中泛控股有限公司
CHINA OCEANWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
（於百慕達註冊成立之有限公司）
Stock Code 股份代號：715

ANNUAL REPORT 年報
2019

This report is printed on environmentally friendly paper　本報告以環保紙印製

CONTENTS
目錄

2 Corporate Information
公司資料

4 Information for Shareholders
股東資訊

6 Definitions
釋義

8 Chairman's Statement
主席報告

20 Management Discussion and Analysis
管理層討論及分析

30 Biographical Details of Directors and Senior Management
董事及高級管理層簡歷

35 Report of the Directors
董事會報告

66 Corporate Governance Report
企業管治報告

93 Independent Auditor's Report
獨立核數師報告

106 Consolidated Income Statement
綜合收益表

107 Consolidated Statement of Comprehensive Income
綜合全面收益表

109 Consolidated Statement of Financial Position
綜合財務狀況表

111 Consolidated Statement of Cash Flows
綜合現金流量表

114 Consolidated Statement of Changes in Equity
綜合權益變動表

117 Notes to the Consolidated Financial Statements
綜合財務報表附註

273 Five Year Financial Summary
五年財務概要

274 Particulars of Major Properties
主要物業資料

CORPORATE INFORMATION
公司資料

BOARD OF DIRECTORS / 董事會

Executive Directors / 執行董事

Mr. HAN Xiaosheng *(Chairman)*	韓曉生先生*(主席)*
Mr. LIU Hongwei *(Deputy Chairman)*	劉洪偉先生*(副主席)*
Mr. LIU Bing	劉　冰先生
Mr. ZHANG Xifang	張喜芳先生
Mr. LIU Guosheng	劉國升先生

Non-executive Director / 非執行董事

Mr. ZHAO Yingwei	趙英偉先生

Independent Non-executive Directors / 獨立非執行董事

Mr. LIU Jipeng	劉紀鵬先生
Mr. YAN Fashan	嚴法善先生
Mr. LO Wa Kei Roy	盧華基先生

BOARD COMMITTEES / 董事委員會

Audit Committee / 審核委員會

Mr. LIU Jipeng *(Committee Chairman)*	劉紀鵬先生*(委員會主席)*
Mr. ZHAO Yingwei	趙英偉先生
Mr. LO Wa Kei Roy	盧華基先生

Remuneration Committee / 薪酬委員會

Mr. YAN Fashan *(Committee Chairman)*	嚴法善先生*(委員會主席)*
Mr. HAN Xiaosheng	韓曉生先生
Mr. LO Wa Kei Roy	盧華基先生

Nomination Committee / 提名委員會

Mr. HAN Xiaosheng *(Committee Chairman)*	韓曉生先生*(委員會主席)*
Mr. LIU Jipeng	劉紀鵬先生
Mr. YAN Fashan	嚴法善先生

Authorised Representatives

Mr. HAN Xiaosheng
Ms. LAM Wai Yee Sophie

授權代表

韓曉生先生
林慧怡女士

COMPANY SECRETARY

Ms. LAM Wai Yee Sophie

公司秘書

林慧怡女士

LEGAL ADVISOR

As to Hong Kong Law:
Deacons

法律顧問

關於香港法律：
的近律師行

INDEPENDENT AUDITOR

BDO Limited

獨立核數師

香港立信德豪會計師事務所有限公司

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司

INFORMATION FOR SHAREHOLDERS
股東資訊

LISTING INFORMATION
上市資料

Place of Listing	:	Main Board of The Stock Exchange of Hong Kong Limited ("SEHK")
上市地點	:	香港聯合交易所有限公司(「聯交所」)主板

Stock Codes	:	SEHK 聯交所	:	715
股份代號	:	Bloomberg 彭博資訊	:	715.HK
		Reuters 路透社	:	0715.HK

MARKET CAPITALISATION
市值

As at 31 December 2019	:	approximately HK$4.278 billion
於 2019 年 12 月 31 日	:	約港幣 42.78 億元

FINANCIAL CALENDAR
財務日誌

2019 annual results announcement	27 March 2020
2019 年度全年業績公佈	2020 年 3 月 27 日
Closure of registers of members	15－18 June 2020
暫停辦理股份過戶登記	2020 年 6 月 15 日至 18 日
2020 annual general meeting	18 June 2020
2020 年度股東周年大會	2020 年 6 月 18 日
2020 interim results announcement	August 2020
2020 年度中期業績公佈	2020 年 8 月

REGISTERED OFFICE
註冊辦事處

Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
總辦事處及主要營業地點

64/F., Bank of China Tower, 1 Garden Road, Hong Kong
香港花園道 1 號中銀大廈 64 樓

BERMUDA PRINCIPAL SHARE REGISTRAR
百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda

HONG KONG BRANCH SHARE REGISTRAR
香港股份過戶登記分處

Computershare Hong Kong Investor Services Limited
香港中央證券登記有限公司
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East, Wan Chai, Hong Kong
香港灣仔皇后大道東 183 號
合和中心 17 樓 1712–1716 號鋪

CORPORATE INFORMATION
公司資訊

The press releases, financial reports and other information of the Company are available at the website of the Company at www.oceanwide.hk
本公司的新聞稿、財務報告及其他資訊登載於本公司網站 www.oceanwide.hk

Investor Relations Contact
投資者關係聯絡

Investment Management Department
投資管理部
Telephone 電話 : +852 3959 5500
Facsimile 傳真 : +852 3585 8496
Email 電郵 : ir@oceanwide.hk
Address 地址 : 64/F., Bank of China Tower,
1 Garden Road, Hong Kong
香港花園道 1 號中銀大廈 64 樓

Website
網站

www.oceanwide.hk

DEFINITIONS
釋義

"associate(s)" 「聯繫人」	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞的相同涵義
"Board" 「董事會」	means 指	the board of Directors 董事會
"Bye-laws" 「公司細則」	means 指	the memorandum of association and bye-laws of the Company 本公司組織章程大綱及公司細則
"China Oceanwide Group" 「中泛集團」	means 指	China Oceanwide Group Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Oceanwide Holdings 中泛集團有限公司，為於香港註冊成立的有限公司，乃泛海控股的全資附屬公司
"China Oceanwide Holdings Group" 「中國泛海控股集團」	means 指	China Oceanwide Holdings Group Co., Ltd.*, a company incorporated in the PRC with limited liability and the controlling shareholder of Oceanwide Holdings 中國泛海控股集團有限公司，為於中國註冊成立的有限公司，乃泛海控股的控股股東
"China Oceanwide Holdings" or "Company" 「中泛控股」或「本公司」	means 指	China Oceanwide Holdings Limited (Stock Code: 715), a company incorporated in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange 中泛控股有限公司（股份代號：715），為於百慕達註冊成立的有限公司，其股份於聯交所主板上市
"Director(s)" 「董事」	means 指	the director(s) of the Company 本公司董事
"Group" 「本集團」	means 指	the Company and its subsidiaries 本公司及其附屬公司
"HK$" 「港幣」	means 指	Hong Kong dollars, the lawful currency of Hong Kong 港幣，香港的法定貨幣
"Hong Kong" 「香港」	means 指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
"IDR" 「印尼盾」	means 指	Indonesian Rupiah, the lawful currency of Indonesia 印尼盾，印尼的法定貨幣
"Indonesia" 「印尼」	means 指	the Republic of Indonesia 印度尼西亞共和國
"Listing Rules" 「上市規則」	means 指	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則

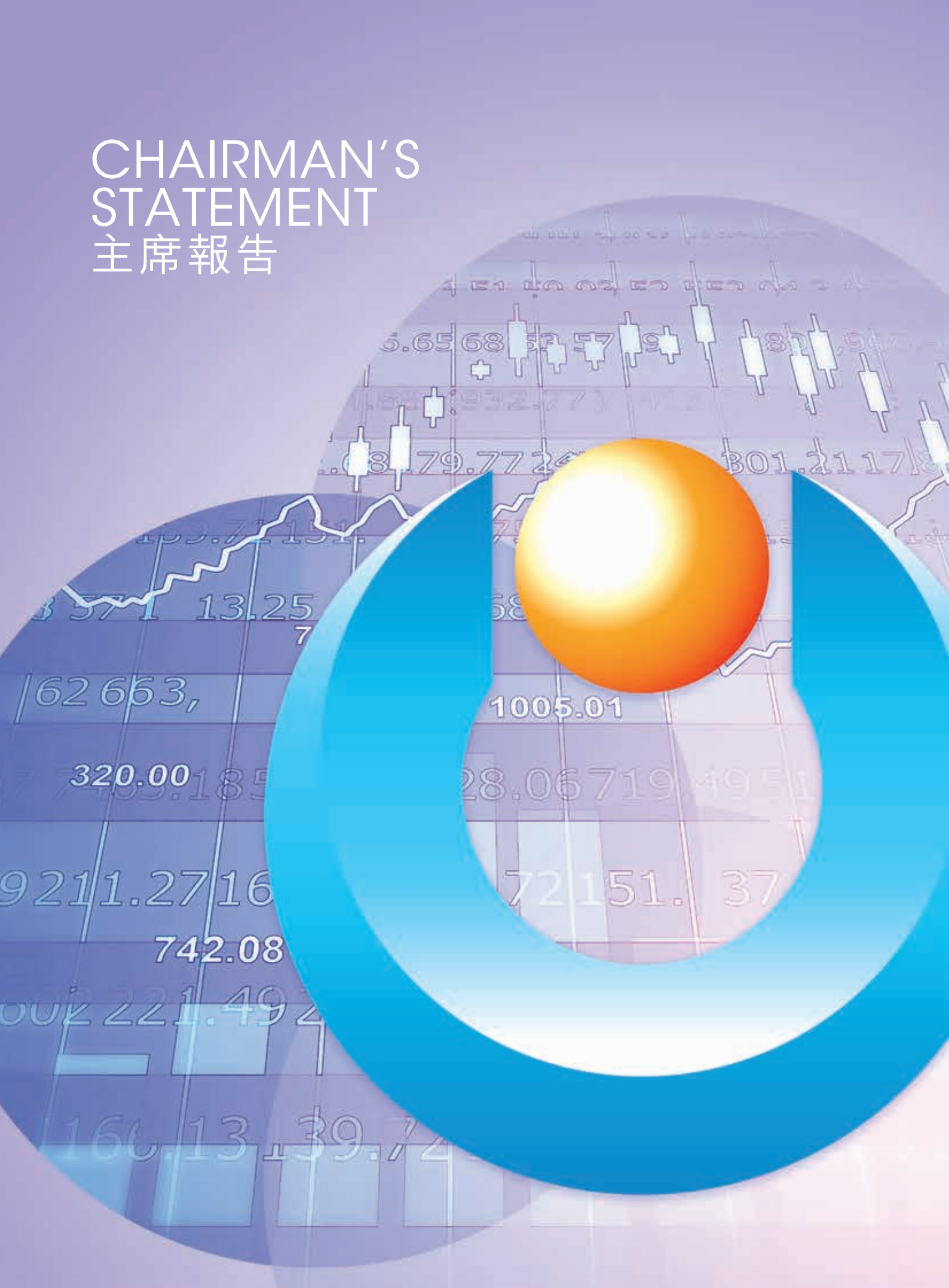
"Model Code" 「標準守則」	means 指	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄十所載的上市發行人董事進行證券交易的標準守則
"Oceanwide Holdings" 「泛海控股」	means 指	Oceanwide Holdings Co., Ltd.* (Stock Code: 000046), a joint stock company incorporated in the PRC with limited liability whose shares are listed on the Shenzhen Stock Exchange and the indirect controlling shareholder of the Company 泛海控股股份有限公司(證券代碼:000046),為於中國註冊成立的股份有限責任公司,其股份於深圳證券交易所上市,為本公司的間接控股股東
"PRC" 「中國」	means 指	the People's Republic of China, which for the purpose of this annual report, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國,就本年報而言,不包括香港、中國澳門特別行政區及台灣
"RMB" 「人民幣」	means 指	Renminbi, the lawful currency of the PRC 人民幣,中國的法定貨幣
"SFO" 「證券及期貨條例」	means 指	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) 證券及期貨條例(香港法例第 571 章)
"Share(s)" 「股份」	means 指	ordinary share(s) of HK$0.10 each in the share capital of the Company 本公司股本中每股面值港幣 0.10 元的普通股
"Shareholder(s)" 「股東」	means 指	holder(s) of the Shares 股份持有人
"Stock Exchange" 「聯交所」	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
"U.S." 「美國」	means 指	United States of America 美利堅合眾國
"US$" 「美元」	means 指	U.S. dollars, the lawful currency of the U.S. 美元,美國之法定貨幣
"%" 「%」	means 指	per cent. 百分比

Unless otherwise specified, in this annual report, conversions of US$ into HK$, RMB into HK$ and IDR into HK$ in this annual report are based on the exchange rate of US$1.00 = HK$7.7878, RMB1.00 = HK$1.1163 and IDR1.00 = HK$0.000564 respectively for illustration purpose only. No representation is made that any amounts in US$, RMB, IDR or HK$ can be or could have been converted at the relevant dates at the above rate or any other rates at all.

除另有指明外,於本年報內,美元兑港幣、人民幣兑港幣及印尼盾兑港幣乃分別按1.00美元兑港幣7.7878元、人民幣1.00元兑港幣1.1163元及印尼盾1.00元兑港幣0.000564元的匯率換算,僅供説明之用。概不表示任何美元、人民幣、印尼盾或港幣款項可以或應可以於有關日期按上述匯率或按任何其他匯率兑換。

* *for identification purpose only 僅供識別*

CHAIRMAN'S STATEMENT
主席報告



CHAIRMAN'S STATEMENT

China Oceanwide Holdings Limited ("**China Oceanwide Holdings**" or the "**Company**", together with its subsidiaries, the "**Group**"), being the platform of the overseas core businesses of its controlling shareholder, Oceanwide Holdings Co., Ltd.* ("**Oceanwide Holdings**", the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000046)), has devoted itself to the investment in real estate development projects in the first-tier cities of North America, property investment projects in the core areas of Shanghai, the People's Republic of China (the "**PRC**" or "**China**") and other U.S. dollar or U.S. dollar concept assets since 2015. Relying on the growth of the economy of the United States of America (the "**United States**" or the "**U.S.**") and the stability of the U.S. dollar, and because of the diversified investment and financing management channels as well as outstanding professionals in the free market of Hong Kong, the Group's U.S. dollar denominated assets continued to grow in size, and its asset value is expected to be released gradually in line with the general trend. However, the Group encountered a surge in financing costs due to the deterioration in the investment and financing markets in Hong Kong and numerous obstacles in policies on inbound and outbound capital flow amid drastic economic fluctuations across the globe as a result of the ongoing U.S.-China trade war ("**Trade War**"). To manage its liquidity, the Group grasped the opportunity to dispose of some bonds and other investments during the year ended 31 December 2019 (the "**Year**"), thereby reducing its revenue. Regarding the property investment sector, due to poor general economic environment and the Trade War, some existing tenants early terminated their leases or reduce their leased area, resulting in a decrease in rental income. Looking forward, in response to market changes, the Group will promote business growth and explore new revenue stream by various means, as well as maintaining sound liquidity by reducing or selling some of its assets to reduce cost in order to maximise shareholders' value in a sustainable manner.

主席報告

中泛控股有限公司(「**中泛控股**」或「**本公司**」,連同其附屬公司稱為「**本集團**」)作為本公司控股股東泛海控股股份有限公司(「**泛海控股**」,其股份於深圳證券交易所上市(證券代碼:000046))的境外核心業務平台,從2015年開始致力於投資北美一線城市的房地產開發項目、中華人民共和國(「**中國**」)上海核心區域的物業投資項目和其他美元或美元概念資產的投資業務。依託於美利堅合眾國(「**美國**」)經濟的增長及美元貨幣的穩定地位,憑藉香港自由市場的多元化投融資管理渠道以及優秀專業人才,本集團的美元資產規模持續增長,資產價值將隨大勢逐步釋放。然而,持續的中美貿易戰(「**貿易戰**」)使全球經濟劇烈波動,香港的投融資環境轉趨嚴峻,資金出入境政策障礙增加,令本集團的融資成本上升。為管理流動性,本集團於截至2019年12月31日止年度(「**年內**」)擇機出售部分債券及其他投資,令收入減少。物業投資板塊方面,受整體經濟環境欠佳和貿易戰的影響,部分現有租戶提前退租或縮減租賃面積,令租金收入減少。展望未來,本集團將順應市場變化,採取多種方式推動業務增長及開拓收益來源,並削減或出售部分資產減低成本,以維持穩健的資金流動性,務求為股東持續創造最大的價值。

MACRO-ECONOMIC ENVIRONMENT

The world's economic condition in 2019 continued to fluctuate due to China-U.S. tensions. The U.S. interest rate hikes slowed down and the global economy growth was lower than what was expected at the beginning of the Year. In China, the GDP growth hit a record low in recent years but was within the expected range, and the adjustment of the industrial structure has taken effect. Meanwhile, China-U.S. trade negotiations made significant progress at the end of the Year, with loosened monetary policies both in the world and China, which led to reduced uncertainties. As a result, the new economic structure has become increasingly clear. Unfortunately, the outbreak of novel coronavirus (COVID-19) epidemic ("**COVID-19**") in 2020 casts further gloom over the global economy. The production shutdown due to closed-off management measures taken by provinces and cities in China will cause a severe blow to the economy. It is anticipated that the negative sentiment will put pressure on the property market and the rental market, and thus the business environment will become more volatile. It is foreseeable that both the global capital environment and the macro strategic policies in China will be focusing on the efficiency of capital operation, resulting in concentrated capital flow into the real economy in the future. By making macroeconomic judgements on the new global economic scene, the Group is determined to adjust its existing strategic policy according to the situation. Looking ahead, it will remain cautious and will gradually shift its operating focus from US dollar assets to light professional real estate investment business with high liquidity. Capitalising on the ample resources, extensive experience and leading vision of its controlling shareholder, the Group will continue to take advantage of the strategic strength and resources of Hong Kong's platform to generate more returns for its shareholders.

Currently, most of the development projects of the Group are denominated in U.S. dollars and reported in Hong Kong dollars. Although there were considerable fluctuations in the U.S. dollar market, the financial data of the Group's overseas (outside China) projects did not show substantial exchange gain or loss due to the linked exchange rate system in Hong Kong. However, the income from properties in Shanghai was slightly adjusted downward as a result of the weak Renminbi.

宏觀經濟環境

2019年的世界經濟形勢在中美角力中持續波動。全球經濟增長未如年初預期的順利，美元加息減速，中國GDP增長雖創近年新低，但尚在預期內，產業結構調整已初見成效。同時，中美貿易談判終於在年尾取得重要進展，環球和中國境內都出現較為寬鬆的貨幣政策，不確定因素逐漸減少，新的經濟格局日益明朗。無奈2020年爆發的新型冠狀病毒疫症(「**新冠病毒**」)令陰霾密布的環球經濟雪上加霜，中國各個省市進行的封閉管理措施令企業停產停工將令經濟受到沉重打擊，預料負面情緒令樓市和租賃市場受壓，營商環境更見脆弱。可以預見，未來無論是環球資本環境，還是中國境內的宏觀戰略方向，均將呈現專注資本經營效率，集中流向實體經濟的特點。本集團對新的環球經濟佈局作出宏觀判斷，決定順應形勢，對原有戰略方向做出調整，未來將保持謹慎態度，逐步將運營重點由專注於美元資產，調整至專注於輕盈且流動性佳的專業地產投資業務範疇。在充分借助控股股東的強大資源、豐富經驗和領先理念的同時，繼續發揮香港平台的戰略及資源性優勢，增加股東的回報。

目前本集團大多數發展中項目均以美元計價，以港幣呈報。由於香港實行聯繫匯率制度，在美元市場有較大波動的現有環境下，本集團海外(中國之外)項目的財務數據沒有因為匯率問題出現巨大匯兑損益；但上海物業的收入受人民幣走弱的匯率影響，有些微下調。

After two consecutive years of high-intensity efforts on "deleveraging" and "risk prevention" in China, some enterprises encountered difficulties in financing and credit defaults have become abundant. In the context of volatile fluctuations in economic conditions, foreign exchange as well as credit markets, the management of the Group strictly adhered to the principle of stability and continued to control risks, with focus on the adequacy of capital in supporting the progress of its business development. Through flexible alignment of various financing channels, the Group consolidated its overseas liquidity and improved the efficiency of its cash utilisation in order to ensure that its projects were developed in an orderly manner according to sufficiency of funds, respective development plans and corresponding timelines. With the unremitting efforts of the management of the Group, the controlling shareholder continued to provide the Group with financial support to ensure the liquidity of the Group during the Year. As at 31 December 2019, the Group has obtained a loan in the total amount of approximately HK$6,805.4 million from the controlling shareholder (31 December 2018: HK$5,194.8 million).

在中國持續兩年的高強度的「去杠杆」和「防風險」工作後，部分企業遭遇了融資困難，信用違約不斷發生。在經濟形勢、匯率及信用市場均劇烈波動的大環境下，集團管理層堅守穩健原則，繼續控制風險，重點關注資本的充裕度是否足以支援業務發展的速度。本集團通過靈活對接各類融資管道，整合境外資金流動性，提高現金使用效率，以保證項目按資金充裕度及開發計劃於相應時間期限內有序發展。在本集團管理層的不懈努力下，年內繼續得到控股股東的財務支持，以保證本集團流動資金的充裕，於2019年12月31日，本集團已從控股股東提得貸款總額約港幣68.054億元(2018年12月31日：港幣51.948億元)。

FINANCIAL RESULTS

The Group has transformed from a company engaging solely in property investment into a conglomerate integrating property investment, real estate development, energy and strategic finance investment. As at 31 December 2019, total assets of the Group, inclusive of the five real estate projects in the U.S. and the energy project in the Republic of Indonesia ("**Indonesia**") currently on hand, amounted to HK$24,914.1 million, representing an increase of 3% as compared to HK$24,245.6 million of last year. In particular, the scale of investment properties increased by 16% to HK$5,127.1 million as compared to 2018, while the scale of properties under development increased by 6% to HK$15,690.7 million as compared to 2018. Mainly located in prime locations in major cities in the U.S., such properties will be developed into diversified residential, hotel and commercial properties partly for sale and partly for holding in the future and are expected to bring revenue and returns to the Group.

財務業績

本集團已從單一的物業投資轉型為集物業投資、房地產開發、能源電力及戰略性財務投資於一體的綜合企業。計及現有的五個美國房地產開發項目及印度尼西亞共和國(「**印尼**」)能源電力項目，本集團於2019年12月31日的總資產達港幣249.141億元，比去年的港幣242.456億元增加了3%。其中，投資物業規模增長至港幣51.271億元，較2018年增長16%；開發中物業規模增長至港幣156.907億元，較2018年增長6%。上述物業主要位於美國主流城市的黃金地段，將於未來被開發成多元化的住宅、酒店及商用物業，銷售與自持並存，預期會給本集團帶來收入及回報。

Consolidated loss attributable to the shareholders of the Group for the Year amounted to HK$58.0 million (2018: HK$48.8 million) while basic loss per share was HK0.36 cent (2018: loss per share of HK0.30 cent).

Revenue for the Year amounted to HK$113.0 million (2018: HK$138.6 million) and loss before interest expense and tax ("**LBIT**") for the Year was HK$47.9 million (2018: HK$53.7 million). Excluding other net gains of HK$16.4 million[1] (2018: net losses of HK$86.0 million), recurring LBIT for the Year was HK$64.3 million (2018: recurring EBIT of HK$32.3 million). The decrease in recurring EBIT was mainly due to a drop in revenue for the Year, and the significant increase in operating expense recognised in profit or loss due to the management's intention to focus resources on the development of certain projects, as a result, the development of other projects have been delayed, part of the expenses of those projects were not capitalized.

DIVIDEND

In order to retain sufficient capital for the Group's future business development and operation, the Board does not recommend the payment of a final dividend for the Year (2018: Nil).

本集團年內的股東應佔綜合虧損為港幣5,800萬元(2018年:港幣4,880萬元),每股基本虧損為港幣0.36仙(2018年:每股虧損港幣0.30仙)。

年內收入為港幣1.130億元(2018年:港幣1.386億元),而年內的未扣除利息支出及稅項前虧損(「**利息及稅前虧損**」)則為港幣4,790萬元(2018年:港幣5,370萬元)。撇除其他淨利得港幣1,640萬元[1](2018年:淨虧損港幣8,600萬元),年內經常性利息及稅前虧損為港幣6,430萬元(2018年:經常性利息及稅前盈利港幣3,230萬元)。經常性利息及稅前盈利減少主要是由於年內收入減少,加上管理層希望集中資源發展部分項目而令其他項目的發展進度有所延後,未有發展進度的項目部分費用不作資本化,導致計入損益表的營運費用顯著增加。

股息

為預留充足的資金予本集團將來發展及營運之用,董事會不建議派發年內的末期股息(2018年:無)。

[1] Other net gains (before tax and non-controlling shareholders' interests) of HK$16.4 million in 2019 included net exchange gains of HK$10.2 million, net gains (before tax) on disposal of financial assets of HK$3.4 million, fair value gains (before tax) on revaluation of financial assets at fair value through profit or loss of HK$3.3 million; net off with expected credit loss of HK$0.4 million. Other net losses (before tax and non-controlling shareholders' interests) of HK$86.0 million in 2018 included the provision for asset impairment of HK$77.6 million, exchange losses of HK$12.8 million, losses (before tax) on fair value changes of financial assets at fair value through profit or loss of HK$0.7 million, provision for expected credit losses of HK$1.2 million; net off with net gains (before tax) on disposal of financial assets of HK$6.3 million.

[1] 2019年其他淨利得(除稅及非控股股東權益前)港幣1,640萬元為淨匯兑利得港幣1,020萬元、出售財務資產淨利得(除稅前)港幣340萬元、重估按公允價值計入損益之財務資產之公允價值利得(除稅前)港幣330萬元;扣除預期信用損失撥備港幣40萬元。2018年其他淨虧損(除稅及非控股股東權益前)港幣8,600萬元為資產減值撥備港幣7,760萬元、匯兑虧損港幣1,280萬元、以公允價值計量且其變動計入損益的財務資產公允價值變動虧損(除稅前)港幣70萬元、預期信用損失撥備港幣120萬元;扣除出售財務資產淨利得(除稅前)港幣630萬元。

BUSINESS OVERVIEW

Property investment

During the Year, the property investment segment continued to contribute stable rental income and profits with the two office and commercial properties in Shanghai. However, considering the overall economic environment and the Trade War, the performance of export businesses of some existing tenants deteriorated. Therefore, some tenants, including international companies, have sought for early termination of leases or reduction of leased areas to reduce their operating costs. Coupled with the continual influx of new supplies in the central business district of Puxi, the occupancy rates of the two properties in Shanghai were adversely affected. Looking forward to 2020, due to the recent outbreak of COVID-19, the Group responded to Shanghai Municipal Government's called on to aid enterprises in this difficult time and implemented measures to reduce rents and burdens and proposed a preliminary waiver of rent within a specified period ("Rent-free Arrangement") for tenants with particular business, and a number of tenants have applied for rent exemption or early termination of leases, which will have an impact on the future income and occupancy rates of these two properties in Shanghai. In addition to the Rent-free Arrangement, it is expected the impact of the COVID-19 on the economic activities of Shanghai may not be temporary, subject to the recovery of the economic activities after the COVID-19, the rental market for shops and offices may slow down, tenants may request for further rental reduction or early termination subject to their own business consideration. Vacancy is expected to increase with no guarantee of new tenants to fill the vacancy within a short period of time. As at 31 December 2019, the average occupancy rate of the two office and commercial properties in Shanghai was 91%.

Real estate development

In view of the stability of the U.S. economy and the continued strong U.S. dollar, the Group maintained its focus on the development of its U.S. real estate projects. All of the projects are located in prime locations of major cities in the U.S. and are positioned as mid- to high-end luxurious property complexes and new regional landmarks. As at 31 December 2019, the Group had five real estate development projects as follows:

業務概覽

物業投資

物業投資板塊透過其位於上海的兩幢辦公室及商用物業於年內繼續帶來穩定的租金收益和利潤，但由於整體經濟環境和貿易戰的影響，部分現有租戶的出口業績轉差，為了減少自身經營成本，租戶仍有提前退租或縮減租賃面積的情況出現，其中包括一些國際性公司，加上浦西核心商務區的新增供應量不斷增加，都對上海兩幢物業的出租率產生負面影響。展望2020年，由於近期新冠病毒爆發，本集團已應上海市政府作出在此困難時期援助企業之呼籲，採取措施減低租金及負擔，並建議在指定期間為特定業務的租戶初步豁免租金(「免租安排」)，而多個租戶已提出免租或提前退租申請，將影響上海兩幢物業未來的收入和出租率。除免租安排外，預期新冠病毒對上海經濟活動的影響未必屬暫時性，視乎新冠病毒疫情過後的經濟活動復甦情況，商鋪及辦公室的租賃市場可能會放緩，租戶可能會根據自己的業務考慮而要求進一步減租或提早終止租約。預期空置率將會上升，且無法保證短時間內會有新租戶填補空置單位。於2019年12月31日，上海兩幢辦公室及商用物業的平均出租率為91%。

房地產開發

著眼於美國經濟穩健和美元持續強勁，本集團致力發展美國房地產項目，各項目集中於美國主流城市的黃金地段，項目定位皆為中高端豪華綜合物業，區域新地標。於2019年12月31日，本集團共有以下五個房地產開發項目：

Los Angeles Project

In October 2015, the Group successfully acquired the real estate development project in Los Angeles, the U.S. from a subsidiary of its parent company, Oceanwide Holdings. This project is located in the core of Los Angeles near landmark buildings such as Staples Center (home to the Lakers and the Clippers), Microsoft Theater, Los Angeles Convention Center and The Ritz Carlton. With considerable flow of people and customers, it is an excellent site for the development of commercial complex. The project covers a total land area of approximately 18,662 square meters ("sqm") with a gross floor area of approximately 138,249 sqm. It is planned to be developed into a large scale mixed use urban commercial complex with three upscale condominiums, a luxury five-star hotel under the "Park Hyatt" brand, which is the topnotch hotel brand under the Hyatt group, a shopping mall with a gross floor area of approximately 15,476 sqm, and the largest LED signage panel on the west coast of the U.S.. The construction of the project commenced in the second half of 2014. In 2018, construction works of the project for all main structures were completed. Now, curtain wall installation works for the main structures were completed. Over 85% of electrical and mechanical controls and end devices of the tower building were installed, 70% of the project's electrical and mechanical systems were completed; and over 60% of interior drywalls in buildings 2 and 3 were installed. Having received from various large and medium enterprises the letters of intent to lease, signing of lease contracts of the commercial portion has been started. As at 31 December 2019, total funds invested in the project were approximately US$1,128.4 million (equivalent to approximately HK$8,787.8 million).

洛杉磯項目

2015年10月，本集團成功向母公司泛海控股的附屬公司購入了美國洛杉磯房地產開發項目，該項目位於洛杉磯市核心地帶，毗鄰斯台普斯中心(湖人隊和快船隊主場)、微軟劇場、洛杉磯會展中心、麗思卡爾頓酒店等地標建築，人流及客流相當可觀，是絕佳的商業綜合體開發用地。項目總地塊面積約18,662平方米，計容面積約138,249平方米，計劃發展成為一個大型多用途都市商業綜合體，包括三幢高檔公寓、一間使用凱悅集團旗下最高端的酒店品牌「柏悅酒店」的五星級豪華酒店、約15,476平方米的購物中心及美國西岸最大的LED廣告牌。項目於2014年下半年動工，2018年已完成所有主體結構工程封頂；現在已完成主體外牆幕牆工程；機電工程目前塔樓部分的機電主管和末端設備已完成超過85%；項目整體機電系統完成70%的安裝；2、3號樓室內隔牆部分已完成超過60%。商業部分已開始租賃合同的簽署工作，並收到多家大中型企業的租賃意向書。於2019年12月31日，已投入項目的資金約11.284億美元(相等於約港幣87.878億元)。

New York Project

In March 2016, the acquisition of the sites in New York was completed. This project involves two parcels of land situated in the core area of the Seaport District, Lower Manhattan, the U.S., and are adjacent to the East River and close to the famous Brooklyn Bridge on its east, looking toward New York Harbor and the Statue of Liberty on its south, facing the World Trade Center on its west and overlooking the skyline of the whole Manhattan Island on its north. With a land area of approximately 1,367 sqm and a development area of 75,975 sqm, the site is well-positioned for hotel and residential development. Certification has been obtained from the City Planning Commission of the City of New York in respect of the project, which is planned to be developed into a mixed use building comprising a high-end hotel and residential units. The project is currently at the stage of preliminary planning. As at 31 December 2019, total funds invested in the project were approximately US$406.5 million (equivalent to approximately HK$3,165.7 million).

Hawaii Projects

Ko Olina No. 2 Land

In December 2015, the Group acquired certain parcels of land in Ko Olina District on Oahu Island in Hawaii, the U.S., one of the world's most popular tourist destinations. These land parcels are one of the scarce sites available for hotel development on Oahu Island and have rich natural resources and a beautiful coastline with a land area of approximately 70,000 sqm and an estimated gross floor area of approximately 92,292 sqm. It is planned to be developed into two luxury branded hotels and residential condominiums. The project is currently at the stage of preliminary planning. As at 31 December 2019, total funds invested in the project were approximately US$214.5 million (equivalent to approximately HK$1,670.5 million).

紐約項目

紐約地塊的收購於2016年3月完成交割。項目是位於美國曼哈頓下城海港區核心地帶的兩個地塊，東臨東河，緊依著名的布魯克林大橋，南眺紐約港、自由女神像，西望紐約世界貿易中心，北面則盡覽整個曼哈頓島的天際線。佔地面積約1,367平方米，可發展面積為75,975平方米，是絕佳的酒店及住宅開發用地。項目已獲得紐約市城市規劃委員會認證，計劃發展成一幢包含高端酒店和住宅的混合用途大廈，項目正處於前期籌劃階段。於2019年12月31日，已投入項目的資金約4.065億美元(相等於約港幣31.657億元)。

夏威夷項目

科琳娜二號地

本集團於2015年12月成功購入位於全球熱門旅遊地區之一的美國夏威夷歐胡島科琳娜區的若干地塊，為歐胡島的罕有酒店發展用地，擁有豐富的自然資源和優美的海岸線，面積約70,000平方米，預計總建築面積約92,292平方米，計劃發展為兩間豪華品牌酒店及公寓。該項目現正處於前期籌劃階段。於2019年12月31日，已投入項目資金約2.145億美元(相等於約港幣16.705億元)。

Ko Olina No. 1 Land

In September 2016, the Group completed the acquisition of three parcels of land in Ko Olina District on Oahu Island in Hawaii, the U.S. with an area of approximately 106,311 sqm. The Group reached an agreement with the company of the "Atlantis" brand in December 2016 to develop the land parcels into an international luxury resort under the "Atlantis" brand, which will comprise approximately 800 guestrooms, an aquarium, restaurants, bars, spas, gyms, conference facilities and outdoor pools and bars, etc. There will also be a branded residence component providing approximately 524 luxury residences associated with the "Atlantis" brand. The project is currently at the stage of preliminary planning. As at 31 December 2019, total funds invested in the project were approximately US$302.6 million (equivalent to approximately HK$2,356.6 million).

Kapolei

In October 2016, the Group completed the acquisition of several parcels of land in Kapolei on Oahu Island in Hawaii, the U.S. with an area of approximately 2.07 million sqm. These parcels of land are adjacent to the abovementioned land parcels in Ko Olina District on Oahu Island and can create synergies and enhance brand values. The land is planned to be used for the construction of commercial and residential properties as well as community facilities. The project is currently at the stage of preliminary planning. As at 31 December 2019, total funds invested in the project were approximately US$124.2 million (equivalent to approximately HK$967.2 million).

科琳娜一號地

本集團於2016年9月完成收購位於美國夏威夷州歐胡島科琳娜區的三幅地塊，面積約106,311平方米。本集團並於2016年12月與「Atlantis」(亞特蘭蒂斯)品牌公司達成協議，將發展一個以「Atlantis」品牌命名的國際豪華度假村，內設約800間客房、水族館、餐廳、酒吧、水療中心、健身房、會議設施、室外游泳池與酒吧等；另包括一個品牌住宅部分，內設約524個與「Atlantis」品牌相關聯的豪華住宅。該項目現正處於前期籌劃階段。於2019年12月31日，已投入項目資金約3.026億美元(相等於約港幣23.566億元)。

卡珀雷區

本集團於2016年10月完成收購位於美國夏威夷州歐胡島卡珀雷區的多幅地塊，面積約207萬平方米，鄰近上文所述的歐胡島科琳娜區的若干地塊，可帶來協同效應及提升品牌價值。地塊計劃發展成商業、住宅及社區建設。該項目現正處於前期籌劃階段。於2019年12月31日，已投入項目資金約1.242億美元(相等於約港幣9.672億元)。

Energy

In 2015, the Group acquired companies to develop two coal-fired steam power plants (each with a net capacity of 150 megawatts) in the Medan industrial zone of Indonesia (the "**Medan Project**"). The project company for the Medan Project, PT. Mabar Elektrindo, has entered into a power purchase agreement with a local state-owned power grid company, PT Perusahaan Listrik Negara (Persero). The structural construction for the Medan Project is basically completed and the project is currently at the installation stage. As at 31 December 2019, total funds invested in the Medan Project were approximately US$362.0 million (equivalent to approximately HK$2,819.2 million).

Finance investment and others

To manage its liquidity, the Group grasped the opportunity to dispose of some bonds and other investments during the Year, recording a gain on disposal of bonds of HK$4.1 million, loss on disposal of non-publicly traded fund investments of HK$0.7 million and a fair value gain on revaluation of financial assets at fair value through profit or loss of HK$3.3 million (2018: a net gain of HK$6.3 million on disposal of some listed debt securities).

As at 31 December 2019, the aggregate fair value of the Group's investment in securities, funds and bonds was HK$96.6 million (31 December 2018: HK$379.0 million), representing 0.4% of the Group's total assets.

能源電力

本集團於2015年收購位於印尼棉蘭工業區的兩座燃煤蒸氣發電廠(各自淨產能為150兆瓦)的公司(「**棉蘭項目**」)。棉蘭項目公司PT. Mabar Elektrindo與當地國有電網公司PT Perusahaan Listrik Negara (Persero)簽署了電力購買協議。棉蘭項目土建工程已基本完成,現正處於安裝工程階段。於2019年12月31日,已投入棉蘭項目資金約為3.620億美元(相等於約港幣28.192億元)。

財務投資及其他

為管理流動性,本集團年內擇機出售部分債券及其他投資,並錄得出售債券利得港幣410萬元,出售非上市基金投資虧損港幣70萬元以及重估按公允價值計入損益之財務資產之公允價值利得港幣330萬元(2018年:出售部分上市債務證券淨利得港幣630萬元)。

於2019年12月31日,本集團之股票、基金及債券投資的公允價值總額為港幣0.966億元(2018年12月31日:港幣3.790億元),佔本集團的總資產0.4%。

OUTLOOK

Looking ahead, the Group will gradually adjust its investment portfolio to focus on light real estate investment projects. On the premise of capital adequacy, the Group will continue to be cautious and will extensively identify investment and business development opportunities for efficient and stable growth. With an aim to improve profitability and lay a solid foundation for its future development, the Group will actively seek opportunities to optimise its asset allocation, and timely dispose of unprofitable assets in exchange for more profitable business in the short term.

The management will focus primarily on liquidity management and take the maintenance of sufficient capital reserve as our first priority. Funds will be raised through disposing of non-core businesses, increasing shareholders or third party loans, debt and equity financing alternatives as well as various refinancing. We will adjust the development progress of various projects, optimise capital structure and reinforce the operation and management of projects in order to control various capital and operation risks that come with business growth. Meanwhile, the management will place further efforts on project control and management, and strictly control capital expenditures and various costs.

展望

展望未來，本集團會逐步調整投資組合至專注於輕型地產投資項目，在資本充裕的前提下，將繼續謹慎及周全地物色投資及業務拓展機會，實現業務拓展的高效和穩定性，本集團亦會主動尋找機會，優化資產佈局，適時通過處置未產生回報的資產，換取短期內更具盈利性的業務，以提升盈利能力，增加股東回報，為未來的發展奠下紮實基礎。

管理層將會首要關注流動性管理，以保持充裕的資本儲備放在首位，通過出售非核心業務、增加股東或第三方貸款、債權融資、股權融資及各種再融資等多個途徑籌集資金，調整不同項目的發展進度，重整資產佈局，加強項目運營管理，高度控制伴隨業務增長帶來的各類資本及運營風險。同時，管理層將加重項目管控，嚴格控制資本開支和各類成本。

As the Trade War is expected to be a protracted "battle", the management will closely monitor China's macroeconomy and policies and signs of changes in the global economy, political landscapes, market environment and competition as well as the impacts they may have on the Group, and will leverage the advantages of the structure, market, capital and talents of Hong Kong's platform. Corresponding contingency measures will be implemented when necessary. The management will also look for profit growth points with higher efficiency of capital operation, including short-term and long-term investments.

由於貿易戰預計將是持久的「戰役」，管理層將密切留意中國宏觀經濟與政策及世界經濟、政治形勢、市場環境與競爭態勢的變化及為本集團帶來的影響，把握香港平台的架構、市場、資本及人才優勢，在適當時候果斷採取相關應變措施。管理層將尋求更具資本運營效率的利潤增長點，包括短期及長期的投資。

APPRECIATION

致謝

On behalf of the Board, I would like to express my sincere gratitude to all of our staff for their hard work and dedication. I would also like to thank all of our shareholders, business partners and customers for their continuous support.

本人謹代表董事會，向全體員工的努力不懈及克盡己責表示衷心感謝。本人亦藉此機會感謝本公司全體股東、業務夥伴及客戶長久以來的鼎力支持。

HAN Xiaosheng
Chairman
Hong Kong, 24 April 2020

主席
韓曉生
香港，2020年4月24日

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

BUSINESS REVIEW

The Group has developed into a conglomerate with synergetic development in four major business segments, namely "Property Investment", "Real Estate Development", "Energy" and "Finance Investment and Others", forming a sound business development strategy. The management actively procured financing through various financing channels according to its capital requirements. All segments have taken shape. For the finance investment segment, the management has restructured its portfolio and disposed of certain assets when opportunity arises so as to realise profits. For the real estate development segment, funds have been channelled to the projects in an orderly manner. For the energy segment, the energy project is now at the stage of installation works. As to property investment, the Group took various initiatives to maintain the occupancy rates. While preserving business development and exploring new revenue stream, the Group will continue to follow prudent financial management principles and maintain sound liquidity in order to maximise shareholders' value in a sustainable manner.

業務回顧

本集團已發展成為「物業投資」、「房地產開發」、「能源電力」及「財務投資及其他」四大業務板塊協同發展的綜合控股企業，形成了一套穩健的業務發展策略。管理層積極因應資金需求從多個渠道安排融資，各個板塊整體佈局已初具規模；財務投資方面，管理層擇機重組投資組合，出售獲利資產；房地產開發方面，各個項目按序投放資金；能源電力項目方面，正處於安裝工程階段中；而物業投資方面，本集團通過各種方法穩定出租率。本集團將繼續致力不斷推動業務增長及開拓收益來源，同時採取審慎的理財原則，維持穩健的資金流動性，務求為股東持續創造最大的價值。

Property investment

In 2019, revenue generated from the two office and commercial properties in Shanghai under the property investment segment amounted to HK$88.5 million (2018: HK$96.1 million). Earnings before interest expense and tax ("**EBIT**") was HK$67.0 million, representing a decrease of 17% from HK$81.0 million for the corresponding period of 2018. The decrease in both revenue and EBIT was mainly attributable to the depreciation of Renminbi ("**RMB**") and the decrease in occupancy rates. As at 31 December 2019, the average occupancy rate of these two properties was 91%. Under the worsening economic environment due to the recent outbreak of COVID-19, it is expected that companies with insufficient cash flow might not be able to pay their rents on time, leading to a reduction of leased areas or early termination of leases. Coupled with the impacts of the Trade War and the continual influx of new supplies in the central business district of Puxi, Shanghai, the performance of the property investment segment is expected to remain under pressure. The management will cope with challenges in the market and strive for higher occupancy rates by adjusting rent-free periods and raising agency commissions.

物業投資

2019年內，物業投資板塊兩幢位於上海的辦公室及商用物業帶來的收入為港幣8,850萬元（2018年：港幣9,610萬元）。未扣除利息支出及稅項前盈利（「**利息及稅前盈利**」）為港幣6,700萬元，較2018年同期之港幣8,100萬元減少17%，收入和利息及稅前盈利減少主要由於人民幣貶值以及出租率下降所致。於2019年12月31日，兩幢物業的平均出租率約為91%。預計近期新冠病毒爆發令整體經濟環境轉差，現金流緊缺的企業不能按時支付租金，進而出現縮減租賃面積或提前退租的情況，加上貿易戰的影響和上海浦西核心商務區未來的新增供應量不斷增加，物業投資板塊業績將持續受壓，管理層將通過調整免租期、增加中介佣金等方式應對市場挑戰，致力提升出租率。

Real estate development

With the unique and strategic foresights of the management, the real estate development segment has acquired several quality projects in the U.S. and is now in possession of over 2.26 million sqm of land in prime locations of various major cities in the U.S. for development. The total asset value of the Group's projects in the U.S. has reached HK$19,747.6 million with a total investment of US$2,176.2 million (equivalent to HK$16,947.8 million). A brief description of each project is set out in the following table:

房地產開發

憑藉管理層獨到的先見性和戰略眼光，房地產開發板塊於早期已併入美國的優質項目，現已在美國主要城市擁有超過226萬平方米的土地面積以作發展之用，本集團的美國項目總資產已達港幣197.476億元，累計總投入21.762億美元（相等於港幣169.478億元），下表為各項目的基本概況：

Project name 項目名稱	Site area 土地面積 (sqm) （平方米）	Fund invested as at 31 December 2019 於2019年12月31日已投入資金 (US$' million) （百萬美元）	Current project status 項目現時情況	Project development 項目發展
Los Angeles Project 洛杉磯項目	18,662	1,128.4	Construction works for all main structures were completed; curtain wall installation works for the main structures were completed; over 85% of electrical and mechanical controls and end devices of the tower building were completed, 70% completion for the installation of the project's overall electrical and mechanical systems; and over 60% of interior drywalls in buildings 2 and 3 were installed. 完成所有主體結構工程封頂；完成主體外牆幕牆工程；機電工程目前塔樓部分的機電主管和末端設備已完成超過85%；項目整體機電系統完成70%的安裝；2、3號樓室內隔牆部分已完成超過60%。	Upscale condominiums, a luxury five-star hotel under the "Park Hyatt" brand, a large-scale shopping mall and the largest LED signage panel on the west coast of the U.S. 高尚公寓、以「柏悅酒店」品牌命名的五星級豪華酒店、大型購物商場及美國西岸最大的LED廣告牌
New York Project 紐約項目	1,367	406.5	At the stage of preliminary planning. 處於前期籌劃階段。	A mixed use complex comprising high-end hotel and residential units 包含高端酒店和住宅的混合用途大廈
Hawaii Ko Olina No. 2 Land Project 夏威夷科琳娜二號地項目	70,000	214.5	At the stage of preliminary planning. 處於前期籌劃階段。	Two luxury branded hotels and residential condominiums 兩間豪華品牌酒店及公寓
Hawaii Ko Olina No. 1 Land Project 夏威夷科琳娜一號地項目	106,311	302.6	At the stage of preliminary planning. 處於前期籌劃階段。	An international luxury resort under the "Atlantis" brand with luxury residences and a hotel 發展以「Atlantis」（亞特蘭蒂斯）品牌命名的國際豪華度假村，包含豪華公寓及酒店
Hawaii Kapolei Project 夏威夷卡珀雷區項目	2,066,286	124.2	At the stage of preliminary planning. 處於前期籌劃階段。	Commercial, residential properties and community facilities 商業、住宅及社區建設

As the above projects are currently not in operation but in the preliminary stage of development, loss before interest expense and tax ("**LBIT**") of the real estate development segment amounted to HK$74.7 million (2018: HK$105.2 million). The decrease in LBIT during the Year was mainly attributable to the impairment provision of HK$77.6 million made for the New York Project in 2018. Excluding the impairment loss, LBIT increased to HK$74.7 million in 2019 as compared with HK$27.6 million in the corresponding period of 2018. The increase in LBIT was mainly attributable to the management's intention to focus resources on the development of certain projects. As a result, the development of other projects have been delayed and part of the expenses of those projects were not capitalised, resulting in a significant increase in the operating expense recognised in profit or loss.

由於以上項目目前正處於初期階段，尚未開始營運，房地產開發板塊未扣除利息支出及稅項前虧損(「**利息及稅前虧損**」)為港幣7,470萬元(2018年：港幣1.052億元)，利息及稅前虧損減少主要由於公司於2018年對紐約項目計提了減值撥備港幣7,760萬元，撇除此項減值損失，利息及稅前虧損由2018年同期港幣2,760萬元增加至2019年港幣7,470萬元，利息及稅前虧損增加主要原因為管理層希望集中資源發展部分項目而令其他項目的發展有所延後，該等項目部分費用不作資本化，導致計入損益表的營運費用顯著增加。

Energy

能源電力

In 2015, the Group acquired companies to develop two coal-fired steam power plants (each with a net capacity of 150 megawatts) in the Medan industrial zone of Indonesia (the "**Medan Project**"). The project company for the Medan Project has entered into a power purchase agreement with a local state-owned power grid company, PT Perusahaan Listrik Negara (Persero). The structural construction for the Medan Project is basically completed and the project is now at the installation stage. Upon commencement of operation, the Medan Project is expected to contribute a stable revenue stream to the Group. As at 31 December 2019, total funds invested in the Medan Project were approximately US$362.0 million (equivalent to approximately HK$2,819.2 million).

本集團於2015年收購位於印尼棉蘭工業區的兩座燃煤蒸氣發電廠(各自淨產能為150兆瓦)(「**棉蘭項目**」)的公司。棉蘭項目公司與當地國有電網公司PT Perusahaan Listrik Negara(Persero)簽署了電力購買協議。棉蘭項目土建工程已基本完成，現正處於安裝工程階段，預計投產後將為本集團帶來穩定的收入來源。截至2019年12月31日，已投入棉蘭項目資金約為3.620億美元(相等於約港幣28.192億元)。

As the Medan Project is currently at the stage of installation works, LBIT of the energy segment for the Year was HK$34.8 million (2018: HK$20.0 million). The increase in LBIT was primarily attributable to an increase in operating costs expensed during the Year.

由於棉蘭項目正處於安裝工程階段，能源電力板塊年內利息及稅前虧損為港幣3,480萬元(2018年：港幣2,000萬元)。利息及稅前虧損增加主要由於年內營運成本費用化增加所致。

Finance investment and others

In 2019, revenue from the finance investment and others segment was HK$24.6 million, representing a decrease of 42% as compared to HK$42.5 million in 2018. LBIT for the Year was HK$5.4 million (2018: HK$9.5 million). Excluding other net gains for 2019 and other net losses for 2018, LBIT for the Year was HK$21.8 million (2018: HK$2.3 million). The increase in LBIT was mainly due to the decrease in dividend and interest income.

As at 31 December 2019, the fair value of the Group's unlisted equity securities was HK$96.6 million (31 December 2018: fair value of listed and unlisted equity securities, fund and debt investments of HK$379.0 million). The decrease was mainly due to the disposal of some Hutchison Whampoa bonds and other investments when opportunities arose.

FUTURE DEVELOPMENT STRATEGY OF THE GROUP

Looking ahead, the Group will gradually adjust its investment portfolio to focus on light real estate investment projects. On the premise of capital adequacy, the Group will continue to be cautious and will extensively identify investment and business development opportunities for efficient and stable growth. The Group will also actively seek opportunities to optimise its asset allocation, and timely dispose of unprofitable or low-return assets in exchange for more profitable business in the short term, with an aim to improve profitability and lay a solid foundation for its future development.

財務投資及其他

2019年內，財務投資及其他板塊收入為港幣2,460萬元，相比2018年港幣4,250萬元減少42%。年內利息及稅前虧損為港幣540萬元(2018年：港幣950萬元)。撇除2019年其他淨利得及2018年的其他淨虧損，年內利息及稅前虧損為港幣2,180萬元(2018年：港幣230萬元)，利息及稅前虧損增加主要由于股息及利息收入減少所致。

於2019年12月31日，本集團之非上市股票證券的公允價值為港幣0.966億元(2018年12月31日：上市及非上市股票證券、基金及債務投資的公允價值為港幣3.790億元)，下跌主要原因為已擇機出售部分和記黃埔債券和其他投資。

本集團未來的發展策略

展望未來，本集團會逐步調整投資組合至專注於輕型地產投資項目，在資本充裕的前提下，將繼續謹慎及周全地物色投資及業務拓展機會，實現業務拓展的高效和穩定性。本集團亦會主動尋找機會，優化資產佈局，適時通過處置未產生回報或低回報的資產，換取短期內更具盈利性的業務，以提升盈利能力，增加股東回報，為未來的發展奠下紮實基礎。

FINANCIAL OVERVIEW

Fund Management

The primary treasury and funding policies of the Group focus on liquidity management to achieve an optimum level of liquidity, while funding subsidiary operations in a cost-efficient manner. Management closely monitors the liquidity position of the Group to ensure the liquidity structure, comprising assets, liabilities and commitments, of the Group can meet its funding requirements. The Group's finance department will source funding by borrowings and issuance of debts, convertible bonds and new shares when necessary. Operating as a centralised service, the finance department manages the Group's funding needs and monitors financial risks, such as those relating to interest and foreign exchange rates, as well as counterparty.

During the Year, the Group did not enter into any interest or currency swaps or other financial derivative transactions.

Interest rate risk

The Group has no significant interest-bearing assets and liabilities except for cash and bank deposits, loans receivables, note receivables, lease liabilities, bank and other loans, amount due to an intermediate holding company, amount due to a fellow subsidiary and convertible notes. The interest rates for the loans receivables, note receivables, lease liabilities, amount due to an intermediate holding company, amount due to a fellow subsidiary, certain other loans and convertible notes are fixed, and the interest expense of certain other loans at variable rates were capitalized.

財務概覽

資金管理

本集團之主要資金及融資政策重點為流動資金管理以達致最佳的流動性，並以有成本效益的方式為附屬公司運作提供資金支持。管理層密切監察本集團之流動資金狀況，確保本集團資產、負債及承擔之流動資金結構足以應付資金需求。本集團之財務部門將在有需要時以借款、發債及發行可換股債券及新股方式引入資金。財務部門以中央管理形式運作，負責管理本集團之資金需要並監察財務風險，例如關於利息、外匯匯率及交易對方之風險。

年內，本集團並無訂立任何利息或貨幣掉期或其他財務衍生工具交易。

利率風險

除現金及銀行存款、應收貸款、應收票據、租賃負債、銀行及其他貸款、應付一間中間控股公司款項、應付一間同系附屬公司款項及可換股票據外，本集團並無其他重大計息資產和負債。應收貸款、應收票據、租賃負債、應付一間中間控股公司款項、應付一間同系附屬公司款項、若干其他貸款及可換股票據之利率為固定、而按浮動息率計息的若干其他貸款的利息支出已資本化。

Foreign currency risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollar ("**US$**"), HK$ and Renminbi ("**RMB**") as the Group's revenue and the operating costs are denominated in these currencies. The Group is also exposed to other currency movements, primarily in terms of investments in the United States and Indonesia, bank deposits, loans, note and interest receivables, certain other loans and amount due to an intermediate holding company denominated in US$. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group has not entered into any derivative instruments to hedge its foreign exchange exposures. The Group's management manages this risk by closely monitoring the exchange rate movement and changes in market conditions that may have a significant impact on the operations and financial performance.

外匯風險

本集團面對多種不同貨幣產生的外匯風險，主要涉及美元、港幣及人民幣，原因為本集團的收入及經營成本以該等貨幣計值。本集團亦面對其他貨幣變動的風險，主要是以美元計值的位於美國及印尼的投資、銀行存款、貸款、應收票據及利息、若干其他貸款及應付一間中間控股公司款項。外匯風險來自期貨商業交易、已確認的資產及負債以及於外國營運的淨投資。本集團並無訂立任何衍生工具對沖其外匯風險。為管理此風險，本集團管理層密切監察可能對業務及財務表現有重大影響之匯率變動及市況轉變。

Market price risk

The Group's main market price risk exposures relate to its financial assets at fair value through profit or loss and through other comprehensive income, which mainly comprise debt and equity securities. The Group closely monitors the price movement and changes in market conditions that may have an impact on the value of these financial assets.

市場價格風險

本集團的主要市場價格風險與按公允價值計入損益及計入其他全面收益的財務資產有關，該等資產以債務及股票證券為主。本集團密切監察可能對該等財務資產的價值構成影響的價格變動及市況轉變。

Credit risk

Surplus of the Group's capital are to be managed in a prudent manner, usually in the form of bank deposits with financial institutions with good credit ratings. The senior management of the Group regularly monitors price movements of financial institutions and its counterparties and credit ratings and sets limits for the total amount of credit for each of its counterparties, in order to manage and control default and credit risks.

信貸風險

本集團的盈餘資金以審慎方式管理，通常以銀行存款方式存放於具有良好信貸評級之金融機構。為管控違約信貸風險，本集團之高級管理人員定期監察金融機構及其對手方的價格變動、信貸評級及其為其各對手方所設的信貸總額。

As at 31 December 2019, the other receivables of the Group were mainly (i) loans and interest receivables made to the non-controlling shareholder of the energy project to develop two coal-fired steam power plants (with a net capacity of 150 megawatt each) in the Medan industrial zone of Indonesia (as at the date of this announcement, the Group is still negotiating with the non-controlling shareholders on the renewal of the loan agreement, and the Group is working to reach an agreement with the non-controlling shareholders on the renewal of the loan agreement); and (ii) notes receivable repayable within 2 years.

於2019年12月31日，本集團的其他應收款項主要為(i)應收開發位於印尼棉蘭工業區的兩座燃煤蒸氣發電廠(各自淨產能為150兆瓦)的能源電力項目的非控股股東貸款及利息(於本公告日期，本集團與非控股股東仍在就貸款協議再展期進行磋商，本集團正致力與非控股股東就貸款協議再展期達成協議)；及(ii)於2年內償還的應收票據。

Liquidity and Working Capital

As at 31 December 2019, the Group's total unsecured and unrestricted cash, liquid funds and listed investments amounted to HK$70.4 million (31 December 2018: HK$678.0 million), 24.8%, 65.2% and 9.6% (31 December 2018: 9.2%, 88.6% and 2.2%) of which were denominated in US$, HK$ and RMB respectively, and the remainder were denominated in various other currencies.

As at 31 December 2019, the Group had bank and other loans (including convertible notes) of HK$5,363.1 million (31 December 2018: HK$6,147.5 million), of which nil (31 December 2018: HK$3,025.7 million) were floating-rate borrowings repayable within one year, HK$1,609.9 million (31 December 2018: HK$1,488.2 million) were fixed-rate borrowings repayable within one year, HK$1,276.0 million (31 December 2018: Nil) were floating-rate borrowings repayable in two to five years and HK$2,477.2 million (31 December 2018: HK$1,633.6 million) were fixed-rate borrowings repayable in two to five years. As at 31 December 2019, the Group also had an amount due to an intermediate holding company of HK$6,805.4 million (31 December 2018: HK$5,194.8 million), which was fixed-rate borrowing repayable in one to two years. The Group's gearing ratio (being calculated as total borrowings divided by total equity) as at 31 December 2019 was 50.8% (31 December 2018: 56.9%).

流動資金及營運資金

於2019年12月31日，本集團之無抵押及不受限制現金、流動資金及上市投資共值為港幣7,040萬元(2018年12月31日：港幣6.780億元)，其中24.8%、65.2%及9.6%(2018年12月31日：9.2%、88.6%及2.2%)分別以美元、港幣及人民幣計算，其餘則按其他不同貨幣計算。

於2019年12月31日，本集團之銀行及其他貸款(包括可換股票據)為港幣53.631億元(2018年12月31日：港幣61.475億元)，當中並無(2018年12月31日：港幣30.257億元)浮息借貸並須於一年內償還，港幣16.099億元(2018年12月31日：港幣14.882億元)為定息借貸並須於一年內償還，港幣12.760億元(2018年12月31日：無)為浮息借貸並須於兩年後但五年內償還，港幣24.772億元(2018年12月31日：港幣16.336億元)為定息借貸並須於兩年後但五年內償還。於2019年12月31日，本集團亦有一筆應付一間中間控股公司款項港幣68.054億元(2018年12月31日：港幣51.948億元)，為須於一年後但兩年內償還之定息借貸。於2019年12月31日，本集團之資本負債比率(按借貸總額除以權益總額計算)為50.8%(2018年12月31日：56.9%)。

The Group will seek to secure additional financing for its continuous development and construction. The management team expects to obtain bank loans to finance the construction costs of the projects and the operations of the Group. In the event that any or all of the above loans cannot be secured, the Group will be able to obtain additional working capital through alternative fund raising activities, such as equity financing and/or loans from the Company's intermediate holding companies and/or any other parties, with the financial support of the Company's controlling shareholder.

