



SYMPHONY

Annual Report 2018 年度報告



SYMPHONY HOLDINGS LIMITED 新豐集團有限公司

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Chairman's Statement

主席報告



Despite the challenging external business environment including uncertainties in global political and economic environment and slowdown in the PRC economic growth, the Group strove to seize development opportunities arising from the new market trend through in-depth analysis on our own businesses and the industry. The Chinese consumers have entered the era of rational consumption with emphasis on product quality, reasonable pricing and experience consumption. In addition, following the worldwide passion for sports and health, the PRC government also attached great importance to the nationwide sports and fitness undertaking and actively promoted the development of sports industry in recent years. In view of this, the Group captured the opportunity to expand its brand and retail business.

雖然面對全球政經不穩定、中國經濟發展增速放緩等外部營商環境重重挑戰，集團確信危中自有機，通過對自身業務及行業深入分析，在新形勢下抓住發展機遇。中國消費者已進入理性消費時代，追求產品品質、合理定價及體驗享受型消費。另外，運動與健康不僅是全球趨勢，國家近年來亦致力推廣全民體育健身及促進運動產業，正是集團品牌及零售之發展方向。



BUSINESS REVIEW

For brand business, the Group embraced the business concept of “Sports + Wellness”, and also understood the customers’ desire for sports fashion trend. Through PONY’s collaboration with renowned designers, a series of products full of streetwear elements made a grand debut in London Fashion Week in mid 2018. Since the launch of ARENA (an international swimwear brand), the Group has made steady progress in exploring omni-channel shopping experience and expanding its market shares.

業務回顧

品牌方面，集團秉承以「運動+大健康」為方針，同時掌握消費者對運動融合時尚的需求。2018年中PONY與知名設計師聯乘合作，充滿潮牌元素之系列更登上倫敦時裝週。集團啟動國際游泳品牌ARENA項目以來，穩步拓展全渠道購物體驗及品牌市場份額。

For retail sector, Outlets Malls that provide discounted products from famous brands and leisure entertainment services were popular among the consumers in the era of “rational consumption”. The partial renovation of Shenyang Park Outlets has begun to create positive effect on tenant recruitment, traffic flow and sales turnover with diversified brands and catering services. In addition, under an asset-light strategy, the Group has completed the sale of the neighbouring land of the project to Guangzhou R&F Properties Co., Ltd., and it is expected that the development of this residential project will benefit Shenyang Park Outlets project and drive the development of the surrounding areas and ancillary facilities. Anyang Project showed stable operation and development since its opening in September 2017, and the performance of the community malls located in Chongqing and Tianjin was in line with our expectation. As the flagship project – Xiamen Park Outlets was making good progress and has completed the topping of the superstructure in early 2019 as scheduled, continuous efforts will be made to facilitate the construction and leasing progress in the coming months. On the other hand, given the increasingly strained cross-strait relations, the management adjusted its strategy and terminated the Kinmen duty-free business at the end of 2018. The retail business will focus on Park Outlets and the community malls.

In light of the increased awareness of physical well-being and healthcare of the consumers, the Group completed the acquisition of Supremium Bio-Technology Ltd (“S.B.T.”) during the year. S.B.T. is a company engaged in manufacturing, developing and retailing of health supplement products in Hong Kong, and supplies over 1,000 own brand and licensed brand products to the extensive local retail network that cater to demands of consumers in Mainland China and Hong Kong.

零售方面，集合折扣名品與休閒娛樂的奧萊商場在「理性消費」時代深受消費者青睞。瀋陽尚柏奧萊項目經局部改裝後，成功招商並豐富品牌及餐飲服務，為項目增加客流及營業額。另外，集團在輕資產運營模式方向下，已完成出售項目彼鄰地段予內地房地產開發商—廣州富力地產股份有限公司，瀋陽尚柏奧萊項目預期將受惠於該住宅項目的發展，帶動周邊環境及配套越趨成熟。安陽項目自2017年9月開業以來營運及發展穩定；重慶及天津社區商場表現均符合預期。旗艦項目—廈門尚柏奧萊進展理想，已於2019年初按計劃完成建築封頂，未來數月將繼續大力推動工程及招商。另一方面，鑒於兩岸矛盾日益加劇，管理層調整策略，已於2018年底中止金門免稅項目業務。零售板塊將以尚柏奧萊及社區商場為主。

隨著消費者對健康關注及保健意識增加，集團本年度完成收購展圖生物科技有限公司(Supremium Bio-Technology Ltd，簡稱S.B.T.)—一間香港補充及保健品製造、開發及零售商。1000多種自家及代理品牌產品滲透本地龐大零售網絡，滿足中港消費者需求。

As for the financial service sector, the Group partnered with an international fund manager to form the Special Purpose Acquisition Company ("SPAC"), which was successfully listed on the NASDAQ in the United States in August 2018 and raised funds amounting to US\$250 million which will be used for mergers and acquisitions. Under stringent control, other existing financial service businesses showed a stable development momentum.

OUTLOOK

As a classic sportswear brand originated in New York, the United States in 1972, PONY has an outstanding track record in football, basketball, boxing and other international sports event with a long brand history and high brand popularity. Through increasing cross-brand and even cross-industry collaboration and cooperation, the Group will build up its brand name and establish a sports fashion image, and will also discuss brand development, strategically strengthen its existing team and enhance negotiations with PONY's customers across the globe, so as to promote the development of brand business.

ARENA will focus on strengthening its position as a leading international swimwear brand, steadily expanding its market shares, enhancing operation efficiency, promoting development of the e-commerce business and broadening product range to cover consumers' needs from fitness exercise to daily sports and recreation, and will make full preparation for the expected sports spending spree triggered by Tokyo 2020 Olympics. Meanwhile, the Group is in active discussions with leading Japanese conglomerate Itochu Corporation regarding brand cooperation and investment projects, which is scheduled to be put into operation in the second half of the year.



金融方面，2018年8月，集團聯手國際基金公司成立之特殊目的收購公司(Special Purpose Acquisition Company，簡稱SPAC)成功於美國NASDAQ上市，已募集2.5億美元，作為併購用途。其他固有金融服務業務在嚴控下平穩發展。

前景展望

PONY作為1972年於美國紐約發跡的經典運動品牌，曾於足球、籃球、拳擊等國際體壇盛事中屢創佳績，品牌歷史及話題度豐富。集團將與更多跨品牌甚至跨界聯乘合作，構建知名度及運動時尚形象，並探討品牌佈局、因應策略加強現有團隊及深化與全球PONY客戶協商，以促進品牌業務發展。

ARENA重點鞏固領先國際游泳品牌地位，穩步擴展市場佔有率，加強營運效率，提升電商紅利，拓寬商品種類，以涵括消費者從鍛鍊至日常運動休閒所需，及為迎接2020東京奧運體育消費熱潮作充分準備。與此同時，集團正積極探討與日本綜合商社巨擘伊藤忠商事在品牌上之合作及投資項目，預計於下半年展開業務。



The flagship project – Xiamen Park Outlets will be the key development project of the Group in 2019, and will also be the first outlet mall in Xiamen. It is expected to introduce 280 brands, providing services for a population of 20 million in Xiamen, Zhangzhou and Quanzhou. Our operating team will make every effort to ensure the smooth opening of the project in September. Leveraging on the growth momentum of Shenyang Park Outlets, the Group will speed up the planning and expansion of the north zone of the shopping mall at the end of the year, so as to promote business development. With the opening of Xiamen project, coupled with Shenyang and Anyang projects, the Group will further improve the strategic layout of Park Outlets, establishing business presence in Northeast China, the Upper Yangtze River Valley and the southeast coastal areas. In light of the stable and positive development of the community malls in Chongqing and Tianjin, the Group will progressively optimize brand and tenant mix.

In 2019, S.B.T. will make continuous efforts to expand its local retail network, enhance the productivity and strengthen its own brand awareness. Meanwhile, it will invest to develop new product lines, corporate customers and self-operated e-commerce platforms, with an aim to promote sales and brand value.

SPAC is expected to complete the acquisition of the target company this year. After that, the Group will continue to give full play to SPAC and other financial instruments to enhance development of the brand business.

旗艦項目-廈門尚柏奧萊乃集團2019年發展重點，亦是廈門首家品牌折扣綜合商業中心，預計入駐品牌達280個、輻射廈漳泉2000萬人口，營運團隊將不遺餘力全面確保項目於9月開業。順著瀋陽尚柏奧萊發展勢頭，年底將加快規劃及擴建商場北區，促進業務發展。乘著廈門項目開業，加上瀋陽、安陽項目，集團進一步完善尚柏奧萊戰略佈局，落位中國東北、長江上游、東南沿海地區。重慶及天津社區商場發展穩中向好，將按步優化品牌及商戶。

S.B.T.於2019年將持續拓展本地零售網絡、提升生產效能及增強自家品牌知名度，同時投入資源開發新產品線、企業客戶及自營電商平台，務求創造更高銷售及品牌價值。

SPAC希望於本年度完成目標併購，其後將繼續積極探討利用SPAC及其他金融工具加強品牌板塊發展。



Leveraging on coordinated management of products, logistics and retail chain through data and technology, the new retail era is characterised with online and offline omni-channel experience, so as to meet today's consumer needs and improve business competitive edges. The Group has enhanced the e-commerce operation capability and developed new e-commerce marketing channels by strengthening the communication and cooperation between the Information Technology Department at the headquarter in Hong Kong and its e-commerce company in Hangzhou, and also stepped up efforts in resource integration and analysis, so as to support the development of all business departments and create synergetic effects.

Under the asset-light strategy, the Group will continue to dispose of property investment, and focus on boosting the long-term development of its three core businesses, namely the brand, retail and financial service sectors, with an aim to create greater value for the investors.

APPRECIATION

I would take this opportunity to extend my gratitude to my fellow directors, members of our staff, banks, customers and business partners for their continuous trust and support to the Group. I hope the management and all our colleagues will continue to contribute to the business and performance of the Group in 2019.

新零售時代象徵線上線下全渠道體驗，通過數據及技術，協調管理產品、物流、零售鏈等，滿足現今消費者需求及提升業務競爭優勢。集團已加強香港總部資訊科技部門與旗下杭州電商公司之對接及合作，提升電商營運能力及拓展新電商營銷渠道，以及加強資源整合及分析，支持各業務部門發展，產生協同效應。

集團將繼續處理物業投資，以輕資產模式為運營方向，集中推進品牌、零售、金融三大核心業務長遠良性發展，創造更大價值予投資者。

致謝

本人籍此機會感謝各位董事、集團員工、銀行、客戶及業務夥伴一貫的信任及支持。期望在2019年管理層及全體同事能夠繼續全力為加強集團的業務及效益出謀獻策。





Operation Review

業務回顧



The Group's turnover for the year ended 31 December 2018 improved from HKD348.9 million for the year ended 31 December 2017 to HKD381.8 million for the year ended 31 December 2018 mainly due to increase in sales from the retailing and sourcing segment and rental income growth in community malls business under property investment and holding segment.

本集團截至2018年12月31日止年度的營業額由截至2017年12月31日止年度的348.9百萬港元增加至381.8百萬港元，主要由於零售與採購分部銷售額及物業投資及持有物業分部內社區商場租金收入增長所致。

Profit for the year attributable to the owners of the Company increased by 188% from HKD41 million to HKD118.2 million as a result of the gain from disposal of investment properties in Shenyang and Hong Kong.

本公司擁有人應佔年度溢利由41百萬港元增長188%至118.2百萬港元，由於出售位於瀋陽及香港的投資物業而錄得收益所致。

The gross margin was 68% for the year ended 31 December 2018 as compared to 65.7% for the previous year largely attributable to (a) improvement in overall margin of retailing and sourcing segment; (b) growth in rental income in property investment and holding segment; and (c) better turnover in outlet mall segment.

截至2018年12月31日止年度的毛利率為68%，而去年則為65.7%，主要歸因於(a)零售與採購分部的整體毛利率有所提升；(b)物業投資及持有物業分部的租金收入錄得增長；及(c)奧特萊斯分部的營業額有所改善。

Other income and gains increased from HKD16.9 million to HKD168.6 million as a result of the gain from disposal of investment properties in Shenyang and Hong Kong.

其他收入及收益由16.9百萬港元增加至168.6百萬港元，由於出售位於瀋陽與香港的投資物業而錄得收益所致。

Distribution and selling expenses grew from HKD87.1 million to HKD126.4 million mainly attributable to the growth of revenue in the retailing and sourcing segment as well as branding segment.

分銷及銷售開支由87.1百萬港元上漲至126.4百萬港元，主要由於零售與採購分部以及品牌推廣分部收入增加所致。

Administrative expenses rose from HKD195.4 million to HKD217.5 million mostly due to (a) business expansion of retailing and sourcing segment; (b) operating costs relating to the growth in community malls business; and (c) property development costs associated with Xiamen outlet mall.

行政開支由195.4百萬港元增加至217.5百萬港元，主要由於(a)零售與採購分部的業務擴展；(b)與社區商場業務增長有關的營運成本；(c)與廈門奧特萊斯有關的物業開發成本所致。

Finance costs fell from HKD42.0 million to HKD33.9 million as a result of general repayment of bank borrowings, other than the loan for construction of Xiamen outlet mall.

融資成本由42.0百萬港元下降至33.9百萬港元，乃由於整體償還銀行借貸，除廈門奧特萊斯的建築貸款外。

Total assets of the Group increased from HKD4,234.4 million to HKD4,353.5 million mainly as a result of property development of Xiamen outlet mall. The total liabilities of the Group moved from HKD1,637.1 million to HKD1,739.6 million due to increase in bank borrowing for Xiamen outlet mall.

As a result of acquisition and consolidation of a joint venture, intangible assets of the Group increased by HKD53 million, interests in joint ventures fell by HKD71.1 million, goodwill surged HKD113.7 million.

Property, plant and equipment increased from HKD659.9 million to HKD857.4 million mainly due to property development of Xiamen outlet mall.

Trade and other receivables increased from HKD146.7 million to HKD513.6 million is accounted by (i) balance receivables from disposal of investment property in Shenyang of HKD314.4 million, which was received on 11 March 2019; and (ii) construction deposits for Xiamen outlet mall property development. Increase in financial assets at fair value through profit or loss is mainly attributable to investments in SPAC.

Current liabilities decreased from HKD1,058.4 million to HKD586.3 million due to restructuring of certain bank borrowings changing their nature from current liabilities to non-current liabilities. Consequently, non-current liabilities increased from HKD578.7 million to HKD1,153.3 million.

MARKET INFORMATION

During the year, revenue from the People's Republic of China, Hong Kong, Taiwan and other Asian countries comprised 97.1% (2017: 98.8%) of the total revenue with the remaining 2.9% (2017: 1.2%) shared between United States of America and other countries.

LIQUIDITY AND CAPITAL RESOURCES

As at 31 December 2018, the Group had bank balances and cash of HKD131,590,000 (2017: HKD137,326,000). The Group was offered banking facilities amounting to HKD1,419,409,000 (2017: HKD1,232,132,000).

本集團資產總額由4,234.4百萬港元增加至4,353.5百萬港元，主要由於廈門奧特萊斯的物業開發所致。本集團的負債總額由1,637.1百萬港元變為1,739.6百萬港元，乃因銀行借貸供廈門奧特萊斯貸款增加所致。

由於收購及整合一間合營公司，本集團的無形資產增加53百萬港元，於合營企業的權益減少71.1百萬港元，商譽增加113.7百萬港元。

物業、廠房及設備由659.9百萬港元增加至857.4百萬港元，主要由於廈門奧特萊斯的物業開發所致。

貿易及其他應收賬款由146.7百萬港元增加至513.6百萬港元，乃由於(i)出售瀋陽投資物業的應收賬款結餘314.4百萬港元，已於2019年3月11日全數收妥；及(ii)廈門奧特萊斯物業發展項目的建設保證金。按公平值列入損益表的財務資產增加主要是由於SPAC的投資所致。

流動負債由1,058.4百萬港元減少至586.3百萬港元，乃由於重組若干銀行借貸導致其性質從流動負債變為非流動負債所致。因此，非流動負債由578.7百萬港元增加至1,153.3百萬港元。

市場資訊

年內，來自中華人民共和國、香港、台灣及其他亞洲國家的營業額佔總營業額約97.1% (2017年：98.8%)，而餘下的2.9% (2017年：1.2%)則來自美國及其他國家。

流動資金及資本來源

於2018年12月31日，本集團的銀行結餘及現金為131,590,000港元 (2017年：137,326,000港元)。銀行為本集團提供的銀行融資額度達1,419,409,000港元 (2017年：1,232,132,000港元)。

As at 31 December 2018, the Group obtained bank borrowings and bank overdrafts in the amount of HKD1,287,515,000 (2017: HKD1,156,927,000). The Group has variable interest rate bank loans which carry interest ranging from 2.38% to 5.94% (2017: 2.69% to 9.2%) per annum. The weighted average effective interest rate of the Group's bank loans is 4% (2017: 4.13%).

Debt to total assets ratio stood at 29.6% (2017: 27.3%), based on total bank borrowings over total assets. The shareholders' equity was adversely affected by exchange difference arising from translation of foreign operations amounting to HKD124,727,000 mainly attributable to the devaluation of RMB for the year. The banking facilities were secured by corporate guarantees from the Company and certain of its subsidiaries, charge over certain deposits, certain prepaid lease payments, certain leasehold land and buildings in Hong Kong, construction in progress, and investment properties of the Group.

HUMAN RESOURCES

As at 31 December 2018, the total number of employees of the Group was 454. Employee costs (excluding directors' emoluments) amounted to approximately HKD75,171,000 (2017: HKD70,510,000).

In addition to competitive remuneration packages, double pay and employee share options were offered to eligible staff of the Group based on their performance and individual merits.

SHARE OPTION SCHEME

On 10 June 2011, Shareholders had approved and adopted a share option scheme (the "Scheme") for the purpose of providing eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole. All Directors, full-time employees and any other persons who, at the sole discretion of the Board, who have contributed or will contribute to the Group are eligible to participate in the Scheme.

於2018年12月31日，本集團取得銀行貸款及銀行透支的金額為1,287,515,000港元（2017年：1,156,927,000港元）。本集團的浮動利率銀行貸款的每年利息為2.38%至5.94%（2017年：2.69%至9.2%）。本集團銀行貸款的加權平均實際利率為4%（2017年：4.13%）。

債項對總資產比率為29.6%（2017年：27.3%），乃按銀行借貸總額對比總資產計算。股東權益因海外業務所產生的匯兌折算差異124,727,000港元而削減，主要由於年內人民幣貶值所致。銀行融資額度乃由本公司及其若干附屬公司提供企業擔保，並以本集團若干存款、若干預付租賃款項、若干於香港之租賃土地及樓宇、在建工程以及投資物業作抵押。

人力資源

於2018年12月31日，本集團的僱員總數為454人。僱員成本（不包括董事袍金）約為75,171,000港元（2017年：70,510,000港元）。

本集團合資格員工除享有具競爭力的薪酬外，亦可依據個人表現及貢獻獲發年終雙糧及僱員購股權。

購股權計劃

於2011年6月10日，本公司股東批准及採納購股權計劃（「該計劃」），旨在提供機會予合資格參與者取得本公司的資本權益，並鼓勵參與者以本公司及其股東的整體利益為依歸，致力提高本公司及其股份的價值。所有董事、全職僱員及按董事會酌情認為已經或將會對本集團作出貢獻的任何其他人士均符合資格參與該計劃。

During the year of 2017, the Group granted 21,000,000 share options to certain eligible individuals under the share option scheme, subject to acceptance by them. The share option shall entitle them to subscribe for a total of 21,000,000 new shares of HKD0.10 each of the share capital of the Company, at an exercise price of HKD0.82 per share option.

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2018 were as follows:

Participants	Date of grant	Exercise period	Exercise price per share (HKD) 每股行使價 (港元)	Number of share options 購股權數目				Outstanding as at 31 December 2018 於2018年12月31日尚未行使
				Outstanding as at 1 January 2018 於2018年1月1日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	
Directors 董事	18/9/2017	18/9/2017 – 17/9/2018	0.82	6,000,000	-	(3,000,000)	(3,000,000)	-
Employees 僱員	18/9/2017	18/3/2018 – 17/9/2018	0.82	15,000,000	-	(12,000,000)	(3,000,000)	-
				21,000,000	-	(15,000,000)	(6,000,000)	-
Weighted average exercise price (HKD) 加權平均行使價 (港元)				0.82	N/A 不適用	0.82	0.82	N/A 不適用

於2017年內，本集團根據購股權計劃向若干合資格人士授出21,000,000份購股權（須經彼等接受）。購股權賦予彼等以每份0.82港元行使價認購共21,000,000股本公司股本中每股面值0.10港元之新股。

於截至2018年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2017 were as follows:

Participants	Date of grant	Exercise period	Exercise price per share (HKD) 每股行使價 (港元)	Number of share options 購股權數目				Outstanding as at 31 December 2017 於2017年12月31日尚未行使
				Outstanding as at 1 January 2017 於2017年1月1日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	
Directors 董事	18/9/2017	18/9/2017 – 17/9/2018	0.82	-	6,000,000	-	-	6,000,000
Employees 僱員	18/9/2017	18/3/2018 – 17/9/2018	0.82	-	15,000,000	-	-	15,000,000
				-	21,000,000	-	-	21,000,000
Weighted average exercise price (HKD) 加權平均行使價 (港元)				N/A 不適用	0.82	N/A 不適用	N/A 不適用	0.82

於截至2017年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

The Group recognised an expense of approximately HKD328,000 (2017: HKD1,102,000) for the year ended 31 December 2018 in relation to the fair value of share options, at HKD0.068 per share option granted by the Company.

Particulars of the Scheme are set out in Note 34 to the consolidated financial statements.

EVENT AFTER REPORTING PERIOD

On 25 January 2019, one of the Company's wholly-owned subsidiary, 廈門尚柏奧萊置業有限公司 ("Xiamen Park Outlet Real Estate Company Limited"*), entered into an agreement with 福建三建工程有限公司 ("Fujian Sanjian Construction Company Limited"*) (the "Contractor") pursuant to which the Contractor provided the construction works for the outlet mall located in Xiamen (the "Xiamen Park Outlets") at a consideration of approximately RMB326,385,000 (equivalent to HKD371,939,000) awarded after the acceptance through the open tendering process. The above contract sum was payable in accordance with the stages of the construction work performed while retaining 3% of the total contract sum as construction quality retention money.

The contractor also agreed to provide a performance guarantee in the form of: (a) cash deposited into Xiamen Park Outlet's designated bank account; or (b) bank guarantee; or (c) corporate guarantee which has been registered with the Xiamen Construction Administrative Bureau.

截至2018年12月31日止年度，就本公司授出有關每股0.068港元購股權的公平價值，本集團購股權確認開支為328,000港元（2017年：1,102,000港元）。

該計劃詳情載於綜合財務報表附註34。

報告期後事項

於2019年1月25日，廈門尚柏奧萊置業有限公司（本公司其中一間全資擁有附屬公司）與福建三建工程有限公司（「承建商」）訂立協議，據此，承建商為於廈門的奧特萊斯（「廈門尚柏奧萊」）提供建築工程，代價為約人民幣326,385,000元（相等於371,939,000港元）。本公司授出建築合同予承建商乃經過招標程序遴選及接納。上述合同價將根據已施行的建築工程分階段支付，並保留合同總額的3%金額，作為工程質量保修金。

承建商同意用以下列形式提供履約擔保：(a)現金形式轉入廈門尚柏奧萊指定銀行賬戶；或(b)銀行擔保；或(c)已於廈門市建設行政主管部門備案之公司擔保書。



EXECUTIVE DIRECTORS

Mr. Cheng Tun Nei, aged 55, Chairman and Chief Executive Officer (appointed on 15 December 2014 and elected as the Chairman on 23 December 2014, he was re-elected on 9 June 2017)

Mr. Cheng was further appointed Chief Executive Officer on 30 September 2015.

He is an experienced investor in securities and also a seasoned businessman engaging in securities and financing, consultancy, hotel investment, real estate investment and development, import and export of cigarettes, perfume and cosmetic products business for many years. He is also a director of Goldsilk Capital Limited (“Goldsilk”). Goldsilk is a substantial shareholder of the Company under the Securities and Futures Ordinance.

Mr. Chan Kar Lee Gary, aged 63 (appointed on 2 January 2014 and was re-elected on 9 June 2017)

Mr. Chan was further appointed Chief Operating Officer on 1 November 2014 overseeing all business units of the Group.

He possesses over 30 years of professional experience in marketing, sales, distribution and management in fast moving consumer goods with multi-national corporations such as LVMH, British American Tobacco and Imperial Tobacco Group.

Mr. Chan holds an EMBA degree awarded jointly by the HKUST Business School and the Kellogg School of Management of Northwestern University. He has also attended management courses at Stanford Law School, Harvard Business School, The Wharton School.

執行董事

鄭盾尼先生，55歲，主席及首席執行官（於2014年12月15日獲委任，並於2014年12月23日獲選為主席，其於2017年6月9日獲重選）

鄭先生自2015年9月30日起擔任首席執行官。

彼為一名具有豐富投資證券經驗的投資者及資深商人，多年來從事證券金融、顧問服務、酒店投資、房地產投資發展及煙草、香水及化妝品出入口業務。鄭先生亦為Goldsilk Capital Limited（「Goldsilk」）的董事，根據證券及期貨條例，Goldsilk被視為本公司的主要股東。

陳嘉利先生，63歲（於2014年1月2日獲委任及於2017年6月9日獲重選）

陳先生自2014年11月1日起擔任首席營運官，負責管理集團旗下所有業務部門。

他擁有逾30多年的專業經驗，曾任職酩悅軒尼詩、英美煙草集團及帝國煙草集團等跨國公司，負責快速消費品之推廣、銷售、分銷及管理。

陳先生持有香港科技大學工商管理學院與美國西北大學凱洛格管理學院合辦之EMBA學位。彼亦曾於史丹福法學院、哈佛商學院、華頓商學院進修管理課程。

Mr. Lee Cheung Ming, aged 47, joined the Group in September 2014.

Mr. Lee was appointed Executive Director on 1 January 2019.

He is responsible for the property development and investment in the People's Republic of China of the Group.

Mr. Lee possesses over 18 years of experience in hotel and real estate development cum investment in Mainland China.

He completed a business administration course with the Beijing Economy Management Distance Learning College.

Mr. Lee is the brother-in-law of Mr. Cheng Tun Nei, the Chairman and substantial shareholder of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shum Pui Kay, aged 70 (appointed on 27 November 2013 and was re-elected on 8 June 2018)

He possesses over 30 years of experience in the retailing and distribution of luxurious goods. He was instrumental in the establishment and expansion of the renowned French leather good brand Longchamp in the Asia Pacific region and has served as the Chairman of the Asia Pacific region of the brand Longchamp since 1978.

李長銘先生，47歲，自2014年9月加入本集團。

李先生於2019年1月1日獲委任為執行董事。

他負責本集團於中國的物業發展及投資。

李先生於中國內地酒店、房地產發展及投資累積逾18年經驗。

他修畢北京經濟管理函授學院工商管理畢業證書。

李先生為本公司主席及主要股東鄭盾尼先生配偶的弟弟。

獨立非執行董事

沈培基先生，70歲（於2013年11月27日獲委任及於2018年6月8日獲重選）

沈先生擁有逾30年從事高檔消費品零售及分銷的經驗。自1978年起沈先生擔任著名品牌Longchamp亞太區主席，對這個著名的法國皮革品牌於亞太區得以建立及發展具有重要影響。

Mr. Wah Wang Kei Jackie, aged 52 (appointed on 27 November 2013 and was re-elected on 10 June 2016)

He graduated from The University of Hong Kong in 1990 and was qualified as a solicitor in 1992. Up until 1997, Mr. Wah was a partner of a Hong Kong law firm. He is currently an executive director of CST Group Limited (formerly known as NetMind Financial Holdings Limited) (HKSE: 985). Mr. Wah used to serve as the executive director of G-Resources Group Limited (HKSE: 1051) until he retired on 15th June 2018 after the conclusion of the annual general meeting. The aforesaid companies are listed on the main board of the Stock Exchange.

Mr. Chow Yu Chun Alexander, aged 72 (appointed on 15 December 2014 and was re-elected on 9 June 2017)

Mr. Chow possesses over 39 years of experience in commercial, financial and investment management in Hong Kong and Mainland China. He is currently also an independent non-executive director of Top Form International Limited (HKSE: 333), Playmates Toys Limited (HKSE: 869) and China Strategic Holdings Limited (HKSE: 235), all three companies are listed on the Stock Exchange. Furthermore, he is an independent non-executive director of Aquis Entertainment Limited (Australian Stock Code: ASX: AQS), a company listed on Australian Securities Exchange.

華宏驥先生，52歲（於2013年11月27日獲委任及於2016年6月10日獲重選）

華先生於1990年畢業於香港大學並於1992年取得律師資格。直至1997年止，華先生為香港一家本地律師行的合夥人。華先生現為中譽集團有限公司（前稱為網智金控集團有限公司）（股份代號：985）的執行董事。華先生曾為國際資源集團有限公司之執行董事（股份代號：1051）直至2018年6月15日股東週年大會結束後退任。該等公司之股份在聯交所主板上市。

周宇俊先生，72歲（於2014年12月15日獲委任及於2017年6月9日獲重選）

周先生擁有逾39年於香港及中國大陸之商業、財務及投資管理經驗。周先生現任黛麗斯國際有限公司（股份代號：333）、彩星玩具有限公司（股份代號：869）及中策集團有限公司（股份代號：235）之獨立非執行董事，該等公司股份在聯交所上市。同時，彼亦現任Aquis Entertainment Limited（澳洲股份代號：ASX:AQS）之獨立非執行董事，該公司為澳洲證券交易所上市之公司。

SENIOR MANAGEMENT

Mr. Liu Kam Lung, aged 55, has been working with the Group since October 2014.

He is the chief executive officer who oversees the compliance and business operation of the financial services unit acquired by the Group in 2014. He possesses over 28 years of experience in the financial industry.

Mr. Liu is a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. At the same time, he is an associate of the Hong Kong Institute of Chartered Secretaries and admitted as an associate of the Institute of Chartered Secretaries and Administrators of the United Kingdom. He is also a full member of the Society of Registered Financial Planners and an associate of the Taxation Institute of Hong Kong.

Mr. Liu was awarded a Diploma of Business Administration from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University).

Ms. Chow So Ying Anna, aged 55, has been working with the Group since June 2004.

She is the named company secretary of the Group.

Ms. Chow is a solicitor admitted in the Supreme Court of the Hong Kong Special Administrative Region and possesses over 20 years experience in legal and regulatory compliance. Her legal practice used to focus on the capital markets covering IPO, bank financing, securities and regulatory compliance, joint venture documentation and private equity investments.

Ms. Chow graduated from the University of Hong Kong with a Bachelor of Arts degree.

高層管理人員

廖金龍先生，55歲，自2014年10月起加入本集團。

廖先生為本集團於2014年所收購的金融業務之首席執行官，負責督辦該業務的合規職能和業務運作。彼擁有逾28年金融業工作經驗。

廖先生為特許公認會計師公會資深會員及會計師公會會員，也是香港特許秘書公會會員、英國特許秘書及行政人員公會會員。他亦為註冊財務策劃師協會正式成員及香港稅務學會會員。

廖先生獲香港樹仁學院（現稱為香港樹仁大學）頒授工商管理文憑。

周素瑛女士，55歲，自2004年6月起受聘於本集團。

彼為本集團的公司秘書。

周女士乃香港特別行政區最高法院認可執業律師，並擁有逾20年法律及監管經驗。其執業範疇集中於資本市場包括首次公開招股及銀行融資亦就證券、監管合規、設立合營企業及私募股權投資提供法律意見。

周女士畢業於香港大學，獲頒文學士。

Mr. Wong Keong Yiew, aged 49, joined the Group in June 2015 and currently serves as Head of Pony operation.

He has over 18 years of experience in general management, sales & marketing and key account management across different product categories including the fast moving consumer goods and perfume cosmetics industries.

Mr. Wong graduated with a Bachelor of Engineering degree from the National University of Singapore. He is an ASEAN Scholar and a Singapore Aerospace Scholar.

Ms. Li Hua, aged 53, joined the Group in 2009.

Ms. Li has been focusing on brand marketing and leading the brand operation from 1st March 2016 onwards. She is currently responsible for Arena business.

She has worked with Henkel, Reckitt Benckiser and Wacoal during her 25 years in sales and marketing in FMCG and sports/fashion industries.

Ms. Li graduated from Jilin Normal University with a bachelor degree in English Literature.

Mr. Mok Henry, aged 57, joined the Group in April 2004.

Mr. Mok was appointed Vice President in November 2012, and is currently overseeing the Group's branding business in China.

He is a retail industry veteran with over 25 years of experience in the general consumer, as well as tourism, retailing business. His past working experience included DFS Hong Kong Ltd., a LVMH company and Victoria Mall, a CKH Shopping Mall, Reebok China and JFT Holdings Ltd.

He holds a Bachelor of Science degree in Architecture from North East London Polytechnic (currently University of East London) in the United Kingdom.

黃強耀先生，49歲，於2015年6月加入本集團，現為PONY業務主管。

彼於不同產品類別（包括快速消費品及香水化妝品行業）之綜合管理、銷售與營銷及關鍵客戶管理方面擁有逾18年經驗。

黃先生畢業於新加坡國立大學，並獲得工學學士學位。彼曾獲東盟獎學金及新加坡航天獎學金。

李華女士，53歲，自2009年加入本集團。

李女士自二零一六年三月一日以來一直專注於品牌推廣，現負責Arena中國內地業務。

在彼25年之快速消費品及運動／時尚行業之銷售及營銷職業生涯中曾先後任職於Henkel、Reckitt Benckiser及Wacoal。

李女士畢業於吉林師範大學，並獲得英國文學學士學位。

莫子憲先生，57歲，於2004年4月加入本集團。

莫先生自2012年11月起出任本公司副總裁，現負責集團在中國內地品牌業務之營運管理。

他具有超過25年之傳統零售及旅遊零售的管理經驗，包括曾任職酷悅軒尼詩旗下之DFS免稅店集團、長江集團之商場業務、銳步中國及JFT（日本豐田服裝業務）等品牌零售商之經驗。

莫先生持有東北倫敦理工學院（現稱東倫敦大學）之建築理學士學位。

Mr. Ng Yat Man Daniel, aged 61, joined the Group in December, 2011.

Mr. Ng was appointed the Head of leasing of outlet mall division on 1 March 2015. He is responsible for high-end brand recruitment for the Group's outlet malls in PRC.

He is a seasoned retailer with over 34 years of experience accumulated from working with Foxtown, Golden Eagle Shopping Centre and Sogo (HK).

Mr. Ng attended management courses at Foxtown Outlets, Lugano, Switzerland.

Ms. Fung Kim Wan Ewim, aged 56 joined the Group on 1 July 2014.

Ms. Fung currently oversees the financial services business of the Group.

With over 32 years of experience in business administration, operational and customer relationship management, Ms. Fung has been one of the key management member of a leading tobacco and liquor company in Hong Kong, her main responsibilities include supervising and managing the distribution and duty-free business.

She graduated from the City College of Commerce in 1984 in the discipline of business studies.

吳逸民先生，61歲，於2011年12月加入本集團。

吳先生自2015年3月1日起調任為奧特萊斯部門的租務主管，負責國內高級品牌招商工作。

彼為一名具備超過34年零售業經驗的資深專才，曾任職於Foxtown、金鷹購物中心及崇光（香港）。

吳先生曾於瑞士盧加諾Foxtown Outlets修讀管理課程。

馮劍雲女士，56歲，於2014年7月1日加入本集團。

馮女士目前監管本集團之金融服務業務。

馮女士在業務管理、營運及客戶關係管理方面擁有逾32年經驗，為香港首屈一指的煙酒公司的其中一名主要管理人員，主要責任包括監督及管理分銷及免稅業務。

彼於1984年畢業於城市商科學院，主修商學。

Directors' Report

董事報告

The Directors are pleased to present the annual report and the audited consolidated financial statements for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

Symphony Holdings Limited (the "Company") was incorporated in Bermuda on 24 November 1993 as an exempted company with limited liability under the Companies Act 1981 of Bermuda and its shares have been listed on the Main Board of the Company's Stock Exchange of Hong Kong Limited since 1 March 1995. The address of the Company's registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong.

The Company is an investment holding company. The principal activities of the Group, comprising the Company and its subsidiaries, are mainly consist of (i) retailing and provision of sourcing services for branded apparel, swimwear and accessories and the newly acquired sourcing and trading of health supplement products through business combinations; (ii) development and management of "PONY" trademarks; (iii) property investment and holding; (iv) management and operation of outlet malls; (v) provision of financial services (including securities brokerage, margin financing, money lending, underwriting and placing of listed securities and financial consultancy services); and (vi) operation of duty-free shops.

The principal activities of the Company's principal subsidiaries are set out in Note 45 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group including the challenges faced and ways to tackle them together with a discussion of the Group's future development are provided in the Chairman's Statement. An analysis of the Group's performance during the year is included in the Operation Review. A description of the financial risks including but not limited to foreign currency risk, interest rate risk, credit risk, liquidity risk, equity price risk are found in Note 38(B) to the consolidated financial statements.

董事呈報截至2018年12月31日止年度的周年報告及經審核綜合財務報表。

主營業務

新禮集團有限公司(「本公司」)根據百慕達1981公司法於1993年11月24日在百慕達註冊成立為獲豁免有限責任公司。其股份自1995年3月1日於香港聯合交易所有限公司主板上市。本公司的註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。主要營業地點為香港北角英皇道510號港運大廈10樓。

本公司為一間投資控股公司。本公司及其附屬公司的主要業務為(i)品牌服裝、游泳服裝、配件及透過業務合併新收購的保健產品採購及貿易業務；(ii)發展及管理「PONY」商標；(iii)物業投資及持有物業；(iv)管理及經營奧特萊斯；(v)提供金融服務(包括證券經紀、保證金融資、放貸、包銷及配售上市證券及財務諮詢服務)；及(vi)經營免稅品店。

本公司主要附屬公司之主要經營業務載於綜合財務報表附註45內。

業務回顧

本集團的業務表現，包括面對的挑戰與對策及未來發展的討論載於主席報告。本集團於年內的業績分析可參閱業務回顧一節。此外，有關金融風險包括但不限於外幣、利率、信貸、流動資金及股本價格風險的說明載於綜合財務報表附註38(B)。

RESULTS AND FINAL DIVIDEND

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income on page 55 to 56 of the annual report.

No interim dividend was declared or paid during the year. For the year ended 31 December 2018, the Board recommends the payment of a final dividend of HKD0.012 per Share to the Shareholders (2017: HKD0.005 per Share), amounting to approximately HKD35,688,000 (2017: HKD14,810,000) in aggregate.

The proposed final dividend is expected to be paid on Monday, 15 July 2019 to Shareholders whose names appear on the Register of Members of the Company as at the close of business on Monday, 24 June 2019. The payment of dividend is subject to the approval of Shareholders at the Annual General Meeting to be held on Friday, 14 June 2019.

PROPERTY, PLANT AND EQUIPMENT

The Group's leasehold land and buildings were revalued at 31 December 2018. The revaluation resulted in a surplus of approximately HKD29,150,000 which was credited directly to the properties revaluation reserve.

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

INVESTMENT PROPERTIES

The Group's investment properties at 31 December 2018 were fair valued by an independent firm of professional property valuers base on comparable sales available in the market. The net increase in fair value of approximately HKD112,267,000 was credited directly to profit or loss.

Details of movements in the investment properties of the Group during the year are set out in Note 15 to the consolidated financial statements.

業績及期末股息

本集團截至2018年12月31日止年度的業績已載於本年報第55頁至第56頁的綜合損益表及綜合全面收益表。

年內，本公司並無宣派或派付中期股息。截至2018年12月31日止年度，董事會建議向股東派付期末股息每股0.012港元（2017年：每股0.005港元），約合共為35,688,000港元（2017年：14,810,000港元）。

建議的期末股息預計於2019年7月15日星期一派發予於2019年6月24日星期一營業時間結束時名列公司成員登記冊的股東。股息的派付須在於2019年6月14日星期五舉行的股東週年大會上經股東批准。

物業、廠房及設備

於2018年12月31日，本集團的租賃土地及樓宇已獲重新估值，重新估值錄得重估盈餘約29,150,000港元，並已直接計入物業重估儲備。

年內，本集團的物業、廠房及設備的調撥詳情已載於本綜合財務報表附註14。

投資物業

於2018年12月31日，本集團的投資物業已由一間獨立專業物業估值師公司按可得之可比較市場銷售準則進行公平價值重估，公平價值增加淨額約112,267,000港元已直接計入損益內。

本年度，本集團的投資物業變動詳情已載於本綜合財務報表附註15。

SHARE CAPITAL

Details of share capital of the Company are set out in Note 33 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

For the year ended 31 December 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

BONUS WARRANT

During the year, the qualifying shareholders of the Company exercised a total number of approximately 3,222,000 units of warrants at the exercise price HKD1.00 per warrant. As at 31 December 2018, approximately 536,452,735 warrants remained outstanding. Details are set out in Note 35 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company during the year are set out in Note 36 of the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The reserves of the Company available for distribution to shareholders as at 31 December 2018 were as follows:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Share premium	股份溢價	1,071,484	1,056,760
Contributed surplus	實繳盈餘	586,774	586,774
Retained profits	留存溢利	93,133	148,391
		<u>1,751,391</u>	<u>1,791,925</u>

股本

本公司股本變動詳情已載於本綜合財務報表附註33。

購買、出售或贖回本公司的已上市證券

截至2018年12月31日止年度，概無本公司或其任何附屬公司已購買、出售或贖回任何本公司的已上市證券。

認股權證

年內，本公司合資格股東以每認股權1.00港元之認股價行使共約3,222,000份認股權證，於2018年12月31日，約536,452,735份認股權證仍未行使。詳情載於綜合財務報表附註35。

儲備

年內本公司儲備變動詳情載於綜合財務報表附註36。

本公司可分配儲備

於2018年12月31日，本公司可分配予本公司股東的儲備如下：

Under the Companies Act 1981 of Bermuda (as amended), the balances in a company's contributed surplus and share premium accounts are available for distribution. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the assets of the Company would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The Company's share premium account may be applied to pay up unissued Shares to be issued to the Shareholders as fully paid bonus shares.

DIRECTORS

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

EXECUTIVE DIRECTORS:

Mr. Cheng Tun Nei (*Chairman & Chief Executive Officer*)
 Mr. Chan Kar Lee Gary
 Mr. Hong Kim Cheong
 (retired at the annual general meeting held on 8 June 2018)
 Mr. Lee Cheung Ming (appointed on 1 January 2019)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Shum Pui Kay
 Mr. Wah Wang Kei Jackie
 Mr. Chow Yu Chun Alexander

In accordance with the existing Bye-laws 87 and 88 of the Company, Mr. Chan Kar Lee Gary ("Mr. Chan") and Mr. Wah Wang Kei Jackie ("Mr. Wah") will retire as Directors by rotation and being eligible, both Mr. Chan and Mr. Wah offer themselves for re-election at the forthcoming Annual General Meeting.

None of the directors who is proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

按百慕達1981公司法(經修訂)·公司的實繳盈餘及股份溢價賬戶結餘均可供分配。惟倘有合理理由相信下列情況·公司將不能夠宣派或派付股息或以實繳盈餘進行分配:

- (a) 本公司不能夠或於派付股息後將不能夠償還已到期的債務;或
- (b) 本公司資產的可變現價值低於其負債及已發行股本與股份溢價賬的總和。

本公司之股份溢價賬可用作繳足將向股東發行作為繳足紅股之未發行股份。

董事

於本年度及截至本報告日止·董事為:

執行董事:

鄭盾尼先生(主席及首席執行官)
 陳嘉利先生
 方錦祥先生
 (於2018年6月8日舉行之股東週年大會退任)
 李長銘先生(於2019年1月1日獲委任)

獨立非執行董事:

沈培基先生
 華宏驥先生
 周宇俊先生

根據本公司細則第87及88條·陳嘉利先生(「陳先生」)及華宏驥先生(「華先生」)將輪值告退·陳先生及華先生將於應屆股東週年大會膺選並符合資格連任。

概無董事與本集團訂立於1年後屆滿或僱主不得於1年內於毋須作出賠償(法定賠償除外)下將其終止的任何服務合約。

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

As at 31 December 2018, the interests and short positions of the Directors and the chief executives and their associates of the Company in the shares, underlying shares and debentures of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Code"), were as follows:

LONG POSITIONS

Ordinary shares of HKD0.10 each in the Company:

Director	Notes	Beneficial owner	Number of ordinary shares held by 所持已發行普通股數量			Total number of ordinary shares	Percentage of the issued share capital of the Company 佔本公司 已發行 股本百分比
			Spouse and/or children under 18	Controlled corporation			
董事	附註	受益人	配偶及／或 18歲以下子女	控股企業	普通股總數量		
Cheng Tun Nei ("Mr. Cheng")	鄭盾尼(「鄭先生」)	1	40,570,000	-	1,069,830,000	1,110,400,000	37.34%
Chan Kar Lee Gary	陳嘉利		9,000,000	-	-	9,000,000	0.30%
Shum Pui Kay ("Mr. Shum")	沈培基(「沈先生」)	2	10,000,000	-	-	10,000,000	0.34%
Lee Cheung Ming ("Mr. Lee")	李長銘(「李先生」)	3	94,050,000	2,000,000	-	96,050,000	3.23%

Notes:

- Mr. Cheng owns the entire issued share capital of Goldsilk Capital Limited ("Goldsilk"). As at 31 December 2018, Goldsilk was directly interested in 1,069,830,000 Shares and 160,366,000 Warrants. Mr. Cheng was also directly interested in 40,570,000 Shares. He was thus deemed to be interested in 1,110,400,000 Shares and 160,366,000 Warrants.
- As at 31 December 2018, Mr. Shum Pui Kay beneficially owns 10,000,000 Shares and 2,350,000 Warrants.
- Mr. Lee was appointed as a director of the Company effective from 1st January 2019. Mr. Lee is directly interested in 94,050,000 Shares and 14,810,000 Warrants. He was deemed to be interested in 2,000,000 Shares and 114,000 Warrants held by his spouse. He was thus deemed to be interested in 96,050,000 Shares and 14,924,000 Warrants.

董事和主要行政人員的權益及於股份與相關股份的短倉

根據證券及期貨條例(「證券及期貨條例」)第352條規定備存的登記冊所載,或根據聯交所上市公司董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所,於2018年12月31日,本公司董事及主要行政人員及其等聯繫人士於本公司或其聯營企業的股份、相關股份及債券的權益或淡倉的載列如下:

長倉

本公司每股面值0.10港元的普通股份:

附註:

- 鄭先生持有Goldsilk Capital Limited(「Goldsilk」)全部已發行股本。於2018年12月31日,Gold silk直接持有1,069,830,000股股份及160,366,000份認股權證。鄭先生同時直接擁有40,570,000股股份,因此,他被視為持有1,110,400,000股股份及160,366,000份認股權證。
- 於2018年12月31日,沈先生實益持有10,000,000股股份及2,350,000份認股權證。
- 李先生於2019年1月1日獲委任為董事。李先生直接擁有94,050,000股股份及14,810,000份認股權證。他被視為於其配偶持有的2,000,000股股份及114,000份認股權證中擁有權益。因此,他被視為持有96,050,000股股份及14,924,000認股權證。

Save as disclosed above and in the section “Share Option Scheme”, none of the directors, chief executives nor their associates had any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2018.

ARRANGEMENTS TO PURCHASE OR REDEEM SHARES

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. In addition, the Company has not redeemed any of its shares during the year.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as the margin financing arrangement as disclosed under the heading of “Continuing Connected Transactions” from page 40 to 43 of the annual report, no Director had a material interest, either directly or indirectly, in any contract of significance to which the Company or any of its subsidiaries was a party subsisting during or at the end of the financial year under review.

DIRECTORS' REMUNERATION

Details of the directors' remuneration are set out in Note 11 to the consolidated financial statements.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or their respective close associates has any competing interests which need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

除上文及「購股權計劃」一節所述，於2018年12月31日，概無任何董事、主要行政人員或其等聯繫人士於本公司或任何聯營企業持有任何股份、相關股份或債券的任何權益或淡倉。

購買或贖回股份的安排

於本年度任何時間內，本公司或其任何附屬公司概無參與任何安排以使董事藉購入本公司或任何其他法人團體的股份或債券而獲得利益。另公司於年內未有贖回任何股份。

董事於重要合約的權益

除於本年度報告第40頁至第43頁「持續關連交易」標題項下所披露之保證金融資安排外，概無董事直接或間接於本公司或其任何附屬公司在年內或截至回顧年終所訂立對本集團業務而言屬重大之主要合約中享有重大權益。

董事薪酬

董事薪酬詳情載於綜合財務報表附註11。

董事於競爭性業務的權益

董事及其各自的緊密聯繫人士並無在任何競爭性業務中，擁有根據上市規則第8.10條規定須予披露的權益。

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force throughout the year.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, as at 31 December 2018, the following shareholders had notified the Company of their relevant interests and short positions in the issued share capital of the Company:

(1) LONG POSITIONS

Ordinary shares of HKD0.10 each of the Company

獲准許的彌償條文

本公司已就其董事獲准許的彌償條文（定義見香港條例第469條）現時及於本財政年度生效。

主要股東

根據證券及期貨條例第336條規定本公司備存的主要股東登記冊所載，公司獲悉股東於2018年12月31日持有本公司已發行股本之相關權益及淡倉如下：

(1) 長倉

本公司每股0.10港元的股份

Name of shareholder	Notes	Capacity	Number of issued ordinary shares held 已發行股份數量			Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
			Direct interests 直接權益	Deemed interests 被視為持有權益	Total interests 總權益	
Mr. Cheng 鄭先生	1	Beneficial owner and Interest of controlled corporation 受益人及受控企業	40,570,000	1,069,830,000	1,110,400,000	37.34%
Ms. Li Wa Hei ("Madam Li") 李華熙女士（「李女士」）	1	Spouse 配偶	-	1,110,400,000	1,110,400,000	37.34%
Goldsilk	1	Beneficial owner 受益人	1,069,830,000	-	1,069,830,000	35.97%
Or Ching Fai ("Mr. Or") 柯清輝先生（「柯先生」）	2	Beneficial owner and spouse 受益人及配偶	350,000,000	120,000,000	470,000,000	15.80%
Wong Lai Ning ("Madam Wong") 黃麗寧女士（「黃女士」）	2	Beneficial owner and spouse 受益人及配偶	-	470,000,000	470,000,000	15.80%

Notes:

1. Mr. Cheng owns the entire issued share capital of Goldsilk. As at 31 December 2018, Goldsilk was directly interested in 1,069,830,000 Shares and 160,366,000 Warrants. Mr. Cheng was also directly interested in 40,570,000 Shares. He was thus deemed to be interested in 1,110,400,000 Shares and 160,366,000 Warrants. Madam Li is the wife of Mr. Cheng and she was also deemed to be interested in 1,110,400,000 Shares and 160,366,000 Warrants.
2. As at 31 December 2018, Mr. Or was directly interested in 350,000,000 Shares and 70,000,000 Warrants. Mr. Or also held 120,000,000 Shares and 24,000,000 Warrants jointly with his spouse, Madam Wong. Therefore, Mr. Or and Madam Wong were deemed to be interested in 470,000,000 Shares and 94,000,000 Warrants.

(2) SHORT POSITIONS

The Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2018.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors independent.

CHARITABLE DONATIONS

During the year, the Group made charitable and other donations totalling approximately HKD30,300 (2017: HKD89,400).

EMOLUMENT POLICY

The Group's employee emolument policy is reviewed by the Board taking into account the qualifications, experience of the Group's employees and the market conditions.

The Group is committed to providing staff with a pleasant, safe and healthy working environment. Competitive remuneration package and share option incentive are provided to eligible employees.

附註：

1. 鄭先生持有Goldsilk全部已發行股本。於2018年12月31日，Goldsilk直接持有1,069,830,000股股份及160,366,000份認股權證。鄭先生同時直接擁有40,570,000股股份，因此，他被視為持有1,110,400,000股股份及160,366,000份認股權證。李女士為鄭先生的妻子，亦被視為持有1,110,400,000股股份及160,366,000份認股權證。
2. 截至2018年12月31日，柯先生直接持有350,000,000股股份及70,000,000份認股權證，其與配偶黃女士共同持有120,000,000股股份及24,000,000份認股權證。故此，柯先生及黃女士被視為各持有合共470,000,000股股份及94,000,000份認股權證。

(2) 短倉

於2018年12月31日，本公司概無獲通知任何其他本公司已發行股本的相關權益或淡倉。

委任獨立非執行董事

根據上市規則第3.13條規定，本公司已取得各本公司獨立非執行董事的年度確認書，以確定其獨立性。本公司相信所有獨立非執行董事均為獨立人士。

慈善捐款

於本年度，本集團作出的慈善及其他捐款合共約30,300港元（2017年：89,400港元）。

薪酬政策

本集團的僱員薪酬政策乃由董事會經考慮本集團員工的資歷、能力及市場情況而釐定及檢討。

本集團致力於為人才提供安全、舒適及健康的工作環境。本集團向合資格僱員提供有競爭力的薪酬待遇及購股權。

The emoluments of the directors of the Company are reviewed and recommended by the Remuneration Committee and approved by the Board, as authorised by shareholders at the annual general meeting, taking into account the operating results of the Company, individual performance and the market conditions.

The Remuneration Committee advises the Board on the emoluments of the directors and senior management. The Company has adopted share option scheme as incentive to directors and eligible employees, details of the Scheme are set out in Note 34 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision 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 existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2018.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 31 to 44 of this Annual Report.

SHAREHOLDERS' RIGHTS

Shareholders may convene a special general meeting in the following manner:

Shareholders holding not less than 10% of the paid up capital of the Company carrying the voting rights at general meetings of the Company shall at all times have the right, by written request to the Board or the company's secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such written request.

本公司董事的薪酬經薪酬委員會檢視及推薦予董事會，並乃由股東於股東週年大會授權並經考慮本公司經營業績、個人表現及市場情況而批准。

薪酬委員會就有關董事及高層管理人員的薪酬向董事會作出建議。本公司已採納一項購股權計劃，作為對董事及合資格僱員的獎勵措施，計劃詳情已載於本綜合財務報表附註34。

優先購股權

本公司公司細則、或百慕達法律均無刊載有關優先購股權條文，以規定本公司須按比例向現有股東提呈發售新股。

充足公眾持股量

截至2018年12月31日止年度，本公司一直維持充足公眾持股量。

企業管治

本公司的企業管治原則及實務已載於本年報第31頁至第44頁的企業管治報告中。

股東權益

股東可依以下途徑召開特別股東大會：

持有本公司不少於百份之十的本公司已繳足股本而可於本公司股東大會投票權的股東，可隨時向董事會或公司秘書提交書面要求，要求董事會召開股東特別大會，處理書面要求內事項。

MAJOR CUSTOMERS, SUPPLIERS AND DISTRIBUTORS

During the year, sales to the Group's five largest customers accounted for 13% of the total sales for the year and sales to the largest customer included therein amounted to 4%. The Group's five largest suppliers accounted for 86% of the Group's total purchases and amount which 66% is attribute to the largest supplier for the year.

The Group's largest supplier that accounts for 66% of the total purchases is Shanghai Descente. Shanghai Descente has appointed the Group's indirect non wholly-owned subsidiary Arena Shanghai to be its exclusive distributor for PRC from 2017 to 2021. Shanghai Descente is contractually bound to supply swimwear products to Arena Shanghai during the term of the distribution agreement. Further details relating to the joint venture are found in the Company's announcements dated 27 February 2017 and 22 March 2017.

To the best knowledge of the Directors, none of the Directors or any of their close associates or any shareholders who holds more than 5% of the Shares has any interests in the customers and suppliers disclosed above.

We are committed to offer a broad and diverse range of life-style, value-for-money, good quality products with our brand to our customers. We stay connected with our customers through maintaining VIP database, ongoing communications, telephone, emails, marketing materials and social media. Training are also provided to sales personnel to provide quality and value-added customer services.

In addition, the Group will continue to widen the customer base by utilizing and maximizing current network.

We have developed long-standing relationships with our vendors and take great care to ensure that they share our commitment to quality and ethics. We carefully select and assess our vendors through track record, experience, reputation, ability to provide quality products.

主要客戶，供應商和分銷商

於本年度內，向本集團五大客戶的銷售額佔本年度內總銷售額的13%，其中向最大客戶的銷售額佔4%。本集團五大供應商佔本年度內總採購量86%，其中最大供應商佔本年度總採購量66%。

佔本集團總採購量66%的最大供應商是上海迪桑特，上海迪桑特委任本集團之間接非全資擁有附屬公司阿瑞娜上海自2017年至2021年間為其中國獨家分銷商。上海迪桑特受合約約束，須於分銷協議的期限內向阿瑞娜上海供應游泳產品。有關合營企業詳情請見本公司於2017年2月27日及2017年3月22日之公告。

就董事所知，並無董事或彼等的聯繫人士或持有本公司普通股5%以上的任何股東於上文所披露的客戶和供應商擁有任何權益。

我們致力提供多元化、啟發靈感的、物有所值的品牌產品予我們的客戶。我們亦與客戶保持聯繫，通過維護VIP數據庫，電話、郵件、營銷材料及社交媒體等不同渠道與客戶保持溝通。我們亦提供培訓予其銷售人員，以提供優質及增值的客戶服務給我們的終端消費者。

此外，本集團將繼續利用已有的網絡拓展客戶基礎。

我們已與多家供應商建立長期的合作關係，並盡力確保其遵守我們對質素及道德的承諾。我們審慎挑選供應商，並評估其往績記錄、經驗、聲譽及生產高質素產品的能力。

We distribute certain products to end customers through third-party distributors. We work with our distributors like business partners and ensure that they also share our view for upholding brand value and customer services, specifically focusing on attracting and retaining customers in order to drive sales growth. We also monitor the financial position and repayment history of these distributors and their sales performance.

AUDITOR

The financial statements have been audited by BDO Limited who will retire, and being eligible, offer themselves for reappointment. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

CHAIRMAN

Cheng Tun Nei

Hong Kong, 15 March 2019

我們透過第三方分銷商向終端消費者分銷產品。我們與分銷商緊密合作開展業務，確保於提升我們的品牌價值及客戶服務方面，尤其是專注於吸引和維繫消費者促進銷售增長，達成一致觀點。我們亦會監督分銷商的財務狀況、支付記錄及其零售表現。

核數師

於年內，核數師為香港立信德豪會計師事務所有限公司。在應屆股東周年大會上將提呈決議案重聘香港立信德豪會計師事務所有限公司為本公司核數師。

代表董事會

主席

鄭盾尼

香港，2019年3月15日

Corporate Governance Report

企業管治報告

The Company firmly believes in the value and importance of achieving high standard of corporate governance through transparency, as well as effective risk and internal control system. With the merger and acquisition of new businesses, the governance system is constantly reviewed and meticulously re-assessed, by the Board to ensure that shareholders' and stakeholders' interests are safeguarded. The Company has adopted and complied with the CG Code throughout the year ended 31 December 2018, except for the deviation from code provisions A.2.1, A.4.1 and A.6.7 of CG Code.

The Board continues to monitor and review the Company's corporate governance practices and makes necessary changes at appropriate times. Under the code provision A.2.1, the roles of the Chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Cheng Tun Nei currently serves as both the Chairman and Chief Executive Officer of the Company. The Board is of the view that vesting the roles of both the chairman and chief executive on Mr. Cheng Tun Nei will provide the Group with strong and consistent leadership while permitting more effective and timely business planning and decision making process.

Under code provision A.4.1, non-executive Directors should be appointed for a specific term and are subject to re-election. All non-executive Directors of the Company are not appointed for specific term but are subject to retirement by rotation and re-election at annual general meeting in accordance with Bye-law 87 of the Bye-laws of the Company.

Mr. Hong Kim Cheong ("Mr. Hong") and Mr. Shum Pui Kay ("Mr. Shum") were not able to attend the Annual General Meeting of the Company held on 8th June 2018 due to other business commitments although code provision A.6.7 provides that the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders.

本公司確信透過透明度及有效的風險與內部監控系統貫徹良好企業管治的價值和其重要性。隨著併購新業務的發展，董事會不時就保障股東及其他持分者利益而重新持續地檢視及詳盡地重新評估有關管治機制。截至2018年12月31日止整個年度，本公司一直遵守企業管治守則，惟僅偏離企業管治守則的守則條文第A.2.1條、第A.4.1條及A.6.7條除外。

董事會將繼續監督及審視公司管治守則及不時於適當時間作出需要改動。根據守則條文第A.2.1條規定，主席及首席執行官之職責須有所區分，並不應由同一人出任。現時鄭盾尼先生同時擔任本公司主席及首席執行官之職務。由於本集團面對不時轉變之商業環境，董事會認為，賦予鄭盾尼先生主席及首席執行官之職責，可為本集團帶來強勢而貫徹之領導發展並更有效率及即時作出商務規劃及決定。

根據守則條文第A.4.1條規定，委任非執行董事須列明指定任期，並須予以重選連任。本公司全體非執行董事並無指定任期，惟本公司公司細則第87條訂明，董事須於股東週年大會上輪值告退及重選連任。

方錦祥先生（「方先生」）及沈培基先生（「沈先生」），因其他事務未能出席於2018年6月8日舉行的股東週年大會雖然守則條文第A.6.7條規定獨立非執行董事及其他非執行董事應出席股東大會，以對股東的意見有公正的了解。

BOARD OF DIRECTORS

The Board is responsible for leading, directing and supervising the Group's affairs to enable the long term success of the Group. It sets strategic objectives with focus on value creation and risk management. It also ensures the adequacy of resources, staff qualifications and experience for achieving internal control and ensure transparency.

As at 31 December 2018, the Board consisted of 5 Directors (including the Chairman of the Board), amongst which two are executive Directors and the remaining three are independent non-executive Directors. An additional executive director was appointed on 1st January 2019. As at the date of this report, the total number of board members is six and the total number of executive directors is three.

