

Lifestyle International Holdings Limited
利福國際集團有限公司



這就是生活

**Redefining
A Way
of Life**

Annual Report 年報

2014

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企業簡介

Corporate Profile

Lifestyle International Holdings Limited (together with its subsidiaries, the “Group”) is a Hong Kong-based retail operator that specializes in the operation of mid to upper-end department stores in Hong Kong and mainland China. The Group’s two SOGO stores in Hong Kong including the flagship store in Causeway Bay (“SOGO CWB”), the largest and leading department store in Hong Kong, as well as the Tsim Sha Tsui store (“SOGO TST”). SOGO TST has ceased business in February and reopened in November at an arterial road in the key shopping area of Tsim Sha Tsui with encouraging results in the two months period in 2014. In mainland China, we have four stores in operation and our Shanghai Jiuguang store was first established in 2004 with a similar business format to that of our flagship SOGO CWB, and is now widely recognized as one of the most sought-after shopping locations in Shanghai. Since their opening in January and May 2009 respectively, our Suzhou Jiuguang and Dalian Jiuguang have been gaining traction and delivering satisfactory performances. Shenyang Jiuguang, our fourth Jiuguang Store in mainland China, got off to a steady start and performed in a stable manner throughout 2014. The Group’s commercial complex project in Zhabei, Shanghai is currently under construction and is preliminarily scheduled for completion in 2018. This project is in line with the Group’s strategy of expanding sensibly in mainland China. Upon commencement of operation, the Zhabei project is expected to strengthen the Group’s presence and influence in Shanghai.

The Group’s retailer brand names — SOGO and Jiuguang — have become household names over the years, and enabled the Group and its management team to develop concrete retail brand building and management expertise, which is leveraged on to further expand its business into other cities in China. With the Group’s strong financial position and operating cash flows as well as its unparalleled brand equity, the Group is always prepared to take on new investment opportunities to further fuel its growth momentum in the future.

利福國際集團有限公司(連同其附屬公司,「本集團」)是紮根於香港的零售營運商,在香港及國內專門經營中高檔次百貨店。本集團的兩家崇光百貨店分別為全港最大型位於銅鑼灣的旗艦店(「銅鑼灣崇光」)以及尖沙咀店(「尖沙咀崇光」)。尖沙咀崇光於二月結業並於十一月於尖沙咀主要幹道重開,於二零一四年兩個月期間取得令人鼓舞的業績。我們於國內共經營四家百貨店,國內首家店為於二零零四年成立的上海久光百貨店,其業務模式與銅鑼灣崇光的旗艦店相類似,上海久光百貨店現已被公認為上海最受追捧的購物地點之一。蘇州久光百貨店及大連久光百貨店分別自二零零九年一月及五月開業後穩步上揚,表現令人滿意。是為利福國際於中國的第四間久光店的瀋陽久光表現平穩,二零一四年全年表現穩定。本集團位於上海閘北地塊的綜合商業大樓項目正在動工,預計於二零一八年竣工。此項目與本集團理智務實地擴展其於中國內地業務之策略一致。預期閘北項目在開始經營後將加強本集團在上海的覆蓋及影響力。

多年來,崇光及久光兩大零售品牌已成為家喻戶曉的名字,成就了本集團及管理團隊於建立零售品牌及管理的才能,致使本集團能夠於中國其他城市進一步拓展業務。憑藉本集團強勁的財務狀況和營運現金流及優越的品牌認受性,我們已整裝待發,發掘新的投資機會以進一步推動集團未來的增長勢頭。

Corporate Information

企業資料

Board of Directors

Executive Directors

Mr. Lau Luen Hung, Thomas (*Chief Executive Officer*)
Mr. Doo Wai Hoi, William

Non-executive Directors

Dato' Dr. Cheng Yu Tung (*Chairman*)
Dr. Cheng Kar Shun, Henry
Ms. Lau Yuk Wai, Amy

Independent Non-executive Directors

Mr. Lam Siu Lun, Simon (*ACA, FTIHK*)
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung, Stephen
Mr. Ip Yuk Keung

Chief Financial Officer

Mr. Poon Fuk Chuen, Terry (*CPA*)

Company Secretary

Mr. Poon Fuk Chuen, Terry (*CPA*)

Authorised Representatives

Mr. Lau Luen Hung, Thomas
Mr. Poon Fuk Chuen, Terry (*CPA*)

Audit Committee

Mr. Lam Siu Lun, Simon (*ACA, FTIHK*)
(*Chairman of the Audit Committee*)
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung, Stephen
Mr. Ip Yuk Keung

Remuneration Committee

Mr. Lam Siu Lun, Simon (*ACA, FTIHK*)
(*Chairman of the Remuneration Committee*)
Mr. Lau Luen Hung, Thomas
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung, Stephen

Nomination Committee

Mr. Lam Siu Lun, Simon (*ACA, FTIHK*)
(*Chairman of the Nomination Committee*)
Mr. Lau Luen Hung, Thomas
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung, Stephen

Registered Office

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

董事局

執行董事

劉鑾鴻先生 (*首席執行官*)
杜惠愷先生

非執行董事

拿督鄭裕彤博士 (*主席*)
鄭家純博士
劉玉慧女士

獨立非執行董事

林兆麟先生 (*ACA, FTIHK*)
石禮謙議員
許照中先生
葉毓強先生

財務總監

潘福全先生 (*CPA*)

公司秘書

潘福全先生 (*CPA*)

授權代表

劉鑾鴻先生
潘福全先生 (*CPA*)

審核委員會

林兆麟先生 (*ACA, FTIHK*)
(*審核委員會主席*)
石禮謙議員
許照中先生
葉毓強先生

薪酬委員會

林兆麟先生 (*ACA, FTIHK*)
(*薪酬委員會主席*)
劉鑾鴻先生
石禮謙議員
許照中先生

提名委員會

林兆麟先生 (*ACA, FTIHK*)
(*提名委員會主席*)
劉鑾鴻先生
石禮謙議員
許照中先生

註冊辦事處

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business

20th Floor, East Point Centre
555 Hennessy Road
Causeway Bay
Hong Kong

Principal Banker

Bank of China (Hong Kong) Limited

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants

Solicitors

Reed Smith Richards Butler
Sit, Fung, Kwong & Shum

Hong Kong Share Registrar and Transfer Office (Branch Registrar)

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East, Wanchai, Hong Kong

Cayman Islands Share Registrar and Transfer Office (Registrar)

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

Share Information

Place of listing: Main Board of The Stock Exchange of Hong Kong Limited
Stock code: 1212
Board lot: 500 shares
Financial year end: 31 December
Share price at 31 December 2014: HK\$16.32
Market capitalization at 31 December 2014: HK\$26,592 million

Website

www.lifestylehk.com.hk

總辦事處及主要營業地點

香港
銅鑼灣
軒尼詩道555號
東角中心20樓

主要往來銀行

中國銀行(香港)有限公司

核數師

德勤•關黃陳方會計師行
執業會計師

律師

禮德齊伯禮律師行
薛馮鄭岑律師行

香港股份過戶登記處 (分處)

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716號舖

開曼群島股份過戶登記處 (總處)

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

股份資料

上市地點：香港聯合交易所有限公司主板
股份代號：1212
每手買賣單位：500股
財政年度年結：十二月三十一日
於二零一四年十二月三十一日股價：16.32港元
於二零一四年十二月三十一日市值：265.92億港元

網址

www.lifestylehk.com.hk

Financial Highlights

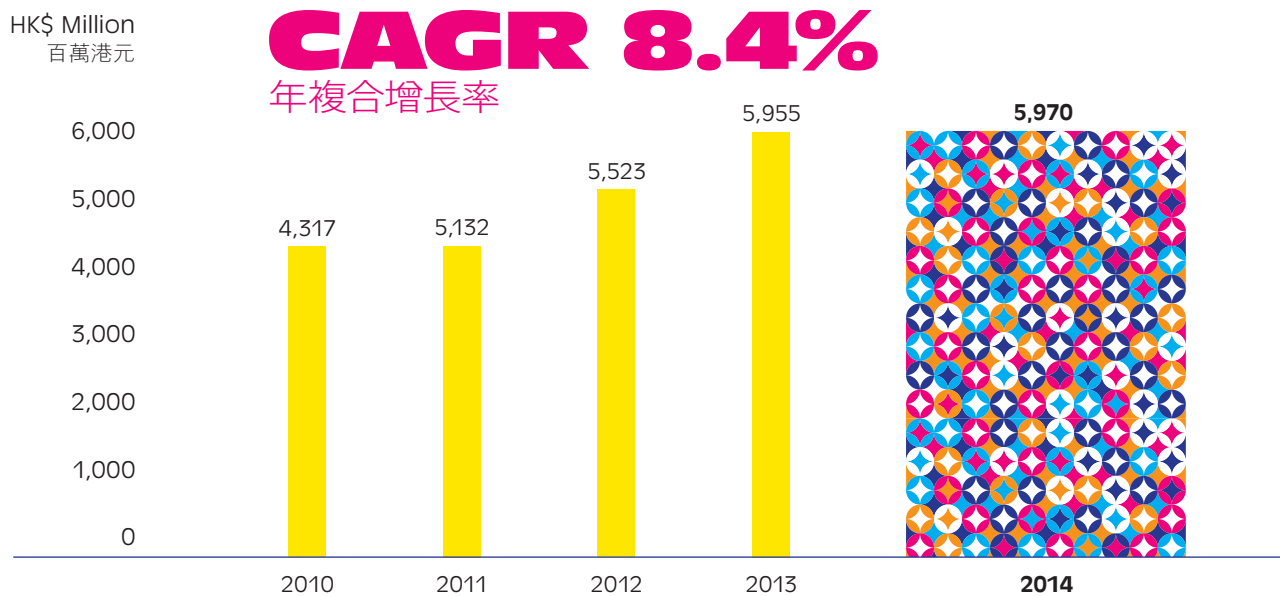
財務摘要

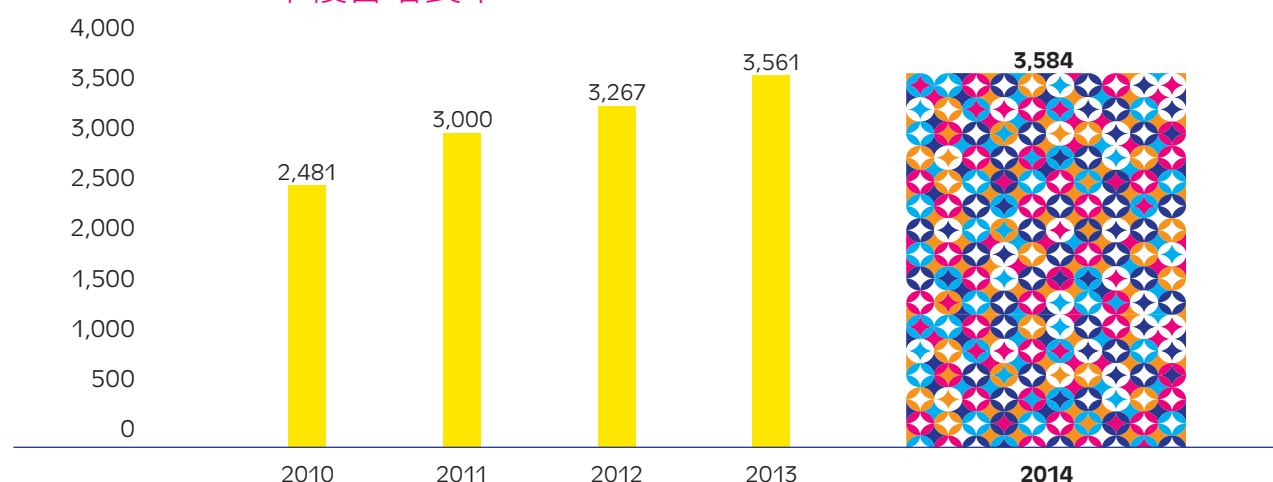
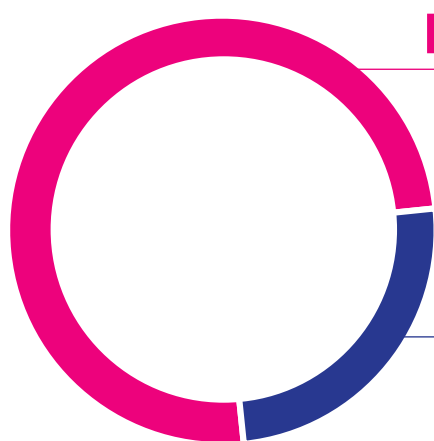
Operating Results 經營業績

HK'000 千港元	2014	2013	2012	2011 (Restated) (重列)	2010
Sales proceeds 銷售所得款項	13,616,709	13,795,500	12,883,804	12,052,081	9,832,734
Turnover 營業額	5,969,740	5,955,335	5,523,443	5,131,950	4,317,465
Profit before taxation 除稅前溢利	2,831,865	3,150,477	2,754,961	2,594,401	1,896,256
Profit for the year attributable to owners of the Company 本年度本公司擁有人應佔溢利	2,143,994	2,448,247	2,057,461	1,867,170	1,407,534
Basic earnings per share (HK cents) 每股基本盈利(港仙)	131.12	147.83	123.49	111.25	83.9
Total cash dividends per share (HK cents) 每股現金股息總額(港仙)	59.1	59.1	49.4	44.9	33.7

For the year ended 31st December 截至十二月三十一日止年度

Turnover Growth 營業額增長



Gross Profit 毛利HK\$ Million
百萬港元**CAGR 9.6%**
年複合增長率**2014 Sales Proceeds By Market 二零一四年按市場劃分之銷售所得款項****Hong Kong 香港****-2.2%**

- Market leader
行業領先地位
- SOGO CWB grew 3.4%
銅鑼灣崇光增長3.4%
- closure of old SOGO TST since 12 February
舊尖沙咀崇光自二月十二日起結業
- New SOGO TST soft-opened on 8 November
新尖沙咀崇光自十一月八日起試營業

China 中國**+1.3%**

- Future growth driver
未來增長動力
- Expansion in good progress
擴展進度良好



二零一四年
大事回顧

2014
Milestones



Oct 十月

The Group introduced Qatar Investment Authority as its strategic partner and second largest shareholder.

本集團引入 Qatar Investment Authority 為戰略合作夥伴及第二大股東。

Jul 七月

SOGO CWB store underwent a series of renovations to reinvigorate its leading image. In July, a brand-new Sogo beauty section was opened.

銅鑼灣崇光實行一系列裝修項目為其領導形象再注入活力。並於七月開設全新崇光美容專區。

Nov 十一月

Thankful Week once again set a record-high daily revenue exceeding HK\$115 million on the first day.

「感謝周」活動於首日再次創下最高單日超過 115,000,000 港元銷售額。

Dec 十二月

Grand opening of new SOGO TST store.
崇光尖沙咀新店正式開幕。

4

Delivering Inspiration

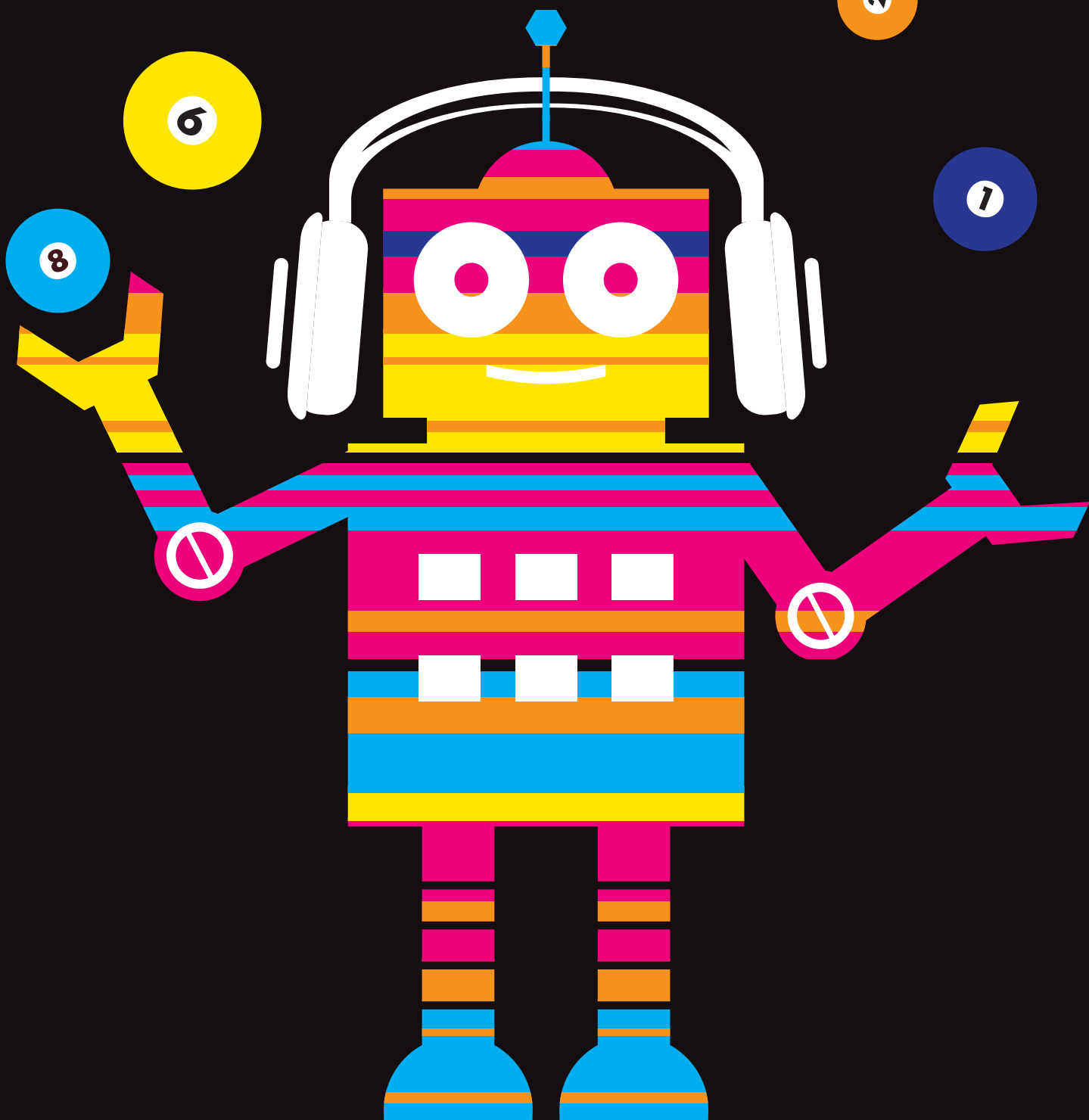
靈感的泉源

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首席執行官報告

Chief Executive Officer's Message

Lau Luen Hung, Thomas 劉鑾鴻
Chief Executive Officer 首席執行官



The world economic environment in the year 2014 was a mixed picture. While the performance of big economies such as the US and China continued to show divergence, Lifestyle International stayed on course in the execution of its planned business strategies and adhered to the Group's objective of creating a better lifestyle shopping experience for its customers.

During the year, the retail markets of both mainland China and Hong Kong was sluggish while consumer sentiment remained weak, due to general economic slowdown and the impact from China's anti-grafting measures. However, the Group took this opportunity to strengthen its competitiveness by reinforcing the brand equity of its SOGO and Jiuguang operations. Both the SOGO CWB and Shanghai Jiuguang underwent significant renovations during the year in order to enhance their appeal. Given the scale of the renovation works and the need to minimise the impact to the stores' normal operations, the revamp work is planned to be carried out in separate phases, continuing into 2015 and 2016. All these improvement initiatives are expected to further enhance the Group's competitive positioning, which will result in better store performance in the foreseeable future.

In 2014, we also had the pleasure of welcoming Qatar Investment Authority ("QIA") as Lifestyle International's second largest shareholder. This partnership highlights the Group's long-established business strength and growth potential. We regard QIA as a high-quality long-term investor and believe that this strategic partnership will provide us with tremendous opportunities for potential collaboration in the future.

二零一四年，世界各國經濟環境不一。當主要經濟體如美國及中國的表現繼續出現分歧，利福國際仍專注於執行其已計劃的業務策略，並貫徹本集團為顧客創造更美好的購物體驗的目標。

年內，受整體經濟放緩以及受中國的反貪措施所影響，中國內地及香港的零售市場呆滯而消費情緒仍然疲弱。然而，本集團藉此時機，加強崇光及久光業務的品牌認知度以提升集團的競爭力。銅鑼灣崇光及上海久光於年內推行重大的翻新工程以提升店舖的吸引力。鑑於工程具有一定規模及需要盡量減少對百貨店正常業務所造成的影響，整項翻新工程計劃分期進行，並會持續至二零一五及二零一六年。這些改善措施有望進一步提升本集團的競爭力，使百貨店於可見的未來有更佳的表現。

於二零一四年，我們欣然歡迎 Qatar Investment Authority (「QIA」) 成為利福國際的第二大股東。此夥伴關係標誌著本集團長久以來已建立的業務實力及增長潛力。我們視 QIA 為本集團的優質及長期投資者，並相信此戰略性夥伴關係可為我們帶來龐大的潛在合作機會。

For the year ended 31 December 2014, the Group's turnover was flat, with net profit down by 12.4% to HK\$2.14 billion. If the HK\$157.2 million one-off disposal gains in 2013 were excluded, the profit drop this year was only 6.4%, which was primarily due to the first full year loss from the Shenyang store and the absence of profit contribution from the closure of the old SOGO TST store. Despite a drop in the reported profit, the board of directors ("Board") is pleased to recommend a final cash dividend of 34.3 Hong Kong cents per share. Together with the interim dividend of 24.8 Hong Kong cents paid during the year, the dividend for the year 2014 totalled 59.1 Hong Kong cents, same as the 2013 full year dividend, and represented 45% of the reported profit.

The slowing trend in the Hong Kong retail market and the exceptional Occupy Central movement did not hinder SOGO CWB's growth. As a matter of fact, that store outperformed the average of the retail market by recording 3.4% sales growth. During 2014, the Group implemented a series of renovation works at SOGO CWB, giving the store not only a new look but a notably broader variety of fashion brands and labels that cater to different customer groups. These efforts have successfully reinvigorated SOGO's leading position as a premium department store, further proving its commitment to deliver an exciting shopping experience for its customers. In addition, this has also increased the store's efficiency and sales productivity. In keeping to its commitment, the Group took less than four months to reopen SOGO TST in Tsim Sha Tsui last November — a strategic arrangement that coincided with the November Thankful Week event. The store was quick in gaining a growth momentum that has generated sales revenue exceeding our management's expectation. It is expected that the store's sales will further improve when an additional area, previously left vacant due to approval issues, will be ready for operation before the upcoming May Thankful Week event.

Meanwhile, given the increased competition and rather weak domestic consumption trend across the mainland, performance of the retail market and the department store sector in particular, has been weak. However, the overall business results of our Jiuguang stores remain healthy, thanks to Lifestyle International's solid business foundation together with our experienced management teams in handling the mainland market under the wider economic context. In particular, Shanghai Jiuguang and Suzhou Jiuguang continued to demonstrate their strength amidst severe competition and we believe their performance is above the sector average. Meanwhile, the relatively young Shenyang Jiuguang is gradually strengthening its foothold as the Group continues its effort in refining its brand and product mix, with the aim of building its inner strength in serving local customers.

截至二零一四年十二月三十一日止年度，本集團的營業額持平，淨利潤下跌12.4%至2,140,000,000港元。若撇除二零一三年的一次性出售收益157,200,000港元，本年度利潤下跌僅為6.4%，主要由於瀋陽店所錄得的首個全年虧損及舊尖沙咀崇光結業而沒有利潤貢獻。儘管所得利潤下降，董事會（「董事會」）欣然建議末期現金股息每股34.3港仙。連同年內已派付之中期股息每股24.8港仙，二零一四年整個年度之股息合共為59.1港仙，與二零一三年全年股息相同，相當於所得利潤的45%。

香港零售市場持續放緩及個別的佔領中環運動並未礙銅鑼灣崇光的增長，事實上，銅鑼灣崇光錄得3.4%銷售增長，表現優於平均零售市場。於二零一四年，本集團於銅鑼灣崇光推行一系列翻新項目，不僅令人耳目一新，而且提供更多時尚服裝品牌和商標，以迎合不同的客戶群。此等舉措成功為崇光作為高級百貨店的領導形象注入活力，可見其致力於為顧客帶來興奮的購物體驗。此外，此等舉措亦提升了百貨店的效率及銷售效率。本集團恪守承諾，在不足四個月的時間於十一月重開尖沙咀崇光，並戰略性地配合十一月「感謝周」活動。該店的表現迅速向上，所產生的銷售收入超出管理層的預期。有鑑於尖沙咀崇光之前的空置面積已獲批准作營業用途，預期新增的空間將於來年五月「感謝周」活動前準備就緒開始營運，有助進一步改善該店的銷售。

與此同時，由於內地競爭加劇及當地消費相對疲弱的趨勢，零售市場疲弱，百貨業尤其遜色。然而，有賴利福國際穩固的業務基礎以及我們在宏觀經濟背景下發展內地市場具豐富經驗的管理團隊，我們的久光百貨店的整體業績持續保持健康。尤其上海久光及蘇州久光於激烈的競爭中繼續展示實力，使我們確信其表現已超越行業平均水平。與此同時，開業年期尚淺的沈陽久光在本集團持續完善其品牌及產品組合下漸漸站穩腳步，並加強其內在實力以服務當地顧客。

Chief Executive Officer's Message (continued) 首席執行官報告(續)

We are equally delighted to see the healthy operational performance of the Beiren Group, a leading retailer based in Shijiazhuang, Hebei Province in which the Group has equity interest. For the year 2014, the total sales revenue recorded small positive growth and the Group's share of results of associates (including profit attributable to non-controlling interest) from the investment was close to HK\$348 million, similar to last year. The operating results in 2014 was impacted not only by the keen market competition but also the temporary business disruption from the metro construction work as well as a store extension project at Beiren's two major flagship stores in Shijiazhuang. The disruption is expected to be short-lived and should imply greater potential for both stores to deliver better results after the works are completed in the near future.

Our Zhabei project in Shanghai is now in the foundation construction stage and is tentatively scheduled for completion in 2018. Meanwhile, we are drawing on our existing resources and experience in Shanghai to draft sound business plans and strategies for this new project, with the view of expanding the Group's presence in the Yangtze River Delta region. We are confident that the Zhabei project will be a major milestone in the development of a mixed use model consisting of both a department store and a shopping mall.

The Group believes that the mixed picture of the world economy in 2014 will remain unchanged this coming year, and the Chinese economy will likely consolidate to a more healthy and sustainable growth level. The management of Lifestyle International will remain prudent and cautious with regard to the retail markets in both mainland China and Hong Kong. However, we are relatively confident of the Group's ability to meet these ever-changing challenges. Regardless of what is in store for 2015, we will stay focused in maintaining and enhancing the profitability of our operations and investment through careful planning and effective execution of various business, marketing and promotion initiatives. We will take sensible and sound measures to nurture our younger operations in mainland China, while continuing on with our renovation programs, with the view of maintaining and strengthening the edge of our more established stores in Hong Kong and mainland China. As always, we will be open to lucrative business opportunities that have good potential in bringing sustainable returns, not least for our shareholders.

On behalf of the Board, I would like to express my gratitude to all our management team members and staff for their hard work and contributions to the Group. I also appreciate wholeheartedly the ongoing support of our customers, business partners and shareholders. We look forward to your continued trust and support in the coming years.

Lau Luen Hung, Thomas
Chief Executive Officer

16 March 2015

同時，我們很高興本集團擁有股權的河北石家莊龍頭零售集團北人集團亦見健康的營業表現。於二零一四年，其總銷售收入錄得輕微正增長，而本集團投資北人集團的應佔溢利(包括非控股權益應佔溢利)約為348,000,000港元，與去年相約。二零一四年的經營業績不僅受到激烈的市場競爭所影響，亦受地下鐵建築工程對業務帶來的暫時性影響以及北人於石家莊兩家主要旗艦店的擴建工程所拖累。預計有關短暫影響，意味著兩所店在可見的將來完成工程時的潛在盈利改善。

我們於上海的閘北項目現於地基施工階段，暫訂於二零一八年竣工。與此同時，我們正利用於上海的現有的資源及經驗，為新項目草擬一份完善的業務計劃及策略，以擴大本集團在長江三角地區的覆蓋面。我們有信心，閘北項目將成為發展由百貨店及購物中心組成的綜合體模式的一個重要里程碑。

本集團相信，二零一四年全球各國經濟的參差表現將持續至今年，而中國經濟將整合至一個更健康及可持續增長的水平。利福國際的管理層將繼續對中國內地及香港的零售市場持小心謹慎的態度。然而，我們對本集團在面對千變萬化的挑戰的能力有信心。於二零一五年，我們將繼續通過精心策劃及有效地執行各項業務、市場推廣及宣傳活動以維持及提升我們的經營及投資所產生的盈利。我們將以理智務實及有效的舉措去經營我們於中國內地的新業務，並繼續我們的翻新項目以保持及加強我們於香港及中國內地的已建立百貨店營運。一如以往，我們對利潤可觀、且可為股東帶來持續回報的業務機會持開放態度。

最後，本人謹代表董事會衷心感謝本集團管理人員及全體員工的辛勞及對本集團的貢獻，並對顧客、業務夥伴及股東鼎力支持表示衷心謝意。我們期待你們於來年繼續信任與支持。

劉鑾鴻
首席執行官

二零一五年三月十六日

Stunning Statement of Lifestyle

時尚的宣言



管理層 討論及 分析

Management Discussion & Analysis

Market Overview

The world economy was a mixed picture in 2014. While the recovery story in the US appeared to look more durable, the Eurozone, however, failed to gain momentum. The slowdown in the emerging markets continued in 2014 as China's GDP growth slowed from 7.7% in 2013 to around 7.4%, the lowest since 1990.

During the year, the anti-corruption drive spearheaded by the central government had not only hit sales of luxury goods but also affected demand for staple goods and businesses such as high-end food and beverages. On the whole, retail sales in mainland China rose by about 12% year-on-year to approximately 26.6 trillion yuan, down 1.1 percentage point from the previous year.

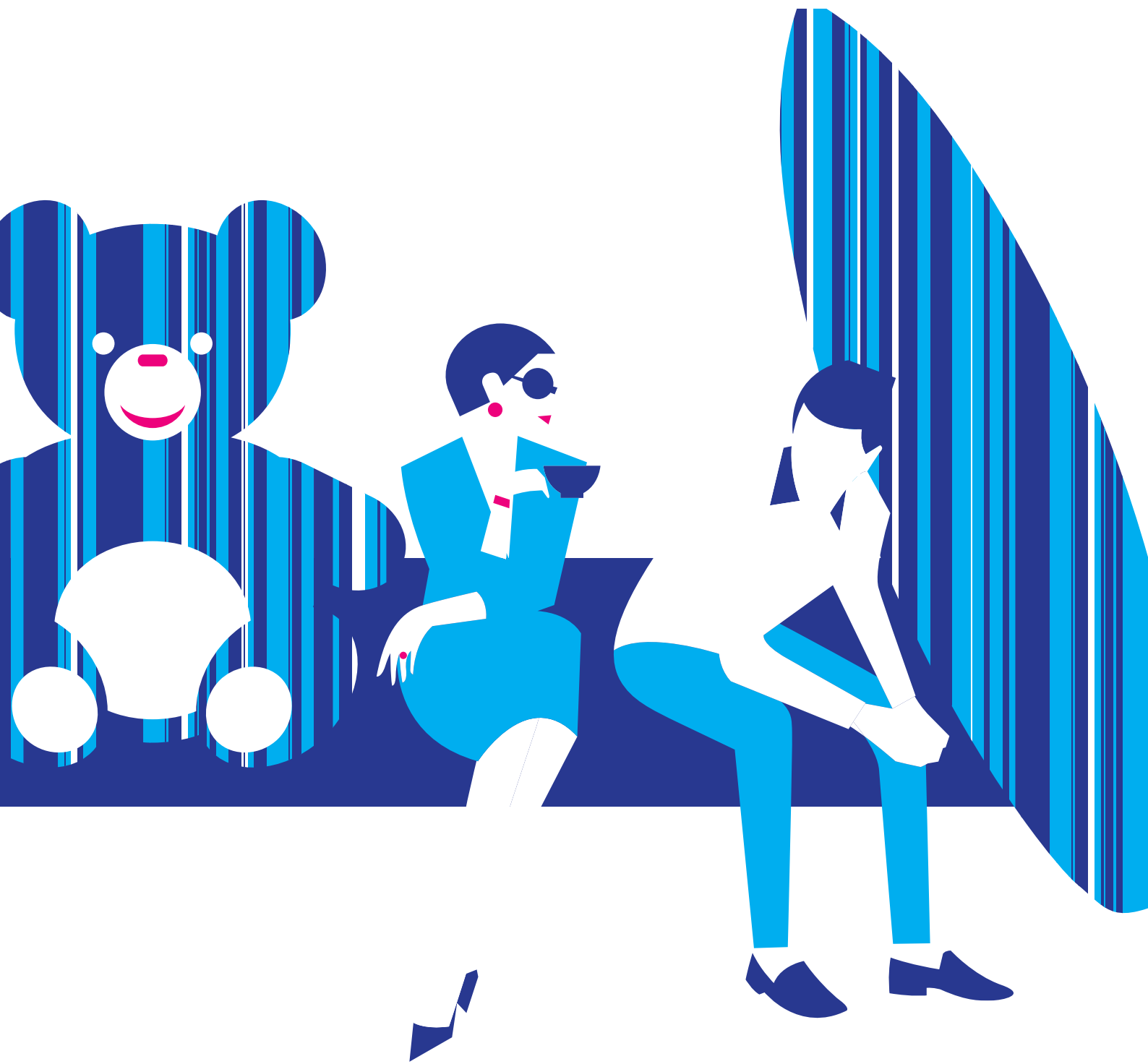
In Hong Kong, from where the bulk of Lifestyle International's revenue and profit is derived, economic growth was weaker than forecast, with the GDP growing only 2.3% in 2014, as compared to 2.9% in 2013. The rather lacklustre performance was weighed down by a moderate slowdown in tourist spending and domestic demand. The Occupy Central movement that took place during the latter half of the year had inevitably undermined consumer sentiment, but on balance the impact on the economy was less significant than initially expected. During the year, visitor arrivals to Hong Kong continued to grow, reaching approximately 61 million in total for the whole year, representing a 12.0% increase year-on-year. In particular, tourists from mainland China, who accounted for a lion's share of tourist spending in Hong Kong, saw a stronger 16.0% growth over the previous year. For the full year, the value of retail sales in Hong Kong was stagnant, dipping 0.2% from a year ago, and compared with an 11% growth in 2013.

市場概況

二零一四年，全球各地經濟表現不一。雖然美國經濟復甦看似更持久，但是歐元區經濟仍缺乏增長動力。新興市場於二零一四年繼續放緩，中國的國內生產總值增長由二零一三年的7.7%減慢至約7.4%，這是自一九九零年以來最低。

年內，由中央政府牽頭的反貪腐運動不僅打擊奢侈品的銷售，同時亦影響了必需品的需求和高檔次食品及飲料的經營。總括而言，中國內地的零售銷售按年上升12%至約人民幣26,600,000,000元，較去年下跌1.1百分點。

香港作為利福國際的收入與盈利的最大來源地區，其經濟增長遜於預期，本地生產總值於二零一四年僅上升2.3%，比對二零一三年為2.9%。低迷的經濟情況受旅客消費及內需溫和放緩所拖累。雖然於下半年發生的佔領中環運動無可避免地削弱了消費情緒，但整體而言該運動對經濟的影響低於初時的估計。年內，訪港旅客持續增長，全年旅客數目高達61,000,000人次，按年增加12.0%。於香港佔旅客消費最大份額的國內遊客，其增長尤其強勁，較去年增加16.0%。全年計，香港零售銷售金額疲弱，較去年微跌0.2%，二零一三年則錄得11%增長。



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Management Discussion and Analysis (continued) 管理層討論及分析(續)

In 2014, the Group remained focused on executing its sound business strategy anchored around solid objectives, high brand equity and sensible moves. To ensure its competitive strengths in the longer term, the Group took careful steps to solidify its retail operations on its home turf of Hong Kong. Meanwhile, despite the headwinds in the China market, the Group continued to take steps to modify its mainland operations so as to enhance its competitiveness as a lifestyle department store operator. The management believes its long-standing reputation in offering high quality products and services and valuable shopping experiences to customers will continue to enable it to withstand economic changes.

The year 2014 saw a change in the composition of the Company's major shareholders and the Group has the pleasure to welcome Qatar Investment Authority ("QIA") as a long-term strategic investor and the second largest shareholder of the Company. QIA is a world-class investor with significant investments globally in the retail sector. It is expected that there will be ample opportunity for the Group to work with QIA to develop business together.

Financial Review

During the year, despite the deteriorating market conditions in both Hong Kong and mainland China, the Group remained focused on its core retail business, which is anchored around the strong fundamentals built up by the Group over the past decade. Marketing, promotion and advertising efforts were ramped up to maintain and strengthen the brand equity of the Group's SOGO and Jiuguang operations. As a result, the Group was able to deliver a steady and satisfactory performance for the year 2014, with the aggregate gross sales proceeds held up at approximately HK\$13.6 billion, a mere 1.3% down from 2013.

Despite the somewhat sluggish market sentiment in Hong Kong, the Group's SOGO Causeway Bay ("SOGO CWB") store was relatively resilient and it outperformed the market average. The store achieved a 3.4% year-on-year growth in aggregate sales revenue, reflecting the store's leading market position in Hong Kong. Its Kowloon counterpart SOGO Tsim Sha Tsui ("SOGO TST") store had ceased operation for nine months during the year before it was soft-reopened again at another premise in the same shopping hub. It took the Group less than four months to take over the new premises and soft-open it in November 2014. The store fared brilliantly in a way that exceeded the management's expectation.

Meanwhile, the Group's operations in mainland China continued to turn steady in 2014. Their stable results proved their mettle and reflected the growing strength of the businesses in a market where competition was, and still is, intense and market sentiment remains weak. Shanghai Jiuguang experienced negative growth during the first half of the year partly because the store carried out a major readjustment of its brand portfolio and a renovation of its food and confections section. However, the negative impact proved short-lived and the highly competent and competitive store was able to turn around its performance in the second half of the year. Likewise, Suzhou Jiuguang continued to deliver healthy sales figures. Dalian Jiuguang was however under greater impact of the external conditions during the year but its results were within the management's expectation. Shenyang Jiuguang, which was opened in the second half of 2013, performed steadily throughout the year, although as a young store, it was more susceptible to the weak local market sentiment and would need more time to build up its clientele and business.

於二零一四年，本集團繼續專注執行其優越及行之有效的業務策略，配合清晰的目標、廣泛的品牌認受性及理智務實的營運手法。為確保長遠的競爭優勢，本集團採取了謹慎的措施以鞏固集團基地香港的零售業務。與此同時，儘管於中國市場存在不利因素，本集團繼續採取措施改進其內地業務以及提升其生活百貨店營運商的競爭力。管理層相信，憑藉為顧客提供聞名已久的高品質的產品和服務及優越的購物經驗，本集團將能繼續抵禦經濟變化。

二零一四年見證了本公司主要股東架構的變化，本集團欣然歡迎Qatar Investment Authority (「QIA」) 成為本公司長期戰略性投資者及第二大股東。QIA是世界性投資者，並於全球各地零售業擁有重要的投資。本集團冀望與QIA合作將為本集團的業務發展帶來無限商機。

財務回顧

年內，儘管香港和中國內地的市場環境惡化，在過去十年建立的強勁基礎上，本集團繼續專注其核心之零售業務。在市場營銷、推廣及廣告方面都加強力度，以保持和加強本集團的崇光及久光業務的品牌認受性。因此，本集團在二零一四年仍能夠取得穩定和滿意的表現，銷售所得款項總額為13,600,000,000港元，較二零一三年輕微下跌1.3%。

儘管香港市場氣氛低迷，本集團銅鑼灣崇光(「銅鑼灣崇光」)仍相對抗跌，並跑贏市場平均水平。該店錄得按年3.4%總銷售收入增長，反映其在香港市場領先之地位。其位於九龍同濟一尖沙咀崇光(「尖沙咀崇光」)於年內結業九個月後，在同一個購物區另一地點重新試業。本集團用不到四個月接手新物業，並於二零一四年十一月試業，其卓越表現更超出了管理層之預期。

與此同時，於二零一四年，本集團在中國內地的業務持續穩定。於這個持續競爭激烈及氣氛疲弱的市場環境下仍能取得這個穩健的成績，確立其營商精神及反映其不斷強大的增長能力。上海久光在今年上半年錄得負增長，部份原因為其店進行了品牌組合的重大調整及食品部的裝修。然而，這些負面的影響為短暫性，具卓越能力和競爭力的上海久光於下半年扭轉其業績。同樣，蘇州久光繼續錄得穩健的銷售額。然而，大連久光則於年內受到重大外圍因素影響，但其表現實仍屬管理層的預期之內。瀋陽久光於二零一三年下半年開業，於本年內表現穩定，但作為一間新開業的百貨店，容易受到本地疲弱市場影響，因此需要更多的時間來建立自己的客戶群和業務。



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Turnover and Sales Proceeds

For the year 2014, Lifestyle International's turnover was flat when compared with the previous year while total sales proceeds (net of VAT), derived from both direct and concessionaire sales transactions, was slightly down by 1.3%. In terms of sales contribution by region, the Group's operations in Hong Kong and mainland China respectively generated HK\$9,910.4 million and HK\$3,706.3 million worth of sales proceeds, accounting for respectively 72.8% and 27.2% (2013: 73.5% and 26.5%) of the Group's total sales proceeds.

Gross Profit and Concessionaire Rates

The Group's gross profit margin as a percentage of turnover was 60.0%, compared with 59.8% in 2013. Gross profit totalled HK\$3,583.8 million, up 0.7% from HK\$3,560.5 million recorded in the previous year. During the year, the Group continued to uphold the strategy of profitable growth with continuous enhancement of brand and product mix and managed to improve the average concessionaire rate from approximately 22.7% in 2013 to approximately 23.2% in 2014, amid intense market competition and a cautious consumer sentiment, especially in mainland China.

Net Profit Attributable to Shareholders

The Group's net profit attributable to shareholders for the year amounted to HK\$2,144.0 million, down 12.4% from HK\$2,448.2 million in the previous year. Excluding the one-off gains recorded in 2013 of HK\$107.7 million and HK\$49.5 million respectively realized upon disposal of the Tianjin property and a trademark, the Group's core net profit this year was down by only 6.4% from 2013. While the relatively resilient SOGO CWB operations helped support the Group's profit, the first full-year operating loss of the Shenyang store and the small profit contribution from SOGO TST, due to closure of the old store in February before the new store was reopened in November, have affected the Group's current year overall performance. As a result, the Group's net profit margin, calculated as a percentage of turnover, contracted from 41.1% in 2013 to 35.9% in 2014.

Selling and Distribution Costs

Aggregate selling and distribution costs of the Group increased 5.5% over the previous year, which was mainly attributable to higher promotion costs especially at Shanghai Jiuguang and the full-year impact of the Shenyang store. Total selling and distribution expenses as a percentage of total sales proceeds increased slightly from approximately 8.2% in 2013 to 8.8% which was mainly caused by the relatively low productivity of the new Shenyang store.

Administrative Expenses

Decrease in the Group's general administrative expenses during the year was mainly due to the absence this year of certain IPO related expenses, which were incurred in 2013 in relation to the spin-off and separate listing of Lifestyle Properties Development Limited ("Lifestyle Properties"), the Group's approximately 60%-owned property development and investment business.

營業額及銷售所得款項

於二零一四年，利福國際的營業額與去年持平，而由直接和特許專櫃銷售交易產生之總銷售所得款項(扣除增值稅)輕微下跌1.3%。按銷售額地區劃分，本集團來自香港及中國內地之銷售所得款項分別為9,910,400,000港元及3,706,300,000港元，分別佔本集團總銷售所得款項的72.8%及27.2%(二零一三年：73.5%及26.5%)。

毛利及特許專櫃率

本集團按營業額計算的毛利率為60.0%，而二零一三年則為59.8%。毛利總額為3,583,800,000港元，較去年3,560,500,000港元增加0.7%。年內，本集團繼續堅守其盈利增長的策略，持續優化其品牌及貨品組合，及在面對激烈之市場競爭及謹慎的消費情緒下，尤以中國市場為甚，仍能將平均特許專櫃率由二零一三年之22.7%改善至23.2%。

股東應佔溢利淨額

本集團年度股東應佔溢利淨額為2,144,000,000港元，較二零一三年之2,448,200,000港元下跌12.4%。撇除分別為107,700,000港元及49,500,000港元，於二零一三年因出售天津的物業和一個商標之一次性收益，本集團本年度的核心淨利潤相比二零一三年僅下降6.4%。雖然相對穩健的銅鑼灣崇光幫助支持本集團溢利，但本集團本年度整體表現仍受瀋陽店的首個全年營運虧損，及因舊尖沙咀店於二月結業直至新店十一月重開提供較少利潤貢獻所影響。因此，本集團按營業額計算之淨利潤率由二零一三年之41.1%下降至二零一四年之35.9%。

銷售及分銷成本

本集團的銷售及分銷成本比去年上升5.5%，主要是以上海久光為甚之推廣費用增加，以及瀋陽店之全年影響。總銷售及分銷開支按本集團銷售所得款項總額之百分比，由二零一三年的約8.2%輕微上升至8.8%，主要由於瀋陽店相對較低營運效率所致。

行政開支

年內，本集團的行政開支下降，主要由於本年度缺少了利福地產發展有限公司(「利福地產」)(本集團持有約60%之物業發展及投資業務)於二零一三年因分拆及獨立上市而產生之相關費用所致。

Management Discussion and Analysis (continued) 管理層討論及分析(續)**Staff Costs**

Staff costs (excluding directors) increased 1.9% to approximately HK\$424.3 million during the year under review. Salary and wage rise of existing staff during the year was largely in line with the market and general inflation. The total full-time headcount of the Group at year end was around 2,800 with some 810 working in Hong Kong and the rest are in mainland China.

Other Income, Gains and Losses

Decrease in other income, gains and losses this year was mainly due to the HK\$80.7 million exchange loss arising from year-end translation of monetary assets and liabilities and financial investments in Hong Kong denominated in currencies other than USD and HKD, as compared to an exchange gain of HK\$36.3 million in 2013. The strong USD and therefore depreciation of the RMB in which a relatively large portion of the Group's cash and financial investments are denominated, during the year was the key factor contributing to this relatively big exchange loss.

Investment Income

Investment income of HK\$413.9 million (2013: HK\$414.2 million) comprised mainly interest income of HK\$197.3 million from the Group's bank deposits and net investment income of HK\$204.8 million, comprising fair value changes, interest and investment income received and receivable and dividend income, from a portfolio of yield enhancing financial products, consisting of corporate bonds, fixed income type financial products and listed equities, amounting to approximately HK\$3,841.6 million as at the year end. Assuming the average bank balance during the year was HK\$8,490.8 million and the average investment portfolio size was HK\$3,562.1 million, the Group's average interest rate on bank deposits and average yield on the investment portfolio was approximately 2.3% and 6.1% respectively. As such, the average annual yield of the Group's bank balances and investment portfolio as a whole was approximately 3.4% (2013: 3.5%).

Finance Costs

The Group's total finance costs consisted mainly of interest expenses on bank loans and interests payable in respect of the bonds which in aggregate, before capitalization, amounted to approximately HK\$429.1 million (2013: HK\$413.9 million) for the whole year. The higher finance costs charged to the statement of profit or loss this year of approximately HK\$267.3 million, up from HK\$237.8 million a year earlier, was mainly a result of additional loan facilities being utilised during the year. Assuming the average loan and bond payable balance for the year was HK\$10,682.8 million, the average interest rate of the Group's debt portfolio, before interest capitalisation, was approximately 4.0% (2013: 3.8%).

Liquidity and Financial Resources

The Group's EBITDA during the year decreased slightly by HK\$77.0 million, due mainly to the loss of contribution from SOGO TST during the period it was closed and the weak performance of the Shenyang store. As at the end of 2014, before taking into account the investment portfolio to the tune of approximately HK\$3,841.6 million (2013: HK\$3,282.7 million), the Group's net debt has increased moderately from approximately HK\$2,172.6 million in 2013 to HK\$2,211.4 million. The cash at banks amounted to about HK\$8,312.5 million (2013: HK\$8,669.1 million) as at the end of 2014, HK\$6,071.0 million of which is kept in Hong Kong. Of the cash at banks, approximately 60.1% was denominated in US dollar and Hong Kong dollar and approximately 39.9% in RMB.

員工成本

在回顧年度內，員工薪酬(不包括董事)增加1.9%至約424,300,000港元。現有員工的薪金於年內之升幅與市場及通脹大致同步。本集團於年底的全職員工人數約2,800名，其中約810名工作於香港，其餘則在中國內地。

其他收入、收益及虧損

本年度其他收入、收益和損失減少，主要是由於以美元及港元以外貨幣計值之香港貨幣性資產和負債及金融投資在年末計值轉換時而產生之80,700,000港元匯兌虧損，於二零一三年則為36,300,000港元匯兌收益。本集團之現金及金融投資有大部份以人民幣計值，在年內，主要因為美元強勁令人民幣減值，引致產生較大的匯兌損失。

投資收入

投資收入為413,900,000港元(二零一三年：414,200,000港元)，主要為集團的銀行存款利息收入197,300,000港元及淨投資收入204,800,000港元，其包括由企業債券、其他近似獲取固定回報的金融產品及上市股票組成的具優化回報之投資產品組合之公平值變動、實際及應收利息、投資收入及股息。投資組合於年底結餘約3,841,600,000港元。假設年內的平均銀行結餘為8,490,800,000港元和平均投資組合規模為3,562,100,000港元，本集團銀行定期存款的平均利率和投資組合收益的平均回報率將會分別為約2.3%和6.1%。因此，銀行結餘及投資組合的平均回報率為約3.4%(二零一三年：3.5%)。

融資成本

本集團的總融資成本主要包括全年資本化前銀行貸款及債券累計之應付利息429,100,000港元(二零一三年：413,900,000港元)。本年於損益表中計入之融資成本增加，由去年的237,800,000港元上升至267,300,000港元，主要因為年內額外動用貸款額度。假設全年的平均貸款及應付債券的結餘為10,682,800,000港元，在利息資本化前，本集團負債組合之平均利息為4.0%(二零一三年：3.8%)。

流動資金及財務資源

年內，本集團未計利息、稅項、折舊及攤銷前的利潤略為下降約77,000,000港元，主要是由於失去了因舊尖沙咀店在本年度結業的貢獻及瀋陽店的疲弱表現。截至二零一四年底，不計及金額約3,841,600,000港元投資組合(二零一三年：3,282,700,000港元)，本集團的淨負債由二零一三年之約2,172,600,000港元，輕微地上升至約2,211,400,000港元。於二零一四年底，在銀行的現金約8,312,500,000港元(二零一三年：8,669,100,000港元)，其中6,071,000,000港元存放於香港。於銀行之現金，約60.1%以美元及港元計值及39.9%則以人民幣計值。

Management Discussion and Analysis (continued) 管理層討論及分析(續)

The amount of bank loans at the end of 2014 was approximately HK\$4,354.4 million (2013: HK\$4,676.2 million) and bonds payable was approximately HK\$6,169.5 million (2013: HK\$6,165.5 million). The bank loans comprised the Hong Kong dollar-denominated five-year (due in September 2016) secured loan facility in the amount of HK\$5,000 million, of which HK\$3,336 million (or two-third of the facility) is in the form of term loan, with the amount outstanding at the year-end totalling HK\$2,401.9 million. While this term loan is repayable semi-annually during the five-year term, the remaining one-third (equivalent to HK\$1,664 million) of the facility is of a revolver nature and was not utilised at the year end. Interest borne by this loan facility is calculated with reference to the HIBOR. The remaining bank loan balances comprised: (1) secured project loans of RMB549.4 million (equivalent to HK\$684.5 million), bearing interest calculated with reference to the PBOC lending rate, and with approximately RMB2,490.6 million (equivalent to HK\$3,103.3 million) facility still available; and (2) short-term US dollar loans totalling US\$163.6 million (equivalent to HK\$1,268.0 million), which are secured against certain of the Group's financial investments, with the interest calculated with reference to the LIBOR and approximately US\$91.4 million (equivalent to HK\$708.3 million) is yet to be utilised. In addition, the Group has an un-utilised unsecured loan facility amounting to HK\$400 million, which bears interest with reference to HIBOR. As at year end, the Group has aggregate un-utilised banking facilities in the amount equivalent to approximately HK\$5,875.6 million (2013: HK\$2,662.1 million).

The bonds payable of HK\$6,169.5 million (or US\$800 million at maturity) (2013: US\$800 million at maturity) comprises a US\$500 million 5-year (bearing interest at 5.25% and maturing in January 2017) and a US\$300 million 10-year (bearing interest at 4.25% and maturing in October 2022) unsecured guaranteed bonds issued during 2012, mainly for financing the land acquisition at Zhabei, Shanghai and the remaining are for working capital purposes.

The Group's net debt to equity ratio (defined as borrowings less cash and bank balances divided by equity attributable to the owners of the Company) was 19.9% (2013: 20.8%). During the year, the Group did not use any financial instruments for the purpose of hedging the interest rate exposure of its borrowings.

