



亞證地產有限公司
ASIASEC PROPERTIES LIMITED

(Stock Code 股份代號：271)

ANNUAL REPORT
年報 2019



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公司資料

董事會

執行董事

李成偉，主席
李樹賢，行政總裁
勞景祐
杜燦生

獨立非執行董事

李澤雄
蔡健民
楊麗琛

執行委員會

李成偉，主席
李樹賢
勞景祐
杜燦生

審核委員會

李澤雄，主席
蔡健民
楊麗琛

薪酬委員會

蔡健民，主席
李澤雄
楊麗琛

提名委員會

李澤雄，主席
蔡健民
楊麗琛

CORPORATE INFORMATION

Board of Directors

Executive Directors

Patrick Lee Seng Wei, *Chairman*
Lee Shu Yin, *Chief Executive*
Edwin Lo King Yau
Tao Tsan Sang

Independent Non-Executive Directors

Li Chak Hung
Choi Kin Man
Lisa Yang Lai Sum

Executive Committee

Patrick Lee Seng Wei, *Chairman*
Lee Shu Yin
Edwin Lo King Yau
Tao Tsan Sang

Audit Committee

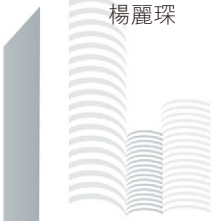
Li Chak Hung, *Chairman*
Choi Kin Man
Lisa Yang Lai Sum

Remuneration Committee

Choi Kin Man, *Chairman*
Li Chak Hung
Lisa Yang Lai Sum

Nomination Committee

Li Chak Hung, *Chairman*
Choi Kin Man
Lisa Yang Lai Sum



公司資料(續)

主要往來銀行

中國工商銀行(亞洲)有限公司
中國銀行(香港)有限公司
恒生銀行有限公司

註冊辦事處

香港灣仔告士打道138號
聯合鹿島大廈9樓
電話：2828 0288
傳真：2801 4975
電郵：info@asiasec.com.hk

股份過戶登記處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

公司秘書

陳僊熒

核數師

德勤•關黃陳方會計師行

律師

胡百全律師事務所
威頓金仕騰律師行

股份代號

271

網站

<http://www.asiasec.com.hk>
[http://www.irasia.com/listco/hk/asiasecproperties/
index.htm](http://www.irasia.com/listco/hk/asiasecproperties/index.htm)

CORPORATE INFORMATION (continued)

Principal Bankers

Industrial and Commercial Bank of China (Asia) Limited
Bank of China (Hong Kong) Limited
Hang Seng Bank, Limited

Registered Office

9th Floor, Allied Kajima Building
138 Gloucester Road, Wanchai, Hong Kong
Tel. : 2828 0288
Fax : 2801 4975
E-mail : info@asiasec.com.hk

Share Registrar

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Company Secretary

Cynthia Chen Si Ying

Auditor

Deloitte Touche Tohmatsu

Solicitors

P. C. Woo & Co.
Hampton, Winter and Glynn

Stock Code

271

Websites

<http://www.asiasec.com.hk>
[http://www.irasia.com/listco/hk/asiasecproperties/
index.htm](http://www.irasia.com/listco/hk/asiasecproperties/index.htm)



主席報告

本人欣然宣佈二零一九年之全年業績。

財務業績

本集團截至二零一九年十二月三十一日止年度之收入為55,944,000港元(二零一八年：58,454,000港元)，較去年減少2,510,000港元或4.29%。本公司股東應佔溢利為58,014,000港元(二零一八年：112,747,000港元)，較二零一八年減少54,733,000港元或48.54%。本年度溢利減少之主要原因為：

- (1) 應佔聯營公司溢利由去年度56,302,000港元減少至本年度8,967,000港元；及
- (2) 投資物業之公允價值收益由去年度25,631,000港元減少至本年度9,128,000港元。

每股盈利為4.67港仙(二零一八年：9.08港仙)，而於二零一九年十二月三十一日，本公司股東應佔每股賬面資產淨值為3.57港元(二零一八年：3.63港元)。

股息

於報告期末後，本公司董事會已宣佈派發截至二零一九年十二月三十一日止年度之中期股息每股2.5港仙(代替末期股息)(二零一八年中期股息(代替末期股息)：每股10港仙)，並將於二零二零年四月十六日(星期四)或前後派付予於二零二零年四月三日(星期五)名列本公司股東名冊內之本公司股東(「股東」)。

CHAIRMAN'S STATEMENT

I am pleased to present to you the annual results for 2019.

Financial Results

The revenue of the Group for the year ended 31st December, 2019 was HK\$55,944,000 (2018: HK\$58,454,000), a decrease of HK\$2,510,000 or 4.29% when compared to the year before. The profit attributable to the owners of the Company amounted to HK\$58,014,000 (2018: HK\$112,747,000), representing a decrease of HK\$54,733,000 or 48.54% from 2018. The decrease in profit for the year was mainly the results of:

- (1) The decrease in share of profit of associates from HK\$56,302,000 in last year to HK\$8,967,000 in current year; and
- (2) The decrease in fair value gain of investment properties from HK\$25,631,000 in last year to HK\$9,128,000 in current year.

Earnings per share amounted to HK4.67 cents (2018: HK9.08 cents), while the net asset value per share attributable to the owners of the Company was HK\$3.57 as at 31st December, 2019 (2018: HK\$3.63).

Dividend

Subsequent to the end of the reporting period, the board of the directors of the Company has declared an interim dividend of HK2.5 cents per share (in lieu of a final dividend) for the year ended 31st December, 2019 (2018 interim dividend (in lieu of a final dividend): HK10 cents per share) payable on or around Thursday, 16th April, 2020 to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Friday, 3rd April, 2020.



主席報告(續)

暫停辦理股份過戶登記

(1) 釐定收取中期股息(代替末期股息)的資格

為釐定收取截至二零一九年十二月三十一日止年度之中期股息(代替末期股息)的資格，本公司將於二零二零年四月二日(星期四)及二零二零年四月三日(星期五)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。股東為符合獲享中期股息(代替末期股息)資格，須於二零二零年四月一日(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股份過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理股份過戶登記手續。

(2) 釐定出席本公司即將舉行之股東週年大會(「二零二零年股東週年大會」)並於會上投票的資格

二零二零年股東週年大會預定於二零二零年五月二十日(星期三)舉行。為釐定股東出席二零二零年股東週年大會並於會上投票的資格，本公司將由二零二零年五月十五日(星期五)至二零二零年五月二十日(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。股東為符合資格出席二零二零年股東週年大會並於會上投票，須於二零二零年五月十四日(星期四)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股份過戶登記處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心54樓)辦理股份過戶登記手續。

CHAIRMAN'S STATEMENT (continued)

Closure of Register of Members

(1) For determining the entitlement to the interim dividend (in lieu of a final dividend)

For determining the entitlement to the interim dividend (in lieu of a final dividend) for the year ended 31st December, 2019, the register of members of the Company will be closed on Thursday, 2nd April, 2020 and Friday, 3rd April, 2020, during which period no transfer of shares of the Company will be registered. In order for a Shareholder to qualify for the interim dividend (in lieu of a final dividend), all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1st April, 2020.

(2) For determining the entitlement to attend and vote at the forthcoming annual general meeting of the Company ("2020 AGM")

The 2020 AGM is scheduled to be held on Wednesday, 20th May, 2020. For determining the entitlement to attend and vote at the 2020 AGM, the register of members of the Company will be closed from Friday, 15th May, 2020 to Wednesday, 20th May, 2020 (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 2020 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14th May, 2020.



主席報告(續)

管理層討論及分析

業務回顧

本集團主要經營範圍包括：於香港經營物業投資，物業租賃及物業管理業務。

截至二零一九年十二月三十一日止年度，本集團位於港晶中心的商用物業之平均租用率約為99%，而該物業獲得良好之租金收入。

關於聯營公司持有的紅山半島住宅物業(擁有33.33%)於二零一九年十二月三十一日止年度內售出之8個洋房，其中2個洋房已在二零一九年十二月三十一日前完成交易，4個洋房將會在二零二零年完成交易，及2個洋房將會在二零二一年完成交易。餘下未售之33個洋房亦陸續於二零二零年分批推出市場作出租及出售。

本集團由聯營公司持有位於香港鴨脷洲港灣工貿中心及海灣工貿中心(擁有33.33%)平均租用率約為56%，而該物業之出租情況合理。

財務回顧

本集團之資產及抵押

本集團的總資產由去年度的4,714,880,000港元下降至本年度之4,658,964,000港元。本集團之資產淨值由去年度的4,509,150,000港元下降至本年度之4,436,589,000港元。於二零一九年十二月三十一日，本集團於本港之投資物業並無(二零一八年：無)已抵押於銀行作為資金融通之抵押。本集團雖然無銀行貸款，但將來如有融資的需要會向銀行提出申請事宜。本集團如有需要，銀行將可能提供資金融通予本集團。

CHAIRMAN'S STATEMENT (continued)

Management Discussion and Analysis

Business Review

The Group's core businesses comprise property investment, property leasing and estate management in Hong Kong.

For the year ended 31st December, 2019, the Group's commercial properties situated at Harbour Crystal Centre recorded an average occupancy level of approximately 99% and the performance of rental income was satisfactory.

In respect of the residential properties held by the associate (33.33% owned) situated at The Redhill Peninsula, 8 houses were sold during the year ended 31st December, 2019 where 2 houses were completed before the year end of 31st December, 2019, 4 houses will be completed in 2020 and 2 houses will be completed in 2021. The remaining 33 houses are being launched for lease and sale in batches in the year of 2020.

The Group's industrial properties situated at Ap Lei Chau, Hong Kong, the Harbour Industrial Centre and the Oceanic Industrial Centre held by the associate (33.33% owned) recorded an average occupancy level of approximately 56% and the rental income was performed moderately.

Financial Review

Group Assets and Charges

The total assets of the Group have decreased from HK\$4,714,880,000 last year to HK\$4,658,964,000 in this year. The net assets of the Group have decreased from HK\$4,509,150,000 to HK\$4,436,589,000. At 31st December, 2019, no investment properties of the Group in Hong Kong (2018: HK\$ Nil) were pledged as security for banking facilities. The Group has no bank loan, but will undergo a discussion with the bank for the renewal of banking facilities and the bank has agreed to provide banking facilities if necessary.



主席報告(續)

管理層討論及分析(續)

財務回顧(續)

本集團之財務狀況、流動資金及融資

本集團之總負債由二零一八年十二月三十一日的205,730,000港元增加至二零一九年十二月三十一日止之222,375,000港元。於二零一九年十二月三十一日，本集團之現金及銀行存款為217,031,000港元(二零一八年：198,001,000港元)。總負債與總資產比例約為4.77%(二零一八年：4.36%)。於二零一九年十二月三十一日，本集團並無(二零一八年：無)銀行貸款，其總權益為4,436,589,000港元(二零一八年：4,509,150,000港元)。

於二零一九年十二月三十一日，本集團之流動資產為365,512,000港元(二零一八年：482,658,000港元)，相對本集團之流動負債超出313,230,000港元(二零一八年：447,809,000港元)。

於二零一九年十二月三十一日止年度，本集團並無重大匯率波動風險及相關對沖，亦無任何或然負債。

財務／經營之關鍵績效指標

關鍵績效指標(「關鍵績效指標」)

在二零一九年，本集團已制定以下經營關鍵績效指標，得以維持高競爭力：

- (1) 在自營投資物業上，目標為保持總租金收入與上年相同。
- (2) 在聯營公司出售紅山半島項目上(擁有33.33%)，目標為每季度出售一套洋房。

回顧全年表現，上述關鍵績效指標均能部份達到。本集團並會按市場環境變化不斷更新經營之關鍵績效指標及出售／租賃之戰略。

CHAIRMAN'S STATEMENT (continued)

Management Discussion and Analysis (continued)

Financial Review (continued)

Group Financial Position, Liquidity and Financial Resources

The total liabilities of the Group have increased from HK\$205,730,000 as at 31st December, 2018 to HK\$222,375,000 as at 31st December, 2019. The Group had cash and bank balances of HK\$217,031,000 as at 31st December, 2019 (2018: HK\$198,001,000). The ratio of total liabilities to total assets was approximately 4.77% (2018: 4.36%). As at 31st December, 2019, the Group had no bank loans (2018: Nil) and the total equity was HK\$4,436,589,000 (2018: HK\$4,509,150,000).

As at 31st December, 2019, the current assets of the Group, amounting to HK\$365,512,000 (2018: HK\$482,658,000), exceeded its current liabilities by HK\$313,230,000 (2018: HK\$447,809,000).

For the year ended 31st December, 2019, the Group had no material exposure to fluctuations in exchange rates and no related hedges and there were no contingent liabilities.

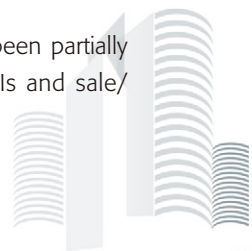
Financial/Operational Key Performance Indicators

Key Performance Indicator ("KPI")

For the year of 2019, the Group set the following operational KPIs to maintain high competitiveness:

- (1) For the investment properties managed by the Group, our aim is to maintain the same as last year in the total rental income.
- (2) For the sale of The Redhill Peninsula Project held by the associate (33.33% owned), our aim is to sell one house quarterly.

Having reviewed the annual performance, these KPIs have been partially achieved. The Group will keep updating its operational KPIs and sale/leasing strategy to adapt the market changes.



主席報告(續)

管理層討論及分析(續)

未來可能發展

二零二零年目標如下：

- (1) 我們會通過收購具吸引力估值之優質物業及出售表現落後的物業來持續改善我們的投資組合，以平衡短期回報及長期資本增值的需求。
- (2) 我們將更主動制定有關聯營公司持有的紅山半島餘下洋房(擁有33.33%)之出售及出租策略。
- (3) 我們將審視現行管理制度及成本結構，從而提升效益及盡可能降低成本。
- (4) 我們會負責任地考慮增加項目的貸款從而提升股本回報。

業務展望

自二零一九年下半年起，住宅物業市場，特別是豪宅市場停滯不前，大部分原因來自持續的社會動盪，疲弱的市場情緒加上新型冠狀病毒於中國武漢開始爆發，引致本地經濟整體放緩。因此，預計市場對我們的豪宅合資項目紅山半島之需求，將在今年上半年保持疲弱。我們只會在市場有所改善的情況下，才會推出更多洋房出售。

我們認為零售店的租賃市場仍然非常疲弱，因為店主已經深受抗議活動及中國旅客大幅下跌的衝擊，而現在顧客選擇留在家中以對抗這場健康危機。這種原因將會對港晶中心(部分)的營業額和未來租金帶來負面影響。本公司會繼續與租戶保持緊密協商，並在必要時提供短期之租金優惠。

CHAIRMAN'S STATEMENT (continued)

Management Discussion and Analysis (continued)

Future Likely Development

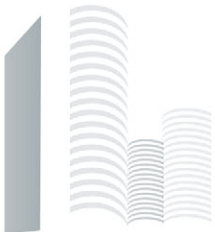
Objectives for 2020 are as follows:

- (1) We will continue to improve our investment portfolio through acquisition of quality properties at attractive valuations and disposals of under-performing properties in order to balance the demands of short-term returns and long-term capital appreciation.
- (2) We will be more proactive in forming the strategy for the sale and leasing of the remaining houses in The Redhill Peninsula held by the associate (33.33% owned).
- (3) We will review our management system and cost structure so as to improve efficiency and reduce expenses where possible.
- (4) We will consider gearing up our projects in a responsible manner in order to increase our return on equity.

Business Outlook

The residential property market, particularly in the luxury segment, has stagnated since the latter part of 2019 due in large part to the ongoing social unrest. This weaker sentiment has been compounded by an overall slowdown in the local economy due to the coronavirus outbreak which started in Wuhan, China. We therefore expect demand for luxury houses in our joint venture project Redhill Peninsula to remain weak through the first half of this year, and we will launch additional houses for sale only once market conditions have shown signs of improving.

We believe the rental market for retail space will remain extremely weak, as shopkeepers already reeling from the impact of the protests and a huge drop in mainland Chinese visitors are now also suffering from a huge drop in customers who are staying at home during this health crisis. This will negatively affect turnover and future rents at Harbour Crystal Centre (portion). The Company will continue to work in close consultation with our tenants, offering short-term concessions where necessary.



主席報告(續)

管理層討論及分析(續)

業務展望(續)

展望未來，我們希望新型冠狀病毒的爆發將會在全球受到控制，並且美國緊急降息(我們相信隨後美國及其他國家將進一步降息)將有助於穩定商業氣氛。我們仍然相信香港的經濟增長長期穩定，如藉此發現當前的危機導致資產價格大幅下降，我們的團隊將會尋找更具吸引力的收購機會。

致謝

本人謹此衷心感謝各董事及員工於過去一年值得表揚之努力及對本集團之貢獻，並感謝各股東的諒解及支持，以及客戶之信任。

主席

李成偉

香港，二零二零年三月十八日

CHAIRMAN'S STATEMENT (continued)

Management Discussion and Analysis (continued)

Business Outlook (continued)

Looking ahead, we are hopeful that the coronavirus outbreak will be contained soon around the world, and that the emergency rate cut in the US (which we believe will be followed by more rate cuts in US and elsewhere) will help stabilise business sentiment. We still believe in the solid long-term economic growth of Hong Kong, and our team will be looking for attractive opportunities for new acquisitions should the current crisis result in a substantial drop in capital values.

Appreciation

I would like to take this opportunity to thank my fellow Directors and the staff for their diligence and contributions to the Group in the past year, to the Shareholders for their understanding and support, and to the customers for their trust.

Patrick Lee Seng Wei

Chairman

Hong Kong, 18th March, 2020



主要物業資料

於二零一九年十二月三十一日

PARTICULARS OF MAJOR PROPERTIES

as at 31st December, 2019

地點 Location	地段號碼 Lot No.	用途 Use	總建築面積 (平方呎) Total gross floor area (sq. ft.)	車位 Car parking spaces	所佔百分比 Percentage owned
投資物業 Investment properties					
香港 Hong Kong					
港晶中心(部份) 九龍尖沙咀東部加連威老道100號	九龍內地段 10600號	商業	138,663 8,881	— —	80 40
Harbour Crystal Centre (portion) 100 Granville Road, Tsimshatsui East, Kowloon	K.I.L. 10600	Commercial		30	100
港灣工貿中心(部份) 香港香港仔 鴨脷洲	鴨脷洲內地段 116號	工業/貨倉	266,126	59	33.33
Harbour Industrial Centre (portion) Ap Lei Chau, Aberdeen, Hong Kong	A.I.L.116	Industrial/Godown			
海灣工貿中心(部份) 香港香港仔 鴨脷洲	鴨脷洲內地段 116號	工業/貨倉	741,706	74	33.33
Oceanic Industrial Centre (portion) Ap Lei Chau, Aberdeen, Hong Kong	A.I.L.116	Industrial/Godown			
帝后商業中心(部份) 香港灣仔 皇后大道東58-64號	內地段2243號 之餘段	商業/辦公室	27,457	—	50
Queen's Centre (portion) 58-64 Queen's Road East, Wanchai, Hong Kong	I.L.2243R.P.	Commercial/Offices			



主要物業資料(續)

於二零一九年十二月三十一日

PARTICULARS OF MAJOR PROPERTIES (continued)

as at 31st December, 2019

地點 Location	地段號碼 Lot No.	用途 Use	總建築面積 (平方呎) Total gross floor area (sq. ft.)	車位 Car parking spaces	所佔百分比 Percentage owned
華順工業大廈(部份) 九龍油塘 草園街4號	油塘內地段 29號	工業	134,236	10	50
Wah Shun Industrial Building (portion) 4 Cho Yuen Street, Yau Tong, Kowloon	Y.T.I.L.29	Industrial			
紅山半島第一期(部份) 香港大潭	郊區建築地段 1050號	住宅	10,427	—	33.33
Redhill Peninsula, Phase 1 (portion) Tai Tam, Hong Kong	R.B.L.1050	Residential			
紅山半島第二期(部份) 香港大潭	郊區建築地段 1050號	住宅	98,250	—	33.33
Redhill Peninsula, Phase 2 (portion) Tai Tam, Hong Kong	R.B.L.1050	Residential			



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，於截至二零一九年十二月三十一日止年度，本公司已應用企業管治守則之原則及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。

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 31st December, 2019, 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(續)**CORPORATE GOVERNANCE REPORT (continued)****董事會**

董事會目前共由七名董事(「董事」)組成，其中四名為執行董事及三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：

執行董事：

李成偉(主席)
李樹賢(行政總裁)
勞景祐
杜燦生

獨立非執行董事：

李澤雄
蔡健民
楊麗琛

董事之履歷詳情載於董事會報告第49頁至第51頁之「董事及高級管理人員之個人資料」一節內。董事會成員之間並無存有家屬或其他重大關係。

The Board

The Board currently comprises seven directors (“Directors”) in total, with four Executive Directors and three 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:

Executive Directors:

Patrick Lee Seng Wei (*Chairman*)
Lee Shu Yin (*Chief Executive*)
Edwin Lo King Yau
Tao Tsan Sang

INEDs:

Li Chak Hung
Choi Kin Man
Lisa Yang Lai Sum

The brief biographical details of the Directors are set out in the “Biographical Details of Directors and Senior Management” section in the Directors’ Report on pages 49 to 51. There are no family or other material relationships among members of the Board.



企業管治報告(續)

董事會(續)

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。

於整年內及截至本報告日期止，本公司有三名獨立非執行董事，佔董事會人數不少於三分之一。根據上市規則第3.10條之規定，至少一名獨立非執行董事具備適當之專業資格或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具備上市規則第3.13條所載之指引下之獨立性。

董事會定期召開會議，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及其他須處理之個別事項。於年內，已舉行四次董事會會議，各董事於截至二零一九年十二月三十一日止年度內於董事會、薪酬委員會、審核委員會會議及股東大會之個別出席記錄載列如下：

CORPORATE GOVERNANCE REPORT (continued)

The Board (continued)

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 judgement on issues relating to the Group's strategy, performance and management process, taking into account the interests of all shareholders of the Company ("Shareholders").

Throughout the year and up to the date of this report, the Company has had three INEDs representing not less than one-third of the Board. At least one of the INEDs has 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/her independence and considers that all the INEDs are independent under the guidelines set out in Rule 3.13 of the Listing Rules.

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, four Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee and general meeting during the year ended 31st December, 2019 are set out below:

董事姓名	Name of Directors	出席/舉行會議之次數 Number of meetings attended/held			
		董事會 Board	薪酬委員會 Remuneration Committee	審核委員會 Audit Committee	股東大會 General Meeting
執行董事：	Executive Directors:				
李成偉(主席)	Patrick Lee Seng Wei (Chairman)	4/4			0/1
李樹賢(行政總裁)	Lee Shu Yin (Chief Executive)	4/4			0/1
勞景祐	Edwin Lo King Yau	4/4			1/1
杜燦生	Tao Tsan Sang	4/4			1/1
獨立非執行董事：	INEDs:				
李澤雄	Li Chak Hung	4/4	1/1	2/2	1/1
蔡健民	Choi Kin Man	4/4	1/1	2/2	1/1
楊麗琛	Lisa Yang Lai Sum	4/4	1/1	2/2	1/1

企業管治報告(續)

董事會(續)

董事會程序(續)

經董事會決定或考慮之事宜主要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,並由執行委員會(其具有特定書面職權範圍)指示/監督。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及更新,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。召開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以列入會議議程內。本公司之公司秘書(「公司秘書」)協助董事會主席編製會議議程,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文件一般在擬舉行定期董事會會議(及就可行情況下,亦適用於其他董事會會議)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。本公司之組織章程細則(「組織章程細則」)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緊密聯繫人擁有重大利益之任何合約或安排之會議上就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 (continued)

The Board (continued)

Board Process (continued)

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 under the instruction/supervision of the Executive Committee which has its specific written terms of reference. The respective functions of the Board and management of the Company have been formalised and set out in writing and will be reviewed and updated 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 of the Board 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 meetings). 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 the 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 articles of association of the Company ("Articles of Association") 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/her close associates has a material interest.



企業管治報告(續)**董事會(續)****董事會程序(續)**

每名董事有權查閱董事會文件及相關資料，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管理人員。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，書面程序已於二零一七年八月制定，讓各董事在履行其職務時，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。

董事之持續專業發展

在持續專業發展方面，董事除出席會議及審閱由本公司管理層發出之文件及通函外，董事參與之活動包括如下：

CORPORATE GOVERNANCE REPORT (continued)**The Board (continued)****Board Process (continued)**

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 has been established since August 2017 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' Continuous Professional Development

For continuous professional development, in addition to Directors' attendance at meetings and review of papers and circulars sent by the management of the Company, Directors participated in the activities including the following:

參與持續專業發展活動**Participation in Continuous Professional Development Activities**

出席與董事責任有關之
培訓/簡佈會/講座/會議

**Attending trainings/
briefings/seminars/
conference relevant to**

Directors' duties

閱讀法規更新

Reading

Regulatory Updates

董事姓名

Name of Directors

執行董事：

李成偉(主席)
李樹賢(行政總裁)
勞景祐
杜燦生

Executive Directors:

Patrick Lee Seng Wei (Chairman)
Lee Shu Yin (Chief Executive)
Edwin Lo King Yau
Tao Tsan Sang

✓

✓

✓

✓

✓

✓

✓

✓

獨立非執行董事：

李澤雄
蔡健民
楊麗琛

INEDs:

Li Chak Hung
Choi Kin Man
Lisa Yang Lai Sum

✓

✓

✓

✓

✓

✓



企業管治報告(續)

董事會(續)

董事會成員多元化

本公司已於二零一七年八月採納董事會成員多元化政策，且已載列有關董事會成員多元化之目標及原則，以在可行情況下達致本公司在董事會成員多元化方面取得平衡之策略目標。董事會所有委任將以用人唯才為原則，及按可計量目標考慮人選，並衡量本公司之業務及需要。

甄選人選將按一系列多元化標準為基準，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。最終決定將按人選的長處及可為董事會提供的貢獻而定。

主席及行政總裁之角色

企業管治守則之守則條文A.2.1規定，主席及行政總裁(「行政總裁」)之角色應有所區分，並不應由一人同時兼任。董事會主席李成偉先生主要負責領導董事會，確保(i)所有重大政策事宜乃經董事會以即時及建設性方式討論；(ii)所有董事能妥善地獲得董事會會議上討論問題之通報；及(iii)所有董事能收到準確、適時及清晰之資料。行政總裁一職由本公司行政總裁李樹賢先生擔任，彼負責本集團之日常業務管理。此等職位之職責已清晰區分且以書面形式載明，並於二零一七年八月經董事會批准及其後於二零一九年一月更新。

CORPORATE GOVERNANCE REPORT (continued)

The Board (continued)

Board Diversity

The Company has adopted the board diversity policy in August 2017 which sets out the objectives and principles regarding board diversity for the purpose of achieving the Company's strategic objectives of balanced diversity at the Board as far as practicable. Board appointments will be based on merit and candidates will be considered against measurable objectives, taking into account the Company's business and needs.

Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board.

Roles of Chairman and Chief Executive

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive ("CE") should be separate and should not be performed by the same individual. Mr. Patrick Lee Seng Wei, being the Chairman of the Board, is primarily responsible for the leadership of the Board, ensuring that (i) all significant policy issues are discussed by the Board in a timely and constructive manner; (ii) all Directors are properly briefed on issues arising at Board meetings; and (iii) the Directors receive accurate, timely and clear information. The functions of the CE are performed by Mr. Lee Shu Yin, the Chief Executive of the Company, who is responsible for the day-to-day management of the Group's business. Their responsibilities are clearly segregated and have been set out in writing and approved by the Board in August 2017, and subsequently updated in January 2019.



企業管治報告(續)

董事之委任及重選

提名委員會之職權範圍包括訂明遴選及推薦本公司董事候選人程序及準則之提名方法。

每名新獲委任之董事將於首次委任時獲公司秘書發給一套入職資料。該套入職資料乃根據公司條例、上市規則以及證券及期貨條例董事須遵守之職責及持續責任之全面、正式及按每名董事情況專門編製之指引。此外，該套入職資料亦包括簡述本公司運作及業務之資料，本公司最新公佈之財務報告及董事會採納之企業管治常規文件。董事將持續獲更新上市規則及其他適用之監管規定之任何重大發展，以確保彼等遵守及維持良好之企業管治常規。

所有本公司之獨立非執行董事已按特定任期獲委任，惟須根據組織章程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。獨立非執行董事之任期已從二零一九年一月一日起再續兩年。

根據組織章程細則，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 REPORT (continued)

Appointment and Re-Election of Directors

The terms of reference of the Nomination Committee include the nomination procedure specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company.

Every newly appointed Director will receive an induction package from the Company Secretary on the first occasion of his/her appointment. This induction package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by a director pursuant to the Companies Ordinance, Listing Rules and Securities and Futures Ordinance. In addition, this induction package includes materials briefly describing the operations and business of the Company, the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. Directors will be continuously updated on any major developments of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

All INEDs of the Company were appointed for a specific term, but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office but eligible for re-election. The term of appointment of the INEDs has been renewed for further two years commencing from 1st January, 2019.

According to the Articles of Association, 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.



企業管治報告(續)

企業管治職能

董事會負責履行企業管治責任，並已於二零一七年八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方面之責任包括：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (iv) 制定、檢討及監察僱員及董事之操守準則及合規手冊(如有)；及
- (v) 檢討本公司在遵守企業管治守則之情況及在企業管治報告內之披露。

於二零一九年及截至本報告日期止，董事會已根據其職權範圍履行企業管治責任。

董事委員會

董事會已成立多個委員會，包括提名委員會、薪酬委員會、審核委員會及執行委員會，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。

CORPORATE GOVERNANCE REPORT (continued)

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 August 2017.

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 2019 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

Board Committees

The Board has established various committees, including a Nomination Committee, a Remuneration Committee, an Audit Committee and an Executive 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 decisions 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 the committee meetings so far as practicable.



企業管治報告(續)**董事委員會(續)****提名委員會**

提名委員會已於二零一二年三月成立，並由一名獨立非執行董事擔任主席，且全部成員為獨立非執行董事。目前，提名委員會由三名成員組成，包括李澤雄先生(提名委員會主席)、蔡健民先生及楊麗琛女士。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已包含於其職權範圍內，該職權範圍已於二零一七年八月及二零一九年一月作出修訂及於香港聯合交易所有限公司(「聯交所」)及本公司網站內登載。

提名委員會已於其職權範圍內制訂並載列提名政策(「提名政策」)。提名政策旨在確保董事會按照本公司業務而具備適當所需技能、經驗及多樣的觀點與角度。為確保董事會組成人員的變動不會帶來不適當的干擾，本公司應設有正式、經審慎考慮並具透明度的董事甄選、委任及重新委任程序，並設定有秩序的董事繼任計劃(如認為有需要)，包括定期檢討此類計劃。委任新董事(作為新增董事或填補所出現的臨時空缺)或重新委任任何董事乃經提名委員會推薦候選人後由董事會作出決定。

用於考慮候選人是否符合資格的標準，應視乎候選人是否能投入足夠時間及精神以處理本公司事務，並促進董事會成員多元化，使董事會能有效履行其職責。更多甄選標準及程序的詳情載於提名委員會職權範圍，該職權範圍已於聯交所及本公司網站內登載。

CORPORATE GOVERNANCE REPORT (continued)**Board Committees (continued)****Nomination Committee**

The Nomination Committee has been established since March 2012 and is chaired by an INED and comprises all INEDs. Currently, the Nomination Committee consists of three members, including Mr. Li Chak Hung (Chairman of the Nomination Committee), Mr. Choi Kin Man and Ms. Lisa Yang Lai Sum. 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 included in its terms of reference, which was revised in August 2017 and January 2019 and are available on the websites of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company.

The Nomination Committee has formulated and set out the nomination policy ("Nomination Policy") in its terms of reference. The objective of the Nomination Policy is to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. To ensure changes to the Board composition can be managed without undue disruption, a formal, considered and transparent procedure is in place for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities. Further details of the selection criteria and the procedure are set out in the terms of reference of the Nomination Committee which are available on the websites of the Stock Exchange and the Company.



