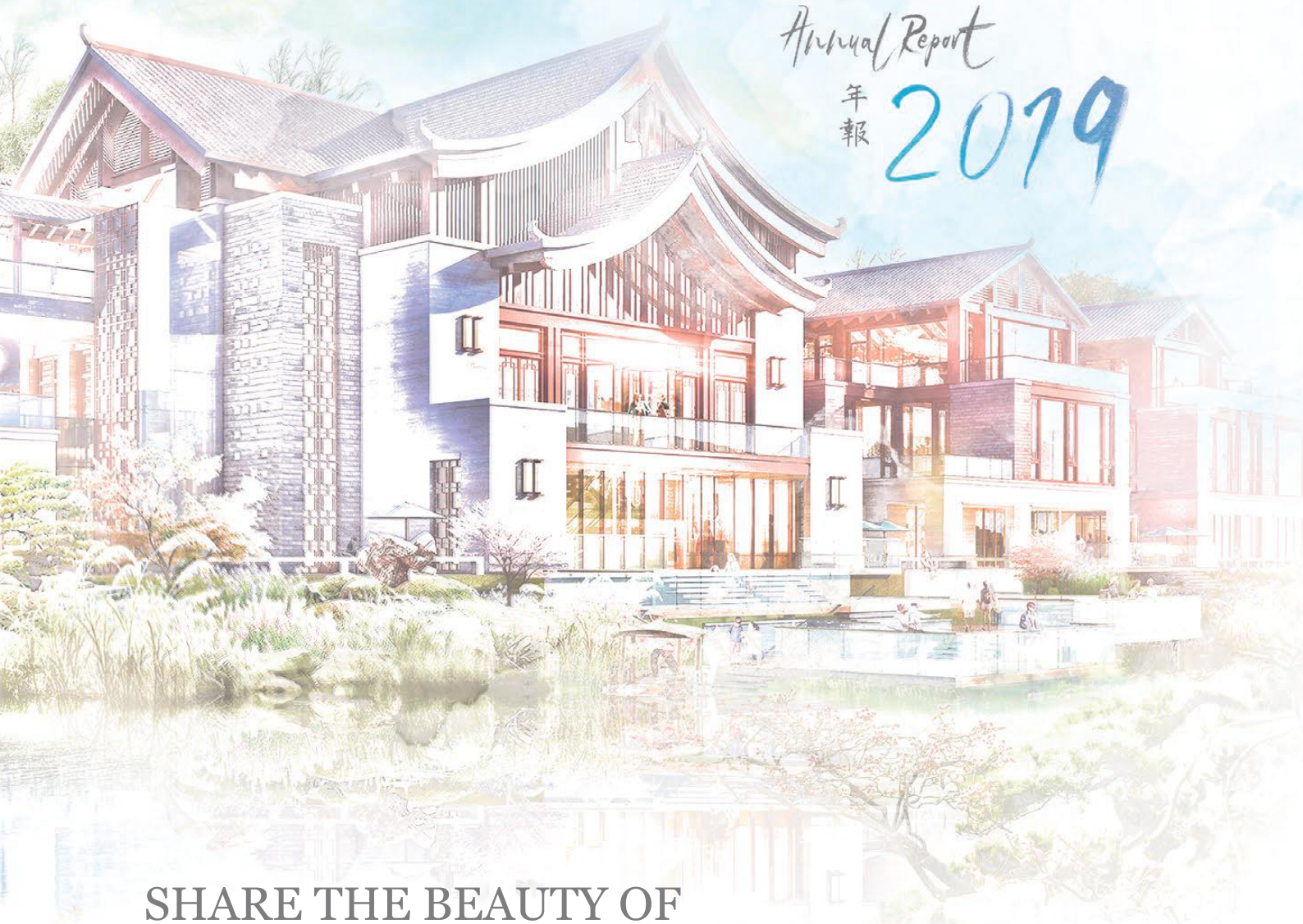
DREAM EAST
梦东方

DreamEast Group Limited
夢東方集團有限公司

(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong as "DreamEast Cultural Entertainment")
(於百慕達註冊成立之有限公司，並以「夢東方文化娛樂」名稱於香港經營業務)
(Stock Code 股份代號：593)



Annual Report
年報 2019

SHARE THE BEAUTY OF CHINA WITH THE WORLD
全球共享东方之美

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Corporate Information
公司資料

BOARD OF DIRECTORS

Zhou Zheng
(Resigned as Chief Executive Officer on 2 January 2020)
Executive Director and Chairman
Zhou Jin (Appointed on 2 January 2020)
Executive Director and Chief Executive Officer
Yang Lei
Executive Director
Lam Yu Yee, Benjamin (Resigned on 24 May 2019)
Non-executive Director
Chen Guanglei (Appointed on 20 December 2019)
Independent Non-Executive Director
Li Chak Hung (Resigned on 20 December 2019)
Independent Non-Executive Director
Meng Xiaosu
Independent Non-Executive Director
Yang Buting
Independent Non-Executive Director
Zhao Daxin
Independent Non-Executive Director

董事會

周政
（於2020年1月2日辭任行政總裁）
執行董事、主席
周金（於2020年1月2日委任）
執行董事、行政總裁
楊蕾
執行董事
林裕兒（於2019年5月24日辭任）
非執行董事
陳廣壘（於2019年12月20日委任）
獨立非執行董事
李澤雄（於2019年12月20日辭任）
獨立非執行董事
孟曉蘇
獨立非執行董事
楊步亭
獨立非執行董事
趙大新
獨立非執行董事

AUDIT COMMITTEE

Chen Guanglei *Chairman*
(Appointed on 20 December 2019)
Li Chak Hung *Chairman*
(Resigned on 20 December 2019)
Meng Xiaosu
Yang Buting
Zhao Daxin

審核委員會

陳廣壘 *主席*
（於2019年12月20日委任）
李澤雄 *主席*
（於2019年12月20日辭任）
孟曉蘇
楊步亭
趙大新

REMUNERATION COMMITTEE

Chen Guanglei *Chairman*
(Appointed on 20 December 2019)
Li Chak Hung *Chairman*
(Resigned on 20 December 2019)
Meng Xiaosu
Yang Buting
Zhao Daxin

薪酬委員會

陳廣壘 *主席*
（於2019年12月20日委任）
李澤雄 *主席*
（於2019年12月20日辭任）
孟曉蘇
楊步亭
趙大新

NOMINATION COMMITTEE

Zhou Zheng *Chairman*
Chen Guanglei (Appointed on 20 December 2019)
Li Chak Hung (Resigned on 20 December 2019)
Meng Xiaosu
Yang Buting
Zhao Daxin

提名委員會

周政 *主席*
陳廣壘（於2019年12月20日委任）
李澤雄（於2019年12月20日辭任）
孟曉蘇
楊步亭
趙大新

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China
Hengfeng Bank
Bank of Beijing

主要往來銀行

香港上海匯豐銀行有限公司
中國建設銀行股份有限公司
中國工商銀行
恒豐銀行
北京銀行

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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

總辦事處及主要營業地點

香港銅鑼灣
告士打道262號
中糧大廈10樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

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

百慕達股份過戶登記總處

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

COMPANY SECRETARY

Chan Tak Kwong (Appointed on 31 January 2019)

公司秘書

陳德光（於2019年1月31日委任）

AUTHORISED REPRESENTATIVES

Chan Tak Kwong
Zhou Zheng

授權代表

陳德光
周政

AUDITOR

Mazars CPA Limited
Certified Public Accountants

核數師

中審眾環（香港）會計師事務所有限公司
執業會計師

SOLICITORS

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

律師

胡百全律師事務所
Conyers Dill & Pearman

STOCK CODE

593

股份代號

593

INVESTOR RELATIONS DEPARTMENT OF THE COMPANY

Tel: (852) 3628 2352
Fax: (852) 3628 2335
Email: investor.inquiry@dreameast.com

公司投資者關係部

電話： (852) 3628 2352
傳真： (852) 3628 2335
電郵： investor.inquiry@dreameast.com

COMPANY WEBSITE

www.dreameast.com

公司網址

www.dreameast.com

Shareholders' Reference
股東參考資料

LISTING PLACE
Main Board of The Stock Exchange of Hong Kong Limited

上市地點
香港聯合交易所有限公司主板

FINANCIAL YEAR END
31 December

財務年結
12月31日

FINANCIAL CALENDAR
Annual Results Announcement Date
30 March 2020

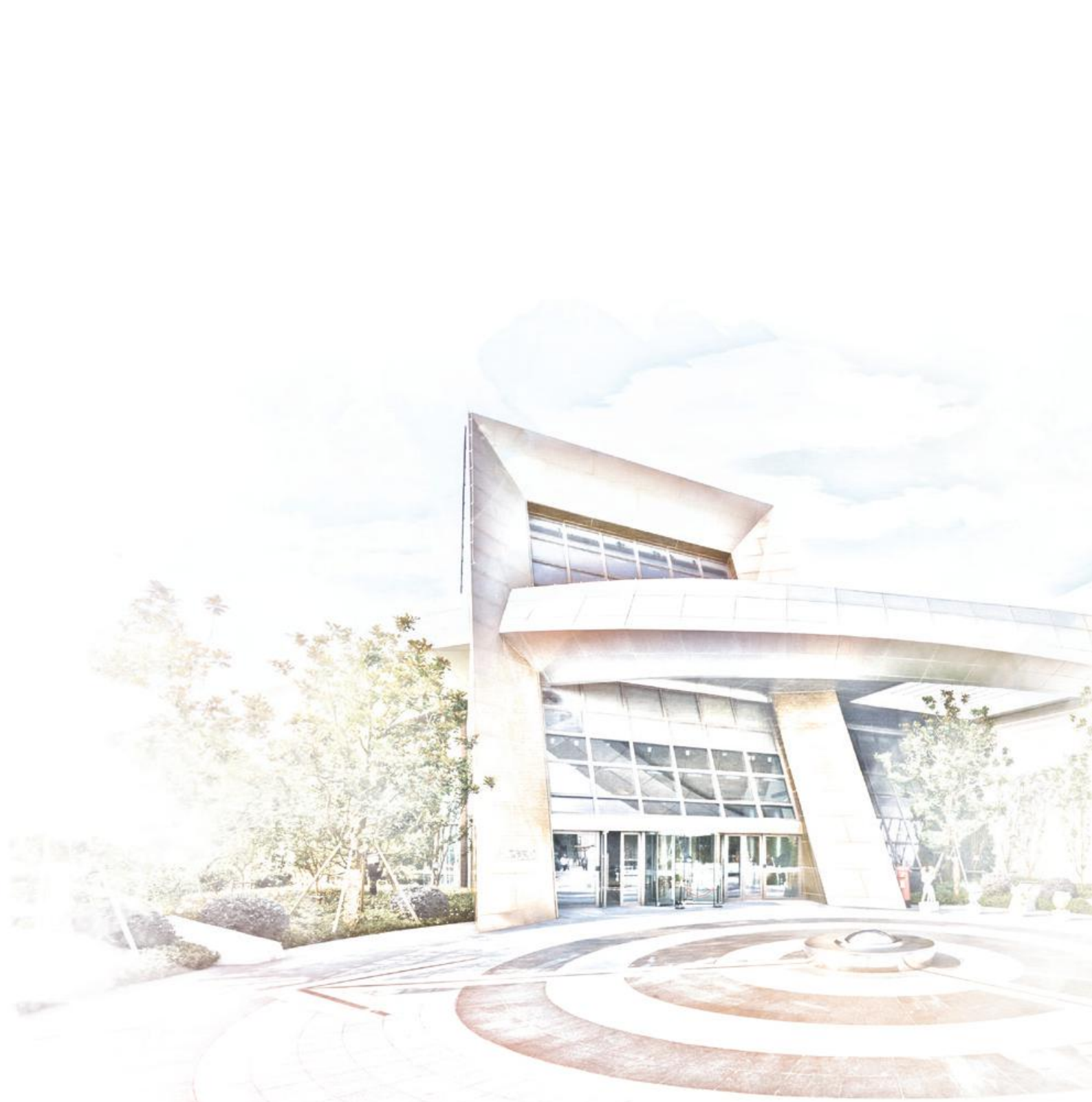
財務日誌
全年業績公佈日期
2020年3月30日

ANNUAL GENERAL MEETING
16 June 2020

股東週年大會
2020年6月16日

Awards for The Year 2019

年內獲得獎項



Chairman's Statement

主席報告

I am pleased to present the annual results of DreamEast Group Limited (the "Company") and its subsidiaries (collectively the "Group") for the year ended 31 December 2019 (the "Year").

本人欣然提呈夢東方集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至2019年12月31日止年度(「本年度」)之業績。

FINANCIAL RESULTS

During the Year, the Group recorded revenue of approximately HK$120.0 million, representing a decrease of 24.9% from approximately HK$159.8 million in 2018. The decrease in revenue mainly resulted from the decrease in rental income upon the completion of the disposal of a subsidiary in 2018. The Group recorded a net loss of HK$201.2 million for the year ended 31 December 2019 as compared to a net profit of HK$158.4 million for the year ended 31 December 2018. The loss was primarily attributable to a significant decrease in gain on fair value change of investment properties for the Group for the year ended 31 December 2019 as compared to the year ended 31 December 2018.

財務業績

於本年度,本集團錄得收入約120.0百萬港元,較2018年約159.8百萬港元減少24.9%。該收入減少主要由於2018年完成出售一間附屬公司而產生的租金收入減少所致。截至2019年12月31日止之年度,本集團錄得虧損淨額201.2百萬港元,而截至2018年12月31日止之年度則錄得純利158.4百萬港元。該虧損主要歸因於本集團截至2019年12月31日止之年度的投資物業公允價值變動之收益較截至2018年12月31日止之年度大幅減少。

As at 31 December 2019, the Group recorded equity attributable to owners of the Company of approximately HK$2,423.9 million, representing a decrease of approximately HK$196.7 million as compared to HK$2,620.6 million as at 31 December 2018.

於2019年12月31日,本集團錄得本公司擁有人應佔權益約2,423.9百萬港元,較於2018年12月31日的2,620.6百萬港元減少約196.7百萬港元。

Basic loss per share attributable to the owners of the Company for the Year amounted to HK$0.6999 (2018: Basic earnings per share: HK$0.6057).

本年度本公司擁有人應佔每股基本虧損為0.6999港元(2018年:每股基本盈利:0.6057港元)。

In the course of business transformation and rapid development, the Company shall reserve sufficient capital for development of existing and new projects, hence the Board of the Company has resolved not to propose a final dividend for the Year (2018: Nil).

由於本公司正處於業務轉型及快速發展期,應預留足夠資金用於發展現有及新項目,故本公司董事會已決定不派發本年度末期股息(2018年:無)。

APPRECIATION

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

鳴謝

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

Zhou Zheng
Chairman

周政
主席

Hong Kong, 8 May 2020

香港,2020年5月8日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

In 2019, the global economic growth slowed down. In the face of the complex situation of rising risks and challenges at home and abroad, China's economy achieved generally stable growth while making further progress, and China's annual GDP exceeded RMB99 trillion, representing a year-on-year growth of 6.1%, which is in line with the projected target of 6% to 6.5%. According to the statistics from the Ministry of Culture and Tourism, in 2019, the tourism economy continued to maintain faster growth than GDP growth. The domestic tourism market and the outbound tourism market have grown steadily, and the inbound tourism market has a more stable foundation. During the year, the number of domestic tourists amounted to 6.006 billion, representing an increase of 8.4% from the same period last year; the total number of inbound and outbound tourists amounted to 300 million, representing a year-on-year growth of 3.1%; the total annual revenue from tourism amounted to RMB6.63 trillion, representing a year-on-year growth of 11%. The comprehensive contribution to GDP from the tourism industry was RMB10.94 trillion, representing 11.05% of the GDP. 28.25 million people are directly employed due to tourism and 79.87 million people are indirectly employed due to tourism, representing 10.31% of the total employed population in China.

業務回顧

2019年全球經濟增長放緩，面對國內外風險挑戰明顯上升的複雜局面，中國經濟總體平穩，穩中有進，中國全年國內生產總值超過99萬億元，同比增長6.1%，符合6%-6.5%的預期目標。根據文化和旅遊部統計數據顯示，2019年，旅遊經濟繼續保持高於GDP增速的較快增長。國內旅遊市場和出境旅遊市場穩步增長，入境旅遊市場基礎更加穩固。全年，國內旅遊人數60.06億人次，比上年同期增長8.4%；入出境旅遊總人數3億人次，同比增長3.1%；全年實現旅遊總收入6.63萬億元，同比增長11%。旅遊業對GDP的綜合貢獻為10.94萬億元，佔GDP總量的11.05%。旅遊直接就業2,825萬人，旅遊直接和間接就業7,987萬人，佔全國就業總人口的10.31%。

NEW TYPES OF BUSINESS AND NEW OPPORTUNITIES

The integration of culture and tourism is undoubtedly an important issue in the development of tourism in recent years. In particular, the official establishment of the Ministry of Culture and Tourism marked the beginning of a new era of culture and tourism in China, and the cultural tourism industry is also recognized as a new blue ocean for the development of the tourism industry. The establishment of the Ministry of Culture and Tourism is a reflection of the government's emphasis on the culture and tourism market in recent years, indicating that "Culture + Tourism" will become an important driving force for domestic economic development, and will promote cultural tourism enterprises to increase the intensity of excavation in the cultural industry, inject more cultural connotation while creating tourism hardware projects, and create super tourism IPs to reconstruct the entire tourism industry system, so as to boost the overall upgrade of the cultural tourism industry and lead the development of the tourism economy into a virtuous circle. At the same time, the "Cultural Tourism +", a new type of business, also brings greater opportunities to the regional tourism industry.

According to the results of sample surveys on domestic tourism, in 2017, the number of domestic tourists in China exceeded 5 billion and reached 5.001 billion, representing a year-on-year growth of 12.8%. As of 2018, the number of domestic tourists in China reached 5.539 billion, representing a year-on-year growth of 10.8%. In 2019, the number of domestic tourists in China exceeded 6 billion. It is predicted that the number of domestic tourists in China will exceed 7 billion in 2021, and increase to approximately 8.547 billion in 2023, representing a CAGR of approximately 8.82% from 2019 to 2023.

新業態，新機遇

文旅融合無疑是近年來旅遊業發展中的重要議題，尤其是隨著文化和旅遊部正式掛牌，標誌著中國開啟文化和旅遊新時代，文旅產業也被公認為旅遊產業發展的新藍海。文化與旅遊部的組建，是政府對近年文化和旅遊市場重視的體現，預示著「文化+旅遊」將成為國內經濟發展的重要推動力量，並將推動文旅企業加大文化產業挖掘力度、在打造旅遊硬體項目的同時注入更多文化內涵、打造超級旅遊IP以重構旅遊全產業體系，從而助力文化旅遊產業整體升級，引領旅遊經濟發展進入良性循環，同時「文化旅遊+」的新業態也給地區旅遊業帶來更大的機遇。

根據國內旅遊抽樣調查結果，2017年我國國內旅遊人數增長至突破50億人次，達到50.01億人次，同比增長12.8%，截至2018年我國國內旅遊人數達到了55.39億人次，同比增長10.8%。2019年我國國內旅遊人數突破60億人次，預測2021年我國國內旅遊人數將突破70億人次，並預測在2023年我國國內旅遊人數將增長至85.47億人次左右，2019-2023年均複合增長率約為8.82%。

Due to nationals' strong demand for tourism, the cultural tourism industry has become one of the industries most worth investing. In the past three years, cultural tourism projects have been implemented frequently, and the enthusiasm of tourism enterprises for developing cultural tourism products have run high. A number of tourist towns, tourism properties and theme parks were built and have also attracted a lot of capital to rush in. For example, with the development of the "Parent-Child Economy", a number of parent-child parks have emerged in various places. In addition, many scenic spots also include parent-child parks as a necessary project for upgrading.

國民旅遊消費需求旺盛，文旅產業成為最值得投資的產業之一。近三年，文旅項目頻頻落地，旅遊企業開發文旅產品熱情高漲。一批旅遊小鎮、旅遊地產、主題樂園等落地，也吸引了諸多資本爭相進駐。例如，伴隨著「親子經濟」的發展，各地湧現出一批親子樂園，此外，許多景區也將親子樂園作為升級改造的必備項目。

The Group adhered to the cultural entertainment industry as the core, closely followed social opportunities, and continued to promote the implementation of its strategy, focusing on project development in the three major metropolitan areas, including Greater Beijing, Greater Shanghai and Greater Shenzhen. During the period under review, the principal activities of the Group included the development and operation of cultural tourist resorts and theme parks under the brand of "DreamEast", property development and leasing businesses.

本集團堅持以文化娛樂產業為核心，緊隨社會機遇，繼續推進戰略落地，圍繞大北京、大上海、大深圳三大核心區域開展項目開發工作。回顧期內，本集團之主要業務包括開發與運營「夢東方」品牌之文化旅遊度假區及主題樂園、地產開發及租賃業務。

During the period under review, the DreamEast Shooting (Clay) Centre with a site area of approximately 103 mu in the Hengyang DreamEast Resort was completed, and held the clay shooting match of the thirteenth sports game of Hunan province and the Hunan "DreamEast Cup" Youth Shooting Championship (Clay Project) successfully. The DreamEast Jiashan won the title of "Most Popular Chinese Paradise for Tourists" under "2019 Asia Attractions • Golden Crown Award", and was included in major development plans such as "Zhejiang Province's '4 + 1' Major Project Construction Plan" and "Zhejiang Province's 'Five 100 Billion' Investment Project". DreamEast Future World and the China Association of Science and Technology launched the "China Mobile Science and Technology Museum" public welfare project, which attracted nearly 100,000 primary and middle school students and members of summer camp research and study groups to visit and experience, and received extremely considerable social and economic benefits.

回顧期內，衡陽夢東方旅遊度假區內佔地面積約103畝的夢東方射擊（飛碟）中心已建設完成，並成功舉辦湖南省第十三屆運動會飛碟射擊比賽，以及湖南省「夢東方杯」青少年射擊錦標賽（飛碟項目）。夢東方夢幻嘉善榮獲「2019遊樂界•金冠獎」之「最受遊客喜愛中國樂園」，並被列入「浙江省「4+1」重大項目建設計劃」、「浙江省「五個千億」投資工程」等重大發展規劃中。夢東方未來世界聯合中國科學技術協會，推出「中國流動科技館」公益項目，吸引了全國近10萬中小學生及夏令營研學團前來參觀體驗，收到了極其可觀的社會效益和經濟效益。

CULTURAL ENTERTAINMENT BUSINESS

Adhering to the promotion of Chinese culture with the focus on Chinese stories in the form of entertainment, original designs and craftsmanship, the development concept featuring "all-IPs" in our projects and the principle of User First, DreamEast is committed to delivering new entertainment experience with perfect online and offline integration by creating a unique offline entertainment platform. Meanwhile, with the vision of "Share the Beauty of China with the World (全球共享東方之美)", it commits to the development approach of "Innovation and Globalization" which integrates Chinese history, humanities, art, aesthetics and fashion into its works, and creates unique new entertainment experience for customers with its oriental craftsmanship.

Hengyang DreamEast Resort

The Hengyang DreamEast Resort is situated in Hengyang, Hunan Province, China. It is at the south of Mount Heng, which is surrounded by time-honoured cultural heritage and magnificent natural landscape, and is the important origin of Huxiang Culture. The project is conveniently located and approximately 20 minutes' drive from the downtown area. By taking High-Speed Rail, it takes around 40 minutes to Changsha, the capital city of Hunan Province, and nearly 2.5 hours to Shenzhen. Hunan was named by the most prestigious personal travel guide Lonely Planet as the Top 10 best value places in 2018, and was the only Asia tourist destination on the list.

文化娛樂業務

夢東方堅持以中國故事為核心、以娛樂的方式傳播中國文化、堅持原創與匠心、堅持「全IP」發展理念，堅持用戶第一的原則，打造獨一無二的線下娛樂平台，致力於帶來線上與線下完美融合的新娛樂體驗，以及以「全球共享東方之美」為願景，秉承「創新•全球化」的發展理念，把中國的歷史、人文、藝術、美學、時尚等融入作品當中，以東方匠心精神為客戶創造獨特的新娛樂體驗。

衡陽夢東方旅遊度假區

衡陽夢東方旅遊度假區位於中國湖南省衡陽市，地處南嶽衡山之南，歷史悠久的人文景觀和美麗的自然景觀遍佈，是湖湘文化的重要發源地。項目交通便捷，距離市中心約20分鐘車程；高鐵前往湖南省省會長沙市約40分鐘，前往深圳約2.5小時。湖南被全球最權威的私人旅遊指南Lonely Planet（孤獨星球）評為2018十大最物有所值目的地，是亞洲唯一上榜的旅遊地。

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

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

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

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

The Hengyang DreamEast Resort has been included in the "Key Construction Projects in Hunan Province (湖南省重點建設項目)" as an "all-for-one tourism" project. It was highly recognized in the practice of differentiated regional tourism reform in Hengnan County, and was named "Hengyang Reform and Innovation Quality Project 2018 (2018年衡陽市改革創新優質項目)". By virtue of the successful hosting of the clay shooting match of the thirteenth sports game of Hunan province, Hengyang DreamEast Resort won two awards, namely "Outstanding Contributor" and "Special Contributor". The characteristic Huxiang-style buildings, and the vast and magnificent national AAA scenic spot Yumu Mountain reflect the epitome of Huxiang Culture in every detail, and have gradually become one of Internet celebrities' favourite scenic spots in Hengyang due to their impressive style of Instagram.

衡陽夢東方旅遊度假區作為「全域旅遊」項目，已被列為「湖南省重點建設項目」，在衡南縣差異化區域旅遊改革實踐中獲得高度認可，被評為「2018年衡陽市改革創新優質項目」。由於成功承辦了湖南省第十三屆運動會飛碟射擊比賽，衡陽夢東方旅遊度假區榮獲「突出貢獻單位」、「特別奉獻單位」兩大獎項。特色的湖湘風情建築、廣闊無垠的國家AAA級風景區雨母山等等處處都能看到湖湘人文的縮影，自帶ins風，已逐漸成為衡陽的網紅打卡勝地。

In addition, the DreamEast Group ploughed deep in the cultural industry, marched towards the south of Hengyang, and created the Hengyang DreamEast Resort. It has not only presented the world a city of Huxiang Culture, but also never forgotten to practice social responsibility. In 2019, Hengyang DreamEast assisted retired soldiers and their families in employment, and was honoured as "Innovation Demonstration Base for the Employment and Entrepreneurship of Retired Soldiers in Hengyang".

此外，深耕文化產業的夢東方集團，佈局衡陽之南，打造了衡陽夢東方旅遊度假區，不僅獻給世界一座湖湘文化之城，更是時刻不忘踐行社會責任。2019年衡陽夢東方助力退役軍人及家屬就業，榮膺「衡陽市退役軍人就業創業創新示範基地」。

DreamEast Jiashan

The DreamEast Jiashan is positioned itself as a children dream world for the whole family and located in Jiashan County, Jiaxing, Zhejiang Province in Greater Shanghai, China. In terms of comprehensive strength, Jiashan County is one of the top 100 counties in China. Situated at the intersection of Jiangsu Province, Zhejiang Province and Shanghai, Jiashan is the core district of the Yangtze River Delta city cluster and the first connection between Zhejiang Province and Shanghai. The DreamEast Jiashan is located in the tourist resort of Dayun Town, Jiashan with a planned area of approximately 1,100 mu and will be developed in three phases. Phase 1 covers DreamEast Jiashan Experience Zone, Deer Elf Discovery Park, Dream Theatre, Dream Space, Hyatt Place Hotel, etc.; Phase 2 and Phase 3 comprise of a water village incorporating the millennia-old Wuyue culture with the functions of cultural experience, homestay tour, themed business, boutique inn and tourist residence, which is a children dream world that connects the whole family with art, aesthetics and innovation.

夢東方•夢幻嘉善

夢東方夢幻嘉善定位是全家人的童夢世界，位於中國大上海地區的浙江省嘉興市嘉善縣。嘉善縣是全國綜合實力百強縣之一，位於江浙滬兩省一市交匯處，長三角城市群核心區域，是浙江省接軌上海的第一站。夢東方•夢幻嘉善位於嘉善大雲鎮旅遊度假區，約1,100畝規劃，分三期開發旅遊度假目的地，一期涵蓋夢東方夢幻嘉善體驗區、鹿精靈探索樂園、夢劇場、夢空間、凱悅嘉軒酒店等部分；二期、三期是以千年吳越文化為核心的江南水鄉，具備文化體驗、民宿巡演、主題商業、精品客棧、旅遊居住等功能，是用藝術、美學與創新基因聯結全家人的童夢世界。

On 27 December 2018, the DreamEast Jiashan was awarded the "Boutique Special Small Town Award (精品特色小鎮獎)" in the "2018 Forum on the Integrated Development of the Cultural Tourism Industry in China (2018中國文旅產業融合發展論壇)" held by people.com.cn. On 5 December 2019, the "2019 Asia Attractions Theme Cultural Tourism Leisure and Entertainment Development Summit Cum Asia Attractions • Golden Crown Award Ceremony (2019遊樂界主體文旅休閒娛樂發展峰會暨遊樂界*金冠獎頒獎典禮活動)" was grandly held by the Asia Attractions magazine in Guangzhou, which commended excellent theme parks and outstanding elites in the cultural tourism industry in 2019. The DreamEast Jiashan stood out from many Chinese participating companies and won the title of "Most Popular Chinese Paradise for Tourists" under "2019 Asia Attractions • Golden Crown Award".

2018年12月27日，夢東方夢幻嘉善於2018中國文旅產業融合發展論壇上榮膺人民網「精品特色小鎮獎」。2019年12月5日，由《遊樂界》雜誌主辦的「2019遊樂界主題文旅休閒娛樂發展峰會暨遊樂界*金冠獎頒獎典禮活動」在廣州隆重舉辦，峰會對2019年優秀主題樂園和傑出文旅行業精英進行表彰，夢東方夢幻嘉善在眾多中國參評企業中脫穎而出，夢東方夢幻嘉善榮獲「2019遊樂界•金冠獎」之「最受遊客喜愛中國樂園」。

At the beginning of 2019, the 101 Experience Centre, which integrates cultural and artistic display and experience, was opened to the public. Later, it will serve as a tourist reception centre and image display window of the DreamEast Jiashan and even the Sweet Town, and be used to display various art forms such as painting, photography, sculpture, Jiangnan folk culture and Jiashan non-heritage culture, so that the whole family can be baptized with art and culture in happiness.

2019年初，融合了文化藝術展示、體驗等多功能的101體驗中心對外開放，後期將作為夢東方夢幻嘉善乃至甜蜜小鎮的遊客接待中心、形象展示窗口，用於展示繪畫、攝影、雕塑等各種藝術形式、江南民俗文化及嘉善非遺文化，讓全家人在快樂中接受藝術文化的洗禮。

In 2019, Phase 2 of the DreamEast Jiashan was included in the plans including "Zhejiang Province's '4 + 1' Major Project Construction Plan", "Zhejiang Province's 'Five 100 Billion' Investment Project", "Major Projects Intensively Commenced in Zhejiang Province" and "Major Project Plan of the Service Industry in Zhejiang Province". After the project is completed and put into operation, it will bring considerable benefits. It will further increase the development level of the culture and tourism industry in Jiashan, strengthen the integration and upgrade of cultural and tourism projects in the region, accelerate the construction of Jiashan Chocolate Sweet Town, promote the transformation and upgrading of service industries in the region, to achieve a win-win situation for enterprises and local fiscal revenue.

2019年，夢幻嘉善二期先後被列入「浙江省「4+1」重大項目建設計劃」、「浙江省「五個千億「投資工程」、「浙江省集中開工重大項目」、「浙江省服務業重大項目計劃」等規劃中。項目建成投入運營後將帶來可觀的收益，將會進一步提高嘉善文化和旅遊產業的發展水平，加強推動區域內文化和旅遊項目的整合升級，加快推進嘉善巧克力甜蜜小鎮建設，促進區域內服務產業轉型升級，實現企業與當地財政增收的雙贏。

DreamEast Xiake Island Ecological City

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

夢東方霞客島生態城

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

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

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

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

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

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

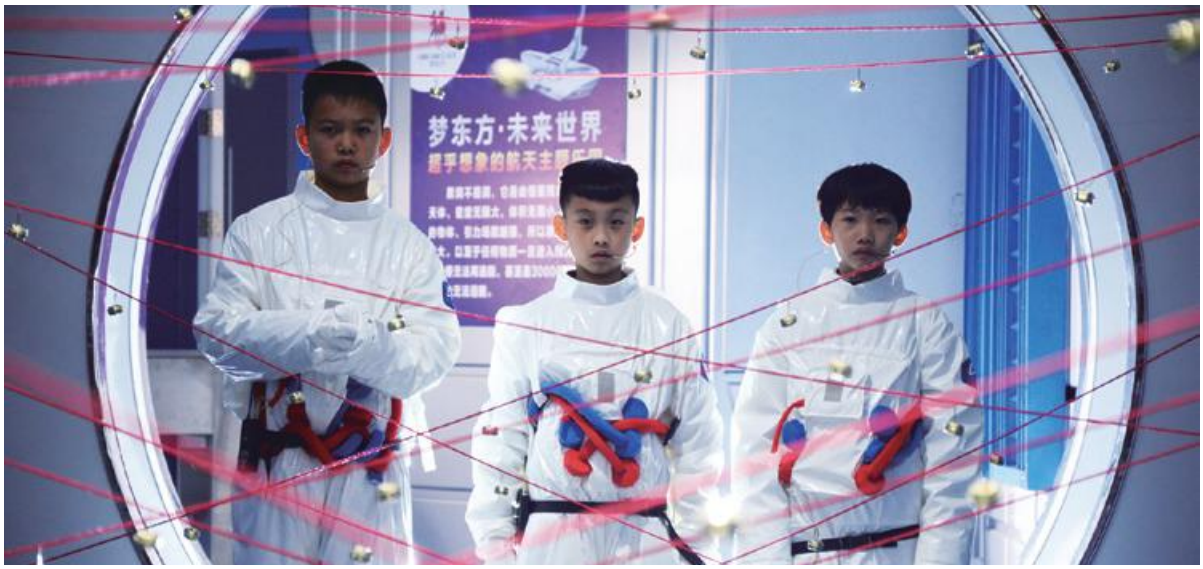
本集團及金茂管理將分別從是次合作中獲益，從而可發揮其優勢、把握市場機遇及改善其於中國地產市場的投資組合。鑑於土地的位置及指定用途，管理層認為，收購事項及訂立合作協議以開展夢東方霞客島生態城與本集團之業務發展策略及規劃相符。

DreamEast Future World Aerospace Theme Park

Being China's first and the world's second aerospace theme park, DreamEast Future World is an AAAA National Tourist Attraction and located at Yanjiao National High-Tech Industrial Development Zone in East Beijing. The scenic spot has an exceptional geographical location. It is only 30 minutes' drive from Beijing Tiananmen Square and just across the river from the Beijing Sub Centre. It is also adjacent to transportation hubs such as Capital International Airport and Yanjiao Railway Station. It has won such honours as Beijing Social Classroom Resource Unit, Hebei Province's Top Ten Cultural Industry Projects, Hebei Province's National Science Quality Education Base, Municipal Aerospace Science Popularization Base, and Best Research and Study Scenic Spot. In December 2019, in view of DreamEast Future World's high-quality tourism resources and huge social influence, it was successfully upgraded to an AAAA National Tourist Attraction and officially entered the ranks of national high-quality tourist attractions.

夢東方未來世界航天主題樂園

夢東方未來世界是中國首家、全球第二家航天主題樂園，是國家AAAA級旅遊景區，位於北京東部燕郊國家高新技術開發區，景區地理位置得天獨厚，距離北京天安門僅30分鐘車程，距離北京城市副中心僅一河之隔，毗鄰首都國際機場、燕郊火車站等交通樞紐，獲北京市社會大課堂資源單位、河北省十大文化產業項目、河北省全民科學素質教育基地、市級航天科普基地和最佳研學景區等殊榮，2019年12月，鑒於夢東方未來世界優質的旅遊資源和巨大的社會影響力，順利升級為國家AAAA級旅遊景區，正式進入國家優質旅遊景區行列。



DreamEast Future World covers a total area of 16,000 square metres and contains more than 30 high-tech experience projects. It is a comprehensive aerospace science and technology museum that integrates aerospace technology exhibitions, extracurricular science popularization education, and high-tech interactive experiences. The scenic spot adheres to the mission of "Popularizing Aerospace Knowledge and Spreading Aerospace Spirit" and has accumulatively received more than one million primary and middle school students and members of research and study groups at home and abroad. Through entertaining science popularization, it stimulates children's love for the aerospace undertaking, plants the seeds of science for children, and enlightens their aerospace dream. It is the second classroom for primary and middle school students to learn and grow and has developed into an influential aerospace technology research and study destination in Beijing.

夢東方未來世界總佔地16,000平米，內設30餘項高科技體驗項目，是集航天科技展覽展示、課外科普教育、高科技互動體驗於一體的綜合性航天科技館，景區堅持以「普及航天知識、傳播航天精神」為使命，累計接待國內外100餘萬中小學生和研學團隊，通過寓教於樂的科普形式，激發孩子對航天事業的熱愛，為孩子種下科學的種子，啟迪航天夢想，是中小學生學習與成長的第二課堂，已發展成為北京地區極具影響力的航天科技研學旅行目的地。

In 2019, DreamEast Future World ploughed deeply and cultivated intensively in the domestic tourism market. In January, it launched a ticket-buying carnival event, which had 624,000 page views and 239,000 visitors throughout the warm-up and sales period. In less than 24 hours, 100,000 tickets were sold out, setting off a nationwide rush for buying tickets and greatly improving the brand exposure of the scenic spot. At the beginning of March, the Lantern Festival culture temple fair of DreamEast Future World was grandly opened. With "Celebrating the Lantern Festival with Happiness, Enjoying the City That Never Sleeps" as the theme, the event offered splendid temple fair folk activities such as celebrating the Lantern Festival, admiring festive lanterns, tasting delicious food, and learning intangible cultural heritage. More than 100,000 people in the suburbs of Beijing came to feel the charm of traditional culture. The event has gradually become a brand project of folk activities in the region, and has been reported by Beijing Satellite TV for many times.

2019年夢東方未來世界深耕細作國內旅遊市場，1月份啟動的搶票狂歡節活動，預熱、售賣期全程流覽量達62.4萬人次，訪客量23.9萬人次，不到24小時，10萬張門票售罄，在國內掀起了全民搶購的熱潮，大大提升了景區的品牌曝光度。3月初夢東方未來世界元宵文化廟會盛大開幕，整場活動以「喜氣洋洋鬧元宵、暢遊未來不夜城」為主題，鬧元宵、賞花燈、品美食、學非遺，廟會民俗活動精彩紛呈，逾10萬京郊市民前來感受傳統文化的魅力，已逐漸形成本地區民俗活動的品牌項目，多次得到北京衛視報導。

The aerospace science popularization month launched on 24 April has been successfully held for four sessions. As the biggest highlight of this event, the 2019 China Aerospace Day Commemorative Envelope was first issued in DreamEast Future World, and the aerospace post was settled in Future World, which officially kicked off the aerospace science popularization month. In addition, it successively launched a series of science popularization activities including aerospace science popularization exhibitions, aerospace expert lectures, calligraphy and painting exhibitions, and public welfare lectures on letters from home carrying the dream, which opened a new chapter in aerospace science popularization, and was reported by more than 30 authoritative media such as Xinhua News Agency, People's Daily, and Science and Technology Daily. In June, the scenic spot and the China Association of Science and Technology launched the "China Mobile Science and Technology Museum" public welfare project, during which nearly 100 science popularization projects were open to the public for free. The event was launched during the summer peak tourist season and attracted nearly 100,000 primary and middle school students and members of summer camp research and study groups to visit and experience, which received extremely considerable social and economic benefits.

4月24日啟動的航天科普月活動，已成功舉辦四屆，作為本屆活動的最大亮點，2019中國航天日紀念封在夢東方未來世界首發，太空郵筒落戶未來世界，正式拉開了航天科普月的序幕，同時還陸續推出了航天系列科普展、航天專家講座、書畫展、家書載夢公益講座等系列科普活動，開啟了航天科普事業新的篇章，受到了新華社、人民網、科技日報等30餘家權威媒體的爭相報導。6月景區聯合中國科協，推出「中國流動科技館」公益項目，近百件科普項目免費向公眾開放，該活動在暑期旅遊旺季推出，吸引了全國近10萬中小學生及夏令營研學團前來參觀體驗，收到了極其可觀的社會效益和經濟效益。

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

		As of 31 December 2019 截至2019年12月31日	As of 31 December 2018 截至2018年12月31日	**Change 變動**
(Unit: HK$'000)	*(單位：港幣千元)*			
Revenue	**收入**			
Entrance fee income	入場費收入	**13,987**	14,094	–1%
Food and beverage	餐飲	**2,838**	3,346	–15%
Total tourism park operations	旅遊樂園營運總額	**16,825**	17,440	–4%
(Unit: people)	*(單位：人次)*			
Total tourists	總遊客量	**339,872**	298,658	14%
Average weekend tourists	平均週末遊客量	**1,430**	1,099	30%
Average weekday tourists	平均平日遊客量	**732**	708	3%
(Unit: people/day)	*(單位：人次／天)*			
Maximum tourists	遊客量最高值	**53,858***	50,663*	6%

* The data was recorded on the Chinese Lantern Festival, which falls on 19 February 2018, among which 52,880 people took a tour at the outside of DreamEast Future World Aerospace Theme Park and 978 people attended the museum.

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

* 2019年2月19日元宵節，其中場外52880人次，入館978人次

2018年3月2日元宵節，其中場外50,000人次，入館663人次。

PROPERTY DEVELOPMENT AND LEASING BUSINESS

Beijing Fangshan "COMB+" Project (the "Fangshan Project")

The Beijing Fangshan "COMB+" Project is located between the Southwest 5th and 6th Ring Roads in Beijing, China and only 2 minutes' walk from Suzhuang Station on Fangshan Line of the Beijing Subway. In July 2014, the Group acquired 3 land parcels for the North, Central and South Zones of the project at a total consideration of approximately HK$3.3 billion. The project occupies a total site area of approximately 147,000 square metres, with a gross floor area of approximately 434,000 square metres and a planned gross floor area of approximately 322,000 square metres. The project is the first large-scaled integrated community in the district.

In the second half of 2017, the Beijing government implemented various adjustment measures to cool down the property market. In view of this, the Group made corresponding adjustments. As of the end of 2019, the North and Central Zones of the project were completed and were sold and rented out. The sold area was approximately 59,900 square metres and the rented area was approximately 49,200 square metres. The enterprises settled in include well-known international and domestic enterprises such as Ping An of China, Pacific Insurance, and Haichuang Talent (Beijing) International Innovation Centre. At present, the South Zone is under continuous construction. In 2019, approximately 176,000 square metres has reached the structural roof-sealing. The construction of the remaining 68,000 square metres in the South Zone will be accelerated. In the future, the management will keep abreast of the market trend and make timely adjustments to the marketing strategy, with the aim of maximising profitability and shareholders' returns.

地產開發及租賃業務

北京房山超級蜂巢項目(「房山項目」)

北京房山超級蜂巢項目位於中國北京市西南五環、六環之間,由北京地鐵房山線蘇莊站步行2分鐘可達。項目之北區、中區、南區三塊土地為本集團於2014年7月以總代價約33億港元投得。項目總土地面積約14.7萬平方米,總建築面積約43.4萬平方米,規劃總樓面面積約32.2萬平方米。該項目是區域內首個大型綜合社區。

2017年下半年,北京市政府推出多項調控政策,使得當地之房地產市場熱度有所降溫,因此本集團做出相應調整。截止2019年底,項目北區、中區已竣工並出售及出租,出售面積約5.99萬平方米,出租面積約4.92萬平方米,入駐企業有中國平安、太平洋保險、海創人才(北京)國際創新中心等國際國內知名企業。目前南區持續建設中,2019年已有約17.6萬平方米達到結構封頂,南區剩餘6.8萬平方米將加快建設推進。未來管理層將緊貼市場走勢,適時調整銷售策略,期望以增加獲利空間,為股東帶來最大回報。

PROSPECTS

At the beginning of 2020, the global economy was hit hard by the new coronavirus pneumonia epidemic, and the global tourism industry also raised alarms. Preliminary estimates from the World Travel & Tourism Council indicate that the new coronavirus pneumonia epidemic will cause losses of at least US$22 billion to the global tourism industry. China's tourism industry has also suffered heavy losses. According to the data from the National Bureau of Statistics, affected by SARS, China's total revenue from tourism in 2003 was RMB344.227 billion, representing a year-on-year decrease of 11.24%. Taking into account the year-on-year growth of 10% in 2002, SARS affected approximately 20% of revenue from tourism. With reference to the total scale of China's tourism industry in 2019, which is RMB6.63 trillion, the impact of the epidemic on the tourism industry may exceed RMB1 trillion.

The COVID-19 outbreak has brought about additional uncertainties in the Group's operating environment in China. As far as the Group's businesses are concerned, the outbreak has so far caused operational delays. The Group has put in place contingency measures to lower the impact from this outbreak. However, the situation remains fluid at this stage.

Against this background, many places in China have successively introduced policies to support and revitalize the development of the tourism industry. The policies supporting the development of the tourism industry have been simultaneously issued in many places across China to solve the widespread survival problems of enterprises and promote the rapid recovery of the tourism industry. Various places have continuously issued a series of related policies to support the stable operation of enterprises, strengthen financial support, reduce enterprises' operating costs, reduce, exempt and delay tax payments, and explore innovative technologies to support the tourism industry through difficult times.

展望

2020年伊始，全球經濟遭受新冠肺炎疫情的巨大衝擊，全球旅遊業亦拉響警報，來自世界旅遊及旅行理事會初步預估顯示，新冠肺炎疫情將導致全球旅遊業損失至少220億美元。中國旅遊業亦損失慘重。據國家統計局數據，2003年受非典影響，我國旅遊業總收入為3,442.27億元，同比下滑11.24%，若疊加2002年10%的同比增速，則非典影響旅遊業20%左右的營收。若以2019年全國旅遊業6.63萬億元的總規模為參考，此次疫情對旅遊業的影響或超萬億元。

新型冠狀病毒(COVID-19)爆發為本集團在中國的運營帶來了更多不確定因素。就本集團的業務而言，疫情至今已導致營運滯後。本集團已制定應變措施，以減輕疫情帶來的影響。然而，在此階段情況仍然充滿不確定性。

在此背景下，國內多地陸續吹響扶持、振興旅遊業發展政策暖風。全國範圍內多地同步出台支持旅遊業的發展政策，以解決企業普遍存在的生存問題，促進旅遊業儘快復蘇。各地持續出台支持企業穩定經營、強化財政金融扶持、降低企業運營成本、減免緩繳稅費、探索創新技術等一系列相關政策，支持旅遊業渡過難關。

The Group has resumed work gradually on the premise of ensuring the safety of employees and fulfilling social responsibilities and will adhere to the existing strategy, "all-IPs" concept and "new entertainment" principle. With the vision of "Share the Beauty of China with the World" and the mission of "Fill the World with Joy", the Group will concentrate on tourist resorts, films and animations businesses in the three core areas, including Greater Beijing, Greater Shanghai and Greater Shenzhen. Also, with the progress and successive openings of the Hengyang DreamEast Resort, the DreamEast Jiashan and the DreamEast Xiake Island Ecological City, the Group will also focus on the operation, the cooperation and the creation and introduction of IPs to create classic projects and operating cases. This will make the Group stand out from the cultural entertainment tourism industry with promising potential, and become a first class offline entertainment platform in China.

本集團在保證員工安全、履行社會責任的大前提下逐步實現復工，將堅持既定戰略，堅持「全IP」理念和「新娛樂」概念，以「全球共享東方之美」為願景，以「讓世界充滿歡樂」為使命，聚焦旅遊度假區、影視動畫等領域，佈局大北京、大上海、大深圳三大核心區域。同時，隨著衡陽夢東方旅遊度假區、夢東方夢幻嘉善、夢東方霞客島生態城等項目的建設與陸續開放，本集團亦將在營運、合作、IP創作與引進等多方面著力，打造經典項目及營運案例，令本集團於潛力龐大的文化娛樂旅遊行業中脫穎而出，成為國內一流的線下娛樂平台。

The integration of culture and tourism brings a new content revolution. Due to the involvement of culture, the production, distribution, and consumption of the content of tourism will be subverted, and the content of culture can also create unique scene value and flow economy due to the integration of tourism. In addition, as the tide of technology continues to move forward, the related industries will change quietly and the tourism industry is no exception. Innovation will become an important force to promote the development of the industry. The Group will continue to explore and integrate technology into the development of the industry.

文旅融合帶來的是一場新內容革命。旅遊的內容因文化的介入，其生產、分發、消費都將被顛覆，而文化的內容因旅遊的融入也可以創造獨特的場景價值和流量經濟。此外，隨著科技浪潮不斷向前發展，與其相關的各個行業必將隨之悄然發生改變，旅遊業也不例外，創新將成為推動行業發展的重要力量。本集團將繼續探索，將科技融入產業發展中。

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

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

2020 is the final year of the 13th Five-Year Plan. According to the "13th Five-Year Plan for the Development of the Tourism Industry （《「十三五」旅遊業發展規劃》）, by 2020, the total scale of China's tourism market will reach 6.7 billion person-times, total investment in tourism will reach RMB2 trillion, and total revenue from tourism will reach RMB7 trillion. In the year when the blueprint is turned into reality, China's tourism will surely be shown to the world with a better development outlook.

2020年是「十三五」規劃的收官之年，根據《「十三五」旅遊業發展規劃》，2020年，我國旅遊市場總規模達到67億人次，旅遊投資總額2萬億元，旅遊業總收入達到7萬億元。在這將藍圖變為現實的一年，中國旅遊必定會以更好的發展面貌展現在世人眼前。

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2019, the equity attributable to the owners of the Company amounted to HK$2,423.9 million, representing a decrease of HK$196.7 million from that of 31 December 2018.

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

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

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

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

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

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

流動資金及財務資源

於2019年12月31日，本公司擁有人應佔權益為2,423.9百萬港元，較2018年12月31日減少196.7百萬港元。

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

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

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

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

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

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

In July 2018, holders of Bond II with an aggregate principal amount of HK$70,000,000 have given notice to exercise their rights of redemption at 100 per cent pursuant to the terms and conditions of Bond II, which are cancelled forthwith upon such redemption. In November 2018, the holder of Convertible Bonds II converted part of the Convertible Bonds II with principal amount of RMB930,000,000 into 172,663,070 ordinary shares of the Company at the specific conversion exchange rate and conversion price, as a result of which 172,663,070 new ordinary shares issued for cancellation.

於2018年7月，本金總額為70,000,000港元的債券II持有人已通知根據債券II的條款及條件悉數行使彼等的贖回權利。債券II於有關贖回後即時註銷。於2018年11月，可換股債券II持有人按特定兑換匯率及轉換價將本金額為人民幣930,000,000元之部分可換股債券II轉換為172,663,070股本公司普通股，其後發行172,663,070股新普通股以供註銷。

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

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

On 28 June 2019, the Group repaid part of the Bond I in an aggregate principal amount of HK$100,000,000.

於2019年6月28日，本集團償還部分本金總額為100,000,000港元的債券I。

On 27 August 2019, the Company reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to extend their maturity date with an extension fee of HK$8,910,000 representing 1.50% of the outstanding principal amounts. Pursuant to the agreement, the Company will repay Bonds I with principal amount of HK$100,000,000 on 30 November 2019 and the remaining outstanding principals of the three bonds will be repaid on 30 June 2020. The exercise price of Convertible Bonds I was adjusted from HK$12 to HK$7.2482. In addition, the interest rates of the Convertible Bonds I and the Bonds I were adjusted from 8.5% to 9.5% whereas that of the Bonds II adjusted from 8% to 9.5%.

於2019年8月27日，本公司與可換股債券I、債券I及債券II之持有人達成協議，將其到期日延長，延長費用為8,910,000港元（相當於未償還本金額1.50%）。根據協議，本公司將於2019年11月30日償還本金額為100,000,000港元的債券I，三批債券的餘下未償還本金將於2020年6月30日償還。可換股債券I的行使價由12港元調整為7.2482港元。除此之外，可換股債券I及債券I之利率由8.5%調整為9.5%，而債券II之利率由8%調整為9.5%。

On 30 November 2019, the Company repaid the principal of Bonds I of HK$10,000,000. The Company is in the process of negotiation with the holder of Bonds I on the repayment schedule of remaining HK$90,000,000 at the end of the reporting period,

於2019年11月30日，本公司償還債券I之本金10,000,000港元。於報告期末本公司正在與債券I之持有人磋商餘下90,000,000港元之還款時間表。

The Group normally supports its business with the operating fund that comes from internal cash flow and the credit provided by principal correspondent banks in Hong Kong and the PRC. As at 31 December 2019, the Group's cash and bank balances amounted to approximately HK$41.0 million (31 December 2018: approximately HK$185.5 million), the majority of which were held in Hong Kong dollars ("HK$") and Renminbi ("RMB"). As at 31 December 2019, the Group's bank and other borrowings amounted to approximately HK$3,983.0 million (31 December 2018: approximately HK$3,968.6 million) and were principally settled in RMB carrying interest at fixed and floating lending rates.

本集團一般以內部現金流量以及香港及中國主要往來銀行所提供的信貸為其業務提供營運資金。於2019年12月31日，本集團有現金及銀行結餘約41.0百萬港元（2018年12月31日：約185.8百萬港元），大部分以港元（「港元」）及人民幣（「人民幣」）持有。於2019年12月31日，本集團的銀行及其他借貸約為3,983.0百萬港元（2018年12月31日：約3,968.6百萬港元），主要以人民幣結算，並按固定及浮動借貸利率計算利息。

As at 31 December 2019, the Group's liability component of Bonds and Convertible Bonds with carrying amounts of approximately HK$1,041.0 million (2018: HK$1,121.2 million) comprised of four portions, including bonds in the amounts of HK$160,000,000 and HK$400,000,000 respectively and convertible bonds in the amounts of RMB450,000,000 and RMB19,680,000 respectively. During the period, the interest expenses incurred were approximately HK$108.1 million (2018: 191.1 million).

於2019年12月31日，本集團債券及可換股債券負債部分之賬面值約為1,041.0百萬港元（2018年：1,121.2百萬港元），由四筆金額分別為160,000,000港元及400,000,000港元的債券；金額分別為人民幣450,000,000元及人民幣19,680,000元的可換股債券組成。期內，已產生的利息費用約為108.1百萬港元（2018年：191.1百萬港元）。

As at 31 December 2019, the Group's current ratio was 1.2 times (31 December 2018: 1.0 times), based on the current assets of approximately HK$5,993.4 million (31 December 2018: HK$3,512.8 million) and current liabilities of approximately HK$4,843.4 million (31 December 2018: HK$3,351.2 million). As at 31 December 2019, the Group's gearing ratio was approximately 2.9 times (31 December 2018: 2.8 times) based on total liabilities of approximately HK$7,704.5 million (31 December 2018: HK$7,843.0 million) and total equity of approximately HK$2,654.1 million (31 December 2018: HK$2,853.0 million).

於2019年12月31日，本集團流動比率為1.2倍（2018年12月31日：1.0倍），乃根據流動資產約5,993.4百萬港元（2018年12月31日：3,512.8百萬港元）及流動負債約4,843.4百萬港元（2018年12月31日：3,351.2百萬港元）計算。於2019年12月31日，本集團的資產負債比率約為2.9倍（2018年12月31日：2.8倍），乃根據總負債約7,704.5百萬港元（2018年12月31日：7,843.0百萬港元）及總權益約2,654.1百萬港元（2018年12月31日：2,853.0百萬港元）計算。

CURRENCY AND FINANCIAL RISK MANAGEMENT

With the majority of the Group's businesses transacted in Renminbi and Hong Kong dollar, the aforesaid currencies are defined as the functional currency of the Company and some subsidiaries respectively. Apart from certain bank balances and cash and bonds denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during 2019. The Group will closely monitor and manage its exposure to fluctuation in foreign exchange rates.

貨幣及財務風險管理

鑑於本集團大部份業務以人民幣及港元交易，故此上述貨幣分別被界定為本公司及其若干附屬公司之功能貨幣。除了若干銀行結餘及現金以及債券以外幣計值外，本集團並無面對任何重大匯率波動風險。於2019年度，本集團並無作出任何貨幣對沖安排。本集團會密切監察及管理其所面對之匯率波動風險。

PLEDGE OF ASSETS

As at 31 December 2019, properties under development for sale with carrying amount of approximately HK$4,083.9 million (2018: HK$736.4 million), investment properties with carrying amount of approximately HK$2,567.9 million (2018: HK$5,512.1 million), completed property held for sale with carrying amount of approximately HK$283.8 million (2018: HK$358.8 million), property, plant and equipment with carrying amount of approximately HK$54.5 million (2018: HK$55.2 million), and right-of-use assets/prepaid lease payments with carrying amount of approximately HK$48.4 million (2018: HK$50.9 million) were pledged to certain banks, a financial institution and a related party to secure borrowings obtained from the aforesaid parties.

