GR PROPERTIES
國 銳 地 產

Annual Report 2019
年報

GR PROPERTIES LIMITED
國 銳 地 產 有 限 公 司

Stock Code 股份代號 : 108

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CORPORATE INFORMATION
公司資料

EXECUTIVE DIRECTORS
Mr. Wei Chunxian *(Chairman)*
Ms. Liu Shuhua *(Chief Executive Officer)*
Mr. Sun Zhongmin
Mr. Guo Jingsheng
(appointed on 28 June 2019)
Ms. Huang Fei
(appointed on 28 June 2019)
Ms. Li Bing
(appointed on 28 June 2019)

執行董事
魏純暹先生*(主席)*
劉淑華女士*(行政總裁)*
孫仲民先生
郭京生先生
(於二零一九年六月二十八日獲委任)
黃菲女士
(於二零一九年六月二十八日獲委任)
李兵女士
(於二零一九年六月二十八日獲委任)

INDEPENDENT NON-EXECUTIVE DIRECTORS
Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(resigned on 9 February 2020)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(appointed on 9 February 2020)

獨立非執行董事
董渙樟先生
歐陽寶豐先生
(於二零二零年二月九日辭任)
杜紫雲女士
梁浩鳴先生
(於二零二零年二月九日獲委任)

SECRETARY
Mr. Lam Chee Sum Eddie
(resigned on 31 August 2019)
Ms. Ng Ka Sim Casina
(appointed on 31 August 2019 and resigned on 8 November 2019)
Ms. Lam Yuen Ling Eva
(appointed on 8 November 2019)

秘書
林智深先生
(於二零一九年八月三十一日辭任)
吳嘉善女士
(於二零一九年八月三十一日獲委任並於二零一九年十一月八日辭任)
林婉玲女士
(於二零一九年十一月八日獲委任)

AUDIT COMMITTEE
Mr. Tung Woon Cheung Eric
(Chairman of the Audit Committee)
Mr. Au Yeung Po Fung
(resigned on 9 February 2020)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(appointed on 9 February 2020)

審核委員會
董渙樟先生
(審核委員會主席)
歐陽寶豐先生
(於二零二零年二月九日辭任)
杜紫雲女士
梁浩鳴先生
(於二零二零年二月九日獲委任)

NOMINATION COMMITTEE
Mr. Wei Chunxian
(Chairman of the Nomination Committee)
Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(resigned on 9 February 2020)
Mr. Leung Louis Ho Ming
(appointed on 9 February 2020)

提名委員會
魏純暹先生
(提名委員會主席)
董渙樟先生
歐陽寶豐先生
(於二零二零年二月九日辭任)
梁浩鳴先生
(於二零二零年二月九日獲委任)

REMUNERATION COMMITTEE
Mr. Leung Louis Ho Ming
(appointed on 9 February 2020)
(Chairman of the Remuneration Committee)
Mr. Au Yeung Po Fung
(resigned on 9 February 2020)
Mr. Tung Woon Cheung Eric
Ms. To Tsz Wan Vivien

薪酬委員會
梁浩鳴先生
（於二零二零年二月九日獲委任）
（薪酬委員會主席）
歐陽寶豐先生
（於二零二零年二月九日辭任）
董渙樟先生
杜紫雲女士

AUTHORISED REPRESENTATIVES
Ms. Liu Shuhua
Mr. Lam Chee Sum Eddie
(resigned on 31 August 2019)
Ms. Ng Ka Sim Casina
(appointed on 31 August 2019 and resigned on 8 November 2019)
Ms. Lam Yuen Ling Eva
(appointed on 8 November 2019)

授權代表
劉淑華女士
林智深先生
（於二零一九年八月三十一日辭任）
吳嘉善女士
（於二零一九年八月三十一日獲委任並於二零一九年十一月八日辭任）
林婉玲女士
（於二零一九年十一月八日獲委任）

AUDITOR
Ernst & Young

核數師
安永會計師事務所

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CHAIRMAN'S STATEMENT
主席報告

Dear Shareholders,

I am pleased to present, as the chairman of the board of directors (the "Directors") (the "Board") of GR Properties Limited (the "Company", together with its subsidiaries, the "Group"), the report for the year ended 31 December 2019 (the "Year").

REVIEW AND OUTLOOK

The Group began an entirely new era in its history during 2019, following the successful transformation of the Company from one that was engaged in property investment, hotel management and sale of dye-sublimation printed products since 2014 into a company engaging in (i) the provision of property management services in the People's Republic of China (the "PRC"); (ii) property development and investment worldwide, and (iii) operation and management of a leisure and lifestyle experience centre in the PRC.

各位股東:

本人欣然以國銳地產有限公司(「本公司」,連同其附屬公司,統稱為「本集團」)董事(「董事」)局(「董事局」)主席的身份提呈截至二零一九年十二月三十一日止年度(「本年度」)的報告。

回顧及展望

本集團在二零一九年開展新的一頁,由自二零一四年起從事物業投資、酒店管理及銷售染料熱昇華印刷產品成功轉型為從事(i)在中華人民共和國(「中國」)提供物業管理服務;(ii)全球物業發展及投資,及(iii)經營及管理中國之休閒及時尚生活體驗中心的公司。

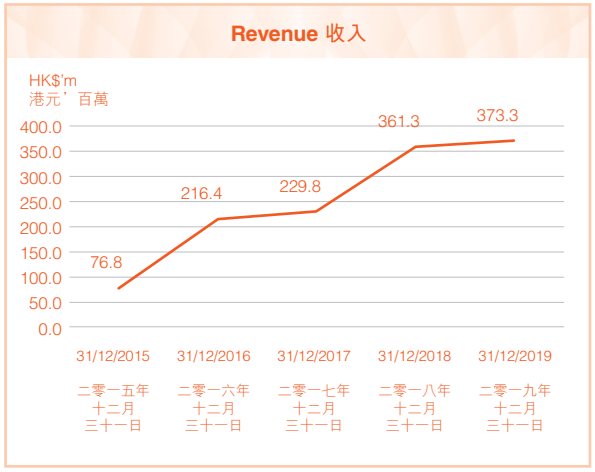
In recent years, numerous acquisitions such as Juxon House and Boundary House in London, the Santa Monica project in Los Angeles and property management and leisure and lifestyle experience business brought significant contributions to the development of the Group. The management team illustrated a more dynamic and professional business style. The main direction of the management team has been to build on the Group's long and extensive experience and excellent track record in property development and investment industry in the PRC, in order to channel its capabilities in new directions that will create greater value for its shareholders. All these efforts have begun to produce a significant improvement in the Group's financial performance in 2019.

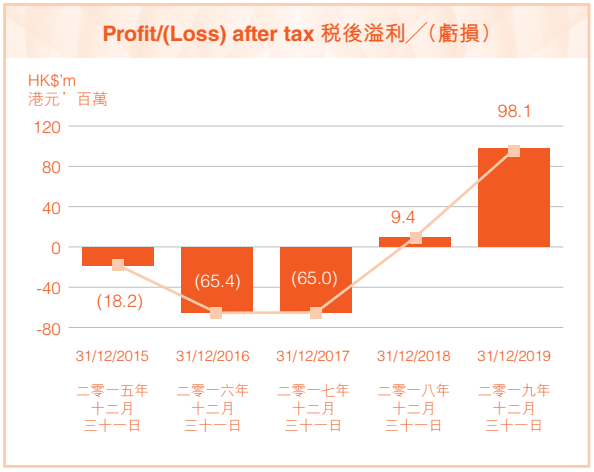
近年，倫敦Juxon House及Boundary House、洛杉磯聖莫尼卡項目以及物業管理和休閒及時尚生活體驗業務等眾多收購為本集團的發展帶來了重大貢獻。管理層經營風格更顯朝氣，管理方式也更見專業。本集團歷史悠久，經驗豐富，多年來在物業發展及投資行業表現超卓，管理層將繼往開來，在原有基礎上開拓業務新方向，為股東創造更大回報。二零一九年本集團的財務表現足證公司上下努力已見巨大成效。

During 2019, the Company has made two important strategic moves, namely (i) completion of acquisition of Capable Kingdom Limited and disposal of Wholly Express Limited and (ii) acquisition of land in the United States.

於二零一九年，本公司作出兩項重大策略舉措，即(i)完成收購Capable Kingdom Limited及出售 Wholly Express Limited及(ii)收購美國地塊。

CHAIRMAN'S STATEMENT
主席報告





Looking ahead, the Group will continue to engage prominently in property development and investment, and relevant asset management services. However, the Group would be more cautious in considering investments in the international markets such as the USA and Europe in accordance with the future development strategy of the Group. This should give diversification with a reasonable return to the Shareholders. Other than capturing investment opportunities to establish the position and engage in the property market in Los Angeles and London for income generating real estates with potential of capital appreciation in the long term and re-development in future, the Group's focus will also be on the execution of existing projects, including but not limited to enhancement of operating performance as well as facilitation of projects developments. Besides, the Group will not rule out any possibilities to divest its investment with decent return. The Directors believe that after those potential acquisitions and execution of existing projects, the Group will be able to broaden its income base through the stable rental incomes generated from the properties. Apart from the Group's core businesses in property development and investments in the PRC, the United States of America (the "USA") and the United Kingdom (the "UK"), and the provision of property management services in Beijing, the Group will continue to focus on in searching for suitable investment opportunities which may strategically fit into its diversification strategy and generate a steady source of income.

展望將來，本集團將繼續主要從事物業發展及投資，以及相關資產管理服務。然而，本集團將按照本集團之未來發展策略，於考慮向美國及歐洲等國際市場作出投資時更加審慎，此舉應帶來多樣化，從而為股東提供合理回報。本集團不單把握投資機遇，進軍洛杉磯及倫敦物業市場並建立橋頭堡，藉房地產長遠資本增值及未來重建潛力賺取收入，亦將專注於執行現有項目，包括但不限於提升營運表現及促進專案發展。此外，本集團將不排除任何獲得足夠回報後出售項目的可能性。董事相信，於進行上述各項潛在收購及執行現有專案後，憑藉該等物業產生之穩定租金收入，本集團之收入基礎將可擴大。除本集團在中國、美利堅合眾國(「美國」)及英國(「英國」)的物業發展及投資的核心業務及於北京提供物業管理服務外，本集團將繼續增強聚焦於策略上配合其多元化發展舉措之合適投資機會，務求帶來穩定收入來源。

APPRECIATION

I would like to take this opportunity to express my heartfelt gratitude to the fellow members of the Board, and on behalf of the Board, the management and entire staff of the Group for their diligent work and contribution in the past year. Last but not least, I would like to extend my sincerest appreciation to the investors and shareholders of the Company for their continuing confidence in and support for the Group over the years. In 2020, the business portfolio of the Group will continue to be optimised and rationalised in order to motivate the Company's future development and business growth. We will devote our best efforts to generate encouraging returns for our supportive shareholders.

Yours faithfully,
WEI CHUNXIAN
Chairman

Hong Kong, 31 March 2020

致謝

本人謹藉此機會衷心感謝董事局全體同仁，並代表董事局感謝本集團的管理層及全體員工過去一年的努力工作和貢獻。最後，本人也誠意感謝本公司的投資者及股東多年以來一直對本集團的信心和支持。於二零二零年，本集團的業務組合將持續優化及合理化，為本公司未來的發展及業務增長注入了原動力。我們將會傾盡全力，為一直支持我們的股東帶來豐碩的回報。

此致
主席
魏純暹

香港，二零二零年三月三十一日

OVERVIEW OF THE YEAR

Year 2019 was definitely a challenging but remarkable year for the Group. The Board is pleased to share with the shareholders of the Company (the "Shareholders") that acquisitions and developments in the property markets from previous years in the USA, the UK and the PRC continue to generate stable income for the Group. Following the completion of (i) the acquisition of a parcel of land in Culver City, the USA (the "Culver City Project"), and (ii) the acquisition of the entire equity interest of Capable Kingdom Limited in consideration of the disposal of the entire equity interest of Wholly Express Limited, the landbank and property portfolio of the Group have been further expanded.

The Culver City Project

On 14 September 2018, the Group entered into an agreement to acquire the entire partnership interest in Washington Motor LP, which indirectly owns a parcel of land in Culver City of Los Angeles in the USA.

The Group intends to develop this land into: (i) multi-family residential apartment units, including affordable housing units, with such residential units representing 132,589 gross square feet; (ii) 3,600 gross square feet of retail space; and (iii) subterranean parking. The acquisition of the entire partnership interest completed on 26 March 2019 and the final consideration (as adjusted) was US$24,000,000.

The Directors consider the Culver City Project to be an attractive investment opportunity to diversify the Group's property development operations in the USA, as this land is located within walking distance to the heart of Culver City, Los Angeles, which is the hub of a number of motion pictures and other production studios and is within well established transportation network. Culver City Project is expected to further cement the Group's foothold in the western USA and enhance the Group's overall geographical diversification of business.

Please refer to the Company's announcements dated 14 September 2018, 9 November 2018, 1 February 2019 and 27 March 2019 for further details on the Culver City Project.

本年度總覽

二零一九年絕對是本集團面對挑戰但引人注目的一年。本公司董事局欣然與支持本公司股東(「股東」)分享，過去數年於美國、英國及中國物業市場進行之收購及發展繼續為本集團帶來穩定收入。在完成(i)收購位於美國卡爾弗城的一塊土地(「卡爾弗城項目」)，以及(ii)出售Wholly Express Limited的全部股權以收購Capable Kingdom Limited的全部股權，本集團的土地儲備及物業組合進一步擴大。

卡爾弗城項目

於二零一八年九月十四日，本集團就收購Washington Motor LP全部合夥權益訂立協議，Washington Motor LP間接擁有位於美國洛杉磯卡爾弗城之地塊。

本集團擬將該地塊發展為：(i)多戶型住宅公寓單位，包括可負擔住屋單位(該住宅單位總面積為132,589平方呎)；(ii)總面積為3,600平方呎之零售空間；及(iii)地下停車場。收購全部合夥權益已於二零一九年三月二十六日完成，且最終代價(經調整)為24,000,000美元。

董事認為，由於從該地塊步行可達洛杉磯匯聚多間電影及其他製作公司之卡爾弗城中心區，附近交通網絡發達，故使本集團美國物業發展業務之投資機會多樣化，卡爾弗城項目乃具吸引力之良機。卡爾弗城項目預計將成為本集團進一步鞏固美國西部地區，提升本集團整體業務地理多元性之里程碑。

有關卡爾弗城項目之更多詳情，請參閱本公司日期為二零一八年九月十四日、二零一八年十一月九日、二零一九年二月一日及二零一九年三月二十七日之公佈。

Acquisition of the entire equity interest of Capable Kingdom Limited ("CKL") in consideration of the disposal of the entire equity interest of Wholly Express Limited ("WEL")

On 16 July 2019, the Company as the purchaser, Winluck Global Limited (a company wholly-owned by Mr. Wei Chunxian, an executive Director) and Silky Apex Limited (a company wholly-owned by Mr. Sun Zhongmin, an executive Director) together as the vendors (collectively, the "Vendors"), entered into a sale and purchase agreement, pursuant to which the Vendors have conditionally agreed to sell and the Company has conditionally agreed to purchase the entire issued share capital of CKL in exchange for the entire issued share capital of WEL.

The transaction completed on 31 October 2019 and accordingly, (a) the Group held 100% equity interest in each of CKL, Capable Point International Limited and Beijing Kaipeng Business Management Co., Ltd.* (北京凱朋商業管理有限公司), approximately 51.02% interest in Beijing Kaipeng Technology Development Co., Ltd.* (北京凱朋科技發展有限公司) ("Kaipeng Technology") and approximately 33.3% in Jiaxing Longsheng Investment Partnership (Limited Partnership)* (嘉興隆灝投資合夥企業(有限合夥)); and (b) the Group ceased to hold any interest in WEL and its subsidiaries.

The properties held by Kaipeng Technology ("CK Property") are certain portion of units, with a gross floor area of approximately 46,164 square meters, in Building No.2 of Kingdom Guorui, No.1 Ronghua South Road, Daxing District, Beijing, the PRC ("Guorui Square Block B"), which are for office use. The remaining portion of Guorui Square Block B ("WGT Property"), is owned by Beijing Wan Gangtong Technology Development Limited Company* (北京萬港通科技發展有限公司), an indirectly wholly-owned subsidiary of Wise Expert Investment Limited ("Wise Expert"), of which the equity interest was and will be acquired by the Group pursuant to the sale and purchase agreement dated 30 May 2018 entered into between the Company as purchaser and Winluck Global Limited and Silky Apex Limited as vendors (the "WE Agreement"). As at the date of this report, 95% of the entire issued share capital of Wise Expert has been acquired by the Group. Further details of the acquisition of equity interest in Wise Expert were set out in the circular dated 30 May 2018 and announcement dated 17 August 2018.

出售Wholly Express Limited(「WEL」)的全部股權以收購Capable Kingdom Limited(「CKL」)的全部股權

於二零一九年七月十六日，本公司作為買方與Winluck Global Limited(一間由執行董事魏純暹先生全資擁有的公司)及Silky Apex Limited(一間由執行董事孫仲民先生全資擁有的公司)共同作為賣方(統稱「賣方」)訂立買賣協議，據此，賣方已有條件同意出售及本公司已有條件同意收購CKL的全部已發行股本以換取WEL的全部已發行股本。

該交易於二零一九年十月三十一日完成，因此，(a)本集團將持有CKL、凱朋國際有限公司及北京凱朋商業管理有限公司各自100%的股權、北京凱朋科技發展有限公司(「凱朋科技」)約51.02%的權益及嘉興隆灝投資合夥企業(有限合夥)約33.3%的權益；及(b)本集團已不再持有WEL及其附屬公司的任何權益。

凱朋科技持有的物業(「CK房地產」)為若干單位，位於中國北京大興區榮華南路1號院國銳•金嶺大廈2號(「國銳廣場B座」)，總建築面積約為46,164平方米，作辦公室用途。國銳廣場B座的剩餘部分(「WGT房地產」)，乃由北京萬港通科技發展有限公司擁有，該公司為Wise Expert Investment Limited(「Wise Expert」)的間接全資附屬公司，而Wise Expert的股權乃被及將被本集團根據本公司(作為買方)與Winluck Global Limited及Silky Apex Limited(作為賣方)所訂立日期為二零一八年五月三十日之買賣協議(「WE協議」)收購。於本報告日期，Wise Expert全部已發行股本的95%已被本集團收購。收購Wise Expert股權的進一步詳情載於日期為二零一八年五月三十日之通函及日期為二零一八年八月十七日之公佈。

The properties held by Beijing Shengyu Technology Development Co., Ltd.* (北京勝域科技發展有限公司) ("WE Property"), a wholly–owned subsidiary of WEL, are located at Building No. 3 of Kingdom Guorui, No.1 Ronghua South Road, Daxing District, Beijing, the PRC with a gross floor area of approximately 28,056 square meters, which are for commercial use.

WEL之全資附屬公司北京勝域科技發展有限公司持有的物業(「WE房地產」)位於中國北京大興區榮華南路1號院國銳•金嶺大廈3號，總建築面積約為28,056平方米，作商業用途。

The Directors considered that the acquisition of entire equity interest of CKL and disposal of the entire interest of WEL, in substance, is an asset exchange transaction. After the completion date (i.e. 31 October 2019), the WE Property was disposed of in exchange for the CK Property.

董事認為收購CKL的全部股權及出售WEL的全部權益實質上為一項資產交換交易。於完成日期(即二零一九年十月三十一日)後，WE房地產被出售以交換CK房地產。

The Directors believe that the acquisition allowed the Company to integrate the CK Property and WGT Property, so as to enhance the flexibility in developing the CK Property, and hence potentially increase the overall value of Guorui Square Block B. The Directors consider the disposal represents an opportunity for the Group to realise its investment in WEL and its subsidiaries. In substance, the Group is able to reallocate more resources to other projects with greater potential returns, such as investing in CK Property.

董事認為，收購事項使本公司能夠整合CK房地產及WGT房地產，以增強開發CK房地產的靈活性，從而有可能增加國銳廣場B座的整體價值。董事認為，出售事項為本集團變現其對WEL及其附屬公司投資之機會。實質上，本集團能夠將更多資源重新分配給具有更高潛在回報的其他項目，如投資CK房地產。

The acquisition and disposal were completed on 31 October 2019. Please refer to the Company's announcements dated 16 July 2019, 1 August 2019, 16 August 2019, 30 August 2019 and 31 October 2019 and the Company's circular dated 30 September 2019 for further details on the above transaction.

該收購事項及出售事項已於二零一九年十月三十一日完成。上述交易之更多詳情，請參閱本公司日期為二零一九年七月十六日、二零一九年八月一日、二零一九年八月十六日、二零一九年八月三十日及二零一九年十月三十一日之公佈及本公司日期為二零一九年九月三十日之通函。

BUSINESS REVIEW

For the year ended 31 December 2019 (the "Year"), the Group's operations were organised into business units based on the nature of their products and services. There were three reportable operating segments, including (i) the property management segment; (ii) the property development and investment segment; and (iii) the operation of the Recreational Centre segment. The first and third segments were carried out in the PRC whereas the second segment was carried out in the PRC, the USA and the UK.

Property management segment

Beijing AOCEAN Property Management Company Limited* (北京澳西物業管理有限公司), ("AOCEAN"), a wholly-owned subsidiary of the Company, provides property management services for office buildings, residential properties and car parks. As at 31 December 2019, AOCEAN managed 23 major residential and commercial property projects, which were located in Beijing and Hebei Province, the PRC. The services provided by AOCEAN under the management agreements thereof include, inter alia (i) provision of heating supply and maintenance services of heat exchange stations and pipeline network; (ii) provision of management services to car parks such as maintenance of various facilities and equipment in the car parks; and (iii) provision of property management services to vacant properties and general management services such as repair and maintenance of buildings and fire safety equipment and facilities for residential and commercial property projects.

Adhering to the principle of being human-oriented, and perceiving the market from the perspective of customers and market needs, AOCEAN has been improving and perfecting its management system and providing professional services.

業務回顧

截至二零一九年十二月三十一日止年度(「本年度」),本集團根據產品及服務之性質劃分業務單位,並有以下三個可供報告之經營板塊:(i)物業管理板塊;(ii)物業發展及投資板塊;及(iii)經營休閒中心板塊。第一個及第三個板塊於中國營運,而第二個板塊則於中國、美國及英國營運。

物業管理板塊

本公司之全資附屬公司北京澳西物業管理有限公司(「澳西」)為辦公大樓、住宅物業及停車場提供物業管理服務。於二零一九年十二月三十一日,澳西管理23個大型住宅及商用物業項目,全部位於中國北京及河北省。澳西根據有關管理協議所提供之服務計有(其中包括):(i)提供供暖服務以及換熱站及輸送管道網絡之維修服務;(ii)提供停車場管理服務(例如維修停車場之各種設施及設備);及(iii)提供有關空置物業之物業管理服務及一般管理服務(例如維修及保養住宅及商用物業項目之樓宇以及防火安全設備及設施)。

秉持以人為本之原則,並從客戶及市場需要之角度進行市場考量,澳西一直改善及完善其管理系統及提供專業服務。

Property development and investment segment

During the Year, operations of the property development and investment segment were carried out in the USA, the UK and the PRC.

- Santa Monica project

  The Santa Monica project, located in Santa Monica, the County of Los Angeles, State of California, the USA, has a total site area of approximately 40,615 square feet. According to the title of the parcel of land, the development for the site is a mixed-use three stories development. Total rentable/saleable floor area is approximately 25,000 square feet for commercial use and 38,000 square feet for residential use and there are 190 on-site subterranean parking spaces. For the commercial area, lease agreement with a famous supermarket chain has been entered into, representing approximately 70% of total commercial rentable area. We are actively negotiating with several potential tenants to lease out the remaining areas. Property leasing agent has been appointed for the residential lease. Marketing campaign has been launched in the market accordingly. Certificate of Occupancy has been received in November of 2019, allowing occupancy in the building. The plan for the Santa Monica project is to lease out all the commercial units and the residential units.

- Culver City Project

  Culver City Project is a 36,319 square foot redevelopment site located on the south corner of Washington Boulevard and Motor Avenue in Culver City, Los Angeles County, California, USA. It is currently improved with an automotive service shop totaling 7,373 square feet and surface lot. During the Year, the property is fully leased to Culver City Toyota on a month-to-month basis.

  The land title allows for the development of 108 residential units, of which 11 units would be income restricted for residents at the extremely low income level, and 3,600 square feet of ground floor commercial space. For details on future development of the land, please refer to the section headed "Overview of the Year" on page 7 in this annual report.

物業發展及投資板塊

於本年度，物業發展及投資板塊業務於美國、英國及中國營運。

- 聖莫尼卡項目

  聖莫尼卡項目位於美國加利福尼亞州洛杉磯聖莫尼卡市，地盤面積合共約為40,615平方呎。根據該幅土地之所有權，地盤之發展為樓高三層之綜合用途發展項目。可出租／可出售總建築面積約25,000平方呎作商業用途，38,000平方呎作住宅用途，並設有190個地下停車位。商業區已簽訂與知名連鎖超市的租賃協議，約佔商業可租用總區域的70%。我們正積極與若干潛在租戶洽談，以出租餘下的區域。本集團已就住宅租賃委任物業租賃代理。營銷活動亦隨之推向市場。本集團已於二零一九年十一月獲得佔用證明，允許佔用該樓宇。聖莫尼卡項目計劃用於出租所有商業單位及住宅單位。

- 卡爾弗城項目

  卡爾弗城項目為一個36,319平方英呎的重建用地，位於美國加利福尼亞州洛杉磯縣卡爾弗城之Washington Boulevard及Motor Avenue的南角。該項目目前正在進行改造，包括一個汽車服務店舖(總面積為7,373平方英呎)及地面空間。於本年度，該物業按月整租予卡爾弗城Toyota。

  該土地之所有權允許開發108個住宅單位，其中11個單位將提供予收入水平極低的居民居住，地面樓層商業空間為3,600平方英呎。有關該土地未來發展的詳情，請參閱本年報第7頁「本年度總覽」一節。

- Boundary House

  Boundary House is located at the crossover between the increasingly vibrant Aldgate district in London, the UK which is popular with technology, media and telecommunications occupiers and the established city of London financial and insurance hub. Boundary House is also close to numerous main train lines and underground stations with convenient access of rail transportation, including the new Crossrail, which is a high speed train expected to be delivered and put in service in 2020 connecting the East and West of London. Boundary House is an office building with a net internal floor area of approximately 45,062 square feet, which comprises a ground floor and seven upper floors, basement storage and seven car park spaces. As at 31 December 2019, Boundary House is approximately 88% occupied and is currently let to 12 tenants. The leases can contribute approximately £1.2 million rental income to the Group annually, not taking into account the rent free period provided to tenants. The Group intends to sell the property if suitable buyers were found.

- Juxon House

  Juxon House is located at 100 St Pauls Churchyard, London, the UK. It is situated in a prominent location on the northwest side of St Pauls Cathedral, at the corner of Ludgate Hill/St Paul's Churchyard to the south and Ave Maria Lane to the west, with Paternoster Square to the east, which is a prime professional and financial district with the London Stock Exchange and some multinational organizations having offices in the near vicinity. Juxon House is a grade A commercial building with a net lettable floor area of approximately 123,781 square feet, among which the office accommodation, the retail accommodation, and the ancillary and storage area have a net lettable floor area of 100,774 square feet, 20,083 square feet and 2,924 square feet respectively. Juxon House comprises a lower ground floor, a ground floor and five upper floors, basement storage and 20 car park spaces. Juxon House was fully let to four office tenants and four retail tenants, which contributed approximately £6.3 million rental income to the Group annually, not taking into account the rent free period provided to tenants.

- Boundary House

  Boundary House坐落於英國倫敦市日漸繁華的Aldgate區，該區域獲多家科技、媒體及電信企業進駐，且為倫敦市著名的金融及保險地帶中心。Boundary House鄰近多條主要鐵路幹線及地鐵站，包括新的Crossrail（預計將於二零二零年交付並投入服務、貫通倫敦東西之高速鐵路），鐵路交通十分方便。Boundary House為一座辦公大樓，室內實用建築面積約為45,062平方呎，由一層地下室、地面上七層樓、地庫儲物空間及七個停車位組成。於二零一九年十二月三十一日，Boundary House目前出租予12名租戶，出租率約達88%。未計及向租戶提供之免租期，該等租賃每年可為本集團貢獻約1,200,000英鎊租金收入。如果有合適買家，本集團擬出售該物業。

- Juxon House

  Juxon House位於英國倫敦聖保羅教堂墓地第100號。其坐落於聖保羅大教堂西北側之黃金地段，南面為Ludgate Hill／聖保羅教堂墓地，西面為Ave Maria Lane，而東面則為帕特諾斯特廣場，乃倫敦證券交易所所在之主要專業及金融區，若干跨國公司在附近擁有辦事處。Juxon House為一座A級商業樓宇，可出租實用面積約為123,781平方呎，其中辦公場所、零售場所及配套及儲存區域之可出租實用建築面積分別為100,774平方呎、20,083平方呎及2,924平方呎。Juxon House包括一層底層、地面層及以上五個樓層、地下儲存室及20個停車位。Juxon House已完全出租予四名辦公室租戶及四名零售租戶，未計及向租戶提供之免租期，每年可為本集團貢獻約6,300,000英鎊租金收入。

- Guorui Square Block B

Guorui Square Block B, located at Ronghua South Road, Daxing District, Beijing, the PRC, is a multi-purpose building comprising residential units, hotel, serviced apartments and offices.

Certain units in Guorui Square Block B, including the basements, the whole of Levels 2 to 11, Unit 108 on Level 1M and Units 1201, 1202 and 1203 on Level 12M, namely WGT Property, were owned by Wise Expert and its subsidiaries. Wise Expert was and will be acquired by the Company at a consideration of HK1,541,320,000 pursuant to the WE Agreement. As at the date of this report, 95% of the entire issued share capital of Wise Expert has been acquired by the Group. During the Year, the land and building certificates (in strata title) of WGT Property granted by the relevant land bureau were all obtained and hence the Group obtained the ownership of WGT Property.

The remaining units in Guorui Square Block B, including Level 1, Unit 107 on Level 1M and Levels 13 to 36 (excluding refuge floors on Level 23 and Level 34) namely CK Property, was wholly-owned by CKL and its subsidiaries. CKL was acquired by means of disposing the entire equity interest of WEL and became a wholly-owned subsidiary of the Company in October 2019.

The Directors planned to sell certain units or lease certain units of Guorui Square Block B, subject to the property market condition in Yizhuang. Currently, certain units were leased out to tenants under medium or long lease term and at the same time, property leasing agents in the PRC were engaged to explore sale opportunities.

- 國銳廣場B座

國銳廣場B座位於中國北京大興區榮華南路，為包括住宅單位、酒店、服務公寓及辦公室之多功能大樓。

國銳廣場B座若干單位，包括地下室、第2層至第11層、第1M層的108室以及第12M層的1201、1202及1203室(即WGT房地產)由Wise Expert及其附屬公司擁有。根據WE協議，本公司已及將以代價1,541,320,000港元收購Wise Expert。於本報告日期，Wise Expert全部已發行股本的95%已被本集團收購。於本年度，均已取得有關土地局授予的WGT房地產之土地及樓宇證書(按分層所有權)，因此本集團獲得WGT房地產的所有權。

國銳廣場B座的餘下單位(包括第1層、第1M層的107室及第13至第36層(不包括第23層及第34層的隔火層))，即CK房地產，乃由CKL及其附屬公司全資擁有。CKL乃透過出售WEL之全部股權而被收購，並於二零一九年十月成為本公司的全資附屬公司。

董事計劃出售或租賃國銳廣場B座的若干單位，受限於亦莊房地產市場之條件。目前，一個單位按中長期租賃期出租予租戶，同時，中國的物業租賃代理亦在尋求銷售機會。

Operation of the Recreational Centre segment

The operation of the Recreational Centre segment, including but not limited to provision of catering, banquet, fitness and sport facilities services, was conducted by Wholly Express Limited and its subsidiaries (collectively referred to the "Wholly Express Group") before the Group's reorganisation. Following the completion of the Group's reorganisation on 20 June 2019, the Recreational Centre was since operated by Rui Hua Investment Limited and its subsidiaries instead. The Recreational Centre is operated at the premises of WE Property, which is located at Ronghua South Road, Daxing District, Beijing, the PRC. WE Property was previously held by the Group and disposed of in exchange for the CK Property during the Year, and is currently leased back under an operating lease from the Wholly Express Group, which is a related company.

WE Property is located in the Economic Technological Development Area in Yizhuang (亦莊) at the southeast of Beijing, the PRC, which is surrounded by an area of large construction site under development. The construction site includes hotel, offices, residential and retail properties. The development of the remaining area is expected to be gradually completed by 2022. Although the operation of the Recreational Centre incurred net loss during the Year, which was mainly due to the surrounding area still being under development, the Directors expect that the operation of the Recreational Centre will gradually improve with the increasing population, following completion of development of other areas of the site and pedestrian flow in surrounding area.

經營休閒中心板塊

本集團於重組前由Wholly Express Limited及其附屬公司(統稱「Wholly Express集團」)經營休閒中心板塊(包括但不限於提供餐飲、宴會、健身及體育設施服務)。本集團於二零一九年六月二十日完成重組後，該休閒中心由銳華天地投資有限公司及其附屬公司代為運營。休閒中心乃於位於中國北京大興區榮華南路之WE房地產之物業內經營。WE房地產先前由本集團持有並於本年度以交換CK房地產進行出售，目前根據經營租賃從關聯公司Wholly Express集團租回。

WE房地產位於中國北京東南部亦莊經濟技術開發區，周邊大部分建築工地正在開發。該建築工地附帶酒店、辦公室、住宅及零售物業。餘下區域之發展估計將於二零二二年逐步完成。儘管休閒中心運營於年度內主要因周邊區域仍在開發而產生虧損淨額，董事預計，隨著場地其他區域的開發及周邊地區的人流量的增加，休閒中心營運將逐步改善。

FINANCIAL REVIEW

財務回顧

		Year ended 31 December 2019 截至二零一九年十二月三十一日止年度 *HK$'000 千港元*	Year ended 31 December 2018 截至二零一八年十二月三十一日止年度 *HK$'000 千港元*
Turnover	營業額	**373,327**	361,282
Profit for the year	**本年度溢利**	**98,082**	9,430

Assets and liabilities	**資產及負債**	**As at 31 December 2019 於二零一九年十二月三十一日 *HK$'000 千港元***	As at 1 January 2019 於二零一九年一月一日 *HK$'000 千港元*	As at 31 December 2018 於二零一八年十二月三十一日 *HK$'000 千港元*
Total assets	資產總額	**6,306,456**	5,043,900	5,030,079
Total liabilities	負債總額	**2,869,659**	1,589,385	1,575,564
Net assets	資產淨額	**3,436,797**	3,454,515	3,454,515
Net debts^	債務淨額^	**2,378,356**	985,655	971,834
Capital liquidity ratio**	資本流動比率**	**0.22**	0.54	0.54
Gearing ratio#	資產負債率#	**68.6%**	28.3%	28.0%

^ The amount represented total liabilities, exclusive of income and other tax payables and receipts in advance, less cash and cash equivalents

** The ratio represented cash and cash equivalents divided by current liabilities

The ratio represented net debts divided by total equity

@ The balances as at 1 January 2019 were restated under initial adoption of HKFRS 16 using the modified retrospective approach

^ 該款項指負債總額，不包括收入及其他應付稅項以及預收款項減現金及現金等價物

** 該比率指現金及現金等價物除以流動負債

該比率指債務淨額除以權益總額

@ 於二零一九年一月一日之結餘因首次採納香港財務報告準則第16號採用經修訂追溯法重列

Financial analysis

During the Year, the Group generated revenue of approximately HK$373,327,000 (31 December 2018: approximately HK$361,282,000). The property management segment reported segment revenue of approximately HK$224,225,000 (31 December 2018: approximately HK$196,057,000). The property development and investment segment arising reported segment revenue of approximately HK$78,817,000 (31 December 2018: approximately HK$75,067,000), which was contributed from the rental income from the operating leases of certain portion of units in Juxon House, Boundary House, and Guorui Square Block B. The operation of the Recreational Centre segment reported segment revenue of approximately HK$70,285,000 (31 December 2018: approximately HK$90,158,000). The Group recorded a profit for the Year of approximately HK$98,082,000 (31 December 2018: approximately HK$9,430,000). The increase in profit was primarily due to a remeasurement gain of approximately HK$301,460,000 upon transfer of a portion of certain properties held for sale to investment properties and offset by a net fair value loss of investment properties of approximately HK$142,174,000. As at 31 December 2019, the outstanding balance of bank and other borrowings was HK$2,336,024,000 (31 December 2018: HK$1,023,094,000), of which the balance mainly consisted of (i) a bank loan of HK$123,194,000 (31 December 2018: HK$125,564,000) secured by Boundary House and certain trade and lease receivables; (ii) a bank loan of HK$806,374,000 (31 December 2018: HK$784,090,000) secured by Juxon House and certain trade and lease receivables; (iii) other loan of HK$213,959,000 (31 December 2018: Nil) secured by the US Complex which was newly drawdown during the Year; and (iv) lease liabilities balances of HK$39,603,000 (31 December 2018: Nil).

During the Year, the Company and Wintime, the substantial Shareholder, entered into a shareholder loan facility agreement. Pursuant to the shareholder loan facility agreement, Wintime agrees to grant a facility of HK$1,700,000,000 to the Company for financing its working capital requirements in connection with its property acquisition and development. This shareholder loan facility is unsecured, interest bearing at 2% per annum and repayable 36 months after drawdown, and such facility was extended in July 2019 for 24 months.

財務分析

本集團於本年度產生收入約373,327,000港元(二零一八年十二月三十一日:約361,282,000港元)。物業管理板塊錄得板塊收入約224,225,000港元(二零一八年十二月三十一日:約196,057,000港元)。物業發展及投資板塊產生的可呈報板塊收入約78,817,000港元(二零一八年十二月三十一日:約75,067,000港元),源自Juxon House、Boundary House及國銳廣場B座之若干單元之經營租賃貢獻的租金收入。經營休閒中心板塊錄得板塊收入約70,285,000港元(二零一八年十二月三十一日:約90,158,000港元)。本集團於本年度錄得溢利約98,082,000港元(二零一八年十二月三十一日:約9,430,000港元)。溢利增加主要乃由於若干持作出售物業轉為投資物業後之重新計量收益約301,460,000港元被投資物業公平值虧損淨額約142,174,000港元所抵銷。於二零一九年十二月三十一日,銀行及其他借款的未償還結餘為2,336,024,000港元(二零一八年十二月三十一日:1,023,094,000港元),其中結餘主要包括(i)以Boundary House及若干應收貿易及租賃賬款作抵押的銀行貸款123,194,000港元(二零一八年十二月三十一日:125,564,000港元);(ii)以Juxon House及若干應收貿易及租賃賬款作抵押的銀行貸款806,374,000港元(二零一八年十二月三十一日:784,090,000港元);(iii)以美國綜合物業作抵押的本年度新增其他貸款213,959,000港元(二零一八年十二月三十一日:無);及(iv)租賃負債結餘39,603,000港元(二零一八年十二月三十一日:無)。

於本年度,本公司與主要股東Wintime訂立一份股東貸款融資協議,根據股東貸款融資協議,Wintime同意向本公司授予一筆1,700,000,000港元之融資,用於向本公司提供與其物業收購及發展相關的營運資金要求。該股東貸款融資為無抵押,按2%年利率計息,並須於提款後36個月償還,且該融資於二零一九年七月延期24個月。

Also, during the Year, the Company and Gang Rui International Investment (HK) Limited ("Gang Rui"), a shareholder deemed to be interested in 25.37% of the entire issued share capital of the Company, entered into another shareholder loan facility agreement. Pursuant to the shareholder loan facility agreement, Gang Rui granted a facility of HK$200,000,000 (or its equivalent in US$) to the Company, of which US$10,370,000 (equivalent to HK$82,656,000) had been utilised as at 31 December 2019.

此外，本公司於本年度與港銳國際投資(香港)有限公司(「港銳」)(被視為持有本公司全部已發行股本25.37%權益之股東)簽訂另一份股東貸款融資協議。根據股東貸款融資協議，港銳向本公司授予一筆200,000,000港元(或等值美元)之融資，其中10,370,000美元(相當於82,656,000港元)已於二零一九年十二月三十一日獲使用。

As at 31 December 2019, the Group had available cash and bank balances of approximately HK$246,877,000 (31 December 2018: approximately HK$345,163,000).

於二零一九年十二月三十一日，本集團有現金及銀行結餘約246,877,000港元(二零一八年十二月三十一日：約345,163,000港元)。

Foreign currency exposure

During the Year, the Group's business operations were principally located in the PRC, the UK and the USA and the main operational currencies are Hong Kong dollars ("HK$"), Renminbi ("RMB"), Pound sterling ("£") and United States dollars ("US$"). The Group's transactions were mainly denominated in RMB, £ and US$. The majority of assets and liabilities are denominated in HK$, RMB, £ and US$. Any significant exchange rate fluctuations of foreign currencies against HK$ may have financial impact to the Group. The Group does not have a foreign currency hedging policy at present. However, the Group will closely monitor the exchange rate movement trend and take corresponding measures in a timely manner to reduce foreign currency exchange risk and exposure.

外幣風險

於本年度，本集團之業務營運主要位於中國、英國及美國境內，而主要營運貨幣為港元(「港元」)、人民幣(「人民幣」)、英鎊(「英鎊」)及美元(「美元」)。本集團之交易主要以人民幣、英鎊及美元為單位。大部分資產和負債均以港元、人民幣、英鎊及美元為單位。外幣兑港元如有任何重大匯率波動，可能會對本集團構成財務影響。本集團目前並無外幣對沖政策。然而，本集團將密切關注匯率變化趨勢，及時採取應對措施以減輕外匯風險及承擔。

Human resources and remuneration policy

As at 31 December 2019, the total number of employees of the Group (excluding Directors) was 698 (31 December 2018: 724). Most of them were located in the PRC.

The total remuneration of the employees of the Group for the Year was approximately HK$96,705,000 (31 December 2018: approximately HK$96,740,000).

Remuneration offered by the Group was determined in accordance with the relevant policies in Hong Kong, the PRC and the USA and with reference to market trend, as well as individual competence and performance of the staff. Other related benefits included contributions to Mandatory Provident Fund Schemes, social insurance and medical insurance funds.

人力資源及薪酬政策

於二零一九年十二月三十一日，本集團之僱員(不包括董事)總數為698人(二零一八年十二月三十一日：724人)，大部分在中國工作。

本集團於本年度之僱員薪酬總額約96,705,000港元(二零一八年十二月三十一日：約96,740,000港元)。

本集團提供之薪酬乃根據香港、中國及美國有關政策，參考市場薪酬水平及員工個人能力、表現而釐定。其他有關福利包括強積金、社會保險基金及醫療保險基金供款。

Final dividend

The Board resolved not to declare any final dividend for the Year (31 December 2018: Nil).

末期股息

董事局議決不宣派本年度之任何末期股息(二零一八年十二月三十一日：無)。

Pledge of assets

As at 31 December 2019, the Group had investment properties and properties held for sale amounting to approximately HK$3,783,349,000 in total (31 December 2018: approximately HK$2,175,670,000) to secure bank and other borrowings and an amount due to a related party of approximately HK$1,150,757,000 (31 December 2018: approximately HK$1,023,094,000). Such bank and other borrowings comprise of loans presented in the section headed "Financial analysis" of this annual report on page 16 and 17.

As at 31 December 2019, certain trade and lease receivables of approximately HK$3,253,000 (31 December 2018: approximately HK$3,321,000) in total was pledged to secure a bank loan granted to the Group.

As at 31 December 2019, bank deposit amounting to approximately HK$39,168,000 (31 December 2018: approximately HK$39,230,000) has been pledged to secure standby letter of credit issued to the general contractor for Santa Monica project.

資產抵押

於二零一九年十二月三十一日，本集團將合共約3,783,349,000港元(二零一八年十二月三十一日：約2,175,670,000港元)之投資物業及持作出售物業作為向銀行及其他借款以及應付一名關聯方款項約1,150,757,000港元(二零一八年十二月三十一日：約1,023,094,000港元)之擔保。該銀行及其他借款包括本年報第16頁及17頁「財務分析」一節呈列的貸款。

於二零一九年十二月三十一日，若干應收貿易及租賃賬款合計約3,253,000港元(二零一八年十二月三十一日：約3,321,000港元)已抵押，作為本集團獲授銀行貸款之擔保。

於二零一九年十二月三十一日，金額約為39,168,000港元(二零一八年十二月三十一日：約39,230,000港元)之銀行存款已抵押，作為向聖莫尼卡項目總承包商出具之備用信用證之擔保。

Capital and other development related commitment and contingent liabilities

As at 31 December 2019 and 2018, the Group had no material contingent liabilities. As at 31 December 2019, the Group had contracted but not provided for commitments for development costs and capital expenditure amounting to approximately HK$2,879,000 (31 December 2018: approximately HK$212,952,000, of which it included the capital expenditure of acquiring partnership interest in a parcel of land amounting to approximately HK$184,040,000 which was paid during the Year).

資本及其他開發相關之承擔及或然負債

於二零一九年及二零一八年十二月三十一日，本集團並無任何重大或然負債。於二零一九年十二月三十一日，本集團就開發成本及資本開支約2,879,000港元，擁有已訂約但未撥備承擔(二零一八年十二月三十一日：約212,952,000港元，其中包括收購一幅地塊的合夥權益的資本開支約184,040,000港元，已於本年度支付)。

Property valuations

Property valuations on the Group's investment properties located in the UK and the USA and the property located in the PRC as at 31 December 2019 have been carried out by independent qualified professional valuers, Jones Lang LaSalle Limited, Knight Frank LLP, Cushman & Wakefield Western, Inc, Knight Frank Petty Limited and Colliers International (Hong Kong) Limited, respectively. The property valuations were used in preparing 2019 annual results. The valuations were based on income capitalisation approach and sales comparison approach.

物業估值

本集團於英國及美國之投資物業及位於中國之物業於二零一九年十二月三十一日之物業估值，分別由獨立合資格專業估值師仲量聯行有限公司、Knight Frank LLP、Cushman & Wakefield Western, Inc、萊坊測計師行有限公司及高力國際物業顧問(香港)有限公司進行。物業估值用於編製二零一九年年度業績。估值乃根據收入資本化法及銷售比較法而定。

Significant investments and material acquisitions and disposals of subsidiaries, associates and joint ventures

For material acquisition of subsidiaries and significant investments held, their performance during the Year and their future prospects, please refer to the sections headed "Overview of the Year" and "Business Review" on pages 7 to 14 in this annual report. Save as disclosed, the Group had not made any other significant investments, acquisitions and disposals during the Year.

重大投資及附屬公司、聯營公司及合營公司的重大收購及出售事項

有關本年度之附屬公司重大收購事項及所持重大投資及其表現以及未來展望，請參閱本年報第7至14頁「本年度總覽」及「業務回顧」等章節。除所披露者外，本集團於本年度並無任何其他重大投資、收購及出售事項。

Use of proceeds

As at 31 December 2019, the net proceeds from the open offer completed on 24 July 2018 were utilised as intended as follows:

所得款項用途

於二零一九年十二月三十一日，已於二零一八年七月二十四日完成之公開發售的所得款項淨額已用作以下擬定用途：

		Net proceeds raised 籌集的所得款項淨額 (HK$) (港元)	Amount utilised for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度已動用金額 (HK$) (港元)	Amount utilised for the Year 本年度已動用金額 (HK$) (港元)
For the repayment of outstanding liabilities	**用作償還未償還負債**			
• Repayment of loans	• 償還貸款	551,920,000	528,548,000	23,372,000
For the general working capital of the Group	**用作本集團的一般營運資金**	176,130,000	100,543,000	75,587,000
• Operating and administrative expenses for the Group's operation in the United States	• 本集團於美國經營業務的營運及管理開支	—	25,674,000	18,897,000
• Repayment of interests on the loans	• 償還貸款利息	—	24,367,000	18,141,000
• Salaries, professional fees, utilities, repairs and maintenance and rental expenses, and other operating expenses for Group's existing principal business	• 薪金、專業費用、公共事業、維修及保養及租金開支以及本集團現有主要業務的其他營運開支	—	50,502,000	38,549,000
Total:	**合計：**	**728,050,000**	**629,091,000**	**98,959,000**

FUTURE PROSPECT

Looking ahead, the Group will continue to engage prominently in property development and investment, and relevant asset management services. However, the Group would be more cautious in considering investments in the international markets such as the USA and Europe in accordance with the future development strategy of the Group. This should give diversification with a reasonable return to the Shareholders. Other than capturing investment opportunities to establish the position and engage in the property market in Los Angeles and London for income generating real estates with potential of capital appreciation in the long term and re-development in future, the Group's focus will also be on the execution of existing projects, including but not limited to enhancement of operating performance as well as facilitation of projects developments. Besides, the Group will not rule out any possibilities to divest its investment with decent return. The Directors believe that after those potential acquisitions and execution of existing projects, the Group will be able to broaden its income base through the stable rental incomes generated from the properties. Apart from the Group's core businesses in property development and investments in the PRC, the USA and the UK, and the provision of property management services in Beijing, the Group will continue to focus on in searching for suitable investment opportunities which may strategically fit into its diversification strategy and generate a steady source of income.

未來展望

展望將來，本集團將繼續主要從事物業發展及投資，以及相關資產管理服務。然而，本集團將按照本集團之未來發展策略，於考慮向美國及歐洲等國際市場作出投資時更加審慎，此舉應帶來多樣化，從而為股東提供合理回報。本集團不單把握投資機遇，進軍洛杉磯及倫敦物業市場並建立橋頭堡，藉房地產長遠資本增值及未來重建潛力賺取收入，亦將專注於執行現有項目，包括但不限於提升營運表現及促進專案發展。此外，本集團將不排除任何獲得足夠回報後出售項目的可能性。董事相信，於進行上述各項潛在收購及執行現有專案後，憑藉該等物業產生之穩定租金收入，本集團之收入基礎將可擴大。除本集團在中國、美國及英國的物業發展及投資的核心業務及於北京提供物業管理服務外，本集團將繼續增強聚焦於策略上配合其多元化發展舉措之合適投資機會，務求帶來穩定收入來源。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold, redeemed or cancelled any of the Company's listed securities during the Year.

購買、出售或贖回上市證券

於本年度，本公司及其任何附屬公司概無購買、出售、贖回或註銷任何本公司的上市證券。

AUDIT COMMITTEE

The audit committee has reviewed the annual results and has no dissenting view on the accounting policies adopted by the Group and on the Group's internal controls and risk management, accounting and financial reporting functions.

審核委員會

審核委員會已審閱全年業績，而其對本集團採納的會計政策以及本集團的內部監控及風險管理、會計及財務匯報職能並無異議。

ABOUT THIS REPORT

This is the fourth Environmental, Social and Governance Report ("ESG") of GR Properties Limited ("GR Properties" or the "Company"), together with its subsidiaries (the "Group" or "We" or "Us") to stakeholders, which aims to provide a balanced representation of the efforts made by the Company and its subsidiaries on corporate social responsibility and sustainable development in the past year. This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

REPORTING PERIOD AND SCOPE

This report covers the period from 1 January 2019 to 31 December 2019 (the "Reporting Period").

The reporting scope of this report covers the major property management projects of the property management business and Recreational Centre businesses of the Group located in Beijing. This report comprised seven major property management projects of the Group during the Reporting Period (2018: six major property management projects), namely the Fortune Street project*, the Yigou project*, In-Beijing project*, the GOLDEN TOWER project*, the North Garden project*, the Kingdom Guorui project* and the Guorui Plaza project*. In particular, the total chargeable area of Kingdom Guorui project has increased during the Year as compared to 2018, and the Guorui Plaza project has been added to this year's reporting scope as a new major property management project commenced during the Reporting Period.

* The English name is an unofficial translation for identification purpose only.

關於本報告

本報告是國銳地產有限公司(「國銳地產」或「本公司」),連同其附屬公司(統稱為「本集團」或「我們」)向各位持份者所發表的第四份環境、社會及管治報告(「環境、社會及管治報告」),旨在平衡展示本公司及其附屬公司在過去一年在企業社會責任及可持續發展方面作出的努力。本報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七之《環境、社會及管治報告指引》編製。

報告期間及範圍

本報告的報告期為二零一九年一月一日至二零一九年十二月三十一日(「報告期間」)。

本報告的範圍涵蓋本集團位於中國北京市的物業管理業務及休閒中心業務的主要物業管理項目。本報告涵蓋本集團於報告期內的七個主要物業管理項目(二零一八年:六個主要物業管理項目),即財滿街項目*、易構項目*、In北京項目*、金長安項目*、北花園項目*、國銳•金嶺項目*及國銳廣場項目*。尤其是,國銳•金嶺項目於本年度的物業收費面積相比二零一八年有所增長,本年度的報告範圍新增了國銳廣場項目,該項目為於報告期內開始的新主要物業管理項目。

* 英文名稱為非官方名稱,僅供識別。

ESG WORKING GROUP

To demonstrate our commitment to transparency and accountability, the Company has established an ESG working group, which has clear terms of reference that set out the powers delegated to it by the Board of Directors. We highly value opinions of each stakeholder and treat them as the cornerstone for the development of the Group. If you have any opinions or suggestion on this Report and our sustainable development performance, please send us your comments to info@grproperties.com.hk.

環境、社會及管治工作組

為踐行我們的透明度及問責制承諾，本公司成立了環境、社會及管治工作組及職權範圍，並明確規定了董事局賦予工作組的權力。我們對於每一個持份者的意見都極其重視，視之為本集團向前發展的基石。如閣下對本報告或本集團的可持續發展表現有任何意見或建議，可透過電郵info@grproperties.com.hk向我們提出。

CORPORATE SOCIAL RESPONSIBILITY ("CSR") VISION, POLICY AND STRATEGY

The Group adopted a CSR Policy in order to commit to the highest standards of corporate governance, and aims to integrate CSR into the Group's business strategy and management approach.

CSR is viewed as a business philosophy that creates shared sustainable value with its stakeholders in the economic, social and environmental dimensions. The Group's CSR vision and CSR Policy guide the Group's business and operational decisions to take into account its responsibility to the CSR cornerstones with pragmatic objectives providing guidance on the application of these principles in its daily operations.

The Group's CSR Policy describes our long-term approach to specific issues in the four cornerstones: Marketplace, Workplace, Community and Environment, which is instrumental in enabling our business to operate in a sustainable manner. Within each of the cornerstones, core principles and pragmatic objectives provide guidance on practicing CSR in our daily operations.

企業社會責任(「CSR」)願景、政策及策略

本集團已採納企業社會責任政策，遵守最高企業管治標準，並致力於將企業社會責任納入本集團的業務策略及管理方案。

我們將企業社會責任視為一種商業理念，在經濟、社會和環境方面與持份者共同創造可持續的價值。本集團的企業社會責任願景及企業社會責任政策將指引本集團的業務及營運決策，我們將企業社會責任視為企業責任的基石，並透過務實目標指引相關原則在日常營運中的運用。

本集團的企業社會責任政策介紹了我們針對市場、工作場所、社區和環境四個基礎方面的具體事宜的長期方案，從而促進我們業務的可持續營運。在每個基礎方面，核心原則及務實目標將指引我們在日常運營中實踐企業社會責任。

SUSTAINABILITY

Sustainable development is a long-term commitment of a responsible enterprise, and is deeply rooted in our people-oriented businesses. We have been implementing sustainable operations and worked towards a better life for the public, through continuously enhancing the sustainability of the environment, ensuring a high quality of services, building an outstanding and strong service team, carrying out rigorous supply chain management, maintaining a high level of ethics and integrity, caring for disadvantaged groups in the community and otherwise.

可持續發展

可持續發展是負責任企業的長期承諾，且深深植根於我們以人為本的業務當中，透過不斷加強環境的可持續性、確保服務品質卓越、建立優秀強大的服務團隊、嚴謹的供應鏈管理、維持高度的道德與誠信、關懷社區弱勢社群等各範疇的工作。我們一直貫徹可持續營運方針，將美好生活帶給公眾。

STAKEHOLDERS ENGAGEMENT

The Group endeavors to create sustainable growth and long-term value for its stakeholders, who comprise the Group's employees, customers, owners and households, suppliers and business partners, shareholders and investors, government and the wider community. We continue to interact with our stakeholders on an ongoing basis in order to understand their views and collect their feedback.

Our channels of daily communication with stakeholders are as follows:

持份者參與

本集團努力為持份者創造可持續增長和長期價值，本集團的持份者涵蓋本集團的僱員、客戶、業主及住戶、供應商及業務夥伴、股東及投資者、政府以及更廣泛社區。我們持續與持份者進行交流，了解彼等的看法並收集反饋意見。

我們與持份者的日常溝通渠道如下：

MATERIALITY ASSESSMENT

In order to better understand the opinions and expectations of our stakeholders, we engage a third party to conduct materiality assessment for us each year. Through opinion survey, we invite stakeholders to score and rank a total of 25 environmental, social and governance issues grouped into five main categories (namely "Quality of Working Environment", "Environmental Protection and Green Operations", "Operational Practices", "Product and Service Responsibilities" and "Contribution to Communities,", thereby understanding their degree and change of attention to each significant issue, and enabling us to more comprehensively plan our sustainable development work more comprehensively in the future.

重要性評估

為了更有效瞭解持份者的意見和期望，我們每年委任第三方為我們進行重要性評估工作。通過意見調查，邀請各類別的持份者就五個主要範疇(即「工作環境質素」、「環境保護和綠色營運」、「營運常規」、「產品與服務責任」以及「社區貢獻」)，合共25個環境、社會及管治議題進行評分及排名，我們從而瞭解持份者就各重大議題的關注程度及其改變趨勢，以及以便我們在未來製定可持續發展工作時，有更全面的規劃。

Materiality Analysis of Issues

各議題之重要性分析

Issue 議題	Category 範疇	Change 變化	Rankings for the Year 本年度排名	Rankings for the Last Year 上一年度排名
Occupational safety and health 職業安全及健康	Quality of working environment 工作環境質素	↑	1	9
Sewage discharge 污水排放	Environmental protection and green operations 環境保護和綠色營運	↑	2	5
Customer/consumer privacy 客戶／消費者私隱	Product and service responsibilities 產品與服務責任	↑	3	14
Prevention of child and forced labour 防止童工及強制勞動	Quality of working environment 工作環境質素	↑	4	6
Energy and water conservation 節約能源及用水	Environmental protection and green operations 環境保護和綠色營運	↑	5	21
Disaster emergency plan 災難應急預案	Operational practices 營運常規	↓	6	2
Treatment of hazardous and non-hazardous waste 有害及無害廢棄物處理	Environmental protection and green operations 環境保護和綠色營運	↓	7	1
Product safety 產品安全	Product and service responsibilities 產品與服務責任	↑	8	18

Issue 議題	Category 範疇	Change 變化	Rankings for the Year 本年度排名	Rankings for the Last Year 上一年度排名
Greenhouse gas emission 溫室氣體排放	Environmental protection and green operations 環境保護和綠色營運	↑	9	15
Exhaust emission 廢氣排放	Environmental protection and green operations 環境保護和綠色營運	↓	10	3
Natural resource utilization (including energy and water utilization) 天然資源利用(包括能源及用水)	Environmental protection and green operations 環境保護和綠色營運	↑	11	23
Anti-corruption 反貪污	Operational practices 營運常規	↓	12	4
Intellectual property rights 知識產權	Product and service responsibilities 產品與服務責任	↑	13	19
Complaint handling 投訴處理	Product and service responsibilities 產品與服務責任	↑	14	16
Trainings and development 培訓及發展	Quality of working environment 工作環境質素	↓	15	12
Carbon trading mechanism 碳交易機制	Environmental protection and green operations 環境保護和綠色營運	↑	16	20
Evaluation of suppliers' environmental and social performance 供應商環境及社會表現評估	Environmental protection and green operations 環境保護和綠色營運	↑	17	22
Technology research and development 技術研究與開發	Product and service responsibilities 產品與服務責任	↑	18	25
Supplier selection procedure 供應商選擇程序	Operational practices 營運常規	↓	19	7
Employee benefits/leisure activities 員工福利／康樂活動	Quality of working environment 工作環境質素	↑	20	24
Employment relationship and communication with employees 僱傭關係及員工溝通	Quality of working environment 工作環境質素	↓	21	8
Charity donation 慈善捐贈	Contribution to Communities 社區貢獻	↓	22	11
Participation in volunteer activities 參與義工活動	Contribution to Communities 社區貢獻	↓	23	17
Diversity and equal opportunity 多元化及均等機會	Quality of working environment 工作環境質素	↓	24	10
Employee turnover rate 員工流失率	Quality of working environment 工作環境質素	↓	25	13

ENVIRONMENTAL

The Group is eminently devoted towards promoting a sustainable working and living environment through continuous emissions reduction and effective use of resources. We have obtained ISO14001:2015 Environment Management Certificate and ISO9001:2015 Quality Management Certificate, and formulated the Quality, Environment and OHS Management Manual to actively reduce our impact on the environment, especially in terms of energy saving and waste reduction.

Emissions

The Group persistently strives to operate its business in an environmentally friendly manner, making every effort to achieve environmental conservation. Our main emissions are greenhouse gas emissions ("GHG") from the energy consumption and the non-hazardous waste from domestic wastes. Apart from carbon dioxide, other air emission or pollutants produced by the Group were immaterial or negligible during the Reporting Period, thus are not reported in the report.

環境層面

本集團致力於透過不斷減少排放及有效利用資源來促進營造可持續的工作和生活環境。我們已取得ISO14001:2015環境管理體系認證及ISO9001:2015質量管理體系認證，並製定了《質量、環境、職業健康安全管理手冊》，以積極減少我們對環境的影響，尤其是在節約能源及減少廢棄物方面。

排放物

本集團一直致力採用環保方式經營業務，竭力保護環境。我們的主要排放物為能源消耗產生的溫室氣體(「溫室氣體」)排放，以及生活垃圾產生的無害廢棄物。除二氧化碳外，本集團於報告期內產生的其他廢氣排放或污染物概屬不重大或可忽略不計，因此並未於本報告中進行報告。

GHG Emissions

Our greenhouse gas emissions are mainly direct or indirect emissions caused by the use of purchased electricity, the fuel use for vehicles and the consumption of natural gas and steam for heating, cooking, domestic hot water supply and otherwise.

An overview of the carbon footprint of the Group is summarized as follows:

溫室氣體排放

我們的溫室氣體排放來源包括外購電力、車輛的燃料使用以及用作供暖、煮食、生活熱水等用途所消耗的天然氣和蒸汽所產生的直接或間接排放。

本集團的碳足跡概述如下：

GHG emissions 溫室氣體排放	2018 tCO_2e 二零一八年 二氧化碳當量噸數 Property Management 物業管理	Recreational Centre 休閒中心	Total 合計	2019 tCO_2e 二零一九年 二氧化碳當量噸數 Property Management 物業管理	Recreational Centre 休閒中心	Total 合計	Variance Increase/(decrease) 增加／(減少)量 Property Management 物業管理	Recreational Centre 休閒中心	Total 合計
Scope 1: Direct emissions[2] 範圍1：直接排放[2]	108.84	279.58	388.42	86.74	163.15	249.89	(20%)	(42%)	(36%)
Scope 2: Indirect emissions[3] 範圍2：間接排放[3]	8,553.48	5,638.62	14,192.10	9,560.36	4,230.22	13,790.58	12%	(25%)	(3%)
Total GHG emissions (Scope 1+2) **溫室氣體排放總量**（範圍1+範圍2）	8,662.32	5,918.20	14,580.52	9,647.10	4,393.37	14,040.47	11%	(26%)	(4%)
GHG emissions intensity[4] **溫室氣體排放密度[4]**									
Average by number of household (Kg CO_2e/household) 住戶數平均(公斤二氧化碳當量／每戶)	638.34	N/A 不適用	N/A 不適用	708.20	N/A 不適用	N/A 不適用	11%	N/A 不適用	N/A 不適用
Average by area (Kg CO_2e/m^2) 面積平均(公斤二氧化碳當量／每平方米)	6.55	210.94	N/A 不適用	6.57	156.59	N/A 不適用	0%	(26%)	N/A 不適用

Note:

1. The above calculation is based on the reference and tools provided by Environmental Protection Department. https://www.carbon-footprint.hk/node/52

2. Scope 1 refers to direct emissions from operations that are owned or controlled by the company;

3. Scope 2 refers to indirect emissions resulting from the generation of purchased or acquired electricity and steam consumed within the company;

4. GHG emissions intensity is calculated by dividing the total energy consumption by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

   - For the property management business, total chargeable area for 2018 and 2019 is approximately 1,321,946.48 m^2 and 1,468,393.48 m^2 respectively.

   - For the Recreational Centre, the area of operation is 28,056.88 m^2 in 2018 and 2019.

   - For the property management business, the number of household for 2018 and 2019 is approximately 13,569 units and 13,622 units respectively.

備註：

1. 上述計算乃基於環境保護署提供的參考及工具。https://www.carbon-footprint.hk/node/52

2. 範圍1指由本公司擁有或控制的經營活動產生的直接排放；

3. 範圍2指本公司外購或購買的電力及蒸汽消耗所產生的間接排放；

4. 溫室氣體排放密度的計算方法為：總能源消耗量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

   - 在物業管理業務方面，二零一八年及二零一九年的總收費面積分別為約1,321,946.48平方米及1,468,393.48平方米。

   - 在休閒中心方面，二零一八年及二零一九年的營業面積為28,056.88平方米。

   - 在物業管理業務方面，二零一八年及二零一九年的住戶數量分別為約13,569戶及13,622戶。

Non-hazardous waste

The operation of the Group's business do not result in the creation of hazardous waste, while non-hazardous waste is mainly general refuse collected from various property management projects and public spaces in the Recreational Centre, as well as waste papers from our offices. The Group has engaged third-party waste management companies to collect and dispose of its non-hazardous wastes in an appropriate manner.

無害廢棄物

本集團的業務營運不會導致產生有害廢棄物，而無害廢棄物主要來自於各物業管理項目和休閒中心公用空間收集的一般廢棄物，以及我們辦公室所產生之廢紙。本集團已委聘第三方廢棄物管理公司收集及適當處置無害廢棄物。

Non-hazardous waste[1] **無害廢棄物[1]**	**2018 tonnes** **二零一八年公噸**	**2019 tonnes** **二零一九年公噸**	**Variance Increase/ (decrease)** **增加／(減少)量**
Property management **物業管理**	28.95	26.53	(8%)
Recreational Centre **休閒中心**	117.00	88.00	(25%)
Total **合計**	145.95	114.53	(22%)
Non-hazardous waste intensity[2] **無害廢棄物密度[2]**			
Property management 物業管理 — Average by number of household (Kg/household) — 住戶數平均(公斤／每戶)	2.13	1.95	(8%)
Recreational Centre 休閒中心 — Average by number of household (Kg/household) — 住戶數平均(公斤／每戶)	N/A 不適用	N/A 不適用	N/A 不適用
Property management 物業管理 — Average by area (Kg/m²) — 面積平均(公斤／平方米)	0.02	0.02	0%
Recreational Centre 休閒中心 — Average by area (Kg/m²) — 面積平均(公斤／平方米)	4.17	3.14	(25%)

Note:

1. The non-hazardous waste data did not include waste generated by owners in the property management segment, only the amount of waste generated in offices and public areas were accounted for;
2. Non-hazardous waste intensity is calculated by dividing the total non-hazardous waste by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

備註：

1. 無害廢棄物數據並不包括物業管理板塊的業主產生的廢棄物，僅計及辦公室及公共場所產生的廢棄物量；
2. 無害廢物密度的計算方法為：無害廢物總量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

We promote the practice of waste reduction at the source to owners, households and customers, by encouraging them to use environmentally friendly bags instead of plastic bags, classifying general refuse and recyclable waste, donating unwanted items to others instead of discard, and choosing environmentally friendly products and otherwise. In addition, we encourage employees to classify wastes, and require that construction waste generated by contractors or builders during decoration or maintenance should not be mixed into general refuse but should be separately treated and transferred in a timely manner. Meanwhile, we are also committed to enhancing employees' awareness of emission reduction, encouraging them to use electronic channels for communication, giving priority to the use of double-sided printing and recycling paper as far as possible, in the hope of achieving a "paperless" office.

我們向業主、住戶和顧客宣傳源頭減廢，鼓勵他們拒絕使用膠袋、使用環保袋、將一般廢棄物和可再生垃圾分類，將不需要的物品捐贈他人而非棄置，選擇較環保的產品等。此外，我們亦倡導員工將垃圾分類處理，規定外包商或承建商於裝修或維修過程中所產生的建築垃圾不得混入一般廢棄物中，必須分開處置並及時轉運。與此同時，我們亦致力提升員工的減排意識，鼓勵他們使用電子化渠道溝通，優先利用雙面列印並盡量回收再用紙張，希望實現「無紙化」的辦公室。

Use of Resources

The Group encourages our employees to use their best endeavors to reduce waste and emissions, with a view to contributing to the community and the environment. We have implemented the following environmental protection policies to reduce emissions and increase efficiency of resource usage, which including green management, the use of environmentally friendly equipment and the promotion of environmental awareness.

資源利用

本集團鼓勵員工盡力減少廢棄物及排放，為社區及環境做出貢獻。我們實施以下環境保護政策，以減少排放並提高資源利用效率、使用環保設備以及提高環保意識。

Category 範疇	Environmental Protection Measure 環保措施
Green management 綠色管理	• Establish plans and guidelines for energy and water saving • 製定節約能源及用水的方案及指引 • Organize monthly energy consumption analysis meeting to discuss and analyze the energy consumption data, status of indicators, and the remaining energy consumption quota • 組織每月能耗分析會議，針對能耗數據、指標情況及能耗剩餘額度進行分析討論 • Cooperate with local suppliers as far as possible to reduce carbon emissions caused by transportation • 盡量與本地供應商合作，減少運輸過程所帶來的碳排放 • Maintain the temperature of air conditioning in office and public area at 26°C in summer and 22°C in winter • 將辦公室和公共區域的空調溫度維持於：夏天26攝氏度、冬天22攝氏度 • Regularly inspect and repair equipment to reduce energy and water wastage caused by damage • 定期檢查各種設備，適時維修保養，減少因損壞而浪費水電 • Organize the promotion and training activity to raise awareness of environmental protection • 舉辦宣傳培訓活動，以提高環保意識 • Encourage employees to use their best endeavors to take public transport during business trip • 鼓勵員工在出差期間盡量乘坐公共交通工具 • Reuse office stationaries (e.g. envelopes, folders and double-sided printing and recycling paper) • 重複使用辦公文具(例如信封、文件夾、雙面打印及回收紙張)

Category 範疇	Environmental Protection Measure 環保措施
Environmentally friendly equipment 環保設備	• Install voice or infrared sensors to control the level of regional lighting • 安裝聲控或紅外綫感應系統，控制區域燈光水平 • Replace ordinary lamps in garage of each project with LED lamps • 以LED燈管替代各項目車庫內普通燈管 • Adjust time switch in a timely manner based on the level of sunlight for lights and roof advertisement words • 要求項目對園區燈、樓頂廣告字根據日照情形及時調整時控開關 • Purchase appliances with at least Grade Two Energy Label as far as possible • 盡可能採購國家二級節能以上的環保設備 • Replace boiler burners to increase operational efficiency and reduce emission • 更換鍋爐燃燒器，提高運行效能及減低排放 • Use central control system for energy management, and adjust such system seasonally to save energy • 通過中央系統管理能源的使用，配合季節進行調整，以節省能源 • Adopt rainwater recycling system for garden irrigation • 通過雨水回收系統回收雨水進行花園灌溉 • Use non-negative pressure fresh water supply system to save energy • 使用無負壓淡水供應系統，節約能源 • Adjust the running time of the elevator based on peak and non-peak hours • 根據高峰期及低谷期時長調整電梯運行時間 • Equipped the electricity controller of air conditioner in the employee's dormitory • 員工宿舍的空調配備用電控制器
Environmental awareness 環保意識	• Provide environmental protection training for employees to improve their attention to environmental protection issues, and require them to apply energy saving measures into their daily work, including considering the necessity of energy dissipation and water consumption, turning off lights, powering off when leaving, keeping an eye on water and electricity waste caused by equipment damage, and arranging maintenance in case of any damage • 為員工提供環保相關培訓，提升對環境保護事宜的關注，要求員工把節能措施融入日常工作當中，包括考慮耗能耗水的必要性、隨手關燈、下班關機、注意是否有設備因損壞而浪費水電的情況，及時報修 • Install sub-meter and implement "user/polluter-pays" policy to encourage water and electricity savings • 透過安裝水電分表，提倡「用／污者自付」的原則，鼓勵住戶節約 • Promote environmental awareness and provide guidelines to encourage better behaviors • 宣傳環保意識，提供指引，鼓勵改善行為習慣

Energy Consumption

Our energy consumption includes purchased electricity, fuel consumed by vehicles and natural gas and steam consumed for domestic hot water supply, cooking and heating purposes. The relevant consumption data are as follows:

能源消耗

我們的能耗包括外購電力、車輛的燃油消耗以及用作生活熱水、廚房及供暖用途的天然氣及蒸汽，有關耗用的數據如下：

Energy Consumption 能源消耗	2018 MWh 二零一八年 千個千瓦時 Property Management 物業管理	Recreational Centre 休閒中心	Total 合計	2019 MWh 二零一九年 千個千瓦時 Property Management 物業管理	Recreational Centre 休閒中心	Total 合計	Variance Increase/(decrease) 增加／(減少) 量 Property Management 物業管理	Recreational Centre 休閒中心	Total 合計
Electricity 電力	9,672.60	4,528.77	14,201.37	11,950.45	4,013.99	15,964.44	24%	(11%)	12%
Stream[1] 蒸汽[1]	N/A 不適用	4,125.84	4,125.84	N/A 不適用	4,575.58	4,575.58	N/A 不適用	11%	11%
Non-renewable fuels[2] 非再生燃料能源[2]	464.10	1,398.34	1,862.44	1,102.88	2,259.98	3,362.86	138%	62%	81%
Total 合計	10,136.70	10,052.95	20,189.65	13,053.33	10,849.55	23,902.88	29%	8%	18%
Energy consumption intensity[3] 能源消耗密度[3]									
Average by number of household (MWh/household) 住戶數平均 (千個千瓦時／每戶)	0.75	N/A 不適用	N/A 不適用	0.96	N/A 不適用	N/A 不適用	28%	N/A 不適用	N/A 不適用
Average by area (MWh/m²) 面積平均(千個千瓦時／每平方米)	0.01	0.36	N/A 不適用	0.01	0.39	N/A 不適用	0%	8%	N/A 不適用

Note:

1. The consumption of steam purchased only included the amount of steam used in the Recreational Centre;
2. The natural gas data only includes the consumption for the GOLDEN TOWER project, since the operation and management of boilers in other property management projects were outsourced to third parties from 2018;
3. Energy consumption intensity is calculated by dividing the total energy consumption by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

In order to improve the energy efficiency of our property management business, we have formulated the "Energy Conservation and Environmental Protection Management Policy" to strengthen and standardize the management of energy conservation and emission reduction in properties, including regular inspection, cleaning and maintenance of equipment and facilities such as units, cooling towers and air conditioning systems, so as to effectively control energy consumption and avoid energy waste.