Executive directors are involved in the day-to-day operations of the businesses. Independent non-executive directors ("INEDs") are involved in scrutinizing the Group's performance in achieving agreed corporate goals and objectives and monitor performance reporting. As they are not involved in the daily management of the Group, INEDs bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. Their presence help to enhance the Board's balance of skills, experience and diversity of perspectives.

Board diversity is achieved through skills, professional or industry knowledge and experience, age, cultural and educational background, age, race, technical skills and experience. The Company will develop diversity based on its own business model and specific needs from time to time.

The Company has received, from each of the INEDs, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all INEDs independent.

The Board has delegated the authority and responsibility for implementing business strategy and managing day-to-day administration and operations of the Group's business to the Chief Operating Officer and the senior management. While granting management with substantial autonomy to run and develop the business, the Board is proactive in reviewing the results of the delegated functions and work tasks on an ongoing basis.

董事會

董事會的職責包括引導、指引及監察集團的事務、確保集團長遠取得成功。亦制定戰略目標、針對價值創造及風險管理。同時確保資源充足、員工資歷及經驗符合內部監控及透明度要求。

於2018年12月31日，董事會由5名董事組成（包括董事會主席），當中2位為執行董事，餘下3位則為獨立非執行董事。一名執行董事於2019年1月1日被委任。直至本年報日，董事局總人數為六名而執行董事共三名。

執行董事參與集團日常運作。獨立非執行董事參與監察集團在實現既定企業目的及目標的表現，並監督相關匯報。由於獨立非執行董事不參與集團日常運作，他們在涉及策略、政策、公司表現、問責性、資源、主要委任及操守準則等事宜上，提供獨立意見。他們強化董事會成員在技巧、經驗及多元觀點方面的組合。

透過技巧、專業及行業知識及經驗，年齡，文化及教育背景、種族、專業技能及經驗，達至董事會多元化。本公司亦將不時根據本身的業務模式及特定需要去發展多元化。

本公司已獲各獨立非執行董事根據上市規則第3.13條規定就其等的獨立性發出的年度確認函，故相信其等均為獨立人士。

董事會已將本集團的業務策略之執行、日常管理及營運權力及職責交由首席營運官及高層管理人員負責。於營運及業務發展方面，管理層獲授予重大的自主權，董事會主動定期對該等授權及工作任務的成效進行持續檢討。

Every newly appointed director will receive briefing and professional development so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates and presentation on the business development of the Group. The Directors are regularly briefed on the latest development of the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. All directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills.

To enable them to be kept abreast of the latest changes in the business, legal and regulatory environment in which the Group conducts its business, the Company provides continuous professional training to Directors through circulating Hong Kong Stock Exchange updates to Directors.

每名新委任之董事將獲得簡報及專業發展以確保其對本集團的業務及其在上市規則及相關法定及監管規定下的職責及責任均有適當的理解。

本公司亦定期提供有關本集團業務發展的最新資料及介紹，董事定期獲簡報有關上市規則的最新發展及其他適用的法定規定之最新發展以確保遵守及維持良好的企業管治常規，此外，本公司一直鼓勵董事參與持續專業發展，以發展和更新他們的知識和技能。

本公司透過傳閱香港聯交所的更新，讓董事掌握本集團經營業務有關的商務、法律與規管環境的最新變化。

Directors

董事

Type of
CPD programme*
專業發展培訓
的課程種類*

Executive Directors

Cheng Tun Nei
Chan Kar Lee Gary
Lee Cheung Ming

執行董事

鄭盾尼
陳嘉利
李長銘

✓
✓
✓

Independent Non-executive Directors

Shum Pui Kay
Wah Wang Kei Jackie
Chow Yu Chun Alexander

獨立非執行董事

沈培基
華宏驥
周宇俊

✓
✓
✓

* including: new director's induction, briefings from business units, regular information updates, reading materials relating to regulatory updates and business visits.

* 包括新董事就職培訓、業務單位的匯報、定期更新的資訊、閱讀有關法例的最新資料及商務探訪。

All Directors have full, timely and direct access to the services and advice from the company secretary of the Company.

全體董事均可全面、即時及直接向本公司的公司秘書取得協助及建議。

During the year, the Board conducted 4 meetings, attendance of the Directors at the board meetings and general meetings is set out as follows:—

於本回顧年度，董事會共召開4次會議，董事於董事會及股東週年大會的會議出席紀錄如下表：—

Directors 董事		Number of meetings attended 出席會議之次數	
		Board 董事會	Annual General Meeting 股東週年大會
Executive Directors 執行董事			
Cheng Tun Nei	鄭盾尼	4/4	1/1
Chan Kar Lee Gary	陳嘉利	4/4	1/1
Hong Kim Cheong ¹	方錦祥	1/4	0/1
Lee Cheung Ming ²	李長銘	N/A 不適用	N/A 不適用
Independent Non-executive Directors 獨立非執行董事			
Shum Pui Kay	沈培基	4/4	1/1
Wah Wang Kei Jackie	華宏驥	4/4	1/1
Chow Yu Chun Alexander	周宇俊	4/4	1/1

¹ Mr. Hong Kim Cheong retired on 8 June 2018.

¹ 方錦祥先生於2018年6月8日退任。

² Mr. Lee Cheung Ming was appointed on 1 January 2019.

² 李長銘先生於2019年1月1日獲委任。

COMPANY SECRETARY

Ms. Chow So Ying Anna, the company secretary of the Company, is a full time employee of the Group. She reports to the Chairman of the Company. She has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. Her biographical details are set out on page 17 of the annual report.

公司秘書

本公司之公司秘書周素瑛女士為本集團之全職僱員。周女士向本公司主席及董事總經理匯報。公司秘書已妥為遵守上市規則第3.29條下之相關專業培訓規定。公司秘書之詳細履歷載於本年度報告第17頁。

The Board delegates the responsibility for performing corporate governance duties to the board committees. The core committees of the Board are nomination, audit and remuneration committees. The chair seat of the audit and remuneration committees are currently held by an INED. Majority members of the three committees are INEDs.

董事會將履行企業管治職責授予董事委員會。董事會轄下的核心委員會有提名、審核及薪酬委員會。審核及薪酬委員會的主席現時為獨立非執行董事。三個委員會的大多數成員為獨立非執行董事。

REMUNERATION COMMITTEE

The remuneration committee of the Company (“Remuneration Committee”) was set up for the purpose of advising the Board on and reviewing the remuneration of the Board and senior management. The aim is to motivate, retain and attract the best talents for the Group so as to maximize shareholder value.

Remuneration package is performance-based and the recommended remuneration package includes salaries, discretionary bonus and share options. During the year under review, the Remuneration Committee reviewed and considered the remuneration packages of the Directors, taking into account the experience, qualifications, business performance, market practices and competitive market conditions. Non-executive Directors are compensated with the aim to fairly represent their efforts and time dedicated to the Board.

MEMBERS OF REMUNERATION COMMITTEE

Mr. Wah Wang Kei Jackie (*Chairman*)
Mr. Shum Pui Kay
Mr. Chow Yu Chun Alexander

AUDIT COMMITTEE

The audit committee of the Company (“Audit Committee”) was established with specific written terms of reference. The Audit Committee oversees the audit process and provides an independent review of the effectiveness of the financial reporting process and the internal control procedures.

For the year ended 31 December 2018, the Audit Committee met in March and August to review with the Chief Financial Officer, the external auditor and senior management the interim and annual results of the Group. During those meetings, the accounting principles and practices being adopted together with auditing and financial reporting matters were considered. The terms of reference of the Audit Committee were also revised in compliance with the amended Listing Rules.

薪酬委員會

本公司薪酬委員會的成立，旨在向董事會建議及檢討所有董事與高級管理層的薪酬福利政策，目的以助集團激勵、挽留及吸納最優秀的人才，為股東創造最大價值。

薪酬待遇乃按個別人士的表現而釐定，建議的薪酬待遇包括工資、酌情考慮之花紅及購股權。於本回顧年度，薪酬委員會探討並考量董事的待遇。參考經驗、資歷、業績表現、市場慣例及市場競爭情況，薪酬委員會向董事會建議各董事的福利待遇。非執行董事的酬金旨在合理公平地反映其等在董事會所付出的貢獻及時間。

薪酬委員會成員

華宏驥先生 (*主席*)
沈培基先生
周宇俊先生

審核委員會

本公司審核委員會書面制定其職權範圍。審核委員會主要負責監管審計程序，並對財務報告及內部監控程序的成效提供獨立檢討。

截至2018年12月31日止年度，審核委員會於3月及8月與首席財務官、外聘核數師和高級管理層審閱本集團的中期及全年業績。該會議期間，審議了現時採用的會計原則和慣例以及審計和財務報告事宜。審核委員會之職權範圍亦已根據上市規則的修訂進行修改。

An independent internal audit service provider also reviewed the risk management and internal control systems of the Group for the year ended 31 December 2018. No material findings had been identified.

MEMBERS OF AUDIT COMMITTEE

Mr. Chow Yu Chun Alexander (*Chairman*)
Mr. Shum Pui Kay
Mr. Wah Wang Kei Jackie

NOMINATION COMMITTEE

The nomination committee of the Company (“Nomination Committee”) is made up of three Directors, out of which 2 are INEDs. The key role of the Nomination Committee is recruitment of board members. It evaluates and assesses the optimal composition of the Board, taking into account the Group’s strategies and objectives. Apart from making recommendations on the proposed changes to the Board, assessing the independence of INEDs, making recommendation to the Board for the appointment or re-appointment of Directors, the Nomination Committee is mindful of the need to refresh the Board regularly to avoid entrenchment and attract fresh thinking.

MEMBERS OF NOMINATION COMMITTEE

Mr. Cheng Tun Nei (*Chairman*)
Mr. Shum Pui Kay
Mr. Wah Wang Kei Jackie

一名獨立內部審核服務供應商已檢討本公司於截至2018年12月31日年度之風險管理及內部監控系統，並無識別有任何重大發現。

審核委員會成員

周宇俊先生 (*主席*)
沈培基先生
華宏驥先生

提名委員會

本公司提名委員會有3名成員，其中2位乃獨立非執行董事，已書面制定其職權範圍。提名委員會的主要職責是招聘董事會成員，亦同時按集團的既定策略及目標，評核及評估董事會成員的最佳組合。除了向董事局建議董事變更，評核非執行董事的獨立性，提名委員會亦注意定期更新董事會成員組合的需要，避免個別成員長期盤踞的現象，並令董事會能吸引新的思維。

提名委員會成員

鄭盾尼先生 (*主席*)
沈培基先生
華宏驥先生

BOARD/COMMITTEES MEETINGS AND MINUTES

During the year under review, management provided information to the Board members in a timely manner to keep them abreast of the latest developments of the Company. The attendance of individual members of the Board and other Board Committee meetings during the financial year ended 31 December 2018 is set out in the table below:

Directors 董事		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Director Cheng Tun Nei	執行董事 鄭盾尼	N/A	N/A	1/1
Independent Non-executive Directors Shum Pui Kay	獨立非執行董事 沈培基	2/2	2/2	1/1
Wah Wang Kei Jackie	華宏驥	2/2	2/2	1/1
Chow Yu Chun Alexander	周宇俊	2/2	2/2	N/A

Minutes of the Board meetings and Board Committees meetings have been recorded. Draft and final versions of minutes of the Board and other Board Committees were circulated to all Directors or Committees members for comments within a reasonable time after the meeting.

NOMINATION OF DIRECTORS

Under the Bye-laws, one-third of the Directors (including INEDs) must retire, from office by rotation and every Director shall be subject to retirement by rotation at least once every three years. The retiring Director shall be eligible for re-election at each annual general meeting. Mr. Chan Kar Lee Gary ("Mr. Chan") and Mr. Wah Wang Kei Jackie ("Mr. Wah") will retire and being eligible, both Mr. Chan and Mr. Wah offer themselves for re-election at the forthcoming annual general meeting.

Details of the biographies of Mr. Chan and Mr. Wah are set out in the circular to be sent to the Shareholders.

董事會／委員會會議及會議紀錄

於本回顧年度，管理層已適時向董事會成員提供資料，使其等能掌握本公司的最新發展。截至2018年12月31日止財政年度，各董事會及其他委員會成員的會議出席紀錄如下表：

董事會及委員會的會議已備充份紀錄。會議紀錄的草稿及最終版本均已於會議後的合理時間內寄發予所有董事或委員會成員傳閱及評論。

董事提名

根據公司細則，三分之一董事（包括獨立非執行董事）必須輪值告退而每位董事最少三年一次須輪值告退。告退董事可於每年股東週年大會准予重選。陳嘉利先生（「陳先生」）及華宏驥先生（「華先生」）將會於應屆股東週年大會輪值告退並符合資格重選連任。

陳先生及華先生的履歷詳情已載於本公司將派發予股東的通函內。

CORPORATE GOVERNANCE, INTERNAL CONTROL, GROUP RISK MANAGEMENT

Risk identification and control is the Board's responsibility. When the Board pursues the Group's long term strategic objectives, it also deals with internal control issues including the Group's risk appetite, risk and return trade-offs, risk management and control systems.

Procedures are designed to identify and manage risks that might adversely impact the Group's business operations. Through the establishment of policies and internal guidelines such as the approval of detailed operational and financial reports, budgets and plans provided by the management of the business operations; inhouse code for the approval and control of expenditures; periodic review of actual results against budget or forecast; annual review by the Audit Committee of the ongoing work of the Group's internal audit and risk management functions, the effectiveness of the internal control systems is ensured. An independent service provider was appointed in March 2016 to assist the Board to monitor the effectiveness of the risk management and internal control system of the Group. The service provider performed annual risk management and internal control review of the procedures, systems and controls of the Company in accordance with "Internal Control Integrated Framework". A Risk Management and Internal Control Review Report was submitted to the Audit Committee and the Board on a half-yearly basis so that remedial actions can be taken by formalizing management policies to manage risk in a systematic manner.

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those with significant impact on the Group. As far as the Company is aware of, the Group has complied, in material respect, with the relevant rules and regulations promulgated by the relevant regulatory bodies to which the Group operates its business in and holds the relevant required licences for conducting certain licensed activities.

企業管治、內部監管、集團風險管理

辨識及控制風險乃董事會的責任。當董事會朝集團的長期戰略目標進發時，同時處理內部監控事宜，包括集團的風險承受能力、風險回報權衡、風險管理及內部監控系統等。

透過制訂政策和程序以識別與管理可能對本集團實現業務目標有不利影響的風險。透過以下的程序及政策評估及管理風險：包括審批業務管理層提交的詳盡營運與財務報告、預算和業務計劃；內部守則審批及控制開支；按預算審閱實際業績；由審核委員會年度審閱本集團內部審核與風險管理職能的持續工作，內部監控制度的足夠性得以確保。一名獨立服務供應商已於2016年3月獲委任，以協助董事會監察本集團風險管理及內部監控系統的有效性。該服務供應商每年就本公司的程序、系統及監控根據「內部控制整合性架構」進行年度風險管理及內部監控檢討。風險管理及內部監控審核報告已按半年度基準提交予審核委員會及董事會，以便規範管理政策以系統方式管理風險採取適當後續行動。

本集團已制定合規程序，以確保遵守（尤其是）對其產生重大影響之適用法例、規則及法規。據本公司所知，本集團已遵守，於重大層面，由其業務營運所在地的相關機構頒佈的相關規則及法規並持有進行若干受規管活動所需的牌照。

AUDITOR'S REMUNERATION

A summary of remuneration paid to the external auditor of the Company, BDO Limited, for audit services and non-audit services for the financial year ended 31 December 2018 is as follows:

		2018 HKD'000 千港元
Nature of services	服務性質	
Audit services	審計服務	2,000
Non-audit services	非審計服務	333

The Group's external auditor is BDO Limited, their independence is a fundamental governance principle.

The lead audit partner of BDO Limited is subject to rotation every seven years pursuant to the Independent Federation of Accounts rules on independence of external auditors. As part of the rotation, the current lead audit partner was first appointed for the 2017 financial year end audit.

SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, each of them confirmed his compliance with the required standard set out in the Model Code for the financial year ended 31 December 2018. Relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code.

核數師酬金

截至2018年12月31日止的財政年度，付予本公司獨立核數師香港立信德豪會計師事務所有限公司所提供的審核服務及非審核服務的酬金綜合如下：

集團的外部審計師是香港立信德豪會計師事務所有限公司，他們的獨立性是作為管治的基本原則。

香港立信德豪會計師事務所有限公司的主要審計合伙人根據獨立會計聯會中就外部審計師的獨立性的規定每七年輪值告退，作為輪值告退其中一部分，目前的主要審計合伙人於2017財務年度審計中被首次委任。

證券交易

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）經向全體董事作出具體查詢後，各董事確認，彼等於截至2018年12月31日止年度內一直遵守標準守則所載之標準規定。可能擁有關於本集團尚未公開之股價敏感資料之有關僱員，同樣須遵守書面指引，其內容不比標準守則寬鬆。

DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

With the assistance of the finance department, the Directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2018 and confirm that the financial statements contained herein give a true and fair view of the results and state of affairs of the Group for the period under review. The Directors consider that the financial statements have been prepared in conformity with the statutory requirements and the applicable accounting standards.

Further discussion and analysis of the Group's performance can be found in the Operation Review section of this annual report from page 9 to 13. Further explanation as to how the Company generates or preserves value over the longer term and the strategy for delivering the Company's objectives is found in the Chairman's Statement from page 3 to 7.

To maintain and promote better and effective control within the Group, the Directors have reviewed the soundness, adequacy and application of accounting, financial and other controls of the Company.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2018, the Group entered into the following disclosed connected transactions with its connected persons:

- (i) under a margin financing agreement collectively signed by Mr. Cheng Tun Nei a director of the Company, Goldsilk Capital Limited (a company wholly-owned by Mr. Cheng) and the subsidiary of the Company on 31 December 2018, the aggregate margin financing loan facility was set at HKD10,000,000 for term of three years; and
- (ii) under a margin financing agreement signed by Ms. Fung Kim Wan Ewim, a director of the subsidiary of the Company and the subsidiary of the Company on 31 December 2018, the aggregate margin financing loan facility was set at HKD10,000,000 for term of three years.

董事對財務報表之責任

在財務部之協助下，董事確知悉彼等就編製本集團截至2018年12月31日止年度財務報表的責任，並確認本報告所載的財務報表真實公平地反映本集團於回顧期間的業績及事務狀況。董事認為，財務報表乃按照法規及適用會計準則而編製。

有關本集團表現的進一步的討論與分析請見本報告第9頁至第13頁的業務回顧一節。而有關本公司如何對長遠產生或保留價值的基礎及實現本公司所立目標之策略的敘述請見第3頁至第7頁的主席報告一節。

為確保本集團內維持及促進良好有效的監控，董事已審閱本公司對會計、財務及其他監控之穩建性、足夠性及運用性。

持續關連交易

於截至2018年12月31日止年度，本集團與其關連人士訂立以下已披露關連交易：

- (i) 根據本公司董事鄭盾尼先生、鄭先生全資擁有之公司Goldsilk Capital Limited及本公司之附屬公司於2018年12月31日共同簽訂之保證金融資協議，保證金融資貸款總融資額度定為10,000,000港元，為期三年；及
- (ii) 根據本公司一間附屬公司之董事馮劍雲女士與本公司之附屬公司於2018年12月31日簽訂之保證金融資協議，保證金融資貸款總融資額度定為10,000,000港元，為期三年。

The transactions adhere to the Margin Financing Policy of China Rise Securities Assets Management Company Limited, which is defined as per guidance from the Securities & Futures Commission. All transactions (including but not limited to exposure limit, margin loan outstanding) are subject to review and monitoring on a daily basis by credit, Compliance & Responsible Officer, whereby margin calls if any shall be followed up with remedial action accordingly.

- (iii) On 27 February 2017, Arena Shanghai Industrial Co. Limited (“Arena Shanghai”), Shanghai Descente Commercial Co. Ltd (“Shanghai Descente”), Descente Ltd. (“Descente”) and the Company entered into an agreement for a joint venture (“JV agreement”), which includes the distribution agreement (“Distribution Agreement”) pursuant to which Shanghai Descente appointed Arena Shanghai as its exclusive distributor for the sale and distribution of swimwear and other sportswear, shoes and related accessories (“Products”) in the People’s Republic of China (“PRC”).

After execution of the JV Agreement and the Distribution Agreement, Shanghai Descente was issued 30% of the equity interest of Arena Shanghai and thus became a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules. Thus, the transactions entered into between Arena Shanghai with Shanghai Descente pursuant to the Distribution Agreement became continuing connected transactions of the Company under the Listing Rules.

The term of the Distribution Agreement commenced on 27 February 2017 and would end on 31 December 2021 (both days inclusive) (“Term”). During the Term, Arena Shanghai is required to make minimum purchases in each contract year.

該等交易遵循華晉證券資產管理有限公司之保證金融資政策（乃按照證券及期貨事務監察委員會之指引界定）。所有交易（包括但不限於風險限額、未償還保證金貸款）須接受信貸、合規及負責人員每日進行之檢討及監測，其中保證金催繳（如有）應予以跟進，並相應採取補救行動。

- (iii) 於2017年2月27日，阿瑞娜（上海）實業有限公司（「阿瑞娜上海」）、上海迪桑特商業有限公司（「上海迪桑特」）、迪桑特有限公司（「迪桑特」）與本公司就成立合營企業訂立協議（「合營企業協議」），其中包括分銷協議（「分銷協議」），據此，上海迪桑特委任阿瑞娜上海為其獨家分銷商，於中華人民共和國（「中國」）銷售及分銷游泳服裝及其他運動服裝、鞋及相關配飾（「該產品」）。

於簽署合營企業協議及分銷協議後，上海迪桑特獲發行阿瑞娜上海30%股權，故現為上市規則第14A章下於本公司附屬公司層面之關連人士。因此，阿瑞娜上海與上海迪桑特根據分銷協議訂立之交易構成上市規則下本公司的持續關連交易。

分銷協議的年期將自2017年2月27日起至2021年12月31日止（包括首尾兩日）（「年期」）。於年內，阿瑞娜上海須於每個合同年度作出最低購貨金額。

On 31st December 2017 an agreement supplemental to the Distribution Agreement was entered into, revising the annual caps under the Distribution Agreement. The revised annual caps of each of the contract year during the Term would become: RMB130,053,000 (2017), RMB136,312,500 (2018), RMB146,221,500 (2019), RMB180,919,500 (2020), RMB200,104,500 (2021).

The revised annual caps were determined by reference to the demand for swimwear products in PRC market, in both wholesale and retail business taking into account multiple distribution channels online and offline, which was higher than originally expected at the time of executing the Distribution Agreement. It was further expected that the demand for Japanese-branded swimwear products is likely to increase due to Tokyo Olympics in 2020.

The price payable by Arena Shanghai for products under the Distribution Agreement is determined on a “cost-plus” basis on which Arena Shanghai’s purchase price is equal to the landed cost of the goods purchased (including any port fees, taxes, custom duties that may apply) multiplied by a factor of 1.41. As the Company have previously been appointed China distributors for various international brands over the past years, the Company possesses relevant industry and business experience and has determined that procedures for reviewing and approving price lists or guidelines are not necessary.

In determining whether pricing basis is on terms no less favourable than the terms from independent third parties, the Company has taken into account and conducted comparison based upon (a) previous licensing and distribution agreements with other sports brands; (b) sourcing cost of the raw material and the production scale of the Products; (c) quality of the Products as some of them were imported from Japan direct; and (d) pricing basis of existing licensees of the Company’s owned sports brands.

The transactions are reviewed and monitored by designated internal team.

於2017年12月31日一份有關分銷協議的補充協議已簽訂，以修訂分銷協議項下的年度上限。年期內每個合同年度之經修訂年度上限將為：人民幣130,053,000元（2017年）、人民幣136,312,500元（2018年）、人民幣146,221,500元（2019年）、人民幣180,919,500元（2020年）、人民幣200,104,500元（2021年）。

經修訂年度上限經參考游泳服裝產品於中國市場之批發及零售需求，考慮多重線上及線下之分銷渠道需求較於簽訂分銷協議時原本預期為高後釐定。進一步預期日本品牌之游泳服裝產品需求有可能因2020年東京奧運會而增加。

阿瑞娜上海根據分銷協議應付該產品之價格按「成本加」基準釐定，據此阿瑞娜上海之購買價為所購買產品之到岸成本（包括可能適用之港口費用、稅款、關稅）乘以1.41係數。由於本公司過往數年曾就多個國際品牌委任中國分銷商，本公司具有相關行業及業務經營，並認定審核及批准價單之程序或指引為不必要。

在釐定定價基準是否不遜於獨立第三方所提供之條款時，本公司已基於(a)過往與其他體育品牌訂立之特許及分銷協議；(b)原材料之採購成本及該產品之生產規模；(c)該產品之質素，原因為部分產品乃直接從日本進口；及(d)本公司自營體育品牌現有獲許可人之定價基準，進行考慮及比較。

該等交易乃由內部指定團隊進行審核及監督。

The independent non-executive directors of the Company believed that the above continuing connected transactions have been entered into:–

- (a) in the ordinary and usual course of business of the Company;
- (b) on normal commercial terms; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

BDO Limited, the Company's auditor, was engaged to report on the Group's disclosed continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "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 Limited has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

SHAREHOLDERS' COMMUNICATION

The Board recognises the importance of maintaining an effective two-way communication with its stakeholders. Designated members of the management meet with institutional investors on an on-going basis providing them with the latest and comprehensive information about the corporate developments of the Group. In addition, stakeholders can click into the Company's website (www.symphonyholdings.com) to obtain updated information in a timely manner.

本公司獨立非執行董事相信以上持續關連交易：—

- (a) 在本公司一般及日常業務過程中訂立；
- (b) 按正常商業條款訂立；及
- (c) 按屬公平合理並符合股東之整體利益之條款根據監管該交易之協議訂立。

本公司核數師香港立信德豪會計師事務所有限公司已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號（經修訂）「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的已披露持續關連交易作出報告。香港立信德豪會計師事務所有限公司已發出無保留意見函件，當中載有其對本集團按照上市規則第14A.56條於上文披露之持續關連交易的發現及結論。核數師函件已送呈聯交所。

股東通訊

本集團認同跟其持份者維持雙向溝通的重要性，並會指派管理人員定期與企業投資者會面，向其等提供本集團的最新消息及企業發展的全面資訊。除此以外，持份者可利用本公司網址 www.symphonyholdings.com 查詢本集團最新資訊。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group realises the importance of environmental protection in pursuing long-term sustainability. In particular, the Group promotes water and energy saving, recycling of materials at our headquarters such as putting up notices in the restrooms and pantry reminding staff members to save water, switching off idle lightings, air-conditioning and electrical appliances. The Group also encourages the use of recycle papers and doubled sided printing. The Group is committed to improving environmental sustainability and will closely monitor the performance. In accordance with Rule 13.91 of and Appendix 27 to the Listing Rules, the Company's Environmental, Social and Governance Report will be available on its website within three months from the publication of this annual report.

DIVIDEND POLICY

The Company aims to provide consistent increases in dividends, linked to the earning performance of its business. The Board takes into account the Company's future business funding need and the Company's financial position when deciding the dividend amount to be paid.

Dividends are normally paid out once per year.

Shareholders who fail to receive their dividend warrant should notify the Company's Share Registrar by writing to them or complete a form which can be downloaded from the Share Registrar's website. A replacement dividend warrant or replacement dividend cheque will be sent to shareholders around 4 weeks from the date the Company's Share Registrar receive shareholders' notification of non-receipt of dividend warrants.

環境政策及表現

本集團意識到環境保護對追求長遠持續發展的重要性。尤其是，本集團於總部推廣珍惜用水、節能及回收材料，如在洗手間及職員休息室張貼告示，提示同事節約用水。關掉閒置照明設備、空調及電器。本集團亦鼓勵於印刷及影印時使用環保紙及將紙張雙面使用。本集團致力於提高環境方面的可持續發展並將密切監察表現。根據上市規則第13.91條及附錄27，本公司的環境、社會及管治報告將於本年報刊發後三個月內登載於其網站。

股息政策

本公司的政策是提供股息的持續增長，與其業務的基本盈利表現掛鉤。同時董事會在考慮派發股息時，須考慮本公司的未來業務的資金需求及公司財務狀況。

本公司通常每年支付一次股息。

未能收到股息單的股東應通過書面通知或填寫可從公司股份過戶處網站下載的表格通知公司股份過戶處。公司股份過戶處收到未收到股息單的通知之日起4週內，將發送替代股息單或替代股息支票。

Independent Auditor's Report

獨立核數師報告



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TO THE MEMBERS OF SYMPHONY HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

致新豐集團有限公司股東

(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Symphony Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 55 to 298, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

本核數師行已完成審核新豐集團有限公司（「貴公司」）及其附屬公司（以下合稱「貴集團」）載於第55頁至第298頁的綜合財務報表。此綜合財務報表包括2018年12月31日的綜合財務狀況表，與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本核數師認為，此綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）真實而公平地反映貴集團於2018年12月31日的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，並已符合香港《公司條例》的披露要求妥為編製。

意見基礎

本核數師已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核。根據該等準則，本核數師的責任於本報告「核數師就審計綜合財務報表之責任」一節中進一步詳述。根據香港會計師公會之專業會計師道德守則（「該守則」），本核數師獨立於貴集團，並已遵循該守則履行其他道德責任。本核數師相信，本核數師所獲得之審核憑證能充足及適當地為本核數師的意見提供基礎。

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.

FAIR VALUE OF INVESTMENT PROPERTIES, LEASEHOLD LAND AND BUILDINGS AND BUILDINGS CLASSIFIED AS LEVEL 3 RECURRING FAIR VALUE MEASUREMENT

Refer to Notes 14 and 15 to the consolidated financial statements and the accounting policies on pages 110 and 113 respectively.

As at 31 December 2018, the Group's investment properties, leasehold land and buildings and buildings classified as property, plant and equipment with carrying amounts of approximately HKD1,319,475,000, HKD299,780,000 and HKD331,295,000 respectively (2017: HKD1,365,656,000, HKD284,400,000 and HKD339,806,000 respectively) were measured at their fair values. These fair value measurements were classified as level 3 recurring fair value measurement for which the inputs used for determining the fair value were not largely based on observable market data.

Independent external valuations were obtained from independent firm of professional property valuers to support the fair value estimations.

Valuations of investment properties were determined by two separate methodologies, including direct comparison approach for Shenyang, Beijing, Shanghai, Chongqing and Hong Kong properties and capitalisation of rental receivables approach for Hong Kong properties, which required significant judgement by taking into account of the properties characteristics, such as location, size, time, floor, size, age and quality of comparable transactions for Shenyang, Beijing, Shanghai, Chongqing and Hong Kong properties, and expected rental growth rate, term yield, reversionary yield and market rent for Hong Kong properties respectively.

關鍵審計事項

根據本核數師的專業判斷，關鍵審計事項為本核數師審計本期綜合財務報表中最為重要的事項。該等事項乃於本核數師審計整體綜合財務報表及達成本核數師對其的意見時進行處理，而本核數師不會對該等事項提供單獨的意見。

分類為第三級經常性公平價值計量之投資物業、租賃土地及樓宇及樓宇的公平價值

分別參閱綜合財務報表附註14及15以及第110及113頁的會計政策。

於2018年12月31日，貴集團投資物業、租賃土地及樓宇及分類為物業、廠房及設備的樓宇賬面值分別約為1,319,475,000港元、299,780,000港元及331,295,000港元（2017年：分別為1,365,656,000港元、284,400,000港元及339,806,000港元），乃按其公平價值計量。該等公平價值計量分類為第三級經常性公平價值計量，其用於釐定公平價值所用的輸入數據並非主要依賴可觀察市場數據。

本核數師已從獨立專業物業估值師行取得獨立外部估值，以證明公平價值估計。

投資物業估值乃由兩項獨立的方法釐定，包括直接比較法（就瀋陽、北京、上海、重慶及香港物業而言）及應收租金資本化法（就香港物業而言），須均分別計及物業特性，如可資比較交易的地點、規模、時間、樓層、樓齡及質量（就瀋陽、北京、上海、重慶及香港物業而言）及預期租金增長率、租期收益率、復歸收益率及市場租金（就香港物業而言）後作出重大判斷。

KEY AUDIT MATTERS (CONTINUED)**FAIR VALUE OF INVESTMENT PROPERTIES, LEASEHOLD LAND AND BUILDINGS AND BUILDINGS CLASSIFIED AS LEVEL 3 RECURRING FAIR VALUE MEASUREMENT (CONTINUED)**

Valuations of leasehold land and buildings and buildings classified as property, plant and equipment were estimated by using direct comparison approach for Shanghai and Hong Kong properties, by taking into account of the properties characteristics, such as time, floor, age, quality, size and view of comparable transactions, and depreciated replacement cost approach for Shenyang properties based on the properties highest and best use, which does not differ from their actual use, in the absence of comparable sales evidence.

We identified the fair value estimations of these investment properties, leasehold land and buildings and buildings classified as property, plant and equipment as a key audit matter because of the significant judgement and high level of estimation uncertainty involved in the valuations of these assets and the significant fair value amounts involved.

Our response:

- Evaluated the independent external valuers' competence, capabilities and objectivity;
- Assessed the appropriateness of the methodologies used and the reasonableness of the key assumptions based on knowledge of the property industry and available market data; and
- Checked, on a sample basis, the accuracy and relevance of the input data provided by the management to the independent external valuers by agreeing to the records held by the Group.

關鍵審計事項 (續)**分類為第三級經常性公平價值計量之投資物業、租賃土地及樓宇及樓宇的公平價值 (續)**

在缺乏可資比較銷售證據的情況下，租賃土地及樓宇及分類為物業、廠房及設備的樓宇估值乃根據物業的最高及最佳用途（與實際用途並無差別），採用直接比較法（就上海及香港物業而言）並計及物業特性（如可資比較交易的時間、樓層、樓齡、質量、規模及景觀）以及折舊重置成本法（就瀋陽物業而言）進行估計。

本核數師已將該等投資物業、租賃土地及樓宇及分類為物業、廠房及設備的樓宇的公平價值估計識別為重大審計事項，因該等資產估值涉及重大判斷及高度估計不確定性，並涉及大額公平價值數額。

本核數師的回應：

- 評估獨立外聘估值師的能力、才能及客觀性；
- 根據物業行業知識及可得市場數據，評估估值所用方法是否恰當及所用主要假設是否合理；及
- 按抽樣基準核對管理層透過同意本集團所持記錄的方式提供予獨立外部估值師的輸入數據的準確性及相關性。

KEY AUDIT MATTERS (CONTINUED)

IMPAIRMENT OF TRADE AND OTHER RECEIVABLES AND LOANS RECEIVABLE

Refer to Notes 22 and 24 to the consolidated financial statements and the accounting policies on pages 129 to 132.

As at 31 December 2018, the Group's trade and other receivables and loss allowances thereon amounted to approximately HKD513,594,000 and HKD37,424,000 (2017: HKD146,694,000 and HKD31,638,000) respectively. In addition, the Group's loans receivable and loss allowances thereon amounted to approximately HKD166,088,000 and HKD6,800,000 (2017: HKD237,132,000 and HKD16,000,000) respectively.

The adoption of HKFRS 9 for the financial year beginning on 1 January 2018 has fundamentally changed the Group's accounting for the impairment of trade and other receivables and loans receivable by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.

The measurement of ECL requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models, such as the expected future cash flows and forward-looking macroeconomic factors.

We identified the impairment of trade and other receivables and loans receivable as a key audit matter because of the significant judgement involved in developing and implementing the ECL models and high level of estimation uncertainty and the significance of the carrying amounts of trade and other receivables and loans receivable to the Group's consolidated financial statements.

關鍵審計事項 (續)

貿易及其他應收賬款及應收貸款減值

參閱綜合財務報表附註22及24以及第129頁至第132頁的會計政策。

於2018年12月31日，貴集團的貿易及其他應收賬款及有關虧損撥備分別為約513,594,000港元及37,424,000港元（2017年：146,694,000港元及31,638,000港元）。此外，應收貸款及有關虧損撥備分別為約166,088,000港元及6,800,000港元（2017年：237,132,000港元及16,000,000港元）。

於自2018年1月1日開始的財政年度採納香港財務報告準則第9號，基本上改變本集團就貿易及其他應收賬款以及應收貸款減值的會計處理，以前瞻性預期信貸虧損（「預期信貸虧損」）法取代香港會計準則第39號已產生虧損法。

計量預期信貸虧損要求應用重大判斷及高度複雜性，包括識別信貸質素嚴重轉差時所面臨的風險及預期信貸虧損模型所採用的假設（如預期未來現金流量及前瞻性宏觀經濟因素）。

本核數師已將貿易及其他應收賬款以及應收貸款減值識別為關鍵審計事項，因涉及制定及實施預期信貸虧損模型的重大判斷及高度估計不確定性，以及貿易及其他應收賬款以及應收貸款之賬面值對貴集團綜合財務報表的重要性所致。

KEY AUDIT MATTERS (CONTINUED)**IMPAIRMENT OF TRADE AND OTHER RECEIVABLES AND LOANS RECEIVABLE (CONTINUED)**

Our response:

- Tested the design and implementation of key controls which govern credit control, debt collection and estimate of ECL;
- For the assessed ECL, we assessed the appropriateness of management's ECL models and challenged assumptions and data used in estimating ECL, including testing the accuracy of the historical data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and examining the actual losses recorded during the current financial year and assessing whether there was an indication of management bias when recognising loss allowances;
- For a sample of exposures that was subject to impairment assessment other than the simplified approach, we tested whether the significant increase in credit risk and default definitions were appropriately applied and resulting impact of this on the staging of the financial assets; and
- Verified the critical data inputs in assessing the reasonableness of the probability of default against source documents; and tested the loss given default in the ECL calculation including the value of collateral where appropriate.

IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

Refer to Notes 20 and 17 to the consolidated financial statements and the accounting policies on pages 103 and 118 respectively.

As at 31 December 2018, the Group had goodwill and intangible assets with indefinite useful life of approximately HKD147,501,000 and HKD199,450,000 (2017: HKD 33,796,000 and HKD146,417,000) respectively which are subject to annual impairment testing.

關鍵審計事項 (續)**貿易及其他應收賬款及應收貸款減值 (續)**

本核數師的回應：

- 測試規管信貸控制、債務催收及預期信貸虧損估計的主要監控措施的設計及執行情況；
- 就評估預期信貸虧損而言，本核數師評估管理層預期信貸虧損模型的適當性，及質疑估計預期信貸虧損所採用的假設及數據，包括測試過往數據的準確性，評估過往虧損率是否已根據現時經濟狀況及前瞻性資料妥為調整，以及審核本財政年度錄得的實際虧損及評估於確認虧損撥備時管理層有否偏頗；
- 就受減值評估（不包括簡化法）影響的風險樣本而言，本核數師測試信貸風險是否大幅增加及違約界定是否適當地採用及影響其分辦金融資產的各個階段；及
- 於評估來源文件違約概率的合理性時，核對關鍵輸入數據；及於計算預期信貸虧損包括抵押品價值（如適當）時，測試違約損失的概率。

商譽及無形資產減值

分別參閱綜合財務報表附註20及17以及第103及118頁的會計政策。

於2018年12月31日，貴集團擁有無限使用年期的商譽及無形資產分別約為147,501,000港元及199,450,000港元（2017年：33,796,000港元及146,417,000港元）。該等資產須進行年度減值測試。

KEY AUDIT MATTERS (CONTINUED)

IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Management concluded that there was no impairment in respect of the goodwill and intangible assets. This conclusion was based on the determination of the recoverable amounts of the cash generating units of the assets. The determination of recoverable amounts require significant judgement and assumptions made by management with respect to the underlying future cash flows dependent on factors, such as future revenue growth rates, gross margins and the applicable discount rates.

We identified the impairment of goodwill and intangible assets as a key audit matter because of the extent of significant judgement involved in the determination of recoverable amounts and useful lives, as well as the significance of carrying amounts of these assets to the Group's consolidated financial statements.

Our response:

- Checked the arithmetic accuracy of the impairment testing;
- Assessed the reasonableness of revenue growth rates, gross profit margins and discount rates underlying in the impairment testing;
- Challenged the reasonableness of key assumptions made by management when preparing the cash flow projections based on knowledge of the business; and
- Checked input data to supporting evidence, including the approved budgets and considering the accuracy of previous management budgets.

關鍵審計事項 (續)

商譽及無形資產減值 (續)

管理層得出的結論為商譽及無形資產並無出現減值。該結論乃以釐定現金產生單位或資產的可收回金額為依據。釐定可收回金額需管理層作出大量涉及相關未來現金流量的重大判斷及假設，而該等判斷及假設取決於未來收入增長、毛利率以及適用貼現率等因素。

本核數師已將商譽及無形資產減值識別為關鍵審計事項，因釐定可收回金額涉及重大判斷及該等資產的賬面值對貴集團綜合財務報表的重要性。

本核數師的回應：

- 核對減值測試算術準確性；
- 評估減值測試中相關的收益增長率、毛利率及貼現率的合理性；
- 基於對業務的了解質疑管理層於編製現金流量預測時所作出的關鍵假設的合理性；及
- 核對證明文件的輸入數據（包括經批准的預算）及考慮過往管理層預算的準確性。

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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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.

年報內的其他資料

董事需對其他資料負責。其他資料包括刊載於貴公司年報內的資料，但不包括綜合財務報表及本核數師的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合本核數師對綜合財務報表的審計，本核數師的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本核數師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。基於本核數師已執行的工作，如果本核數師認為其他資料存在重大錯誤陳述，本核數師需要報告該事實。在這方面，本核數師沒有任何報告。

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。

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。

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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表之責任

本核數師的目標，是對綜合財務報表整體是否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，並出具包括本核數師意見的核數師報告。本核數師根據百慕達1981公司法第90條僅向全體股東報告我們的意見，除此以外，不可用作其他用途。本核數師概不就本報告書的內容，對任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或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。

在根據香港審計準則進行審計的過程中，本核數師運用了專業判斷，保持了專業懷疑態度。本核數師亦：

- 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，作為本核數師意見的基礎。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。

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

- 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.
- 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.

核數師就審計綜合財務報表之責任 (續)

- 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計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，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。如果本核數師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，則本核數師應當修訂本核數師的意見。本核數師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。
- 對貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。本核數師負責貴集團審計的方向、監督和執行。本核數師為審計意見承擔全部責任。

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

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.

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.

BDO Limited

Certified Public Accountants

TANG Tak Wah

Practising Certificate Number: P06262

Hong Kong, 15 March 2019

核數師就審計綜合財務報表之責任 (續)

除其他事項外，本核數師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，包括本核數師在審計中識別出內部控制的任何重大缺陷。

本核數師還向審核委員會提交聲明，說明本核數師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本核數師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，本核數師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。本核數師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，如果合理預期在本核數師報告中溝通某事項造成的負面後果超過產生的公眾利益，本核數師決定不應在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

鄧德華

執業證書編號：P06262

香港，2019年3月15日

Consolidated Statement of Profit or Loss

綜合損益表

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

		NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Revenue	營業額	7	381,848	348,919
Cost of sales	銷售成本		(122,145)	(119,822)
Gross profit	毛利		259,703	229,097
Other income and gains	其他收入及收益	10(A)	168,558	16,852
Distribution and selling expenses	分銷及銷售開支		(126,363)	(87,056)
Administrative expenses	行政開支		(217,493)	(195,393)
Finance costs	融資成本	8	(33,933)	(41,965)
Other expenses	其他開支	10(B)	(5,047)	(10,008)
Impairment loss on financial assets	金融資產減值虧損		(12,615)	(11,897)
Increase in fair value of investment properties	投資物業的公平價值增加	10(C)	112,267	197,663
Share of results of joint ventures	佔合營企業業績		19,955	19,407
Share of result of an associate	佔一間聯營企業業績		(2,326)	-
Profit before income tax expense	除所得稅開支前溢利		162,706	116,700
Income tax expense	所得稅開支	9	(50,034)	(58,951)
Profit for the year	年度溢利	10(C)	112,672	57,749
Profit/(loss) for the year attributable to:	應佔年度溢利／(虧損)：			
Owners of the Company	本公司擁有人		118,213	41,018
Non-controlling interests	非控股權益		(5,541)	16,731
			112,672	57,749
Earnings per share:	每股盈利：			
Basic earnings per share	每股基本盈利	13	HK3.99 cents 港仙	HK1.41 cents 港仙
Diluted earnings per share	每股攤薄盈利	13	HK3.98 cents 港仙	HK1.41 cents 港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

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

		NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Profit for the year	年度溢利	10(C)	112,672	57,749
Other comprehensive income, net of tax	其他全面收入，除稅後			
Items that will not be reclassified to profit or loss:	不會重新分類至損益的項目：			
Surplus arising on revaluation of properties	物業重估所產生之盈餘		29,150	61,819
Deferred tax liability arising on revaluation of properties	物業重估所產生之遞延稅項負債		(5,328)	(12,316)
			23,822	49,503
Items that may be classified subsequently to profit or loss:	其後將會重新分類至損益的項目：			
Share of other comprehensive income of joint ventures	佔合營企業其他全面收入		(2,763)	5,010
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差異		(124,727)	160,187
Translation reserve released to profit or loss on disposal of subsidiaries	於出售附屬公司時回撥至損益之匯兌儲備		27,273	—
			(100,217)	165,197
Other comprehensive income for the year, net of tax	年度其他全面收入，除稅後		(76,395)	214,700
Total comprehensive income for the year	年度全面收入總額		36,277	272,449
Total comprehensive income for the year attributable to:	應佔年度全面收入總額：			
Owners of the Company	本公司擁有人		46,734	247,835
Non-controlling interests	非控股權益		(10,457)	24,614
			36,277	272,449

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018 於2018年12月31日

		NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	857,382	659,912
Investment properties	投資物業	15	1,319,475	1,365,656
Prepaid lease payments	預付租賃款項	16	499,834	542,292
Intangible assets	無形資產	17	199,450	146,417
Interests in joint ventures	合營企業之權益	18	95,962	167,058
Interest in an associate	於一間聯營企業之權益	19	-	-
Loan to an associate	貸款予一間聯營企業	19	-	5,996
Goodwill	商譽	20	147,501	33,796
Deferred tax assets	遞延稅項資產	29	9,623	10,349
Club debenture	會所債券		1,876	1,876
Restricted bank deposits	受限制銀行存款	26(A)	34,814	23,597
Statutory deposits for financial services business	金融服務業務的法定存款		200	200
			3,166,117	2,957,149
Current assets	流動資產			
Inventories	存貨	21	85,380	61,122
Trade and other receivables	貿易及其他應收賬款	22	513,594	146,694
Amounts due from joint ventures	應收合營企業款項	18	8,170	-
Amount due from an associate	應收一間聯營企業款項	19	35,343	27,912
Advances to customers in margin financing	提供予保證金融資客戶之墊款	23	144,145	110,858
Loans receivable	應收貸款	24	166,088	237,132
Prepaid lease payments	預付租賃款項	16	14,833	14,171
Financial assets at fair value through profit or loss	按公平值列入損益的金融資產	25	72,453	9,118
Restricted bank deposit	受限制銀行存款	26(A)	-	1,632
Bank balances and cash – held on behalf of customers	銀行結餘及現金 – 代客戶持有	26(B)	15,761	24,008
Bank balances and cash	銀行結餘及現金	26(C)	131,590	137,326
			1,187,357	769,973
Assets of disposal group classified as held for sale	分類為持作出售組別資產	27	-	507,319
			1,187,357	1,277,292
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	28	231,908	174,361
Amounts due to joint ventures	應付合營企業款項	18	-	4,825
Amount due to a related party	應付一間關聯公司款項	32	10,541	-
Finance lease payables	應付融資租賃	31	120	-
Bank borrowings	銀行貸款	30	307,026	732,063
Bank overdrafts	銀行透支		6,461	-
Tax payable	應付稅項		30,248	14,844
			586,304	926,093
Liabilities of disposal group classified as held for sale	分類為持作出售組別負債	27	-	132,302
			586,304	1,058,395
Net current assets	流動資產淨值		601,053	218,897
Total assets less current liabilities	資產總值減流動負債		3,767,170	3,176,046

Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2018 於2018年12月31日

		NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Non-current liabilities	非流動負債			
Loan from non-controlling interests	來自非控股權益貸款	46	9,249	600
Finance lease payables	應付融資租賃	31	531	–
Bank borrowings	銀行貸款	30	974,028	424,864
Deferred tax liabilities	遞延稅項負債	29	169,495	153,219
			<u>1,153,303</u>	<u>578,683</u>
Net Assets	資產淨值		<u>2,613,867</u>	<u>2,597,363</u>
Equity	權益			
Share capital	股本	33	297,403	295,581
Reserves	儲備	36	2,273,425	2,248,286
Equity attributable to the owners of the Company	本公司擁有人應佔權益		<u>2,570,828</u>	<u>2,543,867</u>
Non-controlling interests	非控股權益	46	43,039	53,496
Total Equity	總權益		<u>2,613,867</u>	<u>2,597,363</u>

The consolidated financial statements on pages 55 to 298 were approved and authorised for issue by the board of directors on 15 March 2019 and are signed on its behalf by:

載於第55至第298頁的綜合財務報表乃由本公司董事會於2019年3月15日批核及授權刊發，並由下列董事代表簽署：

Cheng Tun Nei
鄭盾尼
Director
董事

Chan Kar Lee, Gary
陳嘉利
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to the owners of the Company										
		本公司擁有人應佔										
		Share capital	Contributed surplus	Share premium	Properties revaluation reserve	Share options reserve	Translation reserve	Statutory reserve	Retained profits	Total	Non-controlling interests	Total
		股本	實繳盈餘	股份溢價	物業重估儲備	購股權儲備	匯兌儲備	法定儲備	留存溢利	總計	非控股權益	總計
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 33)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 46)	(Note 46)
		(附註33)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註46)	(附註46)
At 1 January 2017	於2017年1月1日	270,575	523,213	942,075	170,453	-	(117,628)	2,479	386,650	2,177,817	(10,507)	2,167,310
Profit for the year	年度溢利	-	-	-	-	-	-	-	41,018	41,018	16,731	57,749
Surplus arising on revaluation of properties	物業重估所產生之盈餘	-	-	-	61,819	-	-	-	-	61,819	-	61,819
Deferred tax liability arising on revaluation of properties	物業重估所產生之遞延稅項負債	-	-	-	(12,316)	-	-	-	-	(12,316)	-	(12,316)
Share of other comprehensive income of joint ventures	佔合營企業其他全面收入	-	-	-	-	-	5,010	-	-	5,010	-	5,010
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差異	-	-	-	-	-	152,304	-	-	152,304	7,883	160,187
Other comprehensive income for the year	年度其他全面收入	-	-	-	49,503	-	157,314	-	-	206,817	7,883	214,700
Total comprehensive income for the year	年度全面收入總額	-	-	-	49,503	-	157,314	-	41,018	247,835	24,614	272,449
Capital contribution from non-controlling interests	非控股權益資本注入	-	-	-	-	-	-	-	-	-	8,523	8,523
Share-based payments	以股份支付	-	-	-	-	1,102	-	-	-	1,102	-	1,102
Exercise of warrants (Note 35)	行使認股權證 (附註35)	6	-	52	-	-	-	-	-	58	-	58
Acquisition of non-controlling interests	收購非控股權益	25,000	-	114,633	-	-	(11,346)	-	-	128,287	30,866	159,153
Dividend paid (Note 12)	已付股息 (附註12)	-	-	-	-	-	-	-	(11,232)	(11,232)	-	(11,232)
At 31 December 2017	於2017年12月31日	295,581	523,213	1,056,760	219,956	1,102	28,340	2,479	416,436	2,543,867	53,496	2,597,363

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

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

		Attributable to the owners of the Company										
		本公司擁有人應佔										
		Share capital	Contributed surplus	Share premium	Properties revaluation reserve	Share options reserve	Translation reserve	Statutory reserve	Retained profits	Total	Non-controlling interests	Total
		股本	實繳盈餘	股份溢價	物業重估儲備	購股權儲備	匯兌儲備	法定儲備	留存溢利	總計	非控股權益	總計
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 33)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 46)	(Note 46)
		(附註33)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)	(附註46)	(附註46)
At 1 January 2018 as originally presented	於2018年1月1日 初始呈列	295,581	523,213	1,056,760	219,956	1,102	28,340	2,479	416,436	2,543,867	53,496	2,597,363
Initial application of HKFRS 9 (Note 2)	首次應用香港財務報告 準則第9號(附註2)	-	-	-	-	-	-	-	(20,813)	(20,813)	-	(20,813)
Adjusted balance as at 1 January 2018	於2018年1月1日結餘 已調整	295,581	523,213	1,056,760	219,956	1,102	28,340	2,479	395,623	2,523,054	53,496	2,576,550
Profit/(loss) for the year	年度溢利/(虧損)	-	-	-	-	-	-	-	118,213	118,213	(5,541)	112,672
Surplus arising on revaluation of properties	物業重估所產生之盈餘	-	-	-	29,150	-	-	-	-	29,150	-	29,150
Deferred tax liability arising on revaluation of properties	物業重估所產生之遞延 稅項負債	-	-	-	(5,328)	-	-	-	-	(5,328)	-	(5,328)
Share of other comprehensive income of joint ventures	佔合營企業其他 全面收入	-	-	-	-	-	(2,763)	-	-	(2,763)	-	(2,763)
Exchange differences arising on translation of foreign operations	換算海外業務所產生的 匯兌差異	-	-	-	-	-	(119,811)	-	-	(119,811)	(4,916)	(124,727)
Translation reserve released to profit or loss on disposal of subsidiaries	於出售附屬公司時回撥 至損益之匯兌儲備	-	-	-	-	-	27,273	-	-	27,273	-	27,273
Other comprehensive income for the year	年度其他全面收入	-	-	-	23,822	-	(95,301)	-	-	(71,479)	(4,916)	(76,395)
Total comprehensive income for the year	年度全面收入總額	-	-	-	23,822	-	(95,301)	-	118,213	46,734	(10,457)	36,277
Share-based payments	以股份支付	-	-	-	-	328	-	-	-	328	-	328
Exercise of share options (Note 34)	行使購股權(附註34)	1,500	-	11,824	-	(1,024)	-	-	-	12,300	-	12,300
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	-	-	(406)	-	-	406	-	-	-
Exercise of warrants (Note 35)	行使認股權證 (附註35)	322	-	2,900	-	-	-	-	-	3,222	-	3,222
Transfer from statutory reserve	轉自法定儲備	-	-	-	-	-	-	(2,479)	2,479	-	-	-
Dividend paid (Note 12)	已付股息(附註12)	-	-	-	-	-	-	-	(14,810)	(14,810)	-	(14,810)
At 31 December 2018	於2018年12月31日	297,403	523,213	1,071,484	243,778	-	(66,961)	-	501,911	2,570,828	43,039	2,613,867

Consolidated Statement of Cash Flows

綜合現金流量表

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

	NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Cash flows from operating activities	來自經營活動之現金流量		
Profit before income tax expense	除所得稅開支前之溢利	162,706	116,700
Adjustments for:	調整：		
Interest income	利息收入	(2,778)	(3,550)
Finance costs	融資成本	33,933	41,965
Share of results of joint ventures	佔合營企業業績	(19,955)	(19,407)
Share of result of an associate	佔一間聯營企業業績	2,326	–
Fair value gain on re-measurement of equity in a joint venture	重新計量某一合營企業權益的公平價值收益	(5,363)	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	34,751	33,192
Amortisation of prepaid lease payments	預付租賃款項攤銷	14,752	13,002
Amortisation of intangible assets	無形資產攤銷	3,596	–
(Gain)/loss on disposal of property, plant and equipment, net	出售物業、廠房及設備(收益)/虧損·淨額	(290)	945
Write off of property, plant and equipment	物業、廠房及設備撇賬	830	–
Gain on disposal of investment properties	出售投資物業收益	(31,660)	–
Increase in fair value of investment properties	投資物業的公平價值增加	(112,267)	(197,663)
Gain on disposal of subsidiaries	出售附屬公司收益	(117,764)	(1,204)
Fair value loss on financial assets at fair value through profit or loss	按公平值列入損益的金融資產的公平值虧損	2,443	3,640
Bad debts written off	已撇銷壞賬	331	–
Impairment loss on financial assets	金融資產減值虧損	12,615	11,897
Reversal of provision for redundancy costs	遣散費用撥備撥回	–	(2,000)
Write off of obsolete inventories	陳舊存貨撇賬	13	1,845
Provision/(reversal) of allowance for inventories, net	存貨備抵撥備/(撥回)·淨額	838	(13,608)
Share-based payments	以股份支付	328	1,102
Operating cash flows before movements in working capital	經營資金變動前的經營現金流	(20,615)	(13,144)
Increase in inventories	存貨增加	(22,889)	(28,485)
Increase in trade and other receivables	貿易及其他應收賬款增加	(26,921)	(9,360)
(Increase)/decrease in advances to customers in margin financing	提供予保證金融資客戶之墊款(增加)/減少	(33,287)	8,798
Decrease in loans receivable	應收貸款減少	49,244	88,678
Increase in financial assets at fair value through profit or loss	按公平值列入損益的金融資產增加	(65,778)	(2,044)
Decrease/(increase) in bank balances and cash – held on behalf of customers	銀行結餘及現金減少/(增加) – 代客戶持有	8,247	(1,329)
Increase in trade and other payables	貿易及其他應付賬款增加	39,851	25,484
Cash (used in)/generated from operations	來自經營業務(所用)/產生的現金	(72,148)	68,598
Overseas tax paid	已付海外稅項	(7,529)	(3,368)
Hong Kong Profits Tax paid	已付香港利得稅	(3,560)	(53)
Net cash (used in)/from operating activities	來自經營活動(所用)/產生的現金淨額	(83,237)	65,177

Consolidated Statement of Cash Flows 綜合現金流量表

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

		NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Cash flows from investing activities	來自投資活動之現金流量			
Acquisition of subsidiaries, net of cash acquired	收購附屬公司 (扣除所得之現金)	48	(54,673)	(84,467)
Disposal of subsidiaries, net of cash disposed of	出售附屬公司 (扣除所出售之現金)	47	250,505	2,993
Payment for acquisition of non-controlling interests (Advances to)/repayment from joint ventures	收購非控股權益開支 (提供予)/償還自 合營企業墊款	46	-	(15,300)
Dividends received from joint ventures	自合營企業取得的股息		(12,595)	53,941
Advance to an associate	提供予一間聯營企業墊款		2,175	-
Advances from non-controlling shareholders	來自非控股股東之墊款		(11,157)	(27,912)
Purchases of property, plant and equipment	購買物業、廠房及設備		-	2,268
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備收益		(27,201)	(9,225)
Additions to construction in progress and buildings	在建工程和建築物加建		904	204
Consideration paid for acquiring land-use rights	收購土地使用權支付的代價		(196,410)	-
Proceed from refundable deposit for prepaid lease payments	預付租賃款項的可退還訂金所 得款項		-	(310,332)
Consideration paid for refundable deposit on construction in progress	就在建工程可退還訂金支付的 代價		13,585	-
Purchase of investment properties	購買投資物業		(34,187)	-
Proceed from disposal of investment properties	出售投資物業收益		-	(13,316)
Increase in restricted bank deposits	受限制銀行存款增加		52,360	-
Interest received	已收利息		(9,849)	(20,000)
			2,759	3,550
Net cash used in investing activities	用於投資活動現金淨額		(23,784)	(417,596)
Cash flow from financing activities	來自融資活動之現金流量	49		
Proceeds from issue of new shares under share option scheme	根據購股權計劃 發行新股份之收益		12,300	-
Proceeds from issue of new shares upon exercise of warrants	根據行使認股權證發行 新股份之收益		3,222	42
Principal elements of finance lease payments	融資租賃款項的主要開支 部分		651	-
Proceeds from bank borrowings	銀行貸款收益		639,041	455,706
Repayment of bank borrowings	銀行貸款還款		(516,141)	(245,412)
Advance from a related party	來自一名關連人士墊款		10,541	-
Capital injection from non-controlling shareholders	來自非控股股東注資		-	8,523
Loan from non-controlling interests	來自非控股權益貸款		8,649	-
Dividend paid	已付股息		(14,810)	(11,232)
Interest paid	已付利息		(31,724)	(40,599)
Net cash from financing activities	來自融資活動現金淨額		111,729	167,028

Consolidated Statement of Cash Flows 綜合現金流量表

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

	NOTES 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Net increase/(decrease) in cash and cash equivalents 現金及現金等價物增加/(減少)淨額		4,708	(185,391)
Cash and cash equivalents at the beginning of the year 年初現金及現金等價物	49	137,326	328,468
Effect of foreign exchange rate changes on cash and cash equivalents 外匯匯率變動對現金及現金等價物之影響		(16,905)	(5,751)
Cash and cash equivalents at the end of the year, represented by bank balances and cash and bank overdrafts 年終現金及現金等價物，即銀行結餘及現金及銀行透支	49	125,129	137,326
Analysis of the balances of cash and cash equivalents:	現金及現金等價物結餘之分析		
– Bank balances and cash	– 銀行結餘及現金	131,590	137,326
– Bank overdrafts	– 銀行透支	(6,461)	–
		125,129	137,326

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL INFORMATION

Symphony Holdings Limited (the “Company”) was incorporated in Bermuda on 24 November 1993 as an exempted company with limited liability under the Companies Act 1981 of Bermuda and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Main Board”) since 1 March 1995. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is 10th Floor, Island Place Tower, 510 King’s Road, North Point, Hong Kong.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (together the “Group”) are mainly consist of: (i) retailing and provision of sourcing services for branded apparel, swimwear and accessories, and the newly acquired sourcing, manufacturing and trading of health supplement products through business combinations; (ii) development and management of “PONY” trademarks; (iii) property investment and holding; (iv) management and operation of outlet malls; and (v) provision of financial services (including securities brokerage, margin financing, money lending, underwriting and placing of listed securities and financial consultancy services); and (vi) operation of duty free shop.

The principal activities of the Company’s principal subsidiaries are set out in Note 45 to the consolidated financial statements.

