



北控醫療健康產業集團有限公司

Beijing Enterprises Medical And Health Industry Group Limited

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司

Stock Code 股份代號: 2389



REALIZE THE DREAM OF
HEALTH RESTORATION
讓健康回歸

2018
Annual Report 年報

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Corporate Information

公司資料

As at 31 December 2018

截至二零一八年十二月三十一日

BOARD OF DIRECTORS

Executive Directors

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
Mr. Qian Xu (*Resigned on 27 February 2019*)
Mr. Siu Kin Wai
Mr. Gu Shan Chao
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

Independent Non-executive Directors

Mr. Gary Zhao
Mr. Robert Winslow Koepp
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

AUTHORISED REPRESENTATIVES

Mr. Lam Ka Tak
Mr. Liu Xue Heng

COMPANY SECRETARY

Mr. Lam Ka Tak

AUDIT COMMITTEE

Mr. Tse Man Kit, Keith (*Chairman of the committee*)
Mr. Gary Zhao
Mr. Wu Yong Xin

REMUNERATION COMMITTEE

Mr. Gary Zhao (*Chairman of the committee*)
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin

NOMINATION COMMITTEE

Mr. Wu Yong Xin (*Chairman of the committee*)
Mr. Gary Zhao
Mr. Tse Man Kit, Keith
Mr. Zhu Shi Xing

INVESTMENT AND RISK MANAGEMENT COMMITTEE

Mr. Gu Shan Chao (*Chairman of the committee*)
Mr. Liu Xue Heng
Mr. Zhu Shi Xing
Mr. Lam Ka Tak

董事會

執行董事

祝仕興先生(*主席*)
劉學恒先生(*聯席行政總裁*)
張景明先生(*聯席行政總裁*)
錢旭先生(*於二零一九年二月二十七日辭任*)
蕭健偉先生
顧善超先生
胡湘麒先生
王正春先生

獨立非執行董事

趙剛先生
康仕學先生
謝文傑先生
吳永新先生
張運周先生

授權代表

林嘉德先生
劉學恒先生

公司秘書

林嘉德先生

審核委員會

謝文傑先生(*委員會主席*)
趙剛先生
吳永新先生

薪酬委員會

趙剛先生(*委員會主席*)
謝文傑先生
吳永新先生

提名委員會

吳永新先生(*委員會主席*)
趙剛先生
謝文傑先生
祝仕興先生

投資及風險管理委員會

顧善超先生(*委員會主席*)
劉學恒先生
祝仕興先生
林嘉德先生

Corporate Structure

公司架構

BEIJING ENTERPRISES MEDICAL AND HEALTH INDUSTRY GROUP LIMITED

北控醫療健康產業集團有限公司



Financial Summary

財務摘要

For the year ended 31 December

截至十二月三十一日止年度

		2014 二零一四年 HK\$'000 千港元	2015* 二零一五年* HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收入	509,250	145,944	163,856	130,625	178,885
Profit/(Loss) for the year attributable to the owners of the parent	母公司擁有人應佔年度溢利／(虧損)	(174,565)	(56,480)	(68,015)	213,675	43,450

At 31 December

於十二月三十一日

		2014 二零一四年 HK\$'000 千港元	2015* 二零一五年* HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	總資產	2,961,339	3,226,035	3,298,589	3,890,963	3,752,718
Total liabilities	總負債	(1,028,648)	(429,272)	(597,123)	(720,950)	(619,673)
		901,183	1,932,691	2,796,763	3,170,013	3,133,045
Equity attributable to owners of the parent	母公司擁有人應佔權益	1,723,520	2,711,373	2,564,405	2,888,193	2,847,967
Non-controlling interests	非控股權益	209,171	85,390	137,061	281,820	285,078
		1,932,691	2,796,763	2,701,466	3,170,013	3,133,045

* Revenue for the year ended 31 December 2015 included the revenue generated from the discontinued operations.

* 截至二零一五年十二月三十一日止年度之收入包括來自已終止經營業務之收入。

Chairman's Statement

主席報告



Dear Shareholders,

I am pleased to present the results for the year ended 31 December 2018 (the "Year") of Beijing Enterprises Medical and Health Industry Group Limited (the "Company") and its subsidiaries (collectively, the "Group") to the shareholders (the "Shareholders") of the Company.

The Group, as an investment and financing platform of Beijing Enterprises Group Company Limited principally engaged in general health business, has adhered to the principle of "making health more intelligent, making lives more honorable" with the mission of "Beijing Enterprises as a pilot for healthy China". It is committed to exploring and developing the health industry in the direction of the national policy development, which is driven by financial capital and supported by quality resources, to promptly occupy resources of all large cities, expand the market size and build up a leading brand in a bid to establish a top-notch comprehensive health industrial and investment group.

2018 was a year that brought us the strongest feelings and thoughts ever since the Group's inception. During which, we tackled several difficulties by improving our team's capability in various aspects through deliberations and innovations, enabling a sustainable and steady growth of the Group. We have been upholding the corporate culture of moving ahead in a stable and cautious manner, making sure that every single plan has achieved ideal integration with the market condition and has been carried out through careful consideration. To date, Beijing Enterprises Medical and Health has a net asset of over HK\$3 billion, demonstrating our high asset quality and strong risk resistance.

尊敬的各位股東：

本人欣然呈報北控醫療健康產業集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度（「本年度」）之業績予本公司股東（「股東」）。

本集團作為北京控股集團有限公司主力從事大健康板塊的投融資平台，一直秉承「讓健康更智慧、讓生命更被尊重」的宗旨，以「健康中國，北控先行」為使命，致於健康產業的開拓和發展，契合國家政策發展方向，以金融資本為驅動，優質資源為支撐，迅速佔領各大城市資源，擴大市場規模，樹立領先品牌，打造一流的綜合型健康產業投資集團。

二零一八年是集團創立以來感觸最多的一年，通過多思考、多創新、團隊能力多維度提升，我們解決了多項難題，使集團繼續穩步前進。我們一直保持着穩扎穩打的企業文化，每一項計劃都結合市場環境並深思熟慮，如今北控醫療健康淨資產超過港幣30億，資產質量高，抗風險能力強。

BUSINESS REVIEW

In 2018, with the concerted efforts of all staff, Beijing Enterprises Medical and Health has achieved the goals laid down in the beginning of the year in respect of the major business sectors including intelligent geriatric care, medical care and health care, health industrial park, sports and entertainments and health industry, thereby making considerable contribution to the results of the Group as a whole.

The business of intelligent geriatric care has been growing steadily. As of the end of 2018, the number of beds for the geriatric care services was 2,098, members of which reached 559,300, and there were 9 geriatric care institutions and 16 community care centers. Coping with the policies for general health care industry and the market environment, the medical care and health care business has been exploring new model, for which we have built up a self-owned "healthcare ecological system" and kept communicating and sharing thoughts with top-tier international medical care and health care companies. The Group was invited to the "The 11th World Medical Tourism and Global Healthcare Congress" held in the US to deliver a speech titled "Practice and Research in the Administration of Health Care Business in China (中國健康管理模式的實踐與探索)". All these helped lay a solid foundation for Beijing Enterprises Medical and Health to further develop the general health care sector. The business of medical and geriatric furniture has experienced rapid growth with its sales for 2018 rising up to HK\$161 million, representing an increase of 39%. By successfully introducing an internationally renowned cooperating partner, we obtained additional funds of HK\$267 million for the development of health industrial park. Besides, the successful change of land use plan for the Shanghai Choice Project (上海秋雨項目) has also created groundbreaking values for the Group. In terms of sports business, Chinese Athletic Association has become our partner to commence cooperation in various athletic fields through corporatization. In pursuit of the objectives for 2018 of fund investments in the general health industry, we have made investments in numerous enterprises, including the only company in China that focuses on developing the medical examination technology system for circulating tumor cells and the related products series, an international biomedicine company principally engaging in CDMO, and a serious disease treatment platform for immunotherapy of personalized tumor. Valuations of all investments have been increasing, which attribute to the breakthrough of the Group's health industry investment sector in general health industry.

業務回顧

二零一八年，北控醫療健康產業集團在全體人員的共同努力下，智慧養老、醫療健康、健康產業園、體育文化及健康產業投資幾大業務板塊均實現了年初目標，為集團整體業績做出了貢獻。

智慧養老業務穩健發展，截止二零一八年底，養老床位2,098張，會員55.93萬，養老機構9家，照料中心16家。醫療健康業務結合大健康產業政策及市場環境，探索健康創新模式，構建了自家的「健康生態體系」，與國際頂級醫療健康公司進行多次溝通與交流，受邀參加了在美國舉辦的「第十一屆世界醫療旅遊與全球健康大會」並以「中國健康管理模式的實踐與探索」的主旨演講，為北控醫療健康深耕大健康領域奠定了堅實基礎。醫養家具業務繼續高速增長，二零一八年銷售額已突破港幣1.61億元，增長39%。健康產業園業務成功引入國際知名合作夥伴，取得2.67億港元額外資金，另外上海秋雨項目用地規劃的成功轉型也將為集團創造了顛覆性的價值。體育業務引入中國田徑協會為合作夥伴，雙方未來將採取公司化運營的模式在田徑多產業領域展開合作。健康產業投資業務二零一八年主要專注大健康領域的基金投資業務，所投資企業包括國內唯一一家專注於循環腫瘤細胞檢測技術體系及系列產品開發的企業、以CDMO為主營業務的國際生物醫藥企業及針對重大疾病的個性化腫瘤免疫細胞治療平台等，投資後的估值均在不斷提升，為集團健康產業投資板塊在大健康領域的投資有所突破。



OUTLOOK

The Group continues to be optimistic to the future development of the health industry and carries out timely refinement on its development strategies in accordance with the changes in the market environment and the industry. The Group will adjust the overall strategy from “positive and proactive” to “advance in a steady pace, innovate while progressing”.

In 2019, we have to be prudent when undertaking new projects, while being creative for the existing ones. A project-oriented organizational structure will be set up for proper designation of talents to the best positions so as to realize the overall objectives.

Upholding its core visions of right positioning, healthy growth in the institutional geriatric care sector, the Group's intelligent geriatric care business will focus on the development of general and economical geriatric care institutions to enable an affordable and comfortable living conditions for hundreds of millions of elderly in China. With regard to the medical care and health care business, we will further implement a healthy operating model so as to achieve constant growth of this core business. As for the health industrial park business, the planning, positioning and pre-construction developing procedures for the Shanghai Chunshen Road project will be underway to build a health care and commercial complex based on the core concept of health. Joining hands with Chinese Athletic Association, our sports and entertainments business sector will strive to create a comprehensive industry chain by building up different segments such as athletic event organization, training, sports agency, sports finance, big data's application in sports, etc.. In respect of the health industry and investment sector, we will continue to pay attention to exploration and investments in high quality projects in the field of general health, while making full utilization of our fund platform to realize expansion and innovation in the financial sector.

APPRECIATION

I would like to take this opportunity to thank my fellow Directors, the management and all staff, and to express heartfelt gratitude to all colleagues for their hard work and contribution to the development of the Group in the past year. Meanwhile, I would also like to express appreciation to all shareholders, the banking sector, the investment community and business partners for their full confidence and strong support to the Group.

**CONVERGENCE TO EMPOWER,
COLLABORATING FOR PROMISING FUTURE**

展望

本集團繼續看好健康產業未來的發展，也適時根據市場環境及行業變化調整集團的發展策略，集團未來整體戰略將由「積極進取」調整為「穩中求進、進中求新」。

二零一九年，新業務項目要謹慎，現有項目要創新。以項目為基準設立組織架構，用「敏捷工作法」讓最適合的人去完成不同的項目角色，以實現整體目標。

本集團之智慧養老業務將以精準定位、穩健發展，以機構養老為核心，專心做普惠經濟型養老機構，讓中國億萬老人住得起、住得好。醫療健康業務將進一步落實健康業態，實現核心業務穩步增長。健康產業園業務將全面推動上海春申路項目的規劃定位與前期開發工作，打造以健康為核心理念的健康商業綜合體。體育文化業務將與中國田徑協會手打造賽事運營、培訓、體育經紀、體育金融、體育大數據應用等產業板塊，構建完整產業鏈。健康產業投資板塊將繼續專注大健康領域的優質項目挖掘與投資，充分利用基金平台實現金融領域的拓展與創新。

鳴謝

本人藉此機會向各位董事、管理層及全體員工致謝，感謝全體同仁在過去一年中的辛勤工作，及為本集團發展作出的貢獻。同時本人亦感謝所有股東、銀行界和投資界的各位朋友及商業夥伴一直以來對本集團的充分信任和鼎力支持。

聚合賦能，共創未來

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Geriatric Care Business

The Group has set up an intelligent, ecologically chained geriatric care system incorporating information platform, home care, community care and institutional medical support through its geriatric care brands “Golden Sun” and “Hongtai”. The system delivers systematic and intelligent geriatric care solutions to cities for the provision of one-stop services to the elderly. The Group has seized the opportunities by leveraging on the brand image and professional services of the “Golden Sun” and “Hongtai” brand. As of 31 December 2018, the number of elderly members served by the Group was over 559,000; the number of community service centres was 352; the number of care centres was 16; the number of geriatric care institutions was 9; and the number of beds provided by geriatric care institutions was approximately 2,098. The occupancy rate of geriatric care institutions has been rising. In particular, the occupancy rate of Gulou Senior Apartment (鼓樓老年公寓), Hongru Senior Apartment (鴻儒老年公寓) and Guangyi Geriatric Care Apartment (廣益養老公寓) reached 100%, while the average occupancy rate of bed spaces of elderly care centres reached over 80%. Meanwhile, the Group has achieved innovative breakthroughs in business models, and started to provide commercial services such as catering service, elderly travel, products purchasing, home modification for the elderly and project consultation in its elderly care centres and most of its community service centres, which resulted in a continuous increase in revenue from the geriatric care business.

In 2018, the State Council of the PRC abolished the permission to establish geriatric care institutions, which indicates that the Chinese government is deliberately guiding the geriatric care industry towards marketization. With the gradual coequality between for-profit institutions and privately run non-enterprise institutions, the number of for-profit institutions will gradually increase. The competent authorities are establishing exit mechanisms and the market-oriented reforms are being progressively implemented.

Although the permission of establishment has been abolished, the market has gradually returned to rationality under economic downturn. The severe economic situation led to shortage of money in all walks of life, and investors became more cautious and proceeded mergers and acquisitions in a more prudent way, thus large-scale financing realization has become extremely difficult. The first round of investment and mergers and acquisitions in the industry expansion has basically ended.

業績回顧

養老業務

本集團透過旗下「金太陽」及「宏泰」養老服務品牌，構建了集資訊平台、居家關懷、社區照護及機構醫養的全生態鏈城市智慧養老系統，為城市提供系統性智慧養老解決方案及為老齡群體提供一站式養老服務。本集團抓緊機會，憑著旗下「金太陽」及「宏泰」的品牌形像及專業服務，截止二零一八年十二月三十一日，本集團之服務老人會員人數超過55.9萬人、社區服務站點352個、照料中心16家、養老機構9家、養老機構床位約2,098張。養老機構入住率節節攀升，其中鼓樓老年公寓、鴻儒老年公寓及廣益養老公寓入住率達到100%，長者照護中心床位平均入住率達80%以上。同時，在商業模式上取得創新突破，已在長者照料中心和大部分社區站點開展助餐服務、長者旅遊、產品代購、居家適老化改裝及項目諮詢顧問等商業服務，養老業務收入不斷提升。

二零一八年中國國務院取消養老機構設立許可，這意味著中國政府正在有意引導養老行業往市場化的方向發展，隨著營利性機構和民辦非企業機構的逐漸「平等同權」，營利性機構將會逐漸增多，主管部門正在建立退出機制，市場化改革漸進推行。

雖然取消了設立許可，但在經濟下行的大環境中，市場開始逐漸回歸理性，嚴峻的經濟形勢導致各行各業錢緊，投資者變得小心翼翼，併購變得更加謹慎，大規模融資套現變得困難重重，行業第一輪投資及併購潮基本結束。



As the geriatric care business of “Golden Sun” under the Group has been focusing partially on high-potential but low-income home-based geriatric care sector, and has deployed to build a big data platform solely for geriatric care by increasing the number of the home-based elderly, and then to conduct the sales of elderly-friendly products. Under the structural problems such as the absence of large-scale capital inputs by investors, the capitals purchased by the government not being timely in place and low fees for home-based geriatric care services, the financial performance of the Group’s geriatric care business has not been realized as planned and the short-term commercial valuation has declined. Therefore, the Group prudently impaired HK\$19,658,000 of the goodwill of the geriatric care business segment for the current year. Further details of the impairment are set out in note 16 to the financial statements.

Nonetheless, as indicated by relevant statistics, during 2000 to 2018, the number of elderly population aged 60 or above in China increased from 126 million to 249 million, and the proportion of total population increased from 10.2% to 17.9%. It is estimated that by 2026, the proportion of population aged over 65 will exceed 14% and China will formally become an ageing society. Due to the rapid growth of the elderly population and the increasing pressure caused by aging population, the Group expects that institutional geriatric care and geriatric health services will become a “sunrise” industry which can still achieve continuous growth while in economic downturn. During the year, the Group adjusted its proportion of the geriatric care business based on its extensive experience in the industry. It captured the momentum of the state-supported general geriatric care institutions business, and the opportunity arising from the favourable policy that the country will add one million beds for the general geriatric care institutions in the next three years, so as to focus on building an operation system of geriatric care industry with a leading scale, differentiated development and clear profit model in China. For the next year, the Group expects to be able to expand our market share rapidly and achieve stable profitability in the geriatric care business segment.

Medical and Health Care Industry

Leveraging on years of experience and resources accumulated in the health sector such as medical services, geriatric care services, family doctors and sports, the Group endeavours to develop a health service system in China and gradually form a landscape of which the health tourism destinations and the urban health services complex as the carrier, the health promotion hospitals as the support, family doctors and the health management services platform as the linkage and the sales of medical and geriatric products as the complement, so as to establish an ecological chain for health services which is committed to changing the health conditions of sub-health people in China as well as providing high-quality and one-stop health services of resort type and urban life type, respectively, for the mainstream people in China’s well-off society. Therefore, the Group’s business can achieve a sustainable, rapid development of its businesses.

由於本集團旗下之「金太陽」養老業務過往有一部分是偏重於高潛力但低收入之居家養老範疇，部署通過擴大居家老人數量打造養老專屬之大數據平台繼而進行適老產品銷售。在缺乏投資者大規模的資本投入、政府購買資金不能及時到位及居家養老收費低廉之結構性問題下，本集團養老業務之財務表現並未能如計劃中實現，短期之商業估值有所下降。因此，本集團以慎態度於本年度對養老業務版塊之商譽進行減值19,658,000港元。減值的進一步詳情載於本財務報表附註16。

儘管如此，據相關統計顯示，二零零零年至二零一八年，中國60歲及以上老年人口從1.26億人增加到2.49億人，佔總人口比重從10.2%上升到17.9%。預計到二零二六年，65歲以上人口佔比將超過14%，中國正式進入老齡社會。隨著老年人口快速增長、老齡化壓力日益凸顯，本集團預計，機構養老及老年健康服務將成為經濟低迷階段持續增長的朝陽行業。本年度，本集團根據多年於行業之經驗調整養老業務之偏重，把握國家重點支持的普惠型養老機構業務及在未來三年內全國將新增一百萬張普惠型養老機構老床位的有利政策機遇，重點打造中國規模領先、具備差異化發展和清晰盈利模式的養老產業營運體系，期望於下年度能夠快速擴大市場份額，實現養老業務板塊穩定盈利。

醫療健康產業

本集團利用多年來佈局醫療服務、養老服務、家庭醫生及體育運動等健康領域積累下來的經驗及資源，深耕中國健康服務體系，逐步形成以健康旅游目的地和都市健康服務綜合體為載體，健康促進型醫院為支持，家庭醫生與健康管理服務平台為紐帶，醫養健康類家居銷售為補充的格局，建立健康服務生態鏈，致力於改變中國亞健康人群的健康狀態，為中國小康社會主流人群分別提供旅遊度假型和都市生活型的高質量、一站式健康服務，實現集團業務的可持續快速發展。

In 2018, the Group has contacted 171 health management resources related companies, visited about 136 health management institutions and contracted with 10 institutions. The Group has formulated sports health experience planning scheme, the draft of the operational and strategic planning of Dali project and the draft of trial operation of projects, as well as preparing two projects for Shanghai Sports Health Experience Centre and the health complex of Shanghai Chunshen Road project, so as to actively explore the healthy ecosystem and build up a self-owned health management system.

Hospitals

Dali Hospital (大理醫院)

The Group successfully bid a land with an area of more than 50,000 square meters in Haidong New District of Dali City for medical charity purpose, which will be established as a mid to high-end boutique hospital with chronic disease control, health management and rehabilitation as its main services, targeting at chronic diseases such as cardiovascular and oncology. The Group has commenced multisector services like sports medicine, functional medicine, nutritional diet, psychological counseling and Chinese medicine conditioning through means of procuring advanced facilities and equipment for health management, introducing domestic and foreign authoritative experts and developing specialist personnel nurturing, so as to provide professional health care support to the Group's Dali health tourism destination project.

In 2018, the Group has completed the overall positioning of Dali project and determined the direction, scale and design ideas of the hospital. We have communicated with the Dali Prefecture Health Commission for several times and obtained the approval of the hospital positioning. The Group has completed the qualification application and the basic audit, while we have also established a partner project database. On one hand, we have gradually identified our partners, while we have also established preliminary cooperation intentions with local universities and hospitals on the other hand, so as to build up a talent base and service personnel nurturing.

During the year, the Group actively visited the health management hospitals in the United States and referenced them to make alternatives for the hospitals to design units. The Group introduced Dali project to relevant national-level research institutions and experts to lay the foundation for cooperation and scientific research. In the meantime, we are well-prepared for medical-level health management operation of similar projects.

二零一八年，本集團先後接觸健康管理資源相關公司171家，考察健康管理機構約136家，已簽約機構10家。制定運動健康體驗策劃方案、大理項目運營戰略規劃草案及項目試運營草案，籌備上海運動健康體驗中心及上海春申路項目健康綜合體兩個項目。積極探索健康生態體系，構建自家的健康管理體系架構。

醫院

大理醫院

本集團成功投得位於大理市海東新區約5萬多平方米為醫療慈善用地，將建設中高端精品醫院，以慢病控制、健康管理、康復醫療為主要內容，針對心血管、腫瘤等慢性疾病，通過採購先進健康管理設施設備、引進國內外權威專家、開展專科人才培養等手段，開展運動醫學、功能醫學、營養膳食、心理輔導、中醫調理等多領域服務，為本集團大理健康旅遊目的地項目提供健康專業支持。

二零一八年，本集團完成大理整體項目定位，確定了醫院運營方向、規模、設計思路，與大理州衛健委多次溝通，得到對醫院定位的首肯，並已完成資質申報材料和基本審核，同時建立了合作夥伴項目庫，逐步確定合作夥伴，亦與當地高校、醫院建立了初步合作意向，搭建人才基地和服務型人員培養。

本年度，集團積極對美國健康管理醫院進行考察，以其對標，做好了醫院設計單位備選，將大理項目向相關國家級科研機構、專家進行了推介，為開展合作和科研奠定基礎，同時為同類型項目的醫療級健康管理運營做好了準備。



Xuancheng Hospital (宣城醫院)

The Group has signed an investment agreement with the Government of Xuanzhou District of Xuancheng City, Anhui Province, pursuant to which, the Group will invest in and operate a third-tier specialist hospital in Xuancheng City, Anhui Province, in order to provide treatments for major chronic diseases such as cardiovascular and oncology through preventive control, professional treatment, health management and post-rehabilitation, improve the overall health conditions of residents and serve the medical and health care business of local and the southern area of Anhui Province. This hospital is initially planned to offer 350 beds, 4 operating theatres and 6 intensive care units, focusing on the treatment of diseases such as cardiology, oncology and rehabilitation. The project is now undergoing decoration and staffing.

Family Doctor Service Platform

Since 2015, the Group has been committed to exploring and promoting the family doctor business. Under the guidance of the national policy in relation to family doctors, the Group has worked with the government to target family doctors and residents as the customer group, family doctors and residents are connected and construction costs are charged by building up the platform; through operating the platform, we will receive operation and maintenance costs. As of 31 December 2018, the family doctor service platform has covered all 14 healthcare service centres in Yiwu city, 205 healthcare service stations and some third-tier hospitals in the city, creating a three-level linkage mechanism. On the platform, there are over 1,500 contracted family doctors and 283,000 contracted service residents. The Company has also developed several health related software products through cooperation with various health products and services enterprises.

Since the family doctor business mainly collects and maintains data principally from public hospitals, the commercial transformation of the online and offline services of family doctors calls for the support from policies like national medical insurance and the project needs more long-term and continuous cultivation, the existing capital of the project company was difficult to maintain accordingly. Therefore, the Group and other shareholders of the project company decided to suspend the family doctors business in the next year. Hence, the Group made full impairment provision for the goodwill and intangible assets of the family doctor platform in the amount of HK\$9,267,000 and HK\$5,540,000 respectively during the year. Further details of the impairment are set out in Note 16 and 17 to the financial statements.

In line with the strategic directions of the intelligent geriatric and intelligent health management of the Group, the project company will actively explore business transformation in 2019 and plans to expand the preventive health management business leveraging on existing business resources and data advantages.

宣城醫院

本集團與安徽省宣城市宣州區政府簽訂投資協議，將於安徽省宣城市投資及運營一所三級專科醫院，通過預防控制、專業治療、健康管理、後期康復等實現對心血管、腫瘤等重點慢性疾病的治療，以及居民整體健康狀況的改善，服務當地及皖南區域醫療健康事業。本醫院初步計劃設置床位350張、4個手術室及6個加護病房，專注於心內科、腫瘤科及康復科等疾病治療。項目正在進行裝修工程及團隊組建工作。

家庭醫生平台

本集團自二零一五年開始致力於家庭醫生業務的探索和推廣，在國家家庭醫生政策指引下，通過與政府合作，以家庭醫生與居民為目標客戶群體，建設平台連接家庭醫生與居民，收取建設費用；通過平台的運營，取得運營維護費用。截止二零一八年十二月三十一日，家庭醫生平台已覆蓋義烏市全部14個衛生服務中心、205個衛生服務站、部分市級三級醫院，並形成三級聯動機制，簽約家庭醫生達1,500多名，簽約服務居民達28.3萬人。公司還通過與各類的健康產品和服務類企業的合作，開發了數種健康類軟件產品。

因家庭醫生業務主要以公立衛生院為主體進行數據收集和維護，家庭醫生的線上和線下服務的商業轉化需要國家醫療保險等政策的支持，項目需要更長期的持續培育，項目公司的存量資金難以維繫，故本集團及項目公司之其他股東於下年度決定暫停家庭醫生業務。因此，本集團於本年度對家庭醫生平台之商譽及無形資產分別作全額減值撥備為數9,267,000港元及5,540,000港元。減值的進一步詳情載於本財務報表附註16及17。

為配合集團智慧養老和智慧健康管理的戰略方向，二零一九年項目公司將積極探索業務轉型，計劃依托現有業務資源和數據優勢，拓展預防級健康管理業務。

Sale of Medical and Geriatric Products

Beijing Vissam Prosperity Furniture Limited* (北京偉森盛業傢俱有限公司) ("Vissam Prosperity"), a company under the Group engaging in medical and geriatric product business, has maintained strong growth momentum. During the year, our new customers are mainly China's top 500 enterprises, including Greenland Group, Taikang Life Insurance, Vanke Group, China Everbright Group, China Construction Bank, Ocean Group and Sunshine Life Insurance, etc. Supply contracts with a total of 87 medical and geriatric care institutions were signed and implemented during the year. The business model for the subsidiary engaging in medical and geriatric product business has gradually developed from one of merely sales to an integrated model consisting of overall design, production, sales, and the supply of raw materials. In 2018, Vissam Prosperity was awarded a series of green brand titles including the Top Ten Hospital Furniture Brand in China (全國十大醫院用家具), Geriatric Care Furniture (養老專用家具), School Furniture (學校家具) and Office Furniture (辦公家具) and acquired a number of software copyright certificates.

During the year, the Group entered into an agreement to contribute RMB10,000,000 to Huarui Furniture Limited (華睿家居有限公司) in exchange of 50% of its equity interest in order to develop the B2C business of medical and geriatric products, aiming to cover the residential home care geriatric market and improve the layout of the medical and geriatric home business.

Health Industrial Park Business

As the reform of the national land policy proceeds, the property market in China has been transformed from a unitary residential and commercial model to an industrialised property model. The Group purchased high-quality lands mainly in cities such as Beijing, Shanghai and Dali based on the policies and directions on land planning adjustments of central and local governments. Leveraging on the transformation and upgrading, it introduced advanced industrial construction philosophy to fully satisfy the needs of the government and market users. Focus has been placed on developing new types of operations such as corporate headquarters and healthcare industrial parks.

醫養產品銷售

集團下屬的醫養產品公司北京偉森盛業傢俱有限公司(「偉森盛業」)保持良好增長勢頭，本年度新增客戶主要為中國500強企業，其中包括綠地集團、泰康保險、萬科集團、光大集團、建設銀行、遠洋集團及陽光保險等，全年共簽訂並執行87家醫養機構供應合約。醫養產品公司業務模式已從單一銷售，逐步發展成為集整體設計、生產、銷售以及原材料供應為一體。二零一八年偉森盛業獲得權威機構評定的全國十大醫院用家具、養老專用家具、學校家具和辦公家具綠色品牌稱號以及多項軟件著作權證書。

本集團於年中簽訂協議以人民幣10,000,000元增資華睿家居有限公司，取得50%股權，發展醫養產品的B2C業務，目的覆蓋民用居家養老市場，完善醫養家居業務之佈局。

健康產業園業務

隨著國家土地政策的改革，國內地產市場已開始從單一的住宅及商業模式轉向產業化地產方向。集團根據國家和各地方政府對土地規劃調整的政策和方向，主要在北京、上海、大理等城市獲取優質土地，通過轉型升級，引入先進的產業建設理念，全面滿足政府及市場用戶的需求，重點建設企業總部、健康產業園等新型業態。

Management Discussion and Analysis • 管理層討論與分析

Currently, the Group owns or is involved in seven development projects in Beijing, Shanghai, Dali and Canada, with a total site area of approximately 449,000 square meters. The implementation plans of the projects have obtained support from the governments where the projects are located. As the positioning of the projects is in line with market demands, they are expected to have considerable potential in terms of commercial value enhancement. As of 31 December 2018, the progress of the projects under development of the Group is as follows:

目前本集團在北京、上海、大理及加拿大共持有或參與七個發展項目，總佔地約44.9萬平方米。項目實施方案已取得項目所在地之政府支持，項目定位符合市場需求，商業價值提升潛力巨大。截止二零一八年十二月三十一日止，本集團之開發項目進展如下：

Location 地點	Project Name 項目名稱	Land Area 土地面積	Percentage 佔比	Planning Vision of the Project 項目遠景規劃	Status 進展
Beijing 北京	Chaoyang Port Project 朝陽口岸項目	87,607m ² 87,607平方米	82.24%	General health industrial park 大健康產業園	It is being developed in three phases, the first phase (Land area: 73,891.29 m ²) has been sold by equity transfer at a total consideration of RMB1.23 billion. Pre-construction planning procedures are in progress for the second and third phases. 分三期開發，第一期(佔地面積：73,891.29平方米)已完成整體售出，通過股權轉讓方式售出總價格為人民幣12.3億元。第二及第三期正進行前期規劃手續。
Beijing 北京	Changping Project 昌平項目	13,490m ² 13,490平方米	70%	Office and commercial complex 辦公、商業綜合體	Properties are on lease. 物業出租經營中。
Shanghai 上海	Sanlu Road Project 三魯路項目	20,480m ² 20,480平方米	20%	Headquarter of the healthcare business, office and commercial complex 健康產業總部辦公、商業綜合體	Properties have been completed, and 80% equity transfer was completed during the year. Currently, they are recruiting tenants. 物業已建成並於本年中完成80%股權轉讓。現正進行出租招商。
Shanghai 上海	Chunshen Road Project 春申路項目	39,448m ² 39,448平方米	100%	Office and commercial complex 辦公、商業綜合體	The procedures for changing the nature of the land are in progress. 正在進行土地性質變更手續。
Dali 大理	Haidong New District Project 海東新區項目	275,181m ² 275,181平方米	60%	General health industrial park complex, including residential, commercial, and medical purpose 大健康產業園綜合體，包括住宅、商業及醫衛用地	Pre-construction planning procedures are in progress. 正在進行前期規劃手續。
Canada 加拿大	Ovation Project Ovation項目	2,430m ² 2,430平方米	N/A [#] 不適用 [#]	Residential Project 住宅項目	Pre-sale is in progress. 正進行預售中。
Canada 加拿大	Mount Royal Project 皇家山項目	10,588m ² 10,588平方米	N/A [#] 不適用 [#]	Residential Project 住宅項目	Pre-construction planning procedures are in progress. 正在進行前期規劃手續。

[#] The project is invested in the form of debenture.

[#] 本項目以債權形式投入。

The Group will continue to identify lands which are appropriate for developing geriatric care, medical and general health business through Beijing Enterprises Group Company Limited ("BE Group") or on the market. Through extensive negotiation with the local governments and grasping golden opportunities arising from the industrial transformation pursued by these governments, the Group would gradually develop and create a unique series of products related to its industrial park investments.

Sports Business

Since 2016, through Beijing Sports and Entertainment Industry Group Limited ("Beijing Sports", a company listed on Hong Kong Main Board, stock code: 1803), an associate of the Company, the Group has been engaged in sports-related businesses in China, orienting itself to the construction of stadiums as well as the construction and operation of winter theme parks. MetaSpace (Beijing) Air Dome Corp* ("MetaSpace"), the subsidiary of Beijing Sports, is the leading integrated service provider of construction operation and management of air dome facilities in the PRC. These air-supported domes are widely adapted for use in multi-functional facilities such as sports and recreational facilities, logistic and warehousing centres, industrial storage facilities as well as commercial exhibition space. Up to the end of 2018, MetaSpace has already constructed over 200 air dome facilities throughout the PRC, its major customers including sports & event organizers, government departments, real estate developers and warehouse operators. Currently, MetaSpace has obtained over 100 intellectual property rights (including invention patents, patented air flight and insulation system, software, copyrights & trademarks, etc.) covering all key technologies in the construction and installation of air dome structure.

The Group's historical acquisition cost in relation to its investment in Beijing Sports is approximately HK\$388 million. Based on the share price of HK\$2.8 per share for the shares of Beijing Sports as at 31 December 2018, the market value of the equity interests held by the Group in Beijing Sports was approximately HK\$988 million.

HEALTH INDUSTRY INVESTMENT BUSINESS

Beijing Enterprises Medical and Health focuses on the opportunities in the medical and health care market. It participates in the investments of the medical and health care industry-related enterprises in the form of creating private funds. The key investment areas include biotechnology, pharmaceuticals, medical services and medical tourism.

In 2018, the Group mainly focused on fund investment business in the field of the general health, including the only enterprise specialized in the exploitation of circulating tumor cells detection technology system and a series products in China, the international bio-pharmaceutical enterprises with CDMO as their main business, and personalized tumor immune cells therapy platform mainly targets at major diseases, etc.. The valuation after investments was constantly increasing, which has made a breakthrough in the investments of the Group's health care industry investment sector in the field of the general health.

本集團將繼續通過北京控股集團有限公司(「北控集團」)或於市場上物適合適用作發展養老、醫療及大健康事業之土地項目，與各地政府廣泛洽談，把握各地政府產業轉型的有利時機，逐步發展形成本集團獨具特色的產業園系列產品。

體育業務

本集團自二零一六年起通過北京體育文化產業集團有限公司(「北京體育」，香港主板上市公司，股票代碼1803，本公司之聯營公司)於中國從事體育相關業務，定位於體育場管建設及冰雪樂園之建造及營運。北京體育之附屬公司北京約頓氣膜建築技術股份有限公司(「約頓」)為中國氣膜設施建造及管理的綜合服務供應商的引領者。該等氣模於體育及娛樂設施、物流及倉庫中心、工業儲存設施及商業展覽區等多功能設施中有廣泛應用。截至二零一八年末，約頓已在全中國搭建超過200個氣模設施，其主要客戶包括體育賽事組織方、政府部門、房地產開發商及倉庫營運商。目前，約頓已取得超過100項知識產權(包括發明權、空運隔離系統專利、軟件權、著作權及商標等)，涵蓋氣模結構建造及安裝的所有關鍵技術。

本集團投資於北京體育之歷史收購成本約為3.88億港元，根據北京體育股份於二零一八年十二月三十一日之股價每股2.8港元計算，本集團於北京體育所持之股權市值約為9.88億港元。

健康產業投資業務

北控醫療健康專注於醫療健康市場的機會，以組建私募基金形式參與投資於醫療健康產業相關企業，重點投資範圍包括：生物技術、製藥、醫療服務和醫療旅遊等企業。

二零一八年主要專注大健康領域的基金投資業務，所投資企業包括國內唯一一家專注於循環腫瘤細胞檢測技術體系及系列產品開發的企業、以CDMO為主營業務的國際生物醫藥企業及針對重大疾病的個性化腫瘤免疫細胞治療平台等，投資後的估值均在不斷提升，為集團健康產業投資板塊在大健康領域的投資有所突破。



FUTURE PROSPECT

Considering “Healthy China” as its mission, Beijing Enterprises Medical and Health Industry Group will continue to capitalise and fully utilise the ideal external environment for the geriatric care, medical and health care industries in China. With the general health industry as our development focus, we will pursue active explorations in the general health sector, seek high-quality partners, integrate social resources and speed up our business deployment in the market.

Looking forward, the Group will continue with its multi-services and diversification. Upholding its core visions of precise positioning, healthy growth in the institutional geriatric care sector and daycare centres, the Group’s intelligent geriatric care business will focus on the development of general and economical geriatric care institutions to enable an affordable and comfortable living conditions for hundreds of millions of elderly in China. With regard to the medical care and health care business, we will further implement a healthy operating model so as to achieve constant growth of this core business. As for the health industrial park business, the planning, positioning and pre-construction developing procedures for the Shanghai Chunshen Road project will be underway to build a health care and commercial complex based on the core concept of health. In respect of the health industry and investment sector, we will continue to pay attention to exploration and investments in high quality projects in the field of general health, while making full utilization of our fund platform to realize expansion and innovation in the financial sector.

With respect to the new business, the Group plans to vigorously develop the combined service platform of intelligent medical and geriatric care in cities, bring together the outstanding enterprises and experts as well as think-tanks in the health industry, and jointly develop based on the self-built “healthcare ecological system” of the Group. Currently, Beijing Enterprises Medical and Health Industry Group has established cooperative relationships with Xiehe Hospital, Beijing 301 Hospital and Chinese Academy of Sciences. Meanwhile, the Group actively integrated the domestic and overseas high-quality health care resources and rapidly occupied resources of each major cities, so as to continuously enlarge its market shares, to establish the leading position of the brands, and to steadily create long-term returns for shareholders.

MATERIAL INVESTMENTS

There were no new material investments other than the daily business of the Group for the year ended 31 December 2018.

未來展望

北控醫療健康產業集團將以「健康中國」為使命，繼續把握和充分利用中國養老、醫療和健康產業的良好外部環境，以大健康產業為發展方向，在大健康領域積極探索，尋求優質合作夥伴，整合社會資源，加快市場布局。

未來，本集團將繼續多業務、多元化發展，智慧養老業務將以精準定位、穩健發展，以機構養老及日照中心為核心，專心做普惠經濟型養老機構，讓中國億萬老人住得起、住得好。醫療健康業務將進一步落實健康業態，實現核心業務穩步增長。健康產業園業務將全面推動上海春申路項目的規劃定位與前期開發工作，打造以健康為核心理念的健康商業綜合體。健康產業投資板塊將繼續專注大健康領域的優質項目挖掘與投資，充分利用基金平台實現金融領域的拓展與創新。

新業務方面，本集團計劃大力推進城市智慧醫養結合服務平台，匯聚健康產業優秀企業及專家智庫，在本集團自家構建之健康生態體系上共同發展。目前北控醫療健康產業集團已與協和醫院、北京301醫院、中科院建立了合作關係，同時積極整合國內、外優質健康資源，務求迅速佔領各大城市資源，不斷擴大市場份額，樹立領先品牌，不斷為股東創造長期穩定回報。

重大投資

截止二零一八年十二月三十一日止年度，除本集團的日常業務外，並無新增任何重大投資。

MAJOR ACQUISITIONS AND DISPOSALS

On 26 September 2018, the Group entered into a sale and purchase agreement with CLH 115 (HK) Limited, to among other things, transfer 80% of the equity interest of Shanghai Junbo Textile Co., Ltd., for a consideration of RMB237,726,000 (equivalent to approximately HK\$268,102,000) (as adjusted) and the disposal was completed on 21 November 2018. Details of the disposal were disclosed in Note 35 “Disposal of Subsidiaries”.

The Group did not have any major acquisitions for the year ended 31 December 2018.

FINANCIAL REVIEW

Revenue and gross profit

For the year ended 31 December 2018, revenue of the Group was approximately HK\$178,885,000 (2017: HK\$130,625,000), representing an increase of 36.9% as compared to that of 2017, which was mainly generated from the manufacturing and sale of geriatric and medical furniture.

The gross profit of the Group was approximately HK\$57,246,000 (2017: HK\$47,567,000) and the gross profit margin was 32% (2017: 36.4%).

The increase in revenue was mainly attributable to a subsidiary of the Group, which engaged in manufacturing and sale of the medical and geriatric furniture, has maintained strong growth momentum. Our new customers are mainly China's top 500 enterprises, including Greenland Group, Taikang Life Insurance, Vanke Group, China Everbright Group, China Construction Bank, Ocean Group and Sunshine Life Insurance, etc. Supply contracts with a total of 87 medical and geriatric care institutions were signed and implemented during the year.

In addition, the Group has delivered systematic and intelligent geriatric care solutions to cities for the provision of one-stop services to the elderly through its geriatric care brands “Golden Sun” and “Hongtai”. Therein, the geriatric care business of Golden Sun are mainly operated by 15 private non-enterprise entities (the entities excluded from the Group's financial consolidation). As of 31 December 2018, leveraging on the brand image and professional services of the “Golden Sun” and “Hongtai” brand, the number of elderly members served by the Group was over 559,000; the number of community service centres was 352; the number of care centres was 16; the number of geriatric care institutions was 9; and the number of beds provided by geriatric care institutions was approximately 2,098. The occupancy rate of geriatric care institutions has been rising. In particular, the occupancy rate of Gulou Senior Apartment (鼓樓老年公寓), Hongru Senior Apartment (鴻儒老年公寓) and Guangyi Geriatric Care Apartment (廣益養老公寓) reached 100%, while the average occupancy rate of bed spaces of elderly care centres reached over 80%, which led to the increase in revenue from the geriatric care services.

主要收購及出售

於二零一八年九月二十六日，本集團與CLH 115 (HK) Limited訂立買賣協議，(其中包括)以代價人民幣237,726,000元(相當於約268,102,000港元)(經調整)轉讓上海駿帛紡織品有限公司之80%股權，並於二零一八年十一月二十一日完成出售。出售詳情於附註35「出售附屬公司」中披露。

截至二零一八年十二月三十一日止年度，本集團並無作出任何主要收購。

財務回顧

收入及毛利

截至二零一八年十二月三十一日止年度，本集團收入約為178,885,000港元(二零一七年：130,625,000港元)，比二零一七年增加36.9%，主要由生產及銷售養老及醫療適用家具所產生。

本集團之毛利約為57,246,000港元(二零一七年：47,567,000港元)，毛利率32%(二零一七年：36.4%)。

收入增加主要由於集團屬下的醫養家具公司於二零一八年保持良好增長勢頭，新增客戶主要為中國500強企業，其中包括綠地集團、泰康保險、萬科集團、光大集團、建設銀行、遠洋集團及陽光保險等，全年共簽訂並執行87家醫養機構供應合約。

另外本集團透過旗下「金太陽」及「宏泰」養老服務品牌，為城市提供系統性智慧養老解決方案、為老齡群體提供一站式養老服務。其中，金太陽之養老業務主要通過其發起的15間民辦非企業單位(不包含於本集團之財務合併範圍內)運營。憑著「金太陽」及「宏泰」的品牌形像及專業服務，截止二零一八年十二月三十一日，本集團之服務老人會員人數超過55.9萬人、社區服務站點352個、照料中心16家、養老機構9家、養老機構床位約2,098張。養老機構入住率節節攀升，其中鼓樓老年公寓、鴻儒老年公寓及廣益養老公寓入住率達到100%，長者照護中心床位平均入住率達80%以上，帶動養老服務營業收入增長。

Other income and gains, net

For the year ended 31 December 2018, other income and gains was approximately HK\$367,138,000, representing a decrease of 41.6% as compared with HK\$629,054,000 in 2017.

Other income and gains were mainly the gains of HK\$223,899,000 generated from the disposal of subsidiaries, representing a decrease of 61.1% as compared to HK\$576,121,000 in 2017. Excluding the gain from the disposal of subsidiaries, other gains were approximately HK\$143,239,000, representing an increase of 170.6% as compared to HK\$52,933,000 in 2017, which was mainly attributable to the investment properties located in Shanghai and Beijing due to the growth of property market in mainland with the increasing fair value of approximately HK\$76,991,000 in 2018 (2017: fair value loss of HK\$11,792,000).

Remaining other income and gains were mainly interest income of HK\$41,861,000 (2017: HK\$39,522,000) generated from the loans we lent as a strategic plan for idle funds and the rental income of HK\$22,539,000 (2017: HK\$15,682,000).

Selling and distribution expenses

For the year ended 31 December 2018, the selling and distribution expenses of the Group were approximately HK\$43,571,000 (2017: HK\$39,627,000), representing 24.4% (2017: 30.3%) of the total sales amount. The selling and distribution expenses mainly comprise of remuneration of HK\$10,809,000 (2017: HK\$13,883,000), transportation costs of HK\$11,891,000 (2017: HK\$11,741,000), promotion fee of HK\$3,121,000 (2017: HK\$2,992,000) and intermediary expense of HK\$15,368,000 (2017: HK\$8,600,000) for the disposal of the subsidiary project.

Administrative expenses

For the year ended 31 December 2018, the administrative expenses were HK\$191,557,000, representing an increase of 5.3% of the expenses as compared to HK\$181,868,000 in 2017. The administrative expenses mainly include staff costs (excluding Directors' remuneration) of HK\$60,978,000 (2017: HK\$44,927,000), professional advisory fees of HK\$20,350,000 (2017: HK\$16,395,000), depreciation and amortization costs of HK\$25,578,000 (2017: HK\$27,409,000) and share option expenses of HK\$5,689,000 (2017: HK\$17,758,000).

The increase of administrative expenses was mainly due to the rise of related expenses such as general professional fees, entertainment expenses, office expenses and travelling expenses arising from the frequent seeking of potential partners during the year as a result of the Group's business expansion.

其他收入及收益淨額

截至二零一八年十二月三十一日止年度，其他收入及收益約為367,138,000港元，比二零一七年629,054,000港元減少41.6%。

其他收入及收益主要為出售子公司所帶來的收益223,899,000港元，比二零一七年576,121,000港元減少61.1%。除去出售子公司所帶來的收益，其他收益約為143,239,000港元，比二零一七年52,933,000港元增加170.6%。增加主要為集團位於上海及北京之投資性物業受惠於內地房地產增長，於二零一八年公允價值增加約76,991,000港元所致(二零一七年：公允價值減少11,792,000港元)。

其餘其他收入及收益主要為因策略性規劃閒置資金而借出之貸款所產生的利息收入41,861,000港元(二零一七年：39,522,000港元)及租金收入22,539,000港元(二零一七年：15,682,000港元)。

銷售及分銷開支

截至二零一八年十二月三十一日止年度，本集團之銷售及分銷開支約為43,571,000港元(二零一七年：39,627,000港元)，佔總銷售金額24.4%(二零一七年：30.3%)。銷售及分銷開支主要包括薪酬10,809,000港元(二零一七年：13,883,000港元)、運輸費用11,891,000港元(二零一七年：11,741,000港元)、推廣費用3,121,000港元(二零一七年：2,992,000港元)及出售子公司項目之中介費15,368,000港元(二零一七年：8,600,000港元)。

行政開支

截至二零一八年十二月三十一日止年度，行政開支為191,557,000港元，較二零一七年181,868,000港元的開支增加5.3%。行政開支主要包括員工成本(不包括董事薪酬)60,978,000港元(二零一七年：44,927,000港元)、專業諮詢費20,350,000港元(二零一七年：16,395,000港元)、折舊及攤銷費用25,578,000港元(二零一七年：27,409,000港元)及購股權開支5,689,000港元(二零一七年：17,758,000港元)。

行政開支增加主要因為配合集團業務擴張，於年內頻繁尋找潛在合作夥伴，令一般專業費用、招待費用、辦公費及差旅費等相關費用上升所致。

Other expenses

Other expenses were mainly attributable to the one-off impairment of asset and exchange loss without cash outflow, which includes impairment loss of financial assets of approximately HK\$15,820,000 (2017: Nil), foreign exchange losses of approximately HK\$14,238,000 (2017: exchange gains of HK\$8,834,000 were recognised in other income and gains) and impairment of goodwill and intangible assets of approximately HK\$34,465,000 (2017: Nil).

Finance cost

For the year ended 31 December 2018, the finance cost was HK\$12,850,000 (2017: HK\$4,363,000), and the interest capitalised was HK\$3,465,000 (2017: HK\$7,045,000). The finance cost was mainly attributable to the interests of the bank loans, and the increase in finance cost was mainly due to the increase in weighted average principal of loans. The weighted average principal of the bank loan amounted to RMB230,329,000 (equivalent to approximately HK\$273,078,000) and the weighted average annual interest rate was 5.97%.

Net assets

As at 31 December 2018, the net assets of the Group amounted to approximately HK\$3,133,045,000, representing a decrease of approximately HK\$36,968,000 as compared to the total net assets of approximately HK\$3,170,013,000 in 2017. Excluding the generation of profit of approximately HK\$30,913,000 during the year, the net assets decreased by HK\$67,881,000 as compared to 2017, which was mainly due to the weakened exchange rate of RMB against Hong Kong dollar of approximately 4.6% during 2018, the recognised exchange losses of HK\$89,514,000 in other comprehensive income of the Group and capital contribution from non-controlling shareholders of HK\$24,719,000 as of 31 December 2018.

Liquidity and financial resources

As at 31 December 2018, the Group's cash in hand was HK\$764,118,000 (2017: HK\$471,436,000); restricted bank balances was HK\$11,755,000 (2017: Nil). The Group's long-term and short-term loan was HK\$187,148,000 in total (2017: HK\$243,044,000). Total debt decreased by approximately HK\$55,896,000, mainly due to the reduction of the bank loans for the disposal of an subsidiary during the year ended 31 December 2018 (2017: HK\$143,558,000), the additional loan of approximately HK\$116,982,000, net of the repayment of total working capital loan was approximately HK\$39,581,000 for the year ended 31 December 2018.

The Group agreed that meticulous management on cash flow is the key to success. To ensure that there is sufficient capital to satisfy the need of the Group's rapid growth, the Group remains good relationships with each of the banks from time to time, so that the Group gains easy access to application for loans.

其他開支

其他開支主要為一次性非現金支出的資產減值及匯兌損失，其中包括金融資產減值損失約15,820,000港元(二零一七年：無)、匯兌損失約14,238,000港元(二零一七年：於其他收入及收益確認匯兌收益約8,834,000港元)及商譽與無形資產減值約34,465,000港元(二零一七年：無)。

融資成本

截至二零一八年十二月三十一日止年度，融資成本為12,850,000港元(二零一七年：4,363,000港元)，而已資本化之利息為3,465,000港元(二零一七年：7,045,000港元)，融資成本主要來自銀行貸款之利息，融資成本增加主因為貸款之加權平均本金增加所致。銀行貸款之加權平均本金為人民幣230,329,000元(約273,078,000港元)，加權平均年利率5.97%。

資產淨值

於二零一八年十二月三十一日，本集團資產淨值約為數3,133,045,000港元，較二零一七年約3,170,013,000港元資產淨值總額減少約36,968,000港元。除去年內產生溢利約30,913,000港元，資產淨值較二零一七年減少67,881,000港元，主要因為人民幣兌港元匯率於二零一八年間貶值約4.6%，集團於其他全面收益虧損確認匯兌虧損89,514,000港元，另外截至二零一八年十二月三十一日，非控股股東注資24,719,000港元所致。

流動資金及財務資源

於二零一八年十二月三十一日，本集團之手頭現金為764,118,000港元(二零一七年：471,436,000港元)，受限制銀行結餘11,755,000港元(二零一七年：無)。本集團之長期及短期貸款合共為187,148,000港元(二零一七年：243,044,000港元)。債務總額減少約55,896,000港元，主要由於截至二零一八年十二月三十一日年間出售子公司所減少銀行貸款(二零一七年：143,558,000港元)，新增貸款約116,982,000港元扣除截至二零一八年十二月三十一日止年度內合共償還營運資金貸款約39,581,000港元。

本集團認為審慎之現金流管理乃成功之關鍵。為確保資金足以應付本集團之快速增長，本集團不時與各銀行保持良好業務關係，以便本集團日後易於提出借貸申請。

Capital expenditure

As of 31 December 2018, the Group's capital expenditure was approximately HK\$49,674,000 (2017: HK\$162,352,000), including the purchase of properties, plants and equipment, investment properties and other intangible assets.