備註：

1. 外購蒸汽消耗量耗僅包括休閒中心使用的蒸汽量；
2. 天然氣數據僅包括金長安項目的消耗量，乃由於其他物業管理項目的鍋爐營運及管理自二零一八年起外包予第三方；
3. 能源消耗密度的計算方法為：總能源消耗量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

為了提升能源效益，我們的物業管理業務已製定《節能環保管理政策》，加強並規範各物業的節能減排管理工作，包括定期檢查、清洗和維修各項設備設施如機組、冷卻塔、空調系統等，以有效控制其能耗並避免能源浪費。

Water management

The Group recognizes that water management is one of the material aspects of preserving the natural environment. With respect to water usage, we collect rainwater for irrigation through rainwater recycling system, install automatic faucet in public washroom, adjust the amount of flushing water, and use non-negative pressure fresh water supply system to reduce water consumption. The water consumed by the Group daily is derived from the municipal water supply by the local water supply department, and the Group has not experienced any material issues in sourcing water that is fit for purpose and such sourcing has no impact on the groundwater or water resources in the natural environment. Our water consumption data during the Reporting Period are as follows:

水資源管理

本集團意識到，水資源管理是保護天然資源的重要方面之一。在用水方面，我們透過雨水回收系統收集雨水進行灌溉，在公共洗手間安裝自動水龍頭，調節沖洗水量，使用無負壓淡水供應系統，以減少用水量。集團日常所消耗的水資源都是來自當地供水部門提供的市政供水，且於求取適用水源方面並無遭遇任何重大問題，求取水源時亦不會對地下水或自然環境的水資源產生影響。以下是我們於報告期間的耗水數據：

Water consumption 耗水量	2018 m^3 二零一八年 立方米		2019 m^3 二零一九年 立方米		Variance Increase/(decrease) 增加／(減少)量		
	Property Management 物業管理	Recreational Centre 休閒中心	Property Management 物業管理	Recreational Centre 休閒中心	Property Management 物業管理	Recreational Centre 休閒中心	Total 合計
Segment 板塊	213,443.96	55,079.00	183,389.20	54,396.00	(30,054.76)	(683.00)	(30,737.76)
Total 合計		268,522.96		237,785.20	(14%)	(1%)	(11%)
Water intensity 耗水密度							
Average by number of household (m^3/household) 住戶數平均(立方米／每戶)	15.73	N/A 不適用	13.46	N/A 不適用	(14%)	N/A 不適用	N/A 不適用
Average by area (m^3/m^2) 面積平均(立方米／每平方米)	0.16	1.96	0.12	1.94	(25%)	(1%)	N/A 不適用

Note:

Water intensity is calculated by dividing the water consumption by (1) the number of household; and (2) the total chargeable area or the area of operation for the property management segment and Recreational Centre, respectively.

The Group's overall water consumption decreased by 11% from 268,522.96 m^3 in 2018 to 237,785.20 m^3 in 2019, mainly as a result of the endeavor in water conservation.

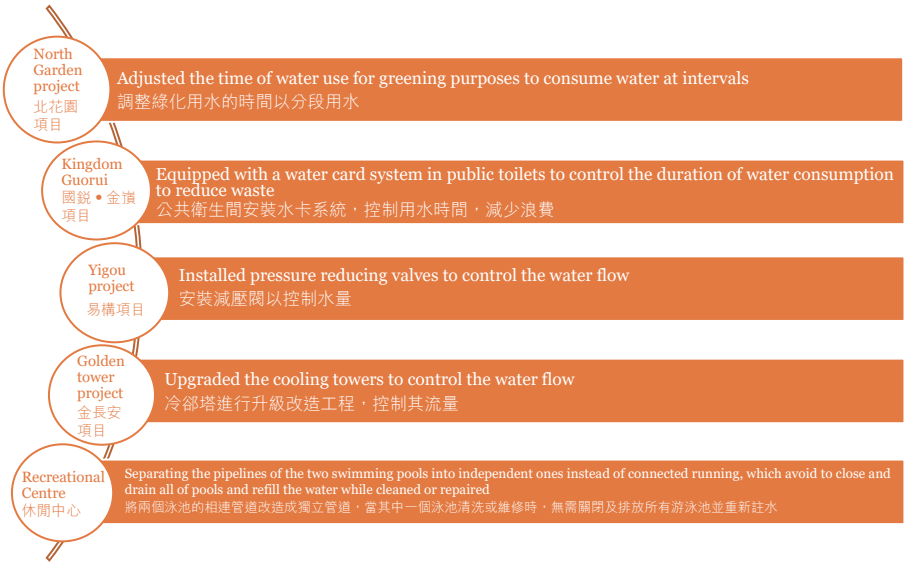
備註：

耗水密度的計算方法為：耗水量除以(1)住戶數目；及(2)物業管理板塊及休閒中心各自的總收費面積或營業面積。

本集團的總體耗水量由二零一八年的268,522.96立方米減少11%至二零一九年的237,785.20立方米，主要是由於我們努力節約用水。

We closely monitor the water consumption of properties and the Recreational Centre and implement various water conservation measures:

我們密切監控物業及休閒中心的耗水量，並採取各種節水措施：



The Group will continue to devote on-going efforts to promote energy and water-saving behavior under its overall environmental management agenda.

本集團將繼續在總體環境管理議程下持續促進節能節水行為。

Regulation and Compliance

We promise to comply with all environmental laws and regulations, including but not limited to the Environmental Protection Law of the People's Republic of China, the Water Pollution Prevention and Control Law of the People's Republic of China, the Atmospheric Pollution Prevention and Control Law of the People's Republic of China and etc., striving to building a green community. We actively integrate the elements of energy conservation and emission reduction into operations to reduce the carbon footprint of our operations, so that our next generation can continue to live and work in peace and contentment in the community.

法規及合規

我們承諾謹遵所有環境相關的法例法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》等，著力構建綠色社區，積極於營運過程中融入節能減排的元素，減少營運過程中產生的碳足印，讓我們的下一代能繼續在這片社區安居樂業。

During the Reporting Period, the Group is not aware of any incidents of non-compliance with laws and regulations that have a significant impact on the Group relating to air and GHG emission, discharges into water and land and generation of hazardous and non-hazardous wastes.

於報告期間，我們並未發現任何不符合與空氣及溫室氣體排放、向水及土地排放以及產生無害廢棄物相關的法律法規且對本集團產生重大影響的事件。

SOCIAL

Employment and Labour Practices

Employees are an integral part of any organization and the corresponding labour management practices play a requisite role in affecting a company's culture, success and reputation. Our goal is to create a working environment that encourages diversity and respect for all while enabling each employee to exhibit individuality and creativity. With the aim to institute a favorable work environment the organization took several steps which included maintaining a workplace culture of equality and diversity, developing the competencies of employees, recognizing, motivating and rewarding talent, ensuring their well-being and safety of all individuals.

Employment

Our employees lie at the core of our business operations and form the firm foundation of our success and development. The Group from time to time reviews its policies relating to recruitment and promotion, compensation and dismissal, equal opportunity and antidiscrimination, training and development, and other benefits and welfare of the employees.

As per the records till 31 December 2019, the Group had a total of 687 employees in mainland China while 638 employees were the number of the report covered the general office and 7 major property projects in the property management segment, and the Recreational Centre. The total numbers of employees in this year slightly decreases by 3% from 707 employees in 2018, which was a result of downsizing for efficiency in the Recreational Centre.

社會層面

僱傭及勞工常規

對任何組織而言，員工均是不可或缺的組成部分，相應的勞工管理常規在公司文化、成功及聲譽方面發揮着重要作用。我們的目標是營造鼓勵多元化及尊重全體員工的工作環境，同時確保展現每位僱員的個性和創造力。為了構建良好的工作環境，本集團採取所想措施保障全體僱員的福利和安全，包括維持平等和多元化的工作場所文化，發揮員工才能，認可、激勵及獎勵人才。

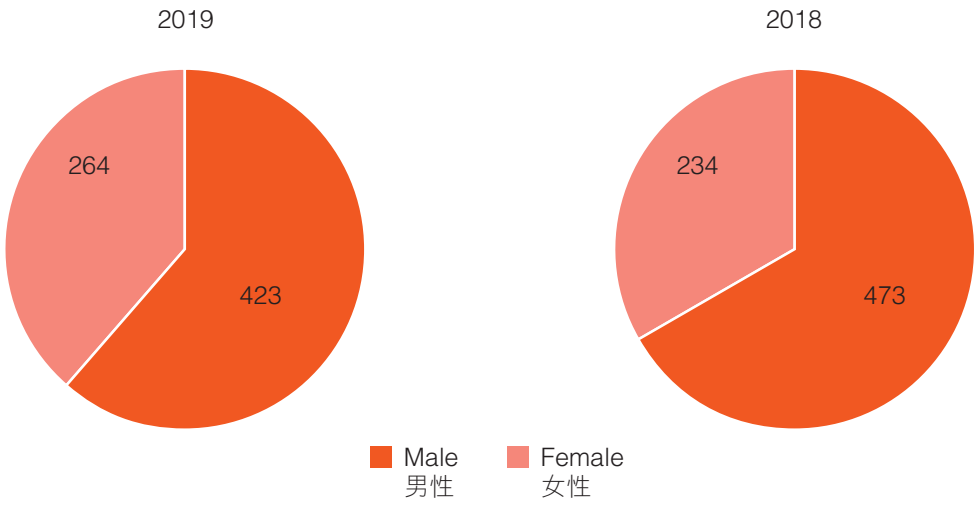
僱傭

我們的僱員是我們業務營運的核心所在，亦為我們的成功與發展奠定堅實基礎。本集團不時檢討招聘及晉升、薪酬及解僱、平等機會與反歧視、培訓與發展以及其他僱員福祉及福利政策。

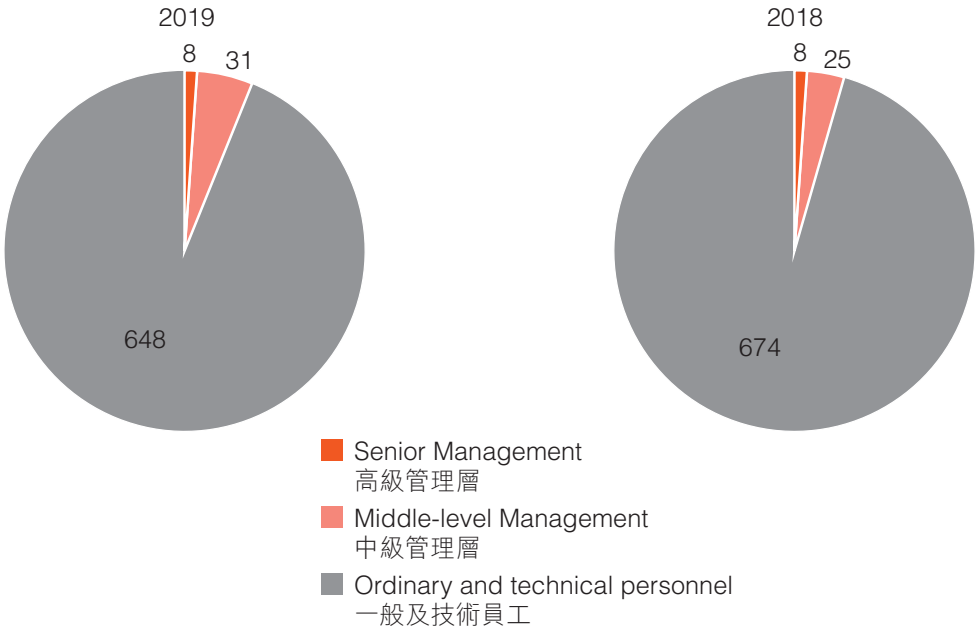
根據截至二零一九年十二月三十一日的記錄，本集團在中國大陸共有687名員工，而本報告主要涵蓋的物業管理板塊的總辦公室及7個主要物業項目，以及休閒中心的員工數目為638名。相較於二零一八年的707名員工，本年度的員工總數輕微減少了3%，乃由於休閒中心出於減員增效的考量。

Employment Data Overview
僱傭數據概覽

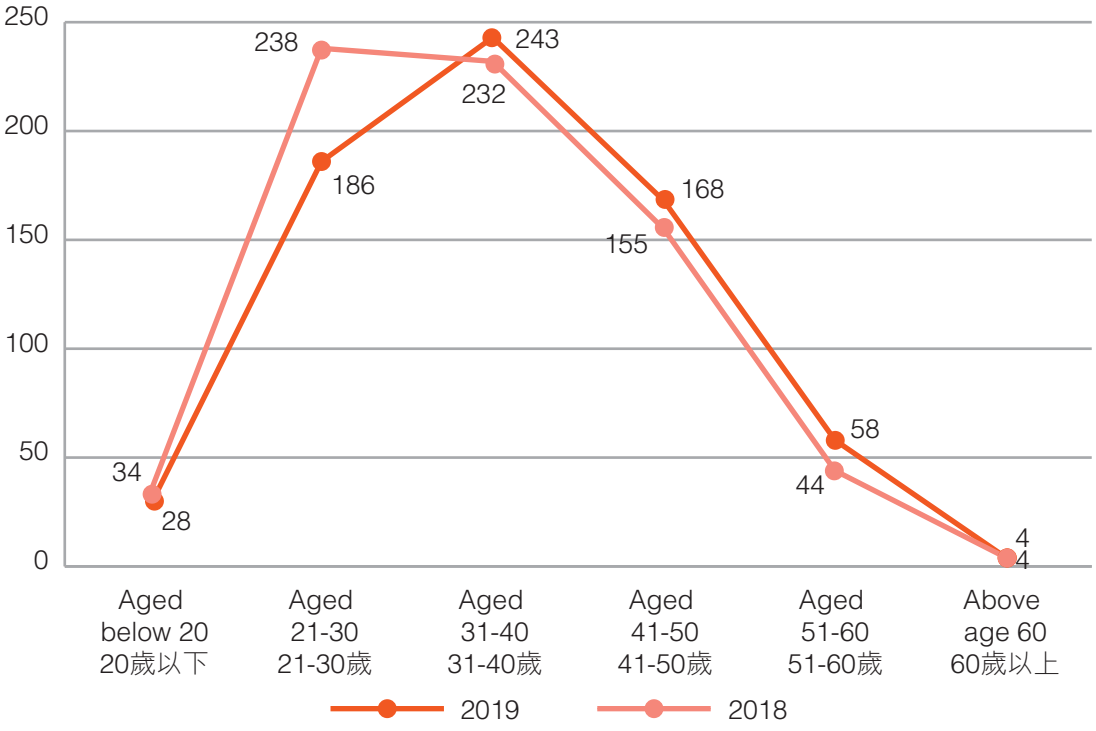
Number of Employees by Gender
按性別分類的僱員人數



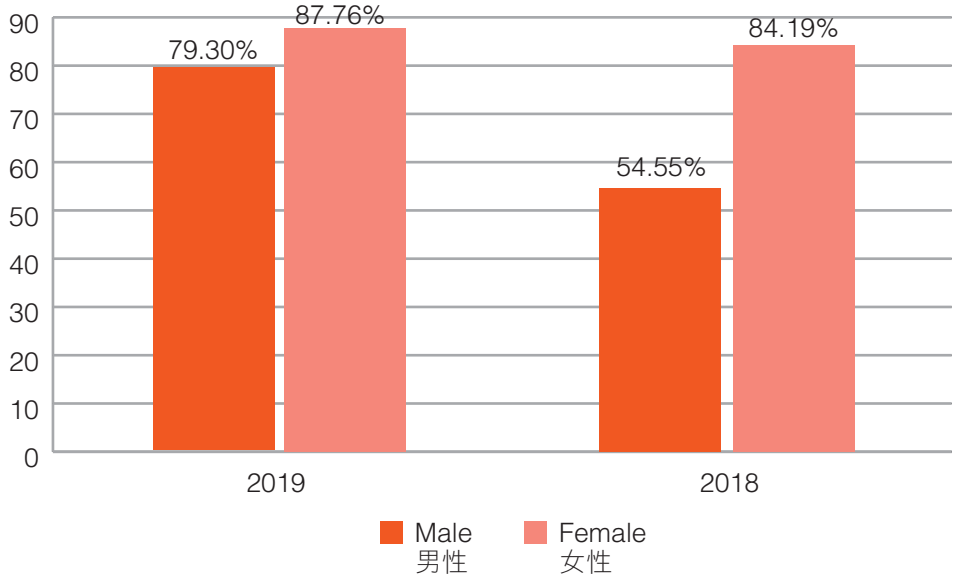
Number of Employees by Employee Category
按僱員類別分類的僱員人數



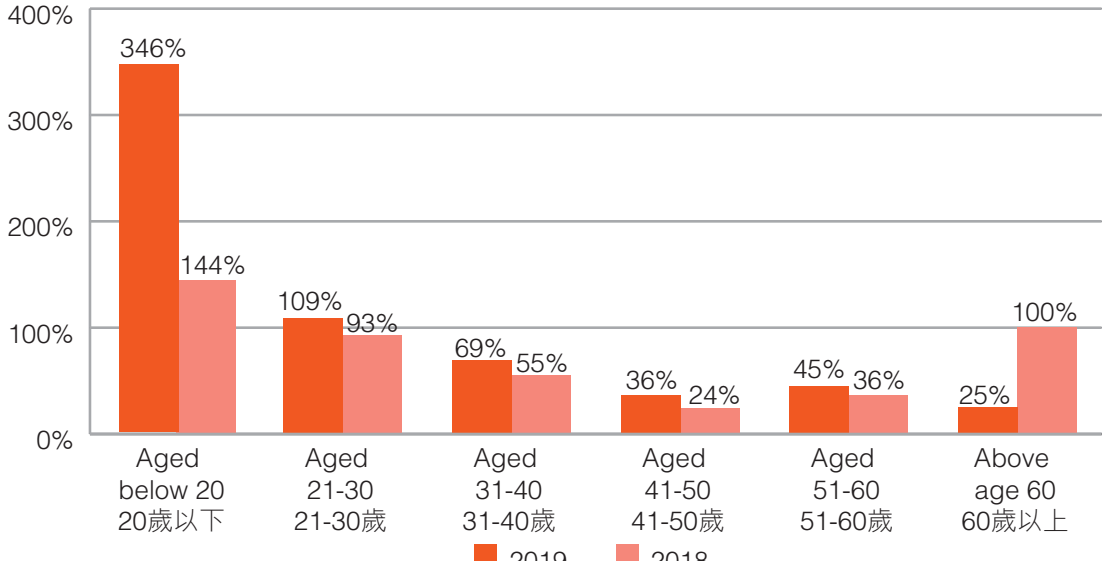
Number of Employees by Age
按年齡分類的僱員人數



Employee turnover rate by Gender
按性別分類的員工流失率



Employee turnover rate by Age
按年齡分類的員工流失率



Health and Safety

The Group intends to provide our employees with a healthy and secured workplace environment, which in turn ensures a sustainable corporate culture.

For our property management business, we have obtained OHSAS18001:2007/GB/T28001–2011 Occupational Health and Safety Management System Certificate and formulated the Quality, Environment and OHS Management manuals according to requirements of the certificate, to strengthen the safety management of the work environment.

During the Reporting Period, no non-compliance with the laws and regulations relating to occupational safety that have resulted or may result in significant impact on the Company was identified.

The health and safety measures undertaken by the Group include the following:

- To ensure the physical health of employees, physical checkups are conducted annually to avert the occurrence of infectious and occupational diseases.
- The Group often organizes production safety education and training, and promotes safety awareness. Our employees are required to execute Employee Safety Production Liability Statement in which they are committed to complying with all safety requirements.
- The Recreational Centre has formulated the "Regulations on Handling Work-related Injuries and accidents", specifying the procedures and measures for the prevention and handling of work-related injuries and accidents, so as to avoid material casualties in accidents in a timely manner.
- We provide personal protective equipment based on the position and work nature of employees, such as insulated shoes, gloves, safety helmet, safety reflective jacket etc., so as to reduce the accident risk. For the property management business, we provide anti-heatstroke or cold-proof equipment according to seasonal changes, so as to protect the safety of employees working outdoors.

健康與安全

本集團希望為僱員提供健康安全的工作環境，以營造可持續的企業文化。

我們的物業管理業務已取得OHSAS18001：2007/GB/T28001–2011職業健康安全管理體系認證，並根據認證要求製定了《質量、環境、職業健康安全管理手冊》，以加強工作環境的安全管理。

於報告期間內，本公司並未發現任何已經或可能對本公司造成重大影響的違反職業安全相關法律法規的行為。

本集團採取的健康與安全措施包括：

- 為確保員工身體健康，我們每年對員工進行體檢，以防止傳染病及職業病。
- 本集團經常組織安全生產教育培訓，提高員工的安全意識。我們的僱員必須簽署《員工安全生產責任聲明書》，並承諾遵守所有安全要求。
- 休閑中心編製《工傷及意外事故處理規定》，製定預防和處理工傷事故時的程序和措施，及時務求事故發生時能及時避免重大傷亡。
- 根據員工的崗位和工作性質發放勞保用品，如絕緣鞋、手套、安全帽、安全反光背心等，減低意外發生的風險。物業管理業務會按照季節變化提供防中暑或防寒裝備，為戶外工作的職工做好安全保障。

- The Group carries out fire drills every year and inspects all fire-fighting and electronic equipment regularly to ensure environmental safety.

- 本集團每年進行防火演習，並會定期檢查所有消防和電子設備設施，保障環境安全。

Development and Training

We believe that employees are one of our most valued assets and motivated workforce could play a vital role in sustaining competitive advantage and providing the best service experience to our customers. For the sustainable development of the Group, we search for multiple facets of employee development and training activities.

The Group is committed to create a diversified and discrimination-free workplace and continuously improves the career development ladder. In order to effectively evaluate their performance, we have a performance management system, pursuant to which we carry out monthly, quarterly or annual performance assessments of employees, the results of which are taken into consideration in determination of the performance pay and adjustments to salaries and positions.

With regard to training, we provide abundant training opportunities to our employees. Our human resources department hand out the questionnaire of employees' training need at a regular basis, so as to draws up the annual training plans and readjusted the training content with actual needs. A vigorous and appropriate training development framework was developed as per the requirements of different staff members working at different positions. New joiners will receive orientation training covering corporate culture, regulations and system, safety training, environmental health and safety training, job skills and work procedures. The training to the employees of the property management project including but not limited to the customer service, security management, skill of communication with owners, equipment maintenance, emergency and fire safety.

發展及培訓

我們認為，員工是我們最寶貴的資產之一，積極進取的員工隊伍能夠在維持競爭優勢及為客戶提供最佳服務體驗方面發揮至關重要的作用。為了促進本集團的可持續發展，我們為員工提供多方面的發展和培訓活動。

本集團致力於打造多元化和「零」歧視的職場，持續改善職業發展階梯。為了有效評估員工的表現，我們建立了績效管理系統，對員工進行月度、季度及年度績效評估，評估結果將用於釐定員工的績效薪酬以及調整工資和職位。

在培訓方面，我們為員工提供豐富的培訓機會。我們的人力資源部會定期發放員工培訓需求調查表，以製定年度培訓方案，並根據實際需要調整培訓內容。我們根據不同職位員工的要求，製定適當的積極培訓發展框架。新入職員工接受入職培訓，內容包括企業文化、規章制度、安全培訓、環境健康與安全培訓、工作技能及工作程序。物業管理項目的員工培訓包括但不限於客戶服務、安全管理、與業主的溝通技巧、設備維護、應急措施及消防安全。

During the Reporting Period, we have provided more than 26,000 working hours of training and the total training coverage exceeded 513 employees. Moreover, the Group continuously monitors the implementation of development and training measures to ensure effective execution, as well as regularly review and update such measures.

於報告期內，我們提供了超過26,000個工時的培訓，培訓總人數超過513人。此外，本集團持續監察發展及培訓措施的實施情況，以確保有效執行，並定期檢討及更新相關措施。

As a Group we strive to create a positive work-life balance culture that provides reasonable working hours and organizes team-building activities in a regular basis. In order to cultivate the strong cohesiveness and team spirit, we organized a wide range of activities, such as annual meeting, employee birthday party, outdoor sports, sports competition, annual outing or outward bound. Such to activities have been great success, enabling the employees strengthen their sense of belonging to the Company while relaxing themselves.

本集團努力營造積極的工作與生活平衡文化，安排合理的工作時間，並定期組織團建活動。為了提升員工的凝聚力及團隊合作精神，我們組織了各種活動，例如年會、員工生日聚會、戶外運動、體育比賽、年度郊遊或戶外活動。這些活動取得了巨大成功，員工在放鬆身心的同時，亦增強了對公司的歸屬感。

Overview of Employees' Activities
僱員活動概覽

Annual meeting
年會

Outward bound
戶外拓展

Sports competition
體育比賽

Employee Birthday Party
員工生日聚會

Labour Standards

To recruit and motivate the potential employees, the Group offers competitive remuneration and welfare packages. We provide our employees with reasonable remuneration, benefits and compensation at the market level, in sufficient consideration of their needs. The additional benefits given to the employees range from meal and accommodation, annual leaves, communication and Transportation allowance, holiday allowance and gift, social insurance and housing provident fund in accordance with local regulations. With this robust system of motivating the employees with enticing rewards and support, the Group strives to retain talent and envision the development of all the staff members.

We strictly comply with all employment-related laws and regulations, so that all employees are protected by law, including but not limited to the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, the Social Insurance Law of the People's Republic of China, and laws and regulations of Hong Kong in respect of the Personal Data (Privacy) Ordinance, and other ordinances relating to occupational safety, as well as disability, sex, family status, and race discrimination. The Group also established a Code of conduct, which is in line with the Anti-Corruption Policy published by the Hong Kong Independent Commission Against Corruption, the Anti-Fraud and Whistle blowing Policy.

During the Reporting Period, the Group was unaware of any material breaches of employment labour laws and regulations related to child and forced labour in its operations, and other benefits and welfares concerning its employees.

勞工準則

為招募及激勵潛在員工，本集團提供具競爭力的薪酬及福利待遇。我們充分考慮員工的需求，根據市場水平為員工提供薪酬、福利及報酬。我們為員工提供的其他福利包括餐飲及住宿、年假、通訊和交通津貼、假期津貼及禮品，並根據當地法規購買社保及住房公積金。憑藉我們強大的員工獎勵及支持製度，本集團努力保留人才，規劃全體員工的發展路徑。

我們嚴格遵守所有與僱傭相關的法例法規，讓所有員工都得到法律保障，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》，以及與《個人資料(私隱)條例》、其他職業安全及殘疾人、性別、家庭狀況及種族歧視相關的香港法律法規。本集團亦根據香港廉政公署發佈的《反腐敗政策》以及《反欺詐及舉報政策》製定了行為準則。

於報告期間，本集團在營運過程中並未發現任何嚴重違反與防止童工及強制勞動有關的僱傭勞工法律法規以及其他僱員福利和福祉相關的法律法規的行為。

Operating Practices

Supply Chain Management

Effective supply chain management can have implications on cost and quality, and it serves to mitigate social or environmental risks that an organization may face. The Group formulated a strict Procurement Management Rules with shop around review mechanism for choosing the suppliers, including carry out on-site assessment to review their licenses, qualifications, service quality, business management, material management, the degree of support, reputation and otherwise. During the course of purchase, we require suppliers to sign the Integrity Commitment, impress on them the attention of the Company to integrity and disallow any corruption, bribery and other illegal activities, and require them to undertake to comply with laws and regulations in producing products and providing services. Besides, we also conduct regular review of existing suppliers in our Qualified Supplier List every year to ensure that they maintain the supply quality, the service level and otherwise.

營運慣例

供應鏈管理

有效的供應鏈管理可以降低成本、提升質量，並有助於減低企業可能面臨的社會或環境風險。本集團製定了嚴格的採購管理規定，於選擇新供應商時，我們會採用對比評估制度，包括進行現場評估，以審核其證照、資質、服務質素、業務管理、物料管理、配合度、信譽等。我們採購期間要求供應商簽訂《廉政承諾書》，向他們強調公司對於廉潔的重視，絕不容許出現貪污、賄賂等違法行為，要求他們承諾在生產產品及提供服務的過程中守法守規。此外，對於《合格供方名錄》中的現有供應商，我們每年亦會進行定期評審，確保其供貨質量和服務水平等得以維持。

Product Responsibility

The Group values each client and strives to continuously improve its products and services. Each business operation in preserving the strict quality standards and traceability.

產品責任

本集團重視每一位客戶，並努力不斷改善產品和服務。我們的每項業務營運均遵守嚴格的質量標準及可追溯性。

For our property management business, we have a sound environment, occupational health and safety, and quality management system. We have established the Quality, Environment and OHS Management Manual to perfect our management system and define responsibilities of the management and departments, and has passed ISO14001:2015 environmental management system, OHSAS18001:2007 occupational health and safety management system and ISO9001:2015 quality management system certifications. We spare no effort to maintain the quality of our services and protect the health and safety of the households, tenants and employees. In August 2019, the Company had received the second review and inspection for the Quality, Environment and Occupational health and safety management system. The external expert confirmed that we complied with relevant requirements of the three standards, namely GB/T19001–2015 Quality Management System Requirements, GB/T24001–2015 Environmental Management Systems — Requirements with Guidance for Use and GB/T28001–2011 Occupational Health and Safety Management System Specifications. We are committed to the sustainable development of the enterprise, environment and society by strengthening the management of daily operations.

我們的物業管理業務擁有健全的環境、職業健康與安全及質量管理系統。我們已建立了《質量、環境、職業健康安全管理手冊》完善我們的管理體系，明確管理層和各部門的職責，並且已經通過ISO14001：2015環境管理體系、OHSAS18001：2007職業健康安全管理體系和ISO9001：2015質量管理體系認證。我們於維持服務質量和保障住戶、租戶以及員工的健康與安全方面不遺餘力。於二零一九年八月，本公司接受了第二次質量、環境、職業健康安全管理體系審核檢查。外部專家確認，我們符合GB/T19001–2015《質量管理體系要求》、GB/T24001–2015《環境管理體系要求及使用指南》和GB/T28001–2011《職業健康安全管理體系規範》三個標準的相關要求。我們透過加強對日常營運的管理，實踐企業、環境和社會的持續發展。

ISO9001:2015
Quality Management Certificate
質量管理體系認證

ISO14001:2015
Environment Management Certificate
環境管理體系認證

OHSAS18001
OHS Management Certificate
職業健康安全管理體系認證

For our Recreational Centre business, we have formulated the Quality Inspection Scheme to perfect the quality inspection system and standard in which we carry out weekly service quality and safety inspection, covering environmental sanitation, appearance, facilities and equipment, code of conduct, food safety, fire safety, dormitory management, work procedures, operations and etc., and monthly inspection, irregular comprehensive inspection, unannounced visit and otherwise, in the form of:

在休閒中心業務方面，我們製定《質檢工作方案》，完善品質檢查體系和規範，我們每周會進行服務品質及安全檢查，範疇涵蓋環境衛生、儀容儀表、設施設備、行為規範、食品安全類、安全消防、宿舍管理、工作程序及操作等等，亦會以每月巡檢、不定期綜合檢查、進行檢查和暗訪等不同頻次進行質檢，形式包括：

Departmental Self-inspection 部門自檢

- Quality inspectors from various departments would carry out inspections twice a week and supervise the rectification of problems in respective departments, summarize the problems identified, prepare quality inspection report and submit them to the HR Department.
- 各部門質檢專員每週會於各自部門進行兩次檢查和督促問題整改，將發現的問題匯總並編寫質檢報告，上交人力資源部。

Service Quality Department Recheck 服務品質部複檢

- The Service Quality Department, together with quality inspectors of various departments, reviews the contents of quality inspection and safety reports every week, so as to ensure that problems are rectified properly.
- 服務品質部會聯同各部門的質檢專員每週對質檢、安全報告內容進行複查，確保問題整改到位

Key department Inspection 重點部門檢查

- Inspections, follow-up actions, communications and urgent work are carried out every week for key inspection departments, so as to improve the quality of services.
- 每周制定出重點檢查部門開展相關的檢查、跟進、溝通、督促的工作，以提升各項服務品質

Service Quality Department Summary 服務品質部匯總

- The Service Quality Department summarizes the inspections and prepares a report, which will be sent to department directors, who are required to respond with proposed rectifications, within 3 working days, including recording the rectified items in photos, or indicating the time needed for rectification.
- 服務品質部會將檢查情況匯總成報告，發送至各部門總監並要求彼等在3個工作日內對建議整改情況進行回覆，包括將已整改的地方拍照記錄，或就需要整改回覆具體所需時間。

The Recreational Centre also adopts the mystery shopper scheme by engaging a testing agency to appoint a mystery shopper to carry out quality inspection at the Center's restaurants, SPA and fitness centers every six months, which is divided into 25 processes with a total of 156 test indicators, including telephone booking, meal ordering, serving of dishes, payment and etc., to test the qualification of the service personnel, and record the specific test processes by recording or photographing, so as to report to managers items which require improvement.

休閒中心亦採納神秘顧客計劃，在該計劃中，休閒中心會委託檢測機構派出神秘顧客針對中心旗下的餐廳、SPA和健身中心進行品質檢查，分為25個環節，一共156個檢測指標，包括電話預訂、點餐、上餐、結帳等，以測試服務人員的達標情況，並將具體的測試過程以錄音或照片記錄，以便將需要改善的地方向管理人員反映。

It is also notable to mention that the Group has received certain awards and honors in respect of product quality and responsibility.

亦值得一提的是，本集團在產品質量及責任方面亦獲得若干獎項及榮譽。

China Excellent Service Team
中國服務示範企業

Triple-A Credit Units
AAA級信用單位

Highlighted Office Property's Energy
寫字樓行業HOPE獎

Most Valuable Landmark Project
最具價值地標項目

Contacting Customers

We have always advocated the service philosophy of "customer first", and are committed to providing the most complete and considerate service for the owners, households and surrounding residents to provide a feeling of home. There are customer service specialists for all of the Group's property projects to take care of the customers' needs at all hours, including repair requests, comments on the services or complaints. If necessary or in case of any problems, owners and households can contact their corresponding customer service specialists through the 24-hour service hotline, the on-site customer service center of the project or the "Aocean Life" online service.

聯繫客戶

我們一直推崇「以客為先」的服務理念，致力為業主、住戶以至周邊居民提供最完善、最貼心的服務，讓他們感到賓至如歸。集團旗下所有物業項目均設有客服管家，業主和住戶如有需要或遇到任何問題，可透過24小時服務熱綫、項目的現場客服中心或「澳生活」在線服務與客服管家即時聯繫，全天候照顧客戶所需，包括報修要求、對服務的意見或投訴等。

In August 2019, the new version of "Aocean Life" mobile application has been transfered to the "澳西物業AOCEAN" Wechat Official Accounts. The same with the "Aocean Life" APP, owners of the Aocean property can apply for repairs online, track the progress of services, contact service specialists, pay property fees, and make comments and suggestions on property management online.

於二零一九年八月，新版「澳生活」移動應用程式已轉移至「澳西物業」微信公眾號。類似於「澳生活」手機應用程式，澳西物業的業主可在線報修，跟蹤服務進度，聯繫服務專員，繳納物業費，並在線對物業管理提出意見和建議。

With regard to customer complaints, we have formulated the Complaint Management Policy, pursuant to which we shall respond to a complaint in the system within 4 hours, an oral complaint within 1 working day and a written complaint within 3 working days. In order to ensure that all complaints are handled in the most appropriate manner to the satisfaction of customers, we follow up with customers by telephone or in person, which shall cover all customers every year. In addition, we carry out at least one customer satisfaction survey each year to collect customer feedback and suggestions on the property projects and the quality of services, so as to continuously improve the quality of our services and "create high-quality products and provide prominent services". In order to better understand customers' views about us, we have specially added a "criticize and praise" function to the "Aocean Life" application, allowing customers to instantly upload photos and give a praise or suggestion for improvement so that our service team can make immediate response.

至於客戶投訴，我們設立《投訴管理政策》，政策規定投訴須在4小時內進行系統回覆，口頭投訴須在1個工作日內回覆，而書面投訴則須在3個工作日內回覆。為確保所有投訴都得到最合適的處理，確保客戶稱心滿意，我們會以電話或上門方式對客戶進行回訪，並規定每一年須覆蓋所有客戶。此外，我們每年會進行至少一次客戶滿意度調查，收集客戶對於物業項目和服務質素的意見和建議，以持續提升我們的服務品質，「締造優質生活，奉獻超值服務」。為了更瞭解客戶對我們的意見，我們於「澳生活」應用程式特別增設「批評表揚」的功能，讓客戶可即時上傳照片並作出表揚或提出改善建議，以便我們的服務團隊即時響應。

For the business of the Recreational Centre, in addition to our efforts to ensure the quality of services, we have always adhered to the philosophy of "treating customers with integrity and honesty" and treat every customer with care. In order to continuously improve our services, with regard to facilities and services of the Recreational Centre, we invite customers to complete a satisfaction survey after daily service for giving a score and comment on the food of restaurants, the quality of service staff, dining environment, treatment methods, skills and otherwise, and regularly summarize and analyze the results of the survey, and identify the items that require improvement, and carry out corresponding improvement measures for continuous enhancement.

針對休閒中心的業務，除了致力保障服務質量，我們亦緊記「待客以誠」的理念，用心對待每一位顧客。為了不斷提升我們的服務，休閑中心旗下各項設施和服務會在日常服務後邀請顧客填寫滿意度調查表，就餐廳的食品、服務人員質素、用餐環境、療程手法、技能等進行評分和提出意見，並定期對調查結果進行總結和分析，而識別需要改善的地方，對症下藥，持續增強改進措施。

Health and Safety

As a constructor of the community, we must shoulder the responsibility to protect the safety of the community, and are committed to protecting the lives and properties of the public. In accordance with the Safety Production Law of the People's Republic of China, the Regulations on the Reporting, Investigation and Handling of Work Safety Accidents, and the Safety Production Regulations of Beijing, we had formulated the Safety Production Management Manual to identified various kinds of safety risks and formulated appropriate response plans, so as to strengthen safety production management. We also carry out adequate safety training and publicity activities to raise the awareness among our staff and residents in safety issues. According to the principle of "safety first", the Group made a great endeavor to respond to different safety risks.

健康與安全

作為社區的建設者，我們必須肩負起守護保障社區安全的責任，致力保護大眾的性命和財產。為強化安全生產管理工作，我們根據《中華人民共和國安全生產法》、《生產安全事故報告和調查處理條例》、《北京市安全生產條例》法律法規，製定了《安全生產管理手冊》，識別各類安全風險並製定合適的應對方案。我們亦開展豐富的安全培訓及宣傳活動，以提高我們僱員及住戶的安全意識。本集團秉承「安全第一」的原則，努力應對各類安全風險。

Fire Safety

With regard to fire safety, for the property management business, we have improved the maintenance and repair system for fire-fighting equipment, including daily inspection of the alarm system and fire-fighting equipment room, monthly random inspection of smoke detectors, temperature detectors, audible and visual alarms, monthly inspection of fire-fighting facilities, equipment, escape routes, safety exit and otherwise, and testing water supply pumps to ensure normal operation, and annual inspection of water supply and drainage systems. In addition, the safety officers of each property project regularly check the status of fire hydrants, pumps, fire controllers and other equipment to ensure that all facilities and equipment are in good condition and will not pose a safety risk.

消防安全

針對消防安全，物業管理業務就消防設備完善了維修保養制度，包括：每日檢查報警系統和消防設備機房，每月抽查煙霧、溫度、聲光感應報警器，每月檢查消防設施、器材、疏散通道、安全出口等並檢測供水泵確保運作正常，另外每年會檢測給排水系統。此外，各物業項目的安全負責人員亦會定期檢查消防栓、水泵、消防控制器等設備的狀態，確保所有設施設備運作情況良好，不會構成安全風險。

In addition to the property management business, the Recreational Centre attaches great importance to fire safety and has formulated inspection and fire emergency systems for various equipment systems such as oil separator, power distribution rooms, swimming pool systems, machine rooms, boilers and etc., to standardize daily inspection procedures and maintenance systems, fire prevention measures and emergency measures in case of fires, power outage, natural disaster and etc.

除了物業管理業務，休閑中心對消防安全亦極為重視，已就各項設備系統如隔油池、配電室、泳池系統、機房、鍋爐等設立巡查和防火應急制度，規範日常巡查程序及維修保養制度、防火措施以及突發事件如火災、斷電、自然災害等的應急措施。

For improving the fire prevention awareness and the ability to deal with emergencies, we develop fire drill plans and fire training during the Year.

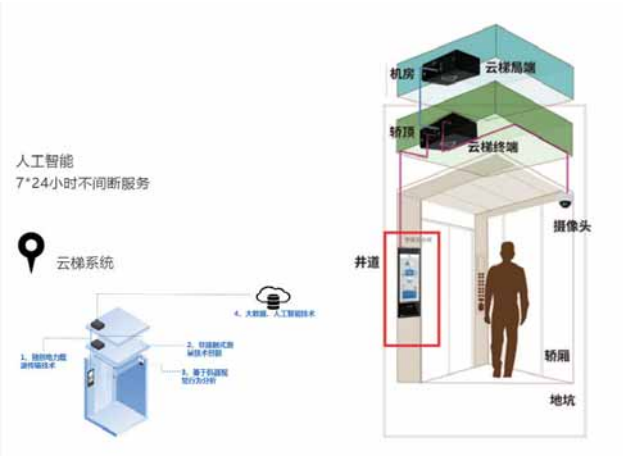
為了提高居民的防火意識，加強處置突發事件的能力，我們每年會製定消防演習方案及開展消防培訓。

Elevator Safety

To further strengthen the elevator safety management, the property management business has put forward the idea of "building intelligent elevator with Internet of things" to improve the safety and quality of the elevator. In May 2019, the Yigou property management project officially installed the Cloud elevator system, including the Cloud elevator Internet of things system, Cloud elevator big data analysis platform, APP, management and operation platform. The Cloud elevator system takes a positive role as the 24 hours electronic housekeeper to monitor the elevator running state and predict the elevator failure statistically, and intelligently manage the elevator daily operation, discourage and record unsafe and uncivilized elevator behavior.

電梯安全

為了進一步加強電梯安全管理，物業管理業務提出「建設物聯網智慧電梯」的理念，以提高電梯的安全和質量。於二零一九年五月，易構物業管理項目正式安裝雲梯系統，包括雲梯物聯網系統、雲梯大數據分析平台、APP、管理及運營平台。雲梯系統為全天候電子管家，可監控電梯的運行狀態，從統計學角度預測電梯故障，智能管理電梯日常運行，阻止並記錄不安全及不文明的電梯行為。



Hygiene

For the property management business, environmental officers of each property project carry out centralized cleaning and maintenance work in each area, beautifying the environment of the community and improving the appearance and image of the community every day, in accordance with the green maintenance standards. In addition, we engage a third-party testing agency to inspect the drinking water in projects every year to ensure that the water quality meets relevant requirements of the Hygienic Standards of Drinking Water and that drinking water is not contaminated or harmful to health.

衛生

針對物業管理業務，每個物業項目的環境人員會按照綠化養護標準，每日於各個區域進行集中清理和養護工作，美化園區環境，改善園區面貌，提升園區形象。此外，我們每年亦會委託第三方檢測機構就項目內的飲用水進行檢測，確保水質達到《生活飲用水衛生標準》的相關要求，確保飲用水並沒有受到污染，對健康構成傷害。

Since the business of the Recreational Centre involves fitness centers and SPA, personal items including beds, towels, slippers, cosmetics and otherwise are used. We pay special attention to environmental and personal hygiene, and require our employees to clean and disinfect all facilities, equipment and supplies including all fitness equipment, fitness products, furniture, towels, gymnasiums, sauna rooms, massage couches, beauty beds, slippers, changing rooms every day. In addition, we require that all cosmetics including powder puffs, cotton swabs and eyebrow brushes should not be shared, and require employees to keep cosmetics including lotion, face cream and loose powder in clean and sealed containers.

由於休閒中心的業務涉及健身中心和SPA，會使用到床鋪、毛巾、拖鞋、化妝品等個人物品。我們對環境和個人衛生尤為重視，要求員工每天清潔並消毒所有健身設備、健身用品、傢俱、毛巾、球館、桑拿室、按摩床、美容床、拖鞋、更衣室等設施、設備和用品。除此之外，我們亦規定所有粉撲、棉花棒、眉毛刷等化妝品不得共用，將要求員工將乳液、面霜、蜜粉等化妝品保存在乾淨密封的容器。

In addition to the hygiene of the environment and supplies, food hygiene is an issue to which we attach great importance. For the catering service of the Recreational Centre, we have formulated a personal and environmental hygiene system, which specifies the separation of raw and cooked food, finished and semi-finished products, food and medicines and debris, and have frequently cleaned and disinfected the surrounding environment, tableware and utensils, and strictly managed the environment, refrigerator and food hygiene, so as to meet the relevant requirements of the Food Safety Law, the Measures for the Supervision and Administration of Food Safety in Catering Services and other laws and regulations. In addition, we carry out daily kitchen hygiene inspection, and weekly comprehensive site inspection by the food safety manager, and develop a food safety inspection plan every month to systematize the procedures and standards of kitchen hygiene inspection. For food safety, we have strict standards for the acceptance of ingredients during purchase to ensure that the freshness, quality, colour, lustre and appearance of all ingredients meet the standards, and ensure the quality and hygiene of each dish at the source.

除了環境和用品的衛生，食物衛生同樣是我們極為重視的議題。針對休閑中心的餐飲服務，我們製定了個人和環境衛生制度，規定將生熟食品隔離、成品和半成品隔離、食品與藥物雜物隔離，並經常清洗及消毒周邊環境、餐具和器皿，同時對環境、冰箱和食品衛生實施嚴謹管理，以符合《食品安全法》、《餐飲服務食品安全監督管理辦法》等法律法規的相關要求。另外，我們每天會進行廚房衛生檢查，每周由食品安全管理員進行全面現場檢查，而每月亦會制訂食品安全檢查計劃，將廚房衛生檢查的程序和標準系統化。對於食品安全，我們於採購期間對配料的驗收設有嚴格標準，確保所有配料的新鮮度、質量、色澤和外觀均符合標準，從源頭保證每一道菜的質素和衛生。

Privacy Matters

In respect of privacy and confidentiality protection, the Group's employees are obligated to retain in confidence all information obtained during the course of their employment, including, but not limited to, trade secrets, knowhow, customers' information and personal data, supplier information and other confidential information. We strictly comply with all laws protecting data privacy and formulated privacy protection guidelines to instruct our employees to properly handle and storage of employees and customers data, with an aim to eliminating behavior of unauthorized edit, use, resale or use for other purposes of personal information. We also provide frequent trainings to our staff to increase their awareness in privacy protection.

During the Reporting Period, there were no violations or data leakage-related cases involving us, or substantiated complaints from any external parties or regulatory bodies about the Group's failure to protect the privacy of customers and loss of customer data.

Advertising and Labelling

During the Reporting Period, all advertising and publicity activities are in strict compliance with the advertising and promotion laws and regulations enforced in regions where we operate our businesses, including but not limited to the Advertising Law of the People's Republic of China and the Law of the People's Republic of China on the Protection of Consumer Rights and Interests. In developing a promotion plan, we did not publish any advertisement with false statement that would bring damage to customers.

Anti-Corruption

The protocols and laws concerned with bribery, privileges, and political contributions are closely followed by the Group. For ensuring an ethical behavior and conduct in the business environment, all the employees are subject to business ethics training corresponding to their position. We require all employees to strictly comply with all relevant laws and regulations, including but not limited to the Anti-Unfair Competition Law of the People's Republic of China, the Criminal Law of the People's Republic of China, the Interim Provisions on Prohibition of Commercial Bribery, and strive to develop a corporate culture of compliance with laws and integrity.

During the Reporting Period, the Group was unaware of any matters concerning material instances of non-compliance with relevant laws and regulations regarding bribery, extortion, fraud, or money laundering in the countries where its employees are engaged. There are no current or pending regulatory actions or other litigation that is anticipated to have a material impact on the Group.

隱私事項

在保護隱私及保密方面，本集團的員工有責任對僱傭期間取得的所有資料嚴格保密，包括但不限於商業秘密、專有技術、客戶資料及個人數據、供應商信息及其他保密資料。我們嚴格遵守所有保障個人資料私隱的法例，並製定保障私隱指引，指導員工妥善處理及保存員工及客戶資料，以避免在未經授權下編輯、使用以及為其他目的而轉售或使用個人資料的行為。我們亦持續進行員工培訓，以提高員工保護隱私的意識。

於報告期內，我們沒有任何違反或關於資料泄漏的個案，也並未收到任何來自外界團體或監管機構有關集團被證實未能保障客戶隱私及遺失客戶資料的投訴。

廣告及標籤

於報告期內，所有廣告及宣傳活動均嚴格遵守我們業務營運所在地執行的廣告及推廣法律法規，包括但不限於《中華人民共和國廣告法》及《中華人民共和國消費者權益保護法》。在製定推廣方案時，我們不會發佈任何附帶虛假陳述而有損消費者利益的廣告。

反貪污

本集團嚴格遵守與反賄賂、特權及政治獻金有關的協定及法律。為確保員工在業務環境下的道德行為及操守，所有員工均須參加與其職位相應的業務道德培訓。我們要求所有員工嚴格遵守所有相關的法例法規，包括但不限於《中華人民共和國反不正當競爭法》、《中華人民共和國刑法》、《關於禁止商業賄賂行為的暫行規定》等，著力樹立守法誠信的企業文化。

於報告期內，本集團並未發現任何涉及違反僱員工作所在國家的反賄賂、勒索、欺詐或洗錢相關法律法規的重大事項。本集團當前並無亦並未面臨預計會對本集團產生重大影響之監管行動或其他訴訟。

Community

The Group proactively fulfils its corporate social responsibility to the communities in which it operates and where its employees live. To perform as a responsible corporate citizen, we inspire employees to render support to the charitable organizations and also encourage them to participate in the charitable activities of the Group itself. We have been active in charitable activities, community culture building, environmental and health protection education as well as meet the labour needs.

Festival Care

The Group has had deep roots in the community and provided services for the community for years. We regard community engagement as an opportunity to contribute to the humanistic concern of these local communities.

Every Christmas Day, our employees would dress up as Santa Claus to give apples and gifts to the surrounding households of property management community we manage, sending our blessings and greetings.

社區

本集團積極履行營運所在社區及僱員居住社區的企業社會責任。作為負責任的企業公民，我們鼓勵員工向慈善組織提供支持，並鼓勵員工參加本集團的慈善活動。我們一直積極參加慈善活動、社區文化建設、環境保護及保護健康教育，並滿足勞動需求。

節日關懷

本集團多年來均扎根於社區，為社區提供服務。我們認為，社區參與有助於促進當地社區的人文關懷。

在每個聖誕節，我們的員工會打扮成聖誕老人，向我們管理的物業管理社區的周邊住戶送上平安果和禮物，為他們送上節日祝福和溫暖。

To promote the Chinese traditional culture, the property management of Kingdom Guorui project held a mooncake theme activity ("花好月圓,情滿中秋") in the Mid-Autumn festival, which was jointly organized with the local party work department. There were nearly one hundred people engaged in this activity including children, elderly and families.

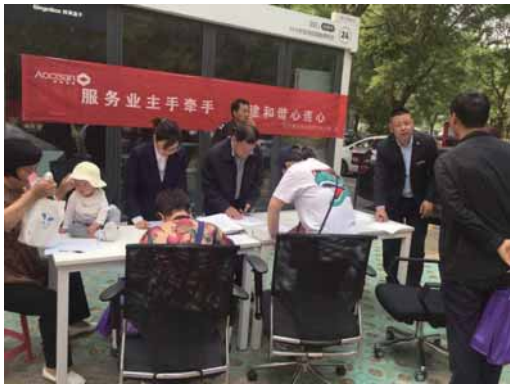
為了弘揚中國傳統文化，國銳•金嶺項目的物業管理團隊與地方黨委工作部共同舉辦了「花好月圓，情滿中秋」中秋節主題活動。該活動的參與人數將近一百人，包括兒童、老人和家庭。

Community Communication

The Group pledges itself to ensure continuous communication with members of the community where the Group operates. We pay attention to social issues and events to understand public expectation of the Group. Our property management company held the weeklong property service activities to collect the owner's need for optimizing our customized service. Besides, in response to the national safety production publicity and consultation our property management company organized the safety production publicity activity during June which is the production safety month. We hand out the publicity materials and set up the on-site consultation to the community residents for raising up their safety consciousness and relative knowledge level.

社區溝通

本集團確保與營運所在社區的成員持續溝通。我們關注社會事宜及事件，以了解公眾對本集團的期望。我們的物業管理公司通過舉辦物業服務週活動來了解業主的需求，優化我們的定制服務。此外，為了響應國家安全生產宣傳諮詢日，我們的物業管理公司於6月(安全生產月)期間組織了安全生產宣傳活動。我們分發宣傳材料，向社區居民提供現場諮詢服務，以提升居民的安全意識及相關知識水平。



Internship Opportunity

In order to support local education and nurture more young generations to become outstanding talents in the industry, we cooperate with schools of tourism management, hotel management, English for tourism or otherwise, and hire their students for internships for approximately 6–12 months in the Recreational Centre, so as to enhance their knowledge about the industry, while improving their professional knowledge and skills, whereby they equip themselves to meet future challenges. We offer diversified trainings, accommodation and meals to interns. Interns who perform well may be hired as regular employees.

實習機會

為支援本地教育，培育更多年青一代成為業內翹楚，我們會和旅遊管理、酒店管理、旅遊英語或相關專業學校合作，聘請其學生於休閒中心內進行為期約6–12個月的實習，加深對行業的認識，同時增進專業知識和技能，裝備自己以迎接未來的挑戰。我們會為實習生提供豐富的培訓、住宿和膳食。表現良好的實習生可獲錄用成為正式員工。

ESG REPORTING GUIDE INDEX 《環境、社會及管治報告指引》索引

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
"Comply or explain" Provisions 「不遵守就解釋」條文		2019 ESG Report 二零一九年環境、社會及管治報告
Subject Area A. Environmental 主要範疇A.環境		
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Please refer to **Environmental (page 28–31)** 請參閱「**環境**」(**第28–31頁**)
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據	Please refer to **Emissions (page 28)** 請參閱「**排放物**」(**第28頁**)
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)	Please refer to **GHG Emissions (page 29–30)** 請參閱「**溫室氣體排放**」(**第29–30頁**)
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Please refer to **non-hazardous waste (page 31)**. The Group does not produce any hazardous waste in its operations. 請參閱「**無害廢棄物**」(**第31頁**) 本集團在營運過程中並不產生任何有害廢棄物。
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Please refer to **non-hazardous waste (page 31)**. 請參閱「**無害廢棄物**」(**第31頁**)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
"Comply or explain" Provisions 「不遵守就解釋」條文		2019 ESG Report 二零一九年環境、社會及管治報告
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 減低排放量的措施及所得成果的描述	Please refer to **non-hazardous waste (page 31)**. 請參閱「**無害廢棄物**」(**第31頁**)
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 處理有害及無害廢棄物的方法、減低產生量的措施及所得成果的描述	Please refer to **non-hazardous waste (page 31)**. 請參閱「**無害廢棄物**」(**第31頁**)
Aspect A2: Use of Resources 層面A2：資源利用		
General disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Please refer to **Use of Resources (page 32–36)** 請參閱「**資源利用**」(**第32–36頁**)
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility) 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Please refer to **Energy Consumption (page 34)** 請參閱「**能源消耗**」(**第34頁**)
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility) 總耗水量及密度(如以每產量單位、每項設施計算)。	Please refer to **Water Management (page 35–36)** 請參閱「**水資源管理**」(**第35–36頁**)
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved 能源使用效益計劃及所得成果的描述	Please refer to **Use of Resources (page 32–36)** 請參閱「**資源利用**」(**第32–36頁**)
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果的描述	Please refer to **Water Management (page 36)**. The Group does not have any issue in sourcing water that is fit for purpose. 請參閱「**水資源管理**」(**第36頁**) 本公司於求取適用水源方面並無任何問題。
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	N/A. No packing materials are used for the Group. 不適用。本集團並無使用任何包裝材料。

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
"Comply or explain" Provisions 「不遵守就解釋」條文		2019 ESG Report 二零一九年環境、社會及管治報告
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策	Please refer to **Environmental (page 28–36)** 請參閱「**環境**」(**第28–36頁**)
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them 業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動的描述	Please refer to **Environmental (page 28–36)** 請參閱「**環境**」(**第28–36頁**)
Subject Area B. Social 主要範疇B.社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Please refer to **Employment (page 37–39)** 請參閱「**僱傭**」(**第37–39頁**)
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Please refer to **Health and Safety (page 40–41)** 請參閱「**健康與安全**」(**第40–41頁**)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
"Comply or explain" Provisions 「不遵守就解釋」條文		2019 ESG Report 二零一九年環境、社會及管治報告
Aspect B3: Development and Training 層面B3：發展及培訓		
General disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Please refer to **Development and Training (page 41–43)** 請參閱「**發展及培訓**」（**第41–43頁**）
Aspect B4: Labour Standards 層面B4：勞工準則		
General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Please refer to **Labour Standard (page 44)** 請參閱「**勞工準則**」（**第44頁**）
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Please refer to **Supply Chain Management (page 45–46)** 請參閱「**供應鏈管理**」（**第45–46頁**）
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Please refer to **Product Responsibility (page 46–55)** 請參閱「**產品責任**」（**第46–55頁**）

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
"Comply or explain" Provisions 「不遵守就解釋」條文		2019 ESG Report 二零一九年環境、社會及管治報告
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料	Please refer to **Anti-Corruption (page 55)** 請參閱「**反貪污**」(**第55頁**)
Community 社區		
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策	Please refer to **Community (page 56–57)** 請參閱「**社區**」(**第56–57頁**)

EXECUTIVE DIRECTORS

Mr. Wei Chunxian, aged 56, was appointed as an executive Director and the chairman of the Company on 17 February 2014. He also acts as the chairman of the nomination committee of the Company. Mr. Wei Chunxian is also a director of certain subsidiaries of the Company. In addition, he is also the president of GR properties USA Inc. and East Pacific Properties LLC (each a US subsidiary of the Company).

Mr. Wei Chunxian graduated from the Department of Architecture, Beijing University of Civil Engineering and Architecture (北京建築工程學院) in 1985 and was conferred a Bachelor of Engineering degree in architecture. Thereafter, Mr. Wei Chunxian obtained the senior engineer qualification in 1995. Mr. Wei Chunxian has more than 10 years of management experience in the real estate sector.

Mr. Sun Zhongmin, aged 53, was appointed as an executive Director on 17 February 2014.

Mr. Sun Zhongmin has been involved in the real estate sector since 1992. He has been engaged in preliminary work of real estate projects and is conversant with the procedures for various formalities and the relevant requirements. Mr. Sun Zhongmin is currently a director of Beijing Guorui Holdings Company Limited* (北京國銳控股有限公司).

Ms. Liu Shuhua ("Ms. Liu"), aged 43, was appointed as an executive Director and chief executive officer of the Company on 17 February 2014. Ms. Liu is also a director of certain subsidiaries of the Company.

Ms. Liu graduated from the Central University of Finance and Economics (中央財經大學) in 1998 and was conferred a Bachelor of Economics degree in accountancy. Thereafter, Ms. Liu obtained the intermediate accountant qualification in 2004. Ms. Liu has been engaged in financial field for more than 10 years, including financial management work in real estate development enterprises. She is currently a director of Beijing Guorui Holdings Company Limited* (北京國銳控股有限公司).

執行董事

魏純暹先生，現年五十六歲，於二零一四年二月十七日獲委任為執行董事及本公司主席。彼亦擔任本公司提名委員會主席。魏純暹先生亦出任本公司若干附屬公司之董事。此外，彼亦為GR Properties USA Inc.及East Pacific Properties LLC(均為本公司之美國附屬公司)之總裁。

魏純暹先生於一九八五年畢業於北京建築工程學院建築系，取得建築工程學士學位。其後，魏純暹先生於一九九五年獲得高級工程師資格。魏純暹先生在房地產業擁有逾十年的管理經驗。

孫仲民先生，現年五十三歲，於二零一四年二月十七日獲委任為執行董事。

孫仲民先生自一九九二年起投身房地產業。彼一直從事房地產項目之前期工作，並熟悉不同手續及相關規定。孫仲民先生現任北京國銳控股有限公司董事。

劉淑華女士(「劉女士」)，現年四十三歲，於二零一四年二月十七日獲委任為本公司執行董事兼行政總裁。劉女士亦出任本公司若干附屬公司之董事。

劉女士於一九九八年畢業於中央財經大學，並取得會計學經濟學士學位。其後，劉女士於二零零四年取得中級會計師資格。劉女士從事財務業超過十年，包括房地產開發企業的財務管理工作。彼現任北京國銳控股有限公司之董事。

* *The English name is an unofficial translation for identification purpose only*

* *英文名稱為非官方名稱，僅供識別*

Mr. Guo Jingsheng ("Mr. Guo"), aged 46, was appointed as an executive Director on 28 June 2019. Mr. Guo graduated from China Peking University with a bachelor's degree in economics with a specialization in finance in 2004. From October 2014 to January 2019, Mr. Guo was the vice president of Shenzhen Dealskey Investment Group* (深圳德業基投資集團), and was primarily responsible for setting up various investment funds. He was appointed as the chairman, president and legal representative for these investment funds. From October 2010 to October 2014, Mr. Guo was the vice general manager of Beijing Xuan Fu Real Estate Development Co., Ltd.* (北京宣福房地產開發有限責任公司), executive director of Ruifeng Petroleum Chemical Holdings Limited and general manager and director of Guangxi Shangxi Xianglong Ecological City Development Co., Ltd.* (廣西上思祥龍生態城開發有限公司). From March 2007 to October 2010, Mr. Guo was appointed as the assistant president of CITIC Guoan Technology Holdings Limited. From 1992 to 2007, Mr. Guo held the department manager and branch manager positions in China Construction Bank Beijing Branch. Mr. Guo has over 20 years of experience in finance and property investment.

郭京生先生(「郭先生」)，現年四十六歲，於二零一九年六月二十八日獲委任為執行董事。郭先生於二零零四年畢業於中國北京大學，獲得金融專業經濟學學士學位。自二零一四年十月至二零一九年一月，郭先生為深圳德業基投資集團副總裁，並主要負責設立各種投資基金。彼獲委任為該等投資基金之董事長、總裁及法定代表人。自二零一零年十月至二零一四年十月，郭先生擔任北京宣福房地產開發有限責任公司之副總經理、瑞豐石化控股有限公司之執行董事以及廣西上思祥龍生態城開發有限公司之總經理兼董事。自二零零七年三月至二零一零年十月，郭先生獲委任為中信國安控股有限公司之助理總裁。自一九九二年至二零零七年，郭先生於中國建設銀行北京分行擔任部門經理及支行行長。郭先生於財務及物業投資方面積逾20年經驗。

Ms. Huang Fei ("Ms. Huang"), aged 47, was appointed as an executive Director on 28 June 2019. Ms. Huang graduated from East China University of Science and Technology with a bachelor's degree in engineering with a specialization in Fine Chemical Engineering in 1996. Since June 2015, Ms. Huang has been appointed as director and general manager of Beijing Aocean Property Management Co., Ltd.* (北京澳西物業管理有限公司), an indirect wholly-owned subsidiary of the Company. She has also been a director of Contract Budgeting and Group Vice President of Beijing Guorui Real Estate Development Company Limited* (北京國銳房地產開發有限公司) ("Beijing Guorui") since February 2009. She has been engaged in management areas such as budgeting, bidding and legal contracts. From June 2004 to February 2009, Ms. Huang was the budget manager of Beijing Zhongrui Jianda Real Estate Development Co., Ltd.* (北京中瑞建達房地產開發有限公司), engaging in financial sales control, budget and bidding management.

黃菲女士(「黃女士」)，現年四十七歲，於二零一九年六月二十八日獲委任為執行董事。黃女士於一九九六年畢業於華東理工大學，獲得精細化工專業工學學士學位。自二零一五年六月起，黃女士獲委任為本公司的間接全資附屬公司北京澳西物業管理有限公司董事兼總經理。彼亦自二零零九年二月起擔任北京國銳房地產開發有限公司(「北京國銳」)的合約預算主任及集團副總裁。彼一直從事管理等領域的工作，如預算、投標及法律合同。於二零零四年六月至二零零九年二月，黃女士為北京中瑞建達房地產開發有限公司的預算經理，從事財務銷售管理、預算及投標管理等工作。

* *The English name is an unofficial translation for identification purpose only*

* *英文名稱為非官方名稱，僅供識別*

Ms. Li Bing (Former Name: Li Cheng) ("Ms. Li"), aged 48, was appointed as an executive Director on 28 June 2019. Ms. Li completed a two-year program in industrial accounting in Heilongjiang Provincial Industrial Traffic Management Cadre College* (黑龍江省工業交通管理幹部學院) and graduated in 1992. Since December 2016, Ms. Li has been appointed as the managing director of Beijing Guorui Hotel Management Co., Ltd.* (北京國銳酒店管理有限公司) ("Guorui Hotel Management"), an indirect wholly-owned subsidiary of the Company, overseeing all operational activities of Guorui Hotel Management and its wholly-owned subsidiaries. Ms. Li has held the positions of vice president (from December 2016 to present) and marketing director (from August 2004 to December 2016) respectively in Beijing Guorui and her then responsibilities included supervising sales and customer relations. Prior to her employment with Beijing Guorui, Ms. Li worked as a finance manager in a trading company in Beijing for several years.

李兵女士(前用姓名:李成)(「李女士」),現年四十八歲,於二零一九年六月二十八日獲委任為執行董事。李女士於一九九二年畢業於黑龍江省工業交通管理幹部學院,並完成兩年制工業會計課程。自二零一六年十二月起,李女士獲委任為北京國銳酒店管理有限公司(「國銳酒店管理」,本公司的間接全資附屬公司)的董事總經理,負責監督國銳酒店管理及其全資附屬公司的全部經營活動。李女士自二零一六年十二月至今及二零零四年八月至二零一六年十二月分別擔任北京國銳的副總裁及市場總監職位, 彼當時之職責包括監督銷售及客戶關係。受僱於北京國銳前,李女士曾於北京的一家貿易公司擔任數年的財務經理。

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

Mr. Tung Woon Cheung Eric ("Mr. Tung"), aged 49, was appointed as an independent non-executive Director on 17 February 2014. He also acts as the chairman of the Company's audit committee and a member of each of the Company's remuneration committee and nomination committee.

董渙樟先生(「董先生」),現年四十九歲,於二零一四年二月十七日獲委任為獨立非執行董事。其亦擔任審核委員會主席以及本公司薪酬委員會及提名委員會成員。

Mr. Tung graduated from York University, Toronto, Canada with a bachelor's honours degree in administrative studies. Being an experienced Hong Kong certified public accountant and a U.S. certified public accountant (practising), he has gathered many years of experience in the financial and capital markets. Mr. Tung is the assistant president and general manager of the finance department of Beijing Enterprises Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 392), an executive director, the chief financial officer and company secretary of Beijing Enterprises Water Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 371), an independent non-executive director of South China Financial Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 619), as well as the company secretary of Biosino Bio-Technology and Science Incorporation (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8247).

董先生畢業於加拿大多倫多約克大學,持有管理學榮譽學士學位。董先生為饒富經驗的香港註冊會計師及美國註冊會計師(執業),在金融及資本市場累積多年經驗。董先生現任北京控股有限公司(聯交所主板上市的公司,股份代號:392)之助理總裁兼財務部總經理、北控水務集團有限公司(聯交所主板的上市公司,股份代號:371)之執行董事、財務總監兼公司秘書、南華金融控股有限公司(聯交所主板的上市公司,股份代號:619)之獨立非執行董事,以及中生北控生物科技股份有限公司(聯交所GEM上市的公司,股份代號:8247)之公司秘書。

* *The English name is an unofficial translation for identification purpose only*

* *英文名稱為非官方名稱,僅供識別*

Ms. To Tsz Wan Vivien ("Ms. To"), aged 49, was appointed as an independent non-executive Director on 14 February 2018. She also acts as a member of each of the Company's audit committee and remuneration committee.

Ms. To is a Certified Public Accountant (CPA Practicing) and Certified Tax Adviser (CTA). She has over 30 years of experience in finance and accounting field and over 20 years of management experience in information technology audit, computer system, finance and administration. Ms. To is the owner of a Hong Kong accounting firm which provides extensive management and consultancy services of accounting, audit, company secretary and taxation for the subsidiaries of listed companies from Europe, China, East Asia and Hong Kong. She is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong.

杜紫雲女士(「杜女士」)，現年四十九歲，於二零一八年二月十四日獲委任為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。

杜女士現為香港執業會計師及註冊稅務師，在財務及會計領域擁有累計超過30年之經驗，並具有超過20年之信息科技審計、計算機系統、財務及行政等專業領域之管理經驗。杜女士擁有一間香港會計師事務所，為多間歐洲、中國、東南亞和香港等上市公司之附屬公司提供會計、審計、公司秘書和稅務等管理及諮詢服務。杜女士現為香港會計師公會、英國特許公認會計師公會及香港稅務學會之會員。

Mr. Leung Louis Ho Ming ("Mr. Leung"), aged 37, was appointed as an independent non-executive Director and member of the audit committee and nomination committee and chairman of the remuneration committee of the Company on 9 February 2020. Mr. Leung has been appointed as the financial controller and company secretary of AL Group Limited (a company listed on GEM of the Stock Exchange with stock code: 8360) since September 2019. Mr. Leung was a chief financial officer and company secretary of Prosperous Future Holdings Limited (formerly known as China Child Care Corporation Limited, a company listed on the Main Board of the Stock Exchange with stock code: 1259) from June 2017 to May 2019 and from January 2018 to May 2019 respectively.

Mr. Leung holds a bachelor degree of Science in Quantitative Finance from The Chinese University of Hong Kong in 2004. He has been a member of Hong Kong Institute of Certified Public Accountant since 2008 and has over 10 years of experience in accounting and auditing for Hong Kong listed and private companies.

梁浩鳴先生(「梁先生」)，現年三十七歲，於二零二零年二月九日獲委任為獨立非執行董事以及本公司審核委員會及提名委員會成員及薪酬委員會主席。梁先生自二零一九年九月獲委任為利駿集團(香港)有限公司(一間於聯交所GEM上市的公司，股份代號：8360)之財務總監及公司秘書。梁先生自二零一七年六月至二零一九年五月以及自二零一八年一月至二零一九年五月分別擔任未來發展控股有限公司(前稱中國兒童護理有限公司，一間於聯交所主板上市的公司，股份代號：1259)的首席財務官及公司秘書。

梁先生於二零零四年在香港中文大學取得計量金融學理學士學位。彼自二零零八年起為香港會計師公會會員，擁有超過10年於香港上市公司及私人公司的會計及審計經驗。

CORPORATE GOVERNANCE CODE

The Board is committed to maintaining and ensuring high standards of corporate governance practice. The Company stresses the importance of maintaining the quality of the Board by ensuring that the Directors possess a wide range of expertise and the effective implementation of an accountability system, so as to ensure that business activities and decision making processes are regulated in a proper manner. The Company's corporate governance practices are based on the principles and code provisions in the CG Code as set out in Appendix 14 to the Listing Rules.