企業管治報告(續)

董事委員會(續)

提名委員會(續)

根據其職權範圍，提名委員會應於有需要時召開會議，亦可透過傳閱文件方式處理事宜。於二零一九年，提名委員會並無召開會議，提名委員會乃透過傳閱文件方式處理事宜。於二零一九年及截至本報告日期止，提名委員會已履行之工作概述如下：

- (i) 檢討及建議董事會批准就重選退任董事提呈於二零一九年股東週年大會及二零二零年股東週年大會之決議案；及
- (ii) 檢討董事會的架構、人數、組成及多元化，以及評核各獨立非執行董事的獨立性。

薪酬委員會

薪酬委員會已於二零零五年九月成立及目前由三名成員組成，包括獨立非執行董事蔡健民先生(薪酬委員會主席)、李澤雄先生及楊麗琛女士。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已包含於其職權範圍內，該職權範圍已於二零一七年八月作出修訂及於聯交所及本公司網站內登載。

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，惟就守則條文之偏離情況而言，薪酬委員會僅會就執行董事(不包括高級管理人員)(而非守則條文所述之執行董事及高級管理人員)之薪酬待遇向董事會提出建議。上述偏離情況之理由概述如下：

CORPORATE GOVERNANCE REPORT (continued)

Board Committees (continued)

Nomination Committee (continued)

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 2019, no Nomination Committee meeting was held while the Nomination Committee dealt with matters by way of circulation. In 2019 and up to the date of this report, the Nomination Committee performed the works as summarised below:

- (i) reviewed and recommended for the Board's approval the proposed resolutions for re-election of the retiring Directors at 2019 AGM and 2020 AGM; and
- (ii) reviewed the structure, size, composition and diversity of the Board and assessed the independence of each INED.

Remuneration Committee

The Remuneration Committee has been established since September 2005 and currently consists of three members, including Mr. Choi Kin Man (Chairman of the Remuneration Committee), Mr. Li Chak Hung and Ms. Lisa Yang Lai Sum, all being the INEDs. 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 included in its terms of reference, which was revised in August 2017 and are available on the websites of the Stock Exchange and the Company.

The terms of reference of the Remuneration Committee 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 Executive Directors only and not senior management (as opposed to executive directors and senior management under the code provision). The reasons for the above deviation are summarised as below:



企業管治報告(續)**董事委員會(續)****薪酬委員會(續)**

- (i) 董事會認為薪酬委員會並不適宜評估高級管理人員之表現，而有關評估程序由執行董事執行將更為有效；
- (ii) 執行董事必須負責監管高級管理人員，因而須有權力操控彼等之薪酬；及
- (iii) 執行董事並無理由向高級管理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。

根據其職權範圍，薪酬委員會每年須至少召開一次會議。於二零一九年已舉行一次薪酬委員會會議，而各成員之出席情況載於本報告「董事會」一節內。

除舉行薪酬委員會會議外，薪酬委員會亦於二零一九年內透過傳閱文件方式處理事宜。於二零一九年內及截至本報告日期止，薪酬委員會已履行之工作概述如下：

- (i) 檢討及建議董事會批准現有之董事薪酬政策及架構；
- (ii) 檢討截至二零一八年十二月三十一日止年度全體執行董事及獨立非執行董事之薪酬待遇；
- (iii) 檢討及建議董事會批准截至二零一八年十二月三十一日止年度之花紅，及於二零一九年行政總裁薪酬之增幅；及
- (iv) 檢訂及建議董事會批准二零一九年之董事袍金。

CORPORATE GOVERNANCE REPORT (continued)**Board Committees (continued)****Remuneration Committee (continued)**

- (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 Executive Directors;
- (ii) the Executive Directors must be in a position to supervise and control senior management and thus must be able to control their compensation; and
- (iii) there is no reason for Executive Directors to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One Remuneration Committee meeting was held in 2019 and the attendance of each member is set out in the section headed "The Board" of this report.

In addition to the Remuneration Committee meeting, the Remuneration Committee also dealt with matters by way of circulation during 2019. In 2019 and up to the date of this report, the Remuneration Committee performed the works as summarised below:

- (i) reviewed and recommended for the Board's approval the existing policy and structure for the remuneration of Directors;
- (ii) reviewed the remuneration packages of all the Executive Directors and INEDs for the year ended 31st December, 2018;
- (iii) reviewed and recommended for the Board's approval the bonus for the year ended 31st December, 2018 and the increment in salary for the year 2019 of the CE; and
- (iv) reviewed and recommended for the Board's approval the Directors' fee for the year 2019.



企業管治報告(續)

董事委員會(續)

薪酬委員會(續)

每名董事將有權獲取董事袍金。就董事之額外職責及服務而應付予彼等之額外薪酬(包括獨立非執行董事之服務費)，將按彼等之僱傭合約或服務合約各自之合約條款而釐定，惟須經薪酬委員會建議及獲董事會批准。董事薪酬之詳情載於綜合財務報表附註10，而於中期期間及截至中期業績報告日期止之若干董事酬金之變更詳情亦已披露於本公司日期為二零一九年八月十四日之中期業績報告內。本集團薪酬政策之詳情亦已載於董事會報告第56頁之「僱員」一節內。

審核委員會

審核委員會自一九九八年九月成立，目前由三名獨立非執行董事組成。為保持獨立性及客觀性，審核委員會由一名具備合適專業資格或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。審核委員會之現任成員為李澤雄先生(審核委員會主席)、蔡健民先生及楊麗琛女士。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。審核委員會之主要角色及職能已包含於其職權範圍內，該職權範圍已於聯交所及本公司網站內登載。

審核委員會之職權範圍於不時作出修訂，以遵守企業管治守則之守則條文C.3.3，惟就該守則條文在審核委員會之職責方面有所偏離：

- (i) 執行委聘外聘核數師提供非核數服務之政策；
- (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；及
- (iii) 確保內部與外聘核數師之工作得到協調，也須確保內部審計功能獲得足夠資源運作，並且在上市公司中具有適當之地位。

CORPORATE GOVERNANCE REPORT (continued)

Board Committees (continued)

Remuneration Committee (continued)

Each Director will be entitled to a Director's fee. 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 10 to the consolidated financial statements whereas detailed changes in the emoluments of certain Directors during the interim period and up to the date of the Interim Report were also disclosed in the Interim Report of the Company dated 14th August, 2019. Details of the remuneration policy of the Group are also set out in the "Employee" section contained in the Directors' Report on page 56.

Audit Committee

The Audit Committee has been established since September 1998 and currently consists of three INEDs. To retain independence and objectivity, the Audit Committee is chaired by an INED with appropriate professional qualifications or accounting or related financial management expertise. The current members of the Audit Committee are Mr. Li Chak Hung (Chairman of the Audit Committee), Mr. Choi Kin Man and Ms. Lisa Yang Lai Sum. 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. The major roles and functions of the Audit Committee are included in its terms of reference, which are available on the websites of the Stock Exchange and the Company.

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;
- (ii) ensure the management has performed its duty to have effective risk management and internal control systems; and
- (iii) ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the listed company.



企業管治報告(續)

董事委員會(續)

審核委員會(續)

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(而非守則條文所述之執行)，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(而非守則條文所述之確保)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。由於上述事宜涉及日常監控及僱用全職之專業人員，因此審核委員會並無確保上述事宜得以執行之能力。審核委員會雖無法確保，但可推動內部和外聘核數師之工作得到協調。同樣，審核委員會無法確保，但可檢查內部審計功能是否獲得足夠資源運作。

根據其職權範圍，審核委員會每年須至少召開兩次會議。於二零一九年已舉行兩次審核委員會會議，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，審核委員會亦於二零一九年內透過傳閱文件方式處理事宜。於二零一九年內及截至本報告日期止，審核委員會已履行之工作概述如下：

CORPORATE GOVERNANCE REPORT (continued)

Board Committees (continued)

Audit Committee (continued)

The Board considers that the Audit Committee shall recommend (as opposed to implement under the code provision) the policy on the engagement of the external auditors 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 Directors 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 under the code provision) whether management has performed its duty to have effective risk management and internal control systems. 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 Audit Committee is not in a position either to ensure co-ordination between the internal and external auditors but it can promote the same. Similarly, the Audit Committee is not in a position to ensure that the internal audit function is adequately resourced but it can check whether it is adequately resourced.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two Audit Committee meetings were held in 2019 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 2019. In 2019 and up to the date of this report, the Audit Committee performed the works as summarised below:



企業管治報告(續)**董事委員會(續)****審核委員會(續)**

- (i) 審閱及批准外聘核數師建議之本集團截至二零一九年六月三十日止六個月之中期業績審閱(「二零一九年中期審閱」)及截至二零一九年十二月三十一日止年度之年終審核(「二零一九年年終審核」)之核數範圍及費用；
- (ii) 審閱外聘核數師就有關截至二零一八年十二月三十一日止年度之年終審核、二零一九年中期審閱及二零一九年年終審核之審核完成報告及管理層之回應；
- (iii) 審閱及建議董事會批准截至二零一八年十二月三十一日止年度、截至二零一九年六月三十日止六個月及截至二零一九年十二月三十一日止年度之財務報告及相關之管理層聲明函件及公佈；
- (iv) 審閱由本集團內部審計功能(「內部審計功能」)編製之內部審計計劃及內部審計報告；
- (v) 審閱及建議董事會批准就本集團會計、內部審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更新報告；
- (vi) 審閱及建議董事會就舉報者政策、識別及監察關連交易的程序、有關連人士交易之政策及程序、內幕消息披露政策及風險管理、合規及內部監控程序之政策作年度檢討；
- (vii) 審閱及建議董事會就本集團之風險管理及內部監控系統作出年度檢討；及
- (viii) 審閱及建議董事會批准經修訂舉報者政策。

CORPORATE GOVERNANCE REPORT (continued)**Board Committees (continued)****Audit Committee (continued)**

- (i) reviewed and approved the audit scope and fees proposed by the external auditor in respect of the interim results review for the six months ended 30th June, 2019 (“2019 Interim Review”) and the final audit for the year ended 31st December, 2019 (“2019 Final Audit”) of the Group;
- (ii) reviewed the audit completion reports from the external auditor and the management’s response in relation to the final audit for the year ended 31st December, 2018, 2019 Interim Review and 2019 Final Audit;
- (iii) reviewed and recommended for the Board’s approval the financial reports for the year ended 31st December, 2018, for the six months ended 30th June, 2019 and for the year ended 31st December, 2019 together with the relevant management representation letters and announcements;
- (iv) reviewed the internal audit plan and internal audit review reports prepared by the Internal Audit Function of the Group (“IA Function”);
- (v) reviewed and recommended for the Board’s approval the updated reports on substantiation of the resources, qualifications and experience of staff of the Group’s accounting, internal audit and financial reporting functions, and their training programmes and budget;
- (vi) reviewed and recommended for the Board’s annual review the Whistle Blower Policy, Procedures for the Identification and Monitoring of Connected Transactions, Related Party Transaction Policies and Procedures, Policy on the Disclosure of Inside Information and Policy on Risk Management, Compliance and Internal Control Procedures;
- (vii) reviewed and recommended for the Board’s annual review the Group’s risk management and internal control systems; and
- (viii) reviewed and recommended for the Board’s approval the revised Whistle Blower Policy.



企業管治報告(續)

董事委員會(續)

執行委員會

執行委員會於二零一七年七月成立，目前由四名執行董事組成，包括李成偉先生(執行委員會主席)、李樹賢先生、勞景祐先生及杜燦生先生。執行委員會獲授予董事會所獲授予之關於本集團業務之所有一般管理及控制權，惟根據執行委員會之書面職權範圍須留待董事會決定及批准之事宜除外。

執行委員會於有需要時召開會議，以討論本集團之營運事宜，亦可透過傳閱文件方式處理事宜。執行委員會主要負責處理及監察日常管理事宜，並獲授權：

- (i) 制定及執行有關本集團商業活動、內部監控及行政之政策；及
- (ii) 在董事會確定之本集團整體策略範圍內，規劃及決定就本集團商業活動將予採納之策略。

公司秘書

陳偲熒女士為本公司之公司秘書。全體董事均可要求公司秘書提供意見及服務。公司秘書就董事會管治事宜向主席匯報，並負責確保遵守董事會程序，及促進董事之間及與股東及管理層之溝通。

陳女士為特許公司治理公會(前稱英國特許秘書及行政人員公會)及香港特許秘書公會的資深會員。於年內，陳女士接受了超過十五小時之相關專業培訓以更新其技能及知識。

CORPORATE GOVERNANCE REPORT (continued)

Board Committees (continued)

Executive Committee

The Executive Committee has been established since July 2017 and currently consists of four Executive Directors, being Messrs. Patrick Lee Seng Wei (Chairman of the Executive Committee), Lee Shu Yin, Edwin Lo King Yau and Tao Tsan Sang. The Executive Committee is vested with all the general powers of management and control of the activities of the Group as are vested in the Board, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference of the Executive Committee.

The Executive Committee will meet as and when necessary to discuss the operating affairs of the Group and may also deal with matters by way of circulation. The Executive Committee is mainly responsible for undertaking and supervising the day-to-day management and is empowered:

- (i) to formulate and implement policies for the business activities, internal control and administration of the Group; and
- (ii) to plan and decide on strategies to be adopted for the business activities of the Group within the overall strategy of the Group as determined by the Board.

Company Secretary

Ms. Cynthia Chen Si Ying is the Company Secretary of the Company. All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with the Shareholders and management.

Ms. Chen is a fellow member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) and The Hong Kong Institute of Chartered Secretaries. During the year, Ms. Chen undertook over 15 hours of relevant professional training to update her skills and knowledge.



企業管治報告(續)

董事及相關僱員進行證券交易之守則

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消息)就本公司之證券買賣作出規管。

問責及核數

財務報告

於財務部之協助下，董事確認彼等編製本集團綜合財務報表之責任。於編製截至二零一九年十二月三十一日止年度之綜合財務報表時，本公司已採納香港公認會計原則，並遵守香港會計師公會頒佈之香港財務報告準則(當中亦包括香港會計準則及詮釋)之規定以及香港公司條例之披露規定。董事認為所選擇之會計政策適當並且貫徹應用，而所作判斷及估計審慎合理，亦確保按持續經營基準編製綜合財務報表。

本公司外聘核數師德勤·關黃陳方會計師行之匯報責任載於獨立核數師報告第58頁至第65頁。

CORPORATE GOVERNANCE REPORT (continued)

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.

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.

Accountability and Audit

Financial Reporting

The Directors acknowledge their responsibility for preparing, with the support from the Finance Department, the consolidated financial statements of the Group. In preparing the consolidated financial statements for the year ended 31st December, 2019, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards (which also include Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgements and estimates that are prudent and reasonable and have ensured that the consolidated financial statements are prepared on a going concern basis.

The reporting responsibilities of the Company's external auditor, Deloitte Touche Tohmatsu, are set out in the Independent Auditor's Report on pages 58 to 65.



企業管治報告(續)**問責及核數(續)****風險管理及內部監控**

董事會負責每年檢討本集團風險管理及內部監控系統之效能，以涵蓋所有重要的監控層面，包括財務監控、運作監控及合規監控。於二零一九年，董事會已透過審核委員會就本公司在會計、內部審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是否足夠作出檢討。

本集團風險管理及內部監控系統旨在合理地(而非絕對地)保證無重大失實陳述或損失，同時管理(但並非完全消除)系統失誤之風險，並協助本集團達致議定宗旨及目標。其對達致業務目標至為重要之風險管理擔任重要角色。此外，風險管理及內部監控亦為備存妥善之會計記錄提供準則，有助遵守有關法律及規例。

本集團亦已建立系統及程序以識別、評估及管理不同業務活動之風險。年度評估工作由相關業務單位及部門主管透過填寫彼等各自之責任聲明書執行，並由內部審計功能協調。調查結果及發現匯報執行委員會主席並由其提呈審核委員會及董事會以檢討風險管理及內部監控系統之有效性，該系統屬有效及充份。

有關本集團面對各主要類別風險之管理政策及程序之論述，收錄於綜合財務報表附註29(b)及董事會報告第44頁至第45頁之「主要風險及不確定性」一節內。

CORPORATE GOVERNANCE REPORT (continued)**Accountability and Audit (continued)****Risk Management and Internal Control**

The Board has the responsibility to review annually the effectiveness of the Group's risk management and internal control systems covering all material controls, including financial, operational and compliance controls. In 2019, the Board, through the Audit Committee, had reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions, and their training programmes and budget.

The Group's risk management and internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss; to manage rather than completely eliminate the risk of system failure; and to assist in the achievement of the Group's agreed objectives and goals. They have a key role in the management of risks that are significant to the fulfilment of business objectives. In addition, they should provide a basis for the maintenance of proper accounting records and assist in the compliance with relevant laws and regulations.

Systems and procedures are put in place to identify, evaluate and manage the risks of different businesses and activities. The annual assessment is performed through the completion by the relevant business units and department heads of their respective responsibility statements as coordinated by the IA Function. The result and findings are reported to the Chairman of Executive Committee who puts forward the same to the Audit Committee and the Board for review on the effectiveness of the risk management and internal control systems, which have been considered effective and adequate.

A discussion of the policies and procedures on the management of each of the major types of risk which the Group is facing is included in note 29(b) to the consolidated financial statements and under "Principal Risks and Uncertainties" section contained in Directors' Report on pages 44 to 45.



企業管治報告(續)

問責及核數(續)

內部審計

內部審計功能之主管向董事會主席及審核委員會匯報。內部審計功能一般就本集團風險管理及內部監控系統之充份性及有效性作出分析及獨立評估。

由內部審計功能編製之內部審計計劃及內部審計報告已提交審核委員會及董事會審閱。

內幕消息披露政策

董事會由二零一三年一月一日起及其後於二零一七年八月作出更新就處理及發佈內幕消息的程序及內部監控採納內幕消息披露政策(「該政策」)。該政策載列董事及本集團相關人員的指引及程序，以確保本集團按公平基準並及時向公眾發佈內幕消息。掌握潛在內幕消息及／或內幕消息的董事及相關人員需採取合理措施，確保制定妥善保障措施以防止洩露高度機密的內幕消息，並確保接收者明白自身有責任就消息保密。該政策須於情況有變動及於上市規則、證券及期貨條例第XIVA部及相關法定及監管規定不時出現變動時按需要作出更新及修訂。

CORPORATE GOVERNANCE REPORT (continued)

Accountability and Audit (continued)

Internal Audit

The Head of IA Function reports to the Chairman of the Board and the Audit Committee. The IA Function generally carries out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.

The internal audit plan and internal audit report were prepared by the IA Function and issued to the Audit Committee and the Board for review.

Policy on Disclosure of Inside Information

The Board has adopted the Policy on the Disclosure of Inside Information ("Policy") effective on 1st January, 2013, and subsequently updated in August 2017, with respect to the procedures and internal controls for the handling and dissemination of inside information. The Policy sets out guidelines and procedures to the Directors and relevant officers of the Group to ensure inside information of the Group is to be disseminated to the public on an equal basis and in timely manner. Directors and relevant officers in possession of potential inside information and/or inside information are required to take reasonable measures to ensure that proper safeguards are in place to preserve strict confidentiality of inside information and to ensure that its recipients recognise their obligations to maintain the information confidential. The Policy shall be updated and revised as and when necessary in light of changes in circumstances and changes in the Listing Rules, Part XIVA of the Securities and Futures Ordinance and relevant statutory and regulatory requirements from time to time.



企業管治報告(續)

問責及核數(續)

外聘核數師之酬金

於年內，已支付予本集團外聘核數師之酬金載列如下：

向本集團提供之服務	Services rendered for the Group	千港元 HK\$'000
核數服務	Audit services	1,273
非核數服務(包括審閱中期業績及業績公佈)	Non-audit services (including review of interim results and results announcements)	325
總計	Total	<u>1,598</u>

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，包括中期業績報告及年報、公佈及通函。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內登載。

本公司股東週年大會乃董事會直接與股東聯繫之寶貴機會。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，或在該等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召開之股東大會，以回答提問。

CORPORATE GOVERNANCE REPORT (continued)

Accountability and Audit (continued)

External Auditor's Remuneration

During the year, the remuneration paid to the Group's external auditor is set out as follows:

Services rendered for the Group	千港元 HK\$'000
Audit services	1,273
Non-audit services (including review of interim results and results announcements)	325
Total	<u>1,598</u>

Communication with Shareholders

The Board recognises the importance of good communication with Shareholders. Information in relation to the Group is disseminated to 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.

The Company's AGM is a valuable forum for the Board to communicate directly with Shareholders. The Chairman actively participates at the AGM and personally chairs the meeting to answer any questions from Shareholders. The chairmen 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) should also be available to answer questions at any general meeting of Shareholders to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.



企業管治報告(續)

與股東之溝通(續)

於年內，二零一九年股東週年大會於二零一九年五月二十二日舉行。董事出席二零一九股東週年大會之出席記錄載於本報告「董事會」一節內。

李成偉先生(「李先生」，董事會主席)因處理其他業務，未能出席二零一九股東週年大會，導致偏離企業管治守則之守則條文E.1.2。儘管李先生未能出席，惟彼已於二零一九股東週年大會召開前審閱大會之所有文件及程序，且二零一九股東週年大會之所有記錄及會議記錄已於大會結束後發送至李先生以供參考。此外，勞景祐先生(本公司執行董事)作為李先生於董事會之代表出席並主持大會，及所有獨立非執行董事包括審核委員會、薪酬委員會及提名委員會主席，皆有出席該大會就任何提問作出回應，以確保與股東保持有效溝通。

每項重大事項(包括重選退任董事)均於股東大會呈呈獨立決議案。

就股東週年大會而言，股東通告將於大會舉行前至少足二十個營業日發送，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十個營業日發送。以股數投票方式進行表決之詳細程序乃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。

於遞交請求當日佔全體有權在股東大會上表決而總表決權最少百分之五之股東，可向本公司註冊辦事處(「註冊辦事處」)發送書面請求，要求董事召開股東特別大會(「股東特別大會」)。該書面請求必須註明將於股東特別大會上處理之事項之一般性質，且必須經提出該要求之一名或多名人士核實。此外，股東可根據公司條例及組織章程細則(如適用)向董事會提交書面形式之股東大會提案(「提案」)並送達註冊辦事處。提案須透過呈呈決議案方法作出，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。

CORPORATE GOVERNANCE REPORT (continued)

Communication with Shareholders (continued)

During the year, the 2019 AGM was held on 22nd May, 2019. The attendance record of the Directors at the 2019 AGM is set out in the section headed "The Board" of this report.

Mr. Patrick Lee Seng Wei ("Mr. Lee", the Chairman of the Board), due to other business engagements, was unable to attend the 2019 AGM resulting in a deviation from the code provision E.1.2 of the CG Code. Despite his absence, Mr. Lee had reviewed all the documents and procedures of the 2019 AGM before the meeting, and all records and minutes of the 2019 AGM have been circulated to Mr. Lee after the meeting for information. Moreover, Mr. Edwin Lo King Yau, the Executive Director of the Company, who attended and chaired the meeting as Mr. Lee's delegate in the Board, and all Independent Non-Executive Directors including chairmen of the audit, remuneration and nomination committees were present thereat and were available to answer questions to ensure effective communication with the Shareholders.

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 meeting and to be sent at least 10 clear business days in 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) representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings as at the date of deposit of the requisition can request the Directors to convene an extraordinary general meeting ("EGM") by sending a written request to the registered office of the Company ("Registered Office"). Such requisition must state the general nature of the business to be dealt with at the EGM and must be authenticated by the person or persons making it. Besides, Shareholders may make a proposal ("Proposal") at a Shareholders' meeting by submitting it in written form to the Board at the Registered Office in accordance with the Companies Ordinance and the Articles of Association where applicable. The Proposal shall be in the form of a proposed resolution, which shall clearly and concisely set out the Proposal for discussion and be relevant to the Company's business scope.



企業管治報告(續)

與股東之溝通(續)

董事會於二零一七年八月更新一套股東通訊政策。股東可將其向董事會提交之查詢以書面形式送達註冊辦事處，內容須註明查詢之性質及提出查詢之理由。此外，股東亦可就任何有關其股權問題向本公司股份過戶登記處卓佳登捷時有限公司查詢。

股息政策

董事會已採納於二零一九年一月一日起生效的股息政策。本公司股息政策旨在為其股東提供合理及可持續回報，同時維持財務狀況穩定，使本公司得以把握任何不時之投資及擴張機遇。

董事會可按年宣派或建議股息及／或宣派中期股息或特別股息。經考慮本公司及本集團營運業績、累計及未來盈利、資產負債、流動資金狀況、資本承諾要求及未來擴張計劃以及整體經濟狀況及可能影響本公司及本集團財務表現及狀況的外在因素後，董事會方可建議或宣派股息。此外，由於本公司為一間控股公司，董事會亦將考慮自其附屬公司及聯營公司收取的股息，原因是本公司派付股息的能力取決於自該等附屬公司及聯營公司收取的股息。

董事會將定期檢討股息政策並在必要時修訂及／或修改股息政策。

CORPORATE GOVERNANCE REPORT (continued)

Communication with Shareholders (continued)

The Board updated a shareholders' communication policy in August 2017. A Shareholder may serve an enquiry to the Board at the Registered 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 Tricor Tengis Limited, the share registrar of the Company, for any questions about their shareholdings.

Dividend Policy

The Board has adopted the Dividend Policy effective on 1st January, 2019. The Company's Dividend Policy aims at providing reasonable and sustainable returns to its Shareholders whilst maintaining a position of financial stability which allows the Company to take advantage of any investment and expansion opportunities that may arise from time to time.

The Board may declare or propose dividends on an annual basis and/or may declare interim dividends or special dividends. Proposal or declaration of dividends by the Board is subject to consideration of the Company's and the Group's operating results, accumulated and future earnings, gearing, liquidity position, capital commitment requirement and future expansion plan as well as general economic conditions and external factors that may have impact on the financial performance and position of the Company and the Group. In addition, as the Company is a holding company, the Board will also consider the dividends received from its subsidiaries and associates as the ability to pay dividends by the Company is dependent on the dividends received from those subsidiaries and associates.

The Board will regularly review the dividend policy and will amend and/or modify the dividend policy if necessary.



企業管治報告(續)**CORPORATE GOVERNANCE REPORT (continued)**

提升企業管治水平

提升企業管治水平並非只為應用及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。吾等將持續檢討並按經驗、監管變動及發展，於適當時候改善現行常規。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

主席
李成偉

香港，二零二零年三月十八日

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

Patrick Lee Seng Wei
Chairman

Hong Kong, 18th March, 2020



環境、社會及管治報告

方針及策略

亞證地產有限公司秉承為股東創造長期、可持續性價值的信念。我們深明實踐作出之選擇將對業務所在社區帶來影響，並應確保有關影響屬正面的。我們致力為社會及環境之可持續性發展作出貢獻，並盡力將該等原則切實融入至我們的慣例及管治。本公司於二零一七年八月採納可持續發展政策，該政策涵蓋我們應用於僱傭及勞工常規、商業誠信、環境及社區等領域之原則。我們會努力將該等原則作為我們實踐及管治的一部分，致力為社會及環境之可持續性發展作出貢獻。

本公司之董事會（「董事會」）全面負責本公司有關環境、社會及管治（「環境、社會及管治」）方面之策略及報告，並已檢討本集團的風險管理及內部監控系統之效能，以識別、評估及管理各項業務及活動的風險，包括環境、社會及管治的相關風險。根據本公司高級管理層、附屬公司的相關管理層及外部核數師所評估後，董事會認為有關系統屬有效及足夠。

本報告概述截至二零一九年十二月三十一日止年度對本集團及持份者而言屬重大之環境、社會及管治之可持續發展舉措及選定關鍵績效指標（「關鍵績效指標」）。本報告用作補充本年報內其他部份所披露之資料，並已於二零二零年三月十八日經董事會批准。

報告範圍

所涉範疇及層面乃根據香港聯合交易所有限公司（「聯交所」）證券上市規則附錄二十七所載「環境、社會及管治報告指引」（「環境、社會及管治指引」）而編製。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Approach and Strategy

Asiasec Properties Limited believes in delivering long-term, sustainable value creation to our shareholders. In doing so, we recognise that the choices we make will have an impact on the communities in which we carry on our business and we should ensure such impact is a positive one. We are committed to contributing to the sustainable development of society and the environment, and endeavour to embrace these principles as part of our practice and governance. The Company has adopted a Sustainability Policy in August 2017 which covers our principles in the area of employment and labour practices, business integrity, the environment and the community and we shall endeavour to embrace these principles as part of our practice and governance to contribute to the sustainable development of society and the environment.

The board of directors of the Company (“Board”) has overall responsibility for the Company’s strategy and reporting in respect of Environmental, Social and Governance (“ESG”) issues and has reviewed the effectiveness of the Group’s risk management and internal control systems, which are put in place to identify, evaluate and manage the risks of different businesses and activities, including the ESG-related risks. Based upon the assessments made by the Company’s senior management, subsidiaries’ respective management and the external auditors, the Board considered that such systems are effective and adequate.

This report outlines the Group’s sustainability initiatives and selected Key Performance Indicators (“KPI”) that are material to the Group and its stakeholders on ESG issues for the year ended 31st December, 2019. This report supplements information disclosed elsewhere in this annual report, and was approved by the Board on 18th March, 2020.

Reporting Scope

The subject areas and aspects are presented based on the “Environmental, Social and Governance Reporting Guide” (“ESG Guide”) as set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).



環境、社會及管治報告(續)

重要性評估及持份者參與

根據環境、社會及管治指引各項於可持續發展範圍內之環境及社會議題中，以下為被認為對本集團而言屬重大及相關之議題清單。根據管理層意見及持份者參與之結論設定先後順序。我們定期透過會議、活動以及其他溝通及反饋渠道讓主要持份者參與日常營運。根據管理層意見，本報告披露之相關層面及關鍵績效指標載列如下：

重要及相關議題

反貪污(層面B7)一般披露，關鍵績效指標B7.2

其他相關議題

排放物(層面A1)一般披露

資源使用(層面A2)一般披露，關鍵績效指標A2.1、A2.3

環境及天然資源(層面A3)一般披露，關鍵績效指標A3.1

僱傭(層面B1)一般披露，關鍵績效指標B1.1

健康與安全(層面B2)一般披露，關鍵績效指標B2.3

發展及培訓(層面B3)一般披露，關鍵績效指標B3.2

勞工準則(層面B4)一般披露

供應鏈管理(層面B5)一般披露

產品責任(層面B6)一般披露，關鍵績效指標B6.2、B6.4

社區投資(層面B8)一般披露

上文未提及之所有其他關鍵績效指標層面被認為無需披露。

以下環境、社會及管治議題乃根據聯交所環境、社會及管治指引之條文分類呈列。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

Materiality Assessment and Stakeholder Engagement

Amongst various environmental and social issues based on the ESG Guide within the scope of sustainability, below are the list of issues that are considered to be material and relevant to the Group. The priorities are set based on management's view as well as certain conclusions from stakeholders' engagement. We regularly engage key stakeholders in daily operations through meetings, events, and other communications and feedback channels. Based on management's view, the aspects and KPIs relevant for this report's disclosure are set out as follows:

Material and relevant issue

Anti-corruption (Aspect B7) general disclosure, KPI B7.2

Other relevant issues

Emissions (Aspect A1) general disclosure

Use of resources (Aspect A2) general disclosure, KPI A2.1, A2.3

The environment and natural resources (Aspect A3) general disclosure, KPI A3.1

Employment (Aspect B1) general disclosure, KPI B1.1

Health and safety (Aspect B2) general disclosure, KPI B2.3

Development and training (Aspect B3) general disclosure, B3.2

Labour standards (Aspect B4) general disclosure

Supply chain management (Aspect B5) general disclosure

Product responsibility (Aspect B6) general disclosure, KPI B6.2, B6.4

Community investment (Aspect B8) general disclosure

All other aspects of KPI not mentioned above were concluded to be not relevant for disclosure.

The following ESG issues are presented based on the classification of provisions by the Stock Exchange's ESG Guide.



環境、社會及管治報告(續)

A. 環境議題

本集團之可持續發展政策包括我們針對環境事宜之一貫方針。我們致力於：

- 遵守相關法律及法規並致力超越最低要求；
- 防止／盡量減少廢氣及溫室氣體排放、向水土排污、以及產生有害及無害廢棄物；
- 有效利用資源，包括能源、水及其他原材料；
- 盡量減少對環境及自然資源造成影響的集團活動；及
- 邀請我們的員工、客戶及合作夥伴宣揚環境可持續營商常規，不斷重新評估我們的流程，以盡量減少對環境的影響。

本報告並不包括所有環境關鍵績效指標之披露，因為基於持份者參與及管理層意見，有關披露不屬重大或相關。我們反而討論在各層面減少本集團環境足跡的整體取態及付出的努力。

排放物(層面A1)

本集團並不涉及任何生產活動及直接參與建築工程。在偶爾出差期間所產生之排放物基本上屬於「次要的」影響。因應我們盡量減少廢氣及溫室氣體排放之政策，大多數城市之辦事處均配有視像會議設備，以盡量減少直接會面需要，使差旅保持在最低水平。在這方面並無適用於我們業務之相關法律及法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

A. Environmental Issues

The Group's Sustainability Policy encompasses our general approach towards environmental issues. We endeavour to:

- observe relevant laws and regulations and aim to go beyond minimum requirements;
- prevent/minimise air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste;
- make efficient use of resources, including energy, water and other raw materials;
- minimise the impact of the Group's activities on the environment and natural resources; and
- engage our staff, customers and partners to promote environmentally sustainable business practices and constantly re-assess our processes to minimise environmental impact.