本集團將為其持續發展及建設尋求額外融資。管理層預期將獲得銀行貸款以支付項目建設成本及為本集團提供營運資金。倘若上述任何或全部貸款未能實現，在本公司控股股東之財務支持下，本集團將可透過其他融資活動獲得額外營運資金，如股本融資及／或獲得來自本公司之中間控股公司及／或任何其他人士之貸款。

Cash Flows

During the Year, net cash used in operating activities and investing activities amounted to HK$448.9 million (2018: HK$2,145.1 million) and HK$333.9 million (2018: HK$296.4 million), respectively. The decrease in net cash used in operating activities was mainly due to the delay in development of certain overseas projects during 2019. Net cash generated from financing activities during the year amounted to HK$217.5 million (2018: HK$2,413.4 million) mainly included borrowings from an intermediate holding company.

現金流量

年內，經營業務及投資業務所用現金淨額分別為港幣4.489億元(2018年：港幣21.451億元)及港幣3.339億元(2018年：港幣2.964億元)。經營業務所用現金淨額減少主要因為2019年內延遲發展若干海外項目所致。年內融資業務所產生現金淨額為港幣2.175億元(2018年：港幣24.134億元)，主要包括來自一間中間控股公司借款。

Charges and contingent liabilities

The details of the pledged assets and contingent liabilities of the Group as at 31 December 2019 are set out in Notes 34 and 35 to the consolidated financial statements in this annual report respectively.

Apart from Notes 34 and 35, the Group had not created any other guarantee or other contingent liabilities during the years ended 31 December 2019 and 2018.

抵押及或有負債

於2019年12月31日，本集團之資產抵押及或有負債詳情分別載於本年報的綜合財務報表附註34及35。

除附註34及35所披露外，於截至2019年及2018年12月31日止年度內，本集團並無提供任何其他擔保或其他或有負債。

HUMAN RESOURCES

As at 31 December 2019, the Group employed 86 employees (2018: 114). Total staff remuneration costs (including the Directors' emoluments) for the Year amounted to HK$90.5 million (2018: HK$113.4 million).

The Group ensures that the remuneration packages of its employees are competitive and that individual performance is rewarded according to the remuneration management policy the Group. The remuneration packages of the employees are reviewed annually. Further, the Company has in place a share option scheme adopted on 19 May 2015 to provide incentives and rewards to the participants for their contributions to the Group. No option had been granted by the Company under the Share Option Scheme since its date of adoption.

PAST PERFORMANCE AND FORWARD LOOKING STATEMENTS

The performance and the results of operations of the Group contained in this annual report are historical in nature, and past performance is not able to provide guarantee for the future results of the Group. Any forward-looking statements and opinions contained within this announcement are based on current plans, estimates and projections, and therefore involve risks and uncertainties. Actual results may differ materially from the expectations discussed in such forward-looking statements and opinions. The Group, the Directors, and the employees and agents of the Group assume (a) no obligation to correct or update the forward-looking statements or opinions contained in this annual report; and (b) no liability in the event that any of the forward-looking statements or opinions do not materialise or turn out to be incorrect.

人力資源

於2019年12月31日，本集團僱用86名員工(2018年：114名)。於年內，僱員薪酬成本總額(包括董事酬金)共計港幣9,050萬元(2018年：港幣1.134億元)。

本集團確保僱員之薪酬及福利水平具有競爭力，並會就僱員之個別表現按本集團之薪酬管理制度作出獎勵。僱員之薪酬及福利每年均會進行檢討。此外，本公司現有購股權計劃於2015年5月19日獲採納，旨在激勵及獎賞參與人士對本集團作出之貢獻。本公司自採納購股權計劃當日起，並無根據購股權計劃授出購股權。

過往表現及前瞻性陳述

本年報所載本集團的表現及營運業績僅為歷史數據，過往表現並不保證本集團日後的業績。本公告所載的任何前瞻性陳述及意見乃基於現有計劃、估計與預測作出，因此涉及風險及不明朗因素。實際業績可能與該等前瞻性陳述及意見中論及的預期表現有重大差異。本集團、各董事、本集團僱員及代理概不承擔 (a) 更正或更新本年報所載前瞻性陳述或意見的任何義務；及 (b) 在任何前瞻性陳述或意見不能實現或變成不確的情況下引致的任何責任。

DIRECTORS

Executive Directors

Mr. HAN Xiaosheng, aged 63, has been an executive Director since November 2014 and a chairman of the Board since December 2014. Mr. HAN is also a chairman of the nomination committee (the "Nomination Committee") and a member of the remuneration committee (the "Remuneration Committee") under the Board as well as a director of several subsidiaries of the Company. He is a senior accountant in the PRC and is currently a chairman of the supervisory committee of Oceanwide Holdings. He is also an executive director and a chairman of China Tonghai International Financial Limited ("China Tonghai International Financial", whose shares are listed on the Stock Exchange (Stock Code: 952)). Mr. HAN previously served as an executive director and a chief executive officer of Oceanwide Holdings (from May 2015 to March 2019). He obtained a Master's degree in economics from Renmin University of China in July 1996 and a Doctor's degree in management science from Huazhong University of Science and Technology in June 2018.

Mr. LIU Hongwei, aged 53, has been an executive Director since November 2014 and a deputy chairman of the Board since January 2020. Mr. LIU is also a director of several subsidiaries of the Company. He is currently a non-executive director of CuDECO Limited, whose shares are previously listed on the Australian Securities Exchange (Stock Code: CDU), delisted in February 2020. He is also an executive director of China Tonghai International Financial. Mr. LIU obtained a Bachelor's degree in engineering from Dalian Ocean University in July 1989 and a Master's degree in management from Massey University in New Zealand in April 2006.

Mr. LIU Bing, aged 62, has been an executive Director since November 2014. Mr. LIU is also a director of several subsidiaries of the Company. He is currently a vice chairman of Minsheng Holdings Co., Ltd.* ("Minsheng Holdings"), whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000416). He is also a non-executive director of China Tonghai International Financial. Mr. LIU obtained his Master's degree in business administration from Sacred Heart University in the U.S. in August 1989.

董事

執行董事

韓曉生先生，63歲，自2014年11月起出任執行董事，並自2014年12月起出任董事會主席。韓先生亦為董事會轄下提名委員會(「提名委員會」)主席和董事會轄下薪酬委員會(「薪酬委員會」)成員，並為本公司多間附屬公司的董事。彼為中國高級會計師，現任泛海控股監事會主席及中國通海國際金融有限公司(「中國通海國際金融」，其股份於聯交所上市(股份代號：952))執行董事兼主席。韓先生歷任泛海控股執行董事兼總裁(2015年5月至2019年3月)。彼於1996年7月獲中國人民大學經濟學碩士學位，並於2018年6月獲華中科技大學管理學博士學位。

劉洪偉先生，53歲，自2014年11月起出任執行董事，並自2020年1月起出任董事會副主席。劉先生亦為本公司多間附屬公司的董事，彼現任CuDECO Limited(其股份先前於澳洲證券交易所上市(股份代號：CDU)，已於2020年2月退市)非執行董事及中國通海國際金融執行董事。劉先生於1989年7月獲大連海洋大學工程學學士學位，並於2006年4月獲新西蘭梅西大學管理學碩士學位。

劉冰先生，62歲，自2014年11月起出任執行董事。劉先生亦為本公司多間附屬公司的董事。彼現任民生控股股份有限公司(「民生控股」，其股份於深圳證券交易所上市(證券代碼：000416))副董事長及中國通海國際金融非執行董事。劉先生於1989年8月獲美國聖哈特大學工商管理碩士學位。

Mr. ZHANG Xifang, aged 47, has been an executive Director since August 2017. Mr. ZHANG is also a director of several subsidiaries of the Company. He is currently a director of Oceanwide Holdings and an executive director of China Tonghai International Financial. He served as a head of the operation division of the finance and asset management department and a deputy director of the finance and asset management department of State Grid Corporation of China, a deputy general manager of State Grid Asset Management Co., Ltd.*, a director and a deputy general manager of State Grid Yingda International Holdings Group Co., Ltd.*, a general manager of Yingda Taihe Property Insurance Co., Ltd.* and a chairman of Yingda Insurance Asset Management Co., Ltd.*. Mr. ZHANG studied the undergraduate programme of accounting at Central University of Finance and Economics from September 1991 to June 1995 and obtained a Bachelor's degree of economics. He also studied the programme of business administration at Tsinghua University School of Economics and Management from March 2006 to January 2009 and received a Master's degree in business administration.

張喜芳先生，47歲，自2017年8月起出任執行董事。張先生亦為本公司多間附屬公司的董事，現任泛海控股董事及中國通海國際金融執行董事。彼歷任國家電網有限公司金融資產管理部運行處處長和金融資產管理部副主任、國網資產管理有限公司副總經理、國網英大國際控股集團有限公司董事、副總經理、英大泰和財產保險股份有限公司總經理及英大保險資產管理有限公司董事長。張先生於1991年9月至1995年6月在中央財經大學修讀會計本科課程，獲經濟學學士學位。並於2006年3月至2009年1月在清華大學經濟管理學院修讀工商管理課程，獲工商管理碩士學位。

Mr. LIU Guosheng, aged 51, has been an executive Director since November 2014. Mr. LIU is also a director of several subsidiaries of the Company. He is a senior accountant in the PRC. Mr. LIU is currently a chief financial officer of Oceanwide Holdings. Mr. LIU obtained a Bachelor's degree in economics from Hangzhou Dianzi University in July 1991 and a Master's degree in economics from Wuhan University in December 2008.

劉國升先生，51歲，自2014年11月起出任執行董事。劉先生亦為本公司多間附屬公司的董事。彼為中國高級會計師，現任泛海控股財務總監。劉先生於1991年7月獲杭州電子科技大學經濟學學士學位，並於2008年12月獲武漢大學經濟學碩士學位。

Non-executive Director

非執行董事

Mr. ZHAO Yingwei, aged 49, has been a non-executive Director since November 2014. Mr. ZHAO is also a member of the audit committee (the "Audit Committee") under the Board. He is a senior accountant in the PRC and is currently a deputy chairman of the supervisory committee of Oceanwide Holdings, the chairman of the supervisory committee of Minsheng Holdings and a non-executive director of China Tonghai International Financial. Mr. ZHAO previously served as an executive director of Oceanwide Holdings. He obtained a Bachelor's degree in economics from Renmin University of China in January 1997 and a Master's degree in engineering from Beihang University in January 2013.

趙英偉先生，49歲，自2014年11月起出任非執行董事。趙先生亦為董事會轄下審核委員會(「審核委員會」)成員。彼為中國高級會計師，現任泛海控股監事會副主席、民生控股監事會主席及中國通海國際金融非執行董事。趙先生歷任泛海控股執行董事。彼於1997年1月獲中國人民大學經濟學學士學位，並於2013年1月獲北京航空航天大學工程學碩士學位。

Independent Non-executive Directors

Mr. LIU Jipeng, aged 64, has been an independent non-executive Director since November 2014. He is also a chairman of the Audit Committee and a member of the Nomination Committee. Mr. LIU is a senior economist and certified public accountant in the PRC. He is currently an independent non-executive director of China Minsheng Banking Corp., Ltd., whose shares are dually listed on the Stock Exchange (Stock Code: 1988) and the Shanghai Stock Exchange (Stock Code: 600016), and China Tonghai International Financial; an independent director of Zhongjin Gold Corp., Ltd.*, whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600489), Chongqing Changan Automobile Co., Ltd., whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000625) and China-Singapore Suzhou Industrial Park Development Group Co., Ltd., whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601512). He also previously served as an independent non-executive director of Wanda Hotel Development Company Limited (whose shares are listed on the Stock Exchange (Stock Code: 169)) (from 2013 to 2019) and Dalian Wanda Commercial Properties Co., Ltd. (whose shares were previously listed on the Stock Exchange (Stock Code: 3699) and delisted in September 2016)) (from 2012 to 2016). Mr. LIU obtained a Bachelor's degree in economics from Capital University of Economics and Business in July 1983 and a Master's degree in economics from Graduate School of Chinese Academy of Social Sciences in July 1986.

獨立非執行董事

劉紀鵬先生，64歲，自2014年11月起出任獨立非執行董事。彼亦為審核委員會主席與提名委員會成員。劉先生為中國高級經濟師及註冊會計師，彼現任中國民生銀行股份有限公司(其股份同時於聯交所(股份代號：1988)及上海證券交易所(證券代碼：600016)上市)及中國通海國際金融獨立非執行董事；中金黃金股份有限公司(其股份於上海證券交易所上市(證券代碼：600489))、重慶長安汽車股份有限公司(其股份於深圳證券交易所上市(證券代碼：000625))及中新蘇州工業園區開發集團股份有限公司(其股份於上海證券交易所上市(證券代碼：601512))獨立董事。彼歷任萬達酒店發展有限公司(其股份於聯交所上市(股份代號：169))(2013年至2019年)及大連萬達商業地產股份有限公司(其股份先前於聯交所上市(股份代號：3699)，已於2016年9月退市)(2012年至2016年)獨立非執行董事。劉先生於1983年7月獲首都經濟貿易大學經濟學學士學位，並於1986年7月獲中國社會科學院研究生院經濟學碩士學位。

Mr. YAN Fashan, aged 68, has been an independent non-executive Director since November 2014. Mr. YAN is also a chairman of the Remuneration Committee and a member of the Nomination Committee. He is currently a professor in the school of economics at Fudan University and an independent director of Pengqi Technology Development Co., Ltd.* (whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600614)). He obtained a Master's degree in economics from Fudan University in 1981 and a Doctor of Philosophy degree in economics from Fudan University in June 1998.

嚴法善先生，68歲，自2014年11月起出任獨立非執行董事。嚴先生亦為薪酬委員會主席與提名委員會成員。彼現任復旦大學經濟學院教授和鵬起科技發展股份有限公司(其股份於上海證券交易所上市(證券代碼：600614))獨立董事。彼於1981年獲復旦大學經濟學碩士學位，並於1998年6月獲復旦大學經濟學博士學位。

Mr. LO Wa Kei Roy, aged 48, has been an independent non-executive Director since November 2014. He is also a member of the Audit Committee and the Remuneration Committee. Mr. LO is a certified public accountant in Hong Kong, a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow of the CPA Australia and an associate of The Institute of Chartered Accountants in England and Wales. Mr. LO is currently an independent non-executive director of several companies whose shares are listed on the Stock Exchange, including Sheen Tai Holdings Group Company Limited (Stock Code: 1335), Sun Hing Vision Group Holdings Limited (Stock Code: 125), China Zhongwang Holdings Limited (Stock Code: 1333), Xinming China Holdings Limited (Stock Code: 2699), China Tonghai International Financial, Wan Kei Group Holdings Limited (Stock Code: 1718) and G-Resources Group Limited (Stock Code: 1051). He also serves as a managing director of Shinewing (HK) CPA Limited, a member of the Shanghai Pudong New Area Committee of the Chinese People's Political Consultative Conference and the executive vice-president and an executive council member of the Hong Kong Independent Non-Executive Director Association. Mr. LO obtained a Bachelor's degree in business administration from University of Hong Kong in November 1993 and a Master's degree in professional accounting from Hong Kong Polytechnic University in November 2000.

盧華基先生，48歲，自2014年11月起出任獨立非執行董事。彼亦為審核委員會與薪酬委員會成員。盧先生為香港執業會計師、香港會計師公會資深會員、澳洲會計師公會資深會員及英格蘭及威爾士特許會計師協會會員。盧先生現任多間股份於聯交所上市的公司之獨立非執行董事，包括順泰控股集團有限公司(股份代號：1335)、新興光學集團控股有限公司(股份代號：125)、中國忠旺控股有限公司(股份代號：1333)、新明中國控股有限公司(股份代號：2699)、中國通海國際金融、宏基集團控股有限公司(股份代號：1718)及國際資源集團有限公司(股份代號：1051)。彼亦擔任信永中和(香港)會計師事務所有限公司之管理合夥人、中國人民政治協商會議上海市浦東新區委員會委員及香港獨立非執行董事協會常務副會長兼常務理事。盧先生於1993年11月獲香港大學工商管理學士學位，並於2000年11月獲香港理工大學專業會計碩士學位。

Senior Management

Mr. WU Chen, aged 49, has been a deputy chief executive officer of the Company since December 2014 and re-designated as chief executive officer of the Company since January 2020. Mr. WU is also a director of several subsidiaries of the Company. He is an engineer in the PRC. He is currently a vice president of Oceanwide Holdings. Mr. WU obtained a Master's degree in business administration from Roosevelt University in the U.S..

Mr. SHI Yuehong, aged 56, has been a risk control director of the Company since December 2014. Mr. SHI is a senior engineer. He holds a degree in construction engineering from Tongji University.

Ms. WAN Wing Sze May, aged 43, has been a chief financial officer of the Company since March 2015. Ms. WAN joined the Company in January 2004. Ms. WAN holds a Bachelor of business administration degree in accounting and is a fellow member of the Hong Kong Institute of Certified Public Accountants. She has more than 20 years of experience in auditing, accounting, financial management and business control and has extensive experience in corporate restructuring.

高級管理層

武晨先生，49歲，自2014年12月起出任本公司副總裁，並自2020年1月起調任為本公司總裁。武先生亦為本公司多間附屬公司的董事。彼為中國工程師，現任泛海控股副總裁。武先生持有美國羅斯福大學工商管理碩士學位。

石悅宏先生，56歲，自2014年12月起出任本公司風險控制總監。石先生為高級工程師。彼持有同濟大學建築工程專業學位。

温穎思女士，43歲，自2015年3月起出任本公司財務總監，彼於2004年1月加入本公司。温女士持有會計學工商管理學士學位，並為香港會計師公會資深會員。彼於審計、會計、財務管理及業務監控方面擁有逾20年經驗，並於企業重組方面亦擁有豐富經驗。

The Board is pleased to present to the Shareholders its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2019 (the "Year").

董事會欣然向全體股東提呈其報告連同本集團截至2019年12月31日止年度(「年內」)之經審核綜合財務報表。

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

主要業務與業務概覽

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are property investment in the PRC, real estate development in the U.S. and the development in the energy sector in Indonesia as well as finance investment and others. Particulars of the Company's principal subsidiaries are set out in Note 38 to the consolidated financial statements.

本公司之主要業務為投資控股,其附屬公司之主要業務為於中國從事物業投資,於美國從事房地產開發及於印尼從事能源電力開發,以及財務投資及其他業務。本公司主要附屬公司的詳情載於綜合財務報表附註38。

A fair review of the business of the Group as required under Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a discussion and analysis of the Group's performance during the year, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2019 (if any) as well as an indication of likely future development in the business of the Group are set out in the Chairman's Statement on pages 8 to 19 of this annual report, and the Management Discussion and Analysis on pages 20 to 29 of this annual report. The above sections form an integral part of this report of directors.

按公司條例(香港法例第622章)附表5規定本集團業務之中肯審視,其中包括本集團年內之表現討論及分析、本集團所面對主要風險及不明朗因素的描述、自2019年財政年度終結後發生並對本集團產生影響之重大事項詳情(如有),以及本集團業務的未來可能發展動向均載於本年報第8頁至第19頁的主席報告及本年報第20頁至第29頁的管理層討論及分析內。上述章節乃本董事會報告的一部份。

The analysis of the revenue and results by principal activities and geographical locations of the operations of the Group during the year are set out in Note 8 to the consolidated financial statements.

本集團於年內按主要業務和經營地區劃分的收入與業績分析載於綜合財務報表附註8。

The Group conducts its business in compliance with all applicable laws and regulations and integrates industry best practices into our operations where appropriate. Details of the Group's compliance with the relevant laws and regulations that have a significant impact on the Group's business and operations are set out in the Corporate Governance Report on pages 66 to 92 of this annual report and the 2019 Social Responsibility Report which is available at websites of the Company and Hong Kong Exchanges and Clearing Limited. The relevant discussions in this annual report and the 2019 Social Responsibility Report form part of this report of directors.

本集團於其業務經營中遵守所有適用法律及規例,並適當採用行業的最佳常規。對本集團業務及營運有重大影響的有關法律及規例的遵守情況詳情載於本年報第66頁至第92頁的企業管治報告及2019年社會責任報告(登載於本公司網站及香港交易及結算所有限公司網站)內。本年報及2019年社會責任報告的相關說明乃本董事會報告的一部分。

RESULTS AND APPROPRIATIONS

業績及利潤分配

The results of the Group for the year ended 31 December 2019 are set out in the consolidated income statement on page 106 of this annual report.

本集團截至2019年12月31日止年度之業績載於本年報第106頁之綜合收益表內。

No final dividend is recommended by the Board for the year ended 31 December 2019.

董事會不建議派發截至2019年12月31日止年度之末期股息。

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting (the "AGM") of the Company to be held on Thursday, 18 June 2020, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 12 June 2020.

暫停辦理股份過戶登記

為確定有權出席本公司將於2020年6月18日(星期四)舉行的股東周年大會(「股東周年大會」)並於會上投票的資格,本公司將於2020年6月15日(星期一)至2020年6月18日(星期四)(包括首尾兩天)暫停辦理股份過戶登記手續,在此期間將不會辦理股份轉讓登記。為確保符合資格出席股東周年大會並於會上投票,所有過戶表格連同有關股票必須不遲於2020年6月12日(星期五)下午4時30分送達本公司香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號鋪),以辦理登記手續。

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2019 is set out in the Chairman's Statement and Management Discussion and Analysis from pages 8 to 19 and pages 20 to 29 of this annual report respectively. Description of the risks and uncertainties faced by the Group are disclosed in Notes 6, 7, 35 and 41 to the consolidated financial statements.

業務回顧

本集團截至2019年12月31日止年度之業務回顧分別載於本年報第8頁至第19頁之主席報告及第20頁至第29頁之管理層討論及分析中。關於本集團面對的風險及不明朗因素的描述於綜合財務報表附註6、7、35和41內披露。

MAJOR PROJECTS AND EVENTS

Details regarding major projects undertaken by the Group and events that have taken place during the year ended 31 December 2019 are set out in the Management Discussion and Analysis from pages 20 to 29 of this annual report.

主要項目與事項

本集團截至2019年12月31日止年度進行之主要項目及事項的詳情載於本年報第20頁至第29頁之管理層討論及分析中。

RESERVES

Particulars on the movements in the reserves of the Company and the Group during the year are set out in Note 39 to the consolidated financial statements and the consolidated statement of changes in equity from pages 114 to 116 of this annual report respectively.

儲備

本公司及本集團年內之儲備變動分別詳列於綜合財務報表附註39及本年報第114頁至第116頁的綜合權益變動表。

DISTRIBUTABLE RESERVES

The distributable reserves of the Company as at 31 December 2019 calculated under the Companies Act of Bermuda amounted to nil.

可供分派儲備

根據百慕達公司法計算,本公司於2019年12月31日之可供分派儲備為港幣零元。

PROPERTIES, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND PROPERTIES UNDER DEVELOPMENT

Details of the movements of properties, plant and equipment, investment properties and properties under development during the year are set out in Notes 17, 18 and 24 to the consolidated financial statements, respectively.

物業、機器及設備、投資物業以及發展中物業

物業、機器及設備、投資物業以及發展中物業於本年度內之變動詳情分別載列於綜合財務報表附註17、18及24。

PROPERTIES

Particulars of major properties of the Group are set out from pages 274 to 276 of this annual report.

物業

本集團主要物業詳列於本年報第274頁至第276頁。

SHARE CAPITAL

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

股本

本公司股本於年內之變動詳情載於綜合財務報表附註29。

DIRECTORS

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

董事

於年內及截至本年報日期之董事為：

Executive Directors

HAN Xiaosheng
LIU Hongwei
LIU Bing
ZHANG Xifang
LIU Guosheng

執行董事

韓曉生
劉洪偉
劉　冰
張喜芳
劉國升

Non-executive Director

ZHAO Yingwei

非執行董事

趙英偉

Independent Non-executive Directors

LIU Jipeng
YAN Fashan
LO Wa Kei Roy

獨立非執行董事

劉紀鵬
嚴法善
盧華基

Note: ZHANG Fubiao was a non-executive Director but he resigned with effect from 31 May 2019. CAI Hongping was an independent non-executive Director but he resigned with effect from 31 May 2019.

附註：張福彪為獨立非執行董事，惟彼自2019年5月31日起辭任。蔡洪平為獨立非執行董事，惟彼自2019年5月31日起辭任。

In accordance with Bye-law 112 of the Bye-laws, Messrs. ZHANG Xifang, ZHAO Yingwei and LO Wa Kei Roy shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

根據公司細則第112條，張喜芳先生、趙英偉先生及盧華基先生須於股東周年大會上輪值告退，惟彼等符合資格並願意於股東周年大會上膺選連任。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out from pages 30 to 34 of this annual report.

董事及高級管理層簡歷

本公司董事及高級管理層簡歷載於本年報第30頁至第34頁。

UPDATE ON DIRECTOR'S AND CHIEF EXECUTIVE'S INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Upon specific enquiry by the Company and confirmations from the Directors and chief executive, the changes in the information of the Directors and chief executive required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules subsequent to the date of the Company's 2019 interim report are set out below:

根據上市規則第13.51B(1)條更新董事及總裁資料

經本公司具體查詢及各董事和總裁作確認後，自本公司2019年中期報告日期後，根據上市規則第13.51B(1)條須披露的董事及總裁資料變動載列如下：

Name of Director/chief executive 董事／總裁姓名	Details of Change 變動詳情
HAN Xiaosheng 韓曉生	Ceased to be chief executive officer of the Company on 22 January 2020. 於2020年1月22日終止出任本公司總裁。
LIU Hongwei 劉洪偉	Appointed as deputy chairman of the Board on 22 January 2020. 於2020年1月22日獲委任為董事會副主席。
WU Chen 武晨	Re-designated from deputy chief executive officer to chief executive officer on 22 January 2020. 於2020年1月22日由副總裁調任為本公司總裁。

ANNUAL CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors (the "INED(s)") an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers that all of them to be independent.

獨立非執行董事的年度獨立性確認

本公司已接獲各獨立非執行董事(「獨立非執行董事」)根據上市規則第3.13條就其獨立性出具的年度確認函，並認為彼等各自均屬獨立人士。

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the businesses of the Group, to which the Company, its holding company or any of its subsidiaries was a party and in which any Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於合約之權益

年終或年內任何時間並無任何由本公司訂立、與本集團業務有關且董事於當中擁有重大權益(不論直接或間接)之重大合約存續。

DIRECTORS' SERVICE CONTRACT

None of the Directors being proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year and without payment of compensation (other than statutory compensation).

董事之服務合約

擬於股東周年大會上重選的董事概無與本公司訂有任何不可於一年內免付賠償(法定賠償除外)而終止之服務合約。

MANAGEMENT CONTRACTS

Save for service contracts of the Directors, no contracts (as defined in Section 543 of the Companies Ordinance (Cap. 622)) relating to the management and/or administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year.

管理合約

除董事之服務合約外,本公司於年內並無訂立或存續有關本公司全部或任何重大部分業務之管理及/或行政之合約(定義見《公司條例》(第622章)第543條)。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, the following Directors had interests in the following businesses (apart from the businesses of the Company or its subsidiaries) conducted through the companies named below, their subsidiaries, associated companies or other investment forms which are considered to compete or be likely to compete, either directly or indirectly, with the principal businesses of the Group conducted during the year required to be disclosed as follows pursuant to Rule 8.10(2) of the Listing Rules:

董事於競爭業務之權益

年內,下列董事在下列公司、其附屬公司、聯營公司或其他投資形式經營而被視為與或可能與本集團年內所經營之主要業務直接或間接構成競爭之下列業務(本公司或其附屬公司業務除外)中擁有權益,而須根據上市規則第8.10(2)條作出以下披露:

Name of Director 董事姓名	Name of Company 公司名稱	Position(s) of Director 董事職位	Nature of Competing Business 競爭業務性質
HAN Xiaosheng 韓曉生	China Oceanwide Holdings Group 中國泛海控股集團	Executive Director 執行董事	Real estate investment 房地產投資
	Oceanwide Holdings 泛海控股	Chairman of Supervisory Committee 監事會主席	Real estate development and investment 房地產開發與投資
LIU Hongwei 劉洪偉	China Oceanwide Holdings Group 中國泛海控股集團	Vice President 副總裁	Real estate investment 房地產投資
LIU Bing 劉冰	China Oceanwide Holdings Group 中國泛海控股集團	Executive Director, Executive Vice President, Risk Management Director 執行董事、執行副總裁、風險控制總監	Real estate investment 房地產投資
ZHANG Xifang 張喜芳	China Oceanwide Holdings Group 中國泛海控股集團	Executive Vice President 執行副總裁	Real estate investment 房地產投資
	Oceanwide Holdings 泛海控股	Director, Executive Vice President 董事、執行副總裁	Real estate development and investment 房地產開發與投資
LIU Guosheng 劉國升	Oceanwide Holdings 泛海控股	Chief Financial Officer 財務總監	Real estate development and investment 房地產開發與投資
ZHAO Yingwei 趙英偉	China Oceanwide Holdings Group 中國泛海控股集團	Executive Director, Executive Vice President, Chief Financial Officer 執行董事、執行副總裁、財務總監	Real estate investment 房地產投資
	Oceanwide Holdings 泛海控股	Deputy Chairman of Supervisory Committee 監事會副主席	Real estate development and investment 房地產開發與投資

As the Board is independent of the board of directors of the above entities, the Group has been able to carry on its businesses independently of, and at arm's length with, the above entities. Further, although the above entities are also engaged in real estate development/investment, no competition is considered to exist among members of the Group (which focus on offshore investments) and the above entities (which focus on onshore investments).

由於董事會獨立於上述實體之董事會，因此本集團能獨立於上述實體公平開展其業務。另外，儘管上述實體亦從事房地產發展／投資，但本集團之成員公司(重心為境外投資)及上述實體(重心為境內投資)間概無被視為存在競爭。

Save as disclosed above, as at 31 December 2019, none of the Directors or their respective associates had any interest in a business, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

除上文所披露者外，於2019年12月31日，根據上市規則，董事或彼等各自之聯繫人概無於與或可能與本集團業務直接或間接構成競爭之業務中擁有權益。

DIRECTORS' EMOLUMENTS

The Directors' emoluments for the year ended 31 December 2019 are set out in Note 16 to the consolidated financial statements.

董事酬金

截至2019年12月31日止年度之董事酬金載於綜合財務報表附註16。

SHARE OPTION SCHEME

The Company's existing share option scheme (the "Share Option Scheme") was conditionally adopted on 19 May 2015, under which the Directors may grant options to eligible persons to subscribe for the Shares, subject to the terms and conditions as stipulated therein.

本公司現有購股權計劃(「購股權計劃」)於2015年5月19日獲有條件採納。根據購股權計劃，董事可向合資格人士授出購股權以認購股份，惟須受限於其所訂明之條款及條件。

The following is a summary of the principal terms of the Share Option Scheme:

購股權計劃之主要條款概述如下：

1. Purpose

The purpose of the Share Option Scheme is to provide the participants (the "Participants") with an opportunity to obtain an equity interest in the Company, thus linking their interest with the interest of the Group and thereby providing them with an incentive to work better for the interest of the Group.

1. 目的

購股權計劃旨在向參與者(「參與者」)提供獲得本公司股權之機會，通過將個人權益與本集團權益掛鈎，繼而激勵彼等更好地為本集團利益服務。

2. Participants

The Board may, at their discretion, invite any Directors (whether executive or non-executive and whether independent or not), any employee (whether full-time or part-time) and any consultant or adviser of or to the Company or the Group (whether on an employment or contractual or honorary basis and whether paid or unpaid), who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group, as the Participants.

3. Total number of Shares available for issue under the Share Option Scheme

The refreshment of scheme mandate limit under the Share Option Scheme was approved by the Shareholders at the Company's annual general meeting held on 23 May 2019. The maximum number of Shares available for issue under the Share Option Scheme must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the refreshment of scheme mandate limit under Share Option Scheme (i.e. 23 May 2019), being 1,614,265,306 Shares.

4. Maximum entitlement of each Participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to each Participant in any 12-month period shall not exceed 1% of the number of Shares in issue as at the date of grant unless approved by the Shareholders in general meeting.

5. Subscription price

The subscription price shall be such price to be determined by the Board in its absolute discretion and notified to the Participant in the offer and shall be at least the higher of:

(a) the closing price per Share as stated in the daily quotations sheet issued by the Stock Exchange on the offer date;

2. 參與者

董事會可全權酌情邀請其認為曾經或將會對本公司或本集團作出貢獻之本公司或本集團任何董事(無論為執行或非執行及無論為獨立或非獨立)、任何僱員(無論為全職或兼職)以及任何諮詢人或顧問(無論為聘用或合約或義務性質,亦無論是否受薪)為參與者。

3. 根據購股權計劃可供發行之股份總數

更新購股權計劃的計劃授權上限於2019年5月23日舉行的本公司股東周年大會上獲股東批准通過。根據購股權計劃可供發行的股份最高數目合共不得超過批准更新購股權計劃的計劃授權上限當日(即2019年5月23日)10%已發行股份,即1,614,265,306股股份。

4. 每名參與者之最高配額

除非於股東大會上獲股東批准,否則在任何12個月期間內根據購股權計劃向每名參與者授出之購股權獲行使時已發行及可能將予發行之股份總數不得超過於授出日期已發行股份數目之1%。

5. 認購價

認購價須為董事會絕對酌情釐定之價格,並於要約時通知參與者,且不低於以下較高者:

(a) 聯交所於要約日期發出每日報價表所示之每股股份收市價;

(b) the average closing price per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five (5) consecutive business days immediately preceding the offer date; and

(c) the nominal value per Share.

6. Option Period

A period of time where the grantee may exercise the option (the "Option Period"), which period in any circumstances shall not be more than 10 years from the offer date to be notified by the Board to each grantee which the Option Period shall commence on the offer date and expire on the last day of the Option Period as determined by the Board.

7. Exercise period

Subject to the any condition or restriction in connection with the exercise of the option which may be imposed by the Board when granting the option and the provisions of the Share Option Scheme, the option may be exercised by the grantee (or his or her legal personal representative(s)) at any time during the Option Period.

8. Term of the Share Option Scheme

No option may be granted under the Share Option Scheme on or after the date of the tenth anniversary of the date on which the Share Option Scheme becomes unconditional (the "Scheme Period"), but in respect of all options which remain outstanding and exercisable on the expiry of the Scheme Period, the provisions of the Share Option Scheme shall remain in full force and effect.

No option had been granted by the Company under the Share Option Scheme since its date of adoption.

(b) 聯交所於緊接要約日期前連續五(5) 個營業日發出每日報價表所示之每股股份平均收市價；及

(c) 每股股份面值。

6. 購股權期限

承授人可行使購股權的期限(「購股權期限」)，為在任何情況下，自董事會向各承授人知會的要約日期起計不超過10年，而購股權期限將自要約日期起計算，並於董事會釐定的購股權期限最後一日屆滿。

7. 行使期限

在董事會可能於授出購股權時所施加任何有關行使購股權的條件或限制及購股權計劃條款的限制下，承授人(或其法定代表人)可於購股權期限內隨時行使購股權。

8. 購股權計劃期限

於由購股權計劃成為無條件之日起滿第十週年當日(「計劃期間」)或之後不得根據購股權計劃授出任何購股權，惟就於計劃期間屆滿時仍未行使及可行使之所有購股權而言，購股權計劃之條文將仍具十足效力及作用。

本公司自採納購股權計劃當日起，並無根據購股權計劃授出購股權。

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed in the section headed "Share Option Scheme" above, no equity- linked agreements were entered into by the Company during the year or subsisted at the end of the year.

股票掛鈎協議

除上文「購股權計劃」一節所披露之購股權計劃外，本公司概無於年內訂立或於年末存續之股票掛鈎協議。

RIGHTS ISSUE

No rights issues were conducted by the Company during the Year.

供股

年內，本公司並無進行供股。

CONVERTIBLE NOTES

On 27 December 2018, the Company issued convertible notes with an aggregate principal amount of HK$600 million with the initial conversion price of HK$0.71 per share (subject to adjustment). For further details, please refer to the announcements of the Company dated 12, 20, 27 and 28 December 2018 and Note 30d to the consolidated financial statements.

As at the date of this annual report, the net proceeds from the issue of the notes of HK$587.5 million have been utilised in the following ways: (i) as to HK$556.5 million for refinancing two loans advanced by licensed banks in Hong Kong; (ii) as to HK$14.0 million for interest payment; and (iii) as to approximately HK$17.0 million for the general operating expenses.

As at the date of this annual report, the conversion right attaching to the notes had not been exercised by the noteholders.

Details of the convertible notes are set out in Note 30d to the consolidated financial statements.

可換股票據

2018年12月27日，本公司發行本金總額為港幣6億元的可換股票據，初步換股價為每股港幣0.71元(可予調整)。進一步詳情請參閱本公司2018年12月12日、20日、27日及28日的公告及綜合財務報表附註30d。

於本年報日期，發行票據的所得款項淨額港幣5.875億元已按以下方式動用：(i) 港幣5.565億元用於為香港持牌銀行墊付的兩筆貸款再融資；(ii) 港幣1,400萬元用於支付利息；及 (iii) 約港幣1,700萬元用作一般經營支出。

於本年報日期，票據持有人並無行使票據所附帶的轉換權。

可換股票據的詳情載於綜合財務報表附註30d。

DONATIONS

Donations amounted to HK$783,000 (2018: HK$784,000) were made by the Group during the Year.

捐款

年內，本集團作出慈善捐款港幣783,000元(2018年：港幣784,000元)。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries a party to any arrangement which enables the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

董事購買股份或債券之權利

本公司或其任何附屬公司於年內並無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES IN THE COMPANY AND ITS ASSOCIATED CORPORATION

As at 31 December 2019, the interests and short positions of the Directors and their respective associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors were deemed or taken to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Company's own Model Code for Securities Transactions by Directors (the "Securities Code") were as follows:

董事於本公司及其相聯法團之股份、相關股份及債券中之權益及淡倉

於2019年12月31日，董事及彼等各自之聯繫人於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有，並已根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之該等條文董事被視為或被當作擁有之權益及淡倉)，或已列入本公司根據證券及期貨條例第352條規定備存之登記冊內，或已根據本公司本身之董事進行證券交易的標準守則(「證券守則」)知會本公司及聯交所之權益及淡倉如下：

(I) Long positions in Shares

(I) 於股份之好倉

Name of Director 董事姓名	Capacity 身份	Nature of Interests 權益性質	Number of Shares held 所持股份數目	Approximate% of shareholding in the Company 佔本公司股權之概約百分比
LIU Jipeng 劉紀鵬	Beneficial owner 實益擁有人	Personal interest 個人權益	9,212,000	0.05

(II) Long positions in shares of Oceanwide Holdings

(II) 於泛海控股股份之好倉

Name of Director 董事姓名	Capacity 身份	Nature of Interests 權益性質	Number of ordinary shares in Oceanwide Holdings held 所持泛海控股普通股數目	Approximate% of shareholding in Oceanwide Holdings 佔泛海控股股權之概約百分比
HAN Xiaosheng 韓曉生	Beneficial owner 實益擁有人	Personal interest 個人權益	3,500,000	0.06
LIU Bing 劉冰	Beneficial owner 實益擁有人	Personal interest 個人權益	90,000	0.001
LIU Hongwei 劉洪偉	Beneficial owner 實益擁有人	Personal interest 個人權益	30,000	0.0005
ZHANG Xifang 張喜芳	Beneficial owner 實益擁有人	Personal interest 個人權益	276,000	0.005
LIU Guosheng 劉國升	Beneficial owner 實益擁有人	Personal interest 個人權益	400,000	0.007
ZHAO Yingwei 趙英偉	Beneficial owner 實益擁有人	Personal interest 個人權益	200,000	0.003

Save as disclosed above, as at 31 December 2019, none of the Directors and the chief executives of the Company and their respective associates had any other interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Securities Code, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於2019年12月31日，本公司董事及最高行政人員以及彼等各自的聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有，而根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何其他權益或淡倉(包括根據證券及期貨條例之該等條文彼等被視為或被當作擁有之權益及淡倉)，或根據證券及期貨條例第352條須列入該條例所指之登記冊內，或根據證券守則須知會本公司及聯交所之任何其他權益或淡倉。

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

主要股東及其他人士於股份及相關股份之權益及淡倉

So far as is known to the Directors, as at 31 December 2019, the following persons had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

就董事所知，於2019年12月31日，下列人士於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露之權益或淡倉，或已列入本公司須按證券及期貨條例第336條存置之登記冊或以其他方式知會本公司及聯交所之權益或淡倉：

Long positions in Shares

於股份之好倉

Name 姓名／名稱	Capacity 身份	Number of Shares held 所持股份數目	Approximate % of shareholding in the Company 佔本公司股權之概約百分比
LU Zhiqiang 盧志強	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 1) (附註1)	74.94
HUANG Qiongzi 黃瓊姿	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 1) (附註1)	74.94
Tohigh Holdings Co., Ltd.* 通海控股有限公司	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 2) (附註2)	74.94
Oceanwide Group Co., Ltd.* 泛海集團有限公司	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 3) (附註3)	74.94
China Oceanwide Holdings Group 中國泛海控股集團	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 3) (附註3)	74.94
Oceanwide Holdings 泛海控股	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 4) (附註4)	74.94

Name 姓名／名稱	Capacity 身份	Number of Shares held 所持股份數目	Approximate % of shareholding in the Company 佔本公司股權之概約百分比
China Oceanwide Group 中泛集團	Interest of controlled corporations 受控制公司之權益	12,097,903,178 (Note 5) (附註5)	74.94
Oceanwide Holdings International Co., Ltd 泛海控股國際有限公司	Beneficial owner 實益擁有人	11,346,403,178 (Note 5) (附註5)	70.28
Haitong Securities Co., Ltd. 海通證券股份有限公司	Interests of controlled corporations 受控制公司之權益	10,104,405,608 (Note 6) (附註6)	62.59
Haitong International Holdings Limited 海通國際控股有限公司	Interest of controlled corporations 受控制公司之權益	10,104,405,608 (Note 7) (附註7)	62.59
Haitong International Securities Group Limited 海通國際證券集團有限公司	Interest of controlled corporations 受控制公司之權益	10,104,405,608 (Note 8) (附註8)	62.59
Haitong International Financial Products (Singapore) Pte. Ltd.	Security interest in Shares 持有股份的保證權益	9,414,265,108 (Note 8) (附註8)	58.31

Notes:

(1) Mr. LU Zhiqiang and Ms. HUANG Qiongzi (spouse of Mr. LU Zhiqiang) together held more than one-third of the voting power at general meetings of Tohigh Holdings Co., Ltd.*. By virtue of the SFO, Mr. LU Zhiqiang and Ms. HUANG Qiongzi were deemed to be interested in all the Shares in which Tohigh Holdings Co., Ltd.* is interested.

(2) Tohigh Holdings Co., Ltd.* held 100% equity interest in Oceanwide Group Co., Ltd.*. By virtue of the SFO, Tohigh Holdings Co., Ltd.* was deemed to be interested in all the Shares in which Oceanwide Group Co., Ltd.* was interested.

附註：

(1) 盧志強先生及黃瓊姿女士(盧志強先生之配偶)合共持有通海控股有限公司股東大會上超過三分之一之投票權。根據證券及期貨條例，盧志強先生及黃瓊姿女士被視為於通海控股有限公司擁有權益之所有股份中擁有權益。

(2) 通海控股有限公司持有泛海集團有限公司100%股權。根據證券及期貨條例，通海控股有限公司被視為於泛海集團有限公司擁有權益之所有股份中擁有權益。

(3) Oceanwide Group Co., Ltd.* held 98% equity interest in China Oceanwide Holdings Group. By virtue of the SFO, Oceanwide Group Co., Ltd.* was deemed to be interested in all the Shares in which China Oceanwide Holdings Group was interested.

(4) China Oceanwide Holdings Group directly and indirectly held 68.49% equity interest in Oceanwide Holdings. By virtue of the SFO, China Oceanwide Holdings Group was deemed to be interested in all the Shares in which Oceanwide Holdings was interested.

(5) Oceanwide Holdings International Co., Ltd and Oceanwide Holdings International Finance Ltd are the wholly-owned subsidiaries of China Oceanwide Group, which in turn is a wholly-owned subsidiary of Oceanwide Holdings. By virtue of the SFO, China Oceanwide Group and Oceanwide Holdings were deemed to be interested in an aggregate of 12,097,903,178 Shares, including: (i) 11,346,403,178 Shares held by Oceanwide Holdings International Co., Ltd and (ii) 751,500,000 Shares held by Oceanwide Holdings International Finance Ltd. Oceanwide Holdings International Co., Ltd and Oceanwide Holdings International Finance Ltd have charged 8,250,585,108 Shares and 751,500,000 Shares respectively in favour of Haitong International Financial Products (Singapore) Pte. Ltd. for a loan facility. Oceanwide Holdings International Co., Ltd. has also charged 3,095,818,070 Shares in favour of China Minsheng Banking Corp., Ltd., Hong Kong Branch in order to secure the obligations of China Tonghai International Financial Limited ("CTIF", whose shares are listed on the Stock Exchange (Stock Code: 952)), a non-wholly owned subsidiary of Oceanwide Holdings, under a credit facility.

(6) Haitong Securities Co., Ltd holds 100% equity interest in Haitong International Holdings Limited. By virtue of the SFO, Haitong Securities Co., Ltd was deemed to be interested in all the Shares in which Haitong International Holdings Limited was interested.

(7) Haitong International Holdings Limited held 64.40% equity interest in Haitong International Securities Group Limited. By virtue of the SFO, Haitong International Holdings Limited was deemed to be interested in all the Shares in which Haitong International Securities Group Limited was interested.

(8) Haitong International Financial Products (Singapore) Pte. Ltd. and Haitong International Financial Products Limited are the indirect subsidiaries of Haitong International Securities Group Limited. By virtue of the SFO, Haitong International Securities Group Limited was deemed to be interested in (i) 9,414,265,108 Shares in which Haitong International Financial Products (Singapore) Pte. Ltd. had security interest and; (ii) 690,140,500 Shares beneficially owned by Haitong International Financial Products Limited.

(3) 泛海集團有限公司持有中國泛海控股集團98%股權。根據證券及期貨條例，泛海集團有限公司被視為於中國泛海控股集團擁有權益的所有股份中擁有權益。

(4) 中國泛海控股集團直接及間接持有泛海控股68.49%股權。根據證券及期貨條例，中國泛海控股集團被視為於泛海控股擁有權益的所有股份中擁有權益。

(5) 泛海控股國際有限公司及泛海控股國際金融有限公司為中泛集團的全資附屬公司，而中泛集團則為泛海控股之全資附屬公司。根據證券及期貨條例，中泛集團及泛海控股被視為合共擁有12,097,903,178股股份的權益，包括：(i) 泛海控股國際有限公司持有的11,346,403,178股股份及(ii) 泛海控股國際金融有限公司持有的751,500,000股股份。泛海控股國際有限公司及泛海控股國際金融有限公司就一項貸款融資分別抵押8,250,585,108股股份及751,500,000股股份予Haitong International Financial Products (Singapore) Pte. Ltd.。泛海控股國際有限公司亦抵押3,095,818,070股股份予中國民生銀行股份有限公司香港分行，以擔保泛海控股的非全資附屬公司中國通海國際金融有限公司(「中國通海國際金融」，其股份於聯交所上市(股份代號：952))履行其於一項信貸融資項下的責任。

(6) 海通證券股份有限公司持有海通國際控股有限公司100%股權。根據證券及期貨條例，海通證券股份有限公司被視為於海通國際控股有限公司擁有權益的所有股份中擁有權益。

(7) 海通國際控股有限公司間接持有海通國際證券集團有限公司64.40%股權。根據證券及期貨條例，海通國際控股有限公司被視為於海通國際證券集團有限公司擁有權益的所有股份中擁有權益。

(8) Haitong International Financial Products (Singapore) Pte. Ltd.及海通國際金融產品有限公司為海通國際證券集團有限公司的間接附屬公司。根據證券及期貨條例，海通國際證券集團有限公司被視為於 (i) Haitong International Financial Products (Singapore) Pte. Ltd.擁有保證權益的9,414,265,108股股份；及 (ii) 海通國際金融產品有限公司實益擁有的690,140,500股股份中擁有權益。

Save as disclosed above, as at 31 December 2019, there was no other person who held interests and/or short positions in the Shares or underlying Shares which was required, to be entered in the register to be kept under section 336 of Part XV of the SFO, or was a substantial Shareholder.

除上文所披露者外，於2019年12月31日，概無其他人士在股份或相關股份中擁有須列入按證券及期貨條例第XV部第336條存置之登記冊的權益及／或淡倉，或為主要股東。

MATERIAL RELATED PARTY TRANSACTIONS

Details of material related party transactions entered by the Group for the year ended 31 December 2019 are set out in Note 36 to the consolidated financial statements, of which (a) the transactions summarised in Note 36a(i)(3), b(i)(1), b(iv), c(i), d(ii) and e(i) constituted non-exempted continuing connected transactions under the Listing Rules and the Company has complied with the applicable requirements under Chapter 14A of the Listing Rules; (b) the transactions summarised in Note 36b(v) and 36(f) constituted non-exempted one-off connected transactions under the Listing Rules and the Company has complied with the applicable requirements under Chapter 14A of the Listing Rules; and (c) the transactions summarised in Note 36a(i)(1) to (2), a(ii), b(i)(2) to b(iii), 36b(v), d(i) and e(ii) constituted continuing connected transactions which are fully exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Rule 14A.76(1) of the Listing Rules.

重大關聯方交易

本集團於截至2019年12月31日止年度訂立之重大關聯方交易載於綜合財務報表附註36，其中(a)附註36a(i)(3)、b(i)(1)、b(iv)、c(i)、d(ii)及e(i)概述之交易構成上市規則項下之不獲豁免持續關連交易，本公司已就此遵守上市規則第十四A章項下的適用規定；(b)附註36b(v)及36(f)概述之交易構成上市規則項下之不獲豁免一次性關連交易，本公司已就此遵守上市規則第十四A章項下的適用規定；及(c)附註36a(i)(1)至(2)、a(ii)、b(i)(2)至b(iii)、36b(v)、d(i)及e(ii)概述之交易構成持續關連交易，獲完全豁免遵守上市規則第14A.76(1)條項下之報告、年度審核、公佈及獨立股東批准規定。

Other than as disclosed under the heading "Material Related Party Transactions" as set out in note 36 to the consolidated financial statements and those connected transactions and continuing connected transactions disclosed herein below, there were no other transactions, arrangements or contracts of significance to which the Company, its subsidiaries, its ultimate holding company or any of its fellow subsidiaries was a party and in which a Director or its connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

除綜合財務報表附註36「重大關聯方交易」一節和下文關連交易及持續關連交易所披露者外，年終或年內任何時間並無任何由本公司、其附屬公司、其最終控股公司或其任何同系附屬公司訂立且董事或其關連實體於當中直接或間接擁有重大權益之其他交易、重大安排或合約存續。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2019, the Group conducted the following transactions which constituted connected transactions/continuing connected transactions of the Company under Chapter 14A of the Listing Rules:

關連交易及持續關連交易

截至2019年12月31日止年度，本集團進行以下根據上市規則第十四A章構成本公司關連交易／持續關連交易之交易：

CONNECTED TRANSACTIONS

關連交易

Consulting Services Agreement

諮詢服務協議

On 30 December 2015, China Oceanwide International Investment Company Limited ("China Oceanwide International Investment"), a wholly-owned subsidiary of China Oceanwide Holdings Group, the controlling shareholder of Oceanwide Holdings, entered into a consulting services agreement (the "Consulting Services Agreement") with China Oceanwide Power Co., Limited ("China Oceanwide Power"), a wholly-owned subsidiary of the Company, pursuant to which China Oceanwide International Investment shall provide consultancy services for the two coal fuel steam power plant facilities with net capacity of 150 megawatt ("MW") each developed by PT. Mabar Elektrindo ("PT Mabar"), a non-wholly owned subsidiary of the Company, in the Medan Industrial Area, North Sumatra, Indonesia (the "Medan Project") to China Oceanwide Power and PT Mabar and assist China Oceanwide Power and PT Mabar in the financing and insurance arrangement in respect of the Medan Project and to assist the development of PT Mabar.

2015年12月30日，泛海控股的控股股東中國泛海控股集團的全資附屬公司中國泛海國際投資有限公司(「中國泛海國際投資」)與本公司的全資附屬公司中國泛海電力有限公司(「中國泛海電力」)訂立諮詢服務協議(「諮詢服務協議」)，據此，中國泛海國際投資須就本公司的非全資附屬公司PT. Mabar Elektrindo(「PT Mabar」)於印尼北蘇門答臘省棉蘭工業區開發之兩座燃煤蒸氣發電廠設施(各自淨產能為150兆瓦)(「棉蘭項目」)向中國泛海電力及PT Mabar提供諮詢服務，並在棉蘭項目的融資及保險安排方面協助中國泛海電力及PT Mabar，以及協助發展PT Mabar。

Subject to China Oceanwide International Investment successfully assisting China Oceanwide Power or PT Mabar in securing a loan facility of not less than US$400,000,000 (equivalent to approximately HK$3,133.1 million) from the relevant banks or financial institutes during the course of providing the above consultancy services, China Oceanwide Power agreed to pay a service fee of not more than US$1,000,000 (equivalent to approximately HK$7.8 million) (exclusive of tax) (the "Service Fee") to China Oceanwide International Investment.

倘若中國泛海國際投資於提供上述諮詢服務過程中成功協助中國泛海電力或PT Mabar自有關銀行或金融機構取得不少於 400,000,000美元(相等於約港幣31.331億元)的貸款融資，則中國泛海電力同意向中國泛海國際投資支付不超過1,000,000美元(相等於約港幣780萬元)(不包括税項)的服務費(「服務費」)。

The Consulting Services Agreement had expired on 29 December 2017 and a supplemental agreement to Consulting Services Agreement was entered into between China Oceanwide International Investment and China Oceanwide Power on 1 February 2018 to extend the service period of China Oceanwide International Investment to 31 January 2021.

諮詢服務協議於2017年12月29日屆滿，2018年2月1日，中國泛海國際投資與中國泛海電力訂立諮詢服務協議的補充協議，將中國泛海國際投資的服務期延長至2021年1月31日。

For the year ended 31 December 2019, nil fee was payable or paid by China Oceanwide Power under the Consulting Services Agreement (as supplemented by the supplemental agreement).

截至2019年12月31日止年度，中國泛海電力並無根據諮詢服務協議(經補充協議補充)應付或支付任何費用。

CONTINUING CONNECTED TRANSACTIONS

Apartment and Office Lease Agreements

PT. China Oceanwide Indonesia ("PT COI"), a wholly-owned subsidiary of China Oceanwide International Investment, and PT Mabar entered into (i) an apartment lease agreement on 18 January 2015 pursuant to which PT Mabar agreed to lease certain apartments located in Jln. Senopati Raya No. 44, Jakarta Selatan from 1 February 2015 to 31 December 2017; (ii) an office lease agreement on 18 May 2015 pursuant to which PT Mabar agreed to lease certain office space located in Jl. KH. Mas Mansyur Kav. 126, Jakarta 12920-Indonesia from 1 June 2015 to 31 December 2017; and (iii) an apartment lease agreement on 18 June 2015 pursuant to which PT Mabar agreed to lease certain apartments located in Jln. Senopati Raya No. 44, Jakarta Selatan from 1 July 2015 to 31 December 2017 (together with the above apartment lease agreement and office lease agreement, the "Expired Agreements").

For further details, please refer to 2015, 2016, 2017 and 2018 annual reports of the Company.

On 29 December 2017, PT COI and PT Mabar entered into a renewed apartment lease agreement and a renewed office lease agreement (collectively the "Renewed Agreements") to renew the Expired Agreements for a term of three years commencing from 1 January 2018 to 31 December 2020.

The maximum aggregate amount of rent payable by PT Mabar under the Renewed Agreements, determined based on the annual rent stated in the Renewed Agreements is IDR12,479,544,000 (equivalent to approximately HK$7.2 million, excluding value added tax ("VAT"), other fees and utility bills) for each of the three financial years ending 31 December 2020.

持續關連交易

公寓及辦公室租賃協議

中國泛海國際投資的全資附屬公司PT. China Oceanwide Indonesia(「PT COI」)與PT Mabar (i)於2015年1月18日訂立公寓租賃協議，據此，PT Mabar同意租用位於Jln. Senopati Raya No. 44, Jakarta Selatan的部分公寓，租期由2015年 2月1日起至2017年12月31日止；(ii) 於2015年5月18日訂立辦公室租賃協議，據此，PT Mabar同意租用位於Jl. KH. Mas Mansyur Kav. 126, Jakarta 12920-Indonesia的部分辦公室場地，租期由 2015年6月1日起至2017年12月31日止；及 (iii) 於2015年6月18日訂立公寓租賃協議，據此，PT Mabar同意租用位於Jln. Senopati Raya No. 44, Jakarta Selatan的部分公寓，租期由2015年7月1日起至2017年12月31 日止(連同上述公寓租賃協議及辦公室租賃協議統稱「到期協議」)。

進一步詳情請參閱本公司2015年、2016年、2017年及2018 年年報。

2017年12月29日，PT COI與PT Mabar訂立公寓租賃續期協議及辦公室租賃續期協議(統稱「續期協議」)，以重續到期協議，由2018年1月1日起至2020年12月31日止為期3年。

截至2020年12月31日止各三個財政年度，根據續期協議訂明的年租金釐定，PT Mabar根據續期協議應付的租金最高總金額為12,479,544,000 印尼盾(相等於約港幣720萬元)(不包括增值税、其他費用及公用賬單)。

The annual cap under the Renewed Agreements was determined between PT COI and PT Mabar after arm's length negotiation on normal commercial terms, taking into account the location of the relevant properties, the term of the Renewed Agreements, the market rates and conditions, and the historical annual rental amounts under the Expired Agreements.

續期協議項下的年度上限乃由PT COI與PT Mabar經公平協商後按正常商業條款，並經考慮相關物業之位置、續期協議之年期及市場租金及市況以及到期協議訂明的各年歷史年租金金額而釐定。

For the year ended 31 December 2019, the rent payable by PT Mabar under the Renewed Agreements was IDR12,479,544,000 (equivalent to approximately HK$7.0 million).

截至2019年12月31日止年度，PT Mabar根據續期協議應付的租金為12,479,544,000印尼盾(相等於約港幣700萬元)。

Capital Contribution to a Non-wholly Owned Subsidiary

向一家非全資附屬公司作注資

On 14 May 2014, China Oceanwide Power as lender and Shanghai Electric Power Construction Co., Ltd* ("SEPC", which held 20% equity interest in PT Mabar, together with PT. Shanghai Electric Power ("PT SEPC"), collectively the "SEPC Group") as borrower entered into a loan agreement pursuant to which China Oceanwide Power agreed to make available a loan in the principal amount of up to US$3,500,000 (equivalent to approximately HK$27.3 million) at an interest rate equivalent to the rate of expected average financing cost for the power plant project developed by PT Mabar to SEPC. The purpose of this loan was to provide SEPC with funds to make capital contribution into PT Mabar in proportion to its 20% equity interest. The loan shall be repaid when SEPC obtains the approval of the State Administration of Foreign Exchange of the PRC ("SAFE") for the transfer of its capital overseas. During the year ended 31 December 2016, SEPC has repaid the loan with the approval of SAFE. As at 31 December 2019, the interest receivable of the loan was approximately US$531,000 (equivalent to approximately HK$4.1 million).

2014年5月14日，中國泛海電力(作為貸款人)與上海電力建設有限責任公司(「SEPC」，持有PT Mabar 20%股權，連同PT. Shanghai Electric Power(「PT SEPC」)統稱「SEPC集團」)(作為借款人)訂立貸款協議，據此，中國泛海電力同意向SEPC提供本金金額最多為3,500,000美元(相等於約港幣2,730萬元)的貸款，利率等同於PT Mabar所發展的發電廠項目預計平均融資成本的利率。此貸款旨在向SEPC提供資金以按其20%股權比例向PT Mabar注資。該貸款須於SEPC獲得中國國家外匯管理局(「外管局」)批准向海外轉移其資本時償還。截至2016年12月31日止年度內，SEPC取得外管局的批准，並償還貸款。於2019年12月31日，該貸款的應收利息約為531,000美元(相等於約港幣410萬元)。

Engineering, Procurement and Construction Contracts

On 23 December 2013, PT Mabar as employer and SEPC as contractor entered into a master agreement (the "Master Agreement") pursuant to which PT Mabar engaged SEPC to provide all materials, parts, equipment and construction equipment, transportation to sites (including customs clearance) and other labour services and to perform all works, activities and services on a fixed lump sum turn key basis for the design, engineering, procurement, construction, commissioning, testing and completion of, and making good of defects in relation to the power plant facilities of the Medan Project. The Master Agreement was renewed twice on 23 November 2015 and 8 June 2017 respectively, the renewed total consideration was US$431,930,000 (equivalent to approximately HK$3,363.8 million). For further details, please refer to 2017 and 2018 annual reports of the Company.