Foreign Exchange Management

The functional currency of the Company and its major subsidiaries in Hong Kong is HKD in which most of the transactions are denominated whereas the functional currency of those subsidiaries operating in the PRC is RMB in which most of its transactions are denominated. As described under the "Liquidity and Financial Resources" section above, certain monetary assets and liabilities of the Group are denominated in RMB, USD and to a small extent, other foreign currencies. The Group currently does not have a foreign currency hedging policy as HKD, in which most of the Group's transactions are denominated, is effectively pegged to USD and that the uptrend in the past of the RMB versus the USD has only been reversed during the year. Management will monitor closely the Group's foreign exchange exposure and will consider taking appropriate hedging measures to mitigate significant foreign currency risks should the need arises.

於二零一四年年底，銀行貸款約4,354,400,000港元(二零一三年：4,676,200,000港元)及應付債券金額約為6,169,500,000港元(二零一三年：6,165,500,000港元)。銀行貸款包括以港元計值有抵押五年期貸款5,000,000,000港元(於二零一六年九月到期)，其中3,336,000,000港元(或三分之二的貸款額)為有年期貸款，而於年底未償還金額為2,401,900,000港元。這有年期貸款於五年期內須每半年還款一次，其餘之三分之一(相等於1,664,000,000港元)的額度是可循環借貸，並在年底尚未動用。該貸款參考香港銀行同業拆息計息。其他銀行貸款包括：(1)參考中國人民銀行利率計息之人民幣549,400,000元(折合684,500,000港元)有抵押項目貸款，而約有人民幣2,490,600,000元(折合3,103,300,000港元)之可用貸款額度；(2)以若干本集團金融產品作抵押取得之163,600,000美元(折合1,268,000,000港元)之美元短期貸款，此貸款是參考倫敦銀行同業拆息利率計息及約91,400,000美元(折合708,300,000港元)之美元短期貸款額度尚未動用。此外，本集團亦於年底擁有400,000,000港元之無抵押、參考香港銀行同業拆息計息之貸款額度尚未動用。截至年底，本集團累計未動用的銀行貸款額度，折合約為5,875,600,000港元(二零一三年：2,662,100,000港元)。

結餘為6,169,500,000港元(或於到期日800,000,000美元)(二零一三年：於到期日800,000,000美元)應付債券包括於二零一二年發行，一筆五年期500,000,000美元(利率為5.25%及於二零一七年一月到期)及一筆十年期300,000,000美元(利率為4.25%及於二零二二年十月到期)之無抵押擔保債券。該等債券主要用於上海閘北的土地收購融資，其餘則用於營運資金用途。

本集團的淨負債與股東權益比率(即借貸減現金及銀行結存除以本公司擁有人應佔權益)為19.9%(二零一三年：20.8%)。年內，本集團並沒有使用金融工具以作對沖因貸款產生之利率風險。

外匯監管

本公司及其位於香港的主要附屬公司的功能貨幣為港元，彼等的大部分交易以港元結算，而在中國營運的附屬公司的功能貨幣為人民幣，大部分交易並以人民幣結算。如上述「流動資金及財務資源」部分，本集團有若干以人民幣、美元及少量其他外幣計值的貨幣資產及負債。美元和港元掛鈎，本集團大部分交易以港元結算，而人民幣兌美元在過往的升勢於年內才剛轉向。所以現在並無外匯對沖政策。管理層會持續監測外匯風險，必要時會考慮採取適當對沖措施減輕重大之外匯風險。

Pledge of Assets

As at 31 December 2014, the Group's certain leasehold land and buildings in Hong Kong with a carrying value of approximately HK\$1,369.9 million (2013: HK\$1,414.2 million), together with shares of certain subsidiaries of the Group, has been pledged to secure the HK\$5,000 million (2013: HK\$5,000 million) loan facility granted to the Group, of which HK\$3,336 million (2013: HK\$3,336 million) was utilised. In addition, certain of the Group's property, plant and equipment in the PRC and the Group's financial assets at fair value through profit or loss with carrying values of approximately HK\$7,024.3 million (2013: HK\$3,403.9 million) and HK\$1,790.9 million (2013: HK\$1,393.9 million) respectively have been pledged to secure loan facilities in the amount of approximately RMB3,040 million (2013: RMB650 million) and US\$255 million (2013: US\$155 million) respectively.

Contingent Liabilities

The Group did not have any material contingent liabilities as at 31 December 2014.

Material Acquisitions and Disposals

There were no material acquisitions or disposals during the year.

Review of Operations

Lifestyle International once again managed to outperform the general retail market on its home turf in Hong Kong. Despite the sluggish market conditions, the Group's strong fundamentals and execution ability enabled its retail operations in both Hong Kong and mainland China to stay resilient and perform satisfactorily.

Hong Kong SOGO CWB

In 2014, SOGO CWB continued to be the biggest contributor to the Group's revenue and profit. Defying the slowdown trend in the Hong Kong retail market, the store outperformed the general retail market as well as the department store sector in terms of revenue growth, recording approximately 3.4% growth year-on-year. Other indicators pointing to the store's status as a perennially popular shopping destination include the stay-and-buy ratio, which grew from 33.4% in 2013 to 34.6% in 2014, and the ticket size, which was up 2.7% to HK\$877.

資產抵押

於二零一四年十二月三十一日，本集團已將位於香港賬面值約1,369,900,000港元(二零一三年：1,414,200,000港元)之若干土地及樓宇，連同本公司若干附屬公司股份，作為本集團獲授銀行融資額5,000,000,000港元(二零一三年：5,000,000,000港元)之抵押品，其中3,336,000,000港元(二零一三年：3,336,000,000港元)已動用。此外，本集團將若干位於中國賬面值約7,024,300,000港元(二零一三年：3,403,900,000港元)之物業、廠房及設備及價值1,790,900,000港元(二零一三年：1,393,900,000港元)按公平值計入損益之金融資產分別亦作為約人民幣3,040,000,000元(二零一三年：人民幣650,000,000元)及255,000,000美元(二零一三年：155,000,000美元)貸款融資額之抵押品。

或然負債

於二零一四年十二月三十一日，本集團並無任何重大或然負債。

重大收購及出售

年內沒有重大收購及出售。

業務回顧

利福國際再次於其基地香港取得優於零售市場的表現。儘管市況不穩定，但是本集團強健的根基及執行能力使其於香港及中國內地的零售業務保持穩固，表現令人滿意。

香港

銅鑼灣崇光

於二零一四年，銅鑼灣崇光繼續為本集團收入及盈利的最大貢獻者。該店的銷售增長表現優於平均零售市場以及百貨店行業，錄得按年升幅3.4%，與香港零售市場放緩的趨勢背道而馳。其他指標亦顯示該店是購物熱點，包括：逗留購買比率由二零一三年的33.4%上升至二零一四年的34.6%，及每宗交易額上升2.7%至877港元。

Management Discussion and Analysis (continued) 管理層討論及分析(續)

The traffic footfall of the store showed a 2.5% decline for the year 2014. The footfall decrease was partly due to the rather weak sentiment in the retail market and partly due to the renovation programs which were aimed to revamp the image of SOGO CWB and nurture different customer groups. During the year, the store's first basement floor section was closed for almost four weeks and later reopened in mid-July as a brand new SOGO beauty section. This transformation drew highly positive feedback and led to growing traffic footfall and revenue. Meanwhile, the façade of a few shops within the store also underwent a facelift, and other floors were renovated and the brand and product mix reshuffled, with increased emphasis placed on categories such as international fashion brands, accessories and high-end children's clothing. Specifically, the ground and first floors have been transformed with the introduction of affordable luxury brands. These efforts have not only successfully reinvigorated SOGO's leading image, which is in line with its commitment to deliver more excitement for shoppers, but also increased the store's efficiency and sales productivity. The above-mentioned renovation programs did temporarily affect the traffic footfall at the store but are expected to yield better long-term benefits. The Occupy Central movement that began in late September and ended in early November also played a part, though insignificant, in bringing down the traffic footfall and revenue of the store.

The well-publicised Thankful Week anniversary events in May and November each year once again achieved record-breaking results in 2014 with the store setting a new record for the first day of the November event, with daily sales revenue exceeded HK\$115 million.

SOGO TST

The year 2014 was a watershed year for SOGO TST. Close to nine years after its birth at Salisbury Road, the old store ceased business in February. Less than four months after taking possession of the new premises, the Group managed to successfully reopen the store in November at an arterial road in the key shopping area of Tsim Sha Tsui. The reopening of the store underlines the Group's commitment to Hong Kong, and the proven success of its management strength and business model.

With its prime location, easily accessible by the metro and by foot, SOGO TST was quick to attract a vast number of locals and tourists, old and new customers, since the soft opening. The traffic footfall and performance of the store up to the end of 2014 was above the management's expectation. The encouraging results so far were partly attributable to the November "Thankful Week" event, which coincided with the soft opening, and partly to the fact that SOGO TST had developed a strong client base over the years.

The new boutique-type SOGO TST has a gross floor area (GFA) of approximately 12,000 sq. m., and has a more modern and fashion-oriented positioning, offering close to 160 different contemporary popular international brands. The store focuses on a few select product categories, including cosmetics and skincare, jewellery and watches, handbags, footwear and fashion ready-to-wear. The store's reopening is set to further strengthen the brand equity of SOGO and solidify the presence of the Group's retail operations in Hong Kong.

該店的客流量於二零一四年下跌2.5%，下跌是由於零售市場氣氛疲弱以及集團實行一系列裝修項目，力求翻新銅鑼灣崇光形象以及培養不同客戶群組。年內，該店地庫一樓在關閉四星期後於七月中旬重開，成為全新崇光美容專區。是次改動得到非常正面的回響，並帶動客流量及收入上升。與此同時，店內若干舖位進行外牆翻新以提升形象，其他樓層亦有修整，品牌及產品組合有所改動加強國際時裝品牌、飾物及高級兒童服裝等類別。尤其是於地面及一樓樓層的改革引入了「可負擔奢侈」品牌。這些努力不但成功地為崇光的領導形象再注入活力，與其致力於為顧客帶來驚喜的購物體驗的目標一致，同時亦提高了該店的效率和銷售生產力。這些翻新項目雖短暫影響了該店的客流量，但預期帶來更好的長遠裨益。於九月下旬開始至十一月初完結的佔領中環運動對該店亦有影響，輕微減低該店的客流量及收入。

該店於二零一四年五月及十一月舉行、廣受關注的年度「感謝周」活動再次於二零一四年打破紀錄。於十一月舉行的活動，百貨店於活動首日錄得超過115,000,000港元的單日銷售收入新紀錄。

尖沙咀崇光

二零一四年為尖沙咀崇光的分水嶺。於梳士巴利道開業接近九年後，舊店於二月結業。本集團在進駐新址的四個月內成功於十一月於尖沙咀購物地區的主要幹道重開該店。重開該店突顯出本集團專注於香港市場，並證明本集團成功的管理實力及營運模式。

尖沙咀崇光位處黃金地段，乘坐地下鐵或步行到達都非常便利，其於試營業後迅速吸引廣大本地居民及遊客等新舊客戶。該店截至二零一四年年底的客流量及表現均遠超管理層預期。此等令人鼓舞的業績受惠於與試營業期間的十一月「感謝周」活動以及尖沙咀崇光歷年來已建立的強大客戶群。

尖沙咀崇光為流行時裝及精品型百貨店，建築面積約12,000平方米，以較時尚及潮流的服裝作定位，提供約有160個現代流行風格的國際品牌。該店側重於一些特定的產品，包括化妝品、護膚品、珠寶鐘錶、手袋、鞋類及時尚服裝。重開該店可進一步加強崇光的品牌認受性及鞏固本集團在香港的零售業務的覆蓋面。

Management Discussion and Analysis (continued) 管理層討論及分析(續)**Mainland China
Shanghai Jiuguang**

It has been 10 years since the Group first established its presence in mainland China. Over the decade, Shanghai Jiuguang store has been growing from strength to strength and established itself as one of the leading shopping destinations in this first-tier mainland Chinese city and its retail clout was well reflected in its 2014 business results. Despite the rather sluggish domestic demand and fierce competition among existing retail venues and an increasing number of newcomers, Shanghai Jiuguang managed to hold up its sales revenue at the level similar to the previous year. The average daily traffic footfall saw a small decline to 50,700 from 51,500 a year earlier, demonstrating the competitive strengths of the store among many well-built retailing venues.

During the year, Shanghai Jiuguang invested additional resources to further strengthen its brand portfolio, in particular, the number of cosmetics and skincare brands and raising the profile of a selection of reputed brands. As a result, the store saw approximately 27% growth of revenue from this product category. Although these promotion efforts had inevitably lowered the profit margin, the management deemed it necessary to make the changes so as to broaden Shanghai Jiuguang's market share in this particular product category and strengthen the store's image in the longer run. Indeed, it is believed that the store now boasts the stronger portfolio of cosmetics and skincare brands among all the retail venues on Nanjing West Road.

The third quarter of the year saw the completion of a renovation project at the Freshmart supermarket of Shanghai Jiuguang. The renovation work, being carried out in two phases over a period of more than five months, inevitably affected the traffic footfall and business that partly explained the slowdown in revenue growth of the store.

Suzhou Jiuguang

After several years of stellar growth, Suzhou Jiuguang has settled on a steady growth track. Having secured a solid position as a sought-after shopping destination in Suzhou, the store turned profitable in 2013 and has remained so since then. Its contribution to the Group's revenue remains consistent and meaningful. During the year, the store reported a small negative growth in sales revenue which was mainly a result of an accounting adjustment to reverse sales proceeds in respect of prepaid cards previously recognized as sales revenue. When excluding this accounting adjustment, the store actually recorded a low single digit growth in sales revenue for the year. The business of the store remained healthy and continued to thrive, as evidenced by the average daily traffic footfall, which rose to approximately 21,500 from 2013's 19,900 and the average ticket size expanded 7.1% to RMB360.

In response to the weakening local consumption and in view of the store's increasing popularity, the management focused during the year on cost control to improve profitability while keeping the momentum of its marketing and promotion efforts in order to maintain the store's appeal.

**中國大陸
上海久光**

本集團於中國內地建立上海久光已有十年光景，十年來日益壯大，並成為國內一線城市其中一個具領導地位的購物熱點。其零售影響力充分反映於其二零一四年業績。儘管內需較為疲弱，現有零售點競爭激烈以及新加入者上升，上海久光的銷售收入維持與去年相若。平均客流量由去年51,500人次微跌至50,700人次，可見該店比對其他已建立零售場所的競爭優勢。

年內，上海久光投放額外資源，以強化尤其是化妝品及護膚品品牌組合的數目，並提高精選知名品牌的形象。因此，該店於該類別產品的銷售錄得27%增長。儘管這些努力無可避免地降低利潤率，管理層認為長遠而言需要革新以擴大上海久光於該產品類別的市場佔有率及加強該店形象。事實上，集團相信該店現坐擁較南京西路所有零售場所強大的化妝品及護膚品品牌組合。

上海久光「鮮品館」超級市場於年內第三季完成翻新項目，為期超過五個月分兩期進行的翻新工程無可避免地影響了該店的客流量及業績，亦使該店收入增長放緩。

蘇州久光

蘇州久光經過幾年出色的增長後已穩紮平穩增長軌道。穩佔蘇州受追捧的購物熱點地位，該店自二零一三年至今一直錄得盈利，其對本集團的收入貢獻亦甚為穩定及重要。年內，由於一項會計調整把以前年度確認為銷售收入的預付費卡銷售所得回撥，該店的銷售收入錄得輕微負增長。惟撇除該會計調整，該店於年內實質錄得低單位數字銷售增長。該店的業務維持健康表現及繼續蓬勃發展，可見於每日平均客流量由二零一三年19,900人次上升至21,500人次及平均每宗交易額擴大7.1%至人民幣360元。

有見當地消費疲弱以及該店知名度日益增長，管理層於年內集中成本控制以改善盈利能力，同時保持市場推廣及宣傳力度以維持該店的吸引力。

Dalian Jiuguang

For the year 2014, Dalian Jiuguang reported a 15.4% negative growth along with a 4.0% decline in the average daily traffic footfall. This disappointing result was in line with the local market condition, which had been characterized by weak consumption throughout the year.

Shenyang Jiuguang

Since opened in October 2013, the store got off to a steady start and performed in a stable manner throughout 2014. In view of the relatively weak demand for mid to high-end products in the Northern China market and the fact that all young stores need time to build a growth momentum, the management has previously predicted that the store, the Group's fourth Jiuguang establishment in mainland China, would take more time than the Group's other mainland operations before it could turn profitable. During the year, sales revenue and the growth trend of the store was less than satisfactory. The Group has made and will continue to make adjustments to the product and brand mix for both the food and non-food departments of the store with the aim of providing a wider array of local and imported products catering to a broader customer base.

Freshmart Operation

The Group's first stand-alone "Freshmart" store in Shanghai, launched in July 2013 inside the L'Avenue Shanghai at the Changning District of Shanghai, delivered mediocre results for the year. The operation is not a significant part of the Group's mainland operations, but it is meaningful as it demonstrated the brand equity and underlying strength of Freshmart at a time when market uncertainties abounded. The Group will continue to look for suitable locations in Shanghai to expanding further into this line of business.

Interests in Associates

The Group's strategic investment in Beiren Group, a leading retailer based in Shijiazhuang, Hebei Province, continued to deliver healthy results in 2014 amidst the highly competitive market conditions. The investment contributed roughly HK\$347.8 million in profit (including profit attributable to non-controlling interest) to Lifestyle International, compared with HK\$348.6 million in 2013. The slowdown in its sales revenue growth, apart from the generally weak market conditions, was a result of the metro construction work nearby, and store extension project at, Beiren Group's two main flagship stores. It is expected that the impact should only be temporary and traffic footfall and business should improve following completion of the works.

Beiren Group currently operates a total of approximately 1.1 million sq.m of floor space that comprises 16 department stores, 35 supermarkets and various outlets specialising in electrical appliances, consumer electronics and gold and jewellery. Most of these store premises are located in Shijiazhuang.

大連久光

於二零一四年，大連久光錄得15.4%負增長及每日平均客流量跌幅4.0%。此令人失望的業績與當地全年消費疲弱的市場狀況一致。

瀋陽久光

瀋陽久光自於二零一三年十月開業以來表現平穩，二零一四年全年表現穩定。有見中國北方地區對中高檔次產品的需求相對疲弱以及所有新百貨店均需時間去建立增長勢頭，管理層預計該店（本集團於國內第四間久光百貨店）較本集團其他內地業務需要更長時間才可錄得盈利。年內，銷售收入及增長趨勢未如理想，本集團經已及將繼續為該店的食物與非食品部門整合產品及品牌組合，以擴闊本土及進口產品種類以迎合更廣泛的客戶群。

「鮮品館」之經營

本集團於上海首間獨立經營的「鮮品館」店於二零一三年七月於上海長寧區尚嘉中心開業，於回顧期內的業績表現一般。其業務並非本集團內地業務的主要部分，但其可反映出品牌認知度及「鮮品館」於市場存在不明朗因素時仍具根本性實力，甚具意義。本集團將繼續於上海尋求適合的位置擴張此項業務。

聯營公司投資

紮根河北石家莊的北人集團乃本集團策略性投資的當地龍頭零售集團，其於二零一四年競爭激烈的市場狀況下繼續保持健康的業績。該投資於年內為利福國際貢獻約347,800,000港元溢利（包括非控股權益應佔溢利），比對二零一三年則為348,600,000港元。除整體市場氣氛疲弱外，該投資的銷售增長放緩亦受附近地下鐵建築工程及北人集團兩個主要旗艦店的擴建工程所影響。集團預計該等影響應屬短暫，該兩店的客流量及業務於工程完成後將得到改善。

北人集團目前經營總面積約1,100,000平方米的樓面面積，包括16間百貨店、35間超級市場及多間專門出售電器用品、電子消費產品、黃金及珠寶首飾的門市。該等經營場所大部分均位於石家莊。

Lifestyle Properties

Lifestyle Properties, in which the Group owns approximately 60% equity interest, recorded a loss of HK\$13.9 million (2013: profit of HK\$58.7 million) attributable to owners for the year ended 31 December 2014. Lifestyle Properties made a profit in 2013 mainly because there was approximately HK\$56.9 million one-off gain from the disposal of the Tianjin property. The loss this year was mainly caused by a fair value loss on the investment properties of Lifestyle Properties and the fact that the main income sources, which comprised interest income and project management fee from the Lifestyle International, were insufficient to cover its operating costs.

At 31 December 2014, cash and bank balances of Lifestyle Properties amounted to HK\$566.1 million (2013: HK\$285.7 million). The increase in the cash balance was due to receipt during the year of the balance payment of the sales consideration of approximately HK\$342.5 million from disposal of the Tianjin property. Major non-current assets at year end included investment properties amounted to HK\$700.4 million (2013: HK\$716.8 million). The only development project of Lifestyle Properties, namely the Yifu Land project in Shenyang, was still in the final design stage at year end and construction work is unlikely to commence in the first half of 2015. Lifestyle Properties will strive to dispose of the Group's remaining investment properties when opportunities arise.

Expansion in Mainland China

At present, the Group has on hand one green field project, namely the retail and commercial complex project at Zhabei, Shanghai. Construction work commenced in December 2013 and the completion date of this project is tentatively scheduled for 2018. The project will feature a commercial complex comprising a sizeable retail premises, office blocks, and the Group's second Jiuguang store in Shanghai. The plan is in line with the Group's strategy of expanding sensibly in mainland China. Upon commencement of operation in a few years' time, the Zhabei project is expected to strengthen the Group's presence and influence in Shanghai.

Outlook and Plan

Looking ahead, the management believes the uncertainties hovering over economies around the world imply a cautious outlook for the coming 12 months. The expected consolidation of the Chinese economy in 2015 would no doubt create even more challenging general economic condition and a much tougher retail environment for retailers and operators in Hong Kong and mainland China.

However, the incessant process of urbanisation and the rise of the middle class in mainland China will continue to work in favour of better managed retail operators that cater to mid-to-high end customers. Lifestyle International, being one such operator, will strive to capitalise on its track record of outstanding business performance to the full, so as to buttress its business foundation in both mainland China and Hong Kong.

利福地產

由本集團擁有約60%股權的利福地產，於截至二零一四年十二月三十一日止年度錄得13,900,000港元的擁有人應佔虧損(二零一三年：58,700,000港元盈利)。利福地產於二零一三年錄得盈利主要由於出售天津物業而產生約56,900,000港元的一次性收益。本年度的虧損主要由於利福地產的投資物業的公平值虧損及其主要收入來源，其中包括利息及向利福國際收取的項目管理費收入，並不足以支付其經營成本。

於二零一四年十二月三十一日，利福地產的現金及銀行結存為566,100,000港元(二零一三年：285,700,000港元)。現金結存增加是由於年內收到一筆出售天津物業的銷售代價餘款約342,500,000港元。年末主要非流動資產包括投資物業約700,400,000港元(二零一三年：716,800,000港元)。利福地產唯一的發展項目為位於瀋陽之怡富土地，在年末仍然在最終設計階段，該項目在二零一五年上半年動工的機會不大。倘獲機會，利福地產將積極出售集團餘下之投資物業。

於中國內地的擴展

目前，本集團現有一項待發展項目，是為位於上海閘北的零售及商業綜合體項目。建築工程於二零一三年十二月展開，項目竣工日期暫訂為二零一八年。該項目將發展為一個商業綜合體，包含大規模的零售場所、辦公樓及本集團第二家上海久光店。此計劃與本集團靈活地擴展其於中國內地業務之策略一致。預期待北項目在數年後開始經營後，將加強本集團在上海的覆蓋及影響力。

展望與計劃

放眼未來，在全球經濟不明朗下，管理層對未來十二個月的市場狀況持謹慎態度。中國經濟預期於二零一五年放緩，經濟情況無疑更具挑戰，香港及中國內地的零售商及營運者亦面對更嚴峻的零售環境。

雖然如此，中國內地持續不斷的城市化及中產階級的崛起將繼續有利於管理優良、迎合中至高端客戶的零售營運商。利福國際作為該眾營運商之一，將力爭發揮過往出色的經營業績至極至，從而鞏固其於中國內地及香港的業務基礎。

Management Discussion and Analysis (continued) 管理層討論及分析(續)

As for Hong Kong, notwithstanding the recent slowdown in tourist arrivals and spending, the management continues to believe that it is a market with strong appeal to both local consumers and mainland Chinese shoppers. While improvement of the local consumer sentiment depends on the external economic conditions, the tax-free nature and vast selection of products available in Hong Kong mean that the city's reputation as a shopping paradise is solid and will continue to attract shoppers from mainland China. This will stand the Group's SOGO operations in good stead and is the basis of the management's belief that the two Hong Kong stores would continue to deliver steady performance in 2015.

In the months to come, the Group will continue to fine tune the product and brand mix for the new SOGO TST and to open up the area not filled up at the time it was soft-opened to provide more product categories, including certain popular food and confection items. At SOGO CWB, the Group will continue with the remaining renovation work and any disruption to the traffic footfall of the store will be kept to an absolute minimum.

As for operations in mainland China, the Group will continue to live up to its reputation as a department store operator providing shoppers with a unique shopping environment and experiences, as well as trendy and high-quality products and services, catering to the different needs of consumers in different regions. In 2015, the Group will start a major renovation and improvement project for the Shanghai Jiuguang and continue to boosting Suzhou and Shenyang Jiuguang's strength through carefully planned marketing and promotion strategies amid the lacklustre market environment.

While the strategic partnership with QIA may provide a platform for exploring future collaborative opportunities, Lifestyle International will continue to adhere to its own operation strategy and staying open to new strategic and sensible investment and expansion opportunities, with a view to generating maximum returns for its shareholders and also further solidifying the business foundation of the Group.

香港方面，儘管近來訪港旅客人數及消費放緩，管理層繼續相信香港市場對本土及內地顧客而言均具極大吸引力。儘管本地消費情緒之改善受制於外圍經濟情況，然而香港擁有免稅的特質及琳琅滿目的商品選擇，其購物天堂的美譽仍然穩固，將繼續吸引中國內地的消費者。這不僅使本集團的崇光業務佔盡優勢，亦使管理層相信兩間香港百貨店可於二零一五年繼續帶來穩定的表現。

未來數月，本集團將繼續微調於新尖沙咀崇光的產品及品牌組合，及開拓於試營業時未被使用的空間以便提供更多產品種類，包括若干受歡迎的食品及甜點。至於銅鑼灣崇光，本集團將繼續餘下之翻新工程，把對該店客流量的影響減至最低。

至於中國內地業務方面，本集團將繼續其為顧客提供獨一無二的購物環境及經驗，以及時尚與高品質的產品和服務的百貨店營運商的名聲，以滿足不同地區的消費者。於二零一五年，本集團將於上海久光開始一項重大的翻新和改善工程，並致力通過精心策劃之市場推廣及宣傳策略，在低迷的市場環境下加強蘇州久光及瀋陽久光的實力。

與QIA的戰略合作夥伴關係開闢了未來共同合作的機會。利福國際將繼續其一貫理智務實的經營的策略，對新策略性及靈活性的投資及擴張機會持開放態度，以為股東爭取最大回報及鞏固集團的業務基礎。

Corporate Governance Report

企業管治報告

Corporate Governance Principles and Practices

The board of directors (“Board”) and management of the Company are committed to maintaining good corporate governance practices and procedures. The Company has adopted the code provisions in the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) as its guidelines and focus on a quality Board, sound internal controls, and transparency and accountability to all stakeholders.

Codes Compliance

The Company has complied with all code provisions of the CG Code for the year ended 31 December 2014, except the code provision E.1.2 which requires that the chairman of the Board should attend the Company’s annual general meeting. Due to other engagement, Dato’ Dr. Cheng Yu Tung, the chairman of the Board was unable to attend the annual general meeting of the Company held on 14 April 2014 (“AGM”).

The Board

(1) Board Composition

As at the date of this report, the Board consists of a total of nine directors, including two executive directors, three non-executive directors and four independent non-executive directors. More than one-third of the Board is represented by independent non-executive directors with one of whom being a certified public accountant. The Board believes that the number of executive and non-executive directors is reasonable and adequate to provide sufficient checks and balances that would safeguard the interests of the shareholders and the Company. The directors possess professional qualification and knowledge and industry experience and expertise, which enable them to make valuable and diversified advice and guidance to the Group’s business activities and development.

The Company adopted a Board diversity policy in accordance with the requirements set out in the code provisions of the CG Code. The Company recognizes the benefits of having a diverse Board, and sees diversity at the Board level is essential in achieving a sustainable and balanced development. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, educational background, ethnicity, professional experience, skills, knowledge, industry experience and expertise. All Board appointments are based on meritocracy and considered against a variety of criteria, having due regard for the benefits of diversity on the Board.

Details of the composition of the Board are set out in the “Corporate Information” in this Annual Report. The directors’ biographies, including the relationships among the directors are set out in the “Profile of Directors” in this annual report.

企業管治原則及常規

本公司董事會（「董事會」）及管理層致力維持良好的企業管治常規及程序。本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四之《企業管治守則》（「企業管治守則」）之守則條文為指引，並著重高質素之董事會、健全之內部監控，以向所有持份者提供透明度及問責。

遵從企業管治守則

截至二零一四年十二月三十一日止年度內，本公司已遵從企業管治守則所有守則條文，惟守則條文E.1.2除外，該條文訂明，董事會主席應出席本公司之股東週年大會。由於董事會主席拿督鄭裕彤博士公務繁忙，故未能參與本公司於二零一四年四月十四日舉行之股東週年大會（「股東週年大會」）。

董事會

(1) 董事會組成

截至本報告日期，董事會由九位董事組成，包括兩位執行董事、三位非執行董事及四位獨立非執行董事。超過三分之一董事會成員由獨立非執行董事出任，其中一人為執業會計師。董事會相信，執行董事與非執行董事之數目是合理且足以提供監察及起平衡作用，以保障股東及本公司之利益。各董事擁有專業資格和知識及行業經驗和專門知識，可為本集團業務活動及發展帶來寶貴貢獻及提供不同意見與指引。

本公司根據企業管治守則之守則條文規定採納董事會成員多元化政策。本公司確認並深信董事會成員多元化裨益良多，且將董事會層面之多元化視作達致可持續的均衡發展的關鍵元素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、教育背景、種族、專業經驗、技能、知識、行業經驗及專門知識。董事會所有委任均以用人唯才為原則，並以各種標準充分顧及董事會成員多元化的裨益。

董事會組成詳情列載於本年報「企業資料」內。各董事之個人資料，當中包括董事間的關係，列載於本年報「董事簡介」項下。

The independence of the independent non-executive directors is assessed according to the relevant rules and requirements under the Listing Rules. The Company has received written confirmation of independence from each of the independent non-executive directors and the Company is of the view that all independent non-executive directors meet the independence guidelines as set out in Rule 3.13 of the Listing Rules and are therefore independent.

(2) Chairman and Chief Executive Officer

The chairman of the Board is responsible for setting overall strategic plan and development of the Group whereas the chief executive officer is responsible, in addition to assisting in setting the Group's strategic plan, for implementing the Board's decisions, monitoring and supervising the Group's overall performance, ensuring adequate capital and managerial resources are available to implement the business strategies being adopted from time to time, setting out and monitoring targets, plans and direction for management, reporting to the Board on the Group's performance and proposing business plans and strategies for further evaluation and assessment by the Board.

The positions of the chairman of the Board and the chief executive officer are currently held by two different individuals for the purpose of ensuring an effective segregation of duties and a balance of power and authority.

(3) Responsibilities

The Board is charged with promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. The Board steers and oversees the management of the Company including, establishing the strategic direction and setting long-term objectives for the Company, monitoring the performance of management, protecting and maximizing the interests of the Company and its shareholders, and reviewing, considering and approving and the subsequent reviewing and monitoring of the annual budget against actual performances and results. The Board has delegated management, under the leadership of the chief executive officer, with authorities and responsibilities for the day-to-day operations and administration of the Group.

Each director has a duty to act in good faith in the best interests of the Company. The directors are aware of their collective and individual responsibilities to the Company and the shareholders in respect of the manner in which the affairs of the Company are being controlled and managed.

Directors are requested to make declaration of their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board. If a director has a potential conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent board committee will be set up to deal with the matter.

獨立非執行董事的獨立性乃根據上市規則相關條例及規定而作出評核。本公司已接獲各獨立非執行董事發出之獨立性確認書，本公司認為所有獨立非執行董事皆符合上市規則第3.13條指引之規定，並根據該指引條文屬獨立人士。

(2) 主席及首席執行官

董事會主席負責制定本集團整體策略規劃及發展，而首席執行官除協助制定本集團的策略規劃外，亦負責執行董事會決策、監察與監督本集團整體表現、確保具備充裕資金及管理資源以執行不時所採納之業務策略、為管理層制定及監察目標、計劃及方向、就本集團表現向董事會匯報以及提呈業務計劃和策略以讓董事會作進一步的分析及評估。

董事會主席及首席執行官職位目前由兩位不同的人士擔任，旨在確保有效職責分工以及平衡權力及授權。

(3) 責任

董事會以負責任、重效益的態度領導及監管本公司。董事會負責領導及監管本公司管理層，工作包括制訂本公司之策略方向、訂立本公司長遠目標、監控管理層表現、保障及盡力提高本公司與其股東之利益，以及審閱、考慮及批准及隨後審查及監控年度預算、並對表現及業績作考評。董事會委派由首席執行官所領導的管理層負責管理本集團日常業務及行政事宜。

各董事均有責任真誠地以公司的最佳利益為前提行事。董事會成員明白，須就公司的監控和管理事宜向公司及所有股東承擔共同和個別的責任。

董事會在考慮方案或交易時，董事須申報其涉及的任何直接或間接利益。若有董事在董事會將予考慮的事項中存有潛在董事會認為重大的利益衝突，有關事項將根據適用的規則及規例處理，並在適當情況下成立董事會轄下獨立委員會處理。

All directors have full access to and are provided with adequate, reliable and timely information about the operations and latest development of the Group to enable them to discharge their responsibilities and make timely decision. Updates have been provided to all members of the Board on a regular basis to enable them to discharge their duties. Operational and financial information and analysis of the Group can be accessed directly through briefing and reporting by the chief executive officer and management during Board meetings. Through the company secretary, independent professional advice, on the account of the Company, could be sought should such advice be considered necessary by any director for carrying out his/her duties properly.

(4) Appointment, Re-election and Removal of Directors

After recommendation from the nomination committee, appointment of new director(s), if any, is rested with the Board. Under the Company's articles of association, the Board may from time to time appoint a director either to fill a casual vacancy or as an addition to the Board. Any such new director shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the same general meeting.

All non-executive directors (including independent non-executive directors) are appointed for a specific term of one year and all directors (including non-executive directors) are subject to retirement by rotation at least once every three years and are subject to re-election in accordance with the Company's articles of association.

(5) Board Meetings and Directors' Attendance

The Board held five meetings during the year ended 31 December 2014 to review among other things quarterly operating performance of the Group, to approve the Group's interim and final results announcements and financial statements and to recommend or declare dividends.

Board members attended the Company's Board meetings either in person or through telephone conferencing means in accordance with the provisions of the Company's articles of association. During the year, Mr. Lau Luen Hung, Thomas, Ms. Lau Yuk Wai, Amy, The Hon. Shek Lai Him, Abraham and Mr. Hui Chiu Chung, Stephen attended all five meetings; Mr. Lam Siu Lun, Simon attended four of the meetings; Dr. Cheng Kar Shun, Henry attended three of the meetings; Mr. Doo Wai Hoi, William attended two of the meetings; while Dato' Dr. Cheng Yu Tung did not attend any of the meetings.

全體董事均可全面取得及獲提供有關本集團之營運及最新發展之足夠、可靠及適時的資料，使彼等履行其責任作出適時決策。本公司亦定期向董事會全體成員提供更新資料，以便彼等可履行彼等職責。本集團的營運及財務資料與分析可直接透過首席執行官及管理層於會議匯報及報告時取得。若任何董事於履行職務時認為有必要尋求獨立專業意見，公司秘書可代為安排，費用由本公司支付。

(4) 董事之委任、重選及罷免

得到提名委員會推薦後，新董事之委任(如有)須提交董事會審批。根據本公司組織章程細則，董事會可不時委任董事以填補臨時空缺或增添董事會成員。新任董事之任期至本公司下次股東會(如屬填補臨時空缺)或至本公司下屆股東週年大會(如屬增添董事會成員)為止，並有資格於同一股東大會上重選連任。

所有非執行董事(包括獨立非執行董事)以一年之指定任期獲委任及根據本公司組織章程細則，所有董事(包括非執行董事)須每三年輪流告退，並須經重選連任。

(5) 董事會會議及董事的會議出席率

董事會於截至二零一四年十二月三十一日止年度間召開五次會議，除審閱本集團的季度經營表現外，並批准本集團的中期及全年業績公告及財務報表、建議或宣派股息。

根據本公司組織章程細則條文規定，董事會成員可親身或以電話會議方式參與本公司董事會會議。年內，劉鑾鴻先生、劉玉慧女士、石禮謙議員及許照中先生均有出席全部五個董事會會議；林兆麟先生出席上述會議中的四個會議；鄭家純博士出席上述會議中的三個會議；杜惠愷先生出席上述會議中的二個會議；拿督鄭裕彤博士則沒有出席任何上述董事會會議。

Mr. Ip Yuk Keung attended all four Board meetings after his appointment by the Board on 22 April 2014; Mr. Lau Luen Hung, Joseph attended the only one board meeting before he resigned from the Board on 14 March 2014; while Mr. Cheung Yuet Man, Raymond did not attend the only one board meeting before his retirement from the Board on 14 April 2014.

(6) Practices and Conduct of Board and Board Committee Meetings

The company secretary is responsible for ensuring the proper convening and conducting of the Board and Board committee meetings, with the relevant notices, agenda and Board and Board committee papers being provided to the directors and relevant Board committee members in a timely manner before the meetings.

The company secretary is responsible for keeping minutes of all Board and Board committee meetings. Board and Board committee minutes are available for inspection by the directors and Board committee members.

(7) Directors' Induction and Continuous Professional Development

Induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company will be provided to each newly appointed director, if any. The Group also provides briefings and other training to develop and refresh the directors' knowledge and skills, and provide updates to all directors on any regulatory requirements.

During the year ended 31 December 2014, the directors were provided by the Company with relevant reading materials issued by the Stock Exchange regarding amendments to the Listing Rules in respect of (i) connected transactions; and (ii) definitions of connected person and associate. In addition, the Company was informed that Mr. Hui Chiu Chung, Stephen and Mr. Ip Yuk Keung (appointed by the Board on 22 April 2014) have also received trainings and/or reading materials regarding (i) directors' duties and responsibilities and/or (ii) corporate governance.

葉毓強先生自於二零一四年四月二十二日獲董事會委任後出席全部四個董事會會議；劉鑾雄先生出席於二零一四年三月十四日辭任董事會前的唯一董事會會議；張悅文先生則沒有出席於二零一四年四月十四日退任董事會前的唯一董事會會議。

(6) 董事會及其轄下委員會會議之常規及準則

公司秘書負責確保合規地召開及舉行董事會及其轄下委員會會議，並於舉行會議前適時向董事及其轄下有關委員會成員提供相關通知、會議議程及董事會及其轄下委員會會議文件。

公司秘書負責保存董事會及其轄下委員會會議記錄。董事會及其轄下委員會會議記錄可供董事及其轄下委員會成員查閱。

(7) 董事啓導及持續專業發展

每名新委任之董事(如有)皆獲得整套包括本集團業務及上市公司董事在法律及監管規定上責任的啓導資料。本集團亦提供簡報及其他培訓以增進及更新董事的知識和技能及向董事提供任何監管規定之最新訊息。

截至二零一四年十二月三十一日止年度，本公司已就聯交所發出有關(i)關連交易及(ii)「關連人士」和「聯繫人」的定義的上市規則修訂向董事提供相關閱讀材料。此外，本公司接獲許照中先生及葉毓強先生(於二零一四年四月二十二日獲董事會委任)通知，彼等亦已接受就(i)董事職責及責任及/或(ii)企業管治的培訓及/或閱讀材料。

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions in the shares of the Company.

In response to a specific enquiry by the Company, all directors confirmed that they complied with the requirements of the Model Code throughout the year ended 31 December 2014.

Directors' Responsibility for the Financial Statements

The directors acknowledged their responsibility for overseeing the preparation of the financial statements of the Group for the year ended 31 December 2014. The directors have ensured that the financial statements of the Group are prepared so as to give a true and fair view of the Group's state of affairs, the results and cash flow for the year, and on a going concern basis in accordance with the statutory requirements and applicable accounting and financial reporting standards.

The directors also ensure timely publication of the Group's financial statements and aim to present a clear, balanced and understandable assessment of the Group's performance and position through all its publications and communications to the public. They are also aware of the requirements under the applicable rules and regulations about timely disclosure of inside information.

The report from the auditor of the Company regarding their responsibilities and opinion on the financial statements of the Group for the year ended 31 December 2014 is set out in the "Independent Auditor's Report" in this annual report. The Board has taken steps to ensure the continued objectivity and independence of the external auditor. For the year ended 31 December 2014, the remuneration paid/payable to the external auditor of the Company were approximately HK\$4.2 million and approximately HK\$0.9 million in respect of audit and non-audit services provided to the Group respectively. Details of significant non-audit services and the amount incurred are as follows:

Review of interim financial information for the six months ended 30 June 2014	HK\$0.8 million
Review of Group's statement of indebtedness as at 30 November 2014	HK\$0.1 million
Annual audit financial statements for the year ended 31 December 2014	HK\$4.2 million

董事之證券交易

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則(「標準守則」)，作為其有關董事就本公司股份進行證券交易的操守準則。

經由本公司作出具體查詢後，全體董事確認彼等於截至二零一四年十二月三十一日止整個年度內一直遵守標準守則之要求。

董事對財務報表之責任

董事確認彼等有責任監督編製本集團截至二零一四年十二月三十一日止年度之財務報表。董事已確保按照法定規定及適用會計及財務報告準則，及按持續經營基準編製本集團財務報表，以真實公平地呈報本集團年內之財務狀況、業績及現金流量。

董事並須確保本集團財務報表適時予以刊發，並旨在透過其向公眾刊發的訊息及溝通就本集團之表現及地位提供清晰、均衡及易於理解的評估。彼等亦知悉根據適用的規則和法規而適時披露內幕消息之規定。

本公司核數師對本集團截至二零一四年十二月三十一日止年度財務報表之報告責任及意見之聲明載於本年報「獨立核數師報告書」。董事會已採取措施確保外聘核數師的客觀及獨立性。截至二零一四年十二月三十一日止年度，本公司外聘核數師就向本集團提供核數及非核數服務之已付／應付費用分別約4,200,000港元及900,000港元。重要非核數服務之詳情及所產生費用如下：

審閱截至二零一四年六月三十日 止六個月中期財務資料	800,000 港元
審閱於二零一四年十一月三十日 之債務表	100,000 港元
截止二零一四年止年度之 審計財務報表	4,200,000 港元

Board Committees

As at the date of this report, the audit committee, the remuneration committee and nomination committee are in operation and they have been established with specific terms of references to assist the Board in discharging its responsibilities.

(1) Audit Committee

The audit committee comprises four members, namely, Mr. Lam Siu Lun, Simon, The Hon. Shek Lai Him, Abraham, Mr. Hui Chiu Chung, Stephen and Mr. Ip Yuk Keung (appointed on 22 April 2014), all are independent non-executive directors. None of them is, or has previously been, the partner of the Company's current or previous external auditor. The audit committee is chaired by Mr. Lam Siu Lun, Simon, who is a certified public accountant. The audit committee is provided with sufficient resources to discharge its responsibilities.

The terms of reference of the audit committee setting out the committee's authorities and duties, which follow closely the guidelines of the code provisions of the CG Code, are available on the Company's website.

The principal duties of the audit committee are as follows:

1. consider the service and appointment of the Company's external auditor, nature and scope of auditing, and the related audit fee;
2. review and approve changes in accounting policies and practices, to review effectiveness of the financial reporting system and process and its compliance with applicable accounting standards, the Listing Rules and legal requirements;
3. oversee adequacy of the Group's financial reporting process, internal control procedures and risk management system;
4. assist the Board in overseeing the proper preparation of the Group's financial statements and interim and annual reports; and
5. perform the corporate governance duties as set out in the CG Code.

The audit committee held three meetings during the year ended 31 December 2014. Other than Mr. Cheung Yuet Man, Raymond who did not attend the only one meeting before his retirement on 14 April 2014 and Mr. Ip Yuk Keung who attended the two meetings after his appointment on 22 April 2014, all committee members attended all three meetings.

In the meetings, the audit committee (i) reviewed and discussed with the external auditor the audit planning report before commencement of the annual audit; (ii) reviewed and discussed with the external auditor the Group's interim and annual financial statements before they were submitted to the Board for consideration and approval; (iii) reviewed and discussed with the external auditor the accounting principles and practices adopted by the Group and (iv) reviewed the external auditor's audit findings, if any. No material issues were noted by the audit committee which were required to be reported to the Board during the year ended 31 December 2014.

董事會轄下的委員會

於本報告日期，審核委員會、薪酬委員會及提名委員會正運作，且彼等均以各自的職權範圍協助董事會履行應有職責。

(1) 審核委員會

審核委員會由四名成員組成，即林兆麟先生、石禮謙議員、許照中先生及葉毓強先生（於二零一四年四月二十二日獲委任），全體成員均為獨立非執行董事。彼等並非亦不曾出任本公司現任或前任外聘核數師合夥人。審核委員會由林兆麟先生出任主席，彼為執業會計師。審核委員會獲提供充裕資源以履行其職責。

按企業管治守則的守則條文訂定之審核委員會職權範圍詳列委員會之權力及職責已登載於本公司網站。

審核委員會之主要職責如下：

1. 考慮本公司外聘核數師之服務及其委任以及核數性質與範疇及相關費用；
2. 審閱及批准會計政策與慣例之變動，檢討財務申報系統及程序之效能及是否遵守應用會計準則、上市規則及法例規定；
3. 監察本集團之財務申報程序、內部監控程序及風險管理制度是否恰當；
4. 協助董事會監察適當編製本集團財務報表及中期及年度報告；及
5. 執行企業管治守則載列之企業管治的職責。

截至二零一四年十二月三十一日止年度，審核委員會曾舉行三次委員會會議，除張悅文先生沒有出席其於二零一四年四月十四日退任前的唯一一個會議及葉毓強先生出席自其於二零一四年四月二十二日獲委任後二個會議外，全部委員會成員均有出席全部三次會議。

審核委員會於會上(i)審閱及與外聘核數師商討於年度審計開始前的審計計劃報告；(ii)審閱及與外聘核數師商討本集團中期及年度財務報表後始呈交董事會以供考慮及批准；(iii)審閱及與外聘核數師商討本公司所採用之會計原則及實務準則；及(iv)審閱外聘核數師的審計發現(如有)。於二零一四年十二月三十一日止年度審核委員會概無發現重大問題需向董事會匯報。

On 12 March 2015, the members of the audit committee met to (i) review with the Company's external auditor the Group's audited consolidated financial statements for the year ended 31 December 2014 ("2014 Consolidated Financial Statements"), including the accounting principles and practices adopted by the Group; (ii) note the training and continuous professional development of the directors for the year ended 31 December 2014; and (iii) review the corporate governance report. The audit committee resolved to recommended the 2014 Consolidated Financial Statements for the approval of the Board in the next Board meeting.

The audit committee also resolved to recommend to the Board the re-appointment of Messrs. Deloitte Touche Tohmatsu as the Company's external auditor for the year ending 31 December 2015 and that the relevant resolution shall be put forth for the shareholders' consideration and approval at the Company's 2015 annual general meeting.

(2) Remuneration Committee

Members of the remuneration committee comprise three independent non-executive directors, namely, Mr. Lam Siu Lun, Simon who is the chairman of the remuneration committee, The Hon. Shek Lai Him, Abraham and Mr. Hui Chiu Chung, Stephen, and one executive director, namely Mr. Lau Luen Hung, Thomas who is also the chief executive officer of the Company. The remuneration committee is provided with sufficient resources to discharge its responsibilities.

The terms of reference of the remuneration committee setting out the committee's authorities and duties, which follow closely the requirements of the code provisions of the CG Code, are available on the Company's website.

The principal role of the remuneration committee is to provide advice and recommendation to the Board on (i) the remuneration package of directors and senior management; (ii) on any specific remuneration package with reference to market conditions, performance of the Group and the individuals against preset goals and targets as set by the Board from time to time; and (iii) if necessary, on any compensation policy for termination of office of directors or senior management.

The remuneration committee held one meeting during the year ended 31 December 2014. All committee members attended the meeting. In the meeting, the remuneration committee reviewed and recommended for the Board's approval the remuneration package of directors and senior management for the year ended 31 December 2014.

審核委員會成員於二零一五年三月十二日舉行會議，於會上(i)聯同外聘核數師審閱本集團截至二零一四年十二月三十一日止年度的已審核綜合財務報表(「二零一四年度綜合財務報表」)，包括集團採納的會計原則及實務準則；(ii)知悉董事於二零一四年十二月三十一日止年度內培訓及持續專業發展之情況；及(iii)審閱企業管治報告。審核委員會決議建議董事會於下次董事會批准通過二零一四年度綜合財務報表。

審核委員會亦決議向董事會建議，重新聘任德勤•關黃陳方會計師行為本公司截至二零一五年十二月三十一日止年度的外聘核數師，並建議將有關決議於本公司二零一五年股東週年大會上提交予股東考慮及通過。

(2) 薪酬委員會

薪酬委員會成員由三名獨立非執行董事，林兆麟先生(彼為薪酬委員會之主席)、石禮謙議員及許照中先生以及執行董事劉鑾鴻先生組成。劉鑾鴻先生亦為本公司首席執行官。薪酬委員會獲提供充裕資源以履行其職責。

按企業管治守則的守則條文訂定之薪酬委員會職權範圍詳列委員會之權力及職責已登載於本公司網站。

薪酬委員會之主要職責為向董事會提供建議及推薦(i)董事及高級管理層之薪酬待遇；(ii)經參考市場情況、本集團及個人表現及董事會不時制定之目標後，對任何具體薪酬待遇作出檢討；及(iii)於必要時就董事或高級管理層終止任期之任何賠償政策作出檢討。

截至二零一四年十二月三十一日止年度，薪酬委員會曾舉行一次委員會會議，全體委員會成員均有出席該次會議。薪酬委員會於會上檢討及建議董事會批准董事及高級管理人員於截至二零一四年十二月三十一日止年度之薪酬待遇。

(3) Nomination Committee

Members of the nomination committee comprise three independent non-executive directors, namely, Mr. Lam Siu Lun, Simon who is the chairman of the nomination committee, The Hon. Shek Lai Him, Abraham and Mr. Hui Chiu Chung, Stephen, and one executive director, namely Mr. Lau Luen Hung, Thomas. The nomination committee is provided with sufficient resources to discharge its responsibilities.

The terms of reference of the nomination committee setting out the committee's authorities and duties, which follow closely the requirements of the code provisions of the CG Code, are available on the Company's website.

The principal duties of the nomination committee are as follows:

1. review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. assess the independence of the independent non-executive directors; and
4. make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

The nomination committee held one meeting during the year ended 31 December 2014. All committee members attended the meeting. In the meeting, the nomination committee (i) reviewed the existing structure, size and composition of the Board; (ii) confirmed independence of independent non-executive directors; (iii) made recommendation to the Board on the proposed re-election of the retiring directors at the forthcoming annual general meeting; and (iv) considered the nomination of Mr. Ip Yuk Keung as an independent non-executive director and a member of the audit committee of the Company.

(3) 提名委員會

提名委員會由三名獨立非執行董事，林兆麟先生(彼為提名委員會之主席)、石禮謙議員及許照中先生以及執行董事劉鑾鴻先生組成。提名委員會獲提供充裕資源以履行其職責。

按企業管治守則的守則條文訂定之提名委員會職權範圍詳列委員會之權力及職責已登載於本公司網站。

提名委員會之主要職責如下：

1. 定期至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會擬作出的變動向董事會提出建議；
2. 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
3. 評核獨立非執行董事的獨立性；及
4. 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

截至二零一四年十二月三十一日止年度，提名委員會曾舉行一次委員會會議。全體委員會成員均有出席該次會議。提名委員會於會上(i)檢討現時董事會架構、人數及組成；(ii)確認獨立非執行董事之獨立性；(iii)向董事會建議於即將舉行之股東週年大會上重選退任董事之建議及(iv)考慮提名葉毓強先生出任本公司獨立非執行董事及審核委員會成員。

Directors' and Officers' Liabilities Insurance and Indemnity

To indemnify directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution of and discharge of their duties or in relation thereto, the Company has taken out insurance cover for this purpose.

Internal Control Framework

(1) Internal Controls

The Board acknowledges its responsibility in maintaining a sound and effective system of internal control for the Group to safeguard interests of the shareholders and assets of the Company at all times.

The Group's system of internal control which includes a defined management structure with limit of authority is designed to help the achievement of business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for external publication, and ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in the operational systems and achievement of the Group's objectives.