This report does not include the disclosure of all the environmental KPIs as they are not considered material or relevant as a conclusion of our stakeholders' engagement as well as management's view. Instead, we have discussed our general approach and effort to reduce the Group's environmental footprint in various aspects.

Emissions (Aspect A1)

The Group is not involved in any manufacturing activities and direct participating in construction works. Emissions produced are mostly on a "second degree" basis as incurred during occasional business travels which is infrequent. In line with our policy to minimise air and greenhouse gas emissions, major operations are equipped with video conferencing facilities to minimise the need for face to face meetings and keep business travelling to a minimum. There are no relevant laws and regulations applicable to our business in this aspect.



環境、社會及管治報告(續)

A. 環境議題(續)

資源使用(層面A2)和 環境及天然資源(層面A3)

我們已採取一系列內部監控制政策及程序，以提高資源消耗(包括能源、用水及其他紙張)的效益。由於本集團只有30名員工，消耗極少電力及紙張，為有效利用該等資源，我們希望在發展業務時盡量減少對環境之影響，耗水量主要限於員工或其個人衛生消耗有關，故與我們之業務無重大關係。

我們向總部及分公司全體員工發放有關節能及減少用紙之環保指引。例如，提醒員工於工作後、午休時間或在辦公室外工作的時間內，盡可能關閉燈源及設備。作出採購決定時，一貫以節能辦公設備為首選。於二零一九年，本集團之總用電量約為21,960千瓦時，相比二零一八年之27,300千瓦時下降了百分之20。

自二零一七年三月起，本集團內部開始推廣及實施董事會文件電子系統，於節省紙張之同時，容許董事隨時隨地使用便攜式電子設備從網上獲取會議文件，提高董事會效率。

在物業投資及物業管理業務上，盡可能／合適地在日常營運及保養工作中採取對生態環境影響較少的方案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

A. Environmental Issues (continued)

Use of Resources (Aspect A2) and The Environment and Natural Resources (Aspect A3)

We have adopted a series of internal control policies and procedures to enhance the efficiency in consumption of resources including energy, water and other paper. With only 30 staff across the Group, we consume minimum amounts of electricity and paper and with the efficient use of such, we hope to minimise our impact on the environment while we grow our businesses. Water consumption is not material to our business as it relates mainly to the personal consumption of our staff or for their personal hygiene.

Environmental protection guidelines for energy savings and reduction in paper consumption are circulated to all staff at head office and branches. For instance, staff are reminded to switch off lights and equipment after work, during lunch break or during the time working outside the office and wherever possible. Energy efficient office equipment is always preferred in making purchase decisions. During 2019, the Group's total electricity consumption was 21,960 kwh, a 20% reduction as compared with 27,300 kwh in 2018.

Since March 2017, electronic board paper systems have been promoted and implemented throughout the Group, allowing Directors to access meeting papers online anytime, anywhere with the use of portable electronic devices, improving Board efficiency whilst saving papers.

For our major activities of property investment and property management businesses, eco-friendly options are often considered and where possible/appropriate are implemented in operations and maintenance works.



環境、社會及管治報告(續)

A. 環境議題(續)

**資源使用(層面A2)和
環境及天然資源(層面A3)(續)**

該等方案包括：

- 採用LED燈取代傳統節能燈膽；
- 採用變頻變壓升降機系統取代傳統電動系統；
- 選用環保製冷劑氣體於空調機組上；
- 在當眼位置放置廢物回收箱，以提高員工及客戶之廢物分類意識；
- 定期保養及檢查照明、冷氣及水管系統，防止自然資源之流失；
- 用水冷式空調系統取代氣冷式空調系統；
- 在進行防水工程及維修保養時，採用更經濟有效的方法以減少噪音，灰塵和碎屑；及
- 在洗手間安裝節水型水龍頭，並向客戶推廣節水概念。

除上述者外，本集團之業務對環境及自然資源並無直接影響。

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE
REPORT (continued)**

A. Environmental Issues (continued)

**Use of Resources (Aspect A2) and
The Environment and Natural Resources (Aspect A3) (continued)**

These include:

- to replace compact fluorescent lamps with LED lightings;
- to replace traditional electrical lift systems with WWF system;
- to use environmentally friendly refrigerant gases for air-conditioning units selection;
- to place recycling bins in the prominent place to encourage waste separation awareness amongst our customers;
- to carry out routine maintenance of lighting, air-conditioning and water pipe systems to prevent the lost of natural resources;
- to replace air-cool with water-cool air-conditioning system;
- to use more economical and efficient method to reduce noise, dust and debris for waterproofing repair and maintenance; and
- to install water efficient taps in washrooms and promoting concepts of water conservation to our customers.

Except for the abovementioned, the Group's business has no direct impact on the environment and natural resources.



環境、社會及管治報告(續)

B. 社會議題

僱傭、健康與安全及勞工準則 (層面B1、B2、B4)

本公司主要為控股投資公司，其附屬公司涉及房地產、物業租賃及管理服務。員工是我們最重要的資產，是推動本公司長期發展及可持續發展的動力。本集團關於僱傭方面之政策如下：

- 遵守相關法律及法規；
- 作為一個平等機會之僱主，我們在員工薪酬及解僱、招聘與晉升、工時與假期、平等機會、多元化、反歧視及其他待遇和福利方面實施公平的做法；
- 提供安全、健康及優質之工作場所，保護員工免受職業性危害；
- 提倡員工工作與生活的適當平衡；
- 為提升員工履行工作職責所用之知識及技能，投放資源於員工培訓及其專業發展；
- 與我們的員工公開對話，促進透明而雙向之溝通；及
- 無童工及強制勞工。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

B. Social Issues

Employment, Health and Safety and Labour Standards (Aspects B1, B2, B4)

The Company is substantially an investment holding company and with subsidiaries involved in real estate, property leasing and management services. Our people are our most important assets that drive the long-term development and sustainability of the Company. The Group's policy on employment is as follows:

- observing relevant laws and regulations;
- being an equal-opportunity employer, implementing fair practices relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare for our staff;
- providing a safe, healthy and quality workplace and protecting employees from occupational hazards;
- promoting a good work-life balance for staff;
- investing in training and professional development of our staff for the purpose of improving their knowledge and skills for discharging duties at work;
- maintaining an open dialogue with our staff, facilitating a transparent two-way communication; and
- no child and forced labour.



環境、社會及管治報告(續)**B. 社會議題(續)****僱傭、健康與安全及勞工準則
(層面B1、B2、B4)(續)**

本集團聘用員工需受《僱傭條例》、《最低工資條例》及《僱員補償條例》所規限。本集團並不知悉任何不遵守上述有關規定之情況。

我們之薪酬及福利(包括工作時數、假期和福利)需在相同行業業界中具備一定的競爭力，所以在一般情況下均超過相關法規規定之最低要求。由於我們之業務性質，工傷、職業健康問題及發生僱用童工的情況並非重大風險因素。

本集團致力為員工提供安全舒適之工作環境。除此之外，還定期向員工提供福利計劃(比如促進工作與生活適當平衡的福利)。心臟猝死是導致死亡的主要原因，因此在二零一九年七月，本集團向我們的員工提供「擊活人心」公眾人士使用除顫器(「公眾人士使用除顫器」)培訓課程。令我們的員工掌握使用安裝在建築物 and 公共區域中之自動體外心臟去顫器(「自動體外心臟去顫器」)的知識和技巧，從而我們可以於工作場所或社區中拯救生命並改善生命之鏈。

於二零一九年十二月三十一日，本集團於香港共聘有30名(二零一八年：31名)員工。

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE
REPORT (continued)****B. Social Issues (continued)****Employment, Health and Safety and Labour Standards
(Aspects B1, B2, B4) (continued)**

The Group's employment of staff is subject to the Employment Ordinance, the Minimum Wage Ordinance, as well as the Employees' Compensation Ordinance. The Group has no known non-compliance with the above relevant regulations.

Our compensation and benefits (including working hours, rest periods, welfare) need to be competitive with other peers in the same sectors and in general exceeds the minimum as required by the relevant regulations. Owing to the nature of our businesses, work related injuries, occupational health issues and the incurrence of child labour are not significant risk factors.

The Group endeavours to provide a safe and pleasant working environment for our staff. On top of this, well-being programmes such as those promoting a good work-life balance are regularly offered to staff. Sudden Cardiac Arrest is a leading cause of death, so in July 2019 the Group organized the Press to shock – Save a life Public Access Defibrillation (PAD) Training Course to our staff. By equipping our staff with knowledge and skill to use the automatic external defibrillators (AEDs) which are placed in buildings and public areas, we can save lives and improve the chain-of-survival in our workplace or community.

As at 31st December, 2019, the Group employs a total of 30 (2018: 31) staff in Hong Kong.



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

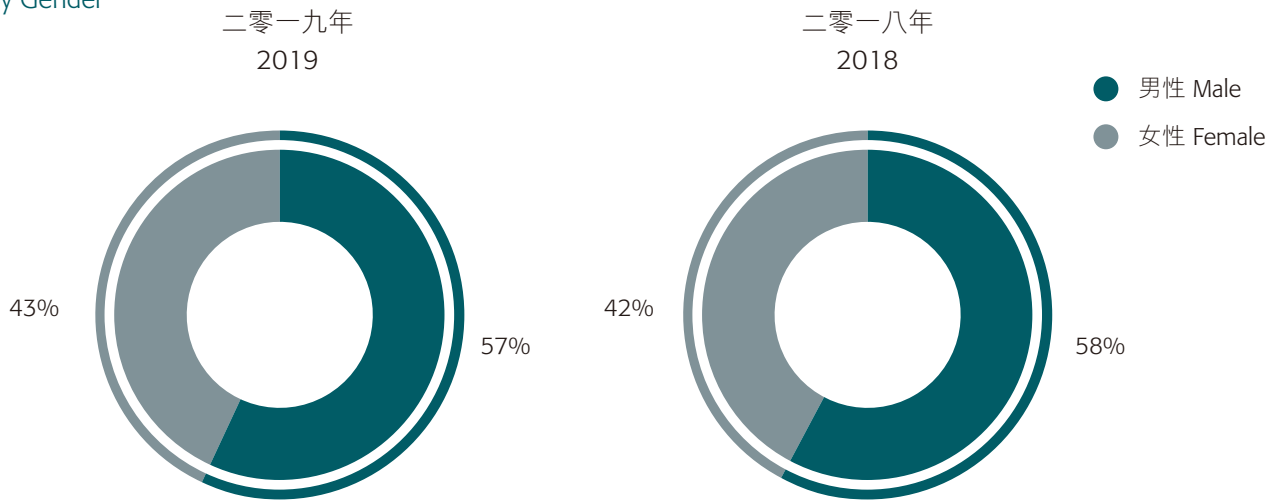
B. 社會議題(續)

B. Social Issues (continued)

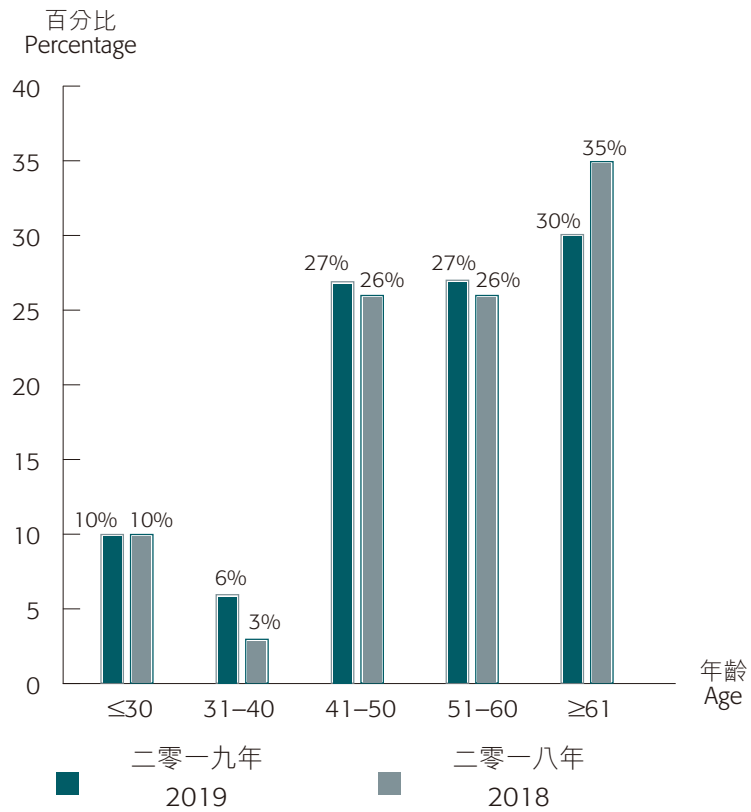
員工分析

Staff Breakdown

按性別劃分
By Gender



按年齡組別劃分
By Age Group



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

B. 社會議題(續)

B. Social Issues (continued)

發展及培訓(層面B3)

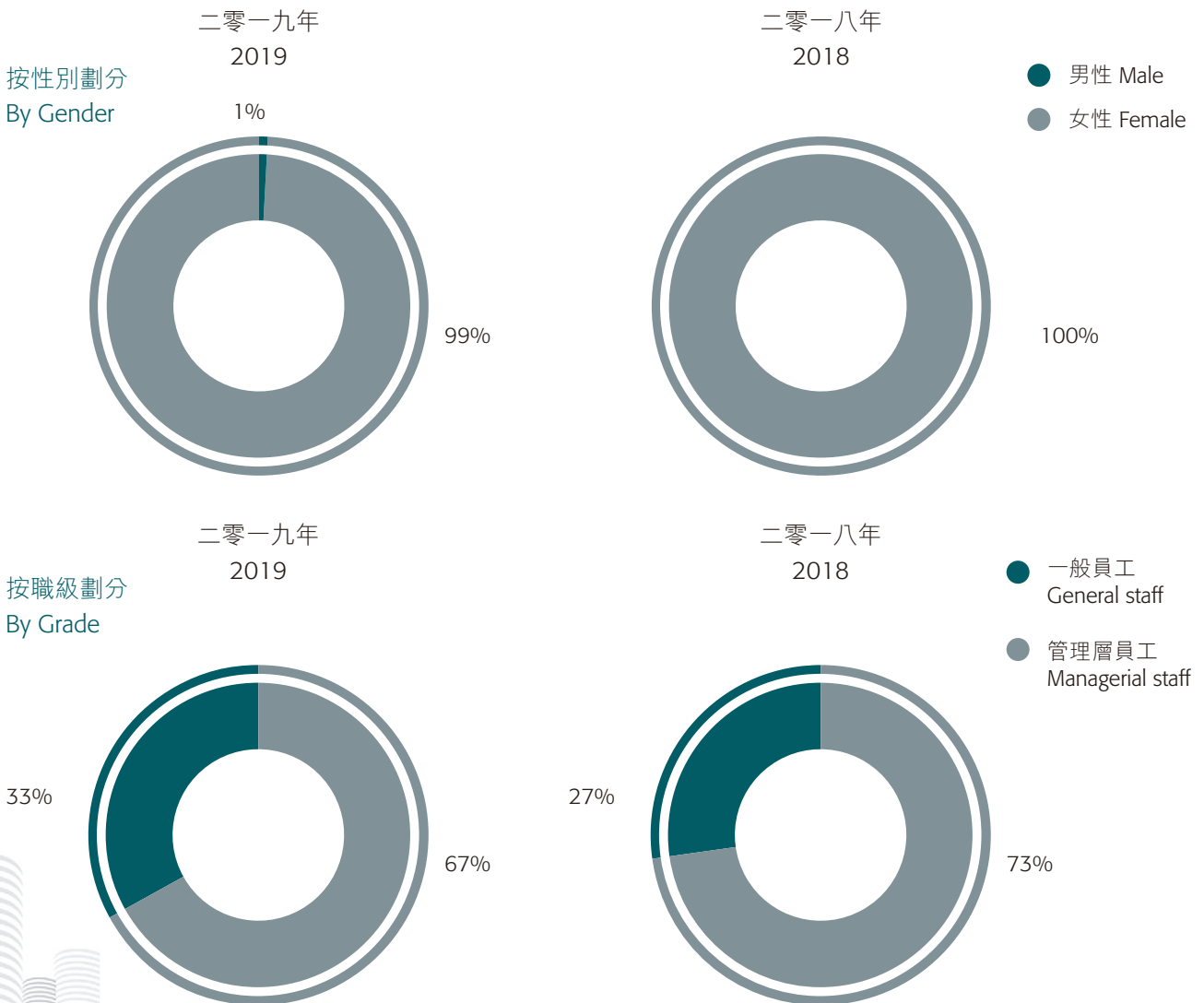
Development and Training (Aspect B3)

本集團致力在公司內培養持續學習之文化，鼓勵僱員進行與工作有關的進修，參加研討會及工作坊，以磨練他們之技能。我們提供學習資助給予員工參與專業發展培訓。於二零一九年，本集團的員工培訓總時數合共99(二零一八年：80.5)小時。

The Group is committed to fostering a culture of continuous learning in our organisation. Our employees are encouraged to pursue work-related advanced studies and attend seminars and workshops to hone their skills. We support our people by providing study subsidies to facilitate the professional development of our employees. During 2019, staff training across the Group amounted to 99 (2018: 80.5) hours in total.

培訓時數分析

Training hours breakdown



環境、社會及管治報告(續)

B. 社會議題(續)

供應鏈管理(層面B5)

本集團之一般業務供應商包括資訊科技及通訊、物業、法律及其他商業服務供應商以及辦公用品供應商。本集團認為該等供應商不會對我們的業務構成重大社會風險，而採購決策乃根據供應商的定價、合適程度以及一般聲譽而作出。

產品責任(層面B6)

本集團負責為租賃物業的租戶及訪客提供優質、安全、健康的生活及工作環境。我們歡迎租戶提供意見，其有助引領我們不斷提高服務質素。我們每日進行實地視察，亦與租戶緊密聯繫，以維持高服務質素水平。於二零一九年，投訴率低且大部分投訴人接受或對我們的答覆表示滿意。本集團盡最大努力及時回應租戶提出之問題及投訴。

反貪污(層面B7)

由於本集團絕不容忍任何形式的賄賂、貪污及欺詐，因此已制定舉報者政策(「政策」)，當中詳細列明允許接受利益的情況。有關防止賄賂的主要原則及舉報懷疑個案的途徑列載於政策內，員工務須承諾遵守。除此以外，內部監控活動已到位，以偵查不當行為。於接獲任何舉報後，管理層會按守則列載的方式進行調查及處理。於二零一九年，並未發現不符合上述法律或法規之情況。

社區投資(層面B8)

我們致力為客戶精益求精並透過鼓勵員工參與慈善及社會服務，承擔作為良好企業公民貢獻社區的責任。

在二零一九年，我們組織了三次員工活動：分別於一月舉辦的百萬行、六月舉辦的饑饉一餐和九月舉辦的慈善月餅。所籌集的金額全數捐贈予世界宣明會用作提供糧食、衛生保健、營養和生計援助給予援助於索馬里、南蘇丹及津巴布韋的兒童和家庭，及香港公益金支援的會員社會福利機構。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

B. Social Issues (continued)

Supply Chain Management (Aspect B5)

The Group's general business suppliers include providers of information technology and communication, premises, legal and other business services as well as vendors for office supplies. These are not considered to pose significant social risks for our business and procurement decisions are based on pricing, suitability as well as the general reputation of suppliers.

Product Responsibility (Aspect B6)

The Group is responsible for providing a quality, safe and healthy living and working environment to the tenants and visitors of its leased properties. We listen for our tenants' feedback and make continuous progress to improve our service quality. Daily site inspections are conducted and frequent communications with our tenants are maintained with an aim to uphold a high standard of service quality. During 2019, the complaint rate is low and most of the complainants accepted or were satisfied with our replies. The Group puts the best effort to respond instantly to the problem and complaint submitted by the tenant.

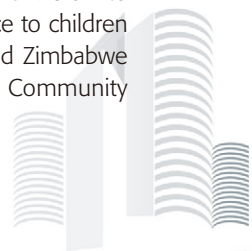
Anti-corruption (Aspect B7)

As the Group has zero-tolerance on any forms of bribery, corruption and fraud, it has established a Whistle Blower Policy ("the Policy") detailing situations in which acceptance of advantages is allowed. Key principles concerning prevention of bribery and channel for reporting suspected cases are set out in the Policy. Employees are required to undertake their adherence thereto. Besides, internal control activities are in place to detect malpractices. Upon receipt of any reported issues, the management will conduct investigation and handle them in the manner set out in the Policy. During 2019, there were no known cases of non-compliance with the above laws and regulations.

Community Investment (Aspect B8)

We strive to excel for our customers and undertake the responsibility of a good corporate citizen contributing to the community by encouraging our staff to enroll in charity and social services.

In Hong Kong, we organized three staff events – Walk for Millions in January 2019, Skip-a-meal in June 2019 and Mooncakes for Charity in September 2019. Funds raised from the events have supported World Vision to provide food, health care and nutrition and livelihood assistance to children and families affected by conflicts in Somalia, South Sudan and Zimbabwe and the member social welfare agencies supported by The Community Chest of Hong Kong.



董事會報告

本公司之董事會(「董事會」)同寅謹將本公司及其附屬公司(統稱「本集團」)截至二零一九年十二月三十一日止年度之年報及經審核綜合財務報表呈覽。

主要業務

本公司乃一間投資控股公司，其主要附屬公司及聯營公司於二零一九年十二月三十一日之主要業務及詳情列於綜合財務報表附註32。

本集團於年內之收入主要來自香港之業務。本集團截至二零一九年十二月三十一日止年度之收入及除稅前之溢利貢獻按主要業務列於綜合財務報表附註5。

業務審視

本集團業務的詳細回顧載列於主席報告(「主席報告」)第6頁內。本公司業務的未來發展載列於主席報告第8頁。於年內以財務關鍵表現指標對本集團表現作出的分析於主席報告第7頁提供。

主要風險及不確定性

本集團採納全面風險管理框架。風險管理政策及程序會因應市況變動及本集團之業務策略而作出定期檢討及更新。本公司之審核委員會(「審核委員會」)審閱風險相關政策及詳細監察管理層已履行其職責，以建立就監察及控制由本集團業務活動、外部變動風險及監管環境所產生之主要風險所需的有效風險管理及內部監控系統，以及向董事會就以上的事項匯報。

DIRECTORS' REPORT

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 31st December, 2019.

Principal Activities

The Company acts as an investment holding company. The principal activities and details of its principal subsidiaries and associates as at 31st December, 2019 are set out in note 32 to the consolidated financial statements.

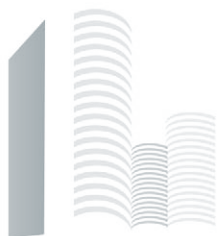
The Group's revenue for the year was derived mainly from activities carried out in Hong Kong. The breakdown by principal activities of the Group's revenue and the contribution to profit before taxation for the year ended 31st December, 2019 is set out in note 5 to the consolidated financial statements.

Business Review

Detailed review of the Group's business is set out in the Chairman's Statement ("CS") on page 6. Future development of the Company's business is set out in the CS on page 8. An analysis of the Group's performance during the year using financial key performance indicators is provided in the CS on page 7.

Principal Risks and Uncertainties

The Group adopts a comprehensive risk management framework. Risk management policies and procedures are regularly reviewed and updated to react to changes in market conditions and the Group's business strategy. The audit committee of the Company ("Audit Committee") reviews risk-related policies and scrutinises that management has performed its duty to have effective risk management and internal control systems necessary for monitoring and controlling major risks arising from the Group's business activities, changing external risks and the regulatory environment, and reports to the Board on the above.



董事會報告(續)

業務審視(續)

主要風險及不確定性(續)**財務風險**

財務風險包括市場風險、信貸風險及流動性風險。市場風險涉及投資價值因市場因素變動而改變，其可細分為利率風險、外幣風險及其他價格風險等。信貸風險乃客戶或交易方不遵守承諾支付款項而引致損失的風險。流動性風險則涉及指定抵押品或資產未能迅速在市場上買賣以防止損失或賺取所需溢利的風險。財務風險管理之詳細論述於綜合財務報表附註29(b)「財務風險管理目標及政策」內概述。

營運風險

營運風險涉及因內部程序、人為、制度之不足或失當或外在事件導致之可能損失。本集團透過建立健全內部監控、清晰界定職權範圍、恰當之職務分工與有效內部匯報制度及應變計劃，減少及控制營運風險。本集團的企業文化乃各級業務及營運管理層均在日常工作中，對所屬業務單位的營運風險充分了解及負責。獨立監控及檢討由本集團內部審計功能執行，並定期向董事會主席及審核委員會匯報。

不確定性

於回顧年度，本集團的業務及盈利能力的增長受物業市場之不確定性因素影響。物業供求、政府對房地產市場價格的干預、房價指數及港元利率變動等因素可能引致本集團之業務、財務狀況及業績出現重大調整。

DIRECTORS' REPORT (continued)

Business Review (continued)

Principal Risks and Uncertainties (continued)**Financial Risk**

Financial risk includes market risk, credit risk and liquidity risk. Market risk concerns that the value of an investment will change due to movements in market factors and which can be further divided into interest rate risk, foreign currency risk and other price risk. Credit risk is the risk of losses arising from clients or counterparties failing to make payments as contracted. Liquidity risk concerns that a given security or asset cannot be traded readily in the market to prevent a loss or make the required profit. Further discussion on financial risk management is outlined in note 29(b) "Financial Risk Management Objectives and Policies" to the consolidated financial statements.

Operational Risk

Operational risk is concerned with possible losses caused by inadequate or failed internal processes, people, systems or external events. Operational risk is mitigated and controlled through establishing robust internal controls, setting out clear lines of responsibility, proper segregation of duties and effective internal reporting and contingency planning. It is our corporate culture that the business and operating line management are fully aware of, and responsible for, managing the operational risks of their business units on a day-to-day basis. Independent monitoring and reviews are conducted by the Internal Audit Function of the Group which reports regularly to the Chairman of the Board and the Audit Committee.

Uncertainties

The Group's business and profitability growth in the year under review are affected by the uncertainty of the property market. The supply and demand of the properties, government interventions over the property market price, house price indexes and interest rates change in Hong Kong may induce a material adjustment on the Group's business, financial position and results.



董事會報告(續)

業務審視(續)

環境政策及表現

本集團致力維持其經營所在環境及社區之長期可持續性。本集團以對環境負責之方式行事，盡力遵守由當地政府訂立有關管理房地產之環境保護法律及法規。

本集團亦致力締造成一間環保企業。本集團之目標為減低其經營業務對環境之影響。本集團之環保政策包括減少耗用紙張及電力、減少廢物及鼓勵使用電子通訊及儲存方式。

有關本集團對環境議題之進一步資料亦詳述於「環境、社會及管治報告」第34頁至第43頁內。

遵守法律及法規

就董事會及管理層所知，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。於年內，本集團概無嚴重違反或不遵守適用法律及法規。

業績及股息

本集團之業績列於綜合損益表第66頁及隨附之綜合財務報表附註內。

於報告期末後，董事會已宣佈派發截至二零一九年十二月三十一日止年度之中期股息每股2.5港仙(代替末期股息)(二零一八年中中期股息(代替末期股息)：每股10港仙)，並將於二零二零年四月十六日(星期四)或前後派付予於二零二零年四月三日(星期五)名列本公司股東名冊內之本公司股東(「股東」)。有關詳情列於綜合財務報表附註13。

DIRECTORS' REPORT (continued)

Business Review (continued)

Environmental Policies and Performance

The Group is committed to the long-term sustainability of the environment and communities in which it operates. Acting in an environmentally responsible manner, the Group endeavours to comply with the laws and regulations regarding environmental protection legislated by the local government for managing the properties.

The Group is also committed to building an eco-friendly corporation. It is the Group's aim to reduce the impacts of its operations on the environment. The environmental policies of the Group include minimising consumption of paper and electricity, reducing waste and promoting the use of electronic communication and storage.

Further information on the Group's environmental issues also detailed in the "Environmental, Social and Governance Report" on pages 34 to 43.

Compliance with Laws and Regulations

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Results and Dividends

The results of the Group are set out in the consolidated statement of profit or loss on page 66 and in the accompanying notes to the consolidated financial statements.

Subsequent to the end of the reporting period, the Board has declared an interim dividend of HK2.5 cents per share (in lieu of a final dividend) for the year ended 31st December, 2019 (2018 interim dividend (in lieu of a final dividend): HK10 cents per share) payable on or around Thursday, 16th April, 2020 to the shareholders of the Company ("Shareholders") whose names appear on the register of members of the Company on Friday, 3rd April, 2020. Details are set out in note 13 to the consolidated financial statements.



董事會報告(續)

債權證

於年內，本集團並無發行任何債權證。

股票掛鈎協議

於年內或本年度結束時，本公司並無訂立股票掛鈎協議而將或可能導致本公司發行股份或規定本公司訂立任何將或可能導致本公司發行股份之協議。

借款

除應付聯營公司款項(其乃免息，有關詳情載於綜合財務報表附註27)外，本集團概無任何借款。

儲備金分配

本公司於二零一九年十二月三十一日之儲備金分配是根據香港公司條例(第622章)第六部計算，合計92,776,000港元(二零一八年：157,706,000港元)。

物業

本集團於二零一九年十二月三十一日之主要物業資料列於第10頁至第11頁。

物業、廠房及設備

本集團之物業、廠房及設備之詳情列於綜合財務報表附註14。

DIRECTORS' REPORT (continued)

Debentures

The Group has not issued any debentures during the year.

Equity-Linked Agreements

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

Borrowings

The Group does not have any borrowings apart from the amounts due to associates which is interest free and the details of which are set out in note 27 to the consolidated financial statements.

Distributable Reserves

Distributable reserves of the Company as at 31st December, 2019, calculated under part 6 of the Hong Kong Companies Ordinance (Chapter 622), amounted to HK\$92,776,000 (2018: HK\$157,706,000).

Properties

Particulars of major properties of the Group as at 31st December, 2019 are set out on pages 10 to 11.

Property, Plant and Equipment

Property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.



董事會報告(續)**董事**

於年內及截至本報告日期止之本公司之董事(「董事」)如下：

執行董事：

李成偉
李樹賢
勞景祐
杜燦生

獨立非執行董事：

李澤雄
蔡健民
楊麗琛

根據本公司組織章程細則(「組織章程細則」)第105(A)條，李成偉先生、勞景祐先生及杜燦生先生將輪值退任，惟有資格並願膺選連任。

於年內出任本公司附屬公司董事會的全體董事名單可於本公司網站「企業管治」一節瀏覽。

DIRECTORS' REPORT (continued)**Directors**

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

Executive Directors:

Patrick Lee Seng Wei
Lee Shu Yin
Edwin Lo King Yau
Tao Tsan Sang

Independent Non-Executive Directors:

Li Chak Hung
Choi Kin Man
Lisa Yang Lai Sum

In accordance with Article 105(A) of the articles of association of the Company ("Articles of Association"), Messrs. Patrick Lee Seng Wei, Edwin Lo King Yau and Tao Tsan Sang shall retire from office by rotation and, being eligible, offer themselves for re-election.

A list of names of all the directors who have served on the boards of the Company's subsidiaries during the year are available on the website of the Company under the "Corporate Governance" section.



董事會報告(續)**DIRECTORS' REPORT (continued)****董事及高級管理人員之個人資料****Biographical Details of Directors and Senior Management****執行董事****Executive Directors**

李成偉，現年六十八歲，於二零一六年十一月獲委任為本公司之執行董事，並於二零一六年十二月至二零一八年一月期間擔任本公司之行政總裁。李先生於二零一八年一月獲委任為本公司之主席。彼亦為本公司若干附屬公司之董事。彼為一名建築師，曾任職於澳洲IBM，其後在馬來西亞及香港參與地產發展工作超過三十年，彼於物業發展具豐富經驗。李先生為本公司之主要股東天安中國投資有限公司之董事總經理及執行董事。

Patrick Lee Seng Wei, aged 68, was appointed an Executive Director of the Company in November 2016 and was the Chief Executive of the Company during the period from December 2016 to January 2018. Mr. Lee was appointed the Chairman of the Company in January 2018. He is also a director of certain subsidiaries of the Company. Being an architect, he worked for IBM Australia before becoming involved in property development in Malaysia and Hong Kong more than thirty years ago. He has extensive experience in the property field. Mr. Lee is the managing director and an executive director of Tian An China Investments Company Limited, a substantial shareholder of the Company.