As at 31 December 2019, the aggregate amount paid by PT Mabar under the aforesaid agreements was US$283,504,000 (equivalent to approximately HK$2,207.9 million).

Loan Agreement

On 14 May 2014, China Oceanwide Power as lender entered into a loan agreement (the "Loan Agreement") with PT. Garda Sayap Garuda ("GSG", which held 20% equity interest in PT Mabar) as borrower, making available a loan (the "Loan") (reference is made to the 2015 and 2016 annual reports of the Company) which was subsequently renewed on 30 December 2015, (i) the principal amount of the Loan to US$28,353,000 (equivalent to approximately HK$220.8 million); (ii) the loan period to three years commencing from the date of the Loan Agreement; and (iii) the interest rate equivalent to the financing interest rate (including but not limited to upfront fee, commitment fee, loan arrangement fee, bank advisory, agency and management fee etc.) of the Medan Project.

On 12 May 2017, China Oceanwide Power and GSG entered into a supplemental agreement (the "Supplemental Agreement") to renew the Loan Agreement for a term commencing from 17 May 2017 to 31 December 2019. For further details, please refer to the 2017 and 2018 annual reports of the Company.

工程、採購及建設合約

2013年12月23日，PT Mabar(作為僱主)與 SEPC(作為承包商)訂立總協議(「總協議」)，據此，PT Mabar委聘SEPC提供所有材料、零件、設備及建設設備、現場運輸(包括報關)及其他勞工服務，並就設計、工程、採購、建設、調試、測試及完成棉蘭項目的發電廠設施，按固定總價全包基準履行所有工作、活動及服務，並保證並無缺陷。總協議分別於2015年11月23日及2017年6月8日重續。重續後的總代價為431,930,000美元(相等於約港幣33.638億元)。進一步詳情請參閱本公司2017年及2018年年報。

於2019年12月31日，PT Mabar根據上述協議所支付的款項總額為283,504,000美元(相等於約港幣22.079億元)。

貸款交易

2014年5月14日，中國泛海電力(作為貸款人)與PT. Garda Sayap Garuda(「GSG」，持有 PT Mabar 20%股權)(作為借款人)訂立貸款協議(「貸款協議」)，涉及貸款(「該貸款」)(參考本公司2015年及2016年年報)其後於2015年12月30日展期，(i)該貸款的本金金額為28,353,000美元(相等於約港幣2.208億元)；(ii)貸款期限為自貸款協議日期起計三年；及(iii)利率相等於棉蘭項目的融資利率(包括但不限於預付費、承諾費、貸款安排費、銀行諮詢、代理及管理費等)。

2017年5月12日，中國泛海電力與GSG訂立補充協議(「補充協議」)，以重續貸款協議，年期由 2017年5月17日起至2019年12月31日止。進一步詳情請參閱本公司2017年及2018年年報。

The annual caps under the Supplemental Agreement are set out as follows:

補充協議項下之年度上限載列如下：

For the period from 17 May 2017 to 31 December 2017 自2017年5月17日起至2017年12月31日止期間 US$ 美元	For the year ended 31 December 2018 截至2018年 12月31日止年度 US$ 美元	For the year ended 31 December 2019 截至2019年 12月31日止年度 US$ 美元
33,500,000 (equivalent to approximately HK$260.9 million) （相等於約港幣2.609億元）	35,500,000 (equivalent to approximately HK$276.5 million) （相等於約港幣2.765億元）	37,500,000 (equivalent to approximately HK$292.0 million) （相等於約港幣2.920億元）

The annual caps under the Supplemental Agreement were determined with reference to (i) the historical transaction amounts under the Loan Agreement; (ii) the principal amount of the Loan and the annual interest rate under the Supplemental Agreement; and (iii) the assumption that GSG will borrow up to US$28,353,000 (equivalent to approximately HK$220.8 million) for each of the above periods.

補充協議項下之年度上限乃經參照 (i) 貸款協議項下之歷史交易金額；(ii) 貸款之本金金額及補充協議項下之年利率；及 (iii) 假設GSG將於上述各期間借入最多28,353,000美元(相等於約港幣2.208億元)而釐定。

For the year ended 31 December 2019, an interest income (before discounting) of approximately US$1,985,000 (equivalent to approximately HK$15.5 million) was accrued by China Oceanwide Power. As at 31 December 2019, the principal and interest receivable of the Loan amounted to US$36,996,000 (equivalent to approximately HK$288.1 million).

截至2019年12月31日，中國泛海電力已預提貼現前利息約1,985,000美元(相等於約港幣1,550萬元)。於2019年12月31日，該貸款的本金及應收利息為36,996,000美元(相等於約港幣2.881億元)。

As at the date of this annual report, negotiation between the Group and GSG over the further renewal of the Loan Agreement is still ongoing. The Group is committed to reaching an agreement with GSG in relation to the further renewal of the Loan Agreement.

於本年報日期，本集團與GSG仍在就貸款協議再展期進行磋商。本集團正致力與GSG就貸款協議再展期達成協議。

Framework Services Agreements

On 21 September 2017, the Company entered into a framework services agreement (the "First Framework Services Agreement") with China Tonghai International Financial Limited ("CTIF", whose shares are listed on the Stock Exchange (Stock Code: 952) and a non wholly-owned subsidiary of Oceanwide Holdings). Pursuant to the First Framework Services Agreement, the Company and CTIF have conditionally agreed to engage in various services transactions, and investment and lending transactions with each other for the period from 20 November 2017 to 31 December 2019. Oceanwide Holdings is the controlling shareholder of both the Company and CTIF.

框架服務協議

2017年9月21日，本公司與中國通海國際金融有限公司(「中國通海國際金融」，其股份於聯交所上市(股份代號：952)，為泛海控股的非全資附屬公司))訂立框架服務協議(「第一份框架服務協議」)。根據第一份框架服務協議，本公司與中國通海國際金融有條件同意彼此之間於自2017年11月20日起至2019年12月31日止期間進行若干服務交易與投資及貸款交易。泛海控股為本公司及中國通海國際金融的控股股東。

The annual caps for the period from 20 November 2017 to 31 December 2017 and for the two financial years ended 31 December 2018 and 31 December 2019 are shown below:

於2017年11月20日至2017年12月31日期間以及截至2018年12月31日及2019年12月31日止兩個財政年度的年度上限列明如下：

Type of transactions 交易類型	For the period from 20 November 2017 to 31 December 2017 自2017年11月20日起至2017年12月31日止期間 HK$ million 港幣百萬元	For the year ended 31 December 2018 截至2018年12月31日止年度 HK$ million 港幣百萬元	Year ended 31 December 2019 截至2019年12月31日止年度 HK$ million 港幣百萬元
(1) Service transactions 服務交易			
(a) Income from service transactions provided to CTIF and its group companies (collectively, "CTIF Group") (including ancillary services) 向中國通海國際金融及其下屬公司(統稱「中國通海國際金融集團」)提供的服務交易(包括配套服務)之收益	0.5	5	5
(b) Expenses for service transactions provided by CTIF Group (including ancillary services) 就中國通海國際金融集團提供的服務交易(包括配套服務)之費用	6.5	65	65
(2) Investment, lending and underwriting transactions 投資、貸款及包銷交易			
(a) Maximum daily amount/outstanding balance for investment transactions provided to CTIF Group 向中國通海國際金融集團提供的投資交易之最高每日金額／尚未支付結餘	100	200	200
(b) Maximum daily amount/outstanding balance for lending and underwriting transactions provided by CTIF Group 由中國通海國際金融集團提供的貸款及包銷交易之最高每日金額／尚未支付結餘			
– Financial assistance 財務資助	300	300	300
– Underwriting 包銷	–	200	200

For the year ended 31 December 2019, the expenses for service transactions provided by CTIF Group (including ancillary services and interest expenses) to the Group amounted to HK$25,124,000 and the maximum daily amount/outstanding balance for lending transactions provided by CTIF Group to the Group amounted to HK$299,928,000.

截至2019年12月31日止年度，中國通海國際金融集團向本集團提供的服務交易(包括配套服務及利息支出)之費用為港幣25,124,000元，而由中國通海國際金融集團向本集團提供的貸款交易之最高每日金額／尚未支付結餘則為港幣299,928,000元。

As at 31 December 2019, the outstanding balance of the lending transaction and interest payable are HK$297,113,000 and HK$1,113,000 respectively.

於2019年12月31日，貸款交易及應付利息的尚未支付餘額分別為港幣297,113,000元及港幣1,113,000元。

On 30 August 2019, the Company entered into a framework services agreement (the "Second Framework Services Agreement") with CTIF for another term of three years from 1 January 2020 to 31 December 2022.

2019年8月30日，本公司與中國通海國際金融重新訂立框架服務協議(「第二份框架服務協議」)，為期三年，由 2020年1月1日起至2022年12月31日止。

For details, please refer to the announcement of the Company dated 30 August 2019 and the circular of the Company dated 30 September 2019.

詳情請參閱本公司2019年8月30日的公告及本公司2019年9月30日的通函。

The annual caps for the three financial years ending 31 December 2020, 2021 and 2022 respectively are shown below:

於截至2020年、2021年及2022年12月31日止三個財政年度的年度上限列明如下：

Type of transactions **交易類型**	**For the year ending 31 December 2020** **截至2020年12月31日止年度** HK$ million 港幣百萬元	**For the year ending 31 December 2021** **截至2021年12月31日止年度** HK$ million 港幣百萬元	**For the year ending 31 December 2022** **截至2022年12月31日止年度** HK$ million 港幣百萬元
(1) Service transactions服務交易			
(a) Income from service transactions provided to CTIF Group 向中國通海國際金融集團提供的服務交易之收益	0.5	0.5	0.5
(b) Expenses for service transactions provided by CTIF Group (including interest expenses to CTIF arising from the lending transactions) 就中國通海國際金融集團提供的服務交易之費用(包括就借款交易向中國通海國際金融支付的利息支出)	98.0	98.0	98.0
(2) Investment, lending and underwriting transactions 投資、貸款及包銷交易			
(a) Maximum daily invested amount for investment transactions provided to CTIFL Group 向中國通海國際金融集團提供投資交易的最高每日投資金額			
– Fund investment 基金投資	60.0	60.0	60.0
(b) Maximum daily amount/outstanding balance for lending and underwriting transactions provided by CTIFL Group 由中國通海國際金融集團提供貸款及包銷交易的最高每日金額／尚未支付結餘			
– Financial assistance 財務資助			
• Loan principal 貸款本金	480	480	480
– Underwriting 包銷	120	120	120

Lease Agreements

On 6 September 2019, Oceanwide Shen Gang Asset Operation (Shanghai) Co., Ltd.* ("Oceanwide Shen Gang"), a company established in the PRC and an indirect wholly-owned subsidiary of the Company, entered into a lease agreement (the "Lease Agreement") with Tohigh Property Investment Management Co., Ltd.* ("Tohigh Property"), a company established in the PRC and an indirect wholly-owned subsidiary of Tohigh Holdings Co., Ltd.* which is a controlling shareholder of the Company, pursuant to which Oceanwide Shen Gang agreed to lease certain office premises (the "Property") to Tohigh Property for a term of 36 months from 1 September 2019 to 31 August 2022.

On 11 October 2019, Oceanwide Shen Gang entered into a supplemental lease agreement (the "Supplemental Lease Agreement") with Tohigh Property, pursuant to which Oceanwide Shen Gang agreed to lease certain additional office units (the "Temporary Property") to Tohigh Property for its temporary use pending the completion of the renovation of the Property under the Lease Agreement, for a term of 3 months 13 days from 18 September 2019 to 31 December 2019.

The following table sets out the annual caps in respect of the transactions contemplated under the Lease Agreement and the Supplemental Lease Agreement (taking into account both the rent and rental deposit payable by Tohigh Property to Oceanwide Shen Gang) for each of the years ended 31 December 2019 and ending 2020, 2021 and 2022:

租賃合同

2019年9月6日，泛海申港資產經營(上海)有限公司(「泛海申港」，一家於中國成立的公司，為本公司的間接全資附屬公司)與通海置業投資管理有限公司(「通海置業」，一家於中國成立的公司，為本公司的控股股東通海控股有限公司的間接全資附屬公司)訂立一份租賃合同(「租賃合同」)，據此，泛海申港同意向通海置業出租若干辦公室物業(「該物業」)，自2019年9月1日起至2022年8月31日止，為期36個月。

2019年10月11日，泛海申港與通海置業訂立一份租賃補充合同(「租賃補充合同」)，據此，泛海申港同意向通海置業出租若干額外辦公室單位(「該臨時物業」)，以供其臨時使用，直至根據租賃合同出租之該物業完成裝修為止，租賃期自2019年9月18日起至2019年12月31日止，為期3個月13日。

下表載列租賃合同及租賃補充合同項下擬進行的交易於截至2019年、2020年、2021年及2022年12月31日止年度各年的年度上限(經計及通海置業應付泛海申港的租金及租金按金)：

For the year ended 31 December 2019 截至2019年12月31日止年度	**For the year ending 31 December 2020 截至2020年12月31日止年度**	**For the year ending 31 December 2021 截至2021年12月31日止年度**	**For the year ending 31 December 2022 截至2022年12月31日止年度**
RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣
2,000,000 (equivalent to approximately HK$2.3 million) (相等於約港幣230萬元)	3,400,000 (equivalent to approximately HK$3.8 million) (相等於約港幣380萬元)	3,500,000 (equivalent to approximately HK$3.9 million) (相等於約港幣390萬元)	2,400,000 (equivalent to approximately HK$2.7 million) (相等於約港幣270萬元)

For the year ended 31 December 2019, the total amount payable and paid by Tohigh Property to Oceanwide Shen Gang was RMB1,749,000 (equivalent to approximately HK$2.0 million), of which the rent was RMB794,000 (equivalent to approximately HK$0.9 million) and the rental deposit was RMB955,000 (equivalent to approximately HK$1.1 million).

截至2019年12月31日止年度，通海置業向泛海申港應付及已付的總額為人民幣1,749,000元(相等於約港幣200萬元)，其中租金為人民幣794,000元(相等於約港幣90萬元)，租金按金則為人民幣955,000元(相等於約港幣110萬元)。

ANNUAL REVIEW OF CONTINUING CONNECTED TRANSACTIONS

持續關連交易的年度審核

The INEDs have reviewed the aforesaid continuing connected transactions and confirmed that (other than those expressly stated otherwise and separate compliance procedures have been conducted), the transactions have been entered into:

獨立非執行董事已審閱上述持續關連交易，並確認(除另有訂明及已進行單獨合規程序者外)該等交易乃：

1. in the ordinary and usual course of business of the Group;

1. 於本集團日常及一般業務過程中訂立；

2. on normal commercial terms or better; and

2. 按一般商業條款或更佳條款訂立；及

3. according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

3. 根據規管該等交易之協議條款而訂立，交易條款公平合理，並且符合股東的整體利益。

BDO Limited ("BDO"), the Company's auditor, were engaged to report on the aforesaid continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. BDO has issued their unqualified letter containing their findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the letter has been provided by the Company to the Stock Exchange.

本公司核數師香港立信德豪會計師事務所有限公司(「立信德豪」)獲委聘以按照香港會計師公會頒佈的香港鑒證業務準則第3000號「非審核或審閱過往財務資料之鑒證工作」，並參考實務説明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就上述持續關連交易作出報告。立信德豪已根據上市規則第14A.56條出具無保留意見函件，當中載有彼對上述持續關連交易的審查結果和結論。本公司已把該函件副本送呈聯交所。

CONTINUING DISCLOSURE OBLIGATION UNDER RULE 13.21 OF THE LISTING RULES

Facility Agreement Dated 9 August 2018

On 9 August 2018, the Company, as parent guarantor, entered into (i) a facility agreement relating to a term loan facility in an amount of US$215.0 million (equivalent to approximately HK$1,674.4 million) (subject to adjustment) with, among others, China Oceanwide Real Estate Development Holdings Limited, a wholly-owned subsidiary of the Company as borrower ("COREDH"), and Global Max Opportunity IV Limited, an independent third party as lender (the "Lender"); and (ii) a keepwell deed with COREDH, the Lender and Oceanwide Holdings. The maturity date of the loan is the date falling 364 days after the first utilisation date of the loan.

Pursuant to the facility agreement, upon Oceanwide Holdings ceasing to beneficially own, directly or indirectly, at least 51% of the entire issued share capital of the Company, there will be acceleration of the loan. Further, a breach of certain undertakings in the keepwell deed will constitute an event of default under the facility agreement and the Lender may demand, among others, acceleration of the loan.

As at the date of this annual report, the loan was fully repaid and the facility was not renewed.

Facility Agreement Dated 23 September 2019

On 23 September 2019, the Company, as guarantor, entered into a facility agreement relating to a term loan facility in an amount of US$140.0 million equivalent to approximately HK$1,090.3 million) with, among others, China Oceanwide Property Holdings Limited, a wholly-owned subsidiary of the Company as borrower ("COPH"), and OCM Harbour Investments Pte. Ltd., an independent third party as lender, agent and security agent (the "Lender"). On 24 September 2019, COPH entered into a keepwell deed with the Lender and Oceanwide Holdings. The maturity date of the loan is the date falling three years after the first utilisation date of the loan.

根據上市規則第13.21條的持續披露責任

2018年8月9日的融資協議

2018年8月9日，本公司(作為母公司擔保人)(i)與(其中包括)中泛房地產開發控股有限公司(本公司之全資附屬公司，作為借款人(「中泛房地產開發控股」))及Global Max Opportunity IV Limited(一名獨立第三方，作為貸款人(「貸款人」))就一項2.150億美元(相等於約港幣16.744億元)(可予調整)之有期貸款融資訂立融資協議；及(ii)與中泛房地產開發控股、貸款人及泛海控股訂立維好契據。該筆貸款之到期日為由該筆貸款首次動用日期起計滿364日當日。

根據融資協議，當泛海控股不再直接或間接實益擁有本公司全部已發行股本至少51%，將促使提早償還該筆貸款。再者，違反維好契據中部分承諾將構成融資協議項下之違約事件，而貸款人可要求(其中包括)提早償還該筆貸款。

於本年報日期，該筆貸款已悉數償還，而該筆融資並無續期。

2019年9月23日的融資協議

2019年9月23日，本公司(作為擔保人)就一項1.40億美元(相等於約港幣10.903億元)之有期貸款融資與(其中包括)中泛置業控股有限公司(本公司之全資附屬公司，作為借款人(「中泛置業控股」))及OCM Harbour Investments Pte. Ltd.(一名獨立第三方，作為貸款人、代理及擔保代理人(「貸款人」))訂立融資協議。2019年9月24日，中泛置業控股與貸款人及泛海控股訂立維好契據。該筆貸款之到期日為由該筆貸款首次動用日期起計滿三週年當日。

Pursuant to the facility agreement, upon the controlling shareholders of the Company ceasing to control at least 51% of the issued share capital of the Company, the facility agreement will be cancelled and all outstanding amounts (including principal and interest) due and owing by COPH to the Lender under the facility agreement shall become immediately due and payable.

根據融資協議，當本公司控股股東不再控制本公司已發行股本至少51%，融資協議將會作廢，而中泛置業控股根據融資協議應付及結欠貸款人之所有未償還款項(包括本金及利息)將即時到期及須予支付。

For details, please refer to the announcement of the Company dated 23 September 2019.

詳情請參閱本公司2019年9月23日的公告。

As at the date of this annual report, the above specific performance obligation imposed on the controlling shareholders of the Company under the aforesaid facility agreement continued to exist.

於本年報日期，上述根據上文所述的融資協議施加於本公司控股股東的特定履約責任繼續存在。

Subscription Agreement Dated 6 November 2019

2019年11月6日的認購協議

On 6 November 2019, the Company, as parent guarantor, entered into a subscription agreement relating to the notes (the "Notes") in an amount of up to US$250.0 million (equivalent to approximately HK$1,947.0 million) with among others, China Oceanwide Real Estate Development Holdings Limited, a wholly-owned subsidiary of the Company as issuer and a subscriber. The maturity of the Notes is the date falling 12 months after the first utilisation date of the Notes.

2019年11月6日，本公司(作為母公司擔保人)就金額最高達2.50億美元(相當於約港幣19.470億元)之票據(「該票據」)與(其中包括)中泛房地產開發控股有限公司(本公司之全資附屬公司，作為發行人)及一名認購人訂立認購協議。該票據之到期日為由該票據首次發行日起計滿12個月當日。

Pursuant to the subscription agreement, among other obligations (i) upon the controlling shareholders of the Company ceasing to control, directly or indirectly, the Company or any person or group of persons action in concert gains control of the Company; (ii) trading on Oceanwide Holdings's shares is suspended on the main board of the Shenzhen Stock Exchange for more than 10 consecutive trading days; or (iii) Oceanwide Holdings's shares cease to be listed on the main board of the Shenzhen Stock Exchange, there will be acceleration of the Notes.

根據認購協議，除其他責任外，當(i)本公司控股股東不再直接或間接控制本公司，或任何人士或一致行動之群體取得本公司之控制權；(ii)泛海控股的股份於深圳證券交易所主板暫停買賣連續超過10個交易日；或(iii)泛海控股的股份不再於深圳證券交易所主板上市時，將會導致該票據加速到期。

For details, please refer to the announcement of the Company dated 6 November 2019.

詳情請參閱本公司2019年11月6日的公告。

As at the date of this annual report, the above specific performance obligation imposed on the controlling Shareholders of the Company under the aforesaid subscription agreement continued to exist.

於本年報日期，上述根據上文所述的認購協議施加於本公司控股股東的特定履約責任繼續存在。

Facility Agreement Dated 22 January 2020

On 22 January 2020, the Company entered into a facility agreement with a licensed bank in the PRC relating to a US$135.0 million (equivalent to approximately HK$1,051.4 million) facility. The facility has a term of one year. The purpose of the facility is to repay the shareholder's loan owed to China Oceanwide Group, an intermediate holding company of the Company.

As one of the conditions of the facility, Oceanwide Holdings, the controlling shareholder of the Company shall procure its savings and respective interests (equivalent to the outstanding loan amount or more) in the bank as security for the facility, the breach of which the outstanding loan amount of the facility shall trigger mandatory repayment obligation on the part of the Company.

For details, please refer to the announcement of the Company dated 3 February 2020.

As at the date of this annual report, the above specific performance obligation imposed on Oceanwide Holdings under the aforesaid agreements continued to exist.

PERMITTED INDEMNITY PROVISION

Pursuant to the Bye-laws, the Directors shall be entitled to be indemnified out of the assets of the Company from and against all losses or liabilities which any of them may sustain or incur in or about the execution of their duties in their offices.

Such permitted indemnity provision has been in force throughout the year and is still in force. In addition, the Company has arranged appropriate directors' and officers' liability insurance for the directors and officers of the Group.

CONSTITUTIONAL DOCUMENTS

During the year, there had been no significant change in the Company's constitutional documents.

BORROWINGS

Details of borrowings of the Group as at 31 December 2019 are set out in Notes 30 and 36h to the consolidated financial statements.

2020年1月22日的融資協議

2020年1月22日，本公司與一家中國持牌銀行(作為貸款人)就一項1.35億美元(相等於約港幣10.514億元)的融資簽訂融資協議。該融資的期限為一年。該融資的用途為償還結欠本公司中間控股公司中泛集團的股東貸款。

該融資的其中一項條件為本公司控股股東泛海控股須安排以其於銀行的儲蓄存款及相等利息(金額相等於或多於尚欠貸款金額)作為該融資的擔保，如有違反，將觸發本公司就該融資項下的尚欠貸款金額的強制償還責任。

詳情請參閱本公司2020年2月3日的公告。

於本年報日期，上述根據上文所述的協議施加於泛海控股的特定履約責任繼續存在。

獲准許彌償條文

根據公司細則，董事有權就彼等於履行其職務或其有關方面可能蒙受或產生之所有虧損或負債自本公司的資產中獲得彌償。

有關獲准許彌償條文已於整個年度生效且仍然生效。此外，本公司已為本集團董事及高級職員安排適當的董事及高級職員責任保險。

憲章文件

年內，本公司的憲章文件並無重大變動。

借貸

本集團於2019年12月31日的借貸詳情載於綜合財務報表附註30及36h。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year, neither the Company nor any of its subsidiaries has purchased or sold any of the listed securities of the Company. In addition, the Company has not redeemed any of its listed securities during the year.

購買、出售或贖回本公司的上市證券

年內，本公司及其任何附屬公司概無購買或出售本公司的上市證券。此外，本公司於年內亦無贖回其任何上市證券。

PRE-EMPTIVE RIGHTS

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

優先認購權

公司細則或百慕達法例並無關於優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股份。

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 273 of this annual report.

五年財務概要

本集團過去五個財政年度之業績及資產與負債概要載於本年報第273頁。

RETIREMENT BENEFIT SCHEMES

Information on the retirement benefits schemes of the Group is set out in Note 15 to the consolidated financial statements.

退休福利計劃

有關本集團退休福利計劃之資料載於綜合財務報表附註15。

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of the Group's revenue (excluding interest and dividend incomes) for the year ended 31 December 2019 attributable to the major customers of the Group were as follows:

主要客戶和供應商

截至2019年12月31日止年度，本集團主要客戶佔本集團收入(不包括利息和股息收益)的百分比如下：

	Percentage of total revenue of the Group 佔本集團總收入的百分比
The largest customer 最大客戶	21.8%
Five largest customers in aggregate 五大客戶合計	42.7%

None of the Directors or any of their associates or any shareholders (which to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the major customers noted above.

概無董事或彼等的任何聯繫人或任何股東(據董事所知擁有本公司已發行股本超過5%)於上述主要客戶中擁有任何權益。

During the year ended 31 December 2019, the Group has not made any purchases other than incurring rental outgoings and overhead expenses.

截至2019年12月31日止年度,除產生租賃業務支出及經營費用外,本集團並無作出任何採購。

PUBLIC FLOAT

Based on information available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float in compliance with the requirement of the Listing Rules during the year and up to the date of this annual report.

公眾持股量

根據本公司所得資料及據董事所悉,本公司於年內及截至本年報日期已遵照上市規則的規定維持充足的公眾持股量。

DISCLOSURE ON CORPORATE GOVERNANCE PRACTICES AND ENVIRONMENTAL AND SOCIAL INITIATIVES

The Company's corporate governance practices during the year are set out in the Corporate Governance Report on pages 66 to 92 of this annual report. The Group's environmental and social initiatives during the year are set out in the 2019 Social Responsibility Report which is available at websites of the Company and Hong Kong Exchanges and Clearing Limited.

企業管治常規及環境和社會方面措施之披露

本公司年內的企業管治常規載於本年報第66頁至第92頁的企業管治報告內。本集團年內於環境和社會方面的措施載於2019年社會責任報告(可於本公司網站及香港交易及結算所有限公司網站下載)內。

RELATIONSHIP WITH KEY PARTIES

The Group's success depends on, amongst other matters, the support from key parties which comprises of the customers, suppliers, subcontractors and employees.

The Group appreciates the importance of maintaining a good relationship with its customers and suppliers to meet its immediate and long-term business goals. The Group values the feedback from customers, mainly our tenants for the investment properties, through daily communication, and will address their concerns in a timely manner. For the suppliers and subcontractors, the Group assures their performance for delivering quality products and sustainable services through supplier approval process and by spot checks on the delivered goods. During the year ended 31 December 2019, there is no circumstance of any event between the Group and its key parties which will have a significant impact on the Group's business and on which the Group's success depends. The account of the Group's relationship with employees and suppliers is set out in the 2019 Social Responsibility Report.

與主要人士之關係

本集團之成功有賴於(其中包括)客戶、供應商、承包商及僱員等主要人士之支持。

本集團深知與客戶及供應商維持良好關係對達致其短期及長遠業務目標之重要性。本集團重視客戶(主要為投資物業的租戶)透過日常溝通所反饋的意見,並會及時處理彼等關注的問題。對於供應商和承包商,本集團通過供應商批准流程及抽查交付貨物,確保彼等在提供優質產品及可持續服務方面的表現。截至2019年12月31日止年度內,本集團與其主要人士並無出現對本集團業務及本集團賴以成功的因素造成重大影響的任何事件。本集團與僱員及供應商的關係描述載於2019年社會責任報告內。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted the Securities Code regulating Directors' dealings in securities of the Company, on terms no less exacting than the required standard of the Model Code. In response to specific enquiries made, all the Directors have confirmed that they have complied with the Securities Code and the Model Code throughout the year ended 31 December 2019.

EVENT AFTER REPORTING PERIOD

Please refer to Note 41 to the consolidated financial statements for event after the reporting period.

AUDITOR

PricewaterhouseCoopers ("PwC") resigned as auditor of the Company on 22 February 2019. On the same day, the Board, with the recommendation of the audit committee under the Board, appointed BDO as auditor of the Company to fill the casual vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company which was held on 23 May 2019 (the "2019 AGM"). At the 2019 AGM, BDO was re-appointed as auditor of the Company.

The consolidated financial statements of the Group for the year ended 31 December 2019 have been audited by BDO, who will retire and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of BDO as auditor of the Company is to be proposed at the AGM.

Save as disclosed above, there has been no change in auditor of the Company in any of the preceding three years.

By Order of the Board
Han Xiaosheng
Chairman

Hong Kong, 24 April 2020

董事進行證券交易的標準守則

董事會採納了證券守則以規管董事進行本公司的證券交易，其條款不比標準守則的規定標準寬鬆。因應本公司作出的具體查詢，全體董事確認彼等於截至2019年12月31日止年度內一直遵守證券守則及標準守則。

報告期後事項

報告期後事項載列於綜合財務報表附註41。

核數師

羅兵咸永道會計師事務所(「羅兵咸永道」)已於2019年2月22日辭任本公司核數師。同日，根據董事會轄下審核委員會的推薦建議，董事會委任立信德豪為本公司核數師，以填補羅兵咸永道辭任後產生的臨時空缺，任期直至本公司於2019年5月23日舉行的下屆股東周年大會(「2019年股東周年大會」)結束為止。於2019年股東周年大會上，立信德豪獲續聘為本公司核數師。

立信德豪已審核本集團截至2019年12月31日止年度的綜合財務報表並將告退，惟符合資格並願膺聘連任。續聘立信德豪為本公司核數師之決議案將於股東周年大會上提呈。

除上文所披露者外，本公司核數師於過去三年概無變動。

承董事會命
主席
韓曉生

香港，2020年4月24日

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining good standards of corporate governance best suited to the needs and interests of the Group as it believes that effective corporate governance practices are fundamental to safeguarding interests of the Shareholders and other stakeholders and enhancing shareholders' value. To this end, the Board and our management make continuous effort to reinforce our standards of corporate governance with emphasis on independence, effective internal control, transparency and accountability to the Shareholders.

The Company has complied during the year ended 31 December 2019 (the "Year") with all applicable code provisions ("Code Provision(s)") and principles under the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules, except for the following deviations which are explained below:

CODE PROVISION A.2.1

Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

During the Year, Mr. HAN Xiaosheng performed the two roles of the Company's chief executive officer ("CEO") and chairman of the Board. Vesting the roles of both chairman and chief executive officer in the same person could enable effective and efficient overall strategic planning for the Group.

With effect from 22 January 2020, Mr. HAN Xiaosheng ceased to be CEO but remains as chairman of the Board and executive Director, and Mr. WU Chen was re-designated from deputy CEO to CEO. As such, Mr. HAN Xiaosheng can more focus on the overall strategic planning and management of the Group while Mr. WU Chen is responsible for overseeing the Group's overall business operation, which is in the overall interest of the Group.

企業管治常規

本公司相信有效的企業管治常規是保障股東及其他持份者權益與提升股東價值的基本要素，因此矢志維持最符合本集團需要與利益的良好企業管治水平。為此，董事會及管理層不斷努力提升我們的企業管治水平，尤其着重獨立性、有效之內部監控、透明度及對股東問責。

本公司於截至2019年12月31日止年度(「年內」)內一直遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)的所有適用守則條文(「守則條文」)及原則，惟下述偏離除外：

守則條文A.2.1

守則條文A.2.1規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

韓曉生先生於年內身兼本公司總裁(「總裁」)及董事會主席兩職。由同一名人士兼任主席和總裁兩職可更有效地計劃本集團的整體策略。

由2020年1月22日起，韓曉生先生不再擔任總裁，但繼續擔任董事會主席兼執行董事，而武晨先生則由副總裁調任為總裁。此舉可令韓曉生先生更專注於本集團的整體策略規劃及管理，而武晨先生將專責監督本集團的整體業務運作，符合本集團的整體利益。

CODE PROVISION E.1.2

Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend.

Due to other business engagement, Mr. Liu Jipeng, a chairman of audit committee (the "Audit Committee") under the Board did not attend the 2019 AGM.

守則條文E.1.2

守則條文E.1.2規定，董事會主席應出席股東周年大會，並邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(視何者適用而定)的主席出席。

由於有其他事務在身，董事會轄下審核委員會(「審核委員會」)主席劉紀鵬先生並無出席2019年度股東周年大會。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted its own Model Code for Securities Transactions by Directors (the "Securities Code") regulating the Directors' dealings in the Company's securities on terms no less exacting than the required standard of the Model Code. In response to specific enquiries made, all the Directors have confirmed that they have complied with the Securities Code and the Model Code throughout the Year.

董事進行證券交易的標準守則

董事會採納了董事進行證券交易的標準守則(「證券守則」)以規管董事進行本公司的證券交易，其條款不比標準守則的規定標準寬鬆。因應本公司作出的具體查詢，全體董事確認彼等於年內一直遵守證券守則及標準守則。

BOARD OF DIRECTORS

董事會

Board Composition

The Board currently comprises five executive Directors, one non-executive Director and three INEDs.

At least one of the INEDs possesses appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. The Directors are well-versed in respective areas such as accounting and finance, business management and industry knowledge and the Board as a whole has achieved an appropriate balance of skills and experience. The Directors' biographical details are set out from pages 30 to 34 of this annual report.

To the best of the Company's knowledge, there is no financial or family relationship among the Board members. All of them are free to exercise their independent judgment on all matters concerning the Company.

董事會成員組合

董事會現時由五名執行董事、一名非執行董事及三名獨立非執行董事組成。

其中至少一名獨立非執行董事具備適當的專業資格或上市規則第3.10條規定之會計或相關財務管理專長。董事在會計與財務、業務管理及行業知識等各範疇擁有深入精闢之認識，而董事會整體更具備各方面之適當技能與經驗。董事的簡歷載於本年報第30頁至第34頁。

據本公司所深知，董事會成員之間概無財務或親屬關係。全體董事均可就本公司一切事宜自由作出獨立判斷。

BOARD DIVERSITY POLICY

The Company adopted the board diversity policy (the "Board Diversity Policy") in 2013. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance and as an essential element in maintaining strategic objectives and sustainable development of the Group. All appointment of the Board members will be based on merits against objective criteria and with due regards for benefits and balance of diversity on the Board. The Board diversity will be considered in terms of, among other things, gender, age, professional experience and qualifications and educational and cultural background, and any other factors that the nomination committee (the "Nomination Committee") under the Board may consider relevant and applicable from time to time towards complementing and extending the skills, know-how and experience of the Board.

董事會成員多元化政策

本公司於2013年採納董事會成員多元化政策(「董事會成員多元化政策」)。本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多,並且是支援本集團達到戰略目標及維持可持續發展的必要元素。董事會所有任命均以用人唯才為原則,並充分考慮董事會之利益及成員多元化方面保持平衡。權衡董事會多元化時計及的因素包括(其中包括)性別、年齡、專業經驗及資歷、教育及文化背景,以及董事會轄下提名委員會(「提名委員會」)可能不時認為有助於補充及延展董事會技能、知識及經驗的任何其他相關及適用因素。

DELEGATION BY THE BOARD

The Directors are collectively responsible for setting the Group's strategies, providing leadership and guidance to put them into effect, reviewing and monitoring the performance of the Group and are accountable to the Shareholders. To maximise the effectiveness of the Group's operations, the Board has delegated management and administration of the Group's daily operations to the executive Directors and the management (the "Management") while reserving several important matters for its approval. To this end, the Board has adopted written guidelines (the "Guidelines") laying down the division of functions between the Board and the Management.

Pursuant to the Guidelines, the major functions of the Board and the Management are summarised as follows:

The Board is principally responsible for:

1. determining/approving the overall strategy and annual operating budget of the Group;

2. reviewing all significant policy matters of the Group;

董事會的授權

董事須共同負責制訂本集團的策略,並為實行有關策略提供領導與指引,亦肩負檢討及監察本集團表現的責任,同時向股東負責。為盡量提升本集團的營運效益,董事會已授權執行董事及管理層(「管理層」)負責本集團日常營運的管理及行政工作,但某些重要事宜則須經其批准。就此而言,董事會已採納一套書面指引(「指引」),列明董事會與管理層之間的職能劃分。

根據指引,董事會及管理層的主要職能概述如下:

董事會主要負責:

1. 釐定／批准本集團的整體策略及年度營運預算;

2. 檢討本集團的所有重大政策事宜;

3. monitoring the performance of the Management to ensure that the business operations of the Group are properly planned, authorised and undertaken; and

4. overseeing the Group's internal control and risk management systems on an ongoing basis, and reviewing the effectiveness of such systems at least annually.

The duties of the Management mainly include the following aspects:

1. is vested with all general powers of management and control as are vested in the Directors, save and except for those that may specifically be reserved by the Board and/or the Board committees for decision and implementation; or those that may only be exercised by the Board pursuant to the Listing Rules, the Bye-laws and/or the terms of reference of the Board Committees;

2. is authorised to perform all acts as may be performed by the Directors, save and except for those that may only be performed by the Board pursuant to the Companies Act of Bermuda, the Bye-laws, the Listing Rules and/or the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs;

3. is empowered to implement policies/measures for business activities, internal control, risk management and corporate governance of the Group; and

4. is empowered to implement any other matters as assigned by the Board from time to time.

The Board reviews those arrangements and the Guidelines on a periodic basis to ensure that they remain appropriate to the needs of the Group.

The Board has assessed the independence of INEDs and considers all of them to be independent having regard to (i) their annual confirmations on independence as required under the Listing Rules, (ii) the absence of involvement in the daily management of the Company and (iii) the absence of any relationships or circumstances which would interfere with the exercise of their independent judgment. Throughout the Year, the number of INEDs on the Board meets the one-third requirement under the Listing Rules.

3. 監察管理層的表現，確保本集團的業務營運妥善規劃、授權及進行；及

4. 持續監察本集團的內部監控及風險管理系統，並至少每年檢討該等系統的成效。

管理層的職責主要包括以下方面：

1. 被賦予董事所獲賦予有關管理及監管的所有一般權力，惟董事會及／或董事委員會可能就決策及實施而特別保留者；或根據上市規則、公司細則及／或董事委員會職權範圍僅可由董事會行使者除外；

2. 獲授權進行董事可進行的所有工作，惟根據百慕達公司法、公司細則、上市規則及／或香港公司收購、合併及股份回購守則僅可由董事會進行者除外；

3. 獲授權實施有關本集團業務活動、內部監控、風險管理及企業管治的政策／措施；及

4. 獲授權執行董事會不時指派的任何其他事宜。

董事會定期檢討該等安排及指引，確保其符合本集團的需要。

董事會已評估全體獨立非執行董事之獨立性，並經考慮彼等 (i) 按上市規則規定出具的年度獨立性確認函，(ii) 並無參與本公司的日常管理及 (iii) 並無影響彼等作出獨立判斷的任何關係或情況，董事會認為全體獨立非執行董事均屬獨立。董事會之獨立非執行董事人數於年內均符合上市規則佔董事會成員最少三分之一的要求。

APPOINTMENT, RE-ELECTION AND REMOVAL

All the non-executive Directors are appointed for a term of three years, subject to renewal and re-election as and when required under the Listing Rules and the Bye-laws. However, any Director who is appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting of the Company, or in the case of an additional appointment, until the next following annual general meeting of the Company, and shall be eligible for re-election at the relevant general meeting. All the Directors are subject to retirement from office and shall be eligible for re-election at the annual general meetings at least once every three years in accordance with the Bye-laws.

Newly appointed Directors will receive induction packages containing the duties and responsibilities of directors as required under the Listing Rules and other applicable rules and regulations.

委任、重選及罷免

所有非執行董事的任期為三年，須根據上市規則及公司細則的規定重續及接受重選。然而，任何由董事會委任以填補臨時空缺之董事將任職至本公司下一次股東大會，如屬新增董事，將任職至本公司下屆股東周年大會，其將合資格於有關股東大會上接受重選。根據公司細則，所有董事均須至少每三年於股東周年大會上退任一次，並合資格於會上接受重選。

新委任之董事將收到一套入職指引文件，當中載有上市規則以及其他適用規則及規例所規定董事之職務及責任。

BOARD MEETINGS

The Board meets regularly, and at least four times a year with meeting dates scheduled prior to the beginning of the year. Between scheduled meetings, senior management of the Group provides to Directors, on a regular basis, monthly updates and other information with respect to the performance, and business activities and development of the Group. Throughout the year, the Directors participated in the deliberation and approval of routine and operational matters of the Company by way of written resolutions with supporting explanatory materials, supplemented by additional verbal and/or written information from the Company Secretary or other executives as and when required. Details of material transactions of subsidiaries are provided to the Directors as appropriate. Whenever warranted, additional Board meetings are held. In addition, the Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors and they are at liberty to propose appropriate matters for inclusion in Board agendas.

董事會會議

董事會定期會面，並每年最少舉行四次會議，會議日期於年初前編定。在預定的會議之間，本集團高級管理層定期向董事提供有關於本集團的每月最新資料以及有關表現及業務活動和發展的其他資料。年內，各董事透過附有理據說明資料的書面決議案，及於需要時由公司秘書或其他行政人員提供額外的口頭及／或書面補充資料，參與考慮與批核本公司的日常及營運事宜。有關附屬公司重大交易的詳細資料，亦會適時提供予各董事。在必要時，董事會會舉行額外的會議。此外，董事可隨時於彼等認為需要時全面取得本集團資料和獨立的專業意見，並可隨時提出適當事項以納入董事會會議議程。

With respect to regular meetings of the Board, Directors receive written notice of the meeting generally about a month in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, Directors are given as much notice as is reasonable and practicable in the circumstances. Except for those circumstances permitted by the Bye-laws and the Listing Rules, a Director who has a material interest in any contract, transaction, arrangement or any other kind of proposal put forward to the Board for consideration abstains from voting on the relevant resolution and such Director is not counted for quorum determination purposes.

有關董事會的定期會議，各董事一般於約一個月前獲得書面的會議通知，並於會議日期前不少於三天獲發送會議議程和相關董事會文件。至於其他會議，公司將視乎情況，在合理和實際可行的情況下盡早向董事發出通知。除公司細則及上市規則允許的情況外，於提呈董事會考慮的任何合約、交易、安排或任何其他類別建議中擁有重大利益的董事，須就有關決議案放棄表決權，而該董事亦不得計算在會議法定人數內。

The following table shows the attendance of the Directors at the scheduled Board meetings during the year ended 31 December 2019:

下表列示董事於截至2019年12月31日止年度出席定期董事會會議的情況：

Name of Director **董事姓名**		**No. of the scheduled Board meetings attended/held** **出席／舉行定期董事會會議的次數**
Executive Directors	**執行董事**	
HAN Xiaosheng	韓曉生	5/5
LIU Hongwei	劉洪偉	4/5
LIU Bing	劉　冰	4/5
ZHANG Xifang	張喜芳	4/5
LIU Guosheng	劉國升	2/5
Non-executive Director	**非執行董事**	
ZHAO Yingwei	趙英偉	1/5
Independent non-executive Directors	**獨立非執行董事**	
LIU Jipeng	劉紀鵬	5/5
YAN Fashan	嚴法善	5/5
LO Wa Kei Roy	盧華基	5/5

In addition to Board meetings, the Chairman holds regular meetings with the executive Directors and at least two meetings with the non-executive Directors (including INEDs) annually without the presence of the executive Directors. The non-executive Directors (including INEDs) freely provide their independent opinion to the Board.

除董事會會議外，主席與執行董事舉行定期會議，及在執行董事不在場的情況下，與非執行董事(包括獨立非執行董事)每年最少舉行兩次會議。非執行董事(包括獨立非執行董事)可自如地向董事會提供獨立意見。

GENERAL MEETING

During the year, the Company held two general meetings. The following table shows the attendance of the Directors and the attendance record of each Director was as follows:

股東大會

年內，本公司舉行了兩次股東大會。下表列示每名董事的出席紀錄：

Name of Director 董事姓名		No. of general meetings attended/held 出席／舉行的股東大會次數
Executive Directors	**執行董事**	
HAN Xiaosheng	韓曉生	2/2
LIU Hongwei	劉洪偉	2/2
LIU Bing	劉　冰	0/2
ZHANG Xifang	張喜芳	2/2
LIU Guosheng	劉國升	0/2
Non-executive Director	**非執行董事**	
ZHAO Yingwei	趙英偉	2/2
Independent non-executive Directors	**獨立非執行董事**	
LIU Jipeng	劉紀鵬	1/2
YAN Fashan	嚴法善	2/2
LO Wa Kei Roy	盧華基	2/2

COMPANY SECRETARY

The Chairman has authorised the company secretary of the Company to prepare agenda for each Board meeting and to ensure that all Directors are properly briefed on issues to be discussed at Board meetings and receive adequate and accurate information in a timely manner.

Ms. LAM Wai Yee Sophie, the company secretary of the Company, is a fellow member of The Institute of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. She is a full time employee of the Company and is responsible for advising the Board on corporate governance matters and ensuring that the Board complies with the applicable rules and regulations. During the year ended 31 December 2019, Ms. LAM has complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

公司秘書

主席已授權本公司之公司秘書為每次董事會會議編製議程，並確保全體董事均獲得將會在董事會會議上討論之事項的適當簡報，並及時收到充分和準確的資料。

本公司公司秘書林慧怡女士為香港特許秘書公會與英國特許公司治理公會(前稱特許秘書及行政人員公會)的資深會員。彼為本公司的全職僱員，負責向董事會提供關於企業管治事宜的意見，並確保董事會遵守適用規則及規例。於截至2019年12月31日止年度，林女士已遵守上市規則第3.29條的規定，參與不少於15小時的相關專業培訓。

DIRECTORS' TRAINING AND CONTINUING PROFESSIONAL DEVELOPMENT

The Company arranges and provides continuous professional development ("CPD") training and relevant reading materials to the Directors from time to time to help ensure that they are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses and to refresh their knowledge and skills on the roles, functions and duties of a listed company director. In addition, attendance at external forums or briefing sessions (including delivery of speeches) on the relevant topics also counts toward CPD training.

The Directors are required to provide the Company with details of the CPD training undertaken by them from time to time.

The Directors have to disclose to the Company their interests as director and other office in other public companies and organisations in a timely manner and update the Company on any subsequent changes.

During the Year, all the Directors have participated in the CPD by attending internal CPD training/seminars/programmes and/or reading materials relating to updates on corporate governance and regulations.

董事培訓與持續專業發展

本公司不時為董事安排及提供持續專業發展培訓及相關閱讀資料，以確保彼等獲悉與本集團經營業務相關的商業、法律與監管環境的最新變化，並更新彼等作為上市公司董事於角色、職能及職責方面的知識及技能。此外，出席相關主題的外界論壇或簡介會(包括發表演講)亦會計入持續專業發展培訓。

董事須不時向本公司提供彼等所進行持續專業發展培訓的詳情。

董事須適時向本公司披露彼等於其他公眾公司與機構擔任董事和其他職位的利益，以及更新任何後續變動。

年內，全體董事已透過出席有關企業管治及法規最新資料之內部持續專業發展培訓／講座／課程及／或閱讀相關材料參與持續專業發展。

REMUNERATION MANAGEMENT POLICY

The remuneration management policy of the Group is to ensure that the Group's pay levels are competitive in attracting and retaining the Directors, senior management and employees as well as motivating them in the continual pursuit of the Group's goal.

The remuneration package of the Directors and senior management is performance-based and takes into account factors such as the Group's business performance and prevailing market practices. The key components of the Group's remuneration package include basic salary, medical insurance, discretionary cash bonus and retirement benefit scheme. No individual Director or senior management will be involved in deciding his or her own remuneration.

薪酬管理制度

本集團的薪酬管理制度旨在確保本集團薪酬水平具有競爭力，可吸引及挽留董事、高級管理人員及僱員，並能激勵彼等繼續努力達成本集團的目標。

董事及高級管理人員的薪酬待遇與表現掛鈎，並計及本集團的業務表現及當時市場慣例等因素。本集團薪酬待遇的主要組成部分包括基本薪金、醫療保險、酌情現金花紅及退休福利計劃。董事或高級管理人員不得參與釐定其本身的薪酬。

The Remuneration Committee will consult with chairman of the Board in respect of their recommendations in determining the remuneration of the executive Directors and senior management of the Company. The details of the Remuneration Committee is set out in the section headed "Board Committees" below.

薪酬委員會將諮詢董事會主席有關彼等就釐定本公司執行董事及高級管理人員薪酬的推薦建議。薪酬委員會的詳情載於下文「董事委員會」一節。

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has arranged appropriate directors' and officers' liability insurance to indemnify the Directors and senior staff of the Group for their potential liabilities incurred by them in discharging their respective duties. The Company reviews the insurance coverage for the Directors and the Group's senior staff on an annual basis.

董事與高級職員責任保險

本公司已安排適當的董事與高級職員責任保險，以彌償董事及本集團高級職員因履行彼等各自職務而產生的潛在責任。本公司每年檢討董事及本集團高級職員的受保範圍。

BOARD COMMITTEES

The Board has established three Board committees including the Audit Committee, Remuneration Committee and Nomination Committee (collectively the "Committees") to oversee specific aspects of the Group's affairs. The Committees have been provided with sufficient resources to discharge their respective duties. Each of the Committees has adopted specific terms of reference covering its duties, powers and functions which will be reviewed by the Board from time to time. The terms of reference of the Committees have been posted on website of the Company at www.oceanwide.hk. The company secretary of the Company also acts as secretary of the Committees. The Committees adopt as far as practicable, the procedures and arrangement of the Board meeting in relation to the conduct of meetings, notice of meetings and recording of minutes. Further particulars of each of the Committees are set out below:

董事委員會

董事會已成立三個董事委員會，包括審核委員會、薪酬委員會及提名委員會(統稱「委員會」)，以監察本集團事務的特定範疇。委員會已獲提供足夠資源以履行彼等各自之職務。各委員會已採納具體的職權範圍，包括其職務、權力及職能，並不時由董事會檢討。委員會的職權範圍已登載於本公司網站www.oceanwide.hk。本公司公司秘書亦擔任委員會秘書。在實際可行情況下，委員會就舉行會議、會議通告及記述會議紀錄方面盡量採納與董事會會議相同之程序與安排。各委員會的進一步詳情載列如下：

Audit Committee

The Audit Committee is chaired by Mr. LIU Jipeng, the INED, with Mr. ZHAO Yingwei, the non-executive Director, and Mr. LO Wa Kei Roy, the INED, as members. All of them possess the relevant business and financial management experience and skills to understand financial statements and contribute to the financial governance, internal controls and risk management of the Company.

The principal duties of the Audit Committee are to oversee the relationship between the Company and its external auditor, review the preliminary results, interim and final results, and annual and interim financial statements of the Group, monitor the corporate governance of the Group including compliance with statutory and Listing Rules requirements, review the scope, extent and effectiveness of the activities of internal audit of the Group, engage independent legal and other advisers and conduct investigations as it determines to be necessary. All members of the Audit Committee have unrestricted access to the Group's external auditors and management.

The Audit Committee meets with the chief financial officer, internal auditor and other management of the Company from time to time for the purposes of reviewing the interim and final results, the interim report and annual report, and other financial, internal control, corporate governance and risk management matters of the Group. It considers and discusses the reports and presentations of the management, the internal and external auditors of the Group, with a view to ensuring that the consolidated financial statements of the Group are prepared in accordance with accounting principles generally accepted in Hong Kong. It also meets at least twice a year with the external auditor of the Company, to consider the reports of the external auditor on the scope, strategy, progress and outcome of its independent review of the interim financial statements and its annual audit of the consolidated financial statements. In addition, the Audit Committee holds regular private meetings with the external auditor without the presence of the management.

審核委員會

審核委員會由獨立非執行董事劉紀鵬先生擔任主席，成員為非執行董事趙英偉先生和獨立非執行董事盧華基先生。彼等均具備相關的商業及財務管理經驗及技能以了解財務報表及對本公司的財務管治、內部監控及風險管理作出貢獻。

審核委員會的主要職務為監察本公司與外聘核數師的關係、審閱本集團的初步業績、中期及年度業績以及年度及中期財務報表、監察本集團的企業管治，包括法定與上市規則規定的遵守情況、審訂本集團內部審核的工作範疇、規限與成效，在其認為有需要時委聘獨立的法律及其他顧問及進行調查。審核委員會全體成員均可不受限制地接觸本集團外聘核數師及管理層。

審核委員會不時與本公司財務總監、內部核數師及其他管理人員會面，以審閱本集團的中期及全年業績、中期報告及年報，以及其他財務、內部監控、企業管治及風險管理事宜。委員會考慮及審議管理層、本集團內部和外聘核數師之報告與陳述，以確保本集團的綜合財務報表乃按照香港普遍採納的會計原則編製。委員會亦與本公司的外聘核數師每年最少會面兩次，以考慮外聘核數師就其獨立審閱中期財務報表及年度審核綜合財務報表的範疇、策略、進展和結果所作的報告。此外，審核委員會在並無管理層出席的情況下，與外聘核數師定期會面。

The Audit Committee assists the Board in meeting its responsibilities for maintaining an effective system of internal control and risk management. It reviews the process by which the Group evaluates its control environment and risk assessment process, and the way in which business and control risks are managed. It receives and considers the presentations of the management in relation to the reviews on the effectiveness of the internal control systems of the Group and the adequacy of resources, qualifications and experience of staff in the accounting, internal audit and financial reporting function of the Group, as well as their training programmes and budget. In addition, the Audit Committee reviews with the internal auditor the work plans for its audits on the Group together with its resource requirements and considers the internal audit reports to the Audit Committee on the effectiveness of internal controls in the business operations of the Group. Further, it also receives the reports from the company secretary of the Company on the compliance status on regulatory requirements of the Group. These reviews and reports are taken into consideration by the Audit Committee when it makes its recommendation to the Board for approval of the consolidated financial statements for the year.

審核委員會協助董事會達到維持有效的內部監控和風險管理系統之責任。委員會檢討本集團評估監控環境與評核風險的程序，以及管理業務及監控風險的方式。委員會獲取並考慮管理層有關檢討本集團內部監控系統是否有效的陳述和員工在本集團會計、內部審核與財務匯報職能方面的資源、資歷及經驗以及其培訓課程及預算是否充足。此外，審核委員會與內部審計師檢討其對本集團的審核工作計劃及所需的資源，並審議有關本集團業務的內部監控成效向審核委員會的內部審計報告。另外，委員會亦獲本公司之公司秘書提交有關本集團遵守監管規定情況的報告。審核委員會根據此等檢討結果及報告，就批核年度綜合財務報表向董事會提出推薦建議。

During the Year, the Audit Committee held five meetings to (1) review the management and accounting principles and practices adopted by the Group; (2) discuss financial reporting matters including the review of 2018 annual results and 2019 interim results of the Group; (3) review the adequacy of resources, accounting staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions; (4) review the corporate governance structure and practices within the Group; and (5) review of the Group's internal control procedures, risk management, connected transactions and other related issues.

年內，審核委員會舉行了五次會議，以(1)審閱本集團採納的管理及會計原則及慣例；(2)討論財務匯報事宜，包括審閱本集團2018年全年業績及2019年中期業績；(3)審閱本公司會計、內部審核及財務匯報職能的資源、會計人員資歷及經驗、培訓課程及預算是否充足；(4)審閱本集團內部的企業管治架構及常規；及(5)審閱本集團的內部監控程序、風險管理、關連交易及其他相關事宜。

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditor. The Audit Committee also met the external auditor at least twice without the presence of the executive Directors.

董事會與審核委員會之間就外聘核數師的甄選、委任、辭任或罷免概無異議。審核委員會亦已於並無執行董事在場的情況下與外聘核數師至少會面兩次。

The following table shows the attendance of members of the Audit Committee at the Audit Committee meetings during the year ended 31 December 2019:

下表列示審核委員會成員於截至2019年12月31日止年度出席審核委員會會議的情況：

Name of Audit Committee member **審核委員會成員姓名**		**No. of Audit Committee meetings attended/held** **出席／舉行的審核委員會會議次數**
LIU Jipeng	劉紀鵬	5/5
ZHAO Yingwei	趙英偉	0/5
LO Wai Kei Roy	盧華基	5/5

Remuneration Committee

The Remuneration Committee comprises three members with expertise in human resources and personnel emoluments. The Remuneration Committee is chaired by Mr. YAN Fashan, the INED, with Mr. HAN Xiaosheng, chairman of the Board and executive Director, and Mr. LO Wa Kei Roy, the INED, as members. The Remuneration Committee meets at least once a year to determinate the remuneration package of executive Directors and senior management of the Group. Remuneration matters are also considered and approved by the Remuneration Committee by way of written resolutions and additional meetings where warranted.

薪酬委員會

薪酬委員會由三名具備人力資源與薪酬待遇方面專長的成員組成。薪酬委員會由獨立非執行董事嚴法善先生擔任主席，成員為董事會主席兼執行董事韓曉生先生及獨立非執行董事盧華基先生。薪酬委員會須至少每年舉行一次會議，以釐定執行董事及本集團高級管理人員的薪酬待遇。如有必要，薪酬事宜亦會經薪酬委員會以書面決議案及額外會議方式考慮及批准。

The principal duties of the Remuneration Committee are to assist the Board in achieving its objective of attracting, retaining and motivating employees of the highest calibre and experience needed to shape and execute strategy of the Group. It assists the Group in the administration of a fair and transparent procedure for setting remuneration policies for all Directors and senior executives of the Group. Whilst the Board retains its power to determine the remuneration of non-executive Directors, the responsibility for reviewing and determining the remuneration package of individual executive Directors and senior management of the Group is delegated to the Remuneration Committee.

薪酬委員會的主要職務是協助董事會達成其目標，即吸引、保留與激勵最具才能和經驗的人才，為本集團制訂與執行策略。薪酬委員會協助本集團施行公平而具透明度的程序，以制訂全體董事與本集團高級行政人員的薪酬政策。儘管董事會保留釐定非執行董事薪酬的權力，惟審閱及釐定個別執行董事及本集團高級管理人員薪酬待遇的職責已賦予薪酬委員會。

During the year ended 31 December 2019, the Remuneration Committee held one meeting to (1) review the remuneration policies of the Group; and (2) review the proposed 2020 directors' fees for the INEDs.

截至2019年12月31日止年度，薪酬委員會舉行了一次會議，以(1)審閱本集團的薪酬政策；及(2)審閱有關2020年獨立非執行董事的建議董事袍金。

The following table shows the attendance of members of the Remuneration Committee at the Remuneration Committee meeting during the year ended 31 December 2019:

下表列示薪酬委員會成員於截至2019年12月31日止年度出席薪酬委員會會議的情況：

Name of Remuneration Committee member **薪酬委員會成員姓名**		**No. of Remuneration Committee meeting(s) attended/held** **出席／舉行的薪酬委員會會議次數**
YAN Fashan	嚴法善	1/1
HAN Xiaosheng	韓曉生	1/1
LO Wa Kei Roy	盧華基	1/1

During the Year, the annual remuneration of the Company's senior management is within the following bands:

年內，本公司高級管理人員的年度薪酬範圍如下：

Remuneration band **薪酬範圍** HK$ 港幣	**Number of senior management** **高級管理層人數**
2,500,001–3,000,000	1
< 1,000,001	2

Nomination Committee

The Nomination Committee is chaired by Mr. HAN Xiaosheng, chairman of the Board and executive Director, with Mr. LIU Jipeng and Mr. YAN Fashan, the INEDs, as members.

The principal duties of the Nomination Committee are to (1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy; (2) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; (3) assess the independence of INEDs; and (4) make recommendations to the Board on the appointment or re-appointment of the Directors.

