253,402
Rental income	租金收入	12,220
Tourism park operation	旅遊樂園營運	12,676
		<b>1,278,298</b>

#### 5. 收入－續

##### 來自客戶合約之履約責任－續

###### 物業發展－續

在簽訂買賣協議時，本集團自客戶收取合約價值的20%至90%作為按金。該預先付款計劃導致於物業建造期確認有關合約價格全款的合約負債。尚未支付合約金額將於竣工物業交給客戶前收取。

###### 旅遊樂園營運及其他服務

就服務或貨品控制權已於某一時間點轉移之旅遊樂園營運（包括入場費及餐飲）產生的收入而言，收入於向客戶提供相關服務或貨品時確認。

##### 分配至客戶合約餘下履約責任的交易價格

本集團物業銷售及旅遊樂園營運以及與客戶其他服務合約的全部餘下履約責任的期限均為一年或以下。根據香港財務報告準則第15號所批准，並未披露分配至該等未履行合約的交易價。

###### 截至2017年12月31日止年度

本集團截至2017年12月31日止年度之收入分析載列如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION

Information reported to the Group's executive directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focused on the types of goods or services delivered or provided. During the current year, information reported to the CODM for the purposes of performance assessment and resource allocation had been re-categorised. Investment in financial instruments which was previously an operating and reportable segment of the Group was no longer reported to CODM. Accordingly, comparative figures were re-presented to conform with the changes in presentation in the current year.

Upon the change in current year, the Group's reportable segments under HKFRS 8 are (i) property development and leasing, and (ii) tourism park operations.

#### SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by reportable segments.

#### For the year ended 31 December 2018

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from external customer and segment revenue	來自外部客戶之收入及分類收入	142,397	17,440	159,837
Reportable segment results	可報告分類業績	548,605	(4,037)	544,568
Unallocated income and expenses	未分配收入及開支			
Other gains and losses	其他收益及虧損			(25,883)
Other income	其他收入			2,209
Share of result of a joint venture	應佔一間合營公司業績			(2,702)
Administrative expenses	行政費用			(21,988)
Finance costs	財務費用			(166,874)
Profit before tax	除稅前溢利			329,330

### 6. 分類資料

向本集團執行董事（即主要經營決策者（「主要經營決策者」））呈報以供作出資源分配及評估分類表現之資料，集中於所交付或提供之貨品及服務類型。於本年度，向主要經營決策者呈報以供評估表現及配置資源之資料已重新分類。先前為本集團經營及可呈報分類的金融工具投資不再向主要經營決策者呈報。因此，並無重新呈列比較數字以符合本年度的呈列變動。

於本年度變動後，根據香港財務報告準則第8號，本集團之可報告分部分類為：(i)物業發展及租賃及(ii)旅遊樂園營運。

#### 分類收入及業績

本集團該等可呈報分類的收入及業績分析載列如下。

#### 截至2018年12月31日止年度



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 6. SEGMENT INFORMATION – continued SEGMENT REVENUE AND RESULTS – continued For the year ended 31 December 2017

#### 6. 分類資料 – 續 分類收入及業績 – 續 截至2017年12月31日止年度

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from external customer and segment revenue	來自外部客戶之 收入及分類收入	1,267,308	10,990	1,278,298
Reportable segment results	可報告分類業績	338,696	(8,086)	330,610
Unallocated income and expenses	未分配收入及開支			
Other gains and losses	其他收益及虧損			56,868
Other income	其他收入			8,738
Administrative expenses	行政費用			(16,978)
Finance costs	財務費用			(156,503)
Profit before tax	除稅前溢利			222,735

During the current year, information reported to the CODM for the purposes of performance assessment and resource allocation was changed and the CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment starting from current year. Therefore, only segment revenue and segment results are presented and accordingly, comparative figures were re-presented to conform with the changes in the current year.

於本年度，向主要經營決策者呈報以供評估表現及配置資源之資料已發生變動，主要經營決策者根據各分類的經營業績作出決定。概無呈列分類資產及分類負債分析，原因是主要經營決策者自本年度起並無定期審閱用於配置資源及評估表現之有關資料，故僅呈列分類收入及分類業績。因此，並無重新呈列比較數字以符合本年度的變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 6. SEGMENT INFORMATION – continued OTHER INFORMATION

For the year ended 31 December 2018

### 6. 分類資料－續 其他資料

截至2018年12月31日止年度

		Property development and leasing 物業發展及 租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及 設備折舊	3,210	48	567	3,825
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,575	–	–	1,575
Impairment loss of trade receivables	貿易應收款項減值虧損	6	–	–	6
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	692	–	–	692

For the year ended 31 December 2017

截至2017年12月31日止年度

		Property development and leasing 物業發展及 租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,533	13	671	6,217
Amortisation of prepaid lease payments	預付租賃款項攤銷	731	–	–	731
Impairment loss of other receivables	其他應收款項減值虧損	3,098	–	–	3,098
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備虧損	20	–	–	20

### GEOGRAPHICAL INFORMATION

The Group principally engaged in the properties development and leasing, and tourism park operations in the PRC.

Information about the Group's revenue from external customers is presented based on the location at which the goods or services are delivered or provided. Information about the Group's non-current assets is presented based on the geographical location of the assets or place of establishment.

### 地域資料

本集團主要於中國從事物業發展及租賃以及旅遊樂園營運。

有關本集團外部客戶收入之資料乃根據交付或提供貨品或服務之地點呈列。有關本集團非流動資產之資料乃根據資產地理位置或成立地點呈列。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 6. SEGMENT INFORMATION – continued GEOGRAPHICAL INFORMATION – continued

The following table presents revenue and non-current assets, information for the Group's geographical areas for the years ended 31 December 2018 and 2017.

Year ended/as at 31 December 2018 截至2018年12月31日止年度/ 於2018年12月31日		PRC 中國 HK\$'000 千港元	United States 美國 HK\$'000 千港元	Hong Kong 香港 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分類收入:				
Sales to external customers	銷售予外部客戶	159,837	–	–	159,837
Non-current assets	非流動資產	7,183,140	–	29	7,183,169

Year ended/as at 31 December 2017 截至2017年12月31日止年度/ 於2017年12月31日		PRC 中國 HK\$'000 千港元	United States 美國 HK\$'000 千港元	Hong Kong 香港 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分類收入:				
Sales to external customers	銷售予外部客戶	1,278,298	–	–	1,278,298
Non-current assets	非流動資產	5,728,069	277,472	848	6,006,389

#### INFORMATION ABOUT MAJOR CUSTOMERS

There is no major individual customers contributing over 10% of the total revenue of the Group for the years ended 31 December 2018 and 2017.

#### 6. 分類資料 – 續 地域資料 – 續

下表呈列截至2018年及2017年12月31日止年度本集團按地理區域劃分之收入及非流動資產資料。

#### 主要客戶資料

截至2018年及2017年12月31日止年度，概無貢獻總收入佔本集團總收入10%以上的主要個人客戶。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 7. OTHER GAINS AND LOSSES

### 7. 其他收益及虧損

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Net foreign exchange (losses) gains	匯兌(虧損)收益淨額	<b>(28,609)</b>	49,439
Impairment loss of trade receivables	貿易應收款項減值虧損	<b>(6)</b>	-
Impairment loss of other receivables	其他應收款項減值虧損	-	(3,098)
Others	其他	<b>2,732</b>	7,429
		<b>(25,883)</b>	53,770

### 8. FINANCE COSTS

### 8. 財務費用

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Interest expenses on:	利息費用：		
– Bank and other borrowings	– 銀行及其他借貸	<b>291,536</b>	268,548
– Convertible bonds and bonds (note 27)	– 可換股債券及債券 (附註27)	<b>191,082</b>	189,658
Less: amounts capitalised in properties under development for sale and investment properties under construction	減：發展中待售物業及在建投資物業資本化之金額	<b>(315,744)</b>	(301,703)
		<b>166,874</b>	156,503

The capitalisation rates on general borrowings during 2018 is 12.89% per annum (2017: 10.78% per annum).

於2018年一般借貸之資本化率為每年12.89% (2017年：每年10.78%)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 9. INCOME TAX EXPENSE

#### 9. 所得稅開支

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
PRC Enterprises Income Tax:	中國企業所得稅：		
Current	當期	4,163	7,246
Deferred (note 28)	遞延 (附註28)	159,738	12,904
		163,901	20,150
Land appreciation tax:	土地增值稅：	6,980	75,654
		170,881	95,804

PRC subsidiaries are subject to PRC Enterprises Income Tax at 25% for both years.

於兩個年度，中國附屬公司須按25%之稅率計繳中國企業所得稅。

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

土地增值稅撥備乃根據相關中國稅務法律及法規所載之規定估計。土地增值稅已按增值額之漸進稅率範圍撥備，且有若干可減免及扣減項目。

No provision for taxation in Hong Kong had been made as the Group's income neither arises in, nor is derived from, Hong Kong, in both years.

於兩個年度，由於本集團的收入並非於香港產生或取得，故並無就香港稅項計提撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 9. INCOME TAX EXPENSE – continued

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

### 9. 所得稅開支－續

本年度稅項支出與合併損益及其他綜合收益表中所列除稅前溢利的調整如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Profit before tax	除稅前溢利	<b>329,330</b>	222,735
Tax at PRC Enterprises Income Tax rate of 25% (2017: 25%)	按中國企業所得稅稅率25% 計算之稅項 (2017年: 25%)	<b>82,333</b>	55,684
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	<b>39,487</b>	40,146
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	<b>(6,930)</b>	(12,372)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	<b>50,080</b>	18,107
Utilisation of tax losses previously not recognised	動用過往未確認之稅務虧損	-	(62,588)
Tax effect of share of result of a joint venture	應佔一間合資企業業績之 稅務影響	<b>676</b>	-
LAT	土地增值稅	<b>6,980</b>	75,654
Tax effect of LAT	土地增值稅之稅務影響	<b>(1,745)</b>	(18,913)
Others	其他	-	86
<b>Tax charge for the year</b>	<b>年內稅項開支</b>	<b>170,881</b>	95,804

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 10. PROFIT FOR THE YEAR

#### 10. 年內溢利

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年內溢利經扣除(計入)下列各項後達致:		
Staff costs including directors' emoluments	員工成本, 包括董事酬金		
Salaries and other benefits costs	薪金及其他福利成本	69,238	61,734
Share-based payments	以股份為基礎付款	496	-
Retirement benefit costs	退休福利成本	7,056	5,142
		<b>76,790</b>	66,876
Cost of properties sold recognised as expenses (note)	確認為開支之物業銷售成本(附註)	63,196	822,042
Auditor's remuneration	核數師酬金	3,055	3,210
Operating lease expenses	經營租賃之租金費用	6,532	9,629
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,825	6,217
Amortisation of prepaid lease payments (included in administrative expenses)	預付租賃款項攤銷(計入行政費用)	1,575	731
Gross rental income from investment properties	投資物業之總租金收入	(52,767)	(12,220)
Less: direct operating expenses	減: 直接經營費用	8,850	10,921
		<b>(43,197)</b>	(1,299)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	692	20

Note: Included in cost of properties sold are interest expenses of HK\$15,033,000 (2017: HK\$78,229,000).

附註: 物業銷售成本中利息開支為15,033,000港元(2017年: 78,229,000港元)。

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For the year ended 31 December 2018 截至2018年12月31日止年度

### 11. DIVIDENDS

No dividend was paid or proposed in both years presented, nor has any dividend been proposed since the end of the reporting period.

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the Directors and the chief executive of the Company were as follows:

### 11. 股息

於所呈列兩個年度並無已付或建議派付任何股息，自報告期末以來亦無建議派付任何股息。

### 12. 董事及最高行政人員酬金

已付或應付本公司各董事及最高行政人員之酬金如下：

		2018 2018年					
		Fees	Salaries and other benefits	Performance related bonus	Retirement benefits scheme contributions	Share-based payments	Total
		袍金	薪金及其他福利	績效相關花紅	退休福利計劃供款	以股份為基礎的付款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Zhou Zheng (Note 1)*	周政先生(附註1)*	120	-	-	-	-	120
Mr. Lam Yu Yee, Benjamin (Note 2)	林裕兒先生(附註2)	120	3,884	1,000	18	-	5,022
Mr. Yang Lei*	楊蕾先生*	120	-	-	-	21	141
Mr. Chan Tak Kwong (Note 4)*	陳德光先生(附註4)*	48	-	-	-	-	48
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>						
Mr. Li Chak Hung	李澤雄先生	145	-	-	-	6	151
Mr. Meng Xiaosu	孟曉蘇先生	120	-	-	-	6	126
Mr. Yang Buting	楊步亭先生	120	-	-	-	6	126
Mr. Zhao Daxin	趙大新先生	120	-	-	-	6	126
		913	3,884	1,000	18	45	5,860



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### 合併財務報表附註

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#### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – continued

#### 12. 董事及最高行政人員酬金 – 續

		2017 2017年			
		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total
		袍金	薪金及其他福利	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Executive Directors 執行董事</b>					
Mr. Zhou Zheng (Note 1)*	周政先生(附註1)*	120	–	–	120
Mr. Lam Yu Yee, Benjamin (Note 2)	林裕兒先生(附註2)	115	4,709	18	4,842
Mr. Zhu Ling (Note 5)*	朱靈先生(附註5)*	6	–	–	6
Mr. Yuan Zhihai (Note 6)*	苑志海先生(附註6)*	10	–	–	10
Mr. Yang Hongguang (Note 7)	楊宏光先生(附註7)	54	–	–	54
Mr. Yang Lei (Note 3)*	楊蕾先生(附註3)*	66	–	–	66
Mr. Lin Guoxiong (Note 8)	林國雄先生(附註8)	54	611	15	680
Mr. Chan Tak Kwong*	陳德光先生*	120	–	–	120
<b>Independent Non-Executive Directors 獨立非執行董事</b>					
Mr. Li Chak Hung	李澤雄先生	145	–	–	145
Mr. Meng Xiaosu	孟曉蘇先生	120	–	–	120
Mr. Yang Buting	楊步亭先生	120	–	–	120
Mr. Zhao Daxin	趙大新先生	120	–	–	120
		1,050	5,320	33	6,403

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## 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – continued

\* Certain executive directors of the Company received emoluments from a related company of the Group for the years ended 31 December 2018 and 2017, in respect of their services to the larger group which includes the Group. No apportionment has been made as the qualifying services provided by these Directors to the Group are incidental to their responsibilities to the larger group. The related company is wholly owned by the immediate family members of Mr. Zhou Zheng.

Notes:

- (1) Mr. Zhou Zheng is also the chief executive of the Company and his emoluments disclosed above also included those for services rendered by him as the chief executive.
- (2) Mr. Lam Yu Yee, Benjamin, was appointed as an executive director on 18 January 2017. He has been re-designated as a non-executive director of the Company with effective from 1 January 2019.
- (3) Mr. Yang Lei was appointed as an executive director on 13 June 2017.
- (4) Mr. Chan Tak Kwong has resigned as an executive director on 31 May 2018.
- (5) Mr. Zhu Ling has resigned as an executive director on 18 January 2017.
- (6) Mr. Yuan Zhihai has resigned as an executive director on 13 July 2017.
- (7) Mr. Yang Hongguang has resigned as an executive director on 13 June 2017.
- (8) Mr. Lin Guoxiong has resigned as an executive director on 13 June 2017.

The emoluments shown above were mainly for the Directors' and chief executives' services as directors of the Company.

Neither the chief executive nor any of the Directors waived any emoluments for both years.

## 12. 董事及最高行政人員酬金 – 續

\* 於截至2018年及2017年12月31日止年度，本公司若干執行董事就彼等對擴大集團（包括本集團）所提供之服務從本集團一間關聯公司收取酬金。並無分攤有關酬金，原因為該等董事向本集團提供合資格服務及彼等對擴大集團須承擔責任之附帶服務。有關關聯公司由周政先生之直系家屬全資擁有。

附註：

- (1) 周政先生亦為本公司之最高行政人員，以上所披露彼之酬金亦包括就彼擔任最高行政人員所提供服務之酬金。
- (2) 林裕兒先生於2017年1月18日獲委任為執行董事。彼已調任本公司非執行董事，自2019年1月1日起生效。
- (3) 楊蕾先生於2017年6月13日獲委任為執行董事。
- (4) 陳德光先生已於2018年5月31日辭任執行董事。
- (5) 朱靈先生已於2017年1月18日辭任執行董事。
- (6) 苑志海先生已於2017年7月13日辭任執行董事。
- (7) 楊宏光先生已於2017年6月13日辭任執行董事。
- (8) 林國雄先生已於2017年6月13日辭任執行董事。

上文所示之酬金主要為董事及最高行政人員於本公司擔任董事之酬金。

於兩個年度內，最高行政人員及董事概無放棄收取任何酬金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

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#### 13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group during the year, one (2017: two) of them was Director whose emoluments are set out in note 12 above. The emoluments of the remaining four (2017: three) highest paid individuals for the year were as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,008	3,144
Retirement benefits scheme contributions	退休福利計劃供款	396	45
		<b>3,404</b>	3,189

		2018 2018年	2017 2017年
Bands:	薪酬範圍:		
Nil – HK\$1,000,000	零港元至1,000,000港元	3	1
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	2
		<b>4</b>	3

Bonuses are calculated based on the Group's or respective member's performance for such financial year.

During the year, no emoluments were paid by the Group to the Directors or five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

#### 13. 僱員酬金

年內，本集團5位最高薪人士中1位(2017年：2位)為董事(彼之酬金載於上文附註12)。年內其餘4位(2017年：3位)最高薪人士之酬金如下：

花紅按本集團或各成員公司於有關財政年度之表現計算。

年內，本集團並無向董事或5位最高薪人士支付酬金，作為加入本集團或於加入本集團時之獎金或離職補償。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 14. BASIC AND DILUTED EARNINGS PER SHARE      14. 每股基本及攤薄盈利

		2018 2018年 '000 千股	2017 2017年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of shares for the purpose of basic earnings per share	用以計算每股基本盈利之加權平均股數	<b>264,066</b>	263,012
Effect of dilutive potential ordinary shares in respect of Convertible Bonds II (as defined in note 27)	所涉及潛在攤薄普通股之影響 可換股債券II (定義見附註27)	<b>255,397</b>	278,485
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之加權平均普通股數	<b>519,463</b>	541,497

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Earnings</b>	<b>盈利</b>		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	用以計算每股基本盈利之本公司擁有人應佔年內溢利	<b>159,932</b>	115,575
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響		
Interest on the Convertible Bonds II (note 27)	可換股債券II之利息 (附註27)	<b>110,466</b>	108,037
Profit for the year attributable to owners of the Company for the purpose of diluted earnings per share	用以計算每股攤薄盈利之本公司擁有人應佔年內溢利	<b>270,398</b>	223,612

The computation of diluted earnings per share for the years ended 31 December 2017 and 2018 did not assume the conversion of the Company's Convertible Bonds I since its assumed exercise would result in an increase in earnings per share.