The Company will seek to improve its management and raise its control level to enhance the Company's competitiveness and operating efficiency, to ensure its sustainable development and to generate greater returns for the shareholders.

《企業管治守則》

董事局致力維持及確保實施高水準之企業管治常規，本公司著重透過確保董事俱備不同專長及有效實行問責制度，保持董事局的質素，確保業務運作及決策過程均受到適當規範。本公司的企業管治常規乃基於上市規則附錄十四所載《企業管治守則》中的原則及守則條文。

本公司將尋求改善其管理及加強監控水平，藉以提高本公司之競爭力及營運效率，確保得以持續發展及為股東帶來更豐厚回報。

A. BOARD

A.1. The Board's Role and Delegation

The primary role of the Board is to maximise long-term shareholder's benefit. It assumes the responsibility for providing effective and responsible leadership and control of the Company, and directing and supervising the Company's affairs in the pursuit of the Group's strategic objectives.

The executive Directors and the management of the Company are responsible for the day to day operations of the Company whereas the independent non-executive Directors are responsible for ensuring a high standard of financial and management reporting to the Board and shareholders of the Company as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

A. 董事局

A.1. 董事局角色及權力轉授

董事局的主要角色是為股東爭取最大之長遠利益，肩負給予既有效又負責任的領導及監控本公司的責任，同時統管並監督本公司事務朝著本集團的策略性目標發展。

本公司執行董事及管理層負責本公司的日常運作，而獨立非執行董事負責確保向董事局及本公司股東作出高標準之財務及管理報告，並負責平衡董事局的架構，使董事局具有高度獨立地位。

A.2. Board Composition

At present, the Board comprises six executive Directors and three independent non-executive Directors. The Directors during the Year and up to the date of this report were:

Executive Directors

Mr. Wei Chunxian *(Chairman)*
Ms. Liu Shuhua *(Chief Executive Officer)*
Mr. Sun Zhongmin
Mr. Guo Jingsheng *(appointed on 28 June 2019)*
Ms. Huang Fei *(appointed on 28 June 2019)*
Ms. Li Bing *(appointed on 28 June 2019)*

Independent Non-executive Directors

Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(resigned on 9 February 2020)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(appointed on 9 February 2020)

A.2. 董事局組成

目前，董事局包括六名執行董事及三名獨立非執行董事。於本年度及直至本報告日期，董事如下：

執行董事

魏純暹先生*(主席)*
劉淑華女士*(行政總裁)*
孫仲民先生
郭京生先生*(於二零一九年六月二十八日獲委任)*
黃菲女士*(於二零一九年六月二十八日獲委任)*
李兵女士*(於二零一九年六月二十八日獲委任)*

獨立非執行董事

董渙樟先生
歐陽寶豐先生
(於二零二零年二月九日辭任)
杜紫雲女士
梁浩鳴先生
(於二零二零年二月九日獲委任)

The biographical details of the current Directors are set out on pages 63 to 66 of this report. The Board possesses a balance of skills and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the independent non-executive Directors in the Board meetings facilitate the maintenance of good corporate governance practices. All independent non-executive Directors have the appropriate professional qualifications and accounting and related financial management expertise as required by Rule 3.10 of the Listing Rules. A balanced composition of executive and independent non-executive Directors also generates a strong independence element on the Board, which allows independent and objective decision making process for the best interests of the Company. The Company will review the composition of the Board regularly to ensure the Board possesses the appropriate and necessary expertise, skills and experience to meet the developmental needs of the business of the Group.

各在任董事之履歷載於本報告第63頁至第66頁。董事局成員具備經營本公司業務所需之各種技能及經驗。獨立非執行董事於董事局會議上提出之意見有助維持良好之企業管治常規。全體獨立非執行董事均擁有適當之專業資格及會計及相關的財務管理專長，符合上市規則第3.10條之規定。執行董事及獨立非執行董事之均衡分配比例亦大大提升董事局之獨立性，可有效發揮獨立判斷及客觀地為本公司之最佳利益制訂決策。本公司將定期檢討董事局之組成，確保董事局擁有適當及所需之專長、技能及經驗，以滿足本集團之業務發展需求。

In compliance with Rule 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing one-third of the Board. All independent non-executive Directors are free from any business or other relationship with the Company. The Company has received from each independent non-executive Director, who were in the Board during the Year, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers the independent non-executive Directors to be independent.

遵照上市規則第3.10A條，本公司已經委任三名獨立非執行董事，佔董事局成員人數的三分之一。所有獨立非執行董事均無參與本公司之任何業務，與本公司亦不存在其他關係。本公司已接獲各於本年度服務董事局的獨立非執行董事根據上市規則第3.13條就其獨立身份而發出之年度確認聲明，本公司認為各獨立非執行董事均屬獨立人士。

The Board's primary functions are to set corporate policy and overall strategy for the Group and to provide effective oversight of the management of the Group's business and affairs. Apart from its statutory responsibilities, the Board also approves the strategic plans, key operational issues, investments and loans, reviews the financial performance of the Group and evaluates the performance and compensation of senior management. These functions are either carried out directly by the Board or through committees established by the Board. The Board is also responsible to maintain effective risk management and internal control systems.

董事局之主要職能為制訂本集團之企業政策及整體策略，並提供有效監督本集團之業務及事務管理事宜。除其法定責任外，董事局亦負責批准本集團之策略計劃、主要營運措施、投資及貸款、審閱本集團之財務表現及評估高層管理人員之表現及薪酬。此等職能由董事局直接執行或通過由董事局成立之委員會執行。董事局亦負責維持有效風險管理及內部監控系統。

Regular Board meetings are held at least four times a year to approve the annual and interim results, and to review the business operation and the internal control system of the Group. Apart from these regular meetings, Board meetings are also held to approve major issues. At least 14 days' notice of each regular meeting is given to all Directors. Agendas and accompanying Board papers are sent not less than three days before the date of Board meetings to ensure that the Directors are given sufficient time to review the same. Draft minutes of Board meetings and Board committee meetings are circulated to Directors for their review and comment. All the said minutes are kept by the company secretary of the Company and are open for inspection at any reasonable time on reasonable notice by any director.

董事局每年至少舉行四次例會，議程包括批准全年及中期業績，以及檢討本集團之業務運作及內部監控系統。除此等例會外，董事局亦就批准重大事項召開會議。全體董事於每次例會舉行之前獲發至少14日通知。議程及有關文件於董事局會議舉行日期之前至少三日寄予董事，確保董事有充份時間審閱。董事獲分發董事局會議及董事委員會會議之草擬會議記錄以供審閱批註。上述所有會議記錄均由本公司之公司秘書保管，可供任何董事於任何合理時間內在發出合理通知後公開查閱。

A.3. Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of the chairman and the chief executive of an issuer should be separate and should not be performed by the same individual. With effect from 17 February 2014, Mr. Wei Chunxian and Ms. Liu Shuhua have been appointed as chairman (the "Chairman") and CEO respectively. There is a clear division of responsibilities between the Chairman and the CEO, in that the Chairman provides leadership for the Board and bears the primary responsibility for the functioning of the Board, by ensuring its effective operation, while the CEO is authorised and responsible for the management of the day-to-day business of the Group as well as the implementation of the strategies approved by the Board.

A.3. 主席及行政總裁

《企業管治守則》守則條文第A.2.1條規定，發行人的主席與行政總裁的角色應有區分，並不應由一人同時兼任。由二零一四年二月十七日起，魏純暹先生及劉淑華女士分別獲委任為主席(「主席」)及行政總裁。主席與行政總裁之職責有清楚分工，其中主席領導董事局，其承擔之主要職責為確保董事局有效運作而履行其職能，而行政總裁則獲授權負責本集團之日常業務管理，以及實施獲董事局批准之策略。

A.4. Appointment and Re-Election of Directors

The procedures and process of appointment and removal of directors are laid down in the Company's Articles of Association (the "Articles").

All Directors (including independent non-executive Directors) have entered into service contracts or letters of appointment (as the case may be) with the Company for a term of one year, which is terminable by either party by giving no less than three months' or one month notice in advance to each other (as the case may be), subject to retirement from office by rotation and re-election at annual general meeting.

Pursuant to Article 77 of the Articles, any director appointed by the Board shall hold office only until the next following annual general meeting and shall then be eligible for election but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at such meeting.

Accordingly, Mr. Leung Louis Ho Ming shall hold office only until the next following general meeting and, being eligible, will offer himself for re-election.

Pursuant to Article 81 of the Articles, at every annual general meeting one-third of the directors for the time being or, if their number is not a multiple of three, then the nearest number to but not less than one-third shall retire from office by rotation provided that every director shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 83 of the Articles, a retiring director shall be eligible for re-election.

Pursuant to Articles 81 and 83 of the Articles, Ms. Liu Shuhua, Mr. Tung Woon Cheung Eric and Ms. To Tsz Wan Vivien will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

A.4. 董事委任及重選

董事委任及罷免之程序及過程載於本公司組織章程細則(「細則」)。

所有董事(包括獨立非執行董事)均已與本公司訂有服務合約或聘用函件(視屬何情況而定),為期一年,並可由任何一方向對方發出不少於三個月或一個月(視情況而定)之事前通知予以終止,並須於股東週年大會上輪流退任及重選。

根據細則第77條,任何獲董事局委任之董事之任期應直至下屆股東週年大會為止及屆時可重選連任,惟不應用作釐定於該大會上輪值退任之董事或董事數目。

因此,梁浩鳴先生任職僅直至下一屆股東大會為止,且符合資格並願意膺選連任。

根據細則第81條,於每屆股東週年大會上,當時為數三分之一(或如董事數目並非三或三之倍數,則最接近但不少於三分之一之數目)之董事須輪值退任,惟每位董事須至少每三年輪席退任一次。

根據細則第83條,退任董事將合資格膺選連任。

遵照細則第81條及第83條規定,劉淑華女士、董渙樟先生及杜紫雲女士於即將召開之股東週年大會上輪流退任,而彼等各自均符合資格並願意膺選連任。

A.5. Board Diversity Policy

The Board has adopted a board diversity policy (the "Board Diversity Policy") in September 2013 which sets out the approach to achieve diversity on the Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

Independence

The Board includes a balanced composition of executive, non-executive and independent non-executive directors so that there is a strong element of independence in the Board. The independent non-executive directors shall be of sufficient calibre and stature for their views to carry weight.

Gender and age

The Company is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.

A.5. 董事局成員多元化政策

董事局已經於二零一三年九月採納董事局成員多元化政策(「董事局成員多元化政策」),當中列出董事局成員多元化達標的方法。

為達致可持續的均衡發展,本公司視董事局層面日益多元化為支持其達到策略目標及維持可持續發展的關鍵元素。董事局所有委任均以用人唯才為原則,並在考慮人選時以客觀條件充分顧及董事局成員多元化的裨益。

在構思董事局之組成時,董事局成員多元化已從多個方面進行考慮,包括但不限於性別、年齡、文化和教育背景、專業經驗、技能、知識以及服務任期。

獨立性

董事局中執行董事、非執行董事,以及獨立非執行董事的組合應保持均衡,以確保董事局具備高度的獨立性。獨立非執行董事需具備充分才幹及視野,其意見才具影響力。

性別及年齡

本公司承諾在所有營運業務範疇提供一個不論性別相互尊重的環境,並致力維持一個不受滋擾或不存有任何性別、身體或精神狀況、種族、國籍、宗教、年齡或家庭狀況歧視的工作間。同樣的原則也適用於董事候選人的甄選。

Skills and experience

The Board members should possess a balance of skills appropriate for the requirements of the business of the Group, including the independent non-executive directors possessing professional accounting and other qualifications. The directors have a mix of finance and management backgrounds that taken together provide the Group with considerable experience in a range of activities including banking, investment and the professions.

技能及經驗

董事局成員應具備配合本集團業務需要的不同技能，當中包括具備專業會計及其他資格的獨立非執行董事。結合擁有金融和管理背景的董事，為本集團提供了不同業務範疇(包括銀行、投資和專業)的豐富經驗。

Measurable Objectives

1. The Company shall comply with the requirements on board composition under the Listing Rules from time to time.

2. The number of independent non-executive Directors should be not less than three and one-third of the Board.

3. At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

4. At least one Director should be the professional or have intensive experience of the industry on which the business of the Group is.

Having reviewed the Board Diversity Policy and the Board's composition, the Nomination Committee considered that the requirements of the Board Diversity Policy had been met.

可計量目標

1. 本公司須遵守上市規則對董事局組成之規定。

2. 董事局必須包括至少三名獨立非執行董事，並且獨立非執行董事必須佔董事局成員人數至少三分之一。

3. 至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長。

4. 至少有一名董事是本集團業務所在行業的專業人士或擁有豐富經驗。

經回顧董事局成員多元化政策及董事局組成後，提名委員會認為已經符合董事局成員多元化政策之規定。

A.6. Induction and Continuing Development for Directors

Pursuant to the CG Code which has come into effect from 1 April 2012, all directors and the company secretary should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant.

Reading materials on relevant topics have been issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses. Newly appointed Director has received formal and tailored induction and training on his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

According to the records maintained by the Company, the Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed issuer in compliance with the requirements of the CG Code on continuous professional development during the Year:

A.6. 董事就任須知及持續發展

根據由二零一二年四月一日起生效之《企業管治守則》，所有董事及公司秘書應參與持續專業發展，以發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事局作出貢獻。

在適當時候已向董事發給有關課題之閱讀材料。我們亦鼓勵所有董事參加相關培訓課程。新委任的董事均已經在受委任時獲得正式兼特為其而設的就任須知及培訓，以確保其對本集團的運作及業務均有適當的理解，以及完全知道本身在上市規則及有關監管規定下的職責及責任。

根據本公司所保存之記錄，於本年度，遵照《企業管治守則》有關持續專業發展之規定，董事已接受以下培訓，其中著重上市公司董事的角色、職能及責任：

Directors	**董事**	**Read materials 閱讀材料**	**Attended seminars/ briefings 出席研討會／簡介會**
Executive Directors	*執行董事*		
Mr. Wei Chunxian	魏純暹先生	✓	✓
Mr. Sun Zhongmin	孫仲民先生	✓	✓
Ms. Liu Shuhua	劉淑華女士	✓	✓
Mr. Guo Jingsheng *(appointed on 28 June 2019)*	郭京生先生*(於二零一九年六月二十八日獲委任)*	✓	✓
Ms. Huang Fei *(appointed on 28 June 2019)*	黃菲女士*(於二零一九年六月二十八日獲委任)*	✓	✓
Ms. Li Bing *(appointed on 28 June 2019)*	李兵女士*(於二零一九年六月二十八日獲委任)*	✓	✓
Independent Non-executive Directors	*獨立非執行董事*		
Mr. Tung Woon Cheung Eric	董渙樟先生	✓	✓
Mr. Au Yeung Po Fung *(resigned on 9 February 2020)*	歐陽寶豐先生*(於二零二零年二月九日辭任)*	✓	✓
Ms. To Tsz Wan Vivien	杜紫雲女士	✓	✓
Mr. Leung Louis Ho Ming *(appointed on 9 February 2020)*	梁浩鳴先生*(於二零二零年二月九日獲委任)*	N/A 不適用	N/A 不適用

During the Year, all Directors confirmed that they have complied with the CG Code.

於本年度，所有董事確認，彼等均已遵守《企業管治守則》。

A.7. Directors' Attendance Record of Board and General Meetings

There were nine Board meetings and two general meetings held during the Year. The attendance of the Directors at the Board meetings and the general meetings was as follows:

A.7. 董事出席董事局會議及股東大會之記錄

於本年度，曾舉行九次董事局會議及二次股東大會。董事出席董事局會議及股東大會的情況如下：

Directors	董事	No. of meetings attended/ held during the tenure of the Directors 董事任期內出席／舉行會議次數 Board meeting(s) 董事局會議	General meeting(s) 股東大會
Executive Directors	*執行董事*		
Mr. Wei Chunxian *(Chairman)*	魏純暹先生*(主席)*	8/9	0/2
Mr. Sun Zhongmin	孫仲民先生	9/9	2/2
Ms. Liu Shuhua	劉淑華女士	9/9	2/2
Mr. Guo Jingsheng *(appointed on 28 June 2019)*	郭京生先生*(於二零一九年六月二十八日獲委任)*	5/5	0/1
Ms. Huang Fei *(appointed on 28 June 2019)*	黃菲女士*(於二零一九年六月二十八日獲委任)*	4/5	0/1
Ms. Li Bing *(appointed on 28 June 2019)*	李兵女士*(於二零一九年六月二十八日獲委任)*	5/5	0/1
Independent Non-executive Directors	*獨立非執行董事*		
Mr. Tung Woon Cheung Eric	董渙樟先生	9/9	1/2
Mr. Au Yeung Po Fung *(resigned on 9 February 2020)*	歐陽寶豐先生*(於二零二零年二月九日辭任)*	9/9	2/2
Ms. To Tsz Wan Vivien	杜紫雲女士	9/9	2/2
Mr. Leung Louis Ho Ming *(appointed on 9 February 2020)*	梁浩鳴先生*(於二零二零年二月九日獲委任)*	N/A 不適用	N/A 不適用

A.8. Corporate Governance Code

The Board is committed to maintain and ensure high standards of corporate governance practice. The Company stresses the importance of maintaining the quality of the Board by ensuring that the Directors possess a wide range of expertise and the effective implementation of an accountability system, so as to ensure that business activities and decision making processes are regulated in a proper manner.

The Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") as stated in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") throughout the Year except for the following deviations:

Code Provision E.1.2

According to the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

Mr. Wei Chunxian (the chairman of the Board and the nomination committee of the Company) could not attend the annual general meeting of the Company held on 28 June 2019 (the "2019 AGM") due to other business engagement but he had appointed Ms. Liu Shuhua, the executive Director, and other members of the nomination committee of the Company as his representatives to chair the 2019 AGM and answer questions from the Shareholders, respectively. In the future, the Company will try its best to encourage all the Directors to attend the general meetings of the Company.

A.8. 《企業管治守則》

董事局致力維持及確保實施高水準之企業管治常規，本公司著重透過確保董事俱備不同專長及有效實行問責制度，保持董事局的質素，確保業務運作及決策過程均受到適當規管。

除以下所述外，本公司於整個年度已遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載之《企業管治守則》(「《企業管治守則》」)內所載之守則條文：

守則條文第E.1.2條

根據《企業管治守則》之守則條文第E.1.2條，董事局主席應出席股東週年大會，並邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(視何者適用而定)的主席出席。若有關委員會主席未能出席，董事局主席應邀請另一名委員(或如該名委員未能出席，則其適當委任的代表)出席。該等人士須在股東週年大會上回答提問。

魏純暹先生(董事局及本公司提名委員會主席)由於其他事務在身而未能出席二零一九年六月二十八日舉行之股東週年大會(「二零一九年股東週年大會」)，惟彼已委任執行董事劉淑華女士及本公司提名委員會其他成員作為其代表分別主持二零一九年股東週年大會及回答股東之提問。未來，本公司將盡其最大努力鼓勵全體董事出席本公司股東大會。

Code Provision F.1.2

According to the code provision F.1.2 of the CG Code, the board should approve the selection, appointment or dismissal of the company secretary. A board meeting should be held to discuss the appointment and dismissal of the company secretary and the matter should be dealt with by a physical board meeting rather than a written resolution.

On 31 August 2019, the Board approved the resignation of Mr. Lam Chee Sum Eddie and the appointment of Ms. Ng Ka Sim Casina as the company secretary of the Company by written resolutions instead of holding physical board meeting. As some Directors were not in Hong Kong and were in various countries, the time difference among the Directors made it difficult to hold a physical board meeting for approving the change of company secretary. The Directors were fully informed of the reason of the change of company secretary and the biography and supporting documents of the proposed candidates have been reviewed by the Directors before the approval.

守則條文第F.1.2條

根據《企業管治守則》之守則條文第F.1.2條，公司秘書的遴選、委任或解僱應經由董事局批准。應舉行董事局會議討論公司秘書的委任及解僱，且有關事宜應透過董事局會議而非書面決議案處理。

於二零一九年八月三十一日，董事局透過書面決議(而非舉行實質董事局會議)批准林智深先生的辭任及委任吳嘉善女士為本公司公司秘書。由於若干董事不在香港且跨多個國家，董事之間的時差使舉行實質董事局會議以批准公司秘書的變更變得困難。董事已獲悉公司秘書變更的原因且於批准前董事已審閱擬定候選人的履歷及支持文件。

A.9. Compliance with Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry to all Directors, the Directors confirmed that they had complied with the required standard set out in the Model Code throughout the Year.

A.9. 遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)作為其自身有關董事證券交易的行為準則。在本公司向所有董事作出特定查詢後，董事確認，於整個年度，彼等已一直遵守標準守則所載之規定標準。

A.10. Corporate Governance Functions

The Board is responsible for performing the corporate governance functions set out in provision D.3.1 of the CG Code.

During the Year, the Board reviewed the training and continuous professional development of Directors and senior management, the compliance of the Model Code and the Company's compliance with the CG Code.

A.10. 企業管治職能

董事局負責履行《企業管治守則》守則條文第D.3.1條所載的企業管治職責。

於本年度，董事局已檢討董事及高級管理人員的培訓及持續專業發展；遵守標準守則的情況；及本公司遵守《企業管治守則》的情況。

A.11. Director's Nomination Policy

The director's nomination policy of the Company was adopted by the Board and became effective on 1 January 2019 and the Nomination Committee is responsible for execution.

Director Nomination Process

The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and headhunters. The Nomination Committee may also put forward director candidates who are not nominated by Board members. In addition, the Nomination Committee will consider director candidates properly submitted by shareholders of the Company through formal procedures set out in the Company's Procedures for Shareholders to Propose a Person for Election as a Director.

For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing director candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

All director candidates, including incumbents and candidates nominated by shareholders of the Company are evaluated by the Nomination Committee based upon the director's qualifications. While director candidates will be evaluated on the same criteria, the Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, and experiences of the collective Board rather than on the individual candidate.

The Board shall have the final decision on all matters relating to the recommendation of director candidates by the Nomination Committee to stand for election at any general meeting. The Board will take such recommendations under advisement and is responsible for designating the director candidates to be elected at the annual general meeting of the Company and electing directors to fill Board vacancies.

A.11. 提名董事的政策

董事局於二零一九年一月一日採納提名本公司董事的政策並生效且由提名委員會負責執行。

董事提名程序

提名委員會運用各種方法物色董事人選，當中包括董事局成員、管理層及專業獵頭公司之推薦建議，提名委員會亦可提名未獲董事局成員提名的董事候選人。此外，提名委員會將會考慮由本公司股東經載於本公司股東提名候選董事的程序的正式程序妥善提交之董事人選。

如要填補臨時空缺，提名委員會須推薦人選供董事局考慮及批准。如要推薦董事候選人在股東大會上參選，提名委員會須向董事局提名供其考慮及推薦參選。

所有董事候選人(包括現任董事及本公司股東提名之候選人)均由提名委員會基於董事資格進行評估。儘管董事候選人將按相同準則進行評估，但提名委員會保留為該等準則制定相對比重之酌情權，而該比重或會根據董事局整體之組成、技能及經驗而有所變更，而非按個別候選人釐定。

董事局對於其推薦候選人在股東大會上參選的所有事宜有最後決定權。董事局將詳細考慮有關推薦建議，並負責指定將於本公司股東週年大會上獲選舉之董事候選人及挑選董事以填補董事局之空缺。

Procedure for Appointment of New Director

Director candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.

The Nomination Committee shall, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the director candidate, evaluate such director candidate based on the criteria as set out below to determine whether such director candidate is qualified for directorship.

If the process yields one or more desirable director candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each director candidate (where applicable).

For any person that is nominated by a shareholder of the Company for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such director candidate based on the criteria as set out below to determine whether such director candidate is qualified for directorship and where appropriate, the Nomination Committee and/or the Board shall make recommendation to shareholders of the Company in respect of the proposed election of Director at the general meeting (where applicable).

A director candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.

Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

委任新董事的程序

董事候選人將會被要求按既定格式提交所需的個人資料，以及提交同意書，同意被任為董事，並同意就其參選董事或與此有關的事情在任何文件或相關網站公開披露其個人資料。

提名委員會應在收到委任新董事的建議及董事候選人的個人資料(或相關詳情)後，依據以下列明的準則評估該董事候選人，以決定該董事候選人是否合資格擔任董事。

如過程涉及一個或多個合意的董事候選人，提名委員會應根據本公司的需要及每位董事候選人的證明審查(如適用)排列他們的優先次序。

任何經由本公司股東提名就於本公司股東大會上選舉為董事的人士，提名委員會應依據以下列明的準則評估該董事候選人，以決定該董事候選人是否合資格擔任董事，並且，提名委員會及／或董事局應就於股東大會上委任董事向本公司股東提出建議(如適用)。

董事候選人可於股東大會舉行前任何時候向公司秘書發出書面通知退選。

在直至發出股東通函前，被提名人士不可假設其已獲董事局推薦在股東大會上參選。

Procedure for Re-appointment of Director at General Meeting

The Nomination Committee shall review the overall contribution and service to the Company of the retiring Directors including their attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board.

The Nomination Committee shall also review and determine whether the retiring Directors continue to meet the criteria as set out below.

The Nomination Committee and/or the Board shall then make recommendation to the shareholders of the Company in respect of the proposed re-election of Directors at the general meeting.

Director Selection Criteria

The Nomination Committee considers the following qualifications are at a minimum to be required of a director candidate in recommending to the Board potential new Director, or the continued service of existing Director:

(a) the highest personal and professional ethics and integrity;

(b) proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;

(c) qualifications including professional qualifications, skills, knowledge and experience that are complementary to those of the existing Board;

(d) the ability to assist and support management and make significant contributions to the Company's success;

(e) the contribution on diversity of the Board and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;

於股東大會上重選董事的程序

提名委員會應檢討退任董事對本公司的整體貢獻及服務，包括其出席董事局會議及股東大會(如適用)的出席率，以及在董事局的參與程度及表現。

提名委員會亦應檢討及確定退任董事是否仍然符合以下列明的準則。

提名委員會及／或董事局應就於股東大會上重選董事向本公司股東提出建議。

董事甄選準則

提名委員會認為以下為向董事局推薦董事候選人作為潛在新董事或現有董事持續就任所需之最低資格：

(a) 最高水平之個人及專業操守和誠信；

(b) 於獲提名人之範疇內具備過往實績及能力，並有能力行使良好之商業判斷；

(c) 補足現有董事局之資格，包括專業資格、知識、技能及經驗；

(d) 有能力協助及支援管理層，並為本公司達致成功作出重大貢獻；

(e) 促進董事局成員多元化及任何由提名委員會所採納以達致董事局成員多元化的可計量目標；

(f) an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities; and

(g) meet the "independence" criteria as required under the Listing Rules and the composition of the Board is in conformity with the provisions of the Listing Rules from time to time (where applicable).

Other than the foregoing, there are no stated minimum criteria for director candidate, although the Nomination Committee may also consider such other factors as it may deem to be in the best interests of the Company and the shareholders of the Company.

(f) 明白董事局成員所需承擔之受信責任，以及妥善履行該等責任所需投入之時間及精力；及

(g) 須達到上市規則所規定之「獨立性」準則，且董事局組成須遵守上市規則之條文(如適用)。

除上文所述者外，儘管提名委員會亦可能考慮其可能視為符合本公司及本公司股東最佳利益之其他因素，惟概無明文規定董事候選人需達到之最低標準。

A.12. Directors' and Officers' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its directors and officers.

A.12. 董事及高級人員之保險

本公司已經就其董事及高級人員可能會面對的法律行動作適當的投保安排。

B. BOARD COMMITTEES

As part of good corporate governance, the Board has set up an audit committee, a nomination committee and a remuneration committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the websites of the Company and the Stock Exchange. All the Board committees should report to the Board on their decisions or recommendations made.

B. 董事局轄下的委員會

作為良好企業管治的一部分，董事局已經成立審核委員會、提名委員會及薪酬委員會，以監督本公司事務的個別方面。所有董事局轄下的委員會均已制訂界定書面職權範圍，其載於本公司及聯交所之網站。所有董事局轄下的委員會均應向董事局匯報其決定及作出的建議。

B.1. Audit Committee

The Board set up the audit committee in July 1999 with specific written terms of reference (which have been revised subsequently to cope with changes) (the "Audit Committee") which clearly deal with its authority and duties. The Audit Committee's role is to review the Group's financial reporting, internal controls and corporate governance issues and to make relevant recommendations to the Board.

B.1. 審核委員會

董事局於一九九九年七月成立審核委員會(「審核委員會」)，並有書面職權範圍(因應其後變更曾經修訂)其清晰確定其權力及職責。審核委員會負責審閱本集團之財務申報、內部監控及企業管治等問題，並向董事局提供有關建議。

During the Year, the Audit Committee consists of three independent non-executive Directors. Mr. Tung acted as the chairman of the Audit Committee with Mr. Au Yeung Po Fung and Ms. To acted as members of the Audit Committee. On 9 February 2020, Mr. Au Yeung Po Fung resigned as the independent non-executive Director and ceased to be the member of Audit Committee and Mr. Leung has been appointed as a member of the Audit Committee.

於本年度，審核委員會包括三名獨立非執行董事。董先生擔任審核委員會主席，歐陽寶豐先生及杜女士則擔任審核委員會成員。於二零二零年二月九日，歐陽寶豐先生辭任獨立非執行董事，且不再為審核委員會成員及梁先生已獲委任為審核委員會成員。

The corporate governance functions performed during the Year included the following:

於本年度所履行的企業管治職能包括以下各項：

(a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the Board;

(a) 制定及覆審發行人的企業管治政策及常規，並向董事局提出建議；

(b) to review and monitor the training and continuous professional development of directors and senior management;

(b) 覆審及監察董事及高級管理人員的培訓及持續專業發展；

(c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements;

(c) 覆審及監察發行人在遵守法律及監管規定方面的政策及常規；

(d) to develop, review and monitor the code of conduct applicable to employees and directors; and

(d) 制定、覆審及監察僱員及董事的操守準則；及

(e) to review the issuer's compliance with the code and disclosure in the Corporate Governance Report.

(e) 覆審發行人遵守《守則》的情況及在《企業管治報告》內的披露。

In discharging its responsibilities, the Audit Committee has performed the following tasks during the Year:

就履行其職責而言，審核委員會於本年度已進行如下工作：

(i) reviewed the effectiveness of the audit process in accordance with the applicable standards;

(i) 根據適用準則覆審審核過程之成效；

(ii) reviewed the draft interim and annual financial statements and the related draft results announcements;

(ii) 審閱已草擬之中期及全年財務報表及相關之草擬業績公佈；

(iii) reviewed the change in accounting standards and assessed the potential impacts on the Group's consolidated financial statements;

(iii) 審閱會計準則之變動及評估可能對本集團綜合財務報表產生之潛在影響；

(iv) discussed with the management the relevant issues including financial, operational and compliance controls and risk management functions and ensured that the management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget; and

(iv) 與管理層討論有關事項，包括財務、營運及遵守監控以及風險管理等工作及確保管理層履行其責任令本集團擁有有效的內部監控系統(包括本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足)；及

(v) made recommendation on the appointment or reappointment of the external auditor and approved their terms of engagement.

(v) 就委聘或續聘外聘核數師提供建議及批准委聘條件。

The audit committee has reviewed the annual results and has no dissenting view on the accounting policies of the companies adopted by the Group and on the Group's internal controls and risk management, accounting and financial reporting functions.

審核委員會已審閱全年業績，而其對本集團採納本公司的會計政策以及本集團的內部監控及風險管理、會計及財務匯報職能並無異議。

All members of the Audit Committee possess in-depth experience in their profession. All of them possess appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules.

審核委員會各成員在其專業範疇均擁有豐富經驗。彼等全部均根據上市規則第3.21條之規定，具備適當專業資格，或具備適當的會計或相關的財務管理專長。

The Audit Committee held three meetings during the Year under review and the attendance of its members was as follows:

於回顧年度內曾舉行三次審核委員會會議。其成員的出席情況如下：

Members of Audit Committee	**審核委員會成員**	**No. of meetings attended/ held during the tenure of the Directors 董事任期內出席／舉行會議次數**
Mr. Tung Woon Cheung Eric *(Chairman)*	董渙樟先生*(主席)*	3/3
Mr. Au Yeung Po Fung *(resigned on 9 February 2020)*	歐陽寶豐先生*(於二零二零年二月九日辭任)*	3/3
Ms. To Tsz Wan Vivien	杜紫雲女士	3/3
Mr. Leung Louis Ho Ming *(appointed on 9 February 2020)*	梁浩鳴先生*(於二零二零年二月九日獲委任)*	N/A 不適用

B.2. Nomination Committee

The Board set up the nomination committee in March 2007 with specific written terms of reference (which have been revised subsequently to cope with changes) (the "Nomination Committee") which clearly deal with its authority and duties. The Nomination Committee's roles are principally to review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; identify individuals suitably qualified to become Board members and make recommendations to the Board in this regard; and assess the independence of independent non-executive Directors.

In respect of code provision A.5.1 of the CG Code, the Nomination Committee is chaired by the chairman of the Board and comprises a majority of independent non-executive Directors.

During the Year, the Nomination Committee consists of three Directors. Mr. Wei Chunxian acted as chairman of the Nomination Committee with Mr. Tung and Mr. Au Yeung Po Fung acted as members of the Nomination Committee. On 9 February 2020, Mr. Au Yeung Po Fung resigned as the independent non-executive Director and ceased to be the member of Nomination Committee and Mr. Leung has been appointed as a member of the Nomination Committee.

The work performed by the Nomination Committee during the Year included the following:

i) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

ii) to assess on the independence of the independent non-executive Directors; and

iii) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors and to identify individuals suitably qualified to become Board members.

B.2. 提名委員會

董事局於二零零七年三月成立提名委員會(「提名委員會」),並有書面職權範圍(因應其後變更曾經修訂)其清晰確定其權力及職責。提名委員會之職責主要包括:定期審閱董事局規定的架構、大小及組成及就任何建議修訂向董事局提供建議;物色合資格成為董事的合適人選,並就此向董事局提供建議;及評估獨立非執行董事的獨立性。

有關《企業管治守則》守則條文第A.5.1條,提名委員會由董事局主席擔任主席,成員以獨立非執行董事佔大多數。

於本年度,提名委員會包括三名董事。魏純暹先生擔任提名委員會主席,董先生及歐陽寶豐先生則擔任提名委員會成員。於二零二零年二月九日,歐陽寶豐先生辭任獨立非執行董事,且不再為提名委員會成員及梁先生已獲委任為提名委員會成員。

於本年度,提名委員會所進行之工作包括以下各項:

i) 檢討董事局之架構、人數及成員多元化(包括但不限於性別、年齡、文化及教育背景、民族、專業經驗、技能、知識及服務任期),並就任何為配合本公司策略而擬對董事局作出之變動提出建議;

ii) 評核獨立非執行董事之獨立性;及

iii) 就董事之委任或重新委任,以及董事繼任計劃向董事局提出建議,並物色具備合適資格可擔任董事局成員之人士。

The Nomination Committee held one meeting during the Year under review and the attendance of its members was as follows:

於回顧年度內曾舉行一次提名委員會會議。其成員的出席情況如下：

Members of Nomination Committee 提名委員會成員		No. of meetings attended/ held during the tenure of the Directors 董事任期內出席／舉行會議次數
Mr. Wei Chunxian *(Chairman)*	魏純暹先生*(主席)*	1/1
Mr. Tung Woon Cheung Eric	董渙樟先生	1/1
Mr. Au Yeung Po Fung *(resigned on 9 February 2020)*	歐陽寶豐先生*(於二零二零年二月九日辭任)*	1/1
Mr. Leung Louis Ho Ming (appointed on 9 February 2020)	梁浩鳴先生*(於二零二零年二月九日獲委任)*	N/A 不適用

B.3. Remuneration Committee

The Board set up the Remuneration Committee in May 2005 with specific written terms of reference (which have been revised subsequently to cope with changes) (the "Remuneration Committee") which clearly deals with its authority and duties. The Remuneration Committee's role is to make recommendations to the Board on the remuneration policy and structure for directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders. The principal duties of the Remuneration Committee include determining the specific remuneration packages of all executive Directors and senior management with reference to corporate goals and objectives resolved by the Board from time to time. No Director or any of his/her associates may be involved in any decisions as to his/her own remuneration.

B.3. 薪酬委員會

董事局於二零零五年五月成立薪酬委員會(「薪酬委員會」)，並有書面職權範圍(因應其後變更曾經修訂)其清晰確定其權力及職責。薪酬委員會之職責為就董事及高層管理人員之薪酬政策及架構向董事局提供建議，並確保在顧及股東利益之餘，對本集團整體表現有所貢獻之董事及高層管理人員均獲得公平回報。薪酬委員會之主要職責包括參考董事局不時議決之公司目標及宗旨釐定全體執行董事及高層管理人員之薪酬待遇。概無董事或其任何聯繫人士可參與有關其本身薪酬之任何決定。

In accordance with Rule 3.25 of the Listing Rules, the Remuneration Committee is chaired by an independent non-executive Director and comprising a majority of independent non-executive Directors.

根據上市規則第3.25條，薪酬委員會由獨立非執行董事出任主席，大部分成員均為獨立非執行董事。

During the Year, the Remuneration Committee consists of three Directors. Mr. Au Yeung Po Fung acted as the chairman of the Remuneration Committee with Mr. Tung and Ms. To acted as members of the Remuneration Committee. On 9 February 2020, Mr. Au Yeung Po Fung resigned as the independent non-executive Director and ceased to be the chairman of Remuneration Committee and Mr. Leung has been appointed as the chairman of the Remuneration Committee.

於本年度，薪酬委員會包括三名董事。歐陽寶豐先生擔任薪酬委員會主席，董先生及杜女士則擔任薪酬委員會成員。於二零二零年二月九日，歐陽寶豐先生辭任獨立非執行董事，且不再為薪酬委員會主席及梁先生已獲委任為薪酬委員會成員。

The work performed by the Remuneration Committee during the Year included the following:

於本年度，薪酬委員會所進行之工作包括以下各項：

(i) reviewed and recommended the remuneration package of the independent non-executive Directors; and

(i) 檢討及建議獨立非執行董事的薪酬待遇；及

(ii) reviewed and approved the remuneration package for the executive Directors and management of the Company.

(ii) 檢討及批准本公司執行董事及管理人員的薪酬待遇。

The Remuneration Committee held two meetings during the Year under review and the attendance of its members was as follows:

於回顧年度內曾舉行兩次薪酬委員會會議。其成員的出席情況如下：

Members of Remuneration Committee	**薪酬委員會成員**	**No. of meetings attended/ held during the tenure of the Directors 董事任期內出席／舉行會議次數**
Mr. Au Yeung Po Fung *(Chairman) (resigned on 9 February 2020)*	歐陽寶豐先生*(主席)(於二零二零年二月九日辭任)*	2/2
Mr. Tung Woon Cheung Eric	董渙樟先生	2/2
Ms. To Tsz Wan Vivien	杜紫雲女士	2/2
Mr. Leung Louis Ho Ming *(appointed on 9 February 2020)*	梁浩鳴先生*(於二零二零年二月九日獲委任)*	N/A 不適用

C. RESPONSIBILITY FOR PREPARATION AND REPORTING OF ACCOUNTS

The Directors acknowledge their responsibility for preparing the accounts which were prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditor about their reporting responsibilities is set out on pages 148 to 156 of this report.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

C. 編製及呈報賬目之責任

董事明白彼等須負責根據法例規定及適用會計準則編製賬目。核數師就其呈報責任而發出之聲明載於本報告第148頁至第156頁。

董事並不知悉有關任何事件或情況之重大不明朗因素為可能對本公司按持續經營基準繼續營業的能力構成重大疑問。

D. RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management Structure

The Board is responsible to maintain an effective risk management and internal control systems, in order to safeguard the interest of the Company and shareholders as a whole. However, the risk management and internal control systems were designed to manage rather than eliminate all risks exposure of the Group. It does not provide an absolute shield against inherent limitations such as unpredictable risks, uncontrollable events such as natural catastrophes, fraud, and errors of judgement, but it may provide reasonable, but not absolute, assurance against material misstatements or losses.

The Company established an Enterprise Risk Management framework in order to implement effective risk management. Our risk management structure is simple and clear, which has categorical duties.

D. 風險管理及內部監控

風險管理架構

董事局有責任維持有效之風險管理及內部監控系統，以保障本公司及其股東的整體利益。然而，本集團制定的風險管理及內部監控系統旨在管理而非消除所有本集團需面對的風險。該等系統無法完全排除不可預測風險及不可控制事件(例如自然災害、欺詐及判斷失誤)等固有限制，只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本公司通過建立企業風險管理框架，以落實有效的風險管理工作。本集團的風險管理架構簡單明確，責任清晰。

Board of Directors

The Board plays an important role in the Group's risk management and internal control systems. The Board is responsible for establishing the risk management framework and risk management policies, and the relevant policies are aiming to assess and determine the Group's business strategies and defining the risk tolerance. The Board, with assistance from the Audit Committee, monitors risk management and internal control systems in an on-going manner and reviews, at least annually, the effectiveness of the risk management and internal control systems.

董事局

董事局於本集團風險管理及內部監控系統中擔當重要角色。董事局負責建立風險管理框架及風險管理政策，有關政策旨在評估及釐定本集團的業務戰略及定義風險承受程度。董事局在審核委員會的協助下持續監督風險管理及內部監控系統，並且每年至少覆審一次風險管理及內部監控系統的有效性。

Audit Committee

Audit Committee stands at the highest level of the risk management and internal control systems below the Board. The Audit Committee assists the Board in overseeing the Group's risk management and internal control systems by providing advice and support in respect of all risk matters, including on-going monitoring of the implementation of risk management procedures, reviewing the Group's risk register, reviewing and approving the internal control review plans and results.

審核委員會

審核委員會為僅次於董事局的最高風險管理及內部監控系統負責機構，向董事局就所有風險事宜提供建議及支持，包括監督集團的整體風險管理程序的執行、審閱集團的主要風險名單、審批內部監控覆核計劃及審閱內部監控覆核結果等。

Management

The management of the Group is responsible for identifying and on-going monitoring strategic, operational, financial, reporting and compliance risks associated with the daily operations of the Group. The management reports to the Board and Audit Committee on the relevant risks and their changes. The management also formulates various internal control measures to mitigate the risks, and rectify internal control deficiencies they identified in a timely manner.

管理層

本集團管理層負責於日常營運過程中識別並持續監測集團所面對的戰略、營運及財務、報告和合規風險，向董事局及審核委員會匯報有關風險以及其變化情況。管理層亦制定各種紓緩風險的內部監控措施，並透過各途徑收集內部監控缺失資訊並及時執行整改。

Independent Professional Internal Control Advisor

To ensure the independence of the internal control review, the Group has outsourced the internal audit function to an independent professional internal control advisor (the "Internal Control Advisor"), whose work scope includes reviewing the effectiveness of the Group's risk management procedures and effectiveness of the internal control systems. The Internal Control Advisor formulates the internal control review plan based on risk assessment and gets approval from Audit Committee, and will communicate with the Audit Committee about the review results directly.

獨立專業內控顧問

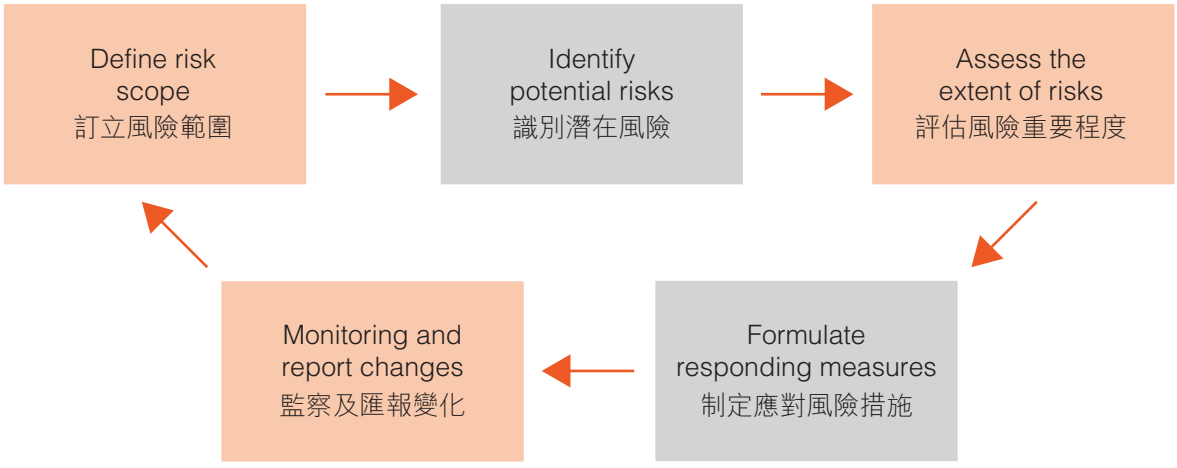
為保證內部監控覆核的獨立性，本集團將內部審核功能外判予獨立專業內控顧問(下稱「內控顧問」)，工作內容包括檢討本集團風險管理程序，以及內部監控系統有效性。內控顧問的內部監控覆核以風險評估為基礎制定，並由審核委員會審批，內控顧問亦會直接向審核委員會報告有關的覆審結果。

Risk Management Procedures

The Group has established the Enterprise Risk Management framework so as to effectively manage all kinds of risks faced by the Group. The Enterprise Risk Management framework defined the procedures for identifying, assessing, responding to and monitoring risks and their changes. Through regular discussion with each operating function, the Group strengthened the understanding of risk management so that all employees will understand and report the risks timely which enhanced the Group's ability to identify and manage risks.

風險管理程序

本集團建立了企業風險管理框架以有效地管理本集團所面對的各種風險。該企業風險管理框架定義了本集團識別、評估、應對和監測風險及其變化的程序。本集團透過定期研討加強各職能部門其對風險管理的認識，從而讓所有員工理解並及時匯報風險，加強本集團風險管理的能力。



In the course of risk identification, the management liaises with each operating function, collect significant risk factors that affect the Group from the bottom to the top, in various aspects including strategic, operational, financial, reporting and complying aspects. After establishing risk assessment scope, the management will assess the potential impact and possibilities of the risks and prioritise the risks, and make appropriate internal control measures are then developed to mitigate the risks identified and monitor the changes of risks in an on-going manner.

在進行風險識別時，管理層與各營運職能部門溝通，以由下而上方式收集對本集團有影響的重大風險因素，包括戰略、營運及財務、報告和合規等各個範疇。在建立風險評估範圍後，管理層根據風險的潛在影響與發生機會判斷風險的重要程度，制定應對有關風險的內控措施，並對風險的變化情況進行持續監察和匯報。

Main features of our risk management and internal control systems

Maintain an effective internal control system (operational level)

- Establish clear internal control policies and procedures, clearly define the responsibilities, authorities and accountabilities of each key position;
- Establish code of conduct, convey to all employee the Group's requirements on integrity and ethic;
- Establish whistle blowing mechanism, encourage employees to report incidents of misconduct or fraud;
- Establish appropriate level of information technology assess rights, avoid leakage of price sensitive information;
- Establish inside information disclosure policy, including reporting channels and responsible person of disclosure, unified response to external enquiries and obtain advice from professional financial advisors or the Stock Exchange, if necessary.

風險管理及內部監控系統主要特點

維持有效的內控系統(營運層面)

- 設有明確的內部監控政策和程序，清晰界定各部門及職位的職責、授權及問責性；
- 設有員工行為守則，傳遞本集團對於員工誠信及道德價值方面的要求；
- 設有舉報機制，鼓勵僱員舉報涉嫌行為失當或舞弊的事件；
- 設置適當的資訊科技權限，防止股價敏感消息外泄；
- 設有內幕消息匯報政策，包括設立匯報渠道及信息披露負責人，統一回應外界查詢，並在需要時諮詢專業財務顧問或聯交所意見。

In 2019, the Board has reviewed the effectiveness of internal control policies and procedures, including those related to financial reporting and Listing Rules compliance and the management also conveyed confirmation of the effectiveness of the risk management and internal control systems to the Board and the Audit Committee. The Board has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions during the evaluation of the review of risk management and internal control systems.

於二零一九年，董事局已覆審內部監控政策和程序的有效性，包括財務報告及遵守上市規則規定的程序，而管理層亦已向董事局及審核委員會確認風險管理及內部監控系統有效性。董事局在檢討風險管理及內部監控程序時，已考慮在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否足夠。

On-going risk monitoring (risk management level)

Based on the risk management framework and risk management policies established by the Board, the management communicates with each operating function, collect significant risk factors that affect the Group from the bottom to the top. The Group has established a risk register to record the risks identified, the management will assess the potential impact and possibilities of each major risk and develop relevant internal control measures.

持續監察風險(風險管理層面)

管理層根據董事局建立的風險管理框架及風險管理政策，與各營運職能部門溝通，由下而上方式收集對本集團有影響的重大風險資訊及持續監察風險的變化。本集團建立風險登記冊記錄已識別的風險，管理層將評估每項主要風險的潛在影響及可能性，制定相關內控措施。

In 2019, the management conducted evaluation of risk management structure and procedures and submitted a risk assessment report to the Board and Audit Committee, including a 3-years internal control review plan, to enable the Board and Audit Committee to effectively monitor the major business risks of the Group and know about how the management responses to and mitigates such risks.

於二零一九年，管理層進行了風險管理架構及程序的檢討，並向董事局及審核委員會提交風險評估報告，以及未來三年的內控覆核計劃，讓董事局及審核委員會更有效地監察本集團的主要業務風險以及了解管理層如何應對及減低該等風險。

Procedures and internal controls for the handling and dissemination of inside information

We established appropriate level of information technology assess rights, avoiding leakage of price sensitive information. We also establish inside information disclosure policy, including reporting channels and responsible person of disclosure, unified response to external enquiries and obtain advice from professional financial advisors or the Stock Exchange, if necessary, in order to ensure compliance with the Listing Rules requirements regarding handling and dissemination of inside information.

處理及發佈內幕消息的程序和內部監控措施

我們已設置適當的資訊科技權限，防止股價敏感消息外泄，並設有內幕消息匯報政策，包括設立匯報渠道及信息披露負責人，統一回應外界查詢，並在需要時諮詢專業財務顧問或聯交所意見，以確保符合上市規則對於處理及發佈內幕消息的要求。

Independent review

The Group has outsourced the Internal Control Advisor to conduct an internal control review, reviewed the effectiveness of the Group's risk management and internal control systems and submitted the internal review report to the Audit Committee.

In 2019, the Internal Control Advisor has completed the internal control review work during the Year. The review aimed at the transaction incurred during the period from 1 January 2019 to 31 December 2019, and the scope of the review included the effectiveness of the internal control measures in corporate level and operational level. The Internal Control Advisor has reported the results of the internal control review work to the Audit Committee.

The management has established remediation and improvement plan for internal control weaknesses identified. Nothing has come to the Audit Committee's or Board's attention to believe that risk management and internal control systems of the Group are inadequate or ineffective.

獨立覆核

本集團已將內審職能外包至內控顧問，對本集團的風險管理及內部監控系統進行獨立覆核，覆核本集團風險管理和內部監控系統的有效性，並向審核委員會提交內控覆核報告。

於二零一九年，內控顧問已完成以本年度的內控覆核工作，覆核針對二零一九年一月一日至二零一九年十二月三十一日期間發生的交易，覆核範圍包括企業層面及營運層面的內控措施有效性。內控顧問亦已向審核委員會匯報內控覆核工作結果。

對於發現的內控問題或不足之處，管理層已制定糾正措施及改善方案。審核委員會及董事局未有注意到任何事件令他們相信現時的風險管理及內部監控系統存在重大不足。

Principle risks and uncertainties

The following are the principal risks and uncertainties faced by the Group and their changes during the Year:

主要風險及不確定性

以下各項為本集團的主要風險及不確定性，以及其於本年度的變動情況：

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Economic downturn 經濟下行	Affected by economic downturn, the number of people who are able to purchase or rent the property decreased. We may need to lower selling price or rental rate or may even not be able to sell or lease. We might also be unable to increase our property management/other additional service fee due to the overall worse economic conditions. 受經濟下行所影響，有能力購買或承租物業的人減少，我們或需要下調售價或租金，甚至無法出售或出租。亦可能因總體經濟較差而難以提高物業管理／其他額外服務的費用。	— Regularly analyse overall economic changes, adjust business strategies, and communicate quickly with managers in business areas through video conferencing to implement recommended improvements — 定期分析總體經濟轉變、調整業務策略，並通過視像會議快速與各業務區域管理人員溝通落實應變工作 — Conduct due diligence and understand local economy and property market outlook before acquisition of new property investment projects — 收購新的物業投資項目時進行盡職調查，瞭解當地經濟及物業市場前景	Decreasing 減少
Human Resources 人力資源	Insufficient staff or incompetency of our staff might affect our ability to provide quality service to meet our customers' demands. In addition, labour costs in mainland China are expected to increase which might also decrease our profits or competitiveness. 員工人數不足或能力不足或會影響我們提供優質服務以滿足客戶需求的能力。另外，中國大陸的勞動力成本預期增加亦可能會削弱我們的的溢利或競爭力。	— Be close to the pay market dynamics, control the wastage rate — 緊貼薪酬市場動態，控制流失率 — Recruitment planning every year, timely replenishment of staff turnover — 每年進行招聘規劃，及時補充流失人手 — Provide adequate training for staff to improve staff service standards — 為員工提供充足培訓，提升員工服務水準	No change 無變化

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Brand Name 品牌	If we fail to maintain our service level in customer service, engineering, cleaning or security, customers may lose confidence which will have a very negative impact on our Company's reputation and image. 集團若未能維持服務水平，在客戶服務、工程質量、清潔或保安工作中出現重大問題，使客戶失去信任，對公司聲譽及形象造成極為負面的影響。	— Daily self-examination to maintain and enhance the quality of service and engineering — 日常進行服務質量自查維持及提升服務和工程質量水平 — Investigate customers' satisfaction, monitor the latest ratings for each project, follow up timely on customers' complaints — 調查客戶滿意度，監察各項目的最新評級，及早就客戶關注事項進行跟進 — Provide regular training for staff to ensure that employees have sufficient capacity to deal with problems — 定期培訓員工，確保員工有足夠能力處理問題	Decreasing 減少
Outsourcing 外包	Failure by service providers and contractors to proceed projects to their completion on time and on the unsatisfactory quality of the work may incur extra cost to the Group in order to complete the work. 服務供應商及承建商若未能妥善完成工作或其工作品質未如理想，可能會影響客戶對我們服務的滿意程度，或令我們需要增加額外成本以完成有關工作。	— Conduct strict assessment and follow due tender procedures in selecting outsourcing service providers. — 在選擇外包服務供應商時進行嚴謹的評估及招標工作。 — Our project manager and legal staff would review the terms of an outsourcing agreement to ensure the duty and responsibility of each party therein are clearly defined and stated. — 項目經理和法務人員審查外包合同條款，確保各方職責條文清晰明確。 — Evaluate and update performance by outsourcing service providers on regular basis to ensure their service standards meet the Group's requirements. — 定期跟進外包服務供應商表現，確保其服務水平符合集團要求。	No Change 無變化

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Natural disasters 自然災害	Inappropriate handling of emergency situations triggered by natural disasters (e.g. fire, electric shock, traffic accident etc.) or epidemic outbreaks may lead to substantial/numerous claims and liabilities against the Group and damage to our reputation, in addition to human casualties and direct losses on assets. 若集團不當處理突如其來的自然災害(例如火災、觸電、交通意外等)或傳染病爆發事件，除可能引致人命傷亡及直接資產損失外，亦可能令本集團面對大量／高額索償、法律責任，以及破壞集團聲譽等。	— Put in place various contingency plans and strategies and with designated persons-in-charge to deal with specific risks, and conduct of regular disaster drills. — 制定各種緊急應對預案及策略，訂立風險應對負責人，並定期進行防災演練。 — Periodic checks on equipment for emergency and regular inspections would be conducted so that any source of severe hazards could be identified as early as possible. — 定期檢查防災設備，以及進行日常巡查，及早發現重大危險源。 — Maintain third party liability insurance to diversify our risk exposure and review the scope and amount insured regularly. — 購買第三者責任保險以分散風險，定期檢討保障範圍和保額。	No change 無變化
Occupational health and safety 職業健康與安全	Failure by the Group to put in place appropriate emergency equipment, formulate and oversee the implementation of various safety procedures that result in injuries of our employees in work may incur liability to the Group against any compensation, give adverse effect to our reputation and cause an outflow of talents. 集團若未能提供合適防護設備、制定並監督各種安全程序的執行，引致員工在工作時受傷，集團可能需要負上賠償責任、對公司的聲譽造成負面影響，以及引起人才流失。	— Put in place various work safety procedures, strictly observe and implement precautionary measures for all duties and procedures that are hazardous in nature. Designated persons would be appointed to oversee the implementation of such measures. — 制定安全工作程序，落實執行各種帶有危險性質工作時應使用的防護措施，並指派監督人員檢查執行情況。 — Provide training on safety and raise the awareness of our employees on occupational safety. — 提供安全培訓，增強員工對職業安全的意識。 — Conduct regular inspection on safety equipment to ensure they are in good working conditions. — 定期檢查安全設備，確保設備運作正常。	No change 無變化

Risk 風險	Description 描述	Key Risk Mitigations 主要風險緩解措施	Changes 變動
Interest rate 利率	The Group holds borrowings on floating interest. This may increase the cost and have an effect on profits due to the increase in interest rates. 集團持有以浮動利息計算的借款，因此或會受利率上升所影響而增加成本，影響溢利。	— Closely monitor the interest rate, and report to the management timely on the interest rate changes — 密切監察利率狀況，及時向管理層匯報最新利率變化 — Formulate policy and take measures to reduce interest rate risk — 制定應對政策應對及採取措施降低利率風險	No change 無變化
Foreign exchange rate 匯率	The Group holds assets and liabilities denominated in Hong Kong dollars, Renminbi, US dollars and GBP. Foreign exchange rate fluctuations may bring exchange losses to the Company. 集團持有以港元、人民幣、美元及英鎊計價之資產及負債。外匯匯率波動或會為本公司帶來匯兑損失。	— Actively monitor the fluctuation in foreign exchange rate change, consider all necessary actions (such as reduce loan/investment, hedging). — 持續監察匯率風險，並制定相關應對政策(如減少借貸／投資、考慮對沖等)。 — Perform sensitivity analysis to quantify currency exposure — 定期進行敏感度分析，量化有關風險	No change 無變化
Relevant politics, policies and regulations on real estate 有關房地產的相關政治、政策及法規	Changes in politics, policies and regulations on real estate might increase our operating expenses. If we breach relevant regulatory and governing requirements, such as lack of ability to adjust the operational procedures timely, the Group may incur losses due to penalty, suspension or interruption of operation 各種政策、法規及監管要求轉變或會增加集團營運開支。若集團違反相關法規及監管要求(包括因未能及時調節營運程序導致)亦可能會令本集團蒙受罰款、阻斷或妨礙營運而引起損失	— Actively monitor changes of laws and regulations associated with the business of the Group. — 積極監察與本集團業務相關的法律法規變動。 — Consult legal staff or legal advisors to ensure the Group's compliance with policy, regulatory and governing requirements. — 諮詢法務人員或法務顧問確保本集團符合政策、法規及監管(包括牌照)要求。	No change 無變化

E. COMPANY SECRETARY

The company secretary of the Company, Ms. Lam Yuen Ling Eva, is delegated by an external service provider. The external service provider's primary contact person at the Company is Ms. Liu Shuhua, the executive Director.

During the Year, the company secretary of the Company has taken not less than 15 hours of relevant professional training.

E. 公司秘書

本公司公司秘書林婉玲女士，獲外部服務供應商授權。該外部服務供應商的主要聯絡人為本公司執行董事劉淑華女士。

於本年度，本公司的公司秘書已參加不少於15小時的相關專業培訓。

F. AUDITOR'S REMUNERATION

The Company's external auditor is Ernst & Young. The remuneration paid/ payable to Ernst & Young in respect of audit services and permissible audit related and non-audit services for the Year amounted to approximately HK$2,180,000 and HK$931,000 respectively. The permissible audit related and non-audit services of HK$861,000 comprised (i) accountants' report relating to circulars for acquisitions of approximately HK$440,000 (ii) agree-upon procedures on interim financial information of approximately HK$400,000; and (iii) other and tax services of approximately HK$21,000.

F. 核數師之酬金

本公司之外聘核數師為安永會計師事務所。於本年度，就核數以及允許的核數相關及非核數服務已付／應付安永會計師事務所的薪酬分別約為2,180,000港元及931,000港元。861,000港元允許的核數相關及非核數服務包括(i)有關收購約440,000港元的通函的會計師報告；(ii)中期財務資料的協定程序約400,000港元；及(iii)其他及税務服務約21,000港元。

G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

Pursuant to the Companies Ordinance, a general meeting of shareholders of the Company can be convened by a written request signed by shareholders holding at least 5% of the total rights of all the shareholders having a right to vote at that meeting, stating the nature of the business to be dealt with at that meeting, and deposited at the Company's registered office. The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's constitutional documents. Details of such rights to demand a poll and the poll procedures are included in all related circulars to shareholders and will be explained during the proceedings of meetings.

G. 與股東及投資者溝通

根據《公司條例》，佔全體有權在股東大會上表決的股東的總表決權最少5%的股東可藉簽署書面要求召開本公司股東大會，要求須述明有待在有關股東大會上處理的事務的性質及存放於公司的註冊辦事處。股東於股東大會要求以投票表決決議案之權利及其程序載於本公司之公司章程。有關要求投票表決的權利及投票表決程序載於所有致股東相關通函，並將於大會期間再作解釋。

Poll results will be posted on the websites of the Company and the Stock Exchange on the same day of the shareholders' meeting.

投票表決結果將於股東大會當日於本公司及聯交所網站刊載。

The general meeting of the Company provides a forum for communication between the shareholders and the Board. The Chairman, as well as the chairmen of the Audit Committee, Nomination Committee and Remuneration Committee or in their absence, other members of the respective committees, normally attend the annual general meeting and other relevant shareholders' meetings to answer shareholders' queries at the shareholders' meetings.

本公司股東大會為股東與董事局提供溝通機會。主席及審核委員會、提名委員會及薪酬委員會主席(若彼等缺席，則相關委員會的其他成員)一般會出席股東週年大會及其他有關股東大會，以在股東大會上回答股東提問。

Separate resolutions are proposed at shareholders' meetings on each substantial issue, including election of individual directors.

股東大會上，將就重要事項(包括推選個別董事)提呈獨立決議案。

The Company continues to enhance communication and relations with its investors. Enquiries from investors are dealt with in an informative and timely manner.

本公司不斷加強與投資者之間的溝通及關係。本公司會及時處理投資者的查詢，為投資者提供相關資料。

H. DIVIDEND POLICY

The dividend policy of the Company (the "Dividend Policy") was adopted by the Board and became effective on 1 January 2019.

H. 股息政策

董事局於二零一九年一月一日採納股息政策(「股息政策」)並生效。

The Dividend Policy is to ensure that the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company. The Board endeavors to strike a balance between the Company's shareholders' interests and prudent capital management with a sustainable dividend policy.

股息政策旨在確保董事局就本公司宣派及建議派付股息維持適當的程序。董事局通過可持續的股息政策，務求於本公司股東利益與審慎資本管理之間取得平衡。

The declaration and recommendation of dividends is subject to the decision of the Board after considering the Company's ability to pay dividends, which will depend upon, among other things:

宣派及建議派付股息乃董事局經考慮本公司派付股息之能力後作出之決定，而本公司派付股息之能力將視乎下列各項而定，其中包括：

- the Group's financial results;
- 本集團的財務業績；
- the Group's cash flow, liquidity and capital requirements;
- 本集團的現金流量、流動資金及資金需求；
- the Group's debt to equity ratios and the debt level;
- 本集團的負債權益比率及債務水平；

- the retained earnings and distributable reserves of the Group;
- the Group's shareholders' interests;
- the Group's current and future business operations, conditions, cycle and strategies;
- the general market conditions;
- the shareholders' and the investors' expectation and industry's norm;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- statutory and regulatory restrictions;
- past dividend record; and
- any other factors the Board may deem relevant.

The Board has complete discretion on whether to pay a dividend and the form to pay, subject to any restrictions under the Companies Ordinance of Hong Kong and the Articles. Any final dividends declared by the Company must be approved by an ordinary resolution of the shareholders of the Company at an annual general meeting and must not exceed the amount recommended by the Board. The Board may also consider declaring special dividends from time to time, in addition to the interim and/or final dividends. There is no assurance that dividends will be paid in any particular amount for any given period.

The Company shall review and reassess the Dividend Policy and its effectiveness from time to time. Any revisions to the Dividend Policy shall be considered and approved by the Board.

I. CONSTITUTIONAL DOCUMENT

During the Year, the Company had not amended its constitutional document.

- 本集團的保留盈餘和可供分派儲備；
- 本集團的股東權益；
- 本集團現時及未來的業務營運、狀況、周期及策略；
- 一般市場情況；
- 股東及投資者的期望及行業的常規；
- 由本集團的貸款人可能施加的任何股息派發限制；
- 法定及監管限制；
- 過往派息紀錄；及
- 董事局可能視為相關之任何其他因素。

董事局可全權酌情決定是否派付股息及派付之形式，惟須遵守香港公司法及細則之任何限制。本公司宣佈任何末期股息必須經本公司股東於股東週年大會上以普通決議案予以批准，且不得超過董事局所建議之金額。除中期及／或末期股息外，董事局亦可不時考慮宣派特別股息。本公司不能保證將在任何指定期間派付任何特定金額之股息。

本公司須不時檢討及重新評估股息政策及其成效。任何對股息政策進行的修改須經董事局審批。

I. 組織章程文件

於本年度，本公司並無修改其組織章程文件。

The Board hereby present its report and the audited consolidated financial statements of the Group for the Year.

董事局謹此提呈其報告書以及本集團於本年度之經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in the property development and investments in the PRC, the USA and the UK, and the provision of property management services in Beijing and Hebei Province, the PRC. Details of the principal activities of the subsidiaries are set out in note to the consolidated financial statements.

主要業務

本公司之主要業務為投資控股。本集團主要於中國、美國及英國從事物業發展及投資，以及在中國北京及河北省提供物業管理服務。附屬公司主要業務之詳情載於綜合財務報表附註內。

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's principal business activities are exposed to a variety of key risks including credit risk, interest rate risk, liquidity risk, operational risk and market risk.

The Group's business and profitability growth during the Year is affected by the volatility and uncertainty of macro-economic conditions in Hong Kong, the PRC, the USA and the UK. The divergence of monetary policies in major advanced economies of global nations is expected to continue to contribute partly to the volatility of fund and trade flows and that of asset prices in Hong Kong, the PRC, the USA and the UK.

In particular, the potential impact on economic activities and real estate prices is also affected by political and economic developments in Hong Kong, the PRC, the USA and the UK. The long term business and profitability growth of the Group is expected to continue to be affected by the changes in macro-economic variables, including unemployment rates, real gross domestic product growth, consumer and asset price indexes and credit demand, and also qualitative factors such as political and economic policy developments of Hong Kong, the PRC, the USA and the UK.

主要風險及不確定因素

本集團的主要業務活動面臨多項重大風險，包括信貸風險、利率風險、流動資金風險、營運風險及市場風險。

於本年度，本集團的業務及收益率增長受香港、中國、美國及英國宏觀經濟狀況波動及不確定之影響。預期全球主要發達經濟體貨幣政策的分歧仍將為資金及貿易往來以及香港、中國、美國及英國資產價格波動的部分因素。

尤其是，對經濟活動及房地產價格的潛在影響亦受香港、中國、美國及英國政治及經濟發展之影響。預計本集團長期業務及收益率增長將持續受失業率、實際國內生產總值增長、消費者及資產價格指數及信貸需求等宏觀經濟變量變動以及香港、中國、美國及英國政治及經濟政策發展等定性因素的影響。

RESULTS AND APPROPRIATION

The Group's profit for the Year and the Group's financial position as at 31 December 2019 are set out in the consolidated financial statements on pages 157 to 160.

The Board did not recommend the payment of final dividend for the Year (2018: Nil). No interim dividend was declared for the Year (2018: Nil).

業績及利潤分配

本集團於本年度之溢利及本集團於二零一九年十二月三十一日之財務狀況，載於綜合財務報表第157頁至第160頁。

董事局並無建議派付本年度末期股息(二零一八年：無)。概無於本年度派發中期股息(二零一八年：無)。

BUSINESS REVIEW

Business review of the Group for the Year has been stated in Chairman's Statement on pages 4 to 6 and Management Discussion and Analysis on pages 7 to 21.

業務回顧

本集團於本年度之業務回顧載於第4頁至第6頁的主席報告以及第7頁至第21頁的管理層討論及分析。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The environmental policies and performance of the Group are set out in Environmental, Social and Governance Report on page 22 to 62.

環境政策及表現

本集團的環境政策及表現載於第22頁至62頁的環境、社會及管治報告內。

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

An account of the key relationships of the Group with its employees, customers and suppliers is contained in the Environmental, Social and Governance Report on page 22 to 62.

與僱員、客戶及供應商的主要關係

本集團與其僱員、客戶及供應商的主要關係的賬目載於第22頁至第62頁的環境、社會及管治報告。

SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and equity of the Group for the last five financial years/period, as extracted from the audited consolidated financial statements for the Year and the annual report of the Company for the year ended 31 December 2018 are set out on pages 303 to 304. This summary does not form part of the audited consolidated financial statements.

財務資料概要

本集團過去五個財政年度／期間之已刊發業績以及資產、負債和權益的概要(節錄自本公司於本年度之經審核綜合財務報表及截至二零一八年十二月三十一日止年度之年報)，載於第303頁至第304頁。此概要並不構成經審核綜合財務報表的一部分。

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain strong working relationships with regulators through effective communications. During the Year, the Board is not aware of any material non-compliance with the relevant laws and regulations that had a significant impact on the Group.

遵守相關法律及法規

本集團明白遵守監管規定的重要性及不合規的風險。本集團一直分配系統及人力資源確保持續遵守規則及法規以及透過有效溝通維持與監管機構的穩固工作關係。於本年度，董事局並不知悉任何嚴重違反對本集團產生重大影響的相關法律及法規的情況。

SHARE CAPITAL

Details of movement in the Company's share capital during the Year are set out in note 32 to the consolidated financial statements.

On 17 August 2018, the Company completed the first completion with the acquisition of 95% of the share capital of Wise Expert Investment Limited, at a consideration of HK$1,464,254,000, from Winluck Global Limited (a company wholly-owned by Mr. Wei Chunxian) and Silky Apex Limited (a company wholly-owned by Mr. Sun Zhongmin). The consideration was paid as to HK$361,260,800 by the allotment and issue of 451,576,000 consideration shares at the issue price of HK$0.80 per consideration share and the remaining HK$1,102,993,200 by the issue of convertible bonds in the principal amount of HK$1,102,993,200 convertible into 1,378,741,500 shares at the initial conversion price of HK$0.80 per convertible share. By way of a summary, the conversion rights underlying the convertible bonds may be exercised provided that any such conversion (i) does not trigger general offer obligations under the Takeovers Code on the part of the bondholder or parties acting in concert with it; (ii) does not result in the public float of the Shares being less than 25% or such other percentages as the Listing Rules may prescribe, and that the relevant bondholder complies with the procedures set out in the conditions to the convertible bonds. Based on the market price of the Company's shares of HK$0.82 as at 17 August 2018, the share capital of the Company was increased by HK$370,292,320 as a result of the issuance of 451,576,000 consideration shares.

For the details, please refer to the announcements of the Company dated 30 May 2018 and 17 August 2018 and the circular of the Company dated 19 July 2018.

On 3 September 2018, the Company allotted and issued 7,500,000 new shares pursuant to the exercise of the conversion rights attached to the convertible bonds in the principal amount of HK$6,000,000 at the issue price of HK$0.80 per share. Based on the market price of the Company's shares of HK$0.80 as at 3 September 2018, the share capital of the Company was increased by HK$6,000,000 as a result of the issuance of 7,500,000 new shares.

股本

本公司股本於本年度之變動詳情，載於綜合財務報表附註32內。

於二零一八年八月十七日，本公司自Winluck Global Limited(一間由魏純暹先生全資擁有的公司)及Silky Apex Limited(一間由孫仲民先生全資擁有的公司)處收購Wise Expert Investment Limited 95%的股本，代價為1,464,254,000港元。代價乃透過按每股代價股份發行價0.80港元配發及發行451,576,000股代價股份支付361,260,800港元，及透過按初始轉換價每股可轉換股份0.80港元發行可轉換為1,378,741,500股股份本金額為1,102,993,200港元的可轉換債券支付餘下1,102,993,200港元。作為總結，可轉換債券的轉換權可以行使，條件為任何該等轉換(i)不會觸發債券持有人或與其一致行動者根據收購守則承擔的全面要約責任；(ii)不會導致股份的公眾持股量少於25%或上市規則所規定的其他百分比，且相關債券持有人須遵守可換股債券條件所載的程序。基於本公司股份於二零一八年八月十七日0.82港元的市價，本公司股本因發行451,576,000股代價股份而增加370,292,320港元。

有關詳情，請參閱本公司日期為二零一八年五月三十日及二零一八年八月十七日之公佈以及本公司日期為二零一八年七月十九日之通函。

於二零一八年九月三日，本公司根據發行價為每股股份0.80港元之本金額為6,000,000港元行使可換股債券所附之轉換權，配發及發行7,500,000股新股份。根據本公司於二零一八年九月三日的股份市價0.80港元，本公司股本因發行7,500,000股新股而增加6,000,000港元。

For the details, please refer to the next day disclosure return of the Company dated 3 September 2018.