Management has conducted regular reviews during the year on the effectiveness of the internal control system covering all material factors related to financial, operational and compliance controls, various functions for risk management and physical and information systems security. The audit committee had been reported during the audit committee meetings of key findings identified by the Company's external auditors and discussed findings and actions or measures taken in addressing those findings relating to the Group's internal controls. No material issues on the system of internal control have been identified during the year ended 31 December 2014 which required significant rectification works.

The Board has, working in conjunction with senior management, conducted an annual review on the audit work carried out by the internal audit team during the year as well as discussed the audit plans and monitored subsequent implementation of measure for improving internal control system of the Company and its subsidiaries.

(2) Internal Audit Function

The Group's internal audit team is responsible for conducting regular review of the Group's internal control procedures, including accounting system and operational procedures, and will make recommendations to the relevant department management for necessary actions. The management considers the present work arrangement of the internal audit functions is effective having taking into account the current organizational structure, lines of responsibility, authority of the management team and the risks associated with the operations of the Group. The management and audit committee review and monitor closely the works of the internal audit team and are committed to strengthening the functions of the Group's internal audit team. In addition to its agreed scheduled work, the internal audit team may conduct other review and investigative work of the Group's business on an ad hoc basis as and when necessary.

董事及高級職員之責任保險及彌償

為彌償董事及本公司高級職員因執行及履行彼等之職責或與之有關所產生之所有費用、收費、損失、開支及債務，本公司已就此安排保險投保。

內部監控架構

(1) 內部監控

董事會知悉其有責任維持本集團良好及有效之內部監控制度系統，使股東的權益及本公司資產在任何時間均得到保障。

本集團的內部監控系統包括界定管理架構及相關的權限，以協助集團達至業務目標、保管資產以防未經授權使用或處理、確保適當的會計記錄得以保存並可提供可靠的財務資料供內部使用或對外發放，並確保符合相關法例及規例。上述監控系統旨在合理(但並非絕對)保證並無重大失實陳述或損失，並管理(但並非完全消除)營運系統失誤以便達致本集團之目標。

於本年度，管理層定期檢討內部監控制度之成效，該制度涵蓋一切有關財務、營運及合規監控、風險管理工作以及實際及資訊系統保安等重要因素。本公司外聘核數師於審核委員會會議向審核委員會匯報有關內部監控之主要發現，審核委員會就有關之發現所採取行動或措施作過討論。截至二零一四年十二月三十一日止年度，並無重大的內部監控問題須予重大糾正。

董事會亦與高級管理層就本公司及其附屬公司內部審核隊伍於年內進行之審核工作以及之審計計劃與監督隨後執行的改善措施作出年度檢閱。

(2) 內部審核職能

本集團內部審核隊伍負責定期審閱本集團內部監控程序，包括會計系統及營運程序，同時會向相關部門管理層提出建議以作出相應之行動。惟在經考慮現行組織架構、管理層隊伍之職責與權力的分工以及本集團業務所涉及風險後，管理層認為現時內部審核職能之工作安排屬足夠及有效。然而，管理層與審核委員會現正緊密地檢討及監督情況，及現正致力加強本集團內部審核隊伍的職能。除了已定之工作日程外，內部審核隊伍可能在需要時進行本集團非固定的其他審查和調查工作。

Commitment to Transparency

The Board emphasizes in creating and maintaining a high level of transparency through timely disclosure of relevant information on the Group's business and activities to the shareholders, investors, media and investing public, through regular press releases, analysis's briefings, press conferences, as well as timely updating of the Company's website. Our executive directors and management, who look after the business operation, are committed to respond to enquiries from regulators, shareholders and business partners.

Investors' Relations and Communication with Shareholders

The Company regards high quality reporting as an essential element in building successful relationships with its shareholders. The Company always seeks to provide relevant information to existing and potential investors, not only to comply with the different regulatory requirements in force but also to enhance transparency and communications with the shareholders and the investing public. This is part of a continuous communication program that encompasses meetings and relevant announcements to the market in addition to periodic written reports in the form of preliminary results announcement and the publication of interim and annual reports. The annual general meeting of the Company also provides an opportunity for constructive communication between the Board and the shareholders. Other than Mr. Doo Wai Hoi, William, Dato' Dr. Cheng Yu Tung, Dr. Cheng Kar Shun, Henry, Ms. Lau Yuk Wai, Amy and Mr. Cheng Yuet Man, Raymond (retired from the Board at the conclusion of the AGM), all members of the Board attended the AGM.

In addition, the Company also maintains a corporate website on which comprehensive information about the Group is made available on a timely basis. Regular meetings are also held with institutional investors and research analysts to provide them with timely updates on the Group's latest business developments which are not inside information (as defined under the Listing Rules) in nature. These activities will keep the public informed of the Group's activities and foster effective communications.

The Group also participated in investment conferences and forums during the year in order to enhance the awareness of the investing public of the Group's business operations and development strategies.

The Company is committed to ensuring that it is fully complied with disclosure obligations stipulated in the Listing Rules and other applicable laws and regulations, and that all shareholders and potential investors have an equal opportunity to receive and obtain externally available information released by the Group.

提高企業透明度

董事會著重透過定期新聞發佈、分析員簡介、記者招待會、適時更新公司網站，向股東、投資者、媒體及公眾投資人士適時披露本集團的業務及相關資料，以締造及維持高透明度。此外，執行董事及負責業務運作的管理層樂意對監管機構、股東及業務夥伴提出之查詢作積極回應。

投資者關係及與股東之溝通

本公司認為高質素的滙報為與股東成功建立關係之重要元素。本公司一直致力向現有及潛在投資者提供有關資料，所提供資料不單符合不同的生效監管規定，亦同時提高透明度及加強與股東及公眾投資者之溝通。持續的溝通除以初步業績公告以及按中期報告及年報形式定期刊發報告書外，還包括舉行會議及向市場作出有關公告。本公司之股東週年大會亦為董事會及股東提供一個溝通渠道。除杜惠愷先生、拿督鄭裕彤博士、鄭家純博士、劉玉慧女士及張悅文先生(自股東週年大會完結時退任董事會)外，全部董事會成員均有出席股東週年大會。

再者，本公司亦設有公司網站，適時提供有關本集團之全面資料。本公司亦定期與機構投資者及證券分析員會面，以提供有關本集團業務之最新發展及非內幕消息(定義見上市規則)。該等活動將可讓公眾得知本集團業務狀況，並促進有效溝通。

本集團於年內亦出席投資會議及論壇，以提高公眾投資者對本集團業務運作、發展及策略之認識。

本公司致力確保全面遵守上市規則及其他適用法例與法規訂明之披露責任，而全體股東及潛在投資者均同樣可獲得及取得本集團公佈之公開資料。

Shareholders' Rights

Pursuant to Article 58 of the articles of association of the Company, any one or more shareholders holding 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 shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the shareholder(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the shareholder(s) as a result of the failure of the Board shall be reimbursed to the shareholder(s) by the Company.

The above written requisition shall be addressed to the Company's head office at 20th Floor, East Point Centre, 555 Hennessy Road, Causeway Bay, Hong Kong.

The procedures regarding proposing a person for election as a director are set out under the "Investor Relations" on the homepage of the Company's website.

Shareholders may at any time send their enquiries to the Board in writing through the company secretary whose contact details are as follows:

Company Secretary
Lifestyle International Holdings Limited
20th Floor, East Point Centre
555 Hennessy Road
Causeway Bay, Hong Kong

Fax: (852) 2831-2932
Email: info@lifestylehk.com.hk

During the year, the Company has not made any changes to its memorandum and articles of association.

股東權益

根據本公司組織章程細則第58條，任何一名或多名股東於存放請求書之日持有在本公司股東大會上具有表決權利之本公司繳足資本不少於十分之一，於任何時間均有權向董事會或本公司之公司秘書發出書面請求，要求董事會召開股東特別大會，以處理該請求書指明之任何事項；而該大會須在存放請求書後兩(2)個月內舉行。如在存放後二十一(21)日內，董事會未能著手召開大會，該(該等)股東可親自以同樣方式召開大會，本公司須向該(該等)股東付還該(該等)股東因董事會未能召開大會而招致之所有合理費用。

以上之書面要求須送交本公司之總辦事處，地址為香港銅鑼灣軒尼詩道555號東角中心20樓。

提名一位人士推選為董事之程序，請參照本公司網頁「投資者關係」內。

股東可於任何時間以書面形式透過公司秘書向董事會提出疑問，聯絡詳情如下：

公司秘書
利福國際集團有限公司
香港銅鑼灣軒尼詩道555號
東角中心20樓

傳真：(852) 2831-2932
電郵：info@lifestylehk.com.hk

年內，本公司沒有對其組織章程大綱及細則作出任何更改。

Profile of Directors

董事簡介

Executive Director

Mr. LAU Luen Hung, Thomas (BA, MBA)

Chief Executive Officer

Mr. Lau, aged 60, joined the Company in January 2004. He is an executive director and the chief executive officer of the Company who leads and manages the whole Group by setting and implementing policies and strategies, and monitoring results and targets of the operations of the Group. Mr. Lau is a member of each of the remuneration and nomination committees of the Company. Mr. Lau is also the chairman and a non-executive director of Lifestyle Properties Development Limited, a Hong Kong listed company, as well as director of certain subsidiaries of the Group.

Mr. Lau is currently a member of the Chinese People's Political Consultative Conference Shanghai Committee and a member of the board of directors of the Shanghai Jiao Tong University, the PRC. He is the younger brother of Ms. Lau Yuk Wai, Amy.

Mr. DOO Wai Hoi, William (JP)

Mr. Doo, aged 70, joined the Company in March 2005. He is the vice-chairman and non-executive director of New World Development Company Limited and an independent non-executive director of The Bank of East Asia, Limited and Shanghai Industrial Urban Development Group Limited, all are Hong Kong listed companies. Mr. Doo is the chairman and director of Fung Seng Enterprises Holdings Limited. Since 1995 he has been serving as a governor of the Canadian Chamber of Commerce in Hong Kong. From 2008 to January 2013, he has served as the standing committee member as well as the convener of the Hong Kong and Macau Members for the 11th Chinese People's Political Consultative Conference (CPPCC) in Shanghai. In February 2013, he is appointed as a National Committee Member of the 12th CPPCC. Mr Doo is the Honorary Consul General of the Kingdom of Morocco in Hong Kong and Macau. In 2008, he was awarded the Chevalier de la Légion d'Honneur by the French government. Mr. Doo is the son-in-law of Dato' Dr. Cheng Yu Tung and the brother-in-law of Dr. Cheng Kar Shun, Henry.

執行董事

劉鑾鴻先生 (BA, MBA)

首席執行官

劉先生現年60歲，於二零零四年一月加盟本公司。彼為本公司之執行董事及首席執行官，負責領導及管理本集團，制定及執行政策與策略，以及監督本集團之業績及業務目標。劉先生為本公司薪酬委員會及提名委員會之委員。劉先生亦為香港上市公司利福地產發展有限公司主席及非執行董事，並同時擔任本集團若干附屬公司之董事。

劉先生現為中國人民政治協商會議上海市委員會委員及上海交通大學董事會成員。彼為劉玉慧女士之胞弟。

杜惠愷先生 (太平紳士)

杜先生現年70歲，於二零零五年三月加盟本公司。彼為新世界發展有限公司之副主席兼非執行董事，以及東亞銀行有限公司及上海實業城市開發集團有限公司之獨立非執行董事，全部均為香港上市公司。彼亦為豐盛企業集團有限公司主席及董事。自一九九五年，彼出任加拿大商會駐港總監之職。此外，二零零八年至二零一三年一月，彼被委任為中國人民政協第十一屆上海市政協常務委員兼全體港澳政協委員之召集人；自二零一三年二月，彼被委任為中國人民政治協商會議第十二屆全國政協委員。彼被摩洛哥王國委任為香港和澳門的名譽總領事。於二零零八年，彼獲法國政府頒授法國最高榮譽騎士勳章。杜先生為拿督鄭裕彤博士之女婿及鄭家純博士之妹夫。

Profile of Directors (continued) 董事簡介(續)

Non-executive Director

Dato' Dr. CHENG Yu Tung (DPMS, LLD (Hon), DBA(Hon), DSSC(Hon), GBM)

Chairman

Dato' Dr. Cheng, aged 89, joined the Company in March 2004. Dato' Dr. Cheng assumes the title of honorary chairman of Chow Tai Fook Jewellery Group Limited and emeritus chairman of New World Development Company Limited. He is also the chairman of Melbourne Enterprises Limited and a non-executive director of Shun Tak Holdings Limited, all being Hong Kong listed companies. Dato' Dr. Cheng was awarded Grand Bauhinia Medal by the Government of the Hong Kong Special Administrative Region in 2008. Dato' Dr. Cheng is the father of Dr. Cheng Kar Shun, Henry and the father-in-law of Mr. Doo Wai Hoi, William.

Dr. CHENG Kar Shun, Henry (BA, MBA, DBA(Hon), LLD(Hon), GBS)

Dr. Cheng, aged 68, joined the Company in March 2004. Dr. Cheng is also the chairman and executive director of Chow Tai Fook Jewellery Group Limited, New World Development Company Limited, NWS Holdings Limited and International Entertainment Corporation, the chairman and non-executive director of New World Department Store China Limited and Newton Resources Ltd, the chairman and managing director of New World China Land Limited, an independent non-executive director of HKR International Limited and Hang Seng Bank Limited and a non-executive director of SJM Holdings Limited. All the companies mentioned above are listed companies in Hong Kong. Dr. Cheng is the chairman of the Advisory Council for The Better Hong Kong Foundation and a standing committee member of the Twelfth Chinese People's Political Consultative Conference of The People's Republic of China. He was awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region in 2001. Dr. Cheng is the son of Dato' Dr. Cheng Yu Tung and the brother-in-law of Mr. Doo Wai Hoi, William.

Ms. LAU Yuk Wai, Amy

Ms. Lau, aged 61, joined the Company in March 2004. Ms. Lau holds a Bachelor degree of Science and a Doctor degree of Dental Surgery from the University of Toronto, Canada. She is a practicing dentist registered with the Royal College of Dental Surgeons of Ontario, Canada. She is also a non-executive director of Chinese Estates Holdings Limited, a Hong Kong listed company. Ms. Lau is the sister of Mr. Lau Luen Hung, Thomas.

非執行董事

拿督鄭裕彤博士 (DPMS, LLD(Hon), DBA(Hon), DSSC(Hon), GBM)

主席

拿督鄭裕彤博士現年89歲，於二零零四年三月加盟本公司。拿督鄭博士擔任周大福珠寶集團有限公司名譽主席及新世界發展有限公司榮譽主席之榮銜。彼亦為萬邦投資有限公司之主席及信德集團有限公司之非執行董事(上述公司全部均為香港上市公司)。拿督鄭博士於二零零八年獲香港特別行政區政府頒授大紫荊勳章。彼為鄭家純博士之父親及杜惠愷先生之岳父。

鄭家純博士 (BA, MBA, DBA(Hon), LLD(Hon), GBS)

鄭博士現年68歲，於二零零四年三月加盟本公司。鄭博士亦為周大福珠寶集團有限公司、新世界發展有限公司、新創建集團有限公司及國際娛樂有限公司之主席及執行董事，新世界百貨中國有限公司及新礦資源有限公司之主席及非執行董事，新世界中國地產有限公司之主席及董事總經理，香港興業國際集團有限公司及恒生銀行有限公司之獨立非執行董事，以及澳門博彩控股有限公司之非執行董事。上文提述之公司全部均為香港上市公司。鄭博士為香港明天更好基金顧問委員會主席及中華人民共和國第十二屆全國政協常務委員。彼於二零零一年獲香港特別行政區政府頒授金紫荊星章。鄭博士為拿督鄭裕彤博士之兒子及杜惠愷先生之妻舅。

劉玉慧女士

劉女士現年61歲，於二零零四年三月加盟本公司。劉女士持有加拿大多倫多大學理學士學位及牙科博士學位。彼為加拿大安大略省皇家牙科醫學院註冊之執業牙科醫生。彼亦為香港上市公司華人置業集團之非執行董事。劉女士為劉鑾鴻先生之胞姊。

Independent Non-executive Director**Mr. LAM Siu Lun, Simon** (BA, ACA, FTIHK)

Mr. Lam, aged 65, joined the Company in March 2004. He is the chairman of each of the audit, nomination and remuneration committees of the Company. Mr. Lam graduated from the University of Hong Kong in November 1973 with a Bachelor degree of Arts. After graduation, he worked at KPMG Peat Marwick and obtained his qualification as a Chartered Accountant from The Institute of Chartered Accountants in England and Wales in 1979 and Certified Public Accountant from the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) in 1980. Mr. Lam was admitted as a fellow member of the Taxation Institute of Hong Kong in 1992. Mr. Lam has been a practicing accountant for over 24 years and is the proprietor of Messrs. S.L. Lam & Company, a firm of certified public accountants. He has served as a member of the Insider Dealing Tribunal on a number of occasions. He is currently an independent non-executive director of each of Le Saunda Holdings Limited, Kiu Hung International Holdings Limited (formerly known as Kiu Hung Energy Holdings Limited) and Lifestyle Properties Development Limited, all being Hong Kong listed companies.

The Hon. SHEK Lai Him, Abraham (BA, DIP. ED., JP)

Mr. Shek, aged 69, joined the Company in March 2004. He is a member of each of the audit, nomination and remuneration committees of the Company. Mr. Shek obtained his Bachelor degree of Arts in 1969 and has extensive experience in the property development field. He is a member of the Legislative Council for the Hong Kong Special Administrative Region (the "HKSAR") representing real estate and construction functional constituency since 2000. Mr. Shek is a member of the Court of The Hong Kong University of Science & Technology and Court and Council Member of The University of Hong Kong. Mr. Shek is a director of The Hong Kong Mortgage Corporation Limited and The Absolutely Fabulous Theatre Connected Co. Ltd (AFTEC) and an independent non-executive director of MTR Corporation Limited, Midas International Holdings Limited, Paliburg Holdings Limited, NWS Holdings Limited, Chuang's Consortium International Limited, Chuang's China Investments Limited (also acts as chairman), ITC Corporation Limited, ITC Properties Group Limited (also acts as vice chairman), Country Garden Holdings Company Limited, Hop Hing Group Holdings Limited, SJM Holdings Limited, Dorsett Hospitality International Limited, China Resources Cement Holdings Limited, Lai Fung Holdings Limited and Cosmopolitan International Holdings Limited, all being Hong Kong listed companies. He is also an independent non-executive director of Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust) and Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust), both are Hong Kong listed. Mr. Shek was awarded the Silver Bauhinia Star and Gold Bauhinia Star (G.B.S.) by The Government of the HKSAR in 2007 and July 2013 respectively. He had retired from Independent Police Complaints Council with effect from 1 January 2015.

獨立非執行董事**林兆麟先生** (BA, ACA, FTIHK)

林先生現年65歲，於二零零四年三月加盟本公司。彼為本公司審核委員會、提名委員會及薪酬委員會之主席。林先生於一九七三年十一月畢業於香港大學，獲得文學士學位。畢業後，曾於畢馬威會計師事務所工作，並於一九七九年獲得英格蘭及威爾士特許會計師公會確認之特許會計師資格，後於一九八零年獲得The Hong Kong Society of Accountants (現稱香港會計師公會) 確認之會計師資格。林先生於一九九二年成為香港稅務學會資深會員。林先生從事執業會計師超過24年，現為執業會計師事務所林兆麟會計師事務所東主。彼曾多次擔任內幕交易審裁處成員。彼現為萊爾斯丹控股有限公司(前稱利信達集團有限公司)、僑雄國際控股有限公司(前稱僑雄能源控股有限公司)及利福地產發展有限公司之獨立非執行董事(全部均為香港上市公司)。

石禮謙議員 (BA, DIP. ED., 太平紳士)

石先生現年69歲，於二零零四年三月加盟本公司。彼為本公司審核委員會、提名委員會及薪酬委員會之委員。石先生於一九六九年取得文學士學位，於物業發展方面擁有豐富經驗。石先生為香港特別行政區立法會代表地產及建築功能界別的議員，及香港科技大學的顧問委員會成員及香港大學的校董會成員及校務委員會成員。彼為香港按揭證券有限公司及誇啦藝術集團之董事，並為香港鐵路有限公司、勤達集團國際有限公司、百利保控股有限公司、新創建集團有限公司、莊士機構國際有限公司、莊士中國投資有限公司(兼任主席)、德祥企業集團有限公司、德祥地產集團有限公司(兼任副主席)、碧桂園控股有限公司、合興集團控股有限公司、澳門博彩控股有限公司、帝盛酒店集團有限公司、華潤水泥控股有限公司、麗豐控股有限公司及四海國際集團有限公司的獨立非執行董事，該等公司均為香港上市公司。彼亦為鷹君資產管理(冠君)有限公司(冠君產業信託的管理人)及富豪資產管理有限公司(富豪產業信託的管理人)的獨立非執行董事，該等信託均為香港上市公司。石先生分別於二零零七年及二零一三年七月榮獲香港特別行政區政府頒授銀紫荊星章及金紫荊星章。彼已自二零一五年一月一日退任獨立監察警方處理投訴委員會職務。

Profile of Directors (continued) 董事簡介 (續)**Mr. HUI Chiu Chung, Stephen (JP)**

Mr Hui aged 67, join the Company in July 2005. He is a member of each of the audit, nomination and remuneration committees of the Company. Mr. Hui is the chairman and chief executive officer of Luk Fook Financial Services Limited and has over 44 years of experience in the securities and investment industry. He had for years been serving as a council member and vice chairman of The Stock Exchange of Hong Kong Limited, a member of the advisory committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the listing committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of standing committee on Company Law Reform, and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A. He was also a member of the committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission and a member of Government "Appointees" (independent member) of Appeal Panel of the Travel Industry Council of Hong Kong. Mr. Hui was appointed by the Government of the HKSAR a Justice of the Peace in 2004 and was also appointed a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference in 2006. Mr. Hui also serves as an independent non-executive director of Hong Kong Exchanges and Clearing Limited, Zhuhai Holdings Investment Group Limited, Gemdale Properties and Investment Corporation Limited, China South City Holdings Limited, Sinopec Engineering (Group) Co., Ltd, Agile Property Holdings Limited and a non-executive director of Luk Fook Holdings (International) Limited, whose shares are listed on the Stock Exchange. He was an independent non-executive director of Chun Wo Development Holdings Limited, a Hong Kong listed company, up to his resignation with effect from 1 February 2015.

許照中先生(太平紳士)

許先生現年67歲，於二零零五年七月加盟本公司。彼為本公司審核委員會、提名委員會及薪酬委員會之委員。許先生現為六福金融服務有限公司之主席及行政總裁，並具備逾44年之證券及投資經驗，多年來曾出任聯交所理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員等。彼曾為香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及香港旅遊業議會上訴委員會獨立委員。許先生於2004年獲香港特別行政區政府頒授太平紳士榮銜，並於2006年獲中國珠海市人民政治協商會議委任為政協委員。許先生亦為股份於聯交所上市之香港交易及結算所有限公司、珠海控股投資集團有限公司、金地商置集團有限公司、華南城控股有限公司、中石化煉化工程(集團)股份有限公司、雅居樂地產控股有限公司之獨立非執行董事及六福集團(國際)有限公司之非執行董事。彼曾任香港上市公司俊和發展集團有限公司獨立非執行董事，直至二零一五年二月一日辭任。

Profile of Directors (continued) 董事簡介(續)

Mr. IP Yuk Keung

Mr. Ip aged 62, was appointed as an independent non-executive director of the Company on 22 April 2014. He is an international banking and real estate professional with over 30 years of experience in the United States, Asia and Hong Kong. His expertise are in real estate finance, corporate banking, risk management, wealth management and transaction banking. Previously managing director and corporate bank head of Citigroup and managing director of investments at Merrill Lynch (Asia Pacific), Mr. Ip currently serves as an executive director and chief executive officer of LHIL Manager Limited and Langham Hospitality Investments Limited and a non-executive director of Eagle Asset Management (CP) limited (manager of Hong Kong listed Champion Real Estate Investment Trust). He is also an independent non-executive director of AEON Credit Service (Asia) Company Limited, Hopewell Highway Infrastructure Limited, New World China Land Limited, Power Assets Holdings Limited and TOM Group Limited, all Hong Kong listed public companies. Mr. Ip is at present a member of the Legal Aid Services Council and a board of governor of the World Green Organization.

Mr. Ip is a council member and an adjunct professor of Lingnan University, a member of International Advisory Board of College of Business and an adjunct professor at City University of Hong Kong, a member of the International Advisory Committee and an adjunct scholar at University of Macau, an executive fellow in Asia and a member of International Advisory Council Asia at Washington University in St. Louis, a member of School Board Advisory Committee at Victoria Shanghai Academy and an Honorary Fellow of Vocational Training Council. He is a member of the committee on Certification for Principalship at the Education Bureau of the Hong Kong SAR.

Mr. Ip holds a Bachelor of Science degree in Applied Mathematics and Computer Science at Washington University in St. Louis (summa cum laude), a Master of Science degree in Applied Mathematics at Cornell University and a Master of Science degree in Accounting and Finance at Carnegie-Mellon University.

葉毓強先生

葉先生現年62歲，於二零一四年四月二十二日獲委任為本公司的獨立非執行董事。彼為國際銀行及房地產方面的專才，在美國、亞洲及香港擁有逾30年經驗。彼之專業領域涵蓋房地產、企業銀行、風險管理、財富管理及交易銀行。葉先生曾任花旗集團董事總經理及企業銀行主管以及美林亞太區投資部資深執行總裁，彼現為朗廷酒店管理人有限公司人有限公司的託管人——經理及朗廷酒店投資有限公司之執行董事及行政總裁，以及鷹君資產管理(冠君)有限公司(香港上市冠君產業信託之管理人)之非執行董事。彼亦為香港上市公眾公司AEON信貸財務(亞洲)有限公司、合和公路基建有限公司、新世界中國地產有限公司、電能實業有限公司以及TOM集團有限公司之獨立非執行董事。葉先生現為法律援助服務局成員及世界綠色組織董事會成員。

葉先生為嶺南大學校董會成員及兼任教授、香港城市大學商學院之學院國際諮詢委員會成員、兼任教授、澳門大學國際顧問委員會委員及客座學者、聖路易斯華盛頓大學亞洲區行政院士及亞洲國際諮詢理事會委員、滬江維多利亞學校校董會諮詢委員會委員及職業訓練局榮譽院士。彼為香港特別行政區教育局校長資格認證委員會委員。

葉先生擁有聖路易斯華盛頓大學應用數學及計算機科學學士學位(最優等)、康乃爾大學應用數學碩士學位及卡內基梅隆大學會計/金融碩士學位。

Directors' Report

董事會報告書

The directors of the Company present their annual report and the audited consolidated financial statements for the year ended 31 December 2014.

Principal Activities

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are the operation of "lifestyle" department stores and other retailing format and property holding in Hong Kong and the PRC. Particulars of the Company's principal subsidiaries are set out in note 42 to the consolidated financial statements.

Results and Appropriations

The results of the Group for the year ended 31 December 2014 are set out in the consolidated statement of profit or loss and other comprehensive income on page 62.

An interim dividend of HK cents 24.8 per share was paid during the year ended 31 December 2014. The board of directors ("Board") has recommended the payment of a final dividend of HK cents 34.3 in cash per share to the shareholders whose names appear on the register of members of the Company on 8 May 2015. Subject to the approval of the shareholders at the annual general meeting, the final dividend will be distributed on or about 20 May 2015. Total cash dividend amounted to HK cents 59.1 per share for the year ended 31 December 2014.

Fixed Assets

Details of the movements during the year in the investment properties and property, plant and equipment of the Group are set out in notes 17 and 18 respectively to the consolidated financial statements.

Share Capital

Details of movements during the year in the share capital of the Company are set out in note 33 to the consolidated financial statements.

Distributable reserves of the Company

Details of distributable reserves of the Company are set out in note 43 to the consolidated financial statements.

Convertible Securities, Options, Warrants or Similar Rights

Other than the share option schemes described below, the Company had no outstanding convertible securities, options, warrants or similar rights as at 31 December 2014. Save as disclosed below, there has been no issue or exercise of any convertible securities, options, warrants or similar rights during the year.

本公司董事謹此提呈其年報及截至二零一四年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司主要業務為投資控股，其附屬公司之主要業務則為於香港及中華人民共和國（「中國」）經營「生活時尚」百貨店及其他零售業務與及物業持有。本公司主要附屬公司詳情載於綜合財務報表附註42。

業績及分配

本集團截至二零一四年十二月三十一日止年度之業績載於第62頁綜合損益及其他全面收益表。

截至二零一四年十二月三十一日止年度，本公司已派付中期股息每股24.8港仙。董事會（「董事會」）建議向於二零一五年五月八日名列本公司股東名冊之股東，派付現金末期股息每股34.3港仙。末期股息待股東於股東週年大會批准後，將於二零一五年五月二十日或前後派付。截至二零一四年十二月三十一日止年度現金股息合共每股59.1港仙。

固定資產

有關本集團投資物業及物業、廠房及設備於本年度之變動詳情，分別載於綜合財務報表附註17及18。

股本

本公司股本於本年度之變動詳情載於綜合財務報表附註33。

本公司之可供分派儲備

本公司之可供分派儲備之詳情載於綜合財務報表附註43。

可換股證券、購股權、權證或類似權利

除下文所述之購股權計劃外，本公司於二零一四年十二月三十一日並無任何尚未行使之可換股證券、購股權、權證或類似權利。除下文所述外，本年度內並無發行或行使任何可換股證券、購股權、權證或其他類似權利。

Directors

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

Executive Directors:

Mr. Lau Luen Hung, Thomas (*Chief Executive Officer*)
Mr. Doo Wai Hoi, William

Non-executive Directors:

Dato' Dr. Cheng Yu Tung (*Chairman*)
Dr. Cheng Kar Shun, Henry
Mr. Lau Luen Hung, Joseph
(resigned on 14 March 2014)
Ms. Lau Yuk Wai, Amy

Independent Non-executive Directors:

Mr. Lam Siu Lun, Simon
Mr. Cheung Yuet Man, Raymond
(retired on 14 April 2014)
The Hon. Shek Lai Him, Abraham
Mr. Hui Chiu Chung, Stephen
Mr. Ip Yuk Keung
(appointed on 22 April 2014)

In accordance with Article 86(3) of the articles of association of the Company, Mr. Ip Yuk Keung shall hold office only until the next following annual general meeting of the Company and, being eligible, offer himself for re-election.

In accordance with Article 87 of the articles of association of the Company, Mr. Doo Wai Hoi, William, Dato' Dr. Cheng Yu Tung, Dr. Cheng Kar Shun, Henry and Mr. Hui Chiu Chung, Stephen shall retire by rotation, all being eligible, offer themselves for re-election, except Dato' Dr. Cheng and Dr. Cheng who for the reason of retirement and his other business commitment respectively do not offer themselves for re-election.

The term of office of each non-executive director and independent non-executive director is appointed for a specific term of one year and is subject to retirement and re-election at annual general meeting in accordance with the Company's articles of association.

Each of Mr. Lau Luen Hung, Thomas and Mr. Doo Wai Hoi, William, being executive director, has a service contract with the Company with the term from 1 April 2013 to 31 March 2016 and 2 March 2014 to 1 March 2017 respectively in respect of their respective directorship and is subject to renewal and extension automatically for further three years unless terminated by either party in writing. There is no specific clause in both service contracts providing for the amount of compensation in case of early termination of office.

Other than as disclosed above, none of the directors 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).

董事

於本年度及截至本報告日期期間，本公司董事如下：

執行董事：

劉鑾鴻先生(*首席執行官*)
杜惠愷先生

非執行董事：

拿督鄭裕彤博士(*主席*)
鄭家純博士
劉鑾雄先生
(於二零一四年三月十四日辭任)
劉玉慧女士

獨立非執行董事：

林兆麟先生
張悅文先生
(於二零一四年四月十四日退任)
石禮謙議員
許照中先生
葉毓強先生
(於二零一四年四月二十二日委任)

根據本公司之章程細則第86(3)條規定，葉毓強先生之任期僅至本公司下一個股東週年大會為止，並符合資格重選連任。

根據本公司之章程細則第87條規定，杜惠愷先生、拿督鄭裕彤博士、鄭家純博士及許照中先生須輪值退任，以上董事均合資格並願意重選連任，拿督鄭博士及鄭博士分別因退休理由及其他業務承擔而不會重選連任除外。

各非執行董事及獨立非執行董事乃按指定年期一年委任，且須根據本公司之組織章程細則於股東週年大會告退並重選連任。

劉鑾鴻先生及杜惠愷先生，均為執行董事，與本公司就各自出任董事訂有服務合約，任期分別為二零一三年四月一日至二零一六年三月三十一日及二零一四年三月二日至二零一七年三月一日及除任何一方發出書面終止通知，否則服務合約將自動續期及延伸三年。該等服務合約並無載有規定提早終止任期補償金額之特定條款。

除上文所披露外，概無擬於應屆股東週年大會重選連任之董事訂有本集團不作賠償(法定賠償除外)則不可於一年內終止之服務合約。

Directors' and Chief Executive's Interests in Shares and Underlying Shares

As at 31 December 2014, the directors' and the chief executive's interests and short positions in the shares and underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) 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 of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers are set out below:

(i) Long positions in issued shares of the Company

Name of director	Nature of interest
董事姓名	權益性質
Mr. Lau Luen Hung, Thomas ("Mr. Thomas Lau") 劉鑾鴻先生	Beneficial owner 實益擁有人
	Interest of controlled corporation (Note 1) 受控制公司權益(附註1)
	Interest of controlled corporations (Note 2) 受控制公司權益(附註2)

Notes:

- Dynamic Castle Limited ("Dynamic Castle"), which is wholly-owned by Mr. Thomas Lau, holds 154,764,000 shares. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the same parcel of shares in which Dynamic Castle is interested.
- United Goal Resources Limited ("United Goal") holds 540,000,000 shares. United Goal is ultimately owned as to 80% by Mr. Thomas Lau through Asia Prime Assets Limited ("Asia Prime") and as to 20% by a family trust of which Mr. Lau Luen Hung, Joseph ("Mr. Joseph Lau") and certain of his family members are eligible beneficiaries. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the same parcel of shares in which United Goal is interested.
- As at 31 December 2014, the issued share capital of the Company was HK\$8,146,925 divided into 1,629,385,000 shares of HK\$0.005 each.

董事及行政總裁於股份及相關股份之權益

於二零一四年十二月三十一日，根據《證券及期貨條例》第352條規定而備存之登記冊的紀錄，又或根據上市公司董事進行證券交易的標準守則，向本公司及香港聯合交易所有限公司（「聯交所」）發出的通知，各董事及行政總裁持有的本公司或其任何之相聯法團（按《證券及期貨條例》第XV部所界定者）之股份、相關股份及債券證的權益及淡倉載列如下：

(i) 本公司已發行股份之好倉

Number of ordinary shares of the Company	Approximate percentage of interest in issued share capital of the Company (Note 3)
本公司之普通股股份數目	佔本公司已發行股本權益之概約百分比 (附註3)

119,928,501	7.36%
154,764,000	9.50%
540,000,000	33.14%

附註：

- 由劉鑾鴻先生全資擁有之Dynamic Castle Limited（「Dynamic Castle」）持有154,764,000股股份。根據《證券及期貨條例》，劉鑾鴻先生被視為擁有Dynamic Castle所持有的相同股份權益。
- United Goal Resources Limited（「United Goal」）持有540,000,000股股份。United Goal由劉鑾鴻先生通過Asia Prime Assets Limited（「Asia Prime」）擁有80%股份權益及一個合資格受益人為劉鑾雄先生（「劉鑾雄先生」）及其若干家族成員的家族信託最終擁有20%股份權益。根據《證券及期貨條例》，劉鑾鴻先生被視為擁有United Goal所擁有的相同股份權益。
- 於二零一四年十二月三十一日，本公司之已發行股本為8,146,925港元，分為1,629,385,000股每股面值0.005港元之股份。

(ii) Long positions in shares of associated corporation

(ii) 相聯法團股份之好倉

Name of director 董事姓名	Name of associated corporation 相聯法團名稱	Nature of interest 權益性質	Number of shares in associated corporation 相聯法團股份數目	Approximate percentage of shareholding 概約股權百分比
Mr. Thomas Lau 劉鑾鴻先生	Lifestyle Properties Development Limited ("Lifestyle Properties") 利福地產發展有限公司(「利福地產」)	Beneficial owner 實益擁有人	3,262,500	0.78%
	Lifestyle Properties 利福地產	Interest of controlled corporation (Note 1) 受控制公司權益(附註1)	3,852,175	0.92%
	Lifestyle Properties 利福地產	Interest of controlled corporations (Note 2) 受控制公司權益(附註2)	297,861,200	71.07%

Notes:

附註:

- These shares are held by Dynamic Castle, which is wholly-owned by Mr. Thomas Lau. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the same parcel of shares in which Dynamic Castle is interested.
- Of these shares, 249,611,200 shares are held by the Company, 42,500,000 shares are held by Real Reward Limited ("Real Reward") and 5,750,000 shares are held by United Goal. The Company is owned as to just over 50% by Mr. Thomas Lau directly or indirectly through companies which he controls. Real Reward is jointly owned by United Goal and Go Create Limited in equal shares. United Goal is ultimately owned as to 80% by Mr. Thomas Lau through Asia Prime and as to 20% by a family trust with Mr. Joseph Lau and certain of his family members as eligible beneficiaries. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the same parcels of shares in Lifestyle Properties in which the Company, Real Reward and United Goal are interested.

- 該等股份由劉鑾鴻先生全資擁有的Dynamic Castle持有。根據《證券及期貨條例》，劉鑾鴻先生被視為擁有Dynamic Castle所擁有的相同股份權益。
- 在該等股份中，249,611,200股股份由本公司持有，42,500,000股股份由Real Reward Limited(「Real Reward」)持有，另外5,750,000股股份由United Goal持有。劉鑾鴻先生直接或透過受其控制的公司間接擁有本公司權益恰逾50%。而Real Reward則由United Goal及Go Create Limited以相同的股權比例共同擁有。United Goal由劉鑾鴻先生透過Asia Prime擁有80%股份權益及合資格受益人為劉鑾雄先生與其若干家族成員的家族信託最終擁有20%股份權益。根據《證券及期貨條例》，劉鑾鴻先生被視為擁有本公司、Real Reward及United Goal所擁有的相同利福地產股份權益。

Save for those disclosed above, as at 31 December 2014, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO.

除上述所披露外，於二零一四年十二月三十一日，根據《證券及期貨條例》第352條規定而備存之登記冊的記錄，概無任何董事或本公司行政總裁在本公司或其任何相聯法團(按《證券及期貨條例》第XV部所界定者)的股份、相關股份或債券證中擁有任何權益或淡倉。

Directors' Report (continued) 董事會報告書(續)

Interests of Substantial Shareholders

As at 31 December 2014, the following persons (other than a director or the chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange are set out below:

Long positions in shares and underlying shares of the Company

Name	Nature of interest	Number of shares	Approximate percentage of interest in issued share capital of the Company (Note 5) 佔本公司已發行股本權益之概約百分比(附註5)
名稱	權益性質	股份數目	
United Goal	Beneficial owner 實益擁有人	540,000,000	33.14%
Asia Prime	Interest of controlled corporation (Note 1) 受控制公司權益(附註1)	540,000,000	33.14%
Dynamic Castle	Beneficial owner (Note 2) 實益擁有人(附註2)	154,764,000	9.50%
Qatar Investment Authority	Interest of controlled corporations (Note 3) 受控制公司權益(附註3)	371,122,958	22.78%
FMR LLC	Investment manager (Note 4) 受控制公司權益(附註4)	89,280,194	5.48%

Notes:

- Asia Prime, a company wholly owned by Mr. Thomas Lau, holds 80% of the entire issued share capital of United Goal. By virtue of the SFO, Asia Prime is deemed to be interested in the same parcel of shares comprising 540,000,000 shares in which United Goal is interested as beneficial owner.
- Dynamic Castle is wholly-owned by Mr. Thomas Lau.
- Bellshill Investment Company is a wholly-owned subsidiary of Qatar Holding LLC, which in turn is wholly-owned by Qatar Investment Authority. By virtue of the SFO, Qatar Holding LLC and Qatar Investment Authority are deemed to be interested in the same parcel of shares comprising 371,122,958 shares held by Bellshill Investment Company as beneficial owner.
- These interests in shares of FMR LLC were known to the Company based on the disclosure of dealings under Rule 22 of The Hong Kong Code on Takeovers and Mergers filed by FMR LLC with the Securities and Futures Commission of Hong Kong and published on the website of the Stock Exchange on 6 January 2015.
- As at 31 December 2014, the issued share capital of the Company was HK\$8,146,925 divided into 1,629,385,000 shares of HK\$0.005 each.

主要股東權益

於二零一四年十二月三十一日，下列人士(不包括董事或本公司行政總裁)根據《證券及期貨條例》第336條規定而備存之登記冊的紀錄，又或向本公司及聯交所發出的通知，於本公司之股份及相關股份(按《證券及期貨條例》第XV部所界定者)中擁有須予披露之權益或淡倉載列如下：

本公司股份及相關股份中之好倉

Name	Nature of interest	Number of shares	Approximate percentage of interest in issued share capital of the Company (Note 5) 佔本公司已發行股本權益之概約百分比(附註5)
名稱	權益性質	股份數目	
United Goal	Beneficial owner 實益擁有人	540,000,000	33.14%
Asia Prime	Interest of controlled corporation (Note 1) 受控制公司權益(附註1)	540,000,000	33.14%
Dynamic Castle	Beneficial owner (Note 2) 實益擁有人(附註2)	154,764,000	9.50%
Qatar Investment Authority	Interest of controlled corporations (Note 3) 受控制公司權益(附註3)	371,122,958	22.78%
FMR LLC	Investment manager (Note 4) 受控制公司權益(附註4)	89,280,194	5.48%

附註：

- Asia Prime由劉鑾鴻先生全資擁有，其持有United Goal全部已發行股本之80%。根據《證券及期貨條例》，Asia Prime被視為於United Goal實益擁有的540,000,000股股份中擁有相同權益。
- Dynamic Castle由劉鑾鴻先生全資擁有。
- Bellshill Investment Company為Qatar Holding LLC的全資附屬公司，而後者則由Qatar Investment Authority全資擁有。根據《證券及期貨條例》，Qatar Holding LLC及Qatar Investment Authority均被視為擁有Bellshill Investment Company以實益擁有人身份所持有的相同371,122,958股股份權益。
- 本公司乃根據FMR LLC按《香港公司收購及合併守則》第22條向香港證券及期貨事務監察委員會呈報並於二零一五年一月六日在聯交所網站登載的交易披露資料獲悉FMR LLC所持的股份權益。
- 於二零一四年十二月三十一日，本公司之已發行股本為8,146,925港元，分為1,629,385,000股每股面值0.005港元之股份。

Directors' Report (continued) 董事會報告書(續)

6. Exemption from compliance with the disclosure of interests requirement of the SFO by LS Finance (2017) Limited and LS Finance (2022) Limited (including substantial shareholders, directors and chief executives) had been granted under section 309(2) of the SFO.
7. Mr. Thomas Lau is a director of United Goal and the sole director of Asia Prime and Dynamic Castle.

Save for those disclosed above, as at 31 December 2014, no other persons had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Share Option Schemes

(i) The 2004 Share Option Scheme

The Company's share option scheme ("2004 Share Option Scheme") was adopted for a period of 10 years commencing 27 March 2004 pursuant to a written resolution of the sole shareholder as incentive or rewards for the contribution of the eligible participants to the Group.

Under the 2004 Share Option Scheme, the Company may grant options to (i) any full-time employee of the Company or of any subsidiary; (ii) directors (including non-executive directors and independent non-executive directors) of the Company or any subsidiary; (iii) advisors and consultants to the Company or to any subsidiary in the areas of technical, financial, legal or corporate managerial who, at the sole determination of the board of Directors of the Company (the "Board"), have contributed to the Company and/or any subsidiary (the assessment criteria of which are (a) contributions to the development and performance of the Company and/or subsidiary; (b) quality of work performed for the Company and/or any subsidiary; (c) initiative and commitment in performing his/her duties; and (d) length of service or contribution to the Company and/or any subsidiary).

The total number of shares in respect of which options may be granted under the 2004 Share Option Scheme and any other scheme of the Company is not permitted to exceed 10% of the shares of the Company in issue as at the date of the commencement of dealings in the shares on the Stock Exchange, being 144,000,000 shares of HK\$0.005 each after the share subdivision in 2007. Since termination of the 2004 Share Option Scheme had been conditionally confirmed and approved in an extraordinary general meeting held on 3 March 2009, no further options will be offered under the 2004 Share Option Scheme, but all options granted prior to such termination shall continue to be valid and exercisable in accordance with the 2004 Share Option Scheme.

6. LS Finance (2017) Limited 及 LS Finance (2022) Limited (包括其主要股東、董事及行政總裁) 已獲得《證券及期貨條例》第309(2)條下豁免遵守《證券及期貨條例》披露權益。
7. 劉鑾鴻先生為 United Goal 之董事及 Asia Prime and Dynamic Castle 之唯一董事。

除上述所披露外，於二零一四年十二月三十一日，根據《證券及期貨條例》第336條規定而備存之登記冊的紀錄，概無任何人士在本公司的股份及相關股份中擁有任何權益或淡倉。

購股權計劃

(i) 二零零四年購股權計劃

本公司根據唯一股東之書面決議案採納購股權計劃(「二零零四年購股權計劃」)，由二零零四年三月二十七日起為期十年，作為合資格參與者對本集團所作貢獻之獎勵或獎賞。

根據二零零四年購股權計劃，本公司可授予購股權予(i)本公司或任何附屬公司之任何全職僱員；(ii)本公司或任何附屬公司之董事(包括非執行董事及獨立非執行董事)；(iii)經本公司董事會(「董事會」)全權決定，對本公司及／或任何附屬公司作過貢獻之本公司或任何附屬公司的工程、財務、法律或企業管理方面的顧問或專家顧問(評價準則為(a)對本公司及／或任何附屬公司發展及業績之貢獻；(b)為本公司及／或任何附屬公司工作之質量；(c)彼履行職務之主動性及承擔性；及(d)為本公司及／或任何附屬公司提供服務或貢獻之年期)。

根據二零零四年購股權計劃或本公司任何其他計劃可授予購股權所涉及股份總數，不得超過本公司於股份在聯交所開始買賣之日期已發行股份10%，即於二零零七年股份拆細後每股面值0.005港元之144,000,000股股份。由於本公司已經於二零零九年三月三日舉行之股東特別大會上有條件確認及批准終止二零零四年購股權計劃。額外購股權將不會根據二零零四年購股權計劃提出要約，惟於有關終止前，根據二零零四年購股權計劃所有授予之購股權將繼續屬有效及可行使。

The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue, without prior approval from the Company's shareholders. Options granted to substantial shareholders, Independent Non-executive Directors, or any of their respective associates (including a trustee of a discretionary trust of which they or any of their family interests are discretionary objects) in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5,000,000 must be also approved by the Company's shareholders.

Option granted must be taken up within the time limit specified in the offer letter (which shall not be later than 5 days from the date of offer), upon payment of HK\$1 per option. Options may be exercised at any time during a period commencing on or after the date on which the option is accepted and deemed to be granted and expiring on a date to be notified by the Board to each grantee which shall not be more than 10 years from the date on which the option is accepted and deemed to be granted. The exercise price is determined by the Directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

(ii) The 2009 Share Option Scheme

The adoption of a new share option scheme ("2009 Share Option Scheme") was approved by the shareholders of the Company in an extraordinary general meeting held on 3 March 2009 for a period of 10 years commencing from 3 March 2009 as incentive or rewards for the contribution of the eligible participants to the growth of the Group and to provide to the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants.

Under the 2009 Share Option Scheme, the Company may grant options to (a) any full-time or part-time employee of the Company and/or any subsidiary; (b) any Director (including executive, non-executive and independent non-executive director) of the Company and/or any subsidiary; and (c) any consultant or adviser (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/or any subsidiary who, at the sole determination of the Board, have contributed or will contribute to the Company and/or any subsidiary.

如未經本公司股東事先批准，於任何一年，就任何個別人士所獲授及可獲授之購股權已發行及將發行之股份數目，不得超過本公司已發行股份1%。授予主要股東、獨立非執行董事或任何彼等各自之聯繫人(包括全權信託之信託人，彼等或任何彼等之家屬權益為全權受益人)超過本公司股本0.1%或價值超過5,000,000港元之購股權，亦必須經本公司股東批准。

授出之購股權須於要約函件所指定時限(不得遲於要約日期起計5日)內接納，接納時須就每份購股權支付1港元。購股權可於接納及被視為已授予當日或之後起至董事會知會各承授人屆滿當日止期間內隨時行使，惟由接納及被視為已授予購股權當日起計不得超過10年。行使價由本公司董事釐定，將不低於(i)授予日期本公司股份收市價；(ii)緊接授予日期前五個營業日股份平均收市價；及(iii)本公司股份面值三者之較高者。

(ii) 二零零九年購股權計劃

本公司股東於二零零九年三月三日舉行之股東特別大會上批准採納新購股權計劃(「二零零九年購股權計劃」)，自二零零九年三月三日起為期十年，作為合資格參與者對本集團發展作出貢獻之激勵或獎賞，並讓本集團更具彈性地向合資格參與者提供獎賞、報酬、補償及/或提供福利。

根據二零零九年購股權計劃，本公司可授予購股權予(a)本公司及/或任何附屬公司之任何全職或兼職僱員；(b)本公司及/或任何附屬公司之任何董事(包括執行、非執行及獨立非執行董事)；及(c)經董事會全權決定，已對或將會對本公司及/或任何附屬公司作出貢獻之本公司及/或任何附屬公司之任何專家顧問或顧問(不論其是否專業人士及不論其基於聘用、合約或榮譽或其他性質及是否受薪)、分銷商、承包商、供應商、服務供應商、代理、客戶及業務夥伴。

There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the 2009 Share Option Scheme. However, the Board may offer to grant any options subject to such terms and conditions in relation to the minimum period of the options to be held and/or the performance targets to be achieved before such options can be exercised and/or any other terms as the Board may determine in its absolute discretion.

The total number of shares which may be issued upon exercise of all options which may be granted under the 2009 Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 166,860,950 shares, representing 10% of the issued share capital of the Company as at 3 March 2009, the date on which the 2009 Share Option Scheme was approved by the shareholders of the Company, which represented approximately 10% of the issued share capital of the Company as at the date of this report.

Unless otherwise approved by the shareholders, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options under the 2009 Share Option Scheme) in any 12-month period must not exceed 1% of the issued share capital of the Company.

Where options are proposed to be granted to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates, and the proposed grant of options will result in the total number of share issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the issued share capital of the Company on the date of offer and having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million, such grant of options must be subject to the approval of the shareholders taken on a poll at general meeting. The connected person involved in such proposed grant to options and all other connected persons of the Company must abstain from voting in such general meeting (except that any connected person may vote against the proposed grant provided that his intention to do so has been stated in the relevant circular to the shareholders).