計算截至2017年及2018年12月31日止年度之每股攤薄盈利並無假設轉換本公司之可換股債券I，原因為其假設行使將會導致每股盈利增加。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 15. PROPERTY, PLANT AND EQUIPMENT

## 15. 物業、廠房及設備

		Leasehold land buildings 租賃 土地樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 千港元	Computer equipment and software 電腦設備 及軟件 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>COST</b>	<b>成本</b>							
At 1 January 2017	於2017年1月1日	-	6,788	8,914	4,282	4,563	-	24,547
Additions	添置	-	31	1,002	921	698	14,110	16,762
Acquisition of a subsidiary (note 36)	收購一間附屬公司 (附註36)	-	-	12	116	-	-	128
Transfer from investment properties	轉撥自投資物業	26,276	-	-	-	-	-	26,276
Disposals	出售	-	-	(260)	(9)	-	-	(269)
Disposal of a subsidiary (note 37)	出售一間附屬公司 (附註37)	-	(6,994)	(4,090)	(4,039)	-	-	(15,123)
Exchange realignment	匯兌調整	978	300	447	189	162	453	2,529
At 31 December 2017	於2017年12月31日	27,254	125	6,025	1,460	5,423	14,563	54,850
Additions	添置	-	-	533	810	1,147	200,922	203,412
Disposals	出售	-	-	(75)	-	(1,360)	-	(1,435)
Disposal of a subsidiary (note 37)	出售一間附屬公司 (附註37)	-	-	(2,235)	(301)	(2,786)	-	(5,322)
Exchange realignment	匯兌調整	(645)	-	(177)	(86)	(132)	(8,020)	(9,060)
At 31 December 2018	於2018年12月31日	26,609	125	4,071	1,883	2,292	207,465	242,445
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 January 2017	於2017年1月1日	-	914	1,834	833	2,207	-	5,788
Depreciation	折舊	985	50	2,144	1,996	1,042	-	6,217
Eliminated on disposals	出售時對銷	-	-	(249)	-	-	-	(249)
Disposal of a subsidiary (note 37)	出售一間附屬公司 (附註37)	-	(895)	(80)	(2,646)	-	-	(3,621)
Exchange realignment	匯兌調整	37	56	161	35	80	-	369
At 31 December 2017	於2017年12月31日	1,022	125	3,810	218	3,329	-	8,504
Depreciation	折舊	1,350	-	928	475	1,072	-	3,825
Eliminated on disposals	出售時對銷	-	-	(74)	-	(669)	-	(743)
Disposal of a subsidiary (note 37)	出售一間附屬公司 (附註37)	-	-	(1,509)	(3)	(2,658)	-	(4,170)
Exchange realignment	匯兌調整	(97)	-	(119)	(28)	(48)	-	(292)
At 31 December 2018	於2018年12月31日	2,275	125	3,036	662	1,026	-	7,124
<b>CARRYING AMOUNT</b>	<b>賬面值</b>							
At 31 December 2018	於2018年12月31日	24,334	-	1,035	1,221	1,266	207,465	235,321
At 31 December 2017	於2017年12月31日	26,232	-	2,215	1,242	2,094	14,563	46,346

As at 31 December 2018, the Group pledged certain of its properties, plant and equipment amount of HK\$108,348,000 (2017: nil) to a bank to secure borrowings obtained, details of which are set out in note 31.

於2018年12月31日，本集團向一間銀行抵押其金額為108,348,000港元（2017年：無）之若干物業、廠房及設備，為已取得借貸作抵押，有關詳情載於附註31。

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### 16. PREPAID LEASE PAYMENTS

### 16. 預付租賃款項

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Prepaid lease payments	預付租賃款項	<b>240,066</b>	298,675
Analysed for reporting purposes as:			
Non-current	就呈報目的分析為： 非流動	<b>50,913</b>	53,648
Current (included in other current assets (note 22))	流動（計入其他流動資產（附註22））	<b>189,153</b>	245,027
		<b>240,066</b>	298,675

Prepaid lease payment represents land use right in the PRC.

預付租賃款項指於中國的土地使用權。

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#### 17. INVESTMENT PROPERTIES

#### 17. 投資物業

		HK\$'000 千港元
<b>Fair value</b>	<b>公允價值</b>	
At 31 December 2016	於2016年12月31日	5,167,218
Additions	添置	559,913
Transferred from completed properties held for sale (note)	轉撥自己竣工待售物業(附註)	215,105
Transferred to properties under development for sale	轉撥至發展中待售物業	(611,942)
Transferred to property, plant and equipment (note 15)	轉撥至物業、廠房及設備(附註15)	(26,276)
Gain on fair value change of investment properties	投資物業公允價值變動之收益	51,616
Exchange realignment	匯兌調整	369,242
At 31 December 2017	於2017年12月31日	5,724,876
Additions	添置	287,232
Transferred from properties under development for sale (note)	轉撥自發展中待售物業(附註)	50,441
Transferred from completed properties held for sale (note)	轉撥自己竣工待售物業(附註)	377,792
Transferred to properties under development for sale	轉撥至發展中待售物業	(274,870)
Gain on fair value change of investment properties	投資物業公允價值變動之收益	638,953
Disposal of a subsidiary	出售一間附屬公司	(1,027,144)
Exchange realignment	匯兌調整	(265,194)
At 31 December 2018	於2018年12月31日	5,512,086

Note: Amount represented the transfer from properties under development for sale and completed properties held for sale to investment properties during the years ended 31 December 2018 upon inception of the operating lease agreements (2017: commencement of the operating lease agreements).

附註：金額指待經營租賃協議生效(2017年：經營租賃協議生效)後將截至2018年12月31日止年度由發展中待售物業及已竣工待售物業轉撥至投資物業。

The Group's property interests held under operating leases to earn rentals are measured using fair value model and is classified and accounted for as investment properties.

本集團根據經營租約持有作賺取租金用途之物業權益乃使用公允價值模式計量，並分類及列賬為投資物業。

For the year ended 31 December 2018 截至2018年12月31日止年度

## 17. INVESTMENT PROPERTIES – continued

As at 31 December 2018 and 2017, the Group pledged certain of its investment properties to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions, details of which are set out in note 31.

The fair values of the Group's investment properties at 31 December 2018 were arrived at on the basis of valuation carried out by CHFT Advisory and Appraisal Ltd. (2017: CHFT Advisory and Appraisal Ltd. and CBRE Group Inc.), an independent external valuer not connected with the Group.

The Group engaged the independent external valuer to perform the valuation. The Directors work closely with the independent external valuer to establish the appropriate valuation techniques and inputs to the model.

The fair values of completed investment properties as at 31 December 2018 and 2017 were determined based on the income approach. Income approach took into account the current passing rents of the property interests and the reversionary values of the properties, and capitalised the existing tenancies' in the remaining tenancy terms into the term interest and assembled it with the reversionary interest.

Fair value of the investment properties under development as at 31 December 2018 and 2017 were derived using the multiple valuation techniques, including residual approach and comparison approach. Under the residual approach, the independent external valuer made reference to strata units comparable as available in the market to arrive the capital value of the property as if the proposed development were completed and also took into consideration the development cost already spent and to be spent to reflect the quality of the completed development. Residual approach also involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Comparison approach consisted of comparisons based on prices on price realised or current asking prices of comparable properties. Comparable properties of similar size, character and location are selected and analysed.

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

## 17. 投資物業 – 續

於2018年及2017年12月31日，本集團向若干銀行及其他金融機構抵押其若干投資物業，以作為向上述銀行及其他金融機構獲取借貸之擔保，有關詳情載於附註31。

本集團投資物業於2018年12月31日之公允價值乃根據華坊諮詢評估有限公司(2017年：華坊諮詢評估有限公司及世邦魏理仕集團)進行之估值計算。該評估師為與本集團概無關連之獨立外部評估師。

本集團委聘獨立外部評估師進行估值。董事與獨立外部評估師密切協作以設立適用之估值技術及模型之輸入數據。

於2018年及2017年12月31日，已竣工投資物業之公允價值根據收入法釐定。收入法計及物業權益之現時租金及物業之復歸價值，於餘下租賃期將現有租賃資本化為定期利息，並與復歸權益彙集。

發展中投資物業於2018年及2017年12月31日之公允價值採用多重估值技術(包括剩餘價值法及直接比較法)釐定。根據剩餘價值法，獨立外部估值師參考市場上可用的可比較地層單位以達至物業資本價值，猶如擬定發展已完成，亦計及已支出及將支出的發展成本，以反映已竣工發展的質量。剩餘價值法亦涉及參考擬定發展的潛力以估計資本價值，方式為從估計已竣工發展成本中扣除成本及開發商溢利。比較法由基於已變現價格或可比較物業的現行賣出價的比較組成。選擇及分析規模、特徵及位置類似的可比較物業。

於計量物業之公允價值時，物業的最高及最佳用途為現時用途。



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For the year ended 31 December 2018 截至2018年12月31日止年度

#### 17. INVESTMENT PROPERTIES – continued

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorized based on the degree to which the inputs to the fair value measurements is observable.

AT 31 DECEMBER 2018

#### 17. 投資物業－續

下表載列有關釐定該等投資物業公允價值之方法之資料（特別是所採用之估值技術及輸入數據），以及根據公允價值計量之輸入數據的可觀察程度將公允價值計量分類之公允價值層級。

於2018年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: HK\$2,364,403,000) (1 piece of land under construction)	Level 3	Residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: HK\$2,922,849,000) (2 pieces of land completed)	Level 3	Income approach (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of 5.5% for retail, of 3% for office.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value of the investment properties and vice versa.
		The key inputs of income approach are: (1) Term yield; (2) Market unit rent of individual unit; (3) Reversionary yield; and (4) Level adjustment	Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of range from RMB105/sq.m./month to RMB268/sq.m./month on GFA for retail, and of range from RMB69/sq.m./month to RMB75/sq.m./month on GFA for office.	A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
超級蜂巢+ (北京房山) – 在建 (賬面值: 2,364,403,000港元) (一幅在建土地)	第三層	剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法主要輸入數據為： (1) 完成開發的總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅增加，反之亦然。
超級蜂巢+ (北京房山) – 在建 (賬面值: 2,922,849,000港元) (兩幅已竣工土地)	第三層	收入法 (年期及復歸法)	定期收益，計及可供比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整，零售物業為5.5%，辦公室物業為3%。	倘所使用復歸收益微升，則會導致投資物業公允價值計量大幅下跌，反之亦然。
		收入法主要輸入數據為： (1) 定期收益； (2) 個別單位之市場單位租金； (3) 復歸收益；及 (4) 樓層調整	市場單位租金，採用直接市場可供比較項目及計及時間、地點和其他個別因素，例如物業大小及質量，零售物業介乎每月每平方米建築面積人民幣105元至每月每平方米建築面積人民幣268元，而辦公室物業介乎每月每平方米建築面積人民幣69元至每月每平方米建築面積人民幣75元。	倘所使用市場單位租金微升，則會導致投資物業公允價值計量大幅上升，反之亦然。

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## 17. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2018 – continued

## 17. 投資物業 – 續 於2018年12月31日 – 續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
			Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 5.5%.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.
			Level adjustment on individual floors of the property range from 55% to 70% on specific level.	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
			復歸收益，計及可供比較物業之年度單位市場租金收入及單位市值，為5.5%。	倘所使用復歸收益微升，則會導致投資物業公允價值計量大幅下跌，反之亦然。
			個別物業樓層之樓層調整，介乎特定樓層之55%至70%。	倘所使用對個別樓層作出之樓層調整增加，則會導致投資物業公允價值計量有較低之百分比跌幅，反之亦然。
The Jiashan Project (Jiashan) (Carrying amount: HK\$129,080,000) (Under construction)	Level 3	Multiple valuation techniques: Comparison approach and residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
		Comparison approach The key input is: (1) Unit site rate	Unit site rate, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB980/sq.m.	A slight increase in the unit site rate would result in an increase in the fair value measurement of the investment properties, and vice versa.
嘉善項目(嘉善) (賬面值: 129,080,000港元) (在建)	第三層	多重估值技術: 比較法及剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法的主要輸入數據為: (1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅下降，反之亦然。
		比較法 主要輸入數據為: (1) 場地單位比率	場地單位比率，採用直接市場可供比較項目及計及時間、地點及個別因素，例如物業的大小及數量，為每平方米人民幣980元。	倘所使用場地單位比率微升，則會導致投資物業公允價值計量上升，反之亦然。
The Hengnan Project (Hengnan) (Carrying amount: HK\$95,754,000) (Under construction)	Level 3	Comparison approach The key input is: (1) Unit site rate	Unit site rate, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB422/sq.m.	A slight increase in the unit site rate would result in an increase in the fair value measurement of the investment properties, and vice versa.
衡南項目(衡南) (賬面值: 95,754,000港元) (在建)	第三層	比較法 主要輸入數據為: (1) 場地單位比率	場地單位比率，採用直接市場可供比較項目及計及時間、地點及個別因素，例如物業的大小及質量，為每平方米人民幣422元。	倘所使用場地單位比率微升，則會導致投資物業公允價值計量上升，反之亦然。

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### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 17. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2017

#### 17. 投資物業－續 於2017年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The 4th Generation SkyOcean City – Completed (Carrying amount: HK\$904,882,000, including properties transferred upon commencement of operating lease agreements)	Level 3	Income approach (term and reversionary approach)  The key inputs are: (1) Term yield; (2) Reversionary yield; (3) Market unit rent of individual unit; and (4) Level adjustment	Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of 7%.  Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 7.5%.  Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of RMB126/sq.m./month.  Level adjustment on individual floors of the property range from 40% to 60% on specific level.	A slight increase in the term yield used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa.  A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.  A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa.  An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
天洋城4代 —已竣工 (賬面值：904,882,000港元， 包括於經營租賃協議生效後 轉撥的物業)	第三層	收入法 (年期及復歸法)  主要輸入數據為： (1) 定期收益； (2) 復歸收益； (3) 個別單位之 市場單位租金；及 (4) 樓層調整	定期收益，計及可供比較物業產生之收益 及為反映確切已取得及即將收取之定期 收入而作出之調整，為7%。  復歸收益，計及可供比較物業之年度單位 市場租金收入及單位市值，為7.5%。  市場單位租金，採用直接市場可供比較項 目及計及時間、地點和其他個別因素， 例如物業大小及質量，為每月每平方米 人民幣126元。  個別物業樓層之樓層調整，介乎特定樓層 之40%至60%。	倘所使用定期收益微升，則會導致投資物 業公允價值計量大幅下跌，反之亦然。  倘所使用復歸收益微升，則會導致投資物 業公允價值計量大幅下跌，反之亦然。  倘所使用市場單位租金微升，則會導致投資 物業公允價值計量大幅上升，反之亦然。  倘所使用對個別樓層作出之樓層調整增加， 則會導致投資物業公允價值計量有較低 之百分比跌幅，反之亦然。

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## 17. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2017 – continued

## 17. 投資物業 – 續 於2017年12月31日 – 續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) –Under construction (Carrying amount: HK\$4,464,596,000) (1 piece of land completed, and 2 pieces of land under construction)	Level 3	Multiple valuation techniques:  Residual approach and income approach  The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin  The key inputs of income approach are: (1) Term yield; (2) Market unit rent of individual unit.	Estimation of development costs not yet incurred or contracted based on existing development plans.  Estimation of developer profit margin.  Term yield, taking into account of yield generated from comparable properties and adjustment to reflect the certainty of term income secured and to be received, of 5.5% for retail, of 3% for office.  Market unit rent, using direct market comparable and taking into account of time, location and other individual factors such as size and quantum of properties, of range from RMB180/sq.m./month to RMB210/sq.m./month on GFA for retail, and of range from RMB60/sq.m./month to RMB78/sq.m./month on GFA for office.	Increase in the development costs would result in a decrease in the fair value measurement of the expected developer profit margin investment properties, and vice versa.  A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.  A slight increase in the term yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.  A slight increase in the market unit rent used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
超級蜂巢 (北京房山) –在建 (賬面值: 4,464,596,000 港元) (一幅已竣工土地, 及兩幅在建土地)	第三層	多重估值技術:  剩餘價值法及 收入法  剩餘價值法主要 輸入數據為: (1) 完成開發的 總發展成本 (2) 預期開發商利潤率  收入法主要輸入數據為: (1) 定期收益; (2) 個別單位之 市場單位租金。	根據現有發展計劃估算尚未產生或已訂約的發展成本。  開發商利潤率估計。  定期收益, 計及可供比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整, 零售物業為5.5%, 辦公室物業為3%。  市場單位租金, 採用直接市場可供比較項目及計及時間、地點和其他個別因素, 例如物業大小及質量, 零售物業介乎每月每平方米建築面積人民幣180元至每月每平方米建築面積人民幣210元, 而辦公室物業介乎每月每平方米建築面積人民幣60元至每月每平方米建築面積人民幣78元。	發展成本增加, 則會導致預期開發商利潤率及投資物業公允價值計量下降, 反之亦然。  預期利潤大幅增加將會導致投資物業公允價值計量大幅下降, 反之亦然。  倘所使用定期收益微升, 則會導致投資物業公允價值計量大幅下跌, 反之亦然。  倘所使用市場單位租金微升, 則會導致投資物業公允價值計量大幅上升, 反之亦然。

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### 合併財務報表附註

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#### 17. INVESTMENT PROPERTIES – continued AT 31 DECEMBER 2017 – continued

#### 17. 投資物業 – 續 於2017年12月31日 – 續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The Jiashan Project (Jiashan) (Carrying amount: HK\$16,988,000)	Level 3	Comparison approach The key input is: (1) Unit site rate	Unit site rate, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB980/sq.m.	A slight increase in the unit site rate would result in an increase in the fair value measurement of the investment properties, and vice versa.
嘉善項目(嘉善) (賬面值: 16,988,000港元)	第三層	比較法 主要輸入數據為: (1) 場地單位比率	場地單位比率, 採用直接市場可供比較項目及計及時間、地點及個別因素, 例如物業的大小及質量, 為每平方米人民幣980元。	倘所使用場地單位比率微升, 則會導致投資物業公允價值計量上升, 反之亦然。
The Hengnan Project (Hengnan) (Carrying amount: HK\$61,011,000)	Level 3	Comparison approach The key input is: (1) Unit site rate	Unit site rate, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB422/sq.m.	A slight increase in the unit site rate would result in an increase in the fair value measurement of the investment properties, and vice versa.
衡南項目(衡南) (賬面值: 61,011,000港元)	第三層	比較法 主要輸入數據為: (1) 場地單位比率	場地單位比率, 採用直接市場可供比較項目及計及時間、地點及個別因素, 例如物業的大小及質量, 為每平方米人民幣422元。	倘所使用場地單位比率微升, 則會導致投資物業公允價值計量上升, 反之亦然。
The Irvine Project (US Property) (Carrying amount: HK\$277,399,000)	Level 3	Comparison approach The key inputs of direct comparison method is: Unit site rate	Unit site rate, taking into account the time, location, and individual factors, such as frontage and size, between the comparable and the property, of range from United States Dollar ("US\$") 1,228.92/sq.m. to US\$1,848.16/sq.m	A slight increase in the unit site rate used would result in a significant increase in the fair value measurement of the investment properties and vice versa.
爾灣項目(美國物業) (賬面值: 277,399,000港元)	第三層	比較法 直接比較法主要輸入數據為: 場地單位比率	場地單位比率, 計及時間、地點及個別因素, 例如可供比較項目及物業的臨街及大小, 介乎每平方米1,228.92美元(「美元」)至每平方米1,848.16美元	倘所使用場地單位比率微升, 則會導致投資物業公允價值計量大幅上升, 反之亦然。

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### 17. INVESTMENT PROPERTIES – continued FAIR VALUE MEASUREMENTS AND VALUATION PROCESSES

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent external valuer to perform the valuation of the Group's investment properties. The Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. The valuation techniques have been calibrated so that at initial recognition, the result of the valuation techniques is reconciled to the transaction price. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the Directors.

### 17. 投資物業 – 續 公允價值計量及估值過程

在估計本集團投資物業之公允價值時，本集團會使用可供使用之市場可觀察數據。倘沒有第一層的輸入數據，本集團會委聘獨立外部評估師為本集團之投資物業進行估值。本集團將首先考慮及採用第二層輸入數據，即有關輸入數據可自活躍市場上的可觀察報價獲得。倘沒有第二層的輸入數據，本集團則會採用包括第三層輸入數據之估值技術。估值技術已作出修正以使於初始確認時估值技術所得結果與交易價相同。倘資產公允價值出現重大變動，則會向董事報告有關波動之原因。

### 18. INVESTMENT IN A JOINT VENTURE

### 18. 於合營企業之投資

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Cost of investment, unlisted	投資成本，非上市	1,237,686	–
Share of post-acquisition loss	攤佔收購後虧損	(2,702)	–
At the end of the year	年末	1,234,984	–

The following sets out the particulars of the joint venture of the Group as at 31 December 2018:

以下載列本集團於2018年12月31日之合營企業的詳情：

Name of joint venture 合營公司名稱	Place of establishment/ operations 成立/ 營運地點	Class of shares held 所持股份 類別	Proportion of ownership interest 擁有權比例		Proportion of voting rights held 所持投票權比例		Nature of business 業務性質
			2018 2018年	2017 2017年	2018 2018年	2017 2017年	
SkyOcean Real Estate (Tangshan) Co., Ltd ("SkyOcean Tangshan")	PRC	Paid capital	51%	N/A (Note (ii))	50%	(Note (iii))	N/A Property development
天洋地產(唐山)有限公司(「天洋唐山」)	中國	繳足股本	51%	不適用 (附註(i))	50%	(附註(ii))	不適用 物業開發

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### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 18. INVESTMENT IN A JOINT VENTURE – continued

Notes:

- (i) Prior to the completion of the disposal of a subsidiary as disclosed in note 37(i), SkyOcean Tangshan was being an indirectly wholly-owned subsidiary of the Company. Upon the completion of the transaction on 15 November 2018, the Group, through SkyOcean International United Limited (“SkyOcean United”), a subsidiary of which 82.35% interest is held by the Group, held 51% equity interests of SkyOcean Tangshan.
- (ii) As stipulated in the articles of association of SkyOcean Tangshan, the Group has the right to appoint one out of two directors which are responsible for making decisions of its relevant activities and those decisions require the unanimous consent of both directors. In this regard, the Group’s 51% equity interest in SkyOcean Tangshan is accounted for as a joint venture of the Group.