資產抵押

於2019年12月31日，賬面值約4,083.9百萬港元（2018年：736.4百萬港元）之發展中待售物業、賬面值約2,567.9百萬港元（2018年：5,512.1百萬港元）之投資物業、賬面值約283.8百萬港元（2018年：358.8百萬港元）的已竣工待售物業、賬面值約54.5百萬港元（2018年：55.2百萬港元）的物業、廠房及設備、賬面值約48.4百萬港元（2018年：50.9百萬港元）的使用權資產／預付租賃付款已抵押予若干銀行、其他金融機構及關聯人士，作為上述各方為本集團提供之借貸之擔保。

SIGNIFICANT INVESTMENT HELD

During the year ended 31 December 2019, the Group held 51% equity interests of SkyOcean Real Estate (Tangshan) Co., Ltd. and 51% equity interests of TianMao Cultural Development (Jiangyin) Co., Ltd.

所持重大投資

截至2019年12月31日止年度內，本集團持有天洋地產（唐山）有限公司51%股權及天茂文化發展（江陰）有限公司51%股權。

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

For the year ended 31 December 2019, there were no material acquisitions or disposals of subsidiaries and associates by the Group except for the disposal of Sophie USA Holdings Limited on 4 July 2019.

有關附屬公司及聯營公司之重大收購及出售事項

截至2019年12月31日止年度，本集團並無進行有關附屬公司及聯營公司之重大收購及出售事項，惟於2019年7月4日出售Sophie USA Holdings Limited除外。

MANAGEMENT AND STAFF

At 31 December 2019, the total number of employees (including both full time and part time) was approximately 338. Total staff costs amounted to approximately HK$59.7 million for the year ended 31 December 2019 (2018: HK$76.8 million). The Group offers competitive remuneration packages, together with discretionary bonuses to its staff, based on industry practices, and individual and Group performances. The Group also offers training courses and continuous education sessions as part of the Group's emphasis on staff training and development.

管理層及僱員

於2019年12月31日，本集團共有約338名僱員（包括全職及兼職）。截至2019年12月31日止年度，總僱員成本約59.7百萬港元（2018年：76.8百萬港元）。本集團根據行業慣例、僱員個人表現及本集團之表現為僱員提供具競爭力之薪酬組合及酌情花紅。本集團亦十分重視僱員培訓及發展，故此為僱員提供培訓課程及持續進修機會。

Profile of Directors and Senior Management
董事及高級行政人員一覽

DIRECTORS

ZHOU ZHENG

Mr. Zhou, aged 49, was appointed as an Executive Director, Chairman and Chief Executive Officer of the Company since January 2014. He is the sole director and beneficial owner of 80% equity interest in SkyOcean Investment, the immediate holding company of the Company. Mr. Zhou also serves as a director of several subsidiaries of the Company. Mr. Zhou has over 25 years of experience in culture and entertainment industry, property development and commercial retail industries, and financial investment industry. He is currently a shareholder, chairman of the Board and president of SkyOcean Holdings Group Co., Ltd.（天洋控股集團有限公司）, a company established in the PRC and principally engaged in cultural, technological, financial investments and property development and consumer goods industries. Mr. Zhou is also a director of China Minerals Mining Corporation, the shares of which are listed on the Toronto Stock Exchange. Mr. Zhou resigned as the chief executive officer of the Company on 2 January 2020, but continues to serve as the executive director and chairman of the Company.

ZHOU JIN

Ms. Zhou, aged 47, was appointed as an executive director and chief executive officer of the Company on 2 January 2020. She was an executive director of the Company from 6 January 2014 to 9 January 2015. Ms. Zhou is currently the vice president of SkyOcean Holdings Group Co., Ltd. She has over 25 years of working experience in the property development and commercial retail industries of the People's Republic of China. Ms. Zhou is the younger sister of Mr. Zhou. Ms. Zhou has not held any other directorships in public companies listed in Hong Kong or overseas in the past three years.

董事

周政

周先生，49歲，自2014年1月起獲委任為本公司之執行董事、主席兼行政總裁。彼為天洋投資之唯一董事並為天洋投資80%股權之實益擁有人，該公司為本公司之直接控股公司。彼亦為本公司若干附屬公司之董事。周先生於文化娛樂行業、物業開發及商業零售行業和金融投資行業擁有超過25年工作經驗。彼目前為天洋控股集團有限公司之股東、董事局主席及總裁，該公司為於中國成立之公司，主要從事文化產業、科技產業、金融投資、物業開發及消費品行業。周先生亦為China Minerals Mining Corporation之董事，該公司之股份於多倫多證券交易所上市。周先生於2020年1月2日辭任本公司之行政總裁，但繼續擔任本公司之執行董事及主席。

周金

周女士，47歲，於2020年1月2日獲委任為本公司之執行董事及行政總裁。彼曾於2014年1月6日至2015年1月9日擔任本公司之執行董事。周女士現任天洋控股集團有限公司副總裁，彼於中華人民共和國物業開發及商業零售行業方面擁有逾25年工作經驗。周女士為周先生之胞妹。周女士於過去三年並無於香港或海外上市公眾公司擔任任何其他董事職務。

YANG LEI

Mr. Yang, aged 52, was appointed as an Executive Director of the Company since June 2017. Mr. Yang also serves as a director of several subsidiaries of the Company. He has more than 20 years of experience in property development in relation to culture and tourism. He had been the deputy general manager of Tourist Administration of Qinhuangdao City, Hebei Province, PRC. Mr. Yang is currently the chairman of DreamEast Pictures – US Branch which majority equity interest is beneficially owned by Mr. Zhou Zheng. Mr. Yang holds a bachelor degree in education from Beijing Normal University and a master degree in education from Beijing Sport University.

楊蕾

楊先生，52歲，自2017年6月起獲委任為本公司之執行董事。彼亦為本公司若干附屬公司之董事。彼擁有超過20年文化旅遊地產開發經驗。彼曾任中國河北省秦皇島市旅遊局副局長。楊先生現時為夢東方電影美國分公司董事長，該公司之主要權益由周政先生實益擁有。楊先生持有北京師範大學教育學士學位及北京體育大學教育碩士學位。

CHEN GUANGLEI

Dr. Chen, aged 50, was appointed as an Independent Non-Executive Director of the Company on 20 December 2019. Dr. Chen received his doctorate degree in accounting from Central University of Finance and Economics（中央財經大學）in June 2008 and conducted his postdoctoral research in applied economics at the Research Institute of Fiscal Science affiliated to Ministry of Finance（財政部科學研究所）(currently known as Chinese Academy of Fiscal Sciences)（中國財政科學研究院）from June 2012 to September 2014. Dr. Chen received a certificate of "National Leading Accountant"（全國會計領軍人才證書）issued by Ministry of Finance in November 2015. He has over 27 years' experience in accounting, auditing, taxation and financial management.

陳廣壘

陳博士，50歲，於2019年12月20日獲委任為本公司之獨立非執行董事。陳博士於二零零八年六月取得中央財經大學會計博士學位及於二零一二年六月至二零一四年九月在財政部科學研究所（現更名為中國財政科學研究院）進行應用經濟學的博士後研究。陳博士於二零一五年十一月獲得財政部頒發的「全國會計領軍人才證書」。彼於會計、審計、稅務及財務管理工作方面擁有逾二十七年經驗。

From 1992 to 2018, Dr. Chen worked in various financial institutions and now also serves as an INED of BabyTree Group (a company listed on the Stock Exchange, stock code: 1761) and Hainan Jingliang Holdings Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code 000505,200505), and has been appointed as an external director of Beijing Enterprises Group Company Limited (北京控股集團有限公司) delegated by Stated-owned Assets Supervision and Administration Commission of the State Council of Beijing since 2018. Dr. Chen is currently an off-campus graduate advisor at Central University of Finance and Economics (中央財經大學), Chinese Academy of Fiscal Sciences (中國財政科學研究院), Capital University of Economics and Business (首都經貿大學), Beijing Technology and Business University (北京工商大學), China University of Mining and Technology, Beijing (中國礦業大學，北京), Shanghai National Accounting Institute (上海國家會計學院) and Beijing National Accounting Institute (北京國家會計學院). He is also an invited member of the financial committee of Western Returned Scholars Association (歐美同學會), a deputy secretary of Green Manufacturing Association of China (中國綠色制造聯盟), a member of the Professional Steering Committee of Chinese Institute of Certified Public Accountants and a managing director of the Chinese Medical Accounting Association (中國醫藥會計學會).

自一九九二年至二零一八年，陳博士先後於多家金融機構工作，現亦擔任寶寶樹集團（一家於聯交所上市的公司，股份代號：1761）及海南京糧控股股份有限公司（一家於深圳證券交易所上市的公司，股份代號000505,200505）之獨立非執行董事，並自2018年12月被北京市國有資產監督管理委員會委派到北京控股集團有限公司擔任外部董事。陳博士現為中央財經大學、中國財政科學研究院、首都經貿大學、北京工商大學、中國礦業大學（北京）、上海國家會計學院及北京國家會計學院校外研究生導師。彼亦為歐美同學會金融委員會委員、中國綠色製造聯盟副秘書長、中國註冊會計師協會專業指導委員會成員及中國醫藥會計學會常務理事等。

MENG XIAOSU

Dr. Meng, aged 70, was appointed as an Independent Non-Executive Director of the Company since March 2014. Dr. Meng holds a Ph.D. degree in economics from Peking University and was employed as a visiting professor at various colleges and universities, including Peking University, Renmin University of China and China University of Political Science and Law. Dr. Meng received a special subsidy in recognition of his academic achievement in business administration aspect as "An Outstanding Expert" by the State Council of China in 2005.

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

孟曉蘇

孟博士，70歲，自2014年3月起獲委任為本公司之獨立非執行董事。孟博士持有北京大學經濟學博士學位及曾於北京大學、中國人民大學及中國政法大學等高校出任客席教授。孟博士現時獲得一項特別津貼，以表彰其於2005年獲中國國務院就其在工商管理方面的學術成就而授予的「優秀專家」資格。

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

YANG BUTING

Mr. Yang, aged 74, was appointed as an Independent Non-Executive Director of the Company since June 2014. He graduated from Changchun College of Geology (長春地質學院) (now known as College of Earth Science of Jilin University (吉林大學地球科學學院)) in 1969, and has been engaged in the film industry since 1972. He is currently a member of the China Film Association and the National Board of Film Censorship (國家電影審查委員會). He is a visiting professor of Beijing Film Academy, University of International Business and Economics, and the Communication University of China. Mr. Yang was a manager of Hebei Film Company (河北省電影公司), a vice general manager of China Film Company (中國電影公司), a director of China Research Institute of Film Science and Technology, the deputy head of the Bureau of Film under the State Administration of Radio, Film and Television of the PRC, and chairman of China Film Group Corporation. He has been awarded the State Science and Technology Awards and Huabiao Awards and is entitled to government allowance by the State Council of the PRC. He has extensive experience in film investment, production, promotion and distribution, establishment of cinema network and application of digital film technology. With over 30 years of experience in the film industry, Mr. Yang has led a number of influential film projects, such as the development of the national e-ticket administration system and IMAX movie camera, application and research of digital film technology, and the establishment of a national digital film production base (namely, the State Production Base of China Film Group (Huairou)), making substantial contribution to film development in China.

楊步亭

楊先生，74歲，自2014年6月起獲委任為本公司之獨立非執行董事。彼在1969年畢業於長春地質學院（現名：吉林大學地球科學學院），1972年開始從事電影工作。現任中國電影家協會會員，國家電影審查委員會委員。彼在北京電影學院、外經貿大學、中國傳媒大學出任客席教授。楊先生曾任河北省電影公司經理、中國電影公司副總經理、中國電影科學技術研究所所長、國家廣播電影電視總局電影局副局長、中國電影集團公司董事長等職務。彼獲國家科技進步獎、華表獎等，享受國務院政府津貼。彼在電影投資、製作、宣傳發行、院線建設、數位電影技術應用等方面積累了豐富經驗。在30多年的電影工作中，楊先生曾主持多個具影響力的電影項目，如：開發全國電腦售票管理系統及IMAX電影攝影機研製、數位電影技術應用與研究及建立國家數位電影製作基地（即中影懷柔基地）等，為中國電影的發展作出了積極貢獻。

ZHAO DAXIN

Mr. Zhao, aged 65, was appointed as an Independent Non-Executive Director of the Company since December 2014. He graduated from the Chinese Faculty of Northwest University in 1977. After graduation, he served as the secretary of Youth League committee and the deputy Party secretary in the Direct Subordinate Organization of Shaanxi Provincial Government. In 1989, he became the deputy chief of Yanta District, Xi'an City, Shaanxi Province. Mr. Zhao then served as the general manager and chief editor of China Record Corporation from May 2001 to February 2008, and the Party secretary and vice chairman of China Record Corporation from February 2008 to October 2014.

趙大新

趙先生，65歲，自2014年12月起獲委任為本公司之獨立非執行董事。彼在1977年畢業於西北大學中文系。畢業後歷任陝西省政府直屬機關團委書記、黨委副書記。彼自1989年起出任陝西省西安市雁塔區副區長。趙先生之後於2001年5月至2008年2月出任中國唱片總公司總經理、總編輯；於2008年2月至2014年10月出任中國唱片總公司黨委書記、副董事長。

CHIEF FINANCIAL OFFICER
ZHAO BENCAI

Mr. Zhao, aged 47, appointed as the Chief Financial Officer of the Company with effect from 8 October 2019. Mr.Zhao was the vice president of the capital operation department of Lerthai Group Limited before joining the Group, responsible for asset mergers and acquisitions ("M&As"), asset backed securitization ("ABS"), M&As funds operation and the investigation and research on real estate investment trusts and capital market. He has also been appointed as the Chief Financial Officer of SkyOcean Group Holdings Limited on 25 September 2019. He holds a postgraduate's degree in accounting from Xiamen University and is a certified public accountant in China and an International Certified Commercial Investment Member. Mr. Zhao has extensive experience in commercial real estate investment and M&As, asset management, ABS and real estate trust funds in Greater China.

首席財務官
趙本才

趙先生，47歲，自2019年10月8日起獲委任為本公司之首席財務官。於加入本集團之前曾任勒泰集團有限公司資本運作部副總裁，負責資產併購、資產證券化、併購基金運作、房地產投資信託及資本市場的調查和研究。彼於2019年9月25日亦獲委任為天洋控股集團有限公司之首席財務官。彼持有廈門大學會計學研究生學位，為中國註冊會計師及國際註冊商業投資師。趙先生於大中華地區的商業房地產投資與併購、資產管理、資產證券化、房地產信託基金方面擁有廣泛經驗。

COMPANY SECRETARY
CHAN TAK KWONG

Mr. Chan, aged 50, was appointed as the Chief Financial Officer and Company Secretary of the Company since October 2018 and January 2019, respectively. He has over 20 years of experience in financial management, financial audit, group reorganisation, and merger & acquisition. He served as an Executive Director and Chief Financial Officer of the Company from January 2014 to May 2018 and from March 2016 to May 2018, respectively. He also served as the company secretary of the Company from January 2014 to January 2016. He has joined SkyOcean Group Holdings Co., Ltd.（天洋控股集團有限公司）since July 2013 as a financial controller. Prior to that, Mr. Chan mainly worked in Ernst & Young and Deloitte Touche Tohmatsu from 1994 to 2013. Mr. Chan holds a Bachelor's Degree in Accountancy from the City University of Hong Kong and is a member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. Mr. Chen resigned as the company's chief financial officer on 8 October 2019 in order to focus on the financial work at SkyOcean Holdings Group Co., Ltd., but remains as the company secretary and authorised representative of the Company.

公司秘書
陳德光

陳先生，50歲，分別自2018年10月起及2019年1月起獲委任為本公司之首席財務官及公司秘書。彼於財務管理、財務審核、集團重組及併購方面擁有逾20年經驗。彼由2014年1月至2018年5月及由2016年3月至2018年5月分別出任本公司之執行董事及首席財務官。彼由2014年1月至2016年1月亦出任本公司之公司秘書。彼於2013年7月加入天洋控股集團有限公司出任財務總監至今。此前，陳先生主要於1994年至2013年於安永會計師事務所及德勤華永會計師事務所任職。陳先生持有香港城市大學會計學學士學位，亦為香港會計師公會及英格蘭及威爾斯特許會計師公會之會員。陳先生於2019年10月8日辭任本公司之首席財務官，以便專注於天洋控股集團有限公司的財務工作，但繼續擔任本公司之公司秘書及授權代表。

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

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

SHARE PERFORMANCE

股價表現

2019	2019年	Highest 最高	Lowest 最低
The Company's share price per share (HK$)	本公司每股股價（港元）	9.05	3.80

SHARE PERFORMANCE IN 2019 (2 JANUARY 2019 TO 31 DECEMBER 2019)

As at 31 December 2019, the Company had a total of 285,490,845 Shares and the market price per Share was HK$4.83. Based on the closing price as at 31 December 2019, the market capitalisation of the Company amounted to HK$1,379 million.

2019年股價表現（2019年1月2日至2019年12月31日）

於2019年12月31日，本公司總股數為285,490,845股，每股市場價格為4.83港元。以2019年12月31日的收市價格計算，本公司的市值約為1,379百萬港元。

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

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

Environmental, Social and Governance Report
環境、社會及管治報告

INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

This Environmental, Social and Governance Report (the "ESG Report") summarises the environmental, social and governance ("ESG") initiatives, plans and performances of DreamEast Group Limited (the "Company", together with its subsidiaries, the "Group" or "we"), and demonstrates our commitment to sustainable development.

The Group is adhering to develop sustainably in accordance with the ESG management principles, and is committed to effectively and responsibly handling the Group's ESG issues as a core part of our business strategy since we believe this is the key to our continued success in the future.

THE ESG GOVERNANCE STRUCTURE

The Group has established an ESG Taskforce (the "Taskforce"). The Taskforce comprises of core members from different departments of the Group and is responsible for collecting relevant ESG information for the preparation of the ESG Report. The Taskforce reports to the Board of Directors (the "Board") assists in identifying and assessing the Group's ESG risks and evaluates the effectiveness of the Group's ESG and internal control mechanisms. The Taskforce also examines and assesses our performance on the environment, health and safety, labour standards, product responsibility and other aspects. The Board sets the direction of the Group's ESG strategy and ensures the effectiveness of ESG risk management and its internal control mechanism.

REPORTING SCOPE

The ESG Report mainly covers the Group's head office in Hong Kong and three tourism resorts in the People's Republic of China (the "PRC"), including Dreameast Jiashan, Hengyang Dreameast Resort, and Dreameast Future World (the "Reporting Scope"). We will continue to expand the scope of disclosure in the future when the Group's data collection system becomes more mature and the sustainability work is enhanced.

序言和環境、社會及管治方針

本環境、社會及管治報告(「本報告」)總結夢東方集團有限公司(「本公司」,連同其附屬公司,「本集團」或「我們」)在環境、社會及管治(「環境、社會及管治」)上的倡議、計劃及績效,並展示其在可持續發展方面的承諾。

本集團秉承可持續發展的環境、社會及管治的管理方針,承諾有效及負責任地處理本集團的環境、社會及管治事務,並以此作為我們商業戰略的一個核心部分,因為我們相信這是讓我們在未來繼續取得成功的關鍵。

環境、社會及管治治理結構

本集團已成立了環境、社會及管治工作小組(「工作小組」)。工作小組由本集團不同部門的核心成員組成,負責搜集我們在環境、社會及管治方面的相關資料以編製本報告。工作小組會向董事會(「董事會」)彙報,協助辨識和評估本集團的環境、社會及管治風險以及評估內部控制機制的有效性。工作小組亦會檢查和評估我們在環境、健康及安全、勞工標準、產品責任等不同方面的表現。董事會則會制定本集團環境、社會及管治戰略上的大方向,並確保環境、社會及管治風險控制及內部控制機制的有效性。

報告範圍

本報告主要涵蓋本集團於香港的總部及中華人民共和國(「中國」)的三個旅遊度假區,包括夢東方夢幻嘉善、衡陽夢東方旅遊度假區及夢東方未來世界(「報告範圍」)。待本集團之資料收集系統更趨成熟,以及可持續發展工作深化之後,我們將於未來繼續擴大披露範圍。

REPORTING FRAMEWORK

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as set out in the Appendix 27 of the Main Board Listing Rules of The Stock Exchange of Hong Kong Limited ("HKEX").

Information relating to the Group's corporate governance practices has been set out in the Corporate Governance Report on P.84 to P.108 of this annual report.

報告框架

本報告乃根據香港聯合交易所有限公司(「聯合所」)主板證券上市規則附錄27所載環境、社會及管治報告指引(「環境、社會及管治報告指引」)編製。

有關本集團的企業管治常規刊載於此年報第84至108頁的「企業管治報告」。

REPORTING PERIOD

The ESG Report describes the ESG activities, challenges and measures taken by the Group during the year ended 31 December 2019 (the "Reporting Period").

報告期間

本報告詳述本集團於截至二零一九年十二月三十一日止年度(「報告期間」)的環境、社會及管治方面的活動、挑戰及採取的措施。

STAKEHOLDER ENGAGEMENT

We value our stakeholders and their feedback on our business and ESG issues. Therefore, stakeholder participation is an integral part of the Group's continuous improvement in its sustainability performance. To fully understand, respond and address the core concerns of different stakeholders, we have maintained close communication with major stakeholders, including but not limited to shareholders and investors, customers, suppliers, employees, government and regulatory bodies, communities, non-governmental organisations ("NGOs") and media.

持份者參與

本集團重視不同持份者及其對我們業務及環境、社會及管治事宜的反饋意見,因此持份者參與是本集團持續提升可持續發展表現不可或缺的一環。為全面瞭解、回應及處理不同持份者的核心關注點,我們一直通過不同溝通渠道與主要持份者,包括但不限於投資者及股東、客戶、供應商、員工、政府及監管機構和社群、非政府機構及媒體緊密溝通。

STAKEHOLDER ENGAGEMENT – continued

Through diversified stakeholders' engagement and communication channels, we bring the stakeholders' expectations into our operation and ESG strategies. The Group's communication channels with stakeholders and their corresponding expectations are summarised as follows:

持份者參與–續

通過不同的持份者參與及溝通渠道，我們會將持份者的期望帶入本集團的環境、社會及管治戰略當中。本集團與持份者的溝通渠道及他們相對的期望如下：

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Shareholders and Investors 投資者及股東	• Annual general meeting and other shareholders meetings 股東周年大會及其他股東會議 • Financial reports 財務報告 • Announcements and circulars 公告及通函	• Complying with relevant laws and regulations 遵守相關法律法規 • Disclosing latest information of the corporate in due course 及時公佈企業最新信息 • Financial results 財務業績 • Corporate sustainability 企業可持續發展
Customers 客戶	• Customer satisfaction survey 客戶滿意度調查 • Customer service center 客戶服務中心 • Customer service manager 客戶經理 • Complaint review meetings 投訴檢討會議 • Hotline 電話熱線 • Social media platform 社交媒體平台 • Emails and website 電郵及網站	• Product and service responsibility 履行產品及服務責任 • Customer information protection 客戶資料保護 • Compliant operation 合規經營

STAKEHOLDER ENGAGEMENT – continued 持份者參與－續

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Suppliers 供應商	• Supplier management meetings and events 供應商管理會議及活動 • Supplier on-site audit and management system 供應商現場審計管理制度	• Fair competition 公平競爭 • Business ethics and reputation 商業道德與信譽 • Cooperation with mutual benefits 合作共贏
Employees 員工	• Employee opinion survey 員工意見調查 • Channels for employees' feedback (forms, suggestion boxes, etc.) 員工表達意見的管道（表格，意見箱等） • Performance reviews 工作表現評核 • Internal media platform 內部媒體平台	• Health and safety 健康與安全 • Equal opportunities 平等機會 • Remuneration and Benefits 薪酬與福利 • Career development 職業發展
Government and Regulating Bodies 政府及監管機構	• Regular performance reports 定期彙報表現 • Written response to public consultation 書面回應公眾諮詢 • Field inspections 實地考察	• Tax payment in accordance to laws 依法納稅 • Business ethics 商業道德 • Complying with relevant laws and regulations 遵守相關法律法規
Communities, NGOs and Media 社群、非政府機構及媒體	• Public and community activities 公眾及社區活動 • Community investment program 社區投資計劃 • ESG Reports 環境、社會及管治報告	• Giving back to society 回饋社會 • Environmental protection 環境保護 • Compliant operations 合規經營

The Group is committed to work with our stakeholders to improve the Group's ESG performance, and to continue creating greater value for the wider society.

本集團致力於與各持份者合作以改善本集團在環境、社會及管治方面的表現，並為更廣泛的社區持續創造更大的價值。

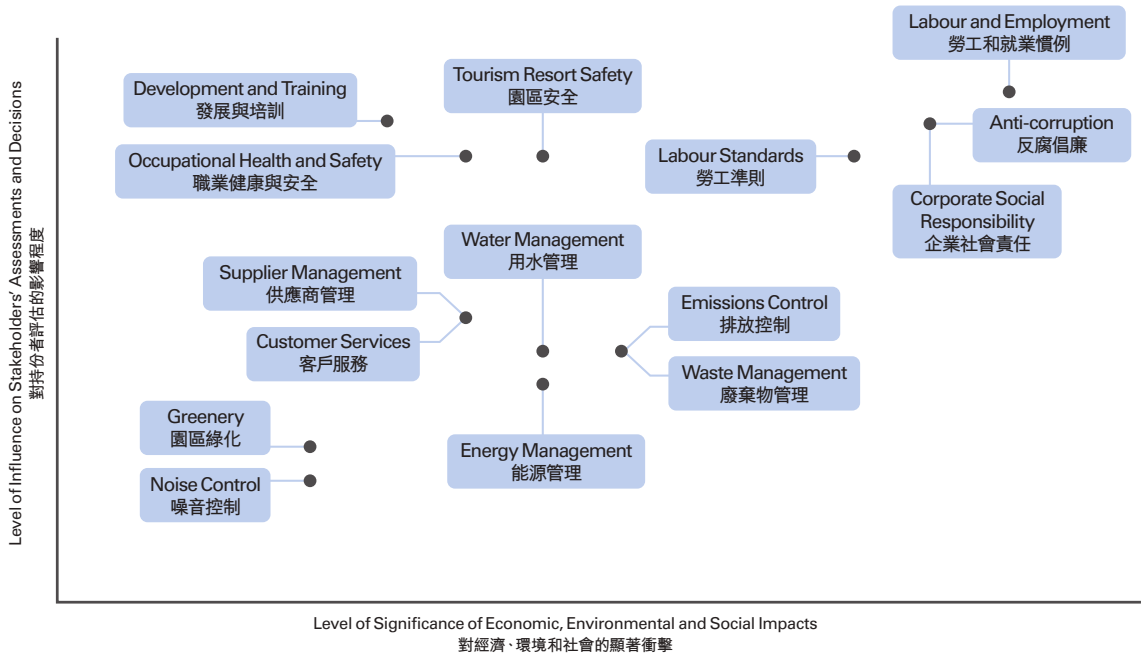
MATERIALITY ASSESSMENT

The Group's management and staff in major functions are involved in the preparation of the ESG Report in order to assist the Group in reviewing its operations and identifying the relevant ESG issues, and assess the importance of relevant ESG matters to our business and stakeholders. We have compiled a survey in accordance with the identified material ESG issues to collect information from relevant departments, business units and stakeholders of the Group. The following matrix is a summary of the Group's material ESG issues during the Reporting Period:

重要範疇評估

本集團各主要職能的管理層與員工均有參與編製本報告，以協助本集團檢討其運作情況及鑒別相關環境、社會及管治事宜，並評估相關事宜對我們的業務以及各持份者的重要性。我們已參考經甄別的重大環境、社會及管治層面來編製調查問卷，用以向本集團相關部門及業務單位收集資料。本集團於報告期間的重要環境、社會及管治議題矩陣如下：

ESG Materiality Matrix
重要環境、社會及管治矩陣



During the Reporting Period, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

於報告期間，本集團確認已就環境、社會及管治事宜設立合適及有效的管理政策及監控系統，並確認所披露內容符合環境、社會及管治報告指引的要求。

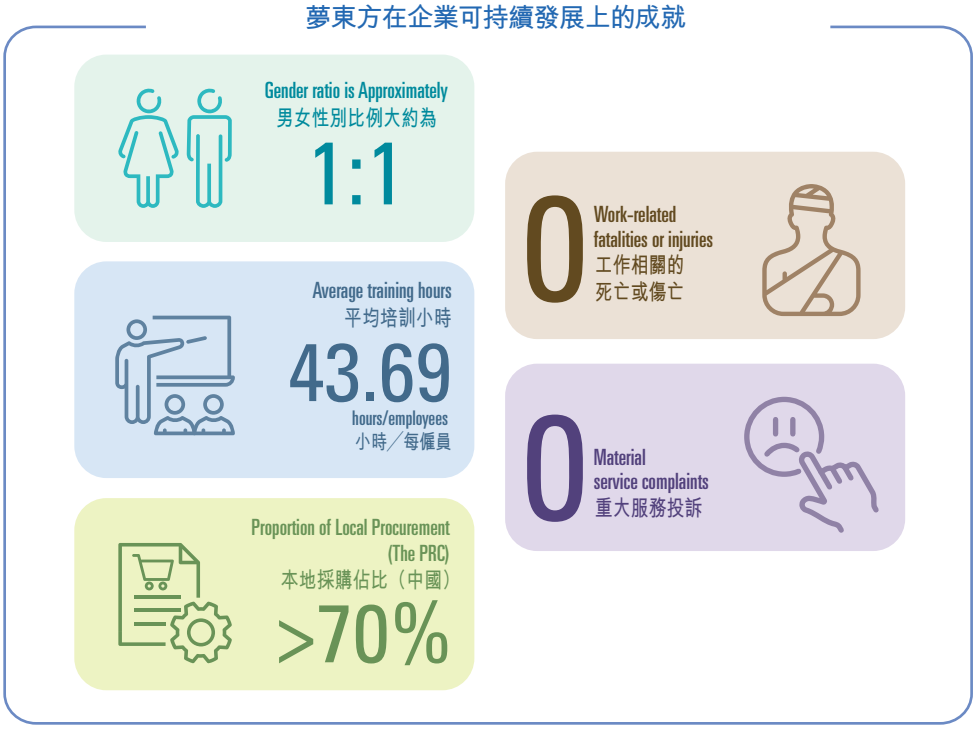
CONTACT US

We welcome stakeholders to provide their opinions and suggestions. You are welcome to provide valuable feedback on the ESG Report or our sustainability performance by email at investor.inquiry@dreameast.com.

與我們聯絡

我們歡迎持份者提供意見及建議。 閣下可就本報告或我們在可持續發展方面的表現提供寶貴意見，並電郵至investor.inquiry@dreameast.com。

The Achievements of DreamEast in Corporate Sustainability
夢東方在企業可持續發展上的成就



A. ENVIRONMENTAL

A1. EMISSIONS

The Group values the importance of good environmental management, and is committed to fulfilling the Group's commitment on social responsibility. The Group has formulated related environmental management systems and procedures for daily operations, regulates the emissions and waste generated during operations, and strives to protect the environment, reduce carbon footprint in order to fulfil the goal on sustainable development.

A. 環境

A1. 排放物

本集團重視良好的環境管理，以履行本集團應承擔的社會責任。本集團就日常營運制定了有關環保管理制度和規程，規管營運中產生之排放和廢棄物等，以此為環境保護、減少碳足跡作出貢獻，追求達致可持續發展的目標。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

The responsible personnel of the Group's environmental affairs will supervise the implementation of environmental management measures and related environmental policies. Under strict supervision and guidance, all departments will do their best to implement the Group's environmental protection policies, and ensure all business processes comply with legal requirements. The responsible personnel of environmental affairs at all levels will continue to review the Group's policies and implementation procedures, and report to the management when appropriate, recommended measures will also be suggested when necessary.

During the Reporting Period, the Group was not aware of any material non-compliance with environmental related laws and regulations in relation to exhaust gas and greenhouse gas ("GHG") emissions, water and land discharge, and the generation of hazardous and non-hazardous waste that would have a significant impact on the Group. Such laws and regulations include but are not limited to the Environmental Protection Law of the PRC, the Water Pollution Prevention and Control Law of the PRC, Prevention and Control of Environmental Pollution by Solid Wastes of the PRC, and the Water Pollution Control Ordinance of Hong Kong.

A. 環境－續

A1. 排放物－續

本集團的環境事務相關負責人員會監督環保管理措施及相關環保政策的實施情況。各部門在嚴格的監察及指導下，盡其所能執行本集團的環保政策，確保所有業務流程符合法律要求。各級環保事務負責人員會持續審視本集團的政策及實行程序，並在適當時彙報予管理層，如有需要亦會提出建議措施。

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反有關空氣及溫室氣體（「溫室氣體」）、排放物、水及土地的排污以及有害及無害廢棄物產生的相關法律及法規的重大事宜。相關法律及法規包括但不限於《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》、《中華人民共和國固體廢物污染環境防治法》、香港《廢物處置條例》及香港《水污染管制條例》。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Emissions Control

Exhaust Gas Emissions

During the course of commercial operation, the Group's emissions are mainly derived from petrol and diesel consumed by transportation. In response to the above sources, we actively take the following emission reduction measures:

- Maintain vehicles on a monthly basis so to effectively reduce fuel consumption, thereby reducing carbon emissions and exhaust air emissions;
- Purchase regular petrol for vehicles, and conduct annual inspections to ensure vehicles are meeting relevant emission standards; and
- Actively adopt measures to reduce emissions, and the relevant measures will be described in the section "GHG Emissions" under this Aspect.

During the Reporting Period, the Group's exhaust gas emissions performance was as follows:

A. 環境－續

A1. 排放物－續

排放控制

廢氣排放

本集團在商業運作過程中的廢氣排放主要源於交通運輸所消耗的汽油及柴油。針對上述排放源，我們積極採取下列減排措施：

- 對所屬車輛進行按月檢修，以有效地降低燃料消耗，從而減少碳排放及廢氣排放；
- 為車輛採購正規汽油，並每年進行檢驗，確保車輛達到相關排放標準；及
- 積極採取減少廢氣排放措施，相關措施將在本層面的「溫室氣體排放」一節中說明。

於報告期間，本集團的廢氣排放表現概述如下：

Category of exhaust gas 廢氣種類	Unit 單位	Emissions 排放量
Nitrogen oxides 氮氧化物(NOx)	kg 公斤	85.88
Sulphur oxides 硫氧化物(SOx)	kg 公斤	0.44
Particular matter 顆粒物(PM)	kg 公斤	8.21

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Emissions Control – continued

GHG Emissions

The Group's GHG emissions mainly derived from direct GHG emissions generated from petrol and diesel consumed by the Group's vehicle (Scope 1), and indirect GHG emissions from purchased electricity (Scope 2). To best manage GHG emissions, the Group actively adopts electricity conservation and energy saving measures to reduce GHG emissions. Relevant measures will be described in the section "Energy Consumption" under Aspect A2. Through the implementation of related measures, employee's awareness of GHG emissions reduction has been raised. During the Reporting Period, the Group's GHG emissions performance was as follows:

A. 環境－續

A1. 排放物－續

排放控制－續

溫室氣體排放

本集團的主要溫室氣體排放來源於交通運輸所消耗的汽油及柴油的直接溫室氣體排放（範圍一）和外購電力造成的間接溫室氣體排放（範圍二）。為妥善管理溫室氣體排放，本集團積極採取節電及節能措施，以減少溫室氣體排放。相關具體措施將於A2層面的「能源管理」一節中說明。透過有關措施，員工對減少溫室氣體排放的意識得以提高。於報告期間，本集團的溫室氣體排放表現概述如下：

Indicator[1] 指標[1]	Unit 單位	Emissions 排放量
Direct GHG emissions (Scope 1) 直接溫室氣體排放（範圍一）	tCO_2e 噸二氧化碳當量	78.97
Indirect GHG emissions (Scope 2) 間接溫室氣體排放（範圍二）	tCO_2e 噸二氧化碳當量	2,798.61
Total GHG emissions (Scope 1 and 2) 溫室氣體排放總量（範圍一及二）	tCO_2e 噸二氧化碳當量	2,877.58
Total GHG emissions intensity[2, 3] 溫室氣體排放總量密度[2, 3]	tCO_2e/employee 噸二氧化碳當量／僱員	13.64
	tCO_2e/thousand m^2 噸二氧化碳當量／千平方米	0.92

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Emissions Control – continued

GHG Emissions – continued

Notes:

1. GHG emission data is presented in terms of carbon dioxide equivalent and are based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, the latest released emission factors of China's regional power grid basis, "How to prepare an ESG Report – Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX, the latest released emission factors of China's regional power grid basis, the Global Warning Potential Values from the IPCC Fifth Assessment Report 2014 (AR5) and the "2018 Sustainability Report" published by Hong Kong Electricity Investment

2. As at 31 December 2019, the Group had a total of 211 full-time employees in respect of the Reporting Scope. The data is also used for calculating other intensity data.

3. As at 31 December 2019, the Group's total floor area in respect of the Reporting Scope was 3,139 thousand m^2. The data is also used for calculating other intensity data.

Domestic Sewage

Since our business activities do not consume significant volume of water during our daily operation, therefore we did not generate material portion of sewage. As the sewage discharged by the Group will be discharged into the municipal sewage pipe network to the regional water purification plant, the water consumed by the Group is considered as sewage discharged. The data on water consumption will be described in the section "Water Management" in Aspect A2.

A. 環境－續

A1. 排放物－續

排放控制－續

溫室氣體排放－續

備註：

1. 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、香港交易所發佈的《如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引》、最新發佈的中國區域電網基準線排放因數、政府間氣候變化專門委員會於2014年發佈的《第五次評估報告》的全球升溫潛能值、及港燈電力集團的《2018可持續發展報告》。

2. 截至二零一九年十二月三十一日，本集團報告範圍的全職僱員總數為211名。有關數據亦用於計算其他密度數據。

3. 截至二零一九年十二月三十一日，本集團報告範圍的總建築面積為約3,139千平方米。有關數據亦用於計算其他密度數據。

生活污水

由於我們的業務活動並無大量用水，因此我們的業務活動並無產生大量污水排放。由於本集團排放的廢水會經市政污水管網送往地方水質淨化廠處理，因此本集團耗水量即為污水排放量。本集團的耗水量數據將於A2層面的「用水管理」一節中說明。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Waste Management

Hazardous Wastes

Despite the Group did not generate hazardous wastes during the Reporting Period, the Group has established guidelines in governing the management and disposal of hazardous wastes. In case if there are any hazardous wastes produced, the Group must engage a qualified chemical waste collector to handle such wastes, and comply with relevant environmental rules and regulations.

Non-hazardous Wastes

The Group adheres to the principles of waste management, and is committed to handling and disposing all wastes generated by our business activities through abiding by the principle of sustainability and the methodology of "Reduce, Reuse, Recycle and Replace". All of our waste management practices comply with relevant environmental laws and regulations, while maintaining a high standard in waste reduction. We educate employees the importance of sustainable development and provide relevant supports in order to enhance their awareness and knowledge in sustainability.

The non-hazardous waste generated by the Group's business activities is mainly paper, general wastes and food wastes. After collection and sorting, such wastes will eventually be collected and processed by general waste service providers. Recyclables (such as paper) will be recycled and reused. The Group's offices have also provided suitable facilities, and encouraged employees to sort waste at source and recycle, so as to achieve the goals of waste reduction, reuse and recycle during operations.

A. 環境－續

A1. 排放物－續

廢棄物管理

有害廢棄物

儘管本集團於報告期間並未產生任何有害廢棄物，本集團已制定管理及處置有害廢棄物的指引。倘產生任何有害廢棄物，本集團必須委聘合資格化學廢物收集商處理該等廢物，以遵守相關環境法律及法規。

無害廢棄物

本集團堅守廢棄物管理原則，致力以可持續發展的原則及「減少、重用、回收及取代」的方式處理及處置我們的業務活動產生的所有無害廢棄物。我們所有的無害廢棄物管理慣例均符合相關環保法律及規例，並在減廢方面維持高標準。我們教導員工可持續發展的重要性及提供相關支援，培養他們提升可持續發展的意識和知識。

本集團業務活動產生的無害廢棄物主要為紙張、生活垃圾及廚餘。經收集及分類後，該類廢棄物最終會統一由合資格的廢棄物處理服務供應商收集及處理，可循環再造的廢棄物（如紙張等）則會被回收及重用。本集團旗下辦公室亦提供適當設施，並鼓勵員工從源頭分類廢棄物來源及循環再用廢棄物，力求於營運過程中達致減廢、再用及再造的目標。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Waste Management – continued

Non-hazardous Wastes – continued

The Group is committed to establishing a paperless operation environment, we regularly monitor the consumption of paper, and conduct various measures to minimise the use of different resources by employees. In addition to promoting the use of electronic tickets in our tourist resorts so as to reduce paper consumption, we also post "Green Messages" reminders on office equipment to remind employees the importance of environmental protection in order to increase employees' environmental awareness. We have implemented the following measures in order to encourage employees to take responsibility in waste management and minimising waste production:

- Utilise the online system in offices, conduct general transaction notification and data transmission through the network system to establish an electronic workflow;
- Avoid printing and copying documents;
- Use double-sided printing and photocopying;
- Reuse old envelopes and recycled paper, cartons, envelopes and folders; and
- Minimise the use of disposable paper products, such as paper cups and paper towels.

A. 環境－續

A1. 排放物－續

廢棄物管理－續

無害廢棄物－續

本集團致力建立無紙化運營環境，我們定期監察用紙量，並執行多項措施使員工盡量減少使用不同資源。除了於營運的旅遊渡假區推行使用電子門票以減少紙張消耗量外，我們亦在辦公室設備上貼上「環保訊息」提示，時刻提醒員工需重視環保，以提高員工的環保意識。我們已實施下列措施，鼓勵僱員在廢棄物管理及盡量減少廢棄物產生方面承擔責任：

- 辦公室內充分利用網上系統，一般事務性通知、資料傳送等通過網路系統進行，建立電子工作流程；
- 盡量避免列印及複印文件；
- 盡量使用雙面列印及影印；
- 使用舊信封和循環使用曾用過的紙張、紙箱、信封及文件夾；及
- 盡量減少使用一次性紙製品，如紙杯、紙巾。

A. ENVIRONMENTAL – continued

A1. EMISSIONS – continued

Waste Management – continued

Non-hazardous Wastes – continued

Since both DreamEast Future World and Hengyang DreamEast Resort provides catering and staff meal service, we will produce a significant amount of food waste during our course of operation. To manage food wastes in an appropriate and effective manner, the Group has developed various measures and procedures in managing food wastes. The Group has appointed a qualified wastes collector in collecting and processing the food wastes generated. A number of designated garbage bins were placed in different areas in kitchens for staff to centralise food wastes. The qualified wastes collector will collect these garbage bins on a daily basis to ensure the hygiene of kitchens. In addition, we have encouraged to reduce food waste at source by promoting various measures, such as better use of food ingredients in order to support environmental protection and wastes reduction.

Through the implementation of the above measures, employees' awareness on waste management has been raised. During the Reporting Period, the Group's performance of non-hazardous wastes was as follows:

A. 環境－續

A1. 排放物－續

廢棄物管理－續

無害廢棄物－續

由於夢東方未來世界及衡陽夢東方旅遊渡假區均有提供餐飲及員工膳食服務，我們於營運過程中會產生大量廚餘。為了正確及有效地處理廚餘，本集團已建立相關的廚餘處理措施及程序。本集團已委任合資格的廢物收集商來收集及處理產生的廚餘。我們亦在廚房的不同區域中放置了指定的垃圾箱，以供工作人員集中收集廚餘。合資格的廢物收集商將每天收集這些垃圾箱，以確保廚房衛生。此外，為了支持環境保護及減少浪費，我們鼓勵從源頭減少廚餘，並計劃推行多項措施減少廚餘，例如更善用食材。

透過實施上述措施，我們的員工對廢棄物管理的意識已有所提高。於報告期間，本集團的主要無害廢物排放表現概述如下：

Category of waste 廢棄物類別	Unit 單位	Discharge 排放量
Paper 紙張	tonnes 噸	1.21
General wastes 生活垃圾	tonnes 噸	430.00
Food wastes 廚餘	tonnes 噸	2,518.00
Non-hazardous waste 無害廢棄物排放總量	tonnes 噸	2,949.21
Non-hazardous waste intensity 無害廢棄物排放密度	tonnes/employee 噸／僱員	13.98
	tonnes/thousand m^2 噸／千平方米	0.94

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES

The Group actively promotes the effective use of resources, and monitors the potential impact that our business operations brought to the environment. We promote green office and operating environmentally through the four basic principles of waste reduction "Reduce, Reuse, Recycle and Replace" so as to minimize the environmental impact by the operation of the Group and its subsidiaries. As stated in Aspect A1, the Group has formulated relevant environmental management policies and procedures to manage the use of water, electricity, diesel and petrol. We also focus on the management of the major energy consuming equipment, standardise the operational flow and process to consume energy fully and effectively.

Energy Management

During the daily operations, the Group's major energy consumption is electricity consumed in offices and tourism resorts, and petrol and diesel consumed by vehicles. The Group has formulated rules and regulations to achieve the goals of electricity saving and efficient consumption, the relevant measures are as follows:

- Install LED lamp systems in offices and tourism resorts;
- Selects energy-saving equipment and electronic appliances in offices and tourism resorts, and gradually replace energy-inefficient electrical appliances with new certified energy-saving facilities ;

A. 環境－續

A2. 資源使用

本集團以積極推動有效使用資源為宗旨，即時監察業務營運對環境帶來的潛在影響，並將節約資源及環保意識灌輸至各僱員的工作及生活中。我們通過「減少、重用、回收及取代」四個基本減廢原則，推廣綠色辦公及營運環境，並將本集團的營運對環境的影響減至最低。如A1層面中所述，本集團已制定與環境管理相關的政策和程序，對水、汽油等資源使用進行管理。我們亦對主要耗能設備進行重點管理，規管設備作業流程，以充分有效地利用能源。

能源管理

在日常生產營運中，本集團的主要能源消耗為辦公室及旅遊度假區耗電和交通運輸所消耗的汽油及柴油。本集團制定了規章制度以達到節能降耗的目標，相關具體措施如下：

- 於旅遊度假區及辦公室大範圍安裝LED照明系統；
- 於旅遊度假區、辦公室選用節電的設備及電器，逐步用節能認證的新設備替代能源效益較低的設備；

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES – continued

Energy Management – continued

- Strengthen the maintenance and repair of equipment, maintain the electronic equipment at optimal state so to use electricity effectively; and
- Switch off lights, air conditioners, computers and other office equipment in office areas when not in use so to avoid wastage.

Besides, the Group promotes the awareness of energy conservation and environmental protection to employees by posting power-saving slogans. During the Reporting Period, the Group's performance of energy consumption was as follows:

A. 環境－續

A2. 資源使用－續

能源管理－續

- 加強對設備的維護檢修，將各電子設備保持最佳的狀態，有效地使用電力；及
- 辦公室的燈、空調、電腦等辦公設備在不使用的時候，要及時關閉，避免浪費。

另外，本集團通過張貼節電標語等，將節能環保意識滲透到每位僱員的工作和生活中。透過該等節約能源措施，僱員對節約能源的意識得以提高。於報告期間，本集團的能源消耗表現概述如下：

Type of energy 能源種類	Unit 單位	Consumption 消耗量
Total energy consumption 能源消耗總量	MWh 兆瓦時	3,271.72
Total energy consumption 能源消耗密度	MWh/employees 兆瓦時／僱員	15.51
	MWh/thousand m^2 兆瓦時／千平方米	1.04
Direct energy consumption **直接能源消耗**		
Gasoline 汽油	MWh 兆瓦時	237.50
Diesel 柴油	MWh 兆瓦時	53.52
Indirect energy consumption **間接能源消耗**		
Electricity 電力	MWh 兆瓦時	2,980.70

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES – continued

Water Consumption

The Group's water use is mainly domestic water in office areas. The water supply managed by the Group includes toilet water and water for washing and cleaning. We encourage all employees and customers to develop the habit of saving water consciously, and has developed the following water conservation measures:

- Inspect the condition of water supply facilities, if leakage is found or failure of various control devices, measures should be taken in a timely manner or report to the supervisor in order to formulate a plan in time to prevent long-terms loss of domestic water;
- Use water supply facilities with good water-saving capacity whenever possible;
- Establish the concept of water conservation, turn off faucet when people are absent to prevent water leakage; and
- Inspect water supply channels regularly to prevent the wastage of water resources.

A. 環境－續

A2. 資源使用－續

用水管理

本集團的用水主要是辦公室以及旅遊度假區的生活用水。本集團管理的供水包括衛生間用水、洗刷用水和保潔用水等。我們已訂立以下節約用水措施：

- 檢查供水設施的完好狀況，若發現漏水或各類控制裝置失靈，應及時採取措施或報告主管及時制定方案，以防生活用水長時間流失；
- 盡可能使用具有良好節水能力的供水設施；
- 樹立節約用水的觀念，做到「人走水關」，杜絕常漏水現象；及
- 定期檢查供水管道，防止水資源浪費。

A. ENVIRONMENTAL – continued

A2. USE OF RESOURCES – continued

Water Consumption – continued

We encourage all employees and customers to develop the habit of saving water consciously. The Group has been strengthening water-saving promotions, posting water-saving slogans and guiding employees to use water reasonably. During the Reporting Period, the Group's performance of water consumption was as follows:

A. 環境－續

A2. 資源使用－續

用水管理－續

我們鼓勵所有員工和客戶養成自覺節約用水的習慣。本集團一直加強節水宣傳，張貼節水標語，引導員工合理用水。於報告期間，本集團耗水表現概述如下：

	Unit 單位	Consumption 消耗量
Water 耗水量	m^3 立方米	7,543.00
Water intensity 耗水密度	m^3/employee 立方米／僱員	35.75
	m^3/m^2 立方米／平方米	2.40

Due to the geographical location of our offices and tourism resorts, we have not identified any issues in sourcing water that is fit for purposes.

基於我們辦公室及旅遊度假區的地理位置，我們沒有任何求取適用水源上的問題。

Use of Packing Materials

As the Group has sourced the product production process to third-party factories, therefore we do not consume a significant amount of packaging materials in our daily operations.

包裝材料使用

由於本集團已將產品生產外判給第三方工廠，因此我們在日常營運過程中並不會使用任何包裝材料。

A3. THE ENVIRONMENT AND NATURAL RESOURCES

The Group focuses on the impact of the Group's business on the environment and natural resources, and pursues the best practices for environmental protection. In addition to complying with environmental regulations and international standards to protect the natural environment, the Group also integrates the concept of environmental and natural resource protection into the internal management and operation activities so to achieve the goal of sustainable development.

A3. 環境及天然資源

本集團著重其業務對環境及天然資源的影響，追求保護環境的最佳實務。除了遵循環境相關法規及國際準則，適切地保護自然環境外，為致力達成環境永續之目標，本集團亦將環境及天然資源保護的概念融入內部管理及日常營運活動當中。

A. ENVIRONMENTAL – continued

A3. THE ENVIRONMENT AND NATURAL RESOURCES – continued

Noise Control

The Group realises that noise will be created during the course of operation, and the major sources of such noise are from facilities and vehicles in the tourism resorts. Therefore, we closely follow the latest national and regional laws and regulations of noise management, and focus on measures of reducing noises so as to comply with related local laws and regulations and implement environmental policies. To create a comfortable environment and lower the impacts of noise generated, the design of our tourism resorts and offices have incorporated the noise reduction function. We also monitor the use of equipment, broadcast, and vehicle operation regularly. If there is any noise pollution identified or complaints received from tourists, responsible personnel will be penalised in accordance to the Group's administrative regulations.

Greenery

The Group is committed to continuously enhancing the greenery of tourism resorts, and aim to provide a clean and green environment and beautiful scenery for our employees and tourists. The Group will conduct greenery assessments before the construction of facilities in the tourism resorts to reduce the impacts generated to the natural environment. At the same time, the Group has formulated related policies on existing greenery in the tourist resorts, and regularly provide related notices to remind employees in complying with the tourism resorts' greenery management measures. Apart from that, the Group designates personnel to carry out inspections to the park environment, and manage and conserve plants and green belts, immediate actions will be carried out when problems are identified. The Group also consistently seeks for opportunities to develop a greener environment and raise the employees' awareness of greenery.

A. 環境－續

A3. 環境及天然資源－續

噪音控制

本集團意識到在營運過程中有機會製造噪音，主要噪音源為旅遊度假區內的設備和車輛。因此，我們密切遵守最新國家和地區噪音管理法律法規，以此為依據專注於減少噪音的措施，以遵守當地政府相關的法律法規和貫徹落實環境政策。為建造舒適的環境、降低噪音的影響，我們的園區和辦公室的設計均配有隔音降噪功能。我們定期對園區內的設備使用、廣播播放和車輛運行進行監控。如發現噪音污染情況及遊客投訴，相關負責人員將按本集團行政管理條例予以相應處罰。

園區綠化

本集團致力持續增進旅遊度假區綠化覆蓋，旨在為僱員和遊客提供整潔的綠色環境及悅目的景觀。本集團會於旅遊度假區設施建造前進行綠化評估，以減低對自然環境產生的影響。同時，本集團對現有旅遊度假區的綠化制定了相關政策，並定期向僱員發出相關通知，提醒僱員嚴格遵循園區綠化管理措施。此外，本集團定期安排人員巡視園區內環境，妥善護理和保育花草樹木及綠色地帶，如發現任何問題第一時間作出應對處理。本集團亦不斷尋求機會發展更綠化的環境，並持續提高僱員對園區綠化的意識。

B. SOCIAL

B1. EMPLOYMENT

Human resource is the Group's most valuable asset and the core of competitive advantage, and serves as the basis for the continuous development of the Group at the same time. The Group's success relies heavily on the ability to attract, develop and retain employees. The Group adheres to the people-oriented principle, respects and protects the legitimate rights and interests of each employee. It regulates labour employment management, safeguards employees' occupational health and safety, strengthens democratic management, safeguards the interests of employees, and fully respects and values employees' enthusiasm, initiative and creativity so to build a harmonious labor relationship. The Group has formulated the Recruitment Management Policy, Employee Performance Management Policy, and the Salary Adjustment Management Policy and other related human resource management related regulations to provide a healthy, energetic and positive working atmosphere, while guiding employees to actively integrate personal pursuits into the long-term development of the Group.

During the Reporting Period, the Group was not aware of any material non-compliance with employment related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but not limited to the Employment Ordinance of Hong Kong, Labour Law of the PRC, and the Labour Contract Law of the PRC.

B. 社會

B1. 僱傭

人力資源是本集團的最寶貴資產和競爭優勢的核心，同時為本集團持續發展的基礎。本集團的成功著重取決於吸引、發展和挽留員工。本集團堅持以人為本的原則。尊重和保障每一位員工的合法權益，規範勞動僱傭管理，保障員工職業健康安全，加強民主管理，維護員工切身利益，充分尊重和重視激發員工積極性、能動性和創造力，致力於構建和諧的勞資關係。本集團制定了《招聘管理制度》、《員工績效管理制度》及《薪職異動管理制度》等人力資源管理的相關制度，為員工提供健康、陽光和向上的工作氣氛，引導員工積極將個人追求融入到本集團長遠發展之中。

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反有關僱傭的相關法律及法規的重大事宜。相關法律及法規包括但不限於香港《僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國勞動合同法》等。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Labour and Employment Practices

Recruitment, Promotion and Dismissal

The Group actively implements the strategy of strengthening talents and continuously establishes and improves the talent recruitment system. The Group has formulated the comprehensive Recruitment Management Policy, which lists out the details of recruitment application, recruitment process, prohibit items and responsibilities. The Group plans the human resources and recruitment plan for the following year according to the Company's overall strategic planning and business development goals. The Human Resource Department will recruit talents through external and internal channels based on the planned procedure. External channels include online recruitment, job fairs, referrals, campus recruitment, etc.; while internal channels include internal competition, internal referrals, etc. The Human Resource Department will first interview the shortlisted candidates, candidates will be arranged to conduct interviews with department managers or responsible personnel. Qualified candidates can only be employed upon the approval from relevant personnel and the general manager.

B. 社會－續

B1. 僱傭－續

勞工和就業慣例

招聘、晉升及解聘

本集團積極實施人才強企戰略，不斷建立和完善人才招聘選拔制度。本集團已制定完善的《招聘管理制度》，詳細列明招聘申請、招聘程序、禁止事項和責職。本集團於每年年末根據本公司整體戰略規劃與業務發展目標制定下一年度的人力資源規劃。人力資源部會按照規劃通過外部及內部渠道進行招聘。外部渠道包括網絡招聘、招聘會、推薦介紹、校園招聘等；內部渠道則包括內部競聘、內部推薦等。人力資源部會對初步篩選入圍的應聘者進行面試，應聘者亦會被安排與部門經理或負責人進行面試。面試合格後獲相關負責人或總經理批准後方可錄用。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Labour and Employment Practices – continued

Recruitment, Promotion and Dismissal – continued

The Group has clearly documented the rationales and procedures of employees' promotion, transfer and demotion in the Salary Adjustment Management Policy, and regulated the adjustment management of employees' salary and position. The Group has implemented a fair and open performance assessment system and supervision mechanism to assess employees' performance at each level quarterly in accordance to the Employee performance Management Policy, evaluation results of work performance and technical ability levels in providing promotions and development opportunities for employees so as to discover their work potential.

