



華人置業集團

CHINESE ESTATES HOLDINGS LIMITED

Stock Code 股份代號: 127

2015 ANNUAL REPORT 年報



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Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.
倘中英文版本出現歧義，概以英文版本為準。

Date of this annual report: 15th March, 2016
本年報日期：二零一六年三月十五日

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors:

Chan, Sze-wan (*Chief Executive Officer*)

Chan, Lok-wan

Lam, Kwong-wai

Non-executive Directors:

Lau, Ming-wai (*Chairman*)

Amy Lau, Yuk-wai

Independent Non-executive Directors:

Chan, Kwok-wai

Phillis Loh, Lai-ping

Ma, Tsz-chun

AUDIT COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

INVESTMENT COMMITTEE

Chan, Sze-wan (*Chairman*)

Lam, Kwong-wai (*Chief Investment Officer*)

Chan, Kwok-wai

Ma, Tsz-chun

NOMINATION COMMITTEE

Phillis Loh, Lai-ping (*Chairman*)

Chan, Kwok-wai

Ma, Tsz-chun

REMUNERATION COMMITTEE

Chan, Kwok-wai (*Chairman*)

Phillis Loh, Lai-ping

Ma, Tsz-chun

SPECIAL COMMITTEE

Chan, Kwok-wai

Phillis Loh, Lai-ping

Ma, Tsz-chun

COMPANY SECRETARY

Lam, Kwong-wai

董事

執行董事：

陳詩韻 (*行政總裁*)

陳諾韻

林光蔚

非執行董事：

劉鳴煒 (*主席*)

劉玉慧

獨立非執行董事：

陳國偉

羅麗萍

馬時俊

審核委員會

陳國偉 (*主席*)

羅麗萍

馬時俊

投資委員會

陳詩韻 (*主席*)

林光蔚 (*投資總監*)

陳國偉

馬時俊

提名委員會

羅麗萍 (*主席*)

陳國偉

馬時俊

薪酬委員會

陳國偉 (*主席*)

羅麗萍

馬時俊

特別委員會

陳國偉

羅麗萍

馬時俊

公司秘書

林光蔚

SOLICITORS

Baker & McKenzie
Sidley Austin
Sit, Fung, Kwong & Shum

AUDITORS

HLB Hodgson Impey Cheng Limited

BANKERS

(Listed in alphabetical order)

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd.
Chong Hing Bank Limited
OCBC Wing Hang Bank Limited
Standard Chartered Bank (Hong Kong) Limited

PLACE OF INCORPORATION

Bermuda

REGISTERED OFFICE

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

PRINCIPAL OFFICE IN HONG KONG

26th Floor, MassMutual Tower
38 Gloucester Road
Wanchai, Hong Kong

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

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

BRANCH REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre, 183 Queen's Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990/(852) 2529 6087

律師

貝克·麥堅時律師事務所
盛德律師事務所
薛馮鄺岑律師行

核數師

國衛會計師事務所有限公司

往來銀行

(按字母順序排列)

中國銀行(香港)有限公司
交通銀行股份有限公司
創興銀行有限公司
華僑永亨銀行有限公司
渣打銀行(香港)有限公司

註冊成立地點

百慕達

註冊辦事處

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

香港主要辦事處

香港灣仔
告士打道38號
美國萬通大廈26樓

主要過戶登記處

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

香港過戶登記分處

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至1716號舖
電話: (852) 2862 8555
傳真: (852) 2865 0990/(852) 2529 6087

OFFICES IN THE PEOPLE'S REPUBLIC OF CHINA 中華人民共和國辦事處

Beijing Office:

Room 202, Oriental Place
No. 9 East Dongfang Road
North Dongsanhuan Road
Chaoyang District, Beijing, PRC
Post Code: 100027
Tel: (8610) 6466 0638
Fax: (8610) 6466 0238

北京辦事處:

中國北京市朝陽區
東三環北路
東方東路9號
東方國際大廈202室
郵編: 100027
電話: (8610) 6466 0638
傳真: (8610) 6466 0238

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Room B103, Evergo Tower
1325 Central Huaihai Road
Xuhui District, Shanghai, PRC
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Tel: (8621) 6445 8945
Fax: (8621) 6445 9710

上海辦事處:

中國上海市徐匯區
淮海中路1325號
愛美高大廈B103室
郵編: 200031
電話: (8621) 6445 8945
傳真: (8621) 6445 9710

Shenzhen Office:

Rooms 1-3A, South Gong, 6th Floor
Lowu Commercial Plaza
25 Railway Station Square
Luohu District, Shenzhen
Guangdong Province, PRC
Post Code: 518001
Tel: (86755) 8234 7139
Fax: (86755) 8234 0012

深圳辦事處:

中國廣東省
深圳市羅湖區
火車站廣場路25號
羅湖商業城
6/F層南拱1-3A室
郵編: 518001
電話: (86755) 8234 7139
傳真: (86755) 8234 0012

WEBSITE

<http://www.chineseestates.com>

網址

<http://www.chineseestates.com>

STOCK CODE

127

股份代號

127

BOARD LOT

500 shares

買賣單位

500股

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Tel: (852) 2866 6999
Fax: (852) 2866 2822/(852) 2866 2833
E-mail: investor.relations@chineseestates.com

投資者關係

有關投資者關係之查詢，請聯絡：

電話: (852) 2866 6999
傳真: (852) 2866 2822/(852) 2866 2833
電郵: investor.relations@chineseestates.com

EXECUTIVE DIRECTORS

Ms. CHAN, Sze-wan, aged 37, joined the Group (the Company together with its subsidiaries, the "Group") in 2002 and has been appointed as an Executive Director of the Company since 2012. She acts as the Chief Executive Officer of the Company since November 2015 and also acts as a director of certain subsidiaries of the Company. She is also the chairman of the investment committee of the Company. Ms. Chan holds a Bachelor Degree of Business Administration from University of Management and Technology, United States of America. She is responsible for the Group's overall and day-to-day management including overseeing the Group's properties' sales and leasing affairs. Ms. Chan has over 13 years of experience in sales and marketing, management and operations. She is the elder sister of Ms. Chan, Lok-wan and Ms. Chan, Hoi-wan, an associate of Mr. Joseph Lau, Luen-hung (a substantial shareholder and a controlling shareholder of the Company).

Ms. CHAN, Lok-wan, aged 31, joined the Group in 2008 and has been appointed as an Executive Director of the Company since 2015. She is the Manager of Sales and Leasing Department and also acts as a director of certain subsidiaries of the Company. Ms. Chan holds a Bachelor Degree of Science in Business and Management (Marketing) from Brunel University London and a Master Degree of Science in Communication, Information and Society from The London School of Economics and Political Science. She is responsible for the Group's marketing affairs, overseeing the Group's cosmetics business, including Two Girls products, and participated in the Group's properties' sales and leasing businesses. Ms. Chan has over 7 years of experience in sales and marketing. She is the younger sister of Ms. Chan, Sze-wan and Ms. Chan, Hoi-wan, an associate of Mr. Joseph Lau, Luen-hung (a substantial shareholder and a controlling shareholder of the Company).

Mr. LAM, Kwong-wai, aged 60, joined the Group in 1989 and has been appointed as an Executive Director of the Company since 2012. Mr. Lam is the Group Financial Controller and Company Secretary of the Company and acts as a director of certain subsidiaries of the Company. He is also a member of the investment committee of the Company and acts as the chief investment officer. Mr. Lam was a non-executive director of G-Prop (Holdings) Limited (now known as Common Splendor International Health Industry Group Limited) for the period from 14th August, 2012 to 7th March, 2013 and LT Commercial Real Estate Limited (formerly known as Chi Cheung Investment Company, Limited (up to June 2013) and LT Holdings Limited (up to June 2014)) for the period from 7th February, 2013 to 6th February, 2016 respectively, the shares of these companies are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Lam is a Certified Public Accountant (Practising) and holds a Master Degree of Business Administration from the University of Warwick, United Kingdom. He has over 38 years of experience in auditing, finance and accounting industries.

執行董事

陳詩韻女士，現年37歲，於二零零二年加入本集團（本公司連同其附屬公司，統稱「本集團」），並自二零一二年起獲委任為本公司之執行董事。彼由二零一五年十一月起出任本公司行政總裁，亦出任本公司若干附屬公司之董事。彼亦為本公司投資委員會主席。陳女士持有美國管理科技大學工商管理學士學位。彼負責本集團整體及日常管理工作包括處理本集團之物業銷售及租務事宜。陳女士在營銷及市場推廣、企業管理及營運方面累積逾十三年經驗。彼為陳諾韻女士及陳凱韻女士（劉鑾雄先生（本公司之主要股東及控股股東）之聯繫人）之胞姊。

陳諾韻女士，現年31歲，於二零零八年加入本集團，並自二零一五年起獲委任為本公司之執行董事。彼現任銷售及租務部經理，亦出任本公司若干附屬公司之董事。陳女士持有倫敦布魯內爾大學商業及管理（市場學）理學學士學位，以及倫敦經濟及政治科學學院傳意、資訊及社會理學碩士學位。彼負責本集團之市場推廣事宜及處理本集團化妝品業務包括『雙妹牌』產品，並參與本集團物業銷售及租務業務。陳女士在營銷及市場推廣方面累積逾七年經驗。彼為陳詩韻女士及陳凱韻女士（劉鑾雄先生（本公司之主要股東及控股股東）之聯繫人）之胞妹。

林光蔚先生，現年60歲，於一九八九年加入本集團，並自二零一二年起獲委任為本公司之執行董事。林先生現任本公司之集團財務總監及公司秘書，亦出任本公司若干附屬公司之董事。彼亦為本公司投資委員會成員及投資總監。林先生分別於二零一二年八月十四日至二零一三年三月七日期間曾為G-Prop (Holdings) Limited（金匡企業有限公司）（現稱同佳國際健康產業集團有限公司）及二零一三年二月七日至二零一六年二月六日期間曾為勒泰商業地產有限公司（前稱至祥置業有限公司（直至二零一三年六月）及勒泰控股有限公司（直至二零一四年六月））之非執行董事，該等公司之股份均於香港聯合交易所有限公司（「聯交所」）上市。林先生為執業會計師，持有英國華威大學工商管理學碩士學位。彼在核數、財務及會計方面累積逾三十八年經驗。

NON-EXECUTIVE DIRECTORS

Mr. LAU, Ming-wai, aged 35, appointed as a Director of the Company since 2006 and has been appointed as the Chairman of the Board in 2014. Mr. Lau holds a Bachelor Degree of Laws from King's College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King's College London. He worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London prior to joining the Company. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the son of Mr. Joseph Lau, Luen-hung (a substantial shareholder and a controlling shareholder of the Company) and the nephew of *Ms. Amy Lau, Yuk-wai*.

The discloseable interest of Mr. Lau, Ming-wai in the shares and underlying shares of the Company under the provisions of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong is set out in Directors' Report under the sections of "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporation" and "Substantial Shareholders' Interests in the Securities of the Company" of this annual report.

Ms. Amy LAU, Yuk-wai, aged 63, appointed as a Non-executive Director of the Company since 2004. Ms. Lau is also a non-executive director of Lifestyle International Holdings Limited, a company whose shares are listed on the Stock Exchange. She is registered with the Royal College of Dental Surgeons of Ontario, Canada and a practising dentist in Ontario. Ms. Lau holds a Bachelor Degree of Science and a Doctor Degree of Dental Surgery from the University of Toronto, Canada. She is the younger sister of Mr. Joseph Lau, Luen-hung (a substantial shareholder and a controlling shareholder of the Company) and the aunt of *Mr. Lau, Ming-wai*.

非執行董事

劉鳴煒先生，現年35歲，自二零零六年起獲委任為本公司之董事，並於二零一四年獲委任為董事會主席。劉先生持有倫敦國王學院法律學士學位、倫敦經濟及政治科學學院法律碩士學位及倫敦國王學院法律哲學博士學位。彼在加入本公司之前，曾在倫敦 The Goldman Sachs Group, Inc.及Longview Partners LP任職。劉先生為紐約州註冊律師及特許財務分析師 (Chartered Financial Analyst) 特許持有人。彼為劉鑾雄先生 (本公司之主要股東及控股股東) 之兒子及劉玉慧女士之姪兒。

劉鳴煒先生於本公司股份及相關股份中擁有根據香港法例第571章證券及期貨條例第XV部條文須予披露之權益載於本年報董事會報告書內之「董事及最高行政人員於本公司及相聯法團之證券權益」及「主要股東於本公司之證券權益」。

劉玉慧女士，現年63歲，自二零零四年起獲委任為本公司之非執行董事。劉女士亦為利福國際集團有限公司之非執行董事，該公司之股份於聯交所上市。彼於加拿大安大略省皇家牙科醫學院註冊，為安大略省之執業牙科醫生。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。彼為劉鑾雄先生 (本公司之主要股東及控股股東) 之胞妹及劉鳴煒先生之姑母。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHAN, Kwok-wai, aged 57, appointed as an Independent Non-executive Director of the Company since 2004. He is the chairman of the audit committee and remuneration committee, and a member of the nomination committee, special committee and investment committee of the Company. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is also a member of CPA Australia and a member of the Hong Kong Securities and Investment Institute. He has over 36 years of experience in finance and accounting industries. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an independent non-executive director of China Investments Holdings Limited, Far East Consortium International Limited, National Electronics Holdings Limited and Tern Properties Company Limited respectively, and was an independent non-executive director of Junefield Department Store Group Limited for the period from 31st December, 2002 to the conclusion of its annual general meeting held on 29th May, 2013, the shares of all these companies are listed on the Stock Exchange.

Ms. Phillis LOH, Lai-ping, aged 51, appointed as an Independent Non-executive Director of the Company since 2006. She is the chairman of the nomination committee, a member of the audit committee, remuneration committee and special committee of the Company. Ms. Loh holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Ms. Loh was a practising solicitor from 1990 to 1997, and has since become a practising barrister-at-law after she was called to the Hong Kong Bar in 1998. She was admitted as a solicitor in Hong Kong (1990) and the United Kingdom (1991), and is also a barrister and solicitor in the Supreme Court of the Australian Capital Territory (since 1991). Ms. Loh is a CEDR (Centre for Effective Dispute Resolution) Accredited Mediator. She was appointed Deputy District Judge in 2014 and 2016.

Mr. MA, Tsz-chun, aged 50, appointed as an Independent Non-executive Director of the Company since 2008. He is a member of the audit committee, remuneration committee, nomination committee, special committee and investment committee of the Company. Mr. Ma is a Certified Public Accountant (Practising) and has over 28 years of experience in auditing, finance and accounting industries. He is currently a director and the general manager of Sino-Bridge China Consulting Limited. Mr. Ma holds a Master Degree in Business Administration and a Master of Science Degree in E-Commerce (Business Programme), both from The Chinese University of Hong Kong as well as a Master of Science Degree in China Business Studies from The Hong Kong Polytechnic University. Mr. Ma is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, an associate member of Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries respectively.

獨立非執行董事

陳國偉先生，現年57歲，自二零零四年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會及薪酬委員會之主席，並為提名委員會、特別委員會及投資委員會之成員。陳先生持有澳洲蒙納士大學工商管理學學士學位。彼亦為澳洲會計師公會會員及香港證券及投資學會會員。彼在財務及會計方面累積逾三十六年經驗。陳先生現為勤達顧問有限公司之董事。彼亦分別為中國興業控股有限公司、Far East Consortium International Limited (遠東發展有限公司)、National Electronics Holdings Limited (樂聲電子有限公司)及太興置業有限公司之獨立非執行董事，並曾為Junefield Department Store Group Limited (莊勝百貨集團有限公司)之獨立非執行董事 (由二零零二年十二月三十一日起至二零一三年五月二十九日其股東週年大會結束止)，上述所有公司之股份均於聯交所上市。

羅麗萍女士，現年51歲，自二零零六年起獲委任為本公司之獨立非執行董事。彼為本公司提名委員會主席、審核委員會、薪酬委員會及特別委員會之成員。羅女士持有香港大學法律學士學位及法學專業證書。羅女士由一九九零年至一九九七年為執業事務律師及自一九九八年獲頒香港大律師資格後成為執業大律師。彼分別於一九九零年及一九九一年獲頒香港及英國之事務律師資格，以及自一九九一年起為澳洲首府最高法院之大律師及事務律師。羅女士為CEDR (Centre for Effective Dispute Resolution) 認可調解員。彼曾於二零一四年及於二零一六年被委任為區域法院暫委法官。

馬時俊先生，現年50歲，自二零零八年起獲委任為本公司之獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會、特別委員會及投資委員會之成員。馬先生為執業會計師，於核數、財務及會計方面累積逾二十八年經驗。彼現為龍躍中國顧問有限公司之董事及總經理。馬先生持有香港中文大學工商管理碩士學位及電子商貿管理理學碩士學位，並持有香港理工大學中國商貿管理理學碩士學位。馬先生為英國特許公認會計師公會資深會員、香港會計師公會會員、英國特許秘書及行政人員公會會員及香港特許秘書公會會員。

PROFILES OF SENIOR EXECUTIVES

高級行政人員簡介

Ms. Connie CHEUNG, Mun-yi, aged 48, joined the Group (the Company together with its subsidiaries, the "Group") in 2007 and is the Head of Legal Department. Ms. Cheung is a practising solicitor. She holds a Bachelor Degree of Laws and a Postgraduate Certificate in Laws, both from The University of Hong Kong. Before joining the Group, Ms. Cheung worked in both law firm as a solicitor and public sector as an in-house legal counsel. Ms. Cheung is responsible for overseeing the legal aspects of the Group's various businesses, including project development, commercial investments, conveyancing and tenancy. She has over 24 years of legal experience.

Mr. Alec KONG, Chi-ming, aged 52, joined the Group in 1994 and is the Head of Business Development. Mr. Kong holds a Bachelor Degree of Business Administration from The Chinese University of Hong Kong, a Master Degree of Arts in Quantitative Analysis for Business and a Master Degree of Business Administration, both from the City University of Hong Kong. He is a member of The Royal Institution of Chartered Surveyors. Mr. Kong is responsible for overseeing the Group's business development in Mainland China and overseas. He has over 25 years of experience in the property field.

Ms. Hazel LAI, Ming-yan, aged 47, joined the Group in 2000 and is the Senior Manager—Contracts of Project Development Department. Ms. Lai is a registered professional surveyor. She holds a Bachelor Degree of Science in Building from the City University of Hong Kong and a Master Degree of Science in Construction and Real Estate from The Hong Kong Polytechnic University. She is also a member of The Hong Kong Institute of Surveyors and The Royal Institution of Chartered Surveyors. Ms. Lai is responsible for the quantity surveying affairs. She has over 25 years of relevant experience.

All of the above senior executives hold position as a director in one or more of the subsidiaries of the Company as at the date of this annual report.

張敏儀女士，現年48歲，於二零零七年加入本集團（本公司連同其附屬公司，統稱「本集團」），現任法律部主管。張女士為執業事務律師。彼持有香港大學法律學士學位及法學專業證書。在加入本集團之前，張女士曾於律師行任職事務律師及公營機構出任法律顧問。張女士負責處理本集團的各項業務之法律事宜，包括項目發展、商業投資、樓宇買賣及租務方面。彼在法律工作方面累積逾二十四年經驗。

江志明先生，現年52歲，於一九九四年加入本集團，現任業務發展總監。江先生持有香港中文大學工商管理學士學位，以及香港城市大學工商數量分析文學碩士學位及工商管理學碩士學位。彼為英國皇家特許測量師學會會員。江先生負責集團於中國內地及海外之業務發展。彼在房地產方面累積逾二十五年經驗。

黎明欣女士，現年47歲，於二零零零年加入本集團，現任項目發展部高級經理—工程合同。黎女士為註冊專業測量師。彼持有香港城市大學建造學理學士學位及香港理工大學建築及房地產學理學碩士學位。彼亦為香港測量師學會會員及英國皇家特許測量師學會會員。黎女士負責工料測量事宜。彼累積逾二十五年相關經驗。

於本年報日期，以上所有高級行政人員均擔任本公司一間或多間附屬公司之董事職務。

I am pleased to present the results of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2015 (the "Year") to the shareholders of the Company.

RESULTS

Profit attributable to owners of the Company for the Year was HK\$7,727.2 million as compared to HK\$8,744.9 million for last year. The decrease in profit for the Year was mainly arising from decline in attributable net rental income as a result of the disposals of the Company's wholly-owned subsidiaries that ultimately held the properties known as Silvercord and The ONE in January 2015 and July 2015 respectively, decline in attributable property sale profit, no dividend income from the Group's investee company in respect of property development and trading and decline in net gain on disposals of subsidiaries, despite increase in gain recognised on securities investments, increase of fair value gain on investment properties and share of gain on disposal of subsidiaries by an associate. Earnings per share for the Year was HK\$4.05 (2014: HK\$4.58).

If the net gain on the major non-cash items of HK\$4,785.1 million (2014: HK\$3,877.4 million) are excluded, but the realised fair value changes together with their respective deferred tax on disposals of investment properties from the Group and its associates in current year recognised loss for the Year of HK\$154.6 million (2014: HK\$0.3 million) is retained and the accumulated realised fair value gain together with their respective deferred tax on disposals of investment properties from the Group and its associates recognised in prior years of HK\$13,843.7 million (2014: HK\$55.0 million) is included, the Group will have a core profit attributable to owners of the Company for the Year of HK\$16,785.8 million (2014: HK\$4,922.5 million) and a core earnings per share of HK879.9 cents (2014: HK258.0 cents), which were both 3.4 times to those in the year of 2014.

The major non-cash items represented the attributable unrealised fair value gain on investment properties together with their respective deferred tax from the Group and its associates of HK\$4,785.1 million (2014: HK\$3,877.4 million).

本人欣然向本公司之股東呈報本公司及其附屬公司（「本集團」）截至二零一五年十二月三十一日止年度（「本年度」）之業績。

業績

本公司擁有人於本年度的應佔溢利為7,727,200,000港元，相比去年為8,744,900,000港元。本年度之溢利減少主要由於本公司於二零一五年一月及二零一五年七月分別出售最終持有名為新港中心及The ONE之物業之全資擁有附屬公司後引致應佔租金收入淨額下降、應佔物業銷售溢利下降、並無來自本集團有關物業發展及買賣之接受投資公司之股息收入及出售附屬公司之收益淨額下降，儘管證券投資之確認收益上升、投資物業之公平值收益增加及攤佔聯營公司有關出售附屬公司之收益。本年度之每股盈利為4.05港元（二零一四年：4.58港元）。

如撇除主要非現金項目收益淨額4,785,100,000港元（二零一四年：3,877,400,000港元），但保留本集團及其聯營公司就出售投資物業於本年度確認已變現公平值變動連同其相關之遞延稅項之虧損為154,600,000港元（二零一四年：300,000港元）及計入本集團及其聯營公司就出售投資物業於過往年度確認之累積已變現公平值收益連同其相關之遞延稅項共13,843,700,000港元（二零一四年：55,000,000港元），本集團將錄得本公司擁有人應佔本年度之核心溢利16,785,800,000港元（二零一四年：4,922,500,000港元）及每股核心盈利為879.9港仙（二零一四年：258.0港仙），兩者均為二零一四年之3.4倍。

主要非現金項目乃指來自本集團及其聯營公司之應佔投資物業之未變現公平值收益連同其相關之遞延稅項共4,785,100,000港元（二零一四年：3,877,400,000港元）。

DIVIDENDS

During the Year, the board of directors of the Company (the "Directors" or the "Board") had paid an interim dividend of HK30 cents per share (payment date: 14th September, 2015) (2014: HK30 cents per share) and special interim dividends of (i) HK\$4 per share (payment date: 13th January, 2015), (ii) HK\$2.6 per share (payment date: 15th July, 2015) and (iii) HK\$1.2 per share (payment date: 14th September, 2015) (2014: HK\$2.55 per share) and declared a conditional special interim dividend of HK\$2 per share which was paid after completion of a disposal transaction occurred in January 2016 (payment date: 20th January, 2016). As the Company has paid substantial interim dividends during the Year, the Board has recommended the payment of a nominal final dividend of HK1 cent per share for the Year (the "Final Dividend") (2014: HK1 cent per share).

Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 19th May, 2016 (the "2016 AGM"), dividend warrants will be posted on or about 6th June, 2016 to shareholders whose names appear on the register of members of the Company on 26th May, 2016.

As stated in the Company's circular dated 15th January, 2016, the Board may declare and pay one or more special cash interim dividend(s) in anticipation of the completion of the major and connected transactions regarding, inter alia, disposal of wholly-owned subsidiaries that ultimately held the property known as Windsor House (which is scheduled to be on or before 31st December, 2016) subject to the then financial and cashflow position of the Group.

股息

於本年度內，本公司董事會（「董事」或「董事會」）已支付中期股息每股30港仙（派息日：二零一五年九月十四日）（二零一四年：每股30港仙）及特別中期股息（i）每股4港元（派息日：二零一五年一月十三日）、（ii）每股2.6港元（派息日：二零一五年七月十五日）及（iii）每股1.2港元（派息日：二零一五年九月十四日）（二零一四年：每股2.55港元）；及宣派附有條件之特別中期股息每股2港元，於二零一六年一月出售交易成交後派付（派息日：二零一六年一月二十日）。由於本公司在本年度內已派付優厚之中期股息，董事會建議派發本年度之象徵性末期股息每股1港仙（「末期股息」）（二零一四年：每股1港仙）。

待股東於本公司將於二零一六年五月十九日舉行之應屆股東週年大會（「二零一六年股東週年大會」）上批准，股息單將於二零一六年六月六日或前後寄發予於二零一六年五月二十六日名列本公司股東名冊之股東。

誠如本公司日期為二零一六年一月十五日之通函，董事會或會就預期有關（其中包括）出售最終持有名為皇室大廈之物業之全資擁有附屬公司之主要及關連交易完成（將於二零一六年十二月三十一日或之前），視乎本集團當時之財務及現金流狀況，宣派及以現金支付一次或多次特別中期股息。

CLOSURE OF REGISTER OF MEMBERS

暫停辦理股東登記手續

For the purpose of ascertaining the members' eligibility to attend and vote at the 2016 AGM, and entitlement to the recommended Final Dividend, the register of members will be closed during the following periods respectively:

為確定股東出席二零一六年股東週年大會並於會上投票的資格，及獲派建議末期股息的權利，本公司將分別於下列期間暫停辦理股東登記手續：

(1) For ascertaining eligibility to attend and vote at the 2016 AGM:

(1) 為確定出席二零一六年股東週年大會並於會上投票的資格：

Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	13.5.2016 16:30
Closure of register of members 暫停辦理股東登記手續	16.5.2016 – 19.5.2016 (both days inclusive) (包括首尾兩天)

(2) For ascertaining entitlement to the recommended Final Dividend:

(2) 為確定獲派建議末期股息的權利：

Latest time to lodge transfers documents for registration 交回股份過戶文件以作登記的最後時限	24.5.2016 16:30
Closure of register of members 暫停辦理股東登記手續	25.5.2016 – 26.5.2016 (both days inclusive) (包括首尾兩天)
Record date 記錄日期	26.5.2016

To be eligible to attend and vote at the 2016 AGM, and to qualify for the recommended Final Dividend, all properly completed share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar and Transfer Office in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than the respective latest time as stated above.

為符合資格出席二零一六年股東週年大會並於會上投票，及獲派建議末期股息，所有填妥的股份過戶文件連同有關股票必須於上述分別指明的最後時限前送達本公司於香港之過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

BUSINESS MODEL AND STRATEGIES

The Group is one of the leading property developers in Hong Kong and its core businesses comprise property investments for rental and property development for sale as well as securities investments.

The Group aims at enhancing value and recurrent revenue of investment properties through conceptualising and implementing redevelopment, renovation works and repackaging programmes for properties as well as actively managing a balanced tenant mix for retail properties to achieve long-term sustainable growth.

The Group specialises in developing high-end and luxury residential properties in prime locations in Hong Kong; and enjoying profit contribution and cash inflow from property sales to achieve long-term sustainable growth and developing a brand name in the market.

In Mainland China, the Group invested in office properties, shopping arcades and hotel business in the prestigious areas to generate stable and recurrent rental income.

Other than property investment and development in Hong Kong and/or Mainland China, the Group is actively grasping the opportunities for acquiring properties in the United Kingdom.

The Group continues its strategy in quality partnerships with property developers or other parties to the extent commercially feasible and beneficial to the Group's development.

Apart from the aforesaid, the Group has conducted variety of securities investment business, such as equity investments, debt investments and other treasury products, with the aim to yield enhancement for treasury management.

The Group believes that the stable rental income from its investment properties, together with the property development and trading as well as securities investment, forms a diversified cash flow stream which allows the Group to weather the cyclical nature of the property business.

業務模式及策略

本集團是香港主要地產發展商之一，其核心業務包括投資物業的租賃、銷售發展物業及證券投資。

本集團致力透過物業重建、翻新及改造工程以提升旗下投資物業之價值及增加經常性收益。本集團亦積極管理及平衡零售物業租戶組合，以達致長期及可持續增長。

在香港，本集團擅長於優質地段發展高級及豪華住宅物業，使集團能享受來自物業銷售的盈利貢獻和現金流入，從而達致長期性持續增長及於市場上建立品牌。

於中國內地，本集團持有位於優質地區的寫字樓、購物商場及酒店業務之投資，以獲得穩定及經常性租金收入。

除了於香港及／或中國內地的物業投資及發展，本集團正積極物色機會收購位於英國之物業。

本集團秉持其策略，在商業上可行及有利於本集團發展之情況下與發展商或其他人士建立優質夥伴關係。

除上述所指外，本集團亦進行各種證券投資業務，如股本投資、債務投資及其他財資產品，為財資管理謀求增益。

本集團相信，投資物業之穩定租金收入，連同物業發展及買賣以及證券投資形成了多元化的現金流，使本集團能抵禦地產業務之週期性。

MANAGEMENT DISCUSSION AND ANALYSIS

Hong Kong Property Investment

Rentals from investment properties continued to be one of the major sources of our income. The overall occupancy rate of the Group's retail portfolio was 97.42% during the Year. The high occupancy rate was attributable to the prime locations of the majority of the Group's retail properties.

The Group's attributable overall gross rental income from Hong Kong including the performance of non wholly-owned properties was HK\$1,090.1 million for the Year, recorded a decrease of 35.23% as compared with last year. The rental income from retail portion recorded substantial decline of 50.80% while the non-retail portion recorded steady growth of 7.09%. The decline of rental income from retail portion was mainly due to the disposal of the companies holding Silvercord and The ONE in January 2015 and July 2015 respectively. Although Mainland China tourists' spending in Hong Kong is yet to be recovered and the local consumption demand was still weak, as the Group's retail properties located mainly in prime shopping areas and were highly praised and appreciated by tenants, therefore retail rents were generally raised. However, rental rates for certain retail business sectors have shown the indications of reaching their peaks.

During the Year, the average occupancy rate of the shops of Causeway Place was approximately 85.82% excluding those disposed of.

The overall rental income of Windsor House was raised 5.24% for the Year as compared with last year. During the Year, its average occupancy rate was approximately 93.85%. Windsor House provides shoppers a cozy shopping environment with a diversified trade mix. Various marketing and promotion activities are held in Windsor House from time to time which boost shoppers' flow and thus increase tenants' business turnover. As a result, Windsor House recorded steady rental growth and high occupancy rate.

Olympian City 3 (25% interest), the retail mall in The Hermitage residences in West Kowloon, the average occupancy rate was approximately 99.59% during the Year.

Coronation Circle (15% interest), the retail mall in The Coronation residences in West Kowloon, the average occupancy rate was approximately 60.37% during the Year.

管理層討論與分析

香港物業投資

投資物業之租金仍然是本集團之主要收入來源之一。本集團之零售物業組合於本年度內之整體出租率為97.42%。高出租率與本集團大部分零售物業位於優質地段有關。

於本年度，本集團在香港之應佔整體租金收入（包括非全資擁有物業之表現）為1,090,100,000港元，較去年減少35.23%。零售部分租金收入顯著下降，錄得50.80%跌幅，而非零售部分租金收入則錄得7.09%之平穩增長。零售部分租金收入下降主要與本集團於二零一五年一月及二零一五年七月分別出售持有新港中心及The ONE之公司有關。儘管內地訪港旅客於本港之消費仍有待復甦及本地消費依然疲弱，由於本集團之零售物業主要位於購物旺區，深受租戶歡迎，零售租金普遍上揚。然而，若干零售物業之租金已有見頂之跡象。

於本年度內，銅鑼灣地帶之商舖（撇除已售出之商舖）之平均出租率約為85.82%。

皇室大廈於本年度之整體租金收入較去年上升5.24%。於本年度內，其平均出租率約為93.85%。皇室大廈為購物人士提供舒適的購物環境及具多元化的商戶組合。皇室大廈不時舉辦不同的宣傳及推廣活動，提升購物人流，使租戶之營業額增加。皇室大廈因而錄得平穩之租金增長及高出租率。

奧海城三期（佔25%權益），位於西九龍帝峯•皇殿住宅之商場，於本年度內之平均出租率約為99.59%。

中港薈（佔15%權益），位於西九龍御金•國峯住宅之商場，於本年度內之平均出租率約為60.37%。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Hong Kong Property Investment (Cont'd)

The occupancy rate for the Group's office properties maintained at a high level throughout the Year. During the Year, the average occupancy rates of Windsor House, MassMutual Tower and Harcourt House were approximately 95.61%, 99.65% and 99.38% respectively, bringing the approximate occupancy rate of the overall office portfolio to 97.93%.

In November 2015, the Group entered into a disposal agreement to dispose the company holding MassMutual Tower and the transaction was completed in January 2016. In December 2015, the Group entered into a disposal agreement to dispose the companies holding Windsor House, such transaction is expected to be completed in 2016.

Hong Kong Property Development

In general, the Group's development projects have been progressing satisfactorily.

No. 12 Shiu Fai Terrace, located in Mid-Levels East, is a traditional prestigious location for luxury residential project in Hong Kong. A luxury residential tower which provides a total residential gross floor area of around 40,726 square feet will be redeveloped. Superstructure work is in progress. Completion of the project is re-scheduled to the fourth quarter of 2016.

One South Lane is located in the Western District and enjoys close proximity to the HKU MTR Station. It will be redeveloped into a luxury residential/retail tower with a total gross floor area of around 41,353 square feet and consists of 92 residential units. Superstructure and fitting-out works are in progress. Completion of the project is tentatively scheduled for end of the second quarter of 2016. Since its pre-sales commenced in September 2014, 88 units were presold up to 31st December, 2015, representing 95.65% of total units.

The Group has a two-phase redevelopment project in Wanchai (87.5% interest) undertaken with the Urban Renewal Authority. All residential units of The Zenith (Phase I project) were sold. One WanChai (Phase II project with preservation of the core elements of Wanchai Market) is a residential/commercial complex development with total gross floor area of approximately 159,700 square feet which provides 237 residential units and retail properties. As at 31st December, 2015, all residential units of One WanChai were sold.

管理層討論與分析 (續)

香港物業投資 (續)

本集團辦公室物業於本年度之出租率維持於高水平。於本年度內，皇室大廈、美國萬通大廈及夏慤大廈之平均出租率分別約為95.61%、99.65%及99.38%，使整體辦公室物業組合出租率達約97.93%。

於二零一五年十一月，本集團訂立一份出售協議以出售持有美國萬通大廈之公司，而該交易已於二零一六年一月完成。於二零一五年十二月，本集團訂立一份出售協議以出售持有皇室大廈之公司，預期該交易將於二零一六年完成。

香港物業發展

整體而言，本集團各個發展項目進展理想。

肇輝臺12號位於半山區東部香港傳統豪宅項目地段，位置優越。將重建為一座豪華住宅大樓，可提供總住宅樓面面積合共約40,726平方呎，現正進行上蓋建築工程。項目重訂於二零一六年第四季竣工。

南里壹號位於西區毗鄰香港大學港鐵站。將重建為一座豪華住宅／零售大樓，總樓面面積合共約41,353平方呎，由92個住宅單位組成。上蓋建築及裝修工程現正進行。項目暫訂於二零一六年第二季季尾竣工。自二零一四年九月開始預售以來，截至二零一五年十二月三十一日止已預售88個單位，相當於單位總數之95.65%。

本集團擁有一項與市區重建局合作位於灣仔合共兩期之重建項目（佔87.5%權益）。尚翹峰（第一期項目）之所有住宅單位經已售出。壹環（第二期項目涉及保留灣仔街市核心部分）為一項住宅／商業綜合發展項目，總樓面面積合共約159,700平方呎，提供237個住宅單位及零售商舖。於二零一五年十二月三十一日，壹環之所有住宅單位已售出。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Hong Kong Property Development (Cont'd)

55 Conduit Road (70% interest) is a luxury residential development in Mid-Levels West with total residential gross floor area of around 87,800 square feet which provides 35 residential units. The occupation permit and the certificate of compliance were issued in March 2015 and November 2015 respectively and it has been launched in December 2015. As at 31st December, 2015, 11 units were presold, representing 31.43% of total units.

The Hermitage (25% interest) is one of the Group's joint venture development projects in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 964 residential units and retail properties with a total gross floor area of around 1,095,980 square feet. As at 31st December, 2015, 99.79% of total units were sold (2 units remaining).

The Coronation (15% interest) is another joint venture development project of the Group in West Kowloon. It comprises 6 residential tower blocks and provides in aggregate 740 residential units and retail properties with a total gross floor area of around 650,600 square feet. As at 31st December, 2015, 99.86% of total units were sold (1 unit remaining).

Kwun Tong Town Centre Project (Development Areas 2 and 3) (10% interest) is a joint venture development project of the Group awarded by the Urban Renewal Authority. Its total site area is approximately 234,160 square feet. Total gross floor area of around 1,853,561 square feet will be developed. Foundation work is in progress and the whole project is expected to be completed in the first quarter of 2021.

Mainland China Property Investment

During the Year, the 79 retail outlets with a total area of approximately 29,000 square feet in Lowu Commercial Plaza, Shenzhen were fully let out.

Evergo Tower, located at Central Huaihai Road in Shanghai, is a 21-storey office and shopping complex and has a gross floor area of around 263,708 square feet. The average occupancy rates of the office and retail spaces for the Year were approximately 78.06% and 95.40% respectively.

管理層討論與分析 (續)

香港物業發展 (續)

傲珀 (佔70%權益) 為位於半山區西部的豪華住宅發展項目，總住宅樓面面積合共約87,800平方呎，提供35個住宅單位。該項目已於二零一五年三月及二零一五年十一月分別獲發入伙紙及滿意紙，並已於二零一五年十二月開售。於二零一五年十二月三十一日，已預售11個單位，相當於單位總數之31.43%。

帝峯•皇殿 (佔25%權益) 為本集團其中一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共964個住宅單位及零售商舖，總樓面面積合共約1,095,980平方呎。於二零一五年十二月三十一日，已售出之單位總數為99.79% (餘下2個單位未售出)。

御金•國峯 (佔15%權益) 為本集團另一項位於西九龍的合營發展項目。該項目由6座住宅大廈組成，提供合共740個住宅單位及零售商舖，總樓面面積合共約650,600平方呎。於二零一五年十二月三十一日，已售出之單位總數為99.86% (餘下1個單位未售出)。

觀塘市中心計劃第二及第三發展區項目 (佔10%權益) 為本集團獲市區重建局批予發展之合營發展項目。地盤面積合共約為234,160平方呎，將發展之總樓面面積合共約1,853,561平方呎。現正進行地基工程，預期整個項目將於二零二一年第一季竣工。

中國內地物業投資

於本年度內，深圳市羅湖商業城79個零售商舖 (面積合共約29,000平方呎) 全數租出。

愛美高大廈位於上海市淮海中路，為一幢樓高21層的辦公及商場綜合樓，建築面積約263,708平方呎。辦公及商場面積於本年度之平均出租率，分別約為78.06%及95.40%。

MANAGEMENT DISCUSSION AND ANALYSIS

(Cont'd)

Mainland China Property Investment (Cont'd)

Hilton Beijing (50% interest), having 503 rooms, average occupancy rate was approximately 76.21% for the Year.

Oriental Place (50% interest), a 10-storey office building next to Hilton Beijing, average occupancy rate was approximately 97.88% for the Year.

In August 2015, an associate of the Group entered into a sale and purchase agreement to dispose the company holding Platinum (50% interest) in Shanghai and the transaction was completed in September 2015.

Mainland China Property Development

In July 2015, the Group disposed the companies holding the property projects known as Splendid City, The Metropolis and Chinese Estates Plaza, all located in Chengdu.

During the Year, the Group has disposed a company holding The Coronation (25% interest), a commercial and residential project located in Chongqing. Completion of the transaction occurred in October 2015.

Overseas Property Investment

River Court is a Grade A freehold office building situate at 116-129 Fleet Street, London, United Kingdom. It provides a total net internal area of approximately 431,324 square feet, together with certain car parking spaces. It was fully let out as of 31st December, 2015.

Securities Investments

The Group's strategy is to maintain securities investment portfolio for treasury management.

The gain recognised on securities investments for the Year was HK\$860.3 million. Details of the performance of securities investments are disclosed under "Financial Operation Review" of this annual report. The Group will continue to closely monitor its portfolio of securities investments to achieve satisfactory returns.

管理層討論與分析 (續)

中國內地物業投資 (續)

北京希爾頓酒店 (佔50%權益) · 設有503個客房 · 於本年度之平均入住率約為76.21%。

東方國際大廈 (佔50%權益) · 為北京希爾頓酒店側的一幢樓高10層辦公樓 · 於本年度之平均出租率約為97.88%。

於二零一五年八月 · 本集團之聯營公司訂立一份買賣協議以出售持有位於上海之新茂大廈 (佔50%權益) 之公司 · 而該交易已於二零一五年九月完成。

中國內地物業發展

於二零一五年七月 · 本集團已出售持有名為華置 · 西錦城 · 華置 · 都匯華庭及華置廣場之物業項目之公司 · 所有項目均位於成都市。

於本年度內 · 本集團已出售一間持有御龍天峰 (佔25%權益) (位於重慶市之商住項目) 之公司 · 該交易於二零一五年十月完成。

海外物業投資

River Court為一幢位於英國倫敦Fleet Street 116-129號之永久業權甲級寫字樓 · River Court提供總室內淨面積約431,324平方呎 · 連同若干泊車位 · 於二零一五年十二月三十一日 · 所有單位均獲承租。

證券投資

本集團的策略是維持證券投資組合的財資管理。

本年度證券投資之確認收益為860,300,000港元 · 證券投資表現之詳情在本年報財務業務回顧內披露 · 本集團將繼續密切監察其證券投資組合 · 以取得令人滿意的回報。

OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD

Disposal of a Subsidiary holding The ONE – Major and Connected Transaction

The Group has on 12th December, 2014 entered into a sale and purchase agreement in relation to, inter alia, disposal of a wholly-owned subsidiary of the Company that ultimately held the property known as The ONE located in Tsimshatsui, Hong Kong to the company wholly-owned by Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”), a substantial shareholder and a controlling shareholder of the Company, at the final consideration of approximately HK\$5,020.6 million (“The ONE Transaction”). The ONE Transaction constituted a major and connected transaction of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and was approved by the independent shareholders of the Company (“Independent Shareholders”) at the special general meeting of the Company held on 23rd January, 2015. The ONE Transaction was completed on 15th July, 2015. Details of the The ONE Transaction were set out in the Company’s announcement dated 12th December, 2014; circular dated 7th January, 2015; and announcements dated 15th July, 2015 and 13th August, 2015.

Disposal of Gemstar Tower Car Parking Spaces

On 23rd June, 2015, the Group entered into a provisional agreement for sale and purchase in relation to, inter alia, disposal of the roof and 50 car parking spaces at Gemstar Tower, Hung Hom, Hong Kong held by the Group to an independent third party at a consideration of HK\$90.0 million. Completion of the disposal took place on 21st December, 2015.

Disposal of Subsidiaries holding Chengdu Projects – Discloseable Transaction

On 14th July, 2015, the Group entered into an equity and debt transfer agreement in relation to, inter alia, disposal of the Company’s wholly-owned subsidiaries that ultimately held, inter alia, the property projects located at Chengdu, People’s Republic of China (“PRC”) known as Splendid City, The Metropolis and Chinese Estates Plaza, together with an investment in a PRC partnership which was set up mainly for the purpose of long term capital investment, to an independent third party at a consideration of HK\$6,500.0 million (“Chengdu Transaction”). Chengdu Transaction constituted a discloseable transaction of the Company under the Listing Rules. Details of Chengdu Transaction were set out in the announcement of the Company dated 14th July, 2015. Completion of Chengdu Transaction took place on 30th July, 2015.

其他資料及報告期末後事項

出售持有The ONE之附屬公司—主要及關連交易

本集團於二零一四年十二月十二日訂立一份買賣協議，內容有關（其中包括）出售一間最終持有位於香港尖沙咀名為The ONE之物業之本公司全資擁有附屬公司予由劉鑾雄先生（「劉鑾雄先生」）（本公司之主要股東及控股股東）全資擁有之公司，最終代價約為5,020,600,000港元（「The ONE交易」）。根據香港聯合交易所有限公司證券上市規則（「上市規則」），The ONE交易構成本公司之主要及關連交易，並獲本公司獨立股東（「獨立股東」）於二零一五年一月二十三日舉行之本公司股東特別大會上批准。The ONE交易於二零一五年七月十五日完成。有關The ONE交易之詳情載列於本公司日期為二零一四年十二月十二日之公布；二零一五年一月七日之通函；及二零一五年七月十五日及二零一五年八月十三日之公布內。

出售駿昇中心車位

於二零一五年六月二十三日，本集團訂立一份臨時買賣協議，內容有關（其中包括）出售由本集團持有位於香港紅磡駿昇中心之天台及50個車位予獨立第三方，代價為90,000,000港元。該出售於二零一五年十二月二十一日完成。

出售持有成都項目之附屬公司—須予披露交易

於二零一五年七月十四日，本集團訂立一份股權及債權轉讓協議，內容有關（其中包括）出售（其中包括）多間最終持有位於中華人民共和國（「中國」）成都市名為華置•西錦城、華置•都匯華庭及華置廣場之物業項目以及一項於中國合夥企業的投資（其成立目的主要為長期資本投資）之本公司全資擁有附屬公司予獨立第三方，代價為6,500,000,000港元（「成都交易」）。根據上市規則，成都交易構成本公司之須予披露交易。有關成都交易之詳情載列於本公司日期為二零一五年七月十四日之公布內。成都交易於二零一五年七月三十日完成。

OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD (Cont'd)

Disposal of a Company holding Platinum by an Associate

An associate of the Group (50% interest) has on 7th August, 2015 entered into a sale and purchase agreement in relation to, inter alia, disposal of a company that ultimately held the office building namely Platinum located at Shanghai, PRC to an independent third party of the Company at a final consideration of approximately US\$322.5 million. Completion of the disposal took place on 30th September, 2015.

Disposal of a Subsidiary holding Chongqing Project – Discloseable Transaction

On 19th October, 2015, the Group entered into an equity and debt receivable transfer agreement in relation to, inter alia, disposal of the Company's wholly-owned subsidiary, which in turn owns 25% of the company that ultimately held the entire interests in the property project located at Chongqing, PRC known as The Coronation, to an independent third party at a consideration of HK\$1,750.0 million ("Chongqing Transaction"). Chongqing Transaction constituted a discloseable transaction of the Company under the Listing Rules. Details of Chongqing Transaction were set out in the announcement of the Company dated 19th October, 2015. Completion of Chongqing Transaction took place on 27th October, 2015.

Disposal of a Subsidiary holding MassMutual Tower – Major Transaction

The Group has on 12th November, 2015 entered into an equity and debt transfer agreement in relation to, inter alia, disposal of a wholly-owned subsidiary of the Company that ultimately held the commercial property known as MassMutual Tower located in Wanchai, Hong Kong to an independent third party, at the final consideration of approximately HK\$12,448.3 million ("MMT Transaction"). MMT Transaction constituted a major transaction of the Company under the Listing Rules. MMT Transaction was completed on 15th January, 2016. Details of MMT Transaction were set out in the Company's announcement dated 12th November, 2015; circular dated 3rd December, 2015; and announcement dated 15th January, 2016.

其他資料及報告期末後事項 (續)

聯營公司出售持有新茂大廈之公司

本集團之聯營公司(佔50%權益)於二零一五年八月七日訂立一份買賣協議,內容有關(其中包括)出售一間最終持有位於中國上海市名為新茂大廈之辦公樓之公司予本公司之獨立第三方,最終代價約為322,500,000美元。該交易於二零一五年九月三十日完成。

出售持有重慶項目之附屬公司—須予披露交易

於二零一五年十月十九日,本集團訂立一份股權及應收債權轉讓協議,內容有關(其中包括)出售本公司之全資擁有附屬公司予獨立第三方,而該附屬公司持有另一間公司25%之權益,後者最終持有位於中國重慶市名為御龍天峰之物業項目之全部權益,代價為1,750,000,000港元(「重慶交易」)。根據上市規則,重慶交易構成本公司之須予披露交易。有關重慶交易之詳情載列於本公司日期為二零一五年十月十九日之公布內。重慶交易於二零一五年十月二十七日完成。

出售持有美國萬通大廈之附屬公司—主要交易

本集團於二零一五年十一月十二日訂立一份股權及債權轉讓協議,內容有關(其中包括)出售一間最終持有位於香港灣仔名為美國萬通大廈之商用物業之本公司全資擁有附屬公司予獨立第三方,最終代價約為12,448,300,000港元(「美國萬通大廈交易」)。根據上市規則,美國萬通大廈交易構成本公司之主要交易。美國萬通大廈交易於二零一六年一月十五日完成。有關美國萬通大廈交易之詳情載列於本公司日期為二零一五年十一月十二日之公布;二零一五年十二月三日之通函;及二零一六年一月十五日之公布內。

OTHER INFORMATION AND EVENTS AFTER THE REPORTING PERIOD (Cont'd)

Disposal of a Residential Unit of 55 Conduit Road – Connected Transaction

As announced on 21st December, 2015, the Group accepted a tender submitted by Ms. Amy Lau, Yuk-wai, a non-executive director of the Company, to purchase a residential unit together with a car parking space of the Group's luxury residential development located in Mid-Levels West, Hong Kong, namely 55 Conduit Road at the purchase price of HK\$124,118,000. The transaction constituted a connected transaction of the Company under the Listing Rules and is expected to be completed on or before 29th April, 2016.

Disposal of Subsidiaries holding Windsor House – Major and Connected Transactions

As announced on 23rd December, 2015, the Group has on 23rd December, 2015 entered into sale and purchase agreements, in relation to, inter alia, disposal of the wholly-owned subsidiaries of the Company that ultimately held the property known as Windsor House located in Causeway Bay, Hong Kong to the company wholly-owned by Mr. Joseph Lau at a consideration capped at HK\$12,010.0 million in total ("Windsor Transactions"). Windsor Transactions constituted major and connected transactions of the Company under the Listing Rules and were approved by the Independent Shareholders at the special general meeting of the Company held on 2nd February, 2016. Details of Windsor Transactions were set out in the announcement of the Company dated 23rd December, 2015 and the circular of the Company dated 15th January, 2016. Completion shall take place on or before 31st December, 2016.

Acquisition of a Property in the United Kingdom

In March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire a freehold property situate at 12/14 St. George Street, Mayfair, London at a consideration of GBP121.7 million. Completion of the acquisition shall take place on or before 15th April, 2016.

其他資料及報告期末後事項 (續)

出售琥珀住宅單位 – 關連交易

誠如二零一五年十二月二十一日發出之公布，本集團接納劉玉慧女士（本公司之非執行董事）就認購本集團位於香港半山區西部名為琥珀的豪華住宅發展項目之一個住宅單位連同一個私家車車位提交之標書，認購價為124,118,000港元。根據上市規則，該交易構成本公司之關連交易。預期該交易將於二零一六年四月二十九日或之前完成。

出售持有皇室大廈之附屬公司 – 主要及關連交易

誠如二零一五年十二月二十三日發出之公布，本集團於二零一五年十二月二十三日訂立買賣協議，內容有關（其中包括）出售最終持有位於香港銅鑼灣名為皇室大廈之物業之本公司全資擁有附屬公司予由劉鑾雄先生全資擁有之公司，代價之上限合共為12,010,000,000港元（「皇室大廈交易」）。根據上市規則，皇室大廈交易構成本公司之主要及關連交易，並獲獨立股東於二零一六年二月二日舉行之本公司股東特別大會上批准。有關皇室大廈交易之詳情載列於本公司日期為二零一五年十二月二十三日之公布；及本公司日期為二零一六年一月十五日之通函內。皇室大廈交易將於二零一六年十二月三十一日或之前完成。

收購英國物業

於二零一六年三月，本集團與獨立第三方訂立一份買賣協議，收購位於倫敦Mayfair·St. George Street 12/14號之永久業權物業，代價為121,700,000英鎊。收購事項將於二零一六年四月十五日或之前完成。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES

The Group is aware of the importance of corporate social responsibility and considers the fundamental success of corporate development is attaching to corporate social responsibility.

Employment and Staff Care

The Group considers its employees as its important asset and strives to attract and retain the best people for the sustainable growth of the Group.

As a caring company, the Group provides equal opportunity to employees and prohibits discrimination on the basis of personal characteristic. In order to sustain a safe, fair and respectful environment to employees, the Group had established code of practices for employees.

The Group is committed to providing a fair and competitive remuneration package in the form of basic salary, incentive pay (discretionary bonus), mandatory and voluntary provident funds, and other fringe benefits, such as healthcare benefits (including medical insurance, personal accident insurance and employee compensation), paid leave for various purposes (including annual leave, maternity leave, paternity leave, marriage leave, sick leave, examination leave and compassionate leave), and education and training sponsorship.

Besides, employees are encouraged to have a good balance among work, health and social activities which has been supported by adopting a five-day workweek and arranging early release from work for festivals. During the Year, the Group arranged a parent-child activity relating to organic farming. The aims of the activity are to encourage parents and child to experience green life through organic agriculture, to encourage employees the participation of extracurricular activity with family members as well as to advance parent-child activity.

Moreover, the Group's annual dinner is one of its most important functions where the management and employees can meet together in a relaxed circumstance. During the annual dinner, employees who have completed at least 10 consecutive years of services will be given long service awards in recognition of their commitment and loyalty; employees who have participated the community services or volunteer activities for more than 10 hours in the Year will also be awarded by the Group in recognition of their commitment and contribution.

環境、社會及管治事項

本集團知悉企業社會責任極為重要，認為企業社會責任是企業發展成功的基石。

僱傭與員工關懷

本集團認為僱員為其最重要資產，一直致力吸引並留效最佳人才，為本集團帶來可持續增長。

作為關懷員工的公司，本集團為僱員提供平等機會，嚴禁個人特質歧視。為向僱員提供安全、公平及尊重他人的環境，本集團已制訂僱員常規守則。

本集團致力提供公平及具競爭力的薪酬待遇，薪酬待遇包括基本薪金、獎勵（酌情花紅）、強制性及自願性公積金以及其他額外福利，如醫療福利（包括醫療保險、個人意外保險及僱員補償）、各種有薪假期（包括年假、產假、侍產假、婚假、病假、考試假及恩恤假）以及教育及培訓贊助。

此外，為鼓勵員工在工作、健康和社會活動各方面取得理想平衡，本集團已採納每週五天工作制，並為慶祝節日安排提早下班。於本年度，本集團安排有機種植親子活動。是次活動旨在鼓勵父母與孩子透過有機農務一同體驗綠色生活，鼓勵員工與家人共同參與工餘活動，以及促進親子活動。

再者，本集團的週年晚宴是其最重要的活動之一，管理層和員工可以在輕鬆的環境下聚會。於週年晚宴上，完成最少連續十年服務的員工將獲頒發長期服務獎，以表揚他們的承擔和忠誠；員工如在年內參與社會服務或義務工作超過十小時，亦會獲得本集團嘉獎，表彰他們的努力和貢獻。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES (Cont'd)

Health and Safety

The head office of the Group is located at one of the prime sites in Wanchai with easy accessibility to work with well developed traffic network throughout. The office is the self-managed property of the Group with rather spacious working environment that affords the employees a comfortable working place with good property management.

The Group emphasises to provide its employees a safety office for works all the time. Notices are displayed in all conspicuous positions in the workplace to highlight the action to be taken on discovering a fire.

The Group alerts the importance of the prevention of influenza. Over the past years, free influenza vaccinations were arranged for employees.

Operating Practices

The Group is committed to upholding high standards of business integrity, honesty and transparency in its business dealings and to respecting the rights and interests of customers.

The Group endeavours to comply with the Residential Properties (First-hand Sales) Ordinance, Chapter 621 of the laws of Hong Kong to protect purchasers' rights and interests all the time.

Community Involvement

The Group is committed to making a positive contribution to the communities in which it operates for all the time. During the Year, the Group continued to actively support meaningful activities in the community, and to encourage and promote volunteerism throughout the Group.

環境、社會及管治事項 (續)

健康與安全

本集團的總部設於灣仔主要地段，交通網絡完善，方便到達工作地點。辦公室地方寬敞，由本集團管理，物業管理優良，為員工提供舒適的工作場所。

本集團一直著重其員工時刻可在安全的辦公室工作。所有工作場所當眼位置均貼上告示，概述發現火警時應採取的行動。

本集團深悉預防流行性感冒的重要性。過去數年一直為僱員安排免費注射流感疫苗。

營運慣例

本集團致力於其業務往來中維持高水平的商業誠信、誠實和透明度，並尊重客戶權利和利益。

本集團竭力遵守最新推出的香港法例第621章《一手住宅物業銷售條例》，時刻保障買家權利和利益。

社區參與

本集團一向致力為業務所在社區積極貢獻。於本年度，本集團繼續積極支持各類有意義之社區活動，並繼續於集團內鼓勵和提倡義務工作。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES (Cont'd)

Community Involvement (Cont'd)

The Company has formed a voluntary service team since 2007. The Group together with its staff and/or voluntary service team had participated in various community programmes, charitable fundraising activities and volunteer services for helping the communities in need, suffering people and children with special needs from time to time during the Year. The Group continues to participate in (among others) circulation of flag bags within the Group organized by Hong Kong Alzheimer's Disease Association, "Dress Pink Day" organised by Hong Kong Cancer Fund, "Pass-it-On" organised by Hong Kong Red Cross, "Oxfam Rice Event" organised by Oxfam Hong Kong, "Olympic 'Fun' Run" organised by Sports Federation & Olympic Committee of Hong Kong, China, "Standard Chartered Hong Kong Marathon – 'Run for Paralympians' Charity Programme" organised by Hong Kong Paralympic Committee & Sports Association for the Physically Disabled, "Hong Kong and Kowloon Walk for Millions" and "Dress Casual Day" organised by The Community Chest of Hong Kong, and "Skip-A-Meal" and "Used Book Recycling Campaign" organised by World Vision Hong Kong. During the Year, the Group had also participated in (among others) flag day organised by Ocean Park Conservation Foundation, Hong Kong and "AVS Walk & Run for Volunteering 2015" organised by Agency for Volunteer Service.

Moreover, the Group supports a barrier-free environment in the community. Certain premises of the Group (including shopping malls, commercial and residential properties) provide barrier-free access and facilities for people in need including persons with disabilities such as the installation of automatic door opening devices for the exit doors, the provision of wheelchair lending services and premises with disabled toilets.

The Company was awarded as "Caring Company", being the ninth consecutive year, by The Hong Kong Council of Social Service in recognition of our good corporate citizenship.

環境、社會及管治事項 (續)

社區參與 (續)

本公司自二零零七年起成立義工服務隊。本集團連同其員工及／或義工服務隊於本年度內不時參與各種社區項目、慈善籌款活動及義工服務，幫助社區內有需要或患病人士，以及需要特別照顧之兒童。本集團持續參與（其中包括）由香港認知障礙症協會舉辦並於集團內進行的旗袋傳遞活動，由香港癌症基金會舉辦之「粉紅服飾日」，由香港紅十字會舉辦之「愛心相連大行動」，由香港樂施會舉辦之「樂施米義賣大行動」，由中國香港體育協會暨奧林匹克委員會舉辦之「奧運日－奧運歡樂跑」，由香港殘疾人奧委會暨傷殘人士體育協會舉辦之「渣打香港馬拉松－『齊撐殘奧精英』」籌款活動，由香港公益金舉辦之「港島、九龍區百萬行」和「公益金便服日」，以及由香港世界宣明會舉辦之「饑饉一餐」和「舊書回收義賣大行動」。於本年度內，本集團亦參與（其中包括）由香港海洋公園保育基金舉辦之賣旗活動，以及由義務工作發展局舉辦之「AVS義行義跑『義』015」。

此外，本集團支持無障礙社區環境。本集團若干物業（包括商場、商業及住宅物業）提供無障礙通道和設施予有需要人士，包括殘疾人士，例如在出口設置自動門開啟裝置、提供輪椅借用服務及在物業裝設殘疾人士洗手間。

本公司已連續九年獲香港社會服務聯會嘉許為「商界展關懷」機構，以肯定其良好企業公民精神。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES (Cont'd)

Environmental Protection

The Group advocates environmental protection. The Group continued to support World Wide Fund's global and local conservation efforts. The Group played a part in their "Earth Hour" by switching off the exterior and billboard lighting of certain properties under the Group for an hour on the night of 28th March, 2015.

The Group is also committed to minimising the adverse impact that its operations may have on the environment. The Group encourages double-sided printing in office in order to save trees. The Group also convenes meetings for directors/management who stay overseas by mean of telephone conference in order to minimize the carbon footprint from frequent overseas travel. The Group encourages reduction of light pollution by switching off the unnecessary lights after its office and shopping malls are closed. Traditional high energy consumption lights at shopping malls were replaced by LED lightings since 2014. Over the recent years, the Group's properties have been designed and/or constructed with green ideas and features by maximizing the use of natural renewable resources and recycled/green building material, minimizing the consumption of energy, and reducing construction and demolition waste in development projects.

The Group has undertaken a redevelopment project in Wanchai with the Urban Renewal Authority aiming to preserve the Old Wan Chai Market (the "Market"). The Market is a pre-war Bauhaus-style building constructed in 1937 and rated as a Grade III heritage building in Hong Kong. During the heritage conversion process, the Group adopted a "core elements preservation" strategy approved by local conservation bodies, which preserved the core and major components of the Market, including the entire exterior and facade, the interior structure, and part of its original appearance and successfully developed the site into a unique property development namely One WanChai, a residential/commercial complex with total gross floor area of approximately 159,700 square feet. Towering above a significant historical landmark, One WanChai is the first such redevelopment in Hong Kong and is well known as an iconic blending of heritage and modern architecture.

