



深圳控股有限公司  
SHENZHEN INVESTMENT LIMITED

股份代號 Stock Code: 00604



二零一八年年報  
Annual Report 2018





## Contents

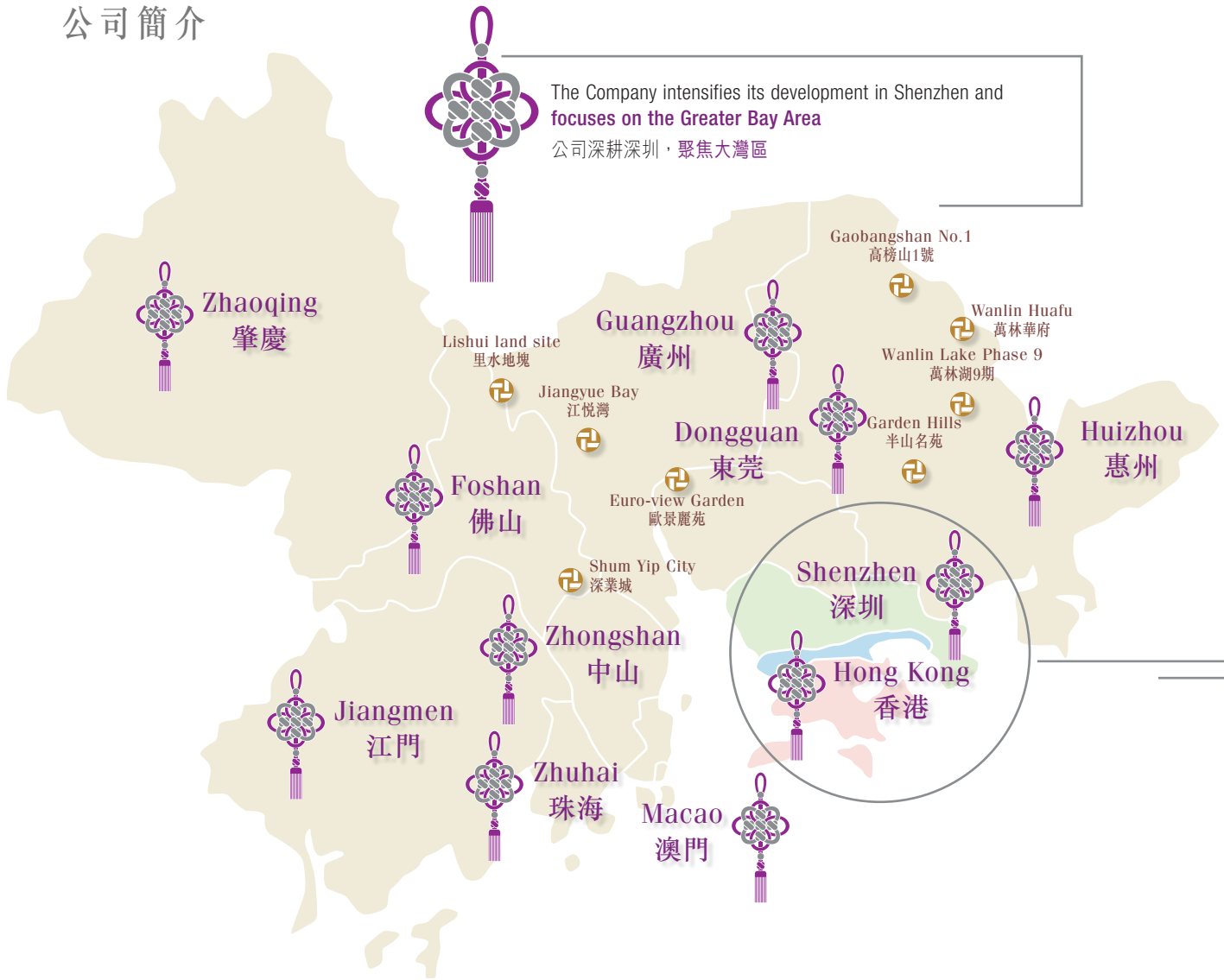
### 目錄

2	Corporate Profile	公司簡介
4	Corporate Information	公司資料
5	Highlights of 2018 Results	二零一八年業績摘要
7	Five-Year Financial Summary	五年財務摘要
10	Chairman's Statement	主席報告
20	Management Discussion and Analysis	管理層討論與分析
35	Directors and Senior Management	董事及高級行政人員
46	Corporate Governance Report	企業管治報告
71	Directors' Report	董事會報告
89	Independent Auditor's Report	獨立核數師報告
98	Consolidated Statement of Profit or Loss	綜合損益表
99	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
100	Consolidated Statement of Financial Position	綜合財務狀況表
102	Consolidated Statement of Changes in Equity	綜合權益變動表
104	Consolidated Cash Flow Statement	綜合現金流量表
106	Notes to the Financial Statements	財務報表附註
281	Schedule of Major Properties	主要物業表





## Corporate Profile 公司簡介



### Shenzhen Investment Limited

has been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 1997, is the largest listed real estate company under State-owned Assets Supervision and Administration Commission of Shenzhen Municipal. The Company's core business includes property development (including residential real estate, industrial real estate and commercial complex), property investment and management. By intensifying its development in Shenzhen, focusing on the Greater Bay Area and planning for its development in other core cities in China, the Company is committed to be a first-class real estate developer and real estate operator.

The Group currently has a land reserve with a planned total gross floor area close to 6.28 million square meters in various cities of China, of which the quality land reserve with a planned total gross floor area of approximately 2.47 million square meters is located in Shenzhen. The Company is committed to optimizing its land reserves structure, and concentrate its assets and business in the Greater Bay Area as well as key first- and second-tier cities.

It has all along been the Company's core strategic goal to promote the long term sustainable development of its business, with an aim to bring a stable return and create value appreciation for its shareholders.

Corporate Profile  
公司簡介

## 深圳控股有限公司

於1997年在香港聯合交易所有限公司主板上市，是深圳市國資委旗下最大的房地產上市公司。公司核心業務包括物業開發（包括住宅地產，產業地產及商業綜合體）、物業投資及管理。公司深耕深圳，聚焦大灣區，佈局其他中國核心城市，致力於成為一流的房地產開發及不動產運營商。

目前本集團於國內多個城市合共擁有規劃總建築面積近628萬平方米的土地儲備，其中位於深圳的優質土地儲備的規劃總建築面積約247萬平方米。公司致力優化土地儲備的結構，將資產和業務向大灣區和重點一二線城市集中。

公司一貫之核心策略目標，乃致力推動業務長期持續發展，以期為股東帶來整體穩定回報及締造價值增長。



The diagram above provides an overview of the Group's development projects in Guangdong – Hong Kong – Macao Greater Bay Area

上圖展示本集團位於粵港澳大灣區的發展項目概覽



## Corporate Information 公司資料

### Executive Directors

Dr. LU Hua, *Chairman*  
Mr. HUANG Wei, *President*  
Mr. MOU Yong  
Mr. LIU Chong

### Non-Executive Directors

Dr. WU Jiesi  
Mr. LIU Shichao

### Independent Non-Executive Directors

Mr. WU Wai Chung, Michael  
Mr. LI Wai Keung  
Dr. WONG Yau Kar, David

### Company Secretary

Mr. LEE Ka Sze, Carmelo

### Auditors

KPMG, *Certified Public Accountants*  
Hong Kong

### Principal Bankers

Bank of China (Hong Kong) Ltd.  
DBS Bank Ltd., Hong Kong Branch  
China Construction Bank Corporation, Hong Kong Branch  
The Bank of East Asia, Ltd.  
Industrial and Commercial Bank of China (Asia) Ltd.  
The Hongkong and Shanghai Banking Corporation Ltd.  
Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch  
China Citic Bank International Ltd.  
Hang Seng Bank Ltd.  
CMB Wing Lung Bank Ltd.

### Registered Office

8th Floor, New East Ocean Centre,  
9 Science Museum Road, Tsim Sha Tsui,  
Kowloon, Hong Kong

### Share Listing

The Stock Exchange of Hong Kong Limited  
(Stock code: 00604)

### Share Registrar

Tricor Standard Limited  
Level 22 Hopewell Centre,  
183 Queen's Road East, Hong Kong

### Website

[www.shenzheninvestment.com](http://www.shenzheninvestment.com)

### 執行董事

呂華博士，主席  
黃偉先生，總裁  
牟勇先生  
劉崇先生

### 非執行董事

武捷思博士  
劉世超先生

### 獨立非執行董事

吳偉聰先生  
李偉強先生  
黃友嘉博士

### 公司秘書

李嘉士先生

### 核數師

畢馬威會計師事務所，執業會計師  
香港

### 主要往來銀行

中國銀行(香港)有限公司  
星展銀行香港分行  
中國建設銀行股份有限公司香港分行  
東亞銀行有限公司  
中國工商銀行(亞洲)有限公司  
香港上海滙豐銀行有限公司  
上海浦東發展銀行股份有限公司香港分行  
中信銀行(國際)有限公司  
恒生銀行有限公司  
招商永隆銀行有限公司

### 註冊辦事處

香港九龍  
尖沙咀科學館道9號  
新東海商業中心8樓

### 股份上市

香港聯合交易所有限公司  
(股份代號：00604)

### 股份過戶處

卓佳標準有限公司  
香港皇后大道東183號  
合和中心22樓

### 網址

[www.shenzheninvestment.com](http://www.shenzheninvestment.com)



## Highlights of 2018 Results

### 二零一八年業績摘要

#### Results 業績

		For the year ended 31 December		
		截至十二月三十一日止年度		
		2018	2017	
		二零一八年	二零一七年	
		HK\$ million	HK\$ million	Changes
		百萬港元	百萬港元	變動
Revenue	收益	<b>16,642.76</b>	10,254.50	62.30%
Cost of sales	銷售成本	<b>10,671.78</b>	6,703.09	59.21%
Gross profits	毛利	<b>5,970.98</b>	3,551.41	68.13%
Share of profits less losses of joint ventures and associates	應佔合營公司及聯營公司溢利減虧損	<b>1,890.64</b>	844.74	123.81%
Profit before tax	除稅前溢利	<b>6,803.01</b>	7,664.68	(11.24%)
Profit for the year attributable to equity shareholders of the Company	本公司權益股東年內應佔溢利	<b>3,415.22</b>	4,950.94	(31.02%)
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<b>41.93</b>	63.64	(34.11%)
Interim and proposed final dividend per share (HK cents)	每股中期及建議末期股息(港仙)	<b>18.00</b>	18.00	—

#### Financial Position 財務狀況

		As at 31 December		
		於十二月三十一日		
		2018	2017	
		二零一八年	二零一七年	
		HK\$ million	HK\$ million	Changes
		百萬港元	百萬港元	變動
Net assets excluding non-controlling interests	資產淨值(不包括非控股權益)	<b>41,703.98</b>	41,468.24	0.57%
Cash and deposits (including restricted cash)	現金及存款(包括受限制現金)	<b>12,655.19</b>	12,984.09	(2.53%)
Net loans	淨貸款	<b>12,605.57</b>	9,919.15	27.08%
Net assets per share excluding non-controlling interests (HK\$)	每股資產淨值(不包括非控股權益)(港元)	<b>4.96</b>	5.15	(3.69%)



## Highlights of 2018 Results 二零一八年業績摘要

### Key Ratios

#### 主要比率

		2018 二零一八年 %	2017 二零一七年 %
Gross profit margin	毛利率	35.88	34.63
Net loan to net assets excluding non-controlling interests	淨貸款與資產淨值 (不包括非控股權益)之比率	30.23	23.92
Dividend payout ratio	派息比率	42.93	28.28

### Results (by operating segment)

#### 業績 (按經營分類)

		2018 二零一八年 HK\$ million 百萬港元	2017 二零一七年 HK\$ million 百萬港元
<b>Turnover</b>	<b>營業額</b>		
Property development	物業開發	12,062.58	6,381.48
Property investment	物業投資	983.38	929.85
Property management	物業管理	2,103.75	1,820.43
Manufacturing	製造	342.37	325.65
Others	其他	1,150.68	797.09
<b>Total</b>	<b>總額</b>	<b>16,642.76</b>	<b>10,254.50</b>
<b>Segment Results – Profits / (Loss)</b>	<b>分類業績 – 溢利 / (虧損)</b>		
Property development	物業開發	5,543.37	5,993.31
Property investment (Note1)	物業投資 (附註1)	2,301.92	2,028.82
Property management	物業管理	133.21	171.25
Manufacturing	製造	25.64	14.09
Others	其他	(35.59)	(118.09)
<b>Total</b>	<b>總額</b>	<b>7,968.55</b>	<b>8,089.38</b>

#### Note:

- Segment results included the increase in fair value of investment properties of approximately HK\$979.92 million (2017: HK\$1,161.68 million) and the recognition of change in fair value upon transfer to investment properties of approximately HK\$302.94 million (2017: HK\$96.81 million).
- Details of segment results of the Group is set out in note 4 to the financial statements.

#### 附註:

- 分類業績包括投資物業公允價值增加約979.92百萬港元(二零一七年: 1,161.68百萬港元)及轉撥至投資物業後確認公允價值變動約302.94百萬港元(二零一七年: 96.81百萬港元)。
- 本集團分類業績詳情載於財務報表附註4。





## Five-Year Financial Summary

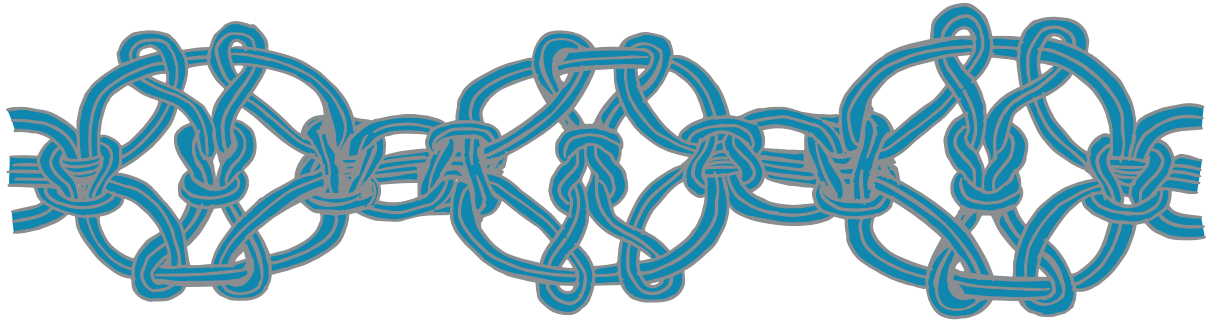
### 五年財務摘要

		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		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
<b>Results</b>	<b>業績</b>					
Revenue from continuing operations	持續經營業務之收益	16,642,765	10,254,496	21,353,993	18,428,172	13,827,105
Profit before taxation	除稅前溢利					
(Including profit before taxation from a discontinued operation)	(包括非持續業務之除稅前溢利)	6,803,008	7,664,682	8,292,792	6,510,629	5,855,454
Income tax expense	所得稅開支					
(Including income tax expense from a discontinued operation)	(包括非持續業務之所得稅開支)	(3,104,271)	(2,465,462)	(4,821,911)	(3,423,377)	(2,349,413)
<b>Profit for the year</b>	<b>年內溢利</b>	<b>3,698,737</b>	<b>5,199,220</b>	<b>3,470,881</b>	<b>3,087,252</b>	<b>3,506,041</b>
<b>Attributable to:</b>	<b>下列應佔：</b>					
Equity shareholders of the Company	本公司權益股東	3,415,223	4,950,941	3,170,581	2,868,796	3,131,316
Non-controlling interests	非控股權益	283,514	248,279	300,300	218,456	374,725
		<b>3,698,737</b>	<b>5,199,220</b>	<b>3,470,881</b>	<b>3,087,252</b>	<b>3,506,041</b>
<b>Assets, liabilities and non-controlling interests</b>	<b>資產、負債及非控股權益</b>					
Current assets	流動資產	61,493,029	62,963,238	56,984,059	55,498,072	59,685,807
Non-current assets	非流動資產	56,527,120	54,263,909	39,561,506	35,587,146	34,819,100
Total assets	總資產	118,020,149	117,227,147	96,545,565	91,085,218	94,504,907
Total liabilities	總負債	72,576,453	(72,126,315)	(60,324,631)	(55,516,152)	(61,731,272)
Net assets	資產淨值	45,443,696	45,100,832	36,220,934	35,569,066	32,773,635
Non-controlling interests	非控股權益	3,739,721	(3,632,591)	(3,410,121)	(2,243,201)	(2,277,775)
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	41,703,975	41,468,241	32,810,813	33,325,865	30,495,860



# Enhancing Value Driving Growth

提升價值 帶動增長



Leading  
引領

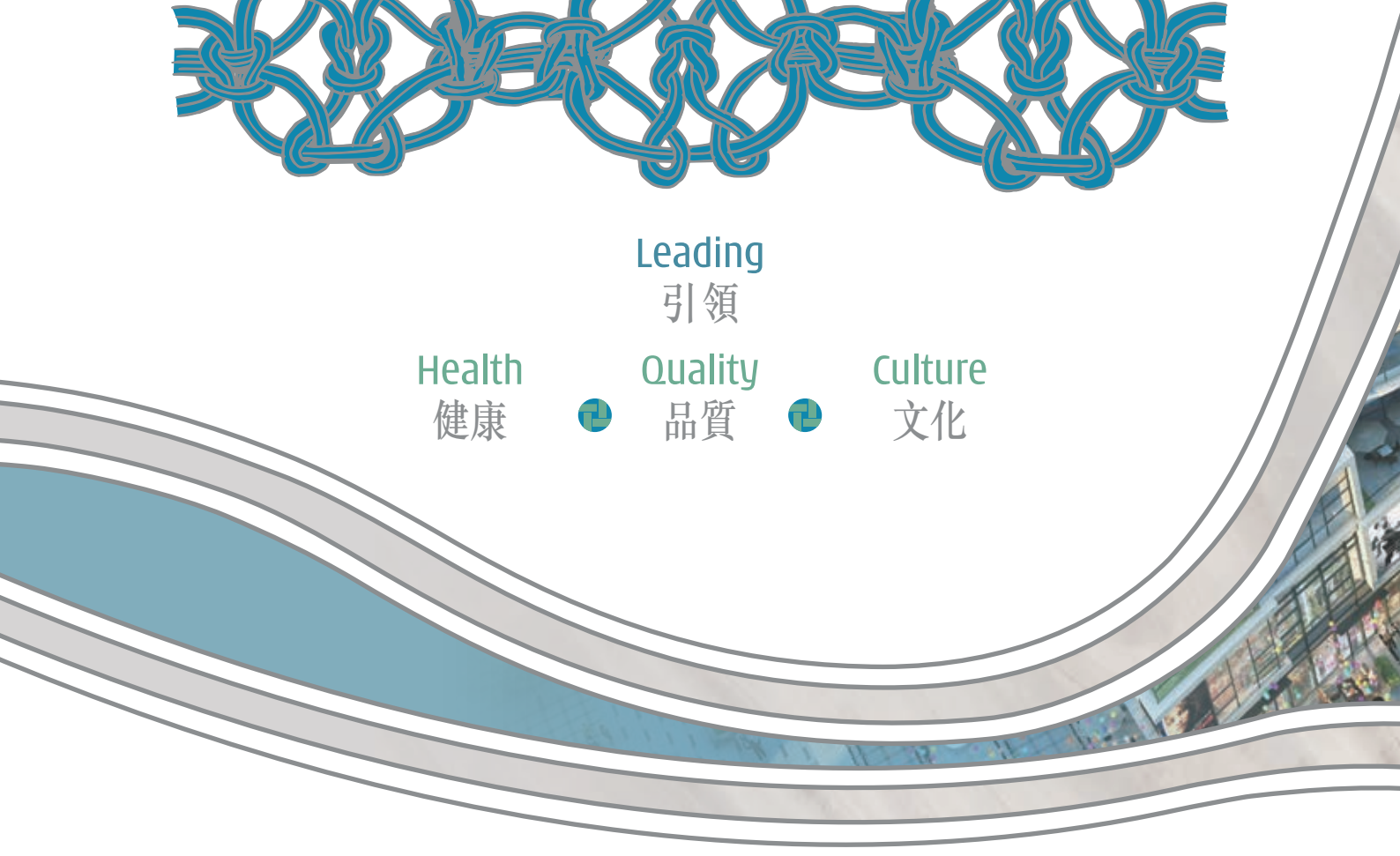
Health  
健康



Quality  
品質



Culture  
文化





Guanlan Rose Garden 觀瀾玫瑰苑

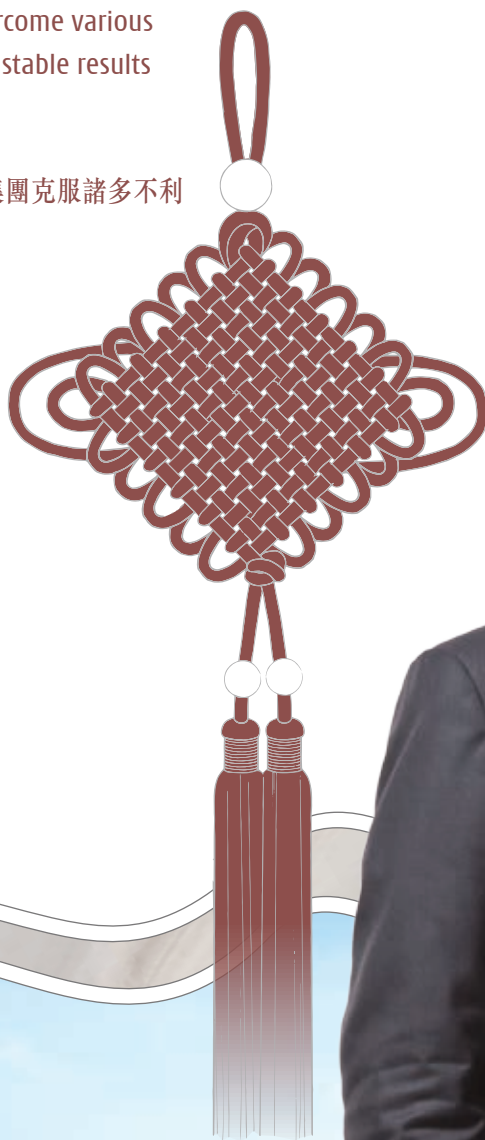


## Chairman's Statement 主席報告

Under the mixed external environment, the Group was able to overcome various difficulties and maintain a stable results performance.

面對複雜的外部環境，本集團克服諸多不利因素，業績保持穩定。

LU Hua 呂華  
Chairman 主席





## Chairman's Statement 主席報告



Tanglang City 塘朗城

Ma'anshan Shum Yip Huafu 馬鞍山深業華府



In 2018, China's economy has further shifted away from high-speed growth to high-quality development. The global macro-environment was complicated and changing with rising downward pressure, tightened overall liquidity and wider fluctuations in the capital market, which brings various challenges to business operation. "House is a place to live instead of a tool for speculation" has been a keynote for the Chinese real estate development and the effect of industry regulation has gradually appeared. Impacted by the new real estate control policy issued at the end of July and the fluctuations in capital market, the real estate market of Shenzhen became depressed in the second half of the year. As a result, annual trading volume was flat with the previous year and, due to the policy of price restriction, trading price maintained stable. There were also changes in the real estate market in the third-tier and fourth-tier cities in the second half of the year and some cities saw recovery in both price and volume.

Under the mixed external environment, the Group was able to overcome various difficulties and maintain a stable results performance by grasping market opportunity to expand quality land resource and strengthening finance and financial support on the one hand, while on the other hand launching the mixed-ownership reform on certain of its operating platforms, a solid step to its growth transformation, so as to lay a sound foundation for its medium and long term development.

二零一八年，中國經濟進一步從高速增長向高質量發展轉型。全球宏觀環境複雜多變，經濟下行壓力加大，整體流動性偏緊，資本市場出現較大波動，企業經營發展面臨多重挑戰。「房住不炒」已是中國房地產市場發展的基調，行業調控影響逐漸顯現，受到7月底出台房地產調控新政以及資本市場波動的影響，深圳房地產市場在下半年逐漸轉入低迷，全年成交量與去年持平，成交價格在限價政策下保持穩定。三四線城市房地產市場下半年也出現了變化，部分城市價量有所回調。

面對複雜的外部環境，本集團克服諸多不利因素，業績保持穩定。一方面，把握市場時機，拓展優質土地資源，加強融資及財務保障；另一方面，啟動若干運營平台的混合所有制改革，在發展轉型上邁出堅實一步，為本集團中長期發展奠定良好基礎。



## Chairman's Statement

### 主席報告

#### 2018 Annual Results

During the year, the Group achieved a turnover of HK\$16,642.8 million, representing an increase of 62.3% over the last year. Gross profit was HK\$5,971.0 million, representing an increase of 68.1% over the last year. Profit attributable to equity shareholders of the Company was HK\$3,415.2 million, representing a decrease of 31.0% over the last year. Against a high base due to the one-off gains of HK\$3.3 billion from the disposal of projects in the third-tier and fourth-tier cities by the Group during the last year and affected by the non-cash loss arising from changes in fair value of the equity interests in Hengda Real Estate held by the Group, profit attributable to shareholders decreased. If excluding the net effect of the changes in fair value of investment properties and fair value of financial assets attributable to the Group, profit attributable to equity shareholders of the Company was HK\$3,148.3 million. Basic earnings per share were HK41.93 cents, representing a decrease of 34.1% over the last year. The Board recommends the payment of a final dividend of HK11.00 cents per share for 2018 in cash (with a scrip dividend alternative). Together with the interim dividend of HK7.00 cents per share already paid, the total dividend for the whole year will amount to HK18.00 cents per share.

#### Significant Sales Increase

During the year, the Group realized contracted sales of approximately RMB16.45 billion, representing an increase of 43.1% over the last year. Its major projects include Shum Yip Zhongcheng, Taifu Square and Shum Yip Dongling in Shenzhen, Ma'anshan Shum Yip Huafu and Huizhou Gaobangshan No.1. Approximately 79% of the Group's contracted sales was contributed by Shenzhen projects.

The Group raised its annual sales forecast substantially in view of the stable market environment in the first half of the year and by adapting to the market situation. However, due to unexpected sudden change in market environment, sales of Shum Yip Zhongcheng (apartments and offices) and Taifu Square encountered great difficulties during their launch in late October when the market was in a depressed period. The Group overcame the odds through block trades, a breakthrough in the sales, and recorded contracted sales of RMB16.45 billion. It achieved the sales target of RMB15 billion set by the Group at the beginning of the year and posted an increase of approximately 43.1% over the last year. Even though the contracted sales failed to meet the Group's mid-year expectation, it was never easy being able to realize such significant increase.

#### 二零一八年全年業績

年內，本集團實現營業額16,642.8百萬港元，同比上漲62.3%；實現毛利5,971.0百萬港元，同比上漲68.1%；實現本公司權益股東應佔溢利3,415.2百萬港元，同比下降31.0%。由於去年本集團出售三四線城市項目獲得33億港元的一次性盈利而存在較高基數，加上受本集團持有的恒大地產股權公允價值變動產生的非現金損失的影響，股東應佔溢利有所下降。如剔除本集團所屬投資物業的公允價值及金融資產公允價值變動的淨影響，本公司權益股東應佔溢利3,148.3百萬港元。每股基本盈利為41.93港仙，同比下降34.1%。董事局建議以現金（並附有以股代息選擇方式）派發二零一八年末期股息每股11.00港仙。連同已派發之中期股息每股7.00港仙，全年派發股息合共每股18.00港仙。

#### 銷售大幅增長

本集團全年實現合同銷售額人民幣約164.5億元，同比增長43.1%。主要項目有：位於深圳的深業中城、泰富廣場、深業東嶺等項目，馬鞍山深業華府以及惠州高榜山1號等項目，其中深圳項目佔比約79%。

上半年市場環境穩定，本集團順應市場形勢，大幅提高年度銷售預期。然而，市場環境突變超乎預估，深業中城公寓、寫字樓和泰富廣場項目在10月下旬推出時遭遇市場低迷期，為樓盤銷售帶來極大的挑戰。本集團克服重重困難，通過物業大宗交易實現銷售突破，完成164.5億人民幣合同銷售，實現約43.1%的同比增長，達成本集團年初提出的人民幣150億元的銷售目標。儘管合同銷售未能如年中預期，但經過努力，實現大幅增長實屬不易。



## Chairman's Statement

### 主席報告

#### Expansion of Quality Land Resources

During the year, the Group successfully implemented the Wuhan Bio Valley Project (武漢生物谷項目) by seizing the favourable market opportunities. Located at East Lake High-tech Development Zone, Wuhan, the Bio Valley Project covers an area of approximately 93,000 square meters and a capacity building area of approximately 186,000 square meters, which is planned to be developed into a prime residential community.

In addition, the Group won the bid for a residential and commercial project in Yanghu, Yuelu District, Changsha (site area: approximately 80,000 square meters; capacity building area: approximately 185,000 square meters) and a residential project in Haibin Bay, Chenghua District, Chengdu (site area: 25,000 square meters; capacity building area: approximately 41,000 square meters) at a price of RMB1.21 billion and RMB0.33 billion respectively.

The development of Guangdong-Hong Kong-Macao Greater Bay Area has been formally upgraded to a national strategy and its outline development plan has been released recently. The Group continues to adhere to its development strategy of "focusing on the Greater Bay Area, intensifying development in Shenzhen and expanding land resources". During the year, the Group entered into relocation and compensation agreements with the original owners including subsidiaries of Shum Yip Group, the ultimate holding company of the Company, and obtained the qualification of development capacity in respect of the urban renewal project of Xinhongcheng (信宏城城市更新項目), which is located at Guangming New District, Shenzhen with a site area of approximately 90,000 square meters and a total gross floor area of approximately 220,000 square meters (including resettlement houses of approximately 72,000 square meters), of which, 180,000 square meters is for residential use, approximately 19,000 square meters is for indemnificatory apartments and 12,000 square meters is for commercial use. The project will be re-developed into a modern community for both residential and commercial use.

In addition, the urban redevelopment projects including Chegongmiao and Bagualing in Shenzhen have been expediated. Besides, Shum Yip Group, the ultimate holding company of the Company, made an investment to Shenzhen-Hong Kong Science and Technology Innovative Cooperation Zone Development Co. LTD (深港科技創新合作區發展有限公司) to hold 25% equity interests in the company, which provides a valuable opportunity to the Group to participate in the construction of the Greater Bay Area, especially the development and operation of High-Tech Park in the Shenzhen area of Shenzhen-Hong Kong Science and Technology Innovation Special Cooperation Zone (深港科技創新特別合作區) (Hetao area).

#### 拓展優質土地資源

年內，本集團抓住市場的有利時機，成功落實了武漢生物谷項目。該項目位於武漢市東湖高新區，佔地面積約9.3萬平方米，計容建築面積約18.6萬平方米，計劃建設為優質住宅社區。

本集團還分別以人民幣12.1億元和3.3億元成功競得長沙岳麓區洋湖住宅及商業項目和成都市成華區海濱灣住宅項目。長沙岳麓區洋湖項目佔地約8萬平方米，計容建築面積約18.5萬平方米；成都市海濱灣項目佔地2.5萬平方米，計容建面約4.1萬平方米。

粵港澳大灣區正式上升為國家戰略，規劃綱要日前已正式公布，本集團繼續堅持聚焦大灣區，深耕深圳，拓展土地資源的發展戰略。年內，本集團就信宏城城市更新項目與包括本公司最終控股公司深業集團之子公司在內的原業主簽訂了拆遷補償協議，並取得開發主體資格。項目位於深圳市光明新區，佔地約9萬平方米，總建築面積約22萬平方米（含回遷房面積約7.2萬平方米），其中住宅面積18萬平方米，保障性住房面積約1.9萬平方米，商業面積1.2萬平方米。該項目將重新建設成為兼具住宅及商業功能的現代化社區。

此外，深圳市車公廟、八卦嶺等片區統籌和城市更新項目加速推進。本公司最終控股公司深業集團還參與投資了深港科技創新合作區發展有限公司，並持有該公司25%的股權，為本集團參與粵港澳大灣區建設，特別是在深港科技創新特別合作區（河套地區）的深方科創園進行開發和運營服務提供了寶貴機會。



## Chairman's Statement

### 主席報告

#### Overall Commencement of Mixed-Ownership Reform on Asset-Light Operation Business

During the year, the Group commenced the mixed-ownership reform on its asset-light operation business in an overall manner. Four asset-light operation and management companies were established in respect of each of the following asset-light operation businesses: the operation of wisdom park, commercial operation, entrusted construction and property management, with in place scheme of mixed-ownership reform comprised of the introduction of strategic investors and employee stock ownership. Supported by the State-owned Assets Supervision and Administration Commission (SASAC) of Shenzhen, the four operation and management companies were admitted to the first batch of mixed-ownership reform, symbolizing the overall commencement of mixed-ownership reform. The mixed-ownership reform will allow the Group to launch mechanism innovation for more vitality, thus laying a solid foundation for the expansion of operation market.

The entrusted construction business progressed effectively during the year. The Group was admitted to the preliminary list of entrusted construction suppliers for the redevelopment at city level, and of Futian, Luohu, Bao'an, Pingshan and the demolition and resettlement of Bao'an. In addition, the Group secured various projects including the Phase II of the space corridor in Futian CBD, expansion of Xingzhi Senior Vocational School (行知職業技術學校) in Luohu, entrusted construction of public service facilities in Pingshan. It also collaborated with some state-owned enterprises in Futian in demolishing and resettling Xiangmi Ercun (香蜜二村) and Shuiwu Dayuan (水務大院).

#### Healthy Financial Position

Under the background of tightened liquidity throughout the year, the Group made active plans to further strengthen its integrated fund planning and finance management to improve the efficiency of fund operation. During the year, the Group obtained a syndicated loan of HK\$10 billion, and maintained borrowing costs at a lower level of 4.8% and gearing ratio at a reasonable level by means of debt replacement and optimization of loan portfolio. As of 31 December 2018, net gearing ratio (including all interest-bearing liabilities) of the Group was 54.2%.

#### 輕資產運營業務混改全面啟動

年內，本集團全面啟動輕資產運營業務的混合所有制改革工作。在分別整合智慧園區運營、商業運營、代建業務以及物業管理等輕資產運營業務的基礎上，分別設立了四家輕資產運營管理公司，制定了包含引入戰略投資者和經營者員工持股的混改方案。上述四家運營管理公司獲得深圳市國資委支持，納入首批混改範圍，混改工作全面啟動。此次混改將開啟本集團機制創新，激發內部活力，為運營業務的市場拓展打下堅實基礎。

年內，本集團的代建業務得到有效推進。本集團成功入選深圳市本級、福田區、羅湖區、寶安區、坪山區、寶安棚改等六個代建預選供應商庫。此外，本集團取得了福田中心區空中連廊二期、羅湖區行知職業技術學校擴建、坪山區公共服務設施等代建項目，並成功與福田區國企合作，共同拓展香蜜二村、水務大院等棚改項目。

#### 財務狀況保持穩健

在全年流動性偏緊的環境下，本集團積極籌劃，加強資金統籌和融資管理，提高資金效率，年內成功獲得100億港元的銀團貸款。通過債務置換，優化貸款組合，將融資成本控制在4.8%的較低水平，負債比率保持合理水平。於二零一八年十二月三十一日，本集團淨負債率（包含所有帶息負債）為54.2%。





## Chairman's Statement

### 主席報告

#### Outlook

In 2019, both domestic and external economic environment tend to be more complicated. During the course of formation of new growth momentum of economy and resolving financial risks, various uncertainties appear with rising economic downward pressure, which continues to bring challenges to business operation. Meanwhile, the real estate market in China has undergone profound changes. "House is a place to live instead of a tool for speculation" has been a keynote for the long-term development of the real estate industry, the Government is committed to guiding fund allocation to support the development of the real economy whilst establishing a relatively stable real estate market. In the long run, the real estate market will return to its basics gradually. With the adjustments at policy and capital level, the real estate market in Shenzhen and part of other cities witnessed a slight rebound in trading volume since March 2019. However, the situations were varied in different market segments. The sustainability of the recovering market throughout the year is still uncertain. The Group will pay close attention to the changes in policy and market, explore further trade resources, capture opportunities arising from market, innovate marketing channels and methods and spare no effort to promote sales. In 2019, value of the Group's annual saleable properties is estimated to be approximately RMB36.2 billion. Based on a conservative estimation, the Group's annual sales target is approximately RMB18 billion, increasing by 10% as compared with the actual sales made last year.

Despite the uncertainties in the economic environment in 2019, there are also hidden opportunities. The low point in an economic cycle is usually proved to be a good time for investment. Therefore, on the premise of healthy operation and fund safety, the Group plans to maintain its strategy and expand resources this year to promote its development in a sustainable manner. After five years of effort in strategic priorities and transformation, the Group has made various progress, including improving quality asset, more reasonable regional distribution, enhancing profitability, sufficient financial resources reserve, maintaining net gearing ratio at a low level and abundant cash and adequate resource for development.

#### 前景展望

2019年，內外部宏觀經濟環境愈加錯綜複雜，在新的經濟增長動能的形成以及金融風險逐步化解過程中，產生了諸多不確定因素，經濟下行壓力增大，企業經營仍然面臨挑戰。同時，中國房地產市場格局已經發生深刻變化。「房住不炒」是長期政策基調，政府致力於引導資金支持實體經濟發展，同時建立一個較為穩定的房地產市場。長期來看，房地產市場將逐漸回歸基本面。三月份以來，隨著政策面和資金面的修復，深圳等部分城市的房地產成交量出現小幅回暖，但不同業態的細分市場有所差異，全年市場回暖能否持續存在不確定性。本集團將密切關注政策和市場變化，深入挖掘銷售資源，捕捉市場窗口期，創新營銷渠道和方式，全力推進銷售工作。二零一九年，本集團全年可售貨量約人民幣362億元，基於穩健的預期，本集團全年合同銷售目標為人民幣180億元，比上年實際銷售額增長10%。

二零一九年的經濟環境充滿不確定因素，但危中有機，經濟周期運行低位往往是較好的投資時機。本集團將在保障公司經營穩健和資金安全的前提下，保持戰略定力，伺機拓展資源，推進可持續發展。經過近五年戰略聚焦和轉型的努力，本集團資產質量不斷提升，區域布局更加合理，盈利能力持續增強，財務資源儲備充裕，淨負債率維持在較低水平，現金充沛，具有充足資源支持發展。



## Chairman's Statement 主席報告

Pursuant to the "Outline Development Plan for the Guangdong-Hong Kong-Macao Greater Bay Area" (《粵港澳大灣區發展規劃綱要》) formally released on 18 February 2019, the Guangdong-Hong Kong-Macao Greater Bay Area will be developed into a dynamic world-class city cluster, an international center for science and technology innovation with global influence, an important support for the construction of "the Belt and Road Initiative", a demonstration zone of close cooperation between Mainland China, Hong Kong and Macau and a quality community suitable for living, working and travelling. The position of Shenzhen as a national innovation center has been further clarified in the Outline Development Plan. With the interaction of infrastructures in the Greater Bay Area, construction of the innovation ecosystem of "Guangzhou-Shenzhen-Hong Kong-Macao" and the establishment of a modern industrial system in the area, the Guangdong-Hong Kong-Macao Greater Bay Area will be emerged as a vibrant and internationally competitive first-class bay area and world-class city cluster with optimal industrial distribution, rational segregation of duties, complementary strengths and differentiated position.

The establishment of the Guangdong-Hong Kong-Macao Greater Bay Area is a national strategy fostering a new pattern of overall opening-up and a historic opportunity for Shenzhen's high-quality development. As a listed company with years of extensive operation experience in both Shenzhen and Hong Kong, the Group will implement the national strategy for regional development in a proactively manner and take this historic opportunity to realize a growth in line with the economic soar of China and the Greater Bay Area. The Group has commenced the Study on the Strategy of Investment in the Guangdong-Hong Kong-Macao Greater Bay Area (《粵港澳大灣區城市群投資策略研究》) to make research and judgement on the planning, traffic, population and industry of city cluster in the Greater Bay Area. On this basis, the Group will make active investment in the Guangdong-Hong Kong-Macao Greater Bay Area with focus on expansion in Shenzhen, Hong Kong and Guangzhou, and at the same time, keep track of the quality land available in Dongguan (the portion adjacent to Shenzhen), Foshan (the portion adjacent to Guangzhou) and Zhongshan inner city as well as in Huizhou city and the areas along the main traffic lines.

二零一九年二月十八日，《粵港澳大灣區發展規劃綱要》正式出台，粵港澳大灣區將發展成為充滿活力的世界級城市群，具有全球影響力的國際科技創新中心、一帶一路建設的重要支撐、內地與港澳深度合作示範區及宜居宜業宜游的優質生活圈。深圳國家創新城市的定位在綱要中進一步得到明確。隨着大灣區基礎設施互聯互通的實現、「廣州－深圳－香港－澳門」科技創新走廊建設的推進、以及區域內現代化產業體系的建立，粵港澳大灣區將成為產業優化、分工合理、功能互補、錯位發展的富有活力和國際競爭力的一流灣區和世界級城市群。

建設粵港澳大灣區是推動形成全面開放新格局的國家戰略，也是深圳開拓高質量發展的歷史性機遇。作為在深港兩地具有多年運營經驗的上市企業，本集團將積極融入國家和區域發展戰略，把握歷史性機遇，伴隨國家和區域的騰飛，實現共同發展。本集團已開展《粵港澳大灣區城市群投資策略研究》，對大灣區內城市群的規劃、交通、人口和產業進行研判。在此基礎上，本集團將在粵港澳大灣區積極投資，重點拓展深圳、香港、廣州區域，密切關注東莞毗鄰深圳區域、佛山毗鄰廣州區域，以及中山市城區的優質地塊，考慮惠州市核心及軌道交通沿線區域等。



## Chairman's Statement

### 主席報告

The Group will identify various methods of resource acquisition, including but not limited to 1) deepening cooperation with the ultimate holding company of the Company to increase our land reserves in Shenzhen and the Greater Bay Area; 2) proactively participating in the development of Shenfang High-Tech Park in Shenzhen-Hong Kong Science and Technology Innovation Special Cooperation Zone by capitalizing on the Group's footprint in both Shenzhen and Hong Kong, ability in introducing industrial resources and core advantages in providing sound park operation services to promote the development and operation of the Cooperation Zone; and 3) taking the opportunity arising from the introduction of Shenzhen's urban renewal experience to Guangdong province to implement all-round transformation of old town, old factory and old village and relying on the Group's experience in urban renewal projects to identify urban renewal opportunities in the key cities constituting the Guangdong-Hong Kong-Macao Greater Bay Area to fully participate in the construction of the Greater Bay Area.