1. 一般資料

新豐集團有限公司(「本公司」)根據百慕達1981公司法於1993年11月24日在百慕達註冊成立之獲豁免有限責任公司。其股份自1995年3月1日起於香港聯合交易所有限公司主板(「主板」)上市。本公司的註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。主要營業地點為香港北角英皇道510號港運大廈10樓。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要業務主要包括: (i)品牌服裝、游泳服裝及配件及透過業務合併新收購的採購、製造及貿易保健產品業務; (ii)發展及管理「PONY」商標; (iii)物業投資及持有物業; (iv)管理及經營奧特萊斯; (v)提供金融服務(包括證券經紀、保證金融資、放貸、包銷及配售上市證券及財務諮詢服務); 及(vi)經營免稅品店。

本公司主要附屬公司之主要經營業務載於綜合財務報表附註45內。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018

The Group has adopted the following new standards, amendments and interpretation to existing standards, which are relevant to the Group’s accounting policies for the first time presented on the Group’s consolidated financial statements for the financial year beginning on or after 1 January 2018.

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)
Amendments to HKAS 40	Transfers of Investment Property
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKAS 28, Investments in Associates and Joint Ventures

The impact of the adoption of HKFRS 9 “Financial instruments” (see 2(A)A below) and HKFRS 15 “Revenue from Contracts with Customers” (see note 2(A)B below) have been summarised below. The other new or revised HKFRSs that are effective from 1 January 2018 had no material impact on the Group’s accounting policies and amounts presented on the Group’s consolidated financial statements for the current and prior years and/or disclosures set out in these consolidated financial statements.

2. 採納香港財務報告準則

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效

本集團已採納下列與本集團會計政策有關並首次呈列於本集團於2018年1月1日或之後開始的財政年度綜合財務報表的新準則、現有準則的修訂及詮釋。

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入
香港（國際財務報告詮釋委員會）－詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號的修訂本	以股份支付交易之分類及計量
香港財務報告準則第15號的修訂本	客戶合約收入（對香港財務報告準則第15號的澄清）
香港會計準則第40號的修訂本	轉撥投資物業
香港財務報告準則2014年至2016年週期年度改進	香港會計準則第28號之修訂，於聯營公司及合營公司的投資

採納香港財務報告準則第9號「金融工具」（見下文附註2(A)A）及香港財務報告準則第15號「客戶合約收入」（見下文附註2(A)B）之影響已於下文概述。其他自2018年1月1日起生效之新訂或經修訂香港財務報告準則對本集團之會計政策及本集團於過往年度及本年度綜合財務報表所呈列的金額及／或該等綜合財務報表所載的披露並無重大影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”)

(i) Classification and measurement of financial instruments

HKFRS 9 replaces HKAS 39 “Financial Instruments: Recognition and Measurement” (“HKAS 39”) for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment; and (3) hedge accounting. The adoption of HKFRS 9 from 1 January 2018 has resulted in changes of the Group’s accounting policies and consolidated financial statements.

The following tables summarised the impact of transition to HKFRS 9 on the opening balance of retained profits as of 1 January 2018:

		HKD’000 千港元
Retained profits as at 31 December 2017	於2017年12月31日的留存溢利	416,436
Increase in expected credit losses (“ECLs”) in trade and other receivables and loans receivable (Note 2(A)A(ii) below)	貿易及其他應收賬款及應收貸款預期信貸虧損增加 (見下附註2(A)A(ii))	<u>(20,813)</u>
Adjusted retained profits as at 1 January 2018	於2018年1月1日的經調整留存溢利	<u>395,623</u>

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」)

(i) 金融工具之分類及計量

香港財務報告準則第9號於2018年1月1日或之後開始之年度期間取代香港會計準則第39號「金融工具：確認及計量」，合併金融工具會計處理全部三個方面：(1)分類及計量；(2)減值及(3)對沖會計處理。自2018年1月1日起採納香港財務報告準則第9號導致本集團會計政策及於簡明綜合中期財務報表確認的金額出現變動。

以下表列總結香港財務報告準則第9號對2018年1月1日期初溢利的影響：

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at fair value through profit or loss (“FVTPL”), where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group’s accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group’s classification and measurement of financial assets is set out below.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債之確認、分類及計量的規定，惟指定為按公平價值列入損益 (「按公平價值列入損益」) 的金融負債除外，該負債信貸風險變動引致的公平價值變動金額，乃於其他全面收益確認，除非此舉將產生或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債的規定。然而，其取消先前香港會計準則第39號中持有至到期金融資產、貸款及應收款項以及可供出售金融資產之金融資產類別。採納香港財務報告準則第9號對本集團有關金融負債及衍生金融工具之會計政策並無重大影響。香港財務報告準則第9號對本集團金融資產分類及計量之影響載列如下。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15 “Revenue from Contracts with Customers” (“HKFRS 15”)), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. A financial asset is classified as: (i) financial assets at amortised cost (“amortised cost”); (ii) financial assets at fair value through other comprehensive income (“FVOCI”); or (iii) FVTPL (as defined in above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the “solely payments of principal and interest” criterion, also known as “SPPI criterion”). Under HKFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

根據香港財務報告準則第9號，除若干應收貿易賬款（應收貿易賬款不包括根據香港財務報告準則第15號「客戶合約收入」（「香港財務報告準則第15號」）的重大融資部分）外，實體於初步確認時須按公平價值加交易成本（倘為並非按公平價值列入損益之金融資產）計量金融資產。金融資產分類為：(i)按攤銷成本（「攤銷成本」）計量之金融資產；(ii)按公平價值列入其他全面收益（「按公平價值列入其他全面收益」）之金融資產；或(iii)按公平價值列入損益（定義見上文）之金融資產。根據香港財務報告準則第9號，金融資產之分類一般基於兩項準則：(i)管理金融資產之業務模式及(ii)其合約現金流量特徵（「僅支付本金及利息」準則，亦稱為「僅支付本金及利息標準」）。根據香港財務報告準則第9號，嵌入式衍生工具毋須再與主體金融資產分開列示。取而代之，混合式金融工具須整體評估分類。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

A financial asset is measured at amortised cost if it meets both of the following conditions are met and it has not been designated as at FVTPL:

- it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

倘金融資產同時符合以下兩項條件，且並無指定按公平價值列入損益，則按攤銷成本計量：

- 該金融資產於旨在通過持有金融資產收取合約現金流量之業務模式內持有；及
- 該金融資產之合約條款於特定日期產生現金流量，而該現金流量符合僅支付本金及利息標準。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- it is held within a business model whose objective is to achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

倘債務投資同時符合以下兩項條件，且並非指定按公平價值列入損益，則按公平價值列入其他全面收入計量：

- 該債務投資於旨在通過收取合約現金流量及銷售金融資產之業務模式內持有；及
- 該金融資產之合約條款於特定日期產生現金流量，而該現金流量符合僅支付本金及利息標準。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. As at 31 December 2017 and 2018, the Group did not designate or de-designate any financial instruments.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

於首次確認並非持作買賣用途之股本投資時，本集團可不可撤回地選擇於其他全面收入中呈列投資公平價值之後續變動。該選擇乃按投資逐項作出。所有其他並非如上所述分類為按攤銷成本計量或按公平價值列入其他全面收入之金融資產，均分類為按公平價值列入損益。此包括所有衍生金融資產。於首次確認時，本集團可不可撤回地指定金融資產（於其他方面符合按攤銷成本計量或按公平價值列入其他全面收入之規定）為按公平價值列入損益，前提是有關指定可消除或大幅減少會計錯配發生。於2017年及2018年12月31日，集團未有指定或重新指定任何財務工具。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

The following accounting policies would be applied to the Group’s financial assets as follows:

FVTPL FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

Amortised cost Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

下列會計政策將會應用於本集團的金融資產，如下：

按公平價 按公平價值列值列入損益。按公平價值計量。按公平價值變動、股息及利息收入於損益確認。

攤銷成本 按攤銷成本入賬的金融資產後續採用實際利率法計量。利息收入、外匯損益及減值於損益確認。解除確認時的任何收益於損益確認。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(i) Classification and measurement of financial instruments (Continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group’s financial assets as at 1 January 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 January 2018 under HKAS 39 根據香港會計準則第39號於2018年1月1日之賬面值 HKD’000 千港元	Carrying amount as at 1 January 2018 under HKFRS 9 根據香港財務報告準則第9號於2018年1月1日之賬面值 HKD’000 千港元
金融資產	根據香港會計準則第39號之原有類別	根據香港財務報告準則第9號之新類別		
Trading securities 買賣證券	Held-for-trading 持作買賣	FVTPL 公平價值列入損益	9,118	9,118
Trade and other receivables 貿易及其他應收賬款	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	114,556	110,458*
Amount due from an associate 應收一間聯營企業款項	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	27,912	27,912
Advances to customers in margin financing 提供予保證金融資客戶之墊款	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	110,858	110,858
Loans receivable 應收貸款	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	237,132	220,417*
Restricted bank deposits 受限制銀行存款	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	25,229	25,229
Bank balances and cash 銀行結餘及現金	Loans and receivables 貸款及應收賬款	Amortised cost 攤銷成本	161,334	161,334

* Net of expected credit loss balances as at 1 January 2018 upon the initial adoption of HKFRS 9

* 扣除於首次採納香港財務報告準則第9號後於2018年1月1日的預期信貸虧損結餘

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(i) 金融工具之分類及計量 (續)

下表概述於2018年1月1日本集團各類金融資產根據香港會計準則第39號之原有計量類別及根據香港財務報告準則第9號之新計量類別：

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group’s impairment model by replacing the HKAS 39 “incurred loss model” to the “expected credit losses (“ECLs”) model”. HKFRS 9 requires the Group to recognise ECLs for trade receivables and financial assets at amortised cost earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current financial year.

Under HKFRS 9, the loss allowances are measured on either of the following basis: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值

採納香港財務報告準則第9號已更改本集團之減值模式，將香港會計準則第39號「已產生虧損模式」取代為「預期信貸虧損 (「預期信貸虧損」) 模式」。香港財務報告準則第9號要求本集團確認貿易應收賬款及按攤銷成本計量之金融資產較香港會計準則第39號早。現金及等同現金須受預期信貸虧損模式所規限，惟本期間之減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1)12個月預期信貸虧損：此乃可能於報告日期後12個月內發生之違約事件產生之預期信貸虧損；及(2)全期預期信貸虧損：此乃可能於金融工具預計年期內發生之所有違約事件產生之預期信貸虧損。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued)

Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has measured loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續)

計量預期信貸虧損

預期信貸虧損乃基於根據合約應付之合約現金流量與本集團預期收取之所有現金流量之間的差額。該差額其後按與資產原有實際利率相近之利率貼現。

本集團已選擇使用香港財務報告準則第9號之簡化方法計量貿易應收賬款之虧損撥備，並根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued)

Measurement of ECLs (Continued)

For other financial assets at amortised cost, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the loss 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.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續)

計量預期信貸虧損 (續)

就按攤銷成本計量之其他金融資產而言，預期信貸虧損乃按12個月預期信貸虧損計算。12個月預期信貸虧損為全期預期信貸虧損之一部分，其源自可能在報告日期後12個月內發生之金融工具違約事件。然而，自開始以來信貸風險大幅增加時，撥備將以全期預期信貸虧損為基準。當釐定金融資產之信貸風險自首次確認起是否大幅增加，並估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之定量及定性資料及分析，並包括前瞻性資料。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued) Measurement of ECLs (Continued)

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The following information is also taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal and/or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial asset’s external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor’s ability to meet its obligation to the Group.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續) 計量預期信貸虧損 (續)

倘金融資產逾期超過30天，本集團則假設金融資產的信貸風險顯著增加。於評估信貸風險自初步確認以來有否顯著增加時亦考慮以下資料：

- 於合約到期日未有償付本金及／或利息；
- 金融資產的外部或內部信貸評級 (倘可取得) 的實際或預期顯著惡化；
- 債務人經營業績的實際或預期顯著惡化；及
- 對債務人向本集團履行其責任的能力造成重大不利影響之技術、市場、經濟或法律環境之現有或預測變化。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued)

Measurement of ECLs (Continued)

The Group rebutted the presumption of default under ECL model mainly for trade and other receivables, loans receivable, advances to customers in margin financing, loans to an associate, amounts due from joint ventures and an associate over 90 days past due based on the good repayment records for those customers and continuous business with the Group. For trade receivables are assessed collectively based on provision matrix based on historical credit loss experience adjusted by forward-looking estimate. For other financial assets are assessed individually based on their repayment record, financial background and forward-looking estimate. The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising securities collateral, if any is held; or (2) the financial asset is more than 180 days past due.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續)

計量預期信貸虧損 (續)

由於該等客戶還款記錄良好，並與本集團繼續有業務往來，本集團已推翻於預期信貸虧損模式下逾期超過90天的貿易及其他應收賬款、應收貸款、提供予保證金融資客戶之墊款、貸款予聯營企業、應收合營企業及聯營企業款項屬違約的假設。本集團基於按過往信貸虧損經驗並就前瞻性估計作出調整的撥備矩陣對貿易應收賬款進行集體評估。其他金融資產按其還款記錄、金融背景及前瞻性估計進行個別評估。當發生以下情況時，本集團視金融資產出現信貸減值：(1) 借款人不太可能向本集團悉數償付其信貸責任（不考慮本集團採取追索權行動，如變現證券抵押品（如持有））；或(2) 金融資產逾期超過180天。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued) Measurement of ECLs (Continued)

Despite the foregoing, the Group assumes the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial asset is determined to have low credit risk if: (i) it has a low risk of default; (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續) 計量預期信貸虧損 (續)

儘管存在上述情況，倘金融資產於報告日期被釐定為具有低信貸風險，本集團假設金融資產的信貸風險自初步確認以來並無顯著增加。倘(i)金融資產違約風險偏低；(ii)借款人有強大能力於短期內履行其合約現金流量責任；及(iii)較長期的經濟及業務狀況存在不利變動，可能但未必會削弱借款人達成其合約現金流量責任的能力，則金融資產的信貸風險被釐定為偏低。

於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

呈列預期信貸虧損

按攤銷成本計量之金融資產之虧損撥備自該等資產之賬面總值中扣除。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECLs model

(a) Impairment of trade receivables

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a lifetime ECLs for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due mainly towards the retailing and sourcing and financial services segments, with the adjustments of forward looking macroeconomic data specifically to the market they operate as the outstanding balances are arise from these two segments in majority.

The increase in loss allowances for trade receivables upon the transition to HKFRS 9 as at 1 January 2018 was approximately HKD4,098,000. The loss allowances further increased by approximately HKD1,688,000 for trade receivables during the year ended 31 December 2018.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續)

預期信貸虧損的影響

(a) 貿易應收賬款減值

誠如上文所述，本集團應用香港財務報告準則第9號之簡化方法計量預期信貸虧損，就所有貿易應收賬款採用全期預期信貸虧損。為計量預期信貸虧損，貿易應收賬款乃按共有信貸風險特徵及逾期天數（主要就零售及採購以及融資服務分部而言）分組並就其經營所在市場特有的前瞻性宏觀經濟數據作出調整，蓋因大部分尚未償還結餘乃產生自該兩個分部。

於2018年1月1日過渡至香港財務報告準則第9號後，貿易應收賬款之虧損撥備增加約4,098,000港元。於截至2018年12月31日止年度，貿易應收賬款之虧損撥備進一步增加約1,688,000港元。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued) Impact of the ECLs model (Continued)

(b) Impairment of loans receivable and advances to customers in margin financing

Loss allowances for advances to customers in margin financing are measured on 12-months ECL basis and there had been no significant increase in credit risk since initial recognition. Management considers that the ECL is immaterial.

For loans receivable, management observed that some of the balances have been a significant increase in credit risk since initial recognition and the Group recognises lifetime ECL. As at 1 January 2018, the additional loss allowances of approximately HKD16,715,000 had been recognised against the retained profits. The provision of loss allowances decreased by approximately HKD25,915,000 during the year ended 31 December 2018.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續) 預期信貸虧損的影響 (續)

(b) 應收貸款及提供予保證金融資客戶之墊款

提供予保證金融資客戶之墊款的虧損撥備乃按12個月預期信貸虧損基準計量，且信貸風險自初步確認以來並無顯著增加。管理層認為預期信貸虧損微乎其微。

就應收貸款而言，管理層發現部分結餘的信貸風險自初步確認以來有顯著增加，本集團因此確認全期預期信貸虧損。於2018年1月1日，本集團就留存溢利確認額外虧損撥備約16,715,000港元。於截至2018年12月31日止年度，虧損撥備減少約25,915,000港元。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(ii) Impairment of financial assets (Continued) Impact of the ECLs model (Continued)

(c) Impairment of amounts due from joint ventures, loan to an associate, amount due from an associate and other receivables

For the balances of amounts due from joint ventures, loan to an associate, amount due from an associate and other receivables, there was no changes in loss allowances upon the transition of HKFRS 9 as of 1 January 2018 as the Group assessed that the expected credit loss for these balances was immaterial after taken into account of historical loss rates of each category of receivables and financial background of each counterparty with the adjustment of forward-looking macroeconomic data. However, for the balances of loan to an associate and amount due from an associate, loss allowances totalling HKD5,431,000 was recognised during the year ended 31 December 2018 due to the loss-making situation of the associate.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(ii) 金融資產之減值 (續) 預期信貸虧損的影響 (續)

(c) 應收合營企業款項、貸款予一間聯營企業、應收一間聯營企業款項及其他應收賬款之減值

就應收合營企業款項、貸款一間予聯營企業、應收一間聯營企業款項及其他應收賬款結餘而言，於截至2018年1月1日過渡至香港財務報告準則第9號後虧損撥備並無變動，因本集團於計及各類應收款項的過往虧損率及各對手方的金融背景並就前瞻性宏觀經濟數據作出調整後評定該等結餘的預期信貸虧損並不重大。然而，就貸款予聯營企業及應收聯營企業款項結餘而言，管理層於截至2018年12月31日止年度確認虧損撥備合共5,431,000港元，蓋因該聯營企業處於虧損狀態。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(iii) Hedge accounting

Hedge accounting under HKFRS 9 has no impact on the Group as the Group does not have any hedging relationships.

(iv) Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating the comparative information. The reclassification and the adjustments arising from the new ECLs rules are therefore not reflected in the consolidated statement of financial position as at 31 December 2017, but are recognised in the consolidated statement of financial position on 1 January 2018. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained profits as at 1 January 2018. Accordingly, the information presented for 2017 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(iii) 對沖會計處理

由於本集團並無任何對沖關係，故香港財務報告準則第9號項下之對沖會計處理對本集團並無影響。

(iv) 過渡

本集團已應用香港財務報告準則第9號之過渡條文，以使香港財務報告準則第9號獲全面採納而毋須重列比較資料。因此，重新分類及新預期信貸虧損規則產生之調整並無於2017年12月31日之財務狀況表中反映，惟於2018年1月1日之財務狀況表中確認。其指採納香港財務報告準則第9號產生之金融資產與金融負債賬面值差異乃於2018年1月1日之留存溢利及儲備確認。故此，就2017年呈列之資料並未反映香港財務報告準則第9號之規定，惟反映香港會計準則第39號之規定。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

A. HKFRS 9 Financial Instruments (“HKFRS 9”) (Continued)

(iv) Transition (Continued)

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application of HKFRS 9 (the “DIA”):

- the determination of the business model within which a financial asset is held; and
- the designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL

If any investment in a debt investment had a low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

A. 香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) (續)

(iv) 過渡 (續)

以下評估乃根據香港財務報告準則第9號首次應用日期 (「首次應用日期」) 存在之事實及情況而作出：

- 釐定持有金融資產之業務模式；及
- 指定及撤銷先前指定若干按公平價值列入損益計量的金融資產及金融負債。

倘於債務投資之任何投資在首次應用日期具有低信貸風險，則本集團假設該資產之信貸風險自其首次確認起並無大幅增加。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

B. HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”)

HKFRS 15 supersedes HKAS 11 “Construction Contracts”, HKAS 18 “Revenue and related interpretations”. HKFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

HKFRS 15 applies to the contracts with customers for the following transactions arise from the Group:

- Sale of goods;
- Commission income from concessionaire sales;
- Royalty income;
- Brokerage commission;
- Underwriting and placing income;
- Financial consultancy income; and
- Other services income

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

B. 香港財務報告準則第15號客戶合約收入 (「香港財務報告準則第15號」)

香港財務報告準則第15號取代香港會計準則第11號「建築合約」、香港會計準則第18號「收入及相關詮釋」。香港財務報告準則第15號已確立五步模式，以將客戶合約收入入賬。根據香港財務報告準則第15號，收入乃按反映實體預期就向客戶轉讓貨品或服務而有權收取之代價金額確認。

香港財務報告準則第15號適用於本集團以下交易的客戶合約：

- 商品銷售；
- 特許權銷售所得佣金收入；
- 專利權收入；
- 經紀佣金；
- 包銷及配售收入；
- 財務諮詢收入；及
- 其他服務收入

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

B. HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

Rental income and interest income will continue to be accounted for in accordance with HKAS 17 “Leases” and HKFRS 9 “Financial Instruments”.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening balance of retained profits (or other components in equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group can elect to apply the standard using the full retrospective method with certain practical expedients that most of the contracts begin and end within the same annual reporting period and/or completed at the beginning of the earliest period presented. For completed contracts that have variable consideration, the Group had used the transaction price at the date when the contract was completed.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

B. 香港財務報告準則第15號客戶合約收入 (「香港財務報告準則第15號」) (續)

租金收入及利息收入將繼續根據香港會計準則第17號「租賃」及香港財務報告準則第9號「金融工具」入賬。

本集團追溯性應用香港財務報告準則第15號，首次應用該準則的累計影響於首次應用日期(2018年1月1日)確認。首次應用日期的任何差額於期初留存溢利結餘(或股本其他組成部分(如適用))確認，惟並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團可選擇採用全面追溯方法應用該準則，連同若干可行權宜方法，絕大部分合約於相同報告期內開始和結束及／或於所呈列最早期間開始時完成。就具有浮動代價的已完成合約而言，本集團採用合約完成之日的交易價格。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(A) ADOPTION OF NEW/REVISED HKFRSs – EFFECTIVE 1 JANUARY 2018 (CONTINUED)

B. HKFRS 15 Revenue from Contracts with Customers (“HKFRS 15”) (Continued)

HKFRS 15 introduces a five-steps model when recognising revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.

Based on the assessment of the Group, the adoption of HKFRS 15 from 1 January 2018 has resulted in changes of accounting policies of the Group, however, it does not have significant impact on the timing and amounts of revenue recognition of the Group, and no adjustment to the opening balance of equity at 1 January 2018 has been made. However, additional disclosures have been presented in Note 6 to the consolidated financial statements for the year ended 31 December 2018 as a result of adoption of HKFRS 15.

2. 採納香港財務報告準則 (續)

(A) 採納新訂／經修訂香港財務報告準則－於2018年1月1日生效 (續)

B. 香港財務報告準則第15號客戶合約收入 (「香港財務報告準則第15號」) (續)

香港財務報告準則第15號於確認收入時引入五個步驟模式：

- 第一步： 識別與客戶之合約
- 第二步： 識別合約中之履約責任
- 第三步： 釐定交易價
- 第四步： 將交易價分配至各履約責任
- 第五步： 於各履約責任完成時確認收入

該準則要求實體作出判斷，並考慮於將該模式之各步驟應用於其客戶合約時之所有相關事實及情況。

根據本集團之評估，自2018年1月1日起採納香港財務報告準則第15號已導致本集團之會計政策變動，惟其並無對本集團收入確認之時間及金額產生重大影響，故並無對2018年1月1日之期初權益結餘作出調整。然而，由於採納香港財務報告準則第15號，已於截至2018年12月31日止年度之綜合財務報表附註6內呈列額外披露資料。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE

The following new/revised HKFRSs, potentially relevant to the Group’s accounting policies and consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

HKFRS 16	Leases ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKAS 1 and HKAS 8	Definition of Material ¹
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Amendments to HKFRS 3	Definition of a Business ³
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, Business Combinations ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 11, Joint Arrangements ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 12, Income Taxes ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 23, Borrowing Costs ¹

2. 採納香港財務報告準則 (續)

(B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

以下可能與本集團會計政策及綜合財務報表有關的新訂／經修訂香港財務報告準則已予以頒佈，但尚未生效且本集團尚未提前採納。本集團目前擬於生效當日應用該等變動。

香港財務報告準則第16號	租賃 ¹
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性 ¹
香港會計準則第1號及香港會計準則第8號的修訂本	重大性之定義 ¹
香港會計準則第28號的修訂本	於聯營企業及合營企業之長期權益 ¹
香港財務報告準則第3號的修訂本	業務之定義 ³
香港財務報告準則第9號的修訂本	具有負補償之預付特徵 ¹
香港財務報告準則第10號及香港會計準則第28號的修訂本	投資者與其聯營企業或合營企業之間的資產出售或投入 ²
香港財務報告準則2015年至2017年週期之年度改進	香港財務報告準則第3號的修訂本，業務合併 ¹
香港財務報告準則2015年至2017年週期之年度改進	香港財務報告準則第11號的修訂本，合營安排 ¹
香港財務報告準則2015年至2017年週期之年度改進	香港會計準則第12號的修訂本，所得稅 ¹
香港財務報告準則2015年至2017年週期之年度改進	香港會計準則第23號的修訂本，借貸成本 ¹

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

- 1 *Effective for annual periods beginning on or after 1 January 2019*
- 2 *Effective for annual periods beginning on or after a date to be determined*
- 3 *Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020*
- 4 *Effective for annual periods beginning on or after 1 January 2020*

HKFRS 16 – Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is generally required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

2. 採納香港財務報告準則 (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)

- 1 於2019年1月1日或之後開始的年度期間生效
- 2 於待定期日或之後開始的年度期間生效
- 3 對收購日期為2020年1月1日或之後開始的首個年度期間初或之後的業務合併生效
- 4 於2020年1月1日或之後開始的年度期間生效

香港財務報告準則第16號 – 租賃

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（即使用相關租賃資產的權利）及租賃負債（即支付租賃款項的責任）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，並於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與根據原準則香港會計準則第17號分類為經營租賃之租賃的承租人會計處理方式顯著不同。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

HKFRS 16 – Leases (Continued)

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As at 31 December 2018, the Group was a lessor and lessee under a number of leasing arrangements. In respect of those arrangements in which the Group was a lessee, a preliminary assessment indicates that the arrangements will continue to meet the definition of leases under HKFRS 16, and hence the Group will recognise a right-of-use asset or other asset as appropriate and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

2. 採納香港財務報告準則 (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16號－租賃 (續)

就出租人會計處理方法而言，香港財務報告準則第16號大致轉承了香港會計準則第17號之出租人會計處理方法之規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並以不同方式將該兩種租賃入賬。

於2018年12月31日，本集團為多項租賃安排的出租人及承租人。就本集團為承租人的租賃安排而言，初步評估顯示該等安排將繼續符合香港財務報告準則第16號項下的租賃定義，因此於應用香港財務報告準則第16號後本集團將就所有該等租賃確認使用權資產或其他資產（如適用）及相應負債，除非該等租賃符合資格為低價值或短期租賃。此外，應用新規定可能導致計量、呈列及披露出現上文所示的變動。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

HK(IFRIC) Int23 – 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.

Amendments to HKAS 1 and HKAS 8 – Definition of Material

The amendments clarify the definition of material to make it easier for entities to make materially judgements. The definition of material, an important accounting concept in HKFRS Standards, helps entities decide whether information should be included in their financial statements.

2. 採納香港財務報告準則 (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 (國際財務報告詮釋委員會) 詮釋第23號 – 所得稅處理之不確定性

該詮釋透過就如何反映所得稅會計處理涉及之不確定性的影響提供指引，為香港會計準則第12號所得稅的規定提供支持。根據該詮釋，實體須釐定分開或集中考慮各項不確定稅項處理，以更準確預測不確定性的解決方法。實體亦須假設稅務機關將會查驗其有權檢討的金額，並在作出上述查驗時全面知悉所有相關資料。如實體釐定稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。倘實體釐定稅務機關不可能會接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩個方法中能更正確預測不確定性解決方式的方法來反映釐定稅項涉及的不確定性。

香港會計準則第1號及香港會計準則第8號的修訂本 – 重大性的定義

該修訂本澄清重大性的定義，以便實體作出重大判斷。作為香港財務報告準則的一項重大會計概念，重大性的定義有助實體釐定有關資料應否納入其財務報表。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

Amendments to HKAS 28

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.

Amendments to HKFRS 3 – Definition of a Business

The amendments improve the definition of a business. The amended definition emphasises that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others. In addition to amend the wordings of the definition, the Board has provided supplementary guidance. Distinguishing between a business and a group of assets is important because an acquirer recognises goodwill only when acquiring a business.

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.

2. 採納香港財務報告準則 (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)

香港會計準則第28號的修訂本

該修訂本澄清香港財務報告準則第9號應用於聯營企業或合營企業的長期權益(「長期權益」, 構成於聯營企業或合營企業淨投資的一部分), 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。

香港財務報告準則第3號的修訂本 – 業務的定義

該等修訂本強化業務的定義。該經修訂的定義強調業務的產出是向客戶提供商品及服務, 而先前定義則注重給投資者或其他人士帶來股息、較低成本或其他經濟利益形式的回報方面。除修訂定義的表達外, 董事會已提供補充指引。區分一項業務與資產組別至關重要, 蓋因收購方僅於收購業務時確認商譽。

香港財務報告準則第9號的修訂本 – 具有負補償的預付特徵

該等修訂本澄清, 倘符合特定條件, 具有負補償的提前還款金融資產可按攤銷成本或按公平價值列入其他全面收益計量, 而非按公平價值列入損益。

2. ADOPTION 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 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 in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application, and except for the assessment has been made to HKFRS 16, the directors of the Company are not yet in a position to quantify the effects on the Group’s consolidated financial statements.

2. 採納香港財務報告準則 (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10號及香港會計準則第28號的修訂本－投資者與其聯營企業或合營企業之間的資產出售或投入

該等修訂本澄清實體向其聯營企業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之資產時，則僅須就不相關投資者於合營企業或聯營企業之權益確認收益或虧損。

本集團現正評估該等修訂本、新訂準則及新訂詮釋於初步應用期間預期構成的影響。除就香港財務報告準則第16號作出的評估外，本公司董事未能量化對本集團綜合財務報表的影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (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 re-measured 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 re-measured to its acquisition date fair value.

2. 採納香港財務報告準則 (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」的修訂本

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的變動。該等變動包括對香港財務報告準則第3號的修訂，其闡明當業務的一名合營經營者取得合營業務的控制權時，則該業務合併已初步達成，故此先前持有的股權應重新計量為其收購日期公平價值。

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」的修訂本

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的變動。該等變動包括對香港財務報告準則第11號的修訂，其闡明於參與（但並非擁有共同控制權）為一項業務的合營業務的一方隨後取得合營業務的共同控制權時，先前持有的股權不得重新計量為其收購日期公平價值。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (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. 採納香港財務報告準則 (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2015年至2017年週期的年度改進－香港會計準則第12號「所得稅」的修訂本

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的變動。該等變動包括對香港會計準則第12號的修訂，其闡明股息的所有所得稅後果與產生可分派溢利的交易採取一致的方式於損益、其他全面收益或直接於權益內確認。

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「借款成本」的修訂本

於年度改進過程中頒佈的該等修訂本對現時並不明確的多項準則作出微細及不急切的變動。該等變動包括對香港會計準則第23號的修訂，其闡明為取得合資格資產而專門作出的借款，於相關合資格資產可用作擬定用途或進行銷售後仍未償還，則該借款將成為實體一般所借資金的一部分並因此計入一般資產池內。

3. BASIS OF PREPARATION

(A) STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance which concern the preparation of consolidated financial statements. 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 “Main Board Listing Rules”).

(B) BASIS OF MEASUREMENT

The consolidated financial statements have been prepared under the historical cost basis except for leasehold land and buildings, buildings, investment properties and certain financial instruments, which are measured at fair values as explained in the Group’s accounting policies set out below.

(C) USE OF ESTIMATES AND JUDGMENTS

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5 to the consolidated financial statements.

(D) FUNCTIONAL AND PRESENTATION CURRENCY

The consolidated financial statements are presented in Hong Kong dollars (“HKD”), which is the same as the functional currency of the Company.

3. 編製基準

(A) 合規聲明

綜合財務報表乃根據所有適用的香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）以及香港公司條例的披露要求編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則規定之適用披露（「主板上市規則」）。

(B) 計量基準

除以公平價值計量之租賃土地及物業、物業及若干金融工具（於下文載列之會計政策闡述）外，綜合財務報表乃根據歷史成本基準而編製。

(C) 使用估算及判斷

編製符合香港財務報告準則的綜合財務報表要求使用若干重大會計估算，亦要求管理層於應用本集團會計政策過程中行使其判斷。涉及高度的判斷或複雜性的範疇，或涉及對綜合財務報表屬重大假設及估算的範疇，於綜合財務報表附註5中披露。

(D) 應用及呈列貨幣

綜合財務報表以港元（「港元」）呈列，港元亦為本公司功能貨幣。

4. SIGNIFICANT ACCOUNTING POLICIES

(A) BUSINESS COMBINATION AND BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides an evidence of impairment on the asset transferred, in which case the losses is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and the consolidated statement comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at fair value on the acquisition date. The Group’s previously held equity interest in the acquiree is re-measured at fair value on the acquisition date and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent the present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4. 主要會計政策

(A) 業務合併及綜合基準

本綜合財務報表包含本公司及其附屬公司（「本集團」）的財務報表。所有集團內公司間的交易及結餘以及未變現溢利已於編製綜合財務報表時全數對銷。未變現虧損亦予對銷，除非有證據顯示交易的獲轉讓資產出現減值，則虧損於損益中確認。

年內購置或出售的附屬公司的業績已於收購日期或截至出售日期止（倘適用）於綜合損益表及綜合全面收益表內列賬。倘有需要，附屬公司的財務報表會作出調整，以切合本集團其他成員公司所採納的會計政策。

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股權於收購當日的公平價值總額計量。所收購的可識別資產及所承擔負債則主要按收購當日的公平價值計量。本集團先前所持被收購方的股權以收購當日的公平價值重新計量，而所產生的收益及虧損則於損益確認。本集團可按個別交易基準選擇按公平價值或按應佔被收購方可識別資產淨值的比例計量現時於附屬公司的擁有權權益的非控股權益。除非香港財務報告準則另有規定計量基準，否則所有其他非控股權益均按公平價值計量。所產生的收購相關成本列作開支，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(A) BUSINESS COMBINATION AND BASIS OF CONSOLIDATION (CONTINUED)

Any contingent consideration to be transferred by the acquirer is recognised at fair value on the acquisition date. Subsequent adjustments to the 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 on the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

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 amounts 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. 主要會計政策 (續)

(A) 業務合併及綜合基準 (續)

將由收購人轉讓的任何或然代價乃按收購日期之公平價值確認。倘有關收購日期公平價值的計量期間(最長為自收購日期起計12個月)所獲取新資料顯示調整,方會於收購成本中確認代價之其後調整。獲分類為資產或負債的或然代價所有其他其後調整乃於損益中確認。

當本集團喪失對附屬公司的控制權時,處置損益計算為(i)所收到的對價和任何保留權益的公平價值總額與(ii)附屬公司資產(包括商譽)和負債及任何非控股權益的原賬面金額之間的差額。以往於其他全面收益確認與附屬公司有關的金額,以相同方式入賬,猶如相關資產或負債已經出售。

收購後,現時於附屬公司的擁有權權益的非控股權益的賬面值為該等權益於初步確認時的款額加上有關非控股權益應佔權益其後變動的部分。即使會導致非控股權益出現虧絀結餘,全面收益總額乃歸屬於非控股權益。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(B) SUBSIDIARIES

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists, the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and other parties who hold voting rights;
- Other contractual arrangements; and
- Historic patterns in voting attendance

In the Company's statement of financial position, investments in subsidiaries are stated at costs less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. 主要會計政策 (續)

(B) 附屬公司

附屬公司乃指本公司可對其行使控制權的被投資方。以下三個因素全部滿足時即表示本公司控制一名被投資方：對被投資方的權力、來自被投資方可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

倘本公司擁有實際能力引導被投資方相關活動，而毋須持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

- 相對其他持有投票權人士的數量及分散情況，本公司投票權的數量多少；
- 本公司及其他持有投票權人士所持有的實際潛在投票權；
- 其他合同安排；及
- 參與投票及出席的歷史模式。

於附屬公司的投資已按成本減減值虧損（如有）計入本公司的財務狀況表。附屬公司的業績由本公司根據於呈報日期已收及應收股息基準列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(B) SUBSIDIARIES (CONTINUED)

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 asset including goodwill.

(C) ASSOCIATES

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policy decisions.

Associates are accounted for using the equity method whereby they are initially recognised at costs and thereafter, their carrying amounts are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless the Group has incurred legal or constructive obligations or made payments on behalf of the associates.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying amount of the associate. Where unrealised losses provide evidence of impairment of the asset transferred, they are recognised immediately in profit or loss.

4. 主要會計政策 (續)

(B) 附屬公司 (續)

當收到來自該等投資的股息時，倘股息超過附屬公司在宣派股息期間的全面收益總額，或倘於獨立財務報表的投資賬面值超過被投資公司資產淨值（包括商譽）於綜合財務報表的賬面值時，則須對於附屬公司的投資進行減值測試。

(C) 聯營企業

聯營企業為本集團對其擁有重大影響力的實體，既非附屬公司，亦非合營企業。重大影響力指有權力參與被投資方的財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營企業乃採用權益法入賬，據此聯營企業按成本初步確認，此後其賬面值於聯營企業的資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營企業的權益的虧損不會確認，除非集團已蒙受法律責任或已代替聯營企業付款有責任彌補該等虧損。

本集團與其聯營企業之間的交易產生的損益僅於不相關投資者於聯營企業擁有權益時方會確認。該等交易產生的投資者分佔聯營企業溢利及虧損與聯營企業的賬面值對銷。倘未變現虧損證明資產轉移的減值，則即時於損益賬中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(C) ASSOCIATES (CONTINUED)

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

In the Company's statement of financial position, interest in an associate is carried at cost less impairment loss. The result of the associate is accounted for by the Company on the basis of dividend received and receivable during the year.

(D) JOINT ARRANGEMENTS

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- *Joint ventures*: where the Group has rights to only the net assets of the joint arrangement; or
- *Joint operations*: where the Group has both rights to assets and obligations for the liabilities of the joint arrangement.

4. 主要會計政策 (續)

(C) 聯營企業 (續)

聯營企業已付任何溢價高於本集團應佔已收購可識別資產、負債及或然負債的公平價值撥充資本，計入聯營企業的賬面值。倘客觀證據證明聯營企業投資有減值，則投資的賬面值與其他非金融資產相同方式進行減值測試。

本公司財務狀況表中，於一間聯營企業之權益按成本減減值虧損（如有）列賬。聯營企業的業績由本公司基於年內已收股息及應收股息入賬。

(D) 共同安排

倘一份合約安排賦予本集團及至少一名其他人士於相關安排活動的共同控制權，則本集團即為共同安排的一方。共同控制權的評估原則與附屬公司的控制權相同。

本集團將其於共同安排的權益分類為：

- *合營企業*：倘本集團僅有權享有共同安排的資產淨值；或
- *聯合經營*：倘本集團有權享有共同安排的資產及有義務承擔其負債。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(D) JOINT ARRANGEMENTS (CONTINUED)

In assessing the classification of interests in joint arrangements, the Group considers:

- the structure of the joint arrangement;
- the legal form of joint arrangements structured through a separate vehicle;
- the contractual terms of the joint arrangement agreement; and
- any other facts and circumstances (including any other contractual arrangements).

The Group accounts for its interests in joint ventures in the same manner as interest in an associate (i.e. using the equity method – see Note 4(C) to the consolidated financial statements).

Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in a joint venture. Where there is an objective evidence that the investment in a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

The Company's interests in joint ventures are stated at cost less impairment losses, if any. The results of the joint ventures are accounted for by the Company on the basis of dividends received and receivable during the year.

4. 主要會計政策 (續)

(D) 共同安排 (續)

於評估於共同安排權益的分類時，本集團會考慮：

- 共同安排的架構；
- 透過單獨工具構建的共同安排的法律形式；
- 共同安排協議的合約條款；及
- 任何其他事實及情況（包括任何其他合約安排）。

本集團於綜合財務報表中以於一間聯營企業之權益相同的方式（即採用權益法—見附註4(C)）計算其在合營企業中的權益。

就於一間合營企業的投資之已付任何溢價高於本集團應佔已收購可識別資產、負債及或然負債的公平價值乃撥充資本，計入合營企業的投資的賬面值內。當有客觀證據證明於一間合營企業的投資已出現減值，則用與其他非金融資產相同的方法對投資的賬面值進行減值測試。

本集團透過確認其根據合約獲賦予的權利及責任而應佔的資產、負債、收益及開支將其於聯合經營的權益入賬。

本公司於合營企業的權益按成本減減值虧損呈列（如有）。於年內，其合營企業的業績已根據本公司收到股息及應收股息計算。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(E) GOODWILL

Where the fair value of identifiable assets and liabilities exceed the aggregation of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree on the acquisition date, the excess is recognised in profit or loss on the acquisition date immediately after the re-assessment.

Goodwill is measured at cost less impairment losses, if any. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to be benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount against its recoverable amount (see Note 4(S) to the consolidated financial statements), and whenever there is an indication that the unit may be impaired.

For goodwill arising from an acquisition during a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value-in-use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

4. 主要會計政策 (續)

(E) 商譽

倘可識別資產、負債之公平價值高於所付代價之公平價值、於被收購方的任何非控股權益金額及收購方先前於被收購方持有的權益於收購日期的公平價值之總和，則超出部分於重估後於收購日期在損益即時確認。

商譽乃按成本減減值虧損（如有）計量。就減值測試而言，收購產生之商譽分配至預期會受惠於收購協同效益之各相關現金產生單位。現金產生單位乃可識別之最小資產組合，其產生之現金流入基本獨立於其他資產或資產組合之現金流入。獲分配商譽之現金產生單位會每年透過比較其賬面值及其可收回金額（見綜合財務報表附註4(S)）及於有跡象顯示該單位可能出現減值時進行減值測試。

就於某一財政年度進行收購所產生的商譽而言，已獲分配商譽的現金產生單位會於該財政年度完結之前進行減值測試。倘現金產生單位的可收回金額低於該單位的賬面值，則減值虧損初步先分配至撇減分配予該單位的任何商譽賬面值，其後根據該單位內每項資產的賬面值按比例分配至該單位內其他資產。然而，分配至各項資產之虧損將不會令各資產之賬面值減至低於其公平價值減出售成本（如可計量）或其使用價值（如可釐定）（以較高者為準）。任何商譽減值虧損均於損益中確認，且不會於往後期間予以撥回。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) REVENUE RECOGNITION

For the accounting policies applied from 1 January 2018

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes sales related taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right for payment of performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4. 主要會計政策 (續)

(F) 收益確認

自2018年1月1日起應用的會計政策

客戶合約收入於貨品或服務的控制權以反映本集團預期就交換該等貨品或服務而有權獲得之代價的金額(不包括代表第三方收取的金額)轉讓予客戶時確認。收入不包括銷售相關稅項,並經扣除任何貿易折扣。

貨品或服務的控制權在一段時間內或在某一時點轉移,取決於合約的條款約定與適用於合約的法律規定。貨品或服務的控制權是在一段時間內轉移,倘本集團履約過程中:

- 提供客戶同時收到且消耗的所有利益;
- 創造或增強客戶於本集團履約時控制的資產;或
- 不會創造對本集團具有可替代用途的資產,且本集團有強制執行權收取至今已履約部分的款項。

倘貨品或服務的控制權在一段時間內轉移,參照在整個合約期間已完成履約責任的進度進行收益確認。否則,收益於客戶獲得貨品或服務控制權的時間點確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) REVENUE RECOGNITION (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at the contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(i) *Sale of goods*

Revenue from sale of goods directly to customers is recognised at a point in time when the control of goods have been passed to customers, which is primarily upon the goods are delivered and accepted by customers. There is generally one performance obligation for sales of goods. For goods sold to wholesale customers, payment terms are usually ranged from 30 to 60 days. For goods sold to retail customers, payment is normally due immediately when the customers purchase goods. The invoice amounts are usually net of sales related taxes. Contract generally provides no right of return, sales discount or volume rebate that give rise to variable consideration.

4. 主要會計政策 (續)

(F) 收益確認 (續)

自2018年1月1日起應用的會計政策 (續)

當合約中包含融資成分，該融資成分為客戶提供超過一年的商品或服務轉讓融資的重大利益時，收益按應收款項的現值計量，使用貼現率折現，該貼現率將反映在本集團與客戶在合約開始時的單獨融資交易中。當合約中包含融資部分，該融資部分為本集團提供重大財務利益時，合約項下確認的收益包括按實際利息法在合約負債上加算的利息開支。就客戶付款至轉讓承諾商品或服務的期限為一年或更短的合約而言，交易價格採用香港財務報告準則第15號中實際權宜之計，不會對重大融資部分的影響作出調整。

(i) *商品銷售*

來自直接銷售商品予客戶的收益於商品控制權轉至客戶的時間點（主要於交付商品及客戶接獲商品時）確認。商品銷售一般有一項履約責任。就售予批發客戶的商品而言，付款期限通常介乎於30日至60日不等。就售予零售客戶的商品而言，一般要求客戶於購買商品時即時付款。發票金額通常扣除銷售相關稅項。合約一般並無引致可變代價的退貨權、銷售折扣或批量回扣。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) REVENUE RECOGNITION (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(ii) *Financial consultancy income*

Revenue from the provision of financial consultancy services is recognised over time as customers simultaneously receive and consume benefits when the Group performs the consultancy services. The services are generally charged at a fixed monthly fee. Invoices for such services are issued on a monthly basis and are usually payable ranged from 30 to 60 days.

(iii) *Commission income from concessionaire sales*

Commission income from concessionaire sales is recognised over time when the underlying services are provided to the relevant shops located in the outlet malls based on certain commission rate of revenue generated from the shops in accordance with the agreed terms of the contracts. No minimum guarantee income is required for such concessionaire sales. Invoices are issued on a monthly basis and are usually payable ranged from 30 to 60 days.

(iv) *Royalty income*

Royalty income represents licence fee for rights to access the Group's intellectual property, i.e. manufacture, sale and distribution of the "PONY" branded products in the licensed territories. Most of the agreements include minimum royalty guarantee and a sales-based royalty. Management considers that the intellectual property is significantly affected by the Group's activities, therefore, the minimum royalty guarantee element is recognised over time rateably over the licence term. Any additional sales-based royalty in excess of the guaranteed minimum would be subject to the royalty exception and recognised in the period accordingly when the usage occurs.

4. 主要會計政策 (續)

(F) 收益確認 (續)

自2018年1月1日起應用的會計政策 (續)

(ii) *財務諮詢收入*

由於在本集團履行諮詢服務時客戶同時收取及消耗利益，提供財務諮詢服務所得收入隨時間確認。相關服務的費用通常按每月固定金額計算。該等服務發票按每月基準出具，且通常須於介乎30天至60天內支付。

(iii) *特許權銷售所得佣金收入*

當相關服務根據合約協定條款提供予位於奧特萊斯的相關店舖（基於店舖所產生收益的若干佣金率）時，特許權銷售所得佣金收入隨時間確認。此等特許權銷售並無最低保證收入。發票按每月基準出具，且通常須於介乎30天至60天內支付。

(iv) *專利收入*

專利收入指使用本集團知識產權權利（即於特許使用地區生產、銷售及分銷「PONY」品牌產品）的特許使用費。大多數協議載有最低保證專利費及銷售專利費。管理層認為知識產權在很大程度上受本集團活動影響，因此最低保證專利費於特許使用期限內按比例隨時間推移確認。任何超過最低保證專利費的額外銷售專利費將屬特殊專利費，並於使用期間確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) REVENUE RECOGNITION (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(v) *Rental income*

Rental income under operating leases is recognised on a straight-line basis over the relevant lease terms, except for the contingent rental income which is recognised when it arises.

(vi) *Interest income*

Interest income from a financial asset is accrued on a timely basis, by reference to the principal outstanding and calculated at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(vii) *Brokerage commission*

Service income from brokerage commission, net of commission income waived for certain customers, is recognised on a trade date basis at a point in time when the relevant transactions are executed in accordance with the agreed terms of the account opening agreements. Invoices are issued on a monthly basis and are usually payable within 30 days.

(viii) *Underwriting and placing income*

Service income from underwriting and placing of listed securities are recognised at a point in time in accordance with the agreed terms of the relevant underwriting and placing agreements or deal mandate when the relevant significant acts have been completed. Invoice are issued when those acts are completed and are usually payable within 60 days.

4. 主要會計政策 (續)

(F) 收益確認 (續)

自2018年1月1日起應用的會計政策 (續)

(v) *租金收入*

經營租賃項下租金收入乃按有關租賃年期以直線法確認，惟或然租金收入乃於產生時予以確認。

(vi) *利息收入*

金融資產所產生的利息收入乃參考未償還本金及以所適用的實際利率按時間基準累計作計算，實際利率乃將金融資產在預計年期內的估計未來現金收入準確貼現至該資產首次確認時的賬面淨值的利率。

(vii) *經紀佣金*

經紀佣金的服務收入（扣除就若干客戶放棄的佣金收入）乃於根據開戶協議的協定條款進行相關交易時按交易日基準確認。本公司按月開具發票，通常須於30日內支付。

(viii) *包銷及配售收入*

包銷及配售上市證券的服務收入乃根據相關包銷及配售協議之協定條款或交易授權於相關重大行事完成時確認。本公司於該等行事完成時開具發票，通常須於60日內支付。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) REVENUE RECOGNITION (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(ix) *Dividend income*

Dividend income is recognised when the Group's right to receive the dividend is established.

For the accounting policies applied until 31 December 2017

Revenue is measured at fair value of consideration received or receivable, which is net of estimated customer returns, discounts and sales related taxes, and represents amounts receivable for goods or services provided in the normal course of business.

(i) *Sale of goods*

Revenue from sale of goods is recognised on transfers of risks and rewards of ownership, which is at the time that goods are delivered and title has been passed.

(ii) *Financial consultancy income*

Service income is recognised when the relevant services are provided.

(iii) *Commission income from concessionaire sales*

Commission income from concessionaire sales is recognised when the services on which the commissions earned are provided to the relevant shops located in the outlet malls in accordance with the agreed terms. No minimum guarantee income is required for such concessionaire sales.

(iv) *Royalty income*

Royalty income is recognised on an accrual basis in accordance with the relevant agreements, which is in general on a straight-line basis over the contract periods of the agreements.

4. 主要會計政策 (續)

(F) 收益確認 (續)

自2018年1月1日起應用的會計政策 (續)

(ix) *股息收入*

股息收入乃於本集團收取股息的權利確定時確認。

適用至2017年12月31日止會計政策

收益乃按已收或應收代價的公平價值計量及經扣除估計客戶退貨、扣減折扣及相關銷售稅項，亦代表從正常生意提供商品及服務中收取的款項。

(i) *商品銷售*

商品銷售收益於轉讓擁有權的風險及回報時（即交付及產權轉移予客戶時）予以確認。

(ii) *財政諮詢收入*

服務收入乃於提供有關服務時獲確認。

(iii) *特許權銷售所得佣金收入*

特許權銷售所得佣金收入乃跟據協議內向奧特萊斯內有關商店提供服務時賺取後確認。此等特許權銷售並無最低擔保收入。

(iv) *專利權收入*

專利權收入根據相關協議的內容按累計基準確認，一般以直線基準於協議的年期內進行。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(F) REVENUE RECOGNITION (CONTINUED)

*For the accounting policies applied until 31
December 2017 (Continued)*

- (v) *Rental income*
Rental income under operating leases is recognised on a straight-line basis over the relevant lease terms, except for the contingent rental income which is recognised when it arises.
- (vi) *Interest income*
Interest income from a financial asset is accrued on a timely basis, by reference to the principal outstanding and calculated at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.
- (vii) *Brokerage commission*
Service income from brokerage commission, net of commission income waived for certain customers, is recognised on a trade date basis when the relevant transactions are executed in accordance with the agreed terms of the account opening agreements.
- (viii) *Underwriting and placing income*
Service income from underwriting and placing of listed securities are recognised at a point in time in accordance with the agreed terms of the relevant underwriting and placing agreements or deal mandate when the relevant significant acts have been completed.
- (ix) *Dividend income*
Dividend income is recognised when the Group's right to receive the dividend is established.

4. 主要會計政策 (續)

(F) 收益確認 (續)

*適用至2017年12月31日止的會計政
策*

- (v) *租金收入*
根據經營租賃的租金收入乃按直線法於相關租賃的年期確認，惟於產生時予以確認的或然租金收入除外。
- (vi) *利息收入*
金融資產所產生的利息收入乃參考未償還本金及以所適用的實際利率按時間基準累計作計算，實際利率乃將金融資產在預計年期內的估計未來現金收入貼現至該資產首次確認時的賬面淨值的利率。
- (vii) *經紀佣金*
從經紀佣金內得到的服務費用（某些客戶獲豁免佣金）乃於簽立相關交易時根據開戶文件按交易日基準確認。
- (viii) *包銷及配售收入*
包銷及配售上市股票收取的服務收入乃根據包銷及配售協議之協定條款或交易授權於相關重大行事完成時在某個時間點確認為收入。
- (ix) *股息收入*
股息收入於收取股息之權利獲確定時確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(G) PROPERTY, PLANT AND EQUIPMENT

Owner-occupied leasehold land and buildings are stated at revaluation amounts less accumulated depreciation. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period. Increases in value arising on revaluation are recognised in other comprehensive income and accumulated in equity under the heading of “properties revaluation reserve”. Decreases in value arising on revaluation are first offset against increases on earlier valuations in respect of the same property and thereafter recognised in profit or loss. Any subsequent increases are recognised in profit or loss up to the amount previously charged and thereafter to the properties revaluation reserve.

Upon disposal, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the properties revaluation reserve to retained profits.

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

4. 主要會計政策 (續)

(G) 物業、廠房及設備

業主自用租賃土地及樓宇按重估減累計折舊列賬。重估會充足地定期進行，以確保賬面值不會與於報告期末使用公平價值釐定者存在重大差異。重估增值於其他全面收益確認並於權益的物業重估儲備項下累計。重估減值首先對銷同一物業先前的估值增值，其後於損益中確認。其後任何增值以先前已扣除的金額為限計入損益之內，其後計入物業重估儲備。

於出售時，就之前估值已變現的重估儲備相關部分獲解除由物業重估儲備轉撥至留存溢利。

其他物業、廠房及設備乃按成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備的成本包括其購買價及收購該等項目直接應佔的成本。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(G) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

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 other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost or revaluation amounts, net of expected residual value, over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted, if appropriate, at the end of each reporting period.

The below items of property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, their annual depreciation rates are as follows:

Leasehold land and buildings in Hong Kong and the PRC	Shorter of useful lives and the remaining lease term
Buildings	Shorter of useful lives and the remaining lease term
Leasehold improvements	Shorter of useful lives and the remaining lease term
Plant and machinery	9% – 45%
Furniture, fixtures and equipment	9% – 20%
Motor vehicles	16% – 20%
Vessel	10%

4. 主要會計政策 (續)

(G) 物業、廠房及設備 (續)

其後的成本僅會於與該項目有關的未來經濟利益可能流入本集團，而該項目成本能可靠計量的情況下計入資產的賬面值，或確認為一項獨立資產（倘適用）。所取代部分的賬面值會終止確認。所有其他維修及保養於產生的財政期間內於損益內作為開支確認。

物業、廠房及設備按於其估計可使用年期使用直線法折舊，以將其成本或估值（扣除預計剩餘價值）撇銷。於各報告期末，可使用年期、剩餘價值及折舊法會予以審閱及調整（如適合）。

以下物業、廠房及設備項目（不包括在建工程）按其估計可使用年期並經考慮其估計剩餘價值後，以直線法計算折舊如下：

於香港及中國的租賃土地及樓宇	可使用年期及剩餘租賃年期的較短者
樓宇	可使用年期及剩餘租賃年期的較短者
租賃物業裝修	可使用年期及剩餘租賃年期的較短者
廠房及機器	9% – 45%
傢俱、裝置及設備	9% – 20%
汽車	16% – 20%
船隻	10%

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(G) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

If an item of property, plant and equipment becomes an investment property because its usage has changed as evidenced by the end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sales proceed and the carrying amount of the asset, and is recognised in profit or loss.

An item of property, plant and equipment is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

Asset held under a finance lease is depreciated over its expected useful life on the same basis as owned assets, or where shorter, the relevant lease term.

4. 主要會計政策 (續)

(G) 物業、廠房及設備 (續)

倘因項目擁有人的佔用期完結而改變用途，使一項物業、廠房及設備項目成為一項投資物業，該項目的賬面值與其公平價值之間的任何差額會在轉移日期於其他全面收益中確認，並於物業重估儲備中累計。於日後出售或報廢該資產時，相關的重估儲備將會直接轉移至留存溢利。

一項物業、廠房及設備於出售或預期繼續使用該資產不能產生未來經濟利益時，將取消確認。出售或報廢一項物業、廠房及設備而產生的任何收益或虧損乃釐定為銷售所得款項淨額及資產賬面值之間的差額，並於損益中確認。

倘物業、廠房及設備項目的賬面值高於該資產的估計可收回金額，則即時將其撇減至其可收回金額。

根據融資租賃持有的資產按與自置資產相同的基準以預計可使用年期或相關租賃期限（以較短者為準）折舊。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(G) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

(H) INVESTMENT PROPERTIES

Investment properties are properties held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

When the Group holds property interests under an operating lease to earn rental income, the Group classifies and accounts for these property interests as investment properties.

4. 主要會計政策 (續)

(G) 物業、廠房及設備 (續)

在建工程乃按成本減減值虧損列賬。成本包括直接建築成本及於建設及安裝期間資本化之借貸成本。當資產投入擬定用途所需的準備工作大致完成時，該等成本即不再資本化，而在建工程則轉撥至物業、廠房及設備之合適類別。在建工程於竣工及可作擬定用途前，並不計提任何折舊。

(H) 投資物業

投資物業乃指持有以賺取租金或作資本增值用途或兩者兼有，但並非於日常業務過程中持作銷售、持作生產或供應貨品或服務或行政用途的物業。投資物業於初步確認時按成本計量，而其後按公平價值計量，任何公平價值變動則於損益確認。

倘本集團以經營租賃持有物業權益以賺取租金收入，本集團將該等物業權益分類及入賬為投資物業。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(H) INVESTMENT PROPERTIES (CONTINUED)

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value models, unless they are still in the course of construction or development at the reporting date and their fair value cannot be reliably determined at that time. Gains or losses arising from changes in fair value of the investment properties are included in profit or loss for the period in which they arise.

If an investment property becomes an item of property, plant and equipment because its usage has changed as evidenced by the commencement of owner-occupation, the property's deemed cost for subsequent accounting is its fair value at the date of change in use.

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 investment property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss for the period in which the item is derecognised.

4. 主要會計政策 (續)

(H) 投資物業 (續)

投資物業首次以成本計量，包括任何直接應佔開支。首次確認以後，除非於報告日期投資物業仍在興建或開發中而其公平價值於當時不能可靠計量，否則投資物業會以公平價值模式按公平價值計量。投資物業公平價值變動所產生的收益或虧損會在其產生的期間計入損益。

倘投資物業因業主自用而變動其用途成為物業、廠房及設備項目，就其後入賬而言，被視為物業的成本為於用途變動日期之公平價值。

投資物業於出售或投資物業永久不再使用及預期不能由其出售獲取任何未來經濟利益時取消確認。因取消確認該投資物業而產生之任何損益（按出售所得款項淨額與資產賬面值的差額計算）於取消確認該項目的期間計入損益。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) LEASING

Leases are classified as finance leases whenever the terms of the leases transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the relevant lease terms. 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

Asset held under a finance lease is initially recognised as asset at its fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

4. 主要會計政策 (續)

(I) 租賃

當租賃條款將所涉及擁有權的絕大部分風險及回報轉移予承租人時租賃會被分類為融資租賃。所有其他租賃會被分類為經營租賃。

本集團作為出租人

經營租賃的租金收入乃按有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的初步直接成本乃加入租賃資產的賬面值，並按租賃年期以直線法確認為開支。

本集團作為承租人

根據融資租賃持有的資產初步按公平價值或最低租賃款項現值（如金額較低）確認為資產。相應租賃承擔列作負債。租賃款項按資本及利息分析。利息部分於租期內在損益扣除，以得出租賃負債的一個固定比例為方式計算。資本部分則扣除結欠出租人的結餘。

經營租賃項下之應付租金總額乃以直線基準，按租期確認為開支，但如另有系統性基準較時間性模式更具代表性，租賃資產的經濟效益據此被消耗則除外。經營租賃所產生的或然租金在產生當期作為開支確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(I) LEASING (CONTINUED)

The Group as lessee (Continued)

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land and buildings

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the relevant lease term on a straight-line basis except for those that is classified and accounted for as an investment property under the fair value model.

4. 主要會計政策 (續)

(I) 租賃 (續)

本集團作為出租人 (續)

倘訂立經營租賃可以獲得租賃優惠，該等優惠作為負債確認。優惠整體利益以直線法確認為扣減租金開支。然而如另有系統性基準較時間性模式更具代表性，租賃資產的經濟效益據此被消耗則除外。

租賃土地及樓宇

當租賃包括土地及樓宇部分，本集團根據對附於各部分所有權的絕大部分風險及回報是否已轉移至本集團的評估，分別將各部分的分類獨立評估為融資或經營租賃，除非清楚顯示兩者均屬經營租賃，則整項租賃獲分類為經營租賃。具體而言，最低繳付租金（包括任何一筆過預付款項）於租約訂立時按租賃土地部分及樓宇部分中的租賃權益相對公平價值比例於土地與樓宇部分間分配。

在租賃款項能可靠分配的情況下，被列為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「預付租賃款項」，並按租賃期以直線基準攤銷，除非其獲分類為並按公平價值模式作為投資物業入賬。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(J) INTANGIBLE ASSETS (OTHER THAN GOODWILL)

(i) *Acquired intangible assets*

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses; whereas, intangible assets with indefinite useful lives are carried at costs less accumulated impairment losses.