Capital structure

The Group took full advantage of the financing platform as a listed company by striving for a constant optimisation of the capital and financing structure, so as to obtain sufficient funds to finance the future projects of health and geriatric care. During the year, the Group's operations were mainly financed by internal resources and bank loans.

Pledge of assets

As at 31 December 2018, the Group has pledged the following assets:

- (i) A building of the Group with a carrying amount of HK\$57,394,000 (2017: HK\$62,940,000) as at 31 December 2018 was pledged to secure banking facilities granted to the Group;
- (ii) The Group's investment properties with carrying amount of HK\$367,838,000 (2017: HK\$328,987,000) as at 31 December 2018 were pledged to secure banking facilities granted to the Group and investment properties with an aggregate carrying amount of HK\$39,375,000 (2017: Nil) were pledged to secure banking facilities granted to an associate of the Group;
- (iii) The Group's land use right with an aggregate carrying amount of HK\$239,545,000 (2017: HK\$153,477,000) as at 31 December 2018 was pledged to secure banking facilities granted to the Group and the land use right with an aggregate carrying amount of HK\$80,916,000 (2017: Nil) was pledged to secure banking facilities granted to an associate of the Group;
- (iv) The Group's time deposits with an aggregate carrying amount of HK\$5,706,000 (2017: Nil) as at 31 December 2018 was pledged to secure banking facilities granted to the Group; and
- (v) As at 31 December 2018, none of the property under development (2017: HK\$105,150,000) was pledged to secure banking facilities granted to the Group.

資本開支

截至二零一八年十二月三十一日，本集團資本開支為約49,674,000港元（二零一七年：162,352,000港元），其中包括購置物業、廠房及設備、投資物業及其他無形資產。

資本結構

本集團充分利用作為上市公司的融資平台優勢，力求不斷優化資本及融資結構，以為未來健康及養老產業項目取得充足資金。年內，本集團的業務運作主要透過內部資源及銀行貸款提供資金。

資產抵押

於二零一八年十二月三十一日，本集團已抵押以下資產如下：

- (i) 集團於二零一八年十二月三十一日之賬面金額57,394,000港元（二零一七年：62,940,000港元）位於中國之樓宇，作為授予本集團的銀行融資的抵押；
- (ii) 集團於二零一八年十二月三十一日之總賬面金額367,838,000港元（二零一七年：328,987,000港元）之投資性物業，作為授予本集團的銀行融資的抵押，總賬面金額約39,375,000港元（二零一七年：零）之投資性物業，作為授予本集團之聯營公司的銀行融資的抵押；
- (iii) 集團於二零一八年十二月三十一日之總賬面金額239,545,000港元（二零一七年：153,477,000港元）之土地使用權，作為授予本集團的銀行融資的抵押，總賬面金額約80,916,000港元（二零一七年：零）之土地使用權，作為授予本集團之聯營公司的銀行融資的抵押；
- (iv) 集團於二零一八年十二月三十一日之總帳面金額5,706,000港元（二零一七年：零）之定期存款，作為授予本集團的銀行融資的抵押；且
- (v) 集團於二零一八年十二月三十一日並無發展中物業（二零一七年：105,150,000港元）作為授予本集團的銀行融資的抵押。

Contingent liabilities

Save as disclosed in note 37 to the consolidated financial statements in this report, as at 31 December 2018, the Group had no significant contingent liabilities.

Foreign exchange risk

The Group's exposure to foreign exchange risks was primarily related to other receivables, bank balances and amounts due from related parties denominated in CAD, USD and RMB. In respect of the Group's exposure to potential foreign exchange risks arising from the currency exchange rate fluctuations, it did not make any arrangement or use any financial instruments to hedge against potential foreign exchange risks. However, the management will continue to monitor foreign exchange risks and adopt hedging measures where necessary.

Relationships with employees, suppliers and customers

The Group endeavours to maintain sustainable development in the long term, continuously create value for its employees and customers, and foster good relationships with its suppliers. The Group understands that employees are its valuable assets, and the realisation and enhancement of employees' values will facilitate the achievement of the Group's overall goals. For the year ended 31 December 2018, the Group provided generous social security benefits to its employees to motivate their proactivity at work while heightening their sense of belonging. The Group also understands the importance of maintaining good relationships with its suppliers and customers to the overall development of the Group. The Group places emphasis on supplier selection and encourages fair and open competition to foster long-term relationships with quality suppliers on the basis of mutual trust. To maintain the competitiveness of its brand and products, the Group abides by the principles of honesty and trustworthiness and commits itself to consistently providing quality products to establish a reliable service environment for its customers. For the year ended 31 December 2018, there was no significant and material dispute between the Group and its suppliers and/or customers.

Employee benefits and training

As at 31 December 2018, the Group had approximately 1,044 (2017: 1,081) employees. Total staff cost (excluding Directors' remuneration) for the year ended 31 December 2018 amounted to approximately HK\$79,573,000 (2017: HK\$67,043,000). The Group made great efforts to enhance the quality of staff. During the year under review, the Group organised internal training courses for staff at all levels. Topics of the training courses included accounting and finance, risk management and PRC's tax laws.

或然負債

除本報告內之綜合財務報表附註37所披露外，於二零一八年十二月三十一日，本集團並無重大或然負債。

外匯風險

本集團所承受的外匯風險主要來自於以加拿大元、美元及人民幣結算的其他應收款項、銀行結餘及應收關連方款項。本集團面對貨幣匯率波動所產生之潛在外匯風險，並無作出任何安排或利用任何財務工具對沖潛在外匯風險，然而，管理層將繼續監察外匯風險，並在需要時採取對沖措施。

與僱員、供應商及客戶之關係

本集團致力於保持長期的可持續發展，為僱員和客戶持續創造價值，並與供貨商維持良好關係。本集團深明僱員為寶貴資產，僱員價值的實現與提升，會有助於本集團整體目標的實現。截至二零一八年十二月三十一日止年度，本集團為僱員提供豐富的社保福利，在激發僱員工作積極性的同時亦加強了僱員的歸屬感。本集團亦明白與供貨商及客戶維持良好關係，對本集團之整體發展十分重要。本集團十分重視對供貨商的選擇，鼓勵公平及公開競爭，本著互信與優質供貨商建立長遠的合作關係。為維持本集團品牌及產品之競爭力，本集團秉承誠實守信之原則，致力向客戶提供一貫之優質產品，為客戶營造一個可信賴的服務環境。截至二零一八年十二月三十一日止年度，本集團與其供貨商及／或客戶之間概無重要及重大之糾紛。

僱員福利及培訓

於二零一八年十二月三十一日，本集團有員工約1,044名(二零一七年：1,081名)，而截至二零一八年十二月三十一日止年度之總員工成本(不包括董事薪酬)約為79,573,000港元(二零一七年：67,043,000港元)。本集團致力提升員工的素質，回顧年內，本集團為不同職級之員工舉辦內部培訓課程，培訓課程之題材包括會計財務、風險管理及中國稅法。

The Group's overall remuneration system is adhered to the principle of market orientation, offering competitive salary to retain and attract high caliber persons. The salaries of the Group's senior management are determined with reference to market level as well as the Group's overall operating results.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The Group is not aware of any significant event requiring disclosure that has been taken place subsequent to 31 December 2018 and up to the date of this report.

INVESTOR RELATIONS

The Group strives to offer investors access to updated and accurate information on the Group's latest major development. The Group believes that effective communication is built on a two-way basis, and therefore welcomes feedbacks from investors to the Group. To facilitate an easy access to information on the Company's latest major development, a number of measures have been taken to ensure all necessary information and appropriate updates are made available to investors in a timely manner through the Company's website at www.bemh.com.hk, under the column of the "Investor Relations".

本集團整體薪酬體系繼續貫徹按照市場化原則，提供業內富有競爭力的薪酬，保留和吸納優秀人才的理念。本集團高級管理人員的薪酬，更是在市場調查的基礎上，根據本集團整體經營業績情況確定。

報告期後重大事項

本集團並不知悉於二零一八年十二月三十一日直至本報告日期後發生任何須予披露的重大事項。

投資者關係

本集團努力向投資者提供有關本集團最新重大發展之最新資訊及準確資料。本集團認為，雙向溝通方為有效，故亦鼓勵投資者向本集團提供反饋。為使有關本公司最新重大發展之資料易於查閱，本公司已採取若干措施，將所有必要資料及適當最新資訊登載於本公司網站 www.bemh.com.hk 「投資者關係」欄目內，確保投資者可及時查閱有關資料。

Corporate Governance Report

企業管治報告

The Board of Directors (the “Board”) of the Company is pleased to present this Corporate Governance Report in the Group’s Annual Report for the year ended 31 December 2018.

The manner in which the principles and code provisions in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) are applied and implemented is explained below.

CORPORATE GOVERNANCE PRACTICES

The Group acknowledges the vital importance of good corporate governance to the Group’s success and sustainability. We are committed to achieving a high standard of corporate governance as an essential component of quality and have introduced corporate governance practices appropriate to the conduct and growth of our business.

The Company has applied most of the principles set out in the CG Code.

The Company has adopted different measures to ensure a high standard of corporate governance and has put in place corporate governance practices that are considered to be relevant to the Group, to meet the CG Code.

Throughout the year ended 31 December 2018, the Company has complied with the code provisions as set out in the CG Code, except for the deviation from code provision A.6.7.

Code Provision A.6.7

Code provision A.6.7 provides that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Two independent non-executive directors of the Company namely, Mr. Wu Yong Xin and Mr. Zhang Yun Zhou, were unable to attend the annual general meeting held on 25 May 2018 due to their other business commitments.

The Company has reviewed its corporate governance practices and has taken appropriate actions to comply with the CG Code which are explained in the relevant paragraphs of the Report.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2018.

本公司董事會(「董事會」)欣然提呈載於本集團截至二零一八年十二月三十一日止年度之年報內企業管治報告。

有關香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)之原則及守則條文之應用及實行方式說明如下。

企業管治常規

本集團明白良好企業管治對本集團的成功及持續能力至關重要。本集團致力維持高水平企業管治，作為必不可少的質量元素，亦引入適合本集團營運及增長的企業管治常規。

本公司已應用企業管治守則列載的大部分原則。

本公司已採納不同措施，以確保高水準企業管治，並採用被視為與本集團有關的企業管治常規，以符合企業管治守則之規定。

於截至二零一八年十二月三十一日止年度，除與守則條文第A.6.7條有所偏離外，本公司已遵守企業管治守則所載的守則條文。

守則條文A.6.7條

守則條文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及對股東之意見有公正的了解。因有其他業務承諾，本公司兩名獨立非執行董事，即吳永新先生及張運周先生未能出席於二零一八年五月二十五日舉行之股東週年大會。

本公司將檢討其企業管治慣例，並已採取適當行動，以遵守企業管治守則，有關行動於本報告相關段落中闡釋。

進行證券交易的標準守則

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」)。

經向全體董事作出特定查詢後，各董事均確認，彼等於截至二零一八年十二月三十一日止年度一直遵守標準守則。



The Company has applied the Model Code to the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Model Code by the relevant employees was noted by the Company.

CHANGE IN INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the Company was informed that:

Mr. Tse Man Kit, Keith, an Independent Non-executive Director of the Company, has resigned as the chief financial officer and company secretary of Shunfeng International Clean Energy Limited (HKEX stock code: 1165) since November 2018.

BOARD OF DIRECTORS

Board Composition

The Board currently comprises 12 members, consisting of 7 Executive Directors and 5 Independent Non-executive Directors.

The list of all Directors (by category) is set out under “Corporate Information” on page 2 and all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The Independent Non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

During the year ended 31 December 2018, there have been changes in the composition of the Board of the Company, details of which are set out in the Directors’ Report. The Board currently comprises the following Directors:

Executive Directors

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
Mr. Siu Kin Wai
Mr. Gu Shan Chao
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

Independent Non-executive Directors

Mr. Gary Zhao
Mr. Robert Winslow Koepf
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

None of the members of the Board is related to one another.

本公司已就很可能有本公司非公開股價敏感資料之相關員工採用標準守則。本公司並不知悉相關僱員並無遵守標準守則之情況。

根據上市規則第13.51B(1)條的董事資料變動

根據上市規則第13.51B(1)條，本公司獲知會：

謝文傑先生(本公司獨立非執行董事)自二零一八年十一月起辭任順風清潔能源國際有限公司(香港交易所股份代號：1165)之首席財務官兼公司秘書。

董事會

董事會組成

董事會現時由十二名成員組成，包括七名執行董事及五名獨立非執行董事。

全體董事的名單(按類別劃分)載於第2頁「公司資料」內，亦載於本公司不時根據上市規則發出的全部公司通訊。本公司根據上市規則，於所有公司通訊中明確列明獨立非執行董事之身分。

截至二零一八年十二月三十一日止年度，本公司董事會組成有所變動，詳情載於董事會報告。董事會目前由以下董事組成：

執行董事

祝仕興先生(*主席*)
劉學恒先生(*聯席行政總裁*)
張景明先生(*聯席行政總裁*)
蕭健偉先生
顧善超先生
胡湘麒先生
王正春先生

獨立非執行董事

趙剛先生
康仕學先生
謝文傑先生
吳永新先生
張運周先生

所有董事會成員之間均無任何關係。

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board reserves for its decision all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon making request to the Board.

Currently, the Chairman of the Board is Mr. Zhu Shi Xing and the Joint Chief Executive Officers of the Group are Mr. Liu Xue Heng and Mr. Zhang Jing Ming. The roles of Chairman on the one hand and the Joint Chief Executive Officers on the other hand are segregated and their respective responsibilities are clearly defined and set out in writing.

The Chairman's principal role is to provide leadership for the Board on corporate and strategic planning, ensure proper proceedings of the Board and encourage all Directors to have active contributions to the Board's affairs.

The day-to-day management, administration and operation of the Company are delegated to the Joint Chief Executive Officers and the senior management. The delegated functions and responsibilities are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

董事會及管理層之責任、問責性及貢獻

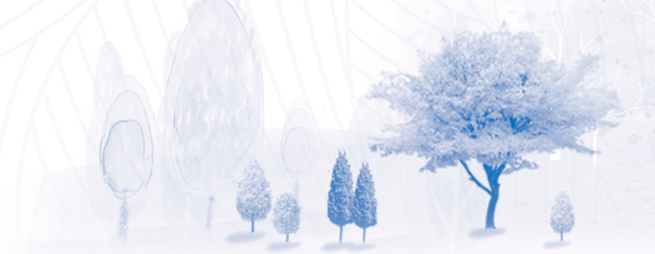
董事會保留其對本公司所有重大事宜之決策權，包括審批及監督所有政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（尤為可能涉及利益衝突者）、財務資料、委任董事及其他重大營運事宜。

所有董事均可全面且及時查閱所有相關資料，以及獲公司秘書提供意見與服務，以確保遵守董事會程序及所有適用法律及法規。各董事一般可於適當情況下，向董事會提出要求後徵求獨立專業意見，而費用由本公司承擔。

目前，董事會主席為祝仕興先生，本集團聯席行政總裁為劉學恒先生及張景明先生。而主席及聯席行政總裁的角色有所區分，彼等各自的職責乃明確界定，並以書面形式列出。

主席的主要職責為領導董事會進行企業及策略規劃、確保董事會按恰當的議事程序運作，並鼓勵全體董事積極參與董事會事務。

本公司之日常管理、行政及營運由聯席行政總裁及高級管理層負責，並定期檢討所指派之職能及職責。前述高級職員進行任何重大交易前須事先獲得董事會批准。



Independent Non-executive Directors

Every Independent Non-executive Director is appointed for a specific term of 3 years under his letter of appointment. All Directors including Independent Non-executive Directors are subject to retirement by rotation and eligible for re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association of the Company. The Company has issued formal letter of appointments to its Independent Non-executive Directors setting out key terms of their appointments.

The Company has received written annual confirmation from each Independent Non-executive Director of his independence pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company considers all of the Independent Non-executive Directors to be independent.

Continuous Professional Development of Directors

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director receives formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged where necessary.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

獨立非執行董事

每名獨立非執行董事乃根據其委任函按三年的特定任期獲委任。根據本公司組織章程細則，包括獨立非執行董事在內之全體董事須至少每三年輪值退任一次，並於本公司股東週年大會合資格重選連任。本公司已向其獨立非執行董事發出正式委任函，當中載有董事委任之主要條款。

本公司已根據上市規則第3.13條接收各獨立非執行董事就其獨立性所作的年度書面確認函。根據該確認函之內容，本公司認為全體獨立非執行董事均為獨立人士。

董事的持續專業發展

董事須了解作為本公司董事之責任及本公司經營方針、業務活動及發展之最新資訊。

每名新委任的董事於履新首日獲給予正式、全面及度身編撰的入職簡介，以確保彼妥為瞭解本公司的業務及營運，並且充分認識上市規則及相關法定規定項下董事之責任及義務。

董事持續獲得有關法定及監管制度以及業務環境之最新資料，以助彼等履行職責。如有需要，本公司將為董事安排持續簡報及專業發展。

董事應參與適當持續專業發展，發展並更新彼等之知識及技能，以確保繼續於具備全面資訊及切合所需的情況下對董事會作出貢獻。

Corporate Governance Report • 企業管治報告

During the year ended 31 December 2018, the Directors participated the trainings as follows:

於截至二零一八年十二月三十一日止年度，董事參與培訓的記錄如下：

Directors	董事	Topic 議題
<i>Executive Directors</i>	<i>執行董事</i>	
Mr. Zhu Shi Xing	祝仕興先生	A, B
Mr. Liu Xue Heng	劉學恒先生	B
Mr. Zhang Jing Ming	張景明先生	B
Mr. Qian Xu (resigned on 27 February 2019)	錢旭先生(於二零一九年二月二十七日辭任)	B
Mr. Siu Kin Wai	蕭健偉先生	B
Mr. Hu Yebi (resigned on 31 October 2018)	胡野碧先生(於二零一八年十月三十一日辭任)	B
Mr. Gu Shan Chao	顧善超先生	A, B
Mr. Hu Xiao Yong (resigned on 2 October 2018)	胡曉勇先生(於二零一八年十月二日辭任)	B
Mr. Hu Shiang Chi	胡湘麒先生	A, B
Mr. Wang Zheng Chun	王正春先生	A, B
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>	
Mr. Gary Zhao	趙剛先生	A, B
Mr. Robert Winslow Koepp	康仕學先生	B
Mr. Tse Man Kit, Keith	謝文傑先生	B
Mr. Wu Yong Xin	吳永新先生	A, B
Mr. Zhang Yun Zhou	張運周先生	B
A: attending seminars relating to Listing Rules update, insider information, Director dealing in securities and share repurchase		A: 出席有關上市規則更新、內幕消息、董事買賣證券及股份購回相關主題之研討會
B: reading journals relating to the corporate governance, directors' and officers' duties, anti-money laundering, accounting standard and loan financing, etc.		B: 閱讀有關企業管治、董事及職員職責、反洗錢、會計準則以及貸款融資之刊物

During the year ended 31 December 2018, the Board has reviewed and monitored the training and continuous professional development of Directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the CG Code and the disclosure in this Corporate Governance Report.

於截至二零一八年十二月三十一日止年度，董事會已檢討及監督董事及高級管理層之培訓及持續專業發展。董事會亦檢討及確保遵守有關法律及監管規定、操守守則、企業管治守則及於本企業管治報告中作出披露。

In addition, relevant reading materials including directors' manual/legal and regulatory update/seminar handouts have been provided to the Directors for their reference and studying.

此外，包括董事手冊／最新法律及監管資訊／研討會講義等相關閱讀材料均已提供予董事，供彼等參閱及研習。



BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment and Risk Management Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of each Board committee are Independent Non-executive Directors (except for the Investment and Risk Management Committee) and the current list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

Audit Committee

The Audit Committee currently comprises three members, namely, Mr. Tse Man Kit, Keith (Chairman of the Committee), Mr. Gary Zhao and Mr. Wu Yong Xin. All of them are Independent Non-executive Directors (including one Independent Non-executive Director with the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the internal auditor or external auditors before submission to the Board
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures

董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名委員會以及投資及風險管理委員會，以監察本公司指定範疇之事務。本公司所有董事委員會皆已成立，並訂有書面職權範圍。董事委員會的職權範圍已登載於本公司及聯交所網站，亦可應要求供股東查閱。

除投資及風險管理委員會外，各董事委員會的大部分成員均為獨立非執行董事，而各董事委員會主席及成員之現行名單列載於第2頁之「公司資料」內。

董事委員會均獲提供充足資源履行職務，於適當情況下，經提出合理要求後，亦可尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會目前由三名成員組成，即謝文傑先生（委員會主席）、趙剛先生及吳永新先生。彼等全為獨立非執行董事（包括一名具備合適專業資格或會計或相關財務管理專業知識之獨立非執行董事）。概無審核委員會成員為本公司現任外聘核數師之前任合夥人。

審核委員會之主要職責包括以下各項：

- 審閱財務報表及報告並考慮內部核數師或外聘核數師提出之任何重大或特殊項目，然後方提交董事會
- 參照外聘核數師之工作、費用及委聘條款，以檢討與核數師之關係，並就委任、續聘及辭退外聘核數師向董事會提出建議
- 檢討本公司財務報告制度、內部監控制度及風險管理制度以及相關程序是否足夠及有效

The Audit Committee held three meetings during the year to review the financial results and reports, financial reporting and compliance procedures, the report of the internal auditor on the Company's internal control and risk management systems and processes, the reappointment of the external auditors and arrangements for employees to raise concerns about possible improprieties.

The Company's annual results for the year ended 31 December 2018 have been reviewed by the Audit Committee.

The Audit Committee also met the external auditors three times without the presence of the Management.

Remuneration Committee

The Remuneration Committee currently comprises three members, namely, Mr. Gary Zhao (Chairman of the Committee), Mr. Tse Man Kit, Keith and Mr. Wu Yong Xin. All of them are Independent Non-executive Directors.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Company adopted Code Provision B.1.2(c)(i) out of the two models suggested by the CG Code. As a result, the Board as a whole is responsible for determining the remuneration of Non-executive Directors whereas the Remuneration Committee has the authority to approve the remuneration of the individual Executive Directors and senior management of the Company and its subsidiaries as well as share options related matters.

During the year, the Remuneration Committee met once to review the remuneration policy and structure of the Company, and the remuneration packages of the Directors and senior management and other related matters.

The details of the remuneration of the Directors and senior management of the Company are set out in notes 8 and 9 to the consolidated audited financial statements.

年內，審核委員會已舉行三次會議，檢討財務業績及報告、財務申報及合規程序、內部核數師就本公司內部監控及風險管理制度及程序之報告、續聘外聘核數師，以及供僱員就可能不當行為提出關注的安排。

本公司截至二零一八年十二月三十一日止年度的年度業績已經由審核委員會審閱。

審核委員會亦與外聘核數師會面三次，期間並無管理層列席。

薪酬委員會

薪酬委員會目前由三名成員組成，即趙剛先生（委員會主席）、謝文傑先生及吳永新先生。彼等全為獨立非執行董事。

薪酬委員會之基本宗旨為負責建議及審批董事及高級管理層的酬金政策及架構以及薪酬待遇。薪酬委員會亦負責制訂具透明度之程序，以發展該等酬金政策及架構，確保概無董事或彼任何聯繫人可參與決定自身之酬金。彼等之酬金將參考個別人士及本公司表現以及市場慣例與狀況而定。

本公司採用企業管治守則建議的兩個模型中的守則條文第B.1.2(c)(i)條。因此，董事會整體負責釐定非執行董事之酬金，而薪酬委員會有權批准本公司及其附屬公司的個別執行董事及高級管理層之酬金以及購股權相關事宜。

年內，薪酬委員會已舉行一次會議，以檢討本公司之酬金政策及架構、董事及高級管理層之薪酬待遇以及其他相關事宜。

本公司董事及高級管理層之薪酬詳情載於綜合經審核財務報表附註8及9。



Nomination Committee

The Nomination Committee currently comprises four members, namely, Mr. Wu Yong Xin (Chairman of the Committee), Mr. Zhu Shi Xing, Mr. Tse Man Kit, Keith and Mr. Gary Zhao. The majority of them are Independent Non-executive Directors.

Principal duties of the Nomination Committee include reviewing the Board composition, identifying suitable candidates for appointment as Directors and making recommendations to the Board on the appointment and succession planning of Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board Diversity Policy, including but not limited to gender, age, cultural and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

During the year, the Nomination Committee met once to review the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company.

In accordance with Article 108 of the Articles of Association, Mr. Liu Xue Heng, Mr. Gu Shan Chao, Mr. Robert Winslow Koepp, Mr. Tse Man Kit, Keith and Mr. Wu Yong Xin shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee recommended the re-appointment of the Directors standing for re-election at the forthcoming annual general meeting of the Company.

The Company's circular dated 18 April 2019 contains detailed information of the Directors standing for re-election.

提名委員會

提名委員會目前由四名成員組成，即吳永新先生（委員會主席）、祝仕興先生、謝文傑先生及趙剛先生，大部分成員為獨立非執行董事。

提名委員會的主要職責包括檢討董事會的組成、物色出任董事的適合候選人，以及就委任董事及董事繼任計劃向董事會提出推薦建議。

於評估董事會組成時，提名委員會會考慮董事會多元化政策列載之各個方面，包括但不限於性別、年齡、文化及種族，加上教育背景、專業經驗、技能、知識及服務年期。提名委員會將於有需要時商討及議定達致多元化董事會之可量度目標，並向董事會推薦採納。

年內，提名委員會已舉行一次會議，檢討董事會的架構、規模及組成，以確保其具備平衡有致且切合本公司業務要求之專業知識、技能及經驗。

根據組織章程細則第108條，劉學恒先生、顧善超先生、康仕學先生、謝文傑先生及吳永新先生將於股東週年大會上輪值退任。上述所有退任董事均合資格並將願意在股東週年大會上重選連任。

提名委員會建議重新委任於本公司應屆股東週年大會上待重選的董事。

本公司日期為二零一九年四月十八日之通函載有待重選董事之詳細資料。

Board Diversity Policy

The Company has adopted a board diversity policy (the “Board Diversity Policy”) setting out the approach to achieve diversity on the Board.

The Company recognizes the importance of having a diverse team of Board members, which is an essential element in maintaining an effective Board and enhancing corporate governance standard. The Nomination Committee of the Company is delegated the authority (amongst other things) to review and assess the diversity of the Board, with the objective of maintaining an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives on the Board which are appropriate to the requirements of the Company’s business.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to skills, knowledge, industry and professional experience, cultural and educational background, gender, age and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee shall discuss and where necessary, agree on the measurable objectives for achieving diversity on the Board and make recommendation to the Board. The Board may adopt and/or amend from time to time (as applicable) such diversity perspectives and/or measurable objectives that are appropriate to the Company’s business and Board succession planning, as applicable.

Director Nomination Policy

The Company has adopted a director nomination policy (the “Director Nomination Policy”) setting out the procedures and criteria to be used by the Company in relation to the selection, appointment and re-appointment of Directors to ensure that the Board maintains an appropriate mix and balance of skills, knowledge, experience and diversity of perspectives to the requirements of the Company’s business.

The Nomination Committee shall make reference to this Director Nomination Policy and the Board Diversity Policy to nominate suitably qualified candidates to the Board for it to consider and make recommendations to shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies or as an addition to the Board.

董事會多元化政策

本公司已採納董事會多元化政策(「董事會多元化政策」)中所載達致董事會多元化的方法。

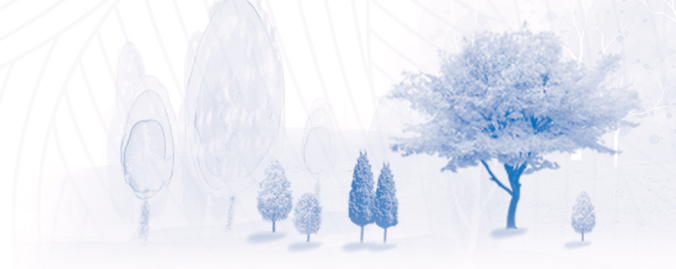
本公司知悉擁有多元化董事會成員團隊的重要性，此乃維持有效董事會及提升企業管治標準的重要因素。本公司提名委員會獲授權(其中包括)審閱及評估董事會之多元化，目的為維持董事會之技能、知識、經驗及多元化觀點的合適組合與平衡，符合本公司業務的規定。

甄選候選人將按一系列多元化範疇為基準，包括但不限於技能、知識、行業及專業經驗、文化及教育背景、性別、年齡及服務年限。最終將根據甄選候選人將為董事會所帶來的益處及貢獻而決定。提名委員會須討論並於必要時就達致董事會多元化的可衡量目標達成一致，並向董事會提出建議。董事會可不時採納及/或修訂(如適用)適用於本公司業務及董事會繼任計劃的多元化角度及/或可衡量目標(如適用)。

董事提名政策

本公司已採納董事提名政策(「董事提名政策」)中所載本公司就甄選董事、委任及重新委任所使用之程序及準則，以確保董事會維持對本公司業務所要求的技能、知識、經驗及多樣性之合適組合以及平衡。

提名委員會應參考此董事提名政策及董事會多元化政策，向董事會提名合適的合資格候選人，考慮及向股東提出建議，以於股東大會中選出董事或委任填補臨時空缺董事或擴大董事會之董事。



Investment and Risk Management Committee

The Investment and Risk Management Committee currently comprised Mr. Gu Shan Chao (Chairman of the Committee), Mr. Liu Xue Heng, Mr. Zhu Shi Xing (all being Executive Directors) and Mr. Lam Ka Tak (the Chief Financial Officer and Company Secretary).

Principal duties of the Investment and Risk Management Committee include overseeing the risk management and evaluating the major investment and funding projects of the Group.

There are two meetings held by the Investment and Risk Management Committee during the year.

Corporate Governance Functions

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

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Company Secretary

Mr. Lam Ka Tak has been the company secretary of the Company since 30 September 2010. Mr. Lam Ka Tak is the Chief Financial Officer of the Company. During the year ended 31 December 2018, Mr. Lam has received no less than 15 hours of relevant professional training to refresh his skills and knowledge.

投資及風險管理委員會

投資及風險管理委員會現由顧善超先生(委員會主席)、劉學恒先生、祝仕興先生(全為執行董事)及林嘉德先生(首席財務官及公司秘書)組成。

投資及風險管理委員會之主要職務包括監管風險管理，並評估本集團主要投資及資金項目。

年內，投資及風險管理委員會舉行兩次會議。

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。

董事會已檢視本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司遵守法律及監管規定之政策及常規、遵守標準守則，以及本公司遵守企業管治守則及於本企業管治報告中作出披露。

公司秘書

林嘉德先生自二零一零年九月三十日起出任本公司之公司秘書。林嘉德先生為本公司之首席財務官。截至二零一八年十二月三十一日止年度，林先生已接受不少於15小時之相關專業培訓，以更新其技能及知識。

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2018 is set out in the table below:

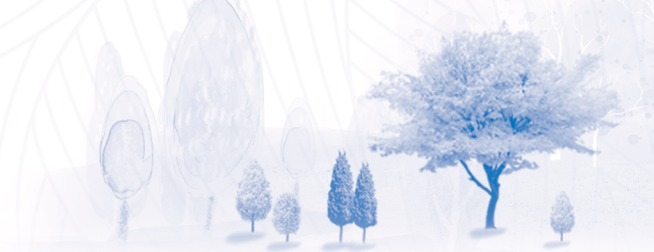
董事及委員會成員之出席記錄

於截至二零一八年十二月三十一日止年度，各董事於董事會及董事委員會以及本公司股東大會之出席記錄列於下表：

Name of Directors	董事姓名	Attendance/Number of Meetings 出席情況／會議次數					
		Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Investment and Risk Management Committee 投資及風險 管理委員會	Annual General Meeting 股東週年大會
Mr. Zhu Shi Xing	祝仕興先生	6/7	0/1	-	-	1/2	0/1
Mr. Liu Xue Heng	劉學恒先生	7/7	-	-	-	2/2	0/1
Mr. Gu Shan Chao	顧善超先生	5/7	-	-	-	1/2	0/1
Mr. Qian Xu (resigned on 27 February 2019)	錢旭先生 (於二零一九年二月二十七日辭任)	0/7	-	-	-	-	0/1
Mr. Siu Kin Wai	蕭健偉先生	2/7	-	-	-	-	0/1
Mr. Hu Yebi (resigned on 31 October 2018)	胡野碧先生 (於二零一八年十月三十一日辭任)	4/5	-	-	-	-	0/1
Mr. Hu Xiao Yong (resigned on 2 October 2018)	胡曉勇先生 (於二零一八年十月二日辭任)	0/4	-	-	-	-	0/1
Mr. Hu Shiang Chi	胡湘麟先生	5/7	-	-	-	-	0/1
Mr. Wang Zheng Chun	王正春先生	3/7	-	-	-	-	0/1
Mr. Zhang Jing Ming	張景明先生	0/7	-	-	-	-	0/1
Mr. Robert Winslow Koepp	康仕學先生	2/7	-	-	-	-	1/1
Mr. Tse Man Kit, Keith	謝文傑先生	6/7	1/1	1/1	3/3	-	1/1
Mr. Wu Yong Xin	吳永新先生	5/7	1/1	1/1	1/3	-	0/1
Mr. Zhang Yun Zhou	張運周先生	6/7	-	-	-	-	0/1
Mr. Gary Zhao	趙剛先生	3/7	1/1	1/1	2/3	-	1/1
Name of Committee Member	委員會成員姓名						
Mr. Lam Ka Tak	林嘉德先生	-	-	-	-	2/2	-

Apart from regular Board meetings, the Chairman also held meetings with the Independent Non-executive Directors without the presence of Executive Directors during the year.

除董事會例會外，主席亦於年內與獨立非執行董事舉行會議（並無執行董事列席）。



DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2018.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements. The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

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

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 63 to 69.

AUDITORS' REMUNERATION

The remuneration paid to the Company's external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2018 is set out below:

董事對財務報表之責任

董事知悉彼等須負責編製本公司截至二零一八年十二月三十一日止年度之財務報表。

董事會負責呈報平衡、清晰及易於理解之年報及中期報告評估、價格敏感資料公佈及其他根據上市規則及其他法定及監管規定所規定之披露。董事負責監察本公司財務報表之編製，以確保該等財務報表真實而公平地反映本集團之狀況，並符合相關法定及監管要求及適用會計準則。

管理層向董事會提供該等所需解釋及資料，讓董事會可以就提呈董事會批准之本公司財務報表，作出知情的評估。

董事並不知悉有關任何事件或情況的任何重大不明朗因素，而該等事件或情況可能對本公司之持續經營能力構成嚴重疑問。

本公司獨立核數師有關財務報表的申報責任聲明載於第63至69頁「獨立核數師報告」。

核數師酬金

於截至二零一八年十二月三十一日止年度就核數服務及非核數服務已付本公司外聘核數師之酬金列載如下：

		Fees Paid/Payable 已付／應付費用 HK\$ 港元	
Service Category	服務分類		
Audit Services	核數服務		
– Statutory audit services	– 法定審核服務		1,600,000
Non-audit Services	非核數服務		
– Review of interim report	– 審閱中期報告		400,000
			2,000,000

RISK MANAGEMENT AND INTERNAL CONTROL

The Board of the Group is responsible for evaluating and determining the nature and extent of the risks that the Group is willing to take in achieving its strategic objectives, and ensuring that an appropriate and effective risk management and internal control system is established and maintained by the Group. The Board of the Group has overseen the management in the design, implementation and monitoring the risk management and internal control system. The Board has confirmed that it is its duty to establish a risk management and internal control system, and that it will constantly oversee the system and ensure a regular review of the effectiveness of the system will be conducted at least once a year.

The Board and the Audit Committee of the Company have also confirmed that during the reporting period, they have reviewed the effectiveness of the risk management and internal control systems of the Group and its subsidiaries, covering all important control aspects including financial control, operational control and compliance control.

During the reporting period, the Board and the Audit Committee of the Company have evaluated the effectiveness of the risk management and internal control system, the procedures of which include:

- (1) To determine the extent of the system, identify risks and prepare risk checklists;
- (2) To assess and prioritize the impacts of the risks based on their impacts on the operational efficiency, sustainable development capability and reputation in accordance with the generally accepted risk management framework, with reference to the probability of various types of potential risks, the extent of the management's concerns and the possible financial loss arising from the risks;
- (3) To ensure risk management measures are in place to identify significant risks, to conduct internal control evaluation on the design and implementation of such risk management measures and to take actions to rectify the control gaps;
- (4) To conduct a regular review and summary on the effectiveness of the risk management and internal control system through evaluation on the significant risks and implementation of rectification measures carried out by the management, so as to maximize and continuously enhance the risk management;

風險管理及內部監控

本集團董事會負責評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，並確保本集團設立及維持合適及有效的風險管理及內部監控系統。本集團董事會已監督管理層對風險管理及內部監控系統的設計、實施及監察。董事會確認，其有責任建立風險管理及內部監控系統，並會持續監督有關系統，並確保最少每年檢討一次風險管理及內部監控系統的有效性。

本公司董事會和審核委員會亦確認其在本報告期內已檢討本集團及其附屬公司的風險管理和內部監控系統的有效性，有關檢討涵蓋本集團所有重要的監控方面，包括財務監控、營運監控及合規監控。

在本報告期內，本公司董事會和審核委員會已對風險管理及內部監控系統之有效性作出評估。公司的風險管理和內部監控程序主要包括：

- (1) 確立系統的範圍、識別風險，形成風險清單；
- (2) 根據一般公認的風險管理框架，依據各類潛在風險發生的可能性以及本集團管理層關注度，結合風險可能造成的財務損失，對運營效率、持續發展能力和聲譽的影響開展風險評估工作，並進行優次排序；
- (3) 識別重大風險的風險管理措施，對風險管理措施的設計和執行方面進行內部控制評估，對不足之處制定措施進行改善；
- (4) 通過對重大風險開展評估和管理層落實整改措施等，定期對本集團風險管理和內部監控系統進行檢討和總結，實現風險管理的功效發揮和持續提升；



- (5) To prepare a risk management manual that determines the duties and responsibilities of management, board of directors and Audit Committee in risk management, and to provide guideline for constantly monitoring the risk management and internal control system;
- (6) The management has reported to the Audit Committee on the results of regular review and evaluation on the risk management, internal control systems, significant risk factors and corresponding measures during the reporting period.

Nevertheless, the risk management and internal control system is designed to manage rather than eliminate the risks that arising from unsuccessful business objectives, and only to make reasonable, but not absolute assurances for the non-material misrepresentation or losses.

As to the procedures and internal controls for handling and disseminating the inside information, the Company:

- is aware of its obligations under the Securities and Futures Ordinance and the Listing Rules, and the overriding principle of dealing with the inside information is to make announcement immediately after such information comes to its attention and/or a relevant decision has been made, unless such information falling within the provision of "Safe Harbours" as provided in the Securities and Futures Ordinance;
- conducts its affairs in strict compliance with the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012 and "Recent Economic Developments and the Disclosure Obligations of Listed Issuers" issued by the Stock Exchange in 2008;
- has established and implemented procedures for responding to external enquiries about the Group's affairs. Senior executives of the Group are designated and authorised to act as the Company's spokespersons and respond to specific enquiries;
- has implemented and disclosed its own Code of Conduct for share transaction by relevant employee and Inside information disclosure policy.

- (5) 就風險管理編製了風險管理手冊，明確管理層、董事會及審核委員會在風險管理工作的職責，並提供指引以持續監控風險管理和內部監控系統；

- (6) 管理層已就報告期內對風險管理和內部監控系統的定期檢討及評估結果，重大風險因素及相關應對措施向審核委員會報告。

然而，任何風險管理和內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

以下列出公司對於有關處理及發放內幕消息的程序和內部監控措施：

- 公司明白其根據《證券及期貨條例》和上市規則所須履行的責任，首要原則是公司一旦知悉內幕消息及／或在作出有關決定後須即時公佈，除非該等內幕消息屬於《證券及期貨條例》下的「安全港」條文；
- 於處理有關事務時恪守證券及期貨事務監察委員會於二零一二年六月頒布的「內幕消息披露指引」，及聯交所於二零零八年頒佈的「有關近期經濟發展情況及上市發行人的披露責任」；
- 就外界對集團事務作出的查詢訂立及落實回應程序，並指定及授權本集團內高級行政人員擔任本公司發言人，回應特定的查詢；
- 已實施並公開其自訂的相關僱員進行股份交易之操守守則及內幕消息披露政策。

The Company has set up an internal audit function and engaged professional consultants to assist in the risk identification and evaluation so as to formulate its risk management measure. The Company has evaluated the design and implementation of internal control measures for significant risks. The Board has reviewed the effectiveness of the risk management and internal control system and considered it is effective and adequate and will continue to enhance the effectiveness in the coming future.

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 64 of the Company's Articles of Association, an extraordinary general meeting shall be called by the Board on the written requisition of any one or more shareholders of the Company, provided that such shareholders held at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be called for the transaction of any business specified in the written requisition to the Board or the Secretary of the Company; and shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

Shareholders who wish to move resolutions at general meetings may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company.

Note: The Company will not normally deal with verbal or anonymous enquiries.

本公司已設立內部審核功能及聘請專業顧問公司協助進行風險識別和評估，制定風險管理措施。本公司已對重大風險的內部監控措施的設計和執行方面進行評估。董事會已檢討風險管理和內部監控系統的有效性，認為該等系統有效和足夠。董事會將持續改善其有效性。

股東權利

為保障股東的利益及權利，本公司會於股東大會上就每項獨立事項，包括選舉個別董事，提出獨立決議案。於股東大會上提呈之所有決議案將根據上市規則按股數投票表決，投票結果將於每個股東大會結束後於本公司及聯交所網頁刊登。

股東召開股東特別大會

根據本公司組織章程細則第64條，董事會須應一名或多名本公司股東之書面要求召開股東特別大會，惟該等股東於提交要求之日，須持有有權於本公司股東大會上投票之本公司實繳股本不少於十分之一。該大會應予召開，以處理董事會或公司秘書接獲之書面要求列明之任何業務，並應於提交該項要求起計兩個月內舉行。倘於該項要求經已提交二十一日，而董事會未能著手召開該大會，則提出要求者本人(彼等)可以相同方式召開大會，而本公司須向提出要求者償付提出要求者因董事會未能召開股東大會而產生之所有合理開支。

於股東大會上提出建議

倘股東擬於股東大會提出決議案，可循前段列載之程序要求本公司召開股東大會。

向董事會提出查詢

倘股東擬向本公司董事會提出任何查詢，可將書面查詢發送予本公司。

附註：本公司一般不會處理口頭或匿名查詢。



Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Room 2108, 21/F, Greenfield Tower, Concordia Plaza,
1 Science Museum Road,
Tsim Sha Tsui East, Kowloon
(For the attention of the Company Secretary)
Fax: 2681-2789
Email: enquiry@bemh.com.hk

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, apart from the registered office of the Company, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

To promote effective communication, the Company maintains a website at <http://www.bemh.com.hk>, where up-to-date information and updates on the Company's business operations and developments, financial information, corporate governance practices and other information are posted.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Nomination Committee, Remuneration Committee, Audit Committee and Investment and Risk Management Committee or, in their absence, other members of the respective committees and, where applicable, are available to answer questions at shareholder meetings.

The 2018 Annual General Meeting ("AGM") was held on 25 May 2018. The notice of AGM was sent to shareholders at least 20 clear business days before the AGM.

During the year, the Company has not made any changes to its Articles of Association. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

聯絡詳情

股東可發送上述查詢或要求至以下地址：

地址：九龍尖沙咀東
科學館道1號
康宏廣場南座21樓2108室
(註明公司秘書收)
傳真：2681-2789
電郵：enquiry@bemh.com.hk

為免生疑問，除本公司之註冊辦事處外，股東必須寄存及發送妥為簽署之書面要求、通知或聲明，或查詢之正本(視情況而定)至上述地址，並提供全名、聯絡詳情及身份證明，以使前述者生效。股東資料可按法律要求披露。

與股東及投資者的通訊

本公司重視與股東的有效通訊，可藉此提高與投資者的關係及投資者對本集團業務表現及策略的了解。本公司亦明白透明度及適時披露公司資料的重要性，以便股東及投資者作出最佳投資決定。

為促進有效率溝通，本公司營運一個網站(<http://www.bemh.com.hk>)，當中登載本公司業務營運及發展、財務資料、企業管治常規的最新資料及最新訊息及其他資料。

本公司的股東大會為董事會與股東溝通提供一個平台。董事會主席及提名委員會、薪酬委員會、審核委員會以及投資及風險管理委員會主席(如未能出席，則為各委員會之其他成員)將於可行情況下將於股東大會上回答股東提問。

二零一八年股東週年大會(「股東週年大會」)已於二零一八年五月二十五日舉行。股東週年大會通告已於股東週年大會舉行前最少20個完整營業日向股東寄出。

年內，本公司並無對組織章程細則作出任何修改。本公司組織章程細則之最新版本亦載於本公司網站及聯交所網站。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Zhu Shi Xing

Mr. Zhu Shi Xing, aged 48, was appointed as an Executive Director of the Company in September 2014. He is currently the Chairman of the Board and a member of the Nomination Committee and the Investment and Risk Management Committee of the Company. Mr. Zhu graduated from Central University of Finance and Economics with a bachelor's degree in finance and obtained his master's degree in software engineering from Beihang University. In addition, Mr. Zhu obtained a bachelor's degree in sport management from Beijing Sport University in July 1994. Mr. Zhu started his career as an assistant in the investment department of China Xinxing Corporation (Group) Ltd. in 1994. During the period from 2004 to 2015, Mr. Zhu joined Beijing Holdings Limited ("BHL"), an affiliate of Beijing Properties (Holdings) Limited ("BPHL", HKEX Stock Code: 925), and had been nominated as the vice general manager of various subsidiaries of BHL involving in industries such as tourism, logistics and property development, and the executive vice president of BPHL. Since December 2015, Mr. Zhu is also an Executive Director of Beijing Sports and Entertainment Industry Group Limited ("Beijing Sports and Entertainment", HKEX Stock Code: 1803), an associate of the Company. Mr. Zhu has extensive experience in investment, financial management and property development.

Mr. Liu Xue Heng

Mr. Liu Xue Heng, aged 45, was appointed as an Executive Director and Joint Chief Executive Officer of the Company in September 2014 and April 2015 respectively. He is currently a member of the Investment and Risk Management Committee of the Company. Before joining the Company, Mr. Liu served as an Executive Director and the Chairman of the Investment and Risk Management Committee of BPHL during the period from 1 January 2011 to 23 December 2015, an Executive Director and the Chief Executive Officer of Tai United Holdings Limited (HKEX stock code: 718) during the period from 11 July 2014 to 19 January 2016, as well as an Independent Non-executive Director of Guangshen Railway Co., Limited (HKEX stock code: 525) during the period from 2 June 2011 to 29 May 2014 respectively. Mr. Liu is also an Executive Director of Beijing Sports and Entertainment since January 2016 and the Chairman of the Board and the Chief Executive Officer of Beijing Sports and Entertainment since April 2016. Mr. Liu obtained a master's degree of Business Administration from Cambridge University in the United Kingdom. Mr. Liu has extensive experience in equity investment, corporate finance, initial public offer and mergers and acquisitions.

執行董事

祝仕興先生

祝仕興先生，48歲，於二零一四年九月獲委任為本公司之執行董事，彼目前為董事會主席以及本公司提名委員會以及投資及風險管理委員會成員。祝先生畢業於中央財經大學並取得金融學士資格及於北京航空航天大學取得軟件工程碩士學位。此外，祝先生於一九九四年七月取得北京體育大學體育管理學士學位。祝先生於一九九四年於中國新興集團有限公司投資部擔任助理，開始其事業發展。自二零零四年至二零一五年期間，祝先生加入北京建設（控股）有限公司（「北京建設」，香港交易所股份代號：925）之關連公司京泰實業（集團）有限公司（「京泰集團」），並獲委派為京泰集團多家涉及旅遊、物流及地產開發業務的附屬公司副總經理之職務，以及擔任北京建設之執行副總裁。自二零一五年十二月起，祝先生擔任本公司之聯營公司北京體育文化產業集團有限公司（「北京體育文化」，香港交易所股份代號：1803）之執行董事。祝先生於投資財務管理及物業開發方面擁有豐富經驗。

劉學恒先生

劉學恒先生，45歲，分別於二零一四年九月及二零一五年四月獲委任為本公司之執行董事及聯席行政總裁，彼目前為本公司投資及風險管理委員會成員。於加入本公司以前，劉先生自二零一一年一月一日至二零一五年十二月二十三日期間，擔任北京建設之執行董事兼投資及風險管理委員會主席，於二零一四年七月十一日至二零一六年一月十九日期間，擔任太和控股有限公司（香港交易所股份代號：718）之執行董事兼行政總裁，於二零一一年六月二日至二零一四年五月二十九日期間，擔任廣深鐵路股份有限公司（香港交易所股份代號：525）之獨立非執行董事。自二零一六年一月起，劉先生亦擔任北京體育文化之執行董事及於二零一六年四月起擔任北京體育文化之董事會主席及行政總裁。劉先生於英國劍橋大學取得工商管理碩士學位。劉先生於股本投資、企業融資、首次公開發售及併購方面擁有豐富的經驗。



Mr. Qian Xu

Mr. Qian Xu, aged 55, was appointed as an Executive Director of the Company on 22 May 2017 and resigned on 27 February 2019. He is an Executive Director and the Chief Executive Officer of BPHL since July 2009 and the Chairman of BPHL since June 2016, and retired as the Chief Executive Officer of BPHL since July 2017. Mr. Qian was also appointed as a Non-executive Director of CAQ Holdings Limited ("CAQ", a company listed on the Australia Stock Exchange with a Listing Corporation Code of CAQ) in April 2015 and the Executive Director of MillenMin Ventures Inc. ("MVM")(a company listed on the Toronto Stock Exchange, Stock Code: MVM) in April 2015. Mr. Qian graduated from the Economics and Management Faculty of the Beijing Industrial University with a bachelor's degree in economics and has obtained his executive master's degree in business administration from Tsinghua University. Mr. Qian has extensive experience in mergers and acquisitions, corporate restructuring and financial management.

Mr. Siu Kin Wai

Mr. Siu Kin Wai, aged 50, was appointed as an Executive Director of the Company on 22 May 2017. He is an Executive Director of BPHL since July 2009 and the Chief Executive Officer of BPHL since July 2017. Mr. Siu was also appointed as the Non-executive Director of CAQ in April 2015 and an Independent Non-executive Director of Agritrade Resources Limited (SEHK Stock Code: 1131) in August 2010 and an Independent Non-executive Director of Orient Securities International Holdings Limited (SEHK Stock Code: 8001) in September 2017 and an Executive Director and the Chief Executive Officer of MVM in January 2017, and resigned as the Chief Executive Officer of MVM in April 2018. Mr. Siu graduated from City University of Hong Kong with a bachelor's degree in accountancy and is a fellow members of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. Siu has extensive experience in financial management and corporate advisory.

Mr. Zhang Jing Ming

Mr. Zhang Jing Ming, aged 55, was appointed as an Executive Director and Joint Chief Executive Officer of the Company in September 2014. Mr. Zhang graduated with a master's degree in international finance and trade in the University of International Business and Economics. Mr. Zhang started his property related business since 1996 being the General Manager and the Chairman of the Board of Beijing Wanqi Holdings Ltd., a property developer in Beijing. In 2009, he was also appointed as the General Manager of the Beijing Badachu Real Estate Group Limited. Mr. Zhang has over twenty years' experience in property development business.