The joint venture is accounted for using the equity method in these consolidated financial statements.

Summarised financial information in respect of the SkyOcean Tangshan is set out below. The summarised financial information below represents amounts shown in the joint venture’s financial statements prepared in accordance with HKFRSs.

#### 18. 於合營企業之投資－續

附註：

- (i) 於附註37(i)所披露的出售一間附屬公司完成前，天洋唐山為本公司之間接全資附屬公司。於2018年11月15日完成該交易後，本集團透過天洋國際聯合有限公司（「天洋聯合」）（一間本集團持有82.35%權益的附屬公司）持有天洋唐山51%股權。
- (ii) 如天洋唐山組織章程細則所規定，本集團有權委任兩名董事中的一名董事負責對其相關活動作出決策，且有關決策需要兩名董事的一致同意。就此而言，本集團於天洋唐山的51%股權入賬為本集團的合營企業。

合營企業使用權益法於該等合併財務報表入賬。

天洋唐山的財務資料概要載列如下。下文所載財務資料概要指根據香港財務報告準則編製之合營企業財務報表中所示之金額。

		<b>2018</b> <b>2018年</b> <b>HK\$’000</b> <b>千港元</b>
Non-current assets	非流動資產	<b>1,049,715</b>
Current assets	流動資產	<b>3,165,953</b>
Current liabilities	流動負債	<b>785,323</b>
Non-current liabilities	非流動負債	<b>1,008,808</b>
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：	
Cash and cash equivalents	現金及現金等價物	<b>7,558</b>
Financial liabilities (excluding trade and other payables and provisions)	金融負債 (不包括貿易及其他應付款項及撥備)	
– Current	– 即期	<b>285,323</b>

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合併財務報表附註

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### 18. INVESTMENT IN A JOINT VENTURE – continued

Reconciliation of the above consolidated financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

	2018 2018年 HK\$'000 千港元
Net assets 資產淨值	2,421,537
The Group's share of net assets 本集團分佔資產淨值	1,234,984

### 18. 於合營企業之投資－續

上述合併財務資料與於合併財務報表內確認之於合營企業之權益之賬面值的對賬：

### 19. PROPERTIES UNDER DEVELOPMENT FOR SALE

As at 31 December 2018 and 2017, the Group pledged certain of its properties under development for sale, details of which are set out in note 31.

The Group's properties under development for sale are situated in the PRC. Included in the amount are properties under development for sale of HK\$1,448,171,000 (2017: HK\$1,061,582,000) which are not expected to be completed and available for sale within twelve months from the end of the reporting period.

### 19. 發展中待售物業

於2018年及2017年12月31日，本集團抵押其若干發展中待售物業，詳情載於附註31。

本集團發展中待售物業位於中國。該金額包括發展中待售物業1,448,171,000港元（2017年：1,061,582,000港元），預期於報告期末起十二個月內不會完成及可供出售。

### 20. TRADE RECEIVABLES

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Trade receivables 貿易應收款項	10,481	8,455
Less: allowance for credit loss 減：信貸虧損撥備	(6)	–
	10,475	8,455

As at 31 December 2018 and 1 January 2018, trade receivables from contracts with customers amounted to RMB9,178,000 (equivalent to HK\$10,475,000) and RMB7,068,000 (equivalent to HK\$8,455,000) respectively.

於2018年12月31日及2018年1月1日，與客戶合約之貿易應收款項金額分別為人民幣9,178,000元（相當於10,475,000港元）及人民幣7,068,000元（相當於8,455,000港元）。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 20. TRADE RECEIVABLES – continued

The following is an analysis of trade receivables by age, presented based on invoice date, and net of allowance for credit loss at the end of the reporting period:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Current to 90 days	即期至90日	10,475	8,455

No debtors which are past due but not impaired at the end of the reporting period (2017: nil).

The impairment of trade receivables are provided on individually impaired trade debtors which have either been in severe financial difficulties or default in payments.

For trade receivables, the Group applies the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Trade receivables are assessed individually for impairment allowance based on the historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each reporting period, including time value of money where appropriate.

Movements in the allowance for doubtful debts:

#### 20. 貿易應收款項－續

按發票日期計算，於報告期末貿易應收款項之賬齡分析（已扣除信貸虧損撥備）呈列如下：

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Current to 90 days	10,475	8,455

於本報告期末並無已逾期但未減值之應收賬款（2017年：無）。

貿易應收款項減值乃就處於極度財務困難或拖欠付款情況的個別減值貿易應收款項作出。

就貿易應收款項而言，本集團應用香港財務報告準則第9號之簡化法按全期預期信貸虧損計量虧損撥備。貿易應收款項乃根據過往信貸虧損經驗就減值撥備進行個別評估，並就債務人特定因素、整體經濟狀況以及於各報告期末的現時狀況及預測狀況動向的評估作出調整，在適當時包括貨幣的時間價值。

呆賬撥備變動如下：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Balance at beginning of the year	年初之結餘	-	-
Impairment loss recognised	已確認減值虧損	(6)	-
Balance at end of the year	年末之結餘	(6)	-

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For the year ended 31 December 2018 截至2018年12月31日止年度

### 21. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

### 21. 其他應收款項、按金及預付款項

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Pledged deposits (note)	已抵押存款(附註)	–	648,395
Other receivables	其他應收款項	24,004	22,775
Deposits paid	已付按金	4,617	795
Prepayments	預付款項	6,943	6,948
		<b>35,564</b>	<b>678,913</b>

Upon adoption of HKFRS 9, the Group measures the loss allowance of other receivables and deposits equal to 12m ECL, and when there has been a significant increase in credit risk, the Group recognises lifetime ECL. No provision has been made in these consolidated financial statements during the year.

Note: As at 31 December 2017, deposits amounting to RMB542,000,000 (equivalent to HK\$648,395,000) were pledged to an independent third party to secure the loans amounting to HK\$646,714,000 granted to the Group by a financial institution in the PRC (the "Lender", a related party of the above independent third party), details of which are set out in note 26(b)(ii). During the current year, the loans were disposed through the disposal of a subsidiary as disclosed in note 37.

採納香港財務報告準則第9號後，本集團按相等於12個月預期信貸虧損的金額計量其他應收款項及按金之虧損撥備，且倘信貸風險大幅增加，本集團確認全期預期信貸虧損。年內概無於該等合併財務報表計提撥備。

附註：於2017年12月31日，人民幣542,000,000元（相當於648,395,000港元）之存款已抵押予獨立第三方，作為一間中國金融機構（「貸款人」，上述獨立第三方之關聯人士）授予本集團之646,714,000港元貸款之抵押，詳情載於附註26(b)(ii)。於本年度，如附註37所披露，貸款乃透過出售一間附屬公司出售。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

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## 22. OTHER LONG TERM/CURRENT ASSETS

## 22. 其他長期／流動資產

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Prepayments for certain land use rights for property development purpose (note ii)	用於房地產發展之若干土地使用權之預付款項 (附註ii)	108,810	124,126
Prepayments to a construction contractor (note i)	向建築承包商預付款項 (附註i)	39,228	49,784
Others	其他	1,827	7,609
<b>Other long term assets</b>	<b>其他長期資產</b>	<b>149,865</b>	<b>181,519</b>
Prepayments to construction contractors (note i)	向建築承包商預付款項 (附註i)	10,926	13,867
Prepayments for certain land use rights for property development purpose (note ii)	用於房地產發展之若干土地使用權之預付款項 (附註ii)	189,153	245,027
Prepayment for taxes	預付稅項	33,952	12,173
Others	其他	1,752	1,566
<b>Other current assets</b>	<b>其他流動資產</b>	<b>235,783</b>	<b>272,633</b>

Notes:

- (i) Prepayments paid to a contractor in relation to the construction of certain investment properties were recorded as other long term assets. Prepayments in relation to the construction of properties for sales paid to certain contractors were recorded as other current assets.
- (ii) Amounts represented the prepayment for certain land use rights of pieces of land in the PRC with the lease term between 40 and 70 years for the purpose of property development of sale and investment properties under development.

As at 31 December 2018, included therein are advance to certain local government authority of RMB261,076,000 (equivalent to HK\$297,963,000) (2017: RMB148,076,000 (equivalent to HK\$177,143,000)), which is unsecured and will be treated as the prepayment for acquiring certain land use rights in the areas controlled by such local government in the future. Advances in relation to the land use rights for the purpose of property development for sale were recorded as other current assets.

附註:

- (i) 就建造若干投資物業支付予承包商之預付款項入賬為其他長期資產。就建造待售物業支付予若干承包商之預付款項入賬為其他流動資產。
- (ii) 該款項指用於銷售及發展中投資物業房地產發展之若干土地使用權之預付款項，該等土地位於中國，租期介乎40年至70年。

於2018年12月31日，該等款項包括向若干地方政府部門之墊款人民幣261,076,000元（相當於297,963,000港元）（2017年：人民幣148,076,000元）（相當於177,143,000港元），為無抵押並將視作用於日後收購有關地方政府所控制地區之若干土地使用權之預付款項。用於發展中待售物業之土地使用權之墊款入賬為其他流動資產。

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### 23. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term deposits with an original maturity of three months or less.

The range of effective interest rates of bank balances at 31 December 2018 were 0.01% to 0.35% (2017: 0.01% to 0.35%) per annum.

### 24. TRADE AND OTHER PAYABLES AND ACCRUALS

### 23. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金及原到期日為三個月或以內之短期存款。

於2018年12月31日，銀行結餘之實際年利率介乎0.01%至0.35%（2017年：介乎0.01%至0.35%）。

### 24. 貿易及其他應付款項及預提款項

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Trade payables	貿易應付款項	679,798	434,638
Other payables, accruals and deposits received	其他應付款項、預提款項及已收按金	126,126	124,835
Deposits from customers for properties developed for sale	來自發展待售物業客戶之按金	–	119,391
		<b>805,924</b>	678,864

The ageing of trade payables based on invoice date is 0 to 90 days. The average credit period on purchase of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

按發票日期計算，貿易應付款項之賬齡為0至90日。採購貨品之平均信貸期為90日。本集團已制定財務風險管理政策，確保所有應付款項於信貸期內結償。

### 25. CONTRACT LIABILITIES

Property sales	物業銷售	289,975	–
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Upon the application of HKFRS 15 on 1 January 2018, deposits received in respect of the pre-sale of properties under development for sale of HK\$119,391,000 were reclassified as contract liabilities from trade and other payables and accruals on that day.

### 25. 合約負債

	2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	
Property sales	物業銷售	289,975	–

於2018年1月1日應用香港財務報告準則第15號後，就預售發展中待售物業收取的按金119,391,000港元於同日自貿易及其他應付款項重新分類為合約負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 25. CONTRACT LIABILITIES – continued

All contract liabilities are expected to be settled within the Group's normal operating cycle, and are classified as current.

As at 31 December 2018, the Group has received deposits amounting to HK\$289,975,000 (2017: HK\$119,391,000) in respect of the pre-sale of properties under development for sale. These properties are yet to be delivered to the buyers up to the date of this report. The contract liabilities will be recognised as revenue from sales of properties when the controls of these properties are transferred to the buyers.

The movements of contract liabilities in the current year are as follows:

#### 25. 合約負債－續

所有合約負債預期均將於本集團正常經營週期結算，並分類為流動。

於2018年12月31日，本集團就預售發展中待售物業收取按金289,975,000港元（2017年：119,391,000港元）。截至本報告日期，尚未向買家交付該等物業。當該等物業之控制權轉移至買方時，合約負債將確認為來自物業銷售之收入。

於本年度之合約負債之變動如下：

		HK\$'000 千港元
At 1 January 2018	於2018年1月1日	119,391
Revenue recognised	已確認收益	(60,305)
Additions	添置	250,107
Disposal of subsidiaries	出售附屬公司	(6,924)
Exchange gain	匯兌收益	(12,294)
At 31 December 2018	於2018年12月31日	289,975

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合併財務報表附註

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### 26. BANK AND OTHER BORROWINGS

### 26. 銀行及其他借貸

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Bank borrowings	銀行借貸		
Secured/guaranteed (Note a)	有抵押／有擔保(附註a)	<b>3,626,246</b>	3,417,491
Other borrowings	其他借貸		
Secured/guaranteed (Note b)	有抵押／有擔保(附註b)	<b>342,388</b>	1,060,356
		<b>3,968,634</b>	4,477,847
Total borrowings are repayable as follows:	借貸總額之還款情況如下:		
– Repayable within one year	— 一年內償還	<b>414,270</b>	850,136
– Repayable over 1 year and within 2 years	— 一年後但兩年內償還	<b>1,392,353</b>	641,217
– Repayable over 2 years and within 5 years	— 兩年後但五年內償還	<b>2,162,011</b>	2,986,494
		<b>3,968,634</b>	4,477,847
Less: Amounts shown under current liabilities	減：流動負債項下列示之金額	<b>(414,270)</b>	(850,136)
Amounts shown under non-current liabilities	非流動負債項下列示之金額	<b>3,554,364</b>	3,627,711
Fixed rate borrowings	定息借貸	<b>342,388</b>	1,060,356
Floating rate borrowings	浮息借貸	<b>3,626,246</b>	3,417,491
		<b>3,968,634</b>	4,477,847
Bank and other borrowings denominated in:	以下列貨幣計值之銀行及其他借貸：		
– RMB	— 人民幣	<b>3,885,339</b>	4,394,055
– US\$	— 美元	<b>83,295</b>	83,792
		<b>3,968,634</b>	4,477,847

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 26. BANK AND OTHER BORROWINGS – continued 26. 銀行及其他借貸－續

Notes:

- a. The secured bank borrowings of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Properties under development for sales (note 19)	發展中待售物業 (附註19)	<b>736,442</b>	469,427
Investment properties (note 17)	投資物業 (附註17)	<b>5,512,086</b>	4,464,596
Completed properties held for sale	已竣工待售物業	<b>358,847</b>	714,748
Property, plant and equipment	物業、廠房及設備	<b>108,348</b>	-
Pledged bank deposits	已抵押銀行存款	<b>930</b>	1,793
		<b>6,716,653</b>	5,650,564

The bank borrowings were also jointly guaranteed by Mr. Zhou Zheng and certain related parties.

銀行借貸亦由周政先生以及若干關聯方共同作出擔保。

- b. The details of secured and guaranteed other borrowings of the Group are as follows:

		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Loans from trust fund companies (note i)	來自信託基金公司之貸款 (附註i)	<b>342,388</b>	413,642
Loans from a financial institution (note ii)	來自一家金融機構之貸款 (附註ii)	-	646,714
		<b>342,388</b>	1,060,356

附註：

- a. 本集團之有抵押銀行借貸乃以本集團若干資產作抵押，彼等之賬面值如下：

- b. 本集團之有抵押及有擔保其他借貸之詳情如下：

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### 26. BANK AND OTHER BORROWINGS – continued 26. 銀行及其他借貸 – 續

Notes: – continued

附註：—續

b. – continued

b. —續

- (i) In June 2016, SkyOcean Tangshan borrowed a loan of RMB396,000,000 from a trust loan company. As at 31 December 2017, the loan is secured by certain investment properties with fair value of approximately HK\$904,882,000 and completed properties held for sale with an aggregate carrying amount of approximately HK\$162,569,000 and guaranteed by Beijing SkyOcean, a subsidiary of the Group, and Beijing SkyOcean International Holdings Limited (“Beijing SkyOcean Holdings”), a company beneficially owned as to 80% by Mr. Zhou Zheng. The loan carries effective interest rate at 9.03% per annum. In 2018, the loans were disposed through the disposal of a subsidiary as disclosed in note 37.

During the current year, the Group raised new loans from another trust fund company amounting to RMB300,000,000 (equivalent to HK\$355,618,000) (31 December 2017: Nil). As at 31 December 2018, the loans are secured by certain property, plant and equipment with an aggregate carrying amount of approximately HK\$83,759,000, properties under development for sale with an aggregate carrying amount of approximately HK\$227,584,000 and investment properties of the Group with fair value of approximately HK\$129,080,000. These loans are jointly guaranteed by Mr. Zhou Zheng and SkyOcean Holdings Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng. The loans carry interest at 12.13% per annum.

- (ii) As at 31 December 2017, certain loans were borrowed from a financial institution in the PRC which are secured by the Group’s pledged deposits of HK\$648,395,000, bearing interest ranging from 1.11% to 1.20% per annum and repayable within one year from 31 December 2017. Details of the pledged deposits are set out in note 21. During the current year, the loans were disposed through the disposal of a subsidiary as disclosed in note 37.

- (i) 於2016年6月，天洋唐山向一家信託貸款公司借入一筆為數人民幣396,000,000元之貸款。於2017年12月31日，該貸款由公允價值為約904,882,000港元之若干投資物業及賬面總值為約162,569,000港元之已竣工待售物業作抵押，並由本集團之附屬公司北京天洋及北京天洋國際控股有限公司（「北京天洋控股」，由周政先生實益擁有80%權益之公司）擔保。該貸款按實際年利率9.03%計息。於2018年，如附註37所披露，該貸款透過出售一間附屬公司出售。

於本年度，本集團向另一間信託基金公司籌得新貸款人民幣300,000,000元（相當於355,618,000港元）（2017年12月31日：無）。於2018年12月31日，該等貸款由賬面總值約為83,759,000港元之若干物業、廠房及設備、總賬面值約為227,584,000港元之發展中待售物業及本集團公允價值約為129,080,000港元之投資物業作抵押。該等貸款由周政先生及天洋控股集團有限公司（由周政先生實益擁有80%權益之公司）共同提供擔保。該等貸款按年利率12.13%計息。

- (ii) 於2017年12月31日，若干貸款乃從一家中國金融機構借入，其由本集團之已抵押存款648,395,000港元作抵押，按介乎1.11%至1.20%之年利率計息，並須於2017年12月31日起計一年內償還。已抵押存款之詳情載於附註21。於本年度，如附註37所披露，該貸款透過出售一間附屬公司出售。



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#### 27. CONVERTIBLE BONDS AND BONDS

#### 27. 可換股債券及債券

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Liability components	負債部分		
Current	流動		
– RMB19,680,000 8.5% convertible bonds (note i)	– 人民幣19,680,000元，按年利率8.5%計息之可換股債券（附註i）	22,624	–
– HK\$270,000,000 8.5% bonds (note i)	– 270,000,000港元，按年利率8.5%計息之債券（附註i）	271,707	–
– HK\$400,000,000 (31 December 2017: HK\$470,000,000) 8% bonds (note i)	– 400,000,000港元（2017年12月31日：470,000,000港元），按年利率8%計息之債券（附註i）	391,653	–
		<b>685,984</b>	–
Non-current	非流動		
– RMB19,680,000 8.5% convertible bonds (note i)	– 人民幣19,680,000元，按年利率8.5%計息之可換股債券（附註i）	–	23,728
– HK\$270,000,000 8.5% bonds (note i)	– 270,000,000港元，按年利率8.5%計息之債券（附註i）	–	271,549
– HK\$400,000,000 (31 December 2017: HK\$470,000,000) 8% bonds (note i)	– 400,000,000港元（2017年12月31日：470,000,000港元），按年利率8%計息之債券（附註i）	–	442,303
– RMB450,000,000 (31 December 2017: HK\$1,500,000,000) zero coupon convertible bonds (note ii)	– 人民幣450,000,000元（2017年12月31日：1,500,000,000港元），零息可換股債券（附註ii）	435,206	1,398,763
		<b>435,206</b>	2,136,343

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## 27. CONVERTIBLE BONDS AND BONDS – continued

### (i) Convertible Bonds I, Bonds I, and Bonds II

On 12 November 2015, the Company issued a two-year term RMB8.5% secured convertible bonds due 2017 in an aggregate principal amount of RMB29,520,000 (the “Convertible Bonds I”) to an independent third party. In addition to which, on the same date, the Company also issued a two-year term HK\$8.5% secured guaranteed bonds due 2017 in an aggregate principal amount of HK\$270,000,000 (the “Bonds I”) to the same holder of the Convertible Bonds I. The total net proceeds from the issue of the Convertibles Bonds I and the Bonds I are used for funding general working capital, as well as mergers and acquisitions by the Group. The Convertible Bonds I and the Bonds I are jointly guaranteed by Mr. Zhou Zheng and certain related parties and corporate guarantee provided by Beijing SkyOcean Holdings. The Convertible Bonds I and the Bonds I are also secured by charge over certain number of issued ordinary shares of the Company held by SkyOcean Investment.