Besides, the Group does not tolerate the dismissal of employees under any unreasonable basis. We have established a comprehensive Dismissal Policy to regulate the management of employees' dismissal and handover in order to ensure such processes are conducted in an orderly manner. The dismissal process will only be carried out on a reasonable basis, and issues will be fully communicated before formal dismissal. In addition, when employees resign voluntarily, the direct supervisor, department manager and the Human Resource Department will conduct a resignation interview with the employee to understand the reason of resignation, the opinions and improvement suggestions for the Group and work at the department, and record the interview in the Employee Dismissal Application Form.

B. 社會－續

B1. 僱傭－續

勞工和就業慣例－續

招聘、晉升及解聘－續

本集團於《薪職昇動管理制度》中明確列明員工晉升、調動和降級管理的依據及流程，並規範員工薪酬及職位的變動管理。本集團已經落實了一套公平公開的表現評核制度和督導機制，每季度根據《員工績效管理制度》評核各職級員工表現，並按照員工工作表現及業務技術水準的評核結果，為員工提供晉升及發展的機會，以發掘其工作潛能。

另外，本集團絕不容許在任何情況下無理解僱員工。我們建立了完善的《離司管理制度》，規範員工離職及工作交接管理，確保其流程有序地開展。員工解僱過程只會在合理基礎上進行，並於正式解僱前確保已就問題進行充分溝通。此外，當員工主動辭職時，直接主管、部門負責人、人力資源部門均會向員工本人進行離職面談，瞭解離職原因，徵詢員工對於本集團和部門工作的真實意見和改進建議，並將面談記錄於《員工離職申請表》中。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Labour and Employment Practices – continued

Remuneration and Benefits

The Group has established a relatively reasonable, competitive remuneration system of fairness and integrity to provide remuneration for employees. In order to retain talents, strengthen the initiatives of employees and employees' sense of belonging and form good corporate solidarity and cohesion, the Group has established comprehensive systems including the Employee Welfare System and Social Security Provident Fund System.

Apart from basic salary, we also offer employees with comprehensive benefits, including the provision of free lunches or lunch allowance of RMB15, different holidays including breastfeeding leave, paternity leave and maternity leave, various cash rewards including festival cash reward, wedding cash reward, birth cash reward and birthday cash reward. The Group also regularly organises festival celebrations, internal ticket purchases campaigns, and the provision of priority tickets for stage performances, etc. to enhance employees' morale and belongingness. Besides, the Group pays "five social insurance and one housing fund" for employees in the PRC in accordance with the Social Insurance Law of the PRC, namely, endowment insurance, medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing provident fund, to ensure employees are covered by social insurance. The Group also pays Mandatory Provident Fund for employees in Hong Kong in accordance to the Mandatory Provident Fund Scheme Ordinance of Hong Kong.

B. 社會－續

B1. 僱傭－續

勞工和就業慣例－續

薪酬及福利

本集團建立了一套相對公平、公正、合理且有競爭力的薪酬體系，為員工發放薪酬。為了挽留人才、強化員工工作的積極性、加強員工歸屬感及形成良好的企業向心力和凝聚力，本集團建立了完善的《員工福利管理制度》及《社保公積金管理制度》等制度。

除了基本薪酬以外，我們亦為員工提供周到全面的員工福利，當中包括提供免費午餐或午餐補助人民幣15元、各種假期包括哺乳假、陪產假及產檢假等、各種禮金包括節日禮金、婚慶禮金、生育禮金及生日禮金等。本集團亦定期舉行節日慶祝活動、內部購票活動及提供舞台劇優先門票等福利，提高員工士氣及歸屬感。此外，本集團亦依照《中華人民共和國社會保障法》為中國區員工提供「五險一金」，即養老保險、醫療保險、失業保險、工傷保險、生育保險以及住房公積金，讓員工能夠享受社會保險的保障。本集團亦按照香港的《強制性公積金計劃條例》為香港區的員工提供強制性公積金。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Labour and Employment Practices – continued

Remuneration and Benefits – continued

The Group also protects the legitimate rights and regulates management of attendance and rest periods to maintain work order in accordance to the Contract Law of the PRC and other national and local laws and regulations in order to safeguard employees' working time and rights to enjoy different rest periods and holidays. We have implemented the paid annual leave system for employees according to the Attendance and Holiday Management Policy, and pay for overtime work that exceeds the legal working hour.

Equal opportunity, Diversity and Anti-discrimination

The Group strictly complies with all national and local governmental laws and regulations by adopting a fair, equitable and open recruitment process, and developing relevant policies to prevent discrimination in the recruitment process to ensure no discrimination regardless of race, social status, religion, nationality, disability, age, marital status, gender, pregnancy, sexual orientation, trade union membership or political association, allowing them to enjoy fair treatment in every aspect including recruitment, remuneration, training and promotion, dismissal, retirement or other aspects in relation to employment so to attract professionals with diverse backgrounds to join the Group. Any employee who is intimidated, humiliated, bullied or harassed (including sexual harassment) may report to the employee's representative, or file complaints directly to the general manager, and we will take serious approach to resolve these issues upon receiving the said complaints.

B. 社會－續

B1. 僱傭－續

勞工和就業慣例－續

薪酬及福利－續

本集團亦按照《中華人民共和國合同法》等國家和地方法律法規的要求切實保障勞動者合法權益，規範考勤及休息管理，維護正常的工作秩序，以保障員工的工作時間及其享有的各類休息時間和假期的權利。我們按照《考勤假期管理制度》實施員工帶薪年休假制度，並為超出法定工作時間的勞動支付超時工資薪酬。

平等機會、多元化及反歧視

本集團嚴格遵守國家及地方政府各項法律及法規，採取公平、公正、公開的招聘流程，制定了相關制度以杜絕招聘過程中的歧視現象，不因種族、社會地位、宗教信仰、國籍、殘疾、年齡、婚姻狀況、性別、懷孕、性傾向、身為工會成員、政治聯繫等因素歧視任何一位員工，讓員工在錄用、薪酬、培訓、晉升、終止勞動合同、退休或其他與用工有關的各方面享受公平待遇以盡力羅致不同背景的專才加入本集團。任何員工受到恫嚇、侮辱、受欺凌或受到騷擾（包括性騷擾），可向員工代表反映、直接向總經理投訴，我們收到投訴後將嚴肅處理。

B. SOCIAL – continued

B1. EMPLOYMENT – continued

Labour and Employment Practices – continued

Equal opportunity, Diversity and Anti-discrimination – continued

As at 31 December 2019, the Group's has a total of 211 employees in respect of the Reporting Scope, details of employees are shown as below:

B. 社會－續

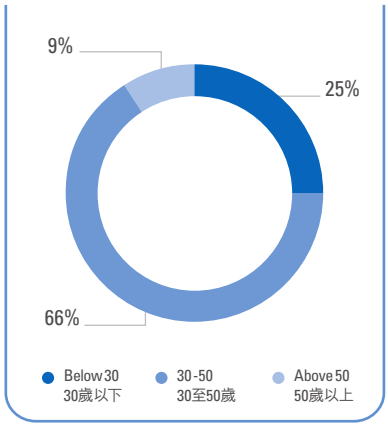
B1. 僱傭－續

勞工和就業慣例－續

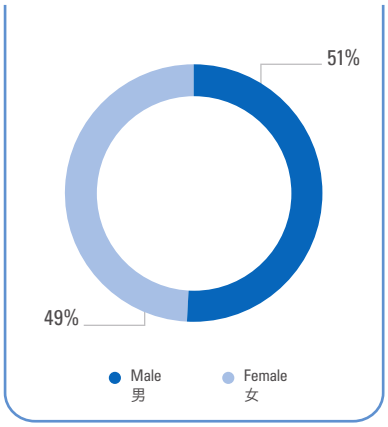
平等機會、多元化及反歧視－續

截至二零一九年十二月三十一日，本集團報告範圍的總僱員人數為211名，僱員人數劃分詳情載於下表：

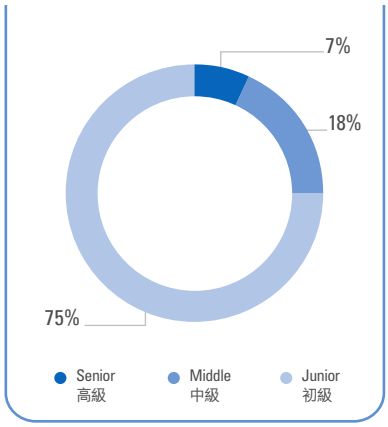
Employee Distribution by Age
按年齡組別劃分的員工總數



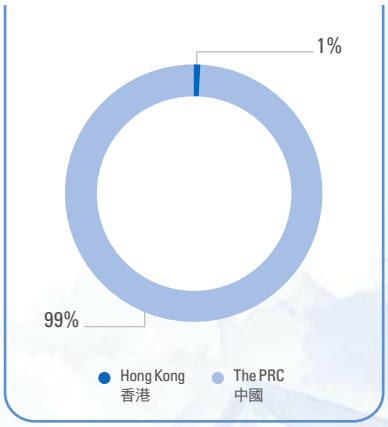
Employee Distribution by Gender
按性別劃分的員工總數



Employee Distribution by Employee Category
按僱傭級別劃分的員工總數



Employee Distribution by Region
按地區級別劃分的員工總數



B. SOCIAL – continued

B2. HEALTH AND SAFETY

The Group highly values employees' health and safety, and is always committed to providing employees with a healthy, safe and comfortable working environment. We strive to eliminate potential workplace health and safety hazards, and implement safety management in all aspects to ensure employees' health and safety during work.

During the Reporting Period, the Group did not record any work-related accidents that resulted in death or serious physical injury, and no claims or compensation were paid to our employees due to such events; the Group had also not lost any working days due to work injury. The Group was also not aware of any material non-compliance with health and safety related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but not limited to the Occupational Safety and Health Ordinance of Hong Kong, the Labor Law of the PRC and the Prevention and Treatment of Occupational Diseases Law of the PRC.

Occupational Health and Safety

In order to maintain a safe and healthy working environment, the Group has formulated the Safe Working Responsibility Policy to regulate the management of safety responsibility. We strictly regulate the dangerous sources found within various activities of the Group, and identify, assess and control the potential health and safety deficiencies that could possibly lead to accidents, so as to improve the working environment.

B. 社會－續

B2. 健康與安全

本集團高度重視員工的健康與安全，致力為員工提供健康、安全和舒適的工作環境。我們努力消除潛在工作場所健康及安全危害，並做好各環節的安全管理工作，以保障員工在工作期間的人身安全及健康。

於報告期間，本集團並無錄得任何因工作關係而導致死亡或嚴重肢體受傷的意外事件、亦無因該等事件而向其僱員支付索償或補償；本集團亦無因工傷損失任何工作日數。本集團並無發現任何對本集團有重大影響且嚴重違反有關健康與安全的相關法律法規的重大事宜。相關法律及法規包括但不限於香港《職業安全及健康條例》、《中華人民共和國勞動法》及《中華人民共和國職業病防治法》等。

職業健康與安全

為維持安全及健康的工作環境，本集團已制定《安全工作責任制度》以規範安全責任管理。我們嚴格規管對本集團內各類活動中的危險源和對有可能引致事故發生的職業健康安全缺陷進行識別、評估和控制，以改善工作環境。

B. SOCIAL – continued

B2. HEALTH AND SAFETY – continued

Occupational Health and Safety – continued

Since the Group's business operation is mainly the operation of tourism resorts, the guard security is of high importance. To ensure the safety of employees and customers, we verify personnel for enter and exit, inspect and register for any tools, equipment and products that are brought. We will detain and examine items if they are found to be suspicious. Besides, we will also arrange employees for physical examinations, and regularly provide information relating to health and safety in order to raise the awareness of occupation health and safety.

B3. DEVELOPMENT AND TRAINING

The Group pays attention to the establishment of internal management training and development system. Through diversified training modes such as induction trainings and on-the-job trainings to satisfy the different requirement of employees, improve employees' technical skills so as to assist the Group's sustainable development while improve employees' personal growth and development.

Development and Training

In order to strengthen training management, enhance employee's business capability and understanding of corporate culture, improve talent performance, and strengthen core competitive advantage, the Group has formulated the Training Management Policy, and provides diverse training courses for employees.

B. 社會－續

B2. 健康與安全－續

職業健康與安全－續

鑑於本集團經營業務主要為旅遊度假區的營運，門衛安全攸關重要。為確保員工及顧客安全，我們對出入人員驗證放行，對攜帶工具、設備、物品出入的均會進行檢驗及登記。如發現來路不明可疑的物品，我們會扣留審查。此外，我們亦會安排員工進行體檢及定期提供健康和安全通訊，以提高職業健康和安全事宜意識。

B3. 發展及培訓

本集團注重企業內部管理培訓與發展體系的建立。通過入職培訓及崗位培訓等多元化培訓模式來滿足各級各類員工的不同需求，提升員工技能，助力本集團可持續發展，同時助力員工個人成長及發展。

發展與培訓

為了強化培訓管理工作，增強員工的業務能力與對企業文化的瞭解，提高人力績效及增強核心競爭力，本集團制定了《培訓管理制度》，並為員工提供多元化培訓課程。

B. SOCIAL – continued

B3. DEVELOPMENT AND TRAINING – continued

Development and Training – continued

Our training courses are categorised into new employee induction trainings, corporate culture trainings and business skill set trainings. Induction trainings are organised and carried out by the Human Resource Department and the Administration Department, the purpose is to assist new employees to adapt the new working environment quickly and integrate into the corporate culture so as to smoothly delve into the working mode. The training content includes the introduction of the Group's systems and business functions, etc. Corporate culture trainings are also organised and carried out by the Human Resource Department and the Administration Department, it aims to assist employees to understand the Group's core vision, business mission, working style and social responsibility to enhance the sense of belonging and responsibility; the training content includes the introduction of the organisational structure. Business skill set trainings are organised and implemented by each department, and it aims to improve the business ability of specific positions. The training content includes position workflow and skills improvement, etc.

The Group will draft the training plan for the following year according to business requirement at the end of each year. The Group will also evaluate the effectiveness of training courses based on training requirements and trainings' target audience. Evaluation results will be considered as part of the employee performance assessment results. We will constantly improve the quality of trainings through the employees' evaluation on trainers, effectives and structure.

During the Reporting Period, all employees of the Group have received training. We have provided a total of approximately 9,218 hours of training, and the average training hour was approximately 43.69 hours per employee.

B. 社會－續

B3. 發展及培訓－續

發展與培訓－續

我們的培訓課程分為新員工入職培訓、企業文化培訓及業務技能培訓。新員工入職培訓是由人力資源部及行政部組織實施，目的是幫助新員工快速適應新的工作環境及融入企業文化，以順利進入工作狀態。其培訓內容包括制度規範介紹和業務職能介紹等。企業文化培訓亦由人力資源部及行政部組織實施，目的是幫助員工深刻理解本公司的核心理念、企業精神、工作作風及社會責任，以增強歸屬感和責任感；其培訓內容包括組織架構介紹。而業務技能培訓是由各部門自行組織實施，當中目的是提升特定崗位的業務能力水準。業務技能培訓內容包括崗位工作流程及崗位技能提升等。

本集團會根據業務需求，於每年年末擬訂下一年度培訓計劃。本集團亦會根據培訓需求和培訓計劃對培訓對象進行培訓效果的考核和評估考核結果將納入員工績效考核範圍之內。我們會持續透過員工對培訓講師、培訓效果及培訓組織的評估，改進員工的培訓質素。

於報告期間，本集團全部員工均有接受培訓。我們合共提供約9,218小時的培訓，每名僱員的平均培訓小時為約43.69小時。

B. SOCIAL – continued

B4. LABOUR STANDARDS

Labour Standards

The Group prohibits the employment of any child and forced labour by its operations, and clearly stipulates that only employees over the age of 16 will be recruited. Prior to the employment of employees, we will review their identity documents to prevent the employment of child labor. Labor contracts of every employees clearly specify the work time, location, tasks, and main responsibilities to ensure that employees are not required to execute work that is not within their terms of reference. If employees need to work overtime, overtime work is consensual and compensated by overtime pay or time-off in lieu according to relevant laws and regulations to prevent forced overtime working. The Group also prohibits any punishments, management methods and behaviors involving verbal abuse, physical punishment, physical abuse, oppression, sexual harassment (including inappropriate languages, postures and physical contact), etc. against employees for any reason.

During the Reporting Period, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations that would have a significant impact on the Group. Such laws and regulations include but not limited to the Employment Ordinance of Hong Kong, the Labour Law of the PRC, and the Provisions on the Prohibition of Using Child Labor of the PRC.

B. 社會－續

B4. 勞工準則

勞工準則

本集團禁止其業務僱用任何童工及強制勞工，並明確規定只招收16歲以上的員工。在員工入職前，我們會審核員工的身份證明檔，防止聘請童工。每位員工的勞動合同上都清楚列明其工作時間、地點、內容和主要職責，保障員工免被安排執行不在其職責範圍內的工作。倘員工需要逾時工作，加班工作須經協商一致，並按相關法例法規以加班費或補假作補償，以防止強制加班。本集團亦禁止以任何理由對員工進行辱罵、體罰、暴力、精神壓迫、性騷擾（包括不恰當語言、姿勢和身體的接觸）等懲罰性措施、管理方法和行為。

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反有關童工及強制勞工的相關法律及法規的重大事宜。相關法律及法規包括但不限於香港《僱傭條例》、《中華人民共和國勞動法》及《中華人民共和國禁止使用童工規定》等。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT

The Group expects to have long-term cooperation relationship with suppliers so as to develop sustainably together and take initiatives of innovation. The Group has always been conducting procurement with the principles of openness, fairness and equitability. We have established rigorous and standardised procurement system and a systematic supplier selection process, while imposed with the relevant environmental and social risk control requirements on suppliers. During the Reporting Period, we have cooperated with 154 suppliers, for which 114 suppliers are from the PRC, while 40 suppliers are from Hong Kong.

Supplier Management

To strengthen procurement management, the Group has formulated the Procurement Management Procedure that specifies the procurement procedures and responsibilities relating to engineering construction, material, equipment, engineering consulting, etc. A special working group will be set up for each bidding activity, who are responsible for selecting suppliers from the qualified supplier database, or evaluating suppliers who are not within the qualified supplier database.

B. 社會－續

B5. 供應鏈管理

本集團期望與供應商長期合作，共同持續發展，攜手踏出創新的每一步。本集團一直以公開、公平、公正、競爭擇優原則進行招標採購。我們建立了嚴格而規範的採購模式及系統性的供應商甄選流程，並對供應商提出了控制環境及社會風險的要求。於報告期間，我們共與154名供應商合作，其中114名為中國供應商，40名為香港供應商。

供應商管理

為加強規範採購管理，本集團制定了《招標採購管控辦法》，包括對工程施工、材料、設備、工程咨詢等事項的招標，明確了採購流程和權責。每項招標活動將成立一個專項工作小組，並需要在合格供應商庫中挑選供應商或對供應商庫外的供應商進行評估。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT – continued

Supplier Management – continued

The Group has also developed a Minor Procurement Management Policy. Minor procurement includes procurement of special engineering projects with a single procurement amount of less than RMB200,000, administrative procurement and other minor procurement work. Suppliers for minor procurement in relation to engineering projects are required to be selected from suppliers in the Group's suppliers list, supplier database, or purchased from the specified supplier website (www.vvupup.com), while administration procurement and other minor procurement will have to be procured on the Jingdong Hui Cai (京東慧采) online platform. We will update our major supplier list regularly, and will regularly comment by evaluating suppliers' performance in fulfilling their agreements, such comments will be used as basis for selecting suppliers and enhancing the management of suppliers.

Apart from environmental factors, the Group also adopts measures to monitor suppliers or contractors in complying with relevant laws and regulations or meeting other standards in relation to health and safety, forced labour and child labour, and evaluate the performance of the above aspects though site visits and on-site inspections.

B. 社會－續

B5. 供應鏈管理－續

供應商管理－續

本集團亦制定了完善的《零星採購管理系統》。零星採購包括專案工程類單項金額人民幣20萬元以下的採購、行政類採購及其他零星採購的工作。工程類零星採購須經本集團的供應商清單、供應商庫或指定供應商平台上選擇供應商，而行政類採購及其他零星採購須經京東慧采網上平台購買。我們會定期更新我們主要供應商清單，並會定期就供應商履行約定的情況進行評價，以此評價作為選出供應商及改善供應商管理的依據。

除了環境因素以外，本集團亦會採取措施以監察其供應商或承辦商是否有在健康及安全和強迫勞工及童工等方面符合相關法律法規或達到其他的標準，以及會透過參觀和到訪考察供應商在上述各方面的意識。

B. SOCIAL – continued

B5. SUPPLY CHAIN MANAGEMENT – continued

Supplier Management – continued

The Group also believes anti-corruption is very important throughout the procurement process. The Group conducts procurement in an open, fair and equitable manner without any discrimination or special treatment against any suppliers. Employees and related personnel with interest in the suppliers are prohibited to participate in relevant procurement activities. The Group stresses heavily on the integrity of its suppliers, and will only select suppliers who have a good track record in the past and have no serious violations of business ethics. The Group has zero tolerance for acts of bribery and corruption, and strictly prohibits suppliers from acquiring procurement contract or partnerships through any forms of benefit transmission or gift.

B6. PRODUCT RESPONSIBILITY

Customers' satisfaction is the Group's foundation to sustainable development. We believe customers' satisfaction reflects the Group's success, thereby the Group constantly emphasises the customer centric business philosophy at all levels of the Group's operation. We strive to continuously optimise and improve the service quality based on customers' requirements.

During the Reporting Period, the Group was not aware of any material non-compliance with any laws and regulations in relation to the quality of products and service provided that would have a significant impact to the Group. Such laws and regulations include but not limited to the Personal Data (Privacy) Ordinance of Hong Kong, Protection of Consumer Rights and Interests of the PRC, and Advertising Law of the PRC.

B. 社會－續

B5. 供應鏈管理－續

供應商管理－續

本集團亦認為採購等環節中的反腐工作十分重要。本集團採購過程會在公開、公平、公正的條件下進行，不會對任何供應商有歧視性或提供特別待遇。與相關供應商有利益關係的員工及有關人士將不被允許參與任何相關的採購活動。本集團亦關注供應商的誠信，並只會挑選過去營商紀錄良好，沒有任何嚴重違規或違反商業道德行為的供應商及合作夥伴。本集團對賄賂及貪污等行為是零容忍，並嚴禁供應商以透過任何形式的利益輸送或饋贈而取得採購合約或合作關係。

B6. 產品責任

客戶滿意度是本集團可持續發展的基石。我們相信客戶的滿意度意味著本集團的成功，因此本集團於各層面的運作中一直強調以客戶為中心的經營理念。我們致力根據客戶的要求持續優化及改善服務質素。

於報告期間，本集團並無發現任何對本集團有重大影響且嚴重違反產品及服務品質相關的法律法規的重大事宜。相關法律及法規包括但不限於香港的《個人資料（私隱）條例》、《中華人民共和國消費者權益保護法》及《中華人民共和國廣告法》等。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Customer Services

The Group highly values the importance of customer services, and believes that customers' satisfaction is one of the key factors for the sustainable development of the Group's business. The Group has established different complaint and feedback channels, such as customer opinion cards, hotlines, social media platforms, email and website in collecting customers' opinions and suggestions. We have also set up a complaints related function for handling complaints, for which it is responsible to explain the complaint procedures to complainants, conduct detailed analysis of root causes, carry out in-depth fact investigation, actively monitor and manage complaint procedures, coordinate and communicate with all parties involved, accurately record all relevant results in a confidential manner, and properly reply to complainants.

The Group requires each complaint to be dealt and reported properly relevant department, and prohibits employees to reach private settlement with complainants in order to ensure that the Group can accurately receive feedbacks from customers or tourists, for which they serve as an important basis for improving the quality of business operations. The Group considers customer complaint management as an important element to continuous quality improvement. We are committed to understanding the facts and root causes of each customers' or tourists' complaint, identifying responsible parties and areas for improvement, and making recommendations to ensure corresponding department has made necessary improvements in order to enhance the quality of the Group's services. This ensures customers' or tourists' loyalty to the Group's services and enable us to retain a customer base for fostering the Group's future development. During the Reporting Period, the Group has not received any material customer complaints.

B. 社會－續

B6. 產品責任－續

客戶服務

本集團極為重視客戶服務的重要性，深信客戶的滿意是本集團業務可持續發展的關鍵因素之一。本集團設有不同投訴及回饋意見途徑，例如客戶意見卡、電話熱線、社交媒體平台、電郵及網站，以便收集客戶之建議及意見。我們亦設立了投訴相關職能處理投訴，負責向投訴人說明投訴流程、進行詳細調查及根由分析、進行深入事實認定、積極監督及管理投訴流程、與所涉各方進行協調及溝通、以保密方式準確記錄所有相關結果及妥善回覆投訴人。

本集團要求每一項投訴都通過相關職能妥善處理及報告，禁止員工與投訴人達成私下和解，確保本集團能夠確切收到來自客戶或遊客的意見，以作為提升業務營運質素的重要基礎。本集團將客戶投訴管理視作持續改善質量的重要組成部分。我們致力理解每項客戶或遊客投訴的事實情況及根本原因，確定責任方及有待改進之處，並提出建議及確保相關部門立即實施必要改進措施，以提升本集團的服務質素，使客戶或遊客對本集團的服務產生忠誠度並挽留客戶群，促進本集團的未來發展。於報告期間，本集團並無接獲任何重大客戶投訴。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Tourism Resort Safety

Tourism resort safety is the essence to all development. The Group highly values the operational safety of tourism resorts, and we have safeguarded tourists' safety through the implementation of a series of operational safety management system, stardardising management, regulating investigations, and proceduralised emergency responses proceedings.

We regularly provide employees with information relating to operational safety management, reminding employees to follow the operational safety management measures. Such measures include strengthening the cooling and pest control management measures, and establishing eye-catching safety tips and warning signs. Besides, to ensure the personal safety of tourists within the tourism resorts, we conduct emergency drills regularly, and identify the hidden issues in the emergency plans, while continuously refine the feasibility and practicability of such emergency plans. To effectively respond to emergency situations such as extreme weather events, sudden injury events, and fires, we will also carry out various kinds of emergency drills.

B. 社會－續

B6. 產品責任－續

園區安全

園區安全是一切發展的根本。本集團高度重視園區運營安全，我們透過一系列營運安全管理制度，實現管理標準化、隱患排查規範化、突發事件應對流程化，全面保障遊客安全。

我們定期向員工發出營運安全管理的資訊，提醒員工遵循營運安全管理措施。措施包括重點加強降溫及防蟲害管理措施及設立醒目的遊玩安全提示及警示標識。此外，為保證遊客在園區內的人身安全，我們定期開展應急演練並查找應急預案中存在的問題，不斷完善應急預案的實用性和可操作性。為有效應對惡劣天氣、突發傷病和消防等緊急情況，我們亦會開展多項突發情況演練。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Tourism Resort Safety – continued

Protection of Intellectual Property Rights

The Group values trademark management, and has formulated the Trademark Management Policy in accordance to the Trademark Law of the PRC, Regulations on the Implementation of Trademark Law of the PRC, and other related laws and regulations in protecting trademark ownership rights and rights to use. We have clearly divided the responsibilities for trademark management, and specifically set up the brand center to ensure the design, registration, use, change and archive management of trademark. We require all business groups and subsidiary companies to jointly safeguard the legitimate rights and interests of trademark, and also require employees to keep trademark related issues confidential, and timely report behaviors of trademark infringements.

Protection of Privacy

The Group is committed to safeguarding and protecting personal data, and has implemented high security and confidential standards to protect personal data privacy. We strictly abide by the regulatory provisions on data privacy.

The Group has established the Personnel File Management Policy to safeguard the integrity and confidentiality of personal information. We require relevant personnel to keep confidential on information that involves the Group's or departments' confidential matters, and must not disclose such information to third parties. We also require former employees to handover information and documents such as customer's information, projects, contents and progress of various tasks, and pending tasks to responsible department. In addition, the Group will not disclose personal data to anyone for promotional purposes.

B. 社會－續

B6. 產品責任－續

園區安全－續

保護知識產權

本集團重視商標管理，並根據《中華人民共和國商標法》、《中華人民共和國商標法實施條例》及其他有關法律、法規的規定，制定了《商標管理規定》以保護商標擁有權和使用權。我們明確劃分商標管理權責並專門設立品牌中心以確保商標依法正確設計、註冊、使用、變更和歸檔管理。我們要求各業務集團、下屬公司共同維護商標合法權益，亦要求員工對商標相關商業信息予以保密，並及時匯報發現商標侵權的行為。

私隱保護

本集團致力維護及保護個人資料，並已實行高度安全及保密標準保護個人資料私隱。我們嚴守有關資料私隱的監管規定。

本集團已訂立《人事檔案管理制度》以維護人事檔案的完整性及保密性。我們要求有關人員對工作檔案中涉及的本集團或部門應保密事項，必須嚴守機密，不得向第三方洩露相關資料。我們亦要求離職員工於離職前把原工作中掌握的客戶資料、專案等資訊和文檔、各項工作的內容和進展及待辦事宜完整遞交接給所屬部門。此外，本集團亦不會將個人資料提供予任何人士作推廣用途。

B. SOCIAL – continued

B6. PRODUCT RESPONSIBILITY – continued

Tourism Resort Safety – continued

Advertisements and Labelling

The Group emphasises the importance of appropriate advertising and compliance with requirements relating to media advertisements. We will advertise our resorts on online platforms, the Group sees the importance of risks on the products and souvenir labelling. The Group has formulated relevant policies and procedures to ensure that the information on advertisement and labels do not contain false product information, misleading or incomplete information, false marks and false statements in order to protect the interest of consumers from being deteriorate by improper advertisement and label descriptions.

B7. ANTI-CORRUPTION

Anti-corruption

The Group is committed to building a clean and healthy corporate system, vigorously combating corruption and other improper business practices. We strictly implement laws and regulations such as the Prevention of Bribery Ordinance of Hong Kong, Criminal Law of the PRC, Company Law of the PRC, and Anti-Unfair Competition Law of the PRC, and specifically stipulate that employees must discharge their duties with loyalty and integrity, and shall not abuse their positions to seek any improper interests. We have formulated a series of policies on anti-fraud and anti-bribery as a part of corporate governance.

B. 社會－續

B6. 產品責任－續

園區安全－續

廣告及標籤

本集團強調適當廣告及遵守媒體廣告相關要求的重要性。我們會於網上平台為旗下度假區作廣告宣傳，本集團亦十分重視產品及紀念品標籤上所存在的風險。本集團已就此制定相關政策及程序，以確保廣告和標籤上的資料不會有虛假商品說明、具誤導性或不完整的資料、作虛假標記和錯誤陳述，以保障客戶的權益不會因廣告和標籤說明不當而受到損害。

B7. 反貪污

反腐倡廉

本集團致力建設廉潔健康的企業體系，大力打擊貪污和其他不正當的經營手法。我們嚴格執行香港的《防止賄賂條例》、《中華人民共和國刑法》、《中華人民共和國公司法》及《中華人民共和國反不正當競爭法》等法律法規，明確規定員工必須忠於職守，廉潔奉公，不得利用職權謀取任何不當利益。我們已制定了一系列反欺詐及反賄賂政策，作為行使企業管治之一部分。

B. SOCIAL – continued

B7. ANTI-CORRUPTION – continued

Anti-corruption – continued

We have adopted a clear avoidance system, prohibiting direct subordinate relationship among employees who are have spouse relationship, immediate family relationship and other close family relationships. Besides, we clearly stipulate that employees should be honest and loyal to their duties, and shall not abuse their official powers to seek any improper benefits. We require employees, in particular the management to discharge their duties with loyalty and integrity, and prohibits from tolerating any behavior in relation to malpractices, corruption, bribery, opportunism, and concealment, stringent penalized measures will be taken immediately once such acts are violated.

During the Reporting Period, there were no filed and concluded legal cases regarding any forms of fraud brought against the Group or its employees. The Group was not aware of any material non-compliance with relevant laws and regulations of bribery, extortion, fraud and money laundering. Such laws and regulations include but not limited to the Prevention of Bribery Ordinance of Hong Kong, Criminal Law of the PRC, and Company Law of the PRC.

B. 社會－續

B7. 反貪污－續

反腐倡廉－續

我們制定明確的迴避制度，禁止員工與親屬建立直接的上下級領導關係，親屬關係包括夫妻關係及直系血親關係等。另外，我們亦明確規定員工需廉潔奉公，忠於職守，不得利用職權謀取任何不當利益。我們要求員工尤其是管理層需將誠實守信、廉潔從業，絕不容許徇私舞弊、貪污受賄、投機取巧、隱瞞蒙蔽謀取私利的行為，一旦發現確認違反了這些行為，即採取嚴厲的懲處措施。

於報告期間，本集團或其僱員並無提出並已審結的貪污訴訟案件。本集團亦無發現任何對本集團有重大影響且嚴重違反防止賄賂、勒索、欺詐及洗黑錢相關的法律法規的重大事宜。相關法律及法規包括但不限於香港的《防止賄賂條例》、《中華人民共和國刑法》及《中華人民共和國公司法》等。

B. SOCIAL – continued

B8. COMMUNITY INVESTMENT

Corporate Social Responsibility

In pursuit of business development, the Group spare no effort in contributing the community. Therefore, we are committed to contributing the society through continuous participation in community services in order to fulfill the Group's corporate social responsibility. The Group hopes to foster employees' sense of social responsibility, thus encouraging them to participate in charitable activities during their work and spare time to make greater contributions to the community.

During the Reporting Period, we have actively planned various themed that aims to achieve happy learning. They include the "Dreameast Future World Aerospace Carnival" organised by the Dreameast Future World from June to August, which aims to popularise space science knowledge through the exhibitions of aerospace and high-tech interactive experience; and "Dreameast Art Carnival for children" held in December, which invites youngsters to explore the art world. At the same time, we have actively participated in other charitable activities, such as the "Warm Silent World" co-organised by Hangyang Dreameast Resort and Hangyang Lan Sidai Zhiyuan Zhe Xiehui to develop children's team spirit, hand-eye coordination, spatial perception, and sport ability. On the day of the event, nearly 40 deaf children had spent a day in Dreameast Archery Park with their families and volunteers. We believe these activities coincide with the Company's philosophy.

We believe that the participation in activates that repay society can increase our employees' civic awareness and establish correct values. We will continuously contribute to the community and seek opportunities to further support it.

B. 社會－續

B8. 社區投資

企業社會責任

在追求業務發展的同時，本集團不遺餘力地貢獻社會。因此，我們致力透過持續社區服務為社會作出貢獻，履行本集團的企業社會責任。本集團希望培養員工的社會責任感，因此一直鼓勵員工於工作期間及私人時間參與社會公益活動，為社會作更大貢獻。

於報告期間，我們積極策劃了多個主題活動，意為寓教於樂。其中包括於6月至8月夢東方未來世界舉辦的「夢東方未來世界航天嘉年華」，通過航天科普展及高科技互動體驗，普及航天科學知識；以及12月舉辦的夢東方少兒藝術嘉年華，讓孩子們在創意有趣的節目中走進藝術的世界。同時，我們亦積極參與其他社會公益活動，例如由衡陽夢東方旅遊度假區攜手衡陽藍絲帶志願者協會舉辦的「溫暖無聲世界」以培養孩子的團隊默契、手眼協調能力、空間感知和運動能力。活動當天近40名聾啞孩子在家人和志願者的陪伴下在夢東方射擊科普樂園度過一天。我們認為該等活動與公司理念不謀而合。

我們相信藉著親身參與回饋社會的活動，我們可以令員工的公民意識得以提升，以樹立正確的價值觀。我們將繼續努力服務社會，並尋求機會日後進一步服務。

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聯合所的《環境、社會及管治報告指引》內容索引表

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
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 Exhaust Gas and GHG 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、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。	Emissions 排放物
KPI A1.1 ("comply or explain") 關鍵績效指標A1.1 （「不遵守就解釋」）	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – Emissions Control, Waste management 排放物－排放控制；廢棄物管理
KPI A1.2 ("comply or explain") 關鍵績效指標A1.2 （「不遵守就解釋」）	GHG emissions in total (in tonnes) and intensity. 溫室氣體總排放量（以噸計算）及密度。	Emissions – Emissions Control 排放物－排放控制
KPI A1.3 ("comply or explain") 關鍵績效指標A1.3 （「不遵守就解釋」）	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢棄物總量（以噸計算）及密度。	Not applicable – Explained 不適用－已解釋
KPI A1.4 ("comply or explain") 關鍵績效指標A1.4 （「不遵守就解釋」）	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量（以噸計算）及密度。	Emissions – Waste Management 排放物－廢棄物管理
KPI A1.5 ("comply or explain") 關鍵績效指標A1.5 （「不遵守就解釋」）	Description of reduction initiatives and results achieved. 描述減低排放量的措施及所得成果。	Emissions – Emissions Control, Waste Management 排放物－排放控制；廢棄物管理
KPI A1.6 ("comply or explain") 關鍵績效指標A1.6 （「不遵守就解釋」）	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	Emissions – Waste Management 排放物－廢棄物管理

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聯合所的《環境、社會及管治報告指引》內容索引表－續

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A2: Use of Resources 層面A2：資源使用		
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。	Use of Resources 資源使用
KPI A2.1 ("comply or explain") 關鍵績效指標A2.1 （「不遵守就解釋」）	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.2 ("comply or explain") 關鍵績效指標A2.2 （「不遵守就解釋」）	Water consumption in total and intensity. 總耗水量及密度。	Use of Resources – Water Management 資源使用－用水管理
KPI A2.3 ("comply or explain") 關鍵績效指標A2.3 （「不遵守就解釋」）	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.4 ("comply or explain") 關鍵績效指標A2.4 （「不遵守就解釋」）	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Use of Resources – Water Management 資源使用－用水管理
KPI A2.5 ("comply or explain") 關鍵績效指標A2.5 （「不遵守就解釋」）	Total packaging material used for finished products (in tonnes) and with reference to per unit produced. 製成品所用包裝材料的總量（以噸計算）及每生產單位佔量。	Not applicable – Explained 不適用－已解釋

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聯合所的《環境、社會及管治報告指引》內容索引表－續

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
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。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 ("comply or explain") 關鍵績效指標A3.1 （「不遵守就解釋」）	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Noise Control, Greenery 環境及天然資源－噪音控制；園區綠化
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, antidiscrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭
KPI B1.1 ("Recommended Disclosure") 關鍵績效指標B1.1 （「建議披露」）	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employment 僱傭

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聯合所的《環境、社會及管治報告指引》內容索引表－續

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
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。	Health and Safety 健康與安全
KPI B2.1 ("Recommended Disclosure") 關鍵績效指標B2.1 （「建議披露」）	Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。	Health and Safety 健康與安全
KPI B2.2 ("Recommended Disclosure") 關鍵績效指標B2.2 （「建議披露」）	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康與安全
KPI B2.3 ("Recommended Disclosure") 關鍵績效指標B2.3 （「建議披露」）	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety 健康與安全

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
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。	Development and Training 發展及培訓
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。	Labour Standards 勞工準則
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。	Supply Chain Management 供應鏈管理
KPI B5.1 ("Recommended Disclosure") 關鍵績效指標B5.1（「建議披露」）	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
KPI B5.2 ("Recommended Disclosure") 關鍵績效指標B5.2（「建議披露」）	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	Supply Chain Management 供應鏈管理

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
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。	Product Responsibility 產品責任
KPI B6.2 ("Recommended Disclosure") 關鍵績效指標B6.2 （「建議披露」）	Number of products and service–related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility 產品責任
KPI B6.3 ("Recommended Disclosure") 關鍵績效指標B6.3 （「建議披露」）	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility 產品責任
KPI B6.5 ("Recommended Disclosure") 關鍵績效指標B6.5 （「建議披露」）	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility 產品責任

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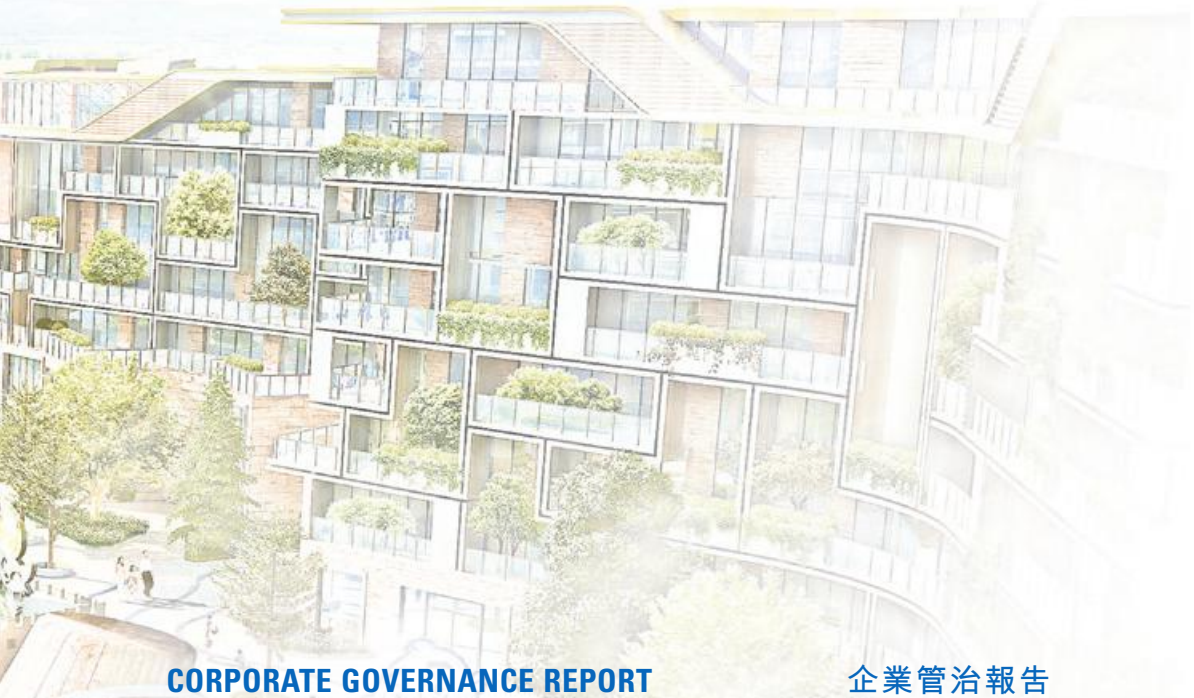
Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the 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。	Anti-corruption 反貪污
KPI B7.1 ("Recommended Disclosure") 關鍵績效指標B7.1（「建議披露」）	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
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. 有關以社區參與來了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。	Community Investment 社區投資

Corporate Governance Report

企業管治報告



CORPORATE GOVERNANCE REPORT

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

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

In the light of the Corporate Governance Code and Corporate Governance Report ("CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), the Board has reviewed the corporate governance practices of the Company with the adoption of the various enhanced procedures which are detailed in this report. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31 December 2019, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will review the current practices at least annually, and make appropriate changes if considered necessary.

企業管治報告

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

企業管治守則及企業管治報告

根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之《企業管治守則》及《企業管治報告》(「企業管治守則」)，董事會已審閱本公司之企業管治常規，並已採納多項經改進之程序，詳情載於本報告內。除下文解釋之若干已闡明原因之偏離行為外，於截至2019年12月31日止年度，本公司已應用企業管治守則之原則及一直遵守適用之守則條文。董事會將至少每年檢討現行之常規一次，並在其認為需要時作出適當更改。

THE BOARD

The Board currently comprises 7 directors ("Directors") in total, with 3 Executive Directors ("EDs") and 4 Independent Non-Executive Directors ("INEDs"). The composition of the Board during the year and up to the date of this report is set out as follows:

EDs:	Zhou Zheng *(Chairman and Chief Executive Officer) (Resigned as Chief Executive Officer on 2 January 2020)*
	Zhou Jin *(Chief Executive Officer, appointed on 2 January 2020)*
	Yang Lei
NED:	Lam Yu Yee, Benjamin *(Vice Chairman, resigned on 24 May 2019)*
INEDs:	Chen Guanglei *(Appointed on 20 December 2019)*
	Li Chak Hung *(Resigned on 20 December 2019)*
	Meng Xiaosu
	Yang Buting
	Zhao Daxin

The Directors have no financial, business, family or other material/relevant relationships with each other, except those as set out in the "Profile of Directors and Senior Management" section on pages 32 to 38 of this report.

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

BOARD PROCESS

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

董事會

董事會目前合共由7名董事(「董事」)組成,3名為執行董事(「執行董事」)、及4名為獨立非執行董事(「獨立非執行董事」)。於年內及截至本報告日期止,董事會成員載列如下:

執行董事:	周政*(主席及行政總裁)(於2020年1月2日辭任行政總裁)*
	周金 *(行政總裁,於2020年1月2日委任)*
	楊蕾
非執行董事:	林裕兒*(副主席,於2019年5月24日辭任)*
獨立非執行董事:	陳廣壘*(於2019年12月20日委任)*
	李澤雄*(於2019年12月20日辭任)*
	孟曉蘇
	楊步亭
	趙大新

除相關詳情已載於本報告第32頁至第38頁之「董事及高級行政人員一覽」外,董事之間並無財政、業務、家屬或其他重要/相關的關係。

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

董事會程序

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

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

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

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results and other ad hoc matters which need to be dealt with. During the year, Board meetings were held and the individual attendance records of each Director at the meetings of the Board, Remuneration Committee, Audit Committee, Nomination Committee and general meetings during the year ended 31 December 2019 are set out below:

董事會定期舉行會議，討論本集團之整體策略以及營運及財政表現，並審閱及批准本集團之全年及中期業績以及其他需要處理專責事務。於年內，董事會曾舉行董事會會議，而各董事於截至2019年12月31日止年度舉行的董事會、薪酬委員會、審核委員會、提名委員會之會議及股東大會的個別出席記錄載列如下：

		Number of meetings attended/held 出席／舉行會議之次數				
Name of Directors	董事姓名	Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	General Meeting 股東大會
EDs:	**執行董事：**					
Zhou Zheng	周政	10/10	–	–	1/1	1/1
Zhou Jin (Appointed on 2 January 2020)	周金（於2020年1月2日委任）	–	–	–	–	–
Yang Lei	楊蕾	10/10	–	–	–	1/1
NED:	**非執行董事：**					
Lam Yu Yee, Benjamin (Resigned on 24 May 2019)	林裕兒（於2019年5月24日辭任）	2/10	–	–	–	–
INEDs:	**獨立非執行董事：**					
Chen Guanglei (Appointed on 20 December 2019)	陳廣壘（於2019年12月20日委任）	–	–	–	–	–
Li Chak Hung (Resigned on 20 December 2019)	李澤雄（於2019年12月20日辭任）	8/10	–	2/2	–	–
Meng Xiaosu	孟曉蘇	10/10	1/1	2/2	1/1	1/1
Yang Buting	楊步亭	10/10	1/1	2/2	1/1	1/1
Zhao Daxin	趙大新	10/10	1/1	2/2	1/1	1/1

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

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

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

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

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

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

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

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

DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

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

董事的責任保險及彌償保證

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

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

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

董事入職及持續專業發展

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

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

Name of Directors	董事姓名	Reading Regulatory Updates 研讀法規更新	Attending trainings/ briefings/ seminars/ conferences relevant to Directors' duties 出席與董事職責有關的培訓／簡報會／座談會／研討會
EDs:	**執行董事：**		
Zhou Zheng	周政	✓	✓
Zhou Jin (Appointed on 2 January 2020)	周金（於2020年1月2日委任）	✓	✓
Yang Lei	楊蕾	✓	✓
NED:	**非執行董事：**		
Lam Yu Yee, Benjamin (Resigned on 24 May 2019)	林裕兒（於2019年5月24日辭任）	✓	✓
INEDs:	**獨立非執行董事：**		
Chen Guanglei (Appointed on 20 December 2019)	陳廣壘（於2019年12月20日委任）	✓	✓
Li Chak Hung (Resigned on 20 December 2019)	李澤雄（於2019年12月20日辭任）	✓	✓
Meng Xiaosu	孟曉蘇	✓	✓
Yang Buting	楊步亭	✓	✓
Zhao Daxin	趙大新	✓	✓

ROLES OF CHAIRMAN AND CHIEF EXECUTIVE

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

Mr. Zhou Zheng resigned as Chief Executive Officer on 2 January 2020, and remained as the company's executive director, chairman and authorized representative. Ms. Zhou Jin has been appointed as an executive director and chief executive officer of the Company on the same day.

主席與行政總裁之角色

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

周政先生於2020年1月2日辭任行政總裁一職，留任本公司執行董事、主席及授權代表。周金女士已於同日獲委任為本公司執行董事兼行政總裁。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

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

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

董事的委任及重選

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

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

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

CORPORATE GOVERNANCE FUNCTION

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

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

(i) developing and reviewing the Company's policies and practices on corporate governance;

(ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;

(iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and

(v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

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

企業管治職能

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

董事會在企業管治職能之責任包括：

(i) 制定及檢討本公司之企業管治的政策及常規；

(ii) 檢討及監察董事及高級行政人員的培訓及持續專業發展；

(iii) 檢討及監察本公司的政策及常規遵守法律及監管規定；

(iv) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及

(v) 檢討本公司遵守企業管治守則之情況並在企業管治報告之披露。

於2019年及截至本報告日期為止，董事會已根據其職權範圍履行企業管治責任。

BOARD COMMITTEES

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

董事委員會

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

NOMINATION COMMITTEE

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

提名委員會

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

Mr. Zhou Zheng
(Chairman of the Nomination Committee)
Mr. Chen Guanglei (Appointed on 20 December 2019)
Mr. Li Chak Hung (Resigned on 20 December 2019)
Dr. Meng Xiaosu
Mr. Yang Buting
Mr. Zhao Daxin

周政先生
（提名委員會主席）
陳廣壘先生（於2019年12月20日委任）
李澤雄先生（於2019年12月20日辭任）
孟曉蘇博士
楊步亭先生
趙大新先生

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

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

The major roles and functions of the Nomination Committee are:

提名委員會之主要角色及職能為：

(i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(i) 檢討董事會的架構、人數及組成（包括技能、知識及經驗），並為配合本公司的企業策略向董事會提出任何改動建議；

(ii) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(ii) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；

(iii) to assess the independence of INEDs; and

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

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

The Nomination Committee will meet as and when necessary in accordance with its terms of reference and may also deal with matters by way of circulation. In 2019, one Nomination Committee meeting was held. In 2019 and up to the date of this report, the Nomination Committee performed the works as summarised below:

(i) reviewed and recommended for Board approval the proposed resolutions for re-election of the retiring Directors at 2018 AGM; and

(ii) reviewed and recommended for Board approval the renewed terms of appointment of INEDs with reference to the structure, size and composition of the Board and the independence of each INED.

BOARD DIVERSITY POLICY

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

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

(iii) 評核獨立非執行董事的獨立性；及

(iv) 就董事委任或重新委任以及董事（尤其是董事會主席及行政總裁）繼任計劃向董事會提出建議。

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

提名委員會將於有需要時根據其職權範圍舉行會議，亦可透過傳閱文件方式處理事宜。提名委員會於2019年曾舉行一次會議。於2019年及截至本報告日期為止，提名委員會已履行之工作概述如下：

(i) 檢討並建議董事會批准就重選退任董事提呈於2018年股東週年大會之決議案；及

(ii) 經參考董事會的架構、人數及組成，以及各獨立非執行董事之獨立性後，檢討並建議董事會批准重續獨立非執行董事的任期。

董事會成員多元化政策

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

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

REMUNERATION COMMITTEE

The Remuneration Committee has been established since September 1997.

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

Mr. Chen Guanglei
(Chairman of the Remuneration Committee, appointed on 20 December 2019)
Mr. Li Chak Hung
(Chairman of Remuneration Committee, resigned on 20 December 2019)
Dr. Meng Xiaosu
Mr. Yang Buting
Mr. Zhao Daxin

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

The major roles and functions of the Remuneration Committee are:

(i) to make recommendation to the Board on the remuneration policy and packages of the Directors and, where appropriate, to consult the Chairman of the Board and/or the Chief Executive Officer about the Remuneration Committee's proposals relating to the remuneration of other EDs;

(ii) to review and recommend EDs' remuneration proposals with reference to the Board's corporate goals and objectives;

(iii) to review and recommend the compensation payable to EDs relating to any loss or termination of their office or appointment;

(iv) to review and recommend compensation arrangements relating to dismissal or removal of Directors for misconduct; and

(v) to ensure that no Director is involved in deciding his own remuneration.

薪酬委員會

薪酬委員會自1997年9月起成立。

年內及於本報告刊發日期，薪酬委員會包括：

陳廣壘先生
（薪酬委員會主席，於2019年12月20日委任）
李澤雄先生
（薪酬委員會主席，於2019年12月20日辭任）
孟曉蘇博士
楊步亭先生
趙大新先生

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

薪酬委員會之主要角色及職能為：

(i) 就董事之薪酬政策及待遇向董事會提出建議，及（倘適合）就有關其他執行董事薪酬之薪酬委員會提案諮詢董事會主席及／或行政總裁；

(ii) 透過參照董事會的企業方針及目標，檢討並建議執行董事之薪酬方案；

(iii) 檢討並建議向執行董事支付與任何喪失或終止其職務或委任有關之賠償；

(iv) 檢討並建議因董事行為失當而解僱或罷免有關董事所涉及之賠償安排；及

(v) 確保概無董事參與釐定其本身之薪酬。

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

(i) the Board believes that the Remuneration Committee is not properly in a position to evaluate the performance of senior management and that this evaluation process is more effectively carried out by the EDs;

(ii) a majority of Remuneration Committee members are INEDs who may not be industry skilled and come from differing professions and backgrounds and they are not involved in the daily operation of the Company. They may have little direct knowledge of industry practice and standard compensation packages. The Remuneration Committee is thus not in a position to properly determine the remuneration of the EDs;

(iii) the EDs must be in a position to supervise and control senior management and thus must be able to control their compensation; and

(iv) there is no reason for EDs to pay senior management more than industry standards and thus Shareholders will benefit by reducing costs in the fixing of such compensation packages.

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

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

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

(i) 董事會認為薪酬委員會並不適宜評估高級行政人員之表現，而有關評估程序由執行董事執行將更為有效；

(ii) 薪酬委員會之大部份成員均為獨立非執行董事，彼等來自不同行業、具有不同背景，或會對本公司經營之行業並不完全熟悉，且並無參與本公司之日常運作。彼等對業界慣例及薪酬待遇之標準亦可能無直接認識。故此，薪酬委員會並不適宜釐定執行董事之薪酬；

(iii) 執行董事必須負責監管高級行政人員，因而須有權力管制彼等之薪酬；及

(iv) 執行董事並無理由向高級行政人員支付高於業界標準之薪酬，而按此方法釐定薪酬待遇可減省支出，將有利於股東。

薪酬委員會之職權範圍已於聯交所及本公司網站內登載。

根據其職權範圍，薪酬委員會每年須至少舉行一次會議。於2019年薪酬委員會曾舉行一次會議，而各成員之出席情況載於本報告「董事會」一節內。

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

(i) reviewed the existing policy and structure for the remuneration of the Directors;

(ii) reviewed the performance of the EDs; and

(iii) reviewed and recommended for the Board's approval the service fees of the Directors.

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

除舉行薪酬委員會會議外，薪酬委員會亦於2019年內透過傳閱文件方式處理事宜。於2019年內及截至本報告日期為止，薪酬委員會已履行之工作概述如下：

(i) 檢討董事薪酬之現時政策及架構；

(ii) 檢討執行董事之表現；及

(iii) 檢討及建議董事會批准董事的服務酬金。

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

AUDIT COMMITTEE

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

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

Mr. Chen Guanglei
(Chairman of the Audit Committee, appointed on 20 December 2019)
Mr. Li Chak Hung
(Chairman of the Audit Committee, resigned on 20 December 2019)
Dr. Meng Xiaosu
Mr. Yang Buting
Mr. Zhao Daxin

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

審核委員會

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

年內及於本報告刊發日期，審核委員會由4名獨立非執行董事組成，包括：

陳廣壘先生
（審核委員會主席，於2019年12月20日委任）

李澤雄先生
（審核委員會主席，於2019年12月20日辭任）

孟曉蘇博士
楊步亭先生
趙大新先生

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

The major roles and functions of the Audit Committee are:

(i) to consider and make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;

(ii) to consider and discuss with the external auditor the nature and scope of each year's audit;

(iii) to act as the key representative body for overseeing the Company's relations with the external auditor;

(iv) to review and monitor the external auditor's independence and objectivity;

(v) to review the interim and annual consolidated financial statements before submission to the Board;

(vi) to discuss any problems and reservation arising from the interim review and final audit, and any matters the external auditor may wish to discuss;

(vii) to review the external auditor's management letters and management's response;

(viii) to review the Group's financial controls, internal control and risk management systems;

(ix) to review the internal audit plan, ensure co-ordination between the internal and external auditors, and ensure whether the internal audit function is adequately resourced and has appropriate standing within the Group; and

(x) to consider major investigations findings on risk management and internal control matters and management's response.