有關詳情，請參閱本公司日期為二零一八年九月三日的翌日披露報表。

On 7 May 2019, the Company allotted and issued 7,500,000 new ordinary shares pursuant to the exercise of the conversion rights attached to the convertible bonds in the principal amount of HK$6,000,000 at the issue price of HK$0.80 per share. Based on the closing market price of the Company's shares of HK$1.41 as at 6 May 2019, the share capital of the Company was increased by HK$6,000,000 as a result of the issuance of 7,500,000 new ordinary shares.

於二零一九年五月七日，本公司根據發行價為每股0.80港元之本金額為6,000,000港元行使可換股債券所附之轉換權，配發及發行7,500,000股新普通股。根據本公司於二零一九年五月六日的股份收市價1.41港元，本公司股本因發行7,500,000股新普通股而增加6,000,000港元。

For the details, please refer to the next day disclosure return of the Company dated 7 May 2019.

有關詳情，請參閱本公司日期為二零一九年五月七日的翌日披露報表。

After the exercise of conversion rights of the convertible bonds on 3 September 2018 and 7 May 2019, the remaining principal amount of convertible bonds is HK$1,090,993,200, a maximum of 1,363,741,500 new ordinary shares will be issued upon full conversion of the convertible bonds. Upon full exercise of the conversion rights attaching to the convertible bonds, the shareholdings of Mr. Wei Chunxian, the substantial shareholder of the Company, will be changed from approximately 70.21% to 76.72% of the total number of issued shares of the Company as enlarged by the issue of the shares of the Company upon the full conversion of all the convertible bonds.

於二零一八年九月三日及二零一九年五月七日行使可換股債券之轉換權後，可換股債券餘下本金額為1,090,993,200港元，悉數轉換可換股債券後，本公司將發行最多1,363,741,500股新普通股。悉數行使可換股債券所附之轉換權後，本公司主要股東魏純暹先生於本公司已發行股份總數之股權佔比將由約70.21%變更至76.72%，而本公司已發行股份總數經本公司於悉數轉換所有可換股債券後發行股份而擴大。

EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections headed "SHARE OPTIONS" and "SHARE CAPITAL" of the report, no equity-linked agreement was entered into by the Company during the Year.

股權掛鈎協議

除本報告「購股權」及「股本」兩節所披露者外，本公司於本年度並無訂立股權掛鈎協議。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the Year.

購買、贖回或出售本公司上市證券

於本年度，本公司或其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

DISTRIBUTABLE RESERVES

The Company had no reserve available for cash distribution/or distribution in specie as at 31 December 2019 in accordance with the provisions of section 291, 297 and 299 of the Hong Kong Companies Ordinance.

可供分派儲備

於二零一九年十二月三十一日，根據香港《公司條例》第291、297及299條之條文，本公司並無儲備可供用作現金分發及／或實物分發。

Movements of the reserves in the Group and the Company during the Year are set out on page 278 and in Note 34 to the consolidated financial statements.

本集團及本公司於本年度的儲備變動載於第278頁及綜合財務報表附註34中。

MAJOR CUSTOMERS AND SUPPLIERS

For the years ended 31 December 2019 and 2018, less than 30% of the Group's revenue was attributable to the Group's five largest customers, and less than 30% of the Group's purchases were attributable to the Group's five largest suppliers.

During the Year, the Group has related party transactions with related companies (as disclosed in the note 38 to the consolidated financial statements), including 北京國銳房地產有限公司, 顥世中鴻科技發展有限公司及北京國隆置業有限公司, which are controlled by Mr. Wei Chunxian and Mr. Sun Zhongmin, the executive Directors. These related companies are top 5 customers of the Group.

Except as disclosed per above, none of the Directors, or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's top five customers and suppliers.

主要客戶及供應商

於截至二零一九年及二零一八年十二月三十一日止年度內，本集團五個最大的客戶所佔本集團收入的百分比少於30%，而本集團五個最大的供應商所佔本集團的購貨額百分比少於30%。

於本年度，本集團與關連公司有關聯方交易(誠如綜合財務報表附註38所披露)，包括北京國銳房地產有限公司、顥世中鴻科技發展有限公司及北京國隆置業有限公司，彼等由執行董事魏純暹先生及孫仲民先生控制。該等關連公司乃為本集團的五大客戶。

除上文披露者外，概無董事或任何彼等各自之緊密聯繫人或任何股東(據董事所知擁有5%以上的本公司已發行股本者)在本集團五個最大客戶及五個最大供應商中擁有任何實益權益。

CHARITABLE DONATIONS

During the years ended 31 December 2019 and 2018, the Group did not make any charitable donations.

慈善捐贈

截至二零一九年及二零一八年十二月三十一日止年度，本集團並無作出任何慈善捐贈。

DIRECTORS

The Directors during the Year and up to the date of this report are:

Executive Directors:
Mr. Wei Chunxian *(Chairman)*
Ms. Liu Shuhua *(Chief Executive Officer)*
Mr. Sun Zhongmin
Mr. Guo Jingsheng *(appointed on 28 June 2019)*

Ms. Huang Fei *(appointed on 28 June 2019)*

Ms. Li Bing *(appointed on 28 June 2019)*

Independent non-executive Directors:
Mr. Tung Woon Cheung Eric
Mr. Au Yeung Po Fung
(resigned on 9 February 2020)
Ms. To Tsz Wan Vivien
Mr. Leung Louis Ho Ming
(appointed on 9 February 2020)

董事

於本年度及直至本報告日期，董事如下：

執行董事：
魏純暹先生*(主席)*
劉淑華女士*(行政總裁)*
孫仲民先生
郭京生先生
(於二零一九年六月二十八日獲委任)
黃菲女士
(於二零一九年六月二十八日獲委任)
李兵女士
(於二零一九年六月二十八日獲委任)

獨立非執行董事：
董渙樟先生
歐陽寶豐先生
(於二零二零年二月九日辭任)
杜紫雲女士
梁浩鳴先生
(於二零二零年二月九日獲委任)

In accordance with Articles 81 and 83 of the Articles, Ms. Liu, Mr. Tung and Ms. To will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

遵照細則第81條及第83條規定，劉女士、董先生及杜女士於即將召開之股東週年大會上退任，而彼等各自均符合資格並願意膺選連任。

In accordance with Article 77 of the Articles, any director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting and shall then be eligible for election. Accordingly, Mr. Leung shall hold office only until the forthcoming AGM and, being eligible, will offer himself for re-election.

根據細則第77條，任何由董事局委任以填補臨時空缺之董事任期僅直至下一屆股東大會為止，且屆時符合資格膺選連任。因此，梁先生之任期僅直至應屆股東週年大會為止，且符合資格並願意膺選連任。

The Company has received written annual confirmations of independence from all independent non-executive Directors and as at the date of this report all of them are considered to be independent.

本公司已收到各獨立非執行董事有關其獨立身份之書面年度確認，於本報告日期，本公司認為彼等確屬獨立人士。

BOARD CHANGES AND CHANGES IN DIRECTORS' INFORMATION

1. The letters of appointment of the independent non-executive Directors, namely Mr. Tung Woon Cheung Eric and Ms. To Tsz Wan Vivien, entered with the Company expired on 16 February 2020 and 13 February 2020 respectively and their letters of appointment had been extended for one year commencing on 17 February 2020 and 14 February 2020 respectively; and

2. The service agreements of the executive Directors, namely Mr. Wei Chunxian, Mr. Sun Zhongmin and Ms. Liu Shuhua, entered with the Company expired on 16 February 2020 respectively and their service agreements had been extended for one year commencing on 17 February 2020 respectively.

董事局變動及董事資料變動

1. 董渙樟先生及杜紫雲女士與本公司訂立獨立非執行董事之聘用函件，分別於二零二零年二月十六日及二零二零年二月十三日屆滿及彼等的聘用函件分別自二零二零年二月十七日及二零二零年二月十四日起延長一年；及

2. 魏純暹先生、孫仲民先生以及劉淑華女士與本公司訂立執行董事之服務協議，分別於二零二零年二月十六日屆滿及彼等的服務協議分別自二零二零年二月十七日起延長一年。

DIRECTORS' BIOGRAPHIES

The biographical details of the Directors are set out on pages 63 to 66 of this report.

董事履歷

董事之履歷詳情載於本報告第63頁至第66頁。

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事之服務合約

擬在下次股東週年大會上重選連任之董事均無與本公司訂立本集團在一年內不可在不予賠償(法定賠償除外)的情況下終止之服務合約。

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group as well as the recommendation of the Remuneration Committee.

Further details of the Company's Remuneration Committee are set out in the corporate governance report on pages 85 to 86 of this report.

董事薪酬

董事袍金須獲得股東在股東大會上批准，方可作實。其他薪酬由本公司董事局經參考董事職責、責任及表現及本集團業績以及薪酬委員會之建議後釐定。

有關本公司薪酬委員會之進一步詳情，載於本報告企業管治報告第85頁至第86頁。

DIRECTORS OF SUBSIDIARIES

Other than the directors named under the paragraph headed "DIRECTORS" above, the persons who have served on the boards of the subsidiaries of the Company as at 31 December 2019 and up to the date of this report included Mr. Chen Gang.

附屬公司董事

除上文「董事」一段內所載之董事外，於二零一九年十二月三十一日及截至本報告日期，擔任本公司附屬公司董事者包括陳崗先生。

EMOLUMENT POLICY

The emolument of each of the Directors and the employees of the Group is on the basis of their merit, qualification, competence and experience in the industry, the profitability of the Group as well as remuneration benchmarks from other local and international companies and prevailing market conditions, executive Directors and employees also participate in bonus arrangements which are determined in accordance with the performance of the Group and the individual's performance.

薪酬政策

董事及本集團僱員各自之薪酬乃根據其才幹、資歷、能力及行業經驗、本集團之利潤以及其他本地及國際公司之薪酬標準及當前市場狀況而釐定。執行董事及僱員亦可參與獎金安排，其根據本集團表現及個人表現釐定。

PERMITTED INDEMNITY PROVISION

Article 137 of the Articles provides that every director, executive director, manager, secretary, officer and auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such director, executive director, manager, secretary, officer and auditor in defending any proceedings, whether civil or criminal, to the extent permitted by the Companies Ordinance. The Company has also maintained directors and officers liability insurance during the Year.

獲准許彌償條文

細則第137條規定，本公司每名董事、執行董事、經理、秘書、高級職員及核數師須就彼作為董事、執行董事、經理、秘書、高級職員及核數師對任何訴訟程序(無論民事或刑事)抗辯而產生的所有責任從本公司資金獲得彌償，惟須獲公司條例批准。本公司亦於本年度購買董事及高級職員責任保險。

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the Year.

管理合約

除與董事訂立的服務合約外，本公司並未與任何個人、公司或法團訂立任何合約以管理或執行本公司年內任何業務的全部或任何重要部分。

DIRECTORS' INTERESTS IN CONTRACTS AND CONTRACT OF SIGNIFICANCE

Details of the continuing connected transactions and significant related party transactions are disclosed in this report and in note 38 to the consolidated financial statement. Save for the above, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding companies of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the Year.

董事於合約及重大合約中之權益

有關持續關連交易及重大關聯方交易之詳情載在本報告及綜合財務報表附註38內披露。除上文所述者外，於本年度，概無董事或董事的有關連實體在由本公司控權公司或本公司的任何附屬公司或同系附屬公司訂立的、就本集團的業務而言屬重大的任何交易、安排或合約中，有直接或間接的具相當分量的利害關係。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the interests and short positions of the Directors and the chief executive of the Company and their associates in the shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，董事及本公司最高行政人員以及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份中擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之該等條文被當作或被視作擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須予記入該條文所述登記冊之權益及淡倉；或(c)根據上市規則內所載標準守則須知會本公司及聯交所之權益及淡倉如下：

Interest in Shares

股份權益

Name of Directors 董事姓名	Capacity 身份	Number of ordinary shares held 持有普通股數目	Number of underlying shares held 持有相關股份數目	Approximate percentage of the total number of issued shares 佔已發行股份總數之概約百分比 *(%)*
Mr. Sun Zhongmin 孫仲民先生	Beneficial owner 實益擁有人 *(Note 4)* *(附註4)*	136,752,350 (L)	109,086,735 (L)	7.68%
	Interest of controlled corporation 受控法團之權益 *(Note 3)* *(附註3)*		8,669,925 (L)	0.27%
Mr. Wei Chunxian 魏純暹先生	Interest of controlled corporation 受控法團之權益 *(Notes 1 and 2)* *(附註1及2)*	2,246,160,464 (L)	1,342,317,340 (L)	112.16%
Ms. Liu Shuhua 劉淑華女士	Beneficial owner 實益擁有人		5,020,500 (L)	0.16%

(L) denotes long position

(L) 代表好倉

Note 1: Wintime Company Limited is interested in 1,434,421,537 shares and 1,254,654,765 underlying shares of aggregate principal amount of convertible bonds of HK$1,003,723,812 issued by the Company at conversion price of HK$0.80 per share on 17 August 2018. Wintime Company Limited is a wholly-owned subsidiary of Winluck Global Limited. Apart from the shares and underlying shares held by Wintime Company Limited, Winluck Global Limited is also interested in 87,662,575 underlying shares of aggregate principal amount of convertible bonds of HK$70,130,060 to be issued by the Company at conversion price of HK$0.80 per share pursuant to the payment schedule under the agreement entered on 30 May 2018. The entire issued share capital of Winluck Global Limited is beneficially owned by Mr. Wei Chunxian. Winluck Global Limited is deemed to be interested in the shares and underlying shares held by Wintime Company Limited, and Mr. Wei Chunxian is deemed to be interested in the shares and underlying shares held by Wintime Company Limited and Winluck Global Limited under the SFO.

附註1： Wintime Company Limited於1,434,421,537股股份以及本公司於二零一八年八月十七日以每股股份0.80港元之兑換價發行的本金總額1,003,723,812港元之可換股債券的1,254,654,765股相關股份中擁有權益。Wintime Company Limited為Winluck Global Limited的全資附屬公司。除Wintime Company Limited持有的股份及相關股份外，Winluck Global Limited亦於本公司根據於二零一八年五月三十日訂立之協議項下的付款時間表將以每股股份0.80港元之兑換價發行的本金總額70,130,060港元之可換股債券的87,662,575股相關股份中擁有權益。Winluck Global Limited的全部已發行股本由魏純暹先生實益擁有。根據證券及期貨條例，Winluck Global Limited被視為於Wintime Company Limited持有的股份及相關股份中擁有權益，而魏純暹先生被視為於Wintime Company Limited及Winluck Global Limited持有的股份及相關股份中擁有權益。

Note 2: 811,738,927 shares are held by Gang Rui International Investment (HK) Limited. Gang Rui International Investment (HK) Limited is owned as to 90% and 10% by Beijing Guo Rui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) and Future Glow Ventures Inc. respectively. Future Glow Ventures Inc. is wholly-owned by an independent third party. Beijing Guo Rui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) is wholly-owned by Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司) and Bejiing Guorui Holdings Co. Limited* (北京國銳控股有限公司) is owned as to 91% by Beijing Wanzecheng Investment Consulting Center* (北京萬澤誠投資顧問中心) which in turn is indirectly owned by Mr. Wei Chunxian and Mr. Sun Zhongmin as to approximately 91% and 9%, respectively. Each of Beijing Guo Rui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司), Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司), Beijing Wanzecheng Investment Consulting Center* (北京萬澤誠投資顧問中心) and Mr. Wei Chunxian is deemed to be interested in the Shares held by Gang Rui International Investment (HK) Limited under the SFO.

附註2： 該811,738,927股股份由港銳國際投資(香港)有限公司持有。港銳國際投資(香港)有限公司由北京國銳房地產開發有限公司及Future Glow Ventures Inc.分別擁有90%及10%權益。Future Glow Ventures Inc.由獨立第三方全資擁有。北京國銳房地產開發有限公司由北京國銳控股有限公司全資擁有，而北京國銳控股有限公司由北京萬澤誠投資顧問中心擁有91%權益，而北京萬澤誠投資顧問中心由魏純暹先生及孫仲民先生分別間接擁有約91%及9%權益。根據證券及期貨條例，北京國銳房地產開發有限公司、北京國銳控股有限公司、北京萬澤誠投資顧問中心與魏純暹先生各自被視為於港銳國際投資(香港)有限公司所持有之股份中擁有權益。

Note 3: Silky Apex Limited is interested in 8,669,925 underlying shares of aggregate principal amount of convertible bonds of HK$6,935,940 to be issued by the Company at conversion price of HK$0.80 per share pursuant to the payment schedule under the agreement entered on 30 May 2018. Silky Apex Limited is 100% owned by Mr. Sun Zhongmin and Mr. Sun Zhongmin is deemed to be interested in the underlying shares held by Silky Apex under the SFO.

附註3： Silky Apex Limited於本公司根據於二零一八年五月三十日訂立之協議項下的付款時間表將以每股股份0.80港元之兑換價發行的本金總額6,935,940港元之可換股債券的8,669,925股相關股份中擁有權益。Silky Apex Limited由孫仲民先生擁有100%權益，而根據證券及期貨條例，孫仲民先生被視為於Silky Apex持有的相關股份中擁有權益。

Note 4: Mr. Sun Zhongmin is interested in 109,086,735 underlying shares of the aggregate principal amount of convertible bonds of HK$87,269,388 issued by the Company at the conversion price of HK$0.80 per share on 17 August 2018.

附註4： 於二零一八年八月十七日，本公司按每股0.80港元的轉換價就本金總額87,269,388港元的可換股債券發行109,086,735股相關股份，而孫仲民先生於該等股份中擁有權益。

Save as disclosed above, as at 31 December 2019, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

除上文所披露者外，於二零一九年十二月三十一日，本公司董事及最高行政人員概無於本公司及其相關法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有或被視作擁有：(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例之該等條文被當作或被視作擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須予記入該條文所述登記冊之任何權益或淡倉；或(c)根據上市規則內所載標準守則須知會本公司及聯交所之任何權益或淡倉。

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

To the best of the Directors' knowledge, as at 31 December 2019, the following persons (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東及其他人士於股份及相關股份之權益及淡倉

就董事所知，於二零一九年十二月三十一日，以下本公司董事或最高行政人員以外的人士，在股份及相關股份中擁有或被視為擁有權益或淡倉，而此等權益或淡倉根據證券及期貨條例第XV部第2及第3分部須向本公司及聯交所披露，或一如本公司根據證券及期貨條例第336條而備存的登記冊所載錄者：

LONG POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY:

於本公司股份及相關股份之好倉：

Name 名稱	Capacity 身份	Number of ordinary shares held 持有普通股數目	Number of underlying shares held 持有相關股份數目	Total interests as percentage of the total number of issued shares 權益總額佔已發行股份總數之百分比
Wintime Company Limited *(Note 1)* Wintime Company Limited *(附註1)*	Beneficial owner 實益擁有人	1,434,421,537	—	44.83%
	Beneficial owner 實益擁有人	—	1,254,654,765	39.22%
Winluck Global Limited *(Note 1)* Winluck Global Limited *(附註1)*	Interest in Controlled Corporation 受控法團之實益	1,434,421,537	—	44.83%
	Interest in Controlled Corporation 受控法團之實益	—	1,254,654,765	39.22%
	Beneficial owner 實益擁有人	—	87,662,575	2.74%
Gang Rui International Investment (HK) Limited *(Note 2)* 港銳國際投資(香港)有限公司 *(附註2)*	Beneficial owner 實益擁有人	811,738,927 (L)	—	25.37%
Beijing Guorui Real Estate Development Co., Ltd* *(Note 2)* 北京國銳房地產開發有限公司 *(附註2)*	Interest in Controlled Corporation 受控法團之實益	811,738,927 (L)	—	25.37%
Beijing Guorui Holdings Co., Ltd* *(Note 2)* 北京國銳控股有限公司*(附註2)*	Interest in Controlled Corporation 受控法團之實益	811,738,927 (L)	—	25.37%

Note 1: Wintime Company Limited is interested in 1,434,421,537 shares and 1,254,654,765 underlying shares of aggregate principal amount of convertible bonds of HK$1,003,723,812 issued by the Company at conversion price of HK$0.80 per share on 17 August 2018. Wintime Company Limited is a wholly-owned subsidiary of Winluck Global Limited. Apart from the shares and underlying shares held by Wintime Company Limited, Winluck Global Limited is also interested in 87,662,575 underlying shares of aggregate principal amount of convertible bonds of HK$70,130,060 to be issued by the Company at conversion price of HK$0.80 per share pursuant to the payment schedule under the agreement entered on 30 May 2018. The entire issued share capital of Winluck Global Limited is beneficially owned by Mr. Wei Chunxian. Winluck Global Limited is deemed to be interested in the shares and underlying shares held by Wintime Company Limited, and Mr. Wei Chunxian is deemed to be interested in the shares and underlying shares held by Wintime Company Limited and Winluck Global Limited under the SFO.

附註1： Wintime Company Limited於本公司在二零一八年八月十七日按兑換價每股0.80港元所發行本金總額1,003,723,812港元之可換股債券的1,434,421,537股股份及1,254,654,765股相關股份中擁有權益。Wintime Company Limited為Winluck Global Limited之全資附屬公司。除Wintime Company Limited持有的股份及相關股份外，Winluck Global Limited亦於本公司根據於二零一八年五月三十日訂立之協議項下的付款時間表將以兑換價每股0.80港元所發行本金總額70,130,060港元之可換股債券的87,662,575股相關股份中擁有權益。Winluck Global Limited之全部已發行股本由魏純暹先生實益擁有。根據證券及期貨條例，Winluck Global Limited被視為於Wintime Company Limited所持股份及相關股份中擁有權益，且魏純暹先生被視為於Wintime Company Limited及Winluck Global Limited所持股份及相關股份中擁有權益。

Note 2: 811,738,927 shares are held by Gang Rui International Investment (HK) Limited. Gang Rui International Investment (HK) Limited is owned as to 90% and 10% by Beijing Guo Rui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) and Future Glow Ventures Inc. respectively. Future Glow Ventures Inc. is wholly-owned by an independent third party. Beijing Guo Rui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司) is wholly-owned by Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司) and Bejiing Guorui Holdings Co. Limited* (北京國銳控股有限公司) is indirectly owned by Mr. Wei Chunxian and Mr. Sun Zhongmin as to approximately 91% and 9%, respectively. Each of Beijing Guo Rui Real Estate Development Co. Limited* (北京國銳房地產開發有限公司), Beijing Guorui Holdings Co. Limited* (北京國銳控股有限公司), and Mr. Wei Chunxian is deemed to be interested in the Shares held by Gang Rui International Investment (HK) Limited under the SFO.

附註2： 該811,738,927股股份由港銳國際投資(香港)有限公司持有。港銳國際投資(香港)有限公司由北京國銳房地產開發有限公司及Future Glow Ventures Inc.分別擁有90%及10%權益。Future Glow Ventures Inc.由獨立第三方全資擁有。北京國銳房地產開發有限公司由北京國銳控股有限公司全資擁有，北京國銳控股有限公司由魏純暹先生及孫仲民先生分別間接擁有約91%及9%權益。根據證券及期貨條例，北京國銳房地產開發有限公司、北京國銳控股有限公司與魏純暹先生各自被視為於港銳國際投資(香港)有限公司所持有之股份中擁有權益。

The English names of Chinese entities marked with "" are translations of their Chinese names and are included for identification purpose only, and should not be regarded as their official English name. In the event of any inconsistency, the Chinese name prevails.*

中國實體帶有「」的英文名稱為其中文名稱的英譯本，僅供識別，不得視為其官方英文名稱。如有歧義，以中文名稱為準。*

Save as disclosed above, as at 31 December 2019, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零一九年十二月三十一日，本公司董事及最高行政人員不知悉任何其他本公司董事或最高行政人員以外的人士，在股份及相關股份中擁有或被視為擁有權益或淡倉，而此等權益或淡倉根據證券及期貨條例第XV部第2及第3分部須向本公司及聯交所披露，或一如本公司根據證券及期貨條例第336條而備存的登記冊所載錄者。

SHARE OPTIONS

On 7 November 2016, the Company conditionally adopted the share option scheme (the "Share Option Scheme"), pursuant to which the Board may, at its discretion, grant options to any Directors and any employee of the Company or the Group or any person, who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group. The purpose of the Share Option Scheme is to (i) incentivise and reward those who have contributed or may contribute to the development of the Group; and (ii) attract and retain skilled and experienced personnel and motivate them to strive for the future development of the Group by providing them with an opportunity to acquire proprietary interests in the Company thereby linking their interest with that of the Group. Unless otherwise determined by the Board in the relevant offer letter to a grantee, there is no minimum period for which any share option (the "Option(s)") must be held before it can be exercised and no performance target which needs to be achieved by a grantee before the options can be exercised. Under the Share Option Scheme, the Board will have absolute discretion in determining the subscription price (subject to the Listing Rules) in respect of any Option. The Board is of the view that the flexibility given to the Board will place the Group in a better position to incentivise or reward the Participants and retain human resources that are valuable to the growth and development of the Group as a whole.

購股權

於二零一六年十一月七日，本公司有條件採納購股權計劃(「購股權計劃」)。據此，董事局可酌情向其全權認為對本公司或本集團作出或將作出貢獻之本公司或本集團或任何人士任何董事及任何僱員授予購股權。購股權計劃之目的是(i)鼓勵及嘉許對本集團發展曾作出貢獻或可能會作出貢獻的人士；及(ii)吸引及挽留具有技能及經驗的人員，透過提供收購本公司產權權益的機會激勵彼等努力為本集團未來發展付出，以便將其利益與本集團利益連成一陣線。除非董事局於寄予承授人之相關要約函件另有界定，任何購股權(「購股權」)在其可予行使前毋須持有最短期限，且承授人無需於購股權可予行使前達到任何表現目標。根據購股權計劃，董事局將擁有絕對酌情權釐定任何購股權之認購價(受上市規則所規限)。董事局認為，董事局獲授之靈活性將令本集團得以更好地激勵或獎勵參與者並挽留對本集團之整體增長及發展具有寶貴意義之人力資源。

The subscription price shall be such price determined by the Board in its absolute discretion and notified to the Participant in the offer and shall be at least the higher of (i) the closing price of a share as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer of the grant; and (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the grant. The consideration payable for acceptance of the option by each participant is HK$1.00 which shall be received by the Company within such time as may be specified in the offer (which shall not be later than 21 days from, and inclusive of, the date of offer). If the participant does not accept such grant of option pursuant to the procedures specified in the respective offer letter or notice within the stipulated time frame, such option shall be regarded as unaccepted and lapsed.

認購價須為董事局全權酌情釐定之有關價格，並於要約時通知參與者，且不低於(i)聯交所於授出要約日期發出之每日報價表所示之每股收市價；及(ii)聯交所於緊接授出要約日期前五個營業日發出之每日報價表所示之股份平均收市價之較高者。各參與者接納購股權時應付之代價為1.00港元其將由本公司於要約可能註明的時間內接獲(不得遲於要約日期起計二十一日(包括當日))。倘參與者並無在指定時限內按照相關要約函件或通告上列明之程序接納有關授出購股權，則有關購股權須被視為不獲接納且失效。

Following the refreshment of the scheme mandate limit by the shareholders of the Company at the annual general meeting dated 28 June 2019, and based on the 3,199,373,986 shares in issue at the same date, the maximum number of shares to be issued upon the exercise of options that may be granted under the Share Option Scheme are 319,937,398 shares, being approximately 10% of the shares in issue as at the date of refreshment of the scheme mandate limit. Pursuant to Rule 17.03 of the Listing Rules, the total number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme must not, in aggregate, exceed 10% of the shares in issue as at the date of approval of the scheme mandate limit. The Board shall not grant any options which would result in the maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted but yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Company exceeding, in aggregate, 30% of the shares in issue from time to time. The total number of shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company to each Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue (the "Individual Limit"). Any further grant of options to a Participant which would result in the shares issued and to

於本公司股東在日期為二零一九年六月二十八日之股東週年大會上更新計劃授權限額後，並根據同日已發行3,199,373,986股股份，根據購股權計劃可能授出之購股權獲行使後將予發行的最高股份數目為319,937,398股，佔於更新計劃授權限額日期之已發行股份的約10%，按照上市規則第17.03條，根據購股權計劃將授出之所有購股權獲行使而可能發行之股份總數，合共不得超過本公司於批准購股權計劃當日已發行股份之10%。董事局不得授出任何購股權，導致根據購股權計劃及本公司採納之任何其他購股權計劃已授出但尚未行使之所有購股權獲行使而可能發行之股份最高數目合共超過不時已發行股份之30%。於任何12個月期間，根據本公司購股權計劃及任何其他購股權計劃向各參與者授出之購股權(包括已行使及尚未行使購股權)獲行使而發行及將予發行之股份總數，不得超過已發行股份總數之1%(「個人上限」)。如向某參與者進一步授出購股權，將導致於直至及包括該次進一步授出購股權當日止12個月期間，向及將向該參與者授出之全部購股權(包括已行使、已註銷及尚未行使購股權)獲行使而發行及將予發行之股份超過個人上限，則須經股東於股東大會上批准，而該參與者及其緊密聯繫人(或倘該參與者為關連人士，則

be issued upon exercise of all options granted and to be granted to such Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to approval of the Shareholders in general meeting with such Participant and his close associates (or his associates if such Participant is a connected person) abstaining from voting. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

其聯繫人)須於該股東大會上放棄投票。購股權可於董事局可能釐定而不得超過授出日期起計十年期間內，在有關提前終止條文之規限下隨時根據購股權計劃之條款行使。

The Share Option Scheme will remain in force for a period of 10 years commencing from the date of adoption of the Share Option Scheme.

購股權計劃有效日期自購股權計劃採納日期起計十年。

		Number of Options 購股權數目							
Name(s) 姓名	Nature of interest 權益性質	Outstanding at 1 January 2019 於二零一九年一月一日尚未行使	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷／已失效	Outstanding at 31 December 2019 於二零一九年十二月三十一日尚未行使	Date of grant 授出日期	Exercise period 行使期	Exercise price per share (HK$) 每股行使價(港元)
Director(s) 董事									
Liu Shuhua 劉淑華	Personal 個人	5,020,500	–	–	–	5,020,500	20 June 2018 於二零一八年六月二十日	20 June 2018 to 19 June 2023 二零一八年六月二十日至二零二三年六月十九日	0.827

Note: All of the Options granted have no vesting period or vesting condition.

附註： 所有已授出的購股權並無歸屬期或歸屬條件。

On 20 June 2018, the Company granted 5,000,000 Options to Ms. Liu Shuhua, an executive Director and the chief executive officer of the Company under the Share Option Scheme, with exercise price of HK$0.83. Following the completion of the open offer, the exercise price and the number of shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding Options were adjusted to HK$0.827 and 5,020,500 shares respectively, with effect from 24 July 2018.

於二零一八年六月二十日，本公司根據購股權計劃按行使價為0.83港元向本公司執行董事兼行政總裁劉淑華女士授出5,000,000份購股權。公開發售完成後，尚未行使購股權附帶之認購權獲悉數行使時將予配發及發行股份之行使價調整為0.827港元，股份數目調整為5,020,500股，自二零一八年七月二十四日起生效。

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS

During the Year, the Group entered into certain transactions which constituted connected transaction(s) and continuing connected transactions (as defined in the Listing Rules) of the Company, the details of which are set out below.

The independent non-executive Directors have reviewed and confirmed that the continuing connected transactions undertaken by the Group were entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or better; and (c) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditor of the Company has also confirmed that nothing has come to the auditor's attention that causes it to believe that the continuing connected transactions (a) have not been approved by the Board; (b) were not, in all material aspects, in accordance with the pricing policies of the Group; (c) were not entered into in accordance with the relevant agreements governing such transactions, in all material respects; and (d) have exceeded the respective caps as aforesaid, where applicable.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules insofar as they are applicable.

關連交易及持續關連交易

於本年度，本集團進行若干構成本公司關連交易及持續關連交易(按上市規則之定義)之交易，有關詳情載列如下。

獨立非執行董事已經審核本集團所進行之持續關連交易，並確認該等交易是：(a)在本集團的日常業務中訂立；(b)按照一般商務條款或更佳條款進行；及(c)根據有關交易的協議進行，條款公平合理，並且符合本公司股東的整體利益。

本公司核數師亦已經確認，核數師並無注意到任何事情，可使他們認為有關持續關連交易：(a)並未獲董事局批准；(b)在各重大方面沒有按照本集團的定價政策進行；(c)在各重大方面沒有根據有關交易的協議進行；及(d)超逾上述各有關上限(如適用)。

根據上市規則第14A章，本公司確認其已遵守適用披露規定。

A. Continuing connected transactions and connected transactions subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules

During the year ended 31 December 2019, 北京澳西物業管理有限公司 (Beijing AOCEAN Property Management Company Limited* or "AOCEAN Property Management"), a wholly-owned subsidiary of the Company, provided heat supply and maintenance services to a total of 2,081 property units of Beijing Guorui Group (Note 1) with a total floor area of approximately 311,875 square metres.

On 20 October 2017, AOCEAN Property Management and Beijing Guorui Property (for itself and for an on behalf of the Beijing Guorui Group)/ Beijing Guorui Property (as the case may be) entered into new heat supply services agreement, new property management agreement and new Kingdom Guorui sales office management agreement, and upon such agreements having been approved by independent shareholders on 19 December 2017 and becoming effective on 1 January 2018, they superseded the original Beijing Guorui Property Heat Supply Services Agreement, Beijing Guolong Heat Supply Services Agreement, Beijing Guorui Property Management Agreement, Beijing Guolong Property Management Agreement and Kingdom Guorui Sales Office Management Agreement, originally all dated on 27 November 2015. For details of these new agreements, please refer to the announcements of the Company dated 20 October 2017 and the circular of the Company dated 24 November 2017.

A. 須遵守上市規則第14A章有關申報、公告及獨立股東批准規定的持續關連交易及關連交易

於截至二零一九年十二月三十一日止年度內，北京澳西物業管理有限公司(「澳西物業管理」)(其為本公司之全資附屬公司)為北京國銳集團(附註1)合共2,081個物業單位(總樓面面積約311,875平方米)提供供暖及維修服務。

於二零一七年十月二十日，澳西物業管理及北京國銳(為其本身及代表北京國銳集團)／北京國銳(視屬何情況而定)訂立新供暖服務協議、新物業管理協議及新國銳•金嶺銷售辦事處管理協議，且該等協議已於二零一七年十二月十九日獲獨立股東批准並自二零一八年一月一日生效後，彼等取代原定所有日期為二零一五年十一月二十七日之原北京國銳供暖服務協議、北京國隆供暖服務協議、北京國銳物業管理協議、北京國隆物業管理協議及國銳•金嶺銷售辦事處管理協議。有關該等新協議之詳情，請參閱本公司日期為二零一七年十月二十日之公告及本公司日期為二零一七年十一月二十四日之通函。

2018 New Heat Supply Services Agreement

Date:	20 October 2017
Parties:	(i) AOCEAN Property Management (ii) Beijing Guorui Property (for itself and for and on behalf of the Beijing Guorui Group) *(Note 1)*
Term:	From 1 January 2018 to 31 December 2020 (both days inclusive)
Nature of Transactions:	AOCEAN Property Management shall provide heat supply services to the members of Beijing Guorui Group. AOCEAN Property Management's responsibilities include (i) overseeing the daily operation and provision of repair and maintenance services of the heat exchange station and facilities and the pipeline network located in the property projects developed by Beijing Guorui Group, namely Fortune Street Phase One* (財滿街一期), Fortune Street Phase Two* (財滿街二期) and Rui City International Building* (銳城國際大廈) in Chaoyang District, Beijing, Kingdom Guorui* (國銳•金嶺) in Daxing District, Beijing, and North Garden* (北花園) at Gaobeidian, Chaoyang District, Beijing; and (ii) ensuring that the heat supply complies with governmental guidelines and standards, etc. AOCEAN Property Management charges the individual owners/tenants of the property units directly for those units which are occupied. The relevant members of the Beijing Guorui Group will be responsible for the fees of the vacant units or units occupied by Beijing Guorui Group within the aforesaid property projects
Fees:	Residential properties: RMB18 to RMB30 per square meter per heat supply season depending on the property project, payable on annual basis Commercial properties: RMB25.2 to RMB50.4 per square meter per heat supply season depending on the property project, payable on annual basis

二零一八年新供暖服務協議

日期：	二零一七年十月二十日
訂約方：	(i) 澳西物業管理 (ii) 北京國銳(為其本身及代表北京國銳集團) *(附註1)*
年期：	自二零一八年一月一日至二零二零年十二月三十一日(包括首尾兩日)
交易性質：	澳西物業管理須向北京國銳集團成員公司提供供暖服務。澳西物業管理之責任包括：(i)監督位於北京國銳集團所發展之物業項目(即北京朝陽區財滿街一期*、財滿街二期*及銳城國際大廈*、北京大興區國銳•金嶺*以及北京朝陽區高碑店北花園*)的換熱站及設施以及管道網絡的日常運作以及提供維修保養之服務；及(ii)確保所提供之暖氣符合政府指引及標準等。 有關已佔用物業單位，澳西物業管理直接向物業單位之個別業主／租戶收取費用。北京國銳集團有關成員公司將負責上述物業項目內空置單位或北京國銳集團所佔用單位之費用
費用：	住宅物業：根據物業項目，每個供暖季節每平方米人民幣18元至人民幣30元，其須每年支付 商用物業：根據物業項目，每個供暖季節每平方米人民幣25.2元至人民幣50.4元，其須每年支付

Transaction amount during the Year:	RMB7,228,000 (equivalent to approximately HK$8,198,570)
Annual cap:	For the three years ending 31 December 2020 are RMB8,596,000, RMB9,456,000 and RMB10,401,000, respectively

* *For identification purpose only*

The transaction was announced by the Company in its announcement dated 20 October 2017 and approved by independent shareholders at the general meeting of the Company held on 19 December 2017.

於本年度交易金額：	人民幣7,228,000元(相當於約8,198,570港元)
全年上限：	截至二零二零年十二月三十一日止三個年度：分別為人民幣8,596,000元、人民幣9,456,000元及人民幣10,401,000元

* *僅供識別*

該交易發表於本公司日期為二零一七年十月二十日之公佈並經獨立股東於本公司二零一七年十二月十九日召開之股東大會上批准。

2018 New Property Management Agreement

Date:	20 October 2017
Parties:	(1) AOCEAN Property Management (2) Beijing Guorui Property (for itself and for and on behalf of the Beijing Guorui Group) *(Note 1)*
Term:	From 1 January 2018 to 31 December 2020 (both days inclusive)
Premises:	Fortune Street Phase One* (財滿街一期), Fortune Street Phase Two* (財滿街二期), Rui City International Building* (銳城國際大廈), GOLDEN TOWER* (金長安大廈) in Chaoyang District, Beijing, and Kingdom Guorui* (國銳•金嶺), Fairyland (國銳境界) in Miyun, Beijing at Daxing District, Beijing, and North Garden* (北花園) at Gaobeidian, Chaoyang District, Beijing
Nature of Transactions:	AOCEAN Property Management is responsible for (i) safekeeping of the keys of the vacant units; (ii) carrying out monthly inspections of the vacant units and keeping records accordingly; (iii) carrying out monthly cleaning of the vacant units; and (iv) inspecting the vacant units during bad weather conditions; (v) providing security services; and (vi) maintaining and managing facilities and assets for public use, etc.

二零一八年新物業管理協議

日期：	二零一七年十月二十日
訂約方：	(1) 澳西物業管理 (2) 北京國銳(為其本身及代表北京國銳集團)*(附註1)*
年期：	自二零一八年一月一日至二零二零年十二月三十一日(包括首尾兩日)
物業：	北京朝陽區財滿街一期*、財滿街二期*、銳城國際大廈*、金長安大廈*、北京大興區北京密雲國銳•金嶺*、國銳境界以及北京朝陽區高碑店北花園*
交易性質：	澳西物業管理負責：(i)保管空置單位之鑰匙；(ii)每月視察空置單位及作出相應記錄；(iii)每月清潔空置單位；(iv)於惡劣天氣狀況下視察空置單位；(v)提供保安服務；及(vi)維護和管理公共設施及資產等

	Moreover, for particular property units, AOCEAN Property Management will also provide initial clean up services after completion of their construction (the "Initial Clean Up Services").		此外，就特定物業單位而言，澳西物業管理亦將於建築完工後提供初始清潔服務(「初始清潔服務」)。
Fees:	The management fee ranges from RMB1.25 to RMB32.0 per square meter per month for different types of commercial and residential property units, payable on a quarterly basis	費用：	視乎不同種類之商業及住宅物業單位，管理費介乎每月每平方米人民幣1.25元至人民幣32.0元之間，其須每季支付
	For the Initial Clean Up Services, AOCEAN Property Management charges a fee calculated based on its actually incurred disbursement plus a margin of 10%.		就初始清潔服務而言，澳西物業管理將收取費用，乃根據其實際產生的支出加利潤率10%計算。
Transaction amount during the Year:	RMB18,525,000 (equivalent to approximately HK$21,612,510)	於本年度交易金額：	人民幣18,525,000元(相當於約21,612,510港元)
Annual cap:	For the three years ending 31 December 2020 are RMB54,620,000, RMB60,083,000 and RMB66,091,000, respectively	全年上限：	截至二零二零年十二月三十一日止三個年度：分別為人民幣54,620,000元、人民幣60,083,000元及人民幣66,091,000元

* *For identification purpose only*

* *僅供識別*

The transaction was announced by the Company in its announcement dated 20 October 2017 and approved by independent shareholders at the general meeting of the Company held on 19 December 2017.

該交易發表於本公司日期為二零一七年十月二十日之公佈並經獨立股東於本公司二零一七年十二月十九日召開之股東大會上批准。

2018 Kingdom Guorui Sales Office Management Agreement

二零一八年國銳•金嶺銷售辦事處管理協議

Date:	20 October 2017	日期：	二零一七年十月二十日
Parties:	(1) AOCEAN Property Management (2) Beijing Guorui Property *(Note 1)*	訂約方：	(1) 澳西物業管理 (2) 北京國銳*(附註1)*
Term:	From 1 January 2018 to 31 December 2020 (both days inclusive)	年期：	二零一八年一月一日至二零二零年十二月三十一日(首尾兩日包括在內)
Premises:	Kingdom Guorui* (國銳•金嶺) — sales office and ancillary areas at Beijing Economic and Technological Development Area, Daxing District, Beijing	物業：	北京市大興區北京經濟技術開發區國銳•金嶺*銷售辦事處及附屬地方

Nature of Transactions:	AOCEAN Property Management is responsible for (i) welcoming and arranging customers to visit the show flats; (ii) coordinating services related to sales activities; (iii) the security, hygiene and concierge services of the property; (iv) the daily operation, management and maintenance of the common parts including the restaurants, bars and other amenities facilities and common facilities; (v) maintenance of the hygiene and security of the common parts of the property; (vi) refuse collection and disposal; (vii) maintenance and management of the greenery of the property, and so on.	交易性質:	澳西物業管理負責:(i)迎接及安排客人參觀示範單位;(ii)統籌有關銷售活動的服務;(iii)有關物業之保安、衛生及禮賓服務;(iv)公共地方之日常運作、管理及保養,包括餐廳、酒吧及其他康樂設施及公共設施;(v)保持有關物業之公共地方的衛生及保安;(vi)收集垃圾及處置;(vii)保養及管理有關物業之綠化地帶等。
Fees:	Beijing Guorui Property shall bear the following expenses, disbursements, costs and fees, which are paid by AOCEAN Property Management in advance and settled between the parties quarterly: (i) the expenses incurred in the course of providing services to the property, including all supplies, materials and labour costs; (ii) disbursements including the costs incurred for external wall cleaning, floor brightening, maintenance of the exterior greenery as well as power charges and replacement costs of facilities; (iii) the costs of acquiring the fixed assets, equipment and facilities necessary for the additional services if Beijing Guorui Property requests AOCEAN Property Management to provide additional services or themed activities related to sales; and (iv) the relevant taxation and profit margin of 10% over the actual costs and expenses incurred in the course of managing the property.	費用:	北京國銳須承擔以下開支、開銷、成本及費用,其先由澳西物業管理支付,並由有關各方每季結算: (i) 就有關物業提供服務的過程中所招致的開支,包括所有供應品、材料及人工成本; (ii) 開銷,包括就清潔外牆、地板打蠟、保養室外綠化地帶所招致的成本,以及電費及設施更換成本; (iii) (倘若北京國銳要求澳西物業管理提供額外服務或有關銷售的主題活動)就額外服務購買所需固定資產、設備及設施之成本;及 (iv) 在管理有關物業的過程中所招致的有關稅項及實際成本及開支的10%的利潤。
Transaction amount during the Year:	RMB3,710,000 (equivalent to approximately HK$4,208,170)	於本年度交易金額:	人民幣3,710,000元(相當於約4,208,170港元)
Annual cap:	For the three years ending 31 December 2020 are RMB6,160,000, RM6,776,000 and RMB7,454,000, respectively	全年上限:	截至二零二零年十二月三十一日止三個年度:分別為人民幣6,160,000元、人民幣6,776,000元及人民幣7,454,000元

* *For identification purpose only*

* *僅供識別*

The transaction was announced by the Company in its announcement dated 20 October 2017 and approved by independent shareholders at the general meeting of the Company held on 19 December 2017.

該交易發表於本公司日期為二零一七年十月二十日之公佈並經獨立股東於本公司二零一七年十二月十九日召開之股東大會上批准。

Note 1: 北京國銳房地產開發公司 (Beijing Guorui Property Development Company Limited*, or "Beijing Guorui Property", which together with its subsidiaries, as the "Beijing Guorui Group") is a connected person of the Company by virtue of Mr. Wei Chunxian (the chairman of the Board, executive Director and the controlling shareholder of the Company) being the ultimate beneficial owner of approximately 91% equity interest in Beijing Guorui Property (the remaining equity interest of approximately 9% being indirectly held by Mr. Sun Zhongmin (an executive director of the Company)), and Ms. Liu Shuhua (an executive director of the Company) being a director of Beijing Guorui Property. Since 北京國隆置業有限公司 (Beijing Guolong Property Company Limited* or "Beijing Guolong") is a wholly-owned subsidiary of Beijing Guorui Property, Beijing Guolong is also a connected person of the Company.

附註1: 因為本公司董事局主席、執行董事兼控股股東魏純暹先生為北京國銳房地產開發有限公司(「北京國銳」,連同其附屬公司統稱為「北京國銳集團」)約91%股權之最終實益擁有人(其餘約9%股權則由本公司執行董事孫仲民先生間接持有)及本公司執行董事劉淑華女士為北京國銳之董事,因此,北京國銳為本公司之關連人士。由於北京國隆置業有限公司或北京國隆為北京國銳之全資附屬公司,因此,北京國隆亦為本公司之關連人士。

On 16 July 2019 (after trading hours), the Company, Winluck Global Limited (the "Vendor A") and Silky Apex Limited (the "Vendor B") (collectively, the "Vendors") entered into the conditional sale and purchase agreement, pursuant to which the Vendors have conditionally agreed to sell and the Company has conditionally agreed to purchase 50,000 shares (the "CK Shares") of Capable Kingdom Limited ("CKL") in exchange for 50,000 shares (the "WE Shares") of Wholly Express Limited ("WEL").

於二零一九年七月十六日(交易時段後),本公司、Winluck Global Limited(「賣方A」)及Silky Apex Limited(「賣方B」)(統稱「賣方」)訂立有條件買賣協議,據此,賣方有條件同意出售及本公司有條件同意購買Capable Kingdom Limited(「CKL」)50,000股股份(「CK股份」),以換取Wholly Express Limited(「WEL」)50,000股股份(「WE股份」)。

Upon completion, (a) the Group holds 100% interest in each of CKL, Capable Point International Limited ("CK HK Subsidiary") and Beijing Kaipeng Business Management Co., Ltd.* (北京凱朋商業管理有限公司) ("CK PRC Subsidiary A"), approximately 51.02% interest in Beijing Kaipeng Technology Development Co., Ltd.* (北京凱朋科技發展有限公司) ("CK PRC Subsidiary B") and approximately 33.3% in Jiaxing Longsheng Investment Partnership (Limited Partnership)* (嘉興隆灝投資合夥企業(有限合夥)) ("Jiaxing Investment"); and (b) the Group ceased to hold any interest in WEL, Win Zone (HK) Limited (勝域(香港)有限公司) ("WE HK Subsidiary"), Beijing Shengyu Guanglian Commercial Management Co., Ltd.* (北京勝域廣聯商業管理有限公司) ("WE PRC Subsidiary A") and Beijing Shengyu Technology Development Co., Ltd.* (北京勝域科技發展有限公司) ("WE PRC Subsidiary B") (collectively, "WE Group").

於完成後，(a)本集團持有CKL、凱朋國際有限公司(「CK香港附屬公司」)及北京凱朋商業管理有限公司(「CK中國附屬公司A」)各自100%的權益、北京凱朋科技發展有限公司(「CK中國附屬公司B」)約51.02%的權益及嘉興隆灝投資合夥企業(有限合夥)(「嘉興投資」)約33.3%的權益；及(b)本集團將不再持有WEL、勝域(香港)有限公司(「WE香港附屬公司」)、北京勝域廣聯商業管理有限公司(「WE中國附屬公司A」)及北京勝域科技發展有限公司(「WE中國附屬公司B」)(統稱「WE集團」)的任何權益。

Subsequent to completion of the acquisition of the CK shares and immediately upon the acquisition of Kunlun Trust Co., Ltd.* (昆倫信託有限責任公司)'s investment in Jiaxing Investment by CK PRC Subsidiary A, the Group indirectly holds 99.9% interest in Jiaxing Investment and approximately 99.95% interest in CK PRC Subsidiary B.

完成收購CK股份後及緊隨CK中國附屬公司A收購昆倫信託有限責任公司於嘉興投資之投資後，本集團間接持有嘉興投資99.9%權益及CK中國附屬公司B約99.95%權益。

As one or more of the applicable percentage ratios in respect of the acquisition exceeds 25% but less than 100%, the acquisition constitutes a major acquisition of the Company under the Listing Rules. The acquisition is therefore subject to the notification, announcement, circular and independent shareholders' approval requirements under Chapter 14 of the Listing Rules.

由於有關收購事項之一項或多項適用百分比率超過25%但低於100%，故收購事項構成上市規則項下本公司之一項主要收購事項。因此，收購事項須遵守上市規則第14章項下之通知、公佈、通函及獨立股東批准規定。

As one or more of the applicable percentage ratios in respect of the disposal exceeds 25% but less than 75%, the disposal constitutes a major disposal of the Company under the Listing Rules. The disposal is therefore subject to the notification, announcement, circular and independent shareholders' approval requirements under Chapter 14 of the Listing Rules.

由於有關出售事項之一項或多項適用百分比率超過25%但低於75%，故出售事項構成上市規則項下本公司之一項主要出售事項。因此，出售事項須遵守上市規則第14章項下之通知、公佈、通函及獨立股東批准規定。

Since Vendor A is wholly-owned by Mr. Wei Chunxian and Vendor B is wholly-owned by Mr. Sun Zhongmin as at 16 July 2019, each of Mr. Wei Chunxian and Mr. Sun Zhongmin is an executive Director and therefore each of Vendor A and Vendor B is a connected person of the Company under Chapter 14A of the Listing Rules. The acquisition, the disposal and the transactions contemplated under the conditional sale and purchase agreement are therefore connected transactions and subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

於二零一九年七月十六日，賣方A由魏純暹先生全資擁有及賣方B由孫仲民先生全資擁有。魏純暹先生及孫仲民先生各自均為執行董事，故賣方A及賣方B各自均為本公司於上市規則第14A章項下之關連人士。因此，收購事項、出售事項及有條件買賣協議項下擬進行之交易為關連交易，並須遵守上市規則第14A章項下之申報、公佈及獨立股東批准規定。

The independent board committee has been established to advise the independent shareholders as to whether the terms of the agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of the Group and in the interests of the Company and the independent shareholders as a whole and on how to vote at an extraordinary general meeting of the Company held on 21 October 2019.

獨立董事委員會已告成立，乃就以下事項向獨立股東提供意見：該協議及其項下擬進行之交易條款是否屬公平合理及於本集團的日常及一般業務過程中按正常或更佳商業條款訂立，並符合本公司及獨立股東之整體利益，以及本公司於二零一九年十月二十一日舉行的股東特別大會的表決方式。

The consideration under the conditional sale and purchase agreement was determined after arm's length negotiations between the Company and the Vendors on normal commercial terms after taking into account, without limitation, (a) the preliminary valuations of CK Properties and WE Properties as at 31 May 2019; and (b) the unaudited net asset values of CKL, CK HK Subsidiary, CK PRC Subsidiary A and CK PRC Subsidiary B as at 30 April 2019. The consideration under the conditional sale and purchase agreement is in the form of exchanging WE Shares for CK Shares. The exchange ratio has been determined as 1 CK Share in exchange for 1 WE Share. The preliminary valuations (both of the record date 31 May 2019) (a) of the properties held by CK PRC Subsidiary B was prepared based on market approach and income approach (not involving discounted cash flow method) and is RMB2,398 million (approximately HK$2,733.7 million); and (b) of the properties held by WE PRC Subsidiary B was prepared based on market approach and is RMB682 million (approximately HK$777.5 million).

有條件買賣協議項下之代價乃由本公司及賣方按照正常商業條款並經考慮(不限於)(a) CK房地產及WE房地產於二零一九年五月三十一日之初步估值；及(b) CKL、CK香港附屬公司、CK中國附屬公司A及CK中國附屬公司B於二零一九年四月三十日之未經審核資產淨值後通過公平磋商釐定。有條件買賣協議之代價的形式為以WE股份交換CK股份。交換比率釐定為1股CK股份交換1股WE股份。(a) CK中國附屬公司B所持有之房地產於記錄日期(二零一九年五月三十一日)之初步估值乃基於市場法及收入法(不包括貼現現金流量法)編製，即為人民幣2,398,000,000元(約2,733,700,000港元)；及(b) WE中國附屬公司B所持有之房地產於該日的初步估值乃基於市場法編製，即為人民幣682,000,000元(約777,500,000港元)。

The Directors (including all the independent non-executive Directors) consider that the acquisition and the disposal and the terms of the conditional sale and purchase agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

董事(包括全體獨立非執行董事)認為，收購事項及出售事項以及有條件買賣協議之條款乃按正常商業條款訂立，屬公平合理，符合本公司及股東的整體利益。

All the conditions precedents set out in the conditional sale and purchase agreement have been fulfilled and the completion took place on 31 October 2019 (the "Completion").

有條件買賣協議所載之所有先決條件已達成並於二零一九年十月三十一日完成(「完成」)。

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈，經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

Prior to the date of the conditional sale and purchase agreement, (a) the following loan agreements had already been respectively entered into (i) between CK PRC Subsidiary A and Beijing Guolong; and (ii) between CK PRC Subsidiary B and Beijing Xinrui Microfinance Company Limited* (北京鑫銳小額貸款有限公司) ("Beijing Xinrui"); (b) the charge dated 23 April 2018 (as amended and supplemented by two supplemental agreements dated 27 August 2018 and 20 November 2018, respectively) over certain properties owned by Beijing Guorui Property in respect of the payment obligations of CK PRC Subsidiary A for the redemption amount had already been entered into by Beijing Guorui Property in favour of Kunlun Trust Co., Ltd.* (昆倫信託有限責任公司) ("Limited Partner A") (the "Beijing Guorui Property Charge"); and (c) the Renewed Guorui Hotel Tenancy Agreement I had already been entered into by CK PRC Subsidiary B and Guorui Hotel Management Co., Ltd* (北京國銳酒店管理有限公司) ("Guorui Hotel Management").

於有條件買賣協議日期前，(a)(i) CK中國附屬公司A與北京國隆；及(ii) CK中國附屬公司B與北京鑫銳小額貸款有限公司(「北京鑫銳」)已分別訂立以下貸款協議；(b)北京國銳已訂立就CK中國附屬公司A有關贖回金額之付款責任，於二零一八年四月二十三日(分別經日期為二零一八年八月二十七日及二零一八年十一月二十日之兩份補充協議修訂及補充)作出其擁有之若干房地產抵押，受益方為昆倫信託有限責任公司(「有限合夥人A」)(「北京國銳房地產抵押」)；及(c) CK中國附屬公司B與北京國銳酒店管理有限公司(「國銳酒店管理」)已訂立經重續國銳酒店租賃協議一。

(i) Guolong Loan Agreement

Date:	26 June 2018
Borrower:	CK PRC Subsidiary A
Lender:	Beijing Guolong, a company ultimately held by Ms. Li Chang who is an associate of Mr. Wei Chunxian and a connected person of the Company, and hence is the associate of Mr. Wei Chunxian and a connected person of the Company
Principal amount of the loan:	RMB50 million
Term:	From 27 June 2018 to 26 June 2023
Interest rate:	Nil
Security:	Nil
Repayment:	(1) repayment of RMB28.3 million by 1 June 2019; (2) repayment of the remaining RMB21.7 million at the maturity

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019,which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

(i) 國隆貸款協議

日期:	二零一八年六月二十六日
借款人:	CK中國附屬公司A
貸款人:	北京國隆，一間最終由魏純暹先生之聯繫人及本公司之關連人士李暢女士持有的公司，且因此為魏純暹先生之聯繫人及本公司之關連人士
貸款之本金額:	人民幣50,000,000元
年期:	二零一八年六月二十七日至二零二三年六月二十六日
利率:	無
擔保:	無
償還:	(1) 二零一九年六月一日償還人民幣28,300,000元； (2) 到期時償還餘下人民幣21,700,000元

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈及日期為二零一九年九月三十日之通函，經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

(ii) *Xinrui Loan Agreement*

Date:	20 September 2018
Borrower:	CK PRC Subsidiary B
Lender:	Beijing Xinrui, a company held by Beijing Guolong as to 30%, and hence is also the associate of Mr. Wei Chunxian and a connected person of the Company
Principal amount of the loan:	RMB10 million
Term:	12 months from the date of drawdown of the loan
Interest rate:	12% per annum
Security:	Nil
Repayment:	repayment of the loan at the maturity

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

(iii) *Wanzecheng Loan Agreement*

Date:	1 December 2017
Borrower:	CK PRC Subsidiary A
Lender:	Beijing Wanzecheng Investment Consulting Center* (北京萬澤誠投資顧問中心)
Principal amount of the loan:	RMB1 million
Term:	3 years, commencing on 4 December 2017
Interest rate:	Interest-free
Security:	Nil
Repayment:	Repayment of the loan at the maturity

(ii) *鑫銳貸款協議*

日期:	二零一八年九月二十日
借款人:	CK中國附屬公司B
貸款人:	北京鑫銳，一間由北京國隆持有30%股份之公司，因此亦為魏純暹先生之聯繫人及本公司關連人士
貸款之本金額:	人民幣10,000,000元
年期:	貸款提取日期起計12個月
利率:	年利率12%
擔保:	無
償還:	於到期時償還貸款

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈及日期為二零一九年九月三十日之通函，經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

(iii) *萬澤誠貸款協議*

日期:	二零一七年十二月一日
借款人:	CK中國附屬公司A
貸款人:	北京萬澤誠投資顧問中心
貸款之本金額:	人民幣1,000,000元
年期:	三年，自二零一七年十二月四日開始
利率:	免息
擔保:	無
償還:	於到期時償還貸款

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

(iv) Guorui Property Charge

Date:	23 April 2018 (as amended and supplemented by two supplemental agreements dated 27 August 2018 and 20 November 2018, respectively)
Chargor:	Beijing Guorui Property
Chargee:	Limited Partner A
Charged assets:	Certain properties owned by Beijing Guorui Property
Term:	From 20 April 2018 to 20 October 2020
Amount being secured:	RMB690 million (i.e. the maximum amount of redemption amount payable by CK PRC Subsidiary A to Limited Partner A.)

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈及日期為二零一九年九月三十日之通函，經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

(iv) 國銳房地產抵押

日期：	二零一八年四月二十三日(分別經日期為二零一八年八月二十七日及二零一八年十一月二十日之兩份補充協議修訂及補充)
押記人：	北京國銳
受押人：	有限合夥人A
受押資產：	由北京國銳擁有的若干物業
年期：	二零一八年四月二十日至二零二零年十月二十日
擔保金額：	人民幣690,000,000元(即CK中國附屬公司A向有限合夥人A應付的最高贖回金額。)

It is intended that the loan agreements and the Beijing Guorui Property Charge will continue after the Completion. Since CK PRC Subsidiary A and CK PRC Subsidiary B will be the subsidiaries of the Company upon Completion, the loan agreements, the Guorui Property Charge and the transactions contemplated thereunder will constitute provisions of financial assistances from connected persons to the Group under the Listing Rules.

貸款協議及北京國銳房地產抵押擬將於完成後繼續。由於CK中國附屬公司A及CK中國附屬公司B於完成後將成為本公司之附屬公司，根據上市規則，貸款協議、國銳房地產抵押及其項下擬進行之交易將構成關連人士向本集團提供的財務資助。

As the transactions contemplated under the loan agreements and the Guorui Property Charge are conducted on normal commercial terms or better and they are not, and will not be, secured by the assets of the Group, the transactions contemplated under the Loan Agreements and the Guorui Property Charge are fully exempt connected transactions pursuant to Rule 14A.90 of the Listing Rules.

由於貸款協議及國銳房地產抵押項下擬進行之交易乃按一般商業條款或更佳條款進行，且並非及將不會以本集團資產作抵押，貸款協議及國銳房地產抵押項下擬進行之交易乃根據上市規則第14A.90條屬全面豁免關連交易。

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈及日期為二零一九年九月三十日之通函，經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

(v) Renewed Guorui Hotel Tenancy Agreement I

(v) 經重續國銳酒店租賃協議一

As disclosed in the announcements of the Company dated 16 July 2019 and 1 August 2019, WE PRC Subsidiary B and Guorui Hotel had entered into the Guorui Hotel Tenancy Agreement I, which expired on 31 July 2019. On 1 August 2019, WE PRC Subsidiary B and Guorui Hotel had entered into the Renewed Guorui Hotel Tenancy Agreement I to renew the Guorui Hotel Tenancy Agreement I.

誠如本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈所披露，WE中國附屬公司B及國銳酒店已訂立國銳酒店租賃協議一，該協議於二零一九年七月三十一日到期。於二零一九年八月一日，WE中國附屬公司B及國銳酒店已訂立經重續國銳酒店租賃協議一，以重續國銳酒店租賃協議一。

Date:	1 August 2019	日期:	二零一九年八月一日
Landlord:	WE PRC Subsidiary B	房東:	WE中國附屬公司B
Tenant:	Guorui Hotel Management	租戶:	國銳酒店管理
Premises:	No. 101–102 of the 1st Floor, No. 101–103 of the 1st Floor of Basement, No. 201-210 of the 2nd floor of Basement, No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市 北京經濟技術開發區榮華南路1號院3號樓一層101-102號、負一層101-103號、負二層201-210號)	物業:	北京市北京經濟技術開發區榮華南路1號院3號樓一層101–102號、負一層101–103號、負二層201–210號
Gross floor area:	23,525.54 square meters	總樓面面積:	23,525.54平方米
Term:	From 1 August 2019 to 31 July 2022	年期:	二零一九年八月一日至二零二二年七月三十一日
Rent:	RMB846,919.44 per month (equivalent to approximately HK$965,488.16) to be payable monthly in advance The monthly rental payment of the Renewed Guorui Hotel Tenancy Agreement I was determined between the parties with reference to, among other things, the current market rent for similar properties in the vicinity.	租金:	每月人民幣846,919.44元(相當於約965,488.16港元),須每月提前支付 經重續國銳酒店租賃協議一的每月租金由訂約方參考(其中包括)附近類似物業的現時市場租金釐定。
Total rental payment payable during the term:	RMB30,489,099.84 (equivalent to approximately HK$34,757,573.82)	於年期內應付的租金總額:	人民幣30,489,099.84元(相當於約34,757,573.82港元)
Usage:	Office and operation	用途:	辦公及營運

It is intended that the Renewed Guorui Hotel Tenancy Agreement I continues after Completion. Subject to Completion, the Company will recognize the total rental fees payable under the Renewed Guorui Hotel Tenancy Agreement I as the value of the right-of-use assets on the financial statements of the Group in accordance with HKFRS 16 "Leases". Accordingly, the transactions contemplated under the Renewed Guorui Hotel Tenancy Agreement I are regarded as an acquisition of asset by Guorui Hotel Management for the purpose of the Listing Rules.

經重續國銳酒店租賃協議一擬將於完成後持續。待完成後,本公司將根據香港財務報告準則第16號「租賃」於本集團財務報表確認經重續國銳酒店租賃協議一項下應付租賃費用總額為使用權資產的價值。因此,就上市規則而言,經重續國銳酒店租賃協議一項下擬進行之交易將被視為國銳酒店管理的資產收購。

Since WE PRC Subsidiary B will be a company indirectly held by Mr. Wei Chunxian as to 91% upon Completion, WE PRC Subsidiary B will become an associate of Mr. Wei Chunxian and the Renewed Guorui Hotel Tenancy Agreement I and the transactions contemplated thereunder constitute an acquisition of assets from connected person under the Listing Rules.

由於WE中國附屬公司B於完成後將成為由魏純暹先生間接持有91%的公司，WE中國附屬公司B將成為魏純暹先生之聯繫人，且經重續國銳酒店租賃協議一及其項下擬進行之交易將根據上市規則構成自關連人士之資產收購。

As Mr. Wei Chunxian and Mr. Sun Zhongmin are considered having a material interest in the Renewed Guorui Hotel Tenancy Agreement I, they had abstained from voting at the Board resolutions approving the Renewed Guorui Hotel Tenancy Agreement I and the transactions contemplated thereunder.

由於魏純暹先生及孫仲民先生被視為於經重續國銳酒店租賃協議一擁有重大權益，彼等已就批准經重續國銳酒店租賃協議一及其項下擬進行之交易之董事局決議案放棄投票。

Since the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the transaction contemplated under the Renewed Guorui Hotel Tenancy Agreement I exceed 0.1% but are below 5%, the transaction contemplated under the Renewed Guorui Hotel Tenancy Agreement I is therefore exempt from the circular (including independent financial advice) and shareholders' approval requirements under Chapter 14A of the Listing Rules.

由於上市規則第14.07條所載有關經重續國銳酒店租賃協議一項下擬進行交易之適用百分比率超過0.1%但低於5%，故經重續國銳酒店租賃協議一項下擬進行交易獲豁免遵守上市規則第14A章項下通函(包括獨立財務意見)及股東批准規定。

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting.

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈及日期為二零一九年九月三十日之通函，經獨立股東於股東特別大會上批准。

B. Continuing connected transactions subject to annual review and disclosure requirements under Chapter 14A.60 of the Listing Rules

(1) Ruilai Tenancy Agreement

Date:	12 January 2017 (as amended on 7 July 2017)
Parties:	(1) Beijing Guorui Property (as landlord) *(Note 1)* (2) Beijing Ruilai Recreational Fitness Company Limited ("Ruilai Recreational") (as tenant)
Premises:	Second Floor, Block B1-B2, Jinchang'an Building, No. 82 Donghuan 4th Road Central, Chaoyang District, Beijing, PRC* (北京市朝陽區東環四路中路82號金長安大廈B1-B2座2層號) of a total gross area of approximately 2,160 square metres.
Term:	1 February 2017 to 31 August 2019
Rent:	approximately RMB328,542 per month The annual rental payment payable by Ruilai Recreational to Guorui Property Development are as follows:

		From 1 February 2017 to 31 January 2018 二零一七年二月一日至二零一八年一月三十一日	From 1 February 2018 to 31 January 2019 二零一八年二月一日至二零一九年一月三十一日	From 1 February 2019 to 31 August 2019 二零一九年二月一日至二零一九年八月三十一日
Annual rental amount *(approx. in RMB)*	年租金 *(約人民幣)*	3,942,504	3,942,504	2,299,794
(approx. in HKD)	*(約港元)*	4,527,020	4,527,020	2,640,761

Actual transaction amount during 1 January 2019 to 31 August 2019:	RMB2,628,336 (equivalent of approximately HK$2,981,271)
Usages:	Fitness centre
Management fee:	Ruilai Recreational shall pay a property management fee to 北京澳西商業管理有限公司 (AOCEAN Business Management Company Limited*), an indirect wholly-owned subsidiary of the Group, of approximately RMB45,995 per month

B. 須遵守年度審核及上市規則第14A.60條披露規定之持續關連交易

(1) 銳萊租賃協議

日期：	二零一七年一月十二日(於二零一七年七月七日修訂)
訂約方：	(1) 北京國銳(作為房東) *(附註1)* (2) 北京銳萊康體健身有限公司(「銳萊康體」)(作為租戶)
物業：	中國北京市朝陽區東環四路中路82號金長安大廈B1-B2座2層號，總面積約2,160平方米。
年期：	二零一七年二月一日至二零一九年八月三十一日
租金：	每月約人民幣328,542元 銳萊康體每年向國銳房地產開發應付租金如下：

		From 1 February 2017 to 31 January 2018 二零一七年二月一日至二零一八年一月三十一日	From 1 February 2018 to 31 January 2019 二零一八年二月一日至二零一九年一月三十一日	From 1 February 2019 to 31 August 2019 二零一九年二月一日至二零一九年八月三十一日
Annual rental amount *(approx. in RMB)*	年租金 *(約人民幣)*	3,942,504	3,942,504	2,299,794
(approx. in HKD)	*(約港元)*	4,527,020	4,527,020	2,640,761

於二零一九年一月一日至二零一九年八月三十一日之實際交易金額：	人民幣2,628,336元 (相當於約2,981,271港元)
用途：	健身中心
管理費：	銳萊康體亦將向本集團間接全資附屬公司北京澳西商業管理有限公司每月支付物業管理費約人民幣45,995元

		From 1 February 2017 to 31 January 2018 二零一七年二月一日至二零一八年一月三十一日	From 1 February 2018 to 31 January 2019 二零一八年二月一日至二零一九年一月三十一日	From 1 February 2019 to 31 August 2019 二零一九年二月一日至二零一九年八月三十一日
Annual management fee amount	年度管理費金額			
(approx. in RMB)	*(約人民幣)*	551,940	551,940	321,965
(approx. in HKD)	*(約港元)*	633,771	633,771	369,700

Actual transaction amount during 1 January 2019 to 31 August 2019: RMB367,960 (equivalent of approximately HK$417,370)

於二零一九年一月一日至二零一九年八月三十一日之實際交易金額：人民幣367,960元(相當於約417,370港元)

Ruilai Recreational is owned as to 80% by the Company and 20% by Xinrong (Beijing) Investment Fund Management Company Limited* (鑫隆(北京)投資基金管理有限公司), which is a company established in the PRC and indirectly wholly-owned by an associate of Mr. Wei Chunxian and Mr. Sun Zhongmin. As stated in Note 1, Beijing Guorui Property is a connected person of the Company. As such, the provision of property management services by AOCEAN Business Management to Ruilai Recreational under the Ruilai Tenancy Agreement and the Ruilai Tenancy Agreement constitute connected transactions under chapter 14A of the Listing Rules.

本公司及鑫隆(北京)投資基金管理有限公司(於中國成立，由魏純暹先生的聯繫人及孫仲民先生間接全資擁有的公司)擁有銳萊康體80%及20%之權益。如附註1所述，北京國銳為本公司之關連人士。因此，由澳西商業管理向銳萊康體根據銳萊租賃協議提供之物業管理服務及銳萊租賃協議構成上市規則第14A章項下之關連交易。

The transaction was announced by the Company in its announcement dated 7 July 2017.

該交易發表於本公司日期為二零一七年七月七日之公佈。

(2) Ronghua Travel Tenancy Agreement

Date:	12 July 2014
Parties:	(1) Beijing Guorui Property (as landlord) *(Note 1)* (2) Beijing Ronghua Tiandi International Travel Agency Company Limited ("Ronghua Travel") (as tenant)
Premises:	No. 1008, Unit 2, Block 2–1, Block 2, No. 82, Dongsihuan Road Central, Chaoyang District, Beijing, PRC (#北京市朝陽區東四環中路82號2座2–1座2單元1008) of a total gross area of approximately 86 square meters.
Term:	from 1 July 2014 to 30 June 2019
Rent:	free of charge
Usage:	registered office of Ronghua Travel

The transaction was announced by the Company in its announcement dated 7 July 2017.