On 28 June 2016, the Company entered into a subscription agreement with the same holder of the Convertible Bonds I and the Bonds I, for the purpose of issuing three-year term HK\$8% secured guaranteed bond due in 2019 in an aggregate principal amount of HK\$470,000,000 (the “Bonds II”). The Bonds II are jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean Holdings. The Bonds II are also secured by share charge over certain number of issued ordinary shares of the Company held by SkyOcean Investment. Pursuant to the subscription agreement, SkyOcean Investment, being the holder of Convertible Bonds II (as defined in note 27(ii)), charged over certain part of Convertible Bonds II amounting to RMB450,000,000 (the “Charged Convertible Bonds II”) in favour of the holder of Bonds II. The Company issued a total amount of the Bond II amounting to HK\$470,000,000 in 2016 which are subsequently measured at amortised cost by applying effective interest rate of 12.8% per annum after taking into consideration of initial transaction cost of HK\$50,700,000 accordingly.

The Convertible Bonds I, the Bonds I and the Bonds II, constitute direct, unsubordinated, unconditional and secured obligations of the Company and shall at all times rank pari passu in all respects and without any preference or priority among themselves.

## 27. 可換股債券及債券—續

### (i) 可換股債券I、債券I及債券II

於2015年11月12日，本公司發行於2017年到期本金總額為人民幣29,520,000元的兩年期有抵押人民幣計值，按年利率8.5%計息之可換股債券（「可換股債券I」）給獨立第三方。此外，於同日，本公司亦向同一可換股債券I持有人發行於2017年到期本金總額為270,000,000港元的兩年期有抵押有擔保港元計值，按年利率8.5%計息之債券（「債券I」）。發行可換股債券I及債券I之總所得款項淨額用作撥付一般營運資金及本集團進行之併購事項。可換股債券I及債券I由周政先生及若干關連方共同擔保及由北京天洋控股提供公司擔保。可換股債券I及債券I亦由天洋投資持有的若干本公司已發行普通股數目之押記作抵押。

於2016年6月28日，本公司與可換股債券I及債券I之相同持有人就發行於2019年到期本金總額為470,000,000港元的三年期有抵押有擔保港元計值，按年利率8%計息之債券（「債券II」）訂立一份認購協議。債券II由周政先生及若干關連方共同擔保。公司擔保由北京天洋控股提供。債券II亦由天洋投資持有的若干本公司已發行普通股數目之股份押記作抵押。根據認購協議，天洋投資（為可換股債券II（定義見附註27(ii)）之持有人）以債券II持有人為受益人抵押金額為人民幣450,000,000元之可換股債券II的若干部分（「已押記可換股債券II」）。本公司於2016發行總額為470,000,000港元之債券II，經考慮初始交易成本50,700,000港元後，其後按實際年利率12.8%以攤餘成本計量。

可換股債券I、債券I及債券II構成本公司之直接、非後償、無條件及有抵押責任，並於彼此之間於任何時間在所有方面享有同等地位及並無任何先後次序。

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## 27. CONVERTIBLE BONDS AND BONDS – continued

### (i) Convertible Bonds I, Bonds I, and Bonds II – continued

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension mentioned above did not result in material impact on the financial information of the Group for the current year.

During the year ended 31 December 2017, certain holders of the Convertible Bonds I exercised their right to convert certain Convertible Bonds I, consisting of principal amount of RMB9,840,000 (equivalent to HK\$12,000,000) into share capital of the Company. Liability component and equity component of RMB9,812,000 (equivalent to HK\$11,966,000) and RMB28,000 (equivalent to HK\$34,000) were derecognised upon conversion, and share capital and share premium of HK\$100,000 and HK\$11,900,000 were recognised accordingly, as a result of which 1,000,000 new ordinary shares were issued.

During the current year, holders of Bond II with an aggregate principal amount of HK\$70,000,000 exercised their rights of redemption at 100 per cent pursuant to the terms and conditions of Bond II.

The principal terms of the Convertible Bonds I are as follows:

#### (a) Conversion right

Pursuant to the aforesaid agreement dated on 28 June 2016, the holder of the Convertible Bonds I has the right to convert all or any part of the principal amount of the Convertible Bonds I into ordinary shares of the Company at any time from the beginning on, and including, 12 November 2016 to the close of business of the maturity date at 30 June 2019.

## 27. 可換股債券及債券—續

### (i) 可換股債券I、債券I及債券II—續

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。上文所述之延期並無對本集團本年度之財務資料造成重大影響。

於截至2017年12月31日止年度，若干可換股債券I持有人行使其權利將若干可換股債券I（本金額為人民幣9,840,000元（相當於12,000,000港元））轉換為本公司股本。負債部分及權益部分人民幣9,812,000元（相當於11,966,000港元）及人民幣28,000元（相當於34,000港元）於轉換後被終止確認，股本及股份溢價100,000港元及11,900,000港元亦相對地被確認。因此，發行了1,000,000股新普通股。

於本年度內，本金總額為70,000,000港元的債券II持有人已根據債券II的條款及條件悉數行使彼等的贖回權利。

可換股債券I之主要條款如下：

#### (a) 換股權

根據上述日期為2016年6月28日之協議，可換股債券I之持有人有權自2016年11月12日起（包括該日）至2019年6月30日之到期日的營業時間結束期間隨時轉換可換股債券I本金額的全部或任何部分為本公司普通股。

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### 27. CONVERTIBLE BONDS AND BONDS – continued

(i) Convertible Bonds I, Bonds I, and Bonds II – continued

(a) Conversion right – continued

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds I, the relevant principal amount of the Convertible Bonds I to be converted shall be translated into HK\$ at the exchange rate of HK\$1.2195: RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the “Conversion Price of Convertible Bonds I”) will initially be HK\$12 per share, but will be subject to adjustment for, among other things, consolidation, reclassification or subdivision, capitalisation of profit or reserves, distributions, rights issues of shares or options over shares, dividend adjustments and other dilutive events. In the opinion of the Directors, the adjustments to Conversion Price of Convertible Bonds I in those circumstances are all for anti-dilutive purpose to protect the right of the holder of the Convertible Bonds I.

(b) Final redemption

Unless previously redeemed, converted, purchased and cancelled as provided herein, the Company shall pay to each holder of the Convertible Bonds on the maturity date of the Convertible Bonds I an aggregate price of (i) 100% of the outstanding principal amount on the maturity date of the Convertible Bonds I, (ii) all accrued and unpaid interest in respect of the Convertible Bonds I and unpaid default interest in respect of the Convertible Bonds I, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of the Convertible Bonds I.

### 27. 可換股債券及債券－續

(i) 可換股債券I、債券I及債券II－續

(a) 換股權－續

為釐定於可換股債券I獲轉換後將予發行的普通股數目，將予轉換的可換股債券I之相關本金額將按1.2195港元兌人民幣1元之匯率換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券I之換股價」）將初步為每股12港元，惟可根據（其中包括）股份合併、新分類或拆細、溢利或儲備資本化、分派、供股或股份期權、股息調整及其他攤薄事項予以調整。董事認為，可換股債券I之換股價於該等情況下之調整乃全為反攤薄目的以保障可換股債券I持有人的權利。

(b) 最後贖回

除先前已按照規定贖回、轉換、購買及註銷外，本公司須於可換股債券I到期日向各可換股債券持有人支付 (i) 於可換股債券I到期日的全部未行使本金額；(ii) 可換股債券I之全部應計及未付利息以及可換股債券I之未付違約利息（如有）；及 (iii) 本公司應付可換股債券I持有人的所有其他相關未行使金額之總價。

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## 27. CONVERTIBLE BONDS AND BONDS – continued

- (i) Convertible Bonds I, Bonds I, and Bonds II – continued
- (c) Convertible Bond Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds I occurs, the holder of the Convertible Bonds I may elect to require the Company to redeem the outstanding Convertible Bonds I in full in the amount equivalent to the sum of (i) 100% of the outstanding principal amount of the Convertible Bonds I, (ii) all accrued and unpaid interest in respect of such Convertible Bonds I and unpaid default interest in respect of such Convertible Bonds I, if any, (iii) a premium as set out in the agreements of the Convertible Bonds I and (iv) all other related outstanding amounts payable by the Company to the holder of such Convertible Bonds I.

The details of the redemption of the Bonds I and the Bonds II are as follows:

- (a) Final redemption
- Unless previously redeemed, purchased and cancelled, the Company shall pay to each holder of the Bonds on the maturity date of the Bonds I and Bonds II an aggregate price of (i) 100% of the outstanding principal amount on the maturity date of the Bonds I and Bonds II, (ii) all accrued and unpaid interest in respect of the Bonds and unpaid default interest of the Bonds I and Bonds II, if any, and (iii) all other related outstanding amounts payable by the Company to the holder of such Bonds I and Bonds II.
- (b) Bonds Holder's Redemption Rights for Events of Default
- Should any of the events of default set out in the agreements of the Bonds I and Bonds II occurs, the holder of the Bonds I and Bonds II may elect to require the Company to redeem the Bonds I and Bonds II in full in an amount equivalent to the sum of (i) 100% of the outstanding principal amount of the Bonds I and Bonds II, (ii) all accrued and unpaid interest accrued in respect of the Bonds I and Bonds II and unpaid default interest accrued in respect of the Bonds I and Bonds II, if any, (iii) a premium as set out in the agreements of the Bonds I and Bonds II, and (iv) all other related outstanding amounts payable by the Company to the holder of such Bonds I and Bonds II.

## 27. 可換股債券及債券—續

- (i) 可換股債券I、債券I及債券II—續
- (c) 可換股債券持有人就違約事件之贖回權利

倘可換股債券I協議所載之任何違約事件發生，可換股債券I持有人可選擇要求本公司按相當於(i)可換股債券I之全部未行使本金額；(ii)可換股債券I之全部應計及未付利息以及可換股債券I之未付違約利息(如有)；(iii)可換股債券I協議所載之溢價；及(iv)本公司應付有關可換股債券I持有人的所有其他相關未行使金額之總和的金額悉數贖回未行使可換股債券I。

債券I及債券II贖回之詳情如下：

- (a) 最後贖回
- 除先前已贖回、購買及註銷外，本公司須於債券I及債券II到期日向各債券持有人支付(i)於債券I及債券II到期日的全部未行使本金額；(ii)債券I及債券II之全部應計及未付利息以及債券I及債券II之未付違約利息(如有)；及(iii)本公司應付有關債券I及債券II持有人的所有其他相關未行使金額之總價。
- (b) 債券持有人就違約事件之贖回權利
- 倘債券I及債券II協議所載之任何違約事件發生，債券I及債券II持有人可選擇要求本公司按相當於(i)債券I及債券II之全部未行使本金額；(ii)債券I及債券II之全部應計及未付利息以及債券I及債券II之未付違約利息(如有)；(iii)債券I及債券II協議所載之溢價；及(iv)本公司應付有關債券I及債券II持有人的所有其他相關未行使金額之總和的金額悉數贖回債券I及債券II。

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### 27. CONVERTIBLE BONDS AND BONDS – continued

(i) Convertible Bonds I, Bonds I, and Bonds II – continued

(c) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II

The amendment of mandatory early redemption of Convertible Bonds I, the Bonds I and the Bonds II as mentioned below are mainly in relation to the change of calculation of Total Security Value (as defined below). Pursuant to the subscription agreement on 28 June 2016, if in any trading day during the remaining term of the Convertible Bonds I, the Bonds I and the Bonds II, the total security value, which is calculated as the sum of below items (a) and (b) (the “Total Security Value”):

(a) total share value of the Company, which equals to the closing price per share of the Company on such trading day multiplied by the total number of the shares of the Company held in the securities account maintained with the holder of the Convertible Bonds I, the Bonds I and the Bonds II by SkyOcean Investment, and;

(b) charged Convertible Bonds II is less than 2 times of the aggregate outstanding principal amount of the Convertible Bonds I, the Bonds I and the Bonds II, and SkyOcean Investment elects not to deposit such further number of shares of the Company in the aforesaid securities account, the Company shall redeem such portion of the outstanding principal amount of the Convertible Bonds I, the Bonds I and the Bonds II (the “Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II”) in order to maintain the Total Security Value not lower than 2.5 times of the aggregate outstanding principal amount of the Convertible Bonds I, the Bonds I and the Bonds II.

### 27. 可換股債券及債券—續

(i) 可換股債券I、債券I及債券II—續

(c) 強制提早贖回可換股債券I、債券I及債券II

強制提早贖回可換股債券I、債券I及債券II之修訂(如下文所述)主要有關押記總值(定義見下文)計算之變動。根據2016年6月28日之認購協議,倘於可換股債券I、債券I及債券II餘下期限內之任何交易日,按下文(a)項及(b)項之和計算之押記總值(「押記總值」):

(a) 本公司之股份總值(相當於有關交易日之本公司每股收市價乘以由天洋投資擔保的可換股債券I、債券I及債券II之持有人存置的證券戶口中持有的本公司股份總數),及;

(b) 已抵押可換股債券II低於可換股債券I、債券I及債券II之未行使本金總額之2倍,而天洋投資選擇不抵押額外數目之本公司股份至上述證券戶口,本公司須贖回可換股債券I、債券I及債券II之未行使本金總額的有關部分(「強制提早贖回可換股債券I、債券I及債券II」)以維持押記總值不低於可換股債券I、債券I及債券II未行使本金總額之2.5倍。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 27. CONVERTIBLE BONDS AND BONDS – continued

### (i) Convertible Bonds I, Bonds I, and Bonds II – continued

The terms of the Convertible Bonds I and the Bonds I are negotiated with the holder collectively and the issuance of the Convertible Bonds I and the Bonds I are inter-conditional. Accordingly, the total net proceeds received by the Company from the issue of the Convertible Bonds I and the Bonds I have been allocated between a liability component and an equity component in its initial recognition as follows:

- (a) Liability component of the Convertible Bonds I and the Bonds I are initially measured at fair value by DTZ Cushman & Wakefield Limited using the discount cash flow approach, amounted to approximately RMB251,311,000 (equivalent to HK\$305,919,000), which represent the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows with the Convertible Bonds I and the Bonds I and are subsequently measured at amortised cost by applying an effective interest rate of 9.6% per annum after considering the effect of the transaction costs;
- (b) In the opinion of the Directors, the economic characteristics and risks of the mandatory early redemption option of the Convertible Bonds I and Bonds I are closely related to the host debt contract of the Convertible Bonds I and Bonds I. Therefore, the Company does not account for the mandatory early redemption separately; and
- (c) Equity component, which is equal to the difference between the total fair value of the Convertible Bonds I and the Bonds I at the date of issuance and the fair value of the liability component of the Convertible Bonds I and the Bonds I at the date of issuance, amounted to approximately RMB84,000 (equivalent to HK\$103,000).

## 27. 可換股債券及債券－續

### (i) 可換股債券I、債券I及債券II－續

可換股債券I及債券I之條款乃由持有人集體商定，且發行可換股債券I及債券I互為條件。因此，本公司自發行可換股債券I及債券I所收到之總所得款項淨額於其初步確認時已按下列方式於負債部分及權益部分分配：

- (a) 可換股債券I及債券I負債部分由戴德梁行有限公司使用貼現現金流量法初步按公允價值計量，為約人民幣251,311,000元（相當於305,919,000港元），該部分指已訂約未來現金流量以信貸狀況可資比較及大致上可提供與可換股債券I及債券I相同的現金流量的工具當時適用的現行市場利率貼現的現值，其隨後在考慮交易成本的影響後，透過採用實際年利率9.6%按攤銷成本計量；
- (b) 董事認為，強制提早贖回可換股債券I及債券I的選擇權之經濟特徵及風險與可換股債券I及債券I的總債務合約密切相關。因此，本公司並不對強制提早贖回單獨入賬；及
- (c) 權益部分相等於可換股債券I及債券I於發行日期之公允價值總值與可換股債券I及債券I負債部分於發行日期之公允價值之間的差額，約為人民幣84,000元（相當於103,000港元）。

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## 27. CONVERTIBLE BONDS AND BONDS – continued

### (ii) Convertible Bonds II

On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 in an aggregate principal amount of RMB1,500,000,000 (the “Convertible Bonds II”) to SkyOcean Investment. The issuance of the Convertibles Bonds II are for the settlement of certain amount payable by the Group to SkyOcean Real Estate (Qian’an) Co., Ltd., a company beneficially owned as to 80% by Mr. Zhou Zheng.

The fair value of the Convertible Bonds II at the date of issuance was RMB2,040,441,000, consisting of liability component and equity component of RMB988,425,000 (equivalent to HK\$1,247,869,000) and RMB1,052,016,000 (equivalent to HK\$1,328,152,000), respectively. The amount of the fair value of the Convertible Bonds II at the date of issuance in excess of the amount due to SkyOcean Real Estate (Qian’an) Co., Ltd., extinguished of RMB540,441,000 (equivalent to HK\$682,298,000) is accounted for as a deemed distribution to the controlling shareholder of the Company during the year ended 31 December 2015 as the debt restructuring above is a transaction with shareholder of the Company.

The Convertible Bonds II, constitute general, unconditional, unsecured and unsubordinated obligations of the Company and rank pari passu and rateably without preference equally with all other present and future unsecured and unsubordinated obligations of the Company.

The principal terms of the Convertible Bonds II are as follows:

#### (a) Conversion right

The holder of the Convertible Bonds II has the right to convert all or any part of the principal amount of the Convertible Bonds II into ordinary shares of the Company at any time from the beginning on, and including 24 December 2015 to the close of business of the maturity date at 24 December 2020.

## 27. 可換股債券及債券－續

### (ii) 可換股債券II

於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500,000,000元的五年期人民幣計值零票息之可換股債券（「可換股債券II」）給天洋投資。發行可換股債券II乃為結付本集團應付天洋地產（遷安）有限公司（一間由周政先生實益擁有80%權益之公司）之若干款項。

可換股債券II於發行日期之公允價值為人民幣2,040,441,000元，包括負債部分及權益部分，分別為人民幣988,425,000元（相當於1,247,869,000港元）及人民幣1,052,016,000元（相當於1,328,152,000港元）。由於上述債務重組為與本公司股東之一項交易，可換股債券II於發行日期之公允價值超逾被購回的應付天洋地產（遷安）有限公司款項人民幣540,441,000元（相當於682,298,000港元）的金額，於截至2015年12月31日止年度作為向本公司控股股東的視同分配入賬。

可換股債券II構成本公司之一般、無條件、無抵押及非後償責任，亦與本公司當時及日後所有其他無抵押及非後償責任享有同等權利，並無優先次序。

可換股債券II之主要條款如下：

#### (a) 換股權

可換股債券II之持有人有權自2015年12月24日起（包括該日）至2020年12月24日之到期日的營業時間結束期間隨時轉換可換股債券II本金額的全部或任何部分為本公司普通股。



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## 27. CONVERTIBLE BONDS AND BONDS – continued

### (ii) Convertible Bonds II – continued

#### (a) Conversion right – continued

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds II, the relevant principal amount of the Convertible Bonds II to be converted shall be translated into HK\$ at the exchange rate of HK\$1.2625:RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the “Conversion Price of Convertible Bonds II”) will initially be HK\$6.8 per share, but will be subject to adjustment for, among other things, consolidation, reclassification or subdivision, capitalisation of profit or reserves, distributions, rights issues of shares or options over shares, dividend adjustments and other dilutive events. In the opinion of the Directors, the adjustments to Conversion Price of Convertible Bonds II in those circumstances are all for anti-dilutive purpose to protect the right of the holder of the Convertible Bonds II.