錢旭先生

錢旭先生，55歲，於二零一七年五月二十二日獲委任為本公司之執行董事及於二零一九年二月二十七日辭任。彼自二零零九年七月起擔任北京建設之執行董事及首席執行官，及自二零一六年六月起擔任北京建設之主席，並於二零一七年七月起退任北京建設之首席執行官。錢先生亦於二零一五年四月獲委任為CAQ Holdings Limited (「CAQ」，於澳洲證券交易所上市之公司，上市公司代碼：CAQ)之非執行董事及自二零一七年一月獲委任為MillenMin Ventures Inc. (「MVM」)之執行董事，一間在多倫多證券交易所上市的公司(股份代號：MVM)。錢先生畢業於北京工業大學經濟與管理學院，取得經濟學學士學位，並持有清華大學高級管理人員工商管理碩士學位。錢先生在併購、企業重組及財務管理方面擁有豐富經驗。

蕭健偉先生

蕭健偉先生，50歲，於二零一七年五月二十二日獲委任為本公司之執行董事。彼自二零零九年七月起為北京建設之執行董事及自二零一七年七月起為北京建設之首席執行官。蕭先生亦於二零一五年四月獲委任為CAQ之非執行董事；於二零一零年八月獲委任為鴻寶資源有限公司(香港交易所股份代號：1131)之獨立非執行董事；於二零一七年九月獲委任為東方匯財證券國際控股有限公司(香港交易所股份代號：8001)之獨立非執行董事；於二零一七年一月獲委任為MVM之執行董事兼行政總裁及於二零一八年四月辭任MVM之行政總裁。蕭先生畢業於香港城市大學，取得會計學士學位，並為英國特許公認會計師公會及香港會計師公會資深會員以及英格蘭及威爾斯特許會計師公會會員。蕭先生在財務管理及企業顧問方面擁有豐富經驗。

張景明先生

張景明先生，55歲，於二零一四年九月獲委任為本公司之執行董事兼聯席行政總裁。張先生畢業於對外經濟貿易大學並取得國際金融與貿易的碩士資格。張先生於一九九六年開始展開其房產相關業務，擔任萬企控股集團有限公司(一家北京的房產開發商)的總經理及董事長。於二零零九年，其同時被任命為北京八大處房地產開發有限公司的總經理。張先生於房地產開發方面擁有超過20年的經驗。

Directors and Senior Management • 董事及高級管理層

Mr. Gu Shan Chao

Mr. Gu Shan Chao, aged 49, was appointed as an Executive Director of the Company in September 2014. He is currently the Chairman of the Investment and Risk Management Committee of the Company and the President of the Group. Mr. Gu obtained his bachelor's degree in electronic engineering from the Beijing Institute of Technology and master's degree in property from Tsinghua University. Mr. Gu participated in the property industry since 1999, and had been the Sales Director and General Manager of various property developers in Beijing.

Mr. Hu Shiang Chi

Mr. Hu Shiang Chi, aged 58, was appointed as an Executive Director of the Company in May 2015. Mr. Hu obtained his master's degree in International Business and bachelor's degree in Electrical Engineering from National Taiwan University. Mr. Hu has extensive experience in operation management and company acquisition. Mr. Hu is now the Chairman of the Board of Abico-Fs Co., Ltd (stock code in GreTai Securities Market: 8071), JBON International Co., Ltd. (stock code in GreTai Securities Market: 1566) and Transystem Inc. (stock code in GreTai Securities Market: 5348), the Managing Director of AVY Precision Technology Inc. (stock code in GreTai Securities Market: 5392), as well as the directors of Celxpert Energy Corporation (stock code in GreTai Securities Market: 3323), HiTi Digital, Inc. (stock code in GreTai Securities Market: 3494), and Jentech Precision Industrial Co., LTD. (stock code in GreTai Securities Market: 3653).

Mr. Wang Zheng Chun

Mr. Wang Zheng Chun, aged 54, was appointed as an Executive Director of the Company in June 2008. He was the Chairman of the Company during the period from October 2008 to February 2015. Mr. Wang has over twenty years of experience in property development and management. He has substantial experience in developing and constructing villas, residential units and commercial buildings in the mainland China.

顧善超先生

顧善超先生，49歲，於二零一四年九月獲委任為本公司之執行董事。彼目前為本公司投資及風險管理委員會主席及集團總裁。顧先生於北京理工大學取得電子工程學士學位及於北京清華大學取得房地產專業碩士學位。顧先生於一九九九年參與房地產行業並曾擔任多家北京房地產開發商的銷售總監及總經理之職務。

胡湘麒先生

胡湘麒先生，58歲，於二零一五年五月獲委任為本公司之執行董事。胡先生於國立台灣大學取得國際企業學碩士學位及電機工程學士學位。胡先生於經營管理與公司合併方面擁有豐富經驗。胡先生現為能率豐聲網通股份有限公司(台灣證券櫃檯買賣中心股份代號：8071)、捷邦國際科技股份有限公司(台灣證券櫃檯買賣中心股份代號：1566)及系通科技股份有限公司(台灣證券櫃檯買賣中心股份代號：5348)之董事長，及應華精密科技股份有限公司(台灣證券櫃檯買賣中心股份代號：5392)之董事總經理，以及加百裕工業股份有限公司(台灣證券櫃檯買賣中心股份代號：3323)、誠研科技股份有限公司(台灣證券櫃檯買賣中心股份代號：3494)、健策精密工業股份有限公司(台灣證券櫃檯買賣中心股份代號：3653)之董事。

王正春先生

王正春先生，54歲，於二零零八年六月獲委任為本公司之執行董事，彼於二零零八年十月至二零一五年二月期間為本公司之主席。王先生於地產發展及管理已有逾二十年經驗，彼對於在中國內地建設別墅、住宅及商業樓宇方面具豐富經驗。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Robert Winslow Koepp

Mr. Robert Winslow Koepp, aged 52, was appointed as a Non-executive Director of the Company in May 2015 and re-designated as an Independent Non-executive Director in May 2017. Mr. Koepp obtained his bachelor's degree in Asian Studies from Pomona College, USA, and Master of Business Administration from Cambridge University in the United Kingdom. Mr. Koepp has indepth professional experience in public and private equity financing, real estate, economics and business strategies, particularly for those Chinese companies which are listed overseas.

Mr. Wu Yong Xin

Mr. Wu Yong Xin, aged 55, was appointed as an Independent Non-executive Director of the Company in September 2014. He is currently the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Wu is currently the Executive Vice President, Chief Government Affairs Officer and General Manager of Regional Organization of Siemens Ltd., China. Mr. Wu obtained his bachelor's degree in economics from Capital University of Economics and Trade in Beijing and master's degree in business administration from China Europe International Business School.

Mr. Tse Man Kit, Keith

Mr. Tse Man Kit, Keith, aged 45, was appointed as an Independent Non-executive Director of the Company in September 2014. He is currently the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Tse was the Chief Financial Officer and Company Secretary of Shunfeng International Clean Energy Limited (HKEX stock code: 1165) from September 2010 to November 2018. And Mr. Tse was appointed as an Independent Non-executive Director of Beijing Sports and Entertainment since January 2016. Mr. Tse has around 20 years of working experience in accounting and financial management. Mr. Tse is a fellow Certified Practising Accountant of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tse obtained a bachelor's degree in commerce from University of Wollongong, New South Wales, Australia in July 1997, majoring in accountancy and finance.

獨立非執行董事

康仕學先生

康仕學先生，52歲，於二零一五年五月獲委任為本公司之非執行董事並於二零一七年五月起調任為本公司之獨立非執行董事。康先生獲得美國波莫納學院亞洲研究學士學位及英國劍橋大學工商管理碩士學位。康先生於公募和私募股權融資、房地產、經濟學和商業戰略擁有深入專業經驗，尤其是涉及海外上市的中國企業。

吳永新先生

吳永新先生，55歲，於二零一四年九月獲委任為本公司之獨立非執行董事，彼目前為本公司提名委員會主席以及審核委員會及薪酬委員會成員。吳先生現任西門子(中國)有限公司執行副總裁、首席政府事務官及區域組織總經理。吳先生持有北京首都經濟貿易大學經濟學學士資格及中歐國際工商學院工商管理碩士學位。

謝文傑先生

謝文傑先生，45歲，於二零一四年九月獲委任為本公司之獨立非執行董事，彼目前為本公司審核委員會主席以及薪酬委員會及提名委員會成員。謝先生自二零一零年九月至二零一八年十一月期間擔任順風清潔能源國際有限公司(香港交易所股份代號：1165)之首席財務官兼公司秘書及自二零一六年一月起擔任北京體育文化之獨立非執行董事。謝先生於會計及財務管理方面擁有約二十年工作經驗。謝先生為澳洲會計師公會資深註冊執業會計師及香港會計師公會會員。謝先生於一九九七年七月獲得澳洲新南威爾斯臥龍崗大學商學士學位，主修會計及金融。

Directors and Senior Management • 董事及高級管理層

Mr. Gary Zhao

Mr. Gary Zhao, aged 58, was appointed as an Independent Non-executive Director of the Company in February 2016. He is currently the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Zhao obtained a bachelor's degree in English literature from Northeast Normal University and a master's degree in education from Hebei University in 1984 and 1986, respectively. Mr. Zhao worked in the State Education Commission of the People's Republic of China since 1986 and was re-designated to work in the Department of Foreign Investment of Beijing Foreign Trade and Economic Relations Commission in 1989. From 1992 to 2005, Mr. Zhao successively served as the General Manager for several enterprises, and has subsequently become a fulltime freelance investor since 2005. Mr. Zhao has extensive experience in the Chinese economic development, Chinese financial market, project investment and corporate management.

Mr. Zhang Yun Zhou

Mr. Zhang Yun Zhou, aged 52, was appointed as an Independent Non-executive Director of the Company in May 2015. Mr. Zhang has engaged in clinical work of internal medicine and neurology for over 20 years. He possesses knowledge in relation to neuroanatomy, neuropathology, electroneurophysiology, neuroimaging and other disciplines. After finishing his first doctorate degree in Nanfang Hospital of First Military Medical University in Guangzhou and second doctorate degree in Xuanwu Hospital of Capital Medical University in Beijing, Mr. Zhang obtained his qualification of PhD candidate in Neurology from PLA Military Medical School (PLA General Hospital) (解放軍醫進修學院(解放軍總醫院)) in Beijing, a master candidate in Neurology from Zhujiang Hospital of First Military Medical University in Guangzhou and a bachelor's degree in Clinical Medicine from The Fourth Military Medical University in Xian, respectively. Mr. Zhang obtained the professional qualification of chief physician in Neurology (神經內科主任醫師) in 2016. He is currently the medical group leader of emergency Neurology (神經內科重症病房), and an chief physician, associate professor and postgraduate tutor in Xuanwu Hospital of Capital Medical University in Beijing.

SENIOR MANAGEMENT

Mr. Lam Ka Tak

Mr. Lam Ka Tak, aged 37, is the Chief Financial Officer and Company Secretary of the Group, he joined the Group in September 2010. Mr. Lam received his master's degree of Business Administration from The University of Hong Kong and bachelor's degree of Arts (Honours) in Accountancy from The Hong Kong Polytechnic University. He is currently a member of the Hong Kong Institute of Certified Public Accountants and Hong Kong Business Accountants Association. He has over 15 years of working experience in financial management and corporate finance. Before joining the Group, Mr. Lam had worked for KPMG as an audit manager. He is also an Executive Director of Beijing Sports and Entertainment and an Independent Non-executive Director of U Banquet Group Holding Limited (HKEX Stock code: 1483).

趙剛先生

趙剛先生，58歲，於二零一六年二月獲委任為本公司之獨立非執行董事，彼目前為本公司之薪酬委員會主席以及審核委員會及提名委員會成員。趙先生分別於一九八四年取得東北師範大學英語文學學士學位及於一九八六年取得河北大學教育學碩士學位。趙先生自一九八六年起於中華人民共和國國家教育委員會工作，一九八九年調任北京市外經貿委外資處工作。自一九九二年至二零零五年期間，趙先生先後擔任多間企業之總經理職務，及後於二零零五年起至今為全職自由投資者。趙先生對中國經濟發展、中國金融市場、項目投資及企業管理方面擁有豐富經驗。

張運周先生

張運周先生，52歲，於二零一五年五月獲委任為本公司之獨立非執行董事。張先生從事內科及神經內科臨床工作超過20年，具有神經解剖、神經病理、神經電生理、神經影像及其它學科知識。張先生於分別於廣州市第一軍醫大學南方醫院完成第一站博士後及北京市首都醫科大學宣武醫院完成第二站博士後，及於北京市解放軍軍醫進修學院(解放軍總醫院)神經病學臨床取得博士研究生資格、廣州市第一軍醫大學珠江醫院神經內科取得碩士研究生資格及西安市第四軍醫大學取得臨床醫療系學士學位。張先生於二零一六年取得神經內科主任醫師專業資格，彼目前為北京市首都醫科大學宣武醫院神經內科重症病房主任，主任醫師、副教授及研究生導師。

高級管理層

林嘉德先生

林嘉德先生，37歲，為本集團首席財務官兼公司秘書，彼於二零一零年九月加盟本集團。林先生持有香港大學工商管理碩士學位及香港理工大學會計學(榮譽)文學士學位，現時為香港會計師公會及香港商界會計師協會的會員，擁有逾15年的財務管理及企業財務經驗。加入本集團之前，林先生曾於畢馬威會計師事務所任職審計經理，並於二零一五年十二月獲委任為北京體育文化的執行董事及於二零一六年十月獲委任為譽宴集團控股有限公司(香港交易所股份代號：1483)的獨立非執行董事。

Directors' Report

董事會報告



The Directors present their annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

Further discussion and analysis of the business review as required by Schedule 5 to the Hong Kong Companies Ordinance, including future development in the Group's business, can be found in the "Management Discussion and Analysis" section of this annual report. The above section forms part of this "Directors' Report".

POSSIBLE RISK EXPOSURE

The Directors are aware that the Group is exposed to various risks, including some which are specific to the Group or the industries in which the Group operates as well as others that are common to most businesses. The Directors have established a procedure to ensure that significant risks may adversely affect the Group's performance and ability to deliver on its strategies, as well as those which may present positive opportunities, are identified, reported, monitored, and managed on a continuous basis.

Risk of Investment Decisions

Risk analysis: According to the Group's development strategies, we will continue to acquire new projects in the future, whether high quality projects will be selected and investment decisions to be made scientifically will have far-reaching effects on the Group's development.

Tackling measures: Subject to corporate strategies, the Group will determine the investment decision indicators and the information required for analysis, and maintain close communication with the relevant assessment agencies and collaborative authorities; combine preliminary investment research with project progress conditions and influencing factors, such as socio-economic policies, to predict possible external factors which may arise in later stages; select the right timing of entry for the project and formulate the corresponding investment strategies, and make timely adjustments to achieve the best result.

董事謹此提呈本公司截至二零一八年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務及業務回顧

本公司為一家投資控股公司，其主要附屬公司之業務載於綜合財務報表附註1。

香港公司條例附表5所要求對業務回顧的進一步討論及分析(包括本集團業務的未來發展)載於本年報的「管理層討論及分析」一節。上述章節構成「董事會報告」一部分。

可能面對的風險

董事留意到，本集團面對多種風險，包括部分本集團獨有或本集團經營所處行業的風險，以及大部分其他業務的其他風險。董事已制定程序，以確保可能對本集團表現、實踐其策略的能力及可能出現的正面機會有不利影響的重大風險加以持續識別、報告、監控及管理。

投資決策風險

風險分析：根據本集團發展戰略，未來將繼續收購新項目，能否選擇優質的項目，作出科學的投資決策對本集團發展影響深遠。

應對措施：遵循公司戰略的前提下，本集團將會明確投資決策的指標及所需分析資料，與相關評估機構、協辦部門保持緊密溝通；投資前期研究結合項目進展狀況及社會經濟政策等影響因素，並預估後期可能產生的外在因素；選擇項目適當的進入時機，並據此制訂相應的投資策略，適時調整以達至最佳結果。

Risk of Financing Costs

Risk analysis: As the Group's borrowings gradually increase, there are higher requirements for budgeting, management and control of funds. Currently a regular reporting system has been established for funding conditions and financing plans, but the capabilities on assessing actual requirement of funds and the funding terms have to be strengthened. At the same time, the Group will monitor closely the relationship between exchange rate changes and changes in interest rate spreads, further enhance supervision and control capabilities, take action in advance to avoid risk of exchange rate changes and structural risk of financing arrangements.

Tackling measures: the Group will keep on strengthening the tracking analysis on national currency policies and capital market conditions and trends and closely monitor exchange rate and interest rate changes; enhance joint collaborations with domestic and foreign financial institutions to obtain information on exchange rate and interest rate momentum to further improve supervision and control capabilities.

Risk of Sectoral and Economic Policies

Risk analysis: Changes in sectoral and economic policies in China will have impact on medical and geriatric business. Currently, policies for the sector remained stable and favourable.

Tackling measures: the Group will monitor simultaneously the conditions of the province where the subsidiaries operate, including industry policies, regional economic policies and macroeconomic changes, collect and arrange the relevant information regularly to establish a database for carrying out analysis and research to formulate tackling measures; strengthen interaction between peer entities and superior authorities to understand the changing direction of the industry, exchange management experience and enable good communication.

RESULTS AND APPROPRIATIONS

The results of the Company and its subsidiaries (collectively known as the "Group") for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 70 to 72.

The Directors do not recommend the payment of any dividend for the year. The Board believes in balancing returns to shareholders with investment to support future growth and has decided that it would be in the Group's best interests to reserve sufficient financial resources for future business developments.

融資成本風險

風險分析：隨著本集團借款逐步增加，對資金預算和資金管控工作提出更高的要求，目前本集團已建立資金條件及籌資計劃的定期匯報制度，但仍需要加強評估資金的實際需要以及條款的能力，同時，本集團將會密切關注匯率變動和利率差變動的關係，進一步提升監控能力，提前採取措施，以防範匯率變動的風險、籌資安排的結構性風險。

應對措施：本集團將會繼續加強國家貨幣政策和資本市場形勢走勢的跟蹤分析，密切關注匯率和利率變動；加強與境內外財務機構的聯動，獲取關於匯率、利率對沖方面的資訊，進一步提升監控能力。

行業及經濟政策風險

風險分析：中國的行業經濟政策變化對醫療及養老業務將會產生影響。目前，醫療及養老業務行業政策保持平穩向好。

應對措施：本集團將會實時關注附屬公司所在省份的行業政策、地區經濟政策、宏觀經濟變化等情況，並定期對相關資訊進行收集、整理，建立資料庫，並作分析、研究應對方案；加強與同行業單位以及上級主管部門之間的互動，及時了解當前行業動向，交流管理經驗，建立良好溝通。

業績及分配

本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度之業績載於第70至72頁之綜合損益及其他全面收益表內。

董事並不建議就本年度派付任何股息。董事會相信我們必須在股東回報和投資未來增長之間作出平衡，並已決定保留足夠財務資源供未來業務發展符合本集團的最佳利益。



Dividend Policy

The Board adopted a dividend policy on 29 March 2019 (the “**Dividend Policy**”). According to the Dividend Policy, when determining whether to declare any dividend in the future and the amount of dividend to be declared, the Company shall consider a number of factors, including but not limited to:

- the Group’s actual and expected financial results;
- the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Company;
- the Company’s business operation strategy, including expected working capital requirements, capital expenditure requirements and future expansion plans;
- the Company’s liquidity position;
- retained earnings and distributable profit reserves of the Company;
- the contractual restrictions on the payment of dividends imposed by the Company’s lenders and other institutions; and
- any other factors that the Board considers to be applicable from time to time.

The Company does not have any pre-determined dividend distribution proportion or distribution ratio, the declaration, payment and amount of dividends will be subject to the Board’s discretion.

The Board will review the Dividend Policy on a regular basis.

股息政策

董事會於二零一九年三月二十九日採納一項股息政策(「**股息政策**」)。根據股息政策，當未來決定是否宣派任何股息及宣佈股息金額時，本公司將考慮多項因素，包括但不限於：

- 本集團之實際及預期財務業績；
- 可能影響本公司業務或財務表現及財務狀況之整體經濟狀況及其他內在或外在因素；
- 本公司之業務經營策略，包括預期營運資金需求、資本開支需求及未來擴展計劃；
- 本公司之流動資金狀況；
- 本公司之留存收益和可分配利潤儲備；
- 由本公司貸款人及其他機構施加有關派發股息的合約規限；及
- 董事會不時認為適用之任何其他因素。

本公司沒有任何預定的股息分配比例或分配比率，股息之宣派、派付及金額將由董事會酌情決定。

董事會將定期檢討股息政策。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment, and investment properties of the Company and the Group during the year are set out in notes 13 and 14 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Articles of Association and provided that immediately following the distribution of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. As at 31 December 2018, the Company's reserves available for distribution amounted to HK\$1,172,996,000 which consisted of share premium of HK\$1,770,388,000 net of accumulated losses of HK\$597,392,000.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital and share options are set out in notes 32 and 33 to the consolidated financial statements.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

EQUITY-LINKED AGREEMENT

Details of the equity-linked agreements subsisting at the end of the year are set out below:

Ordinary Shares

On 20 August 2015, United Win International Corporation ("United Win"), a wholly owned subsidiary of the Company entered into the acquisition agreements with an independent third party to acquire the entire issued share capital of Beijing Spirit Commerce & Trading Limited (北京思義商貿有限公司) ("Beijing Spirit") at a consideration of RMB39,000,000.

Among the consideration of RMB39,000,000, subject to and conditional upon fulfilment or waiver of all the conditions precedent set out in the acquisition agreement, United Win will settle the consideration of RMB10,000,000 by cash and the remaining consideration of RMB29,000,000 will be settled by issuing 43,862,500 consideration shares of the Company in three tranches pursuant to the general mandate.

For details of the acquisitions, please refer to the announcement of the Company dated 20 August 2015.

物業、廠房及設備以及投資物業

本公司及本集團於年內之物業、廠房及設備以及投資物業之變動詳情分別載於綜合財務報表附註13及14。

可供分派儲備

根據開曼群島法例第22章公司法(經修訂)，本公司之股份溢價可供向股東支付分派或股息，惟須受本公司之組織章程細則條文規限，並且緊隨股息分派後，本公司須能夠支付日常業務過程中到期之債項。於二零一八年十二月三十一日，本公司可供分派儲備為1,172,996,000港元，其中包括股份溢價1,770,388,000港元(扣除累計虧損597,392,000港元)。

股本及購股權

本公司股本及購股權之變動詳情載於綜合財務報表附註32及33。

購買、贖回或出售上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

股票掛鈎協議

於年終仍存續之股票掛鈎協議詳情載列如下：

普通股

於二零一五年八月二十日，本公司全資附屬公司 United Win International Corporation(「United Win」)與獨立第三方訂立收購協議，以收購北京思義商貿有限公司(「北京思義」)的全部已發行股本，代價為人民幣39,000,000元。

於人民幣39,000,000元的代價當中，待收購協議所載全部先決條件獲達成或豁免後，United Win 將以現金清償人民幣10,000,000元之代價，而人民幣29,000,000元之餘下代價將由本公司根據一般授權分三批發行43,862,500股代價股份清償。

請參閱本公司日期為二零一五年八月二十日的公告，以瞭解該等收購之詳情。



SHARE OPTION SCHEME

The Company has a share option scheme which was adopted on 26 April 2002 (the "2002 Scheme") and replaced by the share option scheme adopted on 24 May 2013 (the "2013 Scheme"). Further details of the 2002 Scheme and 2013 Scheme are disclosed in note 33 to the consolidated financial statements.

The following table discloses the number of outstanding share options granted to the Directors of the Company at the beginning of the period and at 31 December 2018:

購股權計劃

本公司於二零零二年四月二十六日採納購股權計劃(「二零零二年計劃」)，並由在二零一三年五月二十四日採納之購股權計劃(「二零一三年計劃」)取代。二零零二年計劃及二零一三年計劃的進一步詳情披露於綜合財務報表附註33。

下表披露本公司於期初及二零一八年十二月三十一日授予本公司董事尚未行使購股權數目之變動：

**Number of
share options
at 1/1/2018
and 31/12/2018**
於二零一八年
一月一日及
二零一八年
十二月三十一日之
購股權數目

Mr. Wang Zheng Chun 王正春先生	30,000,000
Mr. Zhu Shi Xing 祝仕興先生	30,000,000
Mr. Liu Xue Heng 劉學恒先生	30,000,000
Mr. Gu Shan Chao 顧善超先生	30,000,000
Mr. Siu Kin Wai 蕭健偉先生	10,000,000
Mr. Zhang Jing Ming 張景明先生	20,000,000
Mr. Hu Shiang Chi 胡湘麒先生	15,000,000
Mr. Robert Winslow Koepp 康仕學先生	7,000,000
Mr. Wu Yong Xin 吳永新先生	4,000,000
Mr. Tse Man Kit, Keith 謝文傑先生	4,000,000
Mr. Zhang Yun Zhou 張運周先生	2,000,000

As at 31 December 2018, the Company had 338,000,000 share options outstanding under the 2002 Scheme and 2013 Scheme. Should they be fully exercised, the Company will receive HK\$192,460,000 (before issue expenses). The fair value of these unexercised options measured in accordance with the Group's accounting policy (note 2.4 to the consolidated financial statements) amounted to HK\$92,706,000.

Save as disclosed above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

於二零一八年十二月三十一日，本公司於二零零二年計劃及二零一三年計劃項下有338,000,000份尚未行使的購股權。倘其獲悉數行使，本公司將收取192,460,000港元(未計發行開支)。該等尚未行使購股權根據本集團會計政策(綜合財務報表附註2.4)計量的公平值為92,706,000港元。

除上文披露者外，於年內任何時間概無任何董事或彼等各自之配偶或未成年子女獲授予或行使可透過購入本公司股份或債權證而獲益之權利，而本公司、其控股公司、其任何附屬公司或同系附屬公司概無訂立任何安排，致令本公司董事可購入任何其他法人團體之該等權利。

DIRECTORS

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

Executive Directors

Mr. Zhu Shi Xing (Chairman)
Mr. Liu Xue Heng (Joint Chief Executive Officer)
Mr. Zhang Jing Ming (Joint Chief Executive Officer)
Mr. Qian Xu (resigned on 27 February 2019)
Mr. Siu Kin Wai
Mr. Hu Yebi (resigned on 31 October 2018)
Mr. Gu Shan Chao
Mr. Hu Xiao Yong (resigned on 2 October 2018)
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

Independent Non-executive Directors

Mr. Gary Zhao
Mr. Robert Winslow Koepp
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

In accordance with Article 108 of the Articles of Association, Mr. Liu Xue Heng, Mr. Gu Shan Chao, Mr. Robert Winslow Koepp, Mr. Tse Man Kit, Keith and Mr. Wu Yong Xin shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Company and each Director have entered into a letter of appointment for a term of 3 years, subject to retirement by rotation in accordance with the Articles of Association of the Company.

DIRECTORS' SERVICE CONTRACTS

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

INDEMNITY OF DIRECTORS

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 and was in force throughout this year.

董事

本年度及截至本報告日期止本公司之董事如下：

執行董事

祝仕興先生(主席)
劉學恒先生(聯席行政總裁)
張景明先生(聯席行政總裁)
錢旭先生(於二零一九年二月二十七日辭任)
蕭健偉先生
胡野碧先生(於二零一八年十月三十一日辭任)
顧善超先生
胡曉勇先生(於二零一八年十月二日辭任)
胡湘麒先生
王正春先生

獨立非執行董事

趙剛先生
康仕學先生
謝文傑先生
吳永新先生
張運周先生

根據組織章程細則第108條，劉學恒先生、顧善超先生、康仕學先生、謝文傑先生及吳永新先生將於股東週年大會上輪值退任。上述所有退任董事均合資格並將願意在股東週年大會上重選連任。

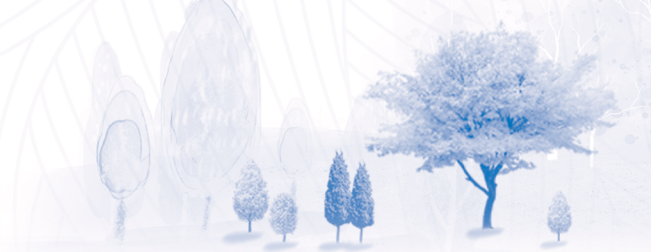
本公司與各董事已訂立為期三年之委聘書，須遵守本公司組織章程細則之規定輪值退任。

董事之服務合約

擬將於應屆股東週年大會上重選連任之董事概無訂有本集團不可於一年內不給予補償(法定補償除外)而終止之服務合約。

董事彌償

基於本公司董事利益的獲准許彌償條文(定義見香港公司條例第469條)現已生效且於本年度一直有效。



DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

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

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 December 2018, the interests of the Directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(i) Long positions

Ordinary shares of HK\$0.20 each of the Company

董事於重大合約之權益

於本年底或年內任何時間，並無任何本公司、其控股公司或其任何附屬公司為訂約方，且本公司董事或任何與董事有關連的實體直接或間接擁有重大權益之重大合約生效。

董事於股份及相關股份之權益

於二零一八年十二月三十一日，董事及彼等各自之聯繫人士於本公司及其相聯法團之股份及相關股份中擁有按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定存置之登記冊所記錄或根據標準守則已另行知會本公司及聯交所之權益如下：

(i) 好倉

本公司每股面值0.20港元之普通股

Name of Director 董事姓名	Capacity 身份	Interest in shares 股份權益	Interest in underlying shares 相關股份權益	Total interest in shares 股份總權益	Approx. percentage of the issued share capital of the Company 佔本公司 已發行股本 概約百分比
Mr. Wang Zheng Chun 王正春先生	Beneficial owner 實益擁有人	5,468,750	30,000,000 (Note 3) (附註3)	35,468,750	0.59%
	Interest held by spouse 由配偶持有之權益	35,074,000 (Note 1) (附註1)	—	35,074,000	0.58%
	Interest held by controlled corporation 由受控制法團持有之權益	64,811,000 (Note 2) (附註2)	—	64,811,000	1.07%
		105,353,750	30,000,000	135,353,750	2.24%

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Name of Director 董事姓名	Capacity 身份	Interest in shares 股份權益	Interest in underlying shares 相關股份權益	Total interest in shares 股份總權益	Approx. percentage of the issued share capital of the Company 佔本公司 已發行股本 概約百分比
Mr. Zhu Shi Xing 祝仕興先生	Beneficial owner 實益擁有人	–	30,000,000 (Note 3) (附註3)	30,000,000	0.49%
Mr. Liu Xue Heng 劉學恒先生	Beneficial owner 實益擁有人	–	30,000,000 (Note 3) (附註3)	30,000,000	0.49%
Mr. Gu Shan Chao 顧善超先生	Beneficial owner 實益擁有人	–	30,000,000 (Note 3) (附註3)	30,000,000	0.49%
Mr. Zhang Jing Ming 張景明先生	Beneficial owner 實益擁有人	–	20,000,000 (Note 3) (附註3)	20,000,000	0.33%
Mr. Hu Shiang Chi 胡湘麒先生	Beneficial owner 實益擁有人	–	15,000,000 (Note 3) (附註3)	15,000,000	0.25%
Mr. Siu Kin Wai 蕭健偉先生	Beneficial owner 實益擁有人	–	10,000,000 (Note 3) (附註3)	10,000,000	0.16%
Mr. Robert Winslow Koepf 康仕學先生	Beneficial owner 實益擁有人	–	7,000,000 (Note 3) (附註3)	7,000,000	0.12%
Mr. Wu Yong Xin 吳永新先生	Beneficial owner 實益擁有人	–	4,000,000 (Note 3) (附註3)	4,000,000	0.07%
Mr. Tse Man Kit, Keith 謝文傑先生	Beneficial owner 實益擁有人	–	4,000,000 (Note 3) (附註3)	4,000,000	0.07%
Mr. Zhang Yun Zhou 張運周先生	Beneficial owner 實益擁有人	–	2,000,000 (Note 2) (附註2)	2,000,000	0.03%



Notes:

1. Mr. Wang Zheng Chun ("Mr. Wang") is deemed to be interested in 35,074,000 shares, being the interests beneficially held by his spouse, Madam Shen Ling Zhao.
2. The 64,811,000 shares are held by Hillfame Holdings Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is beneficially owned by Mr. Wang.
3. The interests were derived from share options granted by the Company on 2 April 2015 and 28 January 2016 which entitled the holders thereof to subscribe for Shares at an exercise price of HK\$0.61 and HK\$ 0.53 per Share. First 30% of the share options granted will be vested in one year after 2 April 2015 and 28 January 2016 (as the case may be), second 30% of the share options granted will be vested in two years after 2 April 2015 and 28 January 2016 (as the case may be) and remaining 40% of the share options granted will be vested in three years after 2 April 2015 and 28 January 2016 (as the case may be). The share options are exercisable from the vesting date until 1 April 2025 and 27 January 2026 (as the case may be).

Other than as disclosed above, none of the Directors, nor their associates had any interests or short positions in any shares or underlying shares of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(ii) Share options

The interests of the Directors and chief executive in the share options of the Company are separately disclosed in the section "SHARE OPTION SCHEME" above.

Save as disclosed above, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

附註：

1. 王正春先生(「王先生」)被視為於35,074,000股股份中擁有權益，而該等權益由彼之配偶沈領招女士實益持有。
2. 64,811,000股股份由Hillfame Holdings Limited持有，該公司為於英屬維爾京群島註冊成立之公司及其全部已發行股本由王先生實益擁有。
3. 該等權益乃產生自本公司於二零一五年四月二日及二零一六年一月二十八日授出的購股權，該等購股權分別賦予其持有人權利以行使價每股股份0.61港元及每股股份0.53港元認購股份。已授出第一批30%購股權將於二零一五年四月二日及二零一六年一月二十八日(視乎情況而定)後一年期滿時歸屬；已授出第二批30%購股權將於二零一五年四月二日及二零一六年一月二十八日(視乎情況而定)後兩年期滿時歸屬；已授出餘下40%購股權將於二零一五年四月二日及二零一六年一月二十八日(視乎情況而定)後三年期滿時歸屬。購股權可由歸屬日期起至二零二五年四月一日及二零二六年一月二十七日(視乎情況而定)行使。

除上文披露者外，概無董事或彼等之聯繫人士於本公司或其任何相聯法團之任何股份及相關股份中持有根據證券及期貨條例第352條規定存置之登記冊所記錄或根據標準守則已另行知會本公司及聯交所之任何權益或淡倉。

(ii) 購股權

董事及主要行政人員於本公司購股權的權益個別於上文「購股權計劃」一節披露。

除上文披露者外，本公司、其控股公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債權證而從中獲益。

MANAGEMENT CONTRACT

During the year, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered or existed.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2018, none of the directors of the Company had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

SUBSTANTIAL SHAREHOLDERS

Other than as disclosed above in the section headed "Directors' interests in shares and underlying shares", as at 31 December 2018, the shareholders (other than Directors or chief executives of the Company) who had interests of 5% or more or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or had otherwise notified to the Company were as follows:

Long positions

Ordinary shares of HK\$0.20 each of the Company

管理合約

年內，本公司並無訂立且並無存在關於本公司業務整體或任何重要部分之管理及行政合約。

董事於競爭性業務之權益

於截至二零一八年十二月三十一日止年度內，本公司之董事概無於與本集團經營的業務構成競爭或可能直接或間接構成競爭的任何業務中擁有任何權益。

主要股東

除於上文「董事於股份及相關股份之權益」一節披露者外，於二零一八年十二月三十一日，於本公司股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露或記載於本公司按證券及期貨條例第336條存置的登記冊內或已另行知會本公司的5%或以上權益或淡倉之股東(本公司董事或最高行政人員除外)如下：

好倉

本公司每股面值0.20港元之普通股

Name of shareholder 股東姓名／名稱	Capacity 身份	Number of shares beneficially held 實益持有股份數目	Percentage of holding 持股百分比
Cosmic Stand International Limited	Beneficial owner 實益擁有人	945,000,000	15.59%
Beijing Properties (Holdings) Limited 北京建設(控股)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.59%
Beijing Enterprises Real Estate (HK) Limited 北控置業(香港)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.59%
Beijing Enterprises Group Company Limited 北京控股集團有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.59%



Name of shareholder 股東姓名／名稱	Capacity 身份	Number of shares beneficially held 實益持有股份數目	Percentage of holding 持股百分比
北京北控置業集團有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.59%
Beijing Financial Holdings Group Limited 北京金融控股集團有限公司	Interest held by controlled corporation (Note 2) 由受控制法團持有之權益(附註2)	548,409,806	9.05%
Beijing Financial Investment Holdings Limited 北京金融投資控股有限公司	Interest held by controlled corporation (Note 2) 由受控制法團持有之權益(附註2)	548,409,806	9.05%
Beijing Investment Co., Limited 北京投資有限公司	Beneficial owner (Note 2) 實益擁有人(附註2)	548,409,806	9.05%
Ng Kin Nam 吳健南	Beneficial owner 實益擁有人	401,300,000	6.62%
江河創建集團股份有限公司	Interest held by controlled corporation (Note 3) 由受控制法團持有之權益(附註3)	324,684,000	5.36%

Notes:

- These Shares were beneficially owned by Cosmic Stand International Limited. Cosmic Stand International Limited is wholly owned by Beijing Properties (Holdings) Limited. Beijing Properties (Holdings) Limited is owned as to 35.72% by Beijing Enterprises Real Estate (HK) Limited, 22.73% by Brilliant Bright Holdings Limited, 7.11% by Beijing Holdings Limited and 1.28% by Illumination Holdings Limited (a wholly owned subsidiary of Beijing Holdings Limited which is in turn a wholly owned subsidiary of Beijing Enterprises Group Company Limited). Beijing Enterprises Real Estate (HK) Limited is wholly owned by 北京北控置業有限責任公司 which is in turn wholly owned by Beijing Enterprises Group Company Limited. Accordingly, Beijing Properties (Holdings) Limited, Beijing Enterprises Real Estate (HK) Limited, 北京北控置業有限責任公司 and Beijing Enterprises Group Company Limited are deemed to be interested in the 945,000,000 Shares beneficially owned by Cosmic Stand International Limited under the SFO.
- These Shares were beneficially owned by Beijing Investment Co., Limited. Beijing Investment Co., Limited is wholly owned by Beijing Financial Holdings Group Limited which is in turn wholly owned by Beijing Financial Investment Holdings Limited. Accordingly, these companies are deemed to be interested in the 548,409,806 Shares beneficially owned by Beijing Investment Co., Limited under the SFO.

附註：

- 該等股份由Cosmic Stand International Limited實益擁有。Cosmic Stand International Limited由北京建設(控股)有限公司全資擁有。北京建設(控股)有限公司由北控置業(香港)有限公司擁有35.72%、皓明控股有限公司擁有22.73%、京泰實業(集團)有限公司擁有7.11%及Illumination Holdings Limited(京泰實業(集團)有限公司之全資附屬公司，而京泰實業(集團)有限公司則為北京控股集團有限公司之全資附屬公司)擁有1.28%。北控置業(香港)有限公司由北京北控置業有限責任公司全資擁有，而北京北控置業有限責任公司由北京控股集團有限公司全資擁有。因此，根據證券及期貨條例，北京建設(控股)有限公司、北控置業(香港)有限公司、北京北控置業有限責任公司及北京控股集團有限公司均被視為於Cosmic Stand International Limited實益擁有之945,000,000股股份中擁有權益。
- 該等股份由北京投資有限公司實益擁有。北京投資有限公司由北京金融控股集團有限公司全資擁有，而北京金融控股集團有限公司則由北京金融投資控股有限公司全資擁有。因此，根據證券及期貨條例，該等公司被視為於北京投資有限公司實益擁有之548,409,806股股份中擁有權益。

3. 200,400,000 Shares were beneficially owned by Easy Glory Holding Limited, which is in turn wholly-owned by Gloryeild Enterprises Limited ("Gloryeild"). Gloryeild is wholly-owned by Sundart Holdings Limited and is indirectly wholly-owned by Jangho Curtain Wall Hong Kong Limited ("Jangho"). Jangho is wholly-owned by 江河創建集團股份有限公司("江河"). 124,284,000 Shares were beneficially owned by Advance Finding Investments Limited, which is in turn wholly-owned by Peacemark Enterprises Limited ("Peacemark"). Peacemark is wholly-owned by Jangho and is indirectly wholly-owned by 江河. Accordingly, 江河 is deemed to be interested in 324,684,000 Shares under the SFO.

Other than as disclosed above and in the section headed "Directors' interests in shares and underlying shares", as at 31 December 2018, the Company has not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EMOLUMENT POLICY

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

The emoluments of the Directors of the Company are recommended by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees. Details of the scheme is set out in note 33 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of Cayman Islands, 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.

3. 200,400,000股股份由Easy Glory Holding Limited實益擁有，而Easy Glory Holding Limited由Gloryeild Enterprises Limited（「Gloryeild」）全資擁有。Gloryeild由承達集團有限公司全資擁有並由江河幕牆香港有限公司（「江河幕牆」）間接全資擁有。江河幕牆由江河創建集團股份有限公司（「江河」）全資擁有。124,284,000股股份由Advance Finding Investments Limited實益擁有，而Advance Finding Investments Limited由Peacemark Enterprises Limited（「Peacemark」）全資擁有。Peacemark由江河幕牆全資擁有並由江河間接全資擁有。因此，根據證券及期貨條例，江河被視為於324,684,000股股份中擁有權益。

除上文及「董事於股份及相關股份之權益」一節披露者外，於二零一八年十二月三十一日，概無任何人士（本公司董事或最高行政人員除外）曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向於本公司披露或記載於本公司按證券及期貨條例第336條存置之登記冊內的本公司股份或相關股份之權益或淡倉。

酬金政策

本集團僱員之薪酬政策由薪酬委員會按彼等之功績、資歷及能力設定。

本公司董事之酬金由薪酬委員會經參考本公司經營業績、董事個人表現及可比市場數據後建議。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃之詳情載於綜合財務報表附註33。

優先購買權

本公司之組織章程細則或開曼群島法律均無有關本公司須按比例向現有股東發售新股份之優先購買權規定。

足夠公眾持股量

本公司於截至二零一八年十二月三十一日止年度一直維持足夠公眾持股量。



RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken during the year ended 31 December 2018 are disclosed in Note 41 to the financial statements.

For those related party transactions that constituted connected transactions or continuing connected transactions (as the case may be) under the Listing Rules, these transactions are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The environmental policies and performance of the Company for the year ended 31 December 2018 containing the information required under Appendix 27 to the Listing Rules are set out in the Environmental, Social and Governance Report which will be published on the Stock Exchange's website and the Company's website within three months after publication of this annual report.

COMPLIANCE WITH REGULATIONS

The Group is not aware of any instances of material breach of or non-compliance with the applicable laws and regulations such as the Hong Kong Companies Ordinance (Cap. 622), Listing Rules, and other applicable local laws and regulations in various jurisdictions during the year ended 31 December 2018 and up to the date of this annual report.

STRUCTURAL CONTRACTS

Background

According to the Administrative Rules for Foreign Investments in Telecommunications Enterprises, which were issued on 11 December 2001 by the State Council and became effective on 1 January 2002, a foreign investor is currently prohibited from owning more than 50% of the equity interest in a PRC entity that provides value-added telecommunications services. Internet content provision ("ICP") services are classified as value-added telecommunications businesses, and a commercial operator of such services must obtain an ICP license from the appropriate telecommunications authorities to carry on any commercial Internet content provision operation in China. In July 2006, PRC Ministry of Information Industry issued a notice (the "Notice") which prohibits ICP license holders from leasing, transferring or selling a telecommunications business operating license to any foreign investors in any form, or providing any resource, sites or facilities to any foreign investors for their illegal operation of telecommunications businesses in China. The notice also requires that ICP license holders and their shareholders directly own the domain names and trademarks used by such ICP license holders in their daily operation.

關連方交易

截至二零一八年十二月三十一日止年度進行的關聯方交易詳情披露於財務報表附註41。

就根據上市規則所構成的關連交易或持續關連交易(視情況而定)的關連方交易而言，該等交易根據上市規則第14A章中獲豁免申報、年度審閱、公告及獨立股東批准規定。

環境政策及表現

本公司截至二零一八年十二月三十一日止年度的環境政策及表現載有根據上市規則附錄27所規定的資料，其載於環境、社會及管治報告，該報告將於本年度報告發佈後三個月內刊載於聯交所網站及本公司網站。

遵守法規

於截至二零一八年十二月三十一日止年度及直至本年報日期，本集團並不知悉任何事件嚴重違反或不遵守適用之法律及法規，例如香港公司條例(第622章)、上市規則以及於不同司法管轄區適用之其他當地法律及法規。

架構合約

背景

根據國務院於二零零一年十二月十一日頒布並於二零零二年一月一日生效的外商投資電信企業管理規定，外國投資者目前被禁止於提供增值電信服務的中國公司擁有超過50%股本權益。互聯網內容供應(「互聯網內容供應」)服務乃分類為增值電信業務，而有關服務的商業營辦商必須向適當電信機關取得互聯網內容供應商許可證，以於中國進行任何提供商業互聯網內容業務。於二零零六年七月，中國信息產業部發出通知(「該通知」)，禁止互聯網內容供應商許可證持有人以任何形式向任何外國投資者出租、轉讓或出售電信業務經營許可證，或向任何外國投資者提供任何資源、網址或設施供彼等於中國非法經營電信業務。該通知亦規定，互聯網內容供應商許可證持有人及彼等的股東直接持有由該互聯網內容供應商許可證持有人於彼等日常業務中使用的網域名稱及商標。

Reasons for the Contractual Arrangement

On 21 October 2015, the Group acquired 35% of interest in 北京良醫聯盟科技有限公司 (Beijing Top-Doctors Technology Co., Ltd.*) ("Top-Doctors") by way of capital injection at a cash consideration of HK\$17,430,000, which was then stated as an associate of the Group. On 5 August 2016, the Group acquired another 30% of interest in Top-Doctors from its certain existing shareholders through a series of share transfer agreements at a cash consideration of HK\$5,382,000. Since then, Top-Doctors has become a non-wholly owned subsidiary of the Group.

As such, to enable Top-Doctors to continuously obtain the ICP license and conduct "Internet + Medication" business in China in 2017, on 7 February 2017, the Group transferred its 65% of equity interest in Top-Doctors to 上海觀康企業管理有限公司 (Shanghai Jinkang Corporate Management Limited*) ("Shanghai Jinkang"), a PRC entity. Subsequently, 北京愈泰健康管理有限公司 (Beijing Yutai Health Management Company Limited*) ("Beijing Yutai"), a subsidiary of the Group, Shanghai Jinkang and its shareholders Ms. Liu Xinfeng (劉新豐) and Ms. Chu Muyin (褚慕殷) (the "Registered Shareholder(s)" and Top-Doctors entered into a series of structural agreements to enable the Group to exercise control over Shanghai Jinkang and Top-Doctors, among which Top-Doctors (wholly-owned by Shanghai Jinkang as to 65%, which is in turn owned as to 50% and 50% by Ms. Liu Xinfeng and Ms. Chu Muyin respectively) holds the requisite ICP license. As such, Top-Doctors is still deemed to be a subsidiary of the Group with its financial statements consolidated into the Group.

The Directors (including the independent non-executive Directors) are of the view that: (i) the contractual arrangement is essential to the legal structure of the Group and business operation of Top-Doctors; and (ii) the contractual arrangement was entered in the ordinary and usual course of business of the Group and in normal commercial terms or terms that are favourable to the Group, was fair and reasonable or favourable to the Group, and was in the interests of shareholders as a whole.

Revenue and Assets subject to the Structural Agreements under the Contractual Arrangement

For the year ended 31 December 2018 and as at 31 December 2018, revenue and total assets of Top-Doctors amounted to approximately HK\$1,669,000 and HK\$4,635,000, representing 0.93% and 0.12% of the total revenue and total assets of the Group, respectively. The Directors are of the view that the Group maintains its "Internet + Medication" development in China via the structural agreements of Top-Doctors, but its business and operation are not dependent on Top-Doctors or the structural agreements. Below is a brief description on the structural agreements.

合約安排的原因

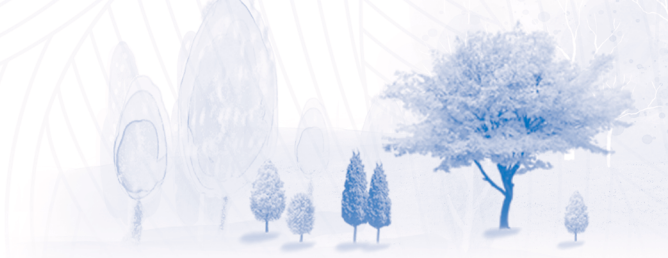
於二零一五年十月二十一日，本集團透過注資收購北京良醫聯盟科技有限公司（「良醫聯盟」）35%權益，現金代價為17,430,000港元，而良醫聯盟當時列作為本集團之聯營公司。於二零一六年八月五日，本集團透過一系列股份轉讓協議自若干現有股東收購良醫聯盟額外30%權益，現金代價為5,382,000港元。自此，良醫聯盟成為本集團之非全資附屬公司。

因此，為使良醫聯盟於二零一七年繼續取得互聯網內容供應商許可證並於中國進行「互聯網+醫療」的業務，於二零一七年二月七日，本集團向一間中國實體上海觀康企業管理有限公司（「上海觀康」）轉讓其於良醫聯盟的65%股權，其後本集團之子公司北京愈泰健康管理有限公司（「北京愈泰」）與上海觀康、其股東劉新豐女士及褚慕殷女士（「登記股東」）以及良醫聯盟訂立一系列架構合約，令本集團可對上海觀康及良醫聯盟行使控制權，而良醫聯盟（其由上海觀康全資擁有65%，其由劉新豐女士及褚慕殷女士分別擁有50%及50%）持有必要的互聯網內容供應商許可證。因此，良醫聯盟仍被視為本集團的附屬公司，其財務報表已由本集團綜合處理。

董事（包括獨立非執行董事）認為：(i) 合約安排對本集團的法律架構及良醫聯盟的業務營運相當重要；及(ii) 合約安排是在本集團正常及一般業務過程中按正常商業條款或對本集團較為有利的條款訂立，屬公平合理或對本集團有利，且符合股東整體利益。

於合約安排下結構合約規限下的收入及資產

截至二零一八年十二月三十一日止年度以及於二零一八年十二月三十一日，良醫聯盟的收入及資產總值分別約為1,669,000港元及4,635,000港元，佔本集團總收入及總資產分別0.93%及0.12%。董事認為，本集團以結構合約維持良醫聯盟的「互聯網+醫療」在中國的發展，但本集團的業務及營運則並無依賴良醫聯盟或結構合約，下述將對結構協議之情況作簡略匯報。



Information on Beijing Yutai, Shanghai Jinkang and Top-Doctors

Beijing Yutai is a company incorporated in the PRC with limited liability. The entire interests in Beijing Yutai are indirectly whollyowned by the Group, and its scope of business includes health management (excluding diagnosis and treatment services); health information consultation (excluding diagnosis and treatment services) and corporate management consultation.

Shanghai Jinkang is a company incorporated in the PRC with limited liability. The Registered Shareholders of Shanghai Jinkang are Ms. Liu Xinfeng and Ms. Chu Muyin.

Ms. Liu Xinfeng is a PRC citizen and a Registered Shareholder of Shanghai Jinkang, who holds 50% of equity interest in Shanghai Jinkang as at the date of this annual report and is currently an employee of the Group.

Ms. Chu Muyin is a PRC citizen and a Registered Shareholder of Shanghai Jinkang, who holds 50% of equity interest in Shanghai Jinkang as at the date of this annual report and is currently an employee of the Group.

Top-Doctors is a company incorporated in the PRC with limited liability. 65% interests in Top-Doctors are owned by Shanghai Jinkang, and its scope of business includes the provision of intellectual medical services in cities, family doctors contracting services and health management services.