對於購股權可以根據二零零九年購股權計劃之條款行使前必須持有購股權之最低期限或須達致之表現目標，並無設立一般性規定。然而，董事會授予任何購股權時可設立有關條款及條件，規限在有購股權可以行使前必須持有購股權之最低期限及／或須達致之表現目標，及／或董事會可絕對酌情釐定之任何其他條款。

因行使根據二零零九年購股權計劃及本公司任何其他購股權計劃授予之所有購股權而可發行之股份總數，合計不得超過166,860,950股股份，相當於本公司股東於二零零九年三月三日舉行之股東特別大會上有條件批准二零零九年購股權計劃當日本公司已發行股本10%，相當於本公司於本報告日期之已發行股本約10%。

除獲股東另外批准外，各合資格參與者於任何12個月內因行使其獲授購股權(包括二零零九年購股權計劃項下已行使及尚未行使之購股權)而已發行及將發行之股份總數，不得超過本公司已發行股本之1%。

倘於截至及包括授予日期前任何12個月內建議向本公司主要股東、獨立非執行董事或彼等各自之任何聯繫人授予購股權，會使該人士因行使所有已獲授及將獲授購股權(包括已行使、註銷及尚未行使之購股權)而已發行及將發行之股份總數合計超過本公司於要約日期已發行股本之0.1%，而有關總值(按各授予日期股份收市價計算)超過5,000,000港元，則該次購股權授予須在股東大會上獲得股東按股數投票表決批准。涉及該次建議授予購股權之關連人士以及本公司之所有其他關連人士須在上述股東大會上放棄投票(然而，任何關連人士均可投票反對授予建議，惟其相關意向須載列於致股東之相關通函內)。

Directors' Report (continued) 董事會報告書(續)

Option granted must be taken up within the time limit specified in the offer letter (which shall not be later than 5 days from the date of offer), upon payment of HK\$1 on acceptance of the offer. Options may be exercised at any time during a period to be notified by the Board to each grantee which shall not be more than 10 years from the date of the offer. The exercise price is determined by the Directors of the Company, and will be at least the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

授予之購股權須於要約函件所指定時限(不得遲於要約日期起計5日)內接納, 於接納要約時須支付1港元。購股權可於董事會知會各承授人期間內隨時行使, 惟於要約日期起計不得超過10年。行使價由本公司董事釐定, 將至少為下列三者中之最高者(i) 授予日期本公司股份收市價; (ii) 緊接授予日期前五個營業日股份平均收市價; 及(iii) 本公司股份面值。

Details of Options Granted by the Company

Details of the movement in the share options of the Company during the year are as follows:

本公司授予購股權之詳情

年內, 本公司的購股權變動詳情如下:

	Date of grant 授予日期	Number of share options 購股權數目					Outstanding as at 31 December 2014 於二零一四年 十二月三十一日 尚未行使	Option period 購股權期限	Subscription price per share 每股認購價
		Outstanding as at 1 January 2014 於二零一四年 一月一日 尚未行使	Granted during the year 年內授予	Exercised during the year 年內行使	Lapsed during the year 年內失效	Cancelled during the year 年內註銷			
Director 董事									
Mr. Thomas Lau 劉鑾鴻先生	31.08.2007	17,020,000	-	-	(17,020,000)	-	01.10.2008 – 26.03.2014 (Note 2) (附註2)	HK\$18.50 18.50港元	
Employees 僱員									
	07.10.2005	22,000	-	(22,000)	-	-	07.10.2006 – 26.03.2014 (Note 1) (附註1)	HK\$6.16 6.16港元	
	02.02.2009	2,336,000	-	(2,288,000)	(48,000)	-	07.02.2010 – 26.03.2014 (Note 3) (附註3)	HK\$6.40 6.40港元	
Total 總計		19,378,000	-	(2,310,000)	(17,068,000)	-			

Directors' Report (continued) 董事會報告書(續)

Notes:

1. The options, granted on 7 October 2005, are exercisable from 7 October 2006 to 26 March 2014 (both days inclusive) in the following manner:
 - (i) up to 40% of the total number of options granted under the Scheme commencing 7 October 2006;
 - (ii) up to 70% of the total number of options granted under the Scheme commencing 7 October 2007; and
 - (iii) up to 100% of the total number of options granted under the Scheme commencing 7 October 2008.
2. The options, granted on 31 August 2007, are exercisable from 1 October 2008 to 26 March 2014 (both days inclusive) in the following manner:
 - (i) up to 40% of the total number of options granted under the Scheme commencing 1 October 2008;
 - (ii) up to 70% of the total number of options granted under the Scheme commencing 1 October 2009; and
 - (iii) up to 100% of the total number of options granted under the Scheme commencing 1 October 2010.
3. On 3 March 2009, the outstanding options previously granted to employees of the Group on 31 August 2007 (which entitled such employees to subscribe for an aggregate of 20,400,000 shares) were cancelled and replaced by new options granted by the Company entitling them to subscribe for the same number of shares at an exercise price of HK\$6.40 per share (the "2009 Employee Options"). The 2009 Employee Options are exercisable from 7 February 2010 to 26 March 2014 (both days inclusive) in the following manner:
 - (i) up to 40% of the total number of options granted under the Scheme commencing 7 February 2010;
 - (ii) up to 70% of the total number of options granted under the Scheme commencing 7 February 2011; and
 - (iii) up to 100% of the total number of options granted under the Scheme commencing 7 February 2012.

Arrangements to Purchase Shares or Debentures

Other than as disclosed under the section "Details of Options Granted by the Company", at no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' Interests in Contracts of Significance

Other than as disclosed under the section "Continuing Connected Transactions", no contracts of significance to which the Company, its holding company, subsidiaries or fellow subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

附註:

1. 該等於二零零五年十月七日授予之購股權可於二零零六年十月七日至二零一四年三月二十六日期間(包括首尾兩日)按以下方式行使:
 - (i) 自二零零六年十月七日起最多由該購股權計劃所授出購股權總數之40%;
 - (ii) 自二零零七年十月七日起最多由該購股權計劃所授出購股權總數之70%;及
 - (iii) 自二零零八年十月七日起最多由該購股權計劃所授出購股權總數之100%。
2. 該等於二零零七年八月三十一日授予之購股權可於二零零八年十月一日至二零一四年三月二十六日期間(包括首尾兩日)按以下方式行使:
 - (i) 自二零零八年十月一日起最多由該購股權計劃所授出購股權總數之40%;
 - (ii) 自二零零九年十月一日起最多由該購股權計劃所授出購股權總數之70%;及
 - (iii) 自二零一零年十月一日起最多由該購股權計劃所授出購股權總數之100%。
3. 於二零零九年三月三日, 先前於二零零七年八月三十一日授予本集團僱員之尚未行使購股權(其賦予該等僱員權利可認購合共20,400,000股股份)已獲註銷並由本公司所授予之新購股權取代, 該等新購股權賦予彼等權利可按每股6.40港元之行使價認購相同數目之股份(「二零零九年僱員購股權」)。二零零九年僱員購股權可自二零一零年二月七日至二零一四年三月二十六日期間(包括首尾兩日)按以下方式行使:
 - (i) 自二零一零年二月七日起由該購股權計劃所授出購股權總數之40%;
 - (ii) 自二零一一年二月七日起由該購股權計劃所授出購股權總數之70%;及
 - (iii) 自二零一二年二月七日起由該購股權計劃所授出購股權總數之100%。

購買股份或債券之安排

除「本公司授予購股權之詳情」一節所披露外, 於本年度任何時間, 本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排, 致使本公司董事藉收購本公司或任何其他法人團體股份或債券而獲益。

董事之重大合約權益

除「持續關連交易」一節所披露外, 本公司董事概無於本公司、其控股公司、附屬公司或同系附屬公司所訂立且於本年度年結日或本年度任何時間仍然生效之重大合約中, 直接或間接擁有重大權益。

Continuing Connected Transactions

The following transactions of the Group constituted non-exempt continuing connected transactions ("Continuing Connected Transactions") for the Company during the financial year ended 31 December 2014 under the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

(1) Shanghai Jiuguang Department Store's Tenancy Agreement

On 26 November 2004, the Group's 65% owned Shanghai Ongoing Department Store Limited ("Shanghai Ongoing") entered into a tenancy agreement with the Group's 50% owned 上海九百城市廣場有限公司 ("CityPlaza Co") in respect of the lease of the entire building of Shanghai Joinbuy CityPlaza ("Joinbuy CityPlaza") of approximately 92,000 square metres ("sq.m."), for a period of 20 years commencing from 1 October 2004 ("Tenancy Agreement"), at a basic annual rental of RMB125 million, with adjustment for additional rental at the rate of 3.5% on the amount over and above the annual turnover of RMB1,500 million generated from the sales at the whole Joinbuy CityPlaza. Management fee was on a cost incurred basis.

The Tenancy Agreement was arranged for the leasing of the retailing space as necessary for the operation of the Group's Shanghai Jiuguang Department Store.

During the year ended 31 December 2014, a total of RMB178.8 million (equivalent to approximately HK\$224.8 million) rental and management fee was paid by Shanghai Ongoing to Cityplaza Co. under the Tenancy Agreement.

The Group's 65% owned Shanghai Ongoing is owned as to 5% by 上海九百(集團)有限公司 ("Joinbuy Group") and 30% by 上海九百股份有限公司 ("Joinbuy Co"). The Group's 50% owned Cityplaza Co is owned as to 12% by Joinbuy Group and 38% by Joinbuy Co. Joinbuy Group is the controlling shareholder of Joinbuy Co. Thus, Joinbuy Group and Joinbuy Co, being substantial shareholders of Shanghai Ongoing, are connected persons of the Company. In view of Joinbuy Group and Joinbuy Co have substantial equity interest in Cityplaza Co, Cityplaza Co is an associate of Joinbuy Group and a connected person of the Company. Thus, the transaction under the Tenancy Agreement constituted a continuing connected transaction for the Company.

持續關連交易

截至二零一四年十二月三十一日止年度內，根據香港聯交所證券上市規則(「上市規則」)，本集團之下列交易構成不獲豁免持續關連交易(「持續關連交易」)：

(1) 上海久光百貨店租賃協議

於二零零四年十一月二十六日，本集團擁有65%股權之上海久光百貨有限公司(「上海久光」)與本集團擁有50%股權之上海九百城市廣場有限公司(「城市廣場公司」)就租賃整幢上海九百城市廣場(「九百城市廣場」)約92,000平方米訂立租賃協議(「租賃協議」)，自二零零四年十月一日起計為期20年，基本年租為人民幣125,000,000元，並可按整幢九百城市廣場年度營業額超逾人民幣1,500,000,000元之部分以3.5%計算加收額外租金。管理費按收回成本基準收取。

訂立租賃協議旨在租用經營本集團上海久光百貨店所需零售舖位。

截至二零一四年十二月三十一日止年度內，上海久光根據租賃協議支付城市廣場公司合共人民幣178,800,000元(約相當於224,800,000港元)租金及管理費。

本集團擁有65%權益之上海久光分別由上海九百(集團)有限公司(「九百集團」)及上海九百股份有限公司(「上海九百」)擁有5%及30%。本集團擁有50%權益之城市廣場公司之股權分別由九百集團及上海九百擁有12%及38%。九百集團為上海九百之控股股東。因此，身為上海久光之主要股東的九百集團及上海九百亦為本公司之關連人士。鑒於九百集團及上海九百擁有城市廣場公司之重大股本權益，城市廣場公司為九百集團之聯繫人士亦為本公司之關連人士。因此，租賃協議下之交易構成本公司之持續關連交易。

(2) Leasing of Premises for Sogo TST Store

On 24 February 2005, the Group's wholly-owned subsidiary Sogo Hong Kong Company Limited ("Sogo HK") entered into a lease agreement as tenant with Hong Kong Island Development Limited ("HK Island") as landlord for the leasing of portion of ground floor, portion of podium 1 and the entire podium 2 of The Amazon at No. 12 Salisbury Road, Tsimshatsui, Kowloon to Sogo HK for a term of 15 years commencing from 30 September 2005 ("Lease"), at a turnover rent based on sales generating within the leasing premises at a rate of 6% for the 1st to the 10th year and 7% for the 11th to the 15th year.

The Lease was negotiated at an arm's length with general commercial terms. This leased premises was occupied by the Group for its operation of the Tsimshatsui lifestyle department store in Kowloon side.

On 31 July 2012, Sogo HK and HK Island entered into a supplemental deed ("Supplemental Deed") to the Lease, pursuant to which (i) part of the premises with a gross floor area of approximately 750 square feet would be surrendered and delivered up to HK Island on or before 1 December 2012 and the remaining part of the premises would be surrendered and delivered up to HK Island on or before 15 February 2014; and (ii) the Lease was terminated on 15 February 2014.

During the period from 1 January 2014 to 15 February 2014, a total of HK\$14.4 million rental, management fee and other charges was paid by Sogo HK to HK Island under the Lease (as amended by the Supplemental Deed).

HK Island was an associate of Chow Tai Fook Enterprises Limited ("CTF Enterprises") who has 50% indirect interest in Real Reward, the then controlling shareholder of the Company, and was therefore a connected person of the Company. Hence, the transaction under the Lease (as amended by the Supplemental Deed) constituted a continuing connected transaction for the Company.

(2) 尖沙咀崇光店物業租賃

於二零零五年二月二十四日，本集團之全資附屬公司崇光(香港)百貨有限公司(「崇光香港」)作為租戶與香島發展有限公司(「香島」)作為業主訂立租賃協議，將九龍尖沙咀梳士巴利道12號亞瑪遜地下部分、地庫1之部分及地庫2全層租予崇光香港，由二零零五年九月三十日起計為期15年(「租約」)，崇光香港須按在租賃物業內產生之銷售額支付營業額租金，租賃期內第1至10年為6%，而第11至15年則為7%。

是項租約乃在公平原則下按一般商業條款磋商。租賃物業由本集團佔用，乃本集團在九龍尖沙咀經營時尚百貨店所必須租用。

於二零一二年七月三十一日，崇光香港及香島訂立租約之補充契據(「補充契據」)，據此(i)於二零一二年十二月一日或以前向香島空出及交還建築面積約750平方呎該物業之部份並於二零一四年二月十五日或以前向香島空出及交還該物業之餘下部份；及(ii)租約於二零一四年二月十五日終止。

由二零一四年一月一日至二月十五日止期間，崇光香港根據租約(經補充契據修訂)支付香島合共14,400,000港元租金、管理費及其他收費。

香島為周大福企業有限公司(「周大福企業」)之聯繫人，周大福企業間接擁有本公司當時控股股東Real Reward之50%權益，因此亦為本公司之關連人士。故租約(經補充契據修訂)下之交易構成本公司之持續關連交易。

(3) Framework Agreement — Chow Tai Fook Jewellery Group

On 29 November 2011, the Company entered into a framework agreement which took effect on 15 December 2011 for continuing connected transactions entered into between the Company and Chow Tai Fook Jewellery Group Limited (“CTF Jewellery Group”) (“Framework Agreement”) for the purpose of consolidating and governing all the transactions between members of the Group and members of CTF Jewellery Group and its subsidiaries (collectively “CTFJ Group”) arising from the following:

- (a) concessionaire arrangements in respect of retailing counters for the sale of jewellery and watches by CTFJ Group at properties in Hong Kong and the PRC owned by, or leased to, the Group or at which the Group operates its business; and
- (b) leasing or sub-leasing of premises to members of CTFJ Group at properties in Hong Kong and the PRC which are owned by, or leased to, the Group

(collectively the “Transactions”).

For the year ended 31 December 2014, a total of HK\$47.3 million was received/receivable pursuant to the Framework Agreement.

The directors consider that the inclusion of jewellery and watches at “Chow Tai Fook” branded retailing counters in the stores operated by the Group provides a well mix of products for the Group’s customers. In view of the strong brand equity of “Chow Tai Fook”, the directors consider that it is beneficial to the Group to continue to enter into the Transactions as the Transactions have facilitated, and will continue to facilitate, the operation and growth of the Group’s business. The directors are of the view that the Transactions are and will be entered into in the ordinary and usual course of business of the Group and are and will be on normal commercial terms.

CTF Jewellery Group is an associate of CTF Enterprises who has 50% indirect interest in Real Reward, a substantial shareholder of Lifestyle Properties (a listed subsidiary of the Company), and is therefore a connected person of the Company. The Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company.

(3) 框架協議 — 周大福珠寶集團

於二零一一年十一月二十九日，本公司就與周大福企業之聯繫人，周大福珠寶集團有限公司（「周大福珠寶」）所訂立之持續關連交易訂立框架協議（「框架協議」）。框架協議由二零一一年十二月十五日起生效，以綜合及規管本集團成員公司與周大福珠寶及其成員公司（統稱「周大福珠寶集團」）之間由以下項目引致之所有交易：

- (a) 有關周大福珠寶集團於本集團在香港及中國經營業務之自有或租賃物業之零售專櫃銷售珠寶及鐘錶之特許安排；及
- (b) 於本集團在香港及中國自有或租賃之物業向周大福珠寶集團成員公司出租或分租物業

（統稱「該等交易」）。

截至二零一四年十二月三十一日止年度，根據框架協議已收取／可獲收取合共47,300,000港元。

董事認為，在本集團經營之商店之「周大福」品牌零售專櫃提供珠寶及鐘錶，可為本集團之客戶提供優良產品組合。鑑於「周大福」之強大品牌資產，董事認為由於該等交易促進並將繼續促進本集團業務之營運及增長，繼續訂立該等交易對本集團有利。董事認為，該等交易乃按並將按一般商業條款在本公司之日常及一般業務過程中訂立。

周大福珠寶是為周大福企業的聯繫人，周大福企業間接擁有Real Reward（利福地產 — 本公司上市附屬公司的主要股東）的50%股權，因而被視為本公司之關連人士。因此，框架協議及其下之交易構成本公司之持續關連交易。

(4) Services Framework Agreement — Lifestyle Properties Group

On 26 August 2013, the Company entered into a services framework agreement (“Services Framework Agreement”) with Lifestyle Properties which took effect upon the listing of its shares on the Stock Exchange on 12 September 2013 up to and including 31 December 2015. This agreement regulates, inter alia, all future transactions between members of the Lifestyle Properties and its subsidiaries (collectively “Lifestyle Properties Group”) and members of the Group excluding members of Lifestyle Properties Group (“Remaining Group”), arising from provision by the Lifestyle Properties Group of non-exclusive property project related services in respect of property development, including but without limitation feasibility study, design, project co-ordination and supervision, for the relevant properties owned by or leased to the Remaining Group and situated in the PRC and Hong Kong (“Services”). The Services do not cover the provision of routine property management services by Lifestyle Properties Group for existing properties of the Remaining Group.

During the year ended 31 December 2014, a total of HK\$7 million service fee and other was paid/payable under the Services Framework Agreement.

Lifestyle Properties is a non-wholly owned subsidiary of the Company. Mr. Thomas Lau, an executive director and the controlling shareholder of the Company, has directly and indirectly through companies which he controls owned more than 10% of the issued shares of Lifestyle Properties. As such, Lifestyle Properties is a connected subsidiary of the Company and thus, the Services Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions for the Company.

All the Continuing Connected Transactions above have been reviewed by the independent non-executive directors of the Company who have confirmed that for the year ended 31 December 2014 the Continuing Connected Transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

(4) 服務框架協議 — 利福地產集團

於二零一三年八月二十六日，本公司與利福地產訂立服務框架協議（「服務框架協議」），自利福地產股份於二零一三年九月十二日於聯交所上市起至二零一五年十二月三十一日（包括該日）生效。該協議規範（其中包括）利福地產連同其附屬公司（統稱「利福地產集團」）成員公司及本集團（不包括利福地產集團成員（「保留集團」））成員公司之間有關利福地產集團向保留集團在中國及香港自有或租賃物業提供物業發展的非獨家物業項目相關服務而進行的所有交易（「交易」），包括但不限於於可行性研究、設計、項目統籌及監督（「服務」）。服務並不包括利福地產集團為保留集團現有物業提供的日常物業管理服務。

截至二零一四年十二月三十一日止年度內，本公司根據服務框架協議已支付／應付服務及其他費用合共7,000,000港元。

利福地產為本公司非全資擁有附屬公司。本公司執行董事及控股股東劉鑾鴻先生直接或透過受其控制的公司間接擁有利福地產逾10%已發行股本。因此，利福地產為本公司的關連附屬公司，服務框架協議及其下之交易構成本公司之持續關連交易。

本公司之獨立非執行董事已審閱以上全部持續關連交易，並確認截至二零一四年十二月三十一日止年度，該等持續關連交易乃(i)屬本公司日常業務中訂立；(ii)按照一般商務條款或更佳條款進行；及(iii)根據該等交易的協議條款進行，條款公平合理，並符合本公司股東的整體利益。

Directors' Report (continued) 董事會報告書(續)

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Notice 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the Continuing Connected Transactions in accordance with Rule 14A.56 of the Listing Rules.

Regarding the related party transactions as set out in notes 24 and 40 to the consolidated financial statements, the transactions as shown in note 40(a)(i), (iv) and (v) are continuing connected transactions subject to reporting, annual review, announcement and requirement but exempt from independent shareholder's approval requirement; the entrusted loan and its interest accrued as shown in note 24 and the transactions as shown in note 40(a)(ii) and (iii) are continuing connected transactions exempt from reporting, annual review, announcement and independent shareholder's approval requirement. Save as disclosed, there is no other connected or continued connected transaction under Chapter 14A of the Listing Rules in note 24. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of these connected transactions.

Remuneration Policy

The remuneration policy of the Group is set on the basis of the employees' merit, qualifications and competence.

The emoluments package of the directors of the Company are reviewed and concluded by the remuneration committee, with consideration 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 under the section headed "Share Option Schemes" above.

本公司已聘用本公司之核數師根據香港會計師公會發出之香港核證委聘準則第3000號「審核或審閱過往財務資料以外的核證工作」，並參考《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，就本集團之持續關連交易作出匯報。核數師已根據上市規則第14A.56條，就持續關連交易發出包括其發現及結論之無保留函件。

有關綜合財務報表附註24及40所載之有關連人士交易，附註40(a)(i)、(iv)及(v)之交易均為須遵守申報、年度審查、公告規定之持續關連交易，惟可獲豁免遵守獨立股東批准條文；附註24之委託貸款及其累計利息及附註40(a)(ii)及(iii)之交易均為可獲豁免遵守申報、年度審查、公告及獨立股東批准規定之持續關連交易。除上文所披露外，附註24中概沒有其他根據上市規則第十四A為關連或持續關連交易。本公司已就有關關連交易遵守上市規則第十四A章之披露規定。

薪酬政策

本集團之薪酬政策按僱員之表現、資歷及能力而制定。

本公司董事之酬金待遇乃由薪酬委員會經考慮本公司經營業績、個別表現及可比較市場數據而作出檢討及總結。

本公司已採納購股權計劃以獎勵董事及合資格僱員，計劃詳情載於上文「購股權計劃」一節。

Directors' Interests in Competing Business

The following directors are considered to have interest in a business which competes or is likely to compete, either directly or indirectly, with any business of the Group pursuant to the Listing Rules:

董事於競爭業務之權益

根據上市規則，以下董事被視為與本集團之任何業務構成直接或間接競爭之業務中擁有權益：

Businesses which are considered to compete or likely to compete with the businesses of the Group
被視為與本集團業務構成競爭或可能構成競爭的業務

Name of director 董事	Name of entity 實體名稱	Description of business 業務簡介	Nature of Interest of the director in the entity 董事於該實體的權益性質
Dr. Cheng Kar Shun, Henry 鄭家純博士	New World Development Company Limited 新世界發展有限公司	Equity interest in New World Department Store China Limited, which operates department stores in the PRC 持有在中國經營百貨公司之新世界百貨中國有限公司的權益	Director 董事
	New World Department Store China Limited 新世界百貨中國有限公司	Operations of department stores in the PRC 在中國經營百貨公司	Director 董事
Mr. Doo Wai Hoi, William 杜惠愷先生	New World Development Company Limited 新世界發展有限公司	Equity interest in New World Department Store China Limited, which operates department stores in the PRC 持有在中國經營百貨公司之新世界百貨中國有限公司的權益	Director 董事

As the Board of the Company is independent of the boards of the above-mentioned entities and none of the above directors is in control the Board of the Company, the Group is therefore capable of carrying on its businesses independently of, and at arm's length, from the businesses of these entities.

本公司董事會乃獨立於上述實體的董事會，且概無上述董事可控制本公司董事會，故本集團有能力獨立地按公平基準進行其業務。

Purchase, Sale or Redemption of the Company's Securities

During the year ended 31 December 2014, the Company repurchased 23,266,000 ordinary shares on the Stock Exchange at an aggregate consideration of approximately HK\$352 million (excluding expenses) for enhancing its per share net asset value and earnings. All the repurchased shares were subsequently cancelled. Details of the repurchase of shares are summarized as follows:

Month of the repurchase	Total number of ordinary shares repurchased	Highest price paid per share HK\$	Lowest price paid per share HK\$	Aggregate consideration (excluding expenses) HK\$
購回月份	購回普通股總數	所付每股最高價 港元	所付每股最低價 港元	總代價 (不包括費用) 港元
February 2014 2014年2月	1,271,500	15.54	15.24	19,462,450
March 2014 2014年3月	11,258,500	15.48	14.48	168,438,110
April 2014 2014年4月	5,216,500	16.06	14.94	81,206,700
May 2014 2014年5月	3,278,500	15.26	14.66	49,133,370
June 2014 2014年6月	2,241,000	15.12	14.78	33,466,520
	23,266,000			351,707,150

Saved as those disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2014.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association although there are no restrictions against such rights under the laws in the Cayman Islands.

Employees

As at 31 December 2014, the Group employed a total of approximately 810 employees in Hong Kong and 1,990 employees in the PRC. Staff costs (excluding directors' emoluments), amounted to HK\$424.3 million (2013: HK\$414.1 million) for the year. The Group ensures that the pay levels of its employees are competitive and in line with market trend and its employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system.

Major Customers and Suppliers

The Group is principally involved in retail business. The five largest customers and the five largest suppliers of the Group accounted for less than 30% of the Group's turnover and purchases respectively during the year.

購買、出售或贖回本公司證券

於截至二零一四年十二月三十一日止年度，本公司在聯交所總代價約352,000,000港元(不包括費用)購回23,266,000股普通股以提高其每股的資產淨值及盈利。該等回購股份其後已被註銷。有關購回股份之詳情載列如下：

除上文所披露外，截至二零一四年十二月三十一日止年度內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

優先購買權

儘管開曼群島法例並無有關優先購買權之限制，惟本公司之章程細則並無限制有關權利之條文。

僱員

於二零一四年十二月三十一日，本集團分別於香港及中國共僱用約810名及1,990名員工。本年度員工成本約424,300,000港元(二零一三年：414,100,000港元)，但不包括董事酬金。本集團確保僱員薪酬水平符合市場趨勢並具競爭力，僱員之薪酬乃根據本集團之一般薪金及花紅制度因應僱員表現釐定。

主要客戶及供應商

本集團主要從事零售業務。年內，本集團五大客戶及五大供應商分別佔本集團營業額及採購額不足30%。

Sufficiency of Public Float

Based on information publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as of the date of this report.

Charitable Donations

During the year, the Group made charitable and other donations amounting to HK\$0.5 million (2013: HK\$1.2 million).

Management Contract

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Auditor

The consolidated financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu ("Deloitte"). A resolution will be submitted to the forthcoming annual general meeting of the Company to reappoint Deloitte as auditor of the Company.

On behalf of the Board

Lau Luen Hung, Thomas

Executive Director and Chief Executive Officer

16 March 2015

足夠公眾持股量

根據本公司所獲之公開資料及據董事所知悉，於本報告日期，公眾人士最少持有本公司已發行股本總額25%。

慈善捐款

年內，本集團作出之慈善及其他捐款為500,000港元(二零一三年：1,200,000港元)。

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存有任何合約。

核數師

本年度綜合財務報表已經由核數師德勤•關黃陳方會計師行(「德勤」)審核。本公司將於即將舉行之股東週年大會提呈續聘德勤為本公司核數師之決議案。

代表董事會

執行董事及首席執行官

劉鑾鴻

二零一五年三月十六日

Independent Auditor's Report

獨立核數師報告書

Deloitte.

德勤

**TO THE SHAREHOLDERS OF
LIFESTYLE INTERNATIONAL HOLDINGS LIMITED**
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Lifestyle International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 62 to 167, which comprise the consolidated statement of financial position as at 31 December 2014, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致：利福國際集團有限公司各位股東

(於開曼群島註冊成立的有限公司)

本行已完成審核載於第62至167頁利福國際集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此等綜合財務報表包括於二零一四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，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製及真實而公平地呈列該等綜合財務報表，及負責董事確定須要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

本行的責任是根據本行的審核對該等綜合財務報表作出意見，且本行的意見僅按照協定委聘條款，為股東(作為一個團體)而報告，並不為其他任何目的。本行並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。本行已根據香港會計師公會頒佈的香港審計準則進行審核。該等準則規定本行遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report (continued) 獨立核數師報告書(續)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2014 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
16 March 2015

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該實體編製及真實而公平地呈列綜合財務報表相關的內部監控，以設計適當的審核程序，惟並非為對實體的內部監控的效能發表意見。審計亦包括評價董事所採用會計政策的合適性及所作出會計估計的合理性，以及評價綜合財務報表的整體呈列方式。

本行相信，本行所獲得審核憑證已充足和適當地為本行的審核意見提供基礎。

意見

本行認為，綜合財務報表已根據香港財務報告準則真實與公平地反映貴集團於二零一四年十二月三十一日的財政狀況及貴集團於截至該日止年度的溢利和現金流量，並已按照香港公司條例之披露規定妥善編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零一五年三月十六日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		NOTES 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Turnover	營業額	7	5,969,740	5,955,335
Cost of sales	銷售成本	7	(2,385,930)	(2,394,809)
Gross profit	毛利		3,583,810	3,560,526
Other income, gains and losses	其他收入、收益及虧損	9	187,380	308,767
Selling and distribution costs	銷售及分銷成本		(1,192,362)	(1,130,078)
Administrative expenses	行政開支		(264,112)	(310,207)
Investment income	投資收入	10	413,849	414,201
Fair value changes on investment properties	投資物業公平值變動	17	(3,053)	6,491
Gain on disposal of subsidiaries	出售附屬公司收益	36	–	157,160
Share of profit of a joint venture	應佔一家合資企業溢利	21	26,463	31,870
Share of profits of associates	應佔聯營公司溢利	20	347,157	349,554
Finance costs	融資成本	11	(267,267)	(237,807)
Profit before taxation	除稅前溢利		2,831,865	3,150,477
Taxation	稅項	12	(466,395)	(480,248)
Profit for the year	本年度溢利	13	2,365,470	2,670,229
Other comprehensive (expense) income	其他全面(支出)收入			
Items that may be reclassified subsequently to profit or loss:	隨後可能重新分類至損益之項目:			
Exchange differences arising on translation of foreign operation	換算海外業務時產生之匯兌差額		(220,095)	209,303
Share of exchange differences of associates	應佔聯營公司匯兌差額		(47,019)	42,593
Share of exchange difference of a joint venture	應佔一家合資企業匯兌差額		(7,087)	6,850
			(274,201)	258,746
Reclassification of exchange difference upon disposal of a subsidiary	出售一間附屬公司時重新分類匯兌差額	36	–	(50,819)
Other comprehensive (expense) income for the year	本年度其他全面(支出)收入		(274,201)	207,927
Total comprehensive income for the year	本年度全面收入總額		2,091,269	2,878,156
Profit for the year attributable to:	本年度應佔溢利:			
Owners of the Company	本公司擁有人		2,143,994	2,448,247
Non-controlling interests	非控股權益		221,476	221,982
			2,365,470	2,670,229
Total comprehensive income attributable to:	應佔全面收入總額:			
Owners of the Company	本公司擁有人		1,914,900	2,624,498
Non-controlling interests	非控股權益		176,369	253,658
			2,091,269	2,878,156
Earnings per share	每股盈利	16		
— basic	— 基本		HK\$1.3112	HK\$1.4783
— diluted	— 攤薄		HK\$1.3111	HK\$1.4759

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2014 於二零一四年十二月三十一日

		NOTES 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產			
Investment properties	投資物業	17	700,403	716,753
Property, plant and equipment	物業、廠房及設備	18	5,600,456	5,211,461
Prepaid lease payments	預付租賃款項	19	4,250,922	4,497,222
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備之按金		24,931	27,852
Interests in associates	於聯營公司權益	20	2,926,323	2,682,188
Interest in a joint venture	於一家合資企業權益	21	556,835	486,231
Club debentures	會所債券		15,637	15,637
			14,075,507	13,637,344
Current assets	流動資產			
Inventories	存貨	22	86,419	80,339
Prepaid lease payments	預付租賃款項	19	94,504	95,052
Trade and other receivables	應收賬款及其他應收款項	23	367,766	657,713
Amount due from a joint venture	應收一家合資企業款項	24	11,638	230,570
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	25	3,899,564	3,345,920
Bank balances and cash	銀行結存及現金	26	8,312,497	8,669,060
			12,772,388	13,078,654
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	27	2,608,405	2,690,620
Amount due to a joint venture	應付一家合資企業款項	24	—	156,391
Tax payable	應繳稅項		343,756	358,620
Bank borrowings — due within one year	銀行借貸 — 一年內到期	28	2,004,388	1,857,774
Derivative financial liabilities	衍生金融負債	29	7,307	12,580
			4,963,856	5,075,985
Net current assets	流動資產淨值		7,808,532	8,002,669
Total assets less current liabilities	總資產減流動負債		21,884,039	21,640,013

Consolidated Statement of Financial Position (continued) 綜合財務狀況表(續)

At 31 December 2014 於二零一四年十二月三十一日

		NOTES 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current liabilities				
	非流動負債			
Bank borrowings — due after one year	銀行借貸 — 一年後到期	28	2,350,024	2,818,433
Bonds	債券	30	6,169,468	6,165,476
Deferred tax liabilities	遞延稅項負債	31	237,969	211,441
Amount due to a non-controlling shareholder of subsidiaries	應付附屬公司一名非控股股東之款項	32	137,665	180,893
			8,895,126	9,376,243
			12,988,913	12,263,770
Capital and reserves				
	資本及儲備			
Share capital	股本	33	8,147	8,252
Reserves	儲備		11,094,220	10,456,313
Equity attributable to owners of the Company	本公司擁有人應佔權益		11,102,367	10,464,565
Non-controlling interests	非控股權益		1,886,546	1,799,205
			12,988,913	12,263,770

The consolidated financial statements on pages 62 to 167 were approved and authorised for issue by the Board of Directors on 16 March 2015 and are signed on its behalf by:

第62至167頁綜合財務報表獲董事會於二零一五年三月十六日批准及授權刊發，並由下列董事代表簽署：

Lau Luen Hung, Thomas 劉鑾鴻
EXECUTIVE DIRECTOR AND
CHIEF EXECUTIVE OFFICER 執行董事及
首席執行官

Doo Wai Hoi, William 杜惠愷
EXECUTIVE DIRECTOR 執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔部分										
		Share capital	Share premium	Reserve	Capital redemption reserve	Asset revaluation reserve	Exchange reserve	Share-based payment reserve	Retained profits	Total	Non-controlling interests	Total
		股本	股份溢價	儲備	資本贖回儲備	資產重估儲備	匯兌儲備	股份付款儲備	保留溢利	總計	非控股權益	總計
		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 (附註35)	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2013	於二零一三年一月一日	8,325	5,157	77,642	349	123,641	689,253	151,424	8,492,760	9,548,551	933,474	10,482,025
Profit for the year	本年度溢利	-	-	-	-	-	-	-	2,448,247	2,448,247	221,982	2,670,229
Other comprehensive income for the year	本年度其他全面收入	-	-	-	-	-	176,251	-	-	176,251	31,676	207,927
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	176,251	-	2,448,247	2,624,498	253,658	2,878,156
Share repurchase	股份購回	-	-	-	-	-	-	-	-	-	-	-
— repurchase of shares	— 購回股份	(88)	-	-	-	-	-	-	-	(88)	-	(88)
— premium on repurchase of shares	— 購回股份之溢價	-	(14,743)	-	-	-	-	-	(276,904)	(291,647)	-	(291,647)
— transfer	— 轉讓	-	-	-	88	-	-	-	(88)	-	-	-
Exercise of share options	購股權行使	15	21,661	-	-	-	-	(3,060)	-	18,616	-	18,616
Dividend paid to non-controlling shareholders	已派付予非控股權益股息	-	-	-	-	-	-	-	-	-	(96,242)	(96,242)
Dividends paid (Note 15)	已派付股息(附註15)	-	-	-	-	-	-	-	(894,498)	(894,498)	-	(894,498)
Transfer of asset revaluation reserve to retained profits upon disposal of a subsidiary (Note 36(a))	出售一間附屬公司時由資產重估儲備轉回保留溢利(附註36(a))	-	-	-	-	(119,961)	-	-	119,961	-	-	-
Distribution in specie (Notes 1, 15 and 42)	實物分派(附註1、15及42)	-	-	-	-	-	(6,946)	-	(386,863)	(393,809)	393,809	-
Deemed disposal of partial interest in a subsidiary without losing control, net of transaction costs (Notes 1 and 42)	視作出售一間附屬公司部分權益而沒有失去控制權(扣除交易成本)(附註1及42)	-	-	-	-	-	(4,353)	-	(142,705)	(147,058)	314,506	167,448
Transfer of reserves	轉撥儲備	-	-	(20,552)	-	-	-	-	20,552	-	-	-
At 31 December 2013	於二零一三年十二月三十一日	8,252	12,075	57,090	437	3,680	854,205	148,364	9,380,462	10,464,565	1,799,205	12,263,770
Profit for the year	本年度溢利	-	-	-	-	-	-	-	2,143,994	2,143,994	221,476	2,365,470
Other comprehensive expense for the year	本年度其他全面支出	-	-	-	-	-	(229,094)	-	-	(229,094)	(45,107)	(274,201)
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	(229,094)	-	2,143,994	1,914,900	176,369	2,091,269
Share repurchase	股份購回	-	-	-	-	-	-	-	-	-	-	-
— repurchase of shares	— 購回股份	(116)	-	-	-	-	-	-	-	(116)	-	(116)
— premium on repurchase of shares	— 購回股份之溢價	-	(29,110)	-	-	-	-	-	(323,387)	(352,497)	-	(352,497)
— transfer	— 轉讓	-	-	-	116	-	-	-	(116)	-	-	-
Exercise and lapse of share options	購股權行使	11	17,035	-	-	-	-	(148,364)	146,096	14,778	-	14,778
Dividend paid to non-controlling shareholders	已派付予非控股權益股息	-	-	-	-	-	-	-	-	-	(89,028)	(89,028)
Dividends paid (Note 15)	已派付股息(附註15)	-	-	-	-	-	-	-	(939,263)	(939,263)	-	(939,263)
Transfer of reserves	轉撥儲備	-	-	19,031	-	-	-	-	(19,031)	-	-	-
At 31 December 2014	於二零一四年十二月三十一日	8,147	-	76,121	553	3,680	625,111	-	10,388,755	11,102,367	1,886,546	12,988,913

Consolidated Statement of Cash Flows

綜合現金流量表

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

	NOTE 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
OPERATING ACTIVITIES			
Profit before taxation		2,831,865	3,150,477
Adjustments for:			
Interest income on bank deposits		(201,768)	(169,463)
Imputed interest income		(1,622)	(12,976)
Other interest income		(5,617)	(4,686)
Finance costs		267,267	237,807
Depreciation of property, plant and equipment		253,198	226,555
Release of prepaid lease payments		24,370	13,762
Dividend income from financial assets at fair value through profit or loss		(29,615)	(31,189)
Interest income from financial assets at fair value through profit or loss		(46,380)	(52,670)
Loss on disposal of property, plant and equipment		741	136
Fair value changes in respect of financial assets at fair value through profit or loss		(128,847)	(143,217)
Changes in fair value of investment properties		3,053	(6,491)
Share of profit of a joint venture		(26,463)	(31,870)
Share of profits of associates		(347,157)	(349,554)
Write-down (reversal) of obsolete inventories		444	(353)
(Reversal of) impairment and written-off of trade and other receivables		(926)	1,331
Gain on disposal of subsidiaries	36	-	(157,160)
Operating cash flows before movements in working capital		2,592,543	2,670,439
Increase in inventories		(7,550)	(340)
(Increase) decrease in trade and other receivables		(22,888)	34,904
(Increase) decrease in amount due from a joint venture		(35,769)	18,734
Increase in trade and other payables		86,866	56,743
Cash generated from operations		2,613,202	2,780,480
Interest received		204,479	169,463
Hong Kong Profits Tax paid		(367,774)	(349,648)
PRC Enterprise Income Tax paid		(66,187)	(120,939)
Hong Kong Profits Tax refunded		458	5,368
NET CASH FROM OPERATING ACTIVITIES		2,384,178	2,484,724

Consolidated Statement of Cash Flows (continued) 綜合現金流量表(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

		NOTE 附註	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動			
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益 之金融資產所得款		1,685,283	2,207,186
Interest received from financial assets at fair value through profit or loss	按公平值計入損益之 金融資產之已收利息		46,380	52,670
Investment income received from derivative financial instruments	從金融衍生工具所得之 投資收益		1,177	952
Proceeds from disposal of investment properties	出售投資物業所得款		–	864
Dividend received from an associate	從一家聯營公司之已收股息		22,818	24,839
Dividend received from financial assets at fair value through profit or loss	從按公平值計入損益之 金融資產之已收股息		29,615	31,189
Interest received from a joint venture	一家合資企業之已收利息		3,559	3,576
Repayment from a joint venture	從一家合資企業所得還款		12,460	–
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益 之金融資產		(2,110,272)	(2,741,374)
Acquisition of prepaid lease payments	收購預付租賃款項		–	(39,558)
Purchase of property, plant and equipment	購買物業、廠房及設備		(603,770)	(435,023)
Investment expenses paid for derivative financial instruments	已付衍生金融工具之 投資支出		(6,258)	(4,106)
Additions to investment properties	購買投資物業		(3,350)	(7,396)
Purchase of club debentures	購買會所債券		–	(2,900)
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	36	342,526	340,344
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備 所得款		439	621
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額		(579,393)	(568,116)
FINANCING ACTIVITIES	融資活動			
Advance from a joint venture	一家合資企業借款		32,682	61,488
New bank borrowings raised	新借銀行借貸		2,458,741	2,105,341
Exercise of share options	行使購股權		14,778	18,616
Repayment of bank borrowings	償還銀行借貸		(2,760,385)	(2,233,115)
Repayment to non-controlling shareholders	償還非控股股東		(38,377)	–
Dividends paid	已派付股息		(939,263)	(894,498)
Finance costs paid	已付融資成本		(426,323)	(413,514)
Repurchase of ordinary shares of the Company	購回普通股		(352,613)	(291,735)
Dividends paid to non-controlling shareholders	已派付給非控股股東股息		(89,028)	(96,242)
Issue of shares of a subsidiary upon initial public offer	一間附屬公司於首次公開 發售發行股份		–	172,089
Expenses in connection with issue of shares of a subsidiary	一間附屬公司發行股份 所產生之有關費用		–	(4,641)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額		(2,099,788)	(1,576,211)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物 (減少)增加淨額		(295,003)	340,397
EFFECT OF FOREIGN EXCHANGE RATE DIFFERENCE	匯率差異之影響		(61,560)	32,864
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等價物		8,669,060	8,295,799
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終現金及現金等價物		8,312,497	8,669,060
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等價物之分析			
Bank balances and cash	銀行結存及現金		8,312,497	8,669,060

Notes to the Consolidated Financial Statements

綜合財務報表附註

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

1. General

The Company is a public listed company incorporated as an exempted company with limited liability under the Companies Law in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

At 31 December 2013 and prior to 22 December 2014, the Company's ultimate holding and immediate holding company was Real Reward Limited ("Real Reward"), a company incorporated in the Cayman Islands. As a result of completion of "Sale and Purchase Agreements" (as defined in the composite offer document of the Company dated 9 January 2015) in respect of the sales of the Company's shares by Real Reward on 22 December 2014, Real Reward is no longer the Company's ultimate holding and immediate holding company. The new ultimate holding and immediate holding company is Asia Prime Assets Limited and United Goal Resources Limited respectively. Both companies are incorporated in the British Virgin Islands. The Company's ultimate controlling party is Mr. Thomas Lau, who is also the Executive Director of the Company.

Following the completion of Sale and Purchase Agreements on 22 December 2014, the number of shares held by the Lau Family Group (Mr. Thomas Lau, his close relatives, related trusts and companies controlled by him, his close relatives or related trusts) increased to just over 50% of the total issued share capital of the Company. The Lau Family Group was required to make a mandatory unconditional general cash offer ("the Offer") for all the issued shares of the Company (other than those shares already owned by or agreed to be acquired by Synergy Smart Investments Limited, a company wholly-owned by Mr. Thomas Lau, United Goal Limited, Mr. Thomas Lau and parties acting in concert or presumed to be acting in concert with any of them) pursuant to Rule 26.1 of the Takeovers Code. Upon the close of the Offer on 30 January 2015, approximately 26.24% of the total issued share capital of the Company was held by the public (as defined in the Listing Rules). Accordingly, the Company complied with the minimum public float requirements under Rule 8.08 of the Listing Rules.

The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are the operation of "lifestyle" department stores and other retailing format and property development and property investment.

1. 一般事項

本公司為一間於開曼群島根據開曼群島公司法註冊成立為受豁免有限公司之公眾上市公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。

於二零一三年十二月三十一日及二零一四年十二月二十二日之前，本公司的最終控股及直接控股公司為Real Reward Limited（「Real Reward」），一家於開曼群島註冊成立的公司。隨著於二零一四年十二月二十二日完成就Real Reward（作為賣方）售出本公司股份之買賣協議，（如本公司於二零一五年一月九日的綜合要約文件中定義），Real Reward不再是公司的最終控股及直接控股公司。新的最終控股和直接控股公司分別是Asia Prime Assets Limited及United Goal Resources Limited，兩家公司都於英屬維爾京群島註冊成立。本公司的最終控制方是本公司的執行董事劉鑾鴻先生。

隨著二零一四年十二月二十二日完成買賣協議，由劉氏家族集團（劉鑾鴻先生，其近親，相關信託基金及由劉鑾鴻先生、近親相關的信託控制的公司）持有股份的數量增加至剛剛超過本公司已發行股本的50%。根據收購守則第26.1條，劉氏家族集團需強制性無條件全面現金要約（「要約」），以收購所有已發行股份（除那些由Synergy Smart Investments Limited — 由劉鑾鴻先生全資擁有的公司、United Goal Limited、劉鑾鴻先生及與其任何一個或被推定為與其任何一個一致行動人士已經擁有或同意收購的股份除外）。當二零一五年一月三十日要約截止結束後，由公眾（按上市規則之定義）持有本公司已發行總股份約26.24%。因此，本公司符合上市規則第8.08條之最低公眾持股量規定。

註冊辦事處地址和本公司主要營業地點已在年度報告企業資料部分中披露。

本公司作為投資控股公司。其主要附屬公司之主要業務為經營「生活時尚」百貨店及其零售業務，以及物業發展及物業投資。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

1. General (continued)

During the year ended 31 December 2013, the Group had completed a separate spin-off of its property investment and development business by way of distribution in specie to the Company's shareholders and listing of the shares of Lifestyle Properties Development Limited ("Lifestyle Properties") and its subsidiaries (together with Lifestyle Properties collectively reference to as the "Lifestyle Properties Group") on the Main Board of the Stock Exchange (the "Spin-off Listing"). The distribution in specie was through distribution of the shares of Lifestyle Properties (the "Lifestyle Properties Share(s)") held by the Company in proportion of one Lifestyle Properties Share for every 20 shares held by all shareholders of the Company, representing approximately 24.86% of the issued share capital of Lifestyle Properties at the time of the distribution (or 19.70% of the entire issued share capital of Lifestyle Properties after completion of the Public Offer and Placing, as defined in the prospectus of Lifestyle Properties dated 2 September 2013 (the "Prospectus")) (the "Distribution"). In addition, as part of the Spin-off Listing, Lifestyle Properties issued 86,914,000 shares (including shares issued in connection with the over allotment option) by way of Public Offer and Placing, representing approximately 20.74% of the entire issued share capital of Lifestyle Properties after completion of the Spin-off Listing and accounted for as deemed disposal of partial interest in a subsidiary without losing control in the consolidated financial statements. Lifestyle Properties was listed on the Stock Exchange on 12 September 2013. Upon completion of the Spin-off Listing, the Company holds 59.56% interest in Lifestyle Properties and remained as a subsidiary of the Company.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

1. 一般事項(續)

截至二零一三年十二月三十一日止年度，本集團已完成一項透過向本公司股東以實物分派方式將其物業投資及發展業務獨立分拆；及利福地產發展有限公司(「利福地產」)及其附屬公司(統稱為「利福地產集團」)的股份於聯交所(「分拆上市」)主板上市。實物分派是通過分派本公司持有的利福地產股份(「利福地產股份」)按比例本公司股東每持20股持可分1股利福地產股份；約佔在分派時的已發行利福地產股本之24.86%(或佔公開發售及配售事項完成後利福地產之全部已發行股本之19.70%，即如利福地產二零一三年九月二日刊發的招股書(「招股書」)中說明定義)(「分派」)。此外，作為分拆上市的一部分，利福地產通過公開發售及配售方式發行86,914,000股股份(包括根據超額配股權而發行的股份)，即約佔利福地產分拆上市完成後全部已發行股本之20.74%，及於綜合財務報表中視作出售一間附屬公司部分權益而沒有失去控制權入賬。利福地產於二零一三年九月十二日於聯交所上市；於分拆上市完成後，本公司持有利福地產59.56%權益，故其仍為本公司之附屬公司。

綜合財務報表以本公司功能貨幣港元列值。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current year, the Group has applied, for the first time, the following new interpretation, amendments to HKFRSs and Hong Kong Accounting Standard (“HKAS”) (hereinafter collectively referred to as the “new and revised HKFRSs”) issued by the HKICPA.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities
Amendments to HKAS 32	Offsetting financial assets and financial liabilities
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting
HK(IFRIC)-INT 21	Levies

The application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用下列由香港會計師公會所頒佈的香港財務報告準則之新詮釋和修訂及香港會計準則(「香港會計準則」)(以下統稱為「新訂及經修訂香港財務報告準則」)。

香港財務報告準則第10號、第12號及第27號(修訂本)	投資實體
香港會計準則第32號(修訂本)	金融資產與金融負債的互相抵銷
香港會計準則第36號(修訂本)	非金融資產可收回金額的披露
香港會計準則第39號(修訂本)	衍生工具更替及對沖會計法之延續
香港(國際財務報告準則詮釋委員會)詮釋-第21號	徵費

於本年度應用之新訂及經修訂的香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或於該等綜合財務報表所載列之披露並無重大影響。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments: Hedge accounting and impairment ⁶
HKFRS 14	Regulatory deferral accounts ¹
HKFRS 15	Revenue from contracts with customers ²
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations ⁴
Amendments to HKAS 1	Disclosure initiative ¹
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation ⁴
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants ⁴
Amendments to HKAS 19	Defined benefit plans: Employee contributions ³
Amendments to HKAS 27	Equity method in separate financial statements ⁴
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception ¹
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture ⁴
Amendments to HKFRSs	Annual improvements to HKFRSs 2010–2012 cycle ⁵
Amendments to HKFRSs	Annual improvements to HKFRSs 2011–2013 cycle ³
Amendments to HKFRSs	Annual improvements to HKFRSs 2012–2014 cycle ⁴

- 1 Effective for first annual HKFRS financial statements beginning on or after 1 January 2016, with earlier application permitted.
- 2 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.
- 3 Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted.
- 4 Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.
- 5 Effective for annual periods beginning on or after 1 July 2014, with limited exceptions. Earlier application is permitted.
- 6 The Group has early applied HKFRS 9 issued in November 2009 and revised in October 2010 regarding classification and measurement of financial assets and disclosure requirements. The Group has not yet early applied a revised version of HKFRS 9 issued in September 2014 which deals with classification and measurement, general hedge accounting and impairment which is mandatory effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本集團並無提早採用以下已頒布但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具：對沖會計法及減值 ⁶
香港財務報告準則第14號	監管遞延帳戶 ¹
香港財務報告準則第15號	來自客戶合約之收益 ²
香港財務報告準則第11號(修訂本)	收購合營業務權益之會計處理 ⁴
香港會計準則第1號(修訂本)	披露計劃 ¹
香港會計準則第16號及第38號(修訂本)	折舊及攤銷可接受之方法澄清 ⁴
香港會計準則第16號及第41號(修訂本)	農業：生產性植物 ⁴
香港會計準則第19號(修訂本)	界定福利計劃：員工供款 ³
香港會計準則第27號(修訂本)	於獨立財務報表的權益法 ⁴
香港財務報告準則第10號，第12號及香港會計準則第28號(修訂本)	投資實體：應用綜合入賬之例外情況 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資企業與其聯營或合營企業之間的資產轉讓或投入 ⁴
香港財務報告準則的修訂	香港財務報告準則年度改善(2010年至2012年期間) ⁵
香港財務報告準則的修訂	香港財務報告準則年度改善(2011年至2013年期間) ³
香港財務報告準則的修訂	香港財務報告準則年度改善(2012年至2014年期間) ⁴

- 1 對2016年1月1日或以後開始的首份年度香港財務報告準則之財務報表生效，允許提早採納。
- 2 對2017年1月1日或之後開始之年度有效，允許提早採納。
- 3 對2014年7月1日或之後開始之年度有效，允許提早採納。
- 4 對2016年1月1日或之後開始之年度有效，允許提早採納。
- 5 對2014年7月1日或之後開始之年度有效(附有限例外)，允許提早採納。
- 6 本集團已提早應用於二零零九年十一月頒佈及於二零一零年十月修訂的香港財務報告準則第9號中對金融資產及金融負債之分類、計量及披露要求。然而，本集團並未提早應用於二零一四年九月頒佈香港財務報告準則第9號(修訂版)中對分類及計量、一般對沖會計法和減值的處理，其對2018年1月1日或之後開始之年度有效，允許提早採納。

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

HKFRS 9 “Financial Instruments”

HKFRS 9 was amended in 2013 to include the new requirements for general hedge accounting. A revised version of HKFRS 9 was issued in 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a “fair value through other comprehensive income” (“FVTOCI”) measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 are described below:

- Certain financial assets held within a business model whose objective is achieved both collecting contractual cash flows and selling financial assets should be measured at FVTOCI (unless designated at fair value through profit and loss (“FVTPL”) to eliminate or significantly reduce a measurement mismatch). This applies to assets passing the contractual cash flow characteristics assessment (which is the same test used to determine whether financial assets are measured at amortised cost). Interest revenue, foreign exchange gains and losses and impairment gains and losses shall be recognised in profit or loss with all other gains or losses (i.e. the difference between those items and the total change in fair value) being recognised in other comprehensive income. Any cumulative gain or loss recorded in other comprehensive income would be reclassified to profit and loss on derecognition, or potentially earlier if the asset is reclassified because of a change in business model. Interest income and impairment gains and losses would be recognised and measured in the same manner as for assets measured at amortised cost such that the amounts in other comprehensive income represents the difference between the amortised cost value and fair value. This results in the same information in profit or loss as if the asset was measured at amortised cost, yet the consolidated statement of financial position would reflect the instrument’s fair value.
- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第9號「金融工具」

於二零一三年修訂之香港財務報告準則第9號，包括一般對沖會計處理法的新規定。於二零一四年頒佈香港財務報告準則第9號的經修訂版本主要加入(a)財務資產的減值規定及(b)藉為若干簡單債務工具引入透過「按公平值計入其他全面收益」計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號的主要規定載述如下：

- 一個商業模式內所持有的若干財務資產目的為同時收取合約現金及出售財務資產的，應按公平值計入其他全面收益表內(除非指定以公平值計入損益「以公平值計入損益」以消除或減少顯著的測量不匹配)。這適用於資產通過合同現金流量特徵評估(相等用於確定金融資產是否以按攤銷成本計量的測試)。利息收入、匯兌收益和損失及減值損益應確認損益與其他所有收益或損失(即那些項目和公平值變動總額之間的差額)確認被計入其他全面收益表。任何計入其他全面收益表內累計的利得或損失將重新分類至損益終止確認，或可能因為商業模式的改變，更早重新分類該資產。利息收入和減值損益將以同樣的方式以攤銷成本確認及計量，以使得在其他綜合收益的金額代表著攤銷成本價值與公平值之間的差額。這導致如果該資產按攤銷成本計量，信息相同於損益；而綜合財務狀況表將反映工具的公平值。
- 就財務資產的減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於每結算日將預期信貸虧損及該等信貸虧損的預期變動入賬，以反映自開始確認以來信貸風險的變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

HKFRS 9 “Financial Instruments” (continued)

- The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an ‘economic relationship’. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors of the Company is in the process of making an assessment of the potential impact of the application of HKFRS 9 and it is not practicable to provide a reasonable estimate of the effect of HKFRS 9 until the Group performs a detailed review.