環境、社會及管治事項 (續)

環境保護

本集團提倡環境保護。本集團一直支持世界自然基金會的國際及本地保育事務。本集團參與了「地球一小時」熄燈活動，於二零一五年三月二十八日晚上關掉了本集團旗下若干物業之外牆照明及廣告版燈飾一小時。

本集團亦致力減少其業務所在可能對環境造成之不利影響。本集團鼓勵在辦公室使用雙面打印以拯救樹木。本集團亦為身處海外的董事／管理層召開電話會議，以減少頻繁外出造成的碳排放量。本集團之辦公室和商場在關門後會關閉不必要的燈光，以鼓勵減少光污染。自二零一四年起，本集團旗下商場以LED（發光二極管）照明取代傳統的高耗能燈具。近年的發展項目中，本集團在設計及／或構建物業時均會加入綠色理念和元素，以最大限度地運用天然可再生資源和再生／綠色建材，盡量減少能源消耗及建築廢料。

本集團與市區重建局合作進行位於灣仔之重建項目，旨在保育舊灣仔街市（「街市」）。街市建於一九三七年屬戰前包浩斯風格建築，並被評為香港三級文物建築。在翻新古跡的過程中，本集團採用了經本地環保機構批准的「保留核心要素」策略，保留了街市的核心和主要組成部分，包括整個外觀和正面、內部結構及其本來面貌的一部分，並成功發展成名為「壹環」的獨特住宅／商業綜合發展項目，總樓面面積合共約為159,700平方呎。壹環座落於重要歷史地標之上，創下香港重建項目先河。壹環亦因設計獨特，融匯歷史古跡與現代建築而馳名。

INVESTOR RELATIONS

The Company is continuously committed to maintaining good communication with shareholders, investors and analysts in order to ensure their thorough understanding of the Group's strategies and business development, thereby enhancing transparency and investor relations.

The Company maintains a Company's website (www.chineseestates.com) to make the Company's information available on the internet, including the dissemination of statutory announcements and circulars etc., to facilitate its communication with shareholders and to provide important information to the investing public on corporate governance structure, policies and systems, profiles of the Directors and senior executives as well as terms of reference of Board committees.

The up-to-date information of the Group is available for public access on the Company's website. The Company encourages its shareholders to take advantage of the Company's website and welcomes suggestions from investors and shareholders, and invites them to share their views and suggestions by contacting the Company at investor.relations@chineseestates.com.

Shareholders can raise their enquiries to the Board or the company secretary of the Company in writing by sending such written enquiries to the principal office of the Company in Hong Kong at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

PROSPECTS

The economic recovery in the United States continues to be modest with the support of strengthening housing and labour markets. With the modest interest rate increment, it is expected that the domestic demand in the United States will be on the right track of steadily growth. Meanwhile, despite the unprecedented amounts of monetary stimulus, the economic recovery of the European countries is slowing and inflation is retreating. It is expected that stimulus will be expanded to counter the risk of low inflation in the European countries and it is hoped that the global economy will continue to recover in the times ahead.

投資者關係

本公司一貫致力與股東、投資者及分析員保持良好溝通，以確保彼等對本集團之策略及業務發展有透徹的理解，從而提高透明度及加強與投資者關係。

本公司設有公司網頁(www.chineseestates.com)，使股東可透過互聯網取得公司資料，包括法定公布及股東通函之發放等，加強與股東之溝通，並提供重要資料予公眾投資者了解企業管治架構、政策及制度、董事及高級行政人員簡介，以及董事會轄下委員會之職權範圍。

有關本集團之最新資訊，本公司會於公司網站作出相應更新以讓公眾人士查閱。本公司鼓勵其股東善用本公司網站及歡迎投資者及股東提出意見，並誠邀彼等透過電郵investor.relations@chineseestates.com聯絡本公司，分享彼等之意見及建議。

股東可以書面方式向董事會或本公司之公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址為香港灣仔告士打道38號美國萬通大廈26樓或電郵至investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

展望

美國經濟在房屋及勞動市場提振下繼續溫和復甦。鑒於利率輕微上調，預期美國本土需求將重回正軌，穩步增長。與此同時，儘管歐洲國家推出史無前例的貨幣刺激措施，但其經濟復甦正在放緩，通脹逐漸回軟。預期歐洲國家將會推出更多刺激措施，從而對抗低通脹風險，而環球經濟有望繼續復甦。

PROSPECTS (Cont'd)

The supply of residential units in Hong Kong is rising and it is inevitable that the local market price for the residential sector is under pressure. The Group's properties under development held for sale are located at good hillside location. As the demand for certain local high-end housing sectors should remain solid, the Group believes that the pressure could be reduced and the Group is optimistic in its property development business in Hong Kong. On the other hand, the performance of certain retail business sectors has shown indications of reaching their peaks, especially the tourists-related businesses. Although the Group's well-located retail investment properties in Hong Kong leased well during the Year, the Group will continue to closely monitor the changes in local consumption patterns, refine its tenant mix, boost customer flow and spending for its retail investment properties by organising various marketing and promotional activities. The Group remains cautiously optimistic in the rental income growth from its retail investment properties.

Subsequent to the disposal of the company holding MassMutual Tower in January 2016, contribution of rental income from MassMutual Tower to the Group in year 2016 will be significantly lowered. Meanwhile, it is expected that the disposal of the companies holding Windsor House will be completed in year 2016. As a result, rental contribution from Windsor House to the Group in year 2016 will be maintained to such extent right up before completion of disposal. As announced, part of the sale proceeds from the disposal transaction of MassMutual Tower had been distributed as conditional special interim dividend, and it is expected that majority part of the sale proceeds from the disposal of companies holding Windsor House will be declared as dividend. The respective gain/loss from the disposals of MassMutual Tower and Windsor House will be recorded in year 2016. With the sustained demand for quality commercial premises in key locations, especially from Mainland Chinese enterprises, the Group expects the leasing performance of remaining office investment properties will continue to grow.

展望 (續)

香港住宅單位供應日增，難免令本地住宅市場價格受壓。本集團持作出售之發展中物業位於上佳靠山地段。由於若干本地高級住宅物業需求仍然殷切，本集團相信可減輕壓力，並對其香港物業發展業務感到樂觀。另一方面，若干零售業務之表現已有見頂跡象，尤其是旅遊相關業務。儘管本集團地理位置優越之香港零售投資物業之租務於本年度表現理想，惟本集團將繼續密切留意本地消費模式的變化，完善其商戶組合，並透過舉辦多項宣傳及推廣活動，帶動增加其零售投資物業之人流及消費。本集團對其零售投資物業的租金收入增長仍抱持謹慎樂觀態度。

隨著本集團於二零一六年一月出售持有美國萬通大廈的公司，美國萬通大廈為本集團帶來的租金收入將在二零一六年顯著減少。同時，本集團預期出售持有皇室大廈的公司將於二零一六年內完成。因此，皇室大廈在二零一六年為本集團帶來的租金收入將維持直至出售完成前。誠如本公司公布，有關美國萬通大廈之出售交易的部分銷售所得款項已作為附有條件之特別中期股息分派，預期出售持有皇室大廈之公司之大部分銷售所得款項亦將宣派為股息。有關出售美國萬通大廈及皇室大廈之收入貢獻／虧損將分別錄於二零一六年。鑒於市場（尤其是中資企業）對位於主要地區之優質商用物業之持續需求，本集團預期餘下辦公室投資物業之租務表現將會繼續增長。

PROSPECTS (Cont'd)

With the implementation of economic transition, the economy in Mainland China is more reliant on household consumption and services. Domestic consumption's contribution to Mainland China's GDP and total retail sales of consumer goods has been increasing. Despite the economic growth has slowed down in Mainland China, the "One Belt and One Road" policy will promote economic growth and sustainable development. It is believed that the economy in Mainland China is making headway its transformation to a more sustainable growth model and the fundamentals of Mainland China's economy remain strong. The Group expects retail and office investment properties in Mainland China will continue to lease well and will provide steady rental income. The Group will consider realising its property interests in Mainland China if good opportunity arises.

River Court, the Group's investment property in London, will continue making contributions through stable return. The Group has in March 2016 entered into a contract to acquire another investment property in London.

The Group will remain skeptically proactive and continue to monitor the property markets of Hong Kong, Mainland China and overseas closely, and may replenish its land bank and identify potential acquisition targets to expand its investment property portfolio at opportune times.

APPRECIATION

I would like to take this opportunity to express my gratitude to the shareholders for their continuing support. I would also like to express my sincere thanks to my fellow directors and all staff members for their dedication and hard work.

Lau, Ming-wai

Chairman

Hong Kong, 15th March, 2016

展望 (續)

隨著經濟體制轉軌，中國內地經濟日益側重於居民消費及服務。國內消費對國內生產總值及消費品零售銷售總額佔比不斷提升。儘管國內經濟增長放緩，「一帶一路」政策將促進經濟增長及可持續發展。本集團相信國內經濟正就其改革至更可持續增長之模式取得進展，而國內經濟根基仍然強勁。本集團預期國內零售及辦公室投資物業之租務將繼續表現良好及提供穩定之租金收入。本集團將把握機遇考慮變現其於國內的物業權益。

本集團旗下位於倫敦之投資物業—River Court，將繼續為本集團帶來穩定的回報。本集團已於二零一六年三月簽署一份合約，以收購位於倫敦之另一投資物業。

本集團將保持審慎積極，繼續密切留意香港、中國內地及海外物業市場，並可能適時把握機遇增加其土地儲備及物色潛在收購目標，以擴充其投資物業組合。

致謝

本人謹藉此機會對股東一直以來的鼎力支持與各位董事及全體員工的貢獻及竭誠工作表示謝意。

主席

劉鳴煒

香港，二零一六年三月十五日

RESULTS

Revenue

Revenue for the Year amounted to HK\$1,542.4 million (2014: HK\$2,627.3 million), a 41.3% decrease over last year and comprised gross rental income of HK\$1,325.9 million (2014: HK\$1,939.4 million), property sales of HK\$151.6 million (2014: HK\$617.1 million), loss on sales of investments held-for-trading on a net basis of HK\$2.4 million (2014: profit of HK\$29.1 million) and others of HK\$67.3 million (2014: HK\$41.7 million). The decrease in revenue was mainly due to the decrease in gross rental income and sales of development properties.

Gross Profit

Gross profit for the Year amounted to HK\$1,286.9 million (2014: HK\$2,204.6 million), a 41.6% decrease as compared with last year which was mainly due to the decrease in net rental income of HK\$615.1 million and profit from property sales of HK\$268.8 million.

Property Leasing

For property leasing, the rental revenue in retail section declined by 49.1% to HK\$651.4 million while rental revenue in non-retail section increased by 2.2% to HK\$674.5 million during the Year. The total rental income in revenue for the Year recorded a decrease of 31.6% to HK\$1,325.9 million as compared with last year of HK\$1,939.4 million.

Together with the attributable rental revenue generated from associates and an investee company of HK\$196.0 million (2014: HK\$221.2 million), the total attributable rental revenue to the Group after non-controlling interests amounted to approximately HK\$1,520.2 million (2014: HK\$2,159.0 million), which representing a decline of 29.6% over last year.

Attributable net rental income for the Year showed HK\$1,374.9 million, a 31.6% decrease over HK\$2,011.0 million in last year.

業績

收入

本年度之收入為1,542,400,000港元(二零一四年: 2,627,300,000港元),較去年減少41.3%,當中包括租金收入總額1,325,900,000港元(二零一四年: 1,939,400,000港元),物業銷售151,600,000港元(二零一四年: 617,100,000港元),按淨額基準呈報出售持作買賣之投資之虧損為2,400,000港元(二零一四年: 溢利29,100,000港元)及其他收入為67,300,000港元(二零一四年: 41,700,000港元)。該收入減少主要來自租金收入總額及發展物業之銷售減少。

毛利

本年度之毛利為1,286,900,000港元(二零一四年: 2,204,600,000港元),較去年減少41.6%。該減少主要來自租金收入淨額減少615,100,000港元及物業銷售之溢利減少268,800,000港元。

物業租賃

在物業租賃方面,於本年度零售部分之租金收入下降49.1%至651,400,000港元而非零售部分之租金收入則增加2.2%至674,500,000港元。本年度錄得之租金收入總額較去年之1,939,400,000港元減少31.6%至1,325,900,000港元。

連同應佔聯營公司及接受投資公司租金收入196,000,000港元(二零一四年: 221,200,000港元),本集團扣除非控股權益後應佔租金收入總額約1,520,200,000港元(二零一四年: 2,159,000,000港元),相對去年跌幅為29.6%。

本年度之應佔租金收入淨額為1,374,900,000港元,較去年之2,011,000,000港元減少31.6%。

RESULTS (Cont'd)

Property Leasing (Cont'd)

The decline in attributable rental revenue and net rental income are mainly due to the disposals of subsidiaries holding Silvercord in January 2015 and The ONE in July 2015, since then the results of those subsidiaries were not consolidated to the Group. In addition, an associate of the Group (50% interest) disposed of a company that ultimately held the office building namely Platinum located at Shanghai, the People's Republic of China ("Shanghai Platinum Disposal") in September 2015. Excluding the investment properties disposed of during the Year, the attributable rental revenue and net rental income of the remaining investment properties maintained stable performance over last year.

Property Development and Trading

During the Year, the attributable property sales revenue and the relevant attributable profit from the Group and its associates recorded a decrease of 87.9% to HK\$248.2 million (2014: HK\$2,056.6 million) and a decrease of 90.8% to HK\$66.0 million (2014: HK\$715.0 million) respectively, of which the attributable results from an investee company was included for the year 2014.

The major components recorded in gross profit are sales of: Phase I, Phase II and parking spaces of Splendid City in Chengdu (100% interest) generated profit of HK\$0.4 million (2014: HK\$6.3 million), HK\$2.1 million (2014: HK\$41.5 million) and HK\$7.7 million (2014: HK\$124.8 million) respectively and Tower 1 of The Metropolis in Chengdu (100% interest) generated profit of HK\$22.0 million (2014: HK\$64.1 million).

Sales of One WanChai and parking spaces at The Zenith in Wanchai (both 87.5% interest) recognised during the Year had contributed an attributable profit to the Group of HK\$23.9 million (2014: HK\$78.8 million) and HK\$4.7 million (2014: HK\$5.9 million) respectively.

In respect of properties held by associates, Hing Wai Centre in Aberdeen (50% interest) and The Coronation in Chongqing (25% interest) generated profit of HK\$0.1 million and HK\$5.1 million respectively (2014: Kwong Kin Trade Centre in Tuen Mun (40% interest) and Greenville Residence in Yuen Long (50% interest) generated profit of HK\$3.6 million and HK\$0.1 million respectively) as reflected in the share of results of associates.

業績 (續)

物業租賃 (續)

應佔租金收入及租金收入淨額之下降主要由於本集團於二零一五年一月及二零一五年七月分別出售持有新港中心及The ONE之附屬公司後，自此其業績已不再計入本集團所致。此外，本集團之一間聯營公司（佔50%權益）於二零一五年九月出售最終持有位於中國上海名為新茂大廈之辦公樓之公司（「上海新茂出售」）。撇除於本年度出售之投資物業，餘下投資物業之應佔租金收入及租金收入淨額與去年維持穩定表現。

物業發展及買賣

於本年度，本集團及其聯營公司之應佔物業銷售收入及相關應佔溢利分別減少87.9%至248,200,000港元（二零一四年：2,056,600,000港元）及減少90.8%至66,000,000港元（二零一四年：715,000,000港元），其中二零一四年已計入應佔一間接受投資公司業績。

列入毛利之主要部分包括銷售：位於成都之華置•西錦城第一期、第二期及車位（佔100%權益）分別錄得溢利400,000港元（二零一四年：6,300,000港元）、2,100,000港元（二零一四年：41,500,000港元）及7,700,000港元（二零一四年：124,800,000港元），以及位於成都之華置•都匯華庭第一座（佔100%權益）錄得溢利22,000,000港元（二零一四年：64,100,000港元）。

於本年度確認銷售位於灣仔之壹環及尚翹峰車位（皆佔87.5%權益）為本集團分別帶來應佔溢利23,900,000港元（二零一四年：78,800,000港元）及4,700,000港元（二零一四年：5,900,000港元）。

至於由聯營公司所持有之物業，位於香港仔之興偉中心（佔50%權益）及位於重慶之御龍天峰（佔25%權益）分別帶來溢利100,000港元及5,100,000港元（二零一四年：位於屯門之廣建貿易中心（佔40%權益）及位於元朗之逸翠軒（佔50%權益）分別帶來溢利3,600,000港元及100,000港元），該溢利已列入攤佔聯營公司業績。

RESULTS (Cont'd)

Property Development and Trading (Cont'd)

For the year ended 31st December, 2014, sale of The Coronation in West Kowloon (15% interest) had contributed HK\$389.9 million to investment income upon recognition of dividend income. No similar dividend income was received during the Year from the Group's investee company.

As at 31st December, 2015, deposits received from stock of properties contracted to be sold amounted to HK\$527.5 million. Of which, deposits of HK\$454.8 million were received from presale of 88 units of One South Lane in Kennedy Town (100% interest) with contracted sale of HK\$467.3 million (after discount), together with deposits of HK\$72.7 million were received for 11 units and 11 parking spaces of 55 Conduit Road located in Mid-Levels West (70% interest) with contracted sale of HK\$1,454.3 million and its attributable interest of sales to the Group amounted to HK\$1,018.0 million.

In summary, the Group together with associates executed properties sale agreements, including presale agreements to third parties and a connected person, recorded an attributable contracted sales of HK\$1,457.1 million (those subsidiaries and associate disposed of up to the date of completion of disposal) (2014: HK\$1,159.3 million) during the Year. Total attributable property sale profit recognised for the Year was HK\$66.0 million (2014: HK\$715.0 million).

Securities Investments

The Group has closely managed the securities investments with a view to yield enhancement. During the Year, the Group recorded a realised loss of HK\$2.4 million (2014: realised gain of HK\$29.1 million) on disposal of listed investments held-for-trading (the gains/losses of which was included in revenue) with gross proceeds of HK\$720.1 million (2014: HK\$466.9 million). In addition, a realised loss from sale of bonds of HK\$33.7 million (2014: realised loss from sale of bonds of HK\$140.3 million and realised gain from sale of preference shares of HK\$1.2 million) was recognised. The net realised loss for the Year was HK\$36.1 million (2014: HK\$110.0 million).

Furthermore, the Group recorded an unrealised gain of HK\$333.5 million (2014: unrealised loss of HK\$402.5 million) representing the changes in fair value of listed securities and bonds, which had no effect on the cash flow of the Group.

業績 (續)

物業發展及買賣 (續)

截至二零一四年十二月三十一日止年度，銷售位於西九龍之御金•國峯（佔15%權益）帶來389,900,000港元之投資收入並於收取股息收入時確認。本集團於本年度並無收取接受投資公司類似之股息收入。

於二零一五年十二月三十一日，從已訂約出售之物業存貨中已收取之按金為527,500,000港元。當中包括已預售位於堅尼地城之南里壹號（佔100%權益）之88個單位，收取之按金為454,800,000港元，其銷售額為467,300,000港元（折扣後），以及從已訂約出售位於半山區西部琥珀（佔70%權益）之11個單位及11個車位，收取之按金為72,700,000港元，其銷售額為1,454,300,000港元及本集團應佔銷售額為1,018,000,000港元。

總括而言，本集團於本年度連同多間聯營公司與第三者及關連人士已簽訂物業買賣協議（包括預售協議）之應佔銷售額為1,457,100,000港元（該等出售附屬公司及聯營公司截至出售完成日）（二零一四年：1,159,300,000港元）。於本年度已確認之應佔物業銷售溢利總額為66,000,000港元（二零一四年：715,000,000港元）。

證券投資

本集團已密切管理證券投資以謀求增益。於本年度，本集團出售持作買賣之上市投資而錄得之已變現虧損為2,400,000港元（二零一四年：已變現收益29,100,000港元）（其收益／虧損已包括於收入內），所得銷售總額為720,100,000港元（二零一四年：466,900,000港元）。加上出售債券確認已變現虧損為33,700,000港元（二零一四年：出售債券錄得已變現虧損140,300,000港元及出售優先股則錄得已變現收益1,200,000港元）。於本年度已變現虧損淨額為36,100,000港元（二零一四年：110,000,000港元）。

此外，本集團錄得來自上市證券及債券之公平值變動之未變現收益為333,500,000港元（二零一四年：未變現虧損402,500,000港元），對本集團現金流量並無影響。

RESULTS (Cont'd)

Securities Investments (Cont'd)

During both years, there was no acquisition and disposal on listed equity securities included in available-for-sale investments.

Summing up the above and adding the net income from dividend, interest income, other net investment income and other finance costs of HK\$562.9 million (2014: net income from dividend, interest income, other investment income and other finance income of HK\$748.7 million), the gain recognised on securities investments was HK\$860.3 million (2014: HK\$236.2 million).

The respective income/expense from securities investments under different categories are further elaborated below.

Listed Available-for-sale Equity Investments

The Group had not acquired and disposed any listed available-for-sale equity investments for the years of 2015 and 2014.

Listed Investments Held-for-trading and Treasury Products

The listed investments held-for-trading and treasury products recorded a profit before and after finance cost of HK\$868.3 million and HK\$860.3 million respectively for the Year (2014: profit before and after finance income of HK\$225.5 million and HK\$236.2 million respectively).

Profit reflected in the consolidated statement of comprehensive income for the Year comprised a gross loss from disposal of listed investments held-for-trading of HK\$2.4 million (2014: gross profit of HK\$29.1 million), a realised loss on bonds of HK\$33.7 million (2014: realised loss on bonds of HK\$140.3 million and realised gain on preference shares of HK\$1.2 million), an unrealised gain on fair value changes of listed securities and bonds of HK\$333.5 million (2014: unrealised loss of HK\$402.5 million) and dividend, interest income and other net investment income of HK\$570.9 million (2014: HK\$738.0 million). Net relevant finance costs for the Year was HK\$8.0 million (2014: net relevant finance income of HK\$10.7 million) including interest expense of HK\$17.3 million (2014: HK\$22.1 million) and exchange gain of HK\$9.3 million (2014: HK\$32.8 million).

業績 (續)

證券投資 (續)

於本年度及上年度，本集團並無購買及出售任何待售投資之上市股本證券。

總括以上及加入股息、利息收入、其他投資收入淨額及其他財務費用之收入淨額為562,900,000港元（二零一四年：股息、利息收入、其他投資收入及其他財務收入之收入淨額為748,700,000港元），證券投資之確認收益為860,300,000港元（二零一四年：236,200,000港元）。

以下就來自不同類型的證券投資收入／開支作進一步詳述。

待售之上市股本投資

本集團於二零一五年及二零一四年並無購買及出售任何待售之上市股本投資。

持作買賣之上市投資及財資產品

持作買賣之上市投資及財資產品於本年度計入財務費用前／後分別錄得溢利868,300,000港元及860,300,000港元（二零一四年：計入財務收入前／後分別錄得溢利225,500,000港元及236,200,000港元）。

於本年度，反映於綜合全面收益報表內之溢利，包括出售持作買賣之上市投資之毛虧損2,400,000港元（二零一四年：毛利29,100,000港元）、債券之已變現虧損33,700,000港元（二零一四年：債券之已變現虧損140,300,000港元及優先股之已變現收益1,200,000港元）、上市證券及債券之公平值變動之未變現收益333,500,000港元（二零一四年：未變現虧損402,500,000港元）及股息、利息收入與其他投資收入淨額570,900,000港元（二零一四年：738,000,000港元）。於本年度，相關財務費用淨額為8,000,000港元（二零一四年：相關財務收入淨額為10,700,000港元），當中包括利息開支17,300,000港元（二零一四年：22,100,000港元）及匯兌收益9,300,000港元（二零一四年：32,800,000港元）。

RESULTS (Cont'd)

Other Income and Expenses

Other income for the Year, which mainly came from net building management fee income, asset management and maintenance services income, property management services, leasing administration services and property administration services income, advisory and consultancy services income, rental services income and reversal of impairment in respect of other receivable and interest thereon, increased to HK\$134.9 million (2014: HK\$95.2 million), representing an increase of 41.7% as compared with last year.

During the Year, administrative expenses increased by 16.4% to HK\$344.8 million (2014: HK\$296.3 million), the increase was mainly due to the expenses incurred upon commencement of hotel operation in Chengdu. Finance costs decreased by 19.8% to HK\$316.9 million (2014: HK\$395.0 million) during the Year, including exchange gain of HK\$9.3 million (2014: HK\$32.8 million) on foreign currency loans hedged for foreign currency securities investments. Other expenses amounted to HK\$0.3 million (2014: HK\$122.1 million mainly consisted of interest on sales deposits repaid to promissory purchasers of presold property units under the La Scala project and pre-operating expenses incurred by the hotel in Chengdu).

Other gains and losses recorded a net gain of HK\$940.9 million mainly comprised (i) gain on the One Disposal of HK\$212.3 million and loss on the Silvercord Disposal of HK\$97.2 million (as disclosed in the paragraph "Disposals of Subsidiaries to Connected Persons" below); (ii) gain on disposals of the Group's entire issued share capital of Lucky Benefit Limited and Rising Sheen Limited, both are indirect wholly-owned subsidiaries of the Company, and their respective subsidiaries ("Chengdu Project Disposal") of HK\$707.5 million; and (iii) gain on disposal of the Group's entire issued share capital of Million Castle Investments Limited, an indirect wholly-owned subsidiary of the Company of HK\$118.4 million. For the year ended 31st December, 2014, other gains and losses recorded a net gain of HK\$2,912.4 million mainly comprised gain on disposal of the Group's entire share capital of Value Eight Limited, an indirect wholly-owned subsidiary of the Company, and its subsidiaries of HK\$2,917.6 million.

業績 (續)

其他收入及開支

本年度之其他收入主要來自樓宇管理費收入淨額、資產管理及保養服務收入、物業管理服務、租務行政服務及物業行政服務收入、諮詢及顧問服務收入、租賃服務收入以及撥回其他應收款項之減值及相關利息，增加至134,900,000港元（二零一四年：95,200,000港元），較去年增加41.7%。

於本年度，行政開支增加16.4%至344,800,000港元（二零一四年：296,300,000港元），該增加主要由於位於成都之酒店開始營運所產生之開支。於本年度財務費用減少19.8%至316,900,000港元（二零一四年：395,000,000港元），當中包括外幣貸款用以對沖外幣計值之證券投資之匯兌收益9,300,000港元（二零一四年：32,800,000港元）。其他開支為300,000港元（二零一四年：122,100,000港元，主要包括退還予御海·南灣項目預約買方銷售按金之利息及位於成都之酒店營運前期所產生之開支）。

其他收益及虧損錄得收益淨額940,900,000港元，主要包括(i) One出售之收益212,300,000港元及銀高出售之虧損97,200,000港元（於以下「出售附屬公司予關連人士」內披露）；(ii)出售本集團於Lucky Benefit Limited及升亮有限公司（彼等均為本公司之間接全資擁有附屬公司）之全部已發行股本及彼等各自之附屬公司（「成都項目出售」）之收益707,500,000港元；及(iii)出售本集團於Million Castle Investments Limited（本公司之一間間接全資擁有附屬公司）之全部已發行股本之收益118,400,000港元。截至二零一四年十二月三十一日止年度，其他收益及虧損錄得收益淨額2,912,400,000港元主要來自出售本集團於Value Eight Limited（本公司之一間間接全資擁有附屬公司）之全部已發行股本及其附屬公司之收益2,917,600,000港元。

RESULTS (Cont'd)

Disposals of Subsidiaries to Connected Persons

- (a) As set out in the announcement of the Company dated 2nd September, 2014 and the circular of the Company dated 23rd September, 2014, (a) (i) Super Series Limited (“Super Series”), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Super Series; (iii) Fly High Target Limited (“Fly High Target”), a company wholly-owned by Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”), a substantial shareholder and a controlling shareholder of the Company; and (iv) Mr. Joseph Lau, being the guarantor of Fly High Target, entered into sale and purchase agreements, namely “Silvercord First SP Agreement” and “Silvercord Second SP Agreement”, pursuant to which Super Series agreed to sell and Fly High Target agreed to acquire the entire issued share capital of Brass Ring Limited (“Brass Ring”) and Union Leader Limited (“Union Leader”) respectively, both are indirect wholly-owned subsidiaries of the Company; and (b) (i) Chinese Estates, Limited (“CEL”), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CEL; (iii) Coast Field Ltd. (“Coast Field”), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Coast Field, entered into a sale and purchase agreement, namely “Silvercord Third SP Agreement”, pursuant to which CEL agreed to sell and Coast Field agreed to acquire the entire issued share capital of Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited) (“CE Finance”), an indirect wholly-owned subsidiary of the Company.

The disposal of Brass Ring, Union Leader, CE Finance and their respective subsidiaries (collectively “Silvercord Group”) (“Silvercord Disposal”) was completed on 13th January, 2015 at a total consideration of approximately HK\$7,656.1 million. Upon completion, the Silvercord Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

業績 (續)

出售附屬公司予關連人士

- (a) 誠如本公司於日期為二零一四年九月二日之公布及二零一四年九月二十三日之通函所載，(a) (i) Super Series Limited (「Super Series」)，本公司之一間間接全資擁有附屬公司；(ii) 本公司，作為Super Series擔保人；(iii) Fly High Target Limited (「Fly High Target」)，一間由劉鑾雄先生 (「劉鑾雄先生」) (本公司之主要股東及控股股東) 全資擁有之公司；及(iv) 劉鑾雄先生，作為Fly High Target擔保人，訂立買賣協議，名為「銀高第一買賣協議」及「銀高第二買賣協議」。據此，Super Series同意出售及Fly High Target同意購買Brass Ring Limited (「Brass Ring」) 及Union Leader Limited (「Union Leader」) (彼等均為本公司間接全資擁有附屬公司) 之全部已發行股本；及(b) (i) 華人置業有限公司 (「華置」)，本公司之一間直接全資擁有附屬公司；(ii) 本公司，作為華置擔保人；(iii) Coast Field Ltd. (「Coast Field」)，一間由劉鑾雄先生全資擁有之公司；及(iv) 劉鑾雄先生，作為Coast Field擔保人，訂立一項買賣協議，名為「銀高第三買賣協議」。據此，華置同意出售及Coast Field同意購買中華財務有限公司 (現稱銀高財務有限公司) (「中華財務」) (本公司之一間間接全資擁有附屬公司) 之全部已發行股本。

出售Brass Ring、Union Leader、中華財務及彼等各自之附屬公司 (統稱「銀高集團」) (「銀高出售」) 於二零一五年一月十三日完成，總代價約為7,656,100,000港元。於完成後，銀高集團已不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

RESULTS (Cont'd)

Disposals of Subsidiaries to Connected Persons (Cont'd)

(a) (Cont'd)

Upon completion of the Silvercord Disposal, the Group recorded loss on disposals of subsidiaries of approximately HK\$97.2 million. The loss was mainly derived from the increase in fair value of the investment properties of HK\$93.2 million due to revaluation of the investment properties as at 31st December, 2014 (which is carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreements of the Silvercord Disposal dated 1st September, 2014.

(b) As set out in the announcement of the Company dated 12th December, 2014 and the circular of the Company dated 7th January, 2015, (i) Rich Lucky Limited ("Rich Lucky"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Rich Lucky; (iii) Market Victory Limited ("Market Victory"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Market Victory, entered into a sale and purchase agreement pursuant to which Rich Lucky agreed to sell and Market Victory agreed to acquire the entire issued share capital of Asian East Limited, an indirect wholly-owned subsidiary of the Company, and its subsidiaries (collectively "One Group") ("One Disposal").

The One Disposal was completed on 15th July, 2015 at a consideration of approximately HK\$5,020.6 million. Upon completion, the One Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Upon completion of the One Disposal, the Group recorded gain on disposal of subsidiaries of approximately HK\$212.3 million. The gain was mainly derived from the decrease in fair value of the investment properties of HK\$215.0 million due to revaluation of the investment properties as at 30th June, 2015 (which is carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreement of the One Disposal dated 12th December, 2014.

業績 (續)

出售附屬公司予關連人士 (續)

(a) (續)

於銀高出售完成後，本集團錄得出售附屬公司之虧損約為97,200,000港元。該虧損主要來自於二零一四年十二月三十一日就投資物業進行重估（按照本集團的會計政策對本集團之投資物業於報告日期進行重估），較日期為二零一四年九月一日之銀高出售買賣協議內之物業估值，投資物業公平值增加93,200,000港元。

(b) 誠如本公司於日期為二零一四年十二月十二日之公布及二零一五年一月七日之通函所載，(i) Rich Lucky Limited (「Rich Lucky」)，本公司之一間間接全資擁有附屬公司；(ii)本公司，作為Rich Lucky擔保人；(iii) Market Victory Limited (「Market Victory」)，一間由劉鑾雄先生全資擁有之公司；及(iv)劉鑾雄先生，作為Market Victory擔保人，訂立一份買賣協議。據此，Rich Lucky同意出售及Market Victory同意購買Asian East Limited (本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「One集團」)(「One出售」)。

One出售於二零一五年七月十五日完成，代價約為5,020,600,000港元。於完成後，One集團已不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

於One出售完成後，本集團錄得出售附屬公司之收益約為212,300,000港元。該收益主要來自於二零一五年六月三十日就投資物業進行重估（按照本集團的會計政策對本集團之投資物業於報告日期進行重估），較日期為二零一四年十二月十二日之One出售買賣協議內之物業估值，投資物業公平值減少215,000,000港元。

RESULTS (Cont'd)

Associates

The share of results of associates for the Year was a profit of HK\$649.7 million as compared to HK\$187.3 million for last year, the increase was mainly attributable to share of an associate's gain on disposal of subsidiaries (net of tax) of approximately HK\$514.1 million relating to the Shanghai Platinum Disposal for the Year (2014: nil).

Fair Value Changes on Investment Properties

Investment properties of the Group in Hong Kong and Mainland China were revalued at 31st December, 2015 by B.I. Appraisals Limited ("B.I. Appraisals") and Vigers Appraisal and Consulting Limited ("Vigers Appraisal") whereas the investment property in the United Kingdom was revalued by Peak Vision Appraisals Limited ("Peak Vision Appraisals"). B.I. Appraisals, Vigers Appraisal and Peak Vision Appraisals are independent property valuers. An increase in fair value on investment properties of HK\$4,689.2 million (2014: HK\$3,777.1 million) was recorded during the Year. The unrealised fair value changes will not affect the cash flow of the Group.

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

Profit

Profit attributable to owners of the Company for the Year was HK\$7,727.2 million as compared to HK\$8,744.9 million for last year. The decrease in profit for the Year was mainly arising from decline in attributable net rental income as a result of the Silvercord Disposal and the One Disposal in January 2015 and July 2015 respectively, decline in attributable property sale profit, no dividend income from the Group's investee company in respect of property development and trading and decline in net gain on disposals of subsidiaries, despite increase in gain recognised on securities investments, increase of fair value gain on investment properties and share of gain on disposal of subsidiaries by an associate. Earnings per share for the Year was HK\$4.05 (2014: HK\$4.58).

業績 (續)

聯營公司

本年度之攤佔聯營公司業績溢利為649,700,000港元，相比去年為187,300,000港元，該增加主要由於於本年度攤佔聯營公司有關出售附屬公司（上海新茂出售）之收益（除稅後）約514,100,000港元（二零一四年：無）。

投資物業之公平值變動

保柏國際評估有限公司（「保柏國際評估」）及威格斯資產評估顧問有限公司（「威格斯評估」）已就於二零一五年十二月三十一日對本集團位於香港及中國大陸之投資物業進行物業估值。至於本集團位於英國之投資物業，由漂鋒評估有限公司（「漂鋒評估」）進行物業估值。保柏國際評估、威格斯評估及漂鋒評估均為獨立物業估值師。本年度錄得投資物業之公平值增加4,689,200,000港元（二零一四年：3,777,100,000港元）。未變現之公平值變動對本集團現金流量並無影響。

溢利、核心溢利、股息、回購及現金支出比率

溢利

本公司擁有人於本年度的應佔溢利為7,727,200,000港元，相比去年為8,744,900,000港元。本年度之溢利減少主要由於二零一五年一月之銀高出售及二零一五年七月之One出售後引致應佔租金收入淨額下降、應佔物業銷售溢利下降，並無來自本集團有關物業發展及買賣之接受投資公司之股息收入及出售附屬公司之收益淨額下降，儘管證券投資之確認收益上升、投資物業之公平值收益增加及攤佔聯營公司有關出售附屬公司之收益。本年度之每股盈利為4.05港元（二零一四年：4.58港元）。

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

(Cont'd)

Core Profit

The Group disposed of an investment property and certain investment properties through disposals of subsidiaries and associates during the Year, the costs of which are stated at fair value. Before disposal, such gain/loss on fair value change is unrealised and recognised at the end of each reporting period, but excluded from core profit as non-cash items. In the year of disposal, such unrealised gain/loss has become realised; and in computing core profit, accumulated fair value gain/loss from prior years and current year are included as cash items.

If the net gain on the major non-cash items of HK\$4,785.1 million (2014: HK\$3,877.4 million) are excluded, but the realised fair value changes together with their respective deferred tax on disposals of investment properties from the Group and its associates in current year recognised loss for the Year of HK\$154.6 million (2014: HK\$0.3 million) is retained and the accumulated realised fair value gain together with their respective deferred tax on disposals of investment properties from the Group and its associates recognised in prior years of HK\$13,843.7 million (2014: HK\$55.0 million) is included, the Group will have a core profit attributable to owners of the Company for the Year of HK\$16,785.8 million (2014: HK\$4,922.5 million) and a core earnings per share of HK879.9 cents (2014: HK258.0 cents), which were both 3.4 times to those in the year of 2014.

The major non-cash items represented the attributable unrealised fair value gain on investment properties together with their respective deferred tax from the Group and its associates of HK\$4,785.1 million (2014: HK\$3,877.4 million).

Dividends

Final dividend of HK1 cent (year ended 31st December, 2013: HK50 cents) per share in total amount of HK\$19.1 million for the year ended 31st December, 2014 was paid in cash on 5th June, 2015.

Special interim dividend of HK\$4 per share in total amount of HK\$7,630.5 million was paid in cash on 13th January, 2015.

溢利、核心溢利、股息、回購及現金支出比率(續)

核心溢利

本集團於本年度出售一個投資物業以及透過出售附屬公司及聯營公司出售之若干投資物業(其成本以公平值列賬)。於出售前,該公平值變動之收益/虧損為未變現並於每個報告期末確認,但列為非現金項目並不包括在核心溢利內。於出售年度,該未變現之收益/虧損變為已變現;並於計算核心溢利時,會包括於過往年度累積及本年度之公平值收益/虧損在現金項目內。

如撇除主要非現金項目收益淨額4,785,100,000港元(二零一四年:3,877,400,000港元),但保留本集團及其聯營公司就出售投資物業於本年度確認已變現公平值變動連同其相關之遞延稅項之虧損為154,600,000港元(二零一四年:300,000港元)及計入本集團及其聯營公司就出售投資物業於過往年度確認之累積已變現公平值收益連同其相關之遞延稅項共13,843,700,000港元(二零一四年:55,000,000港元),本集團將錄得本公司擁有人應佔本年度之核心溢利16,785,800,000港元(二零一四年:4,922,500,000港元)及每股核心盈利為879.9港仙(二零一四年:258.0港仙),兩者均為二零一四年之3.4倍。

主要非現金項目乃指來自本集團及其聯營公司之應佔投資物業之未變現公平值收益連同其相關之遞延稅項共4,785,100,000港元(二零一四年:3,877,400,000港元)。

股息

截至二零一四年十二月三十一日止年度之每股1港仙(截至二零一三年十二月三十一日止年度:每股50港仙)總額為19,100,000港元之末期股息,已於二零一五年六月五日以現金派付。

每股4港元總額為7,630,500,000港元之特別中期股息,已於二零一五年一月十三日以現金派付。

PROFIT, CORE PROFIT, DIVIDENDS, REPURCHASE AND CASH PAYMENT RATIO

(Cont'd)

Dividends (Cont'd)

Interim dividend of HK30 cents (half year ended 30th June, 2014: HK30 cents) per share in total amount of HK\$572.3 million for the half year ended 30th June, 2015 was paid in cash on 14th September, 2015.

Special interim dividends of HK\$2.6 per share in total amount of HK\$4,959.8 million and HK\$1.2 per share in total amount of HK\$2,289.1 million (2014: HK\$2.55 per share) were paid in cash on 15th July, 2015 and on 14th September, 2015 respectively.

Total dividends of HK\$15,470.8 million were paid in cash during the Year.

On 21st December, 2015, the Board declared a conditional special interim dividend of HK\$2 per share, which is conditional upon completion of the Pioneer Time Disposal (as disclosed in section headed "Assets Classified as Held for Sale/Liabilities Directly Associated with Assets Classified as Held for Sale" below). Subsequent to the end of the reporting period, the completion of the Pioneer Time Disposal took place on 15th January, 2016 and the payment of the conditional special interim dividend was made on 20th January, 2016 in total amount of HK\$3,815.2 million.

Repurchase

During the Year, the Company had not repurchased any of the Company's share.

Cash Payment Ratio

Based on (a) the core profit for the Year of HK\$16,785.8 million (2014: HK\$4,922.5 million) or HK879.9 cents (2014: HK258.0 cents) per share; (b) cash final dividend for the Year of HK1 cent (2014: HK1 cent) per share proposed; (c) cash special interim dividend of HK\$4 per share was paid during the Year; and (d) cash interim dividend for 2015 of HK30 cents (2014: HK30 cents) per share and cash special interim dividend of HK\$2.6 and HK\$1.2 (2014: HK\$2.55) per share were paid during the Year, the ratio of such cash payment to the core profit is 92.2% (2014: 110.9%).

溢利、核心溢利、股息、回購及現金支出比率 (續)

股息 (續)

截至二零一五年六月三十日止半年度之每股30港仙 (截至二零一四年六月三十日止半年度：每股30港仙) 總額為572,300,000港元之中期股息，已於二零一五年九月十四日以現金派付。

每股2.6港元總額為4,959,800,000港元及每股1.2港元總額為2,289,100,000港元 (二零一四年：每股2.55港元) 之特別中期股息，已分別於二零一五年七月十五日及二零一五年九月十四日以現金派付。

於本年度，以現金派付之股息總額為15,470,800,000港元。

於二零一五年十二月二十一日，董事會宣派每股2港元之附有條件之特別中期股息，須待Pioneer Time出售 (於以下「列為持作出售之資產／與列為持作出售之資產直接相關之負債」一節內披露) 成交後方可作實。於報告期末後，Pioneer Time出售於二零一六年一月十五日完成，並於二零一六年一月二十日派付附有條件之特別中期股息，總額為3,815,200,000港元。

回購

本年度內，本公司並無回購本公司之任何股份。

現金支出比率

根據(a)本年度之核心溢利16,785,800,000港元 (二零一四年：4,922,500,000港元) 或每股879.9港仙 (二零一四年：258.0港仙)；(b)建議宣派以現金派付本年度之末期股息每股1港仙 (二零一四年：1港仙)；(c)本年度以現金已派付之特別中期股息每股4港元；及(d)本年度以現金已派付之二零一五年中期股息每股30港仙 (二零一四年：30港仙) 以及以現金已派付之特別中期股息每股2.6港元及1.2港元 (二零一四年：2.55港元)，該現金支出與核心溢利之比率為92.2% (二零一四年：110.9%)。

NET ASSET VALUE

As at 31st December, 2015, the Group's total net asset attributable to owners of the Company amounted to approximately HK\$40,247.6 million (2014: HK\$41,567.4 million), a decrease of HK\$1,319.8 million or 3.2% when compared with 2014. With the total number of ordinary shares in issue of 1,907,619,079 as at 31st December, 2015 and 2014, the net asset value per share attributable to owners of the Company was HK\$21.10 (2014: HK\$21.79). The movement in net asset value was mainly due to (a) total comprehensive income for the Year attributable to owners of the Company of HK\$6,520.6 million; and (b) final, interim and special interim dividends recognised as distribution during the Year totaling HK\$7,840.3 million.

There was no transaction on the listed equity securities investments categorised as available-for-sale investments for the Year. The carrying amounts of the listed equity securities investments reserve as at 31st December, 2015 and 2014 were nil.

Other than disposal of subsidiaries holding Windsor House (as disclosed in the "Other Information and Events After the Reporting Period" under Chairman's Statement of this annual report), the Pioneer Time Disposal (as disclosed in section headed "Assets Classified as Held for Sale/Liabilities Directly Associated with Assets Classified as Held for Sale" below), the commitment for investment in the Cayman Islands Partnership (as disclosed in the paragraph "Unlisted Securities Investments" below), acquisition of a property in the United Kingdom (as disclosed in the "Other Information and Events After the Reporting Period" under Chairman's Statement of this annual report), the existing projects and those disclosed in the final results, the Group did not have material acquisition or disposal of assets and any future plans for material investment or capital assets.

SECURITIES INVESTMENTS

Listed Securities Investments and Treasury Products

As at 31st December, 2014, the carrying amount of the listed securities investments and treasury products was HK\$5,128.8 million. During the Year, the portfolio was increased by a net purchase of HK\$5,971.2 million. After adding the fair value gain of HK\$333.5 million for the Year, the listed securities investments and treasury products portfolio of the Group became HK\$11,433.5 million as at 31st December, 2015 representing 18.1% of total assets, which formed part of the Group's cash management activities.

資產淨值

於二零一五年十二月三十一日，本公司擁有人應佔本集團的資產淨值總額約40,247,600,000港元（二零一四年：41,567,400,000港元），較二零一四年減少1,319,800,000港元或3.2%。根據二零一五及二零一四年十二月三十一日之已發行普通股總數1,907,619,079股計算，本公司擁有人應佔之每股資產淨值為21.10港元（二零一四年：21.79港元）。資產淨值變動主要與(a)本公司擁有人應佔本年度之全面收益總額6,520,600,000港元；及(b)於本年度已確認派發之末期、中期及特別中期股息合共7,840,300,000港元有關。

本年度並無分類為待售投資之上市股本證券投資交易。於二零一五年及二零一四年十二月三十一日，上市股本證券投資儲備賬面值為零港元。

除出售持有皇室大廈之附屬公司（於本年報主席報告書中「其他資料及報告期末後事項」內披露）、Pioneer Time出售（於以下「列為持作出售之資產／與列為持作出售之資產直接相關之負債」一節內披露）、開曼群島合夥企業之投資承擔（於以下「非上市證券投資」內披露）、購入於英國之一個物業（於本年報主席報告書中「其他資料及報告期末後事項」內披露）、現有項目及於全年業績內所披露者外，本集團並無重大收購或出售資產及重大投資或資本資產之未來計劃。

證券投資

上市證券投資及財資產品

於二零一四年十二月三十一日，上市證券投資及財資產品賬面值為5,128,800,000港元。於本年度，該等組合已就購入淨額增加5,971,200,000港元。計入本年度公平值收益333,500,000港元後，本集團於二零一五年十二月三十一日上市證券投資及財資產品組合為11,433,500,000港元，佔資產總額18.1%，該等組合為本集團資金管理活動之一部分。

SECURITIES INVESTMENTS (Cont'd)

Listed Securities Investments and Treasury Products (Cont'd)

As at 31st December, 2015, the portfolio of HK\$11,433.5 million (2014: HK\$5,128.8 million) comprised (a) listed equity securities (investments held-for-trading) of HK\$364.2 million (2014: HK\$501.9 million) and (b) bonds (financial assets designated as at fair value through profit or loss) of HK\$11,069.3 million (2014: HK\$4,626.9 million).

Unlisted Securities Investments

The Group entered into a subscription agreement for commitment in contribution of United States dollars ("US\$") 100.0 million (equivalent to approximately HK\$775.0 million) in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands ("Cayman Islands Partnership"). As at 31st December, 2015, the Group has invested US\$83.6 million (equivalent to approximately HK\$648.2 million) which was included in available-for-sale investments.

ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

During the Year, Great System Investment Limited ("Great System"), an indirect wholly-owned subsidiary of the Company, and Shengyu (BVI) Limited ("Shengyu"), a wholly-owned subsidiary of Evergrande Real Estate Group Limited which is independent of and not connected with the Company, entered into an equity and debt transfer agreement, pursuant to which Great System agreed to sell and Shengyu agreed to acquire the entire issued share capital of Pioneer Time Investment Limited ("Pioneer Time") ("Pioneer Time Disposal").

The Pioneer Time Disposal was completed on 15th January, 2016 at a consideration of approximately HK\$12,448.3 million (after adjustment). As at 31st December, 2015, a deposit of HK\$1,250.0 million has been received by the Group and included in deposits and receipts in advance. As a result of the Pioneer Time Disposal, the assets and liabilities of Pioneer Time have been presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale respectively in the consolidated statement of financial position as at 31st December, 2015 in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations".

Details of the Pioneer Time Disposal were set out in the announcement of the Company dated 12th November, 2015 and the circular of the Company dated 3rd December, 2015.

證券投資 (續)

上市證券投資及財資產品 (續)

於二零一五年十二月三十一日，該組合11,433,500,000港元(二零一四年：5,128,800,000港元)中包括(a)上市股本證券(持作買賣之投資)364,200,000港元(二零一四年：501,900,000港元)及(b)債券(指定為通過損益以反映公平值之金融資產)11,069,300,000港元(二零一四年：4,626,900,000港元)。

非上市證券投資

本集團就一項100,000,000美元(「美元」)(相當於約775,000,000港元)之承擔注資，與一間按開曼群島獲豁免有限合夥企業法(經修訂)成立之獲豁免有限合夥企業(「開曼群島合夥企業」)訂立認購協議。於二零一五年十二月三十一日，本集團已投資83,600,000美元(相當於約648,200,000港元)，並已包括在待售投資內。

列為持作出售之資產／與列為持作出售之資產直接相關之負債

於本年度，開程投資有限公司(「開程」)(本公司之一間間接全資擁有附屬公司)與盛譽(BVI)有限公司(「盛譽」)(為恒大地產集團有限公司之一間全資擁有附屬公司(獨立於本公司且與其概無關連))訂立一項股權及債權轉讓協議。據此，開程同意出售及盛譽同意購買Pioneer Time Investment Limited(「Pioneer Time」)之全部已發行股本(「Pioneer Time出售」)。

Pioneer Time出售於二零一六年一月十五日完成，代價約為12,448,300,000港元(經調整後)。於二零一五年十二月三十一日，本集團已收取按金1,250,000,000港元並計入按金及預收款項內。由於Pioneer Time出售，Pioneer Time之資產及負債按香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」於二零一五年十二月三十一日之綜合財務狀況報表分別呈列於列為持作出售之資產及與列為持作出售之資產直接相關之負債。

Pioneer Time出售之詳情已載列於本公司日期為二零一五年十一月十二日之公布及二零一五年十二月三日之通函內。

RISK MANAGEMENT

The Group has established adequate risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. This is supplemented by active management involvement, effective internal controls and adequate internal audit in the best interests of the Group.

EQUITY

The number of issued ordinary shares as at 31st December, 2015 and 2014 were 1,907,619,079.

DEBT AND GEARING

As at 31st December, 2015, the Group's bank and other borrowings amounted to HK\$14,531.8 million (2014: HK\$16,548.9 million) (excluding bank borrowings presented as liabilities directly associated with assets classified as held for sale). Cash and deposits at banks amounted to HK\$2,849.8 million (2014: HK\$4,719.2 million) (excluding cash and deposits at banks presented as assets classified as held for sale), pledged deposits amounted to HK\$202.8 million (excluding pledged deposits presented as assets classified as held for sale) (2014: HK\$868.7 million) and net borrowings amounted to HK\$11,479.2 million (2014: HK\$10,961.0 million).

Total debt to equity ratio was 36.0% (2014: 39.7%) and net debt to equity ratio was 28.5% (2014: 26.3%), which are expressed as a percentage of total borrowings, and net borrowings, respectively, over the total equity of HK\$40,325.4 million (2014: HK\$41,652.6 million). The decrease in the total debt to equity ratio was mainly due to the decrease in borrowings. The increase in net debt to equity ratio was mainly due to the decrease in equity after payment of special interim dividends.

However, if the listed securities investments and treasury products of HK\$11,433.5 million (2014: HK\$5,128.8 million) are included, the net debt to equity ratio will be 0.1% (2014: 14.0%).

風險管理

本集團設有一套完善的風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以積極管理、有效的內部監控及足夠的內部審核，以保障本集團的最佳利益。

股本

於二零一五年及二零一四年十二月三十一日的已發行普通股數目為1,907,619,079股。

債務及資本與負債比率

於二零一五年十二月三十一日，本集團的銀行及其他借貸為14,531,800,000港元（二零一四年：16,548,900,000港元）（不包括呈列於與列為持作出售之資產直接相關之負債中的銀行借貸）。現金及銀行存款為2,849,800,000港元（二零一四年：4,719,200,000港元）（不包括呈列於列為持作出售之資產中的現金及銀行存款），抵押存款為202,800,000港元（不包括呈列於列為持作出售之資產中的抵押存款）（二零一四年：868,700,000港元），而借貸淨額為11,479,200,000港元（二零一四年：10,961,000,000港元）。

債務總額與股本權益比率為36.0%（二零一四年：39.7%），而債務淨額與股本權益比率為28.5%（二零一四年：26.3%），乃分別將借貸總額及借貸淨額除以股本權益總額40,325,400,000港元（二零一四年：41,652,600,000港元）得出的百分比。債務總額與股本權益比率減少主要由於借貸減少所致，而債務淨額與股本權益比率增加主要由於派付特別中期股息後股本權益減少所致。

然而，如計入上市證券投資及財資產品11,433,500,000港元（二零一四年：5,128,800,000港元），債務淨額與股本權益比率將會為0.1%（二零一四年：14.0%）。

DEBT AND GEARING (Cont'd)

As at 31st December, 2015, the Group's bank and other borrowings of HK\$14,531.8 million (excluding bank borrowings presented as liabilities directly associated with assets classified as held for sale), 59.5%, 1.2% and 39.3% were repayable within 1 year, 1 to 2 years and 2 to 5 years respectively. Of which the Group's bank and other borrowings were denominated in HK\$ (52.1%), US\$ (25.5%), Pound Sterling ("GBP") (19.2%), Singapore Dollar ("SGD") (2.8%) and Euro ("EUR") (0.4%). US\$, GBP, SGD and EUR investment securities were hedged by US\$, GBP, SGD and EUR borrowings. The Group's bank and other borrowings in HK\$, US\$, SGD and EUR were carried at interest rates calculated mainly with reference to Hong Kong Interbank Offered Rate/prime rate/cost of funds; bank and other borrowings in GBP were effectively carried at fixed rate and with reference to cost of funds respectively. As at 31st December, 2015, about 81.1% of the Group's borrowings were on floating rate basis and 18.9% were on fixed rate basis. No hedging for interest rate is subsisted at the end of the reporting period.

PLEDGE OF ASSETS

As at 31st December, 2015, the Group had pledged the following assets with their respective carrying amounts:

- (a) The Group's investment properties of approximately HK\$26,527.8 million (2014: HK\$44,156.9 million) (including investment properties presented as assets classified as held for sale), properties of HK\$505.5 million (presented as assets classified as held for sale) (2014: HK\$1,509.3 million), stock of properties of HK\$958.0 million (2014: nil) and time deposits of HK\$253.4 million (including time deposits presented as assets classified as held for sale) (2014: HK\$857.9 million) were pledged to the Group's bankers to secure general banking and loan facilities granted to the Group.
- (b) The Group's investments held-for-trading and bonds with carrying amounts of approximately HK\$11,433.5 million (2014: HK\$5,048.7 million) and cash deposits of HK\$8.6 million (2014: HK\$10.8 million) were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions, of which approximately HK\$5,389.8 million (2014: HK\$1,713.7 million) was utilised as at 31st December, 2015 as borrowings due within one year.

債務及資本與負債比率 (續)

於二零一五年十二月三十一日，本集團之銀行及其他借貸14,531,800,000港元中（不包括呈列於與列為持作出售之資產直接相關之負債中的銀行借貸），59.5%、1.2%及39.3%須分別於一年內、一年至兩年內及兩年至五年內償還。於本集團之銀行及其他借貸中，以港元（52.1%）、美元（25.5%）、英鎊（「英鎊」）（19.2%）、新加坡元（「新加坡元」）（2.8%）及歐元（「歐元」）（0.4%）計值。美元、英鎊、新加坡元及歐元之證券投資以美元、英鎊、新加坡元及歐元借貸對沖。本集團之港元、美元、新加坡元及歐元之銀行及其他借貸主要參照香港銀行同業拆息／最優惠利率／資金成本計算利率；而英鎊之銀行及其他借貸則實際上分別以定息及參照資金成本計算利率。於二零一五年十二月三十一日，本集團之浮息借貸佔約81.1%及定息借貸佔約18.9%。於報告期末並無就利率作出對沖。

資產抵押

於二零一五年十二月三十一日，本集團已抵押以下資產連同其相關之賬面值：

- (a) 本集團之投資物業約26,527,800,000港元（二零一四年：44,156,900,000港元）（包括呈列於列為持作出售之資產中的投資物業）、物業505,500,000港元（呈列於列為持作出售之資產）（二零一四年：1,509,300,000港元）、物業存貨958,000,000港元（二零一四年：無）及定期存款253,400,000港元（包括呈列於列為持作出售之資產中的定期存款）（二零一四年：857,900,000港元），已就本集團獲授之一般銀行及貸款融資，抵押予本集團之往來銀行。
- (b) 本集團持作買賣之投資及債券之賬面值約11,433,500,000港元（二零一四年：5,048,700,000港元）及現金存款為8,600,000港元（二零一四年：10,800,000港元），已就本集團有關證券交易獲授之保證金及證券融資，抵押予本集團之財務機構，而本集團於二零一五年十二月三十一日已動用於一年內到期之借貸約5,389,800,000港元（二零一四年：1,713,700,000港元）。

PLEDGE OF ASSETS (Cont'd)

(c) Interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

REPURCHASE GUARANTEE

As at 31st December, 2015, the repurchase guarantee no longer exist upon completion of the Chengdu Project Disposal.

FINANCIAL AND INTEREST INCOME/ EXPENSES

Interest income was included in revenue, other income and investment income (2014: included in revenue and investment income). Interest income for the Year was HK\$766.5 million, representing a slight increase of 3.7% over 2014 of HK\$739.0 million.

Finance costs included interest expenses on bank loans, other loans and amount due to a non-controlling shareholder; exchange difference on translation of foreign currency loans; and arrangement fee and facility and commitment fee expenses. Interest expenses for the Year amounted to HK\$290.0 million, representing a decrease of 23.7% over last year of HK\$380.3 million. Interest capitalised for the Year was HK\$68.3 million as compared to HK\$142.3 million for last year, the decrease in interest expenses and interest capitalised were mainly due to decrease in total borrowings following certain disposals of subsidiaries during the Year. The average interest rate over the year under review was 2.39% (2014: 2.53%), which was expressed as a percentage of total interest paid over the average total borrowings.

REMUNERATION POLICIES, SHARE OPTION SCHEME AND SHARE AWARD SCHEME

As at 31st December, 2015, the Group employed a total of 582 staff in Hong Kong (2014: 624 staff) including about 269 staff (2014: 266 staff) employed under the estate management company in Hong Kong. Following the Chengdu Project Disposal, there was only 4 staff in the offices at Mainland China (2014: total 739 staff, which included about 197 staff of the estate management company and 370 staff of the hotel in Chengdu).

資產抵押 (續)

(c) 本公司若干附屬公司之權益已質押為本集團獲授若干銀行借貸之部分抵押品。

回購擔保

於二零一五年十二月三十一日，回購擔保於成都項目出售完成後不再存在。

財務及利息收入／開支

收入、其他收入及投資收入(二零一四年：收入及投資收入)包括利息收入。本年度之利息收入為766,500,000港元，較二零一四年之739,000,000港元輕微增加3.7%。

財務費用包括銀行貸款、其他貸款及欠負一間非控股股東之利息開支；外幣貸款所產生之匯兌差額；以及安排費用與信貸及承擔費用開支。本年度之利息開支為290,000,000港元，較去年之380,300,000港元減少23.7%。本年度之資本化利息為68,300,000港元，而去年則為142,300,000港元，該利息開支及資本化利息減少主要由於本年度隨出售若干附屬公司後之借貸總額減少。於回顧年度內之平均利率為2.39% (二零一四年：2.53%)，乃以利息支付總額除以平均借貸總額得出之百分比。

酬金政策、購股權計劃及股份獎勵計劃

於二零一五年十二月三十一日，本集團於香港共有僱員582人(二零一四年：624人)，包括受僱於香港之物業管理公司之員工約269人(二零一四年：266人)。於成都項目出售後，位於中國大陸辦事處之僱員僅有4人(二零一四年：合共739人，包括受僱於成都之物業管理公司之員工約197人及成都之酒店之員工約370人)。

REMUNERATION POLICIES, SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Cont'd)

Employees were remunerated on the basis of their performance, experience and prevailing industry practice. Remuneration packages comprised salary and year-end discretionary bonus based on market conditions and individual performance. The executive Directors continued to review employees' contributions and to provide them with necessary incentives and flexibility for their better commitment and performance. No share option scheme was adopted during the Year.

The Company had adopted a share award scheme ("Share Award Scheme") in 2009. The Share Award Scheme is to recognise and reward certain employees for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. Details of the Share Award Scheme were set out in the Company's circular dated 23rd December, 2008. No share was granted under the Share Award Scheme during the Year.

MAINLAND CHINA AND THE UNITED KINGDOM

Profit contribution from the Group's investment in Mainland China (mainly included in gross profit, fair value changes on investment properties, share of results of associates and taxation) for the Year amounted to HK\$1,340.6 million (including gain on disposals of subsidiaries (as disclosed in the paragraph "Other Income and Expenses" above) and share of associate's gain on disposal of subsidiaries (net of tax) (as disclosed in the paragraph "Associates" above)) (2014: HK\$155.2 million). Renminbi exchange loss included in other comprehensive expenses amounted to HK\$70.1 million related to subsidiaries and associates disposed of during the Year, the remaining foreign operations amounted to HK\$51.5 million. The Group's net investment in Mainland China as at 31st December, 2015 amounted to HK\$1,772.9 million (2014: HK\$9,979.7 million) representing approximately 4.4% of the Group's total equity.

Further, the Group's investment property in the United Kingdom with carrying amount of GBP351.5 million as at 31st December, 2015 (equivalent to approximately HK\$4,037.1 million) (2014: GBP390.9 million (equivalent to approximately HK\$4,720.1 million)) contributed a loss of HK\$392.7 million (2014: profit of HK\$1,036.7 million) to the Group for the Year. As at 31st December, 2015, the Group's net investment in the United Kingdom amounted to HK\$1,613.1 million (2014: HK\$2,078.5 million) representing approximately 4.0% of the Group's total equity.