The Group will continue to attach equal importance to the strategy of property development and sales and property holding and operation, rely on its advantages as a state-owned enterprise in resource acquisition, financing cost and cooperation with the government, seize the opportunity from the mixed-ownership reform, increase incentives, promote efficiency and continuously improve its core competitiveness in asset-light operation business, including park operation, property management, business operation, long-term rental apartment operation and project entrusted construction.

In the next five years, sticking to the vision of being a "leader in value creation for urban space", the Group will continue to focus on the Greater Bay Area and intensify its development in Shenzhen. On the premise of healthy operation, the Group will maintain a sound and healthy growth in development and sales volume, and appropriately expand the size of investment properties and long-term rental apartments. The Group will enhance the operational capability by optimizing its investment property portfolio, and continuously improve asset quality and returns. Meanwhile, with the introduction of market mechanism through the mixed-ownership reform, the Group will establish an operating service platform with core competitiveness, give full play of its advantage in urban function upgrading and improve the value of urban spaces with the concept of smart industry (智慧園區), smart business (智慧商業) and smart life (智慧人居). I believe, through unremitting efforts, the Group is expected to strategically improve its position from a "real estate developer" to an "operation service provider for urban construction" gradually, achieve a sound, sustainable and steady development and create sustainable and better returns for its shareholders.

**LU Hua**

*Chairman*

Hong Kong, 28 March 2019

在資源獲取方式上，本集團將選擇多種模式，多點出擊。一是深化與本公司最終控股公司的合作，增加深圳和大灣區的土地儲備；二是積極參與深港科技創新特別合作區深方科創園建設，發揮本集團聯繫深港兩地、產業資源導入、園區運營服務能力的核心優勢，努力推進合作區的開發運營；三是抓住廣東省學習推廣深圳城市更新工作經驗，全面推進「三舊」改造的契機，充分發揮本集團在片區統籌和城市更新中的成功經驗，在粵港澳大灣區的重點城市主動尋找城市更新機會，全面參與大灣區建設。

本集團將繼續堅持開發銷售與持有運營並重的戰略，發揮國有企業在資源獲取、資金成本、與政府合作上的優勢，把握混改契機，強化激勵，提高效率，持續提升園區運營、物業管理、商業運營、長租公寓運營、項目代建等輕資產運營業務的核心競爭力。

未來五年，本集團將繼續以「城市空間價值塑造引領者」為願景，繼續聚焦大灣區，深耕深圳，在確保企業穩健經營的前提下，保持開發銷售規模平穩增長，適度擴大持有物業及長租公寓規模，優化投資物業組合，提升運營能力，不斷提升資產質量和回報水平。同時，通過混改，引入市場化機制，打造具備核心競爭能力的運營服務平台，發揮在城市功能升級方面的優勢，提升智慧園區、智慧商業、智慧人居城市的空間價值。本人相信，通過持之以恆的努力，本集團將逐步實現由「房地產開發商」向「城市建設運營服務商」的戰略升級，實現有質量、可持續的穩健發展，為股東持續創造更豐厚的回報。

*主席*

**呂華**

香港，二零一九年三月二十八日





# Enriching Quality Living

締造優質生活

Building Living Vision to  
Achieve Undertakings in Shenzhen  
建築生活美景 成就深圳事業



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

### Overall Results

In 2018, the core cities in China continued to undergo stringent policy control, with the real estate market regulation having obvious effect. In addition to “purchase restrictions, credit restrictions and price restrictions”, the Shenzhen Municipal Government also launched further policies to strengthen control at the end of July. As a result, the real estate market in Shenzhen took a downturn in the fourth quarter. In the first half of the year, real estate market in the third-tier and fourth-tier cities witnessed a remarkable performance in destocking, while there was a slowdown in the second half of the year as demonstrated by declines in turnover and prices in some cities.

Facing the uncertain external environment, the Group had overcome various odds to push forward each task, including maintaining its performance, expanding land bank in the first-tier and second-tier cities, strengthening financing and financial security, initiating the mixed-ownership reform on the light-asset operation platform and reviewing company strategies to meet the changes in economic environment and revolution of the real estate industry.

During the year, the Group realized revenue of approximately HK\$16,642.8 million, representing an increase of 62.3% over the last year. Gross profit margin was 35.9%, representing an increase of approximately 1.3 percentage point over the last year. Gross profit was HK\$5,971.0 million, representing an increase of 68.1% over the last year. Profit attributable to equity shareholders of the Company was HK\$3,415.2 million, representing a decrease of 31.0% over the last year. Against a high base due to the one-off gains of HK\$3.3 billion from the disposal of projects in the third-tier and fourth-tier cities by the Group during the last year and affected by the non-cash loss arising from changes in fair value of the equity interests in Hengda Real Estate held by the Group, profit attributable to equity shareholders of the Company decreased. If excluding the net effect of changes in fair value of investment properties and changes in fair value of financial assets attributable to the Group, profit attributable to equity shareholders of the Company was HK\$3,148.3 million. Basic earnings per share were HK41.93 cents, representing a decrease of 34.1% over the last year.

### Property Development Business

#### Sales Revenue Booked

During the year, the Group recorded property sales booked of approximately 399,000 square meters (excluding interests attributable to the associates and joint ventures of the Group), representing a decrease of 17.2% over the last year, and achieved net revenue in property sales of approximately RMB10,185.4 million (equivalent to HK\$12,062.6 million) (net of value-added tax), representing an increase of 89.0% over the last year. Gross profit margin of property development and sales was 40.2%, representing an increase of 0.9 percentage points over the last year. During the year, the percentage of Shenzhen projects in the sales revenue booked was 79.0%. During the year, the average gross profit margin for Shenzhen projects of the Group was approximately 39.7%, whereas the average gross profit margin for projects in other cities was approximately 41.9%.

### 整體業績

二零一八年，中國核心城市繼續處於嚴厲的政策調控環境之下，房地產市場調控影響顯現。深圳市在「限購、限貸、限價」政策上，於七月底再次出台新政加強調控，第四季度深圳房地產市場轉入低迷。三四線城市房地產市場上半年去庫存成效顯著，下半年出現放緩態勢，部分城市價量均有所回調。

面對不確定的外部環境，本集團克服不利因素，推進各項工作，維持穩定業績，拓展一二線城市土地資源，加強融資及財務保障，啟動輕資產運營平台的混合所有制改革，同時審視公司策略，應對經濟環境的變化，迎接房地產行業的變革。

年內，本集團實現營業額約16,642.8百萬港元，同比上升62.3%。毛利率為35.9%，同比上升約1.3個百分點；實現毛利5,971.0百萬港元，同比上漲68.1%；實現本公司權益股東應佔溢利3,415.2百萬港元，同比下降31.0%。由於去年本集團出售三四線城市項目獲得33億港元的一次性盈利而存在較高基數，加上受本集團持有的恒大地產股權公允價值變動產生的非現金損失的影響，本公司權益股東應佔溢利有所下降。如剔除本集團所屬投資物業的公允價值變動和金融資產公允價值變動的淨影響，本公司權益股東應佔溢利3,148.3百萬港元。每股基本盈利為41.93港仙，同比下降34.1%。

### 物業開發業務

#### 結轉銷售收入

年內，本集團結轉物業銷售面積約39.9萬平方米（不包括本集團聯營及合營公司所佔權益），比去年下降17.2%；實現物業銷售淨收入人民幣約10,185.4百萬元，相當於12,062.6百萬港元（已扣除增值稅項），比去年上漲89.0%。房地產開發銷售毛利率40.2%，比去年上漲0.9個百分點。年內結轉銷售收入中，深圳項目佔比為79.0%。年內，本集團深圳項目平均毛利率約為39.7%，其他城市平均毛利率約為41.9%。



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

### Property Sales Booked in 2018

### 2018年結轉物業銷售

Property Name 樓盤名稱	Type 業態	City 城市	Booked Area 結轉面積 (sq.m.) (平方米)	Net Sales 銷售淨額 (RMB'000) (人民幣千元)	Unit Price 銷售單價 (RMB/sq.m.) (人民幣元/ 平方米)
Rui Cheng 睿城	Residential 住宅	Changsha 長沙	35,640	270,699	7,595
Garden Hills 半山名苑	Residential 住宅	Huizhou 惠州	25,242	220,377	8,730
Wanlin Lake 萬林湖	Residential/shop 住宅/商舖	Huizhou 惠州	2,976	23,395	7,861
Splendid City 錦繡姜城	Residential 住宅	Taizhou 泰州	9,526	48,974	5,141
Euro-view Garden 歐景麗苑	Shop 商舖	Dongguan 東莞	289	3,281	11,335
Shum Yip City 深業城	Residential/apartment/shop 住宅/公寓/商舖	Foshan 佛山	39,772	376,172	9,458
Saina Bay 塞納灣	Residential/villa/shop 住宅/別墅/商舖	Heyuan 河源	2,975	26,894	9,040
Jiangyue Bay 江悅灣	Residential/shop 住宅/商舖	Guangzhou 廣州	1,770	37,348	21,096
Guanlan Rose Pavilion 觀瀾玫瑰軒	Residential/office 住宅/寫字樓	Shenzhen 深圳	22,987	596,096	25,932
Nanhu Rose Bay 南湖玫瑰灣	Residential/villa/shop 住宅/別墅/商舖	Wuhan 武漢	2,227	80,260	36,044
Yihu Rose Garden 怡湖玫瑰苑	Residential 住宅	Chengdu 成都	551	2,924	5,309
Changzhou Shum Yip Huafu 常州深業華府	Residential 住宅	Changzhou 常州	26,419	222,246	8,412
Ma'anshan Shum Yip Huafu 馬鞍山深業華府	Residential 住宅	Ma'anshan 馬鞍山	108,557	635,319	5,852
UpperHills 深業上城	Residential 住宅	Shenzhen 深圳	4,654	561,094	120,574
Royal Spring Garden 半湯御泉莊	Villa 別墅	Chaohu 巢湖	673	8,690	12,907
Shum Yip Dongling 深業東嶺	Residential 住宅	Shenzhen 深圳	100,396	6,341,613	63,166
Bofeng Building 博豐大廈	Office 寫字樓	Shenzhen 深圳	14,140	547,089	38,690
Xiaonan Street 小南街	Residential 住宅	Shenyang 瀋陽	284	2,114	7,434
Parking place sales* 車位銷售*	Parking place 車位		—	180,828	—
<b>Total 合計</b>			<b>399,078</b>	<b>10,185,413</b>	<b>—</b>

Note\*: 1,619 parking lots were sold.

註\*：車位銷售1,619個。



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

### Contracted Sales

During the year, the Group realized a contracted sales area of approximately 571,000 square meters and contracted sales income of approximately RMB16.45 billion, representing an increase of approximately 43.1% over the last year. The average price per square meter was RMB28,792.

Contracted sales were mainly contributed by projects including Shum Yip Zhongcheng, Taifu Square, Shum Yip Dongling, Ma'anshan Shum Yip Huafu, Gaobangshan No. 1. In addition, block trades had contributed a lot during the year. It recorded an aggregate of approximately RMB8.73 billion of contracted sales from the four projects, namely Shum Yip Zhongcheng, Taifu Square, Guanlan Rose Garden and Bofeng Building, accounting for approximately 53% of the total sales. Shenzhen projects accounted for 79% of total sales, whereas sales for projects beyond Shenzhen performed as expected. Among them, sales for projects in Ma'anshan and Huizhou have exceeded their targets.

### 合同銷售情況

本集團年內實現合同銷售面積約57.1萬平方米，合同銷售收入約人民幣164.5億元，比去年上漲約43.1%，每平方米平均售價為人民幣28,792元。

合同銷售貢獻主要來自深業中城、泰富廣場、深業東嶺、馬鞍山深業華府、高榜山1號等項目。此外，本年度大宗交易貢獻巨大，深業中城、泰富廣場、觀瀾玫瑰苑、博豐大廈四個項目實現大宗交易總計約人民幣87.3億元，佔銷售總額約53%。深圳項目銷售金額佔比達79%，深圳地區以外項目銷售情況均符合預期，馬鞍山、惠州地區項目超額完成銷售目標。





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

### Contracted Sales in 2018

### 2018年合同銷售

Project Name 項目名稱	City 城市	Type 用地性質	Sales Area 銷售面積 (sq.m.) (平方米)	Sales 銷售金額 (RMB million) (人民幣百萬元)
Shum Yip Dongling 深業東嶺	Shenzhen 深圳	Complex 綜合體	28,511	2,043
Shum Yip Zhongcheng 深業中城	Shenzhen 深圳	Complex 綜合體	66,932	4,962
Changzhou Shum Yip Huafu 常州深業華府	Changzhou 常州	Residential 住宅	6,498	34
Ma'anshan Shum Yip Huafu 馬鞍山深業華府	Ma'anshan 馬鞍山	Residential 住宅	93,690	830
Gaobangshan No. 1 高榜山1號	Huizhou 惠州	Residential 住宅	86,500	830
Jiangyue Bay 江悅灣	Guangzhou 廣州	Residential 住宅	110	29
Shum Yip City 深業城	Foshan 佛山	Residential 住宅	3,100	107
Saina Bay 塞納灣	Heyuan 河源	Residential 住宅	535	6
Garden Hills 半山名苑	Huizhou 惠州	Residential 住宅	15,841	157
Splendid City 錦繡姜城	Taizhou 泰州	Residential 住宅	13,524	80
Euro-view Garden 歐景麗苑	Dongguan 東莞	Residential 住宅	239	42
Rui Cheng 睿城	Changsha 長沙	Residential 住宅	15,042	175
Wanlin Lake 萬林湖	Huizhou 惠州	Residential 住宅	34,527	387
Shum Yip Xihui 深業喜匯	Changsha 長沙	Residential 住宅	54,149	350
Bofeng Building 博豐大廈	Shenzhen 深圳	Warehouse/Commercial 倉儲/商業	9,243	367
Taifu Square 泰富廣場	Shenzhen 深圳	Complex 綜合體	76,541	4,229
Guanlan Rose Garden 觀瀾玫瑰苑	Shenzhen 深圳	Residential 住宅	18,717	440
Yihu Rose Garden 怡湖玫瑰苑	Chengdu 成都	Residential 住宅	21,911	176
Nanhu Rose Bay 南湖玫瑰灣	Wuhan 武漢	Complex 綜合體	3,687	88
Royal Spring Garden 半湯御泉莊	Chaohu 巢湖	Residential 住宅	12,722	197
UpperHills 深業上城	Shenzhen 深圳	Complex 綜合體	5,121	651
Tanglang City* 塘朗城*	Shenzhen 深圳	Complex 綜合體	4,297	273
<b>Total 合計</b>			<b>571,437</b>	<b>16,453</b>

Note\*: The project was co-developed with Shenzhen Metro Group, as to 50% owned by the Group, and it is accounted using equity method.

註\*：該項目與深圳地鐵集團合作開發，持有50%權益，以權益法核算。



## Management Discussion and Analysis

### 管理層討論與分析

#### Project Development

During the year, the Group had a new construction area of approximately 795,000 square meters, and a completed area of approximately 722,000 square meters.

#### 項目開發情況

年內，本集團新開工面積約79.5萬平方米，完工面積約72.2萬平方米。

#### New Construction Projects in 2018

#### 2018年新開工項目

Project Name 項目名稱	City 城市	Type 用地性質	Total GFA 總建築面積 (sq.m.) (平方米)	Saleable Area 可售面積 (sq.m.) (平方米)
Yihu Rose Garden Longjing 怡湖玫瑰苑瓏璟	Chengdu 成都	Residential 住宅	39,599	30,137
Garden Hills Phase 3.2 半山名苑3.2期	Huizhou 惠州	Residential 住宅	214,529	171,559
Rui Cheng Phase 3.2 睿城3.2期	Changsha 長沙	Residential 住宅	66,627	48,671
Gaobangshan No. 1 Garden Phase 2 高榜山1號花園2期	Huizhou 惠州	Residential 住宅	352,516	264,444
Chengdu Jinxiu Workshop, South lot 成都錦繡工場南地塊	Chengdu 成都	Commercial 商業	11,263	6,735
Shum Yip Xihui 深業喜匯	Changsha 長沙	Residential 住宅	102,821	82,624
Chaohu South Phase 2 巢湖南區2期	Chaohu 巢湖	Residential 住宅	7,516	7,294
<b>Total 合計</b>			<b>794,871</b>	<b>611,464</b>

#### Completed Projects in 2018

#### 2018年完工項目

Project Name 項目名稱	City 城市	Type 用地性質	Total GFA 總建築面積 (sq.m.) (平方米)	Saleable Area 可售面積 (sq.m.) (平方米)
Rui Cheng Phase 3.1 睿城3.1期	Changsha 長沙	Residential 住宅	73,433	49,189
Shum Yip Dongling Lot 03-01 深業東嶺03-01地塊	Shenzhen 深圳	Complex 綜合體	457,359	137,196
Ma'anshan Shum Yip Huafu Phase 3.2 馬鞍山深業華府3期2組團	Ma'anshan 馬鞍山	Residential 住宅	191,656	152,873
<b>Total 合計</b>			<b>722,448</b>	<b>339,258</b>



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

### Land Reserves

In 2018, by firmly adhering to the strategy of focusing on the Greater Bay Area and core first-tier and second-tier cities, the Group acquired four pieces of land through various ways in Shenzhen, Wuhan, Changsha and Chengdu with an aggregate capacity building area of approximately 633,000 square meters, which has further optimized its asset structure and helps to improve its sustainability in the future.

### Breakthrough in Urban Redevelopment

During the year, the Group entered into relocation and compensation agreements with the original owners including subsidiaries of Shum Yip Group, the ultimate holding company of the Company, and obtained the qualification of development capacity in relation to Xinhongcheng redevelopment project. The redevelopment project of Xinhongcheng, located at Xiashijiacun, Jiangshicun, Gongming Subdistrict, Guangming New District, Shenzhen, has been included in the Shenzhen City Urban Renewal Planning\* (深圳市城市更新單元計劃) in 2015 and was approved by the Urban Planning, Land & Resources Commission of Shenzhen Municipality\* for redevelopment into a community with residential and commercial functions. The project covers a total area of approximately 90,000 square meters, with a capacity building area of approximately 220,000 square meters (including resettlement houses of 72,000 square meters), of which, 180,000 square meters is for residential use, approximately 19,000 square meters is for indemnificatory apartments, 12,000 square meters is for commercial use and 9,000 square meters is for public facilities.

### Proactive Development of Projects in Second-tier Cities

During the year, by seizing the favourable market opportunities, the Group successfully implemented the Wuhan Bio Valley Project (武漢生物谷項目). The project is located at East Lake High-tech Development Zone, Wuhan, covering an area of approximately 93,000 square meters and a capacity building area of approximately 186,000 square meters, which is planned to be developed into a prime residential community.

### 土地儲備

二零一八年，本集團堅定貫徹聚焦大灣區及核心一二線城市的策略，在深圳、武漢、長沙、成都通過多種方式獲取四塊土地，計容建築面積共計約63.3萬平方米，進一步優化了土地儲備的結構，提升未來可持續發展能力。

### 城市更新取得突破性進展

年內，本集團就信宏城城市更新項目與包括本公司最終控股公司深業集團之子公司在內的原業主簽訂了拆遷補償協議，並取得開發主體資格。信宏城城市更新項目位於深圳市光明新區公明街道將石村下石家村，於2015年納入深圳市城市更新單元計劃並獲得深圳市規土委批准，將重新建設成為兼具住宅及商業功能的社區。項目佔地約9.0萬平方米，計容建築面積約22.0萬平方米（含回遷房的7.2萬平方米），其中住宅18.0萬平方米，保障性住房約1.9萬平方米，商業1.2萬平方米，公共設施0.9萬平方米。

### 積極拓展二線城市項目

年內，本集團抓住市場的有利時機，成功落實了武漢生物谷項目。該項目位於武漢東湖高新區，佔地面積約9.3萬平方米，計容建築面積約18.6萬平方米，計劃建設為優質住宅社區。

\* The English translation is for identification purpose only.



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

The Group won the bids for the project in Haibin Bay, Chenghua District, Chengdu City and the project in Yanghu, Yuelu District, Changsha City in September 2018 at the initial offer prices of RMB330 million and RMB1.21 billion, respectively. The project in Haibin Bay, Chenghua District, Chengdu City covers a total area of approximately 25,000 square meters and a capacity building area of approximately 41,000 square meters, which is equivalent to a planned unit floor area price of approximately RMB8,006/square meters, and is planned to be developed into a residential community. The project in Yanghu, Yuelu District, Changsha City covers a total area of approximately 80,000 square meters and a capacity building area of approximately 185,000 square meters, which is equivalent to a planned unit floor area price of approximately RMB6,502/square meters, and is planned to be developed into a residential and commercial community.

### Promotion of Land Cluster Development Coordination and Grasp of Potential Opportunity

The planning schemes and urban redevelopment projects including Chegongmiao and Bagualing in Shenzhen have been expedited. Among them, Bagualing Shanglinyuan obtained approvals for the urban redevelopment plan and specialized plans prior to the launch of new “731” real estate control policies. It is expected to obtain the qualification as a developer for such project in the year of 2019.

In addition, Shum Yip Group, the ultimate holding company of the Company, made an investment to Shenzhen-Hong Kong Science and Technology Innovative Cooperation Zone Development Co., Ltd. (深港科技創新合作區發展有限公司) to hold 25% equity interests in the company, which provides a valuable opportunity to the Group to participate in the construction of the Greater Bay Area, especially the development and operation of High-Tech Park in the Shenzhen area of Shenzhen-Hong Kong Science and Technology Innovation Special Cooperation Zone (深港科技創新特別合作區) (Hetao area).

本集團於9月份分別以起拍價3.3億元人民幣和起拍價12.1億元人民幣競得成都市成華區海濱灣項目和長沙市岳麓區洋湖項目。成都市成華區海濱灣項目佔地約2.5萬平方米，計容建築面積約4.1萬平方米，折合計容樓面地價約人民幣8,006元/平方米，計劃建設為住宅社區。長沙市岳麓區洋湖項目佔地約8.0萬平方米，計容建築面積約18.5萬平方米，折合計容樓面地價約人民幣6,502元/平方米，計劃建設為住宅及商業社區。

### 推進片區統籌工作和潛在機會

深圳市車公廟、八卦嶺等片區加速推進統籌規劃和城市更新工作。其中八卦嶺上林苑項目於「731」房地產調控新政出台前已完成城市更新計劃和專項規劃審批，預計於2019年內取得開發主體資格。

此外，本公司最終控股公司深業集團還參與投資了深港科技創新合作區發展有限公司25%的股權，為本集團參與粵港澳大灣區建設，特別是在深港科技創新特別合作區（河套地區）的深方科創園進行開發和運營服務提供了寶貴機會。

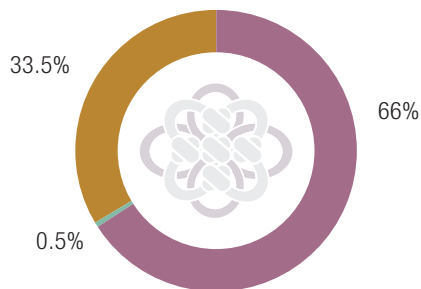


## Management Discussion and Analysis 管理層討論與分析

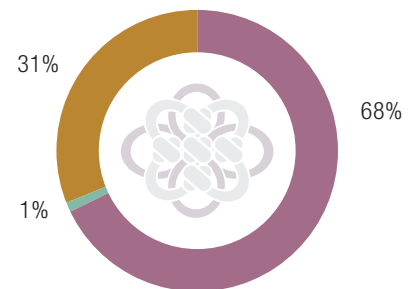
### Distribution of Land Reserves (As at 31 December 2018)

### 土地儲備分布 (於2018年12月31日)

By type – Planned GFA <sup>note 1</sup> (sq.m.)  
產品類型分布 – 規劃建築面積<sup>附註1</sup> (平方米)

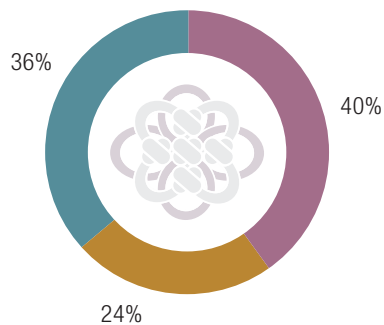


By type – Capacity Building Area <sup>note 2</sup> (sq.m.)  
產品類型分布 – 計容建築面積<sup>附註2</sup> (平方米)

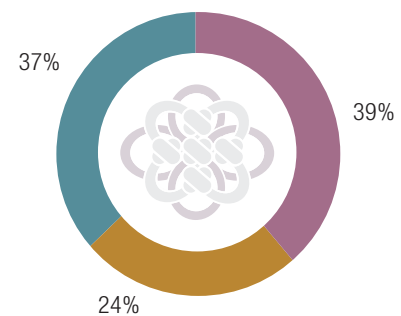


Residential 住宅    Industrial 產業    Complex 綜合體

By City – Planned GFA <sup>note 1</sup> (sq.m.)  
城市分布 – 規劃建築面積<sup>附註1</sup> (平方米)



By City – Capacity Building Area <sup>note 2</sup> (sq.m.)  
城市分布 – 計容建築面積<sup>附註2</sup> (平方米)



1st-tier city (including Hong Kong) 一線城市 (包含中國香港)    2nd-tier city 二線城市    3rd-tier and 4th-tier cities 三四線城市

#### Notes:

1. Planned GFA: the sum of the gross floor area of all the floors above and under the ground of a single building or buildings within the scope of the land for construction.
2. Capacity building area: the sum of the gross floor area which is used in the calculation of the plot ratio within the land for construction.

#### 附註：

1. 規劃建築面積：建設用地範圍內單棟或多棟建築物地面以上及地面以下各層建築面積之總和。
2. 計容建築面積：建設用地範圍內所有計算容積率的建築面積之總和。



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

By the end of December 2018, the Group had land reserves with an aggregate planned gross floor area (GFA) of approximately 6.28 million square meters (of which the Group was interested in 5.68 million square meters), and a capacity building area of 4.67 million square meters (of which the Group was interested in 4.20 million square meters), of which, the projects under construction had a total planned GFA of approximately 3.23 million square meters (of which the Group was interested in 2.93 million square meters) and a capacity building area of 2.48 million square meters (of which the Group was interested in 2.26 million square meters).

The Group proposed the strategic layout of focusing on the Greater Bay Area in 2017. Against such background, its assets structure was comprehensively optimized by acquiring a number of land projects located at Tuen Mun (Hong Kong), Shenzhen, Foshan and other cities in the Greater Bay Area through various ways, whilst disposing ineffective projects in the third-tier and fourth-tier cities successively. The capacity building area of land reserve in the first-tier and second-tier cities and in the Greater Bay Area accounted for 63% and 60% of its total capacity building area respectively.

In the future, the Group will continue to focus on the Greater Bay Area, and intensify its development in Shenzhen by proactively seeking for project resources and also opportunities to invest in quality projects in the first-tier and second-tier key cities.

### Property Investment

As at 31 December 2018, the Group has investment properties of approximately 1.14 million square meters, 85.2% of which are located in Shenzhen. During the year, the Group recorded rental income of approximately HK\$983.4 million, representing an increase of approximately 5.8% over the last year. The gross profit margin of property investment business was approximately 77.9%, representing a decrease of 0.3 percentage points over the last year. The Group recorded a revaluation gain in its investment property portfolio of HK\$1,282.9 million for the year. Revenue and scale of the Group's investment properties are expected to increase significantly with the completion of UpperHills and Taifu Square projects and tenant solicitation.

截至二零一八年十二月底，土地儲備規劃總建築面積約628萬平方米（權益部分568萬平方米），計容建築面積467萬平方米（權益部分420萬平方米），其中在建項目規劃總建面約323萬平方米（權益部分293萬平方米），計容建築面積248萬平方米（權益部分226萬平方米）。

本集團於2017年提出聚焦大灣區的戰略布局，並通過多種方式獲取香港屯門、深圳、佛山等多個大灣區土地項目，同時陸續處置三四線城市低效項目，資產結構得到全面優化。一二線城市土地儲備計容建築面積佔比達63%，大灣區土地儲備計容建築面積佔比達60%。

未來，本集團將持續聚焦大灣區、深耕深圳，積極尋求項目資源，並關注重點一二線城市優質項目的投資機會。

### 物業投資

於二零一八年十二月三十一日，本集團投資物業總面積約114萬平方米，其中85.2%位於深圳。年內，本集團實現租賃收入約983.4百萬港元，比去年上升約5.8%，物業投資業務毛利率約77.9%，比去年下降0.3個百分點。年內本集團所屬投資物業組合重估增值1,282.9百萬港元，隨着深業上城、泰富廣場等項目建成和招商，本集團投資物業的收入和規模預計將大幅上升。



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

### Overall Commencement of Mixed-Ownership Reform on Asset – Light Operation Businesses

During the year, the Group commenced the mixed-ownership reform on the sectors under its asset-light operation business in an overall manner. Four asset-light operation and management companies were established in respect of each of the following asset-light businesses: commercial operation, property management, entrusted construction and the operation of wisdom park, with in place scheme of mixed-ownership reform comprised of the introduction of strategic investors and employee stock ownership. Supported by the State-owned Assets Supervision and Administration Commission (SASAC) of Shenzhen, the four operation and management companies were admitted to the first batch of mixed-ownership reform, symbolizing the overall commencement of mixed-ownership reform on operation businesses. The mixed-ownership reform will allow the Group to launch mechanism innovation for more vitality, thus laying a solid foundation at mechanism level for the further expansion of operation market.

### Commercial Operation Business

On 18 January 2018, the commercial area of UpperHills ushered in its grand opening, with opening rate of 60% and significantly improved footfall seen by the end of the year. The Caitian Footbridge (彩田人行天橋) has come into services, which not only denotes the design concept of “stitching the city”, but also provides a convenient and efficient public space for the citizen.

Tanglang City project has broken regional competition barrier and introduced a number of well-known major merchants, with an occupancy rate of 72%. It is expected to be opened in the year of 2019.

Shum Yip Dongling has successfully delivered the street-level commercial concept of “two streets making one downtown street” (兩街一市) by introducing many featured catering and time-honored brands with an occupancy rate of 75%. It is expected to be opened in the year of 2019.

### Property Management Business

Our property management companies are committed to becoming “the most reliable property service integrator” by improving services, supporting the development of real estate business and helping to enhance the corporate brand. The Group manages over 50 million square meters of properties which are mainly located in the Pearl River and Yangtze River deltas as well as the central region, covering a variety of property types such as government offices, office buildings, residential estates, villas, and science and technology parks. During the year, the property management business contributed approximately HK\$2,103.8 million to the revenue of the Group, representing an increase of 15.6% over the same period of last year.

### 輕資產運營業務混改全面啟動

年內，本集團全面啟動所屬輕資產運營業務板塊的混合所有制改革工作，在分別整合商業運營、物業管理、代建業務以及智慧園區運營等輕資產運營業務的基礎上，分別設立了四家輕資產運營管理公司，並制定了包含引入戰略投資者和經營者員工持股的混改方案。上述四家運營管理公司獲得國資委支持，納入首批混改範圍，運營業務混改全面啟動，開啟本集團機制創新和內部活力激活的嘗試，為運營業務下一步市場拓展打下機制基礎。

### 商業運營業務

深業上城商業部分於二零一八年一月十八日隆重開業，截至年底實現開業率60%，商場客流量顯著提高，彩田人行天橋投入使用，實現了「縫合城市」的設計理念，為市民提供了方便快捷的公共空間。

塘朗城項目突破區域競爭壁壘，引入多家知名品牌主力商家，實現招商率72%，計劃於2019年內開業。

深業東嶺成功打造「兩街一市」街區式商業概念，引進多家特色餐飲、老字號鋪，完成招商率75%，計劃於2019年內開業。

### 物業管理業務

物業管理公司致力於提升服務，配合地產業務的發展，協助提升公司品牌，打造「最值得托付的物業服務集成商」。集團在管物業超過五千萬平方米，主要分布於珠三角、長三角和中部地區，服務涵蓋政府機關、寫字樓、住宅小區、別墅、科技園區等多種物業類型。年內，本集團實現物業管理業務營業收入約2,103.8百萬港元，同比上升15.6%。



## Management Discussion and Analysis

### 管理層討論與分析

#### Entrusted Construction Business

The entrusted construction business of the Group progressed effectively during the year. The Group was admitted to the preliminary list of entrusted construction suppliers for the redevelopment at city level and of Futian, Luohu, Bao'an, Pingshan and the demolition and resettlement of Bao'an. In addition, the Group secured various projects including the Phase II of the space corridor in Futian CBD, expansion of Xingzhi Senior Vocational School (行知職業技術學校) in Luohu, entrusted construction of public service facilities in Pingshan. It also collaborated with some state-owned enterprises in Futian in demolishing and resettling Xiangmi Ercun (香蜜二村) and Shuiwu Dayuan (水務大院). During the year, the Group recorded operating income from entrusted construction business (included under other operating segment) of approximately HK\$74.4 million.

#### Hotel Operation Business

The Group owns four hotels in operation and two hotels in construction. Those in operation are Suzhou Marriott Hotel (with 293 guest rooms), Chaohu Shumyip Bantang Hot Spring Hotel (with 20 spring villas), Holiday Inn Resort Chaohu Hot Spring (with 203 guest rooms) and Muji Hotel (with 79 guest rooms) in UpperHills, Shenzhen. Those under construction are Mandarin Oriental Shenzhen (with 190 guest rooms planned) and Tanglang City Project Hotel in Shenzhen (with 200 guest rooms planned), which is co-developed with Shenzhen Metro Group.

During the year, the four hotels in operation recorded operating income (included under other operating segment) of approximately HK\$221.5 million, representing an increase of 22.2% over the last year.

#### Manufacturing Business

The Group's manufacturing business mainly represents the LCD manufacturing and metal materials processing and other businesses which have been held by the companies under the Group over the years. During the year, the manufacturing business recorded operating income of approximately HK\$342.4 million, representing an increase of 5.2% over the last year.

#### Performance of Joint Ventures

During the year, Taizhou Shum Yip Investment Development Limited (a 51% owned company of the Group) made a net profit contribution of HK\$154.9 million to the Group. The principal activity of the company is to assist local government in primary land development and the local government arranged for transfer or return of land of approximately 509,000 square meters during the year.

Shenzhen Langtong Property Development Company Limited (a 50% owned company of the Group) made a net profit contribution of HK\$503.3 million for the year, representing an increase of 354.2% over the last year. The company and Shenzhen Metro Group jointly developed the Shenzhen's Tanglang City Project.

#### 代建業務

年內，本集團的代建業務得到有效推進，本集團成功入選深圳市本級、福田區、羅湖區、寶安區、坪山區、寶安棚改等六個代建預選供應商庫。此外，本集團取得福田中心區空中連廊二期、羅湖區行知職業技術學校擴建、坪山區公共服務設施代建等項目，並成功與福田區國企合作，共同拓展香蜜二村、水務大院等棚改項目。年內，本集團實現代建業務經營收入（其他經營分類項下）約74.4百萬港元。

#### 酒店運營業務

本集團擁有四家運營中和兩家建設中的酒店。運營中的酒店分別為蘇州萬豪酒店（設有293間客房），巢湖深業半湯溫泉度假酒店（設有20間溫泉別墅），巢湖深業溫泉假日度假酒店（設有203間客房）和深圳深業上城無印良品酒店（設有79間客房）。建設中的酒店為深圳文華東方酒店（擬設有190間客房）以及與深圳地鐵集團合作的深圳塘朗城項目酒店（擬設有200間客房）。

年內，四家運營中的酒店實現酒店經營收入（其他經營分類項下）約221.5百萬港元，比去年上升22.2%。

#### 製造業務

本集團的製造業務主要來自所屬企業多年以來一直持有的液晶顯示器製造及金屬片材加工等業務。年內，製造業務經營收入實現約342.4百萬港元，比去年上升5.2%。

#### 合營公司業績

年內，本集團持有51%權益的泰州市深業投資發展有限公司為本集團帶來純利貢獻154.9百萬港元。該公司的主要業務是協助當地政府進行土地一級開發，年內當地政府安排轉讓或回儲土地總計約50.9萬平方米。

本集團持有50%權益的深圳朗通房地產開發有限公司本年為本集團帶來純利貢獻503.3百萬港元，比去年上漲354.2%。該公司為與深圳地鐵集團合作開發深圳塘朗城之項目公司。





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

Shenzhen Tianan Cyber Park (Group) Co., Ltd. made a net profit contribution of HK\$428.8 million to the Group, representing an increase of 43.7% over the last year.

### Performance of Associates

During the year, the associates invested by the Group performed as expected. Of which, Road King Infrastructure Limited, a listed company in Hong Kong, made a net profit contribution of HK\$785.9 million to the Group, representing an increase of 49.5% over the last year. Coastal Greenland Limited, a listed company in Hong Kong, incurred a loss of HK\$27.6 million to the Group, compared with a loss of HK\$69.1 million for the last year.

### Investment in Hengda Real Estate

As at 31 May 2017, the Group, through Shenzhen Shum Yip Shenheng Investment Co., Ltd. (深圳市深業深恒投資有限公司) (“Shum Yip Shenheng”, formerly known as 馬鞍山市茂文科技工業園有限公司 (Maanshan Maowen Technology Park Co. Ltd.)), a wholly owned subsidiary of the Company, entered into an investment agreement (the “Investment Agreement”) with Guangzhou Kailong Real Estate Company Limited (“Kailong Real Estate”) and Hengda Real Estate Group Company Limited (“Hengda Real Estate”) (both being subsidiaries of China Evergrande Group) to contribute an amount of RMB5.5 billion to the capital of Hengda Real Estate in exchange for 1.7626% equity interests in Hengda Real Estate.

According to the requirements under new accounting standards, the equity interests held by the Group in Hengda Real Estate was included as financial assets through profit or loss and accounted for at fair value, with changes in fair value recognised in profit or loss. As at 31 December 2018, non-cash loss arising from changes in fair value of the financial assets amounted to approximately HK\$850 million.

For details on the investment in Hengda Real Estate and the valuation technique used for fair value measurement, please refer to note 24 and 39(a) to the financial statements respectively.

Under the terms of the Investment Agreement, Kailong Real Estate and Hengda Real Estate have undertaken that the net profit of Hengda Real Estate for 2017, 2018 and 2019 shall not be less than RMB24.3 billion, RMB50.0 billion and RMB55.0 billion, respectively. Hengda Real Estate will distribute at least 68% of its net profit under the performance undertaking period to its shareholders in cash, till the entering into of a reorganization agreement (i.e. the listing of Hengda Real Estate in China as an A-share company through reorganization by China Evergrande Group). Hengda Real Estate has fulfilled its undertaking to record a net profit of not less than RMB24.3 billion in 2017, and paid dividends of approximately RMB28.4 billion in aggregate for 2017 to all shareholders. The Group received a dividend of approximately RMB0.5 billion for its 1.7626% equity interests in Hengda Real Estate acquired by way of capital contribution of RMB5.5 billion, which was accounted for in the second half of 2018.

深圳天安數碼城有限公司為本集團帶來純利貢獻428.8百萬港元，比去年上漲43.7%

### 聯營公司業績

年內，本集團投資的聯營公司業績表現合乎預期。其中，本港上市公司路勁基建有限公司，為本集團帶來純利貢獻785.9百萬港元，比去年上升49.5%。本港上市公司沿海綠色家園有限公司為本集團帶來虧損27.6百萬港元（去年為本集團帶來虧損69.1百萬港元）。

### 投資恒大地產

本集團於二零一七年五月三十一日，透過全資附屬公司深圳市深業深恒投資有限公司（原名為馬鞍山市茂文科技工業園有限公司）（「深業深恒」）與廣州市凱隆置業有限公司（「凱隆置業」）及恒大地產集團有限公司（「恒大地產」）（兩者均為中國恒大集團之附屬公司）訂立投資協議（「投資協議」），向恒大地產資本投入出資人民幣55.0億元，持有恒大地產1.7626%的股權。

按照新會計準則要求，本集團持有的恒大地產股權在財務報告中列為計入損益金融資產，按照公允值入賬，公允值波動計入當期損益。於二零一八年十二月三十一日，該筆金融資產公允值變動產生非現金損失約8.5億港元。

有關投資恒大地產及所採用之公允值計量估值方法詳情，請分別參閱財務報表附註24及39(a)。

根據投資協議條款，凱隆置業及恒大地產承諾，恒大地產於2017、2018、2019年的淨利潤將分別不少於人民幣243億元、500億元及550億元。恒大地產將於履約承諾期間，至少將其淨利潤的68%以現金方式分配給其股東，直至簽署重組協議（即中國恒大集團將通過重組，將其房地產業務在中國A股上市）。恒大地產已達成2017年的淨利潤不少於人民幣243億元的承諾，並向全體股東派發2017年分紅共計約284億元人民幣。本集團出資55.0億元人民幣持有恒大地產1.7626%的股權，獲得約5億元人民幣紅利，於2018年下半年已入賬。



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

Additionally, under the Investment Agreement, if the abovementioned proposed reorganization is not completed by 31 January 2020, Shum Yip Shenheng will have the right to demand Kailong Real Estate or Mr. Hui Ka Yan, the controlling shareholder of China Evergrande Group, to buy back the entire equity interest in Hengda Real Estate held by it at its original investment cost, or demand Kailong Real Estate to transfer 50% of the equity interest then held by Shum Yip Shenheng in Hengda Real Estate (excluding any additional equity interest acquired by Shum Yip Shenheng subsequent to the date of the Investment Agreement) to Shum Yip Shenheng at nil consideration as compensation.

### Financing

Against the backdrop of deleveraging and tightened liquidity, the Group further strengthened its capital management and financing ability. During the year, the Group successfully secured a syndicated loan of HK\$10 billion at a cost much lower than the loan cost in the last period. The syndicated loan was utilized to replace and extend the term of the original US\$ loan. The optimization of loan portfolio and reduction of financing costs may help safeguard the development of the Group.

As at 31 December 2018, the Group's total bank and other borrowings amounted to HK\$25,260.8 million (31 December 2017: HK\$22,903.2 million), of which HK\$18,496.0 million were floating-rate loans, and the remaining were fixed-rate loans. Long-term loans amounted to HK\$19,362.3 million, representing approximately 76.6% of the total borrowings, and short-term loans were HK\$5,898.5 million, representing approximately 23.4% of the total borrowings. Borrowings from Hong Kong amounted to HK\$13,074.3 million, representing approximately 51.8% of the total borrowings, and the remaining were borrowings from mainland China, representing approximately 48.2% of the total borrowings. During the year, the average comprehensive interest rate of the Group in respect of its bank and other borrowings was approximately 4.8% per annum.