HKFRS 15 “Revenue from contracts with customers”

In July 2014, HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principles of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告會計準則第9號「金融工具」(續)

- 一般對沖的新會計法規定保留現時可使用的三類對沖會計法。但為符合對沖會計法的交易類型引入更大的靈活性，特別是擴闊符合對沖工具的工具類型及符合對沖會計法的非財務項目的風險組成部分的類型。此外，效益性測試已經徹底修改及以「經濟關係」原則取代。對沖效益性亦不需再作追溯評估。當中亦引入有關實體風險管理活動的強化披露規定。

本公司董事預期，於未來採納香港財務報告準則第9號可能會對就本集團財務資產及財務負債的已呈報金額造成重大影響。然而，於本集團完成詳細審閱前無法合理估算香港財務報告準則第9號的影響。

香港財務報告準則第15號「來自客戶合約之收益」

於二零一四年七月頒布，其制定一項單一全面模式供實體用作將自客戶合約所產生的收益入賬於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋的收益確認指引。

香港財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收益的五個步驟：

- 第一步： 識別與客戶訂立的合約
- 第二步： 識別合約中的履約責任
- 第三步： 釐定交易價
- 第四步： 將交易價分配至合約中的履約責任
- 第五步： 於實體完成履約責任時(或就此) 確認收益

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

2. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”) (continued)

HKFRS 15 “Revenue from contracts with customers” (continued)

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customers. Far more prescriptive guidance has been added in HKFRS 15 to deal with special scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Company is in the process of making an assessment of the potential impact of the application of HKFRS 15 and it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

The directors of the Company anticipate the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements.

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港財務報告準則第15號「來自客戶合約之收益」(續)

根據香港財務報告準則第15號，實體於完成履約責任時(或就此)確認收益，即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，香港財務報告準則第15號要求更詳盡的披露。

本公司董事預正在評估應用香港財務報告準則第15號的潛在影響然而，於完成詳細審閱前無法合理估算有關香港財務報告準則第15號的影響。

本公司董事預計，應用其他新訂及經修訂香港財務報告準則將不會對綜合財務報表有重大影響。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露。

綜合財務報表乃根據歷史成本基準編製，誠如以下會計政策所闡釋，惟若干投資物業及金融工具則在每一個年度末按公平值計算。

歷史成本一般按交換貨物和服務所付代價之公平值。

3. Significant Accounting Policies (continued)

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 主要會計政策(續)

公平值為於計量日的有序交易中，市場參與者間出售資產之應收價值或轉移負債之應付價格，而不論該價值是否直接可觀察，或以其他估值方法估計。在估計資產或負債的公平值時，本集團會考慮資產或負債的特徵即市場參與者於計算日所考慮對資產或負債定價的特徵。除香港財務報告準則第2號中的股份付款、香港會計準則第17號中的租賃交易和香港會計準則第2號中與公平值相似但並非公平值的計算，例如香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值外，綜合財務報表的公平值之計算和／或披露均以該基準確定。

此外，就財務報告而言，公平值的計算按用以計算公平值的輸入數據的可觀察性和該數據對整個公平值的計算的重要性，分為一、二或三級。描述如下：

- 第一級輸入數據乃於計算日活躍市場對完全相同的資產或負債所報之未調整價格；
- 第二級輸入數據乃第一級之報價外，可根據直接或間接觀察資產或負債所得出之輸入數據；及
- 第三級輸入數據乃並非可根據觀察資產或負債所得出之輸入數據。

主要會計政策如下。

綜合基準

綜合財務報表包括本公司與本公司所控制實體及其附屬公司的財務資料。控制得到實現當本公司：

- 對被投資方有控制權；
- 對其因參與被投資的可變回報之風險及權力；及
- 有能力運用其權力影響其回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本公司會重估是否仍然控制被投資方。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. Significant Accounting Policies (continued)**Basis of consolidation (Continued)**

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Changes in the Group's ownership interests in an existing subsidiary through distribution of shares in the subsidiary to the shareholders of the Company where the subsidiary is ultimately controlled by the same party both before and after the distribution, the carrying amount of the Group's interest and the non-controlling interest are adjusted to reflect the changes in its relative interest in the subsidiary. The Group measures the distribution and the liability to distribute non-cash assets as a dividend to its owners at the proportionate share of the carrying amount of the subsidiary's net assets and transfer to non-controlling interests.

3. 主要會計政策(續)**綜合基準(續)**

本公司獲得附屬公司控制權時便開始將附屬公司綜合入賬，於喪失控制權時則終止入賬。具體而言，年內所收購或出售附屬公司之收入及開支於本公司獲得控制權日期綜計入綜合損益及其他全面收益表，直至本公司不再控制該附屬公司為止。

損益及其他全面收益各項目均歸屬於本公司的擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致結餘為負數的非控股權益。

必要時會調整附屬公司財務報表以使其會計政策與本集團會計政策一致。

所有有關本集團成員之間的集團內資產及負債、權益、收入、開支及現金流量會於綜合時全數撇銷。

本集團於現有附屬公司之擁有權益變動

本集團於附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按權益交易入賬。本集團權益及非控股權益之賬面值作出調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額以及已付或已收代價之公平值間之任何差額直接於權益確認，並歸屬於本公司擁有人。

本集團擁有現有附屬公司權益之變動如透過分派附屬公司股份給本公司股東而在分派前後附屬公司最終仍受同一方控制，本集團權益之賬面值及非控股權益將進行調整，以反映於附屬公司相關權益之變化。本集團測量分派和分配非現金資產之能力，即按佔附屬公司的淨資產賬面值之比例和轉讓非控股權益給其擁有人作為股息。

3. Significant Accounting Policies (continued)

Changes in the Group's ownership interests in existing subsidiaries (continued)

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Investments in associates and joint ventures

An associate is an entity over which the Group has 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 joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

3. 主要會計政策(續)

本集團於現有附屬公司之擁有權益變動(續)

當本集團失去對一家附屬公司的控制權，收益或虧損計入損益中，並計算之間的差異：(i)已收代價公平值之總和及任何保留權益公平值；及(ii)附屬公司資產(包括商譽)及負責原本賬面值及任何非控股權益。所有原先在其他全面收益中確認有關該附屬公司的金額猶如本集團已直接出售附屬公司相關的資產或負債入賬(即採用香港財務報告準則規定/允許，重新分類至損益或轉移至另外一類權益)。在失去控制權當日，任何保留在前附屬公司投資公平值被視作其後根據香港財務報告準則第9號入賬之初步確認公平值。當適用，為最初確認投資於聯營公司或合資企業的成本。

於聯營公司及合資企業之投資

聯營公司是指本集團對其有顯著影響力的實體。顯著的影响力是有權參與被投資方的財務和經營政策之決策，惟並非控制或共同控制該等政策。

一家合資企業是一個合資安排，據此，各方有權共同控制安排合資安排的資產淨值。共同控制，是指按照合同的安排，它只存在當對有關的業務的決策需要分享控制權各方一致同意。

聯營公司及合資企業之業績及資產與負債採用權益會計法計入綜合財務報表。在類似情況下的交易及事件，聯營公司及合資企業採用權益法編制的財務報表與本集團會計政策統一。根據權益法，於一家聯營公司及一家合資企業之投資按成本於綜合財務狀況表列賬，並就本集團應佔聯營公司或合資企業收購後損益及其他全面收益作出調整。倘本集團應佔聯營公司或合資企業虧損超出其於該聯營公司或合資企業之權益(包括實際組成本集團於該聯營公司或合資企業投資淨值其中部分之任何長期權益)，則本集團終止確認其應佔之進一步虧損。倘本集團產生法定或推定責任或代表該聯營公司或合資企業付款，方始額外確認應佔虧損。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. Significant Accounting Policies (continued)**Investments in associates and joint ventures (continued)**

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less any identified impairment loss on the statement of financial position of the Company.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

3. 主要會計政策(續)**於聯營公司及合資企業之投資(續)**

於聯營公司或合資企業之投資按權益會計法入賬，由該投資對象成為一家聯營公司或一家合資企業開始。在收購一家聯營公司或一家合資企業時，任何收購成本超出本集團應佔投資方可識別資產及負債之公平淨值之差額確認為商譽，並已包括在投資的賬面價值中。本集團應佔可識別資產及負債淨公平值超出收購成本之任何差額，在重新評估後即時確認於該投資收購年度之損益。

香港會計準則第39號之規定適用於釐定有否需要就本集團於一家聯營公司或一家合資企業之投資確認任何減損。如有需要，投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將可收回金額(即使用價值與公平值減銷售成本之較高者)與賬面值作比較。任何已確認之減損構成投資賬面值之一部分。倘其後投資之可收回金額增加，則根據香港會計準則第36號確認該減損之撥回。

倘本集團旗下實體與本集團之一家聯營公司或一家合資企業進行交易，則以本集團在聯營公司或合資企業之權益為限於綜合財務報表中撇銷損益。

於附屬公司之投資

於附屬公司之投資按成本減任何已確定減值虧損於本公司財務狀況表列賬。

收益確認

收益按已收或應收代價之公平值計算。收益因估計顧客退貨，回扣和其他類似補貼而減少。

3. Significant Accounting Policies (continued)

Revenue recognition (continued)

Revenue from sales of goods is recognised when goods are delivered and title has been passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Income from concessionaire sales is recognised upon sales of goods by the relevant shops based on certain percentage of turnover in accordance with the terms of contracts. When the concessionaires fail to meet the minimum guarantee income in accordance with the terms of contracts, the minimum guarantee amount is recognised as income.

Service income is recognised when services are rendered.

Dividend income from investment is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

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

Property, plant and equipment

Property, plant and equipment including leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. 主要會計政策(續)

收益確認(續)

收益來自貨品銷售於貨品售出及擁有權轉移時確認，以及滿足下列條件：

- 本集團已將貨品擁有權之主要風險及回報轉移予買方；
- 本集團並無保留對所售貨品之持續管理參與權(達與一般擁有權相關之程度)，亦無保留其實際控制權；
- 該收入金額能可靠地計量；
- 與交易相關的經濟利益很可能流入本集團；及
- 就該項交易已經或將會產生之成本能可靠地計量。

特許專櫃銷售收入於有關店舖售出貨品時及根據合約條款按照營業額之特定百分比確認。當特許專櫃經銷商不能符合按照合同條款之最低保證收入，該最低保證金額確認為收入。

服務收入於提供服務時確認。

投資所得股息收入乃於股東收取款項之權利確立時確認(假設經濟利益可能流入本集團及收入能夠可靠地計算)。

金融資產(包括按公平值計入損益之金融資產)之利息收入乃按應計的時間基準，經參考未償還本金及適用之實際利率計算，該利率為確實地將金融資產預計可用年期內之估計未來現金收入貼現至該資產於初步確認時之賬面淨值之貼現率。

物業、廠房及設備

物業、廠房及設備包括租賃土地及建築物持作用於生產或提供商品或服務，或用作行政用途(在建工程除外)於綜合財務狀況表中乃按成本減其後累計折舊及累計減值虧損列賬(如有)。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. Significant Accounting Policies (continued)**Property, plant and equipment (continued)**

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 主要會計政策(續)**物業、廠房及設備(續)**

在建工程以供生產、供其本身使用或管理之物業乃按成本減任何已確認減值虧損列賬。成本包括專業費用及按本集團會計政策於合資格資產被資本化借貸成本。在建工程於落成及備妥作擬定用途時，將適當分類為物業、廠房及設備。該等資產按與其他物業資產相同之基準於資產可作擬定用途時開始折舊。

折舊乃按物業、廠房及設備(除在建工程外)估計可使用年期，減其估計剩餘價值後，以直線法撇銷其成本計算。估計可使用年期、估計剩餘價值及折舊方法於每個報告結算日審查，而估計變動之影響以預期基準列賬。

物業、廠房及設備項目於出售時或預期待日後將不會自持續使用資產獲得經濟利益時剔除確認。剔除確認資產產生之任何收益或虧損(按出售所得款淨額與有關項目賬面值之差額計算)計入損益。

當用作生產或行政用途之發展中樓宇，於建築期間預付租賃款項的攤銷將計入為在建中樓宇成本一部份。在建樓宇按成本列賬，減任何已識別減值虧損。當樓宇可供使用(即樓宇之地點及狀況已達致管理層擬定之經營方式)時開始計算折舊。

投資物業

投資物業為持有以賺取租金及/或資本增值之物業(包括在建築中的物業)。投資物業包括持有但未確定未來用途之土地，其被視為持作資本增值用途。

投資物業按成本計算，包括任何直接應佔開支。於初步確認後，投資物業採用公平值模式按其公平值計算。投資物業公平值變動產生之收益或虧損計入產生期間之損益。

3. Significant Accounting Policies (continued)

Investment properties (continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

Club debentures

Club debentures are measured at cost less any impairment losses.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an income in the period in which they are incurred.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

3. 主要會計政策(續)

投資物業(續)

投資物業於出售時或當投資物業永久不再使用及預期出售投資物業不會帶來未來經濟利益時剔除確認。剔除確認資產產生之任何收益或虧損(按該資產之出售所得款淨額與賬面值間之差額計算)於該項目被剔除確認之期間計入損益。

會所債券

會所債券按成本減任何減值虧損計算。

租賃

當租賃條款將涉及擁有權之絕大部分風險及回報轉讓予承租人時，該租賃乃分類為融資租賃。所有其他租賃均分類為經營租賃。

本集團作為出租人

經營租賃之租金收入乃按相關租賃年期以直線法於損益確認。於磋商及安排經營租賃產生之初步直接成本，加上租賃資產之賬面值，按租賃年期以直線法確認作開支。根據經營租賃所產生的或然租金在其產生期間確認為收入。

本集團作為承租人

經營租賃款項於有關租賃期間按直線法確認為開支。於經營租賃產生或然租金於產生期間確認為支出。

若訂立經營租賃時獲得租賃優惠，該優惠將被確認為負債。該優惠總利益將按直線法扣減租金支出確認。

租賃土地及樓宇

當租賃包括土地及樓宇成份，本集團會按因擁有每個成份而附帶的絕大部份風險和回報是否已轉移到本集團的基礎上評估，以分類為融資或經營租賃。除非很明顯地，該兩個成份均是經營租賃，在這種情況下，整個租賃則分類為經營租賃。具體來說，最低租賃款項(包括任何一次性預付款)按在開始租賃時土地成份及樓宇成份租賃權益之相對公平值，按比例分配到土地及樓宇成份。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. Significant Accounting Policies (continued)**Leasehold land and building (continued)**

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

3. 主要會計政策(續)**租賃土地及樓宇(續)**

在一定程度上租賃費能可靠地分配，租賃土地權益以「預付租賃款項」在綜合財務狀況報表列賬為經營租賃，並在租賃期內按直線法攤銷，除非那些在公平值模式下分類和列賬為投資物業。當租賃費無法可靠地分配在土地及樓宇成份，整個租賃一般歸類為融資租賃及列為物業、廠房及設備。

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣(外幣)進行之交易按交易日期適用之匯率(即該實體經營業務所在主要經濟環境之貨幣)列賬。於報告期間結算日，以外幣結算之貨幣項目按結算日適用之匯率重新換算。按公平值列賬且以外幣結算之非貨幣項目按釐定公平值當日適用之匯率重新換算。按過往成本以外幣計算之非貨幣項目不會重新換算。

匯率差異引起的結算貨幣性項目，及重新換算貨幣項目，是在其發生期間確認損益，除公司海外業務的淨投資的組成部分產生之匯兌差額之貨幣項目外，在這種情況下，有關匯兌差額確認在其他全面收益和累計權益，並會從權益重新分類至處置海外業務損益。換算以公平值入賬的非貨幣性項目所產生的匯兌差額列入換算非貨幣性項目所產生的收益和損失方面的匯兌差額除了換算非貨幣性項目所產生的收益和損失直接計入其他全面收入外，在此情況下，匯兌差額亦直接確認於其他全面收入。

3. Significant Accounting Policies (continued)

Foreign currencies (continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rate prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策(續)

外幣(續)

就綜合財務報表呈報方式而言，本集團海外業務之資產及負債按報告期間結算日適用之匯率換算為本集團之呈列貨幣(即港元)，而其收入及開支則按年內平均匯率換算，除非匯率於期內出現大幅波動，在該情況下，則採用交易日期適用之匯率換算。所產生匯兌差額(如有)於其他全面收入確認，並於匯兌儲備累計。

海外業務出售(即集團的海外業務全部權益出售，或處置涉及失去控制權之一家附屬公司之外國業務，處置涉及失去共同控制權之一家合資企業之外國業務，或處置涉及處置失去重大影響之一間聯營公司之外國業務)，所有歸屬於本公司股東權益的累計匯兌差額，將重新分類收益和損失。

稅項

所得稅支出指現行應繳稅項與遞延稅項之總和。

現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利不計入其他年度的應課稅或可扣稅收支項目，亦不計入收益表中毋須課稅或不獲扣稅項目，故有別於綜合損益或其他全面收益表所報稅前溢利。本集團有關現行稅項之責任按於結算日已實施或大致上已實施之稅率計算。

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所用相應稅基間差額確認。所有暫時應課稅差額一般都會確認為遞延稅項負債，惟遞延稅項資產則於應課稅溢利有可能抵銷可扣稅暫時差額予以確認。但倘若有關暫時差額是由商譽又或由初步確認(非業務合併)既不影響應課稅溢利亦不影響會計溢利的交易的其他資產和負債所引起，則不會確認該等資產和負債。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. Significant Accounting Policies (continued)**Taxation (continued)**

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策(續)**稅項(續)**

遞延稅項負債乃就於附屬公司及聯營公司之投資及於合營企業之權益所產生之暫時應課稅差額確認，惟倘本集團能控制暫時差額之撥回以及暫時差額有機會不會於可見將來撥回除外。可扣減暫時差額產生之遞延稅項資產(與該等投資及權益有關)僅於可能將有足夠應課稅溢利可動用暫時差額之利益，且彼等預期於可預見將來撥回之情況下方予以確認。

遞延稅項資產賬面值於報告期間結算日檢討，並於不可能有足夠應課稅溢利以收回全部或部分資產時作出扣減。

遞延稅項資產及負債乃按照於報告期間結算日已實施或大致實施之稅率及稅法，於清償有關負債或變賣有關資產時，按預計有關期間適用稅率計算。遞延稅項負債及資產之計量反映出於報告期間結算日將依循本集團所預計以收回或清償其資產及負債賬面金額之方式之稅務後果。

在計算遞延稅項負債或資產時，以公平值計量之投資物業其賬面價值假定是從出售中全部收回，除非被駁回。當投資物業是可折舊的，以及是透過按隨時間消耗大部分含於該等投資物業經濟利益的商業模式持有，而不是通過出售，以上假設將被駁回。

即期及遞延稅項於損益確認，惟當其與於其他全面收入或直接於權益確認之項目有關時，則亦分別於其他全面收入或直接於權益確認。

存貨

存貨以成本及可變現淨值較低者入賬。商品成本以加權平均方法計算。可變現淨值指存貨估計售價減估計所有銷貨完成所需成本。

3. Significant Accounting Policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets at amortised cost

Debt instruments that meet the following conditions are subsequently measured at amortised cost less impairment loss (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

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

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

3. 主要會計政策(續)

金融工具

當本集團旗下實體成為金融工具合約條文之訂約方時確認金融資產及金融負債。

金融資產及金融負債初步按公平值計算。收購或發行金融資產及金融負債(按公平值計入損益之金融資產及金融負債除外)產生之直接應佔交易成本，於初步確認金融資產或金融負債之公平值加入或扣除(視適用情況而定)。收購按公平值計入損益之金融資產或金融負債時產生之直接應佔交易成本即時於損益確認。

金融資產

根據金融資產的分類，所有已確認之金融資產隨後以其整體按攤銷成本或公平值計量。所有以正常方式購買或出售之金融資產按交易日基準確認及剔除確認。正常購買或出售方式規定須於規例或市場慣例設定之時限內以交付資產方式購買或出售金融資產。

按攤銷成本計量之金融資產

符合下列條件之債務工具其後按攤銷成本減減值損失(除了初步確認時指定以公平值計入損益的債務投資)：

- 於一個商業模式內持有資產，而其持有資產的目的是為了收取合約現金流量；及
- 工具合同條款引致於指定日期之現金流量僅為支付本金和未償還之本金利息。

所有其他金融資產在期後按公平價值進行計量。

實際利率法

實際利率法乃計算有關期間債務工具及分配利息收入之攤銷成本的方法。實際利率指於初步確認時將債務工具在預計年期或較短期間(倘適用)之估計未來現金收入(包括構成實際利率的所有已付或已收費用和點數、交易成本及其他溢價或折讓)準確貼現至賬面淨值的貼現率。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

3. Significant Accounting Policies (continued)**Financial instruments (continued)****Financial assets (continued)***Effective interest method (continued)*

Income is recognised on an effective interest method for debt instruments measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in "investment income" line item.

Financial assets at FVTPL

Investments in equity instruments are classified as at FVTPL, unless the Group designates an investment that is not held for trading as at fair value through other comprehensive income on initial recognition. The Group has not designated investments in unlisted equity securities as at FVTOCI.

Debt instruments that do not meet the amortised cost criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria but are designated as at FVTPL are measured at FVTPL. A debt instrument may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Debt instruments are reclassified from amortised cost to FVTPL when the business model is changed such that the amortised cost criteria are no longer met. Reclassification of debt instruments that are designated as FVTPL on initial recognition is not allowed.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in the "investment income" line item in the consolidated statement of profit or loss and other comprehensive income. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on these financial assets.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been affected.

3. 主要會計政策(續)**金融工具(續)****金融資產(續)***按實際利率法(續)*

按實際利率法確認隨後按攤銷成本計量之債務工具之收入，利息收入確認為損益並列入「投資收入」的項目。

按公平值計入損益之金融資產

權益工具投資被分類為按公平值計入損益，除非本集團指定的非持作買賣投資於初步確認按公平值計入其他全面收入。本集團並無指定投資於非上市股本證券按公平值計入其他全面收入。

債務工具不符合成本攤銷標準(見上文)乃按公平值計入損益。此外，債務工具符合成本攤銷標準，但被指定為公平值計入損益乃按公平值計入損益計量。債務工具於初步確認可以指定為按公平值計入損益，如果該指定可以消除或顯著減少計量或確認不一致而產生按不同的基礎計量資產或負債或確認其收益和損失。

當商業模式的改變使攤銷成本的標準不再符合時，債務工具由按攤銷成本重新分類為按公平值計入損益。初步確認被指定為按公平值計入損益之債務工具是不允許重新分類。

於每個報告期末按公平值計入損益之金融資產按公平值計量，與重新計量所產生任何收益或虧損確認入損益。確認入損益中之淨收益或虧損包括在綜合損益及其他全面收入報表中的「投資收入」項目。確認入損益中之淨收益或虧損不包括從其金融資產取之任何股息或利息。

金融資產減值

金融資產(按公平值計入損益之金融資產除外)會於報告期間結算日評定是否有減值跡象。金融資產於有客觀證據顯示其估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時作出減值。

3. Significant Accounting Policies (continued)

Financial instruments (continued)

Impairment of financial assets (continued)

For financial assets carried at amortised cost, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 30 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with to the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 主要會計政策(續)

金融工具(續)

金融資產減值(續)

就按攤銷成本計量之金融資產而言，減值之客觀證據可包括：

- 發行人或對手的重大財務困難；或
- 違約，如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；

就若干類別之金融資產(如應收賬款)而言，被評估不會個別減值之資產，將會其後彙集一併評估減值。應收款項組合出現減值之客觀證據包括本集團過往收款記錄、組合中已超出平均信貸期30日以內之延遲繳款次數增加，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

就按已攤銷成本計量之金融資產而言，當有客觀證據證明資產已減值，減值虧損於損益中確認，並按資產賬面值與按原實際利率貼現之估計日後現金流量現值之差額計算。

金融資產賬面值之減值會直接按減值虧損扣減，惟應收賬款除外，其賬面值會透過使用撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當應收賬款被視為不可收回時，其將於撥備賬內撇銷。其後收回已撇銷的款項，均計入損益內。

就按已攤銷成本計量之金融資產而言，如在隨後期間，減值虧損金額減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值，不得超過未確認減值時之已攤銷成本。

金融負債及股本工具

本集團旗下實體發行之債務及股本工具按所訂立訂約安排內容以及金融負債及股本工具之定義分類。

3. Significant Accounting Policies (continued)

Financial instruments (continued) Financial liabilities and equity instruments (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liabilities are either held for trading or those designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss is included in the "investment income" line item in profit or loss and includes any interest paid on the financial liabilities.

3. 主要會計政策(續)

金融工具(續)

金融負債及股本工具(續)

股本工具

股本工具為體現本集團資產經扣除所有負債後餘下權益之任何合約。由本集團發行的股本工具在已收所得款項扣除直接發行成本後確認。

購回公司股本直接在回購權益中確認及扣除。購買、出售、發行或註銷本公司的股本並不會確認任何收益或虧損於利潤表中。

實際利率法

實際利率法是一種計算相關期間內金融負債之攤銷成本以及分配利息收入之方法。實際利率是一種在金融負債之預期年期或(如適用)更短期間內能夠精確貼現預計未來現金付款(包括所有已支付或收取並為實際利率、交易成本及其他溢價或折讓組成部分之費用)貼現至於初步確認時之賬面淨值之利率。

利息開支按實際利率法確認。

按公平值計入損益之金融負債

金融負債在持作買賣或它被指定為按公平值計入損益時被列為按公平值計入損益的金融負債。

倘出現下列情況，金融負債將被分類為持作買賣：

- 它被收購的主要目的在於短期內回購，或
- 於初步確認，這是本集團共同管理的可辨認金融工具組合的一部分，具有最近實際短期獲利回吐模式；或
- 它是一種衍生工具，除了這是一個財務擔保合同或指定且為有效套期工具的衍生工具。

按公平值計入損益之金融負債按公平值計量，因重新計量產生的收益或虧損直接確認至該期間損益內。淨收益或虧損計入損益項目中的「投資收益」，包括任何金融負債的利息支付。

3. Significant Accounting Policies (continued)

Financial instruments (continued) Financial liabilities and equity instruments (continued)

Other financial liabilities

Other financial liabilities including bank borrowings, bonds, trade and other payables, concessionaire sales payable, amount due to a joint venture and amount due to a non-controlling shareholder of subsidiaries are subsequently measured at amortised cost, using the effective interest method.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 主要會計政策(續)

金融工具(續) 金融負債及股本工具(續)

其他金融負債

其他金融負債包括銀行借貸、債券、應付賬款及其他應付款項、應付特許專櫃銷售款項及應付一家附屬公司一名非控股股東之款項，其後採用實際利率法按已攤銷成本量。

衍生金融工具

衍生工具初始按公平值確認的衍生工具合同訂立之日起，其後在報告期末重新計量其公平價值。所產生的收益或損失立即確認至損益。

剔除確認

本集團剔除確認金融資產，只有當資產現金流量的合同權利屆滿，或金融資產轉移幾乎所有的風險和回報的資產所有權給另一個實體。

於剔除確認整體金融資產時，資產賬面值與已收及應收代價之總和間之差額於損益確認。

本集團之金融負債會於及只會於有關合約所指定責任遭免除、註銷或屆滿時剔除確認。剔除確認之金融負債賬面值與已付或應付代價間之差額於損益確認。

借貸成本

因收購、建設或生產合資格資產(即需相當長時間準備方可作擬定用途或出售的資產)而直接產生的借貸成本計入該等資產的成本，直至該等資產實質可作擬定用途或出售為止。特定借貸撥作合資格資產的支出前暫時投資所賺取的投資收入自合資格資本化的借貸成本扣除。

所有其他借貸成本均於產生期間在損益確認。

3. Significant Accounting Policies (continued)

Share-based payment transactions

The fair value of employee services received in an equity-settled share-based payment transaction is determined by reference to the fair value of share options at the grant date. The fair value of employee services is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payment reserve.

When the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the share options are not exercised at the expiry date, the amount previously recognised in share based payment reserve will be transferred to retained profits.

Impairment losses on tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

3. 主要會計政策(續)

股份付款交易

於股本結算股份付款交易所收取之僱員服務之公平值乃參考於授出日期購股權之公平值而釐定。僱員服務之公平值於歸屬期以直線法支銷，並於權益(股份付款儲備)作相應增加。

於報告期間結算日，本集團修訂其估計預期最終歸屬之購股權數目。修訂估計之影響(如有)於歸屬期間於損益確認，從而累計支出反映重訂估計，並於股份付款儲備作出相應調整。

於購股權獲行使時，先前於股份付款儲備確認之金額將轉撥至股份溢價。倘購股權於到期日尚未行使，則先前於股份付款儲備確認之金額將轉撥至保留溢利。

有形資產減值虧損

於呈報期結算日，本集團審閱其有形資產之賬面值，使用壽命有限的以確定有否任何跡象顯示該等資產蒙受減值虧損。倘存在任何有關跡象，則會估計資產之可收回金額，以決定減值虧損(如有)的程度。倘無法估計個別資產的可收回金額，則本集團將估計資產所屬現金產生單位之可收回金額。倘可識別合理一致的分配基準，公司資產亦會被分配至個別現金產生單位，否則會被分配至可識別合理一致的分配基準之最小現金產生單位組別中。

可收回金額為公平值減出售成本與使用價值之較高者。評估使用價值時，估計未來現金流量按稅前貼現率貼現至其現值。該貼現率反映現時市場對貨幣時間值及未調整未來現金流量估計之資產特定風險的評估。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)賬面值扣減至其可收回金額。減值虧損即時於損益確認。

3. Significant Accounting Policies (continued)

Impairment losses on tangible assets (continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Government grants

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Other government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The followings are the critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised in the consolidated financial statements.

3. 主要會計政策(續)

有形資產減值虧損(續)

倘某項減值虧損其後撥回，則資產(或現金產生單位)賬面值須增至其可回收金額經修訂後的估值，惟增加後之賬面值不得超過假設該項資產(或現金產生單位)於過往年度未有確認減值虧損而會釐定的賬面值。減值虧損撥回即時於損益中確認。

政府補助

政府補助於本集團確認該等補助擬補償之有關成本為開支之期間內按有系統基準於損益確認。其他應收政府補助作為補償已產生有關成本或虧損，或作為向本集團提供即時財務援助(並無日後相關成本)之政府補助金，乃於其成為可收取之期間於損益確認。

退休福利成本

定額供款退休福利計劃供款，在僱員提供服務而有權獲得供款時列作支出。

4. 重大會計判斷和主要不確定估計來源

應用於附註3所述之本集團會計政策時，本公司董事須就未能於其他來源獲取之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及其他被認為屬有關之因素為依據。實際結果或會與該等估計有所出入。

估計及相關假設均會按持續審閱。倘會計估計之修訂僅影響作出估計修訂之期間，則會於該期間確認會計估計之修訂，或倘修訂影響當前及未來期間，則於有關修訂及未來期間確認。

會計政策應用的重大判斷

除其他部分牽涉以估值計算，以下為本公司董事於應用本集團之會計政策時所作出之重大判斷，其對於綜合財務報表確認之金額造成最重大影響。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (continued)**Critical judgements in applying accounting policies (continued)****Deferred taxation on investment properties**

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolio and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors of the Company have determined that the sale presumption that the carrying amounts of the investment properties are presumed to be recovered by sale is not rebutted. The Group has not recognised any deferred taxes on changes in fair value of the investment properties situated in Hong Kong, as it is expected that the Group will not subject to any income taxes on disposal of its investment properties situated in Hong Kong. On the other hand, the Group has recognised deferred taxes on changes in fair value of the investment properties situated in the People's Republic of China (the "PRC") as those properties are subject to land appreciation taxes and enterprise income taxes upon disposal. The deferred tax liabilities in respect of land appreciation taxes in the PRC are determined based on valuations of the investment properties performed by independent professional valuers and on the assumption that the values are the actual proceeds to be received from the sale of these properties.

Financial assets at fair value through profit or loss

The Group has a portfolio of investments in which the directors of the Company confirm that the business model of holding these investments is not just to collect the contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. Accordingly, they are classified as financial assets at fair value through profit or loss in accordance with HKFRS 9 issued in November 2009 and revised in October 2010. At 31 December 2014, the Group's financial assets are measured at fair value through profit or loss which are approximately HK\$3,899,564,000 (2013: HK\$3,345,920,000).

4. 重大會計判斷和主要不確定估計來源(續)**會計政策應用的重大判斷(續)****投資物業的遞延稅項**

為了計算以公平值模式計量之投資物業所產生的遞延稅項負債，本公司董事審閱本集團之投資物業組合，並認為本集團並沒有投資物業是透過按隨時間消耗大部分含於該等投資物業經濟利益的商業模式下持有，而是透過出售收回。因此本公司的董事已經確定，投資物業賬面值經出售而收回的假設並未被駁回。本集團並無就位於香港之投資物業之公平值變動確認任何遞延稅項，概因本集團預期於出售該等投資物業時，並不受限於任何所得稅。但是，本集團已確認在中國的投資物業因公平價值變動產生的遞延稅項，此乃由於出售該等物業於出售時需交付土地增值稅和所得稅。因中國土地增值稅而產生之遞延稅項負債是根據獨立專業估值師進行投資物業估值及出售物業時所收取的實際所得款項假設的價值。

以公平值計入損益之金融資產

本集團擁有的投資組合中在本公司的董事確認持有這些商業模式的投資不只是以收取合同的流動現金(即全為按未償還本金額而支付本金和利息)。因此，按照香港財務報告準則第9號(於二零零九年十一月頒佈，並於二零一零年十月修訂)，該投資組合被分類為以公平值計入損益之金融資產。於二零一四年十二月三十一日，本集團以公平值計入損益之金融資產的賬面金額為約3,899,564,000港元(二零一三年：3,345,920,000港元)。

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (continued)

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Income taxes

At 31 December 2014, no deferred tax asset has been recognised on the tax losses of approximately HK\$650.6 million (2013: HK\$493.9 million) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future assessable profits or taxable temporary differences will be available in the future. In cases where the estimated future assessable profits or taxable temporary difference are more than previously estimated, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which the revised estimate takes place.

Financial assets at fair value through profit or loss

As described in note 25, the Group has investment in an unlisted equity investment (representing the 10% equity interest in an entity in the PRC, Shenyang Jiajian Property Development Limited (“Shenyang Jiajian”)) with carrying amount of HK\$50.7 million (2013: HK\$50.7 million) in the consolidated statement of financial position as at 31 December 2014. The management estimated its fair value taking into account primarily the fair value of underlying property held by the investee after adjusting for lack of marketability of the equity investment. Favourable or unfavourable change to the estimation could affect the fair value of the investment measured at fair value through profit or loss. In the opinion of the directors of the Company, there is no significant change in the fair value of the Group’s unlisted equity investment during the year.

4. 重大會計判斷和主要不確定估計來源(續)

主要不確定估計來源

以下為於報告期內對有關未來和其他不確定性估計之主要來源之假設，對此可能導致下一個財政年度內大幅調整資產及負債賬面值的顯著風險。

所得稅

於二零一四年十二月三十一日，由於未能預測日後之溢利來源，故並無就稅項虧損約650,600,000港元(二零一三年：493,900,000港元)確認遞延稅項資產。遞延稅項資產之可變現情況主要取決於日後是否有充裕應課稅溢利或應課稅暫時差額。倘日後應課稅溢利或應課稅暫時差額較先前預期少，或會產生重大遞延稅項資產確認，而有關確認將於修訂估計之期間內確認入損益。

以公平值計入損益之金融資產

按附註25所述，本集團擁有綜合財務狀況表所載於二零一四年十二月三十一日賬面金額為50,700,000港元(二零一三年：50,700,000港元)的非上市股本投資的投資(相當於瀋陽佳建置業開發有限公司(「瀋陽佳建」)，一間在中國的實體的10%權益)。管理層估計公平值時主要考慮因股本投資缺乏市場流通性而予以調整後的相關投資物業的公平值。有利或不利的估計變化均會影響按公平值計入損益之投資產品之公平值。本公司董事認為，本集團非上市股本投資的投資公平值於年內並沒有顯著改變。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (continued)**Key sources of estimation uncertainty (continued)****Investment properties situated in the PRC**

As described in note 17, investment properties that are situated in the PRC are stated at fair value at 31 December 2014 which are determined by the directors of the Company with reference to a valuation performed by an independent professional valuer carried out at 30 November 2014 and recent property market data of similar properties in the relevant locations. In the opinion of the directors of the Company, the fair value of these properties at 31 December 2014 approximates the fair value at 30 November 2014. The fair value of the Group's investment properties situated in Hong Kong and the PRC at 30 November 2014 was arrived at based on the direct comparison approach assuming sale of each of the property interests in their existing state and making references to comparable sales transactions as available in the relevant markets. The fair value of the Group's investment properties situated in the PRC at 31 December 2013 were determined based on the income method — direct capitalisation approach by capitalising future rental income derived from the property interest at an appropriate market yield for the remaining term of the land use rights of the properties. The directors of the Company considered that the change in valuation technique with respect to those properties in the PRC at 31 December 2014 is appropriate as the valuation technique used in the current year is based on market price of similar properties and locations, and shall equally reflect the property value as compare to income approach used in the prior year which was based on adjusted market rentals and capitalisation rate. At 31 December 2014, the carrying amount of those properties are of approximately HK\$661,003,000 (2013: HK\$678,353,000). In relying on the valuation reports of the independent professional valuers, the management has exercised its judgment and is satisfied that the method of valuation is reflective of the market conditions prevailing at the end of each reporting period. Any changes in the market conditions will affect the fair value of the investment properties of the Group.

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The board of directors of the Company has a designated team to determine the appropriate valuation techniques and inputs for fair value measurements.

4. 重大會計判斷和主要不確定估計來源(續)**主要不確定估計來源(續)****於中國的投資物業**

按附註17所述，位於中國的投資物業均由本公司董事參考獨立專業估值師在二零一四年十一月三十日進行的估值及參考有關市場之相關地點及質素物業的可比銷售交易來釐定的公平值列賬。本公司的董事認為，二零一四年十二月三十一日的投資物業公平值與二零一四年十一月三十日的公平值相若。本集團位於香港及中國的投資物業於二零一四年十一月三十日的公平值採用直接比較法假設每個物業權益在現狀出售及參考有關市場之相關地點及質素物業的可比銷售交易來釐定。本集團位於中國的投資物業於二零一三年十二月三十一日的公平值採用收入法 — 直接資本化法於物業的土地使用權之剩餘年期內按適當市場收益率，將物業權益的未來租金收入撥充資本而釐定。本公司董事認為於二零一四年中國物業估值方法上的變動是合適的，本年度的估值方法是基於可觀察的同類物業及市場之價格，比往年使用根據調整市場租價及資本化比率之收入法同樣反映物業價值。於二零一四年十二月三十一日，該等物業之賬面值約為661,003,000港元(二零一三年：678,353,000港元)。管理層倚賴獨立專業估值師的估值報告行使判斷，信納估值方法反映各呈報期結算日的市況。市況轉變將影響本集團投資物業的公平值。

公平值計量及估值程序

本集團部分資產及負債以公平值計量以作財務報告之目的。本公司董事會有一個專責團隊，以確定適當的估值技術和參數去計量公平值。

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (continued)

Key sources of estimation uncertainty (continued)

Fair value measurements and valuation processes (continued)

In estimating the fair value of the Group's investment properties, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation of the Group's investment properties. At the end of each reporting period, the management of the Group works closely with the qualified external valuers to establish and determine the appropriate valuation techniques and inputs for Level 2 and Level 3 fair value measurements. The Group will first consider and adopt Level 2 inputs where inputs can be derived observable quoted prices in the active market. When Level 2 inputs are not available, the Group will adopt valuation techniques that include Level 3 inputs. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the board of directors of the Company. Information about the valuation techniques and inputs used in determining the fair value of the Group's investment properties are disclosed in note 17.

In estimating the fair value of the Group's financial assets at FVTPL, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management of the Group will assess the valuation of financial instruments based on quoted bid prices of the previous trading day in the over-the-counter markets or quoted market prices provided by brokers at the end of each reporting period. For the fair value of the Group's unlisted equity investment (representing the 10% equity interest in Shenyang Jijian), the management of the Group will assess its fair value taking into account primarily the fair value of underlying property held by the investee after adjusting for lack of marketability of the equity investment at the end of the reporting period. In estimating the fair value of the Group's financial liabilities at FVTPL (representing the Group's derivative financial liabilities as disclosed in note 29), the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management of the Group will assess the valuation of the derivative financial liabilities based on discounted cash flow method at the end of the reporting period. The management of the Group will exercise their judgements based on their experience to establish and determine the appropriate valuation techniques and inputs to the valuation model. Where there is a material change in the fair value of the assets/liabilities, the causes of the fluctuations will be reported to the board of directors of the Company. Note 6 provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of the Group's financial assets/liabilities at FVTPL.

4. 重大會計判斷和主要不確定估計來源(續)

主要不確定估計來源(續)

公平值計量及估值程序(續)

在估計本集團投資物業的公平值時，本集團使用可獲得的市場可觀察數據。倘並無第1級參數，本集團委聘第三方合資格估值師對本集團的投資物業進行估值。於各報告期末，本集團管理層與合資格外界估值師密切合作，確定第2級及第3級公平值計量的適當估值技術及參數。如可從活躍市場可觀察報價得出參數，則本集團會先考慮及採用第2級參數。如無第2級參數，則本集團會採用含第3級參數的估值技術。倘資產公平值發生重大變動，會向本公司董事會報告波動原因。有關釐定本集團投資物業公平值所用估值技術及參數的資料於附註17披露。

在估計本集團按公平值計入損益之金融資產的公平值時，本集團使用可獲得的市場可觀察數據。倘並無第1級參數，本集團管理層將在各報告期末，以場外交易市場上一交易日所報買入價評估金融工具的價值。根據以上所述，於報告期期末就本集團的非上市股本投資(為瀋陽佳建的10%股權)，管理層估計其公平值時主要考慮由被投資方擁有之物業，經因股本證券缺乏市場流通性而予以調整後的公平值。於估計本集團按公平值計入損益之金融負債(即在附註29披露之本集團之衍生金融負債)，本集團利用可提供範圍內市場可觀察數據。如沒有第1級參數，本集團管理層將於報告期末，根據貼現現金流量方法評估衍生金融負債估值。本集團管理層將根據自己的經驗，建立和確定適當的估值技術和於估值模式的參數而作出判斷。倘資產/負債公平值發生重大變動，會向本公司董事會報告波動原因。附註6提供了有關本集團去計量金融資產/負債的公平值所採用的估值技術、參數和主要假設的詳細資料。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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5. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the bank borrowings and bonds disclosed in notes 28 and 30, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

6. Financial Instruments
Categories of financial instruments

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at FVTPL (note 25)	按公平值計入損益之金融資產 (附註25)	3,899,564	3,345,920
Financial assets measured at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及現金等價物)	8,595,005	9,410,693
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	12,545,515	13,270,282
Derivative financial liabilities	衍生金融負債	7,307	12,580

Financial risk management objectives and policies

The Group's major financial instruments include bank balances and cash, financial assets at FVTPL, trade and other receivables, trade and other payables, derivative financial liabilities, amount due from/to a joint venture, concessionaire sales payable, bank borrowings, bonds and amount due to a non-controlling shareholder of subsidiaries. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

5. 資本風險管理

本集團管理其資本，以確保本集團之實體能繼續持續經營，同時透過優化債務及股本結餘，為股東提供最佳回報。本集團之整體策略與去年相同。

本集團之資本架構包括債務(包括附註28和30披露之借貸及債券)、扣除現金及現金等價物以及本公司擁有人應佔權益(包括已發行股本、儲備及保留盈利)。

本公司董事定期檢討資本架構。作為該檢討之一部分，董事會考慮資本成本與各類資本相關之風險。根據董事之建議，本集團將透過派付股息、發行新股及股份購回以及發行新債或贖回現有債項以平衡其整體資本架構。

6. 金融工具
金融工具類別**財務風險管理目的及政策**

本集團之主要金融工具包括銀行結存及現金、按公平值計入損益之金融資產、應收及其他應收款項、應付及其他應付款項、衍生金融負債、應收/付一家合資企業款項、應付特許專權銷售款項、銀行借貸、債券及應付附屬公司一名非控股股東之款項。這些金融工具資料在各自附註披露。與此等金融工具相關之風險及減低有關風險之政策載於下文。管理層會管理及監控該等風險，以確保及時與有效地採取適當措施。

6. Financial Instruments (continued) Financial risk management objectives and policies (continued)

Currency risk

The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currency of subsidiaries operating in the PRC is Renminbi ("RMB") in which most of its transactions are denominated. Certain subsidiaries of the Group which provides financing function for the Group, their functional currency is United States Dollars ("US\$").

The Group has certain bank balances which are denominated in US\$ and RMB (being currencies other than the functional currency of the respective group entity) amounting to approximately HK\$1,711,606,000 (2013: HK\$2,486,354,000) and HK\$1,345,337,000 (2013: HK\$1,234,161,000), respectively. Furthermore, the Group has certain bank borrowings which are denominated in US\$ and RMB and Euro ("EUR") (being currencies other than the functional currency of the respective group entity) amounting to approximately HK\$968,600,000 (2013: HK\$407,929,000), nil (2013: HK\$371,490,000) and HK\$209,798,000 (2013: HK\$346,973,000), respectively.

In addition, certain financial assets at FVTPL are denominated in US\$, RMB and EUR (being currencies other than the functional currency of the respective group entity) amounting to approximately HK\$2,180,209,000 (2013: HK\$2,257,212,000), HK\$1,023,734,000 (2013: HK\$396,970,000) and HK\$258,716,000 (2013: HK\$164,025,000), respectively.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Under the pegged exchange rate system in Hong Kong, HK\$ is effectively pegged against US\$ and therefore the Group is mainly exposed to foreign currency risk of RMB and EUR, hence the sensitivity of US\$ against HK\$ is not presented below. In addition, in the opinion of the directors of the Company, other foreign currency risks are not significant to the consolidated financial statements.

6. 金融工具(續) 財務風險管理目的及政策(續)

外匯風險

本公司及其香港主要附屬公司之功能貨幣為港元，當中大部分交易以港元結算。於中國經營之附屬公司之功能貨幣為人民幣，當中大部分交易以人民幣結算。若干本集團提供融資功能的附屬公司之功能貨幣為美元。

本集團有若干以美元及人民幣的銀行結餘(集團個體的功能貨幣以外之貨幣)分別約1,711,606,000港元(二零一三年: 2,486,354,000港元)及1,345,337,000港元(二零一三年: 1,234,161,000港元)。此外，本集團有若干以美元、人民幣及歐羅銀行借貸(集團個體的功能貨幣以外之貨幣)，分別約968,600,000港元(二零一三年: 407,929,000港元)、無(二零一三年: 371,490,000港元)及209,798,000港元(二零一三年: 346,973,000港元)。

再者，以美元、人民幣及歐羅值計的按公平值計入損益的若干金融資產(集團個體的功能貨幣以外之貨幣)分別約2,180,209,000港元(二零一三年: 2,257,212,000港元)、1,023,734,000港元(二零一三年: 396,970,000港元)及258,716,000港元(二零一三年: 164,025,000港元)。

本集團現時並無外幣對沖政策。然而，管理層會監控外匯風險，並於需要時考慮對沖重大外幣風險。

根據香港的聯繫匯率制度，港元與美元掛鈎，故本集團主要面對人民幣及歐羅的外匯風險，因此美元兌港元的敏感度分析並沒有在以下呈列。此外，本公司董事認為，其他外幣風險對綜合財務報表並沒有重大影響。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)
Financial risk management objectives and policies (continued)**Currency risk (continued)**

The following table details the Group's sensitivity to a reasonably possible change of 3.0% (2013: 3.0%) in exchange rate of RMB and EUR against HK\$, while all other variables are held constant. 3% (2013: 3%) is the sensitivity rate used when reporting foreign currency risk internally to the key management personnel and represents the management's assessment of the reasonably possible change in foreign currency rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 3.0% (2013: 3.0%) change in foreign currency rate. A positive number below indicates an increase in profit for the year where HK\$ weakens against the relevant foreign currency. Where HK\$ strengthens against the relevant foreign currency, there would be an equal and opposite impact on the profit for the year and the balances below would be negative.

RMB	人民幣
EUR	歐羅

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits, fixed coupon rate bonds and fixed-rate balances with a joint venture (2013: fixed-rate bank deposits and bank borrowings, fixed coupon rate bonds and fixed-rate balances with a joint venture). The Group is also exposed to cash flow interest rate risk relating to the Group's variable-rate bank borrowings (2013: variable-rate bank borrowings). The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

6. 金融工具(續)
財務風險管理目的及政策(續)**外匯風險(續)**

下表詳列本集團於人民幣及歐羅兌港元之匯率可能出現3.0%(二零一三年:3.0%)合理變動時之敏感度,而所有其他變數維持不變。3.0%(二零一三年:3.0%)是代表向主要管理人員提出內部報告時之外匯風險敏感率,亦代表管理層對外幣匯率變動的評估。敏感度分析包括於報告期末以外幣結算的貨幣性項目,並以3.0%(二零一三年:3.0%)變動進行換算。下列正數表示港元兌各外幣匯率減弱,使年度溢利增加。當港元兌各外幣匯率增強時,對年度的利潤會有相等及相反的影響,使下列結餘列為負數。

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	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
RMB	71,072	37,789
EUR	1,468	(5,488)

管理層認為,由於年結日之風險並無反映年內風險,故敏感度分析並不代表固有外匯風險。

利率風險

本集團對有關的固定利率銀行定期存款,固定票面利率債券和與一間合資企業的固定利率結餘面對公平值利率風險。(二零一三年:固定利率銀行定期存款及借款,固定票面利率債券和與一間合資企業固定利率結餘)。本集團亦對有關浮息銀行借貸面對現金流量利率風險(二零一三年:浮息銀行借貸)。本集團現時並無任何利率對沖政策。然而,管理層會監控利率風險,並於需要時考慮對沖重大利率風險。

6. Financial Instruments (continued) Financial risk management objectives and policies (continued)

Interest rate risk (continued)

The Group's sensitivity to cash flow interest rate risk has been determined based on the exposure to interest rates for bank borrowings (excluding the specific bank borrowings for construction purpose) at the end of the reporting period and the reasonably possible change taking place at the beginning of each year and held constant throughout the year. A 100 basis points (2013: 100 basis points) increase or decrease is used for variable-rate balances when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. The Group's sensitivity to interest rate risk at the end of the reporting period while all other variables were held constant after taking into account the impact of the tax and finance costs capitalised in construction in progress is as follows:

		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	2013 二零一三年 HK\$'000 千港元
(Decrease) increase in post-tax profit for the year	年內除稅後溢利(減少)增加		
— as a result of increase in interest rate	— 由於利率上升	(36,359)	(35,801)
— as a result of decrease in interest rate	— 由於利率下降	36,359	35,801

In management's opinion, the sensitivity is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31 December 2014 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has formulated a defined fixed credit policy and delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade receivable regularly at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced. Retail sales are mainly on cash basis, either in cash, debit card or credit card payments.