In the selection, appointment and re-appointment of the Directors, the Nomination Committee will consider, revaluate and select the candidate(s) based on meritocracy and with reference to nomination criteria set out in the Nomination Policy, which include:

1. reputation;
2. leaders as needed by the Company;
3. the structure, size, composition and time requirements of the Board;

提名委員會

提名委員會由董事會主席兼執行董事韓曉生先生擔任主席，成員為獨立非執行董事劉紀鵬先生及嚴法善先生。

提名委員會的主要職務為(1) 至少每年檢討董事會的架構、人數及成員組合(包括技能、知識及經驗)，並就任何為配合本集團的企業策略而擬對董事會作出的變動推薦建議；(2) 物色具備合適資格可成為董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出推薦建議；(3) 評核獨立非執行董事的獨立性；及(4) 就委任或續聘董事向董事會提出推薦建議。

在挑選、委任及重新委任董事時，提名委員會將根據用人唯才原則並參考提名政策中規定的提名標準以考慮、重新評價及挑選候選人，其中包括：

1. 聲譽；
2. 本公司所需的領導人才；
3. 董事會結構、規模、組成和時間要求；

4. balance of talents, experience, independence and knowledge possessed by the candidate, and whether he/she is best suitable for coping with the challenges and opportunities faced by the Group as well as fostering the success of the Group;

5. the Board Diversity Policy, among which, the background of the candidate shall be considered;

6. balance of the number of the INEDs;

7. term of services and continuity of the INEDs;

8. shareholders' re-election of the Directors retiring by rotation;

9. any conflict of interests between the Director and the Group; and

10. any other relevant matters.

The nomination procedures for selection, appointment and re-appointment of a Director are summarised as follows:

1. identifies or selects candidate(s) recommended to the Nomination Committee, with or without assistance from external agencies or the Company, pursuant to the nomination criteria set out in the above paragraph;

2. may use any process it deems appropriate to evaluate the candidate(s), which may include personal interviews, background checks, presentations or written submissions by the candidate(s) and third party references;

3. holds meeting(s) to consider and approve the matter or make decisions by written resolutions;

4. 候選人的才能、經驗、獨立性和知識是否均衡，是否應對本集團面臨的挑戰和機遇並促進本集團成功的最佳人選；

5. 董事會成員多元化政策，其中包括需考慮各候選人的背景；

6. 獨立非執行董事的人數均衡；

7. 獨立非執行董事的服務年資和延續任期；

8. 股東對輪換退任董事的重選；

9. 董事與本集團之間的任何利益衝突；及

10. 任何其他相關事項。

挑選、委任及重新委任董事之提名程序概述如下：

1. 依據上段所列之提名準則，不論是在借助或沒有借助外部機構或本公司的情況下，物色或挑選推薦予提名委員會之候選人；

2. 可採用其認為適當的任何程序評價候選人，當中可包括個人訪談、背景調查、候選人簡報或書面陳述及第三方推薦；

3. 舉行會議，以書面決議案形式審議及批准有關事項或作出決定；

4. provides to the Board with all the information required including information set out in Rule 13.51(2) of the Listing Rules in relation to the candidate(s);

5. makes recommendation to the Board including the terms and conditions of the appointment;

6. the Board deliberates and decides on the appointment based upon the recommendation of the Nomination Committee;

7. appointment of Director should be confirmed by a letter of appointment or director service agreement setting out the key terms and conditions of the appointment of the director; and

8. pursuant to Rule 13.74 of the Listing Rules, where shareholders are required to vote on electing or re-electing a director or directors, the circular accompanying the notice of the relevant general meeting should contain all the information of the candidate(s) required under Rule 13.51(2) of the Listing Rules.

During the Year, the Nomination Committee held one meeting to perform the following duties:

- reviewed the terms of reference of the Nomination Committee and the Board Diversity Policy;
- reviewed the size, structure and composition of the Board;
- assessed the independence of the INEDs; and
- recommended the Board on the re-appointment of Directors.

4. 向董事會提供所有所需資料，包括上市規則第13.51(2)條所載關於候選人之資料；

5. 向董事會提出建議(包括任期及委任條件)；

6. 董事會依據提名委員會的建議而審議及決定有關委任；

7. 董事的委任應透過委任書或董事服務合約予以確定，並列明董事委任的主要條款及條件；及

8. 根據上市規則第13.74條，凡股東須就選舉或重新選舉一位或多位董事進行表決，附有相關股東大會通告的通函應載有上市規則第13.51(2)條規定之候選人的所有資料。

年內，提名委員會舉行了一次會議以履行下列職責：

- 審閱提名委員會職責範圍及董事會多元化政策；
- 審閱董事會的規模、結構及組成；
- 評估獨立非執行董事的獨立性；及
- 就董事的重新委任向董事會提出建議。

The following table shows the attendance of members of the Nomination Committee at the Nomination Committee meeting during the Year:

下表列示提名委員會成員於年內出席提名委員會會議的情況：

Name of Nomination Committee member 提名委員會成員姓名		No. of Nomination Committee meeting(s) attended/held 出席／舉行的提名委員會會議次數
HAN Xiaosheng	韓曉生	1/1
LIU Jipeng	劉紀鵬	1/1
YAN Fashan	嚴法善	1/1

ACCOUNTABILITY AND AUDIT

問責性與審核

Financial Reporting

財務匯報

The annual and interim results of the Company are published in a timely manner, within three months and two months respectively of the year end and the half-year period end.

本公司全年及中期業績分別於年結日後三個月及年中期結束後兩個月期限內適時刊發。

The responsibility of the Directors in relation to the financial statements is set out below. It should be read in conjunction with, but distinguished from, the Independent Auditor's Report on pages 93 to 105 which acknowledges the reporting responsibility of the auditor of the Group.

下文列出董事就財務報表所承擔的責任，與第93頁至第105頁獨立核數師報告內本集團核數師確認其匯報責任有所不同，但兩者應一併閱讀。

Annual Report and Financial Statements

年報及財務報表

The Directors acknowledge their responsibility for the preparation of the annual report and financial statements of the Company, ensuring that the financial statements give a true and fair presentation in accordance with Hong Kong Companies Ordinance and the applicable accounting standards.

董事確認其有責任編製本公司年報及財務報表，以確保財務報表能根據香港公司條例及適用會計準則真實而中肯地呈列資料。

Accounting Policies

The Directors consider that in preparing the financial statements, the Group has applied appropriate accounting policies that are consistently adopted and made judgments and estimates that are reasonable and prudent in accordance with the applicable accounting standards.

會計政策

董事認為，本集團在編製財務報表時已應用一貫採納的適當會計政策，並根據適用的會計準則作出合理及審慎的判斷及估計。

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose the financial position of the Group upon which the financial statements of the Group could be prepared in accordance with the accounting policies of the Group.

會計紀錄

董事負責確保本集團保存可披露本集團財務狀況的會計紀錄，而此等紀錄讓本集團得以按照其會計制度編製財務報表。

Safeguarding of Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities within the Group.

保護資產

董事負責採取一切合理及必要的措施保護本集團資產，並防範及偵測本集團內的詐騙及其他違規行為。

Going Concern

The Directors, having made appropriate enquiries, are of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in preparing the financial statements.

持續營運

經適當的查詢後，董事認為本集團擁有足夠資源在可見未來繼續營運，因此本集團適宜採納持續營運的基準編製財務報表。

External Auditor

The Audit Committee reviews and monitors the external auditor's independence and objectivity and effectiveness of the audit process. It receives each year a letter from the external auditor confirming its independence and objectivity and holds meetings with representatives of the external auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of the external auditor.

The policy of the Group regarding the engagement of external auditor for the various services listed below is as follows:

- Audit services — include audit services provided in connection with the audit of the consolidated financial statements. All such services are to be provided by external auditor.

- Audit-related services — include services that would normally be provided by an external auditor but not generally included in audit fees, for example, audits of the pension plans of the Group, accounting advice related to mergers and acquisitions, internal control reviews of systems and/or processes, and issuance of special audit reports for tax or other purposes. The external auditor is to be invited to undertake those services that it must, or is best placed, to undertake in its capacity as auditor.

外聘核數師

審核委員會審閱並監察外聘核數師是否獨立及客觀，以及核數過程的成效。審核委員會每年接獲由外聘核數師發出確認其獨立性及客觀性的函件，並與外聘核數師的代表舉行會議，考慮其審核工作的範疇，並批准其收費以及所提供非審核服務(如有)的範疇與其適合性。審核委員會亦就外聘核數師的委任及續聘事宜向董事會提出推薦建議。

本集團按下列政策委聘用外聘核數師提供下文所述的各類服務：

- 審核服務－包括與審核綜合財務報表有關的審核服務，所有此等服務須由外聘核數師提供。

- 審核相關服務－包括一般由外聘核數師提供，但通常不包括在審核費用內的服務，例如審核本集團的退休金計劃、與併購活動有關的會計意見、對系統及／或程序進行內部監控檢討，以及就稅務或其他目的發表特別審核報告等。本集團邀請外聘核數師提供其作為核數師必須或最能勝任的服務。

- Taxation – related services — include all tax compliance and tax planning services, except for those services which are provided in connection with the audit. The Group uses the services of the external auditor where it is best suited. All other significant taxation related work is undertaken by other parties as appropriate.

- Other services — include, for example, financial due diligence, review of actuarial reports and calculations, risk management diagnostics and assessments, and non-financial systems consultations. The external auditor is also permitted to assist Management and the internal auditor with internal investigations and fact- finding into alleged improprieties. These services are subject to specific approval by the Audit Committee.

- General consulting services — the external auditor is not eligible to provide services involving general consulting work.

During the Year, the fees paid or payable by the Company to BDO Limited, the Company's external auditor, in respect of their audit and audit-related services were HK$3,300,000 and HK$220,000 respectively.

- 與稅務有關的服務－包括所有稅務合規及稅務規劃服務，但不包括與審核有關的服務。本集團委聘外聘核數師提供其最能勝任的服務，而所有其他重要的稅務相關工作則由其他適當人士執行。

- 其他服務－包括例如財務盡職調查、審閱精算報告及計算方法、風險管理分析及評估，以及不涉及財務系統的顧問服務。外聘核數師亦可協助管理層及內部審計師對於懷疑的違規事項作內部調查及實情調查。此等服務須由審核委員會特別批准。

- 一般顧問服務－外聘核數師不符合提供一般顧問服務的資格。

年內，本公司向本公司外聘核數師香港立信德豪會計師事務所有限公司支付或應付的審核及審核相關服務費用分別為港幣3,300,000元和港幣220,000元。

EMPLOYEES' CODE OF CONDUCT

The Group places utmost importance on employees' ethical, personal and professional standards. Every employee is required to undertake to adhere to the code of conduct of the Group, and is expected to achieve the highest standards set out in the code of conduct including avoiding conflict of interest, discrimination or harassment and bribery and corruption etc. Employees are required to report any non-compliance with the code of conduct to the management.

僱員行為守則

本集團極為重視僱員的道德、個人及專業水平。每名僱員均須承諾遵守本集團之行為守則，而本集團期望所有僱員均達到行為守則所訂的最高準則，包括避免利益衝突、歧視或騷擾、以及賄賂及貪污等。僱員須向管理層報告任何違反行為守則的情況。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Group actively promotes investor relations and communication with the investment community during the year. Through its chairman, the Group responds to requests for information and queries from the investment community. A policy on the shareholders' communication, which is available on the website of the Company, was adopted and is subject to regular review by the Board to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

與股東的溝通及投資者關係

本集團於年內積極促進投資者關係以及與投資界的溝通。本集團透過其主席回應投資界人士索取資訊的要求及查詢。股東通訊政策(可於本公司網站閱覽)已獲採納，並須由董事會定期審閱以確保其成效及符合現行的監管及其他規定。

The Board is committed to providing clear and full information on the Group to the Shareholders through the publication of notices, announcements, circulars, interim and annual reports. An up-to-date consolidated version of the Bye-laws is published on the websites of the Company and Hong Kong Exchanges and Clearing Limited ("HKEX"). Moreover, additional information on the Group is also available to the Shareholders and stakeholders through the "Investor Relations" page on the website of the Company.

董事會透過刊發通告、公佈、通函、中期報告與年報，致力為股東提供清晰及全面的本集團資料。公司細則的最新綜合版本分別登載於本公司及香港交易及結算所有限公司(「香港交易所」)的網站內。此外，股東及持份者亦可瀏覽本公司網站「投資者關係」頁面取得更多關於本集團的資料。

The Group values feedback from the Shareholders on its efforts to promote transparency and foster investor relations. Comments and suggestions to the Board or the Company are welcome and can be addressed to the chairman of the Board by mail to 64/F, Bank of China Tower, 1 Garden Road, Hong Kong.

本集團致力提高透明度與促進投資者關係，並且十分重視股東對這方面的回應。如欲向董事會或本公司提出意見與建議，歡迎致函董事會主席，地址為香港花園道1號中銀大廈64樓。

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convening a special general meeting

The Shareholders are encouraged to attend all general meetings of the Company. Pursuant to Section 74 of the Bermuda Companies Act, the shareholder(s) holding not less than one-tenth of the issued share capital of the Company carrying voting rights at general meetings of the Company have statutory rights to call for special general meetings and put forward agenda items for consideration by the Shareholders, by sending the company secretary at the registered office address a written request for such general meetings, duly signed by the Shareholders concerned together with the proposed agenda items.

Procedures for Shareholders to put forward proposals at general meetings

The Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders or of at least one hundred shareholders in number, may put forward proposals for consideration at a general meeting of the Company by sending to the company secretary at the registered office address a written request for such proposals according to Sections 79 and 80 of the Bermuda Companies Act. All substantive resolutions at general meetings are decided on a poll which is conducted by the company secretary and scrutinised by the Hong Kong branch share registrar of the Company. The poll results are published on the websites of the Company and HKEX. In addition, regular updated financial, business and other information on the Group is made available on the website of the Company for the Shareholders and stakeholders.

股東權利

股東召開股東特別大會之程序

本集團鼓勵股東出席本公司所有股東大會。根據百慕達公司法第74條，持有公司已發行股本不少於十分之一附有於本公司股東大會投票權的股東均有法定權利要求召開股東特別大會並提出議程以供股東考慮；股東只須致函註冊辦事處，向公司秘書提交由要求召開此等股東大會的相關股東正式簽署的書面要求及說明所建議討論的議程即可。

股東於股東大會上提呈建議之程序

根據百慕達公司法第79及80條，佔全體股東總投票權不少於二十分之一的股東或人數至少為一百名的股東可以透過致函註冊辦事處，向公司秘書提交動議的書面要求，提呈該動議供股東於本公司股東大會上考慮。股東大會上所有重要的決議案均以按股數表決方式進行投票，投票由公司秘書安排進行，並由本公司的香港股份過戶登記分處監票。投票表決結果分別於本公司及香港交易所的網站公佈。此外，本公司網站登載定期更新的本集團財務、業務與其他資料，供股東及持份者閱覽。

DIVIDEND POLICY

The Board has adopted a dividend policy. This policy aims to safeguard the interests of the Shareholder(s) whilst preserving the Group's liquidity for its business development. The Board has complete discretion on whether to pay a dividend, subject to the Shareholders' approval, where applicable. The Company's ability to pay dividends will depend upon, among other things, the Group's operations, liquidity position and capital requirements, and such other factors as the Board may deem relevant. The payment of dividend is also subject to the Company's applicable rules and regulations as well as the bye-laws of the Company. There is no assurance that in any given year a dividend will be paid by the Company.

The Board will review this policy from time to time and may adopt changes as appropriate.

股息政策

董事會已採納股息政策。該政策旨在保障股東的利益，同時保持本集團的流動性以供其業務發展。董事會對是否派發股息有絕對的酌情權，並適時尋求股東批准。本公司派發股息的能力將視乎(其中包括)本集團的營運、流動資金狀況及資本要求，以及董事會可能視作相關的其他因素。派發股息亦受適用於本公司的法規以及本公司的細則所規限。本公司並不保證於任何特定年度內派發股息。

董事會將不時檢討該政策，並適時作出修改。

RISK MANAGEMENT AND INTERNAL CONTROL

The management of the Company manages risks effectively through identifying every potential issue that may affect the business of the Company, thus ensure providing reasonable assurance in achieving the objectives of the Group within a sustainable range. The Group adopts the Enterprise Risk Management — Integrated Framework issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) to implement the comprehensive risk management. The management of the Company reviews and updates the framework and procedures on risk management and internal control annually under the structure of connecting the four categories of entity's objectives (strategy, operation, reporting and compliance) with the eight interrelated components (internal environment, objective setting, event identification, risk assessment, risk response, control activities, information and communication and monitoring), improves them with various recommendations by identifying the corresponding risks and internal control guidelines respectively in respect of the key process of the Group. The management of the Company organises a self-assessment annually, the key process owner of the Group prioritise the risks under his/her respective business and acknowledges the effectiveness of the corresponding internal control procedures, and makes prompt remediation for internal control weaknesses, if any.

風險管理與內部監控

本公司管理層通過識別各個有可能影響公司業務的潛在事項，有效地管理風險，以確保在可承擔的範圍內，為實現本集團目標提供合理保證。本集團採用全國虛假財務報告委員會下屬的發起人委員會的企業風險管理整體框架為藍本實施全面風險管理，該架構配合四類企業目標(策略、運營、匯報、合規)以八個相互關聯的構成要素(內部環境、目標設定、事項識別、風險評估、風險應對、控制活動、資訊與溝通、監督)為基礎，在這架構下本公司管理層每年檢討及更新風險管理與內部監控框架及程序，結合本集團主要業務識別相應的風險點及對應的內部監控指南，並加入不同的推薦建議將其更為規範。本公司管理層每年組織一次自我評估，由本集團主要業務部門負責人員對各自業務的風險排序以及相應內部監控程序的成效進行確認，迅速整改內部監控弱點(如有)。

The management of the Company has established a key risk register for significant risks, by identifying the root cause, risk impact and risk response, and developing respective risk index to monitor significant risks through periodic collection of operational data on a monthly basis. Risk alert will be promptly issued with recommended risk response in controlling risks when the risk index exceed the predefined threshold value.

本公司管理層就重大風險建立了主要風險登記表，識別風險成因、風險影響和應對方案，並制定相關風險指標，按月定期採集經營數據監控重大風險，在風險指標達到預設預警值時，及時發出風險預警報告並建議相關業務部門採取應對措施控制風險。

The management of the Company has established appropriate internal control procedures against key risks, which mainly include the followings:

本公司管理層已針對主要風險設立適當的內部監控程序，主要包括以下方面：

1) Business plans and budgets are prepared annually by the management of the Company and subject to review and approval by both the executive management team and the Board. Reforecasts for the current year are prepared on a quarterly basis, compared for variances to the budget. When setting budgets and reforecasts, the management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks.

1) 業務計劃與預算由本公司管理層按年編製，並須由行政管理隊伍與董事會審批。本集團每季修訂該年度的業務預算，並與原來的預算作出變動比較。在編製預算與作出修訂預測時，管理層會確定、評估與匯報業務出現重大業務風險的可能性與其潛在的財務影響。

2) The Board review monthly management reports on the financial results and key operating statistics of the business. In addition, the chairman of the Board and the chief executive officer of the Company holds periodic meetings with the executive management team and senior management of business operations to review business performance, significant business risk sensitivities and strategies. The chief financial officer also holds monthly meetings with financial controllers of business operations to review the monthly performance against budget and forecast, and to address accounting and finance related matters.

2) 董事會審閱業務之財務業績與主要營運統計數據的每月管理報告。此外，董事會主席及本公司總裁與行政管理隊伍和負責業務運作的高級管理人員定期舉行會議，以檢討業務表現與重大業務風險之敏感因素和策略。財務總監亦會每月與業務營運的財務主管舉行會議，以對照預算及預測檢討每月表現，以及處理會計與財務相關事宜。

3) The Company maintains a centralised cash management system for its subsidiaries' operations and the finance department of the Company oversees the investment and lending activities of the Group. Treasury reports on cash and liquid investments of the Group and movements thereof are distributed daily.

3) 本公司為其附屬公司營運維持中央現金管理系統，而本公司財務部負責監管本集團的投資與借貸活動，並每天發出有關本集團現金和流動投資與有關變動的庫務報告。

4) The chief financial officer of the Company has established guidelines and procedures for the approval and control of expenditures. Operating expenditures are subject to overall budget control and are controlled within each business with approval levels set by reference to the level of responsibility of each executive and officer. Capital expenditures are subject to overall control within the annual budget review and approval process, and more specific control and approval prior to commitment by the Chief Financial Officer of the Company or the executive Directors are required for unbudgeted expenditures and material capital expenditures within the approved budget.

4) 本公司財務總監已為開支的批准與監控訂立指引與程式。經營支出均須根據整體預算作出監管，並以各業務為單位按各行政人員及主任的職責輕重相稱的開支批核水平進行內部監控。資本性支出須按照年度預算檢討及批核程式進行全面監控，未列入預算案的開支及在經批核預算之內的重大資本性支出，則須於撥出前由本公司財務總監或執行董事作出更具體的監管與批准。

5) The Procedures for Reporting Possible Improprieties in Matters of Financial Reporting, Internal Control or Other Matters has already been published on the website of the Company for encouraging the employees of the Company and other stakeholders who are dealing with the Group to report to the Company any suspected improprieties, misconducts or malpractices within the Group. The Group will assure that the whistle-blower is free from any unfair dismissal or punishment for any authentic whistle-blowing made according to the Procedures. The internal auditor of the Company will promptly follow up the whistle blowing incident through specific and secured whistle blowing email and inform the executive Directors and the Audit Committee on the investigation results and the recommendations proposed will be carried out by respective department.

5) 《處理舉報有關財務匯報、內部監控或其他事宜之可能屬不當行為之程序》已於本公司網站上發佈，鼓勵本公司僱員及與本集團有業務往來之人士向本公司舉報本集團內任何懷疑屬不當行為、失當行為或不良行為，本集團將會保障舉報者不會因按照本程序作出任何真實舉報而遭受不公平解僱或懲處。本公司內部審計師會透過特定及安全的舉報電郵及時跟進舉報個案並將調查結果知會執行董事及審核委員會，並由有關部門執行所提出的推薦建議。

6) The Company has already established the procedures and internal control measures for the respective handling and dissemination of inside information. After any price sensitive inside information has or shall have been known to the executives of the Group during the process of performing their duties under reasonable conditions, such price sensitive inside information shall be disclosed to the public as soon as practicable, unless the "Safe Harbor Provisions" under the SFO are applicable. Inside information will be announced through the websites of the Company and the HKEX, or announced by other means or methods as prescribed by the Listing Rules from time to time, such announcement is subject to the approval of the Board before announcement. The inside information may only be announced through other channels after being announced in the form of an announcement through the websites of the Company and the HKEX.

6) 本公司已制定有關處理及發佈內幕消息的程序和內部監控措施，在任何股價敏感內幕資料已經或於合理情況下應已為本集團行政人員在履行其職務過程中獲悉後，在切實可行之情況下儘快向公眾披露該股價敏感內幕消息，除非《證券及期貨條例》下的「安全港條文」適用於該個案。內幕消息將分別透過本公司和香港交易所的網站公佈，或按上市規則不時規定的其他途徑和方式公佈，公佈在發佈前須經由董事會批准。內幕消息須以公佈形式分別透過本公司和香港交易所的網站發佈後方可通過其他渠道發佈。

The system and procedures established are aimed at managing risks and rather than eliminating all risks. Such system could only provide reasonable and not absolute assurance. Such system cannot eliminate completely the consequences resulted from unpredictable risks and uncontrollable events (such as natural disaster, fraud and misjudgment).

已設立的系統及程序旨在管理風險而非消除所有風險。該系統僅能提供合理但非絕對的保證，亦不能完全排除不可預測的風險及不可控制的事件(例如自然災害、欺詐及判斷失誤)等因素導致的後果。

The internal auditor of the Company shall report directly to the Audit Committee, and provides independent assurance as to the existence and effectiveness of the risk management activities and controls in the business operations of the Group. Depending on the nature of business and risk exposure of individual business units, the scope of work performed by the internal auditor of the Company includes financial and operations audit, regular and surprise audits, fraud investigations and construction audit. Using risk assessment methodology and taking into account the dynamics of the activities of the Group, the internal auditor of the Company derives its yearly audit plan which is approved by the Audit Committee, and reassessed during the year as needed to ensure that adequate resources are deployed and the objectives of the plan are met. The internal auditor of the Company is responsible for assessing the internal control system of the Group, formulating an impartial opinion on the system, and reporting its findings to the management of the Company, as well as following up on all reports to ensure that all issues have been properly remediated. The Audit Committee holds two meetings annually in respect of the review results and opinions from the internal auditor of the Company against the risk management and internal control system, and reports the review results to the Board.

本公司內部審計師須直接向審核委員會匯報，並就本集團業務運作的風險管理活動與監控的存在與成效提供獨立保證。視乎個別業務單位的業務性質與承受的風險，本公司內部審計師的工作範圍包括財務與營運審計、常規與突擊審計、舞弊調查，以及工程管理審計等。本公司內部審計師運用風險評估方法與考慮本集團業務運作機制，制訂其經由審核委員會審議之周年審計計劃，並在有需要時於年內重新評估，確保有足夠資源可供運用及計劃目標得以實現。本公司內部審計師負責評估本集團內部監控系統，就系統提供公正意見，並向本公司管理層匯報評估結果，以及負責跟進所有報告，確保已就所發現問題採取適當行動。審核委員會就本公司內部審計師對風險管理及內部監控系統檢討的結果和意見，每年舉行兩次會議，並向董事會匯報審議結果。

In addition, a regular dialogue is maintained with the external auditor of the Group so that both are aware of the significant factors which may affect their respective scope of work, and review the reports regarding the internal control and relevant financial reports submitted by external auditor and take appropriate actions.

此外，本公司內部審計師亦會與本集團的外聘核數師定期溝通，讓雙方得知可能影響其相關工作範圍的重大因素，並審閱外聘核數師所提交有關內部監控與相關財務報告的報告及採取適當行動。

The Board confirmed that it has the responsibility to maintain an effective risk management and internal control system of the Group to protect the interests of the Shareholders and preserve the assets of the Group, and review the effectiveness of the risk management and internal control system of the Group once every year, including financial control, operational control and compliance control. The Board, through the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control system of the Group for the year ended 31 December 2019, which covered risk management functions and all material financial, operational and compliance controls, and is satisfied that such systems are effective and adequate. In addition, it has also reviewed and is satisfied with the adequacy of resources, qualifications and experience of the staff of the accounting, internal audit and financial reporting function of the Group, and their training programmes and budget.

董事會確認其有責任維持本集團之有效風險管理及內部監控系統，以保障股東利益及保全本集團資產，並每年檢討一次本集團的風險管理及內部監控系統是否有效，包括財務監控、運營監控和合規監控。董事會已透過審核委員會檢討本集團截至2019年12月31日止年度的風險管理及內部監控系統的成效，檢討範圍涵蓋風險管理職能以及所有重大的財務、營運及合規監控，並信納此等系統均屬有效與充足。此外，董事會亦已檢討並滿意本集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓計劃及有關預算的充足程度。

TO THE SHAREHOLDERS OF CHINA OCEANWIDE HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of China Oceanwide Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 106 to 272, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致中泛控股有限公司股東

(於百慕達註冊成立的有限公司)

意見

我們已審計中泛控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第106頁至第272頁的綜合財務報表,當中包括於2019年12月31日的綜合財務狀況表,以及截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表、綜合現金流量表及綜合財務報表的附註,包括重大會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於2019年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

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

KEY AUDIT MATTERS

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

關鍵審計事項

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

Preparation of the consolidated financial statements on a going concern basis

Refer to note 3(b) to the consolidated financial statements

As at 31 December 2019, the Group had properties under development of HK$15,690,742,000 which were classified as current assets while expected to be completed and recovered after one year from the end of the reporting period. Excluding these properties under development, which are illiquid in nature, the Group's current liabilities exceeded its current assets by HK$3,191,437,000 as at 31 December 2019. Bank and other loans and other payables which will fall due within twelve months from the date of the consolidated statement of financial position amounting to HK$1,609,932,000 and HK$1,367,623,000 respectively.

To support the going concern basis in preparing the consolidated financial statements, management has prepared a cash flow forecast of the Group covering the next twelve months from 31 December 2019 and concluded that there will be sufficient funds from the Group's existing cash resource, available facilities from banks, its intermediate holding companies and fellow subsidiaries and cash flows to be generated from its operations to finance its future operations and enable it to meet its financial obligations as and when they fall due in the next twelve months from 31 December 2019. The cash flow forecast involved key assumptions such as revenue, gross profit margin, planned capital expenditures, and availability of facilities to the Group. We focused on this assessment as it involves consideration of future events and application of significant judgements and estimates and accordingly, this was an area of audit focus.

使用持續經營基準擬備綜合財務報表

請參閱綜合財務報表附註3(b)

於2019年12月31日， 貴集團的發展中物業為港幣15,690,742,000元，分類為流動資產，預計於報告期末的一年後落成及收回。於2019年12月31日，倘撇除該等屬非流動性質的發展中物業，則 貴集團的流動負債將較其流動資產超出港幣3,191,437,000元。將於結算日後12個月內到期的銀行及其他貸款和其他應付款項分別為為港幣1,609,932,000元和港幣1,367,623,000元。

為支持在擬備綜合財務報表時使用持續經營為基礎，管理層已為 貴集團編製涵蓋由2019年12月31日起計未來12個月的現金流量預測，並認為 貴集團的現有現金資源、可用銀行、中間控股公司及同系附屬公司融資以及經營業務所產生的現金流量將提供足夠資金，於由2019年12月31日起計未來12個月為未來業務融資及履行其到期財務責任。該現金流量預測涉及關鍵假設，例如收入、毛利率、已計劃資本開支及 貴集團可用的融資。我們聚焦於該項評估，原因是該項評估涉及考慮未來事件並運用重大判斷及估計，故屬重點審計範疇。

KEY AUDIT MATTERS (CONTINUED)

Preparation of the consolidated financial statements on a going concern basis (Continued)

Refer to note 3(b) to the consolidated financial statements (Continued)

Our response:

Our procedures in relation to preparation of the consolidated financial statements on a going concern basis included:

- assessing the reasonableness of key assumptions in the cash flow forecast, including revenue growth, gross profit margin and planned capital expenditures by referencing to actual historical performance of the Group and making reference to the Group's future development plan;
- checking the mathematical accuracy of the cash flow forecast;
- confirming the cash resources and available facilities from banks, intermediate holding companies and fellow subsidiaries as at year end by circularisation of bank and related parties confirmations and assessing the possibility of facilities renewal during the forecast period by examining historical records of renewal pattern and letter of support from intermediate holding company obtained;
- assessing financial ability of intermediate holding companies and fellow subsidiaries in order to consider the sustainability of facilities granted by them to the Group; and
- evaluating the sensitivity of the projected available cash flow by considering downside scenarios through applying reasonably plausible changes to the key assumptions, including revenue and gross profit margin.

關鍵審計事項(續)

使用持續經營基準擬備綜合財務報表(續)

請參閱綜合財務報表附註3(b)(續)

我們的回應：

對於使用持續經營基準擬備綜合財務報表，我們採取的程序包括：

- 評價現金流量預測所用關鍵假設的合理程度，包括收入增長、毛利率及已計劃資本開支，當中參考 貴集團的實際歷史表現及 貴集團的未來發展計劃；
- 檢查現金流預測的算術準確程度；
- 藉致函索取銀行及關聯方確認，確認於年結日的現金資源及可用銀行、中間控股公司及同系附屬公司融資，並藉檢查續期模式的歷史紀錄及從中間控股公司取得的支援函件，評價預測期內融資續期的可能性；
- 藉評價中間控股公司及同系附屬公司的財政能力，考慮其對集團已授出融資的可持續性；及
- 藉應用收入及毛利率等關鍵假設的合理可能變動考慮下行情景，評估可用現金流預測的敏感度。

KEY AUDIT MATTERS (CONTINUED)

Valuation of financial assets at fair value through other comprehensive income

Refer to note 21 to the consolidated financial statements

The Group's investment which is non-publicly traded listed equity securities in Hong Kong which trading was suspended from April 2018, classified as financial assets at fair value through other comprehensive income as at 31 December 2019 amounted to HK$96,647,000. During the year ended 31 December 2019, a decrease in fair value of the above-mentioned financial assets of HK$104,309,000 was recognised in other comprehensive income.

We identified the valuation of the above-mentioned financial asset is significant to our audit because the determination of fair value is based on several key inputs that require significant management judgments, assumptions, estimations and other inputs. The key inputs are discount rate for lack of marketability, price movement of comparable companies and specific adjustment attributable to the trading halt due to corporate governance issues.

Our response:

Our procedures in relation to management's assessment of the valuation of financial assets at fair value through other comprehensive income included:

- evaluating the competence, capabilities and objectivity of the management's valuation expert;
- evaluating the appropriateness of the valuation methodologies; and
- evaluating the reasonableness of adjusting factors based on the available market data.

關鍵審計事項(續)

按公允價值計入其他全面收益的財務資產估值

請參閱綜合財務報表附註21

於2019年12月31日， 貴集團非上市買賣的香港上市股票證券的投資，已於2018年4月開始暫停買賣，分類為按公允價值計入其他全面收益的財務資產，為港幣96,647,000元。於截至2019年12月31日止年度，上述財務資產公允價值減少港幣104,309,000元於其他全面收益確認。

我們識別上述財務資產估值對我們的審計工作而言屬重大，原因是釐定公允價值乃基於多項需要管理層作出重大判斷、假設、估計的關鍵輸入數據以及其他輸入數據。關鍵輸入數據為欠缺市場的貼現率、可與比較公司的價格變動，以及因企業管治問題導致短暫停牌所產生的特定調整。

我們的回應：

對於管理層評估按公允價值計入其他全面收益的財務資產估值，我們採取的程序包括：

- 評價管理層的估值專家的資格、能力及客觀程度；
- 評價估值方法的適當程度；及
- 根據可得市場數據評價調整因素的合理程度。

KEY AUDIT MATTERS (CONTINUED)

Valuation of investment properties – Los Angeles

Refer to note 18 to the consolidated financial statements

Included in the balances of investment properties are Group's investment properties in Los Angeles, the United States of America (the "U.S.") which are under development as at 31 December 2019 amounting to HK$3,902,820,000 and are measured at cost less any impairment loss due to inability to measure fair value less cost to complete reliably. During the year ended 31 December 2019, no impairment loss was recognised in profit or loss.

We identified the valuation of the Group's investment properties in Los Angeles is significant to our audit because the balance of these investment properties represented approximately 16% of the total assets of the Group, and the determination of recoverable amount is based on several key inputs that require significant management judgments, assumptions, estimations and other inputs. The key inputs of estimated recoverable amount of these investment properties are expected rental income, growth rate and discount rate.

關鍵審計事項(續)

投資物業的估值－洛杉磯

請參閱綜合財務報表附註18

於2019年12月31日，包含在投資物業的餘額中， 貴集團於美利堅合眾國(「美國」)洛杉磯的發展中投資物業達港幣3,902,820,000元，乃按成本減去減值虧損(如有)計量，原因是無法可靠地計量公允價值減完工成本。於截至2019年12月31日止年度，並無於損益確認任何減值虧損。

我們識別 貴集團於洛杉磯的投資物業估值對我們的審計工作而言屬重大，原因是投資物業的結餘佔 貴集團總資產約16%，且釐定可收回價值乃基於多項需要管理層作出重大判斷、假設、估計的關鍵輸入數據以及其他輸入數據。根據各自投資物業的估計可收回金額的關鍵輸入數據為預期租金收入、增長率及貼現率。

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Valuation of investment properties – Los Angeles (Continued)

投資物業的估值－洛杉磯(續)

Refer to note 18 to the consolidated financial statements (Continued)

請參閱綜合財務報表附註18(續)

Our response:

我們的回應：

Our procedures in relation to management's assessment of the valuation of investment properties in Los Angeles included:

對於管理層評估洛杉磯投資物業的估值，我們採取的程序包括：

- evaluating the appropriateness of the valuation methodologies;
- 評價估值方法的適當程度；
- evaluating the reasonableness of key inputs used including market data and adjusting factors used by the management; and
- 評價管理層所用關鍵輸入數據(包括市場數據)及調整因素的合理程度；及
- evaluating the reasonableness of significant assumptions including future revenue and margins.
- 評價重大假設(包括未來收入及利潤率)的合理程度。

KEY AUDIT MATTERS (CONTINUED)

Impairment assessment of construction-in-progress under properties, plant and equipment

Refer to note 17 to the consolidated financial statements

The construction in progress under properties, plant and equipment located in the Republic of Indonesia ("Indonesia") as at 31 December 2019 amounted to HK$2,779,493,000. During the year ended 31 December 2019, no impairment was recognised in profit or loss.

We identified the impairment assessment of construction in progress under properties, plant and equipment is significant to our audit because the balance of construction in progress represented approximately 11% of the total assets of the Group, and the impairment assessment requires significant management judgments, assumptions and other inputs for the estimation of future recoverable amount.

Our response:

Our procedures in relation to management's assessment of the impairment of construction in progress under properties, plant and equipment included:

- evaluating the appropriateness of the valuation methodologies;
- evaluating the reasonableness on the key inputs used including market data and adjusting factors used by the management; and
- evaluating the reasonableness of significant assumption including future revenue and margins.

關鍵審計事項(續)

物業、機器及設備下的在建工程減值評估

請參閱綜合財務報表附註17

於2019年12月31日，位於印度尼西亞共和國(「印尼」)的物業、機器及設備下的在建工程達港幣2,779,493,000元。於截至2019年12月31日止年度，並無於損益確認減值。

我們識別物業、機器及設備下的在建工程減值評估對我們的審計工作而言屬重大，原因是在建工程結餘佔 貴集團總資產約11%，且減值評估需要管理層就估計未來可收回金額作出重大判斷，假設和其他輸入。

我們的回應：

對於管理層評估物業、機器及設備下的在建工程減值，我們採取的程序包括：

- 評價估值方法的適當程度；
- 評價管理層所用關鍵輸入數據(包括市場數據)及調整因素的合理程度；及
- 評價重大假設(包括未來收入及利潤率)的合理程度。

KEY AUDIT MATTERS (CONTINUED)

關鍵審計事項(續)

Net realisable value assessment of properties under development

發展中物業的可變現淨值評估

Refer to note 24 to the consolidated financial statements

請參閱綜合財務報表附註24

Certain properties under development located in Los Angeles, the U.S. which are under construction as at 31 December 2019 amounted to HK$6,824,353,000. During the year ended 31 December 2019, no impairment was recognised in profit or loss.

於2019年12月31日，位於美國洛杉磯的若干在建發展中物業達港幣6,824,353,000元。於截至2019年12月31日止年度，並無於損益確認減值。

We identified the net realisable value assessment of properties under development which is under construction in Los Angeles, the U.S. is significant to our audit because the balance of the concerned properties under development represented approximately 27% of the total assets of the Group, and the net realisable value assessment require significant management judgments, assumptions and other inputs for estimation of the expected selling price and cost to completion.

我們識別位於美國洛杉磯的在建發展中物業的可變現淨值評估對我們的審計工作而言屬重大，原因是所涉發展中物業結餘佔 貴集團總資產約27%，且可變現淨值評估需要管理層就預計售價及完成成本作出重大判斷，假設和其他輸入。

Our response:

我們的回應：

Our procedures in relation to management's assessment of the net realisable value of properties under development in Los Angeles, the U.S. included:

對於管理層評估位於美國洛杉磯發展中物業的可變現淨值，我們採取的程序包括：

- evaluating the appropriateness of the valuation methodologies;
- 評價估值方法的適當程度；
- evaluating the reasonableness on the key inputs used including market data and adjusting factors used by the management; and
- 評價管理層所用關鍵輸入數據(包括市場數據)及調整因素的合理程度；及
- evaluating the reasonableness of significant assumption including future revenue and margins.
- 評價重大假設(包括未來收入及利潤率)的合理程度。

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

DIRECTORS' RESPONSIBILITIES 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 Hong Kong Financial Reporting Standards 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.

年報的其他信息

董事須對其他信息負責。其他信息包括 貴公司年報內的信息,但不包括綜合財務報表及我們的相關核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息,我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計,我們的責任是閱讀其他信息,在此過程中,考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作,如果我們認為其他信息存在重大錯誤陳述,我們需要報告該事實。在這方面,我們沒有任何報告。

董事就綜合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》的披露規定擬備真實而中肯的綜合財務報表,並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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 Bermuda Companies Act 1981, 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.

董事就綜合財務報表須承擔的責任(續)

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

董事亦須負責監督 貴集團的財務報告過程。審核委員會協助董事履行此方面的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達1981年百慕達《公司法》第90條向 閣下(作為整體)發表本報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理鑒證是高水平的鑒證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

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

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

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任(續)

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險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，但目的並非對 貴集團內部控制的有效性發表意見。

- 評價董事所採用會計政策的恰當性及作出會計估算和相關披露的合理性。

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

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

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

From the matters communicated with the directors, 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.

核數師就審計綜合財務報表承擔的責任(續)

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

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

BDO Limited
Certified Public Accountants
Chow Tak Sing, Peter
Practising Certificate Number P04659

Hong Kong, 24 April 2020

香港立信德豪會計師事務所有限公司
執業會計師
周德陞
執業證書編號P04659

香港，2020年4月24日

CONSOLIDATED INCOME STATEMENT
綜合收益表

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

		Note 附註	2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Revenue	**收入**	8	**113,027**	138,637
Cost of sales	銷售成本		**(9,258)**	(10,319)
Gross profit	**毛利**		**103,769**	128,318
Other net gains/(losses)	其他淨利得／(虧損)	9a	**16,437**	(85,962)
Selling and distribution costs	銷售及分銷成本		**(5,268)**	(5,849)
Administrative expenses	行政費用		**(162,804)**	(90,186)
Operating loss	**營業虧損**		**(47,866)**	(53,679)
Interest expense	利息開支	11	**(6,066)**	–
Loss before tax	**除税前虧損**	9	**(53,932)**	(53,679)
Income tax expense	所得税支出	10	**(17,962)**	(26,243)
Loss for the year	**年內虧損**		**(71,894)**	(79,922)
Loss attributable to:	**以下應佔的虧損：**			
Shareholders of the Company	本公司股東		**(58,044)**	(48,840)
Non-controlling interests	非控股權益		**(13,850)**	(31,082)
			(71,894)	(79,922)
Basic and diluted loss per share attributable to shareholders of the Company	**本公司股東應佔的每股基本及攤薄虧損**	12	**HK(0.36) cent 港幣(0.36)仙**	HK(0.30) cent 港幣(0.30)仙

The notes on pages 117 to 272 are an integral part of these consolidated financial statements.

第117頁至第272頁的附註為本綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
綜合全面收益表

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

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Loss for the year	**年內虧損**	**(71,894)**	(79,922)
Other comprehensive (expenses)/income:	**其他全面(開支)／收益：**		
Items that may be reclassified subsequently to profit or loss:	*其後可重新分類至損益的項目：*		
Translating financial statements of foreign operations:	換算海外業務財務報表：		
– Losses taken to reserves	— 計入儲備的虧損	**(79,891)**	(44,130)
Debt investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的債務投資：		
– Net valuation gains/(losses) taken to reserves	— 計入儲備的估值淨利得／(虧損)	**1,357**	(6,666)
– Net gains of financial assets at fair value through other comprehensive income previously recognised in reserves reclassified to consolidated income statement upon disposal	— 於出售後過往於儲備確認的按公允價值計入其他全面收益的財務資產重新分類至綜合收益表的淨利得	**(4,128)**	(6,281)
Items that will not be reclassified to profit or loss:	*不會重新分類至損益的項目：*		
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的股本投資：		
– Net valuation losses taken to reserves	— 計入儲備的估值淨虧損	**(104,309)**	(243,890)
Other comprehensive expenses for the year, net of tax*	**年內除稅後其他全面開支***	**(186,971)**	(300,967)
Total comprehensive expenses for the year	**年內全面開支總額**	**(258,865)**	(380,889)

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Total comprehensive expenses attributable to:	**以下應佔的全面開支總額：**		
Shareholders of the Company	本公司股東	**(239,415)**	(351,300)
Non-controlling interests	非控股權益	**(19,450)**	(29,589)
		(258,865)	(380,889)

* There was no tax effect on each component of the other comprehensive (expenses)/income for the years ended 31 December 2019 and 2018.

* 截至2019年及2018年12月31日止年度，其他全面(開支)／收益的各組成部分概無税務影響。

The notes on pages 117 to 272 are an integral part of these consolidated financial statements.

第117頁至第272頁的附註為本綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

At 31 December 2019 於2019年12月31日

		Notes 附註	2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
ASSETS	**資產**			
Non-current assets	**非流動資產**			
Properties, plant and equipment	物業、機器及設備	17	**2,846,078**	2,852,735
Investment properties	投資物業	18	**5,127,122**	4,413,071
Leasehold land and land use rights	租賃土地及土地使用權	19	**–**	2,291
Right-of-use assets	使用權資產	5 and 20(a) 5及20(a)	**63,697**	–
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的財務資產	21	**96,647**	314,290
Financial assets at fair value through profit or loss	按公允價值計入損益的財務資產	22	**–**	64,700
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	**786,201**	624,105
Deferred income tax assets	遞延所得稅資產	28	**11,995**	10,585
			8,931,740	8,281,777
Current assets	**流動資產**			
Properties under development	發展中物業	24	**15,690,742**	14,798,884
Trade receivables	應收賬款	25	**50**	1,595
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	**103,243**	73,504
Restricted cash	受限制現金	26	**117,889**	411,892
Cash and cash equivalents	現金及現金等價物	26	**70,401**	677,983
			15,982,325	15,963,858
Total assets	**資產總值**		**24,914,065**	24,245,635
EQUITY	**權益**			
Equity attributable to shareholders of the Company	**本公司股東應佔權益**			
Share capital	股本	29	**1,614,265**	1,614,265
Reserves	儲備		**8,518,618**	8,759,303
			10,132,883	10,373,568
Non-controlling interests	**非控股權益**		**419,422**	438,872
Total equity	**權益總額**		**10,552,305**	10,812,440

		Notes 附註	2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
LIABILITIES	**負債**			
Non-current liabilities	**非流動負債**			
Borrowings	借貸	30	**3,753,133**	1,633,570
Lease liabilities	租賃負債	5 and 20(b) 5及20(b)	**44,706**	–
Amount due to an intermediate holding company	應付一間中間控股公司款項	36h	**6,805,367**	5,194,773
Deferred income tax liabilities	遞延所得稅負債	28	**275,534**	269,339
			10,878,740	7,097,682
Current liabilities	**流動負債**			
Deposits received, other payables and accruals	已收按金、其他應付款項及應計項目	27	**1,812,572**	1,795,017
Borrowings	借貸	30	**1,609,932**	4,513,893
Lease liabilities	租賃負債	5 and 20(b) 5及20(b)	**38,125**	–
Current income tax liabilities	流動所得稅負債		**22,391**	26,603
			3,483,020	6,335,513
Total liabilities	**負債總額**		**14,361,760**	13,433,195
Total equity and liabilities	**權益及負債總額**		**24,914,065**	24,245,635

The notes on pages 117 to 272 are an integral part of these consolidated financial statements.

第117頁至第272頁的附註為本綜合財務報表的一部分。

The consolidated financial statements on pages 106 to 272 were approved by the Board of Directors.

第106頁至第272頁的綜合財務報表乃經董事會批准。

HAN Xiaosheng
韓曉生
Chairman
主席

LIU Guosheng
劉國升
Director
董事

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

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$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Operating activities	**經營業務**			
Cash used in operating activities before finance costs, tax paid and changes in working capital	未計融資成本、已付稅項及營運資金變動的經營業務所用現金	31a	**(53,574)**	(19,929)
Changes in working capital	營運資金的變動	31b	**(409,912)**	(2,142,891)
Cash used in operations	經營所用現金		**(463,486)**	(2,162,820)
Interest received	已收利息		**17,509**	18,311
Dividend received	已收股息		**2,404**	11,904
Tax paid	已付稅項		**(5,327)**	(12,458)
Net cash used in operating activities	**經營業務所用現金淨額**		**(448,900)**	(2,145,063)
Investing activities	**投資業務**			
Disposal of subsidiary, net of cash disposed	出售附屬公司，已扣除所出售現金		**–**	100,453
Proceeds from disposal of properties, plant and equipment	來自出售物業、機器及設備的所得款項		**901**	–
Purchases of properties, plant and equipment	購買物業、機器及設備		**(13,940)**	(29,205)
Additions to investment properties	添置投資物業		**(511,830)**	(988,469)
Purchase of financial assets at fair value through profit or loss	購買按公允價值計入損益的財務資產		**–**	(313,638)
Purchases of note receivables	購買應收票據		**(170,015)**	–
Proceeds from disposal of financial assets at fair value through other comprehensive income	來自出售按公允價值計入其他全面收益的財務資產的所得款項		**114,531**	267,152
Proceeds from disposal of financial assets at fair value through profit or loss	來自出售按公允價值計入損益的財務資產的所得款項		**67,364**	306,108
Increase in other non-current assets	其他非流動資產增加		**(7,835)**	(105,609)
Decrease in restricted cash	受限制現金減少		**186,974**	466,779
Net cash used in investing activities	**投資業務所用的現金淨額**		**(333,850)**	(296,429)

		Notes 附註	2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Financing activities	**融資業務**			
Proceeds from bank and other loans	來自銀行及其他貸款的所得款項	31c	**3,453,277**	3,500,060
Repayment of bank and other loans	償還銀行及其他貸款	31c	**4,251,955**	(3,353,169)
Proceeds from borrowings from an intermediate holding company	來自一間中間控股公司借貸的所得款項	31c	**3,888,627**	5,572,439
Repayment of borrowings to an intermediate holding company	向一間中間控股公司償還借貸	31c	**(2,562,987)**	(3,663,744)
Proceeds from loans from fellow subsidiaries	來自同系附屬公司貸款的所得款項	31c	**8,000**	8,000
Issue of convertible notes	發行可換股票據	31c	**–**	587,500
Interest paid	已付利息	31c	**(400,660)**	(231,241)
Repayment of principal and interest elements of lease liabilities	償還租賃負債的本金和利息部分	31c	**(22,134)**	–
Decrease/(increase) in restricted cash	受限制現金減少／(增加)		**105,304**	(6,465)
Net cash generated from financing activities	**融資業務所產生現金淨額**		**217,472**	2,413,380
Net decrease in cash and cash equivalents	**現金及現金等價物減少淨額**		**(565,278)**	(28,112)
Cash and cash equivalents at 1 January	**於1月1日的現金及現金等價物**		**677,983**	713,397
Exchange losses on cash and cash equivalents	**現金及現金等價物匯兑虧損**		**(42,304)**	(7,302)
Cash and cash equivalents at 31 December	**於12月31日的現金及現金等價物**		**70,401**	677,983

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Analysis of unsecured and unrestricted cash, liquid funds and listed investments	**無抵押及不受限制現金、流動資金及上市投資分析**		
Bank deposits with maturity less than three months	於三個月內到期的銀行存款	–	2,106
Cash at banks and on hand	銀行存款及現金	70,401	675,877
Cash and cash equivalents	**現金及現金等價物**	70,401	677,983

The notes on pages 117 to 272 are an integral part of these consolidated financial statements.

第117頁至第272頁的附註為本綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

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

		Attributable to shareholders of the Company 本公司股東應佔								Non-controlling interests 非控股權益	Total equity 權益總額
		Share capital 股本 HK$'000 港幣千元	Share premium 股份溢價 HK$'000 港幣千元	Exchange reserve 匯兑儲備 HK$'000 港幣千元	Fair value through other comprehensive income reserve 按公允價值計入其他全面收益儲備 HK$'000 港幣千元	Convertible note equity reserve 可換股票據權益儲備 HK$'000 港幣千元	(Note) Other reserves (附註) 其他儲備 HK$'000 港幣千元	Retained profits 保留利潤 HK$'000 港幣千元	Sub-total 小計 HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元
At 1 January 2019, previously reported	於2019年1月1日(如前呈報)	1,614,265	8,181,541	220,477	(65,929)	23,121	(55,047)	455,140	10,373,568	438,872	10,812,440
Recognition on adoption of HKFRS 16 (Note 5)	於採用香港財務報告準則第16號時確認(附註5)	-	-	(27)	-	-	-	(1,250)	(1,277)	-	(1,277)
At 1 January 2019, as restated	**於2019年1月1日(經重列)**	1,614,265	8,181,541	220,450	(65,929)	23,121	(55,047)	453,890	10,372,291	438,872	10,811,163
Other comprehensive (expenses)/ income	**其他全面(開支)/收益**										
Translating financial statements of foreign operations:	換算海外業務財務報表:										
– Losses taken to reserves	– 計入儲備的虧損	-	-	(74,116)	-	-	(175)	-	(74,291)	(5,600)	(79,891)
Debt investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的債務投資:										
– Net valuation gains taken to reserves	– 計入儲備的估值淨利得	-	-	-	1,357	-	-	-	1,357	-	1,357
– Net gains of financial assets at fair value through other comprehensive income previously recognised in reserves reclassified to consolidated income statement upon disposal	– 於出售後過往於儲備確認的按公允價值計入其他全面收益的財務資產重新分類至綜合收益表的淨利得	-	-	-	(4,128)	-	-	-	(4,128)	-	(4,128)
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的股本投資:										
– Net valuation losses taken to reserves	– 計入儲備的估值淨虧損	-	-	-	(104,309)	-	-	-	(104,309)	-	(104,309)
Net expenses recognised directly in equity:	直接於權益確認的淨開支:	-	-	(74,116)	(107,080)	-	(175)	-	(181,371)	(5,600)	(186,971)
Loss for the year	年內虧損	-	-	-	-	-	-	(58,044)	(58,044)	(13,850)	(71,894)
Total comprehensive expenses	**全面開支總額**	-	-	(74,116)	(107,080)	-	(175)	(58,044)	(239,415)	(19,450)	(258,865)
Written back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	7	7	-	7
Total other transactions with shareholders recognised directly in equity	**直接於權益確認的其他與股東的交易總額**	-	-	-	-	-	-	7	7	-	7
At 31 December 2019	**於2019年12月31日**	1,614,265	8,181,541	146,334	(173,009)	23,121	(55,222)	395,853	10,132,883	419,422	10,552,305

		Attributable to shareholders of the Company 本公司股東應佔									Non-controlling interests 非控股權益	Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Exchange reserve 匯兌儲備	Investment revaluation reserve 投資重估儲備	Fair value through other comprehensive income reserve 按公允價值計入其他全面收益儲備	Convertible note equity reserve 可換股票據權益儲備	(Note) Other reserves (附註)其他儲備	Retained profits 保留利潤	Sub-total 小計		
		HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元
At 1 January 2018, previously reported	於2018年1月1日(如前呈報)	1,614,265	8,181,541	265,715	(24,194)	-	-	(54,662)	724,674	10,707,339	468,461	11,175,800
Reclassification on adoption of HKFRS 9	於採用香港財務報告準則第9號時重新分類	-	-	-	24,194	(22,490)	-	-	(7,303)	(5,599)	-	(5,599)
At 1 January 2018, as restated	**於2018年1月1日(經重列)**	1,614,265	8,181,541	265,715	-	(22,490)	-	(54,662)	717,371	10,701,740	468,461	11,170,201
Other comprehensive income/(expenses)	**其他全面收益/(開支)**											
Translating financial statements of foreign operations:	換算海外業務財務報表:											
– (Losses)/gains taken to reserves	– 計入儲備的(虧損)/利得	-	-	(45,238)	-	-	-	(385)	-	(45,623)	1,493	(44,130)
Debt investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的債務投資:											
– Net valuation losses taken to reserves	– 計入儲備的估值淨虧損	-	-	-	-	(6,666)	-	-	-	(6,666)	-	(6,666)
– Net gains of financial assets at fair value through other comprehensive income previously recognised in reserves reclassified to consolidated income statement upon disposal	– 於出售後過往於儲備確認的按公允價值計入其他全面收益的財務資產重新分類至綜合收益表的淨利得	-	-	-	-	(6,281)	-	-	-	(6,281)	-	(6,281)
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面收益的股本投資:											
– Net valuation losses taken to reserves	– 計入儲備的估值淨虧損	-	-	-	-	(243,890)	-	-	-	(243,890)	-	(243,890)
Net (expenses)/income recognised directly in equity:	直接於權益確認的淨(開支)/收益:	-	-	(45,238)	-	(256,837)	-	(385)	-	(302,460)	1,493	(300,967)
Loss for the year	年內虧損	-	-	-	-	-	-	-	(48,840)	(48,840)	(31,082)	(79,922)
Total comprehensive expenses	**全面開支總額**	-	-	(45,238)	-	(256,837)	-	(385)	(48,840)	(351,300)	(29,589)	(380,889)
Written back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	-	7	7	-	7
Issue of convertible notes	發行可換股票據	-	-	-	-	-	23,121	-	-	23,121	-	23,121
Transfer of fair value change on equity investments at fair value through other comprehensive income to retained profits	轉撥按公允價值計入其他全面收益的股本投資的公允價值變動至保留利潤	-	-	-	-	189,054	-	-	(189,054)	-	-	-
Recognition of losses on disposal of equity investments at fair value through other comprehensive income to retained profits	確認出售按公允價值計入其他全面收益的股本投資虧損至保留利潤	-	-	-	-	24,344	-	-	(24,344)	-	-	-
Total other transactions with shareholders recognised directly in equity	**直接於權益確認的其他與股東的交易總額**	-	-	-	-	213,398	23,121	-	(213,391)	23,128	-	23,128
At 31 December 2018	**於2018年12月31日**	1,614,265	8,181,541	220,477	-	(65,929)	23,121	(55,047)	455,140	10,373,568	438,872	10,812,440

Note:

Other reserves comprise other properties revaluation reserve, merger reserve, capital redemption reserve and other reserve.

附註：

其他儲備包括其他物業重估儲備、合併儲備、資本贖回儲備及其他儲備。

		Other properties revaluation reserve 其他物業重估儲備 HK$'000 港幣千元	Merger reserve 合併儲備 HK$'000 港幣千元	Capital redemption reserve 資本贖回儲備 HK$'000 港幣千元	Other reserve 其他儲備 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
At 1 January 2018	於2018年1月1日	8,383	(913)	3,558	(65,690)	(54,662)
At 31 December 2018 and 1 January 2019	**於2018年12月31日及2019年1月1日**	**7,998**	**(913)**	**3,558**	**(65,690)**	**(55,047)**
At 31 December 2019	**於2019年12月31日**	**7,823**	**(913)**	**3,558**	**(65,690)**	**(55,222)**

The notes on pages 117 to 272 are an integral part of these consolidated financial statements.

第117頁至第272頁的附註為本綜合財務報表的一部分。

1 GENERAL INFORMATION

China Oceanwide Holdings Limited (the "Company") and its subsidiaries (together, the "Group") are principally engaged in property investments in the People's Republic of China (the "PRC"), real estate development in the United States of America (the "United States" or "U.S."), development in the energy sector in the Republic of Indonesia ("Indonesia") and finance investment.

The Company is a limited liability company incorporated in Bermuda and the shares of which are listed on The Stock Exchange of Hong Kong Limited. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company's parent is Oceanwide Holdings International Company Limited and the directors consider its ultimate parent is Tohigh Holdings Co., Ltd. (incorporated in the PRC) and the ultimate controlling party of the Company is Mr. Lu Zhiqiang.

These consolidated financial statements are presented in Hong Kong dollars ("HK$"), unless otherwise stated.

1 一般資料

中泛控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事物業投資、於美利堅合眾國(「美國」)從事房地產開發、於印度尼西亞共和國(「印尼」)從事能源電力行業發展及從事金融投資。

本公司為一間於百慕達註冊成立的有限公司,其股份在香港聯合交易所有限公司上市。本公司的註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司的母公司為泛海控股國際有限公司,而董事認為其最終母公司為通海控股有限公司(於中國註冊成立),而本公司之最終控制方為盧志強先生。

除非另有註明,否則本綜合財務報表以港幣呈列。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

a. Adoption of new/revised HKFRSs – effective on 1 January 2019

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3 Business Combinations, HKFRS 11 Joint Arrangements, HKAS 12 Income Taxes and HKAS 23 Borrowing Costs

2 應用香港財務報告準則

a. 採用新訂／經修訂香港財務報告－於2019年1月1日生效

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號修訂	具有負補償的提早還款特性
香港會計準則第19號修訂	計劃修訂、縮減或結算
香港會計準則第28號修訂	於聯營公司及合營企業的長期權益
香港財務報告準則2015年至2017年週期的年度改進	香港財務報告準則第3號「業務合併」、香港財務報告準則第11號「合營安排」、香港會計準則第12號「所得稅」及香港會計準則第23號「借貸成本」修訂

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

a. Adoption of new/revised HKFRSs – effective on 1 January 2019 (Continued)

HKFRS 16 – Leases

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17 Leases ("HKAS 17"), HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases-Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. From a lessee's perspective, almost all leases are recognised in the statement of financial position as right-of-use assets and lease liabilities, with the narrow exception to this principle for leases which the underlying assets are of low-value or are determined as short-term leases. From a lessor's perspective, the accounting treatment is substantially unchanged from HKAS 17. Details of HKFRS 16 regarding its impact on the adoption, its new definition of a lease, its impact on the Group's accounting policies and the transition method adopted by the Group as allowed under HKFRS 16 are set out in Note 5.