審核委員會之主要角色及職能為：

(i) 考慮並就外聘核數師之委任、重新委任及罷免向董事會提供建議，以及批准外聘核數師之薪酬及聘用條款，並處理任何有關外聘核數師辭任或辭退外聘核數師之問題；

(ii) 考慮及與外聘核數師討論每年核數之性質及範疇；

(iii) 作為主要代表監察本公司與外聘核數師的關係；

(iv) 檢討及監察外聘核數師之獨立性及客觀性；

(v) 於中期及全年合併財務報表提交董事會前先行審閱；

(vi) 商議就中期審閱及年終審核而產生之任何問題及保留事項，及外聘核數師擬商討之任何事宜；

(vii) 審閱外聘核數師致管理層之函件及管理層之回應；

(viii) 檢討本集團之財務監控、內部監控及風險管理系統；

(ix) 審閱內部審計計劃，確保內部與外聘核數師之工作協調，及確保內部審計功能是否獲得足夠資源運作，且在本集團具有適當地位；及

(x) 考慮關於風險管理及內部監控事宜之重要調查發現及管理層之回應。

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

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

(i) implement policy on the engagement of the external auditors to supply non-audit services; and

(i) 執行委聘外聘核數師提供非核數服務之政策；及

(ii) ensure the management has performed its duty to have effective risk management and internal control systems.

(ii) 確保管理層已履行其職責建立有效之風險管理及內部監控系統。

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

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

(i) it is proper and appropriate for the Board and its committees to develop policy and make appropriate recommendations;

(i) 由董事會及其下設置之委員會制定政策及作出合適之建議乃屬恰當及合適；

(ii) the proper and appropriate mechanism for implementation of such policy and recommendations is through the Executive Director and management; and

(ii) 由執行董事及管理層執行該政策及建議乃屬恰當及合適之機制；及

(iii) INEDs are not in an effective position to implement policy and follow up the same on a day-to-day basis.

(iii) 獨立非執行董事並不適宜執行日常之政策及跟進工作。

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

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

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

審核委員會之職權範圍已於聯交所及本公司網站內登載。

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two Audit Committee meetings were held in 2019 and the attendance of each member is set out in the section headed "The Board" of this report.

根據其職權範圍，審核委員會每年須至少舉行兩次會議。審核委員會於2019年曾舉行一次會議，而各成員之出席情況載於本報告「董事會」一節內。

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

除舉行審核委員會會議外，審核委員會亦於2019年內透過傳閱文件方式處理事宜。於2019年內及截至本報告日期為止，審核委員會已履行之工作概述如下：

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

(i) 審閱及批准由外聘核數師建議之審核範圍及費用；

(ii) reviewed the reports from the external auditor in relation to the final audit for the year ended 31 December 2018 ("2018 Final Audit"), the interim results review for the six months ended 30 June 2019 ("2019 Interim Review") and the final audit for the year ended 31 December 2019 ("2019 Final Audit") of the Group;

(ii) 審閱外聘核數師就本集團截至2018年12月31日止年度之年終審核（「2018年年終審核」）、截至2019年6月30日止六個月之中期業績審閱（「2019年中期審閱」）及截至2019年12月31日止年度之年終審核（「2019年年終審核」）之報告；

(iii) reviewed and recommended for the Board's approval the financial reports for the year ended 31 December 2018, for the six months ended 30 June 2019 and for the year ended 31 December 2019;

(iii) 審閱及建議董事會批准截至2018年12月31日止年度、截至2019年6月30日止六個月及截至2019年12月31日止年度之財務報告；

(iv) reviewed the effectiveness of internal control system and risk management, including reviewed the internal control review reports from the independent internal control reviewer;

(iv) 審閱內部監控系統及風險管理之效能，包括檢討來自獨立內部監控審核人員的內部監控檢討報告；

(v) reviewed and recommended for the Board's approval the report on substantiation of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget; and

(v) 審閱及建議董事會批准就本集團會計及財務匯報職能方面的資源、員工資歷及經驗以及有關員工所接受的培訓課程及預算之報告；及

(vi) reviewed and recommended for the Board's annual review the Related Party Transaction Policies and Procedures, the Connected Transaction Policy and the Whistle Blower Policy.

(vi) 審閱及建議關聯方交易政策及程序、關連交易政策及舉報者政策，以供董事會作年度檢討。

COMPANY SECRETARY

For the year ended 31 December 2019, in compliance with Rule 3.28 of Listing Rules, the Company's existing Company Secretary (the "Company Secretary") is a full-time employee of the Company and familiar with the ordinary affairs of the Company. The Company Secretary is responsible for giving advice to the Board on corporate governance matters in order to assist the Group to cope with the changing regulatory environment and to suit different commercial needs. Details of the Company Secretary are set out in the section headed "Profiles of Directors and Senior Management" of this report.

公司秘書

截至2019年12月31日止年度，為遵守上市規則第3.28條，本公司之現任公司秘書（「公司秘書」）為本公司全職僱員，且熟悉本公司之日常事務。公司秘書負責就企業管治事宜向董事會提出建議，以協助本集團應付不斷轉變之監管環境及配合不同商業需求。公司秘書的詳情請參閱本報告「董事及高級行政人員一覽」一節。

For the year ended 31 December 2019, the Company Secretary had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

截至2019年12月31日止年度，公司秘書已遵守上市規則第3.29條，獲得不低於15小時的專業培訓。

MODEL CODES FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2019.

董事及相關僱員進行證券交易之標準守則

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體董事已確認，於截至2019年12月31日止年度，彼等一直遵守標準守則所載之規定標準。

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

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

ACCOUNTABILITY AND AUDIT

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

問責及審核

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

In preparing the consolidated financial statements for the year ended 31 December 2019, the Directors have selected appropriate accounting policies and applied them consistently, and have made judgements and estimates that are prudent and reasonable.

在編製截至2019年12月31日止年度的合併財務報表時，董事已選擇適當會計政策並貫徹應用，且已作出審慎合理之判斷及估計。

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

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

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain appropriate and effective risk management and internal control systems in order to safeguard the interest of the Group and the Shareholders, review and monitor the effectiveness of the internal control and risk management systems on a regular basis to ensure that the systems in place are adequate.

風險管理及內部監控

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

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

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

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

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

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

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

The Board conducted a review and assessment of the effectiveness of the Group's risk management and internal control systems and procedures during the financial year ended 31 December 2019 by way of discussions with the management of the Group, members of the Audit Committee and the external independent auditor.

經與本集團管理層、審核委員會成員及外部獨立核數師討論，董事會對本集團的風險管理及內部監控制度及程序於截至2019年12月31日止財政年度的有效性進行檢討和評估。

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

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

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

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

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

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

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

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

EXTERNAL AUDITORS' REMUNERATION

During the year, the remuneration paid/payable to the Group's external auditors was HK$1,650,000.

董事對財務報表之責任

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

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

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

外聘核數師之酬金

於年內，已支付／應付本集團外聘核數師之酬金為1,650,000港元。

COMMUNICATION WITH SHAREHOLDERS

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

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

The 2019 AGM was held on 5 June 2019. The attendance records of the Directors at the general meeting are set out in the section headed "The Board" of this report.

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

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

與股東之溝通

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

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

2019年股東週年大會於2019年6月5日舉行。董事於股東大會的出席紀錄載列於本報告「董事會」一節內。

每項重大事項(包括重選退任董事)均於股東大會提呈獨立決議案。

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

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

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

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

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

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

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

CORPORATE COMMUNICATION AND INVESTOR RELATIONS

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

公司通訊及投資者關係

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

CONSTITUTIONAL DOCUMENTS

There had been no change in the Company's constitutional documents during the year ended 31 December 2019.

憲章文件

於截至2019年12月31止年度，本公司之憲章文件並無變動。

CORPORATE GOVERNANCE ENHANCEMENT

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

提升企業管治水平

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

On behalf of the Board

承董事會命

Zhou Zheng
Chairman

周政
主席

Hong Kong, 8 May 2020

香港，2020年5月8日

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31 December 2019.

本公司之董事會(「董事會」)謹將本公司及其附屬公司(統稱「本集團」)截至2019年12月31日止年度之年報及經審核合併財務報表呈覽。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The principal activities of its subsidiaries at 31 December 2019 are set out in note 39 to the consolidated financial statements.

Further discussion and analysis of the Group's principal activities as required by Schedule 5 to the Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 8 to 31 of this annual report. No important event affecting the Group has occurred since the end of the financial year under review.

主要業務及業務回顧

本公司乃一間投資控股公司。其附屬公司於2019年12月31日之主要業務載列於合併財務報表附註39。

有關公司條例附表5所規定就本集團主要業務之進一步討論及分析,包括對本集團面對之主要風險及不明朗因素之描述以及對本集團業務可能出現之未來發展之指示,請參閱本年報第8至31頁所載之管理層討論及分析。自本回顧財政年度年結日起,並無發生對本集團造成影響之重大事件。

RESULTS AND APPROPRIATIONS

The results of the Group and appropriations of the Company are set out in the consolidated statement of profit or loss and other comprehensive income on pages 133 to 134 and in the accompanying notes to the consolidated financial statements.

The Board does not recommend the payment of a final dividend (2018: Nil) or a special dividend (2018: Nil) for the year ended 31 December 2019. Details are set out in note 10 to the consolidated financial statements.

業績及溢利分配

本集團之業績及本公司之溢利分配載列於第133至134頁之合併損益及其他綜合收益表及隨附之合併財務報表附註內。

董事會不建議派發截至2019年12月31日止年度之末期股息(2018年:無)或特別股息(2018年:無)。有關詳情載列於合併財務報表附註10。

CLOSURE OF REGISTERS OF MEMBERS

FOR DETERMINING THE ENTITLEMENT TO ATTEND AND VOTE AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY ("2020 AGM")

The 2020 AGM is scheduled to be held on 16 June 2020, Wednesday. For determining the entitlement to attend and vote at the 2020 AGM, the register of members of the Company will be closed from 11 June 2020, Thursday to 16 June 2020, Tuesday (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a Shareholder to be eligible to attend and vote at the 2020 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited of Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on 10 June 2020, Wednesday.

暫停辦理股份過戶登記

釐定出席本公司應屆股東週年大會(「2020年股東週年大會」)並於會上投票之資格

2020年股東週年大會預訂於2020年6月16日星期二舉行。為釐定股東出席2020年股東週年大會並於會上投票的資格,本公司將由2020年6月11日星期四至2020年6月16日星期二(包括首尾兩天)暫停辦理本公司股份過戶登記,在此期間本公司股份之轉讓手續將不予辦理。為符合資格出席2020年股東週年大會及於會上投票,股東必須於2020年6月10日星期三下午四時三十分前將所有過戶文件連同有關股票,送交本公司之香港股份過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室內)辦理股份過戶登記手續。

SUMMARY OF FINANCIAL INFORMATION

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

財務資料概要

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

		Year ended 31 December 截至12月31日止年度				
		2019	2018	2017	2016	2015
		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
					(Restated)	(Restated)
					(經重列)	(經重列)
RESULTS	**業績**					
REVENUE	**收入**	**119,998**	159,837	1,278,298	83,754	140,472
(LOSS)/PROFIT BEFORE INCOME TAX	**除所得稅前(虧損)/溢利**	**(162,545)**	329,330	222,735	179,411	870,259
INCOME TAX EXPENSE	**所得稅開支**	**(38,626)**	(170,881)	(95,804)	(129,859)	(256,015)
(LOSS)/PROFIT FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	**本公司擁有人應佔年內(虧損)/溢利**	**(199,812)**	159,932	115,575	39,741	547,200

		31 December 12月31日				
		2019	2018	2017	2016	2015
		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
					(Restated)	(Restated)
					(經重列)	(經重列)
ASSETS AND LIABILITIES	**資產及負債**					
Total assets	總資產	**10,358,567**	10,695,955	11,217,361	10,205,737	7,978,433
Total liabilities	總負債	**7,704,462**	7,842,982	8,162,285	7,396,411	5,187,104
Total equity	權益總計	**2,654,105**	2,852,973	3,055,076	2,809,326	2,791,329
Total liabilities and total equity	總負債及權益總計	**10,358,567**	10,695,955	11,217,361	10,205,737	7,978,433

PROPERTY, PLANT AND EQUIPMENT

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

物業、廠房及設備

本集團物業、廠房及設備於本年度內之變動詳情載列於合併財務報表附註14。

INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the year are set out in note 16 to the consolidated financial statements.

投資物業

本集團投資物業於本年度內之變動詳情載列於合併財務報表附註16。

PROPERTIES UNDER DEVELOPMENT FOR SALE

Details of movements in the properties under development for sale of the Group during the year are set out in note 18 to the consolidated financial statements.

發展中待售物業

本集團發展中待售物業於本年度內之變動詳情載列於合併報表附註18。

SHARE CAPITAL

Details of movement in the share capital of the Company during the year are set out in note 28 to the consolidated financial statements.

股本

本公司股本於本年度內之變動詳情載列於合併財務報表附註28。

CONNECTED AND RELATED PARTY TRANSACTIONS

Details of the connected and related transactions undertaken in the ordinary course of business by the Group during the year are set out in note 38 to the consolidated financial statements. Saved as disclosed therein, none of these related party transactions constitutes a connected transaction or a continuing connected transaction of the Group as defined in and required to be disclosed under Chapter 14A of the Listing Rules. The Group confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

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

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

PRE-EMPTIVE RIGHTS

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

關連及關聯方交易

本集團於本年度內於日常業務中進行之關連及關聯方交易之詳情載於合併財務報表附註38。除當中所披露者外，該等關聯方交易概無構成上市規則第14A章所定義及所規定須予披露之本集團關連交易或持續關連交易。本集團確認，其已遵守上市規則第14A章所載之披露規定。

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

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

優先購股權

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 40 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 137 to 138 respectively.

儲備

本公司及本集團儲備於本年度內之變動詳情分別載列於合併財務報表附註40及於第137至138頁之合併權益變動表。

DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the Bermuda Companies Act 1981 (as amended from time to time), amounted to approximately HK$1,602.1 million (2018: HK$1,559,7 million).

可分派儲備

截至2019年12月31日，本公司根據百慕達1981年公司法（經不時修訂）計算之可供分派儲備為約1,602.1百萬港元（2018年：1,559.7百萬港元）。

DIRECTORS

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

Executive Directors:
Zhou Zheng
Zhou Jin *(Appointed on 2 January 2020)*
Yang Lei

Non-Executive Director:
Lam Yu Yee, Benjamin *(Resigned on 24 May 2019)*

Independent Non-Executive Directors:
Chen Guanglei *(Appointed on 20 December 2019)*
Li Chak Hung *(Resigned on 20 December 2019)*
Meng Xiaosu
Yang Buting
Zhao Daxin

董事

於本年度及至本報告日期為止本公司之董事（「董事」）如下：

執行董事：
周政
周金*（於2020年1月2日委任）*
楊蕾

非執行董事：
林裕兒*（於2019年5月24日辭任）*

獨立非執行董事：
陳廣壘*（於2019年12月20日委任）*
李澤雄*（於2019年12月20日辭任）*
孟曉蘇
楊步亭
趙大新

In accordance with the Company's Bye-law 86(2), Ms. Zhou Jin and Dr. Chen Guanglei shall hold office until the forthcoming annual general meeting and, being eligible, offer themselves for re-elecction.

根據本公司之公司細則第86(2)條，周金女士及陳廣壘博士將留任至應屆股東周年大會為止，惟有資格並願意膺選連任。

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

根據本公司之公司細則第87(1)及(2)條，楊蕾先生將輪值退任，惟有資格並願意於應屆股東週年大會上膺選連任。

DIRECTORS' SERVICE CONTRACTS

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

董事之服務合約

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

PERMITTED INDEMNITY PROVISION

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

獲准許彌償條文

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

MANAGEMENT CONTRACTS

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

管理合約

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

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

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

獨立非執行董事之任期

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

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

As at 31 December 2019, the interests and short positions of the Directors and chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code, were as follows or as disclosed under the section headed "Share Option Scheme" below:

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2019年12月31日,董事及最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條須予備存的登記冊所記錄的權益及淡倉;或根據證券及期貨條例第XV部第7及8分部或根據標準守則須知會本公司及聯交所的權益及淡倉如下或如下文「購股權計劃」一節所披露:

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

Notes:

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

2. These interests in shares of the Company are held pursuant to the share options granted under the Share Option Scheme.

3. All interests stated above represent long positions.

附註:

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

2. 於本公司股份的該等權益乃按根據購股權計劃授出的購股權持有。

3. 所有上述權益指好倉。

PURPOSE OF THE SHARE OPTION SCHEME

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

購股權計劃的目的

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

ELIGIBLE PARTICIPANTS

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

(i) executive Directors, independent non-executive directors and senior executives of the Company who are responsible for the decision-making, operation and management of the Company as determined by the Board; and

(ii) any other groups or classes of participants who have contributed or may contribute to the development of the Group including but not limited to the qualified persons.

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

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

合資格參與者

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

(i) 對本公司決策、經營及管理負有責任之本公司執行董事、獨立非執行董事及高級管理人員,該等人士乃由董事會釐定;及

(ii) 已或可能對本集團發展做出貢獻的任何其他組別或類別參與人,包括但不限於合資格人士。

根據購股權計劃可供認購的股份數目上限

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

MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

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

每名合資格參與人可獲授權益上限

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

EXERCISE TIME AND EXPIRY DATE OF THE SHARE OPTIONS

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

購股權行使時間及到期日

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

EXERCISE PRICE UNDER THE SHARE OPTION SCHEME

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

(i) the closing price of the shares stated in the Stock Exchange's daily quotation sheet on the grant date;

(ii) the average closing price of the shares stated in the Stock Exchange's daily quotations sheet for the five consecutive trading days prior to the grant date; and

(iii) the par value of the Shares.

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

購股權計劃的行使價

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

(i) 於授出日期於聯交所每日報價表所列的股份收市價;

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

(iii) 股份的面值。

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

During the current year, the changes in share options granted by the Company under the Share Option Scheme are as follows:

於本年度，本公司根據購股權計劃授出的購股權變動如下：

	Date of grant 授出日期	Exercise price 行使價 HK$ 港元	1 January 2019 2019年 1月1日	Adjustment 調整	31 December 2019 2019年 12月31日
Directors 董事					
Mr. Yang Lei 楊蕾先生	11 December 2018 2018年12月11日	8.18	205,790	–	205,790
Mr. Li Chak Hung 李澤雄先生	11 December 2018 2018年12月11日	8.18	61,737	61,737	–
Mr. Meng Xiaosu 孟曉蘇博士	11 December 2018 2018年12月11日	8.18	61,737	–	61,737
Mr. Yang Buting 楊步亭先生	11 December 2018 2018年12月11日	8.18	61,737	–	61,737
Mr. Zhao Daxin 趙大新先生	11 December 2018 2018年12月11日	8.18	61,737	–	61,737
			452,738	61,737	391,001
Other Eligible Participants 其他合資格參與人	11 December 2018 2018年12月11日	8.18	4,445,069	1,224,452	3,220,617
			4,897,807	1,286,189	3,611,618

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2019 and as at the date of this report.

董事在構成競爭業務中之權益

於截至2019年12月31日止年度內任何時間及於本報告刊發日期，董事目前或過去概無在與本集團業務構成或可能構成直接或間接競爭的業務中擁有任何權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 38 to the consolidated financial statements, no contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事在重大交易、安排及合約中之權益

除合併財務報表附註38所披露者外，於本年度終結時或於本年度內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司並無訂立董事直接或間接擁有重大權益之任何重要合約。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

購買股份或債券之安排

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

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

At 31 December 2019, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

主要股東及其他人士於股份及相關股份之權益及淡倉

於2019年12月31日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份及相關股份權益之股東如下：

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

Notes:

1. This includes interest in (i) 205,182,287 shares of the Company, and (ii) convertible bonds (upon exercise if the conversion rights attached to which, 83,545,647 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang, which in turns was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.

2. All interests states above represent long positions.

附註：

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

2. 所有上述權益指好倉。

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

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

Pursuant to the terms and conditions of the Convertible Bonds I and the Bonds I and II, which details are set out in note 26 to the consolidated financial statements, at all times throughout the terms of the Convertible Bonds I and the Bonds I and II, (a) the controlling shareholders, namely SkyOcean Investment and Mr. Zhou Zheng, shall maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company on a Fully-Diluted Basis; (b) SkyOcean Investment shall not (i) exercise any of its rights to convert all or any portion of the Charged Existing CB into Shares; and (ii) amend any terms or conditions of the Existing CB Sale and Purchase Agreement, the Existing CB Terms and Conditions, the Uncharged Existing CB Terms and Conditions and the Charged Existing CB Terms and Conditions; and (c) Mr. Zhou Zheng shall remain as a Director and the Chairman of the Company. A breach of such covenants constitutes an Event of Default.

控股股東根據上市規則第13.18條須履行之特定責任

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

根據可換股債券I以及債券I及債券II之條款及條件，詳情載列於合併財務報表附註26，於可換股債券I以及債券I及債券II之整個年期內任何時間(a)控股股東（即天洋投資及周政先生）須一直維持直接或間接實益擁有合共不少於本公司按全面攤薄基準之已發行股本之51%；(b)天洋投資不得(i)行使其任何權利將全部或任何部分已押記現有可換股債券轉換為股份；及(ii)修改現有可換股債券買賣協議、現有可換股債券條款及條件、未押記現有可換股債券條款及條件及已押記現有可換股債券條款及條件之任何條款或條件；及(c)周政先生將留任本公司董事及主席。違反有關契諾即構成違約事件。

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

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

ENVIRONMENTAL PROTECTION

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

環境保護

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

The Group adheres to environmental sustainability from office throughout the property portfolio. As a responsible developer, the Group strives to ensure minimal environmental impacts by carefully managing its energy consumption, water usage, property design and waste production. In addition, we engaged construction contractors with sound environmental protection and safety track records and have closely monitored the project at every stage to ensure the construction process is in compliance with environmental protection and safety laws and regulations, and would require construction contractors to immediately resolve any defect or noncompliance, where necessary. For further details, please refer to the Environmental, Social and Governance Report.

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

COMPLIANCE WITH LAWS AND REGULATIONS

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

遵守法律法規

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

As far as the Company is aware, the Group has complied in material respects with the relevant laws and regulations which have a significant impact on the business and operations of the Company during the year ended 31 December 2019.

據本公司所知，本集團於截至2019年12月31日止年度已在各重要方面遵守對本公司之業務及營運有重大影響之法律及法規。

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

與本集團僱員、客戶及供應商之主要關係

WORKPLACE QUALITY

工作環境質量

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

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

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

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

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

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

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

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

RELATIONSHIPS WITH THE GROUP'S OTHER STAKEHOLDERS

The Group maintains good relationships with existing and potential customers as understanding of the market trends would enable the Group to monitor and review the credit quality of the customers and timely adjust its operating strategies, which are crucial to the development and success of the Group. The Group places effort to build up and maintain good relationships with various commercial banks and financial institutions as the businesses of the Group are capital intensive nature and require on-going funding to maintain continuous growth.

During the year ended 31 December 2019, there was no material and significant dispute between the Group and its financial institutions and/or customers.

EMOLUMENT POLICY

Details of the Directors' and senior management emoluments and of the five highest paid individuals in the Group are set out in notes 11 and 12 to the consolidated financial statements.

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

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

與本集團其他持份者之關係

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

於截至2019年12月31日止年度，本集團與金融機構及／或其客戶之間並無重大及明顯之爭議。

薪酬政策

董事及高級管理人員之酬金及本集團五名最高薪酬人士之酬金詳情載列於合併財務報表附註11及12。

本集團僱員之薪酬政策乃按僱員之功績、資歷及能力制訂。

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate revenue attributable to the Group's five largest customers accounted for 77.01% of the Group's total revenue for the year and the revenue attributable to the Group's largest customer included therein amounted to 58.05%. The aggregate purchases attributable to the Group's five largest suppliers accounted for 66.97% of the Group's total construction cost incurred for the year. The purchases attributable to the Group's largest supplier amounted to 15.83% of the Group's total construction cost.

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

主要客戶及供應商

年內，來自本集團五大客戶之收入總額佔本集團全年收入總額77.01%，當中本集團最大客戶佔收入58.05%，而本集團五大供應商之採購總額佔本集團全年發生建設成本總額之66.97%。本集團最大供應商之採購額佔本集團建設成本總額之15.83%。

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares on the Stock Exchange during the year ended 31 December 2019.

購買、出售或贖回上市證券

於截至2019年12月31日止年度，本公司及其任何附屬公司概無於聯交所購買、出售或贖回本公司之任何股份。

DONATIONS

The Group made charitable donations of RMB2 million during the year.

捐款

本集團於本年度內作出慈善捐款兩百萬元。

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 84 to 108.

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規之資料，載列於第84至108頁之企業管治報告內。

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that a sufficient public float of more than 25% of the issued capital of the Company has been maintained as at the date of this report and at all times during the year ended 31 December 2019.

足夠公眾持股量

根據本公司可取得的公開資料及就董事所知，確認於本報告日以及於截至2019年12月31日止年度內所有時間，本公司已維持超過本公司已發行股本25%的足夠公眾持股量。

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 41 to the consolidated financial statements.

報告期後事項

報告期後事項詳情載於合併財務報表附註41內。

INDEPENDENT AUDITOR

The Company has appointed MAZARS CPA Limited ("MAZARS") as auditors of the Company for the year ended 31 December 2019.

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

獨立核數師

本公司已委任中審眾環(香港)會計師事務所有限公司(「中審眾環」)為本公司截至2019年12月31日止年度的核數師。

本公司應屆股東週年大會上將提呈一項決議案，以續聘中審眾環為本公司核數師。

On behalf of the Board

代表董事會

Zhou Zheng
Chairman

周政
主席

Hong Kong, 8 May 2020

香港，2020年5月8日

Independent Auditor's Report
獨立核數師報告

MAZARS

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

致夢東方集團有限公司股東

(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of DreamEast Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 133 to 300, which comprise the consolidated statement of financial position as at 31 December 2019, and 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 financial position of the Group as at 31 December 2019, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

本所已審計第133至300頁所載夢東方集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表,此合併財務報表包括於2019年12月31日的合併財務狀況表與截至該日止年度的合併綜合收益表、合併權益變動表及合併現金流量表,以及合併財務報表附註,包括主要會計政策概要。

本所認為,該等合併財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2019年12月31日的財務狀況及截至該日止年度 貴集團的財務表現和現金流量,並已按照香港公司條例的披露規定妥為編製。

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

本所已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。本所在該等準則下承擔的責任已在本報告「*核數師對審計合併財務報表承擔的責任*」一節中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」),本所獨立於 貴集團,並已履行守則中的其他專業道德責任。本所相信,本所所獲得的審核證據能充足及適當地為本所的審核意見提供基礎。

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 year. 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.

關鍵審計事項

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

Key audit matters identified in our audit are summarised as follows:

我們在審計中識別的關鍵審計事項概述如下：

Key audit matters 關鍵審計事項	How our audit addressed the key audit matter 本所在審計中如何處理關鍵審計事項
Valuation of investment properties **投資物業之估值**	
We identified the valuation of investment properties as a key audit matter because the valuation process involves estimations, various assumptions and determination of key inputs, which are judgmental. Any changes to these inputs may have a significant impact on the fair value. Management determined the fair value of the Group's investment properties at 31 December 2019 with the assistance of an independent external valuer. 本所把投資物業的估值列為關鍵審計事項，因為估值過程涉及屬判斷性質的估計、多項假設及對關鍵輸入值的確定。該等輸入值之任何變動均可能會對公允價值造成重大影響。管理層在獨立外部評估師之協助下釐定　貴集團於2019年12月31日投資物業之公允價值。 Details of the investment properties and the related key estimation uncertainty are set out in notes 16 and 3, respectively, to the consolidated financial statements. 投資物業詳情及相關主要估計不確定性分別載於合併財務報表附註16及3。	Our procedures in relation to management's valuation of investment properties included: 本所就管理層對投資物業進行估值之有關程序包括： • Evaluating the competence, capabilities and objectivity of the independent external valuer engaged by the management; 評估管理層委聘的獨立外部評估師是否適任、有能力及客觀； • Obtaining a copy of valuation report prepared by the independent external valuer and discussing with the independent external valuer to understand the basis of determination of valuation; 取得獨立外部評估師編製的評估報告，與獨立外部評估師討論以了解釐定估值的基準； • Challenging the independent external valuer the methodologies and judgments used in valuing the investment properties and obtaining market evidence as to support the key inputs used by the independent external valuer; and 質疑獨立外部評估師對投資物業進行估值時所採用的方法及判斷，並取得獨立外部評估師用於支持關鍵輸入數值的市場證據；及 • Assessing the adequacy of the disclosures on the fair value measurement of investment properties including the fair value measurement hierarchy, the valuation technique and significant unobservable inputs in the consolidated financial statements. 評估投資物業公允價值計量披露的適當性，包括公允價值計量層級、估值技術及合併財務報表中的重大不可觀察輸入數據。

KEY AUDIT MATTERS – continued

關鍵審計事項－續

Key audit matters 關鍵審計事項	How our audit addressed the key audit matter 本所在審計中如何處理關鍵審計事項
Revenue recognised from sales of properties **物業銷售之已確認收入** We identified the revenue from sales of properties as a key audit matter since sales of properties represent one of the key performance indicators of the Group which subjects to high risk of misstatements. 因為物業銷售乃 貴集團的一項關鍵績效指標，面臨較大的錯誤陳述風險，本所把銷售物業所得收入列為關鍵審計事項。 Details of revenue from sales of properties are set out in note 4 to the consolidated financial statements. 銷售物業所得收入之詳情載於合併財務報表附註4。	Our procedures in relation to revenue from sales of properties included on sample basis: 本所就銷售物業所得收入之有關程序抽樣包括： • Testing key internal controls over revenue recognition; 測試對收入確認之關鍵內部控制； • Reading the signed sales and purchase agreements to understand the relevant terms on timing of property delivery and title transfer; 閱覽已簽署買賣協議，以了解物業交付及業權轉讓之時間安排之相關條款； • Obtaining evidence regarding the property delivery and title transfer; and 獲取有關物業交付及業權轉讓之憑據；及 • Reconciling the monetary amounts of recorded transactions and related payments to the signed sales and purchase agreements. 將已記錄交易之貨幣金額與已簽署買賣協議之相關付款進行對賬。

OTHER INFORMATION

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises the information included in the 2019 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

其他資料

貴公司董事(「董事」)須對其他資料承擔責任。其他資料包括　貴公司2019年年報中所包含的資料,但不包括合併財務報表及本所載於其中的核數師報告。

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

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

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

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

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

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

董事及治理層對合併財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定,編製真實且公平的合併財務報表,及落實其認為編製合併財務報表所必要的內部控制,以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製合併財務報表時,董事須負責評估　貴集團持續經營的能力,並在適用情況下披露與持續經營相關的事項,並運用持續經營為會計基礎,除非董事有意將　貴集團清盤或停止經營或別無其他實際的替代方案。

治理層負責監督　貴集團之財務報告流程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師對審計合併財務報表承擔的責任

本所的目標為對合併財務報表是否不存在由欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本所意見的核數師報告。本報告根據百慕達1981年公司法第90條僅向整體股東作出，並無作其他用途。本所不會就本報告內容向任何其他人士負上或承擔任何責任。

合理核證是高水平的核證，但不能保證按香港審計準則進行的審核在某一重大錯誤陳述存在時總能發現。錯誤陳述可因欺詐或錯誤產生，如果合理預期其單獨或匯總起來可影響合併財務報表使用者依賴該等合併財務報表作出的經濟決定時，則被視為重大錯誤陳述。

本所根據香港審計準則執行審計的工作之一，是在整個審計過程中運用專業判斷，保持專業懷疑。本所亦：

- 識別及評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計證據，作為本所意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

- 了解與審計相關的內部控制，以設計適當的審計程序，惟並非旨在對　貴集團內部控制的有效性發表意見。

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師對審計合併財務報表承擔的責任－續

- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計證據，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對　貴集團的持續經營能力產生重大疑慮。如果本所認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則修訂本所的意見。本所的結論是基於核數師報告日止所取得的審計證據。然而，未來事項或情況可能導致　貴集團不能持續經營。

- 評估合併財務報表的整體呈列方式、結構和內容，包括披露，以及合併財務報表是否公平反映相關交易和事項。

- 就　貴集團內實體或業務活動的財務資料獲取充足及適當的審計證據，以便對合併財務報發表意見。本所負責集團審計的方向、監督及執行。本所為審計意見承擔全部責任。

本所與治理層就（其中包括）審計的計劃範圍、時間安排及重大審計發現溝通，該等發現包括本所在審計過程中識別的內部控制的任何重大缺陷。

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements 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.

核數師對審計合併財務報表承擔的責任－續

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

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

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 8 May 2020

The engagement director on the audit resulting in this independent auditor's report is:
Fung Shiu Hang
Practising Certificate number: P04793

中審眾環（香港）會計師事務所有限公司
執業會計師
香港，2020年5月8日

出具本獨立核數師報告之審計項目董事為：

馮兆恆
執業證書編號：P04793

Consolidated Statement of Profit or Loss and Other Comprehensive Income
合併損益及其他綜合收益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		NOTES 附註	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
Revenue	**收入**	4		
Sales of properties	物業銷售		**84,338**	89,630
Rental income	租金收入		**17,441**	52,767
Tourism park operations and other services	旅遊樂園營運及其他服務		**18,219**	17,440
			119,998	159,837
Cost of sales and services	銷售及服務成本		**(73,843)**	(84,974)
Gross profit	毛利		**46,155**	74,863
Other gains and losses	其他收益及虧損	6	**(48,162)**	(25,883)
Other income	其他收入		**26,492**	2,209
Share of results of joint ventures	分佔合營企業業績	17	**(7,653)**	(2,702)
Fair value changes of investment properties	投資物業公允價值變動	16	**91,594**	638,953
Selling expenses	銷售開支		**(24,592)**	(48,160)
Administrative expenses	行政費用		**(108,539)**	(143,076)
Loss on disposal of subsidiaries	出售附屬公司之虧損	34	**(7,642)**	–
Loss on extinguishment of convertible bonds	註銷可換股債券之虧損	26	**(1,623)**	–
Finance costs	財務開支	7	**(128,575)**	(166,874)
(Loss) Profit before tax	**除稅前(虧損)溢利**	8	**(162,545)**	329,330
Income tax expense	所得稅開支	9	**(38,626)**	(170,881)
(Loss) Profit for the year	**年內(虧損)溢利**		**(201,171)**	158,449
Other comprehensive (loss) gain:	**其他綜合(虧損)收益:**			
Item that may be reclassified to profit or loss:	**或會重新分類至損益之項目:**			
Exchange differences on translation	換算產生之匯兑差額		**(11,392)**	(204,441)
Share of other comprehensive loss of joint ventures	分佔合營企業其他綜合虧損		**(31,010)**	–
			(42,402)	(204,441)
Item that will not be reclassified subsequently to profit or loss:	**其後不會重新分類至損益之項目:**			
Exchange differences on translation	換算產生之匯兑差額		**36,221**	38,383
Other comprehensive loss for the year	**年內其他綜合虧損**		**(6,181)**	(166,058)

Consolidated Statement of Profit or Loss and Other Comprehensive Income
合併損益及其他綜合收益表

For the year ended 31 December 2019 截至2019年12月31日止年度

		NOTES 附註	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
Total comprehensive loss for the year	**年內綜合虧損總額**		**(207,352)**	(7,609)
(Loss) Profit for the year attributable to:	**歸屬於下列各項之年內（虧損）溢利：**			
Owners of the Company	本公司擁有人		**(199,812)**	159,932
Non-controlling interests	非控制性權益		**(1,359)**	(1,483)
			(201,171)	158,449
Total comprehensive loss for the year attributable to:	**歸屬於下列各項之年內綜合虧損總額：**			
Owners of the Company	本公司擁有人		**(200,584)**	(6,126)
Non-controlling interests	非控制性權益		**(6,768)**	(1,483)
			(207,352)	(7,609)
(Loss) Earnings per share	**每股（虧損）盈利**	13		
– Basic	一基本		**(HK$0.6999港元)**	HK$0.6057港元
– Diluted	一攤薄		**(HK$0.6999港元)**	HK$0.5205港元

Consolidated Statement of Financial Position
合併財務狀況表

At 31 December 2019 於2019年12月31日

		NOTES 附註	2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	14	**286,920**	235,321
Prepaid lease payments	預付租賃款項	15	**–**	50,913
Right-of-use assets	使用權資產	15	**52,441**	–
Investment properties	投資物業	16	**2,567,861**	5,512,086
Investment in joint ventures	於合營企業之投資	17	**1,313,830**	1,234,984
Other non-current assets	其他非流動資產	21	**144,119**	149,865
			4,365,171	7,183,169
Current assets	**流動資產**			
Properties under development for sale	發展中待售物業	18	**4,680,357**	1,794,433
Completed properties held for sale	已竣工待售物業		**283,761**	358,847
Inventories	存貨		**153**	623
Trade receivables	貿易應收款項	19	**4,833**	10,475
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	20	**93,312**	35,564
Amounts due from related companies	應收關聯公司款項	38(G)(i)	**634,833**	890,586
Other current assets	其他流動資產	21	**255,167**	235,783
Pledged bank deposits	已抵押銀行存款		**–**	930
Bank balances and cash	銀行結餘及現金	22	**40,980**	185,545
			5,993,396	3,512,786
Current liabilities	**流動負債**			
Trade and other payables and accruals	貿易及其他應付款項及預提款項	23	**716,945**	805,924
Contract liabilities	合約負債	24	**285,872**	289,975
Amounts due to related companies	應付關聯公司款項	38(G)(ii)	**1,088,762**	1,098,050
Lease liabilities	租賃負債	15	**4,143**	–
Tax payable	應繳稅項		**71,072**	56,953
Bank and other borrowings – within one year	銀行及其他借貸 一一年內到期	25	**1,635,613**	414,270
Convertible bonds and bonds	可換股債券及債券	26	**1,040,985**	685,984
			4,843,392	3,351,156
Net current assets	**流動資產淨值**		**1,150,004**	161,630
Total assets less current liabilities	**總資產減流動負債**		**5,515,175**	7,344,799

Consolidated Statement of Financial Position
合併財務狀況表

At 31 December 2019 於2019年12月31日

		NOTES 附註	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
Non-current liabilities	**非流動負債**			
Deferred tax liabilities	遞延税項負債	27	**513,649**	502,256
Bank and other borrowings – over one year	銀行及其他借貸 一一年後到期	25	**2,347,421**	3,554,364
Convertible bonds and bonds	可換股債券及債券	26	**–**	435,206
			2,861,070	4,491,826
Net assets	**資產淨值**		**2,654,105**	2,852,973
Capital and reserves	**資本及儲備**			
Share capital	股本	28	**28,550**	28,550
Reserves	儲備		**2,400,792**	2,592,043
Equity attributable to owners of the Company	本公司擁有人應佔權益		**2,429,342**	2,620,593
Non-controlling interests	非控制性權益		**224,763**	232,380
Total equity	**權益總額**		**2,654,105**	2,852,973

The consolidated financial statements on pages 133 to 300 were approved and authorised for issue by the Board of Directors on 8 May 2020 and signed on its behalf by:

第133至300頁之合併財務報表於2020年5月8日經董事會批准及授權刊發，並由下列董事代表簽署：

Zhou Jin
Director
周金
董事

Yang Lei
Director
楊蕾
董事

Consolidated Statement of Changes in Equity
合併權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Statutory surplus reserve 法定盈餘儲備 HK$'000 千港元 (Note a) (附註a)	Other reserve 其他儲備 HK$'000 千港元	Share option reserve 購股權儲備 HK$'000 千港元 (Note b) (附註b)	Convertible bonds equity reserve 可換股債券權益儲備 HK$'000 千港元 (Note c) (附註c)	Exchange translation reserve 外匯換算儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 總計 HK$'000 千港元	Equity attributable to non-controlling interests 非控制性權益應佔權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 1 January 2019	於2019年1月1日	**28,550**	**855,716**	**127,880**	**(629,463)**	**496**	**398,353**	**(279,364)**	**2,118,425**	**2,620,593**	**232,380**	**2,852,973**
Loss for the year	年內虧損	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(199,812)**	**(199,812)**	**(1,359)**	**(201,171)**
Other comprehensive loss:	其他綜合虧損：											
Exchange differences on translation	換算產生之匯兑差額	**–**	**–**	**–**	**–**	**–**	**–**	**(772)**	**–**	**(772)**	**(5,409)**	**(6,181)**
Total comprehensive loss for the year	年內綜合虧損總額	**–**	**–**	**–**	**–**	**–**	**–**	**(772)**	**(199,812)**	**(200,584)**	**(6,768)**	**(207,352)**
Transactions with owners:	**與擁有人的交易：**											
Contributions and distributions	*供款及分派*											
Extension of the Convertible Bonds I (Note 26)	延長可換股債券I（附註26）	**–**	**–**	**–**	**–**	**–**	**515**	**–**	**–**	**515**	**–**	**515**
Equity-settled share-based payments (Note 29)	按權益結算以股份為基礎的付款（附註29）	**–**	**–**	**–**	**–**	**8,818**	**–**	**–**	**–**	**8,818**	**–**	**8,818**
Disposal of subsidiaries (Note 34)	出售附屬公司（附註34）	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(849)**	**(849)**
Total transactions with owners	**與擁有人的交易總額**	**–**	**–**	**–**	**–**	**8,818**	**515**	**–**	**–**	**9,333**	**(849)**	**8,484**
As at 31 December 2019	**於2019年12月31日**	**28,550**	**855,716**	**127,880**	**(629,463)**	**9,314**	**398,868**	**(280,136)**	**1,918,613**	**2,429,342**	**224,763**	**2,654,105**

Consolidated Statement of Changes in Equity
合併權益變動表

For the year ended 31 December 2019 截至2019年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Statutory surplus reserve 法定盈餘儲備 HK$'000 千港元 (Note a) (附註a)	Other reserve 其他儲備 HK$'000 千港元	Share option reserve 購股權儲備 HK$'000 千港元 (Note b) (附註b)	Convertible bonds equity reserve 可換股債券權益儲備 HK$'000 千港元 (Note c) (附註c)	Exchange translation reserve 外匯換算儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 總計 HK$'000 千港元	Equity attributable to non-controlling interests 非控制性權益應佔權益 HK$'000 千港元	Total equity 權益總額 HK$'000 千港元
At 1 January 2018	於2018年1月1日	26,322	347,939	127,880	(638,017)	–	1,327,684	(113,306)	1,958,493	3,036,995	18,081	3,055,076
Profit (loss) for the year	年內溢利(虧損)	–	–	–	–	–	–	–	159,932	159,932	(1,483)	158,449
Other comprehensive loss:	其他綜合虧損:											
Exchange differences on translation	換算產生之匯兑差額	–	–	–	–	–	–	(166,058)	–	(166,058)	–	(166,058)
Total comprehensive loss for the year	年內綜合虧損總額	–	–	–	–	–	–	(166,058)	159,932	(6,126)	(1,483)	(7,609)
Transactions with owners:	與擁有人的交易:											
Contributions and distributions	*供款及分派*											
Issue of shares upon conversion of convertible bonds (Note 26(b))	可換股債券獲轉換時發行股份(附註26(b))	19,494	1,903,996	–	–	–	(929,331)	–	–	994,159	–	994,159
Disposal of subsidiaries (Note 26(b) and 34)	出售附屬公司(附註26(b)及34)	(17,266)	(1,396,219)	–	8,554	–	–	–	–	(1,404,931)	215,782	(1,189,149)
Equity-settled share-based payments (Note 29)	按權益結算以股份為基礎的付款(附註29)	–	–	–	–	496	–	–	–	496	–	496
Total transactions with owners	與擁有人的交易總額	2,228	507,777	–	8,554	496	(929,331)	–	–	(410,276)	215,782	(194,494)
As at 31 December 2018	於2018年12月31日	28,550	855,716	127,880	(629,463)	496	398,353	(279,364)	2,118,425	2,620,593	232,380	2,852,973

Notes:

a. In accordance with the Articles of Association of all subsidiaries of DreamEast Group Limited that established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital of those subsidiaries. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory surplus reserve can be used to make up for previous year's losses, expand the existing operation or convert into additional capital of the subsidiaries.

b. Share option reserve comprise the fair value of the actual or estimated number of unexercised share options granted to directors and employees of the Group recognised in accordance with the accounting policy adopted for share-based payments.

c. Convertible bonds equity reserves represent equity portion of convertible bonds.

附註：

a. 根據夢東方集團有限公司於中華人民共和國(「中國」)成立的所有附屬公司的組織章程細則，該等附屬公司須轉撥除税後溢利的10%至法定盈餘儲備，直至儲備達到該等附屬公司註冊資本的50%。轉撥儲備須於向權益持有人分派股息前作出。法定盈餘儲備可用於彌補過往年度之虧損，擴展現有業務或轉作附屬公司的額外資本。

b. 購股權儲備包括根據就以股份為基礎的付款採納的會計政策確認的授予本集團董事及僱員的未行使購股權的實際或估計數目的公允價值。

c. 可換股債券權益儲備指可換股債券的權益部分。

Consolidated Statement of Cash Flows
合併現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
OPERATING ACTIVITIES	**經營活動**		
(Loss) Profit before tax	除税前(虧損)溢利	**(162,545)**	329,330
Adjustments for:	經調整:		
Interest income	利息收入	**(158)**	(1,867)
Interest expenses	利息開支	**128,575**	166,874
Fair value change of investment properties	投資物業公允價值變動	**(91,594)**	(638,953)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**3,007**	3,825
Depreciation of right-of-use assets	使用權資產折舊	**7,466**	–
Amortisation of prepaid lease payment	預付租賃款項攤銷	**–**	1,575
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	**1,166**	692
Loss on extinguishment of convertible bonds	註銷可換股債券之虧損	**1,623**	–
Share of results of joint ventures	分佔合營企業業績	**7,653**	2,702
Allowance for doubtful debts	呆賬撥備	**–**	6
Provision for compensation	賠償撥備	**12,013**	–
Equity-settled share-based payments	按權益結算以股份為基礎的付款	**8,818**	496
Exchange difference	匯兑差額	**26,992**	20,701
Operating loss before changes in working capital	未計營運資金變動前之經營虧損	**(56,984)**	(114,619)
Decrease/(increase) in properties under development and properties for sale	發展中物業及待售物業減少/(增加)	**204,832**	(556,454)
Increase in prepayment for land use rights for properties under development for sale	發展中待售物業的土地使用權預付款項增加	**(7,004)**	–
Decrease/(increase) in inventories	存貨減少/(增加)	**470**	(497)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	**5,642**	(10,487)
Increase in other current assets, other receivables, deposits and prepayments	其他流動資產、其他應收款項、按金及預付款項增加	**(3,207)**	(1,297,879)
(Decrease)/increase in trade and other payables and accruals	貿易及其他應付款項以及預提款項(減少)/增加	**(78,468)**	1,042,877
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	**(4,103)**	170,584
Cash generated from (used in) operations	經營產生(所用)之現金	**61,178**	(766,475)
Income tax paid	已付所得税	**(1,608)**	(503)
Net cash from (used in) operating activities	**經營活動所得(所用)現金淨額**	**59,570**	(766,978)

For the year ended 31 December 2019 截至2019年12月31日止年度

		Notes 附註	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
INVESTING ACTIVITIES	**投資活動**			
Interest received	已收利息		**158**	1,867
Investment in joint venture	於合營企業之投資	17	**(117,509)**	–
Acquisition of investment properties	收購投資物業		**(159,362)**	(57,242)
Repayment from/(Advance to) related companies	關聯公司還款／（向關聯公司墊款）		**255,753**	(937,444)
Disposal of subsidiaries	出售附屬公司	34	**141,721**	–
Decrease in pledged bank deposits	已抵押銀行存款減少		**930**	863
Prepayment for land use rights for investment properties under development	發展中投資物業的土地使用權預付款項		**(4,028)**	–
Prepayment to a construction contractor for constructing investment properties	就建造投資物業向建築承包商預付款		**–**	(46,693)
Purchase of property, plant and equipment	購買物業、廠房及設備		**(59,226)**	(198,910)
Net cash from (used in) investing activities	**投資活動所得（所用）現金淨額**		**58,437**	(1,237,559)
FINANCING ACTIVITIES	**融資活動**			
Interest paid	已付利息		**(363,801)**	(351,679)
Transaction costs on extension of convertible bonds and bonds	延長可換股債券及債券之交易成本	26	**(8,910)**	–
Advances from related companies	關聯公司墊款		**29,374**	718,198
Disposal of subsidiaries	出售附屬公司		**–**	(3,192)
New bank and other borrowings raised	新增銀行及其他借貸		**552,206**	743,351
Redemption of bonds	贖回債券	26	**(110,000)**	(70,000)
Repayment of bank and other borrowings	償還銀行及其他借貸		**(360,648)**	(119,060)
Repayment of lease liabilities	償還租賃負債		**(6,544)**	–
Net cash (used in) from financing activities	**融資活動（所用）所得之現金淨額**	37	**(268,323)**	917,618
Net decrease in cash and cash equivalents	**現金及現金等價物減少淨額**		**(150,316)**	(1,086,919)
Cash and cash equivalents at beginning of the reporting period	**於報告期初之現金及現金等價物**		**185,545**	1,403,123
Effect of foreign exchange rate changes	**匯率變動之影響**		**5,751**	(130,659)
Cash and cash equivalents at end of the reporting period, represented by bank balances and cash	**於報告期末之現金及現金等價物計為銀行結餘及現金**		**40,980**	185,545

1. CORPORATE INFORMATION

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

The principal activity of the Company is investment holding. The principal activities of the subsidiaries (together with the Company, hereinafter collectively referred to as the "Group") were provision of property development and leasing as well as tourism park operations and other services. Particulars of the principal subsidiaries are detailed in note 39.

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

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

1. 公司資料

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

本公司之主要業務為投資控股。附屬公司(連同本公司,以下統稱為「本集團」)之主要業務為提供物業發展及租賃以及旅遊樂園營運及其他服務。主要附屬公司的詳情於附註39詳述。

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

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

2. PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable 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 disclosure requirements of Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions under the Rules Governing the Listing of Securities on the Stock Exchange.

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2018 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current year. A summary of the principal accounting policies adopted by the Group is set out below.

ADOPTION OF NEW/REVISED HKFRSs

The Group has applied, for the first time, the following new/revised HKFRSs:

Annual Improvements to HKFRSs	2015-2017 Cycle
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKAS 19	Employee Benefits
Amendments to HKAS 28	Investments in Associates and Joint Ventures
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
HKFRS 16	Leases

2. 主要會計政策

編製基準

該等合併財務報表乃根據香港財務報告準則(「香港財務報告準則」,為包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港普遍採納之會計原則以及香港公司條例之披露規定而編製。該等合併財務報表亦符合聯交所證券上市規則之適用披露規定。

該等合併財務報表乃按與2018年合併財務報表中採納的會計政策一致的基準編製,惟採納以下與本集團相關且於本年度生效的新訂/經修訂香港財務報告準則除外。本集團採用的主要會計政策概要載列於下文。

採納新訂/經修訂香港財務報告準則

本集團首次應用以下新訂/經修訂香港財務報告準則:

香港財務報告準則之年度改進	2015年至2017年週期
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性
香港會計準則第19號之修訂	僱員福利
香港會計準則第28號之修訂	於聯營公司及合營企業之投資
香港財務報告準則第9號之修訂	反向補償之提前償付特徵
香港財務報告準則第16號	租賃

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

Annual Improvements Project – 2015-2017 Cycle

HKFRS 3: Previously held interest in a joint operation

The amendments clarify that obtaining control of a business that is a joint operation is a business combination achieved in stages. The acquirer shall therefore apply the requirements for a business combination achieved in stages, including remeasuring its entire previously held interest in the joint operation.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

HKFRS 11: Previously held interest in a joint operation

The amendments clarify that when an entity that participated in a joint operation which is a business obtains joint control of the joint operation, its previously held interest in the joint operation is not remeasured.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

年度改進項目－2015年至2017年週期

香港財務報告準則第3號：先前於共同經營業務中持有權益

該等修改澄清，取得對共同經營業務的控制權是分階段實現的業務合併。購買方因此須應用分階段實現的業務合併的規定，包括重新計量先前於共同經營業務中持有的全部權益。

採納該等修訂不會對合併財務報表造成任何重大影響。

香港財務報告準則第11號：先前於共同經營業務中持有權益

該等修訂澄清，參與共同經營業務（為一項業務）的實體取得共同經營業務的共同控制權時，其先前於共同經營業務持有的權益不會重新計量。

採納該等修訂不會對合併財務報表造成任何重大影響。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

Annual Improvements Project – 2015-2017 Cycle – continued

HKAS 12: Income tax consequences of payments on financial instruments classified as equity

The amendments clarify that (a) the income tax consequences of dividends are recognised in profit or loss, other comprehensive income or equity according to where the past transactions or events that generated the distributable profits were originally recognised and (b) these requirements apply to all income tax consequences of dividends as defined in HKFRS 9.

The adoption of the amendments does not have any impact on the consolidated financial statements.

HKAS 23: Borrowing costs eligible for capitalisation

The amendments clarify that (a) if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of the funds an entity borrows generally and (b) funds borrowed specifically to obtain an asset other than a qualifying asset are included as part of general borrowings.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

年度改進項目－2015年至2017年週期－續

香港會計準則第12號：分類為權益的金融工具付款的所得稅處理

該修改澄清，(a)股息的所得稅處理乃根據最初確認產生可分派溢利的過往交易或事件於損益、其他綜合收益或權益確認及(b)該等規定適用於香港財務報告準則第9號所界定之股息的所得稅處理。

採納該等修訂不會對合併財務報表造成任何重大影響。

香港會計準則第23號：符合資本化條件的借款成本

該修改澄清，(a)倘特定借款於相關合資格資產可用於其擬定用途或出售後仍未償還，其成為一個實體一般借入的資金的一部分及(b)專門為獲得資產（合資格資產除外）而借入的資金乃作為一般借款的一部分。

採納該等修訂不會對合併財務報表造成任何重大影響。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HK(IFRIC)-Int 23: Uncertainty over Income Tax Treatments

The HK(IFRIC)-Int 23 supports the requirements in HKAS 12 Income Taxes by specifying how to reflect the effects of uncertainty in accounting for income taxes.

The adoption of the HK(IFRIC)-Int 23 does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 19: Employee Benefits

The amendments require the use of updated assumptions to determine current service cost and net interest for the remainder of the reporting period after a change is made to a plan.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 28 Investments in Associates and Joint Ventures

The amendments clarify that long-term interests in an associate or joint venture, to which the equity method is not applied, are accounted for using HKFRS 9.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港（國際財務報告詮釋委員會）－詮釋第23號：所得稅處理之不確定性

香港（國際財務報告詮釋委員會）－詮釋第23號對如何反映所得稅會計處理不確定性的影響提供指引，以支持香港會計準則第12號所得稅之規定。

採納香港（國際財務報告詮釋委員會）－詮釋第23號不會對合併財務報表造成任何重大影響。

香港會計準則第19號之修訂：僱員福利

該等修訂要求使用經更新假設，以釐定對計劃作出變更後餘下報告期間的當期服務成本及利息淨值。

採納該等修訂不會對合併財務報表造成任何重大影響。

香港會計準則第28號之修訂：於聯營公司及合營企業之投資

該等修訂澄清，不適用權益法的於聯營公司或合營企業之長期權益使用香港財務報告準則第9號入賬。

採納該等修訂不會對合併財務報表造成任何重大影響。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

Amendments to HKFRS 9: Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income instead of at FVPL if specified conditions are met.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

HKFRS 16: Leases

HKFRS 16 replaces HKAS 17 and related interpretations for annual periods beginning on or after 1 January 2019. It significantly changes, among others, the lessee accounting by replacing the dual-model under HKAS 17 with a single model which requires a lessee to recognise right-of-use assets and lease liabilities for the rights and obligations created by all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. HKFRS 16 also requires enhanced disclosures to be provided by lessees and lessors.

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第9號之修訂：反向補償之提前償付特徵

該等修訂澄清，倘滿足特定條件，反向補償之提前償付金融資產可按攤餘成本或按公允價值計入其他綜合收益（而非按公允價值計入損益）計量。

採納該等修訂不會對合併財務報表造成任何重大影響。

香港財務報告準則第16號：租賃

香港財務報告準則第16號於2019年1月1日或之後開始的年度期間取代香港會計準則第17號及相關詮釋。此安排對承租人之會計處理方式造成重大變動（其中包括），以單一模式取代香港會計準則第17號所指定的雙重模式，規定除相關資產價值極低外，承租人須就因租期逾12個月的所有租賃而產生的權利及義務確認使用權資產及租賃負債。就出租人會計處理而言，香港財務報告準則第16號大致繼承了香港會計準則第17號有關出租人會計處理的規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同的會計處理。香港財務報告準則第16號亦規定承租人及出租人須提供更詳盡披露。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HKFRS 16: Leases – continued

In accordance with the transitional provisions, the Group has applied HKFRS 16 for the first time at 1 January 2019 (i.e. the date of initial application, the "DIA") using the modified retrospective approach in which comparative information has not been restated. Instead, the Group recognised the cumulative effect of initially applying HKFRS 16 as an adjustment to the balance of accumulated profits or other component of equity, where appropriate, at the DIA.