酬金政策、購股權計劃及股份獎勵計劃 (續)

僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包括薪金以及按市況及個人表現釐定之年終酌情花紅。執行董事持續檢討僱員之貢獻及向彼等提供所需之獎勵及彈性，使其更投入工作及有更佳表現。本年度並無採納購股權計劃。

本公司於二零零九年採納股份獎勵計劃（「股份獎勵計劃」）。該股份獎勵計劃旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之持續營運及發展而努力之長期獎勵。有關股份獎勵計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函。本年度並無就該股份獎勵計劃授出任何股份。

中國大陸及英國

本集團於中國大陸之投資於本年度帶來溢利（主要包括毛利、投資物業的公平值變動、攤佔聯營公司業績及稅項）為1,340,600,000港元（包括出售附屬公司之收益（於以上「其他收入及開支」內披露）及攤佔聯營公司有關出售附屬公司之收益（除稅後）（於以上「聯營公司」內披露））（二零一四年：155,200,000港元）。人民幣之匯兌虧損已計入其他全面支出，其中關於本年度已出售之附屬公司及聯營公司為70,100,000港元，餘下之境外業務為51,500,000港元。而於二零一五年十二月三十一日本集團於中國大陸之投資淨額為1,772,900,000港元（二零一四年：9,979,700,000港元），佔本集團股本權益總額約4.4%。

另外，本集團位於英國之投資物業於二零一五年十二月三十一日之賬面值為351,500,000英鎊（相當於約4,037,100,000港元）（二零一四年：390,900,000英鎊（相當於約4,720,100,000港元））及為本集團於本年度帶來虧損392,700,000港元（二零一四年：溢利為1,036,700,000港元）。於二零一五年十二月三十一日，本集團於英國之投資淨額為1,613,100,000港元（二零一四年：2,078,500,000港元），佔本集團股本權益總額約4.0%。

LISTED SUBSIDIARY

The Group did not own any listed subsidiary at the end of the reporting period.

PROPERTY VALUATION

Property valuations in respect of the Group's investment properties in Hong Kong and Mainland China have been carried out by B.I. Appraisals and Vigers Appraisal as at 31st December, 2015 and 2014, both are independent qualified professional valuers. For the investment property in the United Kingdom, the valuations as at 31st December, 2015 and 2014 were carried out by Peak Vision Appraisals, another independent qualified professional valuer. Their valuations were based on investment method and/or direct comparison method as the valuation methodologies and were used in preparing 2015 final results.

The Group's investment properties were valued at HK\$30,598.9 million (2014: HK\$48,917.2 million) (including those presented as assets classified as held for sale), an 17.1% increase over 2014 after adjusted for the additions and disposals of investment properties and those transfer to stock of properties during the Year. The increase in fair value of approximately HK\$4,689.2 million was recognised in the consolidated statement of comprehensive income for the Year. The Group also shared an increase in fair value of investment properties of associates of HK\$82.0 million (adjusted deferred tax of HK\$3.9 million) for the Year. Development properties and non-investment properties of the Group were stated at cost less impairment, if any, in these consolidated financial statements.

The increase in fair value of approximately HK\$4,689.2 million was mainly attributable to increase in fair value of MassMutual Tower and Harcourt House, while most of the remaining investment properties showed a decrease in fair value of properties in Hong Kong as a result of rental rates of certain retail business sectors have shown indications of reaching their peaks.

上市附屬公司

於報告期末，本集團並無持有任何上市附屬公司。

物業估值

於二零一五年及二零一四年十二月三十一日，本集團位於香港及中國大陸之投資物業由保柏國際評估及威格斯評估進行物業估值，兩者均為獨立合資格專業估值師。至於位於英國之投資物業，由另一獨立合資格專業估值師瀑鋒評估於二零一五年及二零一四年十二月三十一日進行物業估值。所有評估皆持續採納投資法及／或直接比較法作為估值方法，並已用於編製二零一五年全年業績。

本集團投資物業之估值為30,598,900,000港元（二零一四年：48,917,200,000港元）（包括呈列於列為持作出售之資產中的投資物業），經作出本年度投資物業之添置及出售以及轉撥至物業存貨之調整後，較二零一四年增加17.1%。於本年度公平值增加約4,689,200,000港元已計入綜合全面收益報表內。本集團亦攤佔本年度聯營公司投資物業之公平值增加82,000,000港元（已調整遞延稅項3,900,000港元）。本集團之發展物業及非投資物業乃於本年度綜合財務報表中按成本扣除減值（如有）列賬。

公平值增加約4,689,200,000港元乃主要來自美國萬通大廈及夏慤大廈之公平值增加，而餘下大部分位於香港之投資物業則由於若干零售業務之租金價格有見頂之跡象而引致物業之公平值減少。

CORPORATE GOVERNANCE PRACTICES

The board of directors (the “Directors” or the “Board”) and management of the Company (together with its subsidiaries, the “Group”) are committed to principles of good corporate governance so as to safeguard the interests of shareholders and enhance value to the shareholders.

Throughout the year ended 31st December, 2015 (the “Year”), the Company had applied the principles and complied with substantial code provisions (the “Code Provisions”) and certain recommended best practices set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

THE BOARD

Board Composition

The Board currently comprises three Executive Directors (“ED(s)”), two Non-executive Directors (“NED(s)”) and three Independent Non-executive Directors (“INED(s)”), with INEDs representing more than one-third of the Board. Changes of the composition of the Board during the Year are set out in the Directors’ Report of this annual report. Names of each member of the Board are set out in this corporate governance report.

“List of Directors and their Role and Function” has been maintained at the websites of the Company and the Stock Exchange. The Directors’ biographies and the relationship among the Board members, if any, are set out in the Profiles of Directors of this annual report and available on the Company’s website. Save as disclosed in such profiles, there is no financial, business, family or other material/relevant relationship among the Directors.

Responsibilities of Directors

The NEDs and INEDs with diversified expertise, skills and experience play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance as well as taking the lead where potential conflict of interests arises. The Board has received from each INED a written annual confirmation of his/her independence and satisfied that the independence of INEDs up to the date of this annual report is in accordance with the Listing Rules.

企業管治常規

本公司(連同其附屬公司,「本集團»)董事會(「董事」或「董事會»)及管理層堅守良好的企業管治原則,以保障股東權益及為股東帶來更佳回報。

截至二零一五年十二月三十一日止年度(「本年度»)全年,本公司已應用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《企業管治守則》(「常規守則»)之原則及遵守其絕大部份守則條文(「守則條文»)及若干建議最佳常規。

董事會

董事會之組成

董事會現由三名執行董事(「執行董事»)、兩名非執行董事(「非執行董事»)及三名獨立非執行董事(「獨立非執行董事»)組成,而獨立非執行董事之人數佔董事會多於三分之一。本年度董事會組成之變動載於本年報董事會報告書內。董事會各成員之姓名載列於本企業管治報告書內。

「董事名單與其角色及職能」已載於本公司及聯交所網站。董事之簡介及董事會成員之間的關係(如有)載於本年報董事簡介內,並登載於本公司網站。除於該簡介內所披露外,董事之間並無財務、業務、家族或其他重大/相關關係。

董事之責任

擁有不同專門知識、技能及經驗之非執行董事及獨立非執行董事在擬定策略及確保董事會維持高水平企業管治方面擔當重要角色,亦能於出現潛在利益衝突時起牽頭作用。董事會已接獲各獨立非執行董事確認彼等獨立性之年度確認書,並滿意截至本年報日期止彼等之獨立性乃符合上市規則。

THE BOARD (Cont'd)

Responsibilities of Directors (Cont'd)

On monthly basis, senior management provides the Directors with operational and financial reports of the Group's performance, position and prospects. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's businesses in a timely manner.

Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and consult with the Company's senior management or the company secretary (the "Company Secretary") independently.

Retirement by Rotation and Specific Term of Office

The Company's Bye-laws provides that no Director (save for the executive chairman and any managing director) shall hold office for a continuous period in excess of three years, or past the third annual general meeting, following the Directors' appointment or re-election, whichever is longer, without submitting himself/herself for re-election by the shareholders at the annual general meetings. Accordingly, Directors (save for the executive chairman and any managing director) shall retire by rotation at least once every three years and a specific term of office has been fixed for appointment of Directors (save for the executive chairman and any managing director).

According to the Private Act for incorporating the Company as an exempted company under the laws of Bermuda in 1989, it is stipulated that the executive chairman and any managing director should not be required to retire by rotation. However, in order to comply with the Code Provisions, Mr. Lau, Ming-wai, the chairman of the Board (the "Chairman") and the then Chief Executive Officer of the Company (the "CEO"), has voluntarily retired in the annual general meeting held on 19th May, 2015 (the "2015 AGM") and re-elected as a Director by the shareholders.

董事會 (續)

董事之責任 (續)

高級管理層就本集團之表現、狀況及展望每月向董事提呈營運及財務報告。本集團會及時地向所有董事匯報並簡報任何有可能影響本集團業務之重大轉變及資料。

董事可為履行職責而尋求獨立專業意見，費用由本公司支付，而本公司亦鼓勵董事獨立接觸並諮詢本公司之高級管理層或公司秘書（「公司秘書」）。

輪席告退及特定任期

本公司之公司細則規定董事（除執行主席及任何董事總經理外）不得在未於股東週年大會上獲得股東重選之情況下，持續出任董事職位超過三年，或於獲委任或重選連任後出任董事職位超過三次股東週年大會，兩者以較長期間為準。據此，董事（除執行主席及任何董事總經理外）須最少每三年輪席告退一次，從而為董事（除執行主席及任何董事總經理外）制定了特定任期。

根據百慕達法例於一九八九年註冊成立本公司為獲豁免公司的私人法案規定，執行主席及任何董事總經理均毋須輪席告退。然而，為遵守守則條文，本公司之董事會主席（「主席」）及當時的行政總裁（「行政總裁」）劉鳴煒先生已於二零一五年五月十九日舉行之股東週年大會（「二零一五年股東週年大會」）上自願退任，且獲股東重選連任為董事。

THE BOARD (Cont'd)

Board Meetings

The Board met regularly throughout the Year to discuss the overall strategy, the operational and financial performance of the Group. Four regular Board meetings and nine ad hoc Board meetings were held during the Year. Advance notices of not less than fourteen days were served upon each Director for regular Board meetings. All accompanying Board papers were sent to the Directors in a timely manner and at least three days before the meetings (or such other period as agreed). Adequate explanation and information were given to the Directors by the management to facilitate the Directors in decision-making. Each Director has to declare his/her interest and abstain from voting on any Board resolution in which he/she or any of his/her associate has a material interest in accordance with the Bye-laws of the Company and the Listing Rules.

The agenda of each Board meeting is set by the Chairman in consultation with members of the Board such that they are given an opportunity to include agenda items. Draft and executed Board minutes were sent in good time to all Directors for their comments and records. Minutes of the Board meetings recorded in sufficient details were kept by the Company Secretary.

Board and Management Functions

The functions reserved to the Board are basically provided in the Bye-laws of the Company and the Board from time to time delegates certain functions to senior management whenever required. In short, the Board has reserved for its decision on matters relating to the Group's strategy, major acquisitions and disposals, major capital expenditure, annual and interim results, Directors' appointment and other significant financial and operational issues.

On top of daily business operation, senior management is responsible for the preparation of annual and interim consolidated financial statements for the Board's approval, execution of business strategies and initiatives adopted by the Board, implementation of adequate system of internal control and sound risk management practices and is required to report to the Board and obtain its prior approval on important matters at all times. Notwithstanding the delegation, the Directors acknowledge that it is the responsibility of the Board for preparing the financial statements, which give a true and fair view of the financial results of the Group.

董事會 (續)

董事會會議

董事會於本年度內定期開會商討本集團整體策略、營運及財務表現。本公司於本年度舉行四次定期董事會會議及九次特別董事會會議。舉行定期董事會會議前已向各董事發出最少十四日之通告。所有相關會議文件均已於會議舉行前最少三日（或其他協定之期間）及時送呈各董事。管理層向董事提交充足解釋及資料，以便董事作出決策。各董事須根據本公司之公司細則及上市規則，於其或其任何聯繫人擁有重大權益之任何董事會決議案，申報其權益並放棄投票。

為給予董事會成員擬定董事會會議商討事項之機會，董事會會議之議程會於主席諮詢董事會成員後訂定。董事會會議記錄之初稿及定稿已盡早送呈各董事，以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之董事會會議記錄。

董事會及管理層職能

本公司之公司細則基本上已訂明董事會之職能，董事會會按需要不時將若干職能委以高級管理層。簡而言之，董事會在有關本集團策略、主要收購及出售、重大資本開支、年度及中期業績、董事之委任及其他重大財務及營運事宜上保留決策權。

除日常業務營運外，高級管理層亦負責編製年度及中期綜合財務報表供董事會批准、執行董事會採納之業務策略及措施、履行妥善之內部監控系統及穩健之風險管理程序，並在任何情況下須就重大事項向董事會匯報和取得其事先批准。儘管作出委託，董事確認編製真實且公平地反映本集團財務業績之財務報表乃董事會之責任。

THE BOARD (Cont'd)

Directors' Training and Support

The Company encourages its Directors to possess up-to-date knowledge in order to discharge their duties. Information regarding major changes in Hong Kong Accounting Standards and Listing Rules as well as other laws/rules/regulations had been provided to the Directors.

During the Year, the Company has arranged two training sessions for the Directors regarding compliance issue of Hong Kong listed companies and directors' responsibilities respectively. The trainings were delivered by lawyers at the expense of the Company. On the other hand, Directors had provided records of the trainings they received to the Company. The Board considered the trainings attended by the Directors are sufficient to discharge their duties. A summary of the trainings attended by the Directors during the Year is as follows:–

董事會 (續)

董事培訓及支援

本公司鼓勵各董事時刻掌握最新知識以履行其職責。有關香港會計準則及上市規則以及其他法律／條例／規則重大變更之資料已提供予各董事。

於本年度，本公司為董事安排了兩次培訓，內容分別有關香港上市公司合規問題及董事責任。該等培訓由律師負責講解，費用由本公司支付。另一方面，董事已向本公司提供其培訓記錄。董事會認為董事所參與之培訓足以讓彼等履行其職責。董事於本年度內所參與之培訓摘要如下：–

Training Matters 培訓事項					
Name of Directors	董事姓名	Corporate Governance 企業管治	Regulatory 監管規定	Accounting/ Tax/Finance 會計/ 稅務/財務	Business/ Economic/ Strategic Management 商業/經濟/ 策略管理
Executive Directors					
Ms. Chan, Sze-wan* (CEO)	陳詩韻女士* (行政總裁)	a & b	a & b	–	–
Ms. Chan, Lok-wan#	陳諾韻女士#	a	a	–	–
Mr. Lam, Kwong-wai	林光蔚先生	a & b	a & b	a & b	b
Ms. Lui, Lai-kwan+	呂麗君女士+	–	–	–	–
Non-executive Directors					
Mr. Lau, Ming-wai [△] (Chairman)	劉鳴煒先生 [△] (主席)	b	b	–	–
Ms. Amy Lau, Yuk-wai	劉玉慧女士	a & b	a & b	–	–
Independent Non-executive Directors					
Mr. Chan, Kwok-wai	陳國偉先生	a & b	a & b	a & b	b
Ms. Phillis Loh, Lai-ping	羅麗萍女士	a & b	a & b	–	b
Mr. Ma, Tsz-chun	馬時俊先生	a & b	a & b	a & b	a

Notes:–

Training Method

- a: attending training session/seminar/conference
b: self-reading

- * Appointed as CEO on 1st November, 2015.
Appointed as ED on 27th July, 2015.
+ Resigned as ED on 27th April, 2015.
△ Resigned as CEO and re-designated from ED to NED on 1st November, 2015.

附註：–

培訓方式

- a: 參與培訓課程／研討會／會議
b: 自行閱讀

- * 於二零一五年十一月一日獲委任為行政總裁。
於二零一五年七月二十七日獲委任為執行董事。
+ 於二零一五年四月二十七日辭任執行董事。
△ 於二零一五年十一月一日辭任行政總裁，並由執行董事調任為非執行董事。

BOARD COMMITTEES

The Board has established Audit Committee, Remuneration Committee and Nomination Committee (collectively, the “Board Committees”) with clear written terms of reference which are of no less exacting terms than those set out in the Code. Details of the respective committee’s terms of reference are available at the Company’s and the Stock Exchange’s websites. All the INEDs of the Company, i.e. Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun are members of the Board Committees with Mr. Chan, Kwok-wai acts as chairman of the Audit Committee and the Remuneration Committee while Ms. Phillis Loh, Lai-ping acts as chairman of the Nomination Committee. The members of Audit Committee possess appropriate professional qualifications, accounting or related financial management expertise, which is higher than the Listing Rules’ requirement.

All accompanying meeting papers were sent to the members in a timely manner and at least three days before the meetings (or such other period as agreed). Draft and executed minutes of the meetings were sent in good time to all members for their comments and records. Minutes of the meetings recorded in sufficient details were kept by the Company Secretary. Professional advice and sufficient resources would be given whenever necessary to allow the Board Committees to discharge their duties.

Audit Committee

Role and Function

The Audit Committee is responsible for reviewing the Group’s corporate governance, financial reporting, internal control and risk management. It plays an advisory role and makes relevant recommendations to the Board.

Meetings

The Audit Committee held four meetings during the Year, with the presence of the representative(s) of the Group’s internal audit department (the “Internal Audit Department”) in those meetings involving discussion on internal audit reports prepared by Internal Audit Department. Senior management was co-opted to join the meetings of the Audit Committee to explain the financial and business conditions of the Group to the committee members from time to time.

董事會轄下委員會

董事會成立了審核委員會、薪酬委員會及提名委員會（統稱「董事會轄下委員會」），委員會清晰的書面職權範圍之條款不遜於常規守則所載。各委員會之職權範圍詳情可於本公司及聯交所網站瀏覽。本公司之全體獨立非執行董事，即陳國偉先生、羅麗萍女士及馬時俊先生，均為董事會轄下委員會成員，其中陳國偉先生出任審核委員會及薪酬委員會主席；而羅麗萍女士出任提名委員會主席。審核委員會成員具備適當的專業資格、會計或相關財務管理專業知識，較上市規則之要求為高。

所有相關會議文件均已於會議舉行前最少三日（或其他協定之期間）及時送呈各成員。會議記錄之初稿及定稿亦已盡早送呈各成員以供彼等提供意見及存檔。公司秘書負責保存載有詳盡細節之會議記錄。本公司於需要時會向董事會轄下委員會提供專業意見及充足資源，以讓其履行職責。

審核委員會

角色及職能

審核委員會負責審閱／檢討本集團之企業管治、財務報告、內部監控及風險管理。審核委員會擔任顧問角色，並向董事會提供相關建議。

會議

審核委員會於本年度舉行四次會議，本集團內部審核部（「內部審核部」）之代表亦有出席有關討論由內部審核部準備之內部審核報告之會議。而高級管理層亦不時獲邀出席審核委員會會議，向委員會成員解釋本集團之財務及業務狀況。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed

The works performed by the Audit Committee in the Year are summarised below:-

- (1) reviewed the Group's final and interim results and draft consolidated financial statements for the year ended 31st December, 2014 and for the six months ended 30th June, 2015 respectively before recommending them to the Board for approval, with the presence of the Company's external auditors (the "Independent Auditors") in the meeting reviewing final results;
- (2) reviewed the overall performance including the performance of investment properties and development properties of the Group;
- (3) reviewed the accounting principles and practices adopted by the Group and the requirements of the Listing Rules and statutory compliance;
- (4) reviewed the Group's internal control, risk management, financial reporting and auditing matters;
- (5) reviewed and discussed significant audit findings in a meeting with the presence of Independent Auditors;
- (6) prepared and submitted to the Board an audit committee report detailing the works performed by the Audit Committee during 2014, presented its findings and made recommendations for consideration by the Board;
- (7) carried out annual review on the continuing connected transactions of the Group;
- (8) reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
- (9) discussed with Independent Auditors the nature and scope of the annual audit and reporting obligations of the Independent Auditors for the Year; reviewed and approved the terms of engagement letters; fees for audit and non-audit services for the Year;

董事會轄下委員會 (續)

審核委員會 (續)

履行之工作

審核委員會於本年度履行之工作概述如下：—

- (1) 在建議給董事會批准前，先分別審閱本集團截至二零一四年十二月三十一日止年度及截至二零一五年六月三十日止六個月之全年及中期業績及綜合財務報表之初稿，本公司之外聘核數師（「獨立核數師」）亦有出席有關審閱全年業績之會議；
- (2) 審閱本集團之整體表現，包括投資物業及發展物業之表現；
- (3) 審閱本集團所採納之會計原則與常規及上市規則及法規規定之遵守情況；
- (4) 審閱本集團之內部監控、風險管理、財務匯報及核數之事宜；
- (5) 於獨立核數師在場之會議中審閱及討論重大核數結果；
- (6) 編製並向董事會呈交審核委員會報告，當中詳列審核委員會於二零一四年度已履行之工作，以及匯報其報告結果及向董事會提供建議以作考慮；
- (7) 對本集團之持續關連交易進行年度檢討；
- (8) 審閱本公司在會計及財務匯報職能之資源、員工資歷及經驗是否足夠，以及相關員工所接受的培訓課程及有關預算是否充足；
- (9) 與獨立核數師討論本年度週年核數之性質及範圍以及獨立核數師之報告責任；審閱及批准聘任書之條款、以及有關核數及非核數服務之費用；

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Works Performed (Cont'd)

- (10) reviewed the arrangement for employees to raise concerns about possible improprieties in financial reporting, internal control or other related matters;
- (11) reviewed and discussed internal audit reports prepared by Internal Audit Department;
- (12) considered and approved the internal audit plan for the year 2016;
- (13) reviewed the Company's policies and practices on corporate governance and monitored the progress of compliance of the Code;
- (14) reviewed the Company's policies and practices on compliance with legal and regulatory requirements and the compliance of such policies and practices;
- (15) reviewed the code of conduct for the Directors and the compliance of such code;
- (16) reviewed the code of practice for employees;
- (17) reviewed the sufficiency of training and continuous professional development for the Directors and senior executives; and
- (18) discussed the necessity of establishment of risk committee; recommended the Board to engage independent professional consultant to review enterprise risk management framework and related policies and procedures.

In March 2016, the Audit Committee reviewed (i) the Group's final results and draft audited consolidated financial statements for the Year; (ii) the Company's compliance with the Code during the Year and disclosure in the corporate governance report; and (iii) the sufficiency of training and continuous professional development of the Directors and senior executives for the Year.

董事會轄下委員會 (續)

審核委員會 (續)

履行之工作 (續)

- (10) 檢討僱員就財務匯報、內部監控或其他方面可能發生之不正當行為提出關注之安排；
- (11) 審閱及討論由內部審核部準備之內部審核報告；
- (12) 考慮及批准二零一六年度之內部審核計劃；
- (13) 檢討本公司之企業管治政策及常規及監控遵從常規守則之進度；
- (14) 檢討本公司在遵守法律及監管規定方面的政策及常規及該政策及常規之遵守情況；
- (15) 檢討董事操守守則及該守則之遵守情況；
- (16) 檢討僱員常規守則；
- (17) 檢討董事及高級行政人員之培訓及持續專業發展是否足夠；及
- (18) 討論成立風險委員會之必要性；向董事會建議聘任獨立專業顧問，以檢討企業風險管理架構及相關政策及程序。

於二零一六年三月，審核委員會審閱／檢討(i)本集團於本年度之全年業績及經審核綜合財務報表之初稿；(ii)本公司於本年度遵守常規守則之情況及企業管治報告書內之披露；及(iii)董事及高級行政人員於本年度之培訓及持續專業發展是否足夠。

BOARD COMMITTEES (Cont'd)

Audit Committee (Cont'd)

Independent Auditors

In order to enhance independent reporting by Independent Auditors, the engagement director of the Independent Auditors is subject to periodical rotation, and the nature and ratio of annual fees payable to Independent Auditors for non-audit services and for audit services are subject to scrutiny by the Audit Committee. A policy of non-audit services from Independent Auditors was established. The Audit Committee considers whether there is clear efficiency and value-added benefit to the Company from that work being undertaken by the Independent Auditors; whether there is adverse effect on the independence of their audit work or the perception of such independence; the nature of the non-audit services envisaged to be provided by the Independent Auditors; and the related fee levels individually and in aggregate relative to the audit fees. In addition, a policy restricting the employment of employees or former employees of Independent Auditors as senior executives or financial positions with the Group has also been in place.

During the Year, the Independent Auditors had been engaged in providing non-audit services in relation to (i) annual review of continuing connected transaction at a fee of HK\$83,000; and (ii) three projects in relation to disposal of subsidiary(ies) each at a fee of HK\$600,000, HK\$450,000 and HK\$400,000 respectively. The audit fees of the Independent Auditors for auditing the consolidated financial statements of the Group for the year ended 31st December, 2015 was HK\$2,429,000. The relevant engagement letters had been reviewed and approved by the Audit Committee.

Prior to the commencement of the audit of accounts of the Group, the Audit Committee had reviewed the Independent Auditors' independence and objectivity as required under the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, reviewed the terms of their engagement as well as the nature and scope of the audit and reporting obligations.

The Audit Committee was satisfied with the findings of their review of the engagement process, effectiveness, independence and objectivity of the Independent Auditors.

董事會轄下委員會 (續)

審核委員會 (續)

獨立核數師

為確保獨立核數師能作出獨立報告，負責本公司核數工作的獨立核數師之參與董事將定期輪換，審核委員會亦會監管獨立核數師每年就非核數及核數服務所收之酬金性質和比例。有關獨立核數師為本公司提供非核數服務之政策已訂立。審核委員會會考慮獨立核數師受聘從事之工作會否為本公司帶來明確的效益和增值作用、會否對其審計工作的獨立性或獨立形象構成負面影響、由獨立核數師提供之非核數服務之性質以及個別費用及總計費用相對於核數費用之水平。此外，本公司亦採納一套禁止聘用獨立核數師僱員或前僱員出任本集團高級行政人員或財務職位之措施。

於本年度內，獨立核數師受聘提供非核數服務，就有關(i)本公司之持續關連交易進行年度檢討，費用為83,000港元；及(ii)三項關於出售附屬公司之項目，費用各分別為600,000港元，450,000港元及400,000港元。獨立核數師就審核本集團截至二零一五年十二月三十一日止年度之綜合財務報表之審核費用為2,429,000港元。審核委員會已審閱及批准相關之聘任書。

於審核本集團賬目，審核委員會已根據由香港會計師公會頒布之《會計師專業操守守則》檢討獨立核數師之獨立性和客觀性、檢討其聘任條款、審核性質及範圍，以及報告責任。

審核委員會滿意其就獨立核數師之聘任程序、有效性、獨立性及客觀性所作出之檢討結果。

BOARD COMMITTEES (Cont'd)

Remuneration Committee

Role and Function

The Remuneration Committee is responsible for reviewing the remuneration policies for all Directors and senior executives. The Remuneration Committee is also responsible to review regularly and make recommendations to the Board on the remuneration package of individual EDs and senior executives as well as the remuneration of NEDs. It would consult the Chairman and the CEO on the remuneration proposals whenever it thinks fit.

The objective of remunerating the Directors and senior executives of the Company is to ensure that there is an appropriate level of remuneration to attract and retain experienced businessmen or professionals of high calibre to act as the Directors and senior executives to oversee the Company's business and development.

Meetings

The Remuneration Committee held four meetings during the Year.

Works Performed

The works performed by the Remuneration Committee in the Year are summarised below:-

- (1) assessed the performance of EDs, reviewed and recommended to the Board the EDs' and senior executives' remuneration packages for the Year;
- (2) noted the annual discretionary bonus to employees;
- (3) recommended to the Board the remuneration package of the new ED;
- (4) recommended to the Board the remuneration package and the terms of service agreement of the new CEO;
- (5) recommended to the Board the remuneration package of the Chairman after his re-designation from ED to NED; and
- (6) recommended to the Board to fix the Director's fee of a NED for the Year.

董事會轄下委員會 (續)

薪酬委員會

角色及職能

薪酬委員會負責檢討所有董事及高級行政人員之薪酬政策。薪酬委員會亦負責對個別執行董事及高級行政人員之薪酬待遇以及非執行董事之酬金作定期檢討及向董事會提出建議。薪酬委員會將在其認為恰當之情況下就薪酬方案諮詢主席及行政總裁。

本公司釐定董事及高級行政人員薪酬之宗旨為確保薪酬水平適當，以吸引及留效富經驗之營商者或高質素之專業人士為董事及高級行政人員，監督本公司之業務及發展。

會議

薪酬委員會於本年度舉行四次會議。

履行之工作

薪酬委員會於本年度履行之工作概述如下：—

- (1) 評估執行董事表現、檢討及向董事會建議執行董事及高級行政人員於本年度之薪酬待遇；
- (2) 知悉發給僱員之年度酌情花紅；
- (3) 向董事會建議新任執行董事之薪酬待遇；
- (4) 向董事會建議新任行政總裁之薪酬待遇及服務協議之條款；
- (5) 向董事會建議主席由執行董事調任為非執行董事後之薪酬待遇；及
- (6) 向董事會建議釐定一名非執行董事於本年度之董事袍金。

BOARD COMMITTEES (Cont'd)

Remuneration Committee (Cont'd)

Works Performed (Cont'd)

In January 2016, the Remuneration Committee made recommendation to the Board and the Board has approved the adjustment of monthly salary of Ms. Chan, Lok-wan and Mr. Lam, Kwong-wai to HK\$35,000 and HK\$168,500 respectively for the year ending 31st December, 2016 with reference to their respective duties and responsibilities in the Group as well as the prevailing market condition.

Remuneration Policy for EDs

The primary goal of the remuneration policy on EDs' remuneration package is to enable the Company to retain and motivate EDs by linking their reward with performance as measured against corporate objectives. In determining guidelines for each reward element, the Company refers to remuneration surveys on companies operating in similar businesses.

Remuneration Policy for NEDs and INEDs

The Directors' fees of NEDs and INEDs are subject to annual assessment with reference to their duties and responsibilities and the prevailing market condition as appropriate. Reimbursement is allowed for out-of-pocket expenses incurred in connection with performance of their duties.

Nomination Committee

Role and Function

The Nomination Committee is mandated to review the structure, size, composition and diversity (including the evaluation of skills, knowledge, professional experience, cultural and educational background, gender and age of the Board members and assessment on the independence of the INEDs) of the Board at least annually as well as to select suitable and qualified individuals to become Board members and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and on succession planning for the Directors from time to time.

Meetings

The Nomination Committee held three meetings during the Year.

董事會轄下委員會 (續)

薪酬委員會 (續)

履行之工作 (續)

於二零一六年一月，薪酬委員會向董事會提出建議而董事會亦批准調整陳諾韻女士及林光蔚先生於截至二零一六年十二月三十一日止之月薪分別至35,000港元及168,500港元，此乃參照彼等於本集團之職務與責任及當時市況釐定。

執行董事之薪酬政策

有關執行董事薪酬待遇之薪酬政策主要目的乃讓本公司以公司目標為衡量標準，將執行董事之薪酬與表現掛鉤，藉以留效和激勵執行董事。本公司決定每項薪酬元素之指引時會參考從事相近業務之公司之薪酬調查。

非執行董事及獨立非執行董事之薪酬政策

非執行董事及獨立非執行董事之董事袍金乃參照其職務與責任及當時市況（如適用）釐定，並按年評估。彼等可獲償付就履行職責而產生之實付開支。

提名委員會

角色及職能

提名委員會負責至少每年檢討董事會的架構、人數、組成及多元化（包括對董事會成員之技能、知識、專業經驗、文化及教育背景、性別及年齡作評估，及對獨立非執行董事之獨立性作評核），以及挑選合適及合資格人士成為董事會成員，並不時就任何為配合本公司之公司策略而擬對董事會作出的變動及就董事之繼任計劃提出建議。

會議

提名委員會於本年度舉行三次會議。

BOARD COMMITTEES (Cont'd)

Nomination Committee (Cont'd)

Works Performed

The works performed by the Nomination Committee in the Year are summarised below:–

- (1) reviewed the structure, size, composition and diversity of the Board;
- (2) recommended to the Board on the re-appointment of Directors for shareholders' approval;
- (3) identified suitable individual qualified to become ED and recommended to the Board on the appointment of an ED based on the nomination procedures, process and criteria and board diversity policy stated below;
- (4) recommended to the Board on the appointment of the CEO; and
- (5) recommended to the Board on the re-designation of ED to NED.

After the Year end, the Nomination Committee made recommendation to the Board on the re-appointment of retiring Directors for shareholders' approval at the forthcoming annual general meeting (the "2016 AGM"). It also assessed the independence of INEDs, including those served more than 9 years who are subject to re-election at the 2016 AGM.

Board Diversity Policy

The Company recognises and embraces the benefit of having a diverse board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage and achieving long-term sustainable growth for the Group. A Board diversity policy (the "Board Diversity Policy") has been adopted since September 2013. Elements of the Board Diversity Policy include gender, age, cultural and educational background, professional experience, skills and knowledge of Directors. The said elements have substantially been included in the current Board composition.

董事會轄下委員會 (續)

提名委員會 (續)

履行之工作

提名委員會於本年度履行之工作概述如下：–

- (1) 檢討董事會之架構、人數、組成及多元化；
- (2) 向董事會提出重新委任董事之建議供股東批准；
- (3) 物色合資格人士擔任執行董事，並按下述提名程序、過程及準則，以及董事會多元化政策向董事會建議委任一名執行董事；
- (4) 向董事會建議行政總裁之委任；及
- (5) 向董事會建議由執行董事至非執行董事之調任。

於本年度完結後，提名委員會就重新委任退任之董事向董事會提出建議，供股東於即將舉行之股東週年大會（「二零一六年股東週年大會」）上批准。提名委員會亦為將於二零一六年股東週年大會重選之獨立非執行董事，包括服務超逾9年者之獨立性作評核。

董事會多元化政策

本公司認同及相信多元化董事會帶來之裨益，並視董事會日益多元化為維持本集團競爭優勢及實現長遠可持續增長之必須元素。董事會多元化政策（「董事會多元化政策」）自二零一三年九月起被採納。董事會多元化政策之元素包括董事之性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會目前之組成已大致包含上述元素。

BOARD COMMITTEES (Cont'd)

Nomination Committee (Cont'd)

Nomination Procedures, Process and Criteria

The Nomination Committee leads the process and makes recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in the light of challenges and opportunities facing the Company, as well as business development and requirements of the Company. In evaluating and selecting candidate(s) for directorship, the Nomination Committee considers the character and integrity; skills and expertise; professional and educational background; potential time commitment for the board and/or committee responsibilities; and the elements of the Board Diversity Policy etc. The Nomination Committee makes recommendation to the Board to appoint the appropriate person among the candidates nominated for directorship. Suitable candidate(s) shall be appointed by the Board in accordance with the Bye-laws of the Company and the Listing Rules.

SPECIAL COMMITTEE

Special Committee had been established since 24th May, 2012, comprising all the INEDs as members with written terms of reference in place. It is empowered to handle all matters from the Company's perspective arising out of the prosecution against Mr. Joseph Lau, Luen-hung by the Macau Special Administrative Region of the People's Republic of China ("Macau") relating to the acquisition of a piece of land in Macau.

INVESTMENT COMMITTEE

Investment Committee had been established since 15th April, 2014, comprising Mr. Lau, Ming-wai (before 1st November, 2015) and Ms. Chan, Sze-wan (on or after 1st November, 2015) as chairman, Mr. Lam, Kwong-wai as Chief Investment Officer, Mr. Chan, Kwok-wai and Mr. Ma, Tsz-chun as members with written terms of reference in place. It is empowered to manage the investment business of the Group (other than real estate investment) (the "Investment") and to make recommendations and provide advice to the Board in relation to Investment or potential Investment.

董事會轄下委員會 (續)

提名委員會 (續)

提名程序、過程及準則

提名委員會於需要額外委任董事或填補董事職務之臨時空缺時，會因應本公司面對之挑戰及機遇，以及在配合本公司之業務發展及需要下，作出領導及就委任向董事會提出建議。於評估及挑選董事職位之人選時，提名委員會會考慮其品格及誠信；技能及專長；專業及學術背景；就履行董事會及／或委員會職責承諾能投放之時間；以及董事會多元化政策之元素等。提名委員會在董事職位之候選名單中挑選合適人選並向董事會提供建議。董事會根據本公司之公司細則及上市規則，委任合適之人士。

特別委員會

特別委員會自二零一二年五月二十四日成立，全體獨立非執行董事均為成員，其書面職權範圍亦已制定。特別委員會獲授權以本公司角度處理一切有關中華人民共和國澳門特別行政區（「澳門」）對劉鑾雄先生就收購一幅澳門土地而作出起訴之事宜。

投資委員會

投資委員會自二零一四年四月十五日成立，由劉鳴煒先生（於二零一五年十一月一日之前）及陳詩韻女士（於二零一五年十一月一日或之後）出任主席、林光蔚先生出任投資總監及陳國偉先生及馬時俊先生為成員組成，其書面職權範圍亦已制定。投資委員會獲授權管理本集團之投資業務（房地產投資除外）（「投資」），以及就有關投資或潛在投資項目向董事會提供建議及意見。

ATTENDANCE RECORD OF DIRECTORS

董事出席記錄

Attendance record of each of the Board members is as follows:—

各董事會成員之出席記錄載列如下：—

Attendance Record of Directors 董事出席記錄										
No. of meetings attended/held in 2015 (Percentage of attendance in total) 於二零一五年出席/舉行會議數目(總出席率)										
Name of Directors	董事姓名	Regular Board Meeting 定期董事會會議	Ad hoc Board Meeting [^] 特別董事會會議 [^]	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Special Committee Meeting 特別委員會會議	Investment Committee Meeting 投資委員會會議	Annual General Meeting 股東週年大會	Special General Meeting [®] 股東特別大會 [®]
Executive Directors 執行董事										
Ms. Chan, Sze-wan*	陳詩韻女士* (CEO)	4/4 (100%)	9/9 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1 (100%)	1/1 (100%)	1/1 (100%)
Ms. Chan, Lok-wan*	陳諾韻女士*	2/2 (100%)	5/5 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lam, Kwong-wai	林光箭先生	4/4 (100%)	9/9 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	7/7 (100%)	1/1 (100%)	1/1 (100%)
Ms. Lui, Lai-kwan ⁺	呂麗君女士 ⁺	1/1 (100%)	0/1 (0%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	Absent 缺席
Non-executive Directors 非執行董事										
Mr. Lau, Ming-wai [△]	劉鳴煒先生 [△] (Chairman)	4/4 (100%)	5/9 (55.56%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	6/6 (100%)	1/1 (100%)	Absent 缺席
Ms. Amy Lau, Yuk-wai	劉玉慧女士	4/4 (100%)	9/9 (100%)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1 (100%)	1/1 (100%)
Independent Non-executive Directors 獨立非執行董事										
Mr. Chan, Kwok-wai	陳國偉先生	4/4 (100%)	9/9 (100%)	4/4 (100%)	4/4 (100%)	3/3 (100%)	0/0 (0%)	7/7 (100%)	1/1 (100%)	1/1 (100%)
Ms. Phillis Loh, Lai-ping	羅麗萍女士	4/4 (100%)	9/9 (100%)	4/4 (100%)	3/4 (75%)	3/3 (100%)	0/0 (0%)	N/A 不適用	1/1 (100%)	1/1 (100%)
Mr. Ma, Tsz-chun	馬時俊先生	4/4 (100%)	9/9 (100%)	4/4 (100%)	4/4 (100%)	3/3 (100%)	0/0 (0%)	7/7 (100%)	1/1 (100%)	1/1 (100%)

Notes:—

- * Appointed as CEO on 1st November, 2015.
- # Appointed as ED on 27th July, 2015.
- + Resigned as ED on 27th April, 2015.
- △ Resigned as CEO and re-designated from ED to NED on 1st November, 2015.
- ^ To avoid conflict of interests, some of the Directors were absent at certain ad hoc Board meetings that they were required to abstain from voting.
- ® Held on 23rd January, 2015.

附註：—

- * 於二零一五年十一月一日獲委任為行政總裁。
- # 於二零一五年七月二十七日獲委任為執行董事。
- + 於二零一五年四月二十七日辭任執行董事。
- △ 於二零一五年十一月一日辭任行政總裁，並由執行董事調任為非執行董事。
- ^ 為避免潛在利益衝突，部份董事缺席若干需於會上放棄投票之特別董事會會議。
- ® 於二零一五年一月二十三日舉行。

MODEL CODE FOR SECURITIES TRANSACTIONS

證券交易之標準守則

The Company has adopted a code of conduct regarding securities transactions by Directors on terms without deviation from the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules (the "Model Code"). All Directors, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the Model Code and the said code of conduct during the Year.

本公司已採納一套董事進行證券交易之守則，其條款與上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）所規定之標準別無差異。經本公司作出明確查詢後，所有董事均已確認彼等已於本年度內遵守標準守則所規定之標準及前述之交易守則。

MODEL CODE FOR SECURITIES TRANSACTIONS

(Cont'd)

The Company has also adopted a code of conduct regarding securities transactions by relevant employees on terms no less exacting than the required standard set out in the Model Code. All the relevant employees (the "Relevant Employees") who, because of office or employment, are likely to be in possession of unpublished inside information in relation to the Group's securities had been requested to follow such code when dealing in the securities of the Company. All Relevant Employees, after specific enquiries by the Company, confirmed that they had complied with the required standard set out in the said code during the Year.

INTERNAL CONTROL

The Board is responsible for maintaining an adequate system of internal control in the Company and reviewing its effectiveness through the Audit Committee. The senior management is responsible for implementation of such system of internal control. Internal Audit Department is responsible for reviewing relevant financial, operational and compliance controls and risk management functions, and reporting their findings and advice to the Audit Committee.

Annual Review

Based on the annual assessment made by the Independent Auditors and the works done by Internal Audit Department, the Audit Committee and the Board are satisfied with the effectiveness of the system of internal control of the Group and concluded that:-

- (1) the Company had complied with the Code Provisions in respect of internal control during the Year;
- (2) a framework of prudent and effective controls had been established to identify, evaluate and manage the risks;
- (3) internal control and accounting systems of the Group were efficient and adequate;
- (4) significant risks that may influence the Group had been identified, evaluated and managed through the ongoing monitoring process; and
- (5) material transactions were executed with the management's authorisation.

證券交易之標準守則 (續)

本公司亦已採納一套有關僱員進行證券交易之守則，其條款不遜於標準守則所規定之標準。本公司已要求所有因其職位或崗位而極可能掌握有關本集團證券之未公布內幕消息之有關僱員（「有關僱員」），於買賣本公司證券時遵守該守則。經本公司作出明確查詢後，所有有關僱員均已確認彼等已於本年度內遵守前述守則所規定之標準。

內部監控

董事會負責維持本公司妥善的內部監控系統及透過審核委員會檢討其效能。高級管理層負責實施此內部監控系統。內部審核部負責檢討相關之財務、營運及監控控制以及風險管理功能，並將檢討結果及建議提交審核委員會。

年度檢討

根據獨立核數師之年度評估以及內部審核部所完成之工作，審核委員會及董事會對本集團之內部監控系統效能感到滿意，並總結：—

- (1) 本公司於本年度內已遵守有關內部監控之守則條文；
- (2) 本集團已設立審慎及有效之監控架構以識別、評估及管理風險；
- (3) 本集團之內部監控及會計系統屬有效及充足；
- (4) 本公司已透過持續監察過程識別、評估及管理可能影響本集團之重大風險；及
- (5) 本集團之重大交易獲管理層授權而執行。

INTERNAL CONTROL (Cont'd)

Internal Audit

Internal Audit Department reports directly to the Audit Committee and is independent of the Company's management, with key tasks to:-

- (1) assess and monitor internal controls of the Group with unrestricted direct access right to any levels of management whenever it considered necessary;
- (2) conduct comprehensive internal audits of the practices and procedures, income and expenditures, and internal control of all business units of the Group on a regular basis; and
- (3) carry out special reviews and investigations on areas of concern identified by the management for corrective actions.

Internal Audit Department produces an annual internal audit plan based on a risk assessment methodology for the Audit Committee's approval. Internal audits are carried out on a regular basis according to the approved plan. Internal audit reports summarising audit findings and recommendations are prepared from time to time for the Audit Committee's review and discussion. Management is responsible for ensuring that control weaknesses highlighted in internal audits are rectified within a reasonable period. Internal Audit Department would monitor the proper implementation of corrective measures.

During the Year, Internal Audit Department had conducted six internal audits, relevant reports had been submitted to the Audit Committee for consideration. The Audit Committee was satisfied with the works done by the Internal Audit Department.

COMMUNICATIONS WITH SHAREHOLDERS

The Company acknowledges that general meetings are good communication channel with shareholders that the Directors and the chairman of the Board Committees are encouraged to attend and answer questions from shareholders at general meetings. The Chairman, Chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee as well as the Independent Auditors had attended the 2015 AGM to answer questions from shareholders. Members of the independent board committee were available at the special general meeting held on 23rd January, 2015 approving connected transactions to address shareholders' queries.

內部監控 (續)

內部審核

內部審核部乃獨立於本公司之管理層，並直接向審核委員會匯報，其主要工作為：－

- (1) 於其認為有需要時，以無限制權力直接接觸任何管理層，以評估及監察本集團之內部監控；
- (2) 定期就本集團之常規及程序、收入和開支，及所有業務單位之內部監控進行綜合內部審核；及
- (3) 對管理層所識別應關注之範疇進行特別檢討及調查，以作出糾正。

內部審核部以風險評估法制定年度內部審核計劃，並交由審核委員會批准。內部審核工作乃按經批准之計劃定期進行。內部審核部將綜合審核結果及建議之內部審核報告不時呈交予審核委員會審閱及討論。管理層負責確保於內部審核工作中識別之監控弱點於合理時間內糾正。內部審核部會監察相關糾正措施有否恰當地實行。

於本年度內，內部審核部共進行了六次內部審核，有關報告亦已提呈審核委員會考慮。審核委員會對內部審核部所完成之工作感到滿意。

與股東之溝通

本公司深信股東大會為公司與股東之間良好之溝通渠道，並鼓勵董事及董事會轄下委員會主席出席股東大會及解答有關股東提問。主席、審核委員會、薪酬委員會及提名委員會主席聯同獨立核數師均有出席二零一五年股東週年大會以回應垂詢。獨立董事委員會成員均有出席於二零一五年一月二十三日舉行以批准關連交易之股東特別大會以解答股東提問。

COMMUNICATIONS WITH SHAREHOLDERS

(Cont'd)

At the commencement of each general meeting, the chairman of the meeting had explained the procedures for conducting a poll to the shareholders and the shareholders were allowed to raise any question concerning the poll procedures. At each of the meetings, separate resolutions were proposed by the chairman of the meeting and put forward to the shareholders for poll voting. Details of poll results are available at the Company's website (www.chineseestates.com).

As a channel to promote effective communication, the Company maintains a corporate website (www.chineseestates.com) to disseminate the Group's information.

A corporate communications manual has been in place, which provides guidance for coordinating the disclosure of material information to investors, analysts and media, identifies who could speak on the Company's behalf, and outlines the responsibility for communication with various stakeholder groups.

A shareholders' communication policy for enhancement of the corporate governance had been established and the Board had reviewed the shareholders' communication policy during the Year.

SHAREHOLDERS' RIGHTS

Convene a Special General Meeting

Shareholders holding at the date of the 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 can at all times submit a signed written requisition, specifying the purpose, to the Board or the Company Secretary to request the convening of a special general meeting ("SGM") and deposit the requisition at the principal office of the Company in Hong Kong at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong or the registered office of the Company in Bermuda at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda.

If within twenty-one days of such deposit the Board fails to proceed to convene the SGM, the requisitionist(s), or any of them representing more than one half of the total voting rights of all of them, may convene a SGM, but any SGM so convened shall not be held after the expiration of three months from twenty-one days of the deposit.

與股東之溝通 (續)

於各股東大會開始時，大會主席向股東解釋以投票方式表決的程序，並容許股東可就相關表決程序作出提問。於各股東大會上，大會主席提呈獨立決議案，並提交予股東投票。有關投票表決結果之詳情可於本公司網站(www.chineseestates.com)瀏覽。

為提高溝通成效，本公司設有公司網站(www.chineseestates.com)，以發放本集團資料。

本公司已採納了一份企業通訊手冊，訂明向投資者、分析員及傳媒披露重要資料之指引，確定可代表本公司發言之人士，以及界定與各利益相關團體溝通之責任。

為提升企業管治，本公司已制定股東通訊政策，董事會亦於本年度內檢討該股東通訊政策。

股東權利

召開股東特別大會

股東（於送達書面要求日期擁有不少於本公司已繳足股本十分之一附有權利可於本公司股東大會上投票之股份）可隨時向董事會或公司秘書提交已簽署並列明目的之書面要求，要求召開股東特別大會（「股東特別大會」），並將該書面要求送達本公司香港主要辦事處，地址為香港灣仔告士打道38號美國萬通大廈26樓或本公司於百慕達註冊辦事處，地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。

倘董事會未能於送達日期起計二十一日內召開股東特別大會，則提出要求人士或持有全體提出要求人士之過半數總投票權之任何要求人士可自行召開股東特別大會，惟任何因此召開之股東特別大會不可於送達日期第二十一日起計三個月後舉行。

SHAREHOLDERS' RIGHTS (Cont'd)

Put Forward the Proposals at Shareholders' Meeting

Shareholder(s) representing not less than one-twentieth of the total voting rights of all shareholders having a right to vote at the general meeting at the date of the requisition or shareholders not less than 100 in total can submit a written requisition to the Board or the Company Secretary to propose a resolution at the general meeting (the "Written Requisition").

The Written Requisition must be accompanied by (i) the proposed resolution; and (ii) a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the general meeting. The Written Requisition must contain the signatures of all the requisitionist(s). The Written Requisition must be deposited at the principal office of the Company in Hong Kong at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong or the registered office of the Company in Bermuda at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda not less than six weeks before the general meeting in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.

Provided that if, after a copy of the Written Requisition requiring notice of a resolution has been deposited at the principal office of the Company in Hong Kong or the registered office of the Company in Bermuda, an annual general meeting is called for a date which is six weeks or less after the copy has been deposited, the copy though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules.

Propose a Candidate for Election as a Director at an Annual General Meeting

Procedures for shareholders to propose a person for election as a Director had been established and published at the Company's website (www.chineseestates.com).

股東權利 (續)

於股東大會提呈建議

股東（於要求日期擁有不少於全體有權於股東大會上投票之股東總投票權二十分之一），或不少於合共一百名股東，可向董事會或公司秘書提呈書面要求於股東大會上提呈決議案（「書面要求」）。

書面要求須連同(i)提呈之決議案；及(ii)一份不多於一千字有關提呈之決議案所述之事宜或將於股東大會上處理之事務之陳述書。書面要求須包含全體要求人士之簽名。如該要求牽涉發出決議案通知，書面要求須於股東大會前不少於六個星期前送達本公司香港主要辦事處，地址為香港灣仔告士打道38號美國萬通大廈26樓或本公司於百慕達註冊辦事處，地址為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda；如屬於任何其他要求，則須於股東大會前不少於一個星期前送達。

倘須發出決議案通知之書面要求副本已送達本公司香港主要辦事處或本公司於百慕達註冊辦事處，而本公司於該副本送達後六個星期或少於六個星期之日召開股東週年大會，則即使該副本未於規定時間內送達亦應視作妥為送達。

股東需存放一筆用於支付本公司根據適用的法律及條例規定而向全體股東送達決議案通知及傳閱要求人士提交的陳述書所產生的開支的合理及足夠款項。

提名人選於股東週年大會參選董事

本公司已制定股東提名人參選董事的程序，並於本公司網站發布(www.chineseestates.com)。

SHAREHOLDERS' RIGHTS (Cont'd)

Shareholders' enquiries

Shareholders can raise their enquiries to the Board or the Company Secretary in writing by sending such written enquiries to the principal office of the Company in Hong Kong at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong or by email at investor.relations@chineseestates.com. Shareholders also have right to raise questions at general meetings.

CONSTITUTIONAL DOCUMENTS

During the Year, there was no change in the Company's constitutional documents.

DEVIATIONS FROM CODE PROVISIONS

Chairman and Chief Executive Officer

During the Year, Mr. Lau, Ming-wai acted as both the Chairman and the CEO until 31st October, 2015. The Board considered that this structure would not impair the balance of power and authority of the Board. Following the resignation of Mr. Lau, Ming-wai as the CEO on 1st November, 2015, Ms. Chan, Sze-wan was appointed as the CEO. The roles of the Chairman and the CEO have been separated since 1st November, 2015 and their respective roles and responsibilities were set out in writing.

Directors' Insurance

The insurance policy had not been renewed upon its expiry in August 2012 due to the substantial increase in premium. During the Year, the Company had obtained competitive premium quotations. Insurance policy has been re-arranged in January 2016.

CONCLUSION

The Company believes that corporate governance principles and practices are essential to the business communities. Ongoing effort will be put to review its corporate governance practices from time to time so as to accommodate the changing circumstances. The Company will strive to maintain and strengthen the standard and quality of its corporate governance.

股東權利 (續)

股東查詢

股東可以書面方式向董事會或公司秘書作查詢，該書面查詢可送交至本公司香港主要辦事處，地址為香港灣仔告士打道38號美國萬通大廈26樓或電郵至 investor.relations@chineseestates.com。股東亦有權於股東大會上作出提問。

組織章程文件

於本年度，本公司之組織章程文件沒有任何變動。

偏離守則條文

主席及行政總裁

於本年度內，劉鳴煒先生同時出任主席及行政總裁之職至二零一五年十月三十一日止。董事會認為此架構不會損害董事會的權力及權限之平衡。繼劉鳴煒先生於二零一五年十一月一日辭任行政總裁後，陳詩韻女士獲委任為行政總裁。主席及行政總裁之角色自二零一五年十一月一日分立，而其各自之角色及職責以書面列載。

董事保險

鑒於保費大幅增加，本公司自二零一二年八月保單期滿後沒有續保。於本年度，本公司已取得較有競爭性之保費報價，並已於二零一六年一月重新投保。

總結

本公司相信企業管治原則及常規對商業社會而言至關重要，故本公司亦將持續不時檢討其企業管治常規，以符合環境上之轉變。本公司將致力維持及加強其企業管治標準及質素。

DIRECTORS' REPORT

董事會報告書

The directors of the Company (the "Directors" or the "Board") are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2015 (the "Year").

PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, brokerage, securities investment, money lending and cosmetics distribution and trading.

BUSINESS REVIEW

A review of the business of the Group during the Year and a discussion on the Group's future business development are contained in the Chairman's Statement on pages 9 to 26 of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement on pages 9 to 26. Furthermore, the financial risk management objectives and policies of the Group can be found in Note 5 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the Year are contained in the Chairman's Statement on pages 18 and 19 and in Note 52 to the consolidated financial statements. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Financial Operation Review on pages 27 to 43 of this annual report. Discussions on the Group's environmental policies and performance, relationships with its key stakeholders, and compliance with the relevant laws and regulations that have a significant impact on the Group are provided in the Chairman's Statement, the Corporate Governance Report and this directors' report on pages 9 to 26, pages 44 to 61 and pages 62 to 80 of this annual report respectively.

OPERATING SEGMENTS INFORMATION

The Group's revenue and contribution to profit for the Year from operations analysed by principal activities are set out in Notes 7 and 8 to the consolidated financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31st December, 2015 are set out in Notes 49 and 50 to the consolidated financial statements respectively.

本公司董事（「董事」或「董事會」）欣然向股東提呈董事會報告書連同本公司及其附屬公司（「本集團」）截至二零一五年十二月三十一日止年度（「本年度」）之經審核綜合財務報表。

主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

業務審視

有關本集團本年度內業務的審視，連同本集團未來業務發展之討論，載於本年報第9至第26頁的主席報告書。有關本集團面對的潛在風險及不明朗因素的陳述，載於主席報告書第9至第26頁。另外，綜合財務報表附註5刊載了本集團的財務風險管理目標及政策。本年度終結後發生並對本集團有影響的重大事項之詳情，則刊載於主席報告書的第18及第19頁以及綜合財務報表附註52之中。以財務關鍵表現指標分析的本集團年內表現於本年報第27至第43頁之財務業務回顧中列載。關於本集團環保政策及表現、與主要權益人的關係、對本集團有重大影響的相關法律與法規之遵守情況的說明分別於本年報第9至第26頁的主席報告書、第44至第61頁的企業管治報告書及第62至第80頁的本董事會報告書中列載。

營運分類資料

本集團以主要業務劃分之收益及本年度經營溢利分析載於綜合財務報表附註7及8。

附屬公司及聯營公司

本公司於二零一五年十二月三十一日之主要附屬公司及聯營公司之詳情，分別載於綜合財務報表附註49及50。

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 83 and 84.

The Board had declared and/or paid the following interim dividends during the Year:—

1. declared and paid an interim dividend of HK30 cents per share (payment date: 14th September, 2015) (2014: HK30 cents per share);
2. declared and paid special interim dividend(s) of (i) HK\$2.6 per share (payment date: 15th July, 2015) and (ii) HK\$1.2 per share (payment date: 14th September, 2015) (2014: HK\$2.55 per share);
3. declared a conditional special interim dividend of HK\$2 per share (payment date: 20th January, 2016); and
4. paid a special interim dividend of HK\$4 per share (payment date: 13th January, 2015).

The Board resolved to recommend the payment of a final dividend of HK1 cent per share (2014: HK1 cent per share) for the Year.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 241 and 242.

PRINCIPAL PROPERTIES

Details of the principal properties of the Group as at 31st December, 2015 are set out on pages 243 to 248.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the Year are set out in Note 22 to the consolidated financial statements.

業績及分配

本集團於本年度之業績載於第83及第84頁之綜合全面收益報表內。

董事會於本年度已宣派及／或支付以下之中期股息：—

1. 宣派及支付中期股息每股30港仙（派息日：二零一五年九月十四日）（二零一四年：每股30港仙）；
2. 宣派及支付特別中期股息（i）每股2.6港元（派息日：二零一五年七月十五日）及（ii）每股1.2港元（派息日：二零一五年九月十四日）（二零一四年：每股2.55港元）；
3. 宣派附有條件之特別中期股息每股2港元（派息日：二零一六年一月二十日）；及
4. 支付特別中期股息每股4港元（派息日：二零一五年一月十三日）。

董事會議決建議派發本年度之末期股息每股1港仙（二零一四年：每股1港仙）。

財務概要

本集團過去五年之業績、資產及負債概要載於第241及第242頁。

主要物業

本集團於二零一五年十二月三十一日之主要物業詳情載於第243至第248頁。

物業、廠房及設備

物業、廠房及設備於本年度內之變動情況載於綜合財務報表附註22。

INVESTMENT PROPERTIES

During the Year, the Group acquired a leasehold property in Mainland China for a total consideration of approximately HK\$12,128,000 (2014: HK\$29,499,000). Investment properties (including those presented under assets classified as held for sale) with an aggregate carrying amounts of approximately HK\$22,065,912,000 (2014: HK\$68,434,000) were disposed of during the Year.

Details of the above and other movements in investment properties during the Year are set out in Note 21 to the consolidated financial statements.

SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in Note 38 to the consolidated financial statements.

RESERVES

Movements in the reserves of the Group during the Year are set out on pages 88 to 91.

As at 31st December, 2015, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted to approximately HK\$5,871,069,000 (2014: HK\$2,963,515,000).

GROUP BORROWINGS AND INTEREST CAPITALISED

Details of bank loans and other loans repayable within one year or on demand and long-term secured bank loans and other loans are shown in Note 36 to the consolidated financial statements.

Interest capitalised during the Year by the Group amounted to approximately HK\$68,255,000 (2014: HK\$142,287,000).

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

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

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

投資物業

於本年度內，本集團在中國大陸購入一租賃物業，總代價約為12,128,000港元（二零一四年：29,499,000港元）。本集團於本年度內出售總賬面值約22,065,912,000港元（二零一四年：68,434,000港元）之投資物業（包括該等呈列於列為持作出售之資產之投資物業）。

上述及其他投資物業於本年度內之變動詳情載於綜合財務報表附註21。

股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註38。

儲備

本集團之儲備於本年度內之變動情況載於第88至第91頁。

於二零一五年十二月三十一日，根據百慕達一九八一年公司法（經修訂）之規定所計算，本公司可供分派之儲備約為5,871,069,000港元（二零一四年：2,963,515,000港元）。

集團借貸及撥充資本化之利息

須於一年內或按通知償還之銀行貸款及其他貸款之詳情及有抵押的長期銀行貸款及其他貸款之詳情載於綜合財務報表附註36。

本集團於本年度撥充資本化之利息約為68,255,000港元（二零一四年：142,287,000港元）。

優先購買權

本公司於百慕達註冊成立，該司法管轄區之法律並無存在優先購買權。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$591,000 (2014: HK\$1,113,000).

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's five largest customers amounted to less than 30% of the Group's total revenue for the Year.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for approximately 25% and 41% of the Group's total purchases for the Year respectively.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) have an interest in any of the Group's five largest suppliers.

DIRECTORS

The Directors during the Year and up to the date of this directors' report are:-

Executive Directors:

Ms. Chan, Sze-wan (*Chief Executive Officer*)
(appointed as Chief Executive Officer on 1st November, 2015)
Ms. Chan, Lok-wan (appointed on 27th July, 2015)
Mr. Lam, Kwong-wai
Ms. Lui, Lai-kwan (resigned on 27th April, 2015)

Non-executive Directors:

Mr. Lau, Ming-wai (*Chairman*)
(re-designated from Executive Director to Non-executive Director and resigned as Chief Executive Officer on 1st November, 2015)
Ms. Amy Lau, Yuk-wai

Independent Non-executive Directors:

Mr. Chan, Kwok-wai
Ms. Phillis Loh, Lai-ping
Mr. Ma, Tsz-chun

Ms. Chan, Lok-wan, Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun will retire from office at the forthcoming annual general meeting pursuant to Bye-laws 94 and 111 of the Bye-laws of the Company and all being eligible will offer themselves for re-election.

慈善捐款

本集團於本年度內之慈善捐款額約為591,000港元 (二零一四年: 1,113,000港元)。

主要客戶及供應商

本集團從五大客戶取得之累計收入佔本集團於本年度之總收入少於30%。

本集團之最大供應商及五大供應商之累計購貨額分別約佔本集團本年度之購貨總額之25%及41%。

董事、董事之緊密聯繫人或本公司股東 (據董事所知擁有本公司股本超過5%) 概無於本年度內任何時候於本集團五大供應商之中擁有權益。

董事

於本年度內及直至本董事會報告書日期止，董事為：-

執行董事：

陳詩韻女士 (*行政總裁*)
(於二零一五年十一月一日獲委任為行政總裁)
陳諾韻女士 (於二零一五年七月二十七日獲委任)
林光蔚先生
呂麗君女士 (於二零一五年四月二十七日辭任)

非執行董事：

劉鳴煒先生 (*主席*)
(於二零一五年十一月一日由執行董事調任為非執行董事，並辭任行政總裁)
劉玉慧女士

獨立非執行董事：

陳國偉先生
羅麗萍女士
馬時俊先生

根據本公司之公司細則第94條及第111條，陳諾韻女士、陳國偉先生、羅麗萍女士及馬時俊先生將在即將舉行之股東週年大會上告退為董事，彼等均合資格及願意膺選連任。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATION

As at 31st December, 2015, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company as recorded in the register kept by the Company pursuant to section 352 of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Appendix 10 of Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:—

Name of Director 董事姓名	Number of Shares Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Lau, Ming-wai ("Mr. MW Lau") 劉鳴煒先生(「劉鳴煒先生」)	1,430,700,768	*	Beneficiary of trust 信託受益人	74.99%

Note:

* These shares were indirectly owned by a discretionary trust of which Mr. MW Lau was one of the eligible beneficiaries of that trust.