2 應用香港財務報告準則(續)

a. 採用新訂／經修訂香港財務報告－於2019年1月1日生效(續)

香港財務報告準則第16號－租賃

香港財務報告準則第16號為租賃會計(主要為承租人之會計)之會計處理帶來重大變動。其取代香港會計準則第17號「租賃」(「香港會計準則第17號」)、香港(國際財務報告詮釋委員會)－詮釋第4號「釐定安排是否包括租賃」、香港(準則詮釋委員會)－詮釋第15號「經營租賃－優惠」及香港(準則詮釋委員會)－詮釋第27號「評估涉及租賃法律形式交易的內容」。在承租人之角度，幾乎所有租賃均於財務狀況表內確認為使用權資產及租賃負債，此原則中少數例外情況為租賃之相關資產為低價值或釐定為短期租賃。在出租人之角度，會計處理大致上較香港會計準則第17號維持不變。有關採用香港財務報告準則第16號的影響、其對租賃的新定義、對本集團會計政策的影響以及香港財務報告準則第16號項下准許本集團採納的過渡方法的詳情載列於附註5。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

a. Adoption of new/revised HKFRSs – effective on 1 January 2019 (Continued)

HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments

The Interpretation supports the requirements of HKAS 12, Income Taxes, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes.

Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the "most likely amount" or the "expected value" approach, whichever better predicts the resolution of the uncertainty.

2 應用香港財務報告準則(續)

a. 採用新訂／經修訂香港財務報告－於2019年1月1日生效(續)

香港(國際財務報告詮釋委員會)－詮釋第23號－所得稅處理的不確定性

該項詮釋透過就如何反映所得稅入賬方式的不確定性影響提供指引，為香港會計準則第12號「所得稅」的規定提供支持。

根據該項詮釋，實體應基於更能預測不確定性的最終結果的方法，釐定個別考慮或集中考慮各種不確定稅項處理方法。實體亦應假設稅務機關將會查驗其有權查驗的金額，且在作出有關查驗時完全知悉一切有關資料。實體如釐定稅務機關可能會接納不確定稅項處理方法，則應按符合其稅務申報的方式計量即期及遞延稅項。倘實體釐定此情況不大可能發生，則釐定稅項時涉及的不確定性乃利用「最可能金額」或「預期值」法兩者中更能預測不確定性最終結果的方法反映。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

a. Adoption of new/revised HKFRSs – effective on 1 January 2019 (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 if specified conditions are met – instead of at fair value through profit or loss.

Amendments to HKAS 19 – Plan amendments, curtailment or settlement

The amendments clarify that on amendment, curtailment or settlement of a defined benefit plan, a company should use updated actuarial assumptions to determine its current service cost and net interest for the period. Additionally, the effect of the asset ceiling is disregarded when calculating the gain or loss on any settlement of the plan and is dealt with separately in other comprehensive income.

Amendments to HKAS 28 – Long-term Interests in Associates and Joint Ventures

The amendment clarifies that HKFRS 9 applies to long-term interests ("LTI") in associates or joint ventures which form part of the net investment in the associates or joint ventures and stipulates that HKFRS 9 is applied to these LTI before the impairment losses guidance within HKAS 28.

2 應用香港財務報告準則(續)

a. 採用新訂／經修訂香港財務報告－於2019年1月1日生效(續)

香港財務報告準則第9號修訂－具有負補償的提早還款特性

該等修訂釐清，倘符合特定條件，具有負補償的可提早還款財務資產可按攤銷成本或以按公允價值計入其他全面收益的方式計量，而非按公允價值計入損益。

香港會計準則第19號修訂－計劃修訂、縮減或結算

有關修訂澄清，修訂、縮減或結清界定福利計劃時，公司應使用更新精算假設釐定其當期服務成本及期內淨利息。此外，在計算該計劃之任何結算收益或虧損時，不考慮資產上限成本之影響，並在其他全面收益中單獨處理。

香港會計準則第28號修訂－於聯營公司及合營企業的長期權益

有關修訂澄清香港財務報告準則第9號應用於構成於聯營公司或合營公司之投資淨額一部分之於聯營公司或合營公司之長期權益(「長期權益」)，並規定香港財務報告準則第9號先於香港會計準則第28號減值虧損指引應用於該等長期權益。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

a. Adoption of new/revised HKFRSs – effective on 1 January 2019 (Continued)

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKFRS 3 Business Combinations

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 3 which clarifies that when a joint operator of a business obtains control over a joint operation, this is a business combination achieved in stages and the previously held equity interest should therefore be remeasured to its acquisition date fair value.

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKFRS 11 Joint Arrangements

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKFRS 11 which clarify that when a party that participates in, but does not have joint control of, a joint operation which is a business and subsequently obtains joint control of the joint operation, the previously held equity interest should not be remeasured to its acquisition date fair value.

2 應用香港財務報告準則(續)

a. 採用新訂／經修訂香港財務報告－於2019年1月1日生效(續)

香港財務報告準則2015年至2017年週期的年度改進－香港財務報告準則第3號「業務合併」修訂

根據年度改進過程發行的修訂對目前含糊的準則作出輕微而非緊急的變動。該等修訂包括香港財務報告準則第3號修訂，而該準則闡明當某業務的聯合經營者取得聯合經營的控制權時，該業務合併乃分階段達成，因此，先前持有的股本權益應重新計量為其收購日期的公允價值。

香港財務報告準則2015年至2017年週期的年度改進－香港財務報告準則第11號「合營安排」修訂

於年度改進過程中頒佈之有關修訂對現時並不明確之多項準則作出微細及不急切之變動。該等變動包括香港財務報告準則第11號之修訂，當中澄清當參與(但並非擁有共同控制權)一項聯合經營業務一方隨後取得聯合經營之共同控制權時，先前持有之股權不得重新計量至其收購日期之公允價值。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

a. Adoption of new/revised HKFRSs – effective on 1 January 2019 (Continued)

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKAS 12 Income Taxes

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 12 which clarify that all income tax consequences of dividends are recognised consistently with the transactions that generated the distributable profits, either in profit or loss, other comprehensive income or directly in equity.

Annual Improvements to HKFRSs 2015-2017 Cycle – Amendments to HKAS 23 Borrowing Costs

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 23 which clarifies that a borrowing made specifically to obtain a qualifying asset which remains outstanding after the related qualifying asset is ready for its intended use or sale would become part of the funds an entity borrows generally and therefore included in the general pool.

2 應用香港財務報告準則(續)

a. 採用新訂／經修訂香港財務報告－於2019年1月1日生效(續)

香港財務報告準則2015年至2017年週期的年度改進－香港會計準則第12號「所得稅」修訂

根據年度改進過程發行的修訂對目前含糊的準則作出輕微而非緊急的變動。該等修訂包括香港會計準則第12號修訂，釐清股息的所有所得稅後果與產生可分派利潤的交易採取一致的方式，即於損益、其他全面收益或直接於權益確認。

香港財務報告準則2015年至2017年週期的年度改進－香港會計準則第23號「借貸成本」修訂

根據年度改進過程發行的修訂對目前含糊的準則作出輕微而非緊急的變動。該等修訂包括香港會計準則第23號修訂，而該準則釐清為取得合資格資產而專門作出的借貸，如於相關合資格資產可作擬定用途或銷售時仍未償還，則會成為實體一般所借資金的一部分並因此計入一般資產組合內。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

b. New/revised HKFRSs that have been issued but are not yet effective

Amendments to HKFRS 3	Definition of a Business[1]
Amendments to HKAS 1 and HKAS 8	Definition of Material[1]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform[1]
HKFRS 17	Insurance Contracts[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

1 Effective for annual periods beginning on or after 1 January 2020

2 Effective for annual periods beginning on or after 1 January 2021

3 The amendments were originally intended to be effective for periods beginning on or after 1 January 2018. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

2 應用香港財務報告準則(續)

b. 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

香港財務報告準則第3號修訂	業務的定義[1]
香港會計準則第1號及香港會計準則第8號修訂	重大的定義[1]
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂	利率基準改革[1]
香港財務報告準則第17號	保險合約[2]
香港財務報告準則第10號及香港會計準則第28號修訂	投資者與其聯營公司或合營企業之間資產出售或投入[3]

1 對於2020年1月1日或以後開始的年度期間生效

2 對於2021年1月1日或以後開始的年度期間生效

3 該等修訂原定於2018年1月1日或之後開始期間生效。生效日期現已被遞延／移除。提早應用該等修訂仍獲准許。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

b. New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 3 – Definition of a Business

The amendments clarify that a business must include, as a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs, together with providing extensive guidance on what is meant by a "substantive process".

Additionally, the amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs, whilst narrowing the definition of "outputs" and a "business" to focus on returns from selling goods and services to customers, rather than on cost reductions.

An optional concentration test has also been added that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

Amendments to HKAS 1 and HKAS 8 – Definition of Material

The amendments clarify the definition and explanation of "material", aligning the definition across all HKFRS Standards and the Conceptual Framework, and incorporating supporting requirements in HKAS 1 into the definition.

2 應用香港財務報告準則(續)

b. 已頒佈但尚未生效的新訂／經修訂香港財務報告準則(續)

香港財務報告準則第3號修訂－業務的定義

有關修訂澄清，業務必須包括至少一項投入和一個實質性過程，而這些過程對創造產出的能力有很大的幫助，同時對「實質性過程」的定義提供廣泛指引。

此外，有關修訂刪除市場參與者是否有能力取代任何缺失的投入或過程及持續輸出的評估，同時收窄「產出」及「業務」的定義，將重點放在向客戶銷售商品及服務的回報上，而非削減成本。

另外亦引入選擇性的集中度測試，從而容許簡略評估所獲得之一組經營活動及資產是否不屬於業務。

香港會計準則第1號及香港會計準則第8號修訂－重大的定義

有關修訂澄清「重大」的定義及解釋，其符合所有香港財務報告準則及概念框架的定義，並將香港會計準則第1號的所須要求納入定義中。

2 APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

b. New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 9, HKAS 39 and HKFRS 7 – Interest Rate Benchmark Reform

The amendments modify some specific hedge accounting requirements to provide relief from potential effects of the uncertainties caused by interest rate benchmark reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties.

HKFRS 17 – Insurance Contracts

HKFRS 17 will replace HKFRS 4 as a single principle-based standard for the recognition, measurement, presentation and disclosure of insurance contracts in the financial statements of the issuers of those contracts.

Amendments to HKFRS 10 and HKAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

2 應用香港財務報告準則(續)

b. 已頒佈但尚未生效的新訂／經修訂香港財務報告準則(續)

香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號修訂－利率基準改革

有關修訂調整若干特定的對沖會計規定，以減輕利率基準改革引致的不確定因素帶來的潛在影響。此外，有關修訂要求公司向投資者提供有關其受該等不確定因素直接影響的對沖關係的額外資料。

香港財務報告準則第17號－保險合約

香港財務報告準則第17號將取代香港財務報告準則第4號，作為於該等合約的發行人之財務報表內確認、計量、呈列及披露保險合約的單一原則標準。

香港財務報告準則第10號及香港會計準則第28號修訂－投資者與其聯營公司或合營企業之間資產出售或投入

該等修訂澄清實體向其聯營公司或合營企業出售或注入資產時，將予確認之收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損。反之，當交易涉及不構成一項業務的資產，則僅以無關連投資者於合營企業或聯營公司之權益為限確認收益或虧損。

本集團尚未能確定其他新頒佈項目會否對本集團之會計政策及財務報表造成重大變動。

3 BASIS OF PREPARATION

This following note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of the Company and its subsidiaries.

a. Statement of compliance and basis of measurement

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS"), issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of investment properties, financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, which are carried at fair value at subsequent reporting date.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires the directors of the Company to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 7.

3 編製基準

以下附註載有一系列編製本綜合財務報表時應用的主要會計政策。除非另有註明，否則該等政策於所有呈列年度經已貫徹應用。本集團的財務報表涵蓋本公司及其附屬公司。

a. 遵例聲明及計量基準

本公司的綜合財務報表乃按照香港會計師公會頒佈的所用適用香港財務報告準則、香港會計準則及詮釋(下文統稱「香港財務報告準則」)以及香港公司條例(第622章)的披露規定編製。此外，綜合財務報表亦載有香港聯合交易所有限公司證券上市規則規定的適用披露事項。綜合財務報表乃按歷史成本基準編製，惟於隨後的報告日期以公允價值列賬的投資物業重估及按公允價值計入損益的財務資產及按公允價值計入其他全面收益的財務資產除外。

編製符合香港財務報告準則的財務報表須採用若干關鍵會計估計。於應用本集團會計政策過程中亦須本公司董事作出判斷。涉及較多判斷或較複雜或對綜合財務報表有重大影響的假設及估計的範疇於附註7中披露。

3 BASIS OF PREPARATION (CONTINUED)

b. Going concern assumption

As at 31 December 2019, the Group had properties under development of HK$15,690,742,000 which were classified as current assets while expected to be completed and recovered after one year from the end of reporting period. Excluding these properties under development, which are illiquid in nature, the Group's current liabilities exceeded its current assets by HK$3,191,437,000 as at 31 December 2019. This is mainly because certain bank and other loans and other payables of HK$1,609,932,000 and HK$1,367,623,000 respectively will fall due within twelve months of the date of the consolidated statement of financial position. In addition, the Group's businesses in real estate development in the United States of America (the "United States" or "U.S.") and energy sector in the Republic of Indonesia ("Indonesia") are capital intensive in nature and funding the continuous development of these businesses would require access to substantial capital in the foreseeable future.

In view of these circumstances, the directors of the Company ("Directors") have taken careful consideration to the future liquidity, the construction progress of the projects in the U.S. and Indonesia and its available sources of financing in assessing whether the Group has sufficient working capital for the next twelve months from the date of the consolidated statement of financial position. In order to improve the Group's financial position and alleviate the liquidity pressure, the Directors have been implementing various measures as follows:

(i) The Group is currently negotiating with the banks and financial institutions to renew or extend the existing facilities;

3 編製基準(續)

b. 持續經營假設

於2019年12月31日，本集團的發展中物業為港幣15,690,742,000元，分類為流動資產，預計於報告期末的一年後落成及收回。於2019年12月31日，倘撇除該等性質屬非流動的發展中物業，則本集團的流動負債將較其流動資產超出港幣3,191,437,000元，主要是由於若干銀行及其他貸款和其他應付款項分別為港幣1,609,932,000元和港幣1,367,623,000元將於結算日後12個月內到期。此外，本集團的美利堅合眾國(「美國」)房地產開發業務及印度尼西亞共和國(「印尼」)能源電力業務屬資本密集性質，在可見將來為該等業務的持續發展融資將需要取得大量資本。

有鑑於此，於評估本集團於由結算日起未來12個月是否具備足夠營運資金時，本公司的董事(「董事」)已審慎考慮未來流動性、美國和印尼項目的建設進度及可用融資來源。為改善本集團之財務狀況，減輕流動性壓力，董事已實施下列多項措施：

(i) 本集團現正與多家銀行及金融機構磋商，為現有融資續期或延期；

3 BASIS OF PREPARATION (CONTINUED)

b. Going concern assumption (Continued)

(ii) The Group will utilise the undrawn facilities as at 31 December 2019 amounting to HK$6,507,877,000 (including undrawn facilities from an intermediate holding company);

(iii) The Group will also continue to seek other alternative financing and bank borrowings to finance the settlement of its existing financial obligations and future operating and capital expenditures; and

(iv) The Group will seek additional financial support from its intermediate holding company, such as obtaining additional facilities, for any additional financial needs.

In light of the above, taking into account all the financial resources currently available to the Group, including the banking facilities currently available (subject to renewal and extension) as well as further borrowings currently under negotiation with potential lenders and the continuous financial support from the Company's intermediate holding companies (when necessary), the Directors are of the opinion that, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months after the date of the approval of the consolidated financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

3 編製基準(續)

b. 持續經營假設(續)

(ii) 本集團於2019年12月31日將動用的未提取融資為港幣6,507,877,000元(包括來自一間中間控股公司的未提取融資);

(iii) 本集團亦將繼續尋求其他替代融資及銀行借貸,為清償現有財務責任以及未來營運和資本開支提供資金;及

(iv) 本集團將就任何額外財務需要向其中間控股公司尋求額外財務支援,如取得額外融資。

鑑於上文所述,計及本集團現時可用的所有財務資源(包括現時可用銀行融資(須予續期及延期)及現時正與潛在貸款人磋商的進一步借貸及本公司中間控股公司的持續財務支持(如有需要)),董事認為,本集團將具備足夠營運資金於由本綜合財務報表的批准日起計未來12個月為業務融資及履行其到期財務責任。因此,財務報表乃按持續經營基準編製。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred to the former owners of the acquire, the equity interests issued by the Group, the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquire on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquirer's net identifiable assets.

Acquisition-related costs are expensed as incurred.

4 重大會計政策概要

a. 綜合賬目

附屬公司指所有本集團對其具有控制權的實體(包括結構性實體)。當本集團藉參與實體而可獲得或有權獲得可變回報,並有能力透過其操控該實體業務的權力影響此等回報時,本集團即控制該實體。附屬公司由控制權轉移至本集團當日起全面綜合入賬,並由控制權終止當日起不再綜合入賬。

業務合併

本集團應用收購會計法將所有業務合併入賬,不論有否收購股本工具或其他資產。就收購一間附屬公司轉讓的代價包括所轉讓資產、向被收購方原擁有人所產生負債、本集團所發行股權的公允價值、或然代價安排所產生任何資產或負債的公允價值及附屬公司任何現存股權的公允價值。在業務合併過程中購入的可識別資產以及承擔的負債及或然負債初始按於收購日期的公允價值計量(若干例外情況除外)。

本集團按公允價值或非控股權益應佔被收購方可識別淨資產的比例,按個別收購基準確認在被收購方的任何非控股權益。

收購相關成本在產生時支銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

a. Consolidation (Continued)

Business combinations (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquire is re-measured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in income statement.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquire and the acquisition-date fair value of any previous equity interest in the acquire over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

4 重大會計政策概要(續)

a. 綜合賬目(續)

業務合併(續)

倘業務合併分階段進行,則收購方先前持有的被收購方股權於收購日的賬面值會重新計量為於收購日期的公允價值;因進行重新計量而產生的任何利得或虧損會於收益表確認。

將由收購方轉讓的任何或然代價按收購日期的公允價值確認。其後對代價的調整於調整源自計量期(最長為由收購日期起計12個月)內所取得有關於收購日期的公允價值的新資料時,方於商譽確認。對分類為資產或負債的或然代價的所有其他其後調整乃於損益確認。

所轉讓代價、被收購方的任何非控股權益金額及任何先前於被收購方的股權於收購日期的公允價值超逾所收購可識別淨資產公允價值的差額,乃入賬列作商譽。倘所轉讓代價、已確認非控股權益及先前持有的權益計量的總額低於所收購附屬公司淨資產的公允價值(於議價收購的情況下),則該差額會直接於收益表確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

a. Consolidation (Continued)

Business combinations (Continued)

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the date when the control is transferred to the Group to the date when control ceases.

When the Group loses control of a subsidiary, the profit or loss on disposal 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 previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4 重大會計政策概要(續)

a. 綜合賬目(續)

業務合併(續)

集團內公司間的交易、結餘及未變現交易利得會作對銷。未變現虧損亦會對銷，除非交易有證據顯示已轉讓資產出現減值。附屬公司的會計政策已作出必要的修改，確保與本集團所採用的政策一致。

年內收購或出售的附屬公司的業績由控制權轉讓予本集團之日起至控制權終止之日止計入綜合收益表內。

當本集團喪失附屬公司控制權時，出售損益乃按以下兩者的差額計算：(i)已收代價公允價值與任何保留權益公允價值的總和及(ii)附屬公司資產(包括商譽)與負債及任何非控股權益的過往賬面金額。過往於其他全面收益確認與附屬公司有關的金額按出售相關資產或負債時所規定的相同方式入賬。

收購後，於附屬公司的非控股權益(指現有擁有權權益)的賬面金額為該等權益於初始確認時的金額加上該等非控股權益應佔權益其後變動的部分。全面收益總額即使會導致該等非控股權益出現虧絀結餘，仍歸屬於非控股權益。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

b. Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment (note 39). Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

c. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors and the chief financial officer that make strategic decisions.

4 重大會計政策概要(續)

b. 單獨財務報表

於附屬公司的投資按成本扣除減值入賬(附註39)。成本包括投資的直接應佔成本。附屬公司業績由本公司按已收及應收股息入賬。

當收到於附屬公司的投資的股息時,倘股息超過附屬公司在股息宣派期間的全面收益總額,或單獨財務報表內投資的賬面金額超過綜合財務報表內投資對象淨資產(包括商譽)的賬面金額,則須對有關投資進行減值測試。

c. 分部呈報

經營分部報告的方式與提供予主要經營決策者的內部報告貫徹一致。本集團已確定作出策略決定的執行董事及財務總監為主要經營決策者,負責分配經營分部的資源及評估經營分部的表現。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d. Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK$, which is the Company's functional and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Changes in the fair value of debt and equity securities denominated in foreign currency and classified as financial assets at fair value through other comprehensive income are analysed between translation differences resulting from changes in the amortised cost of the security and/or other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in the income statement while other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary items, such as equity instruments held at fair value through profit or loss are reported in the income statement as part of the fair value gain or loss. Translation differences on non-monetary items, such as equities classified as financial assets at fair value through other comprehensive income, are included in other comprehensive income.

4 重大會計政策概要(續)

d. 外幣換算

(i) 功能及呈報貨幣

本集團旗下各實體的財務報表內包含的項目以該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港幣呈報,而港幣為本公司的功能貨幣及本集團的呈報貨幣。

(ii) 交易及結餘

倘項目重新計量,則外幣交易按交易或估值當日的通行匯率換算為功能貨幣。該等交易結算所產生以及以外幣計值的貨幣資產及負債按年結日匯率換算所產生的匯兑利得及虧損會於收益表確認。

以外幣計值且分類為按公允價值入其他全面收益的財務資產的債務及股票證券的公允價值變動,按照證券的攤銷成本變動及/或該證券賬面金額的其他變動所產生的換算差額分析。與攤銷成本變動有關的換算差額於收益表確認,而賬面金額的其他變動則於其他全面收益確認。

非貨幣項目(例如按公允價值計入損益持有的權益工具)的換算差額在收益表內呈報為公允價值利得或虧損的一部分。非貨幣項目(例如分類為按公允價值計入其他全面收益的財務資產的權益)的換算差額包括在其他全面收益內。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

d. Foreign currency translation (Continued)

(iii) Group's entities

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement are translated at average exchange rates; and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

4 重大會計政策概要(續)

d. 外幣換算(續)

(iii) 本集團實體

功能貨幣有別於呈報貨幣的所有本集團實體的業績及財務狀況按以下方法換算為呈報貨幣:

- 每份所呈報財務狀況表內的資產及負債按該財務狀況表日期的收市匯率換算;
- 每份收益表內的收入及費用按平均匯率換算;及
- 所有由此產生的匯兑差額於其他全面收益確認。

於2005年1月1日或以後收購海外業務所產生的商譽及對已收購可識別資產作出的公允價值調整視為該海外業務的資產及負債處理,並按報告期末的通行匯率換算。所產生的匯兑差額於外匯儲備確認。

換算有關海外業務的長期貨幣項目(構成本集團淨投資的一部分)時,於集團實體獨立財務報表的損益確認的匯兑差額重新分類至其他全面收益,並作為外匯儲備於權益累計。

出售海外業務時,截至出售日期於有關該業務的外匯儲備確認的累積匯兑差額會重新分類至損益,作為出售損益的一部分。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e. Properties, plant and equipment

Properties, plant and equipment comprise mainly freehold land, construction in progress, buildings, leasehold improvements, furniture, fixtures and equipment, and motor vehicles. Properties, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes its purchase price and expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation of properties, plant and equipment is calculated using the straight-line method to allocate their cost or valuation net of expected residual value less accumulated impairment losses over their estimated useful lives, as follows:

Buildings	20 years
Leasehold improvements	5 years or over the term of the relevant leases, whichever is shorter
Furniture, fixtures and equipment	3 to 7 years
Motor vehicles	5 to 8 years

Freehold land is stated at historical cost and not depreciated less any recognised impairment loss.

4 重大會計政策概要(續)

e. 物業、機器及設備

物業、機器及設備主要包括永久業權土地、在建工程、樓宇、租賃物業裝修、傢具、固定裝置及設備以及汽車。物業、機器及設備按歷史成本減折舊和減值虧損列賬。歷史成本包括其購買價及收購有關項目直接應佔的開支。

其後成本僅於與項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠地計量時，方會計入資產的賬面金額或確認為獨立資產(如適用)。更換部分的賬面金額會終止確認。所有維修及保養在產生的財政期間內於收益表扣除。

物業、機器及設備的折舊乃採用直線法計算，以於以下估計可使用年期內將成本或估值(已扣除預期剩餘價值)減去累計減值虧損分攤：

樓宇	20年
租賃物業裝修	5年或按個別租賃年期，以較短者為準
傢具、固定裝置及設備	3至7年
汽車	5至8年

永久業權土地以歷史成本入賬，且不計算折舊減去任何已確認減值虧損。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

e. Properties, plant and equipment (Continued)

Gain or loss on disposal of a property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the income statement.

The assets' useful lives are reviewed, and adjusted if appropriate, at each date of statement of financial position.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

f. Construction in progress

Construction in progress represents properties, plant and equipment under construction and pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings, the cost of plant and machinery, employee benefit expenses, professional fees and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing, if any. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are available for intended use. Construction in progress is reclassified to the appropriate category of properties, plant and equipment when completed and ready for use.

4 重大會計政策概要(續)

e. 物業、機器及設備(續)

出售物業、機器及設備的利得或虧損乃出售所得款項淨額與相關資產的賬面金額兩者間的差額，並在收益表確認。

資產的可使用年期於各結算日檢討，並作出適當調整。

若資產的賬面金額高於估計可收回金額，則賬面金額會即時撇減至可收回金額。

f. 在建工程

在建工程指在建及待安裝的物業、機器及設備，乃按成本減累計減值虧損(如有)列賬。成本包括於建設或安裝及測試期間內樓宇的建築成本、機器及機械的成本、僱員福利開支、專業費用及借貸(用於為該等資產提供資金)所產生的利息支出(如有)。本集團概無就在建工程計提折舊撥備，直至相關資產完成及可作擬定用途之時為止。在建工程於已完成及可供使用時重新分類至物業、機器及設備的適當類別。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

g. Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is estimated taking into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

The costs of properties under development comprise costs of land use rights, construction costs, employee benefit expenses, borrowing costs and loan arrangement fee capitalised for qualifying assets and professional fees incurred during the development period.

h. Investment properties

Investment properties, principally comprising leasehold land and buildings, that are not occupied by the Group, are held for long-term rental yields, capital appreciation or both. Properties that are being constructed or developed for future long-term rental yields, capital appreciation or both are also classified as investment properties. Investment properties are initially measured at cost, including any directly attributable expenditure. After initial recognition, investment properties are carried at fair value, unless they are still in the course of construction or development at the end of the reporting period and fair value cannot be reliably measured at that time, and therefore are stated at cost. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in the consolidated income statement.

4 重大會計政策概要(續)

g. 發展中物業

發展中物業按成本及可變現淨值的較低者列賬。本集團乃透過考慮最終預計可變現價格，減去適用可變銷售費用及預期竣工成本，估計可變現淨值。

發展中物業的成本包括發展期間產生的土地使用權成本、建築成本、僱員福利開支、就合資格資產撥充資本的借貸成本及貸款安排費用以及專業費用。

h. 投資物業

投資物業主要包括並非由本集團佔用的租賃土地及樓宇，乃為獲取長期租金收益、實現資本增值或此兩個目的而持有。用於獲取未來長期租金收益、實現資本增值或此兩個目的之在建或發展中物業亦分類為投資物業。投資物業初始按成本(包括任何直接應佔支出)計量。於初始確認後，投資物業按公允價值列賬，除非該等物業於報告期末仍在建設或發展，且公允價值於當時無法可靠地計量，因此按成本列賬。公允價值變動或投資物業報廢或出售所產生的任何利得或虧損於綜合收益表確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

h. Investment properties (Continued)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

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 the profit or loss in the period in which the property is derecognised.

i. Payments for leasehold land held for own use under operating leases (accounting policies applied until 31 December 2018)

Payments for leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis as an expense.

j. Financial instruments

(i) Financial Assets

Classification

The Group classifies its financial assets in the following measurement categories:

- financial assets at fair value (either through other comprehensive income or through profit or loss), and
- financial assets at amortised cost.

4 重大會計政策概要(續)

h. 投資物業(續)

就在建投資物業產生的建築成本乃撥充資本作為在建投資物業賬面金額的一部分。

投資物業於出售後或永久撤銷使用且預期不會從其出售產生未來經濟利益時終止確認。終止確認物業所產生的任何利得或虧損(按出售所得款項淨額與資產賬面金額的差額計算)於終止確認物業期間計入損益。

i. 根據經營租賃持作自用的租賃土地款項(直至2018年12月31日為止應用的會計政策)

根據經營租賃持作自用的租賃土地款項指收購承租人佔用物業長期權益的首期付款。該等款項按成本列賬,並於租期內採用直線法作為開支攤銷。

j. 金融工具

(i) 財務資產

分類

本集團按以下計量類別將其財務資產分類:

- 按公允價值(不論計入其他全面收益或計入損益)的財務資產;及
- 按攤銷成本計量的財務資產。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(i) *Financial Assets (Continued)*

Classification (Continued)

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income, depending on how the assets are classified. For investments in equity instruments that are not held for trading and not contingent consideration recognised by an acquirer to which HKFRS 3 applies, this will depend on whether the Group has made an irrevocable election at the time of initial application of HKFRS 9/initial recognition of the assets to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

4 重大會計政策概要(續)

j. 金融工具(續)

(i) *財務資產(續)*

分類(續)

分類取決於實體管理財務資產的業務模型及財務資產的合約現金流特徵。

就按公允價值計量的資產而言，利得及虧損視乎資產的分類方式於損益或其他全面收益入賬。就並非持作交易及並非香港財務報告準則第3號適用的由收購方確認的或然代價的股本工具投資而言，分類取決於本集團有否於初始應用香港財務報告準則第9號／初始確認資產時不可撤回地選擇以按公允價值計入其他全面收益為股本投資的入賬方式。

本集團於及僅於其管理該等資產的業務模型變動時方會將債務投資重新分類。

確認

常規買賣財務資產於交易日期(本集團承諾購買或出售該資產的日期)確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(i) *Financial Assets (Continued)*

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest on the principal amount outstanding.

The subsequent measurement of financial assets depends on their classification as follows:

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

– Amortised cost

  Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

4 重大會計政策概要(續)

j. 金融工具(續)

(i) *財務資產(續)*

計量

於初始確認時，本集團按公允價值另加(如屬並非按公允價值計入損益的財務資產)收購財務資產直接應佔的交易成本計量財務資產。按公允價值計入損益的財務資產的交易成本於損益支銷。

於釐定附帶嵌入式衍生工具的財務資產的現金流是否純粹為本金及未償還本金利息付款時會作整體考量。

財務資產的其後計量方式視乎該等資產的下述分類而定：

債務工具

債務工具的其後計量取決於本集團管理資產的業務模型及資產的現金流特性。本集團以三大計量類別將其債務工具分類：

— 攤銷成本

  為收取合約現金流而持有，而該等現金流純粹為本金及利息付款的財務資產，按攤銷成本計量。該等金融工具產生的利息收益使用實際利率法計入財務收益。終止確認產生的任何利得或虧損直接於損益確認，並連同外幣匯兑利得及虧損於其他利得／(虧損)呈列。減值虧損於損益表呈列為獨立項目。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(i) *Financial Assets (Continued)*

Measurement (Continued)

Debt instruments (Continued)

– Fair value through other comprehensive income

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the consolidated income statement.

4 重大會計政策概要(續)

j. 金融工具(續)

(i) *財務資產(續)*

計量(續)

債務工具(續)

– 按公允價值計入其他全面收益

為收取合約現金流及出售財務資產而持有的財務資產，當資產的現金流純粹為本金及未償還本金利息付款時，以按公允價值計入其他全面收益的方式計量。賬面金額的變動計入其他全面收益，惟確認減值利得或虧損、利息收益及外幣匯兑利得及虧損於損益確認。於終止確認財務資產時，以往於其他全面收益確認的累計利得或虧損由權益重新分類至損益，並於其他利得／(虧損)確認。該等財務資產產生的利息收益使用實際利率法計入財務收益。外幣匯兑利得及虧損於其他利得／(虧損)呈列，而減值費用於綜合收益表呈列為獨立項目。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(i) *Financial Assets (Continued)*

Measurement (Continued)

Debt instruments (Continued)

– Fair value through profit or loss

Financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

– Fair value through profit or loss

Equity investments at fair value through profit or loss are subsequently measured at fair value. Changes in fair value, dividend income and interest income are recognised in profit or loss.

4 重大會計政策概要(續)

j. 金融工具(續)

(i) *財務資產(續)*

計量(續)

債務工具(續)

– 按公允價值計入損益

不符合攤銷成本或按公允價值計入其他全面收益條件的財務資產,以按公允價值計入損益的方式計量。其後按公允價值計入損益計量的債務投資的利得或虧損於損益確認,並於產生期間在其他利得/(虧損)以淨額呈列。

權益工具

– 按公允價值計入損益

按公允價值計入損益的股本投資其後按公允價值計量。公允價值變動、股息收益及利息收益乃於損益確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(i) *Financial Assets (Continued)*

Measurement (Continued)

Equity instruments (Continued)

– Fair value through other comprehensive income

For equity investment which is not held for trading purposes and not contingent consideration recognised by an acquirer to which HKFRS 3 applies and on initial application of HKFRS 9/initial recognition of the investment the Group makes an election to designate the investment at fair value through other comprehensive income, they are subsequently measured at fair value and changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividend income is recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. Equity instruments at fair value through other comprehensive income are not subject to impairment assessment.

4 重大會計政策概要(續)

j. 金融工具(續)

(i) *財務資產(續)*

計量(續)

權益工具(續)

– 按公允價值計入其他全面收益

就並非持作買賣用途及並非香港財務報告準則第3號適用的由收購方確認的或然代價以及於初始應用香港財務報告準則第9號／初始確認投資時本集團選擇指定按公允價值值計入其他全面收益的股本投資而言，有關投資其後按公允價值計量，而公允價值變動於其他全面收益確認。有關選擇按個別工具作出，惟僅可於有關投資符合發行人認為的股本定義時，方可作出。倘作出選擇，則於其他全面收益累計的金額保留於公允價值儲備(非重新劃撥)，直至該項投資出售為止。於出售之時，於公允價值儲備(非重新劃撥)的累計金額會轉撥至保留利潤，而不會重新劃撥至損益。股息收益除非明確屬收回部分投資成本的金額，否則於損益確認。其他淨利得及虧損於其他全面收益確認，且不會重新分類至損益。按公允價值計入其他全面收益的股本工具無須進行減值評估。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(ii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost (including trade receivables, other receivables and cash and bank balances) and investment in debt instruments measured at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised, see Note 25 for further details.

Expected credit losses are a probability-weighted estimate of credit losses which are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive) over the expected life of the financial instrument. The maximum period to consider when measuring expected credit losses is the maximum contractual period over which the entity is exposed to credit risk.

4 重大會計政策概要(續)

j. 金融工具(續)

(ii) 財務資產減值

本集團按前瞻基準評估與其按攤銷成本的債務工具(包括應收賬款、其他應收款項及現金及銀行結餘)及按公允價值計入其他全面收益計量的債務投資相關的預期信用損失。所採用的減值方法取決於信貸風險有否大幅增加。

就應收賬款而言，本集團採用香港財務報告準則第9號所允許的簡化方法，其規定須確認預期存續期虧損，詳情請參見附註25。

預期信用損失為對金融工具預期年期內按所有現金不足額(即按照合約應付本集團的現金流與本集團預期收取的現金流之間的差額)現值計量的信用損失的概率加權估計。計量預期信用損失時考慮的最長期間為實體面對信貸風險的最長合約期間。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

Expected credit losses are measured at the end of each reporting period to reflect changes in the debt instrument's credit risk since initial recognition. Any change in the amount of expected credit losses is recognised as an impairment gain or loss in profit or loss. Loss allowances for debt instruments measured at amortised cost are deducted from the gross carrying amount of the assets. For debt instruments at fair value through other comprehensive income, loss allowance is recognised in other comprehensive income and accumulated in fair value reserve (recycling), instead of reducing the carrying amount of the financial assets.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

For trade receivables, the Group applies a simplified approach to measure the loss allowance at an amount equal to lifetime expected credit losses. Expected credit losses on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date. For other debt financial assets, the Group measures the loss allowance either based on 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition.

4 重大會計政策概要(續)

j. 金融工具(續)

(ii) 財務資產減值(續)

預期信用損失於各報告期末計量，以反映債務工具的信貸風險自初始確認以來的變動。預期信用損失金額的任何變動於損益確認為減值利得或虧損。按攤銷成本計量的債務工具的虧損備抵從該等資產的賬面總額扣除。就按公允價值計入其他全面收益的債務工具而言，虧損備抵於其他全面收益確認，並於公允價值儲備(重新劃撥)累計，而非扣減財務資產的賬面金額。

財務資產的賬面總額在無實際可能收回的情況下部分或全部撇銷。此情況一般為本集團釐定債務人並無資產或收入來源可產生充足現金流，以償還可能須撇銷的金額時發生。

就應收賬款而言，本集團應用簡化方法按相等於全期預期信用損失的金額計量虧損備抵。應收賬款的預期信用損失利用基於本集團歷史信用損失經驗的撥備矩陣估計，並就債務人特定的因素及對於報告日期的當前及預測一般經濟狀況作出的評估調整。就其他債務財務資產而言，本集團按12個月預期信用損失或全期預期信用損失計量虧損備抵，視乎自初始確認以來信貸風險有否大幅增加而定。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(ii) Impairment of financial assets (Continued)

However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

4 重大會計政策概要(續)

j. 金融工具(續)

(ii) 財務資產減值(續)

然而,當自起始以來信貸風險大幅增加時,備抵將以全期預期信用損失為基礎。當釐定財務資產的信貸風險自初始確認以來有否大幅增加,及當估計預期信用損失時,本集團會考慮相關及無須花費過多成本或努力即可獲得的合理而具理據支持的資料。此包括基於本集團歷史經驗及知情信貸評估的定量及定性資料及分析,並包括前瞻性資料。

當借款人不大可能在本集團無採取追索行動(例如變現抵押(如持有))的情況下向本集團全數支付信貸義務時,本集團視財務資產為違約。

於估計預期信用損失時考慮的最長期間為本集團面對信貸風險的最長合約期間。

信貸減值財務資產的利息收益乃基於財務資產的攤銷成本(即賬面總額減虧損備抵)計算。非信貸減值財務資產的利息收益基於賬面總額計算。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(iii) *Financial liabilities*

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables, amount due to an intermediate holding company, bank and other borrowings and the debt component of convertible notes issued by the Group are initially measured at fair value, net of directly attributable costs incurred and subsequently measured at amortised cost using the effective interest method. The related interest expense is accounted for in accordance with the accounting policy as set out in Note 4(o).

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

For other payables
Other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

4 重大會計政策概要(續)

j. 金融工具(續)

(iii) *財務負債*

本集團視乎財務負債產生的目的將該等負債分類。按攤銷成本列賬的財務負債初始按公允價值計量，並扣除已產生的直接應佔成本。

按攤銷成本計量的財務負債
按攤銷成本計量的財務負債(包括其他應付款項、應付一間中間控股公司款項、銀行及其他借貸以及本集團所發行可換股票據的債務組成部分)初始按公允價值計量並扣除已產生的直接應佔成本，其後則利用實際利息法按攤銷成本計量。相關利息支出按照附註4(o)所載的會計政策入賬。

當負債終止確認時及於攤銷過程中，利得或虧損會於損益確認。

關於其他應付款項
其他應付款項初始按公允價值確認，其後利用實際利息法按攤銷成本計量。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(iii) *Financial liabilities (Continued)*

For borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

4 重大會計政策概要(續)

j. 金融工具(續)

(iii) *財務負債(續)*

關於借貸

借貸初始按公允價值確認並扣除已產生的交易成本。借貸其後按攤銷成本列賬;所得款項(扣除交易成本)與贖回價值的任何差額利用實際利息法於借貸期間內在綜合收益表確認。

在貸款融資將很有可能部分或全部提取的情況下,於設立貸款融資時支付的費用會確認為貸款的交易成本。在此情況下,該費用將遞延至提取貸款為止。在並無證據顯示融資將很有可能部分或全部提取的情況下,該費用會撥充資本作為流動資金服務的預付款項,並於有關融資期間內攤銷。

除非本集團有無條件權利可將清償負債的時間遞延至報告期末後最少12個月,否則借貸會分類為流動負債。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(iv) Convertible notes

Convertible notes issued by the Company that contain the liability and conversion option components are classified separately into their respective items on initial recognition. 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 classified as an equity instrument. Conversion option that will be settled other than 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 a conversion option derivative.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. For conversion option classified as an equity instrument, the difference between the proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible notes equity reserve). For conversion option classified as derivative, it is recognised at fair value. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as liability.

4 重大會計政策概要(續)

j. 金融工具(續)

(iv) 可換股票據

本公司所發行包含負債及轉換權組成部分的可換股票據於初始確認時單獨分類為各自的項目。以定額現金或另一項財務資產交換本公司本身的固定數目股本工具的方式結算的轉換權會分類為股本工具。將透過以定額現金或另一項財務資產交換本公司本身的固定數目股本工具以外的方式結算的轉換權為轉換權衍生工具。

於初始確認時，負債組成部分的公允價值利用類似的不可轉換債項的通行市場利率釐定。對於分類為股本工具的轉換權，發行可換股貸款票據的所得款項與分配至負債組成部分(指持有人將貸款票據轉換為權益的轉換權)的公允價值的差額乃計入權益(可換股票據權益儲備)。分類為衍生工具的轉換權乃按公允價值確認。所得款項超出初始確認為衍生工具組成部分的金額的任何差額乃確認為負債。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(iv) Convertible notes (Continued)

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible loan equity reserve will be transferred to share capital. Where the option remains unexercised at the expiry dates, the balance stated in convertible loan notes equity reserve will be released to the retained earnings. No gain or loss is recognised upon conversion or expiration of the option. The conversion option derivative is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and conversion option components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity and relating to conversion option derivative is recognised to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

4 重大會計政策概要(續)

j. 金融工具(續)

(iv) 可換股票據(續)

於其後期間，可換股貸款票據的負債組成部分利用實際利息法按攤銷成本列賬。權益組成部分(以轉換負債組成部分為本公司普通股的期權代表)將保留於可換股票據權益儲備，直至嵌入式期權獲行使為止(在此情況下，可換股貸款權益儲備所列的結餘將轉撥至股本)。倘選擇權於到期日仍未獲行使，則可換股貸款票據權益儲備所列的結餘將撥至保留盈利。期權獲轉換或到期時不會確認利得或虧損。轉換權衍生工具乃按公允價值計量，公允價值變動會於損益確認。

有關發行可換股貸款票據的交易成本乃按所得款項的分配比例分配至負債及轉換權組成部分。有關權益組成部分的交易成本直接自權益扣除，而有關轉換權衍生工具的交易成本則即時於損益確認。與負債組成部分有關的交易成本計入負債部分的賬面金額，並利用實際利息法於可換股貸款票據的期間內攤銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

j. Financial instruments (Continued)

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vii) Derecognition

The Group derecognises a financial asset when, and only when the contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4 重大會計政策概要(續)

j. 金融工具(續)

(v) 實際利息法

實際利息法為於有關期間內計算財務資產或財務負債的攤銷成本及分配利息收益或利息支出的方法。實際利率為於財務資產或負債預期年期(或(如適用)較短期間)內,準確貼現預期未來現金收款或付款的比率。

(vi) 股本工具

本公司發行的股本工具按已收所得款項(扣除直接發行成本)記賬。

(vii) 終止確認

當及僅當自財務資產收取現金流的合約權利屆滿,或已轉移財務資產且有關轉移按照香港財務報告準則第9號符合取消確認的準則時,本集團方會終止確認財務資產。

當相關合約內訂明的責任已解除、註銷或屆滿時,本集團會終止確認財務負債。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

k. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where the Company currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Company has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

l. Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation, but are at least tested annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets that are subject to depreciation or amortisation are reviewed to determine whether there is any indication that the carrying value of these assets may not be recoverable and have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Such impairment loss is recognised in the consolidated income statement.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

4 重大會計政策概要(續)

k. 對銷金融工具

倘本公司擁有在法律上可強制執行的權利對銷已確認金額，且有意以淨額基準結算或同時變現資產及清償負債時，則財務資產及負債會對銷，並於資產負債表呈報淨額。本公司亦訂有不符對銷標準的安排，但仍容許在破產、合約終止等若干情況下對銷相關金額。

l. 非財務資產減值

無確定使用年期的資產無需攤銷，但最少每年進行減值測試，且於有事件出現或情況改變顯示賬面金額可能無法收回時審閱減值。本集團會審閱須作折舊或攤銷的資產，以釐定是否有任何跡象顯示該等資產的賬面值可能無法收回並已蒙受減值虧損。如有任何此等跡象，則本集團會估計資產的可收回金額，以釐定減值虧損(如有)的程度。可收回金額以資產的公允價值扣除銷售成本及使用價值兩者的較高者為準。此等減值虧損會於綜合收益表確認。

為評估減值，資產乃按可單獨識別現金流量(現金產生單位)的最低層級分類。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

m. Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks with original maturities of three months or less.

n. Provisions and contingencies

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

4 重大會計政策概要(續)

m. 現金及現金等價物

現金及現金等價物包括手頭現金及原期限為三個月或以下的銀行活期存款。

n. 撥備及或然事項

當本集團因過往事項而負上法律上或推定的責任、償付責任時可能導致資源流出且金額能夠可靠地估計時，本集團會確認撥備。

如有多項類似責任，則本集團會透過整體考慮責任的類別釐定須於償付中流出資源的可能性。即使與在同一責任類別所包含任何一個項目相關的資源流出的可能性極低，本集團亦會確認撥備。

撥備使用可反映市場目前對金錢時間價值及責任特定風險的評估的稅前比率，按預期抵償責任所需開支的現值計量。撥備隨時間流逝而增加的金額確認為利息支出。

或然負債指因過往事件而可能引起的責任，而其存在與否僅能藉本集團控制範圍以外的一宗或多宗不確定未來事件會否發生確認。或然負債亦可以是因過往事件而引致，但由於其可能無須流出經濟資源或責任金額未能可靠地計量而不作確認的現有責任。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

n. Provisions and contingencies (Continued)

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

o. Borrowing costs

General and specific 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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the consolidated income statement in the period in which they are incurred.

4 重大會計政策概要(續)

n. 撥備及或然事項(續)

或然負債不予確認，但會於綜合財務報表附註披露。當流出資源的可能性改變導致可能流出資源時，本集團會將或然負債確認為撥備。

o. 借貸成本

直接用於收購、建造或生產合資格資產(即須長時間準備方可作擬定用途或出售的資產)的一般及特定借貸成本會撥作該等資產成本的一部分，直至該等資產大致上可作其擬定用途或出售之時為止。

特定借貸在用於合資格資產前作短暫投資所賺取的投資收益於合資格撥充資本的借貸成本中扣除。

所有其他借貸成本於產生期間在綜合收益表確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p. Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

4 重大會計政策概要(續)

p. 即期及遞延所得稅

年內稅項支出包括即期及遞延稅項。除與於其他全面收益確認或直接於權益確認的項目相關(此時稅項亦分別於其他全面收益確認或直接於權益確認)外,稅項會於綜合收益表確認。

(i) 即期所得稅

即期稅項以日常業務的損益為基礎,已就所得稅而言無須課稅或不可扣稅的項目調整,並按於本公司附屬公司業務及產生應課稅收益所在國家報告期末已頒佈或大致已頒佈的稅率計算。管理層因應須詮釋適用稅務法規的情況定期評估報稅表的狀況,並在適當時以預期須向稅務機關支付的稅款為基準設定撥備。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p. Current and deferred income tax (Continued)

(ii) *Deferred income tax*

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill and the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the date of statement of financial position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4 重大會計政策概要(續)

p. 即期及遞延所得稅(續)

(ii) *遞延所得稅*

內在差異

對於資產及負債的稅基與綜合財務報表內的賬面金額之間所產生的暫時差額，本集團會使用負債法確認遞延所得稅。然而，遞延稅項負債若因初始確認商譽而產生則不予確認，遞延所得稅若因於業務合併以外的交易(不影響會計處理亦不影響應課稅盈虧者)中初始確認資產或負債而產生，則不會入賬。遞延所得稅利用於結算日已頒佈或大致已頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債清償時應用的稅率(及稅法)釐定。

釐定計量遞延稅項金額所用適當稅率的一般規定存在一個例外情況，即投資物業乃根據香港會計準則第40號「投資物業」按公允價值列賬。除非該推定被推翻，否則此等投資物業的遞延稅項金額乃利用此等投資物業按於報告日期的賬面金額出售時應用的稅率計量。當投資物業乃可計提折舊並於旨在隨時間(而非透過出售)消耗物業所蘊含絕大部份經濟利益的商業模型內持有時，該推定即被推翻。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

p. Current and deferred income tax (Continued)

(ii) *Deferred income tax (Continued)*

Inside basis differences (Continued)
Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences
Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not be reversed in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(iii) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

4 重大會計政策概要(續)

p. 即期及遞延所得稅(續)

(ii) *遞延所得稅(續)*

內在差異(續)
遞延所得稅資產僅於未來可能有應課稅利潤可用以抵銷可動用暫時差額時確認。

外在差異
本集團會就於附屬公司的投資所產生的應課稅暫時差額計提遞延所得稅負債撥備，惟倘本集團可控制暫時差額的撥回時間，且暫時差額很可能不會在可見將來撥回，則作別論。

本集團會就於附屬公司的投資所產生的可扣減暫時差額確認遞延所得稅資產，惟只有暫時差額很可能於未來撥回，且有足夠應課稅利潤可用以抵銷暫時差額，方予確認。

(iii) *抵銷*

當擁有可在法律上強制執行的權利對銷流動稅項資產與流動稅項負債，且遞延所得稅資產及負債涉及由同一稅務機關向有意按淨額基準清償結餘的應繳稅實體或不同應繳稅實體徵收的所得稅時，遞延所得稅資產與負債會互相抵銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q. (A) Leasing (accounting policies applied from 1 January 2019)

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property to which the Group applies the revaluation model, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property, they are carried at fair value.

4 重大會計政策概要(續)

q. (A)租賃(由2019年1月1日起應用的會計政策)

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債,惟現有會計政策為實體提供選擇,可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

使用權資產

使用權資產應按成本確認並將包括:(i)首次計量租賃負債的金額(見下文有關租賃負債入賬的會計政策);(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵;(iii)承租人產生的任何首次直接成本;及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本,除非該等成本乃為生產存貨而產生則除外。除了符合投資物業之定義之使用權資產外,本集團採用成本模式計量使用權資產。根據成本模式,本集團按成本減任何累計折舊及任何減值虧損計量使用權,並就租賃負債的任何重新計量作出調整。符合投資物業定義的使用權資產按公允價值列賬。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q. (A) Leasing (accounting policies applied from 1 January 2019) (Continued)

Right-of-use asset (Continued)

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value. The Group accounts for leasehold land and buildings which are held for own use under HKAS 16 and are carried at cost less depreciation and impairment losses. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable: (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

4 重大會計政策概要(續)

q. (A)租賃(由2019年1月1日起應用的會計政策)(續)

使用權資產(續)

本集團將根據香港會計準則第40號為持作出租或資本增值用途的租賃土地及樓宇入賬，並按成本減折舊及減值撥備列賬。本集團將根據香港會計準則第16號為持作自用的租賃土地及樓宇入賬，並按公允價值列賬。除以上使用權資產外，本集團亦已根據租賃協議租賃多個物業，而本集團對有關租賃作出判斷，並確定其為持作自用之租賃土地及樓宇以外之個別資產類別。因此，租賃協議項下物業所產生之使用權資產按折舊成本列賬。

租賃負債

租賃負債按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款將採用租賃暗含的利率貼現(倘該利率可輕易釐定)。倘該利率無法輕易釐定，本集團將採用本集團的增量借款利率。

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項視為租賃付款：(i)固定付款減任何應收租賃獎勵；(ii)按開始日期之指數或利率首次計量的浮動租賃付款(取決於指數或利率)；(iii)承租人根據剩餘價值擔保預期將支付的款項；(iv)倘承租人合理確定行使購買選擇權，該選擇權的行使價及(v)倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q. (A) Leasing (accounting policies applied from 1 January 2019) (Continued)

Lease liability (Continued)

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

4 重大會計政策概要(續)

q. (A)租賃(由2019年1月1日起應用的會計政策)(續)

租賃負債(續)

於開始日期後，本集團透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映作出的租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

作為出租人的會計處理

本集團已向多名租戶出租其投資物業。經營租賃的租金收入乃按相關租賃年期以直線法於損益中確認。於磋商及安排經營租賃時產生之初步直接成本加入租賃資產之賬面值，並按直線法於租賃期內確認為開支。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

q. (B)Leasing (accounting policies applied until 31 December 2018)

Leases in which a significant portion of the risks and rewards of ownership are retained by the leasing company are classified as operating leases. Payments made under operating leases (including up-front prepayments made for the leasehold land and land use rights) net of any incentives received from the leasing company are charged to the income statement on a straight-line basis over the period of the lease.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

The land and buildings elements of property leases are considered separately for the purposes of lease classification.

4 重大會計政策概要(續)

q. (B) 租賃(直至2018年12月31日為止應用的會計政策)

凡所有權的絕大部分風險及回報由出租公司保留的租賃,均列為經營租賃。根據經營租賃支付的款項(包括為租賃土地及土地使用權預付的前期費用)在扣除自出租公司收取的任何獎勵後,於租期內以直線法在收益表扣除。

本集團作為出租人

經營租賃的租金收益於相關租期內以直線法在損益確認。磋商及安排經營租賃時產生的初始直接成本加入已租賃資產的賬面金額,並於租期內以直線法確認為開支。

本集團作為承租人

根據經營租賃應付的租金總額於租期內以直線法在損益確認。已收租賃獎勵於租期內確認為總租金支出的組成部分。

就租賃分類而言,物業租賃的土地及樓宇部分會獨立考慮。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

r. Employee benefits

(i) Salaries, bonus, paid annual leave and the cost of other benefits to the Group are accrued in the year in which the associated services are rendered by employees of the Group.

(ii) The Group operates two defined contribution schemes for Hong Kong employees, the assets of which are held in separate administered funds. The Group's contributions to the defined contribution schemes are expensed as incurred and are not reduced by contributions forfeited by those employees who leave the schemes prior to vesting fully in the contributions.

The Group also contributes on a monthly basis to various defined contribution retirement benefit plans organised by relevant municipal and provincial governments in the PRC. The municipal and provincial governments undertake to assume the retirement benefit obligations payable to all existing and future retired employees for post-retirement benefits beyond the contributions made. The assets of these plans are held separately from those of the Group in independently administered funds managed by the government of the PRC. Contributions to these plans are expensed as incurred.

4 重大會計政策概要(續)

r. 僱員福利

(i) 薪金、花紅、有薪年假及本集團其他福利開支於本集團僱員提供相關服務的年度累算。

(ii) 本集團為香港僱員設立兩項界定供款計劃，各自的資產分別由不同的受管理基金持有。本集團向該等界定供款計劃作出的供款會於產生時支銷，因僱員在供款全數歸屬前退出計劃而沒收的供款不會用於減少本集團作出的供款。

本集團亦每月向中國相關省級及市級政府所籌辦的多項界定供款退休福利計劃作出供款。省級及市級政府承諾，就超出已作供款的退休後福利承擔向所有現時及未來退休僱員支付退休福利的責任。該等計劃的資產與本集團的資產分開，由中國政府管理的獨立管理基金持有。該等計劃的供款於產生時支銷。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

r. Employee benefits (Continued)

(ii) (Continued)

The Group has participated in a defined contribution plan the 401(k) scheme covering all of its eligible employees in the U.S.. Employees who participate in the plan may contribute a portion of their compensation on a pre-income tax basis up to a limit specified by law. The Group's contribution to the plan is based on the percentage of employee contribution from the individual employee's monthly basic salary. The Group also provides an employee benefit plan under Internal Revenue Code Section 125, offering to pay for its eligible employees for medical premium and dependent care expenses on a pre-tax basis. Contributions to this scheme are expensed as incurred.

(iii) Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37, Provisions, Contingent Liabilities and Contingent Assets, and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

4 重大會計政策概要(續)

r. 僱員福利(續)

(ii) (續)

本集團已參與界定供款計劃,401(k)計劃涵蓋其所有美國合資格僱員。參與計劃的僱員可以除所得稅前補償的某一部分(上限為法律所定的限額)作為供款。本集團向計劃作出的供款乃基於從個別僱員每月基本薪金得出的僱員供款百分比計算。本集團亦根據《國內收入法》(Internal Revenue Code)第125條提供一項僱員福利計劃,提出以稅前基準為合資格僱員支付醫療金及受養人照顧開支。向此計劃作出的供款會於產生時支銷。

(iii) 離職福利於僱員在正常退休日前被本集團終止僱用或僱員接受自願離職以換取此等福利時支付。本集團於以下日期(以較早者為準)確認離職福利:(a)當本集團不再可撤回提供該等福利的建議時;及(b)當實體確認在香港會計準則第37號「撥備、或然負債及或然資產」的範圍內的重組成本並涉及支付離職福利款項時。在提出建議以鼓勵自願離職的情況下,離職福利乃基於預期接受建議的僱員人數計量。在報告期末後超過12個月到期支付的福利會貼現至現值。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

s. Share-based compensation

The Group operates an equity-settled share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become vested. At every period end, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement and a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

4 重大會計政策概要(續)

s. 以股份為基礎的補償

本集團設有一項以權益結算以股份為基礎的補償計劃。以授出購股權換取僱員提供的服務的公允價值確認為費用。將於歸屬期內支銷的總額參考所授出購股權的公允價值釐定，當中不包括任何非市場歸屬條件(例如盈利能力及銷售增長目標)的影響。非市場歸屬條件包括在有關預期歸屬的購股權數目的假設中。在各報告期末，本集團會修訂其對預期歸屬的購股權數目的估計。本集團於收益表確認對原先估計修訂(如有)的影響，並對權益作出相應調整。

在購股權獲行使時，已收所得款項扣除任何直接應佔的交易成本後，撥入股本(面值)及股份溢價。

倘購股權的條款及條件於購股權歸屬前修改，則購股權公允價值的增加(於緊接修改前及緊隨修改後計量)亦於餘下歸屬期內在損益確認。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

t. Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding amounts collected on behalf of third parties and is after deduction of any trade discount.

Rental income receivable under operating leases where the Group is a lessor is recognised in the income statement in equal instalments over the accounting periods covered by the lease term. Lease incentives granted are recognised in the income statement as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the year in which they are earned.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments including financial asset at fair value through profit or loss or other comprehensive income are recognised when the shareholder's rights to receive payment have been established (provided that it is probable that the economic benefit will flow to the Group and the amount of revenue can be measured reliably).

4 重大會計政策概要(續)

t. 收入確認

當產品或服務的控制權轉移至客戶時,本集團會確認收入,金額為本集團預期有權獲得的已承諾代價,當中不包括代表第三方收取的金額,並已扣除任何貿易折扣。

根據本集團作為出租人的經營租賃應收的租金收益於租期所涵蓋的會計期間內以等額在收益表確認。所授予的租賃獎勵於收益表確認為應收淨租金總額的組成部分。或然租金在賺取的年度確認為收益。

倘經濟利益可能將流入本集團且收益金額能可靠地計量,則會確認財務資產的利息收益。利息收益乃參照未償還本金及按適用實際利率以時間基準累計;該實際利率為於財務資產預期年期內,將估計未來現金收款準確貼現至該資產於初始確認的賬面淨額的利率。

投資(包括按公允價值計入損益或其他全面收益的財務資產)的股息收益於股東收款的權利確立時確認(前提為經濟利益可能將流入本集團且收入金額能可靠地計量)。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

u. Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

v. Dividend distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, as appropriate.

w. Related parties

(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 key management personnel of the Group or the Company's parent.

4 重大會計政策概要(續)

u. 股本

普通股分類為權益。

發行新股或購股權直接產生的增量成本在權益中顯示為扣除稅項後的所得款項扣減。

v. 分派股息

向本集團股東分派的股息在本公司股東或董事(視適用情況而定)批准股息的期間於本集團財務報表確認為負債。

w. 關聯方

(a) 某人士或該人士的近親如屬以下人士,則與本集團有關聯:

(i) 對本集團擁有控制權或共同控制權;

(ii) 對本集團有重大影響力;或

(iii) 為本集團或本公司母公司的主要管理層人員。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

w. Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions apply:

(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 the employees of the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

4 重大會計政策概要(續)

w. 關聯方(續)

(b) 某實體如符合以下任何條件，則與本集團有關聯：

(i) 該實體與本集團屬同一集團的成員公司(即指母公司、附屬公司及同系附屬公司各自之間有關聯)。

(ii) 某一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旗下成員公司的聯營公司或合營企業)。

(iii) 兩間實體均為同一第三方的合營企業。

(iv) 某一實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

(v) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職後福利計劃。

(vi) 該實體受(a)界定人士控制或共同控制。

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

w. Related parties (Continued)

(b) (Continued)

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of 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 Group's parent.