The Group also elected to use the transition practical expedient not to reassess whether a contract was, or contained, a lease at the DIA and the Group applied HKFRS 16 only to contracts that were previously identified as leases applying HKAS 17 and to contracts entered into or changed on or after the DIA that are identified as leases applying HKFRS 16.

As lessee

Before the adoption of HKFRS 16, lease contracts were classified as operating or finance lease in accordance with the Group's accounting policies applicable prior to the DIA.

Upon adoption of HKFRS 16, the Group accounted for the leases in accordance with the transition provisions of HKFRS 16 and the Group's accounting policies applicable from the DIA.

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第16號：租賃－續

根據過渡條文，本集團已於2019年1月1日（即初步應用日期）首次採用經修訂追溯法（未重列比較資料）應用香港財務報告準則第16號。相反，本集團於初步應用日期確認初步應用香港財務報告準則第16號的累積影響作為累計溢利或其他權益組成部分結餘的調整（如適用）。

本集團亦選擇於初步應用日期使用過渡實際權宜方法，而非重新評估合約是否屬於租賃或包含租賃，且本集團僅將香港財務報告準則第16號應用於先前被分類為採用香港會計準則第17號的租賃合約及被分類為採用香港財務報告準則第16號並於初步應用日期或之後訂立或更改的租賃合約。

作為承租人

於採納香港財務報告準則第16號前，租賃合約乃根據本集團於初步應用日期之前適用的會計政策分類為經營租賃或融資租賃。

採納香港財務報告準則第16號後，本集團根據香港財務報告準則第16號的過渡條文及於初步應用日期起適用的本集團會計政策對租賃進行會計處理。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HKFRS 16: Leases – continued

As lessee – leases previously classified as operating leases

The Group recognised right-of-use assets and lease liabilities for leases previously classified as operating leases at the DIA, except for leases for which the underlying asset is of low value, and the Group applied the following practical expedients on a lease-by-lease basis.

(a) Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.

(b) Adjusted the right-of-use assets at the DIA by the provision for onerous leases recognised immediately before the DIA by applying HKAS 37, as an alternative to performing an impairment review at the DIA.

(c) Did not recognise right-of-use assets and lease liabilities to leases for which the lease term ends within 12 months of the DIA.

(d) Excluded initial direct costs from the measurement of the right-of-use assets at the DIA.

(e) Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第16號：租賃－續

作為承租人－先前分類為經營租賃的租賃

對於先前分類為經營租賃的租賃，本集團於初步應用日期確認使用權資產及租賃負債，惟相關資產價值較低的租賃除外，且本集團按逐項租賃基準應用以下實際權宜方法。

(a) 對具有合理相似特徵的租賃組合採用單一貼現率。

(b) 於初步應用日期由透過採用香港會計準則第37號於緊接初步應用日期前確認的虧損性租賃撥備調整使用權資產，作為於初步應用日期進行減值評估的替代方法。

(c) 概無對租期為初步應用日期的12個月內終止的租賃確認使用權資產及租賃負債。

(d) 於初步應用日期計量使用權資產時不計入首次直接成本。

(e) 倘合約包含延長或終止租賃的選擇權，則可使用事後判斷確定租期。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HKFRS 16: Leases – continued

As lessee – leases previously classified as operating leases – continued

At the DIA, except for those that were previously or will be accounted for as investment property using the fair value model, right-of-use assets were, on a lease-by-lease basis, measured at either,

(a) their carrying amount as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the DIA; or

(b) an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised immediately before the DIA.

At the DIA, except for those that meet the definition of investment properties, right-of-use assets were presented as "right-of-use assets" on the consolidated statement of financial position. Besides, lease liabilities were shown separately on the consolidated statement of financial position. The following table summarises the impact of transition to HKFRS 16 on the consolidated statement of financial position of the Group at the DIA:

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第16號：租賃－續

作為承租人－先前分類為經營租賃的租賃－續

於初步應用日期，除先前或將使用公允價值模式按投資物業入賬的使用權資產外，使用權資產乃按逐項租賃基準以其中一項計量，

(a) 其賬面值，猶如自開始日期起已應用香港財務報告準則第16號，惟使用承租人於初步應用日期的增量借款利率進行貼現；或

(b) 等於租賃負債的金額，並根據與緊接初步應用日期之前確認的租賃有關的任何預付或應計租賃付款額進行調整。

於初步應用日期，除滿足投資物業的定義的使用權資產外，使用權資產於合併財務狀況表呈列為「使用權資產」。此外，租賃負債於合併財務狀況表單獨列示。下表概述於初步應用日期過渡至香港財務報告準則第16號對本集團合併財務狀況表的影響：

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HKFRS 16: Leases – continued

As lessee – leases previously classified as operating leases – continued

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第16號：租賃－續

作為承租人－先前分類為經營租賃的租賃－續

		Classification and carrying amount under HKAS 17 香港會計準則第17號項下的分類及賬面值	Reclassification on adoption of HKFRS 16 採納香港財務報告準則第16號時重新分類	Initial measurement on adoption of HKFRS 16 採納香港財務報告準則第16號時初步計量	Classification and carrying amount under HKFRS 16 香港財務報告準則第16號項下的分類及賬面值
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
Assets	**資產**				
Prepaid lease payments	預付租賃付款	50,913	(50,913)	–	–
Right-of-use assets	使用權資產	–	50,913	10,167	61,080
Liabilities	**負債**				
Lease liabilities	租賃負債	–	–	(10,167)	(10,167)

Based on the foregoing, at the DIA:

- Prepaid lease payments in respect of the land use rights in the PRC were reclassified as right-of-use assets under HKFRS 16.
- Right-of-use assets and lease liabilities of approximately HK$10,167,000 were recognised on initial measurement respectively.
- There was no adjustment to the opening balance of retained profits or components of equity as the cumulative effect of initial adoption was insignificant.

基於上述，於初步應用日期：

- 與中國土地使用權有關的預付租賃付款根據香港財務報告準則第16號重新分類為使用權資產。
- 土地使用權及租賃負債約10,167,000港元分別於初步計量時確認。
- 由於初步採納的累計影響並不重大，故並無對保留溢利或權益成分期初結餘進行調整。

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HKFRS 16: Leases – continued

As lessee – leases previously classified as operating leases – continued

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the incremental borrowing rates of the relevant group entities as lessees at the DIA.

The reconciliation of operating lease commitment disclosed applying HKAS 17 at 31 December 2018 to lease liabilities at the DIA is as follow:

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第16號：租賃－續

作為承租人－先前分類為經營租賃的租賃－續

租賃負債按餘下租賃付款的現值計量，並使用初步應用日期相關集團實體（作為承租人）的增量借款利率貼現。

於2018年12月31日採用香港會計準則第17號所披露的經營租賃承擔與初步應用日期租賃負債的對賬如下：

		Total 總計 HK$'000 千港元
Operating lease commitments at 31 December 2018	於2018年12月31日的經營租賃承擔	11,165
Short-term leases and leases of low value assets at the DIA	於初步應用日期的短期租賃及低價值租賃	(305)
Gross lease liabilities at the DIA	初步應用日期租賃負債總額	10,860
Weighted average incremental borrowing rates applied at the DIA	初步應用日期應用的加權平均增量借款利率	6.88%
Lease liabilities at 1 January 2019	於2019年1月1日的租賃負債	10,167

2. PRINCIPAL ACCOUNTING POLICIES – continued

ADOPTION OF NEW/REVISED HKFRSs – continued

HKFRS 16: Leases – continued

As lessor

The Group is not required to make any adjustments on transition for leases in which it is a lessor and those leases are accounted for by applying HKFRS 16 from the DIA.

BASIS OF MEASUREMENT

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for investment properties, which are measured at fair value as explained in the accounting policies set out below.

BASIS OF CONSOLIDATION

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

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

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

2. 主要會計政策－續

採納新訂／經修訂香港財務報告準則－續

香港財務報告準則第16號：租賃－續

作為出租人

本集團毋須對其為出租人的租賃的過渡作出任何調整，該等租賃自初步應用日期起採用香港財務報告準則第16號入賬。

計量基準

編製該等合併財務報表所用的計量基準為歷史成本，惟投資物業如下文載列的會計政策所釋按公允價值計量除外。

合併基準

合併財務報表包括本公司以及本公司及其附屬公司所控制實體之財務報表。取得控制權指本公司：

- 有權控制受投資方；
- 對參與受投資方業務所得浮動回報承擔風險或享有權利；及
- 有能力運用其權力以影響該等回報。

倘事實及情況表明上述所列之三項控制權因素中一項或多項發生變動，則本集團會重新評估其是否仍然控制受投資方。

2. PRINCIPAL ACCOUNTING POLICIES – continued

BASIS OF CONSOLIDATION – continued

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

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

CHANGES IN THE GROUP'S INTERESTS IN EXISTING SUBSIDIARIES

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

2. 主要會計政策－續

合併基準－續

當本集團取得附屬公司之控制權時，便將該附屬公司合併入賬，而當本集團失去附屬公司之控制權時，便停止將附屬公司合併入賬。具體而言，年內收購或出售之附屬公司之收益及開支於本集團取得／失去附屬公司之控制權當日起計入／剔除自合併損益及其他綜合收益表。

損益及其他綜合收益之各組成部分歸屬於本公司擁有人及非控制性權益。附屬公司之綜合收益總額屬於本公司擁有人及非控制性權益，即使此舉會引致非控制性權益有虧絀結餘。

本集團於現有附屬公司權益之變動

倘本集團於附屬公司權益之變動不會導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之相關權益部分及非控制性權益之賬面值將予調整，以反映其於該等附屬公司之相關權益變動，包括於本集團與非控制性權益之間根據本集團及非控制性權益的權益比例重新劃撥相關儲備。

2. PRINCIPAL ACCOUNTING POLICIES – continued

CHANGES IN THE GROUP'S INTERESTS IN EXISTING SUBSIDIARIES – continued

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

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

2. 主要會計政策－續

本集團於現有附屬公司權益之變動－續

對非控制性權益作出調整之金額與已付或已收代價之公允價值之間任何差額，乃直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，則取消確認該附屬公司及非控制性權益（如有）之資產及負債。收益或虧損於損益中確認，並按(i)已收代價之公允價值與任何保留權益之公允價值之總和及(ii)本公司擁有人應佔該附屬公司之資產（包括商譽）及負債之賬面值間之差額計算。先前於其他綜合收益確認之有關該附屬公司之所有金額，按猶如本集團已直接出售該附屬公司之相關資產或負債入賬（即按香港財務報告準則適用之規定／許可條文重新分類至損益或轉撥至另一類權益類別）。於失去控制權當日於前附屬公司保留之任何投資之公允價值被列作初步確認之公允價值或（如適用）於聯營公司或合營企業之投資的初步確認之成本，並後續根據香港財務報告準則第9號入賬。

2. PRINCIPAL ACCOUNTING POLICIES – continued

INVESTMENT IN A JOINT VENTURE

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

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

2. 主要會計政策－續

於合營企業之投資

合營企業屬一種共同安排，擁有該安排共同控制權之各方擁有分佔該共同安排淨資產之權利。共同控制權指按合約協定分享一項安排之控制權，並只在與業務相關決策需得到分享控制權之各方一致同意時存在。

合營企業之業績與資產及負債乃按權益會計法納入本合併財務報表內。根據權益法，於合營企業之投資初步乃按成本於合併財務狀況表確認，其後作出調整以確認本集團應佔該合營企業之損益及其他綜合收益。於該合營企業之資產淨值（損益及其他綜合收益除外）變動不入賬，除非該等變動導致本集團持有之擁有權權益變動。當本集團應佔合營企業之虧損超出其於該合營企業之權益（包括實質上構成本集團於該合營企業之投資淨額之一部分之任何長期權益），則本集團不再確認其應佔之進一步虧損。本集團僅會在其須於代表該合營企業承擔法律或推定責任，或代其支付款項之情況下，方會確認額外虧損。

2. PRINCIPAL ACCOUNTING POLICIES – continued

INVESTMENT IN A JOINT VENTURE – continued

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

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

When the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss.

2. 主要會計政策－續

於合營企業之投資－續

於被投資公司成為一間合營企業當日，於合營企業之投資開始採用權益法入賬。於收購於合營企業之投資時，投資成本超過本集團應佔被投資公司可識別資產及負債之公允價值淨值之部分將確認為商譽，並計入投資賬面值。本集團應佔可識別資產及負債之公允價值淨值超過投資成本之部分，經重新評估後即時於收購投資期間在損益內確認。

本集團評估是否有客觀跡象顯示於合營企業之權益可能減值。倘任何客觀跡象存在，投資（包括商譽）之全部賬面值乃根據香港會計準則第36號作為單獨資產，通過比較可收回金額（即使用價值及公允價值減出售成本之較高者）與賬面值進行減值測試。任何確認之減值虧損屬投資賬面值之一部分。減值虧損之任何撥回乃按香港會計準則第36號確認，惟僅限於投資之可收回金額隨後增加。

當本集團對合營企業不再擁有共同控制權時，則入賬列作出售接受投資公司的全部權益，由此產生的收益或虧損於損益確認。

2. PRINCIPAL ACCOUNTING POLICIES – continued

INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

The Group classifies a property from properties under development for sale and/or completed properties held for sale to investment property when there is evidence of a change in use of the property by inception of the operating lease agreements. Any difference between the fair value of the property at the date of transfer and its previous carrying amount is recognised in profit or loss.

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

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment including the buildings held for use in the production and/or supply of goods and/or services, or for administrative purpose (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

2. 主要會計政策－續

投資物業

投資物業指持作賺取租金及／或待資本增值之物業（包括為此目的之在建物業）。

投資物業初步按成本（包括任何直接應佔開支）計量。於初步確認後，投資物業使用公允價值模式按公允價值計量。投資物業之公允價值變動所產生之盈虧於產生期間計入損益。

在建投資物業所產生之建造成本會資本化，作為在建投資物業部分賬面值。

倘有證據顯示物業用途於經營租賃協議開始時變更，本集團將物業從發展中待售物業及／或已竣工待售物業分類至投資物業。轉撥日期之物業公允價值與其先前賬面值之間的任何差異於損益確認。

投資物業乃於出售後或當投資物業永久不再使用及預期出售物業不會產生未來經濟利益時取消確認。取消確認該物業時產生之任何盈虧（按出售所得款項淨額與該資產之賬面值之差額計算）計入該項目取消確認期間之損益內。

物業、廠房及設備

物業、廠房及設備（包括為用於生產及／或供應貨品及／或服務，或為行政目的而持有的樓宇）（下文所述的在建工程除外）乃按成本減其後累計折舊及累計減值虧損（如有）於合併財務狀況表入賬。

2. PRINCIPAL ACCOUNTING POLICIES – continued

PROPERTY, PLANT AND EQUIPMENT – continued

Construction in progress is stated at cost, which comprises the cost of construction and borrowing costs, if applicable, less any identified impairment loss.

The cost of construction in progress will not be depreciated until they are completed and ready for intended use and are transferred to a specific category of property, plant and equipment when the construction is completed.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method, at the following rate per annum:

Buildings	Over the shorter of the lease terms or 5%
Leasehold improvements	Over the shorter of the lease terms or 15% to $33^{1}/_{3}$%
Furniture, fixtures and office equipment	15% to $33^{1}/_{3}$%
Computer equipment and software	20% to $33^{1}/_{3}$%
Motor vehicles	20% to $33^{1}/_{3}$%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

2. 主要會計政策－續

物業、廠房及設備－續

在建工程按成本(包括建造成本及借貸成本)(如有)減去任何識別的減值虧損列賬。

在建工程的成本將不會折舊直至該等工程竣工及準備用作擬定用途,並於工程竣工時轉撥至特定類別的物業、廠房及設備。

確認折舊以按資產(在建工程除外)減估計可使用年期之剩餘價值以直線法撇銷成本,採用之折舊年率如下:

樓宇	按租期或5%(以較短者為準)
租賃物業裝修	按租期或15%至$33^{1}/_{3}$%(以較短者為準)
傢俬、裝置及辦公室設備	15%至$33^{1}/_{3}$%
電腦設備及軟件	20%至$33^{1}/_{3}$%
汽車	20%至$33^{1}/_{3}$%

本公司於各報告期末檢討估計可使用年期、剩餘價值及折舊方法,並按未來適用法入賬任何預計之變動之影響。

用於生產、供應或行政用途的在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及根據本集團會計政策為合資格資產而資本化之借貸成本。該等物業完工後並可用於擬定用途時被劃分為物業、廠房及設備之合適類別。與其他物業資產依據之基準一樣,該等資產可用作擬定用途時開始折舊。

2. PRINCIPAL ACCOUNTING POLICIES – continued

PROPERTY, PLANT AND EQUIPMENT – continued

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

FINANCIAL INSTRUMENTS

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

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

2. 主要會計政策－續

物業、廠房及設備－續

物業、廠房及設備項目於出售或預計持續使用資產並無未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生之任何收益或虧損按出售所得款項與資產賬面值之差額釐定，並於損益確認。

金融工具

倘集團實體成為工具合約條文之訂約方，則確認金融資產及金融負債。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時限內交付資產之金融資產買賣。

金融資產及金融負債初步按公允價值計量，惟初步根據香港財務報告準則第15號計量之來自客戶合約所產生之貿易應收款項除外。因收購或發行金融資產及金融負債而直接應佔交易成本於首次確認時計入金融資產或金融負債（如適用）之公允價值或自金融資產及金融負債（如適用）之公允價值扣除。收購按公允價值計入損益的金融資產或金融負債而直接應佔交易成本即時於損益確認。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

2. 主要會計政策－續

金融工具－續

實際利率法為一種計算相關期間內金融資產或金融負債之攤餘成本及利息收入及利息開支分配之方法。實際利率是於初步確認時準確地將金融資產或金融負債在預期可用年期（或（如適用）較短期間）內，貼現預期未來現金收益及付款（包括構成實際利率一部分的已付或已收的所有費用及基點、交易成本及其他溢價或折讓）至賬面淨值之比率。

金融資產

金融資產分類及後續計量

符合以下條件的金融資產其後按攤餘成本計量：

- 於目的為收取合約現金流量的業務模式內持有金融資產；及
- 合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Amortised cost and interest income

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

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, lease receivables, other receivables and deposits, amounts due from related companies, bank balances and pledged bank deposits). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

2. 主要會計政策－續

金融工具－續

金融資產－續

攤餘成本及利息收入

其後按攤餘成本計量的金融資產的利息收入乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤餘成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

金融資產減值

本集團就受限於香港財務報告準則第9號項下減值的金融資產（包括貿易應收款項、應收租金、其他應收款項及按金、應收關聯公司款項、銀行結餘及已抵押銀行存款）確認預期信貸虧損（「預期信貸虧損」）的虧損撥備。於各報告日期對預期信貸虧損金額進行更新，以反映自初步確認以來的信貸風險變動。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

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

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

(i) Significant increase in credit risk

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

2. 主要會計政策－續

金融工具－續

金融資產－續

金融資產減值－續

全期預期信貸虧損指於相關工具的預計可使用年期內發生所有可能違約事件而導致的預期信貸虧損。與其相反，12個月預期信貸虧損則指預期可能於報告日期後12個月內發生違約事件而導致部分可使用年期的預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及就報告日期的當前狀況及未來狀況預測的評估進行調整。

本集團就貿易應收款項及應收租金確認全期預期信貸虧損。就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初步確認後信貸風險出現大幅增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初步確認後所發生違約的可能性或風險是否大幅增加而定。

(i) 信貸風險顯著增加

在評估自初步確認以來信貸風險是否有大幅增加時，本集團將截至報告日期金融工具發生的違約風險與截至初步確認日期金融工具發生違約風險相比較。在作出該評估時，本集團考慮合理及可靠的定量及定性資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(i) Significant increase in credit risk – continued

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

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

2. 主要會計政策－續

金融工具－續

金融資產－續

金融資產減值－續

(i) 信貸風險顯著增加－續

具體而言，於評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信貸違約掉期價格顯著上升；
- 商業、金融或經濟情況出現預計會導致債務人償債能力顯著下降的現有或預期不利變化；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償還債項的能力顯著下降。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(i) Significant increase in credit risk – continued

Despite the a foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

2. 主要會計政策－續

金融工具－續

金融資產－續

金融資產減值－續

(i) 信貸風險顯著增加－續

儘管如此，倘債務工具於報告日期被認為具低信貸風險，則本集團假設該金融工具之信貸風險自初步確認後未有顯著增加。倘屬以下情況，則金融工具將被釐定為具有較低之信貸風險：(i)其違約風險較低，(ii)借款人在短期內絕對有能力履行其合約現金流量之義務，及(iii)經濟和商業狀況長遠之不利變化，惟不一定會降低借款人履行合約現金流量義務之能力。

就財務擔保合約而言，本集團訂立不可撤銷承諾之日期被視為評估金融工具減值之初步確認日期。於評估自初步確認財務擔保合約後信貸風險是否大幅增加時，本集團考慮特定債務人之違約風險變動。

本集團定期監控用於識別信貸風險是否顯著增加之標準的效力，並於適當時候作出修訂，以確保有關標準於款項逾期前可確定信貸風險顯著增加。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(ii) Definition of default

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

(iii) Credit-impaired financial assets

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

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

(e) the disappearance of an active market for that financial asset because of financial difficulties.

2. 主要會計政策－續

金融工具－續

金融資產－續

金融資產減值－續

(ii) 違約之定義

就內部信貸風險管理而言，當內部生成或自外部來源取得的資料顯示債務人很有可能無法悉數向其債權人（包括本集團）還款時（不計及本集團持有的任何抵押品），本集團視為發生違約事件。

(iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響之違約事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括有關以下事件之可觀察數據：

(a) 發行人或借款人陷入重大財務困難；

(b) 違反合約，如違約或逾期事件；

(c) 借款人之放款人因與借款人出現財務困難有關之經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；

(d) 借款人有可能破產或進行其他財務重組；或

(e) 由於財務困難致使金融資產之活躍市場消失。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

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

2. 主要會計政策－續

金融工具－續

金融資產－續

金融資產減值－續

(iv) 撇銷政策

倘有資料顯示對手方陷入嚴重財務困難且無實際收回可能（例如對手方遭清盤或啟動破產程序），或就貿易應收款項而言，有關金額已逾期超過一年（以較早發生者為準），本集團會撇銷金融資產。在考慮法律意見（如適當）後，已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成取消確認事件。任何其後收回於損益確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率（即違約時的損失程度）及違約風險的函數。違約概率及違約損失率的評估乃依據經前瞻性資料調整後的歷史數據作出。預期信貸虧損之估計反映以發生相關違約風險之金額作為加權數值而釐定之無偏概率加權金額。

一般而言，預期信貸虧損為本集團根據合約應收的所有合約現金流量與本集團預計收取的所有現金流量之間的差額，並按初步確認時釐定的實際利率貼現。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Impairment of financial assets – continued

(v) Measurement and recognition of ECL – continued

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, lease receivables, other receivables and amounts due from related parties where the corresponding adjustment is recognised through a loss allowance account.

2. 主要會計政策－續

金融工具－續

金融資產－續

金融資產減值－續

(v) 預期信貸虧損的計量及確認－續

就財務擔保合約而言，根據擔保工具之條款，本集團僅須於債務人違約時付款。因此，預期虧損為償還持有人所產生信貸虧損之預計款項現值，減去本集團預計自持有人、債務人或任何其他方收取之任何金額。

利息收入根據金融資產的賬面總值計算，惟金融資產存在信貸減值除外，在此情況下，利息收入乃按金融資產的攤餘成本計算。

就財務擔保合約而言，虧損撥備按以下較高者確認：根據香港財務報告準則第9號釐定之虧損撥備；以及初步確認金額減（如適用）擔保期間所確認之累計收益。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項、應收租金、其他應收款項及應收關聯人士款項透過虧損撥備賬確認相應調整除外。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial assets – continued

Derecognition of financial assets

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

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

Financial liabilities and equity

Classification as debt or equity

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

2. 主要會計政策－續

金融工具－續

金融資產－續

取消確認金融資產

本集團僅於自資產收取現金流量的合約權利屆滿時，或金融資產及資產擁有權的絕大部分風險及回報轉移至另一實體時取消確認金融資產。倘本集團既無轉移亦無保留擁有權絕大部分風險及回報並繼續控制所轉讓資產，則本集團確認其於該資產的保留權益以及就其可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，本集團可繼續確認金融資產，亦可就已收取之所得款項確認已抵押借貸。

於取消確認按攤餘成本計量之金融資產時，資產賬面值與已收及應收代價之總和間之差額，會於損益確認。

金融負債及權益

分類為債務或權益

根據合約安排的性質及金融負債及權益工具之定義，債務及權益工具分類為金融負債或權益。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity – continued

Equity instruments

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

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

Financial liabilities at amortised cost

Financial liabilities (including trade payables, other payables and accruals, amounts due to related companies, bank and other borrowings, lease liabilities and convertible bonds and bonds) are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

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

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. 主要會計政策－續

金融工具－續

金融負債及權益－續

權益工具

權益工具為任何可證明本集團資產經扣除所有負債後之剩餘權益之合約。本公司發行之權益工具乃按已收之所得款項(扣除直接發行成本)確認入賬。

購回本公司本身權益工具直接於權益確認及扣除。並無就購買、出售、發行或註銷本公司本身權益工具而於損益確認收益或虧損。

按攤餘成本列賬的金融負債

金融負債(包括貿易應付款項、其他應付款項及預提款項、應付關聯公司款項、銀行及其他借貸、租賃負債以及可換股債券及債券)其後使用實際利率法按攤餘成本計量。

財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額之合約,以補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受之損失。財務擔保合約負債初步按其公允價值計量,其後按以下較高者計量:

- 根據香港財務報告準則第9號釐定之虧損撥備金額;及
- 初步確認金額減(如適用)擔保期間所確認之累計攤銷。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity – continued

Convertible bonds

The component parts of the convertible bonds issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred from convertible bonds equity reserve to share premium. Where the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2. 主要會計政策－續

金融工具－續

金融負債及權益－續

可換股債券

本公司所發行之可換股債券之組成部分乃根據合約安排之性質與金融負債及權益工具之定義分別歸類為金融負債及權益。倘換股權將透過以固定金額之現金或另一項金融資產換取固定數目之本公司本身之權益工具結算，則分類為權益工具。

於發行日期，負債部分的公允價值乃透過計量不包含相關權益部分的同類負債的公允價值進行估算。

分類為權益之換股權乃由複合工具整體之公允價值扣除負債部分之金額而釐定。此金額在扣除所得稅影響後在權益確認入賬，其後將不會重新計量。此外，分類為權益之換股權將保留在權益中，直至換股權獲行使為止，而在此情況下，在權益中確認之結餘將自可換股債券權益儲備轉撥至股份溢價。倘換股權於可換股債券到期日仍未獲行使，則在權益中確認之結餘將轉撥至保留溢利。在換股權獲兑換或到期時，不會於損益中確認任何盈虧。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FINANCIAL INSTRUMENTS – continued

Financial liabilities and equity – continued

Convertible bonds – continued

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction cost relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Derecognition of financial liabilities

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

PROPERTIES UNDER DEVELOPMENT FOR SALE

Properties under development for sale which are intended to be held for sale in the ordinary course of business are carried at the lower of cost or deemed cost if they are transferred from investment properties and net realisable value and are shown as current assets. Cost includes the cost of land, construction cost and other development expenditure and other attributable expenses. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale, of which the selling price is determined based on prevailing market conditions.

2. 主要會計政策－續

金融工具－續

金融負債及權益－續

可換股債券－續

發行可換股債券所涉及之交易成本乃按所得款項總額分配比例分配至負債部分及權益部分。權益部分之相關交易成本直接於權益中扣除。負債部分之相關交易成本計入負債部分之賬面值，並採用實際利率法按可換股債券年期攤銷。

取消確認金融負債

本集團乃於且僅於本集團之責任被解除、註銷或到期時取消確認金融負債。取消確認之金融負債之賬面值與已付及應付代價之間之差額於損益確認。

發展中待售物業

於一般業務過程中擬持作出售之發展中待售物業按成本或視作成本（猶如相關物業自投資物業轉入）及可變現淨值之較低者列賬，並顯示為流動資產。成本包括土地成本、建築成本及其他發展開支及其他應計開支。可變現淨值指存貨的估計售價減完成的所有估計成本及作出銷售的必需成本，其中售價根據當前市場情況釐定。

2. PRINCIPAL ACCOUNTING POLICIES – continued

PROPERTIES UNDER DEVELOPMENT FOR SALE – continued

The Group transfers a property from investment property to inventories when there is evidence of a change in use to sell the property. The property's deemed cost is being the property's fair value at the date of change in use.

COMPLETED PROPERTIES FOR SALE AND OTHER INVENTORIES

Completed properties for sale are stated at the lower of cost and net realisable value. Cost includes the related land costs, development expenditure incurred and, where appropriate, borrowing costs capitalised.

Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sales.

CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

2. 主要會計政策－續

發展中待售物業－續

倘有證據顯示銷售物業的用途變更，本集團將該物業從投資物業轉撥至存貨。物業的視作成本即物業於用途變更日期的公允價值。

已竣工待售物業及其他存貨

已竣工待售物業按成本及可變現淨值兩者之較低者入賬。成本包括相關土地成本、所產生之發展開支及（如適用）已資本化之借貸成本。

其他存貨按成本及可變現淨值兩者之較低者入賬。成本以加權平均法計算。可變現淨值指存貨的估計售價減完成的所有估計成本及作出銷售的必需成本。

現金等價物

就合併現金流量表而言，現金等價物指可即時轉換為已知數額現金且面臨的價值變動風險較低的短期高流通性投資（扣除銀行透支）。

2. PRINCIPAL ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

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

2. 主要會計政策－續

香港財務報告準則第15號內來自客戶合約之收入

當(或於)達成履約責任時，即特定履約責任相關的商品或服務「控制權」轉讓予客戶時，本集團會確認收入。

履約責任指一項明確的商品或服務(或一批商品或服務)或一系列大致相同的明確商品或服務。

倘符合下列其中一項準則，則隨時間轉讓控制權，並參照完全達成相關履約責任的進度隨時間確認收入：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創造及增強客戶於本集團履約時控制的資產；或
- 本集團的履約並無創造對本集團具有其他用途的資產，而本集團擁有可強制執行權利收取迄今已履約部分的款項。

否則，收入會於客戶取得明確商品或服務的控制權時確認。

2. PRINCIPAL ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15 – continued

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

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

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

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

- Sales of properties
- Tourism park operations and other services

Timing of revenue recognition

Sales of properties

Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the Group concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to customers. Revenue from sales of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

2. 主要會計政策－續

香港財務報告準則第15號內來自客戶合約之收入－續

合約資產指本集團就本集團向客戶轉讓的商品或服務收取代價的權利（其尚未成為無條件），乃根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去，即會到期支付代價。

合約負債指本集團向已收取代價（或到期收取代價）的客戶轉讓商品或服務的責任。

與同一合約有關的合約資產及合約負債按淨額基準入賬及呈列。

本集團自以下來自客戶合約產生之主要來源或業務確認收入：

- 銷售物業
- 旅遊樂園營運及其他服務

收入確認時間

銷售物業

經考慮相關合約條款、法律環境及相關法律先例，本集團認為，在轉讓相關物業予客戶前，本集團並無收取付款的可強制執行權利。因此，出售物業的收入於已竣工物業轉移至客戶的時間點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

2. PRINCIPAL ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15 – continued

Timing of revenue recognition – continued

Sales of properties – continued

The Group receives 20-90% of the contract value as deposits from customers when they sign the sale and purchase agreement. Such advance payment schemes result in contract liabilities being recognised throughout the property construction period for the full amount of the contract price. The outstanding amount of the contract will be received before the completed property is transferred to customers.

Tourism park operations and other services

Revenue from tourism park operations including entrance fee, food and beverage for which the control of services or goods is transferred at a point in time, revenue is recognised when the related services or goods have been rendered to customers.

Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

2. 主要會計政策－續

香港財務報告準則第15號內來自客戶合約之收入－續

收入確認時間－續

銷售物業－續

在簽署買賣協議時，本集團自客戶收取合約價值的20%至90%作為按金。該預先付款計劃導致於物業建造期確認有關合約價格全款的合約負債。尚未支付的合約金額將於竣工物業交給客戶前收取。

旅遊樂園營運及其他服務

就服務或貨品控制權已於某一時間點轉移之旅遊樂園營運（包括入場費及餐飲）產生的收入而言，收入於向客戶提供相關服務或貨品時確認。

存在重大融資成分

於釐定交易價格時，倘經協定付款時間（不論以暗示或明示方式）為客戶或本集團帶來轉移貨品或服務予至客戶之重大融資利益，本集團將就資金時間值之影響而調整已承諾之代價金額。在該等情況下，合約包括重大融資成分。無論融資承諾乃於合約中明確規定或於訂約方協定之付款條款隱含，均可能存在重大融資成分。

2. PRINCIPAL ACCOUNTING POLICIES – continued

REVENUE FROM CONTRACTS WITH CUSTOMERS WITHIN HKFRS 15 – continued

Existence of significant financing component – continued

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

Incremental costs of obtaining a contract

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

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

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

2. 主要會計政策－續

香港財務報告準則第15號內來自客戶合約之收入－續

存在重大融資成分－續

就付款及轉移相關貨品或服務之間隔短於一年之合約而言，本集團就任何重大融資成分採用不調整交易價格之可行權宜方法。

就於轉移本集團已就任何重大融資成分而調整已承諾之代價金額之相關貨品或服務前自客戶收取之預付款項而言，本集團應用將於本集團與客戶之間於合約開始之獨立融資交易中反映之折現率。於收取預付款至轉移相關貨品及服務期間的相關利息開支按相同基準入賬列作其他借貸成本。

獲得合約之增量成本

獲得合約之增量成本指本集團取得客戶合約所產生之成本，倘未獲得該合約，則不會產生有關成本。

倘預期可收回有關成本，則本集團確認該等成本為一項資產。所確認資產其後按與向客戶轉讓有關該資產之貨品或服務一致之系統基準攤銷至損益。

倘該等成本將在一年內悉數攤銷至損益，則本集團將應用可行權宜方法，支銷所有增量成本以獲得合約。

2. PRINCIPAL ACCOUNTING POLICIES – continued

IMPAIRMENT OF OTHER ASSETS

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and investment in joint ventures to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

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

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

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

2. 主要會計政策－續

其他資產減值

本集團於報告期末審閱其物業、廠房及設備、使用權資產及於合營企業投資之賬面值，以釐定該等資產是否有任何減值虧損跡象。如存在任何有關跡象，則會估計相關資產之可收回金額以釐定減值虧損之程度（如有）。

有形資產之可收回金額單獨估計，當無法單獨估計可收回金額時，本集團便會估計資產所屬現金產生單位之可收回金額。倘可識別合理及一貫之分配基準，企業資產亦會被分配至個別之現金產生單位，否則會被分配至可識別合理及一貫之分配基準之最小現金產生單位組別。

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量使用除稅前折現率（反映市場現時對貨幣時間價值之評估及與未調整估計未來現金流量之資產（或現金產生單位）之特定風險）折現至其現值。

倘資產（或現金產生單位）之可收回金額估計少於其賬面值，則該資產（或現金產生單位）之賬面值削減至其可收回金額。

2. PRINCIPAL ACCOUNTING POLICIES – continued

IMPAIRMENT OF OTHER ASSETS – continued

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

BORROWING COSTS

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

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

PROVISIONS

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

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

2. 主要會計政策－續

其他資產減值－續

當減值虧損其後撥回，該資產（或現金產生單位）之賬面值增至其可收回金額之經修訂估計值，然而增加後之賬面值不得超過倘若該資產（或現金產生單位）過往年度並無確認減值虧損原應釐定之賬面值。減值虧損撥回即時於損益中確認。

借貸成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所產生之直接借貸成本，計入該等資產之成本中，直至該等資產已大致上可供其擬定用途或銷售。

所有其他借貸成本按其產生期間在損益中確認。

撥備

倘本集團因過往事件而產生現有責任（法定或推定），而本集團可能須履行該責任且該責任之金額能可靠估計，則會確認撥備。

確認撥備之金額乃於報告期末經計及有關責任之風險及不確定因素後，對償付現有責任所需代價作出之最佳估計。當撥備使用償付現有責任之估計現金流量計量時，其賬面值為有關現金流量之現值（倘其貨幣時間價值之影響重大）。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES

Applicable from 1 January 2019

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

2. 主要會計政策－續

租賃

自2019年1月1日起適用

本集團於合約初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可識別資產使用的權利，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關的租賃付款按直線法於租期內確認為開支。

本集團將租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨可識別組成部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES – continued

Applicable from 1 January 2019 – continued

As lessee – continued

The right-of-use asset is initially measured at cost, which comprises:

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date, less any lease incentives received;

(c) any initial direct costs incurred by the Group; and

(d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (i.e. 1 to 2 years for land and buildings and 40 years for leasehold lands).

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

2. 主要會計政策－續

租賃－續

自2019年1月1日起適用－續

作為承租人－續

使用權資產乃按成本進行初步計量，其中包括：

(a) 租賃負債的初步計量金額；

(b) 於開始日期或之前所作的任何租賃付款，減已收取的任何租賃優惠；

(c) 本集團產生的任何初始直接成本；及

(d) 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本，除非該等成本乃因生產存貨而產生。

隨後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租期及使用權資產之估計可使用年期之較短者（即土地及樓宇一至兩年以及租賃土地的40年）按直線法計提折舊。

租賃負債乃按於合約開始日期尚未支付之租賃付款現值進行初步計量。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES – continued

Applicable from 1 January 2019 – continued

As lessee – continued

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;

(b) variable lease payments that depend on an index or a rate;

(c) amounts expected to be payable under residual value guarantees;

(d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

(e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

2. 主要會計政策－續

租賃－續

自2019年1月1日起適用－續

作為承租人－續

計入租賃負債計量的租賃付款包括下列於租期內使用相關資產使用權權利且於開始日期尚未支付之付款：

(a) 固定付款（包括實質性固定付款）減任何應收租賃優惠；

(b) 取決於一項指數或比率之可變租賃付款；

(c) 根據剩餘價值擔保預期應付之款項；

(d) 購買權的行使價（倘本集團合理確定行使該權利）；及

(e) 終止租賃的罰款付款（倘租賃條款反映本集團行使終止權以終止租賃）。

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人之增量借貸利率。

隨後，租賃負債透過增加賬面值以反映租賃負債之利息及調減賬面值以反映已付的租賃付款進行計量。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES – continued

Applicable from 1 January 2019 – continued

As lessee – continued

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if:

(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

2. 主要會計政策－續

租賃－續

自2019年1月1日起適用－續

作為承租人－續

當租期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

租賃負債於指數或利率（浮動利率除外）變動導致剩餘價值擔保、實物固定租賃付款或未來租賃付款發生變化時，使用原折現率重新計量。倘浮動利率變動導致未來租賃付款有所變動，則本集團使用經修訂折現率重新計量租賃負債。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬：

(a) 該修改透過增加一項或以上相關資產之使用權利而擴大租賃範圍；及

(b) 租賃代價增加之金額相當於經擴大範圍對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES – continued

Applicable from 1 January 2019 – continued

As lessee – continued

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

(a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.

(b) the Group determines the lease term of the modified contract.

(c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.

(d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.

(e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

2. 主要會計政策－續

租賃－續

自2019年1月1日起適用－續

作為承租人－續

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬，

(a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。

(b) 本集團釐定經修訂合約之租期。

(c) 本集團透過於經修訂租期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。

(d) 就縮減租賃範圍之租賃修改而言，本集團透過減少使用權資產之賬面值將租賃負債之重新計量計入損益，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關之收益或虧損。

(e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES – continued

Applicable from 1 January 2019 – continued

As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

The Group accounts for each lease component within a lease contract as a lease separately from non-lease components of the contract. The Group allocates the consideration in the contract to each lease component on a relative stand-alone price basis.

Rental income under operating leases is recognised when the assets are let out, on straight-line basis over the lease term.

Applicable before 1 January 2019

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

As lessor

Rental income from operating leases is recognised in the profit or loss on a straight-line basis over the term of the relevant lease.

As lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease.

2. 主要會計政策－續

租賃－續

自2019年1月1日起適用－續

作為出租人

本集團於租賃初始日期將其各項租賃分類為融資租賃或經營租賃。倘租賃將相關資產所有權之絕大部分風險及回報轉讓，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

本集團將租賃合約內各租賃組成部分單獨入賬為一項租賃，與合約的非租賃組成部分分開。本集團按相對獨立價格基準將合約代價分配至各租賃組成部分。

經營租賃的租金收入於租期內按直線基準於資產出租時確認。

於2019年1月1日前適用

凡租賃條款將有關擁有權之絕大部分風險及回報轉嫁予承租人之租賃，均列為融資租賃。所有其他租賃均列為經營租賃。

作為出租人

經營租賃之租金收入於相關租期按直線基準於損益確認。

作為承租人

經營租賃付款於相關租期內按直線基準確認為開支。

2. PRINCIPAL ACCOUNTING POLICIES – continued

LEASES – continued

Applicable before 1 January 2019 – continued

Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating leases. Specially, the entire consideration (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at initial recognition.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease. From 1 January 2019, those payments are accounted for as right-of-use assets.

2. 主要會計政策－續

租賃－續

於2019年1月1日前適用－續

租賃土地及樓宇

當本集團就同時包括租賃土地及樓宇部分之物業權益付款時，本集團會根據各部分所有權所附之絕大部分風險及回報是否已轉移至本集團之評估，分別將各部分分類為融資或經營租賃，除非兩個部分毫無疑問為經營租賃，於該情況下整項物業將入賬列為經營租賃。具體而言，全部代價（包括任何一次性預付款項）於初步確認時將按租賃權益相關的公允價值，按比例在土地部分與樓宇部分間分配。

倘租賃付款能可靠分配，則以經營租賃入賬之租賃土地權益於合併財務狀況表中呈列為「預付租賃款項」，並於租期內以直線法攤銷，惟根據公允價值模式分類並入賬為投資物業者除外。當租賃款項無法可靠地在租賃土地及樓宇部分之間分配時，整項物業一般將視該租賃土地為融資租賃作歸類。自2019年1月1日起，該等付款作為使用權資產入賬。

2. PRINCIPAL ACCOUNTING POLICIES – continued

FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the group entities are translated into the presentation currency of the Group (i.e. HK$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange translation reserve. Exchange differences arising from translation of a foreign operation to the functional currency of the Company (i.e. RMB) are recognised in profit or loss in the period in which the foreign operation is disposed of whilst exchange differences relating to translation from RMB to the presentation currency of the Group are transferred directly to retained profits. On disposal of a group entity that is not a foreign operation, the exchange differences accumulated in equity relating to the translation of assets and liabilities of that group entity into presentation currency of the Group are transferred directly to retained profits.

2. 主要會計政策－續

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率換算為各自之功能貨幣（即該實體經營所在主要經濟地區之貨幣）記賬。於報告期末，以外幣計值之貨幣項目均按該日之適用匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及換算貨幣項目所產生之匯兑差額，於其產生期間在損益中確認。

就呈列合併財務報表而言，集團實體之資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元），而其收益及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動，於此情況下，則採用於交易當日之適用匯率。所產生之匯兑差額（如有）乃於其他綜合收益確認及於權益中外匯換算儲備項下累計。換算海外業務至本公司之功能貨幣（即人民幣）產生之匯兑差異於出售海外業務期間之損益內確認，而由人民幣換算到本集團呈列貨幣之匯兑差異直接轉入保留溢利。當處置非海外業務集團實體時，與換算該集團實體的資產及負債至本集團呈列貨幣有關的於權益累計之匯兑差異直接轉入保留溢利。

2. PRINCIPAL ACCOUNTING POLICIES – continued

TAXATION

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

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

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

2. 主要會計政策－續

稅項

所得稅開支為現行應繳稅項及遞延稅項之總額。

現行應繳稅項根據年度應課稅溢利計算。應課稅溢利與合併損益及其他綜合收益表內呈報之除稅前溢利兩者存在差異乃由於前者並無計入其他年度之應課稅或可扣減收支項目，亦無計入毋須課稅或不獲扣減之項目所致。本集團之現行稅項負債乃按已於報告期末頒佈或大致頒佈之稅率計算。

遞延稅項乃為合併財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基間之暫時性差異而確認。遞延稅項負債一般就所有應課稅之暫時性差異予以確認，而遞延稅項資產則就可扣減之暫時性差異，按可能會出現可用以抵銷該等可扣減之暫時性差異之應課稅溢利而予以確認。若於一項交易中，因初步確認（非業務合併）其他資產與負債而引致之暫時性差異既不影響應課稅溢利亦不影響會計溢利，則有關資產及負債不予確認。

2. PRINCIPAL ACCOUNTING POLICIES – continued

TAXATION – continued

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

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

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

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

2. 主要會計政策－續

稅項－續

遞延稅項負債就於附屬公司之投資及於合資企業之權益產生之應課稅臨時性差異確認，惟本集團能夠控制暫時性差異之撥回，且暫時性差異於可預見將來可能不會撥回除外。與該等投資及權益有關的可扣減暫時性差異產生的遞延稅項資產僅於存在足夠應課稅溢利，能動用暫時性差異之利益進行抵銷，且預期於可預見將來會撥回的情況下予以確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並在不再可能有足夠應課稅溢利恢復全部或部分資產價值時作調減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率計量。所根據之稅率（及稅法）乃於報告期末已頒佈或大致頒佈。

遞延稅項資產及負債的計量反映本集團於報告期末，預期將要收回或償還其資產及負債的賬面值之稅務後果。

2. PRINCIPAL ACCOUNTING POLICIES – continued

TAXATION – continued

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

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

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

2. 主要會計政策－續

稅項－續

就計量使用公允價值模式計量投資物業的遞延稅項負債而言，該等物業的賬面值假定為可透過銷售全數收回，除非有關假定被推翻則除外。當投資物業可予折舊及以一個商業模式所持有，而此模式的宗旨乃並非透過出售而是隨時間推移將投資物業所包含的絕大部分經濟利益用盡時，則該假定可予推翻。

當有合法可執行權利可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相抵銷。

即期及遞延稅項於損益中確認，惟倘其關於在其他綜合收益中確認之項目或直接在權益中確認之項目，則即期及遞延稅項亦會於其他綜合收益中確認或直接於權益中確認。

2. PRINCIPAL ACCOUNTING POLICIES – continued

SHARE-BASED PAYMENTS

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

When the share options are exercised, the amount previously recognised in share option reserves will be transferred to share capital (nominal value) and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserves will be transferred to retained profits.

RETIREMENT BENEFIT COSTS

Payments to defined contribution retirement benefits schemes, including state-managed retirement benefits schemes in the PRC and the Mandatory Provident Fund Scheme, are recognised as an expense when employees have rendered service entitling them to the contributions.

2. 主要會計政策－續

以股份為基礎的付款

按權益結算以股份為基礎的付款交易

授予僱員的購股權

向僱員及其他提供類似服務的人士作出的按權益結算以股份為基礎的付款乃於授出日期按權益工具的公允價值計量。

於授出日期釐定的按權益結算以股份為基礎的付款之公允價值（不考慮所有非市場歸屬條件）乃根據本集團對最終歸屬股權工具的估計，於歸屬期內按直線法支銷，並在權益（購股權儲備）內計入相應增額。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬股權工具的估計數目。修訂原有估計的影響（如有）將於損益內確認，令累計開支反應經修訂的估計，並相應調整購股權儲備。

當行使購股權時，先前於購股權儲備中確認的款項將轉撥至股本（面值）及股份溢價。當購股權於歸屬日後失效或於屆滿日仍未獲行使時，先前於購股權儲備中確認之款項將轉撥至保留溢利。

退休福利成本

向定額供款退休福利計劃（包括中國國家管理退休福利計劃及強制性公積金計劃）支付之款項，於僱員提供服務而有權獲得有關供款時確認為開支。

2. PRINCIPAL ACCOUNTING POLICIES – continued

SHORT-TERM EMPLOYEE BENEFITS

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

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

RELATED PARTIES

A related party is a person or entity that is related to the Group.

(a) A person or a close member of that person's family is related to the Group if 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 the parent of the Group.

2. 主要會計政策－續

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支。除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付之任何金額後，對僱員應得之福利（例如工資及薪金、年假及病假）確認負債。

關聯人士

關聯人士是與本集團有關聯的個人或實體。

(a) 一名人士若屬以下情況之一，則該人士或該人士家庭成員與本集團有關聯：

  (i) 對本集團有控制權或共同控制權；

  (ii) 對本集團有重大影響力；或

  (iii) 為本集團或本集團母公司主要管理人員之一。

2. PRINCIPAL ACCOUNTING POLICIES – continued

RELATED PARTIES – continued

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities 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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2. 主要會計政策－續

關聯人士－續

(b) 若符合以下任何一項條件，實體與本集團有關聯：

(i) 實體及本集團為同一集團的成員公司（即表示各母公司、附屬公司及同系附屬公司互相關聯）。

(ii) 實體為另一實體的聯營公司或合營企業（或另一實體所屬集團的成員公司的聯營公司或合營企業）。

(iii) 兩間實體為同一第三方的合營企業。

(iv) 一間實體為一名第三方的合營企業，另一實體為該第三方的聯營公司。

(v) 該實體是一項為本集團或本集團關聯實體僱員的利益而設立的離職後福利計劃。倘本集團本身即為此類計劃，則發起計劃的僱主亦與本集團有關聯。

(vi) 該實體受第(a)項所述人士控制或共同控制。

(vii) 第(a)(i)項所述人士對該實體有重大影響力或為該實體（或該實體母公司）主要管理人員之一。

(viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

2. PRINCIPAL ACCOUNTING POLICIES – continued

RELATED PARTIES – continued

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

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

FUTURE CHANGES IN HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKASs 1 and 8	Definition of Material [1]
Amendments to HKAS 39, HKFRSs 7 and 9	Interest Rate Benchmark Reform [1]
Amendments to HKFRS 3	Definition of a Business [2]
HKFRS 17	Insurance Contracts [3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [4]

2. 主要會計政策－續

關聯人士－續

一名人士的近親家庭成員指在其與該實體的交易中預期可能影響該人士或受該人士影響的家庭成員，包括：

(a) 該人士的子女、配偶或伴侶；

(b) 該人士配偶或伴侶的子女；及

(c) 該人士或該人士配偶或伴侶的受養人。

在關聯人士的定義中，聯營公司包括該聯營公司的附屬公司，而合營企業包括該合營企業的附屬公司。

香港財務報告準則的未來變動

於該等合併財務報表授權刊發日期，香港會計師公會已發佈以下於本年度尚未生效且本集團並無提早採納的新訂／經修訂香港財務報告準則。

香港會計準則第1號及香港會計準則第8號之修訂	重大的定義[1]
香港會計準則第39號、香港財務報告準則第7號及香港財務報告準則第9號之修訂	利率基準改革[1]
香港財務報告準則第3號之修訂	業務的定義[2]
香港財務報告準則第17號	保險合約[3]
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業間之資產出售或投入[4]

2. PRINCIPAL ACCOUNTING POLICIES – continued

FUTURE CHANGES IN HKFRSs – continued

[1] Effective for annual periods beginning on or after 1 January 2020

[2] Effective for acquisitions that occur on or after the beginning of the first annual period beginning on or after 1 January 2020

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

[4] The effective date to be determined

The Directors are in the process of assessing the possible impact on the future adoption of the new/revised HKFRSs, but are not yet in a position to reasonably estimate their impact on the Company's consolidated financial statements.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the Directors are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

2. 主要會計政策－續

香港財務報告準則的未來變動－續

[1] 於2020年1月1日或之後開始之年度期間生效

[2] 對於2020年1月1日或之後開始的首個年度期間開始時或之後發生的收購生效

[3] 於2021年1月1日或之後開始之年度期間生效

[4] 生效日期待定

董事正在評估對未來採納新訂／經修訂香港財務報告準則之潛在影響，惟現時無法合理估計其對本公司合併財務報表之影響。

3. 關鍵會計判斷及估計不確定性因素之主要來源

於應用附註2所述之本集團會計政策時，董事須對未能從其他資料來源即時得知之資產及負債賬面值作出估計及假設。估計及相關假設乃以過往經驗及被視為相關之其他因素為依據。實際結果可能有別於該等估計。

估計及相關假設會持續予以覆核。倘若須對會計估計作出修訂，而有關修訂僅影響修訂估計之期間，則於作出修訂之期間確認修訂；或倘若修訂影響當期及未來期間，則於修訂期間及未來期間確認有關修訂。

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

CRITICAL JUDGEMENT IN APPLYING ACCOUNTING POLICIES

The following are the critical judgements, apart from those involving estimations, that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of assessing deferred tax arising from investment properties measured at fair value, the Directors have reviewed the Group's investment property portfolios and concluded that such properties are held under a business model whose objective is to consume substantially all the economic benefits embodied in the properties over time through generating rental income. Therefore, in assessing the Group's deferred taxation on investment properties, the Directors have determined the presumption that the investment properties recovered through sale is rebutted.

KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3. 關鍵會計判斷及估計不確定性因素之主要來源－續

於應用會計政策時所作之關鍵判斷

除涉及估計之判斷外，以下為管理層於應用本集團會計政策過程中所作出對在合併財務報表中確認的金額具最重大影響之關鍵判斷。

投資物業之遞延税項

就評估採用公允價值模式計量的投資物業所產生的遞延税項而言，董事已覆核本集團之投資物業組合，斷定本集團的投資物業以一個商業模式所持有，而此模式的目標為透過租金收入隨時間使用該等物業所包含的絕大部分經濟利益。因此，在釐定本集團投資物業之遞延税項時，董事已確定透過銷售收回投資物業之假設已被推翻。

估計不確定性因素之主要來源

以下為有關未來之主要假設，及於報告期末之其他估計不確定性因素之主要來源，其具有導致下一個財政年度之資產及負債賬面值須作出重大調整之重大風險。

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Fair values of investment properties

Investment properties were stated at fair value with reference to valuation performed by an independent external valuer. In assessing the fair values, the independent external valuer has applied valuation techniques including certain assumptions and estimates of market condition. The Directors reviewed the valuation performed by the independent external valuer and use their estimation to determine whether the valuation techniques applied are appropriate to the circumstances of the Group. Changes in assumptions could result in changes in fair values of the Group's investment properties and the corresponding gain or loss on fair values recognised in profit or loss. Detailed inputs and estimates applied for valuation disclosed in Note 16 to the consolidated financial statements.

The carrying amount of investment properties as at 31 December 2019 was approximately HK$2,567,861,000 (2018: approximately HK$5,512,086,000). More details are set out in note 16.

Estimated net realisable value on properties under development for sale

In assessing whether allowances should be made for the Group's properties under development for sale as disclosed in note 18, the Group takes into consideration the current market environment and the net realisable value, the estimated market value (i.e. the estimated selling price less estimated selling expenses) less estimated costs to completion of the properties. An allowance is provided if the estimated net realisable value is less than the carrying amount. Where the actual condition is different from the original estimate, such difference will impact the carrying amount of the Group's properties under development for sale.

3. 關鍵會計判斷及估計不確定性因素之主要來源－續

估計不確定性因素之主要來源－續

投資物業之公允價值

投資物業參考獨立外部評估師進行之估值按公允價值列賬。在評估公允價值時，獨立外部評估師已採用涉及對若干市況進行假設及估計之估值技術。董事審閱獨立外部評估師進行之估值並使用其估計釐定所用之估值技術就本集團之情況而言是否適當。該等假設之變動可能會導致本集團投資物業之公允價值出現變動，並於損益內確認相應之公允價值盈虧。就估值應用的詳盡輸入數據及估計於合併財務報表附註16披露。

於2019年12月31日，投資物業之賬面值約為2,567,861,000港元（2018年：約5,512,086,000港元）。有關詳情載於附註16。

發展中待售物業之估計可變現淨值

在評估是否應就本集團之發展中待售物業（見附註18之披露）作出撥備時，本集團會考慮目前市場環境及可變現淨值（按估計市值（即估計售價減估計銷售開支）減估計物業竣工成本計算）。倘估計可變現淨值低於賬面值，便會計提撥備。倘實際情況與原估計不同，有關差異將影響本集團發展中待售物業之賬面值。

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Deferred tax assets

At the end of the reporting period, no deferred tax asset has been recognised on the tax losses from the PRC and Hong Kong subsidiaries as disclosed in note 27 of approximately HK$332,314,000 and HK$335,652,000 respectively (2018: HK$289,283,000 and HK$227,173,000 respectively) due to unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases there are changes in facts and circumstances which result in revision of future taxable profits estimation, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such recognition takes place.

3. 關鍵會計判斷及估計不確定性因素之主要來源－續

估計不確定性因素之主要來源－續

遞延税項資產

於報告期末，由於無法預測未來溢利流，故並無就附註27所披露來自中國及香港附屬公司的税項虧損分別約332,314,000港元及335,652,000港元（2018年：分別為289,283,000港元及227,173,000港元）確認遞延税項資產。遞延税項資產能否變現主要取決於未來是否有足夠的未來溢利或應課税暫時差異。如事實及情況變化導致未來應課税溢利估計的修訂，則可能導致產生大量遞延税項資產，其將於作出確認期間在損益中確認。

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Land appreciation tax ("LAT")

Certain subsidiaries of the Group are subject to LAT in the PRC. However, the implementation of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their LAT calculations with the local tax authorities in the PRC.