(3) Ronghua Advertising Tenancy Agreement

Date:	30 June 2014
Parties:	(1) Beijing Guorui Property (as landlord) *(Note 1)* (2) Beijing Ronghua Tiandi Advertising Company Limited ("Ronghua Advertising") (as tenant)
Premises:	No. 802, Unit 1, Block 2–1, No. 82 Dongsihuan Road Central, Chaoyang District, Beijing, PRC (#北京市朝陽區東四環中路82號2–1座1單元802號) of a total gross area of approximately 86 square meters.
Term:	1 July 2014 to 30 June 2019
Rent:	free of charge
Usage:	registered office of Ronghua Advertising

The transaction was announced by the Company in its announcement dated 7 July 2017.

(2) 榮華旅行租賃協議

日期:	二零一四年七月十二日
訂約方:	(1) 北京國銳(作為房東) *(附註1)* (2) 北京榮華天地國際旅行社有限公司(「榮華旅行」)(作為租戶)
物業:	中國北京市朝陽區東四環中路82號2座2–1座2單元1008，總面積約86平方米。
年期:	二零一四年七月一日至二零一九年六月三十日
租金:	免費
用途:	榮華旅行之註冊辦事處

該交易發表於本公司日期為二零一七年七月七日之公佈。

(3) 榮華廣告租賃協議

日期:	二零一四年六月三十日
訂約方:	(1) 北京國銳(作為房東) *(附註1)* (2) 北京榮華天地廣告有限公司(「榮華廣告」)(作為租戶)
物業:	中國北京市朝陽區東四環中路82號2–1座1單元802號)，總面積約86平方米。
年期:	二零一四年七月一日至二零一九年六月三十日
租金:	免費
用途:	榮華廣告之註冊辦事處

該交易發表於本公司日期為二零一七年七月七日之公佈。

(4) Crystal Tree Tenancy Agreement

Date:	1 August 2016 (as amended on 7 July 2017)
Parties:	(1) Beijing Guorui Property (as landlord) *(Note 1)* (2) Beijing Crystal Tree Commercial Management Company Limited ("Crystal Tree") (as tenant)
Premises:	No. 12, Block 1, No. 69 Chaoyang Road, Chaoyang District, Beijing, PRC* (北京市朝陽區朝陽路69號1樓12號) of a total gross floor area of approximately 2,000 square meters.
Term:	3 years from 1 August 2016
Rent:	free of charge
Usage:	registered office of Crystal Tree and operation of spa center

The transaction was announced by the Company in its announcement dated 7 July 2017.

Ronghua Travel, Ronghua Advertising and Crystal Tree are indirect wholly-owned subsidiaries of the Company. As stated in Note 1, Beijing Guorui Property is a connected person of the Company. As such, Ronghua Travel Tenancy Agreement, Ronghua Advertising Tenancy Agreement and Crystal Tree Tenancy Agreement constitute connected transactions under Chapter 14A of the Listing Rules.

(4) 水晶樹租賃協議

日期：	二零一六年八月一日(於二零一七年七月七日修訂)
訂約方：	(1) 北京國銳(作為房東) *(附註1)* (2) 北京水晶樹商務管理有限公司(「水晶樹」)(作為租戶)
物業：	中國北京市朝陽區朝陽路69號1樓12號，總面積約2,000平方米。
年期：	二零一六年八月一日起計三年
租金：	免費
用途：	水晶樹之註冊辦事處及經營水療中心

該交易發表於本公司日期為二零一七年七月七日之公佈。

榮華旅行、榮華廣告及水晶樹為本公司之間接全資附屬公司。如附註1所述，北京國銳為本公司之關連人士。因此，榮華旅行租賃協議、榮華廣告租賃協議及水晶樹租賃協議構成上市規則第14A章項下之關連交易。

(5) Ruilai Recreational Tenancy Agreement

Date:	13 June 2017
Parties:	(1) WE PRC Subsidiary B (as landlord) (2) Ruilai Recreational (as tenant)
Premises:	Units 103–05, Block 3, No. 1 Ronghua South Road, Daxing District, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓103–05號) of a total gross floor area of approximately 50 square meters.
Term:	3 years from 13 June 2017
Rent:	RMB97,200 (equivalent of approximately HK$121,250) per year
Usage:	registered office of Crystal Tree and operation of spa center
Actual transaction amount during 1 January 2019:	RMB81,000 (equivalent of approximately HK$91,800)

The transaction was announced by the Company in its announcement dated 31 May 2018. The transaction was undertaken between a subsidiary of Wholly Express Limited which was disposed of by the Group on 31 October 2019. The amounts of transactions with the connected period disclosed above related to transactions undertaken during the period from 1 January 2019 to 31 October 2019.

(6) Gym Services Agreement

Date:	31 May 2018
Parties:	(1) Guorui Hotel Management (2) Ruilai Recreational
Term:	1 June 2018 to 31 May 2020
Subject matter:	Ruilai Recreational is responsible for providing gym management services for Guorui Hotel Management's gym situated at Units 103–05, Block 3, No.1 Ronghua South Road, Daxing District, Beijing, the PRC* (北京經濟技術開發區榮華南路1號院3號樓103-05號)

(5) 銳萊康體租賃協議

日期：	二零一七年六月十三日
訂約方：	(1) WE中國附屬公司B(作為業主) (2) 銳萊康體(作為租戶)
物業：	中國北京市北京經濟技術開發區榮華南路1號院3號樓103–05號，總面積約50平方米。
年期：	二零一七年六月十三日起計三年
租金：	每年人民幣97,200元(相當於約121,250港元)
用途：	水晶樹之註冊辦事處及經營水療中心
於二零一九年一月一日之實際交易金額：	人民幣81,000元(相當於約91,800港元)

該交易發表於本公司日期為二零一八年五月三十一日之公佈。該交易由本集團於二零一九年十月三十一日出售的Wholly Express Limited之附屬公司之間進行。上述披露與關連期之交易的金額與二零一九年一月一日至二零一九年十月三十一日期間進行的交易有關。

(6) 健身室服務協議

日期：	二零一八年五月三十一日
訂約方：	(1) 國銳酒店管理 (2) 銳萊康體
年期：	二零一八年六月一日至二零二零年五月三十一日
主體事項：	銳萊康體負責向國銳酒店管理位於中國北京市北京經濟技術開發區榮華南路1號院3號樓103-05號之健身室提供健身室管理服務

Service fee:

Guorui Hotel Management shall pay Ruilai Recreational in cash on a monthly basis RMB420,000 (equivalent to approximately HK$525,000) as part payment of its service fee. The monthly service fee payable will be determined based on 35% of Guorui Hotel Management's monthly operating revenue. The aforementioned service fee has been determined with reference to the historical operating revenue of Guorui Hotel Management and the price quotations from two independent third parties for the provision of similar services to that of Ruilai Recreational under the Gym Services Agreement.

The service fee payable is subject to the following cap, which is determined with reference to the historical operating revenues of Guorui Hotel Management and the price quotations from two independent third parties for the provision of similar services to that of Ruilai Recreational under the Gym Services Agreement:

服務費：

國銳酒店管理應每月向銳萊康體支付現金人民幣420,000元(相等於約525,000港元)，作為其服務費之部分付款。應付之每月服務費將按國銳酒店管理之每月經營收入之35%釐定。上述服務費已參照國銳酒店管理之歷史經營收入，以及兩名獨立第三方就提供與銳萊康體根據健身室服務協議所提供者相若之服務發出之報價釐定。

應付服務費須受以下參照國銳酒店管理之歷史經營收入，以及兩名獨立第三方就提供與銳萊康體根據健身室服務協議所提供者相若之服務發出之報價釐定之上限規限：

		From 1 June 2018 to 31 December 2018 二零一八年六月一日至二零一八年十二月三十一日	From 1 January 2019 to 31 December 2019 二零一九年一月一日至二零一九年十二月三十一日	From 1 January 2020 to 31 May 2020 二零二零年一月一日至二零二零年五月三十一日
Annual management fee amount *(approx. in RMB)*	年度管理費金額*(約人民幣)*	2,940,000	5,040,000	2,100,000
(approx. in HKD)	*(約港元)*	3,675,000	6,300,000	2,625,000

The monthly payments made by Guorui Hotel Management will add up to the caps above. An assessment will be made within 30 days after each of the three periods described above to determine the amount of service fee that should have been charged for such period based on 35% of Guorui Hotel Management's monthly operating revenue. If it is determined that:

國銳酒店管理支付之每月付款將會累計，直至上述上限為止。於上述三個期間各自結束後30天內，將會進行一次評估，以按國銳酒店管理每月經營收入之35%釐定有關期間應收取之服務費金額。倘結論為：

(i) the amount of service fee that should be charged for the relevant period (i.e. 35% of the actual amount of operating revenue of Guorui Hotel Management) is in excess of the above cap for the corresponding period (i.e. the aggregate monthly payments received), Guorui Hotel Management will not be required to pay any additional amount to Ruilai Recreational; or

(i) 相關期間應收取之服務費金額(即國銳酒店管理之經營收入實際金額之35%)超出上述相應期間之上限(即已收取每月付款總額),則國銳酒店管理將無須向銳萊康體支付任何額外金額;或

(ii) the amount of service fee that should be charged for the relevant period (i.e. 35% of the actual amount of operating revenue of Guorui Hotel Management) is less than the amount of the above cap for the corresponding period (i.e. the aggregate monthly payments received), then Ruilai Recreational shall return to Guorui Hotel Management the difference between the service fee chargeable for that period and the fees actually paid by Guorui Hotel Management during such period within 30 days after such assessment.

(ii) 相關期間應收取之服務費金額(即國銳酒店管理之經營收入實際金額之35%)少於上述相應期間上限金額(即已收取每月付款總額),則銳萊康體將於有關評估後30天內,向國銳酒店管理退回該期間可收取服務費與國銳酒店管理於有關期間內實際已付費用之差額。

Option to renew: Guorui Hotel Management and Ruilai Recreational may negotiate within seven days prior to the expiry of the Gym Services Agreement whether to renew. The renewal of the Gym Services Agreement is subject to compliance with applicable Listing Rules.

重續選擇權: 國銳酒店管理及銳萊康體可於健身室服務協議屆滿前七天內磋商是否續約。重續健身室服務協議須遵守適用上市規則。

Actual transaction amount during the Year: RMB4,200,000 (equivalent of approximately HK$4,763,970)

於本年度之實際交易金額:人民幣4,200,000元(相當於約4,763,970港元)

On 21 October 2019, Guorui Hotel Management and Xinrong (Beijing) Investment Fund Management Company Limited* (鑫隆(北京)投資基金管理有限公司) entered into an equity transfer agreement to formalise the pre-existing repurchase obligation and the consideration for the 20% equity interest of Ruilai Recreational in accordance with the terms and conditions of capital injection agreement entered into in July 2016.

於二零一九年十月二十一日,國銳酒店管理與鑫隆(北京)投資基金管理有限公司訂立股權轉讓協議,以根據於二零一六年七月訂立的注資協議的條款及條件正式確立預設回購責任及銳萊康體20%股權之代價。

Following the completion of transfer of the equity, Ruilai Recreational became a wholly-owned subsidiary of the Company. Xinrong (Beijing) Investment Fund Management Company Limited* (鑫隆(北京)投資基金管理有限公司) no longer holds the equity interest in Ruilai Recreational. Therefore, the above Gym Services Agreement is no longer a continuing connected transaction of the Company since 21 October 2019.

緊隨股權轉讓完成後,銳萊康體將成為本公司的全資附屬公司。鑫隆(北京)投資基金管理有限公司不再持有銳萊康體的股權。因此,自二零一九年十月二十一日起,上述健身室服務協議不再為本公司的持續關連交易。

The transaction was announced by the Company in its announcement dated 31 May 2018.

該交易發表於本公司日期為二零一八年五月三十一日之公佈。

(7) Winzone Tenancy Agreement

Date:	31 May 2018 (as supplemented on 9 November 2018)
Parties:	(1) WE PRC Subsidiary B (as landlord) (2) Beijing Guorui Property (as tenant) *(Note 1)*
Term:	1 June 2018 to 31 May 2020
Premise:	Unit 103, 1/F, Block 3, No. 1 Ronghua South Road, Daxing District, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓一層103號) of a total gross area of approximately 4,445 square meters (1 June 2018 to 9 November 2018)/1,791 square meters (10 November 2018 to 31 May 2020)
Usage:	For office or operation only
Rent:	approximately RMB200,040.30 per month (inclusive of VAT) (1 June 2018 to 9 November 2018) approximately RMB80,595 per month (inclusive of VAT) (10 November 2018 to 31 May 2020)

(7) 勝域租賃協議

日期：	二零一八年五月三十一日(於二零一八年十一月九日經補充)
訂約方：	(1) WE中國附屬公司B(作為業主) (2) 北京國銳(作為租戶)*(附註1)*
年期：	二零一八年六月一日至二零二零年五月三十一日
物業：	中國北京市北京經濟技術開發區榮華南路1號院3號樓一層103號，總面積約4,445平方米(二零一八年六月一日至二零一八年十一月九日)／1,791平方米(二零一八年十一月十日至二零二零年五月三十一日)
用途：	只可作辦公室或業務用途
租金：	每月約人民幣200,040.30元(含增值稅)(二零一八年六月一日至二零一八年十一月九日) 每月約人民幣80,595元(含增值稅)(二零一八年十一月十日至二零二零年五月三十一日)

		Year ending 31 December 截至十二月三十一日止年度		
		2018 二零一八年	**2019 二零一九年**	**2020 二零二零年**
Annual cap on rental amount	年度管理費金額			
(approx. in RMB)	*(約人民幣)*	1,197,226	967,140	402,976
(approx. in HKD)	*(約港元)*	1,352,865	1,092,868	455,363

Actual transaction amount during the Year: RMB805,000 (equivalent of approximately HK$913,090)

於本年度之實際交易金額：人民幣805,000元(相當於約913,090港元)

The transaction was announced by the Company in its announcements dated 31 May 2018 and 9 November 2018 respectively.

該交易發表於本公司日期為二零一八年五月三十一日及二零一八年十一月九日之公佈。

On 31 October 2019, WE PRC Subsidiary B is no longer a wholly-owned subsidiary of the Company. Therefore, the above Winzone Tenancy Agreement is no longer a continuing connected transaction of the Company since 31 October 2019.

於二零一九年十月三十一日，WE中國附屬公司B不再為本公司的全資附屬公司。因此，自二零一九年十月三十一日起，上述勝域租賃協議不再為本公司的持續關連交易。

Prior to the date of the conditional sale and purchase agreement, the following tenancy agreements had already been entered into between WE PRC Subsidiary B with various subsidiaries of the Company. Details of the tenancy agreements are summarized below:

(i) Guorui Hotel Tenancy Agreement II

Date: 5 July 2017

Landlord: WE PRC Subsidiary B

Tenant: Guorui Hotel Management

Premises: No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓)

Gross floor area: 18 square meters

Term: From 5 July 2017 to 4 July 2020

Rent: RMB1,095 per month, calculated based on the rate of RMB2 per day per square meter

The monthly rent of Guorui Hotel Tenancy Agreement II was determined between the parties with reference to, among other things, the then current market rent at the time payable for similar properties in the vicinity.

The annual rental payments paid and to be payable by Guorui Hotel Management to WE PRC Subsidiary B are as follows:

		From 5 July 2017 to 31 December 2017 二零一七年七月五日至二零一七年十二月三十一日	From 1 January 2018 to 31 December 2018 二零一八年一月一日至二零一八年十二月三十一日	From 1 January 2019 to 31 December 2019 二零一九年一月一日至二零一九年十二月三十一日	From 1 January 2020 to 4 July 2020 二零二零年一月一日至二零二零年七月四日
Annual rental amount *(in RMB)*	年租金 *(人民幣)*	6,480	13,140	13,140	6,696
(approx. in HK$)	*(約港元)*	7,387.2	14,979.6	14,979.6	7,633.4

Usage: Office

於有條件買賣協議日期前，WE中國附屬公司B與本公司各附屬公司已訂立下列租賃協議。有關租賃協議之詳情概述如下：

(i) 國銳酒店租賃協議二

日期：二零一七年七月五日

房東：WE中國附屬公司B

租戶：國銳酒店管理

物業：北京市北京經濟技術開發區榮華南路1號院3號樓

總建築面積：18平方米

年期：二零一七年七月五日至二零二零年七月四日

租金：每月人民幣1,095元，乃根據每平方米每日人民幣2元的利率計算

國銳酒店租賃協議二的每月租金由訂約方經參考(其中包括)附近類似物業應付的當時市場租金釐定。

國銳酒店管理每年向WE中國附屬公司B已付及應付租金如下：

用途：辦公

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈以及日期為二零一九年九月三十日之通函，並經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

(ii) Ronghua Tenancy Agreement

Date:	1 January 2019
Landlord:	WE PRC Subsidiary B
Tenant:	Ronghua Travel, a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
Premises:	No.103–104 on the First Floor, No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓103–104)
Gross floor area:	18 square meters
Term:	From 1 January 2019 to 31 December 2019
Rent:	RMB810 per month and RMB9,720 per year, calculated based on the rate of RMB45 per month per square meter The monthly rent of Ronghua Tenancy Agreement was determined after arm's length negotiation between the parties with reference to, among other things, the then current market rent payable at the time for similar properties in the vicinity.
Usage:	Office and operation

(ii) 榮華租賃協議

日期：	二零一九年一月一日
房東：	WE中國附屬公司B
租戶：	榮華旅行，一間於中國成立的有限公司及本公司全資擁有的附屬公司
物業：	北京市北京經濟技術開發區榮華南路1號院3號樓103–104
總樓面面積：	18平方米
年期：	二零一九年一月一日至二零一九年十二月三十一日
租金：	每月人民幣810元及每年人民幣9,720元，乃根據每平方米每月人民幣45元的價格計算 榮華租賃協議的每月租金由訂約方參考(其中包括)附近類似物業應付的當時市場租金經公平磋商後釐定。
用途：	辦公及營運

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈以及日期為二零一九年九月三十日之通函，並經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

(iii) Ruilai Tenancy Agreement

Date:	13 June 2017
Landlord:	WE PRC Subsidiary B
Tenant:	Ruilai Recreational, a company established in the PRC with limited liability and a wholly — owned subsidiary of the Company
Premises:	No.103–105 on the First Floor, No.3 of Building 1, Ronghua South Road, Beijing Economic and Technological Development Zone, Beijing, the PRC* (北京市北京經濟技術開發區榮華南路1號院3號樓103–105)
Gross floor area:	50 square meters
Term:	From 13 June 2017 to 12 June 2020
Rent:	RMB8,100 per month, calculated based on the rate of RMB5.4 per day per square meter The annual rental payments paid and payable by Ruilai Recreational to WE PRC Subsidiary B are as follows:

(iii) 銳萊租賃協議

日期:	二零一七年六月十三日
房東:	WE中國附屬公司B
租戶:	銳萊康體，一間於中國成立的有限公司及一間本公司全資擁有的附屬公司
物業:	北京市北京經濟技術開發區榮華南路1號院3號樓103–105
總樓面面積:	50平方米
年期:	二零一七年六月十三日至二零二零年六月十二日
租金:	每月人民幣8,100元，乃根據每平方米每日人民幣5.4元的價格計算 銳萊康體每年向WE中國附屬公司B已付及應付租金如下:

		From 13 June 2017 to 31 December 2017 二零一七年六月十三日至二零一七年十二月三十一日	From 1 January 2018 to 31 December 2018 二零一八年一月一日至二零一八年十二月三十一日	From 1 January 2019 to 31 December 2019 二零一九年一月一日至二零一九年十二月三十一日	From 1 January 2020 to 12 June 2020 二零二零年一月一日至二零二零年六月十二日
Annual rental amount *(in RMB)*	年租金 *(人民幣)*	49,532	97,200	97,200	43,673
(approx. in HK$)	*(約港元)*	56,466	110,808	110,808	49,787

	The monthly rent of Ruilai Tenancy Agreement was determined after arm's length negotiation between the parties with reference to, among other things, the then current market rent at the time payable for similar properties in the vicinity.	銳萊租賃協議的每月租金由訂約方參考(其中包括)附近類似物業應付的當時市場租金經公平磋商後釐定。
Usage:	Office and operation	用途: 辦公及營運

It is intended that the above tenancy agreements continue after Completion. Since WE PRC Subsidiary B is a company indirectly held by Mr. Wei Chunxian as to 91% upon Completion, WE PRC Subsidiary B becomes an associate of Mr. Wei Chunxian, the above tenancy agreements and the transactions contemplated thereunder constitute continuing connected transactions of the Company under the Listing Rules.

預期上述租賃協議於完成後仍將繼續。由於WE中國附屬公司B於完成後由魏純暹先生間接持有91%，WE中國附屬公司B成為魏純暹先生的聯繫人，因此上述租賃協議及其項下擬進行的交易根據上市規則構成本公司的持續關連交易。

Pursuant to Rule 14A.60 of the Listing Rules, the transactions contemplated under the tenancy agreements are subject to all applicable reporting, annual review and disclosure requirements under Chapter 14A of the Listing Rules.

根據上市規則第14A.60條，租賃協議項下所涉交易須遵守上市規則第14A章項下所有適用的申報、年度審核及披露規定。

The transaction was announced by the Company in its announcements dated 16 July 2019 and 1 August 2019 and its circular dated 30 September 2019, which was approved by independent shareholders at the extraordinary general meeting of the Company held on 21 October 2019.

該交易發表於本公司日期為二零一九年七月十六日及二零一九年八月一日之公佈以及日期為二零一九年九月三十日之通函，並經獨立股東於本公司二零一九年十月二十一日召開之股東特別大會上批准。

C. Connected transaction pursuant to Chapter 14A of the Listing Rules in respect of a shareholder loan

Interest on loan from a shareholder

(1) Date of supplemental agreement:	24 August 2016
Parties:	(i) the Company (ii) Wintime Company Limited ("Wintime"), a company beneficially owned by Mr. Wei Chunxian as to 100% and a controlling shareholder of the Company
Principal amount:	HK$250,000,000
Terms:	Three years from the date of draw-down of the relevant shareholder loan or such other date as mutually agreed by Wintime and the Company
Purposes of shareholder loan:	For financing the working capital requirement of the Group in connection with its property acquisition and development
Interest rate:	2% per annum
Total drawdown loan amount at 31 December 2019:	nil and principal has been fully repaid
Interest during the Year:	approximately HK1,437,235 accrued interest not yet paid
(2) Date of supplemental agreement:	30 July 2019
Parties:	(i) the Company (ii) Wintime
Principal amount:	HK$1,700,000,000
Terms:	Two years from the date of draw-down of the relevant shareholder loan or such other date as mutually agreed by Wintime and the Company
Purposes of shareholder loan:	For financing the working capital requirement of the Group in connection with its property acquisition and development
Interest rate:	2% per annum
Total drawdown loan amount at 31 December 2019:	nil and principal has been fully repaid
Interest during the Year:	interest has been fully repaid

C. 上市規則第14A章所指之關連交易，其乃有關股東貸款

股東貸款利息

(1) 補充協議日期：	二零一六年八月二十四日
訂約方：	(i) 本公司 (ii) Wintime Company Limited（「Wintime」），本公司控股股東魏純暹100%實益擁有之公司
本金額：	250,000,000港元
年期：	提取相關股東貸款之日或Wintime與本公司共同協定的其他日期起為期三年
股東貸款用途：	為本集團物業收購及開發提供所需營運資金
利率：	每年2%
於二零一九年十二月三十一日已提取貸款款項總額：	零及本金已全額償還
本年度利息：	約1,437,235港元應計利息尚未支付
(2) 補充協議日期：	二零一九年七月三十日
訂約方：	(i) 本公司 (ii) Wintime
本金額：	1,700,000,000港元
年期：	提取相關股東貸款之日或Wintime與本公司共同協定的其他日期起為期二年
股東貸款用途：	為本集團物業收購及開發提供所需營運資金
利率：	每年2%
於二零一九年十二月三十一日已提取貸款款項總額：	零及本金已全額償還
本年度利息：	利息已悉數償還

RELATED PARTY TRANSACTIONS

A summary of the significant related party transactions which were undertaken in the normal course of business are set out in note 38 to the consolidated financial statements. For those related party transactions that constituted connected transactions or continuing connected transactions (as the case may be) (other than those described in the section above headed "Connected Transaction and Continuing Connected Transactions") under the Listing Rules, these transactions are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this report in accordance with Rule 14A.56 of the Listing Rules. The Company has provided a signed copy of the said letter to the Stock Exchange.

Save as disclosed otherwise, the related party transaction as disclosed in note 38 to the consolidated financial statements is exempted as connected transaction under chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

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

關聯方交易

在正常業務運作中進行之重大關聯方交易的概要載於綜合財務報表附註38內。有關根據上市規則構成關連交易或持續關連交易(視屬何情況而定)之關聯方交易(在上文「關連交易及持續關連交易」一節內所述者除外),其根據上市規則第14A章獲豁免遵守有關申報、年度審核、公告及獨立股東批准的規定。

本公司核數師獲委聘根據由香港會計師公會發出之香港鑑證委聘準則第3000號「歷史財務資料審核或審閱以外的鑑證委聘」及實務説明第740號「香港上市規則規定的持續關連交易的核數師函件」就本集團之持續關連交易作出匯報。根據上市規則第14A.56條,核數師已經發出無保留意見函件,當中載有其有關本集團在本報告內披露之持續關連交易的結果及結論。本公司已經將上述函件已簽署的副本送交聯交所。

除另有披露者外,根據上市規則第14A章,於綜合財務報表附註38披露之關聯方交易獲豁免為關聯交易。

足夠公眾持股量

於本公佈日期,根據本公司得悉之公開資料及董事所悉,於整個年度,本公司一直按上市規則之規定維持充足之公眾持股量。

EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the outbreak of novel coronavirus (COVID-19) epidemic in early 2020 has led to a series of precautionary and control measures implemented across the globe and temporary suspension of the operation of the Group's Recreational Centre. These events may have had adverse impacts on certain operations of the Group in Mainland China, the UK and the USA. Owing to the inherent nature and unpredictability of future development of the COVID-19 virus epidemic, including epidemic preventive measures imposed by countries in which the Group has operations and the duration of the epidemic, the degree of the adverse impacts of the epidemic and its resulting financial impact on the Group cannot be reasonably estimated at this stage.

Save as otherwise disclosed, the Group does not have any material subsequent event after the Year and up to the date of this announcement.

報告期後事項

於報告期間後，新型冠狀病毒(COVID-19)疫情於二零二零年初爆發，導致全球範圍內實施一系列預防及控制措施，本集團休閒中心的運營暫時中斷。該等事件可能會對本集團於中國大陸、英國及美國的部分業務產生不利影響。由於COVID-19病毒疫情的固有性質及未來發展的不可預測性(包括本集團營運所屬國家所採取的疫情預防措施及疫情持續時間)，疫情的不利影響程度及其對本集團造成的財務影響於現階段無法合理估計。

除另有披露者外，本集團於本年度後且直至本公佈日期並無任何重大後續事件。

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDER

Pursuant to a construction loan agreement (the "Construction Loan Agreement") entered into by and among East Pacific Properties LLC ("East Pacific Properties"), an indirect wholly-owned subsidiary of the Company as borrower, the Company as guarantor and a licensed bank as lender (the "Lender") effective on 27 September 2016, the Lender has agreed to provide a bank loan (the "Loan") in an aggregate amount of not exceeding eighteen million United States Dollars (US$18,000,000.00) which shall be used to finance the direct construction costs and related expenses of the residential and retail buildings and relevant structures to be constructed on the land in Lots 1, 2, 3, 4, 5, 6 and 7 in Block 4 of The Chelsea Green Tract in the City of Santa Monica, County of Los Angeles, State of California of the US. The Loan shall be repaid in full on or before the maturity date (the "Maturity Date"), which is two (2) years after the day on which the Lender first advanced all or a portion of the Loan to East Pacific Properties. The Maturity Date may be extended twice, for periods of one year each, if there is no event of default then existing and East Pacific Properties has paid the Lender an extension fee as stipulated in the Construction Loan Agreement.

與控股股東具體表現關連契諾的貸款協議

根據本公司的間接全資附屬公司East Pacific Properties LLC(「East Pacific Properties」)(作為借款人)、本公司(作為擔保人)與持牌銀行(作為貸款人)(「貸款人」)訂立的一份於二零一六年九月二十七日生效的建造貸款協議(「建造貸款協議」)，貸款人已經同意提供總額不超過一千八百萬美元(18,000,000.00美元)的銀行貸款(「該筆貸款」)，該筆貸款須用作撥付在一幅土地上建造住宅和零售建築物及有關結構的直接建造成本和相關開支，該幅土地位於美國加利福尼亞州洛杉磯聖莫尼卡市Chelsea Green Tract第4區地段1、2、3、4、5、6及7。該筆貸款必須在到期日(「到期日」)或之前全數償還，到期日為貸款人首次把該筆貸款的全部或一部分墊付給East Pacific Properties當天以後兩(2)年。如果到時候沒有發生失責事項，而East Pacific Properties已經按照建造貸款協議內所規定支付延期費給貸款人，則到期日可以推遲兩次，每次為期一年。

Pursuant to the Construction Loan Agreement, it shall constitute an event of default if Mr. Wei Chunxian, the controlling shareholder (has the meaning ascribed to it under the Listing Rules), an executive Director and the Chairman, does not maintain direct management in East Pacific Properties under which circumstance the Lender may in its absolute discretion declare all amounts owing by East Pacific Properties under the Construction Loan Agreement immediately due and payable.

根據建造貸款協議，如果控股股東(具有上市規則賦予此詞之涵義)、執行董事兼主席魏純暹先生並沒有維持對East Pacific Properties的直接管理權，則構成失責事項，在該情況下，貸款人可以全權酌情宣告East Pacific Properties根據建造貸款協議所欠負的所有款項立即到期及須立即償還。

CORPORATE GOVERNANCE

The Company is committed to maintaining the quality of corporate governance so as to ensure better transparency of the Company, protection of shareholders' and stakeholders' rights and enhance shareholder value. In the opinion of the Board, the Company had complied with all code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules during the Year except the derivations of code provisions E.1.2 and F.1.2 stated in the Corporate Governance Report on pages 76 to 77.

企業管治

本公司致力維持企業管治質素，以確保本公司有更高透明度、保障股東及持份者權益以及提高股東價值。董事局認為，除第76至77頁的企業管治報告所載偏離守則條文第E.1.2及F.1.2條外，本公司於本年度已遵守上市規則附錄十四所載《企業管治守則》項下之所有守則條文。

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiry of the Directors, all of the Directors have complied with, for any part of the accounting year covered by this report, the required standard set out in the Model Code.

遵守標準守則

本公司已採納上市規則附錄十所載之標準守則作為其有關董事進行證券交易的守則。在向董事作出特定查詢後，在本報告所涵蓋之會計年度的任何部分，各董事已經遵守標準守則所訂的標準，惟企業管治報告內所披露者除外。

DIRECTORS AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed under the sections headed "Connected Transaction and Continuing Connected Transactions" and "Related Party Transactions" of this report, there were no contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance (whether or not for the provision of services) in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事及控權股東於合約之權益

除本報告「關連交易及持續關連交易」及「關聯方交易」章節所披露者外，本公司或本公司之任何附屬公司概無於本年度結束時或本年度任何時間訂立與本公司業務有關且董事於其中直接或間接擁有重大權益之重大合約，本公司或本公司之任何附屬公司亦概無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重大合約(無論是否就提供服務而言)。

DIRECTORS' RIGHTS TO SUBSCRIBE SHARES OR DEBENTURES

Other than interests in share options of the Company as disclosed above, and in the share option schemes disclosed in this report, at no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives, or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debenture of the Company or any other body corporate, and none of them had any right to subscribe for the securities of the Company or its associated corporations, or had exercised any such right during the Year.

董事認購股份或債券之權利

除上文披露本公司購股權之權益，及於本報告披露之購股權計劃外，本公司及其附屬公司並無於本年度期間參與任何安排，以致董事或高級管理人員或其配偶或其未滿18歲之子女，得以藉著購入本公司或其他機構之股份或債券而獲益。該等人士亦無持有任何權利認購本公司或其關連公司之證券，或於本年度期間行使任何該等權利。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at 31 December 2019, none of the Directors was interested in any business, which competed or was likely to compete, either directly or indirectly, with the Group's businesses.

董事於競爭性業務之權益

於二零一九年十二月三十一日，概無董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

RETIREMENT BENEFITS SCHEMES

Particulars of retirement benefits schemes of the Group are set out in Note 2.4 (headed "Other employee benefits (pension scheme)") to the consolidated financial statements.

退休福利計劃

本集團退休福利計劃之詳情載於綜合財務報表附註2.4(「其他僱員福利(退休金計劃)」)。

AUDITOR

The consolidated financial statements for the Year have been audited by Ernst & Young. A resolution for their re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting.

核數師

於本年度之綜合財務報表已由安永會計師事務所任滿審核。一項有關續聘安永會計師事務所為本公司核數師的決議案，將於即將舉行之股東週年大會上提呈。

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Group for the Year were approved by the Board on 31 March 2020.

批准該等綜合財務報表

本集團於本年度的綜合財務報表已於二零二零年三月三十一日獲董事局批准。

ON BEHALF OF THE BOARD

Wei Chunxian
Chairman

Hong Kong
31 March 2020

承董事局命

魏純暹
主席

香港
二零二零年三月三十一日

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告書

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To the members of GR Properties Limited
(Incorporated in Hong Kong with limited liability)

致國銳地產有限公司全體股東
(於香港註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of GR Properties Limited (the "Company") and its subsidiaries (the "Group") set out on pages 157 to 300, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

意見

我們已審核第157至300頁載列的國銳地產有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，綜合財務報表包括於二零一九年十二月三十一日的綜合財務狀況表以及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表、綜合現金流量表及綜合財務報表附註，包括重大會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團在二零一九年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現和綜合現金流量，並已遵照香港公司條例妥為編製。

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.

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」)進行審核工作。在這些準則下，我們的責任會在本報告中「核數師就審核綜合財務報表須承擔的責任」中進一步詳述。根據香港會計師公會之專業會計師道德守則(簡稱「守則」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證是充足和適當地為我們的意見提供基礎。

KEY AUDIT MATTERS

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

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

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最重要的事項。此等事項是在我們在審核綜合財務報表整體上和作出意見時進行處理的，而不會就此等事項單獨發表意見。下文載有我們的審計如何處理以下各項事項的資料。

我們已履行本報告「核數師就審計綜合財務報表承擔的責任」一節所述的責任，包括有關該等事項的責任。因此，我們的審計包括執行為應對綜合財務報表重大錯報風險的評估而設的程序。審計程序的結果包括處理以下事項的程序，為我們就隨附的綜合財務報表的審計意見提供基礎。

EY安永

KEY AUDIT MATTERS

Key audit matter	*How our audit addressed the key audit matter*
Impairment assessment of trade and lease receivables	
At 31 December 2019, the Group had trade and lease receivables of approximately HK$33,574,000, which mainly arose from the provision of property management services and leasing of investment properties. Significant management's judgements and estimates on the amount of expected credit losses at the reporting date were involved in determining the recoverability of these trade and lease receivables for impairment assessment. Related disclosures are included in notes 3 and 20 to the consolidated financial statements.	In relation to impairment assessment of trade and lease receivables, we obtained an understanding of the credit loss provisioning methodology adopted by the Group and assessed the reasonableness of the allowance for the expected credit losses estimated by the management with reference to the history of debtors' settlement patterns and ageing analysis of the trade and lease receivables. We also, on a sample basis, tested the ageing analysis of the trade and lease receivables prepared by the management; circulated and obtained direct debtor confirmations; and checked settlement status subsequent to the reporting period. We also considered the adequacy of the disclosures in the consolidated financial statements in connection with the impairment of trade and lease receivables.

關鍵審核事項

主要審核事宜	*核數師如何解決主要審核事宜*
應收貿易及租賃賬款的減值評估	
於二零一九年十二月三十一日，貴集團應收貿易及租賃賬款約為33,574,000港元，其主要產生自提供物業管理服務及租賃投資物業。 就減值評估釐定該等應收貿易及租賃賬款時涉及重大管理層於本報告日期有關預期信貸虧損金額的判斷及估計。 相關披露載於綜合財務報表附註3及20。	就應收貿易及租賃賬款的減值評估而言，我們已獲取 貴集團採用的信貸虧損撥備方法，並參考債務人結算模式的歷史及應收貿易及租賃賬款的賬齡分析，評估管理層估計的預期信貸虧損撥備的合理性。我們亦抽樣檢測管理層編製的應收貿易及租賃賬款賬齡分析；分發並獲得直接債務人確認書；及核實報告期後續結算情況。我們亦已考慮於綜合財務報表中有關應收貿易及租賃賬款的減值的披露的妥善性。

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KEY AUDIT MATTERS

Key audit matter	*How our audit addressed the key audit matter*
Estimation of fair value of investment properties	
In accordance with the accounting policies of the Group, investment properties are stated at fair value. At 31 December 2019, the carrying amounts of the Group's investment properties (including a property classified as a non-current asset held for sale) amounted to approximately HK$4,515,549,000 and represented 72% of the then total assets of the Group. The valuation process is inherently subjective, and dependent on a number of estimates. The Group engaged external professionally qualified valuers to perform the valuation for the investment properties. Related disclosures are included in notes 3, 14 and 24 to the consolidated financial statements.	We considered the objectivity, independence and competence of the valuation experts. We assessed the appropriateness of the valuation methodology adopted by the valuers and evaluated the data used as inputs for the valuations and performed market value benchmarking against comparable properties. We involved our internal valuation experts to assist us in evaluating the assumptions and methodologies for valuation of the investment properties held by the Group. We considered the adequacy of the disclosures in the consolidated financial statements in respect of fair value measurement of the investment properties.

關鍵審核事項

主要審核事宜	*核數師如何解決主要審核事宜*
投資物業的公平值估計	
根據 貴集團會計政策，投資物業按公平值呈列。於二零一九年十二月三十一日， 貴集團投資物業(包括分類為持作出售之非流動資產的一處物業)的賬面值，約為4,515,549,000港元及佔 貴集團總資產的72%。估值過程帶有主觀性，並取決於大量估計。 貴集團聘用外部專業合資格估值師為投資物業進行估值。 相關披露載於綜合財務報表附註3、14及24。	我們已考慮估值專家的客觀性、獨立性及能力。 我們已評估估值師採納的估值方法的適當性及評估作為輸入數據用於估值的數據，且對可資比較物業進行市值基準測試。 我們讓我們的內部估值專家協助我們評估估值 貴集團持有的投資物業涉及的假設及方法。 我們已考慮於綜合財務報表中有關投資物業之公平值計量的披露的妥善性。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

年報所載的其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料(綜合財務報表及我們就此發出的核數師報告除外)。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不會就其發表任何形式的鑒證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況有重大不符，或者似乎有重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告有關事實。就此而言，我們無需報告任何事項。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

董事就綜合財務報表須承擔的責任(續)

審計委員會協助 貴公司董事履行監督 貴集團財務報告過程的責任。

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照香港公司條例第405條僅向 閣下(作為整體)報告，除此之外本報告別無其他目的。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，但不能保證按香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果按合理預期而錯誤陳述個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任(續)

在根據香港審計準則進行審計的過程中，我們運用了職業判斷，保持了職業懷疑態度。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，以及取得充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。

- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。

- 評價董事所採用會計政策的合適性及作出會計估計及相關披露資料的合理性。

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。如果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關注綜合財務報表中的相關披露資料，假若有關披露資料不足，則我們須出具非無保留意見的核數師報告。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致 貴集團不能繼續持續經營。

- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映交易及事項。

- 就 貴集團實體或業務活動的財務資料獲取充分、適當的審計憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們對審計意見承擔全部負責。

我們與審計委員會溝通計劃審計範圍、時間安排、重大審計發現等事項，包括我們於審計期間識別出內部控制的任何重大缺陷。

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

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

我們亦向審計委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通所有合理地被認為會影響我們獨立性的關係及其他事項，以及(倘適用)相關的防範措施。

就與審計委員會溝通的事項而言，我們釐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。我們於核數師報告中描述該等事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期於我們報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，我們將不會在此等情況下在報告中溝通該事項。

本獨立核數師報告的審計項目合夥人為CHENG Man。

Ernst & Young
Certified Public Accountants
Hong Kong
31 March 2020

安永會計師事務所
執業會計師
香港
二零二零年三月三十一日

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
REVENUE	**收入**	5	**373,327**	361,282
Other income and gains, net	其他收入及收益，淨額	6	**44,453**	10,249
Cost of inventories sold	已售存貨成本		**(22,538)**	(26,913)
Employee benefit expenses	員工福利費用	8	**(96,705)**	(96,740)
Marketing expenses	營銷費用		**(1,973)**	(963)
Depreciation and amortisation	折舊及攤銷	8	**(31,079)**	(28,437)
Utilities, repairs and maintenance and rental expenses	公共事業、維修及保養以及租金開支		**(141,098)**	(131,894)
Other operating expenses	其他經營費用		**(43,764)**	(55,599)
Remeasurement gain upon transfer of a property under development to an investment property under construction	開發中物業轉至在建中投資物業後之重新計量收益	14(b)	**—**	23,997
Remeasurement gain upon transfer of certain properties held for sale to investment properties	若干持作出售物業轉為投資物業後之重新計量收益	14(c)	**301,460**	—
Fair value loss of investment properties, net	投資物業公平值虧損，淨額	14	**(142,174)**	(201)
Finance costs	財務費用	7	**(57,797)**	(46,853)
PROFIT BEFORE TAX	**稅前溢利**	8	**182,112**	7,928
Income tax	所得稅	11	**(84,030)**	1,502
PROFIT FOR THE YEAR	**本年度溢利**		**98,082**	9,430
Attributable to:	下列人士應佔：			
Shareholders of the Company	本公司股東		**98,599**	9,579
Non-controlling interests	非控股權益		**(517)**	(149)
			98,082	9,430
EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY	**本公司股東應佔每股盈利**	12		
Basic *(HK cents per share)*	基本*(每股港仙)*		**3.08**	0.41
Diluted (HK cents per share)	*攤薄(每股港仙)*		**2.19**	0.41

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
綜合全面收益表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
PROFIT FOR THE YEAR	**本年度溢利**		**98,082**	9,430
OTHER COMPREHENSIVE INCOME/(LOSS)	**其他全面收益／(虧損)**			
Other comprehensive income/ (loss) that may be reclassified to profit or loss in subsequent periods:	*以後期間可能重分類至損益的其他全面收益／(虧損)：*			
— Debt investments at fair value through other comprehensive income:	— 按公平值計入其他全面收益的債務投資：			
Changes in fair value	公平值變動	17	**1,424**	352
Reclassification adjustments for gain on disposal included in profit or loss	計入損益的出售收益之重新分類調整	17	**(1,761)**	—
			(337)	352
— Exchange differences on translation of foreign operations	— 換算海外經營業務產生之匯兑差額		**(134,768)**	(72,585)
			(135,105)	(72,233)
Other comprehensive income/ (loss) that will not be reclassified to profit or loss in subsequent periods:	*以後期間將不會重分類至損益的其他全面收益／(虧損)：*			
— Changes in fair value of a building in property and equipment and a leasehold land in right-of-use assets	— 樓宇(計入物業及廠房)及租賃土地(計入使用權資產)的公平值變動	13	**22,420**	24,310
— Income tax effect	— 所得税影響	31	**(5,605)**	(6,078)
			16,815	18,232
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF INCOME TAX	**本年度其他全面虧損，扣除所得税**		**(118,290)**	(54,001)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**本年度全面虧損總額**		**(20,208)**	(44,571)
Attributable to:	下列人士應佔：			
Shareholders of the Company	本公司股東		**(19,307)**	(44,361)
Non-controlling interests	非控股權益		**(901)**	(210)
			(20,208)	(44,571)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

31 December 2019 二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
NON-CURRENT ASSETS	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	13	**13,457**	785,360
Investment properties	投資物業	14	**4,179,648**	2,175,670
Right-of-use assets	使用權資產	15(a)	**39,580**	—
Computer software	電腦軟件	16	**1,083**	893
Non-current deposits	非流動訂金	21	**1,119**	1,525,745
Deferred tax assets	遞延稅項資產	31	**11,975**	12,579
Total non-current assets	非流動資產總額		**4,246,862**	4,500,247
CURRENT ASSETS	**流動資產**			
Properties held for sale	持作出售物業	18	**1,182,025**	—
Inventories	存貨	19	**2,240**	1,497
Trade and lease receivables	應收貿易及租賃賬款	20	**33,574**	24,629
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	21	**54,140**	80,712
Due from related parties	應收關聯方款項	22	**49,874**	13,357
Other tax recoverables	其他可收回稅項		**69,277**	2,131
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資	17	**46,518**	23,113
Pledged bank deposit	已抵押銀行存款	23	**39,168**	39,230
Cash and cash equivalents	現金及現金等價物	23	**246,877**	345,163
			1,723,693	529,832
Non-current asset held for sale	持作出售之非流動資產	24	**335,901**	—
Total current assets	流動資產總額		**2,059,594**	529,832
CURRENT LIABILITIES	**流動負債**			
Trade payables	應付貿易賬款	25	**37,477**	65,929
Receipts in advance	預收款項	26	**97,620**	84,028
Other payables and accruals	其他應付款項及應計費用	27	**112,153**	113,167
Due to related parties	應付關聯方款項	22	**139,579**	99,136
Bank and other borrowings	銀行及其他借款	28	**710,378**	247,010
Preference shares of a subsidiary	附屬公司優先股	29	**—**	15,671
Income tax payables	應付所得稅		**14,671**	12,362
Other tax payables	其他應付稅項		**5,241**	7,449
Total current liabilities	流動負債總額		**1,117,119**	644,752

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

31 December 2019 二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
NET CURRENT ASSETS/ (LIABILITIES)	**流動資產／(負債)淨額**		**942,475**	(114,920)
TOTAL ASSETS LESS CURRENT LIABILITIES	**資產總額減流動負債**		**5,189,337**	4,385,327
NON-CURRENT LIABILITIES	**非流動負債**			
Bank and other borrowings	銀行及其他借款	28	**1,625,646**	776,084
Liability component of perpetual convertible bonds	永久可換股債券之負債部分	30	**49,945**	48,929
Deferred tax liabilities	遞延稅項負債	31	**76,949**	105,799
Total non-current liabilities	非流動負債總額		**1,752,540**	930,812
Net assets	資產淨額		**3,436,797**	3,454,515
EQUITY	**權益**			
Equity attributable to shareholders of the Company	**本公司股東應佔權益**			
Share capital	股本	32	**3,152,571**	3,146,571
Equity component of perpetual convertible bonds	永久可換股債券之權益部分	30	**1,078,217**	1,084,013
Reserves	儲備	34(a)	**(815,869)**	(798,848)
			3,414,919	3,431,736
Non-controlling interests	非控股權益		**21,878**	22,779
Total equity	權益總額		**3,436,797**	3,454,515

Wei Chunxian
魏純暹
Director
董事

Liu Shuhua
劉淑華
Director
董事

Year ended 31 December 2019
截至二零一九年十二月三十一日止年度

			Attributable to shareholders of the Company 歸屬於本公司股東												
		Notes 附註	Share capital 股本 HK$'000 千港元	Equity component of perpetual convertible bonds 永久可換股債券的權益部分 HK$'000 千港元	Share option reserve 購股權儲備 HK$'000 千港元	Capital reserve 資本儲備 HK$'000 千港元 (note 34(b)) (附註34(b))	Merger reserve 合併儲備 HK$'000 千港元 (note 34(c)) (附註34(c))	Property revaluation reserve 物業重估儲備 HK$'000 千港元 (note 34(d)) (附註34(d))	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Exchange fluctuation reserve 匯率波動儲備 HK$'000 千港元	PRC statutory reserve 中國法定儲備 HK$'000 千港元 (note 34(e)) (附註34(e))	Accumulated losses 累計虧損 HK$'000 千港元	Total 合計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 1 January 2019	於二零一九年一月一日		3,146,571	1,084,013	1,730	165,572	(299,932)	346,322	352	(43,852)	3,611	(972,651)	3,431,736	22,779	3,454,515
Profit for the year	本年度溢利		–	–	–	–	–	–	–	–	–	98,599	98,599	(517)	98,082
Other comprehensive income/(loss) for the year:	本年度其他全面收益／(虧損)：														
Change in fair value of a building, net of income tax	樓宇公平值變動(扣除所得稅)		–	–	–	–	–	16,815	–	–	–	–	16,815	–	16,815
Changes in fair value of debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資之公平值變動		–	–	–	–	–	–	1,424	–	–	–	1,424	–	1,424
Reclassification adjustment for gain on disposal of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資之收益之重新分類調整		–	–	–	–	–	–	(1,761)	–	–	–	(1,761)	–	(1,761)
Exchange differences on translation of foreign operations	換算海外業務產生之匯兑差額		–	–	–	–	–	–	–	(134,384)	–	–	(134,384)	(384)	(134,768)
Total comprehensive income/(loss) for the year	本年度全面收益／(虧損)總額		–	–	–	–	–	16,815	(337)	(134,384)	–	98,599	(19,307)	(901)	(20,208)
Deemed capital contribution from related parties	關聯方之視作注資		–	–	–	2,286	–	–	–	–	–	–	2,286	–	2,286
Issue of shares upon conversion of perpetual convertible bonds	轉換永久可換股債券後發行股份	30(b)	6,000	(5,796)	–	–	–	–	–	–	–	–	204	–	204
Transfer to accumulated losses upon disposal of a subsidiary	出售一間附屬公司後轉至累計虧損		–	–	–	–	–	(363,137)	–	–	–	363,137	–	–	–
Transfer to PRC statutory reserve	轉至中國法定儲備		–	–	–	–	–	–	–	–	3,536	(3,536)	–	–	–
At 31 December 2019	於二零一九年十二月三十一日		3,152,571	1,078,217	1,730*	167,858*	(299,932)*	–*	15*	(178,236)*	7,147*	(514,451)*	3,414,919	21,878	3,436,797

* These reserve accounts comprise the consolidated negative reserves of HK$815,869,000 (2018: HK$798,848,000) in the consolidated statement of financial position as at 31 December 2019.

* 該等儲備賬包括於二零一九年十二月三十一日於綜合財務狀況表中之綜合負儲備815,869,000港元(二零一八年:798,848,000港元)。

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

			Attributable to shareholders of the Company 歸屬於本公司股東												
		Notes 附註	Share capital 股本 HK$'000 千港元	Equity component of perpetual convertible bonds 永久可換股債券的權益部分 HK$'000 千港元	Share option reserve 購股權儲備 HK$'000 千港元	Capital reserve 資本儲備 HK$'000 千港元 (note 34(b)) (附註34(b))	Merger reserve 合併儲備 HK$'000 千港元 (note 34(c)) (附註34(c))	Property revaluation reserve 物業重估儲備 HK$'000 千港元 (note 34(d)) (附註34(d))	Investment revaluation reserve 投資重估儲備 HK$'000 千港元	Exchange fluctuation reserve 匯率波動儲備 HK$'000 千港元	PRC statutory reserve 中國法定儲備 HK$'000 千港元 (note 34(e)) (附註34(e))	Accumulated losses 累計虧損 HK$'000 千港元	Total 合計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 1 January 2018	於二零一八年一月一日		1,780,663	82,084	–	165,572	(299,932)	340,876	–	28,523	880	(992,285)	1,106,381	–	1,106,381
Profit for the year	本年度溢利		–	–	–	–	–	–	–	–	–	9,579	9,579	(149)	9,430
Other comprehensive income/(loss) for the year:	本年度其他全面收益／(虧損)：														
Change in fair value of a building, and a leasehold land net of income tax	樓宇公平值變動，及租賃土地(扣除所得稅)		–	–	–	–	–	18,232	–	–	–	–	18,232	–	18,232
Change in fair value of a debt investment at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資之公平值變動		–	–	–	–	–	–	352	–	–	–	352	–	352
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		–	–	–	–	–	–	–	(72,375)	–	–	(72,375)	(210)	(72,585)
Total comprehensive income/(loss) for the year	本年度全面收益／(虧損)總額		–	–	–	–	–	18,232	352	(72,375)	–	9,579	(44,212)	(359)	(44,571)
Issue of new shares and perpetual convertible bonds for the acquisition of a subsidiary	就收購一間附屬公司發行新股及永久可換股債券	30, 32, 35(a)	370,292	1,090,013	–	–	–	–	–	–	–	–	1,460,305	23,138	1,483,443
Issue of shares upon conversion of perpetual convertible bonds	轉換永久可換股債券後發行股份		88,084	(88,084)	–	–	–	–	–	–	–	–	–	–	–
Issue of shares pursuant to subscription agreements	根據認購協議發行股份	32(a)	179,484	–	–	–	–	–	–	–	–	–	179,484	–	179,484
Issue of shares pursuant to an open offer	根據公開發售發行股份	32(b)	728,746	–	–	–	–	–	–	–	–	–	728,746	–	728,746
Share issue expenses	股份發行開支	32	(698)	–	–	–	–	–	–	–	–	–	(698)	–	(698)
Equity-settled share option arrangement	以權益結算購股權安排	33	–	–	1,730	–	–	–	–	–	–	–	1,730	–	1,730
Transfer to accumulated losses	轉至累計虧損		–	–	–	–	–	(12,786)	–	–	–	12,786	–	–	–
Transfer to PRC statutory reserve	轉至中國法定儲備		–	–	–	–	–	–	–	–	2,731	(2,731)	–	–	–
At 31 December 2018	於二零一八年十二月三十一日		3,146,571	1,084,013	1,730*	165,572*	(299,932)*	346,322*	352*	(43,852)*	3,611*	(972,651)*	3,431,736	22,779	3,454,515

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	**經營活動產生的現金流量**			
Profit before tax	税前溢利		**182,112**	7,928
Adjustments for:	調整項目：			
Finance costs	財務費用	7	**57,797**	46,853
Interest income	利息收入	6	**(5,217)**	(4,555)
Fair value gain recycled from equity upon disposal of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資後自權益收回的公平值收益	6	**(1,761)**	—
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	8	**9**	83
Depreciation of items of property, plant and equipment	物業、廠房及設備項目的折舊	8	**12,365**	28,342
Depreciation of right-of-use assets	使用權資產折舊	8	**18,475**	—
Amortisation of computer software	電腦軟件攤銷	8	**239**	95
Remeasurement gain upon transfer of a property under development to an investment property under construction	發展中物業轉至在建中投資物業的重新計量收益	14(b)	**—**	(23,997)
Remeasurement gain upon transfer of certain properties held for sale to investment properties	若干持作出售物業轉為投資物業後之重新計量收益	14(c)	**(301,460)**	—
Fair value loss of investment properties, net	投資物業公平值虧損，淨額	14	**142,174**	201
Equity-settled share option expense	以權益結算購股權費用	8	**—**	1,730
Impairment/(reversal of impairment) of trade and lease receivables, net	應收貿易及租賃賬款減值／（減值撥回），淨額	8	**(2,395)**	2,208
Operating profit before working capital changes	營運資金變動前的經營溢利		**102,338**	58,888
Decrease/(increase) in non-current deposits	非流動訂金減少／(增加)		**252**	(253)
Increase in properties under development	發展中物業增加		**—**	(54,330)
Decrease/(increase) in inventories	存貨減少／(增加)		**(779)**	3,820
Increase in trade and lease receivables	應收貿易及租賃賬款增加		**(9,238)**	(2,740)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項減少／(增加)		**28,282**	(70,158)
Increase in amounts due from related parties	應收關聯方款項增加		**(17,227)**	(11,500)
Decrease/(increase) in other tax recoverables	其他應收税項減少／(增加)		**(22,466)**	1,200
Increase/(decrease) in trade payables	應付貿易賬款增加／(減少)		**(27,919)**	4,091
Increase in receipts in advance	預收款項增加		**20,756**	15,671
Increase in other payables and accruals	其他應付款和預提費用增加		**6,802**	3,888
Increase/(decrease) in amounts due to related parties	應付關聯方款項增加／（減少）		**1,718**	(1,349)
Increase/(decrease) in other tax payables	其他應付税項增加／(減少)		**(2,255)**	6,590
Effect of foreign exchange rate changes, net	匯率變動影響淨額		**(11,566)**	(17,876)
Cash generated from/(used in) operations	經營所得／(所用)的現金		**68,698**	(64,058)
PRC corporate income tax paid	已付中國企業所得税		**(3,783)**	(2,066)
USA withholding tax paid	已付美國預繳税		**(493)**	(287)
Net cash flows from/(used in) operating activities	經營活動所得／(所用)現金流量淨額		**64,422**	(66,411)

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	**投資活動產生的現金流量**			
Interest received	已收利息	6	**5,217**	4,555
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	13	**(4,077)**	(3,070)
Additions to investment properties	添置投資物業	14	**(250,286)**	(1,402,463)
Purchase of computer software	購買電腦軟件	16	**(448)**	(106)
Acquisition of a subsidiary	收購一間附屬公司	35	**529**	—
Disposal of a subsidiary	出售一間附屬公司	35	**(2,337)**	—
Proceeds from the sale of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資所得款項		**22,686**	—
Purchases of debt investments as fair value through other comprehensive income	購買按公平值計入其他全面收益之債務投資		**(45,371)**	(22,761)
Net cash flows used in investing activities	投資活動所用的現金流量淨額		**(274,087)**	(1,423,845)
CASH FLOWS FROM FINANCING ACTIVITIES	**融資活動產生的現金流量**			
Proceeds from the issue of new shares	發行新股所得款項	32(a) and (b)	**—**	908,230
Share issuance expenses	股份發行費用	32	**—**	(698)
Increase in pledged bank deposit	已質押銀行存款增加		**—**	—
New bank loans	新銀行貸款	36(b)	**1,579,138**	865,815
Repayment of bank loans	償還銀行貸款	36(b)	**(1,502,122)**	—
New loans from a shareholder	股東提供的新貸款	36(b)	**81,387**	—
Repayment of loans from a shareholder	償還股東提供的貸款	36(b)	**—**	(613,489)
Short term advances from independent third parties	獨立第三方短期墊款	36(b)	**29,453**	31,721
Repayment of short term advances from independent third parties	償還獨立第三方短期墊款	36(b)	**(36,248)**	(60,300)
Advances from related companies	關連公司墊款	36(b)	**35,263**	21,134
Repayment of advances from related companies	償還關連公司墊款	36(b)	**—**	(3,273)
Interest paid for bank loans	已付銀行貸款利息	36(b)	**(39,405)**	(36,000)
Interest paid for an interest-bearing a quasi-loan equity contributed by a limited partner of a subsidiary	已付應付關連公司計息結餘的利息		**(16,018)**	—
Payment of dividend of preference shares of a subsidiary	支付附屬公司優先股股息	7, 36(b)	**(1,093)**	(1,143)
Repayment of preference shares of a subsidiary	償還附屬公司優先股		**(15,403)**	—
Principal portion of lease payments	租賃付款之主要部分	15	**(3,451)**	—
Net cash flows from financing activities	融資活動產生的現金流量淨額		**111,501**	1,111,997

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Note 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
NET DECREASE IN CASH AND CASH EQUIVALENTS	**現金及現金等價物的淨減少**		**(98,164)**	(378,259)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		**345,163**	723,891
Effect of foreign exchange rate changes, net	匯率變動影響淨額		**(122)**	(469)
CASH AND CASH EQUIVALENTS AT END OF YEAR	**年末現金及現金等價物**	23	**246,877**	345,163

1. CORPORATE AND GROUP INFORMATION

GR Properties Limited (the "Company") is a limited liability company incorporated in Hong Kong and shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office and the principal place of business of the Company is located at Suite 1603, Wheelock House, 20 Pedder Street, Central, Hong Kong.

During the year ended 31 December 2019, the Company and its subsidiaries (collectively referred to as the "Group") were involved in the following principal activities:

— property development and investment in the United Kingdom (the "UK"), the United States of America (the "USA") and the mainland ("Mainland China") of the People's Republic of China (the "PRC")

— provision of property management services in Mainland China

— operation and management of a leisure and lifestyle experience centre (the "Recreational Centre") in Beijing, the PRC.

At 31 December 2019, the immediate holding company of the Company is Wintime Company Limited ("Wintime"), which is incorporated in the British Virgin Islands with limited liability, and, in the opinion of the directors of the Company, the ultimate holding company of the Company is Winluck Global Limited ("Winluck Global"), which is incorporated in the British Virgin Islands with limited liability.

1. 公司及集團資料

國銳地產有限公司(「本公司」)為一家於香港註冊成立之有限公司及其股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處及主要營業地點位於香港中環畢打街20號會德豐大廈16樓1603室。

截至二零一九年十二月三十一日止年度，本公司及其附屬公司(統稱為「本集團」)主要從事下列業務：

— 英國(「英國」)、美利堅合眾國(「美國」)及中華人民共和國(「中國」)大陸(「中國大陸」)的物業發展及投資

— 在中國大陸提供物業管理服務

— 經營及管理中國北京市休閒及時尚生活體驗中心(「休閒中心」)。

於二零一九年十二月三十一日，本公司的直接控股公司為於英屬處女群島註冊成立的Wintime Company Limited (「Wintime」)，本公司董事認為，本公司的最終控股公司為於英屬處女群島註冊成立之有限公司Winluck Global Limited(「Winluck Global」)。

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries

Particulars of the Company's principal subsidiaries, which are all indirectly held by the Company, as at 31 December 2019 are as follows:

1. 公司及集團資料(續)

有關主要附屬公司的資料

於截至二零一九年十二月三十一日止年度內，本公司主要附屬公司(均由本公司間接持有)的詳情如下：

Company name 公司名稱	Place of incorporation/ registration and operations 註冊成立／註冊和經營地點	Issued ordinary share capital/ registered capital 已發行普通股本／註冊資本	Percentage of equity attributable to the Company 本公司應佔權益百分比	Principal activities 主要經營活動
East Pacific Properties LLC	Delaware, USA 美國特拉華	United States dollars ("US$") 23,250,000 23,250,000美元	100%	Property investment 物業投資
GR Properties USA Inc.	Delaware, USA 美國特拉華	US$1 1美元	100%	Property development and investment 物業發展及投資
GR Properties UK Limited	British Virgin Islands/UK 英屬處女群島／英國	Pound sterling ("£")1 1英鎊	100%	Property investment 物業投資
Talent Chief Limited	British Virgin Islands/UK 英屬處女群島／英國	£1 1英鎊	100%	Property investment 物業投資
北京萬港通科技發展有限公司#	PRC/Mainland China 中國／中國大陸	Renminbi ("RMB") 1,000,000 人民幣1,000,000元	100%	Property investment 物業投資
北京凱朋科技發展有限公司 ("Kaipeng Technology")#@ (「凱朋科技」)	PRC/Mainland China 中國／中國大陸	RMB1,000,000 人民幣1,000,000元	99.95%	Sale of properties and property investment 物業銷售及物業投資
北京澳西物業管理有限公司#	PRC/Mainland China 中國／中國大陸	RMB50,000,000 人民幣50,000,000元	100%	Provision of property management services 提供物業管理服務
北京國銳酒店管理有限公司#	PRC/Mainland China 中國／中國大陸	RMB40,000,000 人民幣40,000,000元	100%	Operation of a leisure and lifestyle experience centre 運營休閒及時尚生活體驗中心
北京水晶樹商務管理有限公司#	PRC/Mainland China 中國／中國大陸	RMB1,000,000 人民幣1,000,000元	100%	Provision of spa treatment service in a leisure and lifestyle experience centre 於休閒及時尚生活體驗中心提供水療護理服務

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

These subsidiaries are registered as limited liability companies under PRC Law.

@ 50.02% and 48.98% equity interests of this entity are held by a wholly-owned subsidiary of the Group and a fund (the "Fund"), respectively.

The Fund is owned as to 33.33%, 66.57% and 0.1% by the Group, an independent third party (the "JV Partner") and a general partner of the fund, respectively, and its main asset is the 48.98% equity interest in Kaipeng Technology, which holds a commercial property located in Beijing, the PRC. Pursuant to the partnership agreement signed between the parties, the Group and the JV Partner shall pay RMB345 million and RMB690 million, respectively, as capital of the Fund.

Pursuant to a share transfer agreement entered into between the Group and the JV Partner on 23 April 2018:

(i) the Group has the right to acquire the 66.57% equity interest of the Fund held by the JV Partner 12 or 18 months from the date of the respective payments of capital injections into the Fund by the JV Partner at the consideration of the capital injected by the JV Partner plus an 8.9% return per annum (the "Call Option"); and

(ii) the JV Partner has the right to sell the 66.57% equity interest of the Fund held by it to the Group 24 months from the date of the respective payments of its capital injections into the Fund at the consideration of the capital injected by it plus an 8.9% return per annum (the "Put Option").

The capital injected by the JV Partner to the Fund as at 31 December 2019 amounted to RMB646 million.

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

該等附屬公司均根據中國法律註冊為有限公司。

@ 該實體的50.02%及48.98%的股權分別由本集團的一家全資附屬公司及一家基金(統稱「基金」)持有。

該基金分別由本集團、獨立第三方(「合營夥伴」)及該基金的普通合夥人持有33.33%、66.57%及0.1%權益及其主要資產為凱朋科技持有的48.98%的股權，凱朋科技持有位於中國北京的一處商用物業。根據訂約方簽署的合夥協議，本集團與合營夥伴應分別支付人民幣345,000,000元及人民幣690,000,000元作為該基金之資本。

根據本集團與合營夥伴於二零一八年四月二十三日簽訂的股份轉讓協議：

(i) 本集團有權以合營夥伴注入的資本加每年8.9%的回報率(「認購期權」)之代價，自合營夥伴向該基金分別支付注資款項之日起12個月或18個月內，收購合營夥伴持有該基金66.57%的股權；及

(ii) 合營夥伴有權以其注入的資本加每年8.9%的回報率(「認沽期權」)之代價，自合營夥伴向該基金分別支付注資款項之日起24個月內，將其持有的該基金66.57%的股權出售予本集團。

於二零一九年十二月三十一日，合營夥伴向該基金注資人民幣646,000,000元。

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

@ (continued)

In addition, pursuant to a pledge agreement entered into between the Group and the JV Partner in April 2018, 104 out of 129 units of the commercial property held by Kaipeng Technology are pledged to the JV Partner for the capital injected by the JV Partner with a maximum guarantee amount of RMB690 million.

In the opinion of the directors of the Company, the above arrangements are, in substance, a loan arrangement to obtain finance from the JV Partner for the purchase of the commercial property owned by Kaipeng Technology. In addition, as the Call Option and the Put Option are likely to give the Group present access to returns associated with the ownership interest in the Fund and also the indirect ownership interest in Kaipeng Technology held by the JV Partner. Accordingly, there is no non-controlling interest presented in equity in respect of the equity interest of the Fund held by the JV Partner and the Group consolidated 99.95% equity interest in Kaipeng Technology in these financial statements. The Group then recognised a financial liability stated at amortised cost for the present value of the consideration to be payable to the JV Partner under the Call Option or the Put Option, as further disclosed in note 28(e) to the financial statements.

* None of the above subsidiaries was audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

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

1. 公司及集團資料(續)

有關主要附屬公司的資料(續)

@ (續)

此外，根據本集團與合營夥伴於二零一八年四月訂立的抵押協議，凱朋科技持有的商用物業之129個單位中的104個單位，透過合營夥伴注資最高擔保金額人民幣690,000,000元抵押予合營夥伴。

本公司董事認為，上述協議實質上為一項貸款協議，旨在自合營夥伴處獲得融資，以購買凱朋科技擁有的商用物業。此外，由於認購期權及認沽期權很可能使本集團獲得與該基金所有權權益相關的回報以及合營夥伴持有的凱朋科技間接所有權權益。因此，該等財務報表並不存在與合營夥伴持有的該基金股權有關的非控股權益，而本集團於該等財務報表中合併凱朋科技99.95%的股權。誠如財務報表附註28(e)之進一步披露，本集團隨後確認一項以攤銷成本列賬的金融負債，該負債的現值為根據認購期權或認沽期權支付予合營夥伴之代價。

* 上述附屬公司未經香港安永會計師事務所或其他安永會計師事務所國際成員所審核。

上表所羅列的本公司附屬公司是董事認為對本集團本年業績產生主要影響或構成本集團淨資產主要部分的公司。董事認為，羅列其他附屬公司將使本詳情內容冗長，故不贅述。

2.1 BASIS OF PRESENTATION AND PREPARATION

Basis of presentation

These financial statements have been prepared on the going concern basis which assumes, inter alia, the realisation of assets and satisfaction of liabilities in the normal course of business, because the directors consider that the Group will have adequate funds available to enable it to operate as a going concern, based on the Group's cash flow projection which, inter alia, takes into account the historical operating performance of the Group and the unutilised existing facilities in a total amount of HK$1,817,344,000 available to the Group provided by two shareholders of the Company as at the date of approval of these financial statements.

In addition, the Company has an existing plan to realise certain investment properties, and will consider equity and/or debt financing when necessary to provide additional working capital to the Group.

2.1 呈列及編製基礎

呈列基礎

該等財務報表乃按持續經營基準編製，並假設(其中包括)於日常業務過程中變現資產及支付負債。根據本集團的現金流量預測，本集團將有足夠可用資金，讓其可持續經營，(其中包括)已考慮本集團之過往經營業績及於該等財務報表獲批之日，由本公司兩個股東向本集團提供的現有未動用融資合共1,817,344,000港元。

此外，本公司目前計劃變現若干投資物業，並將於必要時考慮進行股本及／或債務融資，以為本集團提供額外營運資金。

2.1 BASIS OF PRESENTATION AND PREPARATION (continued)

Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for (i) investment properties (including a property classified as a non-current asset held for sale) and debt investments at fair value through other comprehensive income which have been measured at fair value; and (ii) a building and a leasehold land in the PRC which have been measured at revalued amounts, as further detailed in note 2.4 to the financial statements. These financial statements are presented in Hong Kong dollar ("HK$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 呈列及編製基礎(續)

編製基礎

該等財務報表是按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)和詮釋)、香港普遍採納之會計原則及香港公司條例編製。編製該等財務報表時，除(i)投資物業(包括分類為持作出售之非流動資產的物業)及按公平值計入其他全面收益的債務投資已按公平值計量；及(ii)一處按重估值計量的於中國的樓宇及租賃土地外，均採用歷史成本計價原則，進一步詳情載於財務報表附註2.4。除非另外說明，該等財務報表以港元(「港元」)列報，所有金額進位至最接近的千位數。

綜合基礎

該等綜合財務報表包括本公司及其附屬公司截至二零一九年十二月三十一日止年度的財務報表。附屬公司指本公司直接或間接控制的實體(包括結構化實體)。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力(即是使本集團目前有能力主導被投資方的相關活動的現時權利)影響該等回報時，即取得控制權。

2.1 BASIS OF PRESENTATION AND PREPARATION (continued)

Basis of preparation (continued)

Basis of consolidation (continued)

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

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

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

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

2.1 呈列及編製基礎(續)

編製基礎(續)

綜合基礎(續)

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估其是否擁有對被投資方的權力時，本集團會考慮所有相關事實和情況，包括：

(a) 與被投資方其他表決權持有者的合同安排；

(b) 其他合同安排產生的權利；及

(c) 本集團的表決權及潛在表決權。

附屬公司之財務報表於本公司相同報告期間編製。附屬公司業績由收購日期(即本集團獲得控制權當日)起綜合入賬，及直至失去該控制權日期前持續綜合入賬。本集團已作出調整以消除任何可能存在的會計政策分歧。

損益及其他全面收益的各組成部分會歸屬於本公司股東及非控制性權益，即使此舉引致非控制性權益結餘為負數。本集團內部各公司之間交易有關的所有資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

如果事實及情況顯示上述控制的三項元素中一項或多項有變，則本集團會重新評估其是否仍然控制被投資方。附屬公司中不導致喪失控制權的所有者權益變動作為權益交易核算。

2.1 BASIS OF PRESENTATION AND PREPARATION (continued)

Basis of preparation (continued)

Basis of consolidation (continued)

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

2.1 呈列及編製基礎(續)

編製基礎(續)

綜合基礎(續)

如果本集團失去對附屬公司的控制權，將終止確認：(i)附屬公司資產(包括商譽)和負債；(ii)非控制性權益的賬面值；及(iii)計入權益的累計折算差異；並確認：(i)收到代價的公平值；(ii)剩餘投資的公平值；及(iii)在損益中確認由此產生的損益。本集團之前確認的其他全面收益構成部分應適當地重分類計入損益或累計虧損，基準與倘若本集團直接出售有關資產或負債所需者相同。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

2.2 會計政策及披露變動

本集團就本年度財務報表首次採納以下新訂及經修訂香港財務報告準則：

Amendments to HKFRS 3 香港財務報告準則第3號(修訂本)	*Definition of a Business* *業務的定義*
Amendments to HKFRS 9 香港財務報告準則第9號(修訂本)	*Prepayment Features with Negative Compensation* *提早還款特性及負補償*
HKFRS 16 香港財務報告準則第16號	*Leases* *租賃*
Amendments to HKAS 19 香港會計準則第19號(修訂本)	*Plan Amendment, Curtailment or Settlement* *計劃修訂、縮減或結算*
Amendments to HKAS 28 香港會計準則第28號(修訂本)	*Long-term Interests in Associates and Joint Ventures* *於聯營公司及合營企業的長期權益*
HK(IFRIC)-Int 23 香港(國際財務報告詮釋委員會) — 詮釋第23號	*Uncertainty over Income Tax Treatments* *所得稅處理之不確定性*
Annual Improvements to HKFRSs 2015–2017 Cycle *二零一五年至二零一七年週期之香港財務報告準則年度改進*	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號(修訂本)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Except for the amendments to HKFRS 9, amendments to HKAS 19, amendments to HKAS 28 and *Annual Improvements to HKFRSs 2015–2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below:

(a) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The amendments are effective for annual periods beginning on or after 1 January 2020 but were early adopted prospectively by the Group for the preparation of the current year's financial statements. The Group has elected to apply the fair value concentration test on the acquisition of Capable Kingdom Limited during the year and concluded that the acquisition is not a business combination but an acquisition of assets and liabilities, as further detailed in note 35(a) to the financial statements.