(c) 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:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

4 重大會計政策概要(續)

w. 關聯方(續)

(b) (續)

(vii) (a)(i)所界定人士對該實體有重大影響力或屬該實體(或該實體的母公司)主要管理層人員。

(viii) 該實體或其所屬集團的任何成員公司為本集團或本集團的母公司提供主要管理人員服務。

(c) 某人士的近親為彼等於與實體進行交易時預期可能會影響該人士或受該人士影響的家庭成員，並包括：

(i) 該名人士的子女及配偶或同居伴侶；

(ii) 該名人士的配偶或同居伴侶的子女；及

(iii) 該名人士或其配偶或同居伴侶的受養人。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY

5 會計政策變動影響概要

HKFRS 16 Lease

香港財務報告準則第16號 租賃

a. Impact on the consolidated financial statements

a. 對綜合財務報表的影響

The Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of retained earnings at the date of initial application (which is 1 January 2019). The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

本集團已採用累計影響法應用香港財務報告準則第16號並確認所有首次應用香港財務報告準則第16號的累計影響，對於首次應用日期(即2019年1月1日)的保留盈利期初結餘作出調整。於2018年呈列的比較資料並無重列，並繼續根據香港會計準則第17號及香港財務報告準則第16號過渡條文准許的相關詮釋呈報。

The following tables summarised the impact of transition to HKFRS 16 on consolidated statement of financial position as of 31 December 2018 to that of 1 January 2019 as follows (increase/(decrease)):

下表概述過渡至香港財務報告準則第16號對截至2018年12月31日至2019年1月1日的綜合財務狀況表的影響如下(增加／(減少))：

		Increase/ (decrease) 增加／(減少) HK$'000 港幣千元
Consolidated statement of financial position as at 1 January 2019	**於2019年1月1日的綜合財務狀況表**	
Right-of-use assets (Note 20)	使用權資產(附註20)	**81,969**
Properties under development (Note 24)	發展中物業(附註24)	**1,777**
Investment properties (Note 18)	投資物業(附註18)	**251**
Leasehold land and land use rights (Note 19)	租賃土地及土地使用權(附註19)	**(2,291)**
Properties, plant and equipment (Note 17)	物業、機器及設備(附註17)	**(225)**
Lease liabilities (non-current) (Note 20)	租賃負債(非流動)(附註20)	**74,749**
Lease liabilities (current) (Note 20)	租賃負債(流動)(附註20)	**17,314**
Other payable	其他應付款項	**(9,305)**
Retained earnings	保留盈利	**(1,250)**
Exchange reserve	匯兑儲備	**(27)**

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

5 會計政策變動影響概要(續)

HKFRS 16 Lease (Continued)

香港財務報告準則第16號租賃(續)

a. Impact on the financial statement (Continued)

a. 對財務報表的影響(續)

The following reconciliation explains how the operating lease commitments disclosed applying HKAS 17 at the end of 31 December 2018 could be reconciled to the lease liabilities at the date of initial application recognised in the statement of financial position as at 1 January 2019:

以下對賬闡述於2018年12月31日末應用香港會計準則第17號披露的經營租賃承擔與於2019年1月1日的財務狀況表確認的於首次應用日期的租賃負債的對賬情況：

		HK$'000 港幣千元
Reconciliation of operating lease commitment to lease liabilities	**經營租賃承擔與租賃負債的對賬**	
Operating lease commitment as of 31 December 2018	截至2018年12月31日的經營租賃承擔	85,938
Less: short term leases for which lease terms end within 31 December 2019	減：租期於2019年12月31日內屆滿的短期租賃	(177)
Add: leases included in extension option which the Group considers reasonably certain to exercise	加：包含本集團合理地認定可予行使之續期權之租賃	18,092
Less: future interest expenses	減：未來利息支出	(11,790)
Total lease liabilities as of 1 January 2019	截至2019年1月1日的租賃負債總額	92,063

The weighted average lessee's incremental borrowing rate applied to lease liabilities recognised in the statement of financial position as at 1 January 2019 is 7.74%.

於2019年1月1日財務狀況表確認的租賃負債所適用的加權平均承租人遞增借貸率為7.74%。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

b. The new definition of a lease

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset and (b) the right to direct the use of the identified asset.

For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless the lessee apply the practical expedient which allows the lessee to elect, by class of underlying asset, not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group has elected not to separate non-lease components and account for all each lease component and any associated non-lease components as a single lease component for all leases.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

b. 租賃的新定義

根據香港財務報告準則第16號，租賃乃定義為以代價獲得資產(相關資產)於一段時間內的使用權的一項合約或合約的一部分。當客戶於整個使用期間均：(a) 有權獲取使用已識別資產帶來的絕大部分經濟利益及(b) 有權指示已識別資產的用途時，合約附帶之權利可於一段時間內控制已識別資產的用途。

就包含租賃部分及一項或多項額外租賃或非租賃組成部分的合約而言，承租人須將合約代價分配至各租賃組成部分，基準為租賃組成部分的相對獨立價格及非租賃組成部分的獨立價格總額，除非承租人應用實際權宜方法使承租人可按相關資產類別選擇不從租賃組成部分中區分非租賃組成部分，而是將各租賃組成部分及任何相關非租賃組成部分入賬列作單一租賃組成部分。

本集團已選擇不區分非租賃組成部分並就所有租賃將所有各租賃組成部分及任何相關非租賃組成部分入賬列作單一租賃組成部分。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

c. Accounting as a lessee

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the statement of financial position of the lessee.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets (including photocopying machines) and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

The Group recognised a right-of-use asset and a lease liability at the commencement date of a lease.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

c. 作為承租人的會計處理

根據香港會計準則第17號，承租人須根據租賃資產擁有權附帶之風險及回報與出租人或承租人的相關程度將租賃分類為經營租賃或融資租賃。倘租賃釐定為經營租賃，承租人將於租期內將經營租賃項下的租賃付款確認為開支。租賃項下的資產將不會於承租人的財務狀況表中確認。

根據香港財務報告準則第16號，所有租賃(不論為經營租賃或融資租賃)均須於財務狀況表予以資本化為使用權資產及租賃負債，惟香港財務報告準則第16號為實體提供會計政策選擇，可選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃予以資本化。本集團已選擇不就低價值資產(包括複印機)及於開始日期租期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租期內按直線法支銷。

本集團於租賃開始日期確認一項使用權資產及一項租賃負債。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

c. Accounting as a lessee (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property to which the Group applies the revaluation model, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property, they are carried at fair value.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

c. 作為承租人的會計處理(續)

使用權資產

使用權資產應按成本確認並將包括:(i)首次計量租賃負債的金額(見下文有關租賃負債入賬的會計政策);(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵;(iii)承租人產生的任何首次直接成本及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本,除非該等成本乃為生產存貨而產生則除外。除了符合投資物業之定義之使用權資產外,本集團採用成本模式計量使用權資產。根據成本模式,本集團按成本減任何累計折舊及任何減值虧損計量使用權,並就租賃負債的任何重新計量作出調整。符合投資物業定義的使用權資產按公允價值列賬。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

c. Accounting as a lessee (Continued)

Right-of-use asset (Continued)

For the Group, leasehold land and buildings that were held for rental or capital appreciation purpose would continue to be accounted for under HKAS 40 and would be carried at fair value. For leasehold land and buildings which is held for own use would continue to be accounted for under HKAS 16 and would be carried at cost less depreciation and impairment losses. The adoption of HKFRS 16 therefore does not have any significant impact on these right-of-use assets. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group shall use the Group's incremental borrowing rate.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

c. 作為承租人的會計處理(續)

使用權資產(續)

就本集團而言，持作租賃或資本增值用途之租賃土地及樓宇將繼續根據香港會計準則第40號入賬及將按公允價值列賬。持作自用的租賃土地及樓宇將繼續根據香港會計準則第16號入賬並按成本減折舊及減值撥備列賬。因此，採納香港財務報告準則第16號不會對該等使用權資產造成任何重大影響。除上述使用權資產外，本集團亦根據租賃協議租賃多項物業，本集團對其行使判斷及釐定其是否有別於持有自用租賃土地及樓宇之另一資產類別。因此，租賃協議項下物業產生之使用權資產按折舊成本列賬。

租賃負債

租賃負債應按並非於租賃開始日期支付的租賃付款現值確認。倘租賃隱含的利率可輕易釐定，則租賃付款將採用該利率貼現。倘該利率無法輕易釐定，本集團將採用本集團的遞增借款利率。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

c. Accounting as a lessee (Continued)

Lease liability (Continued)

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable: (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

c. 作為承租人的會計處理(續)

租賃負債(續)

下列並非於租賃開始日期支付的租期內就使用相關資產權支付的款項被視為租賃付款:(i)固定付款減任何應收租賃優惠;(ii)首次使用於開始日期的指數或利率計量的浮動租賃付款(取決於指數或利率);(iii)承租人根據剩餘價值擔保預期將予應付的金額;(iv)倘承租人合理確定行使該選擇權的購買選擇權的行使價及(v)倘租期反映承租人行使選擇權終止租賃的終止租賃的罰款付款。

於開始日期後,承租人將透過下列方式計量租賃負債:(i)增加賬面值以反映租賃負債的利息;(ii)減少賬面值以反映作出的租賃付款;及(iii)重新計量賬面值以反映任何重估或租賃修訂,如指數或利率變動導致未來租賃付款變動、租期變動、實質固定租賃付款變動或購買相關資產的評估變動。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

d. Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. As the accounting under HKFRS 16 for a lessor is substantially unchanged from the requirements under HKAS 17, the adoption of HKFRS 16 does not have significant impact on these financial statements.

e. Transition

As mentioned above, the Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of retained earnings at the date of initial application (1 January 2019). The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The Group has recognised the lease liabilities at the date of 1 January 2019 for leases previously classified as operating leases applying HKAS 17 and measured those lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at 1 January 2019.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

d. 作為出租人的會計處理

本集團已將其投資物業租賃予多名租戶。由於出租人根據香港財務報告準則第16號的會計處理與香港會計準則第17號項下的規定大致上相同，故採納香港財務報告準則第16號並不會對此等財務報表造成重大影響。

e. 過渡

誠如上文所述，本集團已採用累計影響法應用香港財務報告準則第16號並確認所有首次應用香港財務報告準則第16 號的累計影響，對於首次應用日期(2019年1月1日)的保留盈利期初結餘作出調整。於2018年呈列的比較資料並無重列，並繼續根據香港會計準則第17號及香港財務報告準則第16號過渡條文准許的相關詮釋呈報。

本集團已於2019年1月1日就先前應用香港會計準則第17號分類為經營租賃的租賃確認租賃負債，並採用於2019年1月1日的承租人遞增借貸利率貼現按剩餘租賃付款現值計量該等租賃負債。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

e. Transition (Continued)

The Group has elected to recognise all the right-of-use assets at 1 January 2019 for leases previously classified operating leases under HKAS 17 as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application.

The Group has also applied the following practical expedients: (i) applied a single discount rate to a portfolio of leases with reasonably similar characteristics; (ii) applied the exemption of not to recognise right-of-use assets and lease liabilities for leases with term that will end within 12 months of the date of initial application (1 January 2019) and accounted for those leases as short-term leases; (iii) exclude the initial direct costs from the measurement of the right-of-use asset at 1 January 2019; (iv) used hindsight in determining the lease terms if the contracts contain options to extend or terminate the leases and (v) relied on its assessment of whether leases were onerous by applying HKAS 37 immediately before 1 January 2019 as an alternative to performing an impairment review.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

e. 過渡(續)

本集團已選擇於2019年1月1日就先前根據香港會計準則第17號分類為經營租賃的租賃確認所有使用權資產，猶如自開始日期起已應用香港財務報告準則第16號，惟採用首次應用日期的承租人遞增借貸利率進行貼現。

本集團亦已應用下列實際權宜方法：(i)就具有合理相似特徵的租賃組合應用單一貼現率；(ii)應用於首次應用日期(2019年1月1日)起計租賃期將於12個月內屆滿的租賃毋須確認使用權資產及租賃負債，並將該等租賃入賬為短期租賃的豁免；(iii) 不包括於2019年1月1日計量使用權資產所產生的初步直接成本；(iv)倘合約包含延長或終止租賃的選擇權，則於事後釐定租期及(v)依賴其緊接2019年1月1日前應用香港會計準則第37號關於租賃是否屬虧損的評估作為進行減值審閱之替代方法。

5 SUMMARY OF THE IMPACT OF CHANGES IN ACCOUNTING POLICY (CONTINUED)

HKFRS 16 Lease (Continued)

e. Transition (Continued)

In addition, the Group has also applied the practical expedients such that: (i) HKFRS 16 is applied to all of the Group's lease contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and (ii) not to apply HKFRS 16 to contracts that were not previously identified as containing a lease under HKAS 17 and HK(IFRIC)-Int4.

5 會計政策變動影響概要(續)

香港財務報告準則第16號租賃(續)

e. 過渡(續)

此外,本集團亦已應用實際權宜方法如:(i)將香港財務報告準則第16號應用於本集團先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)— 詮釋第4號釐定安排是否包括租賃識別為租賃的所有本集團租賃合約及(ii)並無將香港財務報告準則第16號應用於先前未有根據香港會計準則第17號及香港(國際財務報告詮釋委員會)— 詮釋第4號識別為包含租賃的合約。

6 FINANCIAL RISK MANAGEMENT

a. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. Risk management is carried out by senior management of the Group under policies approved by the board of directors of the Company.

6 財務風險管理

a. 財務風險因素

本集團的活動使本集團面對多種財務風險:市場風險(包括外匯風險、價格風險及利率風險)、信貸風險及流動性風險。風險管理由本集團的高級管理人員根據經本公司董事會批准的政策執行。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

a. Financial risk factors (Continued)

(i) *Market risk*

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollar ("US$"), HK$ and Renminbi ("RMB") as the Group's revenue and the operating costs are denominated in these currencies. The Group is also exposed to other currency movements, primarily in terms of investments in the U.S. and Indonesia, bank deposits, loan, note and interest receivables, certain other loans and amount due to an intermediate holding company denominated in US$. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group has not entered into any derivative instruments to hedge its foreign exchange exposures.

At 31 December 2019, if the HK$ had weakened/strengthened by 0.5% against the US$ with all other variables held constant, loss for the year and equity would have been HK$12,948,000 higher/lower (2018: loss for the year would be HK$35,435,000 higher/lower) and HK$12,948,000 lower/higher (2018: HK$34,868,000 lower/higher) respectively, mainly as a result of net foreign exchange losses/gains on translation of US$ denominated cash and bank deposits, loan, note and interest receivables, other loans and amount due to an intermediate holding company. The Group's management manages this risk by closely monitoring the exchange rate movement and changes in market conditions that may have a significant impact on the operations and financial performance.

6 財務風險管理(續)

a. 財務風險因素(續)

(i) *市場風險*

外匯風險

本集團面對多種不同貨幣產生的外匯風險，主要涉及美元、港幣及人民幣，原因為本集團的收入及經營成本以該等貨幣計值。本集團亦面對其他貨幣變動的風險，主要是以美元計值的於美國及印尼的投資、銀行存款、貸款、應收票據及利息、若干其他貸款及應付一間中間控股公司款項。外匯風險來自期貨商業交易、已確認的資產及負債以及於外國營運的淨投資。本集團並無訂立任何衍生工具對沖其外匯風險。

於2019年12月31日，倘港幣兑美元貶值／升值0.5%而其他變數維持不變，則年內虧損及權益將分別增加／減少港幣12,948,000元(2018年：年內虧損將增加／減少港幣35,435,000元)及減少／增加港幣12,948,000元(2018年：減少／增加港幣34,868,000元)，主要因為換算以美元計值的現金及銀行存款、應收貸款、票據及利息、其他貸款及應付一間中間控投公司款項。為管理此風險，本集團管理層密切監察可能對業務及財務表現有重大影響之匯率變動及市況轉變。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

a. Financial risk factors (Continued)

(i) *Market risk (Continued)*

Price risk

The Group's main market price risk exposures relate to its financial assets at fair value through profit or loss and through other comprehensive income, which mainly comprise debt and equity securities. At 31 December 2019, if the market price of the financial assets had increased/decreased by 5%, loss for the year and equity of the Group would have nil impact (2018: loss for the year would have been HK$3,235,000 lower/higher) and HK$4,832,000 (2018: HK$18,950,000) higher/lower respectively, mainly as a result of the gains/losses on financial assets at fair value through other comprehensive income (2018: financial assets at fair value through profit or loss and through other comprehensive income). The Group closely monitors the price movement and changes in market conditions that may have an impact on the value of these financial assets.

6 財務風險管理(續)

a. 財務風險因素(續)

(i) *市場風險(續)*

價格風險

本集團的主要市場價格風險與按公允價值計入損益及計入其他全面收益的財務資產有關，該等資產以債務及股票證券為主。於2019年12月31日，倘財務資產市價上升／下跌5%，本集團的年內虧損及權益將不受影響(2018年：年內虧損將減少／增加港幣3,235,000元)及增加／減少港幣4,832,000元(2018年：港幣18,950,000元)，主要由於按公允價值計入其他全面收益的財務資產的利得／虧損(2018年：按公允價值計入損益及計入其他全面收益)所致。本集團密切監察可能對該等財務資產的價值構成影響的價格變動及市況轉變。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

a. Financial risk factors (Continued)

(i) *Market risk (Continued)*

Interest rate risk

The Group has no significant interest-bearing assets and liabilities except for cash and bank deposits, loan receivables, note receivables, lease liabilities, bank and other loans, amount due to an intermediate holding company, amount due to a fellow subsidiary and convertible notes. The interest rates for the loan receivables, note receivables, amount due to an intermediate holding company, amount due to a fellow subsidiary, certain other loans and convertible notes are fixed while the interest expense of certain other loans which bear interests at variable rates are capitalised.

At 31 December 2019, if interest rates on cash and bank deposits had been 100 basis points higher/lower with all other variables held constant, loss for the year would have been HK$1,055,000 (2018: HK$10,899,000) lower/higher, mainly as a result of interest income on the bank deposits.

6 財務風險管理(續)

a. 財務風險因素(續)

(i) *市場風險(續)*

利率風險

除現金及銀行存款、應收貸款、應收票據、租賃負債、銀行及其他貸款、應付一間中間控股公司款項、應付一間同系附屬公司款項及可換股票據外，本集團並無其他重大計息資產和負債。應收貸款、應收票據、應付一間中間控股公司款項、應付一間同系附屬公司款項、若干其他貸款及可換股票據之利率為固定、而按浮動息率計息的若干其他貸款的利息支出已撥充資本。

於2019年12月31日，倘現金及銀行存款上升／下跌100個基點而所有其他變數維持不變，則年內虧損將減少／增加港幣1,055,000元(2018年：港幣10,899,000元)、主要源自銀行存款的利息收益。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

a. Financial risk factors (Continued)

(i) *Market risk (Continued)*

Credit risk

The aggregate revenue from the five largest customers represents 42.7% (2018: 41.3%) of total revenue excluding interest income and dividend income, of which, one customer (2018: one customer) individually exceeds 10% of the total revenue (excluding interest income and dividend income) for the year ended 31 December 2019.

At 31 December 2019, the balance of trade and other receivables mainly represents rental receivables and interest receivables. Rental deposits are required from tenants prior to the commencement of leases. The Group performs periodic credit evaluations of these debtors to manage the risk.

6 財務風險管理(續)

a. 財務風險因素(續)

(i) *市場風險(續)*

信貸風險

截至2019年12月31日止年度，來自五大客戶的收入合共佔總收入(不包括利息收益及股息收益)的42.7%(2018年：41.3%)，其中一名客戶(2018年：一名客戶)單獨佔總收入(不包括利息收益及股息收益)超過10%。

於2019年12月31日，應收賬款及其他應收款項的結餘主要為應收租金及應收利息。租戶須於租賃開始前繳交租金按金。本集團定期評估該等債務人的信貸質素以管理有關風險。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

a. Financial risk factors (Continued)

(i) *Market risk (Continued)*

Credit risk (Continued)

There is no significant credit risk in relation to the Group's cash and bank deposits as cash and bank deposits are placed with banks and financial institutions with good credit ratings. Approximately 61% (2018: 98%) of the Group's bank deposits were placed in international financial institutions with minimum credit ratings of A3/A- as rated by Moody's and Standard & Poor's as at 31 December 2019.

The maximum exposure to credit risk for the Group and the Company at the reporting date is the carrying amount of each class of financial assets.

The Group determines the following expected credit loss rate for its loan receivables and note receivables based on Group's expected loan repayment date and adjusted by forward looking factors. The details of the loan and interest are disclosed in note 23 (b) and (c).

6 財務風險管理(續)

a. 財務風險因素(續)

(i) *市場風險(續)*

信貸風險(續)

由於現金及銀行存款存放於信貸評級良好的銀行及金融機構，故本集團的現金及銀行存款並無重大信貸風險。於2019年12月31日，本集團約61%(2018年：98%)的銀行存款存放於獲穆迪及標準普爾最低評為A3/A-信貸評級的國際金融機構。

本集團及本公司於報告日期的最大信用風險為各類金融資產的賬面價值。

本集團按本集團的預期貸款償還日期，就其應收貸款和應收票據釐定以下預期信用損失率，並按前瞻因素進行調整。貸款及利息詳情於附註23(b)和(c)披露。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

6 財務風險管理(續)

a. Financial risk factors (Continued)

a. 財務風險因素(續)

(i) *Market risk (Continued)*

(i) *市場風險(續)*

Credit risk (Continued)

信貸風險(續)

The loss allowances as at 31 December 2019 was determined for non-current loan and interest receivables and note receivables as follows:

本集團就非流動應收貸款及利息和應收票據釐定於2019年12月31日的虧損備抵如下：

Loan and interest receivables	**應收貸款及利息**	**2019 2019年**	2018 2018年
ECL rate (%)	預期信用損失(%)	**2.3**	2.4
Gross carrying amount of non-current loan and interest receivables (HK$'000)	非流動應收貸款及利息賬面總值(港幣千元)	**292,250**	278,396
Loss allowances (HK$'000)	虧損備抵(港幣千元)	**6,818**	6,818

Note and interest receivables	**應收票據及利息**	**2019 2019年**	2018 2018年
ECL rate (%)	預期信用損失(%)	**0.3**	–
Gross carrying amount of note and interest receivables (HK$'000)	應收票據及利息賬面值(港幣千元)	**169,505**	–
Loss allowances (HK$'000)	虧損備抵(港幣千元)	**431**	–

In respect of loan and note receivables, credit risk has not increased significantly since initial recognition, and the loss allowances recognised during the year was therefore limited to 12 months ECLs.

就應收貸款和票據而言，信貸風險自初始確認以來並無大幅增加，年內確認的虧損備抵因而以12個月預期信用損失為限。

(ii) *Liquidity risk*

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, senior management of the Group aims to maintain flexibility in funding by keeping committed credit lines available.

(ii) *流動性風險*

審慎的流動性風險管理指維持充足的現金及有價證券、透過充足的承諾信貸額度獲得可用資金及有能力結算市場持倉。由於相關業務性質流動性強，故本集團的高級管理層旨在透過維持可用承諾信貸額度保持資金靈活性。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

6 財務風險管理(續)

a. Financial risk factors (Continued)

a. 財務風險因素(續)

(ii) Liquidity risk (Continued)

(ii) 流動性風險(續)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

下表基於結算日至合約到期日的剩餘期限,透過相關到期日組合分析本集團的財務負債。表內披露的數額為未貼現現金流。由於貼現影響不大,故於12個月內到期的結餘等同於其賬面結餘。

Contractual payment

合約款項

		Less than 1 year and repayable on demand 1年以下及按要求償還 HK$'000 港幣千元	Between 1 and 2 years 1至2年之間 HK$'000 港幣千元	Between 2 and 5 years 2至5年之間 HK$'000 港幣千元	Over 5 years 5年以上 HK$'000 港幣千元
At 31 December 2019	於2019年12月31日				
Deposits received, other payables and accruals	已收按金、其他應付款項及應計項目	871,928	472,306	5,167	10,803
Borrowings	借貸	2,006,610	1,276,001	2,911,379	–
Lease liabilities	租賃負債	43,180	9,642	22,887	23,895
Amount due to an intermediate holding company	應付一間中間控股公司款項	340,268	7,145,635	–	–
		3,261,986	8,903,584	2,939,433	34,698
At 31 December 2018	於2018年12月31日				
Deposits received, other payables and accruals	已收按金、其他應付款項及應計項目	933,441	473,633	3,310	7,489
Borrowings	借貸	4,736,764	291,462	1,468,413	–
Amount due to an intermediate holding company	應付一間中間控股公司款項	43,750	5,238,480	–	–
		5,713,955	6,003,575	1,471,723	7,489

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

b. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of gearing ratio. This ratio is calculated as total debt divided by total capital. Total debt is calculated as "total borrowings". Total capital is calculated as "total equity", as shown in the consolidated statement of financial position.

6 財務風險管理(續)

b. 資本風險管理

當管理資本時，本集團以維護其可持續經營的能力為目標，從而為股東提供回報及為其他持份者帶來利益，並維持最佳資本結構以減少資金成本。

為了維持或調整資本結構，本集團可能調整向股東派付的股息額、返還股東資本、發行新股或出售資產以減少債務。

本集團以資本負債比率為基準監察資本，與同業看齊。該比率按債務總額除以資本總額計算。債務總額按「借貸總額」計算。資本總額按綜合財務狀況表所示的「權益總額」計算。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

6 財務風險管理(續)

b. Capital risk management (Continued)

b. 資本風險管理(續)

The Group's strategy is to maintain a healthy gearing ratio. The gearing ratios, as calculated by total borrowings over total shareholders' equity, are as follows:

本集團的策略旨在維持穩健的資本負債比率。資本負債比率(按借貸總額除以股東權益總額計算)如下:

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Total borrowings (excluding amount due to an intermediate holding company)	借貸總額(不包括應付一間中間控股公司款項)	**5,363,065**	6,147,463
Amount due to an intermediate holding company	應付一間中間控股公司款項	**6,805,367**	5,194,773
Total borrowings (including amount due to an intermediate holding company)	借貸總額(包括應付一間中間控股公司款項)	**12,168,432**	11,342,236
Total equity	權益總額	**10,552,305**	10,812,440
Gearing ratio (excluding amount due to an intermediate holding company)	資本負債比率(不包括應付一間中間控股公司款項)	**50.8%**	56.9%
Gearing ratio (including amount due to an intermediate holding company)	資本負債比率(包括應付一間中間控股公司款項)	**115.3%**	104.9%

In order to fund the daily operation and the expansion of the business of the Group, significant amounts of capital in the form of borrowing or equity, or a combination of both, is considered to be necessary in the future. The directors of the Company consider such funding for the future operation and expansion will be available as and when required.

為撥付本集團的日常營運及業務擴展,本集團認為日後需以借貸或股權形式或兩者結合取得大額資金。本公司董事認為,於需要時可獲得有關資金以撥付日後營運及擴展所需。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

c. Fair value estimation

The following table presents the Group's financial instruments that were measured at fair value at 31 December 2019 and 31 December 2018. The different levels have been defined as follows:

(i) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).

(ii) Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).

(iii) Inputs for the assets or liabilities that are not based on observable market data (that is, unobservable inputs) (Level 3).

6 財務風險管理(續)

c. 公允價值估計

下表呈列於2019年12月31日及2018年12月31日按公允價值計量的本集團金融工具。不同級別的定義如下：

(i) 相同資產或負債於活躍市場的報價(未經調整)(第1級)。

(ii) 除包含於第1級的報價外，就資產或負債直接(即價格)或間接(即引伸自價格)可觀察所得的輸入數據(第2級)。

(iii) 並非基於可觀察所得市場數據的資產或負債輸入數據(即不可觀察所得輸入數據)(第3級)。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

6 財務風險管理(續)

c. Fair value estimation (Continued)

c. 公允價值估計(續)

(iii) (Continued)

(iii) (續)

		Level 1 第1級 HK$'000 港幣千元	Level 2 第2級 HK$'000 港幣千元	Level 3 第3級 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
At 31 December 2019	**於2019年12月31日**				
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的財務資產				
– Non-publicly traded listed equity securities	– 非上市買賣上市股票證券	–	–	96,647	96,647
Total financial assets	財務資產總值	–	–	96,647	96,647
At 31 December 2018	於2018年12月31日				
Financial assets at fair value through profit or loss	按公允價值計入損益的財務資產				
– Non-publicly traded fund investments	– 非上市買賣基金投資	–	64,700	–	64,700
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的				
– Non-publicly traded listed equity securities	– 非上市買賣上市股票證券	–	–	200,956	200,956
– Listed debt securities with fixed interest rate	– 固定利率的上市債務證券	113,334	–	–	113,334
Total financial assets	財務資產總值	113,334	64,700	200,956	378,990

During the year ended 31 December 2019, there were no transfers between Levels 1, 2 and 3.

於截至2019年12月31日止年度，第1級、第2級及第3級之間並無轉移。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

c. Fair value estimation (Continued)

During the year ended 31 December 2018, the Company's equity investments in China Huiyuan Juice Group Limited ("Huiyuan Juice") of HK$200,956,000 has become non-publicly traded as trading of shares of Huiyuan Juice has been suspended since April 2018. Hence, these equity investments were transferred from Level 1 to Level 3 for the estimation of fair value as at 31 December 2018.

(i) Financial instruments in Level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the date of the statement of financial position. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price.

(ii) Financial instruments in Level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

6 財務風險管理(續)

c. 公允價值估計(續)

於截至2018年12月31日止年度，由於中國滙源果汁集團有限公司(「滙源果汁」)股份自2018年4月起暫停買賣，故本公司於滙源果汁的股本投資港幣200,956,000元已成為非上市買賣。因此，於2018年12月31日，為估計公允價值，該等股本投資已由第1級轉移至第3級。

(i) 第1級內的金融工具

於活躍市場買賣的金融工具的公允價值以於結算日的市場報價為基礎。倘該等報價可容易地定期從交易所、經銷商、經紀、產業集團、股價服務機構或監管機構獲得，且代表以公允原則定期進行的實際市場交易，則該市場會被視為活躍。本集團所持財務資產使用的市場報價乃現行出價。

(ii) 第2級內的金融工具

並非於活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。該等估值技術盡量使用可觀察所得的可得市場數據，並盡可能地減少倚賴實體的特定估計。倘得出工具公允價值所須的全部重大輸入數據乃可觀察，則該工具列入第2級。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

6 財務風險管理(續)

c. Fair value estimation (Continued)

c. 公允價值估計(續)

(iii) Financial instruments in Level 3

(iii) 第3級內的金融工具

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

倘一項或多項重大輸入數據並非基於可觀察所得的市場數據，則該工具列入第3級。

The following table presents the changes in Level 3 instruments for the year ended 31 December 2019 and 2018.

下表呈列第3級工具於截至2019年及2018年12月31日止年度的變動。

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Opening balance	年初結餘	**200,956**	80,670
Additions	增添	**–**	–
Transfer from level 1	由第1級轉撥	**–**	432,000
Disposal of a subsidiary	出售一間附屬公司	**–**	(100,453)
Fair value gains on revaluation of financial assets at fair value through profit or loss	重估按公允價值計入損益的財務資產的公允價值利得	**–**	19,463
Fair value loss on revaluation of financial assets at fair value through other comprehensive income	重估按公允價值計入其他全面收益的財務資產的公允價值虧損	**(104,309)**	(231,044)
Exchange difference	匯兑差額	**–**	320
Closing balance	年終結餘	**96,647**	200,956
Total gains for the year included in income statement for assets held at the end of the reporting period, under "Other net gains"	於報告期末持有的資產計入收益表的年內利得總額，呈列於「其他淨利得」	**–**	19,783

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

6 財務風險管理(續)

c. Fair value estimation (Continued)

c. 公允價值估計(續)

(iii) Financial instruments in Level 3 (Continued)

(iii) 第3級內的金融工具(續)

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

下表概述有關第3級公允價值計量所用的重大不可觀察所得的輸入數據的量化資料：

Description 描述	Fair value at 於下列日期的公允價值 2019 2019年 HK$'000 港幣千元	 2018 2018年 HK$'000 港幣千元	Significant unobservable inputs 重大不可觀察所得的輸入數據	Range of significant unobservable inputs 重大不可觀察所得的輸入數據範圍 2019 2019年	 2018 2018年	Relationship of unobservable inputs to fair value 不可觀察所得的輸入數據與公允價值的關係
Non-publicly traded listed equity securities at fair value (Note a) 按公允價值的非上市買賣上市股票證券(附註a)	96,647	200,956	Discount for the lack of marketability 缺乏流通性的折讓	26%	10%	The higher the marketability discount, the lower the fair value 流通性折讓越高，公允價值越低
			Company specific discount attributable to trade halt due to corporate governance issues 因企業管治事宜而短暫停止買賣所引致的公司特定折讓	59%	40%	The higher the company specific discount, the lower the fair value 公司特定折讓越高，公允價值越低

Note:

a. During the year ended 31 December 2018, the Company's equity investments in Huiyuan Juice has become non-publicly traded as trading of shares of Huiyuan Juice has been suspended since April 2018. Hence, these equity investments were transferred from Level 1 to Level 3 for the estimation of fair value as at 31 December 2018.

附註：

a. 於截至2018年12月31日止年度，由於滙源果汁股份自2018年4月起暫停買賣，故本公司於滙源果汁的股本投資已成為非上市買賣。因此，於2018年12月31日，為估計公允價值，該等股本投資已由第1級轉移至第3級。

6 FINANCIAL RISK MANAGEMENT (CONTINUED)

c. Fair value estimation (Continued)

(iii) Financial instruments in Level 3 (Continued)

During the year ended 31 December 2018, the Group transferred impairment loss of HK$189,054,000 from other comprehensive income into the retained earnings.

The fair value of the following financial assets and liabilities approximate their carrying amount:

(i) Loan receivables;
(ii) Trade receivables;
(iii) Other receivables;
(iv) Cash and bank deposits;
(v) Deposits received, other payables and accruals;
(vi) Borrowings; and
(vii) Amount due to an intermediate holding company

The disclosures of the investment properties that are measured at fair value are set out in Note 18.

7 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Note 4 to the consolidated financial statements include a summary of the significant accounting policies used in the preparation of the consolidated financial statements. The preparation of consolidated financial statements often requires the use of judgments to select specific accounting methods and policies from several acceptable alternatives. Furthermore, significant estimates and assumptions concerning the future may be required in selecting and applying those methods and policies in the consolidated financial statements. The Group bases its estimates and judgments on historical experience and various assumptions that are reasonable under the circumstances. Actual results may differ from these estimates and judgments under different assumptions or conditions.

6 財務風險管理(續)

c. 公允價值估計(續)

(iii) 第3級內的金融工具(續)

於截至2018年12月31日止年度，本集團自其他全面收益轉撥港幣189,054,000元的減值虧損至保留盈利。

以下財務資產及負債的公允價值與賬面金額相若：

(i) 應收貸款；
(ii) 應收賬款；
(iii) 其他應收款項；
(iv) 現金及銀行存款；
(v) 已收按金、其他應付款項及應計項目；
(vi) 借貸；及
(vii) 應付一間中間控股公司款項。

按公允價值計量的投資物業的披露資料載於附註18。

7 關鍵會計估算及判斷

綜合財務報表附註4包括編製綜合財務報表時所用主要會計政策的概要。在編製綜合財務報表的過程中往往須作出判斷，以從多個可接受方案中選出特定會計方法及政策。再者，在選擇及運用會計方法和政策以編製綜合財務報表的過程中，可能需要對未來作出重大估算及假設。本集團的估算及判斷乃建基於過往經驗，以及在有關情況下為合理的多項假設。在不同假設或情況下，實際結果可能有別於此等估算及判斷。

7 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

The following is a review of the more significant assumptions and estimates, as well as the accounting policies and methods used in the preparation of the consolidated financial statements.

a. Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

7 關鍵會計估算及判斷(續)

下文概述在編製綜合財務報表時使用的較重大假設及估算,以及會計政策及方法。

a. 公允價值計量

包括在本集團財務報表內的多項資產及負債須按公允價值計量及/或披露公允價值。

本集團財務及非財務資產及負債的公允價值計量盡可能利用市場可觀察所得輸入數據及資料進行。用於釐定公允價值計量的輸入數據乃基於所用估值技術中使用的輸入數據的可觀察程度分為不同級別(「公允價值等級」):

- 第1級: 相同項目於活躍市場的報價(未經調整);
- 第2級: 第1級輸入數據以外的可觀察所得直接或間接輸入數據;及
- 第3級: 不可觀察所得輸入數據(即並非市場數據得出)。

將某一項目分類至上述級別時乃以對項目公允價值計量具有重大影響的所用輸入數據最低級別為基礎。項目在各級別之間的轉移會於產生的期間確認。

7 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

a. Fair value measurement (Continued)

The Group measures a number of items at fair value:

- Investment properties in Shanghai, the PRC (Note 18);
- Financial assets at fair value through other comprehensive income (Note 21); and
- Financial assets at fair value through profit or loss (Note 22).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

b. Estimated impairment of loan and interest receivables and notes receivables

The Group recognised 12 months ECL for the loan and interest receivables due from non-controlling parties, and note receivables due from an independent third parties. The Group assessed receivables by individual basis, based on management's best estimate of losses incurred at the reporting date. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flow that are due to the Group and all the cash flows that the Group expected to receive, discounted at effective interest rate determined at initial recognition. Where the future cash flows are less than expected or being revised downward due to changes in fact circumstances, a material impairment loss may arise.

7 關鍵會計估算及判斷(續)

a. 公允價值計量(續)

本集團按公允價值計量多個項目:

- 中國上海的投資物業(附註18);
- 按公允價值計入其他全面收益的財務資產(附註21);及
- 按公允價值計入損益的財務資產(附註22)。

有關上述項目公允價值計量的更詳細資料,請參閱適用附註。

b. 應收貸款及利息以及應收票據的估計減值

本集團利用基於管理層對於報告日期已產生虧損的最佳估計,就應收一名非控股方的貸款及利息以及應收一名獨立第三方票據確認12個月預期信用損失。本集團按管理層就於報告日期所招致損失的最佳估計,按個別基準評估應收款項。基於預期信用損失模型的減值虧損金額乃按所有應付本集團的合約現金流與本集團預期收取的所有現金流之間的差額計量,並按於初始確認時釐定的實際利率貼現。倘未來現金流少於預期或因事實或情況有變而下調,則可能產生重大減值虧損。

7 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

c. Impairment of non-financial assets

At the date of statement of financial position, the Group undertakes a review to determine whether there is any indication of impairment of non-financial assets.

Properties, plant and equipment, investment properties under construction carried at cost, right-of-use assets and other non-financial assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which an asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. The Group has considered recoverability of the assets as impairment indication. Reversal of an impairment provision is recorded as income in the period when the reversal occurs. Reversal on impairment loss would be recognised if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment test was carried out. Please refer to notes 17, 18, 20 and 23 for the impairment assessment of properties, plant and equipment, investment properties under construction carried at cost, right-of-use assets and other financial assets respectively.

d. Depreciation and useful lives of power plant

Estimation of the useful lives of the Group's power plant facilities is based on the Group's assessment of industry practice, internal technical evaluation and experience with similar assets. Management estimates the useful lives of the power plant facilities, which are under construction, to be around 30 years. Changes in the expected level of usage and technological development could have an impact on the economic useful lives and the residual values of these assets, and therefore future depreciation charges.

7 關鍵會計估算及判斷(續)

c. 非財務資產減值

於結算日，本集團進行審閱以釐定是否有任何跡象顯示非財務資產出現減值。

每當有事件或情況變動顯示可能無法收回物業、機器及設備、以成本入賬的在建投資物業、使用權資產以及其他非財務資產的賬面金額時，本集團會審閱其減值虧損。本集團會就資產賬面金額超逾可收回金額的差額確認減值虧損。就評估減值而言，資產乃按可獨立識別現金流量的最低層級歸類。本集團考慮資產可收回程度作為減值跡象。減值撥備的撥回會於撥回產生的期間列作收入。倘用於釐定資產可收回金額的估計自進行上次減值測試後出現變動，則會確認減值虧損的撥回。有關物業、機器及設備、以成本入賬在建投資物業、使用權資產以及其他財務資產的減值評估事宜，請分別參閱附註17、18、20及23。

d. 發電廠的折舊及可使用年期

本集團發電廠設施的可使用年期乃基於本集團對行業慣例的評估、內部技術評估及處理類似資產的經驗估計。管理層估計在建發電廠設施的可使用年期約為30年。預計使用水平及技術發展的變動或會影響該等資產的經濟可使用年期及剩餘價值，進而影響日後的折舊支出。

7 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

d. Depreciation and useful lives of power plant (Continued)

The estimated useful lives are reviewed at least each financial year-end and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limitations on the use of the assets. It is possible, however, that future results of operations could be materially affected by changes in the factors mentioned above.

e. Estimates for net realisable value of properties under development

The Group assesses the carrying amounts of properties under development according to their net realisable values based on the realisability of these properties. Net realisable value for properties under development is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion (including land costs). Based on management's best estimates, an accumulated impairment loss of HK$77,582,000 (2018: HK$77,582,000) (Note 24) was recognised on properties under development as at 31 December 2019.

f. Classification of construction cost of the project in the Los Angeles, the United States (the "U.S.")

The Group currently classifies the construction costs of the project in the Los Angeles, United States as properties under development (condominiums for sale) and investment properties (hotel and shopping mall for rent out). For the investment properties, the Group considers to hold the properties for earning fixed rental income after completion of construction and commencement of operation.

7 關鍵會計估算及判斷(續)

d. 發電廠的折舊及可使用年期(續)

估計可使用年期最少於每個財政年度末審閱，並於預期因有關資產本身出現損耗、於技術或商業上過時及用途受法律或其他限制而有別於先前估計時更新。然而，未來經營業績可能因上述因素變動而受到重大影響。

e. 發展中物業可變現淨值的估計

本集團基於發展中物業的變現能力按該等物業的可變現淨值評估該等物業的賬面金額。發展中物業的可變現淨值乃參照管理層基於現行市況估計的售價，減去適用可變銷售開支及預計完工成本(包括土地成本)釐定。基於管理層的最佳估計，於2019年12月31日就發展中物業確認累計減值虧損為港幣77,582,000元(2018：港幣77,582,000元)(附註24)。

f. 美國洛杉磯項目的建築成本分類

本集團目前將美國洛杉磯項目的建築成本分類為發展中物業(就可供出售的公寓而言)及投資物業(就可供出租的酒店及購物中心而言)。至於投資物業，本集團考慮於物業竣工及開始營運後持有物業以賺取固定租金收益。

8 REVENUE AND SEGMENT INFORMATION

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in Note 38.

Revenue represents rental income, interest income and dividend income. The amounts of revenue recognised during the year are as follows:

8 收入及分部資料

本公司的主要業務為投資控股。本公司附屬公司的主要業務載於附註38。

收入包括租金收益、利息收益及股息收益。年內確認的收入金額如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Rental income from investment properties	投資物業的租金收益	**88,459**	96,118
Interest income	利息收益	**22,164**	30,785
Dividend income received from financial assets at fair value through profit or loss and other comprehensive income	來自按公允價值計入損益及其他全面收益財務資產的股息收益	**2,404**	11,734
		113,027	138,637

The senior management comprising executive directors and the chief financial officer are the Group's chief operating decision-maker ("CODM"). Management has determined operating segments for the purposes of allocating resources and assessing performance.

高級管理層(包括執行董事及財務總監)為本集團的主要經營決策者(「主要經營決策者」)。管理層已釐定經營分部，以分配資源及評估表現。

Segments are managed separately as each business segment has different business objectives and is subject to risks and returns that are different from one another.

由於各業務分部的業務目標不同，且各分部涉及的風險及回報有別於其他分部，因此各分部的管理工作乃獨立進行。

Earnings/(losses) before interest expense and tax ("EBIT/(LBIT)") is regarded as segment results in respect of the Group's reportable segments as the CODM considers that this can better reflect the performance of each segment. EBIT/(LBIT) is used in the Group's internal financial and management reporting to monitor business performances.

由於主要經營決策者認為未扣除利息支出及稅項前的盈利／(虧損)(「利息及稅前盈利／(利息及稅前虧損)」)更能反映各分部的表現，故其被視為有關本集團可報告分部的分部業績。利息及稅前盈利／(利息及稅前虧損)乃用於本集團的內部財務及管理報告，以監察業務表現。

8 REVENUE AND SEGMENT INFORMATION (CONTINUED)

8 收入及分部資料(續)

Segment information:

分部資料：

		Year ended 31 December 2019 截至2019年12月31日止年度				
		Property investment 物業投資 HK$'000 港幣千元	Real estate development 房地產開發 HK$'000 港幣千元	Energy 能源電力 HK$'000 港幣千元	Finance investment and others 財務投資及其他 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
Segment revenue from external customers	來自外部客戶的分部收入	88,459	–	–	24,568	113,027
Segment results before other net gains/(losses)	其他淨利得/(虧損)前分部業績	66,952	(74,650)	(34,757)	(21,848)	(64,303)
Other net gains (Note 9a)	其他淨利得(附註9a)	–	–	–	16,437	16,437
EBIT/(LBIT)	利息及稅前盈利/(虧損)	66,952	(74,650)	(34,757)	(5,411)	(47,866)
Interest expense	所得稅支出	–	(2,360)	(1,834)	(1,872)	(6,066)
Loss before tax	除稅前虧損	66,952	(77,010)	(36,591)	(7,283)	(53,932)
Income tax expense	利息支出					(17,962)
Loss for the year	年內虧損					(71,894)
Segment assets	分部資產	1,344,331	19,747,580	3,477,187	332,972	24,902,070
Deferred income tax assets	遞延所得稅資產	–	11,995	–	–	11,995
Total assets	資產總值					24,914,065
Segment liabilities	分部負債	89,654	1,576,684	187,026	42,039	1,895,403
Borrowings	借貸	1,080,153	3,413,051	–	869,861	5,363,065
Amount due to an intermediate holding company	應付一間中間控股公司款項	375,615	4,820,453	–	1,609,299	6,805,367
Current income tax liabilities	流動所得稅負債	22,391	–	–	–	22,391
Deferred income tax liabilities	遞延所得稅負債	271,722	3,812	–	–	275,534
Total liabilities	負債總額					14,361,760
Depreciation of properties, plant and equipment	物業、機器及設備的折舊	584	2,634	1,055	264	4,537
Depreciation of right-of-use assets	使用權資產折舊	839	6,190	6,064	8,010	21,103
Additions to non-current segment assets (Note)	添置非流動分部資產(附註)	10,808	746,523	17,145	120	774,596

Note:

The additions to non-current segment assets include additions to properties, plant and equipment, investment properties, prepayments for construction of power plants and prepayments for property development projects.

附註：

添置非流動分部資產包括添置物業、機器及設備、投資物業、建設發電廠的預付款項以及物業發展項目的預付款項。

8 REVENUE AND SEGMENT INFORMATION (CONTINUED)

8 收入及分部資料(續)

Segment information: (Continued)

分部資料：(續)

		Year ended 31 December 2018 截至2018年12月31日止年度				
		Property investment 物業投資 HK$'000 港幣千元	Real estate development 房地產開發 HK$'000 港幣千元	Energy 能源電力 HK$'000 港幣千元	Finance investment and others 財務投資及其他 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
Segment revenue from external customers	來自外部客戶的分部收入	96,118	–	–	42,519	138,637
Segment results before other net gains/(losses)	其他淨虧損前分部業績	80,977	(27,648)	(18,754)	(2,292)	32,283
Other net losses (Note 9a)	其他淨虧損(附註9a)	–	(77,582)	(1,219)	(7,161)	(85,962)
EBIT/(LBIT)	利息及税前盈利／(虧損)	80,977	(105,230)	(19,973)	(9,453)	(53,679)
Income tax expense	利息支出					(26,243)
Loss for the year	年內虧損					(79,922)
Segment assets	分部資產	1,485,413	18,239,875	3,498,194	1,011,568	24,235,050
Deferred income tax assets	遞延所得税資產	–	10,585	–	–	10,585
Total assets	資產總值					24,245,635
Segment liabilities	分部負債	71,737	1,509,166	169,432	44,682	1,795,017
Borrowings	借貸	–	2,269,437	–	3,878,026	6,147,463
Amount due to an intermediate holding company	應付一間中間控股公司款項	874,140	3,424,855	–	895,778	5,194,773
Current income tax liabilities	流動所得税負債	24,406	–	–	2,197	26,603
Deferred income tax liabilities	遞延所得税負債	266,842	2,497	–	–	269,339
Total liabilities	負債總額					13,433,195
Depreciation of properties, plant and equipment	物業、機器及設備的折舊	460	763	597	1,207	3,027
Amortisation of leasehold land and land use rights	租賃土地及土地使用權的攤銷	79	–	–	–	79
Additions to non-current segment assets (Note)	添置非流動分部資產(附註)	35,530	1,037,437	206,108	182	1,279,257

Note:

The additions to non-current segment assets include additions to properties, plant and equipment, investment properties, prepayments for construction of power plants and prepayments for property development projects.

附註：

添置非流動分部資產包括添置物業、機器及設備、投資物業、建設發電廠的預付款項以及物業發展項目的預付款項。

8 REVENUE AND SEGMENT INFORMATION (CONTINUED)

8 收入及分部資料(續)

Segment information: (Continued)

分部資料:(續)

Geographical information:

The Group operates primarily in Hong Kong, the PRC, the U.S. and Indonesia. The geographical segment revenue is presented based on the geographical location of the rental, interest and dividend income.

地域資料:

本集團主要於香港、中國、美國及印尼經營業務。地域分部收入以租金、利息及股息收益的地理位置為基礎呈列。

Revenue and assets by geographical location are as follows:

按地理位置劃分的收入及資產如下:

		U. S. 美國 HK$'000 港幣千元	Indonesia 印尼 HK$'000 港幣千元	PRC 中國 HK$'000 港幣千元	Hong Kong 香港 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
Revenue	收入					
31 December 2019	2019年12月31日	**1,311**	**11,117**	**88,756**	**11,843**	**113,027**
31 December 2018	2018年12月31日	2,716	14,581	101,652	19,688	138,637
Total assets	資產總值					
31 December 2019	2019年12月31日	**19,759,575**	**3,476,464**	**1,315,726**	**362,300**	**24,914,065**
31 December 2018	2018年12月31日	18,250,460	3,497,484	1,483,578	1,014,113	24,245,635

Information about major customers:

Revenue of approximately HK$19.3 million (2018: approximately HK$19.3 million) is derived from one external customer (2018: HK$19.3 million from one external customer), which individually amounted to 10% or more of the Group's revenue (excluding interest income and dividend income). This revenue is attributable to the property investment segment and derived from the PRC.

有關主要客戶的資料:

收入中約港幣1,930萬元(2018年:約港幣1,930萬元)來自一名外部客戶(2018年:港幣1,930萬元來自一名外部客戶),該等客戶個別佔本集團收入(不包括利息收益及股息收益)10%或以上。該收入歸屬於物業投資分部並來自中國。

9 LOSS BEFORE TAX

Loss before tax is stated after crediting and charging the following:

9 除税前虧損

除税前虧損已計入及扣除下列項目：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Crediting	**計入**		
Fair value gains on revaluation of non-publicly traded fund investment classified as financial assets at fair value through profit or loss (Note a)	重估非上市基金投資分類為按公允價值計入損益的財務資產的公允價值利得(附註a)	**3,270**	–
Net realised gains on disposal of listed debt securities classified as financial asset through other comprehensive income (Note a)	出售分類為計入其他全面收益的財務資產的上市債務證券的淨變現利得(附註a)	**4,128**	6,281
Net foreign exchange gains (Note a)	外幣匯兑淨利得(附註a)	**10,197**	–
Rental income from investment properties	投資物業租金收益	**88,459**	96,118
Charging	**扣除**		
Fair value losses on revaluation of financial assets at fair value through profit or loss (Note a)	重估按公允價值計入損益的財務資產的公允價值虧損(附註a)	**–**	630
Impairment loss on properties under development (Note a)	發展中物業的減值虧損(附註a)	**–**	77,582
Expected credit losses (Note a)	預期信用損失(附註a)	**431**	1,219
Net realised losses on disposal of non-publicly traded fund investments classified as financial assets at fair value through profit or loss (Note a)	出售非上市基金投資分類為按公允價值計入損益的財務資產淨虧損(附註a)	**727**	–
Staff costs (including directors' emoluments) (Note b and 14)	僱員成本(包括董事酬金)(附註b及14)	**66,327**	48,206
Depreciation of properties, plant and equipment (Note c and 17)	物業、機器及設備的折舊(附註c及17)	**4,537**	3,027
Depreciation of right-of-use assets (Note d and 20)	使用權資產折舊(附註d及20)	**21,103**	–
Amortisation of leasehold land and land use rights (Note 19)	租賃土地及土地使用權的攤銷(附註19)	**–**	79
Operating lease charges in respect of properties not included in the measurement of lease liabilities (Note e)	不計入租賃負債計量的物業經營租賃費用(附註e)	**2,273**	16,903
Auditor's remuneration	核數師酬金		
Audit and audit related services	審核及審核相關服務	**4,284**	5,618
Non-audit services	非審核服務	**76**	1,476
Net foreign exchange losses (Note a)	外幣匯兑淨虧損(附註a)	**–**	12,812
Direct operating expenses arising from investment property that generated rental income	產生租金收益的投資物業產生的直接經營支出	**9,258**	10,319

9 LOSS BEFORE TAX (CONTINUED)

Notes:

a. Other net gains of HK$16,437,000 for the year ended 31 December 2019 represented (i) the net foreign exchange gains of HK$10,197,000; (ii) the net fair value gains on revaluation of non-publicly traded fund investments classified as financial assets at fair value through profit or loss of HK$3,270,000; (iii) the net realised losses on disposal of non-publicly traded fund investments classified as financial assets at fair value through profit or loss of HK$727,000; (iv) the net realised gains on disposal of listed debt securities classified as financial assets at fair value through other comprehensive income of HK$4,128,000; and (v) the expected credit losses on notes receivable of HK$431,000.

Other net losses of HK$85,962,000 for the year ended 31 December 2018 represented (i) the net foreign exchange losses of HK$12,812,000; (ii) the impairment loss on properties under development of HK$77,582,000; (iii) the expected credit losses on loan and interest receivables of HK$1,219,000; and (iv) the net fair value losses on revaluation of financial assets at fair value through profit or loss of HK$630,000; net of (v) the net realised gains on disposal of listed debt securities classified as financial assets at fair value through other comprehensive income of HK$6,281,000.

b. For the year ended 31 December 2019, staff costs amounting to HK$15,503,000 (2018: HK$50,592,000), HK$8,657,000 (2018: HK$11,844,000) and nil (2018: HK$2,708,000) were capitalised into properties under development, investment properties and properties, plant and equipment respectively.

c. For the year ended 31 December 2019, depreciation charges amounting to HK$618,000 (2018: HK$2,629,000), HK$352,000 (2018: HK$321,000) and nil (2018: HK$492,000) were capitalised into properties under development, investment properties and properties, plant and equipment respectively.

d. For the year ended 31 December 2019, depreciation of right-of-use assets amounting to HK$2,672,000 (2018: nil) and HK$1,523,000 (2018: nil) were capitalised into properties under development and investment properties respectively.

e. For the year ended 31 December 2019, operating lease charges amounting to HK$3,631,000 (2018: HK$7,910,000), HK$2,069,000 (2018: HK$1,896,000) and nil (2018: HK$3,671,000) were capitalised into properties under development, investment properties and properties, plant and equipment respectively.

9 除税前虧損(續)

附註:

a. 截至2019年12月31日止年度的其他淨利得港幣16,437,000元為(i)外幣匯兑淨利得港幣10,197,000元;(ii)重估非上市基金投資分類為按公允價值計入損益的財務資產的公允價值淨利得港幣3,270,000元;(iii)出售非上市基金投資分類為按公允價值計入損益的財務資產淨虧損港幣727,000元;(iv)出售分類為按公允價值計入其他全面收益的財務資產的上市債務證券的淨變現利得港幣4,128,000元;及(v)應收票據的預期信用損失撥備港幣431,000元。

截至2018年12月31日止年度的其他淨虧損港幣85,962,000元為(i)外幣匯兑淨虧損港幣12,812,000元;(ii)發展中物業的減值虧損港幣77,582,000元;(iii)應收貸款及利息的預期信用損失港幣1,219,000元;及(iv)重估按公允價值計入損益的財務資產的公允價值淨虧損港幣630,000元;扣除(v)出售分類為按公允價值計入其他全面收益的財務資產的上市債務證券的淨變現利得港幣6,281,000元。

b. 截至2019年12月31日止年度的僱員成本港幣15,503,000元(2018年:港幣50,592,000元)、港幣8,657,000元(2018年:港幣11,844,000元)及港幣零元(2018年:港幣2,708,000元)已分別資本化於發展中物業、投資物業以及物業、機器及設備。

c. 截至2019年12月31日止年度的折舊費用港幣618,000元(2018年:港幣2,629,000元)、港幣352,000元(2018年:港幣321,000元)及港幣零元(2018年:港幣492,000元)已分別資本化於發展中物業、投資物業以及物業、機器及設備。

d. 截至2019年12月31日止年度的使用權資產折舊為港幣2,672,000元(2018年:零元)及港幣1,523,000元(2018年:零元)已分別資本化於發展中物業及投資物業。

e. 截至2019年12月31日止年度的經營租賃費用港幣3,631,000元(2018年:港幣7,910,000元)、港幣2,069,000元(2018年:港幣1,896,000元)及港幣零元(2018年:港幣3,671,000 元)已分別資本化於發展中物業、投資物業以及物業、機器及設備。

10 INCOME TAX EXPENSE

10 所得稅支出

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Current income tax	即期所得稅		
– Charge for the year	一年內開支	**6,583**	14,679
Deferred income tax charge (Note 28)	遞延所得稅開支(附註28)		
– Charge for the year	一年內開支	**7,055**	6,202
– Write-off of deferred income tax assets	一撇銷遞延所得稅資產	**4,324**	5,362
		17,962	26,243

The Group's subsidiaries in the PRC are subject to Enterprise Income Tax at a standard rate of 25% for the year ended 31 December 2019 (2018: 25%).

截至2019年12月31日止年度，本集團於中國的附屬公司須按標準稅率25%(2018年：25%)繳納企業所得稅。

No U.S. Federal or State Income Tax was provided for the years ended 31 December 2019 and 2018 as the Group had no estimated assessable profits.

截至2019年及2018年12月31日止年度，由於本集團於美國並無估計應課稅利潤，故並無就美國聯邦或州所得稅計提撥備。

For the years ended 31 December 2019 and 2018, no Hong Kong profits tax was provided as the Group had no estimated assessable profits.

截至2019年及2018年12月31日止年度，由於本集團於香港並無估計應課稅利潤，故並無就香港利得稅計提撥備。

10 INCOME TAX EXPENSE (CONTINUED)

The differences between the Group's expected tax charges calculated at the domestic rates and the Group's tax charge for the years are as follows:

10 所得税支出(續)

年內，本集團按當地税率計算的預期税項開支與本集團的税項開支的差額如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Loss before tax	除税前虧損	**(53,932)**	(53,679)
Tax calculated at the domestic rates applicable to the profits in the countries concerned	按適用於有關國家利潤的當地税率計算的税項	**(14,334)**	(7,821)
Income not subject to tax	免税收益	**(10,218)**	(11,390)
Expenses not deductible for tax purposes	不可作減免税項用途的開支	**9,526**	14,872
Tax losses not recognised	未確認的税項虧損	**28,664**	25,220
Write-off of deferred income tax assets	撇銷遞延所得税資產	**4,324**	5,362
Total tax charge	税項開支總額	**17,962**	26,243

The weighted average applicable tax rate was 26.6% (2018: 14.6%). The tax rate changes from year to year due to changes in the mix of the taxable results of the individual Group companies.

適用税率加權平均值為26.6%(2018年：14.6%)。税率的按年變動源於本集團旗下個別公司的應課税業績比例變動。

11 INTEREST EXPENSE

11 利息開支

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Interest expense on borrowings	借貸之利息開支	**852,551**	602,372
Interest expense on lease liabilities	租賃負債之利息開支	**6,461**	–
Total interest expense	利息開支總額	**859,012**	602,372
Less: capitalised on qualifying assets	減：於合資格資產中資本化	**(852,946)**	(602,372)
		6,066	–

Interest expense has been capitalised at a rate of 1.8% - 12.0% (2018: 1.8% - 9.5%) per annum on qualifying assets.