As at 31 December 2018, the Group's cash balance (including restricted cash) was HK\$12,655.2 million (31 December 2017: HK\$12,984.1 million), of which approximately 93.2% and 6.8% were denominated in Renminbi and other currencies (mainly in US\$ and HK\$) respectively.

As at 31 December 2018, the Group had net assets (excluding non-controlling interests) of HK\$41,704.0 million (31 December 2017: HK\$41,468.2 million). The net gearing ratio with the liabilities including bank loans and other borrowings only was 30.2% and the net gearing ratio with the liabilities including loan from shareholder of the parent and all other interest-bearing liabilities was 54.2%. The gross gearing ratio (being the ratio of total liabilities over total assets) was 61.5%.

另外，根據投資協議，如果上述擬進行的重組於2020年1月31日前尚未完成，深業深恒有權要求凱隆置業或中國恒大集團控股股東許家印先生以原有投資成本購回其持有的全部恒大地產股權，或者要求凱隆置業再向深業深恒無償轉讓屆時深業深恒持有的恒大地產股權（不包括深業深恒於投資協議日期後收購之任何額外股權）的50%作為補償。

### 融資情況

在去槓桿和流動性緊縮的背景下，本集團進一步強化資金統籌能力和融資能力。年內，本集團成功獲得100億港元的銀團貸款，融資成本明顯低於上期貸款成本。該筆銀團貸款用於替換和延長原有美元貸款，通過優化貸款組合，降低融資成本，為集團發展提供保障。

於二零一八年十二月三十一日，本集團銀行及其他借款總額25,260.8百萬港元（二零一七年十二月三十一日：22,903.2百萬港元），其中18,496.0百萬港元為浮息借款，其餘均為定息借款；長期部分19,362.3百萬港元，約佔總借款總額的76.6%，短期部分5,898.5百萬港元，約佔借款總額23.4%。香港借款為13,074.3百萬港元，約佔借款總額的51.8%，其他為在中國大陸的借款，約佔借款總額48.2%。年內，本集團銀行及其他借款平均綜合利率約為年息4.8%。

於二零一八年十二月三十一日，本集團的現金結存為12,655.2百萬港元（包括受限制現金）（二零一七年十二月三十一日：12,984.1百萬港元），其中約93.2%和6.8%分別以人民幣和其他貨幣（主要是美元和港元）計值。

於二零一八年十二月三十一日，本集團除非控股股東權益後淨資產為41,704.0百萬港元（二零一七年十二月三十一日：41,468.2百萬港元），淨負債率（負債只包含銀行貸款及其他借款）為30.2%，包含母公司股東貸款及其他所有帶息負債後的淨負債率為54.2%。總負債率（總負債佔總資產比率）為61.5%。



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

### Financial Position

### 財務情況

HK\$ million 百萬港元		As at 31 December 2018 於二零一八年 十二月三十一日	As at 31 December 2017 於二零一七年 十二月三十一日
Bank and other borrowings	銀行貸款及其他借貸	25,260.8	22,903.2
– Long-term borrowings	– 長期借貸	19,362.3	14,765.6
– Short-term borrowings	– 短期借貸	5,898.5	8,137.6
Due to the ultimate holding company	應付最終控股公司款項	4,735.0	5,107.3
Cash (including restricted cash)	現金 (包括受限制現金)	12,655.2	12,984.1
Net gearing ratio with the liabilities including bank and other borrowings only	淨負債率 (負債只包括銀行及其他貸款)	30.2%	23.9%
Net gearing ratio with the liabilities including all interest-bearing liabilities	淨負債率 (負債包括所有帶息負債)	54.2%	49.9%

#### Effect of Exchange Rate Fluctuation

The Group's assets are mainly denominated in Renminbi. 48.2% of the bank and other borrowings are denominated in Renminbi, while 51.8% are denominated in HK\$. HK\$ is adopted as the reporting currency in the Group's financial statements. The effect of the decrease in RMB exchange rate on the Group's finance was mainly reflected in the depreciation of the asset and earnings denominated in Renminbi against HK\$, the reporting currency. During the year, the changes in the asset and earnings denominated in Renminbi against HK\$, the reporting currency was HK\$2,581.4 million, which has been included in other comprehensive income. The Group will closely monitor and proactively avert foreign exchange risk through various ways.

#### Pledge of Assets and Contingent Liabilities

As at 31 December 2018, the Group had total loans of HK\$373.3 million (31 December 2017: HK\$402.8 million) that were pledged with assets (please refer to note 30 to the financial statements for details).

As at 31 December 2018, the Group had provided guarantees to a maximum of HK\$5,866.0 million (31 December 2017: HK\$6,556.1 million) to banks for housing loans extended by the banks to the purchasers of the Group's properties (please refer to note 41 to the financial statements for details).

#### 匯率波動影響

本集團的資產主要以人民幣為貨幣單位，銀行及其他借款中48.2%為人民幣借款，51.8%為港幣借款。本集團的財務報告以港幣作為報告的貨幣單位，人民幣匯率下降對本集團財務的影響主要體現在人民幣資產以及收益相對報告貨幣港幣的貶值。年內，人民幣資產以及收益相對報告貨幣港幣的波動為2,581.4百萬港元，計入其他綜合收益。本集團將密切監控並積極通過多種方式規避匯率風險。

#### 資產抵押及或然負債撥備狀況

於二零一八年十二月三十一日，本集團有資產抵押的貸款共373.3百萬港元（二零一七年十二月三十一日：402.8百萬港元）（詳情參閱財務報表附註30）。

於二零一八年十二月三十一日，本集團就銀行給於本集團物業買家之房屋貸款向銀行提供不多於5,866.0百萬港元的擔保（二零一七年十二月三十一日：6,556.1百萬港元）（詳情參閱財務報表附註41）。



## Management Discussion and Analysis

### 管理層討論與分析

#### Employees and Remuneration Policy

As at 31 December 2018, the Group employed 18,776 employees (2017: 18,867) of whom 40 were stationed in Hong Kong (mainly managerial and finance related personnel), and the rest were in mainland China. The total remuneration for the year ended 31 December 2018 (excluding remuneration of the Directors) amounted to approximately HK\$1,627.0 million (2017: HK\$1,615.8 million).

Employee benefits and bonuses are based on their individual performance, the Group's profit condition, benefit level of the industry and the current market condition. The remuneration packages are reviewed on an annual basis to ensure internal equity and its competitiveness in the market. In driving performance, we also grant share options, under the share option scheme of the Group, to employees based on individual performance and the results of the Group.

#### 僱員及薪酬政策

於二零一八年十二月三十一日，本集團共聘用18,776名（二零一七年：18,867名）僱員，其中在香港工作的員工40名，主要為管理及財務人員，其餘為在國內工作員工。截至二零一八年十二月三十一止年度，總薪酬（不包括董事酬金）約為1,627.0百萬港元（二零一七年：1,615.8百萬港元）。

本集團僱員之薪酬及花紅，以僱員個別之表現、本集團盈利狀況、同業薪酬水平及現時市況而釐定。並每年審閱薪酬組合以達致內部公平及確保具市場競爭力。我們亦根據本集團購股權計劃按個人表現及本集團業績向僱員授出購股權以推動表現。



## Directors and Senior Management 董事及高級行政人員



Dr. LU Hua  
呂華博士

Chairman  
主席

Dr. LU Hua, aged 55, an Executive Director since 21 June 2011 and the Chairman of the Board since 31 January 2013. Dr. LU was the President of the Company during the period from 21 June 2011 to 30 January 2013 and the Acting Chairman of the Board during the period from 24 April 2012 to 30 January 2013. He is also the chairman of the board of directors of Shum Yip Group Limited and Shum Yip Holdings Company Limited. Dr. LU is also a director of various members of the Group. Dr. LU holds a doctorate degree in Political Economics from The Nankai University and a master's degree in Finance from The University of Reading in UK. Dr. LU held the position as the president of Shum Yip Group Limited and Shum Yip Holdings Company Limited from May 2011 to December 2012. Prior to this, Dr. LU served as the chairman of Shahe Industrial Co., Ltd. (000014.SZ) and Shenzhen Shahe Industry (Group) Co., Ltd. and the general manager of Shenzhen Property Development Company Ltd.. Dr. LU also served as a non-executive director of Ping An Insurance (Group) Company of China, Ltd. (2318.HK) and Road King Infrastructure Limited (1098.HK). At present, he is a director of Shenzhen SEZ Construction and Development Group Co., Ltd. and Shenzhen Talents Housing Group Co., Ltd.. He has vast experience of over twenty years in property development, corporate governance and administrative management.

呂華博士，五十五歲，自二零一一年六月二十一日起出任執行董事及自二零一三年一月三十一日起擔任董事會主席。呂博士於二零一一年六月二十一日至二零一三年一月三十日期間擔任本公司總裁及於二零一二年四月二十四日至二零一三年一月三十日期間擔任代董事會主席。彼亦為深業集團有限公司及深業（集團）有限公司董事局主席。呂博士亦為本集團若干成員公司之董事。呂博士持有南開大學政治經濟學博士學位和英國雷丁大學金融學碩士學位。呂博士自二零一一年五月至二零一二年十二月，出任深業集團有限公司及深業（集團）有限公司總裁職務。此前，呂博士曾擔任沙河實業股份有限公司(000014.SZ)、深圳市沙河集團有限公司董事長及深圳市物業工程開發公司總經理。呂博士亦曾為中國平安保險（集團）股份有限公司(2318.HK)及路勁基建有限公司(1098.HK)之非執行董事。現時，彼為深圳市特區建設發展集團有限公司董事及深圳市人才安居集團有限公司董事。彼在房地產開發、企業管治及行政管理方面擁有逾二十年之豐富經驗。



## Directors and Senior Management 董事及高級行政人員



Mr. HUANG Wei, aged 48, an Executive Director and President since 21 July 2015. Mr. HUANG was an on-the-job graduate at Guangdong Academy of Social Sciences, where he graduated with a major in law. He holds a master's degree in Business Administration from Guanghua School of Management, Peking University. Mr. HUANG is currently a director and president of Shum Yip Group Limited and Shum Yip Holdings Company Limited. He is also a director of various members of the Group. Prior to joining the Group, he served as a deputy secretary of the Party Working Committee, a deputy director of the Management Committee and a director of Social Work Committee of CPC Shenzhen Dapeng New District and served as a member of the Standing Committee, a director of District Committee (district government) Office and a district government party member of Longgang District and the Longgang District Youth League secretary. Mr. HUANG has extensive experience in management.

黃偉先生，四十八歲，自二零一五年七月二十一日起擔任執行董事及總裁。黃先生畢業於廣東省社會科學院法學專業，在職研究生學歷，及北京大學光華管理學院工商管理碩士。黃先生現任深業集團有限公司及深業（集團）有限公司董事及總裁。彼亦為本集團若干成員公司之董事。在加入本集團之前，黃先生歷任中共深圳市大鵬新區黨工委副書記、管委會副主任、社工委主任，龍崗區常委、區委（區政府）辦公室主任、區政府黨組成員及龍崗區團委書記。黃先生在管理方面有相當之工作經驗。



## Directors and Senior Management 董事及高級行政人員



**Mr. MOU Yong**, aged 56, an Executive Director since 1 December 2009. At present, he is also a director of Shum Yip Group Limited and Shum Yip Holdings Company Limited and its various subsidiaries. He graduated from The Shanxi University of Technology with major in Chinese Language and Literature and obtained an advanced MBA from The Peking University. He is a lawyer of The People's Republic of China and an arbitrator of The Shenzhen Arbitration Commission. Prior to joining the Group in 2009, he held the positions of the head of Enterprise Leadership Personnel Management and the chief of General Office at The Shenzhen Municipal People's Government State-owned Assets Supervision and Administration Commission. At present, Mr. MOU is also a non-executive director of Road King Infrastructure Limited (1098.HK). Mr. MOU has extensive experience in corporate governance and administrative management.

**牟勇先生**，五十六歲，自二零零九年十二月一日起出任執行董事。彼現時亦為深業集團有限公司、深業（集團）有限公司及其若干附屬公司之董事。彼畢業於陝西理工學院漢語言文學專業，擁有北京大學高級工商管理碩士學位。彼為中華人民共和國律師及深圳仲裁委員會仲裁員。在二零零九年加入本集團之前，彼曾任深圳市人民政府國有資產監督管理委員會企業領導人員管理處處長、辦公室主任。現在，牟先生亦為路勁基建有限公司(1098.HK)之非執行董事。牟先生在企業治理及行政管理等領域有豐富的工作經驗。



## Directors and Senior Management 董事及高級行政人員



Mr. LIU Chong, aged 59, an Executive Director since 30 December 2010 and a Vice President of the Company since April 2010. Mr. LIU is also a vice president of Shum Yip Group Limited and Shum Yip Holdings Company Limited and a director of Shum Yip Shahe (Group) Company Limited. He holds a bachelor's degree from The Jiangxi University of Finance and Economics with major in Accounting and he is a senior accountant. Mr. LIU is also a director of various members of the Group. Prior to joining the Group, he used to serve successively as a director, deputy general manager and financial controller of Shenzhen SDG Company Limited (深圳市特發集團有限公司), a director and financial controller of Shenzhen Petrochemical Group Co., Ltd., a director and financial controller of Shenzhen Health Mineral Water Co., Ltd., a director of Shenzhen Tellus (Group) Company Limited (200025.SZ), and an independent director of Shenzhen Shenxin Taifeng Group Co., Ltd. (000034.SZ). At present, Mr. LIU is also a non-executive director of Ping An Insurance (Group) Company of China, Ltd. (2318.HK). Mr. LIU has over 30 years of experience in finance and accounting management.

劉崇先生，五十九歲，自二零一零年十二月三十日起出任執行董事及自二零一零年四月起出任本公司副總裁。劉先生現亦為深業集團有限公司、深業(集團)有限公司副總裁及深業沙河(集團)有限公司董事。彼擁有江西財經大學會計專業學士學位，並為高級會計師。劉先生亦為本集團若干成員公司之董事。加入本集團前，彼歷任深圳市特發集團有限公司董事、副總經理、財務總監，深圳石化集團有限公司董事、財務總監，深圳市益力礦泉水股份有限公司董事、財務總監，深圳市特力(集團)股份有限公司(200025.SZ)董事及深圳市深信泰豐(集團)股份有限公司(000034.SZ)之獨立董事。現在，劉先生亦為中國平安保險(集團)股份有限公司(2318.HK)之非執行董事。劉先生擁有超過三十年之財會管理工作經驗。





## Directors and Senior Management 董事及高級行政人員



Dr. WU Jiesi, aged 67, a Non-executive Director since 11 May 2006. Dr. WU holds a doctorate degree in Economics and conducted post-doctorate research work in theoretical economics at The Nankai University in the PRC and was conferred a professorship qualification by The Nankai University in 2001. Dr. WU served in various positions in Industrial and Commercial Bank of China from 1984 to 1995 and served as the president of the Shenzhen Branch. From 1995 to 1998, he served as the deputy mayor of the Shenzhen Municipal Government. From 1998 to 2000, he served as the assistant to the Governor of Guangdong Province.

Dr. WU served as the chairman and honorary president of Guangdong Investment Limited (270.HK), the director and honorary president of Guangdong Tannery Limited (1058.HK), an executive director of Hopson Development Holdings Limited (754.HK), an independent non-executive director of Yingli Green Energy Holding Company Limited (NYSE:YGE) and China Merchants Bank Co., Ltd (3968.HK), respectively, a non-executive director of China Water Affairs Group Limited (855.HK), an executive director, a non-executive director and vice chairman of China Aoyuan Property Group Limited (3883.HK), and an independent director of China Merchants Securities Co., Ltd. (600999.SH) and an independent director of China Life Franklin Asset Management Co., Ltd. At present, Dr. WU is a non-executive director of Silver Base Group Holdings Limited (886.HK), and an independent non-executive director of China Taiping Insurance Holdings Company Limited (966.HK), Beijing Enterprises Holdings Limited (392.HK), Industrial and Commercial Bank of China (Asia) Limited and China CITIC Bank International Limited respectively. Dr. WU has rich experience in finance and corporate management.

武捷思博士，六十七歲，自二零零六年五月十一日起出任非執行董事。武博士擁有經濟學博士學位，並於中國南開大學完成理論經濟學博士研究後，於二零零一年獲南開大學授予教授資格。武博士於一九八四年至一九九五年期間任職於中國工商銀行，曾任該行的深圳分行行長。彼於一九九五年至一九九八年期間出任深圳市政府副市長。彼於一九九八年至二零零零年期間出任廣東省省長助理。

武博士曾分別出任粵海投資有限公司(270.HK)之主席及名譽董事長、粵海製革有限公司(1058.HK)之董事及名譽董事長、合生創展集團有限公司(754.HK)之執行董事、英利綠色能源控股有限公司 (NYSE:YGE) 及招商銀行股份有限公司(3968.HK)之獨立非執行董事、中國水務集團有限公司(855.HK)之非執行董事、中國奧園地產集團股份有限公司(3883.HK)之執行董事及非執行董事兼副主席等之職務、招商證券股份有限公司(600999.SH)之獨立董事及中國人壽富蘭克林資產管理有限公司之獨立董事。武博士現時分別擔任銀基集團控股有限公司(886.HK)之非執行董事、中國太平保險控股有限公司(966.HK)、北京控股有限公司(392.HK)、中國工商銀行(亞洲)有限公司及中信銀行(國際)有限公司之獨立非執行董事。武博士於財務及企業管理方面具有豐富經驗。



## Directors and Senior Management 董事及高級行政人員



Mr. LIU Shichao, aged 47, a Non-executive Director since 18 January 2017. He is a director and the chief financial officer of Shum Yip Group Limited and a director of Shum Yip Holdings Company Limited. He graduated from Zhongnan University of Finance and Economics (now known as Zhongnan University of Economics and Law) majoring in accountancy. He holds a bachelor's degree in economics and the title of senior accountant. Mr. LIU was the deputy head of statistics and assessment (budget finance) department and the deputy head of the second division of enterprise department of the State-owned Assets Supervision and Administration Commission of the Shenzhen Municipal People's Government. Mr. LIU was a director and the chief financial officer of Shenzhen Energy Group Co. Ltd. (000027.SZ). He is currently also a director of Shahe Industrial Co., Ltd (000014.SZ), a director of Kashi City Shenzhen Investment and Development Co., Ltd. (喀什市深圳城投資發展有限公司) and a director of China Resources SZITIC Investment Co. Ltd. (華潤深國投投資有限公司). Mr. LIU has considerable working experience in financial management and financial auditing.

劉世超先生，四十七歲，於二零一七年一月十八日起出任非執行董事，彼為深業集團有限公司董事及財務總監、深業（集團）有限公司董事。劉先生畢業於中南財經大學（現為中南財經政法大學）會計學專業，擁有經濟學學士學位和高級會計師職稱。劉先生曾任深圳市人民政府國有資產監督管理委員會統計評價（預算財務）處副處長、企業二處副處長、深圳能源集團股份有限公司(000027.SZ)董事及財務總監。彼現亦為沙河實業股份有限公司(000014.SZ)董事，喀什市深圳城投資發展有限公司董事及華潤深國投投資有限公司董事。彼在財務管理及財務審計等方面有相當之工作經驗。



## Directors and Senior Management 董事及高級行政人員



Mr. WU Wai Chung, Michael, aged 69, an Independent Non-executive Director since 9 October 2002. He was formerly the deputy chairman of the Shanghai Stock Exchange and a commissioner in the Strategy & Development Committee of the China Securities Regulatory Commission. Prior to that, he was the deputy chairman, chief operating officer and executive director and responsible for the Intermediaries Division, comprising the Licensing and Intermediaries Supervision Departments of the Securities and Futures Commission until 31 December 1997. In addition, Mr. WU also served as an independent non-executive director of Sunwah Kingsway Capital Holdings Limited (188.HK), an independent non-executive director and chairman of Cypress Jade Agricultural Holdings Limited (renamed as China Finance Investment Holdings Ltd.) (875.HK) and an executive director of Tradelink Electronic Commerce Ltd. (536.HK).

吳偉聰先生，六十九歲，自二零零二年十月九日起出任獨立非執行董事，彼曾任上海證券交易所副理事長及中國證券監督管理委員會規劃發展委員會委員。在此之前，彼為證券及期貨事務監察委員會中介團體監察科（包括發牌及中介團體監察部）之副主席、營運總裁及執行董事直至一九九七年十二月三十一日。此外，吳先生亦曾為新華匯富金融控股有限公司(188.HK)之獨立非執行董事、從玉農業控股有限公司（改名為中國金控投資集團有限公司）(875.HK)之獨立非執行董事兼主席及貿易通電子貿易有限公司(536.HK)之執行董事。



## Directors and Senior Management 董事及高級行政人員



Mr. LI Wai Keung, aged 62, an Independent Non-executive Director since 27 September 2004. Mr. LI graduated from The Hong Kong Polytechnic and holds a master's degree in Business Administration from The University of East Asia. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. LI had worked for Henderson Land Development Company Limited (12.HK). He was also an independent non-executive director of Sun Century Group Limited (1383.HK) and a director of Shenzhen City Airport (Group) Company Limited (000089.SZ). Mr. LI is currently a non-executive director of Guangdong Investment Limited (270.HK) and an executive director and financial controller of GDH Limited, an executive director of Guangdong Land Holdings Limited (formerly known as Kingway Brewery Holdings Limited) (124.HK), an independent non-executive director of Hans Energy Company Limited (554.HK) and China South City Holdings Limited (1668.HK). In addition, he is appointed as a committee member of the 12th Chinese People's Political Consultative Conference of Guangdong Province on 17 January 2018 and appointed as a standing committee member of the Chinese People's Political Consultative Conference of Guangdong Province on 27 January 2018. Mr. LI is also the chairman of the Council of the Hong Kong Chinese Orchestra Limited, a management accounting advisor of the Ministry of Finance, PRC, the vice chairman of the Financial and Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association, and the president of Hong Kong Business Accountants Association Limited.

李偉強先生，六十二歲，自二零零四年九月二十七日起出任獨立非執行董事。李先生畢業於香港理工學院，並持有東亞大學工商管理學碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。李先生曾任職於恒基兆業地產有限公司(12.HK)。彼亦曾擔任太陽世紀集團有限公司(1383.HK)之獨立非執行董事及深圳市機場(集團)有限公司(000089.SZ)之董事。李先生現任粵海投資有限公司(270.HK)之非執行董事及粵海控股集團有限公司之執行董事兼財務總監、粵海置地控股有限公司(前稱金威啤酒集團有限公司)(124.HK)執行董事、漢思能源有限公司(554.HK)和華南城控股有限公司(1668.HK)之獨立非執行董事。此外，他於二零一八年一月十七日獲委任為廣東省第十二屆政協委員會委員及於二零一八年一月二十七日獲委任為廣東省政協常務委員。彼亦擔任香港中樂團理事會主席、中華人民共和國財政部管理會計諮詢專家、香港中國企業協會財會專業委員會副主任委員及香港商界會計師協會有限公司會長。



## Directors and Senior Management 董事及高級行政人員



Dr. WONG Yau Kar, David, GBS, JP, aged 61, an Independent Non-executive Director since 13 June 2013. Dr. WONG received a doctorate degree in Economics from the University of Chicago in 1987. Dr. WONG has extensive experience in manufacturing, direct investment and international trade. Dr. WONG is active in public service. He is a Hong Kong deputy of the National People's Congress of the People's Republic of China (全國人民代表大會). He is also the chairman of the Mandatory Provident Fund Schemes Authority. Dr. WONG was appointed as a Justice of Peace (JP) in 2010 and was awarded a Bronze Bauhinia Star (BBS) and Gold Bauhinia Star (GBS) in 2012 and 2017 respectively for his valuable contribution to the society.

Dr. WONG is currently an independent non-executive director of Huayi Tencent Entertainment Company Limited (419.HK), Redco Properties Group Limited (1622.HK), Sinopec Kantons Holdings Limited (934.HK) and Guangnan (Holdings) Limited (1203.HK), which are listed on the Main Board of the Stock Exchange.

黃友嘉博士(GBS, JP), 六十一歲, 自二零一三年六月十三日起出任獨立非執行董事。彼於一九八七年獲得芝加哥大學之經濟學博士學位。黃博士於製造業、直接投資及國際貿易方面擁有豐富經驗。黃博士一直積極參與公共服務。彼現為全國人民代表大會香港區代表。他亦現任強制性公積金計畫管理局委員會主席。於二零一零年, 黃博士獲委任為太平紳士(JP), 及於二零一二年及二零一七年, 黃博士分別獲頒授銅紫荊星章(BBS)及金紫荊星章(GBS), 以表揚彼對社會作出之寶貴貢獻。

黃博士現為聯交所主板上市公司華誼騰訊娛樂有限公司(419.HK)、力高地產集團有限公司(1622.HK)、中石化冠德有限公司(934.HK)及廣南(集團)有限公司(1203.HK)之獨立非執行董事。



## Directors and Senior Management

### 董事及高級行政人員

**Mr. WANG Minyuan**, aged 59, engineer, is currently a Vice President of the Company and Shum Yip Group Limited. Mr. WANG joined the Group in August 2012. Prior to this, Mr. WANG had served successively as a deputy general manager of Shenzhen Metro Group Co., Ltd. and Shenzhen Expressway Co., Ltd. He holds a bachelor's degree in Civil Engineering from The Zhejiang University. He has over thirty years of extensive experience in engineering design and construction and corporate management.

**Mr. LIANG Kaiping**, aged 60, is currently a Vice President of the Company, Shum Yip Group Ltd. and Shum Yip Holdings Company Limited. He graduated from The Wuhan University, holding a master's degree in history. He joined the Group since 2000. Prior to this, he was the director and president of Shenzhen Futian Investment and Development Co., a general manager of Shenzhen Futian Real Estate Development Co., Ltd., and an associate supervisor of Office of Futian District Committee of Shenzhen. Mr. LIANG has over thirty years of experience in corporate management.

**Mr. DONG Fang**, aged 46, is currently a Vice President of the Company, Shum Yip Group Limited and Shum Yip Holdings Company Limited. He graduated from The Hunan University with a master's degree and a senior engineer qualification. He joined the Group since 2006 and served as a general manager of the real estate department and investment department of the Company, and a deputy general manager of Huizhou Canton River Expressway Co., Ltd.. Prior to this, he used to work in the Transport Commission of Shenzhen Municipality. Mr. DONG is currently the non-executive director of Road King Infrastructure Limited (1098.HK), a director of Shahe Industrial Co., Ltd (000014.SZ). He has extensive experience in corporate management, property investment and operation management.

**王敏遠先生**，五十九歲，工程師，現任本公司、深業集團有限公司副總裁。王先生於二零一二年八月加入本集團。在此之前，王先生歷任深圳市地鐵集團有限公司及深圳市高速公路開發有限公司副總經理。彼擁有浙江大學土木工程工學學士學位。彼在工程設計、開發建設及企業管理等領域有逾三十年之豐富工作經驗。

**梁開平先生**，六十歲，現任本公司、深業集團有限公司及深業(集團)有限公司副總裁。彼畢業於武漢大學，持有歷史學碩士學位。彼於二零零零年加入本集團。在此之前，彼曾任深圳市福田投資發展公司董事兼總裁、深圳市福田房地產開發公司總經理、深圳市福田區委辦公室副主任等職位。梁先生在企業管理等方面有逾三十年之經驗。

**董方先生**，四十六歲，現任本公司、深業集團有限公司及深業(集團)有限公司副總裁。彼畢業於湖南大學，擁有碩士學位及高級工程師資格。彼於二零零六年加入本集團，歷任本公司地產部總經理、投資部總經理、惠州廣河高速公路有限公司副總經理。此前，彼曾任職於深圳市交通局。董先生現任路勁基建有限公司(1098.HK)之非執行董事，沙河實業股份有限公司(000014.SZ)董事。彼於企業管理、房地產投資及運營管理等方面有豐富經驗。



## Directors and Senior Management 董事及高級行政人員

**Mr. FANG Shaoye**, aged 50, is currently the General Manager of Finance Management Department of the Company and Shum Yip Group Limited. Mr. FANG graduated from the Renmin University of China and holds a bachelor's degree in economics and has the title as senior accountant. Mr. FANG joined the Group since 2009 and held the position as deputy general manager of Shum Yip Pengji Holdings Company Limited. Mr. FANG has extensive expertise and experience in finance management.

**Mr. ZHU Guoqiang**, aged 45, is currently the General Manager of Capital Market Department of the Company. He obtained a master's degree in Business Administration from The Hong Kong University of Science & Technology. He joined the Group since 2004, and held positions as general manager of investment department and strategic management department of the Company. Prior to this, he worked in Shenzhen Construction Investment Holdings Ltd.. Mr. ZHU is currently a non-executive director of Coastal Greenland Limited (1124.HK). Mr. ZHU is familiar with the real estate market and property development process and has maintained good communication with investors.

**Ms. WONG Yin San**, aged 52, is the General Counsel of the Company and the Secretary of the Board. Ms. WONG joined the Group in September 2014. She is a solicitor of the High Court of the Hong Kong Special Administrative Region, Chartered Secretary and Chartered Governance Professional. She holds a Bachelor of Business Administration degree and a Bachelor of Laws degree. Prior to joining the Group, she worked in the corporate department of an international law firm. She also previously held a senior position in a listed company in Hong Kong. Ms. WONG has extensive experience in the legal, regulatory, corporate finance, compliance and corporate governance fields.

**房紹業先生**，五十歲，現任本公司及深業集團有限公司財務管理部總經理。房先生畢業於中國人民大學，擁有經濟學學士學位和高級會計師職稱。房先生於2009年加入本集團，曾任深業鵬基集團有限公司副總經理。房先生於財務管理方面擁有豐富的專業知識和經驗。

**朱國強先生**，四十五歲，現任本公司資本運營部總經理。彼擁有香港科技大學工商管理碩士學位。彼於二零零四年加入本集團，歷任本公司投資部及戰略管理部總經理。在此之前，彼曾任職於深圳市建設投資控股公司。朱先生現任沿海綠色家園有限公司(1124.HK)之非執行董事。朱先生熟悉房地產市場及物業開發流程，與投資者保持着良好溝通。

**黃燕珊女士**，五十二歲，為本公司法律事務總監及董事會秘書。彼自二零一四年九月起加入本集團。彼為香港特別行政區高等法院律師，特許秘書及特許管治專業人員。彼持有工商管理學士學位及法律學士學位。在加入本集團之前，彼曾於一家國際律師事務所企業部門任職。彼亦曾於一家香港上市公司擔任重要職務。黃女士於法律、法規、企業融資、合規與公司管治事務具有豐富經驗。



## Corporate Governance Report 企業管治報告

### Corporate Governance Practices

The Company is committed to maintaining high standard of corporate governance. The board of directors of the Company (the "Board") strongly believes that good corporate governance is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The Company has applied the principles and complied with all code provisions of the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") throughout the year 2018.

Looking ahead, we will keep our corporate governance practices under continual review to ensure their consistent application and to improve our practices having regard to the latest developments including any new amendment to the CG Code.

### 企業管治常規

本公司致力恪守奉行高標準之企業管治。本公司董事會（「董事會」）堅信，良好企業管治對有效之管理、健全之企業文化、成功之業務發展，以及提升股東價值至關重要。本公司已於整個二零一八年應用並遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之所有原則及守則條文。

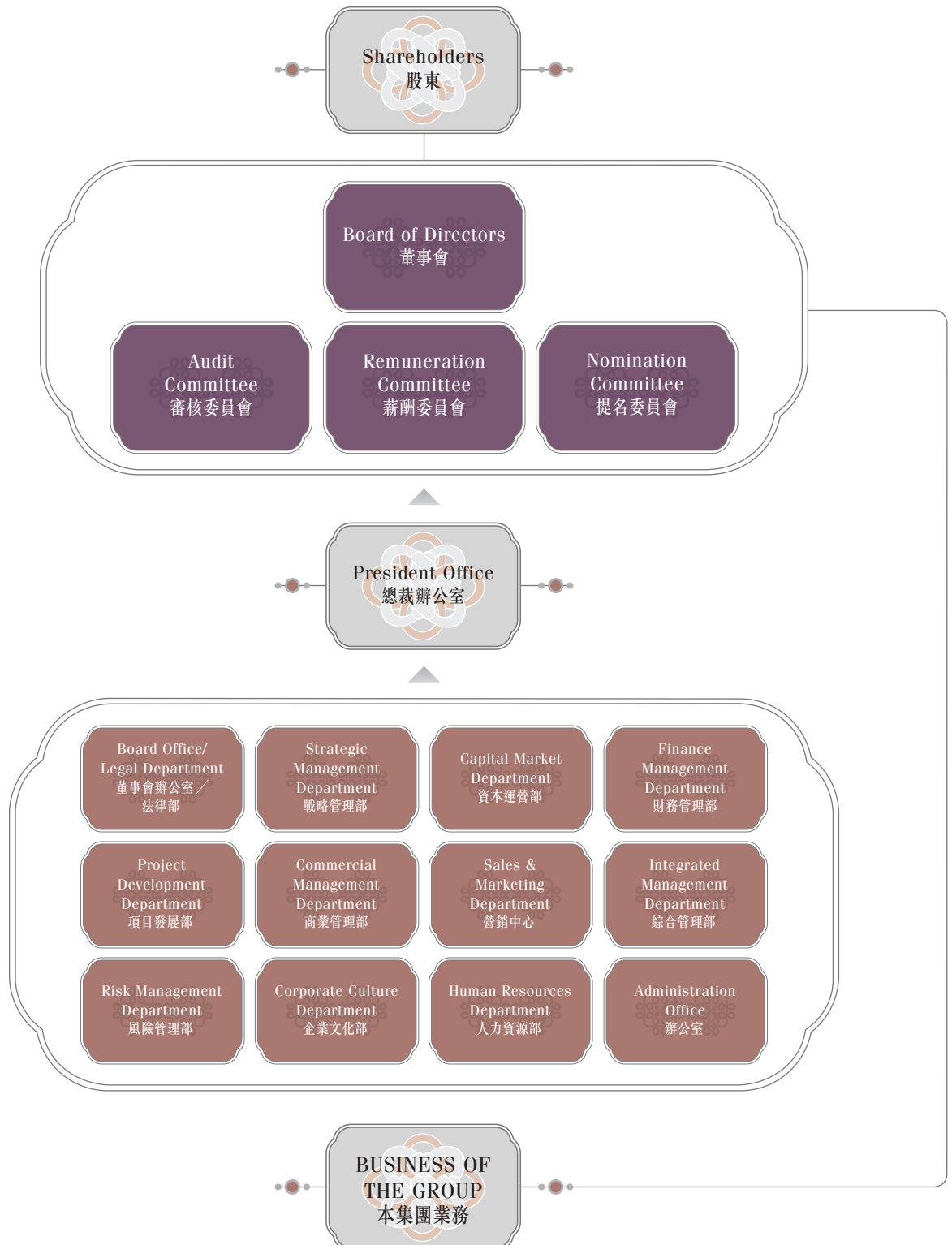
展望未來，我們將不斷檢討集團的企業管治常規以確保貫徹應用並在考慮最新發展（包括企業管治守則的任何新修訂）後改善本公司的常規。







## Corporate Governance Report 企業管治報告





## Corporate Governance Report 企業管治報告

### Board of Directors

#### Responsibilities and Delegation

Under the leadership of the Chairman, the Board is responsible for formulating overall strategies and policies of the Company, supervising and evaluating business and financial performance of the Company, determining appropriate corporate governance practices applicable to the Company's circumstances and ensuring operational efficiency and effectiveness by establishing a comprehensive corporate governance framework with appropriate risk control measures and aiming to enhance long-term shareholders' value.

The Board has delegated certain functions to respective committees, including Audit Committee, Nomination Committee and Remuneration Committee, the details of the responsibilities, membership and activities during the year of each of them are set out in the section headed "Board Committees" below. These Board committees assist the Board to discharge its duties while the responsibilities of the day-to-day operations and business management are delegated to the executive directors and senior management. Matters specifically reserved to the Board include approval of financial statements, dividend policy, significant changes in corporate structure, mergers and acquisitions, major investments, material acquisition and disposal of assets, selection of directors, changes to remuneration policy for directors and senior management, terms of reference of board committees, as well as major corporate policies.

All Board members have separate and independent access to the management, and are provided with full and timely information about the conduct of the business and development of the Company, including reports on significant matters. Besides, all Board members are provided with monthly management updates which contain periodic financials with summaries of key events, outlook and business related matters of the Group. Should independent professional advice be considered necessary by the directors, such kind of services would be made available to the directors upon request.

The Company has arranged Directors & Officers Liability and Company Reimbursement Insurance for its directors and officers in respect of legal proceedings and other claims against them arising from their office and execution of their powers, duties and responsibilities.

### 董事會

#### 職責及授權

董事會在主席的領導下，負責制定本公司的整體策略及政策，監督及評估公司的業務與財務表現；釐定適用於公司情況的合適企業管治常規以及通過建立健全的企業管治架構及制定適當的風險控制措施，確保其營運的效率及效益，致力提升長遠股東價值。

董事會將若干職能授權予相關委員會，包括審核委員會、提名委員會及薪酬委員會，該等委員會各自於年內之職責、成員身份及活動詳情載於下文「董事委員會」一節。該等董事委員會協助董事會履行職責，而執行董事和高級管理人員則獲授權管理日常營運及業務。特定保留予董事會決定的事宜包括批准財務報表、股息政策、公司架構的重大變動、併購、主要投資、重大收購及出售資產、膺選董事、董事及高級管理層薪酬政策的變動、董事委員會職權範圍以及主要企業政策。

所有董事會成員均可個別及獨立與管理層接觸，亦可獲得有關本公司業務經營及發展的全面及即時的資料，包括重大事項的報告。此外，全體董事會成員亦獲提供每月最新管理信息，內容載有本集團之定期財務資料及重要事項、前景及業務相關事宜之撮要。倘董事認為有必要尋求獨立專業意見時，該類服務將應要求提供予董事。

本公司已就董事及高級職員因其職務及執行其權力、職責及責任而引起的法律程序及其他索償而投購董事和高級職員責任及公司補償保險。



## Corporate Governance Report 企業管治報告

### Composition

The Board currently comprises four executive directors and five non-executive directors of whom three are independent non-executive directors. Our independent non-executive directors constitute not less than one-third and non-executive directors constitute more than half of the Board.

Mr. WU Wai Chung, Michael and Mr. LI Wai Keung, our independent non-executive directors, have served the Board for more than nine years. The Board considers that they have continued to exercise independent judgment on the matters of the Group and there is no evidence that length of tenure is having an adverse impact on their independence. The Board therefore considers that Mr. WU Wai Chung, Michael and Mr. LI Wai Keung remain independent, notwithstanding the length of their tenure.

The Company has received from each independent non-executive director a confirmation of his independence pursuant to the criterion set out in Rule 3.13 of the Listing Rules and considers that all independent non-executive directors are independent.

All directors, including the non-executive directors, have a specific term of appointment which is not more than three years. Each director has entered into an appointment letter with the Company and pursuant to the Articles of Association of the Company, every director, including the non-executive directors, shall be subject to retirement by rotation at least once every three years. One-third of the directors (or if their number is not a multiple of three, then the number nearest to one-third) shall retire from office at each annual general meeting and eligible for re-election by shareholders. Also, any director appointed to fill a casual vacancy shall retire at the next general meeting of the Company and be eligible for re-election by shareholders. A separate resolution is proposed for the re-election of each director.

The Board members do not have any financial, business, family or other material/relevant relationships with each other. Brief biographical particulars of the directors are set out from pages 35 to 43 of this annual report.

### 組成

董事會目前由四名執行董事及五名非執行董事組成，其中三名為獨立非執行董事。我們的獨立非執行董事不少於董事會人數三分之一，而非執行董事則佔董事會人數一半以上。

我們的獨立非執行董事吳偉聰先生及李偉強先生服務本公司董事會已逾九年。董事會認為，彼等持續對本集團的事務行使獨立判斷，及概無任何證據顯示任期長短對彼等獨立性構成不利影響。因此，董事會認為，不論任期長短，吳偉聰先生及李偉強先生仍保持獨立。

根據上市規則第3.13條所載的準則，本公司已接獲各獨立非執行董事的獨立性確認書，並認為所有獨立非執行董事均為獨立。

全體董事（包括非執行董事）均有不超過三年的特定委任期限。每名董事已與本公司訂立委任函，及根據本公司的組織章程細則，每名董事（包括非執行董事）須每三年至少輪值告退一次。每屆股東週年大會上須有三分之一的董事（或若董事人數並非三之倍數，則以最接近三分之一之數目為準）退任，並有資格由股東膺選連任。另外，任何獲委任以填補臨時空缺的董事須於本公司下屆股東大會上退任並有資格由股東膺選連任。本公司就重選每一名董事提呈獨立的決議案。

各董事會成員之間並無任何財務、業務、親屬或其他重大／相關關係。董事的個人履歷詳情載於本年報第35至43頁。



## Corporate Governance Report 企業管治報告

### Chairman of the Board and President

The roles of Chairman of the Board are performed by Dr. LU Hua, whereas the roles of President are performed by Mr. HUANG Wei. The Chairman of the Board is responsible for leading the Board to formulate good corporate governance practices and procedures together with the directors, determine the strategic directions, business plans and investment proposals of the Company, assess its performance and supervise the business affairs of the management in ensuring the effectiveness of the Board, whereas the President is responsible for overseeing overall operations of the Company and ensuring the implementation of plans efficiently.

### Board Meeting

The Board meets regularly to review the financial and operating performance of the Company and to discuss future strategy. Four regular Board meetings and three special Board meetings were held in 2018. At the Board meetings, the Board reviewed significant matters including the Company's business development, proposals for final and interim dividends, annual report and half-year report and connected transactions. At least fourteen days' notice of a regular Board meeting was given to all directors who were provided with an opportunity to include matters for discussion in the agenda. The agenda and the accompanying board papers were sent to Directors at least three days before the intended date of a Board meeting. Draft and final versions of minutes of each Board meeting were circulated to directors for their comment and record respectively. In addition to the Board meetings, the Chairman of the Board also held a separate meeting with non-executive directors and independent non-executive directors without executive directors present on an annual basis.