All the interests stated above represent long positions. The percentage shown was the number of shares the relevant Director was interested in expressed as a percentage of the number of issued shares as at 31st December, 2015.

Save as disclosed above, none of the other Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as at 31st December, 2015.

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporation.

董事及最高行政人員於本公司及相聯法團之證券權益

於二零一五年十二月三十一日，董事及最高行政人員於本公司之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條備存之登記冊所載或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載之《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：—

附註：

* 該等股份由一項酌情信託間接擁有。劉鳴煒先生為該信託之其中一位合資格受益人。

上述所有權益均為好倉。所顯示的百分比為本公司有關董事於二零一五年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

除上文所披露者外，於二零一五年十二月三十一日，其他董事或最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部所指的相聯法團）之股份、相關股份或債券之任何權益或淡倉。

於本年度內，董事或最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

主要股東於本公司之證券權益

As at 31st December, 2015, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:—

據董事及最高行政人員所知悉，於二零一五年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士（董事或最高行政人員除外）如下：—

Name of Substantial Shareholders 主要股東名稱	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄先生（「劉鑾雄先生」）	1,430,700,768	^	Founder, beneficiary of trust and interest of children under 18 信託之創立人、受益人及未滿18歲的子女之權益	74.99%
Alto Trust Limited	1,430,700,768	#	Trustee and interest in controlled corporation 信託人及於受控制公司之權益	74.99%
Solar Bright Ltd.	1,430,700,768	#	Beneficiary of a trust and interest in controlled corporation 一項信託之受益人及於受控制公司之權益	74.99%
Global King (PTC) Ltd.	1,199,715,948	#	Trustee 信託人	62.89%
Joseph Lau Luen Hung Investments Limited	230,984,820	#	Beneficial owner 實益擁有人	12.10%

Notes:

- ^ These shares were indirectly owned by a discretionary trust of which Mr. Joseph Lau was the founder. Mr. Joseph Lau and his certain other family members were eligible beneficiaries of that trust.
- # Alto Trust Limited as trustee of a discretionary trust held the entire issued share capital of Solar Bright Ltd. and therefore was regarded as interested in the same parcel of shares held by Solar Bright Ltd.. Solar Bright Ltd. held the entire issued share capital of Global King (PTC) Ltd. and all issued units in a unit trust of which Global King (PTC) Ltd. was the trustee and therefore was regarded as interested in the same parcel of shares held by Global King (PTC) Ltd. as trustee of the unit trust. Solar Bright Ltd. also held the entire issued share capital of Joseph Lau Luen Hung Investments Limited and therefore was also regarded as interested in the same parcel of shares held by Joseph Lau Luen Hung Investments Limited. As such, the 1,430,700,768 shares of the Company in which Solar Bright Ltd. was deemed to be interested represented the aggregate of the 1,199,715,948 shares and 230,984,820 shares of the Company held by Global King (PTC) Ltd. and Joseph Lau Luen Hung Investments Limited respectively, which was referred to in the interests of Mr. MW Lau as disclosed under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporation".

附註：

- ^ 該等股份由一項酌情信託間接擁有。劉鑾雄先生為該信託之創立人。劉鑾雄先生及其若干其他家族成員為該信託之合資格受益人。
- # Alto Trust Limited（作為一項酌情信託之信託人）持有Solar Bright Ltd.之全部已發行股本，故被視為擁有Solar Bright Ltd.所持有之同一批股份之權益。Solar Bright Ltd.持有Global King (PTC) Ltd.之全部已發行股本以及一項以Global King (PTC) Ltd.為信託人之單位信託基金之全部已發行單位，故被視為擁有Global King (PTC) Ltd.（作為該單位信託基金之信託人）所持有之同一批股份之權益。Solar Bright Ltd.亦持有Joseph Lau Luen Hung Investments Limited之全部已發行股本，故被視為擁有Joseph Lau Luen Hung Investments Limited所持有之同一批股份之權益。因此，Solar Bright Ltd.被視為擁有1,430,700,768股本公司股份（分別由Global King (PTC) Ltd.所持有之1,199,715,948股及Joseph Lau Luen Hung Investments Limited所持有之230,984,820股本公司股份合計而成）。上述股份為「董事及最高行政人員於本公司及相聯法團之證券權益」項下所披露劉鳴煒先生之權益中所指之權益。

All the interests stated above represent long positions. As at 31st December, 2015, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

上述所有權益均為好倉。於二零一五年十二月三十一日，根據本公司按證券及期貨條例第336條備存之登記冊所載概無任何淡倉。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, Mr. Lam, Kwong-wai had been a non-executive director of LT Commercial Real Estate Limited ("LT") (a company whose shares are listed on the Stock Exchange). LT was engaged in securities investment and financing, property investment and property development businesses. As such, Mr. Lam, Kwong-wai was regarded as being interested in such businesses which competed or were likely to compete with the Group. Such businesses were managed by separate publicly listed company with independent management. The board composition of such listed company is different and separate from the Company.

During the Year, Mr. MW Lau had personal interests in private companies engaged in property investment business and securities investment business. As such, he was regarded as being interested in such businesses, which competed or might compete with the Group. However, when compared with the dominance and size of operations of the Group, such competing businesses were considered immaterial.

In addition, Mr. Joseph Lau, a substantial shareholder and a controlling shareholder of the Company, had through certain private companies wholly-owned by him acquired the retail shops of York Place, Excelsior Plaza (include Laforet) and Southorn Centre (also known as Wanchai Computer Centre) from the Group in 2010 as well as certain floors and car parking spaces constituted part of the properties known as Silvercord and the properties known as The ONE from the Group in 2015 (collectively the "Private Properties"). Mr. MW Lau was director(s) of or deemed to have certain interests in such companies (except for the companies holding retail shops of York Place) during the Year. There might be potential leasing competition for existing and prospective tenancies between the Private Properties and investment properties held by the Group. In order to manage such potential leasing competition, Mr. Joseph Lau had provided certain undertakings and the Company had agreed with the Stock Exchange to implement certain measures for monitoring the compliance of such undertakings. Details of such undertakings and monitoring measures were set out in the circulars of the Company dated 18th June, 2010, 23rd September, 2014 and 7th January, 2015. The Independent Non-executive Directors ("INEDs") of the Company had carried out an annual review on the compliance of the said undertakings and monitoring measures and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition during the Year.

董事於競爭性業務之權益

於本年度內，林光蔚先生曾為勒泰商業地產有限公司（「勒泰」）之非執行董事，該公司之股份於聯交所上市。勒泰從事證券投資及融資、物業投資及物業發展業務。因此，林光蔚先生被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。該等業務乃由獨立上市公司之獨立管理層管理。該上市公司董事會之組成與本公司不同亦獨立於本公司。

於本年度內，劉鳴煒先生於經營物業投資業務及證券投資業務之私人公司中擁有個人權益。因此，彼被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。然而，此等競爭性業務與本集團之優勢及業務規模相比乃微不足道。

此外，於二零一零年，劉鑾雄先生（本公司之主要股東及控股股東）透過若干全資擁有私人公司向本集團購入York Place、怡東商場（包括東角Laforet）及修頓中心（亦稱灣仔電腦城）之若干零售商舖，並於二零一五年從本集團購入名為新港中心之物業當中若干樓層與車位及名為The ONE之物業（統稱為「該等私人物業」）。劉鳴煒先生於本年度為該等公司（除持有York Place零售商舖之公司外）之董事或被視為於該等公司擁有若干權益。該等私人物業與本集團持有之投資物業之間可能存在現時及未來租約之潛在租賃競爭。為處理該等潛在租賃競爭，劉鑾雄先生已提供若干承諾，而本公司亦已向聯交所同意就監察該等承諾之遵守情況實施若干措施。有關該等承諾及監察措施之詳情已載於本公司日期為二零一零年六月十八日、二零一四年九月二十三日及二零一五年一月七日之通函內。本公司之獨立非執行董事（「獨立非執行董事」）已就上述承諾及監察措施之遵守情況進行年度檢討，並確認於本年度內已遵守該等承諾及監察措施，並認為本公司已採取充足的監察措施以避免潛在租賃競爭。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflict of interests and duties. The Company comprises three INEDs and all of them are audit committee members of the Company, so that the interest of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any businesses apart from the Company's businesses, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company or any of the Company's subsidiaries was a party to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as the agreements disclosed under the heading "Connected Transactions" below, there were no other transactions, arrangements or contracts of significance in relation to the Company's businesses, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director or an entity connected with a Director had, whether directly or indirectly, a material interest, nor there were any other transactions, arrangements or contracts of significance in relation to the Company's businesses between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事於競爭性業務之權益 (續)

董事知悉其誠信責任，將會秉誠行事以符合本公司之利益，並避免任何潛在利益及責任衝突。本公司之獨立非執行董事共三名，全部均為本公司審核委員會成員，故足以代表其股東之利益。

除上文所披露者外，概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

購買股份或債券之安排

本公司或本公司之任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

董事及控權股東於合約之權益

除於下述「關連交易」一節所述之協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重要交易、安排或合約中，董事或與彼有關連之實體概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重要交易、安排或合約。

CONNECTED TRANSACTIONS

Connected Transactions

- (1) On 1st September, 2014, Data Dynasty Limited, Super Series Limited (being indirect wholly-owned subsidiaries of the Company) and Chinese Estates, Limited ("CEL") (being a direct wholly-owned subsidiary of the Company) as vendors and the Company as vendors' guarantor entered into 4 sets of disposal agreement with One Midland Limited, Fly High Target Limited and Coast Field Ltd. (all being companies wholly-owned by Mr. Joseph Lau) as purchasers (the "First Purchasers") and Mr. Joseph Lau as purchasers' guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiaries that ultimately held Moon Ocean Ltd. (former owner of a piece of land in the Macau Special Administrative Region of the People's Republic of China) and certain floors and car parking spaces constituted part of the property known as Silvercord, at an aggregated final consideration of approximately HK\$12,532.3 million (the "Moon Ocean Transaction" and the "Silvercord Transaction" respectively, collectively the "First Disposal Transactions").

As the applicable percentage ratios under Chapter 14 of the Listing Rules for the First Disposal Transactions on an aggregated basis exceeded 25% but were less than 75%, the First Disposal Transactions constituted major transactions for the Company; and as Mr. Joseph Lau, a substantial shareholder and controlling shareholder of the Company, was a director and the sole beneficial owner of the First Purchasers as at the date of the relevant announcement, Mr. Joseph Lau and the First Purchasers were connected persons of the Company and the First Disposal Transactions constituted connected transactions of the Company under Chapter 14A of the Listing Rules. The First Disposal Transactions were therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the First Disposal Transactions was made on 2nd September, 2014.

The First Disposal Transactions were approved by the independent shareholders of the Company at the special general meeting held on 10th October, 2014. The Moon Ocean Transaction and the Silvercord Transaction were completed in October 2014 and January 2015 respectively. Details of the First Disposal Transactions were set out in the circular of the Company dated 23rd September, 2014.

關連交易

關連交易

- (1) 於二零一四年九月一日，Data Dynasty Limited、Super Series Limited（彼等為本公司之間接全資擁有附屬公司）及華人置業有限公司（「華置」）（為本公司之直接全資擁有附屬公司）作為賣方及本公司作為賣方擔保人與One Midland Limited、Fly High Target Limited及Coast Field Ltd.（所有均為劉鑾雄先生全資擁有之公司）作為買方（「第一買方」）及劉鑾雄先生作為買方擔保人訂立四份出售協議，出售（其中包括）最終持有Moon Ocean Ltd.（為一幅位於中華人民共和國澳門特別行政區土地之前擁有人）及稱為新港中心之物業當中若干樓層與車位之本公司間接全資擁有附屬公司，總最終代價約為12,532,300,000港元（分別稱為「Moon Ocean交易」及「新港中心交易」，統稱為「第一出售交易」）。

由於就第一出售交易按上市規則第14章計算的適用百分比率按合計基準計算超過25%但少於75%，第一出售交易構成本公司之主要交易；根據上市規則第14A章，由於劉鑾雄先生（本公司之主要股東及控股股東）於有關公布之日期為第一買方之董事及唯一實益擁有人，故劉鑾雄先生及第一買方為本公司之關連人士，因此第一出售交易構成本公司之關連交易。第一出售交易因此須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關第一出售交易之公布已於二零一四年九月二日發出。

第一出售交易已獲本公司獨立股東於二零一四年十月十日舉行之股東特別大會上通過。Moon Ocean交易及新港中心交易已分別於二零一四年十月及二零一五年一月完成。有關第一出售交易之詳情已刊載於本公司日期為二零一四年九月二十三日之通函內。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

- (2) On 12th December, 2014, Rich Lucky Limited (being an indirect wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Market Victory Limited (being a company wholly-owned by Mr. Joseph Lau) as purchaser (the "Second Purchaser") and Mr. Joseph Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiary that ultimately held the property known as The ONE, at a final consideration of approximately HK\$5,020.6 million (the "Second Disposal Transaction").

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Second Disposal Transaction as aggregated with the First Disposal Transactions exceeded 25% but were less than 75%, the Second Disposal Transaction constituted a major transaction for the Company; and as Mr. Joseph Lau, a substantial shareholder and controlling shareholder of the Company, was the sole director and the sole beneficial owner of the Second Purchaser as at the date of the relevant announcement, Mr. Joseph Lau and the Second Purchaser were connected persons of the Company and the Second Disposal Transaction constituted connected transaction of the Company under Chapter 14A of the Listing Rules. The Second Disposal Transaction was therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the Second Disposal Transaction was made on 12th December, 2014.

The Second Disposal Transaction was approved by the independent shareholders of the Company at the special general meeting held on 23rd January, 2015 and was completed in July 2015. Details of the Second Disposal Transaction were set out in the circular of the Company dated 7th January, 2015.

關連交易 (續)

關連交易 (續)

- (2) 於二零一四年十二月十二日，Rich Lucky Limited (為本公司之間接全資擁有附屬公司) 作為賣方及本公司作為賣方擔保人與Market Victory Limited (為劉鑾雄先生全資擁有之公司) 作為買方 (「第二買方」) 及劉鑾雄先生作為買方擔保人訂立一份出售協議，出售 (其中包括) 最終持有稱為The ONE之物業之本公司間接全資擁有附屬公司，最終代價約為5,020,600,000港元 (「第二出售交易」)。

由於按上市規則第14章就第二出售交易與第一出售交易合併計算之一個或多個適用百分比率超過25%但不足75%，第二出售交易構成本公司之主要交易；根據上市規則第14A章，由於劉鑾雄先生 (本公司之主要股東及控股股東) 於有關公布之日期為第二買方之唯一董事及唯一實益擁有人，故劉鑾雄先生及第二買方為本公司之關連人士，因此第二出售交易構成本公司之關連交易。第二出售交易因此須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關第二出售交易之公布已於二零一四年十二月十二日發出。

第二出售交易已獲本公司獨立股東於二零一五年一月二十三日舉行之股東特別大會上通過，並已於二零一五年七月完成。有關第二出售交易之詳情已刊載於本公司日期為二零一五年一月七日之通函內。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

- (3) On 21st December, 2015, Conduit Road Development Limited (an indirect subsidiary owned as to 70% by the Company) accepted the tender from Ms. Amy Lau, Yuk-wai, a Non-executive Director, in respect of the purchase of a residential unit together with a car parking space of 55 Conduit Road (the Group's property held for sale) at the purchase price of HK\$124,118,000. A formal sale and purchase agreement was made on 29th December, 2015 and completion shall take place on or before 29th April, 2016.

As the purchaser is a Director of the Company, the purchaser was therefore a connected person of the Company. Hence, the transaction contemplated under the acceptance of such tender constituted a connected transaction of the Company. As one or more of the applicable percentage ratios in respect of the transaction contemplated under the acceptance of the tender are more than 0.1% but less than 5%, the connected transaction was subject to the reporting and announcement requirements but was exempted from independent shareholders' approval requirement under Chapter 14A of the Listing Rules. An announcement in respect of the said transaction was made on 21st December, 2015.

- (4) On 23rd December, 2015, Good Top Limited (being an indirect wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Best Range Limited (being a company wholly-owned by Mr. Joseph Lau) as purchaser (the "Third Purchaser") and Mr. Joseph Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiary that ultimately held the property known as Windsor House, as well as a club membership subject to a cap amount of HK\$12 billion. Meanwhile, as part of the arrangement for that transaction, on 23rd December, 2015, China Entertainment and Land Investment Company, Limited (being a direct wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Magic Square Limited (being a company wholly-owned by Mr. Joseph Lau) as purchaser (the "Fourth Purchaser", together with the Third Purchaser, the "Purchasers") and Mr. Joseph Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the entire issued share capital of Keep Speed Company Limited (the Company's indirect wholly-owned subsidiary) subject to a cap amount of HK\$10 million (the "Third Disposal Transactions").

關連交易 (續)

關連交易 (續)

- (3) 於二零一五年十二月二十一日，干德道發展有限公司（為本公司佔70%股權之間接附屬公司）接納非執行董事劉玉慧女士就認購琥珀（本集團持作出售之物業）一個住宅單位連同一個私家車車位之標書，認購價為124,118,000港元。正式買賣協議於二零一五年十二月二十九日達成，而交易將於二零一六年四月二十九日或之前完成。

由於買方為本公司之董事，故買方為本公司之關連人士。因此，接納該標書項下擬進行之交易構成本公司之關連交易。由於接納該標書項下擬進行之交易的適用百分比率高於0.1%但低於5%，該關連交易僅須遵守上市規則第14A章有關申報及公布之規定，獲取獨立股東批准之規定則獲豁免。有關該交易之公布已於二零一五年十二月二十一日發出。

- (4) 於二零一五年十二月二十三日，Good Top Limited（為本公司之間接全資擁有附屬公司）作為賣方及本公司作為賣方擔保人與Best Range Limited（為劉鑾雄先生全資擁有之公司）作為買方（「第三買方」）及劉鑾雄先生作為買方擔保人訂立一份出售協議，出售（其中包括）最終持有稱為皇室大廈之物業之本公司間接全資擁有附屬公司，以及一個會所會籍，代價以12,000,000,000港元為上限。與此同時，作為該交易安排之一部份，中華娛樂置業有限公司（為本公司之直接全資擁有附屬公司）作為賣方及本公司作為賣方擔保人與Magic Square Limited（為劉鑾雄先生全資擁有之公司）作為買方（「第四買方」，連同第三買方統稱為「該等買方」）及劉鑾雄先生作為買方擔保人訂立一份出售協議，出售（其中包括）Keep Speed Company Limited（本公司之間接全資擁有附屬公司）之所有已發行股本，代價以10,000,000港元為上限（「第三出售交易」）。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

(4) (Cont'd)

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Third Disposal Transactions as aggregated with the Silvercord Transaction and the Second Disposal Transaction exceeded 25% but were less than 75%, the Third Disposal Transactions constituted major transactions for the Company; and as Mr. Joseph Lau, a substantial shareholder and controlling shareholder of the Company, was the director and the sole beneficial owner of the Purchasers as at the date of the relevant announcement, Mr. Joseph Lau and the Purchasers were connected persons of the Company and the Third Disposal Transactions constituted connected transactions of the Company under Chapter 14A of the Listing Rules. The Third Disposal Transactions were therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the Third Disposal Transactions was made on 23rd December, 2015.

The Third Disposal Transactions were approved by the independent shareholders of the Company at the special general meeting held on 2nd February, 2016. Completion shall take place on or before 31st December, 2016. Details of the Third Disposal Transactions were set out in the circular of the Company dated 15th January, 2016.

關連交易 (續)

關連交易 (續)

(4) (續)

由於按上市規則第14章就第三出售交易與新港中心交易及第二出售交易合併計算之一個或多個適用百分比率超過25%但不足75%，第三出售交易構成本公司之主要交易；根據上市規則第14A章，由於劉鑾雄先生（本公司之主要股東及控股股東）於有關公布之日期為該等買方之董事及唯一實益擁有人，故劉鑾雄先生及該等買方為本公司之關連人士，因此第三出售交易構成本公司之關連交易。第三出售交易因此須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關第三出售交易之公布已於二零一五年十二月二十三日發出。

第三出售交易已獲本公司獨立股東於二零一六年二月二日舉行之股東特別大會上通過，並將於二零一六年十二月三十一日或之前完成。有關第三出售交易之詳情已刊載於本公司日期為二零一六年一月十五日之通函內。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transaction

On 31st October, 2014, CEL entered into a contract for services with Mr. Joseph Lau regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding any services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) property management services (including matters relating to the management, maintenance, operation, servicing and repair of properties), (iii) property administration services (including without limitation accounting, recruitment, human resources administration works, taxation, marketing and information technology services), (iv) asset management and maintenance services (including property, household and other management and maintenance services in relation to the properties and assets), (v) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services), (vi) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services ancillary and/or incidental thereto), and (vii) other ordinary services (including without limitation securities and other financial services) to Mr. Joseph Lau and/or his associates, commenced on 1st November, 2014 for 3 years (the "Contract"). The cap of the service charges payable by Mr. Joseph Lau to CEL for the year ended 31st December, 2015 under the Contract was set at HK\$128,000,000 (the "Cap") as disclosed in the Company's announcement dated 31st October, 2014.

Mr. Joseph Lau being a substantial shareholder and controlling shareholder of the Company was a connected person of the Company and hence the Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As the applicable percentage ratios for the expected annual caps for the transactions contemplated under the Contract exceeded 0.1% but were expected to be less than 5%, the Contract and the annual caps were only subject to the reporting, announcement and annual review requirements but exempted from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

關連交易 (續)

持續關連交易

於二零一四年十月三十一日，華置與劉鑾雄先生訂立一份為期三年的服務合約，內容有關向劉鑾雄先生及／或其聯繫人提供(i)租務行政服務(包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之任何服務)、(ii)物業管理服務(包括有關物業之管理、保養、營運、服務及維修之事宜)、(iii)物業行政服務(包括但不限於會計、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務)、(iv)資產管理及保養服務(包括有關物業及資產之物業、家居及其他管理及保養服務)、(v)租賃服務(包括車輛、車牌、船隻、停車位、場地之租賃及其他租賃服務)、(vi)諮詢及顧問服務(包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務)及(vii)其他一般服務(包括但不限於證券及其他金融服務)，於二零一四年十一月一日開始生效(「合約」)。誠如本公司於二零一四年十月三十一日之公布所披露，劉鑾雄先生根據合約，於截至二零一五年十二月三十一日止年度應付予華置之服務費之上限定為128,000,000港元(「上限」)。

劉鑾雄先生為本公司之主要股東及控股股東，屬本公司之關連人士。因此，根據上市規則，合約及據此擬進行之交易構成本公司之持續關連交易。由於合約項下擬進行之交易之預期年度上限之適用百分比率超過0.1%，惟預期將少於5%，合約及有關年度上限僅須遵守根據上市規則第14A章有關申報、公布及年度檢討之規定，獲取獨立股東批准之規定則獲豁免。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transaction (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs of the Company, pursuant to Chapter 14A of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the asset management and maintenance services, the property administration services, the rental services and the advisory and consultancy services), on normal commercial terms and in accordance with the Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the asset management and maintenance services, the property administration services, the rental services and the advisory and consultancy services as mentioned in the Company's announcement dated 31st October, 2014, the INEDs were of the view that, although the provision of such services contemplated under the Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

The auditors of the Company, pursuant to Chapter 14A of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the Contract and had not exceeded the Cap disclosed in the said announcement made on 31st October, 2014.

關連交易 (續)

持續關連交易 (續)

本公司之獨立非執行董事根據上市規則第14A章之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常業務（資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務除外），按照一般商業條款及根據合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司於二零一四年十月三十一日之公布關於提供資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務之原因及裨益後，獨立非執行董事認為，雖然根據合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則3000(經修訂)「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，於其根據上市規則第14A章發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據合約進行，且無超逾於二零一四年十月三十一日之公布所披露之上限。

CONNECTED TRANSACTIONS (Cont'd)

Save as aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this directors' report.

Save as aforesaid, none of the "Material Related Party Transactions" as disclosed in Note 48 to the consolidated financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Material Related Party Transactions" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:—

- (1) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "ORSO Scheme"); and
- (2) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme").

Both the ORSO Scheme and the MPF Scheme are defined contribution schemes and the assets of both schemes are managed by their respective trustees accordingly.

關連交易 (續)

除上文所述外，根據上市規則，本公司於本年度內及截至本董事會報告書日期概無其他須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

除上文所述外，根據上市規則，本年度綜合財務報表內附註48所披露之「重大關連人士交易」並無構成須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

就上述「重大關連人士交易」構成根據上市規則所界定之關連交易或持續關連交易，本公司已於本年度內遵守上市規則第14A章的有關規定。

董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償（法定賠償除外）之服務合約。

退休福利計劃

本集團推行兩項退休福利計劃：—

- (1) 香港法例第426章職業退休計劃條例所界定之公積金計劃（「職業退休計劃」）；及
- (2) 香港法例第485章強制性公積金計劃條例所界定之公積金計劃（「強積金計劃」）。

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

RETIREMENT BENEFIT SCHEMES (Cont'd)

The ORSO Scheme is available to the Group's full-time permanent staff employed in Hong Kong before 1st December, 2000. Contributions to the ORSO Scheme are made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members are entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or are entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month. Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$30,000 and/or years of service over 5. Contributions to the Top-up Portion are made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF Scheme as mentioned above.

The Group's total cost for the schemes charged to consolidated statement of comprehensive income for the year ended 31st December, 2015 amounted to approximately HK\$10,576,000 (2014: HK\$10,065,000). In addition, an amount of forfeited employer's contributions for the schemes amounted to approximately HK\$794,000 (2014: HK\$1,173,000) was utilised towards reducing the Group's contributions during the Year and the balance available to reduce future contributions amounted to approximately HK\$100,000 (2014: HK\$108,000).

退休福利計劃 (續)

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款（即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款）用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月30,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分（「補足部分」）。補足部分旨在向基本月薪逾30,000港元及／或服務年期逾5年，參加強積金計劃之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零一五年十二月三十一日止年度就該等計劃於綜合全面收益報表扣除之費用總額約為10,576,000港元（二零一四年：10,065,000港元）。此外，本集團就該等計劃已沒收之僱主供款約為794,000港元（二零一四年：1,173,000港元），並已於本年度內用作削減供款，餘額約100,000港元（二零一四年：108,000港元）可用作減少未來供款。

SHARE AWARD SCHEME

A share award scheme (the "Share Award Scheme") was adopted by the shareholders of the Company at the special general meeting held on 14th January, 2009 (the "Adoption Date"). The Share Award Scheme is a long-term incentive arrangement for the selected employees. The purpose of the Share Award Scheme is to recognise and reward certain employees of the Group for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. It also intends to attract suitable professional recruits to join the Group and to assist in the further development of the Group.

The Board may from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each employee determined by the Board from time to time), after having taken into account recommendations made by members of the Group and assessment of individual performance pursuant to internal appraisal system, select an employee for participation in the Share Award Scheme as a Selected Employee ("Selected Employee") and determine the number of shares which may be awarded to such Selected Employee pursuant to the terms of the Share Award Scheme ("Awarded Share(s)"). A Selected Employee shall qualify to be allotted and issued the Awarded Shares after all the qualifying conditions have been fulfilled, unless otherwise determined by the Board at its discretion.

The issue price for each Awarded Share shall, subject to the terms of the Share Award Scheme, be an amount equal to its nominal value and shall be paid or satisfied in cash by the relevant member of the Group engaging the Selected Employee or, if payment by the relevant member of the Group engaging the Selected Employee is not permitted under applicable law, any member of the Group, upon the allotment and issue of the Awarded Shares.

The total number of shares which may be issued in response to the Share Award Scheme and any other incentive or option schemes of the Company (if any) shall not in aggregate exceed 207,775,007, being 10% of the total number of shares in issue on the Adoption Date and represents approximately 10.89% of the total number of shares in issue at the date of this directors' report. No granting of Awarded Shares was made for the Year.

股份獎勵計劃

股份獎勵計劃（「股份獎勵計劃」）已獲本公司股東於二零零九年一月十四日（「採納日期」）舉行之股東特別大會上採納。股份獎勵計劃乃為經甄選僱員而設之長期獎勵安排，旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之營運及發展而努力之長期獎勵。此計劃亦有助於吸引合適之專業人士加盟本集團及協助本集團進一步發展。

經考慮本集團成員公司作出之推薦建議及根據內部評估制度評估個別人士之表現後，董事會可不時全權酌情及根據其認為合適之條款及條件（包括董事會不時釐定每名僱員之合資格基準），甄選僱員成為經甄選僱員（「經甄選僱員」）參與股份獎勵計劃，並根據股份獎勵計劃之條款釐定每名經甄選僱員可獲之獎勵股份數目（「獎勵股份」）。除董事會另有酌情釐定外，經甄選僱員於達成所有合資格條件後，將合資格獲發行及配發獎勵股份。

每股獎勵股份之發行價將受限於股份獎勵計劃之條款，並相等於其面值，且由聘用經甄選僱員之本集團相關成員公司於發行及配發獎勵股份時以現金支付或償付，或倘聘用經甄選僱員之本集團相關成員公司根據適用法律不得作出付款，則由本集團任何成員公司以現金支付或償付。

於股份獎勵計劃將可能發行之股份，連同於根據本公司所有其他獎勵或認股權計劃（如有）將可能發行之股份，總數合共不得超過207,775,007股（即於採納日期已發行股份之10%），相當於截至本董事會報告書日期之已發行股份約10.89%。本集團於本年度內並無授出任何獎勵股份。

SHARE AWARD SCHEME (Cont'd)

The maximum number of Awarded Shares to be granted to each Selected Employee under the Share Award Scheme in any 12-month period shall not exceed in aggregate 1% of the shares in issue as at the date of such grant.

Subject to any early termination pursuant to the terms of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a period of 10 years commencing from the Adoption Date (i.e. until 13th January, 2019). As at the date of this directors' report, the remaining life of the Share Award Scheme is less than 3 years.

Details of the Share Award Scheme were set out in the circular of the Company dated 23rd December, 2008.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed amount of public float during the Year and up to the date of this annual report as required under the Listing Rules.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the Year.

DIRECTORS' INDEMNITIES

According to the Company's Bye-Laws, each director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the extent allowed by the Companies Act, 1981 of Bermuda (as amended)) which such director may sustain or incur in or about the execution of the duties of the director's office or otherwise in relation thereto. The Company has provided indemnity to INEDs since July 2014 by issuing a letter to each of the INEDs. With effect from January 2016, the Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

股份獎勵計劃 (續)

根據股份獎勵計劃授予每位經甄選僱員之獎勵股份之最高數目於任何十二個月期間內合共不得超過有關授出日期已發行股份之1%。

除股份獎勵計劃中任何有關提早終止之條款外，股份獎勵計劃將由採納日期起計十年期間有效及生效（即至二零一九年一月十三日止）。於本董事會報告書日期，股份獎勵計劃尚剩餘之有效期為少於三年。

有關股份獎勵計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函內。

公眾持股量

根據本公司得悉的公開資料及董事所知悉，本公司於本年度內及截至本年報日期已按上市規則規定維持指定數額之公眾持股量。

管理合約

除僱員聘任合約外，本集團於本年度內並無就全部或任何重大部分之本公司業務管理及行政訂立或存在任何合約。

董事的彌償保證

根據本公司細則的規定，在百慕達一九八一年公司法（經修訂）許可之情況下，公司的每位董事就履行其職務或職責或有關的其他事情而蒙受或招致所有損失或責任，均有權獲得公司以其資產賠償。本公司已於二零一四年七月向每位獨立非執行董事發出函件提供彌償保證。由二零一六年一月起，本公司已為集團董事及高級人員安排適當的董事及高級人員責任保險。

EQUITY-LINKED AGREEMENTS

Save for the Share Award Scheme, the Company has not entered into any equity-linked agreement for the Year.

AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited ("HLB") who would retire at the conclusion of the forthcoming annual general meeting, and being eligible, offer themselves for re-appointment. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to re-appoint HLB as the auditors of the Company.

On behalf of the Board

Lam, Kwong-wai

Director

Hong Kong, 15th March, 2016

股票掛鈎協議

除股份獎勵計劃外，本公司於本年度並無訂立任何股票掛鈎協議。

核數師

本年度之綜合財務報表由國衛會計師事務所有限公司（「國衛」）審核。該會計師行將於即將舉行之股東週年大會結束時任滿告退，惟合資格並願意膺聘連任。於即將舉行之股東週年大會上，將就續聘國衛為本公司核數師向股東提呈一項決議案。

代表董事會

董事

林光蔚

香港，二零一六年三月十五日



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

INDEPENDENT AUDITORS' REPORT 獨立核數師報告書

31/F, Gloucester Tower 香港
The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
Hong Kong 告羅士打大廈31樓

TO THE SHAREHOLDERS OF CHINESE ESTATES HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Chinese Estates Holdings Limited ("Company") and its subsidiaries (collectively referred to as "Group") set out on pages 83 to 240, which comprise the consolidated statement of financial position as at 31st December, 2015, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 the 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 of the Company determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' 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 Section 90 of the Bermuda Companies Act, 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CHINESE ESTATES HOLDINGS LIMITED股東
(於百慕達註冊成立之有限公司)

吾等已審核第83頁至第240頁所載Chinese Estates Holdings Limited (「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。綜合財務報表包括於二零一五年十二月三十一日之綜合財務狀況報表、及截至該日止年度之綜合全面收益報表、綜合股本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資料說明。

董事編製綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及按照香港公司條例之披露要求編製真實而公平地列報之綜合財務報表，以及負責貴公司董事認為必要的內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師之責任

吾等負責根據吾等之審核結果對綜合財務報表發表意見。吾等載於本報告之意見謹按照百慕達公司法第90條而僅向閣下編製，並不作其他用途。吾等不會就報告內容而向任何其他人士負責或承擔責任。吾等按照香港會計師公會頒布的香港核數準則進行審核工作。該等準則要求吾等在策劃和進行審核工作時須符合道德規範，使吾等能就綜合財務報表是否存在重大錯誤陳述作合理之確定。

AUDITORS' RESPONSIBILITY (Cont'd)

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 auditors' 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 auditors consider 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 of the Company, 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 financial position of the Group as at 31st December, 2015, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Yu Chi Fat

Practising Certificate Number: P05467

Hong Kong, 15th March, 2016

核數師之責任 (續)

審核範圍包括進程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括評估綜合財務報表之重大錯誤陳述（不論其由欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師將考慮與公司編製並真實公平地呈列綜合財務報表有關之內部監控，以為不同情況設計適當審核程序，但並非旨在就公司內部監控是否有效表達意見。審核範圍亦包括評估所用會計政策之恰當性，貴公司董事所作會計估算之合理性，並就綜合財務報表之整體呈列方式作出評估。

吾等相信，就提出審核意見而言，吾等所獲審核憑證屬充分恰當。

意見

吾等認為，根據香港財務報告準則，綜合財務報表真實公平地反映 貴集團於二零一五年十二月三十一日之財務狀況以及 貴集團截至該日止年度之財務表現及現金流量，並已按照香港公司條例之披露要求妥為編製。

國衛會計師事務所有限公司

香港執業會計師

余智發

執業證書編號：P05467

香港，二零一六年三月十五日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益報表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

		Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Revenue	收入	7	1,542,397	2,627,288
Cost of sales	銷售成本		(255,521)	(422,694)
Gross profit	毛利		1,286,876	2,204,594
Other income	其他收入	9	134,909	95,220
Investment income, net	投資收入淨額	10	1,140,016	658,156
Administrative expenses	行政開支		(344,790)	(296,296)
Costs of development recognised in respect of property project in Macau	就澳門物業項目之 確認發展成本		-	(6,503)
Other expenses	其他開支	11	(317)	(122,120)
(Loss) gain on disposals of equipment, net	出售設備之(虧損)收益淨額		(1,255)	638
Gain (loss) on disposals of investment properties	出售投資物業之收益(虧損)		17,679	(6,750)
Fair value changes on investment properties	投資物業之公平值變動		4,689,224	3,777,138
Finance costs	財務費用	14	(316,865)	(395,018)
Other gains and losses, net	其他收益及虧損淨額	15	940,944	2,912,368
Share of results of associates	攤佔聯營公司業績	25	649,705	187,331
Profit before tax	除稅前溢利		8,196,126	9,008,758
Income tax expense	所得稅開支	18	(476,395)	(255,859)
Profit for the year	本年度溢利	13	7,719,731	8,752,899
Other comprehensive expenses	其他全面支出			
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之 項目			
Fair value changes on available-for-sale investments	待售投資之公平值變動		(24,971)	21,802
Exchange differences on translation of foreign operations	境外業務所產生之 匯兌差額		(118,888)	(265,250)
Reclassification adjustment related to foreign operations disposed of during the year	於本年度有關出售境外 業務之重新分類調整		(882,250)	-
Share of other comprehensive expenses of associates	攤佔聯營公司 其他全面支出		(75,484)	(16,873)
Reclassification adjustment related to disposal of associates	有關出售聯營公司之 重新分類調整		(105,054)	-
Other comprehensive expenses for the year (net of tax)	本年度其他全面支出(除稅後)		(1,206,647)	(260,321)
Total comprehensive income for the year	本年度全面收益總額		6,513,084	8,492,578

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益報表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

		Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Profit for the year attributable to:	應佔本年度溢利：			
Owners of the Company	本公司擁有人		7,727,208	8,744,927
Non-controlling interests	非控股權益		(7,477)	7,972
			7,719,731	8,752,899
Total comprehensive income for the year attributable to:	應佔本年度全面收益總額：			
Owners of the Company	本公司擁有人		6,520,561	8,484,606
Non-controlling interests	非控股權益		(7,477)	7,972
			6,513,084	8,492,578
Earnings per share (HK\$)	每股盈利 (港元)	20		
Basic and diluted	基本及攤薄		4.051	4.584

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

At 31st December, 2015 於二零一五年十二月三十一日

	Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Non-current assets			
Investment properties	21	21,941,263	39,528,923
Property, plant and equipment	22	50,540	1,768,327
Intangible assets	23	–	–
Goodwill	24	322,938	322,938
Interests in associates	25	3,770,476	2,484,767
Advances to associates	26	55,482	1,754,641
Available-for-sale investments	27	743,649	239,233
Financial assets designated as at fair value through profit or loss	32	798,489	379,010
Advance to an investee company	28	413,579	228,800
Advance to a non-controlling shareholder	28	14,908	14,908
Other receivables	34	3,998,358	–
Deferred tax assets	40	4,280	11,237
Pledged deposits	29(a)	24,557	438,994
		32,138,519	47,171,778
Current assets			
Stock of properties	30	2,595,987	2,329,865
Available-for-sale investment	27	67,625	–
Investments held-for-trading	31	364,244	501,944
Financial assets designated as at fair value through profit or loss	32	10,270,781	4,247,830
Loans receivable		–	26
Inventories	33	2,533	3,493
Debtors, deposits, other receivables and prepayments	34	3,366,415	644,964
Securities trading receivables and deposits	29(b)	86,175	60,384
Tax recoverable		3,955	6,511
Pledged deposits	29(a)	178,193	429,689
Time deposits, bank balances and cash	29(c)	2,849,807	4,719,223
Sales proceeds held by stakeholders		1,891,712	1,867,162
		21,677,427	14,811,091
Assets classified as held for sale	12	9,239,271	9,442,062
		30,916,698	24,253,153

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31st December, 2015 於二零一五年十二月三十一日

		Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Current liabilities	流動負債			
Creditors and accruals	應付賬項及應計款項	35	1,081,746	1,503,076
Dividend payable	應付股息		–	7,630,476
Securities trading and margin payable	應付證券交易賬項及保證金		11,181	45,478
Deposits and receipts in advance	按金及預收款項		2,106,924	934,726
Tax liabilities	稅項負債		239,906	77,813
Borrowings	借貸	36	8,651,773	6,707,935
Provisions	撥備	37	1,249	27,561
Financial guarantee liabilities	財務擔保負債		–	102
			12,092,779	16,927,167
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產 直接相關之負債	12	1,857,996	1,759,937
			13,950,775	18,687,104
Net current assets	流動資產淨值		16,965,923	5,566,049
Total assets less current liabilities	資產總額減流動負債		49,104,442	52,737,827
Equity attributable to owners of the Company	本公司擁有人之應佔股本權益			
Share capital	股本	38	190,762	190,762
Properties revaluation reserve	物業重估儲備		98,162	225,216
Securities investments reserve	證券投資儲備		16,044	41,022
Statutory reserve	法定儲備		24,028	53,650
Other reserve	其他儲備		(2,407)	(2,435)
Special reserve	特別儲備		2,499,685	2,499,685
Capital redemption reserve	資本贖回儲備		138,062	138,062
Translation reserve	匯兌儲備		(155,193)	1,026,504
Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets held for sale	有關持作出售之非流動資產 於其他全面收益中確認及 累積於股本權益之款項	12	127,054	–
Retained profits	保留溢利			
– proposed final dividend	– 擬派末期股息		19,076	19,076
– others	– 其他		37,292,327	37,375,812
			40,247,600	41,567,354
Non-controlling interests	非控股權益		77,762	85,239
Total equity	股本權益總額		40,325,362	41,652,593

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況報表

At 31st December, 2015 於二零一五年十二月三十一日

		Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Non-current liabilities	非流動負債			
Borrowings	借貸	36	5,880,000	9,840,993
Provisions	撥備	37	–	1,257
Amounts due to associates	欠負聯營公司款項	39	1,789,647	58,419
Amounts due to investee companies	欠負接受投資公司款項	39	27,085	27,085
Amounts due to non-controlling shareholders	欠負非控股股東款項	39	523,768	489,639
Deferred tax liabilities	遞延稅項負債	40	558,580	667,841
			8,779,080	11,085,234
			49,104,442	52,737,827

Approved and authorised for issue by the board of Directors on 15th March, 2016 and signed on its behalf by:

已獲董事會於二零一六年三月十五日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Sze-wan
Director

陳詩韻
董事

Lam, Kwong-wai
Director

林光蔚
董事

The accompanying notes form an integral part of these consolidated financial statements.

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股本權益變動表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

Attributable to owners of the Company

本公司擁有人之應佔股本權益

		Share capital	Properties revaluation reserve	Securities investments reserve	Statutory reserve
		股本 HK\$'000 千港元	物業 重估儲備 HK\$'000 千港元	證券 投資儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元 (note (i)) (附註(i))
At 1st January, 2014	於二零一四年一月一日	190,762	225,216	19,223	41,760
Profit for the year	本年度溢利	-	-	-	-
Fair value changes on available-for-sale investments	待售投資之公平值變動				
– Unlisted investments	– 非上市投資	-	-	21,802	-
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	-	-	-	-
Share of other comprehensive (expenses) income of associates	攤佔聯營公司之 其他全面(支出)收益	-	-	(3)	-
Total comprehensive income (expenses) for the year	本年度全面收益(支出)總額	-	-	21,799	-
PRC statutory reserve	中國法定儲備	-	-	-	11,890
Dividends paid to non-controlling shareholders	已付非控股股東之股息	-	-	-	-
Interim dividend for 2014 paid	已付二零一四年中期股息	-	-	-	-
Final dividend for 2013 paid	已付二零一三年末期股息	-	-	-	-
Special interim dividend for 2014 paid	已付二零一四年特別中期股息	-	-	-	-
Special interim dividend declared in 2014	於二零一四年已宣派特別中期股息	-	-	-	-
At 31st December, 2014	於二零一四年十二月三十一日	190,762	225,216	41,022	53,650

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

Attributable to owners of the Company
 本公司擁有人之應佔股本權益

Other reserve	Special reserve	Capital redemption reserve	Translation reserve	Amounts relating to non-current assets held for sale	Retained profits	Total	Non-controlling interests	Total equity
其他儲備	特別儲備	資本贖回儲備	匯兌儲備	有關持作出售之非流動資產之款項	保留溢利	總額	非控股權益	股本權益總額
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
(note (ii))				(note (iii))				
(附註(ii))				(附註(iii))				
(2,501)	2,499,685	138,062	1,308,690	–	42,682,851	47,103,748	86,017	47,189,765
–	–	–	–	–	8,744,927	8,744,927	7,972	8,752,899
–	–	–	–	–	–	21,802	–	21,802
–	–	–	(265,250)	–	–	(265,250)	–	(265,250)
66	–	–	(16,936)	–	–	(16,873)	–	(16,873)
66	–	–	(282,186)	–	8,744,927	8,484,606	7,972	8,492,578
–	–	–	–	–	(11,890)	–	–	–
–	–	–	–	–	–	–	(8,750)	(8,750)
–	–	–	–	–	(572,286)	(572,286)	–	(572,286)
–	–	–	–	–	(953,810)	(953,810)	–	(953,810)
–	–	–	–	–	(4,864,428)	(4,864,428)	–	(4,864,428)
–	–	–	–	–	(7,630,476)	(7,630,476)	–	(7,630,476)
(2,435)	2,499,685	138,062	1,026,504	–	37,394,888	41,567,354	85,239	41,652,593

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

Attributable to owners of the Company 本公司擁有人之應佔股本權益

		Share capital	Properties revaluation reserve	Securities investments reserve	Statutory reserve
		股本	物業重估儲備	證券投資儲備	法定儲備
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (note (i)) (附註(i))
At 1st January, 2015	於二零一五年一月一日	190,762	225,216	41,022	53,650
Profit (loss) for the year	本年度溢利(虧損)	-	-	-	-
Fair value changes on available-for-sale investments	待售投資之公平值變動				
– Unlisted investments	– 非上市投資	-	-	(24,971)	-
Reclassification relating to non-current assets held for sale	就持作出售之非流動資產重新分類	-	(127,054)	-	-
Exchange differences on translation of foreign operations	境外業務所產生之匯兌差額	-	-	-	-
Reclassification adjustment related to foreign operations disposed of during the year	於本年度有關出售境外業務之重新分類調整	-	-	-	-
Share of other comprehensive (expenses) income of associates	攤佔聯營公司其他全面(支出)收益	-	-	(7)	-
Reclassification adjustment related to disposal of associates	有關出售聯營公司之重新分類調整	-	-	-	-
Total comprehensive (expenses) income for the year	本年度全面(支出)收益總額	-	(127,054)	(24,978)	-
PRC statutory reserve	中國法定儲備	-	-	-	2,587
Release of reserve upon disposals of subsidiaries	於出售附屬公司時撥回之儲備	-	-	-	(32,209)
Interim dividend for 2015 paid	已付二零一五年中期股息	-	-	-	-
Final dividend for 2014 paid	已付二零一四年末期股息	-	-	-	-
Special interim dividends for 2015 paid	已付二零一五年特別中期股息	-	-	-	-
At 31st December, 2015	於二零一五年十二月三十一日	190,762	98,162	16,044	24,028

Notes:

- (i) The statutory reserve of the Group refers to the People's Republic of China ("PRC") statutory reserve fund. Appropriations to such reserve fund are made out of profit after tax as recorded in the statutory financial statements of the PRC subsidiaries. The amount should not be less than 10% of the profit after tax as recorded in the statutory financial statements unless the aggregate amount exceeds 50% of the registered capital of the PRC subsidiaries. The statutory reserve can be used to make up prior year losses, if any, and can be applied in conversion into the PRC subsidiaries' capital by means of capitalisation issue.
- (ii) The movement of other reserve for the year represented the release of the negative reserve held by an associate of the Group upon the disposals of the relevant properties.

附註:

- (i) 本集團的法定儲備指中華人民共和國(「中國」)法定儲備基金。向該儲備基金作出的撥款乃撥自中國附屬公司法定財務報表的除稅後溢利。所撥金額不得低於法定財務報表所錄得之除稅後溢利之10%，除非總額超過中國附屬公司註冊資本之50%。法定儲備乃於填補過往年度虧損(如有)後作出，並可透過資本化發行應用以兌換為中國附屬公司之資本。
- (ii) 本年度之其他儲備變動乃指本集團的一間聯營公司於出售有關物業時撥回所持有之負值儲備。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股本權益變動表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

 Attributable to owners of the Company
 本公司擁有人之應佔股本權益

Other reserve	Special reserve	Capital redemption reserve	Translation reserve	Amounts relating to non-current assets held for sale	Retained profits	Total	Non-controlling interests	Total equity
其他儲備	特別儲備	資本贖回儲備	匯兌儲備	有關持作出售之非流動資產之款項	保留溢利	總額	非控股權益	股本權益總額
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
(note (ii))				(note (iii))				
(附註(ii))				(附註(iii))				
(2,435)	2,499,685	138,062	1,026,504	-	37,394,888	41,567,354	85,239	41,652,593
-	-	-	-	-	7,727,208	7,727,208	(7,477)	7,719,731
-	-	-	-	-	-	(24,971)	-	(24,971)
-	-	-	-	127,054	-	-	-	-
-	-	-	(118,888)	-	-	(118,888)	-	(118,888)
-	-	-	(882,250)	-	-	(882,250)	-	(882,250)
28	-	-	(75,505)	-	-	(75,484)	-	(75,484)
-	-	-	(105,054)	-	-	(105,054)	-	(105,054)
28	-	-	(1,181,697)	127,054	7,727,208	6,520,561	(7,477)	6,513,084
-	-	-	-	-	(2,587)	-	-	-
-	-	-	-	-	32,209	-	-	-
-	-	-	-	-	(572,286)	(572,286)	-	(572,286)
-	-	-	-	-	(19,076)	(19,076)	-	(19,076)
-	-	-	-	-	(7,248,953)	(7,248,953)	-	(7,248,953)
(2,407)	2,499,685	138,062	(155,193)	127,054	37,311,403	40,247,600	77,762	40,325,362

(iii) Amounts represented "Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets held for sale".

(iii) 款項乃指「有關持作出售之非流動資產於其他全面收益中確認及累積於股本權益之款項」。

The accompanying notes form an integral part of these consolidated financial statements.

綜合財務報表附註乃綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

	Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Operating activities	經營業務		
Profit before tax	除稅前溢利	8,196,126	9,008,758
Adjustments for:	因下列事項之調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	55,832	23,381
Fair value changes on financial guarantees	財務擔保之公平值變動	58	65
Interest expenses	利息開支	289,989	380,329
Interest income	利息收入	(765,347)	(738,243)
Dividends income from listed and unlisted investments	上市及非上市投資股息收入	(66,642)	(459,101)
Impairment losses (reversed) recognised in respect of trade receivables	就應收貿易款項(撥回)確認之減值虧損	(307)	104
Impairment loss for an available-for-sale investment	待售投資之減值虧損	3,899	12,983
Unrealised gain arising on change in fair value of investments held-for-trading	持作買賣之投資之公平值變動產生之未變現收益	(24,159)	(44,009)
Unrealised (gain) loss arising on changes in fair value of bonds	債券之公平值變動產生之未變現(收益)虧損	(309,369)	446,541
(Gain) loss on disposals of investment properties	出售投資物業之(收益)虧損	(17,679)	6,750
Loss (gain) on disposals of equipment, net	出售設備之虧損(收益)淨額	1,255	(638)
Share of results of associates	攤佔聯營公司業績	(649,705)	(187,331)
Fair value changes on investment properties	投資物業之公平值變動	(4,689,224)	(3,777,138)
Gain on disposals of subsidiaries, net	出售附屬公司之收益淨額	(941,010)	(2,917,579)
Underprovision for rental guarantee	租金擔保撥備不足	8	5,146
Exchange gain, net	匯兌收益淨額	(18,189)	(28,652)
Costs of development recognised in respect of property project in Macau	就澳門物業項目之確認發展成本	-	6,503
Reversal of impairment in respect of other receivable	就其他應收款項之減值撥回	(4,386)	-

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

	Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	1,061,150	1,737,869
Decrease in stock of properties	物業存貨減少	41,364	224,052
Decrease in loans receivable	應收貸款減少	-	3
Increase in inventories	存貨增加	(465)	(156)
Decrease in debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項減少	54,334	246,442
Decrease in investments held-for-trading	持作買賣之投資減少	161,859	436,881
(Increase) decrease in financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產(增加)減少	(6,133,061)	7,044,943
(Increase) decrease in securities trading receivables and deposits	應收證券交易賬項及存款(增加)減少	(25,791)	5,719
Increase in sales proceeds held by stakeholders	保管人所持銷售所得款項增加	(24,550)	(320,982)
Decrease in creditors and accruals	應付賬項及應計款項減少	(35,083)	(264,613)
(Decrease) increase in securities trading and margin payable	應付證券交易款項及保證金(減少)增加	(34,297)	30,342
Increase in deposits and receipts in advance	按金及預收款項增加	285,044	72,065
Decrease in provisions	撥備減少	(27,577)	(37,898)
Cash (used in) generated from operating activities	(用於)來自經營業務之現金	(4,677,073)	9,174,667
Income tax paid, net	已付所得稅淨額	(151,285)	(368,836)
Net cash (used in) generated from operating activities	(用於)來自經營業務之現金淨額	(4,828,358)	8,805,831
Investing activities	投資業務		
Dividends received from listed and unlisted investments	上市及非上市投資之已收股息	66,642	69,251
Dividends received from associates	聯營公司之已收股息	687	31,281
Interest received	已收利息	438,224	895,597
Payments for investment properties	支付投資物業款項	(171,033)	(879,666)
Purchases of property, plant and equipment	購買物業、廠房及設備	(49,158)	(240,860)
Payments for stock of properties	支付物業存貨款項	(205,915)	(278,198)
Proceeds on disposals of investment properties, net	出售投資物業所得款項淨額	89,958	65,311
Proceeds on disposals of equipment	出售設備所得款項	599	2,327
Proceed from withdrawal of an available-for-sale investment	撤回待售投資所得款項	-	14,886
Deposit received on disposal of a subsidiary	已收出售一間附屬公司之按金	1,250,000	-
Purchases of available-for-sale investments	購買待售投資	(648,214)	(137,801)
Further contribution to an available-for-sale investment	對待售投資作進一步注資	(313,812)	(7,771)
Net cash inflow on disposals of subsidiaries	出售附屬公司之現金流入淨額	3,540,455	1,460,046
Advances to associates	墊付聯營公司之款項	(847,664)	(52,693)
Repayments from associates	聯營公司還款	19,775	24,704
Advances from associates	向聯營公司墊款之款項	1,835,229	-
Advance to an investee company	墊付一間接受投資公司之款項	(184,779)	(228,800)
Advances from investee companies	向接受投資公司墊款之款項	-	14,250
Decrease in pledged deposits	抵押存款之減少	603,937	331,897
Net cash generated from investing activities	來自投資業務之現金淨額	5,424,931	1,083,761

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

		Notes 附註	2015 HK\$'000 千港元	2014 HK\$'000 千港元
Financing activities	融資業務			
Dividends paid	已付股息		(6,641,966)	(2,979,387)
Dividends paid to non-controlling shareholders	已付非控股股東之股息		-	(8,750)
Interest paid	已付利息		(412,514)	(578,474)
New bank loans and other loans raised	新增銀行貸款及其他貸款		18,274,763	7,370,923
Repayments of bank loans and other loans	償還銀行貸款及其他貸款		(13,680,140)	(12,910,341)
Advances from non-controlling shareholders	向非控股股東墊款之款項		17,209	103,523
Net cash used in financing activities	用於融資業務之現金淨額		(2,442,648)	(9,002,506)
Net (decrease) increase in cash and cash equivalents	現金及現金等值項目 (減少)增加淨額		(1,846,075)	887,086
Cash and cash equivalents at 1st January	於一月一日之現金及 現金等值項目		4,742,903	3,881,250
Effect of foreign exchange rate changes	匯率變動之影響		(34,787)	(25,433)
Cash and cash equivalents at 31st December	於十二月三十一日之 現金及現金等值項目		2,862,041	4,742,903
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析			
Time deposits, bank balances and cash	定期存款、銀行結餘及現金		2,849,807	4,719,223
Bank balances and cash included in assets classified as held for sale	包括在列為持作出售之資產之 銀行結餘及現金	12	12,234	23,680
			2,862,041	4,742,903

The accompanying notes form an integral part of these consolidated financial statements. 綜合財務報表附註乃綜合財務報表的一部分。

1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the "Corporate Information" section of this annual report. Details of the substantial shareholders of the Company are disclosed in "Substantial Shareholders' Interests in the Securities of the Company" section in the Directors' Report of this annual report.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and its subsidiaries ("Group") and all amounts are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 49 and 50 respectively.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") AND DISCLOSURES

The accounting policies adopted in these consolidated financial statements for the year ended 31st December, 2015 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31st December, 2014 except as described below.

In the current year, the Group has applied, for the first time, the following amendments to existing HKFRSs ("Amendments") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for current financial year of the Group. The Amendments adopted by the Group in the consolidated financial statements are set out below:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2010-2012 Cycle
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2011-2013 Cycle
HKAS 19 (2011) (Amendments)	Defined Benefits Plans: Employee Contributions

1. 一般資料

本公司為一間於百慕達註冊成立之受豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及香港主要辦事處之地址載於本年報「公司資料」中。本公司主要股東之詳情載於本年報之董事會報告書中「主要股東於本公司之證券權益」內。

本綜合財務報表以港元（「港元」）呈列，港元亦為本公司與其附屬公司（「本集團」）之功能貨幣，且除另有說明外，所有數額均四捨五入至最接近之千位數（千港元）。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載於附註49及50。

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」）及披露

除下述者外，截至二零一五年十二月三十一日止年度之綜合財務報表所採納之會計政策與編製本集團截至二零一四年十二月三十一日止年度之綜合財務報表所依循者一致。

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒布並於本集團現行財政年度生效之對現有香港財務報告準則之修訂（「修訂」）。本集團於本綜合財務報表所採納之修訂載列如下：

香港財務報告準則（修訂本）	2010年至2012年週期頒布之香港財務報告準則年度改進
香港財務報告準則（修訂本）	2011年至2013年週期頒布之香港財務報告準則年度改進
香港會計準則第19號（2011年）（修訂本）	界定福利計劃：僱員供款

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND DISCLOSURES (Cont’d)

The application of the Amendments had no material effect on how the results and financial position for the current or prior accounting periods are prepared and presented. Accordingly, no prior period adjustment has been required.

In addition, the Group has adopted the amendments to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

The Group has not early adopted the following new HKFRSs and amendments to existing HKFRSs (“new and revised HKFRSs”) that have been issued but are not yet effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle ¹
HKFRS 9	Financial Instruments ³
HKFRS 10 and HKAS 28 (2011) (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 10, HKFRS 12 and HKAS 28 (2011) (Amendments)	Investment Entities: Applying the Consolidation Exception ¹
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operations ¹
HKFRS 14	Regulatory Deferral Accounts ²
HKFRS 15	Revenue from Contracts with Customers ³
HKAS 1 (Amendments)	Disclosure Initiative ¹
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation ¹
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants ¹
HKAS 27 (2011) (Amendments)	Equity Method in Separate Financial Statements ¹

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」）及披露（續）

應用該等修訂不會對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方式構成重大影響，故毋須作出過往期間調整。

此外，本集團於本財政年度已採納聯交所證券上市規則（「上市規則」）之修訂（參考香港公司條例（第622章））有關財務資料的披露。對財務報表的主要影響在於財務報表內若干資料的呈列方式及披露。

本集團並未提早採納下列已頒布但仍未生效之新訂香港財務報告準則及對現有香港財務報告準則之修訂（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則（修訂本）	2012年至2014年週期頒布之香港財務報告準則年度改進 ¹
香港財務報告準則第9號	金融工具 ³
香港財務報告準則第10號及香港會計準則第28號（2011年）（修訂本）	投資者與其聯營公司或合資公司之間的資產出售或注資 ⁴
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號（2011年）（修訂本）	投資實體：應用綜合賬目之例外情況 ¹
香港財務報告準則第11號（修訂本）	收購共同經營業務權益之會計法 ¹
香港財務報告準則第14號	監管遞延賬目 ²
香港財務報告準則第15號	與客戶合約之收入 ³
香港會計準則第1號（修訂本）	披露措施 ¹
香港會計準則第16號及香港會計準則第38號（修訂本）	釐清折舊及攤銷之可接受方法 ¹
香港會計準則第16號及香港會計準則第41號（修訂本）	農業：生產性植物 ¹
香港會計準則第27號（2011年）（修訂本）	獨立財務報表之權益法 ¹

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND DISCLOSURES (Cont’d)

- ¹ Effective for annual periods beginning on or after 1st January, 2016
- ² Effective for first annual HKFRS financial statements beginning on or after 1st January, 2016
- ³ Effective for annual periods beginning on or after 1st January, 2018
- ⁴ Effective for annual periods beginning on or after a date to be determined

HKFRS 9 Financial Instruments

HKFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. The final version of HKFRS 9 was issued in September 2014. It replaces the guidance in HKAS 39 “Financial Instruments: Recognition and Measurement” that relates to the classification and measurement of financial instruments. HKFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial assets. Investments in equity instruments (that are not held for trading) are measured at fair values with an irrevocable election at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in HKAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. HKFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the “hedged ratio” to be the same as the one management actually uses for risk management purposes.

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」）及披露（續）

- ¹ 於二零一六年一月一日或之後開始之年度期間生效
- ² 於二零一六年一月一日或之後開始之首份年度香港財務報告準則財務報表生效
- ³ 於二零一八年一月一日或之後開始之年度期間生效
- ⁴ 尚待釐定之日期或之後開始之年度期間生效

香港財務報告準則第9號－金融工具

香港財務報告準則第9號闡述金融資產及金融負債之分類、計量及確認。香港財務報告準則第9號之最終版本於二零一四年九月頒布。該準則取代香港會計準則第39號「金融工具：確認及計量」中有關金融工具之分類及計量之指引。香港財務報告準則第9號保留但簡化混合計量模式，並確立金融資產三個主要計量分類：攤銷成本、通過其他全面收益以反映公平值及通過損益以反映公平值列賬。分類基準視乎實體之業務模式及金融資產之合約現金流量特徵而定。股本工具投資（非持作買賣）以公平值計量，於初始時作出不可撤回之選擇將公平值變動呈列為不回收之其他全面收益。新的預期信貸虧損模式將取代香港會計準則第39號所用已發生虧損減值模式。並無對金融負債的分類及計量作出更改，惟指定為通過損益以反映公平值列賬之負債，須於其他全面收益確認本身信貸風險變動。香港財務報告準則第9號放寬了對沖有效性的要求，取代了明確的對沖有效性測試。其對於對沖項目及對沖工具之間的經濟關係有一定要求，「對沖比率」亦須與管理層在風險管理過程中實際使用一致。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND DISCLOSURES (Cont’d)

Amendments to HKFRS 10 and HKAS 28 (2011) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor’s profit or loss only to the extent of the unrelated investor’s interest in that associate or joint venture.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgments and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1st January, 2018.