利息開支按每年1.8%至12.0%(2018年：1.8%至9.5%)之比率於合資格資產中資本化。

12 BASIC AND DILUTED LOSS PER SHARE

12 每股基本及攤薄虧損

Basic loss per share is calculated by dividing the loss attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

每股基本虧損乃根據本公司股東應佔虧損除以年內已發行普通股的加權平均數計算。

		2019 2019年	2018 2018年
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	**16,142,653,060**	16,142,653,060
Loss attributable to shareholders of the Company (HK$'000)	本公司股東應佔虧損(港幣千元)	**(58,044)**	(48,840)
Basic loss per share attributable to shareholders of the Company (HK cent per share)	本公司股東應佔每股基本虧損(每股港幣仙)	**(0.36)**	(0.30)

12 BASIC AND DILUTED LOSS PER SHARE (CONTINUED)

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company's dilutive potential ordinary shares are only derived from the convertible notes. In calculating the dilutive loss per share, the convertible notes are assumed to have been converted into ordinary shares, and the net loss is adjusted to eliminate the interest expense, exchange gains on debt component and the fair value gains on embedded financial derivatives less the tax effect, if applicable.

12 每股基本及攤薄虧損(續)

每股攤薄虧損乃透過假設所有具潛在攤薄影響的普通股已轉換，從而調整發行在外普通股加權平均數計算。本公司具潛在攤薄影響的普通股只來自可換股票據。於計算每股攤薄虧損時，假設可換股票據已轉換為普通股，並調整淨虧損以剔除利息支出、債務組成部分的匯兑利得及嵌入式財務衍生工具的公允價值利得，並扣除税務影響(如適用)。

		2019 2019年	2018 2018年
Loss attributable to shareholders of the Company (HK$'000)	本公司股東應佔虧損(港幣千元)	**(58,044)**	(48,840)
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	**16,142,653,060**	16,142,653,060
Effect of dilutive potential ordinary shares – convertible notes	潛在攤薄普通股的影響 — 可換股票據	**845,070,422**	11,576,307
Weighted average number of ordinary shares for diluted loss per share	用於釐定每股攤薄虧損的普通股的加權平均數	**16,987,723,482**	16,154,229,367

No adjustment has been made to basic loss per share presented for the years ended 31 December 2019 and 2018 in respect of a dilution as the impact of convertible notes outstanding had an anti-dilutive effect on the basic loss per share.

由於尚未行使的可換股票據對每股基本虧損具反攤薄影響，並無就攤薄調整截至2019年及2018年12月31日止年度所呈列的每股基本虧損。

13 DIVIDEND

The directors of the Company do not recommend the payment of a final dividend in respect of the year ended 31 December 2019 (2018: Nil).

13 股息

本公司董事並不建議就截至2019年12月31日止年度派付末期股息(2018年：無)。

14 STAFF COSTS (INCLUDING DIRECTORS' EMOLUMENTS)

Staff costs recognised during the year is as follows:

14 僱員成本(包括董事酬金)

於年內確認的僱員成本如下:

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Wages and salaries	工資及薪金	**80,115**	97,093
Pension costs	退休金成本	**3,479**	5,194
Other allowances and benefits	其他津貼及福利	**6,893**	11,063
Total staff costs (including directors' emoluments (Note 16))	僱員成本總額(包括董事酬金(附註16))	**90,487**	113,350
Less: amount capitalised into properties under development, investment properties and properties, plant and equipment	減:於發展中物業、投資物業以及物業、機器及設備中撥充資本的金額	**(24,160)**	(65,144)
		66,327	48,206

15 RETIREMENT BENEFITS SCHEMES

The Group provides retirement benefits mainly to employees in Hong Kong, the PRC and the U.S.

The Group has two defined contribution schemes for all qualified employees in Hong Kong.

a. Hong Kong employees who commenced employment before 1 September 2000 are members of the first defined contribution scheme. The assets of the first defined contribution scheme are held separately under a provident fund managed by an independent trustee. Pursuant to the rules of the scheme, the employers and its employees are each required to make contributions to the scheme calculated at 5% of the employees' basic salaries on a monthly basis. The employees are entitled to 100% of the employers' contributions and accrued interest after 10 years of service, or at an increasing scale ranging from 20% to 90% after completion of 2 to 9 years of service.

15 退休福利計劃

本集團主要為香港、中國及美國的僱員提供退休福利。

本集團為全體合資格香港僱員設立兩個界定供款計劃。

a. 於2000年9月1日前已受僱的香港僱員為首個界定供款計劃的成員。首個界定供款計劃的資產由獨立信託人管理的公積金分開保管。根據該計劃的規定,僱主及僱員須分別每月向該計劃作出相等於僱員基本薪金5%的供款。僱員在服務滿10年後,有權取得100%的僱主供款額及應計利息,或在服務滿2年至9年內,按20%至90%的遞增幅度取得供款。

15 RETIREMENT BENEFITS SCHEMES (CONTINUED)

When there are employees who leave the scheme prior to vesting fully in the contributions, in accordance with the rules of the scheme, the forfeited employers' contributions arising from members terminating employment before becoming fully vested are allocated to the benefit of the remaining members instead of being used to reduce the future contributions of the employers.

b. All qualified Hong Kong employees who commenced employment on or after 1 September 2000 are members of the second defined contribution scheme which has been set up in accordance with the guidelines of Mandatory Provident Fund Schemes Ordinance. Both the employers and employees contribute 5% of relevant income (limited to HK$1,500) to the scheme each month. The assets of the second defined contribution scheme are held separately from those of the Group in funds under the control of trustees.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The Group has participated in the 401(k) scheme covering all of its eligible employees in the U.S. Employees who participate in the plan may defer a portion of their compensation on a pre-income tax basis up to a limit specified by law. The Group's only contribution to the plan is based on each eligible employee matching 100% of deferral up to the first 4% of compensation.

15 退休福利計劃(續)

根據該計劃的規定，倘若僱員在有資格全數取得供款前退出該計劃，因成員在有權取得全數供款前終止受僱而沒收的僱主供款不會用作減低僱主日後的供款額，而會撥入作其餘成員的利益。

b. 於2000年9月1日或以後開始受僱的全體合資格香港僱員為第二個界定供款計劃(根據《強制性公積金計劃條例》的指引成立)的成員。僱主及僱員分別每月向該計劃作出相等於有關收入5%的供款(上限為港幣1,500元)。第二個界定供款計劃的資產與本集團的資產分開，由信託人管理的基金持有。

本集團中國附屬公司的僱員為中國政府營辦的國家管理退休福利計劃的成員。附屬公司須向退休福利計劃支付按薪金成本一個指定百分比計算的金額，作為退休福利的資金。本集團對退休福利計劃的唯一責任是作出指定的供款。

本集團已參與401(k)計劃，涵蓋其所有美國合資格僱員。參與計劃的僱員可以延遲繳交除所得稅前報酬的某一部分(上限為法律所定的限額)。本集團僅向計劃作出的供款乃基於每位合資格僱員按延遲款項的100%(上限為報酬的首4%)計算。

16 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

16 董事及高級管理人員酬金

a. Directors' emoluments

Directors' emoluments comprised the payments to directors of the Company by the Group in connection with the management of the affairs of the Group. The emoluments of the directors of the Company are as follows:

a. 董事酬金

董事酬金包括本集團就管理本集團事務而向本公司董事支付的款項。本公司董事的酬金如下：

Name of director 董事姓名		Director's fees 董事袍金 HK$'000 港幣千元	Basic salaries, allowances and benefits-in-kind 基本薪酬、津貼及實物收益 HK$'000 港幣千元	Discretionary bonuses 酌情花紅 HK$'000 港幣千元	Provident fund contributions 公積金供款 HK$'000 港幣千元	Inducement or compensation fees 獎勵或補償 HK$'000 港幣千元	Total emoluments 酬金總額 HK$'000 港幣千元
Executive Directors	**執行董事**						
Han Xiaosheng (1)(2)(4)	韓曉生(1)(2)(4)	-	792	-	40	-	832
Liu Bing	劉冰	-	-	-	-	-	-
Liu Hongwei	劉洪偉	-	-	-	-	-	-
Zhang Xifang	張喜芳	-	-	-	-	-	-
Liu Guosheng	劉國升	-	-	-	-	-	-
Non-executive Directors	**非執行董事**						
Zhao Yingwei (3)	趙英偉(3)	-	-	-	-	-	-
ZHANG Fubiao (5)	張福彪(5)	-	-	-	-	-	-
Independent Non-executive Directors	**獨立非執行董事**						
Liu Jipeng (3) (4)	劉紀鵬(3)(4)	200	-	-	-	-	200
Cai Hongping (5)	蔡洪平(5)	82	-	-	-	-	82
Yan Fashan (2) (4)	嚴法善(2)(4)	200	-	-	-	-	200
Lo Wa Kei Roy (2) (3)	盧華基(2) (3)	200	-	-	-	-	200
2019 total	2019年總計	682	792	-	40	-	1,514

Notes:
(1) Chief Executive Officer
(2) Member of the Remuneration Committee
(3) Member of the Audit Committee
(4) Member of the Nomination Committee
(5) Resigned with effect from 31 May 2019

附註：
(1) 總裁
(2) 薪酬委員會成員
(3) 審核委員會成員
(4) 提名委員會成員
(5) 自2019年5月31日起辭任

16 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

16 董事及高級管理人員酬金(續)

a. Directors' emoluments (Continued)

a. 董事酬金(續)

Name of director	董事姓名	Director's fees 董事袍金 HK$'000 港幣千元	Basic salaries, allowances and benefits-in-kind 基本薪酬、津貼及實物收益 HK$'000 港幣千元	Discretionary bonuses 酌情花紅 HK$'000 港幣千元	Provident fund contributions 公積金供款 HK$'000 港幣千元	Inducement or compensation fees 獎勵或補償 HK$'000 港幣千元	Total emoluments 酬金總額 HK$'000 港幣千元
Executive Directors	**執行董事**						
Han Xiaosheng (1)(2)(4)	韓曉生(1)(2)(4)	–	–	–	–	–	–
Liu Bing	劉冰	–	–	–	–	–	–
Liu Hongwei	劉洪偉	–	–	–	–	–	–
Zhang Xifang	張喜芳	–	–	–	–	–	–
Liu Guosheng	劉國升	–	–	–	–	–	–
Non-executive Directors	**非執行董事**						
Zhao Yingwei (3)	趙英偉(3)	–	–	–	–	–	–
ZHANG Fubiao (5)	張福彪(5)	–	–	–	–	–	–
Independent Non-executive Directors	**獨立非執行董事**						
Liu Jipeng (3) (4)	劉紀鵬(3)(4)	200	–	–	–	–	200
Cai Hongping (2)	蔡洪平(2)	200	–	–	–	–	200
Yan Fashan (2) (4)	嚴法善(2)(4)	200	–	–	–	–	200
Lo Wa Kei Roy (3)	盧華基(3)	200	–	–	–	–	200
2018 total	2018年總計	800	–	–	–	–	800

Notes:
(1) Chief Executive Officer
(2) Member of the Remuneration Committee
(3) Member of the Audit Committee
(4) Member of the Nomination Committee
(5) Appointed with effect from 29 March 2018

附註:
(1) 總裁
(2) 薪酬委員會成員
(3) 審核委員會成員
(4) 提名委員會成員
(5) 自2018年3月29日起獲委任

During the years ended 31 December 2019 and 2018, no directors of the Company waived or agreed to waive any emoluments.

於截至2019年及2018年12月31日止年度,並無本公司董事免收或同意免收任何酬金。

16 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (CONTINUED)

16 董事及高級管理人員酬金(續)

b. Five highest paid individuals

b. 五位最高酬金人士

The five individuals whose emoluments were the highest in the Group for the year include no (2018: no) director. The emoluments payable to the five (2018: five) individuals for the year are as follows:

在本年度本集團酬金最高的五位人士中，並無董事(2018年：無)。於本年度應付予該五位(2018年：五位)人士的酬金如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Basic salaries, allowances and benefits-in-kind	基本薪金、津貼及實物收益	13,056	12,454
Discretionary bonuses	酌情花紅	488	432
Provident fund contributions	公積金供款	445	441
		13,989	13,327

The emoluments of the five (2018: five) individuals with the highest emoluments for the year fall within the following bands:

本年度最高酬金的人士中，五位(2018年：五位)人士的酬金屬於下列薪酬範圍：

		Number of individuals 人數	
Emolument bands 酬金範圍		2019 2019年	2018 2018年
HK$3,500,001 – HK$4,000,000	港幣3,500,001元至港幣4,000,000元	1	1
HK$3,000,001 – HK$3,500,000	港幣3,000,001元至港幣3,500,000元	1	–
HK$2,500,001 – HK$3,000,000	港幣2,500,001元至港幣3,000,000元	1	1
HK$2,000,001 – HK$2,500,000	港幣2,000,001元至港幣2,500,000元	2	3
< HK$2,000,000	港幣2,000,000元以下	–	–

During the years ended 31 December 2019 and 2018, no emoluments were paid by the Group to any of the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

於截至2019年及2018年12月31日止年度，本集團概無向本公司任何董事或五位最高酬金人士支付任何酬金作為吸引其加盟本集團或加入本集團後的獎勵或作為離職補償。

17 PROPERTIES, PLANT AND EQUIPMENT 17 物業、機器及設備

		Freehold land 永久業權土地 HK$'000 港幣千元	Construction in progress 在建工程 HK$'000 港幣千元	Buildings 樓宇 HK$'000 港幣千元	Leasehold improvements 租賃物業裝修 HK$'000 港幣千元	Furniture, fixtures and equipment 傢具、固定裝置及設備 HK$'000 港幣千元	Motor vehicles 汽車 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
Cost	**成本**							
At 1 January 2019, previously reported	於2019年1月1日(如前呈報)	41,889	2,781,293	21,667	12,224	12,682	5,125	2,874,880
Adoption of HKFRS 16 (Note 5)	採用香港財務報告準則第16號(附註5)	-	(225)	-	-	-	-	(225)
At 1 January 2019, as restated	於2019年1月1日(經重列)	41,889	2,781,068	21,667	12,224	12,682	5,125	2,874,655
Exchange translation differences	匯兑差額	(241)	(16,006)	(231)	(43)	59	(31)	(16,493)
Additions	添置	-	14,431	53	504	1,161	-	16,149
Disposals and write-off	出售及撇銷	-	-	-	(742)	(217)	(1,812)	(2,771)
At 31 December 2019	於2019年12月31日	41,648	2,779,493	21,489	11,943	13,685	3,282	2,871,540
Accumulated depreciation and impairment	**累計折舊及減值**							
At 1 January 2019	於2019年1月1日	-	-	2,753	8,245	7,907	3,240	22,145
Exchange translation differences	匯兑差額	-	-	(55)	(8)	(31)	(22)	(116)
Charge for the year (Note 9)	年度折舊(附註9)	-	-	1,083	1,383	2,386	655	5,507
Disposals and write-off	出售及撇銷	-	-	-	(353)	(194)	(1,527)	(2,074)
At 31 December 2019	於2019年12月31日	-	-	3,781	9,267	10,068	2,346	25,462
Net book value	**賬面淨值**							
At 31 December 2019	於2019年12月31日	41,648	2,779,493	17,708	2,676	3,617	936	2,846,078

17 PROPERTIES, PLANT AND EQUIPMENT (CONTINUED)

17 物業、機器及設備(續)

		Freehold land 永久業權土地 HK$'000 港幣千元	Construction in progress 在建工程 HK$'000 港幣千元	Buildings 樓宇 HK$'000 港幣千元	Leasehold improvements 租賃物業裝修 HK$'000 港幣千元	Furniture, fixtures and equipment 傢具、固定裝置及設備 HK$'000 港幣千元	Motor vehicles 汽車 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
Cost	**成本**							
At 1 January 2018	於2018年1月1日	41,804	2,675,383	19,245	12,230	12,854	5,236	2,766,752
Exchange translation differences	匯兑差額	85	5,416	(360)	(14)	(96)	(26)	5,005
Additions	添置	–	100,494	–	8	810	484	101,796
Transfer (Note 18a)	轉撥(附註18a)	–	–	2,782	–	–	–	2,782
Disposals and write-off	出售及撇銷	–	–	–	–	(886)	(569)	(1,455)
At 31 December 2018	於2018年12月31日	41,889	2,781,293	21,667	12,224	12,682	5,125	2,874,880
Accumulated depreciation and impairment	**累計折舊及減值**							
At 1 January 2018	於2018年1月1日	–	–	1,788	5,957	6,565	3,022	17,332
Exchange translation differences	匯兑差額	–	–	(61)	(26)	(96)	(31)	(214)
Charge for the year (Note 9)	年度折舊(附註9)	–	–	1,026	2,314	2,311	818	6,469
Disposals and write-off	出售及撇銷	–	–	–	–	(873)	(569)	(1,442)
At 31 December 2018	於2018年12月31日	–	–	2,753	8,245	7,907	3,240	22,145
Net book value	**賬面淨值**							
At 31 December 2018	於2018年12月31日	41,889	2,781,293	18,914	3,979	4,775	1,885	2,852,735

The net book value of construction in progress consists of an amount of relating to the Group's power plant located in Indonesia, which is currently under construction which will be depreciated once the property is complete and available for use.

在建工程的賬面淨值包括有關本集團位於印尼的在建發電廠的金額。物業一經落成及可供使用，將會計算折舊。

17 PROPERTIES, PLANT AND EQUIPMENT (CONTINUED)

The management performed impairment assessment on the construction in progress at the end of the reporting period. The recoverable amounts of construction in progress are determined from value in use calculation of the power plant located in Indonesia based on cash flow projection, followed by management's estimation on future business and expected completion of construction. As at 31 December 2019 and 2018, no impairment losses were recognised.

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Significant actuarial assumptions for the determination of the recoverable amount of construction in progress are the discount rate. If the discount rate is 0.5% higher or lower, the recoverable amount would decrease or increase by HK$211,000,000. The change in discount rate of 0.5% would not result in any recognition or reversal of impairment loss.

The sensitivity analysis presented above may not be representative of the actual change in the recoverable of the construction in progress as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

17 物業、機器及設備(續)

於報告期末，管理層曾對在建項目作出減值評估。在建項目的可收回金額乃按現金流預測計算位於印尼的發電廠的使用價值，然後再由管理層估計未來業務及預期完工等情況後釐定。於2019年及2018年12月31日，並無確認減值虧損。

以下敏感性分析是根據報告期末發生的各個假設的合理可能變化而確定的，同時保持所有其他假設不變。

確定在建工程可收回金額的重要精算假設為折現率，倘折現率上升或下降0.5%，可收回金額將減少增加或增加港幣211,000,000元。貼現率改變0.5%不會導致確認任何減值損失或回撥。

上面介紹的敏感性分析可能無法代表在建工程可收回金額的實際變化，因為假設中的某些假設可能是相互關聯的，因此假設中的變化不太可能彼此隔離。

18 INVESTMENT PROPERTIES 18 投資物業

		Completed investment properties 已落成投資物業 HK$'000 港幣千元	Investment properties under construction 在建投資物業 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
Valuation/cost	**估值／成本**			
At 1 January 2019, previously reported	於2019年1月1日（如前呈報）	**1,241,449**	**3,171,622**	**4,413,071**
Adoption of HKFRS 16 (Note 5)	採用香港財務報告準則第16號（附註5）	**–**	**251**	**251**
At 1 January 2019, as restated	於2019年1月1日（經重列）	**1,241,449**	**3,171,873**	**4,413,322**
Additions	添置			
– Acquisitions	– 收購	**10,234**	**–**	**10,234**
– Subsequent expenditure	– 其後支出	**–**	**751,929**	**751,929**
Exchange translation differences	匯兑差額	**(27,381)**	**(20,982)**	**(48,363)**
At 31 December 2019	於2019年12月31日	**1,224,302**	**3,902,820**	**5,127,122**
At 1 January 2018	於2018年1月1日	1,270,243	2,130,230	3,400,473
Additions	添置			
– Acquisitions	– 收購	34,881	–	34,881
– Subsequent expenditure	– 其後支出	–	1,037,039	1,037,039
Transfer (Note a)	轉撥（附註a）	(3,929)	–	(3,929)
Exchange translation differences	匯兑差額	(59,746)	4,353	(55,393)
At 31 December 2018	於2018年12月31日	1,241,449	3,171,622	4,413,071

18 INVESTMENT PROPERTIES (CONTINUED) 18 投資物業(續)

The Group's investment properties comprise: 本集團的投資物業包括：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Shanghai, the PRC – Office units (Note b)	中國上海－辦公室單位（附註b）	**1,224,302**	1,241,449
Los Angeles, the U.S. – Commercial properties under development (Note c)	美國洛杉磯－發展中商業物業（附註c）	**3,902,820**	3,171,622
		5,127,122	4,413,071

Notes:

a. Certain premises held by the Group previously classified as investment properties were reclassified to properties, plant and equipment (note 17) of HK$2,782,000 and leasehold land and land use rights (note 19) of HK$1,147,000 as there was a change in use from held to earn rentals to held for the Group's own use during the year ended 31 December 2018.

b. The table below analyses recurring fair value measurements for investment properties. These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to valuation techniques used.

附註：

a. 由於本集團所持有的若干處所用途於截至2018年12月31日止年度內由為賺取租金而持有改為為供本集團自用而持有，故該等物業已由以往分類為投資物業重新分類為物業、機器及設備（附註17）港幣2,782,000元以及租賃土地及土地使用權（附註19）港幣1,147,000元。

b. 下表列示有關投資物業的經常性公允價值計量分析。此等公允價值計量根據估值技術內所使用的輸入數據而於公允價值等級中分類至不同級別。

18 INVESTMENT PROPERTIES (CONTINUED) 18 投資物業(續)

Notes: (Continued) 附註:(續)

b. (Continued) b. (續)

Fair value hierarchy 公允價值等級		Quoted prices in active markets for identical assets Level 1 相同資產在活躍市場上的報價 第1級 HK$'000 港幣千元	Significant other observable inputs Level 2 其他重要的可觀察所得的輸入數據 第2級 HK$'000 港幣千元	Significant unobservable inputs Level 3 重要的不可觀察所得的輸入數據 第3級 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
At 31 December 2019	於2019年12月31日				
Office units – PRC	辦公室單位 — 中國	–	–	**1,224,302**	**1,224,302**
At 31 December 2018	於2018年12月31日				
Office units – PRC	辦公室單位 — 中國	–	–	1,241,449	1,241,449

There were no transfers between Levels 1, 2 and 3 during the year ended 31 December 2019 (2018: Nil). The Group's policy is to recognise transfers into/out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

於截至2019年12月31日止年度,第1級、第2級及第3級之間並無轉移(2018年:無)。本集團的政策為於發生引致轉移的事件或狀況改變當日,確認於公允價值等級間的轉入/轉出。

As at 31 December 2019, the office units in the PRC have been valued by Cushman & Wakefield Limited, professional valuers. The fair value of the investment properties was determined based on, amongst other factors, comparable market transactions, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

於2019年12月31日,中國辦公室單位由專業估值師戴德梁行有限公司進行估值。投資物業的公允價值乃基於(包括其他因素)可比較的市場交易、來自現有租約的租金收益及按現行市況推算來自未來租約的租金收益的假設釐定。

The valuations are derived using the income capitalisation method. This method is based on the capitalisation of net income with due allowance for outgoings and reversionary income potential by adopting appropriate capitalisation rates, which are derived from analysis of sale transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation are referenced to valuers' view of recent lettings, within the subject properties and other comparable properties.

估值以收益資本化方法釐定。此方法乃以收益淨額資本化為基準,採用適用資本化率,適當地為支出與復歸收益的潛力作出備抵,資本化率乃參考對買賣交易的分析及估值師對投資者當下的要求或期望的詮釋訂定。估值所採用的現行市值租金已參考估值師對相關及其他相若物業的近期租賃的意見。

18 INVESTMENT PROPERTIES (CONTINUED)

18 投資物業(續)

Notes: (Continued)

附註:(續)

b. (Continued)

b. (續)

For the investment properties in Los Angeles, they are still in the course of construction or development at the end of the reporting period and fair value cannot be reliably measured at that time, and therefore are stated at cost. The management performed impairment assessment at the end of reporting period and estimated the value in use based on cash flow projection, followed by estimation of management on future business and expected completion of construction. As at 31 December 2019 and 2018, no impairment losses were recognised for the investment properties in Los Angeles.

位於洛杉磯的投資物業方面,在報告期末仍在施工或發展中,不能可靠計量當時的公允價值,因此已以成本列值。管理層於報告期末按現金流預測計算其使用價值作出減值評估,然後再由管理層估計未來業務、預期完工及驗收等情況後釐定。於2019年及2018年12月31日,並無就位於洛杉磯的投資物業確認減值虧損。

Information about fair value measurements on office units in the PRC based on Level 3 fair value hierarchy:

有關中國辦公室單位根據第3級公允價值等級計量公允價值的資料:

Description 描述	Fair value at 於下列日期的公允價值 **2019** **2019年** **HK$'000** **港幣千元**	 2018 2018年 HK$'000 港幣千元	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察所得的輸入數據	Range of significant unobservable inputs 重大不可觀察所得的輸入數據範圍 **2019** **2019年**	 2018 2018年	Relationship of unobservable inputs to fair value 不可觀察所得的輸入數據與公允價值的關係
Harbour Ring Plaza 港陸廣場	**951,813**	972,833	Income capitalisation method 收益資本化法	Capitalisation rate 資本化率	**7.0%**	7.0%	The higher the capitalisation rate, the lower the fair value 資本化率越高,公允價值越低
				Rental rate 租金率	**RMB170-240/ month/sq.m.** **每平方米每月人民幣170元至240元**	RMB170-240/ month/sq.m. 每平方米每月人民幣170元至240元	The higher the rental rate, the higher the fair value 租金率越高,公允價值越高
Harbour Ring Huangpu Centre 港陸黃浦中心	**272,489**	268,616	Income capitalisation method 收益資本化法	Capitalisation Rate 資本化率	**7.0%**	7.0%	The higher the capitalisation rate, the lower the fair value 資本化率越高,公允價值越低
				Rental rate 租金率	**RMB95-220/ month/sq.m.** **每平方米每月人民幣95元至220元**	RMB95-220/ month/sq.m. 每平方米每月人民幣95元至220元	The higher the rental rate, the higher the fair value 租金率越高,公允價值越高

c. The investment properties in the U.S. are under construction and their fair value is not reliably measureable due to significant uncertainty as to its future cash flows. Accordingly, the investment properties are carried at cost. The fair value is expected to become reliably measureable when the construction is completed which is expected to take place in or before 2022.

c. 位於美國的在建投資物業的公允價值無法可靠地計量,原因為其日後現金流量存在重大不確定性。因此,該等投資物業按成本列賬。公允價值預期可於建設完成(預期於2022年或之前落實)時可靠地計量。

19 LEASEHOLD LAND AND LAND USE RIGHTS

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments in the PRC.

19 租賃土地及土地使用權

本集團於租賃土地及土地使用權的權益為於中國的預付經營租賃款項。

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Net book value	**賬面淨值**		
At 1 January, previously reported	於1月1日(如前呈報)	**2,291**	1,359
Adoption of HKFRS 16 (Note) (Note 5)	採用香港財務報告準則第16號(附註)(附註5)	**(2,291)**	–
At 1 January, as restated	於1月1日(經重列)	**–**	1,359
Transfer (Note 18a)	轉撥(附註18a)	**–**	1,147
Exchange translation differences	匯兑差額	**–**	(136)
Amortisation (Note 9)	攤銷(附註9)	**–**	(79)
At 31 December	於12月31日	**–**	2,291

Note:

The carrying amount of prepaid lease payments is reclassified as right-of-use assets at the date of initial application of HKFRS 16.

附註:

預付租賃付款的賬面值於初始應用香港財務報告準則第16號當日獲重新分類為使用權資產。

20 LEASES

HKFRS 16 was adopted on 1 January 2019 without restatement of comparative figures.

The explanation of the transitional requirements that were applied as at 1 January 2019 is set out in Notes 2a and 5 while the accounting policies applied subsequent to 1 January 2019, the date of initial application, are set out in Note 4q(A).

20 租賃

香港財務報告準則第16號於2019年1月1日獲採用,並無重列比較數字。

於2019年1月1日採用的過渡性規定的說明載於附註2a及5,而於2019年1月1日其後採用的會計政策、初始應用日期則載於附註4q (A)。

20 LEASES (CONTINUED)

Nature of leasing activities (in the capacity as lessee)

The Group leases a number of properties in the jurisdictions from which it operates. No lease contracts in any jurisdictions require lease payments to increase each year by inflation or and in others to be reset periodically to market rental rates that would cause variability. In all jurisdictions property leases the periodic rent is (i) either fixed over the lease term; or (ii) variable that does not depend on an index or a rate, initially measured using the index or rate as at commencement date.

a. Right-of-use assets

20 租賃(續)

租賃活動的性質(以承租人身份)

本集團於其經營所在的司法權區租賃多項物業。於任何司法權區，概無租賃合約要求租賃付款每年隨通貨膨脹而增加，而於其他司法權區則定期重新定價至市場租金水平。於所有司法權區，物業租賃的租金為(i)於租期內固定不變；或(ii)浮動但並非取決於指數或利率，而是首次使用於開始日期的指數或利率計量。

a. 使用權資產

		31 December 2019 2019年 12月31日 HK$'000 港幣千元	1 January 2019 2019年 1月1日 HK$'000 港幣千元
– Properties leased for own use, carried at depreciated cost	– 持作自用的已租賃物業，按折舊成本列賬	61,547	79,678
– Ownership interests in leasehold land and buildings, carried at depreciated cost with remaining lease term of 50 years or more	– 租賃土地及樓宇的擁有權權益，按已折舊成本列賬，餘下租賃期為50年或以上	2,150	2,291
		63,697	81,969

20 LEASES (CONTINUED)

20 租賃(續)

a. Right-of-use assets (Continued)

a. 使用權資產(續)

		HK$'000 港幣千元
At 1 January 2019, previously reported	於2019年1月1日(如前呈報)	–
Adoption of HKFRS 16 (Note 5)	採用香港財務報告準則第16號(附註5)	81,969
At 1 January 2019, as restated	於2019年1月1日(經重列)	81,969
Additions	添置	8,391
Modification	修改	(1,108)
Depreciation expense for the year	年內折舊開支	(25,298)
Exchange differences	匯兑差額	(257)
At 31 December 2019	於2019年12月31日	63,697

The management assessed the recoverability of right-of-use assets. The management performed impairment assessment at the end of reporting period and estimated recoverable amounts of right-of-use assets from value in use calculation of respective cash generating units ("CGUs") based on cash flow projection, followed by estimation of management on future business and expected completion of construction. As at 1 January 2019 and 31 December 2019, no impairment losses were recognised.

管理層曾評估使用權資產的可收回程度。於報告期末,管理層作出減值評估,估計使用權資產的可收回金額按現金流預測計算相應現金生成單位(「現金生成單位」)的使用價值,然後再由管理層估計未來業務及預期完工等情況後釐定。於2019年1月1日及2019年12月31日,並無確認減值虧損。

20 LEASES (CONTINUED)

20 租賃(續)

b. Lease liabilities

b. 租賃負債

		HK$'000 港幣千元
At 1 January 2019, previously reported	於2019年1月1日(如前呈報)	–
Adoption of HKFRS 16 (Note 5)	採用香港財務報告準則第16號(附註5)	92,063
At 1 January 2019, as restated	於2019年1月1日(經重列)	92,063
Additions	添置	8,391
Modification	修改	(1,444)
Interest expense for the year	年內利息開支	6,461
Payment for the year	年內付款	(22,134)
Exchange differences	匯兑差額	(506)
At 31 December 2019	於2019年12月31日	82,831

		As at 31 December 2019 於2019年12月31日 HK$'000 港幣千元
The present value of future lease payments are analysed as:	未來租賃付款現值分析為:	
– Current portion	– 流動部分	38,125
– Non-current portion	– 非流動部分	44,706
		82,831

		For the year ended 31 December 2019 截至2019年12月31日止年度 HK$'000 港幣千元
– Short term lease expense	– 短期租賃開支	559
– Expense relating to variable lease payments not included in the measurement of lease liabilities	– 不計入租賃負債計量的浮動租賃付款開支	7,414
Total operating lease charges in respect of properties not included in the measurement of lease liabilities	不計入租賃負債計量的物業經營租賃費用總額	7,973

20 LEASES (CONTINUED)

b. Lease liabilities (Continued)

Future lease payments are due as follows:

20 租賃(續)

b. 租賃負債(續)

未來租賃付款之到期情況如下:

		Minimum lease payments 最低租賃付款 HK$'000 港幣千元	Interest 利息 HK$'000 港幣千元	Present value 現值 HK$'000 港幣千元
At 31 December 2019	**於2019年12月31日**			
Not later than one year	不遲於一年	**43,180**	**(5,055)**	**38,125**
Later than one year and not later than five years	遲於一年但不遲於五年	**32,529**	**(8,947)**	**23,582**
Later than five years	遲於五年	**23,895**	**(2,771)**	**21,124**
		99,604	**(16,773)**	**82,831**
At 1 January 2019 (Note)	**於2019年1月1日**(附註)			
Not later than one year	不遲於一年	22,495	(5,181)	17,314
Later than one year and not later than five years	遲於一年但不遲於五年	62,639	(13,086)	49,553
Later than five years	遲於五年	29,756	(4,560)	25,196
		114,890	(22,827)	92,063

Note:

The Group has initially applied HKFRS 16 using the cumulative effect approach and adjusted the opening balances at 1 January 2019 to recognise lease liabilities relating to leases which were previously classified as operating leases under HKAS 17. No comparative information as at 31 December 2018 is set out as the Group did not have any finance leases as at 31 December 2018. Further details in relation to the transition are set out in Note 5.

附註:

本集團初次應用香港財務報告準則第16號,並使用累計影響法及經調整於2019年1月1日的期初結餘,以確認先前根據香港會計準則第17號分類為經營租賃的租賃相關租賃負債。於2018年12月31日的比較資料並無載列,由於本集團於2018年12月31日並無任何融資租賃。有關過渡的進一步詳情載於附註5。

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

21 按公允價值計入其他全面收益的財務資產

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Listed debt securities	上市債務證券		
– Overseas (note i)	–海外(附註i)	–	113,334
Non-publicly traded listed equity securities	非上市買賣上市股票證券		
– Hong Kong (Note ii)	–香港(附註ii)	96,647	200,956
		96,647	314,290

Notes:

(i) During the year ended 31 December 2019, the listed debt securities were fully disposed of and the balance was nil as at 31 December 2019. The net realised gains on disposal was HK$4,128,000 for the year ended 31 December 2019 (note 9a).

(ii) During the year ended 31 December 2018, the Company's equity investments in Huiyuan Juice has become non-publicly traded as trading of shares of Huiyuan Juice has been suspended since April 2018. Hence, these equity investments were transferred from listed equity securities to unlisted equity securities as at 31 December 2018. As at 31 December 2019, the Group held 7.49% of the total equity interest of Huiyuan Juice (2018: 7.49%).

附註:

(i) 截至2019年12月31日止年度,上市債務證券獲全數出售,而結餘於2019年12月31日為零。截至2019年12月31日止年度的淨變現利得為港幣4,128,000元(附註9a)。

(ii) 於截至2018年12月31日止年度,由於滙源果汁股份自2018年4月起暫停買賣,故本公司於滙源果汁的股本投資已成為非上市買賣。因此,於2018年12月31日,該等股本投資已自上市股票證券轉撥至非上市股票證券。於2019年12月31日,本集團持有滙源果汁7.49%的總股本權益(2018年:7.49%)。

The financial assets at fair value through other comprehensive income are denominated in the following currency:

按公允價值計入其他全面收益的財務資產以下列貨幣計值:

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
US$	美元	–	113,334
HK$	港幣	96,647	200,956
		96,647	314,290

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22 按公允價值計入損益的財務資產

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Non-publicly traded fund investments – Overseas (note)	非上市買賣基金投資 — 海外(附註)	–	64,700

Note:

During the year ended 31 December 2019, the non-publicly fund investments were fully disposed of and the balance was nil as at 31 December 2019. The net fair value gains on revaluation and net realised losses on disposal for the year ended 31 December 2019 were HK$3,270,000 and HK$727,000 respectively (note 9a). The net fair value losses on revaluation for the year ended 31 December 2018 was HK$630,000 (note 9a).

The financial assets at fair value through profit or loss are denominated in US$.

附註：

截至2019年12月31日止年度，非上市基金投資已全數出售，於2019年12月31日的餘額為零。截至2019年12月31日止年度重估的公允價值淨收益和出售的變現淨損失分別為港幣3,270,000元和港幣727,000元(附註9a)。截至2018年12月31日止年度重估淨公允價值損失為港幣630,000元(附註9a)。

按公允價值計入損益的財務資產以美元計值。

23 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

23 按金、預付款項及其他應收款項

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Non-current portion	**非流動部分**		
Prepayments for construction of power plants (Note a and 36e and 36h)	建設發電廠的預付款項(附註a及36e及36h)	**332,957**	327,141
Loan and interest receivables from shareholders of a subsidiary (Note b and 36h)	應收一間附屬公司股東的貸款及利息(附註b及36h)		
– Shanghai Electric Power Construction Co., Ltd. ("SEPC")	— 上海電力建設有限責任公司(「SEPC」)	**4,115**	4,139
– PT. Garda Sayap Garuda ("GSG")	— PT. Garda Sayap Garuda(「GSG」)	**271,074**	261,598
Prepaid insurance for property development project	物業發展項目的預付保費	**–**	12,644
Note receivables (Note c)	應收票據(附註c)	**168,437**	–
Others	其他	**9,618**	18,583
Total non-current portion	**非流動部分總計**	**786,201**	624,105
Current portion	**流動部分**		
Prepaid insurance	預付保費	**28,775**	35,377
Prepaid loan interest	預付貸款利息	**32,916**	–
Other interest receivables (Note c)	其他應收利息(附註c)	**637**	6,914
Amounts due from related parties (Note 36h)	應收關聯方款項(附註36h)	**12,502**	12,070
Others	其他	**28,413**	19,143
Total current portion	**流動部分總計**	**103,243**	73,504

23 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Notes:

a. The balance mainly represents progress payments made to SEPC, a non-controlling shareholder of certain subsidiaries of the Company, and its subsidiary, PT. Shanghai Electric Power Construction ("PT. SEPC"), for the procurement and installation of equipment and machineries for the Group's power plant projects in Indonesia.

The management performed future utilisability assessment of prepayments for construction of power plants. It is determined from (1) confirmation of constructor and contract terms; and (2) value in use calculation of the power plant located in Indonesia based on cash flow projection, followed by estimation of management on future business, expected completion of construction and confirmation. As at 31 December 2019 and 2018, no impairment losses were recognised.

b. The loan and interest receivables are due from SEPC and GSG, non-controlling shareholders of certain subsidiaries of the Company and are denominated in US$.

As at 31 December 2019, the principal amount of the loan to SEPC was fully repaid and the gross carrying amount of the loan to GSG was HK$220,808,000 (2018: HK$222,086,000). The loan to GSG is interest bearing at 7% per annum and is repayable through its share of the future dividend of the subsidiaries. Up to the date of this report, no interest was paid according to the terms of loan agreement.

The gross interest receivables from SEPC and GSG were HK$4,132,000 (2018: HK$4,147,000) and HK$57,067,000 (2018: HK$46,313,000), respectively. The interest receivables are interest free and repayable through their shares of the future dividend of the subsidiaries. Up to the date of this report, no interest was paid according to the terms of loan agreement.

As at 31 December 2019, an ECL provision of HK$6,818,000 (2018: HK$6,818,000) (Note 7b) was made on the loan and interest receivables from shareholders of a subsidiary, respectively.

c. The note and interest receivables are due from an independent third party, unsecured, with fixed interest rate of 3.65% per annum and payable semi-annually, mature on 23 May 2021, and denominated in US$. Up to the date of this report, there was no default in payment of interest.

As at 31 December 2019, an ECL provision of HK$431,000 (2018: Nil) (Note 7b) was made on the note receivables.

23 按金、預付款項及其他應收款項(續)

附註:

a. 該款項主要指就本集團位於印尼的發電廠項目採購及安裝設備及機器而向本公司若干附屬公司的一名非控股股東SEPC及其附屬公司PT. Shanghai Electric Power Construction(「PT. SEPC」)支付的進度款項。

管理層曾評估興建發電廠預付款項在未來會否獲動用,乃按(1)承建商對合同的確認;和(2)現金流預測計算位於印尼的發電廠的使用價值,然後再由管理層估計未來業務、預期完工及驗收等情況後釐定。於2019年及2018年12月31日,並無確認減值虧損。

b. 該等應收貸款及利息應向本公司若干附屬公司之非控股股東SEPC及GSG收取,以美元計值。

於2019年12月31日,給予SEPC的貸款本金額已悉數償還,而給予GSG的貸款的賬面總值為港幣220,808,000元(2018年:港幣222,086,000元)。給予GSG的貸款按年利率7%計息,須透過日後應佔該等附屬公司的股息償還。截至本報告日期,並無按照貸款協議條款支付利息。

應收SEPC及GSG的利息總值分別為港幣4,132,000元(2018年:港幣4,147,000元)及港幣57,067,000元(2018年:港幣46,313,000元)。應收利息為免息,須透過日後應佔該等附屬公司的股息償還。截至本報告日期,並無按照貸款協議條款支付利息。

於2019年12月31日,已就應收一間附屬公司股東的貸款及利息分別作出港幣6,818,000元(2018年:港幣6,818,000元)預期信用損失撥備(附註7b)。

c. 該等應收票據和利息應向一名獨立第三方收取,無抵押,固定年利率為3.65%,須每半年支付一次,於2021年5月23日到期,以美元計值。截至本報告日期,並無逾期支付利息的狀況。

於2019年12月31日,已就應收票據作出港幣431,000元(2018年:無)預期信用損失撥備(附註7b)。

24 PROPERTIES UNDER DEVELOPMENT 24 發展中物業

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
At 1 January, previously reported	於1月1日(如前呈報)	**14,798,884**	12,131,649
Adoption of HKFRS 16 (Note 5)	採用香港財務報告準則第16號(附註5)	**1,777**	–
At 1 January 2019, as restated	於2019年1月1日(經重列)	**14,800,661**	12,131,649
Additions	添置	**981,148**	2,721,617
Impairment (Note 7e)	減值(附註7e)	**–**	(77,582)
Exchange differences	匯兑差額	**(91,067)**	23,200
At 31 December	於12月31日	**15,690,742**	14,798,884

Properties under development comprise: 發展中物業包括:

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Los Angeles, the U.S.	美國洛杉磯	**6,824,353**	6,204,586
Ko Olina No. 2 Land, Hawaii, the U.S.	美國夏威夷科琳娜二號地塊	**1,685,155**	1,672,794
Ko Olina No. 1 Land, Hawaii, the U.S.	美國夏威夷科琳娜一號地塊	**2,798,191**	2,554,406
Kapolei West, Hawaii, the U.S.	美國夏威夷卡珀雷西區	**1,006,145**	972,320
New York, the U.S.	美國紐約	**3,454,480**	3,472,360
		15,768,324	14,876,466
Less: Provision for impairment	減:減值撥備	**(77,582)**	(77,582)
		15,690,742	14,798,884

As at 31 December 2019 and 2018, the properties under development were expected to be completed and recovered after one year from the end of the reporting period.

於2019年及2018年12月31日,發展中物業預期將於報告期末起計一年後竣工及收回款項。

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

以下敏感度分析乃按相應假設於報告期末出現合理可能變動(其他假設則維持不變)為基準而釐定。

24 PROPERTIES UNDER DEVELOPMENT (CONTINUED)

Significant actuarial assumptions for the determination of the net realisable value of properties under development in New York are the average unit price per square foot. If the average unit price per square foot is 1% higher or lower, the net realisable value would increase or decrease by HK$34,000,000 (2018: increase by or decrease by HK$34,000,000). The increase/decrease in average unit price per square foot of 1% would result in reversal of/additional impairment loss recognised of HK$34,000,000 (2018: reversal of/additional impairment loss HK$34,000,000).

Significant actuarial assumptions for the determination of the net realisable value of properties under development in Hawaii are the average unit price per square foot. If the average unit price per square foot is 1% higher or lower, the net realisable value would increase by HK$63,000,000 or decrease by HK$66,000,000 (2018: increase by HK$56,000,000 or decrease by HK$57,000,000). The change in average unit price per square foot of 1% would not result in any recognition or reversal of impairment loss (2018: no recognition or reversal of impairment loss).

Significant actuarial assumptions for the determination of the net realisable value of properties under development in Los Angeles are the discount rate. If the discount rate is 0.5% higher or lower, the net realisable value would decrease by HK$107,000,000 or increase by HK$110,000,000 (2018: decrease by HK$80,000,000 or increase by HK$81,000,000). The decrease in discount rate of 0.5% would not result in any recognition or reversal of impairment loss (2018: no recognition or reversal of impairment loss). The increase in discount rate of 0.5% would result in additional impairment loss of HK$97,000,000 (2018: additional impairment loss of HK$62,000,000).

24 發展中物業(續)

釐定位於紐約的發展中物業的可實現淨值的重大精算假設為每平方呎平均單位價格。若每平方呎平均單位價格上升或下降1%，可實現淨值會增加或減少港幣34,000,000元(2018年：增加或減少港幣34,000,000元)。每平方呎平均單位價格上升／下降1%將導致確認之減值虧損撥回／增加減值虧損港幣34,000,000元(2018年：撥回／增加減值虧損港幣34,000,000元)。

釐定位於夏威夷的發展中物業的可實現淨值的重大精算假設為每平方呎平均單位價格。若每平方呎平均單位價格上升或下降1%，可實現淨值會增加港幣63,000,000元或減少港幣66,000,000元(2018年：增加港幣56,000,000元或減少港幣57,000,000元)。每平方呎平均單位價格出現1%之變動將不會導致任何減值虧損之確認或撥回(2018年：未確認或撥回減值虧損)。

釐定位於洛杉磯的發展中物業的可實現淨值的重大精算假設為貼現率。若貼現率上升或下降0.5%，可實現淨值會減少港幣107,000,000元或增加港幣110,000,000元(2018年：減少港幣80,000,000元或增加港幣81,000,000元)。貼現率下降0.5%不會導致任何減值虧損之確認或撥回(2018年：未確認或撥回減值虧損)。貼現率上升0.5%將導致額外減值虧損港幣97,000,000元(2018年：額外減值虧損港幣62,000,000元)。

24 PROPERTIES UNDER DEVELOPMENT (CONTINUED)

The sensitivity analysis presented above may not be representative of the actual change in the net realisable value of the properties under development as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

For the properties under development in Los Angeles, the management assessed the net realisable value by value in use calculation based on cash flow projection, followed by estimation of management on future business and expected completion of construction. As at 31 December 2019 and 2018, no impairment losses were recognised for the properties under development in Los Angeles.

24 發展中物業(續)

鑑於某些假設可能互有關連，各項假設可在不受其他因素影響下作出變動一說不大可能實現，故上文呈述的敏感度分析不一定代表發展中物業可實現淨值的實際變動。

就位於洛杉磯的發展中物業，管理層曾評估其可實現淨值，乃按現金流預測計算其使用價值，然後再由管理層估計未來業務、預期完工及驗收等情況後釐定。於2019年及2018年12月31日，並無就位於洛杉磯的發展中物業確認減值虧損。

25 TRADE RECEIVABLES

At 31 December 2019 and 2018, trade receivables represent rental receivables for which no credit terms have been granted. The aging analysis of trade receivables, net of provision and based on the date of invoices at 31 December 2019 and 2018 is as follows:

25 應收賬款

於2019年及2018年12月31日，應收賬款為並無授出信貸期的應收租金。於2019年及2018年12月31日以發票日期為準並扣除撥備後的應收賬款賬齡分析如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
0-30 days	0–30日	50	548
31-60 days	31–60日	–	525
61-90 days	61–90日	–	522
		50	1,595

No interest is charged on the overdue trade receivables. The trade receivables included in the above aging analysis are considered not impaired (2018: Nil) as these relate to a number of independent customers for whom there is no recent history of default.

逾期應收賬款並不計息。由於所涉及的多名獨立客戶近期並無拖欠紀錄，故上述賬齡分析所包括的應收賬款並無被視為已減值(2018年：無)。

The maximum exposure to credit risk at the reporting date is the fair value of the trade receivables.

於本報告日期的最大信貸風險為應收賬款的公允價值。

The Group does not hold any collateral securities.

本集團並無持有任何抵押品。

26 CASH AND BANK DEPOSITS

26 現金及銀行存款

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Bank deposits with maturity less than three months	於三個月內到期的銀行存款	–	2,106
Cash at banks and on hand	銀行存款及手頭現金	70,401	675,877
Cash and cash equivalents	現金及現金等價物	70,401	677,983
Restricted cash	受限制現金	117,889	411,892
Cash and bank deposits	現金及銀行存款	188,290	1,089,875

Notes:

As at 31 December 2019, the Group had the following restricted bank deposits:

a. As at 31 December 2019, a bank deposit of HK$59,000 (2018: HK$186,987,000) was held in escrow in a licensed bank for the settlement of any construction obligation of a subsidiary of the Company to a general constructor of the property development project in Los Angeles, the U.S.. The escrow arrangement is required pursuant to an escrow agreement entered into between the licensed bank, the general constructor and the subsidiary until the Group obtained construction financing or committed to have fund and equity sufficient to pay the remaining payment obligation to work.

b. As at 31 December 2018, a bank deposit of HK$8,000 was held in escrow in a licensed bank for the settlement of any infrastructure construction obligation of a subsidiary of the Company to the infrastructure constructor of the property development project in the Kapolei West area of Hawaii, the U.S.. As at 31 December 2019, the bank deposit was released upon completion of the infrastructure construction.

c. As at 31 December 2019, bank deposits of HK$117,830,000 (2018: HK$224,897,000) were secured for guarantees provided by the Company and certain of its subsidiaries in favour of the licensed banks for certain banking facilities granted to the Group (Note 34).

附註：

於2019年12月31日，本集團有下列受限制銀行存款：

a. 於2019年12月31日，港幣59,000元(2018年：港幣186,987,000元)的銀行存款以託管方式由持牌銀行持有，以清償本公司一間附屬公司對美國洛杉磯物業發展項目的總承建商負有的任何建設承擔。託管安排乃根據由該持牌銀行、該總承建商及該附屬公司訂立的託管協議的規定作出，直至本集團取得建築融資或肯定獲得資金及股本足以支付餘下工程付款義務為止。

b. 於2018年12月31日，港幣8,000元的銀行存款以託管方式由持牌銀行持有，以清償本公司一間附屬公司對美國夏威夷卡珀雷西區物業發展項目的基建承建商負有的任何基建承擔。於2019年12月31日，銀行存款於基礎建設完成後解除。

c. 於2019年12月31日，港幣117,830,000元(2018年：港幣224,897,000元)的銀行存款已就本公司及其若干附屬公司向持牌銀行提供的擔保作抵押，以獲取若干授予本集團的銀行融資(附註34)。

26 CASH AND BANK DEPOSITS (CONTINUED)

Bank balances of HK$24,909,000 (2018: HK$216,136,000) are denominated in RMB and are placed with banks in the PRC. The remittance of these funds out of the PRC is subject to exchange control restrictions imposed by the PRC government. The remaining bank balances are mainly denominated in HK$ or US$.

27 DEPOSITS RECEIVED, OTHER PAYABLES AND ACCRUALS

As at 31 December 2019, deposits received, other payables and accruals included rental deposits received of HK$29,070,000 (2018: HK$27,425,000), amounts due to related parties of HK$21,279,000 (2018: HK$26,834,000) (Note 36h), interest payable to a fellow subsidiary of HK$1,113,000 (2018: HK$734,000) (Note 36h), other taxes payable of HK$341,797,000 (2018: HK$312,060,000), provision for legal case with subcontractor of HK$215,722,000 (2018:HK$216,971,000) and payables and accruals for construction costs of power plants and property development projects of HK$154,591,000 (2018: HK$155,487,000) and HK$843,432,000 (2018: HK$894,011,000) respectively.

The amounts due to related parties are unsecured, interest-free and repayable within 12 months from the end of the reporting period.

26 現金及銀行存款(續)

港幣24,909,000元(2018年:港幣216,136,000元)的銀行結餘以人民幣計值及存放於中國的銀行。將該等資金匯出中國受到中國政府外匯管制的規限。餘下銀行結餘主要以港幣或美元計值。

27 已收按金、其他應付款項及應計項目

於2019年12月31日,已收按金、其他應付款項及應計項目包括已收租賃按金港幣29,070,000元(2018年:港幣27,425,000元)、應付關聯方款項港幣21,279,000元(2018年:港幣26,834,000元)(附註36h)、應付一間同系附屬公司的利息港幣1,113,000元(2018年:港幣734,000元)(附註36h)、其他應付税項港幣341,797,000元(2018年:港幣312,060,000元)、對分包商訴訟的預提撥備港幣215,722,000元(2018年:港幣216,971,000元)及分別有關發電廠及物業發展項目建設成本的應付款項及應計項目港幣154,591,000元(2018年:港幣155,487,000元)及港幣843,432,000元(2018年:港幣894,011,000元)。

應付關聯方款項為無抵押、免息及須於報告期末後十二個月內償還。

28 DEFERRED INCOME TAX (ASSETS)/ LIABILITIES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

a. The net movement in the deferred income tax (assets)/ liabilities is as follows:

28 遞延所得稅(資產)／負債

當擁有可在法律上強制執行的權利對銷流動所得稅資產與流動所得稅負債，且遞延所得稅涉及同一財政機關時，遞延所得稅資產及負債會互相對銷。

a. 遞延所得稅(資產)／負債淨變動如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
At 1 January	於1月1日	**258,754**	259,576
Exchange translation differences	匯兑差額	**(6,594)**	(12,386)
Reversal of deferred tax liability upon distribution of profits from subsidiaries	於分配附屬公司利潤時撥回遞延稅項負債	**–**	–
Charge to income statement (Note 10)	於收益表扣除(附註10)		
– Charge for the year	– 年內支出	**7,055**	6,202
– Write-off of deferred income tax assets	– 撇銷遞延所得稅資產	**4,324**	5,362
At 31 December	於12月31日	**263,539**	258,754

b. Deferred income tax comprises:

b. 遞延所得稅包括：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Deferred income tax assets	遞延所得稅資產	**(11,995)**	(10,585)
Deferred income tax liabilities	遞延所得稅負債	**275,534**	269,339
At 31 December	於12月31日	**263,539**	258,754

28 DEFERRED INCOME TAX (ASSETS)/ LIABILITIES (CONTINUED)

c. The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

28 遞延所得稅(資產)／負債(續)

c. 遞延所得稅資產及負債於年內的變動(未計及抵銷於相同稅務司法權區內的結餘)如下:

		Tax losses 稅項虧損 HK$'000 港幣千元	Accelerated tax depreciation 加速稅項折舊 HK$'000 港幣千元	Changes in fair value of investment properties 投資物業公允價值變動 HK$'000 港幣千元	Other temporary differences 其他暫時差額 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
At 1 January 2019	於2019年1月1日	(17,357)	142,738	115,921	17,452	258,754
Exchange translation differences	匯兑差額	100	(2,153)	(2,578)	(1,963)	(6,594)
(Credit)/charge to income statement	(計入收益表)／於收益表扣除					
– Charge for the year	–年內支出	(4,466)	8,016	–	3,505	7,055
– Write-off of deferred income tax assets	–撇銷遞延所得稅資產	4,324	–	–	–	4,324
At 31 December 2019	於2019年12月31日	(17,399)	148,601	113,343	18,994	263,539
At 1 January 2018	於2018年1月1日	(16,526)	141,894	120,642	13,566	259,576
Exchange translation differences	匯兑差額	(29)	(7,511)	(4,721)	(125)	(12,386)
(Credit)/charge to income statement	(計入收益表)／於收益表扣除					
– Charge for the year	–年內支出	(6,164)	8,355	–	4,011	6,202
– Write-off of deferred income tax assets	–撇銷遞延所得稅資產	5,362	–	–	–	5,362
At 31 December 2018	於2018年12月31日	(17,357)	142,738	115,921	17,452	258,754

28 DEFERRED INCOME TAX (ASSETS)/ LIABILITIES (CONTINUED)

d. The investment properties are held within a business model with the objective to substantially realise all of the economic benefits embodied in the properties over time, rather than through sale.

e. Deferred income tax assets are recognised for unused tax losses carried forward to the extent it is probable that future taxable profit will be available against which the unused tax losses can be utilised, based on all available evidence. The Group has not recognised deferred tax assets in respect of cumulative unused tax losses of approximately HK$461,072,000 (2018: HK$316,240,000). The tax losses can be carried forward indefinitely, except for Indonesian tax losses of approximately HK$107,602,000 (2018: HK$74,579,000) which can be carried forward for 25 years and will expire in the following years:

28 遞延所得稅(資產)／負債(續)

d. 投資物業以商業模型持有，而該模型旨在隨時間流逝(而非透過出售)實現該等物業所包含的絕大部分經濟利益。

e. 基於所有可得證據，倘若未來有機會取得應課稅利潤而可使用結轉的未動用稅項虧損，則就結轉未動用稅項虧損確認遞延所得稅資產。本集團並無就累計未動用稅項虧損約港幣461,072,000元(2018年：港幣316,240,000元)確認遞延稅項資產。稅項虧損可無限期結轉，惟約港幣107,602,000元(2018年：港幣74,579,000元)的印尼稅項虧損僅可結轉25年，並將於以下年度屆滿：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
2039	2039年	597	597
2041	2041年	352	352
2042	2042年	5,382	5,382
2043	2043年	68,248	68,248
2044	2044年	33,023	–
		107,602	74,579

29 SHARE CAPITAL

29 股本

		Number of shares 股份數目	Amount 金額 HK$'000 港幣千元
Authorised ordinary shares of HK$0.1 each:	每股面值港幣0.1元的法定普通股：		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	**於2018年1月1日、2018年12月31日、2019年1月1日及2019年12月31日**	**50,000,000,000**	**5,000,000**
Issued and fully paid:	已發行及繳足：		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	**於2018年1月1日、2018年12月31日、2019年1月1日及2019年12月31日**	**16,142,653,060**	**1,614,265**

30 BORROWINGS

30 借貸

The analysis of borrowings is as follows:

借貸分析如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Bank loans, secured (Note a)	銀行貸款，有抵押(附註a)	–	3,025,647
Other loans from third parties, secured (Note b)	來自第三方的其他貸款，有抵押(附註b)	**4,493,204**	2,269,437
Other loans from a fellow subsidiary, secured (Note c)	來自一間同系附屬公司的其他貸款，有抵押(附註c)	**294,454**	288,000
Convertible notes (Note d)	可換股票據(附註d)	**575,407**	564,379
Borrowings	借貸	**5,363,065**	6,147,463
Current portion	流動部分	**(1,609,932)**	(4,513,893)
Non-current portion	非流動部分	**3,753,133**	1,633,570

30 BORROWINGS (CONTINUED)

Notes:

a. As at 31 December 2018, the Group's bank loans were secured by assets amounting to HK$1,492,093,000 and guarantees provided by an intermediate holding company of the Company, a non-controlling shareholder of subsidiaries, the Company and certain of its subsidiaries as well as letters of credit in favour of the banks. As at 31 December 2019, all bank loans are repaid in full.

The bank loans as at 31 December 2018 were denominated in US$ or HK$ and interest-bearing at London Interbank Offering Rate ("LIBOR"), Hong Kong Interbank Offering Rate ("HIBOR") or the bank's cost of funds plus a specific margin.

b. As at 31 December 2019, the Group's other loans were secured by the Group's assets amounting to HK$20,944,512,000 (2018: HK$14,577,934,000) as well as guarantees provided by the Company, certain of its subsidiaries, and an intermediate holding company of the Company.

The other loans are denominated in US$ and bear interest at fixed rates per annum.

c. As at 31 December 2019 and 2018, the Group's loans from a fellow subsidiary were unsecured.

A keepwell agreement was executed by an intermediate holding company of the Company to provide comfort to the lending fellow subsidiary that the Company shall be in sound financial condition to meet all liabilities and perform all obligations under a facility agreement of HK$280,000,000.

The loans are denominated in HK$ and bears interest at 12% per annum.

30 借貸(續)

附註:

a. 於2018年12月31日,本集團的銀行貸款由其港幣1,492,093,000元的資產及本公司一間中間控股公司、附屬公司的非控股股東、本公司及其若干附屬公司所提供的擔保以及以銀行為受益人的信用證作抵押。於2019年12月31日,所有銀行貸款已悉數償還。

於2018年12月31日,該等銀行貸款以美元或港幣計值並按倫敦銀行同業拆息(「倫敦銀行同業拆息」)、香港銀行同業拆息(「香港銀行同業拆息」)或銀行的資金成本加上特定息差計息。

b. 於2019年12月31日,本集團的其他貸款由其港幣20,944,512,000元(2018年:港幣14,577,934,000元)的資產以及本公司、其若干附屬公司及一間中間控股公司所提供的擔保作抵押。

其他貸款以美元計值並按固定年利率計息。

c. 於2019年及2018年12月31日,本集團來自一間同系附屬公司的貸款為無抵押。

本公司一間中間控股公司已簽立維好協議,內容有關向貸款同系附屬公司提供本公司須具備良好的財務狀況以履行於港幣280,000,000元的融資協議下的所有責任及義務的告慰。

該等貸款以港幣計值並按年利率12%計息。

30 BORROWINGS (CONTINUED)

Notes: (Continued)

d. The Company issued 5-year 6% convertible notes with an aggregate principal amount of HK$600 million at the face value on 27 December 2018 and convertible notes were listed on the Singapore Exchange Securities Trading Limited on 28 December 2018.