### 董事會主席與總裁

董事會主席之角色由呂華博士擔任，而總裁之角色由黃偉先生擔任。董事會主席負責帶領董事會與全體董事共同制定良好的企業管治常規及程序，決定本公司的策略方針、業務計劃和投資方案，評估其表現和監督管理層的工作事務以確保董事會的有效性，而總裁則負責監督本公司的整體運作，及確保有效地執行計劃。

### 董事會會議

董事會定期舉行會議以審核本公司的財務及營運表現以及討論未來策略。二零一八年舉行了四次常規董事會會議及三次特別董事會會議。於董事會會議上，董事會檢討的重大事宜，包括本公司的業務發展、建議末期及中期股息、年報及半年度報告及關連交易。常規董事會會議的通知至少提前十四天向全體董事發出，全體董事均有機會提出擬商討之事項列入議程中。議程連同董事會會議文件在擬定董事會會議日期至少三天前發給董事。各董事會會議之會議記錄的初稿及最後定稿會發送給董事，初稿供其表達意見，而最後定稿則作記錄之用。除董事會會議外，董事會主席亦每年在執行董事缺席的情況下與非執行董事及獨立非執行董事單獨會面。



## Corporate Governance Report 企業管治報告

### Attendance Record at Board Meetings, Board Committee Meetings and General Meetings

The attendance record of each director at Board meetings, Board committee meetings and general meetings in 2018 is set out below:

董事會會議、董事委員會會議及股東大會的出席記錄

於二零一八年，各董事出席董事會會議、董事委員會會議及股東大會的記錄載列如下：

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
No. of meetings held	舉行的會議次數	7	3	1	1	1	1
<b>Executive Directors</b>	<b>執行董事</b>						
LU Hua ( <i>Chairman</i> )	呂華 ( <i>主席</i> )	7/7	–	1/1	–	✓	✓
HUANG Wei ( <i>President</i> )	黃偉 ( <i>總裁</i> )	3/7	–	–	–	✓	✓
MOU Yong	牟勇	6/7	–	–	–	✓	–
LIU Chong	劉崇	6/7	–	–	–	✓	✓
<b>Non-executive Directors</b>	<b>非執行董事</b>						
WU Jiesi	武捷思	6/7	–	–	–	✓	–
LIU Shichao	劉世超	7/7				✓	–
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
WU Wai Chung, Michael	吳偉聰	7/7	3/3	–	1/1	✓	✓
LI Wai Keung	李偉強	6/7	3/3	1/1	1/1	–	✓
WONG Yau Kar, David	黃友嘉	7/7	3/3	1/1	1/1	✓	–

### Directors' Securities Transactions

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as the code of conduct of the Company for dealing in securities of the Company by the directors. Having made specific enquiry to all the directors, all directors confirmed that throughout the year, they had complied with the required standard set out in the Model Code.

### 董事進行證券交易

董事會已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為本公司董事進行證券交易的行為準則。經向全體董事作出特定查詢後，全體董事均確認，彼等於整個年度內一直遵守標準守則所載的規定標準。



## Corporate Governance Report 企業管治報告

### Directors' Continuing Professional Development Programme

Each newly appointed director will be provided with necessary induction information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant statutes, laws, rules and regulations.

Directors' training is an on-going process, all directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company also updates directors on any latest development regarding the Listing Rules and other applicable regulatory requirements from time to time to ensure compliance and enhance their awareness of good corporate governance practices. During the year, the Company had arranged an in-house training for the directors.

A summary of the training records reported by the directors for year 2018 is set out as follow:

### 董事持續專業發展計劃

所有新委任的董事均獲提供必要的入職培訓資料，以確保其對本公司的營運及業務以及相關條例、法律、規則及法規下的責任有適當的了解。

董事培訓屬持續過程，本公司鼓勵所有董事參與持續專業發展，以發展及更新其知識及技能。本公司亦不時向董事提供上市規則以及其他適用監管規定的最新發展概況，以確保合規並提升其對良好企業管治常規的認識。年內，本公司已安排內部董事培訓。

董事呈報於二零一八年的培訓記錄的概要載列如下：

		Type of training covered <sup>#</sup> 所涵蓋培訓的類型 <sup>#</sup>
LU Hua	呂華	1,2
HUANG Wei	黃偉	1,2
MOU Yong	牟勇	1,2
LIU Chong	劉崇	1,2
WU Jiesi	武捷思	1,2
LIU Shichao	劉世超	1,2
WU Wai Chung, Michael	吳偉聰	1,2
LI Wai Keung	李偉強	1,2
WONG Yau Kar, David	黃友嘉	1,2

#:

1. Attending briefings/training seminars/conferences relevant to the industry, business and their duties.
2. Reading industrial and regulatory updates/monthly management reports etc.

The Board is regularly kept up-to-date on key events, the performance, position and outlook of the Group through the monthly management reports.

#:

1. 參加與行業、業務及其職責相關的簡介會／培訓研討會／會議。
2. 閱讀行業及監管更新資料／管理層每月報告等。

董事會透過管理層每月報告定期取得有關本集團重要事件、表現、狀況及前景的最新消息。



## Corporate Governance Report 企業管治報告

### Board Committees

The Board has appointed a number of committees to discharge its functions. The respective roles, responsibilities and activities of each Board committee are set out below:

#### Audit Committee

The Audit Committee comprises three independent non-executive directors, who are all equipped with commercial and financial skills and experiences required for understanding of accounting information. It is chaired by Mr. LI Wai Keung and other members are Mr. WU Wai Chung, Michael and Dr. WONG Yau Kar, David.

Under its terms of reference, the duties of the Audit Committee include, but not limited to, making recommendations on the appointment of external auditor and monitoring the effectiveness of external audit, supervision of internal audit and oversight of the integrity of financial information and the financial reporting system, overseeing internal audit, risk management and internal control systems of the Company and ensuring such functions are adequately resourced. The full terms of reference of the Audit Committee are available on the Company's website and the website of The Stock Exchange of Hong Kong Limited ("Stock Exchange").

The Audit Committee performed the following in 2018:

#### *Financial reporting/external audit and internal review*

- Reviewed the 2017 annual financial statements, annual report and results announcement and recommended the same to the Board for approval;
- Reviewed the 2018 half-year financial statements, half-year report and results announcement and recommended the same to the Board for approval;
- Reviewed report submitted by external auditor on their statutory audit of the 2017 annual financial statements and their independent review of the 2018 half-year financial statements;
- Reviewed and discussed the observations and recommendations on the financial reporting and control matters set out in the 2017 management letter submitted by external auditor;
- Reviewed the representation letter issued by management to external auditor in connection with their audit of the 2017 financial statements;
- Reviewed with the external auditor their plan for statutory audit of the 2018 annual financial statements, including the nature and scope of the audit and reporting obligations.

### 董事委員會

董事會已委任若干委員會以履行其職責。各個董事委員會各自的角色、職責及活動載列如下：

#### 審核委員會

審核委員會由三名獨立非執行董事組成，彼等均具備了解會計資料所需的商業與財務技巧及經驗。審核委員會由李偉強先生擔任主席，其他成員為吳偉聰先生及黃友嘉博士。

根據其職權範圍，審核委員會負責包括（但不限於）建議聘請外聘核數師、監督外部審計之有效性、監督內部審計及監察財務信息及財務申報系統的完整性、監督本公司的內部審計、風險管理及內部監控系統以及確保該等功能有足夠資源。審核委員會的職權範圍全文可於本公司網站及香港聯合交易所有限公司（「聯交所」）網站內查閱。

審核委員會於二零一八年曾進行以下工作：

#### *財務申報／外部審計及內部檢討*

- 審閱二零一七年度財務報表、年報及業績公告，並建議董事會批准；
- 審閱二零一八年半年度財務報表、半年度報告及業績公告，並建議董事會批准；
- 檢討外聘核數師出具之有關彼等對二零一七年度財務報表之法定審計及彼等對二零一八年半年度財務報表之獨立意見之報告；
- 檢討及討論外聘核數師提交之二零一七年度管理層函件所載就財務申報及控制事宜的意見及建議；
- 檢討管理層就外聘核數師對二零一七年度財務報表之審計致彼等之聲明函；
- 與外聘核數師檢討彼等對二零一八年度財務報表之法定審計計劃，包括審計性質和範疇及申報責任。



## Corporate Governance Report 企業管治報告

### *Risk management, internal control and internal audit*

- Reviewed the evaluation report on internal control and risk management systems for year 2017 issued by the risk management department;
- Reviewed with the risk management department on the risk management and internal control systems and their effectiveness, the overall risk management, internal control and internal audit work progress and findings, and the adequacy of resources and staffing for such functions.

In the meeting held on 28 March 2019, the Audit Committee reviewed and approved the 2018 annual financial statements, annual report and results announcement and considered reports from the external auditor. The Audit Committee also reviewed the evaluation report on internal control and risk management systems for year 2018 issued by the risk management department.

The meeting attendance of each member of the Audit Committee is set out in the paragraph headed "Attendance Record at Board Meetings, Board Committee Meetings and General Meetings" of this report.

### **Remuneration Committee**

The Remuneration Committee comprises three independent non-executive directors. It is chaired by Dr. WONG Yau Kar, David and other members are Mr. LI Wai Keung and Mr. WU Wai Chung, Michael.

The Company adopted the model whereby the Remuneration Committee is responsible for making recommendation to the Board on the remuneration packages of individual executive director and senior management according to its terms of reference. The Remuneration Committee is also responsible for making recommendation to the Board on the remuneration matters of non-executive directors, the setting up of adequate and transparent procedures for setting such remuneration. The full terms of reference of the Remuneration Committee are available on the Company's website and the Stock Exchange's website.

No director or any of his associates is allowed to determine their own remuneration. In making recommendation to the Board on the remuneration of directors and senior management, the Remuneration Committee shall consider factors such as time commitment and responsibilities of directors, employment conditions of other positions within the Group and whether their remuneration are performance-related.

During the year, the Remuneration Committee reviewed the director fees of non-executive directors and the remuneration of executive directors and other incentive rewards such as grant of share options to senior management.

### *風險管理、內部監控及內部審計*

- 審閱風險管理部就二零一七年內部監控及風險管理系統出具之評估報告；
- 與風險管理部檢討風險管理及內部控制系統及其有效性、整體風險管理、內部監控及內部審計進展及結果、及該等職能方面的資源及人力是否充足。

於二零一九年三月二十八日召開的會議上，審核委員會審閱及批准了二零一八年年度財務報表、年報及業績公告，並審議了外聘核數師出具的報告。審核委員會亦檢討了風險管理部就二零一八年內部監控及風險管理系統出具之評估報告。

審核委員會各成員出席會議的記錄載於本報告「董事會會議、董事委員會會議及股東大會的出席記錄」一段。

### **薪酬委員會**

薪酬委員會由三名獨立非執行董事組成。薪酬委員會由黃友嘉博士擔任主席，其他成員為李偉強先生及吳偉聰先生。

本公司已採納由薪酬委員會負責根據其職權範圍就個別執行董事及高級管理人員的薪酬待遇向董事會提出建議的模式。薪酬委員會亦負責就非執行董事的薪酬事項向董事會提出建議及設立恰當及透明的程序以制訂薪酬。薪酬委員會的職權範圍全文可於本公司網站及聯交所網站內查閱。

任何董事或其任何聯繫人士不得自行釐訂其本身的薪酬。在向董事會建議董事及高級管理人員的薪酬時，薪酬委員會須考慮董事所付出的時間及職責、集團內其他職位的受僱條件及是否按表現等因素而釐定薪酬。

年內，薪酬委員會已審議非執行董事的董事袍金、執行董事之薪酬以及其他激勵報酬，例如向高級管理人員授予購股權。





## Corporate Governance Report 企業管治報告

The remuneration of senior management by band for the year ended 31 December 2018 is set out below:

截至二零一八年十二月三十一日止年度，按薪酬範圍劃分的高級管理人員之薪酬載列如下：

Remuneration Bands	薪酬範圍	Number of Individuals 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2
HK\$2,000,001 or above	2,000,001港元或以上	3

The particulars regarding Directors' remuneration and the five highest paid employees are set out in notes 11 and 12 to the financial statements.

有關董事之薪酬及五名最高薪僱員的詳情載於財務報表附註11及12。

The meeting attendance of each member of the Remuneration Committee is set out in the paragraph headed "Attendance Record at Board Meetings, Board Committee Meetings and General Meetings" of this report.

薪酬委員會各成員出席會議的記錄載於本報告「董事會會議、董事委員會會議及股東大會的出席記錄」一段。

### Nomination Committee

The Nomination Committee comprises three members of which two of them are independent non-executive directors. It is chaired by Dr. WONG Yau Kar, David and other members are Dr. LU Hua and Mr. LI Wai Keung.

### 提名委員會

提名委員會由三名成員組成，其中兩名為獨立非執行董事。提名委員會主席由黃友嘉博士擔任，其他成員為呂華博士及李偉強先生。

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive directors, identifying and evaluating individuals suitably qualified to become Board members as required and making recommendations to the Board on the appointment and re-appointment of directors. The full terms of reference of the Nomination Committee are available on the Company's website and the Stock Exchange's website.

提名委員會負責檢討董事會的架構、規模及組成、評核獨立非執行董事的獨立性、按要求物色並評估具備合適資格可擔任董事的人士以及就委任及重新委任董事向董事會提供推薦建議。提名委員會的職權範圍全文可於本公司網站及聯交所網站內查閱。

During the year 2018, the Nomination Committee reviewed the structure, size and composition of the Board and opined that it has the skills, experience and diversity of perspective appropriate to the requirements of the Company's business. The Nomination Committee also reviewed and recommended to the Board in relation to the re-election of the retiring directors at the annual general meeting of the Company held on 31 May 2018. The Nomination Committee also assessed the independency of the independent non-executive directors.

於二零一八年，提名委員會已檢討董事會的架構、規模及組成，並認為其具備適用於本公司業務要求的技能、經驗及多元化思維。提名委員會亦已審議關於本公司於二零一八年五月三十一日舉行之股東週年大會上重選退任董事並向董事會提供推薦建議。提名委員會亦已評核獨立非執行董事之獨立性。

The meeting attendance of each member of the Nomination Committee is set out in the paragraph headed "Attendance Record at Board Meetings, Board Committee Meetings and General Meetings" of this report.

提名委員會各成員出席會議的記錄載於本報告「董事會會議、董事委員會會議及股東大會的出席記錄」一段。



## Corporate Governance Report 企業管治報告

The Board recognizes the benefits of a diverse Board with members possessing a balance of skills, experience and expertise which complement to the business success of the Group, and seeks increasing diversity at Board level to enhance the effectiveness of the Board and to achieve a sustainable and balanced development. The Board diversity policy sets out the approach to achieve diversity in the Board, namely through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will continue to be made on a merit basis having due regard to the overall effective functioning of the Board as a whole. And, the Nomination Committee will review at least annually the appropriateness of the structure, size and composition of the Board to ensure its effectiveness.

The Board nomination policy sets out the principles which guide the Nomination Committee to identify and evaluate a candidate for nomination to (i) the Board for appointment or (ii) the shareholders of the Company for election, as a director of the Company with a view to ensure that the Board has a balance of skills, experience and diversity of perspective appropriate to the requirements of the Company's business. The Nomination Committee shall propose a candidate for nomination or a director for re-election based on merit and other considerations including the Board diversity policy, the expected contribution the candidate would add to Board and whether the candidate is able to commit and devote sufficient time and attention to the Company's affairs etc. The Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of a candidate and make recommendation to the Board for the Board's consideration.

### Corporate Governance Functions

The Board is responsible for, and has performed during the year, the following corporate governance duties:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors;
- to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

董事會深信多元化的董事會擁有互補各成員所具備的技能、經驗及專長的好處，有助於本集團業務成功，董事會亦尋求在董事會層面提升多元化，以提高董事會效率，並實現可持續及均衡發展。董事會成員多元化政策載列達致董事會成員多元化的方法，即透過考慮多種要素尋求達致董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年資。董事會所有委任將繼續以用人唯才為原則，且充分顧及到董事會整體的職能可有效發揮。而提名委員會每年至少對董事會的架構、規模及組成之適當性檢討一次以確保其效率。

董事會提名政策載有指引提名委員會物色及評估候選人的原則以(i)就委任向董事會或(ii)就選舉向本公司股東提名為本公司董事，旨在確保董事會具備適用於本公司業務要求的均衡技能、經驗及多元化思維。提名委員會應以用人唯才為原則推薦候選人以供提名或董事以供膺選連任，而其他考慮因素包括董事會成員多元化政策、預期候選人將為董事會帶來的貢獻以及候選人是否可奉獻及投入足夠的時間及精力於本公司事務等。提名委員會可就物色及評估候選人採取其認為合適的有關措施並向董事會提供推薦建議以供董事會考慮。

### 企業管治職能

董事會負責且已於年內履行以下企業管治職能：

- 制定及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規則方面的政策及常規；
- 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；
- 檢討本公司遵守企業管治守則及企業管治報告內披露的情況。



## Corporate Governance Report 企業管治報告

### Risk Management and Internal Control

#### Responsibility

The Board is responsible for the risk management and internal control systems and reviewing the effectiveness of such systems. Management is responsible for designing and implementing an internal control system to manage the risks to the Company to the maximum extent, in order to identify and manage these risks so as to understand, reduce, mitigate, divert or avoid these risks. The Board hereby explains that the systems are designed to manage, rather than eliminate, the risk of failure to meet business objectives, and only to provide reasonable, but not absolute, assurance against material misstatement or loss.

#### Risk Management Structure

##### Board Oversight

*Audit Committee, acting on behalf of the Board*

- Ensure that an appropriate and effective risk management framework is established and maintained by the Group.
- Oversee management in the design, implementation and monitoring of the risk management framework.
- Oversee management in their risk mitigation efforts.

##### Risk Management, Reporting and Communication

*Risk Management Department*

- Being the specialized risk management department, is responsible for the establishment and operation of the comprehensive risk management system of the Group; guide and supervise the overall risk management of other departments and the respective enterprises which they belong to.
- Risk management: Regularly conduct systematic risk evaluation and carry out risk audit to major businesses in advance.
- Internal control: inspect, evaluate and optimize the implementation of internal control system, to avoid execution risks.
- Internal audit: conduct multi-level audit, implement auditing issues rectification work, prevent operational risks.
- Ensure that a review of the effectiveness of the risk management framework has been conducted at least annually and provide such confirmation to the Board through the Audit Committee.

### 風險管理與內部監控

#### 責任

董事會須對風險管理及內部監控系統負責，有責任檢討該等制度的有效性，而管理層則負責設計及執行內部監控制度以最大限度的管理公司面臨的風險，達到識別和管理這些風險，從而可以掌握、降低、舒緩、轉移或規避這些風險。董事會謹在此闡釋該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

#### 風險管理架構

##### 董事會監督

*代表董事會行事的審核委員會*

- 確保集團已設立及維持一個合適和有效的風險管理架構。
- 監督管理層在風險管理架構的設計、執行及監察方面的工作。
- 監督管理層在風險舒緩方面的工作。

##### 風險管理、匯報及溝通

*風險管理部*

- 為風險管理專職部門，負責集團全面風險管理體系建設與運作的具體工作；指導、督促其他各部門及各所屬企業開展全面風險管理工作。
- 風險管理：定期進行系統風險評估、對重大業務進行事前風險審核。
- 內部控制：檢查、評價和優化內控制度的執行情況，規避執行上的風險。
- 內部審計：開展多層次的審計工作，落實審計問題整改，防範營運風險。
- 確保至少每年檢討一次風險管理架構的成效，並透過審核委員會向董事會作出有關確認。



## Corporate Governance Report 企業管治報告

### Performing Daily Risk and Monitoring Responsibility

*Functional Departments, Risk Management Departments of Subsidiaries and Individuals*

- Responsible for carrying out risk management procedures and internal control measures in their daily operations.
- Regularly review the risk profile and report to the risk management department and management on the risks within their respective operating and functional areas.

### 執行日常風險及監控權責

*職能部門、附屬企業風險管理部門及個人*

- 負責於日常營運執行風險管理程序及內部監控措施。
- 定期審視風險狀況及就其各自營運及職能範圍內的風險向風險管理部及管理層進行匯報。

### Risk Management Process

The Company adopts an integrated “bottom-up” and “top-down” risk review process, requiring the heads of functional departments and business units of the Company to participate in identifying operational risks and incorporate them into various business and decision-making processes, including strategy formulation, business development, business planning, capital allocation, investment decisions, internal controls and daily operations, to enable

- (1) comprehensive identification and prioritization of all significant risks within the Group;
- (2) reporting of significant risks to the appropriate management level;
- (3) the management to effectively communicate about the risks.

### 風險管理程序

公司採用「由下而上」的方式配合「由上而下」的綜合風險檢討程序，要求公司職能部門及業務部門主管參與識別營運風險，納入各項業務及決策流程中，包括策略制定、業務發展、業務規劃、資金分配、投資決定、內部監控及日常營運等，以便於

- (1) 全面識別集團內部所有的重大風險，並進行優次排序，
- (2) 將重大風險上報至適當的管理層級別，
- (3) 讓管理層就風險進行有效溝通。

### Bottom-up Process

- Business units and functional departments conduct risk identification and evaluation of specific businesses with the scope of responsibility, propose and implement risk management solutions and report annually to the risk management department of the Company the significant risks identified during the risk management process.
- All departments of the Company are responsible for sorting out their own business processes, collecting and collating internal and external risk initial information within their scope of functions extensively and continuously. The risk management department regularly screens, refines, compares, classifies and combines the initial risk information collected by each department and draws the risk coordinates map based on the risk evaluation results of each department to initially determine the management priorities of various risks of the Company, formulate risk management strategies, and propose and implement risk management solutions.

### 由下而上的程序

- 業務部門和公司職能部門對職責範圍內的具體業務進行風險辨識、評估，提出和實施風險管理解決方案；並年度須向公司風險管理部匯報在風險管理過程中識別的的重大風險。
- 公司各部門負責梳理自身業務流程，廣泛、持續地收集、整理本部門職能範圍內的內部、外部風險初始信息。風險管理部定期對各部門收集的風險初始信息進行必要的篩選、提煉、對比、分類、組合，並根據各部門的風險評估結果，繪制風險坐標圖，初步確定公司本部各項風險的管理優先順序、制定風險管理策略和提出和實施風險管理解決方案。



## Corporate Governance Report 企業管治報告

- The Risk Management Department of the Company, through collection, screening and sequencing and interview procedures, compiles the annual comprehensive risk management work report and the “Evaluation Report on Internal Control and Risk Management Systems”.
- The Risk Management Department of the Company reports their works to the Audit Committee annually and submits Evaluation Report on Internal Control and Risk Management Systems to the Audit Committee and the Board for their review.
- 公司風險管理部通過匯集、篩選及排序的步驟以及訪談程序，編寫企業全面風險管理年度工作報告及《內部監控及風險管理系統評估報告》。
- 公司風險管理部按年向審核委員會報告其工作，並提呈《內部監控及風險管理系統評估報告》供審核委員會及董事會審閱。

### Top-down Process

- The Audit Committee reviews the new risks or significant strategic risks that may have a significant long-term impact on the Company, and reviews the effectiveness of the risk management and internal control systems of the Company on an annual basis.
- In addition to the risk evaluation function, the management from the functional departments is responsible for identifying and evaluating the financial and other risks in different areas of the Group from the aspects such as investment auditing and strategic planning, financial management and legal compliance respectively, and forms a normalized mechanism for risk evaluation to regularly conduct systematic significant risk evaluation, so as to achieve dynamic management of significant risks.
- Formed a normalized mechanism for risk evaluation to regularly carry out systematic significant risk evaluation, identify, evaluate and analyze all kinds of existing or potential risks in current business development, and timely track and monitor the moving trend of significant risks, control the progress and effectiveness, so as to achieve dynamic management of significant risks.
- For major businesses such as land bidding, equity acquisition, joint venture cooperation etc., a comprehensive risk assessment and audit must be conducted in advance to achieve the operating mechanism where audit opinions without prior risk evaluation may not be submitted for approval so that significant business risks are effectively controlled.
- Annual review is performed to strengthen the institutionalization and standardization of internal audit work.

### 由上而下的程序

- 審核委員會按年度檢查及討論可能對公司長遠構成重大影響的新生風險或重大的戰略風險，檢討公司風險管理及內部監控系統的成效。
- 有關風險評估職能外，職能部門管理層還分別從投資審核及戰略規劃、財務管理、法律合規等方面負責識別及評估集團不同領域的財務及其他風險，並形成風險評估常態化機制，定期開展系統性重大風險評估工作，實現了重大風險動態管理。
- 形成了風險評估常態化機制，定期開展系統性重大風險評估工作，對當前經營發展中存在或潛在的各類風險進行識別、評估和分析，並及時跟踪監測重大風險變化趨勢、管控進展和成效，實現了重大風險動態管理。
- 對土地招拍掛、股權收購、合資合作等重大業務要求必須事前進行全面的風險評估和審核，實現無事前風險評估審核意見不能提交上會審議的運行機制，重大業務風險得到了有效地控制。
- 每年進行檢討，加強內審工作的制度化、標準化建設。



## Corporate Governance Report 企業管治報告

### Internal Control

The internal control system of the Company is based on the principles under the COSO (the Committee of Sponsoring Organizations of the Treadway Commission). The risk management department of the Company conducts an annual assessment and review of the internal control and risk management systems. The review covers five aspects including control environment, risk assessment, control activities, monitoring measures and information and communication, in order to assess whether the internal control and risk management systems is sound, appropriate, effective and sufficient. The risk management department annually prepares an evaluation report on internal control and risk management systems.

### 內部監控

公司的內部監控系統是根據COSO (the Committee of Sponsoring Organizations of the Treadway Commission)以下的原則所訂立，公司風險管理部每年度對內部監控及風險管理系統進行認真評估與檢討，檢討涵蓋監控環境、風險評估、監控活動、監察措施及信息與溝通等五個方面，以此評估公司內部監控及風險管理系統是否穩健、妥善、有效及足夠。風險管理部每年度形成公司內部監控及風險管理系統評估報告。

#### Principal Policies and Measures of Internal Control

##### Control Environment

- The Company has established a code of discipline of corporate governance policy, human resource management policy, regulatory business operation and governance, as well as regular review and refresher training on key ethical practices.
- The Company has compiled a compilation of human resource system. Through implementation of the management guidance manual, the human resource concepts, policies, systems are further unified and standardized, and the policies are more transparent. In achieving the Company's corporate goals, each employee is subject to an accountability system for internal control responsibilities.
- The Company has, based on the need of management, formulated a number of management systems such as the Management Measures for Bid Evaluation Expert Pool for Major Bidding Projects, the Management Measures for Resources Assets Leases and the Management Measures for Sales Price and Discount of Real Estate Projects, completed preparation and publication of 32 management systems throughout the year, and revised the articles of association of its subsidiaries, so as to strengthen its business management and further facilitate its standardized development.

#### 主要內部監控政策與措施

##### 監控環境

- 公司制定企業管治政策、人力資源管理政策、監管業務運作及管治工作的紀律守則，以及對重要道德操守的定期檢討和進修培訓。
- 公司制定了人力資源制度匯編。通過落實執行該管控指導手冊，使人力資源理念、政策、制度得到進一步統一和規範，政策更加透明；在達到公司的企業目標過程中，對每名員工在內部控制責任上，實施問責制度。
- 公司根據管理需要，制定了《重要招採項目評標專家庫管理辦法》、《資源性資產租賃管理辦法》、《房地產項目銷售價格及折扣管理辦法》等多項管理制度，全年共完成了32項管理制度的編製和發布，並修訂了二級企業章程，強化了企業管理，進一步提高了業務規範發展。

#### Risk Assessment

- The risk management functional department identifies and assesses the systemic risks faced by the Group through regular risk management; controls the risk position of subsidiaries as well as identifies and assesses changes that may have a significant impact on the internal control system through periodic risk management reporting systems of the subsidiaries and risk assessment and monitoring of major projects and businesses.
- In addition to the risk management functions, the relevant functional departments of the Company are responsible for identifying and assessing financial and other risks in different areas of the Company from the aspects such as strategy planning and investment auditing, financial management and legal compliance.
- Compile a comprehensive risk management report and submit it to the Audit Committee for consideration and timely take corresponding risk management measures.

#### 風險評估

- 風險管理職能部門通過定期開展風險梳理，識別評估集團所面臨的系統性風險；通過附屬企業定期風險管理報告制度和對重大項目、業務的風險評估與監控，對附屬企業風險狀況進行控制，識別和評估可能對內部監控系統產生重大影響的變更。
- 除風險管理職能外，公司相關職能部門還分別從戰略規劃及投資審核、財務管理、法律合規等方面負責識別及評估公司不同領域的財務及其他風險。
- 匯總編製全面風險管理報告並提交審核委員會審議，並及時採取相應的風險管理措施。



## Corporate Governance Report 企業管治報告

### Control Activities

- Ensure that policies are implemented effectively through the development of policies with well-defined policies and procedures.
- Key control systems and processes, including budget and cost control, submitting management report, corporate policies and corporate daily activities, for approval, review and division of duties through financial reporting systems and processes. The internal control system of the Company includes a mature organizational structure that clearly defines the responsibilities and powers of each unit. The Company has established policies and procedures for major business functions and business units.
- The Company has formed a set of effective performance appraisal mechanism through years of experience. In 2015, the Company established and circulated the Administrative Rules on Supervision and Management of Audit Rectification for the first time, which included the completion of audit rectification into annual appraisal indicators for related subsidiaries, and complete a closed-loop management accountability mechanism for auditing rectification supervision.
- Through the Request System on Key Issues, the Company has established strict decision-making mechanism for major businesses and issues, such as major investments, appointments and removal of key personnel and large-scale capital operations to ensure that the Company's major decision-making arrangements are in place.

### 監控活動

- 通過制訂要求明確的政策及訂立程序，確保政策得以切實執行。
- 主要監控系統及流程，包括預算及成本監控、透過財務匯報系統及流程提呈管理報告、公司政策及公司日常活動進行的審批、覆核及職責劃分。公司的內部監控系統包括一個成熟的組織架構，清楚界定各單位的職責及權力。公司對主要業務功能及業務部門制訂了政策及程序。
- 公司通過多年經驗已形成了一套行之有效的績效考核機制。二零一五年，公司制定下發了《審計發現問題整改監督管理細則》，首次將審計整改完成情況列入對所屬企業的年度考核指標，完善審計整改監督閉環管理問責機制。
- 公司通過《重大事項請示制度》，對重大投資、重要人士任免、大額度資金運作等重大業務和事項建立嚴格的決策機制，確保公司重大決策部署落實到位。

### Monitoring Measures

- Continuously check compliance and conduct risk management and internal control reviews.
- The Board Office and relevant functional departments are responsible for the overall assessment and monitoring for the established procedures to ensure compliance with the Listing Rules and to monitor the compliance with applicable laws and other key provisions.
- The internal audit is performed by the Risk Management Department of the Company, which is responsible for independent auditing of risk management and internal control.
- In 2018, the Company has formulated the Guidelines on Contract Review, Numbering and Filing Management to complement the Management Measures for Contracts established and circulated last year, which strengthened the standardized management of contracts and clearly defined the contract review, numbering and filing mechanism. The Board Office ensures that the legal risks prevention and control capabilities are further enhanced.
- The Company strictly follows the related published systems, such as the Management Measures for Real Estate Investment and the Request System on Key Issues, for investments in real estate projects.

### 監察措施

- 持續檢查合規情況並進行風險管理和內部監控檢討。
- 董事會辦公室及相關職能部門負責整體評估及監察既定程序以確保遵守上市規則及監督有關適用法律及其他主要規定的合規事項。
- 內部審計職能由公司風險管理部門擔任，負責對風險管理及內部監控進行獨立審核。
- 二零一八年，在上年制定下發的《合同管理辦法》的基礎上，配套制定了《合同覆核、編號、歸檔管理工作指引》，強化了合同的規範化管理，明確規定了合同的覆核、編號、歸檔機制，董事會辦公室確保法律風險防控能力得到進一步加強。
- 公司嚴格遵循發布的《房地產投資管理辦法》、《重大事項請示制度》等相關制度進行地產項目投資。



## Corporate Governance Report 企業管治報告

### Information and Communication

- Implement, maintain and continuously develop business and information management systems to support the business and operations of the Company, including financial, information disclosure and collaborative oversight.
- Disseminate corporate information in a timely manner through the intranet of the Company, collaborative office systems and corporate e-mail system.
- Establish and implement the Company's website and shareholder communication policies to ensure that shareholders receive comprehensive, clear, transparent and timely information about the Company.
- Establish a unified stock property management information system and put it into use, conduct real-time and dynamic supervision of the status and leasing situation of the property held, timely and clearly monitor the business data, and prepare a quarterly report on stock management to make the stock asset management more realistic, transparent and instant.

### 信息與溝通

- 實施、維護及持續開發業務及信息管理系統，以支持公司的業務及營運，包括財務、信息披露及協同監督等。
- 通過公司的內聯網、協同辦公系統及公司電郵系統，及時傳播企業信息。
- 公司網站及股東通訊政策的建立和實施確保股東獲得有關公司的全面清晰透明及時的的信息。
- 建立統一存量物業管理信息系統，並投入使用，對持有物業的現狀、出租情況進行實時動態監管，及時清晰地監測經營數據，編製存量管理季度報告，使存量資產管理更趨真實、透明、即時。

### Internal Auditing

The Risk Management Department is responsible for the internal audit of the Group. It reviews the risks involved in daily operations of the Company and its subsidiaries by using the audit plans and procedures set out in the Comprehensive Risk Management Manual and the Interim Measures for Internal Audit Management it established, and conducts regular post-evaluation reviews on internal audit items to ensure the effectiveness of risk management framework.

Each year, the Risk Management Department determines the internal audit work priorities and formulates annual internal audit plans according to the Company's strategic deployment, business management needs and annual work schedule.

The annual internal audit plan shall include the following basic elements:

- 1) Annual work objectives of internal audit;
- 2) The specific audit items to be implemented and their sequence;
- 3) The audit resources allocated to each audit item

### 內部審計

風險管理部門負責集團內部審計，運用其設立的《全面風險管理手冊》及《內部審計工作管理暫行辦法》中清晰列明的審核計劃及程序，檢討公司及附屬企業的日常運營面臨的風險，並對內部審計項目做定期後評價檢討以保證風險管理架構的成效。

風險管理部每年度按照公司戰略部署，根據經營管理需要和公司的年度工作安排，確定內部審計工作重點，制定年度內部審計計劃。

年度內部審計計劃當包括以下基本內容：

- 1) 內部審計年度工作目標；
- 2) 需要執行的具體審計項目及其先後順序；
- 3) 各審計項目所分配的審計資源





## Corporate Governance Report 企業管治報告

According to the Interim Measures for Internal Audit Management, matters that must be audited shall include the following:

按照《內部審計工作管理暫行辦法》，必須進行審計的事項包括下列各項：

Type of Audit 審計類型	Content 內容
Economic Responsibility Audit 經濟責任審計	During the three-year tenure of the corporate management team, at least one internal economic responsibility audit shall be performed 企業經營班子3年任職期間，需要進行至少1次任內經濟責任審計  The departure of a leader of enterprise requires an economic responsibility audit 企業領導人離任，需要進行經濟責任審計
Item Audit 項目審計	For significant investment projects, at least one audit in every three years is required 重大投資項目，每3年內需要進行至少1次審計  For on-going operating projects, at least one audit in every three years is required 持續經營項目，每3年內需要進行至少1次審計
Post-Evaluation Audit 後評價審計	After an investment project is completed, a comprehensive post-evaluation audit of its operation and economic benefits is required 投資項目全部完成後，需要對其運作和經濟效益等進行全面的後評價審計

In addition to the above, the Risk Management Department will also conduct specialized internal audit on the operational priorities of each functional departments and subsidiaries according to the actual operational and management situation, the annual work priorities, as well as the risks faced by the Group as assessed at the beginning of each year. The risk management department conducts internal audit supervision on the following matters of the wholly-owned and controlled enterprises of the Company:

除上述外，風險管理部門亦會按經營管理實際情況、公司年度工作重點、以及公司每年年初評估的集團所面臨的風險，就各職能部門、附屬企業營運重點進行專項內部審計工作，其中風險管理部對公司所屬全資、控股企業下列事項進行內部審計監督：

- The implementation of the relevant financial laws, regulations, rules and regimes by the state, government and superior authorities;
- 國家、政府和上級主管部門有關財經法律、法規、規章和制度的貫徹執行情況；
- The implementation of the operating guidelines, policies, rules and regulations formulated by the wholly-owned and controlled enterprises of the Company;
- 所屬全資、控股企業制定的經營方針、政策、規章制度的貫徹執行情況；
- The soundness, rationality, effectiveness and implementation of internal control systems and regimes;
- 內部控制系統和制度的健全性、合理性、有效性和執行情況；
- Financial revenue and expenditure, asset quality, operating performance and other related economic activities;
- 財務收支、資產質量、經營績效以及其他有關的經濟活動；
- The establishment and implementation of various operating plans, planned budgets;
- 各種經營方案、計劃預算的制訂和執行情況；
- Important economic contracts, investment projects, mortgages loans or provision of guarantees, infrastructure projects, etc.
- 重要經濟合同、投資項目、抵押貸款或提供擔保、基建工程等的有關情況。



## Corporate Governance Report 企業管治報告

### Review of Effectiveness of Risk Management and Internal Control and Main Procedures to Address the Lack of Internal Control

Based on the above risk management and internal control systems, the Risk Management Department of the Company conducts regular review and evaluation in accordance with three aspects of risk management, internal control and internal audit, to identify the deficiencies of internal control and improve the system process.

The Risk Management Department establishes a work plan for the coming year in the later part of every year, which sets out the objectives and scope of the audit.

Internal audits include the testing of the Company's financial, operational and compliance controls. The Risk Management Department engages an external accounting firm to issue an annual internal audit report, and the Risk Management Department will, towards the deficiencies in monitoring raised by the accounting firm, make rectification on the details of the audit disclosed by the internal audit report and on the audit results of the department concerned.

In response to the identified internal control deficiencies, the Risk Management Department will promptly communicate the issues with the relevant functional departments or subsidiaries, put forward measures of rectification and establish corresponding policies after discussion with the management, and issue a rectification notice to the functional departments or subsidiaries to urge them to complete the rectification within the prescribed time.

The implementation of the rectification of various enterprises in this year was good, and passed the second round of internal control conducted by the accounting firm.

In the internal control work carried out during the year, the Risk Management Department did not find any significant deficiencies. According to the relevant audit results and management responses, the management believes that the existing internal control system is still valid as a whole.

### 檢討風險管理及內部監控系統的有效性及解決內控缺失的主要程序

公司風險管理部根據上述風險管理及內控系統，按風險管理、內部監控、內部審計這三個方面進行定期進行檢討與評估，查找內控缺陷，完善制度流程。

風險管理部於每年較後期制訂來年之工作計劃，當中載明將進行審計工作的目標及範圍。

內部審計包括測試有關本公司財務、經營及合規方面的監控。風險管理部門聘請外部會計師事務所出具年度內部審計報告，風險管理部針對會計師事務所提出監控的不足之處，就該內部審計報告披露的審計工作的詳情以及該部門所有審計工作的結果進行整改。

針對發現的內部控制缺陷，風險管理部及時將問題與相關職能部門或附屬企業進行溝通，與管理層討論後提出整改措施和制定相應政策，並對職能部門或附屬企業下發整改通知書，督促各企業在規定時間內完成整改。

本年度各企業整改落實情況良好，並通過了會計師事務所執行的內部控制第二輪測試。

在本年度進行的內部監控工作中，風險管理部並無發現任何有重大內控缺陷，根據有關的審核結果及管理層響應，管理層認為，整體而言，現有內部監控系統仍屬有效。



## Corporate Governance Report 企業管治報告

### Review on Effectiveness of Risk Management and Internal Control in 2018

The Risk Management Department has predicted and analyzed the possible risks the Group's operations and management may face in 2018. After evaluation, the Company faced 3 major risks in 2018, namely market competition risk (insufficient market resilience), strategy implementation risk (strategy implementation progress is slower than expected) and asset management risk (inventory turnover slowdown). The Risk Management Department has put forward operational and responsive measures and strategies for these risks. At the same time, it strengthened pre-examination of major business risks, conducted special risk audits on key projects, and regularly evaluated financial risk early warning indicators such as solvency, asset operation capability, profitability and capital operation capability to monitor changes in corporate financial risks.

During the year, the Risk Management Department has conducted internal audit and examination on rectification of audit opinions for its subsidiaries:

- Special audit on bidding and procurement. In order to supervise the establishment and implementation of the bidding and procurement system, special audit on bidding and procurement was conducted against the Company's headquarter and six subsidiaries including Pengji, Southern Land and Terra during the year in respect of construction projects with single contract value of more than RMB2 million (inclusive), materials procurement projects of more than RMB1 million and service procurement projects of more than RMB500,000 from January 2016 to December 2017, focusing on the legal compliance and rationality of the relevant processes including construction of bidding and procurement system, demonstration and approval in earlier stage, bidding methods and procedures, contract management, acceptance and payment, and identifying the risks of the bidding and procurement business. With implementation of the bidding and procurement business system being basically good as well as the bidding and procurement process being more or less standardized, the risk management and control of the above companies is performing well as a whole. The audit also identified six major problems and risks, mainly including insufficient approval of individual bidding and procurement plan, incomplete supplier inspection report, non-standard bidding procedures, no signing time shown in contracts and incomplete information on the bidding process, and gave corresponding management advice.
- Conducted economic responsibility audit during the term of office. According to its arrangement, the Company conducted economic responsibility audit during the term of office against three companies, namely Terra Company, Shum Yip Land and Shum Yip TaiFu during the year, focusing on the business results, financial revenue and expenditure, asset quality and related operating activities, major operational decisions during the term of

### 二零一八年度的風險管理及內部監控成效檢討

風險管理部對二零一八年集團經營管理可能面臨的風險進行了預測與分析。經評估，公司二零一八年所面臨的重大風險有三項，市場競爭風險（市場應變能力不足）、戰略實施風險（戰略實施進度低於預期）、資產管理風險（存貨周轉速度下滑）3項重大風險，風險管理部並針對此等風險提出了具有可操作性的應對措施和策略。年內同時加強重大業務風險事前審核，對重點項目開展專項風險審計，並定期通過對償債能力、資產運營能力、盈利能力、資金運營能力等財務風險預警指標進行評估以及時監測企業財務風險變化。

年內，風險管理部對所屬企業開展內部審計和審計意見整改檢查：

- 招標採購專項審計。為監督招標採購的制度建立及執行情況，年內，對公司總部及鵬基、南方、泰然等6家所屬企業開展了招標採購專項審計，審計內容是2016年1月至2017年12月期間單項合同金額在人民幣200萬元（含本數）以上的工程項目、人民幣100萬元以上的物資採購項目、人民幣50萬元以上的服務採購項目，重點檢查招標採購的制度建設、前期論證審批、招標方式和程序、合同管理、驗收付款等相關環節的合法合規性、合理性，並梳理招標採購業務的風險點。各公司在招標採購業務制度執行基本到位，招標採購流程基本規範，風險管控情況總體較好。同時，審計發現有6大類存在的問題及風險，主要是個別招標採購計劃審批不到位、供應商考察報告不完善、招標程序不規範、合同未填寫訂立時間、招標過程資料不完整等問題，並提出了相應的管理建議。
- 開展任期經濟責任審計。按照公司安排，年內對泰然公司、置地公司、泰富公司3家企業開展任期經濟責任審計，重點關注任期內企業經營成果、財務收支、資產質量和有關經營活動、重大經營決策等內容，對企業領導人任期工作業績做出客觀評價，並針對審計發現問題的整改落實情



## Corporate Governance Report 企業管治報告

office, so as to objectively evaluate the performance of the leaders during their term of office, and inspect the implementation of the rectification of the problems found in the audit. Three audit reports on economic responsibility during the term of office were prepared and 19 problems of operation and management were identified, which have completed rectification.