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」）及披露（續）

香港財務報告準則第10號及香港會計準則第28號（2011年）之修訂－投資者與其聯營公司或合資公司之間的資產出售或注資

香港財務報告準則第10號及香港會計準則第28號（2011年）之修訂針對香港財務報告準則第10號及香港會計準則第28號（2011年）之間有關投資者與其聯營公司或合資公司之間之資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合資公司之間的資產出售或注資構成一項業務時，須全數確認收益或虧損。當交易涉及之資產不構成一項業務時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合資公司之權益為限。

香港財務報告準則第15號－與客戶合約之收入

香港財務報告準則第15號訂立新五步驟模式，以將來自客戶合約之收入列賬。根據香港財務報告準則第15號，收入按反映實體預期向客戶交付貨品或服務而有權換取之代價金額而確認。香港財務報告準則第15號之原則為計量及確認收入提供更有條理之方法。該準則亦引入大量定性及定量披露要求，包括分拆總收入、有關履約責任之資料、合約資產及負債賬目結餘於各期間之變動以及主要判斷及估計。該準則將取代香港財務報告準則之所有現行收入確認要求。於二零一五年九月，香港會計師公會頒布香港財務報告準則第15號之修訂，將香港財務報告準則第15號之強制性生效日期延遲一年至二零一八年一月一日。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND DISCLOSURES (Cont’d)

Amendments to HKAS 1 Disclosure Initiative

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- the materiality requirements in HKAS 1;
- that specific line items in the statement of comprehensive income and the statement of financial position may be disaggregated;
- that entities have flexibility as to the order in which they present the notes to financial statements; and
- that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of comprehensive income.

The directors of the Company (“Directors”) are in the process of assessing the potential impact of the new and revised HKFRSs but are not yet in a position to determine whether the new and revised HKFRSs will have a significant impact on how the Group’s results of operations and financial position are prepared and presented. The new and revised HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

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」）及披露（續）

香港會計準則第1號之修訂－披露措施

香港會計準則第1號修訂本載有就財務報表之呈列方式及披露具針對性的改善。該等修訂釐清：

- 香港會計準則第1號的重要性要求；
- 全面收益報表與財務狀況報表內之特定項目可予分拆；
- 實體就彼等呈列財務報表附註之次序擁有靈活性；及
- 使用權益法入賬之攤估聯營公司及合資公司之其他全面收益必須於單一項目內呈列總額，並區分為隨後將會或不會重新分類至損益之項目。

此外，該等修訂釐清在財務狀況報表及全面收益報表呈列額外小計時適用之要求。

本公司之董事（「董事」）現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之經營業績及財務狀況之編製及呈列方式會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致日後業績及財務狀況之編製及呈列方式出現變動。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, these consolidated financial statements include applicable disclosures required by the Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost basis, except for certain properties and financial instruments, which are measured at their fair values as explained in the accounting policies set out below.

Fair value measurements

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 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

3. 主要會計政策概要

本綜合財務報表已根據香港會計師公會頒布之香港財務報告準則（包括所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則而編製。此外，本綜合財務報表亦包括上市規則及香港公司條例之披露要求所適用披露事項。

本綜合財務報表乃按歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下。

公平值計量

公平值是於計量日市場參與者於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮資產或負債之特點。於本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟不包括香港財務報告準則第2號「股份付款」範圍內之以股份付款交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公平值有若干相類之處但不屬公平值之計量，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Fair value measurements (Cont'd)

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 measurements 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.

(a) Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company: (i) has power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and (iii) 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.

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 profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

3. 主要會計政策概要 (續)

公平值計量 (續)

此外，就財務報告用途，根據公平值計量數據之可觀察程度及數據對公平值計量之整體重要程度，公平值計量劃分為第一級、第二級及第三級，如下所述：

- 第一級：數據為同等之資產或負債（實體能夠於計量日取得）於活躍市場取得之報價（未經調整）；
- 第二級：數據為直接或間接從可觀察之資產或負債所得的數據（於第一級之報價除外）；及
- 第三級：數據為從資產或負債之非可觀察數據。

(a) 綜合賬目基準

附屬公司

綜合財務報表包括本公司與本公司及其附屬公司所控制實體（包括結構性實體）之財務報表。就本公司獲得控制權乃指：(i)可對接受投資者行使權力；(ii)自參與接受投資者之業務獲得或有權獲得可變回報；及(iii)有能力藉對接受投資者行使其權力而影響其回報。

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，則本集團會重估是否仍然對接受投資者擁有控制權。

本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於失去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集團獲得控制權日起計入損益，直至本集團不再控制該附屬公司為止。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

Total comprehensive income and expense 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 into 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.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準 (續)

附屬公司 (續)

收購業務應用收購法列賬。業務合併之轉讓代價按公平值計算，為於收購日之本集團轉讓資產之公平值、本集團付予被收購方前擁有人所產生之負債及本集團用作交換被收購方控股權時發行之股本權益之總和。與收購相關的成本於產生時在損益中確認。

屬現時擁有之權益且於清盤時讓其持有人有權按比例分佔實體淨資產之非控股權益，可初步按公平值或以非控股權益佔該被收購方可識別淨資產已確認金額之比例計算。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或另一項香港財務報告準則規定之另一項計量基準計量。

附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益結餘為負數。

對附屬公司財務報表在必要時會予以調整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之集團內資產及負債、股本權益、收入、開支及現金流量交易已於綜合時全數對銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

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.

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, that is, 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 that is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準 (續)

本集團於現有附屬公司之擁有權益的變動

本集團於現有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，則按股本權益交易入賬。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股本權益確認，並歸屬於本公司擁有人。

當本集團失去對附屬公司的控制權，收益或虧損計入損益中，並計算：(i)已收代價公平值及任何保留權益公平值之總額；及(ii)附屬公司資產（包括商譽）及負債原本賬面值及任何非控股權益；兩者之間的差異。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之資產或負債入賬，即採用適用香港財務報告準則規定／允許，重新分類至損益或轉撥至另外一類股本權益。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會計準則第39號入賬之初步確認公平值。當適用，為初步確認投資於聯營公司或合資公司之成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any (see the accounting policy above).

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3. 主要會計政策概要 (續)

(b) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累計減值虧損(如有)列賬(見上文有關之會計政策)。

商譽按轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值(如有)之總額,超出於收購日所收購可辨別資產扣除所承擔負債後之金額之差額計量。倘經重新評估後,於收購日所收購可辨別資產扣除所承擔負債後之金額超出轉讓代價、被收購方之任何非控股權益金額、及收購方先前持有被收購方之股本權益之公平值(如有)之總額,則該差額即時在損益中確認為議價收購收益。

就減值測試而言,商譽會分配至本集團各預期可受惠於合併之協同效益之現金產生單位(「現金產生單位」)(或多組現金產生單位)。

商譽所屬之現金產生單位會每年(或於有跡象顯示該單位可能出現減值時更頻密地)進行減值測試。倘現金產生單位之可收回金額低於其賬面值,則減值虧損會先分配以調減該單位任何商譽之賬面值,其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益確認。商譽之減值虧損不會於往後期間撥回。

出售相關現金產生單位而釐定出售盈虧時,會計入商譽所佔之金額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. 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.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". Under the equity method, an investment in an associate 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. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

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. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策概要 (續)

(c) 於聯營公司之投資

聯營公司為本集團對其擁有重大影響力之公司，且不屬於附屬公司，亦非於合資公司之權益。重大影響力指有權參與接受投資者之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

聯營公司的業績以及資產及負債以權益會計法於綜合財務報表入賬。惟有關投資或其中一部分已分類為持作出售，並根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況報表確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收益予以調整。當本集團應佔聯營公司之虧損超出本集團於該聯營公司之權益（包括實質上成為本集團於該聯營公司投資淨額一部分的任何長期權益）時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

香港會計準則第39號的規定被應用以釐定是否需要就有關本集團投資於聯營公司確認任何減值虧損。有需要時，投資（包括商譽）的賬面值悉數將會根據香港會計準則第36號按單一資產進行減值測試，方法為比較其可收回金額（使用價值與公平值減出售成本的較高者）與其賬面值。被確認之任何減值虧損為投資賬面值的一部分。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加的可收回投資金額規限。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments in associates (Cont'd)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 主要會計政策概要 (續)

(c) 於聯營公司之投資 (續)

本集團自投資不再為聯營公司當日起或投資(或其中一部分)被分類為持作出售時會終止採用權益法。倘本集團保留於前聯營公司之權益且該保留權益為金融資產,則本集團會於該日按公平值計量保留權益,而該公平值被視為根據香港會計準則第39號於初步確認時之公平值。聯營公司於終止採用權益法當日之賬面值與任何保留權益及出售聯營公司部分權益時所得任何款項之公平值間之差額,會於釐定出售該聯營公司之收益或虧損時入賬。此外,本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬,與該聯營公司直接出售相關資產或負債所需基準相同。因此,倘該聯營公司先前在其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益,本集團會於終止採用權益法時將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

倘本集團減少其於聯營公司之擁有權益而本集團繼續採用權益法,若有關收益或虧損會於出售相關資產或負債時重新分類至損益,則本集團會將有關減少擁有權益而先前已於其他全面收益確認之部分收益或虧損重新分類至損益。

當集團實體與本集團的聯營公司進行交易(例如出售或注入資產)時,與聯營公司交易所產生之溢利及虧損僅於聯營公司之權益與本集團無關時,方於本集團的綜合財務報表確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Impairment losses (other than goodwill and intangible assets with indefinite useful lives)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(e) Investment properties and investment properties under construction and development

Investment properties are properties held to earn rental income and/or for capital appreciation including properties under construction and development for such purposes and land held for a currently undetermined future use. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair values of investment properties are included in profit or loss for the period in which they arise. However, if the fair values of investment properties under construction and development are not reliably determinable but expect the fair values of the properties to be reliably determinable when construction/development is completed, it shall measure that investment properties under construction and development at cost, less any impairment loss, until either its fair value become reliably determinable or construction/development is completed (whichever is earlier).

3. 主要會計政策概要 (續)

(d) 減值虧損 (商譽及無限使用年期之無形資產除外)

於報告期末，本集團會檢討其有形資產及其有限使用年期之無形資產之賬面值，以釐定該等資產有否出現任何減值虧損之情況。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損則即時於損益確認。

如減值虧損於其後撥回，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時於損益確認。

(e) 投資物業及興建中及發展中投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業，包括興建中及發展中物業作以上用途及現時持有但未確立將來用途之土地。於初步確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於初步確認後，投資物業利用公平值計量。投資物業公平值變動所產生之盈虧會於產生期間計入損益。然而，倘興建中及發展中投資物業之公平值無法可靠地釐定，但預期該等物業之公平值可於完成興建／發展時可靠地釐定，則按興建中及發展中投資物業以成本減任何減值虧損計量，直至其公平值能夠可靠地釐定或興建／發展完成（以較早為準）為止。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Investment properties and investment properties under construction and development (Cont'd)

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in profit or loss for the period in which changes take place.

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 property) is included in profit or loss for the period in which the property is derecognised.

An investment property is transferred at fair value to property, plant and equipment when the property begins to be occupied by the owner. Gain or loss arising from change in fair value of the investment property upon the transfer is included in profit or loss.

An owner-occupied property is transferred from property, plant and equipment to investment properties at fair value when it is evidenced by the end of owner-occupation. The difference between the carrying amount and the fair value at the date of transfer is recognised in other comprehensive income and accounted for as a revaluation increase or decrease in accordance with HKAS 16 "Property, Plant and Equipment". On the subsequent sale or retirement of assets, the relevant revaluation reserve is transferred directly to retained profits.

A property is transferred from investment property to stock of properties when, and only when, there is a change in use, evidenced by commencement of development with a view to sale. Any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in the consolidated statement of comprehensive income.

3. 主要會計政策概要 (續)

(e) 投資物業及興建中及發展中投資物業 (續)

持作未決定日後用途之租賃土地被視為持作資本增值用途而列作投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生期間直接於損益確認。

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何盈虧（按出售所得款項淨額與物業的賬面值差額計算）於取消確認該物業期間內計入損益。

當投資物業開始由業主自用時，則該物業按公平值轉撥至物業、廠房及設備。於轉撥時投資物業公平值變動所產生之盈虧計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業、廠房及設備轉撥至投資物業。於轉撥日賬面值與公平值之差異將根據香港會計準則第16號「物業、廠房及設備」以重估值增加或減少入賬，並於其他全面收益中確認。其後在銷售或報廢資產時，有關重估儲備將直接轉撥至保留溢利。

只限於當投資物業之用途改變成為開始發展以作銷售時，則該物業由投資物業轉撥至物業存貨。於改變用途日，該物業之公平值與其原本賬面值之差額於綜合全面收益報表確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Property, plant and equipment

Property, plant and equipment including buildings and leasehold land classified as finance leases (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Buildings and leasehold land mainly comprise hotels and office premises.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is provided to write off the cost of property, plant and equipment (other than properties under development) over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Type	Basis
Leasehold land	Over the remaining lives of the leases
Buildings	Over the shorter of the remaining unexpired period of the lease and 40 years
Furniture, fixtures and equipment	3 to 10 years
Yachts and motor vehicles	3 to 10 years

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the asset is derecognised.

3. 主要會計政策概要 (續)

(f) 物業、廠房及設備

物業、廠房及設備包括被分類為財務租約之樓宇及租賃土地（發展中物業除外）按成本減其後之累積折舊及累積減值虧損列賬（如有）。

樓宇及租賃土地主要包括酒店及寫字樓物業。

資產分類為財務租約之折舊乃與自用資產之基準按其預計使用年期或有關租約年期計算（以較短期為準）。

物業、廠房及設備（發展中物業除外）之折舊乃按其估計可使用年期及估計剩餘價值以直線法計算，用以撇銷成本，年折舊率如下：

種類	基準
租賃土地	按租約年期
樓宇	按租約尚餘未屆滿年期與四十年之間較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業、廠房及設備於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何盈虧（按出售所得款項淨額與資產賬面值之差額計算）於取消確認該資產期間內計入損益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Stock of properties

Stock of properties including completed properties and properties under development, which are held-for-trading, is stated at the lower of cost and net realisable value.

The cost of completed properties held for sale is determined by apportionment of the total development costs, including borrowing costs capitalised, attributable to unsold units. Net realisable value is estimated by the management of the Group based on prevailing market conditions, which represents the estimated selling price less estimated costs to be incurred in selling the property.

The cost of properties under development held for sale includes identified costs including the acquisition cost of land, aggregate cost of development, borrowing costs capitalised, material and supplies, wages, other direct expenses and an appropriate proportion of overheads. Net realisable value is estimated by the management of the Group taking into account the expected price that can ultimately be achieved based on prevailing market conditions, the anticipated costs of completion and costs to be incurred in selling the property.

The amount of any write-down of or provision for completed properties held for sale and properties under development held for sale is recognised as an expense in the period when the write-down or loss occurs. The amount of any reversal of any write-down or provision arising from an increase in net realisable value is recognised in profit or loss in the period in which the reversal occurs.

(h) Inventories

Inventories comprise finished goods and raw materials for cosmetic products and food and beverages held for sale in hotel operation, which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

3. 主要會計政策概要 (續)

(g) 物業存貨

持作買賣用途之物業存貨(包括落成物業及發展中物業)乃按其成本及可變現淨值兩者中較低者列賬。

持作出售之落成物業之成本乃按未售出單位應佔發展成本總額(包括已資本化之借貸成本)之比例釐定。可變現淨值乃由本集團之管理層根據當時市況估算,即估計銷售價減估計出售物業將產生之成本。

持作出售之發展中物業之成本包括已識別成本,當中包括土地收購成本、發展成本總額、已資本化之借貸成本、材料及物料、工資、其他直接開支及合適比例之經常費用。可變現淨值乃由本集團之管理層根據當時市況、預計完成成本及出售物業將產生之成本估算預期最終達至之價格。

持作出售之落成物業及持作出售之發展中物業之任何減值或撥備金額,於產生減值或虧損期間內確認為開支。可變現淨值增加導致撥回任何減值或撥備之金額,於作出撥回期間內於損益確認。

(h) 存貨

存貨包括化妝品及酒店持作售賣之食品及飲料之製成品及原材料,按成本與可變現淨值兩者中之較低者列賬。

成本以存貨之發票成本計算。成本乃按個別項目以加權平均法分配。可變現淨值乃指在日常業務過程中之估計銷售價減去適用可變銷售開支。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Intangible assets

Trading rights, exchange rights and trademark

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

(j) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. 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 or issue of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale 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. The accounting policies adopted in respect of such category of financial assets are set out below.

3. 主要會計政策概要 (續)

(i) 無形資產

買賣權、貿易權及商標

買賣權、金銀貿易權及商標乃按成本減累積攤銷及任何已識別減值虧損列賬。無形資產之攤銷期為五年。

(j) 金融工具

當集團實體成為金融工具合約條文之一方，則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量。收購或發行金融資產及金融負債（通過損益以反映公平值之金融資產及金融負債除外）直接應佔之交易成本乃於初步確認時從金融資產或金融負債之公平值加入或扣除（如適用）。收購或發行通過損益以反映公平值之金融資產或金融負債直接應佔之交易成本即時於損益確認。

金融資產

本集團之金融資產分類為以下三個類別其中之一，包括通過損益以反映公平值之金融資產、貸款及應收款項及待售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及取消確認。正常購買或銷售是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。就該類別金融資產採納之會計政策載列如下。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than financial assets designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss when the financial asset is either held-for-trading or it is designated by the management of the Group as such at inception.

A financial asset is classified as held-for-trading if:

- (i) it has been acquired principally for the purpose of selling it in the near future; or
- (ii) on initial recognition, it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

實際利率法

實際利率法為一種計算金融資產攤銷成本與於有關期間內分配利息收入之方法。實際利率為於初步確認時將金融資產預計年期或(如適用)更短期間內將估計未來現金收入(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融資產之利息收入外，債務工具之利息收入按實際利率計算確認。

通過損益以反映公平值之金融資產

分類為通過損益以反映公平值之金融資產乃持作買賣之金融資產，或由本集團之管理層於初始時指定為該類別。

倘出現下列情況，金融資產乃歸類為持作買賣用途：

- (i) 金融資產主要用作於近期內銷售用途而購入；或
- (ii) 於初步確認時，金融資產為本集團共同管理之金融工具確定組合之一部分及其具最近的短期盈利實際模式；或
- (iii) 金融資產為一個衍生產品及其非被指派及用作對沖工具。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

A financial asset other than a financial asset held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets and is included in investment income/expenses.

Loans and receivables

Loans and receivables (including advances to associates/ an investee company/a non-controlling shareholder, loans receivable, debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash and sales proceeds held by stakeholders) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any identified impairment losses.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

通過損益以反映公平值之金融資產 (續)

倘出現下列情況，持作買賣金融資產以外之金融資產可於初步確認時指定為通過損益以反映公平值：

- (i) 有關指定為對銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融資產組成一組金融資產或金融負債內各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，及分類資料按該基準由內部提供；或
- (iii) 金融資產組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號允許將整份合併合約（資產或負債）指定為通過損益以反映公平值。

通過損益以反映公平值之金融資產乃按公平值計量，於再次計量時產生之任何收益或虧損則於損益確認。於損益確認之盈虧淨額包含金融資產之任何股息或賺取之利息並包括在投資收入／開支內。

貸款及應收款項

貸款及應收款項（包括墊付聯營公司／一間接受投資公司／一間非控股股東款項、應收貸款、應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金以及保管人所持銷售所得款項）為並無於交投活躍市場之報價而附帶固定或可議定付款之非衍生金融資產。貸款及應收款項使用實際利率法按攤銷成本減任何已識別減值虧損計量。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as any of the other categories under HKAS 39.

Available-for-sale financial assets are measured at fair value at the end of each reporting period. Changes in fair value are recognised in other comprehensive income and accumulated under the securities investments reserve, when the financial asset is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the securities investments reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

However, interest calculated using the effective interest method is recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are 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.

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the investment below its cost is considered to be objective evidence of impairment.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

待售金融資產

待售金融資產為非衍生項目，無論是被指定為待售或並無被分類為根據香港會計準則第39號之任何其他類別。

於各報告期末，待售金融資產按公平值計量。公平值之變動於其他全面收益中確認，並於證券投資儲備中累計，而當該項金融資產被出售或釐定為已減值，以往於證券投資儲備之累計盈虧重新分類至損益（見下文有關金融資產減值虧損之會計政策）。

然而，利用實際利率法計算之利息會於損益確認。

並無於交投活躍市場之報價而公平值未能可靠計量之待售股本投資，於各報告期末按其成本減任何已識別減值虧損計量。

金融資產減值

金融資產（通過損益以反映公平值者除外），於各報告期末評估有否出現減值跡象。當於初步確認金融資產後發生一項或多項事件，導致有客觀證據顯示金融資產之估計未來現金流量已受到影響時，則金融資產會被減值。

倘待售股本投資之公平值大幅或長期減至低於其成本，則被視為有客觀證據顯示出現減值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For all other financial assets, objective evidence of impairment could include:

- (i) significant financial difficulty of the issuer or counterparty; or
- (ii) breach of contract, such as a default or delinquency in interest or principal payments; or
- (iii) it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- (iv) the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, 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, 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.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就所有其他金融資產而言，減值客觀證據可包括：

- (i) 發行人或交易方出現嚴重財困；或
- (ii) 違反合約，例如無力支付或拖欠利息或本金額；或
- (iii) 借款人有可能破產或進行財務重組；或
- (iv) 因財政困難，該金融資產的活躍市場消失。

就應收貿易款項等若干類別之金融資產而言，被評為不會個別減值之資產會額外彙集評估減值。一組應收款項之減值客觀證據可包括本集團過往之收款經驗、組合內還款時間超過平均信貸期之延遲還款數目增加，以及與無力支付應收款項有關之國家或地方之經濟環境之明顯轉變。

就按攤銷成本列賬之金融資產而言，確認之減值虧損金額以資產之賬面值與按金融資產原實際利率貼現其估計未來現金流量之現值兩者之差額計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

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

When available-for-sale financial assets are considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

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

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就按成本列賬之金融資產而言，減值虧損金額按資產之賬面值與按類似金融資產之現行市場回報率貼現其估計未來現金流量之現值兩者之差額計算。有關減值虧損將不會於往後期間撥回。

除應收貿易款項外，所有金融資產之賬面值會直接扣除其減值虧損。應收貿易款項之賬面值會利用撥備賬進行扣減。當應收貿易款項被視為不可收回時，則會撤銷撥備賬。倘之前已撤銷之款項於其後收回，則會計入撥備賬。撥備賬之賬面值變動於損益確認。

當待售金融資產考慮為已減值，以往於其他全面收益確認之累計盈虧會重新分類並於減值發生期間計入損益。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於確認後之往後期間有所減少，而有關減少可以客觀地與確認減值虧損後發生之事件有關，之前已確認之減值虧損可透過損益予以撥回，但限於撥回減值虧損當日資產之賬面值不得超過該項資產原未確認減值時之攤銷成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of securities investments reserve.

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 the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The Group's financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

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.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

以往於損益確認之待售股本投資之減值虧損將不會於損益撥回。於確認減值虧損後之公平值增加於其他全面收益確認並於證券投資儲備中累計。

金融負債及股本工具

集團實體發行之債務及股本工具乃根據合約安排之內容及金融負債與股本工具之定義分類為金融負債或股本工具。

股本工具為可證明於實體資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債分類為通過損益以反映公平值之金融負債及其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

實際利率法

實際利率法為一種計算金融負債攤銷成本與於有關期間內分配利息開支之方法。實際利率為於初步確認時將金融負債預計年期或(如適用)更短期間內將估計未來現金支出(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Effective interest method (Cont'd)

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at fair value through profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is either held-for-trading or it is designated as such on initial recognition.

A financial liability is classified as held-for-trading if:

- (i) it has been acquired principally for the purpose of repurchasing it in the near future; or
- (ii) on initial recognition, it is part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融負債及股本工具 (續)

實際利率法 (續)

除分類為通過損益以反映公平值之金融負債之利息開支外，利息開支按實際利率計算確認。

通過損益以反映公平值之金融負債

分類為通過損益以反映公平值之金融負債乃持作買賣之金融負債，或於初步確認時被指定為該類別。

倘出現下列情況，金融負債乃歸類為持作買賣用途：

- (i) 金融負債主要用作於近期內回購用途而產生；或
- (ii) 於初步確認時，金融負債為本集團共同管理之金融工具確定組合之一部分及其具近期的短期盈利實際模式；或
- (iii) 金融負債為一個衍生產品及非指定及用作對沖工具。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Financial liabilities at fair value through profit or loss (Cont'd)

A financial liability other than a financial liability held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial liabilities at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest paid on the financial liability.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

金融負債及股本工具 (續)

通過損益以反映公平值之金融負債 (續)

倘出現下列情況，持作買賣金融負債以外之金融負債可於初步確認時指定為通過損益以反映公平值：

- (i) 有關指定為對銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融負債組成一組金融資產或金融負債內各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，及分類資料按該基準由內部提供；或
- (iii) 金融負債組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號，允許將整份合併合約（資產或負債）指定為通過損益以反映公平值。

通過損益以反映公平值之金融負債乃按公平值計量，於再次計量時產生之任何收益或虧損則於損益確認。於損益確認之盈虧淨額包括就金融負債支付之任何利息。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Other financial liabilities

Other financial liabilities (including creditors and accruals, securities trading and margin payable, deposits received, bank and other borrowings, amounts due to associates/investee companies/non-controlling shareholders) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

3. 主要會計政策概要 (續)

(j) 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(包括應付賬項及應計款項、應付證券交易賬項及保證金、已收按金、銀行及其他借貸、欠負聯營公司/接受投資公司/非控股股東款項)其後乃採用實際利率法按攤銷成本計算。

股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。由本集團發行及並非被指定為通過損益以反映公平值之財務擔保合約初步以其公平值減發行財務擔保合約之直接應佔交易成本確認。於初步確認後，本集團以(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定就合約內責任之金額；及(ii)初步確認之金額減(如適用)根據香港會計準則第18號「收入」確認之累計攤銷(兩者中以較高者為準)計算財務擔保合約。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(j) Financial instruments (Cont'd)

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 and the cumulative gain or loss that had been recognised directly in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

(k) Revenue recognition

Revenue from properties developed for sale is recognised upon completion of sales agreement and by reference to the timing of the execution of deed of legal assignment or delivery of property to the purchaser, whichever is earlier.

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Revenue from hotel room rental, food and beverages sales and other ancillary services is recognised when the relevant services have been rendered.

3. 主要會計政策概要 (續)

(j) 金融工具 (續)

取消確認

本集團只有當資產之現金流量的合約權利到期，或金融資產被轉移及該資產之絕大部分風險及回報已轉移給另一個實體時，取消確認金融資產。於取消確認整體金融資產時，資產賬面值與已收及應收代價及已直接確認於其他全面收益並累計於股本權益之累計盈虧之總和之差額乃於損益確認。

本集團之金融負債只會於本集團之責任遭解除、註銷或到期時取消確認。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益確認。

(k) 收入確認

已發展物業銷售之收入按銷售協議完成時並參考執行法律轉讓契約或交樓予買家之時間性確認（以較早者為準）。

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金，並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金，乃就有關租約年期按直線法於損益確認。

酒店房間租金、食品及飲料銷售及其他配套服務之收入乃於提供相關服務時確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Revenue recognition (Cont'd)

Sale of securities investments are recognised on a trade date basis.

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Revenue from sales of cosmetic products is recognised when goods are delivered and titles have been passed.

Interest income from a financial asset 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.

(l) 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 tax as reported in the consolidated statement of comprehensive income because of items 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.

3. 主要會計政策概要 (續)

(k) 收入確認 (續)

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行有關買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

投資之股息收入乃於本集團收取款項之權利確立時確認。

化妝品銷售所得收入於交付貨品及轉移所有權時確認入賬。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計年期內將估計未來現金收入準確貼現至於初步確認時資產賬面淨值之利率。

(l) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收益報表所報除稅前溢利不同，此乃由於其不包括在其他年度應課稅之收入或可扣減之開支，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(I) Taxation (Cont'd)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. 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 deferred tax 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.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, 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.

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 assets 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. 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 主要會計政策概要 (續)

(I) 稅項 (續)

遞延稅項按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，遞延稅項資產通常就所有可扣減暫時差異限於較可能於日後取得應課稅溢利，而該等可扣減暫時差異可用以抵銷時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利或會計溢利之交易（業務合併除外）中初步確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司及聯營公司之投資之有關應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間所預期之適用稅率計量。當期稅項及遞延稅項會於損益確認，惟當相關項目於其他全面收益或直接於股本權益中確認，在此情況下，其當期稅項及遞延稅項亦會分別於其他全面收益或直接於股本權益中確認。若當期稅項或遞延稅項乃因初步就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Taxation (Cont'd)

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

(m) 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.

The Group as lessee

Rentals payable under operating leases is charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

(n) 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 at the rates of exchange prevailing at 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.

3. 主要會計政策概要 (續)

(l) 稅項 (續)

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及稅項負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

(m) 租賃

凡租約條款規定將租賃擁有權之絕大部分風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為營業租約。

本集團為出租人

營業租約之租金收入會以直線法按有關租約年期在損益確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

本集團為承租人

根據營業租約應付之租金會以直線法按有關租約年期在損益扣除。作為訂立營業租約獎勵之已收及應收利益會以直線法按有關租約年期於租金開支確認扣減。

(n) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日通用之匯率入賬。於報告期末，以外幣列值之貨幣項目以報告期末當日通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, 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, the exchange differences are recognised in other comprehensive income 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 case, the exchange differences are also recognised directly in other comprehensive income.

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. HK\$) using the exchange rate prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates 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 the translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a 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.

3. 主要會計政策概要 (續)

(n) 外幣 (續)

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在損益確認，惟因貨幣項目而產生並構成本公司之海外業務淨投資一部分之匯兌差額則於其他全面收益內確認，並在出售海外業務時，從股本權益重新分類至損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期間之損益，惟重新換算其盈虧直接於其他全面收益確認之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

為呈列綜合財務報表，本集團境外業務之資產及負債均以各報告期末之通用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目則以期間平均匯率予以換算。惟倘匯率於期間內波動很大，在此情況下則以交易日之匯率換算。所產生之匯兌差額（如有）於其他全面收益確認並累積於股本權益中（為匯兌儲備）。該匯兌差額於該境外業務出售期間於損益確認。

於出售境外業務（即出售本集團於該境外業務之全部權益，或出售涉及失去包含境外業務之附屬公司之控制權，或出售涉及失去對包含境外業務之聯營公司之重大影響）時，就本公司擁有人應佔之業務於股本權益累計之所有匯兌差額重新分類至損益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(n) Foreign currencies (Cont'd)

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and is not recognised in profit or loss. For partial disposals of associates that do not result in the Group losing significant influence, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

(o) 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. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

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

(p) Retirement benefits costs

Payments to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered service entitling them to the contributions.

(q) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

3. 主要會計政策概要 (續)

(n) 外幣 (續)

倘出售部分附屬公司並未導致本集團失去對附屬公司之控制權，則按比例將累積匯兌差額重新歸類為非控股權益，而並不於損益內確認。對於出售部分聯營公司而並未造成本集團失去重大影響力，則按比例將累積匯兌差額重新分類至損益。

(o) 借貸成本

於購買、興建或製造必須以長時間預備擬定用途或銷售之合資格資產之直接應佔借貸成本將計入為該等資產之成本。當該等資產實質上達至擬定用途或可供銷售時，借貸成本便不再作資本化。

所有其他借貸成本於產生期間於損益確認。

(p) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

(q) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任金額能可靠地估計時確認撥備。

確認為撥備之金額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流進行計量，其賬面值即為該等現金流之現值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(r) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset or disposal group is available for immediate sale in its present condition. The management of the Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale (other than investment properties accounted for under the fair value model in HKAS 40 "Investment Property" and financial assets within the scope of HKAS 39) are measured at the lower of their previous carrying amount and fair value less costs to sell.

(s) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.

3. 主要會計政策概要 (續)

(r) 持作出售之非流動資產

非流動資產及出售群組之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作出售類別。此條件只會於較高可能達成出售及該非流動資產或出售群組可於現況下供即時出售時方告符合。本集團之管理層必須承諾該出售將於重新分類之日起一年內完成而預期符合確認。

當本集團承諾履行涉及失去附屬公司之控制權之銷售計劃，倘上述條款符合時，該附屬公司之所有資產及負債均分類為持作出售，不論本集團將於該前附屬公司出售後仍否保留非控股權益。

分類為持作出售之非流動資產（及出售群組）（根據香港會計準則第40號「投資物業」以公平值模式計量之投資物業及符合香港會計準則第39號範圍內之金融資產除外）乃按資產以往賬面值及公平值減出售成本（以較低者為準）計量。

(s) 關連人士

- (i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：
- (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響力；或
 - (3) 為本集團或本集團母公司之主要管理人員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Related parties (Cont'd)

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) one entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
- (3) both entities are joint ventures of the same third party.
- (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) the entity is controlled or jointly controlled by a person identified in (i).
- (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 主要會計政策概要 (續)

(s) 關連人士 (續)

(ii) 倘符合下列任何條件，即實體與本集團有關連：

- (1) 該實體與本集團為同一集團之成員（即各母公司、附屬公司及同系附屬公司彼此間關連）。
- (2) 某一實體為另一實體的聯營公司或合資公司（或另一實體為成員公司之集團旗下成員公司之聯營公司或合資公司）。
- (3) 兩間實體均為同一名第三方的合資公司。
- (4) 一實體為一名第三方實體之合資公司，而另一實體為該名第三方實體之聯營公司。
- (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。
- (6) 該實體受(i)項所述人士控制或共同控制。
- (7) 於(i)(1)項所述人士可對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員。

關連人士交易是指本集團與關連人士之間轉移資源、服務或責任，不論是否收取價款。

個別人士關係密切的家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Contingent liabilities and assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When the inflow is virtually certain, an asset is recognised.

(u) Operating segments

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. Segment assets consist primarily of investment properties, property, plant and equipment, financial assets and other assets. Segment liabilities comprise financial liabilities and other liabilities. The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items mainly are fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax expense. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

3. 主要會計政策概要 (續)

(t) 或然負債及資產

或然負債乃一項因過往事件產生之有可能承擔，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。其亦可為一項因不大可能需要耗用經濟資源或承擔之金額未能可靠地計算而未有確認之過往事件產生之現有承擔。或然負債未有予以確認，惟已於綜合財務報表附註中披露。倘耗用經濟資源之可能性出現變動致使有可能需耗用經濟資源，則或然負債將確認為撥備。

或然資產乃一項因過往事件產生之有可能資產，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。或然資產未有予以確認，但於可能出現經濟利益流入時於綜合財務報表附註中予以披露。當該流入獲實質確定時將對資產確認。

(u) 營運分類

營運分類之呈報方式與提供予主要營運決策者之內部管理報告之方式一致。分類資產主要包括投資物業、物業、廠房及設備、金融資產以及其他資產。分類負債包括金融負債及其他負債。本集團以扣除稅項開支及非控股權益後之經營損益（但不包括主要非現金項目）為基準評估表現。主要非現金項目大部分為投資物業及其他物業之公平值變動連同其相關之遞延稅項開支（如適用）。由於分類間之收入主要為就行政目的之租金收入，因此並無將分類間之收入入賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(v) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated statement of financial position in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in Note 3, the management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The followings are the critical judgments, apart from those involving estimations, that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

3. 主要會計政策概要 (續)

(v) 股息分派

向本公司股東分派之股息在本公司股東或董事(如適合)批准派息之期間於本公司之綜合財務狀況報表內確認為負債。

4. 關鍵會計判斷及估計

於採納本集團之會計政策(如附註3所述)時,本集團之管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃以過往之經驗及其他被視為相關之因素而作出。實際結果可能與此等估計不盡相同。

有關估計及相關假設須不斷檢討。若會計估計之修訂只影響該修訂期,該修訂會於該修訂期間內確認;或如該修訂影響本期間及未來期間,則於修訂期間及未來期間確認。

應用會計政策之關鍵判斷

除與估計有關外,以下為本集團之管理層於應用本集團之會計政策之過程中,已作出對本綜合財務報表已確認之數額有重大影響之關鍵判斷。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Critical judgments in applying accounting policies (Cont'd)

Fair value and impairment of available-for-sale investments

As described in Note 5(c), the management of the Group uses its judgments in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity securities with carrying amounts of approximately HK\$68,544,000 (2014: HK\$93,515,000) are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these equity securities also includes some assumptions not supported by observable market prices or rates.

Impairment loss in respect of trade and other receivables

The policy for impairment loss in respect of trade and other receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their abilities to make payments, additional allowances may be required.

Fair value of investment properties

The Group's investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on methods of valuation which involve certain estimates. In relying on the valuation reports, the management of the Group has exercised its judgment and is satisfied that the methods of valuation are reflective of the current market conditions, as detailed in Note 21. Should there be changes in assumptions due to change in market conditions, the fair value of the investment properties will change in future.

4. 關鍵會計判斷及估計 (續)

應用會計政策之關鍵判斷 (續)

待售投資之公平值及減值

誠如附註5(c)所述，對於並無在活躍市場報價之金融工具，本集團之管理層利用其判斷以選擇合適估值技術。應用之估值技術為市場人士所慣常使用。賬面值約為68,544,000港元（二零一四年：93,515,000港元）之本集團非上市股本證券乃依據（倘可能）可觀察之市場價格或利率所支持之假設，使用貼現現金流量分析進行估值。該等股本證券之公平值估計亦包括一些並非由可觀察之市場價格或利率所支持之假設。

有關應收貿易款項及其他應收款項之減值虧損

本集團有關應收貿易款項及其他應收款項之減值虧損之政策基於對賬款之收回可能性及賬齡分析之評估及管理層之判斷衡量。於評估此等應收款項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及過往付款紀錄。倘若本集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

投資物業之公平值

本集團之投資物業是以獨立專業估值師評定之公平值入賬。估值師於決定公平值時乃根據包含若干估計之估值方法進行，本集團之管理層於信賴估值報告時已作出了判斷及認同該等估值方法乃反映市場現況（詳情列於附註21內）。如市場狀況變化導致假設有任何變動，投資物業之公平值可能於未來變動。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

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.

Deferred tax assets

As at 31st December, 2015, a deferred tax asset of approximately HK\$3,254,000 (2014: HK\$18,632,000) in relation to unused tax losses has been recognised in the consolidated statement of financial position. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated statement of comprehensive income for the period in which such a reversal takes place.

Impairment of goodwill and intangible assets

The Group performs annual tests on whether there has been impairment of goodwill and intangible assets in accordance with the accounting policy stated in Note 3. The recoverable amounts of CGUs are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by the management of the Group on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

4. 關鍵會計判斷及估計 (續)

估計不明確因素之主要來源

以下是對未來，及於下一個財政年度對資產及負債賬面值造成重大調整有顯著風險，於報告期末估計不明確因素之其他主要來源之主要假設。

遞延稅項資產

於二零一五年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約3,254,000港元（二零一四年：18,632,000港元）已經於綜合財務狀況報表內確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異而定。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，有關撥回將於出現撥回之期間內在綜合全面收益報表確認。

商譽及無形資產之減值

本集團根據附註3所述之會計政策每年對商譽及無形資產進行減值測試。現金產生單位之可收回金額會根據使用價值計算法釐定。使用價值計算法需要本集團之管理層對未來作出業務營運、稅前貼現率及其他相關使用價值計算法之估計及假設。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Write-down of stock of properties

In accordance with the accounting policies as stated in Note 3, the Group performs regular reviews on the estimated net realisable values of the stock of properties in order to assess if, when the estimated net realisable values declining below the corresponding carrying amounts, any write-down of stock of properties is required. The management of the Group has taken into account of the prevailing market conditions, valuations or estimated unit selling price from independent property valuers and internally available information and exercised considerable judgments in making these estimates.

Impairment loss in respect of interests in associates

The management of the Group determines whether interests in associates have suffered any impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable, according to their recoverable amounts determined by the CGUs based on value-in-use calculations. The determination of impairment indication requires significant judgments, and the calculations require the use of estimates which are subject to change of economic environment in future.

4. 關鍵會計判斷及估計 (續)

估計不明確因素之主要來源 (續)

物業存貨之減值

根據列於附註3之會計政策，本集團定時審閱物業存貨之估計可變現淨值，以評估當估計可變現淨值低於相關賬面值時，須對物業存貨作出減值。本集團之管理層考慮當時市場情況、由獨立物業估值師進行評估或估計單位售價及內部參考資料，以及運用大量判斷而作出該等估計。

有關聯營公司權益之減值虧損

倘事件或環境變化顯示聯營公司權益之賬面值可能不可收回，本集團之管理層根據使用價值計算法以現金產生單位釐定可收回金額，以確定是否出現任何減值。確定減值現象需要作出重大判斷，而計算過程中需使用的估算會因未來經濟環境變化而受到影響。

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	金融資產
Available-for-sale investments	待售投資
Financial assets at fair value through profit or loss:	通過損益以反映公平值之金融資產：
– Investments held-for-trading	– 持作買賣之投資
– Designated as at fair value through profit or loss	– 指定為通過損益以反映公平值
Loans and receivables (including time deposits, bank balances and cash)	貸款及應收款項（包括定期存款、銀行結餘及現金）
Financial liabilities	金融負債
Amortised cost	攤銷成本
Financial guarantee liabilities	財務擔保負債

Note: The above table and the analysis below excluded the respective items presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale.

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, bonds, advances to/from associates/investee companies/non-controlling shareholders, debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, sales proceeds held by stakeholders, borrowings, creditors and accruals, securities trading and margin payable and deposits received. 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 of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

5. 金融工具

(a) 金融工具類別

2015	2014
HK\$'000	HK\$'000
千港元	千港元
811,274	239,233
364,244	501,944
11,069,270	4,626,840
12,821,121	10,074,315
20,017,099	19,558,932
-	102

附註：上表及下列分析不包括相關項目呈列作列為持作出售之資產及與列為持作出售之資產直接相關之負債。

(b) 金融風險管理目標及政策

本集團之主要金融工具包括股本投資、債券、墊付予／墊款自聯營公司／接受投資公司／非控股股東之款項、應收賬項、按金及其他應收賬項、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金、保管人所持銷售所得款項、借貸、應付賬項及應計款項、應付證券交易賬項及保證金及已收按金。該等金融工具之詳情於各附註中予以披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。本集團之管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk**

(i) Foreign currency risk

The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, and from recognised assets and liabilities. 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 currencies of those subsidiaries operating in PRC and in the United Kingdom are Renminbi ("RMB") and Pound Sterling ("GBP") respectively in which most of their transactions are denominated. The Group is mainly exposed to foreign exchange risk in respect of exchange fluctuations of HK\$ against RMB and GBP. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of PRC. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險

(i) 外幣風險

本集團主要面對由未來商業交易，已確認資產及負債而導致的外匯風險。本公司及其於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。於中國及英國經營之附屬公司之功能貨幣分別為人民幣（「人民幣」）及英鎊（「英鎊」），當中大部分交易分別以人民幣及英鎊結算。本集團主要因港元兌人民幣及英鎊匯率波動而承受外匯風險。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團現時並無對外幣資產及負債之外幣對沖政策。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

The Group's exposure to foreign currency risk at the end of the reporting period is as follows:

Assets	資產
United States dollars ("US\$")	美元(「美元」)
RMB	人民幣
GBP	英鎊
Euro ("EUR")	歐元(「歐元」)
Singapore dollars ("SGD")	新加坡元(「新加坡元」)
Liabilities	負債
US\$	美元
RMB	人民幣
GBP	英鎊
EUR	歐元
SGD	新加坡元

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

本集團所承受之外幣風險於報告期末之賬面值如下：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
10,657,901	4,721,221
16,710	389,306
183,133	242,382
174,397	6,990
414,808	—
3,712,465	10,314
188,882	—
36,271	198,244
52,990	—
411,925	—

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. As HK\$ is pegged to US\$, it is assumed that there would be no material currency risk exposure between US\$ and HK\$ and therefore US\$ is excluded from the analysis below.

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translations at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to/from foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower; but excluding exposure resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 外幣風險 (續)

敏感度分析

下表詳列本集團對港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元掛鈎，故假設美元對港元之間並無重大貨幣風險，美元亦不會載於下文之分析。

就內部向主要管理人員報告外幣風險時會以5%作為敏感度比率，而有關比率為管理層對匯率可能合理出現之變動作出之評估。

敏感度分析包括未償還之外幣計值貨幣項目，並於報告期末就5%之外幣匯率變動調整該項目。敏感度分析包括外部貸款及借予本集團旗下境外業務／由旗下境外業務借予本集團之貸款（其計值貨幣為貸款人或借款人貨幣以外之貨幣）；但並不包括來自換算於海外業務之財務報表至本集團之呈列貨幣而產生的風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis (Cont'd)

A positive and negative number below indicates an increase and decrease in profit respectively where the relevant currencies strengthen 5% against HK\$. For a 5% weakening of the relevant currencies against HK\$, there would be an equal and opposite impact on the profit.

Impact of	影響
RMB	人民幣
GBP	英鎊
EUR	歐元
SGD	新加坡元

There would be no material impact to the Group's other components of equity for the years ended 31st December, 2015 and 2014.

The net effect of the Group's sensitivity to foreign currency risk was attributable to the Group's monetary assets and liabilities with exposure to foreign currency risk at the end of the reporting period.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 外幣風險 (續)

敏感度分析 (續)

下文之正數及負數表示相關貨幣兌港元之匯率轉強5%時溢利分別之增加及減少。倘相關貨幣兌港元之匯率轉弱5%，則對溢利造成之影響為同等及相反。

Profit (loss)	
溢利 (虧損)	
2015	2014
HK\$'000	HK\$'000
千港元	千港元
(8,609)	19,465
7,343	2,207
6,070	350
144	—

對本集團截至二零一五年及二零一四年十二月三十一日止年度之股本權益其他成分無重大影響。

本集團外幣風險敏感度之淨影響，乃由於本集團於報告期末就承受外幣風險之貨幣資產及負債所產生。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk

The Group has variable-rate interest-bearing assets and liabilities including advance to an associate, time deposits, bank balances, sales proceeds held by stakeholders and borrowings and is therefore exposed to cash flow interest rate risk. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR"), prime rate ("Prime") or costs of funds of financial institutions.

Sensitivity analysis

The following demonstrates the sensitivity to a reasonable possible change in interest rates with all other variables held constant, of the Group's profit before tax (through the impact of floating rates in advance to an associate, time deposits, bank balances, sales proceeds held by stakeholders and borrowings).

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 現金流量利率風險

本集團有浮息計息資產及負債(包括墊付一間聯營公司款項、定期存款、銀行結餘、保管人所持銷售所得款項及借貸)，故本集團須承擔現金流量利率風險(該等金融工具詳情於各附註披露)。本集團現時並無利率對沖政策。然而，本集團之管理層會監控利率風險，並於必要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業拆息(「香港銀行同業拆息」、最優惠利率(「最優惠利率」)或金融機構之資金成本。

敏感度分析

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利對利率出現合理可能變動時之敏感度(透過墊付一間聯營公司款項、定期存款、銀行結餘、保管人所持銷售所得款項及借貸浮動利率之影響)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(ii) Cash flow interest rate risk (Cont'd)

Sensitivity analysis (Cont'd)

If the floating rates had been 50 basis points higher/lower, with all other variables held constant, the Group's profit before tax for the year ended 31st December, 2015 would decrease/increase by approximately HK\$36,662,000 (2014: HK\$30,315,000). This was mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.

There was no material impact to the other components of equity for the years ended 31st December, 2015 and 2014.

The Group's sensitivity to interest rates has increased during the current year mainly due to the increase in net debt carries at variable-rate.

(iii) Price risk

The Group's investments classified as available-for-sale investments, investments held-for-trading and financial assets designated as at fair value through profit or loss which are measured at fair value at the end of each reporting period and expose the Group to price risk. At the end of the reporting period, the Group held investments in certain high yield and fixed-rate bonds. High yield bonds are bonds that are typically rated below investment grade or are unrated and therefore are generally more vulnerable to economic cycles as they typically fall more in value than investment grade bonds given higher default risk and higher investors risk adversity. For bonds with fixed-rate coupons, they are more susceptible to fluctuations in interest rates. As interest rate move upwards, the value of the bonds will generally fall. Furthermore, the longer the tenor of the bonds, the more sensitive they will be to interest rate changes.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 現金流量利率風險 (續)

敏感度分析 (續)

倘浮動利率上升/下降50個基點，在全部其他變數維持不變之情況下，則本集團截至二零一五年十二月三十一日止年度之除稅前溢利將減少/增加約36,662,000港元（二零一四年：30,315,000港元）。此乃主要由於本集團所承受之浮息借貸之利率風險。

截至二零一五年及二零一四年十二月三十一日止年度之股本權益其他成分並無重大影響。

本集團於本年度對利率之敏感度增加主要由於以浮息計算之債務淨額增加。

(iii) 價格風險

於各報告期末按公平值計量之投資且由本集團分類為待售投資、持作買賣之投資及指定為通過損益以反映公平值之金融資產因而令本集團面臨價格風險。於報告期末，本集團持有若干高息及定息債券之投資。高息債券一般為評級低於投資級別甚至不獲評級之債券，由於其違約風險及投資避險傾向較高，價值跌幅一般較投資級別債券為高，因此普遍較易受經濟週期影響。而定息債券則較易受利率波動影響。若利率上升，有關債券價值普遍下跌。此外，債券年期愈長，對利率變化之敏感度愈高。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(iii) Price risk (Cont'd)

The management of the Group manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to price risk at the end of the reporting period.

If prices had been 5% higher/lower, the Group's profit before tax for the year ended 31st December, 2015 would increase/decrease by approximately HK\$571,676,000 (2014: HK\$256,439,000). This was mainly due to the changes in fair value of investments held-for-trading and financial assets designated as at fair value through profit or loss.

If prices had been 5% higher/lower, the Group's other components of equity for the year ended 31st December, 2015 would increase/decrease by approximately HK\$3,427,000 (2014: HK\$4,676,000) as a result of the changes in fair value of available-for-sale investments measured at fair value.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(iii) 價格風險 (續)

本集團之管理層以設立不同風險水平之投資組合管理有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

敏感度分析

以下敏感度分析乃根據報告期末之價格風險釐定。

倘價格上升／下降5%，則本集團截至二零一五年十二月三十一日止年度之除稅前溢利將增加／減少約571,676,000港元（二零一四年：256,439,000港元）。此乃主要由於持作買賣之投資及指定為通過損益以反映公平值之金融資產之公平值變動。

倘價格上升／下降5%，則本集團截至二零一五年十二月三十一日止年度股本權益其他成分將增加／減少約3,427,000港元（二零一四年：4,676,000港元），此乃由於按公平值計量之待售投資公平值變動。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31st December, 2015 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's time deposits and bank balances are deposited with banks of high credit quality in Hong Kong, Mainland China and overseas.

The Group made transactions with counterparties with acceptable credit quality in conformance to the Group's treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparty. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

As at 31st December, 2015, the Group was subject to concentration risk as there was receivable from a single debtor of approximately HK\$6,808,466,000 presented under debtors, deposits, other receivables and prepayments which represented a majority proportion of the Group's trade and other receivables. A listed company acts as surety to the debtor by providing guarantee for the payments of the receivables.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險

倘若交易方無法履行彼等於二零一五年十二月三十一日之責任，本集團承受有關各類已確認金融資產之最大信貸風險為綜合財務狀況報表所列該等資產之賬面值。本集團之定期存款及銀行結餘存於香港、中國大陸及海外高信貸質素之銀行。

本集團與符合集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，是由有信譽之信貸評級機構發出可接受的信貸評級，以及對沒有評級之交易方進行財務評審。本集團會在整個交易期內密切監察交易方之信貸質素。本集團會定期為與其交易之財務機構進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸之風險。

為不利之市場變動預先作準備，本集團亦監察每間金融機構交易方之潛在風險。此外，於報告期末，本集團檢討每宗個別債項之可收回金額，確保就無法收回款項作出足夠之減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

於二零一五年十二月三十一日，呈列於應收賬項、按金、其他應收賬項及預付款項中由單一債務人收取約6,808,466,000港元佔本集團之應收貿易及其他款項大部分比例，因此，本集團將面對集中風險。一間上市公司作為該債務人之擔保人提供支付該應收賬項之擔保。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk** (Cont'd)

Investments in debt securities are limited to financial institutions or investment counterparty with high quality. When making decisions on investments in securities, the management of the Group has also made reference to the credit ratings of the issuers and guarantors (if any) which, however, are not an assurance as to the issuers and/or guarantors' creditworthiness or the risks, returns or suitability of the security. Risks in particular specific to certain types of bonds held by the Group are: (i) high yield bonds – they in general carry high credit risk as they are often subject to higher risk of issuer default as they are typically rated below investment grade or are unrated; and (ii) perpetual bonds – their coupon payments may be deferred or suspended subject to the terms and conditions of the bonds and they are often callable after a call protection period (related risk is detailed in the liquidity risk below). Other than the above, there may be additional risks associated with trading of bonds over-the-counter (“OTC”) because OTC transactions are generally subject to limited regulation and therefore less transparent in transaction details such as volume, price formation, etc. There may also be additional risks for investments located in an emerging market which may involve certain risks associated with political and economic uncertainty. In view of the specific risks above, the Group has appointed a special team to closely monitor the risks as disclosed in Note 5(b)(iii) above.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

債務證券之投資只限於以高質素之金融機構或投資交易方。於作出證券投資決定時，本集團之管理層亦參照發行人及保證人（如有）之信貸評級，然而，有關評級並非發行人及／或保證人信譽或證券風險、回報或合適性之保證。本集團所持若干債券類別之特定風險為：(i) 高息債券——一般附帶高信貸風險，原因為有關債券評級一般低於投資級別或不獲評級，因此通常面對較高發行人違約風險；及(ii) 永久債券——視乎債券條款及條件，其票息可能遞延或暫停支付，且通常可於贖回禁止期後可贖回（相關風險詳情列於下文流動資金風險一節）。除上文所述外，倘有可能面對與場外（「場外」）債券買賣相關之額外風險，原因為場外交易所受規管一般有限，因而在交投量、價格形成等交易詳情方面透明度較低。此外，亦可能面對位於新興市場之投資之額外風險，新興市場可能涉及若干與政治及經濟不明朗因素相關之風險。鑑於上述之特定風險，本集團已委任特別小組密切監察有關風險（如上文附註5(b)(iii)項所披露）。

5. FINANCIAL INSTRUMENTS (Cont'd)**(b) Financial risk management objectives and policies (Cont'd)****Credit risk (Cont'd)**

The Group's concentration of credit risk by geographical location is mainly in Hong Kong, Mainland China and the United Kingdom. As at 31st December, 2015, the Group was subject to investment concentration risk as there were bonds investment with a single issuer of approximately HK\$3,020,734,000 presented under financial assets designated as at fair value through profit or loss and a listed equity security of a company of approximately HK\$310,753,000 presented under investments held-for-trading which represented a majority proportion of the Group's investment portfolio as determined by the management of the Group. Investment concentration risk may materialise when the market in which that bonds are traded is constricted (related risk is detailed in liquidity risk below), or when the fair value of that bonds/listed equity securities are declined (related risk is detailed in price risk above). The Group also monitors regularly to avoid over-concentration (such as investment products and underlying foreign exchange, etc) of the investment portfolio.

Liquidity risk

The Group's certain investments held-for-trading and bonds were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions. Under adverse market conditions, the Group may be called by the financial institutions upon at short notice to make deposit to repay the margin loans. If the required deposits are not made within the prescribed time, the Group's securities may be liquidated by the financial institutions without the Group's consent.

5. 金融工具 (續)**(b) 金融風險管理目標及政策 (續)****信貸風險 (續)**

本集團按地域集中承擔信貸風險之地區主要為香港、中國大陸及英國。於二零一五年十二月三十一日，由本集團之管理層決策之投資組合佔大部分比例由單一發行人發行呈列於指定為通過損益以反映公平值之金融資產之債券投資約3,020,734,000港元及呈列於持作買賣之投資中之一間公司之上市股本證券約310,753,000港元，因此，本集團面對集中投資風險。當有關債券於受限制市場買賣（相關風險詳情列於下文流動資金風險一節），或當該債券／上市股本證券之公平值下降（相關風險詳情列於上文價格風險一節），集中投資風險將會較為顯著。本集團亦定期監察投資組合，以免過度集中（如投資產品及相關外匯等）。

流動資金風險

本集團若干持作買賣投資及債券已就本集團有關證券交易獲授之保證金及證券融資抵押予本集團之金融機構。倘出現不利市況，金融機構可能向本集團發出短期通知催繳存款，以償還保證金貸款。倘本集團未有於指定時限內繳付存款，則金融機構可在未經本集團同意而將其證券變現。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk** (Cont'd)

Certain bonds held by the Group carry fixed-rate coupon are accompanied with call rights, the issuers may call and redeem the debt securities early if interest rates fall. The Group may face reinvestment risk when issuers exercised its right to redeem the bond before it matures. Besides, some bonds may not have an active secondary market. In case of the market in which the bonds are traded is illiquid, the Group may run the risk of either having to retain the investment until the end of the term or selling it before maturity at an unfavourable price.

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by the management of the Group. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to the management of the Group for review periodically. The management of the Group will contact the bankers for renewals of bank borrowings whenever necessary.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have 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 tables include both interest and principal cash flows.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

本集團所持若干債券按固定票息計息，並附帶收回權利，如利率下跌，發行人可提早收回及贖回債務證券。倘發行人行使權利於債券到期前贖回債券，則本集團可能面對再投資風險。此外，部分債券可能並無活躍第二市場。倘有關債券市場成交流通量不足，本集團可能需要承擔風險，持有投資直至到期，或於到期前以不利價格出售。

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及負債之到期時間表，藉此管理流動資金。

本集團之管理層持續監管流動資金風險。載有銀行借貸到期日及與有關之流動資金需求之報告定期提供予本集團之管理層供審閱。必要時，本集團之管理層將聯絡往來銀行將銀行借貸續期。

下表詳列本集團非衍生金融負債按協定還款條款之餘下合約到期情況。各表乃按本集團可被要求付款之最早日期根據金融負債之未貼現現金流量編製，當中包括利息及本金之現金流量。

5. FINANCIAL INSTRUMENTS (Cont'd)

 (b) Financial risk management objectives and policies
(Cont'd)

Liquidity risk (Cont'd)

Non-derivative financial liabilities		非衍生金融負債
Borrowings		借貸
Creditors and accruals		應付賬項及應計款項
Securities trading and margin payable		應付證券交易賬項及保證金
Amounts due to associates		欠負聯營公司款項
Amounts due to investee companies		欠負接受投資公司款項
Amounts due to non-controlling shareholders		欠負非控股股東款項
– Interest-free		– 免息
Total		總額

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

At 31st December, 2015 於二零一五年十二月三十一日				
Weighted average effective interest rate 加權平均實際利率	Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
2.04%	8,842,668	5,990,808	14,833,476	14,531,773
–	1,081,746	–	1,081,746	1,081,746
–	11,181	–	11,181	11,181
–	–	1,789,647	1,789,647	1,789,647
–	–	27,085	27,085	27,085
–	–	523,768	523,768	523,768
Total	9,935,595	8,331,308	18,266,903	17,965,200

At 31st December, 2014 於二零一四年十二月三十一日				
Weighted average effective interest rate 加權平均實際利率	Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值總額 HK\$'000 千港元
3.20%	7,167,837	10,454,356	17,622,193	16,548,928
–	1,503,076	–	1,503,076	1,503,076
–	45,478	–	45,478	45,478
–	–	58,419	58,419	58,419
–	–	27,085	27,085	27,085
11.25%	–	200,893	200,893	180,578
–	–	309,061	309,061	309,061
–	323,172	–	323,172	102
–	–	526,092	526,092	–
Total	9,039,563	11,575,906	20,615,469	18,672,727

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements

Financial instruments measured at fair value

The following table analysed the financial instruments which are measured at fair value into the three-level hierarchy.

Financial assets/ financial liabilities 金融資產/金融負債	Fair value 公平值		Fair value hierarchy 公平值分級制	Valuation techniques and key inputs 估值技術及主要數據	Significant unobservable inputs 重大非可觀察數據
	2015 HK\$'000 千港元	2014 HK\$'000 千港元			
Financial assets 金融資產					
Listed equity securities presented as investments held-for-trading 呈列為持作買賣之投資之 上市股本證券	364,244	501,944	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Bonds presented as financial assets designated as at fair value through profit or loss 呈列為指定為通過損益 以反映公平值之 金融資產之債券	11,069,270	4,626,840	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Unlisted equity securities presented as available-for- sale investments (note (i)) 呈列為待售投資之 非上市股本證券 (附註(i))	68,544	93,515	Level 3 第三級	Discounted cash flow: forecast dividend income, discount rate and contract terms (if any) 貼現現金流量: 預測之股息收入、貼現率及 合約條款(如有)	Forecast dividend income taking into account management's experience, dividend records over the past years and the estimated terminal value (note (ii)) 預測之股息收入乃參照管理層 經驗、過往年度之股息記錄 及估算之最終價值(附註(ii)) Discount rate ranging from 1% below Prime to Prime (note (ii)) 貼現率為介乎最優惠利率 減1厘至最優惠利率(附註(ii))
	11,502,058	5,222,299			
Financial liabilities 金融負債					
Financial guarantee liabilities 財務擔保負債	-	102	Level 3 第三級	Trinomial Option Pricing Model (note (iii)) 三項式期權定價模式 (附註(iii))	Volatility ranging from 4.54% to 28.12% in 2014 (note (iv)) 於二零一四年波動性範圍 由4.54%至28.12% (附註(iv))

5. 金融工具(續)

(c) 公平值計量

以公平值計量之金融工具

下表為以公平值計量之金融工具之三級分級制分析。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

Notes:

- (i) The carrying amount as at 31st December, 2015 mainly comprised 6.475% equity investment in New Hong Kong Tunnel Company Limited ("New Hong Kong Tunnel") of approximately HK\$67,625,000 (2014: HK\$92,585,000).
- (ii) The higher the forecast dividend income and terminal value, the higher the fair value. The higher the discount rate, the lower the fair value.
- (iii) The key inputs for the Trinomial Option Pricing Model included net asset value/market value, exercise price, time to maturity, risk-free interest rate and volatility of the underlying assets.
- (iv) The higher the volatility, the higher the fair value.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the date of the events or changes in circumstances that caused the transfer.

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the years ended 31st December, 2015 and 2014 and no change in valuation techniques used in the prior years.

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

5. 金融工具 (續)

(c) 公平值計量 (續)

以公平值計量之金融工具 (續)

附註：

- (i) 於二零一五年十二月三十一日之賬面值主要包括約為67,625,000港元(二零一四年:92,585,000港元)於新香港隧道有限公司(「新香港隧道」)之6.475%股本投資。
- (ii) 預測之股息收入及最終價值越高，公平值越高。貼現率越高，公平值越低。
- (iii) 三項式期權定價模式之主要數據包括相關資產之資產淨值／市值、行使價、到期期限、無風險利率及波動性。
- (iv) 波動性越大，公平值越高。

本集團之政策為於導致轉撥之事件或情況改變之日期，確認公平值分級之間的轉撥。

公平值分級制內第一級、第二級及第三級之間於截至二零一五年及二零一四年十二月三十一日止年度內並無轉撥及過往年度所用之估值技術亦無轉變。

於活躍市場買賣之金融工具之公平值即各報告期末所報之市價。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格屬實際及定期按公平基準進行之市場交易，則市場可視為活躍。本集團所持金融資產所用之市場報價為目前之買入價。此等工具已計入第一級。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

The movement in the balances of Level 3 fair value measurement is as follows:

At 1st January, 2014	於二零一四年一月一日	71,713	(37)
Net unrealised gains recognised in other comprehensive income during the year	於年內其他全面收益確認之未變現收益淨額	21,802	—
Fair value changes recognised in profit or loss during the year	於年內於損益確認之公平值變動	—	(65)
At 31st December, 2014	於二零一四年十二月三十一日	93,515	(102)
Net unrealised losses recognised in other comprehensive income during the year	於年內其他全面收益確認之未變現虧損淨額	(24,971)	—
Fair value changes recognised in profit or loss during the year	於年內於損益確認之公平值變動	—	(58)
Disposals of subsidiaries (Note 41(b))	出售附屬公司(附註41(b))	—	160
At 31st December, 2015	於二零一五年十二月三十一日	68,544	—

All of the above gains and losses included in other comprehensive income for the current and prior years relate to unquoted equity investments held at the end of the reporting period and are reported as changes of securities investments reserve.