6. 金融工具(續) 財務風險管理目的及政策(續)

利率風險(續)

本集團對現金流利率風險之敏感度，乃根據於報告期間結算日銀行借貸(不包括特定之銀行借貸作建築用途)以及於每年年初合理地可能出現之變動而於全年維持不變釐定。100個基點(二零一三年：100基點)增加或減少用於其他浮息結餘，當向主要管理人員內部匯報利率風險時並代表管理層對利率可能合理變動的評估。當所有其他變數維持不變，經考慮稅項及利息資本化於在建工程後，本集團於報告期間結算日對利率風險敏感度如下：

		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	2013 二零一三年 HK\$'000 千港元
(Decrease) increase in post-tax profit for the year	年內除稅後溢利(減少)增加		
— as a result of increase in interest rate	— 由於利率上升	(36,359)	(35,801)
— as a result of decrease in interest rate	— 由於利率下降	36,359	35,801

管理層認為，由於年結日之風險並無反映年內風險，故敏感度分析並不代表固有利率風險。

信貸風險

於二零一四年十二月三十一日，本集團就對手方未能履行其責任而按各類別已確認金融資產面對之最高信貸風險，指綜合財務狀況表所述該等資產之賬面值。為盡量減低信貸風險，本集團管理層已制定明確之既定信貸政策，並委任一組人員，專責釐定信貸限額、批核信貸額及進行其他監管程序，以確保能跟進有關逾期債務之追討事宜。此外，本集團會於報告期間結算日定期檢討各項個別應收賬款之可收回金額，以確保就不可收回款項作出足夠減值虧損。就此，本公司董事認為，本集團之信貸風險已大幅減少。零售銷售主要以現金進行，可以現金、記賬卡或信用卡付款。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)
Financial risk management objectives and policies (continued)**Credit risk (continued)**

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or government authorities.

The Group has no significant concentration of credit risk in relation to trade and other receivables, with exposure spread over a number of counterparties and customers.

The Group has concentration of credit risk in respect of amount due from a joint venture. However, the management considers the risk associated with amount due from a joint venture is minimal.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong, which accounted for approximately 50% (2013: 50%) of the total trade receivables as at 31 December 2014.

Price risk

The Group's financial assets at FVTPL and derivative financial liabilities are measured at fair value at the end of the reporting period. Therefore, the Group is exposed to price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles. Details of the financial assets at FVTPL and derivative financial liabilities are set out in notes 25 and 29, respectively.

The Group's sensitivity to price risk on the financial assets at FVTPL and derivative financial liabilities at the end of the reporting period while all other variables were held constant is as follows:

6. 金融工具(續)
財務風險管理目的及政策(續)**信貸風險(續)**

由於對手方均為獲國際信貸評級機構高信貸評級之銀行及政府機構，故流動資金之信貸風險有限。

本集團沒有重大集中信貸風險於應收及其他應收款，風險分散於眾多交易對手及客戶。

有關應收一間合資企業款項，本集團有集中的信貸風險。然而，管理層認為有關應收一間合資企業款項之風險很低。

本集團的集中信貸風險從地域而言，主要是在香港，約佔截至二零一四年十二月三十一日應收賬款總額之50% (二零一三年：50%)。

價格風險

本集團按公平值計入損益之金融資產及衍生金融負債乃按報告期間結算日之公平值計量。因此，本集團面對價格風險。管理層透過維持具不同風險之投資組合以管理是項風險。按公平值計入損益之金融資產及衍生金融負債之詳情分別載於附註25及29。

在其他變數維持不變下，本集團於報告期間結算日對按公平值計入損益之金融資產及衍生金融負債之價格風險敏感度如下：

		HK\$'000 千港元
2014	二零一四年	
Reasonably possible change in price	價格之可能合理變動	5%
Increase (decrease) in post-tax profit for the year	年內除稅後溢利增加(減少)	
— as a result of increase in price	— 由於價格增加	190,999
— as a result of decrease in price	— 由於價格減少	(190,999)
2013	二零一三年	
Reasonably possible change in price	價格之可能合理變動	5%
Increase (decrease) in post-tax profit for the year	年內除稅後溢利增加(減少)	
— as a result of increase in price	— 由於價格增加	162,497
— as a result of decrease in price	— 由於價格減少	(162,497)

6. Financial Instruments (continued) Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings and bonds as a significant source of liquidity. As at 31 December 2014, the Group has available unutilised borrowing facilities of approximately HK\$5,875.6 million (2013: HK\$2,662.1 million). Details of bank borrowings are set out in note 28.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted gross (inflows) and outflows on those derivatives that require gross settlement. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates/exchange rates as illustrated by the interest rate/exchange rate existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

6. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險

於管理流動資金風險時，本集團監察及維持管理層視為足以應付本集團業務所需資金水平之現金及現金等價物，並減低現金流量波動影響。管理層監察銀行借貸之運用，確保遵守貸款契約。

本集團依靠銀行借貸及債券作為重要的流動資金來源。於二零一四年十二月三十一日，本集團之未提取銀行借貸融資額度為約5,875,600,000港元(二零一三年：2,662,100,000港元)，詳情載於附註28。

下表詳列本集團非衍生金融負債餘下合約到期日。下表乃按照本集團可能被要求還款之最早日期，以金融負債之非貼現現金流量顯示。

下表已載列利率及主要現金流。若利息流為浮動利率，貼現金額來自在報告期末的的利息率曲線。

此外，下表詳列本集團的衍生金融工具的流動性分析。該表根據需總額結算之衍生工具未貼現總(流入)及流出制定。當應付金額不固定，披露金額參考預計利率或匯率(如在報告期末現有利率或匯率所示)確定。本集團的衍生金融工具的流動性分析基於合約到期日，因為管理層認為，合約到期日對了解衍生工具的現金流量時間非常重要。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Liquidity and interest risk tables

6. 金融工具(續)

財務風險管理目的及政策(續)

流動資金風險(續)

流動資金及利息風險表

		Weighted average effective interest rate 加權平均實際利率 %	On demand/ less than 1 month 按要求/ 一個月內 HK\$'000 千港元	1-3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 總非貼現現金流量 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
31 December 2014	二零一四年十二月三十一日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	應付賬款及其他應付款項	-	1,811,672	51,395	20,903	-	-	1,883,970	1,883,970
Amount due to a non-controlling shareholder of subsidiaries	應付附屬公司一名非控股股東之貸款	-	-	-	-	137,665	-	137,665	137,665
Bank borrowings — variable rate (note 1)	銀行借貸—浮動利率(附註1)	1.95%	1,274,360	312,384	485,846	2,257,981	192,824	4,523,395	4,354,412
Bonds	債券	4.94%	101,719	-	200,531	4,575,406	2,621,437	7,499,093	6,169,468
			3,187,751	363,779	707,280	6,971,052	2,814,261	14,044,123	12,545,515
Derivative — gross settlement	衍生工具 — 總額結算								
Interest rate swap	利率掉期								
— Inflow	— 流入		-	(37)	(111)	(1,308)	(935)	(2,391)	
— Outflow	— 流出		-	-	761	3,046	1,139	4,946	
			-	(37)	650	1,738	204	2,555	1,857
Derivative — gross settlement	衍生工具 — 總額結算								
Cross currency swap	交叉貨幣掉期								
— Inflow	— 流入		-	(1,232)	-	-	-	(1,232)	
— Outflow	— 流出		-	3,367	4,525	-	-	7,892	
			-	2,135	4,525	-	-	6,660	5,450
Derivative — gross settlement	衍生工具 — 總額結算								
Written put options	認沽期權								
— Outflow (note 2)	— 流出(附註2)		152,731	113,054	-	-	-	265,785	2,978

6. Financial Instruments (continued) Financial risk management objectives and policies (continued) Liquidity risk (continued)

Liquidity and interest risk tables (continued)

Notes:

- (1) Bank borrowings with a repayment on demand clause are included in the "on demand or less than 1 month" time band in the above maturity analysis. As at 31 December 2014 and 31 December 2013, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$1,268.0 million and HK\$942.4 million respectively. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid within one year from the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$1,269.0 million (2013: HK\$943.1 million).
- (2) The amount included above for written put options is the maximum amount the Group is obliged to settle under the written put option arrangements if the underlying index or ETF go to zero upon the exercise or expiry of the written put options. Certain written put options amounted to HK\$77,475,000 (2013: nil) are included in the "on demand or less than 1 month" time band in the above maturity analysis as those options could be exercised at any time before the Expiration Date (as defined in note 25). The remaining written put options are included in the respective time bands according to the Expiration Dates of the options (as detailed in note 25) since the options could only be exercised on those dates. Based on expectations at the end of the reporting period, the Group considers that it is very unlikely that such an amount will be payable under the written put option arrangements as the chance that the index or ETF would drop to zero is remote. However, this estimate is subject to change depending on the market volatility of underlying index and ETF of the written put options and final settlement price of the options along with other factors.

6. 金融工具(續) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金及利息風險表(續)

附註:

- (1) 附帶按要求還款條款的銀行借貸在上述列表被歸類為按要求或一個月之內到期，於二零一四年十二月三十一日及於二零一三年十二月三十一日，該等非貼現的銀行貸款本金分別合共1,268,000,000港元及942,400,000港元。考慮到本集團的財務狀況，董事相信銀行不會行駁酌情權要求即時償回上述的借貸。董事亦認為以上的借貸會於由報告期期末起一年內按照貸款協議的還款日期償還。屆時合計的本金與利息現金流出將為1,269,000,000港元(二零一三年：943,100,000港元)。
- (2) 當行使認沽期權或認沽權到期，如相關指數或交易所買賣基金跌至零，上述認沽權金額為本集團就認沽期權合約所需結算之最大金額。價值77,475,000港元認沽期權(二零一三年：無)歸類為按需求或少於一個月是由於認沽期權可於到期日前行駛(定義見附註25)。其餘認沽期權則按到期日分類是由於其餘認沽期權只能於到期日時行駛(見附註25)。根據於報告期期末時推算，因有關指數及交易所買賣基金會跌至零的機會很微，本集團認為根據認沽期權合約需要支付該金額的可能性很低。然而，這估計會因認沽期權有關指數及交易所買賣基金之市場波動而改變。期權最終結算價會隨其他因素改變。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)
Financial risk management objectives and policies (continued)**Liquidity risk (continued)***Liquidity and interest risk tables (continued)*

	Weighted average effective interest rate 加權平均實際利率 %	On demand/ less than 1 month 按要求/ 一個月內 HK\$'000 千港元	1-3 months 一至三個月 HK\$'000 千港元	3 months to 1 year 三個月至一年 HK\$'000 千港元	1-5 years 一至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total undiscounted cash flows 總非貼現現金流量 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
31 December 2013								
Non-derivative financial liabilities								
Trade and other payables	-	1,796,776	265,312	29,227	-	-	2,091,315	2,091,315
Amount due to a non-controlling shareholder of subsidiaries	-	-	-	-	180,893	-	180,893	180,893
Amount due to a joint venture	0.50%	-	-	156,783	-	-	156,783	156,391
Bank borrowing — fixed rate	3.50%	-	3,206	379,576	-	-	382,782	371,490
Bank borrowings — variable rate	1.69%	948,506	245,173	359,626	2,911,286	-	4,464,591	4,304,717
Bonds	4.94%	101,719	-	200,531	4,778,844	2,720,250	7,801,344	6,165,476
		2,847,001	513,691	1,125,743	7,871,023	2,720,250	15,077,708	13,270,282
Derivative — gross settlement								
Interest rate swap								
— Inflow		-	(34)	(103)	(1,060)	(1,416)	(2,613)	
— Outflow		-	-	761	3,046	1,900	5,707	
		-	(34)	658	1,986	484	3,094	1,172
Derivative — gross settlement								
Cross currency swap								
— Inflow		-	(237)	(888)	(397)	-	(1,522)	
— Outflow		-	-	5,918	12,188	-	18,106	
		-	(237)	5,030	11,791	-	16,584	11,408

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

6. 金融工具(續)
財務風險管理目的及政策(續)**流動資金風險(續)***流動資金及利息風險表(續)*

上文就非衍生金融負債之浮動利率工具包括之金額，會因浮動利率變動有別於報告期間結算日所釐定估計而有變。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)**Fair value measurements of financial instruments****Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

6. 金融工具(續)**金融工具之公平值計量**

本集團金融資產及金融負債按經常性基準計量的公平值

本集團若干的金融資產和金融負債在每個報告期末時按公平值計量。下表提供有關如何確定這些金融資產和金融負債的公平值(尤其是估值方法和使用的輸入數據)。

Financial assets/financial liabilities	Fair value as at 公平值於		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input	Relationship of unobservable inputs to fair value
	31.12.2014 二零一四年 十二月三十一日 HK\$'000 千港元	31.12.2013 二零一三年 十二月三十一日 HK\$'000 千港元				
Financial assets at FVTPL						
按公平值計入損益之金融資產						
1. Listed equity securities 上市股票	495,721	575,643	Level 1 等級一	Quoted bid prices in active markets. 於活躍市場中的買入價。	N/A 不適用	N/A 不適用
2. Listed debt securities 上市債券	830,745	1,087,027	Level 2 等級二	Quoted bid prices in over-the-counter markets. 場外交易市場買入價	N/A 不適用	N/A 不適用
3. Listed investment funds 上市投資基金	1,224,957	643,673	Level 2 等級二	Quoted market prices provided by brokers which are financial institutions. (note 1) 作為經紀的金融機構提供的市場價格(附註1)	N/A 不適用	N/A 不適用
4. Unlisted certificates of deposit 非上市存款證	779,075	393,878	Level 2 等級二	Quoted bid prices in the over-the-counter markets. 場外交易市場買入價	N/A 不適用	N/A 不適用
5. Unlisted hedge funds 非上市對沖基金	160,937	396,419	Level 2 等級二	Quoted market prices provided by brokers which are financial institutions. (note 1) 作為經紀的金融機構提供的市場價格(附註1)	N/A 不適用	N/A 不適用

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)
Fair value measurements of financial instruments (continued)
Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

6. 金融工具(續)
金融工具之公平值計量(續)

本集團金融資產及金融負債按經常性基準計量的公平值(續)

Financial assets/financial liabilities	Fair value as at 公平值於		Fair value hierarchy	Valuation technique(s) and key inputs(s)	Significant unobservable input	Relationship of unobservable inputs to fair value
	31.12.2014 二零一四年 十二月三十一日 HK\$'000 千港元	31.12.2013 二零一三年 十二月三十一日 HK\$'000 千港元				
Financial assets at FVTPL 按公平值計入損益之金融資產						
6. Unlisted investment portfolios 非上市投資組合	322,118	169,753	Level 2 等級二	Quoted market prices provided by brokers which are financial institutions. (note 1) 作為經紀的金融機構提供的市場價格(附註1)	N/A 不適用	N/A 不適用
7. Unlisted debt securities 非上市債券	30,675	28,867	Level 2 等級二	Quoted bid prices in the over-the-counter markets. 場外交易市場的買入價	N/A 不適用	N/A 不適用
8. Unlisted equity investment 非上市股本投資	10 per cent equity interest in Shenyang Jiajian which major asset is a commercial property held for sale 10%瀋陽佳建(其擁有一座持作出售商業物業)股權	10 per cent equity interest in Shenyang Jiajian which major asset is a commercial property held for sale 10%瀋陽佳建(其擁有一座持作出售商業物業)股權	Level 3 等級三	Reference to the fair value of the underlying property and after adjustment for lack of marketability. 參考相關物業的公平值及因缺乏市場而作出調整。	The fair value of the underlying property based on valuation model. (note 3) 基於估值模式釐定相關投資物業的公平值(附註3)	The higher the fair value of the underlying property, the higher the fair value. 相關投資物業之公平值越高, 資產公平值越高。
9. Written put options 認沽期權	4,676	-	Level 2 等級二	Quoted prices in the over-the-counter markets 場外交易市場的買入價	N/A 不適用	N/A 不適用
Financial liabilities at FVTPL 按公平值計入損益之金融負債						
10. Interest rate swap 利率掉期	1,857	1,172	Level 2 第二級	Discounted cash flow: Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contract interest rates, discounted at a rate that reflects the credit risk of various counterparties. 貼現現金流量: 基於遠期利率(從報告期末時可觀察收益率曲線)和合約利率, 按反映各交易對手的信貸風險利率貼現, 預計未來現金流量。	N/A 不適用	N/A 不適用

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)
Fair value measurements of financial instruments (continued)
Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

6. 金融工具(續)
金融工具之公平值計量(續)

本集團金融資產及金融負債按經常性基準計量的公平值(續)

Financial assets/financial liabilities	Fair value as at 公平值於		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input	Relationship of unobservable inputs to fair value
	31.12.2014 二零一四年 十二月三十一日 HK\$'000 千港元	31.12.2013 二零一三年 十二月三十一日 HK\$'000 千港元				
11. Foreign currency forward contracts	5,450	11,408	Level 2	Discounted cash flow: Future cash flows are estimated based on difference between predetermined forward exchange rates and spot exchange rates at the end of the reporting period discounted at a rate that reflects the credit risk of various counterparties.	N/A	N/A
外匯遠期合約			第二級	貼現現金流量：基於預定遠期匯率和報告期末時即期匯率的差別，按反映各交易對手的信貸風險利率貼現，預計未來現金流量。	不適用	不適用

Notes:

- Quoted market prices provided by brokers which are financial institutions represent the net asset value of the respective funds, based on the quoted prices of the underlying investments, reported to the trustee by the administrators.
- There was no significant change in fair value during the year ended 31 December 2014.
- If the fair value of the underlying property is 5% higher/lower while all other variables were held constant, the carrying amount of the unlisted equity investment would increase/decrease by HK\$7,769,000 (31 December 2013: HK\$4,301,000).

There were no transfers between Level 1, 2 and 3 during both years.

附註：

- 作為經紀的金融機構提供的市場價格乃代表由管理人匯報給受託人，根據相關投資報價釐定之各基金資產淨值。
- 於二零一四年十二月三十一日止年度，公平值沒有顯著的變化。
- 若相關投資物業之公平值的上升/下降5%，而所有其他可變因素維持不變，非上市股本投資的賬面值將增加/減少7,769,000港元(二零一三年十二月三十一日：4,301,000港元)。

第一級、第二級和第三級之間在今年及去年期間並無任何轉移。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued)
Fair value measurements and valuation processes

Except as detailed in the following table, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values:

6. 金融工具(續)**公平值計量及估值流程**

除載於下表，本公司董事認為，在綜合財務報表按攤銷成本列賬的金融資產和金融負債的賬面值與其公平值相若。

	31 December 2014 二零一四年十二月三十一日		31 December 2013 二零一三年十二月三十一日	
	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Financial liabilities				
Bonds				
Amount due to a non-controlling shareholder of subsidiary				
金融負債				
債券				
應付附屬公司之一位非控股股東的款項				
	6,169,468	6,432,655	6,165,476	6,250,422
	137,665	134,469	180,893	176,920

Fair value hierarchy**公平值等級架構**

		31 December 2014 二零一四年十二月三十一日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL:	按公平值計入損益之金融資產：				
— Listed equity securities	— 上市股票	495,721	—	—	495,721
— Listed debt securities	— 上市債券	—	830,745	—	830,745
— Listed investment funds	— 上市投資基金	—	1,224,957	—	1,224,957
— Unlisted certificates of deposit	— 非上市存款證	—	779,075	—	779,075
— Unlisted hedge funds	— 非上市對沖基金	—	160,937	—	160,937
— Unlisted investment portfolios	— 非上市投資組合	—	322,118	—	322,118
— Unlisted debt securities	— 非上市債券	—	30,675	—	30,675
— Unlisted equity investment (note)	— 非上市股本投資(附註)	—	—	50,660	50,660
— Written put options	— 認沽期權	—	4,676	—	4,676
Total	總計	495,721	3,353,183	50,660	3,899,564
Financial liabilities at FVTPL:	按公平值計入損益之金融負債：				
Derivative financial liabilities	衍生金融負債	—	7,307	—	7,307

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

6. Financial Instruments (continued) Fair value hierarchy (continued)

6. 金融工具(續) 公平值等級架構(續)

31 December 2013
二零一三年十二月三十一日

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL:	按公平值計入損益之 金融資產：				
— Listed equity securities	— 上市股票	575,643	—	—	575,643
— Listed debt securities	— 上市債券	—	1,087,027	—	1,087,027
— Listed investment funds	— 上市投資基金	—	643,673	—	643,673
— Unlisted certificates of deposit	— 非上市存款證	—	393,878	—	393,878
— Unlisted hedge funds	— 非上市對沖基金	—	396,419	—	396,419
— Unlisted investment portfolios	— 非上市投資組合	—	169,753	—	169,753
— Unlisted debt securities	— 非上市證券	—	28,867	—	28,867
— Unlisted equity investment (note)	— 非上市股本投資(附註)	—	—	50,660	50,660
Total	總計	575,643	2,719,617	50,660	3,345,920
Financial liabilities at FVTPL:	按公平值計入損益之 金融負債：				
Derivative financial liabilities	衍生金融負債	—	12,580	—	12,580

Note: The unlisted equity investment at 31 December 2014 and 31 December 2013, represents the retained 10% equity interest in Shenyang Jiajian. There was no significant change in fair value during both years.

附註：於二零一四年十二月三十一日及二零一三年十二月三十一日之非上市股本投資代表瀋陽佳建保留的10%股權。在兩個年度的公平值沒有顯著的變化。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

7. Turnover

Turnover represents the amount received and receivable for goods sold by the Group to outside customers, net of discounts and sales related taxes, income from concessionaire sales, service income and rental income during the year, and is analysed as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Sales of goods — direct sales	貨品銷售—直接銷售	3,254,212	3,268,622
Income from concessionaire sales	特許專櫃銷售收入	2,473,805	2,442,305
Service income	服務收入	114,307	123,728
Rental income	租金收入	127,416	120,680
		5,969,740	5,955,335
The cost of sales are analysed as follows:			
The cost of sales are analysed as follows:		銷售成本分析如下：	
Cost of goods sold	貨品銷售成本	2,316,401	2,313,926
Other cost of sales	其他銷售成本	69,529	80,883
		2,385,930	2,394,809

The Group has no customers that contributed over 10% of the total revenue of the Group for both years.

7. 營業額

營業額指本集團本年度就向外界客戶售出貨品之已收及應收款項減折扣及銷售相關稅項、特許專櫃銷售收入、服務收入以及租金收入，茲分析如下：

於今年及去年，本集團並無客戶貢獻超過本集團總收益之10%。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. Segment Information

Information reported to the chief executive officer of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focusing on two reportable and operating segments geographically, Hong Kong and the PRC which are managed separately. The Group determines its operating segments based on the internal reports reviewed by the chief operating decision maker that are used to allocate resources and assess performance.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segment:

8. 分部資料

匯報資料給作為主要營運決策人的首席執行官之目的主要是就個別管理之可報告及經營分部地區，香港及中國，作資源分配及分部表現的評估。本集團按主要營運決策人之審閱並據此作資源分配及表現評估之內部報告釐定其經營分部。

分部收益及業績

本集團按可報告分部劃分之收益及業績分析如下：

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
For the year ended 31 December 2014	截至二零一四年十二月 三十一日止年度			
Segment revenue	分部收益			
External sales	對外銷售	4,689,905	1,279,835	5,969,740
Result	業績			
Segment result	分部業績	2,079,520	235,196	2,314,716
Investment income	投資收入			413,849
Fair value changes on investment properties	投資物業公平值變動			(3,053)
Share of profit of a joint venture	應佔一家合資企業溢利			26,463
Share of profits of associates	應佔聯營公司溢利			347,157
Finance costs	融資成本			(267,267)
Profit before taxation	除稅前溢利			2,831,865

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. Segment Information (continued)
Segment revenues and results (continued)**8. 分部資料(續)**
分部收益及業績(續)

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
For the year ended 31 December 2013	截至二零一三年十二月 三十一日止年度			
Segment revenue	分部收益			
External sales	對外銷售	4,725,027	1,230,308	5,955,335
Result	業績			
Segment result	分部業績	2,113,268	315,740	2,429,008
Investment income	投資收入			414,201
Fair value changes on investment properties	投資物業公平值變動			6,491
Gain on disposal of subsidiaries	出售附屬公司收益			157,160
Share of profit of a joint venture	應佔一家合資企業溢利			31,870
Share of profits of associates	應佔聯營公司溢利			349,554
Finance costs	融資成本			(237,807)
Profit before taxation	除稅前溢利			3,150,477

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without share of profits of associates and a joint venture, fair value changes on investment properties, investment income, gain on disposal of subsidiaries and finance costs. This is the measure reported to the chief executive officer of the Company for the purposes of resources allocation and performance assessment.

可報告分部之會計政策與本集團於附註3所述會計政策相同。分部溢利指各分部賺取之溢利，惟未計應佔聯營公司及一家合資企業溢利、投資物業公平值變動、投資收入、出售附屬公司收益及融資成本。此指標乃用作本公司首席執行官就資源分配及表現評估之根據。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. Segment Information (continued) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

8. 分部資料(續) 分部資產及負債

本集團按可報告分部劃分之資產及負債分析如下：

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
As at 31 December 2014		於二零一四年十二月三十一日		
Assets	資產			
Segment assets	分部資產	8,097,790	11,307,214	19,405,004
Financial assets at FVTPL	按公平值計入損益之 金融資產			3,899,564
Interest in a joint venture	於一家合資企業權益			556,835
Amount due from a joint venture	應收一家合資企業款項			11,638
Interests in associates	於聯營公司權益			2,926,323
Unallocated assets	未分配資產			48,531
Consolidated total assets	綜合資產總值			26,847,895
Liabilities	負債			
Segment liabilities	分部負債	1,218,265	1,390,140	2,608,405
Bank borrowings	銀行借貸			4,354,412
Bonds	債券			6,169,468
Unallocated liabilities	未分配負債			726,697
Consolidated total liabilities	綜合負債總值			13,858,982
		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
Other segment information	其他分部資料			
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或分部資產 包括之數額：			
Addition to non-current assets	非流動資產添置	214,944	522,015	736,959
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	88,336	164,862	253,198
Loss (gain) on disposal of property, plant and equipment	出售物業、廠房及設備 之虧損(收益)	(339)	1,080	741
(Reversal of) impairment and written-off of trade and other receivables	應收賬款及其他應收款項 (撥回)減值及註銷	116	(1,042)	(926)
Write-down of obsolete inventories	滯銷存貨撇減撥備	17	427	444
Release of prepaid lease payments	預付租賃款項轉出	-	24,370	24,370

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. Segment Information (continued)
Segment assets and liabilities (continued)8. 分部資料(續)
分部資產及負債(續)

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
As at 31 December 2013	於二零一三年十二月三十一日			
Assets	資產			
Segment assets	分部資產	8,713,169	11,242,283	19,955,452
Financial assets at FVTPL	按公平值計入損益之 金融資產			3,345,920
Interest in a joint venture	於一家合資企業權益			486,231
Amount due from a joint venture	應收一家合資企業款項			230,570
Interests in associates	於聯營公司權益			2,682,188
Unallocated assets	未分配資產			15,637
Consolidated total assets	綜合資產總值			26,715,998
Liabilities	負債			
Segment liabilities	分部負債	1,207,063	1,483,557	2,690,620
Amount due to a joint venture	應付一家合資企業款項			156,391
Bank borrowings	銀行借貸			4,676,207
Bonds	債券			6,165,476
Unallocated liabilities	未分配負債			763,534
Consolidated total liabilities	綜合負債總值			14,452,228

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
Other segment information	其他分部資料			
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或分部資產包括之數額：			
Addition to non-current assets	非流動資產添置	31,911	1,138,238	1,170,149
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	95,964	130,591	226,555
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	44	92	136
Impairment and written-off of trade and other receivables	應收賬款及其他應收款項減值及註銷	1,099	232	1,331
(Reversal of) write-down of obsolete inventories	滯銷存貨(撥回)撇減撥備	(603)	250	(353)
Release of prepaid lease payments	預付租賃款項轉出	-	13,762	13,762

At 31 December 2014 and 31 December 2013, the unallocated segment assets represent club debentures held by the Group and dividend receivable from an associate and unallocated segment liabilities mainly represent tax payable, deferred tax liabilities, amount due to a non-controlling shareholder of subsidiaries and derivative financial liabilities.

於二零一四年十二月三十一日和二零一三年十二月三十一日，未分配的分部資產代表本集團所持之會所債券及應收一間聯營公司之股息，及未分配的分部負債主要指應付稅項、遞延稅務負債、應付附屬公司之一位非控股股東款項及衍生金融負債。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

8. Segment Information (continued) Geographical information

Analysis of the Group's non-current assets by geographical location of the assets are detailed below:

	2014 二零一四年		2013 二零一三年	
	Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元
Non-current assets 非流動資產	1,863,688	8,728,661	1,739,111	8,729,814

Note: Non-current assets excluded interests in associates and a joint venture.

8. 分部資料(續) 地區資料

按資產所在地區劃分之本集團非流動資產分析如下：

附註：非流動資產不包括於聯營公司及一家合資企業權益。

9. Other Income, Gains and Losses

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Management fee income 管理費收入		104,180	97,666
Project income 項目收入		9,492	9,271
Government subsidies (note a) 政府補助(附註a)		10,929	21,441
Net exchange (loss) gain 淨匯兌(虧損)收入		(80,695)	36,331
Others (note b) 其他(附註b)		143,474	144,058
		187,380	308,767

Notes:

- (a) The amount represents the government subsidies received from the PRC local authorities for subsidising its operational activities and promotional activities conducted by the Group. All of them had no specific conditions attached.
- (b) Others mainly represent bank credit card recharge and commission income.

附註：

- (a) 該金額是中國地方當局提供給予的政府補助，作為本集團進行其業務活動及宣傳推廣活動。所有補助並無任何特別附加條件。
- (b) 其他主要代表銀行信用卡費用回扣及佣金收入。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

10. Investment Income**10. 投資收入**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest income on bank deposits	銀行存款之利息收入	201,768	169,463
Imputed interest income (note)	估算利息收入(附註)	1,622	12,976
Dividend income from financial assets at FVTPL	按公平值計入損益之金融資產的 股息收入	29,615	31,189
Interest income from financial assets at FVTPL	按公平值計入損益之金融資產的 利息收入	46,380	52,670
Change in fair value of financial instruments:	金融資產公平值變動：		
Financial assets at FVTPL other than derivative financial instruments	衍生金融工具以外按公平值 計入損益之金融資產	128,654	147,734
Derivative financial instruments	衍生金融工具	193	(4,517)
Other interest income	其他利息收入	5,617	4,686
		413,849	414,201

Note: Imputed interest income represents unwinding of imputed interest arising on amortisation of fair value adjustment of deferred consideration receivable in respect of disposal of a subsidiary.

附註：應計利息收入指釋放攤銷應收出售一間附屬公司時的遞延代價公平值調整所產生的應計利息。

11. Finance Costs**11. 融資成本**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Interest on:	以下項目之利息：		
Bank borrowings:	銀行借貸：		
— wholly repayable within five years	— 須於五年內悉數償還	100,187	76,935
— wholly repayable after five years	— 須於五年後悉數償還	29	—
Bonds:	債券：		
— wholly repayable within five years	— 須於五年內悉數償還	204,560	204,506
— wholly repayable after five years	— 須於五年後悉數償還	101,813	101,708
Others	其他	22,492	30,735
		429,081	413,884
Less: Amounts capitalised in construction in progress	減：在建工程後之資本化金額	(161,814)	(176,077)
		267,267	237,807

Borrowing costs capitalised during the year ended 31 December 2014 arose from the Group's certain RMB denominated borrowings at variable interest rate of The People's Bank of China Standard Loan Rate minus 10% and US\$ denominated bonds at fixed interest rate of 5.25% per annum on qualifying assets. Borrowing costs capitalised during the year ended 31 December 2013 arose from the Group's certain HK\$ denominated borrowings at Hong Kong Interbank Offered Rate ("HIBOR") plus 1.43% to 1.50% per annum, certain RMB denominated borrowings at fixed interest rate of 3.5% per annum and US\$ denominated bonds at fixed interest rate 5.25% per annum on qualifying assets.

截至二零一四年，已資本化之融資成本乃就合資格資產，源自分別為參考中國人民銀行標準貸款率之浮動利率減10%之人民幣借貸、固定利率為5.25厘之美元債券。截至二零一三年，已資本化之融資成本乃就合資格資產，源自分別為參考香港銀行同業拆息加若干百分比介乎1.43厘至1.50厘之港元借貸、固定利率為3.5厘之人民幣借貸以及固定利率為5.25厘之美元債券。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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12. Taxation**12. 稅項**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
The tax charge comprises:	稅項支出包括下列項目：		
Hong Kong Profits Tax	香港利得稅	334,389	344,802
PRC Tax (Note)	中國企業所得稅(附註)	112,151	216,578
		446,540	561,380
(Over)underprovision in prior years:	過往年度(過多)不足撥備:		
Hong Kong Profits Tax	香港利得稅	(838)	6,440
PRC Tax	中國企業所得稅	(10,475)	2,835
		(11,313)	9,275
Deferred tax charge (credit) (note 31)	遞延稅項支出(扣抵)(附註31)	435,227 31,168	570,655 (90,407)
		466,395	480,248

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both years.

香港利得稅乃根據兩個年度之估計應課稅溢利按16.5%計算。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司自二零零八年一月一日起之稅率為25%。

According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax ("LAT") effective from 1 January 1994 and amended on 8 January 2011, and the Implementation Rules on the Provisional Regulations of the PRC on Land Appreciation Tax effective from 27 January 1995 (collectively referred to the "LAT Regulations"), all gains arising from the sale or transfer of real estate in the PRC with effect from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including payments made for acquisition of land use rights, costs and expenses for the development of the land or for construction of new buildings and supporting facilities, or the assessed value for old buildings and structures, tax payable relating to transfer of the real estate and other deductible items prescribed by the Ministry of Finance. Apart from the aforementioned deductions, property developers enjoy an additional deduction, which is equal to 20% of the payment made for acquisition of land use rights and the costs of land development and construction of new buildings or related facilities.

根據一九九四年一月一日起生效的中華人民共和國土地增值稅暫行條例(「土地增值稅」)及於二零一一年一月八日修訂，和一九九五年一月二十七日起生效中國土地增值稅暫行條例實施細則的要求(統稱「土地增值稅條例」)，於一九九四年一月一日起所有中國房地產的出售或轉讓而產生的收益須繳納按土地增值金額(即物業銷售的所得款項減去可扣減支出，包括支付收購土地使用權，土地發展，新建築及配套設施建設的成本和費用，或舊有建築物和結構的評估值，有關轉讓房地產的應納稅額和財務部規定的其他扣除項目)的累進稅率從30%至60%不等的土地增值稅。除了上述扣減，房地產開發商享有額外扣除，相等於支付於收購土地使用權及土地開發和建設新建築物或相關設施款項的20%。

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for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

12. Taxation (continued)

Note:

12. 稅項(續)

附註:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
The PRC Tax charge for the year comprises:	本年度中國稅務支出包括:		
Tax arising from disposal of a subsidiary that owns an investment property in the PRC	出售一家擁有中國投資物業的附屬公司產生之稅項	-	100,930
PRC Enterprise Income Tax ("EIT")	中國企業所得稅	112,151	115,648
		112,151	216,578

Tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

本年度稅項支出與綜合損益及其他全面收益表所示除稅前溢利之對賬如下:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Profit before taxation	除稅前溢利	2,831,865	3,150,477
Tax at Hong Kong Profits Tax rate	按香港利得稅率計算之稅項	467,258	519,829
Tax effect of share of profit of a joint venture	應佔一家合資企業溢利之稅項影響	(4,366)	(5,259)
Tax effect of share of profits of associates	應佔聯營公司溢利之稅項影響	(57,281)	(57,677)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅項影響	(60,086)	(83,668)
Tax effect of expense not deductible for tax purpose	不可扣稅開支之稅項影響	41,316	35,915
Tax effect on utilisation of tax losses previously not recognised	動用早前未確認稅項虧損之稅項影響	(11,676)	(7,016)
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	31,978	27,581
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司不同稅率之稅項影響	36,785	34,035
(Over)underprovision in prior years	過往年度(過多)不足撥備	(11,313)	9,275
Withholding tax	預扣稅	21,879	20,621
LAT	土地增值稅	-	5,445
Tax effect of LAT	土地增值稅之稅項影響	-	(899)
Others	其他	11,901	(17,934)
Tax charge for the year	本年度稅項支出	466,395	480,248

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

13. Profit for the Year

13. 本年度溢利

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	本年度溢利已扣除下列項目：		
Directors' remuneration: (note 14)	董事酬金：(附註14)		
Fees	袍金	1,616	1,535
Other emoluments	其他薪酬	7,200	7,200
Bonus	花紅	17,500	20,000
Retirement benefits scheme contributions	退休福利計劃供款	17	15
		26,333	28,750
Other staff costs, excluding retirement benefits scheme contributions	除退休福利計劃外之其他員工成本	405,059	392,844
Retirement benefits scheme contributions, net of forfeited contributions for staffs	退休福利計劃供款減沒收供款	19,242	21,266
Total staff costs	總員工成本	450,634	442,860
Release of prepaid lease payments	預付租賃款項轉出	121,589	127,554
Less: Amount capitalised in construction in progress (note 18)	減：在建工程之資本化金額(附註18)	(97,219)	(113,792)
		24,370	13,762
Auditor's remuneration	核數師酬金	5,079	4,654
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	253,198	226,555
Impairment and written-off of trade and other receivables	應收賬款及其他應收款項減值及註銷	—	1,331
Write-down of obsolete inventories	滯銷存貨撇減	444	250
Rental payments paid under operating lease in respect of leasehold land and buildings to — a joint venture	就經營租約下租賃土地及樓宇向以下人士支付之租金款項 — 一家合資企業	172,081	198,122
— other parties	— 其他人士	62,370	80,071
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	741	136
Cost of inventories recognised as expense	確認為支出之存貨成本	2,316,401	2,313,926
and crediting:	以及計入下列項目：		
Gross rental income from investment properties	投資物業租金總額	—	4,490
Less: Direct operating expenses from investment properties that generated rental income during the year	減：本年度產生租金收入之投資物業的直接經營開支	—	(4,573)
Less: Direct operating expenses from investment properties that did not generate rental income during the year	減：本年度不產生租金收入之投資物業的直接經營開支	(2,152)	(2,066)
		(2,152)	(2,149)
Gross rental income from sub-letting of commercial properties under an operating lease entered into with a joint venture	根據一家合資企業經營租約下之商用物業分租租金總額	127,416	116,190
Less: Direct operating expenses in respect of sub-letting of commercial properties under an operating lease entered into with a joint venture	減：根據一家合資企業經營租約下之分租商用物業的直接經營開支	(76,786)	(86,966)
		50,630	29,224
Reversal of impairment and written-off of trade and other receivables	應收賬款及其他應收款項減值及註銷撥回	926	—
Reversal of write-down of obsolete inventories	滯銷存貨撇減撥回	—	603

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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14. Directors', Chief Executive's and Employees' Remuneration

The emoluments paid or payable to each of the 11 (2013: 10) directors were as follows:

2014

	Lau Luen Hung, Thomas	Doo Wai Hoi, William	Cheng Yu Tung, Cheng Yu Tung	Cheng Kar Shun, Henry	Lau Luen Hung, Joseph	Lau Yuk Wai, Amy	Lam Siu Lun, Simon	Cheung Yuet Man, Raymond	Shek Lai Him, Abraham	Hui Chiu Chung, Stephen	Ip Yuk Keung, Keung	Total
	劉鑾鴻	杜惠權	鄭裕彤	鄭家純	劉鑾雄	劉玉慧	林兆麟	張悅文	石禮謙	許照中	葉毓強	總計
	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
					(note a) (附註 a)			(note b) (附註 b)			(note c) (附註 c)	
Fees 袍金	200	200	100	100	20	100	300	57	200	200	139	1,616
Other emoluments 其他酬金												
Salaries and other benefits 薪金及其他福利	7,200	-	-	-	-	-	-	-	-	-	-	7,200
Bonus* 花紅*	17,500	-	-	-	-	-	-	-	-	-	-	17,500
Contributions to retirement benefits schemes 退休福利計劃供款	17	-	-	-	-	-	-	-	-	-	-	17
Total emoluments 酬金總額	24,917	200	100	100	20	100	300	57	200	200	139	26,633

2013

	Lau Luen Hung, Thomas	Doo Wai Hoi, William	Cheng Yu Tung, Cheng Yu Tung	Cheng Kar Shun, Henry	Lau Luen Hung, Joseph	Lau Yuk Wai, Amy	Lam Siu Lun, Simon	Cheung Yuet Man, Raymond	Shek Lai Him, Abraham	Hui Chiu Chung, Stephen	Total
	劉鑾鴻	杜惠權	鄭裕彤	鄭家純	劉鑾雄	劉玉慧	林兆麟	張悅文	石禮謙	許照中	總計
	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
Fees 袍金	135	200	100	100	100	100	200	200	200	200	1,535
Other emoluments 其他酬金											
Salaries and other benefits 薪金及其他福利	7,200	-	-	-	-	-	-	-	-	-	7,200
Bonus* 花紅*	20,000	-	-	-	-	-	-	-	-	-	20,000
Contributions to retirement benefits schemes 退休福利計劃供款	15	-	-	-	-	-	-	-	-	-	15
Total emoluments 酬金總額	27,350	200	100	100	100	100	200	200	200	200	28,750

* The bonus is determined having regard to the performance and market trends.

* 花紅取決於集團業績及市場趨勢。

No directors waived any emoluments for both years.

無董事於本年及去年放棄收取任何酬金。

Mr. Lau Luen Hung, Thomas, is also the Chief Executive of the Company and his emoluments disclosed above include those of services rendered by him as the Chief Executive.

劉鑾鴻先生是公司的行政總裁，而上述就他所披露的薪酬已包括他作為行政總裁所提供服務之報酬。

Notes:

附註：

- (a) Mr. Lau Luen Hung, Joseph has resigned as a non-executive director of the Company with effect from 14 March 2014.
- (b) Mr. Cheung Yuet Man, Raymond has retired as an independent non-executive director of the Company with effect from 14 April 2014.
- (c) Mr. Ip Yuk Keung has been appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 22 April 2014.

- (a) 於二零一四年三月十四日起，劉鑾雄先生辭任本公司的非執行董事。
- (b) 於二零一四年四月十四日起，張悅文先生辭任本公司的獨立非執行董事。
- (c) 於二零一四年四月二十二日起，葉毓強先生委任為本公司的獨立非執行董事及審核委員會之委員。

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14. Directors', Chief Executive's and Employees' Remuneration (continued)

Of the five highest paid individuals of the Group for the year ended 31 December 2014, one of them (2013: one) was a director of the Company whose remuneration is disclosed above. The remaining four (2013: four) are employees of the Group, details of whose remuneration were as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Employees:	僱員：		
Salaries, allowances and other benefits	薪金、津貼及其他福利	6,633	5,933
Retirement benefits scheme contributions	退休福利計劃供款	67	60
Performance related incentive payments	與表現掛鈎獎金	1,644	5,304
		8,344	11,297

The emolument of the remaining four were within the following bands:

其餘四名最高薪人士之薪酬介乎以下範圍：

		2014 二零一四年 Number of individuals 人數	2013 二零一三年 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	2
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	-	-
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	-	-
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	-	-
HK\$4,500,001 to HK\$5,000,000	4,500,001 港元至 5,000,000 港元	-	-
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至 5,500,000 港元	-	1

During the years ended 31 December 2014 and 2013, no remuneration was paid by the Group to the directors of the Company or the four highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零一四年及二零一三年十二月三十一日止年度，本集團並無向董事或四名最高薪僱員支付酬金，以吸引彼等加入本集團或作為加入本集團之獎金或離職補償。

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15. Dividends**15. 股息**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Dividends recognised as distributions during the year:	年內確認為分派之股息：		
Final dividend in cash paid for year ended 31 December 2013 — HK cents 32.7 per share (2013: HK cents 27.6 per share paid for year ended 31 December 2012)	截至二零一三年十二月三十一日止年度以現金派付之末期股息 — 每股32.7港仙(二零一三年：派付截至二零一二年十二月三十一日止年度每股27.6港仙)	535,176	458,430
Interim dividend in cash paid for six months ended 30 June 2014 — HK cents 24.8 per share (2013: HK cents 26.4 per share paid for six months ended 30 June 2013)	截至二零一四年六月三十日止六個月以現金派付之中期股息 — 每股24.8港仙(二零一三年：派付截至二零一三年六月三十日止六個月每股26.4港仙)	404,087	436,068
Special interim dividend by way of a distribution in specie of shares of Lifestyle Properties (note)	以實物分派利福地產股份作為特別中期股息(附註)	—	393,809
		939,263	1,288,307

Note: On 29 July 2013, the Company declared a conditional special interim dividend in respect of the Distribution (see note 1), subject to the approval from the Stock Exchange for the assured entitlement to Lifestyle Properties Shares to be given by the Company to the shareholders by way of distribution in compliance with the requirements of Practice Note 15 of the Listing Rules and when the share offer of Lifestyle Properties becomes unconditional, which the approval from the Stock Exchange was obtained on 11 September 2013. On 12 September 2013, a total of 82,588,800 Lifestyle Properties Shares were distributed to the shareholders of the Company.

附註：於二零一三年七月二十九日，本公司已宣布就分派(見附註1)一項有條件特別中期股息，惟須聯交所批准就遵照上市規則第15項應用指引，本公司以分派方式給予股東利福地產股份配額權，及當股份配售將會成為無條件。而在二零一三年九月十一日聯交所之批准。於二零一三年九月十二日，合共82,588,800股之利福地產股份分派予本公司股東。

Subsequent to the end of the reporting period, final dividend of HK cents 34.3 (2013: HK cents 32.7) per share has been proposed by the directors of the Company which is subject to approval by the shareholders in the forthcoming general meeting.

於報告期間結束後，董事建議派付末期股息每股34.3港仙(二零一三年：32.7港仙)，惟須待股東於應屆股東週年大會批准。

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for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

16. Earnings per Share

The calculation of the basic and diluted earnings per share attributable to the ordinary shareholders of the Company is based on the following data:

16. 每股盈利

本公司普通股股東應佔每股基本及攤薄盈利乃按下列數據計算得出：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Earnings	盈利		
Profit for the year attributable to owners of the Company for the purposes of basic and diluted earnings per share	就計算每股基本及攤薄盈利而言之本公司擁有人應佔本年度溢利	2,143,994	2,448,247
		2014 二零一四年 '000 千股	2013 二零一三年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利而言之普通股加權平均數	1,635,103	1,656,084
Effect of dilutive potential ordinary shares issuable under the Company's share option scheme	本公司購股權計劃項下可予發行之潛在攤薄普通股之影響	173	2,718
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就計算每股攤薄盈利而言之普通股加權平均數	1,635,276	1,658,802

17. Investment Properties**17. 投資物業**

		Completed investment properties 已完成之 投資物業 HK\$'000 千港元
FAIR VALUE	公平值	
At 1 January 2013	於二零一三年一月一日	684,397
Additions during the year	年內添置	7,396
Increase in fair value recognised in profit or loss	於損益表確認之公平值增加	
— Realised gain on disposal	— 出售後之可變現收益	4
— Unrealised gain	— 未變現收益	6,487
Disposals	出售	(864)
Exchange adjustments	匯兌調整	19,333
At 31 December 2013	於二零一三年十二月三十一日	716,753
Additions during the year	年內添置	5,202
Decrease in fair value recognised in profit or loss	於損益表確認之公平值減少	
— Unrealised loss	— 未變現虧損	(3,053)
Exchange adjustments	匯兌調整	(18,499)
At 31 December 2014	於二零一四年十二月三十一日	700,403

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for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

17. Investment Properties (continued)

The carrying amount of investment properties shown above comprises:

	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Land in Hong Kong held under medium-term lease 於香港根據中期租約持有之土地	39,400	38,400
Land in the PRC held under medium-term lease 於中國根據中期租約持有之土地	661,003	678,353
	700,403	716,753

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The Group's investment properties situated in Harbin with carrying value of RMB277,500,000 (equivalent to approximately HK\$345,765,000) (2013: RMB277,000,000 (equivalent to approximately HK\$354,837,000)) has not yet obtained the legal document in respect of the real estate title certificate. Management of the Group considers there is no material legal impediment for the Group to obtain the real estate title certificate.

The fair value of the Group's investment properties situated in Hong Kong and the PRC at 31 December 2014 was determined by directors of the Company with reference to a valuation carried out by DTZ Debenham Tie Leung Limited ("DTZ"), an independent qualified professional valuer not connected to the Group whose address is 16/F., Jardine House, Central, Hong Kong, at 30 November 2014. DTZ is a member of the Hong Kong Institute of Surveyors.

The fair value of the Group's investment properties situated in Hong Kong at 31 December 2013 had been arrived at based on a valuation carried out on that date by Knight Frank Petty Limited ("Knight Frank"), an independent qualified professional valuer not connected to the Group whose address is 4/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong. Knight Frank is a member of the Hong Kong Institute of Surveyors.

17. 投資物業(續)

以上投資物業的賬面金額包括：

本集團以收取租金收入或以資本增值為目的的經營租賃下持有的物業權益採用公平值方式計量，並分類及入賬為投資物業。

集團於哈爾濱的投資物業仍未拿到房產證的法定文件，其淨值為人民幣277,500,000元(相當於約345,765,000港元)(二零一三年：人民幣277,000,000元(相當於約354,837,000港元))。集團管理層認為集團在申領房產證方面沒有重大的法律阻礙。

本集團位於香港與中國的投資物業於二零一四年十二月三十一日的公平值乃參考與本集團並無關連之獨立合資格專業估值師戴德梁行有限公司(「戴德梁行」)，地址為香港中環怡和大廈16樓於二零一四年十一月三十日進行之估值釐定。戴德梁行為香港測量師學會之會員。

本集團在香港的投資物業於二零一三年十二月三十一日的公平值由與本集團並無關連之獨立合資格專業估值師萊坊測計師行有限公司(「萊坊」)於該日對本集團的投資物業發出估值報告，地址為香港灣仔港灣道6-8號瑞安中心4字樓。萊坊測計師行有限公司為香港測量師學會之成員。

17. Investment Properties (continued)

The fair value of the Group's investment properties situated in the PRC at 31 December 2013 had been arrived at based on a valuation carried out on that date by Shanghai BDGH Chartered Valuation Surveyors Co., Ltd. ("BDGH"), an independent qualified professional valuer not connected to the Group whose address is Unit A407, Changzhi Building, No. 701 Dongchangzhi Road, Hongkou District, Shanghai, 200080, the PRC. BDGH is a member of The Royal Institute of Chartered Surveyors.

The fair value of the Group's investment properties situated in Hong Kong and the PRC at 31 December 2014 was determined by directors of the Company with reference to a valuation carried out by DTZ at 30 November 2014 and recent property market data of similar properties in the relevant locations. In the opinion of the directors of the Company, the fair value of these properties at 31 December 2014 approximates the fair value at 30 November 2014. The fair value of the Group's investment properties at 30 November 2014 was arrived at based on direct comparison method assuming sales of each property interests in their existing state and making references to comparable market observable transactions of similar properties in the same locations and conditions as available in the relevant market.

The fair value of the Group's investment properties situated in Hong Kong at 31 December 2013 carried out by Knight Frank was determined based on direct comparison method assuming sales of each property interests in their existing state and making references to comparable market observable transactions of similar properties in the same locations and conditions as available in the relevant market.

The fair value of the Group's investment properties situated in the PRC at 31 December 2013 carried out by BDGH were determined based on income method — direct capitalisation approach by capitalising future rental income derived from the property interest at an appropriate market yield for the remaining term of the land use rights of the properties.

The directors of the Company considered that the change in valuation technique with respect to those properties in the PRC at 31 December 2014 is appropriate as the valuation technique used in the current year is based on market price of similar properties and locations, and shall equally reflect the property value as compare to income approach used in the prior year which was based on adjusted market rentals and capitalisation rate. As 31 December 2014, the carrying amounts of those properties are approximately HK\$661,003,000 (2013: HK\$678,353,000).