Intangible assets with finite useful lives

For the intangible assets with finite useful lives, amortisation is provided on a straight-line basis over their useful lives and recognised in profit or loss as follows.

Customer relationship	15 years
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Intangible assets with indefinite useful lives

For the intangible assets with indefinite useful lives are the foreign trademarks which have been granted for licensing periods ranged from 7 to 15 years by the relevant government agencies, the rights to manufacture, market, distribute and sell health supplement products under certain trademarks in Hong Kong, with the option of renewal when the periods expired, and trading rights granted by the Hong Kong Exchange and Clearing Limited, which allows the Group to trade securities on or through The Stock Exchange of Hong Kong Limited and Hong Kong Futures Exchange Limited. Both trademarks and trading rights can be renewed indefinitely at little or no cost to the Group and are expected to generate net cash inflows to the Group indefinitely. The Group intends to renew both of the trademarks and trading rights indefinitely given by evidence to support its ability. As a result, they are treated as having indefinite useful lives.

4. 主要會計政策 (續)

(J) 無形資產 (除商譽外)

(i) *所收購無形資產*

單獨收購的無形資產初步按成本確認。業務合併中所收購的無形資產的成本為收購日期的公平價值。其後，具有有限使用年期的無形資產按成本減累計攤銷及累計減值虧損入賬，而具無限使用年期的無形資產按成本減累計減值虧損列賬。

具有限使用年期的無形資產

就具有有限使用年期的無形資產而言，於可使用年期內按直線基準攤銷並於損益內確認如下。

客戶關係	15年
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具無限使用年期的無形資產

具無限使用年期的無形資產為相關政府機構所授出特許期介乎7至15年不等的外國商標、於香港以若干商標生產、營銷、分銷及銷售保健產品的權利（可於期限屆滿時予以續期）及香港交易及結算所有限公司授出其本集團於香港的聯交所及香港期貨交易所的證券交易權。商標及交易權可無限期續期，對本集團而言費用不大甚至毋須費用及預期對本集團提供永久淨現金流。本集團擬無限期重續商標及交易權，而事實證明其有能力重續商標及交易權。因此，商標及交易權被視為具有無限使用年期。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(J) INTANGIBLE ASSETS (OTHER THAN GOODWILL) (CONTINUED)

(i) *Acquired intangible assets (Continued)*

The useful lives are reviewed at the end of reporting period to determine whether the indefinite useful life assessments continue to be supportable. If not, the change in the useful life assessment from indefinite to definite is accounted for on a prospective basis.

(ii) *Impairment*

Intangible assets with finite useful lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see Note 4(S) to the consolidated financial statements).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount; however, the carrying amount should not be increased above the lower of its recoverable amount and the carrying amount that would have resulted had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the profit or loss immediately.

4. 主要會計政策 (續)

(J) 無形資產 (除商譽外) (續)

(i) *所收購無形資產 (續)*

在報告期末，使用年期會被審查以決定其具無限使用年期的評估是否繼續實行，如果被推翻，該使用年期由無限為有限的使用年期評估則按前瞻性的基礎下入賬。

(ii) *減值*

具有限使用年期的無形資產乃於有跡象顯示資產可能出現減值時進行減值測試。具無限使用年期的無形資產每年進行減值測試，而不論是否有跡象顯示資產可能出現減值。無形資產乃透過將其賬面值與可收回金額比較以測試是否出現減值（見綜合財務報表附註4(S)）。

倘資產的可收回金額估計低於其賬面值，則資產的賬面值會被減少至其可收回金額。

減值虧損即時確認為開支，除非相關資產按重估金額列賬，在此情況下，減值虧損會視作重估調減處理，以其重估盈餘為限。

於其後撥回減值虧損時，資產之賬面值可增加至其可收回金額之經修訂估計數字，然而，增加後之賬面值不得超過其可收回金額與該資產尚於過往年度並無確認減值虧損所釐定之賬面值兩者之較低者。所有撥回立即於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(K) FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions entered into by these group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the prevailing exchange rates when the transactions occur. At the end of reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary assets and liabilities, and on the retranslation of monetary assets and liabilities, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary asset or liability that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in translation reserve and will be reclassified from translation reserve to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary assets and liabilities carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary assets and liabilities in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised in other comprehensive income.

4. 主要會計政策 (續)

(K) 外幣

於編製各個別集團實體的財務報表時，以該等集團實體經營的主要經濟環境的貨幣（「功能貨幣」）以外的貨幣訂立的交易均會按交易發生時所適用現行匯率記賬。於報告期末，以外幣計值的貨幣資產及負債均按當日現行匯率換算。按公平價值入賬以外幣計值的非貨幣項目乃以公平價值釐定當日現行匯率重新換算。以外幣的歷史成本計量的非貨幣項目則毋須重新換算。

結算及重新換算貨幣資產及負債所產生的匯兌差額於其產生期間在損益確認，惟構成本公司海外業務淨投資的貨幣資產或負債所產生之匯兌差額則除外，此類匯兌差額於其他全面收益內確認及於匯兌儲備累計，並將於出售海外業務時由匯兌儲備重新分類至損益。以公平價值入賬的非貨幣資產及負債重新換算所產生的匯兌差額乃計入期間損益，惟重新換算非貨幣資產及負債產生的匯兌差額除外，其收益及虧損乃直接於其他全面收益確認，於此等情況下，匯兌差額亦於其他全面收益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(K) FOREIGN CURRENCIES (CONTINUED)

For the purposes of presenting the consolidated financial statements, all assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HKD) at the rate of exchange prevailing at the end of reporting period, and income and expense items of foreign operations are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the exchange rates approximating to those prevailing rates when the transactions took place are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in translation reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of the group entities' separate financial statements on the translation of long-term monetary assets and liabilities forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in translation reserve.

4. 主要會計政策 (續)

(K) 外幣 (續)

為呈列綜合財務報表，本集團海外業務的所有資產及負債乃按報告期末的現行匯率換算為本集團的呈列貨幣（即港元），而海外業務的收入及開支項目乃按年度的平均匯率進行換算，除非年內匯率大幅波動，而在此情況下，乃使用與交易發生時現行匯率相若的匯率。產生的匯兌差額（如有）會於其他全面收益中確認並於匯兌儲備中累計（歸屬於少數權益（倘適用））。構成本集團相關海外業務淨投資的長期貨幣資產及負債換算所產生於集團實體獨立財務報表之損益確認的匯兌差額，重新分類至其他全面收益並於匯兌儲備累計。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(K) FOREIGN CURRENCIES (CONTINUED)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation, of which the retained interest becomes a financial asset), all of the exchange differences accumulated in translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss as part of the profit or loss of such disposals. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposal of an associate or a joint arrangement that does not result in the Group losing a significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

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 translation reserve.

4. 主要會計政策 (續)

(K) 外幣 (續)

出售海外業務時(即出售本集團海外業務的全部權益,或出售涉及包含海外業務的附屬公司而導致喪失其控制權,或部分出售於包含海外業務的共同安排或聯營企業的權益,其中保留權益為一項金融資產),與本公司擁有人應佔該業務有關的累計於滙率儲備的所有匯兌差額重新分類至損益,作為出售損益之一部分。此外,倘部份出售附屬公司並未導致本集團失去對該附屬公司的控制權,則按比例將累計匯兌差額重新分配至非控股權益,且不會於損益確認。就所有其他部分出售而言(即部分出售聯營企業或共同安排並無造成本集團失去重大影響力或共同控制權者),則按比例將累計匯兌差額重新分類至損益。

於2005年1月1日或以後,收購海外業務產生的有關所收購可識別資產的商譽及公平價值調整乃處理為該海外業務的資產及負債,並按於報告期末的現行滙率進行換算。產生的匯兌差額乃於滙兌儲備內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(L) CAPITALISATION OF BORROWING COSTS

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets until such assets are substantially ready for their intended use or sale. Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(M) EMPLOYEE BENEFITS

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plans

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

4. 主要會計政策 (續)

(L) 借貸成本資本化

因收購、建設或生產合資格資產(需要一段較長時間方能達致其擬定用途或出售)應佔直接成本乃資本化為該等資產成本的一部分,直至該等資產大部分可用作其擬定用途或出售為止。其開支有待計入該等資產的特定借貸的短期投資所賺取的收益乃於資本化借貸成本中扣除。所有其他借貸成本於產生時在期內損益表確認。

(M) 僱員福利

(i) 短期僱員福利

短期僱員福利乃,預計於僱員提供相關服務之年度報告期末後十二個月以前悉數結算之僱員福利(終止福利除外)。短期僱員福利於僱員提供相關服務之年度內確認。

(ii) 界定供款退休計劃

向界定供款退休計劃作出之供款於僱員提供服務時於損益內確認為開支。

(iii) 終止福利

終止福利於本集團不能撤回該等福利時以及本集團確認重組成本(涉及支付終止福利)時(以較早日期為準)確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(N) INCOME TAX

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before income tax expense” as reported in the consolidated statement of profit or loss because it excludes items of income or expenses that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affect neither the taxable profit nor the accounting profit.

4. 主要會計政策 (續)

(N) 所得稅

年度所得稅開支包括本期應付稅項及遞延稅項之和。

本期稅項

本期應付稅項乃按年內應課稅溢利計算。應課稅溢利有別於綜合損益表中呈報的「除所得稅開支前溢利」，原因為其不包括在其他年度應課稅或可扣稅的收入或開支，其亦不包括從不需課稅或可扣稅的項目。本集團的本期稅項負債乃按報告期末已實施或實質上已實施的稅率計算。

遞延稅項

遞延稅項乃因就財務報告而言之資產及負債之賬面值與就稅務而言之相應數值之暫時差異而確認。除不影響會計或應課稅溢利之商譽及已確認資產及負債外，就所有應課稅暫時差額確認遞延稅項負債。倘應課稅溢利有可能對銷可動用的該等可扣減暫時差額，則確認遞延稅項資產。倘暫時差額乃產生自商譽或初步確認交易的其他資產及負債（業務合併除外），而該交易並不影響應課稅溢利及會計溢利時，該等遞延稅項資產及負債不獲確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(N) INCOME TAX (CONTINUED)

Deferred tax (Continued)

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

The carrying amount of deferred tax assets is reviewed at the end of reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are appropriately expected to apply in the period of which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

4. 主要會計政策 (續)

(N) 所得稅 (續)

遞延稅項 (續)

遞延稅項負債就於附屬公司、聯營企業及共同控制實體之投資產生之應課稅暫時差額確認，惟本集團可控制暫時差額之撥回及暫時差額很大可能不會於可見將來撥回時除外。與該等投資相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可以撥回時確認。

於報告期末，本集團會檢討遞延稅項資產的賬面值，並將其扣減至使其不再可能有足夠應課稅溢利以收回全部或部分資產為止。

遞延稅項資產及負債大致上按預期負債償付或資產變現的期間內按稅率，並根據於報告期末前已頒佈或已實際頒佈的稅率（及税法）計量。

遞延稅項負債及資產的計量反映按照本集團預期於報告期末可收回或償付其資產及負債賬面值的方式計算所得稅務結果。遞延稅項於損益中確認，除非該稅項與於其他全面收益或直接於權益中確認的項目有關則除外，在此情況下，遞延稅項亦分別於其他全面收益或直接於權益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(N) INCOME TAX (CONTINUED)

Deferred tax (Continued)

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 of the economic benefits embodied in the property over time, rather than through sale.

(O) CLUB DEBENTURE

Club debenture is carried at cost less any subsequent accumulated impairment loss.

(P) INVENTORIES

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all of the costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present locations and conditions. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated cost necessary to make the sale readily.

4. 主要會計政策 (續)

(N) 所得稅 (續)

遞延稅項 (續)

當投資物業根據香港會計準則第40號「物業投資」按公平價值列賬，乃釐定用於計量遞延稅項金額的合適稅率的一般規定的特別情況。除非假設被推翻，否則該等投資物業的遞延稅項金額乃按於報告日期應用於按其賬面值出售的該等投資物業的稅率計量。當投資物業可予折舊且其業務目的為隨時間（而非透過出售）實質消耗該項物業內含的全數經濟效益的業務模式中持有，則假設被推翻。

(O) 會所債券

會所債券乃按成本減任何其後累計減值虧損列賬。

(P) 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中之較低者確認。成本包括所有採購成本、轉換成本及將存貨送至現有地點及達致現有狀況所需之其他成本。成本按加權平均法計算。可變現淨值指日常業務過程中之估計售價減估計完工成本及進行銷售必要之估計成本。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS

For the accounting policies applied from 1 January 2018

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets (unless it is a trade receivable without a significant financing component) and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. For a trade receivable without a significant financing component, it is initially measured at the transaction price.

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. The Group's financial assets are classified into the categories of financial assets as fair value through profit or loss ("FVTPL") and amortised cost. All regular purchases or sales of financial assets are recognised or derecognised on the trade date basis, i.e. the date when the Group commits to purchase or sell the asset. A regular way purchases or sales is purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

4. 主要會計政策 (續)

(Q) 金融工具

自2018年1月起適用的會計政策

金融資產及金融負債乃於一間集團實體成為該工具合約條文的訂約方時於綜合財務狀況表中確認。

金融資產(除非是沒有重大融資成分的貿易應收賬款)及金融負債以公平價值初始計量。收購或發行金融資產及金融負債(按公平價值計入損益的金融資產及金融負債則除外)的應佔直接交易成本乃於初步確認時加入或扣自金融資產或金融負債(倘適合)的公平價值。收購按公平價值列入損益之金融資產或金融負債的直接應佔交易成本會即時於損益中確認。對於不具有重大融資成分的貿易應收賬款,本集團按交易價格進行初始計量。

(i) 金融資產

本集團視乎收購資產之目的而於初步確認時將金融資產分類。本集團之金融資產分類為按公平價值列入損益之金融資產以及按攤銷成本計量的金融資產。所有金融資產買賣概於交易日(亦即本集團承諾購買或出售資產之日)予以確認或終止確認。一般買賣乃指金融資產買賣,其規定須於市場規例或慣例所一般設立的期間內交付資產。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(i) *Financial assets (Continued)*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The following are the two measurement categories into which the Group classifies its financial assets:

Amortised cost

Financial assets at amortised cost including trade and other receivables, amounts due from joint ventures, amount due from an associate, advances to customers in margin financing, loans receivable, restricted bank deposits and bank balances and cash. These assets are non-derivative financial assets not quoted in an active market that are held for collection of contractual cash flows in a fixed or determinable manner where those cash flows represent solely payments of principal and interest are measured at amortised cost. They arise principally through the provisions of goods or services to customers and also incorporate other types of contractual monetary assets. Subsequent to initial recognition, they are carried at amortised costs using the effective interest rate method, less any identified impairment losses (see accounting policy on "impairment loss on financial assets" as defined below).

4. 主要會計政策 (續)

(Q) 金融工具 (續)

*自2018年1月起適用的會計政策
(續)*

(i) *金融資產 (續)*

其後計量債務工具視乎本集團管理資產的業務模式及資產的現金流量特徵。本集團將其金融工具分為以下兩種計量類別：

攤銷成本

按攤銷成本計量的金融資產包括貿易及其他應收賬款、應收合營企業款項、應收聯營企業款項、提供予保證金融融資客戶之墊款、應收貸款、受限制銀行存款以及銀行結餘及現金。該等資產為並非於活躍市場報價的非衍生金融資產，按攤銷成本計量，其以固定及可釐定方式持作收取合約現金流量，其中有關現金流量純粹指本金及利息付款。彼等主要透過向客戶提供貨品或服務而產生，亦包含其他類型的合約貨幣資產。於初步確認後，彼等按攤銷成本減任何已識別減值虧損（見下文所述有關「金融資產減值虧損」之會計政策）以實際利率法列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

*For the accounting policies applied from 1 January
2018 (Continued)*

(i) *Financial assets (Continued)*

Amortised cost (Continued)

The effective interest rate method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts the estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition. Interest income is recognised on an effective interest basis, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

*自2018年1月起適用的會計政策
(續)*

(i) 金融資產 (續)

攤銷成本 (續)

實際利率法指計算金融資產的攤銷成本及於相關期間分配利息收入的方法。實際利率指透過金融資產的預計年期或(倘適用)較短期間將估計未來現金收入(包括所有已付或已收且構成實際利率組成部分的費用、交易成本及其他溢價或折讓)準確貼現至其初步確認時的賬面淨值的利率。利息收入按實際利息基準確認，外匯損益及減值於損益確認。解除確認時的任何收益於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(i) *Financial assets (Continued)*

Fair value through profit or loss (“FVTPL”)

Financial assets at FTVPL include financial assets held for trading, financial assets designated upon initial recognition at FTVPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or fair value through other comprehensive income, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss (“ECL”) on trade receivables and other financial assets measured at amortised cost, except the financial assets at FTVPL. The ECLs are measured on either of the following bases: (1) 12-months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial asset. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月起適用的會計政策 (續)

(i) *金融資產 (續)*

按公平價值列入損益 (「按公平價值列入損益」)

按公平價值列入損益之金融資產包括持作買賣金融資產、於初步確認時指定為按公平價值列入損益或強制要求按公平價值計量的金融資產。倘金融資產為於近期作出售或購回目的而收購，則被分類為持作買賣之金融資產。現金流量並非僅為支付本金及利息之金融資產分類為及按公平價值列入損益計量，而不論其業務模式如何。儘管如上文所述債務工具可分類為按攤銷成本或按公平價值列入其他全面收入，債務工具於初步確認時可指定為按公平價值列入損益，前提是此舉能夠消除或大幅減少會計錯配。

金融資產的減值虧損

本集團就按攤銷成本計量的貿易應收賬款及金融資產確認預期信貸虧損 (「預期信貸虧損」) 虧損撥備，惟按公平價值列入損益的金融資產除外。預期信貸虧損乃按下列任一基準計量：(1) 12個月預期信貸虧損：報告日期後12個月內可能發生的違約事件而導致的預期信貸虧損；及(2) 全期預期信貸虧損：金融工具預計年期內所有可能違約事件而導致的預期信貸虧損。估計預期信貸虧損時考慮的最長期間為本集團承受信貸風險的最長合約期間。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(i) *Financial assets (Continued)*

**Impairment loss on financial assets
(Continued)**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has measured loss allowances for trade receivables using HKFRS 9's simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets at amortised cost, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the loss allowances 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 analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information specific to the debtor and the economic environment.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

*自2018年1月起適用的會計政策
(續)*

(i) *金融資產 (續)*

金融資產的減值虧損 (續)

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額計量。有關差額其後按與資產初始實際利率相若的利率貼現。

本集團已採用香港財務報告準則第9號簡化法計量貿易應收賬款的虧損撥備，並按全期預期信貸虧損計算預期信貸虧損。本集團已基於本集團過往信貸虧損經驗確立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

就其他以攤銷成本金融資產而言，預期信貸虧損乃按12個月預期信貸虧損計算。然而，倘信貸風險自初始以來有大幅增加，則將按全期預期信貸虧損計提撥備。

於釐定金融資產的信貸風險自首次確認以來有否大幅增加並估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之定量及定性資料分析，並包括針對欠債人及經濟環境前瞻性資料。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(i) *Financial assets (Continued)*

Impairment loss on financial assets (Continued)

The following information is also taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant determination in a financial asset's external or internal credit rating (if available);
- an actual or expected significant determination in the operating results of the debtor; and
- existing or forecast changes in the technical market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial assets, the assessment of a significant increase in credit risk is performed on either on individual basis or a collective basis. When the assessment is performed on a collective basis, the financial assets are grouped based on share credit risk characteristics such as past due status and credit risk ratings.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

*自2018年1月起適用的會計政策
(續)*

(i) *金融資產 (續)*

金融資產的減值虧損 (續)

評估信貸風險是否由初始確認時顯著上升時會考慮以下資料：

- 在合約到期日無法償還本金或利息；
- 金融資產外部或內部信貸評級 (如有) 的實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 債務人的技術市場、經濟或監管環境有實際或預期的重大變動，導致債務人償還本集團的債務能力下降。

視乎金融資產的性質而定，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘若評估為按共同基準進行，金融資產則按共同的信貸風險特徵 (如逾期狀況及信貸風險評級) 進行分組。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(i) *Financial assets (Continued)*

Impairment loss on financial assets (Continued)

The Group rebutted the presumption of default under ECL model mainly for trade and other receivables, loans receivable, advances to customers in margin financing, loans to an associate, amounts due from joint ventures and an associate over 90 days past due based on the good repayment records for those customers and continuous business with the Group. Customers are assessed collectively based on provision matrix with reference to historical credit loss experience adjusted by forward looking estimate. The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising securities collateral, if any is held; or (2) the financial asset is more than 180 days past due.

Despite the foregoing, the Group assumes the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial asset is determined to have low credit risk if: (i) it has a low risk of default; (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in near term; and (iii) adverse changes in economic and business conditions in the longer term may but will not necessarily, reduce the ability of the borrowers to fulfill its contractual cash flow obligations.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowances) of the financial assets. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月1日起適用的會計政策 (續)

(i) 金融資產 (續)

金融資產的減值虧損 (續)

本集團根據與本集團持續進行業務的客戶的良好還款記錄，主要就逾期超過90天的貿易及其他應收賬款、應收貸款、提供予保證金融資客戶之墊款、提供予聯營公司之貸款、應收合營企業及聯營公司款項推翻預期信貸虧損模式下的違約假設。本集團基於參考過往信貸虧損經驗並就前瞻性估計作出調整的撥備矩陣對客戶進行集體評估。本集團認為金融資產於下列情況下已出現信貸減值：(1) 借款人大可能在無追索權採取行動（如變現抵押擔保（如持有））之情況下向本集團悉數履行其信貸責任；或(2) 該金融資產逾期超過180天。

儘管有上述規定，倘一項金融資產於報告日期被釐定為信貸風險較低，則本集團假設該項金融資產的信貸風險自初始確認以來並無顯著上升。在下列情況下，一項金融資產被釐定為具有較低的信貸風險：(i) 其違約風險較低；(ii) 借款人近期具充分履行合約現金流量責任能力；及(iii) 長遠經濟及業務狀況的不利變動可能但未必會降低借款人履行合約現金流量責任能力。

信貸虧損金融資產的利息收入乃按金融資產的攤銷成本（即賬面總值減虧損撥備）計算。至於無信貸虧損金融資產，利息收入乃按賬面總值計算。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(i) *Financial assets (Continued)*

Write-off policy of financial assets

The Group writes off a financial asset when there is reasonable and supportable information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still subject to enforcement activities under the Group's recovery procedures, taking into account of legal advice where appropriate. Any recoveries made are recognised directly in profit or loss.

(ii) *Financial liabilities and equity instruments*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred. Equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月1日起適用的會計政策 (續)

(i) 金融資產 (續)

金融資產之撇銷政策

本集團在有合理及可靠資料顯示交易對方陷入嚴重財務困難且無實際收回可能之時(例如交易對方遭受清盤或已進入破產程序)撇銷金融資產。在考慮法律意見(如適當)後,已撇銷金融資產仍可根據本集團之收回程序實施強制執行。任何收回款項直接於損益中確認。

(ii) 金融負債及股本工具

集團實體發行的金融負債及股本工具乃按照所訂立的合約安排內容及金融負債及股本工具的定義而分類。

按攤銷成本計量的金融負債初步按公平價值計量,扣除直接應佔已產生成本。股本工具乃證明於扣除所有負債後於本集團資產中擁有剩餘權益的任何合約。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(ii) *Financial liabilities and equity instruments (Continued)*

Financial liabilities at amortised cost

The Group classifies its financial liabilities at initial recognition, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised cost including trade and other payables, amounts due to joint ventures, amount due to a related party, bank borrowings, bank overdrafts and finance lease payables are subsequently measured at amortised cost, using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The related interest expense is recognised in profit or loss on an effective interest basis.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月1日起適用的會計政策 (續)

(ii) *金融負債及股本工具 (續)*

按攤銷成本計量之金融負債

本集團於初步確認時視乎負債產生之目的將金融負債分類。按攤銷成本計量之金融負債(包括貿易及其他應付賬款、應付合營企業款項、應付關連人士款項、銀行借款、銀行透支及應付融資租賃)其後按攤銷成本以實際利率法計量。

實際利率法是計算金融負債攤銷成本及將利息收入分配於有關期間的一種方法。實際利率指實際用於將估計未來現金付款按金融負債的預計年期或(如適用)較短期間折算的利率。利息開支以實際利率基準於損益確認。

倘負債透過攤銷過程被取消確認,則於損益內確認盈虧。

股本工具

本公司發行之股本工具按所收取之所得款項扣除直接發行成本入賬。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(iii) *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments at the time the guarantee is issued to reimburse the holder for a loss it incurs because of a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount is determined in accordance with the ECL model under HKFRS 9; and (ii) the amount initially recognised less, where appropriate, the cumulative amortisation recognised in accordance with the principles of HKFRS 15 “Revenue from contracts with customers”.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月1日起適用的會計政策 (續)

(iii) *財務擔保合約*

財務擔保合約乃規定簽發人於發出擔保時須支付指定金額的合約，以補償持有人由於特定債務人未有根據債務工具原有或經修訂條款支付到期付款而蒙受的損失。

由本集團發出的並非指定為按公平價值列入損益計量的財務擔保合約初步按公平價值減發出財務擔保合約直接產生的交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保合約：(i)根據香港財務報告準則第9號項下預期信貸虧損模式釐定的金額；及(ii)初步確認金額減（如適當）根據香港財務報告準則第15號「客戶合約收入」確認的累計攤銷。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(iii) *Financial guarantee contracts (Continued)*

The fair value of financial guarantee contract is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligation. Where guarantee in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

(iv) *Derecognition*

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial assets expire or when the financial assets has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9. On derecognition of a financial asset, the difference between the carrying amount of the financial assets and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月1日起適用的會計政策 (續)

(iii) *財務擔保合約 (續)*

財務擔保合約的公平價值乃根據債務工具項下所需合約付款與並無擔保情況下所需付款之間的現金流量差額現值，或就第三方承擔責任而應付第三方的估計金額釐定。倘聯營企業貸款或其他應付款項擔保為無償提供，相關公平價值入賬列作注資，並確認為投資成本一部分。

(iv) *終止確認*

當金融資產的未來現金流量的合約權利屆滿，或金融資產已予轉讓而有關轉讓根據香港財務報告準則第9號符合終止確認標準時，本集團會終止確認金融資產。於終止確認金融資產時，資產的賬面值與已收及應收代價及已於其他全面收益內確認並於權益內累計的累計收益或虧損總和的差額，於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied from 1 January 2018 (Continued)

(iv) *Derecognition (Continued)*

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(v) *Offsetting of financial instruments*

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

自2018年1月起適用的會計政策 (續)

(iv) *終止確認 (續)*

當相關合約指定的債務被解除、註銷或屆滿時，金融負債則會終止確認。終止確認金融負債賬面值與已付及應付代價的差額，於損益內確認。

倘本集團因重新磋商金融負債條款而向債權人發行其本身的股本工具以全部或部分清償該負債，則所發行股本工具為已付代價，初步按金融負債或其部分於消除當日的公平價值確認及計量。倘所發行股本工具的公平價值不能可靠計量，則計量股本工具以反映所消除金融負債的公平價值。所消除金融負債或其部分的賬面值與已付代價之間的差額於年度損益內確認。

(v) *抵銷金融工具*

倘及僅於有法定可執行權利可抵銷已確認金額，並有意圖按淨額基準結清或同時變現資產及結清負債時，有關金融資產與負債可互相抵銷，並於綜合財務狀況表列報淨額。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. Accordingly, the comparative financial information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

(i) *Financial assets*

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. The Group's financial assets are classified into the categories of financial assets at FVTPL and loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis (i.e. the date when the Group commits to purchase or sell the asset). A regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place concerned.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策

本集團追溯應用香港財務報告準則第9號，惟已選擇不重列比較資料。因此，所提供的比較財務資料繼續按本集團過往會計政策入賬。

金融資產及金融負債乃於一間集團實體成為該工具合約條文的訂約方時於綜合財務狀況表中確認。

金融資產及金融負債初步以公平價值計量。收購或發行金融資產及金融負債（按公平價值計入損益的金融資產及金融負債則除外）的直接應佔交易成本乃於初步確認時加入或扣自金融資產或金融負債（倘適合）的公平價值。收購按公平價值列入損益之金融資產或金融負債的直接應佔交易成本即時於損益中確認。

(i) 金融資產

本集團於初步確認時視乎收購資產之目的將金融資產分類。本集團之金融資產分類為按公平價值列入損益之金融資產以及貸款及應收賬款。所有一般金融資產買賣概於交易日（即本集團承諾購買或出售資產之日）予以確認及終止確認。一般買賣乃指須於由相關市場規例或慣例所設立之時間框架內交付資產的金融資產買賣。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017 (Continued)

(i) *Financial assets (Continued)*

Financial assets at FVTPL

These assets include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Subsequent to initial recognition, financial assets at FVPL are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods or services to customers (mainly trade debtors), and also incorporate other types of contractual monetary assets. Subsequent to initial recognition, loans and receivables, (including trade and other receivables, amounts due from joint ventures, amount due from an associate, advances to customers in margin financing, loans receivable, restricted bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method as described below, less any identified impairment losses (see accounting policy on “impairment loss on financial assets” as defined below).

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策 (續)

(i) *金融資產 (續)*

按公平價值列入損益之金融資產

該等資產包括持作買賣之金融資產。倘金融資產為於近期作出售目的而收購，則被分類為持作買賣之金融資產。於初步確認後，按公平價值列入損益之金融資產按公平價值計量，而公平價值變動則於其產生期間在損益內確認。

貸款及應收賬款

該等資產為並非於活躍市場報價，但具有固定或可釐定付款之非衍生金融資產。其主要透過向客戶提供貨品或服務而產生（以貿易應收賬款為主），亦包含其他類型的合約貨幣資產。於初步確認後，貸款及應收賬款（包括貿易及其他應收賬款、應收合營企業款項、應收聯營企業款項、提供予保證金融資客戶之墊款、應收貸款、受限制銀行存款以及銀行結餘及現金）按攤銷成本減任何已識別減值虧損（見下文所述有關「金融資產減值虧損」之會計政策）以下文所述實際利率法列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017 (Continued)

(i) *Financial assets (Continued)*

Loans and receivables (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments, of which interest income is excluded in net gains or losses.

(ii) *Impairment loss on financial assets*

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策 (續)

(i) *金融資產 (續)*

貸款及應收賬款 (續)

實際利率法指計算金融資產的攤銷成本及於相關期間分配利息收入的方法。實際利率指透過金融資產的預計年期或(倘適用)較短期間將估計未來現金收入(包括所有已付或已收且構成實際利率組成部分的費用、交易成本及其他溢價或折讓)準確貼現至其初步確認時的賬面淨值的利率。

利息收入按債務工具的實際利息基準確認，當中的利息收入並無計入淨盈利或虧損。

(ii) *金融資產減值虧損*

金融資產(不包括按公平價值列入損益之金融資產)於報告期末評估是否出現減值跡象。倘有任何客觀證據顯示，由於初步確認金融資產後發生的一項或多項事件，致使金融資產的估計未來現金流量受到影響，則表明金融資產出現減值。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017 (Continued)

(ii) *Impairment loss on financial assets (Continued)*
For the financial assets at amortised cost, objective evidence of impairment could include:

- significant financial liability of the issuer or counterparty;
- breach of contract, such as default or delinquency in interest and principal payments;
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade and other receivables and loans receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in number of delayed payments in the portfolio past the average credit period of 60 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策 (續)

(ii) *金融資產減值虧損 (續)*
就金融資產攤銷成本而言，減值虧損的客觀證據包括：

- 債務人面臨重大財務困難；
- 違約，如欠付或惡意拖欠利息或本金付款；
- 借款人很有可能破產或進行財務重組；或
- 財政困難導致該金融資產失去活躍市場。

就若干類別之金融資產（如應收貿易賬款及應收貸款）而言，並未被個別評估為減值之資產其後將會彙集一併評估減值。應收賬款組合減值之客觀證據包括本集團過去收取付款之經驗、組合內延遲付款超過平均信貸期60至90日之數目增加、可觀察到與拖欠應收賬款相關之全國或區域性經濟狀況之改變。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017 (Continued)

(ii) *Impairment loss on financial assets (Continued)*

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, loans receivable and advances to customers in margin financing, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When there is any of the balance is considered as uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策 (續)

(ii) *金融資產減值虧損 (續)*

就按攤銷成本入賬的金融資產而言，當有該資產減值的客觀跡象時，減值虧損即於損益確認，並按資產的賬面值與按金融資產原來的實際利率貼現估計日後現金流量現值兩者的差額計量。

所有金融資產的賬面值直接按減值虧損削減，但貿易應收賬款、應收貸款、其他應收賬款及提供予保證金融資客戶之墊款除外，其賬面值乃透過使用撥備賬削減。撥備賬賬面值的變動於損益中確認。當某項貿易、貸款或其他應收賬任何結餘款被認為無法收回，則於撥備賬內撇銷。隨後如收回之前已撇銷的金額，則計入損益。

對於按攤銷成本計量的金融資產，如於其後期間減值虧損金額減少，而減少與確認減值虧損後發生的某項事件存在客觀關係，則之前已確認的減值虧損透過損益撥回，惟資產於撥回減值日期的賬面值不得超過倘並無確認減值的攤銷成本。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017 (Continued)

(iii) Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial liabilities at amortised cost

The Group classifies its financial liabilities depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised cost (including trade and other payables, amounts due to joint ventures, amount due to a related party, bank borrowings, bank overdrafts and finance lease payables) are subsequently measured at amortised cost, using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate, a shorter period. Interest expense is recognised on an effective interest basis.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策 (續)

(iii) 金融股本及負債工具

集團實體發行的金融負債及股本工具乃按照所訂立的合約安排內容及金融負債及股本工具的定義而分類。

按攤銷成本計量之金融負債

本集團視乎負債產生之目的將金融負債分類。按攤銷成本計量之金融負債(包括貿易及其他應付賬款、應付合營企業款項、amount due to a related party, 銀行貸款及透支、及finance lease payables), 其後按攤銷成本以實際利率法計量。

實際利率法是計算金融負債攤銷成本及將利息收入分配於有關期間的一種方法。實際利率指實際用於將估計未來現金付款按金融負債的預計年期或(如適用)較短期間折算的利率。利息開支以實際利率基準於損益確認。

股本工具

本公司發行之股本工具按所收取之所得款項扣除直接發行成本入賬。

本公司發行之股本工具按所收取之所得款項扣除直接發行成本入賬。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(Q) FINANCIAL INSTRUMENTS (CONTINUED)

For the accounting policies applied until 31 December 2017 (Continued)

(iv) *Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured of their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

4. 主要會計政策 (續)

(Q) 金融工具 (續)

適用至2017年12月31日止的會計政策 (續)

(iv) *終止確認*

當從資產收取現金流量的權利屆滿，或金融資產已轉讓及本集團已將金融資產的所有權之絕大部分風險及回報轉移，則金融資產終止確認。於終止確認金融資產時，資產的賬面值與已收及應收代價及已於其他全面收益內確認並於權益內累計的累計收益或虧損總和的差額，於損益內確認。

當相關合約指定的債務被解除、註銷或屆滿時，金融負債則會終止確認。終止確認金融負債賬面值與已付及應付代價的差額，於損益內確認。

當本集團發行其股本工具作償還金融負債至債務人因而重新商討該金融負債的條款時，其股本工具會被視作支付代價及就該初始確認的金融負債為公平值作評估或就部分作消除。如股本工具的公平值不能被評估，該股本工具的公平值是以當金融負債被消除。該金融負債的賬面值和支付代價之間的分別在該年內確認為損益。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(R) SHARE-BASED PAYMENTS

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share options reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

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. 主要會計政策 (續)

(R) 以股份支付

凡向僱員及提供類似服務之其他人士授出購股權，所收取服務之公平價值乃參照購股權於授出當日之公平價值計量。有關公平價值於歸屬期間在損益內確認，並於權益內之購股權儲備中作相應增加。非市場歸屬條件會一併考慮，方法為調整於各報告期末預期歸屬之股本工具數目，使於歸屬期間確認之累積數額最終根據最後歸屬之購股權數目確認。市場歸屬條件為授出購股權之公平價值計算因素之一。只要符合所有非市場歸屬條件，不論是否符合市場歸屬條件，均會作出扣除。累計開支不會因市場歸屬條件未能達成而調整。

凡在歸屬前修訂購股權之條款及條件，在緊接修訂前後計算之購股權公平價值之增加，亦於餘下歸屬期間內在損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(R) SHARE-BASED PAYMENTS (CONTINUED)

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the services. The fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is re-measured, with any changes in fair value recognised in profit or loss.

(S) IMPAIRMENT OF ASSETS (OTHER THAN FINANCIAL ASSETS)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- prepaid lease payments;
- investments/interests in subsidiaries, an associate and joint ventures (except for those classified as held for sale (or disposal group) (see Note 4(W) to consolidated financial statements); and
- club debenture

4. 主要會計政策 (續)

(R) 以股份支付 (續)

與除僱員以外之各方進行之以股本結算並以股份支付之交易乃按所收取貨品或服務之公平價值計量，惟當公平價值未能可靠估計時除外，於此情況下，乃以於本集團獲得商品或交易對方提供服務當日所授出之股本工具之公平價值計量。所收取貨品或服務之公平價值於損益確認，除非貨品或服務合資格確認為資產則作別論。權益亦會確認相應增加。至於現金結算之以股份支付，負債乃按所購入之貨品或服務確認，初步按負債之公平價值計量。於清償負債前之各報告期末及於清償當日，負債之公平價值重新計量，而公平價值之任何變動則於損益確認。

(S) 資產之減值 (金融資產除外)

於各報告期末，本集團檢討以下資產之賬面值，以決定是否有任何跡象顯示該等資產蒙受減值虧損或過去被確認的減值虧損是否不再存在或可能被減少：

- 根據成本模型計算的物業、廠房及設備；
- 預付租賃款項；
- 於附屬公司、聯營企業及合營企業的投資／權益（分類作持有供出售（或出售）組別除外）（見綜合財務報表附註4(W)）；及
- 會所債券

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(S) IMPAIRMENT OF ASSETS (OTHER THAN FINANCIAL ASSETS) (CONTINUED)

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value-in-use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see Note 4(E) to the consolidated financial statements), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

4. 主要會計政策 (續)

(S) 資產之減值 (金融資產除外) (續)

當某資產之可收回金額 (即以公平價值減出售成本與使用價值之較高者為準) 估計低於其賬面值時, 則資產之賬面值乃調低至其可收回金額。減值虧損即時確認為開支, 惟相關資產根據另一香港財務報告準則按重估額列賬則除外, 在此情況下, 減值虧損根據該香港財務報告準則被視作重估減少。

倘減值虧損於隨後回撥, 該資產的賬面值可調高至其重新釐定的可收回金額, 惟該增加的賬面值不可高於該資產於過往年度未有確認減值虧損時確定的賬面值。回撥減值虧損會即時被確認為收入, 惟相關資產根據另一香港財務報告準則按重估額列賬則除外, 在此情況下, 回撥減值虧損根據該香港財務報告準則被視作重估增加。

使用價值乃根據預期將自資產或現金產生單位 (見綜合財務報表附註4(E)) 產生的估計未來現金流量釐定, 按使用可反映金錢時間值的現行市場評估以及對資產或現金產生單位屬特定風險的稅前貼現率貼現至其現值。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(T) PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable to result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(U) GOVERNMENT GRANTS

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

4. 主要會計政策 (續)

(T) 撥備及或然負債

當本集團因過往事件須承擔法定義務或推定義務，其將可能導致經濟利益流出，而可合理地估計時，為未確定時間或金額的負債確認撥備。

當可能毋須流出經濟利益時，或金額不可能被可靠地估計時，除非經濟利益流出的可能性極微，否則須披露該義務為或然負債。潛在義務的存在僅能以一項或數項未來事件的發生或不發生而證實者，除非經濟利益流出的可能性極微，否則亦須披露為或然負債。

(U) 政府補助

政府補助於合理保證將可收取及本集團將遵照所附有關條件時予以確認。就所產生的開支向本集團補償的補助，於開支產生期間有系統於損益中確認為收入。以要求本集團購買、建造或收購非流動資產為主要條件的補助乃於綜合財務狀況表確認為遞延收入並按系統及合理基準於相關資產的可使用年期內轉撥至損益中。作為已產生開支或損失的補償或為給予本集團即時財務支援且無日後相關成本的應收政府補助，乃於其應收期間在損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(V) 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.
- (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. 主要會計政策 (續)

(V) 關連人士

- (a) 一名人士或該名人士的近親於以下情況為本集團的關連人士：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司的主要管理層成員之一。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一實體的聯營企業或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營企業或合營企業）。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間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企業。
 - (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職後福利計劃。
 - (vi) 該實體受(a)所識別人士控制或共同控制。

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(V) 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.

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.

(W) NON-CURRENT ASSETS (OR DISPOSAL GROUPS) HELD FOR SALE

Non-current assets (or disposal groups) are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;

4. 主要會計政策 (續)

(V) 關連人士 (續)

(b) (續)

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 該實體, 或其所屬集團之任何成員公司, 向本集團或本集團母公司提供主要管理層服務。

任何人士的近親是指與該實體交易時預期可影響該名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家庭夥伴;
- (ii) 該名人士的配偶或家庭夥伴的子女; 及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。

(W) 分類為非流動資產 (或出售組別) 持作出售資產

如符合以下條件, 非流動資產 (或出售組別) 分類為持作出售:

- 其可供即時出售;
- 管理層承諾進行出售計劃;
- 計劃作出重大變動或撤回計劃之可能性不大;
- 已展開計劃積極物色買家;

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(W) NON-CURRENT ASSETS (OR DISPOSAL GROUPS) HELD FOR SALE (CONTINUED)

- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

Non-current assets (or disposal groups) classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to disposal.

Following their classification as held for sale, non-current asset (including those in a disposal group) are not depreciated. For the deferred tax assets, financial assets and liabilities (other than investments in subsidiaries, joint ventures and an associate) and investment properties, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in Note 4 to the consolidated financial statements.

4. 主要會計政策 (續)

(W) 分類為非流動資產 (或出售組別) 持作出售資產 (續)

- 資產或出售組別以對其公平價值而言屬合理之價格進行市場推廣; 及
- 預期出售可於分類日期起計12個月內完成。

分類為持作出售之非流動資產 (或出售組別) 以下列較低者計量:

- 根據本集團之會計政策, 緊接分類為持作出售前之賬面值; 及
- 公平價值減出售成本。

於分類為持作出售類別後, 非流動資產 (包括於出售組別者) 不予折舊。就遞延稅項資產而言, 金融資產及負債 (不包括於附屬公司、合營企業及聯營企業的投資) 及投資物業即使持作出售, 將繼續根據綜合財務報表附註4所載政策計量。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES

(i) *Classification between investment properties and owner-occupied properties*

The Group has developed criteria which require judgements to determine whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used and service provided. If an entity provides ancillary services to the occupants of a property it holds, an entity treats such a property as investments property only if the services are insignificant to the arrangement as a whole.

5. 主要會計判斷及估計不明朗因素的主要來源

在應用本集團之會計政策時，董事須對無法從其他途徑得知之資產及負債之賬面值進行判斷、估計及假設。估計及相關假設乃根據歷史經驗及其他認為相關之因素決定。實際結果與該等估計有別。

估計及相關假設乃以持續基準審閱。倘修訂會計估計僅影響某一期間，則於修訂有關估計之期間內確認修訂；倘修訂同時影響本期及未來期間，則於本期作出修訂及未來期間均須確認有關修訂。

(A) 應用會計政策之主要判斷

(i) *投資物業與自用物業間的分類*

本集團已制定釐定物業是否符合資格作為投資物業所需判斷準則。投資物業為就賺取租金或資本增值或兩者兼得而持有之物業。因此，本集團認為，該物業能否產生現金流量，很大程度不受本集團持有之其他資產影響。業主自用物業所提供之現金流量不僅來自物業本身，同時亦來自所運用之其他資產及所提供之服務。倘實體為物業佔有人擁有輔助服務，僅於該等服務對整項安排而言並不重大時，實體可視該物業為投資物業。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

(i) *Classification between investment properties and owner-occupied properties (Continued)*

Included in carrying amounts of the Group's prepaid lease payments and buildings as at 31 December 2018 of approximately HKD233,197,000 and HKD331,295,000 (2017: HKD252,519,000 and HKD339,806,000) were related to the land and building portions respectively, of an outlet mall in the PRC (the "Property"). Based on the mode of operation of the Property, in particular, that income earned is largely dependent on the performance of the retail business of the occupants and the Group has the power to make significant operating and financing decisions regarding to the operation of the Property, management is of the opinion that the Property is in the nature of owner-occupied properties under the existing use for accounting purposes.

(ii) *Income and other taxes*

The Group is subject to income and other taxes in a number of tax jurisdictions. Significant judgement is required in determining the provision for income taxes. Transactions and calculations may exist for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax and deferred tax provisions in the period in which such determination is made.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(A) 應用會計政策之主要判斷 (續)

(i) *投資物業與自用物業間的分類 (續)*

本集團之預付租賃款項及樓宇於2018年12月31日的賬面值分別約233,197,000港元及331,295,000港元(2017年: 252,519,000港元及339,806,000港元)分別包括一個位於中國的奧特萊斯的部分土地及樓宇(「物業」)。根據物業的經營模式,特別是賺取的收入主要依賴佔有人之零售業務表現,而本集團有權對物業營運作出重大經營及融資決定,故管理層認為就會計目的而言,物業根據現時的用途,乃屬業主自用物業。

(ii) *所得稅及其他稅項*

本集團須繳納多個司法區域之所得稅及其他稅項。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中,可能存在最終稅項難以明確釐定的交易及計算。本集團須估計未來會否繳納額外稅項,從而確認對預期稅項事宜之責任。倘該等事宜之最終稅項結果與起初入賬之金額不同,該等差額將影響稅項釐定期內之稅項及遞延稅項撥備。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

(iii) *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

(iv) *Intangible assets with indefinite useful lives*

The Group's intangible assets with indefinite useful lives are the foreign trademarks which have been granted for licensing periods from 7 to 15 years by the relevant government agencies, the rights to manufacture, market, distribute and sell health supplement products under certain trademarks in Hong Kong, with the option of renewal when the period expired, and trading rights granted by the Hong Kong Exchanges and Clearing Limited, which allows the Group to trade securities on or through the Stock Exchange of Hong Kong Limited and Hong Kong Futures Exchange Limited. Both trademarks and trading rights can be renewed indefinitely at little or no cost to the Group and are expected to generate net cash inflows to the Group indefinitely. The Group intends to renew both of the trademarks and trading rights indefinitely given by evidence to support its ability. As a result, they are treated as having indefinite useful lives.

The useful lives are reviewed at the end of reporting period to determine whether the indefinite life assessments continue to be supportable. If not, the change in the useful life assessment from indefinite to definite is accounted for on a prospective basis.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(A) 應用會計政策之主要判斷 (續)

(iii) *遞延稅項資產*

倘應課稅溢利可供扣減虧損，則會就未使用稅項虧損確認遞延稅項資產。為確定可予以確認之遞延稅項資產數額，須管理層根據可能出現未來應課稅溢利的時間及水平連同未來稅務規劃策略作出重大判斷。

(iv) *具無限使用年期的無形資產*

本集團的具無限使用年期的無形資產為相關政府機構所授出特許期7至15年不等的¹外國商標，於香港以若干商標生產、營銷、分銷及銷售保健產品的權利（可於期限屆滿時予以續期）及香港交易及結算有限公司授出其本集團於香港的聯交所及香港期貨交易所的證券交易權。商標及交易權均可無限期續期，對本集團而言費用不大甚至毋須費用及預期對本集團提供永久淨現金流。本集團擬無限期重續商標及交易權，而事實證明其有能力重續商標及交易權。因此，商標及交易權被視為具有無限使用年期。

在報告期末，使用年期會被審查以決定其具無限使用年期的評估是否繼續實行。如果被推翻，該使用年期由無限改為有限的使用年期評估則按前瞻性的基礎下入賬。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

(v) *Determination of control of subsidiaries, joint control of joint arrangements and power to exercise significant influence*

Judgement is required to determine when the Group has control of subsidiaries, joint control of joint arrangements and power to exercise significant influence. This requires an assessment of the relevant activities and when the decision in relation to these activities are under the control of the Group, require unanimous consent under the joint arrangements or exercise significant influence in an investment.

In determining the classification of a joint arrangement between a joint venture and a joint operation, evaluation of rights and obligations arising from such arrangement is required. Where the Group holds less than 20% of voting rights in an investment but the Group has the power to exercise significant influence, such investment is treated as an associate. In the opposite situation where the Group holds over 20% of voting rights (but not over 50%) and the Group does not exercise significant influence, the investment is classified in accordance with HKFRS 9.

Differing conclusions around these judgements and evaluation, may materially impact how these businesses are presented in the consolidated financial statements – under the full consolidation method, equity method or proportionate consolidation method.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(A) 應用會計政策之主要判斷 (續)

(v) *釐定附屬公司控制權、共同安排之共同控制權及行使重大影響力之權力*

當本集團對附屬公司擁有控制權、對共同安排擁有共同控制權及擁有行使重大影響力之權力時需要作出判斷。判斷需要對有關活動作出評估，且當與該等活動有關的決策權由本集團控制時，需要就共同安排或行使於一項投資的重大影響力取得一致同意。

在釐定共同安排應分類為合營企業或共同經營時，須評估有關安排所產生的權利及責任。倘本集團於一項投資持有少於20%投票權但擁有行使重大影響力之權力，則該項投資被視為聯營企業。相反若本集團擁有高於20%投票權（但不高於50%）且本集團不會行使重大影響力，則該項投資根據香港財務報告準則第9號分類。

有關該等判斷及評估的不同結論可能對該等業務於綜合財務報表中的呈報方式（根據悉數合併法、權益法或比例合併法）造成重大影響。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

(vi) *Determination of functional currency*

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the group entities, judgement is required to determine the currency that mainly influences sales prices for goods or services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods or services. The functional currencies of the group entities are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

(vii) *Acquisition of subsidiaries*

The Group determines whether an acquisition of subsidiaries qualifies as an acquisition of business in accordance with HKFRS 3 "Business Combination" or as an acquisition of assets, a process which would require exercise of professional judgement. The directors consider the substance of the acquisition of subsidiaries that constitute a business will be accounted for in accordance with HKFRS 3 "Business Combination", and in case the acquisition of subsidiaries does not constitute a business, it is classified as an acquisition of assets.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(A) 應用會計政策之主要判斷 (續)

(vi) *釐定功能貨幣*

本集團以本公司及其附屬公司各自之功能貨幣計量外幣交易。在釐定集團實體之功能貨幣時須作出判斷，以確定主要影響貨品或服務之銷售價格之貨幣，及其競爭力及法規主要決定貨品及服務之銷售價格之國家之貨幣。集團實體之功能貨幣乃根據管理層對於實體營運之經濟環境及實體決定銷售價格之程序之評估來釐定。

(vii) *收購附屬公司*

本集團根據香港財務報告準則第3號業務合併釐定收購附屬公司是否屬於收購業務或收購資產，該過程須作出專業判斷。董事認為，如收購附屬公司的本質是構成一項業務則將根據香港財務報告準則第3號業務合併列賬，而在收購附屬公司並不構成一項業務的情況下，則被分類為一項收購資產。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(B) KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

(i) *Impairment of interests in joint ventures*

The determination of whether interests in joint ventures are impaired requires an estimation of the share of present value of the estimated future cash flows expected to be generated by the investees and the proceeds on ultimate disposal of the investments, and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Adequate impairment loss had been recognised to the extent that the recoverable amounts exceed the carrying amount of the interests in joint ventures.

(ii) *Impairment of goodwill and intangible assets*

Determining whether goodwill and intangible assets is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill and intangible assets have been allocated respectively. The value-in-use calculations require the directors to estimate the future cash flows expected to arise from the cash-generating units and suitable discount rates in order to calculate the present values of the goodwill and intangible assets respectively, as well as their view based on the past performance and expectations for the market's development with reference to specific risk relevant to the business when determining the growth rates and discount rates in the underlying forecasts.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(B) 估計不明朗因素的主要來源

對未來的主要假設及於報告期末估計不明朗因素的其他主要來源(涉及導致下個財政年度資產及負債的賬面值出現大幅調整的重大風險)載述如下:

(i) *於合營企業權益的減值*

確定於合營企業權益是否減值需要估計投資方預期所產生之估計未來現金流量的現值與最終出售該投資的所得款項,亦須選擇合適的貼現率,以計算現值。倘實際未來現金流量少於預期,則可能產生重大減值虧損。若可收回金額超過於合營企業權益的賬面值,則須確認足夠的減值虧損。

(ii) *商譽及無形資產減值*

釐定商譽及無形資產是否減值須估計獲分配商譽及無形資產的現金產生單位的使用價值。計算使用價值時,董事須估計現金產生單位所產生的預期未來現金流量,亦須選擇合適的貼現率,以分別計算商譽及無形資產的現值,且於釐定相關預測的增長率及貼現率時根據其基於過往表現及對市場發展預期的觀點釐定,並經參考與業務相關的具體風險。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(iii) Fair value measurement

A number of assets and liabilities included in the Group's consolidated 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.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(B) 估計不明朗因素的主要來源 (續)

(iii) 公平價值計量

本集團綜合財務報表中的多項資產及負債須以公平價值計量及／或披露公平價值。

本集團財務及非金融資產及負債的公平價值計量於可行範圍內盡量使用市場可觀察輸入數據及數據。於釐定公平價值計量時使用的輸入數據，根據所運用估值技術中使用的輸入數據的可觀察程度，分類為不同層級（「公平價值層級」）：

- 層級1：相同項目於活躍市場的報價（未作調整）；
- 層級2：直接或間接可觀察的輸入數據（不包括層級1輸入數據）；
- 層級3：不可觀察的輸入數據（即並非源自市場數據）。

項目於上述層級的分類乃根據所使用的對該項目之公平價值計量有重大影響的輸入數據的最低層級確定。項目在層級之間的轉移於發生期間確認。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(iii) Fair value measurement (Continued)

The Group measures a number of items at fair value:

- Leasehold land and buildings (Note 14);
- Investment properties (Note 15); and
- Financial assets at fair value through profit or loss (Note 25).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes to the consolidated financial statements.

(iv) Provision for inventories

The Group reviews the carrying amounts of inventories at the end of reporting date to determine whether the inventories are carried at lower of cost and net realisable value in accordance with the Group's accounting policy set out in Note 4(P) to the consolidated financial statements. Management estimates the net realisable value based on the current market situation and historical experience on similar inventories. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down and affect the Group's profit and net asset value.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(B) 估計不明朗因素的主要來源 (續)

(iii) 公平價值計量 (續)

本集團以公平價值計量以下項目：

- 租賃土地及樓宇 (附註14)；
- 投資物業 (附註15)；及
- 按公平值列入損益的金融資產 (附註25)。

關於上述項目公平價值計量的進一步詳情，請參照綜合財務報表之適用附註。

(iv) 存貨撥備

本集團於報告報末日檢討存貨之賬面值，以釐定存貨是否按照綜合財務報表附註4(P)所載的會計政策以成本及可變現淨值兩者中之較低者入賬。管理層根據現行市況及類似存貨的過往經驗估計可變現淨值。任何假設之改變將增加或減少存貨撇減值或撇減的相關撥回，並影響本集團的溢利及資產淨值。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(v) Trademarks

Trademarks with indefinite useful lives that are acquired through business combination are capitalised on the consolidated statement of financial position. These trademarks are valued on the acquisition date by using a discounted cash flow methodology and the directors make assumptions and estimates regarding to their future revenue growth, prices, marketing costs and economic factors in valuing them. These assumptions reflect the directors' best estimates but these estimates involve inherent uncertainties, which may not be controlled by the directors.

Upon acquisition, the directors assessed the economic lives of the trademarks. In arriving at the conclusion that the trademarks with indefinite useful lives, the directors considered the fact that the Group is expected to hold and support the trademarks for an indefinite period, through spending on consumer marketing and promotional support, which are deducted in arriving at revenue for the "PONY" trademarks and at minimal costs to renew the rights to manufacture, market, distribute and sell health supplement products under certain trademarks in Hong Kong through a local government agency. For the "PONY" trademarks are established over many years and continue to provide considerable economic benefits. The directors also considered factors such as the Group's ability to continue to protect the legal rights that arise from these trademarks indefinitely or the absence of any regulatory, economic or competitive factors that could truncate their lives.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(B) 估計不明朗因素的主要來源 (續)

(v) 商標

透過業務合併收購無限使用年期之商標於綜合財務狀況表內資本化。該等商標於收購時使用折現現金流量法進行估值及本公司董事就於彼等估值之日後營業額增長、價格、市場推廣成本及經濟因素作出假設及估計。該等假設反映董事之最佳估計，但該等估計涉及內在不確定因素，而該等因素可能不受董事所控制。

於收購時，董事對商標之可使用經濟年期進行評估。於達致商標具有無限使用年期之結論時，董事考慮本集團預期於不確定期間透過於消費者市場及營銷支持支出（其於達致時自「PONY」商標的營業額中扣除），持有及支持該等商標，及透過當地政府機構以最低成本重續於香港若干商標項下生產、營銷、分銷及銷售保健產品的權利之情況。「PONY」商標已成立多年，並持續帶來可觀經濟利益。董事亦認為，本集團能夠繼續無限期保護該等商標產生之合法權利或並無任何可以縮短該等商標年期之監管、經濟或競爭因素。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(v) Trademarks (Continued)

A strategic decision to withdraw marketing support from trademarks or the weakening trademarks' appeal through changes in customer preferences might result in the directors concluding that the trademarks' lives had become finite. Were intangible assets to be assigned a definite life, a charge would be recorded that would reduce reported profit from operations and reduce the value of the assets reported in the consolidated statement of financial position.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(B) 估計不明朗因素的主要來源 (續)

(v) 商標 (續)

策略性決定撤銷對商標之市場推廣支持或透過改變消費者偏好而削弱商標之吸引力，可能導致董事得出商標年期變為確定之結論。倘無形資產被制定確定年期，則錄得之支出將減低所錄得經營活動之溢利並減低於綜合財務狀況表內呈報之資產價值。

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

(vi) *Impairment of financial assets at amortised cost*

As explained in Note 2(A)A(ii) to the consolidated financial statements, significant judgements is required in applying the accounting requirements by the Group's management for measuring the loss allowances of financial assets at amortised cost, comprise of trade and other receivables, loans receivable, advances to customers in margin financing, amounts due from joint ventures and an associate and loan to an associate, based on the respective measurements of risks of default and expected credit loss rates. The Group's management use its judgement in making such measurements including the credit history, existing market conditions, qualitative and quantitative reasonable and supportable forward-looking information, and market value of collaterals if applicable. In order to determine the most appropriate models in estimating the loss allowances for each type of financial assets at amortised cost, significant judgement is required to relate appropriate key drivers of credit risk as well as future movement of different economic drivers and how these drivers will affect each other. Where the expectation is different from the original estimate, such difference will affect the carrying amount of financial assets at amortised cost and thus the loss allowance in the period in which such estimate is changed. The Group reassesses the loss allowances at the end of reporting period.

5. 主要會計判斷及估計不明朗因素的主要來源 (續)

(B) 估計不明朗因素的主要來源 (續)

(vi) *按攤銷成本計量的金融資產減值*

如綜合財務報表附註2(A)A(ii)所闡述，本集團管理層於應用會計規定根據相關的違約風險計量方法及預期信貸虧損率計量按攤銷成本入賬之金融資產（包括貿易及其他應收賬款、應收貸款、提供予保證金融資客戶之墊款、應收合營企業及一間聯營企業款項以及貸款予聯營企業）的虧損撥備時須作出重大判斷。本集團管理層運用其判斷計量信貸記錄、現行市況、定性及定量的合理可靠前瞻性資料以及抵押品（如有）市值等項目。為確定就估計各類按攤銷成本計量之金融資產的虧損撥備而言最為適當的模式，須對信貸風險的適用主要推動因素及不同經濟推動因素的未來變動以及該等推動因素之間的彼此影響作出重大判斷。倘預期與原先估計不同，有關差額將會影響按攤銷成本計量之金融資產的賬面值，從而影響有關估計變更期間的虧損撥備。本集團於各報告期末重新評估虧損撥備。

6. SEGMENT INFORMATION

Information reported to the chief operating decision-maker, being the directors of the Company, for the purpose of resources allocation and performance assessment focused specifically on the assessment of operating performance in each operating unit, which is the basis upon the Group is organised. Each operating unit is distinguished based on types of goods or services delivered or provided. Financial information on segment results, segment assets and liabilities are regularly provided to the chief operating decision-maker.

The Group's reportable and operating segments under HKFRS 8 are as follows:

- Retailing and sourcing – retailing and provision of sourcing services for branded apparel, swimwear and accessories, and newly acquired sourcing, manufacturing and trading of health supplement products through business combinations;
- Branding – development and management of “PONY” trademarks to derive revenue from sale of goods and royalty income;
- Property investment and holding – rental income;
- Outlet malls – commission income from concessionaire sales;
- Financial services – securities brokerage commission, interest income from margin financing and money lending, underwriting and placing income and financial consultancy income; and
- Duty free – sale of goods.