Accordingly, significant judgement is required in determining the amount of land appreciation and its related income tax provision. The Group recognised the land appreciation tax based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the period in which such tax is finalised with local tax authorities.

3. 關鍵會計判斷及估計不確定性因素之主要來源－續

估計不確定性因素之主要來源－續

土地增值税(「土地增值税」)

本集團若干附屬公司須繳納中國土地增值税。然而，中國各個城市的不同徵税區的税項徵收有所差異，而本集團的若干項目尚未與中國的地方税務部門最終確定土地增值税之計算。

因此，於釐定土地增值金額及其相關所得税撥備時須作出重大判斷。本集團基於管理層之最佳估計確認土地增值税。最終的税項結果或會不同於初始列賬之金額，而該等差異將影響與地方税務部門確定該等税項之期間內之所得税開支及有關所得税撥備。

4. REVENUE

For the year ended 31 December 2019

4. 收益

截至2019年12月31日止年度

		Property development and leasing 物業發展及租賃 HK$'000 千港元	Tourism park operations 旅遊樂園營運 HK$'000 千港元	Consolidated 總計 HK$'000 千港元
Revenue from contracts with customers within HKFRS 15	**於香港財務報告準則第15號內的來自客戶合約之收入**			
Recognised at a point in time	於時間點確認			
Sales of properties	銷售物業	**84,338**	**–**	**84,338**
Entrance fee, food and beverage	入場費及餐飲	**–**	**18,219**	**18,219**
		84,338	**18,219**	**102,557**
Revenue from other sources	**來自其他來源的收入**			
Gross rental income from investment properties	投資物業所得租金收入總額	**17,441**	**–**	**17,441**
Total revenue	**總收入**	**101,779**	**18,219**	**119,998**

4. REVENUE – continued

For the year ended 31 December 2018

4. 收益－續

截至2018年12月31日止年度

		Property development and leasing 物業發展及租賃 HK$'000 千港元	Tourism park operations 旅遊樂園營運 HK$'000 千港元	Consolidated 總計 HK$'000 千港元
Revenue from contracts with customers within HKFRS 15	**於香港財務報告準則第15號內的來自客戶合約之收入**			
Recognised at a point in time	於時間點確認			
Sales of properties	銷售物業	89,630	–	89,630
Entrance fee, food and beverage	入場費及餐飲	–	17,440	17,440
		89,630	17,440	107,070
Revenue from other sources	**來自其他來源的收入**			
Gross rental income from investment properties	投資物業所得租金收入總額	52,767	–	52,767
Total revenue	總收入	142,397	17,440	159,837

The Group's revenue generated from its property development and leasing, and tourism park operations were all at fixed price.

本集團之物業發展及租賃及旅遊樂園營運產生的收入均按固定價格計算。

5. SEGMENT INFORMATION

Information reported to the Group's executive directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focused on the types of goods or services delivered or provided. The Group's reportable segments for the CODM's purposes are (i) property development and leasing and (ii) tourism park operations.

The property development and leasing segment is principally engaged in property sales and leases to customers in property market.

The tourism park operations segment is engaged in operation of theme parks and provision of food and beverage services in the theme parks.

For the purpose of assessing the performance of the operating segments and allocating resources between segments, the CODM assess segment results without allocation of other gains and losses, other income, loss on disposal of subsidiaries, share of results of joint ventures, loss on extinguishment of convertible bonds, finance costs and certain administrative expenses. The basis of preparing such information is consistent with that of the consolidated financial statements.

The accounting policies of the reporting segments are the same as the Group's accounting policies as described in note 2.

5. 分類資料

向本集團執行董事(即主要經營決策者(「主要經營決策者」))呈報以供作出資源分配及評估分類表現之資料,集中於所交付或提供之貨品或服務類型。本集團供主要經營決策者參考之可報告分類為:(i)物業發展及租賃及(ii)旅遊樂園營運。

物業發展及租賃分類主要從事向物業市場上的客戶進行物業銷售及租賃。

旅遊樂園營運分類從事主題樂園營運及在主題樂園提供餐飲服務。

為評估經營分類的表現及在分類間分配資源,主要經營決策者評估分類業績,而並無分配其他收益及虧損、其他收益、出售附屬公司之虧損、分佔合營企業業績、註銷可換股債券之虧損、財務費用及若干行政費用。

可報告分類的會計政策與附註2所述本集團的會計政策相同。

5. SEGMENT INFORMATION – continued

SEGMENT REVENUE AND RESULTS

An analysis of the Group's revenue and results by reportable segments is as follows:

5. 分類資料－續

分類收入及業績

本集團按可報告分類劃分的收入及業績分析載列如下：

For the year ended 31 December 2019 **截至2019年12月31日止年度**

		Property development and leasing 物業發展及租賃 HK$'000 千港元	Tourism park operations 旅遊樂園營運 HK$'000 千港元	Consolidated 總計 HK$'000 千港元
Revenue from external customers and segment revenue	**來自外部客戶之收入及分類收入**	**101,779**	**18,219**	**119,998**
Reportable segment results	**可報告分類業績**	**43,047**	**(1,465)**	**41,582**
Unallocated income and expenses:	未分配收入及開支：			
Other gains and losses	其他收益及虧損			**(48,162)**
Other income	其他收益			**26,492**
Loss on disposal of subsidiaries	出售附屬公司之虧損			**(7,642)**
Share of results of joint ventures	分佔合營企業的業績			**(7,653)**
Loss on extinguishment of convertible bonds	註銷可換股債券之虧損			**(1,623)**
Administrative expenses	行政費用			**(36,964)**
Finance costs	財務費用			**(128,575)**
Loss before tax	除税前虧損			**(162,545)**
Income tax expense	所得税開支			**(38,626)**
Loss for the year	年內虧損			**(201,171)**

5. SEGMENT INFORMATION – continued

SEGMENT REVENUE AND RESULTS – continued

For the year ended 31 December 2018

5. 分類資料－續

分類收入及業績－續

截至2018年12月31日止年度

		Property development and leasing 物業發展及租賃 HK$'000 千港元	Tourism park operations 旅遊樂園營運 HK$'000 千港元	Consolidated 總計 HK$'000 千港元
Revenue from external customers and segment revenue	來自外部客戶之收入及分類收入	142,397	17,440	159,837
Reportable segment results	可報告分類業績	548,605	(4,037)	544,568
Unallocated income and expenses:	未分配收入及開支：			
Other gains and losses	其他收益及虧損			(25,883)
Other income	其他收益			2,209
Share of results of joint ventures	分佔合營企業業績			(2,702)
Administrative expenses	行政費用			(21,988)
Finance costs	財務費用			(166,874)
Profit before tax	除税前溢利			329,330
Income tax	所得税			(170,881)
Profit for the year	年內溢利			158,449

No analysis of segment assets and segment liabilities is presented as such information is not regularly provided to the CODM for the purposes of resources allocation and performance assessment.

概無呈列分類資產及分類負債分析，原因是並無向主要經營決策者提供用於配置資源及評估表現之有關資料。

5. SEGMENT INFORMATION – continued

5. 分類資料－續

OTHER INFORMATION

其他資料

For the year ended 31 December 2019

截至2019年12月31日止年度

		Property development and leasing 物業發展及租賃 HK$'000 千港元	Tourism park operations 旅遊樂園營運 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Consolidated 總計 HK$'000 千港元
Capital expenditures – Property, plant and equipment	資本支出－物業、廠房及設備	**58,872**	**354**	**–**	**59,226**
Depreciation – Property, plant and equipment	折舊－物業、廠房及設備	**2,882**	**95**	**30**	**3,007**
– Right-of-use assets	－使用權資產	**1,321**	**1,770**	**4,375**	**7,466**
Loss on disposal of property plant and equipment	出售物業、廠房及設備虧損	**1,166**	**–**	**–**	**1,166**

For the year ended 31 December 2018

截至2018年12月31日止年度

		Property development and leasing 物業發展及租賃 HK$'000 千港元	Tourism park operations 旅遊樂園營運 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Consolidated 總計 HK$'000 千港元
Capital expenditures – Property, plant and equipment	資本支出－物業、廠房及設備	203,358	54	–	203,412
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,210	48	567	3,825
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,575	–	–	1,575
Impairment loss of trade receivables	貿易應收款項減值虧損	6	–	–	6
Loss on disposal of property plant and equipment	出售物業、廠房及設備虧損	692	–	–	692

GEOGRAPHICAL INFORMATION

The Group is principally engaged in properties development and leasing and tourism park operations in the PRC.

地域資料

本集團主要於中國從事物業發展及租賃及旅遊樂園營運。

5. SEGMENT INFORMATION – continued

GEOGRAPHICAL INFORMATION – continued

Information about the Group's revenue from external customers is presented based on the location at which the goods or services are delivered or provided. Information about the Group's non-current assets is presented based on the geographical location of the assets or place of establishment.

The following table sets out information about the geographical location of the Group's revenue from external customers and non-current assets.

5. 分類資料－續

地域資料－續

有關本集團外部客戶收入之資料乃根據交付或提供貨品或服務之地點呈列。有關本集團非流動資產之資料乃根據資產地理位置或成立地點呈列。

下表載列有關本集團來自外部客戶的收入及非流動資產地理位置的資料。

		Revenue from external customers 來自外部客戶的收入		Non-current assets 非流動資產	
		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
The PRC	中國	**119,998**	159,837	**3,047,331**	5,948,156
Hong Kong	香港	**–**	–	**4,010**	29
		119,998	159,837	**3,051,341**	5,948,185

INFORMATION ABOUT MAJOR CUSTOMERS

There is one (2018:nil) external customer individually contributing property development and leasing revenue of HK$69,657,000, which over 10% of the total revenue of the Group for the year ended 31 December 2019.

主要客戶資料

截至2019年12月31日止年度，有一名(2018年：無)外部客戶個別貢獻物業發展及租賃收入69,657,000港元，佔本集團總收入10%以上。

6. OTHER GAINS AND LOSSES

6. 其他收益及虧損

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Provision for compensation	賠償撥備	**(12,013)**	–
Foreign exchange losses, net	匯兑虧損淨額	**(31,304)**	(28,609)
Impairment loss of trade receivables	貿易應收款項減值虧損	**–**	(6)
Others	其他	**(4,845)**	2,732
		(48,162)	(25,883)

7. FINANCE COSTS

7. 財務費用

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Interest expenses on:	利息費用：		
– Bank and other borrowings	－銀行及其他借貸	**303,533**	291,536
– Convertible bonds and bonds	－可換股債券及債券	**108,118**	191,082
– Lease liabilities	－租賃負債	**570**	–
Total borrowing costs	借貸成本總額	**412,221**	482,618
Less: Borrowing costs capitalised in properties under development for sale, investment properties under construction and construction in progress	減：發展中待售物業、在建投資物業及在建工程資本化之借貸成本	**(283,646)**	(315,744)
		128,575	166,874

The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is 12.0% (2018: 12.89%).

用於釐定合資格資本化的借貸成本金額之資本化率為12.0%（2018年：12.89%）。

8. (LOSS) PROFIT BEFORE TAX

8. 除税前(虧損)溢利

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
(Loss) Profit for the year has been arrived at after charging (crediting):	年內(虧損)溢利經扣除(計入)下列各項後達致:		
Staff costs (including directors' emoluments) (Note11):	員工成本(包括董事酬金)(附註11):		
Salaries and other benefits	薪金及其他福利	**46,453**	69,238
Equity-settled share-based payments	按權益結算以股份為基礎的付款	**8,818**	496
Retirement benefit costs	退休福利成本	**4,381**	7,056
		59,652	76,790
Auditor's remuneration	核數師酬金	**1,650**	3,055
Cost of properties sold*	物業銷售成本*	**59,884**	63,196
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**3,007**	3,825
Depreciation of right-of-use assets	使用權資產折舊	**7,466**	–
Amortisation of prepaid lease payments	預付租賃款項攤銷	**–**	1,575
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	**1,166**	692
Gross rental income from investment properties	投資物業所得租金收入總額	**(17,441)**	(52,767)
Less: Direct operating expense, as included in selling expenses	減:計入銷售開支的直接經營費用	**3,524**	8,850
		(13,917)	(43,917)

* Included in cost of properties sold are interest expenses of approximately HK$3,542,000 (2018: approximately HK$3,988,000).

* 物業銷售成本中利息開支約為3,542,000港元(2018年:約3,988,000港元)。

9. INCOME TAX EXPENSE

The taxation charged to profit or loss represents:

9. 所得稅開支

自損益扣除的稅項指：

		NOTES 附註	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
Current tax	**當期稅項**			
PRC Enterprise Income tax ("EIT")	中國企業所得稅（「企業所得稅」）		**11,426**	4,163
Land appreciation tax ("LAT")	土地增值稅（「土地增值稅」）		**4,301**	6,980
			15,727	11,143
Deferred tax, including EIT and LAT	遞延稅項，包括企業所得稅及土地增得稅	27	**22,899**	159,738
			38,626	170,881

No provision for Hong Kong Profit Tax had been provided as the Group did not have any assessable profit from Hong Kong for the years ended 31 December 2019 and 2018.

於截至2019年及2018年12月31日止年度，由於本集團並無自香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。

The income tax provision in respect of the Group's subsidiaries in the PRC is calculated at the Enterprise Income Tax rate of 25% on the estimated assessable profits for the years ended 31 December 2019 and 2018 based on existing legislation, interpretations and practices in respect thereof.

有關本集團中國附屬公司的所得稅撥備乃根據當地現有法律、詮釋及慣例就截至2019年及2018年12月31日止年度估計應課稅溢利按企業所得稅率25%計算。

The provision of PRC LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

中國土地增值稅撥備乃根據相關中國稅務法律及法規所載之規定估計。土地增值稅已按增值額之漸進稅率範圍撥備，且有若干可減免及扣減項目。

9. INCOME TAX EXPENSE – continued
9. 所得稅開支－續

RECONCILIATION OF TAX EXPENSES
稅項開支對賬

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
(Loss) Profit before tax	**除稅前（虧損）溢利**	**(162,545)**	329,330
Income tax at applicable tax rate of 25% (2018: 25%)	按適用稅率25%計算之所得稅（2018年：25%）	**(40,637)**	82,333
Tax effect of different tax rates	不同稅率之稅務影響	**7,371**	14,831
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	**19,272**	25,833
Tax effect of non-taxable income	毋須課稅收入之稅務影響	**(3,132)**	(1,549)
Tax effect of unrecognised tax losses	未確認稅務虧損之稅務影響	**50,612**	43,522
Tax effect of share of results of joint ventures	分佔合資企業業績之稅務影響	**1,914**	676
LAT	土地增值稅	**4,301**	6,980
Tax effect of LAT	土地增值稅之稅務影響	**(1,075)**	(1,745)
Tax charge for the year	年內稅項支出	**38,626**	170,881

10. DIVIDENDS
10. 股息

The board of directors does not recommend the payment of any dividend for the years ended 31 December 2019 and 2018.

董事會不建議就截至2019年及2018年12月31日止年度派付任何股息。

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

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

11. 董事及最高行政人員酬金

已付或應付七名(2018年:八名)董事各自之酬金如下:

		2019 2019年					
		Fees 袍金 HK$'000 千港元	Salaries and other benefits 薪金及其他福利 HK$'000 千港元	Performance related bonus 績效相關花紅 HK$'000 千港元	Retirement benefits scheme contributions 退休福利計劃供款 HK$'000 千港元	Share-based payments 以股份為基礎的付款 HK$'000 千港元	Total 總計 HK$'000 千港元
Executive directors	**執行董事**						
Mr. Zhou Zheng (Note 1)*	周政先生(附註1)*	**120**	**–**	**–**	**–**	**–**	**120**
Mr. Yang Lei*	楊蕾先生*	**120**	**–**	**–**	**–**	**371**	**491**
Non-executive director	**非執行董事**						
Mr. Lam Yu Yee, Benjamin (Note 2)	林裕兒先生(附註2)	**48**	**1,000**	**–**	**2**	**–**	**1,050**
Independent non-executive director	**獨立非執行董事**						
Mr. Chen Guanglei (Note 3)	陳廣壘先生(附註3)	**–**	**–**	**–**	**–**	**–**	**–**
Mr. Li Chak Hung (Note 3)	李澤雄先生(附註3)	**141**	**–**	**–**	**–**	**–**	**141**
Mr. Meng Xiaosu	孟曉蘇先生	**120**	**–**	**–**	**–**	**111**	**231**
Mr. Yang Buting	楊步亭先生	**120**	**–**	**–**	**–**	**111**	**231**
Mr. Zhao Daxin	趙大新先生	**120**	**–**	**–**	**–**	**111**	**231**
		789	**1,000**	**–**	**2**	**704**	**2,495**

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – continued

11. 董事及最高行政人員酬金－續

		2018 2018年					
		Fees 袍金 HK$'000 千港元	Salaries and other benefits 薪金及其他福利 HK$'000 千港元	Performance related bonus 績效相關花紅 HK$'000 千港元	Retirement benefits scheme contributions 退休福利計劃供款 HK$'000 千港元	Share-based payments 以股份為基礎的付款 HK$'000 千港元	Total 總計 HK$'000 千港元
Executive directors	**執行董事**						
Mr. Zhou Zheng (Note 1)*	周政先生(附註1)*	120	–	–	–	–	120
Mr. Lam Yu Yee, Benjamin	林裕兒先生	120	3,884	1,000	18	–	5,022
Mr. Yang Lei*	楊蕾先生*	120	–	–	–	21	141
Mr. Chan Tak Kwong (Note 4)*	陳德光先生(附註4)*	48	–	–	–	–	48
Independent non-executive director	**獨立非執行董事**						
Mr. Li Chak Hung	李澤雄先生	145	–	–	–	6	151
Mr. Meng Xiaosu	孟曉蘇先生	120	–	–	–	6	126
Mr. Yang Buting	楊步亭先生	120	–	–	–	6	126
Mr. Zhao Daxin	趙大新先生	120	–	–	–	6	126
		913	3,884	1,000	18	45	5,860

* Certain executive Directors received emoluments from a related company of the Group for the years ended 31 December 2019 and 2018, in respect of their services to a larger group which including the Group. No apportionment has been made as the qualifying services provided by Directors to the Group are incidental to their responsibilities to the larger group. The related company is wholly-owned by the immediate family members of Mr. Zhou Zheng.

* 於截至2019年及2018年12月31日止年度，若干執行董事就彼等對擴大集團(包括本集團)所提供之服務從本集團一間關聯公司收取酬金。並無分攤有關酬金，原因為董事向本集團提供合資格服務及彼等對擴大集團須承擔責任之附帶服務。有關關聯公司由周政先生之直系家屬全資擁有。

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS – continued

Notes:

(1) Mr. Zhou Zheng is also the chief executive (resigned on 2 January 2020) of the Company. His emoluments include those for his services rendered as the chief executive.

(2) Mr. Lam Yu Yee, Benjamin has been re-designated as a non-executive director of the Company with effective from 1 January 2019 and he has resigned his position on 24 May 2019.

(3) Mr. Li Chak Hung has resigned and Mr. Chen Guanglei has been appointed as an independent non-executive director of the Company with effective from 20 December 2019.

(4) Mr. Chan Tak Kwong has resigned as an executive director on 31 May 2018.

During the years ended 31 December 2019 and 2018, no emolument was paid by the Group to any Director as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emolument during both years.

There were no loans, quasi-loans or other dealings in favour of the Directors that were entered into or subsisted during the years ended 31 December 2019 and 2018.

The Directors are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company was a party and in which a Director or a connected entity of the Director had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the years ended 31 December 2019 and 2018, except for the details as disclosed in note 38, if appropriate.

11. 董事及最高行政人員酬金－續

附註：

(1) 周政先生亦為本公司之最高行政人員（於2020年1月2日辭任）。彼之酬金包括就彼擔任最高行政人員所提供服務之酬金。

(2) 林裕兒先生自2019年1月1日起已調任本公司非執行董事並於2019年5月24日辭任該職位。

(3) 李澤雄先生已辭任及陳廣壘先生已獲委任為本公司獨立非執行董事，自2019年12月20日起生效。

(4) 陳德光先生已於2018年5月31日辭任執行董事。

於截至2019年及2018年12月31日止年度，本集團概無向任何董事支付任何酬金作為加入本集團或加入本集團時的獎勵或作為離職補償。於兩個年度，概無董事放棄任何酬金。

於截至2019年及2018年12月31日止年度，概無訂立或存續以董事為受益人之任何貸款、準貸款或其他交易。

董事認為，本公司概無訂立與本公司業務有關及一名董事或董事之一間關連實體直接或間接於其中擁有重大權益，且於報告期末或截至2019年及2018年12月31日止年度內任何時間存續的任何重大交易、安排及合約，惟附註38所披露之詳情除外（如適用）。

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

During the year, one (2018: one) Director is included in the five highest paid individuals of the Group. Details of Directors' emoluments are set out in note 11 above. The emoluments of the remaining four (2018: four) highest paid individuals for the year were as follows:

12. 最高薪人士

年內，本集團五名最高薪人士中一名（2018年：一名）為董事。董事之酬金詳情載於上文附註11。年內其餘四名（2018年：四名）最高薪人士之酬金如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Salaries and other benefits	薪金及其他福利	**3,800**	3,008
Retirement benefits scheme contributions	退休福利計劃供款	**139**	396
		3,939	3,404

The emoluments of the above four (2018: four) highest paid individual fell within the following bands:

以上四名（2018年：四名）最高薪人士之酬金介乎以下範圍：

		Number of individuals **人數** **2019** **2019年**	2018 2018年
Nil to HK$1,000,000	零至1,000,000港元	**3**	3
HK$1,000,001 to HK$1,500,000	1,000,001港元至1,500,000港元	**1**	1
		4	4

During the year, no emoluments were paid by the Group to any of the above four (2018: four) highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

年內，本集團並無向以上任何四名（2018年：四名）最高薪人士支付酬金，作為加入本集團或於加入本集團時之獎金或離職補償。

13. (LOSS) EARNINGS PER SHARE

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

13. 每股(虧損)盈利

本公司擁有人應佔每股基本及攤薄盈利乃按下列數據計算:

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
(Loss) Earnings	**(虧損)盈利**		
(Loss) Profit for the year attributable to owners of the Company for the purpose of basic (loss) earnings per share	用以計算每股基本(虧損)盈利之本公司擁有人應佔年內(虧損)溢利	**(199,812)**	159,932
Effect on dilutive potential ordinary shares:	潛在攤薄普通股之影響:		
– Interest on the Convertible Bonds II (Note 26)	–可換股債券II之利息(附註26)	**–**	110,466
– Interest on the Convertible Bonds I (Note 26)	–可換股債券I之利息(附註26)	**–**	–
(Loss) Profit for the year attributable to owners of the Company for the purpose of diluted (loss) earnings per share	用以計算每股攤薄(虧損)盈利之本公司擁有人應佔年內(虧損)溢利	**(199,812)**	270,398

		2019 **2019年** **'000** **千股**	2018 2018年 '000 千股
Number of shares	**股份數目**		
Weighted average number of shares for the purpose of basic (loss) earnings per share	用以計算每股基本(虧損)盈利之股份加權平均數	**285,491**	264,066
Effect of dilutive potential ordinary shares in respect of	潛在攤薄普通股之影響		
– Convertible Bonds II	–可換股債券II	**–**	255,397
– Convertible bonds I	–可換股債券I	**–**	–
Weighted average number of shares for the purpose of diluted (loss) earnings per share	用以計算每股攤薄(虧損)盈利之股份加權平均數	**285,491**	519,463

13. (LOSS) EARNINGS PER SHARE – continued

13. 每股(虧損)盈利－續

		2019 2019年	2018 2018年
(Loss) Earnings per share:	**每股(虧損)盈利:**		
– Basic	－基本	**(HK$0.6999港元)**	HK$0.6057港元
– Diluted	－攤薄	**(HK$0.6999港元)**	HK$0.5205港元

Note:

The computation of diluted loss per share for the year ended 31 December 2019 did not assume the conversion of the Company's Convertible Bonds I and II since its assumed exercise would result in decrease in loss per share.

It also did not assume the exercise of share options under the Company's share option scheme since its assumed exercise would have anti dilutive effect for the years ended 31 December 2019 and 2018.

附註:

計算截至2019年12月31日止年度之每股攤薄虧損並無假設轉換本公司之可換股債券I及II，原因為其假設行使將會導致每股虧損減少。

其亦無假設根據本公司之購股權計劃行使購股權，原因為其假設行使將會對截至2019年及2018年12月31日止年度產生反攤薄效應。

14. PROPERTY, PLANT AND EQUIPMENT 14. 物業、廠房及設備

		Buildings 樓宇 HK$'000 千港元	Leasehold improvements 租賃物業裝修 HK$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 HK$'000 千港元	Computer equipment and software 電腦設備及軟件 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Construction in progress 在建工程 HK$'000 千港元	Total 總計 HK$'000 千港元
COST	**成本**							
At 1 January 2018	於2018年1月1日	27,254	125	6,025	1,460	5,423	14,563	54,850
Additions	添置	–	–	533	810	1,147	200,922	203,412
Disposals	出售	–	–	(75)	–	(1,360)	–	(1,435)
Disposal of subsidiaries (note 34)	出售附屬公司(附註34)	–	–	(2,235)	(301)	(2,786)	–	(5,322)
Exchange realignment	匯兌調整	(645)	–	(177)	(86)	(132)	(8,020)	(9,060)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	26,609	125	4,071	1,883	2,292	207,465	242,445
Additions	添置	8,580	–	653	119	636	49,238	59,226
Disposals	出售	–	–	(236)	(406)	(1,284)	–	(1,926)
Exchange realignment	匯兌調整	(753)	–	(84)	(40)	(54)	(2,348)	(3,279)
At 31 December 2019	於2019年12月31日	34,436	125	4,404	1,556	1,590	254,355	296,466
ACCUMULATED DEPRECIATION	**累計折舊**							
At 1 January 2018	於2018年1月1日	1,022	125	3,810	218	3,329	–	8,504
Depreciation	折舊	1,350	–	928	475	1,072	–	3,825
Eliminated on disposals	出售時對銷	–	–	(74)	–	(669)	–	(743)
Disposal of subsidiaries (note 34)	出售附屬公司(附註34)	–	–	(1,509)	(3)	(2,658)	–	(4,170)
Exchange realignment	匯兌調整	(97)	–	(119)	(28)	(48)	–	(292)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	2,275	125	3,036	662	1,026	–	7,124
Depreciation	折舊	1,721	–	406	352	528	–	3,007
Eliminated on disposals	出售時對銷	–	–	(13)	(123)	(259)	–	(395)
Exchange realignment	匯兌調整	(83)	–	(62)	(20)	(25)	–	(190)
At 31 December 2019	**於2019年12月31日**	3,913	125	3,367	871	1,270	–	9,546
NET CARRYING AMOUNT	**賬面淨值**							
At 31 December 2019	**於2019年12月31日**	30,523	–	1,037	685	320	254,355	286,920
At 31 December 2018	於2018年12月31日	24,334	–	1,035	1,221	1,266	207,465	235,321

At 31 December 2019, the Group pledged certain of its property, plant and equipment amounting to approximately HK$54,539,000 (2018: approximately HK$55,196,000) to a bank to secure borrowings obtained, details of which are set out in note 25.

於2019年12月31日，本集團向一間銀行抵押其金額約為54,539,000港元(2018年：約55,196,000港元)之若干物業、廠房及設備，為已取得借貸作抵押，有關詳情載於附註25。

15. PREPAID LEASE PAYMENTS/RIGHT-OF-USE ASSETS/LEASE LIABILITIES

Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 December 2018. Upon adoption of HKFRS 16, the prepaid lease payments amounting to approximately HK$50,913,000 were reclassified to right-of-use assets.

The movements of right-of-use assets and lease liabilities within HKFRS 16 during the year ended 31 December 2019 are set out below:

15. 預付租賃款項／使用權資產／租賃負債

於2018年12月31日，位於中國的租賃土地的預付款分類為預付租賃款項。於採納香港財務報告準則第16號後，為數約50,913,000港元的預付租賃款項重新分類至使用權資產。

截至2019年12月31日止年度香港財務報告準則第16號內使用權資產及租賃負債的變動載列如下：

		Right-of-use assets 使用權資產			
		Leasehold lands 租賃土地	Land and buildings 土地及樓宇	Total 總計	Lease liabilities 租賃負債
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
At the beginning of the reporting period upon adoption of HKFRS 16	於報告期初採納香港財務報告準則第16號後	50,913	10,167	61,080	(10,167)
Depreciation of right-of-use assets	使用權資產折舊	(1,321)	(6,145)	(7,466)	–
Interest expenses on lease liabilities	租賃負債的利息費用	–	–	–	(570)
Lease payments	租賃付款	–	–	–	6,544
Exchange realignment	匯兑調整	(1,161)	(12)	(1,173)	50
At the end of the reporting period	**於報告期末**	48,431	4,010	52,441	(4,143)
Current portion	流動部分				(4,143)
Non-current portion	非流動部分				–
					(4,143)

The Group leases various office premises and a theme park in the PRC for its daily operations with fixed lease payment terms. Lease terms range from one to three years.

本集團租賃中國多項具有固定租賃付款條款的辦公室物業以及一座主題樂園用於其日常營運。租期介乎一至三年。

15. PREPAID LEASE PAYMENTS/RIGHT-OF-USE ASSETS/LEASE LIABILITIES – continued

At 31 December 2019, the Group pledged its right-of-use assets in respect of the leasehold lands in the PRC amounting to approximately HK$48,431,000 (2018: approximately HK$50,913,000 under prepaid lease payments) to a bank and a financial institution to secure borrowings obtained, details of which are set out in note 25.

RESTRICTIONS OR COVENANTS

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets, except for the right-of-use of the leasehold lands in the PRC. The Group is also required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

The Group has recognised the following amounts for the year:

15. 預付租賃款項／使用權資產／租賃負債－續

於2019年12月31日，本集團就位於中國的租賃土地向一間銀行及其他金融機構質押為數約48,431,000港元（2018年：預付租賃款項約50,913,000港元）的使用權資產，以為所取得的借貸提供抵押，有關詳情載於附註25。

限制或契諾

大多數租賃施加限制，即除非獲得出租人批准，否則使用權資產僅可由本集團使用，且本集團禁止出售或抵押相關資產，於中國租賃土地的使用權除外。本集團亦須保持該等物業處於良好維修狀態，並於租賃結束時將物業以其原始狀態返還。

本集團已於年內確認以下款項：

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Lease payments:	租賃付款：		
Short-term leases	短期租賃	**937**	N/A不適用
Total cash outflow for leases	租賃現金流出總額	**7,481**	6,532

During the year ended 31 December 2019, lease expenses charged to profit or loss amounted to approximately HK$937,000 (2018: approximately HK$6,532,000).

截至2019年12月31日止年度，自損益扣除的租賃開支約為937,000港元（2018年：約6,532,000港元）。

15. PREPAID LEASE PAYMENTS/RIGHT-OF-USE ASSETS/LEASE LIABILITIES – continued

COMMITMENTS UNDER OPERATING LEASES – AS LESSEE

At 31 December 2019, the Group had no commitment for short-term leases.

At 31 December 2018, the Group had outstanding commitments under non-cancellable operating leases in respect of office premises and a theme park in the PRC which fall due as follows:

15. 預付租賃款項／使用權資產／租賃負債－續

經營租賃承擔－作為承租人

於2019年12月31日，本集團並無短期租賃承擔。

於2018年12月31日，本集團根據不可撤銷經營租賃就中國辦公室物業及一座主題樂園的未履行承擔的到期情況如下：

		2018 2018年 HK$'000 千港元
Within one year	一年內	7,481
In the second to fifth year inclusive	第二至第五年（包括首尾兩年）	3,684
		11,165

16. INVESTMENT PROPERTIES

16. 投資物業

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Fair value	**公允價值**		
At 1 January	於1月1日	**5,512,086**	5,724,876
Additions	添置	**327,904**	287,232
Transferred from properties under development for sale (note 2)	轉撥自發展中待售物業（附註2）	**–**	50,441
Transferred from completed properties held for sale (note 2)	轉撥自已竣工待售物業（附註2）	**–**	377,792
Transferred to properties under development for sale (note 1)	轉撥至發展中待售物業（附註1）	**(3,228,360)**	(274,870)
Gain on fair value change of investment properties	投資物業公允價值變動之收益	**91,594**	638,953
Disposal of a subsidiary	出售一間附屬公司	**–**	(1,027,144)
Exchange realignment	匯兑調整	**(135,363)**	(265,194)
At 31 December	**於12月31日**	**2,567,861**	5,512,086

16. INVESTMENT PROPERTIES – continued

Note 1: The transfer of properties from investment properties to properties under development for sale represents the project of COMB+ (Beijing Fangshan)(1 piece of land under construction).

Note 2: Amount represented the transfer from properties under development for sale and completed properties held for sale to investment properties during the year ended 31 December 2018 upon inception of the operating lease agreements.

The Group's property interests held under leases to earn rentals are measured using fair value model and is classified and accounted for as investment properties.

At 31 December 2019 and 2018, the Group pledged all of its investment properties to certain banks and other financial institutions to secure borrowings obtained therefrom, details of which are set out in note 25.

The fair values of the Group's investment properties at 31 December 2019 were arrived at on the basis of valuation carried out by CHFT Advisory and Appraisal Ltd. (2018: CHFT Advisory and Appraisal Ltd.), an independent external valuer not connected with the Group.

The Group engaged the independent external valuer to perform the valuation. The Directors work closely with the independent external valuer to establish the appropriate valuation techniques and inputs to the model.

The fair values of completed investment properties as at 31 December 2019 and 2018 were determined based on the income approach. Income approach took into account the current passing rents of the property interests and the reversionary values of the properties, and capitalised the existing tenancies in the remaining tenancy terms into the term interest and assembled it with the reversionary interest.

16. 投資物業－續

附註1： 自投資物業轉撥物業至發展中待售物業指超級蜂巢項目（北京房山）（1幅地塊在建）。

附註2： 金額指待經營租賃協議生效後將截至2018年12月31日止年度由發展中待售物業及已竣工待售物業轉撥至投資物業。

本集團根據租約持有作賺取租金用途之物業權益乃使用公允價值模式計量，並分類及列賬為投資物業。

於2019年及2018年12月31日，本集團向若干銀行及其他金融機構抵押其所有投資物業，以作為自上述銀行及其他金融機構獲取借貸之擔保，有關詳情載於附註25。

本集團投資物業於2019年12月31日之公允價值乃根據華坊諮詢評估有限公司（2018年：華坊諮詢評估有限公司）進行之估值計算。該評估師為與本集團概無關連之獨立外部評估師。

本集團委聘獨立外部評估師進行估值。董事與獨立外部評估師密切協作以設立適用之估值技術及模型之輸入數據。

於2019年及2018年12月31日，已竣工投資物業之公允價值根據收入法釐定。收入法計及物業權益之現時租金及物業之復歸價值，於餘下租期將現有租賃資本化為定期利息，並與復歸權益彙集。

16. INVESTMENT PROPERTIES – continued

Fair values of the investment properties under development as at 31 December 2019 and 2018 were derived using the multiple valuation techniques, including residual approach and comparison approach. Under the residual approach, the independent external valuer made reference to strata units comparable as available in the market to arrive the capital value of the property as if the proposed development were completed and also took into consideration the development cost already spent and to be spent to reflect the quality of the completed development. Residual approach also involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Comparison approach consisted of comparisons based on prices on price realised or current asking prices of comparable properties. Comparable properties of similar size, character and location are selected and analysed.

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

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

16. 投資物業－續

發展中投資物業於2019年及2018年12月31日之公允價值採用多重估值技術(包括剩餘價值法及直接比較法)釐定。根據剩餘價值法，獨立外部估值師參考市場上可用的可比較地層單位以達至物業資本價值，猶如擬定發展已完成，亦計及已支出及將支出的發展成本，以反映已竣工發展的質量。剩餘價值法亦涉及參考擬定發展的潛力以估計資本價值，方式為從估計已竣工發展成本中扣除成本及開發商溢利。比較法由基於已變現價格或可比較物業的現行賣出價的比較組成。選擇及分析規模、特徵及位置類似的可比較物業。

於計量物業之公允價值時，物業的最高及最佳用途為現時用途。

下表載列有關釐定該等投資物業公允價值之方法之資料(特別是所採用之估值技術及輸入數據)，以及根據公允價值計量之輸入數據的可觀察程度將公允價值計量分類之公允價值層級。

16. INVESTMENT PROPERTIES – continued
AT 31 DECEMBER 2019

16. 投資物業－續
於2019年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: HK$2,280,809,000) (2 pieces of land completed)	Level 3	Income approach (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustments to reflect the certainty of term income secured and to be received, of 5.25% for retail, of 3.5% for office.	A slight increase in the term yield used would result in a significant decrease in the fair value of the investment properties and vice versa.
		The key inputs of income approach are: (1) Term yield; (2) Market unit rent of individual unit; (3) Reversionary yield; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 5.5% for retail and 3.5% for office.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.
			Level adjustment on individual floors of the property range from 55% to 70% on specific level.	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
超級蜂巢+（北京房山）－在建（賬面值：2,280,809,000港元）（兩幅已竣工土地）	第三層	收入法（租期復歸法）	租期收益率，計及可資比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整，零售物業為5.25%，辦公室物業為3.5%。	倘所使用租期收益率微升，則會導致投資物業公允價值大幅下跌，反之亦然。
		收入法的主要輸入數據為： (1) 租期收益率； (2) 個別單位的市場單位租金； (3) 復歸收益率；及 (4) 樓層調整	復歸收益率，計及可資比較物業之年度單位市場租金收入及單位市值，零售物業為5.5%，辦公室物業為3.5%。	倘所使用復歸收益率微升，則會導致投資物業公允價值計量大幅下跌，反之亦然。
			個別物業樓層之樓層調整，介乎特定樓層之55%至70%。	倘所使用對個別樓層作出之樓層調整增加，則會導致投資物業公允價值計量有較低之百分比跌幅，反之亦然。
The Jiashan Project (Jiashan) (Carrying amount: HK$150,605,000) (Under construction)	Level 3	Multiple valuation techniques: Comparison approach and residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
		Comparison approach The key input is: (1) Unit land price per area	Unit land price per area, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB2,000/sq.m.	A slight increase in the unit land price would result in an increase in the fair value measurement of the investment properties, and vice versa.
嘉善項目（嘉善）（賬面值：150,605,000港元）（在建）	第三層	多重估值技術：比較法及剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法的主要輸入數據為： (1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅下降，反之亦然。
		比較法 主要輸入數據為： (1) 單位面積地價	單位面積地價，採用直接市場可資比較項目及計及時間、地點及個別因素，例如物業的大小及數量，為每平方米人民幣2,000元。	倘單位地價微增，則會導致投資物業公允價值計量上升，反之亦然。

16. INVESTMENT PROPERTIES – continued
AT 31 DECEMBER 2019 – continued

16. 投資物業－續
於2019年12月31日－續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The Hengnan Project (Hengnan) (Carrying amount: HK$136,447,000) (Under construction)	Level 3	Comparison approach The key input is: (1) Unit land price per area	Unit land price per area, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB1,200/sq.m.	A slight increase in the unit land price would result in an increase in the fair value measurement of the investment properties, and vice versa.
衡南項目（衡南）（賬面值：136,447,000港元）（在建）	第三層	比較法 主要輸入數據為： (1) 單位面積地價	單位面積地價，採用直接市場可資比較項目及計及時間、地點及個別因素，例如物業的大小及質量，為每平方米人民幣1,200元。	倘單位地價微增，則會導致投資物業公允價值計量上升，反之亦然。

AT 31 DECEMBER 2018

於2018年12月31日

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: HK$2,922,849,000) (1 piece of land under construction)	Level 3	Residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
超級蜂巢+（北京房山）－在建（賬面值：2,922,849,000港元）（一幅在建土地）	第三層	剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法的主要輸入數據為： (1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅下降，反之亦然。
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: HK$2,364,403,000) (2 pieces of land completed)	Level 3	Income approach (term and reversionary approach)	Term yield, taking into account of yield generated from comparable properties and adjustments to reflect the certainty of term income secured and to be received, of 5.5% for retail, of 3% for office.	A slight increase in the term yield used would result in a significant decrease in the fair value of the investment properties and vice versa.
		The key inputs of income approach are: (1) Term yield; (2) Market unit rent of individual unit; (3) Reversionary yield; and (4) Level adjustment	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties, of 5.5%.	A slight increase in the reversionary yield used would result in a significant decrease in the fair value measurement of the investment properties and vice versa.
			Level adjustment on individual floors of the property range from 55% to 70% on specific level.	An increase in the level adjustment on individual floors used would result in a decrease in the fair value measurement of the investment properties by a lower percentage, and vice versa.
超級蜂巢+（北京房山）－在建（賬面值：2,364,403,000港元）（兩幅已竣工土地）	第三層	收入法（租期復歸法）	租期收益率，計及可資比較物業產生之收益及為反映確切已取得及即將收取之定期收入而作出之調整，零售物業為5.5%，辦公室物業為3%。	倘所使用租期收益率微升，則會導致投資物業公允價值計量大幅下跌，反之亦然。
		收入法的主要輸入數據為： (1) 租期收益率； (2) 個別單位的市場單位租金； (3) 復歸收益率；及 (4) 樓層調整	復歸收益率，計及可資比較物業之年度單位市場租金收入及單位市值，為5.5%。	倘所使用復歸收益率微升，則會導致投資物業公允價值計量大幅下跌，反之亦然。
			個別物業樓層之樓層調整，介乎特定樓層之55%至70%。	倘所使用對個別樓層作出之樓層調整增加，則會導致投資物業公允價值計量有較低之百分比跌幅，反之亦然。

16. INVESTMENT PROPERTIES – continued
AT 31 DECEMBER 2018 – continued

16. 投資物業－續
於2018年12月31日－續

Investment properties held by the Group 本集團持有之投資物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The Jiashan Project (Jiashan) (Carrying amount: HK$129,080,000) (Under construction)	Level 3	Multiple valuation techniques: Comparison approach and residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
		Comparison approach The key input is: (1) Unit site rate	Unit site rate, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB980/sq.m.	A slight increase in the unit site rate would result in an increase in the fair value measurement of the investment properties, and vice versa.
嘉善項目（嘉善）（賬面值：129,080,000港元）（在建）	第三層	多重估值技術：比較法及剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法的主要輸入數據為：(1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅下降，反之亦然。
		比較法 主要輸入數據為：(1) 場地單位比率	場地單位比率，採用直接市場可資比較項目及計及時間、地點及個別因素，例如物業的大小及數量，為每平方米人民幣980元。	倘場地單位比率微升，則會導致投資物業公允價值計量上升，反之亦然。
The Hengnan Project (Hengnan) (Carrying amount: HK$95,754,000) (Under construction)	Level 3	Comparison approach The key input is: (1) Unit site rate	Unit site rate, using direct market comparables and taking into account of time, location and individual factors such as size and quantum of properties of RMB422/sq.m.	A slight increase in the unit site rate would result in an increase in the fair value measurement of the investment properties, and vice versa.
衡南項目（衡南）（賬面值：95,754,000港元）（在建）	第三層	比較法 主要輸入數據為：(1) 場地單位比率	場地單位比率，採用直接市場可資比較項目及計及時間、地點及個別因素，例如物業的大小及質量，為每平方米人民幣422元。	倘所使用場地單位比率微升，則會導致投資物業公允價值計量上升，反之亦然。

16. INVESTMENT PROPERTIES – continued
16. 投資物業－續

AT 31 DECEMBER 2019
於2019年12月31日

Investment properties transferred to properties under development for sale

轉撥至發展中待售物業的投資物業

Properties under development for sale held by the Group 本集團持有之發展中待售物業	Fair value hierarchy 公允價值層級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公允價值之關係
The COMB+ (Beijing Fangshan) – Under construction (Carrying amount: HK$3,228,360,000) (1 piece of land under construction)	Level 3	Residual approach	Estimation of development costs not yet incurred or contracted based on existing development plans.	Increase in the development costs would result in a decrease in the expected developer profit margin and fair value measurement of the investment properties, and vice versa.
		The key inputs of residual approach are: (1) Total development cost to completion (2) Expected developer profit margin	Estimation of developer profit margin.	A significant increase in the expected profit would result in a significant decrease in fair value measured of the investment properties and vice versa.
超級蜂巢+（北京房山）－在建（賬面值：3,228,360,000港元）（一幅土地在建）	第三層	剩餘價值法	根據現有發展計劃估算尚未產生或已訂約的發展成本。	發展成本增加，則會導致預期開發商利潤率及投資物業公允價值計量下降，反之亦然。
		剩餘價值法的主要收入數據為：(1) 完成總發展成本 (2) 預期開發商利潤率	開發商利潤率估計。	預期利潤大幅增加將會導致投資物業公允價值計量大幅下降，反之亦然。

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent external valuer to perform the valuation of the Group's investment properties. The Group will first consider and adopt Level 2 inputs where inputs can be derived from observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. The valuation techniques have been calibrated so that at initial recognition, the result of the valuation techniques is reconciled to the transaction price. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the Directors.

在估計本集團投資物業之公允價值時，本集團會使用可供使用之市場可觀察數據。倘沒有第一層的輸入數據，本集團會委聘獨立外部評估師為本集團之投資物業進行估值。本集團將首先考慮及採用第二層輸入數據，即有關輸入數據可自活躍市場上的可觀察報價獲得。倘沒有第二層的輸入數據，本集團則會採用包括第三層輸入數據之估值技術。估值技術已作出修正以使於初步確認時估值技術所得結果與交易價相同。倘資產公允價值出現重大變動，則會向董事報告有關波動之原因。

During the year ended 31 December 2019, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into and out of Level 3.

於截至2019年12月31日止年度，第一層及第二層之間並無公允價值計量之轉撥，且並無轉入及轉出自第三層。

17. INVESTMENT IN JOINT VENTURES 17. 於合營企業之投資

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Cost of investment, unlisted	投資成本，非上市	**1,355,195**	1,237,686
Share of post-acquisition results and other comprehensive losses	分佔收購後業績及其他全面虧損	**(41,365)**	(2,702)
		1,313,830	1,234,984

Name of joint venture 合營企業名稱	Place of establishment/ operations 成立／營運地點	Class of shares held 所持股份類別	Proportion of ownership interest 擁有權比例		Proportion of voting rights held 所持投票權比例		Nature of business 業務性質
			2019 2019年	2018 2018年	2019 2019年	2018 2018年	
SkyOcean Real Estate (Tangshan) Co., Ltd ("SkyOcean Tangshan") 天洋地產(唐山)有限公司(「天洋唐山」)	PRC 中國	Paid capital 繳足股本	**51%**	51%	**50%**	50%	Property development 物業開發
TianMao Cultural Development (Jiangyin) Co., Ltd ("TianMao") 天茂文化發展(江陰)有限公司(「天茂」)	PRC 中國	Paid capital 繳足股本	**51%**	N/A 不適用	**51%**	N/A 不適用	Property development 物業開發

Notes:

(i) Upon the completion of the disposal on 15 November 2018, the Group, through SkyOcean International United Limited ("SkyOcean United"), a subsidiary of which 82.35% interest is held by the Group, held 51% equity interest of SkyOcean Tangshan.

附註：

(i) 於2018年11月15日完成出售後，本集團透過天洋國際聯合有限公司(「天洋聯合」)(一間本集團持有82.35%權益的附屬公司)持有天洋唐山51%股權。

17. INVESTMENT IN JOINT VENTURES – continued

Notes: – continued

(ii) As stipulated in the articles of association of SkyOcean Tangshan, the Group has the right to appoint one out of two directors which are responsible for making decisions of its relevant activities and those decisions require the unanimous consent of both directors. In this regard, the Group's 51% equity interest in SkyOcean Tangshan is accounted for as a joint venture of the Group.

(iii) On 30 January 2019, SkyOcean Cultural Development Company Limited ("SkyOcean Cultural"), an indirectly wholly-owned subsidiary of the Group, entered into an agreement with Jinmao Suwan Corporate Investment (Tianjin) Company Limited ("Jinmao Investment"), an independent third party, pursuant to which TianMao was established as the key investment entity to obtain a land in JiangSu and to undertake a property development project. In accordance with the agreement, TianMao is owned as to 51% by SkyOcean Cultural and 49% by Jinmao Investment, and as at 30 June 2019, SkyOcean Cultural contributed RMB71,400,000 (equivalent to approximately HK$83,551,000) in proportion of its equity interest in TianMao. On 22 October 2019, SkyOcean Cultural further contributed RMB30,600,000 (equivalent to approximately HK$33,958,000) in proportion of its equity interest in TianMao. As the decisions about the relevant activities of TianMao require the unanimous consent of all shareholders, accordingly, TianMao is accounted for as a joint venture of the Group.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

17. 於合營企業之投資－續

附註：－續

(ii) 如天洋唐山組織章程細則所規定，本集團有權委任兩名董事中的一名董事負責對其相關活動作出決策，且有關決策需要兩名董事的一致同意。就此而言，本集團於天洋唐山的51%股權入賬為本集團的合營企業。

(iii) 於2019年1月30日，本集團間接全資附屬公司天洋文化發展有限公司(「天洋文化」)與獨立第三方金茂蘇皖企業管理(天津)有限公司(「金茂管理」)訂立一份協議，據此成立天茂作為主要投資實體，以獲得江蘇一幅土地及承接物業開發項目。根據協議，天茂由天洋文化擁有51%權益及由金茂管理擁有49%權益，於2019年6月30日，天洋文化按其於天茂之股權比例出資人民幣71,400,000元(相當於約83,551,000港元)。於2019年10月22日，天洋文化按其於天茂之股權比例進一步出資人民幣30,600,000元(相當於約33,958,000港元)。由於有關天茂相關活動之決定需要全體股東一致同意，故天茂作為本集團之一家合營企業入賬。

合營企業乃使用權益法於該等合併財務報表入賬。

17. INVESTMENT IN JOINT VENTURES – continued

Summarised consolidated financial information in respect of SkyOcean Tangshan is set out below. The summarised consolidated financial information below represents amounts shown in SkyOcean Tangshan's consolidated financial statements prepared in accordance with HKFRSs.

17. 於合營企業之投資－續

天洋唐山的合併財務資料概要載列如下。下文所載合併財務資料概要指根據香港財務報告準則編製之天洋唐山合併財務報表中所示之金額。

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Non-current assets	非流動資產	**1,093,867**	1,049,715
Current assets	流動資產	**2,871,290**	3,165,953
Current liabilities	流動負債	**523,007**	785,323
Non-current liabilities	非流動負債	**1,080,701**	1,008,808
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：		
Cash and cash equivalents	現金及現金等價物	**14,140**	7,558
Financial liabilities (excluding trade and other payables and provisions)	金融負債（不包括貿易及其他應付款項及撥備）	**–**	285,323
Gross amounts	*總額*		
Revenue	收入	**36,769**	2,050
Loss for the year/period	年／期內虧損	**(6,593)**	(5,298)
Other comprehensive loss for the year/period	年／期內其他綜合虧損	**(53,495)**	–
Total comprehensive loss for the year/period	年／期內綜合虧損總額	**(60,088)**	(5,298)
The Group's share of	本集團分佔		
Loss for the year/period	年／期內虧損	**(3,363)**	(2,702)
Other comprehensive loss for the year/period	年／期內其他綜合虧損	**(27,281)**	–
Total comprehensive loss for the year/period	年／期內綜合虧損總額	**(30,644)**	(2,702)

17. INVESTMENT IN JOINT VENTURES – continued

Reconciliation of the above consolidated financial information to the carrying amount of the interest in SkyOcean Tangshan recognised in the consolidated financial statements:

17. 於合營企業之投資－續

上述合併財務資料與於合併財務報表內確認之於天洋唐山權益賬面值的對賬：

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Net assets	資產淨值	**2,361,449**	2,421,537
The Group's share of net assets	本集團分佔資產淨值	**1,204,339**	1,234,984

Summarised financial information in respect of TianMao is set out below. The summarised financial information below represents amounts shown in TianMao's financial statements prepared in accordance with HKFRSs.

天茂的財務資料概要載列如下。下文所載財務資料概要指根據香港財務報告準則編製之天茂財務報表中所示之金額。

		2019 2019年 HK$'000 千港元
Non-current assets	非流動資產	**489**
Current assets	流動資產	**775,766**
Current liabilities	流動負債	**561,567**
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：	
Cash and cash equivalents	現金及現金等價物	**38,130**
Gross amounts	*總額*	
Revenue	收入	**–**
Loss for the year	年內虧損	**(8,409)**
Other comprehensive loss for the year	年內其他綜合虧損	**(7,314)**
Total comprehensive loss for the year	年內綜合虧損總額	**(15,723)**
The Group's share of	本集團分佔	
Loss for the year	年內虧損	**(4,290)**
Other comprehensive loss for the year	年內其他綜合虧損	**(3,729)**
Total comprehensive loss for the year	年內綜合虧損總額	**(8,019)**

17. INVESTMENT IN JOINT VENTURES – continued

Reconciliation of the above financial information to the carrying amount of the interest in TianMao recognised in the consolidated financial statements:

17. 於合營企業之投資－續

上述財務資料與於合併財務報表內確認之於天茂之權益賬面值的對賬：

		2019 2019年 HK$'000 千港元
Net assets	資產淨值	**214,688**
The Group's share of net assets	本集團分佔資產淨值	**109,491**

18. PROPERTIES UNDER DEVELOPMENT FOR SALE

As a result of management decision to change the use of certain properties from leasing to sale, during the year, the Group transferred certain properties under development under the project of COMB+ in Beijing Fangshan, previously classified as investment properties, to properties under development for sale. The Group has established a comprehensive strategic plan for the sale of these properties.

At 31 December 2019, such properties were measured at fair value of approximately HK$3,228,360,000 with reference to valuation carried by an independent external valuer, CHFT Advisory and Appraisal Ltd., before the transfer to properties under development for sale. Details of the valuation of investment properties are set out in Note 16.

At 31 December 2019 and 2018, the Group pledged certain of its properties under development for sale, details of which are set out in note 25.

The Group's properties under development for sale are situated in the PRC. Included in the amount are properties under development for sale of approximately HK$1,127,603,000 (2018: approximately HK$1,448,171,000) which are not expected to be completed and available for sale within twelve months from the end of the reporting period.

18. 發展中待售物業

由於管理層決定將若干物業的用途由租賃改為出售，於年內，本集團將北京房山超級蜂巢項目下的若干發展中物業（先前分類為投資物業）轉撥至發展中待售物業。本集團制定一項全面戰略計劃，以出售該等物業。

於2019年12月31日，於轉撥至發展中待售物業之前，該等物業經參考獨立外部估值師華坊諮詢評估有限公司作出的估值按公允價值計量，為約3,228,360,000港元。投資物業的估值詳情載於附註16。

於2019年及2018年12月31日，本集團抵押其若干發展中待售物業，詳情載於附註25。

本集團發展中待售物業位於中國。該金額包括發展中待售物業約1,127,603,000港元（2018年：約1,448,171,000港元），預期於報告期末起十二個月內不會完成及可供出售。

19. TRADE RECEIVABLES

19. 貿易應收款項

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Trade receivables	貿易應收款項	**4,839**	10,481
Less: allowance for credit losses	減：信貸虧損撥備	**(6)**	(6)
		4,833	10,475

At 31 December 2019 and 1 January 2019, the net carrying amount represented by lease receivables amounted to approximately RMB4,335,000 (equivalent to approximately HK$4,833,000) and RMB9,178,000 (equivalent to approximately HK$10,475,000) respectively.

於2019年12月31日及2019年1月1日，以租賃應收款項表示的賬面淨值分別約為人民幣4,335,000元（相當於約4,833,000港元）及人民幣9,178,000元（相當於約10,475,000港元）。

The ageing analysis of trade receivables (net of allowance for credit losses) by invoice date at the end of the reporting is as follows:

於報告期末，按發票日期劃分的貿易應收款項（扣除信貸虧損撥備）之賬齡分析如下：

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Current to 90 days	即期至90日	**4,833**	10,475

As 31 December 2019, no debtors which are past due but not impaired.

於2019年12月31日，並無已逾期但未減值之應收賬款。

19. TRADE RECEIVABLES – continued

For trade receivables, the Group applies the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Trade receivables are assessed individually for impairment allowance based on the historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each reporting period, including time value of money where appropriate.

19. 貿易應收款項－續

就貿易應收款項而言，本集團應用香港財務報告準則第9號之簡化法按全期預期信貸虧損計量虧損撥備。貿易應收款項乃根據過往信貸虧損經驗就減值撥備進行個別評估，並就債務人特定因素、整體經濟狀況以及於各報告期末的現時狀況及預測狀況動向的評估作出調整，在適當時包括貨幣的時間價值。

Movements in allowance for credit losses:

信貸虧損撥備變動如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
At beginning of the reporting period	報告期初	**(6)**	–
Increase in allowance	撥備增加	**–**	(6)
At end of the reporting period	報告期末	**(6)**	(6)

20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

20. 其他應收款項、按金及預付款項

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Consideration receivable from disposal of subsidiaries (Note 34)	出售附屬公司之應收代價（附註34）	**65,982**	–
Other receivables	其他應收款項	**17,384**	24,004
Deposits	按金	**4,420**	4,617
Prepayments	預付款項	**5,526**	6,943
		93,312	35,564

The Group measures loss allowance of other receivables and deposits at 12-month ECL, and when there has been significant increase in credit risk, the Group measures the loss allowance at lifetime ECL. No provision has been recognised during the years ended 31 December 2019 and 2018.