Financial instruments not measured at fair value

The Directors consider that the carrying amounts of the Group's financial instruments that are not measured at fair value approximate to their fair values.

5. 金融工具(續)

(c) 公平值計量(續)

以公平值計量之金融工具(續)

第三級公平值計量結餘之變動如下:

Unlisted equity securities classified as available-for-sale investments	Financial guarantee liabilities
分類為待售投資之非上市股本證券	財務擔保負債
HK\$'000	HK\$'000
千港元	千港元
71,713	(37)
21,802	—
—	(65)
93,515	(102)
(24,971)	—
—	(58)
—	160
68,544	—

上述所有計入本年度及過往年度其他全面收益之收益及虧損涉及於報告期末持有之並無報價股本投資，並列報為證券投資儲備之變動。

非以公平值計量之金融工具

董事認為本集團非以公平值計量之金融工具之賬面值與其公平值相若。

6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders of the Company through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2014.

During the year ended 31st December, 2015, the capital structure of the Group mainly consists of debts, which include borrowings from banks and other financial institutions, pledged deposits, time deposits, bank balances and cash, and total equity, comprising issued share capital, reserves, retained profits and non-controlling interests. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio not higher than 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings are calculated as total borrowings (as shown in the consolidated statement of financial position) less cash and cash equivalents.

6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本取得融資之方式管理資本，主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時檢討及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為本公司股東爭取最大之回報。本集團整體策略與二零一四年保持不變。

於截至二零一五年十二月三十一日止年度，本集團之資本架構主要由債務（包括銀行及其他金融機構之借貸）、抵押存款、定期存款、銀行結餘及現金以及股本權益總額組成，包括已發行股本、儲備、保留溢利及非控股權益。董事考慮股本之成本及各類股本相關之風險，以按資本與負債比率監管其資本架構。本集團之資本與負債比率之目標不高於50%，按債務淨額與股本權益之比例釐定。該比率表述為借貸淨額與股本權益總額之百分比。借貸淨額乃按借貸總額（如綜合財務狀況報表所示）減現金及現金等值項目計算。

6. CAPITAL RISK MANAGEMENT (Cont'd)

6. 資本風險管理 (續)

The gearing ratios were as follows:

資本與負債比率如下：

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Borrowings – current (note (i))	借貸 – 流動性質 (附註(i))	8,651,773	6,707,935
Borrowings – non-current (note (i))	借貸 – 非流動性質 (附註(i))	5,880,000	9,840,993
Total debt (note (i))	債務總額 (附註(i))	14,531,773	16,548,928
Cash and cash equivalents (note (ii))	現金及現金等值項目 (附註(ii))	(3,052,557)	(5,587,906)
Net debt	債務淨額	11,479,216	10,961,022
Net debt	債務淨額	11,479,216	10,961,022
Listed securities investments and treasury products (note (iii))	上市證券投資及 財資產品 (附註(iii))	(11,433,514)	(5,128,784)
Net debt (net debt less listed securities investments and treasury products)	債務淨額 (債務淨額減上市證券 投資及財資產品)	45,702	5,832,238
Total equity (note (iv))	股本權益總額 (附註(iv))	40,325,362	41,652,593
Net debt to equity ratio (excluding listed securities investments and treasury products)	債務淨額與股本權益比率 (不包括上市證券投資及 財資產品)	28.5%	26.3%
Net debt to equity ratio (including listed securities investments and treasury products)	債務淨額與股本權益比率 (包括上市證券投資及 財資產品)	0.1%	14.0%

Notes:

- (i) Borrowings (excluding bank borrowing presented as liabilities directly associated with assets classified as held for sale) are detailed in Note 36.
- (ii) Cash and cash equivalents comprise pledged deposits, time deposits, bank balances and cash (excluding pledged deposits, bank balances and cash presented as assets classified as held for sale) at the end of the reporting period.
- (iii) Listed securities investments and treasury products are detailed in Notes 31 and 32.
- (iv) Total equity includes issued share capital, reserves, retained profits and non-controlling interests at the end of the reporting period.

附註：

- (i) 借貸 (不包括呈列於與列為持作出售之資產直接相關之負債中的銀行借貸) 於附註36詳述。
- (ii) 於報告期末之現金及現金等值項目包括抵押存款、定期存款、銀行結餘及現金 (不包括呈列於列為持作出售資產中之抵押存款、銀行結餘及現金)。
- (iii) 上市證券投資及財資產品於附註31及32詳述。
- (iv) 於報告期末之股本權益總額包括已發行股本、儲備、保留溢利及非控股權益。

6. CAPITAL RISK MANAGEMENT (Cont'd)

The increase in net debt to equity ratio (excluding listed securities investments and treasury products) was mainly due to the decrease in equity after payment of special interim dividends.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly-owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

Save as disclosed above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

7. REVENUE

Revenue represents the aggregate amounts received and receivable from property rental income, sales of properties held for sale, gain/loss on sales of investments held-for-trading, hotel operation income, commission from brokerage, settlement charges from brokerage, cosmetic goods sold less returns and interest income from loan financing, analysed as follows:

Property rental income	物業租金收入
Sales of properties held for sale	持作出售物業之銷售
(Loss) gain on sales of investments held-for-trading	出售持作買賣之投資(虧損)收益
Hotel operation income	酒店業務收入
Brokerage and cosmetic income	經紀服務及化妝品銷售收入
Interest income from loan financing	貸款融資利息收入

6. 資本風險管理 (續)

債務淨額與股本權益比率(不包括上市證券投資及財資產品)之所以上升,主要由於派付特別中期股息後股本權益下降所致。

就經紀業務而言,本公司三間全資擁有附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會所頒布適用於彼等之證券及期貨條例特定金額要求而保持財務資源。該要求每日經內部檢討並須每月向證券及期貨事務監察委員會遞交報告。於本年度已悉數遵守。

除上文披露者外,本公司或其任何附屬公司並不受外來股本要求之限制。

7. 收入

收入指已收及應收之物業租金收入、持作出售物業之銷售、出售持作買賣之投資收益/虧損、酒店業務收入、經紀佣金、經紀服務之交易費用、扣除退貨後之化妝品銷售以及貸款融資利息收入之合計金額,分析如下:

2015	2014
HK\$'000	HK\$'000
千港元	千港元
1,325,875	1,939,378
151,616	617,086
(2,415)	29,074
49,125	25,356
18,196	16,389
-	5
1,542,397	2,627,288

8. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group has six reportable segments – (i) property development and trading; (ii) property leasing for retail; (iii) property leasing for non-retail; (iv) listed available-for-sale equity investments; (v) listed investments held-for-trading and treasury products; and (vi) unlisted investments, investment holding and brokerage. The segmentations are based on the information about the operation of the Group that management of the Group uses to make decisions.

Principal activities are as follows:

Property development and trading	–	Property development and sales of trading properties
Property leasing		
– Retail	–	Property leasing from retail properties
– Non-retail	–	Property leasing from non-retail properties
Listed available-for-sale equity investments	–	Listed equity securities in available-for-sale investments
Listed investments held-for-trading and treasury products	–	Listed securities investments in investments held-for-trading, over-the-counter trading and structured products
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告以釐定營運分類。

本集團擁有六項可呈報分類—(i)物業發展及買賣、(ii)零售物業租賃、(iii)非零售物業租賃、(iv)待售之上市股本投資、(v)持作買賣之上市投資及財資產品及(vi)非上市投資、投資控股及經紀服務。上述分類方式乃基於本集團管理層用以作出決策之本集團營運資料。

主要業務活動如下：

物業發展及買賣	–	物業發展及買賣 物業銷售
物業租賃		
– 零售	–	來自零售物業租賃
– 非零售	–	來自非零售物業租賃
待售之上市股本投資	–	於待售投資之上市股本證券投資
持作買賣之上市投資及財資產品	–	於持作買賣之上市證券投資、場外交 易及結構性產品
非上市投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務

本集團以扣除稅項開支及非控股權益後來自經營之損益（惟不包括主要非現金項目）為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平值變動連同其相關之遞延稅項（如適用）。由於分類間之收入主要為就行政目的之租金收入，因此並無將分類間之收入入賬。

8. OPERATING SEGMENTS (Cont'd)

Unallocated corporate assets mainly comprised leasehold land and building for own use, deposit paid in respect of a property, advance to a non-controlling shareholder, deferred tax assets, tax recoverable and deferred consideration in respect of disposals of subsidiaries.

Unallocated corporate liabilities mainly comprised dividend payable, deposit received in respect of disposal of a subsidiary, tax liabilities, bank loans (excluding a bank loan originated in the United Kingdom), amounts due to associates, amounts due to investee companies, amounts due to non-controlling shareholders and deferred tax liabilities.

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2014.

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business unit has different markets and requires different marketing strategies.

Further, the business units are also managed to operate in different countries separately. Revenue and result are attributed to countries on the basis of the property or asset location.

There was a major customer (2014: nil) who individually accounted for over 10% of the Group's revenue. Revenue of approximately HK\$182,977,000 was derived from non-retail property leasing segment from a single customer outside Hong Kong.

8. 營運分類 (續)

未分攤之公司資產主要包括自用之租賃土地及樓宇、有關物業已付之按金、墊付非控股股東款項、遞延稅項資產、可收回稅款及有關出售附屬公司之遞延代價。

未分攤之公司負債主要包括應付股息、有關出售附屬公司已收之按金、稅項負債、銀行貸款(不包括源自英國之銀行貸款)、欠負聯營公司款項、欠負接受投資公司款項、欠負非控股股東款項及遞延稅項負債。

本集團用作釐定已呈報分類溢利或虧損之計量方式與二零一四年維持不變。

本集團可呈報分類為營運不同活動之策略業務單元。由於各業務單元擁有不同市場，且要求不同市場策略，故彼等受個別管理。

此外，業務單元亦於不同國家受個別營運管理。各國應佔收入及業績乃按物業或資產所在地為基準。

一位主要客戶(二零一四年：無)其個別收入佔多於本集團收入之10%。一位來自非零售物業租賃分類之香港以外之單一客戶所產生之收入約為182,977,000港元。

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2015

綜合全面收益報表 (續)

截至二零一五年十二月三十一日止年度

		Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財務產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
			Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Share of results of associates	攤佔聯營公司業績								
- Attributable property sales, net	- 應佔物業銷售淨額								
- Hong Kong	- 香港	4,135	-	-	-	-	-	4,135	
- Mainland China	- 中國大陸	5,106	-	-	-	-	-	5,106	
- Attributable gross income	- 應佔收入總額								
- Hong Kong	- 香港	-	18,768	36,862	-	-	2,181	57,811	
- Mainland China	- 中國大陸	-	70,970	67,070	-	-	-	138,040	
- Attributable operating cost	- 應佔營運成本								
- Hong Kong	- 香港	-	(1,145)	(6,032)	-	-	-	(7,177)	
- Mainland China	- 中國大陸	-	(30,155)	(12,203)	-	-	-	(42,358)	
Non-controlling interests	非控股權益	(8,199)	(1,065)	(392)	-	-	-	(9,656)	
		66,028	661,263	713,643	-	868,368	273,681	8,121	2,591,104
Other income and expenses, net	其他收入及開支淨額	7,318	-	-	-	-	-	-	7,318
Gain on disposal of investment property	出售投資物業之收益	-	-	17,679	-	-	-	-	17,679
Finance costs	財務費用	-	(2,768)	(98,012)	-	(8,023)	-	-	(108,803)
Other gains and losses, net	其他收益及虧損淨額	(58)	(8)	-	-	-	-	-	(66)
Share of results of associates	攤佔聯營公司業績								
- income tax and others	- 所得稅及其他	(13,315)	(34,143)	(54,058)	-	-	-	(370)	(101,886)
Non-controlling interests	非控股權益	(2)	-	-	-	-	-	-	(2)
		59,971	624,344	579,252	-	860,345	273,681	7,751	2,405,344
Unallocated items	未分攤項目								
Unallocated corporate expenses, net	未分攤之公司開支淨額							(237,082)	
Unallocated finance costs	未分攤之財務費用							(208,062)	
Gain on disposals of subsidiaries, net	出售附屬公司之收益淨額							941,010	
Share of results of associates	攤佔聯營公司業績								
- gain on disposal of subsidiaries, net of tax	- 出售附屬公司之收益(除稅後)							514,060	
Income tax expense	所得稅開支							(335,676)	
Unallocated non-controlling interests	未分攤之非控股權益							17,135	
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利								3,096,729
Realised fair value changes together with their respective deferred tax on disposals of investment properties (including share of results of associates)	出售投資物業之已變現公平值變動連同其相關之遞延稅項(包括攤佔聯營公司業績)								
- Recognised in current year	- 於本年度確認								(154,602)
Major non-cash items	主要非現金項目								
- Unrealised fair value changes on investment properties (including share of results of associates)	- 未變現之投資物業之公平值變動(包括攤佔聯營公司業績)								4,771,189
- Deferred tax credit	- 遞延稅項撥回								15,892
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利								7,727,208

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

綜合全面收益報表 (續)

For the year ended 31st December, 2015

截至二零一五年十二月三十一日止年度

		HK\$'000 千港元
Core profit (excluding major non-cash items)	核心溢利 (不包括主要非現金項目)	
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利	3,096,729
Major accumulated realised fair value changes together with their respective deferred tax on disposals of investment properties in current year (including share of results of associates and after non-controlling interest)	於本年度出售投資物業之 主要累積已變現公平值變動 連同其相關之遞延稅項 (包括攤佔聯營公司業績及 扣除非控股權益後)	
– Recognised in current year	– 於本年度確認	(154,602)
– Recognised in prior years	– 於過往年度確認	13,843,651
Core profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之核心溢利	16,785,778

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Financial Position

At 31st December, 2015

綜合財務狀況報表

於二零一五年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments	Listed investments held-for-trading and treasury products 持作買賣之上市投資及 上市投資及 財務產品	Unlisted investments, investment holding and brokerage 非上市投資、 投資控股及 經紀服務	All other segments	Consolidated	
		Retail	Non-retail						
	物業發展及買賣	零售	非零售	待售之上市股本投資	上市投資及財務產品	投資控股及經紀服務	所有其他分類	綜合	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Assets									
Segment assets	分類資產								
- Hong Kong	—香港	5,006,542	10,607,954	8,230,890	-	8,624,769	333,733	41,915	32,845,803
- Mainland China	—中國大陸	-	975,946	828,809	-	-	-	6,654	1,811,409
- United Kingdom	—英國	-	116,573	4,319,308	-	-	-	-	4,435,881
- Other countries	—其他國家	-	11	-	-	3,088,898	725,873	-	3,814,782
Interests in associates	聯營公司權益								
- Hong Kong	—香港	142,755	357,486	1,365,871	-	-	1,722	5,029	1,872,863
- Mainland China	—中國大陸	-	131,621	1,765,992	-	-	-	-	1,897,613
Advances to associates	墊付聯營公司款項								
- Hong Kong	—香港	7,208	-	181	-	-	2	1,126	8,517
- Mainland China	—中國大陸	-	30,575	16,390	-	-	-	-	46,965
Reportable segment assets	可呈報分類資產	5,156,505	12,220,166	16,527,441	-	11,713,667	1,061,330	54,724	46,733,833
Assets classified as held for sale	列為持作出售之資產								9,239,271
Unallocated corporate assets	未分攤之公司資產								7,082,113
Consolidated total assets	綜合資產總額								63,055,217
Liabilities									
Segment liabilities	分類負債								
- Hong Kong	—香港	1,533,734	140,762	153,900	-	210	14,006	6,273	1,848,885
- Mainland China	—中國大陸	-	19,086	12,667	-	-	-	19	31,772
- United Kingdom	—英國	-	73,862	2,748,353	-	-	-	-	2,822,215
- Other countries	—其他國家	-	1	-	-	5,389,995	6	-	5,390,002
Reportable segment liabilities	可呈報分類負債	1,533,734	233,711	2,914,920	-	5,390,205	14,012	6,292	10,092,874
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債								1,857,996
Unallocated corporate liabilities	未分攤之公司負債								10,778,985
Consolidated total liabilities	綜合負債總額								22,729,855
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)	219,801	16,451	933,700	-	-	-	38,927	

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31st December, 2015

8. 營運分類 (續)

其他重大項目

截至二零一五年十二月三十一日止年度

		Reportable segments total	Adjustments for unallocated	Adjustments for realised fair value changes and related deferred tax	Adjustments for major non-cash items	Consolidated statement of comprehensive income total
		可呈報分類總額	未分攤之調整	已變現公平值變動及其相關之遞延稅項之調整	主要非現金項目之調整	綜合全面收益報表總額
		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
Interest income	利息收入	766,523	-	-	-	766,523
Finance costs	財務費用	(108,803)	(208,062)	-	-	(316,865)
Net income (expenses)	收入(開支)淨額	657,720	(208,062)	-	-	449,658
Depreciation	折舊	-	(55,832)	-	-	(55,832)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(4,860)	4,694,084	4,689,224
Share of results of associates	攤佔聯營公司業績	53,671	514,060	4,869	77,105	649,705
Income tax (expense) credit	所得稅(開支)撥回	-	(335,676)	(154,611)	13,892	(476,395)
Non-controlling interests	非控股權益	(9,658)	17,135	-	-	7,477

For the year ended 31st December, 2015 截至二零一五年十二月三十一日止年度

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2014

綜合全面收益報表

截至二零一四年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Major cash items excluding in revenue	收入以外之主要現金項目							
- Hong Kong	- 香港	-	-	-	466,881	-	-	466,881
- Other countries	- 其他國家	-	-	-	11,135,671	-	-	11,135,671
		-	-	-	11,602,552	-	-	11,602,552
Revenue	收入							
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	- 香港	206,590	1,212,742	418,318	-	29,074	5,772	1,883,118
- Mainland China	- 中國大陸	410,496	61,159	44,095	-	-	25,356	541,106
- United Kingdom	- 英國	-	5,576	197,488	-	-	-	203,064
		617,086	1,279,477	659,901	-	29,074	5,772	2,627,288
Revenue from external customers after non-controlling interests	來自扣除非控股權益後之外部客戶收入	565,439	1,278,268	659,492	-	29,074	5,772	2,574,023
Attributable property sales from associates/investee company	應佔聯營公司/接受投資公司物業銷售							
- Hong Kong	- 香港	1,491,160	-	-	-	-	-	1,491,160
Attributable rental revenue from associates/investee company	應佔聯營公司/接受投資公司租金收入							
- Hong Kong	- 香港	-	18,960	34,652	-	-	-	53,612
- Mainland China	- 中國大陸	-	76,279	91,332	-	-	-	167,611
		2,056,599	1,373,507	785,476	-	29,074	5,772	4,286,406
Result	業績							
Segment result	分類業績							
- Hong Kong	- 香港	486,893	1,162,125	393,900	-	111,291	41,559	2,213,887
- Mainland China	- 中國大陸	236,745	54,692	38,324	-	-	33,169	351,417
- United Kingdom	- 英國	-	5,446	192,878	-	-	-	198,324
- Other countries	- 其他國家	-	-	-	-	114,218	29	114,247
		723,638	1,222,263	625,102	-	225,509	74,757	2,877,875

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2014

綜合全面收益報表 (續)

截至二零一四年十二月三十一日止年度

		Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
			Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Share of results of associates	攤佔聯營公司業績								
- Attributable property sales, net	- 應佔物業銷售淨額								
- Hong Kong	- 香港	15,645	-	-	-	-	-	15,645	
- Attributable gross income	- 應佔收入總額								
- Hong Kong	- 香港	-	17,905	33,561	-	-	1,732	53,198	
- Mainland China	- 中國大陸	-	76,279	91,332	-	-	-	167,611	
- Attributable operating cost	- 應佔營運成本								
- Hong Kong	- 香港	-	(1,464)	(5,680)	-	-	-	(7,144)	
- Mainland China	- 中國大陸	-	(31,885)	(14,917)	-	-	-	(46,802)	
Non-controlling interests	非控股權益	(24,261)	(1,096)	(371)	-	-	-	(25,728)	
		715,022	1,282,002	729,027	-	225,509	74,757	3,034,655	
Other income and expenses, net	其他收入及開支淨額	(61,044)	242	-	-	-	1,410	(120,106)	
Costs of development recognised in respect of property project in Macau	就澳門物業項目之確認發展成本	(6,503)	-	-	-	-	-	(6,503)	
Loss on disposals of investment properties	出售投資物業之虧損	-	(6,750)	-	-	-	-	(6,750)	
Finance (costs) income	財務(費用)收入	-	(3,071)	(108,762)	-	10,673	-	(101,160)	
Other gains and losses, net	其他收益及虧損淨額	(65)	(5,146)	-	-	-	-	(5,211)	
Share of results of associates	攤佔聯營公司業績								
- income tax and others	- 所得稅及其他	(15,911)	(35,862)	(38,731)	-	-	(107)	(90,611)	
Non-controlling interests	非控股權益	(16)	(5)	-	-	-	-	(21)	
		631,483	1,231,410	581,534	-	236,182	(52,483)	2,704,293	
Unallocated items	未分攤項目								
Unallocated corporate expenses, net	未分攤之公司開支淨額							(217,577)	
Unallocated finance costs	未分攤之財務費用							(293,858)	
Gain on disposal of subsidiaries	出售附屬公司之收益							2,917,579	
Income tax expense	所得稅開支							(260,390)	
Unallocated non-controlling interests	未分攤之非控股權益							17,777	
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利							4,867,824	
Realised fair value changes on disposal of investment properties	出售投資物業之已變現公平值變動								
- Recognised in current year	- 於本年度確認							(286)	
Major non-cash items	主要非現金項目								
- Unrealised fair value changes on investment properties (including share of results of associates)	- 未變現之投資物業之公平值變動(包括攤佔聯營公司業績)							3,872,858	
- Deferred tax credit	- 遞延稅項撥回							4,531	
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利							8,744,927	

8. OPERATING SEGMENTS (Cont'd)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2014

8. 營運分類 (續)

綜合全面收益報表 (續)

截至二零一四年十二月三十一日止年度

		HK\$'000 千港元
Core profit (excluding major non-cash items)	核心溢利 (不包括主要非現金項目)	
Operating profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之經營溢利	4,867,824
Major accumulated realised fair value changes on disposals of investment properties in current year (after non-controlling interest)	於本年度出售投資物業之 主要累積已變現公平值變動 (扣除非控股權益後)	
– Recognised in current year	– 於本年度確認	(286)
– Recognised in prior years	– 於過往年度確認	54,968
Core profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之核心溢利	<u>4,922,506</u>

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Financial Position

At 31st December, 2014

綜合財務狀況報表

於二零一四年十二月三十一日

		Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財務產品	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務	All other segments	Consolidated
			Retail	Non-retail					
		物業發展及買賣 HK\$'000 千港元	零售 HK\$'000 千港元	非零售 HK\$'000 千港元	待售之上市股本投資 HK\$'000 千港元	上市投資及財務產品 HK\$'000 千港元	投資控股及經紀服務 HK\$'000 千港元	所有其他分類 HK\$'000 千港元	綜合 HK\$'000 千港元
Assets	資產								
Segment assets	分類資產								
– Hong Kong	– 香港	4,021,211	19,755,263	11,449,659	–	501,944	807,812	51,681	36,587,570
– Mainland China	– 中國大陸	5,733,566	1,283,423	1,077,995	–	–	374,931	1,788,424	10,258,339
– United Kingdom	– 英國	–	162,219	4,903,280	–	–	–	–	5,065,499
– Other countries	– 其他國家	–	–	–	–	4,895,072	77,653	–	4,972,725
Interests in associates	聯營公司權益								
– Hong Kong	– 香港	34,330	524,413	1,184,676	–	–	1,481	30,102	1,775,002
– Mainland China	– 中國大陸	143,105	95,344	471,316	–	–	–	–	709,765
Advances to associates	墊付聯營公司款項								
– Hong Kong	– 香港	7,068	210	127	–	–	2	1,494	8,901
– Mainland China	– 中國大陸	997,681	59,893	688,166	–	–	–	–	1,745,740
Reportable segment assets	可呈報分類資產	10,936,961	21,880,765	19,775,219	–	5,397,016	1,261,879	1,871,701	61,123,541
Assets classified as held for sale	列為持作出售之資產								9,442,062
Unallocated corporate assets	未分攤之公司資產								859,328
Consolidated total assets	綜合資產總額								71,424,931
Liabilities	負債								
Segment liabilities	分類負債								
– Hong Kong	– 香港	1,384,030	290,701	168,780	–	3	48,194	85,054	1,976,762
– Mainland China	– 中國大陸	459,798	42,676	17,844	–	–	–	20,374	540,692
– United Kingdom	– 英國	–	81,934	2,915,086	–	–	–	–	2,997,020
– Other countries	– 其他國家	–	–	–	–	1,713,785	3	–	1,713,788
Reportable segment liabilities	可呈報分類負債	1,843,828	415,311	3,101,710	–	1,713,788	48,197	105,428	7,228,262
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債								1,759,937
Unallocated corporate liabilities	未分攤之公司負債								20,784,139
Consolidated total liabilities	綜合負債總額								29,772,338
Additions to non-current assets (other than financial instruments and deferred tax assets)	非流動資產添置 (金融工具及遞延稅項資產除外)	968,203	30,619	74,909	–	–	–	189,906	

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31st December, 2014

		Reportable segments total	Adjustments for unallocated	Adjustments for realised fair value changes	Adjustments for major non-cash items	Consolidated statement of comprehensive income total
		可呈報分類總額	未分攤之調整	公平值變動之調整	主要非現金項目之調整	綜合全面收益報表總額
		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
Interest income	利息收入	739,010	-	-	-	739,010
Finance costs	財務費用	(101,160)	(293,858)	-	-	(395,018)
Net income (expenses)	收入(開支)淨額	637,850	(293,858)	-	-	343,992
Depreciation	折舊	-	(23,381)	-	-	(23,381)
Fair value changes on investment properties	投資物業之公平值變動	-	-	(286)	3,777,424	3,777,138
Costs of development recognised in respect of property project in Macau	就澳門物業項目之確認發展成本	(6,503)	-	-	-	(6,503)
Share of results of associates	攤佔聯營公司業績	91,897	-	-	95,434	187,331
Income tax (expense) credit	所得稅(開支)撥回	-	(260,390)	-	4,531	(255,859)
Non-controlling interests	非控股權益	(25,749)	17,777	-	-	(7,972)

8. 營運分類(續)

其他重大項目

截至二零一四年十二月三十一日止年度

9. OTHER INCOME

9. 其他收入

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Included in other income are:	其他收入包括：		
Building management fee income	樓宇管理費收入	159,989	207,230
Building management fee expenses	樓宇管理費開支	(141,678)	(192,105)
		18,311	15,125
Rental services income	租賃服務收入	26,137	17,636
Property management services, leasing administration services and property administration services income	物業管理服務、 租務行政服務及 物業行政服務收入	27,107	12,282
Asset management and maintenance services income	資產管理及保養服務收入	19,864	11,556
Advisory and consultancy services income	諮詢及顧問服務收入	2,330	312
Consultancy fee income	顧問費收入	237	9,227
Exchange gain, net	匯兌收益淨額	8,908	-
Reversal of impairment in respect of other receivable and interest thereon	撥回其他應收款項之減值及 相關利息	7,318	-
Forfeiture of deposits received on sales of stock of properties	沒收銷售物業存貨按金	12	264

10. INVESTMENT INCOME, NET

10. 投資收入淨額

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets at fair value through profit or loss classified as held-for-trading:	通過損益以反映公平值被分類為持作買賣之金融資產：		
Unrealised gain arising on change in fair value	公平值變動而產生之未變現收益	24,159	44,009
Financial assets designated as at fair value through profit or loss:	指定為通過損益以反映公平值之金融資產：		
Unrealised gain (loss) arising on change in fair value	公平值變動而產生之未變現收益(虧損)	309,369	(446,541)
Realised loss arising on change in fair value	公平值變動而產生之已變現虧損		
– Change in fair value	– 公平值變動	(29,523)	(122,538)
– Exchange component of change	– 匯兌部分變動	(4,139)	(16,551)
Net gain (loss) arising on change in fair value of financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產因公平值變動而產生之收益(虧損)淨額	275,707	(585,630)
Impairment loss for an available-for-sale investment	待售投資減值虧損	(3,899)	(12,983)
Other investment income, net	其他投資收入淨額	14,992	15,416
Dividend income on:	股息收入來自：		
Listed investments	上市投資	34,242	38,208
Unlisted investments	非上市投資	32,400	420,893
Interest income	利息收入	762,415	738,243
		1,140,016	658,156

Included in interest income are interests from bonds of approximately HK\$521,683,000 (2014: interests from bonds and preference shares of HK\$684,432,000) and imputed interest income from deferred consideration of approximately HK\$209,265,000 (2014: nil).

利息收入之中包括債券利息約為521,683,000港元(二零一四年:債券及優先股利息684,432,000港元)及遞延代價所產生之名義利息收入約為209,265,000港元(二零一四年:無)。

11. OTHER EXPENSES

Included in other expenses are:	其他開支包括：
Interest on sales deposits repaid to promissory purchasers of property project in Macau	退還予澳門物業項目預約買方銷售按金之利息開支
Pre-operating expenses for hotel	酒店營運前期開支

11. 其他開支

2015 HK\$'000 千港元	2014 HK\$'000 千港元
-	61,405
-	60,714

12. ASSETS CLASSIFIED AS HELD FOR SALE/
LIABILITIES DIRECTLY ASSOCIATED WITH
ASSETS CLASSIFIED AS HELD FOR SALE

(a) Pioneer Time Disposal on 15th January, 2016

During the year ended 31st December, 2015, Great System Investment Limited ("Great System"), an indirect wholly-owned subsidiary of the Company, and Shengyu (BVI) Limited ("Shengyu"), a wholly-owned subsidiary of Evergrande Real Estate Group Limited which is independent of and not connected with the Company, entered into an equity and debt transfer agreement, pursuant to which Great System agreed to sell and Shengyu agreed to acquire the entire issued share capital of Pioneer Time Investment Limited ("Pioneer Time"), an indirect wholly-owned subsidiary of the Company ("Pioneer Time Disposal"). Pioneer Time held the property known as MassMutual Tower in Hong Kong.

The Pioneer Time Disposal was completed on 15th January, 2016 at a consideration of approximately HK\$12,448,280,000 (after adjustment). As at 31st December, 2015, a deposit of HK\$1,250,000,000 has been received by the Group and included in deposits and receipts in advance. As a result of the Pioneer Time Disposal, the assets and liabilities of Pioneer Time have been presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale respectively in the consolidated statement of financial position as at 31st December, 2015 in accordance with HKFRS 5.

Details of the Pioneer Time Disposal were set out in the announcement of the Company dated 12th November, 2015 and the circular of the Company dated 3rd December, 2015.

12. 列為持作出售之資產／與列為
持作出售之資產直接相關之負債

(a) 於二零一六年一月十五日之Pioneer Time出售

截至二零一五年十二月三十一日止年度內，開程投資有限公司（「開程」）（本公司之一間間接全資擁有附屬公司）與盛譽（BVI）有限公司（「盛譽」）（為恒大地產集團有限公司之一間全資擁有附屬公司（獨立於本公司且與其概無關連））訂立一項股權及債權轉讓協議。據此，開程同意出售及盛譽同意購買Pioneer Time Investment Limited（「Pioneer Time」）（本公司之一間間接全資擁有附屬公司）之全部已發行股本（「Pioneer Time出售」）。Pioneer Time持有位於香港名為美國萬通大廈之物業。

Pioneer Time出售於二零一六年一月十五日完成，代價約為12,448,280,000港元（經調整後）。於二零一五年十二月三十一日，本集團已收取按金1,250,000,000港元並計入按金及預收款項內。由於Pioneer Time出售，Pioneer Time之資產及負債按香港財務報告準則第5號於二零一五年十二月三十一日之綜合財務狀況報表分別呈列於列為持作出售之資產及與列為持作出售之資產直接相關之負債。

Pioneer Time出售之詳情已載列於本公司日期為二零一五年十一月十二日之公布及二零一五年十二月三日之通函內。

12. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

(b) Silvercord Disposal on 13th January, 2015

During the year ended 31st December, 2014, (a)(i) Super Series Limited (“Super Series”), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Super Series; (iii) Fly High Target Limited (“Fly High Target”), a company wholly-owned by Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”), a substantial shareholder and a controlling shareholder of the Company; and (iv) Mr. Joseph Lau, being the guarantor of Fly High Target, entered into sale and purchase agreements, namely “Silvercord First SP Agreement” and “Silvercord Second SP Agreement”, pursuant to which Super Series agreed to sell and Fly High Target agreed to acquire the entire issued share capital of Brass Ring Limited (“Brass Ring”) and Union Leader Limited (“Union Leader”) respectively, both are indirect wholly-owned subsidiaries of the Company; and (b)(i) Chinese Estates, Limited (“CEL”), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CEL; (iii) Coast Field Ltd. (“Coast Field”), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Coast Field, entered into a sale and purchase agreement, namely “Silvercord Third SP Agreement”, pursuant to which CEL agreed to sell and Coast Field agreed to acquire the entire issued share capital of Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited) (“CE Finance”), an indirect wholly-owned subsidiary of the Company.

The disposal of Brass Ring, Union Leader, CE Finance and their respective subsidiaries (collectively “Silvercord Group”) (“Silvercord Disposal”) was completed on 13th January, 2015. As a result of the Silvercord Disposal, the consolidated assets and liabilities of the Silvercord Group have been presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale respectively in the consolidated statement of financial position as at 31st December, 2014 in accordance with HKFRS 5.

Further details of the Silvercord Disposal are set out in Note 41(d).

12. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債 (續)

(b) 於二零一五年一月十三日之銀高出售

截至二零一四年十二月三十一日止年度內，(a)(i) Super Series Limited (「Super Series」)，本公司之一間間接全資擁有附屬公司；(ii) 本公司，作為Super Series擔保人；(iii) Fly High Target Limited (「Fly High Target」)，一間由劉鑾雄先生 (「劉鑾雄先生」) (本公司一位主要股東及控股股東) 全資擁有之公司；及(iv) 劉鑾雄先生，作為Fly High Target擔保人，訂立買賣協議 (名為「銀高第一買賣協議」及「銀高第二買賣協議」)。據此，Super Series同意出售及Fly High Target同意購買Brass Ring Limited (「Brass Ring」) 及 Union Leader Limited (「Union Leader」) (彼等均為本公司間接全資擁有附屬公司) 之全部已發行股本；及(b)(i) 華人置業有限公司 (「華置」)，本公司之一間直接全資擁有附屬公司；(ii) 本公司，作為華置擔保人；(iii) Coast Field Ltd. (「Coast Field」)，一間由劉鑾雄先生全資擁有之公司；及(iv) 劉鑾雄先生，作為Coast Field擔保人，訂立一項買賣協議 (名為「銀高第三買賣協議」)。據此，華置同意出售及Coast Field同意購買中華財務有限公司 (現稱為銀高財務有限公司) (「中華財務」) (本公司一間間接全資擁有附屬公司) 之全部已發行股本。

出售Brass Ring、Union Leader、中華財務及彼等各自之附屬公司 (統稱「銀高集團」) (「銀高出售」) 於二零一五年一月十三日完成。由於銀高出售，銀高集團之綜合資產及負債按香港財務報告準則第5號於二零一四年十二月三十一日之綜合財務狀況報表分別呈列於列為持作出售之資產及與列為持作出售之資產直接相關之負債。

銀高出售之進一步詳情已載列於附註41(d)。

12. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

(c) Disposals of certain shops or units of an investment property in Hong Kong ("Properties")

During the year ended 31st December, 2013, an indirect wholly-owned subsidiary of the Company ("Vendor") has entered into a series of preliminary sale and purchase agreements ("Preliminary Agreements") with independent third parties and three companies wholly-owned by a close family member of a then Director (who resigned from his office of Director on 14th March, 2014) and a controlling shareholder of the Company (collectively "Properties Purchasers"). Pursuant to the Preliminary Agreements, the Vendor would sell the Properties to the Properties Purchasers upon the terms and conditions contained therein. Sales of the remaining 5 shops of the Properties were completed during the year ended 31st December, 2014. Net fair value loss of approximately HK\$286,000 was recognised in the consolidated statement of comprehensive income for the year ended 31st December, 2014.

The fair value of investment properties was based on the valuation performed by independent valuers. Details of the valuers, valuation techniques and key inputs were set out in Note 21.

12. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債 (續)

(c) 出售位於香港一個投資物業之若干店舖 或單位(「物業」)

於截至二零一三年十二月三十一日止年度內，本公司之一間間接全資擁有附屬公司(「賣方」)與獨立第三方及三間由一位與當時之董事(彼於二零一四年三月十四日辭任董事之職務)兼本公司控股股東關係密切之家庭成員全資擁有之公司(統稱「物業買方」)訂立一連串臨時買賣協議(「臨時協議」)。根據臨時協議，賣方將依據臨時協議列明之條款及條件出售該物業予物業買方。出售餘下物業之五個店舖已於截至二零一四年十二月三十一日止年度內完成。於截至二零一四年十二月三十一日止年度之綜合全面收益報表內確認公平值虧損淨額約286,000港元。

投資物業之公平值乃採納獨立估值師之估值。估值師、估值技術及主要數據之詳情載列於附註21內。

12. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

At the end of the reporting period, the major classes of assets and liabilities classified as assets held for sale and liabilities directly associated with assets classified as held for sale correspondingly are as follows:

12. 列為持作出售之資產／與列為 持作出售之資產直接相關之負債 (續)

於報告期末，相應地分類為列為持作出售之資產及與列為持作出售之資產直接相關之負債之主要資產及負債類別如下：

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Assets classified as held for sale	列為持作出售之資產		
Investment properties	投資物業	8,657,600	9,388,280
Property, plant and equipment	物業、廠房及設備	505,585	2
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	4,539	30,098
Tax recoverable	可收回稅款	-	2
Pledged deposits	抵押存款	59,313	-
Bank balances and cash	銀行結餘及現金	12,234	23,680
		9,239,271	9,442,062
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債		
Creditors and accruals	應付賬項及應計款項	2,910	4,661
Deposits and receipts in advance	按金及預收款項	46,265	187,950
Tax liabilities	稅項負債	6,214	28,000
Borrowings	借貸	1,785,000	1,500,000
Deferred tax liabilities	遞延稅項負債	17,607	39,326
		1,857,996	1,759,937
Amounts recognised in other comprehensive income and accumulated in equity relating to non-current assets held for sale	有關持作出售之非流動資產於其他全面收益中確認及累積於股本權益之款項		
Properties revaluation reserve	物業重估儲備	127,054	-

13. PROFIT FOR THE YEAR

13. 本年度溢利

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the year has been arrived at after (charging) crediting:	本年度溢利已(扣除)計入:		
Total staff costs:	僱員成本總額:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	(256,098)	(271,205)
Retirement benefits scheme contributions, net of forfeited contributions of approximately HK\$794,000 (2014: HK\$1,173,000)	退休福利計劃供款, 扣除已沒收供款約794,000港元(二零一四年: 1,173,000港元)	(9,782)	(8,892)
		(265,880)	(280,097)
Auditors' remuneration	核數師酬金		
– Current year	– 本年度	(2,858)	(3,005)
– Underprovision in prior years	– 過往年度撥備不足	(118)	(16)
Depreciation	折舊	(55,832)	(23,381)
Exchange loss, net	匯兌虧損淨額	–	(4,151)
Cost of trading properties recognised	買賣物業成本確認	(71,132)	(225,674)
Cost of cosmetic products recognised	化妝品成本確認	(3,479)	(3,669)
Cost of inventories for hotel recognised	酒店存貨成本確認	(5,389)	(3,499)
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項(已計入攤佔聯營公司業績)	(82,440)	(23,989)
Gross proceeds on sale of investments held-for-trading	出售持作買賣之投資之所得款項總額	720,079	466,881
Carrying amount on investments held-for-trading disposed	出售持作買賣之投資之賬面值	(721,451)	(436,882)
Transaction costs on investments held-for-trading disposed	出售持作買賣之投資之交易成本	(1,043)	(925)
Net (loss) gain on sales of investments held-for-trading included in revenue	計入收入內之持作買賣之投資之(虧損)收益淨額	(2,415)	29,074
Gross rental income from investment properties	投資物業租金收入總額	1,325,875	1,939,378
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直接經營開支	(81,303)	(89,972)
Direct operating expenses from investment properties that did not generate rental income during the year	本年度並無產生租金收入之投資物業直接經營開支	(12,344)	(2,041)
		1,232,228	1,847,365

14. FINANCE COSTS

14. 財務費用

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank loans	銀行貸款	324,020	483,606
Other loans	其他貸款	17,304	22,130
Amount due to a non-controlling shareholder	欠負一間非控股股東款項	16,920	16,880
Total interest	利息總額	358,244	522,616
Exchange gain on translation of foreign currency loans, net	外幣貸款匯兌收益淨額	(9,281)	(32,803)
Other finance costs	其他財務費用	36,157	47,492
		385,120	537,305
Less: Interest capitalised to stock of properties under development	減：撥充發展中物業存貨資本化之利息	(284)	(1,251)
Interest capitalised to investment properties under development	撥充發展中投資物業資本化之利息	(67,971)	(141,036)
		316,865	395,018

15. OTHER GAINS AND LOSSES, NET

15. 其他收益及虧損淨額

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Gain on disposals of subsidiaries	出售附屬公司之收益		
– Chengdu Project (note (i))	– 成都項目(附註(i))	707,492	–
Gain on disposal of subsidiaries	出售附屬公司之收益		
– One Group (note (ii))	– One集團(附註(ii))	212,332	–
Gain on disposal of a subsidiary	出售一間附屬公司之收益		
– Chongqing Project (note (iii))	– 重慶項目(附註(iii))	118,421	–
Loss on disposals of subsidiaries	出售附屬公司之虧損		
– Silvercord Group (note (iv))	– 銀高集團(附註(iv))	(97,235)	–
Gain on disposal of subsidiaries	出售附屬公司之收益		
– Moon Ocean Group (note (v))	– Moon Ocean集團(附註(v))	–	2,917,579
Underprovision for rental guarantee (note (vi))	租金擔保撥備不足(附註(vi))	(8)	(5,146)

15. OTHER GAINS AND LOSSES, NET (Cont'd)

Notes:

- (i) Gain on disposals of subsidiaries arose from the disposals of the Group's entire issued share capital of Lucky Benefit Limited ("Lucky Benefit") and Rising Sheen Limited ("Rising Sheen"), both are indirect wholly-owned subsidiaries of the Company, and their respective subsidiaries (collectively "Chengdu Project") ("Chengdu Project Disposal") on 30th July, 2015. Chengdu Project held property projects located at Chengdu, the PRC, known as Splendid City, The Metropolis and Chinese Estates Plaza, together with an investment in the PRC Partnership (defined thereafter in Note 27 – note (iii)). Details of the Chengdu Project Disposal are set out in Note 41(b).
- (ii) Gain on disposal of subsidiaries arose from the disposal of the Group's entire issued share capital of Asian East Limited ("Asian East"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries (collectively "One Group") ("One Disposal") on 15th July, 2015. One Group held the property known as The ONE in Hong Kong. Details of the One Disposal are set out in Note 41(c).
- (iii) Gain on disposal of a subsidiary arose from the disposal of the Group's entire issued share capital of Million Castle Investments Limited ("Million Castle"), an indirect wholly-owned subsidiary of the Company ("Chongqing Project") ("Chongqing Project Disposal") on 27th October, 2015. Million Castle indirectly held 25% interests in a property project located at Chongqing, the PRC, known as The Coronation. Details of the Chongqing Project Disposal are set out in Note 41(a).
- (iv) The amount represented a loss on the Silvercord Disposal on 13th January, 2015. Silvercord Group held the property known as Silvercord in Hong Kong. Details of the Silvercord Disposal are set out in Note 41(d).
- (v) Gain on disposal of subsidiaries arose from the disposal of the Group's entire issued share capital of Value Eight Limited ("Value Eight"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries (collectively "Moon Ocean Group") ("Moon Ocean Disposal") on 31st October, 2014. Moon Ocean Group held certain plots of land in Macau Special Administrative Region of the PRC ("Macau"). Details of the Moon Ocean Disposal are set out in Note 41(e).
- (vi) The amount represented underprovision in rental guarantee provided to the Properties Purchasers in prior years.

15. 其他收益及虧損淨額(續)

附註：

- (i) 出售附屬公司之收益乃來自於二零一五年七月三十日出售本集團於Lucky Benefit Limited (「Lucky Benefit」)及升亮有限公司(「升亮」)(彼等均為本公司之間接全資擁有附屬公司)之全部已發行股本及彼等各自之附屬公司(統稱「成都項目」)(「成都項目出售」)。成都項目持有位於中國成都之物業項目，名為華置·西錦城·華置·都匯華庭及華置廣場以及於中國合夥企業的投資(定義見下文附註27—附註(iii))。成都項目出售之詳情載列於附註41(b)。
- (ii) 出售附屬公司之收益乃來自於二零一五年七月十五日出售本集團於Asian East Limited (「Asian East」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「One集團」)(「One出售」)。One集團持有位於香港名為The ONE之物業。One出售之詳情載列於附註41(c)。
- (iii) 出售一間附屬公司之收益乃來自於二零一五年十月二十七日出售本集團於Million Castle Investments Limited (「Million Castle」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本(「重慶項目」)(「重慶項目出售」)。Million Castle間接持有一項位於中國重慶名為御龍天峰之物業項目之25%權益。重慶項目出售之詳情載列於附註41(a)。
- (iv) 款項乃指於二零一五年一月十三日銀高出售之虧損。銀高集團持有位於香港名為新港中心之物業。銀高出售之詳情載列於附註41(d)。
- (v) 出售附屬公司之收益乃來自於二零一四年十月三十一日出售本集團於Value Eight Limited (「Value Eight」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「Moon Ocean集團」)(「Moon Ocean出售」)。Moon Ocean集團持有位於中國澳門特別行政區(「澳門」)之若干塊土地。Moon Ocean出售之詳情載列於附註41(e)。
- (vi) 款項乃指於過往年度為物業買家所提供租金擔保之撥備不足。

16. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the nine (2014: nine) Directors were as follows:

16. 董事酬金

已付或應付予九名董事（二零一四年：九名）各自之袍金及其他酬金如下：

	2015				2014			
	Fee	Salaries and other emoluments	Retirement benefit contributions	Total	Fee	Salaries and other emoluments	Retirement benefit contributions	Total
	袍金	薪金及其他酬金	退休福利計劃供款	總額	袍金	薪金及其他酬金	退休福利計劃供款	總額
	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
Mr. Joseph Lau, Luen-hung (note (i)) 劉鑾雄先生 (附註(i))	-	-	-	-	-	3,677	4	3,681
Mr. Lau, Ming-wai (note (ii)) 劉鳴煒先生 (附註(ii))	50	14,152	15	14,217	75	12,350	14	12,439
Ms. Chan, Sze-wan (note (iii)) 陳詩韻女士 (附註(iii))	-	817	67	884	-	694	57	751
Ms. Chan, Lok-wan (note (iv)) 陳諾韻女士 (附註(iv))	-	139	11	150	-	-	-	-
Mr. Lam, Kwong-wai 林光蔚先生	-	2,190	189	2,379	-	2,087	180	2,267
Ms. Lui, Lai-kwan (note (v)) 呂麗君女士 (附註(v))	-	193	6	199	-	600	17	617
Ms. Amy Lau, Yuk-wai 劉玉慧女士	240	-	-	240	240	-	-	240
Mr. Chan, Kwok-wai 陳國偉先生	300	-	-	300	300	-	-	300
Ms. Phillis Loh, Lai-ping 羅麗萍女士	300	-	-	300	300	-	-	300
Mr. Ma, Tsz-chun 馬時俊先生	300	-	-	300	300	-	-	300
	1,190	17,491	288	18,969	1,215	19,408	272	20,895

Notes:

- (i) Mr. Joseph Lau, Luen-hung resigned as executive Director and chief executive officer of the Company on 14th March, 2014.
- (ii) Mr. Lau, Ming-wai was (a) re-designated from non-executive Director to executive Director and appointed as acting chief executive officer of the Company with effect from 14th March, 2014; (b) re-designated from acting chief executive officer to chief executive officer of the Company with effect from 15th April, 2014; and (c) resigned as chief executive officer of the Company and re-designated from executive Director to non-executive Director with effect from 1st November, 2015.
- (iii) Ms. Chan, Sze-wan was appointed as chief executive officer of the Company with effect from 1st November, 2015.
- (iv) Ms. Chan, Lok-wan was appointed as executive Director with effect from 27th July, 2015.
- (v) Ms. Lui, Lai-kwan resigned as executive Director with effect from 27th April, 2015.

附註：

- (i) 劉鑾雄先生於二零一四年三月十四日辭任本公司之執行董事及行政總裁之職務。
- (ii) 劉鳴煒先生(a)自二零一四年三月十四日起由本公司之非執行董事調任為執行董事並獲委任為署理行政總裁；(b)自二零一四年四月十五日起由本公司之署理行政總裁調任為行政總裁；及(c)自二零一五年十一月一日起辭任本公司之行政總裁職務並由執行董事調任為非執行董事。
- (iii) 陳詩韻女士自二零一五年十一月一日起獲委任為本公司之行政總裁。
- (iv) 陳諾韻女士自二零一五年七月二十七日起獲委任為本公司之執行董事。
- (v) 呂麗君女士自二零一五年四月二十七日起辭任本公司之執行董事之職務。

16. DIRECTORS' EMOLUMENTS (Cont'd)

No Directors waived any emoluments for the years ended 31st December, 2015 and 2014.

Details of material interests of the Directors in transactions, arrangements or contracts entered into by subsidiaries of the Company are disclosed in the Directors' Report of this annual report.

17. EMPLOYEES' EMOLUMENTS**(a) Five highest paid individuals**

Of the five individuals with the highest emoluments in the Group, one (2014: two) was a Director(s), details of his/their emoluments were included in Note 16. The emoluments of the remaining four (2014: three) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the four (2014: three) individuals were within the following bands:

HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元
HK\$3,000,001 – HK\$3,500,000	3,000,001港元 – 3,500,000港元
HK\$4,000,001 – HK\$4,500,000	4,000,001港元 – 4,500,000港元
HK\$4,500,001 – HK\$5,000,000	4,500,001港元 – 5,000,000港元

During the years ended 31st December, 2015 and 2014, no emoluments were paid by the Group to the five highest paid individuals, or Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

16. 董事酬金 (續)

董事概無於截至二零一五年及二零一四年十二月三十一日止年度內放棄收取任何酬金。

與本公司之附屬公司訂立交易、安排或合同之董事的重大利益之詳情載於本年報之董事會報告書內。

17. 僱員酬金**(a) 五名最高薪酬人士**

本集團五名最高酬金人士中，一名（二零一四年：兩名）為董事，彼之酬金詳情已於附註16披露。其餘四名（二零一四年：三名）個別人士之酬金如下：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
11,153	11,318
446	421
11,599	11,739

該四名（二零一四年：三名）個別人士之酬金幅度如下：

Number of employees	
僱員人數	
2015	2014
1	–
1	1
2	–
–	1
–	1

於截至二零一五年及二零一四年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

17. EMPLOYEES' EMOLUMENTS (Cont'd)

(b) Emoluments of senior management

Other than the one (2014: two) senior management whose emolument(s) has/have been disclosed in the five highest paid individuals (Note 17(a)), the emoluments of the remaining senior management whose profiles are included in the "Profiles of Senior Executives" section of this annual report, were within the following bands:

HK\$1,500,001 – HK\$2,000,000	1,500,001港元–2,000,000港元
HK\$2,000,001 – HK\$2,500,000	2,000,001港元–2,500,000港元

17. 僱員酬金 (續)

(b) 高級管理層之酬金

除載列於五名最高薪酬人士(附註17(a))之一名(二零一四年:兩名)高級管理層之酬金外,載於本年報「高級行政人員簡介」內的剩餘高級管理層之酬金幅度如下:

Number of employees	
僱員人數	
2015	2014
1	2
1	–

18. INCOME TAX EXPENSE

The charge comprises:

Current tax:

Hong Kong Profits Tax
Other than Hong Kong

(Overprovision) underprovision in prior years:

Hong Kong Profits Tax
Other than Hong Kong

Deferred tax:

Current year charge
Overprovision in prior years

支出包括:

當期稅項:

香港利得稅
香港以外地區

過往年度(超額撥備)撥備不足:

香港利得稅
香港以外地區

遞延稅項:

本年度支出
過往年度超額撥備

18. 所得稅開支

2015	2014
HK\$'000	HK\$'000
千港元	千港元
112,077	152,687
218,050	65,490
330,127	218,177
399	270
(16,482)	14,293
(16,083)	14,563
162,351	23,126
–	(7)
162,351	23,119
476,395	255,859

18. INCOME TAX EXPENSE (Cont'd)

Hong Kong Profits Tax is calculated at 16.5% (2014: 16.5%) on the estimated assessable profits for the year. PRC Enterprise Income Tax for PRC subsidiaries are calculated at PRC Enterprise Income Tax rate of 25% (2014: 25%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

During the year ended 31st December, 2015, included in the deferred tax charge for the year was an amount of approximately HK\$99,000 in respect of the Silvercord Group where the relevant deferred tax liabilities have been presented as liabilities directly associated with assets classified as held for sale.

The income tax charge for the year can be reconciled to the profit before tax per the consolidated statement of comprehensive income as follows:

18. 所得稅開支 (續)

香港利得稅乃根據本年度之估計應課稅溢利按稅率16.5% (二零一四年: 16.5%) 計算。中國附屬公司之中國企業所得稅乃按中國企業所得稅率25% (二零一四年: 25%) 計算。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

截至二零一五年十二月三十一日止年度內之遞延稅項支出包括有關銀高集團之金額約99,000港元，其相關之遞延稅項負債已呈列於與列為持作出售之資產直接相關之負債。

本年度之所得稅支出與綜合全面收益報表之除稅前溢利對賬如下：

		2015		2014	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
Profit before tax	除稅前溢利	8,196,126		9,008,758	
Tax at the Hong Kong Profits Tax rate of 16.5% (2014: 16.5%)	按香港利得稅稅率16.5% (二零一四年: 16.5%) 計算之稅項	1,352,361	16.5	1,486,445	16.5
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	(107,201)	(1.3)	(30,910)	(0.3)
Tax effect of income not taxable for tax purposes	就稅務而言無須課稅收入之稅務影響	(947,194)	(11.6)	(1,400,091)	(15.5)
Tax effect of expenses not deductible for tax purposes	就稅務而言不可扣減開支之稅務影響	263,732	3.2	146,469	1.6
Tax effect on accelerated accounting depreciation over tax depreciation previously over (not) provided	過往超額撥備 (未撥備) 之加速會計折舊超過稅務折舊之稅務影響	577	-	(6,810)	(0.1)
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	(39,708)	(0.5)	(31,264)	(0.4)
Tax effect of tax losses not recognised (Overprovision) underprovision in prior years	未確認之稅務虧損之稅務影響 (過往年度 (超額撥備) 撥備不足)	(16,083)	(0.2)	14,556	0.2
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適用之不同稅率之影響	(76,589)	(0.9)	12,837	0.1
Tax charge for the year	本年度稅項支出	476,395	5.8	255,859	2.8

19. DIVIDENDS

19. 股息

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
(a) Final dividend for 2014 paid on 5th June, 2015 of HK1 cent (2013: HK50 cents) per share	(a) 於二零一五年六月五日已派付之二零一四年末期股息每股1港仙(二零一三年: 50港仙)	19,076	953,810
(b) Interim dividend for 2015 paid on 14th September, 2015 of HK30 cents (2014: HK30 cents) per share	(b) 於二零一五年九月十四日已派付之二零一五年中期股息每股30港仙(二零一四年: 30港仙)	572,286	572,286
(c) Special interim dividend declared on 16th December, 2014 and paid on 13th January, 2015 of HK\$4 per share	(c) 於二零一四年十二月十六日宣派並於二零一五年一月十三日已派付之特別中期股息每股4港元	7,630,476	-
(d) Special interim dividend paid on 15th July, 2015 of HK\$2.6 per share	(d) 於二零一五年七月十五日已派付之特別中期股息每股2.6港元	4,959,810	-
(e) Special interim dividend paid on 14th September, 2015 of HK\$1.2 per share	(e) 於二零一五年九月十四日已派付之特別中期股息每股1.2港元	2,289,143	-
(f) Special interim dividend paid on 31st October, 2014 of HK\$2.55 per share	(f) 於二零一四年十月三十一日已派付之特別中期股息每股2.55港元	-	4,864,428
Total dividends paid	已派付股息總額	15,470,791	6,390,524

On 21st December, 2015, the board of Directors declared a conditional special interim dividend of HK\$2 per share, which is conditional upon completion of the Pioneer Time Disposal.

Subsequent to the end of the reporting period, the completion of the Pioneer Time Disposal took place on 15th January, 2016 and the payment of the conditional special interim dividend was made on 20th January, 2016.

Final dividend for the year of HK1 cent (2014: HK1 cent) per share has been proposed by the board of Directors and is subject to shareholders' approval at the forthcoming annual general meeting of the Company.

於二零一五年十二月二十一日，董事會宣派附有條件之特別中期股息每股2港元，須待Pioneer Time出售成交後方可作實。

於報告期末後，Pioneer Time出售於二零一六年一月十五日完成，並於二零一六年一月二十日派付附有條件之特別中期股息。

董事會建議宣派本年度之末期股息每股1港仙(二零一四年: 1港仙)，有待股東於本公司之應屆股東週年大會上批准。

20. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings:	盈利：
Earnings for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之盈利
Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度之溢利

本公司擁有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
7,727,208	8,744,927

Number of shares:	股份數目：
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之普通股加權平均數

Number of shares	
股份數目	
2015	2014
1,907,619,079	1,907,619,079

Diluted earnings per share for the years ended 31st December, 2015 and 2014 were the same as the basic earnings per share as there were no diluting events during both years.

截至二零一五年及二零一四年十二月三十一日止年度，由於並無攤薄事項，故上述兩年度之每股攤薄盈利與每股基本盈利相同。

21. INVESTMENT PROPERTIES

21. 投資物業

		Fair value		Cost		Total
		公平值		成本		
		Completed properties	Properties under construction	Properties under construction		Total
		落成物業	興建中物業	興建中物業		總額
		HK\$'000	HK\$'000	HK\$'000		HK\$'000
		千港元	千港元	千港元		千港元
At 1st January, 2014	於二零一四年一月一日	40,506,665	534,000	4,511,949		45,552,614
Additions	添置	54,457	–	–		54,457
Construction costs incurred	產生之建築成本	–	33,790	934,413		968,203
Overprovision of construction costs incurred in prior years	過往年度建築成本超額撥備	(2,075)	–	–		(2,075)
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	128,768	–	(128,768)		–
Transfer to property, plant and equipment (Note 22)	轉撥至物業、廠房及設備 (附註22)	–	–	(1,003,774)		(1,003,774)
Transfer from stock of properties	從物業存貨轉撥	18,926	–	–		18,926
Transfer to assets classified as held for sale	轉撥至列為持作出售之資產	(9,295,080)	–	–		(9,295,080)
Exchange adjustments	匯兌調整	(287,565)	–	(157,137)		(444,702)
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值增加					
– unrealised	– 未變現	3,619,014	65,210	–		3,684,224
Disposals	出售	(3,870)	–	–		(3,870)
At 31st December, 2014	於二零一四年十二月三十一日	34,739,240	633,000	4,156,683		39,528,923
Additions	添置	19,203	–	–		19,203
Construction costs incurred	產生之建築成本	–	95,570	124,231		219,801
Transfer to stock of properties	轉撥至物業存貨	–	(958,000)	–		(958,000)
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	840,901	–	(840,901)		–
Transfer to assets classified as held for sale	轉撥至列為持作出售之資產	(8,657,600)	–	–		(8,657,600)
Exchange adjustments	匯兌調整	(218,246)	–	(4,410)		(222,656)
(Decrease) increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值(減少)增加					
– realised	– 已變現	(4,860)	–	–		(4,860)
– unrealised	– 未變現	4,464,654	229,430	–		4,694,084
Disposals of subsidiaries (Note 41(b), (c))	出售附屬公司 (附註41(b)、(c))	(9,171,029)	–	(3,435,603)		(12,606,632)
Disposal	出售	(71,000)	–	–		(71,000)
Carrying amounts At 31st December, 2015	賬面值 於二零一五年十二月三十一日	21,941,263	–	–		21,941,263

21. INVESTMENT PROPERTIES (Cont'd)

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes (including those classified as held for sale) are measured using the fair value model and are classified and accounted for as investment properties.

Property valuations as at 31st December, 2015 and 2014 were carried out by B.I. Appraisals Limited ("B.I. Appraisals") and Vigers Appraisal and Consulting Limited ("Vigers Appraisal"), independent qualified professional valuers, in respect of the Group's investment properties in Hong Kong and Mainland China. For the investment property in the United Kingdom, the valuations as at 31st December, 2015 and 2014 were carried out by Peak Vision Appraisals Limited ("Peak Vision Appraisals"), another independent qualified professional valuer. The valuers have recent relevant experience in the valuation of similar properties in the relevant locations.

At the end of the reporting period, the management of the Group discussed with the independent qualified professional valuers about the appropriate valuation techniques and key inputs for Level 3 fair value measurements.

The valuation reports for the investment properties as at 31st December, 2015 are signed by the respective director of B.I. Appraisals, Vigers Appraisal and Peak Vision Appraisals, who are members of The Hong Kong Institute of Surveyors and/or The Royal Institution of Chartered Surveyors. The valuations were performed in accordance with "The HKIS Valuation Standards 2012 Edition" published by The Hong Kong Institute of Surveyors and/or "The RICS Valuation – Professional Standards January 2014" published by The Royal Institution of Chartered Surveyors.