Summary of the Major Terms of the Structural Agreements

Beijing Yutai has entered into a series of structural agreements with Shanghai Jinkang, Top-Doctors and the Registered Shareholders for obtaining the control over the finance and business operation of Shanghai Jinkang, Top-Doctors and its subsidiaries (the "Shanghai Jinkang Group") as well as sharing the economic benefits and interests of the Shanghai Jinkang Group. The series of structural agreements included (i) Loan Agreement; (ii) Exclusive Share Option Agreement; (iii) Equity Pledge Agreement; (iv) Entrusted Agreement and Power of Attorney; (v) Business Co-operation Agreement; (vi) Master Exclusive Service Agreement; (vii) Confirmation and Commitment Letters; and (viii) Spouse Consent Letters. The major terms of the structural agreements are summarized as follows:

關於北京愈泰、上海觀康及良醫聯盟的資料

北京愈泰為一間在中國註冊成立的有限責任公司。北京愈泰的全部權益由本集團間接全資擁有，其業務範圍包括健康管理（不含診療服務）；健康信息諮詢（不含診療服務）及企業管理諮詢。

上海觀康為一間在中國註冊成立的有限責任公司。上海觀康的登記股東為劉新豐女士及褚慕殷女士。

劉新豐女士為中國公民。彼為上海觀康的登記股東，於本年報日期持有上海觀康50%股本權益，現為本集團的僱員。

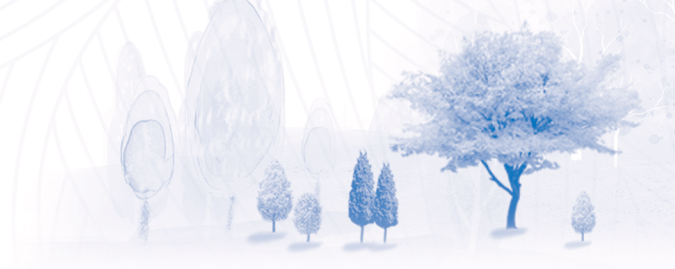
褚慕殷女士為中國公民。彼為上海觀康的登記股東，於本年報日期持有上海觀康50%股本權益，現為本集團的僱員。

良醫聯盟為一間在中國註冊成立的有限責任公司。良醫聯盟的65%權益由上海觀康擁有，其業務範圍包括為城市提供智慧醫療服務、家庭醫生簽約服務及健康管理服務。

結構性協議的主要條款概要

北京愈泰與上海觀康、良醫聯盟及登記股東訂立一系列結構協議，以獲取上海觀康、良醫聯盟及其附屬公司（「上海觀康集團」）在財務及業務營運上的控制權，以及享受上海觀康集團的經濟權益及利益。一系列結構性協議包括(i)貸款協議；(ii)獨家購股權協議；(iii)股權質押協議；(iv)委託協議及授權委託書；(v)業務合作協議；(vi)獨家服務總協議；(vii)確認及承諾函；及(viii)配偶同意函，結構協議之主要條款概要載列如下：

- | | |
|---|--|
| <p>(i) Loan Agreement: Beijing Yutai and Shanghai Jinkang entered into the Loan Agreement on 7 February 2017, pursuant to which, Beijing Yutai will provide a loan in an amount of RMB19,615,300 to Shanghai Jinkang to acquire 65% of equity interest in Top-Doctors from the Group. The term for the loan is 20 years from the date of signing the Loan Agreement, bearing an interest rate of 0% per annum. The loan can be extended by written confirmation of Beijing Yutai, and the term for the extension is subject to the confirmation by Beijing Yutai.</p> | <p>(i) 貸款協議：北京愈泰與上海觀康於二零一七年二月七日訂立貸款協議，據此北京愈泰向上海觀康提供貸款金額人民幣19,615,300元用以向本集團收購良醫聯盟65%股權。貸款期限為自貸款協議簽定日起20年，年息率為0%，經北京愈泰書面確認借款即可延期，延期期限由北京愈泰確認。</p> |
| <p>(ii) Exclusive Share Option Agreement: Beijing Yutai, Shanghai Jinkang and the Registered Shareholders have entered into the Exclusive Share Option Agreement on 7 February 2017, pursuant to which, the Registered Shareholders have irrevocably granted an exclusive right to Beijing Yutai, which can request the Registered Shareholders to transfer their equity interest in Shanghai Jinkang to Beijing Yutai or the third party designated by Beijing Yutai.</p> | <p>(ii) 獨家購股權協議：北京愈泰與上海觀康及登記股東於二零一七年二月七日訂立獨家購股權協議，據此登記股東不可撤回地授予北京愈泰獨家權利，可要求登記股東將彼等於上海觀康的股權轉讓予北京愈泰或北京愈泰指定之第三方。</p> |
| <p>(iii) Equity Pledge Agreement (1): Beijing Yutai and the Registered Shareholders entered into the Equity Pledge Agreement (1) on 7 February 2017, pursuant to which, Beijing Yutai is entitled to exercise its right to sell the pledged interest in the registered capital of Shanghai Jinkang held by the Registered Shareholders upon the occurrence of certain specific events.</p> | <p>(iii) 股權質押協議(1)：北京愈泰與登記股東於二零一七年二月七日訂立股權質押協議(1)，據此北京愈泰有權在發生若干特定事件時行使其權利，出售登記股東於上海觀康註冊資本中的已質押權益。</p> |
| <p>(iv) Equity Pledge Agreement (2): Beijing Yutai, Shanghai Jinkang and Top-Doctors entered into the Equity Pledge Agreement (2) on 7 February 2017, pursuant to which, Beijing Yutai is entitled to exercise its right to sell the pledged interest in the registered capital of Top-Doctors held by Shanghai Jinkang upon the occurrence of certain specific events.</p> | <p>(iv) 股權質押協議(2)：北京愈泰與上海觀康及良醫聯盟於二零一七年二月七日訂立股權質押協議(2)，據此北京愈泰有權在發生若干特定事件時行使其權利，出售上海觀康於良醫聯盟註冊資本中的已質押權益。</p> |
| <p>(v) Entrusted Agreement and Power of Attorney: Beijing Yutai, Shanghai Jinkang and the Registered Shareholders entered into the Entrusted Agreement and Power of Attorney on 7 February 2017, pursuant to which, the Registered Shareholders have authorized Beijing Yutai to exercise all shareholders' rights in Shanghai Jinkang held by the Registered Shareholders.</p> | <p>(v) 委託協議及授權委託書：北京愈泰與上海觀康及登記股東於二零一七年二月七日訂立委託協議及授權委託書，據此登記股東授權北京愈泰行使登記股東分別於上海觀康的所有股東權利。</p> |
| <p>(vi) Business Co-operation Agreement: Beijing Yutai, Shanghai Jinkang and the Registered Shareholders entered into the Business Co-operation Agreement on 7 February 2017, pursuant to which, Shanghai Jinkang and the Registered Shareholders appointed Beijing Yutai as their exclusive service provider to offer comprehensive support on business operation and staff arrangement.</p> | <p>(vi) 業務合作協議：北京愈泰與上海觀康及登記股東於二零一七年二月七日訂立業務合作協議，據此上海觀康及登記股東委任北京愈泰為其獨家服務供應商，提供全面業務經營及人員安排支援。</p> |



- (vii) Master Exclusive Service Agreement: Beijing Yutai and Shanghai Jinkang entered into the Master Exclusive Service Agreement on 7 February 2017, pursuant to which, Beijing Yutai will provide technical support and consultation services to Shanghai Jinkang in consideration of a service fee equivalent to 100% of the audited consolidated total profit of Shanghai Jinkang.
- (viii) Confirmation and Commitment Letters: The Registered Shareholders entered into the Confirmation and Commitment Letters in favour of Beijing Yutai on 7 February 2017, where each of the Registered Shareholders confirmed, among others, (i) in any event, the structural agreements signed by the Registered Shareholders shall not be affected; (ii) when Beijing Yutai is permitted to directly hold the equity interest in Top- Doctors pursuant to the PRC law, the Registered Shareholders shall co-operate with Beijing Yutai for share transfer; and (iii) the Registered Shareholder shall not, directly or indirectly, involve or engage in business in competition with Shanghai Jinkang Group.
- (ix) Spouse Consent Letters: The spouses of the Registered Shareholders entered in the Spouse Confirmation and Consent Letter in favour of Beijing Yutai on 7 February 2017, where the spouse of each of the Registered Shareholders confirmed, among others, (i) he was not interested in the equity interest in Shanghai Jinkang held by his spouse, and committed not to make any claim on such interests in Shanghai Jinkang; (ii) confirmed that the Structural Agreements as well as any amendments to or termination of such documents entered into by each shareholder of Shanghai Jinkang shall not be subject to his consent; (iii) committed to sign all requisite documents and make all requisite actions to guarantee the proper performance of the above documents; and (iv) committed that if he is, by any reason, entitled to acquire any equity interest in Shanghai Jinkang held by his spouse, he will be bound by the obligations as a shareholder under the above documents (as amended from time to time); and if such documents are breached or if there is any material change in Shanghai Jinkang, he shall immediately notify Beijing Yutai and assist Beijing Yutai in safeguarding its legal interests and obligations under such documents.

The Directors confirms that, as at the date of this report, relevant PRC authorities have casted no doubt over the structural agreements, and the Group has not encountered any interruption or obstruction imposed by any PRC regulatory authorities for operating its business via Shanghai Jinkang in accordance with the structural agreements. Meanwhile, the Group has obtained the opinion of its PRC legal advisor that the contractual arrangement is currently not in breach of the relevant PRC regulations.

- (vii) 獨家服務總協議：北京愈泰與上海觀康於二零一七年二月七日訂立獨家服務總協議，據此北京愈泰將向上海觀康提供技術支援及諮詢服務，代價是上海觀康100%的經審計合併利潤總額的服務費。
- (viii) 確認及承諾函：登記股東於二零一七年二月七日簽訂確認及同意函予北京愈泰，登記股東各自確認（其中包括）(i)任何情況下，登記股東所簽署之結構協議均不會受影響；(ii)當中國法律允許北京愈泰直接持有良醫聯盟股權時，登記股東將配合北京愈泰作股份轉讓；及 (iii)登記股東將不會直接或間接參與或從事與上海觀康集團有競爭之業務。
- (ix) 配偶同意函：登記股東之配偶於二零一七年二月七日簽訂配偶確認及同意函予北京愈泰，登記股東各自的配偶確認（其中包括）(i)彼並不擁有其配偶於上海觀康所持股權中的任何權益，並承諾不會就該等於上海觀康的權益作出任何申索；(ii)確認上海觀康股東各自訂立之結構協議及就該等文件作出之任何修訂或終止，均不須經彼同意；(iii)承諾簽署所有必須文件及作出所有必須行動以保證妥善履行上述文件；及(iv)承諾倘彼因任何原因而有權獲得其配偶於上海觀康所持之任何股權，彼將受上述文件（經不時修訂）下作為其股東之責任所約束；而倘該等文件遭任何違反，或上海觀康出現任何重大變動，將立刻通知北京愈泰，並協助北京愈泰保障其在該等文件下之合法權利及責任。

董事確認，於本報告日期，結構合約並無遭到中國有關部門的任何質疑，且本集團在根據結構合約透過上海觀康經營其業務方面並無遭到任何中國監管機構的任何干預或阻礙。同時，本集團已獲取中國法律顧問之意見，合約安排目前並無違反相關中國法規。

Risks Relating to the Contractual Arrangement

The Directors is in the opinion that the following risks are related to the contractual arrangement.

- If the PRC government recognized the contractual arrangement that established our business operation structure does not comply with the PRC laws and regulations, or if there is any change on those regulations or their interpretations in the future, the Group may be subject to stringent punishment or forced to waive the interest in those business operations.
- On March 15, 2019, the Foreign Investment Law was formally passed by the thirteenth National People's Congress and will take effect on January 1, 2020. The Foreign Investment Law does not explicitly stipulate the contractual arrangements as a form of foreign investment. As advised by our PRC Legal Advisor, since contractual arrangements are not specified as investments under the Foreign Investment Law, and if future laws, administrative regulations or provisions prescribed by the State Council do not incorporate contractual arrangements as a form of foreign investment, our Structured Contracts as a whole and each of the agreements comprising the Structured Contracts will not be affected. Notwithstanding this, the Foreign Investment Law stipulates that foreign investment includes "foreign investors invest through any other methods under laws, administrative regulations or provisions prescribed by the State Council". Therefore, there are possibilities that future laws, administrative regulations or provisions prescribed by the State Council may regard contractual arrangements as a way of foreign investment, and then whether our Structured Contracts will be recognized as foreign investment, whether our Structured Contracts will be deemed to be in violation of the foreign investment access requirements and how the above-mentioned Structured Contracts will be handled are uncertain. Therefore, there is no guarantee that our Structured Contracts and the business of our PRC Operating Entities will not be materially and adversely affected in the future..
- The contractual arrangement of the Group may not be as effective in providing operational control as direct ownership and Shanghai Jinkang or its shareholders may fail to perform their obligations under the contractual arrangement.
- The Group may lose the ability to use and enjoy assets and licenses held by Shanghai Jinkang and its subsidiaries that are important to the operation of our business if Shanghai Jinkang or any of its subsidiaries declares bankruptcy or is subject to a dissolution or liquidation proceeding.
- The contractual arrangement of the Group may be subject to scrutiny by the PRC tax authorities and additional taxes may be imposed. A finding that the Group owes additional taxes could reduce our consolidated profit.

與合約安排有關的風險

董事認為以下風險與合約安排有關。

- 倘中國政府認定確立我們業務營運架構的合約安排不符合中國法律及法規，或倘該等法規或其解釋於未來發生變動，本集團可能受到嚴厲懲罰或被迫放棄於該等業務營運中的利益。
- 於二零一九年三月十五日，外商投資法由第十三屆全國人民代表大會正式通過並將於二零二零年一月一日生效。外商投資法並未明確規定合約安排屬外商投資形式。誠如我們的中國法律顧問所告知，由於根據外商投資法合約安排不被列作投資，且倘合約安排並未作為一種外商投資形式納入未來的法律、行政法規或國務院的規定條文，則我們的架構合約整體及構成架構合約的各份協議均將不受影響。儘管有上述情況，但外商投資法規定外商投資包括「外國投資者通過法律、行政法規或者國務院規定的任何其他方式進行的投資」。因此，未來的法律、行政法規或國務院的規定條文可能將合約安排視為一種外商投資方式，而我們的架構合約是否會被認定為外商投資、是否會被視為違反外商投資進入規定及上述架構合約將如何處理均不確定。因此，無法保證我們的架構合約及中國經營實體的業務在未來不會受到重大不利影響。
- 本集團的合約安排可能無法如直接所有權一樣有效提供營運控制，且上海觀康或其股東可能無法履行其於合約安排下的責任。
- 倘上海觀康或其任何附屬公司宣佈破產或受限於解散或清盤法律程序，本集團可能失去使用及享有上海觀康及其附屬公司所持對本集團的業務營運重要的資產及牌照的能力。
- 中國稅務機構可能會詳細審查本集團的合約安排並可能徵收額外稅款。如本集團被認定欠付額外稅款，則可能導致本集團的合併利潤降低。



- Shareholders of Shanghai Jinkang may potentially have a conflict of interest with the Group, and they may breach their contracts with the Group or cause such contracts to be amended in a manner contrary to our interests.
- The Group conducts business operation in the PRC through Shanghai Jinkang and its subsidiaries by way of the contractual arrangement, but certain terms of the contractual arrangement may not be enforceable under the PRC laws.
- If the Group exercises the option to acquire the equity interest in Shanghai Jinkang or Top-Doctors, the ownership transfer may subject us to certain limitations and incur additional costs.

To ensure the effective operation of the Group and the implementation of structural agreements, the Group has adopted the following measures:

- To ensure the operation of the structural agreements, the Group confirms that it has reviewed the overall performance and the compliance of the structural agreements for the year ended 31 December 2018.
- The Board will review the structural agreements annually, and confirms that (i) the transactions conducted in the aforesaid year have been entered into in accordance with the relevant terms of the structural agreements, thus all the revenue generated by Shanghai Jinkang Group, net of all relevant expenses, costs and taxes payable, has been retained by the Group; (ii) each of Shanghai Jinkang and its subsidiaries has not paid any dividend or other distribution to its equity holders; and (iii) no new contract or renewed contract has been entered into in accordance with the same terms of the existing structural agreements.
- Shanghai Jinkang Group has provided the Group with a complete accounts for the auditor to carry out audit procedures of the consolidated results of Shanghai Jinkang Group to the Group.

* For identification purposes only

- 上海觀康的股東可能會與本集團存在潛在利益衝突，且她們可能違反與本集團訂立的合約或促使該等合約以對本集團不利的方式修改。
- 本集團以合約安排的方式通過上海觀康及其附屬公司在中國開展業務營運，但該等合約安排的若干條款可能無法根據中國法律強制執行。
- 倘本集團行使購股權購買上海觀康或良醫聯盟的股權，則所有權轉讓可能令本集團遭受若干限制並產生額外成本。

本集團已採取下列措施，以確保本集團的有效運作及結構合約的實施：

- 本集團確認，為確保結構性合約運作，本集團已檢討截至二零一八年十二月三十一日止年度的結構合約整體表現及合規狀況。
- 董事會將每年檢討結構合約，並確認(i)於上述年度進行的交易已根據結構合約的相關條款訂立，因此上海觀康集團產生的所有收入經扣除其應付的一切有關開支、成本及稅項後已由本集團保留；(ii)上海觀康及其附屬公司分別並無向其權益持有人分派股息或其他分派；及(iii)概無按照與現有結構合約相同的條款訂立新合約或續訂合約。
- 上海觀康集團已向本集團提供完整的會計賬目，以供核數師對本集團合併上海觀康集團的業績進行審計程序。

* 僅供識別

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2018 are set out in note 30 to the consolidated financial statements.

FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 4 of the annual report. This summary does not form part of the audited financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, 43.8% of the Group's purchase were attributed by the Group's five largest suppliers and approximately 14.9% of the Group's purchase were attributed by the largest supplier; and 37.3% of the Group's turnover were attributed by the Group's five largest customers and approximately 26.7% of the Group's turnover were attributed by the largest customer.

To the knowledge of the directors, none of the directors, their close associates or any shareholders who owned more than 5% of the number of issued shares had interest in any of the five largest customers of the Group.

On behalf of the Board

Zhu Shi Xing

Chairman

Hong Kong, 29 March 2019

銀行貸款及其他借款

本集團於二零一八年十二月三十一日之銀行貸款及其他借款詳情載列於綜合財務報表附註30。

五年概要

本集團過往五個財政年度之業績、資產及負債概要載於本年報第4頁。該概要並不構成經審核財務報表的一部分。

主要客戶及供應商

年內，本集團43.8%採購額來自五大供應商而本集團採購額約14.9%來自最大供應商；及本集團37.3%之營業額來自本集團五大客戶，而本集團營業額約26.7%來自最大客戶。

就董事所知，董事、彼等之緊密聯繫人士或擁有已發行股份數目5%或以上之任何股東概無擁有本集團五大客戶任何權益。

代表董事會

主席

祝仕興

香港，二零一九年三月二十九日

Independent Auditor's Report

獨立核數師報告



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Independent auditor's report To the shareholders of Beijing Enterprises Medical and Health Industry Group Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Beijing Enterprises Medical and Health Industry Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 70 to 223, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other 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 ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告 致北控醫療健康產業集團有限公司各股東

(於開曼群島註冊成立之有限公司)

意見

吾等已審核列載於第70至223頁北控醫療健康產業集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表之附註(包括主要會計政策概要)。

吾等認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見的基礎

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter 關鍵審計事項

Goodwill impairment 商譽減值

In accordance with Hong Kong Accounting Standard ("HKAS") 36 *Impairment of Assets*, the Group is required to annually test the amount of goodwill for impairment. Based on the result of this annual impairment test, an impairment of approximately HK\$29 million was recognised during the year ended 31 December 2018. The net carrying amount of goodwill of approximately HK\$184 million as of 31 December 2018 and the impairment charge for the current year were material to the consolidated financial statements. The recoverable amount has been determined by reference to the value in use of each relevant cash generating unit. When assessing the recoverable amount, significant judgement and estimation are involved, such as future cash flow and discount rate.

根據香港會計準則（「香港會計準則」）第36號資產減值，貴集團須每年就商譽減值之金額作出測試。根據本年度減值測試結果，截至二零一八年十二月三十一日止年度期間，已確認減值約為29,000,000港元。截至二零一八年十二月三十一日的商譽之賬面淨值約184,000,000港元以及本年度之減值費用對綜合財務報表而言均屬重大。可收回金額乃參考各相關現金產生單位之使用價值釐定。當評估可收回金額時，需要作出重大的判斷及估計，例如未來現金流量及貼現率。

Relevant disclosures are included in notes 3 and 16 to the consolidated financial statements.
相關披露載於綜合財務報表附註3及16。

關鍵審計事項

關鍵審計事項為根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項為在對綜合財務報表整體進行審計並形成意見的背景下處理，吾等不對該等事項提供單獨的意見。吾等對下述每一事項在審計中如何應對的描述也以此為背景。

吾等已履行本報告核數師就審計綜合財務報表須承擔的責任一節闡述的責任，包括與該等關鍵審計事項相關的責任。相應地，吾等的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。吾等執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供基礎。

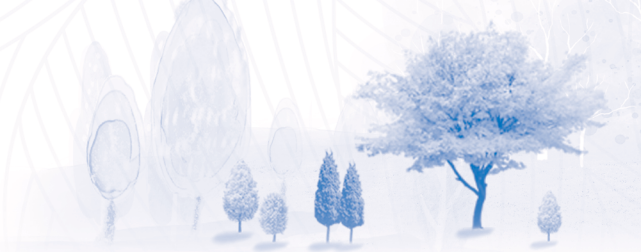
How our audit addressed the key audit matter 吾等之審計如何處理關鍵審計事項

We evaluated the key assumptions including those related to growth rates of revenue and gross profit margin. We engaged our internal valuation expert to assist in evaluating the methodologies and assumptions such as discount rates, terminal growth rate of each cash generating unit of the Group. We tested the assumptions applied to key inputs such as sales volumes and prices, growth rates, which included comparing these inputs with externally derived data as well as our assessment based on our knowledge of the Group. We performed sensitivity analysis, which included assessing the effect of reasonably possible reductions in growth rates and increase of discount rates.

吾等已對主要假設（包括與收入增長率及毛利率有關的假設）進行評估。吾等委聘內部估值專家協助評估貴集團就各現金產生單位之方法及假設，如折現率及永久增長率。吾等已測試應用於主要輸入數據之假設，如銷售量及價格、增長率，其中包括將該等輸入數據與外部衍生數據進行比較，以及根據吾等對貴集團的了解進行之評估。吾等已進行敏感性度分析，其中包括評估可能的增長率合理減少及貼現率提高之影響。

We considered the historical financial performance of the business units and compared with the forecasts to evaluate management's budgeting process. We also focused on the adequacy of the Group's disclosures about those assumptions to which the outcome of the impairment test was most sensitive, that was, those that had the most significant effect on the determination of the recoverable amount of goodwill.

吾等已考慮業務單位的過往財務表現，並與預測比較，從而評估管理層制定預算的過程。吾等亦集中於貴集團有關該等假設之披露（包括對於減值測試的結果最為敏感的假設）是否足夠，即對釐定商譽之可收回金額存在最重大影響。



Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業估值

The Group adopted the fair value model for their investment properties in accordance with HKAS 40 *Investment Property*. Changes in fair values were recorded in profit or loss. The Group engaged an independent appraiser to perform valuation on the investment properties of the Group as at 31 December 2018. Both the fair values of investment properties of approximately HK\$471 million at 31 December 2018 and their changes of approximately HK\$77 million for the year ended 31 December 2018 were significant to the consolidated financial statements. In addition, the valuation involved management judgment and estimates based on a projection of estimated rental value, capitalisation rate and adjustment on market unit price which would affect the fair value of the investment properties.

根據香港會計準則第40號投資物業，貴集團就投資物業採用公平值模式。公平值變動計入損益。貴集團委聘獨立評值師就貴集團於二零一八年十二月三十一日之投資物業進行估值。投資物業於二零一八年十二月三十一日之公平值約471,000,000港元及其於截至二零一八年十二月三十一日止年度之變動約77,000,000萬港元對綜合財務報表而言均屬重大。此外，估值牽涉管理層根據將影響投資物業公平值之估計租金價值預測、資本化比率及市場單位價格之調整作出判斷及估計。

Relevant disclosures are included in notes 3 and 14 to the consolidated financial statements.

相關披露載於綜合財務報表附註3及14。

How our audit addressed the key audit matter

吾等之審計如何處理關鍵審計事項

We assessed the objectivity, independence and expertise of the external appraiser engaged by the Group. We involved our internal real estate valuation specialists to assist in evaluating the valuation techniques and assessed the underlying assumptions. We collected information and discussed the character of the investment properties with the management and the independent appraiser. We performed independence market quotation for similar properties and adjusted specific factors to get the range of unit price for the investment properties. We assessed the unit price derived by the independent appraiser of the properties with similar nature and location. We also assessed the adequacy of the disclosures on investment properties, including fair value hierarchy.

吾等已評估由貴集團委聘之外部評值師之客觀性、獨立性及專業技能。吾等透過內部物業估值專家協助評估估值技巧及評估相關假設。吾等收集資料並與管理層及獨立評值師討論投資物業的特性。吾等就類似物業進行獨立市場報價，並調整特定因素以取得投資物業的單位價格範圍。吾等將獨立評值師得出的同類性質及地點的物業之單位價格進行評估。吾等亦已評估有關投資物業之披露是否足夠，包括公平值層級。

Key audit matter

關鍵審計事項

Valuation of unlisted equity investments

對非上市權益投資之估值

Since 1 January 2018, the Group adopted HKFRS 9 *Financial instruments* to account for its unlisted equity investments as financial assets at fair value through other comprehensive income or financial assets at fair value through profit or loss. The fair value measurement of such unlisted equity investments was significant to our audit because their fair value balances of approximately HK\$221 million as of 31 December 2018 was material to the consolidated financial statements. These financial assets are categorised as level 3 in the fair value valuation hierarchy. The measurement of fair value included assessment made by using different valuation techniques and assumptions.

自二零一八年一月一日起，本集團採納香港財務報告準則第9號金融工具將其非上市權益投資列為透過其他全面收益以公平值列賬之金融資產或透過損益以公平值列賬之金融資產。於二零一八年十二月三十一日，該等非上市權益投資之公平值結餘約為221,000,000港元，對綜合財務報表而言屬重大。該等金融資產於公平值評估層級中分類為第三級。公平值之計量包括使用不同估值技術及假設。

Relevant disclosures are included in notes 3 and 43 to the consolidated financial statements.

相關披露載於綜合財務報表附註3及43。

How our audit addressed the key audit matter

吾等之審計如何處理關鍵審計事項

We involved our internal valuation specialists to assist us in reviewing the methods and assumptions used for fair value measurement of these unlisted equity investments when no market value is available. We assessed the methods in the valuation models in accordance with valuation guidelines and industry practice. We compared the assumptions made with appropriate benchmarks and price sources and examined any significant deviations. We reviewed the related disclosures in the consolidated financial statements.

當並無市值可供參考時，吾等之內部估值專家協助吾等檢討該等非上市權益投資所使用之公平值計量方法及假設。吾等根據估值指引及行業慣例評估估值模型之方法。吾等將適當基準及價格來源之假設進行比較，並已審查任何重大偏差。吾等已審閱綜合財務報表之相關披露。



OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

刊載於年報內之其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審計，吾等的責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所瞭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。基於吾等已執行的工作，如果吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。在此方面，吾等並無任何報告。

董事對綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製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編製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。

在編製綜合財務報表時，貴公司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，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助貴公司董事履行彼等監督貴集團的財務報告過程之責任。

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表須承擔的責任

吾等的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

作為根據香港審計準則進行審計其中一項，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為吾等意見的基礎。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出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Man Kit.

- 對董事採用持續經營會計基礎的適當性作出結論，並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。倘吾等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，則修訂吾等的意見。吾等的結論乃基於直至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業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露事項)，以及綜合財務報表是否公平反映相關交易及事項。
- 就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。吾等負責貴集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

吾等與審核委員會溝通(其中包括)審計的計劃範圍及時間以及重大審計發現等，包括吾等在審計中識別出內部控制的任何重大不足之處。

吾等亦向審核委員會提交聲明，表明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與審核委員會溝通的事項中，吾等確定該等對本期綜合財務報表的審計為最重要的事項，因而構成關鍵審計事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等之報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

出具獨立核數師報告的審計項目合夥人為黃文傑。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	5	178,885	130,625
Cost of sales	銷售成本		(121,639)	(83,058)
Gross profit	毛利		57,246	47,567
Other income and gains, net	其他收入及收益淨額	5	367,138	629,054
Selling and distribution expenses	銷售及分銷開支		(43,571)	(39,627)
Administrative expenses	行政開支		(191,557)	(181,868)
Other expenses	其他開支		(68,046)	–
Finance costs	融資成本	7	(12,850)	(4,363)
Share of profits and losses of:	分佔以下之溢利及虧損：			
a joint venture	一間合營公司		91	–
associates	聯營公司		(17,294)	(5,302)
PROFIT BEFORE TAX	除稅前溢利	6	91,157	445,461
Income tax expense	所得稅開支	10	(60,244)	(165,298)
PROFIT FOR THE YEAR	年度溢利		30,913	280,163

Consolidated Statement of Profit or Loss and Other Comprehensive Income • 綜合損益及其他全面收益表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
PROFIT FOR THE YEAR	年度溢利	30,913	280,163
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收益		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	其後期間將重新分類至損益的其他全面(虧損)/收益：		
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	(89,514)	134,959
Reclassification adjustments for foreign operations disposed of during the year	對年內出售的海外業務之重新分類調整	2,084	30,595
Share of other comprehensive loss of an associate	分佔一間聯營公司其他全面虧損	(1,551)	(735)
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	其後期間重新分類至損益的其他全面(虧損)/收益淨額	(88,981)	164,819
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:	其後期間將不會重新分類至損益的其他全面虧損：		
Equity investments designated at fair value through other comprehensive income ("FVOCI"):	指定為透過其他全面收益以公平值列賬(「透過其他全面收益以公平值列賬」)之權益投資		
Change in fair value	公平值變動	(26,429)	—
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	其後期間將不會重新分類至損益之其他全面虧損淨額	(26,429)	—
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	年度其他全面(虧損)/收益，扣除稅項	(115,410)	164,819
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR	年度全面(虧損)/收益總額	(84,497)	444,982

Consolidated Statement of Profit or Loss and Other Comprehensive Income • 綜合損益及其他全面收益表
Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit/(loss) attributable to:	下列人士應佔溢利／(虧損)：		
Owners of the parent	母公司擁有人	43,450	213,675
Non-controlling interests	非控股權益	(12,537)	66,488
		30,913	280,163
Total comprehensive (loss)/income attributable to:	下列人士應佔全面 (虧損)／收益總額：		
Owners of the parent	母公司擁有人	(54,498)	364,024
Non-controlling interests	非控股權益	(29,999)	80,958
		(84,497)	444,982
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人 應佔每股盈利		
	12		
Basic and diluted	基本及攤薄	HK0.72 cents 0.72港仙	HK3.47 cents 3.47港仙

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2018 二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	78,500	86,687
Investment properties	投資物業	14	471,239	381,625
Prepaid land lease payments	預付土地租金	15	511,233	553,656
Property under development	發展中物業	22	391,184	–
Goodwill	商譽	16	183,949	212,874
Other intangible assets	其他無形資產	17	7,929	14,920
Investment in a joint venture	於一間合營公司之投資	18	9,374	–
Investments in associates	於聯營公司之投資	19	500,897	461,263
Equity investments designated at FVOCI	指定為透過其他全面收益 以公平值列賬之權益投資	20	225,494	–
Available-for-sale investments	可供出售投資	20	–	46,151
Prepayments	預付款項	24	36,155	272,657
Total non-current assets	非流動資產總值		2,415,954	2,029,833
CURRENT ASSETS	流動資產			
Inventories	存貨	21	29,190	28,889
Property under development	發展中物業	22	–	268,253
Trade receivables	應收貿易賬款	23	37,565	28,325
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	24	340,393	809,788
Due from related parties	應收關連方款項	41	88,435	149,832
Financial assets at fair value through profit or loss ("FVPL")	透過損益以公平值列賬 (「透過損益以公平值列賬」)			
	之金融資產	26	65,308	104,607
Restricted bank balances	受限制銀行存款	27	11,755	–
Cash and cash equivalents	現金及現金等值物	27	764,118	471,436
Total current assets	流動資產總值		1,336,764	1,861,130
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	28	19,338	16,878
Other payables and accruals	其他應付款項及應計費用	29	196,369	178,737
Interest-bearing bank and other borrowings	計息銀行及其他借款	30	69,595	81,541
Due to a related party	應付一名關連方款項	41	28,998	36,558
Tax payable	應付稅款		36,337	98,997
Total current liabilities	流動負債總額		350,637	412,711
NET CURRENT ASSETS	流動資產淨值		986,127	1,448,419
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		3,402,081	3,478,252

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

31 December 2018 二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		3,402,081	3,478,252
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	30	117,553	161,503
Deferred tax liabilities	遞延稅項負債	31	147,436	137,196
Other liabilities	其他負債	29	4,047	9,540
Total non-current liabilities	非流動負債總額		269,036	308,239
Net assets	資產淨值		3,133,045	3,170,013
EQUITY	權益			
Equity attributable to the owners of the parent	母公司擁有人應佔權益			
Share capital	股本	32	1,212,280	1,209,648
Reserves	儲備	34	1,635,687	1,678,545
			2,847,967	2,888,193
Non-controlling interests	非控股權益		285,078	281,820
Total equity	總權益		3,133,045	3,170,013

Zhu Shi Xing

祝仕興
Director
董事

Gu Shan Chao

顧善超
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔											
		Share capital	Share premium account	Statutory surplus reserve	Equity-settled share-based payment reserve	Merger reserve	Exchange fluctuation reserve	Asset revaluation reserve [#]	Capital reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	法定盈餘儲備	股份為基礎付款儲備	合併儲備	匯兌波動儲備	資產重估儲備 [#]	資本儲備	累計虧損	總計	非控股權益	權益總計
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		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	千港元
		(note 32)	(note 32)	(note 34)	(note 33)			(note 34)					
		(附註32)	(附註32)	(附註34)	(附註33)			(附註34)					
At 1 January 2017	於二零一七年一月一日	1,234,578	1,805,149	-	81,876	800	(167,209)	9,106	(1,117)	(398,778)	2,564,405	137,061	2,701,466
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	213,675	213,675	66,488	280,163
Other comprehensive income for the year:	年度其他全面收益：												
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	120,489	-	-	-	120,489	14,470	134,959
Share of other comprehensive loss of an associate	分佔一間聯營公司其他全面虧損	-	-	-	-	-	(735)	-	-	-	(735)	-	(735)
Reclassification adjustments for foreign operations disposed of during the year	於年內出售的海外業務之重新分類調整	-	-	-	-	-	30,595	-	-	-	30,595	-	30,595
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	150,349	-	-	213,675	364,024	80,958	444,982
Issue of consideration shares	發行代價股份	32	3,212	6,263	-	-	-	-	-	-	9,475	-	9,475
Capital contribution of non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	-	-	-	-	63,801	63,801
Equity-settled share-based payment arrangements	股權結算以股份為基礎付款安排	33	-	-	17,758	-	-	-	-	-	17,758	-	17,758
Share of reserves of associates	分佔聯營公司儲備	-	-	-	-	-	-	-	4,329	-	4,329	-	4,329
Shares repurchased and cancelled	股份購回及註銷	32	(28,142)	(43,656)	-	-	-	-	-	-	(71,798)	-	(71,798)
Transfer from retained profits	轉撥自保留溢利	-	-	11,365	-	-	-	-	-	(11,365)	-	-	-
At 31 December 2017	於二零一七年十二月三十一日	1,209,648	1,767,756	11,365	99,634	800	(16,860)	9,106	3,212	(196,468)	2,888,193	281,820	3,170,013

[#] The asset revaluation reserve arose from a change in use from an owner-occupied property to an investment property carried at fair value before 1 January 2017.

[#] 於二零一七年一月一日前，因用途由業主自用物業轉為投資物業而產生的資產重估儲備以公平值列賬。

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

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔													Non-controlling interests Total equity	
		Notes 附註	Share capital 股本 HK\$'000 (note 32) 千港元	Share premium account 股份溢價賬 HK\$'000 (附註32) 千港元	Statutory surplus reserve 法定盈餘儲備 HK\$'000 (note 34) 千港元	Equity-settled share-based payment reserve 股份為基礎付款儲備 HK\$'000 (附註33) 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Exchange fluctuation reserve 匯兌波動儲備 HK\$'000 千港元	Asset revaluation reserve 資產重估儲備 HK\$'000 (note 34) 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Fair value reserve 公平值儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元			
At 1 January 2018	於二零一八年一月一日		1,209,648	1,767,756	11,365	99,634	800	(16,860)	9,106	3,212	-	(196,468)	2,888,193	281,820	3,170,013	
Effect of adoption of HKFRS 15 net of tax	採納香港財務報告第15號後之影響，扣除稅項	2.2	-	-	-	-	-	-	-	-	-	(1,017)	(1,017)	-	(1,017)	
Effect of adoption of HKFRS 9	採納香港財務報告第9號後之影響	2.2	-	-	-	-	-	-	-	545	51,967	(52,627)	(115)	-	(115)	
Restated balance at 1 January 2018	於二零一八年一月一日之經重列結餘		1,209,648	1,767,756	11,365	99,634	800	(16,860)	9,106	3,757	51,967	(250,112)	2,887,061	281,820	3,168,881	
Profit for the year	年內溢利		-	-	-	-	-	-	-	-	-	43,450	43,450	(12,537)	30,913	
Other comprehensive (loss)/ income for the year:	年內其他全面(虧損)/收益：															
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		-	-	-	-	-	(74,792)	-	-	-	-	(74,792)	(14,722)	(89,514)	
Reclassification adjustments for foreign operations disposed of during the year	於年內出售的海外業務之重新分類調整		-	-	-	-	-	2,084	-	-	-	-	2,084	-	2,084	
Fair value loss on equity investments designated at FVOCI	指定為透過其他全面收益以公平值列賬之權益投資之公平值虧損		-	-	-	-	-	-	-	-	(23,689)	-	(23,689)	(2,740)	(26,429)	
Share of other comprehensive loss of an associate	分佔一間聯營公司的其他全面虧損		-	-	-	-	-	(1,551)	-	-	-	-	(1,551)	-	(1,551)	
Total comprehensive loss for the year	年內全面虧損總額		-	-	-	-	-	(74,259)	-	-	(23,689)	43,450	(54,498)	(29,999)	(84,497)	
Issue of consideration shares	發行代價股份	32	2,632	2,632	-	-	-	-	-	-	-	-	5,264	-	5,264	
Transfer of surplus reserve	轉撥盈餘儲備		-	-	2,231	-	-	-	-	-	-	(2,231)	-	-	-	
Capital contribution from non-controlling shareholders	非控股股東注資		-	-	-	-	-	-	-	-	-	-	-	24,719	24,719	
Non-controlling interest recognised in disposal of a subsidiary	出售一間附屬公司時確認之非控股權益	35	-	-	-	-	-	-	-	-	-	-	-	1,147	1,147	
Disposal of a subsidiary	出售一間附屬公司	35	-	-	-	-	-	-	-	1,117	-	-	1,117	7,391	8,508	
Share of reserves of associates	分佔聯營公司儲備		-	-	-	-	-	-	-	3,334	-	-	3,334	-	3,334	
Equity-settled share-based payment arrangements	股權結算以股份為基礎付款安排	33	-	-	-	5,689	-	-	-	-	-	-	5,689	-	5,689	
Transfer of share option reserve upon the expiry/ forfeiture of the share options	於購股權屆滿/被沒收時轉撥購股權儲備		-	-	-	(7,106)	-	-	-	-	-	7,106	-	-	-	
At 31 December 2018	於二零一八年十二月三十一日		1,212,280	1,770,388*	13,596*	98,217*	800*	(91,119)*	9,106*	8,208*	28,278*	(201,787)*	2,847,967	285,078	3,133,045	

* These reserve accounts comprise the consolidated reserves of HK\$1,635,687,000 (2017: HK\$1,678,545,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表之綜合儲備1,635,687,000港元(二零一七年：1,678,545,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量			
Profit before tax:	除稅前溢利：		91,157	445,461
Adjustments for:	就以下各項作出調整：			
Finance costs	融資成本	7	12,850	4,363
Share of losses of a joint venture and associates	分佔一間合營公司及聯營公司之虧損		17,203	5,302
Interest income	利息收入	5	(41,861)	(39,522)
Amortisation of other intangible assets	其他無形資產攤銷	6, 17	1,009	902
Amortisation of prepaid land lease payments	預付土地租金攤銷	6, 15	17,596	17,116
Depreciation	折舊	6, 13	11,902	10,305
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	5	110	67
Changes in fair value of investment properties	投資物業之公平值變動	5, 14	(76,991)	11,792
Impairment of goodwill	商譽減值	6, 16	28,925	–
Impairment of other intangible assets	其他無形資產減值	6, 17	5,540	–
Impairment of financial assets	金融資產減值	6	15,820	–
Equity-settled share-based payment expense	股權結算以股份為基礎付款開支	33	5,689	17,758
Fair value loss/(gain) on financial assets at FVPL	透過損益以公平值列帳之金融資產之公平值虧損／(收益)	5	2,575	(1,169)
Gains on disposal of subsidiaries	出售附屬公司之收益	5, 35	(223,899)	(576,121)
Fair value adjustment of contingent consideration	或然代價之公平值調整		(2,631)	3,747
Dividend income from equity investments designated at FVOCI	指定為透過其他全面收益以公平值列帳的權益投資之股息收入	5	(574)	(1,435)
			(135,580)	(101,434)
Increase in inventories	存貨增加		(488)	(20,908)
Increase in trade receivables	應收貿易賬款增加		(9,465)	(16,312)
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加		(17,952)	(38,343)
Increase in trade payables	應付貿易賬款增加		3,278	6,871
Increase in other payables and accruals	其他應付款項及應計費用增加		48,219	55,277
Increase in restricted bank balances	受限制銀行存款增加		(6,049)	–
Increase in properties under development	發展中物業增加		(246,523)	–
Effect of foreign exchange rate changes, net	匯率變動影響淨額		17,791	32,348
Cash used in operations	經營所用現金		(346,769)	(82,501)
PRC corporate income tax paid	已付中國企業所得稅		(5,299)	(2,221)
Net cash flow used in operating activities	經營活動所用現金流量淨額		(352,068)	(84,722)

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

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Interest received	已收利息	39,866	39,530
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目	(38,042)	(151,263)
Addition to prepaid land lease payment	預付土地租金增加	–	(200,878)
Additions to intangible assets	添置無形資產	–	(645)
Disposal of subsidiaries	出售附屬公司	306,081	1,022,417
Purchases of equity investments designated at FVOCI/available-for-sale investments	購買指定為透過其他全面收益以公平值列賬之權益投資／可供出售投資	(120,095)	(105,164)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	53	379
Addition to an investment property	添置投資物業	(1,695)	–
Acquisition of a subsidiary	收購一間附屬公司	–	(6,763)
Advances of loans to non-controlling interests	向非控股權益墊付貸款	–	(3,821)
Purchase of shareholding in associates	購買於聯營公司之股權	(37,178)	(310,822)
Purchase of financial assets at FVPL	購買透過損益以公平值列賬之金融資產	(17,877)	(109,992)
Proceeds from disposal of financial assets at FVPL	出售透過損益以公平值列賬之金融資產之所得款項	3,539	142,283
Advances of loans to third parties	向第三方墊付貸款	(5,546)	(72,383)
Repayment of loans to third parties	償還第三方貸款	522,331	18,610
Advances of loans to related parties	向關連方墊付貸款	–	(83,374)
Increase in non-pledged time deposits with original maturity of over three months when acquired	於取得時原到期日超過三個月之無抵押定期存款增加	–	(423)
Decrease in non-pledged time deposits with original maturity of over three months when acquired	於取得時原到期日超過三個月之無抵押定期存款減少	250	80,338
Purchase of a shareholdings in a joint venture	購買一間合營公司的股權	(9,368)	–
Decrease in pledged bank deposits	已抵押銀行存款減少	–	21,900
Dividend received from a listed investment	已收取上市投資之股息	574	1,435
Dividend received from an associate	已收取一間聯營公司之股息	338	–
Hong Kong profit tax paid on investing activities	就投資活動已付之香港利得稅	–	(2,361)
PRC corporate income tax paid on investing activities	就投資活動已付之中國企業所得稅	(98,179)	(69,198)
Repayment of a loan to a director	收回授予一名董事之貸款	62,000	73,000
Net cash flows from investing activities	投資活動所得現金流量淨額	607,052	282,805

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

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量			
Purchase of shares for cancellation	購買股份作註銷	32	—	(71,798)
Capital contributions from non-controlling shareholders	非控股股東注資		24,719	63,801
New bank loans	新銀行貸款		116,982	115,330
New other borrowings	其他新借款		—	4,152
Repayments of bank loans	償還銀行貸款		(39,581)	(72,030)
Interest paid	已付利息		(21,565)	(4,148)
Repayment of other loans	償還其他貸款		(3,905)	—
Increase in an amount due to non-controlling shareholders	應付非控股股東款項增加		4,565	—
Increase in restricted bank balances	受限制銀行存款增加	30	(5,706)	—
Net cash flows from financing activities	融資活動所得現金流量淨額		75,509	35,307
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加淨額		330,493	233,390
Cash and cash equivalents at beginning of year	年初現金及現金等值物		471,175	218,028
Effect of foreign exchange rate changes, net	匯率變動影響淨額		(37,550)	19,757
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等值物		764,118	471,175
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析			
Cash and bank balances	現金及銀行結餘		363,182	128,901
Time deposits	定期存款		400,936	342,535
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所示之現金及現金等值物		764,118	471,436
Non-pledged time deposits and principal protected structured deposits with original maturity of over three months when acquired	於取得時原到期日超過三個月之無抵押定期存款及保本結構性存款		—	(261)
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所示之現金及現金等值物		764,118	471,175

Notes to Financial Statements

財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION

Beijing Enterprises Medical and Health Industry Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 26 April 2002. The registered address of the Company is Century Yard, Cricket Square, Hutchins Drives, P.O. Box 2681 GT, Grand Cayman, British West Indies.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were involved in the provision of medical care, health care and geriatric care related services and products in the People's Republic of China (the "PRC").

In the opinion of the directors, the major shareholder of the Company is Beijing Properties (Holdings) Limited ("BPHL"), which was incorporated in Bermuda, ultimately held by Beijing Enterprises Group Company Limited and the shares of which are listed on the Stock Exchange.

Information about subsidiaries

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
United Win International Corporation ("United Win") [®]	British Virgin Islands/ Hong Kong 英屬處女群島/香港	Ordinary US\$100 普通股100美元	100%	–	Investment holding 投資控股
北京眾成互聯投資諮詢有限公司 (Beijing Zhong Cheng Hu Lian Investment Advisory Co., Ltd.)* [®]	PRC/Mainland China 中國/中國內地	Registered capital RMB30,000,000 註冊資本人民幣 30,000,000元	–	100%	Investment management consulting 投資管理諮詢
上海翀遠投資管理有限公司 (Shanghai Chongyuan Investment Management Company Limited)* [®]	PRC/Mainland China 中國/中國內地	Registered capital RMB20,000,000 註冊資本人民幣 20,000,000元	–	100%	Investment holding 投資控股

1. 公司及集團資料

北控醫療健康產業集團有限公司(「本公司」)為於開曼群島註冊成立之有限公司，其股份自二零零二年四月二十六日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊地址為Century Yard, Cricket Square, Hutchins Drives, P.O. Box 2681 GT, Grand Cayman, British West Indies。

年內，本公司及其附屬公司(統稱「本集團」)於中華人民共和國(「中國」)提供醫療、健康及養老相關服務及產品。

董事認為，本公司主要股東為北京建設(控股)有限公司(「北京建設」)，北京建設於百慕達註冊成立，由北京控股集團有限公司最終持有，其股份於聯交所上市。

有關附屬公司之資料

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
北京龍地工藝美術品有限責任公司 (Beijing Dragon Ground Arts & Crafts Limited*) ^a	PRC/Mainland China 中國／中國內地	Registered capital RMB90,000,000 註冊資本人民幣 90,000,000元	–	70%	Property investment 物業投資
北京陸港國際物流有限公司 (Beijing Inland Port International Logistics Co., Ltd.*) ^a	PRC/Mainland China 中國／中國內地	Registered capital RMB199,095,322 註冊資本人民幣 199,095,322元	–	82.24%	Medical and related property development 醫療及相關物業發展
北京偉森盛傢俱有限公司 (Beijing Weisen Prosperity Furniture Limited*) ^a	PRC/Mainland China 中國／中國內地	Registered capital RMB50,000,000 註冊資本人民幣 50,000,000元	–	60%	Trading of geriatric care related furniture 買賣養老傢私
北京康愛醫養家具有限公司 (Beijing Kangai Geriatric Furniture Co., Ltd.*) ^a	PRC/Mainland China 中國／中國內地	Registered capital RMB20,000,000 註冊資本人民幣 20,000,000元	–	60%	Trading of geriatric care related furniture 買賣養老傢私
福建省福齡金太陽健康養老股份有限公司(「金太陽」) (Fujian Fu Ling Golden Sun Health and Geriatric Company Limited*, "Golden Sun") ^a	PRC/Mainland China 中國／中國內地	Registered capital RMB42,857,143 註冊資本人民幣 42,857,143元	–	51%	Home-based geriatric care 居家養老
大理廣晨基業房地產開發有限公司 (Dali Guangchen Real Estate Development Co., Ltd.) ^a	PRC/Mainland China 中國／中國內地	Registered capital RMB30,000,000 註冊資本人民幣 30,000,000元	–	60%	Real estate development 房地產開發

1. 公司及集團資料(續)

有關附屬公司之資料(續)

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

- ® Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network
- # Registered as wholly-foreign-owned enterprises under PRC law
- ^ Registered as limited liability companies under PRC law
- & Registered as a Sino-foreign joint venture under PRC law
- * The English names of the above companies represent the best efforts by management of the Company in directly translating the Chinese names of these companies as no English names have been registered or available.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, financial assets at FVPL, equity investments designated at FVOCI and contingent consideration payables, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

1. 公司及集團資料(續)

有關附屬公司之資料(續)

- ® 未經香港安永或安永環球網絡另一成員公司審核
- # 根據中國法律註冊為外商獨資企業
- ^ 根據中國法律註冊為有限公司
- & 根據中國法律註冊為中外合資企業
- * 上述公司的英文名稱乃本公司管理層盡最大努力自該等公司之中文名稱直接翻譯，原因為該等公司並無註冊或可得的英文名稱。

上表列出董事認為主要影響本集團本年度業績或組成資產淨值重大部分之本公司附屬公司。董事認為，如列出其他附屬公司之詳情將導致資料過於冗長。

2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)(當中亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表已根據歷史成本常規編製，惟按公平值計量的投資物業、透過損益以公平值列賬之金融資產、指定為透過其他全面收益以公平值列賬之權益投資及或然應付代價除外。該等財務報表以港元(「港元」)呈列，而除另有指明外，所有數值均調整至最接近的千位數。



2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零一八年十二月三十一日止年度的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團因參與投資對象的業務而可或有權獲得可變回報，並有能力透過對投資對象的權力(即賦予本集團目前主導投資對象相關業務的能力的現有權利)影響該等回報時，則視為擁有控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃按與本公司一致的報告期及會計政策編製。附屬公司的業績由本集團取得控制權當日起綜合計算，並繼續綜合計算，直至該控制權終止之日為止。

即使會導致非控制權益出現虧損結餘，損益及其他全面收益的各個組成部分仍會歸屬於本集團母公司擁有人及非控制權益。所有與本集團成員公司間交易有關的集團內公司間資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

倘事實及情況顯示上述三項控制權元素中的一項或多項元素有變動，則本集團會重新評估其是否擁有投資對象的控制權。於附屬公司擁有權益的變動(並無失去控制權)於入賬時列作權益交易。

2.1 BASIS OF PREPARATION (continued)**Basis of consolidation (continued)**

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>
HKFRS 9	<i>Financial Instruments</i>
HKFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>
Amendments to HKAS 40	<i>Transfers of Investment Property</i>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>
Annual Improvements 2014-2016 Cycle	Amendments to HKFRS 1 and HKAS 28

Except for the amendments to HKFRS 4 and *Annual Improvements 2014-2016 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised HKFRSs are described below.