本集團按12個月預期信貸虧損計量其他應收款項及按金之虧損撥備，且倘信貸風險大幅增加，本集團按全期預期信貸虧損計量虧損撥備。截至2019年及2018年12月31日止年度，並無確認撥備。

21. OTHER NON-CURRENT/CURRENT ASSETS 21. 其他非流動／流動資產

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Prepayments for certain land use rights for investment properties (note ii)	用於投資物業之若干土地使用權之預付款項（附註ii）	**110,240**	108,810
Prepayments to a construction contractor (note i)	向建築承包商預付款項（附註i）	**32,846**	39,228
Others	其他	**1,033**	1,827
Other non-current assets	其他非流動資產	**144,119**	149,865
Prepayments to a construction contractor (note i)	向建築承包商預付款項（附註i）	**9,149**	10,926
Prepayments for certain land use rights for properties under development for sale (note ii)	用於發展中待售物業之若干土地使用權之預付款項（附註ii）	**191,640**	189,153
Prepayments for taxes	預付稅項	**53,821**	33,952
Others	其他	**557**	1,752
Other current assets	其他流動資產	**255,167**	235,783

Notes:

(i) Prepayment to a contractor in relation to the construction of investment properties was recorded as other non-current assets. Prepayment in relation to the construction of properties for sales paid to a contractor was recorded as other current assets.

(ii) Amounts represented the prepayment for certain land use rights of pieces of land in the PRC with the lease term between 40 and 70 years for the purpose of properties under development for sale and investment properties under development.

At 31 December 2019, included therein are advance to certain local government authority of approximately RMB270,802,000 (equivalent to approximately HK$301,880,000) (2018: RMB261,076,000 (equivalent to approximately HK$297,963,000)), which is unsecured and will be treated as the prepayment for acquiring certain land use rights in the areas controlled by such local government in the future. Advances in relation to the land use rights for the purpose of properties under development for sale were recorded as other current assets.

附註：

(i) 就建造投資物業向承包商作出的預付款項入賬為其他非流動資產。就建造待售物業支付予承包商之預付款項入賬為其他流動資產。

(ii) 該款項指用於銷售及發展中投資物業之發展中物業若干中國土地使用權之預付款項，租期介乎40年至70年。

於2019年12月31日，該等款項包括向若干地方政府部門之墊款約人民幣270,802,000元（相當於約301,880,000港元）（2018年：人民幣261,076,000元（相當於約297,963,000港元）），為無抵押並將視作用於日後收購有關地方政府所控制地區之若干土地使用權之預付款項。用於發展中待售物業之土地使用權之墊款入賬為其他流動資產。

22. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short-term deposits with an original maturity of three months or less.

The range of effective interest rates of bank balances at 31 December 2019 were 0.01% to 0.30% (2018: 0.01% to 0.35%) per annum.

22. 銀行結餘及現金

銀行結餘及現金包括本集團所持現金及原到期日為三個月或以內之短期存款。

於2019年12月31日，銀行結餘之實際年利率介乎0.01%至0.30%（2018年：介乎0.01%至0.35%）。

23. TRADE AND OTHER PAYABLES AND ACCRUALS

23. 貿易及其他應付款項及預提款項

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Trade and bill payables	貿易應付款項及應付票據	**614,303**	717,394
Other payables, accruals and deposits received	其他應付款項、預提款項及已收按金	**90,629**	88,530
Provision for compensation	賠償撥備	**12,013**	–
		716,945	805,924

Substantial portion of trade and bill payables at end of the reporting period was aged from 0 to 180 days based on invoice date (2018: 0 to 180 days). The average credit period on purchase of goods is 120 days (2018: 120 days).

於報告期末，按發票日期計算，大多數貿易應付款項及應付票據之賬齡為0至180日（2018年：0至180日）。採購貨品之平均信貸期為120日（2018年：120日）。

24. CONTRACT LIABILITIES

24. 合約負債

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Property (Note a)	物業(附註a)	**284,389**	289,032
Tourism park service and other service	旅遊樂園服務及其他服務	**1,483**	943
		285,872	289,975

Note:

(a) The Group recognised the HKFRS 15 revenue-related contract liabilities as the Group receives payments from customers based on billing schedules as established in the property sale contracts. Payments are usually received in advance of the performance of the contracts which is mainly the sales of properties.

The revenue recognised related to carried-forward contract liabilities during the year is as follows:

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Revenue recognised that was included in the contract liabilities:	計入合約負債的已確認收入:		
Sales of properties	物業銷售	**84,338**	60,305

As at 31 December 2019, the transaction price allocated to the performance obligations that are unsatisfied related to sales of properties is as follows:

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Expected to be satisfied within one year	預期於一年內履行	**284,389**	289,032

附註:

(a) 由於本集團根據於物業銷售合約中確定的付款安排自客戶收取款項,本集團確認香港財務報告準則第15號之收入相關合約負債。款項通常在合約的履約義務完成前收到,而該等合約主要來自物業銷售。

年內確認與結轉合約負債有關的收入金額如下所示:

於2019年12月31日,分配至與物業銷售有關的未履行履約義務的交易價格如下所示:

25. BANK AND OTHER BORROWINGS 25. 銀行及其他借貸

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Secured/guaranteed	有抵押／有擔保		
Bank borrowings* (Note a)	銀行借貸*（附註a）	**3,133,255**	3,626,246
Other borrowings (Note a & b)	其他借貸（附註a及b）	**849,779**	342,388
		3,983,034	3,968,634
Total borrowings are repayable as follows:	借貸總額之還款情況如下：		
– Repayable within one year	－一年內償還	**1,635,613**	414,270
– Repayable over 1 year and within 2 years	－一年後但兩年內償還	**1,430,467**	1,392,353
– Repayable over 2 years and within 5 years	－兩年後但五年內償還	**916,954**	2,162,011
		3,983,034	3,968,634
Less: Amounts shown under current liabilities	減：流動負債項下列示之金額	**(1,635,613)**	(414,270)
Amounts shown under non-current liabilities	非流動負債項下列示之金額	**2,347,421**	3,554,364
Fixed rate borrowings	定息借貸	**849,779**	342,388
Floating rate borrowings	浮息借貸	**3,133,255**	3,626,246
		3,983,034	3,968,634
Bank and other borrowings denominated in:	以下列貨幣計值之銀行及其他借貸：		
– RMB	－人民幣	**3,983,034**	3,885,339
– US$	－美元	**–**	83,295
		3,983,034	3,968,634

* The bank loans carried variable interest rates ranging from 6.36% to 7.48% (2018: ranging from 6.36% to 7.01%) per annum and are repayable in 2022 to 2023.

* 銀行貸款按介乎6.36%至7.48%（2018年：介乎6.36%至7.01%）的浮動年利率計息，並須於2022年至2023年償還。

25. BANK AND OTHER BORROWINGS – continued

Notes:

(a) At 31 December 2019, the secured bank and other borrowings of the Group were secured by certain assets of the Group as follows:

25. 銀行及其他借貸－續

附註：

(a) 於2019年12月31日，本集團之有抵押銀行及其他借貸乃以本集團若干資產作抵押，載列如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Property, plant and equipment	物業、廠房及設備	**54,539**	55,196
Prepaid lease payments	預付租賃款項	**–**	50,913
Right-of-use assets	使用權資產	**48,431**	–
Properties under development for sale	發展中待售物業	**4,083,926**	736,442
Investment properties	投資物業	**2,567,861**	5,512,086
Completed properties held for sale	已竣工待售物業	**283,761**	358,847
Pledged bank deposits	已抵押銀行存款	**–**	930
		7,038,518	6,714,414

The bank and other borrowings were also jointly guaranteed by Mr. Zhou Zheng and certain related parties.

銀行及其他借貸亦由周政先生以及若干關聯人士共同作出擔保。

(b) The details of secured and guaranteed other borrowings of the Group are as follows:

(b) 本集團之有抵押及有擔保其他借貸之詳情如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Loans from trust fund companies (note i)	來自信託基金公司之貸款（附註i）	**333,509**	342,388
Loans from immediate holding company (note ii)	來自直接控股公司之貸款（附註ii）	**258,812**	–
Loans from an independent third party (note iii)	來自一名獨立第三方之貸款（附註iii）	**257,458**	–
		849,779	342,388

25. BANK AND OTHER BORROWINGS – continued

Notes: – continued

(b) – continued

(i) At 31 December 2019, the loans from trust fund companies are secured by certain property, plant and equipment of approximately HK$54,539,000 (2018: HK$55,196,000); properties under development for sale of approximately HK$222,294,000 (2018: HK$227,584,000); right-of-use assets of approximately HK$25,865,000 (2018: prepaid lease payments of approximately HK$27,194,000); and investment properties of approximately HK$150,605,000 (2018: HK$129,080,000). These loans are jointly guaranteed by Mr. Zhou Zheng and SkyOcean Holdings Company Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng. The loans carry interest at 12.13% (2018: 12.13%) per annum and are repayable within one year (2018: repayable over one year).

(ii) During the year, the Group raised a new loan, amounting to RMB232,000,000 (equivalent to approximately HK$258,812,000), from SkyOcean Investment Holding Limited ("SkyOcean Investment"), the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng. The loan is secured by certain properties under development for sale of approximately HK$323,490,000 (2018: nil), carries interest at 11.8% per annum and is repayable in 2022.

(iii) During the year, the Group raised a new loan from an independent third party amounting to RMB230,000,000 (equivalent to approximately HK$257,458,000), which is guaranteed by Mr. Zhou Zheng and the Company, and secured by 100% equity of DreamEast (Jiangyin) Cultural Medium Co. Ltd., an indirectly wholly-owned subsidiary of the Company. The loan carries interest at 15.46% per annum and is repayable within one year.

25. 銀行及其他借貸－續

附註：－續

(b) －續

(i) 於2019年12月31日，來自信託基金公司之貸款由約54,539,000港元（2018年：55,196,000港元）之若干物業、廠房及設備；約222,294,000港元（2018年：227,584,000港元）之發展中待售物業；約25,865,000港元的使用權資產（2018年：預付租賃付款約27,194,000港元）；及約150,605,000港元（2018年：129,080,000港元）之投資物業作抵押。該等貸款由周政先生及天洋控股集團有限公司（由周政先生實益擁有80%權益之公司）共同擔保。該等貸款按年利率12.13%（2018年：12.13%）計息，並須於一年內償還（2018年：於一年後償還）。

(ii) 年內，本集團向本公司的直接控股公司天洋投資控股有限公司（「天洋投資」，由周政先生實益擁有80%權益）籌得新貸款人民幣232,000,000元（相當於約258,812,000港元）。該貸款以約為323,490,000港元（2018年：無）的若干發展中待售物業作抵押，按年利率11.8%計息並須於2022年償還。

(iii) 年內，本集團向一名獨立第三方籌得新貸款人民幣230,000,000元（相當於約257,458,000港元），由周政先生及本公司擔保並由本公司間接全資附屬公司夢東方（江陰）文化傳媒有限公司的100%權益作抵押。該貸款按年利率15.46%計息，並須於一年內償還。

26. CONVERTIBLE BONDS AND BONDS 26. 可換股債券及債券

		NOTES 附註	2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Liability components	**負債部分**			
Current	流動			
– RMB19,680,000 9.5% (2018: RMB19,680,000 8.5%) convertible bonds	一人民幣19,680,000元，按年利率9.5%計息（2018年：人民幣19,680,000元，按年利率8.5%計息）之可換股債券	26(a)	**23,512**	22,624
– HK$160,000,000 9.5% (2018: HK$270,000,000 8.5%) bonds	一160,000,000港元，按年利率9.5%計息（2018年：270,000,000港元，按年利率8.5%計息）之債券	26(a)	**158,600**	271,707
– HK$400,000,000 9.5% (2018: HK$400,000,000 8%) bonds	一400,000,000港元，按年利率9.5%計息（2018年：400,000,000港元，按年利率8%計息）之債券	26(a)	**396,763**	391,653
– RMB450,000,000 zero coupon convertible bonds	一人民幣450,000,000元，零票息可換股債券	26(b)	**462,110**	–
			1,040,985	685,984
Non-current	非流動			
– RMB450,000,000 zero coupon convertible bonds	一人民幣450,000,000元，零票息可換股債券	26(b)	**–**	435,206

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II

On 12 November 2015, the Company issued a two-year 8.5% secured convertible bonds in an aggregate principal of RMB29,520,000 (the "Convertible Bonds I") to an independent third party. In addition, the Company issued a two-year 8.5% secured guaranteed bonds in an aggregate principal of HK$270,000,000 (the "Bonds I") to the holder of the Convertible Bonds I on the same date. The net proceeds from issuance of the Convertibles Bonds I and the Bonds I were used for the Group's general working capital as well as mergers and acquisitions by the Group. The Convertible Bonds I and the Bonds I were jointly guaranteed by Director, Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean International Holdings Limited ("Beijing SkyOcean Holdings"), a company beneficially owned as to 80% by Mr. Zhou Zheng. The Convertible Bonds I and the Bonds I were also secured by a charge over certain number of the Company's ordinary shares held by SkyOcean Investment.

On 28 June 2016, the Company entered into a subscription agreement with the holder of the Convertible Bonds I and the Bonds I to issue three-year 8% secured guaranteed bonds in an aggregate principal of HK$470,000,000 (the "Bonds II"). The Bonds II was jointly guaranteed by Director, Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean Holdings. The Bonds II was also secured by a charge over certain number of the Company's ordinary shares held by SkyOcean Investment. Pursuant to the subscription agreement, SkyOcean Investment, being the holder of Convertible Bonds II (as defined in note 26(b) below), charged over partial of the Convertible Bonds II (the "Charged Convertible Bonds II") in favour of the holder of the Bonds II.

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II

於2015年11月12日，本公司發行本金總額為人民幣29,520,000元的兩年期8.5%有抵押可換股債券（「可換股債券I」）給獨立第三方。此外，於同日，本公司向可換股債券I持有人發行本金總額為270,000,000港元的兩年期8.5%有抵押有擔保債券（「債券I」）。發行可換股債券I及債券I之所得款項淨額用作本集團之一般營運資金以及撥付本集團進行之併購事項。可換股債券I及債券I由董事周政先生及若干關聯人士共同擔保。公司擔保由北京天洋國際控股有限公司（「北京天洋控股」，一間由周政先生實益擁有80%權益之公司）提供。可換股債券I及債券I亦由天洋投資持有的若干本公司普通股數目之押記作抵押。

於2016年6月28日，本公司與可換股債券I及債券I之持有人訂立認購協議，以發行本金總額為470,000,000港元的三年期8%有抵押有擔保債券（「債券II」）。債券II由董事周政先生及若干關聯人士共同擔保。公司擔保由北京天洋控股提供。債券II亦由天洋投資持有的若干本公司普通股數目之股份押記作抵押。根據認購協議，天洋投資（為可換股債券II（定義見下文附註26(b)）之持有人）以債券II持有人為受益人抵押可換股債券II的若干部分（「已抵押可換股債券II」）。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension did not result in material financial impact on the Group.

During the year ended 31 December 2017, the holder of the Convertible Bonds I exercised its right to convert certain Convertible Bonds I, with principal of RMB9,840,000 (equivalent to approximately HK$12,000,000) into ordinary shares of the Company.

During the year ended 31 December 2018, the holder of the Bond II with aggregate principal of HK$70,000,000, exercised its right to redeem the Bonds II on hand in full.

During the year ended 31 December 2019, the holder of the Bond I with aggregate principal of HK$100,000,000 exercised its right to redeem the Bonds I on hand in full.

On 27 August 2019, the Company reached an agreement with the holders of the Convertible Bonds I, the Bonds I and the Bonds II to modify their terms retrospectively effective from 1 July 2019. The modification include (i) extend the maturity date of the three bonds from 30 June 2019 to 30 June 2020 with extension fee of HK$8,910,000, representing 1.50% of the outstanding principals; (ii) the Company redeem the Bonds I with principal of HK$100,000,000 on 30 November 2019; (iii) the coupon rates of the Convertible Bonds I and the Bonds I adjusted from 8.5% to 9.5% whereas that of the Bonds II adjusted from 8% to 9.5%; and (iv) the conversion price of the Convertible Bonds I adjusted from HK$12 per share to HK$7.2482 per share. On 30 November 2019, the Company redeemed the Bonds I with principal of HK$10,000,000. The Company was in the process of negotiation with the holder of the Bonds I on repayment schedule of the remaining HK$90,000,000 at the end of the reporting period.

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。延期並無對本集團造成重大財務影響。

於截至2017年12月31日止年度，可換股債券I持有人行使其權利將若干可換股債券I（本金額為人民幣9,840,000元（相當於約12,000,000港元））轉換為本公司普通股。

於截至2018年12月31日止年度，本金總額為70,000,000港元的債券II持有人已行使其權利以悉數贖回手頭的債券II。

於截至2019年12月31日止年度，本金總額為100,000,000港元的債券I持有人已行使其權利以悉數贖回手頭的債券I。

於2019年8月27日，本公司與可換股債券I、債券I及債券II持有人就修訂其條款達成協議，追溯自2019年7月1日起生效。修訂包括：(i)將三類債券的到期日由2019年6月30日延長至2020年6月30日，延期費為8,910,000港元，相當於未償還本金額的1.50%；(ii)本公司於2019年11月30日贖回本金額為100,000,000港元的債券I；(iii)將可換取債券I及債券I之票息由8.5%調整至9.5%，而債券II之票息由8%調整至9.5%；及(iv)可換股債券I之換股價由每股12港元調整為每股7.2482港元。於2019年11月30日，本公司贖回本金額為10,000,000港元的債券I。於報告期末，本公司正在與債券I持有人磋商其餘90,000,000港元的還款時間表。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

The principal terms of the Convertible Bonds I are as follows:

(i) Conversion right

Pursuant to the subscription agreement, the holder of the Convertible Bonds I has the right to convert all or any part of the principal of the Convertible Bonds I into ordinary shares of the Company at any time from 12 November 2016 to the maturity date at (i.e. 30 June 2020).

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds I, the principal of the Convertible Bonds I to be converted shall be translated from RMB to HK$ at exchange rate of HK$1.2195:RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the "Conversion Price of Convertible Bonds I") will initially be HK$12 per share, but will be subject to adjustment which, in the opinion of the Directors, are all for anti-dilutive purpose to protect the right of the holder of the Convertible Bonds I.

(ii) Final redemption

Unless previously redeemed, converted, purchased and cancelled as provided herein, the Company shall pay to each holder of the Convertible Bonds I, an aggregate price of (i) 100% of the outstanding principal at maturity, (ii) all accrued and unpaid interest in respect of the Convertible Bonds I, if any, and (iii) all other related outstanding payable by the Company to the holder of the Convertible Bonds I.

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

可換股債券I之主要條款如下：

(i) 換股權

根據認購協議，可換股債券I之持有人有權自2016年11月12日起到期日（即2020年6月30日）隨時轉換可換股債券I本金額的全部或任何部分為本公司普通股。

為釐定於可換股債券I獲轉換後將予發行的普通股數目，將予轉換的可換股債券I之本金將按1.2195港元兑人民幣1元之匯率由人民幣換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券I之換股價」）將初步為每股12港元，惟可予以調整。董事認為，有關調整乃全為反攤薄目的以保障可換股債券I持有人的權利。

(ii) 最後贖回

除先前已按照規定贖回、轉換、購買及註銷外，本公司須向各可換股債券I持有人支付(i)於到期時的全部未償還本金額；(ii)可換股債券I之全部應計及未付利息（如有）；及(iii)本公司應付可換股債券I持有人的所有其他相關未償還款項之總價。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds I occurs, the holder of the Convertible Bonds I may elect to require the Company to redeem the outstanding Convertible Bonds I in full in the amount equivalent to the sum of (i) 100% of the outstanding principal of the Convertible Bonds I, (ii) all accrued and unpaid interest in respect of such Convertible Bonds I and unpaid default interest in respect of such Convertible Bonds I, if any, (iii) a premium as set out in the agreements of the Convertible Bonds I and (iv) all other related outstanding payable by the Company to the holder of such Convertible Bonds I.

The details of the redemption of the Bonds I and the Bonds II are as follows:

(1) Final redemption

Unless previously redeemed, purchased and cancelled, the Company shall pay to the holder of the Bonds I and the Bonds II on the maturity date, an aggregate price of (i) 100% of the outstanding principal at maturity, (ii) all accrued and unpaid interest in respect of the bonds, if any, and (iii) all other related outstanding payable by the Company to the holder of the Bonds I and Bonds II.

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利

倘可換股債券I協議所載之任何違約事件發生，可換股債券I持有人可選擇要求本公司按相當於(i)可換股債券I之全部未償還本金；(ii)可換股債券I之全部應計及未付利息以及可換股債券I之未付違約利息（如有）；(iii)可換股債券I協議所載之溢價；及(iv)本公司應付有關可換股債券I持有人的所有其他相關未償還款項之總和的金額悉數贖回未行使可換股債券I。

債券I及債券II贖回之詳情如下：

(1) 最後贖回

除先前已贖回、購買及註銷外，本公司須於到期日向債券I及債券II之持有人支付(i)於到期時的全部未償還本金；(ii)債券之全部應計及未付利息（如有）；及(iii)本公司應付債券I及債券II持有人的所有其他相關未償還款項之總價。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(2) Bonds Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Bonds I and Bonds II occurs, the holder of the Bonds I and Bonds II may elect to require the Company to redeem the Bonds I and Bonds II in full in an amount equivalent to the sum of (i) 100% of the outstanding principal of the Bonds I and Bonds II, (ii) all accrued and unpaid interest in respect of the Bonds I and Bonds II and unpaid default interest accrued in respect of the Bonds I and Bonds II, if any, (iii) a premium as set out in the agreements of the Bonds I and Bonds II, and (iv) all other related outstanding payable by the Company to the holder of such Bonds I and Bonds II.

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II

The amendment of mandatory early redemption of the Convertible Bonds I, the Bonds I and the Bonds II as mentioned below are mainly in relation to the change of calculation of Total Security Value (as defined below). Pursuant to the subscription agreements, if in any trading day during the remaining term of the Convertible Bonds I, the Bonds I and the Bonds II, the total security value, which is calculated as the sum of below items (a) and (b) (the "Total Security Value):

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(2) 債券持有人就違約事件之贖回權利

倘債券I及債券II協議所載之任何違約事件發生，債券I及債券II持有人可選擇要求本公司按相當於(i)債券I及債券II之全部未償還本金；(ii)債券I及債券II之全部應計及未付利息以及債券I及債券II之未付違約利息（如有）；(iii)債券I及債券II協議所載之溢價；及(iv)本公司應付有關債券I及債券II持有人的所有其他相關未償還款項之總和的金額悉數贖回債券I及債券II。

(3) 強制提早贖回可換股債券I、債券I及債券II

強制提早贖回可換股債券I、債券I及債券II之修訂（如下文所述）主要有關押記總值（定義見下文）計算之變動。根據認購協議，倘於可換股債券I、債券I及債券II餘下期限內之任何交易日，按下文(a)項及(b)項之和計算之押記總值（「押記總值」）：

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

(a) total share value of the Company, which equals to the closing price per share of the Company on such trading day multiplied by the total number of the shares of the Company held in the securities account maintained with the holders of the Convertible Bonds I, the Bonds I and the Bonds II by SkyOcean Investment, and;

(b) charged Convertible Bonds II is less than 2 times of the aggregate outstanding principal of the Convertible Bonds I, the Bonds I and the Bonds II, and SkyOcean Investment elects not to deposit such further number of shares of the Company in the aforesaid securities account, the Company shall redeem such portion of the outstanding principal of the Convertible Bonds I, the Bonds I and the Bonds II (the "Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II") in order to maintain the Total Security Value not lower than 2.5 times of the aggregate outstanding principal of the Convertible Bonds I, the Bonds I and the Bonds II.

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(3) 強制提早贖回可換股債券I、債券I及債券II－續

(a) 本公司之股份總值（相當於有關交易日之本公司每股收市價乘以由天洋投資擔保的可換股債券I、債券I及債券II之持有人存置的證券戶口中持有的本公司股份總數），及；

(b) 已抵押可換股債券II低於可換股債券I、債券I及債券II之未償還本金總額之2倍，而天洋投資選擇不抵押額外數目之本公司股份至上述證券戶口，本公司須贖回可換股債券I、債券I及債券II之未償還本金額的有關部分（「強制提早贖回可換股債券I、債券I及債券II」）以維持押記總值不低於可換股債券I、債券I及債券II未償還本金總額之2.5倍。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

The terms of the Convertible Bonds I and the Bonds I were negotiated with the holder collectively and the issuance of the Convertible Bonds I and the Bonds I are inter-conditional whereas the terms of the Bond II were negotiated with the holder individually. The total net proceeds received by the Company from issuance of the Bonds I and the Bonds II were measured at amortised costs by applying effective interest rate after taking into consideration of respective transaction costs. The net proceeds from the Convertible Bonds I have been allocated between a liability component and an equity component at initial recognition as follows:

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(3) 強制提早贖回可換股債券I、債券I及債券II－續

可換股債券I及債券I之條款乃由持有人集體商定，且發行可換股債券I及債券I互為條件，而債券II之條款由持有人個別商定。本公司自發行債券I及債券II所收到之總所得款項淨額經計及相關交易成本後，採用實際利率按攤餘成本計量。可換股債券I之所得款項淨額於其初步確認時已按下列方式於負債部分及權益部分分配：

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

(a) Liability component of the Convertible Bonds I was initially measured at fair value by independent external valuer using binomial tree model, amounted to approximately RMB28,584,000 (equivalent to approximately HK$35,275,000), which represent the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instrument of comparable credit status and providing substantially the same cash flow with the Convertible Bonds I and was subsequently measured at amortised cost by applying an effective interest rate after considering the effect of the transaction costs;

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(3) 強制提早贖回可換股債券I、債券I及債券II－續

(a) 可換股債券I負債部分由獨立外部估值師使用二叉樹模型初步按公允價值計量，為約人民幣28,584,000元（相當於約35,275,000港元），該部分指已訂約未來現金流量以信貸狀況可資比較及大致上可提供與可換股債券I相同的現金流量的工具當時適用的現行市場利率貼現的現值，其隨後在考慮交易成本的影響後，透過採用實際利率按攤餘成本計量；

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

(b) In the opinion of the Directors, the economic characteristics and risks of the mandatory early redemption option of the Convertible Bonds I are closely related to the host debt contract of the Convertible Bonds I. Therefore, the Company did not account for the mandatory early redemption option separately; and

(c) Equity component, which is equal to the difference between the net proceeds of the Convertible Bonds I and the fair value of the liability component of the Convertible Bonds I at issue date, amounted to approximately RMB84,000 (equivalent to HK$103,000).

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(3) 強制提早贖回可換股債券I、債券I及債券II－續

(b) 董事認為，強制提早贖回可換股債券I的選擇權之經濟特徵及風險與可換股債券I的總債務合約密切相關。因此，本公司並不對強制提早贖回選擇權單獨入賬；及

(c) 權益部分相等於可換股債券I所得款項淨額與可換股債券I負債部分於發行日期之公允價值之間的差額，約為人民幣84,000元（相當於103,000港元）。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

As mentioned above, the holders of the Bonds I, the Bonds II and the Convertible Bonds I agreed to extend the maturity for 1 year with effective from 1 July 2019. As a result, the outstanding amounts of the Bonds I and the Bonds II at 30 June 2019 were remeasured at amortised costs by applying effective interest rates (5.56% – 5.59%) after netting off the extension costs of HK$8,550,000. On the other hand, the liability and equity components of the old Convertible Bonds I amounted to approximately HK$21,949,000 and HK$68,000 were derecognised respectively on 30 June 2019 with the liability and equity components of the extended Convertible Bonds I amounted to approximately HK$23,057,000 and HK$583,000 recognised respectively on 1 July 2019 with the difference of approximately HK$1,623,000 together with extension cost of HK$360,000 recognised to profit or loss.

The estimate of fair value of the extended Convertible Bonds I was calculated by the independent external valuer using binomial option pricing model. The significant assumptions and inputs used in computing the fair value are based on the management's best estimate. The fair value of the extended Convertible Bonds I is subject to the fundamental limitations of the model and the uncertainties of those significant assumptions and inputs. Any change to those assumptions and inputs may result in changes in the fair value of the convertible bonds.

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(3) 強制提早贖回可換股債券I、債券I及債券II－續

如上所述，債券I、債券II及可換股債券I持有人同意將到期日延長一年，自2019年7月1日起生效。因此，於2019年6月30日債券I及債券II的未償還金額採用實際利率（5.56%至5.59%）按攤餘成本重新計量，當中已扣除延期費8,550,000港元。另一方面，於2019年6月30日已分別終止確認舊可換股債券I的負債及權益部分約21,949,000港元及68,000港元，而於2019年7月1日分別確認已延長可換股債券I的負債及權益部分約23,057,000港元及583,000港元，差額約1,623,000港元連同延期成本360,000港元於損益內確認。

獨立外部估值師使用二項式期權定價模型計算已延長可換股債券I的公允價值估計。計算公允價值時所使用的重要假設及輸入數據乃基於管理層的最佳估計。已延長可換股債券I的公允價值受該模型的基本限制以及該等重要假設及輸入數據的不確定性所影響。該等假設及輸入數據的任何變動可能導致可換股債券公允價值發生變動。

26. CONVERTIBLE BONDS AND BONDS – continued

26(a) Convertible Bonds I, Bonds I, and Bonds II – continued

(iii) Convertible Bond Holder's Redemption Rights for Events of Default – continued

(3) Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II – continued

Key assumptions and inputs adopted in the valuation are listed below:

26. 可換股債券及債券－續

26(a) 可換股債券I、債券I及債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(3) 強制提早贖回可換股債券I、債券I及債券II－續

估值所採納的主要假設及輸入數據載列如下：

		Extended Convertible Bonds I on 1 July 2019 於2019年7月1日已延長可換股債券I
Stock price (HK$)	股價（港元）	8.15
Exercise price (HK$)	行使價（港元）	7.2482
Expected volatility	預期波幅	56.011%
Risk-free rate	無風險利率	1.961
Dividend yield	股息率	0%
Life of extended Convertible Bonds I	已延長可換股債券I之年期	1

The liability component of the extended Convertible Bonds I was initially measured at fair value at date of extension (i.e. 1 July 2019) and was subsequently measured at amortised cost by applying an effective interest rate 6.92%. The equity component being the difference between the outstanding principal of the Convertible Bonds I, net of extension cost, and the fair value of the liability component of the Convertible Bonds I on 1 July 2019 was recognised accordingly.

已延長可換股債券I的負債部分初步於延長日期（即2019年7月1日）按公允價值計量，且其後採用實際利率6.92%按攤餘成本計量。權益部分為可換股債券I的未償還本金（扣除延期費）與可換股債券I的負債部分於2019年7月1日的公允價值之間的差額，因此予以確認。

26(b) Convertible Bonds II

On 24 December 2015, the Company issued a five-year zero coupon convertible bonds in an aggregate principal of RMB1,500,000,000 (the "Convertible Bonds II") to SkyOcean Investment. The issuance of the Convertibles Bonds II were for the settlement of certain amount payable by the Group to SkyOcean Real Estate (Qian'an) Co., Ltd., a company beneficially owned as to 80% by Mr. Zhou Zheng.

26(b) 可換股債券II

於2015年12月24日，本公司發行本金總額為人民幣1,500,000,000元的五年期零票息之可換股債券（「可換股債券II」）給天洋投資。發行可換股債券II乃為結付本集團應付天洋地產（遷安）有限公司（一間由周政先生實益擁有80%權益之公司）之若干款項。

26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

The fair value of the Convertible Bonds II at the date of issuance was approximately RMB2,040,441,000, consisting of liability component and equity component of approximately RMB988,425,000 (equivalent to approximately HK$1,247,869,000) and RMB1,052,016,000 (equivalent to approximately HK$1,328,152,000) respectively. The fair value of the Convertible Bonds II at the date of issuance in excess of the amount due to SkyOcean Real Estate (Qian'an) Co., Ltd., of approximately RMB540,441,000 (equivalent to approximately HK$682,298,000) was accounted for as deemed distribution to the controlling shareholder of the Company during the year ended 31 December 2015 since the debt restructuring above is a transaction with shareholder of the Company.

The Convertible Bonds II, constitute general, unconditional, unsecured and unsubordinated obligations of the Company and rank pari passu and rateably without preference equally with all other present and future unsecured and unsubordinated obligations of the Company.

The principal terms of the Convertible Bonds II are as follows:

(i) Conversion right

The holder of the Convertible Bonds II has the right to convert all or any part of the principal amount of the Convertible Bonds II into ordinary shares of the Company at any time from 24 December 2015 to 24 December 2020.

26. 可換股債券及債券－續

26(b) 可換股債券II－續

可換股債券II於發行日期之公允價值約為人民幣2,040,441,000元，包括負債部分及權益部分，分別約為人民幣988,425,000元（相當於約1,247,869,000港元）及人民幣1,052,016,000元（相當於約1,328,152,000港元）。由於上述債務重組為與本公司股東之一項交易，可換股債券II於發行日期之公允價值超逾應付天洋地產（遷安）有限公司款項約人民幣540,441,000元（相當於約682,298,000港元）的金額，於截至2015年12月31日止年度作為向本公司控股股東的視同分配入賬。

可換股債券II構成本公司之一般、無條件、無抵押及非後償責任，亦與本公司當時及日後所有其他無抵押及非後償責任享有同等權利，並無優先次序。

可換股債券II之主要條款如下：

(i) 換股權

可換股債券II之持有人有權自2015年12月24日起至2020年12月24日隨時轉換可換股債券II本金額的全部或任何部分為本公司普通股。

26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

(i) Conversion right – continued

For the purpose of determining the number of ordinary shares to be issued on conversion of the Convertible Bonds II, the relevant principal of the Convertible Bonds II to be converted shall be translated from RMB to HK$ at exchange rate of HK$1.2625:RMB1. The price at which ordinary shares of the Company will be issued upon conversion (the "Conversion Price of Convertible Bonds II") will initially be HK$6.8 per share, but will be subject to adjustment, which in the opinion of the Directors, are all for anti-dilutive purpose to protect the right of the holders of the Convertible Bonds II.

(ii) Redemption

The Company may redeem at any time before or upon the maturity date of Convertible Bonds II at 100% of all or any part of the principal amount of the Convertible Bonds II in respect of which the conversion rights have not been exercised by the holders of the Convertible Bonds II.

26. 可換股債券及債券－續

26(b) 可換股債券II－續

(i) 換股權－續

為釐定於可換股債券II獲轉換後將予發行的普通股數目，將予轉換的可換股債券II之相關本金將按1.2625港元兑人民幣1元匯率由人民幣換算為港元。於轉換後將予發行的本公司普通股之價格（「可換股債券II之換股價」）將初步為每股6.8港元，惟可予以調整。董事認為，有關調整乃全為反攤薄目的以保障可換股債券II持有人的權利。

(ii) 贖回

本公司可於可換股債券II到期日或之前隨時按可換股債券II（可換股債券II持有人尚未就其行使換股權）之全部或任何部分本金額的100%贖回。

26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

(iii) Convertible Bonds Holder's Redemption Rights for Events of Default

Should any of the events of default set out in the agreements of the Convertible Bonds II occurs, the holders of the Convertible Bonds II may elect to require the Company to redeem the outstanding Convertible Bonds II in full.

The total net proceeds received by the Company from the issue of the Convertible Bonds II have been split between a liability component and an equity component at initial recognition as follows:

(1) Liability component is initially measured at fair value by independent external valuer using the binomial tree model, amounted to approximately RMB988,425,000 (equivalent to approximately HK$1,247,869,000), which represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows with the Convertible Bonds II and was subsequently measured at amortised cost by applying an effective interest rate after considering the effect of the transaction costs;

26. 可換股債券及債券－續

26(b) 可換股債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利

倘可換股債券II協議所載之任何違約事件發生，可換股債券II持有人可選擇要求本公司悉數贖回未行使可換股債券II。

本公司自發行可換股債券II所收到之總所得款項淨額於其初步確認時已按下列方式分為負債部分及權益部分：

(1) 負債部分由獨立外部估值師使用二叉樹模型初步按公允價值計量，為約人民幣988,425,000元（相當於約1,247,869,000港元），負債部分指已訂約未來現金流量以可資比較信貸狀況及大致上可提供與可換股債券II相同的現金流量的工具按當時適用的市場利率貼現的現值，並在考慮交易成本的影響後，其隨後透過採用實際利率按攤餘成本計量；

26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

(iii) Convertible Bonds Holder's Redemption Rights for Events of Default – continued

(2) In the opinion of the Directors, the economic characteristics and risks of the early redemption option of the Convertible Bonds II are closely related to the host debt contract of the Convertible Bonds II. Therefore, the Company did not account for the early redemption option separately; and

(3) Equity component was determined based on the valuation performed by independent valuer using the Binomial Option Model and recognised as convertible bonds reserves until extinguished on conversion or redemption.

26. 可換股債券及債券－續

26(b) 可換股債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

(2) 董事認為，提早贖回可換股債券II的選擇權之經濟特徵及風險與可換股債券II的總債務合約密切相關。因此，本公司並無單獨討論提早贖回選擇權；及

(3) 權益部分乃根據獨立估值師採用二項式購股權定價模式進行之估值釐定，而有關金額確認為可換股債券儲備直至於轉換或贖回時終止。

26. CONVERTIBLE BONDS AND BONDS – continued

26(b) Convertible Bonds II – continued

(iii) Convertible Bonds Holder's Redemption Rights for Events of Default – continued

Pursuant to an agreement entered between SkyOcean Investment and the Company during the year ended 31 December 2018 in respect of sales of the Company's entire equity interest of its subsidiary to SkyOcean Investment, the consideration was satisfied by SkyOcean Investment transferring to the Company, and the Company buying-back and cancelling, an aggregate of 172,663,070 ordinary shares of the Company held by SkyOcean Investment upon the conversion of principal of RMB930,000,000 the Convertible Bonds II into the Company's ordinary shares and to be transferred to the Company. Upon conversion, the liability component and equity component of approximately HK$879,073,000 and HK$823,122,000 were derecognised respectively, and accordingly, share capital and share premium of approximately HK$17,266,000 and HK$1,684,929,000 were recognised respectively. This resulted in 172,663,070 new ordinary shares issued for cancellation.

In addition, SkyOcean Investment has exercised its right to convert certain Convertible Bonds II with principal of RMB120,000,000 into ordinary shares of the Company during the year ended 31 December 2018. Upon conversion, the liability component and equity component of approximately HK$115,086,000 and HK$106,209,000 were derecognised respectively, and accordingly, share capital and share premium of approximately HK$2,228,000 and HK$219,067,000 were recognised respectively. This resulted in 22,279,106 new ordinary shares issued.

26. 可換股債券及債券－續

26(b) 可換股債券II－續

(iii) 可換股債券持有人就違約事件之贖回權利－續

根據天洋投資與本公司於截至2018年12月31日止年度就向天洋投資出售本公司於其附屬公司的全部股權訂立的協議，代價乃由天洋投資向本公司轉讓，而本公司回購及註銷天洋投資於將本金額為人民幣930,000,000元之可換股債券II轉換為本公司普通股後持有並將轉讓予本公司的本公司合共172,663,070股普通股的方式結付。負債部分約879,073,000港元及權益部分823,122,000港元分別於轉換後被終止確認，因此，股本約17,266,000港元及股份溢價1,684,929,000港元亦分別被確認，導致其後發行172,663,070股新普通股以供註銷。

此外，於截至2018年12月31日止年度，天洋投資已行使其權利將本金額為人民幣120,000,000元之若干可換股債券II轉換為本公司普通股。負債部分約115,086,000港元及權益部分106,209,000港元於轉換後分別被終止確認，因此，股本約2,228,000港元及股份溢價219,067,000港元亦分別被確認，導致其後發行22,279,106股新普通股。

26. CONVERTIBLE BONDS AND BONDS – continued

26. 可換股債券及債券－續

The movements of the above bonds and convertible bonds for both years are set out below:

上述債券及可換股債券於兩個年度之變動載列如下：

		Bonds I and Bonds II 債券I及債券II HK$'000 千港元	Liability component of Convertible Bonds I 可換股債券I負債部分 HK$'000 千港元	Liability component of Convertible Bonds II 可換股債券II負債部分 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January 2018	於2018年1月1日	713,852	23,728	1,398,763	2,136,343
Interest charged	利息支出	78,414	2,202	110,466	191,082
Interest paid	已付利息	(58,217)	(2,040)	–	(60,257)
Conversion of Convertible Bonds II	轉換可換股債券II	–	–	(994,159)	(994,159)
Redemption of Bonds II	贖回債券II	(70,000)	–	–	(70,000)
Exchange realignment	匯兑調整	(689)	(1,266)	(79,864)	(81,819)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	663,360	22,624	435,206	1,121,190
Interest charged	利息支出	67,744	2,662	37,712	108,118
Interest paid	已付利息	(57,830)	(2,438)	–	(60,268)
Redemption of Bonds I	贖回債券I	(110,000)	–	–	(110,000)
Transaction costs on extension of convertible bonds and bonds	延長可換股債券及債券之交易成本	(8,550)	(360)	–	(8,910)
Extension of the Convertible Bonds I	延長可換股債券I	–	1,108	–	1,108
Exchange realignment	匯兑調整	639	(84)	(10,808)	(10,253)
At 31 December 2019	於2019年12月31日	555,363	23,512	462,110	1,040,985

26. CONVERTIBLE BONDS AND BONDS – continued

The principal terms of the outstanding convertible bonds at the end of reporting period is summarised below:

26. 可換股債券及債券－續

於報告期末，未行使可換股債券的主要條款概述如下：

		Convertible Bonds I 可換股債券I		Convertible Bonds II 可換股債券II	
		2019 2019年	2018 2018年	**2019 2019年**	2018 2018年
Principal	本金	**RMB人民幣 19,680,000元**	RMB人民幣 19,680,000元	**RMB人民幣 450,000,000元**	RMB人民幣 450,000,000元
		HK$24,000,000 港元	HK$24,000,000 港元	**HK$568,125,000 港元**	HK$568,125,000 港元
Coupon rate	票息	**9.5%**	8.5%	**Nil 零**	Nil 零
Conversion price	換股價	**HK$7.2482港元**	HK$12港元	**HK$6.8港元**	HK$6.8港元
Maximum potential no. of shares to be issued	可能將予發行股份的最高數目	**3,311,166**	2,000,000	**83,545,601**	83,545,601

27. DEFERRED TAX

The movement for the year in the Group's net deferred tax liabilities was as follows:

27. 遞延稅項

本集團遞延稅項負債淨額於年內之變動如下：

			Fair value change on investment properties/ properties under development for sale transferred from investment properties 投資物業／轉撥自投資物業的發展中待售物業之公允價值變動	
		NOTES 附註	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
At beginning of the reporting period	於報告期初		**(502,256)**	(389,156)
Charge to profit or loss	計入損益	9	**(22,899)**	(159,738)
Exchange realignment	匯兑調整		**11,506**	46,638
At the end of the reporting period	**於報告期末**		**(513,649)**	(502,256)

Unrecognised deferred tax assets arising from:

以下各項產生之未確認遞延稅項資產：

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
PRC income tax losses	中國所得稅虧損	**332,314**	289,283

As it is not probable that future taxable profits will be available against which the deductible temporary differences and the unused tax losses of the Group can be utilised, deferred tax assets have not been recognised. The deductible temporary differences do not expire under the current tax legislation.

由於不大可能有未來應課稅溢利可用於抵銷本集團之可扣減暫時差異及未動用稅項虧損，故並無確認遞延稅項資產。根據現行稅法，可扣減暫時差異不會到期。

27. DEFERRED TAX – continued

The expiry of unrecognised PRC income tax losses is as follows:

27. 遞延稅項－續

未確認之中國所得稅虧損的到期情況如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
31 December 2019	2019年12月31日	**–**	41,531
31 December 2020	2020年12月31日	**72,192**	77,302
31 December 2021	2021年12月31日	**42,620**	42,744
31 December 2022	2022年12月31日	**31,019**	33,290
31 December 2023	2023年12月31日	**92,216**	94,416
31 December 2024	2024年12月31日	**94,267**	–
		332,314	289,283

At 31 December 2019, the Group had tax losses arising in Hong Kong of approximately HK$335,652,000 (2018: approximately HK$227,173,000), subject to finalisation of the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the Hong Kong subsidiaries.

於2019年12月31日，本集團於香港產生之稅務虧損約為335,652,000港元（2018年：約227,173,000港元）（須待香港稅務局確認），可無限期用以抵銷香港附屬公司之未來應課稅溢利。

No deferred tax liabilities for undistributed profits of the PRC subsidiaries have been recognised as Directors are of the opinion that there is no plan of dividend distribution out of the PRC in the foreseeable future. At 31 December 2019, the aggregate undistributed profits of the PRC subsidiaries was approximately HK$1,188,548,000 (2018: approximately HK$1,135,557,000) with corresponding unrecognised deferred tax liabilities amounted to HK$59,427,000 (2018: HK$56,778,000).

由於董事認為並無計劃於可見將來從中國分派股息，因此並無就該等中國附屬公司之未分派溢利確認遞延稅項負債。於2019年12月31日，中國附屬公司之未分派溢利總額約為1,188,548,000港元（2018年：約1,135,557,000港元），相應之未確認遞延稅項負債為59,427,000港元（2018年：56,778,000港元）。

28. SHARE CAPITAL

28. 股本

		2019 2019年 Number of ordinary shares 普通股數目	 HK$'000 千港元	2018 2018年 Number of ordinary shares 普通股數目	 HK$'000 千港元
Authorised:	**法定：**				
At beginning and end of the reporting period	於報告期初及期末				
Ordinary shares of HK$0.10 each	每股面值0.10港元之普通股	**3,000,000,000**	**300,000**	3,000,000,000	300,000
Issued and fully paid:	**已發行及繳足：**				
At beginning of the reporting period	於報告期初				
Ordinary shares of HK$0.10 each	每股面值0.10港元之普通股	**285,490,845**	**28,550**	263,211,739	26,322
Shares issued upon conversion of bonds	轉換債券時發行股份	**–**	**–**	194,942,176	19,494
Repurchase of shares	購回股份	**–**	**–**	(172,663,070)	(17,266)
At end of the reporting period	**於報告期末**				
Ordinary shares of HK$0.10 each	**每股面值0.10港元之普通股**	**285,490,845**	**28,550**	285,490,845	28,550

During the year ended 31 December 2018, 194,942,176 new ordinary shares were issued upon conversion of certain Convertible Bonds II, of which 172,663,070 shares were repurchased and cancelled (note 26(b)).

截至2018年12月31日止年度，於轉換若干可換股債券II時發行194,942,176股新普通股，其中172,663,070股股份予以購回及註銷（附註26(b)）。

29. SHARE OPTION

The Group adopted a share option scheme on 29 November 2018 (the "Share Option Scheme"). The purpose of the Share Option Scheme is (i) to closely align the interests of the Directors and senior executives of the Company with the Company's performance and strategic objectives, so as to lay a foundation for the Company's future development and maximise shareholder value, and (ii) to attract, retain and motivate key personnel to achieve the Company's strategic objectives by providing them with compensation that is as a whole competitive in the talent market.

The specific eligible participants of the Share Option Scheme ("Eligible Participants") shall be determined by the board of directors of the Company ("Board of Directors") at its sole discretion, and such determination shall be interpreted by the Board of Directors. Subject to the discretion of the Board of directors, the eligible participants shall belong to any of the following classes:

(i) executive Directors, independent non-executive directors and senior executives of the Company who are responsible for the decision-making, operation and management of the Company as determined by the Board of Directors; and

(ii) any other groups or classes of participants who have contributed or may contribute to the development of the Group including but not limited to the qualified persons.

Pursuant to the Share Option Scheme, the Board of Directors is authorised by the general meeting to exercise discretion in determining, among others, the grant date, the eligible participants under the Share Option Scheme and the quantity of share options to be granted. The Board of Directors has the authority to determine the conditions for the eligible participants to be granted the share options.

29. 購股權

本集團於2018年11月29日採納一項購股權計劃(「購股權計劃」)。購股權計劃旨在(i)使本公司董事及高級行政人員的利益與本公司表現及戰略目標緊密一致,以為本公司未來發展奠定基礎及使股東價值最大化;及(ii)吸引、挽留及激勵主要人員實現本公司之戰略目標,方式為向彼等提供人才市場上整體具競爭力的酬金。

購股權計劃特定合資格參與人(「合資格參與人」)將由本公司董事會(「董事會」)全權酌情釐定。而有關決定應由董事會詮釋。合資格參與人應屬於以下類別,惟須由董事會酌情決定:

(i) 董事會認定負責本公司決策、經營及管理之本公司執行董事、獨立非執行董事及高級行政人員;及

(ii) 對本集團發展已作出或可能作出貢獻之任何其他組別或類別之參與人,包括但不限於合資格人士。

根據購股權計劃,董事會獲股東大會授權行使酌情權釐定(其中包括)授出日期、購股權計劃之合資格參與人及將予授出之購股權數目。董事會有權決定將獲授購股權之合資格參與人之條件。

29. SHARE OPTION – continued

The option may be exercised in accordance with the terms of the Share Option Scheme at any time during their respective exercisable period which would be determined and notified by the Board of Directors to the grantee at the time of making an offer.

4,928,676 share options with exercise price HK$8.18 per share were granted to certain directors and employees on 11 December 2018 ("Grant Date"). These share options with vesting periods from 11 December 2018 to 10 December 2022 were exercisable from the end of each vesting periods up to 29 November 2028.

(a) No share options were exercised during the years ended 31 December 2019 and 2018, and no share options were granted during the year ended 31 December 2019.

Details of the share options at the end of the reporting period are as follows:

29. 購股權－續

購股權可根據購股權計劃的條款於彼等各自的行使期間(由董事會提呈要約時釐定及知會承授人)內隨時行使。

4,928,676份購股權於2018年12月11日(「授出日期」)按行使價每股8.18港元授予若干董事及僱員。該等購股權之歸屬期為自2018年12月11日至2022年12月10日，自各歸屬期結束起直至2028年11月29日可予行使。

(a) 截至2019年及2018年12月31日止年度概無購股權獲行使，及截至2019年12月31日止年度概無授出購股權。

於報告期末購股權之詳情如下：

Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price per share 每股行使價	Number of share options 購股權數目 2019 2019年	2018 2018年
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2019 2018年12月11日至2019年12月10日	11 December 2019 to 29 November 2028 2019年12月11日至2028年11月29日	HK$8.18 8.18港元	**902,905**	1,224,452
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2020 2018年12月11日至2020年12月10日	11 December 2020 to 29 November 2028 2020年12月11日至2028年11月29日	HK$8.18 8.18港元	**902,905**	1,224,452
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2021 2018年12月11日至2021年12月10日	11 December 2021 to 29 November 2028 2021年12月11日至2028年11月29日	HK$8.18 8.18港元	**902,904**	1,224,452
11 December 2018 2018年12月11日	11 December 2018 to 10 December 2022 2018年12月11日至2022年12月10日	11 December 2022 to 29 November 2028 2022年12月11日至2028年11月29日	HK$8.18 8.18港元	**902,904**	1,224,451
				3,611,618	4,897,807

29. SHARE OPTION – continued

(b) The cost of the share options granted were estimated using the Black-Scholes model by independent external valuer with the following parameters:

Share price at Grant Date	HK$8.10
Exercise price	HK$8.18
Fair value at Grant Date	HK$3.55
Expected Option life	8.42 to 8.91 years
Expected volatility	40%
Expected Dividend yield	0%
Risk-free interest rate based on the yields of the 2-year Exchange Fund Notes	1.939%

Total fair value of the share options at Grant Date amounted to approximately HK$17,472,000. The non-cash share-based payments recognised for the year ended 31 December 2019 are approximately HK$8,818,000 (2018: HK$496,000).

29. 購股權－續

(b) 已授出購股權之成本由獨立外部估值師採用以下參數按柏力克－舒爾斯模型估計：

授出日期股價	8.10港元
行使價	8.18港元
授出日期公允價值	3.55港元
預期購股權年期	8.42至8.91年
預期波幅	40%
預期股息率	0%
基於兩年期外匯基金票據收益率之無風險利率	1.939%

於授出日期購股權之公允價值總額約為17,472,000港元。於截至2019年12月31日止年度確認的非現金以股份為基礎的付款約為8,818,000港元（2018年：496,000港元）。

29. SHARE OPTION – continued

(c) Details of the movement of the share options granted is as follows:

29. 購股權－續

(c) 已授出購股權之變動詳情如下：

For the year ended 31 December 2019

截至2019年12月31日止年度

Category 類別	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price per share 每股行使價	Number of shares issuable under the share options 購股權項下可發行的股份數目					
					1 January 2019 2019年1月1日	Grant during the year 年內授出	Reclassification of category during the year 年內類別重新分類	Exercised during the year 年內行使	Forfeited during the year 年內失效	31 December 2019 2019年12月31日
Directors	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK$8.18	**113,185**	–	–	–	**(15,435)**	**97,750**
董事	2018年12月11日	2018年12月11日至2019年12月10日	2019年12月11日至2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK$8.18	**113,185**	–	–	–	**(15,434)**	**97,751**
	2018年12月11日	2018年12月11日至2020年12月10日	2020年12月11日至2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK$8.18	**113,184**	–	–	–	**(15,434)**	**97,750**
	2018年12月11日	2018年12月11日至2021年12月10日	2021年12月11日至2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK$8.18	**113,184**	–	–	–	**(15,434)**	**97,750**
	2018年12月11日	2018年12月11日至2022年12月10日	2022年12月11日至2028年11月29日	8.18港元						
					452,738	–	–	–	**(61,737)**	**391,001**
Employees	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK$8.18	**1,111,268**	–	–	–	**(306,113)**	**805,155**
僱員	2018年12月11日	2018年12月11日至2019年12月10日	2019年12月11日至2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK$8.18	**1,111,267**	–	–	–	**(306,113)**	**805,154**
	2018年12月11日	2018年12月11日至2020年12月10日	2020年12月11日至2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK$8.18	**1,111,267**	–	–	–	**(306,113)**	**805,154**
	2018年12月11日	2018年12月11日至2021年12月10日	2021年12月11日至2028年11月29日	8.18港元						
	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK$8.18	**1,111,267**	–	–	–	**(306,113)**	**805,154**
	2018年12月11日	2018年12月11日至2022年12月10日	2022年12月11日至2028年11月29日	8.18港元						
					4,445,069	–	–	–	**(1,224,452)**	**3,220,617**
					4,897,807	–	–	–	**(1,286,189)**	**3,611,618**

The weighted average exercise price of the share options is HK$8.18.

購股權的加權平均行使價為8.18港元。

29. SHARE OPTION – continued

(c) Details of the movement of the share options granted is as follows:

29. 購股權－續

(c) 已授出購股權之變動詳情如下：

For the year ended 31 December 2018

截至2018年12月31日止年度

Category 類別	Date of grant 授出日期	Vesting period 歸屬期	Exercisable period 行使期	Exercise price per share 每股行使價	Number of shares issuable under the share options 購股權項下可發行的股份數目				
					Grant during the year 年內授出	Reclassification of category during the year 年內類別重新分類	Exercised during the year 年內行使	Forfeited during the year 年內失效	31 December 2019 2019年12月31日
Directors	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK$8.18	113,185	–	–	–	113,185
董事	2018年12月11日	2018年12月11日至2019年12月10日	2019年12月11日至2028年11月29日	8.18港元					
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK$8.18	113,185	–	–	–	113,185
	2018年12月11日	2018年12月11日至2020年12月10日	2020年12月11日至2028年11月29日	8.18港元					
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK$8.18	113,184	–	–	–	113,184
	2018年12月11日	2018年12月11日至2021年12月10日	2021年12月11日至2028年11月29日	8.18港元					
	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK$8.18	113,184	–	–	–	113,184
	2018年12月11日	2018年12月11日至2022年12月10日	2022年12月11日至2028年11月29日	8.18港元					
					452,738	–	–	–	452,738
Employees	11 December 2018	11 December 2018 to 10 December 2019	11 December 2019 to 29 November 2028	HK$8.18	1,118,986	–	–	(7,718)	1,111,268
僱員	2018年12月11日	2018年12月11日至2019年12月10日	2019年12月11日至2028年11月29日	8.18港元					
	11 December 2018	11 December 2018 to 10 December 2020	11 December 2020 to 29 November 2028	HK$8.18	1,118,984	–	–	(7,717)	1,111,267
	2018年12月11日	2018年12月11日至2020年12月10日	2020年12月11日至2028年11月29日	8.18港元					
	11 December 2018	11 December 2018 to 10 December 2021	11 December 2021 to 29 November 2028	HK$8.18	1,118,984	–	–	(7,717)	1,111,267
	2018年12月11日	2018年12月11日至2021年12月10日	2021年12月11日至2028年11月29日	8.18港元					
	11 December 2018	11 December 2018 to 10 December 2022	11 December 2022 to 29 November 2028	HK$8.18	1,118,984	–	–	(7,717)	1,111,267
	2018年12月11日	2018年12月11日至2022年12月10日	2022年12月11日至2028年11月29日	8.18港元					
					4,475,938	–	–	(30,869)	4,445,069
					4,928,676	–	–	(30,869)	4,897,807

The weighted average exercise price of the share options was HK$8.18.