17. 投資物業(續)

本集團位於中國的投資物業於二零一三年十二月三十一日的公平值乃基於與本集團並無關連之獨立合資格專業估值師上海八達國瑞房地產土地估價有限公司(「八達國瑞」, 地址為中國上海市虹口區東長治路701號(長治大樓)A407室, 郵編200080)於當日進行之估值釐定。八達國瑞是英國皇家特許測量師學會會員。

本集團位於香港及中國的投資物業於二零一四年十二月三十一日的公平值乃由本公司董事參考由戴德梁行於二零一四年十一月三十日進行之估值及同類就近物業於二零一四年十二月三十一日的市場近期數據而釐定。本公司董事認為該等物業於二零一四年十二月三十一日的公平值與於二零一四年十一月三十日的公平值相若。本集團的投資物業於二零一四年十一月三十日的公平值是以直接比較法假設每個物業權益在現狀出售及參考有關市場之相關地點及質素物業的可比銷售交易來釐定。

本集團位於香港的投資物業於二零一三年十二月三十一日由萊坊估算的公平值是以直接比較法假設每個物業權益在現狀出售及參考有關市場之相關地點及質素物業的可比銷售交易來釐定。

本集團位於中國之投資物業於二零一三年十二月三十一日由八達國瑞估算的公平值是按收入法 — 直接資本化法, 就估物業的土地使用權之剩餘年期內按適當市場收益率, 將物業權益的未來租金收入撥充資本而釐定。

本公司董事認為改變位於中國的物業於二零一四年十二月三十一日的公平值的估值方法是合適的。因為於本年度使用的估值方法是基於同類就近物業的市場價格釐定, 比起以經調整市場租金及資本化比率為基礎的直接資本化法, 能同樣地反映該物業的價值。於二零一四年十二月三十一日, 該等物業的賬面值為約661,003,000港元(二零一三年: 678,353,000港元)。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

17. Investment Properties (continued)

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

17. 投資物業(續)

下表載列該等投資物業公平值的釐定方法(尤其是估值方法及所使用參數)以及公平值等級, 根據公平等級, 公平值計量基於公平值計量參數的可觀察程度分為一至三級。

Carrying value of investment properties held by the Group 綜合財務狀況表內 本集團所持投資物業之賬面值	Fair value hierarchy 公平值 等級架構	Valuation technique(s) and key input(s) 估值方法 和主要輸入的數據	Significant unobservable input(s) 重大無法 觀察的輸入數據	Relationship of unobservable inputs to fair value 無法觀察的輸入數據 與公平值的關係
At 31 December 2014 二零一四年十二月三十一日				
Commercial property in Qingdao 青島商業物業 HK\$315,238,000 315,238,000港元	Level 3 第三級	Direct comparison method assuming sale in its existing state and by reference to comparable sales evidences as available in the relevant market. 以現狀出售及參考有關市場之可比銷售交易的直接比較法。 The key inputs are: 主要參數為: (1) Price per square metre; and 每平方米價格; 及 (2) Level adjustment 級別調整	Price per square metre, using market direct comparables and taking into account location and other individual factors such as environment, building facilities, levels, etc., which is ranging from RMB9,203/sq.m. to RMB13,876./sq.m. 按每平方米價格使用直接市場比較方法並經計入位置及個別因素如環境、物業設施、級別等各項因素, 為每平方米人民幣9,203元至人民幣13,876元。 Level adjustment on individual floors of the property range from 45% to 70% on specific levels. 物業各樓層的級別調整為個別層級的45%至70%。	The higher the price per square metre, the higher the fair value. 每平方米價格越高, 公平值越高。 The higher the level adjustment, the lower the fair value. 級別調整越高, 公平值越低。
Commercial property in Harbin 哈爾濱商業物業 HK\$345,765,000 345,765,000港元	Level 3 第三級	Direct comparison method assuming sale in its existing state and by reference to comparable sales evidences as available in the relevant market. 以現狀出售及參考有關市場之可比銷售交易的直接比較法。 The key inputs are: 主要參數為: (1) Price per square metre; and 每平方米價格; 及 (2) Level adjustment 級別調整	Price per square metre, using market direct comparables and taking into account location and other individual factors such as environment, building facilities, levels, etc., of RMB27,500/sq.m. 按每平方米價格使用直接市場比較方法並經計入位置及個別因素如環境、物業設施、級別等各項因素, 為每平方米人民幣27,500元。 Level adjustment on individual floors of the property range from 45% to 70% on specific levels. 物業各樓層的級別調整為個別層級的45%至70%。	The higher the price per square metre, the higher the fair value. 每平方米價格越高, 公平值越高。 The higher the level adjustment, the lower the fair value. 級別調整越高, 公平值越低。
Commercial properties in Hong Kong 香港商業物業 HK\$39,400,000 39,400,000港元	Level 2 第二級	Direct comparison method assuming sale in its existing state and by reference to comparable sales evidences as available in the relevant market. 以現狀出售及參考有關市場之可比銷售交易的直接比較法。	N/A 不適用	N/A 不適用

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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17. Investment Properties (continued)

17. 投資物業(續)

Carrying value of investment properties held by the Group 本集團所持投資物業之賬面值	Fair value hierarchy 公平值等級架構	Valuation techniques and key inputs) 估值方法 和主要輸入的數據	Significant unobservable input(s) 重大無法 觀察的輸入數據	Relationship of unobservable inputs to fair value 無法觀察的輸入數據 與公平值的關係
At 31 December 2013 二零一三年十二月三十一日				
Commercial property in Qingdao 青島商業物業 HK\$323,516,000 323,516,000港元	Level 3 第三級	Income method — Direct Capitalisation Approach 收入法 — 直接資本化方法 The key inputs are: 主要參數為: (1) Capitalisation rate; 資本化比率; (2) Daily unit rent; and 單位日租; 及 (3) Level adjustment 級別調整	Capitalisation rate, taking into account of the capitalisation of rental income potential, nature of the property, prevailing market condition, of 11%. 經計入資本化租金收入潛力、物業性質及當前市況，資本化比率為11%。 Daily unit rent, based on gross floor area using direct market comparables and taking into account time, location and individual factors such as road frontage, size of property and facilities, of RMB13.17/sq.m/day. 按總樓面面積的單位日租使用直接市場比較方法並經計入時間、位置及個別因素如臨街道路、物業及設施規模等各項因素，為每平方米人民幣13.17元。 Level adjustment on individual floors of the property range from 65% to 95% on specific levels. 物業各樓層的級別調整為個別層級的65%至95%。	The higher the capitalisation rate, the lower the fair value. 資本化比率越高，公平值越低。 The higher the daily unit rent, the higher the fair value. 單位日租越高，公平值越高。 The higher the level adjustment, the lower the fair value. 級別調整越高，公平值越低。
Commercial property in Harbin HK\$354,837,000 哈爾濱商業物業354,837,000港元	Level 3 第三級	Income method — Direct Capitalisation Approach 收入法 — 直接資本化方法 The key inputs are: 主要參數為: (1) Capitalisation rate; 資本化比率; (2) Daily unit rent; and 單位日租; 及 (3) Level adjustment 級別調整	Capitalisation rate, taking into account of the capitalisation of rental income potential, nature of the property, prevailing market condition, of 12%. 經計入資本化租金收入潛力、物業性質及當前市況，資本化比率為12%。 Daily unit rent, based on gross floor area using direct market comparables and taking into account of time, location and individual factors such as road frontage, size of property and facilities, of RMB15.48/sq.m/day. 按總樓面面積的單位日租使用直接市場比較方法並經計入時間、位置及個別因素如臨街道路、物業及設施規模等因素，為每平方米人民幣15.48元。 Level adjustment on individual floors of the property range from 50% to 95% on specific levels. 物業各樓層的級別調整為特定層級的50%至95%。	The higher the capitalisation rate, the lower the fair value. 資本化比率越高，公平值越低。 The higher the daily unit rent, the higher the fair value. 單位日租越高，公平值越高。 The higher the level adjustment, the lower the fair value. 級別調整越高，公平值越低。
Commercial properties in Hong Kong HK\$38,400,000 香港商業物業38,400,000港元	Level 2 第二級	Direct comparison method based on market observable transactions of similar properties and adjust to reflect the conditions and locations of the subject property. 基於同類物業市場可觀察交易與反映標的物業情況及位置的調整的直接比較法。	N/A 不適用	N/A 不適用

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for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

18. Property, Plant and Equipment

18. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Plant and machinery 廠房及 機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、固定 裝置及設備 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
COST 成本								
At 1 January 2013	於二零一三年一月一日	4,397,196	846,272	239,718	178,819	14,100	792,120	6,468,225
Exchange adjustment	匯兌調整	34,126	12,942	8,928	2,928	797	20,943	80,664
Additions	添置	7,523	1,940	22,256	12,128	2,948	1,068,749	1,115,544
Disposals	出售	-	(56)	-	(552)	(1,640)	-	(2,248)
Transfer	轉撥	1,341,544	50,960	111,636	-	-	(1,504,140)	-
At 31 December 2013	於二零一三年十二月三十一日	5,780,389	912,058	382,538	193,323	16,205	377,672	7,662,185
Exchange adjustment	匯兌調整	(86,042)	(13,642)	(5,561)	(1,746)	(177)	(4,861)	(112,029)
Additions	添置	-	124,030	45,531	72,575	6,996	482,625	731,757
Disposals	出售	-	(110,461)	(27,917)	(11,092)	(2,359)	-	(151,829)
Transfer	轉撥	-	17,270	-	-	-	(17,270)	-
At 31 December 2014	於二零一四年十二月三十一日	5,694,347	929,255	394,591	253,060	20,665	838,166	8,130,084
DEPRECIATION 折舊								
At 1 January 2013	於二零一三年一月一日	1,217,531	671,155	190,157	111,450	9,578	-	2,199,871
Exchange adjustment	匯兌調整	9,571	10,433	2,098	3,596	91	-	25,789
Provided for the year	年內折舊	109,999	76,849	19,352	18,762	1,593	-	226,555
Eliminated on disposals	出售時對銷	-	(14)	-	(428)	(1,049)	-	(1,491)
At 31 December 2013	於二零一三年十二月三十一日	1,337,101	758,423	211,607	133,380	10,213	-	2,450,724
Exchange adjustment	匯兌調整	(9,202)	(10,867)	(1,964)	(1,518)	(94)	-	(23,645)
Provided for the year	年內折舊	136,238	71,478	24,010	19,354	2,118	-	253,198
Eliminated on disposals	出售時對銷	-	(110,461)	(26,988)	(10,841)	(2,359)	-	(150,649)
At 31 December 2014	於二零一四年十二月三十一日	1,464,137	708,573	206,665	140,375	9,878	-	2,529,628
Net book values 賬面淨值								
At 31 December 2014	於二零一四年十二月三十一日	4,230,210	220,682	187,926	112,685	10,787	838,166	5,600,456
At 31 December 2013	於二零一三年十二月三十一日	4,443,288	153,635	170,931	59,943	5,992	377,672	5,211,461

Included in construction in progress is borrowing costs and prepaid lease payments capitalised during the year, amounting to HK\$161,814,000 (2013: HK\$176,077,000) and HK\$97,219,000 (2013: HK\$113,792,000), respectively.

在建工程包括年內已資本化之借貸成本及預付租賃款項，分別為161,814,000港元(二零一三年：176,077,000港元)及97,219,000港元(二零一三年：113,792,000港元)。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

18. Property, Plant and Equipment (continued)

The above items of property, plant and equipment, other than construction in progress, are depreciated after taking into account their estimated residual value, using straight-line method over the following useful lives:

Leasehold land and buildings	Over the shorter of lease terms or 40 years
Leasehold improvements	Over the shorter of lease terms or 5 years
Plant and machinery	5 to 10 years
Furniture, fixtures and equipment	5 years
Motor vehicles	5 years

18. 物業、廠房及設備(續)

除在建工程外，上述物業、廠房及設備項目乃扣除了其估計殘值後，以直線法按下列年率計算折舊：

租賃土地及樓宇	按租約年期或四十年 (以較短者為準)
租賃物業裝修	按租約年期或五年 (以較短者為準)
廠房及機器	五年至十年
傢俬、固定裝置及設備	五年
汽車	五年

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
The carrying amount of leasehold land and buildings comprises land and buildings:	租賃土地及樓宇賬面值包括以下土地及樓宇：		
— long lease in Hong Kong	— 位於香港受長期租約管轄	441,025	449,895
— medium-term lease in Hong Kong	— 位於香港受中期租約管轄	1,053,843	1,091,893
		1,494,868	1,541,788
— medium-term lease in the PRC	— 位於中國受中期租約管轄	2,735,342	2,901,500
		4,230,210	4,443,288

Please refer to note 39 for the details of pledge of assets.

以獲授貸款融資之詳細請參閱附註39。

19. Prepaid Lease Payments

The Group's prepaid lease payments comprise:

19. 預付租賃款項

本集團之預付租賃款項包括：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Leasehold land in the PRC Medium-term lease	位於中國之租賃土地 中期租約	4,345,426	4,592,274
Analysed for reporting purposes as:	就呈報目的分析為：		
Current portion	即期部份	94,504	95,052
Non-current portion	非即期部份	4,250,922	4,497,222
		4,345,426	4,592,274

Please refer to note 39 for the details of pledge of assets.

以獲授貸款融資之詳細請參閱附註39。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

20. Interests in Associates**20. 於聯營公司權益**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Unlisted, at cost	非上市·按成本	1,514,131	1,514,131
Discount arising on acquisition of additional interest in an associate in prior years	於過往年度收購一家聯營公司額外權益產生之折讓	114,556	114,556
Share of post-acquisition profits and other comprehensive income, net of dividends	應佔收購後之溢利及其他全面收入·扣除股息	1,297,636	1,053,501
		2,926,323	2,682,188

At 31 December 2014 and 2013, the Group had interests in the following associates:

於二零一四年及二零一三年十二月三十一日，本集團於下列聯營公司擁有權益：

Name of entity 實體名稱	Form of business structure 業務結構模式	Place/ country of establishment/ incorporation 註冊成立/ 註冊地點/國家	Principal place of operation 主要經營地點	Proportion of nominal value of issued capital/ registered capital held by the Group 本集團所持已發行股本/ 註冊股本面值比例		Proportion of voting power held 所持投票權比例		Principal activities 主要業務
				2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	
石家莊北國人百集團 有限責任公司 ("Beiren Group") (note 1) ([北人集團]) (附註1)	Incorporation 註冊成立	PRC 中國	PRC 中國	49%	49%	49%	49%	Investment holding of a group of companies engaging in the operation of department stores, supermarkets and property leasing 從事百貨店、超市及物業租賃業務之集團公司之投資控股
河北北國先天下廣場 有限責任公司 ("Future Mall") (note 2) ([先天下廣場]) (附註2)	Incorporation 註冊成立	PRC 中國	PRC 中國	48%	48%	48%	48%	Retailing business in the PRC 在中國從事零售業務
Dragon Sign Limited 龍信有限公司	Incorporation 註冊成立	Hong Kong 香港	PRC 中國	50%	50%	50%	50%	Investment holding of a company engaging in operation of restaurants in the PRC 在中國從事食肆經營之公司之投資控股

Notes:

- The Group's 60% owned subsidiary holds equity interest of 49% (2013: 49%) in Beiren Group.
- At 31 December 2014 and 2013, the Group's 60% owned subsidiary, Ample Sun Group Limited, held equity interest of 48% in Future Mall. In addition, 51% equity interest of Future Mall is being indirectly held by a non-wholly owned subsidiary of Beiren Group.

附註：

- 本集團持有60%權益之附屬公司持有北人集團49%(二零一三年:49%)股本權益。
- 於二零一四年十二月三十一日及二零一三年十二月三十一日，本集團持有60%權益之附屬公司益良集團有限公司持有先天下廣場48%股本權益。此外，51%的先天下廣場股權由北人集團非全資擁有之附屬公司間接擁有。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

20. Interests in Associates (continued)

The financial information in respect of the Group's associates is set out below:

20. 於聯營公司權益(續)

有關本集團聯營公司之財務資料如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Total assets	資產總額	13,328,133	12,663,618
Total liabilities	負債總額	8,585,409	8,422,550
Net assets	資產淨值	4,742,724	4,241,068
Group's share of associates' net assets	本集團應佔聯營公司資產淨值	2,926,323	2,682,188
Revenue	收益	18,009,301	17,887,103
Profit for the year	本年度溢利	436,484	441,643
Other comprehensive (expense) income	其他全面(支出)收入	(72,597)	67,950
Group's share of profit of associates for the year	本集團應佔聯營公司本年度溢利	347,157	349,554
Group's share of other comprehensive (expense) income of associates for the year	本集團應佔聯營公司本年度其他全面(支出)收入	(47,019)	42,593

Summarised financial information of material associates

Summarised financial information in respect of the Group's material associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

Beiren Group is the only material associate to the Group and it is accounted for using the equity method in these consolidated financial statements.

Beiren Group**重大聯營公司之財務資料概要**

有關本集團重大聯營公司之財務資料概要載列如下。以下財務資料概要呈列於聯營公司之財務報表之金額，是按照香港財務報告準則編制。

北人集團是本集團唯一重大的聯營公司，是採權益法於綜合財務報表入賬。

北人集團

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current assets	流動資產	7,593,760	7,434,613
Non-current assets	非流動資產	5,534,084	5,012,687
Current liabilities	流動負債	8,289,761	7,841,471
Non-current liabilities	非流動負債	102,439	373,161
Non-controlling interests	非控股權益	861,596	723,828

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

20. Interests in Associates (continued) Beiren Group (continued)

20. 於聯營公司權益(續) 北人集團(續)

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收益	17,896,887	17,767,637
Profit for the year	本年度溢利	437,804	439,699
Other comprehensive (expense) income for the year	本年度其他全面(支出)收入	(72,597)	67,950
Total comprehensive income for the year	本年度全面收入總額	365,207	507,649
Dividends received from the associate during the year	於年內從該聯營公司 之已收股息	56,003	24,839

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate in respect of Beiren Group recognised in the consolidated financial statements:

有關北人集團於綜合財務報表中確認聯營公司權益之賬面值與上述財務資料概述對賬：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Net assets of Beiren Group attributable to owners	擁有人應佔北人集團之資產淨值	3,874,048	3,508,840
Proportion of the Group's ownership interest in Beiren Group	本集團於北人集團按比例 擁有之權益	49%	49%
Add: Interest in Beiren Group through other subsidiaries of the Group	加：通過本集團其他附屬公司 於北人集團擁有之權益	1,898,284 1,024,499	1,719,332 958,656
Carrying amount of the Group's interest in Beiren Group	本集團於北人集團權益 之賬面值	2,922,783	2,677,988

Aggregate information of associates that are not individually material

非個別重大之聯營公司綜合資料

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
The Group's share of (loss) profit and total comprehensive (expense) income	本集團應佔(虧損)溢利 及全面(支出)收入總額	(660)	972
Aggregate carrying amount of the Group's interests in these associates	本集團於聯營公司權益 之總賬面值	3,540	4,200

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

21. Interest in a Joint Venture

At 31 December 2014 and 2013, the Group had interest in the following joint venture:

Name of entity	Form of business structure	Place of establishment/operation	Proportion of nominal value of issued capital held by the Group 本集團所持已發行股本面值比例	Proportion of voting power held 所持投票權比例	Principal activities
實體名稱	業務結構模式	成立/經營地點			主要業務
上海九百城市廣場有限公司 (Shanghai Joinbuy City Plaza Co., Ltd.)	Sino-foreign equity joint venture 中外合資合營企業	PRC 中國	50%	50%	Property holding and leasing 物業持有及租賃

The joint venture is accounted for using the equity method of accounting:

合資企業按權益會計法入賬：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Cost of unlisted investment in a joint venture	一家合資企業非上市投資之成本	433,104	433,104
Share of post-acquisition profits and other comprehensive income, net of dividends	分佔收購後之溢利及其他全面收入，扣除股息	36,511	53,127
Amount due from a joint venture	應收一家合資企業款項	469,615 87,220	486,231 -
		556,835	486,231

The amount due from a joint venture represents an entrusted loan to a joint venture of HK\$87,220,000 which carries fixed interest rate of 3.5% per annum. The management of the Group does not anticipate the repayment within one year from the end of the reporting period and hence the balance is classified as a non-current asset as at 31 December 2014.

應收一家合資企業款項代表借予合資企業，以固定年利率3.5%之委託貸款87,220,000港元。本集團管理層預期該貸款不會於報告末一年內償還，所以其結餘於二零一四年十二月三十一日分類為非流動資產。

21. 於一家合資企業權益

於二零一四年及二零一三年十二月三十一日，本集團於下列合資企業擁有權益：

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

21. Interest in a Joint Venture (continued)

The summarised financial information related to the Group's interest in the joint venture is set out below:

21. 於一家合資企業權益(續)

有關本集團於合資企業之權益之財務資料概述如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current assets	非流動資產	1,228,167	1,322,422
Current assets	流動資產	26,848	170,903
Current liabilities	流動負債	315,785	520,863
Cash and cash equivalents	現金及現金等價物	26,530	13,841
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債(不包括應付賬款及其他應付款項及撥備)	457,360	493,407
Income	收入	235,516	248,748
Expenses	開支	182,590	185,008
Profit for the year	本年度溢利	52,926	63,740
Other comprehensive (expense) income	其他全面(支出)收入	(14,174)	13,700
Total comprehensive income for the year	本年度全面收入總額	38,752	77,440
Dividend income recognised by the Group during the year	年內本集團已確認之股息收入	35,992	35,601
Group's share of profit of the joint venture	本集團應佔合資企業溢利	26,463	31,870
Group's share of other comprehensive (expense) income of the joint venture	本集團應佔合資企業其他全面(支出)收入	(7,087)	6,850

The above profit for the year includes the following:

以上本年度溢利包括以下項目：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Depreciation and amortisation	折舊及攤銷	-	-
Interest income	利息收入	110	238
Interest expense	利息支出	14,437	15,989
Income tax expense	所得稅支出	28,910	26,333

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

21. Interest in a Joint Venture (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in the consolidated financial statements:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Net assets of the joint venture	合資企業之資產淨值	939,230	972,462
Proportion of the Group's ownership interest	本集團擁有權益比例	50%	50%
Carrying amount of the Group's interest in the joint venture	本集團於合資企業權益之賬面值	469,615	486,231

21. 於一家合資企業權益(續)

上述財務資料概述和綜合財務報表中於合資企業權益之賬面值對賬：

22. Inventories**22. 存貨**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Merchandise held for resale	持有作轉售商品	86,419	80,339

23. Trade and Other Receivables**23. 應收賬款及其他應收款項**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade receivables	應收賬款	84,640	88,841
Less: Allowance for doubtful debts	減：呆賬撥備	(2,209)	(3,135)
Prepayments	預付賬款	82,431	85,706
Deposits paid	已付按金	47,073	52,357
Value added tax ("VAT") receivable	應收增值稅	43,105	26,131
Consideration receivable for disposal of a subsidiary (note 36(a))	出售一家附屬公司應收作價(附註36(a))	93,938	68,162
Dividend receivable from an associate	應收聯營公司之股息	-	349,964
Others	其他	32,894	-
		68,325	75,393
Total trade and other receivables	應收賬款及其他應收款項總額	367,766	657,713

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

23. Trade and Other Receivables (continued)

The Group's retail sales to customers are mainly made in cash, through debit card or credit card payments without a defined credit policy. Its major trade receivables arise from credit card sales and the receivables from concessionaire income are normally settled 30 days in arrears. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date, which approximates the respective revenue recognition dates:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0-30 days	0日至30日	76,021	79,822
31-60 days	31日至60日	4,342	4,783
61-90 days	61日至90日	628	517
Over 90 days	超過90日	1,440	584
		82,431	85,706

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$2,068,000 (2013: HK\$1,101,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivables is 90 days (2013: 90 days).

Aging of trade receivables which are past due but not impaired

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
61-90 days	61日至90日	628	517
Over 90 days	超過90日	1,440	584
		2,068	1,101

The Group has not provided fully for all receivables over 90 days because historical experience is such that receivables are recoverable from the relevant debtors.

Movement in the allowance for doubtful debts on trade receivables

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Balance at beginning of the reporting period	報告期初結餘	3,135	2,091
Impairment loss recognised	已確認之減值虧損	116	1,044
Reversal of impairment loss recognised	已確認之減值虧損撥回	(1,042)	-
Balance at the end of the reporting period	報告期終結餘	2,209	3,135

23. 應收賬款及其他應收款項(續)

本集團向顧客作出的零售銷售主要以現金、透過記賬卡或信用卡付款，並無既定信貸政策。本集團主要應收賬款來自信用卡銷售及通常於三十日內收回應收特許經營商收入賬款。以下為於報告期間結算日應收賬款(扣除呆賬撥備)根據發票日期之賬齡分析。

本集團應收賬款結餘包括賬面總值2,068,000港元(二零一三年: 1,101,000港元)之應收款，該等應收款於報告日期逾期尚未收回，而本集團未曾作出減值虧損撥備。本集團並無就該等結餘持有任何抵押品。該等應收款項之平均賬齡為90日(二零一三年: 90日)。

逾期但未減值之應收賬款的賬齡如下

本集團並未就所有超過90日的應收款作全數撥備，原因為根據過往經驗，集團可從有關債務人收回該等應收款。

應收賬款呆賬撥備變動

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

24. Amount due from (to) a Joint Venture

At 31 December 2014, the amount due from a joint venture represents prepaid rental and management fee to a joint venture. The amount is unsecured, non-interest bearing and repayable on demand.

At 31 December 2013, the amount due from a joint venture included an entrusted loan to a joint venture of HK\$102,480,000 which carried fixed interest rate of 3.5% per annum, and repayable within one year. The remaining balance of HK\$128,090,000 was unsecured, non-interest bearing and repayable on demand.

At 31 December 2013, the amount due to a joint venture represented an entrusted loan from a joint venture which carried at fixed interest rate of 0.5% per annum and repayable within one year.

25. Financial Assets at Fair Value through Profit or Loss**24. 應收(應付)一家合資企業款項**

於二零一四年十二月三十一日，應收一家合資企業之款項包括預付租金及合資企業之管理費。此款項為無抵押、免息及須於要求時償還。

於二零一三年十二月三十一日，應收一家合資企業之款項包括借予一家合資企業之委託貸款102,480,000港元，其固定年利率為3.5%，及於一年內還款。餘下結餘128,090,000港元，為無抵押、免息及須於要求時償還。

於二零一三年十二月三十一日，應付一家合資企業之款項代表由一家合資企業借出之委託貸款，其固定年利率0.5%，及於一年內償還。

25. 按公平值計入損益之金融資產

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Financial assets at FVTPL:	按公平值計入損益之金融資產		
— listed equity securities in Hong Kong	— 於香港上市股票	263,290	345,235
— listed equity securities in Singapore	— 於新加坡上市股票	10,096	22,375
— listed equity securities in London	— 於倫敦上市股票	—	3,015
— listed equity securities in New York	— 於紐約上市股票	129,033	109,521
— listed equity securities in Tokyo	— 於東京上市股票	93,302	95,497
— listed debt securities (note a)	— 上市債券(附註a)	830,745	1,087,027
— listed investment funds	— 上市投資基金	1,224,957	643,673
— unlisted securities (note b)	— 非上市證券(附註b)	1,292,805	988,917
— unlisted equity investment (note c)	— 非上市股本投資(附註c)	50,660	50,660
— written put options (note d)	— 認沽期權(附註d)	4,676	—
		3,899,564	3,345,920

Notes:

- (a) The listed debt securities mainly represent investment in corporate bonds which are mainly listed in Hong Kong and Singapore.
- (b) The unlisted securities mainly include certificates of deposit with carrying amount of HK\$779,075,000 (2013: HK\$393,878,000), hedge funds with carrying amount of HK\$160,937,000 (2013: HK\$396,419,000), investment portfolios managed by financial institutions with carrying amount of HK\$322,118,000 (2013: HK\$169,753,000) and debt securities with carrying amount of HK\$30,675,000 (2013: HK\$28,867,000).

附註:

- (a) 上市債券主要指在香港及新加坡上市之企業債券投資。
- (b) 非上市債券主要包括賬面值為779,075,000港元存款證(二零一三年: 393,878,000港元)，賬面值為160,937,000港元對沖基金(二零一三年: 396,419,000港元)，由金融機構管理賬面值為322,118,000港元投資組合(二零一三年: 169,753,000港元)及賬面值為30,675,000港元(二零一三年: 28,867,000港元)債券。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

25. Financial Assets at Fair Value through Profit or Loss (continued)

Notes: (continued)

- (c) At 31 December 2014 and 31 December 2013, the unlisted equity investment in the PRC represents the Group's 10% equity interest in Shenyang Jiajian. The fair value is determined by reference to the fair value of the underlying property assessed by the management of the Group and after adjusting for lack of marketability of the investment.
- (d) The written put options are derivative financial instruments. The Group acts as the writer of the put option and is obligated to settle the difference between a predetermined level ("Strike") and the final settlement price of the underlying assets on or before a specific future date ("Expiration Date") based on the level of underlying assets, which are EURO STOXX 50 Index and S&P 500 ETF Trust. The amount of written put options represents investment portfolios comprises (i) an amount of approximately HK\$7,654,000 represents the premium received for the written put option; net of (ii) obligation payables measured at fair value for the outstanding written put options amounted to approximately HK\$2,978,000. The obligation payables for the outstanding written put options represent the quoted prices in the over-the-counter markets, after considering the market volatility as at 31 December 2014. The details of the written put options are as follows:

Underlying assets 相關資產	Strike 行使價	Quantities 數量	Expiration Date 到期日
EURO STOXX 50 Index 歐洲斯托克50指數	2,750 to 3,000 points 2,750點至3,000點	681	16 January 2015 to 20 March 2015 二零一五年一月十六日至 二零一五年三月二十日
S&P 500 ETF Trust 標準普爾500指數基金	US\$180 to US\$200 180美元至200美元	51,500	16 January 2015 to 20 March 2015 二零一五年一月十六日至 二零一五年三月二十日

At 31 December 2014, financial assets at FVTPL with carrying amount of HK\$1,790,881,000 (2013: HK\$1,393,922,000) have been pledged as security for short-term loan facilities granted to the Group.

25. 按公平值計入損益之金融資產(續)

附註：(續)

- (c) 於二零一四年十二月三十一日及二零一三年十二月三十一日，在中國非上市股本證券為瀋陽佳建尚餘之10%權益。其公平值取決於瀋陽佳建擁有的投資物業之公平值及因相關投資欠缺市場流通性而作出之調整。
- (d) 認沽期權屬金融衍生工具。本集團作為歐洲斯托克50指數之認沽期權及標準普爾500指數之場外易認沽期權的賣方，有責任在特定的未來日期(到期日)或之前根據有關資產水平(即歐洲斯托克50指數及標準普爾500指數基金)，結清預定水平(行使價)與最終結算價之間的差額。認沽期權的金額代表之投資組合包括：(i) 認沽期權的已收溢價為約7,654,000港元；減(ii) 未行使認沽期權之應付債務(以公平值計量)，為約2,978,000港元。未行使認沽期權之應付債務為經考慮於二零一四年十二月三十一日之市場波動後場外交易之報價。認沽期權的詳情如下：

於二零一四年十二月三十一日，賬面值為1,790,881,000港元(二零一三年：1,393,922,000港元)之按公平值計入損益之金融資產以抵押作為獲取授予本集團短期融資額度。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

26. Bank Balances and Cash

At the end of the reporting period, bank balances and cash comprised mainly short-term deposits with original maturity within three months which carry interests at prevailing market rates ranging from 0.01% to 4.9% per annum (2013: 0.01% to 3.3% per annum).

Included in bank balances and cash are the following amounts denominated in currency other than functional currencies of the relevant group entities:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
US\$	美元	1,711,606	2,486,354
RMB	人民幣	1,345,337	1,234,161

26. 銀行結存及現金

於報告期間結算日，銀行結存及現金主要包括按現行市場利率計息(年利率介乎0.01厘至4.9厘)(二零一三年：年利率介乎0.01厘至3.3厘)的於三個月內到期之短期存款。

銀行結存及現金包括下列以相關集團實體功能貨幣以外貨幣計算的款項：

27. Trade and Other Payables

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Trade payables	應付賬款	287,361	286,140
Construction payables	應付工程款	275,361	407,476
Concessionaire sales payable	應付特許專櫃銷售款項	1,180,877	1,235,160
Deferred income	遞延收益	289,483	224,530
Rental deposits received	已收租賃按金	67,842	65,304
Accrued expenses	應計支出	248,770	186,946
VAT payable	應付增值稅	20,720	32,342
Interest payables	應付利息	109,323	110,620
Others	其他	128,668	142,102
		2,608,405	2,690,620

27. 應付賬款及其他應付款項

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

以下為於報告期間結算日應付賬款根據發票日期之賬齡分析。

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
0-30 days	0日至30日	225,924	238,868
31-60 days	31日至60日	54,415	41,351
61-90 days	61日至90日	2,298	3,728
Over 90 days	超過90日	4,724	2,193
		287,361	286,140

The average credit period of trade payables and concessionaire sales payable is within 45 days from invoice date. All concessionaire sales payable are aged within 45 days from invoice date. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

應付賬款及應付特許專櫃銷售款項之平均信貸期為由發票日期計起45日以內。所有應付特許專櫃銷售款項之賬齡均為由發票日期計起45日以內。本集團設有財務風險管理政策，確保所有應付款項於信貸期限內支付。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

28. Bank Borrowings**28. 銀行借貸**

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Bank borrowings comprised bank loans and analysed as:	銀行借貸由銀行貸款組成，並按以下分析：		
Secured	有抵押	4,354,412	4,304,717
Unsecured	無抵押	-	371,490
		4,354,412	4,676,207
Carrying amount repayable based on contractual repayment dates:	按合約中償還日期分類之應償還賬面值：		
Within one year*	一年內償還*	2,004,388	1,857,774
More than one year, but not exceeding two years	一年後但不超過兩年	1,980,413	720,621
More than two years, but not exceeding three years	兩年後但不超過三年	166,513	1,956,031
More than three years, but not exceeding four years	三年後但不超過四年	12,460	141,781
More than four years, but not exceeding five years	四年後但不超過五年	12,460	-
After five years	超過五年	178,178	-
		4,354,412	4,676,207
Less: Amount due within one year shown under current liabilities	減：列入流動負債於一年內到期之款項	(2,004,388)	(1,857,774)
Amount due after one year	一年後到期之款項	2,350,024	2,818,433

* Bank borrowings amounted to approximately HK\$1,268.0 million (2013: HK\$942.4 million) contain repayment on demand clause.

* 銀行借款總額為約1,268,000,000元(二零一三年：942,400,000港元)，已包括須於要求時償還條款。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

28. Bank Borrowings (continued)

Fixed/variable rate borrowings comprise:

28. 銀行借貸(續)

固定利息/浮息借貸包括:

		Carrying amount 賬面值	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
HK\$ bank loans at HIBOR + 1.22% per annum (2013: HIBOR + 1.22% per annum) ⁽¹⁾	港元銀行貸款，按香港銀行同業拆息加年息1.22厘計息(二零一三年：按香港銀行同業拆息加年息1.22厘計息) ⁽¹⁾	2,401,920	2,868,960
US\$ bank loans at London Interbank Offered Rate ("LIBOR") + 0.5% per annum to LIBOR + 0.65% per annum (2013: LIBOR + 0.5% per annum) ⁽²⁾	美元銀行貸款，按倫敦銀行同業拆息加年息0.5厘至0.65厘計息(二零一三年：按倫敦銀行同業拆息加年息0.5厘計息) ⁽²⁾	968,600	407,929
Euro bank loans at Euro Interbank Offered Rate + 0.65% per annum (2013: LIBOR + 0.5% per annum) ⁽²⁾	歐羅銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息(二零一三年：按倫敦銀行同業拆息加年息0.5厘計息) ⁽²⁾	209,798	346,973
Great Britain Pound bank loans at LIBOR + 0.65% per annum (2013: LIBOR + 0.5% per annum) ⁽²⁾	英鎊銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息(二零一三年：按倫敦銀行同業拆息加年息0.5厘計息) ⁽²⁾	4,919	66,669
Singapore Dollar bank loans at Singapore Interbank Offered Rate + 0.65% per annum (2013: LIBOR + 0.5% per annum) ⁽²⁾	新加坡元銀行貸款，按新加坡銀行同業拆息加年息0.65厘計息(二零一三年：按新加坡銀行同業拆息加年息0.5厘計息) ⁽²⁾	12,071	28,493
Japanese Yen bank loans at LIBOR + 0.65% per annum (2013: LIBOR + 0.5% per annum) ⁽²⁾	日元銀行貸款，按倫敦銀行同業拆息加年息0.65厘計息(二零一三年：按倫敦銀行同業拆息加年息0.5厘計息) ⁽²⁾	72,591	92,320
Other RMB bank loans ⁽³⁾	其他人民幣銀行貸款 ⁽³⁾	684,513	864,863
Total bank borrowings	銀行借貸總額	4,354,412	4,676,207

(1) Repayable in one to two years (2013: one to three years) and interest rates will be repriced every one month to three months.

(2) Repayable in one year and interest rates will be repriced every week, one month or three months.

(3) Included in RMB bank loans were amounts of HK\$684,513,000 (2013: HK\$493,373,000) which were repayable within three to ten years (2013: four years) and the loans carried interest with reference to The People's Bank of China Standard Loan Rate. The remaining RMB bank loans at 31 December 2013 carried at fixed interest rate of 3.5% per annum and repayable within one year.

(1) 須於一年至二年(二零一三年：一年至三年)內償還，而利率每隔一至三個月重新定價。

(2) 須於一年內償還，而利率將每一星期、一個月及三個月重新定價。

(3) 人民幣銀行貸款當中包括684,513,000港元(二零一三年：493,373,000港元)之貸款，須於三至十年(二零一三年：四年)內償還，而有關貸款之利息以參考中國人民銀行制定之金融機構基準貸款利率為基準。於二零一三年十二月三十一日，其餘的人民幣銀行貸款則維持於年息3.5厘之固定利率及須於一年內償還。

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for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

28. Bank Borrowings (continued)

The ranges of effective interest rates of the borrowings are also equal to contracted interest rates ranging from 1.92% to 1.98% (2013: 1.95% to 2.01%) per annum.

At the end of the reporting period, the Group has undrawn borrowing facilities as follows:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Floating rate	浮息		
— expiring beyond one year	— 一年後到期	5,875,598	2,662,143

28. 銀行借貸(續)

借貸實際利率幅度介乎年息1.92厘至1.98厘(二零一三年: 1.95厘至2.01厘), 亦與訂約利率相同。

於報告期間結算日, 本集團之未提取銀行融資額度如下:

29. Derivative Financial Liabilities

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Other derivatives (not under hedge accounting): 其他衍生工具 (不根據對沖會計):			
Interest rate swaps	利率掉期	1,857	1,172
Foreign currency forward contracts	外匯遠期合約	5,450	11,408
		7,307	12,580

29. 衍生金融負債

Major terms of the interest rate swaps are as follows:

利率掉期的主要條款如下:

Notional amount 名義金額	Maturity 到期日	Pay fixed 支付固定利息之利率	Receiving floating 收取浮動利息之利率
At 31 December 2013 and 2014 於二零一四年及二零一三年十二月三十一日			
US\$3,000,000 3,000,000 美元	20 May 2021 二零二一年五月二十日	3.23% 3.23 厘	LIBOR 倫敦銀行同業拆息

Note: The Group will pay fixed interest on the notional amount semi-annually and receive floating interest on the notional amount quarterly based on the interest rate swaps contracts.

附註: 本集團將於每半年按名義金額支付固定利息和按利率掉期合約以名義金額收取季度浮動利息。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

29. Derivative Financial Liabilities (continued)

Major terms of the foreign currency forward contracts are as follows:

Notional amount 名義金額	Maturity 到期日	Pay fixed 支付固定利息 之利率	Receiving floating 收取浮動利息 之利率	Exchange rates 匯率
At 31 December 2014 於二零一四年十二月三十一日				
Buy US\$50,040,617 買 50,040,617 美元	13 May 2015 二零一五年 五月十三日	1.50% 1.5厘	LIBOR 倫敦銀行同業拆息	US\$1: RMB6.155 1美元兌6.155人民幣
Buy US\$49,842,302 買 49,842,302 美元	6 March 2015 二零一五年三月六日	1.20% 1.2厘	LIBOR 倫敦銀行同業拆息	US\$1: RMB6.1193 1美元兌6.1193人民幣
At 31 December 2013 於二零一三年十二月三十一日				
Buy US\$50,040,617 買 50,040,617 美元	13 May 2015 二零一五年 五月十三日	1.50% 1.5厘	LIBOR 倫敦銀行同業拆息	US\$1: RMB6.155 1美元兌6.155人民幣

Note: The Group will pay fixed interest on the notional amount annually and receive floating interest on the notional amount quarterly based on the foreign currency forward contracts.

These interest rate swaps contracts and foreign currency forward contracts can be terminated by the Group at any time before the maturity date.

外幣遠期合約的主要條款如下：

附註：本集團根據外幣遠期合約而每年支付名義金額之固定利息並每季度收取名義金額之浮動利息。

本集團可以於到期日前終止該等掉期合約和外幣遠期合約。

30. Bonds

30. 債券

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Carrying amount repayable: More than two years, but not more than five years	應償還賬面值： 兩年後但不超過五年	3,872,528	3,871,494
After five years	超過五年	2,296,940	2,293,982
		6,169,468	6,165,476
US\$500,000,000 bond carries fixed coupon rate of 5.25% per annum, payable semi-annually with maturity up until January 2017	500,000,000 美元債券，固定票面年利率為 5.25%，每半年派發一次，直至二零一七年一月到期為止	3,872,528	3,871,494
US\$300,000,000 bond carries fixed coupon rate of 4.25% per annum, payable semi-annually with maturity up until October 2022	300,000,000 美元債券，固定票面年利率為 4.25%，每半年派發一次，直至二零二二年十月到期為止	2,296,940	2,293,982
		6,169,468	6,165,476

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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30. Bonds (continued)

In January and March 2012, LS Finance (2017) Limited, the wholly owned subsidiary of the Company, concluded public offering of the bonds of US\$350,000,000 and US\$150,000,000 respectively (equivalent to approximately HK\$3,875,000,000 in aggregate). The bonds carry fixed coupon rate of 5.25% per annum, payable semi-annually in arrears. The first tranche bond, issued at discount, carries effective interest rate of 5.54% per annum, whereas the second tranche, issued at premium, carries effective interest rate of 4.70% per annum. The principal amount of the bonds issued under the first and second tranche are repayable 5 years from the date of issue of the first tranche of the bonds, i.e. January 2017 and unconditionally and irrevocably guaranteed by the Company.

In October 2012, LS Finance (2022) Limited, another wholly owned subsidiary of the Company, concluded public offering of the bonds of US\$300,000,000 (equivalent to approximately HK\$2,325,000,000). The bonds carry fixed coupon rate of 4.25% per annum, payable semi-annually in arrears. The bond, issued at discount, carries effective interest rate of 4.43% per annum. The principal amount of the bonds is repayable 10 years from the date of issue of the bonds, i.e. October 2022 and unconditionally and irrevocably guaranteed by the Company.

The purpose of the bonds is to satisfy funding requirements for the capital expenditures relating to new department store projects in the PRC. The bonds are subject to redemption, in whole but not in part, at their principal amounts, together with interest accrued to the date of redemption, at the option of LS Finance (2017) Limited and LS Finance (2022) Limited at any time in the event of certain changes affecting taxes of the British Virgin Islands and the Cayman Islands. The Bonds also contain a provision for redemption at the option of the bondholders at 101% of the principal amount of each bond, together with interest accrued to the date for redemption, upon a change of controlling shareholder with respect to LS Finance (2017) Limited or LS Finance (2022) Limited.

30. 債券(續)

於二零一二年一月及三月，本集團的全資附屬公司LS Finance (2017) Limited已發行分別為350,000,000美元及150,000,000美元之債券(總額等值約為3,875,000,000港元)。債券之固定票面年利率為5.25%，每半年支付一次。第一批債券以折讓價發行，實際年利率為5.54%，而第二批債券則以溢價發行，實際年利率為4.70%。第一批與第二批債券的本金將會以第一批債券之發行日期計起的五年後償還，即二零一七年一月，並且是由本集團無條件及不可撤回地作擔保。

於二零一二年十月，本集團的全資附屬公司LS Finance (2022) Limited已發行300,000,000美元之債券(等值約為2,325,000,000港元)。債券之固定票面年利率為4.25%，每半年支付一次。債券以折讓價發行，實際年利率為4.43%。債券的本金將會在以債券之發行日期計起的十年後償還，即二零二二年十月，並且是由本集團無條件及不可撤回地作擔保。

發行債務的主要目的是符合在中國發展新百貨公司項目所導致之資本開支的資金需求。當任何時間出現改變而影響英屬維爾京群島和開曼群島的稅收時，LS Finance (2017) Limited和LS Finance (2022) Limited有權選擇贖回全部而非部分的債券之本金連同直至贖回日的應付利息。另外，當LS Finance (2017) Limited和LS Finance (2022) Limited的控股股東有變化的時候，債券持有人可選擇以債券之本金連同直至贖回日的應付利息的101%贖回債券。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

31. Deferred Tax Liabilities

The following are the major deferred tax liabilities recognised and movements thereon during the current and prior years:

31. 遞延稅項負債

以下為本集團確認之主要遞延稅項負債以及於本年度及過往年度的變動：

		Property, plant and equipment	EIT on fair value change of investment properties	LAT	Distributable profits of PRC subsidiaries, associates and joint venture	Total
		物業、廠房及 設備／投資 物業	按投資物業 公平值變動 應計的 企業所得稅	土地增值稅	中國附屬公司、 聯營公司及 合資企業 之可分配利潤	總計
		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
		(note)	(note)	(note)		
		(附註)	(附註)	(附註)		
At 1 January 2013	於二零一三年一月一日	18,198	56,774	204,035	22,841	301,848
(Credit) charge to profit or loss (note 12)	(扣抵)扣除自損益 (附註12)	(1,710)	4,547	(95,485)	20,621	(72,027)
Released upon dividends declared (note 12)	宣派股息後解除 (附註12)	-	-	-	(18,380)	(18,380)
At 31 December 2013	於二零一三年十二月 三十一日	16,488	61,321	108,550	25,082	211,441
Exchange adjustments	匯率調整	-	(1,676)	(2,964)	-	(4,640)
Charge to profit or loss (note 12)	扣除自損益 (附註12)	25,994	-	-	21,879	47,873
Released upon dividends declared (note 12)	宣派股息後解除 (附註12)	-	-	-	(16,705)	(16,705)
At 31 December 2014	於二零一四年 十二月三十一日	42,482	59,645	105,586	30,256	237,969

Note: The amounts represent deferred tax liabilities recognised in relation to accelerated tax depreciation of property, plant and equipment, LAT and EIT on fair value changes of investment properties located in the PRC.

附註：該金額代表物業、廠房及設備之加快稅項折舊及位於中國之投資物業的公平值變動之應計土地增值稅及企業所得稅之確認遞延稅項負債。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

31. Deferred Tax Liabilities (continued)

Under the EIT Law, withholding tax is imposed on dividends in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation of HK\$21,879,000 (2013: HK\$20,621,000) in respect of distributable profit of PRC entities amounting of HK\$235,370,000 (2013: HK\$206,214,000) have been provided during the year ended 31 December 2014. At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised was HK\$213,628,000 (2013: HK\$168,105,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

At the end of the reporting period, the Group has unused tax losses of approximately HK\$650.6 million (2013: HK\$493.9 million) available for offset against future profits. No deferred tax asset has been recognised in respect of tax losses for both years due to unpredictability of future profit streams. The tax losses in Hong Kong may be carried forward indefinitely. The unrecognised tax losses arising from subsidiaries operated in the PRC will expire as follows:

Tax losses expiring in	稅項虧損到期之年份	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
2014	二零一四年	-	33,653
2015	二零一五年	21,556	30,952
2016	二零一六年	20,951	80,355
2017	二零一七年	23,096	23,096
2018	二零一八年	76,161	76,161
2019	二零一九年	181,498	-
		323,262	244,217

During the year ended 31 December 2014, approximately HK\$32.9 million (2013: HK\$35.1 million) tax losses expired.

31. 遞延稅項負債(續)

根據企業所得稅法，從二零零八年一月一日起開始就中國附屬公司所賺取的利潤之股息徵收預扣稅。於二零一四年十二月三十一日止年度，中國實體可分派利潤21,879,000港元(二零一三年：20,621,000港元)所確認之遞延稅項為235,370,000港元(二零一三年：206,214,000港元)。於報告期末，就附屬公司未分派之利潤產生的累計暫時性差異並沒有確認為遞延負債，為213,628,000港元(二零一三年：168,105,000港元)。就以上差異沒有任何負債已被確認，因為本集團有能力控制暫時性差異撥回的時間，這種差異有可能不會在可預見的將來撥回。

於報告期間結算日，本集團有未動用稅項虧損約650,600,000港元(二零一三年：493,900,000港元)可用作抵銷日後溢利。由於日後溢利來源難以預測，故此去年及今年均並無就此稅項虧損確認遞延稅項資產。香港的所有稅項虧損均可無限期結轉。而在中國經營的附屬公司產生之未確認稅項虧損將會於下列年份到期：

截至二零一四年十二月三十一日止年度，約32,900,000港元(二零一三年：35,100,000港元)之稅項虧損已經過期。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

32. Amount Due to a Non-Controlling Shareholder of Subsidiaries

The amount is unsecured and interest free. The non-controlling shareholder of subsidiaries agreed not to demand for repayment within one year from the end of the reporting period.

32. 應付附屬公司一名非控股股東之款項

該款項為無抵押及免息。附屬公司之非控股股東同意不會要求在報告期末後一年內償還款項。

33. Share Capital

Details of the changes in the Company's share capital during both years are as follows:

33. 股本

截至去年及今年，本公司之股本變動詳情如下：

		Number of shares 股份數目	Amount 款項 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.005 each as at 1 January 2013, 31 December 2013 and 31 December 2014	於二零一三年一月一日、 二零一三年十二月三十一日 及二零一四年十二月三十一日 每股面值0.005港元之普通股	4,000,000,000	20,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2013	於二零一三年一月一日	1,664,921,500	8,325
Exercise of share options — ordinary shares of HK\$0.005 each	行使購股權 — 每股面值 0.005港元之普通股	2,925,000	15
Shares repurchased	購回之股份	(17,505,500)	(88)
At 31 December 2013	於二零一三年十二月三十一日	1,650,341,000	8,252
Exercise of share options — ordinary shares of HK\$0.005 each (note a)	行使購股權 — 每股面值 0.005港元之普通股(附註a)	2,310,000	11
Shares repurchased (note b)	購回之股份(附註b)	(23,266,000)	(116)
At 31 December 2014	於二零一四年十二月三十一日	1,629,385,000	8,147

Notes:

附註：

(a) During the year, 22,000 shares (2013: 433,000 shares) of HK\$0.005 each were issued at HK\$6.16 per share (2013: HK\$6.16 per share) upon exercise of the 2005 share option under the 2004 Share Option Scheme (as defined under note 34) and 2,288,000 shares (2013: 2,492,000 shares) of HK\$0.005 each were issued at HK\$6.40 per share (2013: HK\$6.40 per share) upon exercise of the 2009 share option under the 2009 Share Option Scheme (as defined under note 34) of the Company by share option holders and all these shares rank pari passu with other ordinary shares of the Company in all respects.

(a) 年內，本公司於購股權持有人行使根據二零零四年之購股權計劃的二零零五年購股權及根據二零零九年之購股權計劃的二零零九年購股權(定義見附註34)時分別按每股6.16港元(二零一三年：每股6.16港元)發行22,000股(二零一三年：433,000股)每股面值0.005港元之股份及按每股6.40港元(二零一三年：每股6.40港元)發行2,288,000股(二零一三年：2,492,000股)每股面值0.005港元之股份，所有該等股份於各方面均與本公司其他普通股享有同等權益。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

33. Share Capital (continued)

Notes: (continued)

- (b) During the year, the Company repurchased its own shares on the Stock Exchange as follows:

Month of repurchased 回購月份	Total number of ordinary shares repurchased 回購之普通股 股份總數目	Price per share 每股作價		Aggregate consideration paid 總支付金額 HK\$'000 千港元	
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元		
February 2014	二零一四年二月	1,271,500	15.54	15.24	19,499
March 2014	二零一四年三月	11,258,500	15.48	14.48	168,880
April 2014	二零一四年四月	5,216,500	16.06	14.94	81,414
May 2014	二零一四年五月	3,278,500	15.26	14.66	49,263
June 2014	二零一四年六月	2,241,000	15.12	14.78	33,557
		23,266,000			352,613

In prior year, the Company repurchased its own shares on the Stock Exchange as follows:

Month of repurchased 回購月份	Total number of ordinary shares repurchased 回購之普通股 股份總數目	Price per share 每股作價		Aggregate consideration paid 總支付金額 HK\$'000 千港元	
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元		
April 2013	二零一三年四月	6,882,000	17.42	16.92	118,530
May 2013	二零一三年五月	3,951,000	17.30	15.92	64,892
June 2013	二零一三年六月	3,296,500	17.50	15.88	54,469
September 2013	二零一三年九月	63,000	16.14	16.08	1,017
October 2013	二零一三年十月	3,313,000	16.10	15.66	52,827
		17,505,500			291,735

**34. Share-Based Payment Transactions
The 2004 Share Option Scheme**

The Company's share option scheme (the "Scheme") was adopted for a period of 10 years commencing 27 March 2004. Under the Scheme, the Company may grant options to selected full-time employees and directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to eligible advisors and consultants to the Company and its subsidiaries at the discretion of the board of directors of the Company (the "Board of Directors").

33. 股本(續)

附註:(續)

- (b) 年內,本公司從聯交所購回公司股份詳情如下:

於去年,本公司從聯交所購回公司股份詳情如下:

34. 股份付款交易**二零零四年購股權計劃**

本公司已採納由二零零四年三月二十七日起為期十年之購股權計劃(「該計劃」)。根據該計劃,本公司可向本公司及其附屬公司經甄選之全職僱員及董事授出購股權,以認購本公司股份。此外,本公司可不時按董事會酌情權向本公司及其附屬公司之合資格顧問及諮詢顧問授出購股權。

34. Share-Based Payment Transactions (continued)

The 2004 Share Option Scheme (continued)

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point of time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders, independent non-executive directors, or any of their respective associates (including a discretionary trust whose discretionary objects include a substantial shareholder or an independent non-executive director or any of their respective associates) in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5,000,000 must be approved by the Company's shareholders.

Option granted must be taken up within the time limit specified in the offer letter (which shall not be later than 5 days from the date of offer), upon payment of HK\$1 per option. Options may be exercised at any time during a period commencing on or after the date on which the option is accepted and deemed to be granted and expiring on a date to be notified by the Board of Directors to each grantee which shall not be more than 10 years from the date on which the option is accepted and deemed to be granted. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

The 2009 Share Option Scheme

The adoption of a new share option scheme (the "2009 Share Option Scheme") was approved by the shareholders of the Company in an extraordinary general meeting held on 3 March 2009 for a period of 10 years commencing from 3 March 2009 as incentive or reward for the contribution of the eligible participants to the growth of the Group and to provide to the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants.