李樹賢，現年五十三歲，由二零一八年一月起擔任本公司之行政總裁及執行董事。彼亦為本公司若干附屬公司之董事。彼擁有逾二十年企業融資、投資及管理之經驗。李先生曾為Grand River Properties Ltd.之投資總監，並亦為PGR Asian RE Fund GP, Ltd.(曾管理本公司之主要股東天安中國投資有限公司(「天安」)之全資附屬公司之地產相關投資戶口)之行政人員。彼為浩德控股有限公司(一間於香港聯合交易所有限公司GEM上市之公司(股份代號：8149))之獨立非執行董事。李先生於二零一一年三月至二零一七年六月期間曾出任天安之非執行董事，並於二零一七年六月至二零一八年一月期間曾出任該公司之執行董事。他曾出任摩根大通證券有限公司／Robert Fleming Securities之亞洲分區副總裁及董事，以及香港Goldman Sachs International之執行董事。彼持有倫敦商學院之金融碩士學位及史丹福大學之文學士學位及理學士學位。李先生為特許財經分析師持有人。

Lee Shu Yin, aged 53, has been the Chief Executive and an Executive Director of the Company since January 2018. He is also a director of certain subsidiaries of the Company. He has over twenty years of experience in corporate finance, investment and management. Mr. Lee served as Chief Investment Officer of Grand River Properties Ltd. and as an executive of PGR Asian RE Fund GP, Ltd., which managed a property-related investment account of a wholly-owned subsidiary of Tian An China Investments Company Limited ("TACI"), a substantial shareholder of the Company. He is an Independent Non-Executive Director of Altus Holdings Limited, a company listed on the GEM of The Stock Exchange of Hong Kong Limited (Stock Code: 8149). Mr. Lee was a Non-Executive Director of TACI during the period from March 2011 to June 2017 and an Executive Director of the same company from June 2017 to January 2018. He served various positions as a vice president and director in the Asian Equities division of JP Morgan Securities Limited/Robert Fleming Securities and as an executive director of Goldman Sachs International in Hong Kong. He holds a Master's Degree in Finance from the London Business School, and Bachelor of Arts and Bachelor of Science Degrees from Stanford University. Mr. Lee is a Chartered Financial Analyst charterholder.



董事會報告(續)

董事及高級管理人員之個人資料(續)

執行董事(續)

勞景祐，現年五十九歲，於二零一六年十一月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。勞先生持有澳洲Macquarie University之應用財務碩士學位，亦為特許秘書及Chartered Governance Professional。彼曾於香港多間公司履任多項行政職位，包括於上市公司出任公司秘書。勞先生亦為本公司主要股東聯合集團有限公司及天安中國投資有限公司之執行董事。

杜燦生，現年五十五歲，於二零一六年十一月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。杜先生持有香港理工大學之工商管理碩士學位，亦為香港會計師公會會員及英國特許管理會計師公會會員。彼具有豐富之會計、財務管理及中國商業經驗。杜先生為本公司之主要股東天安中國投資有限公司之執行董事及財務董事。

獨立非執行董事

李澤雄，現年五十五歲，於二零一七年三月獲委任為本公司之獨立非執行董事。李先生畢業於香港中文大學並持有工商管理學士學位。李先生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二十五年經驗。李先生現為凱升控股有限公司(股份代號：102)、聖馬丁國際控股有限公司(股份代號：482)及阿爾法企業控股有限公司(股份代號：948)的獨立非執行董事，彼曾於二零零四年十月至二零一九年十二月於夢東方集團有限公司(股份代號：593)及二零零四年九月至二零一四年六月於阿里巴巴影業集團有限公司(股份代號：1060)擔任獨立非執行董事，該等公司均於香港聯合交易所有限公司上市。

DIRECTORS' REPORT (continued)

Biographical Details of Directors and Senior Management (continued)

Executive Directors (continued)

Edwin Lo King Yau, aged 59, was appointed an Executive Director of the Company in November 2016. He is also a director of certain subsidiaries of the Company. Mr. Lo holds a Master's Degree in Applied Finance from Macquarie University, Australia and is a Chartered Secretary and a Chartered Governance Professional. He had served various executive roles in several companies in Hong Kong including as company secretary for public listed companies. Mr. Lo is also an executive director of each of Allied Group Limited and Tian An China Investments Company Limited, the substantial shareholders of the Company.

Tao Tsan Sang, aged 55, was appointed an Executive Director of the Company in November 2016. He is also a director of certain subsidiaries of the Company. Mr. Tao holds a Master's Degree in Business Administration from The Hong Kong Polytechnic University and is an associate of the Hong Kong Institute of Certified Public Accountants and The Chartered Institute of Management Accountants. He has extensive experience in accounting, financial management and China business field. Mr. Tao is an executive director and the finance director of Tian An China Investments Company Limited, a substantial shareholder of the Company.

Independent Non-Executive Directors

Li Chak Hung, aged 55, was appointed an Independent Non-Executive Director of the Company in March 2017. Mr. Li graduated from The Chinese University of Hong Kong and holds a Bachelor's Degree of Business Administration. Mr. Li 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 25 years' experience in accounting, auditing, taxation and financial management. Mr. Li is currently an independent non-executive director of Summit Ascent Holdings Limited (Stock Code: 102), Sandmartin International Holdings Limited (Stock Code: 482) and Alpha Professional Holdings Limited (Stock Code: 948) and was an independent non-executive director of DreamEast Group Limited (Stock Code: 593) from October 2004 to December 2019 and Alibaba Pictures Group Limited (Stock Code: 1060) from September 2004 to June 2014, whereas all companies are listed on The Stock Exchange of Hong Kong Limited.

董事會報告(續)

董事及高級管理人員之個人資料(續)

獨立非執行董事(續)

蔡健民，現年六十歲，於二零一七年三月獲委任為本公司之獨立非執行董事。蔡先生畢業於暨南大學並持有新聞學學士學位及畢業於南澳大學並持有工商管理碩士學位。蔡先生於媒體及公關行業有逾十五年經驗，現時為Shima & Co. Limited的總經理。蔡先生曾擔任Capital Communications Corp.的董事，並參與多個公關及通訊項目。

楊麗琛，現年五十三歲，於二零一七年三月獲委任為本公司之獨立非執行董事。彼畢業於澳洲雪梨大學，取得法律及經濟學士學位，亦取得澳洲及英國之律師資格。彼現為香港執業律師，並為柯伍陳律師事務所之顧問。楊女士亦為本公司之主要股東聯合集團有限公司及天安中國投資有限公司，以及中國醫療網絡有限公司之獨立非執行董事。

高級管理人員

陳嫻嫻，現年五十三歲，本公司公司秘書，於二零一一年四月加盟本公司。陳女士持有工商管理學士學位及企業管治碩士學位。彼亦是香港特許秘書公會及特許公司治理公會(前稱英國特許秘書及行政人員公會)的資深會員。除了擁有逾十八年的企業秘書實務經驗以外，彼亦在大型知名企業管理方面累積了二十五年以上經驗，及有三年以上曾於新加坡工作。

DIRECTORS' REPORT (continued)

Biographical Details of Directors and Senior Management (continued)

Independent Non-Executive Directors (continued)

Choi Kin Man, aged 60, was appointed an Independent Non-Executive Director of the Company in March 2017. Mr. Choi graduated from Jinan University holding a Bachelor's degree in Journalism and from University of South Australia with a Master's degree in business administration. Mr. Choi has over 15 years of experience in the media and public relations industry, and is currently the managing director of Shima & Co. Limited. Mr. Choi was previously a director of Capital Communications Corp., and had participated in a number of public relations and communications projects.

Lisa Yang Lai Sum, aged 53, was appointed an Independent Non-Executive Director of the Company in March 2017. She graduated from the University of Sydney with a Bachelor's Degree in Law and Economics and is also qualified as a solicitor in Australia and England. She is a practising solicitor in Hong Kong and a consultant of ONC Lawyers. Ms. Yang is also an independent non-executive director of each of Allied Group Limited and Tian An China Investments Company Limited, the substantial shareholders of the Company, and China Medical & HealthCare Group Limited.

Senior Management

Cynthia Chen Si Ying, aged 53, is the Company Secretary of the Company. She joined the Company in April 2011. Ms. Chen holds a Bachelor's Degree in Business Administration and a Master's Degree in Corporate Governance. She is a fellow of The Hong Kong Institute of Chartered Secretaries and a fellow of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). She has more than eighteen years' extensive experience in the company secretarial practice and has over twenty-five years' experience in the management of large and well-known enterprises, and she has worked in Singapore for more than three years.



董事會報告(續)

董事之服務合約

擬於本公司之應屆股東週年大會(「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。

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」)均獲為期兩年的指定任期，任期將持續至二零二零年十二月三十一日，惟董事之離任或退任須受組織章程細則之有關條文或任何其他適用法例所規限。

董事之權益

於二零一九年十二月三十一日，本公司之各董事及最高行政人員概無於本公司或其任何相聯法團(釋義見證券及期貨條例(「證券及期貨條例」)第XV部)之任何股份、相關股份或債權證中擁有須記錄於根據證券及期貨條例第352條規定所存置之登記冊，或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載之上市發行人董事進行證券交易的標準守則須另行知會本公司及聯交所之任何權益或淡倉。

DIRECTORS' REPORT (continued)

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.

Terms of Office for the Independent Non-Executive Directors

All the Independent Non-Executive Directors ("INEDs") were appointed for a specific term of two years which shall continue until 31st December, 2020 but subject to the relevant provisions of the Articles of Association or any other applicable laws whereby the Directors shall vacate or retire from their office.

Directors' Interests

As at 31st December, 2019, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").



董事會報告(續)

董事在構成競爭業務中之利益

於年內及截至本報告日期止，根據上市規則，以下董事(獨立非執行董事除外)被視為於下列與本集團業務競爭或有可能的競爭業務中持有權益：

1. 李成偉先生、勞景祐先生及杜燦生先生為天安之董事，該公司透過其若干附屬公司部份從事借貸、物業投資及物業管理之業務；及
2. 勞景祐先生為聯合集團有限公司之董事，該公司透過其若干附屬公司部份從事借貸、物業投資及物業管理之業務。

上述董事雖因彼等各自同時於其他公司出任董事一職而持有競爭性權益，彼等仍會履行其受信責任，以確保彼等於任何時間均以股東及本公司之整體最佳利益行事。故此，本集團得以按公平原則以獨立於該等公司業務之方式進行其本身之業務。

董事在交易、安排或合約中之權益

於本年度結束時或於年內任何時間，本公司或其任何附屬公司並無訂立董事或與董事關連之實體直接或間接擁有重大權益之任何重要交易、安排或合約。

DIRECTORS' REPORT (continued)

Directors' Interests in Competing Businesses

During the year and up to the date of this report, the following Directors (not being the INEDs) are considered to have interests in the businesses listed below which compete or are likely to compete with the businesses of the Group pursuant to the Listing Rules as set out below:

1. Messrs. Patrick Lee Seng Wei, Edwin Lo King Yau and Tao Tsan Sang are directors of TACI which, through certain of its subsidiaries, is partly engaged in the businesses of money lending, property investment and property management; and
2. Mr. Edwin Lo King Yau is a director of Allied Group Limited which, through certain of its subsidiaries, is partly engaged in the businesses of money lending, property investment and property management.

Although the above-mentioned Directors have competing interests in other companies by virtue of their respective common directorship, they will fulfil their fiduciary duties in order to ensure that they will act in the best interests of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

Directors' Interests in Transactions, Arrangements or Contracts

No transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which the Directors or an entity connected with the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.



董事會報告(續)

購買股份或債權證之安排

本公司或其任何附屬公司、其同系附屬公司或其控股公司於年內概無參與任何安排，使董事或行政總裁(包括其配偶及18歲以下子女)能透過購入本公司或其他任何法人團體之股份或債權證而獲得利益。

管理合約

除僱傭合約及行政服務及管理服務分攤之協議及內部審核服務及管理信息系統服務分攤之協議外，本公司於年內概無訂立或存在其他有關本公司全部或任何重大部份業務之管理及／或行政合約。

獲准許的彌償條文

組織章程細則規定，本公司各董事或其他高級職員有權就履行其職務或在其他有關方面蒙受或招致的所有虧損或責任自本公司資產中獲得彌償。此外，本公司已就董事可能面對之有關法律行動安排適當的董事及主要職員責任保險。

DIRECTORS' REPORT (continued)

Arrangements to Purchase Shares or Debentures

At no time during the year was the Company or any of its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors or Chief Executives (including their spouses and children under the age of 18) of the Company had any interests in or was granted any right to subscribe in any shares, underlying shares, or debentures of the Company or any of its associated corporation.

Management Contracts

Save for employment contracts and agreements relating to the sharing of administrative services and management services and the sharing of internal audit services and management information system services, no other contracts, relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

Permitted Indemnity Provision

The Articles of Association provides that every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against the Directors.



董事會報告(續)

DIRECTORS' REPORT (continued)

主要股東及其他人士之權益

就董事所知，於二零一九年十二月三十一日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份或相關股份權益之股東如下：

Substantial Shareholders' and Other Persons' Interests

To the best of Directors' knowledge, as at 31st December, 2019, the following Shareholders had interests in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

股東名稱 Name of Shareholders	擁有股份及相關股份之數目 Number of shares and underlying shares interested				佔有關已發行 股份總數之 概約百分比 Approximate % of the relevant total number of issued shares
	個人權益 (以實益擁有 人身份持有) Personal Interests (held as beneficial owner)	法團權益 (受控法團 之權益) Corporate Interests (interest of controlled corporation)	其他權益 Other Interests	權益總額 Total Interests	
天安中國投資有限公司(「天安」) Tian An China Investments Company Limited ("TACI")	–	930,376,898 (附註1) (Note 1)	–	930,376,898 (附註2) (Note 2)	74.96%
聯合地產(香港)有限公司(「聯合地產」) Allied Properties (H.K.) Limited ("APL")	–	930,376,898 (附註3) (Note 3)	–	930,376,898 (附註2) (Note 2)	74.96%
聯合集團有限公司(「聯合集團」) Allied Group Limited ("AGL")	–	930,376,898 (附註4) (Note 4)	–	930,376,898 (附註2) (Note 2)	74.96%
Lee and Lee Trust	–	930,376,898 (附註5) (Note 5)	–	930,376,898 (附註2) (Note 2)	74.96%



董事會報告(續)

主要股東及其他人士之權益(續)

附註：

- 有關權益由Advance Growth Investments Limited (「Advance Growth」)之全資附屬公司Autobest Holdings Limited(「Autobest」)持有，Advance Growth為天安之全資附屬公司，故天安被視作擁有Autobest所持有之股份之權益。
- 此數字指天安持有之同一批930,376,898股股份。
- 聯合地產擁有天安已發行股份總數約48.86%之權益，故視作擁有天安所持有之股份之權益。
- 聯合集團擁有聯合地產已發行股份總數約74.99%之權益，故視作擁有聯合地產所持有之股份之權益。
- 李成輝先生、李淑慧女士及李成煌先生均為Lee and Lee Trust(全權信託)之信託人。Lee and Lee Trust控制聯合集團已發行股份總數約74.95%(包括李成輝先生之個人權益)，故被視作擁有聯合集團所持有之股份之權益。
- 於二零一九年十二月三十一日，上述所有根據證券及期貨條例第336條規定所存置之登記冊所載之權益皆屬好倉。

僱員

除了聯營公司外，本集團於二零一九年十二月三十一日之僱員數目為30名(二零一八年：31名)，全部(二零一八年：全部)於香港聘任。本集團確保薪酬制度與市場相若，並按僱員表現發放薪金及花紅獎勵。董事薪酬政策之詳情已載於企業管治報告第23頁之「薪酬委員會」一節內。

除了享有基本薪金外，在港僱員享有醫療保險，部份還享有界定供款公積金及強制性公積金。

DIRECTORS' REPORT (continued)

Substantial Shareholders' and Other Persons' Interests (continued)

Notes:

- The interest was held by Autobest Holdings Limited ("Autobest"), a wholly-owned subsidiary of Advance Growth Investments Limited ("Advance Growth"). As Advance Growth is a wholly-owned subsidiary of TACI, TACI was therefore deemed to have an interest in the shares in which Autobest was interested.
- The figure refers to the same interests of TACI in 930,376,898 shares.
- APL owned approximately 48.86% of the total number of issued shares of TACI and was therefore deemed to have an interest in the shares in which TACI was interested.
- AGL owned approximately 74.99% of the total number of issued shares of APL and was therefore deemed to have an interest in the shares in which APL was interested.
- Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.95% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and was therefore deemed to have an interest in the shares in which AGL was interested.
- All interests stated above as at 31st December, 2019 represent long positions as recorded in the register required to be kept under Section 336 of the SFO.

Employees

As at 31st December, 2019, the Group, excluding associated companies, employed 30 (2018: 31) persons, all (2018: all) were employed in Hong Kong. The Group maintains a policy of paying competitive remuneration packages and employees are also rewarded on performance related basis including salary and bonus. Details of the remuneration policy of the Directors are set out in the "Remuneration Committee" section contained in the Corporate Governance Report on page 23.

In addition to basic salaries, employees in Hong Kong are provided with medical insurance and some of them are included under a defined contribution provident fund scheme and mandatory provident fund scheme.



董事會報告(續)

主要客戶及供應商

於年內，本集團最大及最大五位客戶之收入總額分別佔本集團收入約11%及49%，及本集團最大及最大五位供應商之採購總額分別佔本集團採購約78%及99%。

就董事所知，持有本公司已發行股份總數5%以上的董事、彼等之緊密聯繫人或任何股東並無於本集團最大五位客戶或供應商擁有任何實益權益。

購回、出售或贖回股份

於截至二零一九年十二月三十一日止年度內，本公司或其任何附屬公司概無購回、出售或贖回本公司之任何股份。

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於企業管治報告第12頁至第33頁。

足夠之公眾持股量

於本報告日，按本公司可以得悉之公開資料所示及就董事所知，本公司已維持上市規則所規定之足夠公眾持股量。

核數師

本公司將於股東週年大會上提呈決議案重新委聘德勤·關黃陳方會計師行連任本公司之核數師。

承董事會命

主席
李成偉

香港，二零二零年三月十八日

DIRECTORS' REPORT (continued)

Major Customers and Suppliers

During the year, the aggregate revenue attributable to the Group's largest and the five largest customers were approximately 11% and 49% of the Group's revenue respectively, and the aggregate purchases attributable to the Group's largest and the five largest suppliers were approximately 78% and 99% of the Group's purchases respectively.

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

Purchase, Sale or Redemption of Shares

During the year ended 31st December, 2019, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares.

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 12 to 33.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained sufficient public float as required under the Listing Rules.

Auditor

A resolution will be submitted to the AGM to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company.

On behalf of the Board

Patrick Lee Seng Wei
Chairman

Hong Kong, 18th March, 2020



獨立核數師報告**Deloitte.****致：亞證地產有限公司各股東**
(於香港註冊成立之有限公司)**意見**

我們已審計列載於第66頁至第167頁的亞證地產有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括二零一九年十二月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益表、損益及其他全面收益表、綜合權益變動表及綜合現金流動表，以及綜合財務報表附註，包括主要會計政策摘要。

我們認為，該等綜合財務報表已根據由香港會計師公會(「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」)真實而中肯地反映了貴集團於二零一九年十二月三十一日之綜合財政狀況及於截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例妥善編製。

意見的基礎

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

關鍵審核事項

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

INDEPENDENT AUDITOR'S REPORT**德勤****TO THE MEMBERS OF ASIASEC PROPERTIES LIMITED**
(incorporated in Hong Kong with limited liability)**Opinion**

We have audited the consolidated financial statements of Asiasec Properties Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 66 to 167, which comprise the consolidated statement of financial position as at 31st December, 2019, and the consolidated statement of profit or loss, 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 31st December, 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

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

獨立核數師報告(續)**INDEPENDENT AUDITOR'S REPORT (continued)**

關鍵審核事項(續)

Key Audit Matters (continued)

關鍵審核事項 Key audit matter 投資物業之估值 Valuation of investment properties	我們於審核中處理關鍵審核事項之方法 How our audit addressed the key audit matter
<p>我們將投資物業估值確定為關鍵審核事項，由於投資物業估值對綜合財務報表整體而言屬重大，以及於釐定公允價值時涉及重大判斷。</p> <p>We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant judgments associated with determining the fair value.</p> <p>誠如綜合財務報表附註15所披露，貴集團之投資物業指位於中國及香港之商舖、住宅、工廈及停車場，於二零一九年十二月三十一日計值為1,383,647,000港元。於截至二零一九年十二月三十一日止年度，貴集團投資物業之公允價值變動為9,128,000港元已於綜合損益表內確認。</p> <p>As disclosed in note 15 to the consolidated financial statements, the Group's investment properties which represent commercial, residential, industrial properties and car parks located in the People's Republic of China and Hong Kong carried at HK\$1,383,647,000 as at 31st December, 2019. During the year ended 31st December, 2019, a change in fair value of the Group's investment properties of HK\$9,128,000 was recognised in the consolidated statement of profit or loss.</p> <p>貴集團之所有投資物業乃參考獨立合資格專業評估師(「評估師」)進行之估值按公允價值釐定。估值依賴於涉及管理層判斷之若干重要假設及主要輸入數據，包括租期收益率、復歸收益率及個別單位之市場單位租金。</p> <p>All of the Group's investment properties are measured at fair value with reference to the valuation performed by an independent and qualified professional valuer (the "Valuer"). The valuation depends on certain significant assumptions and key inputs that involve management's judgments, including term yield, revisionary yield and market unit rent.</p>	<p>我們有關評估投資物業之估值之程序包括：</p> <p>Our procedures in relation to the valuation of investment properties included:</p> <ul style="list-style-type: none"> • 評估評估師之勝任力、能力及客觀性； • Evaluating the competence, capabilities and objectivity of the Valuer; • 理解評估師之估值過程及方法，物業市場之表現、估值所採納之重要假設、估值所用之關鍵判斷領域及主要輸入數據； • Understanding the Valuer's valuation process and methodology, the performance of the property markets, significant assumptions adopted, critical judgmental areas and key inputs used in the valuation; • 評估行業規範之方法及假設之合理性；及 • Evaluating the reasonableness of the methodology and assumptions to industry norms; and • 根據我們對物業市場的知識，透過比較實體特定之資料及市場數據，評估管理層及評估師所採納之主要輸入數據之合理性。 • Assessing the reasonableness of the key inputs adopted by management and the Valuer by comparing them, on a sample basis, to entity-specific information and market data based on our knowledge of the property markets.



獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (continued)

關鍵審核事項(續)

Key Audit Matters (continued)

關鍵審核事項

Key audit matter

評估投資於透過其他全面收益按公允價值處理之股本工具(「透過其他全面收益按公允價值處理之股本工具」)

Valuation of investment in equity instrument at fair value through other comprehensive income ("equity instrument at FVTOCI")

我們將透過其他全面收益按公允價值處理之股本工具確定為關鍵審核事項，由於釐定彼等各自公允價值時涉及之重大判斷。

We identified the valuation of equity instrument at FVTOCI as a key audit matter due to the significant judgments associated with determining the fair value.

貴集團持有一間主要從事物業投資之非上市公司百分之五股權並分類為透過其他全面收益按公允價值處理之股本工具。誠如綜合財務報表附註18所披露，貴集團之可供出售金融資產的非上市投資股本證券於二零一九年十二月三十一日計值為38,705,000港元。於截至二零一九年十二月三十一日止年度，透過其他全面收益按公允價值處理之股本工具變動確定於其他全面收益內為1,041,000港元。

The Group held 5% equity interest in an unlisted company which is principally engaged in property investment and is classified as equity instrument at FVTOCI. As disclosed in note 18 to the consolidated financial statements, the Group's equity instrument at FVTOCI which are measured at fair value carried at HK\$38,705,000 as at 31st December, 2019. During the year ended 31st December, 2019, a change in fair value of equity instrument at FVTOCI of HK\$1,041,000 was recognised in other comprehensive income.

貴集團之可透過其他全面收益按公允價值處理之股本工具乃參考評估師進行之估值按公允價值釐定。估值方法、估值所用之重要假設及主要輸入數據之詳情於綜合財務報表附註29(c)披露。估值依賴於涉及管理層判斷之若干重要假設及主要輸入數據，包括租期收益率、復歸收益率、市場單位租金及缺乏控制和市場競爭之折扣率。

The fair value of the Group's equity instrument at FVTOCI is determined with reference to the valuation performed by the Valuer. Details of the valuation techniques, significant assumptions and key inputs used in the valuation are disclosed in note 29(c) to the consolidated financial statements. The valuation depends on certain significant assumptions and key inputs that involve management's judgments, including term yield, revisionary yield, market unit rent and discount for lack of control and lack of marketability.

我們於審核中處理關鍵審核事項之方法

How our audit addressed the key audit matter

我們有關評估透過其他全面收益按公允價值處理之股本工具之估值之程序包括：

Our procedures in relation to evaluating the valuation of equity instrument at FVTOCI included:

- 評估評估師之勝任力、能力及客觀性；
- Evaluating the competence, capabilities and objectivity of the Valuer;
- 理解評估師之估值過程及方法，物業市場之表現、估值所採納之重要假設、估值所用之關鍵判斷領域及主要輸入數據；
- Understanding the Valuer's valuation process and methodology, the performance of the property markets, significant assumptions adopted, critical judgmental areas and key inputs used in the valuation;
- 透過我們內部專業評估師之協助，評估透過其他全面收益按公允價值處理之股本工具行業規範之方法及假設之適當性；及
- Evaluating the appropriateness of the methodology in the valuation of equity instrument at FVTOCI with the assistance of our internal valuation specialist; and
- 透過比較實體特定資料及市場數據，評估管理層及評估師所採納之主要假設及輸入數據之合理性及我們內部專業評估師協助所採用流動性及缺乏控制和市場競爭之折扣率。
- Assessing the reasonableness of the key assumptions and inputs adopted by management and the Valuer by comparing them to entity-specific information and market data and with the assistance of our internal valuation specialist on liquidity and discount for lack of control and lack of marketability.



獨立核數師報告(續)**INDEPENDENT AUDITOR'S REPORT (continued)**

關鍵審核事項(續)

Key Audit Matters (continued)

關鍵審核事項 Key audit matter	我們於審核中處理關鍵審核事項之方法 How our audit addressed the key audit matter
<p>評估於聯營公司之權益 Valuation of interests in associates</p> <p>我們將聯營公司之權益確定為關鍵審核事項，由於 貴集團聯營公司之權益在 貴集團之綜合財務報表內佔一重要範疇，以及於釐定彼等賬面價值時因聯營公司之物業有顯著貢獻並涉及有關聯營公司物業之公允價值之重大判斷。</p> <p>We identified the valuation of interests in associates as a key audit matter due to the significance of the Group's interests in associates in the context of the Group's consolidated financial statements, combined with the significant judgments associated with determining the carrying value of interests in associates.</p> <p>誠如綜合財務報表附註17及32(b)所披露， 貴集團之主要從事物業發展及物業投資的聯營公司權益為2,690,680,000港元，佔本集團總資產約58%。</p> <p>As disclosed in notes 17 and 32(b) to the consolidated financial statements, the Group's associates of HK\$2,690,680,000, representing approximately 58% of the Group's total assets, are principally engaged in property development and property investment.</p> <p>貴集團聯營公司的權益按之認成本列賬，並按收購後應佔溢利及其他全面收益減去虧損進行調整，主要由於投資物業公允價值變動而產生在評估聯營公司之估值。管理層根據估值來判斷，並依賴若干重要假設及主要輸入數據，包括租期收益率、復歸回報率及個別單位之市場單位租金。</p> <p>The Group's interests in associates are carried at cost and adjusted for post-acquisition profits and other comprehensive income that mainly contribute by changes in fair value of investment properties, in which the fair value as calculated by the Valuer is based on certain significant assumptions and key inputs that involve the management's judgments, including term yield, revisionary yield and market unit rent.</p>	<p>我們有關評估於聯營公司之權益之評估之程序包括：</p> <p>Our procedures in relation to evaluating the valuation of interests in associates included:</p> <ul style="list-style-type: none"> • 評估管理層對聯營公司權益的會計處理是否恰當；評估評估師之勝任力、能力及客觀性； • Assessing the appropriateness of management's accounting for interests in associates; evaluating the competence, capabilities and objectivity of the Valuer; • 理解評估師之估值過程及方法，物業市場之表現、估值所採納之重要假設、估值所用之關鍵判斷領域及主要輸入數據； • Understanding the Valuer's valuation process and methodology, the performance of the property markets, significant assumptions adopted, critical judgmental areas and key inputs used in the valuation; • 評估行業規範之方法及假設之合理性；及 • Evaluating the reasonableness of the methodology and assumptions to industry norms; and • 根據我們對物業市場的知識，透過比較實體特定之資料及市場數據，評估管理層及評估師所採納之主要輸入數據之合理性。 • Assessing the reasonableness of the key inputs adopted by management and the Valuer by comparing them, on a sample basis, to entity-specific information and market data based on our knowledge of the property markets.



獨立核數師報告(續)

其他信息

貴公司之董事(「董事」)對其他資料負責。其他資料包括年報所載的資料，惟不包括綜合財務報表及其相關的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑑證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或是否存在重大錯誤陳述。倘我們基於已進行的工作認為其他資料出現重大錯誤陳述，我們須報告有關事實。就此，我們毋須作出報告。

董事及管治層就綜合財務報表須承擔的責任

董事須負責根據由香港會計師公會頒佈之香港財務報告準則及香港公司條例編製真實而中肯的綜合財務報表，並對其認為使綜合財務報表的編製不存在由欺詐或錯誤而導致重大錯誤陳述所需的內部控制負責。

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適當情況下披露與持續經營能力有關的事宜，除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他實際可行的方法，否則須採用以持續經營為基礎會計法。

管治層須負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT (continued)

Other Information

The directors of the Company ("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.

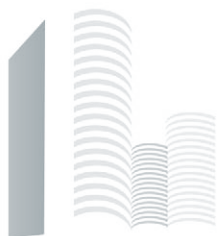
In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise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



獨立核數師報告(續)

核數師就審核綜合財務報表須承擔的責任

我們的目標是根據香港公司條例第405條對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載有我們意見的核數師報告。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響該等綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，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。
- 了解與審計相關的內部控制，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 (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional 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.



獨立核數師報告(續)

核數師就審核綜合財務報表須承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則我們應出具非無保留意見。我們的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責集團審核的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

INDEPENDENT AUDITOR'S REPORT (continued)

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.

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.