6. 分部資料

用以資源調配及評定表現而呈報予主要營運決策者（即本公司董事）的資料著重於每個組成本集團基礎要素的營運單位的經營表現評核。每個營運單位乃按商品或服務類別交付或提供而區分。在達致本集團的可報告分部時，並無彙集主要營運決策者所識別的經營分部。有關業績分部及資產分部的財務資料會定時向主要營運決策者提供，惟並不包括負債分部資料。

本集團根據香港財務報告準則第8號之可報告及經營分部如下：

- 零售與採購—品牌服裝、游泳服裝及配件及透過業務合併新收購的採購、製造及保健產品貿易業務；
- 品牌推廣—發展及管理「PONY」商標以產生商品銷售收益及專利收入；
- 物業投資及持有物業—租金收入；
- 奧特萊斯—特許權銷售所得佣金收入；
- 金融服務—證券經紀佣金、保證金融資、提供上市融資及放貸之利息收入、包銷及配售收入以及財務諮詢收入；及
- 免稅業務—商品銷售。

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料 (續)

(A) SEGMENT REVENUE AND RESULTS (BUSINESS SEGMENTS)

The following is an analysis of the Group's revenue and results by reportable segment:

(A) 分部營業額及業績 (商業分部)

以下為可報告分部呈列之本集團營業額及業績分析：

For the year ended 31 December 2018

截至2018年12月31日止年度

	Retailing and sourcing 零售與採購	Branding 品牌推廣	Property investment and holding 物業投資及持有物業	Outlet malls 奧特萊斯 (Note) (附註)	Financial services 金融服務	Duty free 免稅業務	Consolidated 綜合
	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Revenue from external customers 自外部客戶的收入	199,153	27,771	64,062	39,623	35,069	16,170	381,848
Inter-segment revenue* 分部間收入*	14,669	-	4,370	362	-	-	19,401
Reportable segment revenue 可報告分部收入	213,822	27,771	68,432	39,985	35,069	16,170	401,249
Reportable segment (loss)/profit 可報告分部(虧損)/溢利	(23,759)	6,165	248,689	(39,962)	4,081	(9,319)	185,895
Corporate income 公司收入							
- Interest income - 利息收入							2,778
- Fair value gain on re-measurement of equity in a joint venture - 重新計量某一合營企業權益的公平價值收益							5,363
Central administrative costs 中央行政成本							(48,959)
Share of results of joint ventures 佔合營企業業績							19,955
Share of result of an associate 佔聯營企業業績							(2,326)
Profit before income tax expense 除所得稅支出前溢利							162,706
Note: 附註:							
The revenue from outlet malls segment is analysed as follows: 奧特萊斯分部的收入分析如下:							
Gross revenue from concessionaire sales 特許權銷售總收入							367,236
Commission income from concessionaire sales 特許權銷售所得佣金收入							39,483

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料 (續)

(A) SEGMENT REVENUE AND RESULTS
(BUSINESS SEGMENTS) (CONTINUED)

For the year ended 31 December 2017

(A) 分部營業額及業績 (商業分部)
(續)

截至2017年12月31日止年度

		Retailing and sourcing	Branding	Property investment and holding	Outlet malls	Financial services	Duty free	Consolidated
		零售與採購	品牌推廣	物業投資及 持有物業	奧特萊斯 (Note) (附註)	金融服務	免稅業務	綜合
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Revenue from external customers	自外部客戶的收入	169,601	23,120	51,349	33,775	56,265	14,809	348,919
Inter-segment revenue*	分部間收入	1,321	-	3,284	48	-	-	4,653
Reportable segment revenue	可報告分部收入	170,922	23,120	54,633	33,823	56,265	14,809	353,572
Reportable segment profit/(loss)	可報告分部 (虧損)/溢利	2,425	5,558	153,106	(20,075)	17,746	(10,756)	148,004
Corporate income	公司收入							
- Interest income	- 利息收入							3,550
- Gain on disposal of subsidiaries	- 出售附屬公司收益							1,204
- Management fee income	- 管理費收入							247
Central administrative costs	中央行政成本							(55,712)
Share of results of joint ventures	佔合營企業業績							19,407
Profit before income tax expense	除所得稅支出前溢利							116,700
Note:	附註:							
The revenue from outlet malls segment is analysed as follows:	奧特萊斯分部的分析如下:							
Gross revenue from concessionaire sales	特許權銷售總收入							300,606
Commission income from concessionaire sales	特許權銷售所得佣金收入							33,775

* Inter-segment transactions are priced with reference to prices charged to external parties for similar order.

* 分部間交易乃參考就類似訂單向外部人士收取的價格來訂價。

6. SEGMENT INFORMATION (CONTINUED)

(A) SEGMENT REVENUE AND RESULTS (BUSINESS SEGMENTS) (CONTINUED)

For the year ended 31 December 2017 (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment (loss)/profit represents the loss incurred or the profit earned by each segment without allocation of corporate income and expenses, which includes interest income, gain on disposal of subsidiaries, fair value gain on re-measurement of equity in a joint venture, management fee income, central administrative costs, share of results of joint ventures and share of result of an associate. These segment result is reported to the chief operating decision-maker, being the directors of the Company, for the purpose of resources allocation and performance assessment.

(B) SEGMENT REVENUE AND RESULTS (DISAGGREGATION OF REVENUE)

In the following table, revenue for the year ended 31 December 2018 is disaggregated by primary geographical markets, major products and services lines, and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue within the Group's reportable segment for that year into two categories: (i) revenue from contracts with customers within the scope of HKFRS 15; and (ii) revenue from other sources as defined in Note 2(A)B to the consolidated financial statements.

6. 分部資料 (續)

(A) 分部營業額及業績 (商業分部) (續)

截至2017年12月31日止年度 (續)

經營分部的會計政策與本集團的會計政策一致。分部(虧損)/溢利指各分部產生的虧損或賺取的溢利而未分配予企業的收入及開支，當中包括利息收入、出售附屬公司的收益、重新計量某一合營企業權益的公平價值收益、管理費收入、中央行政成本、應佔合營企業業績及應佔一間聯營公司業績。該等分部業績呈報予主要營運決策者(即本公司董事)，以進行資源分配及表現評估。

(B) 分部營業額及業績 (營業額細分)

於下表內，截至2018年12月31日止年度營業額乃按主要地區市場、主要產品及服務線以及確認收入的時間下細分。下表亦包括本集團在本年度可報告分部內經細分營業額的對賬下按給合財務報表附註2(A)B分為兩種類別：(i)與香港財務報告準則第15號範圍內的客戶合約收入；及(ii)不在香港財務報告準則第15號範圍內的來自其他來源收入。

6. SEGMENT INFORMATION (CONTINUED)

(B) SEGMENT REVENUE AND RESULTS
(DISAGGREGATION OF REVENUE)
(CONTINUED)Revenue from contracts with customers within the
scope of HKFRS 15

6. 分部資料 (續)

(B) 分部營業額及業績 (營業額細分)
(續)與香港財務報告準則第15號範圍內的
客戶合約收入

		Retailing and sourcing 零售與採購	Branding 品牌推廣	Property investment and holding 物業投資及 持有物業	Outlet malls 奧特萊斯 (Note) (附註)	Financial services 金融服務	Duty free 免稅業務	Consolidated 綜合
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Primary geographical markets	主要地區市場							
The People's Republic of China (the "PRC")	中華人民共和國	181,614	-	-	39,623	-	-	221,237
Taiwan	台灣	-	-	-	-	-	15,916	15,916
Hong Kong (Place of domicile)	香港 (原居地)	17,539	-	-	-	10,288	254	28,081
United States of America	美國	-	6,192	-	-	-	-	6,192
Other Asia countries (Note)	其他亞洲國家 (附註)	-	16,716	-	-	-	-	16,716
Others (Note)	其他 (附註)	-	4,863	-	-	-	-	4,863
Total	總計	199,153	27,771	-	39,623	10,288	16,170	293,005
Major products and services	主要產品及服務							
Sales of goods	銷售貨品	197,987	11,234	-	-	-	16,170	225,391
Commission income from concessionaire sales	特許權銷售所得佣金收入	-	-	-	39,483	-	-	39,483
Royalty income	專利收入	-	16,537	-	-	-	-	16,537
Brokerage commission	經紀佣金	-	-	-	-	4,262	-	4,262
Underwriting and placing income	包銷及配售收入	-	-	-	-	3,898	-	3,898
Financial consultancy income	財務諮詢收入	-	-	-	-	2,128	-	2,128
Other services income	其他服務收入	1,166	-	-	140	-	-	1,306
Total	總計	199,153	27,771	-	39,623	10,288	16,170	293,005
Timing of revenue recognition	確認收入時間							
At a point in time	某個時間點	197,987	11,234	-	-	8,160	16,170	233,551
Transferred over time	一段時間內轉移	1,166	16,537	-	39,623	2,128	-	59,454
Total	總計	199,153	27,771	-	39,623	10,288	16,170	293,005

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料 (續)

(B) SEGMENT REVENUE AND RESULTS
(DISAGGREGATION OF REVENUE)
(CONTINUED)

Revenue from other sources not within the scope of
HKFRS 15

(B) 分部營業額及業績 (營業額細分)
(續)

不在香港財務報告準則第15號範圍內的
來自其他來源收入

	Retailing and sourcing 零售與採購	Branding 品牌推廣	Property investment and holding 物業投資及 持有物業	Outlet malls 奧特萊斯 (Note) (附註)	Financial services 金融服務	Duty free 免稅業務	Consolidated 綜合
	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Primary geographical markets 主要地區市場							
The People's Republic of China (the "PRC")	-	-	56,049	-	-	-	56,049
Hong Kong (Place of domicile)	-	-	8,013	-	24,781	-	32,794
Total	-	-	64,062	-	24,781	-	88,843
Major products and services 主要產品及服務							
Rental income	-	-	64,062	-	-	-	64,062
Interest income	-	-	-	-	24,781	-	24,781
Total	-	-	64,062	-	24,781	-	88,843

Note: The geographical information for the revenue attributed to each country is not available as the cost to capture such information would be excessive.

附註：鑑於獲取有關資料的成本高昂，故無呈列每個國家／地區應佔收入的地區資料。

6. SEGMENT INFORMATION (CONTINUED)

(C) SEGMENT ASSETS

The following is an analysis of the Group's assets by reportable segment:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Retailing and sourcing	零售與採購	132,565	95,905
Branding	品牌推广	150,062	148,582
Property investment and holding	物業投資及持有物業	2,133,548	1,673,694
Outlet malls	奧特萊斯	1,176,308	996,105
Financial services	金融服務	443,603	425,091
Duty free	免稅業務	10	11,999
Total segment assets	分部資產總值	<u>4,036,096</u>	3,351,376
Unallocated	未分配	<u>317,378</u>	883,065
Consolidated assets	綜合資產總值	<u>4,353,474</u>	<u>4,234,441</u>

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to reportable segments other than corporate assets, which includes interests in joint ventures, interest in an associate, loan to an associate, deferred tax assets, club debenture, amounts due from joint ventures, amount due from an associate, restricted bank deposits, bank balances and cash and assets of disposal group classified as held for sale.

6. 分部資料 (續)

(C) 分部資產

以下為按可報告分部呈列之本集團資產分析：

用以監察分部表現及於分部間分配資源，除公司資產，(包括合營企業之權益、於聯營公司之權益、貸款予聯營公司、遞延稅項資產、會所債券、應收合營企業款項、應收聯營公司款項、貸款予非控股權益、受限制銀行存款、銀行結餘及現金及分類為持作出售組別資產)外，所有資產會按可報告分部分配。

6. SEGMENT INFORMATION (CONTINUED)

(D) SEGMENT LIABILITIES

The following is an analysis of the Group's liabilities by reportable segment:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Retailing and sourcing	零售與採購	45,635	15,220
Branding	品牌推廣	11,048	9,885
Property investment and holding	物業投資及持有物業	90,080	63,791
Outlet malls	奧特萊斯	63,970	53,237
Financial services	金融服務	20,906	29,009
Duty free	免稅業務	263	3,214
Total segment liabilities	分部負債總值	231,902	174,356
Unallocated	未分配	1,507,705	1,462,722
Consolidated liabilities	綜合負債總值	1,739,607	1,637,078

Similar to the reporting purpose of segment assets as disclosed in Note 6(C) to the consolidated financial statements, all liabilities are allocated to reportable segments other than corporate liabilities, which includes dividend payable, amounts due to joint ventures, amount due to a related party, finance lease payables, bank borrowings, bank overdrafts, tax payable, loan from non-controlling interests, deferred tax liabilities and liabilities of disposal group classified as held for sale.

6. 分部資料 (續)

(D) 分部負債

以下為按可報告分部呈列之本集團負債分析：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Retailing and sourcing	零售與採購	45,635	15,220
Branding	品牌推廣	11,048	9,885
Property investment and holding	物業投資及持有物業	90,080	63,791
Outlet malls	奧特萊斯	63,970	53,237
Financial services	金融服務	20,906	29,009
Duty free	免稅業務	263	3,214
Total segment liabilities	分部負債總值	231,902	174,356
Unallocated	未分配	1,507,705	1,462,722
Consolidated liabilities	綜合負債總值	1,739,607	1,637,078

與綜合財務報表附註6(C)所披露分部資產之報告目的類似，除企業負債（包括應付股息、應付合營企業款項、應付一間關聯公司款項、應付融資租賃、銀行貸款、銀行透支、應付稅項、來自非控股權益貸款、遞延稅項負債及分類為持作出售的出售組別負債）外，所有負債會分配至可報告分部。

6. SEGMENT INFORMATION (CONTINUED)

6. 分部資料 (續)

(E) OTHER SEGMENT INFORMATION

For the year ended 31 December 2018

(E) 其他分部資料

截至2018年12月31日止年度

		Retailing and sourcing	Branding	Property investment and holding	Outlet malls	Financial services	Duty free	Consolidated
		零售與採購	品牌推廣	持有物業	奧特萊斯	金融服務	免稅業務	綜合
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measures of segment (loss)/profit or segment assets/liabilities:	計入計量分部(虧損)/溢利或分部資產及負債的款項							
Capital expenditure (Note)	資本開支(附註)	4,720	72	1,089	217,725	5	-	223,611
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,255	330	9,712	18,975	404	2,075	34,751
Amortisation of prepaid lease payments	預付租賃款項攤銷	-	-	-	14,752	-	-	14,752
Amortisation of intangible assets	無形資產攤銷	3,596	-	-	-	-	-	3,596
Gain on disposal of subsidiaries	出售附屬公司收益	-	-	(117,764)	-	-	-	(117,764)
Gain on disposal of investment properties	出售投資物業收益	-	-	(31,660)	-	-	-	(31,660)
(Gain)/loss on disposal of property, plant and equipment, net	出售物業、廠房及設備(收益)/虧損·淨額	(248)	-	(180)	-	-	138	(290)
Increase in fair value of investment properties	投資物業公平價值增加	-	-	112,267	-	-	-	112,267
Impairment loss on financial assets	金融資產虧損減值	7,118	-	412	-	5,085	-	12,615
Provision/(reversal) of allowance for inventories, net	存貨備抵(撥回)/撥備·淨額	1,464	-	-	-	-	(626)	838
Interest income	利息收入	-	-	-	-	24,781	-	24,781
Interest expense	利息支出	229	-	33,577	-	127	-	33,933

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

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

6. SEGMENT INFORMATION (CONTINUED)

(E) OTHER SEGMENT INFORMATION (CONTINUED)

For the year ended 31 December 2017

	Retailing and sourcing	Branding	Property investment and holding	Outlet malls	Financial services	Duty free	Consolidated
	零售與採購 HKD'000 千港元	品牌推广 HKD'000 千港元	持有物業 物業投資及 HKD'000 千港元	奧特萊斯 HKD'000 千港元	金融服務 HKD'000 千港元	免稅業務 HKD'000 千港元	綜合 HKD'000 千港元
Amounts included in the measures of segment profit/(loss) or segment assets/liabilities:	計入計量分部溢利／(虧損)成分部資產／負債的款項						
Capital expenditure (Note)	4,611	122	382	4,037	24	49	9,225
Depreciation of property, plant and equipment	3,515	380	9,012	16,768	487	3,030	33,192
Amortisation of prepaid lease payments	-	-	-	13,002	-	-	13,002
Loss/(gain) on disposal of property, plant and equipment, net	952	-	(7)	-	-	-	945
Increase in fair value of investment properties	-	-	197,663	-	-	-	197,663
Impairment loss on financial assets	-	-	3,897	-	8,000	-	11,897
(Reversal)/provision of allowance for inventories, net	(13,561)	137	-	-	-	(184)	(13,608)
Reversal of provision for redundancy costs	2,000	-	-	-	-	-	2,000
Interest income	-	-	-	-	37,331	-	37,331
Interest expense	-	-	41,965	-	-	-	41,965

Note: Capital expenditure includes additions to property, plant and equipment, interest expense of bank borrowings and direct attributable costs being capitalised to construction in progress of new outlet mall in Xiamen, the PRC, classified as property, plant and equipment.

附註: 資本開支包括添置物業、廠房及設備及銀行貸款利息開支及直接投入成本(即資本化入分類為物業、廠房及設備的中國廈門奧特萊斯在建工程)。

6. 分部資料 (續)

(E) 其他分部資料 (續)

截至2017年12月31日止年度

6. SEGMENT INFORMATION (CONTINUED)

(F) GEOGRAPHICAL INFORMATION

The Group's revenue from external customers by geographical location of the delivery destinations and information about its non-current assets by geographical location of the assets is detailed below:

		Revenue from external customers 自外部客戶的收入		Non-current assets located (Note (ii)) 非流動資產所在地 (附註(ii))	
		2018 HKD'000 千港元	2017 HKD'000 千港元	2018 HKD'000 千港元	2017 HKD'000 千港元
The People's Republic of China	中華人民共和國	277,286	247,576	2,125,711	2,023,747
Taiwan	台灣	15,916	14,367	-	2,563
Hong Kong (Place of domicile)	香港 (原居地)	60,875	63,856	753,976	577,539
United States of America	美國	6,192	2,886	-	-
Other Asia countries (Note (i))	其他亞洲國家 (附註(i))	16,716	18,832	-	-
Others (Note (i))	其他 (附註(i))	4,863	1,402	146,031	146,300
		381,848	348,919	3,025,718	2,750,149

Notes:

- (i) Similar to Note 6(B) to the consolidated financial statements, the costs to capture the geographic information of revenue would be excessive; and
- (ii) Non-current assets exclude interests in joint ventures, interest in an associate, loan to an associate, deferred tax assets and restricted bank deposits.

(G) INFORMATION ABOUT MAJOR CUSTOMERS

No revenue from transactions with a single external customer (2017: one of the customers in the retailing and sourcing segment of approximately HKD40,305,000) represent 10% or more of the Group's revenue for the year ended 31 December 2018.

6. 分部資料 (續)

(F) 地區資料

本集團自外部客戶的收入按運送目的地地區分類及其非流動資產資料按資產所在地區分類的詳情如下：

		Revenue from external customers 自外部客戶的收入		Non-current assets located (Note (ii)) 非流動資產所在地 (附註(ii))	
		2018 HKD'000 千港元	2017 HKD'000 千港元	2018 HKD'000 千港元	2017 HKD'000 千港元
The People's Republic of China	中華人民共和國	277,286	247,576	2,125,711	2,023,747
Taiwan	台灣	15,916	14,367	-	2,563
Hong Kong (Place of domicile)	香港 (原居地)	60,875	63,856	753,976	577,539
United States of America	美國	6,192	2,886	-	-
Other Asia countries (Note (i))	其他亞洲國家 (附註(i))	16,716	18,832	-	-
Others (Note (i))	其他 (附註(i))	4,863	1,402	146,031	146,300
		381,848	348,919	3,025,718	2,750,149

附註：

- (i) 與綜合財務報表附註6(B)相似，獲取收入的地區資料的成本高昂；及
- (ii) 非流動資產不包括於合營企業之權益、於聯營公司之權益、貸款予聯營公司、遞延稅項資產及受限制銀行存款。

(G) 有關主要客戶資料

截至2018年12月31日止年度，沒有與單一外部客戶的交易收入（2017年：一名零售與採購分部的客戶之收入約為40,305,000港元）佔本集團營業額10%或以上。

7. REVENUE

Revenue includes the net invoiced value of goods sold, commission income from concessionaire sales, royalty income, rental income, interest income, brokerage commission, underwriting and placing income, financial consultancy income and other services income. The amounts of each significant categories of revenue recognised during the year are as follows:

7. 營業額

營業額包括已售商品的發票淨值、特許權銷售所得佣金收入、專利收入、租金收入、利息收入、經紀佣金、包銷及配售收入、財務諮詢收入及其他服務收入。於年內確認的營業額的各重大類別的款項如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Revenue within the scope of HKFRS 15:	於香港財務報告準則 第15號準則範圍內的收入：		
Sale of goods	商品銷售	225,391	195,365
Commission income from concessionaire sales	特許權銷售所得佣金收入	39,483	33,775
Royalty income	專利收入	16,537	11,560
Brokerage commission	經紀佣金	4,262	5,276
Underwriting and placing income	包銷及配售收入	3,898	9,923
Financial consultancy income	財務諮詢收入	2,128	3,735
Other services income	其他服務收入	1,306	605
		<u>293,005</u>	<u>260,239</u>
Revenue from other sources not within scope of HKFRS 15:	不在香港財務報告準則 第15號準則範圍內的 其他來源收入		
Rental income	租金收入	64,062	51,349
Interest income	利息收入	24,781	37,331
		<u>88,843</u>	<u>88,680</u>
Total	總和	<u>381,848</u>	<u>348,919</u>

8. FINANCE COSTS

8. 融資成本

		2018 HKD'000 千港元	2017 HKD'000 千港元
Interest expense on bank borrowings	銀行貸款利息開支	41,046	44,652
Interest expense on loan from non-controlling interests	從非控股權益貸款利息開支	229	—
Interest expense on bank overdrafts	銀行透支利息支出	127	—
Others	其他	63	—
		<u>41,465</u>	44,652
Less: Interest expense being capitalised (<i>Note</i>)	減：被資本化的利息支出 (附註)	<u>(7,532)</u>	<u>(2,687)</u>
		<u>33,933</u>	<u>41,965</u>

Note: Interest expense on bank borrowings amounted to approximately HKD41,046,000 (2017: HKD44,652,000) of which a total amount of approximately HKD7,532,000 (2017: HKD2,687,000) was being capitalised into construction in progress classified as property, plant and equipment during the year.

附註： 銀行借款的利息支出為約41,046,000港元（2017年：44,652,000港元），當中合共約7,532,000港元（2017年：2,687,000港元）於年內資本化入分類為物業、廠房及設備的在建工程。

9. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statement of profit or loss represents:

9. 所得稅支出

綜合損益表內的所得稅支出金額指：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Current tax	本期稅項		
Hong Kong	香港		
– Profits Tax	– 所得稅		
– current year	– 本年度	(1,071)	(2,299)
The PRC and other jurisdictions	中國及其他司法權區		
– PRC Enterprise Income Tax	– 中國企業所得稅		
– current year	– 本年度	(23,561)	(7,405)
– over provision in prior years	– 過往年度超額撥備	80	–
– Foreign tax	– 海外稅項		
– current year	– 本年度	(686)	(641)
– under provision in prior years	– 過往年度撥備不足	–	(54)
		(25,238)	(10,399)
Deferred tax (Note 29)	遞延稅項 (附註29)		
Hong Kong and the PRC	香港及中國		
– Profits Tax and PRC Enterprise Income Tax	– 利得稅及中國企業所得稅		
– current year	– 本年度	(24,796)	(48,552)
Income tax expense	所得稅支出	(50,034)	(58,951)

9. INCOME TAX EXPENSE (CONTINUED)

HONG KONG PROFITS TAX

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HKD2,000,000 of estimated assessable profits of qualifying corporation will be taxed at 8.25%, and estimated assessable profits above HKD2,000,000 will be taxed at 16.5% of the remaining estimated assessable profits for the year ended 31 December 2018. For a group of "connected entities", only one entity within the group can elect to apply the two-tier rates.

For the year ended 31 December 2018, Hong Kong Profits Tax of the selected entity was calculated at 8.25% (2017: 16.5%) of the first HKD2,000,000 estimated assessable profits and 16.5% (2017: 16.5%) of the remaining estimated assessable profits. For the remaining entities within the group was calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for both years.

PRC TAX

All group companies operating in the PRC are subject to the applicable tax rate of 25% for both years, except for an acquired subsidiary incorporated in Hong Kong and engaged in property investment in the PRC, which is subject to the applicable tax rate of 10% on its gross rental income, net of value-added tax, earned in the PRC, based on the existing legislation, interpretation and practices in respect thereof.

9. 所得稅支出(續)

香港利得稅

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「草案」)，其引入兩級利得稅率制度。草案於2018年3月28日簽署成為法律且於翌日刊登憲報。

根據兩級利得稅率制度，截至2018年12月31日止年度，合資格企業的首2百萬港元估計應課稅溢利將以8.25%的稅率徵稅，而超過2百萬港元的餘下估計應課稅溢利將以16.5%的稅率徵稅。就一組「關連實體」而言，集團內僅一家實體可選擇應用兩級稅率。

截至2018年12月31日止年度，選定實體的首2百萬港元估計應課稅溢利的香港利得稅按8.25% (2017年：16.5%) 計算，而餘下估計應課稅溢利按16.5% (2017年：16.5%) 計算。集團內餘下實體於兩個年度內按估計應課稅溢利的16.5% (2017年：16.5%) 計算。

中國稅項

在本年和去年內，於中國經營的所有集團公司須按適用稅率25%繳納稅項，惟收購的於香港註冊成立並於中國從事物業投資的附屬公司除外，根據有關現行法規、詮釋及慣例，該公司須就其於中國賺取的租金收入總額按適用稅率10%繳納稅項(扣除增值稅)。

9. INCOME TAX EXPENSE (CONTINUED)

PRC TAX (CONTINUED)

Up to the date of approval for issuance of these consolidated financial statements, the above acquired subsidiary engaged in property investment in the PRC has not filed the tax returns for the PRC Enterprise Income Tax in respect of its income derived from the PRC. The PRC tax authority has the right to levy penalty for late filing of tax returns. The amount of such potential penalty cannot be reliably estimated as the range of which is wide. However, for all tenancy agreements signed between the Group and tenants since the financial year of 2016, a new term has been added such that the tenants are required to pay the PRC Enterprise Income Tax based on 10% of gross rental income, net of value-added tax, earned in the PRC on behalf of the Group in accordance with the existing legislation, interpretation and practices in respect thereof. Based on the experience of the Group's management and the above measures adopted, the amount of such penalty, if any, will not be material to the Group's consolidated financial statements. In addition, pursuant to the agreement in respect of acquisition of that subsidiary, the vendor and its guarantor have undertaken to indemnify the Group for any tax liability arising from the above late filing of tax returns prior to the completion date of the acquisition.

FOREIGN TAX

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

9. 所得稅支出 (續)

中國稅項 (續)

直至此等綜合財務報表批准刊發日期，上述收購的於中國從事物業投資的附屬公司尚未就其於中國獲得的收入提交中國企業所得稅納稅申報單。因此，中國稅務機關有權就較晚提交納稅申報單處以罰款。有關潛在罰款金額因範圍廣泛而無法可靠估計。然而，自2016年初起，本集團與租戶簽訂的所有新租賃協議已增加一項新條款，因此，根據有關現行法律、詮釋及慣例，租戶須代表本集團按其在中國獲得的租金收入總額的10%（不含增值稅）支付中國企業所得稅。根據本集團管理層的經驗及所採納的上述措施，有關罰款（如有）金額將對本集團的綜合財務報表而言並不重大。此外，根據有關收購該附屬公司的協議，賣方及其擔保人已承諾彌償本集團於收購事項完成日期前因上述較晚提交納稅申報單而引致的任何稅項責任。

海外稅項

其他司法權區所產生的稅項，乃依相關司法權區的現行稅率計算。

9. INCOME TAX EXPENSE (CONTINUED)

9. 所得稅支出(續)

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

年度所得稅支出可與綜合損益表中除所得稅支出前溢利對賬如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Profit before income tax expense	除所得稅開支前溢利	<u>162,706</u>	<u>116,700</u>
Tax expense calculated at Hong Kong Profits Tax rate of 16.5% (2017: 16.5%)	依香港利得稅稅率16.5% (2017年: 16.5%) 計算之稅務支出	(27,216)	(19,256)
Tax effect of expenses not deductible for tax purposes	不獲扣減稅項的開支之稅務影響	(11,510)	(14,741)
Tax effect of revenue not taxable for tax purposes	無須課稅的收入之稅務影響	67,176	10,913
Tax effect of share of results of joint ventures	佔合營企業業績之稅務影響	3,293	3,202
Tax effect of share of result of an associate	佔聯營企業業績之稅務影響	(384)	-
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	(88,543)	(35,030)
Tax effect of deductible temporary difference not recognised	未確認可扣減暫時差額之稅務影響	902	2,903
Tax effect of utilisation of tax losses previously not recognised	動用過去未確認稅務虧損之稅務影響	3,166	3,565
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的附屬公司不同稅率之影響	3,002	(10,453)
Over/(under) provision in respect of prior years	過往年度超額撥備/(撥備不足)	<u>80</u>	<u>(54)</u>
Income tax expense	所得稅支出	<u>(50,034)</u>	<u>(58,951)</u>

In addition to the amount charged to profit or loss, deferred tax relating to the revaluation of the Group's leasehold land and buildings of approximately HKD5,328,000 (2017: HKD12,316,000) has been charged or credited directly to other comprehensive income as disclosed in Note 29 to the consolidated financial statements.

除自損益扣除的金額外，有關重估本集團租賃土地及樓宇的遞延稅項約5,328,000港元(2017年: 12,316,000港元)已直接自其他全面收益中扣除或計入(於綜合財務報表附註29披露)。

10. PROFIT FOR THE YEAR

10. 年度溢利

(A) OTHER INCOME AND GAINS

(A) 其他收入及收益

		2018 HKD'000 千港元	2017 HKD'000 千港元
Gain on disposal of subsidiaries	出售附屬公司收益	117,764	1,204
Gain on disposal of investment properties	出售投資物業收益	31,660	-
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備淨收益	290	-
Fair value gain on re-measurement of equity in a joint venture	重新計量某一合營企業的公平價值收益	5,363	-
Dividend income from financial assets at fair value through profit or loss	來自金融資產股息收入 (以公平價值透過 收益及虧損)	38	4,371
Interest income	來自銀行存款利息收入	2,778	3,550
Government grant (Note)	政府補助(附註)	2,030	901
Reversal of provision for redundancy costs	遣散費撥回	-	2,000
Others	其他	8,635	4,826
		168,558	16,852

Note: The Group received grants from the relevant PRC government authorities in support of the Group's retail business in the PRC. There were no unfulfilled conditions to receive the grants.

附註：本集團獲授來自中國相關政府部門的補助，以支持本集團於中國的零售業務。就取得該補助而言，並無未完成的條件。

10. PROFIT FOR THE YEAR (CONTINUED)

10. 年度溢利 (續)

(B) OTHER EXPENSES

(B) 其他開支

		2018 HKD'000 千港元	2017 HKD'000 千港元
Bad debts written off	已撇銷壞賬	331	–
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備虧損， 淨額	–	945
Write off of property, plant and equipment	物業、廠房及設備撇賬	830	–
Net loss on trading securities	買賣證券的淨虧損	–	3,325
Fair value loss on financial assets at fair value through profit or loss	以公平價值列入損益的金融 資產的公平價值虧損	2,443	3,640
Others	其他	1,443	2,098
		<u>5,047</u>	<u>10,008</u>

10. PROFIT FOR THE YEAR (CONTINUED)

10. 年度溢利 (續)

(C) PROFIT FOR THE YEAR HAS BEEN ARRIVED AT:

(C) 年度溢利達致：

		2018 HKD'000 千港元	2017 HKD'000 千港元
After charging	已扣除		
Directors' emoluments (Note 11(A))	董事袍金 (附註11(A))	6,967	6,810
Other employee costs:	其他僱員成本：		
– Salaries	– 薪金	60,925	57,344
– Welfare and other expenses	– 福利及其他開支	4,575	4,443
– Retirement benefits schemes contributions, excluding directors	– 退休福利計劃供款，不包括董事	9,343	8,021
Share-based payments, excluding directors	以股份支付，不包括董事	328	702
		<u>82,138</u>	<u>77,320</u>
Auditor's remuneration	核數師酬金	2,000	1,950
Amortisation of prepaid lease payments	預付租賃款項攤銷	14,752	13,002
Amortisation of intangible assets	無形資產攤銷	3,596	–
Cost of inventories recognised as expense	確認為開支的存貨成本	122,145	119,822
Depreciation of property, plant and equipment	物業、廠房及設備折舊	34,751	33,192
Exchange losses, net	匯兌虧損，淨額	2,971	8,199
Minimum and contingent lease payments under non-cancellable operating lease	不可取消經營租賃的最低及或然租賃款項	45,826	19,087
After crediting	已計入		
(Provision)/reversal of allowance for inventories, net (Note)	存貨備抵 (撥備) / 撥回，淨額 (附註)	(838)	13,608
Gross rental income from investment properties	投資物業租金收入總額	64,062	51,349
Less: direct operating expenses incurred by	減：所產生的直接經營開支		
– investment properties that generate rental income	– 產生租金收入的投資物業	(11,764)	(9,930)
– investment properties that did not generate rental income	– 並無產生租金收入的投資物業	(17)	(49)
		<u>52,281</u>	<u>41,370</u>

10. PROFIT FOR THE YEAR (CONTINUED)

10. 年度溢利 (續)

(C) PROFIT FOR THE YEAR HAS BEEN ARRIVED AT: (CONTINUED)

(C) 年度溢利達致：(續)

		2018 HKD'000 千港元	2017 HKD'000 千港元
Interest income from:	利息收入：		
– Bank deposits	– 銀行存款	1,488	380
– Joint ventures	– 合營企業	1,066	2,954
– Associate	– 聯營企業	224	216
– Loans receivable and advances to customers in margin financing	– 來自保證金客戶墊款及應收貸款	24,781	37,331
Increase in fair value of investment properties:	投資物業的公平價值增加：		
– Investment properties classified as other than held for sale	– 分類為非持作出售的投資物業	29,105	197,663
– Investment properties classified as held for sale	– 分類為持作出售的投資物業	83,162	–
		112,267	197,663

Note: The (provision)/reversal of allowance for inventories arising from (decrease)/increase in net realisable value caused by the (decrease)/increase in estimated scrap value.

附註：可變現淨值（減少）／增加產生的存貨備抵（撥備）／撥回乃因估計殘值（減少）／增加所致。

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

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

11. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

(A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and Chief Executive's emoluments are disclosed as follows:

For the year ended 31 December 2018

	Cheng Tun Nei (Chief Executive Officer) 鄭盾尼 (首席執行官)	Chan Kar Lee, Gary 陳嘉利	Hong Kim Cheong (Note a) 方錦祥 (附註a)	Lee Cheung Ming (Note b) 李長銘	Shum Pui Kay 沈培基	Wah Wang Kei Jackie 華宏驥	Chow Yu Chun Alexander 周宇俊	Total
	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Fees	-	-	-	-	160	170	170	500
Other emoluments:								
Salaries and other benefits	2,382	1,962	442	1,158	-	-	-	5,944
Bonus (Note C)	200	165	-	99	-	-	-	464
Contributions to retirement benefits schemes	18	18	5	18	-	-	-	59
Total emoluments	2,600	2,145	447	1,275	160	170	170	6,967

11. 董事袍金及僱員薪酬

(A) 董事及主要行政人員薪酬

董事及主要行政人員薪酬載列如下：

截至2018年12月31日止年度

For the year ended 31 December 2017

截至2017年12月31日止年度

	Cheng Tun Nei (Chief Executive Officer) 鄭盾尼 (首席執行官)	Chan Kar Lee, Gary 陳嘉利	Hong Kim Cheong (Note a) 方錦祥 (附註a)	Lee Cheung Ming (Note b) 李長銘	Shum Pui Kay 沈培基	Wah Wang Kei Jackie 華宏驥	Chow Yu Chun Alexander 周宇俊	Total
	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Fees	-	-	45	-	160	170	170	545
Other emoluments:								
Salaries and other benefits	2,382	1,962	1,473	-	-	-	-	5,817
Contributions to retirement benefits schemes	18	18	12	-	-	-	-	48
Share-based payments	-	200	200	-	-	-	-	400
Total emoluments	2,400	2,180	1,730	-	160	170	170	6,810

11. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

- (a) Mr. Hong Kim Cheong was appointed as executive director effective on 1 April 2017 and retired after the conclusion of the Annual General Meeting held on 8 June 2018;
- (b) Mr. Lee Cheung Ming was appointed as executive director effective on 1 January 2019; and
- (c) the bonus is based on the performance of individuals and the entity.

There are no payments for the loss of office paid to directors in connection with the management of affairs of the Group during the years ended 31 December 2017 and 2018.

No retirement benefit was paid to or receivable by directors for management of affairs of the Group during 31 December 2017 and 2018. No directors waived any emoluments during the years ended 31 December 2017 and 2018.

During the year ended 31 December 2017, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in Note 34 to the consolidated financial statements. During the year ended 31 December 2018, one of the executive directors resigned and the outstanding share options lapsed on his resignation date, and a new executive director was appointed with new warrants were previously granted to him before his appointment. The fair value of such options, which was recognised in profit or loss in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amounts included in the consolidated financial statements for both years are included in the above directors' and Chief Executive's emoluments disclosures.

11. 董事袍金及僱員薪酬 (續)

(A) 董事及主要行政人員薪酬 (續)

附註:

- (a) 方先生自2017年4月1日起被委任為執行董事並於2018年6月8日股東大會完結時退任;
- (b) 李先生自2019年1月1日起被委任為執行董事; 及
- (c) 花紅按個別人士及公司表現而發放。

截至2017年及2018年12月31日止年度，概無董事因解除與本集團管理事務有關的職務而獲支付款項。

截至2017年及2018年12月31日止，概無董事因與本集團管理事務有關的職務而獲支付或應收退休福利，亦未有董事豁免薪酬。

截至2017年12月31日止年度內，若干董事根據本公司之購股權計劃就其向本集團提供之服務獲授購股權，有關進一步詳情載於綜合財務報表附註34。於截至2018年12月31日止年度，一名執行董事辭任。故尚未行使購股權於其辭任日期失效，及一名新執行董事獲委任，擁有先前於其獲委任前獲授之新認股權證。有關購股權之公平價值（於歸屬期間綜合損益表之損益內確認）乃於授出日期釐定及於兩個年度計入綜合財務報表之金額乃計入上文董事及主要行政人員薪酬之披露內。

11. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Salaries and other benefits paid to or for the Executive Directors are generally emoluments in respect of those persons' other service in connection with the management of the affairs of the Company and its subsidiaries.

(B) EMPLOYEES' EMOLUMENTS

During the years ended 31 December 2017 and 2018, the five highest paid individuals of the Group included the Chief Executive and one director (2017: the Chief Executive and two directors) whose emoluments are disclosed in Note 11(A) to the consolidated financial statements above. The emoluments of the remaining three (2017: two) individuals are as follows:

11. 董事袍金及僱員薪酬 (續)

(A) 董事及主要行政人員薪酬 (續)

給予執行董事之薪金與其他福利一般根據有關人士從事與本公司及其附屬公司之管理事務有關的其他服務之酬金而釐定。

(B) 僱員薪酬

截至2017年及2018年12月31日止年度，本集團最高薪酬的5名人士，包括最高行政人員及1名董事（2017年：最高行政人員及2名董事），彼等的薪酬已於上文綜合財務報表附註11(A)披露。其餘3名（2017年：2名）人士的薪酬如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Salaries and other benefits	薪金及其他福利	4,415	2,844
Retirement benefits schemes contributions	退休福利計劃供款	54	36
		<u>4,469</u>	<u>2,880</u>

11. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(B) EMPLOYEES' EMOLUMENTS (CONTINUED)

Their emoluments were within the following bands:

	2018 No. of employees 僱員人數	2017 No. of employees 僱員人數
HKD1,000,001 to HKD1,500,000	1	2
HKD1,500,001 to HKD2,000,000	2	–

The emoluments paid or payable to members of senior management and an executive director were within the following bands:

	2018 No. of employees 僱員人數	2017 No. of employees 僱員人數
Nil to HKD1,000,000	1	3
HKD1,000,001 to HKD1,500,000	3	4
HKD1,500,001 to HKD2,000,000	2	–

已付或應付高級管理人員及一名執行董事的薪酬在下列範圍內：

12. DIVIDENDS

2017 final dividend of HKD0.005
(2017: 2016 final dividend of HKD0.0038)
per ordinary share declared and paid

年內已派付2017期末股息
每股普通股0.005港元
(2017年：2016年期末股息
每普通股0.0038港元)

	2018 HKD'000 千港元	2017 HKD'000 千港元
	14,810	11,232

11. 董事袍金及僱員薪酬 (續)

(B) 僱員薪酬 (續)

彼等的薪酬在下列範圍內：

12. 股息

12. DIVIDENDS (CONTINUED)

No interim dividend was declared and paid to the shareholders of the Company for the financial years ended 31 December 2017 and 2018. For the financial year ended 31 December 2018, the board of directors recommends the payment of final dividend of HKD0.012 (2017: HKD0.005) per ordinary share to the shareholders of the Company of HKD35,688,000 (2017: HKD14,810,000). For the remaining dividend unclaimed after a period of six years from the date of dividend payment shall be forfeited and reverted to the Company.

13. EARNINGS PER SHARE

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

12. 股息 (續)

截至2017年及2018年12月31日止財政年度均無向本公司股東宣派或派付中期股息。截至2018年12月31日止財政年度，董事會建議向本公司股東派付期末股息每股普通股0.012港元（2017年：每股普通股0.005港元），約合共為35,688,000港元（2017年：14,810,000港元）。於股息派付日期起計六年後仍未領取的剩餘股息將予沒收及復歸本公司。

13. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃依下列數據計算：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Earnings	盈利		
Profit for the year attributable to the owners of the Company	本公司擁有人應佔年度溢利	118,213	41,018

13. EARNINGS PER SHARE (CONTINUED)

13. 每股盈利 (續)

		2018 Number of shares 股份數目 '000 千股	2017 Number of shares 股份數目 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利的普通股加權平均數	2,964,675	2,910,571
Effect of dilutive potential ordinary shares (Note)	潛在攤薄普通股之影響 (附註)		
– share options	– 購股權	681	364
– warrants	– 認購股權證	4,854	–
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用以計算每股基本盈利的普通股加權平均數	2,970,210	2,910,935
Earnings per share	每股盈利		
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	3.99	1.41
Diluted earnings per share (HK cents)	每股攤薄盈利 (港仙)	3.98	1.41

Note: The Company's share options and warrants as at 31 December 2018 and share options as at 31 December 2017 gave rise to dilution effect to the earnings per share because the exercise price of the Company's share options and warrants outstanding during the year ended 31 December 2018 were lower than the average market price of the Company's shares for the year.

The Company's warrants as at 31 December 2017 did not give rise to any dilution effect to the earnings per share because the exercise price of the Company's warrants outstanding during the year ended 31 December 2017 were higher than the average market price of the Company's shares for the prior year.

附註：本公司於2018年12月31日的購股權及認股權證以及於2017年12月31日的購股權攤薄每股盈利，因截至2018年12月31日止年度本公司尚未行使的購股權及認股權證的行使價低於本年度本公司股份平均市場價。

本公司於2017年12月31日的認股權證未有攤薄每股盈利，因截至2017年12月31日止年度本公司尚未行使的認股權證之行使價較上一年度本公司股份平均市場價高。

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

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

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Leasehold land and buildings in Hong Kong 於香港的租賃土地及樓宇 HKD'000 千港元	Leasehold land and buildings in the PRC 於中國的租賃土地及樓宇 HKD'000 千港元	Buildings 樓宇 HKD'000 千港元	Leasehold improvements 租賃物業裝修 HKD'000 千港元	Construction in progress 在建工程 HKD'000 千港元	Plant and machinery 廠房及機器 HKD'000 千港元	Furniture, fixtures and equipment 傢俱、裝置及設備 HKD'000 千港元	Motor vehicles 汽車 HKD'000 千港元	Vessel 船隻 HKD'000 千港元	Total 總額 HKD'000 千港元
Cost or revaluation	成本或估值										
At 1 January 2017	於2017年1月1日	225,000	25,379	305,640	91,510	-	479	20,372	4,150	2,930	675,460
Additions	添置	-	-	-	2,822	2,893	-	2,982	528	-	9,225
Acquisition of a subsidiary (Note 48)	收購一間附屬公司 (附註48)	-	-	-	-	-	-	290	22	-	312
Surplus arising on revaluation	重估產生的盈餘	32,000	38	11,616	-	-	-	-	-	-	43,654
Disposals	出售	-	-	-	(2,702)	-	-	(269)	(119)	-	(3,090)
Exchange realignment	匯兌重列	-	1,983	22,550	6,957	-	6	652	188	-	32,336
At 31 December 2017	於2017年12月31日	257,000	27,400	339,806	98,587	2,893	485	24,027	4,769	2,930	757,897
Comprising:	包含：										
At cost	成本	-	-	-	98,587	2,893	485	24,027	4,769	2,930	133,691
At revaluation - 2017	估值-2017年	257,000	27,400	339,806	-	-	-	-	-	-	624,206
		257,000	27,400	339,806	98,587	2,893	485	24,027	4,769	2,930	757,897
Cost or revaluation	成本或估值										
At 1 January 2018	於2018年1月1日	257,000	27,400	339,806	98,587	2,893	485	24,027	4,769	2,930	757,897
Additions	添置	-	-	14,294	23,502	182,116	73	2,375	1,251	-	223,611
Acquisition through business combination (Note 48)	透過業務合併收購 (附註48)	-	-	-	537	-	1,393	213	-	-	2,143
Surplus arising on revaluation	重估產生的盈餘	16,000	786	(5,111)	-	-	-	-	-	-	11,675
Disposals	出售	-	-	-	(7,097)	-	(9)	(1,726)	(1,734)	-	(10,566)
Write off	撇賬	-	-	-	(12,923)	-	-	(4,296)	(12)	-	(17,231)
Exchange realignment	匯兌重列	-	(1,406)	(17,694)	(4,661)	(22)	171	(864)	(127)	-	(24,603)
At 31 December 2018	於2018年12月31日	273,000	26,780	331,295	97,945	184,987	2,113	19,729	4,147	2,930	942,926
Comprising:	包含：										
At cost	成本	-	-	-	97,945	184,987	2,113	19,729	4,147	2,930	311,851
At revaluation - 2018	估值-2018年	273,000	26,780	331,295	-	-	-	-	-	-	631,075
		273,000	26,780	331,295	97,945	184,987	2,113	19,729	4,147	2,930	942,926
Accumulated depreciation	累計折舊										
At 1 January 2017	於2017年1月1日	-	-	1,387	57,340	-	272	16,890	2,354	463	78,706
Provided for the year	年度準備	6,947	414	8,935	13,533	-	131	2,209	731	292	33,192
Acquisition of a subsidiary (Note 47)	收購一間附屬公司 (附註47)	-	-	-	-	-	-	140	21	-	161
Write back on revaluation	重估後回撥	(6,947)	(414)	(10,804)	-	-	-	-	-	-	(18,165)
Eliminated on disposals	出售時抵銷	-	-	-	(1,709)	-	-	(115)	(117)	-	(1,941)
Exchange realignment	匯兌重列	-	-	482	4,808	-	4	620	118	-	6,032
At 31 December 2017	於2017年12月31日	-	-	-	73,972	-	407	19,744	3,107	755	97,985
Provided for the year	年度準備	7,058	1,220	9,768	13,620	-	145	1,972	675	293	34,751
Acquisition through business combination (Note 48)	透過業務合併收購 (附註48)	-	-	-	504	-	1,125	140	-	-	1,769
Write back on revaluation	重估後回撥	(7,058)	(1,156)	(9,261)	-	-	-	-	-	-	(17,475)
Eliminated on disposals	出售時抵銷	-	-	-	(6,791)	-	(9)	(1,646)	(1,506)	-	(9,952)
Write off	撇賬	-	-	-	(12,479)	-	-	(3,910)	(12)	-	(16,401)
Exchange realignment	匯兌重列	-	(64)	(507)	(3,977)	-	7	(504)	(88)	-	(5,133)
At 31 December 2018	於2018年12月31日	-	-	-	64,849	-	1,675	15,796	2,176	1,048	85,544
Carrying amount	賬面值										
At 31 December 2018	於2018年12月31日	273,000	26,780	331,295	33,096	184,987	438	3,933	1,971	1,882	857,382
At 31 December 2017	於2017年12月31日	257,000	27,400	339,806	24,615	2,893	78	4,283	1,662	2,175	659,912

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The net book value of construction in progress of approximately HKD184,987,000 (2017: HKD2,893,000) related to new outlet mall under construction in Xiamen, the PRC, which will be depreciated once the construction work is completed and available for use. Additions during the year of approximately HKD182,116,000 (2017: HKD2,893,000) was related to interest expenses and direct attributable costs capitalised during the year.

For the buildings in Shenyang, the PRC, the Group completed the renovation work of approximately HKD14,294,000 (2017: nil) during the year.

During the year, the Group has entered into a finance lease contract for leasing a motor vehicle of approximately HKD774,000 (2017: HKD nil) as detailed in Note 31 to the consolidated financial statements.

For the outlet mall and leasehold land and buildings located in Shenyang and Shanghai, the PRC and Hong Kong, they were valued on 31 December 2017 and 2018 by Prudential Surveyors (Hong Kong) Limited and Greater China Appraisal Limited respectively, independent firms of professional property valuers not connected to the Group.

In prior year, the fair value of leasehold land and buildings in Hong Kong and Shanghai, the PRC of approximately HKD284,400,000 as at 31 December 2017 was transferred from level 2 to level 3 recurring fair value measurement. The transfer out of level 2 into level 3 recurring fair value measurement was due to the significance of adjustments to discounts or premiums on differences in characteristics of the properties being valued and the properties for which the observed market transaction prices were based on.

14. 物業、廠房及設備 (續)

在建工程賬面淨值與本集團於廈門的新奧特萊斯(目前正在興建中,一旦該物業竣工及可供使用時將予折舊)有關的金額184,987,000港元(2017年:2,893,000港元)。年內添置182,116,000港元(2017年:2,893,000港元)與年內資本化的利息及應佔直接成本有關。

就中國瀋陽的樓宇而言,本集團於年內完成翻新工程約14,294,000港元(2017年:無)。

於年內,本集團訂立融資租賃合約,以租賃汽車約774,000港元(2017年:無),詳情載於綜合財務報表附註31。

就位於中國瀋陽、上海及香港的奧特萊斯、租賃土地及樓宇而言,彼等於2017年及2018年12月31日分別由與本集團並無關連之獨立專業物業估價師行測建行香港有限公司及漢華評值有限公司進行估值。

於去年,於中國香港及上海的租賃土地及樓宇於2017年12月31日的公平價值約284,400,000港元自第二級轉撥至第三級經常性公平價值計量。自第二級轉撥至第三級經常性公平價值計量乃由於估值物業與已觀察市場交易價格所依據的物業特性差額貼現或溢價調整的重要性。

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2018, the fair value of the outlet mall and leasehold land and buildings of approximately HKD631,075,000 (2017: HKD624,206,000) was classified as level 3 recurring fair value measurement. The valuations of leasehold land and buildings in Hong Kong and Shanghai adopted direct comparison approach with reference to market comparable sales evidence available in the market. The valuation of outlet mall in Shenyang, the PRC was adopted depreciated replacement cost approach in terms of considering the building costs and fees incurred for the erection of building in the absence of comparable sales evidence.

A reconciliation of the opening and closing level 3 recurring fair value balances is provided below.

14. 物業、廠房及設備 (續)

於2018年12月31日，奧特萊斯以及租賃土地及樓宇的公平價值約631,075,000港元（2017年：624,206,000港元）分類為第三級經常性公平價值計量。對於香港及上海的租賃土地及樓宇的估值乃採納直接比較法，經參照在市場上的市場可比較銷售數據而釐定，而對於中國瀋陽的奧特萊斯的估值，在缺乏可比較銷售數據之情況下乃經考慮建設樓宇產生的建築成本及費用後，採納折舊重置成本法而釐定。

年初及年終第三級經常性公平價值結餘對賬如下。

		2018 HKD'000 千港元	2017 HKD'000 千港元
Opening balance (level 3 recurring fair value)	年初結餘 (第三級經常性公平價值)	624,206	304,253
Additions	添置	14,294	-
Transfer from level 2 recurring fair value	轉撥自第二級經常性公平價值	-	284,400
Gain on revaluation of properties held for own use included in other comprehensive income	計入其他全面收入的持作自用的物業重估收益	29,150	22,420
Depreciation	折舊	(18,046)	(8,935)
Exchange realignment	匯兌重列	(18,529)	22,068
Closing balance (level 3 recurring fair value)	年末結餘 (第三級經常性公平價值)	<u>631,075</u>	<u>624,206</u>

14. PROPERTY, PLANT AND EQUIPMENT
(CONTINUED)

14. 物業、廠房及設備 (續)

INFORMATION ABOUT FAIR VALUE
MEASUREMENT USING SIGNIFICANT
UNOBSERVABLE INPUT:

有關使用重大不可觀察輸入數據的公平價值計量的資料：

Properties 物業	Valuation approach 估值方法	Notes 附註	Significant unobservable input 重大不可觀察輸入數據	Range 範圍	
				2018 HKD	2017 HKD
Hong Kong 香港	Direct comparison approach 直接比較法	(i)	(Discount)/premium on characteristics of the properties 物業特性的(折讓)/溢價	-15% to 15%	-15% to 11%
Shanghai, the PRC 中國上海	Direct comparison approach 直接比較法	(i)	Discount on characteristics of the properties 物業特性的(折讓)/溢價	-0.5%	-2% to -1%
Shenyang, the PRC 中國瀋陽	Depreciated replacement cost approach 折舊重置成本法	(ii)	Construction costs (HKD/sq. meter) 建造成本(港元/平方米)	7,521 – 9,572	7,315 – 9,233

Notes:

- (i) The valuations take into account the characteristics of the properties which included the time, floor, age, quality, size and view of comparable transactions.

A significant increase/(decrease) in the discount on characteristics of the properties, or a significant (decrease)/increase in the premium on characteristics of the properties would result in a significant (decrease)/increase in fair value of leasehold land and buildings.

- (ii) A significant increase/(decrease) in construction costs would result in a significant increase/(decrease) in fair value of the buildings.

附註：

- (i) 估值考慮物業特性，包括可比較交易之時間、樓層、樓齡、質量、規模及景觀。

物業特性折讓的顯著增加/(減少)或物業特性溢價的顯著(減少)/增加會導致租賃土地及樓宇公平價值的顯著(減少)/增加。

- (ii) 建造成本的顯著增加/(減少)將導致樓宇的公平價值顯著增加/(減少)。

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

INFORMATION ABOUT FAIR VALUE MEASUREMENT USING SIGNIFICANT UNOBSERVABLE INPUT: (CONTINUED)

There was no change to the valuation technique used by the property valuers during the year.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

Had the land and buildings not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation in the amount of approximately HKD378,918,000 (2017: HKD397,484,000).

Leasehold land and buildings in Hong Kong	於香港的租賃土地及樓宇
Leasehold land and buildings in PRC	於中國的租賃土地及樓宇
Buildings	樓宇

Leasehold land and buildings in Hong Kong is pledged to a bank to secure the banking facility to the Group as disclosed in Note 30 to the consolidated financial statements.

14. 物業、廠房及設備 (續)

有關使用重大不可觀察輸入數據的公平價值計量的資料：(續)

年內，估值方法並無出現變動。

公平價值計量乃以上述物業之最高及最佳用途（與實際用途並無差別）為基準。

倘土地及樓宇並無重新估值，將會以歷史成本扣減累計折舊值，約378,918,000港元（2017年：397,484,000港元）計入綜合財務報表。

於香港的租賃土地及樓宇已抵押予一間銀行以擔保授予本集團的銀行貸款及一般銀行信貸融通（於綜合財務報表附註30披露）。

		2018 HKD'000 千港元	2017 HKD'000 千港元
Leasehold land and buildings in Hong Kong	於香港的租賃土地及樓宇	83,914	86,169
Leasehold land and buildings in PRC	於中國的租賃土地及樓宇	23,645	26,280
Buildings	樓宇	<u>271,359</u>	<u>285,035</u>
		<u>378,918</u>	<u>397,484</u>

15. INVESTMENT PROPERTIES

15. 投資物業

		Investment properties under construction 興建中的 投資物業 HKD'000 千港元	Completed investment properties 已完成 投資物業 HKD'000 千港元	Total 總金額 HKD'000 千港元
Fair value:	公平價值:			
At 1 January 2017	於2017年1月1日	414,986	740,282	1,155,268
Acquisition of a subsidiary (Note 48)	收購一附屬公司 (附註48)	–	366,040	366,040
Additions	添置	–	13,316	13,316
Increase in fair value recognised in profit or loss	於損益確認的公平 價值增加	25,829	171,834	197,663
Transfer to asset of disposal group classified as held for sale (Note 27)	轉至分類為持作出售 組別資產(附註27)	(482,179)	–	(482,179)
Exchange realignment	匯兌重列	41,364	74,184	115,548
At 31 December 2017	於2017年12月31日	–	1,365,656	1,365,656
Increase in fair value recognised in profit or loss	於損益確認的公平 價值增加	–	29,105	29,105
Disposals	出售	–	(20,700)	(20,700)
Exchange realignment	匯兌重列	–	(54,586)	(54,586)
At 31 December 2018	於2018年12月31日	–	1,319,475	1,319,475

Notes:

- (a) All of the Group's leasehold interests in land and buildings held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model as at 31 December 2017 and 2018.
- (b) During the year, the Group disposed of an industrial building in Hong Kong and parcels of spare land located in Shenyang, the PRC, which were classified as level 3 recurring fair value measurements of approximately HKD20,700,000 and HKD538,721,000, respectively, determined based on valuations carried out by independent professional valuers. The fair value gain of these properties of approximately HKD1,000,000 and HKD83,162,000 were recognised during the year.

附註:

- (a) 於2017及2018年12月31日，本集團按經營租賃作租金收入或資本增值用途的所有土地及樓宇的租賃權益，乃分類及以投資物業入賬，並以公平價值模式計量。
- (b) 年內，本集團出售位於香港的工業大樓及位於中國瀋陽的數幅閒置土地（分類為第三級經常性公平價值計量），於出售日期由獨立專業估值師估值為約20,700,000港元及538,721,000港元。年內就該等物業確認公平價值收益約1,000,000港元及83,162,000港元。

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

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

15. INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(b) (Continued)

The commercial and industrial properties in Hong Kong and Shanghai, the PRC of approximately HKD292,810,000 was transferred from level 2 recurring fair value measurement to level 3 recurring fair value measurement in the prior year. Such transfer was due to the significance of adjustments to discounts or premiums on differences in characteristics of the properties being valued and the properties for which the observed market transaction prices were based on.

In the prior year, the Group acquired a commercial property in Chongqing, the PRC of approximately HKD366,040,000, which was classified as a level 3 recurring fair value measurement as at 31 December 2017 and 2018.

A reconciliation of the opening and closing level 3 recurring fair value balances is provided below:

15. 投資物業 (續)

附註：(續)

(b) (續)

去年，位於香港及中國上海的商用及工業物業約292,810,000港元由第二級經常性公平價值計量轉撥至第三級經常性公平價值計量，乃由於估值物業與已觀察市場交易價格所依據的物業特性差額貼現或溢價調整的重要性。

去年，本集團收購位於中國重慶的一處商用物業約366,040,000港元，該物業於2017年及2018年12月31日分類為第三級經常性公平價值計量。

年初及年終第三級經常性公平價值結餘對賬如下。

		2018 HKD'000 千港元	2017 HKD'000 千港元
Opening balance (level 3 recurring fair value)	年初結餘 (第三級經常性公平價值)	1,365,656	919,268
Acquisition of a subsidiary (Note 48)	收購一間附屬公司 (附註48)	-	366,040
Increase in fair value recognised in profit or loss	於損益確認的公平價值增加	29,105	154,723
Transfer from level 2 recurring fair value	轉撥自第二級經常性公平價值	-	292,810
Transfer to assets of disposal group classified as held for sale	轉撥至分類為持作出售組別的資產	-	(482,179)
Disposals	出售	(20,700)	-
Exchange realignment	匯兌重列	(54,586)	114,994
		<u>1,319,475</u>	<u>1,365,656</u>
Closing balance (level 3 recurring fair value)	年末結餘 (第三級經常性公平價值)	1,319,475	1,365,656

15. INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(b) (Continued)

The fair values of the Group's commercial property in Hong Kong at the end of the reporting period were determined based on valuation performed by Greater China Appraisal Limited, and those of the commercial property in Shanghai, the PRC at the end of the reporting period and parcels of spare land located in Shenyang, the PRC disposed of during the year, were determined based on valuations carried out by Prudential Surveyors (Hong Kong) Limited. Greater China Appraisal Limited and Prudential Surveyors (Hong Kong) Limited are independent firms of professional property valuers not connected to the Group.

For the commercial property in Hong Kong, the fair value at the end of the reporting period was determined by applying the capitalisation of rental receivables during the residual period of the existing tenancy, at an appropriate capitalisation rate, by using the discounted cash flow method. The valuation also taken into account of the estimated terminal value and made provision for reversionary interests after the expiry of tenancy, with reference to market rental of leased properties nearby. For the parcels of land located in Shenyang, the PRC, their fair values are determined by considering the most recent sales transactions of government land nearby. Both valuation methodologies have taken various factors into account, such as expected rental growth rate, term yield, reversionary yield and market rent for Hong Kong property, and locations, time and size of comparable transactions for parcels of land located in Shenyang, the PRC respectively.

The fair values of commercial and industrial properties in Chongqing, the PRC at the end of the reporting period were determined based on valuations performed by 深圳市戴德梁行土地房地產評估有限公司成都分公司 and those in Beijing, the PRC and Hong Kong determined based on valuations performed by Prudential Surveyors (Hong Kong) Limited, both of which are independent firms of professional property valuers not connected to the Group. The valuations of these investment properties were arrived at by direct comparison approach with reference to market comparable sales evidence available in the market.