34. 股份付款交易(續)

二零零四年購股權計劃(續)

如未經本公司股東事先批准，根據該計劃可授出購股權所涉及股份總數，不得超過本公司於任何時間已發行股份10%。如未經本公司股東事先批准，於任何一年，就任何個別人士所獲授及可獲授之購股權已發行及將發行之股份數目，不得超過本公司於任何時間已發行股份1%。授予主要股東、獨立非執行董事或任何彼等各自之聯繫人(包括全權信託，而有關全權受益人包括主要股東或獨立非執行董事或任何彼等各自之聯繫人)超過本公司股本0.1%或價值超過5,000,000港元之購股權，亦必須經本公司股東批准。

授出之購股權須於提呈函件所指定時限(不得遲於提呈日期起計5日)內接納，接納時須就每份購股權支付1港元。購股權可於接納及被視為已授出當日或之後起至董事會知會各承授人屆滿當日止期間內隨時行使，惟由接納及被視為已授出購股權當日起計不得超過10年。行使價由本公司董事釐定，將不低於(i)授出日期本公司股份收市價；(ii)緊接授出日期前五個營業日股份平均收市價；及(iii)本公司股份面值三者之較高者。

二零零九年購股權計劃

本公司股東於二零零九年三月三日舉行之股東特別大會上批准採納新購股權計劃(「二零零九年購股權計劃」)，自二零零九年三月三日起為期十年，作為合資格參與者對本集團發展作出貢獻之激勵或獎賞，並讓本集團更具彈性地向合資格參與者提供獎賞、報酬、補償及/或提供福利。

34. Share-Based Payment Transactions (continued)

The 2009 Share Option Scheme (continued)

Under the 2009 Share Option Scheme, the Company may grant options to (a) any full-time or part-time employee of the Company and/or any subsidiary; (b) any directors (including executive, non-executive and independent non-executive director) of the Company and/or any subsidiary; and (c) any consultant or adviser (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/or any subsidiary who, at the sole determination of the Board of Directors, have contributed or will contribute to the Company and/or any subsidiary.

There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the 2009 Share Option Scheme. However, the Board of Directors may offer to grant any options subject to such terms and conditions in relation to the minimum period of the options to be held and/or the performance targets to be achieved before such options can be exercised and/or any other terms as the Board of Directors may determine in its absolute discretion.

The total number of shares which may be issued upon exercise of all options which may be granted under the 2009 Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 166,860,950 shares, representing 10% of the issued share capital of the Company as at 3 March 2009, the date on which the 2009 Share Option Scheme was approved by the shareholders of the Company. The Board of Directors may seek approval by shareholders in general meeting to renew such limit provided that it must not exceed 10% of the issued share capital of the Company at the date of approval of the renewed limit. The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2009 Share Option Scheme and any other scheme must not exceed such number of shares as shall represent 30% of the issued share capital of the Company from time to time.

34. 股份付款交易(續)

二零零九年購股權計劃(續)

根據二零零九年購股權計劃，本公司可授予購股權予(a)本公司及／或任何附屬公司之任何全職或兼職僱員；(b)本公司及／或任何附屬公司之任何董事(包括執行、非執行及獨立非執行董事)；及(c)經董事會全權決定，已對或將會對本公司及／或任何附屬公司作出貢獻之本公司及／或任何附屬公司之任何專家顧問或顧問(不論其是否專業人士及不論其基於聘用、合約或榮譽或其他性質及是否受薪)、分銷商、承包商、供應商、服務供應商、代理、客戶及業務夥伴。

對於購股權可以根據二零零九年購股權計劃之條款行使前必須持有購股權之最低期限或須達致之表現目標，並無設立一般性規定。然而，董事會授予任何購股權時可設立有關條款及條件，規限在有關購股權可以行使前必須持有購股權之最低期限及／或須達致之表現目標，及／或董事會可絕對酌情釐定之任何其他條款。

因行使根據二零零九年購股權計劃及本公司任何其他購股權計劃授予之所有購股權而可發行之股份總數，合計不得超過166,860,950股股份，相當於本公司股東於二零零九年三月三日舉行之股東特別大會上有條件批准二零零九年購股權計劃當日本公司已發行股本10%。董事會可於股東大會上尋求股東之批准以更新有關限額，惟該限額不得超過更新限額批准當日本公司已發行股本之10%。行使根據二零零九年購股權計劃及任何其他計劃所有已授予而尚未行使之未行使購股權時發行之股份數目，合計最多不得超過本公司不時已發行股本30%之股份數目。

34. Share-Based Payment Transactions (continued)

The 2009 Share Option Scheme (continued)

Where options are proposed to be granted to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates, and the proposed grant of options will result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the issued share capital of the Company on the date of offer and having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million, such grant of options must be subject to the approval of the shareholders taken on a poll at general meeting. The connected person involved in such proposed grant of options and all other connected persons of the Company must abstain from voting in such general meeting (except that any connected person may vote against the proposed grant provided that his intention to do so has been stated in the relevant circular to the shareholders).

Option granted must be taken up within the time limit specified in the offer letter (which shall not be later than 5 days from the date of offer), upon payment of HK\$1 on acceptance of the offer. Options may be exercised at any time during a period to be notified by the Board of Directors to each grantee which shall not be more than 10 years from the date of the offer. The exercise price is determined by the directors of the Company, and will be at least the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

34. 股份付款交易(續)

二零零九年購股權計劃(續)

倘於截至及包括授予日期前任何12個月內建議向本公司主要股東、獨立非執行董事或彼等各自之任何聯繫人授予購股權，會使該人士因行使所有已獲授及將獲授購股權(包括已行使、註銷及尚未行使之購股權)而已發行及將發行之股份總數合計超過本公司於要約日期已發行股本之0.1%，而有關總值(按各授予日期股份收市價計算)超過5,000,000港元，則該次購股權授予須在股東大會上獲得股東按股數投票表決批准。涉及該次建議授予購股權之關連人士以及本公司之所有其他關連人士須在上述股東大會上放棄投票(然而，任何關連人士均可投票反對授予建議，惟其相關意向須載列於致股東之相關通函內)。

授予之購股權須於要約函件所指定時限(不得遲於要約日期起計5日)內接納，於接納要約時須支付1港元。購股權可於董事會知會各承授人期間內隨時行使，惟於要約日期起計不得超過10年。行使價由本公司董事釐定，將至少為下列三者中之最高者(i)授予日期本公司股份收市價；(ii)緊接授予日期前五個營業日股份平均收市價；及(iii)本公司股份面值。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

34. Share-Based Payment Transactions (continued)

Details of specific categories of options are as follows:

34. 股份付款交易(續)

特定類別購股權之詳情如下：

Option type	Date of grant	Vesting period	Exercise period	Exercise price	Adjusted exercise price
購股權種類	授出日期	歸屬期	行使期	行使價 HK\$ 港元	經調整 行使價 HK\$ 港元
Under the 2004 Share Option Scheme 在2004年購股權計劃下					
2005 二零零五年	7.10.2005 二零零五年 十月七日	7.10.2005-7.10.2008 二零零五年十月七日至 二零零八年十月七日	7.10.2006-26.3.2014 二零零六年十月七日至 二零一四年三月二十六日	12.32	6.16 (note 1) (附註1)
2007C 二零零七年丙	31.8.2007 二零零七年 八月三十一日	31.8.2007-1.10.2010 二零零七年八月三十一日至 二零一零年十月一日	1.10.2008-26.3.2014 二零零八年十月一日至 二零一四年三月二十六日	37.00	18.50 (note 1) (附註1)
Under the 2009 Share Option Scheme 在2009年購股權計劃下					
2009 (note 2) 二零零九年(附註2)	2.2.2009 (note 3) 二零零九年 二月二日(附註3)	2.2.2009-7.2.2012 二零零九年二月二日至 二零一二年二月七日	7.2.2010-26.3.2014 二零一零年二月七日至 二零一四年三月二十六日	6.40	6.40

Notes:

- (1) The exercise price had been adjusted upon sub-division of shares of the Company of HK\$0.01 to HK\$0.005 on 27 September 2007.
- (2) During the year ended 31 December 2009, 20,400,000 share options were newly granted as replacement for the cancelled share options under option types of 2007A and 2007B and this is accounted for as a modification of the original share options.
- (3) Option subject to approval by independent shareholders was proposed and granted by the Board of Directors on 2 February 2009. The approval was subsequently obtained on 3 March 2009, which is the date of grant as defined in accordance with HKFRS 2.

附註：

- (1) 當股份於二零零七年九月二十七日從0.01港元拆細至0.005港元時，行使價已被調整。
- (2) 截止二零零九年十二月三十一日止年度，本公司新授出20,400,000份購股權，以取代二零零七年甲及二零零七年乙購股權種類項下已註銷之購股權，並以修改原購股權之方式入賬。
- (3) 董事會於二零零九年二月二日建議及授出有待獨立股東批准之購股權，其後於根據香港財務報告準則第2號界定之授出日期二零零九年三月三日取得批准。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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34. Share-Based Payment Transactions (continued)

The following table discloses movements of the Company's share options held by certain employees and directors:

2014

Option type	購股權種類	Outstanding at 1 January 2014	Exercised during the year	Lapsed during the year	Outstanding at 31 December 2014
		於二零一四年 一月一日 尚未行使	年內行使	年內失效	於二零一四年 十二月三十一日 尚未行使
2005	二零零五年	22,000	(22,000)	-	-
2007C	二零零七年丙	17,020,000	-	(17,020,000)	-
2009	二零零九年	2,336,000	(2,288,000)	(48,000)	-
Total	總計	19,378,000	(2,310,000)	(17,068,000)	-
Exercisable at end of the year	於年終可予行使				-
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Weighted average exercise price per share	每股加權平均行使價	17.03	6.40	18.47	-

2013

Option type	購股權種類	Outstanding at 1 January 2013	Exercised during the year	Outstanding at 31 December 2013
		於二零一三年 一月一日 尚未行使	年內行使	於二零一三年 十二月三十一日 尚未行使
2005	二零零五年	455,000	(433,000)	22,000
2007C	二零零七年丙	17,020,000	-	17,020,000
2009	二零零九年	4,828,000	(2,492,000)	2,336,000
Total	總計	22,303,000	(2,925,000)	19,378,000
Exercisable at end of the year	於年終可予行使			19,378,000
		HK\$ 港元	HK\$ 港元	HK\$ 港元
Weighted average exercise price per share	每股加權平均行使價	15.63	6.36	17.03

In respect of the share options exercised during the year, the weighted average closing share price of the Company immediately before the exercise dates and at the dates of exercise was HK\$14.73 (2013: HK\$17.04) and HK\$14.95 (2013: HK\$16.91) respectively.

34. 股份付款交易(續)

下表披露若干僱員及董事所持本公司購股權之變動：

二零一四年

Option type	購股權種類	Outstanding at 1 January 2014	Exercised during the year	Lapsed during the year	Outstanding at 31 December 2014
		於二零一四年 一月一日 尚未行使	年內行使	年內失效	於二零一四年 十二月三十一日 尚未行使
2005	二零零五年	22,000	(22,000)	-	-
2007C	二零零七年丙	17,020,000	-	(17,020,000)	-
2009	二零零九年	2,336,000	(2,288,000)	(48,000)	-
Total	總計	19,378,000	(2,310,000)	(17,068,000)	-
Exercisable at end of the year	於年終可予行使				-
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Weighted average exercise price per share	每股加權平均行使價	17.03	6.40	18.47	-

二零一三年

Option type	購股權種類	Outstanding at 1 January 2013	Exercised during the year	Outstanding at 31 December 2013
		於二零一三年 一月一日 尚未行使	年內行使	於二零一三年 十二月三十一日 尚未行使
2005	二零零五年	455,000	(433,000)	22,000
2007C	二零零七年丙	17,020,000	-	17,020,000
2009	二零零九年	4,828,000	(2,492,000)	2,336,000
Total	總計	22,303,000	(2,925,000)	19,378,000
Exercisable at end of the year	於年終可予行使			19,378,000
		HK\$ 港元	HK\$ 港元	HK\$ 港元
Weighted average exercise price per share	每股加權平均行使價	15.63	6.36	17.03

就年內已行使購股權而言，股份於緊接購股權行使日前一天及購股權行使日之加權平均收市價分別為14.73港元(二零一三年：17.04港元)及14.95港元(二零一三年：16.91港元)。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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35. Reserve

As stipulated by the relevant laws and regulations for foreign investment enterprises in the PRC, the Company's PRC subsidiaries are required to maintain a statutory surplus reserve fund. Appropriation to such reserve is made out of net profit after taxation as reflected in the statutory financial statements of the PRC subsidiaries while the amounts and allocation basis are decided by its board of directors annually. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation.

36. Disposal of Subsidiaries**(a) Disposal of Li Hua Jia Commercial Building (Tianjin) Co., Ltd. ("Li Hua Jia (Tianjin)")**

On 31 December 2012, the Group entered into a sale and purchase agreement (the "Tianjin Disposal Agreement") with an independent third party (the "Purchaser") for disposal of the entire equity interest in Li Hua Jia (Tianjin), at a total cash consideration of RMB545,000,000 (equivalent to approximately HK\$677,980,000) less all loans, including principal or interest, outstanding and owed by Li Hua Jia (Tianjin) to other subsidiaries of the Company in an aggregate amount of approximately RMB99,000,000 (equivalent to HK\$123,156,000) ("Outstanding Loans") as at the date of completion, subject to the adjusting condition as set out below.

Pursuant to the Tianjin Disposal Agreement, the Group shall reimburse to the Purchaser of an amount equal to the net current liabilities in the management account of Li Hua Jia (Tianjin) at the completion date after repayment of the Outstanding Loans and an amount of approximately RMB4,449,000 (equivalent to approximately HK\$5,535,000) was paid by the Group to the Purchaser. Pursuant to a memorandum entered on 31 December 2012, an amount of RMB2,000,000 (equivalent to approximately HK\$2,488,000) representing part of the consideration payable shall be withheld by the Purchaser as guarantee deposit and released to the Group on or before 25 April, 2014 ("Guarantee Deposit"). The transaction was completed on 25 April 2013 and the final total consideration is RMB540,551,000 (equivalent to approximately HK\$672,445,000).

35. 儲備

按有關中國外資企業之相關法律及法規，本公司之中國附屬公司須存置法定公積金。有關儲備之撥款乃來自中國附屬公司法定財務報表之除稅後純利，而款額及分配基準由董事會每年決定。法定公積金可用於彌補過往年度之虧損(如有)，並可以資本化之方式轉換為資本。

36. 出售附屬公司**(a) 出售利華佳商廈(天津)有限公司(「利華佳(天津)」)**

於二零一二年十二月三十一日，本集團與一獨立第三方(「買方」)就出售利華佳(天津)的全部股權簽訂買賣合約(「出售天津合約」)，總現金代價為人民幣545,000,000元(相等於約677,980,000港元)減去所有貸款，包括於交易完成日期當天利華佳(天津)欠本公司其他附屬公司之未償還本金及利息，合共約人民幣99,000,000元(相等於約123,156,000港元)(「應付貸款」)，並受載於下文的條件作出調整。

根據出售天津合約，本集團應償付買方一筆款項，相等於利華佳(天津)於交易完成日，償還應付貸款後，於管理賬目之淨流動負債。而有關款項約人民幣4,449,000元(約5,535,000港元)，已由本集團支付給買方。根據於二零一二年十二月三十一日之備忘錄，部份代價款人民幣2,000,000元(約2,488,000港元)會被買方扣起，以作為保證金。此保證金會於二零一四年四月二十五日或以前歸還本集團。此交易已於二零一三年四月二十五日完成，最後總代價為人民幣540,551,000元(約672,445,000港元)。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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36. Disposal of Subsidiaries (continued)
(a) Disposal of Li Hua Jia (Tianjin) (continued)36. 出售附屬公司(續)
(a) 出售利華佳(天津)(續)

		HK\$'000 千港元
Analysis of assets and liabilities disposed of:	出售的資產和負債分析：	
Investment property	投資物業	647,920
Property, plant and equipment	物業、廠房及設備	12,683
Rental and other receivables	應收租金及其他應收款項	2,857
Bank balances and cash	銀行結存及現金	1,995
Deferred tax liabilities	遞延稅項負債	(57,520)
Other payables and rental deposits received	其他應付款項及已收租金按金	(7,782)
Amounts due to subsidiaries of the Company	應付本公司附屬公司款項	(123,156)
Net assets disposed of	出售的淨資產	476,997
Gain on disposal	出售之收益	
Consideration received and receivable representing:	已收代價款項及應收代價款項為：	
Receipt in advance in 2012	於二零一二年已收預收款項	37,320
Consideration receivable (note)	應收代價款項(附註)	326,880
Cash consideration received by the Group	本集團已收現金代價款項	292,869
		657,069
Less: Amounts due to subsidiaries of the Company	減：應付本公司附屬公司款項	(123,156)
		533,913
Net assets disposed of	出售的淨資產	(476,997)
Cumulative exchange differences in respect of the net assets of the subsidiary reclassified from equity to profit or loss	由權益重新分類至損益的附屬公司淨資產之累計匯兌差額	50,819
Gain on disposal	出售之收益	107,735
Net cash inflow arising on disposal	因出售而產生之現金流入淨額	
Cash consideration received by the Group in 2013	於二零一三年本集團已收現金代價款項	292,869
Less: bank balances and cash disposed of	減：出售之銀行結餘及現金	(1,995)
Net cash inflow arising on disposal in 2013	於二零一三年因出售而產生之現金流入淨額	290,874
Cash consideration received in 2014	於二零一四年已收現金代價款項	342,526

Note: Pursuant to the Tianjin Disposal Agreement, the final payment of RMB272,500,000 (equivalent to approximately HK\$339,768,000) (the "Final Payment") shall be payable to the Group within nine months from the completion date by the Purchaser and Guarantee Deposit of RMB2,000,000 (equivalent to approximately HK\$2,488,000) representing part of the consideration payable withheld by the Purchaser shall be released to the Group on or before 25 April 2014. The Final Payment with deferred payment term is recognised at amortised cost with effective interest of 6.0% per annum and fair value adjustment of approximately RMB11,734,000 (equivalent to approximately HK\$15,376,000) is recognised at the completion date. The Final Payment was received on 24 January 2014.

附註：根據出售天津合約，買方須於完成交易日九個月內，將最後付款人民幣272,500,000元(約339,768,000港元)的款項(「最後付款」)繳清予本集團。另外，買方須於二零一四年四月二十五日或以前，將人民幣2,000,000元(約2,488,000港元)的部分代價保證金還予本集團。附帶延遲付款條款之最後付款以實際年利率6%攤分成本方式入賬，及人民幣11,734,000元(即約15,376,000港元)的公平值調整已於完成交易日確應入賬。最後付款已於二零一四年一月二十四日收到。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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36. Disposal of Subsidiaries (continued)**(a) Disposal of Li Hua Jia (Tianjin) (continued)**

In the opinion of the directors of the Company, the fair value of the investment property at the disposal date approximates the fair value at 31 December 2012. The related asset revaluation reserve previously recognised in equity amounting to HK\$119,961,000 was transferred to retained profits upon disposal of the subsidiary.

(b) Disposal of Lakehill Holdings Limited

On 5 July 2013, the Group disposed of its entire interest in a subsidiary, Lakehill Holdings Limited, which holds certain of the Group's trademark license to an independent third party for a cash consideration of US\$7,375,000 (equivalent to HK\$57,220,000). The details of the net assets at the date of disposal are as follows:

36. 出售附屬公司(續)**(a) 出售利華佳(天津)(續)**

公司董事認為該投資物業於出售日的公平值與於二零一二年十二月三十一日的公平值相若。當完成出售附屬公司，之前於權益表內確認的相關資產重估儲備119,961,000港元已轉撥到保留溢利。

(b) 出售Lakehill Holdings Limited

於二零一三年七月五日，本集團亦出售擁有商標使用權的Lakehill Holdings Limited之全部股權予獨立第三方，總現金代價為7,375,000美元(相等於約57,220,000港元)。淨資產於出售當日的詳情如下：

		HK\$'000 千港元
Royalty receivables	應收專利費	7,750
Other receivables	其他應收款項	45
		7,795
Gain on disposal	出售之收益	
Consideration received	已收代價款項	57,220
Net assets disposed of	出售的淨資產	(7,795)
Gain on disposal	出售之收益	49,425
Net cash inflow arising on disposal	因出售而產生之現金流入淨額	
Cash consideration	現金代價款項	57,220
Less: amount received in 2012	減：於二零一二年已收款項	(7,750)
		49,470

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
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37. Operating Leases The Group as lessee

37. 經營租約 本集團作為承租人

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Minimum lease payments paid under operating leases during the year:	期內根據經營租約已付之最低租約款項：		
Other assets	其他資產	583	516
Leasehold land and buildings	租賃土地及樓宇	251,583	168,508
		252,166	169,024

During the year ended 31 December 2014, the Group incurred HK\$30,453,000 (2013: HK\$109,685,000) contingent rents which was based on certain percentage of sales.

於截至二零一四年十二月三十一日止年度，本集團按銷售若干百分比支付或然租金為30,453,000港元(二零一三年：109,685,000港元)。

At the end of the reporting period, the Group has commitments for future minimum lease payments under non-cancellable operating leases (fixed rent only) which fall due as follows:

於報告期間結算日，本集團就不可撤銷經營租約之所承擔日後最低租約款項(只限固定租金)如下：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	217,418	192,899
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	923,234	918,987
Over five years	超過五年	1,189,989	1,459,422
		2,330,641	2,571,308

Operating lease payments represent rentals payable by the Group for certain of its leasehold land and building amounting of HK\$2,329,940,000 (2013: HK\$2,570,439,000) and other assets amounting of HK\$701,000 (2013: HK\$869,000).

經營租約款項指由本集團應支付在租賃土地及房屋2,329,940,000港元(二零一三年：2,570,439,000港元)及在其他資產701,000港元(二零一三年：869,000港元)的租金。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

37. Operating Leases (continued)
The Group as Lessee (continued)

Operating lease payments represent rentals payable by the Group for leasing commercial properties and other assets which represented machineries and rentals payable are predetermined at fixed amounts except for certain lease of which contingent rental are charged based on certain percentage of sales. Leases are generally negotiated for terms ranging from one to five years and rentals are fixed for terms ranging from one to two years except the followings:

- (a) Lease of Shanghai Joinbuy Cityplaza by Shanghai Ongoing Department Store Limited, a non-wholly owned subsidiary of the Company, for the period from 1 October 2004 to 30 September 2024, with an option to renew for a further 10 years upon the request from Shanghai Ongoing Department Store Limited not less than 12 months before the expiry of the lease terms.
- (b) Originally, lease of the Amazon, No. 12 Salisbury Road, Tsimshatsui, Kowloon from Hong Kong Island Development Limited ("Hong Kong Island"), a related party of the Group (see Note 40(a)(2)), by Sogo Hong Kong Company Limited ("Sogo HK"), for the period from 30 September 2005 to 29 September 2020, with an option to renew for a further 5 years upon the provision of a written notice by Sogo HK not less than 3 months before the expiry of the lease terms. In 2012, Hong Kong Island and Sogo HK mutually agreed to early terminate the lease in Tsimshatsui, and Sogo HK agreed to surrender and deliver up vacant possession on 15 February 2014.
- (c) Lease of the Elegance, at Sheraton of Sheraton Hotel at the junction of Nathan Road and Salisbury Road, Kowloon by Sogo HK for the period from 15 July 2014 to 14 July 2023.

37. 經營租約(續)**本集團作為承租人(續)**

經營租約款項指本集團就租用商業物業及其他資產(即機器)應付之租金。而應付之租金則預定在固定的金額，除了一些根據銷售額比例為條件而收取租金的租約。租約一般按租賃期一至五年協商，租金固定於每一至兩年釐定，惟以下各項則除外：

- (a) 本公司非全資附屬公司上海久光百貨有限公司所訂立有關上海九百城市廣場之租約，租期由二零零四年十月一日至二零二四年九月三十日，可選擇進一步續期十年，但上海久光百貨有限公司須在租賃期限屆滿前不少於十二個月內提出請求。
- (b) 崇光(香港)百貨有限公司(「崇光(香港)」)所訂立有關九龍尖沙咀梳士巴利道12號亞瑪遜之租約附註40(a)(2)，原本租期由二零零五年九月三十日至二零二零年九月二十九日，可選擇進一步續期五年，但崇光(香港)須在租賃期限屆滿前不少於3個月內提出書面通知。於二零一二年，崇光(香港)與香島發展有限公司(「香島」)雙方同意提前終止尖沙咀之租約，同時崇光(香港)同意於二零一四年二月十五日將物業交還業主。
- (c) 崇光(香港)所訂立有關九龍彌敦道及梳士巴利道交界之喜來登酒店之租約為二零一四年七月十五日至二零二三年七月十四日。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
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37. Operating Leases (continued) The Group as lessor

At the end of the reporting period, the Group has contracted with tenants for the following future minimum lease payments:

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Within one year	一年內	84,335	85,659
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	115,858	113,738
Over five years	超過五年	1,842	2,034
		202,035	201,431

Leases are generally negotiated for terms ranging from one to five years.

In addition, the Group had contracted with its concessionaires to receive contingent rentals based on the concessionaires' turnover for terms ranging from one to two years.

租約一般按租賃期由一至五年協商。

此外，本集團與其特許專櫃就按特許專櫃營業額收取或然租金訂立年期為期由一至兩年之合約。

38. Capital Commitments

38. 資本承擔

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Capital expenditure in respect of acquisition of property, plant and equipment and property development project:	有關購入物業、廠房及設備及物業發展項目之資本開支		
— Authorised but not contracted for	— 已授權惟未訂約	4,085,400	6,460,900
— Contracted for but not provided in the consolidated financial statements	— 已訂約惟未於綜合財務報表撥備	1,616,200	192,700
		5,701,600	6,653,600

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

39. Pledge of Assets

At 31 December 2014, the Group has pledged certain leasehold land and buildings in Hong Kong with carrying values of HK\$1,369.9 million (2013: HK\$1,414.2 million), together with certain shares of the Company's subsidiaries, to secure the available banking facilities of HK\$4,065.9 million (2013: HK\$4,533.0 million) granted to the Group.

Certain of the Group's property, plant and equipment in the PRC and prepaid lease payments with carrying value of approximately HK\$2,694.2 million (2013: HK\$2,730.3 million) and HK\$4,330.1 million (2013: HK\$673.6 million), respectively, have been pledged to secure loan facilities in the amount of approximately RMB3,040 million (equivalent to approximately HK\$3,787.8 million) (2013: RMB650.0 million (equivalent to approximately HK\$832.7 million)). In addition, financial assets at FVTPL with carrying value of approximately HK\$1,790.9 million (2013: HK\$1,393.9 million) have been pledged to secure loan facilities in the amount of approximately US\$255.0 million (equivalent to approximately HK\$1,976.3 million) (2013: US\$155.0 million (equivalent to approximately HK\$1,201.3 million)).

40. Related Party Disclosure**(a) Transactions**

During the year, the Group had entered into the following significant transactions with the following related parties.

39. 資產抵押

於二零一四年十二月三十一日，本集團將賬面值為1,369,900,000港元(二零一三年：1,414,200,000港元)位於香港之若干租賃土地及樓宇，連同本公司附屬公司若干股份抵押，作為本集團獲授銀行可用的融資額4,065,900,000港元(二零一三年：4,533,000,000港元)之抵押。

本集團位於中國的物業、廠房及設備及土地，分別為賬面值約2,694,200,000港元(二零一三年：2,730,300,000港元)及賬面值4,330,100,000港元(二零一三年：673,600,000港元)以抵押約人民幣3,040,000,000元(折合約3,787,800,000港元)(二零一三年：人民幣650,000,000元(折合約832,700,000港元))之貸款額度。此外，約賬面值為1,790,900,000港元之按公平值計入損益之金融資產(二零一三年：1,393,900,000港元)以抵押約255,000,000美元(相當於1,976,300,000港元)(二零一三年：155,000,000美元(約相當於1,201,300,000港元))貸款融資額。

40. 有關連人士披露**(a) 交易**

年內，本集團曾與以下有關連人士進行下列重大交易：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Nature of related parties transactions	與有關連人士的交易性質		
(i) Rental and management fee paid to Shanghai Joinbuy City Plaza Co., Ltd. ("Property JV") (note 1)	給予上海九百城市廣場有限公司(「物業合資企業」)之租金及管理費(附註1)	224,803	246,394
(ii) Loan interest income received from Property JV (note 1)*	向物業合資企業收取之貸款利息收入(附註1)*	3,561	3,576
(iii) Loan interest expenses paid to Property JV (note 1)*	向物業合資企業支付之貸款利息(附註1)*	839	592
(iv) Concessionaire income received from Chow Tai Fook Jewellery Group Limited and its subsidiaries ("CTF Group") (note 3)	向周大福珠寶集團有限公司及其附屬公司(「周大福集團」)收取之特許專櫃費用(附註3)	47,330	48,333
(v) Rental, vetting fee, air-conditioning charges and management fee paid to Hong Kong Island (note 2)	向香港支付之租金、審批費用、空調費及管理費(附註2)	14,442	73,998

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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40. Related Party Disclosure (continued)**(a) Transactions (continued)**

Notes:

- (1) Property JV is a joint venture in which the Group has a 50% interest.
 - (2) Dato' Dr. Cheng Yu-tung and Dr. Cheng Kar-shun, Henry, directors of the Company, have control over Hong Kong Island. As such, Hong Kong Island was a related party of the Group. Hong Kong Island was an associate of Chow Tai Fook Enterprises Limited who held 50% equity interest in Real Reward, the then controlling shareholder of the Company. As such, Hong Kong Island was a connected party of the Company and the transactions constituted connected party transactions under the Listing Rules.
 - (3) Dato' Dr. Cheng Yu-tung and Dr. Cheng Kar-shun, Henry, directors of the Company, have control over CTF Group. As such, CTF Group is a related party of the Group. CTF Group is an associate of CTF Enterprises who has 50% indirect interest in Real Reward, a substantial shareholder of Lifestyle Properties (a listed subsidiary of the Group), and is therefore a connected person of the Group. As such, the transactions constituted connected party transactions under the Listing Rules under the Listing Rules.
 - (4) At 31 December 2014, concessionaire sales payable included amounts HK\$41,823,000 (2013: HK\$45,961,000) aged within 30 days due to CTF Group. The amount was trading in nature and related to payables arising from concessionaire sales. These trading balances are unsecured, non-interest bearing and repayable according to the terms of the concessionaire dealership agreement.
- * These transactions constitute connected transactions but are exempted from complying with the disclosure requirements under the Listing Rules.

(b) Compensation of key management personnel

The remuneration of executive directors during the year was determined by the remuneration committee having regard to the performance of the individuals and market. Details of which together with the other 4 highest paid management personnel are disclosed in note 14 above.

**41. Retirement Benefits Schemes
Hong Kong**

The Group participates in a defined contribution scheme under Occupational Retirement Schemes Ordinance ("ORSO Scheme") and Mandatory Provident Fund Scheme ("MPF Scheme").

For members of the MPF Scheme, both the Group and the employee contribute 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$25,000 with effect from 1 June 2013 and revised to HK\$30,000 with effect from 1 June 2014 for the MPF ordinance. No forfeited contribution was available to reduce the contribution payable in the future years.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at 5% of the employee's basic salary.

40. 有關連人士披露(續)**(a) 交易(續)**

附註:

- (1) 物業合資企業為本集團擁有50%權益之一家合資企業。
 - (2) 本公司的董事拿督鄭裕彤博士及鄭家純先生於香港均有控制權，所以香港將視為本集團之關連公司。香港為周大福企業有限公司之聯繫人。周大福企業有限公司擁有Real Reward(當時本公司控股股東)50%股權。因此，周大福集團及香港為本公司關連人士，而交易於上市規則下構成關連交易。
 - (3) 本公司的董事拿督鄭裕彤博士及鄭家純先生於周大福集團均有控制權，所以周大福集團將視為本集團之關連公司。周大福集團是為周大福企業的聯繫人，周大福企業間接擁有Real Reward(利福地產—本集團上市附屬公司的主要股東)的50%股權，因而被視為本集團之關連人士。因此，根據上市規則，交易構成關連交易。
 - (4) 於二零一四年十二月三十一日，應付特許專權銷售款項包括須於30天內支付予有關連人士周大福珠寶約41,823,000港元(二零一三: 45,961,000港元)。該筆款項屬貿易性質，與特許專權銷售所產生應付款項相關。此等賬款結餘為無抵押、免息及須按特許專權經營協議條款償還。
- * 該等交易構成關連交易但獲豁免遵守上市規則之披露要求。

(b) 主要管理人員薪酬

年內，執行董事之酬金乃由薪酬委員會按個別表現及市場狀況釐定，彼等之酬金連同其餘四名最高收入管理層成員之酬金詳情於上文附註14披露。

41. 退休福利計劃**香港**

本集團參與職業退休計劃條例下界定供款計劃(「職業退休計劃」)及強積金計劃(「強積金計劃」)。

作為強積金計劃成員，本集團及員工均以5%有關入息向計劃供款。從二零一三年六月一日，根據強積金計劃條例，有關每月入息上限為25,000港元，並從二零一四年六月一日，有關每月入息上限修訂為30,000港元。無沒收供款可用作減低將來年度應付供款。

職業退休計劃由員工及本集團每月按員工基本薪金之5%出資供款。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

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41. Retirement Benefits Schemes (continued)**PRC**

The employees of the Group in the PRC are members of state-managed retirement benefit schemes operated by the respective local governments in relevant jurisdictions. The Group is required to contribute and recognise a specified percentage of payroll costs to the schemes to fund the benefits. The only obligations of the Group with respect to these schemes are to make the specified contributions and recognise the respective retirement pay in accordance with terms set out in the schemes and relevant jurisdiction requirements.

The total cost charged to profit or loss in respect of the above-mentioned schemes amounted to approximately HK\$19,259,000 (2013: HK\$21,281,000).

42. Particulars of Principal Subsidiaries

At 31 December 2014 and 2013, the details of the Company's principal subsidiaries are as follows:

41. 退休福利計劃(續)**中國**

本集團在中國的員工都是由有關司法管轄區的相關地方政府運作的國家管理退休福利計劃的成員。本集團須提供並確認工資成本的指定百分比到計劃以資助有關福利。本集團就這些計劃唯一的義務是作出指定供款並確認按照計劃所載的條款和有關司法管轄區的要求之相關退休工資。

有關上述在司法管轄區的計劃中計入損益的總成本費用總額約為19,259,000港元(二零一三年: 21,281,000港元)。

42. 主要附屬公司詳情

於二零一四年及二零一三年十二月三十一日，本公司間接持有之主要附屬公司詳情如下：

Name of company 公司名稱	Place/Date of incorporation/ establishment and operation 註冊成立及營業地點 以及註冊成立日期	Issued and fully paid share capital/registered capital 已發行及實繳/註冊股本		Attributable equity interest of the Group (note a) 本集團應佔股本權益(附註a)		Principal activities 主要業務
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	
Ample Sun Group Limited 益良集團有限公司	Hong Kong 17 August 2007 香港 二零零七年八月十七日	HK\$10,000 10,000 港元	HK\$10,000 10,000 港元	60%	60%	Investment holding 投資控股
Congenial Company Limited	Hong Kong 24 April 1981 香港 一九八一年四月二十四日	HK\$10,000,000 10,000,000 港元	HK\$10,000,000 10,000,000 港元	100%	100%	General trading and property holding 一般貿易及物業持有
Eastlord Development Limited 加諾發展有限公司	Hong Kong 21 August 1987 香港 一九八七年八月二十一日	HK\$500,000 500,000 港元	HK\$500,000 500,000 港元	100%	100%	Property holding and leasing 物業持有及租賃
Everwin Worldwide Limited 永盛環球有限公司	Hong Kong 17 November 2000 香港 二零零零年十一月十七日	HK\$2 2 港元	HK\$2 2 港元	100%	100%	Property leasing 物業租賃
Fine Shine Limited 遠耀有限公司	Hong Kong 11 September 2003 香港 二零零三年九月十一日	HK\$2 2 港元	HK\$2 2 港元	100%	100%	License holder 特許權持有人
Forceworld Investments Limited 可偉投資有限公司	Hong Kong 15 July 1988 香港 一九八八年七月十五日	HK\$500,000 500,000 港元	HK\$500,000 500,000 港元	100%	100%	Property holding 物業持有
Future Develop Limited	British Virgin Islands/ Hong Kong 12 December 2003 英屬維爾京群島/香港 二零零三年十二月十二日	US\$3 3 美元	US\$3 3 美元	100%	100%	Investment holding 投資控股
Glory Line Management Limited 偉業管理有限公司	Hong Kong 5 September 1995 香港 一九九五年九月五日	HK\$500,000 500,000 港元	HK\$500,000 500,000 港元	100%	100%	Provision of property security and management services 提供物業保安及管理服務

42. Particulars of Principal Subsidiaries (continued)

42. 主要附屬公司詳情(續)

Name of company 公司名稱	Place/Date of incorporation/ establishment and operation 註冊成立及營業地點 以及註冊成立日期	Issued and fully paid share capital/registered capital 已發行及實繳/註冊股本		Attributable equity interest of the Group (note a) 本集團應佔股本權益(附註a)		Principal activities 主要業務
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	
Grand Kinetic Limited 堅享有限公司	Hong Kong 7 February 2001 香港 二零零一年二月七日	HK\$2 2港元	HK\$2 2港元	100%	100%	Property holding and leasing 物業持有及租賃
Lifestyle Properties 利福地產發展有限公司	Cayman Islands/Hong Kong 5 January 2012 開曼群島/香港 二零一二年一月五日	HK\$41,911,400 41,911,400港元	HK\$41,911,400 41,911,400港元	59.56%	59.56%	Investment holding 投資控股
LS Finance (2017) Limited	British Virgin Islands/ Hong Kong 1 November 2011 英屬維爾京群島/香港 二零一一年十一月一日	US\$1 1美元	US\$1 1美元	100%	100%	Financing 融資安排
LS Finance (2022) Limited	British Virgin Islands/ Hong Kong 27 September 2012 英屬維爾京群島/香港 二零一二年九月二十七日	US\$1 1美元	US\$1 1美元	100%	100%	Financing 融資安排
Pacific Trump Development Limited 沛駿發展有限公司	Hong Kong 6 July 1995 香港 一九九五年七月六日	HK\$2 2港元	HK\$2 2港元	100%	100%	Property holding and leasing 物業持有及租賃
Public Might Limited 群量有限公司	Hong Kong 30 August 1984 香港 一九八四年八月三十日	HK\$1,000 1,000港元	HK\$1,000 1,000港元	100%	100%	Property investment and provision of building management services 物業投資及提供大廈 管理服務
Ronson Kwok Asia Pacific Limited	Hong Kong 5 October 1993 香港 一九九三年十月五日	HK\$1,000,000 1,000,000港元	HK\$1,000,000 1,000,000港元	100%	100%	Building management and club operator 大廈管理及會所營運
Sogo Hong Kong Company Limited 崇光(香港)百貨有限公司	Hong Kong 23 September 1983 香港 一九八三年九月二十三日	HK\$4,000,000 4,000,000港元	HK\$4,000,000 4,000,000港元	100%	100%	Retailing business 零售業務
Superlite Limited	British Virgin Islands/ Hong Kong 3 April 2001 英屬維爾京群島/香港 二零零一年四月三日	US\$1 1美元	US\$1 1美元	100%	100%	Property holding 物業持有
上海久光百貨有限公司* (Shanghai Ongoing Department Store Limited)	PRC 26 July 2004 中華人民共和國 二零零四年七月二十六日	US\$12,000,000 12,000,000美元	US\$12,000,000 12,000,000美元	65%	65%	Retailing business 零售業務
Wingold Limited 捷金有限公司	Hong Kong 20 April 2007 香港 二零零七年四月二十日	HK\$10,000 10,000港元	HK\$10,000 10,000港元	60%	60%	Investment holding 投資控股
利怡達商業置業有限公司**	PRC 23 April 2012 中華人民共和國 二零一二年四月二十三日	RMB2,500,000,000 人民幣2,500,000,000元	RMB2,500,000,000 人民幣2,500,000,000元	100%	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

42. Particulars of Principal Subsidiaries (continued)

42. 主要附屬公司詳情(續)

Name of company 公司名稱	Place/Date of incorporation/ establishment and operation 註冊成立及營業地點 以及註冊成立日期	Issued and fully paid share capital/registered capital 已發行及實繳/註冊股本		Attributable equity interest of the Group (note a) 本集團應佔股本權益(附註a)		Principal activities 主要業務
		2014 二零一四年	2013 二零一三年	2014 二零一四年	2013 二零一三年	
上海利海超商業有限公司**	PRC 31 March 2012 中華人民共和國 二零一二年三月三十一日	RMB1,500,000 人民幣1,500,000元	RMB1,500,000 人民幣1,500,000元	100%	100%	Investment holding 投資控股
瀋陽卓遠置業有限公司**	PRC 1 December 2006 中華人民共和國 二零零六年十二月一日	RMB710,090,392 人民幣710,090,392元	RMB710,090,392 人民幣710,090,392元	100%	100%	Retailing business 零售業務
瀋陽怡富置業有限公司**	PRC 12 March 2007 中華人民共和國 二零零七年三月十二日	US\$89,990,000 89,990,000美元	US\$74,990,000 74,990,000美元	59.56%	59.56%	Property holding 物業持有
利福廣場(蘇州)有限公司** Lifestyle Plaza (Suzhou) Co., Limited	PRC 1 March 2007 中華人民共和國 二零零七年三月一日	RMB600,000,000 人民幣600,000,000元	RMB600,000,000 人民幣600,000,000元	100%	100%	Property holding and leasing 物業持有及租賃
久光百貨(蘇州)有限公司**	PRC 17 January 2008 中華人民共和國 二零零八年一月十七日	US\$12,000,000 12,000,000美元	US\$12,000,000 12,000,000美元	100%	100%	Retailing business 零售業務
利福商廈(大連)有限公司**	PRC 9 October 1993 中華人民共和國 一九九三年十月九日	US\$45,000,000 45,000,000美元	US\$45,000,000 45,000,000美元	100%	100%	Retailing business 零售業務
嘉標商廈(青島)有限公司** Lifestyle Plaza (Qingdao) Co., Limited	PRC 31 December 1995 中華人民共和國 一九九五年十二月三十一日	RMB225,000,000 人民幣225,000,000元	RMB225,000,000 人民幣225,000,000元	59.56%	59.56%	Property holding 物業持有
哈爾濱利福商廈有限公司**	PRC 16 October 1995 中華人民共和國 一九九五年十月十六日	US\$18,000,000 18,000,000美元	US\$18,000,000 18,000,000美元	59.56%	59.56%	Property holding 物業持有

* a sino-foreign equity joint venture established in the PRC.
** wholly foreign-owned enterprises established in the PRC.

* 於中國成立之中外合資企業
** 於中國成立之全外資企業

Notes:

(a) Lifestyle Properties is directly held by the Company. Other subsidiaries are indirectly held by the Company.

附註:

(a) 利福地產是由本公司直接持有。其他附屬公司由本公司間接持有。

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

上述列表列出董事認為主要影響本集團業績或資產之附屬公司。董事認為，提供其他附屬公司資料會導致詳情過長。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)
for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

42. Particulars of Principal Subsidiaries (continued)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries operate in Hong Kong and the PRC. The principal activities of these subsidiaries are summarised as follows:

Principal activities 主要業務	Principal place of business 主要經營地點	Number of subsidiaries 附屬公司數量	
		2014 二零一四年	2013 二零一三年
Restaurant operator 餐廳經營	Hong Kong	2	2
	香港		
	PRC 中國	1	1
		3	3
Securities investment 證券投資	Hong Kong 香港	7	5

As described in note 1, during the year ended 31 December 2013, the Group had completed the Spin-off Listing of Lifestyle Properties. Upon completion of the Spin-off Listing, the Group's interest in Lifestyle Properties Group had reduced from 100% to 59.56% and the Group continued to have control over Lifestyle Properties Group. As a result of the Distribution, an amount of HK\$393,809,000 (being the proportionate share of the carrying amount of the net assets of Lifestyle Properties Group) had been transferred to non-controlling interests. In addition, as a result of the Public Offer and Placing (as defined in the Prospectus), an amount of HK\$314,506,000 (being the proportionate share of the carrying amount of the net assets of Lifestyle Properties Group) had been transferred to non-controlling interests and the difference of HK\$147,058,000 between the increase in the non-controlling interests and the net proceeds from the Public Offer and Placing had been debited to retained earnings and exchange reserve in the amount of HK\$142,705,000 and HK\$4,353,000, respectively.

The directors of the Company are of the opinion that the none of the Group's subsidiaries that has non-controlling interests are material to the consolidated financial statements as a whole and therefore, the financial information in respect of those subsidiaries that has non-controlling interests are not presented.

42. 主要附屬公司詳情(續)

於報告期期末，本公司之其他附屬公司對本集團沒有重大影響。大部分該等附屬公司在香港及中國經營。該等附屬公司之主要業務概述如下：

如附註1所述，本集團於二零一三年十二月三十一日止年度已完成分拆利福地產上市。於分拆上市完成後，本集團於利福地產集團的股權由100%減少至59.56%，而本集團繼續擁有利福地產集團的控制權。分派之後，393,809,000港元(即按比例分佔利福地產集團的淨資產賬面值)已經轉移到非控股權益。此外，公開發售及配售之後(定義見招股書)，314,506,000港元(即應佔利福地產集團的淨資產賬面值)已經轉移到非控股權益，而非控股權益的增加與公開發售及配售所得款項淨額差額147,058,000港元已分別扣除保留溢利及匯兌儲備，金額分別為142,705,000港元及4,353,000港元。

本公司董事認為，本集團並沒有對綜合財務報表整體有重大影響、擁有非控股權益之附屬公司，故此有關該等附屬公司之財務資料並沒有呈列。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period includes:

43. 本公司財務狀況表

於報告期間結算日，本公司財務狀況表資料包括：

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Non-current asset	非流動資產		
Interests in subsidiaries	於附屬公司權益	774,925	774,925
Current assets	流動資產		
Other receivables	其他應收款項	941	1,449
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	-	9,307
Amounts due from subsidiaries (note a)	應收附屬公司款項(附註 a)	5,792,443	5,817,224
Bank balances and cash	銀行結存及現金	69,827	280,991
		5,863,211	6,108,971
Current liabilities	流動負債		
Other payables	其他應付款項	2,481	2,377
Amounts due to subsidiaries (note a)	應付附屬公司款項(附註 a)	4,182,813	4,486,833
Tax payable	應繳稅項	197	118
		4,185,491	4,489,328
Net current assets	流動資產淨值	1,677,720	1,619,643
		2,452,645	2,394,568
Capital and reserves	資本及儲備		
Share capital	股本	8,147	8,252
Reserves	儲備	2,444,498	2,386,316
		2,452,645	2,394,568

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

for the year ended 31 December 2014 截至二零一四年十二月三十一日止年度

43. Statement of Financial Position of the Company (continued)

Movement of the reserves of the Company is as follows:

		Share premium	Capital redemption reserve	Share-based payment reserve	Retained profits	Total
		股份溢價	資本贖回儲備	股份付款儲備	保留溢利	總計
		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
At 1 January 2013	於二零一三年一月一日	5,157	349	151,424	3,135,667	3,292,597
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	516,275	516,275
Share repurchase	股份購回					
— premium on repurchase of shares	一 購回股份之溢價	(14,743)	-	-	(276,904)	(291,647)
— transfer	一 轉讓	-	88	-	(88)	-
Exercise of share options	購股權獲行使	21,661	-	(3,060)	-	18,601
Dividends paid	已派付股息	-	-	-	(894,498)	(894,498)
Distribution in specie (note b)	實物分派(附註b)	-	-	-	(255,012)	(255,012)
At 31 December 2013	於二零一三年十二月三十一日	12,075	437	148,364	2,225,440	2,386,316
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	1,335,175	1,335,175
Share repurchase	股份購回					
— premium on repurchase of shares	一 購回股份之溢價	(29,110)	-	-	(323,387)	(352,497)
— transfer	一 轉讓	-	116	-	(116)	-
Exercise and lapse of share options	購股權獲行使	17,035	-	(148,364)	146,096	14,767
Dividends paid	已派付股息	-	-	-	(939,263)	(939,263)
At 31 December 2014	於二零一四年十二月三十一日	-	553	-	2,443,945	2,444,498

Notes:

- The amounts due from (to) subsidiaries are unsecured, interest-free, and repayable on demand.
- Pursuant to the Distribution, the distribution in specie is recognised at the proportionate share of the interest in Lifestyle Properties in the statement of financial position of the Company and debited to retained profits.
- Under the Company Law (2009 Revision) of the Cayman Islands, the share premium of the Company is available for distribution or paying dividends to shareholders subject to the provisions of its memorandum or articles of association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. The Company's reserve available for distribution as at 31 December 2014 consisted of share premium of nil (2013: HK\$12,075,000) and retained profits of HK\$2,443,945,000 (2013: HK\$2,225,440,000).

43. 本公司財務狀況表(續)

本公司的儲備變動如下:

		Share premium	Capital redemption reserve	Share-based payment reserve	Retained profits	Total
		股份溢價	資本贖回儲備	股份付款儲備	保留溢利	總計
		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
At 1 January 2013	於二零一三年一月一日	5,157	349	151,424	3,135,667	3,292,597
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	516,275	516,275
Share repurchase	股份購回					
— premium on repurchase of shares	一 購回股份之溢價	(14,743)	-	-	(276,904)	(291,647)
— transfer	一 轉讓	-	88	-	(88)	-
Exercise of share options	購股權獲行使	21,661	-	(3,060)	-	18,601
Dividends paid	已派付股息	-	-	-	(894,498)	(894,498)
Distribution in specie (note b)	實物分派(附註b)	-	-	-	(255,012)	(255,012)
At 31 December 2013	於二零一三年十二月三十一日	12,075	437	148,364	2,225,440	2,386,316
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	1,335,175	1,335,175
Share repurchase	股份購回					
— premium on repurchase of shares	一 購回股份之溢價	(29,110)	-	-	(323,387)	(352,497)
— transfer	一 轉讓	-	116	-	(116)	-
Exercise and lapse of share options	購股權獲行使	17,035	-	(148,364)	146,096	14,767
Dividends paid	已派付股息	-	-	-	(939,263)	(939,263)
At 31 December 2014	於二零一四年十二月三十一日	-	553	-	2,443,945	2,444,498

附註:

- 應收/(應付)附屬公司款項是無抵押、免息及須於要求時償還。
- 根據分派，按比例應佔利福地產於財務狀況表中的權益以實物分派確認及於保留溢利扣除。
- 根據開曼群島公司法(2009修訂)，本公司之股份溢價可根據其公司組織章程大綱或細則之規定，分派予股東或作為股息向股東派發，惟緊隨股息分派後，本公司須有能力支付其於日常業務過程中到期之債務。於二零一四年十二月三十一日，本公司沒有可供分派儲備由股份溢價(二零一三年：12,075,000港元)及保留溢利約2,443,945,000港元(二零一三年：2,225,440,000港元)組成。

Five-Year Group Financial Summary

五年集團財務摘要

Results

For the year ended 31 December

業績

截至十二月三十一日止年度

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元 (Restated) (重列)	2010 二零一零年 HK\$'000 千港元
Turnover	營業額	5,969,740	5,955,335	5,523,443	5,131,950	4,317,465
Profit attributable to owners of the Company	本公司擁有人應佔溢利	2,143,994	2,448,247	2,057,461	1,867,170	1,407,534
Earnings per share (HK cents)	每股盈利(港仙)					
— Basic	— 基本	131.1	147.8	123.5	111.3	83.9
— Diluted	— 攤薄	131.1	147.6	123.1	110.3	83.4
Total dividends per share (HK cents)	每股股息總額(港仙)	59.1	59.1	49.4	44.9	33.7

Assets and Liabilities

At 31 December

資產及負債

於十二月三十一日

		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元 (Restated) (重列)	2010 二零一零年 HK\$'000 千港元
Total assets	資產總值	26,847,895	26,715,998	24,598,805	18,581,349	13,872,956
Total liabilities	負債總額	(13,858,982)	(14,452,228)	(14,116,780)	(9,472,410)	(5,969,902)
Net assets	資產淨值	12,988,913	12,263,770	10,482,025	9,108,939	7,903,054
Non-controlling interests	非控股股東權益	(1,886,546)	(1,799,205)	(933,474)	(806,526)	(686,170)
Net assets attributable to owners of the Company	本公司擁有人應佔資產淨值	11,102,367	10,464,565	9,548,551	8,302,413	7,216,884
Net assets per share (HK\$)	每股資產淨值(港元)	7.97	7.43	6.30	5.46	4.71
Net assets per share attributable to owners of the Company (HK\$)	本公司擁有人應佔每股資產淨值(港元)	6.81	6.34	5.74	4.98	4.30
Number of shares issued	已發行股份數目	1,629,385,000	1,650,341,000	1,664,921,500	1,667,513,500	1,678,985,000



Lifestyle International Holdings Limited

(incorporated in the Cayman Islands with limited liability)

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利福國際集團有限公司

(於開曼群島註冊成立的有限公司)

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