2.1 編製基準(續)**綜合基準(續)**

倘本集團失去對附屬公司的控制權，則應終止確認(i)附屬公司的資產(包括商譽)及負債；(ii)任何非控制權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何留存投資的公平值；及(iii)因而產生並計入損益的任何盈虧。先前於其他全面收益已確認的本集團應佔部分會視乎適當情況，按倘本集團直接出售相關資產或負債所要求的相同基準重新分類至損益或保留溢利。

2.2 會計政策及披露變動

本集團於本年度之財務報表首次採用下列新訂及經修訂之香港財務報告準則。

香港財務報告準則第2號之修訂	以股份為基礎付款之交易的分類及計量
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約
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	來自客戶合約之收入
香港財務報告準則第15號之修訂	對香港財務報告準則第15號來自客戶合約之收入之澄清
香港會計準則第40號之修訂	轉撥投資物業
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及墊付代價
二零一四年至二零一六年週期的年度改進	香港財務報告準則第1號及香港會計準則第28號之修訂

除香港財務報告準則第4號之修訂及二零一四年至二零一六年週期的年度改進與編製本集團之財務報表無關外，有關其他修訂的性質及影響說明如下。



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (a) Amendments to HKFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The amendments have had no impact on the financial position or performance of the Group as the Group does not have any cash-settled share-based payment transactions and has no share-based payment transactions with net settlement features for withholding tax.
- (b) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The Group has applied HKFRS 9 prospectively, and has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

Classification and measurement

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

2.2 會計政策及披露變動(續)

- (a) 香港財務報告準則第2號之修訂處理三個主要範疇：歸屬條件對計量以現金結算以股份支付之交易的影響；為僱員履行與以股份支付相關之稅務責任而預扣若干金額的具有淨額結算特質之以股份支付之交易的分類；及對以股份支付之交易的條款及條件作出令其分類由現金結算變為股權結算之修訂時的入賬。該等修訂澄清計量股權結算以股份支付之款項時歸屬條件的入賬方法亦適用於現金結算以股份支付之款項。該等修訂引入一個例外情況，在符合若干條件時，為僱員履行稅務責任而預扣若干金額的具有淨額結算特質之以股份支付之交易，乃整項分類為股權結算以股份支付之交易。此外，該等修訂澄清，倘現金結算以股份支付之交易的條款及條件被修訂，令其成為股權結算以股份支付之交易，則該交易自修訂日期起作為股權結算交易入賬。該等修訂預期不會對本集團之財務狀況或表現產生任何重大影響，因為本集團並無任何以現金結算以股份支付之交易，亦無預扣稅項的具有淨額結算特質的以股份支付之交易。
- (b) 香港財務報告準則第9號金融工具於二零一八年一月一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，匯集金融工具會計處理的三大方面：分類及計量、減值及對沖會計。

本集團已按未來適用基準採納香港財務報告準則第9號，並已於二零一八年一月一日在適用之權益期初結餘確認過渡性調整。因此，可資比較資料並無重列且將繼續根據香港會計準則第39號規定呈報。

分類及計量

以下資料載列採納香港財務報告準則第9號對財務狀況表的影響，包括香港財務報告準則第9號預期信貸虧損（「預期信貸虧損」）取代香港會計準則第39號已產生信貸虧損計算的影響。

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

Classification and measurement (continued)

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 January 2018 is as follows:

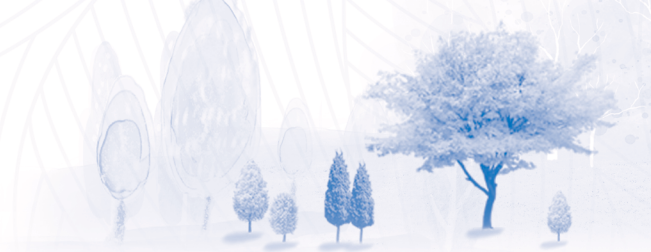
		HKAS 39 measurement 香港會計準則第39號計量		Re- classification 重新分類		HKFRS 9 measurement 香港財務報告準則第9號計量	
		Category 類別	Amount 金額 HK\$'000 千港元	Amount 金額 HK\$'000 千港元	ECL 預期信貸虧損 HK\$'000 千港元	Amount 金額 HK\$'000 千港元	Category 類別
		Notes 附註					
Financial assets	金融資產						
Equity investments designated at FVOCI	指定為透過其他全面收益以公平值列賬之權益投資	N/A 不適用	-	79,886	-	79,886	FVOCI ⁴ 透過其他全面收益以公平值列賬 ⁴
From: Available-for-sale investments	自：可供出售投資	(i)		8,126	-		
From: Financial assets at FVPL	自：透過損益以公平值列賬之金融資產	(iii)		71,760	-		
Available-for-sale investments	可供出售投資	AFS ¹ 可供出售 ¹	46,151	(46,151)	-	-	N/A 不適用
To: Equity investments designated at FVOCI	至：指定為透過其他全面收益以公平值列賬之權益投資	(i)		(8,126)	-		
To: Financial assets at FVPL	至：透過損益以公平值列賬之金融資產	(ii)		(38,025)	-		
Trade receivables	應收貿易賬款	L&R ² 貸款及應收賬款 ²	28,325	-	(115)	28,210	AC ³ 攤銷成本 ³
Due from related parties	應收關聯方款項	L&R 貸款及應收賬款	149,832	-	-	149,832	AC 攤銷成本
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	L&R 貸款及應收賬款	766,863	-	-	766,863	AC 攤銷成本
Financial assets at FVPL	透過損益以公平值列賬之金融資產	FVPL ⁵ 透過損益以公平值列賬 ⁵	104,607	(33,735)	-	70,872	FVPL 透過損益以公平值列賬
From: Available-for-sale investments	自：可供出售投資	(ii)		38,025	-		
To: Equity investments designated at FVOCI	至：指定為透過其他全面收益以公平值列賬之權益投資	(iii)		(71,760)	-		
Cash and cash equivalents	現金及現金等值物		471,436	-	-	471,436	AC 攤銷成本
			1,567,214	-	(115)	1,567,099	

2.2 會計政策及披露變動(續)

(b) (續)

分類及計量(續)

於二零一八年一月一日，香港會計準則第39號項下的賬面值與香港財務報告準則第9號項下所呈報的結餘之對賬如下：



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

Classification and measurement (continued)

2.2 會計政策及披露變動(續)

(b) (續)

分類及計量(續)

		HKAS 39 measurement 香港會計準則第39號計量		HKFRS 9 measurement 香港財務報告準則第9號計量	
		Category 類別	Amount 金額 HK\$'000 千港元	Amount 金額 HK\$'000 千港元	Category 類別
Financial liabilities	金融負債				
Trade payables	應付貿易賬款	AC 攤銷成本	16,878	16,878	AC 攤銷成本
Contract liabilities included in other payables and accruals	計入其他應付款項及應計費用之合約負債	AC 攤銷成本	–	26,085	AC 攤銷成本
Other financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之其他金融負債	AC 攤銷成本	118,230	92,145	AC 攤銷成本
Interest-bearing bank and other borrowings	計息銀行及其他借款	AC 攤銷成本	243,044	243,044	AC 攤銷成本
Due to a related party	應付一名關連方款項	AC 攤銷成本	36,558	36,558	AC 攤銷成本
			414,710	414,710	
Other liabilities	其他負債				
Deferred tax liabilities	遞延稅項負債		137,196	137,196	

- ¹ AFS: Available-for-sale investments
² L&R: Loans and receivables
³ AC: Financial assets or financial liabilities at amortised cost
⁴ FVOCI: Financial assets at fair value through other comprehensive income
⁵ FVPL: Financial assets at fair value through profit or loss

- ¹ 可供出售：可供出售投資
² 貸款及應收賬款：貸款及應收賬款
³ 攤銷成本：按攤銷成本計量的金融資產
⁴ 透過其他全面收益以公平值列賬：透過其他全面收益以公平值列賬之金融資產
⁵ 透過損益以公平值列賬：透過損益以公平值列賬之金融資產

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

Classification and measurement (continued)

Notes:

- (i) The Group has elected the option to irrevocably designate certain of its equity investments previously classified as available-for-sale investments as equity investments designated at FVOCI.
- (ii) The Group has reclassified its unlisted investments previously classified as available-for-sale investments as financial assets at FVPL as these equity investments did not pass the contractual cash flow characteristics test and held for trading in HKFRS 9.
- (iii) The Group has elected the option to irrevocably designate certain of its equity investments previously classified as financial assets at FVPL as equity investments designated at FVOCI.

Impairment

The following table reconciles the aggregate opening impairment allowances under HKAS 39 to the ECL allowances under HKFRS 9. Further details are disclosed in notes 23 and 24 to the financial statements.

2.2 會計政策及披露變動(續)

(b) (續)

分類及計量(續)

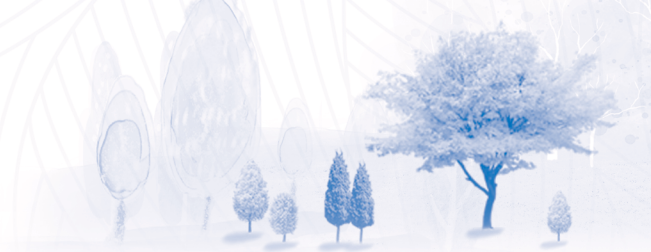
附註：

- (i) 本集團已選擇不可撤銷地指定其若干過往之分類為可供出售投資之權益投資為指定為透過其他全面收益以公平值列賬之權益投資。
- (ii) 本集團已將其過往分類為可供出售投資之非上市投資重新分類為透過損益以公平值列賬之金融資產，原因為該等權益投資並無通過香港財務報告準則第9號之合約現金流量特徵測試，且以交易為目的持有。
- (iii) 本集團已選擇不可撤銷地指定其若干過往之分類為透過損益以公平值列賬之金融資產之權益投資為指定為透過其他全面收益以公平值列賬之權益投資。

減值

下表為根據香港會計準則第39號的期初減值撥備總額與根據香港財務報告準則第9號的預期信貸虧損撥備之對賬。進一步詳情於財務報表附註23及24披露。

Impairment allowances under HKAS 39 at 31 December 2017		ECL allowances under HKFRS 9 at 1 January 2018	
	Re-measurement		
於二零一七年十二月三十一日根據香港會計準則第39號的減值撥備	重新計量	於二零一八年一月一日根據香港財務報告準則第9號的預期信貸虧損撥備	
HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	
Trade receivables	應收貿易賬款	–	115
			115



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

Impact on reserves and accumulated losses

The impact of transition to HKFRS 9 on reserves and accumulated losses is as follows:

2.2 會計政策及披露變動(續)

(b) (續)

對儲備及累計虧損之影響

過渡至香港財務報告準則第9號對儲備及累計虧損之影響如下：

		Reserves and accumulated losses 儲備及累計虧損 HK\$'000 千港元
Fair value reserve under HKFRS 9 (available-for-sale investment revaluation reserve under HKAS 39)	香港財務報告準則第9號項下之公平值儲備 (香港會計準則第39號項下之可供出售投資重估儲備)	
Balance as at 31 December 2017 under HKAS 39	根據香港會計準則第39號計算於二零一七年十二月三十一日之結餘	—
Reclassification of financial assets from financial assets at FVPL to equity investments designated at FVOCI	將金融資產由透過損益以公平值列賬之金融資產重新分類為指定為透過其他全面收益以公平值列賬之權益投資	51,967
Balance as at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號計算於二零一八年一月一日之結餘	51,967
Capital reserve	資本儲備	
Balance as at 31 December 2017 under HKAS 39	根據香港會計準則第39號計算於二零一七年十二月三十一日之結餘	3,212
Share of effect of adoption of HKFRS 9 of an associate	分佔一間聯營公司採納香港財務報告準則第9號之影響	545
Balance as at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號計算於二零一八年一月一日之結餘	3,757
Accumulated losses	累計虧損	
Balance as at 31 December 2017 under HKAS 39	根據香港會計準則第39號計算於二零一七年十二月三十一日之結餘	(196,468)
Recognition of expected credit losses for trade receivables under HKFRS 9	根據香港財務報告準則第9號確認應收貿易賬款的預期信貸虧損	(115)
Reclassification of financial assets at FVPL to equity investments designated at FVOCI	將透過損益以公平值列賬之金融資產重新分類為指定為透過其他全面收益以公平值列賬之權益投資	(51,967)
Share of effect of adoption of HKFRS 9 of an associate	分佔一間聯營公司採納香港財務報告準則第9號之影響	(545)
Balance as at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號計算於二零一八年一月一日之結餘	(249,095)

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (c) HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 January 2018.

The cumulative effect of the initial application of HKFRS 15 was recognised as an adjustment of HK\$1,017,000 to the opening balance of accumulated losses as at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 11, HKAS 18 and related interpretations.

2.2 會計政策及披露變動(續)

- (c) 香港財務報告準則第15號及其修訂取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋，且(除少數例外情況外)其採納於客戶合約產生之所有收益。香港財務報告準則第15號建立一個新的五個步驟模式，將來自客戶合約之收入入賬。根據香港財務報告準則第15號，所確認的收入金額應反映該實體預期向客戶轉讓貨品或服務而有權獲得的代價。香港財務報告準則第15號之原則乃為計量及確認收入提供一個更具結構性的方法。該準則亦引入廣泛的定性及定量披露規定，包括拆分收入總額、有關履約責任的資料、各期間之間合約資產及負債賬目結餘的變動以及關鍵判斷及估計。有關披露乃載於財務報表附註3及5。由於採納香港財務報告準則第15號，本集團已如財務報表附註2.4所載更改有關收益確認的會計政策。

本集團以經修改追溯法採納香港財務報告準則第15號。根據此方法，該項準則適用於初步採納日期的所有合約或僅適用於當日尚未完成的合約。本集團選擇將該項準則應用於二零一八年一月一日尚未完成的合約。

首次採納香港財務報告準則第15號之累計影響確認為對二零一八年一月一日累計虧損期初結餘的1,017,000港元之調整。因此，比較資料並無重列及繼續根據香港會計準則第11號、香港會計準則第18號及相關詮釋呈列。



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) (continued)

Set out below are the amounts by which each financial statement line item was affected as at 1 January 2018 as a result of the adoption of HKFRS 15:

		Notes 附註	Increase/ (decrease) 增加/(減少) HK\$'000 千港元
Assets	資產		
Investments in associates	於聯營公司之投資	(iii)	(790)
Total assets	總資產		(790)
Liabilities	負債		
Other payables – contract liabilities	其他應付款項－合約負債	(ii)	26,085
Other payables – receipt in advance	其他應付款項－已收墊款	(ii)	(26,085)
Other liabilities – non-current	其他負債－非流動	(i)	227
Total liabilities	總負債		227
Equity	權益		
Accumulated losses	累計虧損	(i),(iii)	1,017
			1,017

Set out below are the amounts by which each financial statement line item was affected as at 31 December 2018 and for the year ended 31 December 2018 as a result of the adoption of HKFRS 15. The adoption of HKFRS 15 has had no impact on other comprehensive income or on the Group's operating, investing and financing cash flows. The first column shows the amounts recorded under HKFRS 15 and the second column shows what the amounts would have been had HKFRS 15 not been adopted:

2.2 會計政策及披露變動(續)

(c) (續)

下文載列於二零一八年一月一日因採納香港財務報告準則第15號而對各財務報表項目造成影響之金額：

下文載列於二零一八年十二月三十一日及截至二零一八年十二月三十一日止年度因採納香港財務報告準則第15號而對各財務報表項目造成影響之金額。採納香港財務報告準則第15號對其他全面收益或本集團的經營、投資及融資現金流量並無影響。第一欄顯示根據香港財務報告準則第15號入賬的金額，而第二欄顯示倘若並無採納香港財務報告準則第15號時入賬的金額：

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) (continued)

Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2018:

2.2 會計政策及披露變動(續)

(c) (續)

截至二零一八年十二月三十一日止年度之綜合損益及其他全面收益表：

		Amounts prepared under 根據以下準則編製的金額			
		Notes 附註	HKFRS 15 香港財務報告 準則第15號 HK\$'000 千港元	Previous HKFRS 前香港財務 報告準則 HK\$'000 千港元	Increase/ (decrease) 增加／(減少) HK\$'000 千港元
Revenue	收入	(i)	178,885	180,011	(1,126)
Cost of sales	銷售成本		(121,639)	(121,639)	–
Gross profit	毛利		57,246	58,372	(1,126)
Share of losses of an associate	分佔一間聯營公司之虧損	(iii)	17,294	16,040	1,254
Profit before tax	除稅前溢利		91,157	93,537	(2,380)
Income tax expense	所得稅開支		(60,244)	(60,244)	–
Profit for the year	年度溢利		30,913	33,293	(2,380)
Attributable to:	下列人士應佔：				
Owners of the parent	母公司擁有人	(i), (iii)	43,450	45,380	(1,930)
Non-controlling interests	非控股權益	(i)	(12,537)	(12,087)	(450)
			30,913	33,293	(2,380)
Earnings per share attributable to ordinary equity holders of the parent	母公司普通股權益持有人應佔每股盈利				
Basic and diluted	基本及攤薄		HK0.72 cents 0.72港仙	HK0.76 cents 0.76港仙	HK(0.04) cents (0.04)港仙



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (c) (continued)
Consolidated statement of financial position as at 31 December 2018:

2.2 會計政策及披露變動(續)

- (c) (續)
於二零一八年十二月三十一日的綜合財務狀況表：

			Amounts prepared under 根據以下準則編製的金額		
		Notes 附註	HKFRS 15 香港財務報告 準則第15號 HK\$'000 千港元	Previous HKFRS 前香港財務 報告準則 HK\$'000 千港元	Increase/ (decrease) 增加／(減少) HK\$'000 千港元
Investments in an associate	於一間聯營公司之投資	(iii)	500,897	502,941	(2,044)
Total assets	總資產		3,752,718	3,754,762	(2,044)
Other payables – contract liabilities	其他應付款項 — 合約負債	(ii)	37,612	–	37,612
Other payables – receipt in advance	其他應付款項 — 已收墊款	(ii)	–	37,612	(37,612)
Other liabilities – non-current	其他負債 – 非流動	(i)	4,047	2,694	1,353
Total liabilities	總負債		619,673	618,320	1,353
Net assets	資產淨值		3,133,045	3,136,442	(3,397)
Accumulated losses	累計虧損	(i), (iii)	201,787	198,931	2,856
Non-controlling interests	非控股權益	(i)	285,078	285,619	(541)
Total equity	總權益		3,133,045	3,136,442	(3,397)

The nature of the adjustments as at 1 January 2018 and the reasons for the significant changes in financial position as at 31 December 2018 and profit or loss for the year ended 31 December 2018 are described below:

於二零一八年一月一日的調整性質以及二零一八年十二月三十一日的財務狀況及截至二零一八年十二月三十一日止年度的損益大幅變動的原因載列如下：

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) (continued)

(i) Warranty obligations in sale of furniture

The Group generally provides for warranties for general repairs of 3 to 5 years based on statutory requirements and product features, and does not provide extended warranties in its contracts with customers. As such, most existing warranties are assurance-type warranties under HKFRS 15, which the Group accounts for under HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, consistent with its practice prior to the adoption of HKFRS 15. However, in certain non-standard contracts, the Group provides extended warranties, which were accounted for under HKAS 37 prior to the adoption of HKFRS 15. Under HKFRS 15, such warranties are service-type warranties and, therefore, are accounted for as separate performance obligations to which the Group allocates a portion of the transaction price. Revenue is subsequently recognised over time based on the time elapsed. Accordingly, upon adoption of HKFRS 15 at 1 January 2018, contract liabilities included in other liabilities-non-current were increased by HK\$227,000 with a corresponding increase in accumulated losses of HK\$227,000.

As at 31 December 2018, the adoption of HKFRS 15 resulted in an increase in contract liabilities included in other liabilities-non-current of HK\$1,353,000, in accumulated losses of HK\$812,000 and a decrease in non-controlling interests of HK\$541,000, respectively. Revenue for the year ended 31 December 2018 was also decreased by HK\$1,126,000.

2.2 會計政策及披露變動(續)

(c) (續)

(i) 銷售傢俬之保養責任

本集團一般按照法定規定及產品特性就一般維修提供達3至5年的保養，且於與其客戶合約中並無提供延長保養。因此，大部分現有保養為香港財務報告準則第15號項下之保證類保養，本集團會於採納香港財務報告準則第15號前繼續根據香港會計準則第37號撥備、或然負債及或然資產入賬，符合其慣例。然而，在若干非標準合約中，本集團提供於採納香港財務報告準則第15號前根據香港會計準則第37號入賬之經延長保養。根據香港財務報告準則第15號，該等保養為服務類保養，故將會作為獨立履約責任入賬，而本集團會就其分配交易價格的一部分。根據時間的推移，收入於其後的時間確認。因此，於二零一八年一月一日採納香港財務報告準則第15號後，計入其他負債—非流動之合約負債增加227,000港元，累計虧損相應增加227,000港元。

於二零一八年十二月三十一日，採納香港財務報告準則第15號導致計入其他負債—非流動之合約負債增加1,353,000港元，累計虧損及非控股權益分別增加812,000港元及減少541,000港元。截至二零一八年十二月三十一日止年度，收益亦減少1,126,000港元。



2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(c) (continued)

(ii) Consideration received from customers in advance

Before the adoption of HKFRS 15, the Group recognised consideration received from customers in advance as other payables. Under HKFRS 15, the amount is classified as contract liabilities which is included in other payables and accruals.

Therefore, upon adoption of HKFRS 15, the Group reclassified HK\$26,085,000 from receipts in advance included in other payables to contract liabilities included in other payables as at 1 January 2018 in relation to the consideration received from customers in advance as at 1 January 2018.

As at 31 December 2018, under HKFRS 15, HK\$37,612,000 was reclassified from receipts in advance included in other payables to contract liabilities included in other payables in relation to the consideration received from customers in advance for the sale of furniture and the provision of services.

(iii) Other adjustments

In addition to the adjustments described above, other items of the primary financial statements such as non-controlling interests, share of loss of an associate and investment in an associate were adjusted as necessary. Accumulated losses were adjusted accordingly.

2.2 會計政策及披露變動(續)

(c) (續)

(ii) 預先自客戶收取的代價

於採納香港財務報告準則第15號前，本集團將預先自客戶收益的代價確認為其他應付款項。根據香港財務報告準則第15號，有關款項分類為合約負債，並計入其他應付款項及應計費用。

因此，於採納香港財務報告準則第15號後，就於二零一八年一月一日預先自客戶收取的代價而言，本集團於二零一八年一月一日將計入其他應付款項之已收墊款的26,085,000港元重新分類至計入其他應付款項之合約負債。

於二零一八年十二月三十一日，根據香港財務報告準則第15號，就銷售傢俬以及提供服務而預先自客戶收取的代價而言，計入其他應付款項之已收墊款的37,612,000港元已重新分類至計入其他應付款項之合約負債。

(iii) 其他調整

除上述調整外，其他主要財務報表項目（如非控股權益、分佔一間聯營公司之虧損及於一間聯營公司的投資）乃按需要調整。累計虧損將相應調整。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (d) Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.
- (e) HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

2.2 會計政策及披露變動(續)

- (d) 香港會計準則第40號之修訂澄清實體應於何時轉入或轉出物業(包括在建或發展中物業)至或自投資物業。該等修訂列明,當物業符合或不再符合投資物業的定義,且有證據顯示用途轉變,則發生用途轉變。管理層純粹有關物業用途轉變的意圖並不提供用途轉變的證據。修訂對本集團的財務狀況或表現並無影響。
- (e) 香港(國際財務報告準則詮釋委員會)一詮釋第22號為實體以外幣收取或支付預付代價及確認非貨幣性資產或負債的情況下,在採納香港會計準則第21號時,應如何釐定交易日期提供指引。該詮釋澄清就釐定於應用初始確認相關資產、開支或收入(或其一部分)之匯率之交易日期為實體初始確認產生自支付或收取墊付代價之非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)當日。倘於確認相關項目前存在多項付款或收款,則實體必須釐定各項墊付代價付款或收款之交易日期。由於本集團有關釐定就初始確認非貨幣資產或非貨幣負債所應用匯率之會計政策與該項詮釋提供之指引相符,故該項詮釋對本集團之財務報表並無影響。



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ²
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 16	<i>Leases</i> ¹
HKFRS 17	<i>Insurance Contracts</i> ³
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ²
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i> ¹
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> ¹
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> ¹
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after 1 January 2021

⁴ No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號之修訂	業務的釋義 ²
香港財務報告準則第9號之修訂	具有負補償的提前還款特性 ¹
香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁴
香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港會計準則第1號及香港會計準則第8號之修訂	重要性的釋義 ²
香港會計準則第19號之修訂	計劃修訂、縮減或清償 ¹
香港會計準則第28號之修訂	於聯營公司及合營公司的長期權益 ¹
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理的不確定性 ¹
二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂 ¹

¹ 於二零一九年一月一日或之後開始的年度期間生效

² 於二零二零年一月一日或之後開始的年度期間生效

³ 於二零二一年一月一日或之後開始的年度期間生效

⁴ 當未釐定強制生效日期，惟可供應用

預期適用於本集團的該等香港財務報告準則的進一步資料如下。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第3號之修訂澄清業務的定義，並提供額外指引。該修訂本訂明可視為業務的一組整合活動及資產，必須至少包括一項投入及一項重要過程，而兩者必須對形成產出的能力有重大貢獻。業務毋須包括形成產出所需的所有投入或過程。該等修訂取消了評估市場參與者是否有能力收購業務並能持續獲得產出的規定，轉為重點關注所取得的投入和重要過程共同對形成產出的能力有否重大貢獻。該等修訂亦已收窄產出的定義範圍，重點關注為客戶提供的商品或服務、投資收益或日常活動產生的其他收益。此外，該等修訂亦提供有關評估所取得過程是否重大的指引，並新增公平值集中度測試選項，允許對所取得的一組活動及資產是否不屬於業務進行簡化評估。本集團預期自二零二零年一月一日起採用該等修訂。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營企業或合營公司之間的資產出售或注資兩者規定的不一致性作出修改。該等修訂規定，當投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營公司的權益為限。該等修訂將按未來適用基準應用。香港會計師公會已於二零一六年一月廢除香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂前的強制生效日期，而新強制生效日期將於完成對聯營公司及合營公司會計處理作更廣泛覆核後釐定。然而，該等修訂現時可提前採用。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. The Group has estimated that right-of-use assets of HK\$3,790,000 and lease liabilities of HK\$3,790,000 will be recognised at 1 January 2019.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)–詮釋第15號經營租賃–優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項可選的確認豁免–低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期內支付租賃款項之負債(即租賃負債)及代表相關資產使用權之資產(即使用權資產)。除非使用權資產符合香港會計準則第40號內投資物業之定義或與重估模式適用的物業、廠房及設備類別相關，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後增減變動會反映租賃負債利息的增加及因支付租賃款項而減少。承租人將須分別確認租賃負債之利息開支及使用權資產之折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定未來租賃款項之一項指數或比率變更而引致該等款項變更。承租人通常將重新計量租賃負債之金額確認為對使用權資產之調整。香港財務報告準則第16號項下之出租人會計處理與香港會計準則第17號項下實質上並無重大變動。出租人將繼續利用香港會計準則第17號內之同一分類原則將所有租賃分類，並會區分經營租賃及融資租賃。香港財務報告準則第16號要求承租人及出租人作出較香港會計準則第17號所規定之更多披露。承租人可選擇使用全面回溯性或經修改回溯性方法應用該標準。本集團將自二零一九年一月一日起應用香港財務報告準則第16號。本集團計劃應用香港財務報告準則第16號的過渡規定，將首次應用的累計影響確認為對於二零一九年一月一日保留盈利期初結餘的調整，以及不會重列比較數字。此外，本集團計劃將新規定應用於先前已應用香港會計準則第17號而識別為租賃的合約，並按剩餘租賃付款的現值計量租賃負債，以及使用本集團於首次應用日期的增量借貸利率貼現。使用權資產將按租賃負債金額計量，並按緊接首次應用日期前在財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。本集團計劃應用準則對於租期於首次應用日期的12個月內結束的租賃合約的豁免規定。於二零一八年，本集團已就應用香港財務報告準則第16號的影響進行詳盡的評估。本集團為數3,790,000港元的使用權資產及3,790,000港元的租賃負債將於二零一九年一月一日確認。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第1號及香港會計準則第8號之修訂重新界定重要性。根據新定義，倘可合理預期漏報、錯報或掩蓋個別信息將可影響使用財務報表作一般目的的主要使用者基於相關財務報表作出的決定，則該信息為重要。該等修訂指明，重要性取決於信息的性質或牽涉範圍。倘可合理預期信息錯報會影響主要使用者的決定，則有關錯誤為重大。本集團預期自二零二零年一月一日起按未來適用基準採用該等修訂。該等修訂預期不會對本集團財務報表有任何重大影響。

香港會計準則第28號之修訂釐清香港財務報告準則第9號的範圍豁免僅包括權益法適用的於一間聯營公司或合營公司的權益，並不包括實質上組成於聯營公司或合營公司淨投資一部分的長期權益，權益法在此並不適用。因此，實體於入賬有關長期權益時採用香港財務報告準則第9號，而非香港會計準則第28號（包括香港財務報告準則第9號項下減值規定）。香港會計準則第28號其後應用於淨投資，包括長期權益，惟僅於確認一間聯營公司或合營公司的虧損以及聯營公司或合營公司的淨投資減值上。本集團預期將於二零一九年一月一日應用該等修訂及將按於二零一九年一月一日所存事實及情況，就該等長期利益以該等修訂的過渡性要求評估其業務模型。本集團亦擬於採納該等修訂後應用重列過往期間可資比較資料之寬免。



2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and a joint venture

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港(國際財務報告詮釋委員會)－詮釋第23號提供倘稅項處理涉及影響香港會計準則第12號的應用的不確定性(通常稱之為「不確定稅務狀況」)，則第23號詮釋在該情況下的所得稅(即期及遞延)會計處理方法。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅，尤其亦不包括與不確定稅項處理相關的權益及處罰相關規定。該詮釋具體處理(i)實體是否考慮不確定稅項進行單獨處理；(ii)實體對稅務機關的稅項處理檢查所作的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅收抵免及稅率；及(iv)實體如何考慮事實及情況變動。該詮釋須追溯應用(倘毋須採用事後確認，則可全面追溯應用；或追溯應用，則應用的累計效應將作為於首次應用日期的期初權益的調整，而毋須重列比較資料)。本集團預期自二零一九年一月一日起應用該詮釋。該詮釋預期不會對本集團的財務報表產生任何重大影響。

2.4 主要會計政策概要

於聯營公司及一間合營公司之投資

聯營公司指本集團長期擁有合共不少於20%股本投票權且可對其行使重大影響力之實體。重大影響力指的是參與投資對象之財務及經營決策之權力，但並非控制或共同控制該等決策之權力。

合營公司指一種合營安排，對安排擁有共同控制權的訂約方據此對合營公司的資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有的控制，共同控制僅在有關活動要求享有控制權的訂約方作出一致同意的決定時存在。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments in associates and a joint venture (continued)

The Group's investments in associates and a joint venture are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and a joint venture is included in profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint venture are eliminated to the extent of the Group's investments in the associates or joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint venture is included as part of the Group's investments in associates or joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 主要會計政策概要(續)

於聯營公司及一間合營公司之投資(續)

本集團於聯營公司及一間合營公司之投資根據權益會計法按本集團應佔淨資產減任何減值虧損於綜合財務狀況表列賬。

倘若會計政策存在任何不一致，則會作出相應調整。

本集團於損益及其他全面收益分別計入其分佔聯營公司及一間合營公司收購後業績及其他全面收益。此外，當直接確認聯營公司及合營公司之權益有變動時，則本集團於綜合權益變動表確認其適用之任何應佔變動。本集團與其聯營公司或合營公司之交易產生之未變現盈虧會對銷，對銷金額以本集團對聯營公司或合營公司之投資為限，除非未變現虧損能證明被轉移資產出現減值。收購聯營公司或合營公司產生之商譽被納入為本集團於聯營公司或合營公司投資之一部分。

倘於聯營公司的投資變為於一間合營公司的投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，對聯營公司失去重大影響力後，本集團按其公平值計量及確認任何保留投資。於失去重大影響力與保留投資及來自出售所得款項之公平值之間的任何差額於損益內確認。

凡於一間聯營公司或一間合營公司之投資分類為持作出售，則根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併按收購法列賬。轉讓代價乃按收購日期之公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方的前擁有人承擔的負債及本集團發行以換取被收購方控股權的股本權益的總和。就各項業務合併而言，本集團選擇以公平值或被收購方可識別資產淨值的應佔比例，計算屬現時擁有人權益並賦予擁有人權利在清盤時按比例應佔淨資產之於被收購方之非控股權益。非控股權益之一切其他部分乃按公平值計量。收購相關成本於產生時列為開支。

本集團收購一項業務時會根據合約條款、收購日之經濟狀況及有關條件評估取得的金融資產及承擔的金融負債，以進行適當分類及指定。此包括分離被收購方主合同中的嵌入式衍生工具。

倘業務合併為分階段實現，先前持有的股本權益應按收購日的公平值重新計算，產生的任何收益或虧損於損益中確認。

收購方轉讓的任何或然代價將以收購日的公平值確認。或然代價被分類為資產或負債乃按公平值確認，其公平值的變化於損益確認。或然代價被分類為權益，則不再對其重新計量，後續的結算會計入權益中。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽初步按成本計量，即轉讓代價、確認為非控股權益的金額及本集團此前持有的被收購方股本權益的任何公平值之和超出所收購可識別資產淨值及所承擔負債的部分。倘該代價及其他項目之和低於所收購淨資產的公平值，有關差額在重估後於損益確認為議價收購收益。

初步確認後，商譽按成本減任何累計減值虧損計量。如有任何事件或情況變動表明賬面值可能減值，則每年或更頻繁地對商譽進行減值測試。本集團每年於十二月三十一日對商譽進行減值測試。就減值測試而言，於業務合併時收購的商譽自收購日起分配至預期將從合併協同效應受益之本集團各現金產生單位或現金產生單位組別，而不論本集團之其他資產或負債是否已被分配至該等單位或單位組別。

減值數額通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

倘商譽被分配至某現金產生單位(或現金產生單位組別)，而該單位內的部分業務被出售，與被出售業務有關的商譽將於釐定出售該業務的收益或虧損時計入該業務賬面值。在此情況下被出售的商譽按被出售業務的相對價值及保留的現金產生單位部分計量。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement

The Group measures its investment properties, financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4 主要會計政策概要(續)

公平值計量

本集團於各報告期末按公平值計量其投資物業、透過損益以公平值列賬之金融資產及透過其他全面收益以公平值列賬之金融資產。公平值為於計量日期市場參與者間進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於出售資產或轉移負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所用的假設計量(假設市場參與者以符合彼等最佳經濟利益的方式行事)。

非金融資產的公平值計量會計及一名市場參與者透過以最大限度使用該資產達致最佳用途，或透過將資產出售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低級別輸入數據在下述公平值等級內進行分類：

- 第一級 — 基於相同資產或負債於活躍市場的報價(未經調整)
- 第二級 — 基於對公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法
- 第三級 — 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 主要會計政策概要(續)

公平值計量(續)

就經常於財務報表確認的資產及負債而言，本集團於各報告期末透過(按對公平值計量整體而言屬重大的最低級別輸入數據)重新評估分類，釐定等級中各個級別間是否出現轉移。

非金融資產減值

倘有跡象顯示出現減值，或需要每年進行資產(除金融資產及投資物業外)減值測試，則會估計資產之可收回數額。獨立資產可收回金額之計算方法以資產或現金產生單位之使用價值與其公平值減出售成本兩者之較高者為準。倘資產未能產生很大程度上獨立於其他資產或資產組合之現金流入，在此情況下則釐定資產所屬現金產生單位之可收回金額。

減值虧損僅可在資產賬面值超過其可收回金額時方獲確認。在評估使用價值時，估計未來現金流量會以可反映現時市場對金錢時間值及該資產特有風險評估之稅前貼現率貼現至現值。減值虧損乃在其產生期間自損益內與減值資產功能相符之費用類別扣除。

於各報告期末均會作出評估，以確認是否有跡象顯示過往確認之減值虧損不再出現或可能已經減少。如有任何該等跡象，則會估計可收回金額。先前確認之資產(不包括商譽)減值虧損僅於釐定該資產之可收回金額所使用之估計方法出現改變時方會撥回，然而撥回後之數額不可超過有關資產未有於過往年度確認減值虧損時可釐定之賬面值(扣除任何折舊／攤銷)。撥回之減值虧損於產生期間記入損益內。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關連方

以下人士於下列情況將被視為與本集團有關聯：

- (a) 倘為以下人士或其近親
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 該名人士為符合下列任何條件的實體：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 實體為一名第三方實體的合營公司，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職後福利計劃；
 - (vi) 該實體由(a)項所列人士控制或共同控制；
 - (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體（或該實體的母公司）的主要管理層成員；及
 - (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	Over the shorter of the lease terms and their estimated useful lives ranging from 20 to 50 years
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Furniture and fixtures	20% to 33 $\frac{1}{3}$ %
Computer equipment	20%
Motor vehicles	20% to 33 $\frac{1}{3}$ %

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價及將該資產達至運作狀況及地點以作擬定用途之任何直接應佔費用。

物業、廠房及設備項目投入運作後所產生維修保養等支出，一般於其產生期間自損益扣除。倘達到確認標準，重大視察的開支資本化到該作為重置資產的賬面值。倘物業、廠房及設備的重大部分須定期替換，則本集團將該等部分確認為獨立資產，並賦予特定可使用年期及按此折舊。

折舊按直線法於其估計可用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。按此採用的主要年率如下：

樓宇	按租期或彼等估計可使用年期之較短者，介乎20年至50年
租賃物業裝修	20%至33 $\frac{1}{3}$ %
傢俬及裝置	20%至33 $\frac{1}{3}$ %
電腦設備	20%
汽車	20%至33 $\frac{1}{3}$ %

倘某項物業、廠房及設備項目其中部分的可使用年期不同，該項目的成本會按合理基準分配至有關部分，而各部分均分開計提折舊。剩餘價值、可使用年期及折舊方法將至少於各財政年度末檢討及進行調整（如適用）。

物業、廠房及設備項目（包括任何初次確認的重大部分）於出售或預期使用或出售有關項目不會產生未來經濟利益時終止確認。於終止確認資產年度在損益確認的出售或報廢資產的收益或虧損，為出售有關資產所得款項淨額與其賬面值兩者間的差額。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

在建工程指興建中的樓宇，按成本減任何減值虧損列賬，且不予折舊。成本包括興建期間的直接建築成本及就相關借款經撥充資本的借款成本。在建工程於落成及可供使用時重新分類為適當類別的物業、廠房及設備。

投資物業

投資物業乃持作賺取租金收入及／或作資本增值之土地及樓宇權益(包括可能符合投資物業定義之物業經營租約下之租賃權益)，而非用於生產或供應貨品或服務；或非用作行政用途；或非作日常業務中之銷售。該等物業初始按成本計量(包括交易成本)。於初始確認後，投資物業以反映於報告期末市況之公平值入賬。

投資物業公平值變動產生之損益於其產生年度之損益中入賬。

因投資物業報廢或出售而產生之任何損益於報廢或出售年度之損益內確認。

倘投資物業轉撥為自置物業或存貨，進行其後會計處理之物業推定成本為其改變用途之日之公平值。倘本集團佔用作為業主自用物業的物業成為投資物業，本集團將根據「物業、廠房及設備以及折舊」項下所列政策將有關物業入賬，直至改變用途之日，且物業的賬面值與公平值於該日的任何差額會根據上文「物業、廠房及設備以及折舊」所述之政策重估入賬。就由存貨轉撥至投資物業而言，物業於該日的公平值與其先前賬面值的任何差額於損益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Brand name

Brand name acquired as part of a business combination is valued at fair value based on the royalty relief method. Brand name with a indefinite useful life is tested for impairment annually.

Computer software

Computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

2.4 主要會計政策概要(續)

無形資產(商譽除外)

單獨購入之無形資產於初步確認時以成本計量。於業務合併中所購入無形資產的成本為其於收購日期之公平值。無形資產的可使用年期可被評估為有限或無限。年期有限的無形資產於後續使用經濟壽命內攤銷，並於有跡象顯示無形資產可能出現減值時作減值評估。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各財政年度末審查一次。

擁有無限可使用年期之無形資產每年個別或按現金產生單位之水平進行減值測試。該等無形資產不會攤銷。擁有無限可使用年期之無形資產之可使用年期將會每年檢討，以釐定無限可使用年期之評估是否仍可繼續採用。倘發現不可繼續採用，則可使用年期評估由無限改變為有限將按前瞻基準入賬。

品牌名稱

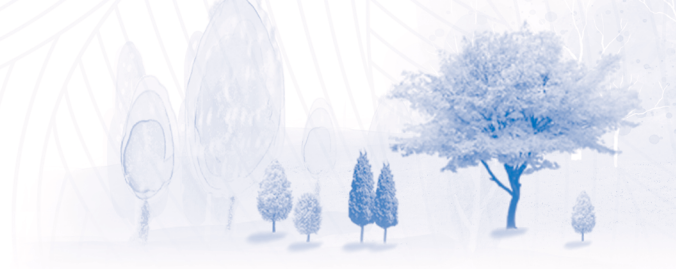
作為業務合併一部分所收購之品牌名稱根據特許權費減免法按公平值進行估值。具有無限可使用年期之品牌名稱每年測試減值。

電腦軟件

電腦軟件乃按成本減任何減值虧損列賬，並於10年之預計可使用年期内以直線法攤銷。

僅在本集團可證明完成無形資產在技術上屬可行，將可供使用或銷售、其完成的意向及使用或出售資產的能力、資產日後將如何產生經濟利益、有足夠資源完成項目及可以可靠地計量開發的開支時，開發新產品項目所產生的開支方可資本化及予以遞延。不符合上述標準的項目開發成本於產生時列作費用。

遞延開發成本按成本減任何減值虧損列賬，並以直線法按相關產品的商業年期攤銷，以產品投入商業生產當日開始計算，並以五至七年為限。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" below.

2.4 主要會計政策概要(續)

租賃

凡資產擁有權的絕大部分回報及風險仍歸出租人所有的租賃，均列作經營租賃。倘本集團為出租人，則本集團按經營租賃出租的資產乃計入非流動資產，而經營租賃的應收租金以直線法在租期內計入損益。倘本集團為承租人，則經營租賃的應付租金(經扣除自出租人收到的任何獎勵後)以直線法在租期內自損益扣除。

經營租賃的預付土地租金初步按成本列賬，其後在租期內以直線法確認。

投資及其他金融資產(根據香港財務報告準則第9號項下的政策自二零一八年一月一日起適用)

初步確認及計量

金融資產於初始確認時分類為其後按攤銷成本、透過其他全面收益以公平值列賬及透過損益以公平值列賬之金融資產計量。

於初始確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法並無調整重大融資成分影響的應收貿易賬款外，本集團初步按公平值加上(倘金融資產並非透過損益以公平值列賬)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易賬款根據下文「收入確認(自二零一八年一月一日起適用)」所載的政策按香港財務報告準則第15號釐定的交易價格計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Initial recognition and measurement (continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

2.4 主要會計政策概要(續)

投資及其他金融資產(根據香港財務報告準則第9號項下的政策自二零一八年一月一日起適用)(續)

初步確認及計量(續)

按攤銷成本或公平值透過其他全面收益列賬之金融資產產生的現金流量應純粹為支付本金及未償還的本金產生的利息(「純粹為支付本金及利息」)。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。

循正常途徑買入及出售的金融資產於交易日(即本集團承諾買入或出售該資產當日)確認。循正常途徑買入或出售，乃指須於法規或市場慣例一般設定的期間內交付資產的金融資產買入或出售。

後續計量

金融資產的後續計量視乎其如下分類而定：

按攤銷成本計量之金融資產(債務工具)

如同時符合以下條件，則本集團按攤銷成本計量金融資產：

- 該金融資產於一個旨在通過持有金融資產收取合約現金流量之業務模型內持有。
- 該金融資產之合約條款於特定日期產生現金流量，而有關現金流量乃僅支付未償還本金額之本金及利息。

按攤銷成本計量之金融資產其後以實際利息法計量，並進行減值。資產終止確認、作出修改或減值時，於損益確認收益及虧損。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, 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. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要(續)

投資及其他金融資產(根據香港財務報告準則第9號項下的政策自二零一八年一月一日起適用)(續)

後續計量(續)

指定為透過其他全面收益以公平值列賬之金融資產(權益投資)

於初步確認時，本集團可選擇於權益投資符合香港會計準則第32號金融工具：呈列項下權益的定義且並非持作買賣時，將其權益投資不可撤回地分類為指定透過其他全面收益以公平值列賬之權益投資。分類乃按個別工具基準釐定。

該等金融資產的收益及虧損概不會被重新計入損益。當確立支付權時，股息於損益中確認為其他收益，與股息有關的經濟利益可能流入本集團及股息金額能夠可靠地計量，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外。於此等情況下，該等收益於其他全面收益入賬。指定透過損益以公平值列賬之權益投資不受減值評估影響。

透過損益以公平值列賬之金融資產

透過損益以公平值列賬之金融資產包括持作買賣的金融資產，於初始確認時指定為透過損益以公平值列賬之金融資產，或強制要求以公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹本息付款的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具之準則可按攤銷成本或以公平值計入其他全面收益分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

透過損益以公平值列賬之金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益中確認。

該類別包括本集團並無不可撤銷地選擇按公平值計入其他全面收益進行分類的衍生工具及股本投資。分類為透過損益以公平值列賬之金融資產之股本投資之股息在支付權確立時亦於損益中確認為其他收益，而與股息有關的經濟利益可能流入本集團及股息金額能夠可靠地計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 主要會計政策概要(續)

投資及其他金融資產(根據香港財務報告準則第9號項下的政策自二零一八年一月一日起適用)(續)

後續計量(續)

透過損益以公平值列賬之金融資產(續)

當嵌入混合合約(包含金融負債或非金融主體)的衍生工具具備與主體不緊密相關的經濟特徵及風險；具備與嵌入式衍生工具相同條款的單獨工具符合衍生工具的定義；且混合合約並非按透過損益以公平值列賬，則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公平值計量，且公平值變動於損益確認。僅當合約條款出現變動，大幅改變其他情況下所需現金流量時；或當原分類至透過損益以公平列賬之金融資產獲重新分類時，方進行重新評估。

嵌入混合合約(包含金融資產主體)的衍生工具不得單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為透過損益以公平值列賬。

投資及其他金融資產(根據香港會計準則第39號項下的政策於二零一八年一月一日前適用)

首次確認及計量

金融資產於初步確認時乃分類為透過損益以公平值列賬之金融資產、貸款及應收款項以及可供銷售金融投資或分類為於一項有效對沖指定為對沖工具之衍生工具(如適用)。金融資產於初步確認時按公平值計量，另加收購有關金融資產應佔的交易成本，惟透過損益按以平值列賬之金融資產則另作別論。

所有定期買賣的金融資產概於交易日(即本集團承諾購買或出售該資產的日期)確認。定期買賣指於市場規定或慣例一般規定的期間內交付資產的金融資產買賣。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in profit or loss. The loss arising from impairment is recognised in profit or loss in finance costs for loans and in impairment losses on financial assets for receivables.

2.4 主要會計政策概要(續)

投資及其他金融資產(根據香港會計準則第39號項下的政策於二零一八年一月一日前適用)(續)

後續計量

金融資產之後續計量取決於以下分類：

透過損益以公平值列賬之金融資產

透過損益以公平值列賬之金融資產包括持作買賣之金融資產及首次確認時被指定為透過損益以公平值列賬之金融資產。金融資產如以短期出售為目的而購買，則分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦歸入持作買賣類別，惟被指定為實際對沖工具(定義見香港會計準則第39號)者則除外。

透過損益以公平值列賬之金融資產按公平值於財務狀況表列賬，其公平值正變動淨額於損益表呈列其他收入及收益，而公平值負變動淨額於損益表呈列為融資成本。該等公平值變動淨額不包括該等金融資產所賺取的任何股息或利息，該等股息及利息根據下文「收益確認(於二零一八年一月一日前適用)」所載政策予以確認。

於首次確認時指定為透過損益以公平值列賬之金融資產，惟須符合香港會計準則第39號之準則。

貸款及應收款項

貸款及應收款項為具有固定或可確定付款惟於活躍市場中並無報價的非衍生金融資產。於首次計量後，有關資產隨後用實際利率法減任何減值撥備按攤銷成本計量。攤銷成本在計及任何收購折讓或溢價後計算，包括屬於實際利率固有組成部分的費用或成本。實際利率攤銷計入損益的其他收入及收益。減值所產生虧損於損益中以融資成本(就貸款而言)及金融資產的減值虧損(就應收款項而言)確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

2.4 主要會計政策概要(續)

投資及其他金融資產(根據香港會計準則第39號項下的政策於二零一八年一月一日前適用)(續)

後續計量(續)

可供銷售金融投資

可供銷售金融投資指上市及非上市權益投資及債務證券的非衍生金融資產。分類為可供銷售的權益投資即未被分類為持作買賣亦非被指定為按公平值計入損益的金融資產。該分類中的債務證券乃為擬定為無限定期持有且應流動性需要或市場環境變動而可能被出售的證券。

於初步確認後，可供銷售金融投資隨後按公平值計算，而未變現盈虧在可供出售投資重估儲備的其他全面收益中確認，直至投資終止確認為止，屆時累計盈虧於損益確認為其他收益，或直至投資被確定減值為止，屆時累計盈虧從可供出售投資重估儲備重新分類至損益之其他收益及虧損。持有可供銷售金融投資所賺取的利息及股息分別列報為利息收益及股息收入，並根據下文「收益確認(於二零一八年一月一日前適用)」所載的政策於損益中確認為其他收入。

當由於(a)該項投資的合理公平值估計範圍波動較大或(b)於估計公平值時該範圍內不同估計的可能性無法合理評估而使非上市權益投資的公平值無法可靠衡量時，該等投資按成本減任何減值虧損列賬。

本集團評估於短期內出售其可供銷售金融資產的能力及意向是否仍為適合。在少數情況下，由於市場喪失活躍性而導致本集團無法交易該等金融資產，倘管理層有能力及意向持有該等資產至可預見的將來或到期日期，本集團可選擇重新分類該等金融資產。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement (continued)

Available-for-sale financial investments (continued)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to profit or loss.

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他金融資產(根據香港會計準則第39號項下的政策於二零一八年一月一日前適用)(續)

後續計量(續)

可供銷售金融投資(續)

就金融資產自可供銷售金融資產類別重新分類而言，於重新分類日期，公平值賬面值成為其新的攤銷成本且任何有關已在權益中確認的該資產的先前收益或虧損用實際利率法在該投資的剩餘年限內予以攤銷至損益。任何新攤銷成本與到期款項的差額亦在資產的剩餘年限內用實際利率法予以攤銷。倘該資產其後被確定減值，則原計入權益的金額被重新分類至損益。

終止確認金融資產(根據香港財務報告準則第9號自二零一八年一月一日起生效的政策及根據香港會計準則第39號於二零一八年一月一日前生效的政策)

金融資產(或(如適用)一項金融資產的一部分或一組類似金融資產的一部分)在下列情況下將被終止確認(即自本集團綜合財務狀況表中移除)：

- 收取該項資產所得現金流量的權利已屆滿；或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已根據一項「轉付」安排，在並無嚴重延遲的情況下，負責向第三方全數支付所收取現金流量，以及(a)本集團已轉讓該項資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報，惟已轉讓該項資產的控制權。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 January 2018 and policies under HKAS 39 applicable before 1 January 2018) (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 主要會計政策概要(續)

終止確認金融資產(根據香港財務報告準則第9號自二零一八年一月一日起生效的政策及根據香港會計準則第39號於二零一八年一月一日前生效的政策)(續)

當本集團已轉讓其收取一項資產所得現金流量的權利或已訂立一項轉付安排，則其將評估其是否保留資產所有權的風險及回報，以及保留程度。倘其並無轉讓或保留該項資產的絕大部分風險及回報，且並無轉讓該項資產的控制權，本集團繼續按本集團的持續參與程度確認該轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續參與指就已轉讓資產作出的保證，並按該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

金融資產減值(根據香港財務報告準則第9號自二零一八年一月一日起適用的政策)

本集團確認對並非透過損益以公平值列賬之所有債務工具預期信貸虧損的撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他提升信貸措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初始確認起未有顯著增加的信貸風險而言，預期信貸虧損乃撥備作由未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)。就自初始確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

General approach (continued)

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要(續)

金融資產減值(根據香港財務報告準則第9號自二零一八年一月一日起適用的政策)(續)

一般方法(續)

本集團於各報告日期評估金融工具信貸風險自初始確認後有否大幅增加。進行評估時，本集團將於報告日期金融工具發生違約的風險與初始確認日期金融工具發生違約的風險比較，並考慮毋需付出不必要成本或努力而可得的合理且有證據支持的資料，包括歷史經驗及前瞻性資料。

本集團認為，倘合約付款逾期90天，則為發生金融資產違約事件。然而，在若干情況下，倘內部或外部資料顯示本集團在計及任何本集團持有的信貸增級前不可能悉數收取未收取合約金額，則本集團亦可認為發生金融資產違約事件。於並無合理預期能收回合約現金流量時撇銷金融資產。

除應收貿易賬款採用下述簡化方法外，按公平值計入其他全面收益的債權投資及按攤銷成本計量的金融資產按一般方法進行減值，並按下列預期信貸虧損計量階段分類。

- 第一階段 – 信貸風險自初始確認後並無顯著增加的金融工具，虧損撥備按等同12個月預期信貸虧損的金額計量
- 第二階段 – 信貸風險自初始確認後顯著增加但並無信貸減值的金融工具，虧損撥備按等同存續期預期信貸虧損的金額計量
- 第三階段 – 於報告日期為信貸減值的金融資產(但於購買或發起時並無信貸減值)，虧損撥備按等同存續期預期信貸虧損的金額計量

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018) (continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 主要會計政策概要(續)

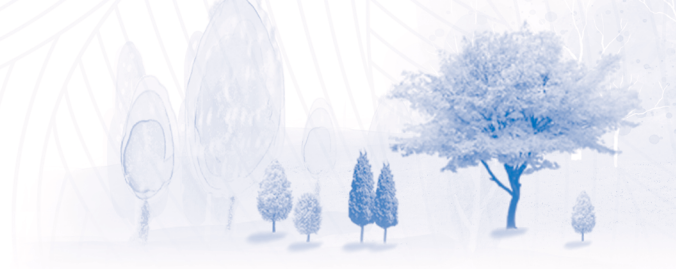
金融資產減值(根據香港財務報告準則第9號自二零一八年一月一日起適用的政策)(續)

簡化方法

對於並無包含重大融資部分的應收貿易賬款，或本集團採用毋須調整重大融資部分影響的可行權宜方式時，本集團採用簡化方法計量預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變化，而是根據各個報告日期的全期預期信貸虧損確認虧損撥備。本集團已根據歷史信貸虧損經驗建立撥備矩陣，並因應有關債務人及經濟環境的特定前瞻因素作出調整。

金融資產減值(根據香港會計準則第39號於二零一八年一月一日前適用的政策)

本集團於各報告期末評估是否有客觀證據表明一項金融資產或一組金融資產出現減值。倘於初步確認資產後發生的一宗或多宗事件對該項或該組金融資產的估計未來現金流量造成影響且有關影響能可靠地估計，則存在減值。減值證據可包括一名或多名借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目或與違約相關的經濟狀況出現變動。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to administrative expenses in profit or loss.