獨立核數師報告(續)**核數師就審核綜合財務報表須承擔的責任(續)**

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

出具本獨立核數師報告的審核項目合夥人為施清耀。

德勤•關黃陳方會計師行
執業會計師

香港，二零二零年三月十八日

INDEPENDENT AUDITOR'S REPORT (continued)**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)**

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

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

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong 18th March, 2020



綜合損益表

截至二零一九年十二月三十一日止年度

CONSOLIDATED STATEMENT OF
PROFIT OR LOSS

for the year ended 31st December, 2019

		附註 NOTES	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
收入	Revenue	5	55,944	58,454
其他收入	Other income	6	21,543	10,581
其他收益及虧損	Other gains and losses	7	(2,227)	(415)
預期信貸虧損模型之減值， 沖銷淨額	Impairment losses under expected credit loss model, net of reversal		(180)	(766)
租金及差餉	Rent and rates		(1,588)	(1,965)
樓宇管理費	Building management fees		(6,389)	(6,374)
僱員成本 (包括董事酬金)	Staff costs (including directors' emoluments)		(13,726)	(12,988)
折舊及攤銷	Depreciation and amortisation		(85)	(568)
維修及保養	Repairs and maintenance		(1,312)	(1,328)
其他開支	Other expenses		(8,404)	(8,003)
未計入投資物業之公允價值變動 的經營溢利	Operating profit before change in fair value of investment properties		43,576	36,628
投資物業之公允價值 變動	Change in fair value of investment properties	15	9,128	25,631
經營溢利	Operating profit		52,704	62,259
應佔聯營公司溢利	Share of profit of associates		8,967	56,302
除稅前溢利	Profit before taxation		61,671	118,561
所得稅支出	Income tax expenses	8	(3,657)	(5,814)
本年度溢利	Profit for the year	9	58,014	112,747
			港仙 HK cents	港仙 HK cents
每股盈利 基本	Earnings per share Basic	12	4.67	9.08



綜合損益及其他全面收益表

截至二零一九年十二月三十一日止年度

CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME

for the year ended 31st December, 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
本年度溢利	Profit for the year	58,014	112,747
其他全面(費用)收益： 不會重新分類至損益之項目：	Other comprehensive (expenses) income: Items that will not be reclassified subsequently to profit or loss:		
重估盈餘	Surplus on revaluation of		
– 租賃土地及建築物	– Leasehold land and buildings	–	2,619
– 土地使用權	– Land use rights	–	9,767
		–	12,386
俱樂部會籍的公允價值變動	Change in fair value of club memberships	(6,239)	–
透過其他全面收益按公允價值 處理之股本工具的公允價值 變動	Change in fair value of equity instrument at fair value through other comprehensive income	1,041	(1,134)
重估盈餘之遞延稅項影響	Deferred tax effect on revaluation	–	(6,882)
		(5,198)	4,370
隨後可能重新分類至損益 之項目：	Item that may be reclassified subsequently to profit or loss:		
幣值換算調整	Currency translation differences	(1,271)	(1,101)
本年度其他全面(費用)收益， 除稅後	Other comprehensive (expenses) income for the year, net of tax	(6,469)	3,269
本年度全面收益總額	Total comprehensive income for the year	51,545	116,016



綜合財務狀況表

於二零一九年十二月三十一日

CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

at 31st December, 2019

	附註 NOTES	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
資產			
非流動資產			
物業、廠房及設備	14	1,007	933
投資物業	15	1,383,647	1,376,380
於聯營公司之權益	17	2,690,680	2,681,713
應收貸款	20	175,152	125,032
透過其他全面收益按公允價值處理之 股本工具	18	38,705	37,664
俱樂部會籍		4,261	10,500
		4,293,452	4,232,222
流動資產			
應收款項、預付賬款、按金及 其他應收款項	19	13,746	11,839
應收貸款	20	44,438	70,952
應收聯營公司賬款	27	90,229	200,229
可取回所得稅		68	1,637
現金及現金等值	21	217,031	198,001
		365,512	482,658
總資產		4,658,964	4,714,880



綜合財務狀況表(續)

於二零一九年十二月三十一日

CONSOLIDATED STATEMENT OF
FINANCIAL POSITION (continued)

at 31st December, 2019

		附註 NOTES	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
權益	EQUITY			
股本	Share capital	22	681,899	681,899
儲備	Reserves		3,754,690	3,827,251
總權益	Total equity		4,436,589	4,509,150
負債	LIABILITIES			
非流動負債	Non-current liability			
遞延稅項負債	Deferred tax liabilities	23	170,093	170,881
流動負債	Current liabilities			
應付款項及應計費用	Creditors and accruals	24	32,497	27,334
應付聯營公司賬款	Amounts due to associates	27	17,236	7,416
應付所得稅	Income tax payable		2,549	99
			52,282	34,849
總負債	Total liabilities		222,375	205,730
總權益及負債	Total equity and liabilities		4,658,964	4,714,880

刊載於第66頁至第167頁之綜合財務報表已於二零二零年三月十八日經董事會通過及授權刊發，並由下列董事代表簽署：

The consolidated financial statements on pages 66 to 167 were approved and authorised for issue by the Board of Directors on 18th March, 2020 and are signed on its behalf by:

李成偉
Patrick Lee Seng Wei
董事
Director

勞景祐
Edwin Lo King Yau
董事
Director



綜合權益變動表

截至二零一九年十二月三十一日止年度

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st December, 2019

		股本 Share capital 千港元 HK\$'000	投資 重估儲備 Investment revaluation reserve 千港元 HK\$'000	物業 重估儲備 Property revaluation reserve 千港元 HK\$'000	匯兌 浮動儲備 Exchange reserve 千港元 HK\$'000	保留溢利 Retained profits 千港元 HK\$'000	權益總額 Total 千港元 HK\$'000
於二零一八年一月一日	At 1st January, 2018	681,899	34,983	73,418	(6,462)	3,919,559	4,703,397
年內溢利	Profit for the year	-	-	-	-	112,747	112,747
土地使用權及租賃土地 及建築物之 公允價值變動	Change in fair value of land use rights and leasehold land and buildings	-	-	5,504	-	-	5,504
透過其他全面收益 按公允價值處理之股本 工具之公允價值變動	Change in fair value of equity instrument at fair value through other comprehensive income	-	(1,134)	-	-	-	(1,134)
幣值換算調整	Currency translation differences	-	-	-	(1,101)	-	(1,101)
本年度其他全面 (費用)收益	Other comprehensive (expenses) income for the year	-	(1,134)	5,504	(1,101)	-	3,269
本年度全面(費用)收益 總額	Total comprehensive (expenses) income for the year	-	(1,134)	5,504	(1,101)	112,747	116,016
支付有關二零一七年 股息(附註13)	Dividend relating to 2017 (note 13)	-	-	-	-	(310,263)	(310,263)
於二零一八年 十二月三十一日	At 31st December, 2018	681,899	33,849	78,922	(7,563)	3,722,043	4,509,150
年內溢利	Profit for the year	-	-	-	-	58,014	58,014
俱樂部會籍的 公允價值變動	Change in fair value of club memberships	-	(6,239)	-	-	-	(6,239)
透過其他全面收益 按公允價值處理之股本 工具之公允價值變動	Change in fair value of equity instrument at fair value through other comprehensive income	-	1,041	-	-	-	1,041
幣值換算調整	Currency translation differences	-	-	-	(1,271)	-	(1,271)
本年度其他全面費用	Other comprehensive expenses for the year	-	(5,198)	-	(1,271)	-	(6,469)
本年度全面(費用)收益 總額	Total comprehensive (expenses) income for the year	-	(5,198)	-	(1,271)	58,014	51,545
支付有關二零一八年 股息(附註13)	Dividend relating to 2018 (note 13)	-	-	-	-	(124,106)	(124,106)
於二零一九年 十二月三十一日	At 31st December, 2019	681,899	28,651	78,922	(8,834)	3,655,951	4,436,589

綜合現金流動表

截至二零一九年十二月三十一日止年度

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st December, 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
營運業務	OPERATING ACTIVITIES		
除稅前溢利	Profit before taxation	61,671	118,561
調整：	Adjustments for:		
折舊及攤銷	Depreciation and amortisation	85	568
淨匯兌虧損	Net exchange loss	2,227	417
出售物業、廠房及 設備之利益	Gain on disposal of property, plant and equipment	-	(2)
預期信貸虧損模型之減值， 沖銷淨額	Impairment loss under expected credit loss model, net of reversal	180	766
投資物業公允價值之變動	Change in fair value of investment properties	(9,128)	(25,631)
應佔聯營公司業績	Share of profit of associates	(8,967)	(56,302)
來自透過其他全面收益 按公允價值處理之 股本工具之股息收入	Dividend income from equity instrument at fair value through other comprehensive income	(1,500)	(1,500)
銀行利息收入	Bank interest income	(3,246)	(4,456)
貸款利息收入	Loan interest income	(17,867)	(5,787)
透過其他全面收益按公允價值 處理之股本工具的利息收入	Interest income on equity instrument at fair value through other comprehensive income	(213)	-
營運資金變動前之 營運現金流	Operating cash flows before working capital changes	23,242	26,634
應收款項、預付賬款、按金及 其他應收款項增加	Increase in debtors, prepayments, deposits and other receivables	(1,907)	(3,056)
應付款項及應計費用增加	Increase in creditors and accruals	5,163	394
來自營運業務之現金流	Cash generated from operations	26,498	23,972
退回(已付)香港所得稅	Hong Kong profits tax refund (paid)	1	(6,286)
來自營運業務之現金淨值	NET CASH FROM OPERATING ACTIVITIES	26,499	17,686
投資業務	INVESTING ACTIVITIES		
給予貸款	Loan advanced	(152,000)	(168,681)
購買物業、廠房及設備	Purchases of property, plant and equipment	(159)	(182)
貸款還款	Loan repaid	127,587	-
聯營公司還款	Repayment from associates	110,000	121,453
已收貸款利息	Loan interest received	17,867	5,787
已收銀行利息	Bank interest received	3,246	4,456
已收來自透過其他全面收益按公允 價值處理之股本工具的股息	Dividends received from equity instrument at fair value through other comprehensive income	1,500	1,500
已收來自透過其他全面收益按公允 價值處理之股本工具的利息	Interest received from equity instrument at fair value through other comprehensive income	213	-
用作無抵押原於超過三個月 到期之定期存款之提取	Withdrawal of non-pledged time deposits with original maturity of over three months	-	73,323
出售物業、廠房及 設備所得	Proceeds from disposal of property, plant and equipment	-	59
來自投資業務之現金淨值	NET CASH FROM INVESTING ACTIVITIES	108,254	37,715

綜合現金流動表(續)

截至二零一九年十二月三十一日止年度

CONSOLIDATED STATEMENT OF
CASH FLOWS (continued)

for the year ended 31st December, 2019

	附註 NOTE	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
融資業務			
已付股息	13	(124,106)	(310,263)
來自聯營公司借款		9,820	6,128
用於融資業務之現金淨值		(114,286)	(304,135)
現金及現金等值 增加(減少)淨額		20,467	(248,734)
於年初之現金及 現金等值		198,001	447,088
外匯兌換率改變 之影響		(1,437)	(353)
於年末之現金及 現金等值		217,031	198,001



綜合財務報表附註

截至二零一九年十二月三十一日止年度

1. 概括

本公司為一間在香港註冊成立之公眾上市有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。其控股公司為Autobest Holdings Limited（成立於英屬維爾京群島），其最終控股公司為天安中國投資有限公司（成立於香港及在聯交所上市）。本公司註冊辦事處地址亦即是主要營業地點於本年報「公司資料」一節中披露。

本公司及其附屬公司（統稱「本集團」）之主要業務為物業投資、物業租賃及物業管理。綜合財務報表以香港貨幣（「港元」）呈列，亦即為本公司之功能貨幣。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度強制生效之新修訂及經修訂香港財務報告準則

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

香港財務報告準則第16號	租賃
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅不確定性之處理
香港財務報告準則第9號修訂本	具有負補償之預付款項特點
香港會計準則第19號修訂本	計劃修訂、縮減或結算
香港會計準則第28號修訂本	於聯營公司及合營企業之長期權益
香港財務報告準則修訂本	香港財務報告準則二零一五年至二零一七年期之年度改進

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st December, 2019

1. General

The Company is a public limited company incorporated in Hong Kong and its securities are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). Its parent is Autobest Holdings Limited (incorporated in the British Virgin Islands) and its ultimate parent is Tian An China Investments Company Limited (incorporated in Hong Kong and listed on the Stock Exchange). The address of the registered office which is also principal place of business of the Company is disclosed in the "Corporate Information" section of the annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the "Group") are property investment, property leasing and estate management. The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is also the functional currency of the Company.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs")

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

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

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**於本年度強制生效之新修訂及經修訂香港財務報告準則(續)**

除下文所述者外，於本年度應用新訂及經修訂之香港財務報告準則對本集團本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露並無重大影響。

香港財務報告準則第16號租賃

本集團已於本年度首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋。

租賃的定義

本集團已選擇以實際而又適當地將香港財務報告準則第16號應用於先前已確認為採用香港會計準則第17號和香港(國際財務報告詮釋委員會)－詮釋第4號「確定安排是否包含租賃」的租賃合同，而不將此標準應用於先前未確認的合同確定為包含租賃。因此，本集團並未重新評估在首次應用日之前已經存在的合同。

對於二零一九年一月一日或之後新訂及經修改的合同，本集團在評估合同是否包含租賃時，根據香港財務報告準則第16號的要求採用租賃的定義。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (continued)**New and amendments to HKFRSs that are mandatorily effective for the current year (continued)**

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

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 "Leases", and the related interpretations.

Definition of a lease

The Group has elected 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. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1st January, 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.



綜合財務報表附註(續)*截至二零一九年十二月三十一日止年度***2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)****於本年度強制生效之新修訂及經修訂香港財務報告準則(續)****香港財務報告準則第16號租賃(續)***作為出租方*

根據香港財務報告準則第16號的過渡條文，本集團毋須就本集團為出租方的租賃作出過渡調整。但自首次應用日期起，根據香港財務報告準則第16號就該等租賃入賬，而比較資料亦沒有重述。

- (a) 於應用香港財務報告準則第16號時，就與現有租賃合同項下的相同標的資產有關的新租賃合同於首次應用之日起開始計算，就如同對現有租賃於二零一九年一月一日進行了修改一樣。於二零一九年一月一日對本集團的綜合財務狀況表沒有影響。但是，自二零一九年一月一日起，與修改後的經修訂租賃期有關的租賃付款在延長租賃期內按直線法確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)*for the year ended 31st December, 2019***2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (continued)****New and amendments to HKFRSs that are mandatorily effective for the current year (continued)****HKFRS 16 Leases (continued)***As a lessor*

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (a) Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1st January, 2019. The application has had no impact on the Group's consolidated statement of financial position at 1st January, 2019. However, effective on 1st January, 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新修訂及經修訂香港財務報告準則(續)**香港財務報告準則第16號租賃(續)**

作為出租方(續)

- (b) 在應用香港財務報告準則第16號之前，已收取的可退還租賃按金被視為香港會計準則第17號在貿易及其他應付款項下應用的租賃權利和義務。根據香港財務報告準則第16號的租賃付款的定義，此類按金不是與使用權資產有關的付款，並已進行了調整以反映過渡時的折現效應。
- (c) 自二零一九年一月一日起，本集團已應用香港財務報告準則第15號「來自客戶合約之收入」將各合約中的代價分配至租賃及非租賃組成部分。分配基準的變動對本集團本年度的綜合財務報表沒有重大影響。

作為承租方

本集團已追溯應用香港財務報告準則第16號，其累計影響於首次應用日期為二零一九年一月一日確認。

本集團已評估其對本集團的財務狀況及表現並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)**HKFRS 16 Leases (continued)**

As a lessor (continued)

- (b) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under trade and other payables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition.
- (c) Effective on 1st January, 2019, the Group has applied HKFRS 15 "Revenue from Contracts with Customers" to allocate consideration in the contract to each lease and non-lease components. The change in allocation basis has had no material impact on the consolidated financial statements of the Group for the current year.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1st January, 2019.

The Group has assessed that they have no material impact on the Group's financial position and performance.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**已頒佈但尚未生效之新訂及經修訂之香港財務報告準則**

本集團尚未提早應用已頒佈但尚未生效的下列新訂及經修訂之香港財務報告準則：

香港財務報告準則第17號	保險合同 ¹
香港財務報告準則第3號修訂本	業務的定義 ²
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間的資產銷售或注資 ³
香港會計準則第1號修訂本	負債分類為流動負債或非流動負債 ⁵
香港會計準則第1號及香港會計準則第8號修訂本	重大的定義 ⁴
香港財務報告準則第9號，香港會計準則第39號及香港財務報告準則第7號修訂本	利率基準改革 ⁴

- 1 於二零二一年一月一日或之後開始之年度期間生效
- 2 適用於收購日期為二零二零年一月一日或之後開始的首個年度期間開始當日或之後進行的業務合併及資產收購
- 3 於將釐定的日期或之後開始的年度期間生效
- 4 於二零二零年一月一日或之後開始的年度期間生效
- 5 於二零二二年一月一日或之後開始的年度期間生效

除上述新訂及經修訂之香港財務報告準則外，於二零一八年發佈了經修訂的財務報告概念框架。其隨後的修訂，即對香港財務報告準則標準中對概念框架的引用的修訂，自二零二零年一月一日或之後開始的年度期間生效。

本公司董事(「董事」)預期，在可預見的將來，應用所有其他新訂及經修訂之香港財務報告準則將不會對綜合財務報表產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") (continued)**New and amendments to HKFRSs in issue but not yet effective**

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

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ⁵
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

- 1 Effective for annual periods beginning on or after 1st January, 2021
- 2 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 1st January, 2020
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for annual periods beginning on or after 1st January, 2020
- 5 Effective for annual periods beginning on or after 1st January, 2022

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1st January, 2020.

The directors of the Company ("Directors") anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策

綜合財務報表已按照香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港公司條例規定的適用披露。

綜合財務報表乃根據歷史成本基準編製，誠如以下會計政策所闡釋，惟若干物業及金融工具則在每一個報告期末按公允價值計算。

歷史成本一般按交換貨物和服務所付代價之公允價值。

公允價值為於計量日的有序交易中，市場參與者間出售資產之應收價值或轉移負債之應付價格，而不論該價格是否直接可觀察，或以其他估值方法估計。在估計資產或負債的公允價值時，本集團會考慮資產或負債的特徵即市場參與者於計算日所考慮對資產或負債定價的特徵。除香港財務報告準則第2號「以股份為基礎的付款」中的股份付款交易，根據香港財務報告準則第16號(自二零一九年一月一日起)或香港會計準則第17號(在應用香港財務報告準則第16號之前)計算的租賃交易和公允價值相似但並非公允價值的計算，例如香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值外，綜合財務報表的公允價值之計量和／或披露均以該基準確定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

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 Stock Exchange and by the Hong Kong Companies Ordinance.

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16 (since 1st January, 2019) or HKAS 17 (before application of HKFRS 16), 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".



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

非金融資產的公允價值計量乃經計及一名市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

就按公平值交易的投資物業及金融工具以及於其後期間計量公平值時使用不可觀察輸入數據之估值技巧而言，估值技巧會予以校準以使估值技巧結果與交易價相等。

此外，就財務報告目的而言，公允價值計量根據公允價值計量的參數可觀測得到的程度以及有關參數對公允價值計量整體的重要性，分類為第一級、第二級或第三級，現描述如下：

- 第一級參數為同等資產或負債在活躍市場上所報(不經調整)而實體在計量當日可以取得的價格；
- 第二級參數為可以直接或間接觀測得到，但不包括於第一級的報價內的資產或負債變數；及
- 第三級參數為資產或負債中屬不可觀測得到的參數。

重要會計政策載列如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

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

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

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

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

The significant accounting policies are set out below.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

綜合賬目編製準則

綜合財務報表包括本公司及由本公司控制之實體及其附屬公司之財務報表。本公司於下列情況下可取得控制權：

- 對被投資方行使權力；
- 自參與被投資方的業務獲得或有權獲得可變回報；及
- 有能力使用其權力影響其回報金額。

倘有事實及情況顯示上述三項控制因素中之一項或多項出現變化，本集團將重新評估其是否對被投資方擁有控制權。

對一間附屬公司的合併，乃由本集團對該附屬公司擁有控制權開始，並於本集團失去對該附屬公司的控制權時終止。尤其是對於年內所收購或出售的一間附屬公司，其收入及開支將由本集團獲得控制權日期起直至本集團終止控制權當日計入綜合損益表。

如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團會計政策一致。

有關本集團成員之間的所有集團內資產及負債、權益、收入、費用及現金流量均於綜合賬目時全面對銷。

於聯營公司之權益

聯營公司乃指本集團對其有重大影響力之實體。重大影響力是一種參與被投資方的財務及營運政策，但並不是控制或共同控制該等政策。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

Basis of consolidation

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

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

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

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

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.

Interests in associates

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**於聯營公司之權益(續)**

聯營公司之業績及資產與負債以權益法計入綜合財務報表用作權益會計法用途的聯營公司的財務報表就於類似情況下的類似交易及事件採用與本集團一致的會計政策編製。根據權益法，於聯營公司之投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收益而作出調整。聯營公司的淨資產變化不計入除損益和其他全面收益以外，除非該變化導致本集團擁有權有變化。當本集團應佔聯營公司之虧損超出本集團於該聯營公司之權益時(包括實質上成為本集團於該聯營公司的淨投資一部分之任何長期權益)，本集團停止確認其所佔之進一步虧損。僅於本集團已產生法律或推定責任，或已代表該聯營公司支付款項之情況下，方會進一步確認虧損。

於聯營公司之投資由被投資方成為聯營公司當日起利用權益法入賬。收購於聯營公司之投資時，投資成本若超出本集團應佔被投資方的可識別資產及負債公允價值淨額，一切餘額確認為商譽而列入投資的賬面值中。本集團應佔的可識別資產及負債公允價值淨額經重估後若超出投資成本，會在收購投資當期內即時於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Interests in associates (continued)**

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

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**於聯營公司之權益(續)**

本集團評估是否有客觀證據就本集團於聯營公司之投資可能減值。倘有客觀證據出現，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號以單一資產形式進行減值測試，方法是比較其可收回金額(即使用價值與公允價值減出售成本兩者中之較高者)與賬面值。任何已確認減值虧損構成該項投資之賬面值其中一部分，有關減值虧損之任何撥回乃根據香港會計準則第36號確認，惟以於該項投資之可收回金額其後增加之範圍為限。

當一集團實體與本集團聯營公司進行交易時，所產生之溢利或虧損只在有關聯營公司之權益與本集團無關的情況下，方會於本集團之綜合財務報表確認。

來自客戶合約之收入

本集團於(或就此)完成履約責任時確認收入，即於特定履約責任相關的貨品或服務的「控制權」轉移予客戶時。

履約責任指明確的貨品或服務(或一籃子貨品或服務)或一系列明確而大致相約的貨品或服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Interests in associates (continued)**

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

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

Revenue from contracts with customers

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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**來自客戶合約之收入(續)**

倘若符合以下其中一個條件，控制權隨時間轉移而收入按照完成相關履約責任的進度隨時間確認：

- 客戶同時收到並消耗本集團執行履約時所帶來的利益；
- 本集團執行履約時所創建或提升客戶所控制的資產；或
- 本集團履約時沒有創建對本集團有其他用途的資產，而本集團就迄今已完成的履約擁有可強制執行的收款權利。

否則，收入在客戶取得對明確貨品或服務的控制權的時間點確認。

租賃**租賃的定義(根據附註2中的過渡條文應用香港財務報告準則第16號)**

當合約傳達權利以控制使用一項已識別資產一段時間以換取代價，則該合約乃(或包含)一項租賃。

於初始應用日期或之後訂立或修改或由業務合併引起之合約，本集團根據香港財務報告準則第16號之定義於初始時，修改日期及或收購日期，倘適用，評估一份合約是否(或包含)一項租賃。除非合約之條款及條件其後改變，此合約將不會再評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Revenue from contracts with customers (continued)**

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 or 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.

Leases**Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

租賃(續)**本集團為出租方***租賃之分類及計量*

本集團作為出租方之租賃分類為融資或經營租賃。凡租賃之條款規定相關資產擁有權所附帶之一切風險及回報實質上轉移至承租方，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

來自經營租賃產生之租金收入按直線法於相關租賃期內在損益確認。磋商及安排一項經營租賃涉及的初始直接成本乃加至租賃資產之賬面值及該等成本以直線法於租賃期內確認為費用，惟按公允價值模式計量之投資物業除外。

本集團為出租方(根據附註2中的過渡條文應用香港財務報告準則第16條)*分配代價予合約之組成部分*

當合約包含租賃及非租賃部分時，本集團應用香港財務報告準則第15號去分配合約代價予租賃及非租賃部分。非租賃部分按其相關獨自銷售價格從租賃部分區分出來。

租賃修改

本集團就經營租賃修改為新租賃之入賬，從修改日期起，將原租賃有關之任何預付及應付租賃付款作為新租賃之租賃付款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

Leases (continued)**The Group as a lessor***Classification and measurement of leases*

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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

The Group as lessor (upon application of HKFRS 16 in accordance with transitions in note 2)*Allocation of consideration to components of a contract*

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

租賃(續)**本集團為出租方(根據附註2中的過渡條文應用香港財務報告準則第16號)(續)****可退回租金按金**

收回可退回租金按金根據香港財務報告準則第9號入賬及按公允值初始計量。對初始確認之公允值的調整乃視為承租方之額外租賃付款。

本集團為承租方(根據附註2中的過渡條文應用香港財務報告準則第16號)**分配代價予合約之組成部分**

對於合約包含租賃部分及一項或多項額外租賃或非租賃部分，本集團按租賃部分之相關獨立價格及非租賃部分之合計獨立價格將修改合約之代價分配至各自租賃部分。

非租賃部分按其相關獨自銷售價格從租賃部分區分出來。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

Leases (continued)**The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 2) (continued)****Refundable rental deposits**

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)**Allocation of consideration to components of a contract**

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component on the basis of their relative stand-alone prices.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

租賃(續)**本集團為承租方(根據附註2中的過渡條文應用香港財務報告準則第16號)(續)***使用權資產*

使用權資產成本包括：

- 租賃負債初始計量金額；
- 於開始日期或之前作出之任何租賃付款，減去任何已收租賃補助；
- 本集團涉及之任何初始直接成本；及
- 本集團涉及拆卸及遷移相關資產，恢復相關資產所在地點或恢復相關資產按租賃條款及條件要求之狀況之估計成本。

除了該被分類為投資物業並按公允價值模式計量，使用權資產按成本減去累計折舊和減值虧損後的金額計量，並根據租賃負債的重新計量進行調整。

本集團合理確定於租賃期完結時可獲得相關租賃資產擁有權之使用權資產，從開始日期至可使用年期完結計算折舊。否則，使用權資產按其估計可使用年期及租賃年期較短者，以直線法計算折舊。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

Leases (continued)**The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (continued)***Right-of-use assets*

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**租賃(續)****本集團為承租方(根據附註2中的過渡條文應用香港財務報告準則第16號)(續)****租賃負債**

於租賃開始日期，本集團以該日未付租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘隱含在租賃中之利率未能明顯確定，本集團則採用租賃開始日期之漸進借貸率。

租賃付款包括：

- 固定付款(包括實質上固定付款)減去任何應收租賃補助；及
- 取決於一項指數或比率之浮動租賃付款，按開始日期之指數或比率初始計量。

於開始日期後，租賃負債按利息增長及租賃付款作調整。

每當出現下列情況，本集團重新計量租賃負債(及對相關使用權資產作出對應調整)：

- 租期已變更或行使購買權之評估變更，在此情況下相關租賃負債按於重新計量當日之已修訂折現率將已修訂租賃付款折現來重新計量。
- 租賃付款變更乃由於按照市場租金檢視之市場租金率變更／根據保證剩餘價值之預期付款變更，在此情況下相關租賃負債按初始折現率將已修訂租賃付款折現來重新計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Leases (continued)****The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (continued)****Lease liabilities**

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**租賃(續)****本集團為承租方(二零一九年一月一日之前)**

經營租賃款項(包括收購經營租賃土地的費用)按直線法於有關租賃期內確認為費用。訂立經營租賃時已收及應收作為獎勵之利益，按直線法於租賃期內確認為租金費用減少。

物業、廠房及設備

物業、廠房及設備是為生產或提供商品或服務或用於行政目的而持有的有形資產。物業、廠房及設備是在綜合財務狀況表中以成本減去其後的累計折舊和其後的累計減值虧損(如有)。

折舊乃確認以於其估計可使用年期內使用直線法撇銷資產項目成本減去其剩餘價值。估計可使用年期、剩餘價值及折舊法均於各報告期末審閱，而任何估計變動的影響均按提前基準入賬。

一項物業、廠房及設備當取消確認時是基於出售或當預期繼續使用該資產將不會產生任何未來經濟利益。該物業、廠房及設備在出售或撤銷時所帶來的收益或虧損是取決於出售之所得款及該資產之賬面值之差額並會在損益表中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Leases (continued)****The Group as a lessee (prior to 1st January, 2019)**

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense on a straight-line basis.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purpose. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**投資物業**

投資物業指為獲得租金收益及／或資本增值。

自二零一九年一月一日起，投資物業還包括租賃物業，於應用香港財務報告準則第16號時確認為使用權資產，並由本集團於經營中轉租租賃。

投資物業初始確認時按成本(包括所有有關的直接支出)計量。於首次確認後，投資物業按公允價值計量調整為不包括任何預付或應計的經營租賃收入。

投資物業之公允價值變動所產生之收益或虧損包括於產生期間之損益。

投資物業於出售時或當投資物業永久地不再使用或當出售該資產預期不會產生任何未來經濟利益時取消確認。自二零一九年一月一日起，如果本集團作為中間出租方將轉租分類為融資租賃，則在應用香港財務報告準則第16號時終止確認為使用權資產的租賃物業。因終止確認該物業而產生的任何損益(按出售所得款項淨額與資產賬面值之間的差額計算)計入終止確認該物業的期間的損益中。

俱樂部會籍

分別購買具有無限期使用年期的俱樂部會籍按成本減任何後續累計減值虧損列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

Effective on 1st January, 2019, investment properties also include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Effective on 1st January, 2019, a leased property which is recognised as a right-of-use asset upon application of HKFRS 16 is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Club memberships

Club memberships with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**物業、廠房及設備減值**

於報告期末，本集團審閱其有限使用年期之物業、廠房及設備的賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計相關資產的可收回金額，以釐定減值虧損的幅度(如有)。

物業、廠房及設備的可收回金額會個別估計。倘不能個別估計可收回金額，則本集團會估計其資產所屬現金產生單位的可收回金額。

此外，本集團評估是否有跡象顯示企業資產可能出現減值。倘出現此跡象，當可識別合理及貫徹一致的分配基準時，企業資產亦會被分配到個別的現金產生單位，否則或會被分配到可識別分配基準屬合理及貫徹一致的最小的現金產生單位組別中。

可收回金額為公允值減出售成本或使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其貼現值，該貼現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產(或現金產生單位)的特定風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Impairment on property, plant and equipment**

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment 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 property, plant and equipment 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.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, 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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**物業、廠房及設備減值(續)**

倘某項資產(或現金產生單位)之可收回金額估計低於其賬面值,則該項資產(或現金產生單位)之賬面值須削減至其可收回金額。減值虧損即時在損益中確認。

倘日後撥回減值虧損,有關資產(或現金產生單位或一個集團的現金產生單位)之賬面值須增加至其經重新估計之可收回金額,惟增加之賬面值不得超出倘有關資產(或現金產生單位或一個小組的現金產生單位)並無於過往年度確認任何減值虧損所應釐定之賬面值。撥回之減值虧損即時在損益中確認。

金融工具

當某集團實體成為工具合約性條文之訂約方時,金融資產及金融負債便會確認。所有透過正常方式買賣的金融資產根據交易日期確認和終止確認。透過正常方式買賣為按照市場規則或慣例所制定之時限內須交付資產的金融資產買賣。

金融資產及金融負債按公允價值首次計量,惟與客戶合約產生的交易應收款項除外,其根據香港財務報告準則第15號計量。因收購或發行金融資產及金融負債而直接應佔之交易成本乃於首次確認時按適用情況加入或扣減自該金融資產或金融負債之公允價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Impairment on property, plant and equipment (continued)**

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) 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 or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

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

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. 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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)**

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃按金融資產之預計年期或適用的較短期間內該項金融資產於首次確認時之賬面淨值之準確折讓估計未來現金收入(包括構成實際利率不可或缺部份已付或已收之一切費用、交易成本及其他溢價或折讓)之利率。

本集團一般業務過程中產生的股息收入呈列為收入。

金融資產*金融資產的分類及其後計量*

符合下列條件之金融資產其後按攤銷成本計量：

- 金融資產旨在為收取合約現金流量的業務模式持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合下列條件之金融資產其後以透過其他全面收益按公允價值處理(「透過其他全面收益按公允價值處理」)列賬的方式計量：

- 金融資產同時以出售及收取合約現金流量為目的之業務模式下持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

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.

Dividend income which are derived from the Group's ordinary course of business are presented as revenue.

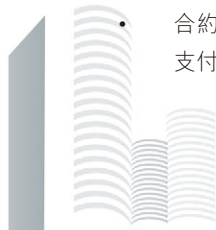
Financial assets*Classification and subsequent measurement of financial assets*

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

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

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

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)***金融資產的分類及其後計量(續)*

所有其他金融資產其後按公平值計入損益計量(「按公平值計入損益計量」)。惟於首次應用香港財務報告準則第9號/初始確認金融資產當日,本集團可不可撤銷地選擇於其他全面收益呈列股本投資公平值之其後變動,倘該等股本投資並非持作買賣,亦非收購方於香港財務報告準則第3號「業務合併」所應用之業務合併中確認之或然代價。

倘符合下列條件,金融資產分類為持作買賣:

- 其獲收購乃主要為於短期內出售;或
- 於初始確認時,其為本集團共同管理之可識別金融工具組合的一部分,並具有短期套利的近期實際模式;或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外,倘如此可消除或大幅減少會計錯配,則本集團可不可撤銷地將須按攤銷成本或按公平值透過其他全面收益按公允價值處理列賬計量之金融資產指定為按公平值計入損益計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)***Classification and subsequent measurement of financial assets (continued)*

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

A financial asset is held for trading if:

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

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)**

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

利息收入就其後按攤銷成本計量之金融資產及其後按公平值計入其他全面收益計量之債務工具／應收款項採用實際利率法確認。利息收入透過將實際利率用於金融資產總賬面值來計算，惟其後已變為信貸減值的金融資產(見下文)除外。就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率用於自下個報告期起計的金融資產攤銷成本來確認。倘信貸減值金融工具的信貸風險降低令金融資產不再維持信貸減值，則利息收入在斷定資產不再維持信貸減值後，透過將實際利率用於自報告期開始起計的金融資產總賬面值來確認。

(ii) 透過其他全面收益按公允價值處理之股本工具

透過其他全面收益按公允價值處理之股本工具(「透過其他全面收益按公允價值處理之股本工具」)投資隨後以公允價值計量而公允價值變動所產生的收益及虧損確認於其他全面收益以及累計於重估儲備；並不須作減值評估。其累計收益或虧損於出售股本投資時將不會重新分類至損益，及將會繼續放置於重估儲備。

該等股本工具投資的股息在本集團確定有權收取股息時於損益確認，除非股息顯然是收回部份投資成本。股息計入在損益之「收入」項目中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)**

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (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.