15. 投資物業 (續)

附註: (續)

(b) (續)

於報告期末，本集團位於香港的商業物業的公平價值乃根據漢華評估有限公司作出的估值而釐定，而於報告期末，位於中國上海的商业物業以及於年內所出售位於中國瀋陽的多塊閒置土地的公平價值乃根據測建行香港有限公司進行的估值而釐定。漢華評估有限公司及測建行香港有限公司均為與本集團並無關連的獨立專業物業估值師行。

就於香港的商業物業而言，報告期末公平價值乃採用貼現現金流量法，將現有租約的剩餘期限的應收租金以適當的資本化率資本化釐定。估值亦包括估計最終價值並參考附近租賃物業市場租金就租約期滿後的復歸權益作出撥備。就位於中國瀋陽的數幅土地而言，其公平價值乃經考慮鄰近政府土地的最近期銷售交易而釐定。兩種估值方法均計及預期租金增長率、租期收益率、復歸收益率及市場租金（就香港物業而言）以及可資比較交易的地點、時間及規模（就位於中國瀋陽的數幅土地而言）等多項因素。

於報告期末，位於中國重慶的商用及工業物業的公平價值乃根據深圳市戴德梁行土地房地產評估有限公司成都分公司作出的估值而釐定，而位於中國北京及香港的商业及工業物業的公平價值乃根據測建行香港有限公司進行的估值而釐定，兩家公司均為與本集團並無關連的獨立專業物業估值師行。該等投資物業之估值乃參考市場可得之可比較市場銷售憑證，應用直接比較法釐定。

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

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

15. INVESTMENT PROPERTIES (CONTINUED)

15. 投資物業 (續)

Notes: (Continued)

附註：(續)

(c) Information about fair value measurements using significant unobservable inputs:

(c) 有關使用重大不可觀察輸入數據的公平價值計量的資料：

Properties 物業	Valuation approach 估值方法	Notes 附註	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
				2018	2017
Shenyang, the PRC 中國瀋陽	Direct comparison approach 直接比較法	(i)	(Discount)/premium on characteristics of the properties 物業特性的(折讓)/溢價	-5% to 4%	-30% to 5%
Beijing, the PRC 中國北京	Direct comparison approach 直接比較法	(i)	Discount on characteristics of the properties 物業特性的折讓	0%	-0.5%
Shanghai, the PRC 中國上海	Direct comparison approach 直接比較法	(i)	Discount on characteristics of the properties 物業特性的折讓	-0.5%	-2% to -1%
Chongqing, the PRC 中國重慶	Direct comparison approach 直接比較法	(i)	Market price (HKD/sq. meter) 市場單位月租(港元/平方米)	12,532	13,180
Hong Kong 香港	Direct comparison approach 直接比較法	(i)	(Discount)/premium on characteristics of the properties 物業特性的(折讓)/溢價	-10% to 2%	-20% to 13%
	Capitalisation of rental receivables approach 應收租金資本化法	(ii)	Term yield 年期收益	2.1%	2.1%
			Reversionary yield 年期收益復歸收益	2.6%	2.6%
			Market unit rent per month (HKD/sq. meter) 市場單位月租(港元/平方米)	501	501

Notes:

附註：

(i) The valuations take into account the characteristics of the properties which included the location, size, time, floor, age and quality of comparable transactions.

(i) 估值考慮物業特性，包括可比較交易之地點、規模、時間、樓層、樓齡及質量。

A significant increase/(decrease) in the discount on characteristics of the properties, or a significant (decrease)/increase in the premium on characteristics of the properties would result in a significant (decrease)/increase in fair value of the investment properties.

物業特性折讓的顯著增加/(減少)或物業特性溢價的顯著(減少)/增加會導致投資物業公平價值的顯著(減少)/增加。

15. INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

(c) (Continued)

Notes: (Continued)

- (ii) Capitalisation of rental receivables approach measures the fair value of the properties by taking into account the rental receivables during the residue period of the existing leases with due allowance for the reversionary interests after expiry of the leases, which are then capitalised into the value at appropriate rates.

A significant increase/(decrease) in term yield and reversionary yield of the properties, or a significant (decrease)/increase in market unit rent of the properties would result in a significant (decrease)/increase in fair value of the investment properties.

There was no change to the valuation technique used by the property valuers during the year.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

As at 31 December 2017 and 2018, most of the completed investment properties were rented out under operating leases. Details of operating lease arrangements are set out in Note 40 to the consolidated financial statements.

- (d) Except for the property located in Shanghai, all of the above completed investment properties are pledged to banks to secure banking facilities to the Group as disclosed in Note 30 to the consolidated financial statements.

15. 投資物業 (續)

附註：(續)

(c) (續)

附註：(續)

- (ii) 應收租金資本化法計及現有租約的剩餘期限的應收租金，並適當考慮租約屆滿後的復歸權益而計量物業的公平價值，而有關應收租金隨後以適當比率資本化為價值。

物業的年期收益及復歸收益的顯著增加／(減少)或物業市場單位租金的顯著(減少)／增加會導致投資物業公平價值的顯著(減少)／增加。

於年內，物業估值師所採用的估值技術並無變動。

公平價值計量乃以上述物業之最高及最佳用途(與實際用途並無差別)為基準。

於2017年及2018年12月31日，大部分已建成投資物業已按經營租賃出租。經營租賃安排詳情載於綜合財務報表附註40。

- (d) 除位於上海的物業外，所有上述已竣工投資物業已抵押予銀行以擔保授予本集團的銀行信貸融通(於綜合財務報表附註30披露)。

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

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

16. PREPAID LEASE PAYMENTS

16. 預付租賃款項

		2018 HKD'000 千港元	2017 HKD'000 千港元
Leasehold land outside Hong Kong held under medium-term lease:	於香港以外中期租約租賃土地：		
At 1 January	於1月1日	556,463	240,830
Addition (Note)	添置 (附註)	–	310,332
Amortisation	攤銷	(14,752)	(13,002)
Exchange realignment	滙兌重列	(27,044)	18,303
		<u>514,667</u>	<u>556,463</u>
At 31 December	於12月31日	<u>514,667</u>	<u>556,463</u>
Analysed for reporting purposes as:	為報告目的而分析為：		
Current asset	流動資產	14,833	14,171
Non-current asset	非流動資產	499,834	542,292
		<u>514,667</u>	<u>556,463</u>
At 31 December	於12年31日	<u>514,667</u>	<u>556,463</u>

Note: During the year ended 31 December 2017, the Group successfully acquired a vacant land located in Xiamen, the PRC for constructing an outlet mall thereon. Such land was pledged to a bank to secure the banking facilities of the Group as disclosed in Note 30 to the consolidated financial statements.

附註： 截至2017年12月31日止年度，本集團於中國廈門成功投得一幅閒置土地，用於建設奧特萊斯。隨後該土地已抵押予銀行以擔保授予本集團的銀行信貸融通（於綜合財務報表附註30披露）。

17. INTANGIBLE ASSETS

17. 無形資產

		Trading rights 交易權	Trademarks 商標	Customer relationship 客戶關係	Total 總額
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Cost:	成本				
At 1 January and 31 December 2017	於2017年1月1日及 12月31日	599	145,818	–	146,417
Acquired through business combination (Note 48)	透過業務合併收購 (附註48)	–	2,683	53,946	56,629
At 31 December 2018	於2018年12月31日	599	148,501	53,946	203,046
Accumulated amortisation and impairment:	累計攤銷及減值				
At 1 January and 31 December 2017	於2017年1月1日及 12月31日	–	–	–	–
Provided for the year	年內提供	–	–	3,596	3,596
At 31 December 2018	於2018年12月31日	–	–	3,596	3,596
Net book value:	賬面淨值				
At 31 December 2018	於2018年12月31日	599	148,501	50,350	199,450
At 31 December 2017	於2017年12月31日	599	145,818	–	146,417

17. INTANGIBLE ASSETS (CONTINUED)

As at 31 December 2018, the intangible assets comprise of: (i) “PONY” trademarks; (ii) trademarks and customer relationships of health supplement products; and (iii) trading rights of Hong Kong Exchanges and Clearing Limited which allow the Group to trade securities on or through The Stock Exchange of Hong Kong Limited and Hong Kong Futures Exchange Limited. “PONY” trademarks, trading rights and trademarks of health supplement products are considered by the Group’s management as having indefinite useful lives since they are expected to generate net cash inflows to the Group indefinitely; and therefore, they are required to be tested for impairment annually and considered not to be impaired at the end of reporting period. For customer relationship of health supplement products is considered by the Group’s management as having estimated useful lives of 15 years.

For the purpose of impairment testing in respect of the “PONY” trademarks and trademarks of health supplement products, which had been allocated to the CGU of the branding and retailing and sourcing segments respectively, their recoverable amounts were determined based on value-in-use calculations prepared by Prudential Surveyors (Hong Kong) Limited and Greater China Appraisal Limited respectively, which are independent professional firms not connected to the Group. The value-in-use calculations of both valuations adopt discounted cash flow methods. For “PONY” trademarks, it covers a detailed 10-year budget plan, plus an extrapolated cash flow projections by applying a long term growth rate subsequent to the 10-year budget plan, with a post-tax discount rate of 12.8%. The key assumptions and methodologies are consistent with the prior year.

17. 無形資產 (續)

於2018年12月31日，無形資產包括(i)與「PONY」品牌有關的商標；(ii)保健產品的商標及客戶關係；及(iii)允許本集團透過香港交易及結算所有限公司（「港交所」）於香港的聯交所及香港期貨交易所買賣證券的交易權。本集團管理層認為「PONY」商標、交易權及保健產品的商標擁有無限使用年期，蓋因彼等預期將為本集團貢獻無限現金流入淨額，因而彼等須每年進行減值測試，且於報告期末被視為無減值。本集團管理層認為保健產品的客戶關係擁有15年的估計使用年期。

就「PONY」商標及保健產品的商標的減值測試而言，彼等分別分配至品牌推廣以及零售及採購分部的現金產生單位，彼等可收回金額乃按公平價值減出售成本與彼等使用價值的較高者釐定。公平價值乃根據測建行香港有限公司及漢華評值有限公司分別編製的估值予以釐定，彼等均為與本集團並無關連的獨立專業估值師行。兩項估值的公平價值評估及使用價值計算採用貼現現金流量法。就「PONY」商標而言，其涵蓋詳細的10年預算計劃，加上於10年預算計劃後採用長期增長率推算的現金流預測，稅後貼現率為12.8%。主要假設及方法與去年一致。

17. INTANGIBLE ASSETS (CONTINUED)

The key assumptions used in the budget plan during the years ended 31 December 2017 and 2018 are:

- i. Cash flows beyond the 10-year period are extrapolated using an estimated 3% growth rate;
- ii. That gross margins will be maintained at its current level throughout the 10-year budget plan.

For trademarks of health supplement products, it covers a detailed 5-year budget plan, plus an extrapolated cash flow projections by applying a long term growth rate subsequent to the 5-year budget plan, with a post-tax discount rate of 16.3%.

The key assumptions used in the budget plan on the date of business acquisition are:

- i. Cash flows beyond the 5-year period are extrapolated using an estimated 3% growth rate;
- ii. That gross margins will be maintained at its current level throughout the 5-year budget plan.

The Group management's key assumptions have been determined based on past performance and its expectations for the market's development. The discount rate used is post-tax and reflect specific risks relating to the relevant business.

The directors concluded that the cash-generating units demonstrate sufficient cash flows that justify the carrying value of both "PONY" trademarks and trademarks of health supplement products, hence no impairment is necessary as at 31 December 2017 and 2018.

17. 無形資產 (續)

截至2017年12月31日及2018年12月31日止年度之預算計劃使用的主要假設如下：

- i. 超過10年期間之現金流量乃使用估計3%之增長率推算。
- ii. 於整個10年預算計劃期間，毛利率將維持現有水平。

就保健產品的商標而言，其涵蓋詳細的5年預算計劃，加上於5年預算計劃後採用長期增長率推算的現金流預測，稅後貼現率為16.3%。

於業務收購日期的預算計劃使用的主要假設如下：

- i. 超過5年期間的現金流量乃使用估計3%的增長率推算；
- ii. 於整個5年預算計劃期間，毛利率將維持現有水平。

本集團管理層之主要假設乃根據過往表現及其對市場發展之預期釐定。貼現率為除稅後利率，反映與相關業務有關之具體風險。

董事認為產生現金的單位已證明足夠現金流支持「PONY」商標賬面值和保健產品的商標賬面值，因此於2017年及2018年12月31日毋須就「PONY」品牌作出減值。

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

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

18. INTERESTS IN JOINT VENTURES/ AMOUNTS DUE FROM/(TO) JOINT VENTURES

18. 合營企業權益／應收／（應付） 合營企業款項

		2018 HKD'000 千港元	2017 HKD'000 千港元
Interests in joint ventures:	合營企業權益		
Share of net assets other than goodwill	佔資產（商譽除外）淨值	95,962	99,889
Goodwill	商譽	—	67,169
		<u>95,962</u>	<u>167,058</u>

At 31 December 2017 and 2018, the Group had interests in the following joint ventures:

於2017年及2018年12月31日，本集團持有以下合營企業權益：

Name of joint venture company 合營企業	Place of incorporation 註冊地點	Class of shares 股份類別	Proportion of ownership interest held by the Group 本集團持有的 擁有權益百分比		Principal activities 主營活動	Principal place of business 主要營業地點
			2018	2017		
武漢喬尚實業發展有限公司 (Note i) (附註i)	The PRC 中國	Ordinary 普通股	25%	25%	Investment holding 投資控股	The PRC 中國
安陽喬尚尚柏奧萊商業管理 有限公司 (Note i) (附註i)	The PRC 中國	Ordinary 普通股	50%	50%	Operation and management of outlet malls 經營及管理奧特萊斯	The PRC 中國
安陽國旅尚柏奧萊置業有限公司 (Note i) (附註i)	The PRC 中國	Ordinary 普通股	50%	50%	Property investment 物業投資	The PRC 中國
Aggressive Resources Limited ("Aggressive Resources") (Note ii and iii) (附註ii及iii)	The British Virgin Islands 英屬處女群島	Ordinary 普通股	N/A	60%	Investment holding 投資控股	N/A 不適用

18. INTERESTS IN JOINT VENTURES/ AMOUNTS DUE FROM/(TO) JOINT VENTURES (CONTINUED)

Notes:

- (i) The contractual arrangements provide the Group with only the rights to the net assets of the joint arrangements, with the rights to the assets and obligations for the liabilities of the joint arrangements resting primarily with the above joint ventures. Under HKFRS 11, these joint arrangements are classified as joint ventures and accounted for in the consolidated financial statements using the equity method.

The Group directly held a 50% equity interest in 安陽喬尚尚柏奧萊商業管理有限公司 and 安陽國旅尚柏奧萊置業有限公司. In addition, the Group directly held 25% equity interest in 武漢喬尚實業發展有限公司 and its wholly-owned subsidiary, 安陽國旅實業發展有限公司, which in turn held the remaining 50% equity interest in 安陽喬尚尚柏奧萊商業管理有限公司 and 安陽國旅尚柏奧萊置業有限公司 as at 31 December 2017 and 2018.

- (ii) According to the Sales and Purchase Agreement of Aggressive Resources signed in 2016, the vendor guaranteed to the Group that the annualised net profit of Aggressive Resources shall be at least HKD10,000,000 and HKD11,000,000 for the year ended 31 December 2017 and 2018 respectively. In the opinion of the directors, the fair value of such contingent consideration receivables is minimal and therefore not recognised by the Group.
- (iii) In the prior year, the financial information of Aggressive Resources is not consolidated by the Group. This is because the Group has only joint control of Aggressive Resources by virtue of the terms of shareholders agreement amongst the joint venture partners. During the year, the Group acquired the remaining 40% equity interest of Aggressive Resources as set out in Note 48 to the consolidated financial statements. Therefore, the financial results of Aggressive Resources after the date of acquisition was consolidated into the Group consolidated financial statements accordingly.

18. 合營企業權益／應收／（應付） 合營企業款項（續）

附註：

- (i) 合約安排令本集團僅享有合營安排資產淨值之權利。享有合營安排資產之權利及負責之義務主要取決於上述合營企業。根據香港財務報告準則第11號，該等合營安排被分類為合營企業，並已採用權益法於綜合財務報表入賬。

本集團直接持有安陽喬尚尚柏奧萊商業管理有限公司及安陽國旅尚柏奧萊置業有限公司之50%股權。此外，於2017年及2018年12月31日，本集團直接持有武漢喬尚實業發展有限公司之25%股權，而其全資附屬公司安陽國旅實業發展有限公司則持有安陽喬尚尚柏奧萊商業管理有限公司及安陽國旅尚柏奧萊置業有限公司餘下之50%股權。

- (ii) 根據Aggressive Resources Limited於2016年簽署之買賣協議，賣方向本集團擔保截至2017年及2018年12月31日止財政年度之稅後溢利至少分別為10,000,000港元及11,000,000港元。就董事認為，所擔保項下或然應收代價之公平價值屬微乎其微，因而未被本集團確認入賬。
- (iii) 去年，Aggressive Resources的財務資料並無綜合入賬至本集團。原因為本集團根據與合營企業夥伴訂立的股東協議的條款僅擁有Aggressive Resources的共同控制權。於年內，本集團收購Aggressive Resources餘下40%股權（載於綜合財務報表附註48）。因此，Aggressive Resources在收購日期後的財務業績相應地綜合入賬至本集團的綜合財務報表。

18. INTERESTS IN JOINT VENTURES/
AMOUNTS DUE FROM/(TO) JOINT
VENTURES (CONTINUED)

AGGREGATE FINANCIAL INFORMATION OF THE
JOINT VENTURES THAT ARE NOT INDIVIDUALLY
MATERIAL

		2018 HKD'000 千港元	2017 HKD'000 千港元
The Group's share of profits for the year	本集團分佔年度溢利	19,955	19,407
The Group's share of other comprehensive income for the year	本集團分佔年度其他全面收入	(2,763)	5,010
The Group's share of total comprehensive income for the year	本集團分佔年度全面收入總額	17,192	24,417

18. 合營企業權益／應收／（應付）
合營企業款項（續）

個別而言並非重大之合營企業的合計
財務資料

		2018 HKD'000 千港元	2017 HKD'000 千港元
Amounts due from joint ventures (Note i)	應收合營企業款項（附註i）	8,170	—
Amounts due to joint ventures (Note ii)	應付合營企業款項（附註ii）	—	(4,825)

Notes:

- The gross balance as at 31 December 2018 of approximately HKD11,400,000 was unsecured, interest-bearing at 5% per annum, and extended to be repayable within one year from the end of the reporting period; and
- The balance as at 31 December 2017 was unsecured, interest-free and repayable on demand.

附註：

- 該於2018年12月31日總額約11,400,000港元為無抵押、按每年5%計息及須按要求償還，並延長為於報告期末一年內償還；及
- 該於2017年12月31日該結餘為無抵押、無計息及須按要求償還。

19. INTEREST IN AN ASSOCIATE/LOAN TO AN ASSOCIATE/AMOUNT DUE FROM AN ASSOCIATE

19. 聯營企業之權益／貸款予聯營企業／應收聯營企業款項

		2018 HKD'000 千港元	2017 HKD'000 千港元
Interest in an associate	聯營企業之權益	—	—
Loan to an associate (Note)	貸款予聯營企業 (附註)	—	5,996
		—	5,996

Note: The loan to an associate was unsecured and repayable upon mutual agreement between both parties. As at 31 December 2017, the loan amount of approximately HKD4,197,000 bears an interest at 5.4% per annum and the remaining balance of approximately HKD1,799,000 was non-interest bearing. Upon the initial adoption of HKFRS 9, the Group recognised a loss allowance for the year against the loan to an associate, measured at an amount equal to life-time expected credit loss, of approximately HKD3,670,000, taking into account of the share of loss of an associate of approximately HKD2,326,000 recognised during the year.

附註：貸款予一間聯營企業為無抵押及須由訂約雙方相互協定後償還。於2017年12月31日，貸款金額約4,197,000港元按年利率5.4%計息及餘額約1,799,000港元為不計息。於首次採納香港財務報告準則第9號後，本集團根據全期預期信貸虧損法計算就貸款予一間聯營企業於年內確認虧損撥備約3,670,000港元，當中計及年內已確認應佔一間聯營企業虧損約2,326,000港元。

Detail of the Group's interest in an associate is as follows:

本集團於聯營企業之權益詳情如下：

Associate 聯營企業	Place of incorporation 註冊地點	Class of share 股份類別	Proportion of ownership interest held by the Group 本集團持有的 擁有權權益百分比		Principal activities 主營活動	Principal place of business 主要營業地點
			2018	2017		
Just Dawn Limited	The British Virgin Islands 英屬處女群島	Ordinary 普通股	30%	30%	Investment holding 投資控股	The British Virgin Islands 英屬處女群島

19. INTEREST IN AN ASSOCIATE/LOAN TO AN ASSOCIATE/AMOUNT DUE FROM AN ASSOCIATE (CONTINUED)

19. 聯營企業之權益／貸款予聯營企業／應收聯營企業款項（續）

AGGREGATE FINANCIAL INFORMATION OF THE ASSOCIATE THAT IS NOT INDIVIDUALLY MATERIAL

個別而言並非重大之合營企業的合計財務資料

		2018 HKD'000 千港元	2017 HKD'000 千港元
The Group's share of loss for the year	本集團分佔年度虧損	(2,326)	—
Amount due from an associate (Note)	應收聯營企業款項（備註）	35,343	27,912

Note: The balances as at 31 December 2017 and 2018 were unsecured, non-interest bearing and repayable on demand. Upon the initial adoption of HKFRS 9, the Group recognised a loss allowance for the year against the amount due from an associate, measured at an amount equal to life-time expected credit loss, of approximately HKD1,761,000, due to the loss-making situation of the associate for the year.

附註：於2017年及2018年12月31日的餘額為無抵押、不計息及須按要求償還。於首次採納香港財務報告準則第9號後，本集團根據全期預期信貸虧損法計算就應收一間聯營企業款項於年內確認虧損撥備約1,761,000港元，乃因該聯營企業年內處於虧損狀態。

20. GOODWILL

20. 商譽

		2018 HKD'000 千港元	2017 HKD'000 千港元
At 1 January	於1月1日	33,796	35,590
Acquired through business combination (Note 48)	透過業務合併收購（附註48）	113,705	—
Derecognised on disposal of a subsidiary	於出售附屬公司時被解除確認	—	(1,794)
At 31 December	於12月31日	147,501	33,796
Accumulated impairment losses:	累計減值損失		
At 1 January and 31 December	於1月1日及12月31日	—	—

20. GOODWILL (CONTINUED)

During the year, the Group acquired the remaining 40% equity interest of Aggressive Resources as detailed in Note 48 to the consolidated financial statements. The Group recognise a goodwill of approximately HKD113,705,000 arising from such business combination of sourcing, manufacturing and trading of health supplement products business during the year. In addition, there was a goodwill arising from the business combination of financial services business in prior year of approximately HKD33,796,000. The balances of goodwill as at 31 December 2017 and 2018 were allocated to their respective CGUs for impairment testing at the end of reporting period.

(I) FINANCIAL SERVICES BUSINESS

For the purposes of goodwill impairment test of the financial services segment, recoverable amount was determined based on a value in use calculation, covering a detailed 5-year budget plan, plus an extrapolated cash flow projections by applying a long-term growth rate subsequent to this 5-year plan, with a pre-tax discount rate of 19.5%. The key assumptions used in the budget plan as at 31 December 2017 and 2018 are:

- i. Cash flows beyond the 5-years' period are extrapolated using an estimated zero growth rate; and
- ii. The gross margins will be maintained at its current level throughout the 5-years' budget plan.

20. 商譽 (續)

於年內，本集團收購Aggressive Resources餘下40%股權，詳情載於綜合財務報表附註48。於年內，本集團就採購、生產及買賣保健產品的業務合併確認商譽約113,705,000港元。此外，於去年金融服務業務的業務合併產生的商譽為約33,796,000港元。於2017年及2018年12月31日的商譽結餘分配至其各自現金產生單位，以於報告期末進行減值測試。

(I) 金融服務業務

就金融服務分部的商譽減值測試而言，可收回金額乃根據使用價值計算（涵蓋詳細的5年預算計劃，加上於該5年計劃後採用長期增長率推算的現金流預測）釐定，稅前貼現率為19.5%。於2017年及2018年12月31日的預算計劃使用的主要假設如下：

- i. 超過五年期間的現金流乃使用估計零增長率推算；及
- ii. 於整個5年預算計劃期間，毛利率將維持現有水平。

20. GOODWILL (CONTINUED)

(II) SOURCING, MANUFACTURING AND TRADING OF HEALTH SUPPLEMENT PRODUCTS BUSINESS

For the purposes of goodwill impairment test of health supplement products, recoverable amount was determined based on a value in use calculation, covering a detailed 5-years' budget plan, plus an extrapolated cash flow projections by applying a long term growth rate subsequent to this 5-years' plan, with a pre-tax discount rate of 15.7%.

The key assumptions used in the budget plan as at 31 December 2018 are:

- i. Cash flow beyond the 5-year period are extrapolated using an estimated 3% growth rate; and
- ii. The gross margins will be maintained at its current level throughout the 5-years' budget plan.

The key assumptions used by the management have been determined based on past performance and expectations of future market development. The discount rates used are pre-tax and reflect specific risks relating to the relevant businesses.

The directors concluded that both cash-generating units demonstrate sufficient cash flows that justify the carrying amounts of the goodwill, and hence no impairment of goodwill is necessary as at 31 December 2017 and 2018.

20. 商譽 (續)

(II) 採購、製造及保健產品貿易業務

就保健產品的商譽減值測試而言，可收回金額乃根據使用價值計算（涵蓋詳細的5年預算計劃，加上於該5年計劃後採用長期增長率推算的現金流預測）釐定，稅前貼現率為15.7%。

於2018年12月31日的預算計劃使用的主要假設如下：

- i. 超過五年期間的現金流乃使用估計3%增長率推算；及
- ii. 於整個5年預算計劃期間，毛利率將維持現有水平。

管理層所用主要假設乃根據過往表現及其對未來市場發展的預期釐定。所用貼現率為除稅前利率，反映與相關業務有關的具體風險。

董事認為，現金產生單位表明可產生足夠的現金流量證明商譽賬面值，因此於2017年及2018年12月31日毋須就商譽作出減值。

21. INVENTORIES

21. 存貨

		2018 HKD'000 千港元	2017 HKD'000 千港元
Raw materials	原材料	4,898	–
Work-in-progress	在製品	350	–
Finished goods	製成品	80,132	61,122
		85,380	61,122

During the year, a net provision of allowance of approximately HKD838,000 (2017: a net reversal of allowance of approximately HKD13,608,000) of inventories has been recognised in profit or loss, due to a decrease (2017: an increase) in estimated net realisable value of certain goods as a result of a change in consumer preferences and overall market conditions. As at 31 December 2017 and 2018, no inventories was pledged as security for any banking facility.

於年內，本集團就客戶喜好及整體市場狀況轉變導致的若干商品估計可變現淨值減少(2017年：增加)於損益確認存貨備抵撥備淨額約838,000港元(2017年：備抵撥回淨額約13,608,000港元)。於2017年及2018年12月31日，並無抵押存貨作擔保以取得任何銀行融資。

22. TRADE AND OTHER RECEIVABLES

22. 貿易及其他應收賬款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Trade receivables	貿易應收賬款		
– Other than financial services segment	– 金融服務分部除外	75,818	52,645
– Financial services segment	– 金融服務分部	8,048	6,514
Total trade receivables	貿易應收賬款總額	83,866	59,159
Less: loss allowances	減：虧損撥備	(29,450)	(23,664)
		54,416	35,495
Other receivables, deposits and prepayments	其他應收賬款、訂金及預付款項	467,152	119,173
Less: loss allowances	減：虧損撥備		
– Other receivables	– 其他應收賬款	(7,974)	(7,974)
		459,178	111,199
Total trade and other receivables, net of loss allowance	貿易及其他應收賬款總額，扣除虧損撥備	513,594	146,694

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

TRADE RECEIVABLES FROM SEGMENTS OTHER THAN FINANCIAL SERVICES SEGMENT

The Group allows an average credit period ranging from 60 to 90 days to trade customers of other than financial services segment. Before accepting these customers, the Group assess their historical credit loss experience, with the adjustments of forward-looking factors specific to the customers and economic environment for granting a relevant level of credit limits to these customers. The Group does not hold any collateral over these balances.

TRADE RECEIVABLES FROM FINANCIAL SERVICES SEGMENT

22. 貿易及其他應收賬款 (續)

來自金融服務分部除外的貿易應收賬款

本集團提供介乎60至90日的平均信貸期予貿易客戶(不包括金融服務分部客戶)。於接納該等客戶前,本集團評估過往信貸虧損經驗,並按客戶的特定前瞻性因素及經濟環境作出調整,以授出相關信貸限額水平予該等客戶。本集團並無就該等結餘持有任何抵押品。

來自金融服務分部的貿易收賬款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Trade receivables arising from the ordinary course of business of dealing in securities:	證券買賣一般業務過程產生的貿易應收賬款		
– Cash clients	– 現金客戶	326	428
– Clearing house	– 結算所	–	1,371
– Others	– 其他	88	76
Trade receivables arising from the ordinary course of business of provision of:	提供下列各項一般業務過程產生的貿易應收賬款:		
– Money lending	– 放貸	<u>7,634</u>	<u>4,639</u>
		<u>8,048</u>	<u>6,514</u>

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

TRADE RECEIVABLES FROM FINANCIAL SERVICES SEGMENT (CONTINUED)

Save for the credit period allowed by the Group, the trade receivables from dealing in securities shall be due on the settlement dates of the respective securities contract transactions. Although the Group does not hold any collateral or other credit enhancement over the trade receivables arising from the ordinary course of business of dealing in securities, but the Group is allowed to dispose of the securities deposited by the customers with the Group to settle any overdue balance. In view of the fact that such receivables relate to a number of diversified customers, there is no significant concentration of credit risk. For the trade receivables from money lending business are due on the agreed settlement dates, which are expected to be settled within one year.

Further details of the Group's credit risk management for customers of non-financial and financial services segments are set out in Note 38(B)(iii) to the consolidated financial statements.

The following is an aging analysis of the Group's trade receivables, net of loss allowances, presented based on the invoice date or transaction date, where applicable, at the end of the reporting period:

22. 貿易及其他應收賬款 (續)

來自金融服務分部的貿易應收賬款 (續)

除本集團允許的信貸期外，證券買賣產生之貿易應收賬款將於各證券合約交易的結算日為到期日。雖然本集團未就證券買賣一般業務過程產生的貿易應收賬款持有任何抵押品或其他信用增級，但本集團可出售客戶存置於本集團的證券以結算任何逾期餘額。鑑於有關應收賬款涉及若干不同客戶，故並無重大集中信貸風險。放貸產生之貿易應收賬款乃於協定結算日期到期，預期將於一年內結算。

本集團就非金融及金融服務分部客戶的信貸風險管理的進一步詳情載於綜合財務報表附註38(B)(iii)。

於報告期末，本集團以發票日期或交易日期（倘適用）為基準呈列的貿易應收賬款扣除虧損撥備的賬齡分析如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
0 to 30 days	0至30天	27,780	13,335
31 to 60 days	31至60天	7,216	5,149
61 to 90 days	61至90天	2,407	2,101
Over 90 days	逾90天	17,013	14,910
		<u>54,416</u>	<u>35,495</u>

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

TRADE RECEIVABLES FROM FINANCIAL SERVICES SEGMENT (CONTINUED)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2018 HKD'000 千港元	2017 HKD'000 千港元
At beginning of year under HKAS 39	在香港會計準則第39號的 年初值	23,664	23,664
Effect of adoption of HKFRS 9	香港財務報告準則第9號的 影響	4,098	—
At beginning of year (adjusted)	於年初(調整)	27,762	23,664
Impairment losses	虧損減值	1,688	—
At end of year	於年末	29,450	23,664

IMPAIRMENT UNDER HKFRS 9 FOR THE YEAR ENDED 31 DECEMBER 2018

As detailed in Note 2(A)A(ii) to the consolidated financial statements, the Group has measured the loss allowance of trade receivables by using HKFRS 9 simplified approach as of 1 January 2018 by assuming all of the customers shared a similar credit risk characteristic under the life-time ECLs calculation. Provision matrix is used to measure the expected credit loss of trade receivables. The default rates are based on the past due days by grouping of customers in various segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off in full if past due more than 180 days and are not subject to enforcement activity. The Group recognised loss allowances of approximately HKD29,450,000 as at 31 December 2018 according to the result of ECL calculation.

22. 貿易及其他應收賬款 (續)

來自金融服務分部的貿易應收賬款 (續)

其他應收賬款的減值虧損撥備變動如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
At beginning of year under HKAS 39	在香港會計準則第39號的 年初值	23,664	23,664
Effect of adoption of HKFRS 9	香港財務報告準則第9號的 影響	4,098	—
At beginning of year (adjusted)	於年初(調整)	27,762	23,664
Impairment losses	虧損減值	1,688	—
At end of year	於年末	29,450	23,664

截至2018年12月31日止年度根據香港 財務報告準則第9號的減值

誠如綜合財務報表附註2(A)A(ii)所詳述，本集團於2018年1月1日已使用香港財務報告準則第9號的簡化方法計量貿易應收賬款的虧損撥備，當中假設所有客戶於全期預期信貸虧損計算項下的信貸風險特性類似。本集團採用撥備矩陣計量貿易應收賬款的預期信貸虧損。違約率乃基於具有類似虧損模式的多個分部客戶組別的逾期天數釐定。該計算反映或然率加權結果、貨幣時間價值及可得的有關過往事項、當前狀況及未來經濟狀況預測的合理及可靠資料。一般而言，倘貿易應收賬款逾期超過180天，且不受執行工作規限，則予以悉數撇銷。於2018年12月31日，本集團根據預期信貸虧損計算結果確認虧損撥備約29,450,000港元。

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

IMPAIRMENT UNDER HKAS 39 FOR THE YEAR ENDED 31 DECEMBER 2017

As at 31 December 2017, the provision for impairment of trade receivables, which was measured based on incurred credit loss model under HKAS 39 was a provision for individually impaired trade receivables of approximately HKD23,664,000 that was in a financial difficulty and expect none of receivable is expected to be recovered.

THE MOVEMENTS IN THE LOSS ALLOWANCE FOR IMPAIRMENT OF OTHER RECEIVABLES

		2018 HKD'000 千港元	2017 HKD'000 千港元
At beginning of year	於年初	7,974	4,077
Impairment losses	虧損減值	—	3,897
At end of the year	於年末	7,974	7,974

IMPAIRMENT UNDER HKFRS 9 FOR THE YEAR ENDED 31 DECEMBER 2018

As mentioned in Note 2(A)A(ii), the ECLs of other receivables are based on the 12-months ECLs that results from default events that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since its initial recognition, the loss allowance will be based on life-time ECLs. When determining whether the credit risk has been increased significantly since its initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort, including both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment with forward-looking information.

22. 貿易及其他應收賬款 (續)

截至2017年12月31日止年度根據香港會計準則第39號的減值

於2017年12月31日，貿易應收賬款減值撥備根據香港會計準則第39號項下已發生信貸虧損模型計量，乃就個別減值貿易應收賬款作出的撥備約23,664,000港元，其為出現財務困難及預期無法收回應收賬款。

其他應收賬款的減值虧損撥備變動

截至2018年12月31日止年度根據香港財務報告準則第9號的減值

誠如附註2(A)A(ii)所詳述，其他應收賬款的預期信貸虧損乃按12個月預期信貸虧損計算，其源自可能在報告日期後12個月內發生的具違約事件。然而，自初始確認以來信貸風險大幅增加時，虧損撥備將以全期預期信貸虧損為基準。當釐定信貸風險自初始確認起是否大幅增加，本集團會考慮相關及無須付出過多成本或努力即可獲得的合理及可靠資料，包括根據本集團過往經驗及已知信貸評估得出的定量及定性資料及分析，並包括前瞻性資料。

22. TRADE AND OTHER RECEIVABLES (CONTINUED)

IMPAIRMENT UNDER HKFRS 9 FOR THE YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

The loss allowance recognised above are related to debtors that are slow in settlement and management assessed that none of the balance is expected to be recovered. The gross amount of such credit-impaired receivables is approximately HKD7,974,000 and no additional loss allowance was recognised upon the transition of HKFRS 9 as of 1 January 2018 and no further increase of loss allowance during the year.

IMPAIRMENT UNDER HKAS 39 FOR THE YEAR ENDED 31 DECEMBER 2017

As at 31 December 2017, the provision for impairment of other receivables, which was measured based on incurred credit loss model under HKAS 39 was an aggregate provision for individually impaired debtors of approximately HKD7,974,000 that was in a financial difficulty and none of the receivables is expected to be recovered.

22. 貿易及其他應收賬款 (續)

截至2018年12月31日止年度根據香港 財務報告準則第9號的減值 (續)

上述已確認虧損撥備涉及結算較慢的債務人，而管理層評估概無結餘預期可予收回。有關信貸減值應收賬款的總額為約7,974,000港元，且於2018年1月1日過渡至香港財務報告準則第9號時並無確認額外虧損撥備，及年內虧損撥備並無進一步增加。

截至2017年12月31日止年度根據香港 會計準則第39號的減值

於2017年12月31日，其他應收賬款減值撥備按香港會計準則第39號項下已發生信貸虧損模式計量，乃就存在財務困難的個別減值應收賬款合共計算之撥備約7,974,000港元，預期該等應收賬款均不可收回。

23. ADVANCES TO CUSTOMERS IN MARGIN FINANCING

23. 提供予保證金融資客戶之墊款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Directors and their associates	董事及其聯繫人士	8,915	3,677
Other margin clients	其他保證金客戶	135,230	107,181
		<u>144,145</u>	<u>110,858</u>

Advances to customers in margin financing are repayable on demand and carry interests ranging from Prime Rate to Prime Rate plus 3% per annum in average. Margin clients are required to pledge listed securities collateral to the Group in order to obtain credit facilities for listed securities trading. The amounts of credit facilities granted to them are determined by the discounted market value of listed securities accepted by the Group at a specified loan to collateral ratio. Any excess in the lending ratio will trigger a margin call when the margin clients having to make good the shortfall. At 31 December 2018, the total market value of listed securities pledged as collaterals in respect of the loans advanced to margin clients was approximately of HKD570,105,000 (2017: HKD671,770,000). The Group is allowed to dispose of the collateral in the settlements of the customers' obligations to maintain the agreed level of margins and any other liabilities of the customers due to the Group.

提供予保證金融資客戶之墊款須按要求償還，按介乎於最優惠利率至最優惠利率加平均每年3%計息。保證金客戶須向本集團質押上市證券抵押品以取得上市證券買賣信貸融資。按特定貸款抵押品比率授予有關客戶之信貸融資金額由本集團所接受上市證券之貼現市值釐定。倘超逾借款比率將觸發按金追繳通知，屆時保證金客戶須追補該差額。於2018年12月31日，就墊付予保證金客戶之貸款所抵押作為抵押品的上市證券總市值為約570,105,000港元（2017年：671,770,000港元）。本集團可出售抵押品以履行客戶維持協定保證金水平之責任及清償客戶結欠本集團之任何其他負債。

23. ADVANCES TO CUSTOMERS IN MARGIN FINANCING (CONTINUED)

No aging analysis is disclosed for advances to customers in margin financing as, in the opinion of the directors, an aging analysis is not meaningful in view of the business nature of margin financing. Management has the responsibility to monitor the credit risk as specified in Note 38(B)(iii) to the consolidated financial statements and seek to maintain a strict control over the outstanding loan balances. After considering various factors, such as the financial strength, credit worthiness and past collection status, as well as available reasonable and supportive forward-looking information, management was of the opinion that there is no significant change in credit risk of these customers as of 1 January 2018 and 31 December 2018. Accordingly, 12-month ECLs were calculated for both dates, which were immaterial and therefore no loss allowances were recognised.

24. LOANS RECEIVABLE

Secured	有擔保
Less: loss allowances	減：虧損撥備

As at 31 December 2017 and 2018, the balances of loans receivable were secured by charges over the borrowers' properties and/or financial assets, mainly secured by Hong Kong listed and unlisted securities, interest-bearing at 5%-18% per annum, and repayable within one year from the dates of advances to the borrowers.

23. 提供予保證金融資客戶之墊款 (續)

董事認為，鑒於保證金融資的業務性質，賬齡分析並無意義，故並無披露提供予保證金融資客戶之墊款的賬齡分析。管理層負責監控綜合財務報表附註38(B)(iii)所指明信貸風險，嚴格把控尚未償還的貸款結餘。經考慮財務狀況、信譽及過往催收狀況等多項因素，以及可獲得的合理可靠前瞻性資料，管理層認為，截至2018年1月1日及2018年12月31日，該等客戶的信貸風險並無重大變動。因此，就兩個日期計算的12個月預期信貸虧損並不重大，故並無確認虧損撥備。

24. 應收貸款

		2018 HKD'000 千港元	2017 HKD'000 千港元
		172,888	253,132
		<u>(6,800)</u>	<u>(16,000)</u>
		<u>166,088</u>	<u>237,132</u>

截至2017及2018年度，應收貸款結餘乃由借款人的物業及／或金融資產的質押作擔保（主要由香港上市證券／非上市證券作擔保），按年利率5%至18%，計息及須於墊款日期起一年內支付。

24. LOANS RECEIVABLE (CONTINUED)

Customers giving rise to loans receivable are obliged to settle the amounts according to the terms set out in the relevant contracts. Interest rates are offered based on the assessment of a number of factors, including the borrowers' creditworthiness, repayment abilities, market value of collaterals and general economic trend.

IMPAIRMENT UNDER HKFRS 9 FOR THE YEAR ENDED 31 DECEMBER 2018

The following is the movement of loss allowances of loans receivable under HKFRS 9:

24. 應收貸款 (續)

應收貸款之客戶須根據相關合約所載條款還款。利率乃根據對多項因素之評估而釐定，該等因素包括借款人之信用及還款能力、抵押品以及整體經濟趨勢。

截至2018年12月31日止年度根據香港財務報告準則第9號的減值

以下為香港財務報告準則第9號項下應收貸款的虧損撥備的變動：

		2018 HKD'000 千港元	2017 HKD'000 千港元
At beginning of year under HKAS 39	在香港會計準則第39號下的年初值	16,000	8,000
Effect of adoption of HKFRS 9	採用香港財務報告準則第9號的影響	16,715	-
At beginning of year (adjusted)	年初(調整)	32,715	8,000
Amount written off during the year	於年內撇賬的金額	(32,715)	-
Provision of impairment loss	減值虧損撥備	6,800	8,000
At end of the year	年末	6,800	16,000

24. LOANS RECEIVABLE (CONTINUED)

MOVEMENT IN THE LOSS ALLOWANCES – LOANS RECEIVABLE (CONTINUED)

Analysis of the gross carrying amount of loans receivable and loss allowance under the stages of default are as follows:

		Stage 1 階段一 (Note) (附註)	Stage 2 階段二	Stage 3 階段三	Total 總和
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Gross carrying amount as at 1 January 2018	於2018年1月1日 總賬面值	129,012	–	124,120	253,132
Addition	添置	19,363	–	–	19,363
Disposal	處理	–	–	(76,000)	(76,000)
Repayment	還款	(21,200)	–	(2,407)	(23,607)
Gross carrying amount as at 31 December 2018	於2018年12月31日 總賬面值	127,175	–	45,713	172,888
		Stage 1 階段一 (Note) (附註)	Stage 2 階段二	Stage 3 階段三	Total 總和
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Loss allowance as at 1 January 2018	於2018年1月1日 虧損撥備	–	–	32,715	32,715
Amount written off during the year	於年內撇賬的金額	–	–	(32,715)	(32,715)
Provision of impairment loss	減值虧損撥備	–	–	6,800	6,800
Loss allowance as at 31 December 2018	2018年12月31日 虧損撥備	–	–	6,800	6,800

Note:

For the loans receivable classified as stage 1 of approximately HKD127,175,000, there is a limited exposure where there has not been a significant increase in credit risk since initial recognition and not credit-impaired as at the end of the reporting period. Therefore, the loss allowances are limited to 12-months ECLs and is immaterial to be recognised.

24. 應收貸款 (續)

虧損撥備變動－貸款應收賬款 (續)

應收貸款賬面總值及按違約階段進行的虧損撥備分析如下：

		Stage 1 階段一 (Note) (附註)	Stage 2 階段二	Stage 3 階段三	Total 總和
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Gross carrying amount as at 1 January 2018	於2018年1月1日 總賬面值	129,012	–	124,120	253,132
Addition	添置	19,363	–	–	19,363
Disposal	處理	–	–	(76,000)	(76,000)
Repayment	還款	(21,200)	–	(2,407)	(23,607)
Gross carrying amount as at 31 December 2018	於2018年12月31日 總賬面值	127,175	–	45,713	172,888
		Stage 1 階段一 (Note) (附註)	Stage 2 階段二	Stage 3 階段三	Total 總和
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
Loss allowance as at 1 January 2018	於2018年1月1日 虧損撥備	–	–	32,715	32,715
Amount written off during the year	於年內撇賬的金額	–	–	(32,715)	(32,715)
Provision of impairment loss	減值虧損撥備	–	–	6,800	6,800
Loss allowance as at 31 December 2018	2018年12月31日 虧損撥備	–	–	6,800	6,800

附註：

應收貸款分類為階段一約為127,175,000港元在初始確認時從未有重大信貸風險增加下是有限的風險及並無信貸減值。因此，計算其虧損撥備限於12個月預期信貸虧損及並不重大去確認。

24. LOANS RECEIVABLE (CONTINUED)

MOVEMENT IN THE LOSS ALLOWANCES – LOANS RECEIVABLE (CONTINUED)

Definition of stage 1, stage 2 and stage 3 are as below:

Stage 1: Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the life-time ECL associated with the probability of default events occurring within the next 12 months is recognised.

Stage 2: Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a life-time ECL (i.e. reflecting the remaining life-time of the financial assets) is recognised.

Stage 3: Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit-impaired, a life-time ECL is recognised.

IMPAIRMENT UNDER HKAS 39 FOR THE YEAR ENDED 31 DECEMBER 2017

As at 31 December 2017, the loss allowances of approximately HKD16,000,000 is related to a borrower of which the expected realisable value of the collateral is not sufficient to cover the respective outstanding balance. The directors consider the fair values of loans receivable, which are expected to be covered within one year are not materially difference from their carrying amounts because the balances have short maturity periods at inception.

24. 應收貸款 (續)

虧損撥備變動－貸款應收賬款 (續)

階段一、階段二及階段三的定義如下：

階段一：如初始確認後信貸風險並無大幅增加並在產生時無出現信貸減值，會使用未來12個月內違約事件發生的可能性作為相關的全期預期信貸虧損進行確認。

階段二：如初始確認後信貸風險大幅增加，但並無出現信貸減值，會使用全期預期信貸虧損（如反映金融資產餘下的全期）進行確認。

階段三：如發生會對資產估計未來現金流量造成不利影響的一項或多項事件，則有關情況會被評定為出現信貸減值。如發生信貸減值，會使用全期預期信貸虧損進行確認。

截至2017年12月31日止年度根據香港會計準則第39號的減值

於2017年12月31日，就某一借款人的預期可變現的抵押品價值是不足夠彌償其借款金額，其虧損撥備為約16,000,000港元。董事考慮其應收貸款的公平價值是可以於一年內償還及在初始時其金額是可以一段短期內的到期償還即對比其賬面值並無重大差異。

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

25. 按公平值列入損益的金融資產

		2018 HKD'000 千港元	2017 HKD'000 千港元
Equity securities listed in Hong Kong	香港上市的股本證券	6,676	9,118
Unlisted equity investment outside Hong Kong	香港境外非上市股本投資	65,777	—
		<u>72,453</u>	<u>9,118</u>

Both equity securities listed in Hong Kong and unlisted equity investment outside Hong Kong are classified as held for trading. Upon adoption of HKFRS 9 on 1 January 2018, they are classified as financial assets at fair value through profit or loss. For the key inputs of valuation techniques are disclosed in Note 38(C) to the consolidated financial statements.

於香港上市的股本證券及於香港境外的非上市股本投資均分類為持作買賣。於2018年1月1日採用香港財務報告準則第9號後，該等投資被分類為按公平價值列入損益的金融資產。有關估值技術的主要輸入數據披露於綜合財務報表附註38(C)。

26. RESTRICTED BANK DEPOSITS AND BANK BALANCES AND CASH

(A) RESTRICTED BANK DEPOSITS

A bank deposit of approximately HKD3,418,000 (2017: HKD3,597,000) classified as a non-current asset is denominated in Renminbi (“RMB”) and carried a fixed interest at 2.75% (2017: 4.75%) per annum. The use of the bank deposit requires the consent from one of the tenants of the Group’s outlet mall in Shenyang, the PRC.

As at 31 December 2017, a bank deposit of approximately HKD1,632,000 classified as a current asset is denominated in New Taiwan Dollar (“NTD”) and carried a fixed interest at 3.08% per annum for the use of the bank deposit requires the consent from the landlord and suppliers, which was repaid during the year.

A bank deposit of HKD20,000,000 (2017: HKD20,000,000) classified as a non-current asset is denominated in HKD and carried a fixed interest at 0.3% (2017: 0.25%) per annum. The bank deposit is to secure a banking facility amounting to HKD170,000,000 (2017: HKD170,000,000).

A bank deposit of HKD11,396,000 classified as a non-current asset is denominated in RMB and carried a fixed interest at 1.95% per annum. The bank deposit is pledged to secure a banking facility amounting to RMB300,000,000 issued during the year.

26. 受限制銀行存款以及銀行結餘及現金

(A) 受限制銀行存款

分類為非流動資產之銀行存款約3,418,000港元(2017年:3,597,000港元)以人民幣計值,以固定年利率2.75%(2017年:4.75%)計息。動用銀行存款須本集團中國瀋陽奧特萊斯的租戶之一同意方可作實。

於2017年12月31日,分類為流動資產之銀行存款約1,632,000港元以新台幣計值,以固定年利率3.08%計息。動用銀行存款須業主及供應商同意,而有關款項已於年內償還。

分類為非流動資產之銀行存款20,000,000港元(2017年:20,000,000港元)以港元計值,以固定年利率0.3%(2017年:0.25%)計息。動用銀行存款乃用於擔保為170,000,000港元的銀行融資(2017年:170,000,000)。

分類為非流動資產之銀行存款11,396,000港元以人民幣計值,以固定年利率1.95%計息。動用銀行存款乃用於擔保年內發出為300,000,000的人民幣銀行融資。

26. RESTRICTED BANK DEPOSITS AND BANK BALANCES AND CASH (CONTINUED)

(B) BANK BALANCES AND CASH – HELD ON BEHALF OF CUSTOMERS

The Group maintains segregated trust accounts with authorised institutions to hold clients' monies arising from its normal course of business. The Group classified the clients' monies as bank balances and cash held on behalf of customers under the current asset and recognised the balances of the trust accounts as amounts due to respective clients on the grounds that the Group is liable for any loss or misappropriation of clients' monies as disclosed in Note 28 to the consolidated financial statements. The cash held on behalf of customers is restricted and governed by the "Securities and Futures (Client Money) Rules" under the Securities and Futures Ordinance. The Group is allowed to retain some or all of the interest on the clients' monies, but is not allowed to use the clients' monies to settle its own obligations.

(C) BANK BALANCES AND CASH

As at 31 December 2018, the bank balances and cash comprise of time deposits of approximately HKD53,586,000 (2017: HKD nil), which carried at fixed interest rates ranging from 0.57% to 2.22% (2017: nil) per annum and was withdrawn upon maturity during the year. The remaining balance represents bank balances, which carried interest rates at prevailing market rates ranged from 0.01% to 0.35% (2017: 0.01% to 0.35%) per annum during the year.

26. 受限制銀行存款以及銀行結餘及現金 (續)

(B) 銀行結餘及現金 – 代客戶持有

本集團於認可機構開設獨立信託賬戶，以存置於一般業務過程中產生之客戶款項。本集團將此等客戶款項分類為流動資產項下代客戶持有之銀行結餘及現金，並根據本集團須就客戶款項之任何損失或挪用負上責任之基礎，確認信託賬戶之餘額為應付相關客戶賬款如綜合財務報表附註28所披露。代客戶持有之現金受證券及期貨條例項下「證券及期貨（客戶款項）規則」所限制及規管。本集團獲准許保留於客戶款項之部分或全部權益，但不被准許使用客戶款項償還其負債。

(C) 銀行結餘及現金

於2018年12月31日，結餘包括以固定年利率0.57%至2.22%計息及於年內到期時提取的定期存款約53,586,000港元(2017：沒有)。其餘部分為銀行結餘，以現行年市場利率0.01%至0.35%(2017:0.01%至0.35%)計息。

26. RESTRICTED BANK DEPOSITS AND BANK BALANCES AND CASH (CONTINUED)

(C) BANK BALANCES AND CASH (CONTINUED)

As at 31 December 2018, the bank balances and cash, which include a restricted bank deposit denominated in RMB and held in the PRC's banks amounted to approximately HKD48,508,000 (2017: HKD60,358,000). RMB is not freely convertible into foreign currencies in the PRC. Under the "Foreign Exchange Control Regulations" and "Administration of Settlement and Sale and Payment of Foreign Exchange Regulations" governed by the State Administration of Foreign Exchange in the PRC, the Group is permitted to exchange RMB for foreign currencies through banks authorisation to conduct foreign exchange businesses.

27. ASSETS/(LIABILITIES) OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 4 April 2018, the Group signed a Conditional Co-operation Agreement (the "Agreement") to dispose of its entire equity interests of two groups of subsidiaries (the "Target Companies") towards an independent third party (the "Purchaser"). The Target Companies principally held parcels of land located in Shenyang, the PRC, classified as investment properties under construction as detailed in Note 15 to the consolidated financial statements.

On 29 August 2018, the disposal was completed and therefore, the related assets and liabilities of the Target Companies, classified as being held for sale in the consolidated statement of financial position as at 31 December 2017, were derecognised on the date of disposal. The Group recognised a gain on disposal of approximately HKD117,764,000 accordingly. Further details of the disposal are set out in Note 47(A) to the consolidated financial statements.

26. 受限制銀行存款以及銀行結餘及現金 (續)

(C) 銀行結餘及現金 (續)

於2018年12月31日，以人民幣計值在中國銀行持有的現金及銀行結餘（包括受限制銀行存款）達約48,508,000港元（2017年：60,358,000港元）。人民幣於中國不能自由兌換為外幣。根據中國國家外匯管理局監管之「《外匯管理條例》」及「《結匯、售匯及付匯管理規定》」，本集團獲許通過獲授權經營外匯業務的銀行，將人民幣兌換為外幣。

27. 分類為持作出售組別資產／負債

於2018年4月4日，本集團簽署有條件合作協議（「該協議」），以向一名獨立第三方（「買方」）出售其於兩組附屬公司（「目標公司」）的全部股權。目標公司主要持有位於中國瀋陽的多幅土地（歸類為興建中的投資物業），有關詳情載於綜合財務報表附註15。

於2018年8月29日，有關出售完成，因此，於2017年12月31日於綜合財務狀況表分類為持作出售的目標公司相關資產及負債於出售日期終止確認。本集團相應地確認其出售收益約117,764,000港元。有關其出售的進一步詳情載於綜合財務報表附註47(A)。

27. ASSETS/(LIABILITIES) OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (CONTINUED)

The following is the summarised financial information of the Target Companies classified as held for sale as at 31 December 2017:

27. 分類為持作出售組別資產／負債 (續)

以下為2017年12月31日被列作持作出售的目標公司綜合財務資料：

		31 December 2017 2017年 12月31日 HKD'000 千港元
Assets		
Interests in joint venture	合營企業之權益	17,506
Investment properties	投資物業	482,179
Amounts due from joint ventures	應收合營企業款項	60
Other receivables	其他應收賬款	3,597
Bank balances and cash	銀行結餘及現金	<u>3,977</u>
		<u>507,319</u>
Liabilities		
Other payables	其他應付賬款	119,654
Tax payables	應付稅項	903
Deferred tax liabilities	遞延稅項負債	<u>11,745</u>
		<u>132,302</u>

28. TRADE AND OTHER PAYABLES

28. 貿易及其他應付賬款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Trade payables	貿易應付賬款		
– other than financial services segment	– 金融服務分部除外	63,747	54,476
– financial services segment	– 金融服務分部	15,937	22,884
		<u>79,684</u>	<u>77,360</u>
Other payables, temporary receipts, accruals and receipts in advance	其他應付賬款、臨時收款、 應計賬款以及墊款	<u>152,224</u>	<u>97,001</u>
Total trade and other payables	貿易及其他應付賬款總額	<u>231,908</u>	<u>174,361</u>

The carrying amounts of trade and other payables are considered to be the same as their fair values due to their short-term nature. The following is an aging analysis of trade payables, other than financial services segment, presented based on the invoice date or transaction date, where applicable, at the end of the reporting period:

由於其短期性質，貿易及其他應付賬款的賬面值被認為與公平價值相若。於報告期末，以發票日期或交易日期（倘適用）為基準呈列的來自金融服務分部除外的貿易應付賬款的賬齡分析如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
0 to 30 days	0至30天	31,329	33,402
31 to 60 days	31至60天	20,517	12,582
61 to 90 days	61至90天	4,120	2,413
Over 90 days	逾90天	7,781	6,079
		<u>63,747</u>	<u>54,476</u>

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that all of the outstanding trade payables are settled within the credit timeframe to minimise the liquidity risk as disclosed in Note 38(B)(iv) to the consolidated financial statements.

購貨的平均信貸期為90天。本集團已制定財務風險管理政策以確保所有尚未償還的貿易應付賬款均於信貸期限內結算，以盡力減少流動資金風險（於綜合財務報表附註38(B)(iv)披露）。

28. TRADE AND OTHER PAYABLES
(CONTINUED)TRADE PAYABLES FROM FINANCIAL SERVICES
SEGMENT

28. 貿易及其他應付賬款 (續)

來自金融服務分部的貿易應付賬款

	2018 HKD'000 千港元	2017 HKD'000 千港元
Trade payables arising from the ordinary course of business of dealing in securities (Note):		
證券買賣日常業務過程產生的貿易應付賬款 (附註):		
– Cash clients	11,919	17,912
– Margin clients	3,813	4,972
– Clearing house	205	–
	<u>15,937</u>	<u>22,884</u>

Note: The balances represent trade payables due to cash and margin clients and clearing house in respect of segregated bank balances temporarily received and held on behalf of clients and clearing house arise from the business of dealing in securities as detailed in Note 26(B) to the consolidated financial statements.

The settlement term of trade payables attributable to dealing in securities is two trading days after the trade date. No aging analysis are disclosed for such payables as, in the opinion of the directors, aging analysis are not meaningful in the view of business nature of dealing in securities and margin financing.

附註: 該等結餘指應付現金及保證金客戶及結算所之貿易應付賬款，涉及於進行受規管活動過程中代該等客戶及授權機構結算所暫時收取及持有之獨立信託賬戶結餘（於綜合財務報表附註26(B)詳述）。

該等客戶及結算所貿易應付賬款之結算期為其交易日期後兩日。鑑於證券買賣及保證金融資的業務性質，董事認為，賬齡分析並無意義，因此毋須披露賬齡分析。

29. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset within the same entity. The following table is the analysis of the deferred tax assets and liabilities balances for financial reporting purposes:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Deferred tax assets	遞延稅項資產	(9,623)	(10,349)
Deferred tax liabilities	遞延稅項負債	169,495	153,219
		<u>159,872</u>	<u>142,870</u>

The following table shows the major deferred tax (assets)/liabilities recognised by the Group and movements thereon during the current and prior financial years:

		Revaluation of leasehold land and buildings 租賃土地及 樓宇重估	Revaluation of investment properties 投資物業 重估	Accelerated tax depreciation 加速稅項 折舊	Undistributed earnings of PRC subsidiaries 中國附屬公司 未分派盈利	Tax losses 稅項虧損	Fair value adjustment on intangible assets 無形資產之 公平價值調整	Total 總額
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
At 1 January 2017	於2017年1月1日	73,935	9,607	9,506	73	(31,015)	7,366	69,472
Acquisition of a subsidiary (Note 48)	收購一間附屬公司(附註48)	-	20,664	-	-	-	-	20,664
Transferred to liabilities held for sale (Note 27)	轉撥至持作出售負債(附註27)	-	(11,745)	-	-	-	-	(11,745)
Charge to profit or loss	扣減損益	-	46,728	-	-	1,824	-	48,552
Charge to other comprehensive income	扣減其他全面收入	12,316	-	-	-	-	-	12,316
Exchange realignment	匯兌重列	-	3,566	45	-	-	-	3,611
At 31 December 2017	於2017年12月31日	86,251	68,820	9,551	73	(29,191)	7,366	142,870
Acquired through business combination (Note 48)	透過業務合併收購(附註48)	-	-	-	-	-	8,307	8,307
Disposal of subsidiaries (Note 47)	出售附屬公司(附註47)	-	(18,940)	-	-	-	-	(18,940)
Charge to profit or loss	扣減損益	-	24,051	-	-	745	-	24,796
Charge to other comprehensive income	扣減其他全面收入	5,328	-	-	-	-	-	5,328
Exchange realignment	匯兌重列	(22)	(2,469)	2	-	-	-	(2,489)
At 31 December 2018	於2018年12月31日	91,557	71,462	9,553	73	(28,446)	15,673	159,872

29. 遞延稅項

就綜合財務狀況表的呈列而言，於同一實體的若干遞延稅項資產及負債已抵銷。藉以財務報告用途的遞延稅項資產及負債結餘分析如下表：

本集團已確認的主要遞延稅項(資產)/負債及其等於本財政年度及過往財政年度的變動情況如下表：

29. DEFERRED TAXATION (CONTINUED)

At 31 December 2018, the Group had unused tax losses of approximately HKD565,660,000 (2017: HKD524,737,000) were available to offset against its future taxable profits. Tax losses to the extent of approximately HKD172,400,000 (2017: HKD176,915,000) in respect of which deferred tax assets has been recognised. The Group had utilised deferred tax assets of approximately HKD745,000 (2017: HKD1,824,000) and no written off of such balance was incurred for both years. The Group's management has prepared a robust business plan based on an achievable business model, and is confident that the Group will be able to generate sufficient level of future taxable profits from the entities in which the tax losses arose. As a result, the Group's management believes that these tax losses will be utilised in the foreseeable future. No deferred tax assets has been recognised in respect of the remaining unused tax losses of approximately HKD393,260,000 (2017: HKD347,822,000) due to the unpredictability of future profit streams of the remaining entities. All of the tax losses may be carried forward indefinitely except for those arising from the PRC subsidiaries of approximately HKD225,345,000 (2017: HKD218,971,000) which may be carried forward for five years.