2.2 會計政策及披露變動(續)

除香港財務報告準則第9號(修訂本)、香港會計準則第19號(修訂本)、香港會計準則第28號(修訂本)及*二零一五年至二零一七年週期之香港財務報告準則年度改進*與編製本集團財務報表並不相關外，新訂及經修訂香港財務報告準則之性質及影響載述如下：

(a) 香港財務報告準則第3號(修訂本)對業務定義進行澄清並提供額外指引。該修訂澄清，倘要構成業務，一組整合的活動及資產須至少包括一項投入及一項實質性過程，二者可共同顯著促進創造產出的能力。業務可不具備所有創造產出所需的投入及過程。該修訂刪除對市場參與者是否有能力取得業務並能持續產生產出的評估，轉而重點關注所取得的投入及所取得的實質性過程是否共同顯著促進創造產出的能力。該修訂亦縮小產出的定義範圍，重點關注於向客戶提供的貨品或服務、投資收入或其他日常活動收入。此外，該修訂為評估所取得的過程是否為實質性過程提供指引，並引入可選的公平值集中度測試，允許對所取得的一組活動及資產是否不構成業務進行簡化評估。該修訂於二零二零年一月一日或之後開始的年度期間生效但本集團在編製本年度財務報表時提前採納該修訂。本集團選擇於本年度就收購Capable Kingdom Limited進行公平值集中度測試，並認為此項收購並非業務合併，而是資產及負債收購，進一步詳情載於財務報表附註35(a)。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption, if any, recognised as an adjustment to the opening balance of accumulated losses as at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under HKAS 17 and related interpretations.

2.2 會計政策及披露變動(續)

(b) 香港財務報告準則第16號取代香港會計準則第17號*租賃*、香港(國際財務報告詮釋委員會) — 詮釋第4號*釐定安排是否包括租賃*、香港(詮釋常務委員會) — 詮釋第15號*經營租賃 — 優惠*及香港(詮釋常務委員會) — 詮釋第27號*評估涉及租賃法律形式交易的實質*。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人在單一資產負債表內模型中考慮所有租賃以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。香港財務報告準則第16號大致沿用香港會計準則第17號出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的原則將租賃分為經營或融資租賃。

本集團透過採用經修訂追溯應用法採納香港財務報告準則第16號，並於二零一九年一月一日初始應用。根據該方法，該準則追溯應用於初始採用的累計影響確認為對於二零一九年一月一日的累計虧損期初結餘的調整。二零一八年的比較資料並無重列，並繼續根據香港會計準則第17號及相關詮釋呈報。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessor

HKFRS 16 did not have any significant impact on leases where the Group is the lessor.

2.2 會計政策及披露變動(續)

(b) (續)

租賃的新定義

根據香港財務報告準則第16號，倘合約為換取代價而授予在一段期間內可識別資產的使用控制權，則該合約為租賃或包含租賃。倘客戶有權從使用可識別資產中獲取絕大部分經濟利益及有權主導可識別資產的使用，則表示擁有控制權。本集團選擇使用過渡可行權宜方法，僅在初始應用日期對先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會) — 詮釋第4號識別為租賃之合約應用該準則。根據香港會計準則第17號及香港(國際財務報告詮釋委員會) — 詮釋第4號未有識別為租賃之合約並未予以重新評估。因此，香港財務報告準則第16號之租賃定義僅應用於在二零一九年一月一日或之後訂立或變更之合約。

作為出租人

香港財務報告準則第16號對本集團為出租人的租賃並無任何重大影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

As a lessee — Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease arrangements as a lessee for various office premises, staff quarters, a fitness centre and a motor vehicle. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less ("short-term leases") (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on the straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2.2 會計政策及披露變動(續)

(b) (續)

作為承租人 — 先前分類為經營租賃的租賃

採納香港財務報告準則第16號的影響性質

本集團作為承租人擁有多項辦公室物業、員工宿舍、一間健身中心及一輛汽車的租賃安排。作為承租人，本集團先前將租賃(按該租賃是否評估為已將其資產所有權的絕大部分回報及風險轉予本集團)分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團就所有租賃應用單一的方法確認和計量使用權資產和租賃負債，惟就低價值資產租賃(按個別租賃基準選擇)和租賃期為12個月或少於12個月的租賃(「短期租賃」)(按相關資產類別選擇)選擇豁免除外。本集團確認使用權資產折舊(及減值，如有)及尚未償還租賃負債之應計利息(為融資成本)，而非於自二零一九年一月一日開始之租賃期內按直線法於經營租賃項下確認租賃費用。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

As a lessee — Leases previously classified as operating leases (continued)

Impact on transition

Lease liabilities as at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate as at 1 January 2019 and were included in bank and other borrowings on the face of the consolidated statement of financial position.

The right-of-use assets were measured at the amount of the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the leases recognised in the consolidated statement of financial position immediately before 1 January 2019. This includes upfront payments for a leasehold land in the PRC of HK$405,946,000 as at 1 January 2019 that were reclassified from property, plant and equipment. All these assets were assessed for any impairment based on HKAS 36 *Impairment of Assets* on that date. The Group elected to present the right-of-use assets separately on the face of the consolidated statement of financial position.

For the leasehold land and buildings (that were held to earn rental income and/or for capital appreciation) previously included in investment properties and measured at fair value, the Group has continued to include them as investment properties as at 1 January 2019. They continue to be measured at fair value applying HKAS 40 *Investment Property*.

2.2 會計政策及披露變動(續)

(b) (續)

作為承租人 — 先前分類為經營租賃的租賃(續)

過渡影響

於二零一九年一月一日的租賃負債乃根據剩餘租賃付款的現值確認，使用於二零一九年一月一日的增量借款利率折現，並計入綜合財務狀況表之銀行及其他借款中。

使用權資產按租賃負債金額計量，並就與緊接二零一九年一月一日前在綜合財務狀況表中確認租賃相關的任何預付或應計租賃付款金額進行調整。其中包括於二零一九年一月一日的中國租賃土地的預付款項405,946,000港元，已從物業、廠房及設備重新分類。所有該等資產均已於該日根據香港會計準則第36號就*資產減值*進行任何減值評估。本集團選擇在綜合財務狀況表中呈列各自的使用權資產。

對於先前計入投資物業並按公平值計量的租賃土地及樓宇(持作以賺取租金收入及／或資本增值)，本集團於二零一九年一月一日繼續將其列為投資物業，仍應用香港會計準則第40號就*投資物業*按公平值計量。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

As a lessee — Leases previously classified as operating leases (continued)

Impact on transition (continued)

The Group has used the following elective practical expedients when applying HKFRS 16 on 1 January 2019:

- Applying the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Using hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics when measuring the lease liabilities as at 1 January 2019
- Excluding initial direct costs from the measurement of the right-of-use assets at the date of initial application

2.2 會計政策及披露變動(續)

(b) (續)

作為承租人 — 先前分類為經營租賃的租賃(續)

過渡影響(續)

本集團於二零一九年一月一日應用香港財務報告準則第16號時已使用以下有選擇性的實際權宜方法:

- 對於租賃期自初步應用之日起12個月內終止的租賃應用短期租賃豁免
- 倘合約包含延長／終止租賃的選擇權，則於事後釐定租賃期限
- 計量於二零一九年一月一日的租賃負債時對一系列擁有合理相似特點的租賃應用單一折現率
- 於初步應用日期計量使用權資產時撇除初始直接成本

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.2 會計政策及披露變動(續)

(b) (continued)

Financial impacts on 1 January 2019

The impact arising from the adoption of HKFRS 16 on 1 January 2019 was as follows:

(b) (續)

於二零一九年一月一日的財務影響

於二零一九年一月一日採納香港財務報告準則第16號產生之影響如下：

		HK$'000 千港元
Assets	**資產**	
Decrease in property, plant and equipment	物業、廠房及設備減少	(405,946)
Increase in right-of-use assets	使用權資產增加	419,767
Increase in total assets	資產總額增加	13,821
Liabilities	**負債**	
Increase in bank and other borrowings	銀行及其他借款增加	13,821
Increase in total liabilities	負債總額增加	13,821

A reconciliation of the operating lease commitments as at 31 December 2018 to the lease liabilities as at 1 January 2019 is as follows:

於二零一八年十二月三十一日之經營租賃承擔與於二零一九年一月一日之租賃負債對賬如下：

		HK$'000 千港元
Operating lease commitments as at 31 December 2018 *(note 15(d))*	於二零一八年十二月三十一的經營租賃承擔*(附註15(d))*	**15,102**
Less: Commitments relating to short-term leases and those leases with a remaining lease term ended on or before 31 December 2019	減：與短期租賃及剩餘租賃期截至二零一九年十二月三十一日或之前終止的租賃的承擔	(454)
		14,648
Weighted average incremental borrowing rate as at 1 January 2019	於二零一九年一月一日的加權平均增量借款利率	3%
Lease liabilities as at 1 January 2019 *(note 15(b))*	於二零一九年一月一日的租賃負債*(附註15(b))*	**13,821**

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 *Income Taxes* (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation did not have any significant impact on the financial position or performance of the Group.

2.2 會計政策及披露變動(續)

(c) 香港(國際財務報告詮釋委員會) — 詮釋第23號,在稅項處理涉及影響應用香港會計準則第12號就*所得稅*而言的不確定性因素(一般指「不確定稅項狀況」)時,處理所得稅(即期及遞延)的會計處理。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅,亦尤其不包括與不確定稅項處理相關的權益及處罰相關規定。該詮釋具體處理以下事項:(i)實體是否單獨考慮不確定稅項處理;(ii)實體對稅務機關的稅項處理檢查所作的假設;(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率;及(iv)實體如何考慮事實及情況變動。該詮釋不會對本集團的財務狀況或表現產生任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

2.3 已頒佈但尚未生效的香港財務報告準則

本集團並未於該等財務報表中採納以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

Amendments to HKFRS 9, HKAS 39 and HKFRS 7	*Interest Rate Benchmark Reform*[1]
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*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)	*投資者與其聯營公司或合營企業之間的資產出售或注資*[3]
HKFRS 17	*Insurance Contracts*[2]
香港財務報告準則第17號	*保險合約*[2]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[1]
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*[1]

1 Effective for annual periods beginning on or after 1 January 2020
2 Effective for annual periods beginning on or after 1 January 2021
3 No mandatory effective date yet determined but available for adoption

1 於二零二零年一月一日或之後開始的年度期間生效
2 於二零二一年一月一日或之後開始的年度期間生效
3 現並無釐定強制生效日期，惟可予提早採納

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

Further information about the amendments to HKAS 1 and HKAS 8 that are expected to be applicable to the Group is described below:

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

2.3 已頒佈但尚未生效的香港財務報告準則(續)

預期將適用於本集團的香港會計準則第1號及香港會計準則第8號(修訂本)的進一步資料如下:

香港會計準則第1號及香港會計準則第8號(修訂本)為重大一詞提供新定義。新定義指出,倘遺漏、錯誤陳述或掩蓋有關資料能被合理預期會影響一般目的財務報表的主要用戶基於該等財務報表所作出的決定,則有關資料即屬重大。修訂指明,重大性取決於資料之性質及牽涉範圍。倘可合理預期資料錯報會影響主要使用者之決定,則有關錯誤為重大。本集團預期自二零二零年一月一日起前瞻性採納該修訂。該修訂預期不會對本集團之財務報表造成任何重大影響。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

The Group measures investment properties (including a property classified as a non-current asset held for sale), a building and debt investments at fair value through other comprehensive income at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset is measured using the assumptions that market participants would use when pricing the asset, assuming that market participants act in their economic best interest.

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

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

2.4 主要會計政策摘要

公平值計量

於各報告期間末，本集團按公平值計量投資物業(包括分類為持作出售之非流動資產的物業)、一處樓宇及按公平值計入其他全面收益的債務投資。公平值是指市場參與者在計量日的有序交易中，出售一項資產所能收到的價格。公平值計量乃基於出售資產的交易在相關資產或負債的主要市場進行，或在不存在主要市場的情況下，則在相關資產或負債的最有利市場進行的假定。主要市場(或最有利市場)應當是本集團能夠進入的市場。資產的公平值乃基於市場參與者在對該資產定價時(假設市場參與者以實現其經濟利益最大化的方式行事)所採用的假設計量。

非金融資產的公平值計量會考慮市場參與者透過以最大限度使用該資產達致最佳用途，或透過將該資產出售給能夠以最大限度使用該資產達致最佳用途的其他市場參與者產生經濟利益的能力。

本集團採用在當前情況下適用並且有足夠可利用數據支持的估值技術去計量公平值，儘量使用相關可觀察輸入值及儘量減少使用不可觀察輸入值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

2.4 主要會計政策摘要(續)

公平值計量(續)

在財務報表內計量或披露公平值的所有資產，均根據對公平值計量整體而言具有重要意義的最低層次輸入值在下述公平值層次內進行分類：

第一層次 — 基於相同資產或負債在活躍市場上(未經調整)的報價

第二層次 — 基於對公平值計量而言具有重要意義的最低層次輸入值乃直接或間接可觀察的估值技術

第三層次 — 基於對公平值計量而言具有重要意義的最低層次輸入值乃不可觀察的估值技術

就持續於財務報表確認的資產而言，本集團於每個報告期末透過(按對公平值計量整體而言具有重要意義的最低層次輸入值)重新評估分類，以決定層次制度中各個層次間是否有轉移。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

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

2.4 主要會計政策摘要(續)

非金融資產減值

除了投資物業(包括分類為持作出售之非流動資產的物業)、遞延稅項資產、持作出售物業、存貨及金融資產外，如果一項資產存在減值跡象，或需要進行年度減值測試，則估計資產的可收回金額。資產可收回金額按該資產或現金產出單元的使用價值和公平值減出售費用兩者中的較大者計算，並按個別資產厘定，除非該資產不能產出基本上獨立於其他資產或資產組所產生的現金流入，這種情況下，可確定該資產所屬的現金產出單元的可收回金額。

只有資產賬面值超過其可收回金額時，才確認減值虧損。評估使用價值時，採用反映當前市場對資金時間價值和資產的特定風險的估價的稅前折現率，將估計未來現金流量折成現值。減值虧損於其產生期間的損益內扣除，惟資產按重估金額列賬則除外，在此情況下，減值虧損根據該重估資產的相關會計政策入賬。

於每個報告期末評估是否有跡象表明以前確認的減值虧損可能已不存在或可能降低。如果存在上述跡象，則對可收回金額進行估計。對於一項除商譽外的非金融資產來說，只有在用於確定資產可收回金額的估計發生變動時，以前確認的減值虧損才能轉回，但是由於該等資產的減值虧損的轉回而增加的資產賬面值，不應高於資產以前年度沒有確認減值虧損時的賬面值(減去攤銷／折舊)。這種減值虧損的轉回計入其發生當期的損益，惟資產按重估金額列賬則除外，在此情況下，減值虧損撥回根據該重估資產的相關會計政策入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

(a) the party is a person or a close member of that person's family and that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a holding company of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a holding company, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

2.4 主要會計政策摘要(續)

關聯方

在下列情況下，則一方被視為與本集團有關：

(a) 個人或與該個人關係密切的家庭成員與本集團相關連，如果該個人：

(i) 對本集團實施控制或共同控制；

(ii) 對本集團實施重大影響；或

(iii) 是本集團或其控股公司的關鍵管理人員的成員；

或

(b) 如果適用以下任何情形，則某實體與本集團相關連：

(i) 該實體和本集團是同一集團的成員；

(ii) 某一實體是另一實體(或是該另一實體的控股公司、附屬公司或同系附屬公司)的聯營企業或合營企業；

(iii) 該實體和本集團都是相同第三方的合營企業；

(iv) 某一實體是第三方的合營企業並且另一實體是該第三方的聯營企業；

(v) 該實體是為本集團或與本集團關連的實體的僱員福利而設的離職後福利計劃；

(vi) 該實體受(a)項所述個人的控制或共同控制；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) (continued)

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to a holding company of the Group.

Property, plant and equipment and depreciation

Except for a building, which is stated at a revalued amount, being its fair value at the date of the revaluation less accumulated depreciation and any accumulated impairment losses, other items of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

2.4 主要會計政策摘要(續)

關聯方(續)

(b) (續)

(vii) (a)(i)項所述的個人對該實體實施重大影響或是該實體(或該實體的控股公司)的關鍵管理人員的成員;及

(viii) 向本集團或本集團母公司提供關鍵管理人員服務的實體或其所屬集團的任何控股公司。

物業、廠房及設備及其折舊

除樓宇按重新估值(即重新估值日期的公平值)減累計折舊及任何累計減值虧損之重估值計量外,其他物業、廠房及設備項目按成本減去累計折舊和任何累計減值虧損計量。物業、廠房及設備項目的成本包括其購買價格和將資產運抵指定地點並使其達到能夠按照預定的方式進行運作狀態的直接可歸屬成本。

物業、廠房及設備項目投入運行後發生的支出,比如維修和保養,通常在費用發生當期的損益中扣除。如果符合確認準則,則主要檢查的支出會作為替換資本化於資產賬面值。如果物業、廠房及設備的主要部分須定期替換,則本集團確認有關部分為獨立資產,其具有特定的使用年限及據此折舊。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Valuation in relation to the building is performed frequently enough to ensure that its fair value does not differ materially from its carrying amount. Changes in the value of the building are dealt with as movements in the property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. An annual transfer from the property revaluation reserve to accumulated losses is made for the difference between the depreciation based on the revalued carrying amount of the building and the depreciation based on the building's original cost. On disposal of a revalued asset, the relevant portion of the property revaluation reserve realised in respect of previous valuations is transferred to accumulated losses as a movement in reserves.

2.4 主要會計政策摘要(續)

物業、廠房及設備及其折舊(續)

本集團經常對大樓進行全面估值以確保其公平值與其賬面值不會有重大差異。大樓之價值變動會作物業重估儲備變動處理。倘按個別資產基準計算，該儲備總額不足以抵銷虧絀，則超出之虧絀將於損益中扣除，其後產生之任何重估盈餘按過往扣除之虧絀計入損益表。每年從物業重估儲備轉撥至累計虧損乃根據樓宇重估賬面值所計算之折舊與根據樓宇原來成本所計算之折舊兩者之差額作出。於出售經重估資產時，就過往估值變現之物業重估儲備相關部分轉撥至累計虧損，列作儲備變動。

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

各項物業、廠房及設備採用直線法在計算折舊的估計使用年限內削減其成本至其殘值。計算折舊之主要年期如下：

Building 樓宇	Over the shorter of the lease term and 2.5% 租賃期和2.5%的較短者
Leasehold improvements 租賃物業裝修	Over the shorter of the lease terms and $33^{1}/_{3}\%$ 租賃期和$33^{1}/_{3}\%$的較短者
Furniture, fixtures and office equipment 傢俬、裝置和辦公室設備	10% to 20% 10%至20%
Motor vehicles 汽車	20% 20%

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

如果物業、廠房及設備項目的各部分具有不同使用年限，則在各部分間合理分配該項目的成本，且按各部分單獨計提折舊。於每個財政年度結算日，評估剩餘價值、使用年限和折舊方法，必要時進行調整。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Investment properties

Investment properties include both completed investment properties and investment properties under construction.

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset (2018: leasehold property under an operating lease, which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business.

Completed investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Investment properties under construction or development for future use as investment properties are classified as investment properties under construction. Such properties under construction are measured at cost, including transaction costs, and subsequent to initial recognition, are stated at fair value at the end of the reporting period when the fair value can be determined reliably.

2.4 主要會計政策摘要(續)

物業、廠房及設備及其折舊(續)

物業、廠房及設備項目(包括初始確認的任何重大部分)一經處置或預期其使用或處置將不會帶來未來經濟利益，則終止確認。於資產終止確認期間內的損益確認的處置或報廢的任何損益乃淨銷售收入和相關資產賬面值之差。

投資物業

投資物業包括已落成投資物業及在建中投資物業。

投資物業指就賺取租金收入及／或資本增值持有之土地及樓宇權益(包括持作使用權資產之租賃物業(二零一八年：符合投資物業定義之經營租賃項下之租賃物業，而非就生產或供應貨品或服務或就行政目的；或就於日常業務中銷售而持有。

已落成投資物業初始按成本計量，包含交易費用。初始確認後，投資物業按反映報告期末市場狀況的公平值計量。

在建中或發展中以供在未來作為投資物業使用的投資物業分類為在建中投資物業。該等在建中物業按成本(包括交易成本)計量，於初始確認後，在公平值能夠可靠釐定的報告期間末按公平值列賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment properties (continued)

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

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

For a transfer from inventories (i.e., properties under development or held for sale) to investment properties, any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in profit or loss.

Non-current asset held for sale

Non-current asset is classified as held for sale if its carrying amount will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such asset and its sale must be highly probable.

An investment property classified as held for sale is measured at fair value, which reflects market conditions at the end of the reporting period.

Leases (policies under HKFRS 16 applicable from 1 January 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. 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.

2.4 主要會計政策摘要(續)

投資物業(續)

投資物業公平值變動引起的損益於產生期間計入損益內。

已落成投資物業報廢或處置造成的損益在報廢或處置期間於損益內確認。

由存貨(即發展中物業或持作出售物業)轉為投資物業，而物業在使用變更日期的公平值與其過往之賬面值的任何差額於損益內確認。

持作出售的非流動資產

若賬面值主要透過銷售交易收回價值而非持續使用，則分類為持作出售的非流動資產。在此情況下，該資產務必能以現況即時出售，出售條款僅可為一般慣例中出售有關資產的條款，而銷售機會為相當大。

分類為持作出售的投資物業以公平值計量，該公平值反映了報告期末的市場狀況。

租賃(根據香港財務報告準則第16號自二零一九年一月一日起適用的政策)

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約分類為租賃。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (policies under HKFRS 16 applicable from 1 January 2019) (continued)

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on the straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease component, the Group adopts the practical expedient not to separate non-lease component and to account for the lease component and the associated non-lease component (e.g., property management services for leases of properties) as a single lease component.

2.4 主要會計政策摘要(續)

租賃(根據香港財務報告準則第16號自二零一九年一月一日起適用的政策)(續)

本集團作為出租人

本集團作為出租人時，於租賃開始時(或發生租賃變更時)將其各租賃分類為經營租賃或融資租賃。

本集團並未轉讓資產擁有權所附帶的絕大部分風險及回報的租賃分類為經營租賃。倘合約包括租賃及非租賃部分，本集團根據相對獨立的售價基準將合約代價分配予各部分。租金收入於租賃期內按直線法列賬並根據其經營性質於損益內列為收入。於磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，並於租賃期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收入。

將相關資產擁有權所附帶的絕大部分風險及回報轉移至承租人的租賃列為融資租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

於包含租賃部分及非租賃部分之合約開始或重新評估時，本集團採用實際權宜方法不區分非租賃部分及就租賃部分及相關非租賃部分(例如物業租賃的物業管理服務)入賬作為單一租賃部分。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (policies under HKFRS 16 applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Except for the right of use of a leasehold land which is stated at a revalued amount, being its fair value at the date of the revaluation less accumulated depreciation and any accumulated impairment losses, other right-of-use assets are measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

2.4 主要會計政策摘要(續)

租賃(根據香港財務報告準則第16號自二零一九年一月一日起適用的政策)(續)

本集團作為承租人(續)

(a) 使用權資產

於租賃開始日期確認使用權資產(即相關資產可供使用日期)。除以重估金額(即重估之日的公平值減累計折舊及任何累計減值虧損)列示的租賃土地使用權外，其他使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款項、已產生初步直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃優惠。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (policies under HKFRS 16 applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(a) Right-of-use assets (continued)

Valuation in relation to the right of use of the leasehold land is performed frequently enough to ensure that its fair value does not differ materially from its carrying amount. Changes in the value of the right of use of the leasehold land are dealt with as movements in the property revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. An annual transfer from the property revaluation reserve to accumulated losses is made for the difference between the depreciation based on the revalued carrying amount of the right of use of the leasehold land and the depreciation based on the original cost of the right of use of the leasehold land. On disposal of a revalued right-of-use asset, the relevant portion of the property revaluation reserve realised in respect of previous valuations is transferred to accumulated losses as a movement in reserve.

Right-of-use assets are depreciated on the straight-line basis over the following depreciation periods, which are the shorter of the lease terms and the estimated useful lives of the assets:

Leasehold land 租賃土地	40 years 四十年
Office premises 辦公室物業	1 to 5 years 一至五年
Motor vehicle 汽車	3 years 三年

2.4 主要會計政策摘要(續)

租賃(根據香港財務報告準則第16號自二零一九年一月一日起適用的政策)(續)

本集團作為承租人(續)

(a) 使用權資產

本公司經常對租賃土地的使用權進行估值，以確保其公平值與賬面值並無重大差異。租賃土地使用權估值變動會作為物業重估儲備變動處理。倘按個別資產基準計算，該儲備總額不足以抵銷虧絀，則超出之虧絀將於損益扣除，其後產生之任何重估盈餘按過往扣除之虧絀計入損益。每年從物業重估儲備轉撥至累計虧損乃根據租賃土地使用權重估賬面值所計算之折舊與根據租賃土地使用權原來成本所計算之折舊兩者之差額作出。於出售經重估使用權資產時，就過往估值變現之物業重估儲備相關部分轉撥至累計虧損，列作儲備變動。

使用權資產於下列折舊期內(按租賃期及資產估計使用年期(以較短者為準))按直線法計提折舊：

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (policies under HKFRS 16 applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(a) Right-of-use assets (continued)

If ownership of the leased asset is transferred to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "Investment properties".

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.4 主要會計政策摘要(續)

租賃(根據香港財務報告準則第16號自二零一九年一月一日起適用的政策)(續)

本集團作為承租人(續)

(a) 使用權資產(續)

倘於租賃期結束時租賃資產的擁有權轉讓至本集團或成本反映購買選擇權的行使，折舊則根據資產的估計可使用年期計算。

倘使用權資產符合投資物業之定義，該資產須計入投資物業。相應之使用權資產於開始時按成本計量，而其後須根據本集團對「投資物業」之政策按公平值計量。

(b) 租賃負債

租賃負債乃於租賃開始日期按租賃期內將作出的租賃付款現值確認。租賃付款包括定額付款(含實質定額付款)減任何應收租賃優惠、取決於某一指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括合理確定將由本集團行使的購買選擇權之行使價及為終止租賃而支付的罰款(倘租賃期反映本集團正行使終止權)。並非取決於某一指數或比率的可變租賃付款於導致付款的事件或條件發生的期間確認為支出。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (policies under HKFRS 16 applicable from 1 January 2019) (continued)

Group as a lessee (continued)

(b) Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses the interest rate implicit in the lease or, where that rate cannot be readily determined, the Group uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in bank and other borrowings.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on the straight-line basis over the lease term.

2.4 主要會計政策摘要(續)

租賃(根據香港財務報告準則第16號自二零一九年一月一日起適用的政策)(續)

本集團作為承租人(續)

(b) 租賃負債(續)

在計算租賃付款的現值時，本集團使用租賃的隱含利率或，倘該利率無法可靠地釐定，則於租賃開始日期，本集團使用其增量借款利率。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在修改、租賃期變動、租賃付款變動(即指數或利率變動引起的未來租賃付款變動)或購買相關資產的選擇權之評估變動，則重新計量租賃負債的賬面值。

本集團的租賃負債計入銀行及其他借款。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其設備的短期租賃(即自租賃開始日期起計租賃期為十二個月或以下並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於將被認為低價值的辦公室設備之租賃。

短期租賃的租賃付款及低價值資產的租賃於租賃期內按直線法確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating leases (policies under HKAS 17 applicable before 1 January 2019)

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

Computer software

Computer software acquired separately is measured on initial recognition at cost. The useful lives of computer software are assessed to be finite.

Computer software is subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the computer software may be impaired. The amortisation period and the amortisation method for computer software is reviewed at least at each financial year end. The estimated annual rates of amortisation of computer software are 10%-25%:

2.4 主要會計政策摘要(續)

經營租賃(根據香港會計準則第17號於二零一九年一月一日前適用的政策)

如果一項租賃出租人實質上保留與資產所有權相關的幾乎全部風險和回報，則應按經營租賃進行會計處理。如果本集團是出租人，本集團按經營租賃出租的資產歸入非流動資產，經營租賃的應收租金按直線法在租賃期內計入損益。如果本集團是承租人，經營租賃的應付租金(經扣除出租人提供的任何優惠)按直線法在租賃期內計入損益。

電腦軟件

單獨取得的電腦軟件在初始確認時按成本計量。電腦軟件的可使用年期被評估為有限。

電腦軟件其後按可使用經濟年期攤銷，並於有跡象顯示電腦軟件可能減值時評估減值。電腦軟件的攤銷期及攤銷方法至少在各財政年度末進行審查。估計電腦軟件的年攤銷率為10%至25%：

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

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

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

In order for a financial asset (debt instrument) to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets (debt instruments) with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 主要會計政策摘要(續)

投資和其他金融資產

初始確認和計量

金融資產在初始確認時分類為後續按攤銷成本計量或按公平值計入其他全面收益(倘適用)。

初始確認金融資產分類取決於金融資產的合約現金流特徵，以及本集團管理金融資產的業務模式。除並未包含重大融資組成部分或本集團已實行權宜措施不調整重大融資組成部分影響的應收貿易及租賃賬款外，本集團按公平值初始計量金融資產，另加交易成本。並未包含重大融資組成部分或本集團已實行權宜措施的應收貿易賬款根據下文「收入確認」所述政策按香港財務報告準則第15號釐定的交易價計量。

須使現金流量僅為償還本金及未償還本金利息(「僅為償還本金及利息」)，方可分類為按攤銷成本計量或按公平值計入其他全面收益的金融資產(債務工具)。現金流量並非僅為償還本金及利息的金融資產(債務工具)按公平值計入損益分類並計量，而不論其業務模式如何。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

The Group's business model for managing financial assets (debt instruments) refers to how it manages its financial assets (debt instruments) in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets (debt instruments), or both. Financial assets (debt instruments) classified and measured at amortised cost are held within a business model with the objective to hold financial assets (debt instruments) in order to collect contractual cash flows, while financial assets (debt instruments) classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets (debt instruments) which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

初始確認和計量(續)

本集團管理金融資產(債務工具)的業務模式指本集團如何管理其金融資產(債務工具)以產生現金流量。業務模式釐定現金流量會否因收取合約現金流量、出售金融資產(債務工具)或因前述兩者而產生。分類為並按攤銷成本計量的金融資產(債務工具)在一個業務模式內持有，目的是持有金融資產(債務工具)以收取合約現金流量，而分類為並按公平值計入其他全面收益計量金融資產(債務工具)在一個業務模式內持有，目的是收取合約現金流量及出售。不屬於上述業務模式內持有的金融資產(債務工具)分類為並按公平值計入損益計量。

所有常規購買和出售金融資產於交易日(即本集團承諾購買或銷售該資產之日)確認。常規購買或出售金融資產指購買或出售需要在一般由法規或市場慣例確定的期間內移交資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

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

(a) *Financial assets at amortised cost (debt instruments)*

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

(b) *Financial assets at fair value through other comprehensive income (debt instruments)*

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

後續計量

金融資產的後續計量取決於以下分類：

(a) *按攤銷成本計量的金融資產(債務工具)*

按攤銷成本計量的金融資產後續使用實際利率法計量，並可予減值。倘資產終止確認、修訂或減值，則收益及虧損於損益確認。

(b) *按公平值計入其他全面收益的金融資產(債務工具)*

就按公平值計入其他全面收益的債務投資而言，利息收入、外匯重估及減值虧損或撥回於損益中確認，並按與按攤銷成本計量的金融資產相同的方式計量。其餘公平值變動於其他全面收益中確認。終止確認時，於其他全面收益中確認的累計公平值變動將重新計入損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

(a) General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

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

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值

本集團就並非按公平值計入損益持有的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期獲得的所有現金流量的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

(a) 一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認以來信貸風險並無顯著增加的信貸敞口而言，會就未來十二個月內可能發生的違約事件而導致的信貸虧損(十二個月預期信貸虧損)計提預期信貸虧損撥備。就自初始確認以來信貸風險顯著增加的信貸敞口而言，不論何時發生違約，須就餘下風險年期內的預期信貸虧損計提虧損撥備(存續期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初始確認以來是否顯著增加。在進行評估時，本集團比較金融工具於報告日期發生違約的風險及金融工具於初始確認日期發生違約的風險，同時考慮無需消耗過多費用或精力即可獲得之合理且可支持的資料，包括歷史及前瞻性資料。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment (continued)

(a) General approach (continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值(續)

(a) 一般方法(續)

就按公平值計入其他全面收益的債務投資而言，本集團應用低信貸風險簡化法。於各報告日期，本集團使用無需消耗過多費用或精力即可獲得之所有合理且可支持的資料，來評估債務投資是否被認為有低信貸風險。於作出該評估時，本集團重新評估債務投資的外部信貸評級。此外，本集團認為，當合約付款逾期超過30日時，信貸風險將大幅增加。

當合約付款逾期90天時，本集團認為金融資產違約。然而，在某些情況下，當內部或外部資料表明本集團在採取任何信貸提升措施前不太可能全額收回未付合約款項時，本集團亦可將一項金融資產視為違約。金融資產於並無合理預期可收回合約現金流量時撇銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment (continued)

(a) General approach (continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade and lease receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值(續)

(a) 一般方法(續)

按攤銷成本計量的金融資產須按一般方法計提減值，且就計量預期信貸虧損而言分為以下幾個階段，惟採用下述簡易方法的應收貿易及租賃賬款除外。

第一階段 — 自初始確認以來信貸風險並無顯著增加的金融工具，其虧損撥備按相當於十二個月預期信貸虧損的金額計算

第二階段 — 自初始確認以來信貸風險顯著增加但並非信用減值的金融資產的金融工具，其虧損撥備按相等於存續期預期信貸虧損的金額計算

第三階段 — 在報告日期已發生信用減值的金融資產(但並非購買或初始信用減值的金融資產)，其虧損撥備按相等於存續期預期信貸虧損的金額計算

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Impairment (continued)

(b) Simplified approach

For trade and lease receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

減值(續)

(b) 簡化方法

就並未包含重大融資組成部分或本集團已實行權宜措施不調整重大融資組成部分影響的應收貿易及租賃賬款而言，本集團在計算預期信貸虧損時採用簡化方法。根據簡化方法，本集團並不跟蹤信貸風險的變化，而是於每個報告日期基於存續期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗建立撥備矩陣，並根據債務人具體的前瞻性因素及經濟環境作出調整。

就應收租賃賬款而言，本集團選擇採用簡化方法作為根據上述政策計算預期信貸虧損的會計政策。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Derecognition

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

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策摘要(續)

投資和其他金融資產(續)

終止確認

在下列主要情況下，應終止確認金融資產(或，如適用，金融資產的一部分，或一組相類似金融資產的一部分)(即自本集團的綜合財務狀況表剔除)：

- 獲取資產所產生的現金流量的權利屆滿；或
- 本集團轉讓了獲取資產所產生的現金流量的權利，或在「轉移」安排下承擔了需無重大延誤地向第三方全額支付這些取得的現金流量的義務；並且(a)本集團實質上轉讓了與該資產相關的幾乎全部風險和回報，或(b)雖然本集團實質上既未轉讓亦未保留與該資產相關的所有風險和回報，但轉移了資產的控制權。

如果本集團轉讓了收取一項資產所產生的現金流量的權利，或已經訂立轉移安排，其評估其是否保留與擁有該資產相關的風險和回報以及有關程度。如果其既未實質上轉移亦未保留與該資產相關的幾乎全部風險和回報，也沒有轉移對該資產的控制權，本集團則根據其對該被轉讓資產的持續參與程度確認該項資產。在該情況下，本集團亦確認相關負債。轉讓的資產及相關負債按反映本集團保留的權利和義務的基準計量。

如果持續參與形式為對被轉讓資產提供擔保，則持續參與程度的計量是下述兩者中的較低者：資產的原賬面值和本集團可以被要求償還的代價的最大金額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised cost, which are recognised initially at fair value and net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 主要會計政策摘要(續)

金融負債

初始確認和計量

金融負債在初始確認時分類為按攤銷成本計量的金融負債，其初始按公平值確認並且扣除直接應佔交易成本。

後續計量

初始確認後，按攤銷成本計量的金融負債後續採用實際利率法按攤銷成本計量，除非折現的影響不重大，這種情況下，它們按成本計量。在負債終止確認時及在實際利率攤銷過程中，產生的損益在損益中確認。

計算攤銷成本時，應考慮購買產生的任何折價或溢價，且包括作為實際利率不可或缺的費用和交易費用。實際利率攤銷包括在損益中的財務費用。

終止確認

如果金融負債的責任已履行、撤銷或屆滿，則對金融負債進行終止確認。

如果現有金融負債被同一貸款方以實質上幾乎全部不同條款的另一金融負債取代，或者現有負債的條款幾乎全部被實質性修改，則此類替換或修改作為終止確認原負債和確認新負債處理，並且各自賬面值的差異在損益中確認。

金融工具的互相抵銷

如果以現時可行法定權利將確認的金額互相抵銷，並且打算以淨額為基礎結算，或同時變現該資產和清償該負債，則金融資產和金融負債會互相抵銷，淨額在綜合財務狀況表中報告。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Perpetual convertible bonds

The component of perpetual convertible bonds that exhibits characteristics of a liability is recognised as a liability in the consolidated statement of financial position, net of transaction costs. On issuance of perpetual convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a financial liability at amortised cost. The remainder of the proceeds is allocated to the equity component of the perpetual convertible bonds that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the equity component of the perpetual convertible bonds is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the perpetual convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Properties held for sale

Properties held for sale are intended to be held for sale and are classified as current assets.

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the estimated selling price based on prevailing market conditions less estimated costs to be incurred in marketing and selling the properties.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

2.4 主要會計政策摘要(續)

永久可換股債券

具有負債特徵的永久可換股債券部分於扣除交易費用後於綜合財務狀況表確認為負債。發行永久可換股債券時，負債部分的公平值採用等值不可換股債券的市場利率釐定；而該金額按攤銷成本入賬列為金融負債。餘下所得款項於扣除交易費用後分配至永久可換股債券之權益部分，該部分於股東權益內確認並計入其中。永久可換股債券之權益部分的賬面值不會於其後年度重新計量。交易費用於首次確認該等工具時按所得款項分配至負債及權益部分的比例在負債及永久可換股債券之權益部分之間分配。

持作出售物業

持作出售物業為擬持作出售並分類為流動資產。

持作出售物業按成本和可變現淨值兩者中較低者列賬。可變現淨值參考根據當前市場狀況估計的售價減去推廣及銷售物業產生的估計成本釐定。

存貨

存貨按成本與可變現淨值兩者之較低者入賬。成本乃根據先進先出法釐定。可變現淨值乃根據估計售價減出售事項將產生的任何估計成本計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

2.4 主要會計政策摘要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金和活期存款，以及流動性強、易轉換成已知金額的現金且價值變動風險很小的短期投資，且購買時到期日通常為三個月。

就綜合財務狀況表而言，現金及現金等價物包括並無限制使用用途的手頭及銀行現金(包括定期存款及與現金性質類同的資產)。

撥備

因過去事項而需要承擔現時義務(法定或推定)，而履行該義務很可能導致未來資源的流出，且該義務的金額能夠可靠地估計，則應確認撥備。

如果折現的影響重大，就撥備確認的金額應是未來履行義務預期所需支出在報告期末的現值。隨時間推移增加的折現現值金額計入損益的財務費用。

所得稅

所得稅包括即期稅項和遞延稅項。有關在損益以外確認的項目的所得稅，在損益以外(在其他全面收益或直接在權益中)確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策摘要(續)

所得税(續)

即期税項資產和負債，以在報告期末已執行的或實質上已執行的税率(及税法)為基礎，根據本集團經營所在國家的現行詮釋和相關常規，按照預期自税務部門收回或向税務部門支付的金額計量。

遞延税項採用負債法，對報告期末的資產和負債税務基礎及其出於財務報告目的的賬面值之間的所有暫時性差異作撥備。

所有應納税暫時性差異均確認為遞延税項負債，除非：

- 遞延税項負債是由商譽或資產或負債於非業務合併交易的初始確認所產生，而在交易時既不影響會計溢利也不影響應納税溢利或虧損；及
- 就與於附屬公司的投資相關的應納税暫時性差異而言，如果能夠控制該暫時性差異轉回的時間安排並且暫時性差異在可預見的未來不會轉回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

2.4 主要會計政策摘要(續)

所得稅(續)

所有可抵扣的暫時性差異、及結轉未利用的稅項抵免和任何未利用的稅務虧損確認為遞延稅項資產，但以很有可能有應納稅溢利抵銷可抵扣的暫時性差異、結轉未利用的稅項抵免和未利用的稅務虧損為限，除非：

- 與可抵扣的暫時性差異有關的遞延稅項資產是由資產或負債於非業務合併交易的初始確認所產生，而在交易時既不影響會計溢利也不影響應納稅溢利或虧損；及

- 就與於附屬公司的投資相關的可抵扣的暫時性差異而言，遞延稅項資產確認是以暫時性差異將於可預見的未來轉回且有應納稅溢利可用以抵銷暫時性差異為限。

於各報告期末對遞延稅項資產的賬面值予以覆核。如果不再是很可能獲得足夠的應納稅溢利以允許利用全部或部分遞延稅項資產，應減少該項遞延稅項資產。於各報告期末應重新評估未確認的遞延稅項資產，在可能有足夠應納稅溢利可供收回全部或部分遞延稅項資產時確認遞延稅項資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策摘要(續)

所得稅(續)

遞延稅項資產和負債，以在報告期末已執行的或實質上將執行的稅率(和稅法)為基礎，按變現該資產或清償該負債期間的預期適用稅率計量。

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應納稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

收入確認

客戶合約收入

客戶合約收入於貨品或服務的控制權按反映本集團預期就交換該等貨品或服務而有權獲得之代價金額轉讓予客戶時確予以認。

倘合約中的代價包括可變金額，代價金額則按本集團就交換向客戶轉讓貨品或服務而有權獲得的金額估計。可變代價於合約初期估計並受限直至可變代價的相關不確定性於隨後排除後很可能不會產生已確認累計收入金額的重大收入撥回之時。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) Provision of property management services

In respect of property management services, the Group's property management fee is charged on a lump sum basis. The Group acts as principal and is primarily responsible for providing the property management services to the property owners, accordingly the Group recognises property management fee received or receivable from property owners as its revenue and all related property management costs as its cost of services. Revenue from the provision of property management services is recognised over time when the services are rendered.

2.4 主要會計政策摘要(續)

收入確認(續)

客戶合約收入(續)

倘合約包括於向客戶轉讓貨品或服務時為客戶提供一年以上重大融資利益的融資組成部分，則收入按應收金額的現值計量，並使用本集團與客戶於合約初期的單獨融資交易中反映的折現率折現。倘合約包括為本集團提供一年以上重大融資利益的融資組成部分，則根據該合約確認的收入包括按實際利率法計算的就合約負債所產生的利息開支。就客戶付款及轉讓承諾貨品或服務的期間為一年或以下的合約而言，交易價不會就重大融資組成部分的影響採用香港財務報告準則第15號的實際合宜方法進行調整。

(a) 提供物業管理服務

就物業管理服務而言，本集團的物業管理費按一次性收取。本集團作為委託人，且主要負責向業主提供物業管理服務，因此，本集團將已收或應收業主的物業管理費確認為收益，並將所有相關的物業管理成本確認為服務成本。提供物業管理服務的收益於提供服務時隨時確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

(b) *Provision of services in relation to operations of the Recreational Centre*

Revenue from the provision of services in relation to operations of the Recreational Centre is recognised over time when the related services are rendered.

(c) *Sale of goods in relation to operations of the Recreational Centre*

Revenue from the sale of goods in relation to operations of the Recreational Centre is recognised at the point in time when control of the asset is transferred to the customer.

Revenue from other sources

(a) *Rental income*

Revenue from rental income is recognised on the straight line basis over the lease terms.

(b) *Interest income*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 主要會計政策摘要(續)

收入確認(續)

客戶合約收入(續)

(b) *就經營休閒中心提供服務*

就經營休閒中心提供服務所得收入於提供相關服務時按時間確認。

(c) *就經營休閒中心銷售貨品*

就經營休閒中心銷售貨品所得收入於資產控制權轉讓予客戶時確認。

其他來源收入

(a) *租金收入*

來自租賃收入的收入在租賃期內按直線法確認。

(b) *利息收入*

利息收入採用實際利率法按應計基準確認，應用的利率為在金融工具的預期壽命或更短期間(如適用)將估計未來現金收入準確折現至金融資產賬面淨值的利率。

合約負債

於本集團轉讓相關貨物或服務前收到客戶付款或到期付款(以較早者為準)時，確認合約負債。於本集團履行合約時(即將相關貨物或服務的控制權轉讓給客戶)，合約負債確認為收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors of the Company) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in the share option reserve in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 主要會計政策摘要(續)

以股份為基礎的付款

本公司設有購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員(包括本公司董事)按以股份為基礎的付款形式收取酬金，而僱員則提供服務作為權益工具之代價(「以權益結算的交易」)。

與僱員進行的以權益結算的交易之成本乃參考授出當日之公平值計量。公平值由外部估值師利用柏力克 — 舒爾斯模式釐定。

以權益結算的交易的成本連同權益內購股權儲備的相應增加，於表現及／或服務條件獲達成的期間內於僱員福利費用確認。於各報告期末直至歸屬日期為止就以權益結算的交易確認的累計開支反映歸屬期已屆滿程度及本集團對最終將會歸屬的權益工具數目的最佳估計。於某一期間扣除或計入於損益的金額指於期初及期末確認的累計開支變動。

釐定獎勵於授出日期的公平值時並不計及服務及非市場表現條件，惟達成有關條件的可能性會評估為本集團對最終將會歸屬的權益工具數目的最佳估計的一部分。市場表現條件在授出日期公平值中反映。獎勵所附帶但無相關服務要求的任何其他條件被視為非歸屬條件。除非同時附有服務及／或表現條件，否則非歸屬條件在獎勵的公平值中反映，並會導致獎勵即時支銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital. In addition, at the time when the share options are exercised, the amount previously recognised in the share option reserve will be transferred to the share capital account.

2.4 主要會計政策摘要(續)

以股份為基礎的付款(續)

就因非市場表現及／或服務條件未獲達成而最終並未歸屬的獎勵而言，並無確認任何開支。倘獎勵包括一項市場或非歸屬條件，則只要所有其他表現及／或服務條件已經達成，不論市場或非歸屬條件是否達成，交易被視為已歸屬。

倘以權益結算的獎勵的條款有所修訂，而獎勵的原有條款已達成，則會確認最少開支，猶如條款並無作出修訂。此外，倘任何修訂導致以股份為基礎的付款的公平值總額有所增加，或於修訂日期計量時為僱員帶來其他利益，則須就該等修訂確認開支。

倘以權益結算的獎勵被註銷，其將被視為猶如已於註銷日期歸屬，而尚未就獎勵確認的任何開支則即時確認。這包括在不符合本集團或僱員控制範圍內的非歸屬條件的情況下的任何獎勵。然而，倘有新獎勵取代已註銷獎勵，並於其授出日期指定為替代獎勵，則已註銷及新獎勵，均如前段所述被視為猶如其為原有獎勵的修訂。

尚未行使購股權的攤薄效應於計算每股盈利時列為額外股份攤薄。

於購股權獲行使時，本公司將因此而發行的股份記錄為額外股本。此外，於購股權獲行使時，先前於購股權儲備確認的款項將轉撥至股本溢價賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Options which are cancelled prior to their exercise date or lapsed are deleted from the register of outstanding options. When the share options are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to accumulated losses as a movement in reserves.

Other employee benefits (pension schemes)

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme in Hong Kong (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions vest fully once made and are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 主要會計政策摘要(續)

以股份為基礎的付款(續)

於行使日期前註銷或失效之購股權均自尚未行使購股權登記冊中刪除。當購股權於屆滿日期仍未行使時，先前於購股權儲備確認之款項會轉撥至累計虧損作為儲備變動。

其他僱員福利(退休金計劃)

本集團按照香港強制性公積金計劃條例在香港為有資格參與強積金計劃的該等僱員實行了界定供款的強制性公積金退休福利計劃(「強積金計劃」)。供款按照僱員基本工資的一定百分比計算，並根據強積金計劃的規定在需要支付時在損益中扣除。強積金計劃的資產由與本集團資產分開的獨立管理基金持有。本集團的僱主供款支付給強積金計劃後完全歸屬予僱員。

本集團於中國大陸的附屬公司的僱員必須參加由當地市政府管理的中央退休金計劃。該等附屬公司須貢獻其工資成本的若干百分比予中央退休金計劃。供款於投入計劃時即時全數歸計劃所有並根據中央退休金計劃的規定在需要支付時在損益中扣除。

借款費用

借款費用包括實體就借用資金而產生的利息及其他成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs (continued)

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred.

Foreign currencies

These financial statements are presented in Hong Kong dollar, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策摘要(續)

借款費用(續)

因收購、建設或生產合資格資產(即需要一段頗長時間準備方可作其擬定用途或出售的資產)所直接產生的借款費用，乃予以資本化作為該等資產成本之一部分。倘若該等資產已大致能夠用作擬定用途或出售，其借款費用不再予以資本化。個別借款因尚未用於合資格資產而用作暫時性投資，所賺取的投資收入應從已資本化的借款費用中扣除。所有其他借款費用於產生期間內支銷。

外幣

本財務報表以港元列報，港元為本公司的功能貨幣。本集團下的每一實體自行決定其功能貨幣，而每一實體財務報表中的項目使用該功能貨幣計量。本集團實體記錄的外幣交易初步按交易日它們各自的功能貨幣匯率記賬。以外幣列值的貨幣性資產和負債按報告期末的功能貨幣匯率折算。結算或折算貨幣項目所產生的差額於損益確認。

以歷史成本計量的外幣計價非貨幣項目，按初始交易日的匯率折算。以公平值計量的外幣計價非貨幣項目，按照計量公平值之日的匯率折算。折算以公平值計量的非貨幣項目所產生的損益的處理方法與確認有關項目公平值變動的損益一致(即公平值損益分別在其他全面收益或損益中確認的折算差額亦分別在其他全面收益或損益中確認)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain subsidiaries established in Mainland China and overseas are currencies other than Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of the exchange fluctuation reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of certain subsidiaries established in Mainland China and overseas are translated into Hong Kong dollars at the exchange rates prevailing at the dates of the cash flows. Frequently recurring cash flows of these entities which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

2.4 主要會計政策摘要(續)

外幣(續)

於釐定終止確認與預付代價相關的非貨幣性資產或非貨幣性負債所產生的相關資產、開支或收入於初始確認時的匯率時，初始交易日期為本集團初步確認由預付代價產生的非貨幣性資產或非貨幣性負債的日期。倘存在多筆預付款或預收款，則本集團須釐定每次支付或收到預付代價的交易日期。

若干於中國大陸及海外建立的附屬公司的功能貨幣為港元之外的貨幣。於報告期末，這些實體的資產和負債按照報告期末的匯率折算成港元，而它們的損益表按照本年度加權平均匯率折算成港元。由此產生的匯兑差額在其他全面收益中確認，並在匯兑波動儲備中累計。出售境外經營時，與上述特定境外經營相關的匯兑波動儲備部分在損益中確認。

就綜合現金流量表而言，若干於中國大陸及海外建立的附屬公司的現金流按照現金流發生當日的匯率折算成港元。該等實體於本年度經常發生的現金流量按本年度加權平均匯率折算成港元。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

The major judgements, estimates and assumptions, that have the most significant effect on the amounts recognised in the financial statements and have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are set out below:

Provision for ECLs on trade and lease receivables

The Group uses a provision matrix to calculate ECLs for trade and lease receivables, by applying ECL rates to different ageing groups of trade and lease receivables. The ECL rate of each ageing group is determined by the Group based on the average of historical incurred credit loss experience on each ageing group in the past years and, where material, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group's historical credit loss experience and forecast of economic conditions may not be representative of customer's actual default in the future and significant management estimates are required in the estimates. When the actual outcome or expectation in future is different from the original estimates, such differences will impact on the carrying amounts of trade and lease receivables and the amount of ECLs provided or reversed in the periods in which such estimates have been changed. The information about the ECLs on the Group's trade and lease receivables is disclosed in note 20 to the financial statements.

3. 重大會計判斷和估計

編製本集團的財務報表要求管理層作出會影響收入、開支、資產和負債的報告金額及其隨附披露的判斷、估計和假設，並作出或然負債披露。有關該等假設和估計的不確定性可能導致可能須於未來對受影響資產或負債的賬面值作出重大調整的結果。

下文載列對財務報表中確認的金額最具重大影響的以及具有對下一會計年度資產和負債賬面值造成重大調整的重大風險的重大判斷、估計和假設：

應收貿易及租賃賬款的預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易及租賃賬款的預期信貸虧損，方法為針對不同的應收貿易及租賃賬款賬齡組別使用預期信貸虧損率。每個賬齡組別的預期信貸虧損率由本集團根據過去幾年每個賬齡組別過往產生的信貸虧損經驗的平均值確定，並在金額重大時根據債務人具體的前瞻性因素及經濟環境作出調整。

本集團的過往信貸虧損經驗及經濟狀況預測可能無法代表客戶未來的實際違約情況，且估計時需要管理層作出重大估計。當日後的實際結果或預期與原先估計不同時，相關差異將影響相關估計出現變動期間應收貿易及租賃賬款的賬面值及預期信貸虧損的撥備或撥回金額。有關本集團應收貿易及租賃賬款的預期信貸虧損的資料於財務報表附註20內披露。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation of fair value of investment properties

The fair values of the Group's investment properties (including a property classified as a non-current asset held for sale) are assessed by management based on property valuations performed by independent professionally qualified valuers. The assumptions adopted in the property valuations are based on information of annual rental income and property market price per square metre, supported by (i) the terms of any existing leases and other contracts; and (ii) (when possible) external evidence such as current market rents and recent prices for similar properties in the same location and condition.

Further details of the fair value estimation of the investment properties, including the key assumptions used for fair value measurement and a sensitivity analysis, are set out in note 14 to the financial statements.

Income tax

The Group is subject to income taxes in Hong Kong, Mainland China, the USA and the UK. The Group carefully evaluates tax implications of its transactions in accordance with prevailing tax regulations and makes tax provision accordingly. However, judgement is required in determining the Group's provision for income taxes as there are many transactions and calculations, of which the ultimate tax determination is uncertain, during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact on the income tax and deferred tax provision in the periods in which the determination is made. The carrying amount of current income tax payables carried as liabilities in the consolidated statement of financial position as at 31 December 2019 was HK$14,671,000 (2018: HK$12,362,000).

3. 重大會計判斷和估計(續)

投資物業公平值的估計

本集團投資物業(包括分類為持作出售之非流動資產的物業)之公平值由管理層根據獨立專業合資格估值師進行的物業估值評估。物業估值所採用的假設乃基於年租金收入及每平方米的物業市場價的資料以及(i)任何現有租賃及其他合約的條款支持的資料;及(ii)(如有可能)外部證據(例如當前市場租金以及相同地點和條件下類似物業的近期價格)。

有關投資物業之公平值估計的進一步詳情,包括公平值計量所用的主要假設及敏感性分析,載於財務報表附註14內。

所得稅

本集團須繳納香港、中國大陸、美國及英國所得稅。本集團根據當前稅務法規謹慎評估其交易的稅務影響,並據此計提稅項準備。然而,於釐定本集團所得稅準備時須作出判斷,因為於日常業務過程中有很多最終稅項釐定不確定的交易及計算。倘若有關事宜的最終稅務結果與原先記錄金額不同,則有關差異將會影響到釐定期間的所得稅及遞延稅項準備。於二零一九年十二月三十一日,綜合財務狀況表內列為負債的當期應付所得稅項的賬面值為14,671,000港元(二零一八年:12,362,000港元)。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Income tax (continued)

In addition, the Group has investment properties located in the PRC, the USA and the UK which are measured at fair value. Investment property is property held to earn rentals or for capital appreciation or both. In considering whether the presumption in HKAS 12 that an investment property measured at fair value will be recovered through sale is rebutted in determining deferred tax, the Group has developed certain criteria in making that judgement, such as whether an investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time or through sale. The presumption is rebutted only in the circumstance that there is sufficient evidence such as a historical transaction, future development plan and management's intention to demonstrate that the investment property is held with the objective to consume substantially all of the economic benefits over time, rather than through sale. Continuous assessments on the presumption will be made by management at each reporting date.

3. 重大會計判斷和估計(續)

所得稅(續)

此外，本集團於中國、美國及英國擁有以公平值計量的投資物業。投資物業乃就賺取租金或資本增值或上述兩者而持有之物業。考慮到香港會計準則第12條的假設以公平值計量的投資物業透過銷售可收回以釐定遞延稅項之反駁，本集團已制定若干判斷標準，如於業務模式內持有投資物業之目標是否為隨時間或通過銷售耗用該投資物業所包含之絕大部分經濟利益。該假設只可被反駁，若存在足夠證據如以往的交易、未來的發展計劃及管理層有意指示持有投資物業之目標是隨時間(而非通過銷售)耗用絕大部分經濟利益。管理層必須於每個報告日期對假設作持續評估。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Change in use of properties

The Group shall transfer a property to, or from, investment property when, and only when, there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. Judgement is involved in determining the occurrence of a change in use of the property and the Group has developed criteria in making that judgement, for example, any inception of an operating lease arrangement with an external third party, any resource to hold and manage the investment property, legal permissible of the change, commencement of the further development (if any), in accordance with the facts and circumstances. Judgement is made on an individual unit basis to determine whether there is a change in use of the units in a property.

If the Group changes the use of a property in future, the accounting treatment of the relevant property may be changed, with a corresponding impact on the financial position and financial performance of the Group.

3. 重大會計判斷和估計(續)

物業用途變動

當且僅當出現用途變動時，本集團會將物業轉至或轉出投資物業。當物業符合或不再符合投資物業定義及存在用途變動證據時，視作發生用途變動。判斷涉及釐定物業用途發生變化，且本集團已制定判斷標準，如與外部第三方開始經營租賃安排。根據事實及情況持有及管理投資物業的任何資源(在法律上允許變更)，開始進行進一步開發(倘有)。判斷乃以個別單位為基準作出，以釐定物業中的單位的用途是否發生變化。

倘本集團日後更改物業的用途，相關物業的會計處理可能會發生變化，並對本集團的財務狀況及財務表現產生相應影響。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on the nature of their products and services and has three reportable operating segments as follows:

(a) the property development and investment segment engages in property development and investment in the UK, the USA and Mainland China;

(b) the property management segment engages in the provision of property management services for office buildings, residential properties and car parks in Mainland China; and

(c) the operation of the Recreational Centre segment engages in the operation and management of a leisure and lifestyle experience centre in Beijing, the PRC

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax except that head office and corporate income and expenses are excluded from this measurement.

Segment assets and segment liabilities exclude unallocated head office and corporate assets as these assets and liabilities are managed on a group basis.

4. 經營板塊資料

出於管理目的，本集團根據其產品和服務性質來劃分業務單元，並有以下三個報告經營板塊：

(a) 物業發展及投資板塊，其業務為從事英國、美國及中國大陸的物業發展及投資；

(b) 物業管理板塊的業務為在中國大陸為辦公室樓宇、住宅物業及停車場提供物業管理服務；及

(c) 經營休閒中心板塊從事經營及管理於中國北京市之休閒及時尚生活體驗中心

管理層分開監督本集團各經營板塊的業績，以決定如何分配資源及評估表現。板塊表現根據報告板塊溢利／虧損評估，而其以經調整稅前溢利／虧損計量。經調整稅前溢利／虧損的計量與本集團稅前溢利互相一致，惟其計量並不包括總部及公司收入及開支。

板塊資產和板塊負債不包括未分配總部及公司資產，因為該等資產和負債在集團層面管理。

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營板塊資料(續)

		Property development and investment 物業開發及投資		Property management 物業管理		Operation of the Recreational Centre 休閒中心經營		Total 合計	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		HK$'000 千港元	*HK$'000 千港元*	*HK$'000 千港元*	*HK$'000 千港元*	*HK$'000 千港元*	*HK$'000 千港元*	*HK$'000 千港元*	*HK$'000 千港元*
Segment revenue	**板塊收入**	**78,817**	75,067	**224,225**	196,057	**70,285**	90,158	**373,327**	361,282
Segment results	**板塊業績**	**153,801**	53,490	**48,121**	36,851	**(34,596)**	(42,550)	**167,326**	47,791
Reconciliation:	*對賬:*								
Other unallocated income and gain	其他未分配收入及收益							**34,477**	1,828
Corporate and other unallocated expenses	公司及其他未分配費用							**(19,691)**	(41,691)
Profit before tax	税前溢利							**182,112**	7,928
Segment assets	**板塊資產**	**5,957,399**	2,286,483	**224,033**	204,263	**75,883**	811,088	**6,257,315**	3,301,834
Reconciliation:	*對賬:*								
Corporate and other unallocated assets:	公司及其他未分配資產:								
— Property, plant and equipment	— 物業、廠房及設備							**193**	314
— Right-of-use assets	— 使用權資產							**4,961**	—
— Prepayments, deposits and other receivables	— 預付款項、訂金及其他應收款項							**2,551**	1,527,251
— Due from related parties	— 應收關聯方款項							**360**	360
— Pledged bank deposit	— 有抵押銀行存款							**39,168**	39,230
— Cash and cash equivalents	— 現金及現金等價物							**1,908**	161,090
Total assets	總資產							**6,306,456**	5,030,079
Segment liabilities	**板塊負債**	**2,370,230**	1,107,210	**130,479**	141,576	**227,197**	273,627	**2,727,906**	1,522,413
Reconciliation:	*對賬:*								
Corporate and other unallocated liabilities	公司及其他未分配負債								
— Other payables and accruals	— 其他應付款及預提費用							**2,731**	2,785
— Due to a shareholder	— 應付一名股東款項							**84,142**	1,437
— Lease liabilities	— 租賃負債							**4,935**	—
— Liability component of perpetual convertible bonds	— 永久可換股債券的負債部分							**49,945**	48,929
Total liabilities	總負債							**2,869,659**	1,575,564
Other segment information:	**其他板塊資料:**								
Capital expenditure*	資本開支*								
— Operating segments	— 經營板塊	**1,771,415**	1,551,635	**1,703**	795	**30,447**	2,258	**1,803,565**	1,554,688
— Amount unallocated	— 未分配金額							**6,509**	91
								1,810,074	1,554,779
Impairment/(reversal of impairment) of trade and lease receivables, net	應收貿易及租賃賬款減值/(減值撥回),淨額								
— Operating segments	— 經營板塊	**—**	126	**(2,395)**	2,082	**—**	—	**(2,395)**	2,208
Depreciation and amortisation	折舊及攤銷								
— Operating segments	— 經營板塊	**1,043**	63	**593**	533	**27,774**	27,558	**29,410**	28,154
— Amount unallocated	— 未分配金額							**1,669**	283
								31,079	28,437
Remeasurement gain upon transfer of a property under development to an investment property under construction	開發中物業轉至在建中投資物業後之重新計量收益	**—**	(23,997)	**—**	—	**—**	—	**—**	(23,997)
Remeasurement gain upon transfer of certain properties held for sale to investment properties	若干持作出售物業轉為投資物業後之重新計量收益	**(301,460)**	—	**—**	—	**—**	—	**(301,460)**	—
Fair value loss of investment properties, net	投資物業公平值虧損,淨額	**142,174**	201	**—**	—	**—**	—	**142,174**	201

4. OPERATING SEGMENT INFORMATION (continued)

* Capital expenditure consists of additions to property, plant and equipment, investment properties, right-of-use assets and computer software, including assets from the acquisition of subsidiaries.

4. 經營板塊資料(續)

* 資本開支包括添置物業、廠房及設備、投資物業、使用權資產及電腦軟件(包括收購附屬公司的資產)。

Geographical information

地區資料

(a) Revenue from external customers

(a) 來自外部客戶的收入

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Mainland China	中國大陸	**297,907**	286,214
The UK	英國	**75,420**	75,068
		373,327	361,282

The revenue information above is based on the locations of the customers.

以上收入資料乃根據客戶地點而載。

(b) Non-current assets

(b) 非流動資產

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
The UK	英國	**1,431,453**	1,656,442
The USA	美國	**791,862**	519,536
Mainland China	中國大陸	**2,005,300**	785,631
Hong Kong	香港	**5,153**	314
		4,233,768	2,961,923

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

上述非流動資產資料以資產所處區域為基礎，其並不包括金融工具及遞延稅項資產。

Information about major customers

During the years ended 31 December 2019 and 2018, there was no single external customer which contributed 10% or more of the Group's total revenue for each of these years.

主要客戶資料

截至二零一九年及二零一八年十二月三十一日止年度，並無於該等年度各年對本集團總收益貢獻10%或以上的單一外部客戶。

5. REVENUE

An analysis of the Group's revenue is as follows:

5. 收入

本集團的收入分析如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Rendering of property management services	提供物業管理服務	**224,225**	196,057
Rendering of services and sales of goods in relation to operations of the Recreation Centre	提供與休閒中心運營有關的服務及銷售商品	**70,285**	90,158
Gross rental income from investment property operating leases	來自投資物業經營租賃的租金收入總額	**78,817**	75,067
		373,327	361,282

Notes:

附註：

(a) Disaggregated revenue information

Year ended 31 December 2019

(a) 收入分列資料

截至二零一九年十二月三十一日止年度

Segments **板塊**		**Property development and investment** **物業發展及投資** ***HK$'000*** *千港元*	**Property management** **物業管理** ***HK$'000*** *千港元*	**Operation of the Recreational Centre** **經營休閒中心** ***HK$'000*** *千港元*	**Total** **合計** ***HK$'000*** *千港元*
Type of goods or services	**貨品或服務種類**				
Rendering of property management services	提供物業管理服務	—	224,225	—	224,225
Operations of the Recreational Centre:	經營休閒中心：				
— Rendering of services	— 提供服務	—	—	35,771	35,771
— Sale of goods	— 銷售貨品	—	—	34,514	34,514
Total revenue from contracts with customers	客戶合約收入總額	—	224,225	70,285	294,510
Revenue from another source	其他來源收入				
— Gross rental income from investment property operating leases	— 來自投資物業經營租賃的租金收入總額	78,817	—	—	78,817
Total revenue	收入總額	78,817	224,225	70,285	373,327
Timing of revenue recognition	**收入確認時間**				
Goods transferred at a point in time	於某一時間點轉移貨品	—	—	34,514	34,514
Services transferred over time	隨時間轉移服務	—	224,225	35,771	259,996
Total revenue from contracts with customers	客戶合約收入總額	—	224,225	70,285	294,510
Revenue from another source	其他來源收入				
— Gross rental income from investment property operating leases	— 來自投資物業經營租賃的租金收入總額	78,817	—	—	78,817
Total revenue	收入總額	78,817	224,225	70,285	373,327

Geographical market

All revenue from contracts with customers were generated in Mainland China.

地區市場

所有客戶合約收入於中國大陸產生。

5. REVENUE (continued)

Notes: (continued)

(a) Disaggregated revenue information (continued)

Year ended 31 December 2018

5. 收入(續)

附註：(續)

(a) 收入分列資料(續)

截至二零一八年十二月三十一日止年度

Segments 板塊		Property development and investment 物業發展及投資 *HK$'000 千港元*	Property management 物業管理 *HK$'000 千港元*	Operation of the Recreational Centre 經營休閒中心 *HK$'000 千港元*	Total 合計 *HK$'000 千港元*
Type of goods or services	**貨品或服務種類**				
Rendering of property management services	提供物業管理服務	—	196,057	—	196,057
Operations of the Recreational Centre:	經營休閒中心：				
— Rendering of services	— 提供服務	—	—	45,247	45,247
— Sale of goods	— 銷售貨品	—	—	44,911	44,911
Total revenue from contracts with customers	客戶合約收入總額	—	196,057	90,158	286,215
Revenue from another source — Gross rental income	其他來源收入 — 租金收入總額	75,067	—	—	75,067
Total revenue	收入總額	75,067	196,057	90,158	361,282
Timing of revenue recognition	**收入確認時間**				
Goods transferred at a point in time	於某一時間點轉移貨品	—	—	44,911	44,911
Services transferred over time	隨時間轉移服務	—	196,057	45,247	241,304
Total revenue from contracts with customers	客戶合約收入總額	—	196,057	90,158	286,215
Revenue from another source — Gross rental income	其他來源收入 — 租金收入總額	75,067	—	—	75,067
Total revenue	收入總額	75,067	196,057	90,158	361,282

Geographical market

All revenue from contracts with customers were generated in Mainland China.

地區市場

所有客戶合約收入於中國大陸產生。

5. REVENUE (continued)

Notes: (continued)

(a) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

5. 收入(續)

附註:(續)

(a) 收入分列資料(續)

下表列示於本報告期間確認的收入金額,其計入報告期初的合約負債:

		2019 二零一九年 *HK'000* *千港元*	2018 二零一八年 *HK'000* *千港元*
Property management services	物業管理服務	**37,726**	**31,484**
Services in relation to operations of the Recreational Centre	與經營休閒中心有關的服務	**22,156**	**35,547**
		59,882	**67,031**

No revenue recognised during the year ended 31 December 2019 related to performance obligations satisfied or partially satisfied in previous periods (2018: Nil).

於截至二零一九年十二月三十一日止年度,並未確認與先前期間已履行或部分履行的履約責任有關的收入(二零一八年:無)。

(b) Performance obligations

Information about the Group's performance obligations in contracts with customers is summarised below:

(b) 履約責任

有關本集團於客戶合約內的履約責任的資料概述如下:

Provision of property management service and services in relation to operations of the Recreational Centre

提供物業管理服務及休閒中心運營相關服務

The performance obligation is satisfied over time as services are rendered and payment in advance is normally required.

履約責任隨著提供服務的時間獲履行,且通常需要預先付款。

Sale of goods in relation to operations of the Recreational Centre

與休閒中心運營相關的貨品銷售

Revenue from the sale of goods in relation to operations of the Recreational Centre is recognised at the point in time when the goods are delivered to the customers, and payment is made upon delivery.