2.4 主要會計政策概要(續)

金融資產減值(根據香港會計準則第39號於二零一八年一月一日前適用的政策)(續)

按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，評估是否存在減值。倘本集團釐定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存在減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估減值。經個別評估減值的資產，其減值虧損會予以確認或繼續確認入賬，而不會納入共同減值評估之內。

任何已識別的減值虧損金額按資產的賬面值與估算未來的現金流量(不包括尚未產生的未來信貸損失)的現值之間差額計算。估算未來的現金流量的現值以該金融資產原來的實際利率(即初步確認時計算的實際利率)折現。

有關資產的賬面值可通過備抵賬目作出遞減，而虧損在損益確認。利息收入在削減的賬面值中持續產生，並採用計量減值虧損時用以折現未來現金流量之利率計算。如預期貸款及應收款項實際上無法收回及所有抵押品已被變現或已轉移至本集團，則連同任何相關撥備一併撇銷。

於其後期間，若估計減值虧損金額因確認減值後發生的事件而增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。若撇銷其後收回，則該項收回計入損益的行政開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (policies under HKAS 39 applicable before 1 January 2018) (continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss – is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 主要會計政策概要(續)

金融資產減值(根據香港會計準則第39號於二零一八年一月一日前適用的政策)(續)

按成本列賬之資產

倘有客觀跡象表明一項無報價權益工具已發生減值虧損，而該項工具因其公平值無法可靠計量而並無按公平值列賬，或一項衍生資產已發生減值虧損，而該衍生資產與該無報價權益工具相關且須以該無報價權益工具進行交割，虧損金額則以資產之賬面值及估計未來現金流量之現值(以類似金融資產的現行市場回報率貼現)的差額計量。該等資產之減值虧損不予撥回。

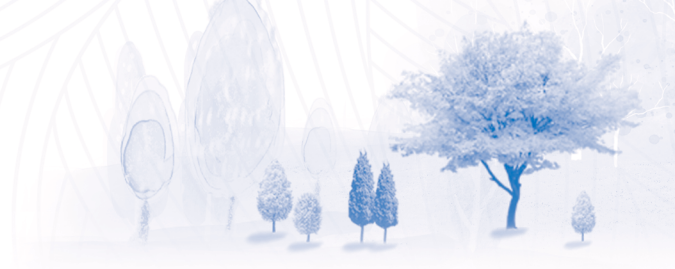
可供銷售金融投資

就可供出售投資而言，本集團於各報告期末評估有否任何客觀證據顯示一項或一組投資出現減值。

倘可供出售資產減值，則自其他全面收益剔除包括其成本(扣除任何本金付款及攤銷)及其現值之間的差額減過往在損益確認的任何減值虧損在內的金額，並在損益確認。

倘屬分類為可供出售的股權投資，客觀證據包括一項投資的公平值大幅或長期降至其成本值以下。「大幅」以相對於投資的最初成本評估，「長期」以公平值低於其最初成本的期間評估。倘存在減值證據，累計虧損(按收購成本與當前公平值的差額，減過往於損益就該投資確認的任何減值虧損計量)會自其他全面收益剔除，並於損益確認。分類為可供出售的股本工具的減值虧損不會透過損益撥回。減值後增加的公平值直接於其他全面收益確認。

於釐定是否「大幅」或「長期」時需作出判斷。於作出該判斷時，本集團評估(包括其他因素)一項投資公平值低於其成本的持續時間及數額。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, an amount due to a related party and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss (policies under HKFRS 9 applicable from 1 January 2018)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

2.4 主要會計政策概要(續)

金融負債(根據香港財務報告準則第9號自二零一八年一月一日起生效的政策及根據香港會計準則第39號於二零一八年一月一日前生效的政策)

初步確認及計量

金融負債於初步確認時分類為透過損益以公平值列賬之金融負債、貸款及借款或應付款項(如適用)。

所有金融負債初步按公平值確認，貸款及借款以及應付款項則扣除直接應佔交易成本。

本集團的金融負債包括應付貿易賬款及其他應付款項、應付一名關連方款項以及計息銀行及其他借款。

後續計量

金融負債之後續計量取決於以下分類：

按公平值計入損益的金融負債(根據香港財務報告準則第9號自二零一八年一月一日起適用的政策)

按公平值計入損益的金融負債包括持作買賣的金融負債及於初步確認後劃分為按公平值計入損益的金融負債。

此分類包括本集團根據香港財務報告準則第9號所界定之對沖關係不被指定為對沖工具之衍生金融工具。獨立嵌入式衍生工具亦分類為持作買賣，除非其被指定為有效的對沖工具則另作別論。持作買賣的負債收益或虧損於損益內確認。於損益確認的公平值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018) (continued)

Subsequent measurement (continued)

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at fair value through profit or loss (policies under HKAS 39 applicable before 1 January 2018)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

2.4 主要會計政策概要(續)

按公平值計入損益的金融負債(根據香港會計準則第39號於二零一八年一月一日前適用的政策)(續)

後續計量(續)

於初始確認時指定為按公平值計入損益之金融負債在初始確認日期，且僅在符合香港財務報告準則第9號項下標準時指定。指定按公平值計入損益的收益或虧損於損益確認，惟本集團本身信貸風險產生的於其他全面收益呈列且其後並無重新分類至損益的收益或虧損除外。於損益確認的公平值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。

按公平值計入損益的金融負債(根據香港會計準則第39號於二零一八年一月一日前適用的政策)

按公平值計入損益的金融負債包括持作買賣的金融負債及於初步確認時指定按公平值於損益中列賬的金融負債。

金融負債倘以短期出售目的而購買，則分類為持作交易負債。此分類包括由本集團訂立的衍生金融工具，但並非指定為香港會計準則第39號所界定對沖關係中的對沖工具。獨立內嵌式衍生工具亦歸類為持作買賣，除非被指定用作有效對沖工具則另作別論。持作買賣的負債的損益在損益中確認。於損益確認的淨公平值收益或虧損不包括該等金融負債所支付的任何利息。

於初步確認時指定為透過損益按公平值列賬之金融資產在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018) (continued)

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Financial guarantee contracts (policies under HKFRS 9 applicable from 1 January 2018)

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets (policies under HKFRS 9 applicable from 1 January 2018)"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Financial guarantee contracts (policies under HKAS 39 applicable before 1 January 2018)

A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

2.4 主要會計政策概要(續)

按公平值計入損益的金融負債(根據香港會計準則第39號於二零一八年一月一日前適用的政策)(續)

貸款及借款

於初步確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，倘折現的影響並不重大，於此情況下，則按成本列賬。損益會於負債終止確認時透過實際利率攤銷程序於損益確認。

攤銷成本經計及任何收購折扣或溢價及組成實際利率整體部分的費用或成本計算得出。實際利率攤銷計入損益中的融資成本內。

財務擔保合約(根據香港財務報告準則第9號自二零一八年一月一日起適用的政策)

本集團發出的財務擔保合約為要求付款以彌償擔保持有人因指定債務人未能按照債務工具條款於到期時付款而招致的損失的合約。財務擔保合約初始按公平值確認為負債，並就直接歸屬於發出該擔保的交易成本作出調整。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i) 根據金融資產減值(根據香港財務報告準則第9號自二零一八年一月一日起適用的政策)釐定的預期信貸虧損撥備；及(ii) 初始確認的金額減(若適用)累計確認的收入金額。

財務擔保合約(根據香港會計準則第39號於二零一八年一月一日前適用的政策)

財務擔保合約初始按公平值確認為負債，並就直接歸屬於發出該擔保的交易成本作出調整。初始確認後，本集團按以下兩者中的較高者計量財務擔保合約：(i) 償還報告期末的現有責任所需開支的最佳估計金額；及(ii) 初始確認的金額減(若適用)累計攤銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 January 2018 and HKAS 39 applicable before 1 January 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprise construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period.

Properties under development which have been pre-sold or intended for sale and are expected to be completed within one year from the end of the reporting period are classified under current assets. On completion, the properties are transferred to properties held for sale.

2.4 主要會計政策概要(續)

終止確認金融負債(根據香港財務報告準則第9號自二零一八年一月一日起生效的政策及根據香港會計準則第39號於二零一八年一月一日前生效的政策)

當負債的責任被解除或取消或屆滿，金融負債將被終止確認。

如現有金融負債由條款有重大差異的相同放款人負債所取代，或現有負債的條款有重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值的差額於損益確認。

抵銷金融工具(根據香港財務報告準則第9號自二零一八年一月一日起生效的政策及根據香港會計準則第39號於二零一八年一月一日前生效的政策)

倘目前擁有可強制執行的法律權力以抵銷已確認金額且有意按淨額基準結算或同時變現資產及結清負債時，金融資產與金融負債可以抵銷，而淨額在財務狀況表呈報。

庫存股份

本公司或本集團重新購入及持有之本身股權工具(庫存股份)按成本直接從權益中確認。就購買、銷售、發行或註銷本集團本身之股權工具而言，毋須於損益內確認損益。

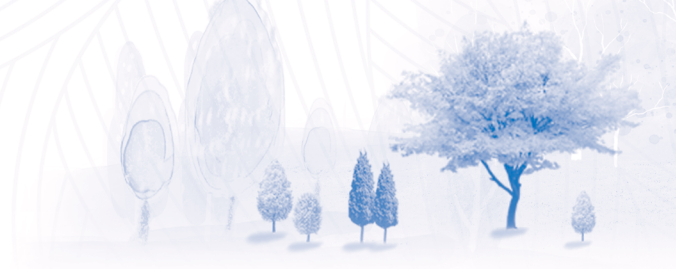
存貨

存貨以成本及可變現淨值兩者中的較低者入賬。成本按先入先出基準釐定。可變現淨值根據估計售價減直至完成及出售時產生的估計成本計算。

發展中物業

發展中物業按成本與可變現淨值之較低者列賬，並包括於發展期間內產生之建築成本、借款成本、專業費用及直接歸屬於該等物業的其他成本。

經已預售或擬作銷售且預期將於報告期末起計一年內完成之發展中物業會在流動資產項下分類。於完成時，該等物業會轉移至持作銷售物業。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

The Group provides for warranties in relation to the sale of furniture for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

2.4 主要會計政策概要(續)

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括手頭現金與活期存款，以及可隨時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期的短期高流通性投資，減按要求償還並構成本集團的現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等值物包括手頭現金及銀行存款，包括用途不受限制的定期存款及性質與現金相似之資產。

撥備

當由於過往事件導致現時須承擔(法律或推定)責任，而未來可能須流失資源以履行責任，且能可靠估計責任的數額，則會確認撥備。

如折現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間而增加的已折現現值，計入損益的融資成本。

就銷售傢俬而言，本集團為於保養期期間出現的缺陷就一般維修提供保養。本集團就該等保證類保養作出的撥備乃根據銷量以及保養及退貨程度的過往經驗確認，並貼現至其現值(如適用)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與損益以外確認項目相關的所得稅於損益以外(其他全面收益或直接於權益)確認。

即期稅項資產及負債乃按預期可自稅務機關收回或須支付予稅務機關的金額，根據於報告期末已實施或大致實施的稅率(及稅法)，以及考慮本集團經營所在國家當時的詮釋及慣例計量。

遞延稅項根據報告期末的資產及負債的稅基與其就財務申報而呈列的賬面值之間的所有暫時差額按負債法計提撥備。

遞延稅項負債就所有應課稅暫時差額確認，惟下列情況除外：

- 因業務合併以外的交易(交易當時並無影響會計溢利或應課稅損益)而初步確認商譽或資產或負債所產生的遞延稅項負債；及
- 就於與附屬公司、聯營公司及一間合營公司的投資相關的應課稅暫時差額而言，如暫時差額的撥回時間可予控制，且暫時差額不大可能在可預見將來撥回。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產根據所有可扣稅暫時差額、未動用稅項抵免結轉及任何未動用稅項虧損確認。遞延稅項資產乃確認至可能取得應課稅溢利以動用可扣稅暫時差額、未動用稅項抵免結轉及未動用稅項虧損為止，惟下列情況除外：

- 遞延稅項資產涉及因業務合併以外的交易(交易當時並無影響會計溢利或應課稅損益)而初步確認資產或負債所產生的可扣稅暫時差額；及
- 就於附屬公司、聯營公司及一間合營公司的投資相關的可扣稅暫時差額而言，僅於暫時差額可能在可預見將來撥回及有可能取得應課稅溢利以動用暫時差額的情況下，方確認遞延稅項資產。

遞延稅項資產的賬面值於各報告期末檢討，如不再可能取得足夠應課稅溢利以動用全部或部分遞延稅項資產，則會作出相應調減。尚未確認的遞延稅項資產在各報告期末進行重估，並於有可能取得足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率乃基於報告期末正式實施或實質採用的稅率(及稅法)釐定。

當及僅當本集團存在可依法強制執行的權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項資產及遞延稅項負債乃關於相同稅務機關就相同應課稅實體或擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債時，遞延稅項資產及遞延稅項負債方可於預期將結算或收回巨額遞延稅項負債或資產的各未來期間互相抵銷。

政府補助

政府補助於可合理確定將會收取補助及將符合所有附帶條件時按公平值確認。如補助涉及開支項目，則於其擬補助的成本產生期間內有系統地確認為收入。

倘補助乃與資產有關，公平值會計入遞延收入賬，並於相關資產的預期可使用年期內按相等年度分期發還至損益，或自資產賬面值扣減並以經扣減折舊支出方式發還至損益。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

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

(a) *Sale of furniture*

Revenue from the sale of furniture is recognised at the point in time when control of the asset is transferred to the customer, generally upon completion of the installation services.

2.4 主要會計政策概要(續)

收入確認(自二零一八年一月一日起適用)

來自客戶合約之收入

來自客戶合約的收益乃於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權獲得交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素得到解決時，確認的累積收益金額極有可能不會發生重大收益回撥。

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，收益按應收賬款的現值計量，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，該融資部分為在本集團提供一年以上的重大財務利益時，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。就客戶付款至轉讓承諾商品或者服務的期限為一年或者更短的合約而言，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。

(a) *銷售傢俬*

銷售傢俬產品的收入於資產控制權已轉移予客戶的時間點(一般為於安裝服務完成時)確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (applicable from 1 January 2018) (continued)

Revenue from contracts with customers (continued)

(a) Sale of furniture (continued)

Warranty obligations

The Group provides warranties that are either solely assurance-type warranties or extended warranties, which are service-type warranties, to a customer. The service-type warranties can be obtained from other providers and do not significantly customise or modify the products.

Contracts for bundled sales of furniture and service-type warranties are comprised of two performance obligations because the promise to transfer the furniture and provide service-type warranties are capable of being distinct and separately identifiable. Accordingly, the transaction price is allocated based on the relative standalone selling prices of the furniture and service-type warranties.

Revenue from service-type warranties is recognised over time, using a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

(b) Rendering of services

The Group provides medical care, health care and geriatric care related services. These services are rendered on their own contracts with customers. Revenue from the rendering of services is recognised over the time because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要(續)

收入確認(自二零一八年一月一日起適用)(續)

來自客戶合約之收入(續)

(a) 銷售傢俬(續)

保養責任

本集團向客戶提供僅為保證類保養或延長保養(為服務類保養)的保養。服務類保養可自其他供應商取得，並不會大幅定製或修改產品。

一併提供銷售傢俬及服務類保養的合約構成兩項履約責任，原因為轉移傢俬及提供服務類保養的承諾能夠獨立及單獨識別。因此，交易價格乃根據傢俬及服務類保養的相關獨立售價分配。

服務類保養的收入乃使用直線法隨時間確認，乃由於客戶同時收取及耗用本集團提供的利益。

(b) 提供服務

本集團提供醫療、健康及養老相關服務。該等服務乃按與客戶的自身合約而提供。提供服務的收入乃隨時間確認，乃由於客戶同時收取及耗用本集團提供的利益。

來自其他來源的收入

租金收入乃按時間比例基準隨租期確認。

其他收入

利息收入按實際基準以實際利率法確認，透過應用於金融工具的預期期限或較短期間(如適用)其已估算未來現金流量的利率準確變現至金融資產的賬面淨值。

股息收入於確立股東收取款項的權利時確認，並在股息相關經濟利益可能會流入本集團及股息收入之金額能可靠地計量時予以確認。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (applicable before 1 January 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, when the services are rendered;
- (c) rental income, on a time proportion basis over lease terms;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial assets; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

2.4 主要會計政策概要(續)

收益確認(於二零一八年一月一日前適用)

當經濟利益可能流入本集團及收入能夠可靠地計量時，會按下列基準予以確認收入：

- (a) 來自銷售貨品，於擁有權之主要風險及回報已轉移至客戶時，惟本集團並無保留一般為與擁有權相關之管理權或已售貨品之有效控制權時確認；
- (b) 服務收入於提供有關服務時確認；
- (c) 租金收入，於租期內按時間比例基準確認；
- (d) 利息收入，以應計基準，採用實際利息法按估計於金融工具的預計年期或於適當時按更短期間內所得未來現金收入折現至該金融資產賬面淨值的貼現率計算；及
- (e) 股息收入，於確立股東收取股息的權利時確認。

合約負債(自二零一八年一月一日起適用)

合約負債指本集團因已向客戶收取代價，或代價款項已到期而須向客戶轉讓商品或服務的責任。倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，則於作出付款或付款到期時(以較早者為準)確認合約負債。合約負債於本集團履行合約時確認為收益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates several share option schemes and a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) and consultants of the Group receive remuneration in the form of share-based payments, whereby employees and consultants render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model for share options and based on the market value for share award. Further details of the fair values of share options and awarded shares granted are given in note 33 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in equity-settled share-based payment expenses together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.4 主要會計政策概要(續)

以股份為基礎付款

本公司設有多項購股權計劃及一項股份獎勵計劃，為所有對本集團業務作出貢獻的合資格參與者提供鼓勵及獎賞。本集團的僱員(包括董事)及顧問收取以股份為基礎付款的酬金，而僱員及顧問則提供服務作為股本工具的代價(「股權結算交易」)。

與僱員進行股權結算交易的成本乃參照授出日期的公平值計算。公平值乃由外聘估值師採用購股權的二項式模型並根據股份獎勵之市值釐定。購股權及獎勵股份之進一步詳情載於綜合財務報表附註33。

以股權結算交易的成本連同權益相應增加部分於達致表現及／或服務條件之期間內於股權結算以股份為基礎之付款開支確認。在歸屬日期前，每個報告期末確認的股權結算交易的累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬的股權工具數目的最佳估計。在某一期間內在損益內扣除或進賬，乃反映累計開支於期初與期終確認時的變動。

釐定獎勵於授出日期之公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部分。市場表現條件將反映在授出日期之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中不包含服務及／或表現條件乃即時予以支銷。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 主要會計政策概要(續)

以股份為基礎付款(續)

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷，惟包括一項市場或非歸屬條件之獎勵，無論市場或非歸屬條件是否達成，其均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

倘若以股權結算的獎勵的條款有所變更，所確認的開支最少須達到猶如條款並無任何變更的水平（倘符合獎勵原先條款）。此外，倘若按變更日期所作計量，任何變更導致以股份為基礎付款的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若以股權結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認的授予獎勵的開支，均應立刻確認。此包括未符合屬本集團或僱員控制範圍內的非歸屬條款所涉及的獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷及新獎勵，均應被視為原獎勵的變更，一如前段所述。

計算每股盈利時，未行使購股權的攤薄效應，反映為額外股份攤薄。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentages of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

Termination benefits are recognised at 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.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.4 主要會計政策概要(續)

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為全體僱員設立定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃按僱員基本薪金的某百分比計算，並根據強積金計劃的規則於應付時在損益扣除。強積金計劃資產與本集團資產分開存放，由獨立管理的基金持有。本集團一經向強積金計劃供款，有關僱主供款即全數歸僱員所有。

本集團於中國大陸經營的附屬公司的僱員須參與地方市政府管理的中央退休金計劃。該等附屬公司須按其薪酬成本的若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃的規則應付時於損益扣除。

離職福利

離職福利於本集團不能撤回所提供之該等福利時及本集團確認涉及離職福利付款之重組成本時(以較早者為準)確認。

借款成本

收購、興建或生產合資格資產(即必須經過相當長時間方可作擬定用途或可供銷售的資產)直接應佔的借款成本會作為該等資產成本的一部分而予以資本化。當資產實質上可作擬定用途或可供銷售，有關借款成本不再資本化。特定借款有待用於合資格資產開支期間臨時投資所賺取的投資收入，會從已資本化的借款成本中扣除。所有其他借款成本均於其產生期間列作開支。借款成本包括實體就借入資金所產生的利息及其他成本。



2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currency of certain subsidiaries and associates operating in Mainland China is the currency other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rate prevailing at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rate for the year.

2.4 主要會計政策概要(續)

外幣

財務報表以港元(即本公司的功能貨幣)呈報。本集團內各實體自行釐定其各自的功能貨幣,而各實體的財務報表項目乃以該功能貨幣計量。本集團旗下實體記賬的外幣交易初步按該等實體各自於交易日通行的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債,按有關功能貨幣於報告期終的適用匯率換算。因結算或換算貨幣項目而產生的差額於損益確認。

以外幣按歷史成本計量的非貨幣項目,採用初始交易日期的匯率換算。以外幣按公平值計量的非貨幣項目,採用計量公平值當日的匯率換算。因換算按公平值計量的非貨幣項目而產生的損益,亦按該項目公平值變動的損益確認(即於其他全面收益或損益中確認其公平值損益的項目的匯兌差額,亦分別於其他全面收益或損益中確認)。

為確定涉及預付代價及終止非貨幣資產或非貨幣負債的相關資產、開支或收入於初始確認時的匯率,初始交易日期為本集團初始確認因支付或收到預付代價而產生的非貨幣性資產或負債的日期。倘於確認相關項目之前有多個付款或收據,則應以此方式確定每筆預付代價付款或收據的交易日期。

若干於中國內地營運的附屬公司及聯營公司的功能貨幣為港元以外之貨幣。於報告期末,該等實體的資產與負債按報告期通行的匯率換算為港元,其損益則按年內的加權平均匯率換算為港元。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries operating in Mainland China are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of subsidiaries operating in Mainland China which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rate for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 主要會計政策概要(續)

外幣(續)

因此而產生的匯兌差額於其他全面收益內確認並累計至匯兌波動儲備。出售海外業務時，就該項海外業務在其他全面收益成分會在損益確認。

收購海外業務產生的任何商譽及收購所導致資產及負債賬面值的任何公平值調整被當作海外業務的資產及負債，並按收市匯率換算。

就綜合現金流量表而言，所有於中國大陸營運的附屬公司的現金流量按現金流量日期的適用匯率換算為港元。所有於中國大陸營運的附屬公司於整個年度產生的經常性現金流量則按年內的加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出可影響收支、資產及負債之呈報數額，及其相關披露以及或然負債披露資料之判斷、估計及假設。該等假設及估計之不確定因素可能導致日後須大幅調整受影響資產或負債之賬面值。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue from contracts with customers

The Group has applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(i) *Identifying performance obligations in a bundled sale of furniture products and installation services*

The Group provides installation services with the sale of furniture products to customers. The Group assessed that the installation services bundled together with the sale of furniture are not distinct and are not separate obligations under HKFRS 15, because the customers only accept goods at the point when goods are delivered and installation is completed. Therefore, the adoption of HKFRS 15 did not have an impact on the timing of revenue recognition.

(ii) *Identifying warranty obligations in sale of furniture products*

The Group generally provides for warranties for general repairs of 3 to 5 years based on statutory requirements and product features, and does not provide extended warranties in its contracts of sale of furniture products with customers. However, in certain non-standard contracts, the Group provides extended warranties. The Group assessed that such warranties are service-type warranties and therefore, are accounted for as separate performance obligations to which the Group allocates a portion of the transaction price. Revenue is subsequently recognised over time based on the time elapsed.

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

3. 重大會計判斷及估計(續)

判斷

除所牽涉的估計外，於應用本集團會計政策時，管理層已作出下列對財務報表內已確認金額具有最重大影響的判斷：

來自客戶合約之收入

本集團已應用以下大幅影響釐定來自客戶合約的收益金額及時間之判斷：

(i) *識別一併銷售傢俬產品及安裝服務的履約責任*

本集團向客戶提供安裝服務連同銷售傢俬產品。本集團評估與銷售傢俬產品時一併提供的安裝服務並非獨特，故並非香港財務報告準則第15號項下的獨立責任，原因是客戶僅於交付貨品及完成安裝之時間點方會接納貨品。因此，應用香港財務報告準則第15號並無對收入確認的時間造成任何影響。

(ii) *識別銷售傢俬產品的保養責任*

本集團一般按照法定規定及產品特性就一般維修提供達3至5年的保養，且於與其客戶之銷售傢俬產品合約中並無提供延長保養。然而，在若干非標準合約中，本集團提供經延長保養。本集團評估該等保養為服務類保養，故將會作為獨立履約責任入賬，而本集團會就其分配交易價格的一部分。其後根據經過的時間確認收入。根據時間的推移，收入於其後的時間確認。

經營租賃承擔 – 本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。本集團按照該等安排之條款及條件之評估為基準，決定其保留此等已根據經營租賃租出之物業擁有權之所有重大風險及回報。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. 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. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2018 was HK\$183,949,000 (2017: HK\$212,874,000). Further details are given in note 16 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

判斷(續)

投資物業與自置物業之間的分類

本集團確定一幢物業是否可列作投資物業，並已制定判斷之準則。投資物業乃持作賺取租金或資金增值或兩者兼有之用途。因此，本集團考慮一幢物業在產出現金流量時，是否大都獨立於本集團所持之其他資產。部分物業乃持作賺取租金或資本增值，其餘持作生產或供應商品或服務或行政管理用途。如該部分獨立出售(或以融資租賃方式獨立出租)，本集團將獨立處理。如該部分不能獨立出售，持作生產或供應商品或服務或行政管理佔極少部分，該物業則列作投資物業。釐定輔助服務是否重要至致使物業不被列為投資物業的判斷乃按個別物業基準作出。

估計的不確定性

於報告期末為未來作出的主要假設及其他主要不明朗估計要素載述如下，該等因素極有可能使下一財政年度的資產及負債賬面值出現重大調整。

商譽減值

本集團最少每年一次釐定商譽有否減值。此要求估計商譽獲分配之現金產生單位之使用價值。估計使用價值要求本集團估計來自現金產生單位之預期未來現金流量，並選擇適當之貼現率以計算該等現金流量之現值。商譽於二零一八年十二月三十一日之賬面值為183,949,000港元(二零一七年：212,874,000港元)。進一步詳情載於綜合財務報表附註16。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the trading sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 23 to the financial statements.

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;

3. 重大會計判斷及估計(續)

估計的不確定性(續)

應收貿易賬款的預期信貸虧損撥備

本集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率乃基於具有類似虧損模式(如地理位置、產品類型、客戶類型及評級,以及信用證或其他信貸保險形式的保障範圍)的不同客戶分部組合逾期日數釐定。

撥備矩陣初步基於本集團過往觀察所得違約率而釐定。本集團將調整矩陣,藉以按前瞻性資料調整過往信貸虧損經驗。舉例而言,倘預測經濟環境(即本地生產總值)預期將於未來一年惡化,導致貿易分部違約事件增加,則會調整過往違約率。於各報告日期,過往觀察所得違約率將予更新,並會分析前瞻性估計變動。

對過往觀察所得違約率、預測經濟環境及預期信貸虧損之間的關連性進行的評估屬重大估計。預期信貸虧損金額對情況變化及預測經濟環境相當敏感。本集團過往信貸虧損經驗及預測經濟環境亦未必能代表客戶日後的實際違約情況。有關本集團應收貿易賬款的預期信貸虧損之資料已於財務報表附註23披露。

投資物業之公平值估計

倘缺乏同類物業於活躍市場的現有價格,則本集團會考慮來自多個來源的資料,包括:

- (a) 不同性質、狀況或地點的物業於活躍市場的現有價格(經調整以反映各項差異);

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Estimation of fair value of investment properties (continued)

- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31 December 2018 was HK\$471,239,000 (2017: HK\$381,625,000). Further details, including the key assumptions used for fair value measurement, are given in note 14 to the consolidated financial statements.

Deferred tax assets

Deferred tax assets are recognised for all 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. The amount of unrecognised tax losses at 31 December 2018 was approximately HK\$223,424,000 (2017: HK\$277,195,000). Further details are contained in note 31 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

投資物業之公平值估計(續)

- (b) 活躍程度稍遜的市場所提供同類物業近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況的任何變動); 及
- (c) 根據未來現金流量所作可靠估計預測的經貼現現金流量, 此項預測以任何現有租約及其他合約的條款以及(在可行情況下)外來證據(如地點及狀況相同的類似物業現有市場租金)為憑證, 並採用可反映有關現金流量金額及時間不明朗因素當時市場評估的貼現率。

投資物業於二零一八年十二月三十一日的賬面值為471,239,000港元(二零一七年: 381,625,000港元)。進一步詳情(包括公平值計量所使用的主要假設)載於綜合財務報表附註14。

遞延稅項資產

如有可能有足夠的應課稅利潤來抵扣虧損, 應就所有未動用的稅務虧損確認遞延稅項資產。這需要管理層運用大量的判斷來估計未來應課稅利潤可能發生的時間和金額, 結合未來納稅籌劃策略, 以決定應確認的遞延稅項資產的金額。於二零一八年十二月三十一日, 未確認的稅務虧損約為223,424,000港元(二零一七年: 277,195,000港元)。進一步詳情載於綜合財務報表附註31。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Fair values of unlisted equity investments and a derivative instrument

The unlisted equity investments have been valued based on a market-based valuation technique as detailed in note 43 to the financial statements. The valuation requires the Group to determine the comparable public companies (peers) and select the price multiple. In addition, the Group makes estimates about the discount for illiquidity and size differences. The Group classifies the fair values of these investments as Level 3. The derivative instrument has been valued based on the expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics. This valuation requires the Group to make estimates about expected future cash flows, credit risk, volatility and discount rates and hence they are subject to uncertainty.

The fair values of the unlisted equity investments and a derivative instrument at 31 December 2018 were HK\$221,187,000 (2017: HK\$32,847,000) and HK\$1,156,000 (2017: Nil), respectively. Further details are included in notes 20 and 26 to the financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

非上市權益投資及衍生投資的公平值

非上市權益投資乃按財務報表附註43所詳述的市場化估值技術估值。有關估值要求本集團釐定可資比較公眾公司(同業)及選擇價格倍數。此外,本集團就低流通性及規模差異的貼現作出估計。本集團將該等投資的公平值分類為第三級。衍生工具之估值乃根據適用於具有類似條款及風險特徵之項目的現行利率貼現之預期現金流量計算。該估值要求本集團對預期未來現金流量、信貸風險、波幅及貼現率進行估計,因此存在不確定性。

於二零一八年十二月三十一日,非上市股本投資及一項衍生工具之公平值分別為221,187,000港元(二零一七年:32,847,000港元)及1,156,000港元(二零一七年:無)。進一步詳情載於財務報表附註20及26。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of available-for-sale financial assets

Before 1 January 2018, the Group classified certain assets as available for sale and recognised movements of their fair values in equity. When the fair value declined, management made assumptions about the decline in value to determine whether there was an impairment that should be recognised in profit or loss. At 31 December 2017, no impairment losses had been recognised for available-for-sale assets. The carrying amount of available-for-sale assets as at 31 December 2017 was HK\$46,151,000.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details, including a sensitivity analysis of key assumptions, are given in note 17 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

可供銷售金融資產減值

於二零一八年一月一日前，本集團將若干資產分類為可供銷售並確認其權益之公平值變動。當公平值下降，管理層對價值下降幅度作出假設，以釐定是否須於損益中確認減值。於二零一七年十二月三十一日，概無就可供銷售資產確認減值虧損。於二零一七年十二月三十一日，可供銷售資產之賬面值為46,151,000港元。

非金融資產(商譽除外)減值

本集團於各報告期末評估所有非金融資產是否有任何減值跡象。具有無限年期的無形資產會每年及於存在有關跡象時進行減值測試。其他非金融資產會於有跡象顯示未必可收回賬面值時進行減值測試。當資產或現金產生單位之賬面值超出其可收回金額(即其公平值減銷售成本與其在用價值之較高者)時，則存在減值。公平值減銷售成本乃按在類似資產的公平交易中來自具約束力銷售交易可得數據或可觀察市價減去銷售資產的增量成本計算。當運用在用價值計算時，管理層必須估計來自該資產或現金產生單位之預期未來現金流量，並選擇合適貼現率以計算該等現金流量之現值。進一步詳情(包括有關主要假設之敏感度分析)載於綜合財務報表附註17。



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Recognition of share-based compensation costs

The Company and some of its subsidiaries adopted their own share award schemes and/or share option schemes. The fair values of the awarded shares and options granted during the year ended 31 December 2018 were valued by external valuers based on a valuation model. The valuation requires the Group to make estimates about the expected future cash flows, credit risk, volatility and discount rates, and hence it is subject to uncertainty. There were no awarded share and option granted during the year ended 31 December 2018 (2017: Nil). The share-based compensation costs recognised during the year ended 31 December 2018 were HK\$5,689,000 (2017: HK\$17,758,000).

The grant of awarded shares and share options is conditional upon the satisfaction of specified vesting conditions, including the service period. Judgement is required to take into account the vesting conditions and adjust the number of awarded shares and share options included in the measurement of share-based compensation costs.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group has one single operating and reportable segment, which is the provision of medical care, health care and geriatric care related services and products. All of the Group's operating results are generated from this single segment. During the year, the Group's non-current assets were substantially all located in Mainland China.

Revenue of approximately HK\$47,779,000 (2017: HK\$45,975,000) was derived from sale of goods to a single customer, including sale to a group of entities which are known to be under common control with that customer.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

確認以股份支付的補償成本

本公司及其部分附屬公司採納自身的股份獎勵計劃及／或購股權計劃。截至二零一八年十二月三十一日止年度內授出的獎勵股份及購股權的公平值乃由外聘估值師按估值模式作出估值。估值要求本集團就預期未來現金流量、信貸風險、波幅及貼現率作出估計，故面臨不確定性。截至二零一八年十二月三十一日止年度內概無授出獎勵股份及購股權(二零一七年：無)。截至二零一八年十二月三十一日止年度內已確認以股份付款賠償成本為5,689,000港元(二零一七年：17,758,000港元)。

授出獎勵股份及購股權取決於達成指定歸屬條件，包括服務期。需要作出判斷以計及歸屬條件，並調整納入計量以股份支付的賠償成本時的獎勵股份及購股權數目。

4. 經營分類資料

就管理而言，本集團有一項持續經營業務之單一營運及可報告分類，即提供醫療、健康及養老相關服務及產品。本集團所有經營業績源自此單一分類。年內，本集團非流動資產絕大部分位於中國內地。

收入約47,779,000港元(二零一七年：45,975,000港元)乃產生自向單戶銷售貨品，包括對一組已知受該客戶共同控制的實體進行的銷售。

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

5. REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue is as follows:

5. 收入、其他收入及收益淨額

收入之分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約之收入	178,885	–
Sale of goods	銷售貨品	–	115,843
Rendering of services	提供服務	–	14,782
		178,885	130,625

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2018

來自客戶合約之收入

(i) 細分收入資料

截至二零一八年十二月三十一日止年度

		Total 總計 HK\$'000 千港元
Type of goods or services	按商品或服務類型劃分	
Sale of goods	銷售商品	160,729
Rendering of services	提供服務	15,884
Others	其他	2,272
Total revenue from contracts with customers	來自客戶合約之總收入	178,885
Geographical markets	地域市場	
Mainland China	中國內地	178,885
Timing of revenue recognition	確認收入的時間	
Goods transferred at a point in time	於某一時間點轉移的商品	163,001
Services transferred over time	隨時間轉移的服務	15,884
Total revenue from contracts with customers	來自客戶合約之總收入	178,885



5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of goods

The performance obligation is satisfied upon the completion of installation of goods and payment is generally due within 30 to 90 days from delivery, except for new customers, where a partial payment in advance is normally required.

Warranty obligations in sales contracts

The performance obligation is satisfied over time as services are rendered and long-term advances are normally required before rendering the services.

Rendering of services

The performance obligation is satisfied over time as services are rendered and payment is generally due upon completion of the service period.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 are as follows:

		HK\$'000 千港元
More than one year	超過一年	1,353

The remaining performance obligations expected to be recognised in more than one year relate to warranty services that are to be satisfied within ten years.

5. 收入、其他收入及收益淨額(續)

(ii) 履約責任

有關本集團履約責任的資料概括如下：

銷售商品

履約責任乃於商品安裝完成時達成及支付，通常於交付起計30至90日內到期，惟新客戶通常須墊付部分款項。

銷售合約中的保養責任

履約義務乃隨提供服務的時間達成，在提供服務前通常要求長期墊款。

提供服務

履約責任乃隨時間達成，乃由於服務獲提供及付款一般於服務期完結後到期。

於二零一八年十二月三十一日，分配至餘下履約責任(未達成或部分未達成)的交易價格如下：

餘下履約責任預期將於超過一年後確認，與保養服務有關的履約責任於十年內達成。

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

5. REVENUE, OTHER INCOME AND GAINS, NET (continued)

5. 收入、其他收入及收益淨額(續)

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
Other income		其他收入		
Bank interest income		銀行利息收入	8,718	6,159
Other interest income		其他利息收入	33,143	33,363
Gross rental income		租金收入總額	22,539	15,682
Dividend income		股息收入	574	1,435
Sundry income	20	雜項收入	1,328	1,897
			66,302	58,536
Gains/(losses)		收益/(虧損)		
Fair value (losses)/gains on financial assets at FVPL		透過損益以公平值列帳之金融資產之公平值(虧損)/收益	(2,575)	1,169
Fair value gains/(losses) on investment properties, net	14	投資物業之公平值收益/(虧損)淨額	76,991	(11,792)
Fair value gains/(losses) on financial liabilities, net		金融負債之公平值收益/(虧損)淨額	2,631	(3,747)
Gains on disposal of subsidiaries	35	出售附屬公司之收益	223,899	576,121
Loss on disposal of items of property, plant and equipment		出售物業、廠房及設備項目之虧損	(110)	(67)
Foreign exchange differences, net		匯兌差額淨額	–	8,834
			300,836	570,518
			367,138	629,054

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前溢利

本集團之除稅前溢利已扣除／(計入)下列各項：

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
Cost of inventories sold		已售存貨成本	112,136	76,306
Cost of services provided		提供服務成本	9,503	6,752
Depreciation	13	折舊	11,902	10,305
Amortisation of other intangible assets	17	其他無形資產攤銷	1,009	902
Amortisation of prepaid land lease payments	15	預付土地租金攤銷	17,596	29,710
Less: Amount capitalised		減：資本化金額	—	(12,594)
			17,596	17,116
Impairment of goodwill*	16	商譽減值*	28,925	—
Impairment of other intangible assets*	17	其他無形資產減值*	5,540	—
Minimum lease payments under operating leases		經營租賃項下最低租賃付款	8,394	8,225
Auditor's remuneration		核數師酬金	1,600	1,500
Employee benefit expense (excluding directors' and chief executive's remuneration (note 8)):		僱員福利開支(不包括董事及主要行政人員酬金(附註8)):		
Wages and salaries		工資及薪金	72,520	59,873
Equity-settled share-based payment expense		股權結算以股份為基礎付款開支	974	2,259
Pension scheme contributions (defined contribution scheme)**		退休金計劃供款(定額供款計劃)**	6,079	4,911
			79,573	67,043
Equity-settled share-based payment expense for consultancy services		有關顧問服務的股權結算以股份為基礎付款開支	624	2,089
Foreign exchange differences, net		匯兌差額淨額	14,238	(8,834)
Impairment of financial assets*:		金融資產減值*:		
Impairment of trade receivables	23	應收貿易賬款減值	110	—
Impairment of financial assets included in prepayments, other receivables and other assets	24	計入預付款項、其他應收款項及其他資產之金融資產減值	15,710	—
			15,820	—
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties		賺取租金的投資物業所產生的直接營運開支(包括維修保養)	1,311	990

* The impairment of goodwill, other intangible assets and financial assets are included in "Other expenses" in profit or loss.

** At 31 December 2018, the Group had no forfeited contributions available to reduce its contributions to the pension schemes scheme in future years (2017: Nil).

* 商譽減值、其他無形資產及金融資產乃計入損益內的「其他開支」。

** 於二零一八年十二月三十一日，本集團並無已沒收供款以供減少其未來年度的退休金計劃供款(二零一七年：無)。

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

7. FINANCE COSTS

An analysis of finance costs is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借款之利息	16,315	11,408
Less: Interest capitalised	減：資本化利息	(3,465)	(7,045)
		12,850	4,363

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and the chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Fees	袍金	2,475	2,320
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,969	5,899
Performance related bonuses	表現相關花紅	6,780	8,970
Equity-settled share option expense	股權結算購股權開支	4,091	13,410
Pension scheme contributions	退休金計劃供款	337	322
		17,177	28,601
		19,652	30,921

In prior years, 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 33 to the consolidated financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

7. 融資成本

融資成本分析如下：

8. 董事及主要行政人員酬金

本年度各董事及主要行政人員之酬金根據香港聯合交易所有限公司證券上市規則（「上市規則」）、香港公司條例第383(1)(a)、(b)、(c)及(f)條，以及公司（披露董事利益資料）規例第2部披露如下：

於過往年度，若干董事根據本公司購股權計劃獲授予購股權，原因為彼等服務本集團，進一步詳情載於綜合財務報表附註33。該等購股權之公平值（於歸屬期在損益確認）乃於授出日期釐定，而財務報表所載的本年度金額列入上述董事及主要行政人員酬金之披露。



8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		Fees	Equity-settled share-based payment expense	Total remuneration
		袍金 HK\$'000 千港元	股權結算 以股份為基礎 付款開支 HK\$'000 千港元	酬金總計 HK\$'000 千港元
2018	二零一八年			
Independent non-executive directors:	獨立非執行董事：			
Mr. Zhang Yun Zhou	張運周先生	180	81	261
Mr. Wu Yong Xin	吳永新先生	180	107	287
Mr. Tse Man Kit, Keith	謝文傑先生	180	107	287
Mr. Gary Zhao	趙剛先生	180	–	180
Mr. Robert Winslow Koepp ^(v)	康仕學先生 ^(v)	180	145	325
		900	440	1,340
2017	二零一七年			
Independent non-executive directors:	獨立非執行董事：			
Mr. Zhang Yun Zhou	張運周先生	160	166	326
Mr. Wu Yong Xin	吳永新先生	160	295	455
Mr. Tse Man Kit, Keith	謝文傑先生	160	295	455
Mr. Gary Zhao	趙剛先生	160	–	160
		640	756	1,396

8. 董事及主要行政人員酬金(續)

(a) 獨立非執行董事

年內向獨立非執行董事支付之袍金如下：

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and a non-executive director and the chief executive

8. 董事及主要行政人員酬金(續)

(b) 執行董事及一名非執行董事以及主要行政人員

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物福利	表現相關花紅	以股份為基礎付款開支	退休金計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2018	二零一八年						
Executive directors:	執行董事：						
Mr. Wang Zheng Chun	王正春先生	180	-	-	662	-	842
Mr. Zhang Jing Ming	張景明先生	180	-	-	534	-	714
Mr. Zhu Shi Xing	祝仕興先生	180	2,266	2,260	662	187	5,555
Mr. Gu Shan Chao	顧善超先生	180	1,839	2,260	662	150	5,091
Mr. Liu Xue Heng	劉學恒先生	180	1,864	2,260	662	-	4,966
Mr. Hu Xiao Yong ⁽ⁱ⁾	胡曉勇先生 ⁽ⁱ⁾	135	-	-	-	-	135
Mr. Hu Shiang Chi	胡湘麒先生	180	-	-	469	-	649
Mr. Qian Xu ⁽ⁱⁱⁱ⁾	錢旭先生 ⁽ⁱⁱⁱ⁾	30	-	-	-	-	30
Mr. Siu Kin Wai	蕭健偉先生	180	-	-	-	-	180
Mr. Hu Yebi ^(iv)	胡野碧先生 ^(iv)	150	-	-	-	-	150
		1,575	5,969	6,780	3,651	337	18,312



8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and a non-executive director and the chief executive (continued)

8. 董事及主要行政人員酬金(續)

(b) 執行董事及一名非執行董事以及主要行政人員(續)

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物福利	表現相關花紅	以股份為基礎付款開支	退休金計劃供款	酬金總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2017	二零一七年						
Executive directors:	執行董事：						
Mr. Wang Zheng Chun	王正春先生	165	–	–	2,119	–	2,284
Mr. Zhang Jing Ming	張景明先生	180	–	–	1,476	–	1,656
Mr. Zhu Shi Xing	祝仕興先生	180	2,235	2,990	2,119	186	7,710
Mr. Gu Shan Chao	顧善超先生	165	1,822	2,990	2,119	118	7,214
Mr. Liu Xue Heng	劉學恒先生	165	1,842	2,990	2,119	18	7,134
Mr. Hu Xiao Yong ⁽ⁱ⁾	胡曉勇先生 ⁽ⁱ⁾	165	–	–	1,060	–	1,225
Mr. Hu Shiang Chi	胡湘麟先生	165	–	–	1,154	–	1,319
Mr. Qian Xu ⁽ⁱⁱ⁾	錢旭先生 ⁽ⁱⁱ⁾	105	–	–	–	–	105
Mr. Siu Kin Wai ⁽ⁱⁱ⁾	蕭健偉先生 ⁽ⁱⁱ⁾	105	–	–	–	–	105
Mr. Hu Yebi ⁽ⁱⁱ⁾	胡野碧先生 ⁽ⁱⁱ⁾	105	–	–	–	–	105
		1,500	5,899	8,970	12,166	322	28,857
Non-executive director:	非執行董事：						
Mr. Robert Winslow Koepf ⁽ⁱ⁾	康仕學先生 ⁽ⁱ⁾	180	–	–	488	–	668
		1,680	5,899	8,970	12,654	322	29,525

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)**(b) Executive directors and a non-executive director and the chief executive (continued)**

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year except for the arrangement included in (iii) as below.

Notes:

- (i) Resigned on 2 October 2018
- (ii) Appointed on 22 May 2017
- (iii) Resigned on 27 February 2019 and waived his salary from 1 March 2018 of HK\$150,000 on his own initiative, no compensation to be paid in lieu of the waiver
- (iv) Resigned on 31 October 2018
- (v) Re-designated from non-executive director to an independent non-executive director on 22 May 2017

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2017: four directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year ended 31 December 2018 of the remaining two (2017: one) highest paid employees who are neither a director nor chief executive of the Company are as follows:

8. 董事及主要行政人員酬金(續)**(b) 執行董事及一名非執行董事以及主要行政人員(續)**

年內並無董事或主要行政人員放棄或同意放棄任何酬金之安排(除載於下文(iii)之安排外)。

附註：

- (i) 於二零一八年十月二日辭任
- (ii) 於二零一七年五月二十二日獲委任
- (iii) 於二零一九年二月二十七日辭任及主動放棄彼自二零一八年三月一日起之150,000港元酬金，並無支付酬金以代替此項放棄
- (iv) 於二零一八年十月三十一日辭任
- (v) 於二零一七年五月二十二日自非執行董事調任為獨立非執行董事

9. 五名最高薪僱員

年內五名最高薪僱員包括三名董事(二零一七年：四名董事)，彼等酬金之詳情載於上文附註8。截至二零一八年十二月三十一日止年度餘下兩名最高薪僱員(二零一七年：一名)(並非本公司董事或主要行政人員)之酬金詳情如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,035	1,170
Performance related bonuses	表現相關花紅	639	575
Equity-settled share-based payment expense	股權結算以股份為基礎付款開支	257	437
Pension scheme contributions	退休金計劃供款	179	18
		3,110	2,200

**9. FIVE HIGHEST PAID EMPLOYEES (continued)**

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2018 二零一八年	2017 二零一七年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$2,000,000 to HK\$2,500,000	2,000,000港元至2,500,000港元	1	1
		2	1

In prior years, share options were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 33 to the consolidated financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the prior year is included in the above non-director and non-chief executive highest paid employee's remuneration disclosures.

9. 五名最高薪僱員(續)

酬金介乎下列範圍且並非董事及並非行政總裁的最高薪酬僱員人數如下：

		Number of employees 僱員人數	
		2018 二零一八年	2017 二零一七年
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$2,000,000 to HK\$2,500,000	2,000,000港元至2,500,000港元	1	1
		2	1

於過往年度，一名非董事及一名非主要行政人員最高薪僱員就其向本集團提供之服務獲授購股權，進一步詳情載於綜合財務報表附註33之披露中。已於歸屬期內在損益中確認之該等購股權之公平值乃於授出日期釐定，而計入截至過往年度財務報表之金額乃計入上文披露之一名非董事及一名非主要行政人員最高薪僱員酬金。

10. INCOME TAX

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current – PRC corporate income tax	即期－中國企業所得稅		
Charge for the year	本年度支出	41,656	170,463
Under provision in prior years	過往年度撥備不足	475	–
Current – Canada withholding tax on interest income	即期－加拿大利息收入預扣稅	866	–
Deferred (note 31)	遞延(附註31)	17,247	(5,165)
Total tax charge for the year	年度稅項開支總額	60,244	165,298

Hong Kong profits tax

During the year ended 31 December 2018, no Hong Kong profits tax had been provided as there were no assessable profits arising in Hong Kong during the year (2017: Nil).

10. 所得稅**香港利得稅**

於截至二零一八年十二月三十一日止年度，由於年內並無於香港產生任何應課稅溢利，故並無就香港利得稅作出撥備(二零一七年：無)。

10. INCOME TAX (continued)**PRC corporate income tax**

Under the PRC income tax laws, PRC enterprises are subject to corporate income tax at a rate of 25% except for one PRC subsidiary which is entitled to a preferential tax rate of 10%.

Canada withholding tax on interest income

The Group is subject to Canada withholding tax of 5% on the gross interest income arising from its loan provided in Canada to the borrowers.