- Conducted human resources audit. The Company conducted human resources audit along with changes to the leadership, and engaged an external accounting firm to conduct specific audit on human resources against three companies, namely Pengji, Southern Land and East China. The audit mainly involved two modules of remuneration management and organization management, and three audit reports were prepared. According to the problems identified by the audit, the relevant enterprises have been asked, through the issue of rectification notice and cautionary lecture, to standardize human resources work.
- Conducted annual internal control audit. In 2017, the internal control audit work focused on the Company's headquarter and its five key subsidiaries, including Pengji, Southern Land, Shum Yip Land, East China and Shum Yip TaiFu. For the general flaws in internal control found in annual audit of internal control of the Company by the accounting firm, including insufficient compilation and management of system documents, failure to formulate a unified management measure for sales price and discount of real estate projects, unsatisfactory implementation of the backup data recovery testing system, unsatisfactory implementation of the Post-evaluation Report on Project Costs system, failure to develop or implement a lessee evaluation mechanism, delayed reimbursement of expenses and failure to establish a register for receipt and payment of provisional sum, all of them have been rectified one by one and all flaws in internal control discovered during the year were rectified. Thus the accounting firm has issued an unqualified audit report on internal control.

During the year, the Audit Committee and the Risk Management Department reviewed the risk management and internal control system of the Company for the year 2018, covering financial, operational and compliance controls, as well as the progress of overall risk management and internal control. The annual review has also taken into account the adequacy of the resources, qualification and experience of staff in accounting, internal audit and financial reporting functions of the Company; and the adequacy of the training courses received by the staff and related budgets.

The Audit Committee and the Board have also reviewed the Evaluation Report for Internal Control and Risk Management System for the Year 2018 issued by the risk management department. The Board is of the view that the existing risk management and internal control system is effective and sufficient as a whole.

況進行檢查。形成任期經濟責任審計報告3份，揭示經營管理問題19條，現已整改完畢。

- 開展人力資源審計。公司在班子換屆時同步開展人力資源審計，聘請外部會計師事務所對鵬基、南方、華東等3家企業開展人力資源專項審計工作，審計的內容主要涉及各企業薪酬管理及機構編製管理兩個模塊，形成了審計報告3份。根據審計揭示問題，已通過下發整改通知書、誠勉談話等形式要求相關企業規範人力資源工作。
- 開展內部控制年度審計。2017年度的內部控制審計工作重點檢查了公司總部及所屬鵬基、南方、置地、華東、泰富5家重點企業。針對會計師事務所對公司年度內部控制審計中檢查出的原包括制度體系文件匯編管理存在不足、未對房地產項目銷售價格及折扣制定統一的管理辦法、備份數據恢復測試制度執行不到位、執行《項目成本後評估報告》制度不到位、未制定或未貫徹執行承租人評價機制、費用報銷不及時、未建立備用金收支登記簿等一般性內部控制缺陷進行了逐項整改，年內檢查出的內部控制缺陷全部整改完畢，據此，會計師事務所出具了無保留意見的內部控制審計報告。

年內，審核委員會與及風險管理部檢討公司二零一八年度的風險管理及內部監控系統，範圍包括財務、營運和合規監控，以及整體風險管理及內部監控工作的進展情況。年度檢討亦考慮到公司在會計、內部稽核及財務匯報職能方面的資源、員工資歷及經驗是否足夠；以及員工所接受的培訓課程及有關預算是否充足。

審核委員會及董事會亦已審議由風險管理部出具的《二零一八年度內部監控及風險管理系統評估報告》，董事會認為整體而言，現有風險管理及內部監控系統有效及足夠。



## Corporate Governance Report 企業管治報告

### Procedures for Handling Inside Information and Internal Control Measures

The Company requires any department or individual to keep any information which may constitute inside information in strict confidentiality and not to leak or report the contents involving inside information without the prior approval of the Board. The Board makes timely disclosure decision on the inside information (if necessary), and disclosure of the inside information is in charge by the Board Office. In this connection, executive management and other relevant employees who are privy to unpublished inside information are reminded of their responsibilities to comply with the provisions of the Model Code.

### Whistleblowing

The Board has adopted a whistleblowing policy which provides employees with reporting channels and guidance to raise concerns about possible improprieties related to the Company, a copy of which is available on the Company's website. In 2018, the Board had not received any whistleblowing enquiry or complaint.

### Company Secretary

The Company has appointed a representative from an external secretarial services provider as the company secretary of the Company, who has confirmed his compliance with the relevant training requirement under Rule 3.29 of the Listing Rules. Our primary corporate contact person is Ms. Edith Wong, our General Counsel.

### Constitutional Documents

There were no changes in the constitutional documents of the Company during the year.

### Directors' Responsibilities on Financial Statements

The Directors acknowledge their responsibilities for preparing the financial statements of the Group that give a true and fair view of the Group's affairs, its results and cash flows in accordance with the Hong Kong Financial Reporting Standards and in compliance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The responsibility statement issued by the auditors of the Company is set out in the Independent Auditor's Report in this annual report.

### 處理內幕消息的程序和內部監控措施

公司要求任何部門或個人對可構成內幕消息的任何資料保密，且未經董事會批准，不得對外洩露、報道涉及內幕消息的內容。董事會對內幕消息及時作出披露決定（倘有需要），而內幕消息的披露工作由董事會辦公室具體負責。就此而言，行政管理人員及其他相關僱員已獲提醒彼等必須遵守標準守則的條文，且須保密內幕消息直至公佈為止。

### 舉報

董事會已採納舉報政策。該政策向僱員提供就本公司相關的潛在不正當行為提出疑問的舉報渠道及指引，該政策可於本公司網站內查閱。於二零一八年，董事會並無收到任何檢舉查詢或投訴。

### 公司秘書

本公司已委任一名來自外聘秘書服務機構的代表為本公司公司秘書，其已確認他已遵守上市規則第3.29條項下的有關培訓規定。本公司的主要聯絡人為我們的法律事務總監黃燕珊女士。

### 組織章程文件

年內本公司之組織章程文件概無變動。

### 董事就財務報表所承擔的責任

董事明白彼等有責任根據香港財務報告準則及根據公司條例（香港法例第622章）編製能夠真實及公平反映本集團事務、業績以及現金流量之財務報表。

有關本公司核數師發表其申報責任的聲明，載於本年報的獨立核數師報告中。



## Corporate Governance Report 企業管治報告

### External Auditor

During the year, the services provided by KPMG and the fees for such services were as follows:

#### Audit fees:

Financial statements audit fees: HK\$4,200,000 (2017: HK\$4,350,000)

#### Other service fees:

Interim review: HK\$1,300,000 (2017: HK\$1,000,000)

### Communication with Shareholders

The Board has established a shareholders' communication channel setting out the dialogues that the Company are in place to promote effective communication with shareholders, with the aim of ensuring shareholders are provided with timely information about the Company and encouraging them to engage actively in communication with the Company and to exercise their rights as shareholders in an informed manner.

The Company endeavours to disclose all material information about the Group to public in a timely manner. The Company maintains a corporate website ([www.shenzheninvestment.com](http://www.shenzheninvestment.com)) where important information about the Group's activities and corporate matters such as annual and interim reports to shareholders, announcements, business development and operations, corporate governance practices and other information are available for public's access.

The Company's annual general meeting provides a useful platform for face-to-face communication between the Board and shareholders. Separate resolutions are proposed on each issue at the general meetings.

### Investors Relations

The Company recognizes its responsibility to update its business activities to persons with legitimate interests and respond to their questions. We meet with investors on a regular basis to update them on our business progress and strategy. In addition, we endeavor to share both financial and non-financial information that is relevant and material, for instance, we publish unaudited contracted sales performance voluntarily on a monthly basis, and respond promptly to enquiries arising from general public and individual shareholders. However, in all cases, great care is taken to ensure that no inside information is disclosed to selected parties.

### 外聘核數師

年內，畢馬威會計師事務所提供的服務及該等服務的費用如下：

#### 審計服務費：

財務報表審計服務費：4,200,000港元（二零一七年：4,350,000港元）

#### 其他服務費：

中期審閱：1,300,000港元（二零一七年：1,000,000港元）

### 與股東之溝通

董事會已建立股東通訊渠道以促進本公司與股東之間的有效溝通，藉以確保股東及時獲取有關本公司的信息，及鼓勵股東加強與本公司的溝通，並在知情之情況下行使其股東之權利。

本公司致力於向公眾披露與本集團有關之所有即時重要資料。本公司網頁([www.shenzheninvestment.com](http://www.shenzheninvestment.com))可提供有關本集團之活動及企業事宜之重要資料（如致股東之年度及中期報告、公告、業務發展及營運、企業管治常規及其他資料等），以供公眾查閱。

本公司之股東週年大會為董事會與股東之間的面對面溝通提供一個有用平台。於股東大會上會就每項事項提呈個別獨立決議案。

### 投資者關係

本公司明白向持有合法權益之人士提供其業務活動的最新資料及回應彼等提問之責任。我們定期與投資者會面，彙報公司業務的最新進展及策略。此外，我們致力分享相關及重大之財務資料及非財務資料，例如，我們每月自願公佈未經審核合同銷售表現，並及時回應公眾及個別股東之詢問。然而，本公司在所有情況下，均採取審慎態度，確保不會選擇性地披露任何內幕資料。



## Corporate Governance Report 企業管治報告

### Shareholders' Rights

Subject to applicable laws and regulations, including but not limited to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "CO"), the Listing Rules, and the articles of association of the Company as amended from time to time, shareholders of the Company ("Shareholders") may call general meeting, put forward proposals at annual general meetings ("AGM") and direct enquiries to the Board in accordance with the following procedures:

#### – Convening of General Meeting on Request

Shareholder(s) holding at the date of the deposit of the requisition not less than one-twentieth of the paid up capital of the Company may request the directors to convene an extraordinary general meeting pursuant to Sections 566 to 568 of the CO.

In accordance with Section 566 of the CO, the directors are required to call a general meeting if the Company has received requests to do so from Shareholders representing at least 5% of the total voting rights of all the Shareholders having a right to vote at general meeting. Such requests must state the general nature of the business to be dealt with at the meeting; and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such requests may be sent to the Company and attention to the Company Secretary in hard copy form (by depositing at the registered office of the Company at 8th Floor, New East Ocean Centre, No. 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong for the attention of the Board) or in electronic form (by fax: 852-2723-2263); and must be authenticated by the person or persons making it. In accordance with Section 567 of the CO, the directors must call a meeting within 21 days after the date on which they become subject to the requirement under Section 566 of the CO and such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

#### – Putting Forward Proposals at AGM

To put forward a resolution at AGM, Shareholders are requested to follow the requirements and procedures set out in Sections 615 and 616 of the CO.

Section 615 of the CO provides that the Company must give notice of a resolution if it has received requests to do so from (a) the Shareholders representing at least 2.5% of the total voting rights of all the Shareholders who have a right to vote on the resolution at the AGM of the Company to which the requests relate; or (b) at least 50 Shareholders who have the rights to vote on the resolution at the AGM to which the requests relate.

### 股東之權利

在適用法例及規例(包括但不限於公司條例(香港法例第622章)(「公司條例」)、上市規則及本公司經不時修訂之組織章程細則)規限下,本公司股東(「股東」)可根據以下程序召開股東大會,並於股東週年大會(「股東週年大會」)上提呈建議及向董事會作出直接查詢:

#### – 應要求召開股東大會

在提呈要求當日持有本公司已繳足股本不少於二十分之一的股東可要求董事根據公司條例第566條至568條召開股東特別大會。

根據公司條例第566條,倘本公司收到佔全體有權於股東大會上投票股東之全部投票權不少於5%的股東要求召開股東大會的要求,則董事須召開股東大會。該要求必須述明將於會上處理的事務的一般性質,並可包含於會上適當地動議及擬動議的決議案內容。相關要求可以印本形式(透過遞交至本公司註冊辦事處,地址為香港九龍尖沙咀科學館道9號新東海商業中心8樓,並註明董事會收)或電子形式(透過傳真:852-2723-2263)寄至本公司之公司秘書收,並須經提出的人士予以核證。根據公司條例第567條,董事須在根據公司條例第566條獲悉要求當日後21日內召開有關會議,及有關會議須於召開會議通告日期後28日內舉行。

#### – 於股東週年大會上提呈建議

為於股東週年大會上提呈決議案,股東須依照公司條例第615條至616條之要求及程序。

公司條例第615條規定,倘本公司收到以下股東(a)佔全體有權在該要求所關乎的股東週年大會上,就該決議表決的股東的總表決權最少2.5%的股東;或(b)最少50名有權在該要求所關乎的股東週年大會上就該決議表決的股東,發出某決議的通知的要求,則須發出通知。



## Corporate Governance Report 企業管治報告

Such requests (a) may be sent to the Company and attention to the Company Secretary in hard copy form (by depositing at the registered office of the Company at 8th Floor, New East Ocean Centre, No. 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong for the attention of the Board) or in electronic form (by fax: 852-2723-2263); (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the Company not later than (i) 6 weeks before the AGM to which the requests relate; or (ii) if later, the time at which notice is given of that meeting. Section 616 of the CO provides that the Company that is required under Section 615 of the CO to give notice of a resolution must send a copy of it at the Company's own expense to each Shareholder entitled to receive notice of the AGM (a) in the same manner as the notice of the meeting; and (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

The detailed procedures for Shareholders to propose a person for election as a director can be found on the website of the Company headed "Investor Relations" under the "Corporate Information" section.

### Procedures for directing enquiries to the Company

#### *Enquiries to the Board*

Shareholders may send their enquiries to the Board in writing through the Board Office at the below contact details:

Address: 8th Floor, New East Ocean Centre,  
No. 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong  
Email: [ir@shumyip.com.hk](mailto:ir@shumyip.com.hk)  
Tel: (852) 2723 8113  
Fax: (852) 2723 2263

#### *Share registration related matters*

For share registration related matters, such as share transfer and registration, change of name or address, loss of share certificates or dividend warrants, the Shareholders can contact the Share Registrar, Tricor Standard Limited, at the below contact details:

Address: Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: (852) 2980 1333  
Fax: (852) 2861 1465

有關要求(a)可以印本形式(透過遞交至本公司註冊辦事處,地址為香港九龍尖沙咀科學館道9號新東海商業中心8樓,並註明董事會收)或電子形式(透過傳真:852-2723-2263)寄至本公司之公司秘書收;(b)須指出有待發出通告所關乎的決議案;(c)須經所有提出該要求的人認證;及(d)須在不遲於(i)該要求所關乎的股東週年大會舉行前的6個星期;或(ii)(如較晚)發出該大會通告的時間前送抵本公司。公司條例第616條規定,根據公司條例第615條本公司須就某決議案發出通告,則須(a)按大會通告的同樣方式;及(b)在發出大會通告的同時或在發出大會通告後,在合理的切實可行情況下,儘快自費將該決議案通告的文本,送交每名有權收到股東週年大會通告的股東。

有關股東提名董事人選的程序詳情載於本公司網站「公司資料」項下的「投資者關係」一節。

### 向本公司作出直接查詢之程序

#### *向董事會作出查詢*

股東可以書面方式按以下聯絡資料透過董事會辦公室向董事會作出查詢:

地址: 香港九龍尖沙咀科學館道9號  
新東海商業中心8樓  
電郵: [ir@shumyip.com.hk](mailto:ir@shumyip.com.hk)  
電話: (852) 2723 8113  
傳真: (852) 2723 2263

#### *股份登記相關之事宜*

就股份登記相關之事宜而言,例如股份過戶及登記、名稱或地址之變更、股票或股息單之遺失,股東可聯絡股份過戶登記處卓佳標準有限公司,聯絡資料如下:

地址: 香港皇后大道東183號合和中心22樓  
電郵: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
電話: (852) 2980 1333  
傳真: (852) 2861 1465





## Directors' Report

### 董事會報告

The directors of the Company (the "Directors") have pleasure in presenting to shareholders their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

#### Principal Activities

The principal activities of the Group consist of property development for sale, property management and property investments for rental income. The property development process is vertically integrated from land acquisition, project planning, material sourcing, construction and project management through to sales and marketing to ensure high standards in every aspect. The Group's professional property management team manages a variety of types of properties including government offices, office buildings, residential estates, villas and science and technology parks mainly located in Pearl River and Yangtze River deltas as well as the central region. Our investment property portfolio includes commercial, residential and industrial buildings and car parking bays, which are located mainly in Shenzhen. Details of the principal activities of the principal subsidiaries, associates and joint ventures are set out in note 21, note 22 and note 23 to the financial statements, respectively. There were no significant changes in the nature of the Group's principal activities during the year.

#### Results and Dividends

The Group's profit for the year ended 31 December 2018 and the financial position of the Company and the Group at that date are set out in the financial statements on pages 98 to 280.

The Board recommends the payment of a final dividend of HK11.00 cents per share for the year ended 31 December 2018 (2017: a final dividend of HK11.00 cents per share), which subject to the approval by the shareholders at the forthcoming annual general meeting of the Company, are payable on or about Thursday, 15 August 2019 to shareholders whose names appear on the register of members of the Company on Thursday, 6 June 2019. Together with the interim dividend of HK7.00 cents per share which was paid on 19 November 2018, the total dividend for the year ended 31 December 2018 will amount to HK18.00 cents per share (2017: HK18.00 cents per share).

本公司董事（「董事」）欣然向股東提呈本集團截至二零一八年十二月三十一日止年度之年報及經審核綜合財務報表。

#### 主要業務

本集團主要業務包括開發物業以供出售、物業管理及物業投資以賺取租金收入。物業開發流程為採取垂直綜合業務架構，從土地收購、項目規劃、物料採購、工程建設、項目管理以至市場營銷，以確保每個環節均達到高水準。本集團之專業物業管理團隊管理多種類型物業，包括主要分佈在珠三角、長三角和中部地區政府機關、寫字樓、住宅小區、別墅及科技園區。我們的投資物業組合包括主要分佈於深圳的商業、住宅及工業大廈以及停車場。其主要附屬公司、聯營公司及合營公司之主要業務詳情分別載於財務報表附註21、附註22與附註23。年內，本集團主要業務之性質並無任何重大變動。

#### 業績及股息

本集團截至二零一八年十二月三十一日止年度之溢利及本公司與本集團於該日之財務狀況載於第98至280頁之財務報表內。

董事會建議於二零一九年八月十五日（星期四）或前後向於二零一九年六月六日（星期四）名列本公司股東名冊之股東，派發截至二零一八年十二月三十一日止年度之末期股息每股11.00港仙（二零一七年：末期股息每股11.00港仙），惟須待股東於本公司應屆股東週年大會上批准。連同已於二零一八年十一月十九日派發之中期股息每股7.00港仙，截至二零一八年十二月三十一日止年度之股息總額為每股18.00港仙（二零一七年：每股18.00港仙）。



## Directors' Report 董事會報告

### Business Review

The business review of the Group for the year ended 31 December 2018 is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" respectively from pages 10 to 17 and pages 20 to 34 of this annual report (which from part of this Directors' Report) and the paragraphs below.

### Law and Regulations

The Group is principally engaged in property development, property management and property investment in the PRC and is therefore subject to the relevant laws and regulations of the PRC. In respect of the laws and regulations relating to the environment, they include, but not limited to, Law of the People's Republic of China on Environmental Protection (中華人民共和國環境保護法), Law of the People's Republic of China on Prevention and Control of Solid Waste Pollution (中華人民共和國固體廢物污染環境防治法) and the relevant environmental protection laws and regulations of Shenzhen Special Economic Zone as well as other provinces where the Group operates etc.. The Group attaches great importance to legal compliance, and carries out all the business activities in compliance with the requirements of the applicable laws and regulations.

### Key Risk Factors

Risks and uncertainties can affect the Group's businesses, financial conditions, operational results or growth prospects leading to a divergence from expected or historical results. The following paragraphs list out the key risks and uncertainties facing by the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below, and there may be other risks which are not known to the Group or which may not be material now but could become material in the future.

#### Macroeconomic Risks

The Group's development and operations may be affected by external macroeconomic and capital market fluctuations. The downside systematic risk in China's economic transformation and the risk of the shrinking wealth effect caused by fluctuating capital market will bring uncertainty to the Group's operating environment. The Group will keep track of the macroeconomic changes at all times and takes corresponding measures to cope with the risks as and when necessary.

#### Industry Risks

The cyclical fluctuations in the real estate industry in China may have an impact on the Group's development and operations. The income from property business accounted for approximately 80% of the Group's total operating income, and in the Group's income from real estate sales, the income from the real estate sales in Shenzhen market has a higher proportion. If there is a downside risk in the real estate market in Shenzhen, this will have an effect on the Group's sales revenue and profitability. The Group closely monitors the sales position at all times and adopts strategies with flexibilities to cope with the risks.

### 業務回顧

本集團截至二零一八年十二月三十一日止年度的業務回顧分別載於本年報第10至17頁及第20至34頁之「主席報告」及「管理層討論與分析」(其為本董事會報告一部份)以及以下段落。

### 法律及法規

本集團主要於中國從事物業開發、物業管理及物業投資，因此，須遵守相關的中國法律及法規，就環境相關的法律及法規包括，但不限於，中華人民共和國環境保護法、中華人民共和國固體廢物污染環境防治法及深圳經濟特區以及本集團營運所在的其他省份的相關環境保護法律及法規等。本集團非常重視合法合規，開展各項經營活動均按照各項適用法律法規的規定執行。

### 主要風險因素

風險及不明朗因素或會影響本集團之業務、財務狀況、經營業績或發展前景，導致業績偏離預期或過往表現。以下段落列明本集團面臨之主要風險及不明朗因素。此清單並非詳盡，除下文闡述之主要風險範疇外，可能有其他進一步風險和不確定因素，及亦可能存在本集團未知之其他風險或現時未必屬重大但日後可能屬重大之風險。

#### 宏觀經濟風險

本集團發展經營可能受到外部宏觀經濟及資本市場波動所影響。中國經濟轉型中的下行系統性風險及資本市場波動引起財富效應縮水的風險將對本集團的經營環境帶來不確定性。本集團將時刻留意整體宏觀經濟變動，並在有需要時採取相應措施應對風險。

#### 行業風險

中國房地產行業周期性波動可能給本集團發展經營帶來影響。房地產業收入佔本集團總營業收入約80%，而本集團房地產銷售收入中，深圳市場佔比較高。深圳房地產市場如果發生下行風險，將對本集團的銷售收入和盈利水平產生影響。本集團將時刻密切監控銷售情況，採用靈活策略應對風險。



## Directors' Report 董事會報告

### Policy Risks

Policy guidance has a profound impact on the real estate market. In 2018, key cities in China continued to be under an environment with stringent policy control, and the new policy issued at the end of July brought more restrictions to the real estate market in Shenzhen. The changes and the efforts in implementation of the policies may have an impact on trading volume and selling price of real estate market. The Group will carefully interpret the policies and closely monitor the market situation, and flexibly adjust the Company's strategy and sales plan to cope with the impact of policy changes.

### Exchange Rate Risks

There is fluctuation in Renminbi exchange rate. The Group's main assets are located in mainland China while the reporting currency of Group's financial reports is Hong Kong dollar. A decrease in Renminbi exchange rate will cause the depreciation of the Group's assets and earnings denominated in Renminbi against Hong Kong dollar, the reporting currency. The Group did not adopt any financial instrument to hedge against exchange rate risk in the year. In future, the Group will monitor the exchange rate fluctuations, and actively address exchange rate risks through a variety of ways.

### Operational Risks

The Group's operations may be affected by multiple risk factors related to the real estate business. Inadequate internal processes, personal misconduct, external partner's breach behavior or other factors beyond control may have certain negative impacts on the Group's operation. The Group will continue to optimize its management, improve its internal control system and enhance its operational capabilities so as to avoid such risks.

### Highlight of ESG Report

The Group, with a deep sense of responsibility and mission, is committed to becoming the leader in shaping the value of urban space. While realizing the development of our business, we actively take up the environmental and social responsibility and pursue the balanced development among economic, environmental, and social benefits. During this year, the Group has been improving the environmental, social and governance system and specified the scopes of responsibility from management to implement level so as to ensure that the environmental, social and governance concepts are better incorporated into the corporate sustainable development strategy.

We insist on designing, constructing, and managing high-quality green development projects. In the course of development and operation of projects, we persistently strengthen environmental-friendly measures. We actively participate in and obtain certification relating to environmental protection and make marks in our way of green, low-carbon, and cyclical development.

### 政策風險

政策導向對房地產市場產生深遠的影響。二零一八年，中國重點城市繼續處於嚴厲的政策調控環境之下，七月底發布的調控新政對深圳房地產市場帶來更多限制，政策的變化及執行力度對房地產市場的交易量和價格可能產生影響。本集團將仔細解讀政策並密切關注市場情況，靈活調整公司策略和銷售計劃以應對政策變化帶來的影響。

### 匯率風險

人民幣匯率存在波動風險。本集團主要資產位於中國大陸，而本集團財務報告的呈報貨幣為港元。人民幣匯率下滑，將導致本集團以人民幣計值之資產及收益相對呈報貨幣港元貶值。本集團年內未採用金融工具對沖匯率風險，未來本集團將監控匯率波動，積極通過多種方式應對匯率風險。

### 運營風險

本集團運營可能受到房地產相關業務的多種風險因素所影響。內部流程不足、員工個人失當行為、外部合作方的失責行為或其他外圍不可控因素可能對本集團營運構成若干負面影響。本集團將繼續優化管理，健全內控體系，提升運營能力以規避相關風險。

### 環境、社會、管治報告概要

本集團致力於成為城市空間價值塑造引領者，深懷責任感與使命感。我們在實現自身業務發展的同時，積極承擔環境與社會責任，追求實現經濟、環境與社會效益的均衡發展。本年度集團持續完善環境、社會及管治體系，明確從管理至執行層面的責任分工，確保將環境、社會及管治理念更好地融入企業可持續發展戰略中。

我們堅持設計、建造和管理高品質的綠色發展項目，在項目開發、運營過程中不斷加強環保措施。我們積極參與和獲取環境保護相關的認證，烙下綠色發展、低碳發展、循環發展之路的印記。



## Directors' Report 董事會報告

We endeavor to create a work environment for employees to work more healthily, pleasantly, and efficiently. We continue to invest resources to help employees develop and are committed to providing good opportunities for career development with a view to creating a diversified, inclusive, and leading team in the sector. We establish a wisdom property platform for homeowners to offer more convenience to their lives and enhance their satisfaction as well as improve the efficiency of property management. We actively participate in community lives, reserve community characteristics, enrich residents' cultural lives, facilitate to improve living standards, and co-exist harmoniously with communities. We still proactively respond to the nation's call for poverty alleviation and put great efforts into targeted poverty alleviation to give back to the society with love and warmth by our capability.

We undertake to create long-term values for our stakeholders including homeowners, tenants, investors, business partners, employees, and broad communities. We keep close and good communication with various stakeholders and actively listen to their needs, which is taken to be an important input source to optimize our management. Through 429 broad questionnaires, we have understood each stakeholder's comments and expectations on the sustainable performance of the Group and we refreshed the analysis matrix of aspect importance based on the analysis result of data from the questionnaires. Moreover, we visited our subsidiaries to carry out effective communication with the management and employees through 19 interviews. We will adjust our sustainable development strategy and management policy by focusing on stakeholders' concerns and requests to enhance the corporate and social sustainable development.

Please refer to the "2018 Environmental, Social and Governance Report" to be issued by the Company for details.

### Summary of Financial Information

A summary of the published results of the assets, liabilities and non-controlling interest of the Group for the last five financial years, as extracted from the audited financial statements as appropriate, is set out on page 7. This summary is not part of the audited financial statements.

### Property, Plant and Equipment and Investment Properties

Details of movements in the property, plant and equipment and investment properties of the Group during the year are set out in note 15 and 18 to the financial statements respectively.

### Properties

Particulars of major properties held by the Group are set out on pages 281 to 288.

我們努力創造一個能讓員工更健康、愉快地工作，展現更高效的工作環境。我們持續投放資源以助力員工成長，並致力於提供良好的職業發展機會，務求打造一個多元共融及領先業界的團隊。我們為業主搭建物業智慧平臺，讓業主生活更便捷，提高業主滿意度，同時提高物業管理效率。我們積極融入社區生活，保留社區特色，豐富居民文化生活，促進民生改善，與社區和諧共生。我們仍然積極響應國家扶貧號召，大力開展精準扶貧工作，以己所能，用愛心和溫暖回饋社會。

我們承諾為業主、租戶、投資者、商業夥伴、員工及廣大社群等利益相關方創造長遠價值。我們與各利益相關方保持緊密良好的溝通，積極傾聽他們的需求，以此作為管理優化的重要輸入來源。我們通過429份廣泛的問卷調查，瞭解各利益相關方對本集團可持續發展表現的評價和期望，並根據問卷調查資料的分析結果，對議題重大性分析矩陣進行了更新。此外，我們深入下屬公司，共進行了19場訪談，與管理層和員工進行了有效的溝通。我們將緊扣利益相關方的關注與訴求，調整我們的可持續發展策略與管理政策，促進企業與社會共同可持續發展。

詳情請參閱本公司即將發佈的「2018環境、社會及管治報告」。

### 財務資料摘要

本集團過去五個財政年度之已公佈資產、負債及非控股權益業績摘要乃摘錄自經審核財務報表（倘適用），載於第7頁。此摘要並非經審核財務報表之一部份。

### 物業、廠房及設備以及投資物業

年內本集團之物業、廠房及設備以及投資物業之變動詳情分別載於財務報表附註15及附註18。

### 物業

本集團持有之主要物業詳情載於第281至288頁。



## Directors' Report 董事會報告

### Principal Subsidiaries, Associates and Joint Ventures

Particulars of the Company's principal subsidiaries, associates and joint ventures are set out in note 21, note 22 and note 23 to the financial statements respectively.

### Reserves

As at 31 December 2018, the Company's reserves available for distribution, amounted to HK\$1,335,047,000 of which HK\$928,407,000 have been proposed as final dividend for the year. Details of movements in the reserves of the Company and the Group during the year are set out in the Consolidated Statement of Changes in Equity on pages 102 to 103 and note 37 to the financial statements respectively.

### Interest Capitalisation

Interest of approximately HK\$837,795,000 was capitalised during the year in respect of the Group's property development and investment projects.

### Major Customers and Suppliers

In the year under review, both the aggregate sales attributable to the Group's five largest customers and the aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the Group's sales and purchases respectively.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest of the Group's five largest customers or five largest suppliers.

### Donations

During the financial year, the Group has made donations of approximately HK\$160,473 for charitable or other purposes.

### Directors

The list of Directors is set out on page 4 of this annual report.

In accordance with article 100 of the articles of association of the Company, Dr. WU Jiesi, Mr. WU Wai Chung, Michael and Dr. WONG Yau Kar, David will retire by rotation at the forthcoming annual general meeting and being eligible, have offered themselves for re-election.

The list of directors who have served on the boards of the subsidiaries of the Company during the year of this report is available on the Company's website at [www.shenzheninvestment.com](http://www.shenzheninvestment.com) under the "Corporate Governance" section.

### Directors' and Senior Management's Biographies

Biographical details of the Directors and the senior management of the Group are set out on pages 35 to 45 of this annual report.

### 主要附屬公司、聯營公司及合營公司

本公司主要附屬公司、聯營公司及合營公司之詳情分別載於財務報表附註21、附註22及附註23。

### 儲備

截至二零一八年十二月三十一日，本公司可供分派之儲備達1,335,047,000港元，當中928,407,000港元已作為年內擬派之末期股息。年內，本公司及本集團之儲備變動詳情分別載於第102至103頁的綜合權益變動表及財務報表附註37。

### 利息資本化

年內，本集團就物業發展及投資項目資本化之利息約為837,795,000港元。

### 主要客戶及供應商

於回顧年度內，本集團五大客戶應佔之銷售總額及本集團五大供應商應佔之採購總額分別少於本集團之銷售額及採購額的30%。

董事或其任何聯繫人士或任何股東（據董事所深知擁有本公司5%以上已發行股本之股東）概無擁有本集團五大客戶或五大供應商任何實益權益。

### 捐贈

於財政年度內，本集團已捐贈約160,473港元用於慈善或其他目的。

### 董事

董事名單載列於本年報第4頁。

根據本公司組織章程細則第100條，武捷思博士、吳偉聰先生及黃友嘉博士將於應屆股東週年大會上輪值退任，並符合資格且願意膺選連任。

於本年報之年內服務本公司附屬公司董事會之董事的名單可於本公司網站[www.shenzheninvestment.com](http://www.shenzheninvestment.com)之「企業管治」一節查閱。

### 董事及高級管理層成員簡歷

董事及本集團高級管理層成員之履歷詳情載於本年報第35至45頁。



## Directors' Report 董事會報告

### Directors' Service Contracts

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### Directors' Material Interests in Transaction, Arrangement and Contract

None of the Directors or his connected entity had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance in relation to the business of the Group where were entered into by the Group and subsisting during or at the end of the year.

### Directors' Interests in Competing Businesses

Save as disclosed below, none of the Directors has any direct or indirect interest in a business which competes or may compete, with the business of the Group as required to be disclosed under the Listing Rules.

Dr. LU Hua is the chairman and a director, Mr. HUANG Wei is the president and a director, Mr. MOU Yong and Mr. LIU Shichao are directors, and Mr. LIU Chong is the vice president, of both Shum Yip Holdings Limited ("SYH") and Shum Yip Group Limited ("SYG"). SYH and SYG, through their subsidiaries and associates, have interests in property investment and development businesses in PRC.

In addition, Mr. MOU Yong is also a non-executive director of Road King Infrastructure Limited (1098.HK), an associated company of the Company, whose shares are listed on The Stock Exchange of Hong Kong Limited and engages in property investment and development businesses.

### Emoluments of Directors and the Five Highest Paid Employees

Details of the emoluments of Directors and the five highest paid employees are set out in notes 11 and 12 to the financial statements respectively.

### Management Contracts

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

### Share Option Scheme

The Company adopted a share option scheme on 22 June 2012 ("Share Option Scheme"). The major terms of the Share Option Scheme are as follows:

1. The purpose of the Share Option Scheme is to provide incentive and reward to the participants to encourage them to work towards enhancing the value of the Company and its shares for the benefits of the Company and its shareholders as a whole.

### 董事之服務合約

董事概無與本公司訂立在未支付賠償（法定賠償除外）的情況下本公司不可於一年內終止之服務合約。

### 董事於交易、安排及合約中之重大權益

概無董事或其關連實體於本集團訂立且對本集團業務而言屬於重大之交易、安排或合約（在年終或年內任何時間仍然有效）中，直接或間接擁有任何重大權益。

### 董事於競爭業務之權益

除下文所披露者外，董事概無於上市規則規定須予以披露與本集團業務構成競爭或可能構成競爭之業務中擁有任何直接或間接權益。

呂華博士為深業（集團）有限公司（「深業（集團）」）及深業集團有限公司（「深業集團」）的主席及董事，黃偉先生為該兩間公司的總裁及董事，牟勇先生及劉世超先生為該兩間公司的董事，及劉崇先生為該兩間公司的副總裁。深業（集團）及深業集團透過其附屬公司及聯營公司於中國之物業投資及開發業務中擁有權益。

此外，牟勇先生現亦為本公司聯營公司路勁基建有限公司(1098.HK)之非執行董事，該公司之股份於香港聯合交易所有限公司上市，及其從事物業投資及開發業務。

### 董事及五名最高薪僱員之酬金

董事及五名最高薪僱員的酬金之詳情分別載於財務報表附註11及12。

### 管理合約

年內概無訂立或存在任何有關本集團全部或絕大部份業務管理與行政之合約。

### 購股權計劃

本公司於二零一二年六月二十二日採納一項購股權計劃（「購股權計劃」）。購股權計劃之主要條款如下：

1. 購股權計劃旨在向參與者提供激勵及獎勵以鼓勵彼等致力為本公司及其股東之整體利益提升本公司及其股份之價值。



## Directors' Report 董事會報告

2. The eligible participants of the Share Option Scheme are the employee or director (including executive, non-executive and independent non-executive director) of any member of the group comprising the Company, Shum Yip Holdings Company Limited, a substantial shareholder of the Company, Shum Yip Group Limited, the holding company of Shum Yip Holdings Company Limited, and their subsidiaries and associated companies from time to time (the "SY Group") or any employee, partner or director of any business consultant, joint venture partner, financial adviser and legal adviser of and to any member of the SY Group, as the Board may at its absolute discretion determine.
2. 購股權計劃之合資格參與者為本集團任何成員公司（包括本公司、本公司之主要股東深業（集團）有限公司、深業（集團）有限公司之控股公司深業集團有限公司及彼等不時之附屬及關聯公司）（「深業集團」）之僱員或董事（包括執行、非執行及獨立非執行董事）、或深業集團任何成員公司之任何商業顧問、合營夥伴、財務顧問及法律顧問之任何僱員、合夥人或董事，均由董事會全權決定。
3. The total number of shares which may be issued upon exercise of all options to be granted shall not in aggregate exceed 10% of the total number of shares in issue as at the date of adopting the Share Option Scheme. That 10% limit was refreshed at the annual general meeting of the Company held on 19 June 2014 whereby the Company was authorized to grant further options carrying rights to subscribe for up to 538,252,770 shares, representing 10% of the total number of the Company's shares in issue as at the date of the said meeting, under the Share Option Scheme. As at the date of this report, the total number of shares available for issue under the Share Option Scheme was 503,322,885 (of which options to subscribe for 174,745,943 shares had been granted and were outstanding), representing approximately 5.96% of the shares in issue of the Company.
3. 因行使將擬授出之全部購股權而可能發行之股份總數合共不得超過於採納購股權計劃當日已發行股份總數之10%。該10%之限額已於二零一四年六月十九日舉行之本公司股東週年大會上更新，藉此，本公司根據購股權計劃獲授權授出附帶權利可認購最多538,252,770股股份（佔上述會議日期本公司已發行股份總數之10%）之購股權。於本報告日期，根據購股權計劃可供發行之股份總數為503,322,885股（其中認購174,745,943股股份之購股權已授出及尚未行使），約相當於本公司已發行股份之5.96%。
4. The total number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme to each Participant (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue, unless otherwise separately approved by the shareholders of the Company in a general meeting. Further, any grant of option to a participant who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) to him in the 12-month period up to and including the date of such grant (i) representing in aggregate more than 0.1% of the total number of shares of the Company in issue; and (ii) having an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5,000,000, is subject to the approval of the shareholders of the Company in general meeting.
4. 根據購股權計劃於任何12個月期間已授予及擬授予各參與者之購股權（包括已獲行使、已註銷及尚未行使之購股權）因行使而發行及擬發行之股份總數，不得超過本公司已發行股份總數之1%，另行於股東大會獲公司股東批准者除外。根據購股權計劃及本公司任何其他購股權計劃，倘向身為本公司主要股東或獨立非執行董事或彼等各自的任何聯繫人之參與者授出及擬授出的所有購股權（包括已獲行使、已註銷及尚未行使的購股權）因行使而導致於截至並包括有關授出日期止12個月期間已發行及擬發行的股份：(i)合共超過本公司已發行股份總數的0.1%；及(ii)按本公司股份於各授出日期的收市價計算，總值超過5,000,000港元者；則進一步授出購股權須經本公司股東在股東大會上批准。



## Directors' Report 董事會報告

5. The exercise period of any option granted under the Share Option Scheme is to be determined by the Board at its absolute discretion, and shall expire no later than the 10th anniversary of date upon which the option is granted and accepted in accordance with the Share Option Scheme.
6. There is neither any minimum period for which an option must be held, nor any performance target which is needed to be achieved before the option can be exercised unless otherwise determined by the Board and specified at the time of the offer.
7. The period open for acceptance of an offer of the grant of the option shall be determined by the Board at its absolute discretion provided that it shall not be opened for acceptance after the 10th anniversary of the date upon which the option is granted and accepted in accordance with the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme, whichever is earlier. The acceptance of an offer of the grant of the option shall be made with a non-refundable payment of HK\$1.00 from the grantee.
8. The exercise price shall be a price determined solely by the Board and shall be at least the higher of (i) the closing price of the Company's shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited ("Stock Exchange") on the date of grant; and (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant.
9. The Share Option Scheme shall be valid and effective until 22 June 2022 unless otherwise terminated in accordance with the terms stipulated therein.
5. 根據購股權計劃授出之任何購股權之行使期將由董事會全權決定，及根據購股權計劃須於授出及接納購股權當日起計不遲於第10個年度前屆滿。
6. 在行使購股權前並無須持有購股權之任何最短期限或須達到之任何表現目標，除非董事會在授出購股權時另有決定及指明。
7. 可供接納授出購股權之要約之時間乃由董事會全權決定，惟根據購股權計劃於授出及接納購股權當日起計滿第10個年度當日或購股權計劃已根據其條文終止（以較早者為準）後不可供接納。接納授出購股權之要約時，承授人須支付不可退還款項1.00港元。
8. 行使價乃由董事會全權釐定，並須至少為以下之較高者：(i)香港聯合交易所有限公司（「聯交所」）每日報價表所載本公司股份於授出當日之收市價；及(ii)聯交所每日報價表所載本公司股份於緊接授出當日前五個營業日之平均收市價。
9. 購股權計劃有效及生效至二零二二年六月二十二日，除非根據其中所訂明之條款另行終止。

Please refer to note 36 to the financial statements for further information of the Share Option Scheme.