與休閒中心運營相關的貨品銷售收入乃於貨品交付至客戶及客戶於交付後作出付款時確認。

5. REVENUE (continued)

Notes: (continued)

(b) Performance obligations (continued)

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

5. 收入(續)

附註:(續)

(b) 履約責任(續)

於十二月三十一日分配至剩餘履約責任(未履行或部分未履行)的交易價金額如下:

		2019 二零一九年 *HK'000* *千港元*	2018 二零一八年 *HK'000* *千港元*
Amounts expected to be recognised as revenue:	預期確認為收入的金額:		
Within one year	一年內	**18,831**	23,703
After one year	一年後	**227**	275
		19,058	23,978

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to services in relation to operations of the Recreational Centre, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

在一年後分配至預計確認為收入的剩餘履約責任的交易價金額與休閒中心運營相關的服務有關,其中履約責任將於兩年內達成。分配至剩餘履約責任的所有其他交易價金額預計於一年內確認為收入。上述披露的金額不包括受限制的可變代價。

6. OTHER INCOME AND GAINS, NET

An analysis of the Group's other income and gains, net is as follows:

6. 其他收入及收益，淨額

本集團的其他收入及收益，淨額分析如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Bank interest income	銀行利息收入	**3,632**	3,520
Interest income of loan receivables	應收貸款利息收入	**1,585**	1,035
Penalty income	罰款收入	**158**	364
Foreign exchange gain, net	匯兑收益淨值	**32,461**	2,411
Fair value gain recycled from equity upon disposal of debt investments at fair value through other comprehensive income	出售按公平值計入其他全面收益的債務投資後自權益收回的公平值收益	**1,761**	—
Others	其他	**4,856**	2,919
		44,453	10,249

7. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

7. 財務費用

本集團財務費用分析如下：

		Notes *附註*	2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Interest on bank loans	銀行貸款的利息		**39,405**	36,000
Interest on preference shares of a subsidiary	附屬公司優先股的利息	29	**1,093**	1,143
Interest on loan from a shareholder of the Company	本公司股東提供的貸款的利息		**1,269**	6,615
Interest on loans from director-controlled entities	董事控制實體提供的貸款的利息		**115**	—
Imputed interest on loans from director-controlled entities	董事控制實體提供的貸款的推算利息		**2,477**	—
Interest on a quasi-loan equity contributed by a joint venture partner of a subsidiary	附屬公司之合營公司合夥人貢獻的準貸款權益的利息		**16,018**	—
Interest on perpetual convertible bonds	永久可換股債券利息	30	**1,220**	8,374
Interest on lease liabilities	租賃負債利息	15(b)	**555**	—
			62,152	52,132
Less: Amount capitalised in investment properties under construction	減：在建投資物業的資本化金額	14	**(4,355)**	(5,279)
			57,797	46,853

8. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

8. 稅前溢利

本集團稅前溢利已扣除／(抵免)下列各項：

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
Depreciation of items of property, plant and equipment	物業、廠房及設備項目折舊	13	**12,365**	28,342
Depreciation of right-of-use assets	使用權資產折舊	15	**18,475**	—
Amortisation of computer software	電腦軟件攤銷	16	**239**	95
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損		**9**	83
Minimum lease payments under operating leases in respect of land and buildings	經營租賃的最低租賃付款 — 土地及樓宇		**—**	17,784
Lease expenses on short-term leases	短期租賃的租賃費用		**7**	—
Employee benefit expense (including directors' remuneration *(note 9)*):	僱員福利費用(包括董事薪酬*(附註9)*)：			
Salaries, allowances and benefits in kind	薪金、津貼和實物利益		**90,051**	89,144
Equity-settled share option expense	以權益結算購股權費用	33	**—**	1,730
Pension scheme contributions	退休金計劃供款		**6,654**	5,866
			96,705	96,740
Auditor's remuneration	核數師酬金		**2,180**	2,000
Impairment/(reversal of impairment) of trade and lease receivables, net	應收貿易及租賃賬款減值／(減值撥回)，淨額	20(b)	**(2,395)**	2,208

9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事薪酬

根據聯交所證券上市規則(「上市規則」)、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條以及《公司(披露董事利益資料)規例》第2部披露的本年度董事薪酬如下:

		Group 本集團	
		2019 二零一九年 *HK$'000 千港元*	2018 二零一八年 *HK$'000 千港元*
Fees	袍金	**1,240**	1,208
Other emoluments:	其他報酬:		
Salaries, allowances and benefits in kind	薪金、津貼和實物利益	**716**	168
Equity-settled share option expense	以權益結算購股權費用	**—**	1,730
Pension scheme contributions	退休金計劃供款	**54**	52
		770	1,950
Total remuneration	薪酬總額	**2,010**	3,158

An analysis of the directors' remuneration, on a named basis, is as follows:

董事薪酬(以姓名為基準)分析如下:

Year ended 31 December 2019 **截至二零一九年十二月三十一日止年度**

Name of director 董事姓名		Fees 袍金 *HK$'000 千港元*	Salaries, allowances and benefits in kind 薪金、津貼和實物利益 *HK$'000 千港元*	Equity-settled share option expense 以權益結算購股權費用 *HK$'000 千港元*	Pension scheme contributions 退休金計劃供款 *HK$'000 千港元*	Total remuneration 薪酬合計 *HK$'000 千港元*
Executive directors:	***執行董事:***					
Mr. Wei Chunxian ("Mr. Wei")	魏純暹先生(「魏先生」)	**480**	**—**	**—**	**18**	**498**
Ms. Liu Shuhua	劉淑華女士	**—**	**—**	**—**	**—**	**—**
Mr. Sun Zhongmin ("Mr. Sun")	孫仲民先生(「孫先生」)	**400**	**347**	**—**	**18**	**765**
Mr. Guo Jingsheng#	郭京生先生#	**—**	**—**	**—**	**—**	**—**
Ms. Huang Fei#	黃菲女士#	**—**	**369**	**—**	**—**	**369**
Ms. Li Bing#	李兵女士#	**—**	**—**	**—**	**—**	**—**
		880	**716**	**—**	**36**	**1,632**
Independent non-executive directors:	***獨立非執行董事:***					
Mr. Tung Woon Cheung Eric	董渙樟先生	**120**	**—**	**—**	**6**	**126**
Ms. To Tsz Wan Vivien	杜紫雲女士	**120**	**—**	**—**	**6**	**126**
Mr. Au Yeung Po Fung	歐陽寶豐先生	**120**	**—**	**—**	**6**	**126**
		360	**—**	**—**	**18**	**378**
Total	合計	**1,240**	**716**	**—**	**54**	**2,010**

9. DIRECTORS' REMUNERATION (continued)

Year ended 31 December 2018

9. 董事薪酬(續)

截至二零一八年十二月三十一日止年度

Name of director 董事姓名		Fees 袍金 HK$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼和實物利益 HK$'000 千港元	Equity-settled share option expense 以權益結算購股權費用 HK$'000 千港元	Pension scheme contributions 退休金計劃供款 HK$'000 千港元	Total remuneration 薪酬合計 HK$'000 千港元
Executive directors:	***執行董事:***					
Mr. Wei Chunxian ("Mr. Wei")	魏純暹先生(「魏先生」)	480	168	—	17	665
Ms. Liu Shuhua	劉淑華女士	—	—	1,730	—	1,730
Mr. Sun Zhongmin ("Mr. Sun")	孫仲民先生(「孫先生」)	368	—	—	15	383
		848	168	1,730	32	2,778
Independent non-executive directors:	***獨立非執行董事:***					
Mr. Tung Woon Cheung Eric	董渙樟先生	120	—	—	6	126
Ms. To Tsz Wan Vivien^	杜紫雲女士^	106	—	—	7	113
Mr. Au Yeung Po Fung	歐陽寶豐先生	120	—	—	6	126
Mr. Chui Tsan Kit*	徐燦傑先生*	14	—	—	1	15
		360	—	—	20	380
Total	合計	1,208	168	1,730	52	3,158

\# Appointed as an executive director of the Company on 28 June 2019.

^ Appointed as an independent non-executive director of the Company on 14 February 2018.

* Resigned as an independent non-executive director of the Company on 14 February 2018.

Notes:

(a) A director was granted share options in the prior year, in respect of her service to the Group, under the share option scheme of the Company, further details of which are set out in note 33 to the financial statements. The fair value of such options, which had been recognised in profit or loss in full during the prior year, was determined as at the date of grant and is included in the above directors' remuneration disclosures.

(b) There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2018: Nil).

\# 於二零一九年六月二十八日獲委任為本公司執行董事。

^ 於二零一八年二月十四日獲委任為本公司獨立非執行董事。

* 於二零一八年二月十四日辭任本公司獨立非執行董事。

附註:

(a) 一名董事因其對本集團的貢獻而於過往年度根據本公司的購股權計劃獲授購股權,進一步詳情載於財務報表附註33。該等購股權的公平值於過往年度在損益內悉數確認,相關公平值於授出日期釐定,並包括在上述董事的薪酬披露內。

(b) 年內無董事放棄或同意放棄任何酬金的安排(二零一八年:無)。

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one (2018: one) director, details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining four (2018: four) non-director, highest paid employees for the year are as follows:

10. 五位最高薪僱員

年內，五位最高薪僱員中包括一名(二零一八年：一名)董事，其薪酬詳見上文附註9。年內餘下四名(二零一八年：四名)非董事的最高薪僱員之薪酬詳情如下：

		2019 **二零一九年** ***HK$'000*** ***千港元***	2018 二零一八年 *HK$'000* *千港元*
Salaries, allowances and benefits in kind	薪金、津貼和實物利益	**4,713**	3,797
Pension scheme contributions	退休金計劃供款	**36**	164
		4,749	3,961

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

薪酬處於以下範圍內的非董事最高薪僱員的人數如下：

		Number of employees **僱員人數**	
		2019 **二零一九年**	2018 二零一八年
Nil to HK$1,000,000	零至1,000,000港元	**1**	3
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	**3**	1
		4	4

11. INCOME TAX

An analysis of the Group's income tax is as follows:

11. 所得稅

本集團所得稅分析如下：

		2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
Current — Mainland China	當期 — 中國大陸	**11,684**	9,855
Current — UK	當期 — 英國	**410**	3,584
Current — USA	當期 — 美國	**493**	287
Deferred *(note 31)*	遞延*(附註31)*	**71,443**	(15,228)
Total tax expense/(credit) for the year	本年度稅項費用／（抵免）總額	**84,030**	(1,502)

Notes:

(a) No provision for Hong Kong has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2018: Nil).

The PRC and UK income taxes in respect of operations in Mainland China and the UK are calculated at the applicable tax rates on the estimated assessable profits for the year, based on the prevailing legislation, interpretations and practices in respect thereof.

The USA corporate income tax provision represented withholding tax provision calculated at the applicable tax rate on interest income of intercompany advances to subsidiaries in the USA for the year, based on existing legislation, interpretations and practices in respect thereof.

附註：

(a) 於本年度，由於本集團並無產生任何於香港產生的應評稅溢利，因此，並無就香港計提準備(二零一八年：無)。

本年度有關中國大陸及英國經營業務的中國及英國所得稅準備按估計應課稅溢利計提，並根據有關的現行法律、詮釋和相關常規，按照適用稅率計算。

本年度美國企業所得稅準備指預扣稅項準備，根據現行法律、詮釋及相關常規就向美國附屬公司公司間作出的墊款的利息收入按照適用稅率計提。

11. INCOME TAX (continued)

Notes:

(b) A reconciliation of the tax expense/(credit) applicable to profit/(loss) before tax at the statutory tax rates for the jurisdictions in which the Company and majority of its subsidiaries operate to the tax expense/(credit) at the effective tax rates, and a reconciliation of the applicable tax rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

11. 所得稅(續)

附註：

(b) 按照適用於本公司及其大多數附屬公司營運所在地的司法管轄區的稅前溢利／(虧損)的法定稅率計算出的稅項費用／(抵免)，與按實際稅率計算出的稅項費用／(抵免)的對賬，以及適用稅率(即法定稅率)和實際稅率的對賬如下：

Year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Hong Kong 香港		Mainland China 中國大陸		The USA 美國		The UK 英國		Total 合計	
		HK$'000 千港元	%	*HK$'000 千港元*	%	*HK$'000 千港元*	%	*HK$'000 千港元*	%	*HK$'000 千港元*	%
Profit before tax	稅前溢利	**14,582**		**67,504**		**11,943**		**88,083**		**182,112**	
Tax expense at the statutory tax rate	按法定稅率計算的稅項費用	**2,406**	**16.5**	**16,876**	**25**	**4,777**	**40**	**17,617**	**20**	**41,676**	**22.9**
Income not subject to tax	無須納稅的收入	**(6,804)**	**(46.6)**	**(264)**	**(0.4)**	**(4,544)**	**(38)**	**(6,923)**	**(7.9)**	**(18,535)**	**(10.2)**
Expenses not deductible for tax	不可抵扣稅項的費用	**4,386**	**30.1**	**1,861**	**2.8**	**—**	**—**	**121**	**0.1**	**6,368**	**3.5**
Effect of withholding tax on interest income derived from the USA	預扣稅對得自美國的利息收入的影響	**—**	**—**	**—**	**—**	**493**	**4.1**	**—**	**—**	**493**	**0.3**
Adjustment in respect of current tax of previous period	就過往期間的即期稅項作出的調整	**—**	**—**	**396**	**0.6**	**—**	**—**	**—**	**—**	**396**	**0.2**
Tax losses not recognised	尚未確認稅項虧損	**12**	**—**	**9,529**	**14.1**	**(233)**	**(2)**	**—**	**—**	**9,308**	**5.1**
Temporary differences not recognised	未確認暫時性差額	**—**	**—**	**54,729**	**81.1**	**—**	**—**	**(10,405)**	**(11.8)**	**44,324**	**24.3**
Tax expense/(credit) at the Group's effective tax rate	按本集團實際稅率計算的稅項費用／(抵免)	**—**	**—**	**83,127**	**123.1**	**493**	**4.1**	**410**	**0.5**	**84,030**	**46.1**

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

		Hong Kong 香港		Mainland China 中國大陸		The USA 美國		The UK 英國		Total 合計	
		HK$'000 千港元	%	*HK$'000 千港元*	%	*HK$'000 千港元*	%	*HK$'000 千港元*	%	*HK$'000 千港元*	%
Profit/(loss) before tax	稅前溢利／(虧損)	(9,929)		(8,556)		46,280		(19,867)		7,928	
Tax expense/(credit) at the statutory tax rate	按法定稅率計算的稅項費用／(抵免)	(1,641)	16.5	(2,139)	25.0	18,512	40.0	(3,973)	20.0	10,759	135.7
Income not subject to tax	無須納稅的收入	(4,931)	49.7	(212)	2.5	(13,076)	(28.3)	(1,326)	6.7	(19,545)	(246.5)
Expenses not deductible for tax	不可抵扣稅項的費用	6,419	(64.6)	1,217	(14.2)	—	—	8,985	(45.2)	16,621	209.6
Effect of withholding tax on interest income derived from the USA	預扣稅對得自美國的利息收入的影響	—	—	—	—	287	0.6	—	—	287	3.6
Tax losses not recognised	未確認稅項虧損	153	(1.5)	5,426	(63.4)	(1,927)	(4.2)	(13,276)	66.8	(9,624)	(121.4)
Tax expense/(credit) at the Group's effective tax rate	按本集團實際稅率計算的稅項費用／(抵免)	—	—	4,292	(50.2)	3,796	8.2	(9,590)	48.3	(1,502)	(18.9)

12. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares in issue during the year.

In respect of the year ended 31 December 2019, the calculation of the diluted earnings per share amount is based on the profit for the year attributable to shareholders of the Company, adjusted to reflect the deemed conversion of all dilutive perpetual convertible bonds at the beginning of the year, and the weighted average number of ordinary shares used in the calculation is the total of (i) the weighted average number of ordinary shares in issue during the year, as used in the basic earnings per share calculation; and (ii) the weighted average number of ordinary shares assumed to have been issued on the deemed conversion of all dilutive perpetual convertible bonds into ordinary shares of the Company. The share options outstanding during the year ended 31 December 2019 did not have a diluting effect on the earnings per share amount presented.

In respect of the year ended 31 December 2018, no adjustment has been made to the basic earnings per share amount presented in respect of a dilution as the impact of the perpetual convertible bonds and share options outstanding during that year either had an anti-dilutive effect or did not have a diluting effect on the earnings per share amount presented.

12. 本公司股東應佔每股盈利

每股基本盈利金額乃根據本公司股東應佔本年度溢利及本年度已發行普通股加權平均數計算。

就截至二零一九年十二月三十一日止年度而言，每股攤薄盈利金額乃根據本公司股東應佔本年度溢利計算，並經調整以反映視作於年初轉換所有攤薄永久可換股債券，而計算所用普通股的加權平均數為以下各項之總和：(i)計算每股基本盈利所用的年內已發行普通股加權平均數；及(ii)於視作轉換所有攤薄永久可換股債券為本公司普通股時假設已發行的普通股加權平均數。截至二零一九年十二月三十一日止年度未行使之購股權並無對所呈列的每股盈利金額產生攤薄影響。

就截至二零一八年十二月三十一止年度而言，由於過往年度的未償還永久可換股債券及未行使之購股權之影響均具有反攤薄效應或對所呈列的每股盈利金額並無攤薄效應，故並無對所呈列之每股基本盈利金額作出調整。

12. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY (continued)

The calculations of basic and diluted earnings per share amounts are based on the following data:

12. 本公司股東應佔每股盈利(續)

每股基本及攤薄盈利金額之計算乃基於以下數據:

Earnings

盈利

		2019 **二零一九年** ***HK$'000*** ***千港元***	2018 二零一八年 *HK$'000* *千港元*
Profit for the year attributable to shareholders of the Company, used in the basic earnings per share calculation	本公司股東應佔本年度溢利，用於計算每股基本盈利	**98,599**	9,579
Interest on perpetual convertible bonds	永久可換股債券利息	**1,220**	—
Profit for the year attributable to shareholders of the Company, used in the diluted earnings per share calculation	本公司股東應佔本年度溢利，用於計算每股攤薄盈利	**99,819**	9,579

Number of ordinary shares

普通股數目

		Number of shares **股份數目** **2019** **二零一九年**	 2018 二零一八年
Weighted average number of ordinary shares in issue during the year, used in the basic earnings per share calculation	計算每股基本盈利所用本年度已發行普通股之加權平均數	**3,196,784,946**	2,363,185,511
Effect of dilution of perpetual convertible bonds — weighted average number of ordinary shares	永久可換股債券攤薄的影響 — 普通股加權平均數	**1,366,330,541**	—
Weighted average number of ordinary shares during the year, used in the diluted earnings per share calculation	計算每股攤薄盈利所用本年度普通股之加權平均數	**4,563,115,487**	2,363,185,511

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Building 樓宇 HK$'000 千港元 (note) (附註)	Leasehold improvements 租賃物業裝修 HK$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置和辦公室設備 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Total 合計 HK$'000 千港元
Year ended 31 December 2019	**截至二零一九年十二月三十一日止年度**					
At 1 January 2019 (restated):	於二零一九年一月一日(經重列):					
Cost or valuation	成本或估值	404,251	9,338	22,384	2,545	438,518
Accumulated depreciation	累計折舊	(38,599)	(4,423)	(14,434)	(1,648)	(59,104)
Net carrying amount	賬面淨值	365,652	4,915	7,950	897	379,414
Net carrying amount:	賬面淨值:					
At 1 January 2019:	於二零一九年一月一日:					
As previously reported	如之前呈報	771,598	4,915	7,950	897	785,360
Impact upon initial application of HKFRS 16 *(note 2.2(b))*	首次應用香港財務報告準則第16號之影響*(附註2.2(b))*	(405,946)	—	—	—	(405,946)
As restated	經重列	365,652	4,915	7,950	897	379,414
Additions	添置	—	1,010	3,067	—	4,077
Depreciation provided during the year *(note 8)*	本年度計提折舊*(附註8)*	(8,398)	(559)	(3,171)	(237)	(12,365)
Disposals	出售	—	—	(190)	—	(190)
Disposal of a subsidiary *(note 35)*	出售一間附屬公司*(附註35)*	(326,413)	—	—	—	(326,413)
Surplus on revaluation	重估盈餘	11,883	—	—	—	11,883
Exchange realignment	匯兌調整	(42,724)	(88)	(126)	(11)	(42,949)
At 31 December 2019	於二零一九年十二月三十一日	—	5,278	7,530	649	13,457
At 31 December 2019:	於二零一九年十二月三十一日:					
Cost	成本	—	10,186	24,681	2,502	37,369
Accumulated depreciation	累計折舊	—	(4,908)	(17,151)	(1,853)	(23,912)
Net carrying amount	賬面淨值	—	5,278	7,530	649	13,457

13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Building 樓宇 HK$'000 千港元 (note) (附註)	Leasehold improvements 租賃物業裝修 HK$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置和辦公室設備 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Total 合計 HK$'000 千港元
Year ended 31 December 2018	**截至二零一八年十二月三十一日止年度**					
At 1 January 2018:	於二零一八年一月一日:					
Cost or valuation	成本或估值	864,255	8,208	22,969	2,756	898,188
Accumulated depreciation	累計折舊	(53,302)	(2,642)	(11,732)	(1,923)	(69,599)
Net carrying amount	賬面淨值	810,953	5,566	11,237	833	828,589
Net carrying amount:	賬面淨值:					
At 1 January 2018	於二零一八年一月一日	810,953	5,566	11,237	833	828,589
Additions	添置	—	1,589	926	555	3,070
Depreciation provided during the year *(note 8)*	本年度計提折舊*(附註8)*	(22,253)	(1,972)	(3,744)	(373)	(28,342)
Disposals	出售	—	—	(26)	(70)	(96)
Surplus on revaluation	重估盈餘	24,310	—	—	—	24,310
Exchange realignment	匯兑調整	(41,412)	(268)	(443)	(48)	(42,171)
At 31 December 2018	於二零一八年十二月三十一日	771,598	4,915	7,950	897	785,360
At 31 December 2018:	於二零一八年十二月三十一日:					
Cost or valuation	成本或估值	843,470	9,338	22,384	2,545	877,737
Accumulated depreciation	累計折舊	(71,872)	(4,423)	(14,434)	(1,648)	(92,377)
Net carrying amount	賬面淨值	771,598	4,915	7,950	897	785,360

13. PROPERTY, PLANT AND EQUIPMENT (continued)

Note: The building of the Group as at 31 December 2018 was a self-occupied commercial building located in Beijing, which was disposed of by the Group during the year in exchange for another property in Beijing under an asset exchange transaction, as further detailed in note 35(a) to the financial statements. Immediately prior to the disposal of the property on 31 October 2019, the building portion (included in property, plant and equipment) and leasehold land portion (included in right-of-use assets (note 15(a)) were revalued on 31 October 2019 based on a valuation performed by Knight Frank Petty Limited, independent professional qualified valuers, at an open market value of RMB682,000,000 (equivalent to HK$759,100,000) in total, resulting in a revaluation surplus of HK$22,420,000 which has been recognised as other comprehensive income in the property revaluation reserve during the year.

The fair value of the property was measured using significant unobservable inputs (Level 3 as defined in HKFRS 13). During the year, there was no transfer into or out of Level 3 (2018: Nil).

Below is a summary of the valuation technique used and the key input to the valuation of the property:

	Valuation technique 估值技術	**Significant unobservable input 重大不可觀察輸入數據**	**Weighted average 加權平均**	
			31 October 2019 二零一九年十月三十一日 (date of disposal) 出售日期	31 December 2018 二零一八年十二月三十一日
Leasehold land and building 租賃土地及樓宇	Direct comparison 直接比較	Price per square metre 每平方米價格	**RMB24,308 人民幣24,308元**	RMB24,165 人民幣24,165元

The valuation of the property was based on the direct comparison approach by reference to comparable market transactions. A significant increase (decrease) in the estimated price per square metre in isolation would result in a significant increase (decrease) in the fair value of the property.

13. 物業、廠房及設備(續)

附註： 於二零一八年十二月三十一日，本集團樓宇為位於北京的一處自用商業樓宇，該樓宇由本集團於本年度進行出售，以換取資產交換交易項下於北京的另一棟物業，進一步詳情如財務報表附註35(a)所述。緊接於二零一九年十月三十一日出售物業前，樓宇部分(計入物業、廠房及設備中)及租賃土地部分(計入使用權資產中(附註15(a))已於二零一九年十月三十一日進行重估。根據獨立專業合資格估值師萊坊測計師行有限公司進行的估值，開放市場價值合共人民幣682,000,000元(相當於759,100,000港元)，導致重新估值盈餘22,420,000港元於本年度物業重估儲備中確認為其他全面收益。

物業之公平值均使用重大不可觀察輸入值(第三層級)(定義見香港財務報告準則第13號)計量。於本年度，概無轉入或轉出第三層級的公平值計量(二零一八年：無)。

以下為物業估值所採用的估值技術及主要輸入數據概要：

物業的估值乃參照可比較市場交易根據直接比較法釐定。每平方米單獨估計價格大幅增加(減少)將導致物業公平值大幅增加(減少)。

14. INVESTMENT PROPERTIES 14. 投資物業

		Completed 已落成 *(note (a))* *(附註(a))*	Under construction 在建中 *(note (b))* *(附註(b))*	Total 合計
		HK$'000 *千港元*	*HK$'000* *千港元*	*HK$'000* *千港元*
Carrying amount as at 1 January 2018	於二零一八年一月一日的賬面值	278,473	192,475	470,948
Additions	添置	1,488,258	63,345	1,551,603
Net gain/(loss) from fair value adjustments	公平值調整產生的淨收益／(虧損)	(29,530)	29,329	(201)
Transfer from properties under development *(note (c))*	轉撥自發展中物業 *(附註(c))*	—	233,822	233,822
Exchange realignment	匯兑調整	(80,759)	257	(80,502)
Carrying amount as at 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日的賬面值	**1,656,442**	**519,228**	**2,175,670**
Additions *(note 21(a))*	添置*(附註21(a))*	**1,524,354**	**245,931**	**1,770,285**
Interest capitalised	資本化利息	**—**	**4,355**	**4,355**
Net loss from fair value adjustments	公平值調整產生的淨虧損	**(140,730)**	**(1,444)**	**(142,174)**
Transfer from properties held for sale *(note (d))*	轉撥自持作出售物業 *(附註(d))*	**782,287**	**—**	**782,287**
Transfer upon completion of construction	竣工後轉撥	**569,064**	**(569,064)**	**—**
Transfer to a non-current asset held for sale *(note 24)*	轉撥至持作出售之非流動資產*(附註24)*	**(335,901)**	**—**	**(335,901)**
Exchange realignment	匯兑調整	**(73,734)**	**(1,140)**	**(74,874)**
Carrying amount as at 31 December 2019	於二零一九年十二月三十一日的賬面值	**3,981,782**	**197,866**	**4,179,648**

14. INVESTMENT PROPERTIES (continued)

Notes:

(a) The Group's completed investment properties as at 31 December 2019 represented two commercial buildings located in London, the UK, a commercial and residential complex located in the USA (the "US Complex"), and a commercial building located in Beijing, the PRC, which are leased to third parties under operating leases, further summary details of which are set out in note 15 to the financial statements.

At 31 December 2019, one of the commercial buildings located in the UK was classified as a non-current asset held for sale as the Group has a plan to sell it in 2020, as further detailed in note 24 to the financial statements.

(b) The Group's investment properties under construction as at 31 December 2019 represented a parcel of land located in Culver City, the USA, which was acquired on 27 March 2019 at a cash consideration of US$24,000,000.

The Group's investment property under construction as at 31 December 2018 represented the US Complex, which was developed by the Group on a parcel of land located in Santa Monica, the County of Los Angeles, State of California, the USA, and construction of which had not been completed as at 31 December 2018. In prior years, a portion of the US Complex was classified as properties under development as it would be put into market for sale upon completion of the construction, based on the Group's original development plan. During the year ended 31 December 2018, the Group changed the use of that portion and will lease it to third parties for earning rental income upon completion of the construction. Accordingly, that portion of the US Complex was reclassified to investment properties under construction during the prior year and the difference between the fair value of the property at the date of change in use and its then carrying amount, amounting to HK$23,997,000, was recognised in profit or loss during the year ended 31 December 2018. During the current year, the development of the US Complex was completed and the Group obtained the certificate of occupancy. Accordingly, the US Complex was transferred to completed investment properties during the year.

14. 投資物業(續)

附註:

(a) 於二零一九年十二月三十一日本集團之已落成投資物業指位於英國倫敦的兩處商業樓宇、位於美國的商住綜合物業(「美國綜合物業」)及位於中國北京的一棟商業樓宇,該樓宇根據經營租賃租賃於第三方,其進一步概要詳情載於財務報表附註15。

於二零一九年十二月三十一日,位於英國的一處商業樓宇分類為持作出售之非流動資產,概因本集團計劃於二零二零年出售該非流動資產,進一步詳情見財務報表附註24。

(b) 於二零一九年十二月三十一日本集團之在建中投資物業指位於美國卡爾弗城之一塊土地,其於二零一九年三月二十七日以現金代價24,000,000美元被收購。

本集團於二零一八年十二月三十一日在建中投資物業為美國綜合物業,該綜合物業由本集團在位於美國加利福尼亞州洛杉磯聖莫尼卡市之一塊土地上開發,於二零一八年十二月三十一日,該綜合物業尚未竣工。於過往年度,美國綜合物業的一部分分類為發展中物業,概因根據本集團的原始開發計劃,其將於竣工後投入市場出售。截至二零一八年十二月三十一日止年度,本集團改變該部分的用途,並將於建設完成後將其出租予第三方以賺取租金收入。因此,美國綜合物業的該部分於上一年度重新分類至在建投資物業,而該物業於用途變更日期的公平值與其當時賬面值之間的差額23,997,000港元已於截至二零一八年十二月三十一日止年度於損益中確認。於本年度,美國綜合物業的開發已完成,且本集團已取得佔用證明。因此,美國綜合物業於年內轉為已落成投資物業。

14. INVESTMENT PROPERTIES (continued)

Notes:

(c) During the year, the use of certain units in the properties held for sale has been changed upon the inception of operating leases with external third parties. As a result, the leased portion of the properties held for sale was transferred to completed investment properties and a remeasurement gain of HK$301,460,000 was recognised in profit or loss during the year.

(d) Each year, the Group's senior management decides which external valuers to be appointed for the external valuations of the Group's properties. Selection criteria include market knowledge, independence and whether professional standards are maintained. The Group's senior management has ongoing discussions with the valuers on the valuation assumptions and valuation results when the valuations are performed.

The Group's investment properties (including a property classified as a non-current asset held for sale (note 24)) were revalued on 31 December 2019 based on valuations performed by Jones Lang La Salle Limited, Knight Frank LLP, Colliers International (Hong Kong) Limited and Cushman & Wakefield Western, Inc., independent professionally qualified valuers.

Fair value hierarchy disclosure

At 31 December 2019, fair value measurements of all of the Group's investment properties are using significant unobservable inputs (Level 3 as defined in HKFRS 13). During the year, there was no transfer into or out of Level 3.

Below is a summary of the valuation techniques used and the key inputs to the valuation of the Group's investment properties:

14. 投資物業(續)

附註:(續)

(c) 於本年度,與外部第三方簽訂經營租賃後,持作出售物業的部分單元之使用發生變動。因此,於本年度持作出售物業單位的租賃部分轉為已落成投資物業及於損益確認重估收益為301,460,000港元。

(d) 每年,本集團高級管理層決定委任哪一家外聘估值師負責本集團投資物業的外部估值。甄選準則包括市場知識、獨立性及是否維持專業水準。本集團高級管理層與估值師在進行估值時持續討論估值假設及估值結果。

於二零一九年十二月三十一日,本集團之投資物業(包括分類為持作出售之非流動資產的物業(附註24))由獨立專業合資格估值師Jones Lang La Salle Limited、Knight Frank LLP, Colliers International (Hong Kong) Limited及Cushman & Wakefield Western, Inc.進行估值重估。

公平值層級披露

於二零一九年十二月三十一日,本集團投資物業的公平值計量均使用重大不可觀察輸入值(第三層級)(定義見香港財務報告準則第13號)。於本年度,概無轉入或轉出第三層級的公平值計量。

以下為就本集團投資物業估值所採用的估值技術及主要輸入值的概要:

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入值		Range of input 輸入值範圍 2019 二零一九年	2018 二零一八年
Completed investment properties					
A commercial building in London	Income capitalisation	(i)	Equivalent yield	**4.18%**	4.16%
		(ii)	Unit market rent per month	**£57.36 per square metre of gross floor area**	£56.28 per square metre of gross floor area
已落成投資物業					
於倫敦的商業樓宇	收入資本化法	(i)	等價收益率	**4.18%**	4.16%
		(ii)	每月單位市場租金	**每平方米總建築面積57.36英鎊**	每平方米總建築面積56.28英鎊

14. INVESTMENT PROPERTIES (continued)

Notes: (continued)

(d) (continued)

Fair value hierarchy disclosure (continued)

14. 投資物業(續)

附註:(續)

(d) (續)

公平值層級披露(續)

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入值	Range of input 輸入值範圍 2019 二零一九年	2018 二零一八年
The US complex	Income capitalisation	(i) Capitalisation rate (ii) Unit market rent per month	**4.5%** **US$66-US$84 per square metre of gross floor area and US$5,200-US$9,500 per unit of bedroom or townhouse**	4.4% US$60-US$90 per square metre of gross floor area and US$4,900-US$9,000 per unit of bedroom or townhouse
美國綜合物業	收入資本化法	(i) 資本化率 (ii) 每月單位市場租金	**4.5%** **每平方米總樓面面積66美元至84美元及每單位卧室或聯排住宅5,200美元至9,500美元**	4.4% 每平方米總樓面面積60美元至90美元及每單位卧室或聯排住宅4,900美元至9,000美元
A commercial building in the PRC	Income capitalisation	(i) Sales comparison	**RMB52,200-RMB63,800 per square metre for retail and RMB43,600-RMB53,300 per square metre for office**	N/A
於中國的商業樓宇	收入資本化法	(i) 銷售比較	**零售價每平方米人民幣52,200元至人民幣63,800元及辦公室每平方米人民幣43,600元至人民幣53,300元**	不適用
Investment property under construction				
A parcel of land located in Culver City, the USA	Income capitalisation	(i) Sales comparison	**US$699 per square metre of gross floor area**	N/A Project
在建中投資物業				
位於美國卡爾弗城的一塊土地	收入資本化法	(i) 銷售比較	**每平方米總樓面面積699美元**	不適用項目
Non-current asset held for sale *(note 24)*				
A commercial building in the UK	Income capitalisation	(i) Equivalent yield	**5.36%**	5.09%
		(ii) Unit market rent per month	**£51.08 per square metre of gross floor area**	£45.11 per square metre of gross floor area
持作出售之非流動資產*(附註(24))*				
於英國的商業樓宇	收入資本化法	(i) 等價收益率 (ii) 每月單位市場租金	**5.36%** **每平方米總樓面面積51.08英鎊**	5.09% 每平方米總樓面面積45.11英鎊

14. INVESTMENT PROPERTIES (continued)

Notes: (continued)

(d) (continued)

Fair value hierarchy disclosure (continued)

The income capitalisation approach is applied based on net rental income that can be derived from existing tenancies with due allowance for the reversionary potential of the properties.

A significant increase (decrease) in the estimated rental value in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the equivalent yield and capitalisation rate in isolation would result in a significant decrease/(increase) in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rental value and an opposite change in the equivalent yield and the capitalisation rate.

(e) At 31 December 2019, certain of the Group's investment properties with a total carrying amount of HK$2,463,059,000 (2018: HK$2,175,670,000) were pledged to secure banking facilities granted to the Group (note 28(a)), a loan from a financial institution (note 28(b)) and loans from a joint venture partner of a subsidiary (note 28(e)).

15. LEASES

The Group as a lessor

The Group leases its investment properties (note 14) consisting of two commercial properties in the UK, one residential and commercial property in the USA and one commercial property in the PRC and a certain portion of a building (disposed of during the year — note 13) to third parties and a related party in which two directors of the Company have beneficial interests, under operating lease arrangements for terms ranging between 1 and 10 years (2018: 1 and 10 years). The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the contract terms. Rental income recognised by the Group during the year was HK$78,817,000 (2018: HK$75,067,000), details of which are included in note 5 to the financial statements.

14. 投資物業(續)

附註:(續)

(d) (續)

公平值層級披露(續)

應用收入資本化法時乃基於可得自現有租賃的淨租金收入,並妥為計及有關物業的復歸潛力。

單獨估計租金價值大幅上升/(下降)會導致投資物業公平值大幅上升(下降)。等價收益率及資本化率單獨大幅上升/(下降)會導致投資物業公平值大幅下降(上升)。一般而言,就估計租金價值所作假設的變動會伴隨租金價值相同方向的變動以及等價收益率及資本化率相反方向的變動。

(e) 於二零一九年十二月三十一日,本集團抵押賬面值合共2,463,059,000港元(二零一八年:2,175,670,000港元)的若干投資物業作為授予本集團的銀行融資之擔保(附註28(a))、來自金融機構之貸款(附註28(b))及來自一間附屬公司之合營公司合夥人之貸款(附註28(e))。

15. 租賃

本集團作為出租人

本集團根據經營租賃安排向第三方及本公司兩名董事擁有實益權益的關聯方出租其投資物業(附註14)(包括在英國的兩項商用物業、在美國的一項住宅及商用物業及在中國的一項商用物業)及若干樓宇部分(本年度出售事項 — 附註13),租賃期為一年至十年(二零一八年:一年至十年)不等。該等租賃的條款一般要求租戶支付保證金,並可以根據合約條款定期調整租金。本集團於本年度確認的租金收入為78,817,000港元(二零一八年:75,067,000港元),其詳情計入財務報表附註5。

15. LEASES (continued)

The Group as a lessor (continued)

At 31 December 2019, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

15. 租賃(續)

本集團作為出租人(續)

於二零一九年十二月三十一日，本集團根據與其租戶簽訂的不可撤銷經營租賃，於未來期間收取的未折現租賃付款如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Within one year	一年內	**61,105**	74,167
After one year but within two years	一年後但兩年內	**38,775**	44,985
After two years but within three years	兩年後但三年內	**34,617**	27,509
After three years but within four years	三年後但四年內	**28,637**	24,261
After four years but within five years	四年後但五年內	**25,389**	21,208
After five years	五年後	**27,332**	50,961
Total	合計	**215,855**	243,091

The Group's operating lease receivables as at 31 December 2019 are disclosed in note 20 to the financial statements.

本集團於二零一九年十二月三十一日的經營應收租賃賬款於財務報表附註20中披露。

The Group as a lessee

The Group has lease arrangements as a lessee for the leasehold land of a building (disposed of during the year — note 13), offices premises, staff quarters, a fitness centre, several units of a recreational centre, a motor vehicle and several items of equipment for use in its operations. Lump sum payments were made upfront to acquire the leasehold land with a lease period of 30 years, and no ongoing payments will be made in the remaining lease term. Leases of office premises, staff quarters, a fitness centre and several units of a recreational centre have lease terms between 3 and 5 years, while the motor vehicle has a lease term of 2 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

本集團作為承租人

本集團作為承租人，擁有一處樓宇(已於本年度出售 — 附註13)、辦公室物業、員工宿舍、一間健身中心、一所休閑中心若干單元、一輛汽車及用於其業務營運的若干設備項目的多項租賃土地安排。本集團已提前作出一次性付款以收購租賃期為30年的租賃土地，且不會於餘下租賃期繼續支付任何款項。辦公室物業、員工宿舍、一間健身中心及一所休閑中心若干單元之租賃的租賃期為3至5年，而汽車的租賃期通常為2年。其他設備的租賃期通常為12個月或以下及／或個別設備的價值較低。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

15. LEASES (continued)

The Group as a lessee (continued)

(a) Right-of-use assets (applicable after 1 January 2019)

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

15. 租賃(續)

本集團作為承租人(續)

(a) 使用權資產(二零一九年一月一日後適用)

本集團之使用權資產賬面值及本年度變動如下:

		Leasehold land 租賃土地 HK$'000 千港元 (note) (附註)	Office premises 辦公室物業 HK$'000 千港元	Motor vehicle 汽車 HK$'000 千港元	Total 合計 HK$'000 千港元
At 1 January 2019:	於二零一九年一月一日:				
As previously reported	如之前呈報	—	—	—	—
Impact upon initital application of HKFRS 16 *(note 2.2(b))*	首次應用香港財務報告準則第16號之影響 *(附註2.2(b))*	**405,946**	**13,182**	**639**	**419,767**
As restated	經重列	**405,946**	**13,182**	**639**	**419,767**
Additions	添置	**—**	**35,264**	**—**	**35,264**
Depreciation provided during the year *(note 8)*	本年度計提折舊 *(附註8)*	**(9,469)**	**(8,698)**	**(308)**	**(18,475)**
Surplus on revaluation	重估盈餘	**10,537**	**—**	**—**	**10,537**
Disposal of a subsidiary *(note 35)*	出售一間附屬公司 *(附註35)*	**(432,687)**	**—**	**—**	**(432,687)**
Exchange realignment	匯兑調整	**25,673**	**(500)**	**1**	**25,174**
At 31 December 2019	於二零一九年十二月三十一日	**—**	**39,248**	**332**	**39,580**

Note: It was state at a revalued amount less accumulated depreciation and any accumulated impairment losses, further details of the fair value measurement is included in note 13 to the financial statements.

附註: 其按重估金額減累計折舊及任何累計減值虧損列賬,公平值計量的進一步詳情載入財務報表附註13。

15. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities (applicable after 1 January 2019)

The carrying amount of lease liabilities (included under bank and other borrowings) and the movements during the year are as follows:

15. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債(二零一九年一月一日後適用)

租賃負債之賬面值(包括銀行及其他借款)及本年度變動如下:

		2019 二零一九年 *HK$'000* *千港元*
At 1 January 2019:	於二零一九年一月一日:	
As previously reported	如之前呈報	**—**
Impact upon initial application of HKFRS 16 *(note 2.2(b))*	首次應用香港財務報告準則第16號之影響 *(附註2.2(b))*	**13,821**
As restated	經重列	**13,821**
New leases	新租賃	**35,264**
Accretion of interest recognised during the year *(note 7)*	本年度已確認利息增幅 *(附註7)*	**555**
Payments	付款	**(9,539)**
Exchange realignment	匯兑調整	**(498)**
At 31 December	於十二月三十一日	**39,603**
Portion classified as current liabilities	分類為流動負債部分	**(18,704)**
Non-current portion	非即期部分	**20,899**

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

租賃負債的到期日分析披露於財務報表附註41。

15. LEASES (continued)

The Group as a lessee (continued)

(c) Other lease information (applicable after 1 January 2019)

The amounts recognised in profit or loss in relation to leases are as follows:

15. 租賃(續)

本集團作為承租人(續)

(c) 其他租賃資料(二零一九年一月一日後適用)

與租賃有關於損益內確認的金額如下:

		2019 二零一九年 *HK$'000* *千港元*
Interest on lease liabilities	租賃負債利息	**555**
Depreciation of right-of-use assets	使用權資產折舊	**18,475**
Expense relating to short term leases	與短期租賃有關的開支	**7**
Total amount recognised in profit or loss	於損益內確認款項總額	**19,037**

The total cash outflow for leases is disclosed in note 36(c) to the financial statements.

租賃的現金流出總額披露於財務報表附註36(c)。

(d) Operating lease commitments as at 31 December 2018 (applicable before 1 January 2019)

The Group leases office premises, staff quarters and a fitness centre from third parties and a related party, in which a director of the Company has a beneficial interest, under operating lease arrangements. The leases are negotiated for terms ranging between 2 and 5 years.

(d) 於二零一八年十二月三十一日的經營租賃承擔(二零一九年一月一日前適用)

本集團根據經營租賃安排租賃辦公室物業、員工宿舍及自本公司董事擁有實益權益的第三方及關聯方租賃一個健身中心。經協商,租賃期為兩年至五年。

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

於二零一八年十二月三十一日,本集團根據不可撤銷經營租賃,於以下年度到期日應付的未來最低租金總額如下:

		2018 二零一八年 *HK$'000* *千港元*
Within one year	一年內	5,919
In the second to fifth years, inclusive	第二年至第五年,包括首尾兩年	9,183
Total	合計	15,102

16. COMPUTER SOFTWARE

16. 電腦軟件

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
At 1 January:	於一月一日：		
Cost	成本	**1,300**	1,275
Accumulated amortisation	累計攤銷	**(407)**	(333)
Net carrying amount	賬面淨值	**893**	942
Net carrying amount:	賬面淨值：		
At 1 January	於一月一日	**893**	942
Additions	添置	**448**	106
Amortisation provided during the year *(note 8)*	本年計提攤銷*(附註8)*	**(239)**	(95)
Write-off	撇銷	**—**	(11)
Exchange realignment	匯兑調整	**(19)**	(49)
At 31 December	於十二月三十一日	**1,083**	893
At 31 December:	於十二月三十一日：		
Cost	成本	**1,719**	1,300
Accumulated amortisation	累計攤銷	**(636)**	(407)
Net carrying amount	賬面淨值	**1,083**	893

17. DEBT INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

17. 按公平值計入其他全面收益的債務投資

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Unlisted debt investments, at fair value	非上市債務投資，按公平值計量	**46,518**	23,113

The unlisted debt investments were designated as a financial assets at fair value through other comprehensive income as the Group plans to both hold the financial assets to collect their contractual cash flows and sell them, as appropriate.

非上市債務投資被指定為按公平值計入其他全面收益的金融資產，乃由於本集團計劃為持有金融資產以收取其合約現金流量及銷售(倘適用)。

During the year ended 31 December 2019, the gross gain in respect of fair value remeasurement of the unlisted debt investments recognised in other comprehensive income amounted to HK$1,424,000 (2018: HK$352,000) and a gain on disposal of certain unlisted debt investments amounting to HK$1,761,000 (2018: Nil) was recycled to profit or loss.

截至二零一九年十二月三十一日止年度，確認於其他全面收益的未上市債務投資之重新計量公平值之總收益為1,424,000港元(二零一八年：352,000港元)及出售若干未上市債務投資之收益為1,761,000港元(2018年：無)已撥回至損益。

18. PROPERTIES HELD FOR SALE

Properties held for sale of the Group as at 31 December 2019 represented certain portion of a commercial building located in Beijing, the PRC, which was acquired on 31 October 2019 through acquisition of the entire interest of Capable Kingdom Limited. Further summary details of the acquisition are included in note 35(a) to the financial statements.

At 31 December 2019, certain properties held for sale with a then carrying amount of HK$1,028,362,000 were pledged to secure the loans from a joint venture partner of a subsidiary (note 28(e)).

18. 持作出售物業

本集團於二零一九年十二月三十一日之持作出售物業指位於中國北京的若干商業樓宇，該樓宇於二零一九年十月三十一日透過收購Capable Kingdom Limited之全部權益而獲得。有關收購事項之進一步概要詳情載於財務報表附註35(a)。

於二零一九年十二月三十一日，本集團當時抵押賬面值1,028,362,000港元的若干持作出售物業作為來自一間附屬公司之合營公司合夥人之貸款的擔保(附註28(e))。

19. INVENTORIES

19. 存貨

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Food and beverages	食物及飲品	**122**	543
Other operating items for restaurant operations	餐廳經營的其他經營項目	**292**	334
Goods for resale	貨品轉售	**696**	148
Repair and maintenance parts	維修及保養部件	**1,130**	472
		2,240	1,497

20. TRADE AND LEASE RECEIVABLES 20. 應收貿易及租賃賬款

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Trade receivables	應收貿易賬款	**40,857**	34,396
Lease receivables	應收租賃賬款	**3,253**	3,321
Total gross trade and lease receivables	應收貿易及租賃賬款總額	**44,110**	37,717
Less: Impairment *(note (b))*	減：減值*(附註(b))*	**(10,536)**	(13,088)
		33,574	24,629

Notes:

(a) Trade and lease receivables are non-interest bearing and arise from the provision of property management services, leasing of investment properties and operations of the Recreational Centre. Tenants of the Group's managed properties are required to pay a calendar year's property management service fees annually in advance.

The Group's credit terms of its trade and lease receivables are negotiated with and entered into under normal commercial terms with tenants of the properties managed by the Group, tenants of investment properties and customers of the Recreational Centre. The Group does not hold any collateral or other credit enhancements over these balances.

Included in the Group's trade and lease receivables as at 31 December 2019 are amounts of HK$4,847,000 (2018: HK$3,395,000) in total due from companies controlled by two directors of the Company, which are repayable on credit terms similar to those offered to other tenants in the ordinary course of business. Mr. Wei and Mr. Sun, both being directors of the Company, have beneficial interests in these related parties.

At 31 December 2019, certain lease receivables of HK$3,253,000 (2018: HK$3,321,000) in total were pledged to secure bank loan facilities granted to the Group for financing the purchase of two commercial buildings in London, the UK (note 28(a)).

附註：

(a) 應收貿易及租賃賬款並不計息及於提供物業管理服務、租賃投資物業及經營休閒中心時產生。租戶租用本集團管理之物業，須每年預付一個曆年之物業管理服務費用。

本集團應收貿易及租賃賬款的信貸條款透過與本集團管理的物業租戶、投資物業租戶及休閒中心客戶按一般商務條款磋商訂立。本集團並沒有就這些餘額持有任何抵押品或其他信用增級。

本集團於二零一九年十二月三十一日的應收貿易及租賃賬款包括應收本公司兩名董事控制的公司之款項合共4,847,000港元(二零一八年：3,395,000港元)，並需按照類似於在日常業務過程中向其他租戶所提供的信用條款償還。魏先生及孫先生(均為本公司董事)於該等關聯方擁有實益權益。

於二零一九年十二月三十一日，若干應收租賃賬款合共3,253,000港元(二零一八年：3,321,000港元)已抵押作為本集團購買英國倫敦兩處商業樓宇(附註28(a))而獲授銀行貸款融資之擔保。

20. TRADE AND LEASE RECEIVABLES (continued)

Notes: (continued)

(b) An ageing analysis of the trade and lease receivables, based on the due date and net of impairment, is as follows:

20. 應收貿易及租賃賬款(續)

附註：(續)

(b) 按逾期日期之應收貿易及租賃賬款(並扣除減值)之賬齡分析如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Current	當期	**27,719**	12,095
Past due:	已逾期：		
Less than 1 year	少於一年	**2,770**	8,738
1 year to 2 years	一至二年	**2,342**	1,916
2 years to 3 years	二至三年	**743**	1,880
		33,574	24,629

The movements in the loss allowance for impairment of trade and lease receivables during the year are as follows:

於本年度，應收貿易及租賃賬款減值虧損撥備的變動如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
At 1 January	於一月一日	**13,088**	11,464
Impairment/(reversal of impairment) recognised, net *(note 8)*	已確認減值／(減值撥回)，淨額*(附註8)*	**(2,395)**	2,208
Exchange realignment	匯兑調整	**(157)**	(584)
At 31 December	於十二月三十一日	**10,536**	13,088

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the average of historical incurred credit loss experience on each ageing group of trade and lease receivables. Generally, trade and lease receivables are written off if they are not considered recoverable by the Group and are not subject to enforcement activity.

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於各賬齡組別應收貿易及租賃賬款歷史已產生信貸虧損經驗的平均值釐定。一般而言，倘應收貿易及租賃賬款被本集團視為不可收回及毋須受限於強制執行活動則予以撇銷。

20. TRADE AND LEASE RECEIVABLES (continued)

Notes: (continued)

(b) (continued)

Set out below is the information about the credit risk exposure on the Group's trade and lease receivables using a provision matrix:

At 31 December 2019

		Ageing based on due date 基於到期日期的賬齡					
		Current 當期	Less than 1 year 少於一年	1 to 2 years 一至兩年	2 to 3 years 兩至三年	Over 3 years 三年以上	Total 合計
Expected credit loss rate	預期信貸虧損率	2.00%	20.01%	50.99%	73.99%	100%	
Gross carrying amount (HK$'000)	賬面總值(千港元)	28,284	3,463	4,779	2,857	4,727	44,110
Expected credit losses (HK$'000)	預期信貸虧損(千港元)	565	693	2,437	2,114	4,727	10,536

At 31 December 2018

		Ageing based on due date 基於到期日期的賬齡					
		Current 當期	Less than 1 year 少於一年	1 to 2 years 一至兩年	2 to 3 years 兩至三年	Over 3 years 三年以上	Total 合計
Expected credit loss rate	預期信貸虧損率	1.95%	14.95%	42.84%	64.22%	100%	
Gross carrying amount (HK$'000)	賬面總值(千港元)	12,336	10,274	3,352	5,255	6,500	37,717
Expected credit losses (HK$'000)	預期信貸虧損(千港元)	241	1,536	1,436	3,375	6,500	13,088

20. 應收貿易及租賃賬款(續)

附註:(續)

(b) (續)

有關本集團採用撥備矩陣計量的應收貿易及租賃賬款的信貸風險資料載列如下:

於二零一九年十二月三十一日

於二零一八年十二月三十一日

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

21. 預付款項、訂金及其他應收款項

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
Prepayments	預付款項		**7,015**	11,740
Deposits and other receivables	訂金及其他應收款項	(a)	**46,037**	1,557,036
Loan receivables	應收貸款	(b)	**2,207**	37,681
			55,259	1,606,457
Portion classified as current assets	分類為流動資產部分		**(54,140)**	(80,712)
Non-current portion	非流動部分		**1,119**	1,525,745

Notes:

(a) Included in the Group's deposits and other receivables as at 31 December 2018 was a non-current deposit of HK$1,524,354,000 paid for the acquisition of certain floors of a commercial building located in Beijing, the PRC. The handover of the property was completed during the current year and the non-current deposit was reclassified to investment properties as current year's addition to completed investment properties.

(b) Each of the loan receivables bears interest at a fixed rate, will become repayable in the year of 2020 and is secured by a trade receivable of the borrower with a security value to loan ratio of more than 2 times. During the year, interest income of HK$1,585,000 (2018: HK$1,035,000) was recognised in profit or loss in respect of these loan receivables. The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. At 31 December 2019 and 2018, the loss allowance was assessed to be minimal. No ECL was recognised against these loan receivables as, in the opinion of directors, the loss given default rate of each of these loan receivables is close to zero.

附註：

(a) 就收購位於中國北京的一棟商業樓宇若干樓層支付1,524,354,000港元非流動訂金計入本集團於二零一八年十二月三十一日之訂金及其他應收款項。該物業的移交工作已於本年度完成，且非流動訂金重新分類至投資物業，作為本年度已落成投資物業的添置。

(b) 按固定利率計息的應收貸款將於二零二零年償還，並由借款人的應收貿易賬款(抵押值貸款比率超過2倍)作抵押。年內，就該等應收貸款於損益內確認利息收入1,585,000港元(二零一八年：1,035,000港元)。上述結餘中所列金融資產與近期無違約記錄及逾期金額的應收賬款有關。於二零一九年及二零一八年十二月三十一日，虧損撥備被評估為最低。並無就該等應收貸款確認預期信貸虧損，乃由於董事認為該等應收貸款的違約損失率趨近於零。

22. BALANCES WITH RELATED PARTIES

The balances with related parties are unsecured, interest-free and have no fixed terms of repayment.

22. 與關聯方的結餘

與關聯方的結餘為無抵押、免息和沒有固定還款期。本公司兩名董事魏先生及孫先生在該等關聯方中擁有實益權益。

(a) Due from related parties

Amounts due from related parties, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

(a) 應收關聯方款項

根據香港《公司條例》第383(1)(d)條及《公司(披露董事利益資料)規例》第3部披露的應收關聯方款項如下：

Company name		At 31 December 2019	Maximum amount outstanding during the current year	At 31 December 2018 and 1 January 2019	Maximum amount outstanding during the prior year	At 1 January 2018
公司名稱		二零一九年十二月三十一日	本年度最高未償還金額	於二零一八年十二月三十一日及二零一九年一月一日	過往年度最高未償還金額	於二零一八年一月一日
		HK$'000 *千港元*	*HK$'000* *千港元*	*HK$'000* *千港元*	*HK$'000* *千港元*	*HK$'000* *千港元*
The ultimate holding company*	**最終控股公司***					
Winluck Global	Winluck Global	—	355	18	18	—
Director-controlled related parties*	**董事控制的關聯方***					
北京國隆置業有限公司 ("Beijing Guolong")	北京國隆置業有限公司(「北京國隆」)	1,963	1,963	1,637	1,830	1,830
北京國銳金演幼兒園	北京國銳金演幼兒園	—	—	—	140	140
Kaipeng Technology[Ω]	凱朋科技[Ω]	—	—	11,314	11,314	—
北京集趣互動信息技術有限公司 ("Beijing Jiqu")	北京集趣互動信息技術有限公司(「北京集趣」)	—	26	26	26	—
Silky Apex Limited ("Silky Apex")	Silky Apex Limited(「Silky Apex」)	—	35	2	2	—
Gang Rui International Investment (HK) Limited ("Gang Rui")	港銳國際投資(香港)有限公司(「港銳」)	360	360	360	460	—
北京國銳房地產開發有限公司 ("Guorui Property Development")	北京國銳房地產開發有限公司(「國銳房地產開發」)	22,569	22,722	—	—	—
		24,892		13,357		1,970
Other related parties	**其他關聯方**	24,982		—		—
		49,874		13,357		1,970

* Two directors of the Company, namely Mr. Wei and Mr. Sun, have beneficial interests in these related parties.

* 本公司兩名董事(即魏先生及孫先生)於該等關連人士中擁有實益權益。

Ω This entity became a subsidiary of the Group during the year ended 31 December 2019.

Ω 凱朋科技於截至二零一九年十二月三十一日止年度成為本集團之附屬公司。

22. BALANCES WITH RELATED PARTIES (continued)

(b) Due to related parties

The balances as at 31 December 2019 mainly represented short term advances from related parties in which Mr. Wei and Mr. Sun have beneficial interests.

22. 與關聯方的結餘(續)

(b) 應付關聯方款項

於二零一九年十二月三十一日之結餘主要指魏先生及孫先生擁有實益權益的關聯方之短期墊款。

23. PLEDGED BANK DEPOSIT AND CASH AND CASH EQUIVALENTS

23. 已抵押銀行存款及現金及銀行結餘

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Cash and bank balances other than time deposits	除定期存款外的現金及銀行結餘	**286,045**	158,007
Time deposits	定期存款	**—**	226,386
Total cash and bank balances	現金及銀行結餘總額	**286,045**	384,393
Less: Pledged bank deposit *(note (c))*	減：已抵押銀行存款*（附註(c)）*	**(39,168)**	(39,230)
Cash and cash equivalents	現金及現金等價物	**246,877**	345,163

Notes:

(a) At 31 December 2019, the cash and bank balances of the Group denominated in RMB amounted to HK$122,727,000 (2018: HK$114,862,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

(b) Cash at banks earns interest at floating rates based on daily bank deposit rates. A short term time deposit was made for a period of twelve months, and earns interest at the short term time deposit rate. The bank balances are deposited with creditworthy banks with no recent history of default.

(c) At 31 December 2019, a bank deposit of US$5,003,000 (equivalent to HK$39,168,000) (2018: US$5,034,000 (equivalent to HK$39,230,000)) was pledged to a bank for the issuance of a standby letter of credit in respect of future settlement to a contractor for the construction of the US Complex.

附註：

(a) 於二零一九年十二月三十一日，本集團用人民幣列值的現金及銀行結餘達122,727,000港元(二零一八年：114,862,000港元)。儘管人民幣不能與其他貨幣自由兑換，但是根據中國大陸的中華人民共和國外匯管理條例及結匯、售匯及付匯管理規定，本集團可以通過有權進行外幣業務的銀行將人民幣兑換成其他貨幣。

(b) 銀行存款按根據每日銀行存款利率計算之浮動利率計息。短期定期存款之存款期為十二個月，按有關之短期定期存款利率計息。銀行結餘存於近期並無違約記錄而具信譽的銀行。

(c) 於二零一九年十二月三十一日，銀行存款5,003,000美元(相當於39,168,000港元)(二零一八年：5,034,000美元(相當於39,230,000港元)已抵押予銀行，以令其就向承包商日後結清美國綜合物業建造工程發出信貸備用函。

24. NON-CURRENT ASSET HELD FOR SALE

In December 2019, the directors of the Company decided to sell a commercial building (an investment property) located in the UK and the Group signed the head of terms with a potential independent third party on 15 January 2020. Since the property is immediately available for sale, the directors expected that the disposal could be completed within one year. Accordingly, the investment property is classified as a non-current asset held for sale and is separately presented on the face of the consolidated statement of financial position as at 31 December 2019.

At 31 December 2019, the non-current asset held for sale is measured at fair value, further summary details of the fair value measurement are included in note 14(d) to the financial statements, and was pledged as a security for a banking facility granted to the Group (note 28(a)).

24. 持作出售之非流動資產

於二零一九年十二月，本公司董事決定出售位於英國的一幢商業樓宇(投資物業)，且本集團已於二零二零年一月十五日與潛在獨立第三方簽署主要條款。由於該物業隨時可供出售，董事預計出售事項可於一年內完成。因此，投資物業分類為持作出售之非流動資產並於二零一九年十二月三十一日之綜合財務狀況表中單獨列示。

於二零一九年十二月三十一日，持作出售之非流動資產按公平值計量，公平值計量的進一步概要詳情載入財務報表附註14(d)，且該非流動資產作為授予本集團的銀行融資之擔保(附註28(a))。

25. TRADE PAYABLES

Trade payables are non-interest-bearing and the average credit period is 60 days.

An ageing analysis of the Group's trade payables as at the end of the reporting period, based on the invoice date, is as follows:

25. 應付貿易賬款

應付貿易賬款不計息，而平均信貸期限為60天。

根據發票日期，於報告期末，本集團應付貿易賬款的賬齡分析如下：

		2019 **二零一九年** ***HK$'000*** *千港元*	2018 二零一八年 *HK$'000* *千港元*
Within 3 months	三個月內	**21,330**	47,393
3 to 6 months	三至六個月	**2,519**	3,031
6 to 12 months	六至十二個月	**4,896**	6,377
Over 1 year	一年以上	**8,732**	9,128
		37,477	65,929

26. RECEIPTS IN ADVANCE

26. 預收款項

		31 December 2019 **二零一九年十二月三十一日** ***HK$'000*** *千港元*	31 December 2018 二零一八年十二月三十一日 *HK$'000* *千港元*	1 January 2018 二零一八年一月一日 *HK$'000* *千港元*
Contract liabilities	合約負債	**69,143**	75,848	69,241
Other receipts in advance	其他預收款項	**28,477**	8,180	3,580
		97,620	84,028	72,821

The Group's receipts in advance represented (i) prepayments of property management fees received from tenants; (ii) cash receipts from customers which are stored in membership cards for future consumption in the Recreational Centre; and (iii) rental received in advance from tenants of the Group's investment properties. The prepaid management fees and values stored in the membership cards as at 31 December 2019 and 2018 are classified as contract liabilities in the financial statements in accordance with HKFRS 15.

本集團的預收款項指(i)向租戶收取的物業管理費預付款項；(ii)客戶存入會員卡以供日後在休閒中心消費的現金；及(iii)向本集團的投資物業租戶預收的租金。根據香港財務報告準則第15號，於二零一九年及二零一八年十二月三十一日的預付管理費及存入會員卡的價值在財務報表中分類為合約負債。

27. OTHER PAYABLES AND ACCRUALS 27. 其他應付款及預提費用

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Other payables	其他應付款	**96,933**	99,310
Accruals	預提費用	**15,220**	13,857
		112,153	113,167

The Group's other payables as at 31 December 2019 included, inter alia, the following:

(i) amounts of HK$3,917,000 (2018: HK$1,700,000) in total payable to water, heating and electricity suppliers in respect of public utility fees collected from tenants on behalf of public utility suppliers;

(ii) refundable decoration deposits and property management service fee deposits of HK$16,288,000 (2018: HK$14,774,000) in total received from tenants of a commercial building and residential properties managed by the Group; and

(iii) advances from independent third parties of HK$47,575,000 (2018: HK$66,439,000) in total for the purpose of maintaining daily working capital and financing new investments. These advances are interest-free, unsecured and repayable on demand or within one year.

於二零一九年十二月三十一日，本集團的其他應付款包括(其中包括)以下各項：

(i) 應付自來水、暖氣及電力款項合共3,917,000港元(二零一八年：1,700,000港元)，有關公用設施費用乃代公用設施供應商向租戶收取；

(ii) 可予退還裝修訂金及物業管理服務費訂金16,288,000港元(二零一八年：14,774,000港元)，有關訂金乃向一幢由本集團管理之商業大廈及住宅物業之租戶收取；及

(iii) 有關維持日常運營資金及為新投資融資之獨立第三方墊款47,575,000港元(二零一八年：66,439,000港元)。該等墊款為無息、無擔保且須按要求或於一年內償還。

28. BANK AND OTHER BORROWINGS 28. 銀行及其他借款

		Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
Bank loans, secured	銀行貸款(有抵押)	(a)	**929,568**	1,023,094
Other loans:	其他貸款：			
Loan from a financial institution, secured	金融機構提供的貸款(有抵押)	(b)	**213,959**	—
Loan from a shareholder of the Company, unsecured	本公司一名股東提供的貸款(無抵押)	(c)	**82,656**	—
Loans from director-controlled entities, unsecured	董事控制實體提供的貸款(無抵押)	(d)	**347,648**	—
Quasi-loan equity contributed by a joint venture partner of a subsidiary, secured	附屬公司之合營公司合夥人貢獻的準貸款股權(有抵押)	(e)	**722,590**	—
			1,366,853	—
Lease liabilities	租賃負債	15(b)	**39,603**	—
Total bank and other borrowings	銀行及其他借款合計		**2,336,024**	1,023,094
Analysed into:	分析作：			
Bank loans repayable:	應償還銀行貸款：			
Within one year	一年內		**131,476**	247,010
In the second year	第二年		**798,092**	8,006
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)		**—**	768,078
			929,568	1,023,094
Other loans repayable:	其他應償還貸款：			
Within one year	一年內		**560,198**	—
In the second year	第二年		**185,697**	—
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)		**423,836**	—
Beyond five years	五年後		**197,122**	—
			1,366,853	—
Lease liabilities repayable:	應償還租賃負債：			
Within one year	一年內		**18,704**	—
In the second year	第二年		**15,018**	—
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)		**5,881**	—
			39,603	—
Total bank and other borrowings	銀行及其他借款合計		**2,336,024**	1,023,094
Portion classified as current liabilities	分類為流動負債的部分		**(710,378)**	(247,010)
Non-current portion	非流動部分		**1,625,646**	776,084

28. BANK AND OTHER BORROWINGS (continued)

Notes:

(a) The Group's bank loans as at 31 December 2019 were obtained to finance the purchase and construction of the Group's investment properties. The bank loans bear interest at fixed rates ranging from 2.46% to 2.89% per annum or at US$ prime rate and are secured by certain investment properties and lease receivables of the Group.

The loan facility of a bank loan with a carrying amount of HK$123,194,000 as at 31 December 2019 contains a repayable on demand clause.

(b) The loan from a financial institution was obtained to finance the operating costs of the US Complex, which is an investment property of the Group. The loan bears interest at a fixed rate of 3.65% per annum and is guaranteed by the Company and secured by a pledge over the US Complex.

(c) Pursuant to a shareholder's loan agreement dated 1 January 2019 entered into between the Company and Gang Rui, which holds 25.43% shareholding in the Company as at 31 December 2019 and in which Mr. Wei and Mr. Sun have beneficial interests, Gang Rui granted a shareholder's loan facility of HK$200,000,000 (or its equivalent in US$) to the Company, of which US$10,370,000 (equivalent to HK$82,656,000) had been utilised as at 31 December 2019.

The shareholder's loan is unsecured, bears interest at the rate of 2% per annum, and is repayable in 3 years from 1 January 2019, which is the date of the shareholder's loan agreement. During the year ended 31 December 2019, interest paid and payable to Gang Rui in respect of the shareholder's loan amounted to HK$1,269,000 which was recognised as finance costs for the year.

This related party transaction constitutes an exempted connected transaction as defined in Chapter 14A of the Listing Rules.

28. 銀行及其他借款(續)

附註:

(a) 本集團於二零一九年十二月三十一日之銀行貸款乃為購買及建設本集團投資物業之融資而獲取。該筆銀行貸款按每年2.46%至2.89%的固定利率或美國最優惠利率計息,並由本集團若干投資物業及應收租賃賬款作抵押。

於二零一九年十二月三十一日賬面值123,194,000港元之銀行貸款的貸款融資包括按要求償還。

(b) 金融機構提供的貸款乃為美國綜合物業(本集團的投資物業)的運營成本撥資而獲取。該筆貸款按每年3.65%的固定利率計息,由本公司提供擔保,並由美國綜合物業作抵押。

(c) 根據本公司與港銳(於二零一九年十二月三十一日其持有本公司25.43%的股權,且魏先生及孫先生均持有其實益權益)所訂立日期為二零一九年一月一日的股東貸款協議,港瑞向本公司授出200,000,000港元(或等值美元)的股東貸款融資,其中10,370,000美元(相當於82,656,000港元)已於二零一九年十二月三十一日獲使用。

該筆股東貸款為無抵押,年利率為2%,自二零一九年一月一日(即股東貸款協議之日)起3年內償還。截至二零一九年十二月三十一日止年度,就股東貸款已付及應付港瑞的利息為1,269,000港元確認為本年度財務費用。

該關聯方交易構成上市規則第14A章所界定之獲豁免關連交易。

28. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

(d) The loans from director-controlled entities as at 31 December 2019 were advanced from related parties in which Mr. Wei and Mr. Sun have beneficial interests. These loans will be matured for repayment between 2021 to 2024 and are unsecured and interest-free, except for a loan of RMB10,000,000 (equivalent to HK$11,185,000) which bears interest at the fixed rate of 7.2% per annum.

These related party transactions constitute exempted connected transactions as defined in Chapter 14A of the Listing Rules.

(e) As detailed in note 1 to the financial statements, the Group accounted for the capital injected by the joint venture partner into the Fund (as defined in note 1) as loans from the joint venture partner. At 31 December 2019, aggregate amounts of RMB646,000,000 were advanced from the joint venture partner which bear interest at the rate of 8.9% per annum, are repayable at the option of the joint venture partner by the end of June 2020 and April 2021 and are secured by shares of Kaipeng Technology and 104 out of 129 units of a commercial property in Beijing owned by the Group, which was partly accounted for as investment properties and partly as properties held for sale.

These related party transactions do not constitute connected transactions of the Group as defined in Chapter 14A of the Listing Rules.

(f) The Group's secured bank and other loans are secured by the following assets:

28. 銀行及其他借款(續)

附註：(續)

(d) 於二零一九年十二月三十一日董事控制實體提供的貸款乃由魏先生及孫先生持有其實益權益的關聯方墊資。該等貸款期限為二零二一年至二零二四年，到期償還，為無抵押、免息，惟貸款人民幣10,000,000元(相當於11,185,000港元)按每年7.2%的固定利率計息。

該等關聯方交易構成上市規則第14A章所界定之獲豁免關連交易。

(e) 誠如財務報表附註1所詳述，本集團將合營公司合夥人向投資基金(定義見附註1)注入的資本列賬為來自合營公司合夥人的貸款。於二零一九年十二月三十一日，合營公司合夥人共墊資人民幣646,000,000元，該筆款項按年利率8.9%計息，並須按合營公司合夥人的要求於二零二零年六月及二零二一年四月底前償還，且以凱朋科技的股份及本集團所擁有一棟北京商業物業129個單位中的104個單位(部分列為投資物業，部分列為持作出售物業)作抵押。

該等關聯方交易並不構成上市規則第14A章所界定之本集團的持續關連交易。

(f) 本集團的有抵押銀行及其他貸款乃由以下資產作抵押：

		Notes 附註	**2019 二零一九年 HK$'000 千港元**	2018 二零一八年 HK$'000 千港元
Completed investment properties	已落成投資物業	14(e)	**2,754,987**	1,656,442
Investment properties under construction	在建中投資物業	14(e)	**—**	519,228
Properties held for sale	持作出售物業	18	**1,028,362**	—
Lease receivables	應收租賃賬款	20(a)	**3,253**	3,321
Bank balances	銀行結餘	23(c)	**39,168**	39,230

28. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

(g) The carrying amounts of the Group's bank and other borrowings are denominated in the following currencies:

28. 銀行及其他借款(續)

附註：(續)

(g) 本集團銀行及其他借款的賬面值以下列貨幣計值：

		Carrying amount 賬面值	
		2019 二零一九年 *HK$'000 千港元*	2018 二零一八年 *HK$'000 千港元*
£	英鎊	**929,568**	909,654
US$	美元	**298,478**	113,440
RMB	人民幣	**1,103,042**	—
HK$	港元	**4,936**	—
		2,336,024	1,023,094

29. PREFERENCE SHARES OF A SUBSIDIARY

In the prior year, the balance as at 31 December 2018 represented preference shares without a par value of RMB13,770,000 issued in 2016 by a subsidiary of the Group to the non-controlling equity holder of the subsidiary, which is a company established in the PRC and indirectly wholly owned by an associate of Mr. Wei and Mr. Sun, both being directors of the Company. The preference shares shall have no voting rights but are entitled to annual dividends at the rate of 7% of the issued and paid up preference share capital of the subsidiary.

The preference shares of the subsidiary had been accounted for as financial liabilities of the Group as the Group has a contractual obligation to deliver cash to the preference shareholder in 3 years from the date of capital injection. The preference shares were fully redeemed during the year ended 31 December 2019.

Dividend paid and payable to the related party during the year ended 31 December 2019 in respect of the preference shares of the subsidiary amounted to HK$1,093,000 (2018: HK$1,143,000), which was recognised as finance costs for the year.