#### (b) Redemption

The Company may redeem at any time before or upon the maturity date of Convertible Bonds II at 100% of all or any part of the principal amount of the Convertible Bonds II in respect of which the conversion rights have not been exercised by the holders of the Convertible Bonds II.

#### (c) Convertible Bonds Holder’s Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds II occurs, the holder of the Convertible Bonds II may elect to require the Company to redeem the outstanding Convertible Bonds II in full in the amount equivalent to 100% of the outstanding principal amount of the Convertible Bonds II.

## 27. 可換股債券及債券－續

### (ii) 可換股債券II－續

#### (a) 換股權－續

為釐定於可換股債券II獲轉換後將予發行的普通股數目，將予轉換的可換股債券II之相關本金額將按1.2625港元兌人民幣1元匯率換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券II之換股價」）將初步為每股6.8港元，惟可根據（其中包括）股份合併、重新分類或拆細、溢利或儲備資本化、分派、供股或股份期權、股息調整及其他攤薄事項予以調整。董事認為，可換股債券II之換股價於該等情況下之調整乃全為反攤薄目的以保障可換股債券II持有人的權利。

#### (b) 贖回

本公司可於可換股債券II到期日或之前隨時按可換股債券II（可換股債券II持有人尚未就其行使換股權）之全部或任何部分本金額的100%贖回。

#### (c) 可換股債券持有人就違約事件之贖回權利

倘可換股債券II協議所載之任何違約事件發生，可換股債券II持有人可選擇要求本公司按相當於可換股債券II之全部未行使本金額的金額悉數贖回未行使可換股債券II。

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### 27. CONVERTIBLE BONDS AND BONDS – continued

#### (ii) Convertible Bonds II – continued

The total net proceeds received by the Company from the issue of the Convertible Bonds II have been split between a liability component and an equity component in its initial recognition as follows:

- (a) Liability component is initially measured at fair value by DTZ Cushman & Wakefield Limited using the discount cash flow approach, amounted to approximately RMB988,425,000 (equivalent to HK\$1,247,869,000), which represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows with the Convertible Bonds II. It is subsequently measured at amortised cost by applying an effective interest rate of 8.7% per annum after considering the effect of the transaction costs;
- (b) In the opinion of the Directors, the economic characteristics and risks of the early redemption option of the Convertible Bonds II are closely related to the host debt contract of the Convertible Bonds II. Therefore, the Company does not account for the early redemption option separately; and
- (c) Equity component, which is determined based on the valuation performed by DTZ Cushman & Wakefield Limited using the Binomial Option Model and such amounts are carried as equity component until extinguished on conversion or redemption, amounted to approximately RMB1,052,016,000 (equivalent to HK\$1,328,152,000).

### 27. 可換股債券及債券－續

#### (ii) 可換股債券II－續

本公司自發行可換股債券II所收到之總所得款項淨額於其初步確認時已按下列方式分為負債部分及權益部分：

- (a) 負債部分由戴德梁行有限公司使用貼現現金流量法初步按公允價值計量，為約人民幣988,425,000元（相當於1,247,869,000港元），負債部分指已訂約未來現金流量以可資比較信貸狀況及大致上可提供與可換股債券II相同的現金流量的工具按當時適用的市場利率貼現的現值，並在考慮交易成本的影響後，其隨後透過採用實際年利率8.7%按攤銷成本計量；
- (b) 董事認為，提早贖回可換股債券II的選擇權之經濟特徵及風險與可換股債券II的總債務合約密切相關。因此，本公司並無單獨討論提早贖回選擇權；及
- (c) 權益部分乃根據戴德梁行有限公司採用二項式購股權定價模式進行之估值釐定，而有關金額列作權益部分直至於轉換或贖回時終止，金額約為人民幣1,052,016,000元（相當於1,328,152,000港元）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

## 27. CONVERTIBLE BONDS AND BONDS – continued

### (ii) Convertible Bonds II – continued

Pursuant to an agreement entered into by SkyOcean Investment and the Company during the year in regarding to the sales of the Company's entire equity interest of its subsidiary to SkyOcean Investment as disclosed in note 37, the consideration was satisfied by SkyOcean Investment transferring to the Company, and the Company buying-back and cancelling, an aggregate of 172,663,070 ordinary shares of the Company held by SkyOcean Investment upon the conversion of principal amount of RMB930,000,000 Convertible Bonds II into the Company's ordinary shares and to be transferred to the Company. Upon conversion, liability component and equity component of HK\$879,073,000 and HK\$823,122,000 were derecognised respectively, and accordingly, share capital and share premium of HK\$17,266,000 and HK\$1,684,929,000 were recognised respectively, as a result of which 172,663,070 new ordinary shares issued for cancellation.

In additions, SkyOcean Investment also exercised its right to convert certain Convertible Bonds II, consisting of principal amount of RMB120,000,000 into share capital of the Company. Upon conversion, liability component and equity component of HK\$115,086,000 and HK\$106,209,000 were derecognised respectively, and accordingly, share capital and share premium of HK\$2,228,000 and HK\$219,067,000 were recognised respectively, as a result of which 22,279,106 new ordinary shares were issued.

## 27. 可換股債券及債券－續

### (ii) 可換股債券II－續

根據天洋投資與本公司於本年度就附註37所披露的向天洋投資出售本公司於其附屬公司的全部股權訂立的協議，代價乃由天洋投資向本公司轉讓，而本公司回購及註銷天洋投資於將本金額為人民幣930,000,000元之可換股債券II轉換為本公司普通股後持有並將轉讓予本公司的本公司合共172,663,070股普通股的方式結付。負債部分879,073,000港元及權益部分823,122,000港元於轉換後被終止確認，因此，股本17,266,000港元及股份溢價1,684,929,000港元亦相對地被確認，其後發行172,663,070股新普通股以供註銷。

此外，天洋投資亦行使其權利將本金額為人民幣120,000,000元之若干可換股債券II轉換為本公司股本。負債部分115,086,000港元及權益部分106,209,000港元於轉換後被終止確認，因此，股本2,228,000港元及股份溢價219,067,000港元亦相對地被確認，其後發行22,279,106股新普通股。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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For the year ended 31 December 2018 截至2018年12月31日止年度

### 27. CONVERTIBLE BONDS AND BONDS – continued

(ii) Convertible Bonds II – continued

The movements of the above bonds and convertible bonds for both years are set out below:

### 27. 可換股債券及債券－續

(ii) 可換股債券II－續

上述債券及可換股債券於兩個年度之變動載列如下：

		<b>Bonds I and Bonds II 債券I及 債券II HK\$'000 千港元</b>	<b>Liability component of Convertible Bonds I 可換股債券I 負債部分 HK\$'000 千港元</b>	<b>Liability component of Convertible Bonds II 可換股債券II 負債部分 HK\$'000 千港元</b>	<b>Total 總計 HK\$'000 千港元</b>
At 1 January 2017	於2017年1月1日	697,915	31,985	1,202,413	1,932,313
Conversion of Convertible Bonds I	轉換可換股債券I	–	(11,966)	–	(11,966)
Interest charged	利息支出	79,297	2,324	108,037	189,658
Interest paid	已付利息	(60,550)	(2,040)	–	(62,590)
Exchange realignment	匯兌調整	(2,810)	3,425	88,313	88,928
At 31 December 2017	於2017年12月31日	713,852	23,728	1,398,763	2,136,343
Interest charged	利息支出	78,414	2,202	110,466	191,082
Interest paid	已付利息	(58,217)	(2,040)	–	(60,257)
Conversion of Convertible Bonds II	轉換可換股債券II	–	–	(994,159)	(994,159)
Redemption	贖回	(70,000)	–	–	(70,000)
Exchange realignment	匯兌調整	(689)	(1,266)	(79,864)	(81,819)
At 31 December 2018	於2018年12月31日	663,360	22,624	435,206	1,121,190

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 28. DEFERRED TAX

The deferred tax liabilities recognised by the Group and movements thereon during the year are as follows:

		<b>Fair value change on investment properties 投資物業之 公允價值變動</b> HK\$'000 千港元
At 1 January 2017	於2017年1月1日	(351,193)
Charge to profit or loss (note 9)	計入損益(附註9)	(12,904)
Exchange realignment	匯兌調整	(25,059)
At 31 December 2017	於2017年12月31日	(389,156)
Charge to profit or loss (note 9)	計入損益(附註9)	(159,738)
Exchange realignment	匯兌調整	46,638
<b>At 31 December 2018</b>	<b>於2018年12月31日</b>	<b>(502,256)</b>

Details of the Group's unused PRC income tax losses are as follows:

本集團未動用之中國所得稅虧損之詳情如下:

		<b>2018</b> <b>2018年</b> <b>HK\$'000</b> 千港元	2017 2017年 HK\$'000 千港元
Tax losses not recognised as deferred tax assets	並非確認為遞延稅項資產之稅項虧損	<b>289,283</b>	215,684

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 28. DEFERRED TAX – continued

The following unrecognised PRC income tax losses has fixed expiry date, which will be expired in the following years:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
31 December 2018	2018年12月31日	–	20,817
31 December 2019	2019年12月31日	<b>41,531</b>	41,531
31 December 2020	2020年12月31日	<b>77,302</b>	77,302
31 December 2021	2021年12月31日	<b>42,744</b>	42,744
31 December 2022	2022年12月31日	<b>33,290</b>	33,290
31 December 2023	2023年12月31日	<b>94,416</b>	–
		<b>289,283</b>	215,684

At 31 December 2018, the Group had tax losses arising in Hong Kong of HK\$227,173,000 (2017: HK\$121,269,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax asset has not been recognised in respect of these tax losses as they have arisen in subsidiaries that have been loss-making for years and/or it is not presently considered probable that taxable profits will be available against which such tax losses can be utilised.

No deferred tax liabilities for undistributed earnings of the PRC subsidiaries have been recognised as there is no plan of the dividends distribution out of the PRC in the foreseeable future by these PRC subsidiaries. As at 31 December 2018, the aggregate undistributed profit of the PRC subsidiaries were HK\$1,135,557,000 (2017: HK\$1,047,742,000). The corresponding unrecognised deferred tax liabilities as at 31 December 2018 were HK\$56,778,000 (2017: HK\$104,742,000).

### 28. 遞延稅項 – 續

以下未確認之中國所得稅虧損具有固定到期日期，並將於以下年度到期：

於2018年12月31日，本集團於香港產生之稅務虧損為227,173,000港元（2017年：121,269,000港元）（須待香港稅務局確認），可無限期用以抵銷產生該等虧損之公司之未來應課稅溢利。由於該等稅務虧損一直產生於多年來一直處於虧損的附屬公司及／或現時預期並無足夠應課稅溢利可用作抵銷該等稅務虧損，故此並未就其確認遞延稅項資產。

由於中國附屬公司並無計劃於可見將來從中國分派股息，因此概無就該等中國附屬公司之未分派盈利確認遞延稅項負債。於2018年12月31日，中國附屬公司之未分派溢利總額為1,135,557,000港元（2017年：1,047,742,000港元）。於2018年12月31日，相應之未確認遞延稅項負債為56,778,000港元（2017年：104,742,000港元）。

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## 29. SHARE CAPITAL

## 29. 股本

		2018 2018年		2017 2017年	
		Number of ordinary shares 普通股數目	HK\$'000 千港元	Number of ordinary shares 普通股數目	HK\$'000 千港元
Authorised:	法定:				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股	3,000,000,000	300,000	3,000,000,000	300,000
Issued and fully paid:	已發行及繳足:				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股				
At 1 January	於1月1日	263,211,739	26,322	262,211,739	26,222
Conversion	轉換	194,942,176	19,494	1,000,000	100
		(Note b) (附註b)		(Note a) (附註a)	
Repurchase of shares	購回股份	(172,663,070)	(17,266)	-	-
		(Note b) (附註b)			
At 31 December	於12月31日	285,490,845	28,550	263,211,739	26,322

Notes:

- (a) During the year ended 31 December 2017, 1,000,000 new ordinary shares were issued upon conversion of certain Convertible Bonds I, details of which are set out in note 27.
- (b) During the current year, 194,942,176 new ordinary shares were issued upon conversion of certain Convertible Bonds II, and 172,663,070 shares were repurchased and cancelled. Details of which are set out in note 37.

附註:

- (a) 截至2017年12月31日止年度，於轉換若干可換股債券I時發行1,000,000股新普通股，詳情載於附註27。
- (b) 於本年度，於轉換若干可換股債券II時發行194,942,176股新普通股，並購回及註銷172,663,070股股份。詳情載於附註37。

For the year ended 31 December 2018 截至2018年12月31日止年度

**30. SHARE OPTION**

The Group adopted a share option scheme on 29 November 2018 (the "Share Option Scheme"). The purpose of the Share Option Scheme is (i) to closely align the interests of the Directors and senior executives of the Company with the Company's performance and strategic objectives, so as to lay a foundation for the Company's future development and maximize shareholder value, and (ii) to attract, retain and motivate key personnel to achieve the Company's strategic objectives by providing them with compensation that is as a whole competitive in the talent market.

The specific eligible participants of the Share Option Scheme ("Eligible Participants") shall be determined by the board of directors of the Company ("Board of Directors") at its sole discretion, and such determination shall be interpreted by the Board of Directors. Subject to the discretion of the Board of directors, the eligible participants shall belong to any of the following class(es):

- (i) executive Directors, independent non-executive directors and senior executives of the Company who are responsible for the decision-making, operation and management of the Company as determined by the Board of Directors; and
- (ii) any other groups or classes of participants who have contributed or may contribute to the development of the Group including but not limited to the qualified persons.

Pursuant to the Share Option Scheme, the Board of Directors is authorised by the general meeting to exercise discretion in determining, among others, the grant date, the eligible participants under the Share Option Scheme and the quantity of share options to be granted. The Board of Directors has the authority to determine the conditions for the eligible participants to be granted the share options.

**30. 購股權**

本集團於2018年11月29日採納一項購股權計劃(「購股權計劃」)。購股權計劃旨在(i)使本公司董事及高級行政人員的利益與本公司表現及戰略目標緊密一致，以為本公司未來發展奠定基礎及使股東價值最大化；及(ii)吸引、挽留及激勵主要人員實現本公司之戰略目標，方式為向彼等提供人才市場上整體具競爭力的酬金。

購股權計劃特定合資格參與人(「合資格參與人」)將由本公司董事會(「董事會」)全權酌情釐定。而有關決定應由董事會詮釋。合資格參與人應屬於以下類別，惟須由董事會酌情決定：

- (i) 董事會認定負責本公司決策、經營及管理之本公司執行董事、獨立非執行董事及高級行政人員；及
- (ii) 對本集團發展已作出或可能作出貢獻之任何其他組別或類別之參與人，包括但不限於合資格人士。

根據購股權計劃，董事會獲股東大會授權行使酌情權釐定(其中包括)授出日期、購股權計劃之合資格參與人及將予授出之購股權數目。董事會有權決定將獲授購股權之合資格參與人之條件。



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#### 30. SHARE OPTION – continued

The option may be exercised in accordance with the terms of the Share Option Scheme at any time during their respective exercisable period which would be determined and notified by the Board of Directors to the grantee at the time of making an offer.

During the current year, 4,928,676 share options with exercise price of HK\$8.18 per share are granted to certain directors and employees on 11 December 2018. These share options are with vesting periods from 11 December 2018 to 10 December 2022 and were exercisable from their vesting date to 29 November 2028.

Details of the share options are as follows:

Number of share options 購股權數目	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price 行使價	Fair value 公允價值
1,232,169	11 December 2018 2018年12月11日	11 December 2018 to 10 December 2019 2018年12月11日至 2019年12月10日	11 December 2019 to 29 November 2028 2019年12月11日至 2028年11月29日	HK\$8.18 8.18港元	HK\$3.50 3.50港元
1,232,169	11 December 2018 2018年12月11日	11 December 2018 to 10 December 2020 2018年12月11日至 2020年12月10日	11 December 2020 to 29 November 2028 2020年12月11日至 2028年11月29日	HK\$8.18 8.18港元	HK\$3.52 3.52港元
1,232,169	11 December 2018 2018年12月11日	11 December 2018 to 10 December 2021 2018年12月11日至 2021年12月10日	11 December 2021 to 29 November 2028 2021年12月11日至 2028年11月29日	HK\$8.18 8.18港元	HK\$3.56 3.56港元
1,232,169	11 December 2018 2018年12月11日	11 December 2018 to 10 December 2022 2018年12月11日至 2022年12月10日	11 December 2022 to 29 November 2028 2022年12月11日至 2028年11月29日	HK\$8.18 8.18港元	HK\$3.60 3.60港元

#### 30. 購股權一續

購股權可根據購股權計劃的條款於彼等各自的行使期間(由董事會提呈要約時釐定及知會承授人)內隨時行使。

於本年度，4,928,676份購股權於2018年12月11日按行使價每股8.18港元授予若干董事及僱員。該等購股權之歸屬期為自2018年12月11日至2022年12月10日，自歸屬日期至2028年11月29日可予行使。

購股權計劃之詳情如下：

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For the year ended 31 December 2018 截至2018年12月31日止年度

### 30. SHARE OPTION – continued

The estimated fair values of the options granted to directors and employees are determined at the date of grant using the black-scholes model. The following assumptions were used to calculate the fair values of share options:

Grant date share price	HK\$8.10
Exercise price	HK\$8.18
Option life (years)	8.42 to 8.91 years
Expected volatility	40%
Dividend yield	0%
Risk-free interest rate	1.939%

The variables and assumptions used in computing the fair value of the share options are based on the Directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

Total fair value of the share options granted on 11 December 2018 amounted to HK\$17,472,000 (2017: nil). The Group recognised the total expenses of HK\$496,000 (2017: nil) for the year ended 31 December 2018 in relation to share options granted by the Company.

The following table discloses movements of the Company's number of share options granted to certain directors and employees during the year:

**For the year ended 31 December 2018:**

		Number of share option granted during the year	Cancelled during the year	Number of share option outstanding as at 31 December 2018 於2018年 12月31日 尚未行使的 購股權數目
		本年度授出的 購股權數目	本年度註銷	購股權數目
Grantee	承授人			
Directors	董事	452,738	–	452,738
Employees	僱員	4,475,938	30,869	4,445,069
Reportable segment results	可報告分類業績	4,928,676	30,869	4,897,807

### 30. 購股權 – 續

向董事及僱員授出的購股權之估計公允價值乃於授出日期按期權定價模型釐定。計算購股權之公允價值使用以下假設：

授出日期股價	8.10港元
行使價	8.18港元
購股權年期(年)	8.42至8.91年
預期波幅	40%
股息率	0%
無風險利率	1.939%

計算購股權之公允價值所用變量及假設乃基於董事最佳估計。變量及假設變動可能導致購股權之公允價值變動。

於2018年12月11日授出的購股權之公允價值總額為17,472,000港元(2017年:零)。本集團於截至2018年12月31日止年度就本公司授出的購股權確認總開支496,000港元(2017年:無)。

下表披露年內向若干董事及僱員授出的本公司購股權數目變動：

**截至2018年12月31日止年度：**

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### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 30. SHARE OPTION – continued

The weighted average exercise prices of share options is HK\$8.18. As at 31 December 2018, there was no share option that is exercisable (2017: nil).