(ii) Equity instrument designated as at FVTOCI

Investment in equity instrument at fair value through other comprehensive income ("equity instrument at FVTOCI") is subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investment, and will continue to be held in the investment revaluation reserve.

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)***金融資產減值*

本集團就根據香港財務報告準則第9號須予減值的金融資產(包括交易及其他應收款項、應收聯營公司賬款、現金及現金等值及應收貸款)的預期信貸虧損(「預期信貸虧損」)模型確認虧損撥備。預期信貸虧損的金額於各報告日期更新，以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指相關工具於其預計年期內所有可能違約事件產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預計於報告日期後12個月內可能發生的違約事件產生的全期預期信貸虧損部分。評估乃根據本集團過往信貸損失經驗，並就債務人特定因素、一般經濟狀況以及對於報告日期之當時狀況及未來狀況預測的評估作調整。

就本集團一直就交易應收款項確認全期預期信貸虧損。該等資產的預期信貸虧損乃就交易應收賬款進行具合適組別的撥備進行整體評估。

就所有其他工具而言，本集團評估等於12個月預期信貸虧損的虧損撥備，除非當信貸風險自初始確認以來顯著上升，則本集團確認全期預期信貸虧損。是否應以全期預期信貸虧損的評估應確認為基於有重大顯著上升或按初始風險及違約情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)***Impairment of financial assets*

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade and other receivables, amounts due from associates, cash and cash equivalents and loan receivables) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively based on shared credit risk characteristics.

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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)****金融資產減值(續)****(i) 信貸風險大幅增加**

於評估信貸風險是否自初始確認以來已大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團均會考慮合理及有理據的定量及定性資料，包括過往經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加及債務人信用違約交換價格；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期重大惡化；及
- 導致債務人履行其債務責任的能力大幅下降的債務人所在監管、經濟或技術環境的實際或預期重大不利變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

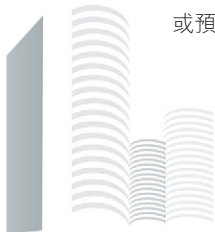
for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)****Impairment of financial assets (continued)****(i) Significant increase in credit risk**

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

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

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)****金融資產減值(續)****(i) 信貸風險大幅增加(續)**

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初始確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。

儘管上文所述，倘於報告日期債務工具的信貸風險釐定為低，本集團假定債務工具的信貸風險自初始確認以來並無大幅提高。倘(i)債務工具違約風險低，(ii)借款人短期內履行合約現金流量責任的能力強勁及(iii)經濟及營商環境較長期的不利變動可能(但未必)會降低借款人履行合約現金流量責任的能力，則債務工具的信貸風險釐定為低。當按照全球理解的定義債務工具的內部或外部信貸評級為「投資級別」，則本集團將視該債務工具的信貸風險為低。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)****Impairment of financial assets (continued)****(i) Significant increase in credit risk (continued)**

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

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

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)****金融資產減值(續)**

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不管以上所述，本集團認為，當金融資產逾期超過90天，則發生違約，除非本集團有合理且可支持的資料證明更滯後的違約標準屬更合適。

(iii) 信貸減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 該金融資產的活躍市場因財務困難而消失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)****Impairment of financial assets (continued)**

(ii) Definition of default

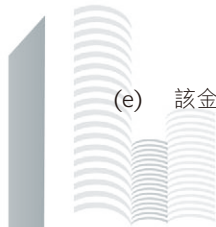
For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the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

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events 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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)****金融資產減值(續)****(iv) 撇銷政策**

當有資料顯示對方處於嚴重財務困難及無實際收回可能(例如, 對方已處於清盤狀態或已進行破產程序)或交易應收款項逾期2年以上(以較早發生者為準), 則本集團撇銷金融資產。經考慮法律意見後(倘合適), 遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

(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(即違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於根據前瞻性資料調整的歷史數據評估。預期信貸虧損的預估乃無偏概率加權平均金額, 以發生違約的風險為權重確定。

一般而言, 預期信貸虧損按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估計, 並按初始確認時釐定的實際利率貼現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)****Impairment of financial assets (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 two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

金融工具(續)**金融資產(續)****金融資產減值(續)**

(v) 預期信貸虧損的計量及確認(續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具的性質(如本集團的交易和其他應收賬款是個別評估。關聯公司的借款會個別地進行預期信貸虧損評估)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部違約損失率倘合適。

分組工作經管理層定期檢討，以確保各組別成份繼續具備類似信貸風險特性。

利息收入按金融資產的總賬面值計算，惟倘金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

Financial instruments (continued)**Financial assets (continued)****Impairment of financial assets (continued)**

(v) Measurement and recognition of ECL (continued)

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

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group. Loans to related parties are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

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.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融資產(續)***取消確認金融資產*

僅當自資產收取現金流量之合約權利屆滿或其將金融資產及資產擁有權之絕大部份的風險及回報轉移至另一實體，本集團方會取消確認金融資產。倘本集團並未轉移亦未保留擁有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團繼續確認其於該資產之保留權益以及其或須支付金額之相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部份風險及回報，則本集團繼續確認金融資產，亦就所收取之款項確認為已抵押借貸。

於取消確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總和之差額於損益內確認。

當取消確認本集團於首次確認時已選擇以透過其他全面收益按公允價值計量的股本工具投資時，其先前累計於投資重估儲備的累計收益或虧損不會分類至損益，但會轉撥至保留溢利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)***Derecognition of financial assets*

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

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

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融負債和股本***分類為債務或股本*

債務及股本工具乃根據合約安排的內容以及金融負債及股本工具的定義分類為金融負債或股本工具。

股本工具

股本工具為證明實體的資產於扣除其所有負債後的剩餘權益的任何合約。本公司所發行的股本工具乃按已收所得款項扣除直接發行成本予以確認。

金融負債按攤銷成本計量

金融負債包括交易應付款項、其他應付款項、租戶按金及應付聯營公司賬款，其後乃使用實際利率法按攤銷成本計量。

取消確認金融負債

本集團之金融負債會於及只會於有關合約所指定之本集團責任遭免除、註銷或屆滿時取消確認。取消確認之金融負債賬面值與已付或應付代價間之差額於損益確認。

本集團與金融負債的貸方進行交易並以實質上不同的條款作為撤銷原本金融負債和新金融負債的確認。對現有財務負債或其部份條款(無論是否歸因於本集團的財務困難)進行重大修改，視為撤銷原本金融負債和承認新的金融負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

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 an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade creditors, other creditors, tenants deposits and amounts due to associates are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**金融工具(續)****金融負債和股本(續)***取消確認金融負債(續)*

本集團認為，倘若根據新條款現金流量的貼現現值(包括扣除收取的任何費用減去支出的淨額，並使用原來有效利率貼現)差額至少10%，條款將與原本金融負債剩餘現金流量的貼現現值大有不同。因此，這種債務工具的交換或條款的修改被記作作為債務撤銷，所產生的任何成本或費用都確認為債務撤銷的一部分。如果這種差額低於10%，則交換或修改被視為非實質性修改。

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」)進行之交易按交易當日之適用匯率換算為其功能貨幣確認。於報告期末，以外幣為列值之貨幣項目均按當日之適用匯率重新換算。按公允價值以外幣列值之非貨幣項目乃按於公允價值釐定當日之適用匯率重新換算。按外幣歷史成本計量之非貨幣項目不會重新換算。

貨幣項目結算及貨幣項目的重新換算所產生之匯兌差額均於產生期間於損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial liabilities and equity (continued)***Derecognition of financial liabilities (continued)*

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10%.

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**外幣(續)**

就呈列綜合財務報表而言，本集團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)，而其收入及費用乃按該年度之平均匯率進行換算，除非匯率於該期間內出動大幅波動則作別論，於此情況下，則採用交易當日之適用匯率。所產生之匯兌差額(如有)乃確認於其他全面收益及累計於權益內之匯兌浮動儲備。

退休福利費用

向定額供款退休福利計劃的供款於僱員提供有權享有供款之服務時列為費用。

稅項

所得稅支出乃指本期應付稅項加上遞延稅項之總額。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與「除稅前溢利」不同，此乃由於前者不包括在其他年度應課稅或可扣稅收入或開支，以及從未課稅或可扣稅之項目。本集團之即期稅項負債乃按報告期末已頒佈或實質頒佈之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Foreign currencies (continued)**

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Retirement benefit costs

Payments to the defined contribution retirement benefit plans are recognised as an expense when employees have rendered services entitling them to the contributions.

Taxation

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

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



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)**稅項(續)**

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所用相應稅基間之臨時差額確認。所有暫時應課稅差額一般都會確認為遞延稅項負債。遞延稅項資產則於應課稅溢利有可能抵銷可扣稅暫時差額予以確認。但倘若有關暫時差額是由初步確認(非業務合併)既不影響應課稅溢利亦不影響會計溢利的交易的其他資產和負債所引起，則不會確認該等遞延資產和負債。

遞延稅項負債乃按因於附屬公司及聯營公司之投資而引致之應課稅臨時差異而確認，惟若本集團可控制臨時差異之逆轉，以及臨時差異可能不會於可見將來逆轉者除外。與該等投資及權益相關的可扣減臨時差額所產生的遞延稅項資產，僅在按可能出現可利用臨時差額扣稅之足夠應課稅溢利時，並預期於可見將來撥回時確認。

遞延稅項資產之賬面值會於報告期末審核，並調低至再無可能有足夠應課稅溢利足以撥回全部或部分資產。

遞延稅項資產及負債乃以預期於償付負債或變現資產之期間應用之稅率，根據於報告期末已頒佈或實質上已頒佈之稅率(及稅法)計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)**Taxation (continued)**

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

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

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 in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

3. 重要會計政策(續)

稅項(續)

遞延稅項負債及資產之計量反映本集團預期於報告期末將出現的稅務後果，以收回或清償資產及負債之賬面值。

就計量以公允價值模式計量的投資物業的遞延稅項負債或遞延稅項資產而言，除非假定被推翻，否則有關物業的賬面值被假定為可通過出售全數收回。倘有關投資物業為可折舊而其相關業務模式的目的乃隨著時間實質地消耗，通過使用而非出售消耗該投資物業內所包含的絕大部分經濟利益，則有關假定被駁回。

即期及遞延稅項於損益確認，惟當其與於其他全面收益確認或直接於權益確認之項目有關時，在此情況下，即期及遞延稅項亦會分別於其他全面收益或直接於權益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

3. Significant Accounting Policies (continued)

Taxation (continued)

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

4. 不確定性估計之主要來源

於應用本集團之會計政策(如附註3所述)時，董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。所作出之估計及相關假設乃以過往經驗及其他被視為相關之因素為基準。實際結果可能與該等估計有異。

估計及相關假設乃以持續基準被審閱。倘對會計估計之修訂僅影響進行修訂之期間，則於該期間確認，或倘修訂會影響目前及未來期間，則會於審閱及未來期間確認。

公允價值計量及估值過程

就財務報告目的而言，若干本集團之資產按公允價值計量。本公司的財務總監需決定公允價值計量之適當估值方法及參數。

於估計一項資產的公允價值時，本集團使用可供參考的市場可觀察數據。倘並無第一級參數，本集團委聘第三方擁有認可資格的評估師(「評估師」)進行估值。本公司的財務總監與評估師仔細地合作，為模型制定適當估值方法及參數。財務總監每半年向本公司之董事會報告調查結果，以解釋資產公允價值波動的原因。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

4. 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 judgments, 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.

Fair value measurements and valuation processes

Some of the Group's assets are measured at fair value for financial reporting purposes. The Financial Controller of the Company determines the appropriate valuation techniques and inputs for fair value measurements. Significant judgments are used to determining the fair value of these assets.

In estimating the fair value of an asset, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent and qualified professional valuer (the "Valuer") to perform the valuation. The Financial Controller of the Company works closely with the Valuer to establish the appropriate valuation techniques and inputs to the model. The Financial Controller reports the findings to the board of directors of the Company every half year to explain the cause of fluctuations in the fair value of the assets.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

4. 不確定性估計之主要來源(續)

公允價值計量及估值過程(續)

本集團使用包含並非基於市場可觀察數據的參數之估值方法估計投資物業及分類為透過其他全面收益按公允價值處理之股本工具之非上市股本證券。

釐定投資物業公平值時，涉及重大判斷(包括租期收益率，復歸收益率及市場單位租金)的假設及主要參數均會被採納。

釐定主要從事物業投資的透過其他全面收益按公允價值處理之股本工具時，涉及重大判斷(包括租期收益率，復歸收益率，市場單位租金及少數股東貼現率)的假設及主要參數均會被採納。

附註15及29(c)提供於釐定不同資產公允價值時所使用的有關估值方法、參數及主要假設的詳細資料。

應收貸款的預期信貸虧損之撥備

本集團根據應收貸款拖欠和損失的可能性決定向每一個應收貸款個別地評估預期信貸虧損。

於決定預期信貸虧損時，本集團委聘評估師進行估值。根據每一個借款人和擔保人的背景、以往還款記錄和其他相關和合理的資料。本公司的財務總監與評估師仔細地合作，為模型制定適當估值方法及參數。並於每一個報告日重新評估模型制定適當估值方法及參數及考慮其他相關及合理的資料。

預期信貸虧損撥備對估計變動尤為敏感。有關預期信貸虧損及本集團應收貸款的資料分別於附註29(b)披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

4. Key Sources of Estimation Uncertainty (continued)

Fair value measurements and valuation processes (continued)

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties and unlisted equity securities classified as equity instrument at FVTOCI.

When determine the fair values of investment properties, assumptions and key inputs that involve significant judgments, including term yield, revisionary yield and market unit rent, were adopted.

When determine the fair value of equity instrument at FVTOCI, which is principally engaged in property investment, assumptions and key inputs that involve significant judgments, including term yield, revisionary yield, market unit rent and minority discount rate, were adopted.

Notes 15 and 29(c) provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of these assets.

Provision of ECL for loan receivables

The Group determines the ECL for loan receivables based on probability of default and loss given default for each individual loan as each of them have different loss patterns.

In determining the ECL, the Group engages the Valuer to perform the calculation of ECL taking into account on each of the borrower and their guarantor's background, repayment history of their loans and forward-looking information that is reasonable and supportable available without undue costs or effort. The Financial Controller of the Company works closely with the Valuer to determine the appropriate default rate and loss given default rate. At every reporting date, the probability of default and loss given default are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. Information about the ECL and the Group's loan receivables is disclosed in note 29(b).



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

5a. 收入及分部資料

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

5a. Revenue and Segment Information

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
投資物業的固定租金收入	Rental income from investment properties that is fixed	49,532	49,633
物業管理費	Estate management fees	4,912	7,321
來自透過其他全面收益按公允價值處理之股本工具的股息收入	Dividend income from equity instrument at FVTOCI	1,500	1,500
		55,944	58,454

物業管理費的收入於一段時間內確認。本集團已選擇以實際而又適當地應用香港會計準則確認物業管理費的收入，根據相關租賃合約的條款之權力，預先提交發票收取每月固定的物業管理費。按照香港會計準則第15號規定，截止二零一九年及二零一八年十二月三十一日並不披露剩餘物業管理費之所需攤分的合約履約義務。

本公司的執行董事已確認為最高的營運決策者。執行董事考慮本集團之業務後，認為本集團物業租賃及物業管理為同類單一之營運分部。因此，既無對本集團的收入、業績以及資產及負債作分部分析。

於二零一九年十二月三十一日，除聯營公司之權益，透過其他全面收益按公允價值處理之股本工具及應收貸款外，位於香港之非流動資產總值為1,332,523,000港元(二零一八年：1,328,978,000港元)，位於中華人民共和國(「中國」)之非流動資產總值為56,392,000港元(二零一八年：58,835,000港元)。

Revenue from estate management fees is recognised over time. The Group applied the practical expedient in HKFRS to recognise revenue in the amount that the Group has the right to invoice based on the terms of the relevant lease agreements in which the Group bills a fixed monthly amount in advance. As permitted under HKFRS 15, the transaction price of estate management services allocated to the remaining performance obligations as at 31st December, 2019 and 2018 is not disclosed.

The executive directors of the Company have been identified as the chief operating decision maker. The executive directors regard the Group's business as a single operating segment, which is property leasing and estate management and reviews financial information accordingly. Therefore, no segment analysis of the Group's revenue, results assets and liabilities are presented.

As at 31st December, 2019, other than interests in associates, equity instrument at FVTOCI and loan receivables, the total of non-current assets located in Hong Kong is HK\$1,332,523,000 (2018: HK\$1,328,978,000), and the total of non-current assets located in the People's Republic of China ("PRC") is HK\$56,392,000 (2018: HK\$58,835,000).



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

5b. 主要客戶之資料

佔本集團總收入10%以上的相應年份的投資物業租金相關的客戶收入如下：

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
客戶A	Customer A	6,425	N/A ¹
客戶B	Customer B	6,143	N/A ¹
客戶C	Customer C	5,886	8,115

¹ 相應的收入佔不超過本集團總收入的10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

5b. Information About Major Customers

Revenue from customers relating to rents from investment properties of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
Customer A	Customer A	6,425	N/A ¹
Customer B	Customer B	6,143	N/A ¹
Customer C	Customer C	5,886	8,115

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

6. 其他收入

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
銀行利息收入	Bank interest income	3,246	4,456
貸款利息收入	Loan interest income	17,867	5,787
其他	Others	430	338
		21,543	10,581



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

7. 其他收益及虧損

7. Other Gains and Losses

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
淨匯兌虧損	Net exchange loss	(2,227)	(417)
出售物業、廠房及設備之利益	Gain on disposal of property, plant and equipment	-	2
		(2,227)	(415)

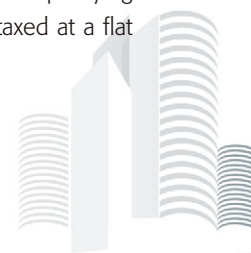
8. 所得稅支出

8. Income Tax Expenses

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
香港所得稅	Hong Kong Profits Tax		
本年度	Current year	4,027	3,148
過往年度(超額撥備)撥備不足	(Over) under provision in prior years	(9)	50
		4,018	3,198
遞延稅項(附註23)	Deferred taxation (note 23)	(361)	2,616
本年度所得稅支出	Income tax expenses for the year	3,657	5,814

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)，其引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首二百萬港元溢利將按8.25%的稅率徵稅，而超過二百萬港元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅制度的集團實體溢利將繼續按16.5%的統一稅率徵稅。

On 21st March, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28th March, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

8. 所得稅支出(續)

本年度所得稅支出與綜合損益表內除稅前溢利之對照如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

8. Income Tax Expenses (continued)

The income tax expenses for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
除稅前溢利	Profit before taxation	61,671	118,561
按香港所得稅稅率16.5%計算之稅項 (二零一八年：16.5%)	Tax at the Hong Kong Profits Tax of 16.5% (2018: 16.5%)	10,176	19,563
不同稅率之影響	Effect of different tax rate	795	62
不可扣稅開支之稅項 影響	Tax effect of expenses not deductible for tax purpose	177	277
非課稅收入之稅項影響	Tax effect of income not taxable for tax purpose	(4,279)	(3,209)
應佔聯營公司溢利之稅項影響	Tax effect of share of profit of associates	(1,480)	(9,290)
過往年度(超額撥備)撥備不足	(Over) under provision in prior years	(9)	50
未確認稅項虧損之稅項影響	Tax effect of tax losses not recognised	6	7
動用過往未確認稅項虧損 之稅項影響	Tax effect of utilisation of tax losses not recognised	(1,551)	(1,225)
按所得稅之低稅率計算	Income tax at recessionary rate	(165)	(165)
其他	Others	(13)	(256)
本年度所得稅支出	Income tax expenses for the year	3,657	5,814



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

9. 本年度溢利

9. Profit for the Year

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
本年度溢利已扣除：	Profit for the year has been arrived at after charging:		
物業、廠房及設備折舊	Depreciation of property, plant and equipment	85	454
攤銷土地使用權之 預付租賃款	Amortisation of prepaid lease payments on land use rights	-	114
折舊和攤銷總額	Total depreciation and amortisation	85	568
薪金及其他費用	Salaries and other costs	13,426	12,648
退休福利費用	Retirement benefit costs	300	340
員工費用總額	Total staff costs	13,726	12,988
產生租金收入之投資物業的 直接營運費用	Direct operating expenses of investment properties that generated rental income	9,160	8,868
並無產生租金收入之投資物業的 直接營運費用	Direct operating expenses of investment properties that did not generate rental income	356	191
核數費用	Audit fee	1,273	1,236



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

10. 董事酬金

已付或應付予7位(二零一八年:8位)董事之酬金如下:

執行董事	Executive Directors
李成偉	Patrick Lee Seng Wei
李樹賢(附註a)	Lee Shu Yin (Note a)
勞景祐	Edwin Lo King Yau
杜燦生	Tao Tsan Sang

獨立非執行董事	Independent Non-Executive Directors
李澤雄	Li Chak Hung
蔡健民	Choi Kin Man
楊麗琛	Lisa Yang Lai Sum

上述顯示之獨立非執行董事酬金主要關於彼等作為本公司及/或其附屬公司之董事之服務。

總額

Total

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

10. Directors' Emoluments

The emoluments paid or payable to each of the seven (2018: eight) directors were as follows:

董事袍金 Directors' fees 千港元 HK\$'000	二零一九年 2019			退休福利 計劃供款 Retirement scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000
	薪金/ 服務費及 其他福利 Salaries/ service fees and other benefits 千港元 HK\$'000	與業績 有關之獎金 Performance related incentive payments 千港元 HK\$'000			
	10	325	362	-	697
	10	2,275	2,032	18	4,335
	10	-	-	-	10
	10	218	272	20	520
	40	2,818	2,666	38	5,562

上述顯示之執行董事酬金主要關於彼管理本公司及本集團事務之服務。

The Executive Directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

	10	118	-	-	128
	10	92	-	-	102
	10	92	-	-	102
	30	302	-	-	332

The Independent Non-Executive Directors' emoluments shown above were for their services as directors of the Company and/or its subsidiaries.

5,894

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

10. 董事酬金(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

10. Directors' Emoluments (continued)

		二零一八年 2018				
		薪金/ 服務費及 其他福利 Salaries/ service fees and other benefits 千港元 HK\$'000	與業績 有關之獎金 Performance related incentive payments 千港元 HK\$'000	退休福利 計劃供款 Retirement benefits scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000	
執行董事	Executive Directors					
李成偉	Patrick Lee Seng Wei	10	319	372	–	701
李樹賢(附註a)	Lee Shu Yin (Note a)	10	2,000	167	18	2,195
勞景祐	Edwin Lo King Yau	10	–	–	–	10
杜燦生	Tao Tsan Sang	10	211	249	19	489
		40	2,530	788	37	3,395

上述顯示之執行董事酬金主要關於彼管理本公司及本集團事務之服務。

The Executive Directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

非執行董事

Non-Executive Director

李成輝(附註b)

Lee Seng Hui (Note b)

		–	–	–	–	–
		–	–	–	–	–

上述顯示之非執行董事酬金主要關於彼等管理本公司及本集團事務之服務。

The Non-Executive Directors' emoluments shown above were for his services in connection with the management of the affairs of the Company and the Group.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

10. 董事酬金(續)

獨立非執行董事李澤雄
蔡健民
楊麗琛**Independent
Non-Executive Directors**Li Chak Hung
Choi Kin Man
Lisa Yang Lai Sum

	10	111	–	–	121
	10	86	–	–	96
	10	86	–	–	96
	30	283	–	–	313

上述顯示之獨立非執行董事酬金主要關於彼等作為本公司及／或其附屬公司之董事之服務。

總額	Total				3,708
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附註：

- (a) 於二零一八年一月四日獲委任。
(b) 於二零一八年一月四日辭任。

李成偉先生及李樹賢先生分別履行本公司主席及行政總裁之職責，及於以上披露之酬金包括其作為主席及行政總裁提供服務之酬金。

於截至二零一九年及二零一八年十二月三十一日止年度，並無董事放棄任何酬金。

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

10. Directors' Emoluments (continued)

董事袍金 Directors' fees 千港元 HK\$'000	二零一八年 2018			退休福利 計劃供款 Retirement benefits scheme contributions 千港元 HK\$'000	總計 Total 千港元 HK\$'000
	薪金/ 服務費及 其他福利 Salaries/ service fees and other benefits 千港元 HK\$'000	與業績 有關之獎金 Performance related incentive payments 千港元 HK\$'000			
	10	111	–	–	121
	10	86	–	–	96
	10	86	–	–	96
	30	283	–	–	313

The Independent Non-Executive Directors' emoluments shown above were for their services as directors of the Company and/or its subsidiaries.

Notes:

- (a) Appointed on 4th January, 2018.
(b) Resigned on 4th January, 2018.

Mr. Patrick Lee Seng Wei and Mr. Lee Shu Yin perform the function of the chairman and chief executive of the Company respectively and their emoluments disclosed above include those for services rendered by the chairman and chief executive.

None of the Directors waived any emoluments in the years ended 31st December, 2019 and 2018.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

11. 僱員酬金

本集團五位最高酬金人士2位(二零一八年:2位)為本集團之董事,其酬金已包括於上述附註10。其餘3位(二零一八年:3位)人士截至二零一九年十二月三十一日止年度之酬金如下:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
薪金及其他福利	Salaries and other benefits	2,368	2,124
與業績有關之獎金	Performance related incentive payments	166	111
退休福利計劃供款	Retirement benefits scheme contributions	51	51
		2,585	2,286

該等人士之酬金分佈如下:

		二零一九年 2019 僱員數目 Number of employees	二零一八年 2018 僱員數目 Number of employees
0港元-1,000,000港元	Nil to HK\$1,000,000	3	3

本集團之薪酬政策按現行市場薪酬水平及各相關集團公司及個別僱員之表現釐定。於這兩年內,本集團並無支付任何酬金予該五名最高薪之人士作為鼓勵彼等加入本集團之報酬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

11. Employees' Emoluments

Of the five individuals with the highest emoluments in the Group, there are two (2018: two) directors of the Group whose emoluments are included in note 10 above. The emoluments of the three (2018: three) individuals for the year ended 31st December, 2019 are as follows:

The emoluments of the individual are within the following bands:

The remuneration policies of the Group are based on the prevailing remuneration level in the market and the performance of respective group companies and individuals employees. During both years, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

12. 每股盈利

本公司股東應佔之每股基本盈利乃按下列數據計算：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

12. Earnings Per Share

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
盈利	Earnings		
用以計算每股基本盈利之溢利 (本公司股東應佔本年度溢利)	Earnings for the purpose of basic earnings per share (profit for the year attributable to the owners of the Company)	58,014	112,747
		二零一九年 2019 千 '000	二零一八年 2018 千 '000
股數	Number of shares		
用以計算每股基本盈利之 普通股數目	Number of ordinary shares for the purpose of basic earnings per share	1,241,055	1,241,055

由於二零一九年度及二零一八年度內並沒有發行在外的潛在普通股，因此於二零一九年度及二零一八年度，並沒有呈列每股攤薄盈利。

No diluted earnings per share for both 2019 and 2018 were presented as there were no potential ordinary shares in issue for both 2019 and 2018.

13. 股息

13. Dividends

		二零一九年 2019 千港元 '000	二零一八年 2018 千港元 '000
於年度內確認分派之股息：	Dividend recognised as distributions during the year:		
已付二零一八年之中期股息 (代替末期股息)為每股10港仙 (二零一八年：已付二零一七年 第二次中期股息為每股25港仙)	An interim dividend (in lieu of a final dividend) for 2018 paid of HK10 cents (2018: second interim dividend for 2017 paid of HK25 cents) per share	124,106	310,263

於報告期末後，董事批准根據截至二零一九年十二月三十一日止發行股份數目派發中期股息(代替末期股息)每股2.5港仙，合計總額為31,026,000港元(二零一八年：每股10港仙)。

Subsequent to the end of the reporting period, an interim dividend (in lieu of a final dividend) of HK\$31,026,000, representing HK2.5 cents per share, based on the number of shares in issue as at 31st December, 2019 (2018: HK10 cents per share) has been approved by the Directors.

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

14. 物業、廠房及設備

14. Property, Plant and Equipment

		租賃土地 及建築物 Leasehold land and buildings 千港元 HK\$'000	辦公室設備 Office equipment 千港元 HK\$'000	傢俬及裝置 Furniture and fixtures 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	總計 Total 千港元 HK\$'000
成本值	COST					
於二零一八年一月一日	At 1st January, 2018	3,813	2,274	16,256	379	22,722
幣值換算調整	Currency translation difference	–	–	(1)	–	(1)
轉移至投資物業	Transfer to investment properties	(2,848)	–	–	–	(2,848)
購置	Additions	–	182	–	–	182
出售	Disposals	–	(224)	(16)	–	(240)
於二零一八年 十二月三十一日	At 31st December, 2018	965	2,232	16,239	379	19,815
幣值換算調整	Currency translation difference	–	–	(1)	–	(1)
購置	Additions	–	139	20	–	159
於二零一九年 十二月三十一日	At 31st December, 2019	965	2,371	16,258	379	19,973
折舊	DEPRECIATION					
於二零一八年一月一日	At 1st January, 2018	645	2,155	15,896	379	19,075
幣值換算調整	Currency translation difference	–	–	(1)	–	(1)
本年度計提	Provided for the year	56	50	348	–	454
轉移至投資物業	Transfer to investment properties	(463)	–	–	–	(463)
於出售時撇除	Eliminated from disposals	–	(167)	(16)	–	(183)
於二零一八年 十二月三十一日	At 31st December, 2018	238	2,038	16,227	379	18,882
幣值換算調整	Currency translation difference	–	–	(1)	–	(1)
本年度計提	Provided for the year	18	61	6	–	85
於二零一九年 十二月三十一日	At 31st December, 2019	256	2,099	16,232	379	18,966
賬面值	CARRYING VALUES					
於二零一九年 十二月三十一日	At 31st December, 2019	709	272	26	–	1,007
於二零一八年 十二月三十一日	At 31st December, 2018	727	194	12	–	933

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

14. 物業、廠房及設備(續)

以上項目為物業、廠房及設備之折舊以直線法，按該資產成本值減以殘值及估計其可使用年期撇銷，採用之折舊年率如下：

租賃土地
Leasehold land

建築物
Buildings

辦公室設備
Office equipment

傢俬及裝置
Furniture and fixtures

汽車
Motor vehicles

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

14. Property, Plant and Equipment (continued)

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

按租約剩餘年期
Over the unexpired lease term

30至50年
30 to 50 years

20%
20%

20%
20%

20–25%
20–25%



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業

本集團根據經營租賃出租以每月支付租金的各種住宅物業、商業物業和停車場。租賃通常為期最初的一到六年，並具有單方面權利將租賃延長至僅由承租方持有的初始期以外。如果承租方行使延期選擇權，則大多數租賃合約均包含市場審查條款。

租賃合約不包含剩餘價值擔保和/或承租方在租賃期末購買該物業的選擇權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties

The Group leases out various residential properties, commercial properties and car parks under operating leases with rentals payable monthly. The leases typically run for an initial period of one to six years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
於年初	At the beginning of the year	1,376,380	1,326,939
從土地使用權轉入	Transfer from land use rights	-	19,804
從物業、廠房及設備轉入	Transfer from property, plant and equipment	-	5,004
幣值換算調整	Currency translation difference	(1,861)	(998)
公允價值變動	Change in fair values	9,128	25,631
於年末	At the end of the year	1,383,647	1,376,380



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業(續)

本集團之投資物業於轉撥之日期及二零一九年十二月三十一日之公允價值乃由與本集團無任何關連的獨立合資格專業評估師－普敦國際評估有限公司於當日進行估值。於估計物業的公允價值時，物業的最高及最佳用途為其當前用途。

該估值主要基於投資法，計入現行租金及日後的租賃回報收入潛力。

就目前空置的物業而言，估值乃按每一個物業權益及參考直接比較法，基於按一般租約條款的假定合理市場租金的市值。過往年度所用估值方法並無變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties (continued)

The fair values of the Group's investment properties at the date of transfer and on 31st December, 2019 have been arrived at on the basis of a valuation carried out on that dates by Norton Appraisals Holdings Limited, a firm of independent and qualified professional valuers not connected with the Group. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The valuation was principally based on investment method by taking into account the current rents passing and the reversionary income potential of tenancies.