29. 一間附屬公司的優先股

於過往年度，於二零一八年十二月三十一日之結餘指本集團一間附屬公司於二零一六年向該附屬公司的非控股權益持有人發行人民幣13,770,000元的無面值優先股，該附屬公司為一間於中國成立的公司，並由魏先生及孫先生(均為本公司董事)的一間聯營公司間接全資擁有。該等優先股並無投票權，但有權按該附屬公司已發行及已支付的優先股股本的7%獲得年度股息。

該附屬公司的優先股已入賬列作本集團的財務負債，乃由於本集團有合約責任於注資日期後三年內向優先股股東交付現金。截至二零一九年十二月三十一日止年度，優先股已獲悉數贖回。

截至二零一九年十二月三十一日止年度，就附屬公司之優先股已付及應付關聯方之股息為1,093,000港元(二零一八年：1,143,000港元)，已於本年度確認為財務費用。

30. PERPETUAL CONVERTIBLE BONDS

The Company had two batches of perpetual convertible bond outstanding during the years ended 31 December 2019 and 2018, the summary information of which is set out as follows:

30. 永久可換股債券

截至二零一九年及二零一八年十二月三十一日止年度，本公司擁有兩批未償還的永久可換股債券，相關概述資料載於下文：

		Batch one **第一批** *(note (a))* *（附註(a)）*	Batch two **第二批** *(note (b))* *（附註(b)）*
Issuance date	發行日期	31 August 2017 二零一七年 八月三十一日	17 August 2018 二零一八年 八月十七日
Maturity date	到期日	No maturity date 無到期日	No maturity date 無到期日
Original principal amount	原始本金額	HK$181,964,000 181,964,000港元	HK$1,102,993,200 1,102,993,200港元
Coupon rate	票面利率	Zero 零	1% per annum and will cease to bear any coupon after the fifth anniversary of the date of issue 每年1%並將於發行日期第五(5)週年後終止承擔任何票息
Conversion price per ordinary share of the Company (HK$)	本公司每股普通股之兑換價（港元）	0.91	0.80

These perpetual convertible bonds were accounted for as equity instruments or were bifurcated into a liability component and an equity component for accounting purposes, as further described in the accounting policy for "Perpetual convertible bonds" set out in note 2.4 to the financial statements. The following tables summarise the movements in the principal amounts, the number of conversion rights outstanding, the liability and equity components of the Company's perpetual convertible bonds during the years ended 31 December 2019 and 2018:

就會計處理而言，該等永久可換股債券作為權益工具入賬，或分為負債部分及權益部分，進一步詳情於財務報表附註2.4所載「永久可換股債券」的會計政策闡述。下表概述於截至二零一九年及二零一八年十二月三十一日止年度本公司永久可換股債券之本金額、未行使之兑換權數目以及負債及權益部分之變動：

30. PERPETUAL CONVERTIBLE BONDS (continued) 30. 永久可換股債券(續)

Principal amount outstanding 未償還之本金額

		Batch one 第一批 HK$'000 千港元 (note (a)) (附註(a))	Batch two 第二批 HK$'000 千港元 (note (b)) (附註(b))	Total 合計 HK$'000 千港元
At 1 January 2018	於二零一八年一月一日	86,857	—	86,857
Issue of perpetual convertible bonds	發行永久可換股債券	—	1,102,993	1,102,993
Conversion into ordinary shares	兑換為普通股	(86,857)	(6,000)	(92,857)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	—	1,096,993	1,096,993
Conversion into ordinary shares	兑換為普通股	—	(6,000)	(6,000)
At 31 December 2019	於二零一九年十二月三十一日	—	1,090,993	1,090,993

Number of conversion rights outstanding 未行使之兑換權數目

		Batch one 第一批 (note (a)) (附註(a))	Batch two 第二批 (note (b)) (附註(b))	Total 合計
At 1 January 2018	於二零一八年一月一日	95,446,724	—	95,446,724
Issue of perpetual convertible bonds	發行永久可換股債券	—	1,378,741,500	1,378,741,500
Conversion into ordinary shares *(note 32)*	兑換為普通股(附註32)	(95,446,724)	(7,500,000)	(102,946,724)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	—	1,371,241,500	1,371,241,500
Conversion into ordinary shares *(note 32)*	兑換為普通股(附註32)	—	(7,500,000)	(7,500,000)
At 31 December 2019	於二零一九年十二月三十一日	—	1,363,741,500	1,363,741,500

30. PERPETUAL CONVERTIBLE BONDS (continued) 30. 永久可換股債券(續)

Liability component 負債部分

		Batch one 第一批 HK$'000 千港元 (note (a)) (附註(a))	Batch two 第二批 HK$'000 千港元 (note (b)) (附註(b))	Total 合計 HK$'000 千港元
At 1 January 2018	於二零一八年一月一日	—	—	—
Issue of perpetual convertible bonds	發行永久可換股債券	—	40,555	40,555
Interest expense *(note 7)*	利息開支*(附註7)*	—	8,374	8,374
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	—	48,929	48,929
Interest expenses *(note 7)*	利息開支*(附註7)*	—	1,220	1,220
Transfer to share capital upon conversion into ordinary shares *(note 32)*	於兌換為普通股時轉撥至股本*(附註32)*	—	(204)	(204)
At 31 December 2019	於二零一九年十二月三十一日	—	49,945	49,945

Equity component 權益部分

		Batch one 第一批 HK$'000 千港元 (note (a)) (附註(a))	Batch two 第二批 HK$'000 千港元 (note (b)) (附註(b))	Total 合計 HK$'000 千港元
At 1 January 2018	於二零一八年一月一日	82,084	—	82,084
Issue of perpetual convertible bonds	發行永久可換股債券	—	1,090,013	1,090,013
Transfer to share capital upon conversion into ordinary shares *(note 32)*	於兌換為普通股時轉撥至股本*(附註32)*	(82,084)	(6,000)	(88,084)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	—	1,084,013	1,084,013
Transfer to share capital upon conversion into ordinary shares *(note 32)*	於兌換為普通股時轉撥至股本*(附註32)*	—	(5,796)	(5,796)
At 31 December 2019	於二零一九年十二月三十一日	—	1,078,217	1,078,217

30. PERPETUAL CONVERTIBLE BONDS (continued)

Equity component (continued)

Notes:

(a) Pursuant to a purchase and sale agreement entered into with Winluck Global and Silky Apex (collectively referred to as the "Vendors", related parties of the Group in which two directors of the Company have beneficial interests) on 7 July 2017, the Company issued a total of 540,000,000 ordinary shares and a batch of perpetual convertible bonds to the Vendors on 31 August 2017 for the acquisition of 100% equity interest in an entity.

Further details of the terms of these perpetual convertible bonds are set out in the Company's circular dated 8 August 2017.

During the year ended 31 December 2018, the remaining perpetual convertible bonds with an aggregate principal amount of HK$86,857,000 were converted by bondholder into 95,446,724 ordinary shares of the Company at the conversion price of HK$0.91 per share. The carrying amount of the equity component of these perpetual convertible bonds at the date of conversion, which amounted to HK$82,084,000, was transferred to the share capital account of the Company.

30. 永久可換股債券(續)

權益部分(續)

附註:

(a) 根據與Winluck Global及Silky Apex(統指「賣方」,本公司兩名董事擁有實益權益的本集團關聯方)於二零一七年七月七日訂立之買賣協議,本公司於二零一七年八月三十一日向賣方發行總額為540,000,000股的普通股及一批永久可換股債券,以收購一家實體全部股權。

有關該等永久可換股債券條款的進一步詳情載於本公司日期為二零一七年八月八日之通函。

於截至二零一八年十二月三十一日止年度,本金總額為86,857,000港元的剩餘永久可換股債券已由債券持有人按每股0.91港元的兑換價轉換為本公司95,446,724股普通股。該等永久可換股債券之權益部分於轉換日之賬面值為82,084,000港元,已轉撥至本公司的股本賬戶。

30. PERPETUAL CONVERTIBLE BONDS (continued)

Equity component (continued)

Notes: (continued)

(b) Pursuant to a sale and purchase agreement entered into with the Vendors, on 30 May 2018, the Company issued a total of 451,576,000 ordinary shares and a batch of perpetual convertible bonds to the Vendors on 17 August 2018 as partial consideration for the acquisition of 95% equity interest in Wise Expert Investment Limited ("Wise Expert"). Further details of the acquisition are set out in note 35(a) to the financial statements and the Company's announcements dated 30 May 2018 and 17 August 2018, and a circular dated 20 July 2018, respectively.

For accounting purpose, the fair value of the perpetual convertible bonds issued as consideration for the acquisition of Wise Expert as at the date of completion of the acquisition amounted to HK$1,130,568,000.

Further details of the terms of these perpetual convertible bonds are set out in the Company's circular dated 20 July 2018.

During the year ended 31 December 2019, certain of these perpetual convertible bonds with an aggregate principal amount of HK$6,000,000 (2018: HK$6,000,000) were converted by the bondholder into 7,500,000 (2018: HK$7,500,000) ordinary shares of the Company at the conversion price of HK$0.80 per share. The carrying amounts of the liability and equity components of these perpetual convertible bonds at the date of conversion, which amounted to HK$204,000 and HK$5,796,000 (2018: HK$6,000,000), respectively, were transferred to the share capital account of the Company.

(c) The conversion of the perpetual convertible bonds is subject to, amongst others, the condition that any conversion will not result in the public float of the Company' shares being less than 25% of the issued shares of the Company.

30. 永久可換股債券(續)

權益部分(續)

附註:(續)

(b) 根據與賣方於二零一八年五月三十日訂立之買賣協議,本公司於二零一八年八月十七日向賣方發行合共451,576,000股普通股及一批永久可換股債券,作為收購於Wise Expert Investment Limited(「Wise Expert」)的95%股權之部分代價。有關該收購事項之進一步詳情載於財務報表附註35(a)及本公司日期分別為二零一八年五月三十日及二零一八年八月十七日之公佈及日期為二零一八年七月二十日之通函。

就會計處理而言,於完成收購日期作為收購Wise Expert之代價而發行永久可換股債券之公平值為1,130,568,000港元。

有關該等永久可換股債券條款的進一步詳情載於本公司日期為二零一八年七月二十日之通函。

於截至二零一九年十二月三十一日止年度內,若干本金總額6,000,000港元(二零一八年:6,000,000港元)的永久可換股債券已由債券持有人按每股0.80港元的兑換價轉換為本公司7,500,000股(二零一八年:7,500,000股)普通股。該等永久可換股債券之負債及權益部分於轉換日之賬面值分別為204,000港元及5,796,000港元(二零一八年:6,000,000港元),已轉撥至本公司的股本賬戶。

(c) 轉換永久可換股債券須受(其中包括)任何轉換不會導致本公司股份的公眾持股量少於本公司已發行股份25%的條件所規限。

31. DEFERRED TAX

Net deferred tax assets and liabilities recognised in the consolidated statement of financial position are as follows:

31. 遞延稅項

於綜合財務狀況表確認的遞延稅項資產及負債淨額如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Deferred tax assets	遞延稅項資產	**11,975**	12,579
Deferred tax liabilities	遞延稅項負債	**(76,949)**	(105,799)
		(64,974)	(93,220)

The movements in deferred tax assets/(liabilities) of the Group are as follows:

以下是本集團遞延稅項資產／(負債)的變動情況：

		Arising from revaluation of investment properties and a leasehold land and building 產生自投資物業及一處租賃土地及樓宇重估 2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
At 1 January	於一月一日	**(93,220)**	(99,641)
Net deferred tax credited/(charged) to profit or loss during the year *(note 11)*	本年度於損益計入／(扣除)的遞延稅項淨額 *(附註11)*	**(71,443)**	15,228
Net deferred tax charged to other comprehensive income during the year	本年度於其他全面收益扣除的遞延稅項淨額	**(5,605)**	(6,078)
Disposal of a subsidiary *(note 35)*	出售一間附屬公司 *(附註35)*	**100,949**	—
Exchange realignment	匯兌調整	**4,345**	(2,729)
At 31 December	於十二月三十一日	**(64,974)**	(93,220)

Notes:

(a) At 31 December 2019, deferred tax assets have not been recognised in respect of unutilised tax losses of HK$237,627,000 (2018: HK$177,006,000) as they have arisen in the Company and certain subsidiaries that have been loss-making for some time and it is not probable that taxable profits will be available against which such tax losses can be utilised. Out of this amount, tax losses of HK$55,042,000 (2018: HK$50,648,000) will expire in one to five years.

附註：

(a) 於二零一九年十二月三十一日，由於發生虧損的本公司及若干附屬公司已虧損一段時間，而且估計其不太可能產生用於抵銷有關稅務虧損的應稅溢利，因此並未就未利用稅務虧損八237,627,000港元(二零一八年：177,006,000港元)確認遞延稅項資產。在該金額中，稅項虧損55,042,000港元(二零一八年：50,648,000港元)將會於一至五年內到期。

31. DEFERRED TAX (continued)

Notes: (continued)

(b) Pursuant to income tax laws of the PRC, the UK and the USA, withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in these countries. Lower withholding tax rates may be applied if there is a tax treaty between these countries and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends declared by the subsidiaries established in these countries.

The withholding tax rates applicable to the Group are as follows:

Entities established in Mainland China	5%-10%
Entities established in the UK	20%
Entities established in the USA	30%

At 31 December 2019, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China, the UK and the USA (2018: Nil). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China, the UK and the USA for which deferred tax liabilities have not been recognised was HK$157,127,000 (2018: HK$99,223,000) in aggregate as at 31 December 2019.

(c) There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

31. 遞延稅項負債(續)

附註:(續)

(b) 根據中國、英國及美國所得稅法,於該等國家成立的外商投資企業向境外投資者宣派股息須繳納預扣稅。倘該等國家與境外投資者的司法管轄區訂有稅務條約,則可運用較低的預扣稅率。因此,本集團須就於該等國家成立的附屬公司所宣派的股息繳付預扣稅。

適用於本集團的預扣稅率如下:

於中國大陸成立的實體	5%-10%
於英國成立的實體	20%
於美國成立的實體	30%

於二零一九年十二月三十一日,概無就在中國大陸、英國及美國成立應繳納預扣稅的本集團附屬公司的未滙付盈餘的應繳預扣稅而確認任何遞延稅項(二零一八年:無)。董事認為,在可見未來,該等附屬公司不大可能分派此等盈餘。於二零一九年十二月三十一日,尚未確認遞延稅項負債的於中國大陸、英國及美國附屬公司投資的暫時差異總額合共為157,127,000港元(二零一八年:99,223,000港元)。

(c) 本公司支付股東的股息無所得稅影響。

32. SHARE CAPITAL
32. 股本

Shares
股份

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Issued and fully paid: 3,199,373,986 (2018: 3,191,873,986) ordinary shares	已發行及繳足： 3,199,373,986股（二零一八年：3,191,873,986）股普通股	**3,152,571**	3,146,571

A summary of movements in the Company's share capital during the years ended 31 December 2019 and 2018 is as follows:

截至二零一九年及二零一八年十二月三十一日止年度，本公司股本的變動概括如下：

		Notes *附註*	**Number of shares in issue** **已發行股份的數量**	**Share capital** **股本** *HK$'000* *千港元*
At 1 January 2018:	於二零一八年一月一日：		1,546,934,454	1,780,663
Issue of shares upon conversion of perpetual convertible bonds	轉換永久可換股債券後發行股份	30(a) and (b)	102,946,723	88,084
Issue of shares pursuant to subscription agreements	認購協議完成後發行股份	(a)	179,484,147	179,484
Issue of shares pursuant to an open offer	公開發售完成後發行股份	(b)	910,932,662	728,746
Issue of shares for the acquisition of a subsidiary	發行股份以收購一間附屬公司	35(a)	451,576,000	370,292
Share issue expenses	股份發行開支		—	(698)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日		**3,191,873,986**	**3,146,571**
Issue of shares upon conversion of perpetual convertible bonds	轉換永久可換股債券後發行股份	30(b)	**7,500,000**	**6,000**
At 31 December 2019	於二零一九年十二月三十一日		**3,199,373,986**	**3,152,571**

32. SHARE CAPITAL (continued)

Shares (continued)

Notes:

(a) Pursuant to subscription agreements entered into with certain independent third parties on 26 January 2018, the Company issued a total of 179,484,147 ordinary shares at the subscription price of HK$1.00 per subscription share to the independent third parties on 22 February 2018 for a total cash consideration before any related issuance expense of HK$179,484,000. Further details of the subscription agreements are set out in the Company's announcements dated 26 January 2018 and 22 February 2018, respectively. The purpose of the issue of new shares under the subscription agreements is to raise funds for repayment of certain loan liabilities of the Group and providing additional general working capital to the Group.

(b) On 24 May 2018, the Company made an open offer (the "Open Offer") of new shares at the subscription price of HK$0.80 per offer share on the basis of one new ordinary share of the Company for every two ordinary shares of the Company held by qualifying shareholders whose names are registered on the register of members of the Company on 13 June 2018. The purpose of the Open Offer is to raise funds for repayment of certain loan liabilities of the Group and providing additional general working capital to the Group.

The Open Offer became unconditional on 17 July 2018 and 910,932,662 new ordinary shares of the Company were issued under the Open Offer. Total proceeds from the Open Offer, before any issuance expenses, amounted to HK$728,746,000.

Further details of the Open Offer are set out in the Company's announcements dated 24 May 2018 and 23 July 2018 and the prospectus of the Company dated 29 June 2018, respectively.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 33 to the financial statements.

32. 股本(續)

股份(續)

附註:

(a) 根據與認購人於二零一八年一月二十六日訂立之認購協議,本公司於二零一八年二月二十二日按每股認購股份1.00港元之認購價向獨立第三方發行合共179,484,147股普通股,現金代價總額為179,484,000港元。認購協議之進一步詳情載於本公司日期分別為二零一八年一月二十六日及二零一八年二月二十二日之公佈。根據認購協議發行新股之目的乃為償還本集團若干貸款債務籌集資金,並為本集團提供額外一般營運資金。

(b) 於二零一八年五月二十四日,本公司以每股發售股份0.80港元之認購價按於二零一八年六月十三日在本公司股東名冊登記之合資格股東每持有兩(2)股本公司普通股可獲發一(1)股新普通股之基準進行公開發售(「公開發售」)。公開發售之目的乃為償還本集團若干貸款債務籌集資金,並為本集團提供額外一般營運資金。

於二零一八年七月十七日,公開發售成為無條件,910,932,662股本公司新普通股根據公開發售獲發行。公開發售所得款項總額(扣除任何發行費用前)為728,746,000港元。

公開發售之進一步詳情載於本公司日期為二零一八年五月二十四日及二零一八年七月二十三日之公佈以及本公司日期為二零一八年六月二十九日之發售章程。

購股權

有關本公司的購股權計劃及根據該計劃發行的購股權詳情載於財務報表附註33。

33. SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 7 November 2016 (the "Adoption Date") for the primary purpose of (i) incentivising and rewarding those who have contributed or may contribute to the development of the Group; and (ii) attracting and retaining skilled and experienced personnel ("Eligible Participants") and motivating them to strive for the future development of the Group by providing them with an opportunity to acquire proprietary interests in the Company thereby linking their interest with that of the Group. The Share Option Scheme will remain in force for a period of ten years commencing on the Adoption Date and shall expire on 6 November 2026, subject to early termination provisions contained in the Share Option Scheme. The board of directors of the Company may grant options to Eligible Participants to subscribe for shares in the Company subject to the terms of the Share Option Scheme.

The total number of shares in respect of which options may be granted at any time under the Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at the Adoption Date, without prior approval from the Company's shareholders. Further, the total maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares as stated in the daily quotation sheets issued by the Stock Exchange at the date of the grant) in excess of HK$5 million, within any 12-month period up to and including the date of grant, are subject to shareholders' approval in advance in a general meeting.

33. 購股權計劃

根據於二零一六年十一月七日(「採納日期」)通過的決議案，本公司的購股權計劃(「購股權計劃」)已獲採納，主要旨在通過提供獲得本公司適當權益的機會，(i)激勵及獎勵已對或可能對本集團的發展作出貢獻的人士；及(ii)吸引及留聘熟練及富有經驗的人員(「合資格參與者」)以及激勵彼等為本集團的未來奮鬥，從而將彼等的權益與本集團的權益聯繫在一起。購股權計劃將自採納日期起計有效十年，並應於二零二六年十一月六日屆滿，惟受限於購股權計劃內含的提早終止條文。在購股權計劃的條款規限下，本公司董事局可向合資格參與者授出購股權以認購本公司股份。

在未有本公司股東事前批准的情況下，根據購股權計劃可能隨時授出的購股權的有關股份總數不得超過本公司於採納日期已發行股份的10%。另外，悉數行使根據購股權計劃及本公司任何其他購股權計劃授出但未行使的全部尚未行使購股權後可能發行的股份最高總數不得超過本公司不時之已發行股本30%。倘向一名主要股東或獨立非執行董事或任何彼等各自的聯繫人授出的購股權於任何截至及包括授出日期12個月期間超過本公司任何時間的已發行股份0.1%及總價值(以聯交所於授出日期發出的每日報價表所述本公司股份收市價為基準)超過5,000,000港元，須事先於股東大會上取得股東批准。

33. SHARE OPTION SCHEME (continued)

The following share options were outstanding under the Share Option Scheme during the year:

33. 購股權計劃(續)

於本年度，購股權計劃項下尚未行使的購股權如下：

		2019 二零一九年 Weighted average exercise price (HK$ per share) 加權平均行使價 (每股港元)	2019 二零一九年 Number of options 購股權數目	2018 二零一八年 Weighted average exercise price (HK$ per share) 加權平均行使價 (每股港元)	2018 二零一八年 Number of option 購股權數目
At 1 January	於一月一日	**0.827**	**5,020,500**	—	—
Granted during the year *(note)*	本年度已授出*(附註)*	**—**	**—**	0.827	5,020,500
At 31 December	於十二月三十一日	**0.827**	**5,020,500**	0.827	5,020,500

Note: During the year ended 31 December 2018, 5,000,000 share options without a vesting period were all granted to a director of the Company under the Share Option Scheme with an original exercise price of HK$0.83 per share.

The exercise price and the number of these 5,000,000 share options and outstanding immediately before the completion of the Open Offer were subsequently adjusted to HK$0.827 per share and 5,020,500 share options with effect from 24 July 2018 in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustments to share options under rule 17.03(13) of the Listing Rules. In the opinion of the directors, the adjustments to the exercise price and the number of the options did not provide additional benefits to the relevant share option holder and so there were no additional equity-settled share option expense incurred by the Group as a result of the adjustments. The weighted average exercise price and the number of the options granted during the year ended 31 December 2018 disclosed in the above table have taken into consideration the above-mentioned adjustments.

附註： 截至二零一八年十二月三十一日止年度，並無歸屬期的5,000,000股購股權根據購股權計劃均授予本公司一名董事，每股原有行使價為0.83港元。

根據購股權計劃條款及聯交所於二零零五年九月五日所發佈關於根據上市規則第17.03(13)條調整購股權之補充指引，於緊接公開發售完成前尚未行使之5,000,000份購股權之行使價及數目隨後調整為每股0.827港元及5,020,500份購股權，自二零一八年七月二十四日起生效。董事認為，對購股權行使價及數目之調整並未為有關購股權持有人帶來額外利益，故本集團並未因調整而引致額外的以權益結算購股權費用。上表所披露之截至二零一八年十二月三十一日止年度已授出購股權之加權平均行使價及數目已計及上述調整。

33. SHARE OPTION SCHEME (continued)

Note: (continued)

The fair value of these share options on the grant date amounted to HK$1,730,000 which had been fully recognised in profit or loss as a share option expense in the prior year.

The fair value of the equity-settled share options granted in 2018 was estimated as at the date of grant using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

33. 購股權計劃(續)

附註：(續)

該等購股權於授出日期之公平值為1,730,000港元，已於上一年度在損益中悉數確認為購股權開支。

於二零一八年授出的以權益結算的購股權的公平值於使用柏力克—舒爾斯模式授出之日估計，經計及授出購股權之條款及條件。下表載列所用模型之輸入：

		2018 二零一八年
Dividend yield (%)	股息收益率(%)	0%
Expected volatility (%)	預計波動率(%)	65.1850%
Risk-free interest rate (%)	無風險利率(%)	2.80%
Expected life of options (year)	購股權之預計年期(年)	5
Forfeiture rate	沒收率	0%

The expected life of the options is the time to maturity of the options granted under the Share Option Scheme. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

購股權之預計年期為根據購股權計劃授出之購股權之到期時間。預計波動率反映了過往波動率指示未來趨勢之假設，其未必代表實際結果。

No other feature of the options granted was incorporated into the measurement of fair value.

概無授出購股權之其他特徵包含於公平值計量。

34. RESERVES

(a) The amounts of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity.

(b) Capital reserve mainly arose from deemed contributions from non-controlling shareholders of the Company as a result of certain liabilities of the Group of approximately HK$161,035,000 in total being waived by two shareholders of the Company in February 2014.

(c) Merger reserve represented the difference between (i) the amounts at which the assets and liabilities are recorded under a business combination under common control, net of any reserves of the acquired entities; and (ii) the cost of acquisition (fair value of consideration paid).

(d) Property revaluation reserve represents cumulative revaluation surplus, net of deferred tax effect and any annual transfers to accumulated losses, of a leasehold land and building, which is located in Beijing, the PRC. During the year, the reserve balance was transferred to accumulated losses in full upon disposal of the property, as further detailed in noted 35(b) to the financial statements.

(e) The PRC statutory reserve is the reserve set aside in accordance with the PRC Companies Law as applicable to the Group's subsidiaries established in Mainland China. None of the Group's PRC statutory reserve as at 31 December 2019 were distributable in the form of cash dividends.

34. 儲備

(a) 本集團本年度及去年同期的儲備金額及相應變動列報於綜合權益變動表。

(b) 資本儲備主要產生自本公司非控股股東之視為供款，由於本集團合共約161,035,000港元之若干負債於二零一四年二月獲本公司兩名股東豁免。

(c) 合併儲備指(i)根據共同控制下的業務合併錄得的資產及負債金額，扣除已收購實體的任何儲備；及(ii)收購成本(已付代價的公平值)之間的差額。

(d) 物業重估儲備指對位於中國北京的樓宇累計重估盈餘(扣除遞延稅項影響及任何年度轉至一處租賃土地及樓宇的累計虧損)。於本年度，儲備結餘於出售物業後全部轉撥至累計虧損，進一步詳情載於財務報表附註35(b)。

(e) 中國法定儲備為根據適用於本集團在中國大陸成立的附屬公司的中國公司法撥備的儲備。於二零一九年十二月三十一日，本集團中國法定儲備概無以現金股息形式分派。

35. ACQUISITION OF SUBSIDIARIES

The Group acquired the entire equity interest in Capable Kingdom Limited ("Capable Kingdom") and 95% equity interest in Wise Expert (as defined in note 30(b)) during the years ended 31 December 2019 and 2018, respectively.

For accounting purpose, each of these acquisitions was not accounted for as a business combination but an acquisition of assets and liabilities. In this regard, the cost of acquisition has been allocated to the identifiable assets and liabilities of the acquirees as at the date of the acquisition as follows:

35. 收購附屬公司

本集團分別於截至二零一九年及二零一八年十二月三十一日止年度收購Capable Kingdom Limited(「Capable Kingdom」)的全部股權及Wise Expert的95%股權(定義見附註30(b))。

就會計處理而言,該等收購事項均未列賬為企業合併,而作為收購資產及負債列示。就此而言,收購成本已按以下方式分配至被購方於收購日期的可識別資產及負債:

		2019 二零一九年 *HK$'000* *千港元* *(note (a))* *附註(a)*	2018 二零一八年 *HK$'000* *千港元* *(note (b))* *附註(b)*
Net assets acquired:	所收購資產淨值:		
Property, plant and equipment	物業、廠房及設備	**1,074**	—
Computer software	電腦軟件	**12**	—
Deposits paid for acquisition of a property	就收購一處物業支付的訂金	**—**	1,524,354
Prepayments and other receivables	預付款項及其他應收款項	**—**	407
Properties held for sale	持作出售物業	**1,662,852**	—
Other tax recoverables	其他可收回稅項	**47,100**	1
Due from related parties	應收關聯方款項	**18,062**	—
Cash and bank balances	現金及銀行結餘	**529**	547
Loans from director-controlled entities	董事受控實體提供的貸款	**(345,488)**	—
Quasi-loan equity contributed by a limited partner of a subsidiary	附屬公司有限合夥貢獻的準貸款權益	**(719,063)**	(1,305)
Other payables and accruals	其他應付款和預提費用	**(1,886)**	(6)
Non-controlling interest	非控制性權益	**—**	(23,138)
		663,192	1,500,860
Satisfied by:	以下列方式支付:		
Issue of new ordinary shares of the Company, at fair value (note 32)	按公平值發行本公司新普通股(附註32)	**—**	370,292
Issue of perpetual convertible bonds of the Company, at fair value	按公平值發行本公司永久可換股債券	**—**	1,130,568
Property, plant and equipment	物業、廠房及設備	**326,413**	—
Right-of-use asset	使用權資產	**432,687**	—
Prepayments and other receivables	預付款項及其他應收款項	**11,884**	—
Cash and bank balances	現金及銀行結餘	**2,337**	—
Other payables and accruals	其他應付款項及預提費用	**(9,180)**	—
Deferred tax liabilities	遞延稅項負債	**(100,949)**	—
		663,192	1,500,860

35. ACQUISITION OF SUBSIDIARIES (continued)

An analysis of the net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of subsidiaries and disposal of a subsidiary is as follows:

35. 收購附屬公司(續)

有關收購附屬公司及出售一間附屬公司的現金及現金等價物淨流入／(流出)分析如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Cash and bank balances acquired	所收購現金及銀行結餘	**529**	**547**
Cash and bank balances disposed of	出售現金及銀行結餘	**(2,337)**	**—**
Net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of subsidiaries that was accounted for as an acquisition of assets and liabilities	有關收購附屬公司(列作收購資產及負債)之現金及現金等價物淨流入／(流出)	**(1,808)**	**547**

Notes:

(a) Pursuant to a purchase and sale agreement entered into with the Vendors on 16 July 2019, the Vendors conditionally agreed to sell and the Company conditionally agreed to purchase the entire interest of Capable Kingdom in exchange for the entire interest of Wholly Express Limited ("Wholly Express"), a wholly owned subsidiary of the Company. The acquisition of Capable Kingdom and the disposal of Wholly Express were completed on 31 October 2019.

Capable Kingdom and its subsidiaries (the "CKL Group") hold certain floors of a commercial building in Beijing, the PRC (the "CKL Property") and, at the time of the acquisition, principally engaged in the leasing of the CKL Property to third parties for rental income. As disclosed in note 2.2(a) to the financial statements, the Group applied the fair value concentration test in accounting for the acquisition of Capable Kingdom and concluded that the acquired set of assets and activities in respect of this acquisition is not a business combination but an acquisition of assets and liabilities because the fair value of the gross assets of the CKL Group acquired is concentrated in a single identifiable asset, i.e., the CKL Property.

This acquisition and disposal transaction constitutes a connected transaction as defined in Chapter 14A of the Listing Rules and further details of the transaction are set out in the Company's circular dated 30 September 2019.

附註：

(a) 根據於二零一九年七月十六日與賣方訂立一份買賣協議，賣方有條件同意出售及本公司有條件同意購買Capable Kingdom的全部權益，以換取本公司全資附屬公司Wholly Express Limited(「Wholly Express」)的全部權益。收購Capable Kingdom及出售Wholly Express於二零一九年十月三十一日完成。

Capable Kingdom及其附屬公司(「CKL集團」)持有中國北京一棟商業樓宇的若干樓層(「CKL物業」)，於收購時主要從事將CKL物業租賃予第三方，以賺取租金收入。誠如財務報表附註2.2(a)所披露者，本集團採用公平值集中測試法核算Capable Kingdom的收購，認為有關是次收購的所收購資產及活動並非業務合併，而是收購資產及負債，概因所收購CKL集團總資產的公平值集中於單一可識別資產，即CKL物業。

是次收購及出售交易構成上市規則第14A章所界定的關連交易，更多交易詳情載於本公司日期為二零一九年九月三十日之通函。

35. ACQUISITION OF SUBSIDIARIES (continued)

Notes: (continued)

(b) Pursuant to a purchase and sale agreement entered into with the Vendors on 30 May 2018, the Company issued 451,576,000 new shares of the Company and perpetual convertible bonds in a total principal amount of HK$1,102,993,200 (1,378,741,500 conversion rights embedded) for the acquisition of 95% shareholding in Wise Expert (as defined in note 30(b)), which was completed on 17 August 2018; and, subject to the fulfillment of certain conditions in future, the Company shall issue another tranche of perpetual convertible bonds in a total principal amount of HK$77,066,000 (96,332,500 conversion rights embedded) for the acquisition of the remaining 5% shareholding in Wise Expert, which has not been effected as at the date of approval of these financial statements.

Other than entering into conditional sale and purchase agreements with a related party, in which Mr. Wei (a director of the Company) has a beneficial interest, in May 2017 to purchase a commercial building located in Beijing, the Wise Expert and its subsidiaries ("Wise Expert Group") did not actively engage in any business at the completion date of the acquisition of 95% shareholding of Wise Expert. Accordingly, the acquisition is not considered as a business combination under HKFRS 3 but as an acquisition of assets and liabilities.

This acquisition transaction constitutes a connected transaction as defined in Chapter 14A of the Listing Rules and further details of the transaction are set out in the Company's circular dated 20 July 2018.

35. 收購附屬公司(續)

附註:(續)

(b) 根據於二零一八年五月三十日與賣方訂立之買賣協議,本公司發行451,576,000股本公司新股份及本金額總額為1,102,993,200港元(併入1,378,741,500股之轉換權)之永久可換股債券,以收購Wise Expert(定義見附註30(b))的95%股權(收購事項已於二零一八年八月十七日完成);而日後待若干條件獲達成後,本公司將發行另一批本金額總額為77,066,000港元(併入96,332,500股之轉換權)之永久可換股債券,以收購Wise Expert的餘下5%股權,這於該等財務報表獲批准日期並未產生任何影響。

除與關聯方訂立之有條件買賣協議(據此,魏先生(本公司董事)擁有於二零一七年五月收購一座位於北京的商業樓宇之實益權益)外,於Wise Expert及其附屬公司(「Wise Expert集團」)的95%股權之收購完成日期,Wise Expert集團並未積極開展任何業務。因此,收購事項不被視為香港財務報告準則第3號項下的業務合併,而被視為收購資產及負債。

是次收購交易構成上市規則第14A章所界定的關連交易,更多交易詳情載於本公司日期為二零一八年七月二十日之通函。

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

Save as disclosed in notes 14, 15, 30 and 35 to the financial statements regarding transfer from a non-current deposit paid in prior year for acquisition of a property to a completed investment property, transfer from a portion of certain properties held for sale to investment properties, additions of right-of-use assets and lease liabilities, conversion of perpetual convertible bonds, issue of new ordinary shares and perpetual convertible bonds of the Company for the acquisition of Wise Expert Group and disposal of the entire interest of Wholly Express in exchange of the entire interest of the Capable Kingdom, the Group has no other major non-cash transactions of investing and financing activities during the years ended 31 December 2019 and 2018.

(b) Changes in liabilities arising from financing activities

36. 綜合現金流量表附註

(a) 重大非現金交易

除將上個年度就收購一項物業支付的非流動按金轉撥至一項已落成投資物業、將部分持作出售物業轉撥至投資物業、添置使用權資產及租賃負債、轉換永久可換股債券、發行本公司新普通股及永久可換股債券以收購Wise Expert集團以及出售Wholly Express的全部權益以換取Capable Kingdom的全部權益(如財務報表附註14、15、30及35所披露)外，本集團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其他於投資及融資活動中進行的主要非現金交易。

(b) 產生自融資活動的負債變動

		Other payables and accruals 其他應付款及預提費用 *HK$'000 千港元*	Bank and other borrowings 銀行及其他借款 *HK$'000 千港元*	Preference shares of a subsidiary 附屬公司之優先股 *HK$'000 千港元*
At 1 January 2018	於二零一八年一月一日	143,202	826,757	16,534
Changes from financing cash flows	融資現金流量變動	(59,300)	252,326	(1,143)
Changes from operating cash flows	營運現金流量變動	3,888	—	—
Interest expense	利息開支	30,721	—	1,143
Exchange realignment	匯兑調整	(5,344)	(55,989)	(863)
At 31 December 2018	於二零一八年十二月三十一日	113,167	1,023,094	15,671
Impact upon initial application of HKFRS 16 *(notes 2.2(b) and 15)*	首次應用香港財務報告準則第16號之影響 *(附註2.2(b)及15)*	—	13,821	—
At 1 January 2019 (restated)	於二零一九年一月一日(經重列)	**113,167**	**1,036,915**	**15,671**
Changes from financing cash flows	融資現金流量變動	**(46,200)**	**146,373**	**(15,403)**
Changes from operating cash flows	營運現金流量變動	**6,802**	**—**	**—**
Acquisition of subsidiaries	收購附屬公司	**7,294**	**1,064,551**	**—**
Interest expense	利息開支	**35,050**	**—**	**1,093**
Exchange realignment	匯兑調整	**(3,960)**	**88,185**	**(1,361)**
At 31 December 2019	於二零一九年十二月三十一日	**112,153**	**2,336,024**	**—**

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases within financing activities included in the consolidated statement of cash flows is HK$9,539,000 during the year.

36. 綜合現金流量表附註(續)

(c) 租賃的現金流出總額

計入本年度綜合現金流量表融資活動內的租賃現金流出總額為9,539,000港元。

37. CAPITAL COMMITMENTS

The Group had the following capital commitments as at the end of the reporting period:

37. 資本承擔

於報告期末，本集團作出以下資本承擔：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
Contracted, but not provided for:	已簽約但未撥備：		
Purchase of items of plant and equipment	購買廠房及設備項目	**2,879**	2,879
Purchase of an investment property	購置投資物業	**—**	184,040
Acquisition of 5% equity interest of Wise Expert	收購Wise Expert 5%之權益	**77,066**	77,066
Investment properties under construction and investment properties	在建中投資物業及投資物業	**—**	26,033
Total	合計	**79,945**	290,018

38. RELATED PARTY DISCLOSURES

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

38. 關聯方披露

(a) 於本年度，除彼等財務報表他處詳述之交易外，本集團與關聯方發生以下重大交易：

Company name 公司名稱	Nature of transactions 交易性質	*Notes* *附註*	**2019** **二零一九年** ***HK$'000*** ***千港元***	2018 二零一八年 *HK$'000* *千港元*
Directors–controlled entities: **董事控制實體：**				
Guorui Property Development 國銳房地產開發	Property management fee income 物業管理費收入	(i)	**21,713**	27,009
	Heat supply and maintenance fee income 供暖及維修費收入	(i)	**4,787**	5,682
	Car park management fee income 停車場管理費收入	(i)	**873**	299
	Providing of services in relation to operations of the Recreational Centre 經營休閒中心所提供的服務	(iii)	**—**	2,375
	Rental income 租金收入	(iv)	**2,902**	2,847
	Rental expense of a fitness centre 健身中心租金開支	(v)	**2,609**	4,989
北京顥世中鴻科技發展有限公司	Property management fee income 物業管理費收入	(ii)	**—**	1,674
Winzone Technologies Development Company Limited 北京勝域科技發展有限公司	Rental expense 租金開支	(vi)	**1,907**	—

38. RELATED PARTY DISCLOSURES (continued) 38. 關聯方披露(續)

(a) (continued) (a) (續)

Company name 公司名稱	Nature of transactions 交易性質	Notes 附註	2019 二零一九年 HK$'000 千港元	2018 二零一八年 HK$'000 千港元
Beijing Guolong 北京國隆	Property management fee income 物業管理費收入	(i)	**2,636**	3,590
	Heat supply and maintenance fee income 供暖及維修費收入	(i)	**3,412**	4,404
北京國銳控股有限公司	Office rental expense 辦公室租金開支	(vii)	**—**	460
	Repair and maintenance expense 維修及保養開支	(vii)	**—**	185
Wintime	Interest paid and payable 已付及應付利息	(viii)	**—**	6,615
Gang Rui 港銳	Interest paid and payable 已付及應付利息	28(c)	**1,269**	—
北京鑫銳小額貸款有限公司	Interest paid and payable 已付及應付利息	7	**115**	—
鑫隆(北京)投資基金管理有限公司	Dividend of preference shares of a subsidiary paid and payable 已付及應付一間附屬公司優先股之股息	29	**1,093**	1,143
Vendors (as defined in note 30 (a)) 賣方(定義見附註30 (a))	Interest payable 應付利息	7, 30	**1,220**	8,374
Joint venture partner of a subsidiary 附屬公司之合營公司合夥人				
Kunlun Trust Co., Ltd 昆倫信託有限責任公司	Interest payable 應付利息	28(e)	**16,018**	—

38. RELATED PARTY DISCLOSURES (continued)

(a) (continued)

Notes:

(i) The Group provides property management services to landlords of certain properties managed by the Group, in which two directors of the Company have beneficial interests. In return, the Group receives property management service fees, heat supply and maintenance service fees and car park management service fees which were charged at rates mutually agreed between the Group and the landlords. During the year ended 31 December 2019, the total fees received by the Group from landlords in respect of these services amounted to HK$33,421,000 (2018: HK$40,984,000). These related party transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

(ii) During the year ended 31 December 2018, the Group received property management fee income of HK$1,674,000, which was charged at rates mutually agreed between the Group and the landlords, in which two directors of the Company have beneficial interests. These related party transactions constitute exempted connected transactions as defined in Chapter 14A of the Listing Rules.

(iii) During the year ended 31 December 2018, the Group received service fees in relation to the operation of the Recreational Centre of HK$2,375,000 in aggregate, which were charged at rates mutually agreed between the Group and the related parties, in which two directors of the Company have beneficial interests. These related party transactions constitute exempted connected transactions as defined in Chapter 14A of the Listing Rules.

(iv) Rental expense was charged to this related party for the lease of an office premise at RMB2,592,000 (equivalent to HK$2,902,000) (2018: RMB2,400,000 (equivalent to HK$2,847,000)) during the year ended 31 December 2019, on a mutually agreed basis, which, in the opinion of the directors, approximated to market rates. This related party transaction constitutes an exempted continuing connected transaction as defined in Chapter 14A of the Listing Rules.

38. 關聯方披露(續)

(a) (續)

附註:

(i) 本集團為本集團管理的若干物業的業主(兩名董事於其中擁有實益權益)提供物業管理服務。本集團則收取物業管理服務費、供暖及維修服務費及停車場管理服務費,其按本集團與業主雙方協議的價格收取。於截至二零一九年十二月三十一日止年度內,本集團就該等服務從業主收取的費用總數為33,421,000港元(二零一八年:40,984,000港元)。該等關聯方交易構成上市規則第14A章定義的持續關連交易。

(ii) 於截至二零一八年十二月三十一日止年度,本集團按本集團與業主共同協定的價格收取物業管理費收入1,674,000港元,本公司兩名董事於該等費用中擁有實益權益。該等關聯方交易構成上市規則第14A章定義的獲豁免關連交易。

(iii) 截至二零一八年十二月三十一日止年度,本集團已收取有關經營休閒中心之服務費合共2,375,000港元,按本集團與關聯方共同商定的價格收取,本公司兩名董事均享有實益權益。該等關聯方交易構成上市規則第14A章定義之獲豁免關連交易。

(iv) 於截至二零一九年十二月三十一日止年度,該關聯方按董事認為與市場價格相若的共同協定基準就租賃辦公室物業支付租金開支人民幣2,592,000元(相當於2,902,000港元)(二零一八年:人民幣2,400,000元(相當於2,847,000港元)。該關聯方交易根據上市規則第14A章之界定構成一項獲豁免持續關連交易。

38. RELATED PARTY DISCLOSURES (continued)

(a) (continued)

(v) Rental expense was incurred by the Rui Hua Investment Limited and its subsidiaries (collectively "Rui Hui Group") Group and charged by this related party for the lease of a fitness centre at RMB2,300,000 (equivalent to HK$2,609,000) (2018: RMB4,525,000 (equivalent to HK$4,989,000)) during the year ended 31 December 2019, on a mutually agreed basis, which, in the opinion of the directors, approximated to market rates, constitute a continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(vi) Rental expenses were incurred by Rui Hua Group and charged by this related party for the lease of the Recreational Centre at RMB1,713,000 (equivalent of HK$1,907,000) aggregately during the year ended 31 December 2019, on a mutually agreed basis, which in, in the opinion of the directors, approximated to market rates, constitute a continuing connected transaction as defined in Chapter 14A of the Listing Rules.

(vii) During the year ended 31 December 2018, office rental expense and repair and maintenance expense was charged by this related party for the lease of office premise at RMB543,000 (equivalent to HK$645,000) on a mutually-agreed basis, which, in the opinion of the directors, approximated to market rates. This related party transaction constitutes exempted continuing connected transaction as defined in Chapter 14A of the Listing Rules.

38. 關聯方披露(續)

(a) (續)

(v) 截至二零一九年十二月三十一日止年度的租金開支由銳華天地投資有限公司及其附屬公司(統稱「銳華集團」)產生並由該關聯方租賃健身中心收取人民幣2,300,000元(相當於2,609,000港元)(二零一八年:人民幣4,525,000元(相當於4,989,000港元)),由雙方共同協定,董事認為租金與市場利率相若。該交易構成上市規則第14A章所界定的持續關連交易。

(vi) 截至二零一九年十二月三十一日止年度的租金開支由銳華集團產生並由該關聯方租賃休閒中心收取總額人民幣1,713,000元(相當於1,907,000港元),由雙方共同協定,董事認為租金與市場價格相若。該交易構成上市規則第14A章所界定的持續關連交易。

(vii) 截至二零一八年十二月三十一日止年度,該關聯方就租賃一間辦公室物業而收取的辦公室租金費用及維修以及保養費用為人民幣543,000元(相等於645,000港元),其乃按雙方協議而釐定,董事認為其與市場價格相若。該關聯方交易構成上市規則第14A章定義的獲豁免持續關連交易。

38. RELATED PARTY DISCLOSURES (continued)

(a) (continued)

(viii) During the year ended 31 December 2016, pursuant to a shareholder's loan agreement dated 28 July 2016 and a supplemental agreement dated 24 August 2016 entered into between the Company and Wintime, the immediate holding company, Wintime granted a shareholder's loan facility of HK$250,000,000 (or its equivalent in £) to the Company, of which £5,875,000 (equivalent to HK$61,970,000) had been utilised as at 31 December 2017.

During the year ended 31 December 2017, pursuant to another shareholder's loan agreement dated 24 November 2017 entered into between the Company and Wintime, Wintime granted an additional shareholder's loan facility of HK$1,500,000,000 (or its equivalent in £) to the Company, of which £42,027,000 (equivalent to HK$443,310,000) and HK$120,000,000 had been utilised as at 31 December 2017.

All of the shareholder's loans as at 31 December 2017 were unsecured, bore interest at the rate of 2% per annum, and were repayable in 3 years from the date of drawdown of the shareholder's loans or such other date agreed between Wintime and the Company. During the year ended 31 December 2018, all shareholder's loans as at 31 December 2017 were repaid. Interest paid and payable to Wintime in respect of the shareholder's loans amounted to HK$6,615,000, which was recognised as finance costs for the year ended 31 December 2018.

These related party transactions constitute exempted connected transactions as defined in Chapter 14A of the Listing Rules.

38. 關聯方披露(續)

(a) (續)

(viii) 截至二零一六年十二月三十一日止年度，根據本公司與直接控股公司Wintime訂立日期為二零一六年七月二十八日之股東貸款協議及日期為二零一六年八月二十四日之補充協議，Wintime向本公司授予250,000,000港元(或等值的英鎊)之股東貸款融資，其中5,875,000英鎊(相當於61,970,000港元))已於二零一七年十二月三十一日獲動用。

截至二零一七年十二月三十一日止年度，根據本公司與Wintime訂立日期為二零一七年十一月二十四日之另一份股東貸款協議，Wintime向本公司授予1,500,000,000港元(或等值的英鎊)之額外股東貸款融資，其中42,027,000英鎊(相當於443,310,000港元)及120,000,000港元已於二零一七年十二月三十一日獲動用。

於二零一七年十二月三十一日，所有的股東貸款均為無抵押，按2%的年利率計息且須於股東貸款提取日期起計三年內或Wintime與本公司達成的其他日期償還。截至二零一八年十二月三十一日止年度，所有股東貸款於二零一七年十二月三十一日已結清。已付利息及應付Wintime之股東貸款為6,615,000港元，此乃於截至二零一八年十二月三十一日止年度確認為財務成本。

該等關聯方交易構成豁免關連交易(定義見上市規則第14A章)。

38. RELATED PARTY DISCLOSURES (continued)

(b) Outstanding balances with related parties

Save as disclosed in notes 15, 20(a), 22, 28(d), 29 and 35 to the financial statements, the Group had no other material outstanding balances with related parties as at 31 December 2019 and 2018.

(c) Key management personnel of the Group are directors of the Company, whose emoluments are included in note 9 to the financial statements.

38. 關聯方披露(續)

(b) 與關聯方之尚未支付結餘

於二零一九年及二零一八年十二月三十一日，除本財務報表附註15、20(a)、22、28(d)、29及35所披露者外，本集團與關聯方並無任何其他重大尚未支付結餘。

(c) 本集團主要管理人員為本公司董事，彼等之薪酬載於本財務報表附註9。

39. FINANCIAL INSTRUMENTS BY CATEGORY

Except for debt investments at fair value through other comprehensive income being classified as financial assets at fair value through other comprehensive income, as further detailed in note 23 to the financial statements, all financial assets and liabilities of the Group as at 31 December 2019 and 2018 were financial assets and financial liabilities stated at amortised cost, respectively.

39. 金融工具分類

除按公平值計入其他全面收益的債務投資外，分類為按公平值計入其他全面收益的金融資產之進一步詳情載於財務報表附註23，於二零一九年及二零一八年十二月三十一日，本集團所有金融資產及負債均分別為按攤銷成本計量的金融資產及金融負債。

40. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities which are due to be received or settled within one year approximate to their carrying amounts largely due to the short term maturities of these instruments, therefore, no disclosure of the fair values of these financial instruments is made.

For other non-current financial assets and liabilities, in the opinion of the directors, since their carrying amounts are not significantly different from their respective fair values, no disclosure of the fair values of these financial instruments is made.

40. 金融工具的公平值

於一年內到期收取或支付的金融資產及負債的公平值接近其賬面值，主要由於有關工具於短期內到期，因此，並無披露該等金融工具的公平值。

至於其他非流動金融資產及負債，董事認為，由於其賬面值與其各自的公平值並無重大差異，因此並無披露有關金融工具的公平值。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, a pledged bank deposit, debt investment at fair value through other comprehensive income, bank and other borrowings, preference shares of a subsidiary and perpetual convertible bonds. The main purpose of these financial instruments is mainly for the Group's operations. The Group has various other financial assets and liabilities such as trade and lease receivables, deposits and other receivables, trade payables, other payables, receipts in advance and amounts due from/(to) related parties.

The main risk arising from the Group's financial instruments is foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. Since HK$ is pegged to US$, the Group does not have significant foreign exchange risk in respect of its operations in the USA. However, owing to its significant investments and operations in Mainland China and the UK, the Group's financial position and operating performance can be affected significantly by movements in RMB/HK$ and £/HK$ exchange rates.

41. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物、已抵押銀行存款、按公平值計入其他全面收益的債務投資、銀行及其他借款、附屬公司優先股及永久可換股債券。這些金融工具的主要目的在於為本集團的運營融資。本集團具有多種其他金融資產及負債，如應收貿易及租賃賬款、訂金及其他應收款、應付貿易賬款、其他應付款、預收款項及應收／(應付)關聯方款項。

本集團的金融工具導致的主要風險是外幣風險、信用風險及流動資金風險。董事局已審議並批准管理外幣風險及流動風險的政策及該等風險概述如下：

外幣風險

外幣風險是指金融工具的價值因外匯匯率變化而波動的風險。由於港元與美元掛鈎，本集團於美國的經營尚未受到重大外匯風險。然而，由於本集團在中國大陸及英國有重大投資及經營，因此本集團財務狀況表及經營表現可能受人民幣兑港元及英鎊兑港元匯率變動的重大影響。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB and £ exchange rates, with all other variables held constant, of the Group's profit/(loss) before tax (due to changes in fair value of monetary assets and liabilities).

41. 財務風險管理目標及政策(續)

外幣風險(續)

下表說明了於報告期末其他變數保持不變，而人民幣及英鎊匯率出現合理可能波動的情況下，本集團税前溢利／(虧損)(因貨幣資產及負債公平值出現變動)對波動的敏感性。

		Increase/(decrease) in foreign exchange rate 外幣匯率上升／(下降)	Increase/(decrease) in profit before tax 税前溢利增加／(減少)	
			2019	2018
		%	*HK$'000* 千港元	*HK$'000* 千港元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度			
If Hong Kong dollar weakens against RMB	倘若港元兑人民幣貶值	5	**18,119**	19,240
If Hong Kong dollar strengthens against RMB	倘若港元兑人民幣升值	(5)	**(18,119)**	(19,240)
If Hong Kong dollar weakens against £	倘若港元兑英鎊貶值	5	**(43,398)**	(43,601)
If Hong Kong dollar strengthens against £	倘若港元兑英鎊升值	(5)	**43,398**	43,601

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

Credit risk arises from the potential failure of the Group's counterparties to meet their obligations under property management services agreements and rental agreements. Credit risk exposure is minimised by undertaking transactions with a large number of counterparties and conducting credit reviews on prospective tenants. In addition, the Group regularly reviews the recoverable amount of trade and lease receivables to ensure that adequate provision for impairment losses is made for irrecoverable amounts. The Group has no significant concentrations of credit risk.

With respect to credit risk arising from other financial assets of the Group, which mainly comprise cash and bank balances and other receivables, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year and staging classification as at 31 December 2019 and 2018. The amounts presented are gross carrying amounts of financial assets.

41. 財務風險管理目標及政策(續)

信用風險

信用風險因本集團之交易對方可能未能履行彼等於物業管理服務協議及租金協議下之責任而產生。本集團透過與大量交易對方進行交易及對潛在租戶進行信用審查，將信用風險減至最低。此外，本集團定期審閱應收貿易及租賃賬款之可收回金額以確保就不可收回金額計提足夠減值虧損撥備。本集團不存在重大集中信用風險的問題。

本集團其他金融資產主要包括現金及銀行結餘及其他應收款項，本集團有關這些金融資產的信用風險源自因交易對方違約，最大風險敞口等於這些工具的賬面值。

下表列示基於本集團信貸政策的信貸質素及所面對的最大信貸風險，主要基於逾期資料(除非其他資料可在毋須花費不必要成本或精力的情況下獲得)及於二零一九年及二零一八年十二月三十一日的年結階段分類。所呈列的金額為金融資產的賬面總值。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

41. 財務風險管理目標及政策(續)

Credit risk (continued)

信用風險(續)

At 31 December 2019

於二零一九年十二月三十一日

		12-month ECLs 十二個月預期信貸虧損	Lifetime ECLs 存續期預期信貸虧損			
		Stage 1 第一階段 *HK$'000 千港元*	Stage 2 第二階段 *HK$'000 千港元*	Stage 3 第三階段 *HK$'000 千港元*	Simplified approach 簡化方法 *HK$'000 千港元*	Total 合計 *HK$'000 千港元*
Trade and lease receivables	應收貿易及租賃賬款	—	—	—	33,574	33,574
Financial assets included in prepayments, deposits and other receivables	計入預付款項、訂金及其他應收款項的金融資產	47,126	—	—	—	47,126
Due from related parties	應收關聯方款項	49,874	—	—	—	49,874
Debt investments at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資	46,518	—	—	—	46,518
Pledged bank deposit, not yet past due	已抵押銀行存款(尚未逾期)	39,168	—	—	—	39,168
Cash and cash equivalents, not yet past due	現金及現金等價物(尚未逾期)	246,877	—	—	—	246,877
		429,563	—	—	33,574	463,137

At 31 December 2018

於二零一八年十二月三十一日

		12-month ECLs 十二個月預期信貸虧損	Lifetime ECLs 存續期預期信貸虧損			
		Stage 1 第一階段 *HK$'000 千港元*	Stage 2 第二階段 *HK$'000 千港元*	Stage 3 第三階段 *HK$'000 千港元*	Simplified approach 簡化方法 *HK$'000 千港元*	Total 合計 *HK$'000 千港元*
Trade and lease receivables	應收貿易及租賃賬款	—	—	—	24,629	24,629
Financial assets included in prepayments deposits and other receivables	計入預付款項、訂金及其他應收款項的金融資產	68,972	—	—	—	68,972
Due from related parties	應收關聯方款項	13,357	—	—	—	13,357
Debt investment at fair value through other comprehensive income	按公平值計入其他全面收益的債務投資	23,113	—	—	—	23,113
Pledged bank deposit, not yet past due	已抵押銀行存款(尚未逾期)	39,230	—	—	—	39,230
Cash and cash equivalents, not yet past due	現金及現金等價物(尚未逾期)	345,163	—	—	—	345,163
		489,835	—	—	24,629	514,464

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

For trade and lease receivables to which the Group applies the simplified approach for impairment, information is disclosed in note 20 to the financial statements.

The credit quality of the financial assets included in prepayments, deposits and other receivables are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition.

The credit risk of the Group's other financial assets, which comprise amounts due from related parties and other receivables, debt investment at fair value through other comprehensive income and cash and bank balances, arises from default of the counterpart, with a maximum exposure equal to the carrying amounts of these instruments.

Liquidity risk

In light of the future business expansion of the Group, the Group ensures that it maintains sufficient cash and credit lines to meet its liquidity requirements and the estimated future construction cost of the development of a parcel of land in Culver City, the USA. The Group's objective is to maintain a balance between continuity of funding and flexibility through cash receipts from the issue of shares, as well as the strict control over its daily operating expenses. In the opinion of the directors of the Company, proceeds from a share placement obtained, capital contributed by shareholders and financing from a shareholder and related parties by means of cash during the prior year and the current year, respectively to finance certain of the abovementioned planned development is expected to be fulfilled by the Group after 2019. Accordingly, the Group expects to have adequate sources of funding to finance the Group's operations and manage its liquidity position.

41. 財務風險管理目標及政策(續)

信用風險(續)

就本集團採用簡化方法估算減值的應收貿易及租賃賬款而言，有關資料披露於財務報表附註20。

計入預付款項、訂金及其他應收款項的金融資產的信貸質素並未逾期，且並無資料表明自初始確認以來金融資產的信貸風險有顯著增加。

本集團其他金融資產(包括應收關聯方款項及其他應收款項、按公平值計入其他全面收益的債務投資以及現金及銀行結餘)的信貸風險乃因對手方違約而產生，所面臨的最大風險等於該等工具的賬面值。

流動風險

鑒於本集團未來業務拓展，本集團確保其維持足夠的現金及額度，以滿足其流動資金需要及於美國卡爾弗城開發一塊土地之估計未來建造成本。本集團的目標是運用發行股份所收取的現金以及嚴格控制其日常經營開支以保持融資的持續性與靈活性的平衡。本公司董事認為，於上個年度及本年度股份配售所獲所得款項、股東注資及一名股東及關聯方通過現金方式進行的融資分別為本集團預期將於二零一九年後履行的若干上述計劃開發提供資金。因此，本集團預期將會有足夠資金來源以提供本集團經營業務所需資金及管理其流動資金狀況。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

41. 財務風險管理目標及政策(續)

流動風險(續)

於報告期末，根據未經折現的合同付款額，本集團金融負債的到期期限狀況如下：

		On demand 按要求 HK$'000 千港元	Within 1 year 一年以內 HK$'000 千港元	1-5 years 一至五年 HK$'000 千港元	Total 合計 HK$'000 千港元
At 31 December 2019	**二零一九年十二月三十一日**				
Trade payables	貿易應付款項	**12,870**	**24,607**	**—**	**37,477**
Other payables	其他應付款	**96,933**	**—**	**—**	**96,933**
Due to related parties	應付關聯方款項	**139,579**	**—**	**—**	**139,579**
Bank and other borrowings (excluding lease liabilities) *(note)*	銀行及其他借款（不包括租賃負債）*(附註)*	**123,423**	**627,503**	**1,772,383**	**2,523,309**
Lease liabilities	租賃負債	**—**	**18,704**	**20,899**	**39,603**
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	**—**	**—**	**49,945**	**49,945**
		372,805	**670,814**	**1,843,227**	**2,886,846**

		On demand 按要求 HK$'000 千港元	Within 1 year 一年以內 HK$'000 千港元	1-5 years 一至五年 HK$'000 千港元	Total 合計 HK$'000 千港元
At 31 December 2018	二零一八年十二月三十一日				
Trade payables	貿易應付款項	15,505	50,424	—	65,929
Other payables	其他應付款	99,310	—	—	99,310
Due to related parties	應付關聯方款項	99,136	—	—	99,136
Bank and other borrowings *(note)*	銀行及其他借款*(附註)*	125,564	121,446	776,084	1,023,094
Preference shares of a subsidiary	一間附屬公司的優先股	—	15,671	—	15,671
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	—	—	48,929	48,929
		339,515	187,541	825,013	1,352,069

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Note: One of the loan agreements contains a repayment on demand clause giving the bank an unconditional right to call in the loan at any time and therefore, for the purpose of the above maturity profile, the total amount was classified as "on demand" as at 31 December 2019 and 2018. In accordance with the terms of the loan agreement, the contractual undiscounted payments of this bank borrowing amounted to HK$123,423,000 (2018: HK$125,564,000) which were repayable within 1 year as at 31 December 2019.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.

41. 財務風險管理目標及政策(續)

流動風險(續)

附註： 貸款協議中的一項包括按要求償還條款，賦予銀行隨時無條件催繳貸款的權利，因此，就上述到期期限情況而言，於二零一九年及二零一八年十二月三十一日，有關款項總額被分類為「按要求」。根據貸款協議條款，須於截至二零一九年十二月三十一日止一年內償還的銀行借款之合約未貼現還款達123,423,000港元(二零一八年：125,564,000港元。

資本管理

本集團資本管理的主要目標為保障本集團繼續按持續經營基準營業的能力，並維持穩健的資本比率，以支持其業務及儘量增加股東價值。

本集團管理其資本架構，並就經濟情況及相關資產的風險特徵變動作出調整。維持或調整資本架構時，本集團可能會調整向股東派付的股息、向股東退還資本或發行新股份。本集團無須受任何外界所定之資金要求約束。於截至二零一九年及二零一八年十二月三十一日止年度，管理資本的目標、政策或程序維持不變。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital. The Group's policy is to maintain a healthy ratio. Net debt includes trade payables, bank and other borrowings, other payables and accruals, amounts due to related parties and preference shares of a subsidiary, less cash and cash equivalents. Capital includes perpetual convertible bonds and equity attributable to shareholders of the Company. The gearing ratios as at the end of the reporting periods were as follows:

41. 財務風險管理目標及政策(續)

流動風險(續)

本集團使用資產負債比率監察資本。資產負債比率乃按債務淨額除以經調整資本計算。本集團的政策旨在維持穩健的比率。債務淨額包括應付貿易賬款、銀行及其他借款、其他應付款及預提費用、應付關聯方款項及一間附屬公司的優先股，減去現金及現金等價物。資本包括永久可換股債券及本公司股東應佔權益。於報告期末的資產負債比率如下：

		31 December 2019 二零一九年十二月三十一日 *HK$'000* *千港元*	1 January 2019 二零一九年一月一日 *HK$'000* *千港元* *(note)* *(附註)*	31 December 2018 二零一八年十二月三十一日 *HK$'000* *千港元*
Trade payables	應付貿易賬款	**37,477**	**65,929**	65,929
Bank and other borrowings	銀行及其他借款	**2,336,024**	**1,036,915**	1,023,094
Other payables and accruals	其他應付款及預提費用	**112,153**	**113,167**	113,167
Due to related parties	應付關聯方款項	**139,579**	**99,136**	99,136
Preference share of a subsidiary	一間附屬公司的優先股	**—**	**15,671**	15,671
Less: Cash and cash equivalents	減：現金及現金等價物	**(246,877)**	**(345,163)**	(345,163)
Net debt	債務淨額	**2,378,356**	**985,655**	971,834
Equity attributable to shareholders of the Company	本公司股東應佔權益	**3,414,919**	**3,431,736**	3,431,736
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	**49,945**	**48,929**	48,929
Adjusted capital	經調整資本	**3,464,864**	**3,480,665**	3,480,665
Gearing ratio	資產負債率	**68.64%**	**28.32%**	27.92%

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Note: The Group has adopted HKFRS 16 using the modified retrospective approach and the effect of the initial adoption is adjusted against the opening balances as at 1 January 2019 with no adjustments to the comparative amounts as at 31 December 2018. This resulted in an increase in the Group's net debt and hence the Group's gearing ratio increased from 27.92% to 28.32% on 1 January 2019 when compared with the position as at 31 December 2018.

41. 財務風險管理目標及政策(續)

流動風險(續)

附註: 本集團採用經修訂追溯應用法採納香港財務報告準則第16號，且初始採用的影響已就於二零一九年一月一日的期初結餘予以調整，而並未就於二零一八年十二月三十一日的比較金額予以調整。此舉導致本集團的債務淨額有所增加，因此本集團於二零一九年一月一日的資產負債率較其於二零一八年十二月三十一日的狀況由27.92%增至28.32%。

42. EVENT AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the outbreak of novel coronavirus (COVID-19) epidemic in early 2020 has led to a series of precautionary and control measures implemented across the globe and temporary suspension of the operation of the Group's Recreational Centre. These events have had and may continue to have adverse impacts on certain operations of the Group in Mainland China, the UK and the USA. Owing to the inherent nature and unpredictability of future development of the COVID-19 virus epidemic, including epidemic preventive measures imposed by countries in which the Group has operations and the duration of the epidemic, the degree of the adverse impacts of the epidemic and its resulting financial impact on the Group cannot be reasonably estimated at this stage.

42. 報告期後事項

於報告期間後，新型冠狀病毒(COVID-19)疫情於二零二零年初爆發，導致全球範圍內實施一系列預防及控制措施，本集團休閒中心的運營暫時中斷。該等事件已經及可能持續對本集團於中國大陸、英國及美國的部分業務產生不利影響。由於COVID-19病毒疫情的固有性質及未來發展的不可預測性(包括本集團營運所屬國家所採取的疫情預防措施及疫情持續時間)，疫情的不利影響程度及其對本集團造成的財務影響於現階段無法合理估計。

43. COMPARATIVE AMOUNTS

As further explained in note 2.2(b) to the financial statements, the Group adopted HKFRS 16 on 1 January 2019 using the modified retrospective approach. Under this approach, the comparative amounts in the financial statements were not restated and continued to be reported under the requirements of the previous standard, HKAS 17, and related interpretations.

In addition, certain comparative amounts have been reclassified to conform to the current year's presentation and disclosures.

43. 比較金額

誠如財務報表附註2.2(b)進一步所述，本集團於二零一九年一月一日使用經修訂追溯法採納香港財務報告準則第16號。根據該方法，財務報表的可比較金額並沒有重列，而繼續按先前的準則、香港會計準則第17號，及相關詮釋之規定進行報告。

此外，若干比較金額已重新分類，以確認本年度的列報及披露。

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

44. 本公司的財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
NON-CURRENT ASSETS	**非流動資產**		
Property, plant and equipment	物業、廠房及設備	**193**	314
Right-of-use assets	使用權資產	**4,961**	—
Investments in subsidiaries	於附屬公司的投資	**2,167,503**	2,062,561
Due from subsidiaries	應收附屬公司款項	**180,490**	180,490
Total non-current assets	非流動資產總額	**2,353,147**	2,243,365
CURRENT ASSETS	**流動資產**		
Loans to subsidiaries	提供予附屬公司的貸款	**615,264**	390,441
Due from subsidiaries	應收附屬公司款項	**719,772**	658,783
Due from related parties	應收關聯方款項	**360**	360
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	**2,551**	2,897
Pledged bank deposit	已抵押銀行存款	**39,168**	39,230
Cash and cash equivalents	現金及現金等價物	**1,890**	161,053
Total current assets	流動資產合計	**1,379,005**	1,252,764
CURRENT LIABILITIES	**流動負債**		
Other payables and accruals	其他應付款及預提費用	**2,607**	2,773
Due to a shareholder	應付一名股東款項	**1,486**	1,437
Due to subsidiaries	應付附屬公司款項	**318**	318
Other borrowings	其他借款	**2,118**	—
Total current liabilities	流動負債合計	**6,529**	4,528
NET CURRENT ASSETS	**流動資產淨額**	**1,372,476**	1,248,236
TOTAL ASSETS LESS CURRENT LIABILITIES	**資產總額減流動負債**	**3,725,623**	3,491,601

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

44. 本公司的財務狀況表(續)

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*
NON-CURRENT LIABILITIES	**非流動負債**		
Due to subsidiaries	應付附屬公司款項	**391**	391
Liability component of perpetual convertible bonds	永久可換股債券的負債部分	**49,945**	48,929
Other borrowings	其他借款	**85,473**	—
Total non-current liabilities	非流動負債總額	**135,809**	49,320
Net assets	資產淨額	**3,589,814**	3,442,281
EQUITY	**權益**		
Share capital	股本	**3,152,571**	3,146,571
Equity component of perpetual convertible bonds	永久可換股債券的權益部分	**1,078,217**	1,084,013
Reserves *(note)*	儲備*(附註)*	**(640,974)**	(788,303)
Total equity	權益總額	**3,589,814**	3,442,281

Wei Chunxian
魏純暹
Director
董事

Liu Shuhua
劉淑華
Director
董事

Note: A summary of the Company's reserves is as follows:

附註： 本公司儲備概要如下：

		Capital reserve 資本儲備 *HK$'000* *千港元*	Share option reserve 購股權儲備 *HK$'000* *千港元*	Accumulated losses 累計虧損 *HK$'000* *千港元*	Total 合計 *HK$'000* *千港元*
At 1 January 2018	於二零一八年一月一日	10,868	—	(728,110)	(717,242)
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度全面虧損總額	—	—	(72,791)	(72,791)
Equity-settled share option arrangement	以權益結算購股權協議	—	1,730	—	1,730
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日	**10,868**	**1,730**	**(800,901)**	**(788,303)**
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收益總額	**—**	**—**	**147,329**	**147,329**
At 31 December 2019	於二零一九年十二月三十一日	**10,868**	**1,730**	**(653,572)**	**(640,974)**

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 31 March 2020.

45. 財務報表的批准

本財務報表於二零二零年三月三十一日由董事局通過並批准發佈。

Location 地點	Use 用途	Lease term 租賃期	Attributable interest of the Group 歸屬於本集團的權益
Completed investment properties **已落成投資物業**			
Juxon House, 100 St Pauls Churchyard, London, EC 4M 8BU, the United Kingdom	Commercial 商業	Long term lease 長期租約	100%
Portion of Building No. 2 of Kingdom Guorui No. 1 Ronghua South Road Beijing Economic Technological Development Area Beijing the PRC 中國 北京 經濟技術開發區 榮華南路1號院 國銳•金嶺大廈2號樓的部分	Commercial 商業	Medium term lease 中期	100%
2300-2320 Wilshire Blvd., Santa Monica, CA90403, the USA	Residential/ Commercial 住宅／商業	Not applicable 不適用	100%
Investment properties under construction **在建中投資物業**			
10375 Washington Redevelopment Site 10375 Washington Boulevard Culver City, Los Angeles Country, CA90232	Residential/ Commercial 住宅／商業	Not Applicable 不適用	100%

PARTICULARS OF PROPERTIES
物業詳情

Location 地點	Use 用途	Lease term 租賃期	Attributable interest of the Group 歸屬於本集團的權益
Completed investment property classified as a non-current asset held for sale **分類為持作出售之非流動資產的已落成投資物業**			
Boundary House, 7-17 Jewry Street, London EC3N 2EX	Commercial 商業	Medium term lease 中期租約	100%
A building included in property, plant and equipment and a leasehold land included in right-of-use assets **樓宇(計入物業、廠房及設備)及租賃土地(計入使用權資產)**			
Building No. 3 of Kingdom Guorui, 1 Ronghua South Road, Beijing Economic Technological Development Area, Beijing, the PRC 中國北京 經濟技術開發區 榮華南路1號院 國銳•金嶺 大廈3號	Commercial 商業	Medium term lease 中期租約	100%

A summary of the results and of the assets, liabilities and total equity of the Group for the last five financial years, as extracted from the published annual report and audited financial statements, is set out below:

本集團過去五個財政年度節錄自已刊發的年報及經審核財務報表的經營業績、資產、負債和權益合計的摘要如下：

RESULTS 業績

		2019 二零一九年 *HK$'000* *千港元*	2018 二零一八年 *HK$'000* *千港元*	2017 二零一七年 *HK$'000* *千港元*	2016 二零一六年 *HK$'000* *千港元*	2015 二零一五年 *HK$'000* *千港元*
Revenue	收入	**373,327**	361,282	229,822	216,392	76,809
Profit/(loss) before tax	稅前溢利／(虧損)	**182,112**	7,928	(67,633)	(67,395)	(18,414)
Income tax	所得稅	**(84,030)**	1,502	2,619	2,032	262
PROFIT/(LOSS) FOR THE YEAR	**本年度溢利／(虧損)**	**98,082**	9,430	(65,014)	(65,363)	(18,152)
Attributable to:	歸屬於：					
Shareholders of the Company	本公司股東	**98,599**	9,579	(65,014)	(62,798)	(18,152)
Non-controlling interests	非控制性權益	**(517)**	(149)	—	(2,565)	—
		98,082	9,430	(65,014)	(65,363)	(18,152)

ASSETS, LIABILITIES AND TOTAL EQUITY 資產、負債和權益合計

		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
		千港元	*千港元*	*千港元*	*千港元*	*千港元*
Total assets	資產總額	**6,306,456**	5,030,079	2,415,782	1,657,683	1,227,733
Total liabilities	負債總額	**(2,869,659)**	(1,575,564)	(1,306,958)	(502,927)	(247,864)
NET ASSETS	**資產淨額**	**3,436,797**	3,454,515	1,108,824	1,154,756	979,869
Equity attributable to:	歸屬於以下各方的權益：					
Shareholders of the Company	本公司股東	**3,414,919**	3,431,736	1,108,824	1,160,983	987,199
Non-controlling interests	非控制性權益	**21,878**	22,779	—	(6,227)	(7,330)
TOTAL EQUITY	**權益合計**	**3,436,797**	3,454,515	1,108,824	1,154,756	979,869

GR PROPERTIES

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