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax credit at the effective tax rates, and a reconciliation of the applicable rates to the effective tax rates, are as follows:

		2018 二零一八年		2017 二零一七年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Profit before tax	除稅前溢利	91,157		445,461	
Tax at the statutory tax rates	按法定稅率計算之稅項	28,196	30.9	106,334	23.9
Lower tax rate enacted by local authority	由本地機構頒佈的較低稅率	(15)	—	(59)	—
Adjustments in respect of current tax of previous periods	有關過往期間即期稅項的調整	475	0.5	—	—
Profits and losses attributable to a joint venture and associates	一間合營公司及聯營公司應佔之溢利及虧損	3,064	3.4	740	0.2
Expenses not deductible for tax	不可扣稅之開支	18,845	20.7	88,444	19.9
Income not subject to tax	毋須課稅之收入	(13,620)	(14.9)	(22,292)	(5.0)
Tax losses utilised from previous periods	過往期間之已動用稅項虧損	(1,997)	(2.2)	(25,891)	(5.8)
Tax losses not recognised	未確認稅項虧損	25,296	27.7	18,022	4.0
Tax charged at the Group's effective rate	按本集團實際稅率計算的稅項	60,244	66.1	165,298	37.1

The share of tax attributable to a joint venture and associates amounting to HK\$807,000 (2017: HK\$2,089,000) is included in "Share of profits and losses of a joint venture and associates" in the consolidated statement of profit or loss and other comprehensive income.

10. 所得稅(續)**中國企業所得稅**

根據中國所得稅法，除若干中國附屬公司可按10%之優惠稅率繳稅外，企業須按稅率25%繳付企業所得稅。

加拿大利息收入預扣稅

本集團須按5%之稅率就於加拿大向借方提供之貸款產生的利息收入總額繳納加拿大預扣稅。

採用本公司及其大部分附屬公司註冊司法權區之法定稅率計算之除稅前溢利／(虧損)適用之稅項開支與按實際稅率計算之稅項抵免之對賬，以及適用稅率與實際稅率之對賬如下：

一間合營公司及聯營公司分佔之稅項共807,000港元(二零一七年：2,089,000港元)已包括於綜合損益及其他全面收益表之「應佔一間合營公司及聯營公司之溢利及虧損」項內。



11. DIVIDEND

The directors do not recommend the payment of dividend in respect of the year ended 31 December 2018 (2017: Nil).

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of approximately HK\$43,450,000 (2017: HK\$213,675,000), and the weighted average number of ordinary shares of 6,057,253,119 (2017: 6,156,890,538) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2018 and 2017.

11. 股息

董事並不建議就截至二零一八年十二月三十一日止年度派付股息(二零一七年：無)。

12. 母公司普通股權益持有人應佔盈利

每股基本盈利數額乃按母公司普通股權益持有人應佔年度溢利約43,450,000港元(二零一七年：213,675,000港元)，以及本年度已發行加權平均普通股數目6,057,253,119股(二零一七年：6,156,890,538股)計算。

截至二零一八年及二零一七年十二月三十一日止年度，本集團概無已發行具潛在攤薄作用的普通股。

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2018	於二零一八年十二月三十一日							
At 31 December 2017 and 1 January 2018:	於二零一七年十二月三十一日 及二零一八年一月一日：							
Cost	成本	69,391	23,239	3,168	12,378	5,062	1,371	114,609
Accumulated depreciation and impairment	累計折舊及減值	(7,605)	(9,414)	(731)	(9,166)	(1,006)	–	(27,922)
Net carrying amount	賬面淨值	61,786	13,825	2,437	3,212	4,056	1,371	86,687
At 1 January 2018, net of accumulated depreciation and impairment	於二零一八年一月一日， 扣除累計折舊及減值	61,786	13,825	2,437	3,212	4,056	1,371	86,687
Additions	添置	–	8,630	2,225	2,182	2,300	–	15,337
Disposals	出售	–	–	(119)	(15)	(29)	–	(163)
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(3,369)	(5,610)	(753)	(1,172)	(998)	–	(11,902)
Disposal of subsidiaries (note 35)	出售附屬公司(附註35)	–	(5,814)	(622)	(1,103)	–	–	(7,539)
Transfers	轉撥	–	–	785	–	–	(785)	–
Exchange realignment	匯兌調整	(2,769)	(545)	(164)	(134)	(277)	(31)	(3,920)
At 31 December 2018, net of accumulated depreciation and impairment	於二零一八年十二月三十一日， 扣除累計折舊及減值	55,648	10,486	3,789	2,970	5,052	555	78,500
At 31 December 2018: Cost	於二零一八年十二月三十一日： 成本	66,179	21,065	5,155	13,853	6,616	555	113,423
Accumulated depreciation and impairment	累計折舊及減值	(10,531)	(10,579)	(1,366)	(10,883)	(1,564)	–	(34,923)
Net carrying amount	賬面淨值	55,648	10,486	3,789	2,970	5,052	555	78,500



13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢私及裝置 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2017	於二零一七年十二月三十一日							
At 31 December 2016 and 1 January 2017:	於二零一六年十二月三十一日及 二零一七年一月一日：							
Cost	成本	64,835	16,623	2,241	10,718	2,967	156,044	253,428
Accumulated depreciation and impairment	累計折舊及減值	(4,032)	(5,233)	(202)	(7,584)	(562)	–	(17,613)
Net carrying amount	賬面淨值	60,803	11,390	2,039	3,134	2,405	156,044	235,815
At 1 January 2017, net of accumulated depreciation and impairment	於二零一七年一月一日， 扣除累計折舊及減值	60,803	11,390	2,039	3,134	2,405	156,044	235,815
Additions	添置	–	8,741	863	1,054	2,242	136,899	149,799
Disposals	出售	–	–	(9)	(35)	(402)	–	(446)
Depreciation provided during the year (note 6)	年內折舊撥備(附註6)	(3,172)	(5,076)	(557)	(1,078)	(422)	–	(10,305)
Disposal of a subsidiary (note 35)	出售一間附屬公司(附註35)	–	(3,583)	(97)	(89)	–	(133,984)	(137,753)
Transfers	轉撥	–	1,902	–	–	–	(1,902)	–
Transfer to property under development (note 22)	轉撥至發展中物業 (附註22)	–	–	–	–	–	(163,104)	(163,104)
Exchange realignment	匯兌調整	4,155	451	198	226	233	7,418	12,681
At 31 December 2017, net of accumulated depreciation and impairment	於二零一七年十二月三十一日， 扣除累計折舊及減值	61,786	13,825	2,437	3,212	4,056	1,371	86,687
At 31 December 2017:	於二零一七年十二月三十一日：							
Cost	成本	69,391	23,239	3,168	12,378	5,062	1,371	114,609
Accumulated depreciation and impairment	累計折舊及減值	(7,605)	(9,414)	(731)	(9,166)	(1,006)	–	(27,922)
Net carrying amount	賬面淨值	61,786	13,825	2,437	3,212	4,056	1,371	86,687

13. PROPERTY, PLANT AND EQUIPMENT (continued)

At 31 December 2018, one of the Group's buildings with a net carrying amount of HK\$57,394,000 (2017: HK\$62,940,000) was pledged to secure general banking facilities granted to the Group (note 30).

13. 物業、廠房及設備(續)

於二零一八年十二月三十一日，本集團賬面淨值為57,394,000港元(二零一七年：62,940,000港元)之其中一座樓宇已抵押作為授予本集團的一般銀行融資之擔保(附註30)。

14. INVESTMENT PROPERTIES**14. 投資物業**

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		Note 附註		
Carrying amount at 1 January	於一月一日之賬面值		381,625	356,498
Additions	添置		34,337	11,908
Net gain from a fair value adjustment	公平值調整淨收益	5	76,991	(11,792)
Exchange realignment	匯兌調整		(21,714)	25,011
Carrying amount at 31 December	於十二月三十一日之賬面值		471,239	381,625

The Group's investment properties consist of certain commercial properties in Beijing and Shanghai, the PRC. The directors of the Company have determined that the investment properties consist of one class of asset, i.e., commercial properties, based on the nature, characteristics and risks of the properties. The Group's investment properties were revalued on 31 December 2018 based on valuations performed by Greater China Appraisal Limited, an independent professionally qualified appraiser, at HK\$471,239,000. Each year, the Group's management decide to appoint which external appraiser to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

本集團之投資物業包括位於中國北京及上海之若干商用物業。根據物業之性質、特點及風險，本公司董事釐定投資物業由一個資產類別(即商用物業)組成。根據獨立專業之合資格估值師漢華評估有限公司進行之估值，本集團之投資物業於二零一八年十二月三十一日重估為471,239,000港元。本集團管理層每年決定外聘估值師之人選，以委任其負責本集團物業之外部估值。甄選條件包括市場知識、聲譽、獨立性及能否維持專業水準。



14. INVESTMENT PROPERTIES (continued)

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 39(a) to the consolidated financial statements.

At 31 December 2018, the Group's investment properties with a carrying value of HK\$367,838,000 (2017: HK\$328,987,000) were pledged to secure general banking facilities granted to the Group (note 30) and a carrying amount of HK\$39,375,000 (2017: Nil) were pledged to secure general banking facilities granted to an associate of the Group.

Further particulars of the Group's investment properties are included on page 224.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

14. 投資物業(續)

投資物業乃根據經營租賃出租予第三方，其進一步概要詳情載於綜合財務報表附註39(a)。

於二零一八年十二月三十一日，本集團賬面值367,838,000港元(二零一七年：328,987,000港元)之投資物業已予以抵押，以獲得向本集團授出之一般銀行融資(附註30)，及賬面值39,375,000港元(二零一七年：無)已予以抵押，以獲得向本集團一間聯營公司授出之一般銀行融資。

本集團的投資物業之進一步詳情載於第224頁。

公平值層級

下表說明本集團投資物業之公平值計量層級：

Fair value measurement as at 31 December 2018 using

於二零一八年十二月三十一日使用以下輸入之公平值計量

		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement for:	經常性公平值計量：				
Commercial properties located in the PRC	位於中國之商用物業	-	-	471,239	471,239

14. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

14. 投資物業(續)

公平值層級(續)

		Fair value measurement as at 31 December 2017 using 於二零一七年十二月三十一日使用以下輸入之公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement for:	經常性公平值計量：				
Commercial properties located in the PRC	位於中國之商用物業	—	—	381,625	381,625

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2017: Nil).

年內，第一級與第二級之間並無公平值計量之轉撥，亦無自第三級轉入或轉出(二零一七年：無)。

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

分類至公平值層級中第三級的公平值計量對賬：

		Commercial properties 商用物業 HK\$'000 千港元
Carrying amount at 1 January 2017	於二零一七年一月一日之賬面值	356,498
Additions	添置	11,908
Net loss from a fair value adjustment recognised in other income and gains in profit or loss	於損益之其他收入及收益中確認之公平值調整 淨損失	(11,792)
Exchange realignment	匯兌調整	25,011
Carrying amount at 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一 月一日之賬面值	381,625
Additions	添置	34,337
Net gain from a fair value adjustment recognised in other income and gains in profit or loss	於損益之其他收入及收益中確認之公平值調整 淨收益	76,991
Exchange realignment	匯兌調整	(21,714)
Carrying amount at 31 December 2018	於二零一八年十二月三十一日之賬面值	471,239

14. INVESTMENT PROPERTIES (continued)**Fair value hierarchy (continued)**

Below is the valuation technique used and the key input to the valuation of investment properties:

	Valuation technique 估值技巧	Significant unobservable input 重大不可觀察輸入值	Range or weighted average 範圍或加權平均	
			2018 二零一八年	2017 二零一七年
Commercial properties 商用物業	Income approach 收益法	Estimated rental value (per sq.m. and per month) 估計租賃價值(每平方米及每月)	RMB82 人民幣82元	RMB60-120 人民幣60-120元
		Capitalisation rate 資本化比率	6%-7%	5%-6%
		Adjustment on market unit price 調整市場單位價格	-20%-10%	N/A 不適用
	Comparison approach 比較法	Estimated unit price (per sq.m.) 估計單位價格(每平方米)	RMB9,400- 24,500 人民幣9,400- 24,500元	N/A 不適用

Income approach measured the fair value of the investment properties by capitalising rental receivables during the term of the tenancies at appropriate yield (capitalisation rate) with due allowances for the reversionary value upon expiry of tenancies.

A significant increase (decrease) in the unit rent in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the adjustment to the capitalisation rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties.

Comparison approach measured the fair value of the investment properties by making comparison based on prices realized or market prices of comparable real properties. Comparable real properties of similar size, character and location are analysed and carefully weighted against all the respective advantages and disadvantages of the real properties. Adjustments in prices of the comparable real properties are then made to account for the identified differences between such real properties and the real properties in the relevant factors.

A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on market unit price in isolation would result in a significant increase/(decrease) in the fair value of the investment properties.

14. 投資物業(續)**公平值層級(續)**

所用估值技巧及投資物業估值之主要輸入值如下：

收益法透過於租期內按合適的收益率(資本化比率)資本化應收租金及於租期屆滿時就復歸價值作出適當撥備計量投資物業的公平值。

單位租金單獨大幅增加(減少)將導致投資物業的公平值大幅增加(減少)。資本化比率調整單獨大幅增加(減少)將導致投資物業的公平值大幅減少(增加)。

比較法乃對根據可資比較房地產之已變現價格或市價進行比較以計量投資物業之公平值，包括分析規模、特性及地點相若之可資比較房地產，並仔細衡量各項房地產之一切優劣因素。可資比較房地產之價格已作出調整，以計及相關因素中相關房地產與房地產之間的已識別差異。

市場單位價格之正面調整單獨大幅增加/(減少)或負面調整單獨大幅減少/(增加)將導致投資物業之公平值大幅增加/(減少)。

15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租金

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
		Notes 附註		
Carrying amount at 1 January	於一月一日之賬面值		571,410	1,342,629
Recognised during the year	年內確認	6	(17,596)	(29,710)
Transfer to property under development	轉撥至發展中物業	22	—	(105,149)
Disposal of a subsidiary	出售一間附屬公司	35	—	(702,304)
Exchange realignment	匯兌調整		(25,643)	65,944
Carrying amount at 31 December	於十二月三十一日之賬面值		528,171	571,410
Current portion included in prepayments, other receivables and other assets	計入預付款項、其他 應收款項及其他資產 之即期部分	24	(16,938)	(17,754)
Non-current portion	非即期部分		511,233	553,656

As at 31 December 2018, the land use right with an aggregate carrying amount of HK\$239,545,000 (2017: HK\$153,477,000) was pledged to secure bank loans granted to the Group (note 30) and an aggregate carrying amount of HK\$80,916,000 (2017: Nil) was pledged to secure bank loans granted to an associate of the Group.

於二零一八年十二月三十一日，總賬面值為239,545,000港元（二零一七年：153,477,000港元）之土地使用權已抵押作為本集團獲授銀行貸款之擔保（附註30）及總賬面值為80,916,000港元（二零一七年：無）已抵押作為本集團一間聯營公司獲授銀行貸款之擔保。

16. GOODWILL

16. 商譽

		Notes 附註	HK\$'000 千港元
At 1 January 2017:	於二零一七年一月一日：		
Cost	成本		265,659
Accumulated impairment	累計減值		–
Net carrying amount	賬面淨值		265,659
Cost at 1 January 2017, net of accumulated impairment	於二零一七年一月一日之成本， 經扣除累計減值		265,659
Disposal of a subsidiary	出售一間附屬公司	35	(52,785)
Impairment during the year	年內減值	6	–
Cost and net carrying amount at 31 December 2017	於二零一七年十二月三十一日之 成本及賬面淨值		212,874
At 31 December 2017:	於二零一七年十二月三十一日：		
Cost	成本		212,874
Accumulated impairment	累計減值		–
Net carrying amount	賬面淨值		212,874
Cost at 1 January 2018, net of accumulated impairment	於二零一八年一月一日之成本， 經扣除累計減值		212,874
Impairment during the year	年內減值	6	(28,925)
Cost and net carrying amount at 31 December 2018	於二零一八年十二月三十一日之 成本及賬面淨值		183,949
At 31 December 2018:	於二零一八年十二月三十一日：		
Cost	成本		212,874
Accumulated impairment	累計減值		(28,925)
Net carrying amount	賬面淨值		183,949

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units ("CGU") for impairment testing:

- Zhi Jian CGU;
- Jing Tou Holding CGU;
- Beijing Spirit CGU;
- Golden Sun CGU; and
- Top-Doctors CGU.

商譽減值測試

透過業務合併取得的商譽被分配至以下現金產生單位（「現金產生單位」）以進行減值測試：

- 智健現金產生單位；
- 京投控股現金產生單位；
- 北京思義現金產生單位；
- 金太陽現金產生單位；及
- 良醫聯盟現金產生單位。

16. GOODWILL (continued)

Impairment testing of goodwill (continued)

Zhi Jian and Jing Tou Holding CGU

At 31 December 2018, no impairment tests were performed as the carrying amounts of the goodwill were less than the carrying amounts of the respective deferred tax liabilities arising from the acquisition.

Beijing Spirit CGU

The recoverable amount of the Beijing Spirit CGU was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 18.50% (2017: 18.50%). The growth rate used to extrapolate the cash flows of the Beijing Spirit unit beyond the five-year period is 3.00% (2017: 3.00%), which approximates to the long term average growth rate of the furniture trading industry.

Golden Sun CGU

The recoverable amount of the Golden Sun CGU was determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 15.36% (2017: 15.00%). The growth rate used to extrapolate the cash flows of the Golden Sun unit beyond the five-year period is 3.00% (2017: 3.00%), which approximates to the long term average growth rate of the geriatric care industry.

Top-Doctors CGU

The recoverable amount of the Top-Doctors CGU has been determined based on the recoverable amount of the net assets excluding goodwill and other intangible assets. During the year ended 31 December 2018, due to the suspension of the business in Top-Doctors CGU, the directors of the Company considered no cash flow would be generated in the future.

16. 商譽(續)

商譽減值測試(續)

智健及京投控股現金產生單位

於二零一八年十二月三十一日，由於商譽之賬面值低於收購所產生的各項遞延稅項負債之賬面值，故並無進行減值測試。

北京思義現金產生單位

北京思義現金產生單位的可收回金額乃按照其使用價值計算釐定，使用價值計算乃根據高級管理層批准之五年期財政預算作出之現金流量預測得出。現金流量預測所用的貼現率為18.50%(二零一七年：18.50%)。用於推算五年期以外的北京思義單位之現金流量增長率為3.00%(二零一七年：3.00%)，與傢私買賣行業之長期平均增長率接近。

金太陽現金產生單位

金太陽之現金產生單位的可收回金額乃按照其使用價值計算釐定，使用價值計算乃根據高級管理層批准之五年期財政預算作出之現金流量預測得出。現金流量預測所用的貼現率為15.36%(二零一七年：15.00%)。用於推算五年期以外的金太陽單位之現金流量增長率為3.00%(二零一七年：3.00%)，與養老行業之長期平均增長率接近。

良醫聯盟現金產生單位

良醫聯盟現金產生單位的可收回金額乃基於資產淨值(不包括商譽及其他無形資產)的可收回金額而釐定。於截至二零一八年十二月三十一日止年度期間，由於良醫聯盟現金產生單位業務暫停，本公司董事認為日後不會產生任何現金流量。



16. GOODWILL (continued)

Impairment testing of goodwill (continued)

At 31 December 2018, the carrying amount of goodwill allocated to each of the CGU is as follows:

		Zhi Jian 智健		Jing Tou Holding 京投控股		Beijing Spirit 北京思義		Golden Sun 金太陽		Top-Doctors 良醫聯盟		Total 總計	
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Carrying amount of goodwill	商譽之賬面值	62,585	62,585	40,734	40,734	17,394	17,394	63,236	82,894	-	9,267	183,949	212,874

Assumptions were used in the value in use calculation of the Beijing Spirit CGU and Golden Sun CGU for 31 December 2018 and 31 December 2017. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant units.

Growth rates — The growth rates used to extrapolate the cash flows beyond the five-year period are based on the estimated growth rate of each unit taking into account the industry growth rate, past experience and the medium or long term growth target of each CGU.

In view of the fact that the geriatric care service and medical care service business has been loss making and it is not considered probable that adequate profits will be available in the foreseeable future, an impairment loss of HK\$9,267,000 (2017: Nil) and HK\$19,658,000 (2017: Nil) was recognised for goodwill in relation to the Top-Doctors CGU and Golden Sun business CGU with a carrying amount of HK\$9,267,000 and HK\$82,894,000 (before deducting the impairment loss), respectively.

16. 商譽(續)

商譽減值測試(續)

於二零一八年十二月三十一日，分配予各現金產生單位的商譽之賬面值如下：

於二零一八年十二月三十一日及二零一七年十二月三十一日，計算北京思義現金產生單位及金太陽現金產生單位之使用價值時已使用若干假設。下文描述管理層在進行商譽減值測試時作出現金流量預測所根據的各項重要假設：

貼現率 — 所採用的貼現率未扣除稅項，並反映有關單位的特定風險。

增長率 — 用於推算五年期以後現金流量之增長率，乃以各單位之估計增長率為基準，並考慮行業增長率、過往經驗及各現金產生單位之中長期增長目標而計算所得。

鑒於養老及醫療業務錄得虧損，且在可見將來不大可能獲得充足的溢利之事實，因此就良醫聯盟現金產生單位及金太陽業務現金產生單位分別確認商譽減值虧損9,267,000港元(二零一七年：無)及19,658,000港元(二零一七年：無)，其賬面值分別為9,267,000港元及82,894,000港元(未扣除減值虧損前)。

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17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

		Note 附註	Brand name 品牌名稱 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2018	二零一八年 十二月三十一日				
Cost at 1 January 2018, net of accumulated amortisation	於二零一八年一月一日之 成本，扣除累計攤銷		7,858	7,062	14,920
Amortisation provided during the year	年內之攤銷撥備	6	–	(1,009)	(1,009)
Impairment during the year	年內減值	6	–	(5,540)	(5,540)
Exchange realignment	匯兌調整		(361)	(81)	(442)
At 31 December 2018	於二零一八年十二月 三十一日		7,497	432	7,929
At 31 December 2018:	於二零一八年十二月 三十一日：				
Cost	成本		7,497	8,005	15,502
Accumulated amortisation and impairment	累計攤銷及減值		–	(7,573)	(7,573)
Net carrying amount	賬面淨值		7,497	432	7,929
31 December 2017	二零一七年 十二月三十一日				
At 1 January 2017:	於二零一七年一月一日：				
Cost	成本		7,342	7,128	14,470
Accumulated amortisation and impairment	累計攤銷及減值		–	(274)	(274)
Net carrying amount	賬面淨值		7,342	6,854	14,196
Cost at 1 January 2017, net of accumulated amortisation	於二零一七年一月一日之 成本，扣除累計攤銷		7,342	6,854	14,196
Additions	添置		–	645	645
Amortisation provided during the year	年內之攤銷撥備	6	–	(902)	(902)
Exchange realignment	匯兌調整		516	465	981
At 31 December 2017	於二零一七年十二月 三十一日		7,858	7,062	14,920
At 31 December 2017:	於二零一七年十二月 三十一日：				
Cost	成本		7,858	8,392	16,250
Accumulated amortisation	累計攤銷		–	(1,330)	(1,330)
Net carrying amount	賬面淨值		7,858	7,062	14,920



17. OTHER INTANGIBLE ASSETS (continued)

A brand name acquired in 2016 at a fair value of HK\$7,497,000 was regarded as having an indefinite useful life because the brand name is expected to generate net cash inflows indefinitely. As at 31 December 2018, the brand name with indefinite useful life was tested for impairment.

In view of the fact that the business of the Top-Doctors CGU has been suspended in current year, a full impairment of HK\$5,540,000 (2017: Nil) was recognised for other intangible assets with a recoverable amount of Nil.

17. 其他無形資產(續)

於二零一六年收購公平值為7,497,000港元之品牌名稱因預期可以無限期產生淨現金流入而被視為擁有無限可使用年期。於二零一八年十二月三十一日，具有無限可使用年期的品牌名稱已進行減值測試。

鑒於良醫聯盟現金產生單位已於本年度被暫停之事實，因此就其他無形資產確認全數減值5,540,000港元(二零一七年：無)，並無可回收金額。

18. INVESTMENT IN A JOINT VENTURE

18. 於一間合營公司的投資

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of net assets	應佔資產淨值	9,374	—

The following table illustrates the aggregate financial information of the Group's joint venture that is not individually material:

下表闡述本集團的合營公司個別而言並不重大的總財務資料：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of the joint venture's profit for the year	應佔合營公司的年內溢利	91	—
Aggregate carrying amount of the Group's investment in the joint venture	本集團於合營公司的投資之總賬面值	9,374	—

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19. INVESTMENTS IN ASSOCIATES

19. 於聯營公司之投資

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of net assets	分佔資產淨值	185,780	159,187
Goodwill on acquisition	收購時之商譽	315,117	302,076
		500,897	461,263

Particulars of the material associate are as follows:

主要聯營公司詳情如下：

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	持有之已發行股份詳情	註冊成立／註冊及營業地點	本集團應佔擁有權權益百分比	主要業務
Beijing Sports and Entertainment Industry Group Limited ("Beijing Sports and Entertainment") [#]	Ordinary shares	Cayman Islands/ Hong Kong	27.02	Air freight services, investment and operation of the sports and entertainment related business
北京體育文化產業集團有限公司 (「北京體育文化」) [#]	普通股	開曼群島／香港		空運服務、體育及娛樂相關投資及業務

[#] Shares are listed on the Main Board of the Stock Exchange

[#] 股份於聯交所主板上市

Except for the Group's shareholding in Beijing Sports and Entertainment comprising equity shares held by the Company, the shareholdings in associates are held through a wholly-owned subsidiary of the Company.

除本集團於北京體育文化的股權以本公司的權益股份持有外，於聯營公司之股權乃透過本公司一間全資附屬公司持有。

Beijing Sports and Entertainment, which is considered a material associate of the Group, is accounted for using the equity method. The Company acquired a 7.55% equity interest of Beijing Sports and Entertainment on 30 November 2017 resulting in a total shareholding of 27.22% in Beijing Sports and Entertainment. During the year ended 31 December 2018, the Group's ownership interest in Beijing Sports and Entertainment was diluted from 27.22% to 27.02%.

北京體育文化(被視為本集團之主要聯營公司)乃使用權益法入賬。本公司於二零一七年十一月三十日收購北京體育文化7.55%之股權，因此本公司於北京體育文化之持股合共為27.22%。於截至二零一八年十二月三十一日止年度期間，本集團於北京體育文化之擁有權權益由27.22%攤薄至27.02%。

**19. INVESTMENTS IN ASSOCIATES (continued)**

The following table illustrates the summarised financial information in respect of Beijing Sports and Entertainment adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

19. 於聯營公司之投資(續)

下表闡述北京體育文化的財務資料概要(已就會計政策之任何差異作出調整，並與綜合財務報表內賬面值對賬)：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current assets	流動資產	387,618	414,992
Non-current assets, excluding goodwill	非流動資產，不包括商譽	217,479	211,688
Goodwill on the acquisition of the associate	收購聯營公司之商譽	300,951	300,951
Current liabilities	流動負債	(125,263)	(66,745)
Non-current liabilities	非流動負債	(3,352)	(9,130)
		777,433	851,756
Less: Non-controlling interests	減：非控股權益	(115,503)	(130,237)
Net assets	資產淨值	661,930	721,519
Net assets, excluding goodwill	資產淨值，不包括商譽	360,979	420,568
Reconciliation to the Group's interest in the associate:	本集團於聯營公司的權益之對賬：		
Proportion of the Group's ownership	本集團之擁有權比例	27.02%	27.22%
Group's share of net assets of the associate, excluding goodwill	本集團分佔聯營公司之資產淨值，不包括商譽	61,379	74,936
Goodwill on acquisition (less cumulative impairment)	收購時之商譽(減累計減值)	300,951	300,951
Carrying amount of the investment	投資之賬面值	362,330	375,887
Fair value of the Group's investment	本集團的投資之公平值	988,400*	1,002,520*

* Based on the market price of the equity held by the Group

* 基於本集團持有的權益之市價

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19. INVESTMENTS IN ASSOCIATES (continued)

19. 於聯營公司之投資(續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	155,361	156,823
Loss for the year	年度虧損	(66,805)	(18,134)
Other comprehensive (loss)/income	其他全面(虧損)/收益	(10,551)	2,563
Total comprehensive loss for the year	年度全面虧損總額	(77,356)	(15,571)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表闡述本集團個別非重大之聯營公司之財務資料總計：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of the associates' loss for the year	分佔聯營公司之年度虧損	(2,744)	(735)
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司的投資之賬面總值	138,567	85,376



20. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/AVAILABLE-FOR-SALE INVESTMENTS

20. 指定為透過其他全面收益於公平值列賬之權益投資／可供出售投資

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Equity investments designated at FVOCI	指定為透過其他全面收益以公平值列賬之權益投資		
Listed equity investments, at fair value	上市權益投資，按公平值	68,459	—
Unlisted equity investments, at fair value	非上市權益投資，按公平值	157,035	—
		225,494	—
Available-for-sale investments	可供出售投資		
Unlisted equity investments, at cost less impairment	非上市權益投資，按成本減減值	—	46,151

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 December 2018, the Group received dividends in the amount of HK\$574,000 (2017: HK\$1,435,000) from listed investments.

上述權益投資乃不可撤回地指定為透過其他全面收益以公平值列賬，乃由於本集團認為該等投資屬戰略性質。

於截至二零一八年十二月三十一日止年度期間，本集團已收取上市投資金額為574,000港元(二零一七年：1,435,000港元)之股息。

21. INVENTORIES

21. 存貨

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Finished goods	製成品	29,190	28,889

22. PROPERTY UNDER DEVELOPMENT

22. 發展中物業

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值		268,253	—
Addition	添置		279,514	—
Transfer from prepayment	轉撥預付款項	24	200,878	—
Transfer from property, plant and equipment	轉撥物業、廠房及設備	13	—	163,104
Transfer from prepaid land lease payments	轉撥預付土地租金	15	—	105,149
Disposal of subsidiaries	出售附屬公司	35	(323,296)	—
Exchange realignment	匯兌調整		(34,165)	—
Carrying amount at 31 December	於十二月三十一日之賬面值		391,184	268,253
Current portion	流動部分		—	(268,253)
Non-current portion	非流動部分		391,184	—

As at 31 December 2018, none of the property under development (2017: HK\$105,150,000) was pledged to secure bank loans granted to the Group (note 30).

Further particulars of the Group's property under development are included on page 224.

於二零一八年十二月三十一日，並無發展中物業(二零一七年：105,150,000港元)已就本集團獲授銀行貸款而抵押(附註30)。

有關本集團發展中物業的進一步詳情載列於第224頁。



23. TRADE RECEIVABLES

23. 應收貿易賬款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	應收貿易賬款	37,781	28,325
Impairment	減值	(216)	–
		37,565	28,325

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 3 months. For major customers, the terms may change in accordance with the terms of the respective contracts. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

除新客戶一般須預付款項外，本集團主要以信貸方式與其客戶訂定貿易條款。本集團授予客戶之信貸期一般為三個月。就主要客戶而言，條款可能根據相關合約之條款而有所變動。每名客戶均設有最高信貸額。本集團對其未償還應收款項維持嚴格控制。逾期款項由高級管理層定期進行審閱。根據上述情況及本集團之應收貿易賬款以分散客戶為主，故並無高度集中信貸的風險。本集團並無為其應收貿易賬款結餘持有任何抵押品或其他信用增級方式。應收貿易賬款並不計息。

於報告期末，應收貿易賬款按發票日計算（扣除虧損撥備）的賬齡分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 3 months	三個月內	12,849	15,793
Over 3 months	三個月以上	24,716	12,532
		37,565	28,325

23. TRADE RECEIVABLES (continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	—	—
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號的影響	115	—
At beginning of year (restated)	於年初(經重列)	115	—
Impairment losses (note 6)	減值虧損(附註6)	110	—
Exchange realignment	匯兌調整	(9)	—
At end of year	於年末	216	—

Impairment under HKFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than two years and are not subject to enforcement activity.

23. 應收貿易賬款(續)

應收貿易賬款的減值虧損撥備變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	—	—
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號的影響	115	—
At beginning of year (restated)	於年初(經重列)	115	—
Impairment losses (note 6)	減值虧損(附註6)	110	—
Exchange realignment	匯兌調整	(9)	—
At end of year	於年末	216	—

截至二零一八年十二月三十一日止年度於香港財務報告準則第9號項下的減值

於各報告日期均採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於因就擁有類似虧損模式的多個客戶分部進行分組(即按地理位置、產品類型、客戶類型及評級，以及信用證或其他信貸保險形式的保障範圍)而逾期的日數計算。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前條件及未來經濟條件預測的合理及可靠資料。一般而言，應收貿易賬款如逾期超過兩年及毋須受限於強制執行活動則予以撇銷。

23. TRADE RECEIVABLES (continued)

Impairment under HKFRS 9 for the year ended 31 December 2018 (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2018

				Past due 逾期		
		Current 目前	Less than 1 month 少於1個月	1 to 3 months 1至3個月	Over 3 months 多於3個月	Total 總計
Expected credit loss rate	預期信貸虧損率	0.34%	0.38%	0.40%	1.06%	0.57%
Gross carrying amount (HK\$'000)	總賬面值(千港元)	12,893	2,858	10,971	11,059	37,781
Expected credit losses (HK\$'000)	預期信貸虧損(千港元)	44	11	44	117	216

Impairment under HKAS 39 for the year ended 31 December 2017

Included in the above provision for impairment of trade receivables, which was measured based on incurred credit losses under HKAS 39, as at 31 December 2017 was a provision for individually impaired trade receivables of Nil with a carrying amount before provision of HK\$28,325,000.

The individually impaired trade receivables as at 31 December 2017 related to customers that were in financial difficulties or were in default in interest and/or principal payments and only a portion of the receivables is expected to be recovered.

23. 應收貿易賬款(續)

截至二零一八年十二月三十一日止年度於香港財務報告準則第9號項下的減值(續)

下文載列按撥備矩陣列示本集團的應收貿易賬款信貸風險資料：

於二零一八年十二月三十一日

截至二零一七年十二月三十一日止年度根據香港會計準則第39號之減值
計入上述於二零一七年十二月三十一日之應收貿易賬款減值撥備(根據香港會計準則第39號基於已產生信貸虧損計量)內的為就個別已減值應收貿易賬款之撥備為零，於撥備前之賬面值為28,325,000港元。

於二零一七年十二月三十一日，個別已減值應收貿易賬款與出現財政困難或拖欠利息及／或本金款項的客戶有關，預期僅可收回部分應收賬款。

23. TRADE RECEIVABLES (continued)**Impairment under HKAS 39 for the year ended 31 December 2017 (continued)**

The ageing analysis of the trade receivables as at 31 December 2017 that were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

		2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	並無逾期或減值	15,793
Less than 1 month past due	逾期少於1個月	1,566
1 to 3 months past due	逾期1至3個月	10,966
		28,325

Receivables that were neither past due nor impaired relate to several major customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

23. 應收貿易賬款(續)**截至二零一七年十二月三十一日止年度根據香港會計準則第39號之減值(續)**

於二零一七年十二月三十一日，根據香港會計準則第39號並非個別或集體視作減值的應收貿易賬款的賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	並無逾期或減值	15,793
Less than 1 month past due	逾期少於1個月	1,566
1 to 3 months past due	逾期1至3個月	10,966
		28,325

並無逾期或減值的應收賬款與並無近期違約記錄的若干主要客戶有關。

逾期但並無減值的應收賬款與多名與本集團有良好往績記錄的獨立客戶有關。根據過往經驗，本公司董事認為，根據香港會計準則第39號，並無必要就該等結餘作出減值撥備，原因是信貸質量並無重大變動及結餘仍被視為可悉數收回。



24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

24. 預付款項、其他應收款項及其他資產

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Prepayments	預付款項		62,732	297,828
Loans to third parties	向第三方貸款	(b)	144,958	669,973
Deposits and other receivables	按金及其他應收款項		170,241	100,244
Prepaid land lease payments	預付土地租金	15	16,938	17,754
			394,869	1,085,799
Impairment allowance	減值撥備		(18,321)	(3,354)
			376,548	1,082,445
Portion classified as current assets	分類為流動資產部分		340,393	(809,788)
Non-current portion – prepayments	非流動部分 — 預付款項	(a)	36,155	272,657

The movements in provision for impairment of other receivables are as follows:

其他應收款項減值撥備的變動如下：

		Note 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初		3,354	3,134
Impairment losses recognised	已確認減值虧損	6	15,710	–
Exchange realignment	匯兌調整		(743)	220
			18,321	3,354

24. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

Notes:

- (a) Included in the Group's prepayments at 31 December 2018 were mainly (i) a non-current payment of HK\$20,996,000 in relation to an item of property, plant and equipment; and (ii) a prepayment of HK\$11,413,000 in relation to the proposed acquisition of a 0.5% equity interest in Yantai Maibairui International Biological Medicine co. Ltd.

Included in the Group's prepayments at 31 December 2017 were (i) a non-current prepayment of HK\$200,878,000 in relation to a land use right in Dali, Yunnan Province, for which the total consideration was RMB316,792,000 (equivalent to HK\$378,983,000); and (ii) a prepayment of HK\$71,779,000 in relation to the proposed acquisition of a 15% equity interest in Beijing Enterprises City Investment Holdings Group Co., Ltd. ("BECIH").

- (b) Included in the loans to third parties as at 31 December 2018 were unsecured loans of HK\$144,958,000 (2017: HK\$669,973,000) in aggregate, which bore interest at rates ranging from 4.5% to 10% (2017: 4.5% to 10%) per annum.

As at 31 December 2018, except for the guaranteed loan of Canadian dollar ("CAD") 16,250,000 (equivalent to approximately HK\$93,437,000) denominated in CAD, all loans to third parties were denominated in RMB (2017: all were denominated in RMB except the loans of CAD15,050,000, equivalent to approximately HK\$93,639,000).

24. 預付款項、其他應收款項及其他資產(續)

附註：

- (a) 計入本集團二零一八年十二月三十一日的預付款項主要為(i)與物業、廠房及設備有關的項目之非流動款項20,996,000港元；及(ii)與建議收購Yantai Maibairui International Biological Medicine co. Ltd 0.5%股權有關的預付款項11,413,000港元。

計入本集團二零一七年十二月三十一日的預付款項為(i)與總代價為人民幣316,792,000元(相當於約378,983,000港元)的雲南大理之土地使用權有關的非流動預付款項200,878,000港元；及(ii)與建議收購北控城投控股集團有限公司(「北控城投控股」)15%股權有關的預付款項71,779,000港元。

- (b) 計入二零一八年十二月三十一日的第三方貸款合共為144,958,000港元(二零一七年：669,973,000港元)的無抵押貸款，按年利率介乎4.5%至10%(二零一七年：4.5%至10%)計息。

於二零一八年十二月三十一日，除16,250,000加拿大元(「加元」)(相當於約93,437,000港元)的有擔保貸款以加元計值外，第三方貸款全部均以人民幣計值(二零一七年：全部均以人民幣計值，除15,050,000加元(相當於約93,639,000港元)的貸款除外)。

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度



25. LOAN TO A DIRECTOR

The loan to a director, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

25. 授予一名董事之貸款

根據香港公司條例第383(1)(d)條及公司(披露董事利益資料)規例第3部規定，授予一名董事之貸款披露如下：

Name	姓名	At 31 December 2018	Maximum amount outstanding during the year	At 31 December 2017 and 1 January 2018	Maximum amount outstanding during the prior year	At 1 January 2017	Security held
		於二零一八年 十二月三十一日 HK\$'000 千港元	於年內之 最高未償還金額 HK\$'000 千港元	於二零一七年 十二月三十一日 及二零一八年 一月一日 HK\$'000 千港元	於過往 年度之最高 未償還金額 HK\$'000 千港元	於二零一七年 一月一日 HK\$'000 千港元	持有之擔保
Mr. Wang Zheng Chun	王正春先生	-	65,731	62,591*	138,544	136,012*	Commercial property 商用物業

* This balance is included in "Due from related parties" in the consolidated statement of financial position.

* 此餘額計入綜合財務狀況表之「應收關連方款項」。

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**26. 透過損益以公平值列賬之金融資產**

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Listed equity investments, at fair value	上市股本投資，按公平值	–	71,760
Other unlisted investments, at fair value	其他非上市投資，按公平值	64,152	32,847
Derivative instrument, at fair value	衍生工具，按公平值	1,156	–
		65,308	104,607

The above equity and derivative investments at 31 December 2018 were classified as financial assets at fair value through profit or loss as they were held for trading.

於二零一八年十二月三十一日，上述權益及衍生投資分類為透過損益以公平值列賬之金融資產，乃由於其持作買賣。

27. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES**27. 現金及現金等值物以及受限制銀行存款**

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	363,182	128,901
Time deposits	定期存款	412,691	342,535
		775,873	471,436
Less: Restricted bank balances	減：受限制銀行存款	(11,755)	–
Cash and cash equivalents	現金及現金等值物	764,118	471,436



27. CASH AND CASH EQUIVALENTS AND RESTRICTED BANK BALANCES (continued)

At 31 December 2018, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$757,717,000 (2017: HK\$416,736,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted bank balances are deposited with creditworthy banks with no recent history of default.

28. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within 3 months	三個月內	10,974	12,603
Over 3 months	三個月以上	8,364	4,275
		19,338	16,878

The trade payables are non-interest-bearing and are normally settled on terms of 3 to 6 months.

27. 現金及現金等值物以及受限制銀行存款(續)

於二零一八年十二月三十一日，本集團以人民幣(「人民幣」)計值之現金及銀行結餘為757,717,000港元(二零一七年：416,736,000港元)。人民幣不可自由兌換為其他貨幣，惟根據中國內地外匯管理條例，以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯交易業務的銀行將人民幣兌換為其他貨幣。

銀行存款按根據每日銀行存款利率釐定的浮動利率計息。短期定期存款視乎本集團的即時現金需求按介乎一日至三個月之不同期間作出，並按各自短期定期存款利率賺取利息。銀行結餘及受限制銀行存款存入最近並無拖欠記錄且信譽良好的銀行。

28. 應付貿易賬款

於報告期末，應付貿易賬款根據發票日期的賬齡分析如下：

應付貿易賬款為免息及一般於三至六個月內結付。

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29. OTHER PAYABLES AND ACCRUALS

29. 其他應付款項及應計費用

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current:	即期：			
Receipt in advance	已收墊款		–	26,085
Contract liabilities	合約負債	(a)	37,612	–
Consideration payable	應付代價		5,706	5,982
Contingent consideration payable	應付或然代價		4,053	5,178
Consideration deposits	代價按金		37,663	39,478
Other payables	其他應付款項	(b)	107,648	97,530
Accruals	應計費用		3,687	4,484
			196,369	178,737
Non-current:	非即期：			
Contract liabilities	合約負債	(a)	1,353	–
Other payables and accruals	其他應付款項及 應計費用		2,694	2,768
Contingent consideration payable	應付或然代價		–	6,772
			4,047	9,540
			200,416	188,277

Notes:

- (a) Details of contract liabilities as at 31 December 2018 and 1 January 2018 are as follows:

附註：

- (a) 於二零一八年十二月三十一日及二零一八年一月一日，合約負債的詳情如下：

		31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元	1 January 2018 二零一八年 一月一日 HK\$'000 千港元
Short-term advances received from customers	自客戶接獲的短期墊款		
Sale of goods	銷售商品	37,612	26,085
Contract liabilities received from customers	自客戶接獲的合約負債		
Sale of goods	銷售商品	1,353	–
Total contract liabilities	總合約負債	38,965	26,085

Contract liabilities include short-term advances received to deliver goods. The increase in contract liabilities in 2018 was mainly due to the increase in short-term advances received from customers in relation to the sale of goods at the end of the year.

合約負債包括交付商品所收取的短期墊款。合約負債於二零一八年增加，乃主要由於自客戶接獲有關銷售商品的短期墊款於年末有所增加。

- (b) Other payables are non-interest-bearing and have an average term of three months.

- (b) 其他應付款項為免息，平均年期為三個月。



30. INTEREST-BEARING BANK AND OTHER BORROWINGS

30. 計息銀行及其他借款

		2018 二零一八年			2017 二零一七年		
		Effective interest rate (%) 實際利率(%)	Maturity 到期日	HK\$'000 千港元	Effective interest rate (%) 實際利率(%)	Maturity 到期日	HK\$'000 千港元
Current	即期						
Bank loans – secured	銀行貸款 — 有抵押	4.35-5.23	2019 二零一九年	39,375	5.22	2018 二零一八年	35,889
Current portion of long term bank loans – secured	長期銀行貸款之 即期部分 — 有抵押	4.90-6.65	2019 二零一九年	25,108	4.90-5.22	2018 二零一八年	35,890
Other loans – unsecured	其他貸款 — 無抵押	5.60	On demand 按要求	5,112	4.35-5.60	On demand – 2018 按要求 — 二零一八年	9,762
				69,595			81,541
Non-current	非即期						
Bank loans – secured	銀行貸款 — 有抵押	4.90-6.65	2020 二零二零年	117,553	4.90	2019-2024 二零一九年至 二零二四年	161,503
				187,148			243,044
Analysed into:		分析為：			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	
Bank loans and overdrafts repayable:		應償還銀行貸款及透支：					
Within one year or on demand		須於一年內或按要求償還		64,483		71,779	
In the second year		於第二年內償還		117,553		68,190	
In the third to the fifth year, inclusive		須於第三至第五年內 (包括首尾兩年)償還		—		45,460	
Beyond fifth years		第五年以後償還		—		47,853	
				182,036		233,282	
Other borrowings repayable:		應償還其他借款：					
On demand		按要求償還		5,112		9,762	
				187,148		243,044	

30. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

Notes:

- (a) Certain of the Group's bank loans were secured by:
- (i) mortgages over the investment properties situated in the PRC, which had an aggregate carrying amount at the end of the reporting period of HK\$367,838,000 (2017: HK\$328,987,000);
 - (ii) mortgages over a land use right, which had an aggregate carrying amount at the end of the reporting period of HK\$239,545,000 (2017: HK\$153,477,000);
 - (iii) As at 31 December 2018, there was no mortgage over the property under development (2017: HK\$105,150,000);
 - (iv) the pledge of certain of the Group's time deposits amounting to HK\$5,706,000 (2017: Nil); and
 - (v) mortgages over a building situated in the PRC, which had an aggregate carrying amount at the end of the reporting period of HK\$57,394,000 (2017: HK\$62,940,000).

In addition, as at 31 December 2018, the Group's bank loans of HK\$30,815,000 were guaranteed by certain third parties (2017: HK\$53,835,000).

- (b) As at 31 December 2018 and 2017, all borrowings were denominated in RMB.
- (c) The Group's other loans are borrowed from a non-controlling shareholder of a subsidiary of the Company, which are unsecured, bear interest at 5.60% per annum and are repayable on demand (2017: 4.35% per annum for one year and 5.60% per annum and are repayable on demand, respectively).

30. 計息銀行及其他借款(續)

附註：

- (a) 本集團若干銀行貸款以下列方式抵押：
- (i) 由位於中國之投資物業抵押，其於本報告期末之總賬面值為367,838,000港元(二零一七年：328,987,000港元)；
 - (ii) 由土地使用權抵押，其於本報告期末之總賬面值為239,545,000港元(二零一七年：153,477,000港元)；
 - (iii) 於二零一八年十二月三十一日，概無抵押發展中物業(二零一七年：105,150,000港元)；
 - (iv) 抵押本集團為數5,706,000港元(二零一七年：無)的定期存款；及
 - (v) 由位於中國的樓宇抵押，其於本報告期末之總賬面值為57,394,000港元(二零一七年：62,940,000港元)。

此外，於二零一八年十二月三十一日，本集團為數30,815,000港元(二零一七年：53,835,000港元)之貸款由若干第三方擔保。

- (b) 於二零一八年及二零一七年十二月三十一日，所有借款均以人民幣計值。
- (c) 本集團之其他貸款乃自本公司一間附屬公司之非控股股東借取，其為無抵押、按5.60%之年利率計息，並須按要求償還(二零一七年：分別一年按年利率4.35%及5.60%之年利率，並須按要求償還)。

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31. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

31. 遞延稅項

遞延稅項負債及資產於年內之變動如下：

遞延稅項負債

			Fair value adjustments arising from acquisition of subsidiaries	Depreciation allowance in excess of related depreciations	Revaluation of investment properties	Fair value adjustments of financial assets at FVPL 透過損益 以公平值 列賬之金融 資產之公平值 調整	Total
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日		141,146	–	60,138	–	201,284
Disposal of a subsidiary	收購一間附屬公司	35	(70,161)	–	–	–	(70,161)
Deferred tax	年內計入損益的						
credited to profit or	遞延稅項						
loss during the year			(2,217)	–	(2,948)	–	(5,165)
Exchange differences	匯兌差額		7,131	–	4,107	–	11,238
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日		75,899	–	61,297	–	137,196
Deferred tax charged/ (credited) to profit or	年內於損益內扣除/ (計入損益)的	10	(3,701)	571	19,248	1,129	17,247
loss during the year	遞延稅項		(3,405)	(21)	(3,540)	(41)	(7,007)
Exchange differences	匯兌差額						
At 31 December 2018	於二零一八年 十二月三十一日		68,793	550	77,005	1,088	147,436

31. DEFERRED TAX (continued)

The Group has tax losses arising in Mainland China of HK\$223,424,000 (2017: HK\$277,195,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of the above items as they have arisen in subsidiaries that have been loss making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2018, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries and associates established in Mainland China. In the opinion of the directors of the Company, it is not probable that these subsidiaries and associates will distribute such earnings in the foreseeable future. There were no temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised at 31 December 2018 (2017: Nil).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

31. 遞延稅項(續)

本集團於中國內地產生223,424,000港元(二零一七年：277,195,000港元)之稅項虧損，可在一至五年內抵銷未來應課稅溢利。

並無就上述項目確認遞延稅項資產，原因為有關項目乃源自已虧損一段時間之附屬公司，且被視作不可能有應課稅溢利可供用作抵銷稅項虧損。

根據中國企業所得稅法，就向外國投資者宣派於中國內地成立之外資企業的股息徵收10%預扣稅。有關規定自二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後所產生之盈利。倘中國內地與外國投資者所屬司法權區之間定有稅務優惠則可按較低預扣稅率繳稅。本集團的適用比率為10%。因此，本集團須就該等於中國內地成立的附屬公司就二零零八年一月一日起產生之盈利而分派之股息繳交預扣稅。

於二零一八年十二月三十一日，本集團並無就本集團在中國內地成立的附屬公司及聯營公司須繳交預扣稅的未匯出盈利確認遞延稅項負債。本公司董事認為，此等附屬公司及聯營公司於可見將來分派該等盈利的機會不大。於二零一八年十二月三十一日，並無因在中國內地的附屬公司的投資而產生的未被確認為遞延稅項負債的暫時差額(二零一七年：無)。

本公司向其股東派付的股息毋須繳納所得稅。

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32. SHARE CAPITAL Shares

32. 股本 股份

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Authorised: 10,000,000,000 ordinary shares of HK\$0.2 each (2017: 10,000,000,000 of HK\$0.2 each)	法定： 10,000,000,000股 每股面值0.2港元之 普通股(二零一七年： 10,000,000,000股 每股面值0.2港元)	2,000,000	2,000,000
Issued and fully paid: 6,061,399,027 ordinary shares of HK\$0.2 each (2017: 6,048,240,277 of HK\$0.2 each)	已發行及繳足： 6,061,399,027股 每股面值0.2港元 (二零一七年： 6,048,240,277股 每股面值0.2港元)之普通股	1,212,280	1,209,648

A summary of movements in the Company's share capital is as follows:

本公司股本之變動概要如下：

		Notes 附註	Number of shares in issue 已發行 股份數目 '000 shares 千股	Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日		6,172,892	1,234,578	1,805,149	3,039,727
Issue of consideration shares	發行代價股份	(a)	16,060	3,212	6,263	9,475
Shares repurchased and cancelled	購回及註銷股份	(b)	(140,712)	(28,142)	(43,656)	(71,798)
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日		6,048,240	1,209,648	1,767,756	2,977,404
Issue of consideration shares	發行代價股份	(a)	13,159	2,632	2,632	5,264
At 31 December 2018	於二零一八年 十二月三十一日		6,061,399	1,212,280	1,770,388	2,982,668

32. SHARE CAPITAL (continued)

Shares (continued)

Notes:

(a) Issue of consideration shares

On 26 April 2018, the Company allotted and issued an aggregate of 13,158,750 new ordinary shares of the Company at HK\$0.4 per share as the second instalment of the share consideration for the acquisition of Beijing Spirit. The aggregate fair value of the 13,158,750 ordinary shares, determined by reference to the closing quoted market price of the Company's shares on the Stock Exchange at the issuance date, amounted to HK\$5,264,000, of which HK\$2,632,000 and HK\$2,632,000 were credited to the share capital and share premium account of the Company, respectively.