Except for the balance of approximately HKD73,000 recognised as deferred tax liabilities at 31 December 2017 and 2018, no deferred tax balance has been recognised for withholding taxes that would be payable on the unremitted earnings of the Group's subsidiaries established in the PRC because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not be reversed in the foreseeable future.

29. 遞延稅項 (續)

於2018年12月31日，本集團有未動用稅項虧損約565,660,000港元（2017年：524,737,000港元）可供抵銷其未來應課稅溢利。為數約172,400,000港元（2017年：176,915,000港元）之稅項虧損已獲確認為遞延稅項資產。年內，本集團利用遞延稅項資產約745,000港元（2017年：1,824,000港元）及此款結餘對這兩個年度並無產生撇賬。本集團管理層已根據可行之業務模式編製一份穩健之業務計劃及相信本集團將能自確認稅項虧損之該等實體產生充足水平之未來應課稅溢利。因此，本集團管理層相信該等虧損將會於可見未來獲動用。由於餘下實體不可預期未來的盈利趨勢，故並無就餘下未動用稅項虧損約393,260,000港元（2017年：347,822,000港元）確認遞延稅項資產。所有稅項虧損可無限期結轉，惟該等來自中國附屬公司並可結轉五年的稅項虧損約225,345,000港元（2017年：218,971,000港元）則除外。

除於2017年及2018年12月31日確認結餘約73,000港元為遞延稅項負債外，本集團並無就其在中國成立的附屬公司的未匯出盈利所應付的預扣稅確認遞延稅項結餘，乃因本集團可控制暫時差額撥回的時間及有關差額將極可能不會於可見將來撥回。

30. BANK BORROWINGS

30. 銀行貸款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Current	流動		
Carrying amounts of variable interest-rate bank borrowings that are repayable within one year:	須於一年內償付浮動利率的 銀行貸款賬面值：		
– secured	– 有抵押	307,026	732,063
Non-current	非流動		
Carrying amounts of secured variable interest-rate bank borrowings that are repayable:	須償付浮動利率的已抵押 銀行貸款的賬面值：		
– more than one year, but not exceeding two years	– 多於1年但未超過2年	207,714	–
– more than two years, but not exceeding five years	– 多於2年但未超過5年	766,314	424,864
		974,028	424,864
		1,281,054	1,156,927

The Group has variable interest-rate bank borrowings which carried at interest-rates ranging from approximately 2.38% to 5.94% (2017: 2.69% to 9.20%) per annum. The weighted average effective interest-rate of the Group's bank borrowings charged during the year is approximately 4.0% (2017: 4.13%) per annum.

At the end of reporting period, a total balance of bank borrowings of approximately HKD1,043,089,000 (2017: HKD493,608,000) contain repayment on demand clauses in the underlying banking facility letters, which the banks have issued supplementary agreements provided that the Group can be waived of such unconditional rights to demand repayments at any point of time by the banks, and therefore, such liabilities are classified as its non-current liabilities according to their agreed repayment terms.

本集團的銀行貸款附有浮動息率，利息乃介乎於2.38%至5.94%（2017年：每年2.69%至9.20%）。本集團銀行貸款之有效加權平均年利率約為4.0%（2017年：4.13%）。

於報告期末，銀行貸款結餘總額約1,043,089,000港元（2017年：493,608,000港元）的相關銀行融資函中包含按要求償還的條款，銀行已就此發出補充協議，當中規定本集團可由銀行於任何時間豁免有關要求還款的無條件權利，因此根據彼等協定償還條款，該等負債分類為非流動負債。

30. BANK BORROWINGS (CONTINUED)

As at 31 December 2018, there is remaining undrawn borrowing facilities of approximately HKD128,355,000 (2017: HKD nil) were available for the usage of future operating activities and to settle capital commitments. All of the banking facilities are subject to the fulfilment of covenants relating to certain of the Group's financial position ratios or operating cash flows, which are commonly found in the lending arrangements of recognised financial institutions. If the Group breaches the covenants, the related balances of bank borrowings would become repayment on demand. Since the Group's management regularly monitors its compliance of these covenants, is up to date with the scheduled repayments of the term loans and does not consider it is probable that the bank will exercise its sole discretion to demand repayment. Further details of the Group's management of liquidity risk are set out in Note 38(B)(iv) to the consolidated financial statements.

The Group had pledged certain of its leasehold land and buildings, completed investment properties, prepaid lease payments and restricted bank deposits, as set out in Notes 14, 15, 16 and 26(A) to the consolidated financial statements, with carrying amounts of approximately HKD273,000,000, HKD1,305,971,000, HKD281,470,000 and HKD31,396,000 (2017: HKD257,000,000, HKD1,351,747,000, HKD303,944,000 and HKD20,000,000) respectively, to secure banking facilities granted to the Group of approximately HKD1,281,054,000 (2017: HKD1,156,927,000).

30. 銀行貸款 (續)

於2018年12月31日，餘下約128,355,000港元(2017年：零港元)的尚未提取的借款融資可供用於未來營運活動及清償資本承擔。所有銀行融資須達成與本集團若干財務狀況比率或經營現金流量相關的契諾，此為認可金融機構借貸安排的常見做法。倘本集團違反契諾，相關銀行貸款結餘將須按要求償還。由於本集團管理層定期監控其遵守該等契諾情況，且迄今為止一直遵守定期貸款所訂償還日期，因此認為銀行應不會行使其全權酌情權要求還款。有關本集團管理流動資金風險的進一步詳情，載於綜合財務報表附註38(B)(iv)。

誠如綜合財務報表附註14、15、16及26(A)所載，本集團已抵押若干租賃土地及樓宇、已竣工投資物業、預付租賃款項及受限制銀行存款(賬面值分別約為273,000,000港元、1,305,971,000港元、281,470,000港元及31,396,000港元(2017年：257,000,000港元、1,351,747,000港元、303,944,000港元及20,000,000港元))，以擔保授予本集團的銀行融資約1,281,054,000港元(2017年：1,156,927,000港元)。

31. FINANCE LEASE PAYABLE

31. 應付融資租賃

		2018 HKD'000 千港元	2017 HKD'000 千港元
Total minimum lease payments:	最低租賃支付總額：		
Due within one year	於一年內到期	149	—
Due in the second to fifth years	於二至五年到期	582	—
		731	—
Future finance charges on finance lease	融資租賃的未來融資開支	(80)	—
Present value of finance lease liabilities	融資租賃負債的現值	651	—
Present value of minimum lease payments:	最低租賃款項的現值：		
Due within one year	於一年內到期	120	—
Due in the second to fifth years	於第二至第五年到期	531	—
Less: Portion classified as current liabilities	減：分類為流動負債的部分	(120)	—
Non-current portion	非流動部分	531	—

31. FINANCE LEASE PAYABLE (CONTINUED)

The Group has entered into a finance lease for an item of property, plant and equipment during the year. At the end of the lease term, the Group has the option to purchase the leased item at a price that is expected to be sufficiently lower than the fair value of the leased asset at the end of the lease for it to be reasonably certain, at the inception of the lease, that the option is exercised.

The finance lease payable bore interest at fixed interest rate with effective interest rate as at 31 December 2018 at 2.5% per annum. The effective interest rate of the Group's finance lease payable was set out in Note 38(B)(iv) to the consolidated financial statements.

Finance lease payable is effectively secured by the underlying asset as the right to the leased asset would be reverted to the lessor in the event of default of repayment by the Group.

31. 應付融資租賃 (續)

年內，本集團已就物業、廠房及設備項目訂立融資租賃。於租期結束時，本集團有權選擇於租期結束時按預計遠低於租賃資產公平價值的價格購買所租賃的項目，於租賃開始時作合理確認，該選擇權獲行使。

應付融資租賃按固定利率計息，於2018年12月31日的實際年利率為2.5%。本集團應付融資租賃的實際利率載於綜合財務報表附註38(B)(iv)。

應付融資租賃實際上是以相關資產作抵押，原因為倘本集團拖欠還款，租賃資產的權利將復歸予出租人。

32. AMOUNT DUE TO A RELATED PARTY

Balance at 31 December 12月31日結餘

The amount was due to a company controlled by Mr. Cheng Tun Nei ("Mr. Cheng"), a director and substantial shareholder of the Company. As at 31 December 2018, the above balance was unsecured, interest-free and without fixed term of repayment.

32. 應付一間關聯公司款項

	2018 HKD'000 千港元	2017 HKD'000 千港元
Balance at 31 December	<u>10,541</u>	<u>—</u>

該結餘指應付本公司董事兼主要股東鄭盾尼先生（「鄭先生」）控制的一間公司。於2018年12月31日，有關結餘為無抵押、免息及無固定還款期限。

33. SHARE CAPITAL

33. 股本

		Number of shares 股份數目 (‘000) (千股)	Nominal value 面值 HKD’000 千港元
Authorised:	法定：		
<i>Ordinary shares of HKD0.10 each (2017: HKD0.10 each)</i>	<i>每股面值0.10港元的普通股 (2017: 每股面值0.10港元)</i>		
At 1 January 2017 and 31 December 2017 and 31 December 2018	於2017年1月1日、2017年及2018年12月31日	20,000,000	2,000,000
Issued and fully paid:	已發行及繳足：		
<i>Ordinary shares of HKD0.10 each (2017: HKD0.10 each)</i>	<i>每股面值0.10港元的普通股 (2017: 每股面值0.10港元)</i>		
At 1 January 2017	於2017年1月1日	2,705,754	270,575
Acquisition of non-controlling interests (Note i)	收購非控股權益 (附註i)	250,000	25,000
Exercise of warrants (Note ii)	行使認股權證 (附註ii)	58	6
At 31 December 2017	於2017年12月31日	2,955,812	295,581
Exercise of warrants (Note ii)	行使認股權證 (附註ii)	3,222	322
Exercise of share options (Note iii)	行使購股權 (附註iii)	15,000	1,500
At 31 December 2018	於2018年12月31日	2,974,034	297,403

Notes:

- (i) In the prior year, the Group acquired the remaining equity interest of Giant Eagle Enterprises Limited and was required to settle the consideration at the completion date as to issue 250,000,000 shares of the Company to the purchaser, Goldsilk Capital Limited, which the balance of HKD25,000,000 was credited to share capital and the balance of approximately HKD114,649,000 was credited to the share premium account.
- (ii) During the year, the qualifying shareholders of the Company exercised their rights on the bonus issue of warrants, on the basis of, one warrant for every five shares held. As a result, the balances of approximately HKD322,000 and HKD2,899,000 (2017: HKD6,000 and HKD52,000) were credited to share capital and share premium account respectively.

附註：

- (i) 於前一年度，本集團收購Giant Eagle Enterprises Limited之餘下股權及須於完成日期就向買方Goldsilk Capital Limited發行250,000,000股本公司股份結算代價，其中結餘25,000,000港元乃計入股本及結餘約114,649,000港元乃計入股份溢價賬。
- (ii) 於年度，本公司合資格股東按每持有五股股份獲發一份認股權證之基準行使其發行紅利認股權證。因此，結餘322,000港元及2,899,000港元(2017: 6,000港元及52,000港元)乃分別計入股本及股份溢價賬。

33. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

- (iii) During the year, the share options were exercised to subscribe for 15,000,000 (2017: nil) ordinary shares of the Company at a cash consideration, before expenses, of approximately HKD12,300,000 (2017: nil), of which HKD1,500,000 (2017: nil) was credited to share capital and the balance of approximately HKD12,848,000 (2017: nil) was credited to the share premium account. An amount of approximately HKD1,024,000 (2017: nil) was transferred from the share option reserve to the share premium account upon the exercise of the share options.
- (iv) All shares issued by the Company ranked pari passu with then existing shares in all respects.

34. SHARE OPTION SCHEME

On 10 June 2011, shareholders of the Company have approved and adopted a share option scheme (the "Scheme") for the purpose of providing eligible participants with the opportunity to acquire proprietary interests in the Company. The Scheme aims to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. All directors, full-time employees and any other persons who, at the sole discretion of the board of directors, have contributed or will contribute to the Group are eligible to participate in the Scheme.

Pursuant to the Scheme, shares which may be issued upon exercise of all options to be granted under the Scheme or any other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption. The Company may renew this 10% limit with shareholders' approval provided that each such renewal may not exceed 10% of shares in the Company in issue as at the date of the shareholders' meeting.

The total number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme or any other share option scheme adopted by the Company must not exceed 30% of the shares in issue from time to time.

33. 股本 (續)

附註：(續)

- (iii) 於年度，行使購股權以認購15,000,000(2017：沒有)股本公司普通股，現金代價(扣除開支前)為約12,300,000港元(2017：沒有)，其中1,500,000港元(2017：沒有)乃計入股本及餘下約12,848,000港元(2017：沒有)乃計入股份溢價賬。為數約1,024,000港元(2017：沒有)乃於行使購股權時自購股權儲備轉撥至股份溢價賬。
- (iv) 所有由本公司發行的股份在所有方面均與當時存在的現有股份享有同等地位。

34. 購股權計劃

於2011年6月10日，本公司股東批准及採納購股權計劃(「該計劃」)，旨在提供機會予合資格參與者取得本公司的資本權益，並鼓勵參與者以本公司及其股東的整體利益為依歸，致力提高本公司及其股份的價值。所有董事、全職僱員及按董事會酌情認為已經或將會對本集團作出供獻的任何其他人士均符合資格參與該計劃。

根據該計劃，因按該計劃行使或任何其他本公司已採納的購股權計劃而獲授出的所有購股權後可能發行的股份，合共不可超過本公司於採納日期的已發行股份的10%。倘獲得股東批准，本公司可更新此10%的限額，惟各有關更新不可超過本公司於股東大會日期批准的已發行股份的10%。

因行使所有該項計劃或任何其他本公司採納的購股權計劃而授予惟尚待行使的尚未行使購股權而可能發行的本公司股份總數，不可超過本公司不時已發行股份的30%。

34. SHARE OPTION SCHEME (CONTINUED)

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the Scheme or any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue.

The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 14 days from the date on which the letter containing the offer is delivered to that participant and the amount payable on acceptance of an option is HKD1.00.

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of: (i) the closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be approved by the board of directors at the time the option is offered to the participants.

No options may be granted under the Scheme after the date of the tenth anniversary of the adoption of the Scheme. During the year, no share option (2017: 21,000,000) was granted to certain eligible individuals under the Scheme, subject to acceptance by them. As at 31 December 2017, the share option shall entitle them to subscribe for a total of 21,000,000 new shares of HKD0.10 each of the share capital of the Company, at an exercise price of HKD0.82, in which 6,000,000 new shares are exercisable from 18 September 2017 to 17 September 2018 for the directors.

34. 購股權計劃 (續)

除非獲本公司股東批准，本公司因行使按該項計劃或任何其他本公司採納的購股權計劃而授予各參與者的購股權（包括已行使及尚未行使的購股權）時已發行及將予發行的股份總數於任何12個月期間內不可超出本公司已發行股份的1%。

購股權必須行使的期限將由本公司在授出時指定。此期限必須由授出購股權當日起不遲於10年內屆滿。於授出購股權時，本公司可訂明購股權可獲行使前必須持有的最短期限。有關授出購股權的授予建議，參與者可於載有有關授權建議的函件的寄發日期起計14天內接受該建議，而每次接納購股權時應付款項1.00港元。

本公司於行使購股權時將予發行的股份認購價將不低於（以較高者為準）(i)於授出日期載列於聯交所刊發的每日報價表的本公司股份收市價；(ii)於緊接授出日期前的5個營業日載列於聯交所刊發的每日報價表的本公司股份平均收市價；及(iii)本公司股份於授出日期的面值。認購價將由董事會於建議授出購股權予參與者當日批准。

於採納該項計劃日期起計10週年後，概無購股權可根據該項計劃授出。年內，本集團根據購股權計劃並沒有向合資格人士授出共購股權（須經彼等接受）（2017：21,000,000份購股權）（2017：21,000,000份購股權）。截至2017年12月31日，購股權賦予彼等以0.82港元行使價認購共21,000,000股本公司股本中每股面值0.10港元之新股，其中董事的6,000,000股新股可由2017年9月18日至2018年9月17日行使。

34. SHARE OPTION SCHEME (CONTINUED)

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2018 were as follows:

Participants	Date of grant	Exercise period	Exercise price per share (HKD)	Number of share options				Outstanding as at 31 December 2018
				Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at 1 January 2018	
參與人士	授予日期	行使期	每股行使價 (港元)	於年內授出	於年內行使	於年內失效	於2018年12月31日尚未行使	
Directors 董事	18/9/2017	18/9/2017 – 17/9/2018	0.82	6,000,000	–	(3,000,000)	(3,000,000)	–
Employees 僱員	18/9/2017	18/3/2018 – 17/9/2018	0.82	15,000,000	–	(12,000,000)	(3,000,000)	–
				21,000,000	–	(15,000,000)	(6,000,000)	–
Weighted average exercise price (HKD) 加權平均行使價 (港元)				0.82	N/A 不適用	0.82	0.82	N/A 不適用

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2017 were as follows:

Participants	Date of grant	Exercise period	Exercise price per share (HKD)	Number of share options				Outstanding as at 31 December 2017
				Granted during the year	Exercised during the year	Lapsed during the year	Outstanding as at 1 January 2017	
參與人士	授予日期	行使期	每股行使價 (港元)	於年內授出	於年內行使	於年內失效	於2017年12月31日尚未行使	
Directors 董事	18/9/2017	18/9/2017 – 17/9/2018	0.82	–	6,000,000	–	–	6,000,000
Employees 僱員	18/9/2017	18/3/2018 – 17/9/2018	0.82	–	15,000,000	–	–	15,000,000
				–	21,000,000	–	–	21,000,000
Weighted average exercise price (HKD) 加權平均行使價 (港元)				N/A 不適用	0.82	N/A 不適用	N/A 不適用	0.82

34. 購股權計劃 (續)

於截至2018年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

於截至2017年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

34. SHARE OPTION SCHEME (CONTINUED)

Upon the resignation of a director and expiry of exercise period, the outstanding share options not yet exercised have been lapsed in full on the maturity date of share options. No share options was remained exercisable as at 31 December 2018. As at 31 December 2017, the number and weighted average exercise price of share options exercisable were 21,000,000 and HKD0.82 respectively.

The weighted average remaining contractual life for share options outstanding at the end of reporting period is none (2017: 10 months) and the weighted average share price at the date of exercise of share options exercised during the year was HKD0.82 (2017: HKD0.82).

The total number of shares available for issue under the Scheme as at 31 December 2018 was approximately 892,210,000 shares without any share options that had been granted but not yet lapsed or exercised (2017: 886,743,000 shares, included a total number of 21,000,000 share options that had been granted but not yet lapsed or exercised), which represented 30% (2017: 29.3%) of the issued share capital of the Company at 31 December 2018.

The estimated fair value of the share options granted on 18 September 2017 was approximately HKD0.068 per share option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.82
Exercise price	HKD0.82
Expected volatility	21.207%
Expected life	1 year
Risk-free rate	0.4494%
Expected dividend yield	0.4872%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years.

34. 購股權計劃 (續)

於董事辭任及行使期屆滿後，尚未行使的已發行購股權於購股權到期日全數失效。於2018年12月31日，概無購股權可予行使。於2017年12月31日，可予行使購股權的數目及加權平均行使價分別為21,000,000及0.82港元。

於報告期末尚未行使購股權的加權平均並沒有剩餘合約年期(2017年：10個月)。於年內已行使購股權行使日期的加權平均股價為0.82港元(2017年：0.82港元)。

於2018年12月31日根據購股權計劃可供發行的股份總數約為892,210,000股股份，並無已授出但尚未失效或獲行使的購股權(2017年：886,743,000股股份，包括已授出但尚未失效或獲行使的21,000,000份購股權)，佔本公司於2018年12月31日已發行股本的30%(2017年：29.3%)。

於2017年9月18日已向合資格人士授出購股權的估計公平價值約為每份購股權0.068港元。公平價值乃使用二叉樹法的柏力克-舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.82港元
行使價	0.82港元
預期波幅	21.207%
預期年期	1年
無風險利率	0.4494%
預期股息率	0.4872%

按預計股價回報的標準偏差計量的波幅假設乃根據過去三年每日股價的統計數據分析計算得出。

34. SHARE OPTION SCHEME (CONTINUED)

The share options granted to employees on 18 September 2017 were subject to the following vesting schedule:

Vesting schedule	歸屬時間表	Maximum number of share options exercisable 最多可行使 購股權數目
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From 18 March 2018 to 17 September 2018	2018年3月18日至2018年9月17日	100%
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No vesting conditions were set for the share options granted to directors on 18 September 2017.

於2017年9月18日授予僱員的購股權須受以下歸屬時間表規限：

於2017年9月18日授予董事的購股權沒有設定歸屬時間限制。

The fair value of share options granted is recognised as an employee cost with a corresponding increase in share options reserve within equity over the relevant vesting periods.

已授出購股權的公平價值乃確認為僱員成本，而於相關歸屬期間權益中的購股權儲備亦相應增加。

The Group recognised an expense of approximately HKD328,000 (2017: HKD1,102,000) for the year ended 31 December 2018 in relation to the fair value of share options, at HKD0.068 per share option granted by the Company on 18 September 2017.

截至2018年12月31日止年度，就本公司授出於2017年9月18日有關每股0.068港元購股權的公平價值，本集團購股權確認開支為328,000港元（2017年：1,102,000港元）。

35. BONUS WARRANTS

On 18 March 2016, the Company announced a proposed bonus issue of warrants on the basis of one warrant for every five shares held on the record date (i.e. 17 June 2016). On 6 July 2016, approximately 539,733,000 units of warrants were issued. Each warrant entitles the holder thereof to subscribe in cash for one share at the initial subscription price of HKD1.00 per share (subject to adjustments). The warrants are exercisable at any time during a period of three years commencing from the date of issue of the warrants (i.e. 6 July 2016). Details of the bonus warrants are disclosed in the Company's circular dated 29 April 2016.

During the year, the qualifying shareholders of the Company exercised a total number of approximately 3,222,000 units (2017: 58,000 units) of warrants at the exercise price of HKD1.00 per warrant, and accordingly approximately 3,222,000 ordinary shares (2017: 58,000 ordinary shares) were issued by the Company. As a result, approximately HKD322,000 and HKD2,900,000 (2017: HKD6,000 and HKD52,000) were credited to share capital and share premium accounts respectively.

35. 紅利認股權證

於2016年3月18日，本公司公告建議按於記錄日期（即2016年6月17日）每持有五股股份獲發一份認股權證之基準發行紅利認股權證。於2016年7月6日，約539,733,000份認股權證獲發行。每份認股權證賦予其持有人權利以現金認購一股股份，初步認購價為每股1.00港元（可予調整）。認股權證可於發行日期2016年7月6日起計三年內隨時行使。有關紅利認股權證之詳情於本公司日期為2016年4月29日之通函披露。

於年內，本公司的合資格股東按行使價每份認股權證1.00港元行使合共約3,222,000份（2017年：58,000份）認股權證，因此，本公司已發行約3,222,000股普通股（2017年：58,000股普通股）。因此，約322,000港元及2,900,000港元（2017年：6,000港元及52,000港元）已分別計入股本及股份溢價賬。

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

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

36. RESERVES

36. 儲備

Company 本公司		Share premium 股份溢價 HKD'000 千港元	Contributed surplus 實繳盈餘 HKD'000 千港元	Share options reserve 購股權儲備 HKD'000 千港元	Retained profits 留存溢利 HKD'000 千港元	Total 總計 HKD'000 千港元
At 1 January 2017	於2017年1月1日	942,075	586,774	-	188,340	1,717,189
Acquisition of non-controlling interests	收購非控股權益	114,633	-	-	-	114,633
Share-based payment	以股份支付	-	-	1,102	-	1,102
Exercise of warrants (Note 35)	行使認股權證 (附註35)	52	-	-	-	52
Loss for the year	年度虧損	-	-	-	(28,717)	(28,717)
Dividend paid (Note 12)	已付股息 (附註12)	-	-	-	(11,232)	(11,232)
At 31 December 2017 and 1 January 2018 (Note)	於2017年12月31日及 2018年1月1日 (附註)	1,056,760	586,774	1,102	148,391	1,793,027
Share-based payment	以股份支付	-	-	328	-	328
Exercise of warrants (Note 35)	行使認股權證 (附註35)	2,900	-	-	-	2,900
Exercise of share options (Note 34)	行使購股權 (附註34)	11,824	-	(1,024)	-	10,800
Lapse of share options (Note 34)	購股權失效 (附註34)	-	-	(406)	406	-
Loss for the year	年度虧損	-	-	-	(40,854)	(40,854)
Dividend paid (Note 12)	已付股息 (附註12)	-	-	-	(14,810)	(14,810)
At 31 December 2018	於2018年12月31日	1,071,484	586,774	-	93,133	1,751,391

Note: The effect of the initial application of HKFRS 9 and HKFRS 15 on the opening balance of retained profits as at 1 January 2018 was assessed by management and no adjustment is required.

附註：管理層已評估首次應用香港財務報告準則第9號及香港財務報告準則第15號對於2018年1月1日留存溢利期初結餘的影響，且無須作出調整。

36. RESERVES (CONTINUED)

The following describes the nature and purpose of each reserves within owners' equity of the Group:

Reserve	Description and purpose
Contributed surplus	Contributed surplus of approximately HKD63,561,000 represents the excess of the fair value of the shares of the subsidiaries acquired and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation on 9 February 1995. The remaining balance of approximately HKD523,213,000 represents the implementation of capital reduction in 2012 pursuant to which the par value of each existing share if HKD0.50 each in the issued capital of the Company were reduced by HKD0.40 each.
Share premium	Amount subscribed for share capital in excess of nominal value, and any excess of consideration shares issued over the carrying amount of the acquired non-controlling interests.
Properties revaluation reserve	Gains/(losses) arising on the revaluation of properties (other than investment properties). The balance of this reserve is wholly undistributable.

36. 儲備 (續)

下文說明本集團擁有人應佔各儲備的性質及目的：

儲備	說明及目的
實繳盈餘	實繳盈餘約63,561,000港元乃指已收購附屬公司的股份公平價值超出於1995年2月9日集團重組之時因收購而發行的本公司股份賬面值的差額。剩餘結餘約523,213,000港元乃指於2012年實施股本削減。據此，倘本公司已發行股本中每股面值0.50港元，則每股現有股份面值每股削減0.40港元。
股份溢價	認購股本金額超出面值，及任何已發行代價股份的款項超過已收購非控股權益賬面值。
物業重估儲備	物業（投資物業除外）重估產生的收益／（虧損）。本儲備全部結餘均為不可分派。

36. RESERVES (CONTINUED)

Reserve	Description and purpose
Share options reserve	Cumulative expenses recognised on the granting of share options to the employee over the vesting period.
Translation reserve	Gains/(losses) arising on retranslating the net assets of foreign operations into presentation currency.
Statutory reserve	Appropriation of profits of the Taiwanese subsidiary to non-distributable reserve fund account as required by the relevant Taiwan statute.
Retained profits	Cumulative net gains and losses recognised in profit or loss.

Details of the movements on the Group's reserve are set out in the consolidated statement of changes in equity.

37. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that all of the entities within the Group will be able to continue as a going concern while maximising the returns for shareholders and benefits for other stakeholders through the optimisation of the debt and equity balance in light of changes in economic conditions. The Group's overall strategy and debt-to-equity ratio remain similar from prior financial year.

The Group monitors its capital structure on the basis of net debts-to-equity ratio. For this purpose the Group defines net debts, which includes trade and other payables, amounts due to joint ventures and a related party, interest-bearing bank borrowings, bank overdrafts, loan from non-controlling interests and finance lease payables after deductions of cash and cash equivalents, which include bank balances and cash and restricted bank deposits, and all components of equity attributable to the owners of the Company, comprised of issued share capital and various reserves.

36. 儲備 (續)

儲備	說明及目的
購股權儲備	於歸屬期後授予僱員之購股權確認之累計開支。
匯兌儲備	換算海外業務資產淨值為呈列貨幣產生的收益／(虧損)。
法定儲備	根據相關台灣法令所規定，將台灣附屬公司的溢利轉撥至不可分配儲備基金賬戶。
保留盈利	於損益內確認的累計收益及虧損淨額。

集團儲備的變動詳情見綜合權益變動表。

37. 資本風險管理

本集團管理其資本以保證本集團旗下所有實體可以持續經營，並根據經濟狀況變化優化負債及股權的平衡以最佳化股東回報及其他利益相關者利益。本集團所有策略及負債權益比率與往年財政年度相似。

本集團基於淨負債權益比率監控其資本結構。就此而言，本集團界定債務淨額，其中包括貿易及其他應付賬款、應付合營企業及一名關連人士款項、計息銀行借款、銀行透支、來自非控股權益貸款及應付融資租賃，扣除現金及現金等價物（包括銀行結餘及現金以及受限制銀行存款）及本公司擁有人應佔權益的所有組成部分（包括已發行股本及各項儲備）。

37. CAPITAL RISK MANAGEMENT
(CONTINUED)

The directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with the share capital. The Group will balance its overall capital structure through adjusting the amount of dividends paid to shareholders, issue of new shares, return capital to shareholders, raising new debts or redemption of existing debts.

The net debt-to-equity ratios as at 31 December 2017 and 2018 were as follows:

37. 資本風險管理 (續)

董事定期審閱本集團資本架構。作為審閱的一部分，董事會考慮與股本相關的資本成本及風險。本集團將通過調整向股東派發股息、發行新股、向股東回報資本及發行新債務或贖回現有債務，平衡其整體資本架構。

於2017及2018年12月31日止年度淨負債權益比率情況如下表：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Trade and other payables	貿易及其他其付賬款	231,908	174,361
Amounts due to joint ventures	應付合營企業款項	–	4,825
Amount due to a related party	應付一間關聯公司款項	10,541	–
Finance lease payables	應付融資租賃	651	–
Bank borrowings	銀行貸款	1,281,054	1,156,927
Bank overdrafts	銀行透支	6,461	–
Loan from non-controlling interests	來自非控股權益貸款	9,249	600
Total debt	總債額	1,539,864	1,336,713
Less:	減：		
Bank balances and cash	銀行結餘及現金	(131,590)	(137,326)
Restricted bank deposits	受限制銀行存款	(34,814)	(25,229)
Net debts	負債減值	1,373,460	1,174,158
Total equity attributable to the owners of the Company	本公司擁有人應佔權益	2,570,828	2,543,867
Net debt-to-equity ratio	淨負債權益比率	53%	46%

38. FINANCIAL INSTRUMENTS

(A) CATEGORIES OF FINANCIAL INSTRUMENTS

The following table shows the carrying amount and fair value of financial instruments included the financial assets and financial liabilities under the new classification and measurement under the initial application of HKFRS 9 on 1 January 2018 as follows:

	2018		2017	
	Carrying amount 賬面值 HKD'000 千港元	Fair value 公平價值 HKD'000 千港元	Carrying amount 賬面值 HKD'000 千港元	Fair value 公平價值 HKD'000 千港元
Financial assets:	金融資產:			
At fair value through profit or loss:	按公平值列入損益:			
– Equity securities listed in Hong Kong	6,676	6,676	9,118	9,118
– Unlisted equity investment outside Hong Kong	65,777	65,777	–	–
At amortised cost:	按攤銷成本:			
– Trade and other receivables	461,808	(Note) (附註)	114,556	(Note) (附註)
– Amounts due from joint ventures	8,170	(Note) (附註)	–	–
– Amount due from an associate	35,343	(Note) (附註)	27,912	(Note) (附註)
– Advances to customers in margin financing	144,145	(Note) (附註)	110,858	(Note) (附註)
– Loans receivable	166,088	(Note) (附註)	237,132	(Note) (附註)
– Restricted bank deposits	34,814	(Note) (附註)	25,229	(Note) (附註)
– Bank balances and cash (excluding bank overdrafts)	147,351	(Note) (附註)	161,334	(Note) (附註)
Financial liabilities:	金融負債:			
At amortised cost:	按攤銷成本:			
– Trade and other payables	216,059	(Note) (附註)	169,715	(Note) (附註)
– Amounts due to joint ventures	–	N/A 不適用	4,825	(Note) (附註)
– Amount due to a related party	10,541	(Note) (附註)	–	N/A 不適用
– Bank borrowings	1,281,054	(Note) (附註)	1,156,927	(Note) (附註)
– Bank overdrafts	6,461	(Note) (附註)	–	N/A 不適用
– Loan from non-controlling interests	9,249	(Note) (附註)	600	(Note) (附註)
– Finance lease payable	651	(Note) (附註)	–	N/A 不適用

Note: The directors consider that the carrying amounts of the above financial assets and financial liabilities approximated to their fair value on the grounds that either of their maturity periods are short or their effective interest rates for those interest-bearing financial assets and financial liabilities as disclosed in Note 38(B)(ii) to the consolidated financial statements are approximated to the discount rates used to reflect the credit risks of the borrowers or the Company as at the end of reporting period.

38. 金融工具

(A) 金融工具類別

下表列載於2018年1月1日首次應用香港財務報告準則第9號新分類及計量項下金融工具(包括金融資產及金融負債)的賬面值及公平價值:

附註: 董事認為上述金融資產及金融負債的賬面值與其公平價值相若, 蓋因其於短期內到期或綜合財務報表附註38(B)(ii)所披露計息金融資產及金融負債的實際利率與用以反映借入人或本公司於報告期末信貸風險的貼現率相若。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments as defined in Note 4(Q) to the consolidated financial statements include financial assets at fair value through profit or loss, trade and other receivables, amounts due from/ (to) joint ventures, amount due from an associate, advances to customers in margin financing, loans receivable, restricted bank deposits, bank balances and cash (net of bank overdrafts), trade and other payables, amount due to a related party, bank borrowings, bank overdrafts, loan from non-controlling interests and finance lease payables.

Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include foreign currency risk, interest rate risk, credit risk, liquidity risk and equity price risk. The policies on how to mitigate these risks are set out below. Management manages and monitors on these exposures regularly to ensure appropriate measures are implemented on a timely and effective manner.

(i) Foreign currency risk

Several principal subsidiaries of the Company have foreign currencies denominated in terms of their sales and purchases activities and intercompany balance denominated other than the functional currency of the Company, which exposed the Group to foreign currency risk. As at 31 December 2017 and 2018, the Group has not entered into any derivative financial instrument to hedge against such risk as in the view of directors, the associated foreign currency risk is not significant to the Group based on the following sensitivity analysis.

38. 金融工具 (續)

(B) 金融風險管理目標及政策

本集團的主要金融工具(定義見綜合財務報表附註4(Q))包括按公平價列入損益的金融資產、貿易及其他應收賬款、應收/(應付)合營企業款項、應收一間聯營企業款項、提供予保證金融資客戶之墊款、應收貸款、受限制銀行存款、銀行結餘及現金(撇除銀行透支後的淨額)、貿易及其他應付賬款、應付一間關聯公司款項、銀行貸款、銀行透支及來自非控股權益貸款及應付融資租賃。

此等金融工具的詳情於相關附註披露。與此等金融工具相關的風險包括外幣風險、利率風險、信貸風險、流動資金風險及股本價格風險。減輕此等風險的政策載列於下文。管理層定期管理及監控此等風險，確保及時有效地採取適當措施。

(i) 外幣風險

本公司的若干主要附屬公司的銷售及購買活動及公司間結餘乃以本公司功能貨幣以外的外幣計值，令本集團承受外幣風險。於2017年及2018年12月31日，本集團並無訂立任何衍生金融工具以對沖有關風險，蓋因基於下文所載敏感度分析，董事認為相關外幣風險對本集團而言並不重大。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(i) Foreign currency risk (Continued)

At the end of reporting period, the carrying amounts of the Group's monetary assets and monetary liabilities of those subsidiaries that were denominated in a currency (i.e. "RMB", but excluding the foreign currency exposures in "USD") other than the functional currency of the Company ("HKD") were as follows:

		Liabilities 負債		Assets 資產	
		2018 HKD'000 千港元	2017 HKD'000 千港元	2018 HKD'000 千港元	2017 HKD'000 千港元
RMB	人民幣	36,833	30,776	9,678	15,987

Sensitivity analysis

The Group is mainly exposed to the fluctuation in USD/HKD exchange rate. However, the foreign currency risk is not significant as HKD is pegged to USD.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(i) 外幣風險 (續)

於報告期末，以本公司功能貨幣（「港元」）以外的貨幣（即「人民幣」，惟不包括以「美元」計值的外幣風險）結算的本集團貨幣資產及該等附屬公司貨幣負債的賬面值如下：

敏感度分析

本集團主要承受美元／港元匯率波動風險。然而，由於港元跟美元掛鉤，外幣風險並不顯著。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(i) Foreign currency risk (Continued)

Sensitivity analysis (Continued)

The following table details the Group's sensitivity to a 5% decrease in HKD against RMB. 5% is the sensitivity rate used when reporting the foreign currency risk internally to key management personal and represents management's assessment of the reasonable possible change in foreign exchange rates. The sensitivity analysis includes only the outstanding foreign currency denominated monetary assets and liabilities, with the adjustments arise from their translation at the year-ended date, for a 5% change in foreign currency rate. A positive number below indicates an increase in profit for the year, net of tax, and retained profits, where RMB strengthens 5% against HKD. For a 5% weakening of RMB against HKD, there would be an equal and opposite impact on the profit of the Group, and the balances below would be negative.

	2018 HKD'000 千港元	2017 HKD'000 千港元
Decrease in profit for the year, net of tax 年內溢利減少·除稅後	<u>(1,134)</u>	<u>(617)</u>

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(i) 外幣風險 (續)

敏感度分析 (續)

下表詳述本集團對港元兌人民幣有5%貶值之敏感度。5%為內部向主要管理人員匯報外幣風險所用之敏感度比率，代表管理層對外匯匯率合理潛在變動之評估。敏感度分析僅包括以外幣計值之貨幣項目資產及負債，並於年終按外匯匯率增減5%調整有關換算。下列正數表示年內人民幣兌港元升值5%時除稅後溢利及留存溢利增加。當人民幣兌港元貶值5%時，則對本集團溢利有著相同但相反之影響，以下結餘將為負數。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(i) Foreign currency risk (Continued)

Sensitivity analysis (Continued)

The sensitivity analysis was determined assuming that the changes in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the group entities; exposure to currency risk for both derivative and non-derivative financial instruments in existence at the end of reporting period, and that all other variables, in particular the interest rates, remained constant.

The stated changes represent management's assessment of reasonably possible change in foreign exchange rate over the period until the next annual reporting date. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit for the year measured in their respective functional currencies, translated into HKD at the exchange rate ruling at the end of reporting period for presentation purpose. The analysis is performed on the same basis in the prior financial year.

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed interest-rate bank deposits and loans receivable. The directors consider the Group's exposure to fair value interest rate risk is not significant as both interest-bearing bank deposits and loans receivable are within short maturity periods throughout the year.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(i) 外幣風險 (續)

敏感度分析 (續)

敏感度分析乃假設外匯匯率於各報告期末已發生變動並已應用於各集團實體；於報告期末存在的衍生及非衍生金融工具貨幣風險及所有其他變數（尤其是利率）維持不變而釐定。

上述變動指管理層對本期間直至下個年度報告日期之外匯匯率合理潛在變動之評估。上表所呈列之分析結果代表年內各集團實體按各自功能貨幣計量之綜合影響，就呈報目的按報告期末之現行匯率換算為港元。分析乃按與前財政年相同之基準進行。

(ii) 利率風險

本集團就定息銀行存款及應收貸款承擔公平價值利率風險。董事認為，由於年內計息銀行存款及應收貸款為短期內到期，故本集團承擔的公平價值利率風險並不顯著。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(ii) Interest rate risk (Continued)

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank deposits and overdraft, advances from customers in margin financing, bank borrowings and finance lease payable. It is the Group's policy to keep certain bank deposits at floating rate of interest so as to minimise the fair value interest rate risk throughout the year.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR") and London Interbank Offered Rate ("LIBOR") arising from the Group's HKD and USD denominated bank borrowings.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative financial instruments at the end of reporting period. The analysis is prepared assuming these financial instruments outstanding at the end of reporting period were outstanding for the whole financial year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(ii) 利率風險 (續)

本集團亦因可變利率銀行存款及銀行透支、提供予保證金融資客戶之墊款、銀行貸款及應付融資租賃而面對現金流量利率風險。本集團的政策乃就其存款採用浮動利率以減低年內公平價值利率風險。

本集團的現金流量利率風險主要集中在香港銀行同業拆息及倫敦銀行同業拆息的波動，產生自本集團以港元及美元計值的銀行貸款。

敏感度分析

以下敏感度分析主要基於報告期末非衍生金融工具的利率風險承擔而釐定。於報告期末，本分析乃假設該等未兌現的金融工具於整個財政年度均並未兌現而編製。本集團內部向主要管理人員匯報利率風險會採納50基點上升及下跌為基準，此亦代表管理層對利率的合理可能變動的評估。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(ii) Interest rate risk (Continued)

Sensitivity analysis (Continued)

If the interest rates on bank deposits and overdraft, and advances to customers in margin financing were 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's profit for the year, net of tax, and retained profits would increase/decrease by approximately HKD911,000 (2017: profit for the year increase/decrease by approximately HKD1,042,000) attributable to the Group's exposure to interest rates on variable-rate bank deposits and overdraft, and advances to customers in margin financing. In addition, if the interest rates on bank borrowings and finance lease payables were 50 basis points (2017: 50 basis points) higher/lower and all other variables were held constant, the Group's profit for the year, net of tax, and retained profits would decrease/increase by approximately HKD5,351,000 (2017: profit for the year decrease/increase by approximately HKD4,830,000) attributable to the Group's exposure to interest rates on variable-rate bank borrowings and finance lease payable.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(ii) 利率風險 (續)

敏感度分析 (續)

倘銀行存款及銀行透支及提供予保證金融資客戶之墊款之利率上升/下降50基點(2017年: 50基點), 及所有其他可變因數維持不變, 則本集團年內的除稅後溢利及留存溢利將會增加/減少約911,000港元(2017年: 年內溢利增加/減少約1,042,000港元)。此乃由於本集團來自浮動利息銀行存款及銀行透支、提供予保證金融資客戶之墊款所產生利率風險所致。此外, 倘銀行貸款及應付融資租賃之利率上升/下跌50基點(2017年: 50基點), 而所有其他可變因數維持不變, 則本集團年內的除稅後溢利及留存溢利將減少/增加約5,351,000港元(2017年: 年內溢利減少/增加約4,830,000港元), 乃由於本集團的浮息銀行貸款及應付融資租賃所面對的利率風險所致。

38. FINANCIAL INSTRUMENTS (CONTINUED)**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)****(iii) Credit risk**

The Group's credit risk is primarily attributable to its trade and other receivables, advances to customers in margin financing and loans receivable. In order to minimise the credit risk, management has delegated a team who is responsible for determination of credit limits, credit approvals and other monitoring procedures on all customers who required individual credit evaluations to ensure that follow-up actions taken immediately to recover overdue debts. To be specific, these evaluations focus on the customer's past history of making payments when due and current ability to pay, market value of pledged collaterals, and taken into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Customers with balances more than a reasonable period of past due are requested to settle all outstanding balances before any further credit is granted.

Normally, the Group does not obtain collateral for the balance of trade receivables. However, the Group regularly reviews the recoverable amount of each individual trade debts at the end of reporting period to ensure that adequate loss allowances are made for irrecoverable amounts. In this regard, the directors consider that the credit risk is significantly reduced.

38. 金融工具 (續)**(B) 金融風險管理目標及政策 (續)****(iii) 信貸風險**

本集團之信貸風險主要由於貿易及其他應收賬款、提供予保證金融資客戶之墊款及應收貸款所致。為將信貸風險減至最低，管理層已指派一隊人員負責釐定信貸限額、信貸批核及其他監控程序，針對所有須要個別信貸評估的客戶，以確保即刻採取跟進行動以收回過期債務。具體而言，該等評估側重於客戶過往於款項到期時的付款記錄及目前償付能力、抵押品的市值，同時考慮客戶的特殊情況以及其經營所在的經濟環境。本集團要求有逾期超過合理期間的欠款的客戶在本集團向其提供任何其其他信貸前結清所有尚未償還結餘。

一般而言，本集團並無就貿易應收賬款餘額取得抵押品。然而，本集團於報告期末定時檢討各項貿易債項的可收回金額，以確保已就無法收回的金額作出足夠的虧損撥備。就此而言，董事認為信貸風險已大幅減少。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iii) Credit risk (Continued)

Segments other than financial services segment

The Group had a concentration of credit risk in relation to trade receivables arise from the individual characteristics of trade customers operate in the segments other than financial services segment was approximately 11% (2017: 26%) and 40% (2017: 63%) of total trade receivables of these segments were due from their largest customer and top five customers respectively. These trade receivables were mainly with counterparties with sounded credit standing or with whom the Group had no default payment history. The credit risk was limited because the counterparties with good repayment history and the default risk arise from the industry and country, in which the trade customers operate, also has an influence on credit risk but to a lesser extent.

Loss allowances calculation of trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all of the trade receivables balances. As at 31 December 2018, the loss allowance for trade receivables was determined in the following provision matrix on the basis of aging analysis as disclosed in Note 22 to the consolidated financial statements. The expected credit losses below also incorporated forward-looking information and groupings of various customer segments with similar loss patterns (i.e. by geographical region, customer type and rating, and product or service type) in calculation. The calculation also reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date in calculation.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(iii) 信貸風險 (續)

除金融服務分部以外分部

本集團承受除金融服務分部以外分部而具個人特色之貿易客戶應收賬款的集中信貸風險，因該等分部之最大客戶及5大客戶的貿易應收賬款分別佔該等分部之貿易應收賬款總額的11% (2017年：26%) 及40% (2017年：63%)。該等貿易應收賬款主要與信用狀況良好或本集團並無錄得對方拖欠支付的記錄。由於對方擁有良好還款記錄，而雖然該等客戶所在行業及國家的失責風險均會影響信貸風險，但相對有限。

貿易應收賬款的虧損撥備計算

本集團應用簡化法就香港財務報告準則第9號指定的預期信貸虧損作出撥備，其允許就所有貿易應收賬款結餘採用全期預期虧損撥備。於2018年12月31日，貿易應收賬款的虧損撥備乃根據賬齡分析（於綜合財務報表附註22披露）於以下撥備矩陣中釐定。於計算以下預期信貸虧損時，本集團亦已考慮前瞻性資料及具有類似虧損模式（即地區、客戶類別及評級及產品或服務類別）的多個客戶分部組別。該計算反映或然率加權結果、貨幣時間價值及於報告日期可得的合理及可靠資料。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iii) Credit risk (Continued)

Loss allowances calculation of trade receivables
(Continued)

		Expected loss rate 預期虧損率	Gross amount 總額 (HKD'000) 千港元	Loss allowance 虧損撥備 (HKD'000) 千港元
Gross carrying amount of specific debtors	個別借款人的總賬面值	100%	23,664	23,664
Gross carrying amount excluding specific debtors	除個別借款人外的 總賬面值			
0-30 days	0至30日	0.1%	27,780	31
31-60 days	31至60日	0.3%	7,216	24
61-90 days	61至90日	1.7%	2,407	40
91-180 days	91至180日	7.4%	5,105	375
More than 180 days	超過180日	30%	17,694	5,316
			60,202	5,786
Total	總和		83,866	29,450

Prior to 1 January 2018, for the balances of trade receivables, the management perform ongoing credit evaluations of its debtors' financial condition and does not require collateral from the debtors on the outstanding balances. Based on the expected recoverability and timing for collection of the outstanding balances, the Group maintains a provision for doubtful accounts and actual losses incurred have been within management's expectations.

早於2018年1月1日之前，就貿易應收賬款結餘而言，管理層對其債務人的財務狀況進行持續信貸評估，且並無要求債務人就尚未償還結餘提供抵押品。基於尚未償還結餘的預期可收回性及收回時間，本集團計提呆賬撥備，而已發生的實際虧損亦在管理層預期內。

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(iii) 信貸風險 (續)

貿易應收賬款的虧損撥備計算
(續)

		Expected loss rate 預期虧損率	Gross amount 總額 (HKD'000) 千港元	Loss allowance 虧損撥備 (HKD'000) 千港元
Gross carrying amount of specific debtors	個別借款人的總賬面值	100%	23,664	23,664
Gross carrying amount excluding specific debtors	除個別借款人外的 總賬面值			
0-30 days	0至30日	0.1%	27,780	31
31-60 days	31至60日	0.3%	7,216	24
61-90 days	61至90日	1.7%	2,407	40
91-180 days	91至180日	7.4%	5,105	375
More than 180 days	超過180日	30%	17,694	5,316
			60,202	5,786
Total	總和		83,866	29,450

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iii) Credit risk (Continued)

Financial services segment

Financial services segment has put in place a well-established credit policy governing the granting of credit limit to customers. Customers were generally required to deposit their securities, properties or other appropriate assets with the Group as collateral to their borrowings. The credit risks arise from the individual characteristics of these customers are regularly monitored with reference to the realisable values of the collateral and individual credit evaluations performed above. For the default risk of the industry and country in which these customers operate also has an influence on credit risk but to a lesser extent. For the receivables arise from the clearing house is at a high credit standing and the management does not expect the counterparty will fail to meet its obligations.

The Group had a concentration of credit risk in relation to advances to customers in margin financing and loans receivable of this segment was 24% (2017: 20%) and 62% (2017: 61%) of total receivables of this segment was due from their largest customer and top five customers respectively. These receivables were mainly arise from the counterparties with sounded credit standing or with whom the Group had security over the borrower's securities, properties or other financial assets.

Details of credit quality and the maximum exposure to credit risk of the Group's advances to customers in margin financing and loans receivable are set out in Notes 23 and 24 to the consolidated financial statements, respectively.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(iii) 信貸風險 (續)

金融服務分部

金融服務分部已實行穩固之信貸政策監管給予客戶之信貸額度。客戶一般須向本集團存置其證券、物業或其他適當的資產作為其貸款之抵押。定期監察因客戶個人特色而產生之信貸風險一般參考抵押品之可變現價值及評核個別信貸風險。該等客戶經營業務所在行業及國家的違約風險亦會對信貸風險產生影響，但程度較低。結算所產生的應收賬款具有高信譽，管理層預期交易對方將會履行其責任。

本集團亦承受該分部之提供予保證金融資客戶之墊款及應收貸款的集中信貸風險，因該分部之最大客戶及5大客戶的應收賬款分別佔該分部之應收賬款總額的24%（2017年：20%）及62%（2017年：61%）。該等應收賬款主要與信用狀況良好或本集團以借款人的證券、物業或其他金融資產為抵押的對方產生。

本集團提供予保證金融資客戶之墊款及應收貸款的信貸風險的信貸質素及最大風險詳情分別載於綜合財務報表附註23及24。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iii) Credit risk (Continued)

Other financial assets at amortised cost

Maximum exposure and year-end staging as at 31 December 2018

Except for the loss allowances recognised for the balances of loan to an associate and amount due from an associate subject to life-time ECL assessment set out in Note 19 to the consolidated financial statements, the loss allowances of other receivables, amounts due from joint ventures calculated are limited under 12-months ECL calculation classified as stage 1 of ECL model. The credit risk on restricted bank deposits and bank balances and cash is limited because they are placed with reputable banks with external credit rating of at least A1 assigned by an international credit-rating agency.

Maximum exposure as at 31 December 2017

The credit risk of the Group's other financial assets, which comprised of other receivables, amounts due from joint ventures, loan to an associate, amount due from an associate, restricted bank deposit, bank balance and cash, arises from default of the counterparties were with a maximum exposure equal to the carrying amounts of these financial instruments as detailed in the respective notes to the consolidated financial statements.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(iii) 信貸風險 (續)

按攤銷成本計量的其他金融資產

於2018年12月31日的最大風險及年末階段分類

除就貸款予聯營企業及應收聯營企業款項結餘確認的虧損撥備(受全期預期信貸虧損評估(載於綜合財務報表附註19)所規限)外,根據分類為預期信貸虧損模型階段一下12個月預期信貸虧損計算的其他應收賬款虧損撥備及應收合營企業款項乃有限。受限制銀行存款以及銀行結餘及現金的信貸風險乃有限,蓋因彼等存放於獲國際信用評級機構給予至少A1外部信用評級的聲譽良好的銀行。

於2017年12月31日的最大風險

本集團其他金融資產(包括其他應收賬款、應收合營企業款項、貸款予一間聯營企業、應收一間聯營企業款項、受限制銀行存款、銀行結餘及現金)之信貸風險均由於對方拖欠所產生,其最大風險等同該等金融工具之賬面值,詳情見相關綜合財務報表附註。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(iv) Liquidity risk

In the management of the Group's liquidity risk, the Group's management regularly monitors and maintains an optimal level of cash and cash equivalents deemed adequate by the management to finance the Group's operations which meets its liquidity requirement in the short, medium and long term perspectives, and mitigate the effects of fluctuations in cash flows. For the Group's financial services segment, there is a constant need of funding for the settlement of securities transactions, margin financing and loans to customers.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on their agreed repayment terms. The table illustrated below is based on the undiscounted cash flows of financial liabilities according to the earliest date on which the Group can be required to pay. Specifically, for the bank borrowings with repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on their respective agreed repayment dates. The table includes both interest and principal cash flows.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(iv) 流動資金風險

於管理本集團流動資金風險方面，本集團定時監控及維持管理層認為足夠為本集團符合短期、中期及長期經營看法提供資金及減輕現金流波動影響的現金及現金等價物的最佳水平。就本集團金融服務分部而言，用作證券交易結算、保證金融資及貸款予客戶之資金需求不斷。

下表詳述本集團根據商定的還款條款的非衍生金融負債尚餘合約年期，下表乃基於金融負債的未貼現現金流量及按本集團須最早償付的日期而載列。具體來說，具有即時還款條款的銀行貸款會列為最早時段償付，不論銀行選擇行使其權利的機率。其他非衍生金融負債到期日乃根據商定的還款日期。本表格包括利率及本金現金流。

38. FINANCIAL INSTRUMENTS (CONTINUED)

38. 金融工具 (續)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(B) 金融風險管理目標及政策 (續)

(iv) Liquidity risk (Continued)

(iv) 流動資金風險 (續)

Liquidity and interest risk tables

流動資金及利率風險表

2018	2018年	Weighted average interest rate	On demand or less than 1 month	1-3 months	3-12 months	More than 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2018
Non-derivative financial liabilities		非衍生金融負債						
	Trade and other payables		216,059				216,059	216,059
	Amount due to a related party		10,541				10,541	10,541
	Bank overdrafts	1.9	6,588				6,588	6,461
	Bank borrowings	4.0	6,170	7,032	34,658	1,342,962	1,390,822	1,281,054
	Loan from non-controlling interests	2.3	-	-	-	9,466	9,466	9,249
	Finance lease payable	2.5	12	37	100	582	731	651
			<u>239,370</u>	<u>7,069</u>	<u>34,758</u>	<u>1,353,010</u>	<u>1,634,207</u>	<u>1,524,015</u>
Non-derivative financial liabilities		非衍生金融負債						
	Trade and other payables		169,715				169,715	169,715
	Amount due to joint ventures		4,825				4,825	4,825
	Bank borrowings	4.13	160,187	6,847	24,663	1,053,271	1,244,968	1,156,927
	Loan from non-controlling interests	-	-	-	-	600	600	600
			<u>334,727</u>	<u>6,847</u>	<u>24,663</u>	<u>1,053,871</u>	<u>1,420,108</u>	<u>1,332,067</u>

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(v) Equity price risk

Equity price risk is the risk that the fair values of financial assets at fair value through profit or loss decrease as a result of changes in the levels of equity indices and the market price of unlisted equity investment determined by the independent professional valuer, Ascent Partners Valuation Services Limited. The Group was exposed to equity price risk arising from equity securities listed in Hong Kong and unlisted equity investment in the U.S. classified as financial assets at fair value through profit or loss as at 31 December 2017 and 2018.

The following table demonstrates the sensitivity to every 5% change in the fair values of the Group's equity investments of which the directors expect the future possible changes of financial assets, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of reporting period.

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(v) 股本價格風險

股本價格風險是指股本指數水平及獨立專業估值師艾升評值諮詢有限公司所釐定非上市股本投資市價變動而導致的按公平價值列入損益的金融資產公平價值下跌的風險。於2017年及2018年12月31日，本集團所面對的股本價格風險源自於香港上市的股本證券及於美國的非上市股本投資，其分類為按公平價值列入損益的金融資產。

下表列示本集團之股本投資之公平價值對每5%變動之敏感度而董事預期將來可能改變的金融資產（所有其他變數保持不變及不計任何稅項影響），按其於報告期末之賬面值計算。

		Increase/ (decrease) in fair value 公平價值之 增加／(減少)	Increase/ (decrease) in profit before tax 除稅前溢利之 增加／(減少)	Increase/ (decrease) in equity 權益之增加／ (減少)
		%	HKD'000 千港元	HKD'000 千港元
2018	2018年			
Equity investment listed in Hong Kong	香港上市的股本證券	5	334	-
Unlisted equity investment outside Hong Kong	香港境外非上市股本投資	5	3,289	-
2017	2017年			
Equity investment listed in Hong Kong	香港上市的股本證券	5	456	-

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(vi) Offsetting financial assets and financial liabilities

The following tables represent details of the Group's financial assets and financial liabilities subject to offsetting, restricted by enforceable master netting arrangements or similar agreements between the Group and Hong Kong Securities Clearing Company Limited ("HKSCC").

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(vi) 抵銷金融資產及金融負債

下表呈列本集團可予抵銷之金融資產及金融負債(受可強制執行之總淨額結算安排或公司與香港交易及結算有限公司類似協議限制)之詳情。

		Financial assets subject to offsetting 可予抵銷之金融資產						
		Gross amount of recognised financial assets			Gross amount of recognised financial liabilities		Related amounts not offset in the consolidated statement of financial position 概無於綜合財務狀況表抵銷之相關金額	
		Gross amount of recognised financial assets	Gross amount of recognised financial liabilities offset in the consolidated statement of financial position	Net amount of financial assets presented in the consolidated statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount	
		已確認金融資產總額	已確認金融負債總額	於綜合財務狀況表呈列之金融資產淨額	現金抵押品以外之金融工具	已收現金抵押品	淨額	
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
At 31 December 2018	於2018年12月31日							
Trade receivable from HKSCC	來自香港結算之貿易應收款項	59,947	(59,947)	-	-	-	-	
At 31 December 2017	於2017年12月31日							
Trade receivable from HKSCC	來自香港結算之貿易應收款項	96,782	(95,411)	1,371	-	-	1,371	

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

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

38. FINANCIAL INSTRUMENTS (CONTINUED)

38. 金融工具 (續)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(B) 金融風險管理目標及政策 (續)

(vi) Offsetting financial assets and financial liabilities (Continued)

(vi) 抵銷金融資產及金融負債 (續)

Financial liabilities subject to offsetting
可予抵銷之金融負債

	Gross amount of recognised financial liabilities	Gross amount of recognised financial assets offset in the consolidated statement of financial position	Net amount of financial liabilities presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position		Net amount
				Financial instruments other than cash collateral	Cash collateral received	
	已確認金融負債總額	已確認金融資產總額	於綜合財務狀況表呈列之金融負債淨額	現金抵押品以外之金融工具	已收現金抵押品	淨額
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2018 Trade payable from HKSCC		於2018年12月31日 來自香港結算之 貿易應付賬款				
	60,152	(59,947)	205	-	-	205
At 31 December 2017 Trade payable from HKSCC		於2017年12月31日 來自香港結算之 貿易應付賬款				
	95,411	(95,411)	-	-	-	-

38. FINANCIAL INSTRUMENTS (CONTINUED)

(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(vi) Offsetting financial assets and financial liabilities (Continued)

The tables below reconcile the amounts of trade and other receivables, and trade and other payables of the Group as presented in the consolidated statement of financial position:

Trade and other receivables

		2018 HKD'000 千港元	2017 HKD'000 千港元
Net amount of trade receivable from HKSCC	來自香港結算之貿易應收賬款淨額	–	1,371
Trade and other receivables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應收賬款	<u>513,594</u>	<u>145,323</u>
Trade and other receivables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應收賬款	<u>513,594</u>	<u>146,694</u>

Trade and other payables

		2018 HKD'000 千港元	2017 HKD'000 千港元
Net amount of trade payable from HKSCC	來自香港結算之貿易應付賬款淨額	205	–
Trade and other payables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應付賬款	<u>231,703</u>	<u>174,361</u>
Trade and other payables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應付賬款	<u>231,908</u>	<u>174,361</u>

38. 金融工具 (續)

(B) 金融風險管理目標及政策 (續)

(vi) 抵銷金融資產及金融負債 (續)

下表為綜合財務狀況表所呈列本集團之貿易及其他應收賬款及貿易及其他應付賬款金額之對賬：

貿易及其他應收賬款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Net amount of trade receivable from HKSCC	來自香港結算之貿易應收賬款淨額	–	1,371
Trade and other receivables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應收賬款	<u>513,594</u>	<u>145,323</u>
Trade and other receivables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應收賬款	<u>513,594</u>	<u>146,694</u>

貿易及其他應付賬款

		2018 HKD'000 千港元	2017 HKD'000 千港元
Net amount of trade payable from HKSCC	來自香港結算之貿易應付賬款淨額	205	–
Trade and other payables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應付賬款	<u>231,703</u>	<u>174,361</u>
Trade and other payables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應付賬款	<u>231,908</u>	<u>174,361</u>

38. FINANCIAL INSTRUMENTS (CONTINUED)

(C) FAIR VALUE

The fair value hierarchies of financial assets and financial liabilities are determined as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities, the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices.
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the financial assets and financial liabilities, either directly (that is, prices) or indirectly (that is, derived from prices).
- Level 3 – inputs for the financial assets and financial liabilities that are not based on observable market data (that is, unobservable inputs).