21. 投資物業 (續)

根據營業租約持有以賺取租金或資本增值之本集團所有物業權益(包括列為持作出售之物業)乃採用公平價值模式計量,並分類及入賬列作投資物業。

獨立合資格專業估值師保柏國際評估有限公司(「保柏國際評估」)及威格斯資產評估顧問有限公司(「威格斯評估」)已就本集團於二零一五年及二零一四年十二月三十一日位於香港及中國大陸之投資物業進行物業估值。至於位於英國之投資物業,其估值由另一獨立合資格專業估值師滂鋒評估有限公司(「滂鋒評估」)於二零一五年及二零一四年十二月三十一日進行估值。估值師近期亦有評估相關地點同類物業之經驗。

於報告期末,本集團之管理層與獨立合資格專業估值師討論有關適合第三級公平價值計量之估值技術及主要數據。

於二零一五年十二月三十一日,投資物業之估值報告由保柏國際評估、威格斯評估及滂鋒評估各自之董事(彼為香港測量師學會會員及/或皇家特許測量師學會會員)簽署。該等估值乃遵守香港測量師學會所頒布之「香港測量師學會評估準則二零一二年版本」及/或皇家特許測量師學會所頒布之「RICS估值—專業標準(二零一四年一月)」進行。

21. INVESTMENT PROPERTIES (Cont'd)

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, and/or direct comparison method, as appropriate. The investment method relying on the capitalisation of rental income is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy status. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions, the assumed occupancy rate and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets.

For the Group's investment properties under construction at fair value, their fair values are determined by direct comparison method by making reference to comparable transactions as available in the relevant markets. It has also taken into account the construction costs that will be expended to complete the developments to reflect the development potential of the properties and the quality of the completed developments. The key assumptions include present value of completed properties, period of development, outstanding construction costs, finance costs, other professional costs, risk associated with completing the projects and generating income after completion and investors' return as a percentage of value or cost.

For the Group's investment properties under construction at cost, when their fair values were not reliably measurable, they were measured at cost, less any impairment loss, until the earlier of the date of construction is completed and the date at which fair value become reliably measurable.

21. 投資物業 (續)

每項投資物業之公平值於各報告期末根據其市值，並採納投資法及／或直接比較法（按適用情況而定）而個別釐定。投資法乃依據資本化租金收入，並以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃狀況。每項投資物業之公平值反映（其中包括）現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設、假設出租率及復歸回報率。於釐定主要估值因素（包括租約期限之回報率及復歸回報率）時須由估值師作出判斷。有關回報率於採納時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照有關市場上可供比較之銷售證據。

就本集團按公平值之興建中投資物業而言，其公平值乃參照相關市場上所得之可供比較交易以直接比較法釐定。公平值亦已計及為完成發展項目將支銷之建築成本，以反映物業之發展潛力及發展項目落成後之質量。關鍵假設包括落成物業之現值、發展期、未付建築成本、財務費用、其他專業費用、與完成項目相關之風險，以及落成後所得收入與投資者回報佔估值或成本之百分比。

就本集團按成本之興建中投資物業而言，當其公平值無法可靠地釐定時，則按成本減任何減值虧損計量，直至完成興建之日或公平值能夠可靠地釐定之日（以較早者為準）為止。

21. INVESTMENT PROPERTIES (Cont'd)

The following tables analysed the investment properties which are measured at fair value at the end of the reporting period into the three-level hierarchy as defined in HKFRS 13 "Fair Value Measurement" which is further elaborated in Note 3.

Recurring fair value measurements:
Completed properties (note) 經常性公平值計量：
落成物業（附註）

Recurring fair value measurements:
Completed properties (note) 經常性公平值計量：
落成物業（附註）
Properties under construction 興建中物業

Note: Included those classified as held for sale of approximately HK\$8,657,600,000 (2014: HK\$9,388,280,000) which were categorised as Level 3 fair value measurement.

Certain investment properties located in Hong Kong and Mainland China categorised as Level 2 fair value measurement are determined using direct comparison method with reference to the recent selling prices of comparable properties on a price per square foot basis which are adjusted to reflect the conditions and locations of the related properties.

21. 投資物業（續）

下表為於報告期末以公平值計量之投資物業之三級分級制（定義見香港財務報告準則第13號「公平值計量」）分析及於附註3作進一步詳述。

At 31st December, 2015			
於二零一五年十二月三十一日			
Fair value	Level 1	Level 2	Level 3
公平值	第一級	第二級	第三級
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
30,598,863	-	2,016,554	28,582,309

At 31st December, 2014			
於二零一四年十二月三十一日			
Fair value	Level 1	Level 2	Level 3
公平值	第一級	第二級	第三級
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
44,127,520	-	2,266,656	41,860,864
633,000	-	-	633,000
44,760,520	-	2,266,656	42,493,864

附註：包括分類為第三級約8,657,600,000港元（二零一四年：9,388,280,000港元）公平值計量之列為持作出售之物業。

分類為第二級公平值計量之若干位於香港及中國大陸投資物業以直接比較法釐定，參考可供比較物業之最近售價，而售價為經調整以反映有關物業之狀況及位置之每平方呎售價。

21. INVESTMENT PROPERTIES (Cont'd)

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement at the end of the reporting period are as follows:

21. 投資物業 (續)

於報告期末分類為第三級公平值計量之投資物業之估值所使用之技術及主要數據之詳情如下：

	Fair value 公平值		Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察數據	Range 範圍
	2015 HK\$'000 千港元	2014 HK\$'000 千港元			
Properties held for investment in Hong Kong 位於香港之持作投資物業	23,156,440	35,230,700	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	2.25% to 5.00% (2014: 4.00% to 6.50%) 2.25厘至5.00厘 (二零一四年： 4.00厘至6.50厘)
Properties under construction in Hong Kong 位於香港之興建中物業	-	633,000	Direct comparison method 直接比較法	Estimated development costs 估計之發展成本	
Properties held for investment in the United Kingdom 位於英國之持作投資物業	4,037,118	4,720,079	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	4.50% to 4.75% (2014: 4.50% to 5.00%) 4.50厘至4.75厘 (二零一四年： 4.50厘至5.00厘)
Properties held for investment in Mainland China 位於中國大陸之持作投資物業	1,388,751	1,910,085	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	7.50% to 9.00% (2014: 5.50% to 9.00%) 7.50厘至9.00厘 (二零一四年： 5.50厘至9.00厘)
Total 總額	28,582,309	42,493,864			

Reversionary yield is the rate taking into account the capitalisation of rental income potential, nature of the property and prevailing market condition. Market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties. Estimated development costs are the costs to be expended to complete the properties.

The fair value measurements are negatively correlated to the reversionary yield and the estimated development costs, while positively correlated to the market rent per square foot.

復歸回報率乃計及將潛在租金收入資本化、物業性質及當時市況得出之比率。每平方呎之市場租金乃計及相關物業之市場可供直接比較交易得出之市場租金。估計之發展成本乃為完成物業將會支銷之成本。

公平值計量與復歸回報率及估計之發展成本成反比，而與每平方呎之市場租金則成正比。

21. INVESTMENT PROPERTIES (Cont'd)

21. 投資物業 (續)

Movements of investment properties which are categorised as Level 3 fair value measurement during the year are as follows:

分類為第三級公平值計量之投資物業於年內之變動如下：

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
At 1st January	於一月一日	42,493,864	38,811,870
Additions	添置	14,391	12,679
Construction costs incurred	產生之建築成本	95,570	33,790
Overprovision of construction costs incurred in prior years	過往年度建築成本超額撥備	-	(2,075)
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	840,901	128,768
Transfer (to) from stock of properties	轉撥(至)自物業存貨	(958,000)	18,926
Exchange adjustments	匯兌調整	(216,645)	(287,778)
(Decrease) increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值(減少)增加		
– realised	– 已變現	(4,860)	-
– unrealised	– 未變現	4,947,397	3,781,554
Disposals of subsidiaries	出售附屬公司	(18,559,309)	-
Disposals	出售	(71,000)	(3,870)
Carrying amounts	賬面值		
At 31st December	於十二月三十一日	28,582,309	42,493,864

There were no transfers into or out of Level 3 fair value measurement during the years ended 31st December, 2015 and 2014 and no change in valuation techniques used in prior years. In estimating the fair value of the properties, their current use equates to the highest and best use of the properties.

於截至二零一五年及二零一四年十二月三十一日止年度內，第三級公平值計量之投資物業並無轉入或轉出，而所用之估值技術與往年所用的亦無轉變。於估計物業之公平值，物業之當前用途等同其最高及最佳用途。

22. PROPERTY, PLANT AND EQUIPMENT

22. 物業、廠房及設備

		Leasehold land	Buildings	Hotel land and buildings	Furnitures, fixtures and equipment	Yachts and motor vehicles	Total
		租賃土地	樓宇	酒店土地 及樓宇	傢俬、 裝置及設備	遊艇及汽車	總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost	成本						
At 1st January, 2014	於二零一四年一月一日	445,430	98,970	-	65,508	110,476	720,384
Additions	添置	28,899	5,036	-	192,348	14,577	240,860
Transfer from investment properties (Note 21)	從投資物業轉撥(附註21)	12,671	40,179	950,924	-	-	1,003,774
Transfer to assets classified as held for sale (Note 12)	轉撥至列為持作出售之資產 (附註12)	-	-	-	(37)	-	(37)
Disposal of subsidiaries (Note 41(e))	出售附屬公司(附註41(e))	-	-	-	(381)	(580)	(961)
Disposals/written off	出售/撇銷	-	-	-	(2,214)	(8,044)	(10,258)
Exchange adjustments	匯兌調整	158	28	-	(503)	(195)	(512)
At 31st December, 2014	於二零一四年十二月三十一日	487,158	144,213	950,924	254,721	116,234	1,953,250
Additions	添置	-	-	33,859	10,198	5,101	49,158
Transfer to assets classified as held for sale (Note 12)	轉撥至列為持作出售之資產 (附註12)	(445,430)	(98,970)	-	(120)	-	(544,520)
Disposals of subsidiaries (Note 41(b), (c))	出售附屬公司(附註41(b)·(c))	(12,655)	(40,127)	(983,521)	(207,801)	(5,433)	(1,249,537)
Disposals/written off	出售/撇銷	-	-	-	(6,577)	(4,826)	(11,403)
Exchange adjustments	匯兌調整	(1,629)	(333)	(1,262)	(370)	(280)	(3,874)
At 31st December, 2015	於二零一五年十二月三十一日	27,444	4,783	-	50,051	110,796	193,074
Depreciation	折舊						
At 1st January, 2014	於二零一四年一月一日	9,463	22,800	-	46,003	92,783	171,049
Charge for the year	本年度折舊	1,636	3,122	2,273	7,169	9,181	23,381
Capitalised to stock of properties held for sale	撥充為持作出售之物業存貨資本	-	-	-	149	-	149
Transfer to assets classified as held for sale (Note 12)	轉撥至列為持作出售之資產 (附註12)	-	-	-	(35)	-	(35)
Elimination upon disposal of subsidiaries (Note 41(e))	出售附屬公司時對銷 (附註41(e))	-	-	-	(225)	(471)	(696)
Elimination upon disposals/written off	出售/撇銷時對銷	-	-	-	(752)	(7,817)	(8,569)
Exchange adjustments	匯兌調整	(4)	(5)	(22)	(221)	(104)	(356)
At 31st December, 2014	於二零一四年十二月三十一日	11,095	25,917	2,251	52,088	93,572	184,923
Charge for the year	本年度折舊	1,686	2,906	16,279	24,756	10,205	55,832
Transfer to assets classified as held for sale (Note 12)	轉撥至列為持作出售之資產 (附註12)	(11,493)	(27,416)	-	(26)	-	(38,935)
Elimination upon disposals of subsidiaries (Note 41(b), (c))	出售附屬公司時對銷 (附註41(b)·(c))	(424)	(1,210)	(18,530)	(28,399)	(923)	(49,486)
Elimination upon disposals/written off	出售/撇銷時對銷	-	-	-	(4,741)	(4,808)	(9,549)
Exchange adjustments	匯兌調整	(42)	(9)	-	40	(240)	(251)
At 31st December, 2015	於二零一五年十二月三十一日	822	188	-	43,718	97,806	142,534
Carrying amounts	賬面值						
At 31st December, 2015	於二零一五年十二月三十一日	26,622	4,595	-	6,333	12,990	50,540
At 31st December, 2014	於二零一四年十二月三十一日	476,063	118,296	948,673	202,633	22,662	1,768,327

23. INTANGIBLE ASSETS

23. 無形資產

		Trading and exchange rights	Trademark	Total
		買賣及貿易權	商標	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1st January, 2014,	於二零一四年一月一日、			
31st December, 2014 and	二零一四年十二月三十一日及			
31st December, 2015	二零一五年十二月三十一日	2,705	14,300	17,005
Amortisation and impairment	攤銷及減值			
At 1st January, 2014,	於二零一四年一月一日、			
31st December, 2014 and	二零一四年十二月三十一日及			
31st December, 2015	二零一五年十二月三十一日	2,705	14,300	17,005
Carrying amounts	賬面值			
At 31st December, 2015	於二零一五年十二月三十一日	-	-	-
At 31st December, 2014	於二零一四年十二月三十一日	-	-	-

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over five years.

上述無形資產具有既定使用年期，並以直線法按五年攤銷。

24. GOODWILL

24. 商譽

		HK\$'000
		千港元
Cost	成本	
At 1st January, 2014, 31st December, 2014 and 31st December, 2015	於二零一四年一月一日、二零一四年十二月三十一日及二零一五年十二月三十一日	370,686
Impairment	減值	
At 1st January, 2014, 31st December, 2014 and 31st December, 2015	於二零一四年一月一日、二零一四年十二月三十一日及二零一五年十二月三十一日	47,748
Carrying amounts	賬面值	
At 31st December, 2015	於二零一五年十二月三十一日	322,938
At 31st December, 2014	於二零一四年十二月三十一日	322,938

24. GOODWILL (Cont'd)

Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through certain business combinations has been allocated to the Group's CGUs, which in all cases were determined to be investment properties owned by subsidiaries. The carrying amount of goodwill (net of accumulated impairment losses) was allocated to CGUs with the following places of operation:

United Kingdom	英國
Hong Kong	香港

The recoverable amount for the CGU operated in the United Kingdom has been determined based on value-in-use calculation using five-year cash flow projections approved by the Directors. The pre-tax discount rate of approximately 7.74% (2014: 7.85%) per annum for the United Kingdom property business was applied to the cash flow projection when assessing the recoverability of the CGU containing goodwill. Full impairment for goodwill of the other businesses in Hong Kong was recognised in prior years.

There are a number of assumptions and estimates involved for the preparation of the cash flow projections. Key assumptions included gross margin and discount rates which are determined by the Directors based on past performance and its expectation for market development. The values assigned to key assumptions are based on historical experience, current market condition, approved forecasts and consistent with external information sources. Gross margin is budgeted gross margin. The discount rates used were determined with reference to weighted average cost of capital of similar companies in the industry reflected specific risks relating to the industry. The Directors believe that any reasonable possible change in any of these assumptions would not cause the aggregate carrying amounts of the CGUs to exceed their respective aggregate recoverable amount. During the years ended 31st December, 2015 and 2014, the Directors determined that there was no impairment of the goodwill.

24. 商譽 (續)

商譽減值測試

為進行減值測試，就若干業務合併產生之商譽已分配至本集團之現金產生單位，彼等全釐定為集團附屬公司所擁有之投資物業。商譽賬面值（扣除累積減值虧損）分配至不同經營地點之現金產生單位：

2015 HK\$'000 千港元	2014 HK\$'000 千港元
322,938	322,938
-	-
322,938	322,938

於英國經營之現金產生單位之商譽之可收回金額乃根據董事批准之五年現金流量預測，並參考使用價值計算法釐定。當評估含商譽之現金產生單位之可收回程度時，應用於現金流量預測，英國物業業務以稅前年貼現率約7.74厘（二零一四年：7.85厘）計算。就於香港其他業務之商譽所作之全面減值虧損已於過往年度確認。

編製現金流量預測涉及多項假設及估計。主要假設包括由董事根據過往表現及其對市場發展預測釐定之毛利及貼現率。主要假設所用價值以過往經驗、當前市況及經批准預測為依據，並符合外部資料來源。毛利率乃預算毛利率，而所採用之貼現率乃參照業內同類公司之加權平均資本成本釐定，並反映與行業相關之特定風險。董事相信，任何該等假設可能合理出現之任何變動不會導致現金產生單位賬面值總額超出現金產生單位之有關可收回金額總額。於截至二零一五年及二零一四年十二月三十一日止年度內，董事評定商譽並無減值虧損。

25. INTERESTS IN ASSOCIATES

25. 聯營公司權益

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Cost of investment in associates:	投資聯營公司成本：		
– Unlisted	– 非上市	1,204,413	283,696
Share of post-acquisition profits and other comprehensive income, net of dividends received	攤佔收購後溢利及其他全面收益扣除已收股息	2,566,063	2,201,071
		3,770,476	2,484,767

The Company provided corporate guarantee to secure bank loans granted to its associates in prior years. The fair value of the financial guarantee contract at initial recognition was determined by Norton Appraisals Limited (“Norton Appraisals”), independent qualified professional valuer, and it was recognised as interests in associates and financial guarantee liabilities in the Group’s consolidated statement of financial position.

Particulars of the Group’s principal associates as at 31st December, 2015 are set out in Note 50.

The investment properties held by the Group’s principal associates were revalued as at 31st December, 2015 by B.I. Appraisals. B.I. Appraisals continues to adopt investment method and/or direct comparison method as the valuation methodologies. The valuation methods and significant assumptions applied in determining the fair values of investment properties are detailed in Note 21.

All of the associates are accounted for using the equity method in these consolidated financial statements.

本公司於過往年度提供公司擔保作為其聯營公司獲授銀行貸款之抵押。財務擔保合約初步確認之公平值由獨立合資格專業估值師普敦國際評估有限公司（「普敦國際評估」）釐定，並已於本集團之綜合財務狀況報表內確認為聯營公司權益及財務擔保負債。

本集團於二零一五年十二月三十一日之主要聯營公司詳情載列於附註50。

本集團主要聯營公司之投資物業已由保柏國際評估於二零一五年十二月三十一日進行重估。保柏國際評估持續採納投資法及／或直接比較法為估值方法。應用於釐定投資物業公平值之估值方法及主要假設於附註21詳述。

所有聯營公司均以權益法列賬於本綜合財務報表內。

25. INTERESTS IN ASSOCIATES (Cont'd)

The summarised financial information in respect of the Group's material associates, Get Wisdom Limited and Finedale Industries Limited, is set out below.

Get Wisdom Limited

Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Net assets	資產淨值
Revenue	收入
Profit for the year	本年度溢利
Other comprehensive expenses for the year	本年度其他全面支出
Total comprehensive income for the year	本年度全面收益總額
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:	聯營公司權益之賬面值與財務資料概述對賬：
Net assets at 1st January	於一月一日之資產淨值
Profit for the year	本年度溢利
Other comprehensive expenses for the year	本年度其他全面支出
Capital contribution	資本注資
Net assets at 31st December	於十二月三十一日之資產淨值
Interest held by the Group	本集團持有之權益
Group's interest in the associate and the carrying amount	本集團之聯營公司權益及賬面值

25. 聯營公司權益 (續)

本集團重要聯營公司(得智有限公司及廣坤實業有限公司)之財務資料概要概述如下。

得智有限公司

2015 HK\$'000 千港元	2014 HK\$'000 千港元
3,397,376	2,650,400
–	504,099
(6,688)	(992,019)
–	(1,438,379)
3,390,688	724,101
117,567	167,302
1,039,567	53,909
(214,414)	(9,251)
825,153	44,658
724,101	679,443
1,039,567	53,909
(214,414)	(9,251)
1,841,434	–
3,390,688	724,101
50%	50%
1,695,344	362,051

25. INTERESTS IN ASSOCIATES (Cont'd)

25. 聯營公司權益 (續)

Finedale Industries Limited

廣坤實業有限公司

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	3,172,000	2,998,000
Current assets	流動資產	243,841	173,168
Current liabilities	流動負債	(48,322)	(45,772)
Net assets	資產淨值	3,367,519	3,125,396
Revenue	收入	86,071	83,992
Profit for the year	本年度溢利	242,123	301,086
Total comprehensive income for the year	本年度全面收益總額	242,123	301,086
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:	聯營公司權益之賬面值與財務資料概述對賬：		
Net assets at 1st January	於一月一日之資產淨值	3,125,396	2,824,310
Profit for the year	本年度溢利	242,123	301,086
Net assets at 31st December	於十二月三十一日之資產淨值	3,367,519	3,125,396
Interest held by the Group	本集團持有之權益	33.33%	33.33%
Group's interest in the associate and the carrying amount	本集團之聯營公司權益及賬面值	1,122,506	1,041,799

The information above reflects the amounts presented in the unaudited financial statements of the associates which were prepared in accordance with HKFRSs adjusted for the differences arising from accounting policies and different financial year end dates between the Group and the associates.

以上資料反映於聯營公司之未經審核財務報表載列之金額，該等財務報表按香港財務報告準則並就本集團與聯營公司之間不同會計政策及財政年終日期作出調整而編製。

25. INTERESTS IN ASSOCIATES (Cont'd)

Aggregate financial information of associates that are individually not material:

Group's share of results for the year	本集團攤佔本年度業績
Group's share of other comprehensive expenses for the year	本集團攤佔本年度其他全面支出
Group's share of total comprehensive (expenses) income for the year	本集團攤佔本年度全面(支出)收益總額
Group's aggregate interests in these associates and the carrying amounts	本集團於該等聯營公司之權益總額及賬面值

Included in share of results of associates for the year ended 31st December, 2015 mainly comprised share of an associate's gain on disposal of subsidiaries (net of tax) of approximately HK\$514,060,000. The associate (50% interest) disposed of the company that ultimately held the office building namely Platinum located at Shanghai, the PRC ("Shanghai Platinum Disposal"). The Shanghai Platinum Disposal was completed on 30th September, 2015.

26. ADVANCES TO ASSOCIATES

Interest-bearing advances to associates	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

The advances to associates are unsecured. As at 31st December, 2015, for the advances to associates of approximately HK\$55,482,000 (2014: HK\$756,960,000), the Group will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current. As at 31st December, 2014, the remaining amount of approximately HK\$997,681,000 was expected to be repayable in or after 2016 and the amount is therefore shown as non-current. The interest-bearing advances to associates bear interest at the prevailing market rates.

25. 聯營公司權益 (續)

個別非重要之聯營公司綜合財務資料總額：

2015 HK\$'000 千港元	2014 HK\$'000 千港元
49,214	60,015
(73,331)	(12,247)
(24,117)	47,768
952,626	1,080,917

截至二零一五年十二月三十一日止年度攤佔聯營公司業績主要包括攤佔一間聯營公司有關出售附屬公司之收益(除稅後)約514,060,000港元。該聯營公司(佔50%權益)出售最終持有位於中國上海名為新茂大廈之辦公樓之公司(「上海新茂出售」)。上海新茂出售於二零一五年九月三十日完成。

26. 墊付聯營公司款項

2015 HK\$'000 千港元	2014 HK\$'000 千港元
48,089	67,443
7,393	1,687,198
55,482	1,754,641

墊付聯營公司款項為無抵押。於二零一五年十二月三十一日，墊付聯營公司款項約55,482,000港元(二零一四年：756,960,000港元)，本集團不會要求於報告期末起計一年內償還，因此該等款項列作非流動性質。於二零一四年十二月三十一日，餘額約997,681,000港元之款項預期於二零一六年或之後償還，因此該款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。

27. AVAILABLE-FOR-SALE INVESTMENTS

27. 待售投資

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted equity securities:	非上市股本證券：		
– Incorporated in Hong Kong (note (i))	– 於香港註冊成立（附註(i)）	68,834	93,805
– Incorporated elsewhere (notes (ii), (iii) and (iv))	– 於其他地區註冊成立 (附註(ii)、(iii)及(iv))	725,859	128,847
		794,693	222,652
Club debentures	會籍債券	16,581	16,581
Total	總額	811,274	239,233
Analysed for reporting purpose as:	作報告用途之分析：		
Non-current	非流動性質	743,649	239,233
Current	流動性質	67,625	–
		811,274	239,233

Notes:

- (i) At 31st December, 2015, included in available-for-sale investments in an unlisted equity security incorporated in Hong Kong was the investment in New Hong Kong Tunnel with carrying amount of approximately HK\$67,625,000. The franchise rights held by New Hong Kong Tunnel will expire in 2016. The Directors expect that the investment in New Hong Kong Tunnel would then be realised and the amount is therefore shown as current asset.
- (ii) As at 31st December, 2015, the Group has invested approximately US\$83,625,000 in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands (“Cayman Islands Partnership”). The Cayman Islands Partnership is stated at cost less accumulated impairment loss (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that its fair value cannot be measured reliably. The Directors considered that no impairment loss was required for the investment in the Cayman Islands Partnership at 31st December, 2015.

The Cayman Islands Partnership has a term of ten years from the date of initial closing. Purposes of the Cayman Islands Partnership are to achieve exceptional returns by acquiring, holding and disposing of equity, equity-related securities, high-yield structured financial products, independently or with others, in companies with various operations or such other activities.

附註：

- (i) 於二零一五年十二月三十一日，待售投資之非上市股本證券中包括於香港註冊成立之新香港隧道，其賬面值約為67,625,000港元。新香港隧道持有之專營權的權利將於二零一六年屆滿。董事預期新香港隧道之投資將於屆滿時變現，因此該款項列作流動性質。
- (ii) 於二零一五年十二月三十一日，本集團已投資約83,625,000美元於一間按開曼群島獲豁免有限合夥企業法（經修訂）成立之獲豁免有限合夥企業（「開曼群島合夥企業」）。由於估計開曼群島合夥企業之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地計量其公平值，故此，開曼群島合夥企業按成本扣除累計減值虧損（如有）入賬。於二零一五年十二月三十一日，董事認為該開曼群島合夥企業之投資概無需要作出減值虧損。

開曼群島合夥企業由初步截止日起為期十年。開曼群島合夥企業之目的為透過獨立或與其他公司購買、持有及出售多種業務之公司之股本、股本相關證券或高收益之結構性財務產品或其他之活動以取得優厚的回報。

27. AVAILABLE-FOR-SALE INVESTMENTS

(Cont'd)

Notes: (Cont'd)

- (iii) As at 31st December, 2014, the Group has invested approximately RMB48,205,000 in an exempted limited partnership registered under the Partnership Enterprise Law of the PRC ("PRC Partnership"). Prior to the Chengdu Project Disposal, the Group had further contributed approximately RMB251,795,000 to the PRC Partnership.

The PRC Partnership has a term of ten years from the date of initial closing. Purposes of the PRC Partnership are to generate long-term capital appreciation by acquiring, holding and disposing of equity, equity-related securities, independently or with others, in established or less established companies (or their parents) with substantial operations in the PRC; or such other activities as deems necessary.

The PRC Partnership is stated at cost less accumulated impairment loss (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that its fair value cannot be measured reliably. During the year ended 31st December, 2014, an impairment loss of approximately HK\$12,983,000 was recognised in the consolidated statement of comprehensive income for the investment in the PRC Partnership. The PRC Partnership was deconsolidated to the Group upon completion of the Chengdu Project Disposal on 30th July, 2015 (Note 41(b)).

- (iv) As at 31st December, 2014, the Group subscribed 10,000 shares in a private investment fund at US\$1,000 each, the fund and its management company are exempted companies with limited liability incorporated in the Cayman Islands.

The investment is stated at cost less accumulated impairment loss (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that its fair value cannot be measured reliably. The Directors considered that no impairment loss was required for the investment at 31st December, 2015 (2014: nil).

27. 待售投資 (續)

附註：(續)

- (iii) 於二零一四年十二月三十一日，本集團已投資約人民幣48,205,000於中國合夥企業法註冊之獲豁免有限合夥企業（「中國合夥企業」）。於成都項目出售前，本集團於中國合夥企業作進一步注資約人民幣251,795,000。

中國合夥企業由初步截止日起為期十年。中國合夥企業之目的為透過獨立或與其他公司購買、持有及出售於中國有重要業務之發展成熟或未成熟之公司（或其母公司）之股本或股本相關證券作長遠的資本增值；或其他認為必要之活動。

由於估計中國合夥企業之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地計量其公平值，故此，中國合夥企業按成本扣除累計減值虧損（如有）入賬。截至二零一四年十二月三十一日止年度內，該中國合夥企業之投資作出之減值虧損約為12,983,000港元，並於綜合全面收益報表中確認。於二零一五年七月三十日完成成都項目出售後，中國合夥企業不再於本集團綜合入賬（附註41(b)）。

- (iv) 於二零一四年十二月三十一日，本集團已以每股1,000美元認購10,000股私人投資基金的股份，該基金及其管理公司為於開曼群島成立之獲豁免有限公司。

由於估計該投資之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地計量其公平值，故此，該投資按成本扣除累計減值虧損（如有）入賬。於二零一五年十二月三十一日，董事認為該投資概無需要作出減值虧損（二零一四年：無）。

27. AVAILABLE-FOR-SALE INVESTMENTS

(Cont'd)

For unlisted equity securities incorporated in Hong Kong measured at fair values, details of the fair value measurements are disclosed in Note 5(c).

Save as disclosed in notes (i), (ii), (iii) and (iv) above, certain unlisted equity securities incorporated in Hong Kong and unlisted equity securities issued by private entities incorporated in the United States of America are stated at cost less accumulated impairment losses (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that their fair values cannot be measured reliably. During the year ended 31st December, 2015, an impairment loss of approximately HK\$3,899,000 (2014: nil) was recognised in relation to an investment in unlisted equity securities incorporated in the United States of America, in the consolidated statement of comprehensive income.

The club debentures classified as available-for-sale investments are stated at cost less accumulated impairment losses (if any). During the years ended 31st December, 2015 and 2014, the Directors considered that there was no impairment of the club debentures since the market prices less costs to sell are higher than their carrying amounts.

At the end of the reporting period, available-for-sale investments totaling approximately HK\$742,730,000 (2014: HK\$145,718,000) were stated at cost less accumulated impairment losses, if any.

28. ADVANCES TO AN INVESTEE COMPANY AND A NON-CONTROLLING SHAREHOLDER

- (a) The advance made to an investee company is unsecured and interest-free. The Group will not demand for repayment within one year and the advance is therefore shown as non-current.
- (b) The advance made to a non-controlling shareholder is unsecured and interest-free. The Group will not demand for repayment within one year and the advance is therefore shown as non-current.

27. 待售投資 (續)

就於香港註冊成立並以公平值計量之非上市股本證券而言，公平值計量之詳情載於附註5(c)。

除上述附註(i)、(ii)、(iii)及(iv)披露外，若干香港註冊成立之非上市股本證券及美國註冊成立之私人機構發行之非上市股本證券，由於估計該等股本證券之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地計量其公平值，故此該等股本證券按成本扣除累計減值虧損（如有）入賬。於截至二零一五年十二月三十一日止年度內，投資於美國註冊成立之非上市股本證券已於綜合全面收益報表確認減值虧損約3,899,000港元（二零一四年：無）。

就分類為待售投資之會籍債券按成本扣除累計減值虧損入賬（如有）。於截至二零一五年及二零一四年十二月三十一日止年度，董事認為該等會籍債券之市場價格減出售成本會高於賬面值，故此並無減值虧損。

於報告期末，總值約742,730,000港元（二零一四年：145,718,000港元）之待售投資乃按成本扣除累計減值虧損（如有）入賬。

28. 墊付一間接受投資公司及一間非控股股東款項

- (a) 墊付一間接受投資公司款項乃無抵押及免息。本集團不會要求於一年內償還，故將該墊付款項列作非流動性質。
- (b) 墊付一間非控股股東款項乃無抵押及免息。本集團不會要求於一年內償還，故將該墊付款項列作非流動性質。

29. OTHER FINANCIAL ASSETS

(a) Pledged deposits

The amounts represent deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to approximately HK\$237,506,000 (including assets classified as held for sale) (2014: HK\$429,689,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$24,557,000 (2014: HK\$438,994,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The deposits carry interest rates at prevailing market rates. The pledged deposits will be released upon the repayment of relevant borrowings.

(b) Securities trading receivables and deposits

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients.

(c) Time deposits, bank balances and cash

The time deposits carry interests at prevailing market deposit rates and mature within one month. The Group does not hold collateral over the balances.

29. 其他金融資產

(a) 抵押存款

此款額指抵押予銀行及其他金融機構，作為給予本集團信貸之存款。約237,506,000港元（包括列為持作出售之資產）（二零一四年：429,689,000港元）之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下約24,557,000港元（二零一四年：438,994,000港元）之存款已作為長期借貸之抵押，並因此被分類為非流動資產。

以上存款按當時市場之利率計息。該等抵押存款將於有關借貸獲償還時解除。

(b) 應收證券交易賬項及存款

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。

(c) 定期存款、銀行結餘及現金

定期存款按當時市場之存款利率計息，並於一個月內到期。本集團並無就結餘持有抵押。

30. STOCK OF PROPERTIES

Completed properties 落成物業
Properties under development held for sale 持作出售之發展中物業

30. 物業存貨

2015	2014
HK\$'000	HK\$'000
千港元	千港元
1,249,596	757,718
1,346,391	1,572,147
2,595,987	2,329,865

30. STOCK OF PROPERTIES (Cont'd)

As at 31st December, 2015, the Directors reviewed the carrying amounts of the properties under development held for sale and the completed properties with reference to current market situation and the estimated selling price of the properties under development held for sale and the completed properties provided by B.I. Appraisals and Norton Appraisals. No impairment loss was made during the years ended 31st December, 2015 and 2014.

All properties under development held for sale are expected to be completed within one year (2014: with carrying amounts of approximately HK\$577,163,000 were expected to be completed after one year).

31. INVESTMENTS HELD-FOR-TRADING

Listed investments:

Equity securities listed in Hong Kong

上市投資：

於香港上市之股本證券

The fair values of the investments held-for-trading are determined based on the quoted market bid prices available on the Stock Exchange.

As at 31st December, 2015, listed equity securities with aggregate carrying amount of approximately HK\$189,891,000 (2014: HK\$472,551,000) were available to be loaned to financial institutions (2014: a financial institution) for earning lending fee income and the same or substantially the same securities will be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements. Listed equity securities with aggregate carrying amounts of approximately HK\$142,736,000 (2014: nil) were on loan at the end of the reporting period.

30. 物業存貨 (續)

於二零一五年十二月三十一日，董事參考現時市場環境及由保柏國際評估及普敦國際評估提供持作出售之發展中物業及落成物業之估計售價，審閱持作出售之發展中物業及落成物業之賬面值。於截至二零一五年及二零一四年十二月三十一日止年度內概無任何減值虧損。

所有持作出售之發展中物業預期於一年內落成（二零一四年：賬面值約577,163,000港元之發展中物業預期於一年後落成。）

31. 持作買賣之投資

2015	2014
HK\$'000	HK\$'000
千港元	千港元
364,244	501,944

持作買賣之投資之公平值乃根據聯交所之市場買入報價釐定。

於二零一五年十二月三十一日，賬面值總額約為189,891,000港元（二零一四年：472,551,000港元）之上市股本證券，根據匯集證券借貸協議可供借出予金融機構（二零一四年：一間金融機構）以賺取借貸費收入，而該證券或大致等同之證券將會歸還予本集團。於報告期末，已借出之上市股本證券之賬面值總額約為142,736,000港元（二零一四年：無）。

32. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

32. 指定為通過損益以反映公平值之金融資產

Bonds:

Non-current
Current

債券：

非流動性質
流動性質

2015 HK\$'000 千港元	2014 HK\$'000 千港元
798,489	379,010
10,270,781	4,247,830
11,069,270	4,626,840

As at 31st December, 2015, bonds with aggregate carrying amount of approximately HK\$3,800,111,000 (2014: HK\$909,309,000) were available to be loaned to financial institutions (2014: a financial institution) for earning lending fee income and the same or substantially the same securities will be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements. Bonds with aggregate carrying amounts of approximately HK\$548,687,000 (2014: HK\$82,956,000) were on loan at the end of the reporting period.

Major terms of the bonds are as follows:

Notional amount	Maturity	名義金額	到期日
US\$23,000,000	2017	23,000,000美元	二零一七年
US\$232,125,000	2018	232,125,000美元	二零一八年
US\$34,000,000	2019	34,000,000美元	二零一九年
US\$241,000,000	2020	241,000,000美元	二零二零年
US\$34,195,000	2022	34,195,000美元	二零二二年
US\$76,000,000	2023	76,000,000美元	二零二三年
US\$70,000,000	2025	70,000,000美元	二零二五年
US\$12,000,000	2041	12,000,000美元	二零四一年
US\$21,000,000	2042	21,000,000美元	二零四二年
US\$14,000,000	2043	14,000,000美元	二零四三年
US\$10,000,000	2045	10,000,000美元	二零四五年
US\$20,000,000	2072	20,000,000美元	二零七二年
US\$20,000,000	2073	20,000,000美元	二零七三年
US\$32,000,000	2075	32,000,000美元	二零七五年
EUR2,000,000	2075	2,000,000歐元	二零七五年
US\$455,150,000	Perpetual	455,150,000美元	永久
SGD75,000,000	Perpetual	75,000,000新加坡元	永久
GBP16,000,000	Perpetual	16,000,000英鎊	永久
EUR16,000,000	Perpetual	16,000,000歐元	永久

於二零一五年十二月三十一日，賬面值總額約為3,800,111,000港元（二零一四年：909,309,000港元）之債券，根據匯集證券借貸協議可供借出予金融機構（二零一四年：一間金融機構）以賺取借貸費收入，而該證券或大致等同之證券將會歸還予本集團。於報告期末，已借出債券之賬面值總額約為548,687,000港元（二零一四年：82,956,000港元）。

債券之主要內容如下：

32. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

(Cont'd)

The bonds denominated in US\$ carry fixed rate range from 4.000% to 13.250% per annum of which US\$1,150,150,000 are callable, the bond denominated in SGD carries fixed rate of 5.900% per annum is callable, the bonds denominated in GBP carry fixed rate range from 6.875% to 7.000% per annum are callable and the bonds denominated in EUR carry fixed rate range from 5.125% to 12.500% per annum are callable.

The bonds are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined by reference to market bid prices quoted by financial institutions and brokers.

32. 指定為通過損益以反映公平值之金融資產 (續)

以美元計值之債券固定年利率為4.000厘至13.250厘，其中1,150,150,000美元之債券為可贖回，以新加坡元計值之債券固定年利率為5.900厘為可贖回，英鎊計值之債券固定年利率為6.875厘至7.000厘為可贖回及以歐元計值之債券固定年利率為5.125厘至12.500厘為可贖回。

債券於交投活躍之市場交易，以公平值於報告期末列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。

33. INVENTORIES

Finished goods	製成品
Raw materials	原材料
Consumables	消耗品

All inventories were stated at the lower of cost and net realisable value.

33. 存貨

2015	2014
HK\$'000	HK\$'000
千港元	千港元
1,564	2,052
969	123
—	1,318
2,533	3,493

所有存貨按成本及可變現淨值兩者中較低列賬。

34. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

Trade receivables 應收貿易款項
Less: Allowance for doubtful debts 減：呆賬撥備

Deposits and prepayments 按金及預付款項
Other receivables 其他應收款項

Analysed for reporting purpose as: 作報告用途之分析：
Non-current 非流動性質
Current 流動性質

Included in trade receivables mainly comprised rental receivables billed in advance and settlements from tenants which are expected upon receipts of billings, properties sales proceeds receivables and receivable from hotel operation.

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sales and purchase agreements. Rental in respect of leased properties are payable in advance by the tenants. Other trade debtors settle their accounts according to the payment terms as stated in the respective contracts.

34. 應收賬項、按金、其他應收賬項及預付款項

	2015 HK\$'000 千港元	2014 HK\$'000 千港元
	13,794	113,372
	(1,479)	(1,887)
	12,315	111,485
	280,251	366,479
	7,072,207	167,000
	7,364,773	644,964
	3,998,358	–
	3,366,415	644,964
	7,364,773	644,964

應收貿易款項主要包括預先開單而預期租戶會於收到租單後支付之應收租金、物業銷售應收款項及來自酒店業務之應收款項。

本集團已制訂明確之信貸政策，以評估每名交易方之信貸質素。本集團密切監察收款情況，務求盡量減低該等應收貿易款項有關之信貸風險。買方須根據買賣協議之條款支付已售物業之代價。租賃物業之租金須由租戶預先支付。其他貿易債務人根據個別合約內列明之付款條款清還賬項。

34. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The following is the aged analysis of trade receivables (net of allowance for doubtful debts), presented based on the respective revenue recognition dates, at the end of the reporting period:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The following is the aged analysis of trade receivables which are past due but not impaired:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

34. 應收賬項、按金、其他應收賬項及預付款項 (續)

根據各項收入之確認日期呈列之應收貿易款項(扣除呆賬撥備)於報告期末之賬齡分析如下:

2015 HK\$'000 千港元	2014 HK\$'000 千港元
2,443	17,619
649	85,866
362	299
8,861	7,701
12,315	111,485

已逾期但未被減值之應收貿易款項之賬齡分析如下:

2015 HK\$'000 千港元	2014 HK\$'000 千港元
1,303	12,154
320	21,775
–	–
8,373	7,236
9,996	41,165

34. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Movement in the allowance for doubtful debts:

At 1st January	於一月一日
Amount recovered during the year	本年度已收回款項
Impairment losses (reversed) recognised in respect of trade receivables	就應收貿易款項(撥回)確認之減值虧損
Disposal of subsidiaries	出售附屬公司
At 31st December	於十二月三十一日

For those past due but not impaired receivables, except for the sale of properties developed by the Group, although the Group does not hold any collateral as security, the Group has assessed the creditworthiness, past payment history and substantial settlement after the end of the reporting period, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for doubtful debts.

Trade receivables over 90 days comprising rental receivables of approximately HK\$8,373,000 (2014: HK\$7,236,000) which are sufficiently covered by rental deposits received from the respective tenants, and no allowance is required for these receivables under the Group's allowance policy.

Trade receivables which are neither overdue nor impaired are in good quality.

Included in debtors, deposits, other receivables and prepayments are consideration receivables of approximately HK\$6,808,466,000 in respect of deferred considerations of the Chengdu Project Disposal and the Chongqing Project Disposal.

34. 應收賬項、按金、其他應收賬項及預付款項(續)

呆賬準備之變動：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
1,887	2,177
(94)	(394)
(307)	104
(7)	-
1,479	1,887

就已逾期但無減值之應收款項而言，雖然本集團並無持有任何抵押品作擔保(除了由本集團發展之物業銷售外)，本集團已就其信譽、過往還款記錄及於報告期末後之主要結賬作出評估，並認為該數額仍可收回，無需要作進一步(多於呆賬撥備)之信貸撥備。

超過九十日之應收貿易款項包括應收租金約8,373,000港元(二零一四年:7,236,000港元)(其足以被所收該等租戶之租金訂金所保障)，根據本集團之撥備政策，無須為該等應收款項作出撥備。

既無逾期亦無減值之應收貿易款項之質素良好。

應收賬項、按金、其他應收賬項及預付款項包括有關成都項目出售及重慶項目出售之遞延代價之應收代價約6,808,466,000港元。

34. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The consideration of the Chengdu Project Disposal was HK\$6,500,000,000 of which 10% was received from Shengyu as at the end of the reporting period. In accordance with the equity and debt transfer agreement of the Chengdu Project Disposal dated 14th July, 2015, the remaining 90% of the cash consideration receivable from the Chengdu Project Disposal amounting to HK\$5,850,000,000 would be received in 4 instalments within 24 months from the date of the disposal agreement. As at the end of the reporting period, the 90% of the cash consideration receivable initially recognised at fair value and subsequently measured at amortised cost was recorded as other receivables in which the amount of approximately HK\$3,158,744,000 to be received after one year was shown as non-current.

The consideration of the Chongqing Project Disposal was HK\$1,750,000,000 of which 15% was received from Shengyu as at the end of the reporting period. In accordance with the equity and debt receivable transfer agreement of the Chongqing Project Disposal dated 19th October, 2015, the remaining 85% of the cash consideration receivable from the Chongqing Project Disposal amounting to HK\$1,487,500,000 would be received in 4 instalments within 24 months from the date of the disposal agreement. As at the end of the reporting period, the 85% of the cash consideration receivable initially recognised at fair value and subsequently measured at amortised cost was recorded as other receivables in which the amount of approximately HK\$839,614,000 to be received after one year was shown as non-current.

Included in other receivables is the outstanding claim receivable from Shantou City Planning and State-owned Land Resources Bureau ("Chenghai Bureau") with the principal amount of approximately RMB45,512,000 (equivalent to HK\$53,640,000) (2014: RMB49,107,000 (equivalent to HK\$61,281,000)) for the recovery of the down payment made by the Group for the acquisition of the property interests located in Chenghai Royal Garden, Shantou, PRC. The down payment was fully impaired in prior years. On 5th December, 2012, the Shantou City Intermediate People's Court ("Intermediate Court") delivered a judgment in favour of the Group and upheld the majority claims of the Group. On 26th February, 2014, the High People's Court of Guangdong Province declared its judgment on 3rd December, 2013, which upheld the ruling of the Intermediate Court and dismissed the appeals of the Group and Chenghai Bureau, became effective on 23rd February, 2014. During the year ended 31st December, 2015, the Group received RMB6,000,000 (2014: nil) including the interest as partial satisfaction of the enforcement. Up to the date of the approval of these consolidated financial statements, the enforcement of the judgment is still in progress.

34. 應收賬項、按金、其他應收賬項及預付款項 (續)

成都項目出售之代價為6,500,000,000港元，其中10%已於報告期末從盛譽收取。根據訂立日期為二零一五年七月十四日之成都項目出售之股權及債權轉讓協議，餘下90%（金額為5,850,000,000港元）之成都項目出售之應收現金代價將從出售協議日期起二十四個月內分四期收取。於報告期末，該90%應收現金代價初步按公平值確認並其後按攤銷成本計量，列入其他應收賬項。其中金額約3,158,744,000港元將於一年後收取，並列作非流動性質。

重慶項目出售之代價為1,750,000,000港元，其中15%已於報告期末從盛譽收取。根據訂立日期為二零一五年十月十九日之重慶項目出售之股權及應收債權轉讓協議，餘下85%（金額為1,487,500,000港元）之重慶項目出售之應收現金代價將從出售協議日期起二十四個月內分四期收取。於報告期末，該85%應收現金代價初步按公平值確認並其後按攤銷成本計量，列入其他應收賬項。其中金額約839,614,000港元將於一年後收取，並列作非流動性質。

其他應收賬款項包括汕頭市規劃與國土資源局（「澄海當局」）未償還之應收索償之本金約人民幣45,512,000（相當於53,640,000港元）（二零一四年：人民幣49,107,000（相當於61,281,000港元）），為收回本集團購買位於中國汕頭市澄海海麗花園之物業權益之定金。定金已於過往年度悉數減值。於二零一二年十二月五日，汕頭市中級人民法院（「中級法院」）作出判決，支持本集團大部分訴訟請求。於二零一四年二月二十六日，廣東省高級人民法院宣判其於二零一三年十二月三日之判決，即本集團及澄海當局之上訴均不獲支持，駁回上訴，維持中級法院原判，並於二零一四年二月二十三日生效。截至二零一五年十二月三十一日止年度內，本集團收回人民幣6,000,000（二零一四年：無），包括部分作為利息之執行款。截至批准本綜合財務報表日期，執行判決仍在進行當中。

35. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$64,975,000 (2014: HK\$416,771,000).

The following is the aged analysis of trade payables at the end of the reporting period:

0 – 90 days	零至九十日
Over 90 days	九十日以上

35. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約 64,975,000 港元 (二零一四年: 416,771,000 港元)。

應付貿易賬項於報告期末之賬齡分析如下:

2015 HK\$'000 千港元	2014 HK\$'000 千港元
50,813	27,961
14,162	388,810
64,975	416,771

36. BORROWINGS

Secured bank loans repayable within a period of:	須於下列期間償還之有抵押銀行貸款:
Less than one year	一年以下
More than one year but within two years	一年以上但不超逾兩年
More than two years but within five years	兩年以上但不超逾五年

Other secured loans repayable within one year 須於一年內償還之其他有抵押貸款

Less: Amounts due within one year 減: 一年內到期之款項

Amounts due after one year 一年後到期之款項

36. 借貸

2015 HK\$'000 千港元	2014 HK\$'000 千港元
3,261,994	4,994,263
175,000	7,969,143
5,705,000	1,871,850
9,141,994	14,835,256
5,389,779	1,713,672
14,531,773	16,548,928
(8,651,773)	(6,707,935)
5,880,000	9,840,993

36. BORROWINGS (Cont'd)

The bank loans denominated in HK\$ are variable-rate borrowings which carry interest ranging from HIBOR plus 0.70% to 2.00% or Prime minus 3.90% (2014: HIBOR plus 1.25% to 2.35% or cost of fund plus 2.25%) per annum.

The loan denominated in GBP from a financial institution carries interest at a fixed rate of 5.97% (2014: 5.97%) per annum. The weighted average effective interest rate is 3.50% (2014: 3.50%) per annum.

As at 31st December, 2014, the variable-rate bank loans denominated in RMB carried interest at 110% of People's Bank of China base rate per annum as announced by the People's Bank of China. The bank loan has been deconsolidated to the Group upon completion of the Chengdu Project Disposal.

Other loans are variable-rate borrowings which carry interest at costs of funds of individual financial institutions plus 0.35% to 0.75% (2014: 0.25% to 0.35%) per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

US\$	美元
GBP	英鎊
SGD	新加坡元
EUR	歐元
RMB	人民幣

36. 借貸 (續)

以港元計值之銀行貸款為浮息借貸，年息按香港銀行同業拆息加0.70厘至2.00厘不等或按最優惠利率減3.90厘（二零一四年：香港銀行同業拆息加1.25厘至2.35厘不等或按資金成本加2.25厘）。

以英鎊計值之金融機構貸款按定息年利率5.97厘計算（二零一四年：5.97厘）。加權平均實際年利率為3.50厘（二零一四年：3.50厘）。

於二零一四年十二月三十一日，以人民幣計值之浮息銀行貸款按中國人民銀行公布之中國人民銀行基準年利率之110%計息。於成都項目出售完成後，該銀行貸款不再於本集團綜合入賬。

其他貸款為浮息借貸，年息按個別金融機構資金成本加0.35厘至0.75厘（二零一四年：0.25厘至0.35厘）計算。

本集團以港元以外貨幣計值之借貸如下：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
3,712,264	10,140
2,788,263	3,173,538
411,880	–
52,988	–
–	1,871,850
6,965,395	5,055,528

37. PROVISIONS

37. 撥備

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Provision for rental guarantee:	租金擔保撥備：		
At 1st January	於一月一日	28,818	57,943
Recognised for the year	本年度確認	-	3,627
Underprovision in prior years	過往年度撥備不足	8	5,146
Reduction during the year	於本年度內扣減	(27,577)	(37,898)
At 31st December	於十二月三十一日	1,249	28,818
Analysed for reporting purpose as:	作報告用途之分析：		
Current	流動性質	1,249	27,561
Non-current	非流動性質	-	1,257
		1,249	28,818

Pursuant to the terms and conditions contained in the sale and purchase agreements for sales of the Properties, the Vendor is only required to deliver vacant possession of the Properties to the Properties Purchasers two years (or, at the right of the Vendor, for a further period of not more than six months) after completion ("Deferred Vacant Possession Period"). The Vendor shall guarantee the Properties Purchasers the monthly rental income ("Guaranteed Monthly Rental Income"), which is payable monthly in arrears, during the Deferred Vacant Possession Period.

Provision for rental guarantee represented the best estimate by the management of the Group on the shortfall between the expected monthly rental income receivable from tenants and the Guaranteed Monthly Rental Income during the Deferred Vacant Possession Period.

根據出售該等物業之買賣合約所載之條款及條件，賣方須於交易完成兩年後（或賣方有權押後最多六個月）向物業買方交出該等物業之空置管有權（「空置管有權押後期」）。賣方擔保物業買方於空置管有權押後期每月租金收入（「保證每月租金收入」）（以每月期末支付方式）。

租金擔保撥備指本集團管理層於空置管有權押後期就每月預期應收租金收入與保證每月租金收入之差額所作出之最佳估計。

38. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股
Authorised:	法定股本：
At 1st January and 31st December	於一月一日及十二月三十一日
Issued and fully paid:	已發行及繳足股本：
At 1st January and 31st December	於一月一日及十二月三十一日

38. 股本

於本年度內本公司之股本變動如下：

Number of shares 股份數目		Share capital 股本	
2015	2014	2015 HK\$'000 千港元	2014 HK\$'000 千港元
5,000,000,000	5,000,000,000	500,000	500,000
1,907,619,079	1,907,619,079	190,762	190,762

39. AMOUNTS DUE TO ASSOCIATES, INVESTEE COMPANIES AND NON-CONTROLLING SHAREHOLDERS

The amounts due to associates, investee companies and non-controlling shareholders are unsecured and interest-free, except for a principal amount of approximately HK\$180,578,000 (2014: HK\$163,698,000) due to a non-controlling shareholder carries interest at 11.25% per annum from 1st January to 31st October, 2015 and interest-free thereafter (from 1st January to 31st December, 2014: 11.25% per annum). The associates, investee companies and non-controlling shareholders will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current.

39. 欠負聯營公司、接受投資公司及非控股股東款項

欠負聯營公司、接受投資公司及非控股股東款項均為無抵押及免息，除欠負一間非控股股東之本金約180,578,000港元（二零一四年：163,698,000港元）為計息（由二零一五年一月一日至十月三十一日年利率為11.25厘及隨後為免息（由二零一四年一月一日至十二月三十一日：11.25厘））款項。該等聯營公司、接受投資公司及非控股股東不會於報告期末起一年內要求償還，故該等款項列作非流動性質。

40. DEFERRED TAXATION

The following is the major deferred tax liabilities provided (assets recognised) by the Group and movements thereon during the current and prior reporting periods:

40. 遞延稅項

以下為本集團於本報告期間及過往報告期間作出撥備之主要遞延稅項負債（確認資產）及其變動：

		Investment properties	Accelerated tax depreciation	Tax losses	Total
		投資物業	加速稅項折舊	稅務虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1st January, 2014	於二零一四年一月一日	668,320	33,235	(29,307)	672,248
Exchange adjustments	匯兌調整	-	230	333	563
Charged to the consolidated statement of comprehensive income (Note 18)	於綜合全面收益報表扣除（附註18）	8,329	4,452	10,338	23,119
Transferred to liabilities directly associated with assets classified as held for sale (Note 12)	轉撥至與列為持作出售之資產直接相關之負債（附註12）	(41,583)	2,253	4	(39,326)
At 31st December, 2014	於二零一四年十二月三十一日	635,066	40,170	(18,632)	656,604
Exchange adjustments	匯兌調整	(48)	144	97	193
Charged to the consolidated statement of comprehensive income (Note 18)	於綜合全面收益報表扣除（附註18）	142,944	4,027	15,281	162,252
Transferred to liabilities directly associated with assets classified as held for sale (Note 12)	轉撥至與列為持作出售之資產直接相關之負債（附註12）	(18,060)	453	-	(17,607)
Disposals of subsidiaries (Note 41(b), (c))	出售附屬公司（附註41(b)·(c)）	(253,963)	6,821	-	(247,142)
At 31st December, 2015	於二零一五年十二月三十一日	505,939	51,615	(3,254)	554,300

For the purpose of the presentation in the consolidated statement of financial position, certain deferred tax liabilities and assets have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

就綜合財務狀況報表之呈列，若干遞延稅項負債及資產已作對銷。就財務報告用途之遞延稅項結餘分析如下：

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax liabilities	遞延稅項負債	558,580	667,841
Deferred tax assets	遞延稅項資產	(4,280)	(11,237)
		554,300	656,604

40. DEFERRED TAXATION (Cont'd)

At the end of the reporting period, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

At the end of the reporting period, the Group's unused tax losses not recognised of approximately HK\$7,693,000 (2014: HK\$178,081,000) will expire in one to five years. Other unrecognised tax losses may be carried forward indefinitely and subject to the confirmation from the respective tax authority.

41. BUSINESS COMBINATION**Disposals of subsidiaries****(a) Chongqing Project Disposal on 27th October, 2015**

On 19th October, 2015, Evergo Holdings (China) Company Limited ("Evergo"), an indirect wholly-owned subsidiary of the Company, and Shengyu entered into an equity and debt receivable transfer agreement, pursuant to which Evergo agreed to sell and Shengyu agreed to acquire the entire issued share capital of Million Castle.

The Chongqing Project Disposal was completed on 27th October, 2015 at a consideration of HK\$1,750,000,000. Upon completion, Million Castle ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Chongqing Project Disposal were set out in the announcement of the Company dated 19th October, 2015.

40. 遞延稅項 (續)

於報告期末，本集團有以下因難以預料未來溢利而未確認之主要遞延稅項資產。

2015	2014
HK\$'000	HK\$'000
千港元	千港元
(103,700)	(103,123)
(412,727)	(445,166)
(516,427)	(548,289)

於報告期末，本集團於一至五年內到期未被確認之未使用稅務虧損約7,693,000港元(二零一四年：178,081,000港元)。其餘未確認之稅務虧損可無限期結轉，並須待相關稅務局確認。

41. 業務合併**出售附屬公司****(a) 於二零一五年十月二十七日之重慶項目出售**

於二零一五年十月十九日，愛美高集團(中國)有限公司(「愛美高」)(本公司之一間間接全資擁有附屬公司)與盛譽訂立一項股權及應收債權轉讓協議。據此，愛美高同意出售及盛譽同意購買Million Castle之全部已發行股本。

重慶項目出售於二零一五年十月二十七日完成，代價為1,750,000,000港元。於完成後，Million Castle不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

重慶項目出售之詳情已載列於本公司日期為二零一五年十月十九日之公布內。

41. BUSINESS COMBINATION (Cont'd)

41. 業務合併 (續)

Disposals of subsidiaries (Cont'd)

出售附屬公司 (續)

(a) *Chongqing Project Disposal on 27th October, 2015* (Cont'd)

(a) 於二零一五年十月二十七日之重慶項目 出售 (續)

		2015
		HK\$'000
		千港元
The net assets of Million Castle as at the date of disposal were as follows:	Million Castle於出售日期之資產淨值如下：	
Interest in an associate	一間聯營公司權益	73,522
Advance to an associate	墊付一間聯營公司款項	1,532,321
Amount due to the Group	欠負本集團款項	(1,531,542)
		74,301
Net assets disposed of	出售資產淨值	74,301
Sale of amount due to the Group	銷售欠負本集團款項	1,531,542
Release of translation reserve upon disposal	於出售時撥回之匯兌儲備	(107,383)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	118,421
		1,616,881
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	262,500
Present value of deferred consideration (note)	遞延代價之現值 (附註)	1,354,829
		1,617,329
Expenses incurred for disposal	出售所產生之開支	(448)
		1,616,881
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	1,750,000
Cash consideration receivable (note)	應收現金代價 (附註)	(1,487,500)
		262,500
Cash consideration received	已收現金代價	262,500
Expenses incurred for disposal	出售所產生之開支	(448)
		262,052

41. BUSINESS COMBINATION (Cont'd)**Disposals of subsidiaries (Cont'd)****(a) Chongqing Project Disposal on 27th October, 2015 (Cont'd)**

The gain on the Chongqing Project Disposal was included in other gains and losses, net (Note 15(iii)) in the consolidated statement of comprehensive income.

Note: The deferred consideration represents the consideration of HK\$1,487,500,000 receivable in cash by instalments within 24 months from the date of the equity and debt receivable transfer agreement.

(b) Chengdu Project Disposal on 30th July, 2015

On 14th July, 2015, Evergo and Shengyu entered into an equity and debt transfer agreement, pursuant to which Evergo agreed to sell and Shengyu agreed to acquire the entire issued share capital of Lucky Benefit and Rising Sheen.

The Chengdu Project Disposal was completed on 30th July, 2015 at a consideration of HK\$6,500,000,000. Upon completion, the Chengdu Project ceased to be subsidiaries of the Company and their consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Chengdu Project Disposal were set out in the announcement of the Company dated 14th July, 2015.

41. 業務合併 (續)**出售附屬公司 (續)****(a) 於二零一五年十月二十七日之重慶項目出售 (續)**

重慶項目出售之收益已計入綜合全面收益報表之其他收益及虧損淨額(附註15(iii))內。

附註：遞延代價乃指隨股權及應收債權轉讓協議日期起二十四個月內分期以現金收取之應收代價1,487,500,000港元。

(b) 於二零一五年七月三十日之成都項目出售

於二零一五年七月十四日，愛美高與盛譽訂立一項股權及債權轉讓協議。據此，愛美高同意出售及盛譽同意購買Lucky Benefit及升亮之全部已發行股本。

成都項目出售於二零一五年七月三十日完成，代價為6,500,000,000港元。於完成後，成都項目不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

成都項目出售之詳情已載列於本公司日期為二零一五年七月十四日之公布內。

41. BUSINESS COMBINATION (Cont'd)

Disposals of subsidiaries (Cont'd)

(b) Chengdu Project Disposal on 30th July, 2015 (Cont'd)

The consolidated net assets of the Chengdu Project as at the date of disposal were as follows:

Investment properties
Property, plant and equipment
Available-for-sale investment
Pledged deposit
Stock of properties
Inventories
Debtors, deposits, other receivables and prepayments
Tax recoverable
Time deposits, bank balances and cash
Creditors and accruals
Deposits and receipts in advance
Tax liabilities
Financial guarantee liabilities
Borrowings
Deferred tax liabilities
Amount due to the Group
Net assets disposed of
Sale of amount due to the Group
Release of translation reserve upon disposal
Gain on disposals of subsidiaries

41. 業務合併 (續)

出售附屬公司 (續)

(b) 於二零一五年七月三十日之成都項目出售 (續)

成都項目於出售日期之綜合資產淨值如下：

投資物業
物業、廠房及設備
待售投資
抵押存款
物業存貨
存貨
應收賬項、按金、其他應收賬項及預付款項
可收回稅款
定期存款、銀行結餘及現金
應付賬項及應計款項
按金及預收款項
稅項負債
財務擔保負債
借貸
遞延稅項負債
欠負本集團款項

出售資產淨值
銷售欠負本集團款項
於出售時撥回之匯兌儲備
出售附屬公司之收益

2015
HK\$'000
千港元

4,941,632
1,198,461
361,054
409,071
855,386
1,425
98,708
14,156
656,772
(358,699)
(128,635)
(595)
(160)
(1,869,450)
(231,667)
(4,604,511)
1,342,948
4,604,511
(774,867)
707,492
5,880,084

41. BUSINESS COMBINATION (Cont'd)

41. 業務合併 (續)

Disposals of subsidiaries (Cont'd)

出售附屬公司 (續)

(b) Chengdu Project Disposal on 30th July, 2015 (Cont'd)

(b) 於二零一五年七月三十日之成都項目出售 (續)

		2015 HK\$'000 千港元
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	650,000
Present value of deferred consideration (note)	遞延代價之現值 (附註)	5,244,372
		5,894,372
Expenses incurred for disposal	出售所產生之開支	(14,288)
		5,880,084
Net cash outflow arising on disposal:	出售時產生之現金流出淨額：	
Cash consideration	現金代價	6,500,000
Cash consideration receivable (note)	應收現金代價 (附註)	(5,850,000)
Cash consideration received	已收現金代價	650,000
Expenses incurred for disposal	出售所產生之開支	(14,288)
Time deposits, bank balances and cash disposed of	已出售之定期存款、銀行結餘及現金	(656,772)
Pledged deposit disposed of	已出售之抵押存款	(409,071)
		(430,131)

The gain on the Chengdu Project Disposal was included in other gains and losses, net (Note 15(i)) in the consolidated statement of comprehensive income.