#### 31. PLEDGE OF ASSETS

The following assets were pledged to secure certain bank and other borrowings granted to the Group at the end of each reporting period:

#### 30. 購股權－續

購股權加權平均行使價為8.18港元。於2018年12月31日，概無可予行使的購股權（2017年：無）

#### 31. 資產抵押

以下資產已抵押，以為各報告期末授予本集團之銀行及其他借貸作抵押：

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Pledged deposits	已抵押存款	–	648,395
Properties under development for sale	發展中待售物業	736,442	469,427
Investment properties	投資物業	5,512,086	5,369,478
Completed properties held for sale	已竣工待售物業	358,847	877,317
Pledged bank deposits	已抵押銀行存款	930	1,793
Property, plant and equipment	物業、廠房及設備	108,348	–
		<b>6,716,653</b>	7,366,410

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### 32. OPERATING LEASE COMMITMENTS

#### AS LESSEE

At the end of each reporting period, the Group had outstanding commitments under non-cancellable operating leases in respect of rented premises which fall due as follows:

		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	一年內	<b>7,481</b>	8,698
In the second to fifth year, inclusive	第二至第五年 (包括首尾兩年)	<b>3,684</b>	10,807
		<b>11,165</b>	19,505

Leases are negotiated for a term of one month to two years (2017: one month to three years) and rentals are fixed over the respective leases.

#### AS LESSOR

The investment properties held by the Group for rental purpose have committed tenants for three months to thirteen years of which majority are with fixed rental.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases:

		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within one year	一年內	<b>34,479</b>	32,673
In the second to fifth year, inclusive	第二至第五年 (包括首尾兩年)	<b>103,396</b>	104,593
After five years	五年後	<b>26,193</b>	49,084
		<b>164,068</b>	186,350

### 32. 經營租賃承擔

#### 作為承租人

於各報告期末，本集團根據不可撤銷經營租約就已租賃物業之到期未償還承擔如下：

	<b>2018</b>	2017
	<b>2018年</b>	2017年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Within one year	<b>7,481</b>	8,698
In the second to fifth year, inclusive	<b>3,684</b>	10,807
	<b>11,165</b>	19,505

租賃年期協定一個月至兩年(2017年：一個月至三年)及有關租賃之租金均為固定租金。

#### 作為出租人

本集團持有作租賃用途之投資物業之租戶承諾租期為三個月至十三年，其中大部分租賃之租金為固定租金。

於報告期末，本集團根據不可撤銷經營租約與租戶約定之未來最低租金款項如下：

	<b>2018</b>	2017
	<b>2018年</b>	2017年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Within one year	<b>34,479</b>	32,673
In the second to fifth year, inclusive	<b>103,396</b>	104,593
After five years	<b>26,193</b>	49,084
	<b>164,068</b>	186,350

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### 33. COMMITMENTS

### 33. 承諾

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Development expenditure in respect of:	下列項目之發展開支：		
Properties under development for sale	發展中待售物業	1,001,490	926,279
Investment properties	投資物業	648,952	552,331
Property, plant and equipment	物業、廠房及設備	126,951	108,470
		<b>1,777,393</b>	1,587,080

### 34. CONTINGENT LIABILITIES

### 34. 或有負債

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Mortgage loan guarantees provided by the Group to banks in favour of its customers (note)	本集團為其客戶向銀行提供的按揭貸款擔保(附註)	343,924	399,252

Note: In the opinion of the Directors, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition, taking into consideration the possibility of default by the relevant buyers and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. Upon adoption of HKFRS 9, the Group measures the loss allowance equal to 12m ECL, and when there has been a significant increase in credit risk, the Group recognises lifetime ECL. No provision has been made in these consolidated financial statements for these guarantees.

附註：董事認為，本集團的財務擔保合約公允值於初始確認時並不重大，乃考慮到相關買方拖欠款項的可能性，以及倘若買家拖欠款項，有關物業的可變現淨值亦足以抵償未償還按揭本金的還款，連同應計利息及罰款。採納香港財務報告準則第9號後，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，且倘信貸風險大幅增加，本集團確認全期預期信貸虧損。概無於本合併財務報表內就該等擔保作出撥備。

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### 35. EMPLOYEE RETIREMENT BENEFITS

The Group participates in a Mandatory Provident Fund Scheme ("MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% (2017: 5%) of the employee's basic salary with the maximum contribution of HK\$1,500 per month (2017: HK\$1,500 per month). The obligation of the Group with respect of MPF Scheme is to make the required contributions under the MPF Scheme. No forfeited contribution is available to reduce the contributions payable in future years. The Group's contributions to the MPF Scheme of HK\$202,000 (2017: HK\$417,000) are charged to profit or loss.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their employees' payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme which are calculated based on 20% (2017: 20%) of the employee's basic salaries during the year. The Group's contributions to the PRC retirement benefits scheme of HK\$6,854,000 (2017: HK\$4,725,000) are charged to profit or loss.

### 35. 僱員福利計劃

本集團為其所有香港僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃乃根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃的資產與本集團資產分開，由獨立受託人控制的基金持有。根據強積金計劃條例，僱主及其僱員須分別按僱員基本薪金的5% (2017年：5%) 向強積金計劃作出供款，供款上限為每月1,500港元 (2017年：每月1,500港元)。本集團對強積金計劃的責任是根據強積金計劃作出所需供款。概無沒收之供款可用於扣減未來年度應付的供款。本集團的強積金計劃供款202,000港元 (2017年：417,000港元) 已於損益扣除。

本公司中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。本公司中國附屬公司須按照僱員薪金之若干百分比向退休福利計劃供款，以撥支福利。本集團有關退休福利計劃之唯一責任是，根據該計劃作出所需供款，供款金額乃按僱員於年內基本薪金之20% (2017年：20%) 計算。本集團向中國退休福利計劃作出之供款6,854,000港元 (2017年：4,725,000港元) 已於損益扣除。

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#### 36. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

During the year ended 31 December 2017, the Group acquired certain assets through the acquisition of 100% equity interest in DreamEast (Tianjin) Limited (“DreamEast Tianjin”) for considerations of RMB5,350,000 (equivalent to HK\$6,171,000) from DreamEast Culture Entertainment Group Limited, a company held as to 80% by Mr. Zhou Zheng. As DreamEast Tianjin did not constitute a business, the acquisition of the equity interests by the Group is considered as acquisition of assets and liabilities. The excess of consideration payable over the assets and liabilities amounted of HK\$2,254,000 were recognised in other reserve. The net cash outflows arising from the acquisition is HK\$5,958,000.

#### 37. DISPOSAL OF A SUBSIDIARY FOR THE YEAR ENDED 31 DECEMBER 2018

##### Disposal of Fusion Link International Limited (“Fusion Link”)

On 13 September 2018, the Company and SkyOcean Investment entered into an agreement (the “Sale and Purchase Agreement”), pursuant to which the Company conditionally agreed to dispose of, and SkyOcean Investment conditionally agreed to purchase, the entire issued share capital of Fusion Link, a direct wholly-owned subsidiary of the Company, which indirectly owns 58% effective equity interest in SkyOcean Tangshan. SkyOcean Tangshan is engaged in the properties development in Qian’an, the PRC.

In accordance to the Sale and Purchase Agreement, the consideration should be satisfied by the SkyOcean Investment transferring to the Company, and the Company buying-back and cancelling, an aggregate of 172,663,070 ordinary shares of the Company held by SkyOcean Investment upon the conversion of the aggregated principal amount of RMB1,050,000,000 of the Convertible Bonds II (note 27(ii)) into the Company’s shares and to be transferred to the Company.

Upon the completion of the transaction on 15 November 2018, Fusion Link ceased to be a subsidiary of the Company. The Group, through SkyOcean United held 51% equity interests of SkyOcean Tangshan, represented 42% effective equity interests attributable to the owners of the Company.

#### 36. 通過收購附屬公司收購資產

於截至2017年12月31日止年度內，本集團透過以代價人民幣5,350,000元（相當於6,171,000港元）自夢東方文化娛樂集團有限公司（一間由周政先生持有80%權益之公司）收購夢東方（天津）有限公司（「天津夢東方」）之全部股權。由於天津夢東方尚未開展其業務，本集團股權收購被視作資產及負債收購。應付代價超過資產及負債之金額2,254,000港元於其他儲備確認。收購事項產生之現金流出淨額為5,958,000港元。

#### 37. 出售一間附屬公司

##### 截至2018年12月31日止年度

##### 出售融通國際有限公司（「融通」）

於2018年9月13日，本公司與為天洋投資訂立協議（「買賣協議」），據此本公司有條件同意出售，而天洋投資有條件同意購買融通（本公司直接全資附屬公司）之全部已發行股本，該公司間接擁有天洋唐山58%實際股權。天洋唐山於中國遷安從事物業開發。

根據買賣協議，代價應由天洋投資向本公司轉讓，而本公司回購及註銷天洋投資於將本金總額為人民幣1,050,000,000元之可換股債券II（附註27(ii)）轉換為本公司股份後持有並將轉讓予本公司的本公司合共172,663,070股普通股的方式結付。

於2018年11月15日完成交易後，融通不再為本公司附屬公司。本集團透過天洋聯合持有天洋唐山51%股權，佔本公司擁有人應佔實際股權42%。

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### 37. DISPOSAL OF A SUBSIDIARY – continued FOR THE YEAR ENDED 31 DECEMBER 2018 – continued

#### Disposal of Fusion Link International Limited ("Fusion Link") – continued

The net assets of the subsidiary at the date of disposal were as follows:

### 37. 出售一間附屬公司 – 續 截至2018年12月31日止年度 – 續

#### 出售融通國際有限公司(「融通」) – 續

附屬公司於出售日期之資產淨值如下:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,152
Investment properties	投資物業	1,027,144
Other long-term asset	其他長期資產	6,371
Properties under development for sale	發展中待售物業	887,248
Completed properties held for sale	已竣工待售物業	228,618
Trade receivables	貿易應收款項	8,461
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	1,914,896
Other current asset	其他流動資產	3,778
Bank balances and cash	銀行結餘及現金	3,192
Trade, other payables and accruals	貿易及其他應付款項及預提款項	(639,144)
Bank and other borrowings	銀行及其他借貸	(986,056)
Contract liabilities	合約負債	(6,924)
Deferred tax liabilities	遞延稅項負債	(97,984)
<b>Net assets disposed of</b>	<b>已出售之資產淨值</b>	<b>2,350,752</b>
Consideration received	已收代價	1,385,939
Net assets disposed of:	已出售之資產淨值:	
Net asset at the date of disposal	於出售日期之資產淨值	(2,350,752)
Fair value of remaining interest recognised as a joint venture	確認為一間合營企業的餘下權益之公平值	1,189,149
Non-controlling interest in SkyOcean United	於天洋聯合之非控股權益	(215,782)
<b>Gain on disposal (note)</b>	<b>出售收益(附註)</b>	<b>8,554</b>
Net cash outflows arising from disposal:	出售產生的現金流出淨額:	
Bank balances and cash disposed of	已出售銀行結餘及現金	3,192

Notes:

- (i) The allotment and issue of an aggregate of 172,663,070 the Company's shares for cancellation took place in three tranches on 12 November 2018, 13 November 2018 and 14 November 2018, respectively. The consideration of the transaction which was determined by the fair value of these shares based on their market price on their cancellation dates amounted to HK\$1,385,939,000. The excess of the net assets disposed over the consideration amounted to HK\$8,554,000 was recognised as other reserve as deemed contribution to SkyOcean Investment.
- (ii) Gain on disposal of SkyOcean Tangshan was accounted for as deemed contribution to SkyOcean Investment and recognised to other reserve for the current year.

附註:

- (i) 配發及發行合共172,663,070股本公司股份以進行註銷分別於2018年11月12日、2018年11月13日及2018年11月14日分三批進行。交易代價乃根據註銷該等股份日期該等股份的市價1,385,939,000港元按其公允價值釐定。已出售資產淨值超出代價8,554,000港元確認為其他儲備，視作向天洋投資注資。
- (ii) 出售天洋唐山所得收益於本年度入賬列為視作向天洋投資注資，並於其他儲備中確認。



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#### 37. DISPOSAL OF A SUBSIDIARY – continued FOR THE YEAR ENDED 31 DECEMBER 2017

##### (i) Disposal of Beijing SkyOcean COMB+

During the year ended 31 December 2017, the Group disposed of its entire equity interest in a subsidiary, Beijing SkyOcean COMB+, to Beijing COMB+ for a cash consideration of HK\$37,795,000.

The net assets of the subsidiary at the date of disposal were as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	11,502
Bank balances and cash	銀行結餘及現金	21,016
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	5,817
Trade, other payables and accruals	貿易及其他應付款項及預提款項	(30,797)
<b>Net assets disposed of</b>	<b>出售資產淨值</b>	<b>7,538</b>
Cash received	已收現金	37,795
Net assets disposed of	出售資產淨值	(7,538)
<b>Gain on disposal (note)</b>	<b>出售收益(附註)</b>	<b>30,257</b>
Net cash inflows arising from disposal:	出售產生之現金流入淨額:	
Consideration received in cash	已收現金代價	37,795
Less: bank balances and cash disposed of	減: 出售銀行結餘及現金	(21,016)
		<b>16,779</b>

Note: As Beijing SkyOcean COMB+ was disposed to a subsidiary controlled by Mr. Zhou Zheng and a substantial gain on disposal was resulted, this gain on disposal was accounted for as deemed contribution by shareholder and recognised to other reserve.

附註: 由於北京天洋蜂巢出售予周政控制的附屬公司並產生重大出售收益, 該出售所得收益入賬為股東所作出的視作注資, 並於其他儲備中確認。

#### 37. 出售一間附屬公司 – 續 截至2017年12月31日止年度

##### (i) 出售北京天洋蜂巢

於截至2017年12月31日止年度內, 本集團按現金代價37,795,000港元向北京蜂巢出售本集團於其附屬公司北京天洋蜂巢之全部股權。

該附屬公司於出售日期之資產淨值如下:

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### 38. CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Group through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, convertible bonds and bonds, disclosed in notes 26 and 27, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

### 39. FINANCIAL INSTRUMENTS

#### (A) CATEGORIES OF FINANCIAL INSTRUMENTS

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
<i>Loans and receivables/ Financial assets at amortised cost</i>	貸款及應收款項/ 按攤銷成本計量的 金融資產		
Trade receivables	貿易應收款項	10,475	8,455
Other receivables	其他應收款項	24,004	671,170
Amounts due from related companies	應收關聯公司款項	890,586	5,913
Pledged bank deposits	已抵押銀行存款	930	1,793
Bank balances and cash	銀行結餘及現金	185,545	1,403,123
		<b>1,111,540</b>	<b>2,090,454</b>

### 38. 資本風險管理政策及目標

本集團管理資本以確保集團旗下實體能夠持續經營業務，同時透過優化債權比率為本集團擁有人帶來最大回報。與過往年度相比，本集團之整體策略維持不變。

本集團之資本結構由淨債務組成，包括其他借貸、可換股債券及債券（見附註26及27之披露），已扣除現金及現金等價物以及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期審閱資本結構。作為該審閱其中一環，董事考慮資本成本及與各類資本相關風險。根據董事的推薦建議，本集團將透過新股發行及股份回購以及發行新債務或贖回現有債務令整體資本結構達致平衡。

### 39. 金融工具

#### (A) 金融工具之類別

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 39. FINANCIAL INSTRUMENTS – continued

#### (A) CATEGORIES OF FINANCIAL INSTRUMENTS – continued

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Financial liabilities</b>	<b>金融負債</b>		
<i>Financial liabilities at amortised cost</i>	<i>按攤餘成本列賬之 金融負債</i>		
Trade payables	貿易應付款項	<b>679,798</b>	434,638
Other payables and accruals	其他應付款項及預提款項	<b>126,126</b>	124,835
Amounts due to related companies	應付關聯公司款項	<b>1,098,050</b>	433,762
Bank and other borrowings	銀行及其他借貸	<b>3,968,634</b>	4,477,847
Convertible bonds and bonds	可換股債券及債券	<b>1,121,190</b>	2,136,343
		<b>6,993,798</b>	7,607,425

### 39. 金融工具－續

#### (A) 金融工具之類別－續

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, other receivables and deposits, amounts due from/to related companies, bank balances and cash, pledged bank deposits, trade payables, other payables and accruals, bank and other borrowings and convertible bonds and bonds. Details of the financial instruments are disclosed in respective notes. The risks associated with the Group's financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (B) 財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項及按金、應收／應付關聯公司款項、銀行結餘及現金、已抵押銀行存款、貿易應付款項、其他應付款項及預提款項、銀行及其他借貸及可換股債券及債券。此等金融工具之詳情分別於各附註內披露。與本集團金融工具相關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動風險。減低該等風險之政策載於下文。管理層管理及監察該等風險，確保及時有效地實施適當措施。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 39. FINANCIAL INSTRUMENTS – continued

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

##### Market risk

##### (i) Currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. With the majority of the Group's businesses transacted in RMB and HK\$, the aforesaid currencies are determined as the functional currencies of the Company and some subsidiaries respectively.

The Company and its subsidiaries have foreign currency: bank deposits, amounts due from subsidiaries, amounts due to related parties/subsidiaries, prepayments and other receivables, other payables and bonds, which expose them to foreign currency risk.

The net carrying amounts of the Group's and inter-company foreign currency denominated monetary assets (liabilities) at the end of the reporting period are as follows:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
US\$	美元	240,990	205,514
RMB	人民幣	(79,890)	83,741
HK\$	港元	(671,658)	(513,285)

In addition, amounts due from certain subsidiaries that are considered as part of the Group's net investment in foreign operations and are denominated in HK\$, at the end of the reporting period, amounted to HK\$383,959,000(2017: HK\$381,605,000).

### 39. 金融工具 – 續

#### (B) 財務風險管理目標及政策 – 續

##### 市場風險

##### (i) 貨幣風險

外幣風險指金融工具因匯率變動導致價值波動之風險。由於本集團大部分業務交易以人民幣及港元進行，故上述貨幣分別被界定為本公司及若干附屬公司之功能貨幣。

本公司及其附屬公司擁有以下外幣項目：銀行存款、應收附屬公司款項、應付關聯人士／附屬公司款項、預付款項及其他應收款項、其他應付款項及債券，故須面對外幣風險。

本集團及公司間於報告期末以外幣計價之金融資產（負債）之賬面淨值如下：

此外，於報告期末，被視為本集團於海外業務淨投資之一部分並以港元計價之應收若干附屬公司款項為383,959,000港元（2017年：381,605,000港元）。

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### 39. FINANCIAL INSTRUMENTS – continued

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

##### Market risk – continued

##### (i) Currency risk – continued

The Group manages the foreign currency risk by closely monitoring the movements of the foreign currency rate.

Since HK\$ are pegged to US\$, there is no significant exposure expected on US\$ transactions and balances for certain subsidiaries of the Company with functional currency of HK\$ whilst the currency peg remains in place.

##### Sensitivity analysis

The Group is mainly exposed to RMB and HK\$. The following table details the Group's sensitivity to a 5% (2017: 5%) increase and decrease in certain functional currencies against the relevant foreign currencies. 5% (2017: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2017: 5%) change in foreign currency rate. A positive number below indicates an increase in profit for the year where functional currencies strengthen 5% (2017: 5%) against the relevant foreign currencies. For a 5% (2017: 5%) weakening of functional currencies against the relevant foreign currencies, there would be an equal and opposite impact on the profit for the year.