For the properties which are currently vacant, the valuation was based on each of the property interests by capitalisation of the hypothetical and reasonable market unit rents with a typical lease term and also make reference to the direct comparison approach. There has been no change from the valuation technique used in the prior year.

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
所有投資物業位於中國及香港， 並按其租約分析如下：	Investment properties are all located in the PRC and Hong Kong and comprise properties held under:		
長期租約	Long-term lease	1,160,397	1,169,130
中期租約	Medium-term lease	223,250	207,250
		1,383,647	1,376,380



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業(續)

下表提供有關根據公允價值計量的輸入參數的可觀察程度如何釐定重大投資物業的公允價值(特別是所使用的估值方法及參數),及公允價值計量所劃分的公允價值級別水平(一至三級)的資料。

本集團所持有投資物業 Investment properties held by the Group	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於香港之住宅物業 Residential properties in Hong Kong	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數為: The key inputs are: (1) 租期收益率: Term yield; (2) 復歸收益率;及 Reversionary yield; and (3) 個別單位的市場單位租金 Market unit rent of individual unit	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為2%至2.5%(二零一八年: 2%至2.5%)。 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 2% to 2.5% (2018: 2% to 2.5%). 復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為2.25%至3%(二零一八年: 2.5%至3%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 2.25% to 3% (2018: 2.5% to 3%). 市場單位租金與直接市場類似者相比較,並考慮到地點及其他個別因素(例如:銜接道路、物業大小及設施)。平均市場單位租金介乎約每平方米每月50港元至每平方米每月56.5港元(二零一八年:每平方米每月31港元至每平方米每月52港元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is from around HK\$50 sq.ft./month to HK\$56.5 sq.ft./month (2018: HK\$31 sq.ft./month to HK\$52 sq.ft./month).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value. 市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties (continued)

The following table gives information about how the fair values of the major investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業(續)

本集團所持有投資物業 Investment properties held by the Group	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於香港之商用物業 Commercial properties in Hong Kong	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數為： The key inputs are: (1) 租期收益率： Term yield; (2) 復歸收益率；及 Reversionary yield; and (3) 個別單位的市場單位租金 Market unit rent of individual unit	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為2.75%至5%(二零一八年：2.75%至5%)。 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 2.75% to 5% (2018: 2.75% to 5%). 復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為3.25%至5.5%(二零一八年：3.25%至5.5%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 3.25% to 5.5% (2018: 3.25% to 5.5%). 市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金介乎約每平方尺每月10港元至每平方尺每月200港元(二零一八年：每平方尺每月18港元至每平方尺每月200港元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is from around HK\$10 sq.ft./month to HK\$200 sq.ft./month (2018: HK\$18 sq.ft./month to HK\$200 sq.ft./month).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value. 市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties (continued)



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業(續)

本集團所持有投資物業 Investment properties held by the Group	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於香港之車位 Carparks in Hong Kong	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數為： The key inputs are:	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為2%(二零一八年：2%)。 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 2% (2018: 2%).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value.
		(1) 租期收益率： Term yield;	復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為2.5%(二零一八年：2.5%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 2.5% (2018: 2.5%).	復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value.
		(2) 復歸收益率；及 Reversionary yield; and		
		(3) 個別單位的市場單位租金 Market unit rent of individual unit	市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金約每月2,200港元(二零一八年：約每月2,200港元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage and facilities. The average market unit rent is around HK\$2,200/month (2018: around HK\$2,200/month)	市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties (continued)



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業(續)

本集團所持有投資物業 Investment properties held by the Group	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於中國之住宅物業 Residential properties in PRC	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數為： The key inputs are: (1) 租期收益率： Term yield; (2) 復歸收益率；及 Reversionary yield; and (3) 個別單位的市場單位租金 Market unit rent of individual unit	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為1.25%至2.5%(二零一八年：1.5%至2.5%)。 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 1.25% to 2.5% (2018: 1.5% to 2.5%). 復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為1.75%至3%(二零一八年：2%至3%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 1.75% to 3% (2018: 2% to 3%). 市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金介乎約每平方米每月人民幣130元至每平方米每月人民幣210元(二零一八年：每平方米每月人民幣140元至每平方米每月人民幣200元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is from around RMB130 sq.m./month to RMB210 sq.m./month (2018: RMB140 sq.m./month to RMB200 sq.m./month).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value. 市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties (continued)



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

15. 投資物業(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

15. Investment Properties (continued)

本集團所持有投資物業 Investment properties held by the Group	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於中國之商業物業 Commercial properties in PRC	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數： The key inputs are: (1) 租期收益率： Term yield; (2) 復歸收益率；及 Reversionary yield; and (3) 個別單位的市場單位租金 Market unit rent of individual unit	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為3.5%(二零一八年：3.5%)。 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 3.5% (2018: 3.5%). 復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為4%(二零一八年：4%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 4% (2018: 4%). 市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金約每平方米每月人民幣140元(二零一八年：每平方米每月人民幣137元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is around RMB140 sq.m./month (2018: RMB137 sq.m./month).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value. 市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

16. 土地使用權

16. Land Use Rights

二零一八年
2018
千港元
HK\$'000

於年初	At the beginning of the year	10,151
轉撥至投資物業	Transfer to investment properties	(10,037)
攤銷	Amortisation	(114)
於年末	At the end of the year	—

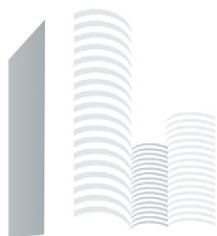
17. 於聯營公司之權益

17. Interests in Associates

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
投資成本，非上市	Cost of investments, unlisted	223,816	223,816
應佔收購後之溢利及 其他全面收益， 除股息後	Share of post-acquisition profits and other comprehensive income, net of dividends received	2,466,864	2,457,897
		2,690,680	2,681,713

有關於二零一九年及二零一八年十二月三十一日
之主要聯營公司的詳情載於附註32(b)。

Details of the principal associates as at 31st December, 2019 and 2018
are set out in note 32(b).



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

17. 於聯營公司之權益(續)

重大聯營公司之財務資料概要**Zeta Estates Limited****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

17. Interests in Associates (continued)

Summarised financial information of material associate**Zeta Estates Limited**

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
流動資產	Current assets	1,820,853	2,137,521
非流動資產	Non-current assets	6,992,901	6,959,884
流動負債	Current liabilities	(477,567)	(686,997)
非流動負債	Non-current liabilities	(1,331,662)	(1,373,666)
上述資產和負債金額 包括以下內容：	The above amounts of assets and liabilities include the following:		
投資物業	Investment properties	6,990,820	6,959,100
現金及現金等值	Cash and cash equivalents	62,754	181
流動金融負債(不包含交易及 其他應付款項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	(296,598)	(627,320)
非流動負債(不包含交易及 其他應付款項及撥備)	Non-current liabilities (excluding trade and other payables and provisions)	(1,331,662)	(1,373,666)
收入	Revenue	300,793	408,329
投資物業公允價值變動	Change in fair value of investment properties	33,320	85,200
本年度全面(費用)收益 總額	Total comprehensive (expenses) income for the year	(32,218)	100,083
於本年度來自Zeta Estates Limited 的股息	Dividends from Zeta Estates Limited during the year	-	98,990

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

17. 於聯營公司之權益(續)

重大聯營公司之財務資料概要(續)**Zeta Estates Limited(續)**

上述財務資料概要與綜合財務報表中確認的Zeta Estates Limited權益的賬面值對賬如下：

Zeta Estates Limited之淨資產	Net assets of Zeta Estates Limited
本集團於Zeta Estates Limited賬面值的權益(佔本集團權益比例33.33%)	Carrying amount of the Group's interest in Zeta Estates Limited (Proportion of the Group's ownership interest of 33.33%)

個別非重要聯營公司綜合資料：

本集團佔本年度全面收益總額	The Group's share of total comprehensive income for the year
本集團於該等聯營公司的權益賬面總值	Aggregate carrying amount of the Group's interests in these associates

聯營公司主要之非流動資產為位於香港之投資物業合計為7,803,820,000港元(二零一八年：7,745,100,000港元)，其中2,736,773,000港元(二零一八年：2,712,700,000港元)歸於本集團。下表提供有關根據公允值計量輸入參數用以確定於聯營公司投資物業之公允價值及公允價值計量所劃分之水平(一至三級)，並根據投入可觀察之重要參數用以作出公允價值量計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

17. Interests in Associates (continued)

Summarised financial information of material associate (continued)**Zeta Estates Limited (continued)**

Reconciliation of the above summarised financial information to the carrying amount of the interest in Zeta Estates Limited recognised in the consolidated financial statements:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
7,004,525	7,036,742
2,334,842	2,345,581

Aggregate information of associates that are not individually material:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
19,707	22,941
355,838	336,132

The major non-current assets of the associates' investment properties in Hong Kong amounting to HK\$7,803,820,000 (2018: HK\$7,745,100,000) of which HK\$2,736,773,000 (2018: HK\$2,712,700,000) was attributable to the Group. The following table shows the valuation techniques and inputs used in the determination of fair values for investment properties of associates as well as fair value hierarchy in which the fair value measurement are categorised (Levels 1 to 3) based on the degree to which significant inputs used in the fair value measurements is observable.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

17. 於聯營公司之權益(續)

17. Interests in Associates (continued)

本集團所持有投資物業 Investment properties held by the associates	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於香港之商用物業 Commercial properties in Hong Kong	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數為： The key inputs are: (1) 租期收益率： Term yield; (2) 復歸收益率；及 Reversionary yield; and (3) 個別單位的市場單位租金 Market unit rent of individual unit	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為2.25%至2.5% (二零一八年：2.5%至3%)。 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 2.25% to 2.5% (2018: 2.5% to 3%). 復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為2.75%至3% (二零一八年：3%至3.5%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 2.75% to 3% (2018: 3% to 3.5%). 市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金介乎約每平方尺每月29港元至每平方尺每月55港元(二零一八年：每平方尺每月31港元至每平方尺每月64港元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is from around HK\$29 sq.ft./month to HK\$55 sq.ft./month (2018: HK\$31 sq.ft./month to HK\$64 sq.ft./month).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value. 市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

17. 於聯營公司之權益(續)

17. Interests in Associates (continued)

本集團所持有投資物業 Investment properties held by the associates	公允價值 級別 Fair value hierarchy	估值方法及 主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
位於香港之工廈 Industrial properties in Hong Kong	第三級 Level 3	投資法(租期復歸法) Investment method (term and reversionary approach) 主要參數為： The key inputs are: (1) 租期收益率： Term yield; (2) 復歸收益率；及 Reversionary yield; and (3) 個別單位的市場單位租金 Market unit rent of individual unit	租期收益率(考慮到可比較物業產生的收益率及反映保證及將收取的租期收入的確定性的調整)為3%至3.5%(二零一八年：3%至3.5%)。 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 3% to 3.5% (2018: 3% to 3.5%). 復歸收益率(考慮到單位市場年度租金收入及可比較物業的單位市值)為3.5至4%(二零一八年：3.5%至4%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 3.5% to 4% (2018: 3.5% to 4%). 市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金介乎約每平方尺每月8.6港元至每平方尺每月36港元(二零一八年：每平方尺每月8.5港元至每平方尺每月15.4港元)。 Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is from around HK\$8.6 sq.ft./month to HK\$36 sq.ft./month (2018: HK\$8.5 sq.ft./month to HK\$15.4 sq.ft./month).	租期收益率的增加會導致公允價值下降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下降。 The increase in the reversionary yield would result in a decrease in fair value. 市場單位租金的增加會導致公允價值增加。 The increase in the market unit rent would result in an increase in fair value.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

18. 透過其他全面收益按公允價值處理之股本工具

18. Equity Instrument at Fair Value through Other Comprehensive Income

	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
透過其他全面收益按公允價值處理之股本工具(附註a)	38,705	37,664

附註：

Notes:

- (a) 該金額指本集團主要從物業投資的非上市公司的5%(二零一八年：5%)股權。
- (b) 所有上述投資均以公允價值列賬，資料載列於附註29(c)。

- (a) The amount represents the Group's 5% (2018: 5%) equity interest in an unlisted company, which is principally engaged in property investment.
- (b) The above investment is stated at fair value as set out in note 29(c).

19. 應收款項、預付賬款、按金及其他應收款項

19. Debtors, Prepayments, Deposits and Other Receivables

	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
交易應收款項	2,644	1,439
其他應收款項	9,120	8,363
預付賬款及按金	1,982	2,037
	13,746	11,839



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

19. 應收款項、預付賬款、按金及其他應收款項(續)

交易應收款項乃所欠之租金及物業管理費應收款，該欠款應於提交付款通知單時支付。租金收入發票在前一月之月底提前發出。本集團通常提供30日信貸期予其租戶。本集團該等交易應收款項扣除撥備及根據收入確認日期的賬齡如下：

30日內	Within 30 days
31日至60日	31–60 days
90日以上	Over 90 days

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

19. Debtors, Prepayments, Deposits and Other Receivables (continued)

Trade receivables represent rental and estate management fees receivable which are receivable on the presentation of debit notes. Rental income is billed in advance at month-end. The Group generally allows a credit period of 30 days to its tenant. The ageing of these trade receivables of the Group, net of provisions and in accordance with the revenue recognition dates, is as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
30日內	Within 30 days	2,632	1,332
31日至60日	31–60 days	12	101
90日以上	Over 90 days	–	6
		2,644	1,439

交易應收款項、預付賬款、按金及其他應收款項之金額賬面值以下列貨幣為單位列值：

The carrying amounts of trade receivables, prepayments, deposits and other receivables are denominated in the following currencies:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
港元	HK\$	9,582	8,646
人民幣(「人民幣」)	Renminbi (“RMB”)	456	88
美元(「美元」)	United States dollar (“USD”)	3,708	3,105
		13,746	11,839



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

20. 應收貸款

於報告期末，本集團共持有3個獨立第三方應收貸款(二零一八年：3個)，年利率為5.75%至15%(二零一八年：7%至15%)。關於二零一九年十二月三十一日的3個應收貸款，當中1個以股份作抵押及另1個以抵押合同作抵押和剩餘1個無抵押，全部3個貸款均有擔保，並於二零二零年十一月至二零二四年十一月(二零一八年：二零一九年十一月至二零二一年十月)到期，分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

20. Loan Receivables

At the end of the reporting period, the Group has loan receivables from three (2018: three) independent third parties which bear interest rate ranging from 5.75% to 15% (2018: 7% to 15%) per annum. In respect of three loan receivables as at 31st December, 2019, one is secured by shares and the other one is secured under a debenture and the remaining one is unsecured. All three are guaranteed and have maturity dates ranging from November 2020 to November 2024 (2018: November 2019 to October 2021) and are analysed as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
非流動資產	Non-current assets	175,152	125,032
流動資產	Current assets	44,438	70,952
		219,590	195,984

截至二零一九年及二零一八年十二月三十一日的應收貸款之補貼撥備於附註29(b)披露。

The loss allowance provision for loan receivables as at 31st December, 2019 and 2018 is disclosed in note 29(b).

應收貸款之金額賬面值以下列貨幣為單位列值：

The carrying amounts of the loan receivables are denominated in the following currencies:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
港元	HK\$	44,438	70,952
人民幣	RMB	-	27,537
美元	USD	175,152	97,495
		219,590	195,984



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

21. 現金及現金等值

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

21. Cash and Cash Equivalents

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
現金及現金等值：	Cash and cash equivalents:		
銀行存款及現金	Cash at bank and in hand	64,949	98,001
短期銀行存款 (原於三個月內到期)	Short-term bank deposits with original maturity within three months	152,082	100,000
現金流量表之現金及 現金等值分析	Cash and cash equivalents for consolidated statement of cash flows analysis	217,031	198,001

於二零一九年十二月三十一日，現金及現金等值每年的現行市場利率由1.53%至2.43%(二零一八年：1.98%至2.10%)。

As at 31st December 2019, the cash and cash equivalents carry prevailing market rates ranging from 1.53% to 2.43% (2018: 1.98% to 2.10%) per annum.

現金及現金等值以下列貨幣為單位列值：

The cash and cash equivalents are denominated in the following currencies:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
港元	HK\$	177,399	193,484
人民幣	RMB	32,173	4,511
美元	USD	7,459	6
		217,031	198,001



綜合財務報表附註(續)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

22. 股本

22. Share Capital

		股數 Number of shares	千港元 HK\$'000
已發行及繳足：	Issued and fully paid:		
於二零一八年十二月三十一日及	At 31st December,		
二零一九年十二月三十一日	2018 and 31st December, 2019	1,241,054,945	681,899

23. 遞延稅項負債

23. Deferred Tax Liabilities

於本年度及過往年度確認的遞延稅項負債及其變動如下：

The followings are the deferred tax liabilities recognised and movements thereon during the current and prior years:

		公允價值 Fair value	土地增值稅 及其他稅項 Land appreciation tax and other tax	其他 Other	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一八年一月一日	At 1st January, 2018	155,223	5,907	277	161,407
於年內自損益扣除 (撥回)	Charge (credit) to profit or loss for the year	2,525	(83)	174	2,616
於物業重估儲備 扣除	Charge to property revaluation reserve	-	6,882	-	6,882
於匯兌浮動儲備撥回	Credit to exchange reserve	-	(24)	-	(24)
於二零一八年 十二月三十一日	At 31st December, 2018	157,748	12,682	451	170,881
於年內自損益(撥回) 扣除	(Credit) charge to profit or loss for the year	(1,906)	1,260	285	(361)
於匯兌浮動儲備撥回	Credit to exchange reserve	-	(427)	-	(427)
於二零一九年 十二月三十一日	At 31st December, 2019	155,842	13,515	736	170,093

於報告期末，本集團擁有可抵銷未來溢利之未動用稅項虧損3,886,000港元(二零一八年：13,250,000港元)。由於無法預知未來溢利，故並無就餘下之稅項虧損確認遞延稅項資產。

At the end of the reporting period, the Group had unused tax losses of approximately HK\$3,886,000 (2018: HK\$13,250,000) available to offset against future assessable profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams.

該等未動用稅項虧損可以無限期保留。

These unused tax losses have no expiry date.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

24. 應付款項及應計費用

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

24. Creditors and Accruals

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
交易應付款項	Trade creditors	340	283
其他應付款項	Other creditors	15,737	10,255
租戶按金	Tenants deposits	13,579	13,492
應計營運費用	Accrued operating expenses	2,841	3,304
		32,497	27,334

本集團交易應付款項按發票日期之賬齡如下：

The ageing of the trade creditors of the Group in accordance with invoice date is as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
30日內	Within 30 days	340	283

交易應付款項、其他應付款項及租戶按金之金額賬面值以下列貨幣為單位列值：

The carrying amounts of trade creditors, other creditors and tenants deposits are denominated in the following currencies:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
港元	HK\$	29,191	23,710
人民幣	RMB	465	320
		29,656	24,030



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

25. 經營租賃承擔

本年度物業租金收入為49,532,000港元(二零一八年：49,633,000港元)。投資物業之租賃期主要由一至六年。於報告期末，本集團將在不可撤銷之營業租賃中至少應收租金如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

25. Operating Leases Commitments

Property rental income earned during the year was HK\$49,532,000 (2018: HK\$49,633,000). The properties held had committed leases mainly running for the next one to six years. At the end of the reporting period, the Group had commitments for future minimum lease payments as lessor under non-cancellable operating leases which fall due as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
於一年之內	Within one year	35,647	31,191
由第一年至第二年	From first to second year	33,678	20,299
由第二年至第三年	From second to third year	20,256	16,830
由第三年至第四年	From third to fourth year	13,673	12,015
由第四年至第五年	From fourth to fifth year	9,824	10,745
第五年後	After fifth year	264	6,666
		113,342	97,746



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截至二零一九年十二月三十一日止年度

26. 退休福利計劃

本集團參與根據職業退休計劃條例登記之定額供款計劃(「職業退休計劃」)及根據強積金條例於二零零零年十二月成立之強積金計劃(「強積金計劃」)。該等計劃之資產與本集團之資產分開持有，由受保人管理之信託基金所監管。在強積金計劃成立之前，原為職業退休計劃成員之僱員可選擇繼續參與職業退休計劃或轉至強積金計劃，所有於二零零零年十二月一日或以後新入職之僱員需參與強積金計劃。

對於強積金計劃成員，僱員及本集團之供款為僱員每月有關薪金之5%，強制性上限為30,000港元(二零一八年：30,000港元)。

僱員及本集團之每月供款為職業退休計劃提供資金。僱員之供款率為基本薪金之0%至5%，而本集團則作5%至10%之供款。倘若僱員在完全符合獲取全部供款資格前退出職業退休計劃，此放棄之供款將可扣減本集團之應付供款金額。於截至二零一八年十二月三十一日止年度內及於二零一九年十二月三十一日止年度內，並無因放棄而用作扣減供款金額。於報告期末，並無因僱員退出職業退休計劃而放棄之供款可扣減將來應付供款金額。

於截至二零一九年十二月三十一日止年度內，本集團已支付之退休福利計劃供款為300,000港元(二零一八年：340,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

26. Retirement Benefit Plans

The Group participates in both a defined contribution scheme which is registered under the Occupational Retirement Scheme Ordinance (“ORSO Scheme”) and a Mandatory Provident Fund Scheme (“MPF Scheme”) established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1st December, 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, both employees’ and the Group’s contributions are calculated at 5% of the employee’s monthly relevant income, with the mandatory cap of HK\$30,000 (2018: HK\$30,000).

The ORSO Scheme is funded by monthly contributions from the employees at rates ranging from 0% to 5% and from the Group at rates ranging from 5% to 10% of the employee’s basic salary, depending on the length of service with the Group. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions. During the years ended 31st December, 2018 and 31st December, 2019, there were no forfeited contributions used to set off contributions. At the end of the reporting period, no forfeited contributions, which arose upon employees leaving the ORSO Scheme, are available to reduce the contributions payable in future years.

During the year ended 31st December, 2019, the Group made contributions to the retirement benefits schemes of HK\$300,000 (2018: HK\$340,000).



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

27. 關聯方交易及結餘

於截至二零一九年十二月三十一日止，本集團與有關連人士之交易及結餘如下：

(a) 關聯方交易：

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
聯營公司	Associates		
– 本集團賺取的物業管理費收入	– Estate management fee earned by the Group	–	1,833
對本公司持有重大影響力之主要股東聯合地產(香港)有限公司(「聯合地產」)，及其最終控股公司	A major shareholder with significant influence, Allied Properties (H.K.) Limited (“APL”) and its ultimate holding company		
– 向本集團收取的租金、物業管理及空調費用	– Rent, estate management and air-conditioning fees charged to the Group	1,266	1,466
– 向本集團收取的其他費用	– Sundry expenses charged to the Group	590	546
聯合地產之一間附屬公司—新鴻基有限公司(「新鴻基」)及其附屬公司	A subsidiary of APL, Sun Hung Kai & Co. Limited (“SHK”) and its subsidiaries		
– 本集團賺取的利息收入	– Interest income earned by the Group	579	–
對本公司持有重大影響力之主要股東天安中國投資有限公司	A major shareholder with significant influence over the Company, Tian An China Investments Company Limited		
– 向本集團收取的管理服務費	– Management fee charged to the Group	1,900	1,700
– 向本集團收取的服務費	– Service fees charged to the Group	100	100
– 向本集團收取的其他費用	– Sundry expenses charged to the Group	1	2

(b) 主要管理層人員薪酬

主要管理人員的薪酬由薪酬委員會考慮個人表現及市場趨勢而釐定。

於本年度已付及應付予本公司主要管理層人員，其為董事的薪酬載於附註10。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

27. Related Parties Transactions and Balances

During the year ended 31st December, 2019, the Group had transactions and balances with related parties as follows:

(a) Related party transactions:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
聯營公司	Associates		
– 本集團賺取的物業管理費收入	– Estate management fee earned by the Group	–	1,833
對本公司持有重大影響力之主要股東聯合地產(香港)有限公司(「聯合地產」)，及其最終控股公司	A major shareholder with significant influence, Allied Properties (H.K.) Limited (“APL”) and its ultimate holding company		
– 向本集團收取的租金、物業管理及空調費用	– Rent, estate management and air-conditioning fees charged to the Group	1,266	1,466
– 向本集團收取的其他費用	– Sundry expenses charged to the Group	590	546
聯合地產之一間附屬公司—新鴻基有限公司(「新鴻基」)及其附屬公司	A subsidiary of APL, Sun Hung Kai & Co. Limited (“SHK”) and its subsidiaries		
– 本集團賺取的利息收入	– Interest income earned by the Group	579	–
對本公司持有重大影響力之主要股東天安中國投資有限公司	A major shareholder with significant influence over the Company, Tian An China Investments Company Limited		
– 向本集團收取的管理服務費	– Management fee charged to the Group	1,900	1,700
– 向本集團收取的服務費	– Service fees charged to the Group	100	100
– 向本集團收取的其他費用	– Sundry expenses charged to the Group	1	2

(b) Key management personnel compensation

The remuneration of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

The remuneration paid and payable to the key management of the Company, who are the Directors, for the year is set out in note 10.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

27. 關聯方交易及結餘(續)

(c) 關聯方結餘

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
聯營公司	Associates		
– 其他應收款項	– Other receivable	90,229	200,229
– 其他應付款項	– Other payable	17,236	7,416
聯合地產及其最終控股公司	APL and its ultimate holding company		
– 其他應付款項	– Other payable	110	130
聯合地產之一間附屬公司— 新鴻基及其附屬公司	A subsidiary of APL, SHK and its subsidiaries		
– 應收貸款(附註i)	– Loan receivable (Note i)	78,000	–
– 其他應收賬款	– Other receivable	578	–

於截至二零一九年十二月三十一日止，本集團與有關連人士之交易及結餘如下：

應付聯合地產，以及其最終控股公司賬款均為無抵押、無利息及須按的要求償還。

應收(應付)聯營公司賬款均為無抵押、無利息及沒有固定的還款期限。董事認為該款項預期將於報告期末後十二個月內償還，因此分類為流動資產。

附註：

(i) 應收貸款為無抵押貸款、有擔保、年利率為5.75%並需於二零二四年十一月償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

27. Related Parties Transactions and Balances (continued)

(c) Related party balances

During the year ended 31st December, 2019, the Group had transactions and balances with related parties as follows:

The amounts due to APL and its ultimate holding company are unsecured, interest free and repayable on demand.

The amounts due from (to) associates are unsecured, interest free and have no fixed repayment term. In the opinion of the Directors, the amount is expected to be recovered within twelve months after the end of the reporting period and therefore is classified under current assets.

Note:

(i) The loan receivable bears interest of 5.75% per annum, is unsecured, guaranteed and repayable in November 2024.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

28. 資本風險管理

本集團管理其資本，以確保本集團之實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。

本集團的資本結構為本公司擁有人應佔權益，包括股本及儲備。

董事定期審閱資本結構。作為此審閱之一環，董事考慮資本成本及與資本相關之風險。本集團將根據董事之意見於必要時透過支付股息及購回股份而平衡其整體資本結構。

29. 金融工具**(a) 金融工具之類別****金融資產**

透過其他全面收益按公允價值處理之股本工具
按攤銷成本計算之金融資產

Financial assets

Equity instrument at FVTOCI
Financial assets at amortised cost

金融負債

按攤銷成本計量

Financial liabilities

At amortised cost

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

28. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising share capital and reserves.

The Directors review the capital structure periodically. As a part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends and repurchase of shares.

29. Financial Instruments**(a) Categories of financial instruments**

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
金融資產			
透過其他全面收益按公允價值處理之股本工具	Equity instrument at FVTOCI	38,705	37,664
按攤銷成本計算之金融資產	Financial assets at amortised cost	538,614	604,016
		577,319	641,680
金融負債			
按攤銷成本計量	At amortised cost	46,892	31,446



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括透過其他全面收益按公允價值處理之股本工具、交易應收賬款、其他應收賬款、應收貸款、應收(應付)聯營公司賬款、現金及現金等值、交易應付款項、其他應付款項及租戶按金。該等金融工具詳情於各附註披露。該等金融工具有關之風險包括市場風險(外幣風險、利率風險及其他價格風險)、信貸風險及流動性風險。下文載列如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

市場風險*(i) 外幣風險*

本集團有交易應收賬款、其他應收賬款、現金及現金等值、交易應付款項及應計營運費用是表明以外幣計值，而該等外幣與本集團實體的功能貨幣不同，因此使本集團面臨外匯風險。本集團目前並無外幣風險的外幣對沖政策，但管理層會密切監察外匯風險，並考慮於有需要時訂立外匯遠期合約，以減低風險。

於報告期末，本集團以外幣計值列值的貨幣資產及貨幣負債的賬面值如下：

美元 USD
人民幣 RMB

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity instrument at FVTOCI, trade receivables, other receivables, loan receivables, amounts due from (to) associates, cash and cash equivalents, trade creditors, other creditors and tenants deposits. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price 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.

Market risk*(i) Currency risk*

The Group has trade receivables, other receivables, cash and cash equivalents, trade creditors and accrued operating expenses that are denominated in foreign currencies which are different from the functional currency of the respective group entity and accordingly expose the Group to currency risk. The Group currently does not have a foreign currency hedging policy in respect of foreign currency exposure. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are as follows:

資產 assets		負債 liabilities	
二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
186,319	100,606	-	-
32,629	32,136	465	320



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)**市場風險(續)****(i) 外幣風險(續)**

外幣敏感度

本集團的主要附屬公司在香港經營，其交易主要以港元、美元及人民幣計值及結算。由於港元與美元掛鈎，因此董事認為本集團的外匯風險並不重大。倘本集團的收入及開支並無以相同貨幣自然匹配且收款與付款之間存在時間差異，它的功能貨幣以外，本集團將面臨以非貨幣交易所產生的外匯匯兌收益及虧損。

本集團主要承受人民幣之風險。

下表詳細載列本集團就港元兌相關外幣敏感度上升及下降5%(二零一八年：5%)之影響。敏感度分析包括尚餘以外幣列值之貨幣項目及於年終以外幣匯率5%(二零一八年：5%)之變動進行換算調整。正數表示當港元兌相關外幣表現強勁，則年度溢利減少。倘港元兌相關外幣增加5%(二零一八年：5%)，則本年度溢利減少如下：

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
人民幣	RMB		
本年度溢利減少	Decrease in profit for the year	1,608	1,591

董事認為，敏感度分析不能代表內在外匯風險，因為年末風險並不反映年度內的風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Market risk (continued)****(i) Currency risk (continued)**

Foreign currency sensitivity

The Group's principal subsidiaries are operating in Hong Kong and their transactions are mostly denominated and settled in HK\$, USD and RMB. As HK\$ is pegged to USD, the Director thus considers the Group's foreign currency exposure is not significant. To the extent that the Group's revenue and expenditure are not naturally matched in the same currency and to the extent that there are timing differences between receipt and payment, the Group will be exposed to foreign currency exchange gains and losses arising from transactions in currencies other than its functional currency.

The Group mainly exposes to the currency of RMB.

The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in HK\$ against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2018: 5%) change in foreign currency rates. A positive number below indicates a decrease in profit for the year where the HK\$ strengthens against the relevant currency. If there is 5% (2018: 5%) increase in HK\$ against the relevant foreign currencies, the decrease in the profit for the year is shown as below:

In the Directors' 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.

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)**市場風險(續)***(ii) 利率風險*

本集團公允價值之利率風險主要涉及應收貸款。

本集團之現金及現金等值及應收貸款因受利率變動之影響而需承受現金流之利率風險。本集團目前並無利率風險的對沖政策。但本集團會密切監察利率浮動情況，並考慮於有利的價格機會時，向銀行申請資金融通。管理層監察本集團之利率風險及將會考慮增加的利率對沖風險。

敏感度分析

本集團主要因為銀行的結餘而改動利率，對本集團而言並無重大影響。

(iii) 其他價格風險

本集團之非上市股本證券投資於報告期末仍按公允價值計量。因此，本集團須承受與這些金融資產相關價格風險。

敏感度分析

下列敏感度分析根據報告日期所承受之價格風險釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Market risk (continued)***(ii) Interest rate risk*

The Group's fair value interest rate risk related primarily to loan receivables.