The convertible notes are denominated in Hong Kong dollar. Each bond will at the option of the holder be convertible (unless previously redeemed, converted or purchased and cancelled) into fully paid ordinary shares with a par value of HK$0.01 each in the issued and paid up capital of the Company at an initial conversion price of HK$0.71 per share subject to adjustment for, amongst other things, consolidation, subdivision or reclassification of shares, capitalization of profits or reserve, distribution, right issues, issues at less than current market price, modification of rights of conversion, other offers to shareholders and other events which have a dilutive effect on the issued share capital of the Company.

Unless previously redeemed, converted or purchased and cancelled, the convertible notes will be redeemed on the maturity date at 100% of the principle amount. The Company has an early redemption option on 27 December 2021 to redeem in whole, but not in part, the convertible notes for the time being outstanding at a redemption price equal to 100% of the principal amount of the convertible notes together with interest accrued to (but excluding) the date fixed for redemption. The holders also have an early redemption option to require the Company to redeem all or some convertible notes on 27 December 2021 at 100% of the principle amount in accordance with the terms and conditions of the subscription agreement. Therefore, in determining the fair value of the liability host of the debt at initial recognition of the convertible notes, the maturity date is considered to be 27 December 2021 since contractual cash flow for the principal is unavoidable if the note holders choose to exercise the option to require the Company to redeem the convertible notes. The interest is payable semi-annually 27 June and 27 December.

The convertible notes are separated into two components, equity conversion component and liability component. The liability component is carried at amortized cost using the effective interest method until distinguished on conversion. The effective interest rate of the liability component on initial recognition is 8.2% per annum.

30 借貸(續)

附註:(續)

d. 於2018年12月27日,本公司按面值發行本金總額港幣600,000,000元的5年期6%可換股票據。可換股票據於2018年12月28日在新加坡證券交易所有限公司上市。

可換股票據以港幣計值。票據持有人有權選擇按初步換股價每股股份港幣0.71元將每一份票據(事前已贖回、轉換或購回並註銷者除外)轉換為本公司已發行及繳足股款股本中每股面值港幣0.01元的已繳足股款普通股,初步換股價可就(其中包括)股份合併、拆細或重新分類、溢利或儲備資本化、發行、配股、按低於目前市場價發行、修改轉換權、向股東提供其他條件及產生攤薄影響的其他事項對本公司已發行股本作出調整。

除非事前已贖回、轉換或購回並註銷,否則可換股票據將於到期日按本金金額的100%贖回。本公司可於2021年12月27日按相等於可換股票據本金額的100%(連同截至(但不包括)所定贖回日期應計的利息)的贖回價提早贖回全部而非部分當時尚未轉換的可換股票據。持有人亦有權要求本公司於2021年12月27日根據認購協議的條款及條件按本金金額的100%提早贖回全部或部分可換股票據。因此,於釐定初始確認可換股票據的公允價值時債務負債主體的公允價值時,到期日被視為2021年12月27日,原因為倘票據持有人選擇行使期權,要求本公司贖回可換股票據,則本金的合約現金流乃無可避免。利息應每半年於6月27日及12月27日支付。

可換股票據分為兩個組成部分,即權益轉換組成部分及負債組成部分。負債組成部分採用實際利息法按攤銷成本列賬,直至於轉換時消滅為止。負債組成部分於初步確認時的實際年利率為8.2%。

30 BORROWINGS (CONTINUED)

30 借貸(續)

Notes: (Continued)

附註:(續)

d. (Continued)

As at 31 December 2019, the equity conversion and liability components of the convertible notes are presented in the statement of financial position as follows:

d. (續)

於2019年12月31日,可換股票據權益轉換及負債組成部分於財務狀況表中列示如下:

		Liability component 負債組成部分 HK$'000 港幣千元	Equity conversion component 權益轉換組成部分 HK$'000 港幣千元	Total 總計 HK$'000 港幣千元
At 1 January 2019	於2019年1月1日	**564,379**	**23,121**	**587,500**
Interest charged	利息計入	**11,028**	**–**	**11,028**
At 31 December 2019	於2019年12月31日	**575,407**	**23,121**	**598,528**
At 1 January 2018	於2018年1月1日	–	–	–
Convertible notes issued at 27 December	於12月27日發行的可換股票據	576,387	23,613	600,000
Less: transaction costs	減:交易成本	(12,008)	(492)	(12,500)
At 31 December 2018	於2018年12月31日	564,379	23,121	587,500

At 31 December 2019 and 2018, the Group's borrowings were repayable as follows:

於2019年及2018年12月31日,本集團的借貸應償還如下:

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Bank loans – within one year	銀行貸款–一年內	**–**	3,025,647
Other loans from a fellow subsidiary – within one year	來自一間同系附屬公司的其他貸款–一年內	**294,454**	288,000
Other loan from a third party – within one year	來自一名第三方的其他貸款–一年內	**1,315,479**	1,200,246
Other loan from a third party – between 2 and 5 years	來自一名第三方的其他貸款–二至五年	**3,177,725**	1,069,191
Convertible notes – between 2 and 5 years	可換股票據–二至五年	**575,407**	564,379
Total	總計	**5,363,065**	6,147,463

As at 31 December 2019, the Group had undrawn facilities amounting to HK$6,507,877,000 (2018: HK$4,635,517,000) (including undrawn facilities from an intermediate holding company).

於2019年12月31日,本集團擁有未提取融資港幣6,507,877,000元(2018年:港幣4,635,517,000元)(包括來自一間中間控股公司的未提取融資)。

31 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

31 綜合現金流量表附註

a. Reconciliation of operating loss to cash used in operating activities before interest expense, tax paid and changes in working capital:

a. 經營虧損與未計利息開支、已付稅項及營運資金變動的經營業務所用的現金對賬：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Operating loss before income tax expense	除所得稅支出前經營虧損	(53,932)	(53,679)
Adjustments for:	調整：		
Interest income	利息收益	(22,164)	(30,785)
Dividend income	股息收益	(2,404)	(11,734)
Depreciation of properties, plant and equipment	物業、機器及設備的折舊	4,537	3,027
Amortisation of leasehold land and land use rights	租賃土地及土地使用權的攤銷	–	79
Depreciation of right-of-use assets	使用權資產折舊	21,103	–
Interest expense	利息開支	6,066	–
(Gains)/losses on disposal of properties, plant and equipment	出售物業、機器及設備的(利得)／虧損	(204)	13
Gain on modification of lease liabilities	變更租賃負債的利得	(336)	–
Net realised losses on disposal of non-publicly traded fund investments classified as financial assets at fair value through profit or loss	出售非上市基金投資分類為按公允價值計入損益的財務資產淨虧損	727	–
Fair value (gains)/losses on revaluation of financial assets at fair value through profit or loss	重估按公允價值計入損益的財務資產的公允價值(利得)／虧損	(3,270)	630
Net realised gains on disposal of listed debt securities classified as financial assets through other comprehensive income	出售列作按公允價值計入其他全面收益的財務資產的上市債務證券的淨變現利得	(4,128)	(6,281)
Impairment loss on properties under development	發展中物業的減值虧損	–	77,582
Expected credit losses	預期信用損失	431	1,219
		(53,574)	(19,929)

31 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

31 綜合現金流量表附註(續)

b. Changes in working capital:

b. 營運資金的變動：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Increase in trade and other receivables, deposits and prepayments	應收賬款以及其他應收款項、按金及預付款項增加	**(8,165)**	(1,082)
Increase in properties under development	發展中物業增加	**(399,550)**	(2,145,112)
(Decrease)/increase in deposits received, other payables and accruals	已收按金、其他應付款項及應計項目(減少)／增加	**(2,197)**	3,303
		(409,912)	(2,142,891)

31 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

31 綜合現金流量表附註(續)

c. Net debt reconciliation:

This section sets out an analysis of net debt and the movements in net debt for each of the years presented.

c. 債務淨額對賬：

本章節載列各呈列年度的債務淨額分析及債務淨額變動。

		Liabilities from financing activities 融資業務所產生的負債					
		Amount due to an intermediate holding company 應付一間中間控股公司款項	Loans from fellow subsidiaries 一間同系附屬公司提供的貸款	Borrowings repayable within 1 year 一年內償還的借貸	Borrowings repayable after 1 year 一年後償還的借貸	Lease liabilities 租賃負債	Total 總計
		HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元	HK$'000 港幣千元
Net debt as at 1 January 2019, previously reported	**於2019年1月1日的債務淨額（如前呈報）**	**5,194,773**	**288,000**	**4,225,893**	**1,633,570**	**–**	**11,342,236**
Adoption of HKFRS 16	採用香港財務報告準則第16號	**–**	**–**	**–**	**–**	**92,063**	**92,063**
Net debt as at 1 January 2019, as restated	**於2019年1月1日的債務淨額（經重列）**	**5,194,773**	**288,000**	**4,225,893**	**1,633,570**	**92,063**	**11,434,299**
Cash inflows	現金流入	**3,888,627**	**8,000**	**1,065,110**	**2,388,167**	**–**	**7,349,904**
Cash outflows	現金流出	**(2,562,987)**	**(26,291)**	**(4,543,429)**	**(82,895)**	**(22,134)**	**(7,237,736)**
Foreign exchange adjustments	外幣匯兑調整	**(27,046)**	**(379)**	**(50,889)**	**(4,290)**	**(506)**	**(83,110)**
Other non-cash movements	其他非現金變動	**312,000**	**25,124**	**618,793**	**(181,419)**	**13,408**	**787,906**
Net debt as at 31 December 2019	**於2019年12月31日的債務淨額**	**6,805,367**	**294,454**	**1,315,478**	**3,753,133**	**82,831**	**12,251,263**
Net debt as at 1 January 2018	**於2018年1月1日的債務淨額**	3,120,506	280,000	3,981,357	1,067,007	–	8,448,870
Cash inflows	現金流入	5,572,439	8,000	3,500,060	587,500	–	9,667,999
Cash outflows	現金流出	(3,663,744)	–	(3,353,169)	–	–	(7,016,913)
Foreign exchange adjustments	外幣匯兑調整	7,635	–	7,544	2,184	–	17,363
Other non-cash movements	其他非現金變動	157,937	–	90,101	(23,121)	–	224,917
Net debt as at 31 December 2018	**於2018年12月31日的債務淨額**	5,194,773	288,000	4,225,893	1,633,570	–	11,342,236

32 CAPITAL COMMITMENTS

As at 31 December 2019 and 2018, capital commitments contracted but not provided for were as follows:

32 資本承擔

於2019年及2018年12月31日，已訂約但未撥備的資本承擔如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Properties, plant and equipment	物業、機器及設備	**1,071,229**	490,103
Properties under development and investment properties	發展中物業及投資物業	**2,593,081**	4,367,420
Total	總計	**3,664,310**	4,857,523

33 OPERATING LEASE COMMITMENTS

a. At 31 December 2019 and 2018, the Group's investment properties are leased to a number of tenants for varying terms. The Group's future aggregate minimum lease receivables under non-cancellable operating leases in respect of investment properties are as follows:

33 經營租賃承擔

a. 於2019年及2018年12月31日，本集團的投資物業乃按不同租期出租予多名租戶。本集團就投資物業根據不可註銷經營租賃於未來應收的最低租金總額如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Not later than one year	不遲於一年	**90,081**	72,279
Later than one year and not later than five years	遲於一年但不遲於五年	**261,641**	155,408
Later than five years	遲於五年	**111,524**	109,538
		463,246	337,225

33 OPERATING LEASE COMMITMENTS (CONTINUED)

b. The Group leases various properties including offices, sales centre and apartments under non-cancellable operating lease agreements. Substantial leases have been recorded as lease liabilities as at 31 December 2019 under newly adopted accounting standard HKFRS 16 (Note 5). The operating lease commitment of the Group as at 31 December 2018 presented below represents the future aggregate minimum lease payments under all non-cancellable operating leases:

33 經營租賃承擔(續)

b. 本集團在不可撤銷經營租賃協議項下租賃多個物業，包括辦公室、銷售中心及公寓。於2019年12月31日，重大租賃已根據新採納的會計準則香港財務報告準則第16號(附註5)入賬記作租賃負債。下文呈列本集團於2018年12月31日的經營租賃承擔，其指所有不可撤銷經營租賃項下的未來最低租賃付款總額：

		2018 2018年 HK$'000 港幣千元
Not later than one year	不遲於一年	28,745
Later than one year and not later than five years	遲於一年但不遲於五年	37,795
Later than five years	遲於五年	19,398
		85,938

Operating lease payments represent rental payables payable by the Group for certain of its office premises. Leases are negotiated for terms ranging from 1 year to 11 years.

經營租賃租金指本集團就若干辦公室處所應付的租金。經磋商後的租賃期介乎1至11年。

34 PLEDGE OF ASSETS

As at 31 December 2019 and 2018, certain assets of the Group were pledged to secure borrowings of the Group as follows:

34 資產質押

於2019年及2018年12月31日，本集團若干資產已質押作為授予本集團的借貸的擔保如下：

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Pledged bank deposits (Note 26c)	已質押銀行存款(附註26c)	**117,830**	224,897
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的財務資產	**–**	113,334
Properties under development	發展中物業	**15,690,742**	11,404,106
Properties, plant and equipment	物業、機器及設備	**6,668**	7,216
Leasehold land and land use rights	租賃土地及土地使用權	**–**	2,291
Right-of-use assets	使用權資產	**2,150**	–
Investment properties	投資物業	**5,127,122**	4,318,183
		20,944,512	16,070,027

Save as the pledged assets disclosed above, the issued shares of 20 (2018: 14) subsidiaries (Note 38) of the Company were also pledged to secure borrowings of the Group as at 31 December 2019.

除上文所披露的已質押資產外，於2019年12月31日，本公司20間(2018年：14間)附屬公司(附註38)的已發行股份亦已質押作為授予本集團的借貸的擔保。

35 LITIGATIONS AND CONTINGENT LIABILITIES

On 31 January 2019 (Los Angeles ("LA"), the U.S. time), a subcontractor (the "Subcontractor") of the Group's real estate project in LA (the "LA Project"), sued Oceanwide Plaza LLC ("Oceanwide Plaza"), the LA Project subsidiary of the Company, the general contractor (the "General Contractor") of the LA Project and a lender of Oceanwide Plaza in LA County Superior Court (the "Court") to foreclose on a mechanic's lien (the "First Lien") for approximately US$52.9 million (equivalent to approximately HK$412.0 million) recorded on the LA Project's title.

On 19 February 2019 (LA time), the Subcontractor recorded an amended lien for approximately US$49.4 million (equivalent to approximately HK$384.7 million) and released the First Lien and also amended its lawsuit to reflect the lower lien amount, but did not file its amended complaint.

On 26 March 2019 (LA time), the Subcontractor recorded a new lien (the "Third Lien") for approximately US$60.3 million (equivalent to approximately HK$469.6 million) and filed a first amended complaint to sue for this new amount. Oceanwide Plaza received the Third Lien on 2 April 2019 (LA time).

35 訴訟及或有負債

於美國洛杉磯(「洛杉磯」)時間2019年1月31日,本集團的洛杉磯房地產項目(「洛杉磯項目」)的一名分包商(「該分包商」)向洛杉磯縣高等法院(「法院」)起訴本公司的洛杉磯項目附屬公司泛海廣場有限公司*(「泛海廣場」)、洛杉磯項目的總承包商(「總承包商」)及泛海廣場的一名貸款人,並在洛杉磯項目業權設置約為5,290萬美元(相等於約港幣4.120億元)的施工留置權(「第一留置權」)及止贖。

於洛杉磯時間2019年2月19日,該分包商提交登記,將留置權的金額修訂為約4,940萬美元(相等於約港幣3.847億元),並解除第一留置權,以及就留置權的金額減少修訂其法律訴訟,但當時未有提交經修訂的申訴。

於洛杉磯時間2019年3月26日,該分包商提交了經修訂的留置權登記(「第三留置權」),金額約為6,030萬美元(相等於約港幣4.696億元),並就此新金額提交了首次更改申訴的登記。泛海廣場於洛杉磯時間2019年4月2日收到第三留置權的登記。

35 LITIGATIONS AND CONTINGENT LIABILITIES (CONTINUED)

Oceanwide Plaza and the General Contractor filed motions to force the Subcontractor's lawsuit into arbitration, which the Court denied, and which Oceanwide Plaza and the General Contractor have appealed. The appeal is pending.

Oceanwide Plaza is, on the one hand, preparing a vigorous defense and reserving all rights under the law while on the other hand, exploring the opportunity to negotiate a settlement with the Subcontractor to resolve the dispute. Sufficient provision has been made in relation to the aforesaid case after the assessment made by the management.

Apart from the aforesaid case, from June 25, 2019 through December 31, 2019, another nine contractors and one potential contractor have sued Oceanwide Plaza to foreclose on their mechanic's liens. The aggregate claim amount of these lawsuits is US$53.8 million (equivalent to approximately HK$419.3 million). These contractors intended to settle the outstanding payment and continue with the LA Project construction than litigate, one of them has not served its lawsuit on Oceanwide Plaza, and another eight have not required Oceanwide Plaza to respond to their lawsuits. Oceanwide Plaza did have to respond to the remaining lawsuits and did so by filing a motion to compel arbitration for one and challenging the service of the other lawsuit on Oceanwide Plaza. Any provision made is estimated based on the best estimate of the expenditure required to settle the obligation, taking into consideration time value.

Apart from the aforesaid cases, the Group was not involved in any other material litigation or arbitration during the year ended 31 December 2019.

35 報告期後事項(續)

泛海廣場及總承包商提交了強制分包商進行仲裁的動議，惟法院否決了此項動議，泛海廣場及總承包商已就此提出上訴。上訴現有待裁決。

泛海廣場現正一方面準備積極抗辯，並保留所有法律權利。另一方面，亦尋求機會與該分包商進行協商和解以解決糾紛。在管理層作出評估後，已就上述案件作出足夠撥備。

除上述案件外，於2019年6月25日至2019年12月31日期間，另有九名承包商及一名潛在承包商起訴泛海廣場，並設置施工留置權及止贖。法律訴訟涉及申索金額合共5,380萬美元(相等於約港幣4.193億元)。由於該等承包商希望收取欠款並繼續洛杉磯項目工程而非訴訟，其中一名承包商未有提交對泛海廣場的申訴，其餘八名承包商亦無要求泛海廣場就法律訴訟作出回應，惟泛海廣場需就其餘法律訴訟作出回應，並已透過對泛海廣場的一項法律訴訟提出動議強制仲裁，並就其他法律訴訟提出質疑作出回應。任何計提的撥備乃經考慮時間價值，根據清償責任所需開支作出最佳估計。

除上述案件外，本集團截至2019年12月31日止年度並無牽涉任何其他重大訴訟或仲裁。

36 MATERIAL RELATED PARTY TRANSACTIONS

The directors of the Company consider the ultimate holding company of the Company to be Tohigh Holdings Co., Ltd*, a company incorporated in the PRC, which is ultimately controlled by Mr. Lu Zhiqiang.

Save as disclosed elsewhere in these consolidated financial statements, the following significant transactions were carried out with related parties during the year in the normal course of business at terms determined and agreed by both parties:

36 重大關聯方交易

本公司董事認為，本公司的最終控股公司為通海控股有限公司，該公司於中國註冊成立，並由盧志強先生最終控制。

除本綜合財務報表其他章節所披露者外，年內曾與關聯方進行以下重大交易，該等交易乃於正常營業過程中按交易雙方釐定及協定的條款進行：

a. Sales

a. 銷售

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
(i) Rental income from fellow subsidiaries	(i) 向同系附屬公司收取的租金收益		
(1) Tohigh Construction Company Limited*	(1) 通海建設有限公司	–	122
(2) Oceanwide Power Holdings Co., Ltd.*	(2) 泛海電力控股股份有限公司	27	20
(3) Tohigh Property Investment Management Co., Ltd.* ("Tohigh Property")	(3) 通海置業投資管理有限公司(「通海置業」)	903	–
(ii) Management fee income from a fellow subsidiary	(ii) 向一間同系附屬公司收取的管理費用收益		
– Oceanwide Property Management Co., Ltd* ("Oceanwide Property Management")	– 泛海物業管理有限公司(「泛海物業管理」)	–	203

* For identification purpose only

* 僅供識別

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

36 重大關聯方交易(續)

Save as disclosed elsewhere in these consolidated financial statements, the following significant transactions were carried out with related parties during the year in the normal course of business at terms determined and agreed by both parties:

除本綜合財務報表其他章節所披露者外，年內曾與關聯方進行以下重大交易，該等交易乃於正常營業過程中按交易雙方釐定及協定的條款進行：

b. Purchases

b. 採購

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
(i) Rental expenses charged by fellow subsidiaries (1) PTCOI (Note i) (2) China Oceanwide USA Holdings Co. Ltd ("Oceanwide USA Holdings") (Note ii)	(i) 同系附屬公司收取的租金開支 (1) PTCOI(附註i) (2) China Oceanwide USA Holdings Co. Ltd(「泛海美國控股」)(附註ii)	– 2,946	6,751 1,880
(ii) Office expenses charged by a fellow subsidiary – Oceanwide USA Holdings	(ii) 一間同系附屬公司收取的辦公室開支 – 泛海美國控股	296	78
(iii) Purchase of building management service from a fellow subsidiary – Oceanwide Property Management	(iii) 自一間同系附屬公司採購樓宇管理服務 – 泛海物業管理	–	1,481
(iv) Purchase of insurance services from a fellow subsidiary – Asia-Pacific Property & Casualty Insurance Co., Ltd. ("API")	(iv) 自一間同系附屬公司採購保險服務 – 亞太財產保險有限公司(「亞太財保」)	2,037	735

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

36 重大關聯方交易(續)

b. Purchases (Continued)

b. 採購(續)

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
(v) Purchase of loan service, corporate finance advisory service and sub-underwriting service from a fellow subsidiary – China Tonghai Securities	(v) 自一間同系附屬公司採購貸款服務、企業融資諮詢服務及分包銷服務 – 中國通海證券	–	300
(vi) Depreciation of right-of-use assets which leased from a fellow subsidiary – PTCOI (Note i)	(vi) 自一間同系附屬公司租用使用權資產的折舊 – PTCOI(附註i)	6,064	–

Note:

i. Upon adoption of HKFRS 16 by the Group from 1 January 2019, the fixed lease payments from PTCOI and Oceanwide USA Holdings are capitalised as lease liabilities while the variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities.

ii. The amount recognised in 2019 represented short-term lease which lease term within one year and recognised as rental expenses.

附註:

i. 自本集團於2019年1月1日採納香港財務報告準則第16號起,來自PTCOI及泛海美國控股的定額租金已資本化為租賃負債,而不受指數或比率支配的不定額租金在計算租賃負債時並不包括在內。

ii. 於2019年確認的金額指租期為一年內並確認為租賃開支的短期租賃。

c. Interest income

c. 利息收益

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
(i) Interest income from GSG (Note 23)	(i) 向GSG收取的利息收益(附註23)	11,092	14,535

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

36 重大關聯方交易(續)

d. Finance costs

d. 融資成本

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
(i) Borrowing costs charged by an intermediate holding company – China Oceanwide Group Limited ("COG") (Note 11)	(i) 中間控股公司所收取的借款成本 – 中泛集團有限公司(「COG」)(附註11)	**312,000**	157,936
(ii) Borrowing costs charged by a fellow subsidiary – China Tonghai Finance Limited ("China Tonghai Finance") (Note 11)	(ii) 一間同系附屬公司所收取的借款成本 – 中國通海財務有限公司(「中國通海財務」)(附註11)	**25,124**	20,584
(iii) Interests of lease liabilities from a fellow subsidiary	(iii) 來自一間同系附屬公司的租賃負債利息		
(1) PTCOI (Note)	(1) PTCOI(附註)	**1,835**	–
(2) Oceanwide USA Holdings (Note)	(2) 泛海美國控股(附註)	**92**	–

Note:

Upon adoption of HKFRS 16 by the Group from 1 January 2019, the fixed lease payments from PTCOI and Oceanwide USA Holdings are capitalised as lease liabilities while the variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities.

附註:

自2019年1月1日採用香港財務報告準則第16號後,來自PTCOI及泛海美國控股的定額租賃付款乃撥充資本作為租賃負債。

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

e. Construction cost paid to a non-controlling shareholder of subsidiaries, SEPC and its subsidiary PT.SEPC

(i) SEPC and its subsidiary PT.SEPC are engaged on a fixed lump sum contract of US$431,930,000 (equivalent to HK$3,363,784,000) for the design, engineering, procurement, construction, commissioning, testing and completion of, and making good of defects in relation to two coal fuel steam power plant facilities with net capacity of 150 megawatt each in Medan Industrial Area, North Sumatra, Indonesia.

During the year ended 31 December 2019, construction costs of HK$7,788,000 (2018: HK$118,224,000) were paid and recognised as properties, plant and equipment and prepayments for the construction of the power plant facilities.

(ii) SEPC is engaged to procure the main equipment for the construction of the Group's power plant facilities in Banyuasin, South Sumatera Province, Indonesia, for a total cash consideration of US$39,550,000 (equivalent to approximately HK$308,007,000).

During the years ended 31 December 2019 and 2018, nil construction costs were paid and recognised as prepayments for construction of power plants.

36 重大關聯方交易(續)

e. 支付予多間附屬公司的非控股股東SEPC及其附屬公司PT.SEPC的建設成本

(i) SEPC及其附屬公司PT.SEPC按431,930,000美元(相等於港幣3,363,784,000元)的固定總價全包合約基準獲委聘設計、工程規劃、採購、建設、調試、測試及完成位於印尼北蘇門答臘省棉蘭工業區的淨產能各為150兆瓦的兩座燃煤蒸汽發電廠設施,並保證並無缺陷。

於截至2019年12月31日止年度,建設成本港幣7,788,000元(2018年:港幣118,224,000元)已支付並確認為物業、機器及設備以及建設發電廠設施的預付款項。

(ii) SEPC獲委聘採購本集團於印尼南蘇門答臘省Banyuasin建設發電廠設施所需的主要設備,總現金代價為39,550,000美元(相等於約港幣308,007,000元)。

於截至2019年及2018年12月31日止年度,並無支付建設成本亦無確認建設成本為建設發電廠的預付款項。

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

f. During the year ended 31 December 2018, the Company disposed of its entire equity interest in China Oceanwide International Limited, the former wholly owned subsidiary of the Company, to Oceanwide Sigma Limited, a fellow subsidiary of the Company, at a consideration of US$12,800,000 (equivalent to approximately HK$100,453,000).

g. Key management compensation

No transactions were made with the directors and senior management of the Company during the year other than the emoluments paid to them (being the key management personnel compensation) as disclosed in Note 16.

h. Year-end balances arising from related party transactions

36 重大關聯方交易(續)

f. 於截至2018年12月31日止年度，本公司向Oceanwide Sigma Limited(一間同系附屬公司)出售中泛國際有限公司(本公司的前全資附屬公司)的全部股本權益，代價為12,800,000美元(相等於約港幣100,453,000元)。

g. 主要管理人員補償

年內，除已付本公司董事及高級管理人員的酬金(即主要管理人員補償)(於附註16披露)外，概無與彼等進行任何交易。

h. 關聯方交易所產生的年末結餘

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Amount due to an intermediate holding company (Note (i)) – COG	應付一間中間控股公司款項(附註(i)) – 中泛集團	**6,805,367**	5,194,773
Amount due to a fellow subsidiary – China Tonghai Finance	應付一間同系附屬公司款項 – 中國通海財務		
• Loans from China Tonghai Finance (Note 30c)	• 來自中國通海財務的貸款(附註30c)	**294,454**	288,000
• Interest payables to China Tonghai Finance (Note 27)	• 應付中國通海財務的利息(附註27)	**1,113**	734
		295,567	288,734

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

36 重大關聯方交易(續)

h. Year-end balances arising from related party transactions (Continued)

h. 關聯方交易所產生的年末結餘(續)

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Amounts due from/(to) related parties (Notes 23 and 27)	應收/(應付)關聯方款項(附註23及27)		
– Oceanwide Property Management, a fellow subsidiary (Note (ii))	– 泛海物業管理(一間同系附屬公司)(附註(ii))	**(368)**	(838)
– China Tonghai Securities, a fellow subsidiary (Note (ii))	– 中國通海證券(一間同系附屬公司)(附註(ii))	**–**	(150)
– SEPC, a non-controlling shareholder of subsidiaries (Note (ii))	– SEPC(多間附屬公司的非控股股東)(附註(ii))	**4,167**	4,023
– PT. Satya Abadi Semesta, a non-controlling shareholder of a subsidiary (Note (ii))	– PT. Satya Abadi Semesta(一間附屬公司的非控股股東)(附註(ii))	**8,335**	8,047
– PTCOI, a fellow subsidiary (Note (ii))	– PTCOI(一間同系附屬公司)(附註(ii))	**–**	(6,750)
– Oceanwide Holdings, an intermediate holding company (Note (ii))	– 泛海控股(一間中間控股公司)(附註(ii))	**–**	(1,347)
– Oceanwide Center LLC, a fellow subsidiary (Note (ii))	– Oceanwide Center LLC(一間同系附屬公司)(附註(ii))	**(18,504)**	(17,749)
– API, a fellow subsidiary (Note (ii))	– 亞太財產保險(一間同系附屬公司)(附註(ii))	**(1,994)**	–
– Oceanwide USA Holdings (Note (ii))	– 泛海美國控股(一間同系附屬公司)(附註(ii))	**(413)**	–
		(8,777)	(14,764)
Rental deposits received from fellow subsidiaries	向同系附屬公司收取的租賃按金		
– Oceanwide Power Holdings Co., Ltd.*	– 泛海電力控股股份有限公司	**10**	10
– Tohigh Property	– 通海置業	**1,066**	–
Construction payable to a non-controlling shareholder of subsidiaries (Note (iii))	應付附屬公司一名非控股股東的建設款項(附註(iii))		
– SEPC	– SEPC	**154,591**	155,169

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

36 重大關聯方交易(續)

h. Year-end balances arising from related party transactions (Continued)

h. 關聯方交易所產生的年末結餘(續)

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
Interest receivable from a non-controlling shareholder of subsidiaries (Note 23) – SEPC	應收附屬公司一名非控股股東的利息(附註23) – SEPC	**4,115**	4,139
Loan and interest receivables from a non-controlling shareholder of a subsidiary (Note 23) – GSG	應收一間附屬公司一名非控股股東的貸款及利息(附註23) – GSG	**271,074**	261,598
Lease liabilities payable to fellow subsidiaries (Note 20) – PTCOI (Note (iv)) – Oceanwide USA Holdings (Note (iv))	應付同系附屬公司的租賃負債(附註20) – PTCOI(附註(iv)) – 泛海美國控股(附註(iv))	**20,234** **1,517**	– –
Right of use assets from fellow subsidiaries (Note 20) – PTCOI (Note (iv)) – Oceanwide USA Holdings (Note (iv))	同系附屬公司的使用權資產(附註20) – PTCOI(附註(iv)) – 泛海美國控股(附註(iv))	**6,064** **2,947**	– –
Prepayments for construction of power plants from a non-controlling shareholder of subsidiaries (Note 23) – SEPC	來自附屬公司一名非控股股東建設發電廠的預付款項(附註23) – SEPC	**332,957**	327,141

Notes:

(i) The loans were unsecured and interest-bearing at 5% per annum. The maturity date of the loans is 31 December 2021. The borrowers have the discretion to opt for early repayment, while COG undertakes not to request any early repayment. As at 31 December 2019, HK$6,805,367,000 (31 December 2018: HK$5,194,773,000) was drawn.

(ii) Balances are unsecured, interest-free and repayable within the next twelve months after the end of the reporting period. The carrying amounts approximate their fair values.

(iii) Balance is unsecured and settled based on agreed credit terms. The carrying amounts approximate their fair values.

(iv) Upon adoption of HKFRS 16 by the Group from 1 January 2019, the fixed lease payments from PTCOI and Oceanwide USA Holdings are capitalised as right of use assets and lease liabilities.

附註:

(i) 該等貸款為無抵押及按年利率5%計息。到期日為2021年12月31日。借款人有權酌情選擇提早還款,而中泛集團則承諾不會要求提早還款。於2019年12月31日,港幣6,805,367,000元(2018年12月31日:港幣5,194,773,000元)已提取。

(ii) 結餘為無抵押、免息及須於報告期末後未來12個月內償還。賬面金額與其公允價值相若。

(iii) 結餘為無抵押並按經協定的信貸期償付。賬面金額與其公允價值相若。

(iv) 本集團自2019年1月1日採用香港財務報告準則第16號後,來自PTCOI及泛海美國控股的定額租賃付款乃撥充資本作為使用權資產和租賃負債。

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

i. Others

(i) As at 31 December 2019, an intermediate holding company of the Company acted as guarantor and provided a guarantee on a loan borrowed by a subsidiary with a carrying amount of HK$1,063,034,000 (2018: HK$1,069,191,000) (Note 30b).

(ii) As at 31 December 2019, a keepwell agreement was executed by an intermediate holding company of the Company to provide comfort to the lending fellow subsidiary in respect of a loan from the fellow subsidiary with carrying amount of HK$278,459,000 (2018: HK$280,000,000) that the Company shall be in sound financial condition to meet all liabilities and perform all obligations under the loan agreement (Note 30c).

(iii) As at 31 December 2019, an intermediate holding company of the Company secured a bank deposit of US$8,474,000 (equivalent to approximately HK$65,994,000) on behalf of PT Mabar for a bank guarantee in favour of PT Perusahaan Listrik Negara (Persero) ("PLN"), an Indonesia state owned limited liability company. The guarantee is required under a power purchase agreement entered into between PLN and PT Mabar.

36 重大關聯方交易(續)

i. 其他

(i) 於2019年12月31日，本公司一間中間控股公司作為擔保人，就一間附屬公司所借入、賬面金額為港幣1,063,034,000元(2018年：港幣1,069,191,000元)的貸款提供擔保(附註30b)。

(ii) 於2019年12月31日，本公司一間中間控股公司已就一筆賬面金額為港幣278,459,000元(2018年：港幣280,000,000元)的貸款簽立維好協議，內容有關向貸款同系附屬公司提供本公司須具備良好的財務狀況以履行於貸款協議下的所有責任及義務的告慰(附註30c)。

(iii) 於2019年12月31日，本公司一間中間控股公司已代表PT Mabar就以PT Perusahaan Listrik Negara (Persero)(「PLN」)，一間印尼國有有限公司)為受益人的銀行擔保抵押8,474,000美元(相等於約港幣65,994,000元)的銀行存款。該項擔保乃根據一份由PLN與PT Mabar訂立的電力購買協議之規定提供。

36 MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

i. Others (Continued)

(iv) As at 31 December 2018, an intermediate holding company of the Company procured a standby letter of credit in favour the licensed bank to secure for a bank loan borrowed by the Company with a carrying amount of HK$975,076,000 (Note 30a). The loan was repaid in full during the year ended 31 December 2019.

(v) As at 31 December 2018, an intermediate holding company of the Company secured a bank deposit for guarantees in favour of the licensed bank for a bank loan borrowed by the Company with a carrying amount of HK$781,000,000 (Note 30a). The loan was repaid in full during the year ended 31 December 2019.

(vi) As at 31 December 2018, a keepwell deed was executed by an intermediate holding company of the Company with certain undertakings in favour of the lender for a loan borrowed by a subsidiary with a carrying amount of HK$1,200,246,000 (Note 30a). The loan was repaid in full during the year ended 31 December 2019.

37 APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved by the board of directors of the Company on 24 April 2020.

36 重大關聯方交易(續)

i. 其他(續)

(iv) 於2018年12月31日，本公司一間中間控股公司發行以持牌銀行為受益人之備用信用證，作為由本公司借入賬面金額為港幣975,076,000元之銀行貸款之抵押(附註30a)。截至2019年12月31日止年度，該筆貸款已悉數償還。

(v) 於2018年12月31日，本公司一間中間控股公司以一間持牌銀行為受益人抵押一筆銀行存款，作為由本公司借入一筆賬面金額為港幣781,000,000元的銀行貸款的擔保(附註30a)。截至2019年12月31日止年度，該筆貸款已悉數償還。

(vi) 於2018年12月31日，本公司一間中間控股公司就一間附屬公司所借入、賬面金額為港幣1,200,246,000元的貸款簽立維好契據，內容有關向貸款人作出若干承諾(附註30a)。截至2019年12月31日止年度，該筆貸款已悉數償還。

37 批准綜合財務報表

綜合財務報表已於2020年4月24日經本公司董事會批准。

38 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES

38 主要附屬公司的詳情

Details of the principal subsidiaries at 31 December 2019 are as follows:

於2019年12月31日的主要附屬公司詳情如下：

Name of subsidiaries 附屬公司名稱	Place of operations/ incorporation 營業／註冊成立地點	Particulars of issued capital 已發行資本詳情	Group's effective interest (%) 本集團實際權益(%)	Principal activity 主要業務
China Oceanwide Capital Management Limited 中泛資本管理有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 50,000美元	100	Holding of fund investments 持有基金投資
China Oceanwide International Asset Management Limited 中泛國際資產管理有限公司	British Virgin Islands 英屬維爾京群島	US$100 100美元	100	Holding of debt and equity securities 持有債務及股票證券
China Oceanwide International Capital Hong Kong Limited 中泛國際資本香港有限公司	Hong Kong 香港	HK$10,000 港幣10,000元	100	Provision of management services 提供管理服務
China Oceanwide International Capital Investments Management Limited 中泛國際資本投資管理有限公司	British Virgin Islands 英屬維爾京群島	US$100 100美元	100	Holding of debt securities 持有債務證券
China Oceanwide International Properties (US) Corp. 中國泛海國際置業(美國)有限公司*	United States 美國	US$309,825 309,825美元	100	Provision of management and administrative services 提供管理及行政服務
China Oceanwide Power Co., Limited 中國泛海電力有限公司	Hong Kong 香港	US$36,555,000 36,555,000美元	100	Investment holding 投資控股

38 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

38 主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of operations/ incorporation 營業／註冊成立地點	Particulars of issued capital 已發行資本詳情	Group's effective interest (%) 本集團實際權益(%)	Principal activity 主要業務
China Oceanwide Power Investment I Limited 中泛電力投資第一有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 50,000美元	100	Investment holding 投資控股
China Oceanwide Power Investment IV Limited 中泛電力投資第四有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 50,000美元	100	Investment holding 投資控股
China Oceanwide Property Holdings Limited 中泛置業控股有限公司	British Virgin Islands 英屬維爾京群島	US$1 (Note 1) 1美元(附註1)	100	Investment holding 投資控股
China Oceanwide Property International Development Limited 中泛置業國際發展有限公司	Hong Kong 香港	HK$5,000,000 (Note 1) 港幣5,000,000元(附註1)	100	Investment holding 投資控股
China Oceanwide Property Sino Limited 中泛置業中國有限公司	Hong Kong 香港	HK$1,000,000 (Note 1) 港幣1,000,000元(附註1)	100	Investment holding 投資控股
China Oceanwide Real Estate Development Holdings Limited 中泛房地產開發控股有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 (Note 1) 50,000美元(附註1)	100	Investment holding 投資控股
China Oceanwide Real Estate Development I Limited 中泛房地產開發第一有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 50,000美元	100	Investment holding 投資控股
China Oceanwide Real Estate Development II Limited 中泛房地產開發第二有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 (Note 1) 50,000美元(附註1)	100	Investment holding 投資控股

38 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

38 主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of operations/ incorporation 營業／註冊成立地點	Particulars of issued capital 已發行資本詳情	Group's effective interest (%) 本集團實際權益(%)	Principal activity 主要業務
China Oceanwide Real Estate Development III Limited 中泛房地產開發第三有限公司	British Virgin Islands 英屬維爾京群島	US$3,050,000 (Note 1) 3,050,000美元(附註1)	100	Investment holding 投資控股
China Oceanwide Real Estate Development IV Limited 中泛房地產開發第四有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 (Note 1) 50,000美元(附註1)	100	Investment holding 投資控股
China Oceanwide Real Estate Development V Limited 中泛房地產開發第五有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 (Note 1) 50,000美元(附註1)	100	Investment holding 投資控股
China Oceanwide Real Estate Development VI Limited 中泛房地產開發第六有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 50,000美元	100	Investment holding 投資控股
Grand Hover International Development Limited 冠豪國際發展有限公司	Hong Kong 香港	HK$2 (Note 1) 港幣2元(附註1)	100	Property investment 物業投資
Jeanwell Development Limited 置惠發展有限公司	Hong Kong 香港	HK$2 (Note 1) 港幣2元(附註1)	100	Property investment 物業投資
Oceanwide Investment Two (Hungary) Limited Liability Company	Hungary 匈牙利	Paid-in capital of US$10,700 繳足資本10,700美元	100	Provision of loan financing to group companies 向集團公司提供貸款融資
Oceanwide Investment Three (Hungary) Limited Liability Company	Hungary 匈牙利	Paid-in capital of US$10,700 繳足資本10,700美元	100	Provision of loan financing to group companies 向集團公司提供貸款融資

38 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

38 主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of operations/ incorporation 營業／註冊成立地點	Particulars of issued capital 已發行資本詳情	Group's effective interest (%) 本集團實際權益(%)	Principal activity 主要業務
Oceanwide Real Estate Development HI Corp. 夏威夷泛海不動產開發公司*	U.S. 美國	Paid-in capital of US$123,858,014 (Note 1) 繳足資本123,858,014美元(附註1)	100	Investment holding 投資控股
Oceanwide Real Estate Group (USA) Corp. 泛海建設集團(美國)股份有限公司*	U.S. 美國	Paid-in capital of US$873,466,648 繳足資本873,466,648美元	100	Investment holding 投資控股
Oceanwide Real Estate International Investment Company Limited 泛海建設國際投資有限公司	British Virgin Islands 英屬維爾京群島	US$50,000 50,000美元	100	Investment holding 投資控股
Oceanwide Real Estate Investment HI Corp. 夏威夷泛海不動產投資公司*	U.S. 美國	Paid-in capital of US$213,970,679 (Note 1) 繳足資本213,970,679美元(附註1)	100	Investment holding 投資控股
Oceanwide Real Estate Investment NY Corp. 紐約泛海不動產投資公司*	U.S. 美國	Paid-in capital of US$68,682,649 (Note 1) 繳足資本68,682,649美元(附註1)	100	Investment holding 投資控股
Oceanwide Real Estate Management HI Corp. 夏威夷泛海不動產管理公司*	U.S. 美國	Paid-in capital of US$301,046,779 (Note 1) 繳足資本301,046,779美元(附註1)	100	Investment holding 投資控股

38 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

38 主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of operations/ incorporation 營業／註冊成立地點	Particulars of issued capital 已發行資本詳情	Group's effective interest (%) 本集團實際權益(%)	Principal activity 主要業務
Oceanwide Center NY LLC 紐約泛海中心有限公司*	U.S. 美國	Paid-in capital of US$68,682,649 (Note 1) 繳足資本68,682,649美元(附註1)	100	Real estate development 房地產發展
Oceanwide Plaza LLC 泛海廣場有限公司*	U.S. 美國	Paid-in capital of US$873,476,148 繳足資本873,476,148美元	100	Real estate development 房地產發展
Oceanwide Resort Community HI LLC 泛海夏威夷度假社區有限公司*	U.S. 美國	Paid-in capital of US$123,808,014 (Note 1) 繳足資本123,808,014美元(附註1)	100	Real estate development 房地產發展
Oceanwide Resort HI LLC 泛海夏威夷度假村有限公司*	U.S. 美國	Paid-in capital of US$213,970,679 (Note 1) 繳足資本213,970,679美元(附註1)	100	Real estate development 房地產發展
Oceanwide Resort Paradise HI LLC 泛海夏威夷度假天堂有限公司*	U.S. 美國	Paid-in capital of US$300,996,779 (Note 1) 繳足資本300,996,779美元(附註1)	100	Real estate development 房地產發展

38 PARTICULARS OF THE PRINCIPAL SUBSIDIARIES (CONTINUED)

38 主要附屬公司的詳情(續)

Name of subsidiaries 附屬公司名稱	Place of operations/ incorporation 營業／註冊成立地點	Particulars of issued capital 已發行資本詳情	Group's effective interest (%) 本集團實際權益(%)	Principal activity 主要業務
PT. Banyuasin Power Energy	Indonesia 印尼	Rupiah 150,000,000,000 150,000,000,000印尼盾	85	Operation of power plant 經營發電廠
PT. Mabar Elektrindo	Indonesia 印尼	Rupiah 210,000,000,000 210,000,000,000印尼盾	60	Operation of power plant 經營發電廠
Oceanwide Shen Gang Asset Operation (Shanghai) Co., Ltd.* 泛海申港資產經營(上海)有限公司	PRC (Note 2) 中國(附註2)	Paid-in capital of US$16,000,000 (Note 1) 繳足資本16,000,000美元(附註1)	100	Property investment 物業投資
Oceanwide Gang Hu Asset Operation (Shanghai) Co., Ltd.* 泛海港滬資產經營(上海)有限公司	PRC (Note 2) 中國(附註2)	Paid-in capital of US$7,000,000 (Note 1) 繳足資本7,000,000美元(附註1)	100	Property investment 物業投資

* For identification purpose only

Notes:

1. The issued shares of the subsidiary of the Company were pledged to secured borrowings of the Group as at 31 December 2019.

2. A wholly-foreign-owned enterprise

* 僅供識別

附註：

1. 於2019年12月31日，本公司該附屬公司的已發行股份已質押，作為授予本集團的借貸的擔保。

2. 一間外商獨資企業

39 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

39 本公司的財務狀況表及儲備變動

a. Statement of financial position of the Company

a. 本公司的財務狀況表

		Note 附註	2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
ASSETS	**資產**			
Non-current assets	**非流動資產**			
Investment in subsidiaries	於附屬公司的投資		661,035	661,035
Right-of-use assets	使用權資產		10,012	–
Amounts due from subsidiaries	應收附屬公司款項		9,374,944	10,810,781
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		2,522	2,522
			10,048,513	11,474,338
Current assets	**流動資產**			
Amounts due from subsidiaries	應收附屬公司款項		1,942,315	1,885,511
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		2,041	1,462
Restricted cash	受限制現金		–	15,668
Cash and cash equivalents	現金及現金等價物		15,733	604,060
			1,960,089	2,506,701
Total assets	**資產總值**		12,008,602	13,981,039
EQUITY	**權益**			
Equity	**權益**			
Share capital	股本	29	1,614,265	1,614,265
Reserves	儲備		7,885,870	8,317,265
Total equity	**權益總額**		9,500,135	9,931,530

39 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

39 本公司的財務狀況表及儲備變動(續)

a. Statement of financial position of the Company (continued)

a. 本公司的財務狀況表(續)

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元
LIABILITIES	**負債**		
Non-current liabilities	**非流動負債**		
Amount due to an intermediate holding company	應付一間中間控股公司款項	**1,609,299**	895,778
Borrowings	借貸	**575,407**	564,379
Lease liabilities	租賃負債	**2,225**	–
		2,186,931	1,460,157
Current liabilities	**流動負債**		
Other payables and accruals	其他應付款項及應計項目	**18,605**	31,588
Lease liabilities	租賃負債	**8,477**	–
Borrowings	借貸	**294,454**	2,557,764
		321,536	2,589,352
Total liabilities	**負債總額**	**2,508,467**	4,049,509
Total equity and liabilities	**權益及負債總額**	**12,008,602**	13,981,039

The statement of financial position of the Company was approved by the Board of Directors on 24 April 2020 and was signed on its behalf.

本公司的財務狀況表乃於2020年4月24日經董事會批准並由以下代表簽署。

HAN Xiaosheng
韓曉生
Chairman
主席

LIU Guosheng
劉國升
Director
董事

39 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

39 本公司的財務狀況表及儲備變動(續)

b. Reserve of the Company

b. 本公司的儲備

		Share premium 股份溢價 HK$'000	Capital redemption reserve 資本贖回儲備 HK$'000	Contributed surplus 繳入盈餘 HK$'000	Convertible note equity reserve 可換股票據權益儲備 HK$'000	Retained profits/ (Accumulated losses) 保留利潤／(累計虧損) HK$'000	Total 總計 HK$'000
At 1 January 2019, previously reported	於2019年1月1日(如前呈報)	**8,181,541**	**3,558**	**1,456**	**23,121**	**107,589**	**8,317,265**
Adoption of HKFRS 16	採用香港財務報告準則第16號	**–**	**–**	**–**	**–**	**(519)**	**(519)**
At 1 January 2019, as restated	於2019年1月1日(經重列)	**8,181,541**	**3,558**	**1,456**	**23,121**	**107,070**	**8,316,746**
Loss for the year	年內虧損	**–**	**–**	**–**	**–**	**(430,883)**	**(430,883)**
Written back of unclaimed dividends	撥回未領取股息	**–**	**–**	**–**	**–**	**7**	**7**
At 31 December 2019	於2019年12月31日	**8,181,541**	**3,558**	**1,456**	**23,121**	**(323,806)**	**7,885,870**
At 1 January 2018	於2018年1月1日	8,181,541	3,558	1,456	–	279,298	8,465,853
Loss for the year	年內虧損	–	–	–	–	(171,716)	(171,716)
Written back of unclaimed dividends	撥回未領取股息	–	–	–	–	7	7
Issue of convertible notes	發行可換股票據	–	–	–	23,121	–	23,121
At 31 December 2018	於2018年12月31日	8,181,541	3,558	1,456	23,121	107,589	8,317,265

39 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

b. Reserve of the Company (Continued)

The application of share premium account is governed by section 40 of the Companies Act 1981 of Bermuda (as amended).

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of subsidiaries when they were acquired by the Company and the nominal amount of the Company's share capital issued for the acquisition.

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to shareholders. However, a company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

(i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or

(ii) the realisable value of the company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

As at 31 December 2019, the aggregate amount of reserves available for distribution to shareholders of the Company was nil (2018: HK$109,045,000).

39 本公司的財務狀況表及儲備變動(續)

b. 本公司的儲備(續)

股份溢價賬的用途受百慕達《一九八一年公司法》(經修訂)第40條監管。

本公司的繳入盈餘為本公司收購附屬公司時,該等附屬公司的綜合股東資金與本公司就收購而發行的股本面值的差額。

根據百慕達《一九八一年公司法》(經修訂),繳入盈餘可供分派予股東。然而,公司在下列情況下不得自繳入盈餘宣派或派付股息或作出分派:

(i) 倘公司目前或將於付款後無法繳付到期的負債;或

(ii) 公司資產的可變現值會因此而低於負債以及已發行股本及股份溢價賬的總和。

於2019年12月31日,可供分派予本公司股東的儲備總額為港幣零元(2018年:港幣109,045,000元)。

40 BENEFITS AND INTERESTS OF DIRECTORS

a. Directors' and chief executive's emoluments

The remuneration of each of the directors and chief executive of the Company for the years ended 31 December 2019 and 2018 is set out in Note 16a.

b. Directors' retirement benefits and termination benefits

None of the directors of the Company received or will receive any retirement benefits or termination benefits for the year ended 31 December 2019 (2018: Nil).

c. Consideration provided to third parties for making available directors' services

During the year ended 31 December 2019, the Company does not pay consideration to third parties for making available directors' service (2018: Nil).

40 董事福利及利益

a. 董事及最高行政人員酬金

本公司各董事及最高行政人員於截至2019年及2018年12月31日止年度的薪酬載於附註16a。

b. 董事退休福利及離職福利

概無本公司董事於截至2019年12月31日止年度收取或將收取任何退休福利或離職福利(2018年：無)。

c. 就獲提供董事服務向第三方支付的代價

於截至2019年12月31日止年度，本公司並無就獲提供董事服務向第三方支付代價(2018年：無)。

40 BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

d. Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entitles with such directors

As at 31 December 2019, there are no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors (2018: Nil).

e. Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted as at 31 December 2019 and 2018 or at any time during the years ended 31 December 2019 and 2018.

40 董事福利及利益(續)

d. 有關以董事、受董事控制的法團及與董事有關連的實體為受益人的貸款、準貸款及其他交易的資料

於2019年12月31日，概無以董事、受董事控制的法團及受董事控制的實體為受益人的貸款、準貸款及其他交易安排(2018年：無)。

e. 董事於交易、安排或合約的重大利益

於2019年及2018年12月31日或於截至2019年及2018年12月31日止年度內任何時間，概無存在本公司所訂立有關本集團業務且本公司董事直接或間接於當中擁有重大利益的重大交易、安排及合約。

41 EVENT AFTER REPORTING PERIOD

Subsequent to the balance sheet date, from 1 January through 20 March, 2020, three other contractors sued Oceanwide Plaza to foreclose on their mechanic's liens. These lawsuits total US$27.1 million (equivalent to approximately HK$211.0 million). One of these contractors has not served its lawsuit on Oceanwide Plaza, and Oceanwide Plaza has not yet had to respond to the other lawsuits. Any provision made is based on the best estimate of the expenditure required to settle the obligation, taking into consideration time value.

Saved as disclosed elsewhere in this report, subsequent to 31 December 2019, the following subsequent events took place, which is a non-adjusting event to the financial statements for the year ended 31 December 2019:

The emergence and spread of novel coronavirus epidemic ("COVID-19") since early January 2020 has affected global business and economic activity. Pending development of such subsequent non-adjusting event, the Group has preliminarily assessed the impact of outbreak of COVID-19 towards future financial statements and considered adverse effect on the project completion dates and the fair value/net realisable value of certain assets of the Group, which may result in significant impairment on these assets. The Group will closely monitor the evolving COVID-19 situation, yet an estimate of its financial impact on the Group cannot be reliably measured at this stage.

41 報告期後事項

結算日後，於2020年1月1日至3月20日期間，再有三名承包商起訴泛海廣場，並設置施工留置權及止贖。法律訴訟涉及金額合共2,710萬美元(相等於約港幣2.110億元)。該等分包商中，有一名未有提交對泛海廣場的法律訴訟，而泛海廣場尚未就其他法律訴訟作出回應。任何計提的撥備乃經考慮時間價值，根據清償責任所需開支作出最佳估計。

除於本年報其他部分所披露者外，於2019年12月31日後發生以下於截至2019年12月31日止年度不構成調整的事項：

新型冠狀病毒疫情(「新冠病毒」)自2020年1月初出現並擴散，對全球的商業及經濟活動造成影響。待有關期後非調整事項發展期間，本集團初步評估新冠病毒爆發對日後財務報表的影響，並考慮其對本集團的項目完成日期和若干資產的公允價值／可變現淨值的不利影響，此或會導致該等資產大幅減值。本集團將密切監察新冠病毒的事態發展，惟於此階段尚未能可靠估算計量其對本集團構成的財務影響。

		2019 2019年 HK$'000 港幣千元	2018 2018年 HK$'000 港幣千元	2017 2017年 HK$'000 港幣千元	2016 2016年 HK$'000 港幣千元	2015 2015年 HK$'000 港幣千元
Results	**業績**					
Revenue	收入	**113,027**	138,637	142,174	153,390	189,208
Operating (loss)/profit	經營(虧損)／利潤	**(47,866)**	(53,679)	86,556	257,436	152,888
Interest expense	利息開支	**(6,066)**	–	–	–	–
(Loss)/profit before tax	除税前(虧損)／利潤	**(53,932)**	(53,679)	86,556	257,436	152,888
Income tax expense	所得税支出	**(17,962)**	(26,243)	(17,411)	(87,188)	(22,212)
(Loss)/profit for the year	年內(虧損)／利潤	**(71,894)**	(79,922)	69,145	170,248	130,676
Attributable to:	以下應佔：					
Shareholders of the Company	本公司股東	**(58,044)**	(48,840)	70,422	136,214	122,510
Non-controlling interests	非控股權益	**(13,850)**	(31,082)	(1,277)	34,034	8,166
		(71,894)	(79,922)	69,145	170,248	130,676
Assets and liabilities	**資產及負債**					
Total assets	資產總值	**24,914,065**	24,245,635	21,458,109	16,967,177	8,734,914
Total liabilities	負債總額	**(14,361,760)**	(13,433,195)	(10,282,309)	(5,684,470)	(2,343,710)
Net assets	資產淨值	**10,552,305**	10,812,440	11,175,800	11,282,707	6,391,204

PARTICULARS OF MAJOR PROPERTIES
主要物業資料

Particulars of major properties held by the Group which have been completed for existing use or under development at 31 December 2019 are as follows:

於2019年12月31日，本集團持有的已落成使用中或開發中主要物業資料如下：

A. INVESTMENT PROPERTIES

A. 投資物業

Name/Location 名稱／地點	Lease expiry 地契年期	Type 類別	Gross floor area 建築面積 (sq.m) （平方米）	Attributable interest 應佔權益
Completed **已落成**				
Various units on levels 2, 5-7, 11 & 16 and the whole of levels 1, 3-4, 14-15 & 18-23, and 50 car parking spaces in the basement, Harbour Ring Huang Pu Centre, No. 98 Luhe Road, Huangpu District, Shanghai, China. 中國上海市黃浦區六合路98號港陸黃浦中心2、5–7、11及16樓多個單位，1、3–4、14–15及18–23樓全層，以及地下停車場50個車位。	The land use term of the property is 50 years from 19 November 1992 to 18 November 2042 該物業土地使用權年期為50年，由1992年11月19日至2042年11月18日	Commercial 商用	10,954 (excluding car park) （停車場除外）	100%
Various units on levels 9-12 & 18 and the whole of levels 2-4, 5-6, 13-14, 17, 23-24, 28-29 & 31-32 and 152 car parking spaces in the basement, Harbour Ring Plaza, No. 18 Xizang Zhong Road, Huangpu District, Shanghai, China. 中國上海市黃浦區西藏中路18號港陸廣場9–12及18樓多個單位，2–4、5–6、13–14、17、23–24、28–29及31–32樓全層，以及地下停車場152個車位。	The land use term of the property is 50 years from 1 August 1993 to 31 July 2043 該物業土地使用權年期為50年，由1993年8月1日至2043年7月31日	Commercial 商用	29,127 (excluding car park) （停車場除外）	100%
Under development **開發中**				
1101 South Flower Street, Los Angeles, the U.S. 美國洛杉磯南花街1101號	Freehold land with no expiry date 永久業權土地，無到期日	Commercial 商用	41,800 (exclude car park) （停車場除外）	100%

B OTHER PROPERTIES

B. 其他物業

Name/Location 名稱／地點	Lease expiry 地契年期	Type 類別	Gross floor area 建築面積 (sq.m) (平方米)	Attributable interest 應佔權益
Completed **已落成**				
Unit 1006 and 1007 on level 10 in Harbour Ring Plaza, No. 18 Xizang Zhong Road, Huangpu District, Shanghai, China 中國上海市黃浦區西藏中路18號港陸廣場10樓1006及1007單位	The land use term of the property is 50 years from 1 August 1993 to 31 July 2043 該物業土地使用權年期為50年，由1993年8月1日至2043年7月31日	Commercial 商用	378	100%

C. PROPERTIES UNDER DEVELOPMENT PROJECTS

C. 發展中物業項目

Name/Location 名稱／地點	Lease expiry 地契年期	Type 類別	Expected completion date 預計完成時間	Gross floor area 建築面積 (sq.m) (平方米)	Attributable interest 應佔權益
1101 South Flower Street, Los Angeles, the U.S. 美國洛杉磯南花街1101號	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	2022 2022年	96,449 (exclude car park) (停車場除外)	100%
80 South Street, New York, the U.S. 美國紐約南街80號	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	Not yet determined 未定	75,975	100%

Name/Location 名稱／地點	Lease expiry 地契年期	Type 類別	Expected completion date 預計完成時間	Gross floor area 建築面積 (sq.m) (平方米)	Attributable interest 應佔權益
Ko Olina Parcels 54B, 54C and 55, Honouliuli, District of Ewa, City and County of Honolulu, State of Hawaii, the U.S. 美國夏威夷州檀香山市縣愛娃區火奴魯里科琳娜地塊54B、54C及55	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	Not yet determined 未定	92,292	100%
Ko Olina Parcels 20/21 (lot 4608), 25/26 (lot 4609) and 19B (lot 5346-B), Honouliuli, District of Ewa, City and County of Honolulu, State of Hawaii, the U.S. 美國夏威夷州檀香山市縣愛娃區火奴魯里科琳娜地塊20/21(第4608號地塊)、25/26(第4609號地塊)及19B(第5346-B號地塊)	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	Not yet determined 未定	149,412	100%
Parcel Lots 18734, 18733, 18252 and 18250, Kapolei Area, Honouliuli, District of Ewa, City and County of Honolulu, State of Hawaii, the U.S. 美國夏威夷州檀香山市縣愛娃區火奴魯里卡珀雷區地塊18734、18733、18252及18250	Freehold land with no expiry date 永久業權土地，無到期日	Commercial/ Residential 商用／住宅	Not yet determined 未定	Not yet determined (Land area: 2,066,286) 未定(土地面積：2,066,286)	100%

中泛控股有限公司
CHINA OCEANWIDE HOLDINGS LIMITED