有關購股權計劃之其他資料，請參閱財務報表附註36。

During the year, 22,384,000 options were granted, 13,989,023 options were exercised and the number of outstanding share options have been adjusted upward by 14,236,572 as a result of the issue and allotment of new shares to shareholders who elected to receive the final dividend for year ended 31 December 2017 and the interim dividend for six months ended 30 June 2018 in scrip form. As at 31 December 2018, 219,017,280 options granted under the Share Option Scheme were still outstanding.

年內，22,384,000份購股權已授出，13,989,023份購股權已行使，而因應向選擇以代息股份方式收取截至二零一七年十二月三十一日止年度末期股息及截至二零一八年六月三十日止六個月中期股息的股東發行及配發新股份而對尚未行使的購股權的數目向上調整14,236,572份。於二零一八年十二月三十一日，根據購股權計劃授出之219,017,280份購股權仍尚未行使。





## Directors' Report 董事會報告

The particulars of, and movements in, the share options outstanding under the Share Option Scheme during the year are set out below:

下文載列年內購股權計劃項下尚未行使之購股權之詳情及變動：

	Number of share options 購股權數目						At 31 December 2018 於 二零一八年 十二月 三十一日	Date of grant of share options 授出 購股權 日期	Exercise period of share options 購股權 行使期間	Exercise price of share options 購股權 行使價 HK\$ per share 每份港元 (Note 1) (附註1)
	At 1 January 2018 於 二零一八年 一月一日	Granted during the year 於年內 授出	Exercised during the year 於年內 行使	Lapsed during the year 於年內 失效	Cancelled during the year 於年內 註銷	Other changes during the year 年內 其他變動 (Note 1) (附註1)				
<b>Directors 董事</b>										
LU Hua 呂華	3,146,612	-	-	-	-	205,237	3,351,849	28/1/2014	28/1/2016-27/1/2019*	2.191
	7,856,985	-	-	-	-	512,472	8,369,457	20/6/2017	20/6/2019-19/6/2022***	3.226
HUANG Wei 黃偉	2,478,133	-	-	-	-	161,635	2,639,768	27/7/2015	28/1/2016-27/1/2019*	2.826
	7,463,728	-	-	-	-	486,822	7,950,550	20/6/2017	20/6/2019-19/6/2022***	3.226
MOU Yong 牟勇	1,925,147	-	-	-	-	125,567	2,050,714	28/1/2014	28/1/2016-27/1/2019*	2.191
	5,265,158	-	-	-	-	343,420	5,608,578	20/6/2017	20/6/2019-19/6/2022***	3.226
LIU Chong 劉崇	1,923,722	-	166,000	-	-	125,474	1,883,196	28/1/2014	28/1/2016-27/1/2019*	2.191
	5,265,158	-	-	-	-	343,420	5,608,578	20/6/2017	20/6/2019-19/6/2022***	3.226
	35,324,643	-	166,000	-	-	2,304,047	37,462,690			
<b>Other employees 其他僱員</b>										
	37,336,693	-	13,823,023	-	-	2,402,656	25,916,326	28/1/2014	28/1/2016-27/1/2019*	2.191
	2,505,245	-	-	-	-	163,402	2,668,647	27/7/2015	28/1/2016-27/1/2019*	2.826
	5,408,101	-	-	-	-	352,736	5,760,837	14/6/2016	14/6/2016-27/1/2019**	2.698
	115,811,049	-	-	-	-	7,553,746	123,364,795	20/6/2017	20/6/2019-19/6/2022***	3.226
	-	22,384,000 (Note 2) (附註2)	-	-	-	1,459,985	23,843,985	8/2/2018	20/6/2019-19/6/2022***	3.188
	161,061,088	22,384,000	13,823,023	-	-	11,932,525	181,554,590			
In aggregate 合共	196,385,731	22,384,000	13,989,023	-	-	14,236,572	219,017,280			



## Directors' Report 董事會報告

\* Options shall be exercisable in the following manner and subject to performance review:— \* 購股權將按下列方式行使並受表現審核規限：

Maximum percentage of Share Option exercisable 可行使購股權最高比例	Period for exercise of the relevant percentage of the Share Option 相關比例購股權之行使期間
40%	at any time from 28 January 2016 to 27 January 2017 二零一六年一月二十八日至二零一七年一月二十七日之任何時間
70%	at any time from 28 January 2017 to 27 January 2018 二零一七年一月二十八日至二零一八年一月二十七日之任何時間
100%	at any time from 28 January 2018 to 27 January 2019 二零一八年一月二十八日至二零一九年一月二十七日之任何時間

\*\* Options shall be exercisable in the following manner and subject to performance review:— \*\* 購股權將按下列方式行使並受表現審核規限：

Maximum percentage of Share Option exercisable 可行使購股權最高比例	Period for exercise of the relevant percentage of the Share Option 相關比例購股權之行使期間
40%	at any time from 14 June 2016 to 27 January 2017 二零一六年六月十四日至二零一七年一月二十七日之任何時間
70%	at any time from 28 January 2017 to 27 January 2018 二零一七年一月二十八日至二零一八年一月二十七日之任何時間
100%	at any time from 28 January 2018 to 27 January 2019 二零一八年一月二十八日至二零一九年一月二十七日之任何時間

\*\*\* Options shall be exercisable in the following manner and subject to performance review:— \*\*\* 購股權將按下列方式行使並受表現審核規限：

Maximum percentage of Share Option exercisable 可行使購股權最高比例	Period for exercise of the relevant percentage of the Share Option 相關比例購股權之行使期間
40%	at any time from 20 June 2019 to 19 June 2020 二零一九年六月二十日至二零二零年六月十九日之任何時間
70%	at any time from 20 June 2020 to 19 June 2021 二零二零年六月二十日至二零二一年六月十九日之任何時間
100%	at any time from 20 June 2021 to 19 June 2022 二零二一年六月二十日至二零二二年六月十九日之任何時間

Notes:

- The number of unexercised share options and the exercise price may be subject to adjustment in case of alteration in the capital structure of the Company. Pursuant to the announcements dated 17 August 2018 and 19 November 2018, the Company adjusted the exercise price and number of options outstanding with reference to the terms of the Share Option Scheme and the supplementary guidance attached to the letter of the Stock Exchange relating to share option schemes dated 5 September 2005. The adjusted number and exercise prices for each batch of share options are presented in note 36(a) to the financial statements.
- The closing share price was HK\$3.23 per Share on 7 February 2018, being the date immediately before the day on which such options were granted.

附註：

- 未行使購股權之數目及行使價會隨本公司股本架構變動而調整。根據二零一八年八月十七日及二零一八年十一月十九日之公告，本公司根據購股權計劃的條款及聯交所就購股權計劃出具日期為二零零五年九月五日的函件隨附的補充指引對尚未行使購股權行使價及數目做出調整。各批購股權之經調整數目及行使價於財務報表附註36(a)列示。
- 股份於二零一八年二月七日（即緊接有關購股權授出當日之日期）之收市價為每股3.23港元。



## Directors' Report 董事會報告

### Directors' Interests In Shares

As at 31 December 2018, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of SFO), or which were recorded in the register required to be kept under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) adopted by the Company were as follows:—

Long positions in the shares (“Shares”) and underlying shares of the Company:

### 董事之股份權益

於二零一八年十二月三十一日，本公司之董事及最高行政人員於本公司及任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉），或記錄於根據證券及期貨條例第352條須存置之登記冊之權益或淡倉，或根據本公司採納之上市發行人董事進行證券交易標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉如下：

本公司股份（「股份」）及相關股份之好倉：

Name of director 董事姓名	Capacity 身份	Number of Shares 股份數目	Underlying shares pursuant to share options 根據購股權之相關股份數目	Aggregate interests 總權益	Percentage of Shares in issue 佔已發行股份之百分比
LU Hua 呂華	Beneficial owner 實益擁有人	1,154,562	11,721,306	12,875,868	0.15
HUANG Wei 黃偉	Beneficial owner 實益擁有人	—	10,590,318	10,590,318	0.13
MOU Yong 牟勇	Beneficial owner 實益擁有人	—	7,659,292	7,659,292	0.09
LIU Chong 劉崇	Beneficial owner 實益擁有人	—	7,491,774	7,491,774	0.09
WU Jiesi 武捷思	Beneficial owner 實益擁有人	3,400,000	—	3,400,000	0.04
LI Wai Keung 李偉強	Beneficial owner 實益擁有人	1,180,880	—	1,180,880	0.01

Note: The percentage was calculated based on 8,413,711,807 Shares in issue as at 31 December 2018.

附註：百分比乃根據截至二零一八年十二月三十一日之已發行股份8,413,711,807股計算。



## Directors' Report 董事會報告

Interests of the Directors in the share options of the Company are stated in detail in the preceding section "Share Option Scheme".

Save as disclosed above, none of the Directors and chief executive of the Company had, as at 31 December 2018, any interests or short positions in any Shares and underlying shares or debentures of the Company or any of its associated corporations (which is the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debts securities (including debentures) of, the Company or its associated corporations and none of the Directors, or their spouse or children under the age of 18, had any rights to subscribe for equity or debt securities of the Company or its associated corporations, or had exercised any such rights.

董事於本公司購股權之權益於上一節「購股權計劃」中詳細載列。

除上文所披露者外，截至二零一八年十二月三十一日，概無本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份及相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之有關條文被當作或視為擁有之權益及淡倉），或記錄於根據證券及期貨條例第352條須由本公司存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

除上文所披露者外，於年內任何時間，本公司或其任何附屬公司概無參與任何安排，令董事可藉收購本公司或其相聯法團之股份或債務證券（包括債券）而獲利，亦無任何董事、或彼等之配偶或其十八歲以下子女擁有任何可認購本公司或其相聯法團之權益或債務證券之權利或已行使任何該等權利。



## Directors' Report 董事會報告

### Substantial Shareholders

So far as is known to any director or chief executive of the Company, as at 31 December 2018, the interests and short positions of the shareholders (other than directors or chief executives of the Company) who had interests or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:—

#### Interest in Shares:

Name	Capacity	Number of Shares		Percentage of Shares in issue (Note 1)
		Long Position	Short Position	
名稱	身份	好倉	淡倉	佔已發行股份之百分比 (附註1)
Shum Yip Group Limited* ("SYG") 深業集團有限公司 (「深業集團」)	Interest in controlled corporation 受控法團之權益	5,292,950,725 (Note 2) (附註2)	—	62.91
Shum Yip Holdings Company Limited ("SYH") 深業(集團)有限公司 (「深業(集團)」)	Beneficial owner 實益擁有人	5,220,765,402	—	62.05
	Interest in controlled corporation 受控法團之權益	72,185,323 (Note 3) (附註3)	—	0.86
ALPHA-OMEGA CORPORATION	Beneficial owner 實益擁有人	576,713,127	—	6.85

#### Notes:

- The percentage was calculated based on 8,413,711,807 Shares in issue as at 31 December 2018.
- SYG is deemed to be interested in the 5,292,950,725 Shares which SYH is interested in by virtue of SYH being its direct wholly-owned subsidiary.
- These 72,185,323 Shares were held by Goldclass Industrial Limited, a wholly-owned subsidiary of Successful Years Holdings Limited, which in turn is wholly-owned by Shum Yip Finance Company Limited ("SYF"). SYF is a wholly-owned subsidiary of SYH and accordingly, SYH is deemed to be interested in these 72,185,323 Shares.

\* For identification purpose only

### 主要股東

就本公司任何董事或最高行政人員所深知，於二零一八年十二月三十一日，股東（本公司董事或最高行政人員除外）於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部之條文向本公司披露之權益及淡倉，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益及淡倉如下：

#### 股份權益：

#### 附註：

- 百分比乃根據截至二零一八年十二月三十一日之已發行股份8,413,711,807股計算。
- 因深業(集團)為深業集團之直接全資附屬公司，故深業集團被視為於深業(集團)擁有權益之5,292,950,725股股份中擁有權益。
- 該等72,185,323股股份由Successful Years Holdings Limited之全資附屬公司財利實業有限公司持有，而Successful Years Holdings Limited由深業金融財務有限公司(「深業金融」)全資擁有。深業金融為深業(集團)的全資附屬公司，因此，深業(集團)被視為擁有該等72,185,323股股份中的權益。



## Directors' Report 董事會報告

Saved as disclosed above, as at 31 December 2018, the Company had not been notified by any person (other than directors and chief executives of the Company) who had interests or short positions in the Shares and underlying shares of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO.

### Equity-Linked Agreements

Other than the share option schemes of the Company as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

### Related Party Transactions

Details of the significant related party transactions undertaken in the normal course of business are provided under note 42 to the financial statements. Some of these transactions also constitute non-exempt connected transactions under the Listing Rules, for which the Company has complied with the applicable disclosure requirements in accordance with Chapter 14A of the Listing Rules.

### Connected Transactions

Set out below is the information in relation to the connected transactions carried out by the Group during the year, particulars of which were previously disclosed in the announcement and circular of the Company dated 27 March 2018 and 26 April 2018 respectively.

On 27 March 2018, Shenzhen Shumyip Minghong Real Estate Development Co., Ltd. (深圳市深業明宏地產開發有限公司) (the "Project Company"), an indirect non-wholly owned subsidiary of the Company, entered into (i) a relocation and compensation agreement with Shenzhen Shumyip Xinhongcheng Investment Co., Ltd. (深圳市深業信宏城投資有限公司) ("Xinhongcheng") in respect of the various buildings erected on the two parcels of land located at Xiashijiacun, Jiangshicun, Gongming Subdistrict, Guangming New District, Shenzhen (深圳市光明新區公明辦事處將石村下石家村) with a total construction area of 72,425.90 sq.m. ("Properties No. 1") (the "First Relocation and Compensation Agreement"); and (ii) a relocation and compensation agreement with Xinhongcheng and Hengxing Industrial (Shenzhen) Co., Ltd. (liquidation team) (恒興實業(深圳)有限公司清算組) ("Hengxing") in respect of the two plant rooms erected on the parcel of land located at Xiashijiacun, Jiangshicun, Gongming Subdistrict, Guangming New District, Shenzhen (深圳市光明新區公明辦事處將石村下石家村) with a total construction area of 2,268 sq.m. ("Properties No.2") (the "Second Relocation and Compensation Agreement"). Properties No.1 and Properties No. 2 are situated in the approved urban redevelopment zone under the urban renewal project for Guangming New District, Gongming Street, Xinhong Chengpian District City (光明新區公明街道信宏城片區城市更新項目) (the "Redevelopment Project"). The Project Company is the principal of the Redevelopment Project and the relocation of Properties No.1 and Properties No.2 is part of the Redevelopment Project.

除上文所披露者外，截至二零一八年十二月三十一日，概無任何人士(本公司董事及最高行政人員除外)曾知會本公司其於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文或記錄於根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

### 股票掛鈎協議

除上述所披露之本公司之購股權計劃外，於年內或年度結束時，本公司概無訂立或存在任何將會或可導致本公司發行股份或要求本公司訂立將會或可導致本公司發行股份的任何協議的股票掛鈎協議。

### 關聯方交易

於正常業務過程中進行的重大關聯方交易詳情載於財務報表附註42。該等交易部份亦構成上市規則項下之非豁免關連交易，本公司已遵守上市規則第14A章之適用披露規定。

### 關連交易

下文所載乃與本集團於年內所進行之關連交易有關之資料，其詳情已事先披露於本公司日期分別為二零一八年三月二十七日及二零一八年四月二十六日之公告及通函。

於二零一八年三月二十七日，本公司之間接非全資附屬公司深圳市深業明宏地產開發有限公司(「項目公司」)與深圳市深業信宏城投資有限公司(「信宏城」)就位於深圳市光明新區公明辦事處將石村下石家村之兩幅地塊上所建之總建築面積為72,425.90平方米之多棟樓宇(「物業一」)訂立一份搬遷補償協議(「第一份搬遷補償協議」)；及(ii)與信宏城及恒興實業(深圳)有限公司清算組(「恒興」)就位於深圳市光明新區公明辦事處將石村下石家村之地塊上所建之總建築面積為2,268平方米之兩間機房(「物業二」)訂立一份搬遷補償協議(「第二份搬遷補償協議」)。物業一及物業二位於光明新區公明街道信宏城片區城市更新項目(重建項目)項下經批准城市重建區。項目公司為重建項目之主體，而搬遷物業一及物業二乃為重建項目之部份。



## Directors' Report 董事會報告

Pursuant to the First Relocation and Compensation Agreement, the Project Company shall compensate Xinhongcheng by (i) providing the residential resettlement properties to be constructed on the parcels of land to be developed under the Redevelopment Project ("Project Land") with a total area of 41,989.99 sq.m. to Xinhongcheng; and (ii) paying compensation for loss due to suspension of operation and allowances for relocation and temporary settlement in the estimated total amount of RMB36,960,047.60.

Pursuant to the Second Relocation and Compensation Agreement, the Project Company shall compensate Xinhongcheng and Hengxing by (i) providing the residential resettlement properties to be constructed on the Project Land with an area of 808.15 sq.m. and 5,408.39 sq.m. to Xinhongcheng and Hengxing respectively; and (ii) paying compensation for loss due to suspension of operation and allowances for relocation and temporary settlement in the estimated total amount of RMB1,152,144.

Xinhongcheng and Hengxing, being a subsidiary of Shum Yip Group Limited (深業集團有限公司) (the ultimate holding company of the Company) and Shum Yip Holdings Company Limited (a controlling shareholder of the Company) respectively, are connected persons of the Company. Accordingly, the transactions contemplated under the First Relocation and Compensation Agreement and the Second Relocation and Compensation Agreement (the "Transactions") constitute connected transactions of the Company and are subject to the reporting, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Transactions were approved by the independent shareholders of the Company on 16 May 2018.

### Purchases, Sale or Redemption of the Company's Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the year.

### Public Float

Based on the information that is publicly available to the Company and within the knowledge of its Directors, throughout the year and up to the date of this report, there is sufficient public float, as not less than 25% of the Company's issued Shares are held by the public.

### Continuing Disclosure Requirements Under Rule 13.21 of the Listing Rules

Banking facilities with covenants in relation to specific performance of the controlling shareholder:

By an agreement ("1st Facility Agreement") dated 9 October 2013 entered into between the Company as borrower and certain banks, up to a principal amount of US\$235 million (or equivalent to approximately HK\$1,833 million) transferable term loan facility and up to a principal amount of HK\$1,654 million transferable term loan facility ("1st Facility") were provided to the Company. The 1st Facility shall be repaid by the Company in four instalments of various percentages of the total amount of borrowings, with all outstanding amount shall be fully repaid on the date falling 60 months from the date of the 1st Facility Agreement.

根據第一份搬遷補償協議，項目公司應透過(i)向信宏城提供將於重建項目項下將予開發的地塊（「項目土地」）上興建之回遷住宅物業，總面積為41,989.99平方米；及(ii)支付停業停產而導致之損失補償、搬遷補助費及臨時安置補助費，估計總額為人民幣36,960,047.60元補償信宏城。

根據第二份搬遷補償協議，項目公司應透過(i)分別向信宏城及恒興提供將於項目土地上興建之回遷住宅物業，面積為808.15平方米及5,408.39平方米；及(ii)支付因停業停產而導致之損失補償、搬遷補助費及臨時安置補助費，估計總額為人民幣1,152,144元補償信宏城及恒興。

信宏城及恒興（分別為深業集團有限公司（本公司最終控股公司）及深業（集團）有限公司（本公司控股股東）的附屬公司）為本公司關連人士。因此，第一份搬遷補償協議及第二份搬遷補償協議項下擬進行之交易（「該等交易」）構成本公司之關連交易，並須遵守上市規則第14A章有關申報、公告及獨立股東批准規定。該等交易已於二零一八年五月十六日獲本公司獨立股東批准。

### 購買、出售或贖回本公司之證券

年內，本公司及其任何附屬公司並無購買、出售或贖回其任何上市證券。

### 公眾持股量

於本年度全年及截至本報告日期，根據本公司取得的公開資料及就董事所知悉，本公司有足夠的公眾持股量，即公眾持股量並不少於本公司已發行股份的25%。

### 上市規則第13.21條之持續披露規定

附帶有關控股股東特定履行契諾之銀行融資：

根據本公司（作為借款人）與若干銀行於二零一三年十月九日訂立之一項協議（「第一份融資協議」），一筆最高本金額為235,000,000美元（或相當於約1,833,000,000港元）之可轉讓定期貸款融資及一筆最高本金額為1,654,000,000港元之可轉讓定期貸款融資（「第一筆融資」）已提供予本公司。第一筆融資須由本公司分四期按借貸總額不同的百分比償還，所有未償還金額須於第一份融資協議日期起計屆滿六十個月當日悉數償還。



## Directors' Report 董事會報告

By an agreement ("2nd Facility Agreement") dated 25 August 2014 entered into between the Company as borrower and certain banks, up to a principal amount of US\$435,000,000 (equivalent to approximately HK\$3,393,000,000) transferable term loan facility and up to a principal amount of HK\$2,510,000,000 transferable term loan facility ("2nd Facility") were provided to the Company. The 2nd Facility shall be repaid by the Company in three instalments of various percentages of the total amount of borrowings, with all outstanding amount shall be fully repaid on the date falling 60 months from the date of the 2nd Facility Agreement.

By an agreement ("3rd Facility Agreement") dated 29 May 2015 entered into between the Company as borrower and a bank, up to a principal amount of HK\$200,000,000 term loan facility ("3rd Facility") was provided to the Company. The 3rd Facility shall be fully repaid by the Company in three instalments with the last repayment date falling 60 months from the date of the 3rd Facility Agreement.

By an agreement ("4th Facility Agreement") dated 7 March 2016 entered into between the Company as borrower and a syndicate of lenders, a US\$230,000,000 transferable term loan facility and a HK\$1,000,000,000 transferable term loan facility ("4th Facility") were provided to the Company on the terms and conditions as stated therein. The 4th Facility shall be repaid by the Company in instalments with the last repayment date falling 60 months from the date of the 4th Facility Agreement.

By an agreement ("5th Facility Agreement") dated 9 August 2017 entered into between the Company as borrower and a bank, up to a principal amount of HK\$500,000,000 transferable term loan facility ("5th Facility") was provided to the Company. The term of the 5th Facility is 48 months commencing from the date of the 5th Facility Agreement.

On 16 August 2017, the Company as borrower accepted the facility letter ("6th Facility Agreement") relating to a transferable term loan facility up to a principal amount of HK\$600,000,000 (or its equivalent in United States dollars) ("6th Facility") offered by a bank as lender. The Company shall repay in full to the lender each borrowing of a portion of the 6th Facility on the date falling 48 months from the date such borrowing is made and all other sums (if any) then owing under the 6th Facility Agreement on the date falling 54 months from the date the lender notifies the Company that the conditions precedent under the 6th Facility Agreement have been complied with.

On 18 August 2017, the Company as borrower accepted the facility letter ("7th Facility Agreement") relating to a term loan facility of up to US\$65,000,000 (or its equivalent in Hong Kong dollars) ("7th Facility") offered by a bank as lender. The 7th Facility shall be fully repaid by the Company in three installments with the last repayment date falling 36 months from the acceptance date of the 7th Facility Agreement.

根據本公司(作為借款人)與若干銀行於二零一四年八月二十五日訂立之一項協議(「第二份融資協議」),一筆最高本金額為435,000,000美元(相當於約3,393,000,000港元)之可轉讓定期貸款融資及一筆最高本金額為2,510,000,000港元之可轉讓定期貸款融資(「第二筆融資」)已提供予本公司。第二筆融資須由本公司分三期按借貸總額不同的百分比償還,所有未償還金額須於第二份融資協議日期起計屆滿六十個月當日悉數償還。

根據本公司(作為借款人)與一銀行於二零一五年五月二十九日訂立之一項協議(「第三份融資協議」),一筆最高本金額為200,000,000港元之定期貸款融資(「第三筆融資」)已提供予本公司。第三筆融資須由本公司分三期悉數償還,最後一筆還款日期為訂立第三份融資協議當日起計屆滿六十個月之日期。

根據本公司(作為借款人)與一銀團貸款人於二零一六年三月七日訂立之一項協議(「第四份融資協議」),一筆金額為230,000,000美元之可轉讓定期貸款融資及一筆金額為1,000,000,000港元之可轉讓定期貸款融資(「第四筆融資」)已按其中所載之條款及條件提供予本公司。第四筆融資須由本公司分期償還及最後一筆還款日期為訂立第四份融資協議當日起計屆滿六十個月之日期。

根據本公司(作為借款人)與一銀行於二零一七年八月九日訂立之一項協議(「第五份融資協議」),一筆最高本金額為500,000,000港元之可轉讓定期貸款融資(「第五筆融資」)已提供予本公司。第五筆融資的期限為自第五份融資協議當日起計四十八個月。

於二零一七年八月十六日,本公司(作為借款人)接納由銀行(作為放款人)授出一筆最高本金額為600,000,000港元(或相等幣值之美元)之可轉讓定期貸款融資(「第六筆融資」)之貸款函件(「第六份融資協議」)。本公司須於第六筆融資之各部份借款借出日期起計屆滿四十八個月當日向放款人悉數償還該等借款,而第六份融資協議項下之所有其他借款(如有)須自放款人通知本公司第六份融資協議項下之先決條件已獲遵守之日期起計屆滿五十四個月當日悉數償還。

於二零一七年八月十八日,本公司(作為借款人)接納由銀行(作為放款人)授出一筆最高金額為65,000,000美元(或相等幣值之港元)之定期貸款融資(「第七筆融資」)之貸款函件(「第七份融資協議」)。第七筆融資須由本公司分三期悉數償還及最後一筆還款日期為接納第七份融資協議當日起計屆滿三十六個月之日期。





## Directors' Report 董事會報告

On 6 November 2017, the Company as borrower accepted the facility letter ("8th Facility Agreement") relating to an uncommitted term loan facility of up to US\$135,000,000 (or its equivalent in Hong Kong dollars) ("8th Facility") offered by a bank as lender. The last repayment date of the 8th Facility is the day falling 36 months from the acceptance date of the 8th Facility Agreement.

On 18 December 2017, the Company as borrower entered into a facility agreement ("9th Facility Agreement") relating to a transferable term loan facility of up to HK\$400,000,000 ("9th Facility") with a bank as lender. The term of the 9th Facility is 48 months commencing from the date of the 9th Facility Agreement.

On 26 February 2018, the Company as borrower accepted the facility letter ("10th Facility Agreement") relating to a term loan facility of up to HK\$500,000,000 ("10th Facility") offered by a bank as lender. The last repayment date of the 10th Facility is the day falling 3 years from the acceptance date of the 10th Facility Agreement.

On 11 April 2018, the Company as borrower accepted the facility letter ("11th Facility Agreement") relating to a term loan facility of up to HK\$1,500,000,000 ("11th Facility") offered by a bank as lender. The term of the 11th Facility is 4 years from the date the first drawdown under the 11th Facility is made.

On 26 June 2018, the Company as borrower entered into a facility agreement ("12th Facility Agreement") relating to a transferrable term loan facility of up to a principal amount of HK\$10,000,000,000 ("12th Facility") offered by certain banks as lenders. The Company shall repay the borrowings under the 12th Facility by five installments with all outstanding amounts under the 12th Facility fully repaid on the date falling 60 months from the date of the 12th Facility Agreement.

On 14 September 2018, the Company as borrower accepted the facility letter ("13th Facility Agreement", together with the 1st Facility Agreement, 2nd Facility Agreement, 3rd Facility Agreement, 4th Facility Agreement, 5th Facility Agreement, 6th Facility Agreement, 7th Facility Agreement, 8th Facility Agreement, 9th Facility Agreement, 10th Facility Agreement, 11th Facility Agreement and 12th Facility Agreement collectively referred to as the "Facility Agreements") relating to an uncommitted term loan facility of up to US\$185,000,000 (or its equivalent in Hong Kong dollars) ("13th Facility") offered by a bank as lender. The last repayment date of the 13th Facility is the day falling 4 years from the acceptance date of the 13th Facility Agreement.

於二零一七年十一月六日，本公司（作為借款人）接納由銀行（作為放款人）授出一筆最高金額為135,000,000美元（或相等幣值之港元）之非承諾定期貸款融資（「第八筆融資」）之貸款函件（「第八份融資協議」）。第八筆融資的最後還款日期為第八份融資協議接納日期起計屆滿三十六個月之日期。

於二零一七年十二月十八日，本公司（作為借款人）與一銀行（作為放款人）就一筆最高金額為400,000,000港元之可轉讓定期貸款融資（「第九筆融資」）訂立融資協議（「第九份融資協議」）。第九筆融資期限為自第九份融資協議當日起計四十八個月。

於二零一八年二月二十六日，本公司（作為借款人）接納由銀行（作為放款人）授出一筆最高金額為500,000,000港元之定期貸款融資（「第十筆融資」）之貸款函件（「第十份融資協議」）。第十筆融資的最後還款日期為第十份融資協議接納日期起計屆滿三年之日期。

於二零一八年四月十一日，本公司（作為借款人）接納由銀行（作為放款人）授出一筆最高金額為1,500,000,000港元之定期貸款融資（「第十一筆融資」）之貸款函件（「第十一份融資協議」）。第十一筆融資期限為自第十一筆融資項下首次提款當日起計四年。

於二零一八年六月二十六日，本公司（作為借款人）就由若干銀行（作為放款人）授出一筆最高金額為10,000,000,000港元之可轉讓定期貸款融資（「第十二筆融資」）訂立一項融資協議（「第十二份融資協議」）。本公司須分五期償還第十二筆融資項下之貸款，第十二筆融資項下之所有未償還金額須於第十二份融資協議日期起計屆滿六十個月當日悉數償還。

於二零一八年九月十四日，本公司（作為借款人）接納由銀行（作為放款人）授出一筆最高金額為185,000,000美元（或相等幣值之港元）之非承諾定期貸款融資（「第十三筆融資」）之貸款函件（「第十三份融資協議」），與第一份融資協議、第二份融資協議、第三份融資協議、第四份融資協議、第五份融資協議、第六份融資協議、第七份融資協議、第八份融資協議、第九份融資協議、第十份融資協議、第十一份融資協議及第十二份融資協議統稱為「該等融資協議」。第十三筆融資的最後還款日期為第十三份融資協議接納日期起計屆滿四年之日期。



## Directors' Report 董事會報告

Under the Facility Agreements, it will be an event of default if Shum Yip Holdings Company Limited ceases to own beneficially at least 35% of the issued share capital of the Company, ceases to be the single largest shareholder of the Company, ceases to have management control of the Company, or ceases to remain beneficially owned as to at least 51% by the Shenzhen Municipal People's Government of the People's Republic of China and at any time after the happening of an event of default, all amounts due under the facilities may be declared to be immediately due and payable.

As at 31 December 2018, all advances made under the 1st Facility Agreement, 2nd Facility Agreement, 4th Facility Agreement and 8th Facility Agreement had been fully repaid.

### Permitted Indemnity

The articles of association of the Company provides that each Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against the Directors and officers.

### Audit Committee

The Group's results for the year have been reviewed by the Audit Committee. Information on the work of Audit Committee and its composition are set out in the Corporate Governance Report on pages 46 to 70.

### Auditors

The consolidated financial statements of the Group for the year ended 31 December 2018 have been audited by KPMG, Certified Public Accountants, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

By Order of the Board

**LU Hua**  
Chairman

Hong Kong, 28 March 2019

根據該等融資協議，倘深業(集團)有限公司不再實益擁有本公司至少35%之已發行股本，或不再為本公司之單一最大股東，或不再控制本公司之管理，或不再由中華人民共和國深圳市人民政府實益擁有至少51%之權益，則將被視作違反協議，及於發生任何違反協議事宜後任何時間，該等融資項下所有金額或會被即時宣佈到期並須予償還。

於二零一八年十二月三十一日，根據第一份融資協議、第二份融資協議、第四份融資協議及第八份融資協議作出之所有借款已悉數償還。

### 獲准許的彌償

本公司的組織章程細則規定，在公司條例許可的最大範圍內，本公司每名董事、秘書或其他高級人員就其執行職務或與此有所關涉或招致一切損失或責任，均有權從本公司資產中獲得彌償。此外，本公司已就針對董事及高級人員的有關法律行動投購適當的董事及高級人員責任保險。

### 審核委員會

本集團年內業績已由審核委員會審閱。有關審核委員會之職責及組成之資料載於第46至70頁之企業管治報告。

### 核數師

本集團截至二零一八年十二月三十一日止年度之綜合財務報表已由執業會計師畢馬威會計師事務所審核。畢馬威會計師事務所將於本公司應屆股東週年大會上退任，並符合資格且願意膺聘連任。

承董事會命

**主席**  
**呂華**

香港，二零一九年三月二十八日



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



**Independent auditor's report to the members of  
Shenzhen Investment Limited**  
(Incorporated in Hong Kong with limited liability)

### Opinion

We have audited the consolidated financial statements of Shenzhen Investment Limited ("the Company") and its subsidiaries ("the Group") set out on pages 98 to 280, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### Basis of opinion

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

### Key audit matters

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

### 獨立核數師報告

致深圳控股有限公司列位股東  
(於香港註冊成立之有限責任公司)

### 意見

本核數師(以下簡稱「我們」)已審計列載於第98至280頁的深圳控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下簡稱「貴集團」)的綜合財務報表,此財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一八年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》妥為擬備。

### 意見的基礎

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

### 關鍵審計事項

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



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

### Key audit matters (continued)

### 關鍵審計事項 (續)

#### Valuation of investment properties and investment properties under development

#### 投資物業及發展中投資物業的估值

Refer to note 18 to the consolidated financial statements and the accounting policies on page 132.

請參閱綜合財務報表附註18及第132頁的會計政策。

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 於審核中的處理方法
<p>The aggregate fair values of the Group's investment properties and investment properties under development as at 31 December 2018 amounted to HK\$29,143 million, representing 25% of the Group's total assets as at that date.</p> <p>於二零一八年十二月三十一日，貴集團投資物業及發展中投資物業的公允值總額為291.43億港元，佔貴集團於該日總資產的25%。</p> <p>The net change in fair values recorded in the consolidated statement of profit or loss represented 19% of the Group's profit before taxation for the year ended 31 December 2018.</p> <p>計入綜合損益表中的公允值變動淨額佔貴集團截至二零一八年十二月三十一日止年度除稅前利潤的19%。</p> <p>The Group's investment properties and investment properties under development, which are located in mainland China, comprise shopping malls, office premises, residential premises and car parking bays.</p> <p>貴集團位於中國大陸的投資物業及發展中投資物業包括購物廣場、寫字樓、住宅物業及停車場。</p> <p>The fair values of the Group's investment properties and investment properties under development were assessed by the board of directors based on independent valuations prepared by an external property valuer.</p> <p>貴集團投資物業及發展中投資物業的公允值乃由董事會根據外部物業估值師編製的獨立估值進行評估。</p>	<p>Our audit procedures to assess the valuation of investment properties and investment properties under development included the following:</p> <p>我們對投資物業及發展中投資物業的估值進行評估的審核程序包括：</p> <ul style="list-style-type: none"> <li>• assessing the competence, capability, experience of the locations and types of properties subject to valuation, independence and objectivity of the external property valuer;</li> <li>• 評估外部物業估值師的資質、能力、評估類似位置及類型物業的相關經驗、獨立性及客觀性；</li> <li>• with the assistance of our internal property valuation specialists, evaluating the valuation methodology used by the external property valuer based on our knowledge and experience of other valuers for similar types of properties;</li> <li>• 在我們內部物業估值專家的協助下，根據我們對類似類型物業的其他估值師的知識和經驗，評估外部物業估值師所使用的估值方法；</li> <li>• comparing, on a sample basis, the tenancy information included in the valuation models, which included committed rents and vacancy rates, with underlying contracts and related documentation;</li> <li>• 以抽樣方式將估值模型中所載的租賃信息（其中包括確定的租金和空置率）與相關合約及相關文件進行比較；</li> </ul>



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

### Key audit matters (continued)

### 關鍵審計事項 (續)

#### Valuation of investment properties and investment properties under development

#### 投資物業及發展中投資物業的估值

Refer to note 18 to the consolidated financial statements and the accounting policies on page 132.

請參閱綜合財務報表附註18及第132頁的會計政策。

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 於審核中的處理方法
<p>We identified valuation of investment properties and investment properties under development as a key audit matter because of their significance to the consolidated financial statements and because the determination of the fair values involves significant judgement and estimation, including selecting the appropriate valuation methodology, capitalisation rates and vacancy rates and, for investment properties under development, an estimation of costs to complete each property development project.</p> <p>鑑於投資物業及發展中投資物業對綜合財務報表的重要性以及公允值的釐定涉及重大管理層判斷和估計，包括選擇適當的估值方法、資本化率和空置率及完成各物業發展項目的成本估計（就發展中投資物業而言），我們將投資物業及發展中投資物業的估值確定為一項關鍵審核事項。</p>	<p>Our audit procedures to assess the valuation of investment properties and investment properties under development included the following: (continued)</p> <p>我們對投資物業及發展中投資物業的估值進行評估的審核程序包括：(續)</p> <ul style="list-style-type: none"> <li>discussing the valuations with the external property valuer in a separate private session and challenging the key estimates adopted in the valuations, including those relating to vacancy rates and capitalisation rates. With the assistance of our internal property valuation specialists, comparing them with historical rates and available market data, taking into consideration comparability and other local market factors;</li> <li>另行與外部物業估值師單獨討論估值，並對估值中所採用的重要估計（包括與空置率和資本化率相關的估計）提出質疑。在我們內部物業估值專家的協助下，將有關估計與歷史比率及市場公開數據對比，並考慮可比性及其他當地市場因素；</li> <li>conducting site visits to investment properties under development, on a sample basis, to observe the development progress and comparing the observed development progress with the Group's records;</li> <li>以抽樣方式實地走訪發展中投資物業項目，以觀察發展進度，並將觀察到的發展進度與貴集團的記錄進行比較；</li> <li>challenging management's property development budgets reflected in the latest forecasts with reference to market statistics for estimated construction costs, signed construction contracts and/or unit construction costs for recently completed projects developed by the Group.</li> <li>參照估計建設成本，已簽署的建設合約及／或貴集團新近完工項目的單方建價，對最新預測中反映的管理層的物業發展預算提出質疑。</li> </ul>



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

### Key audit matters (continued)

### 關鍵審計事項 (續)

#### Valuation of the equity investment and derivative financial instruments arising from the agreements with Hengda Real Estate Group Company Limited and its controlling parties ("Hengda Investments")

與恒大地產集團有限公司及其控股方訂立的協議產生的股權投資及衍生金融工具（「恒大投資」）的估值

Refer to note 24 to the consolidated financial statements and the accounting policies on pages 128 to 131.

請參閱綜合財務報表附註24及第128至131頁的會計政策。

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 於審核中的處理方法
<p>As at 31 December 2018, the Group had Hengda Investments amounted to HKD6,597 million. The investments were accounted for as financial assets at fair value through profit or loss and measured at fair value, with the decrease in fair value of HK\$846 million being recorded in the consolidated statement of profit or loss for the year ended 31 December 2018.</p> <p>於二零一八年十二月三十一日，貴集團的恒大投資為65.97億港元。該等投資作為透過損益按公允值計算之金融資產入賬並按公允值計量，公允值減少846,000,000港元於截至二零一八年十二月三十一日止年度之綜合損益表入賬。）</p> <p>Hengda Investments are classified as level 3 financial instruments in the fair value hierarchy. The valuations of Hengda Investments are derived from valuation models which require a number of inputs and assumptions which are not observable from market data and which are significant to the entire measurement.</p> <p>恒大投資於公允值等級架構中分類為第三層金融工具。恒大投資的估值乃源自需要大量並非從市場數據觀察而獲得但對整體計量屬重大的輸入值及假設的估值模型。</p>	<p>Our audit procedures to assess the valuation of Hengda Investments included the following:</p> <p>我們對恒大投資的估值進行評估的審核程序包括：</p> <ul style="list-style-type: none"> <li>• reading the agreements with Hengda Real Estate Group Company Limited and its controlling parties to understand the relevant investment terms and identifying any conditions that were relevant to the valuation of Hengda Investments;</li> <li>• 閱覽與恒大地產集團有限公司及其控股方訂立的協議，了解相關投資條款並識別與恒大投資估值相關的任何條件；</li> <li>• obtaining and inspecting the valuation reports prepared by the external valuer engaged by management and on which the directors' assessment of the fair value of Hengda Investments;</li> <li>• 獲取及檢查管理層委聘的外部估值師編製的估值報告，該估值報告乃董事評估恒大投資公允值的依據；</li> <li>• assessing the qualifications, experience and expertise of the external valuer;</li> <li>• 評估外部估值師的資歷、經驗及專業知識；</li> </ul>



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

### Key audit matters (continued)

### 關鍵審計事項 (續)

#### Valuation of the equity investment and derivative financial instruments arising from the agreements with Hengda Real Estate Group Company Limited and its controlling parties ("Hengda Investments")

與恒大地產集團有限公司及其控股方訂立的協議產生的股權投資及衍生金融工具（「恒大投資」）的估值

Refer to note 24 to the consolidated financial statements and the accounting policies on pages 128 to 131.

請參閱綜合財務報表附註24及第128至131頁的會計政策。

The Key Audit Matter 關鍵審核事項	How the matter was addressed in our audit 於審核中的處理方法
<p>We identified the valuation of Hengda Investments as a key audit matter because of its significance to the financial results of the Group, the degree of complexity involved in valuing the investments and the degree of judgement exercised by management in determining the inputs used in the valuation models which could have significant impact to the financial results of the Group.</p> <p>鑑於恒大投資對貴集團財務業績的重要性、該等投資估值涉及的複雜程度及管理層於釐定對貴集團財務業績可能造成重大影響的估值模型所用輸入值時作出判斷的程度，我們將恒大投資的估值確定為一項關鍵審核事項。</p>	<p>Our audit procedures to assess the valuation of Hengda Investments included the following: (continued)</p> <p>我們對恒大投資的估值進行評估的審核程序包括：(續)</p> <ul style="list-style-type: none"> <li>• engaging our internal valuation specialists to assist us in understanding, evaluating and challenging the basis of selection of valuation models adopted by the external valuer, and the key assumptions and inputs used in the valuation which required significant estimation and judgement; and</li> <li>• 讓我們的內部估值專家協助我們了解及評估外部估值師所採用的估值模型的選擇基準，以及需要作出重大估計及判斷的估值所用主要假設及輸入值，並對此提出質疑；及</li> <li>• assessing the disclosures in the consolidated financial statements in relation to the key inputs and assumptions adopted in the valuation with reference to the requirements of the prevailing accounting standards.</li> <li>• 根據現行會計準則的要求，評估綜合財務報表中有關估值所採納的主要輸入值及假設的披露。</li> </ul>



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

### Information other than the consolidated financial statements and our auditor's report thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### 綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審計委員會協助董事履行監督貴集團的財務報告過程的責任。





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

### Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照香港《公司條例》第405條的規定，僅向整體成員報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



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

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

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

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

### 核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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



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

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Ng Yu Hei.