成都項目出售之收益已計入綜合全面收益報表之其他收益及虧損淨額 (附註 15(i)) 內。

Note: The deferred consideration represents the consideration of HK\$5,850,000,000 receivable in cash by instalments within 24 months from the date of the equity and debt transfer agreement.

附註：遞延代價乃指隨股權及債權轉讓協議日期起二十四個月內分期以現金收取之應收代價5,850,000,000港元。

41. BUSINESS COMBINATION (Cont'd)

Disposals of subsidiaries (Cont'd)

(c) Disposal of the One Group to a connected person on 15th July, 2015

On 12th December, 2014, (i) Rich Lucky Limited ("Rich Lucky"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Rich Lucky; (iii) Market Victory Limited ("Market Victory"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Market Victory, entered into a sale and purchase agreement pursuant to which Rich Lucky agreed to sell and Market Victory agreed to acquire the entire issued share capital of Asian East.

The One Disposal was completed on 15th July, 2015 at a consideration of approximately HK\$5,020,556,000. Upon completion, the One Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Upon completion of the One Disposal, the Group recorded gain on disposal of subsidiaries of approximately HK\$212,332,000. The gain was mainly derived from the decrease in fair value of the investment properties of HK\$215,000,000 due to revaluation of the investment properties as at 30th June, 2015 (which is carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreement of the One Disposal dated 12th December, 2014.

Details of the One Disposal were set out in the announcements of the Company dated 12th December, 2014, 15th July, 2015 and 13th August, 2015 and the circular of the Company dated 7th January, 2015.

41. 業務合併 (續)

出售附屬公司 (續)

(c) 於二零一五年七月十五日出售One集團予關連人士

於二零一四年十二月十二日，(i) Rich Lucky Limited (「Rich Lucky」)，本公司之一間間接全資擁有附屬公司；(ii) 本公司，作為Rich Lucky擔保人；(iii) Market Victory Limited (「Market Victory」)，一間由劉鑾雄先生全資擁有之公司；及(iv) 劉鑾雄先生，作為Market Victory擔保人，訂立一項買賣協議。據此，Rich Lucky同意出售及Market Victory同意購買Asian East之全部已發行股本。

One出售於二零一五年七月十五日完成，代價約為5,020,556,000港元。於完成後，One集團不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

於One出售完成後，本集團錄得出售附屬公司之收益約212,332,000港元。該收益主要來自於二零一五年六月三十日就投資物業進行重估（按照本集團的會計政策對本集團之投資物業於報告日期進行重估），較日期為二零一四年十二月十二日之One出售買賣協議內之物業估值，投資物業公平值減少為215,000,000港元。

One出售之詳情已載列於本公司日期為二零一四年十二月十二日、二零一五年七月十五日及二零一五年八月十三日之公布以及二零一五年一月七日之通函內。

41. BUSINESS COMBINATION (Cont'd)

41. 業務合併 (續)

Disposals of subsidiaries (Cont'd)

出售附屬公司 (續)

(c) Disposal of the One Group to a connected person on 15th July, 2015 (Cont'd)**(c) 於二零一五年七月十五日出售One集團予關連人士 (續)**

		2015 HK\$'000 千港元
The consolidated net assets of the One Group as at the date of disposal were as follows:	One集團於出售日期之綜合資產淨值如下：	
Investment properties	投資物業	7,665,000
Equipment	設備	1,590
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	34,808
Bank balances and cash	銀行結餘及現金	37,625
Creditors and accruals	應付賬項及應計款項	(17,026)
Deposits and receipts in advance	按金及預收款項	(158,596)
Tax liabilities	稅項負債	(4,370)
Borrowings	借貸	(2,738,000)
Deferred tax liabilities	遞延稅項負債	(15,475)
Amount due to the Group	欠負本集團款項	(2,203,689)
Net assets disposed of	出售資產淨值	2,601,867
Sale of amount due to the Group	銷售欠負本集團款項	2,203,689
Gain on disposal of subsidiaries	出售附屬公司之收益	212,332
		5,017,888
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	5,020,556
Expenses incurred for disposal	出售所產生之開支	(2,668)
		5,017,888
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	5,020,556
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	(3,478,022)
Net cash consideration received	已收現金代價淨額	1,542,534
Expenses incurred for disposal	出售所產生之開支	(2,668)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(37,625)
		1,502,241

41. BUSINESS COMBINATION (Cont'd)

Disposals of subsidiaries (Cont'd)

(c) Disposal of the One Group to a connected person on 15th July, 2015 (Cont'd)

The gain on the One Disposal was included in other gains and losses, net (Note 15(ii)) in the consolidated statement of comprehensive income.

Note: Market Victory has elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend (Note 19(d)) in an amount of approximately HK\$3,478,022,000.

(d) Disposal of the Silvercord Group to connected persons on 13th January, 2015

The Silvercord Disposal was completed on 13th January, 2015 at a total consideration of approximately HK\$7,656,149,000. Upon completion, the Silvercord Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Upon completion of the Silvercord Disposal, the Group recorded loss on disposals of subsidiaries of approximately HK\$97,235,000. The loss was mainly derived from the increase in fair value of the investment properties of HK\$93,200,000 due to revaluation of the investment properties as at 31st December, 2014 (which is carried out in accordance with the Group's accounting policies on revaluation of the Group's investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreements of the Silvercord Disposal dated 1st September, 2014.

Details of the Silvercord Disposal were set out in the announcements of the Company dated 2nd September, 2014 and 13th January, 2015 and the circular of the Company dated 23rd September, 2014.

41. 業務合併 (續)

出售附屬公司 (續)

(c) 於二零一五年七月十五日出售One集團予關連人士 (續)

One出售之收益已計入綜合全面收益報表之其他收益及虧損淨額(附註15(ii))內。

附註：Market Victory選擇以劉鑾雄先生之特別中期股息權利(附註19(d))用作支付代價，金額約為3,478,022,000港元。

(d) 於二零一五年一月十三日出售銀高集團予關連人士

銀高出售於二零一五年一月十三日完成，總代價約為7,656,149,000港元。於完成後，銀高集團已不再為本公司之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

於銀高出售完成後，本集團錄得出售附屬公司之虧損約為97,235,000港元。該虧損主要來自於二零一四年十二月三十一日就投資物業進行重估(按照本集團的會計政策對本集團之投資物業於報告日期進行重估)，較日期為二零一四年九月一日之銀高出售買賣協議內之物業估值，投資物業公平值增加為93,200,000港元。

銀高出售之詳情已載列於本公司日期為二零一四年九月二日及二零一五年一月十三日之公布以及二零一四年九月二十三日之通函內。

41. BUSINESS COMBINATION (Cont'd)

41. 業務合併 (續)

Disposals of subsidiaries (Cont'd)

出售附屬公司 (續)

(d) Disposal of the Silvercord Group to connected persons on 13th January, 2015 (Cont'd)**(d) 於二零一五年一月十三日出售銀高集團予關連人士 (續)**

		2015 HK\$'000 千港元
The consolidated net assets of the Silvercord Group as at the date of disposal were as follows:	銀高集團於出售日期之綜合資產淨值如下：	
Investment properties	投資物業	9,388,280
Equipment	設備	3
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	48,917
Tax recoverable	可收回稅款	1
Bank balances and cash	銀行結餘及現金	95,018
Amount due from the Group	本集團欠負款項	424,226
Creditors and accruals	應付賬項及應計款項	(7,192)
Deposits and receipts in advance	按金及預收款項	(217,539)
Tax liabilities	稅項負債	(18,714)
Borrowings	借貸	(1,500,000)
Deferred tax liabilities	遞延稅項負債	(39,425)
Amount due to the Group	欠負本集團款項	(7,538,215)
Net assets disposed of	出售資產淨值	635,360
Sale of amount due to the Group	銷售欠負本集團款項	7,538,215
Assumption of amount due from the Group	承擔本集團欠負款項	(424,226)
Loss on disposals of subsidiaries	出售附屬公司之虧損	(97,235)
		7,652,114
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	7,656,149
Expenses incurred for disposal	出售所產生之開支	(4,035)
		7,652,114
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	7,656,149
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	(5,350,803)
Net cash consideration received	已收現金代價淨額	2,305,346
Expenses incurred for disposal	出售所產生之開支	(4,035)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(95,018)
		2,206,293

41. BUSINESS COMBINATION (Cont'd)

Disposals of subsidiaries (Cont'd)

(d) Disposal of the Silvercord Group to connected persons on 13th January, 2015 (Cont'd)

The loss on the Silvercord Disposal was included in other gains and losses, net (Note 15(iv)) in the consolidated statement of comprehensive income.

Note: Fly High Target has elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend (Note 19(c)) in an amount of approximately HK\$5,350,803,000.

(e) Disposal of the Moon Ocean Group to a connected person on 31st October, 2014

On 1st September, 2014, (i) Data Dynasty Limited ("Data Dynasty"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Data Dynasty; (iii) One Midland Limited ("One Midland"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of One Midland, entered into a sale and purchase agreement, namely "Moon Ocean SP Agreement", pursuant to which Data Dynasty agreed to sell and One Midland agreed to acquire the entire issued share capital of Value Eight. The Moon Ocean Disposal was completed on 31st October, 2014 at a consideration of approximately HK\$4,876,162,000 (after adjustment). Upon completion, the Moon Ocean Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Moon Ocean Disposal were set out in the announcement of the Company dated 2nd September, 2014 and the circular of the Company dated 23rd September, 2014.

41. 業務合併 (續)

出售附屬公司 (續)

(d) 於二零一五年一月十三日出售銀高集團予關連人士 (續)

銀高出售之虧損已計入綜合全面收益報表之其他收益及虧損淨額(附註15(iv))內。

附註: Fly High Target選擇以劉鑾雄先生之特別中期股息權利(附註19(c))用作支付代價,金額約為5,350,803,000港元。

(e) 於二零一四年十月三十一日出售Moon Ocean集團予關連人士

於二零一四年九月一日, (i) Data Dynasty Limited (「Data Dynasty」), 本公司之一間間接全資擁有附屬公司; (ii) 本公司, 作為Data Dynasty擔保人; (iii) One Midland Limited (「One Midland」), 一間由劉鑾雄先生全資擁有之公司; 及(iv) 劉鑾雄先生, 作為One Midland擔保人, 訂立一項買賣協議(名為「Moon Ocean買賣協議」)。據此, Data Dynasty同意出售及One Midland同意購買Value Eight之全部已發行股本。Moon Ocean出售於二零一四年十月三十一日完成, 代價約為4,876,162,000港元(經調整後)。於完成後, Moon Ocean集團不再為本公司之附屬公司, 其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

Moon Ocean出售之詳情已載列於本公司日期為二零一四年九月二日之公布及二零一四年九月二十三日之通函內。

41. BUSINESS COMBINATION (Cont'd)

41. 業務合併 (續)

Disposals of subsidiaries (Cont'd)

出售附屬公司 (續)

(e) Disposal of the Moon Ocean Group to a connected person on 31st October, 2014 (Cont'd)**(e) 於二零一四年十月三十一日出售Moon Ocean集團予關連人士 (續)**

		2014 HK\$'000 千港元
The consolidated net liabilities of the Moon Ocean Group as at the date of disposal were as follows:	Moon Ocean集團於出售日期之綜合負債淨值如下：	
Equipment	設備	265
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	1,972,919
Bank balances and cash	銀行結餘及現金	1,234
Creditors and accruals	應付賬項及應計款項	(3,594)
Deposits received	已收按金	(15,986)
Amount due to the Group	欠負本集團款項	<u>(4,358,618)</u>
Net liabilities disposed of	出售負債淨值	(2,403,780)
Sale of amount due to the Group	銷售欠負本集團款項	4,358,618
Gain on disposal of subsidiaries	出售附屬公司之收益	<u>2,917,579</u>
		<u>4,872,417</u>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	4,876,162
Expenses incurred for disposal	出售所產生之開支	<u>(3,745)</u>
		<u>4,872,417</u>
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	4,876,162
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	<u>(3,411,137)</u>
Net cash consideration received	已收現金代價淨額	1,465,025
Expenses incurred for disposal	出售所產生之開支	(3,745)
Bank balances and cash disposed of	已出售之銀行結餘及現金	<u>(1,234)</u>
		<u>1,460,046</u>

41. BUSINESS COMBINATION (Cont'd)

Disposals of subsidiaries (Cont'd)

(e) Disposal of the Moon Ocean Group to a connected person on 31st October, 2014 (Cont'd)

The gain on the Moon Ocean Disposal was included in other gains and losses, net (Note 15(v)) in the consolidated statement of comprehensive income.

Note: One Midland has elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend for 2014 (Note 19(f)) in an amount of approximately HK\$3,411,137,000.

42. MAJOR NON-CASH TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group did not have major non-cash transactions.

41. 業務合併 (續)

出售附屬公司 (續)

(e) 於二零一四年十月三十一日出售Moon Ocean集團予關連人士 (續)

Moon Ocean 出售之收益已計入綜合全面收益報表之其他收益及虧損淨額 (附註15(v)) 內。

附註： One Midland選擇以劉鑾雄先生之二零一四年特別中期股息權利 (附註19(f)) 用作支付代價，金額約為3,411,137,000港元。

42. 主要非現金交易

除本綜合財務報表其他部分所披露外，本集團並無主要非現金交易。

43. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities and to secure the securities transactions, granted to the Group are analysed as follows:

Investment properties (note)	投資物業 (附註)
Property, plant and equipment (note)	物業、廠房及設備 (附註)
Stock of properties	物業存貨
Investments held-for-trading	持作買賣之投資
Financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產
Non-current pledged deposits	非流動抵押存款
Current pledged deposits (note)	流動抵押存款 (附註)

As at 31st December, 2015 and 2014, interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group. As at 31st December 2014, the Group has subordinated and assigned its advances to associates of approximately HK\$1,679,399,000 to financial institutions to secure general banking credit facilities granted to associates.

Note: Included the respective items presented as assets classified as held for sale.

43. 資產抵押

於報告期末，本集團為取得可供本集團動用之一般銀行及其他貸款融資以及證券交易而抵押之資產賬面值分析如下：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
26,527,838	44,156,883
505,491	1,509,343
958,000	—
364,244	472,551
11,069,270	4,576,112
24,557	438,994
237,506	429,689
39,686,906	51,583,572

於二零一五年及二零一四年十二月三十一日，於本公司於若干附屬公司之權益則已質押作為本集團獲授若干銀行借貸之部分抵押。於二零一四年十二月三十一日，本集團已就聯營公司獲授之銀行一般信貸將其墊付該等聯營公司款項約1,679,399,000港元轉歸及授讓予金融機構。

附註：包括相關項目呈列為持作出售之資產。

44. CAPITAL COMMITMENTS

44. 資本承擔

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	102,257	282,471
Development expenditure of properties in Mainland China (note (i))	中國大陸物業發展開支 (附註(i))	-	1,118,186
Renovation of properties	翻新物業	6,997	-
Investee company's contribution	接受投資公司之注資	171,600	343,200
Capital investment in limited partnership (notes (ii) and (iii))	有限合夥企業之資本投資 (附註(ii)及(iii))	126,901	314,215
Purchase of equipment	購買設備	-	2,005
		407,755	2,060,077

As at 31st December, 2014, the Group's associate had capital commitments which were authorised and contracted for of approximately HK\$877,856,000, of which the Group's share of commitments amounted to approximately HK\$219,464,000. The capital commitments no longer exist upon completion of the Chongqing Project Disposal.

Notes:

- (i) The capital commitments relating to Chengdu properties no longer exist upon completion of the Chengdu Project Disposal.
- (ii) The Group entered into a subscription agreement for commitment in contribution of US\$100,000,000 (equivalent to approximately HK\$774,990,000) in the Cayman Islands Partnership. Up to the end of the reporting period, approximately US\$83,625,000 (equivalent to approximately HK\$648,214,000) among the contribution has been paid by the Group.
- (iii) During the year ended 31st December, 2014, the Group entered into a subscription agreement for commitment in contribution of RMB300,000,000 (equivalent to approximately HK\$353,580,000) in the PRC Partnership. Prior to the Chengdu Project Disposal, the Group had fully contributed to the fund. The subsidiary holding the fund has been deconsolidated from the Group upon completion of the Chengdu Project Disposal.

於二零一四年十二月三十一日，本集團之聯營公司已批准及已簽約之資本承擔約為877,856,000港元，而當中本集團攤佔之承擔額約為219,464,000港元。於重慶項目出售完成後，該資本承擔不再存在。

附註：

- (i) 於成都項目出售完成後，有關成都物業之資本承擔不再存在。
- (ii) 本集團就一項為100,000,000美元（相當於約774,990,000港元）之承擔注資，與開曼群島合夥企業訂立認購協議。於報告期末，本集團已注資約83,625,000美元（相當於約648,214,000港元）資本承擔金額。
- (iii) 截至二零一四年十二月三十一日止年度，本集團就一項為人民幣300,000,000（相當於約353,580,000港元）之承擔注資，與中國合夥企業訂立認購協議。於成都項目出售前，本集團已悉數注資予該基金。於成都項目出售完成後，持有該基金之附屬公司不再於本集團綜合入賬。

45. CONTINGENT LIABILITIES AND ASSETS

45. 或然負債及資產

Contingent Liabilities

或然負債

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為附屬公司獲授銀行共用之銀行信貸額以取替現金公用事務存款而向一間銀行提供之擔保	15,000	15,000
Guarantees given to banks in respect of banking facilities utilised by associates (note (i))	為聯營公司獲授之銀行信貸額向銀行提供之擔保(附註(i))	-	829,592
Repurchase guarantees given to banks in respect of mortgage facilities given to property purchasers by subsidiaries (note (ii))	為附屬公司之物業買家獲授銀行提供樓宇按揭之回購擔保(附註(ii))	-	19,672
		15,000	864,264

Notes:

- (i) The contingent liabilities no longer exist upon completion of the Shanghai Platinum Disposal and the Chongqing Project Disposal.
- (ii) The contingent liabilities no longer exist upon completion of the Chengdu Project Disposal.

附註：

- (i) 於上海新茂出售及重慶項目出售完成後，該等或然負債不再存在。
- (ii) 於成都項目出售完成後，該等或然負債不再存在。

Buy Option and Sale Option on shares of Grandday Group Limited ("Grandday")

朝隆集團有限公司(「朝隆」)股份之買入選擇權及出售選擇權

On 5th September, 2012, the Company and Loyal Pride Limited ("Vendor of Grandday"), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement for the disposal of 49 shares of Grandday ("Sale Shares"), representing 49% of the entire issued share capital of Grandday, with Dynamic Grand Limited ("Purchaser of Grandday") at a total consideration of US\$500,000,000 ("Grandday Disposal") ("Agreement"), which was satisfied by way of cash of US\$200,000,000 and loan note issued by the Purchaser of Grandday in the principal amount of US\$300,000,000 ("Loan Note"). The Grandday Disposal was completed on 7th September, 2012 and the Loan Note was fully redeemed on 6th March, 2013 with share charge over the Sale Shares released on the same date.

於二零一二年九月五日，本公司及忠榮有限公司(「朝隆賣方」)(本公司之一間間接全資擁有附屬公司)與Dynamic Grand Limited(「朝隆買方」)訂立買賣協議，出售朝隆之49股股份(「銷售股份」)，代表朝隆全部已發行股本之49%，代價總額為500,000,000美元(「朝隆出售」)(「協議」)。而代價以現金支付200,000,000美元及朝隆買方發行本金額為300,000,000美元之貸款票據(「貸款票據」)。朝隆出售已於二零一二年九月七日完成及該貸款票據已於二零一三年三月六日被全數贖回，連同銷售股份之股份押記於同日被註銷。

45. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

Contingent Liabilities (Cont'd)**Buy Option and Sale Option on shares of Grandday Group Limited ("Grandday") (Cont'd)**

Save as disclosed above, pursuant to the Agreement, in case of certain events (as defined in the Agreement) occurred, the Vendor of Grandday shall have an option to purchase all but not some of the Sale Shares from the Purchaser of Grandday ("Buy Option") and the Purchaser of Grandday shall have an option to sell all but not some of the Sale Shares to the Vendor of Grandday ("Sale Option").

For as long as any of the indentures security as defined in the Agreement ("Indentures Security") remains outstanding, if, on or before 20th January, 2016, an event of default as defined in the Agreement occurs and such event of default agreed in the Agreement has not been waived, remedied or cured or is otherwise continuing as at 20th January, 2016; or if a demand is made on Grandday and/or Lucky Grow Holdings Limited, a wholly-owned subsidiary of Grandday, under any of the Indentures Security and/or any enforcement action is taken under any of the Indentures Security, the Purchaser of Grandday shall sell and the Vendor of Grandday shall purchase all but not some of the Sale Shares ("Automatic Sale"). As at the date of the approval of these consolidated financial statements, the Buy Option and the Sale Option were expired.

Details of the Grandday Disposal including the Buy Option, the Sale Option, the Indentures Security, the Automatic Sale and the redemption of the Loan Note were set out in the announcements of the Company dated 5th September, 2012 and 6th March, 2013.

45. 或然負債及資產 (續)**或然負債 (續)****朝隆集團有限公司(「朝隆」)股份之買入選擇權及出售選擇權 (續)**

除上文所披露者外，根據該協議，倘發生若干事件（定義見協議），朝隆賣方有權選擇向朝隆買方購買全部（但非部分）銷售股份（「買入選擇權」）及朝隆買方有權選擇向朝隆賣方出售全部（但並非部分）銷售股份（「出售選擇權」）。

只要有任何債務證券擔保（定義見協議）（「債務證券擔保」）尚未履行，倘於二零一六年一月二十日或之前發生違約事件（定義見協議），而有關違約事件並無獲豁免、補救或糾正，或因其他原因於二零一六年一月二十日仍持續；或若根據任何債務證券擔保向朝隆及／或智煌控股有限公司（朝隆之一間全資擁有附屬公司）提出要求，及／或根據任何債務證券擔保採取任何強制執行行動，則朝隆買方須出售而朝隆賣方須購買全部（但並非部分）銷售股份（「自動出售」）。截至批准本綜合財務報表日期，買入選擇權及出售選擇權之限期均已屆滿。

朝隆出售之詳情包括買入選擇權、出售選擇權、債務證券擔保、自動出售及貸款票據贖回載列於本公司日期為二零一二年九月五日及二零一三年三月六日之公布內。

45. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

Contingent Assets***Post-completion development upside sharing or compensation upside sharing on the case of Moon Ocean Ltd. ("Moon Ocean")***

Subject to completion of the Moon Ocean Disposal on 31st October, 2014, (a) if judgments are made in favour of Moon Ocean in the appeals to its legal case in Macau ("Appeals") and have become final and the title to the Macau land previously held by Moon Ocean ("Macau Land") is vested on Moon Ocean again, One Midland, being the buyer of the Moon Ocean Group, shall pay to Data Dynasty, being the vendor of the Moon Ocean Group, the development upside sharing pursuant to the Moon Ocean SP Agreement; or (b) if judgments are made against Moon Ocean in the Appeals and have become final, One Midland shall pay to Data Dynasty the compensation upside sharing pursuant to the Moon Ocean SP Agreement.

The arrangement of the development upside sharing or the compensation upside sharing (as the case may be) allows the Group to share the possible upside or compensation in relation to the Macau Land and the La Scala project post completion of the Moon Ocean SP Agreement.

The aggregate amount of all the development upside sharing or the compensation upside sharing (as the case may be) payable by One Midland to Data Dynasty shall be subject to a maximum amount of HK\$12,500,000,000.

The Directors consider the aggregate amount of all the development upside sharing or the compensation upside sharing (as the case may be) payable by One Midland to Data Dynasty and the maximum amount of HK\$12,500,000,000 for the development upside sharing or the compensation upside sharing (as the case may be) are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

45. 或然負債及資產 (續)**或然資產*****於Moon Ocean Ltd. (「Moon Ocean」) 案例完成後開發分佔增值或補償分佔增值***

於二零一四年十月三十一日完成Moon Ocean出售的前提下，(a)倘Moon Ocean案例向澳門提出上訴(「上訴」)之裁決有利於Moon Ocean，並成為最終裁決，而Moon Ocean原有之澳門土地(「澳門土地」)之業權再次歸屬於Moon Ocean，則One Midland(作為Moon Ocean集團買方)須根據Moon Ocean買賣協議向Data Dynasty(作為Moon Ocean集團賣方)支付開發分佔增值；或(b)倘上訴之裁決不利於Moon Ocean，並成為最終裁決，則One Midland將根據Moon Ocean買賣協議向Data Dynasty支付補償分佔增值。

開發分佔增值或補償分佔增值(視情況而定)之安排讓本集團可於Moon Ocean買賣協議完成後分佔就澳門土地及御海·南灣項目可能出現之增值或補償。

One Midland應付Data Dynasty之所有開發分佔增值或補償分佔增值(視情況而定)總額之最高金額為12,500,000,000港元。

董事認為One Midland應付予Data Dynasty之所有開發分佔增值或補償分佔增值(視情況而定)總額以及開發分佔增值或補償分佔增值(視情況而定)之最高金額12,500,000,000港元屬公平合理，並符合本公司及本公司之股東整體利益。

45. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

Contingent Assets (Cont'd)

Post-completion development upside sharing or compensation upside sharing on the case of Moon Ocean Ltd. ("Moon Ocean") (Cont'd)

Up to the date of the approval of these consolidated financial statements, the Appeals are still in progress.

Details of the development upside sharing and the compensation upside sharing were set out in the announcement of the Company dated 2nd September, 2014 and the circular of the Company dated 23rd September, 2014.

46. OPERATING LEASES

The Group as lessee

Minimum lease payments paid under operating leases in respect of premises during the year 本年度就有關物業之營業租約支付之最低租金款額

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

Within one year 第一年內
In the second to fifth year inclusive 第二至第五年(包括首尾兩年)

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of one to two years.

45. 或然負債及資產 (續)

或然資產 (續)

於Moon Ocean Ltd. (「Moon Ocean」) 案例完成後開發分佔增值或補償分佔增值 (續)

截至批准本綜合財務報表日期，該等上訴仍在進行當中。

開發分佔增值及補償分佔增值之詳情已載列於本公司日期為二零一四年九月二日之公布及二零一四年九月二十三日之通函內。

46. 營業租約

本集團為承租人

2015	2014
HK\$'000	HK\$'000
千港元	千港元
2,623	4,240

於報告期末，本集團就不可撤銷營業租約之日後最低租金款額之承擔於下列期間到期：

2015	2014
HK\$'000	HK\$'000
千港元	千港元
1,022	1,894
156	747
1,178	2,641

營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至兩年商議一次。

46. OPERATING LEASES (Cont'd)

The Group as lessor

Property rental income earned during the year was approximately HK\$1,325,875,000 (2014: HK\$1,939,378,000) less outgoings of approximately HK\$93,647,000 (2014: HK\$92,013,000).

The investment properties of the Group are expected to generate annual rental yields of 1.67% to 9.67% (2014: 1.28% to 9.30%) on an ongoing basis. Most of the properties held have committed tenants ranged from two to three years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	第一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)
Over five years	五年以上

46. 營業租約 (續)

本集團為出租人

於本年度賺取之物業租金收入約為1,325,875,000港元(二零一四年: 1,939,378,000港元), 扣除開支約93,647,000港元(二零一四年: 92,013,000港元)。

本集團之投資物業預期可持續取得每年1.67%至9.67%(二零一四年: 1.28%至9.30%)之租金收益率。大部分所持物業之租戶承擔租期由二至三年。

於報告期末, 本集團已與租戶就下列未來最低租金款額訂約:

2015 HK\$'000 千港元	2014 HK\$'000 千港元
880,771	1,316,851
1,238,697	1,633,802
790,648	1,064,055
2,910,116	4,014,708

47. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme ("ORSO Scheme") and the Mandatory Provident Fund Scheme ("MPF Scheme"). Contributions to the ORSO Scheme made by the Group are based on a percentage of employees' salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1st December, 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$10,576,000 (2014: HK\$10,065,000) represented contributions payable to these schemes by the Group for the year.

47. 退休福利計劃

本集團參與香港界定供款退休計劃之職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。本集團向職業退休計劃作出僱員薪酬之5%至10%供款(視乎僱員服務年資)。由二零零零年十二月一日起加入本集團之新僱員均須參加強積金計劃。僱主及僱員均需為強積金計劃規則內列明之比率供款。

於綜合全面收益報表扣除之費用總額約為10,576,000港元(二零一四年: 10,065,000港元), 即本集團於本年度向該等計劃應付之供款。

48. MATERIAL RELATED PARTY TRANSACTIONS 48. 重大關連人士交易

Transactions:

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

交易：

除本綜合財務報表其他部分所披露外，本集團於本年度與關連人士進行以下重大交易：

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Secretarial fee	秘書費用	10	10
Management fee	管理費	48	48
Interest income	利息收入	2,950	3,998
Accountancy fee	會計費	120	120
Consultancy fee	顧問費	237	9,227
Income received from a controlling shareholder of the Company ("Controlling Shareholder")/ companies controlled by the Controlling Shareholder/a company controlled by a close family member of the Controlling Shareholder/a then Director/a close family member of the Controlling Shareholder:	已收一位本公司之控股股東（「控股股東」）／控股股東控制之公司／一間與控股股東關係密切之家庭成員控制之公司／一位當時之董事／一位與控股股東關係密切之家庭成員之收入：		
Rental services	租賃服務	26,137	17,636
Property management services, leasing administration services and property administration services	物業管理服務、租務行政服務及物業行政服務	27,107	12,282
Asset management and maintenance services	資產管理及保養服務	19,864	11,556
Advisory and consultancy services	諮詢及顧問服務	2,330	312
Other ordinary services – brokerage commission	其他一般服務 – 經紀佣金	473	484
Licence fee received from companies controlled by the Controlling Shareholder	已收控股股東控制之公司之許可費	1,418	–
Licence fee paid to companies controlled by the Controlling Shareholder	已付控股股東控制之公司之許可費	–	713
Rent and building management fee received from a then Director	已收一位當時之董事之租金及樓宇管理費	268	919
Rent and building management fee paid to associates	已付聯營公司之租金及樓宇管理費	2,685	2,586

48. MATERIAL RELATED PARTY TRANSACTIONS 48. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

交易：(續)

		2015	2014
		HK\$'000	HK\$'000
		千港元	千港元
Consideration received for the disposals of subsidiaries to companies wholly-owned by the Controlling Shareholder (note (i))	收取控股股東全資擁有之公司作為出售附屬公司之代價 (附註(i))	12,676,705	4,876,162
Deposit received for the disposal of the Group's stock of properties to a non-executive Director (note (ii))	收取一位非執行董事作為出售本集團物業存貨之訂金 (附註(ii))	6,206	-
Consideration received for the disposal of the Group's stock of properties to close family members of a then Director (note (iii))	收取與一位當時之董事關係密切之家庭成員作為出售本集團物業存貨之代價 (附註(iii))	-	51,205
Consideration received for the disposal of the Group's investment properties to companies wholly-owned by a close family member of the Controlling Shareholder (note (iv))	收取一位與控股股東關係密切之家庭成員全資擁有之公司作為出售本集團之投資物業之代價 (附註(iv))	-	39,096
Deposits together with interest thereon repaid to:	退還訂金連同其利息予：		
A company wholly-owned by a close family member of the Controlling Shareholder	一間與控股股東關係密切之家庭成員全資擁有之公司	-	9,509
A company wholly-owned by a then Director	一間由當時之董事全資擁有之公司	-	7,945
Companies wholly-owned by a close family member of the Controlling Shareholder	多間由與控股股東關係密切之家庭成員全資擁有之公司	-	2,409

48. MATERIAL RELATED PARTY TRANSACTIONS 48. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

Secretarial fee, accountancy fee and consultancy fee were charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Management fee, licence fee, rent and building management fee were determined on terms similar to those applicable to transactions with unrelated parties. Interest income was charged at the prevailing market rates based on outstanding balances during the year.

Rental services, property management services, leasing administration services and property administration services, asset management and maintenance services, advisory and consultancy services and other ordinary services (the contract for services with effect from 1st November, 2014 (details were disclosed in the announcement of the Company dated 31st October, 2014) superseded all previous contracts for services (details were disclosed in the announcements of the Company dated 14th December, 2012, 15th July, 2013 and 19th March, 2014)) were charged at the terms agreed by both parties. These related party transactions also constitute continuing connected transactions as detailed on Chapter 14A of the Listing Rules. Details of these continuing connected transactions are disclosed in "Connected Transactions" section in the Directors' Report of this annual report.

Considerations and deposit received for the disposals of the Group's investment properties and stock of properties were determined with reference to the prevailing market values. Considerations received for the disposals of subsidiaries was determined after arm's length negotiations between both parties with reference to the consolidated net asset value of the respective subsidiaries at their respective date of completion (2014: with reference to the total investment costs relating to the Macau Land in the Moon Ocean Disposal).

交易：(續)

秘書費用、會計費及顧問費乃按本集團之中央行政部門所產生之成本之適當分配而收取。管理費、許可費、租金及樓宇管理費乃按與無關連人士交易適用之類似條款而釐定。利息收入乃根據本年度未償還結餘按當時市場利率計算。

租賃服務、物業管理服務、租務行政服務及物業行政服務、資產管理及保養服務、諮詢及顧問服務及其他一般服務(自二零一四年十一月一日起生效之服務合約(詳情披露於本公司日期為二零一四年十月三十一日之公布內)取代所有先前服務合約(詳情披露於本公司日期為二零一二年十二月十四日、二零一三年七月十五日及二零一四年三月十九日之公布內))乃根據雙方協定之條款收取該等服務費。誠如上市規則第14A章所詳述,此關連人士交易亦構成持續關連交易。該等持續關連交易之詳情載於本年報之董事會報告書中「關連交易」內。

就出售本集團之投資物業及物業存貨收取之代價及按金乃參照當時市值計算。就出售附屬公司收取之代價乃由雙方參考相關附屬公司於個別完成日之綜合資產淨值(二零一四年:參考Moon Ocean出售中澳門土地之總投資成本)經公平磋商後釐定。

48. MATERIAL RELATED PARTY TRANSACTIONS 48. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

Notes:

- (i) Details of the One Disposal (Note 41(c)) were set out in the announcements of the Company dated 12th December, 2014, 15th July, 2015 and 13th August, 2015 and the circular of the Company dated 7th January, 2015.

Details of the Silvercord Disposal (Note 41(d)) were set out in the announcements of the Company dated 2nd September, 2014 and 13th January, 2015 and the circular of the Company dated 23rd September, 2014.

Details of the Moon Ocean Disposal (Note 41(e)) were set out in the announcement of the Company dated 2nd September, 2014 and the circular of the Company dated 23rd September, 2014.

- (ii) During the year ended 31st December, 2015, a subsidiary owned as to 70% by the Company accepted a tender from a non-executive Director for purchase of a residential unit together with a car parking space of 55 Conduit Road, the Group's stock of property held for sale, at a consideration of HK\$124,118,000 million with deposit received of approximately HK\$6,206,000 as at 31st December, 2015. The transaction is expected to be completed in 2016. Details of the disposal were set out in the announcement of the Company dated 21st December, 2015.
- (iii) As set out in the Company's announcement dated 19th February, 2014, close family members of a then Director entered into a preliminary sale and purchase agreement for acquisition of a residential unit, a car parking space and a motorcycle parking space of One WanChai, the Group's stock of property held for sale, at a consideration of approximately HK\$51,205,000. The transaction was completed on 14th April, 2014.
- (iv) During the year ended 31st December, 2013, an indirect wholly-owned subsidiary of the Company entered into preliminary sale and purchase agreements with three companies wholly-owned by a close family member of the Controlling Shareholder in respect of the sale of three shops of Causeway Place with an aggregate consideration of approximately HK\$39,096,000 (after discount). The transactions were completed on 7th October, 2014.

Balances:

Details of the balances with related parties at the end of the reporting period are set out in Notes 26 and 39.

Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Notes 16 and 17. The remuneration of the Directors and senior executives is recommended by the Remuneration Committee for the approval of the board of Directors having regard to the performance of individuals, their respective duties and responsibilities in the Group and the prevailing market condition as appropriate.

交易: (續)

附註:

- (i) One出售(附註41(c))之詳情已載列於本公司日期為二零一四年十二月十二日、二零一五年七月十五日及二零一五年八月十三日之公布以及二零一五年一月七日之通函內。

銀高出售(附註41(d))之詳情已載列於本公司日期為二零一四年九月二日及二零一五年一月十三日之公布以及二零一四年九月二十三日之通函內。

Moon Ocean出售(附註41(e))之詳情已載列於本公司日期為二零一四年九月二日之公布及二零一四年九月二十三日之通函內。

- (ii) 於截至二零一五年十二月三十一日止年度，一間本公司佔70%股權之附屬公司接納一位非執行董事之標書，內容有關購入琥珀(本集團旗下之持作出售之物業存貨)之一個住宅單位連同一個私家車車位，代價為124,118,000港元，於二零一五年十二月三十一日已收訂金約為6,206,000港元。該交易預期於二零一六年完成。該項出售之詳情已載列於本公司日期為二零一五年十二月二十一日之公布內。
- (iii) 誠如本公司日期為二零一四年二月十九日之公布所載，與當時之董事關係密切之家庭成員就購入壹環(本集團旗下之持作出售之物業存貨)之一個住宅單位連同一個私家車車位及一個電單車車位訂立臨時買賣協議，代價約為51,205,000港元。該項交易於二零一四年四月十四日完成。
- (iv) 於截至二零一三年十二月三十一日止年度，本公司之一間間接全資擁有附屬公司與三間由一位與控股股東關係密切之家庭成員全資擁有之公司訂立臨時買賣協議，出售銅鑼灣地帶三個商舖之代價總額約為39,096,000港元(折扣後)。該等交易於二零一四年十月七日完成。

結餘:

於報告期末，與關連人士之交易結餘詳情載於附註26及39。

主要管理人員酬金:

主要管理人員酬金於附註16及17內披露。董事及高級行政人員之酬金由薪酬委員會參考個別人士表現，其於集團內之職務與責任及當時市況(如適用)後向董事會建議批准。

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES 49. 主要附屬公司詳情

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31st December, 2015 which principally affected the results or assets of the Group.

董事認為列出全部附屬公司之詳情令篇幅過於冗長。故此，下表只披露於二零一五年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Both Talent Limited 才保有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Property development 物業發展
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	–	Investment holding and provision of management services 投資控股及 提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資
Chinese Estates (Windsor House) Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred 無投票權遞延股	HK\$100 100港元 HK\$2 2港元	–	100%	Property investment 物業投資
Conduit Road Development Limited 干德道發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	70%	Property development 物業發展
Country Homes Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred ordinary 無投票權 遞延普通股 Non-voting deferred founder 無投票權 遞延創立人股	HK\$200 200港元 HK\$164,400 164,400港元 HK\$1,000 1,000港元	–	100%	Property investment 物業投資
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	–	87.5%*	Property trading 物業買賣

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES 49. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Estate Rose Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Ever Ideal Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10港元	–	100%	Investment holding 投資控股
Evergo Holdings (China) Company Limited 愛美高集團(中國) 有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$2,509,454 2,509,454美元	–	100%	Investment holding 投資控股
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	–	100%	Investment holding 投資控股
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000港元	–	100%	Securities margin financing 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000港元	–	100%	Brokering and dealing in futures contracts 期貨合約經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000港元	–	100%	Provision of brokerage 提供經紀服務
Flying Ease Limited 翔安有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Global Stage Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Secretarial services 秘書服務
Harbour Trade Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES 49. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Lucky Way Company Ltd. (Business name: Lucky Path Limited) (業務名稱: Lucky Path Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Oriental Master Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	–	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/ 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70港元	100%	–	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Estate management 物業管理
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Pioneer Time Investment Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Rich Honour Limited 豐鴻有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
River Court Properties Limited	Isle of Man 馬恩島	Ordinary 普通股	GBP2 2英鎊	–	100%	Property investment 物業投資
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
Stable Castle Limited 安太有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Property development 物業發展

49. PARTICULARS OF PRINCIPAL SUBSIDIARIES 49. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Sun Power Investments Ltd.	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	–	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Tycoon Fame Limited 亨耀有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property investment 物業投資
愛美高(北京)企業管理 有限公司 [△] (Evergo (Beijing) Corporate Management Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$500,000 500,000美元	–	100%	Property investment 物業投資
愛美高房地產(上海)有限公司 [△] (Evergo Real Estate (Shanghai) Company Limited) [△]	PRC 中國	Registered 註冊資本	US\$10,500,000 10,500,000美元	–	100%	Property investment 物業投資

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

於報告期末或於任何報告期間，並無附屬公司發行任何債務證券。

* 75% owned by the Group and 25% owned by Power Jade Limited

* 本集團持有75%及Power Jade Limited持有25%

[△] Wholly foreign-owned enterprise

[△] 外商獨資企業

50. PARTICULARS OF PRINCIPAL ASSOCIATES 50. 主要聯營公司詳情

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2015 which principally affected the results or assets of the Group.

董事認為列出全部聯營公司之詳情會令篇幅過於冗長。故此，下表只披露於二零一五年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of equity attributable indirectly to the Company 本公司間接應佔 股本之百分比	Principal activities 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property investment and trading 物業投資及買賣
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property trading 物業買賣
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	50%	Property trading 物業買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	33.33%	Property investment 物業投資
Get Wisdom Limited 得智有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$12 12美元	50%	Investment holding 投資控股
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
東方藝術大廈有限公司† Oriental Arts Building Co., Ltd.†	PRC 中國	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店業務

† Sino-foreign equity joint venture enterprise

† 中外合資企業

51. STATEMENT OF FINANCIAL POSITION
AND RESERVES OF THE COMPANY

51. 本公司財務狀況報表及儲備

		2015 HK\$'000 千港元	2014 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	附屬公司投資	5,136,191	5,140,216
Loans to subsidiaries	附屬公司貸款	2,689,362	3,194,192
		7,825,553	8,334,408
Current assets	流動資產		
Amounts due from subsidiaries	附屬公司欠負款項	446,632	3,848,693
Other assets	其他資產	776	3,893
Time deposits and bank balances	定期存款及銀行結餘	1,875,747	1,984,361
		2,323,155	5,836,947
Current liabilities	流動負債		
Amounts due to subsidiaries	欠負附屬公司款項	54,721	78,481
Other liabilities	其他負債	1,041	2,023
Dividend payable	應付股息	-	7,630,476
		55,762	7,710,980
Net current assets (liabilities)	流動資產(負債)淨額	2,267,393	(1,874,033)
Total assets less current liabilities	資產總額減流動負債	10,092,946	6,460,375
Equity attributable to owners of the Company	本公司擁有人之應佔股本權益		
Share capital (Note 38)	股本(附註38)	190,762	190,762
Capital redemption reserve	資本贖回儲備	138,062	138,062
Other reserves	其他儲備	9	9
Retained earnings	保留溢利	5,871,060	2,963,506
Total equity	股本權益總額	6,199,893	3,292,339
Non-current liabilities	非流動負債		
Loans from subsidiaries	附屬公司借貸	2,680,927	3,167,974
Amount due to an associate	欠負一間聯營公司款項	1,212,126	-
Financial guarantee liabilities	財務擔保負債	-	62
		3,893,053	3,168,036
		10,092,946	6,460,375

Approved and authorised for issue by the board of Directors on 15th March, 2016 and signed on its behalf by:

已獲董事會於二零一六年三月十五日批准及授權發布，並由下列董事代表董事會簽署：

Chan, Sze-wan
Director

陳詩韻
董事

Lam, Kwong-wai
Director

林光蔚
董事

51. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Cont'd)

51. 本公司財務狀況報表及儲備 (續)

Reserve movement of the Company

本公司之儲備變動

		Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元
At 1st January, 2014	於二零一四年一月一日	138,062	1,496,727	5,864,758
Profit for the year	本年度溢利	—	—	9,623,030
Interim dividend for 2014 paid	已付二零一四年中期股息	—	—	(572,286)
Final dividend for 2013 paid	已付二零一三年末期股息	—	—	(953,810)
Special interim dividend for 2014 paid	已付二零一四年特別中期股息	—	(1,496,718)	(3,367,710)
Special interim dividend declared in 2014	於二零一四年已宣派特別中期股息	—	—	(7,630,476)
At 31st December, 2014	於二零一四年十二月三十一日	138,062	9	2,963,506
Profit for the year	本年度溢利	—	—	10,747,869
Interim dividend for 2015 paid	已付二零一五年中期股息	—	—	(572,286)
Final dividend for 2014 paid	已付二零一四年末期股息	—	—	(19,076)
Special interim dividends for 2015 paid	已付二零一五年特別中期股息	—	—	(7,248,953)
At 31st December, 2015	於二零一五年十二月三十一日	138,062	9	5,871,060

52. EVENTS AFTER THE REPORTING PERIOD

52. 報告期末後事項

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following transactions after the end of the reporting period:

除本綜合財務報表其他部分所披露者外，本集團於報告期末後有以下交易：

(a) Disposal of Pioneer Time on 15th January, 2016

(a) 於二零一六年一月十五日出售 Pioneer Time

Details of the Pioneer Time Disposal were disclosed in Note 12(a) and the announcement of the Company dated 15th January, 2016.

Pioneer Time出售之詳情已於附註12(a)以及本公司日期為二零一六年一月十五日之公布內披露。

52. EVENTS AFTER THE REPORTING PERIOD

(Cont'd)

(b) Windsor Disposal

On 23rd December, 2015, China Entertainment and Land Investment Company, Limited ("CELIC"), a direct wholly-owned subsidiary of the Company; the Company, being the guarantor of CELIC; Magic Square Limited ("Magic Square"), a company wholly-owned by Mr. Joseph Lau; and Mr. Joseph Lau, being the guarantor of Magic Square, entered into a sale and purchase agreement, pursuant to which CELIC agreed to sell and Magic Square agreed to acquire the entire issued share capital of Keep Speed Limited ("Keep Speed"), an indirect wholly-owned subsidiary of the Company, at a consideration equal to the aggregate of (a) the net asset value or liability of Keep Speed as at the date of completion; and (b) the aggregate face amount of all sums due or owing by Keep Speed to other members of the Group (other than the Jumbo Grace Group (as defined below)) less the aggregate face amount of all sums due and owing to Keep Speed by any member of the Group (other than the Jumbo Grace Group) as at the date of completion.

On the same date, Good Top Limited ("Good Top"), an indirect wholly-owned subsidiary of the Company; the Company, being the guarantor of Good Top; Best Range Limited ("Best Range"), a company wholly-owned by Mr. Joseph Lau; and Mr. Joseph Lau, being the guarantor of Best Range, entered into a sale and purchase agreement, pursuant to which Good Top agreed to sell and Best Range agreed to acquire the entire issued share capital of Jumbo Grace Limited ("Jumbo Grace"), an indirect wholly-owned subsidiary of the Company, and its subsidiary (holding the property known as Windsor House in Hong Kong) (collectively "Jumbo Grace Group") at a consideration equal to the aggregate of (a) the consolidated net asset value or liability of the Jumbo Grace Group as at the date of completion; and (b) the aggregate face amount of all sums due or owing by the Jumbo Grace Group to other members of the Group (other than Keep Speed and the Jumbo Grace Group) less the aggregate face amount of all sums due and owing to any company of the Jumbo Grace Group by any member of the Group (other than Keep Speed and the Jumbo Grace Group) as at the date of completion.

52. 報告期末後事項 (續)

(b) 皇室大廈出售

於二零一五年十二月二十三日，中華娛樂置業有限公司（「中娛置業」）（本公司之一間直接全資擁有附屬公司）；本公司，作為中娛置業擔保人；Magic Square Limited（「Magic Square」）（一間由劉鑾雄先生全資擁有之公司）；及劉鑾雄先生，作為Magic Square擔保人，訂立一項買賣協議。據此，中娛置業同意出售及Magic Square同意購買Keep Speed Limited（「Keep Speed」）（本公司之一間間接全資擁有附屬公司）之全部已發行股本，代價為以下之總和：(a) Keep Speed於完成日期之資產或負債淨值；及(b) Keep Speed於完成日期應付或結欠本集團其他成員公司（Jumbo Grace集團（定義見下文）除外）之全部款項之面值總額，減本集團任何成員公司（Jumbo Grace集團除外）於完成日期應付及結欠Keep Speed之全部款項之面值總額。

於同日，Good Top Limited（「Good Top」）（本公司之一間間接全資擁有附屬公司）；本公司，作為Good Top擔保人；Best Range Limited（「Best Range」）（一間由劉鑾雄先生全資擁有之公司）；及劉鑾雄先生，作為Best Range擔保人，訂立一項買賣協議。據此，Good Top同意出售及Best Range同意購買Jumbo Grace Limited（「Jumbo Grace」）（本公司之一間間接全資擁有附屬公司）之全部已發行股本及其附屬公司（持有位於香港名為皇室大廈之物業）（統稱「Jumbo Grace集團」），代價為以下之總和：(a) Jumbo Grace集團於完成日期之綜合資產或負債淨值；及(b) Jumbo Grace集團於完成日期應付或結欠本集團其他成員公司（Keep Speed及Jumbo Grace集團除外）之全部款項之面值總額，減本集團任何成員公司（Keep Speed及Jumbo Grace集團除外）於完成日期應付及結欠任何Jumbo Grace集團之公司之全部款項之面值總額。

52. EVENTS AFTER THE REPORTING PERIOD

(Cont'd)

(b) Windsor Disposal (Cont'd)

Details of the disposal of Keep Speed and the Jumbo Grace Group ("Windsor Disposal") were set out in the announcement of the Company dated 23rd December, 2015 and the circular of the Company dated 15th January, 2016.

On 2nd February, 2016, the Windsor Disposal was duly approved by the independent shareholders of the Company at the special general meeting. The Windsor Disposal has not yet completed up to the date of the approval of these consolidated financial statements.

(c) Acquisition of a property in the United Kingdom

In March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire a freehold property situate at 12/14 St. George Street, Mayfair, London at a consideration of GBP121,700,000. Completion of the acquisition shall take place on or before 15th April, 2016.

52. 報告期末後事項 (續)

(b) 皇室大廈出售 (續)

出售Keep Speed及Jumbo Grace集團(「皇室大廈出售」)之詳情已載列於本公司日期為二零一五年十二月二十三日之公布及二零一六年一月十五日之通函內。

於二零一六年二月二日，皇室大廈出售已由本公司之獨立股東於股東特別大會批准。皇室大廈出售於截至批准本綜合財務報表日期尚未完成。

(c) 收購英國物業

於二零一六年三月，本集團與獨立第三方訂立一份買賣協議，收購位於倫敦Mayfair，St. George Street 12/14號之永久業權物業，代價為121,700,000英鎊。收購事項將於二零一六年四月十五日或之前完成。

53. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 15th March, 2016.

53. 授權刊發綜合財務報表

董事會已於二零一六年三月十五日批准及授權發布綜合財務報表。

Summary of the results, assets and liabilities of the Group for the last five years is as follows: 本集團過去五年之業績、資產與負債概要如下：

		For the year ended 31st December				
		截至十二月三十一日止年度				
		2015	2014	2013	2012	2011
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
						(Restated)
						(重列)
Results	業績					
Revenue	收入	1,542,397	2,627,288	6,452,726	2,433,544	527,792
Profit before tax from continuing operations	來自持續經營業務之除稅前溢利	8,196,126	9,008,758	6,945,040	10,113,939	3,624,745
Income tax expense	所得稅開支	(476,395)	(255,859)	(443,919)	(299,090)	(115,888)
Profit for the year from continuing operations	本年度來自持續經營業務之溢利	7,719,731	8,752,899	6,501,121	9,814,849	3,508,857
Profit for the year from discontinued operation	本年度來自已終止經營業務之溢利	-	-	501	5,667	10,847
Profit for the year	本年度溢利	7,719,731	8,752,899	6,501,622	9,820,516	3,519,704
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	7,727,208	8,744,927	6,317,737	9,794,937	3,497,816
Non-controlling interests	非控股權益	(7,477)	7,972	183,885	25,579	21,888
		7,719,731	8,752,899	6,501,622	9,820,516	3,519,704
Earnings per share (HK\$)	每股盈利(港元)					
Basic and diluted (note)	基本及攤薄(附註)	4.05	4.58	3.31	5.14	1.83
Final and interim dividends per share (HK cents)	每股末期及中期股息(港仙)	31	31	70	21	2
Special dividend per share (HK cents)	每股特別股息(港仙)	380	655	130	100	-

Note: The calculation of the basic and diluted earnings per share is based on the profit attributable to owners of the Company for the years and on the weighted average number of shares in issue during the relevant years. Diluted earnings per share was the same as the basic earnings per share as there were no diluting events during the relevant years.

附註：每股基本及攤薄盈利乃根據當年度本公司擁有人應佔溢利及有關年度已發行股份之加權平均數計算。由於並無攤薄事項，故有關年度之每股攤薄盈利與每股基本盈利相同。

		At 31st December				
		於十二月三十一日				
		2015	2014	2013	2012	2011
		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
Assets and liabilities	資產及負債					
Total assets	資產總額	63,055,217	71,424,931	75,810,226	74,529,259	61,511,597
Total liabilities	負債總額	(22,729,855)	(29,772,338)	(28,620,461)	(28,550,934)	(25,143,590)
Total equity	股本權益總額	40,325,362	41,652,593	47,189,765	45,978,325	36,368,007
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	40,247,600	41,567,354	47,103,748	45,546,522	35,651,332
Non-controlling interests	非控股權益	77,762	85,239	86,017	431,803	716,675
		40,325,362	41,652,593	47,189,765	45,978,325	36,368,007
Net asset value 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)	21.10	21.79	24.69	23.88	18.69
Number of shares issued	已發行股份數目	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079	1,907,619,079

The following table sets forth the Group's major properties as at 31st December, 2015:

下表載列本集團於二零一五年十二月三十一日之主要物業：

PROPERTIES IN HONG KONG

香港物業

Properties held for investment

持作投資物業

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團 所佔權益
<p>1. Windsor House* 311 Gloucester Road Causeway Bay, Hong Kong (including 157 car parking spaces) 皇室大廈* 香港銅鑼灣告士打道311號 (包括157個車位)</p>	<p>The Remaining Portions of Inland Lot Nos. 7717 and 7718 Section A of Inland Lot No. 781 and Sections A and C of Inland Lot No. 782 內地段7717及7718號餘下部分 內地段781號A段及 內地段782號A及C段</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>* The Group entered into a disposal agreement to dispose the companies holding Windsor House. Such transaction is expected to be completed in 2016 本集團訂立一份出售協議以出售持有皇室大廈之公司。預期該交易將於二零一六年完成</p>				
<p>2. Harcourt House (excluding 7th, 8th, 9th, 22nd, 23rd, 25th, 26th and 27th floors, rooms 1004 and 1805) 39 Gloucester Road Wanchai, Hong Kong (including 113 car parking spaces) 夏慤大廈 香港灣仔告士打道39號 (7、8、9、22、23、25、 26及27樓、1004及1805室除外) (包括113個車位)</p>	<p>Certain parts or shares of and in Inland Lot No. 8573 內地段8573號之 若干部分或份額</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>3. MassMutual Tower* 38 Gloucester Road Wanchai, Hong Kong (including 55 car parking spaces on basement) 美國萬通大廈* 香港灣仔告士打道38號 (包括地庫之55個車位)</p>	<p>Certain parts or shares of and in Inland Lot Nos. 3287 and 6936 內地段3287及6936號之 若干部分或份額</p>	<p>Commercial 商業</p>	<p>Long 長期</p>	<p>100%</p>
<p>* The Group disposed the company holding MassMutual Tower in January 2016 本集團已於二零一六年一月出售持有美國萬通大廈之公司</p>				

PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

Properties held for investment (Cont'd)

持作投資物業 (續)

Location 地點	Lot number 地段編號	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
<p>4. Causeway Place* Various shops on ground floor, mezzanine floor, 1st and 2nd floors and their respective portions of exterior walls, together with flats C, I, J, K, L, N, O, P, Q (each including a flat roof) and H on 3rd floor Hong Kong Mansion nos. 1-7 Paterson Street and nos. 2-10 Great George Street Causeway Bay, Hong Kong 銅鑼灣地帶* 香港銅鑼灣 百德新街1-7號及 記利佐治街2-10號 香港大廈 地下、閣樓、1樓及2樓 若干商舖及 其各部分之外牆連同 3樓C、I、J、K、L、N、O、P、Q (包括各單位之平台)及H單位</p> <p>* Certain shops have been sold 若干商舖已售出</p>	Certain parts or shares of and in Inland Lot No. 7742 內地段7742號之 若干部分或份額	Residential/ Commercial 住宅/商業	Long 長期	100%
<p>5. Various Portions of No. 1 Hung To Road Kwun Tong, Kowloon, Hong Kong (comprising 391 workshop units and 77 car parking spaces) 香港九龍觀塘 鴻圖道1號若干單位 (包括391個工場單位及77個車位)</p>	Certain parts or shares of and in Kwun Tong Inland Lot No. 415 觀塘內地段415號之 若干部分或份額	Industrial 工業	Medium 中期	33.33%
<p>6. Olympian City 3 1 Hoi Wang Road South West Kowloon, Hong Kong (including 194 private car parking spaces and 24 motorcycle parking spaces) 奧海城三期 香港西南九龍 海泓道1號 (包括194個私家車車位及24個電單車車位)</p>	Certain parts or shares of and in Kowloon Inland Lot Nos. 11167 and 11168 九龍內地段 11167及11168號之 若干部分或份額	Commercial 商業	Medium 中期	25%
<p>7. Coronation Circle 1 Yau Cheung Road South West Kowloon, Hong Kong (including 238 private car parking spaces and 25 motorcycle parking spaces) 中港薈 香港西南九龍 友翔道1號 (包括238個私家車車位及25個電單車車位)</p>	Certain parts or shares of and in Kowloon Inland Lot No. 11073 九龍內地段11073號之 若干部分或份額	Commercial 商業	Medium 中期	15%

PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

Property held for sale

持作出售物業

Location 地點	Lot number 地段編號	Approx. saleable floor area (square feet) 實用面積約數 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. 55 Conduit Road No. 55 Conduit Road Hong Kong 琥珀 香港 干德道55號	Remaining Portion of Section A of Inland Lot No. 2138 Sub-section 1 of Section A of Inland Lot No. 2138 and Inland Lot No. 2612 內地段2138號A段餘下部分 內地段2138號A段1分段及 內地段2612號	78,741**	Residential 住宅	70%

* Certain units have been pre-sold
若干單位已預售

* Excluding all car parking spaces area
不包括所有車位之面積

Properties under development held for sale

持作出售之發展中物業

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計 完成日期	Approx. site area (square feet) 地盤面積 約數 (平方呎)	Estimated gross floor area (square feet) 估計 總樓面面積 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
1. No. 12 Shiu Fai Terrace* Mid-Levels East Hong Kong 香港東半山 肇輝臺12號*	Section M of Inland Lot No. 2302 and the Extension thereto and Section X of Inland Lot No. 2302 and the Extension thereto 內地段2302號M段及 其延展部分以及 內地段2302號X段及 其延展部分	Superstructure work in progress 上蓋建築工程 進行中	Fourth quarter of 2016 二零一六年 第四季	12,030	40,726	Residential 住宅	100%

* Under redevelopment
重建中

PROPERTIES IN HONG KONG (Cont'd)

香港物業 (續)

Properties under development held for sale (Cont'd)

持作出售之發展中物業 (續)

Location 地點	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計 完成日期	Approx. site area (square feet) 地盤面積 約數 (平方呎)	Estimated gross floor area (square feet) 估計 總樓面面積 (平方呎)	Usage 用途	Group's interest 集團 所佔權益
2. One South Lane *# Western District Hong Kong 香港西區 南里壹號*#	Remaining Portion of Sub-section 2 of Section C Remaining Portion of Section A of Sub-section 1 of Section C Remaining Portion of Sub-section 1 of Section C and Remaining Portion of Section C Section A of Sub-section 2 of Section C Sub-section 1 of Section A of Sub-section 1 of Section C Section B of Sub-section 1 of Section C Sub-section 3 of Section C of Inland Lot No. 1300 內地段1300號 C段2分段餘下部分 C段1分段A部分餘下部分 C段1分段餘下部分及 C段餘下部分 C段2分段A部分 C段1分段A部分1分段 C段1分段B部分 C段3分段	Superstructure and fitting-out works in progress 上蓋建築及 裝修工程 進行中	Second quarter of 2016 二零一六年 第二季	4,192	41,353	Residential/ Commercial 住宅/商業	100%

* Under redevelopment
重建中

Certain units have been pre-sold
若干單位已預售

PROPERTIES IN MAINLAND CHINA

中國內地物業

Properties held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
1. Hilton Beijing 1 Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 北京希爾頓酒店 北京市朝陽區 東三環北路、東方路1號	Hotel/Commercial 酒店／商業	Short 短期	50%
2. Oriental Place 9 East Dongfang Road, North Dongsanhuan Road Chaoyang District, Beijing 東方國際大廈 北京市朝陽區 東三環北路、東方東路9號	Commercial 商業	Short 短期	50%
3. Evergo Tower (excluding unit no. 3 on 9th floor) 1325 Central Huaihai Road and 1 Baoqing Road Xuhui District, Shanghai 愛美高大廈 上海市徐匯區 淮海中路1325號及寶慶路1號 (不包括9樓3室)	Commercial 商業	Medium 中期	100%
4. Lowu Commercial Plaza 79 retail shops on 1st floor Jianshe Road, Luohu District Shenzhen, Guangdong Province 羅湖商業城 廣東省深圳市羅湖區 建設路1樓79間零售商舖	Commercial 商業	Short 短期	100%

PROPERTY IN THE UNITED KINGDOM

英國物業

Property held for investment

持作投資物業

Location 地點	Usage 用途	Category of the lease term 租期類別	Group's interest 集團所佔權益
1. River Court 116-129 Fleet Street London, EC4, United Kingdom River Court 英國倫敦EC4 Fleet Street 116-129號	Commercial 商業	Freehold 永久業權	100%

SCHEDULE OF PROPERTY DEVELOPMENT RIGHTS

物業發展權益附表

PROPERTY IN HONG KONG

香港物業

Property held for development

持作發展物業

Name of project 項目名稱	Lot number 地段編號	Stage of completion 完成階段	Estimated completion date 估計完成日期	Approx. site area (square feet) 地盤面積約數 (平方呎)	Estimated gross floor area (square feet) 估計總樓面面積 (平方呎)	Usage 用途	Group's interest 集團所佔權益
1. Kwun Tong Town Centre Project Development Areas 2 and 3 Kwun Tong Town Centre Kowloon, Hong Kong 觀塘市中心計劃 香港九龍 觀塘市中心 第二及第三發展區	New Kowloon Inland Lot No. 6514 新九龍 內地段6514號	Foundation work in progress 地基工程進行中	First quarter of 2021 二零二一年 第一季	234,160	1,853,561	Residential/ Commercial 住宅／商業	10%

Note: The property development rights were granted pursuant to development agreement with the Urban Renewal Authority
附註：物業發展權乃根據與市區重建局訂立之發展協議授出