On 26 April 2017, the Company issued and allotted an aggregate of 13,158,750 new ordinary shares of the Company at HK\$0.59 per share as the first instalment of the share consideration for the acquisition of Beijing Spirit. The aggregate fair value of the 13,158,750 ordinary shares, determined by reference to the closing quoted market price of the Company's shares on the Stock Exchange at the issuance date, amounted to HK\$7,763,000, of which HK\$2,632,000 and HK\$5,131,000 were credited to the share capital and share premium account of the Company, respectively.

On 28 April 2017, the Company issued and allotted an aggregate of 2,901,183 new ordinary shares of the Company at HK\$0.59 per share as the second instalment of the share consideration for the acquisition of Golden Sun. The aggregate fair value of the 2,901,183 ordinary shares, determined by reference to the closing quoted market price of the Company's shares on the Stock Exchange at the issuance date, amounted to HK\$1,712,000, of which HK\$580,000 and HK\$1,132,000 were credited to the share capital and share premium account of the Company, respectively.

(b) Shares repurchased

The Company purchased 140,712,000, in aggregate, of its shares on the Stock Exchange at a total consideration of HK\$71,798,000, in aggregate, which were cancelled during the year 2017.

32. 股本(續)

股份(續)

附註：

(a) 發行代價股份

於二零一八年四月二十六日，本公司按每股0.4港元之價格配發及發行合共13,158,750股本公司新普通股，作為收購北京思義的股份代價之第二期付款。13,158,750股普通股之總公平值（經參考本公司股份於發行日期在聯交所所報之收市價而釐定）為5,264,000港元，當中2,632,000港元及2,632,000港元分別計入本公司的股本及股份溢價賬。

於二零一七年四月二十六日，本公司按每股0.59港元之價格發行及配發合共13,158,750股本公司新普通股，作為收購北京思義的股份代價之第一期付款。13,158,750股普通股之總公平值（經參考本公司股份於發行日期在聯交所所報之收市價而釐定）為7,763,000港元，當中2,632,000港元及5,131,000港元分別計入本公司的股本及股份溢價賬。

於二零一七年四月二十八日，本公司按每股0.59港元之價格發行及配發合共2,901,183股本公司新普通股，作為收購金太陽的股份代價之第二期付款。2,901,183股普通股之總公平值（經參考本公司股份於發行日期在聯交所所報之收市價而釐定）為1,712,000港元，當中580,000港元及1,132,000港元分別計入本公司的股本及股份溢價賬。

(b) 購回股份

本公司於聯交所合共購買其140,712,000股股份，總代價合共為71,798,000港元，並已於二零一七年內註銷。



33. SHARE-BASED COMPENSATION SCHEMES

Share option schemes

2002 Scheme

Effective from 26 April 2002, the Company operated a share option scheme (the "2002 Scheme") for the purposes of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the 2002 Scheme included (i) any employee or proposed employee (whether full time or part time, including any executive director but not any non-executive director) of the Company, any of its subsidiaries or any entity ("Invested Entity") in which any member of the Group holds any equity interest; (ii) any non-executive director or proposed non-executive director (including independent non-executive director) of the Company, any of its subsidiaries or any Invested Entity; (iii) any supplier or potential supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer or potential customer of the Group or any Invested Entity; (v) any person or entity that provides or will provide research, development or other technological support to the Group or any Invested Entity; (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; and (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (viii) any joint venture partner or business alliance that co-operates with any member of the Group or any Invested Entity in any area of business operation or development.

The maximum number of shares issuable upon exercise of the options which may be granted under the 2002 Scheme and any other share option scheme of the Company to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit was subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares as at the date of the grant) in excess of HK\$5 million, within any 12-month period, were subject to shareholders' approval in advance in a general meeting.

33. 以股份為基礎的補償計劃

購股權計劃

二零零二年計劃

本公司於二零零二年四月二十六日開始實行一個購股權計劃(「二零零二年計劃」)，旨在向對本集團業務作出貢獻之合資格參與者提供獎勵及回饋。二零零二年計劃合資格參與者包括(i)本公司或其任何附屬公司或任何本集團任何成員公司持有其任何股本權益之實體(「投資實體」)任何僱員或候任僱員(不論全職或兼職，包括任何執行董事，但不包括非執行董事)；(ii)本公司或其任何附屬公司或任何投資實體任何非執行董事或候任非執行董事(包括獨立非執行董事)；(iii)向本集團任何成員公司或任何投資實體提供或可能提供貨品或服務之任何供應商；(iv)本集團或任何投資實體之任何客戶或準客戶；(v)對本集團或任何投資實體提供或將提供研究、開發或其他技術支援之任何人士或實體；(vi)本集團任何成員公司或任何投資實體之股東或本集團任何成員公司或任何投資實體已發行或擬發行證券之持有人；及(vii)本集團任何成員公司或任何投資實體之任何業務範疇或業務發展之諮詢人(專業或其他)或顧問；及(viii)與本集團任何成員公司或任何投資實體於任何業務營運範疇或發展合作之合營公司夥伴或業務聯盟。

於任何12個月期間，根據二零零二年計劃及本公司任何其他購股權計劃向每名參與者可能授出之購股權於行使後可予發行之股份總數，不得超過當時本公司已發行股本1%。任何進一步授出超出此限額之購股權須經股東於股東大會批准。

向本公司一名董事、主要行政人員或主要股東或彼等各自之任何聯繫人士授出購股權，必須取得獨立非執行董事之事先批准。此外，倘於任何十二個月期間內向主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出超過本公司任何時間之已發行股本0.1%或總值超過(按於授出日期本公司股份的收市價)500萬港元之購股權，必須獲得股東於股東大會事前批准。

33. SHARE-BASED COMPENSATION SCHEMES (continued)

Share option schemes (continued)

2002 Scheme (continued)

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of the grant; and (iii) the nominal value of the Company's shares.

The number and exercise price of the share options were adjusted as a result of the rights issue completed on 10 August 2010.

The 2002 Scheme expired in April 2012. The provisions of the 2002 Scheme shall remain in full force and holders of all options granted under it prior to such termination shall be entitled to exercise the outstanding options pursuant to the terms of it until expiry of the said options.

33. 以股份為基礎的補償計劃(續)

購股權計劃(續)

二零零二年計劃(續)

購股權承授人可於授出日期起計21日內接納授出之購股權，並須就此支付象徵式代價1港元。授出購股權的行使期由董事會決定，自若干歸屬期起至授出購股權日期十年內之日行使。

購股權之行使價由董事釐定，惟不得低於(i)本公司股份於建議授出日期(必定為交易日)在聯交所每日報價表所報收市價；(ii)本公司股份於緊接建議授出日期前五個交易日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份之面值(以最高者為準)。

購股權的數目及行使價因供股於二零一零年八月十日完成而獲調整。

二零零二年計劃於二零一二年四月屆滿。二零零二年計劃之條款將維持十足效力，根據購股權計劃授出的所有購股權的持有人在有關終止前，均有權根據該計劃的條款行使未行使之購股權，直至上述購股權屆滿為止。



33. SHARE-BASED COMPENSATION SCHEMES (continued)

Share option schemes (continued)

2002 Scheme (continued)

The following share options were outstanding under the 2002 Scheme during the year:

		2018 二零一八年		2017 二零一七年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	0.954	4,838	0.954	4,838
Lapsed during the year	年內失效	0.954	(4,838)	—	—
At 31 December	於十二月三十一日	—	—	—	4,838

The exercise prices and exercise periods of the share options outstanding as the end of the reporting periods are as follows:

2017

Number of options 購股權數目 '000 千份	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
4,838	0.954	10 January 2010 – 9 January 2018 二零一零年一月十日至 二零一八年一月九日

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

33. 以股份為基礎的補償計劃(續)

購股權計劃(續)

二零零二年計劃(續)

年內，二零零二年計劃項下尚未行使之購股權如下：

於報告期末尚未行使的購股權的行使價及行使期如下：

二零一七年

* 購股權之行使價可根據供股或發行紅股、或本公司股本之其他類似變動而予以調整。

33. SHARE-BASED COMPENSATION SCHEMES (continued)

Share option schemes (continued)

2013 Scheme

On 24 May 2013, the Company adopted a new share option scheme (the "2013 Scheme") to replace the 2002 Scheme. Upon termination of the 2002 Scheme, no share options can be granted under such scheme and holders of all share options granted under it prior to its termination shall be entitled to exercise the outstanding share options pursuant to the terms of it until expiry of such options.

The eligible participants and the terms of the 2013 Scheme are the same as those of the 2002 Scheme.

The following share options were outstanding under the 2013 Scheme during the year:

33. 以股份為基礎的補償計劃(續)

購股權計劃(續)

二零一三年計劃

於二零一三年五月二十四日，本公司採納新購股權計劃(「二零一三年計劃」)以替代二零零二年計劃。於終止二零零二年計劃後，概不就該計劃授出購股權，而於該計劃終止前授出的所有購股權之持有人有權根據該計劃條款行使尚未行使的購股權，直至該等購股權屆滿為止。

二零一三年計劃之合資格參與者及條款與二零零二年計劃相同。

年內，二零一三年計劃項下尚未行使之購股權如下：

		2018 二零一八年		2017 二零一七年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	0.57	353,000	0.57	353,000
Forfeited during the year	年內沒收	0.58	(15,000)	—	—
At 31 December	於十二月三十一日	0.57	338,000	0.57	353,000



33. SHARE-BASED COMPENSATION SCHEMES (continued)

Share option schemes (continued)

2013 Scheme (continued)

The exercise prices and exercise periods of the share options outstanding as the end of the reporting periods are as follows:

2018

Number of options 購股權數目 '000 千份	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
166,500	0.61	note (a) 附註(a)
171,500	0.53	note (b) 附註(b)
338,000		

2017

Number of options 購股權數目 '000 千份	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
176,500	0.61	note (a) 附註(a)
176,500	0.53	note (b) 附註(b)
353,000		

33. 以股份為基礎的補償計劃(續)

購股權計劃(續)

二零零二年計劃(續)

於報告期末尚未行使的購股權之行使價及行使期如下：

二零一八年

二零一七年

33. SHARE-BASED COMPENSATION SCHEMES (continued)

Share option schemes (continued)

2013 Scheme (continued)

Notes:

- (a) First 30% of the options granted are vested in one year from 2 April 2015, second 30% of the options granted will be vested in two years from 2 April 2015 and the remaining 40% of the options granted will be vested in three years from 2 April 2015. Upon the lapse of the vesting period, the share options are exercisable until 1 April 2025.
- (b) First 30% of the options granted will be vested in one year from 28 January 2016, second 30% of the options granted will be vested in two years from 28 January 2016 and the remaining 40% of the options granted will be vested in three years from 28 January 2016. Upon the lapse of the vesting period, the share options are exercisable until 27 January 2026.

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The Group recognised a share option expense of HK\$5,689,000 during the year ended 31 December 2018 (2017: HK\$17,758,000).

No other feature of the options granted was incorporated into the measure of the fair value.

At the end of the reporting period, the Company had 338,000,000 share options outstanding. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 338,000,000 additional ordinary shares of the Company and additional share capital of HK\$67,600,000 and share premium of HK\$124,860,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 338,000,000 share options outstanding under the Scheme, which represented approximately 5.6% of the Company's shares in issue as at that date.

As at 31 December 2018, the total number of shares available for issue under the 2013 Scheme (save for those granted but not yet exercised) is 438,390,000, representing approximately 7.2% of the Company's shares in issue as at that date.

33. 以股份為基礎的補償計劃(續)

購股權計劃(續)

二零一三年計劃(續)

附註：

- (a) 首30%授出之購股權於二零一五年四月二日起計一年內歸屬，第二批30%購股權將於二零一五年四月二日起計兩年內歸屬，而餘下40%購股權將於二零一五年四月二日起計三年內歸屬。於歸屬期失效後，購股權直至二零二五年四月一日均可行使。
- (b) 首30%授出之購股權將於二零一六年一月二十八日起計一年內歸屬，第二批30%購股權將於二零一六年一月二十八日起計兩年內歸屬，而餘下40%購股權將於二零一六年一月二十八日起計三年內歸屬。於歸屬期失效後，購股權直至二零二六年一月二十七日均可行使。

* 購股權之行使價可根據供股或發行紅股或本公司股本之其他類似變動而予以調整。

本集團於截至二零一八年十二月三十一日止年度確認購股權開支5,689,000港元(二零一七年：17,758,000港元)。

已授出購股權之其他特色概無納入公平值之計算中。

於報告期末，本公司有338,000,000份購股權尚未行使。根據本公司現行資本結構，悉數行使尚未行使的購股權將導致發行338,000,000股本公司新普通股及增加67,600,000港元的股本及124,860,000港元之股份溢價(未計發行開支)。

於批准財務報表當日，本公司根據該計劃共有338,000,000份尚未行使購股權，佔本公司於該日的已發行股份約5.6%。

於二零一八年十二月三十一日，根據二零一三年計劃可供發行的股份總數(除已授出但尚未行使的股份)為438,390,000股，相當於本公司於該日已發行股份約7.2%。



34. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 75 to 76 of the financial statements.

Equity-settled share-based payment reserve

The Company operates two share option schemes as part of the benefits to its employees. The share-based payment reserve comprises the fair value of share options which are yet to be exercised granted which are unvested, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the consolidated financial statements. The amount will be either transferred to the share premium account when the related share options are exercised or be transferred to retained earnings should the related options expire or related options shares be forfeited.

Assets revaluation reserve

The asset revaluation reserve arose from the change in use from owner-occupied properties to investment properties carried at fair value.

PRC statutory surplus reserve

Subsidiaries of the Company established in the PRC are required to make appropriations to a certain statutory surplus reserve, namely the reserve funds, from their statutory profit for the year after offsetting accumulated losses as determined under the PRC accounting regulations from prior years and before profit distribution to equity holders. The percentage to be appropriated to such statutory reserve funds is determined according to the relevant regulations in the PRC at 10% or at the discretion of the boards of directors of the respective companies.

34. 儲備

本集團之儲備金額及其於本年度及過往年度之變動於財務報表第75至76頁之綜合權益變動表呈列。

股權結算以股份為基礎付款儲備

本公司設有兩項購股權計劃，以作為其僱員福利的一部分。以股份為基礎付款儲備包括尚未行使已授出的購股權，詳述於綜合財務報表附註2.4股份為基礎付款交易之會計政策。當行使相關購股權時，該金額將轉撥至股份溢價，或倘相關購股權到期或相關購股權股份被註銷時導致轉撥至保留盈利時，則該金額將轉撥至股份獎勵計劃賬所持股份。

資產重估儲備

資產重估儲備源自將自用物業用途更改為按公平值列賬之投資物業。

法定盈餘儲備

本公司於中國成立的附屬公司須自其年內法定利潤(抵銷根據中國會計法規計算的過往年度累計虧損後及向股本持有人作出利潤分派前)向若干法定盈餘儲備(即儲備金)撥款。將向該等法定儲備金作出的撥款比例根據中國相關法規以10%的比率或由各間公司的董事會酌情釐定。

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

35. DISPOSAL OF SUBSIDIARIES

35. 出售附屬公司

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net assets disposed of:	已出售之資產淨值：			
Property, plant and equipment	物業、廠房及設備	13	7,539	137,753
Prepaid land lease payment	預付土地租金	15	—	702,304
Property under development	發展中物業	22	323,296	—
Goodwill	商譽	16	—	52,785
Investments in associates	於聯營公司之投資		60,630	—
Equity investments designated at FVOCI	指定為透過公平值以其他全面收益列賬之權益投資		2,273	—
Inventories	存貨		187	—
Cash and bank balances	現金及銀行結餘		2,127	3,765
Financial assets at FVPL	透過公平值以損益列賬之金融資產		4,170	—
Trade receivables	應收貿易賬款		110	—
Prepayments and other receivables	預付款項及其他應收款項		13,548	23,304
Trade payables	應付貿易賬款		(928)	—
Other payables and accruals	其他應付款項及應計費用		(130,632)	(539,184)
Interest-bearing bank borrowings	計息銀行借款	36	(125,585)	—
Deferred tax liabilities	遞延稅項負債	31	—	(70,161)
Non-controlling interests	非控股權益		7,391	—
			164,126	310,566
Exchange fluctuation reserve	外匯波動儲備		2,084	30,595
Capital reserve	資本儲備		1,117	—
Recognition of non-controlling interests	確認非控股權益		1,147	—
			168,474	341,161
Gain on disposal of subsidiaries	出售附屬公司之收益	5	223,899	576,121
			392,373	917,282
Satisfied by:	以下列方式償付：			
Cash	現金		308,208	917,282
Fair value of interests retained by the Group	本集團保留權益之公平值		84,165	—
			392,373	917,282

**35. DISPOSAL OF SUBSIDIARIES (continued)**

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash consideration	現金代價	308,208	917,282
Cash and bank balances disposed of	已出售之現金及銀行結餘	(2,127)	(3,765)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及現金等值物流入淨額	306,081	913,517

35. 出售附屬公司(續)

有關出售附屬公司之現金及現金等值物流入淨額之分析如下：

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Changes in liabilities arising from financing activities**

		Bank and other loans 銀行及其他貸款	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January	於一月一日	243,044	182,835
Changes from financing cash flows	融資現金流量變動	73,496	47,452
Disposal of subsidiaries	出售附屬公司	(125,585)	–
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(3,807)	12,757
At 31 December	於十二月三十一日	187,148	243,044

36. 綜合現金流量表附註**(a) 融資活動產生的負債變動**

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)**(b) Total taxes paid**

The total taxes paid during the year were:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Operating activities:	經營活動：		
PRC profit tax paid	已付中國所得稅	5,299	2,221
Investing activities:	投資活動：		
PRC profit tax paid	已付中國所得稅	98,179	69,198
Hong Kong profits tax paid	已付香港利得稅	—	2,361
		98,179	71,559

37. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Guarantees given to a bank in connection with bank loan granted to an associate	就授予一間聯營公司的銀行貸款而向銀行作出的擔保	123,260	—

As at 31 December 2018, the banking loan guaranteed by the Group to an associate was utilised to the extent of approximately HK\$123,260,000 (2017: Nil).

36. 綜合現金流量表附註(續)**(b) 已付稅項總額**

年內已付稅項總額：

37. 或然負債

於報告期末，在財務報表未作撥備的或然負債如下：

於二零一八年十二月三十一日，由本集團作擔保授予一間聯營公司的銀行貸款約123,260,000港元(二零一七年：無)。



38. PLEDGE OF ASSETS

Details of the Group's bank loans, which are secured by the assets of the Group, are included in note 30 to the consolidated financial statements.

38. 資產抵押

本集團之銀行貸款詳情(由本集團之資產擔保)載於綜合財務報表附註30。

39. OPERATING LEASES ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 14) under operating lease arrangements, with leases negotiated for terms ranging from one to twenty years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

39. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排出租其投資物業(附註14)，經磋商的租期介乎一年至二十年。租約條款一般亦要求租戶支付保證金及訂明可根據當時市況定期對租金作出調整。

於二零一八年十二月三十一日，本集團根據與其租戶訂立的不可撤銷經營租賃於下列期間到期的未來最低租賃應收款項總額如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	22,556	17,772
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	91,398	50,279
After five years	五年後	105,638	124,955
		219,592	193,006

39. OPERATING LEASES ARRANGEMENTS (continued)**(b) As lessee**

The Group leases certain of its office properties and staff quarters under operating lease arrangements, with leases negotiated for terms ranging from one to three years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	5,431	4,808
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	1,139	924
		6,570	5,732

40. COMMITMENTS

In addition to the operating lease commitments detailed in note 39(b) above, the Group had the following capital commitments at the end of the reporting period:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Land and buildings	土地及樓宇	63,266	425,685

39. 經營租賃安排(續)**(b) 作為承租人**

本集團根據經營租賃安排租用若干辦公室物業及員工宿舍，經磋商租期介乎一至三年。

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃於下列期間到期的未來最低租賃付款總額如下：

40. 承擔

除上文附註39(b)詳述的經營租賃承擔，本集團於報告期末的資本承擔如下：



41. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

41. 關連方交易

- (a) 除該等財務報表其他章節詳述之交易外，本集團於年內與關連方進行以下交易：

			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Notes 附註			
Interest income from a director		來自一名董事之利息收入		
Interest income from a company	(i)	來自本公司一名為控股股東	3,140	5,304
which a director of the Company		的董事之利息收入		
is a controlling shareholder			—	687
Interest income from a company		來自一間由本公司董事		
which is jointly controlled by the		共同控制的公司之		
directors of the Company	(ii)	利息收入	8,166	3,868

41. RELATED PARTY TRANSACTIONS (continued)**(a) (continued)**

- (i) On 28 October 2016, the Group entered into a loan facility agreement with Mr. Wang Zheng Chun, a director of the Company, pursuant to which, the Group provided a loan of HK\$135,000,000 for a term of twelve months, bearing interest at 4.5% per annum. A handling fee of HK\$1,200,000 was charged and deducted upon the first drawing of the loan facility. On 30 June 2017 and 1 November 2017, HK\$20,950,000 and HK\$52,050,000 of the loan facility, respectively were received and HK\$5,725,000 of the related interest receivable was received. The Group provided a loan extension of the remaining principal of HK\$62,000,000 for a term of twelve months, bearing interest at 6.0% per annum. The remaining principal of HK\$62,000,000 and the relevant interest receivable of HK\$591,000 as at 31 December 2017 were collected during the year ended 31 December 2018.
- (ii) On 17 July 2017, the Group entered into a loan facility agreement with Jinfu N.A. Real Estate Investment Limited ("Jinfu N.A."), a company partly invested by Mr. Zhu Shi Xing, Mr. Gu Shan Chao and Mr. Liu Xue Heng, the executive directors of the Company, pursuant to which, the Group provided to Jinfu N.A. a loan of CAD13,400,000 (equivalent to approximately HK\$84,019,000), which is due on 20 July 2020 bearing interest at 10% per annum. On 20 July 2017, the Group entered into a loan facility supplementary agreement with Jinfu N.A. and its subsidiary, 1121695 B.C. Ltd., pursuant to which, the borrower of the loan was changed from Jinfu N.A. to 1121695 B.C. Ltd. During the year, the Group earned interest income of CAD1,359,000 (equivalent to approximately HK\$8,166,000) on the loan to 1121695 B.C. Ltd. The remaining principal of HK\$77,049,000 and the relevant interest receivable of HK\$11,386,000 as at 31 December 2018 were guaranteed by Mr. Yu Lu Ning, a third party, Mr. Zhu Shi Xing, Mr. Gu Shan Chao and Mr. Liu Xue Heng.

41. 關連方交易 (續)**(a) (續)**

- (i) 於二零一六年十月二十八日，本集團與本公司董事王正春先生訂立貸款融資協議，據此，本集團提供一筆135,000,000港元之貸款，為期十二個月，並按年利率4.5%計息。已收取1,200,000港元之手續費，並於首次提取貸款融資後扣除。於二零一七年六月三十日及二零一七年十一月一日，已收取為數分別為20,950,000港元及52,050,000港元的貸款融資，而5,725,000港元的相關應收利息亦已收取。本集團就餘下本金額62,000,000港元提供貸款延期，為期12個月，並按年利率6.0%計息。於二零一七年十二月三十一日，餘下本金額62,000,000港元以及相關應收利息591,000港元已於截至二零一八年十二月三十一日止年度期間收回。
- (ii) 於二零一七年七月十七日，本集團與金富北美不動產投資有限公司（「金富北美」，一間由本公司執行董事祝仕興先生、顧善超先生及劉學恒先生部分投資之公司）訂立貸款融資協議，據此，本集團向金富北美提供一筆為數13,400,000加元（相當於約84,019,000港元）之貸款，於二零二零年七月二十日到期，並按年利率10%計息。於二零一七年七月二十日，本集團與金富北美及其附屬公司1121695 B.C. Ltd. 訂立貸款融資補充協議，據此貸款的借款人由金富北美變更為1121695 B.C. Ltd.。年內，本集團就給予1121695 B.C. Ltd. 的貸款賺取利息收入1,359,000加元（相當於約8,166,000港元）。於二零一八年十二月三十一日餘下本金額77,049,000港元及應收相關利息11,386,000港元由第三方馮魯寧先生、祝仕興先生、顧善超先生及劉學恒先生擔保。

**41. RELATED PARTY TRANSACTIONS (continued)****(b) Outstanding balances with related parties:**

- (i) The Group had an outstanding balance due to a related company of HK\$28,998,000 (2017: HK\$36,558,000) as at the end of the reporting period. This balance is unsecured, interest-free and has no fixed terms of repayment.
- (ii) Details of the Group's loan due from a related party are included in note 41(a) (ii) to the consolidated financial statements.

(c) Compensation of key management personnel of the Group:

In the opinion of the directors, the directors and the chief executive of the Company represented the key management personnel of the Group. Further details of directors' and the chief executive's emoluments are included in note 8 to the consolidated financial statements.

42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2018**Financial assets****41. 關連方交易 (續)****(b) 尚未償還的關連方結餘：**

- (i) 於本報告期末，本集團應付一間關連公司的尚未償還結餘為28,998,000港元(二零一七年：36,558,000港元)。結餘為無抵押、免息及無固定還款期。
- (ii) 本集團應收關連方貸款的詳情載於綜合財務報表附註41(a)(ii)。

(c) 本集團主要管理人員補償：

董事認為，本公司董事及主要行政人員即本集團主要管理人員。有關董事及主要行政人員酬金之進一步詳情載於綜合財務報表附註8。

42. 按類別劃分之金融工具

於本報告期末，各類別金融工具之賬面值如下：

**二零一八年
金融資產**

		Financial assets at FVPL-held for trading 透過損益以公平值列賬之金融資產—持作買賣 HK\$'000 千港元	Equity investments designated at FVOCI 指定為透過其他全面收益以公平值列賬之權益投資 HK\$'000 千港元	Financial assets at amortised cost 按攤銷成本計量的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Equity investments at FVOCI	透過其他全面收益以公平值列賬之權益投資	-	225,494	-	225,494
Trade receivables	應收貿易賬款	-	-	37,565	37,565
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	-	-	296,878	296,878
Financial assets at FVPL	透過損益以公平值列賬之金融資產	65,308	-	-	65,308
Due from related parties	應收關連方款項	-	-	88,435	88,435
Restricted bank balances	受限制銀行存款	-	-	11,755	11,755
Cash and cash equivalents	現金及現金等值物	-	-	764,118	764,118
		65,308	225,494	1,198,751	1,489,553

**42. FINANCIAL INSTRUMENTS BY CATEGORY
(continued)****2018 (continued)**
Financial liabilities**42. 按類別劃分之金融工具(續)****二零一八年(續)**
金融負債

		Financial liabilities at FVPL designated at such upon initial recognition 透過損益以公平值列帳之金融負債於首次確認時按此指定 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付貿易賬款	–	19,338	19,338
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	4,053	116,048	120,101
Due to a related party	應付一名關連方款項	–	28,998	28,998
Interest-bearing bank and other borrowings	計息銀行及其他借款	–	187,148	187,148
		4,053	351,532	355,585



42. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2017
Financial assets

42. 按類別劃分之金融工具(續)

二零一七年
金融資產

		Financial assets at FVPL 透過損益 以公平值 列賬之 金融資產 HK\$'000 千港元	Loans and receivables 貸款及 應收賬款 HK\$'000 千港元	Available- for-sale financial assets 可供出售之 金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments	可供出售投資	–	–	46,151	46,151
Trade receivables	應收貿易賬款	–	28,325	–	28,325
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及 其他資產之金融資產	–	766,863	–	766,863
Financial assets at FVPL	透過損益以公平值列賬之 金融資產	104,607	–	–	104,607
Due from related parties	應收關連方款項	–	149,832	–	149,832
Cash and cash equivalents	現金及現金等值物	–	471,436	–	471,436
		104,607	1,416,456	46,151	1,567,214

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

42. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

2017 (continued)
Financial liabilities

42. 按類別劃分之金融工具(續)

二零一七年(續)
金融負債

		Financial liabilities at FVPL designated as such upon initial recognition 透過損益以公平值列賬之金融負債於初步確認後按此指定 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	貿易應付賬款	–	16,878	16,878
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	11,950	106,280	118,230
Due to a related party	應付一名關連方款項	–	36,558	36,558
Interest-bearing bank and other borrowings	計息銀行及其他借款	–	243,044	243,044
		11,950	402,760	414,710



43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

43. 金融工具之公平值及公平值層級

本集團的金融工具(不包括該等賬面值與公平值合理相若者)之賬面值與公平值列示如下:

		Carrying amounts 賬面值		Fair values 公平值	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets	金融資產				
Equity investments designated at FVOCI	指定為透過其他全面收益以公平值列賬之權益投資	225,494	–	225,494	–
Financial assets at FVPL	透過損益以公平值列賬之金融資產	65,308	104,607	65,308	104,607
		290,802	104,607	290,802	104,607
Financial liabilities	金融負債				
Consideration payables included in other payables and accruals	計入其他應付款項及應計費用之應付代價	4,053	11,950	4,053	11,950

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Management has assessed that the fair values of cash and cash equivalents, restricted bank balances, trade receivables, amounts due from/to related parties, trade payables, financial assets included in prepayments, other receivables and other assets, interest bearing-bank and other borrowings and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

43. 金融工具之公平值及公平值層級 (續)

管理層已評估現金及現金等價物、受限制銀行存款、應收貿易賬款、應收／應付關連方款項、應付貿易賬款、計入預付款項、其他應收款項及其他資產的金融資產、計息銀行及其他借款以及計入其他應付款項及應計費用的金融負債的公平值與其賬面值相若，主要原因是該等工具的到期年期短。

本集團由財務經理領導的財務部負責釐定金融工具公平值計量的政策及程序。財務經理直接向財務總監及審核委員會報告。於各報告日期，財務部分析金融工具價值變動並釐定估值所用重大輸入數據。估值由財務總監審核及審批。估值程序及結果每年與審核委員會討論兩次，供中期及年度財務報告之用。

除被迫或清盤出售外，金融資產及負債的公平值是由自願訂約方之間進行現有交易中該工具之可交換金額。以下方法及假設已用於估計公平值：



43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair value of a listed equity investment is based on quoted market prices. The fair values of the fund investments are based on value quoted by the relevant institutions. The fair value of a derivative instrument is estimated using the Black-Scholes model with the underlying equity interest value determined under the income approach. The fair value of an unlisted equity investment designated at FVOCI is based on the external transaction in the investee's equity, such as a fresh issue of equity. The fair value of the other unlisted equity investment designated at FVOCI, which was previously classified as available-for-sale equity investments, have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and calculates an appropriate price multiple, such as the price to book value ("P/B") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an asset measure. The P/B multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For the fair value of the unlisted equity investments at FVOCI, which were previously classified as available-for-sale equity investments, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model and has quantified this as a reduction in fair value of approximately HK\$4,476,000, using less favourable assumptions, and an increase in fair value of approximately HK\$4,476,000, using more favourable assumptions.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a quoted price.

43. 金融工具之公平值及公平值層級 (續)

上市權益投資的公平值按所報市價計算。基金投資的公平值按相關機構所報價值計算。衍生工具的公平值使用收入法項下之柏力克－舒爾斯期權定價模式連同相關已釐定股權價值進行估計。指定為透過其他全面收益以公平值列賬之非上市權益投資的公平值以被投資方之股權之外部交易計算(如新發行之股權)。指定為透過其他全面收益以公平值列賬之其他非上市權益投資的公平值(過往分類為可供出售的權益投資)乃使用市場估值技巧並基於並非由可觀察市場價格或比率支持的假設估計。有關估值要求董事根據行業、規模、槓桿及策略釐定可資比較公眾公司(同業)，並計算各已識別的可資比較公司之合適價格倍數(例如市賬率(「市賬率」)倍數)。有關倍數乃按可資比較公司的企業價值除以資產措施計算。市賬率倍數其後根據公司具體的事實及情況按可資比較公司之間的低流動性及規模差異等考慮因素貼現。董事相信，估值方法得出的估計公平值(於財務狀況入賬)及公平值的相關變動(於其他全面收益中入賬)屬合理，並為本報告期末最恰當的估值。

就透過其他全面收益以公平值列賬之非上市權益投資(過往分類為可供出售權益投資)之公平值而言，管理層已估計採用合理可行替代方案作為估值模式之輸入數據之潛在影響，並已使用較遜假設將該影響量化為公平值減少約4,476,000港元，而用更佳假設則量化為公平值增加約4,476,000港元。

本集團投資於非上市投資，即中國內地銀行發行的理財產品。本集團已使用報價以估計該等非上市投資的公平值。

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2018 and 2017:

43. 金融工具之公平值及公平值層級 (續)

以下為於二零一八年及二零一七年十二月三十一日對金融工具估值的重大不可觀察輸入值及定量敏感度分析：

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入值	Range 幅度	Sensitivity of fair value to the input 公平值對輸入值之敏感度
Unlisted equity investments (2017: Unlisted available-for-sale equity investments)	Valuation multiples	Average P/B multiple of peers	2018: 1.1907 to 1.3160 (2017: Nil)	5% (2017: Nil) increase/decrease in multiple would result in increase/decrease in fair value by 3,553,000 (2017: Nil)
非上市權益投資 (二零一七年：非上市可供出售權益投資)	估值倍數	同業的平均市賬率倍數	二零一八年：1.1907至1.3160 (二零一七年：無)	倍數上升／下降5% (二零一七年：無)將導致公平值增加／減少3,553,000元 (二零一七年：無)
		Discount for lack of marketability	2018: 22% to 24% (2017: Nil)	1% (2017: Nil) increase/decrease in discount would result in decrease/increase in fair value by 923,000 (2017: Nil)
		缺乏市場流通性折讓	二零一八年：22%至24% (二零一七年：無)	折讓上升／下降1% (二零一七年：無)將導致公平值減少／增加923,000元 (二零一七年：無)



43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2018

43. 金融工具之公平值及公平值層級 (續)

缺乏市場流通性折讓指本集團所釐定市場參與者於為投資定價時會考慮之溢價及折讓金額。

公平值層級

下表說明本集團之金融工具之公平值計量層級：

以公平值計量之資產：

於二零一八年十二月三十一日

		Fair value measurement using 使用以下輸入值之公平值計量			Total 總計
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	
Equity investments designated at FVOCI	指定為透過其他全面 收益以公平值 列賬之權益投資	68,459	–	157,035	225,494
Financial assets at FVPL	透過損益以公平值 列賬之金融資產	–	–	65,308	65,308
		68,459	–	222,343	290,802

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)**Fair value hierarchy (continued)**

As at 31 December 2017

		Fair value measurement using 使用以下輸入值之公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVPL	透過損益以公平值列賬 之金融資產	71,760	–	32,847	104,607

The movements in fair value measurements within Level 3 during the year are as follows:

於年內，第三級公平值計量的變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Equity investments at FVOCI/ available-for-sale investments – unlisted:	透過其他全面收益以公平值列 帳之權益投資／可供出售投 資—非上市：		
At 1 January	於一月一日	46,151	11,295
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號之 影響	(38,025)	–
At 1 January (restated)	於一月一日(經重列)	8,126	11,295
Purchases	購買	174,693	33,385
Losses recognised in other comprehensive income	於其他全面收益確認之 虧損	(23,128)	–
Exchange realignment	匯兌調整	(2,656)	1,471
At 31 December	於十二月三十一日	157,035	46,151



43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

43. 金融工具之公平值及公平值層級 (續)

公平值層級 (續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Equity investments at FVPL/ available-for-sale investments – unlisted:	透過損益以公平值列賬之 權益投資／可供出售投資 — 非上市：		
At 1 January	於一月一日	104,607	134,687
Effect of adoption of HKFRS 9	採納香港財務報告準則 第9號之影響	(33,735)	—
At 1 January (restated)	於一月一日 (經重列)	70,872	134,687
Purchases	購買	2,259	109,992
(Losses)/gains recognised in other income included in profit or loss	於其他收益確認計入損益之 (虧損)／收益	(2,453)	1,169
Disposals	出售	(3,391)	(142,283)
Exchange realignment	匯兌調整	(1,749)	1,042
At 31 December	於十二月三十一日	65,538	104,607

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Liabilities measured at fair value:

As at 31 December 2018

	Fair value measurement using 使用以下輸入值之公平值計量			Total 總計 HK\$'000 千港元
	Quoted prices in active markets (Level 1) 活躍市場 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	
Financial liabilities included in other payables and accruals 計入其他應付款項及應計費用之金融負債	—	—	4,053	4,053

Liabilities for which fair values are disclosed:

As at 31 December 2017

已披露公平值的負債：

於二零一七年十二月三十一日

	Fair value measurement using 使用以下輸入值以公平值計量			Total 總計 HK\$'000 千港元
	Quoted prices in active markets (Level 1) 活躍市場 報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元	
Financial liabilities included in other payables and accruals 計入其他應付款項及應計費用之金融負債	—	—	11,950	11,950



44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The financial assets of the Group mainly include cash and cash equivalents, trade receivables, available-for-sale investments, financial assets at FVPL, equity investments designated at FVOCI, restricted bank balances, amounts due from related parties and deposits and other receivables, which arise directly from its operations. Financial liabilities of the Group mainly include other payables and accruals, an amount due to a related party and interest-bearing bank and other borrowings.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates.

At present, the Group does not intend to hedge its exposure to interest rate fluctuations. However, the Group will constantly review the economic situation and its interest rate risk profile, and will consider appropriate hedging measures in future as may be necessary.

With all other variables held constant, a change in interest rates of 50 basis points per annum would cause a responding change in the Group's profit before tax by approximately HK\$422,000 for the year ended 31 December 2018 (2017: HK\$476,000).

Foreign currency risk

The Group's businesses are located in the PRC and most of the transactions are conducted in RMB.

The Group's exposure to foreign exchange risks was primarily related to bank balances, amounts due from related parties and other receivables denominated in RMB, US\$ and CAD. The Group currently does not have a foreign currency hedging policy. It manages its foreign currency risk by closely monitoring the movements in the foreign currency rates.

44. 財務風險管理之目標及政策

本集團金融資產主要包括直接自其營運所得之現金及現金等值物、應收貿易賬款、可供出售投資、透過損益以公平值列賬之金融資產、指定為透過其他全面收益以公平值列賬之權益投資、受限制銀行存款、應收關連方款項以及按金及其他應收款項。本集團財務負債主要包括其他應付款項及應計費用、應付一名關連方款項以及計息銀行及其他借款。

本集團財務工具之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會檢討並協定管理此等風險之政策，茲概述如下。

利率風險

本集團面對主要與本集團按浮動利率計算之計息銀行借款相關之市場利率變動風險。

現時，本集團無意對沖利率波動風險。然而，本集團將會一直觀察經濟情況及其利率風險狀況，日後如有需要，會考慮採取適當之對沖措施。

於其他變數保持不變的情況下，利率每年出現50基點之變動將導致本集團之除稅前溢利於截至二零一八年十二月三十一日止年度出現約422,000港元(二零一七年：476,000港元)之相應變動。

外幣風險

本集團的業務位於中國且大部分交易以人民幣進行。

本集團所承受的外匯風險主要來自於以人民幣、美元及加元結算的銀行結餘、應收關連方款項及其他應收款項。本集團目前並無外幣對沖政策。其透過密切監察外幣匯率之變動管理其外幣風險。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Foreign currency risk (continued)**

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB, US\$ and CAD exchange rates (against HK\$) on the Group's profit before tax (due to changes in the fair value of monetary assets).

		Increase/ (decrease) in RMB rate 人民幣匯率 上升/(下跌) %	Increase/ (decrease) in CAD rate 加元匯率 上升/(下跌) %	Increase/ (decrease) in US\$ rate 美元匯率 上升/(下跌) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
2018	二零一八年				
If the HK\$ weakens against the RMB	倘港元兌人民幣貶值	5	N/A 不適用	N/A 不適用	67
If the HK\$ strengthens against the RMB	倘港元兌人民幣升值	(5)	N/A 不適用	N/A 不適用	(67)
If the HK\$ weakens against the CAD	倘港元兌加元貶值	N/A 不適用	5	N/A 不適用	5,718
If the HK\$ strengthens against the CAD	倘港元兌加元升值	N/A 不適用	(5)	N/A 不適用	(5,718)
If the HK\$ weakens against the US\$	倘港元兌美元貶值	N/A 不適用	N/A 不適用	5	94
If the HK\$ strengthens against the US\$	倘港元兌美元升值	N/A 不適用	N/A 不適用	(5)	(94)
2017	二零一七年				
If the HK\$ weakens against the RMB	倘港元兌人民幣貶值	5	N/A 不適用	N/A 不適用	84
If the HK\$ strengthens against the RMB	倘港元兌人民幣升值	(5)	N/A 不適用	N/A 不適用	(84)
If the HK\$ weakens against the CAD	倘港元兌加元貶值	N/A 不適用	5	N/A 不適用	5,340
If the HK\$ strengthens against the CAD	倘港元兌加元升值	N/A 不適用	(5)	N/A 不適用	(5,340)
If the HK\$ weakens against the US\$	倘港元兌美元貶值	N/A 不適用	N/A 不適用	5	110
If the HK\$ strengthens against the US\$	倘港元兌美元升值	N/A 不適用	N/A 不適用	(5)	(110)

44. 財務風險管理之目標及政策(續)**外幣風險(續)**

下表列出於本報告期末本集團之除稅前溢利對於人民幣、美元及加元匯率(兌港元)在合理範圍內因貨幣資產之公平值變動而可能出現之變動的敏感度。



44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging as at 31 December 2018

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2018. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

		12-month ECLs 12個月預期信 貸虧損	Lifetime ECLs 全期預期信貸虧損			
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化方法 HK\$'000 千港元	HK\$'000 千港元
Trade receivables*	應收貿易賬款*	-	-	-	37,565	37,565
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收 款項及其他資產之 金融資產					
- Normal**	- 正常**	252,056	-	-	-	252,056
- Doubtful**	- 存疑**	-	-	44,822	-	44,822
Due from related parties	應收關連方款項	88,435	-	-	-	88,435
Restricted bank balances	受限制銀行存款					
- Not yet past due	- 尚未逾期	11,755	-	-	-	11,755
Cash and cash equivalent	現金及現金等值物					
- Not yet past due	- 尚未逾期	764,118	-	-	-	764,118
		1,116,364	-	44,822	37,565	1,198,751

44. 財務風險管理之目標及政策(續)

信貸風險

本集團僅與具知名度及良好信譽之第三方進行交易。在本集團之政策下，應收款項結餘乃按持續基準監察，故本集團所承受之壞賬風險並不重大。

於二零一八年十二月三十一日的最高風險及年末階段

下表載列根據本集團信貸政策並主要基於逾期資料(除非其他資料毋須付出過多成本或努力即可獲得)釐定的信貸質素及最高風險以及年末階段分類。所呈報的金額為金融資產的總賬面值及財務擔保合約的信貸風險敞口。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**Maximum exposure and year-end staging as at 31 December 2018 (continued)**

- * For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 23 to the financial statements.
- ** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Maximum exposure as at 31 December 2017

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, trade receivables, available-for-sale investments, financial assets at FVPL, amounts due from related parties and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The maturity profile of the Group's as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2018 二零一八年		
		On demand or within 1 year 按要求或一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息銀行及其他借款	76,705	120,750	197,455
Trade payables	應付貿易賬款	19,338	–	19,338
Other payables	其他應付款項	118,709	2,694	121,403
		214,752	123,444	338,196

44. 財務風險管理之目標及政策(續)**於二零一八年十二月三十一日的最高風險及年末階段(續)**

- * 就本集團應用簡化方法評估減值的應收貿易賬款而言，基於撥備矩陣的資料於財務報表附註23披露。
- ** 倘計入預付款項、其他應收款項及其他資產的金融資產並無逾期及並無資料顯示金融資產的信貸風險自初次確認起大幅上升，其信貸質素將被視為「正常」。否則，金融資產的信貸質素將被視為「存疑」。

於二零一七年十二月三十一日的最高風險

本集團其他金融資產(包括現金及現金等值物、應收貿易賬款、可供出售投資、透過損益以公平值列賬之金融資產、應收關連方款項及其他應收款項)的信貸風險乃來自對手方的違約，最大風險等於有關工具的賬面值。

流動資金風險

本集團通過使用經常性流動資金規劃工具監控資金短缺的風險，有關工具考慮其金融工具及金融資產的到期日，及營運所得的預測現金流量。

本集團於本報告期末根據已訂約未貼現付款計算的到期情況如下：



44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

		2017 二零一七年			Total 總計 HK\$'000 千港元
		On demand or within 1 year 按要求或一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	
Interest-bearing bank and other borrowings	計息銀行及其他借款	91,052	133,613	50,303	274,968
Trade payables	應付貿易賬款	16,878	—	—	16,878
Other payables	其他應付款項	108,690	9,540	—	118,230
		216,620	143,153	50,303	410,076

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 31 December 2017.

45. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to current year's presentation.

44. 財務風險管理之目標及政策(續)

流動資金風險(續)

		2017 二零一七年			Total 總計 HK\$'000 千港元
		On demand or within 1 year 按要求或一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	
Interest-bearing bank and other borrowings	計息銀行及其他借款	91,052	133,613	50,303	274,968
Trade payables	應付貿易賬款	16,878	—	—	16,878
Other payables	其他應付款項	108,690	9,540	—	118,230
		216,620	143,153	50,303	410,076

資本管理

本集團進行資本管理的主要目標為保障本集團能夠持續經營及保持穩健資本比率以支持其業務發展及令股東價值最大化。

本集團根據經濟狀況的變動及相關資產的風險特徵管理其資本架構並對其作出調整。為維持或調整資本架構，本集團可能調整向股東派付的股息，向股東退還資本或發行新股份。本集團毋須受任何外部資本要求規限。於截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度，資本管理的目標、政策或程序概無作出任何改變。

45. 比較金額

若干比較金額已重新分類，以符合本年度的呈列方式。

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Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

46. 本公司之財務狀況表

於本報告期末有關本公司財務狀況表之資料如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	315	832
Investment in an associate	於一間聯營公司之投資	362,330	379,649
Investments in subsidiaries	於附屬公司之投資	5,143	5,143
Equity investments designated at FVOCI	透過其他全面收益以公平值列賬之權益投資	157,096	—
Total non-current assets	非流動資產總值	524,884	385,624
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	1,883,478	2,019,294
Due from related parties	應收關連方款項	88,435	87,241
Prepayments and other receivables	預付款項及其他應收款項	1,242	1,132
Financial assets at FVPL	透過損益以公平值列賬之金融資產	26,763	104,607
Cash and cash equivalents	現金及現金等值物	7,102	55,742
Total current assets	流動資產總值	2,007,020	2,268,016
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	5,386	3,979
Total current liabilities	流動負債總額	5,386	3,979
NET CURRENT ASSETS	流動資產淨值	2,001,634	2,264,037
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	2,526,518	2,649,661
Net assets	資產淨值	2,526,518	2,649,661
EQUITY	權益		
Share capital	股本	1,212,280	1,209,648
Reserves (note)	儲備(附註)	1,314,238	1,440,013
Total equity	總權益	2,526,518	2,649,661

Notes to Financial Statements • 財務報表附註

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account 股份溢價賬 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Equity-settled payment reserve 股權結算付款儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Exchange fluctuation reserve 匯兌波動儲備 HK\$'000 千港元	Fair value reserve 公平值儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2017	於二零一七年一月一日之結餘	1,805,149	(200)	81,876	-	-	-	(484,563)	1,402,262
Profit for the year	年度溢利	-	-	-	-	-	-	53,792	53,792
Other comprehensive loss for the year:	年內其他全面虧損：								
Share of other comprehensive loss of an associate	分佔一間聯營公司之其他全面虧損	-	-	-	-	(735)	-	-	(735)
Total comprehensive gain/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	(735)	-	53,792	53,057
Issue of consideration shares	發行代價股份	6,263	-	-	-	-	-	-	6,263
Equity-settled share-based payment arrangements	股權結算以股份為基礎付款安排	-	-	17,758	-	-	-	-	17,758
Share of reserves of an associate	分佔一間聯營公司儲備	-	-	-	4,329	-	-	-	4,329
Share repurchased	股份贖回	(43,656)	-	-	-	-	-	-	(43,656)
At 31 December 2017	於二零一七年十二月三十一日	1,767,756	(200)	99,634	4,329	(735)	-	(430,771)	1,440,013
Effect of adoption of HKFRS 15, net of tax	採納香港財務報告準則第15號之影響，扣除稅項	-	-	-	-	-	-	(790)	(790)
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號之影響	-	-	-	545	-	51,967	(52,512)	-
Restated balance at 1 January 2018	於二零一八年一月一日之經重列結餘	1,767,756	(200)	99,634	4,874	(735)	51,967	(484,073)	(1,439,223)
Loss for the year	年度虧損	-	-	-	-	-	-	(120,425)	(120,425)
Other comprehensive loss for the year:	年內其他全面虧損：								
Share of other comprehensive loss of an associate	分佔一間聯營公司之其他全面虧損	-	-	-	-	(1,551)	-	-	(1,551)
Fair value loss on equity investments designated at FVOCI	指定為透過其他全面收益以公平值列賬之權益投資之公平值虧損	-	-	-	-	-	(14,664)	-	(14,664)
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	-	(1,551)	(14,664)	(120,425)	(136,640)
Issue of shares upon exercise of share options	行使購股權時發行股份	2,632	-	-	-	-	-	-	2,632
Equity-settled share-based payment arrangements	股權結算以股份為基礎付款安排	-	-	5,689	-	-	-	-	5,689
Transfer of share option reserve upon the expiry/forfeiture of share options	於購股權屆滿/被沒收時轉撥購股權儲備	-	-	(7,106)	-	-	-	7,106	-
Share of reserves of an associate	分佔一間聯營公司儲備	-	-	-	3,334	-	-	-	3,334
At 31 December 2018	於二零一八年十二月三十一日	1,770,388	(200)	98,217	8,208	(2,286)	37,303	(597,392)	1,314,238

46. 本公司之財務狀況表(續)

附註：

本公司之儲備概要如下：

47. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 March 2019.

47. 財務報表之批准

財務報表已於二零一九年三月二十九日獲董事會批准及授權刊發。

Particulars of Properties

物業詳情

Year ended 31 December 2018 截至二零一八年十二月三十一日止年度

INVESTMENT PROPERTIES

投資物業

Location 位置	Use 用途	Tenure 租期	Percentage of interest attributable to the Group 本集團應佔權益百分比
No. 2, Zheng Fu Jie West Road, Changping District, Beijing, China 中國北京昌平區政府街西路2號	Office and retail 辦公室及零售	Long term lease 長期租約	70%
No. 2518 and No. 2538 Dongchuan Road, Minhang District, Shanghai, China 中國上海閔行區東川路2518號及2538號	Retail and car parking spaces 零售及停車位	Medium term lease 中期租約	100%
No. 2-16, Lane 480 Ruili Road, Minhang District, Shanghai, China 中國上海閔行區瑞麗路480里2至16號	Retail 零售	Medium term lease 中期租約	100%

PROPERTY UNDER DEVELOPMENT

發展中物業

Location 位置	Use 用途	Site area (sq.m.) 地盤面積 (平方米)	Gross floor area (sq.m.) 建築面積 (平方米)	Stage of completion 竣工階段	Expected completion date 預計 竣工日期	Attributable interest of the Group 本集團 應佔權益
Center District Haidong, Dali, China 中國大理市海東中心片區	Commercial 工業	275,000	N/A 不適用	Property under development 發展中物業	N/A* 不適用*	100%

* The board of directors aware that Yunnan provincial government announced in March 2019 the temporary suspension of the development and construction in Haidong New District for the purpose of protecting the ecological environment of Erhai Lake in Dali City. As the properties under development were located in Haidong New District of Dali City, the completion date was subject to uncertainty. Up to the date of this report, the Group has not received any formal notice from the competent authorities.

* 董事會得悉，為保護大理洱海生態環境，雲南省政府於二零一九年三月宣佈暫時停止海東新區開發建設。由於本集團之開發中物業正位於大理市海東新區，故其竣工日期無法預計。截至本報告日期，本集團尚未接獲任何來自主管機關的正式通知。



北控醫療健康產業集團有限公司

Beijing Enterprises Medical And Health Industry Group Limited