The Group is exposed to cash flow interest rate risk as its cash and cash equivalents and loan receivables which are subject to floating interest rate. The Group currently does not have any interest rate hedging policy. However, the Group closely monitors interest rate movements and will enter into new banking facilities when favourable pricing opportunities arise. The management monitors the Group's interest exposure and will consider hedging interest rate exposure should the need arise.

Sensitivity analysis

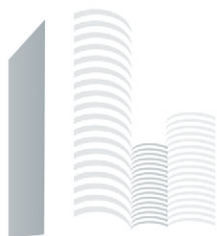
The Group's change in interest rate is mainly attributable to its bank balances which is considered not significant to the Group.

(iii) Other price risk

The Group's unlisted equity securities are measured at fair value at the end of the reporting period. Therefore, the Group is exposed to equity price risk in relation to these financial assets.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risks at the reporting date.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)**市場風險(續)***(iii) 其他價格風險(續)*

透過其他全面收益按公允價值處理之股本工具

倘相關股本證券的企業價值已升高/降低5%(二零一八年: 5%)，而所有其他變量保持不變，於二零一九年十二月三十一日的投資重估儲備將增加/減少1,935,000港元(二零一八年: 1,883,000港元)，這是由於透過其他全面收益按公允價值處理之股本工具變動所致。

信貸風險及減值評估

本集團的信貸風險來自於交易對家之違約。本集團已於綜合財務狀況表披露其最大金融資產之帳面金額。

交易應收賬款包括應收租客之租金和應收租客之物業管理費。租賃開始前會進行信貸檢查，確保提供足夠的呆帳撥備。在此方面，董事認為本集團的信貸風險顯著降低。

流動資金的信貸風險是有限的，因為交易對家是銀行，並獲得由國際信用評級機構所給予之極高信貸評級。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Market risk (continued)***(iii) Other price risk (continued)*

Equity instrument at FVTOCI

If the business enterprise value of the underlying equity securities has been 5% (2018: 5%) higher/lower while all other variables were held constant, investment revaluation reserve at 31st December, 2019 would have increased/decreased by HK\$1,935,000 (2018: HK\$1,883,000) as a result of changes in fair value of equity instrument at FVTOCI.

Credit risk and impairment assessment

The Group's exposure to credit risk arises from potential losses result from default on obligations by counterparties. The maximum exposure to the Group is represented by the carrying amount of its financial assets as stated in the consolidated statement of financial position.

Trade receivables consists of rental and estate management fees receivable from tenants. Credit checks are carried out before commencement of tenancies and on-going credit evaluation ensures any doubtful receivables are provided for as required. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)**

本集團之信貸風險主要集中在應收貸款，借款給予少數獨立第三方及一個關聯方。於二零一九年十二月三十一日，應收貸款將於二零二零年十一月至二零二四年十一月到期(二零一八年：二零一九年十一月至二零二一年十月)。管理層曾對借款人有抵押和無抵押的應收貸款219,590,000港元(二零一八年：195,984,000港元)進行信貸評級的評估。此外，貸款利息已按協議條款還款。

本集團沒有其他重要的信貸風險，主要風險亦分散在許多交易對手和客戶身上。

此外，本集團針對交易應收款項重新評估全期預期信貸虧損及其他金融資產於報告期末之12個月預期信貸虧損，確保對初始確認之風險有顯著增加趨勢提供足夠的減值撥備。就此而言，本集團管理層認為本集團的信貸風險已大大降低。

為了減低信貸風險，本集團曾制定了按違約程度計算之信貸風險。本集團利用公開的財務資訊及其歷史還款記錄，或在適當情況下聘請外部評估師，對主要客戶和債務人進行評級。本集團於此方面及交易對手的信貸品質進行持續監察和按所屬單位審批每個交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Credit risk and impairment assessment (continued)**

The Group had a concentration of credit risk as the loan receivables are advanced to a few independent third parties and a related party. As at 31st December, 2019, the loan receivables will be matured ranging from November 2020 to November 2024 (2018: November 2019 to October 2021). Management had assessed the credit rating of the borrowers for the secured and unsecured loan receivables of HK\$219,590,000 (2018: HK\$195,984,000). In addition, loans interest have been settled in accordance with agreement terms.

The Group has no other significant concentrations of credit risk, with exposure spread over a number of counterparties and customers.

In addition, the Group reassesses the lifetime ECL for trade receivables and the 12m ECL for other financial assets at the end of the reporting period to ensure that adequate impairment losses are made for significant increases in the likelihood or risk of a default occurring since initial recognition. In this regard, management of the Group considers that the Group's credit risk is significantly reduced.

In order to minimise credit risk, the Group has developed credit risk grading to categorise exposures according to the degree of risk of default. The Group uses publicly available financial information and its own historical repayment records, or, where appropriate, engages an external valuer to rate its major customers and debtors. The Group's exposure and the credit quality of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)**

本集團內部信貸風險評級評估包括以下類別：

內部信貸評級**Internal credit rating****描述
Description****交易應收賬款
Trade receivables****其他金融資產****Other financial assets**

低風險 Low risk	交易對家擁有較低風險違約和 沒有任何過期欠帳記錄 The counterparty has a low risk of default and does not have any past-due amounts	全期預期信貸虧損－ 無信貸減值 Lifetime ECL – not credit-impaired	12個月的預期信貸 虧損 12m ECL
待觀察 Watch list	債務人間中繳交過期欠帳款項 但通常於到期後支付 Debtor frequently repays after due dates but usually settle in full	全期預期信貸虧損－ 無信貸減值 Lifetime ECL – not credit-impaired	12個月的預期信貸 虧損 12m ECL
懷疑 Doubtful	於首次確認後因應內部或外部資訊 令信貸風險急劇增加 There have been significant increases in credit risk since initial recognition through information developed internally or external resources	全期預期信貸虧損－ 無信貸減值 Lifetime ECL – not credit-impaired	全期預期信貸虧損－ 無信貸減值 Lifetime ECL – not credit-impaired
虧損 Loss	有證據指出該資產之信貸已減值 There is evidence indicating the asset is credit-impaired	全期預期信貸虧損－ 信貸減值 Lifetime ECL – credit-impaired	全期預期信貸虧損－ 信貸減值 Lifetime ECL – credit-impaired
撇銷 Write-off	有證據指出該債務人處於嚴重的財政困難及 本集團並無實際期望收回 There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	撇銷金額 Amount is written off	撇銷金額 Amount is written off

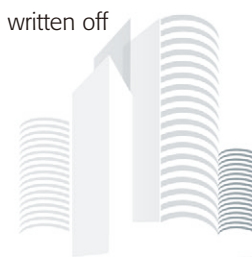
**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

29. Financial Instruments (continued)

**(b) Financial risk management objectives and policies
(continued)****Credit risk and impairment assessment (continued)**

The Group's internal credit risk grading assessment comprises the following categories:



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)**

下表詳細說明有關本集團金融資產於預期信貸虧損評估下的信貸風險：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Credit risk and impairment assessment (continued)**

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

二零一九年 2019	附註 Notes	外部信貸評級 External credit rating	內部信貸評級 Internal credit rating	12個月或全期 預期信貸虧損 12m or lifetime ECL	賬面值 總金額 Gross carrying amount 千港元 HK\$'000	提出預期 信貸虧損 ECL provided 千港元 HK\$'000
按攤銷成本列賬之金融資產 Financial assets at amortised costs						
應收貸款						
Loan receivables						
• 長期貸款至獨立第三方	附註b, c	不適用	低風險	12個月 預期信貸虧損	97,515	363
• Long-term loan to an independent third party	Notes b, c	N/A	Low risk	12m ECL		
• 長期貸款至第三方	附註c, e	不適用	低風險	12個月 預期信貸虧損	78,000	—
• Long-term loan to a third party	Notes c, e	N/A	Low risk	12m ECL		
• 短期貸款至獨立第三方	附註c, d	不適用	低風險	12個月 預期信貸虧損	45,000	562
• Short-term loan to an independent third party	Notes c, d	N/A	Low risk	12m ECL		
交易應收賬款	19	不適用	低風險	全期預期信貸虧損	2,644	—
Trade receivables		N/A	Low risk	Lifetime ECL		
其他應收賬款	19	不適用	低風險	12個月 預期信貸虧損	9,120	—
Other receivables		N/A	Low risk	12m ECL		

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Credit risk and impairment assessment (continued)**

二零一九年 2019	附註 Notes	外部信貸評級 External credit rating	內部信貸評級 Internal credit rating	12個月或全期 預期信貸虧損 12m or lifetime ECL	賬面值	提出預期
					Gross carrying amount 千港元 HK\$'000	信貸虧損 ECL provided 千港元 HK\$'000
現金及現金等值	21	不適用	低風險	12個月 預期信貸虧損	217,031	—
Cash and cash equivalents		N/A	Low risk	12m ECL		
應收聯營公司賬款	27	不適用	低風險	12個月 預期信貸虧損	90,229	—
Amounts due from associates		N/A	Low risk	12m ECL		
總計 Total					539,539	925



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

二零一八年 2018	附註 Notes	外部信貸評級 External credit rating	內部信貸評級 Internal credit rating	12個月或全期 預期信貸虧損 12-month or lifetime ECL	賬面值	提出預期
					總金額 Gross amount	信貸虧損 信託虧損 ECL provided
					千港元 HK\$'000	千港元 HK\$'000

按攤銷成本列賬之金融資產 Financial assets at amortised costs

應收貸款

Loan receivables

• 長期貸款至獨立第三方	附註a, c	不適用	低風險	12個月 預期信貸虧損	27,587	50
• Long-term loan to an independent third party	Notes a, c	N/A	Low risk	12m ECL		
• 長期貸款至獨立第三方	附註b, c	不適用	低風險	12個月 預期信貸虧損	98,138	643
• Long-term loan to an independent third party	Notes b, c	N/A	Low risk	12m ECL		
• 短期貸款至獨立第三方	附註a, c	不適用	低風險	12個月 預期信貸虧損	71,000	48
• Short-term loan to an independent third party	Notes a, c	N/A	Low risk	12m ECL		
交易應收賬款	19	不適用	低風險	全期 預期信貸虧損	1,439	—
Trade receivables		N/A	Low risk	Lifetime ECL		
其他應收賬款	19	不適用	低風險	12個月 預期信貸虧損	8,363	—
Other receivables		N/A	Low risk	12m ECL		



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Credit risk and impairment assessment (continued)**

二零一八年 2018	附註 Notes	外部信貸評級 External credit rating	內部信貸評級 Internal credit rating	12個月或全期 預期信貸虧損 12-month or lifetime ECL	賬面值	提出預期
					總金額 Gross carrying amount 千港元 HK\$'000	信貸虧損 ECL provided 千港元 HK\$'000
現金及現金等值	21	不適用	低風險	12個月 預期信貸虧損	198,001	—
Cash and cash equivalents		N/A	Low risk	12m ECL		
應收聯營公司賬款	27	不適用	低風險	12個月 預期信貸虧損	200,229	—
Amounts due from associates		N/A	Low risk	12m ECL		
總計 Total					604,757	741



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 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)**

附註：

- (a) 該貸款由獨立之上市公司作為擔保人。
- (b) 該貸款是以借款人之附屬公司的指定股份用作抵押及由一間獨立之上市公司及一位以個人名義作為擔保人。
- (c) 本集團委聘獨立外部專業人員以評估結餘之預期信貸虧損。資料提取於評估報告。
- (d) 該貸款以抵押合同包括借款人以第2優先之固定及浮動抵押品透過該借款人之保證書、物業和資產作抵押及以個人名義作為擔保人。
- (e) 該貸款並無抵押及由上市公司作為擔保人。

下表為已確認應收貸款的虧損撥備之對賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Credit risk and impairment assessment (continued)**

Notes:

- (a) The loan is guaranteed by an independent listed company.
- (b) The loan is secured by the certain shares of the borrower subsidiaries and guaranteed by an independent listed company and an individual personal guarantor.
- (c) The Group engaged independent external expert to perform expected credit loss assessment on the balances. The information is extracted from valuation report.
- (d) The loan is secured under a debenture incorporating second fixed and floating charge over its undertaking, property and assets of the borrower and guaranteed by an individual personal guarantor.
- (e) The loan is unsecured and guaranteed by a listed company.

The following tables show reconciliation of loss allowances that has been recognised for loan receivables.

		12個月 預期信貸虧損 12m ECL 千港元 HK\$'000
於二零一八年一月一日	As at 1st January, 2018	—
於二零一八年一月一日	Changes due to financial instruments	
確認的金融工具變動：	recognised as at 1st January, 2018:	
— 已確認減值虧損	— Impairment losses recognised	741
於二零一八年十二月三十一日	As at 31st December, 2018	741
於二零一九年一月一日	Changes due to financial instruments	
確認的金融工具變動：	recognised as at 1st January, 2019:	
— 已撥回減值虧損	— Impairment losses reversed	(382)
新產生的或購買新的金融資產	New financial assets originated or purchased	562
匯率調整	Exchange adjustments	4
於二零一九年十二月三十一日	As at 31st December, 2019	925

綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(b) 財務風險管理目標及政策(續)**流動性風險**

在管理流動性風險時，本集團監控及維持現金及現金等值，務使管理層認為足夠的水平，為本集團之營運提供資金及減輕資金浮動之影響。

本集團之金融負債(包括交易及其他應付款項、租戶按金及應付聯營公司賬款)須按要求償還。

(c) 金融工具之公允價值計量

若干本集團的金融資產於各報告期末按公允價值計量。下表列出有關金融資產的公允價值如何釐定的資料(重點在於當中所用的估值技巧及使用參數)，以及按公允價值計量中的參數可以觀測得出的程度，將公允價值計量分類至公允價值級別中的等級(第一至第三級)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(b) Financial risk management objectives and policies (continued)**Liquidity risk**

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows.

The Group's financial liabilities (including trade and other creditors and tenants deposits and amounts due to associates) are repayable on demand.

(c) Fair value measurements of financial instruments

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(c) 金融工具之公允價值計量(續)

於二零一九年十二月三十一日之公允價值級別

透過其他全面收益按公允價值處理之股本工具
Equity instrument at FVTOCI**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(c) Fair value measurements of financial instruments (continued)

Fair value hierarchy as at 31st December, 2019

二零一九年 2019			
第一級 Level 1 千港元 HK\$'000	第二級 Level 2 千港元 HK\$'000	第三級 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
-	-	38,705	38,705

於二零一八年十二月三十一日之公允價值級別

透過其他全面收益按公允價值處理之股本工具
Equity instrument at FVTOCI

Fair value hierarchy as at 31st December, 2018

二零一八年 2018			
第一級 Level 1 千港元 HK\$'000	第二級 Level 2 千港元 HK\$'000	第三級 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
-	-	37,664	37,664

於本年度內，並沒有第一級、第二級及第三級之間的調撥。

There were no transfers among Levels 1, 2 and 3 in the current year.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(c) 金融工具之公允價值計量(續)

下表闡述了如何確定相關金融資產及負債的公允價值(特別是所使用的估值技巧及主要參數)。

金融資產 Financial assets	十二月三十一日之公允價值 Fair value as at 31st December,		公允價值級別 Fair value hierarchy	估值技巧及主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000				
分類為透過其他全面收益 按公允價值處理之 股本工具 之非上市股本證券 Unlisted equity securities classified as equity instrument at FVTOCI	38,705	37,664	第三級 Level 3	資產基礎法 Asset-based approach 主要參數為： The key inputs are: (i) 租期收益率； (i) Term yield; (ii) 復歸收益率； (ii) Reversionary yield; (iii) 市場單位租金；及 (iii) Market unit rent; and (iv) 缺乏控制和市場競爭之折扣率 (iv) Discount for lack of control and lack of marketability	租期收益率(考慮到可比較物業產生的 收益率及反映保證及將收取的租期收 入的確定性的調整)為3%至3.5% (二零一八年：3%至3.5%)。 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 3% to 3.5% (2018: 3% to 3.5%). 復歸收益率(考慮到單位市場年度租金 收入及可比較物業的單位市值)為3.5% 至4%(二零一八年：3.5%至4%)。 Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 3.5% to 4% (2018: 3.5% to 4%).	租期收益率的增加會導致公允價值下 降。 The increase in the term yield would result in a decrease in fair value. 復歸收益率的增加會導致公允價值下 降。 The increase in the reversionary yield would result in a decrease in fair value.

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(c) Fair value measurements of financial instruments
(continued)

The following table gives information about how the fair values of these financial assets and liabilities are determined (in particular, the valuation techniques and inputs used).



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(c) 金融工具之公允價值計量(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(c) Fair value measurements of financial instruments (continued)

金融資產 Financial assets	十二月三十一日之公允價值 Fair value as at 31st December,		公允價值級別 Fair value hierarchy	估值技巧及主要參數 Valuation techniques and key inputs	重要無法觀察參數 Significant unobservable inputs	無法觀察參數與公允價值的關係 Relationship of unobservable inputs for fair value
	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000				
					<p>市場單位租金與直接市場類似者相比較，並考慮到地點及其他個別因素(例如：銜接道路、物業大小及設施)。平均市場單位租金介乎約每平方尺每月30港元至每平方尺每月180港元(二零一八年：每平方尺每月30港元至每平方尺每月175港元)。</p> <p>Market unit rent compares with direct market comparables and taking into account of location and other individual factors such as road frontage, size of property and facilities. The range of average market unit rent is from around HK\$30 sq.ft./month to HK\$180 sq.ft./month (2018: HK\$30 sq.ft./month to HK\$175 sq.ft./month).</p>	<p>市場單位租金的增加會導致公允價值增加。</p> <p>The increase in the market unit rent would result in an increase in fair value.</p>
				<p>缺乏控制和市場競爭之折扣率(考慮到中位控制權溢價)為20.5%(二零一八年：22.5%)。</p> <p>Discount for lack of control and lack of marketability, taking into account median control premium, of 20.5% (2018: 22.5%).</p>	<p>缺乏控制和市場競爭之折扣率增加會導致公允價值下降。</p> <p>The increase in the discount for lack of control and lack of marketability would result in a decrease in fair value.</p>	



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

29. 金融工具(續)

(c) 金融工具之公允價值計量(續)**第三級金融資產公允價值計量的對賬**

分類為透過其他全面收益按公允價值處理之股本工具之非上市股本證券

於二零一八年一月一日
未實現公允價值虧損於二零一八年十二月三十一日
未實現公允價值收益

於二零一九年十二月三十一日

未實現公允價值收益(二零一八年：虧損)是透過其他全面收益按公允價值處理之股本工具的公允價值變動計入綜合損益及其他全面收益表內。

董事認為按攤銷成本列入綜合財務報表中的金融資產及金融負債的賬面值與其公允價值大致相等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

29. Financial Instruments (continued)

(c) Fair value measurements of financial instruments (continued)**Reconciliation of Level 3 fair value measurements of financial assets****Unlisted equity securities classified as equity instrument at FVTOCI**千港元
HK\$'000

As at 1st January, 2018	38,798
Unrealised fair value loss	(1,134)
As at 31st December, 2018	37,664
Unrealised fair value gain	1,041
As at 31st December, 2019	38,705

The unrealised fair value gain (2018: loss) is represented by the change in fair value of equity instrument at FVTOCI in the consolidated statement of profit or loss and other comprehensive income.

The Directors consider that the carrying amounts of other financial assets and financial liabilities recorded at amortised costs in the consolidated financial statements approximate their fair values.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

30. 由融資活動引起的債務對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動產生的負債是現金流量或未來現金流量將在集團綜合現金流量表中分類為融資活動現金流量的負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

30. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		應付股息 Dividend payable 千港元 HK\$'000	應付聯營 公司賬款 Amounts due to associates 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零一八年一月一日	At 1st January, 2018	–	1,288	1,288
已宣佈派發股息	Dividend declared	310,263	–	310,263
融資現金流量	Financing cash flows	(310,263)	6,128	(304,135)
於二零一八年十二月三十一日	At 31st December, 2018	–	7,416	7,416
已宣佈派發股息	Dividend declared	124,106	–	124,106
融資現金流量	Financing cash flows	(124,106)	9,820	(114,286)
於二零一九年十二月三十一日	At 31st December, 2019	–	17,236	17,236



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

31. 公司財務狀況表及儲備

(a) 公司財務狀況表

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

31. Statement of Financial Position and Reserves of the Company

(a) Company's Statement of Financial Position

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
資產	ASSETS		
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	286	191
於附屬公司之投資	Investments in subsidiaries	1,914	1,914
應收附屬公司賬款	Amounts due from subsidiaries	613,658	696,669
俱樂部會籍	Club memberships	4,261	10,500
		620,119	709,274
流動資產	Current assets		
應收款項、預付賬款、按金及 其他應收款項	Debtors, prepayments, deposits and other receivables	1,047	1,323
可取回所得稅	Income tax recoverable	-	618
現金及現金等值	Cash and cash equivalents	160,156	178,889
		161,203	180,830
總資產	Total assets	781,322	890,104
權益	EQUITY		
股本	Share capital	681,899	681,899
儲備	Reserves	92,776	162,610
		774,675	844,509
負債	LIABILITIES		
流動負債	Current liabilities		
應付款項及應計費用	Creditors and accruals	3,623	3,712
應付所得稅	Income tax payable	283	-
應付附屬公司賬款	Amounts due to subsidiaries	2,741	41,883
		6,647	45,595
總負債	Total liabilities	6,647	45,595
總權益及負債	Total equity and liabilities	781,322	890,104

公司財務狀況表已於二零二零年三月十八日經董事會通過及授權刊發，並由下列董事代表簽署：

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 18th March, 2020 and are signed on its behalf by:

李成偉
Patrick Lee Seng Wei
董事
Director

勞景祐
Edwin Lo King Yau
董事
Director



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

31. 公司財務狀況表及儲備(續)

(b) 公司權益變動表**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

for the year ended 31st December, 2019

31. Statement of Financial Position and Reserves of the Company (continued)

(b) Movement in the Company's reserves

		投資重估儲備	保留溢利	總額
		Investment revaluation reserve	Retained profits	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一八年一月一日	At 1st January, 2018	4,904	345,062	349,966
年內總全面收益	Total comprehensive income for the year	—	122,907	122,907
支付有關二零一七年股息 (附註13)	Dividend relating to 2017 (note 13)	—	(310,263)	(310,263)
於二零一八年十二月三十一日	At 31st December, 2018	4,904	157,706	162,610
年內總全面(費用)收益	Total comprehensive (expenses) income for the year	(4,904)	59,176	54,272
支付有關二零一八年股息 (附註13)	Dividend relating to 2018 (note 13)	—	(124,106)	(124,106)
於二零一九年十二月三十一日	At 31st December, 2019	—	92,776	92,776



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

32. 主要附屬公司及聯營公司詳情

除另有說明外，本公司於二零一九年及二零一八年十二月三十一日在香港營運的主要附屬公司詳情如下：

(a) 主要附屬公司

名稱 Name	註冊/成立地 Place of incorporation/ establishment	已發行股本/繳足股本詳情 Particular of issued share capital/ paid up registered capital	所佔股權百分比 Percentage of attributable equity				主要業務 Principal activities
			由本公司直接持有 directly held by the Company		本集團持有 held by the Group		
			2019 %	2018 %	2019 %	2018 %	
亞證財務有限公司 AsiaSec Finance Limited	香港 Hong Kong	1,000股普通股/10,000港元 1,000 Ordinary shares/HK\$10,000	100	100	100	100	財務融資 Financing
亞證物業管理有限公司 AsiaSec Property Management Limited	香港 Hong Kong	300,000股普通股/ 300,000港元 300,000 Ordinary shares/ HK\$300,000	-	-	100	100	物業管理 Property management
耀啟投資有限公司 Citigrand Investment Limited	香港 Hong Kong	2股普通股/2港元 2 Ordinary shares/HK\$2	-	-	100	100	物業投資 Property investment
丹楓(中國)有限公司 Dan Form (China) Limited	香港 Hong Kong	2股普通股/2港元 2 Ordinary shares/HK\$2	100	100	100	100	投資控股 Investment holding
丹楓(香港)有限公司 Dan Form (Hong Kong) Limited	香港 Hong Kong	1,000,000股普通股/ 1,000,000港元 1,000,000 Ordinary shares/ HK\$1,000,000	100	100	100	100	投資控股 Investment holding

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

32. Particulars of Principal Subsidiaries and Associates

Details of the Company's subsidiaries at 31st December, 2019 and 2018, which operate in Hong Kong except otherwise indicated, are as follows:

(a) Principal subsidiaries



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

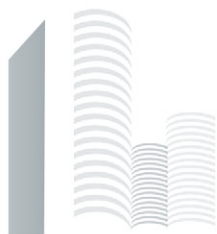
for the year ended 31st December, 2019

32. 主要附屬公司及聯營公司詳情
(續)32. Particulars of Principal Subsidiaries and Associates
(continued)

(a) 主要附屬公司(續)

(a) Principal subsidiaries (continued)

名稱 Name	註冊/成立地 Place of incorporation/ establishment	已發行股本/繳足股本詳情 Particular of issued share capital/ paid up registered capital	所佔股權百分比 Percentage of attributable equity				主要業務 Principal activities
			由本公司直接持有 directly held by the Company		本集團持有 held by the Group		
			2019 %	2018 %	2019 %	2018 %	
Dawna Range Company Limited	香港 Hong Kong	2股普通股/20港元 2 Ordinary shares/HK\$20	-	-	100	100	投資控股 Investment holding
鑽石物業管理有限公司 Diamond Property Management Company Limited	香港 Hong Kong	1,000股普通股/10,000港元 1,000 Ordinary shares/HK\$10,000	-	-	100	100	物業管理 Property management
夏紀有限公司 Harcap Limited	香港 Hong Kong	10,000股普通股/10,000港元 10,000 Ordinary shares/ HK\$10,000	-	-	100	100	物業投資 Property investment
敬安投資有限公司 Keen Safe Investment Limited	香港 Hong Kong	1,010,000股普通股/ 1,010,000港元 1,010,000 Ordinary shares/ HK\$1,010,000	-	-	100	100	投資控股 Investment holding
東龍投資有限公司 Oriental Dragon Investment Limited	英屬維京群島 British Virgin Islands	1股普通股/1美元 1 Ordinary share/USD1	-	-	100	100	物業投資 Property investment
天權發展有限公司 Top Power Development Limited	香港 Hong Kong	2股普通股/2港元 2 Ordinary shares/HK\$2	-	-	100	100	物業投資 Property investment



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

32. 主要附屬公司及聯營公司詳情
(續)32. Particulars of Principal Subsidiaries and Associates
(continued)

(a) 主要附屬公司(續)

(a) Principal subsidiaries (continued)

名稱 Name	註冊/成立地 Place of incorporation/ establishment	已發行股本/繳足股本詳情 Particular of issued share capital/ paid up registered capital	所佔股權百分比 Percentage of attributable equity				主要業務 Principal activities
			由本公司直接持有 directly held by the Company		本集團持有 held by the Group		
			2019 %	2018 %	2019 %	2018 %	
榮陽房地產有限公司 Winshine Properties Limited	英屬維京群島 British Virgin Islands	1股普通股/1美元 1 Ordinary share/USD1	-	-	100	100	物業投資 Property investment
立大投資有限公司 Asia Empire Investment Limited	香港 Hong Kong	1股普通股/1港元 1 Ordinary share/HK\$1	-	-	100	100	物業投資 Property investment
嘉安投資有限公司 Gold Asia Investment Limited	香港 Hong Kong	1股普通股/1港元 1 Ordinary share/HK\$1	-	-	100	100	物業投資 Property investment
雅威投資有限公司 Asiawell Investment Limited	香港 Hong Kong	1股普通股/1港元 1 Ordinary share/HK\$1	-	-	100	100	物業投資 Property investment
威雅投資有限公司 Wide Asia Investment Limited	香港 Hong Kong	1股普通股/1港元 1 Ordinary share/HK\$1	-	-	100	100	物業投資 Property investment
亞證地產策劃管理有限公司 AsiaSec Project Management Limited	香港 Hong Kong	2股普通股/20港元 2 Ordinary shares/HK\$20	-	-	100	100	物業投資 Property investment
萬利海外有限公司 Man Lee Offshore Limited	英屬維京群島 British Virgin Islands	1股普通股/1美元 1 Ordinary share/USD1	-	-	100	100	物業投資 Property investment



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

32. 主要附屬公司及聯營公司詳情
(續)

(b) 主要聯營公司

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

32. Particulars of Principal Subsidiaries and Associates
(continued)

(b) Principal associates

名稱 Name	註冊／成立地 Place of incorporation	所佔股權百分比 Percentage of attributable equity directly		主要業務 Principal activities
		本集團持有 held by the Group		
		2019 %	2018 %	
北京敬遠房地產開發有限公司 Beijing Jingyuan Property Development Co., Ltd.	中國大陸 Mainland China	(Note) (附註)	29.4	物業發展 Property development
浩博投資有限公司 Ho Pok Investment Company Limited	香港 Hong Kong	50	50	投資控股 Investment holding
建唐置業有限公司 Kin Tong Land Investment Company Limited	香港 Hong Kong	50	50	物業投資 Property investment
Zeta Estates Limited	香港 Hong Kong	33.33	33.33	物業發展及物業投資 Property development and property investment

附註：北京敬遠房地產開發有限公司已於本年在清算中。

Note: Beijing Jingyuan Property Development Co., Ltd. was in liquidation during the year.



綜合財務報表附註(續)

截至二零一九年十二月三十一日止年度

33. 報告期後事項

二零一九年新型冠狀病毒(「COVID-19」)在中國爆發，中國政府隨後實施了一連串的隔離檢疫措施，以及其他國家相繼於二零二零年年初實施旅遊限制，自二零二零年一月起，相關措施對本集團的營運產生了嚴重的負面影響。

受COVID-19影響，香港零售業租戶現正面臨業務大量萎縮，有些更暫時停止經營。有見及此，本集團向租戶提供相應之租金優惠。預計本集團之商廈物業於二零二零年的租金收入將減少，這可能對本集團投資物業的公允價值產生影響。

此外，由本集團之聯營公司所持有的住宅和工廈物業在租賃和銷售方面亦受到影響，於二零二零年聯營公司的租金和銷售收入將減少。

董事仍在評估COVID-19對本集團財務報表於授權之公佈日對該等綜合財務報表的財務影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

for the year ended 31st December, 2019

33. Event after the Reporting Period

The outbreak of the 2019 Novel Coronavirus (“COVID-19”) in China and the subsequent quarantine measures imposed by the Chinese government as well as the travel restrictions imposed by other countries in early 2020 have had a severe negative impact on the operations of the Group since January 2020.

Retail tenants in Hong Kong are facing substantial business drop and temporary closure as a result of COVID-19. In response of these, the Group has granted rent concessions to tenants and the rental income from the Group’s commercial properties in 2020 is expected to decrease that may have impacts over the fair value of the Group’s investment properties.

Besides, the Group’s residential and industrial properties held by the associates for leasing and sales are also affected where the income from rental and sales for the associates will also be reduced in 2020.

The Directors are still assessing the financial impact that the COVID-19 will have on the Group’s financial statements as at the date that these consolidated financial statements are authorised for issue.



集團財務資料摘要

SUMMARY OF THE GROUP'S
FINANCIAL INFORMATION

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
收入	Revenue	55,944	58,454	60,004	55,493	50,759
經營溢利	Operating profit	52,704	62,259	83,552	107,931	76,507
應佔聯營公司 溢利(虧損)	Share of profit (loss) of associates	8,967	56,302	99,051	(30,995)	132,062
除稅前溢利	Profit before taxation	61,671	118,561	182,603	76,936	208,569
所得稅支出	Income tax expenses	(3,657)	(5,814)	(13,438)	(15,174)	(12,851)
本年度溢利	Profit for the year	58,014	112,747	169,165	61,762	195,718
歸屬於： 股東權益	Attributable to: Equity holders	58,014	112,747	169,165	61,762	195,718
		港仙 HK cents	港仙 HK cents	港仙 HK cents	港仙 HK cents	港仙 HK cents
每股盈利	Earnings per share	4.67	9.08	13.62	4.97	15.69
總資產	Total assets	4,658,964	4,714,880	4,894,582	5,405,183	5,398,618
總負債	Total liabilities	(222,375)	(205,730)	(191,185)	(314,853)	(178,960)
資產淨值	Net assets	4,436,589	4,509,150	4,703,397	5,090,330	5,219,658