### 39. 金融工具－續

#### (B) 財務風險管理目標及政策－續

##### 市場風險－續

##### (i) 貨幣風險－續

本集團透過密切監察外幣匯率之變動，管理外幣風險。

由於港元與美元掛鈎，只要有關貨幣掛鈎政策依然生效，預期本公司若干以港元作為功能貨幣之附屬公司之美元交易及結餘並無重大風險。

##### 敏感度分析

本集團主要面對人民幣及港元風險。下表詳述本集團就若干功能貨幣兌相關外幣之5% (2017年: 5%) 升值及貶值之敏感度。5% (2017年: 5%) 為向主要管理人員內部報告外幣風險所用敏感度比率，並代表管理層對匯率合理可能變動之評估。敏感度分析僅包括以外幣計價之未清償貨幣項目，並於報告期末時就匯率之5% (2017年: 5%) 變動調整其換算金額。下文載列之正數指功能貨幣兌相關外幣升值5% (2017年: 5%) 情況下，年度溢利之增加。倘功能貨幣兌相關外幣貶值5% (2017年: 5%)，則會對年度溢利產生相等及相反之影響。

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### 39. FINANCIAL INSTRUMENTS – continued

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

##### Market risk – continued

##### (i) Currency risk – continued

Sensitivity analysis – continued

### 39. 金融工具 – 續

#### (B) 財務風險管理目標及政策 – 續

##### 市場風險 – 續

##### (i) 貨幣風險 – 續

敏感度分析 – 續

		(Decrease) increase in profit		Decrease in other comprehensive income	
		溢利(減少)增加		其他綜合收益減少	
		2018	2017	2018	2017
		2018年	2017年	2018年	2017年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
US\$	美元	(10,491)	(8,580)	-	-
RMB	人民幣	3,335	(3,496)	-	-
HK\$	港元	28,041	21,429	(16,030)	(15,932)
		20,885	9,353	(16,030)	(15,932)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

管理層認為，由於年結日的風險並不能反映年內風險，故敏感度分析不能代表固有外匯風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

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### 39. FINANCIAL INSTRUMENTS – continued

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

##### Market risk – continued

##### (ii) Fair value and cash flow interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and bank borrowings (2017: bank deposits and bank borrowings) carried at prevailing market interest rates based on or by reference to the interest rates promulgated by the People's Bank of China. Fixed rate debt securities, bank and other borrowings and convertible bonds and bonds expose the Group to fair value interest rate risk. During the year, the Group does not hedge its fair value and cash flow interest rate risk. Interest rate risk is managed by the management on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the interest rate of variable-rate bank deposits and bank and other borrowings (2017: bank deposits and bank borrowings). The sensitivity analysis below has been determined based on the exposure to interest rates for bank deposits and bank and other borrowings (2017: bank deposits and bank borrowings) at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2017: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the effect from possible change in interest rates.

### 39. 金融工具－續

#### (B) 財務風險管理目標及政策－續

##### 市場風險－續

##### (ii) 公允價值及現金流量利率風險

由於銀行存款及銀行借貸按現行市場利率計息，而現行市場利率乃根據或參考中國人民銀行頒佈的利率計算，因此本集團就銀行存款及銀行借貸（2017年：銀行存款及銀行借貸）現行市場利率波動而承受現金流量利率風險。定息債務證券、銀行及其他借貸及可換股債券及債券使本集團承受公允價值利率風險。年內，本集團並無對沖其公允價值及現金流量利率風險。管理層持續管理利率風險，首要目標是限制利率之不利變動可能對淨利息開支構成之影響。

本集團之現金流量利率風險主要集中於浮息銀行存款以及銀行及其他借貸之利率波動（2017年：銀行存款及銀行借貸）。下文之敏感度分析乃根據報告期末銀行存款以及銀行及其他借貸（2017年：銀行存款及銀行借貸）之利率風險釐定。編製分析時所作之假設為，於報告期末未償付之金融工具金額於整個年度均未償付。上升或下降50個基點（2017年：50個基點）為向主要管理人員內部報告利率風險所用敏感度比率，並代表管理層對利率可能變動之影響之評估。

For the year ended 31 December 2018 截至2018年12月31日止年度

**39. FINANCIAL INSTRUMENTS – continued**

**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued**

**Market risk – continued**

*(ii) Fair value and cash flow interest rate risk – continued*

If the interest rates had been 50 basis points (2017: 50 basis points) higher or lower and all other variables were held constant, the Group's profit for the year would decrease/increase by HK\$12,907,000 (2017: increase/decrease HK\$7,554,000).

**Credit risk and impairment assessment**

At the end of each of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on each individual trade and other receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The credit risk associated with trade receivables is mitigated because they are secured over rental deposit received. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

**39. 金融工具 – 續**

**(B) 財務風險管理目標及政策 – 續**

**市場風險 – 續**

*(ii) 公允價值及現金流量利率風險 – 續*

倘利率上升或下降50個基點(2017年: 50個基點), 而所有其他變數維持不變, 本集團年內溢利將減少/增加12,907,000港元(2017年: 增加/減少7,554,000港元)。

**信貸風險及減值評估**

於各報告期末, 本集團面對的最大信貸風險(因對手方未能履行責任而導致本集團出現財務虧損)源自合併財務狀況表所載各項已確認金融資產之賬面值。

為減低信貸風險, 本集團之管理層已有監管程序, 確保採取跟進行動收回逾期債務。此外, 本集團會於報告期末根據預期信貸虧損模式對各項個別貿易及其他應收款項進行減值評估, 確保就無法收回之款項計提足夠減值虧損。由於應收貿易賬款乃以已收租金按金作抵押, 故該等應收貿易賬款相關信貸風險減少。就此, 董事認為, 本集團之信貸風險已大幅減少。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 39. FINANCIAL INSTRUMENTS – continued

##### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

###### Credit risk and impairment assessment – continued

As at 31 December 2017, the Group had concentration of credit risk in respect of deposits pledged to an independent party with carrying amount of HK\$648,395,000. Details of the pledged deposits are set out in note 21. In order to minimize the credit risk on deposits pledged to an independent party, the Group's management continuously monitors the credit quality and financial conditions of the debtor and the level of aforesaid pledged deposits to ensure that follow-up action is taken timely to recover overdue amounts, such as certain agreements entered into by the Group effecting the net-off of the pledged deposits with certain loans as mentioned in note 21. In this regard, the Group's management considers that the Group's credit risk in respect of the above is significantly reduced.

Other than concentration of credit risk as mentioned above, the Group does not have any other significant concentration of credit risk with exposure spread over a number of counter parties and customers.

Based on the ECL assessment, the credit exposures for all the financial assets (including trade and other receivables and deposits, amount due from related companies, pledged bank deposits and bank balances), which are subject to ECL assessment, are considered as low risk because the counterparties have a low risk of default and does not have material past-due amounts. During the year, insignificant loss allowance provision for the amounts was recognised for the Group.

#### 39. 金融工具 – 續

##### (B) 財務風險管理目標及政策 – 續

###### 信貸風險及減值評估 – 續

於2017年12月31日，本集團就抵押予獨立第三方之賬面值為648,395,000港元之存款面臨集中信貸風險。抵押存款的詳情載於附註21。為最大限度降低抵押予獨立第三方之存款之信貸風險，本集團管理層持續監管貸款人的信貸質素及財務狀況及上述已抵押貸款水平，確保及時採取跟進行動收回逾期債務，如本集團訂立的若干協議導致附註21所述的以若干貸款抵銷已抵押存款。就此而言，本集團管理層認為本集團就上述面臨的信貸風險大幅減少。

除上文所述之集中信貸風險外，本集團並無重大集中信貸風險，而風險乃分散在多個對手方及客戶。

根據預期信貸虧損評估，所有金融資產（包括貿易及其他應收款項及按金、應收關聯公司款項、已抵押銀行存款及銀行結餘）面臨的信貸風險（須進行預期信貸虧損評估）被視為風險偏低，原因為對手方違約風險較低且並無重大逾期款項。年內，本集團確認有關金額之非重大虧損撥備。

For the year ended 31 December 2018 截至2018年12月31日止年度

**39. FINANCIAL INSTRUMENTS – continued****(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued****Liquidity risk**

In managing the liquidity risk, the Directors have given careful consideration to the going concern status of the Group in light of the Group's outstanding debts and future commitments. In view of the financial resources available to the Group as at 31 December 2018 and up to the date of approval of the consolidated financial statements for issuance may not be sufficient to satisfy the operating cash flow required, the Group has prepared a cash flow forecast which involves judgments and estimations based on management's input of key variables and market conditions including the future economic conditions to sustain the Group as a going concern. The Group has been implementing a number of measures in the cash flow forecast, including but not limited to the support from Mr. Zhou Zheng and SkyOcean Group Holdings Limited, unutilised loan facility and financing plan of obtaining new credit facilities, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future. Details as discussed in note 2.

**Liquidity risk analysis**

The following table details the Group's contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. In addition, the following table details the Group's liquidity analysis for its derivative financial instruments.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rates, the undiscounted amount is derived from the interest rate at the end of the reporting period.

**39. 金融工具 – 續****(B) 財務風險管理目標及政策 – 續****流動風險**

於管理流動風險時，鑒於本集團未償還債務及未來承擔，董事已審慎考慮本集團之持續經營狀況。鑒於本集團於2018年12月31日直至批准刊發綜合財務報表之日期可動用的財務資源可能不足以滿足所需的經營現金流量，本集團已基於管理層對關鍵變量的判斷及市場狀況（包括維持本集團持續經營的未來經濟狀況）編製現金流量預測，有關預測涉及判斷及估計。本集團已於現金流量預測中一直實施多項措施，包括但不限於周政先生及天洋控股集團有限公司的支持、未動用貸款融資及取得新信貸融資的融資計劃，本集團將有充足資金，可為其營運撥資及滿足其可預見未來到期之財務責任。詳情如附註2所述。

**流動風險分析**

下表詳述本集團非衍生金融負債之合約到期情況。該表根據金融負債之未折現現金流量，按本集團可能須還款之最早日期編製。其他非衍生金融負債之到期日則依據協定償還日期。此外，下表詳述本集團衍生金融工具之流動資金分析。

下表載列利率及本金現金流量。倘利息流屬浮動利率，則未折現金額按報告期末之利率而得出。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 39. FINANCIAL INSTRUMENTS – continued

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

##### Liquidity risk – continued

##### Liquidity risk analysis – continued

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flows	Carrying amount at 31 December 2018
	加權平均利率	按要求償還或少於三個月	三個月至一年	一年至兩年	兩年至五年	未折現現金流量總額	於2018年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
<b>Non-derivative financial liabilities</b> 非衍生金融負債							
Trade payables 貿易應付款項	N/A 不適用	679,798	-	-	-	679,798	679,798
Other payables and accruals 其他應付款項及預提款項	N/A 不適用	126,126	-	-	-	126,126	126,126
Amounts due to related companies 應付關聯公司款項	N/A 不適用	1,098,050	-	-	-	1,098,050	1,098,050
Convertible bonds and bonds 可換股債券							
- Liability component 負債部分	8.7-12.8%	-	794,274	513,581	-	1,307,855	1,121,190
Bank and other borrowings 銀行及其他借貸	1.11-9.64%	59,844	1,033,157	1,489,822	2,543,386	5,126,209	3,968,634
		1,963,818	1,827,431	2,003,403	2,543,386	8,338,038	6,993,798
Financial guarantees contracts 財務擔保合約	N/A 不適用	343,924	-	-	-	343,924	-

	Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flows	Carrying amount at 31 December 2017
	加權平均利率	按要求償還或少於三個月	三個月至一年	一年至兩年	兩年至五年	未折現現金流量總額	於2017年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元	千港元	千港元
<b>Non-derivative financial liabilities</b> 非衍生金融負債							
Trade payables 貿易應付款項	N/A 不適用	434,638	-	-	-	434,638	434,638
Other payables and accruals 其他應付款項及預提款項	N/A 不適用	124,835	-	-	-	124,835	124,835
Amounts due to related companies 應付關聯公司款項	N/A 不適用	433,762	-	-	-	433,762	433,762
Convertible bonds and bonds 可換股債券及債券							
- Liability component 負債部份	8.7-12.8%	-	65,487	798,215	1,794,452	2,658,154	2,136,343
Bank and other borrowings 銀行及其他借貸	1.11-9.64%	59,844	1,032,914	842,223	3,190,985	5,125,966	4,477,847
		1,053,079	1,098,401	1,640,438	4,985,437	8,777,355	7,607,425
Financial guarantees contracts 財務擔保合約	N/A 不適用	399,252	-	-	-	399,252	-

### 39. 金融工具－續

#### (B) 財務風險管理目標及政策－續

##### 流動風險－續

##### 流動風險分析－續

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 39. FINANCIAL INSTRUMENTS – continued

#### (C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

##### Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

Except as detailed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### 39. 金融工具－續

#### (C) 金融工具之公允價值計量

本集團以非經常性基準按公允價值計量之金融資產及金融負債之公允價值

除下表所詳述者外，董事認為於合併財務報表按攤銷成本列賬之金融資產及金融負債之賬面值與其公允價值相若。

	Carrying amounts		Fair values	
	賬面值		公允價值	
	2018	2017	2018	2017
	2018年	2017年	2018年	2017年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
<b>Financial liability</b>				
Non-current				
Liability component of the				
Convertible Bonds II	<b>435,205</b>	1,398,763	<b>411,075</b>	1,397,150

The fair value of liability component of the Convertible Bonds II with fair value hierarchy of level 3, was determined based on the valuation performed by Asia-Pacific Consulting and Appraisal Limited using discounted cash flow approach and applying prime rate as adjusted to reflect the credit risk of the issuer as key inputs.

公允價值層級為第三層的可換股債券II的負債部分的公允價值乃根據亞太評估諮詢有限公司使用貼現現金流量法及應用最優惠利率釐定，以反映作為主要輸入數據的發行人的信貸風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 40. NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

##### RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

For the year ended 31 December 2018

#### 40. 合併現金流量表附註

##### 融資活動所產生負債之對賬

於截至2018年12月31日止年度

		Non-cash changes 非現金變動						
		31 December 2017 2017年 12月31日	Financing cash flows 融資現金流量	Foreign exchange differences 外匯差額	Disposal of a subsidiary 出售一間 附屬公司	Accrued interest 應計利息	Conversion of Convertible Bonds II 轉換 可換股債券II	31 December 2018 2018年 12月31日
		HK\$'000 千港元 (note a) (附註a)	HK\$'000 千港元 (note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note 27) (附註27)	HK\$'000 千港元
Amounts due to related companies (note 41(h)(ii))	應付關連公司款項 (附註41(h)(ii))	433,762	718,198	(53,910)	-	-	-	1,098,050
Bank and other borrowings (note 26)	銀行及其他借貸(附註26)	4,477,847	624,291	(199,936)	(933,568)	-	-	3,968,634
Convertible bonds (note 27)	可換股債券(附註27)	2,136,343	(130,257)	(81,819)	-	191,082	(994,159)	1,121,190
Interest payable (note 24)	應付利息(附註24)	46,551	(291,422)	-	-	291,536	-	46,665
Disposal of a subsidiary	出售一間附屬公司	-	(3,192)	-	-	-	-	(3,192)
<b>Total</b>	<b>總計</b>	<b>7,094,503</b>	<b>917,618</b>	<b>(335,665)</b>	<b>(933,568)</b>	<b>482,618</b>	<b>(994,159)</b>	<b>6,231,347</b>

For the year ended 31 December 2017

於截至2017年12月31日止年度

		Non-cash changes 非現金變動								
		31 December 2016 2016年 12月31日	Financing cash flows 融資現金流量	Foreign exchange differences 外匯差額	Acquisition of a subsidiary under common control 收購 同一控制下的 一間附屬公司	Acquisition of additional interest in subsidiaries 收購 附屬公司 額外權益	Accrued interest 應計利息	Conversion of Convertible Bonds I 轉換 可換股債券I	Other changes 其他變動	31 December 2017 2017年 12月31日
		HK\$'000 千港元 (note a) (附註a)	HK\$'000 千港元 (note a) (附註a)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note 27) (附註27)	HK\$'000 千港元 (note b) (附註b)	HK\$'000 千港元
Amounts due to related companies (note 41(h)(ii))	應付關連公司款項 (附註41(h)(ii))	201,602	149,334	29,435	7,360	46,031	-	-	-	433,762
Bank and other borrowings (note 26)	銀行及其他借貸(附註26)	3,986,811	217,944	250,022	-	-	-	-	23,070	4,477,847
Convertible bonds (note 27)	可換股債券(附註27)	1,932,313	(62,590)	88,928	-	-	189,658	(11,966)	-	2,136,343
Interest payable (note 24)	應付利息(附註24)	42,093	(241,020)	-	-	-	268,548	-	-	69,621
<b>Total</b>	<b>總計</b>	<b>6,162,819</b>	<b>63,668</b>	<b>368,385</b>	<b>7,360</b>	<b>46,031</b>	<b>458,206</b>	<b>(11,966)</b>	<b>23,070</b>	<b>7,117,573</b>

For the year ended 31 December 2018 截至2018年12月31日止年度

**40. NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS – continued**

**RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES – continued**

For the year ended 31 December 2017 – continued

Notes :

- (a) The cash flows with amounts due to related companies, bank and other borrowings, convertible bonds and bonds and interest payable represented the net amount of certain proceeds and repayments disclosed in the consolidated statement of cash flows.
- (b) Other changes mainly represents amortisation of up-front fee of bank and other borrowings.

**41. RELATED PARTY DISCLOSURES**

Apart from the related party transactions disclosed elsewhere in these consolidated financial statements, the Group had the following significant related party transactions during the year.

- (A) During the current year, the Group disposed of its entire equity interest in its subsidiaries, Fusion Link International Limited, to SkyOcean Investment Holdings Limited, a company held as to 80% by Mr. Zhou. Details of the disposal are set out in note 37.
- (B) During the year ended 31 December 2017, the Group disposed of its entire equity interest in its subsidiary, Beijing SkyOcean COMB+ to Beijing SkyOcean COMB+ Technology & Development Co., Ltd, a company held as to 80% by Mr. Zhou Zheng, for a consideration of HK\$37,795,000, respectively details of the disposal are set out in note 37.

**40. 合併現金流量表附註 – 續**

**融資活動所產生負債之對賬 – 續**

於截至2017年12月31日止年度 – 續

附註：

- (a) 有關應付關連公司款項、銀行及其他借貸、可換股債券及債券以及應付利息之現金流量指合併現金流量表內披露的若干所得款項及還款淨額。
- (b) 其他變動主要指銀行及其他借貸預付款攤銷。

**41. 關連人士之披露**

除此等合併財務報表其他部分所披露之關聯人士交易外，本集團於年內曾進行下述重大關聯人士交易。

- (A) 於本年度內，本集團出售於其附屬公司融通國際有限公司的全部股權予天洋投資控股有限公司（一間由周先生持有80%權益的公司）。出售詳情載於附註37。
- (B) 於截至2017年12月31日止年度內，本集團按代價37,795,000港元向Beijing SkyOcean COMB+ Technology & Development Co., Ltd（一間由周政先生持有80%權益之公司）出售其附屬公司北京天洋蜂巢之全部股權，出售事項之詳情載於附註37。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

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#### 41. RELATED PARTY DISCLOSURES – continued

(C) During the year ended 31 December 2017, the Group acquired 100% equity interest in DreamEast Future World from DreamEast Cultural Investment, a company held as to 80% by Mr. Zhou Zheng, for a consideration of RMB6,000,000 (equivalent to HK\$7,360,000). The acquisition is considered as a combination of entities under common control.

During the year ended 31 December 2017, the Group acquired certain assets through the acquisition of 100% equity interest in DreamEast Tianjin for considerations of RMB5,350,000 (equivalent to HK\$6,171,000) from DreamEast Culture Entertainment Group Limited, a company held as to 80% by Mr. Zhou Zheng, details of the transaction are set out in note 36.

(D) During the current year, the Group entered into a tenancy agreement with Tianrong Property Service Co., Ltd. (“Tianrong”), a company held as to 64% by Mr. Zhou Zheng, pursuant to which Tianrong will provide the property service to the Group. The service expense for the year ended 31 December 2018 was approximately HK\$2,730,000(2017: nil).

(E) During the current year, the Group entered into a tenancy agreement with DreamEast Pictures Co., Ltd. (“DreamEast Pictures”), a company held as to 80% by Mr. Zhou Zheng, pursuant to which DreamEast Pictures will provide the Intellectual Properties Rights to the Group. The service expenses for the year ended 31 December 2018 was approximately HK\$1,810,000 (2017: nil).