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements are approximate at their fair values. There were no changes in the valuation techniques or transfers between the levels during both current and prior years.

38. 金融工具 (續)

(C) 公平價值

金融資產及金融負債的公平價值層級乃按下列因素釐定：

- 層級1—根據於交投活躍市場中可辨認資產或負債的報價(未經調整)·附有一般條款及條件並於活躍流動市場交易的金融資產及金融負債的公平價值乃參考市場所報的買入價而釐定。
- 層級2—層級1所包括之報價以外·可就金融資產及金融負債直接(即價格)或間接(即從價格推算)觀察得出之輸入數據。
- 層級3—並非根據可觀察市場數據得出之金融資產及金融負債輸入數據(即無法觀察輸入數據)。

董事認為·於綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面值與其等的公平價值相若。於當前及過往年度·估值技術或層級之間的轉撥並無變動。

38. FINANCIAL INSTRUMENTS (CONTINUED)

(C) FAIR VALUE (CONTINUED)

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial assets and financial liabilities that are measured subsequently to initial recognition at fair value, which are all grouped into Level 1 except for the unlisted equity investment outside Hong Kong, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements. Level 1 fair value measurement is derived from quoted prices (unadjusted) in active market for identical financial assets. Level 3 fair value measurement is derived from the inputs for the below financial assets that are not based on observable market data (that is, unobservable inputs).

38. 金融工具 (續)

(C) 公平價值 (續)

於綜合財務狀況表確認的公平價值計量

下表為金融資產及金融負債在首次以公平價值確認之後而計量(所有按其公平價值計量之輸入數據可觀察程度及公平價值計量輸入數據的重要程度而歸類為層級1, 香港境外非上市股本投資除外)的分析。層級1公平價值計量乃根據可辨認金融資產於交投活躍的市場中報價(未經調整)所得。層級3公平價值計量乃根據下列並非根據可觀察市場數據(即無法觀察輸入計算數據)之金融資產輸入數據。

		2018 HKD'000 千港元	2017 HKD'000 千港元
Level 1	層級1		
Equity securities listed in Hong Kong	香港上市的股本證券	6,676	9,118
Level 3	層級3		
Unlisted equity investment outside Hong Kong	香港境外非上市股本投資	65,777	-

38. FINANCIAL INSTRUMENTS (CONTINUED)

(C) FAIR VALUE (CONTINUED)

Fair value measurements recognised in the consolidated statement of financial position (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (level 3) are as follows:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Fair value through profit or loss:	按公平價值列入損益		
At 1 January	於1月1日	-	-
Additions	添置	65,777	-
At 31 December	於12月31日	65,777	-

The fair value of unlisted equity investment outside Hong Kong is estimated using valuation techniques that include the use of both observable and unobservable inputs. The significant inputs included market value of comparable companies, risk-free rate and expected recoverable rate of the investment and adjusted for discounts of lack of marketability ("DLOM"). The risk-free rate, DLOM and expected recoverable rate are 2.49%, 4.87%, and 15% respectively. The change in fair value of the unlisted equity investment is immaterial for the current financial year and therefore not recognised by the Group,

39. CONTINGENT LIABILITIES

Details of potential tax liabilities in connection with the potential penalty arising from the late filing of the PRC tax returns for the PRC Enterprise Income Tax is disclosed in Note 9 to the consolidated financial statements.

38. 金融工具 (續)

(C) 公平價值 (續)

確認於綜合財務狀況表的公平價值計量 (續)

根據重大不可觀察輸入數據 (層級3) 按公平價值列賬的金融工具對賬如下:

香港境外非上市股本投資的公平價值採用估值技術估算，有關技術包括使用可觀察及不可觀察的輸入數據。重大輸入數據包括可資比較公司的市值、投資的無風險利率及預期收回率，並就缺乏市場流通性的貼現率（「缺乏市場流通性的貼現率」）作出調整。無風險利率、缺乏市場流通性的貼現率及預期收回率分別為2.49%、4.87%及15%。非上市股本投資於當前財政年度的公平價值變動並不重大，因此本集團並無予以確認。

39. 或然負債

與較晚提交中國企業所得稅之中國納稅申報單所產生之潛在罰金相關的潛在稅務責任之詳情於綜合財務報表附註9披露。

40. OPERATING LEASES

OPERATING LEASES – LESSEE

The Group made the following minimum and contingent lease payments under non-cancellable operating leases during the year was as follows:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Operating lease rentals in respect of:	以下項目的經營租賃租金：		
Minimum lease payments	最低租賃款項		
– community mall	– 社區商場	20,730	10,993
– offices	– 辦公室	1,825	976
– staff quarters	– 員工宿舍	954	1,194
– retail shops	– 零售店	5,992	5,091
		<u>29,501</u>	<u>18,254</u>
Contingent lease payments	或然租賃款項	16,325	833
		<u>45,826</u>	<u>19,087</u>

The minimum and contingent lease payments under non-cancellable operating leases include contingent rentals for various retail shops calculated based on the relevant shops' revenue generated during the year by using pre-determined formulae.

40. 經營租賃

經營租賃 – 承租人

本集團於財政年度內作出以下最低或然及不可取消經營租賃款項：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Operating lease rentals in respect of:	以下項目的經營租賃租金：		
Minimum lease payments	最低租賃款項		
– community mall	– 社區商場	20,730	10,993
– offices	– 辦公室	1,825	976
– staff quarters	– 員工宿舍	954	1,194
– retail shops	– 零售店	5,992	5,091
		<u>29,501</u>	<u>18,254</u>
Contingent lease payments	或然租賃款項	16,325	833
		<u>45,826</u>	<u>19,087</u>

不可取消經營租賃的最低及或然租賃款項包括按於年內產生的相關零售商舖的營業額並以預先釐定的公式計算的若干零售商舖或然租金。

40. OPERATING LEASES (CONTINUED)

OPERATING LEASES – LESSEE (CONTINUED)

At the end of reporting period, the Group had the following commitments of future minimum lease payments, except contingent rentals, for community mall, offices, staff quarters and retail shops under non-cancellable operating leases, which were fall due as follows:

		2018 HKD'000 千港元	2017 HKD'000 千港元
Within one year	一年內	24,394	13,810
In the second to fifth year, inclusive	第二年至第五年 (包括首尾兩年)	80,130	17,895
Over five years	超過五年	278,310	–
		382,834	31,705

Future minimum lease payments represent rental expenses payables by the Group for community mall, offices, staff quarters, and retail shops. Lease agreements are negotiated for lease terms ranged from one to twenty years (2017: from one to three years).

The above lease commitments represent basic rents only and do not include contingent rental expenses payable in respect of various retail shops leased by the Group. In general, these contingent rental expenses are calculated with reference to the relevant retail shops' turnover generated during the year by using pre-determined formulae, such contingent rental expenses cannot be estimated in advance.

40. 經營租賃 (續)

經營租賃－承租人 (續)

於報告期末，本集團就未來最低租賃付款承擔以下承諾，但不可撤銷經營租賃下的社區商場、辦公室、員工宿舍及零售店的或然租賃除外，其到期日的分析如下：

未來最低租賃款項乃指本集團應付其若干社區商場、辦公室、員工宿舍及零售商舖的租金開支。租賃協議經協定之租期為一至二十年不等 (2017：一至三年不等)。

上述租賃承擔僅指基本租金，但不包括本集團租賃的多間零售商舖的應付或然租金開支。一般而言，該等或然租金開支乃參考相關零售商舖年內產生的營業額使用預先釐定的程式計算，此等或然租金開支的金額並不可事先估計。

40. OPERATING LEASES (CONTINUED)

OPERATING LEASES – LESSOR

Rental income generated by leasing the investment properties held by the Group during the year was amounted to approximately HKD64,062,000 (2017: HKD51,349,000). Tenants for such investment properties held for leasing purpose have committed with lessors for the next one to nineteen years subject to the shopping newly leased as disclosed above (2017: one to five years).

At the end of reporting period, the Group had contracted with tenants for the following future minimum lease income:

40. 經營租賃 (續)

經營租賃 – 出租人

年內，租賃投資物業產生之租金收入約為64,062,000港元（2017年：51,349,000港元）。本集團持作租賃用途的投資物業租戶已承諾出租人，租期介乎一至十九年（2017：一至五年）。

於報告期末，本集團與租戶訂立未來最低租賃收入合約如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Within one year	一年內	49,506	60,062
In the second to fifth year, inclusive	第二年至第五年 (包括首尾兩年)	80,602	92,126
Over five years	超過五年	84,820	-
		<u>214,928</u>	<u>152,188</u>

41. COMMITMENTS

As at the end of reporting period, the Group had the following contractual commitments not provided for in the consolidated financial statements:

41. 承擔

於報告期末，本集團已就下列合約性開支並未計入綜合財務報表內：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Contracted for but not provided:	有關已訂立合約惟並未撥備：		
– Capital contribution in respect of an unlisted equity investment in the U.S.	– 資本投入於美國的非上市股本投資	51,682	–
– Construction costs of Xiamen and Shenyang outlet malls	– 廈門及瀋陽奧特萊斯之建造成本	199,605	7,118
		<u>251,287</u>	<u>7,118</u>

42. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) for all its qualifying employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of independent trustees. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to contribute 5% or HKD1,500 per month in maximum of relevant payroll costs to the MPF Scheme, which contribution is matched by employees.

42. 退休福利計劃

本集團為所有於香港的合資格僱員執行一項強制性公積金計劃（「強積金計劃」）。強積金計劃已根據香港強制性公積金計劃條例向強制性公積金計劃管理局註冊。強積金計劃的資產與本集團的資產分開管理，並由信託人控制的基金持有。根據強積金計劃的規則，僱主及其僱員均須按規則內列明的比率向該計劃作出供款。本集團跟據強積金計劃唯一的義務是每月把相關的工資成本的5%或最高1,500港元作為強積金計劃供款，而僱員亦須繳納相等的供款。

42. RETIREMENT BENEFITS SCHEME (CONTINUED)

The Company's subsidiaries operate in the PRC are members of the state-managed retirement benefits scheme, the Central Provident Fund, operated by the government of the PRC. The retirement scheme contributions, which are based on a certain percentage of the monthly salaries of the relevant subsidiaries' employees, are charged to the consolidated statement of profit or loss in the period to which they relate and represent the amount of contributions payable by these subsidiaries to the scheme. The Group has no other obligation under this state-managed retirement benefits scheme other than the contribution payments.

The Group also participates in defined contribution retirement schemes organised by the relevant local government authorities in other jurisdictions where the Group operates. Certain employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the schemes. The Group is required to make contributions to the retirement schemes up to the time of retirement of the eligible employees, excluding those employees who resigned before their retirements, at a percentage that is specified by the local governments.

42. 退休福利計劃 (續)

本公司於中國運營的附屬公司為中國政府經營的國家管理退休福利計劃(中央公積金)成員。此退休計劃供款乃按相關附屬公司僱員的每月工資的若干百分比計量,並於有關期內將此等附屬公司的應付退休計劃供款計入綜合損益表。除支付供款外,本集團於此國家管理退休福利計劃項下概無其他責任。

本集團亦參與本集團經營業務的其他司法權區的相關地方政府部門的界定供款退休計劃。本集團符合資格參加退休計劃的若干僱員有權享有該等計劃的退休福利。本集團須按當地政府規定的百分比率向該等退休計劃作出供款,直至合資格僱員退休為止,不包括於退休前辭任的有關僱員。

43. RELATED PARTY DISCLOSURES

(A) RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with the following related parties:

Mr. Cheng and his associates:

Nature	性質	2018 HKD'000 千港元	2017 HKD'000 千港元
Commission income from securities trading	證券買賣所得佣金收入	39	48
Interest income from margin financing	客戶墊款利息收入	212	108
Entertainment expenses	業務招待費	–	45
Management fee expenses	管理費開支	–	203
Rental expenses	租金開支	516	516
Motor vehicle expenses	汽車開支	72	67
Total amount of margin financing facilities granted (Note (i))	授予保證金融資安排之總金額(附註(i))	10,000	10,000
Maximum amount of margin financing	保證金融資最高金額	8,745	3,490

Other related parties:

Nature	性質	2018 HKD'000 千港元	2017 HKD'000 千港元
Interest income from joint ventures	合營公司利息收入	1,066	2,954
Interest expenses to non-controlling shareholder	非控股股東利息開支	229	–
Minimum purchases for the sale and distribution of swimwear and other sportswear, shoes and related accessories (Note (ii))	銷售及分銷游泳服裝及其他運動服裝、鞋及相關配飾(附註(ii))	103,558	117,601

43. 關連人士披露

(A) 關連人士交易

兩個財政年度內，本集團與以下關連人士進行以下交易：

鄭盾尼先生及其聯繫人士：

2018 HKD'000 千港元	2017 HKD'000 千港元
39	48
212	108
–	45
–	203
516	516
72	67
10,000	10,000
8,745	3,490

其他方：

2018 HKD'000 千港元	2017 HKD'000 千港元
1,066	2,954
229	–
103,558	117,601

43. RELATED PARTY DISCLOSURES (CONTINUED)

(A) RELATED PARTY TRANSACTIONS (CONTINUED)

Notes:

- (i) Advances to the director in margin financing facilities granted are repayable on demand, carried at an interest rate of Prime Rate plus 3% (2017: Prime Rate plus 3%) per annum, and are secured by securities collateral for both years.
- (ii) Pursuant to the Distribution Agreement with Shanghai Descente Commercial Co. Ltd, a substantial shareholder of one of the Company's subsidiary, the Group is required to make minimum purchases in each contract year effective from the financial year of 2017 to 2021, subject to the Group was appointed as an exclusive distributor during the year for the sale and distribution of swimwear and other sportswear, shoes and related accessories in the PRC.

These transactions disclosed in Notes (i) and (ii) above are constituted as connected transactions as defined under the Listing Rules, and those that are not exempted from disclosures in accordance with the Listing Rules are set out in the section headed "Continuing Connected Transactions" in the Corporate Governance Report.

43. 關連人士披露 (續)

(A) 關連人士交易 (續)

附註:

- (i) 於兩個年度內，就保證金融資向董事作出之墊款須於要求時償還，按最優惠利率每年加3%計息（2017年：最優惠利率加3%），並以證券抵押品作為擔保。
- (ii) 根據與上海迪桑特商業有限公司的分銷協議，本集團須於各合約年度（有效期由2017年至2021年財政年度）達到最低採購額，本集團於年內獲委任為獨家分銷商於中國銷售及分銷游泳服裝及其他運動服裝、鞋及相關配飾。

該等交易載於附註(i)及(ii)是構成上市規則項下所界定之關連交易，而根據上市規則不獲豁免作出披露之交易載於企業管治報告「持續關連交易」一節。

43. RELATED PARTY DISCLOSURES (CONTINUED)

(B) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of the directors and members of senior management, included as key management personnel, during the year were as follows:

43. 關連人士披露 (續)

(B) 主要管理人員薪酬

年內包括為主要管理人員的董事及高級管理人員的薪酬如下：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Short-term benefits	短期福利	12,817	14,129
Post-employment benefits	終止僱用後福利	148	165
		<u>12,965</u>	<u>14,294</u>

The remunerations of the directors and members of senior management were determined by the Remuneration Committee taking into accounts of their experience, qualifications, business performance, market practices and competitive market conditions as disclosed in the Corporate Governance Report.

董事及主要管理人員的薪酬乃由薪酬委員會考慮其經驗、資歷、商業表現、市場手法及競爭狀況。詳情見企業管治報告。

44. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

44. 控股公司的財務狀報表

		Notes 附註	2018 HKD'000 千港元	2017 HKD'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	投資於附屬公司	45	988	988
Amounts due from subsidiaries	應收附屬公司款項		2,743,655	2,916,464
Restricted bank deposit	受限制銀行存款		20,000	20,000
			<u>2,764,643</u>	<u>2,937,452</u>
Current assets	流動資產			
Other receivables	其他應收款項		734	632
Bank balances and cash	銀行結餘及現金		79,232	35,723
			<u>79,966</u>	<u>36,355</u>
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項		-	16,723
Other payables	其他應付賬款		2,558	2,595
Bank borrowings	銀行借貸		283,315	489,577
			<u>285,873</u>	<u>508,895</u>
Net current liabilities	流動負債淨值		<u>(205,907)</u>	<u>(472,540)</u>
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款		509,942	376,304
Net assets	資產淨值		<u>2,048,794</u>	<u>2,088,608</u>
Equity	權益			
Share capital	股本	33	297,403	295,581
Reserves	儲備	36	1,751,391	1,793,027
			<u>2,048,794</u>	<u>2,088,608</u>

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

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

45. INTERESTS IN SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2018 and 2017 are as follows:

45. 於附屬公司的權益

於2018年及2017年12月31日，本公司的主要附屬公司詳情如下：

Name of subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up/ issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益		Principal activities 主營活動		
			2018 Directly 直接	Indirectly 間接	2017 Directly 直接	Indirectly 間接	
Cosmo Group Holdings Limited	The British Virgin Islands 英屬處女群島	Ordinary USD10,000 普通股10,000美元	100%	–	100%	–	Investment holding 投資控股
Power Plus Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	–	100%	–	100%	Investment holding 投資控股
Premier Ever Group Limited	The British Virgin Islands 英屬處女群島	Ordinary USD63,068,127 普通股63,068,127美元	–	100%	–	100%	Investment holding 投資控股
Rivergold International Limited	The British Virgin Islands 英屬處女群島	Ordinary USD78,364,080 普通股78,364,080美元	–	100%	–	100%	Investment holding 投資控股
瀋陽奧特萊斯房地產開發有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Registered capital USD70,766,000 註冊資本70,766,000美元	–	100%	–	100%	Property investment 物業投資
瀋陽建新聯合置業有限公司 (Note i) (附註i)	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Registered capital USD42,500,000 註冊資本42,500,000美元	–	–	–	100%	Property investment 物業投資
瀋陽建灃置業有限公司 (Note i) (附註i)	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Registered capital USD18,300,000 註冊資本18,300,000美元	–	–	–	100%	Property investment 物業投資

45. INTERESTS IN SUBSIDIARIES
(CONTINUED)

45. 於附屬公司的權益 (續)

Name of subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up/ issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益				Principal activities 主營活動
			2018 Directly Indirectly 直接 間接		2017 Directly Indirectly 直接 間接		
瀋陽尚柏百貨有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Registered capital USD9,800,000 註冊資本9,800,000美元	-	100%	-	100%	Operation and management of outlet malls 奧特萊斯營運及管理
China Rise Finance Group Company Limited 華晉金融集團有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股10,000港元	-	100%	-	100%	Investment holding 投資控股
China Rise Securities Asset Management Company Limited 華晉證券資產管理有限公司	Hong Kong 香港	Ordinary HKD100,000,000 普通股100,000,000港元	-	100%	-	100%	Provision of securities brokerage, underwriting and placing of listed securities, margin financing and financial advisory services 提供證券經紀、包銷及配售上市證券、保證金融資及財務諮詢服務
China Rise Finance Co., Limited 華晉財務有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股10,000港元	-	100%	-	100%	Provision of money lending services 提供借貸服務
Trillion Earning Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Worldwide Properties Limited 華聯置業有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股10,000港元	-	100%	-	100%	Property investment 物業投資
金寶來大飯店股份有限公司 (Note ii) (附註ii)	Taiwan 台灣	Ordinary NTD50,000,000 普通股新台幣50,000,000	-	100%	-	100%	Operation and management of duty free shops 經營及管理免稅品店

45. INTERESTS IN SUBSIDIARIES
(CONTINUED)

45. 於附屬公司的權益 (續)

Name of subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up/ issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益				Principal activities 主營活動
			2018		2017		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Smart Shine Industries Limited	The British Virgin Islands 英屬處女群島	Ordinary USD2 普通股2美元	-	100%	-	100%	Investment holding 投資控股
SYM Development Limited	Hong Kong 香港	Ordinary HKD2 普通股2港元	-	100%	-	100%	Property investment 物業投資
Kwan Tai Resources Limited 君泰資源有限公司	Hong Kong 香港	Ordinary HKD10 普通股10港元	-	100%	-	100%	Property investment 物業投資
Yue Hing Holdings Limited 裕興控股有限公司	Hong Kong 香港	Ordinary HKD2 普通股2港元	-	100%	-	100%	Property investment 物業投資
JFT Holdings Limited 解放豐通控股有限公司	Hong Kong 香港	Ordinary HKD316,000,000 普通股316,000,000港元	-	100%	-	100%	Provision of IT, corporate services and portfolio management 提供信息技術、企業 服務和投資組合 管理的服務
Profit Guaranteed Assets Limited 利保資產有限公司	Hong Kong 香港	Ordinary HKD2 普通股2港元	-	100%	-	100%	Provision of accountancy, legal, secretarial and cruiser services 提供會計、法律、 秘書及船泊服務
新矜步(上海)國際貿易 有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資 企業)	Ordinary USD3,000,000 普通股3,000,000美元	-	100%	-	100%	Property investment 物業投資
添峯(上海)服飾貿易有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資 企業)	Ordinary RMB23,611,365 普通股人民幣23,611,365	-	100%	-	100%	Trading, retailing and distribution of swimming apparel and accessories 貿易、零售及分銷 游泳用品及配飾

45. INTERESTS IN SUBSIDIARIES
(CONTINUED)

45. 於附屬公司的權益 (續)

Name of subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up/ issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益				Principal activities 主營活動
			2018		2017		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
杭州朗旌網絡科技有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary RMB2,000,000 普通股人民幣2,000,000元	-	100%	-	100%	Trading, retailing and distribution of swimming apparel and accessories 貿易、零售及分銷游泳用品及配飾
杭州朗步網絡科技有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary RMB2,000,000 普通股人民幣2,000,000元	-	55%	-	55%	Provision of online trading platform support 提供網上交易平台支援服務
南寧駿灃服飾有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary USD14,080,000 普通股14,080,000美元	-	100%	-	100%	Trading, retailing and distribution of swimming apparel and accessories 貿易、零售及分銷游泳用品及配飾
Arena (Shanghai) Industrial Co. Limited 阿瑞娜(上海)實業有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary RMB30,000,000 普通股人民幣30,000,000元	-	70%	-	70%	Trading, retailing and distribution of swimming apparel and accessories 貿易、零售及分銷游泳用品及配飾
意灃(廈門)商貿有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary USD1,000,000 普通股1,000,000美元	-	100%	-	100%	Operation and management of fashion stores 營運及管理時裝店
Pony International Limited 香港	Hong Kong 香港	Ordinary HKD2 普通股2港元	-	100%	-	100%	Sub-licensing of trademark rights, trading and wholesales of sportswear 分授商標權、運動服貿易及批發

45. INTERESTS IN SUBSIDIARIES
(CONTINUED)

45. 於附屬公司的權益 (續)

Name of subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up/ issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益				Principal activities 主營活動
			2018		2017		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Super Jumbo Holdings Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Development and management of "PONY" trademarks 發展及管理「PONY」商標
Pony, Inc.	The United States of America 美國	Ordinary USD1 普通股1美元	-	100%	-	100%	Sub-licensing of trademark rights 轉授商標權
Pony Asia Holdings Pte. Limited	Singapore 新加坡	Ordinary SGD100 普通股100新加坡元	-	100%	-	100%	Sub-licensing of trademark rights 轉授商標權
Perfect Day Ventures Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Aggressive Resources Limited (Note iii) (附註iii)	The British Virgin Islands 英屬處女群島	Ordinary USD50,000 普通股50,000美元	-	100%	-	-	Investment holding 投資控股
Supremium Bio-Technology Limited (Note iii) 展圖生物科技有限公司 (附註iii)	Hong Kong 香港	Ordinary HKD10,000 普通股10,000港元	-	100%	-	-	Sourcing, manufacturing, designing, packaging, wholesaling and trading of health supplement products 採購、製造、設計、包裝、批發及貿易保健產品

45. INTERESTS IN SUBSIDIARIES
(CONTINUED)

45. 於附屬公司的權益 (續)

Name of subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up/ issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益				Principal activities 主營活動
			2018		2017		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Giant Eagle Enterprises Limited	The British Virgin Islands 英屬處女群島	Ordinary USD100 普通股100美元	-	100%	-	100%	Investment holding 投資控股
Kingxin International Investment Limited 金鑫国际投资有限公司	The British Virgin Islands 英屬處女群島	Ordinary USD50,000 普通股50,000美元	-	80%	-	80%	Investment holding 投資控股
HK Asia Gain International Investment Limited 香港亞太興國際投资有限公司	Hong Kong 香港	Ordinary HKD28,000,000 普通股28,000,000港元	-	80%	-	80%	Investment holding 投資控股
重慶雲太美每家商業運營管理有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary RMB260,000,000 普通股 人民幣260,000,000元	-	80%	-	80%	Property investment 物業投資
Majestic City Group Limited 雄城集團有限公司	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Majestic City (Hong Kong) Limited 雄城(香港)有限公司	Hong Kong 香港	Ordinary HKD 1 普通股1港元	-	100%	-	100%	Investment holding 投資控股
廈門尚柏奧萊置業有限公司	The PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary USD45,000,000 普通股45,000,000美元	-	100%	-	100%	Property investment 物業投資
Grand Galatica Limited	The British Virgin Islands 英屬處女群島	Ordinary USD100 普通股100美元	-	100%	-	100%	Club debenture holding 持有會所債券

45. INTERESTS IN SUBSIDIARIES (CONTINUED)

Notes

- (i) The disposal transaction was completed on 29 August 2018 and the Group ceased to have any equity interest on the same date. Details of the disposal transaction was disclosed in Note 47 to the consolidated financial statements.
- (ii) The subsidiary commenced voluntary liquidation on 30 November 2018.
- (iii) Acquired through business combination during the year. Details of the business combination are set out in Note 48 to the consolidated financial statements.
- (iv) None of the subsidiaries had issued any debt security at the end of reporting period or at any time during the year.
- (v) The above table lists of the Company's subsidiaries which, in the opinion of the directors, principally affected the Group's results or assets. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

45. 於附屬公司的權益 (續)

附註：

- (i) 出售交易於2018年8月29日完成，而本集團亦於同日停止存有任何權益。出售交易的詳情披露於綜合財務報表附註47。
- (ii) 該附屬公司於2018年11月30日開始自願清盤。
- (iii) 年內透過業務合併收購。業務合併的詳情載於綜合財務報表附註48。
- (iv) 於報告期末及年內任何時間，概無附屬公司已發行任何債務股份。
- (v) 董事認為，上表所列的本公司附屬公司為主要影響本集團業績或資產的公司。董事認為倘提供其他附屬公司的詳細資料會導致附屬公司資料部分過於冗長。

46. NON-CONTROLLING INTERESTS

As at 31 December 2017 and 2018, the Group had material non-controlling interests (“NCI”) arising from its 70% equity interest in Arena (Shanghai) Industrial Co. Limited (“Arena Shanghai”) and 80% equity interest in Kingxin, which are considered as material NCI. The NCI of other subsidiaries that are not 100% owned by the Group are considered to be immaterial and their financial information is not disclosed as below.

Summarised financial information in relation to the material NCIs before intra-group eliminations, is presented as follows:

SUMMARISED STATEMENT OF FINANCIAL POSITION OF ARENA SHANGHAI AND KINGXIN AS AT 31 DECEMBER

46. 非控股權益

於2017年及2018年12月31日，本集團因持有阿瑞娜（上海）實業有限公司（「阿瑞娜上海」）70%股權及80%金鑫國際投資有限公司（「金鑫」）之股權被視為重大非控股權益。該收購之詳情於下文披露。而並非由本集團全資擁有之其他附屬公司之非控股權益乃視為並非重大，並彼等之財務資料不予披露。

有關重大非控股權益之財務資料概要（未作集團內公司間抵銷）呈列如下：

在12月31日，有關阿瑞娜上海及金鑫之全面收益表概要

		Arena Shanghai 阿瑞娜上海		Kingxin 金鑫	
		2018 HKD'000 千港元	2017 HKD'000 千港元	2018 HKD'000 千港元	2017 HKD'000 千港元
Current	流動				
Assets	資產	77,745	53,535	2,090	4,101
Liabilities	負債	(46,047)	(7,615)	(276,632)	(276,738)
		<u>31,698</u>	<u>45,920</u>	<u>(274,542)</u>	<u>(272,637)</u>
Non-current	非流動				
Assets	資產	2,388	2,965	495,925	521,394
Liabilities	負債	—	—	(53,682)	(54,166)
		<u>2,388</u>	<u>2,965</u>	<u>442,243</u>	<u>467,228</u>
Net assets	淨資產	<u>34,086</u>	<u>48,885</u>	<u>167,701</u>	<u>194,591</u>
Accumulated non-controlling interests	累計非控股權益	<u>10,226</u>	<u>14,666</u>	<u>33,540</u>	<u>38,918</u>

46. NON-CONTROLLING INTERESTS
(CONTINUED)

46. 非控股權益 (續)

SUMMARISED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME IN
RELATION TO ARENA SHANGHAI, AND KINGXIN
FOR THE YEAR ENDED 31 DECEMBER截至12月31日起年度，有關阿瑞娜上
海及金鑫之全面收益表概要

		Arena Shanghai 阿瑞娜上海		Kingxin 金鑫	
		2018 HKD'000 千港元	2017 HKD'000 千港元	2018 HKD'000 千港元	2017 HKD'000 千港元
Revenue	營業額	<u>164,279</u>	148,629	<u>17,180</u>	6,221
(Loss)/profit before income tax expense	除所得稅前 (虧損)/溢利	<u>(12,177)</u>	16,398	<u>(6,192)</u>	96,992
Income tax expense	所得稅開支	<u>-</u>	(4,119)	<u>(7)</u>	(30,329)
(Loss)/profit for the year	年內(虧損)/溢利	<u>(12,177)</u>	12,279	<u>(6,199)</u>	66,663
Other comprehensive income	其他全面收入	<u>(2,623)</u>	2,636	<u>(20,691)</u>	21,934
Total comprehensive income for the year	年度全面收入	<u>(14,800)</u>	14,915	<u>(26,890)</u>	88,597
Total comprehensive income attributable to non-controlling interests	應佔非控股權益 全面收入之總額	<u>(4,440)</u>	4,479	<u>(5,378)</u>	17,719

46. NON-CONTROLLING INTERESTS
(CONTINUED)

46. 非控股權益 (續)

SUMMARISED STATEMENT OF CASH FLOWS IN
RELATION TO ARENA SHANGHAI AND KINGXIN
FOR THE YEAR ENDED 31 DECEMBER

截至12月31日起年度，有關阿瑞娜上海及金鑫之全面收益表概要

		Arena Shanghai 阿瑞娜上海		Kingxin 金鑫	
		2018 HKD'000 千港元	2017 HKD'000 千港元	2018 HKD'000 千港元	2017 HKD'000 千港元
Operating activities	經營活動				
Cash used in operations	用於經營活動的現金	(19,592)	(29,018)	(14,989)	(14,006)
Income tax paid	已付所得稅	—	—	—	—
Net cash used in operating activities	用於經營活動的現金淨額	(19,592)	(29,018)	(14,989)	(14,006)
Investing activities	投資活動				
Net cash from/(used in) investing activities	用於投資活動的現金淨額	16,849	(3,643)	(194)	(254)
Financing activities	融資活動				
Net cash from financing activities	來自融資活動的現金淨額	2,349	28,410	15,619	15,206
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(394)	(4,251)	436	946
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	3,978	5,544	1,274	328
Effect of exchange rate changes on cash and cash equivalents	匯率變更對現金及現金等價物之影響	1,839	2,685	—	—
Cash and cash equivalents at end of the year	年末現金及現金等價物	5,423	3,978	1,710	1,274

46. NON-CONTROLLING INTERESTS (CONTINUED)

LOAN FROM NON-CONTROLLING INTERESTS

The balance of loan from non-controlling interest (the "Loan") of approximately HKD8,649,000 (2017: HKD nil) was unsecured, interest-bearing at 2.5% per annum and with no fixed terms of repayment. The remaining loan balance of HKD600,000 (2017: HKD600,000) was unsecured, interest-free and with no fixed terms of repayment. The non-controlling shareholders have agreed not to demand the repayments of the outstanding loan balances within the next twelve months from the end of reporting period.

Accordingly, the directors believe that the Group has an unconditional right to defer settlement of the loan balances for at least twelve months after the end of the reporting period and therefore classified the loan as a non-current liability.

ACQUISITION OF NON-CONTROLLING INTERESTS

For the acquisition of the remaining 40% equity interest in Aggressive Resources during the year are set out in Note 48 to the consolidated financial statements.

On 8 March 2017, the Group completed the acquisition of the remaining 42% equity interests in Giant Eagle, by issue of 250,000,000 shares of the Company and cash consideration of HKD15,300,000 to the vendor, Goldsilk Capital Limited, a company owned by the Company's Chairman, Mr. Cheng who also has equity interests and significant influence in the Company.

46. 非控股權益 (續)

來自非控股權益貸款

來自非控股權益的貸款結餘約為8,649,000港元(2017年:0港元)。該貸款為無擔保、年利息為2.5%及無固定償款期限。其餘貸款結餘600,000港元(2017:600,000港元)為無擔保、不附利息及無固定償款期限。自報告期末起計未來十二個月內,非控股股東同意不要求本集團償還該貸款。

故此,董事認為,本集團有權無條件將該貸款的結算遞延至報告期末後至少十二個月,並因而將該貸款分類為非流動負債。

收購非控股權益

有關年內對Aggressive Resources餘下40%股權的收購事宜載於綜合財務報表附註48。

於2017年3月8日,本集團透過按現金代價15,300,000港元向賣方Goldsilk Capital Limited(為由亦擁有本公司股權及重大影響力之本公司主席鄭先生擁有之公司)發行本公司250,000,000股股份完成收購Giant Eagle餘下42%股權。

46. NON-CONTROLLING INTERESTS (CONTINUED)

ACQUISITION OF NON-CONTROLLING INTERESTS (CONTINUED)

The following summarises the acquisition date fair value of consideration transferred:

		HKD'000 千港元
Total consideration satisfied by:	總代價以下列方式支付：	
Cash consideration	現金代價	15,300
Fair value of consideration shares	代價股份之公平價值	<u>195,000</u>
Total consideration transferred	已轉讓總代價	<u>210,300</u>

The fair value of 250,000,000 consideration shares issued as part of the consideration paid for the vendor was determined on the basis of the closing market price of the Group's ordinary shares on the acquisition date.

46. 非控股權益 (續)

收購非控股權益 (續)

下列概述已轉讓代價於收購日期之公平價值：

		HKD'000 千港元
Total consideration satisfied by:	總代價以下列方式支付：	
Cash consideration	現金代價	15,300
Fair value of consideration shares	代價股份之公平價值	<u>195,000</u>
Total consideration transferred	已轉讓總代價	<u>210,300</u>

250,000,000股代價股份之公平價值(作為已向賣方支付之代價之一部分而發行)乃按本集團普通股於收購日期之收市價釐定。

47. DISPOSAL OF SUBSIDIARIES

- (a) On 4 April 2018, the Group signed a Conditional Co-operation Agreement (the "Agreement") with an independent third party (the "Purchaser"), to dispose the entire equity interests of two groups of subsidiaries (the "Target Companies"), at an agreed consideration of approximately HKD589,045,000 as equivalent. The assets and liabilities of the Target Companies were classified as held for sale in the consolidated financial statements as at 31 December 2017 was detailed in Note 27 to the consolidated financial statements.

47. 出售附屬公司

- (a) 於2018年4月4日，本集團與一名獨立第三方(「買方」)簽署有條件合作協議(「該協議」)，以出售兩組附屬公司(「目標公司」)的全部股權，協定代價相等於約589,045,000港元。目標公司的資產及負債於2017年12月31日之綜合財務報表內分類為持作出售，有關詳情載於綜合財務報表附註27。

47. DISPOSAL OF SUBSIDIARIES
(CONTINUED)

(a) (Continued)

The disposal was completed on 29 August 2018. In the opinion of the directors, such disposal transaction does not constitute a discontinued operation as the Target Companies does not represent a major line of business or geographical area of operation. The net assets of the Disposal Group at the date of disposal were as follows:

47. 出售附屬公司 (續)

(a) (續)

出售事項已於2018年8月29日完成。董事認為，有關出售交易並無構成一項已終止經營業務，原因為目標公司並非指一項主要業務或經營地區。該等附屬公司於出售日期之資產淨值如下：

		HKD'000 千港元
Investment properties	投資物業	538,721
Tax prepayments	稅項預繳	25,967
Other payables	其他應付賬款	(114,170)
Deferred tax liabilities	遞延稅項負債	<u>(30,685)</u>
Net assets disposed of	出售淨資產	419,833
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司後解除匯兌儲備	27,273
Gain on disposal of subsidiaries	出售附屬公司後收益	117,764
Transaction costs	交易費用	<u>24,175</u>
Total consideration	總代價	<u>589,045</u>
Satisfied by:	支付方式：	
Cash consideration	現金代價	589,045
Less: transaction costs	減：交易費用	<u>(24,175)</u>
Net cash consideration	淨現金代價	<u>564,870</u>

47. DISPOSAL OF SUBSIDIARIES
(CONTINUED)

47. 出售附屬公司 (續)

(a) (Continued)

An analysis of net inflow of cash and cash equivalents in respect of the disposal both subsidiaries was as follows:

(a) (續)

有關出售兩間附屬公司之現金及現金等價物流入淨額分析如下：

		HKD'000 千港元
Total consideration satisfied by:	總代價支付方式：	
Net cash consideration	淨現金代價	564,870
Less: consideration payable (<i>Note</i>)	減：應付代價 (<i>附註</i>)	<u>(314,365)</u>
Net cash inflow arising on disposal	因出售而產生淨現金流	<u>250,505</u>

Note: The remaining consideration of approximately HKD314,365,000 as equivalent was payable by the purchaser upon the satisfaction of the earlier of: (i) obtained "Pre-sale Permit of Commercial Houses" of three parcels of land; or (ii) 6 months after the sale shares had been transferred. On 11 March 2019, the outstanding consideration was fully received from the Purchaser.

附註： 其餘代價相等於約314,365,000港元，應由買方於下列條件較早獲達成之時支付：(i)取得三幅土地的「商品房預售許可證」；或(ii)銷售股份已轉讓後6個月。於2019年3月11日，未償付代價已自買方悉數收取。

47. DISPOSAL OF SUBSIDIARIES
(CONTINUED)

47. 出售附屬公司 (續)

(b) On 15 May 2017, the Group agreed to dispose of two subsidiaries, China Rise Capital Co., Ltd and 深圳德晉融資有限公司, to an independent third party for aggregate cash considerations of approximately HKD 6,852,000. The net assets of these subsidiaries at the date of disposal were as follows:

(b) 於2017年5月15日，本集團同意向一名獨立第三方出售兩間附屬公司華晉資本有限公司及深圳德晉融資有限公司，總現金代價約為6,852,000港元。該等附屬公司於出售日期之資產淨值如下：

		HKD'000 千港元
Net assets disposed of:	出售資產淨值：	
Goodwill	商譽	1,794
Other receivables	其他應收賬款	5
Bank balances and cash	銀行結餘及現金	3,859
Other payables	其他應付賬款	<u>(10)</u>
		<u>5,648</u>

		HKD'000 千港元
Considerations	代價	6,852
Net assets disposed of	出售資產淨值	<u>(5,648)</u>
Gain on disposal of subsidiaries	出售附屬公司收益	<u>1,204</u>

An analysis of net inflow of cash and cash equivalents in respect of the disposal both subsidiaries was as follows:

有關出售兩間附屬公司之現金及現金等價物流入淨額分析如下：

		HKD'000 千港元
Total consideration satisfied by:	總代價以下列方式支付：	
Cash considerations	現金代價	6,852
Bank balances and cash disposed of	出售銀行結餘及現金	<u>(3,859)</u>
Net inflow of cash and cash equivalents	現金及現金等價物流入淨額	<u>2,993</u>

48. ACQUISITION OF SUBSIDIARIES

- (a) On 12 October 2018, the Group completed the acquisition of the remaining 40% equity interests in Aggressive Resources, of which it already owned 60% equity interest before this acquisition for a consideration of HKD72,200,000 satisfied by cash. The principal activities of Aggressive Resources and its subsidiaries are in the business of sourcing, manufacturing and trading of health supplement products in Hong Kong. The acquisition was made as the directors believe the acquisition represents a good opportunity and important step for the Group to tap into the health supplement industry, diversify and broaden the business horizon and income source to the Group.

Upon the completion of the acquisition, the Group's 60% interest in joint venture already held was accounted for as being disposed of and immediately reacquired at fair value of all identifiable assets and liabilities on the date of obtaining control. As a result, a fair value gain on re-measurement of equity in a joint venture of approximately HKD5,363,000 has been recognised and included in other income in the consolidated statement of profit or loss during the year.

48. 收購附屬公司

- (a) 於2018年10月12日，本集團完成收購Aggressive Resources之餘下40%股權（於是次收購之前本集團已擁有其60%股權），代價為72,200,000港元，以現金支付。Aggressive Resources及其附屬公司的主要業務為在香港從事保健產品的採購、製造及貿易。進行是次收購乃由於董事認為此項收購是本集團進軍保健產品行業以及多元化發展及擴闊業務範圍和收入來源的良機及重要舉措。

於收購完成後，本集團於合營企業已持有的60%股權在取得控制權之日按全部可識別資產及負債的公平價值入賬列作出售後隨即重新收購。因此，年內就重新計量合營企業股權確認公平價值收益約5,363,000港元，已計入綜合損益表其他收入內。

48. ACQUISITION OF SUBSIDIARIES (CONTINUED)

(a) (Continued)

The fair values of identifiable assets and liabilities acquired at the date of acquisition were determined by management with the assistance of Greater China Appraisal Limited, an independent professional valuer, and were as follows:

48. 收購附屬公司 (續)

(a) (續)

所收購可識別資產及負債於收購日期的公平價值由管理層經獨立專業估值師漢華評估有限公司協助釐定如下：

		Fair value 公平價值 HKD'000 千港元
Property, plant and equipment	物業、廠房及設備	374
Intangible assets	無形資產	56,629
Inventories	存貨	5,930
Trade and other receivables	貿易及其他應收賬款	8,485
Bank balances and cash	銀行結餘及現金	8,225
Trade and other payables	貿易及其他應付賬款	(1,828)
Bank borrowings	銀行貸款	(698)
Deferred tax liabilities	遞延稅項負債	(8,307)
Tax payables	應付稅項	(2,015)
Total identifiable assets acquired	所收購可識別資產總值	66,795
Goodwill arising on acquisition:	收購產生的商譽：	
Cash consideration for additional 40% equity interest	收購額外40%股權的現金代價	72,200
Add: Fair value of the 60% equity interest already held	加：已持有60%股權的公平價值	108,300
Total consideration paid	已付總代價	180,500
Less: Net assets acquired	減：所收購資產淨值	(66,795)
		113,705

48. ACQUISITION OF SUBSIDIARIES
(CONTINUED)

(a) (Continued)

		HKD'000 千港元
Net cash outflow arising on acquisition:	因收購產生的現金流出淨額：	
Cash consideration paid (<i>Note</i>)	已付現金代價 (<i>附註</i>)	(62,200)
Bank balances and cash acquired	所收購銀行結餘及現金	8,225
Bank borrowings acquired	所收購銀行貸款	(698)
		<u>(54,673)</u>

Note: The remaining consideration of HKD10,000,000 is payable on 15 April 2019 if the unaudited financial statements of Aggressive Resources indicates an unaudited profits of HKD11,000,000 after tax for the financial year ended 31 December 2018.

The goodwill of approximately HKD113,705,000 was recognised upon completion of the acquisition of Aggressive Resources is mainly attributable to the significant future prospect of the acquired business.

The fair value of the 60% equity interest in Aggressive Resources, an unlisted company, already held by the Group was estimated by reference to the purchase price paid for acquisition of its additional 40% equity interest by the Group.

Had the acquisition been completed on 1 January 2018, the unaudited amount of the Group's revenue and profit would have been approximately HKD38,672,000 and HKD11,051,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2018, nor is it intended to be projection of future results.

(a) (續)

*附註：*倘Aggressive Resources的未經審核財務報表顯示於截至2018年12月31日止財政年度有未經審核除稅後溢利11,000,000港元，則其餘代價10,000,000港元應於2019年4月15日支付。

完成收購Aggressive Resources時確認的商譽約113,705,000港元乃主要由於所收購業務日後擁有重大發展前景。

本集團已持有非上市公司Aggressive Resources之60%股權，該等股權的公平價值乃參考本集團就收購其另外40%股權已付的購買價估算。

倘收購事項於2018年1月1日已經完成，本集團未經審核的營業額及溢利將分別約為38,672,000港元及11,051,000港元。備考資料僅供說明，未必反映收購事項如於2018年1月1日完成情況下本集團實際取得的營業額及經營業績，亦無意用作對未來業績的預測。

48. ACQUISITION OF SUBSIDIARIES (CONTINUED)

- (b) On 12 January 2017, the Group completed the acquisition of 80% equity interest in Kingxin, for a total amount of consideration satisfied as to RMB76,000,000 (equivalent to approximately HKD84,795,000) by cash to exchange a commercial property in Chongqing, the PRC of approximately HKD366,040,000, with a deferred tax liabilities of HKD20,664,000 on the date of acquisition as disclosed in Notes 15 and 29 to the consolidated financial statements respectively. The directors considered this acquisition as an acquisition of assets and liabilities because Kingxin did not constitute a business at the acquisition date.

An analysis of the net outflow of cash and cash equivalents in respect of this acquisition was as follows:

48. 收購附屬公司 (續)

- (b) 於2017年1月12日，本集團完成收購金鑫80%股權，總代價金額人民幣76,000,000元（相等於約84,795,000港元）於收購日期以現金支付，以換取一項位於中國重慶之商業物業約366,040,000港元，附帶遞延稅項負債20,664,000港元（分別於綜合財務報表附註15及29披露）。董事認為該收購屬於收購資產及負債，因金鑫於收購日期未有任何業務。

有關該收購之現金及現金等價物流出淨額分析如下：

		HKD'000 千港元
Cash consideration	現金代價	84,795
Bank balances and cash acquired	所收購銀行結餘及現金	<u>(328)</u>
Net outflow of cash and cash equivalents	現金及現金等價物流出淨額	<u>84,467</u>

49. NOTES SUPPORTING CASH FLOW STATEMENT

49. 現金流量表輔助性附註

(A) CASH AND CASH EQUIVALENT COMPRISE:

(A) 現金及現金等價物包括：

		2018 HKD'000 千港元	2017 HKD'000 千港元
Cash available on demand	按要求提供之現金	29,496	76,968
Cash available in the PRC	現有現金在中國境內	48,508	60,358
Time deposits	定期存款	53,586	–
Bank overdrafts	銀行透支	(6,461)	–
		<u>125,129</u>	<u>137,326</u>
Significant non-cash transactions are as follows:	重大非現金交易如下：		
<i>Investment activities</i>	<i>投資活動</i>		
Addition to property, plant and equipment financed by finance lease	透過融資租賃添置物業、廠房及設備	651	–
Equity consideration for acquisition of non-controlling interests (Note 46)	收購非控股權益之股權代價(附註46)	–	195,000
		<u>–</u>	<u>195,000</u>

49. NOTES SUPPORTING CASH FLOW STATEMENT (CONTINUED)

(B) RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

49. 現金流量表輔助性附註 (續)

(B) 融資活動所產生之負債對賬

下表為本集團融資活動所產生之負債變動詳情，包括現金及非現金變動。融資活動所產生之負債乃為現金流量或未來現金流量於本集團綜合現金流量表分類為融資活動現金流量之負債。

		Bank borrowings	Loan from non-controlling interests	Finance lease payable	Amount due to a related party	Total
		銀行貸款	來自非控股權益貸款	應付融資租賃	應付一間關聯公司款項	總計
		(Note 30)	(Note 46)	(Note 31)	(Note 32)	
		(附註30)	(附註46)	(附註31)	(附註32)	
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於2018年1月1日	1,156,927	600	-	-	1,157,527
Changes from cash flows:	現金流量變動:					
Proceeds from bank borrowings	銀行貸款收益	639,041	-	-	-	639,041
Repayment of bank borrowings	銀行貸款還款	(516,141)	-	-	-	(516,141)
Loan from non-controlling interests	來自非控股權益貸款	-	8,649	-	-	8,649
Principal element of finance lease payment	融資租賃款項的主要開支部分	-	-	651	-	651
Advance from a related party	來自一間關聯公司墊款	-	-	-	10,541	10,541
Total changes from financing cash flows	融資現金流量之變動總額	122,900	8,649	651	10,541	142,741
Exchange realignments	匯兌重列	1,227	-	-	-	1,227
At 31 December 2018	於2018年12月31日	1,281,054	9,249	651	10,541	1,301,495

49. NOTES SUPPORTING CASH FLOW STATEMENT (CONTINUED)

49. 現金流量表輔助性附註(續)

(B) RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONTINUED)

(B) 融資活動所產生之負債對賬(續)

		Bank borrowings	Loan from non-controlling interests	Total
		銀行貸款	來自非控股權益貸款	總計
		(Note 30) (附註30)	(Note 46) (附註46)	
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
At 1 January 2017	於2017年1月1日	719,491	153,254	872,745
Changes from cash flows:	現金流量變動:			
Proceeds from bank borrowings	銀行貸款收益	455,706	–	455,706
Repayment of bank borrowings	銀行貸款還款	(245,412)	–	(245,412)
Advance from non-controlling interests	來自非控股權益之墊款	–	600	600
Total changes from financing cash flows	融資現金流量之變動總額	210,294	600	210,894
Exchange realignments	匯兌重列	4,697	–	4,697
Other changes:	其他變動:			
Acquisition of a subsidiary	收購一間附屬公司	222,445	–	222,445
Acquisition of loan from non-controlling interests	收購來自非控股權益貸款	–	(153,254)	(153,254)
Total other changes	其他變動總額	222,445	(153,254)	69,191
At 31 December 2017	於2017年12月31日	1,156,927	600	1,157,527

50. EVENTS AFTER THE REPORTING PERIOD

CONSTRUCTION WORK IN XIAMEN OUTLET MALL

On 25 January 2019, one of the Company's wholly-owned subsidiary, 廈門尚柏奧萊置業有限公司 (“Xiamen Park Outlet Real Estate Company Limited”*), entered into an agreement with 福建三建工程有限公司 (“Fujian Sanjian Construction Company Limited”*) (the “Contractor”) pursuant to which the Contractor provides the construction works for the outlet mall located in Xiamen (the “Xiamen Park Outlets”) at a consideration of approximately RMB326,385,000 (equivalent to approximately HKD371,939,000) awarded after the acceptance through the open tendering process. The above contract sum was payable in accordance with the stages of the construction work performed while retaining 3% of the total contract sum as construction quality retention money.

The contractor also agreed to provide a performance guarantee in the form of: (a) cash deposited into Xiamen Park Outlet's designated bank account; or (b) bank guarantee; or (c) corporate guarantee which has been registered with the Xiamen Construction Administrative Bureau.

* For identification purpose

50. 報告期後事項

廈門奧特萊斯的建築工程

於2019年1月25日，廈門尚柏奧萊置業有限公司（本公司全資擁有附屬公司）與福建三建工程有限公司（「承建商」）訂立協議，據此，承建商為廈門奧特萊斯（「廈門尚柏奧萊」）提供建築工程，代價為約人民幣326,385,000元（相等於約371,939,000港元）。本公司授出建築合同予承建商乃經過招標程序遴選及接納。合同價將根據已施行的建築工程分階段支付，並保留合同總額的3%金額，作為工程質量保修金。

承建商同意用以下列形式提供履約擔保：
(a)現金形式轉入廈門尚柏奧萊指定銀行賬戶；或(b)銀行擔保；或(c)已於廈門市建設行政主管部門備案之公司擔保書。

* 僅供識別

Financial Summary

財務摘要

		Year ended 31 December 截至12月31日止年度				
		2018 HKD'000 千港元	2017 HKD'000 千港元	2016 HKD'000 千港元	2015 HKD'000 千港元	2014 HKD'000 千港元 (Restated) (已重列)
OPERATING RESULTS	業績					
Revenue	營業額	<u>381,848</u>	<u>348,919</u>	<u>363,856</u>	<u>351,067</u>	<u>263,831</u>
Profit/(loss) before income tax (expense)/credit	除所得稅(開支)/ 抵免前溢利/(虧損)	<u>162,706</u>	<u>116,700</u>	<u>30,190</u>	<u>195,053</u>	<u>(30,531)</u>
Income tax (expense)/credit	所得稅(開支)/ 抵免	<u>(50,034)</u>	<u>(58,951)</u>	<u>(16,145)</u>	<u>(38,975)</u>	<u>2,133</u>
Profit/(loss) for the year from continuing operations	來自持續經營業務之 年度溢利/(虧損)	<u>112,672</u>	<u>57,749</u>	<u>14,045</u>	<u>156,078</u>	<u>(28,398)</u>
Profit/(loss) for the year from discontinued operations, after tax	來自已終止經營業務之 年度溢利/(虧損), 除稅後	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>28,604</u>
Profit/(loss) for the year	年度溢利/(虧損)	<u>112,672</u>	<u>57,749</u>	<u>14,045</u>	<u>156,078</u>	<u>206</u>
Profit/(loss) attributable to:	應佔溢利/(虧損)					
– Owners of the Company	– 本公司擁有人	<u>118,213</u>	<u>41,018</u>	<u>27,746</u>	<u>180,822</u>	<u>19,095</u>
– Non-controlling interests	– 非控股權益	<u>(5,541)</u>	<u>16,731</u>	<u>(13,701)</u>	<u>(24,744)</u>	<u>(18,889)</u>
		<u>112,672</u>	<u>57,749</u>	<u>14,045</u>	<u>156,078</u>	<u>206</u>

		As at 31 December 於12月31日				
		2018 HKD'000 千港元	2017 HKD'000 千港元	2016 HKD'000 千港元	2015 HKD'000 千港元	2014 HKD'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	<u>4,353,474</u>	<u>4,234,441</u>	<u>3,395,176</u>	<u>3,724,613</u>	<u>3,488,416</u>
Total liabilities	總負債	<u>(1,739,607)</u>	<u>(1,637,078)</u>	<u>(1,227,866)</u>	<u>(1,254,899)</u>	<u>(1,076,673)</u>
EQUITY	權益	<u>2,613,867</u>	<u>2,597,363</u>	<u>2,167,310</u>	<u>2,469,714</u>	<u>2,411,743</u>
Equity attributable to the owners of the Company	本公司擁有人 應佔權益	<u>2,570,828</u>	<u>2,543,867</u>	<u>2,177,817</u>	<u>2,319,135</u>	<u>2,188,227</u>
Non-controlling interests	非控股權益	<u>43,039</u>	<u>53,496</u>	<u>(10,507)</u>	<u>150,579</u>	<u>223,516</u>
Total equity	總權益	<u>2,613,867</u>	<u>2,597,363</u>	<u>2,167,310</u>	<u>2,469,714</u>	<u>2,411,743</u>

Particulars of Major Properties

主要物業資料

(A) PROPERTIES HELD AS PROPERTY, PLANT AND EQUIPMENT

(A) 分類為物業，廠房及設備的物業

Location 地點		Lease term 租賃期	Area 面積 (sq.ft.) 平方尺	Site area 地塊面積 (sq.m.) 平方米	Use 用途	Effective % held 持有 實際比率
Unit Nos. 1 to 10 on the 10/F of Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角 英皇道510號 港運大廈10樓 1至10號單位	Medium 中期	13,812 (saleable) (可銷售)	N/A 不適用	Commercial 商業	100
Lot No. Shenbei 2008-050 North Puheda Road Hushi Tai Development Zone, Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 虎石台發展區 蒲河大道北 瀋北2008-050號	Medium 中期	N/A 不適用	100,146	Commercial 商業	100
Lots No. Shenbei (G) 2008-017 North Puheda Road, Hushi Tai Development Zone, Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 虎石台發展區 蒲河大道北 瀋北(G) 2008-017號	Medium 中期	N/A 不適用	45,166	Industrial 工業	100
Units 1 and 2 6/F Jiuge Business Centre No. 2301 Yi Shan Lu, Shanghai, PRC	中華人民共和國 上海市宜山路 2301號 九歌商務中心 6樓1至2號單位	Long 長期	8,053 (gross floor) (建築面積)	N/A 不適用	Commercial 商業	100
North crossroad of Haixiang Avenue and Tianshui Road, Jimei District, Xiamen, Fujian Province, PRC	中華人民共和國 福建省廈門市 集美區海翔大道 與天水路交叉D北側	Medium 中期	N/A 不適用	60,273	Wholesale and Retail (commercial) (商業)批發及 零售	100

(B) PROPERTIES HELD AS INVESTMENT PROPERTIES

(B) 分類為投資物業的物業

Location 地點		Lease term 租賃期	Area 面積 (sq.ft.) 平方尺	Site area 地塊面積 (sq.m.) 平方米	Use 用途	Effective % held 持有 實際比率
Unit Nos. 1 to 10 on the 3/F of Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角 英皇道510號 港運大廈3樓 1至10號單位	Medium 中期	13,812 (saleable) (可銷售)	N/A 不適用	Commercial 商業	100
Unit C, 2/F, Hop Ming Factory Building, No. 8 On Yip Street, Chai Wan, Hong Kong	香港 柴灣 安業街8號 合明工廠大廈 2樓C單位	Long 長期	4,281 (saleable) (可銷售)	N/A 不適用	Industrial 工業	100
12th, 14th, 16th and 18th Floors, Beijing Junefield Plaza, 10th Building, Nos. 6, 8, 10, 12, 16, 18 Xuan Wu Men Outer Street Xuan Wu District, Beijing, PRC	中華人民共和國 北京宣武區 宣武門外大街6、 8、10、12、16及18號 10號樓、12、14、16 及18層	Medium 中期	N/A 不適用	10,471	Commercial 商業	100
A site on West of Zhonghau Road, North of Anbao Main Road, South of Wenyi Street, at Baoliensi Zhen, Wenfeng District, Anyang, Henan Province, PRC	中華人民共和國 河南省安陽文峰區 寶蓮寺鎮中華路 以西、安寶大道 以北及文藝街 以南之土地	Medium 中期	N/A 不適用	100,098	Commercial 商業	63
Unit 2, 7/F Jiuge Business Centre No.2301 Yi Shan Lu, Shanghai, PRC	中華人民共和國 上海市宜山路 2301號 九歌商務中心 7樓2號單位	Long 長期	4,027 (gross floor) (建築面積)	N/A 不適用	Commercial 商業	100
A commercial complex at No. 70 Shancha Road, Yubei District, Chongqing City, PRC	中華人民共和國 重慶市渝北區 山茶路70號之 一棟商用綜合物	Medium 中期	425,716	11,905	Commercial 商業	80

Information to Stakeholders

利益相關者資訊

SHAREHOLDERS' MEETING

Details of the Annual General Meeting are set out in the Notice of Annual General Meeting to be despatched to Shareholders together with a proxy form.

Date: Friday, 14 June 2019
Time: 10:00 a.m.
Venue: 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong

ANNUAL REPORT

The Annual Report containing financial statements and notes to the financial statements for the year ended 31 December 2018 has been published on both the websites of the Company (www.symphonyholdings.com) and the Stock Exchange (www.hkex.com.hk).

REGISTERED OFFICE

Address: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Address: 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong
Email: info@symphonyholdings.com

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Name: Conyers Corporate Services (Bermuda) Limited
Address: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Name: Tricor Tengis Limited
Address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong
Telephone: (852) 2980 1333
Facsimile: (852) 2810 8185

股東大會

股東週年大會有關詳情連同代表委任表格寄發予股東的股東週年大會通告內。

日期: 2019年6月14日星期五
時間: 上午10時正
地點: 香港北角英皇道510號
港運大廈10樓

年報

載有截至2018年12月31日止年度的本公司財務報表及財務報表附註的年報，分別以英文及中文編製，已於下列網頁刊載：
新豐：www.symphonyholdings.com
聯交所：www.hkex.com.hk

註冊辦事處

地址: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

總辦事處及香港主要營業地點

地址: 香港北角英皇道510號港運大廈10樓
電郵: info@symphonyholdings.com

主要股份過戶登記處

名稱: Conyers Corporate Services (Bermuda) Limited
地址: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

股份過戶登記處香港分處

名稱: 卓佳登捷時有限公司
地址: 香港皇后大道東183號合和中心22樓
電話: (852) 2980 1333
傳真: (852) 2810 8185

“Annual General Meeting” 「股東週年大會」	the annual general meeting of the Company to be held on Friday 14th June 2019 at 10:00 a.m. or any adjournment thereof 本公司謹訂於2019年6月14日星期五上午十時正召開的股東週年大會或其任何續會
“Board” 「董事會」	the board of Directors of the Company 本公司董事會
“CG Code” 「企業管治守則」	Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄14所載的企業管治守則
“Company” 「本公司」	Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares and warrants of which are listed on the Main Board of the Stock Exchange (Stock code: 1223 and Warrant code: 1537) 新豐集團有限公司，一間於百慕達註冊成立之有限公司，其股份及認股權證於聯交所主板上市（股份代號：1223及認股權證代號：1537）
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“HKD” 「港元」	Hong Kong dollar, the lawful currency of Hong Kong 港元，香港的法定貨幣
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“PRC” 「中國」	The People’s Republic of China excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan 中華人民共和國，不包括香港特別行政區、澳門特別行政區及台灣
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國的法定貨幣

“Share(s)” 「股份」	ordinary share(s) of HKD0.10 each in the share capital of the Company 本公司股本中每股面值0.10港元之普通股
“Shareholder(s)” 「股東」	holder(s) of the issued share(s) of the Company 本公司之已發行股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Warrant(s)” 「認股權證」	the warrant(s) issued by the Company which carries(carry) the right to subscribe for Share(s) at the subscription price of HKD1.00 per Share, subject to adjustments 本公司發行之認股權證，其附帶權利可按每股股份1.00港元之認購價（可予調整）認購股份



SYMPHONY