#### KPMG

Certified Public Accountants

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
28 March 2019

### 核數師就審計綜合財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是吳宇希。

#### 畢馬威會計師事務所

執業會計師

香港中環  
遮打道十號  
太子大廈八樓  
二零一九年三月二十八日



## Consolidated Statement of Profit or Loss 綜合損益表

for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (所有金額均以港元列示)

			2018 二零一八年	2017 二零一七年 (Note) (附註)
		Notes 附註	\$'000 千元	\$'000 千元
Revenue	收益	5	16,642,765	10,254,496
Cost of sales	銷售成本		(10,671,784)	(6,703,088)
Gross profit	毛利		5,970,981	3,551,408
Other income and gains	其他收入及利得	6	877,769	566,139
Gain on disposal of subsidiaries	出售附屬公司利得	7	10,364	3,676,757
Decrease in fair value of financial assets at fair value through profit or loss, net	透過損益按公允價值計算之金融資產公允價值減少淨額	24	(849,929)	(48)
Increase in fair value of investment properties	投資物業公允價值增加	18	979,924	1,161,684
Recognition of change in fair value upon transfer to investment properties	轉撥至投資物業後確認公允價值變動	18	302,943	96,808
Selling and distribution expenses	銷售及分銷成本		(261,383)	(232,117)
Administrative expenses	行政開支		(947,784)	(884,183)
Other operating expenses	其他經營開支		(287,816)	(368,977)
Finance costs	融資成本	8	(882,699)	(747,532)
Share of profits less losses of joint ventures and associates	應佔合營公司及聯營公司溢利減虧損		1,890,638	844,743
Profit before taxation	除稅前溢利	9	6,803,008	7,664,682
Income tax expense	所得稅開支	10	(3,104,271)	(2,465,462)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>3,698,737</b>	<b>5,199,220</b>
Attributable to:	下列應佔：			
Equity shareholders of the Company	本公司權益股東		3,415,223	4,950,941
Non-controlling interests	非控股權益		283,514	248,279
			<b>3,698,737</b>	<b>5,199,220</b>
<b>Earnings per share (HK cents)</b>	<b>每股盈利 (港仙)</b>	13		
Basic	基本		41.93	63.64
Diluted	攤薄		41.87	63.42

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

附註：本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。

The notes on pages 106 to 280 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 14.

第106至280頁的附註構成該等財務報表的一部份。有關本公司權益股東應佔年內溢利應派股息之詳情，載於附註14。



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (所有金額均以港元列示)

		2018 二零一八年	2017 二零一七年
		\$'000 千元	\$'000 千元
Profit for the year	年內溢利	3,698,737	5,199,220
Other comprehensive income for the year	年內其他全面收益		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益之項目：		
- Surplus on revaluation of investment property transferred from property, plant and equipment	- 由物業、廠房及設備轉撥至投資物業重估盈餘		
- Changes in fair value	- 公允值變動	-	7,064
- Income tax effect	- 所得稅影響	-	(1,765)
		-	5,299
Items that may be reclassified subsequently to profit or loss:	期後可能重新分類至損益之項目：		
- Available for sale securities: net movement in fair value reserve (recycling) (ii)	- 可供出售證券：公允值儲備之變動淨額(可撥回) (ii)		
- Changes in fair value	- 公允值變動	-	1,154,816
- Reclassification adjustments for amounts transferred to profit or loss on disposal	- 於出售時重新分類調整而轉撥至損益之金額	-	(15,468)
- Income tax effect	- 所得稅影響	-	(284,837)
		-	854,511
- Share of other comprehensive income of joint ventures and associates	- 應佔合營公司及聯營公司其他全面收益	(235,317)	223,500
- Cumulative exchange differences reclassified to profit or loss upon disposal of subsidiaries	- 於出售附屬公司時重新分類至損益之累計匯兌差額	6,830	(93,486)
- Exchange differences on translation of foreign operations	- 換算海外業務之匯兌差額	(2,581,404)	3,323,009
		(2,809,891)	4,307,534
Other comprehensive income for the year, net of tax	年內其他全面收益，除稅後	(2,809,891)	4,312,833
Total comprehensive income for the year	年內全面收益總額	888,846	9,512,053
Attributable to:	下列應佔：		
Equity shareholders of the Company	本公司權益股東	775,332	9,000,057
Non-controlling interests	非控股權益	113,514	511,996
		888,846	9,512,053

### Notes:

- (i) The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).
- (ii) This amount arose under the accounting policies applicable prior to 1 January 2018. As part of the opening balance adjustments as at 1 January 2018 the balance of this reserve has been reclassified to retained profits. See note 2(c).

### 附註：

- (i) 本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。
- (ii) 該金額根據二零一八年一月一日之前適用之會計政策產生。作為二零一八年一月一日期初結餘調整之一部份，該儲備之結餘已重新分類至保留溢利。見附註2(c)。

The notes on pages 106 to 280 form part of these financial statements.

第106至280頁的附註構成該等財務報表的一部份。



# Consolidated Statement of Financial Position

## 綜合財務狀況表

(Expressed in Hong Kong dollars) (所有金額均以港元列示)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日 (Note) (附註)
	Notes 附註	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	4,666,465	4,746,901
Prepaid land lease payments	預付土地租賃款項	16	34,455	37,349
Goodwill	商譽	17	366,929	379,302
Investment properties	投資物業	18	29,143,111	26,939,445
Interests in associates	於聯營公司權益	22	4,951,156	4,431,186
Interests in joint ventures	於合營公司權益	23	6,215,166	4,816,707
Other financial assets	其他金融資產	24	9,077,347	10,884,868
Deferred tax assets	遞延稅項資產	34(b)	2,072,491	2,028,151
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>56,527,120</b>	<b>54,263,909</b>
<b>Current assets</b>	<b>流動資產</b>			
Biological assets	生物資產	25	1,537	333
Completed properties held for sale	持作待售之已落成物業	19	6,265,723	5,977,395
Properties under development	發展中物業	20	38,097,509	39,710,990
Inventories	存貨	26	131,885	115,699
Trade receivables	應收賬款	27	578,468	371,047
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	28	3,759,648	3,799,165
Other financial assets	其他金融資產	24	3,068	4,517
Restricted cash	受限制現金	29	2,822,965	1,817,022
Cash and cash equivalents	現金及現金等價物	29	9,832,226	11,167,070
<b>Total current assets</b>	<b>流動資產總額</b>		<b>61,493,029</b>	<b>62,963,238</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	30	5,898,502	8,137,680
Trade payables	應付賬款	31	1,956,668	1,622,921
Other payables and accruals	其他應付款項及應計費用	32	12,162,041	22,522,866
Contract liabilities	合約負債	33	11,232,109	–
Due to the immediate holding company	應付直接控股公司款項	42(c)	1,233,548	1,359,741
Due to the ultimate holding company	應付最終控股公司款項	42(c)	4,734,953	5,107,312
Tax payable	應付稅項	34(a)	7,251,663	7,973,704
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>44,469,484</b>	<b>46,724,224</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>17,023,545</b>	<b>16,239,014</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>73,550,665</b>	<b>70,502,923</b>



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

(Expressed in Hong Kong dollars) (所有金額均以港元列示)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日 (Note) (附註)
	Notes 附註	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	30	19,362,263	14,765,566
Deferred income	遞延收入	35	22,881	28,187
Due to the immediate holding company	應付直接控股公司款項	42(c)	–	781,549
Deferred tax liabilities	遞延稅項負債	34(b)	8,721,825	9,826,789
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>28,106,969</b>	25,402,091
<b>Net assets</b>	<b>資產淨值</b>		<b>45,443,696</b>	45,100,832
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	37(b)	20,688,259	19,712,476
Reserves	儲備	37(c)	21,015,716	21,755,765
Total equity attributable to equity of shareholders of the Company	本公司權益股東應佔權益總額		41,703,975	41,468,241
Non-controlling interests	非控股權益		3,739,721	3,632,591
<b>Total equity</b>	<b>權益總額</b>		<b>45,443,696</b>	45,100,832

Approved and authorised for issue by the board of directors on 28 March 2019.

董事會於二零一九年三月二十八日批准及授權刊發。

Huang Wei

黃偉

Director

董事

Liu Chong

劉崇

Director

董事

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

附註：本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。

The notes on pages 106 to 280 form part of these financial statements.

第106至280頁的附註構成該等財務報表的一部份。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (所有金額均以港元列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Share capital	Other reserve	Share option reserve	Capital reserve	Asset revaluation reserve	Fair value reserve (recycling)	Statutory reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	其他儲備	購股權儲備	資本儲備	資產重估儲備	公允價值儲備 (可撥回)	法定儲備	匯兌變動儲備	保留溢利	總額	非控股權益	權益總額
Notes		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
附註		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	19,712,476	(268,552)	52,330	59,019	219,851	865,997	2,987,746	1,714,470	16,124,904	41,468,241	3,632,591	45,100,832
Impact on initial application of HKFRS 15	初始應用香港財務報告準則第15號之影響	2(c)	-	-	-	-	-	-	-	(8,286)	(8,286)	-	(8,286)
Impact on initial application of HKFRS 9	初始應用香港財務報告準則第9號之影響	2(c)	-	-	-	-	(865,997)	-	-	666,717	(199,280)	(49,562)	(248,842)
Adjusted balance at 1 January 2018	於二零一八年一月一日之經調整結餘	19,712,476	(268,552)	52,330	59,019	219,851	-	2,987,746	1,714,470	16,783,335	41,260,675	3,583,029	44,843,704
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	3,415,223	3,415,223	283,514	3,698,737
Other comprehensive income for the year:	年內其他全面收益:												
Share of other comprehensive income of joint ventures and associates	應佔合營公司及聯營公司其他全面收益	-	-	-	-	-	-	-	(235,317)	-	(235,317)	-	(235,317)
Cumulative exchange differences reclassified to profit or loss upon disposal of subsidiaries	於出售附屬公司時重新分類至損益之累計匯兌差額	-	-	-	-	-	-	-	6,830	-	6,830	-	6,830
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	-	(2,411,404)	-	(2,411,404)	(170,000)	(2,581,404)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	(2,639,891)	3,415,223	775,332	113,514	888,846
Final 2017 dividends	二零一七年末期股息	14	549,527	-	-	-	-	-	-	(886,449)	(336,922)	-	(336,922)
Interim 2018 dividends	二零一八年中期股息	14	390,163	-	-	-	-	-	-	(576,223)	(186,060)	-	(186,060)
Capital contribution from non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	-	-	-	-	239,673	239,673
Share of other changes in equity of an associate	應佔一間聯營公司權益之其他變動	-	136,105	-	-	-	-	-	-	-	136,105	-	136,105
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	(18,005)	-	-	(18,005)	(82,261)	(100,266)
Exercise of share options	行使購股權	36(b)(ii)	36,093	-	(5,373)	-	-	-	-	-	30,720	-	30,720
Equity-settled share option expense	以股本支付之購股權開支	36(b)(i)	-	-	42,130	-	-	-	-	-	42,130	-	42,130
Dividends declared to non-controlling shareholders	向非控股股東宣派之股息	-	-	-	-	-	-	-	-	-	-	(114,234)	(114,234)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	-	405,263	-	(405,263)	-	-	-
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	20,688,259	(132,447)	89,087	59,019	219,851	-	3,375,004	(925,421)	18,330,623	41,703,975	3,739,721	45,443,696





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

for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (所有金額均以港元列示)

		Attributable to equity shareholders of the Company 本公司權益股東應佔											
		Share capital	Other reserve	Share option reserve	Capital reserve	Asset revaluation reserve	Fair value reserve (recycling)	Statutory reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	其他儲備	購股權儲備	資本儲備	資產重估儲備	公允價值儲備(可撥回)	法定儲備	匯兌變動儲備	保留溢利	總額	非控股權益	權益總額
Notes		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
附註		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Balance at 1 January 2017	於二零一七年一月一日之結餘	18,281,191	(208,140)	62,247	59,019	216,142	11,486	2,104,245	(1,476,426)	13,761,049	32,810,813	3,410,121	36,220,934
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	4,950,941	4,950,941	248,279	5,199,220
Other comprehensive income for the year:	年內其他全面收益：												
Changes in fair value of available-for-sale investments, net of tax	可供出售投資之公允價值變動，除稅後	-	-	-	-	-	866,112	-	-	-	866,112	-	866,112
Disposal of available-for-sale investments, net of tax	出售可供出售投資，除稅後	-	-	-	-	-	(11,601)	-	-	-	(11,601)	-	(11,601)
Surplus on revaluation of investment property transferred from property, plant and equipment	由物業、廠房及設備轉撥至投資物業重估盈餘	-	-	-	-	3,709	-	-	-	-	3,709	1,590	5,299
Share of other comprehensive income of joint ventures and associates	應佔合營公司及聯營公司其他全面收益	-	-	-	-	-	-	-	223,500	-	223,500	-	223,500
Cumulative exchange differences reclassified to profit or loss upon disposal of subsidiaries	於出售附屬公司時重新分類至損益之累計匯兌差額	-	-	-	-	-	-	-	(93,486)	-	(93,486)	-	(93,486)
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	-	3,060,882	-	3,060,882	262,127	3,323,009
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	3,709	854,511	-	3,190,896	4,950,941	9,000,057	511,996	9,512,053
Final 2016 dividends	二零一六年末期股息 14	902,721	-	-	-	-	-	-	-	(1,150,449)	(247,728)	-	(247,728)
Interim 2017 dividends	二零一七年年中期股息 14	346,418	-	-	-	-	-	-	-	(556,503)	(210,085)	-	(210,085)
Acquisition of non-controlling interests	收購非控股權益	-	(60,412)	-	-	-	-	-	-	-	(60,412)	19,914	(40,498)
Exercise of share options	行使購股權 36(b)(ii)	182,146	-	(29,417)	-	-	-	-	-	-	152,729	-	152,729
Lapsed and surrender of share options	已失效及交回購股權	-	-	(3,367)	-	-	-	-	-	3,367	-	-	-
Equity-settled share option expense	以股本支付之購股權開支 36(b)(i)	-	-	22,867	-	-	-	-	-	-	22,867	-	22,867
Dividends declared to non-controlling shareholders	向非控股股東宣派之股息	-	-	-	-	-	-	-	-	-	-	(309,440)	(309,440)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	-	883,501	-	(883,501)	-	-	-
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	19,712,476	(268,552)	52,330	59,019	219,851	865,997	2,987,746	1,714,470	16,124,904	41,468,241	3,632,591	45,100,832

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

附註：本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。



## Consolidated Cash Flow Statement 綜合現金流量表

for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (所有金額均以港元列示)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日 (Note) (附註)
		Notes 附註	\$'000 千元	\$'000 千元
<b>Operating activities</b>	<b>經營活動</b>			
Cash generated from operations	經營業務產生之現金	29(b)	4,875,680	577,987
Interest paid	已付利息		(1,696,315)	(1,211,697)
Mainland China taxes paid	已付中國大陸稅項		(4,338,289)	(3,791,994)
<b>Net cash flows used in operating activities</b>	<b>經營活動所用之現金流量淨值</b>		<b>(1,158,924)</b>	<b>(4,425,704)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Interest received	已收利息		217,971	284,074
Proceed from disposal of other financial assets	出售其他金融資產所得款項		–	27,678
Dividends received from equity investments	已收股權投資股息		594,840	–
Dividends received from associates	已收聯營公司股息		221,965	144,448
Dividends received from joint ventures	已收合營公司股息		11,133	165,153
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項		12,697	69,408
Proceeds from disposal of investment properties	出售投資物業所得款項		–	1,763
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目		(315,236)	(854,035)
Acquisition of non-controlling shareholders	收購非控股股東		–	(40,498)
Net cash inflow from disposal of subsidiaries	出售附屬公司現金流入淨額		–	6,595,393
Purchases of other financial assets	購入其他金融資產		–	(6,337,100)
Additions to investment properties	投資物業增加		(460,146)	(711,161)
Acquisition of an associate	收購一間聯營公司		(5,592)	(598)
Additions of joint ventures	合營公司添置		(22,794)	–
Additions to interests in joint ventures	於合營公司權益增加		(570,537)	(39,478)
Net increase in loans to associates	給予聯營公司之貸款增加淨額		(16,202)	–
Net increase in loans to joint ventures	給予合營公司之貸款增加淨額		(1,062,624)	(955,158)
<b>Net cash flows used in investing activities</b>	<b>投資活動所用之現金流量淨值</b>		<b>(1,394,525)</b>	<b>(1,650,111)</b>



## Consolidated Cash Flow Statement 綜合現金流量表

for the year ended 31 December 2018 截至二零一八年十二月三十一日止年度  
(Expressed in Hong Kong dollars) (所有金額均以港元列示)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日 (Note) (附註)
	Notes 附註	\$'000 千元	\$'000 千元	\$'000 千元
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from shares issued under share option scheme	根據購股權計劃已發行股份所得款項	36(b)(ii)	30,720	152,729
Dividends paid	已付股息	14	(522,982)	(457,813)
Dividends paid to non-controlling shareholders	支付非控股股東之股息		(57,169)	(299,600)
Proceeds from loans from related parties	關聯方貸款所得款項	29(c)	8,983,264	8,638,157
Repayment of loans from related parties	償還關聯方貸款	29(c)	(9,698,987)	(3,986,375)
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	29(c)	17,893,937	11,069,920
Repayment of bank and other borrowings	償還銀行及其他借貸	29(c)	(14,964,514)	(8,401,839)
<b>Net cash flows generated from financing activities</b>	<b>融資活動產生之現金流量淨值</b>		<b>1,664,269</b>	<b>6,715,179</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物 (減少)/增加淨值</b>		<b>(889,180)</b>	<b>639,364</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>年初之現金及現金等價物</b>		<b>11,167,070</b>	<b>9,859,526</b>
<b>Effect of foreign exchange rate changes, net</b>	<b>外幣匯率變動影響淨值</b>		<b>(445,664)</b>	<b>668,180</b>
<b>Cash and cash equivalents at end of year</b>	<b>年末之現金及現金等價物</b>	29(a)	<b>9,832,226</b>	<b>11,167,070</b>

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

附註：本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。

The notes on pages 106 to 280 form part of these financial statements.

第106至280頁的附註構成該等財務報表的一部份。



# Notes to the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 1 Corporate information

Shenzhen Investment Limited (“the Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Kowloon, Hong Kong. The principal activities of the Company and its subsidiaries (collectively referred to as “the Group”) are described in note 4.

In the opinion of the directors, the immediate holding company of the Company is Shum Yip Holdings Company Limited (“Shum Yip Holdings”, 深業(集團)有限公司), which is a private company incorporated in Hong Kong. The ultimate holding company of the Company is 深業集團有限公司 (“Shum Yip Group”), which is a state-owned company established in Shenzhen, the People’s Republic of China (the “PRC”).

### 2 Significant accounting policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basic of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries and the Group’s interests in associates and joint ventures.

### 1 公司資料

深圳控股有限公司(「本公司」)為一間於香港註冊成立之有限責任公司。本公司之註冊辦事處位於香港九龍科學館道9號新東海商業中心8樓。本公司及其附屬公司(統稱為「本集團」)之主要業務於附註4內概述。

董事認為，本公司之直接控股公司為於香港註冊成立之私人公司－深業(集團)有限公司(「深業(集團)」)。本公司之最終控股公司為於中華人民共和國(「中國」)深圳成立之國有公司－深業集團有限公司(「深業集團」)。

### 2 主要會計政策

#### (a) 合規聲明

該等財務報表已根據香港財務報告準則(「香港財務報告準則」)的所有相關規定編製。香港財務報告準則整體包括香港會計師公會(「香港會計師公會」)頒佈的所有個別適用的香港財務報告準則、香港會計準則(「香港會計準則」)和詮釋、香港公認會計原則及香港公司條例的規定。該等財務報表亦符合香港聯合交易所有限公司(「聯交所」)證券上市規則相關披露規定。本集團採用的主要會計政策披露於下文。

香港會計師公會頒佈若干於本集團本會計期間首次生效或可供提前採納之新訂及經修訂香港財務報告準則。附註2(c)提供因初次應用該等修訂(以本期間及過往會計期間於該等財務報表內反映之與本集團有關者為限)而引致之會計政策任何變動之資料。

#### (b) 財務報表之編製基準

截至二零一八年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司及本集團於聯營公司及合營公司之權益。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (b) Basic of preparation of the financial statements (continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investment properties (see note 2(h));
- leasehold land and buildings within property, plant and equipment (see note 2(i));
- derivative financial instruments (see note 2(g)(i));
- equity investments (see note 2(g)(ii)); and
- biological assets (see note 2(m)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

### 2 主要會計政策 (續)

#### (b) 財務報表之編製基準 (續)

編製財務報表使用之計量基準為歷史成本基準，惟下列資產及負債按其公允值列賬（如下文所載會計政策內闡述）者除外：

- 投資物業（參閱附註2(h)）；
- 物業、廠房及設備項下之租賃土地及樓宇（參閱附註2(i)）；
- 衍生金融工具（參閱附註2(g)(i)）；
- 股權投資（參閱附註2(g)(ii)）；及
- 生物資產（參閱附註2(m)）。

編製符合香港財務報告準則的財務報表需要管理層作出影響政策應用及資產、負債、收入及開支之報告金額的判斷、估計及假設。估計及相關假設以過往經驗及多項被視為於當時情況下合理的其他因素為依據，而各種情況的結果形成對無其他資料來源的資產及負債的賬面值作出判斷的依據。實際結果可能有別於此等估算。

本集團持續審閱該等估計及相關假設。對會計估計進行修訂時，倘修訂僅影響該期間，則修訂會於修訂估計的期間內確認；或倘修訂同時影響當期及未來期間，則會於修訂期間及未來期間確認。

管理層在應用香港財務報告準則中作出的對財務報表有重大影響的判斷及估計不明確性的主要來源在附註3內討論。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (c) Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements.

- (i) HKFRS 9, *Financial instruments*
- (ii) HKFRS 15, *Revenue from contracts with customers*
- (iii) HK(IFRIC) 22, *Foreign currency transactions and advance consideration*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to HKFRS 9, *Prepayment features with negative compensation* which have been adopted at the same time as HKFRS 9.

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 January 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 January 2018. Therefore, comparative information continues to be reported under HKAS 39.

#### 2 主要會計政策 (續)

##### (c) 會計政策之變動

香港會計師公會已頒佈在本集團本會計期間首次生效之多項新訂香港財務報告準則及香港財務報告準則之修訂。當中，下列更新與本集團之財務報表有關。

- (i) 香港財務報告準則第9號，*金融工具*
- (ii) 香港財務報告準則第15號，*客戶合約收益*
- (iii) 香港（國際財務報告詮釋委員會）詮釋第22號，*外幣交易及預付代價*

本集團並無應用於本會計期間尚未生效之任何新訂準則或詮釋，惟香港財務報告準則第9號之修訂，*具有反向補償的提前償付特徵*除外，其已於採納香港財務報告準則第9號時同時採納。

- (i) *香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵*

香港財務報告準則第9號取代香港會計準則第39號，*金融工具：確認及計量*。該準則列出確認及計量金融資產、金融負債及若干買賣非金融項目合約的規定。

本集團已根據過渡性規定對二零一八年一月一日存在的項目追溯性應用香港財務報告準則第9號。本集團已確認初始應用的累計影響作為對二零一八年一月一日的期初權益調整。因此，比較資料仍根據香港會計準則第39號列報。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

- (i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

The following table summarises the impact of transition to HKFRS 9 on retained profits and reserves and the related tax impact at 1 January 2018.

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)

下表概述於二零一八年一月一日適用香港財務報告準則第9號對保留溢利及儲備及其相關稅務影響。

		\$'000 千元
<b>Retained profits</b>	<b>保留溢利</b>	
Transferred from fair value reserve (recycling) relating to financial assets now measured at fair value through profit or loss (FVPL)	轉撥自現時透過損益按公允值計算之金融資產之相關公允值儲備 (可撥回)	865,997
Recognition of additional expected credit losses on financial assets measured at amortised cost:	確認按攤銷成本計量之金融資產的額外預期信用損失：	(262,342)
Related tax	相關稅項	63,062
Net increase in retained profits at 1 January 2018	於二零一八年一月一日之保留溢利增加淨值	666,717
<b>Fair value reserve (recycling)</b>	<b>公允值儲備 (可撥回)</b>	
Transferred to retained profits relating to financial assets now measured at FVPL	轉撥至現時透過損益按公允值計算之金融資產之相關保留溢利	(865,997)
Net decrease in fair value reserve (recycling) at 1 January 2018	於二零一八年一月一日之公允值儲備 (可撥回) 減少淨值	(865,997)
<b>Non-controlling interests</b>	<b>非控股權益</b>	
Recognition of additional expected credit losses on financial assets measured at amortised cost and decrease in non-controlling interests at 1 January 2018	於二零一八年一月一日之對按攤銷成本計量之金融資產確認額外預期信用損失及非控股權益減少	(49,562)



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

- a. Classification of financial assets and financial liabilities  
HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics. Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

The following table shows the original measurement categories for each class of the Group's financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

#### 2 主要會計政策 (續)

##### (c) 會計政策之變動 (續)

- (i) *香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)*

有關該等變動的性質及其對過往會計政策的影響及過渡方法之進一步詳情載列如下：

- a. 金融資產及金融負債之分類  
香港財務報告準則第9號將金融資產分類為三個主要類別：以攤銷成本計量，透過其他全面收益按公允值計算及透過損益按公允值計算。這些取代了香港會計準則第39號的持有至到期投資、貸款及應收款項，可出售金融資產及透過損益按公允值計算之金融資產類別。根據香港財務報告準則第9號，金融資產的分類按管理金融資產的業務模式及其合約現金流量的特性釐定。根據香港財務報告準則第9號，包含嵌入衍生工具的主合約為準則範圍內的金融資產，則嵌入衍生工具並不與主合約分拆。相反，該混合金融工具將作為一個整體考慮分類。

下表列示本集團根據香港會計準則第39號釐定之各類金融資產的原計量類別，並將根據香港會計準則第39號釐定之金融資產賬面值與根據香港財務報告準則第9號釐定者進行對賬。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

- (i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

#### a. Classification of financial assets and financial liabilities (continued)

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)

#### a. 金融資產及金融負債之分類 (續)

		HKAS 39 carrying amount at 31 December 2017	Reclassification	Remeasurement	HKFRS 9 carrying amount at 1 January 2018
		根據香港會計準則 第39號於二零一七年 十二月三十一日 的賬面值	重新分類	重新計量	根據 香港財務報告準則 第9號於二零一八年 一月一日的賬面值
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
<b>Financial assets carried at amortised cost</b>	<b>按攤銷成本列賬之金融資產</b>				
Restricted cash	受限制現金	1,817,022	-	-	1,817,022
Cash and cash equivalents	現金及現金等價物	11,167,070	-	-	11,167,070
Other long term assets within "Other financial assets"	「其他金融資產」內之其他長期資產	3,015,861	-	(128,890)	2,886,971
Trade receivables	應收賬款	371,047	-	(40,023)	331,024
Other receivables and loans to related parties	其他應收款項及給予關聯方之貸款	2,416,178	-	(159,511)	2,256,667
		18,787,178	-	(328,424)	18,458,754
<b>Financial assets measured at FVOCI (non-recyclable)</b>	<b>透過其他全面收益按公允值計算之金融資產 (不可撥回)</b>				
Unlisted equity investments in mainland China (note (i))	於中國內地之非上市股本投資 (附註(i))	-	62,268	-	62,268
<b>Financial assets carried at FVPL</b>	<b>透過損益按公允值計算之金融資產</b>				
Unlisted equity investments in mainland China (note (i))	於中國內地之非上市股本投資 (附註(i))	-	7,698,699	-	7,698,699
Listed equity investments in mainland China (note (ii))	於中國內地之上市股本投資 (附註(ii))	-	37,591	-	37,591
Equity investments at fair value through profit or loss (note (iii))	透過損益按公允值計算之股本投資 (附註(iii))	4,517	-	-	4,517
Derivative financial instruments (note (iii))	衍生金融工具 (附註(iii))	70,449	-	-	70,449
		74,966	7,736,290	-	7,811,256
<b>Financial assets classified as available-for-sale under HKAS 39 (notes (i) and (ii))</b>	<b>根據香港會計準則第39號分類為可供出售金融資產 (附註(i)及(ii))</b>	7,798,558	(7,798,558)	-	-



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

- (i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

#### a. Classification of financial assets and financial liabilities (continued)

Notes:

- (i) Under HKAS 39, unlisted equity investments in mainland China of \$7,760,967,000 not held for trading were classified as available-for-sale financial assets. At 1 January 2018, these unlisted equity investments in mainland China are classified as FVPL under HKFRS 9, except \$62,268,000 which are eligible for and designated at FVOCI (non-recyclable).
- (ii) Under HKAS 39, listed equity investments in mainland China of \$37,591,000 were classified as available-for-sale financial assets. They are classified as at FVPL under HKFRS 9.
- (iii) Equity investments at fair value through profit or loss and derivative financial instruments were classified as financial assets at FVPL under HKAS 39. These assets continue to be measured at FVPL under HKFRS 9.

## 2 主要會計政策 (續)

### (c) 會計政策之變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)

#### a. 金融資產及金融負債之分類 (續)

附註：

- (i) 根據香港會計準則第39號，並非持作買賣之於中國內地之非上市股本投資7,760,967,000元乃分類為可供出售金融資產。於二零一八年一月一日，該等於中國內地之非上市股本投資乃根據香港財務報告準則第9號分類為透過損益按公允值計算之金融資產，除62,268,000元合資格並被指定為透過其他全面收益按公允值計算之金融資產 (不可撥回) 外。
- (ii) 根據香港會計準則第39號，於中國內地之上市股本投資37,591,000元乃分類為可供出售金融資產。該等投資根據香港財務報告準則第9號分類為透過損益按公允值計算之金融資產。
- (iii) 透過損益按公允值計算之股本投資及衍生金融工具根據香港會計準則第39號分類為透過損益按公允值計算之金融資產。該等資產根據香港財務報告準則第9號繼續透過損益按公允值計算。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

a. Classification of financial assets and financial liabilities (continued)

For an explanation of how the Group classifies and measures financial assets and recognises related gains and losses under HKFRS 9, see respective accounting policy notes in notes 2(g), 2(k)(i), 2(o) and 2(r).

The measurement categories for all financial liabilities remain the same, except for financial guarantee contracts issued (see note 2(k)(ii)). The carrying amounts for all financial liabilities at 1 January 2018 have not been impacted by the initial application of HKFRS 9.

The Group did not designate or de-designate any financial asset or financial liability at FVPL at 1 January 2018.

As a result of this change in accounting policy, the balance of fair value reserve (recycling) of \$865,997,000 has been reclassified to retained profits as an opening adjustment at 1 January 2018.

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

- (i) *香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)*

a. 金融資產及金融負債之分類 (續)

有關本集團如何根據香港財務報告準則第9號分類及計量金融資產及確認有關收益及虧損之說明，請參閱附註2(g)、2(k)(i)、2(o)及2(r)所載有關會計政策附註。

除已簽發財務擔保合約外(參閱附註2(k)(ii))，所有金融負債之計量類別保持相同。於二零一八年一月一日之所有金融負債之賬面值尚未受到初始應用香港財務報告準則第9號之影響。

本集團於二零一八年一月一日並無指定或並無撤銷指定任何金融資產或金融負債透過損益按公允值計算。

由於會計政策之變動，公允值儲備(可撥回)結餘865,997,000元已重新分類至保留溢利，作為於二零一八年一月一日之期初調整。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (c) Changes in accounting policies (continued)

- (i) HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)

##### b. Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit loss” (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to financial assets measured at amortised cost (including restricted cash, cash and cash equivalents, trade receivables, other long-term assets within “Other financial assets”, other receivables and loans to related parties included in prepayment, deposits and other receivables).

For further details on the Group’s accounting policy for accounting for credit losses, see note 2(k)(i) and (ii).

The following table reconciles the closing loss allowance determined in accordance with HKAS 39 as at 31 December 2017 with the opening loss allowance determined in accordance with HKFRS 9 as at 1 January 2018.

#### 2 主要會計政策 (續)

##### (c) 會計政策之變動 (續)

- (i) 香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)

##### b. 信用損失

香港財務報告準則第9號用「預期信用損失」(「預期信用損失」) 模式取代香港會計準則第39號之「已發生損失」模式。預期信用損失模式要求持續計量金融資產相關之信貸風險，因此確認預期信用損失早於根據香港會計準則第39號確認「已發生損失」會計模式。

本集團對按攤銷成本計量之金融資產(包括受限制現金、現金及現金等價物、應收賬款、「其他金融資產」內之其他長期資產、預付款項、訂金及其他應收款項下包含之其他應收款及給予關聯方貸款) 應用新預期信用損失模式。

有關本集團對信用損失會計處理之會計政策之進一步詳情，請參與附註2(k)(i)及(ii)。

下表為根據香港會計準則第39號於二零一七年十二月三十一日釐定之期末損失撥備與根據香港財務報告準則第9號於二零一八年一月一日釐定之期初損失撥備之對賬。

		\$'000 千元
Loss allowance at 31 December 2017 under HKAS 39	根據香港會計準則第39號於二零一七年十二月三十一日之損失撥備	34,155
Additional credit loss recognised at 1 January 2018 on:	於二零一八年一月一日就以下各項確認之額外信用損失：	
Other long-term assets within “Other financial assets”	「其他金融資產」內之其他長期資產	128,890
Trade receivables	應收賬款	40,023
Other receivables and loans to related parties	其他應收款項及給予關聯方之貸款	159,511
Loss allowance at 1 January 2018 under HKFRS 9	根據香港財務報告準則第9號於二零一八年一月一日之損失撥備	362,579



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

- (i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation (continued)*

#### c. Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in retained profits and reserves as at 1 January 2018. Accordingly, the information presented for 2017 continues to be reported under HKAS 39 and thus may not be comparable with the current period.
- The following assessments have been made on the basis of the facts and circumstances that existed at 1 January 2018 (the date of initial application of HKFRS 9 by the Group):
  - the determination of the business model within which a financial asset is held; and
  - the designation of certain investments in equity instruments not held for trading to be classified as at FVOCI (non-recycling).
- If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

- (i) *香港財務報告準則第9號，金融工具，包括對香港財務報告準則第9號的修訂，具有反向補償的提前償付特徵 (續)*

#### c. 過渡

採納香港財務報告準則第9號導致之會計政策變動已作出追溯性應用，惟下文所述者除外：

- 有關比較期間的資料並無重列。於二零一八年一月一日，因採納香港財務報告準則第9號而引致的金融資產賬面值差額，於保留溢利及儲備確認。因此，已呈列的二零一七年資料繼續根據香港會計準則第39號報告，未必可與本期間的資料比較。
- 以下評估乃按於二零一八年一月一日（本集團首次應用香港財務報告準則第9號的日期）已存在的事實及情況為基準而作出：
  - 釐定所持金融資產的業務模式；及
  - 指定若干並非持作買賣之股本工具投資分類為透過其他全面收益按公允值計算（不可撥回）類別。
- 於首次應用日期，倘評估自初始確認後判斷信貸風險是否顯著增加會涉及不必要的成本或工作，則確認該金融工具的全期預期信用損失。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, Revenue, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specified the accounting for construction contracts.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Group has elected to use the cumulative effect transition method and has recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2018. Therefore, comparative information has not been restated and continues to be reported under HKASs 11 and 18. As allowed by HKFRS 15, the Group has applied the new requirements only to contracts that were not completed before 1 January 2018.

The following table summarises the impact of transition to HKFRS 15 on retained profits and the related tax impact at 1 January 2018:

		\$'000 千元
<b>Retained profits</b>	<b>保留溢利</b>	
Finance costs	融資成本	11,048
Related tax	相關稅項	(2,762)
Net decrease in retained profits at 1 January 2018	於二零一八年一月一日之 保留溢利減少淨值	8,286

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

##### (ii) 香港財務報告準則第15號，客戶合約收益

香港財務報告準則第15號建立了一個綜合框架確認客戶合約收益及合約成本。香港財務報告準則第15號取代香港會計準則第18號，收益，其涵蓋銷售貨物及提供服務產生的收益，及香港會計準則第11號，建造合約，其指定建造合約的會計處理。

香港財務報告準則第15號亦引入額外定性及定量披露規定，旨在讓財務報表使用者了解客戶合約所產生的收益及現金流量的性質、金額、時間及不確定性。

本集團已選擇使用累計影響過渡法並已確認首次應用的累計影響，作為對二零一八年一月一日權益期初結餘的調整。因此，對比資料未經重列並繼續根據香港會計準則第11號及香港會計準則第18號予以呈報。在香港財務報告準則第15號許可範圍內，本集團僅對於二零一八年一月一日之前尚未完成的合約採用新規定。

下表概述適用香港財務報告準則第15號對二零一八年一月一日保留溢利及其相關稅務影響：



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) HKFRS 15, Revenue from contracts with customers (continued)

Further details of the nature and effect of the changes on previous accounting policies are set out below:

##### a. Timing of revenue recognition

Previously, revenue arising from construction contracts and provision of services was recognised over time, whereas revenue from sale of goods was generally recognised at a point in time when the risks and rewards of ownership of the goods had passed to the customers.

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised good or service is regarded as being transferred over time:

- A. When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- B. When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- C. When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that is considered in determining when the transfer of control occurs.

#### (c) 會計政策之變動 (續)

##### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

有關該等變動的性質及其對過往會計政策的影響的進一步詳情載列如下：

##### a. 收益確認時間

過往，建造合約及提供服務產生之收益隨時間確認，而銷售貨物之收益一般於貨物所有權風險及回報轉移至客戶時確認。

根據香港財務報告準則第15號，當客戶獲得合約中所承諾之商品或服務的控制時，確認收益。這可能是單一時間點或按時間進度。香港財務報告準則第15號已識別所許諾的商品或服務的控制權視為已按時間基準轉移的三種情況：

- A. 當實體在履約時，客戶同時獲得及消費該實體履約提供的收益；
- B. 當實體履約時創建或改良一項由客戶享有控制權的資產（例如在建工程）；
- C. 當實體通過履約創建對於其本身並不具有其他替代用途的資產，及實體有權就迄今所完成的履約獲得付款。

如合約條款及實體活動並不屬於該等三種情況的任何一種，則根據香港財務報告準則第15號規定，該實體就銷售商品或服務按單個時間點（即控制權已轉移時）確認收入。所有權的風險及回報的轉移僅為釐定何時發生控制權轉移時將會考慮的指標之一。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (c) Changes in accounting policies (continued)

###### (ii) HKFRS 15, Revenue from contracts with customers (continued)

###### a. Timing of revenue recognition (continued)

The adoption of HKFRS 15 does not have a significant impact on when the Group recognises revenue from sales of properties, provision of construction services and provision of management services.

###### b. Significant financing component

HKFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance of revenue recognition or significantly deferred.

Previously, the Group only applied such a policy when payments were significantly deferred, which was not common in the Group's arrangements with its customers. The Group did not apply such a policy when payments were received in advance.

It is not common for the Group to receive payments significantly in advance of revenue recognition in the Group's arrangements with its customers, with the exception of when residential properties are marketed by the Group while the property is still under construction. In this situation, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing, rather than upon the time when the properties are hand-over to the customer.

#### 2 主要會計政策 (續)

##### (c) 會計政策之變動 (續)

###### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

###### a. 收益確認時間 (續)

採納香港財務報告準則第15號對本集團何時確認來自銷售物業、提供建造服務及提供管理服務的收益並無重大影響。

###### b. 重大融資成分

香港財務報告準則第15號要求一個實體在合約含有重大融資成分時調整貨幣時間價值的交易價格，不論客戶的付款是明顯提前於收益確認收到還是明顯拖欠款項。

過往，本集團僅在付款明顯延期的情況下應用此政策，這在本集團與客戶的安排並不常見。倘事先收到付款，本集團不會採納有關政策。

根據本集團與客戶的安排，本集團通常不會明顯提前於收益確認收到付款，惟本集團推廣銷售在建住宅物業的情況除外。在其此情況下，本集團可能根據市況給予客戶低於所報售價的折扣，前提條件是客戶同意於在建期間而非物業轉交予客戶時提前支付代價結餘。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) HKFRS 15, Revenue from contracts with customers (continued)

#### b. Significant financing component (continued)

Where payment schemes include a significant financing component, the transaction price is adjusted to separately account for this component. In the case of payments in advance, such adjustment results in interest expense being accrued by the Group to reflect the effect of the financing benefit obtained by the Group from the customers during the period between the payment date and the completion date of legal assignment. This accrual increases the amount of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, *Borrowing costs*, in accordance with the policies set out in note 2(x).

As a result of this change in policy, the Group has made adjustments which increased properties under development by \$295,577,000 and contract liabilities by \$303,863,000 at 1 January 2018. As not all of the accrued interest was eligible to be capitalised into projects still under construction, this change in policy decreased retained profits as at 1 January 2018 by \$8,286,000.

#### c. Sales commissions payable related to property sales contracts

The Group previously recognised sales commissions payable related to property sales contracts as selling and distribution expenses when they were incurred. Under HKFRS 15, the Group is required to capitalise these sales commissions as costs of obtaining contracts when they are incremental and are expected to be recovered, unless the expected amortisation period is one year or less from the date of initial recognition of the asset, in which case the sales commissions can be expensed when incurred. Capitalised commissions are charged to profit or loss when the revenue from the related property sale is recognised and are included as selling and distribution expenses at that time.