#### 41. 關連人士之披露 – 續

(C) 於截至2017年12月31日止年度內，本集團按代價人民幣6,000,000元（相當於7,360,000港元）向夢東方文化投資（一間由周政先生持有80%權益之公司）收購夢東方未來世界100%股權。收購事項被視為同一控制下的實體合併。

於截至2017年12月31日止年度內，本集團透過按代價人民幣5,350,000元（相當於6,171,000港元）向夢東方文化娛樂集團有限公司（一間由周政先生持有80%權益之公司）收購夢東方天津100%股權而收購若干資產，交易詳情載於附註36。

(D) 於本年度內，本集團與 Tianrong Property Service Co., Ltd.（「Tianrong」）（一間由周政先生持有64%權益之公司）訂立租賃協議，據此Tianrong將向本集團提供物業服務。截至2018年12月31日止年度的服務費用約為2,730,000港元（2017年：無）。

(E) 於本年度內，本集團與夢東方電影有限公司（「夢東方電影」）（一間由周政先生持有80%之公司）訂立租賃協議，據此夢東方電影將向本集團提供知識產權。截至2018年12月31日止年度的服務費用約為1,810,000港元（2017年：無）。

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### 41. RELATED PARTY DISCLOSURES – continued

(F) During the year ended 31 December 2017, the Group entered into a tenancy agreement with Sanhe SkyOcean Real Estate Development Co., Ltd. (“Sanhe SkyOcean”), a company held as to 80% by Mr. Zhou Zheng, pursuant to which Sanhe SkyOcean, the owner of the Park, will lease the aforesaid premise to the Group with the lease term from October 2017 to December 2019. The rental expense for the year ended 31 December 2018 was approximately HK\$2,149,000 (2017: approximately HK\$500,000).

The following operating lease commitments with have been included in note 32:

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
Within one year	一年內	2,283	2,300
In the second to fifth year, inclusive	第二至第五年 (包括首尾兩年)	–	2,393
		<b>2,283</b>	<b>4,693</b>

(G) During the year ended 31 December 2017, the Group entered into a service agreement with Hunan DreamEast Cultural Investment Co., Ltd (“Hunan DreamEast”), a company held as to 80% by Mr. Zhou Zheng, pursuant to which Hunan DreamEast has prepared the project development plan in relation to a piece of land located in Hengnan City, Hunan Province. The Group has paid a total consideration of RMB9,000,000 for services fee, which is equivalent to approximately HK\$10,000,000.

The above transactions also constituted connected transactions or continuing connected transactions as defined in the chapter 14A of the Listing Rules.

### 41. 關連人士之披露 – 續

(F) 於截至2017年12月31日止年度，本集團與三河天洋城房地產開發有限公司（「三河天洋城」，一間由周政先生持有80%權益之公司）訂立租賃協議，據此三河天洋城（樂園之擁有人）將向本集團出租上述物業，租期由2017年10月至2019年12月。截至2018年12月31日止年度之租金開支約為2,149,000港元（2017年：約500,000港元）。

以下為已計入附註32的經營租賃承擔：

(G) 於截至2017年12月31日止年度內，本集團與夢東方（湖南）文化投資有限公司（「湖南夢東方」，一間由周政先生持有80%權益之公司）訂立服務協議，據此湖南夢東方已編製有關一幅位於湖南省衡南市的一幅土地的项目開發方案。本集團已就服務費支付總代價人民幣9,000,000元，相當於約10,000,000港元。

上述交易亦構成上市規則第十四A章所界定的關連交易或持續關連交易。



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#### 41. RELATED PARTY DISCLOSURES – continued

##### (H) OUTSTANDING BALANCES WITH RELATED PARTIES

- (i) At 31 December 2018, amounts due from related companies of HK\$890,586,000 (2017: HK\$5,913,000) were all non-trade nature, unsecured, interest-free and repayable within one year. Mr. Zhou Zheng has controlling interest in these related companies. The maximum amount outstanding from related companies in non-trade nature was HK\$890,586,000 (2017: HK\$5,913,000) during the current year.
- (ii) At 31 December 2018, amounts due to related companies of HK\$1,098,050,000 (2017: HK\$433,762,000) were all non-trade nature, unsecured, interest-free and repayable on demand. Mr. Zhou Zheng has controlling interest in these related companies.
- (iii) The Group issued the Convertible Bonds II to SkyOcean Investment Holding Limited, the immediate holding Company, in prior years due to debt restructuring. The finance cost incurred during the current year and carrying amounts of the liability component of the Convertible Bonds II are set out in note 27.

##### (I) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

Key management personnel of the Group representing the Directors, who have authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. Compensation to key management personnel represents Directors' emoluments and is disclosed in note 12.

#### 41. 關連人士之披露 – 續

##### (H) 與關連人士之未償還結餘

- (i) 於2018年12月31日，應收關聯公司之款項890,586,000港元（2017年：5,913,000港元）均屬非貿易性質、無抵押、免息及須於一年內償還。周政先生擁有此等關聯公司之控制權權益。於本年度，來自關連公司之非貿易未償還款項最高為890,586,000港元（2017年：5,913,000港元）。
- (ii) 於2018年12月31日，應付關聯公司之款項1,098,050,000港元（2017年：433,762,000港元）均屬非貿易性質、無抵押、免息及須按要償還。周政先生擁有此等關聯公司之控制權權益。
- (iii) 本集團於過往年度因債務重組而向直接控股公司天洋投資控股有限公司發行可換股債券II。於本年度產生之財務成本及可換股債券II負債部分之賬面值載於附註27。

##### (I) 本集團主要管理人員報酬

本集團主要管理人員指直接或間接擁有規劃、指導及控制本集團活動之權力及責任之董事。主要管理人員報酬指董事之薪酬，詳情載於附註12。

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### 41. RELATED PARTY DISCLOSURES – continued

#### (J) GUARANTEES PROVIDED BY RELATED PARTIES

- (i) As at 31 December 2018, Mr. Zhou Zheng and certain related parties provided joint personal guarantee for the borrowings granted by certain bank and other financial institutions to the Group with the carrying amount of RMB3,404,334,000 (2017: RMB2,786,673,000), which is equivalent to HK\$3,885,339,000 (2017: HK\$3,333,699,000), details of which are set out in note 26.
- (ii) As at 31 December 2018, SkyOcean Holdings Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks and other financial institutions to the Group with the carrying amount of RMB3,404,334,000 (2017: RMB2,786,673,000), which is equivalent to HK\$3,885,339,000 (2017: HK\$3,333,699,000), details of which are set out in note 26.
- (iii) As at 31 December 2018, DreamEast (Sanhe) Entertainment Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks to the Group with the carrying amount of RMB312,912,000 (2017: Nil), which is equivalent to HK\$357,124,000 (2017: Nil), details of which are set out in note 26.

### 41. 關連人士之披露－續

#### (J) 關連人士提供之擔保

- (i) 於2018年12月31日，周政先生及若干關聯人士就若干銀行及其他金融機構向本集團授出之賬面值為人民幣3,404,334,000元（2017年：人民幣2,786,673,000元）（相當於3,885,339,000港元（2017年：3,333,699,000港元））之借貸共同作出個人擔保，有關詳情載於附註26。
- (ii) 於2018年12月31日，周政先生實益擁有80%權益之公司天洋控股集團有限公司就若干銀行及其他金融機構向本集團授出之賬面值為人民幣3,404,334,000元（2017年：人民幣2,786,673,000元）（相當於3,885,339,000港元（2017年：3,333,699,000港元））之借貸提供公司擔保，有關詳情載於附註26。
- (iii) 於2018年12月31日，周政先生實益擁有80%權益之公司夢東方（三河）娛樂有限公司就若干銀行向本集團授出之賬面值為人民幣312,912,000元（2017年：無）（相當於357,124,000港元（2017年：無））之借貸提供公司擔保，有關詳情載於附註26。

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### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 41. RELATED PARTY DISCLOSURES – continued

##### (J) GUARANTEES PROVIDE BY RELATED PARTIES – continued

- (iv) As at 31 December 2018 and 2017, Mr. Zhou Zheng and a related party, provided joint personal guarantee and Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee in favour of the holders of the Convertible Bonds I, the Bonds I and the Bonds II (note 27). Furthermore, Convertible Bonds I, the Bonds I and the Bonds II are also secured by share charge over certain number of ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company, details of which are set out in paragraph headed “Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II” in note 27. In addition, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II, charged over certain part of Convertible bonds II in favour of the holder of Bonds II (note 27).
- (v) As at 31 December 2017, Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks and other financial institutions to the Group with a total amount of RMB345,767,000, which is equivalent to HK\$413,642,000, details of which are set out in note 26. During the current year, the loans were disposed through the disposal of a subsidiary as disclosed in note 37.

#### 41. 關連人士之披露 – 續

##### (J) 關連人士提供之擔保 – 續

- (iv) 於2018年及2017年12月31日，周政先生及一名關聯人士向可換股債券I、債券I及債券II之持有人共同作出個人擔保，而周政先生實益擁有80%權益之公司北京天洋控股向其提供公司擔保（附註27）。此外，可換股債券I、債券I及債券II亦以本公司直接控股公司天洋投資控股有限公司持有之本公司若干普通股之股份質押作擔保，有關詳情載於附註27「強制提早贖回可換股債券I、債券I及債券II」一段。此外，可換股債券II持有人天洋投資控股有限公司已向債券II持有人質押若干可換股債券II（附註27）。
- (v) 於2017年12月31日，周政先生實益擁有80%權益之公司北京天洋控股就若干銀行及其他金融機構向本集團授出之總金額為人民幣345,767,000元（相當於413,642,000港元）之借貸提供公司擔保，有關詳情載於附註26。於本年度，如附註37所披露，該等貸款透過出售一間附屬公司出售。

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### 42. PARTICULARS OF PRINCIPAL SUBSIDIARIES      42. 主要附屬公司資料

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之 股本/註冊股本	Attributable equity interest held by the Company		Principal activities and place of operation 主要業務及經營地點
			2018 2018年	2017 2017年	
SkyOcean International United Limited (formerly known as Skyocean International Holdings Limited) 天洋國際聯合有限公司 (前稱天洋國際控股有限公司)	Hong Kong 19 August 2010 香港 2010年8月19日	HK\$1 1港元	100%	100%	Investment holding Hong Kong 投資控股 香港
Skyleaf Holdings Limited* 天葉控股有限公司	BVI 8 August 2013 英屬處女群島 2013年8月8日	US\$1 1美元	100%	100%	Investment holding Hong Kong 投資控股 香港
Beijing SkyOcean** 北京天洋基業投資有限公司 (Limited liability company) 北京天洋基業投資有限公司 (有限責任公司)	PRC 6 March 2014 中國 2014年3月6日	RMB 249,000,000 人民幣 249,000,000元	100%	100%	Property development PRC 物業發展 中國
DreamEast (Sanhe) ** 夢東方(三河)娛樂有限公司 (Wholly foreign-owned limited liability company) 夢東方(三河)娛樂有限公司 (外商獨資有限責任公司)	PRC 29 January 2015 中國 2015年1月29日	US\$1,000,000 1,000,000美元	100%	100%	Investment holding PRC 投資控股 中國
DreamEast Jiaxing Cultural Investment Co., Ltd ** 夢東方(嘉興)文化投資有限公司 (Wholly foreign-owned limited liability company) 夢東方(嘉興)文化投資有限公司 (外商獨資有限責任公司)	PRC 6 December 2016 中國 2016年12月6日	US\$58,820,000 58,820,000美元	100%	100%	Property development PRC 物業發展 中國

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### 合併財務報表附註

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#### 42. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

#### 42. 主要附屬公司資料—續

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之股本/註冊股本	Attributable equity interest held by the Company 本公司所持有之應佔股本權益		Principal activities and place of operation 主要業務及經營地點
			2018 2018年	2017 2017年	
Hunan DreamEast ** 湖南夢東方文化發展有限公司 (Limited liability company)	PRC 7 March 2017	RMB 100,000,000	100%	100%	Property development PRC
湖南夢東方文化發展有限公司 (有限責任公司)	中國 2017年3月7日	人民幣 100,000,000元	100%	100%	物業發展 中國
Jiangsu DreamEast ** 夢東方(江蘇)文化投資發展有限公司 (Limited liability company)	PRC 16 December 2015	RMB 100,000,000	100%	100%	Property development PRC
夢東方(江蘇)文化投資發展有限公司 (有限責任公司)	中國 2015年12月16日	人民幣 100,000,000元	100%	100%	物業發展 中國
DreamEast Future World ** 夢東方未來世界(三河)娛樂有限公司 (Limited liability company)	PRC 5 February 2015	RMB6,000,000	100%	100%	Tourism park operation PRC
夢東方未來世界(三河)娛樂有限公司 (有限責任公司)	中國 2015年2月5日	人民幣6,000,000元	100%	100%	旅遊樂園營運 中國
SkyOcean Cultural Development Limited ** ("SkyOcean Cultural") 天洋文化發展有限公司 (Limited liability company)	PRC 20 April 2017	RMB 500,000,000	100%	100%	Property development PRC
天洋文化發展有限公司(「天洋文化」) (有限責任公司)	中國 2017年4月20日	人民幣 500,000,000元	100%	100%	物業發展 中國
17422 Derian Irvine LLC	U.S. 19 April 2016	US\$25,000,000	90%	90%	Property development U.S.
17422 Derian Irvine LLC	美國 2016年4月19日	25,000,000美元	90%	90%	物業發展 美國
* Issued capital held directly by the Company			* 已發行股本由本公司直接持有		
** English name for identification only			** 英文名稱僅供參考		

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

以上表格載列董事認為主要影響本集團本年度經營業績或構成本集團資產淨值主要部分之本公司附屬公司。董事認為，提供其他附屬公司之詳情會過於冗長。

Note: None of the subsidiaries had issued any debt securities at the end of the year.

附註：於年結日概無附屬公司已發行任何債務證券。

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### 42. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued COMPOSITION OF THE GROUP 42. 主要附屬公司資料－續 本集團之組成

Principal activity 主要業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of wholly- owned subsidiaries 全資附屬公司數目	
		2018 2018年	2017 2017年
Investment holding 投資控股	Hong Kong 香港	4	5
Investment holding 投資控股	BVI 英屬處女群島	10	9
Investment holding 投資控股	PRC 中國	2	2
Property development and management 物業發展及管理	PRC 中國	9	10
Investment in financial instruments 金融工具投資	Hong Kong 香港	1	1
Provision of promotion service 提供推廣服務	PRC 中國	–	1
Provision of corporate services 提供公司服務	Hong Kong 香港	1	1
Tourism park operation 旅遊樂園營運	PRC 中國	1	1
Movie and television culture 影視文化	PRC 中國	2	–
Inactive 暫無營業	BVI 英屬處女群島	3	3
Inactive 暫無營業	U.S. 美國	1	1
Inactive 暫無營業	Hong Kong 香港	2	1
Inactive 暫無營業	PRC 中國	4	4
		<b>40</b>	<b>39</b>

Principal activity 主要業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of non-wholly- owned subsidiary 非全資附屬公司數目	
		2018 2018年	2017 2017年
Movie and television culture 影視文化	PRC 中國	1	–
Property development and management 物業發展及管理	U.S. 美國	1	1
		<b>2</b>	<b>1</b>

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### 43. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

### 43. 本公司財務狀況表及儲備

		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	–	170
Investments in subsidiaries	於附屬公司之投資	744,062	2,582,906
Amounts due from subsidiaries	應收附屬公司款項	1,648,574	1,566,263
		<b>2,392,636</b>	4,149,339
<b>Current assets</b>	<b>流動資產</b>		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	5,253	6,029
Bank balances and cash	銀行結餘及現金	27,028	132,311
		<b>32,281</b>	138,340
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及預提款項	807	–
Amounts due to subsidiaries	應付附屬公司款項	3	–
Amounts due to related companies	應付關聯公司款項	49,230	–
Convertible bonds	可換股債券	685,984	–
		<b>736,024</b>	–
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>(703,743)</b>	138,340
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,688,893</b>	4,287,679
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible bonds and bonds	可換股債券及債券	435,206	2,136,343
		<b>435,206</b>	2,136,343
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>1,253,687</b>	2,151,336
<b>Equity</b>	<b>權益</b>		
Share capital	股本	28,550	26,322
Reserves	儲備	1,225,137	2,125,014
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>1,253,687</b>	2,151,336

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

### 43. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY – continued MOVEMENT IN THE COMPANY'S RESERVES

### 43. 本公司財務狀況表及儲備 — 續 本公司儲備變動

		Share premium	Other reserve	Share options reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total
		股份溢價	其他儲備	購股權 儲備	可換股債券 權益儲備	匯兌 儲備	保留溢利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於2017年1月1日	336,039	(682,298)	-	1,327,718	(301,777)	1,435,875	2,115,557
Loss and total comprehensive expense for the year	年內虧損及綜合開支總額	-	-	-	-	-	(143,784)	(143,784)
Issue of shares upon conversion of convertible bonds (note 27)	轉換可換股債券時 發行股份(附註27)	11,900	-	-	(34)	-	-	11,866
Exchange difference on translation	換算產生之匯兌差額	-	-	-	-	141,375	-	141,375
At 31 December 2017	於2017年12月31日	347,939	(682,298)	-	1,327,684	(160,402)	1,292,091	2,125,014
Profit and total comprehensive income for the year	年內溢利及綜合收入總額	-	-	-	-	-	84,445	84,445
Issue of shares upon conversion of convertible bonds (note 27)	轉換可換股債券時 發行股份(附註27)	1,903,996	-	-	(929,331)	-	-	974,665
Deemed contribution on disposal of a subsidiary	出售一間附屬公司之 視作貢獻	(2,068,763)	191,917	-	-	-	-	(1,876,846)
Share-based payments (note 30)	以股份為基礎付款 (附註30)	-	-	496	-	-	-	496
Exchange difference on translation	換算產生之匯兌差額	-	-	-	-	(82,637)	-	(82,637)
At 31 December 2018	於2018年12月31日	183,172	(490,381)	496	398,353	(243,039)	1,376,536	1,225,137



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

#### 44. EVENTS AFTER THE DATE OF STATEMENT OF FINANCIAL POSITION

On 22 January 2019, SkyOcean Cultural, an indirect wholly-owned subsidiary of the Company, succeeded in the bid of the land use rights of certain land located in Jiangsu Province of the PRC (the "Lands") through the listing-for-sale processes conducted by The Bureau of Land Resources of Jiangyin City at a consideration of RMB474,210,000 (equivalent to approximately HK\$551,407,000). On 30 January 2019, SkyOcean Cultural entered into an agreement with Jinmao Suwan Corporate Investment (Tianjin) Company Limited ("Jinmao Investment"), an independent third party, pursuant to which a company ("Project Company") will be established as the key investment entity to obtain the land use rights of the Lands and undertaking the development of the project. In accordance to the agreement, the Project Company will be owned as to 51% by SkyOcean Cultural and 49% by Jinmao Investment, and SkyOcean Cultural shall contribute RMB153,000,000 (equivalent to approximately HK\$177,907,000) in proportion of its equity interest in the Project Company. As the decisions about the relevant activities of the Project Company require the unanimous consent of all shareholders, accordingly, the Project Company will be accounted for as a jointly controlled entity of the Company.

Details of which are set out in the announcement published by the Company dated 30 January 2019.

#### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 27 March 2019.

#### 44. 財務狀況表日期後事項

於2019年1月22日，天洋文化（本公司之間接全資附屬公司）競標成功，透過江陰市國土資源局進行之掛牌出售程序以人民幣474,210,000元（相當於約551,407,000港元）之代價贏得位於中國江蘇省之土地（「土地」）之土地使用權。於2019年1月30日，天洋文化與獨立第三方金茂蘇皖企業管理（天津）有限公司（「金茂管理」）訂立一份協議，據此成立一間公司（「項目公司」）作為主要投資實體，以獲得土地之土地使用權及開展項目開發。根據協議，項目公司將由天洋文化擁有51%權益及由金茂管理擁有49%權益，而天洋文化將按其於項目公司之股權比例出資人民幣153,000,000元（相當於約177,907,000港元）。由於有關項目公司相關活動之決定需要全體股東一致同意，故項目公司將作為本公司之共同控制實體入賬。

有關詳情載於本公司所刊發日期為2019年1月30日之公佈。

#### 45. 批准財務報表

合併財務報表已由董事會於2019年3月27日批准及授權發行。



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