購股權的加權平均行使價為8.18港元。

30. OPERATING LEASE COMMITMENTS/ MATURITY ANALYSIS OF UNDISCOUNTED LEASE PAYMENTS

AS LESSOR

The investment properties held by the Group for rental purpose have committed tenants for three months to thirteen years of which majority are with fixed rental.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases and maturity analysis of undiscounted lease payments:

30. 經營租賃承擔／未貼現租賃付款的到期日分析

作為出租人

本集團持有作租賃用途之投資物業之租戶承諾租期為三個月至十三年，其中大部分租賃之租金為固定租金。

於報告期末，本集團根據不可撤銷經營租約與租戶約定之未來最低租金款項及未貼現租賃付款的到期日分析如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Year 1	1年	**28,652**	34,479
Year 2	2年	**34,222**	37,833
Year 3	3年	**28,510**	31,860
Year 4	4年	**16,206**	24,490
Year 5	5年	**10,359**	9,213
After year 5	5年後	**36,567**	26,193
		154,516	164,068

31. COMMITMENTS

31. 承擔

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Development expenditure in respect of:	下列項目之發展開支：		
Investment properties	投資物業	**278,421**	648,952
Properties under development for sale	發展中待售物業	**1,307,593**	1,001,490
Property, plant and equipment	物業、廠房及設備	**117,973**	126,951
		1,703,987	1,777,393

32. CONTINGENT LIABILITIES 32. 或有負債

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Mortgage loan guarantees provided by the Group to banks in favour of its customers (note)	本集團為其客戶向銀行提供的按揭貸款擔保(附註)	**269,954**	343,924

Note: In the opinion of the Directors, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition, taking into consideration the possibility of default by the relevant buyers and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. The Group measures loss allowance equal to 12-month ECL in accordance with HKFRS 9, and when there has been a significant increase in credit risk, the Group recognises lifetime ECL. No provision has been made in these consolidated financial statements for these guarantees.

附註: 董事認為,本集團的財務擔保合約公允價值於初步確認時並不重大,乃考慮到相關買方拖欠款項的可能性,以及倘若買家拖欠款項,有關物業的可變現淨值亦足以抵償未償還按揭本金的還款,連同應計利息及罰款。本集團根據香港財務報告準則第9號按相等於12個月預期信貸虧損的金額計量虧損撥備,且倘信貸風險大幅增加,本集團確認全期預期信貸虧損。概無於本合併財務報表內就該等擔保作出撥備。

33. EMPLOYEE RETIREMENT BENEFITS

The Group participates in a Mandatory Provident Fund Scheme ("MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% (2018: 5%) of the employee's basic salary with the maximum contribution of HK$1,500 per month (2018: HK$1,500 per month). The obligation of the Group with respect to MPF Scheme is to make the required contributions under the MPF Scheme. No forfeited contribution is available to reduce the contributions payable in future years. The Group's contributions to the MPF Scheme of HK$187,000 (2018: HK$202,000) are charged to profit or loss.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their employees' payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme which are calculated based on 20% (2018: 20%) of the employee's basic salaries during the year. The Group's contributions to the PRC retirement benefits scheme of HK$4,194,000 (2018: HK$6,854,000) are charged to profit or loss.

33. 僱員退休福利

本集團為其所有香港僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃乃根據強制性公積金計劃條例向強制性公積金計劃管理局登記。強積金計劃的資產與本集團資產分開,由獨立受託人控制的基金持有。根據強積金計劃條例,僱主及其僱員須分別按僱員基本薪金的5%(2018年:5%)向強積金計劃作出供款,供款上限為每月1,500港元(2018年:每月1,500港元)。本集團對強積金計劃的責任是根據強積金計劃作出所需供款。概無沒收之供款可用於扣減未來年度應付的供款。本集團的強積金計劃供款187,000港元(2018年:202,000港元)已於損益扣除。

本公司中國附屬公司之僱員為中國政府運作之國家管理退休福利計劃之成員。本公司中國附屬公司須按照僱員薪金之若干百分比向退休福利計劃供款,以撥支福利。本集團有關退休福利計劃之唯一責任是,根據該計劃作出所需供款,供款金額乃按僱員於年內基本薪金之20%(2018年:20%)計算。本集團向中國退休福利計劃作出之供款4,194,000港元(2018年:6,854,000港元)已於損益扣除。

34. DISPOSAL OF SUBSIDIARIES
FOR THE YEAR ENDED 31 DECEMBER 2019

Disposal of Sophie USA Holdings Limited ("Sophie USA") and its subsidiaries ("Sophie Group")

On 31 May 2019, COMB+ Technology Holdings Limited ("COMB+ Technology"), a direct wholly-owned subsidiary of the Company and TA Apartment Fund III LLC ("TA Apartment"), an independent third party incorporated in the United States, entered into a share transfer agreement (the "Share Transfer Agreement"), pursuant to which COMB+ Technology agreed to sell, and TA Apartment agreed to purchase the entire issued share capital of Sophie USA, a direct wholly-owned subsidiary of COMB+ Technology, who owns 100% and 90% of equity interest of Sophie USA Holdings, INC. ("Sophie INC.") and 17422 Derian Irvine LLC ("17422 Derian Irvine") respectively, at a total consideration of US$27,000,000 (equivalent to approximately HK$209,250,000) (the "Transaction"). 17422 Derian Irvine is engaged in properties development in the United States.

Upon the completion of the Transaction on 4 July 2019, Sophie USA, Sophie INC. and 17422 Derian Irvine ceased to be subsidiaries of the Company. As at 31 December 2019, the Group had received consideration amounting to US$18,900,000 (equivalent to approximately HK$143,268,000) in aggregate with the remaining consideration amounting to approximately US$8,100,000 (equivalent to approximately HK$65,982,000) fully received in January and February 2020.

34. 出售附屬公司
截至2019年12月31日止年度

出售Sophie USA Holdings Limited(「Sophie USA」)及其附屬公司(「Sophie集團」)

於2019年5月31日,本公司之直接全資附屬公司COMB+ Technology Holdings Limited(「COMB+ Technology」)與TA Apartment Fund III LLC(「TA Apartment」,於美國註冊成立的獨立第三方)訂立股份轉讓協議(「股份轉讓協議」),據此,COMB+ Technology同意出售,而TA Apartment同意購買Sophie USA(COMB+ Technology的直接全資附屬公司)之全部已發行股本,該公司分別擁有Sophie USA Holdings, INC.(「Sophie INC.」)及17422 Derian Irvine LLC(「17422 Derian Irvine」)100%及90%股權,總代價為27,000,000美元(相當於約209,250,000港元)(「交易事項」)。17422 Derian Irvine於美國從事物業開發。

於2019年7月4日交易事項完成後,Sophie USA、Sophie INC.及17422 Derian Irvine不再為本公司之附屬公司。於2019年12月31日,本集團已合共收取代價18,900,000美元(相當於約143,268,000港元),剩餘代價約8,100,000美元(相當於約65,982,000港元)於2020年1月及2月悉數收取。

34. DISPOSAL OF SUBSIDIARIES – continued
34. 出售附屬公司－續

FOR THE YEAR ENDED 31 DECEMBER 2019 – continued
截至2019年12月31日止年度－續

Disposal of Sophie USA Holdings Limited ("Sophie USA") and its subsidiaries ("Sophie Group") – continued

出售Sophie USA Holdings Limited（「Sophie USA」）及其附屬公司（「Sophie集團」）－續

		HK$'000 千港元
Properties under development for sale	發展中待售物業	**326,203**
Bank balances and cash	銀行結餘及現金	**1,547**
Trade and other payables and accruals	貿易及其他應付款項及預提款項	**(22,524)**
Amounts due to related parties	應付關聯人士款項	**(4,445)**
Bank and other borrowings – due within one year	銀行及其他借貸－於一年內到期	**(83,040)**
Net assets disposed of	已出售資產淨值	**217,741**
Non-controlling interest in Sophie USA	於Sophie USA之非控制性權益	**(849)**
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	**(7,642)**
Consideration	代價	**209,250**
Net cash inflow on disposal of a subsidiary:	出售一間附屬公司之現金流入淨額：	
Cash consideration received	已收現金代價	**143,268**
Less: Bank balances and cash disposed of	減：已出售銀行結餘及現金	**(1,547)**
		141,721

34. DISPOSAL OF SUBSIDIARIES – continued
FOR THE YEAR ENDED 31 DECEMBER 2018

Disposal of Fusion Link International Limited ("Fusion Link")

On 13 September 2018, the Company and SkyOcean Investment entered into an agreement (the "Sale and Purchase Agreement"), pursuant to which the Company conditionally agreed to dispose of, and SkyOcean Investment conditionally agreed to purchase, the entire issued share capital of Fusion Link, a direct wholly-owned subsidiary of the Company, which indirectly owns 58% effective equity interest in SkyOcean Tangshan. SkyOcean Tangshan is engaged in the properties development in Qian'an, the PRC.

In accordance to the Sale and Purchase Agreement, the consideration should be satisfied by SkyOcean Investment transferring to the Company, and the Company buying-back and cancelling, an aggregate of 172,663,070 ordinary shares of the Company held by SkyOcean Investment upon the conversion of the aggregated principal amount of RMB1,050,000,000 of the Convertible Bonds II (note 26(b)) into the Company's shares and to be transferred to the Company.

Upon the completion of the transaction on 15 November 2018, Fusion Link ceased to be a subsidiary of the Company. The Group, through SkyOcean United held 51% equity interests of SkyOcean Tangshan, represented 42% effective equity interests attributable to the owners of the Company.

34. 出售附屬公司－續
截至2018年12月31日止年度

出售融通國際有限公司(「融通」)

於2018年9月13日，本公司與天洋投資訂立協議(「買賣協議」)，據此本公司有條件同意出售，而天洋投資有條件同意購買融通(本公司直接全資附屬公司)之全部已發行股本，該公司間接擁有天洋唐山58%實際股權。天洋唐山於中國遷安從事物業開發。

根據買賣協議，代價應由天洋投資向本公司轉讓，而本公司回購及註銷天洋投資於將本金總額為人民幣1,050,000,000元之可換股債券II(附註26(b))轉換為本公司股份後持有並將轉讓予本公司的本公司合共172,663,070股普通股的方式結付。

於2018年11月15日完成交易後，融通不再為本公司附屬公司。本集團透過天洋聯合持有天洋唐山51%股權，佔本公司擁有人應佔實際股權42%。

34. DISPOSAL OF SUBSIDIARIES – continued
34. 出售附屬公司－續

FOR THE YEAR ENDED 31 DECEMBER 2018 – continued
截至2018年12月31日止年度－續

Disposal of Fusion Link International Limited ("Fusion Link") – continued

出售融通國際有限公司(「融通」)－續

		2018 2018年 HK$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,152
Investment properties	投資物業	1,027,144
Other long-term asset	其他長期資產	6,371
Properties under development for sale	發展中待售物業	887,248
Completed properties held for sale	已竣工待售物業	228,618
Trade receivables	貿易應收款項	8,461
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	1,914,896
Other current asset	其他流動資產	3,778
Bank balances and cash	銀行結餘及現金	3,192
Trade, other payables and accruals	貿易及其他應付款項及預提款項	(639,144)
Bank and other borrowings	銀行及其他借貸	(986,056)
Contract liabilities	合約負債	(6,924)
Deferred tax liabilities	遞延税項負債	(97,984)
Net assets disposed of	已出售資產淨值	2,350,752
Consideration received	已收代價	1,385,939
Net assets disposed of:	已出售資產淨值：	
Net asset at the date of disposal	於出售日期之資產淨值	(2,350,752)
Fair value of remaining interest recognised as a joint venture	確認為一間合營企業的餘下權益之公允價值	1,189,149
Non-controlling interest in SkyOcean United	於天洋聯合之非控制性權益	(215,782)
Gain on disposal (note)	出售收益(附註)	8,554
Net cash outflows arising from disposal:	出售產生的現金流出淨額：	
Bank balances and cash disposed of	已出售銀行結餘及現金	3,192

Notes:

(i) The allotment and issue of an aggregate of 172,663,070 the Company's shares for cancellation took place in three tranches on 12 November 2018, 13 November 2018 and 14 November 2018, respectively. The consideration of the transaction which was determined by the fair value of these shares based on their market price on their cancellation dates amounted to HK$1,385,939,000. The excess of the net assets disposed over the consideration amounted to HK$8,554,000 was recognised as other reserve as deemed contribution to SkyOcean Investment.

(ii) Gain on disposal of SkyOcean Tangshan was accounted for as deemed contribution to SkyOcean Investment and recognised to other reserve for the year ended 31 December 2018.

附註：

(i) 配發及發行合共172,663,070股本公司股份以進行註銷分別於2018年11月12日、2018年11月13日及2018年11月14日分三批進行。交易代價乃根據註銷該等股份日期該等股份的市價1,385,939,000港元按其公允價值釐定。已出售資產淨值超出代價8,554,000港元確認為其他儲備，視作向天洋投資注資。

(ii) 出售天洋唐山所得收益於截至2018年12月31日止年度入賬列為視作向天洋投資注資，並於其他儲備中確認。

35. CAPITAL RISK MANAGEMENT POLICIES AND OBJECTIVES

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Group through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, convertible bonds and bonds, as disclosed in notes 25 and 26 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

35. 資本風險管理政策及目標

本集團管理資本以確保本集團旗下實體能夠持續經營業務，同時透過優化債權比率為本集團擁有人帶來最大回報。與過往年度相比，本集團之整體策略維持不變。

本集團之資本結構由淨債務組成，包括銀行及其他借貸、可換股債券及債券（如附註25及26分別所披露），已扣除現金及現金等價物以及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期審閱資本結構。作為該審閱其中一環，董事考慮資本成本及與各類資本相關風險。根據董事的推薦建議，本集團將透過新股發行及股份回購以及發行新債務或贖回現有債務令整體資本結構達致平衡。

36. FINANCIAL INSTRUMENTS

(A) CATEGORIES OF FINANCIAL INSTRUMENTS

36. 金融工具

(A) 金融工具之類別

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
Financial assets	**金融資產**		
Loans and receivables/ Financial assets at amortised cost	*貸款及應收款項／按攤餘成本計量的金融資產*		
Trade receivables	貿易應收款項	**4,833**	10,475
Other receivables	其他應收款項	**83,366**	24,004
Amounts due from related companies	應收關聯公司款項	**634,833**	890,586
Pledged bank deposits	已抵押銀行存款	**–**	930
Bank balances and cash	銀行結餘及現金	**40,980**	185,545
		764,012	1,111,540

36. FINANCIAL INSTRUMENTS – continued

36. 金融工具－續

(A) CATEGORIES OF FINANCIAL INSTRUMENTS – continued

(A) 金融工具之類別－續

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Financial liabilities	**金融負債**		
Financial liabilities at amortised cost	*按攤餘成本列賬之金融負債*		
Trade and bills payables	貿易應付款項及應付票據	**614,303**	717,394
Other payables and accruals	其他應付款項及預提款項	**90,629**	88,530
Amounts due to related companies	應付關聯公司款項	**1,088,762**	1,098,050
Bank and other borrowings	銀行及其他借貸	**3,983,034**	3,968,634
Convertible bonds and bonds	可換股債券及債券	**1,040,985**	1,121,190
Lease liabilities	租賃負債	**4,143**	–
		6,821,856	6,993,798

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, other receivables and deposits, amounts due from/to related companies, bank balances and cash, pledged bank deposits, trade payables, other payables and accruals, lease liabilities, bank and other borrowings and convertible bonds and bonds. Details of the financial instruments are disclosed in respective notes. The risks associated with the Group's financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below.

(B) 財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項及按金、應收／應付關聯公司款項、銀行結餘及現金、已抵押銀行存款、貿易應付款項、其他應付款項及預提款項、租賃負債、銀行及其他借貸及可換股債券及債券。此等金融工具之詳情分別於各附註內披露。與本集團金融工具相關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動風險。減低該等風險之政策載於下文。

36. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk

(i) Currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates. With the majority of the Group's businesses transacted in RMB and HK$, the aforesaid currencies are determined as the functional currencies of the Company and some subsidiaries respectively.

The Company and its subsidiaries have foreign currency in bank deposits, amounts due from/to related parties/subsidiaries, prepayments and other receivables, other payables and bonds, which expose them to foreign currency risk.

The net carrying amounts of the Group's and inter-company foreign currency denominated monetary assets (liabilities) at the end of the reporting period are as follows:

36. 金融工具－續

(B) 財務風險管理目標及政策－續

市場風險

(i) 貨幣風險

外幣風險指金融工具因匯率變動導致價值波動之風險。由於本集團大部分業務交易以人民幣及港元進行，故上述貨幣分別被界定為本公司及若干附屬公司之功能貨幣。

本公司及其附屬公司擁有以下外幣項目：銀行存款、應收／應付關聯人士／附屬公司款項、預付款項及其他應收款項、其他應付款項及債券，故須面對外幣風險。

於報告期末，本集團及公司間以外幣計價之貨幣資產（負債）之賬面淨值如下：

		2019 **2019年** **HK$'000** **千港元**	2018 2018年 HK$'000 千港元
US$	美元	**115,764**	240,990
RMB	人民幣	**(55,735)**	(79,890)
HK$	港元	**(622,859)**	(671,658)

In addition, amounts due from certain subsidiaries that are considered as part of the Group's net investment in foreign operations and are denominated in HK$, at the end of the reporting period, amounted to approximately HK$383,959,000 (2018: HK$383,959,000).

此外，於報告期末，被視為本集團於海外業務淨投資之一部分並以港元計價之應收若干附屬公司款項約為383,959,000港元（2018年：383,959,000港元）。

36. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(i) Currency risk – continued

The Group manages the foreign currency risk by closely monitoring the movements of the foreign currency rate.

Sensitivity analysis

The Group is mainly exposed to RMB and HK$. The following table details the Group's sensitivity to a 5% (2018: 5%) increase and decrease in certain functional currencies against the relevant foreign currencies. 5% (2018: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2018: 5%) change in foreign currency rate. A positive number below indicates a decrease in loss or an increase in profit for the year where functional currencies strengthen 5% (2018: 5%) against the relevant foreign currencies. For a 5% (2018: 5%) weakening of functional currencies against the relevant foreign currencies, there would be an equal and opposite impact on the profit and loss for the year.

36. 金融工具－續

(B) 財務風險管理目標及政策－續

市場風險－續

(i) 貨幣風險－續

本集團透過密切監察外幣匯率之變動，管理外幣風險。

敏感度分析

本集團主要面對人民幣及港元風險。下表詳述本集團就若干功能貨幣兑相關外幣之5%（2018年：5%）升值及貶值之敏感度。5%（2018年：5%）為向主要管理人員內部報告外幣風險所用敏感度比率，並代表管理層對匯率合理可能變動之評估。敏感度分析僅包括以外幣計價之未清償貨幣項目，並於報告期末時就匯率之5%（2018年：5%）變動調整其換算金額。下文載列之正數指功能貨幣兑相關外幣升值5%（2018年：5%）情況下，年度虧損之減少或溢利之增加。倘功能貨幣兑相關外幣貶值5%（2018年：5%），則會對年度損益產生相等及相反之影響。

36. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(i) Currency risk – continued

Sensitivity analysis – continued

36. 金融工具－續

(B) 財務風險管理目標及政策－續

市場風險－續

(i) 貨幣風險－續

敏感度分析－續

		Decrease (increase) in loss/ (Decrease) increase in profit 虧損減少(增加)／溢利(減少)增加		Decrease in other comprehensive income 其他綜合收益減少	
		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元	**2019 2019年 HK$'000 千港元**	2018 2018年 HK$'000 千港元
US$	美元	**(5,157)**	(10,491)	**–**	–
RMB	人民幣	**2,326**	3,335	**–**	–
HK$	港元	**26,004**	28,041	**(16,030)**	(16,030)
		23,173	20,885	**(16,030)**	(16,030)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

管理層認為，由於年結日的風險並不能反映年內風險，故敏感度分析不能代表固有外匯風險。

36. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(ii) Fair value and cash flow interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank deposits and bank borrowings carried at prevailing market interest rates based on or by reference to the interest rates promulgated by the People's Bank of China. Fixed rate bank and other borrowings and convertible bonds and bonds expose the Group to fair value interest rate risk. During the year, the Group did not hedge its fair value and cash flow interest rate risk. Interest rate risk is managed by the management on an ongoing basis with the primary objective of limiting the extent to which net interest expense could be affected by adverse movements in interest rates.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the interest rate of variable-rate bank deposits and bank and other borrowings. The sensitivity analysis below has been determined based on the exposure to interest rates for bank deposits and bank and other borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2018: 50 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the effect from possible change in interest rates.

36. 金融工具－續

(B) 財務風險管理目標及政策－續

市場風險－續

(ii) 公允價值及現金流量利率風險

由於銀行存款及銀行借貸按現行市場利率計息，而現行市場利率乃根據或參考中國人民銀行頒佈的利率計算，因此本集團就銀行存款及銀行借貸現行市場利率波動而承受現金流量利率風險。定息銀行及其他借貸及可換股債券及債券使本集團承受公允價值利率風險。年內，本集團並無對沖其公允價值及現金流量利率風險。管理層持續管理利率風險，首要目標是限制利率之不利變動可能對淨利息開支構成之影響。

本集團之現金流量利率風險主要集中於浮息銀行存款以及銀行及其他借貸之利率波動。下文之敏感度分析乃根據報告期末銀行存款以及銀行及其他借貸之利率風險釐定。編製分析時所作之假設為，於報告期末未償付之金融工具金額於整個年度均未償付。上升或下降50個基點（2018年：50個基點）為向主要管理人員內部報告利率風險所用敏感度比率，並代表管理層對利率可能變動之影響之評估。

36. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Market risk – continued

(ii) Fair value and cash flow interest rate risk – continued

If the interest rates had been 50 basis points (2018: 50 basis points) higher or lower and all other variables were held constant, the Group's loss (2018: profit) for the year would increase/decrease by approximately HK$11,903,000 (2018: decrease/increase by HK$12,907,000).

Credit risk and impairment assessment

At the end of each of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on each individual trade and other receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

36. 金融工具－續

(B) 財務風險管理目標及政策－續

市場風險－續

(ii) 公允價值及現金流量利率風險－續

倘利率上升或下降50個基點（2018年：50個基點），而所有其他變數維持不變，本集團年內虧損（2018年：溢利）將增加／減少約11,903,000港元（2018年：減少／增加12,907,000港元）。

信貸風險及減值評估

於各報告期末，本集團面對的最大信貸風險（因對手方未能履行責任而導致本集團出現財務虧損）源自合併財務狀況表所載各項已確認金融資產之賬面值。

為減低信貸風險，本集團之管理層已有監管程序，確保採取跟進行動收回逾期債務。此外，本集團會於報告期末根據預期信貸虧損模式對各項個別貿易及其他應收款項進行減值評估，確保就無法收回之款項計提足夠減值虧損。

36. FINANCIAL INSTRUMENTS – continued

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Credit risk and impairment assessment – continued

The Group does not have significant concentration of credit risk with exposure spread over a number of counter parties and customers.

Based on the ECL assessment, the credit exposures for all the financial assets (including trade and other receivables and deposits, amount due from related companies, pledged bank deposits and bank balances), which are subject to ECL assessment, are considered as low risk because the counterparties have a low risk of default and does not have material past due amounts. During the year, no loss allowance for these amounts was recognised for the Group (2018: approximately HK$6,000) (Note 19).

Liquidity risk

Liquidity risk analysis

The following table details the Group's contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group is required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. In addition, the following table details the Group's liquidity analysis for its derivative financial instruments.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rates, the undiscounted amount is derived from the interest rate at the end of the reporting period.

36. 金融工具－續

(B) 財務風險管理目標及政策－續

信貸風險及減值評估－續

本集團並無重大集中信貸風險，而風險乃分散在多個對手方及客戶。

根據預期信貸虧損評估，所有金融資產（包括貿易及其他應收款項及按金、應收關聯公司款項、已抵押銀行存款及銀行結餘）面臨的信貸風險（須進行預期信貸虧損評估）被視為風險偏低，原因為對手方違約風險較低且並無重大逾期款項。年內，本集團並無就該等金額確認虧損撥備（2018年：約6,000港元）（附註19）。

流動風險

流動風險分析

下表詳述本集團非衍生金融負債之合約到期情況。該表根據金融負債之未折現現金流量，按本集團須還款之最早日期編製。其他非衍生金融負債之到期日則依據協定償還日期。此外，下表詳述本集團衍生金融工具之流動資金分析。

下表載列利率及本金現金流量。倘利息流屬浮動利率，則未折現金額按報告期末之利率而得出。

36. FINANCIAL INSTRUMENTS – continued

36. 金融工具－續

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

(B) 財務風險管理目標及政策－續

Liquidity risk – continued

流動風險－續

Liquidity risk analysis – continued

流動風險分析－續

		Weighted average interest rate 加權平均利率 % %	On demand or less than 3 months 按要求償還或少於三個月 HK$'000 千港元	3 months to 1 year 三個月至一年 HK$'000 千港元	1 year to 2 years 一年至兩年 HK$'000 千港元	2 years to 5 years 兩年至五年 HK$'000 千港元	Total undiscounted cash flow 未折現現金流量總額 HK$'000 千港元	Carrying amount at 31 December 2019 於2019年12月31日之賬面值 HK$'000 千港元
Non-derivative financial liabilities	**非衍生金融負債**							
Trade and bill payables	貿易應付款項及應付票據	N/A 不適用	614,303	–	–	–	614,303	614,303
Other payables and accruals	其他應付款項及預提款項	N/A 不適用	90,629	–	–	–	90,629	90,629
Amounts due to related companies	應付關聯公司款項	N/A 不適用	1,088,762	–	–	–	1,088,762	1,088,762
Lease liabilities	租賃負債	5.08%	1,111	3,221	–	–	4,332	4,143
Convertible bonds and bonds	可換股債券及債券							
– Liabilities components	－負債部分	8.41% – 11.63%	–	1,113,384	–	–	1,113,384	1,040,985
Bank and other borrowings	銀行及其他借貸	5.84% – 14.90%	1,623,621	254,538	1,608,149	997,487	4,483,795	3,983,034
			3,418,426	1,371,143	1,608,149	997,487	7,395,205	6,821,856
Financial guarantees contracts	財務擔保合約	N/A 不適用	269,954	–	–	–	269,954	–

		Weighted average interest rate 加權平均利率 % %	On demand or less than 3 months 按要求償還或少於三個月 HK$'000 千港元	3 months to 1 year 三個月至一年 HK$'000 千港元	1 year to 2 years 一年至兩年 HK$'000 千港元	2 years to 5 years 兩年至五年 HK$'000 千港元	Total undiscounted cash flow 未折現現金流量總額 HK$'000 千港元	Carrying amount at 31 December 2018 於2018年12月31日之賬面值 HK$'000 千港元
Non-derivative financial liabilities	**非衍生金融負債**							
Trade and bill payables	貿易應付款項及應付票據	N/A 不適用	717,394	–	–	–	717,394	717,394
Other payables and accruals	其他應付款項及預提款項	N/A 不適用	88,530	–	–	–	88,530	88,530
Amounts due to related companies	應付關聯公司款項	N/A 不適用	1,098,050	–	–	–	1,098,050	1,098,050
Convertible bonds and bonds	可換股債券及債券							
– Liabilities components	－負債部分	8.7%-12.8%	–	794,274	513,581	–	1,307,855	1,121,190
Bank and other borrowings	銀行及其他借貸	1.11%-9.64%	59,844	1,033,157	1,489,822	2,543,386	5,126,209	3,968,634
			1,963,818	1,827,431	2,003,403	2,543,386	8,338,038	6,993,798
Financial guarantees contracts	財務擔保合約	N/A 不適用	343,924	–	–	–	343,924	–

36. FINANCIAL INSTRUMENTS – continued

(C) FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The Directors consider that the carrying amounts of financial assets and financial liabilities measured at amortised cost in these consolidated financial statements approximate their fair values.

36. 金融工具－續

(C) 金融工具之公允價值計量

本集團以非經常性基準按公允價值計量之金融資產及金融負債之公允價值

董事認為於該等合併財務報表按攤餘成本計量之金融資產及金融負債之賬面值與其公允價值相若。

37. OTHER CASH FLOW INFORMATION

CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Details of the changes in the Group's liabilities from financing activities are as follows:

37. 其他現金流量資料

融資活動所產生負債之變動

本集團融資活動所產生負債之變動詳情如下：

2019

2019年

				Non-cash changes 非現金變動				
		1 January 2019 2019年1月1日 HK$'000 千港元	Financing cash flow 融資現金流量 HK$'000 千港元	Foreign exchange differences 外匯差額 HK$'000 千港元	Disposal of a subsidiary 出售一間附屬公司 HK$'000 千港元	Accrued interest 應計利息 HK$'000 千港元	Extension of Convertible Bonds I 延長可換股債券I HK$'000 千港元	31 December 2019 2019年12月31日 HK$'000 千港元
Amounts due to related companies (note 38(G)(ii))	應付關聯公司款項（附註38(G)(ii)）	1,098,050	29,374	(34,217)	(4,445)	–	–	1,088,762
Bank and other borrowings	銀行及其他借貸	3,968,634	191,558	(94,118)	(83,040)	–	–	3,983,034
Convertible bonds and bonds	可換股債券及債券	1,121,190	(179,178)	(10,253)	–	108,118	1,108	1,040,985
Lease liabilities	租賃負債	10,167	(6,544)	(50)	–	570	–	4,143
Interest payable	應付利息	46,665	(303,533)	–	–	303,533	–	46,665
Total	總計	6,244,706	(268,323)	(138,638)	(87,485)	412,221	1,108	6,163,589

37. OTHER CASH FLOW INFORMATION – continued

CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES – continued

37. 其他現金流量資料－續

融資活動所產生負債之變動－續

2018

2018年

				Non-cash changes 非現金變動				
		1 January 2018 2018年1月1日 HK$'000 千港元	Financing cash flow 融資現金流量 HK$'000 千港元	Foreign exchange differences 外匯差額 HK$'000 千港元	Disposal of a subsidiary 出售一間附屬公司 HK$'000 千港元	Accrued interest 應計利息 HK$'000 千港元	Conversion of Convertible Bonds II 轉換可換股債券II HK$'000 千港元	31 December 2018 2018年12月31日 HK$'000 千港元
Amounts due to related companies (note 38(G)(ii))	應付關聯公司款項（附註38(G)(ii)）	433,762	718,198	(53,910)	–	–	–	1,098,050
Bank and other borrowings	銀行及其他借貸	4,477,847	624,291	(199,936)	(933,568)	–	–	3,968,634
Convertible bonds and bonds	可換股債券及債券	2,136,343	(130,257)	(81,819)	–	191,082	(994,159)	1,121,190
Interest payable	應付利息	46,551	(291,422)	–	–	291,536	–	46,665
Disposal of a subsidiary	出售一間附屬公司	–	(3,192)	–	–	–	–	(3,192)
Total	總計	7,094,503	917,618	(335,665)	(933,568)	482,618	(994,159)	6,231,347

Notes:

(a) The cash flows with amounts due to related companies, bank and other borrowings, lease liabilities, convertible bonds and bonds and interest payable represented the net amount of certain proceeds and repayments disclosed in the consolidated statement of cash flows.

(b) Other changes mainly represents amortisation of up-front fee of bank and other borrowings.

附註：

(a) 有關應付關聯公司款項、銀行及其他借貸、租賃負債、可換股債券及債券以及應付利息之現金流量指合併現金流量表內披露的若干所得款項及還款淨額。

(b) 其他變動主要指銀行及其他借貸預付款攤銷。

38. RELATED PARTY DISCLOSURES

Apart from the related party transactions disclosed elsewhere in these consolidated financial statements, the Group had the following significant related party transactions during the year.

(A) During the year ended 31 December 2018, the Group entered into property management agreement with Tianrong Property Service Co., Ltd. and its subsidiaries ("Tianrong"), a company held as to 64% by Mr. Zhou Zheng, pursuant to which Tianrong would provide property management service to the Group from 1 August 2018 to 18 October 2021. The service expense for the year was approximately HK$9,948,000 (2018: HK$2,730,000).

(B) During the year ended 31 December 2018, the Group entered into an agreement with DreamEast Pictures Co., Ltd. ("DreamEast Pictures"), a company held as to 80% by Mr. Zhou Zheng, pursuant to which DreamEast Pictures would provide the Intellectual Properties Rights to the Group from 1 August 2018 to 31 July 2021. The service expenses for the year was approximately HK$4,200,000 (2018: HK$1,810,000).

(C) During the year ended 31 December 2017, the Group entered into a tenancy agreement with Sanhe SkyOcean Real Estate Development Co., Ltd. ("Sanhe SkyOcean"), a company held as to 80% by Mr. Zhou Zheng, pursuant to which Sanhe SkyOcean would lease the theme park to the Group with the lease term from October 2017 to December 2019. The rental payment for the year was approximately HK$2,161,000 (2018: HK$2,149,000).

38. 關聯人士之披露

除此等合併財務報表其他部分所披露之關聯人士交易外，本集團於年內曾進行下述重大關聯人士交易。

(A) 於截至2018年12月31日止年度，本集團與Tianrong Property Service Co., Ltd.及其附屬公司(「Tianrong」)(一間由周政先生持有64%權益之公司)訂立物業管理協議，據此，Tianrong自2018年8月1日至2021年10月18日將向本集團提供物業管理服務。年內服務費用約為9,948,000港元(2018年：2,730,000港元)。

(B) 於截至2018年12月31日止年度，本集團與夢東方電影有限公司(「夢東方電影」)(一間由周政先生持有80%之公司)訂立協議，據此，夢東方電影自2018年8月1日至2021年7月31日將向本集團提供知識產權。年內服務費用約為4,200,000港元(2018年：1,810,000港元)。

(C) 於截至2017年12月31日止年度，本集團與三河天洋城房地產開發有限公司(「三河天洋城」,一間由周政先生持有80%權益之公司)訂立租賃協議，據此，三河天洋城將向本集團出租主題樂園，租期由2017年10月至2019年12月。年內租賃付款約為2,161,000港元(2018年：2,149,000港元)。

38. RELATED PARTY DISCLOSURES – continued

(D) During the current year, the Group raised a new loan from SkyOcean Investment, amounting to RMB232,000,000 (equivalent to approximately HK$258,812,000). Details of the loan is set out in note 25(b)(ii).

(E) During the year ended 31 December 2019, the Group entered into consultancy service agreement with TianMao, pursuant to which the Group would provide consultancy service to TianMao from 21 February 2019 to 20 February 2020. The service fee for the year ended 31 December 2019 was approximately HK$24,172,000 (2018: nil).

(F) During the year ended 31 December 2018, the Group disposed of its entire equity interest in its subsidiaries, Fusion Link International Limited, to SkyOcean Investment Holdings Limited, a company held as to 80% by Mr. Zhou. Details of the disposal is set out in note 34.

The above transactions also constituted connected transactions or continuing connected transactions as defined in the chapter 14A of the Listing Rules.

(G) OUTSTANDING BALANCES WITH RELATED PARTIES

(i) At 31 December 2019, amounts due from related companies of HK$634,833,000 (2018: HK$890,586,000) were all non-trade nature, unsecured, interest-free and repayable within one year. Mr. Zhou Zheng has controlling interest in these related companies. The maximum outstanding amount due from related companies was HK$890,586,000 (2018: HK$890,586,000) during the current year.

38. 關聯人士之披露－續

(D) 本年度內，本集團自天洋投資籌得一筆新貸款人民幣232,000,000元（相當於約258,812,000港元）。貸款詳情載於附註25(b)(ii)。

(E) 於截至2019年12月31日止年度，本集團與天茂訂立諮詢服務協議，據此，本集團自2019年2月21日至2020年2月20日將向天茂提供諮詢服務。於截至2019年12月31日止年度，服務費用約為24,172,000港元（2018年：無）。

(F) 於截至2018年12月31日止年度，本集團出售其於附屬公司融通國際有限公司之全部股權予天洋投資控股有限公司（一間由周先生持有80%權益之公司）。出售之詳情載於附註34。

上述交易亦構成上市規則第十四A章所界定的關連交易或持續關連交易。

(G) 與關聯人士之未償還結餘

(i) 於2019年12月31日，應收關聯公司之款項634,833,000港元（2018年：890,586,000港元）均屬非貿易性質、無抵押、免息及須於一年內償還。周政先生擁有此等關聯公司之控制權權益。於本年度，應收關聯公司之未償還款項最高為890,586,000港元（2018年：890,586,000港元）。

38. RELATED PARTY DISCLOSURES – continued

(G) OUTSTANDING BALANCES WITH RELATED PARTIES – continued

(ii) At 31 December 2019, amounts due to related companies of HK$1,088,762,000 (2018: HK$1,098,050,000) were all non-trade nature, unsecured, interest-free and repayable on demand. Mr. Zhou Zheng has controlling interest in these related companies.

(iii) The Group issued the Convertible Bonds II to SkyOcean Investment in prior year. The finance cost incurred during the current year and carrying amounts of the liability component of the Convertible Bonds II are set out in note 26.

(H) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

Key management personnel of the Group representing the Directors, who have authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. Compensation to key management personnel represents Directors' emoluments and is disclosed in note 11.

38. 關聯人士之披露－續

(G) 與關聯人士之未償還結餘－續

(ii) 於2019年12月31日，應付關聯公司之款項1,088,762,000港元（2018年：1,098,050,000港元）均屬非貿易性質、無抵押、免息及須按要求償還。周政先生擁有此等關聯公司之控制權權益。

(iii) 去年，本集團向天洋投資發行可換股債券II。於本年度產生之財務成本及可換股債券II負債部分之賬面值載於附註26。

(H) 本集團主要管理人員報酬

本集團主要管理人員指直接或間接擁有規劃、指導及控制本集團活動之權力及責任之董事。主要管理人員報酬指董事之薪酬，詳情載於附註11。

38. RELATED PARTY DISCLOSURES – continued

(I) GUARANTEES PROVIDED BY RELATED PARTIES

(i) At 31 December 2019, Mr. Zhou Zheng and certain related parties provided joint personal guarantee for the borrowings granted by certain banks and other financial institutions to the Group with the carrying amount of RMB3,572,981,000 (2018: RMB3,404,334,000), which is equivalent to approximately HK$3,983,034,000 (2018: approximately HK$3,885,339,000), details of which are set out in note 25.

(ii) At 31 December 2019, SkyOcean Holdings Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks and other financial institutions to the Group with the carrying amount of RMB3,572,981,000(2018: RMB3,404,334,000), which is equivalent to approximately HK$3,983,034,000 (2018: approximately HK$3,885,339,000), details of which are set out in note 25.

38. 關聯人士之披露－續

(I) 關聯人士提供之擔保

(i) 於2019年12月31日，周政先生及若干關聯人士就若干銀行及其他金融機構向本集團授出之賬面值為人民幣3,572,981,000元（2018年：人民幣3,404,334,000元）（相當於約3,983,034,000港元（2018年：約3,885,339,000港元））之借貸共同作出個人擔保，有關詳情載於附註25。

(ii) 於2019年12月31日，周政先生實益擁有80%權益之公司天洋控股集團有限公司就若干銀行及其他金融機構向本集團授出之賬面值為人民幣3,572,981,000元（2018年：人民幣3,404,334,000元）（相當於約3,983,034,000港元（2018年：約3,885,339,000港元））之借貸提供公司擔保，有關詳情載於附註25。

38. RELATED PARTY DISCLOSURES – continued

(I) GUARANTEES PROVIDE BY RELATED PARTIES – continued

(iii) At 31 December 2019, DreamEast (Sanhe) Entertainment Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks to the Group with the carrying amount of RMB304,681,000 (2018: RMB312,912,000), which is equivalent to approximately HK$339,647,000 (2018: approximately HK$357,124,000), details of which are set out in note 25.

(iv) At 31 December 2019, Mr. Zhou Zheng and the Company provided joint personal guarantee for the loan from an independent third party to the Group with the carrying amount of RMB230,953,000 (2018: HK$Nil), which is equivalent to approximately HK$257,458,000 (2018: HK$Nil), details of which are set out in note 25.

38. 關聯人士之披露－續

(I) 關聯人士提供之擔保－續

(iii) 於2019年12月31日，周政先生實益擁有80%權益之公司夢東方（三河）娛樂有限公司就若干銀行向本集團授出之賬面值為人民幣304,681,000元（2018年：人民幣312,912,000元）（相當於約339,647,000港元（2018年：約357,124,000港元））之借貸提供公司擔保，有關詳情載於附註25。

(iv) 於2019年12月31日，周政先生及本公司就一名獨立第三方向本集團授出之賬面值為人民幣230,953,000元（2018年：零港元）（相當於約257,458,000港元（2018年：零港元））之貸款提供共同個人擔保，有關詳情載於附註25。

38. RELATED PARTY DISCLOSURES – continued

(I) GUARANTEES PROVIDE BY RELATED PARTIES – continued

(v) At 31 December 2019 and 2018, Mr. Zhou Zheng and a related party, provided joint personal guarantee and Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee in favour of the holders of the Convertible Bonds I, the Bonds I and the Bonds II (note 26). Furthermore, Convertible Bonds I, the Bonds I and the Bonds II are also secured by share charge over certain number of ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company, details of which are set out in paragraph headed "Mandatory Early Redemption for Convertible Bonds I, the Bonds I and the Bonds II" in note 26. In addition, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II, charged over certain part of Convertible bonds II in favour of the holder of Bonds II (note 26).

(vi) At 31 December 2018, Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks and other financial institutions to the Group with a total amount of RMB345,767,000, which is equivalent to approximately HK$413,642,000, details of which are set out in note 25. The loans were disposed through the disposal of a subsidiary during the year ended 31 December 2018 as disclosed in note 34.

38. 關聯人士之披露－續

(I) 關聯人士提供之擔保－續

(v) 於2019年及2018年12月31日，周政先生及一名關聯人士向可換股債券I、債券I及債券II之持有人共同作出個人擔保，而周政先生實益擁有80%權益之公司北京天洋控股向其提供公司擔保（附註26）。此外，可換股債券I、債券I及債券II亦以本公司直接控股公司天洋投資控股有限公司持有之本公司若干普通股之股份質押作擔保，有關詳情載於附註26「強制提早贖回可換股債券I、債券I及債券II」一段。此外，可換股債券II持有人天洋投資控股有限公司已向債券II持有人質押若干可換股債券II（附註26）。

(vi) 於2018年12月31日，周政先生實益擁有80%權益之公司北京天洋控股就若干銀行及其他金融機構向本集團授出之總金額為人民幣345,767,000元（相當於約413,642,000港元）之借貸提供公司擔保，有關詳情載於附註25。如附註34所披露，於截至2018年12月31日止年度，該等貸款透過出售一間附屬公司出售。

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

39. 主要附屬公司資料

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立／成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之股本／註冊股本	Attributable equity interest held by the Company 本公司所持有之應佔股本權益 **2019 2019年**	 2018 2018年	Principal activities and place of operation 主要業務及經營地點
SkyOcean United	Hong Kong/ 19 August 2010	HK$10,000	**82.35%**	82.35%	Investment holding, Hong Kong
天洋聯合	香港／2010年8月19日	10,000港元	**82.35%**	82.35%	投資控股，香港
Skyleaf Holdings limited*	BVI/ 8 August 2013	US$1	**100%**	100%	Investment holding, Hong Kong
天葉控股有限公司	英屬處女群島／2013年8月8日	1美元	**100%**	100%	投資控股，香港
Beijing SkyOcean** (Limited liability company)	PRC/ 6 March 2014	RMB 249,000,000	**100%**	100%	Property development, PRC
北京天洋基業投資有限公司（有限責任公司）	中國／2014年3月6日	人民幣 249,000,000元	**100%**	100%	物業發展，中國
DreamEast(Sanhe)** (Wholly foreign-owned limited liability company)	PRC/ 29 January 2015	US$1,000,000	**100%**	100%	Investment holding, PRC
夢東方（三河）娛樂有限公司（外商獨資有限責任公司）	中國／2015年1月29日	1,000,000美元	**100%**	100%	投資控股，中國
DreamEast Jiaxing Cultural Investment Co., Ltd** (Wholly foreign-owned limited liability company)	PRC/ 6 December 2016	US$58,820,000	**100%**	100%	Property development, PRC
夢東方（嘉興）文化投資有限公司（外商獨資有限責任公司）	中國／2016年12月6日	58,820,000美元	**100%**	100%	物業發展，中國

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

39. 主要附屬公司資料－續

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立／成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足之股本／註冊股本	Attributable equity interest held by the Company 本公司所持有之應佔股本權益 2019 2019年	 2018 2018年	Principal activities and place of operation 主要業務及經營地點
Hunan DreamEast** (Limited liability company) 湖南夢東方文化發展有限公司（有限責任公司）	PRC/ 7 March 2017 中國／2017年3月7日	RMB 100,000,000 人民幣100,000,000元	**100%** **100%**	100% 100%	Property development, PRC 物業發展，中國
Jiangsu DreamEast** (Limited liability company) 夢東方（江蘇）文化投資發展有限公司（有限責任公司）	PRC/ 16 December 2015 中國／2015年12月16日	RMB 100,000,000 人民幣100,000,000元	**100%** **100%**	100% 100%	Property development, PRC 物業發展，中國
DreamEast Future World** (Limited liability company) 夢東方未來世界（三河）娛樂有限公司（有限責任公司）	PRC/ 5 February 2015 中國／2015年2月5日	RMB 6,000,000 人民幣6,000,000元	**100%** **100%**	100% 100%	Tourism park operation, PRC 旅遊樂園營運，中國
SkyOcean Cultural Development Limited**("SkyOcean Cultural") (Limited liability company) 天洋文化發展有限公司（「天洋文化」）（有限責任公司）	PRC/ 20 April 2017 中國／2017年4月20日	RMB 500,000,000 人民幣500,000,000元	**100%** **100%**	100% 100%	Property development, PRC 物業發展，中國

* Issued capital held directly by the Company

** English name for identification only

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

Note: None of the subsidiaries had issued any debt securities at the end of the year.

* 已發行股本由本公司直接持有

** 英文名稱僅供參考

以上表格載列董事認為主要影響本集團本年度經營業績或構成本集團資產淨值主要部分之本公司附屬公司。董事認為，提供其他附屬公司之詳情會過於冗長。

附註： 於年結日概無附屬公司已發行任何債務證券。

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

Investment in the subsidiary, SkyOcean United, represents 82.35% of the issued ordinary share capital of HK$10,000, a company engaged in investment holding which conducts its business principally in and is incorporated in Hong Kong.

FINANCIAL INFORMATION OF SUBSIDIARIES WITH INDIVIDUALLY MATERIAL NON-CONTROLLING INTERESTS ("NCI")

The following table shows the information relating to the non-wholly owned subsidiary that has material NCI. The summarised financial information represents amounts before inter-company eliminations.

39. 主要附屬公司資料－續

於該附屬公司(天洋聯合)的投資，佔已發行普通股股本10,000港元的82.35%。該公司於香港註冊成立，從事投資控股及主要在香港開展其業務。

擁有個別重大非控制性權益(「非控制性權益」)之附屬公司財務資料

下表列示有關擁有重大非控制性權益之附屬公司之資料。財務資料概要指公司間對銷前之數額。

		SkyOcean United 天洋聯合
At 31 December 2019	**於2019年12月31日**	
Proportion of NCI's ownership interests	非控制性權益之擁有權權益比例	**17.65%**
		HK$'000 千港元
Current assets	流動資產	**217**
Non-current assets	非流動資產	**1,204,339**
Current liabilities	流動負債	**(21,079)**
Non-current liabilities	非流動負債	**–**
Net assets	資產淨值	**1,183,477**
Carrying amount of NCI	非控制性權益之賬面值	**208,884**

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

FINANCIAL INFORMATION OF SUBSIDIARIES WITH INDIVIDUALLY MATERIAL NON-CONTROLLING INTERESTS ("NCI") – continued

39. 主要附屬公司資料－續

擁有個別重大非控制性權益(「非控制性權益」)之附屬公司財務資料－續

		HK$'000 千港元
Year ended 31 December 2019	**截至2019年12月31日止年度**	
Revenue	收入	–
Expenses	開支	**(3,362)**
Loss	虧損	**(3,362)**
Other comprehensive loss	其他綜合虧損	**(27,281)**
Total comprehensive loss	綜合虧損總額	**(30,643)**
Loss attributable to NCI	非控制性權益應佔虧損	**(593)**
Total comprehensive loss attributable to NCI	非控制性權益應佔綜合虧損總額	**(5,409)**
Net cash flows from:	下列所得現金流量淨額：	
Operating activities	經營活動	**1**
Investing activities	投資活動	–
Financing activities	融資活動	–
Total cash inflows	現金流入總額	**1**

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

FINANCIAL INFORMATION OF SUBSIDIARIES WITH INDIVIDUALLY MATERIAL NON-CONTROLLING INTERESTS ("NCI") – continued

39. 主要附屬公司資料－續

擁有個別重大非控制性權益(「非控制性權益」)之附屬公司財務資料－續

		SkyOcean United 天洋聯合
At 31 December 2018	**於2018年12月31日**	
Proportion of NCI's ownership interests	非控制性權益之擁有權權益比例	17.65%
		HK$'000 千港元
Current assets	流動資產	217
Non-current assets	非流動資產	1,234,984
Current liabilities	流動負債	(15,815)
Non-current liabilities	非流動負債	–
Net assets	資產淨值	1,219,386
Carrying amount of NCI	非控制性權益之賬面值	215,222

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

FINANCIAL INFORMATION OF SUBSIDIARIES WITH INDIVIDUALLY MATERIAL NON-CONTROLLING INTERESTS ("NCI") – continued

39. 主要附屬公司資料－續

擁有個別重大非控制性權益(「非控制性權益」)之附屬公司財務資料－續

		HK$'000 千港元
Year ended 31 December 2018	**截至2018年12月31日止年度**	
Revenue	收入	–
Expenses	開支	(2,702)
Loss	虧損	(2,702)
Other comprehensive loss	其他綜合虧損	–
Total comprehensive loss	綜合收益虧損	(2,702)
Loss attributable to NCI	非控制性權益應佔虧損	(477)
Total comprehensive loss attributable to NCI	非控制性權益應佔綜合虧損總額	(477)
Net cash flows from:	下列所得現金流量淨額：	
Operating activities	經營活動	10
Investing activities	投資活動	–
Financing activities	融資活動	–
Total cash inflows	現金流入總額	10

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

39. 主要附屬公司資料－續

COMPOSITION OF THE GROUP

本集團之組成

Principal activity 主要業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of wholly-owned subsidiaries 全資附屬公司數目 **2019** **2019年**	 2018 2018年
Investment holding 投資控股	Hong Kong 香港	**4**	4
Investment holding 投資控股	BVI 英屬處女群島	**6**	10
Investment holding 投資控股	PRC 中國	**1**	2
Property development and management 物業發展及管理	PRC 中國	**11**	9
Provision of corporate services 提供公司服務	Hong Kong 香港	**1**	1
Tourism park operation 旅遊樂園營運	PRC 中國	**1**	1
Movie and television culture 影視文化	PRC 中國	**3**	2
Inactive 暫無營業	BVI 英屬處女群島	**3**	3
Inactive 暫無營業	U.S. 美國	**–**	1
Inactive 暫無營業	Hong Kong 香港	**–**	2
Inactive 暫無營業	PRC 中國	**4**	4
		34	39

Other activity 其他業務	Place of incorporation/ establishment and operation 註冊成立／成立及經營地點	Number of non-wholly-owned subsidiaries 非全資附屬公司數目 **2019** **2019年**	 2018 2018年
Investment holding 投資控股	Hong Kong 香港	**1**	1
Movie and television culture 影視文化	PRC 中國	**1**	1
Property development and management 物業發展及管理	U.S. 美國	**–**	1
		2	3

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

40. 本公司財務狀況表及儲備

		2019 2019年 HK$'000 千港元	2018 2018年 HK$'000 千港元
Non-current assets	**非流動資產**		
Right-of-use assets	使用權資產	**4,010**	–
Investments in subsidiaries	於附屬公司之投資	**726,768**	744,062
Amounts due from subsidiaries	應收附屬公司款項	**1,622,757**	1,648,574
		2,353,535	2,392,636
Current assets	**流動資產**		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	**4,993**	5,253
Bank balances and cash	銀行結餘及現金	**3,819**	27,028
		8,812	32,281
Current liabilities	**流動負債**		
Other payables and accruals	其他應付款項及預提款項	**145**	807
Amounts due to subsidiaries	應付附屬公司款項	**29,000**	3
Amounts due to related companies	應付關聯公司款項	**8,650**	49,230
Lease liability	租賃負債	**4,143**	–
Convertible bonds and bonds	可換股債券及債券	**1,040,985**	685,984
		1,082,923	736,024
Net current liabilities	**流動負債淨額**	**(1,074,111)**	(703,743)
Total assets less current liabilities	**總資產減流動負債**	**1,279,424**	1,688,893
Non-current liabilities	**非流動負債**		
Convertible bonds and bonds	可換股債券及債券	**–**	435,206
NET ASSETS	**資產淨值**	**1,279,424**	1,253,687
Equity	**權益**		
Share capital	股本	**28,550**	28,550
Reserves	儲備	**1,250,874**	1,225,137
TOTAL EQUITY	**權益總額**	**1,279,424**	1,253,687

This statement of financial position was approved and authorised for issue by the Board of Directors on 8 May 2020 and signed on its behalf by:

此財務狀況表於2020年5月8日經董事會批准及授權刊發，並由下列董事代表簽署：

Zhou Jin
Director
周金
董事

Yang Lei
Director
楊蕾
董事

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY – continued

40. 本公司財務狀況表及儲備－續

MOVEMENT IN THE COMPANY'S RESERVES

本公司儲備變動

		Share premium 股份溢價 HK$'000 千港元	Other reserve 其他儲備 HK$'000 千港元	Share options reserve 購股權儲備 HK$'000 千港元	Convertible bonds equity reserve 可換股債券權益儲備 HK$'000 千港元	Exchange translation reserve 匯兌儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January 2018	於2018年1月1日	347,939	(682,298)	–	1,327,684	(160,402)	1,292,091	2,125,014
Profit and total comprehensive income for the year	年內溢利及綜合收益總額	–	–	–	–	–	84,445	84,445
Issue of shares upon conversion of convertible bonds (Note 26)	轉換可換股債券時發行股份（附註26）	1,903,996	–	–	(929,331)	–	–	974,665
Deemed contribution on disposal of a subsidiary	出售一間附屬公司之視作出資	(2,068,763)	191,917	–	–	–	–	(1,876,846)
Equity-settled share-based payments (Note 29)	按權益結算以股份為基礎付款（附註29）	–	–	496	–	–	–	496
Exchange difference on translation	換算產生之匯兌差額	–	–	–	–	(82,637)	–	(82,637)
At 1 January 2019	**於2019年1月1日**	**183,172**	**(490,381)**	**496**	**398,353**	**(243,039)**	**1,376,536**	**1,225,137**
Profit and total comprehensive income for the year	**年內溢利及綜合收益總額**	**–**	**–**	**–**	**–**	**–**	**42,377**	**42,377**
Extension of the Convertible Bonds I (Note 26)	**延長可換股債券I（附註26）**	**–**	**–**	**–**	**515**	**–**	**–**	**515**
Equity-settled share-based payments (Note 29)	**按權益結算以股份為基礎付款（附註29）**	**–**	**–**	**8,818**	**–**	**–**	**–**	**8,818**
Exchange difference on translation	**換算產生之匯兌差額**	**–**	**–**	**–**	**–**	**(25,973)**	**–**	**(25,973)**
At 31 December 2019	**於2019年12月31日**	**183,172**	**(490,381)**	**9,314**	**398,868**	**(269,012)**	**1,418,913**	**1,250,874**

41. EVENTS AFTER THE END OF REPORTING PERIOD

The COVID-19 outbreak has brought about additional uncertainties in the Group's operating environment in the PRC. As far as the Group's businesses are concerned, the outbreak has so far caused operational delays. The Group has put in place contingency measures to lower the impact from this outbreak. However, the situation remains fluid at this stage. At the date of authorisation of these consolidated financial statements, the Group is not in a position to estimate the financial impacts of these circumstances.

41. 報告期末後事項

COVID-19爆發為本集團的中國運營環境帶來額外不確定因素。就本集團的業務而言，疫情爆發至今已導致營運滯後。本集團已制定應變措施，以減輕疫情爆發帶來的影響。然而，在此階段情況仍然充滿不確定性。於批准該等合併財務報表日期，本集團無法估計該等情況造成的財務影響。

42. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 8 May 2020.

42. 批准合併財務報表

合併財務報表已由董事會於2020年5月8日批准及授權發行。

This annual report is printed on environmentally friendly paper.
本年報由環保紙印製。