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

##### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

#### b. 重大融資成分 (續)

倘付款計劃包含重大融資成分，則交易價須進行調整並就此成分單獨列賬。就預付款而言，該調整導致本集團估算利息開支，以反映於付款日到法定轉讓完成日期間由本集團自客戶獲得的融資收入的影響。該估算增加了建設期間的合約負債金額，並因此增加了已竣工物業控制權轉讓給客戶時確認的收益金額。除非利息根據附註2(x)所載會計政策，可根據香港會計準則第23號，*借貸成本*資本化，否則其按應計費用列賬。

由於該政策之變動，本集團已作出調整，導致於二零一八年一月一日發展中物業增加295,577,000元及合約負債增加303,863,000元。由於並非所有應計利息合資格撥作仍在建項目的資本，該政策變動導致於二零一八年一月一日之保留溢利減少8,286,000元。

#### c. 與物業銷售合約有關的應付銷售佣金

本集團先前於產生時將與物業銷售合約有關的應付銷售佣金確認為銷售及分銷成本。根據香港財務報告準則第15號，本集團須將銷售佣金資本化為取得合約的成本(當其為增量並預期將予以收回)，除非預期攤銷期與首次確認資產日期相隔一年或不足一年，在此情況下，銷售佣金可於發生時計入費用。當相關物業銷售收益確認時，經資本化佣金計入損益並以當時的銷售及分銷成本入賬。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (c) Changes in accounting policies (continued)

###### (ii) HKFRS 15, Revenue from contracts with customers (continued)

###### c. Sales commissions payable related to property sales contracts (continued)

This change in accounting policy had no material impact on opening balances as at 1 January 2018 because the expected amortisation period is one year or less from the date of initial recognition of assets and the Group applied the practical expedients under HKFRS 15 to recognise under sales commissions as expense when incurred.

###### d. Presentation of contract assets and liabilities

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue (see note 2(v)) before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

To reflect these changes in presentation, the Group has made the following adjustments at 1 January 2018, as a result of the adoption of HKFRS 15, receipts in advance amounting to \$8,850,463,000 which used to be included in "Other payables and accruals", are now included under contract liabilities.

#### 2 主要會計政策 (續)

##### (c) 會計政策之變動 (續)

###### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

###### c. 與物業銷售合約有關的應付銷售佣金 (續)

該項會計政策變動對二零一八年一月一日之期初結餘無重大影響，原因是預期攤銷期與首次確認資產日期相隔一年或不足一年及本集團於產生時根據香港財務報告準則第15號採用實用方法於銷售佣金項下確認為費用。

###### d. 合約資產及負債的列示

根據香港財務報告準則第15號，應收款項僅於本集團擁有無條件權利收取代價時確認。倘本集團於擁有無條件權利收取合約中已承諾貨物及服務的代價前確認相關收益(參閱附註2(v))，則收取代價的權利分類為合約資產。同樣，在本集團確認相關收益前，當客戶支付代價或合約要求支付代價且金額已到期時，確認合約負債而非應付負債。就與客戶的單一合約而言，會列示淨合約資產或淨合約負債。就多份合約而言，合約資產及無關合約的合約負債不以淨額列示。

為反映該等呈報變動，由於採納香港財務報告準則第15號本集團已於二零一八年一月一日作出以下調整，過往計入「其他應付款項及應計費用」之預收款項8,850,463,000元現時計入合約負債項下。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) HKFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of HKFRS 15 on 1 January 2018

The following tables summarise the estimated impact of adoption of HKFRS 15 on the Group's consolidated financial statements for the year ended 31 December 2018, by comparing the amounts reported under HKFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under HKAS 18 and HKAS 11 if those superseded standards had continued to apply to 2018 instead of HKFRS 15. These tables show only those line items impacted by the adoption of HKFRS 15:

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

##### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

- e. 披露因於二零一八年一月一日採納香港財務報告準則第15號對截至二零一八年十二月三十一日止年度所呈報金額之估計影響

下表通過對比該等綜合財務報表中根據香港財務報告準則第15號報告的金額與以香港會計準則第18號及香港會計準則第11號確認的預計假設金額(假設被取替之該等準則將於二零一八年繼續使用，而非香港財務報告準則第15號)，匯總了香港財務報告準則第15號的採納對本集團截至二零一八年十二月三十一日止年度綜合財務報表的估計影響。該等表格僅呈列受採納香港財務報告準則第15號影響之該等項目：

	Amounts reported in accordance with HKFRS 15	Hypothetical amounts under HKASs 18 and 11	Difference: Estimated impact of adoption of HKFRS 15 on 2018	
	根據香港財務報告準則第15號呈列之金額	香港會計準則第18號及第11號項下之假設金額	差額：於二零一八年採納香港財務報告準則第15號之估計影響	
	(A)	(B)	(A)-(B)	
	\$'000	\$'000	\$'000	
	千元	千元	千元	
Line items in the consolidated statement of profit or loss for year ended 31 December 2018 impacted by the adoption of HKFRS 15:	截至二零一八年十二月三十一日止年度之綜合損益表中受採納香港財務報告準則第15號影響之項目：			
Revenue	收益	16,642,765	16,339,105	303,660
Cost of sales	銷售成本	(10,671,784)	(10,379,172)	(292,612)
<b>Gross profit</b>	<b>毛利</b>	<b>5,970,981</b>	<b>5,959,933</b>	<b>11,048</b>
Finance costs	融資成本	(882,699)	(866,824)	(15,875)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	<b>6,803,008</b>	<b>6,807,835</b>	<b>(4,827)</b>
Income tax expense	所得稅開支	(3,104,271)	(3,105,505)	1,234
<b>Profit for the year</b>	<b>年內溢利</b>	<b>3,698,737</b>	<b>3,702,330</b>	<b>(3,593)</b>
<b>Profit attributable to equity shareholders of the Company</b>	<b>本公司權益股東應佔溢利</b>	<b>3,415,223</b>	<b>3,418,816</b>	<b>(3,593)</b>
<b>Earnings per share (HK cents)</b>	<b>每股盈利 (港仙)</b>			
Basic	基本	41.93	41.98	(0.05)
Diluted	攤薄	41.87	41.91	(0.04)



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (c) Changes in accounting policies (continued)

###### (ii) HKFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of HKFRS 15 on 1 January 2018 (continued)

#### 2 主要會計政策 (續)

##### (c) 會計政策之變動 (續)

###### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

- e. 披露因於二零一八年一月一日採納香港財務報告準則第15號對截至二零一八年十二月三十一日止年度所呈報金額之估計影響 (續)

	Amounts reported in accordance with HKFRS 15	Hypothetical amounts under HKASs 18 and 11	Difference: Estimated impact of adoption of HKFRS 15 on 2018	
	根據香港財務報告準則第15號呈列之金額	香港會計準則第18號及第11號項下之假設金額	差額：於二零一八年採納香港財務報告準則第15號之估計影響	
	(A)	(B)	(A)-(B)	
	\$'000	\$'000	\$'000	
	千元	千元	千元	
Line items in the consolidated statement of profit or loss and other comprehensive income for year ended 31 December 2018 impacted by the adoption of HKFRS 15:	截至二零一八年十二月三十一日止年度之綜合損益及其他全面收益表中受採納香港財務報告準則第15號影響之項目：			
Total comprehensive income for the year	年內全面收益總額	888,846	889,272	(426)
Total comprehensive income attributable to the equity shareholders of the Company	本公司權益股東應佔全面收益總額	775,332	775,758	(426)
Line items in the consolidated statement of financial position as at 31 December 2018 impacted by the adoption of HKFRS 15:	於二零一八年十二月三十一日之綜合財務狀況表中受採納香港財務報告準則第15號影響之項目：			
Properties under development	發展中物業	38,097,509	37,963,953	133,556
Total current assets	流動資產總額	61,493,029	61,359,473	133,556
Deferred tax assets	遞延稅項資產	2,072,491	2,068,667	3,824
Total non-current assets	非流動資產總額	56,527,120	56,523,296	3,824
Other payables and accruals	其他應付款項及應計費用	(12,162,041)	(23,245,296)	11,083,255
Contract liabilities	合約負債	(11,232,109)	-	(11,232,109)
Total current liabilities	流動負債總額	(44,469,484)	(44,320,630)	(148,854)
Net current assets	流動資產淨值	17,023,545	17,038,843	(15,298)
Total assets less current liabilities	總資產減流動負債	73,550,665	73,562,139	(11,474)
Net assets	資產淨值	45,443,696	45,445,170	(11,474)
Reserves	儲備	(21,015,716)	(21,027,190)	11,474
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額	(41,703,975)	(41,715,449)	11,474
Total equity	權益總額	(45,443,696)	(45,445,170)	11,474



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (c) Changes in accounting policies (continued)

##### (ii) HKFRS 15, Revenue from contracts with customers (continued)

- e. Disclosure of the estimated impact on the amounts reported in respect of the year ended 31 December 2018 as a result of the adoption of HKFRS 15 on 1 January 2018 (continued)

### 2 主要會計政策 (續)

#### (c) 會計政策之變動 (續)

##### (ii) 香港財務報告準則第15號，客戶合約收益 (續)

- e. 披露因於二零一八年一月一日採納香港財務報告準則第15號對截至二零一八年十二月三十一日止年度所呈報金額之估計影響 (續)

	Amounts reported in accordance with HKFRS 15	Hypothetical amounts under HKASs 18 and 11	Difference: Estimated impact of adoption of HKFRS 15 on 2018	
	根據香港財務報告準則第15號呈列之金額	香港會計準則第18號及第11號項下之假設金額	差額：於二零一八年採納香港財務報告準則第15號之估計影響	
	(A)	(B)	(A)-(B)	
	\$'000	\$'000	\$'000	
	千元	千元	千元	
Line items in the reconciliation of profit before taxation to cash generated from operations for year ended 31 December 2018 (note 29(b)) impacted by the adoption of HKFRS 15:	截至二零一八年十二月三十一日止年度除稅前溢利與來自經營業務之現金之對賬 (參閱附註29(b)) 中受採納香港財務報告準則第15號影響之項目：			
Profit before taxation	除稅前溢利	6,803,008	6,807,835	(4,827)
Finance costs	融資成本	882,699	866,824	15,875
Increases in properties under development	發展中物業增加	(12,762,749)	(12,629,193)	133,556
Decrease in other payables and accruals	其他應付款項及應計費用減少	(9,064,876)	2,311,837	(11,376,713)
Increase in contract liabilities	合約負債增加	11,232,109	-	11,232,109

The significant differences arise as a result of the changes in accounting policies described above.

重大差額乃由於上述會計政策變動所致。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 2 Significant accounting policies (continued)

### (c) Changes in accounting policies (continued)

#### (iii) HK(IFRIC) 22, Foreign currency transactions and advance consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The Interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC) 22 does not have any material impact on the financial position and the financial result of the Group.

### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

## 2 主要會計政策 (續)

### (c) 會計政策之變動 (續)

#### (iii) 香港 (國際財務報告詮釋委員會) 詮釋第22號，外幣交易及預付代價

本詮釋為確認「交易日期」提供指引，旨在確定當一項交易中的實體用外幣預收或預付代價時，首次確認該交易的相關資產、費用或收入（或部份項目）所使用的匯率。

本詮釋指出，「交易日期」為首次確認由預付或預收代價產生的非貨幣性資產或負債的日期。倘確認相關項目時存在多次預付或預收代價，則每次預付或預收款項的交易日期應按前述方法釐定。採納香港 (國際財務報告詮釋委員會) 詮釋第22號對本集團的財務狀況及財務業績概無任何重大影響。

### (d) 附屬公司及非控股權益

附屬公司乃本集團控制的實體。當本集團承擔或擁有自其參與該實體產生之可變回報之權利及有能力透過行使權力以影響其回報時，本集團即控制該實體。在評估本集團是否擁有權力時，僅考慮實質權利 (由本集團及其他方持有)。

自本集團取得控制權當日起直至本集團不再控制附屬公司當日，於附屬公司的投資計入綜合財務報表。集團內公司間結餘、交易及現金流量及任何因集團內公司間交易而產生的未變現溢利在編製綜合財務報表時全數撇銷。集團內公司間交易而產生的未變現虧損僅在並無出現減值證據時以撇銷未變現收益相同的方式撇銷為限。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(p) or (q) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 2(e)).

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(k)(iii)).

### 2 主要會計政策 (續)

#### (d) 附屬公司及非控股權益 (續)

非控股權益指不直接或間接歸屬本公司之於附屬公司之權益，本集團與該等權益之持有人並無任何額外條款，將會引致本集團整體上就符合金融負債定義的該等權益擁有合約責任。就各項業務合併而言，本集團可選擇按公允值或非控股權益佔附屬公司可識別資產淨值的比例份額計量任何非控股權益。

非控股權益在綜合財務狀況表內權益項下呈列，與本公司權益股東應佔權益獨立呈列。本集團業績中的非控股權益在綜合損益表及綜合損益及其他全面收益表內以總損益在年內合面收益總額在非控股權益與本公司權益股東之間作出分配。非控股權益持有人提供的貸款及該等持有人的其他合約責任按照附註2(p)或(q)視乎負債的性質在綜合財務狀況表內呈列為金融負債。

並不引致失去控制權之本集團於附屬公司之權益變動按股權交易入賬，並對綜合權益內控股及非控股權益的金額作出調整，以反映相關權益的變動，但對商譽並不作出調整及並不確認損益。

當本集團失去對附屬公司的控制權時，其入賬為出售該附屬公司的整個權益，由此產生的收益或虧損於損益內確認。失去控制權日在原有附屬公司保留的任何權益按公允值確認，相關金額視為初步確認金融資產的公允值(參閱附註2(g))或倘合適視為初步確認於聯營公司或合營公司投資的成本(參閱附註2(e))。

在本公司財務狀況表，於附屬公司之投資按成本減減值虧損列賬(參閱附註2(k)(iii))。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 2 Significant accounting policies (continued)

### (e) Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 2(f) and (k)(iii)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

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

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

## 2 主要會計政策 (續)

### (e) 聯營公司及合營公司

聯營公司為本集團或本公司對其擁有重大影響力之實體，但並不控制或共同控制其管理，包括參與財務及經營政策決策。

合營公司指一種合營安排，本集團或本公司及其他方據此合約同意對該安排擁有共同控制權，並對合營安排之資產淨值擁有權利。

於聯營公司及合營公司之投資乃根據權益法在綜合財務報表列賬。根據權益法，投資初步按成本入賬，並對本集團應佔投資對象之可識別資產淨值於收購日之公允值超過投資成本之任何部份（如有）作出調整。投資成本包括購買價、收購該投資的直接應佔其他成本，及構成本集團股本投資一部份的於該聯營公司或合營企業的任何直接投資。其後，就本集團應佔投資對象之資產淨值及有關投資的任何減值虧損的收購日後變動對投資作出調整（參閱附註2(f)及(k)(iii)）。任何收購日起逾成本的部份，本集團應佔投資對象收購後的稅後業績及年內任何減值虧損在綜合損益表內確認，而本集團應佔投資對象其他全面收益的收購後的稅後業績及任何減值虧損在綜合損益及其他全面收益表內確認。

倘出現任何不相符的會計政策，即會作出調整加以修正。

當本集團應佔虧損超過其於聯營公司或合營公司之權益，本集團之權益削減至零並終止確認進一步虧損，惟倘本集團已產生法定或推定責任或代表投資對象作出付款者除外。就此而言，本集團之權益為根據權益法投資之賬面值，連同實質構成本集團於聯營公司或合營公司之投資淨額之本集團長期權益。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (e) Associates and joint ventures (continued)

Unrealised profits and losses resulting from transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(g)).

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 2(k)(iii)).

#### (f) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are expensed as incurred.

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

### 2 主要會計政策 (續)

#### (e) 聯營公司及合營公司 (續)

本集團與其聯營公司及合營公司間交易的未變現溢利及虧損將按照本集團於投資對象所佔的權益比例抵銷，惟倘未變現虧損顯示已轉讓資產出現減值，則該等未變現虧損即時在損益內確認。

倘於聯營公司之投資變為合營公司之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

在所有其他情況下，倘本集團不再對聯營公司擁有重大影響力或對合營公司擁有共同控制權，則本集團的權益按出售於投資對象之整個權益入賬，由此產生的收益或虧損於損益內確認。在失去重大影響力或共同控制權日期於原投資對象公司保留的任何權益按公允值確認，相關金額視為初步確認金融資產時的公允值（參閱附註2(g)）。

於本公司財務狀況表，於聯營公司之投資按成本減減值虧損列賬（參閱附註2(k)(iii)）。

#### (f) 業務合併及商譽

業務合併乃以購買法入賬。轉讓的代價乃以收購日期之公允值計量，該公允值為本集團轉讓的資產於收購日期的公允值、本集團自被收購方的前度擁有人承擔的負債及本集團發行以換取被收購方控制權的股本權益的總和。收購相關成本於產生時列支。

倘業務合併分階段進行，先前持有的股權按其於收購日期的公允值重新計量，而所產生之任何收益或虧損於損益確認。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (f) Business combinations and goodwill (continued)

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(k)(iii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

##### (g) Derivative financial instruments and other financial assets

###### (i) *Derivative financial instruments*

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

###### (ii) *Other financial assets*

Other financial assets include investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures. The Group's accounting policies for these investments are set out below.

#### 2 主要會計政策 (續)

##### (f) 業務合併及商譽 (續)

商譽指以下兩者之差額

- (i) 已轉讓總代價的公允值、於被收購方之非控股權益及本集團先前持有的被收購方股權的總額，及
- (ii) 被收購方按收購日計量的可識別資產及負債的公允淨值。

倘(ii)大於(i)，則差額即時在損益內確認為廉價購買利得。

商譽按成本減累計減值虧損計量。因業務合併而產生的商譽被分配至預期可從合併產生之協同效益中獲益的各個現金產生單位或現金產生單位組別，並須每年作減值測試 (參閱附註2(k)(iii))。

年內出售現金產生單位時，已購入商譽的任何應佔金額計入出售時的損益中。

##### (g) 衍生金融工具及其他金融資產

###### (i) *衍生金融工具*

衍生金融工具初步按公允值確認。公允值於各報告期末重新計量。重新計量公允值之收益或虧損即時於損益中確認。

###### (ii) *其他金融資產*

其他金融資產包括於債務及股本證券之投資 (於附屬公司、聯營公司及合營企業之投資除外)。本集團有關該等投資之會計政策載列如下。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (g) Derivative financial instruments and other financial assets (continued)

##### (ii) Other financial assets (continued)

Investments in debt and equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those financial assets measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see note 39. These investments are subsequently accounted for as follows, depending on their classification.

#### (A) Policy applicable from 1 January 2018

##### *Investments other than equity investments*

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 2(v)(vii)).
- fair value through other comprehensive income (FVOCI) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

### 2 主要會計政策 (續)

#### (g) 衍生金融工具及其他金融資產 (續)

##### (ii) 其他金融資產 (續)

本集團在承諾購入／出售投資當日確認／終止確認債務及股本證券之投資。該等投資初步按公允值加直接應佔交易成本列賬，惟該等透過損益按公允值計算之金融資產的交易成本直接於損益確認除外。有關本集團釐定金融工具公允值之方法之闡釋，見附註39。該等投資視乎其分類於其後入賬。

#### (A) 自二零一八年一月一日起適用之政策

##### *於股本投資以外之投資*

本集團持有之非股本投資歸入以下其中一個計量類別：

- 按攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為支付本金及利息。投資所得利息收入乃使用實際利率法計算（見附註2(v)(vii)。
- 透過其他全面收益按公允值計算－可撥回，倘投資的合約現金流量僅包括本金及利息付款，投資乃於其目的為同時收取合約現金流量及出售之業務模式中持有。公允值變動於其他全面收益確認，惟預期信用損失、利息收入（使用實際利率法計算）及匯兌收益及虧損於損益確認。當投資被終止確認，於其他全面收益累計的金額從權益劃撥回至損益。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (g) Derivative financial instruments and other financial assets (continued)

###### (ii) Other financial assets (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

###### *Investments other than equity investments (continued)*

- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

###### *Equity investments*

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 2(v)(vi).

#### 2 主要會計政策 (續)

##### (g) 衍生金融工具及其他金融資產 (續)

###### (ii) 其他金融資產 (續)

###### (A) 自二零一八年一月一日起適用之政策 (續)

###### *於股本投資以外之投資 (續)*

- 透過損益按公允值計算，倘投資不符合按攤銷成本計量或透過其他全面收益按公允值計算(可撥回)之標準。投資之公允值變動(包括利息)於損益確認。

###### *股本投資*

股本證券投資被分類為透過損益按公允值計算，除非該股本投資不是持作買賣，並在初始確認投資時本集團不可撤銷地選擇指定該投資為透過其他全面收益按公允值計算(不可撥回)，以致後續公允值變動在其他全面收益中確認。這種選擇是以個別工具基準進行，但只有當投資符合發行人角度下之股本定義時方可進行。若作出此選擇，在該投資被出售前，其他全面收益中累計之金額仍保留在公允值儲備(不可撥回)中。在出售時，公允值儲備(不可撥回)中累計之金額會轉入保留溢利。其不會透過損益撥回。來自股本證券投資之股息，不論是否分類為透過損益按公允值計算或透過其他全面收益按公允值計算，均按照附註2(v)(vi)內所載政策在損益中確認為其他收入。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (g) Derivative financial instruments and other financial assets (continued)

##### (ii) Other financial assets (continued)

##### (B) Policy applicable prior 1 January 2018

Investments in securities held for trading were classified as financial assets measured at FVPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

Dated debt securities that the Group had the positive ability and intention to hold to maturity were classified as held-to-maturity securities. Held-to-maturity securities were stated at amortised cost (for impairment see note 2(k)(i) – policy applicable prior to 1 January 2018).

Investments which did not fall into any of the above categories were classified as available for-sale financial assets. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve (recycling). As an exception to this, investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less impairment losses (see note 2(k)(iii)). Dividend income from equity investments and interest income from debt securities calculated using the effective interest method were recognised in profit or loss in accordance with the policies set out in notes 2(v)(vi) and 2(v)(vii), respectively. Foreign exchange gains and losses arising from debt securities were also recognised in profit or loss. When the investments were derecognised or impaired (see note 2(k)(i) – policy applicable prior to 1 January 2018), the cumulative gain or loss recognised in equity was reclassified to profit or loss.

### 2 主要會計政策 (續)

#### (g) 衍生金融工具及其他金融資產 (續)

##### (ii) 其他金融資產 (續)

##### (B) 於二零一八年一月一日前適用之政策

持作買賣之證券投資被分類為透過損益按公允值計量之金融資產。應佔交易成本在產生時於損益內確認。於各報告期末重新計量公允值，由此產生的收益或虧損在損益內確認。

本集團有能力並且有意向持有至到期之定期債務證券分類為持有至到期投資。持有至到期投資按攤銷成本列賬(有關減值參閱附註2(k)(i) – 於二零一八年一月一日前適用之政策)。

並不屬於任何上述類別之投資分類為可供出售金融資產。於各報告期末重新計量公允值，由此產生的收益或虧損於其他全面收益內確認並在公允值儲備(可撥回)的權益內單獨累計。作為一項例外，倘股本證券投資在活躍市場中就相同工具而言並無報價，並且其公允值不能可靠計量，則按照該等投資成本減減值虧損確認於財務狀況表(參閱附註2(k)(iii))。股本投資的股息收入及使用實際利息法計算債務證券的利息收入分別按照附註2(v)(vi)及2(v)(vii)內所載政策在損益內確認。因債務證券而產生的外匯收益及虧損亦在損益內確認。當投資終止確認或發生減值時(參閱附註2(k)(i) – 於二零一八年一月一日前適用之政策)，在權益內確認的累計收益或虧損重新分類至損益。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (h) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2(j)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 2(v)(iv).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 2(j)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 2(j).

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with note 2(i) up to the date of change in use, and any difference at the date between the carrying amount and the fair value of the property is accounted for as a revaluation and recognised in asset revaluation reserve within equity until the retirement or disposal of the property (when it is released directly to retained profits). For a transfer from completed properties held for sale to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

#### 2 主要會計政策 (續)

##### (h) 投資物業

投資物業乃指根據租賃權益 (參閱附註2(j)) 擁有或持有的為賺取租金收入及／或持作資本增值之土地及／或樓宇。該等投資物業包括目前尚未釐定未來用途持有之土地及目前正在建造或開發以供未來作投資物業使用之物業。

投資業按公允值列賬，惟於報告期末仍在建設或發展過程中及於彼時不能可靠計量其公允值者除外。公允值變動或由報廢或出售投資物業所產生的任何收益或虧損於損益內確認。投資物業的租金收入按附註2(v)(iv)所載政策入賬。

當本集團為賺取租金收入及／或資本增值而根據經營租約持有物業權益時，該權益按逐個物業基準分類並入賬為投資物業。已分類為投資物業的該等物業權益視同根據融資租約持有而入賬 (參閱附註2(j))，根據融資租約租賃的其他投資物業適用的相同會計政策。租賃付款按附註2(j)所載政策入賬。

至於當投資物業轉變為業主自用物業或存貨，期後入賬方法乃以物業於更改用途日之公允值作為其物業成本。倘由本集團估用作業主自用的物業成為投資物業，則本集團根據截至該物業用途變更當日按附註2(i)將該物業列賬，而於當日任何該物業之賬面值及公允值之差額則按重估列賬及在資產重估儲備權益內確認，直至該物業報廢或出售 (當其直接撥往保留溢利時)。當持作待售已落成物業轉變為投資物業時，則該物業在轉撥當日之公允值與其之前賬面值之任何差額於損益內確認。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (i) Property, plant and equipment

Leasehold land and buildings held for own use are stated at their revalued amount, being their fair value at the date of the revaluation less any subsequent accumulated depreciation.

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the end of reporting period.

Changes arising on the revaluation of leasehold land and buildings held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the asset revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Construction in progress represents buildings under construction, which is stated at cost less accumulated impairment losses (see note 2(k)), and is not depreciated. Other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(k)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(x)). Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### 2 主要會計政策 (續)

#### (i) 物業、廠房及設備

持作自用的租賃土地及樓宇按其重估金額列賬，列賬金額即重估日期的公允值減其後累計折舊。

定期進行重估，以確保該等資產之賬面值與報告期末使用公允值釐定者不會有重大出入。

重估持作自用租賃土地及樓宇產生的變動一般在其他全面收益內處理，並於權益項下資產重估儲備內單獨計量。以下情況除外：

- 當重估時產生虧絀時，其將在損益內扣除，以超過該項同一資產緊接重估前有關之儲備持有之金額為限；及
- 當重估產生盈餘時，其將計入損益，以有關該等同一資產先前在損益中扣除之重估虧絀為限。

在建工程指正在建設之中之樓宇，按成本減累計減值虧損列賬（參閱附註2(k)），並不予折舊。物業、廠房及設備之其他項目按成本減累計折舊及減值虧損列賬（參閱附註2(k)）。

物業、廠房及設備之自建項目成本包括材料成本、直接人工、初步估算拆卸及移除該等項目及在其所處地盤的恢復成本（如相關）及適當比例的生間接成本及借貸成本（參閱附註2(x)）。在建工程於竣工且可供使用時將重新分類至適當之物業、廠房及設備之類別。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (i) Property, plant and equipment (continued)

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

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the asset revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives. The principal annual rates used for this purpose are as follows:

– Leasehold land and buildings	Over the lease terms
– Leasehold improvements	20%
– Furniture, fixtures and equipment	10% to 25%
– Motor vehicles	9% to 20%
– Plant and machinery	10% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

#### 2 主要會計政策 (續)

##### (i) 物業、廠房及設備 (續)

物業、廠房及設備項目投入運作後產生之開支(如修理及維護)一般於其產生期間之損益表扣除。在滿足確認條件情況下，大修開支作為重置資本化計入該項資產的賬面值。倘若物業、廠房及設備之重要部份須不時重置，本集團確認此等部份為具有特定可使用年期及當時相應折舊之個別資產。

因報廢或出售物業、廠房及設備項目產生收益或虧損釐定為出售所得款項淨額與該項目賬面值兩者之差額並於報廢或出售日期在損益內確認。任何相關重估盈餘由資產重估儲備轉撥至保留溢利，不重新分類至損益。

折舊乃按各物業、廠房及設備項目之估計可使用年期以直線法撇銷其成本或估值減估計殘值計算。折舊之主要年率如下：

– 租賃土地及樓宇	租賃年期
– 租賃物業裝修	20%
– 傢俬、裝置及設備	10%至25%
– 汽車	9%至20%
– 廠房及機器	10%至25%

倘一項物業、廠房及設備項目之部份之可使用年期不同，則該項目之成本或估值乃於有關部份按合理基準分配，而各部份均獨立折舊。資產之可使用年期及其殘值(如有)每年檢討。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 2(h)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

### 2 主要會計政策 (續)

#### (j) 租賃資產

倘本集團將一項安排(包含一項或一系列交易)確認為在一段商定期間轉讓一項或多項特定資產的使用權，以換取一筆或多筆付款，則該項安排即為或包含租賃。有關釐定工作乃以評估該項安排的實質內容為基準，而不論該項安排是否擁有租賃的法律形式。

#### (i) 租賃予本集團資產的分類

對於本集團以租約方式持有的資產，如果有關租約使所有權的絕大部份風險及回報轉移至本集團，則有關資產會分類為以融資租約持有。不會使所有權的絕大部份風險及回報轉移至本集團的租約，則分類為經營租約，但下列情況除外：

- 以經營租約方式持有但在其他方面均符合投資物業定義的物業，會按照每項物業的基準分類為投資物業。倘分類為投資物業，則按融資租約項下持有的物業入賬(參閱附註2(h))；及
- 以經營租約方式持作自用，但無法在租約開始時將其公允值與建於其上的建築物的公允值分開計量的土地是按以融資租約持有方式入賬；但明確地以經營租約方式持有的建築物除外。就此而言，租約的開始時間是指本集團首次訂立租約時，或自前承租人接收建築物時。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 2 Significant accounting policies (continued)

### (j) Leased assets (continued)

#### (ii) *Assets acquired under finance leases*

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(i). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(k). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### (iii) *Operating lease charges*

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

Prepaid land lease payments under an operating lease is amortised on a straight-line basis over the period of the lease term. When the payments cannot be allocated reliably between the land and building elements, the entire lease payments are included in the cost of the leasehold land and buildings as a finance lease in property, plant and equipment.

## 2 主要會計政策 (續)

### (j) 租賃資產 (續)

#### (ii) *以融資租約方式取得的資產*

倘本集團獲得融資租約項下資產的使用權，則有關資產相當於租賃資產公允值或最低租金現值（如為較低數額）的金額將確認為物業、廠房及設備，而扣除融資費用後的相應負債則入賬列為融資租約承擔。折舊是在相關的租賃期或資產的可用期限（如本集團很可能取得資產的所有權）內，以撇銷其成本或估值的比率計提（參閱附註2(i)）。減值虧損根據附註2(k)所載的會計政策入賬。租賃付款內含的融資費用會計入租賃期內的損益中，使每個會計期間的融資費用佔租賃承擔餘額的比率大致相同。或然租金在其產生的會計期間內在損益中扣除。

#### (iii) *經營租約費用*

倘本集團擁有經營租約項下持有的資產的使用權，根據租約作出之付款在租約期限涵蓋的會計期間以等額分期形式在損益內扣除，惟更能代表該租賃資產所產生的收益模式的替代基準除外。已收取之租賃激勵作為已作出租賃付款淨額總額的組成部份在損益內確認。或然租金在產生的會計期間在損益內扣除。

根據經營租約預付之土地租賃款項按租賃年期以直線法攤銷。當租金不可於土地及樓宇部份可靠地分配時，則全部租金作為物業、廠房及設備之融資租約於租賃土地及樓宇之成本中列賬。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets

##### (i) Credit losses from financial instruments, contract assets and lease receivables

##### (A) Policy applicable from 1 January 2018

The Group recognises a loss allowance for expected credit losses (ECLs) on financial assets measured at amortised cost (including restricted cash and cash equivalents, trade receivables, other long-term assets within "Other financial assets", other receivables and loans to related parties included in prepayment, deposits and other receivables.

Financial assets measured at fair value, including equity securities measured at FVPL, equity securities designated at FVOCI (non-recycling) and derivative financial assets, are not subject to the ECL assessment.

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- lease receivables: discount rate used in measurement of the lease receivable; and
- variable-rate financial assets: current effective interest rate.

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

### 2 主要會計政策 (續)

#### (k) 信用損失及資產減值

##### (i) 金融工具、合約資產及應收租金之信用損失

##### (A) 自二零一八年一月一日起適用之政策

本集團就按攤銷成本計量之金融資產(包括受限制現金及現金等價物、應收賬款、「其他金融資產」內之其他長期資產、預付款項、訂金及其他應收款項下包含之其他應收款項及給予關聯方貸款)確認預期信用損失之損失撥備。

按公允值計量之金融資產，包括透過損益按公允值計算之股本證券、指定為透過其他全面收益按公允值計算(不可撥回)之股本證券及衍生金融資產，不需進行預期信用損失評估。

##### 預期信用損失之計量

預期信用損失是信用損失概率加權估計值。信用損失以所有預期現金不足額(即本集團根據合約應得的現金流量和本集團預期收到的現金流量之間的差額)之現值估算。

倘若貼現的影響重大，則使用以下貼現率貼現預期現金不足額：

- 固定利率金融資產，應收賬款及其他應收款項：初始確認時確定的實際利率或其近似值；
- 計量應收租金時使用之應收租金折現率；及
- 浮動利率金融資產：當前實際利率。

估計預期信用損失時考慮的最長期限是本集團面臨信用風險的最長合約期。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (k) Credit losses and impairment of assets (continued)

###### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

###### Measurement of ECLs (continued)

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables and lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

#### 2 主要會計政策 (續)

##### (k) 信用損失及資產減值 (續)

###### (i) 金融工具、合約資產及應收租金之信用損失 (續)

###### (A) 自二零一八年一月一日起適用之政策 (續)

###### 預期信用損失之計量 (續)

在計量預期信用損失時，本集團會考慮可用無需過多的成本或努力之合理且可支持之信息，包括過去事件、當前狀況和未來經濟狀況預測之信息。

預期信用損失是通過以下其一基礎計量：

- 12個月預期信用損失：這些是預計在報告日期後12個月內可能發生之違約事件造成之損失；及
- 整個存續期預期信用損失：這些是預期由預期信用損失模型適用的項目之預期壽命內之所有可能的違約事件導致之損失。

應收賬款及應收租金的損失撥備按照相當於整個存續期預期信用損失的金額計量。該等金融資產之預期信用損失使用基於本集團之歷史信用損失經驗的撥備矩陣進行估算，並根據債務人特有的因素，以及對報告日期的當前和預測的一般經濟狀況評估進行調整。

對於所有其他金融工具，本集團確認相當於12個月預期信用損失的損失準備金，除非自初始確認以來金融工具的信用風險顯著增加，在這種情況下，損失準備金計量等於整個存續期的預期信用損失。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

##### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

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

### 2 主要會計政策 (續)

#### (k) 信用損失及資產減值 (續)

##### (i) 金融工具、合約資產及應收租金之信用損失 (續)

##### (A) 自二零一八年一月一日起適用之政策 (續)

##### *信用風險顯著增加*

在評估金融工具的信用風險自初始確認以來是否顯著增加時，本集團比較報告日期與初始確認之日評估的金融工具違約風險。在進行此重新評估時，當借款人在本集團採取回收行動如變現抵押品（如持有）不可能全額支付其對本集團的信貸義務時，本集團將視為發生違約事件。本集團考慮合理且可支持的定量和定性信息，包括無需過多的成本或努力可取得之歷史經驗和前瞻性信息。

在評估自初始確認後信用風險是否顯著增加時會特別考慮以下信息：

- 未能在合約到期日支付本金或利息；
- 金融工具的外部或內部信用評級（如有）有實際或預期的顯著惡化；
- 債務人經營業績的實際或預期重大惡化；及
- 技術、市場、經濟或法律環境的現有或預測變化，對債務人履行其對本集團義務的能力產生重大不利影響。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (k) Credit losses and impairment of assets (continued)

###### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

###### *Significant increases in credit risk (continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

###### *Basis of calculation of interest income*

Interest income recognised in accordance with note 2(v)(vii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

#### 2 主要會計政策 (續)

##### (k) 信用損失及資產減值 (續)

###### (i) 金融工具、合約資產及應收租金之信用損失 (續)

###### (A) 自二零一八年一月一日起適用之政策 (續)

###### *信用風險顯著增加 (續)*

根據不同金融工具的性質，對信用風險顯著增加的評估是在單獨或集體基礎上進行的。當在集體基礎上評估時，金融工具根據共有之信用風險特徵進行分組，例如過期狀態和信用風險評級。

預期信用損失在每個報告日期被重新計量以反映自初始確認以來金融工具信用風險的變化。預期信用損失金額的任何變動均於損益內確認為減值損益。本集團確認所有金融工具的減值損益，並通過損失準備金賬戶對其賬面金額進行相應調整。

###### *利息收入之計算基礎*

根據附註2(v)(vii)確認之利息收入乃根據金融資產的賬面總額計算，惟金融資產需要信貸減值的情況下，利息收入乃根據金融資產的攤銷成本（即賬面值總額減損失撥備）計算。

在每個報告日期，本集團評估金融資產是否有信用減值。當一項或多項事件對金融資產的估計未來現金流量產生不利影響時，金融資產即需有信用減值。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (A) Policy applicable from 1 January 2018 (continued)

##### *Basis of calculation of interest income (continued)*

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

##### *Write-off policy*

The gross carrying amount of a financial asset or lease receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### 2 主要會計政策 (續)

#### (k) 信用損失及資產減值 (續)

##### (i) 金融工具、合約資產及應收租金之信用損失 (續)

##### (A) 自二零一八年一月一日起適用之政策 (續)

##### *利息收入之計算基礎 (續)*

金融資產信用減值的證據包括以下可觀察事件：

- 債務人的重大財務困難；
- 違反合約，如不支付或拖欠利息或本金；
- 借款人很可能會進入破產或其他財務重組；
- 技術、市場、經濟或法律環境的重大改變而對債務人有不利影響；或
- 由於發行人的財務困難造成活躍證券市場的消失。

##### *撤銷政策*

金融資產或應收租金的賬面總額在預期沒有實際可收回的情況下予以註銷 (部份或全部)。一般情況是當本集團確定債務人沒有資產或收入可以產生足夠現金流以償還待撤銷之金額。

先前已註銷的資產的後續回收於收回發生期間確認為減值撥回計入損益。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (k) Credit losses and impairment of assets (continued)

###### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### (B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, an “incurred loss” model was used to measure impairment losses on financial assets not classified as at FVPL (e.g. trade and other receivables and available-for-sale investments). Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

#### 2 主要會計政策 (續)

##### (k) 信用損失及資產減值 (續)

###### (i) 金融工具、合約資產及應收租金之信用損失 (續)

###### (B) 於二零一八年一月一日前適用之政策

於二零一八年一月一日前，「已產生虧損」模式用於計量尚未分類為透過損益按公允值計算之金融資產（例如應收賬款及其他應收款項以及可供出售投資）之減值虧損。根據「已產生虧損」模式，減值虧損僅於有減值之客觀證據時方予確認。減值之客觀證據包括：

- 債務人的重大財務困難；
- 違反合約，如不支付或拖欠利息或本金；
- 借款人很可能會進入破產或其他財務重組；
- 技術、市場、經濟或法律環境的重大改變而對債務人有不利影響；及
- 股本工具投資之公允值大幅或長期跌至低於其成本。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

##### (B) Policy applicable prior to 1 January 2018 (continued)

If any such evidence existed, an impairment loss was determined and recognised as follows:

- For trade and other receivables and other non-current financial assets carried at amortised cost, impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 2 主要會計政策 (續)

#### (k) 信用損失及資產減值 (續)

##### (i) 金融工具、合約資產及應收租金之信用損失 (續)

##### (B) 於二零一八年一月一日前適用之政策 (續)

倘有證據顯示出現減值，按以下方式釐定及確認任何減值虧損：

- 就按攤銷成本列賬之應收賬款及其他應收款項及其他非流動金融資產而言，減值虧損金額按該資產賬面值與估計未來現金流量現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率折現（其折現影響屬重大）。倘金融資產共享相若的風險特性（如相若的逾期狀況），則作出集體評估，及並不個別評估為減值，已集體評估減值的金融資產的未來現金流量以具有與集體組別相若信貸風險特性的資產的過往虧損經驗為依據。

倘其後期間減值虧損金額減少且減少客觀上可與確認減值虧損後發生的事件相關聯，減值虧損透過損益撥回。撥回減值虧損僅於不會引致資產賬面值超過過往年度並不確認減值虧損情況下原可釐定者時確認。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (k) Credit losses and impairment of assets (continued)

###### (i) Credit losses from financial instruments, contract assets and lease receivables (continued)

###### (B) Policy applicable prior to 1 January 2018 (continued)

If any such evidence existed, an impairment loss was determined and recognised as follows: (continued)

- When the recovery of a trade debtor or other financial assets carried at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against the gross carrying amount of those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.
- For available-for-sale investments, the cumulative loss that had been recognised in the fair value reserve (recycling) was reclassified to profit or loss. The amount of the cumulative loss that was recognised in profit or loss was the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities were not reversed through profit or loss. Any subsequent increase in the fair value of such assets was recognised in other comprehensive income.

Impairment losses recognised in profit or loss in respect of available-for-sale debt securities were reversed if the subsequent increase in fair value could be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances were recognised in profit or loss.

#### 2 主要會計政策 (續)

##### (k) 信用損失及資產減值 (續)

###### (i) 金融工具、合約資產及應收租金之信用損失 (續)

###### (B) 於二零一八年一月一日前適用之政策 (續)

倘有證據顯示出現減值，按以下方式釐定及確認任何減值虧損：(續)

- 倘以攤銷成本列賬的應收賬款或其他金融資產的可收回性被認為難以預料而並非微乎其微，則有關的減值虧損以撥備賬入賬。倘本集團確認可收回性微乎其微，則視為不可收回的金額直接於該等資產的賬面總值中撇銷。先前在撥備賬中計提的金額如其後被收回，其從撥備賬中撥回。撥備賬的其他變動及其後收回先前直接撇銷的金額均於損益中確認。
- 就可供出售投資而言，在公允值儲備(可撥回)內確認的累計虧損重新分類至損益。在損益內確認的累計虧損金額乃收購成本(扣除任何本金償還及攤銷)與公允現值兩者之差額，減該資產先前於損益內確認的減值虧損。

就可供出售股本證券於損益內確認的減值虧損透過損益不予撥回。該資產的公允值的任何其後增加在其他全面收益內確認。

倘公允值其後增加客觀上與在確認減值虧損後發生的事件相關連，則就可供出售債務證券於損益內確認的減值虧損予以撥回。該情況下的減值虧損撥回在損益內確認。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised within “Other payables and accruals” at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

#### (A) Policy applicable from 1 January 2018

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “Other payables and accruals” in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2(k)(i) apply.

### 2 主要會計政策 (續)

#### (k) 信用損失及資產減值 (續)

##### (ii) 已發出財務擔保之信用損失

財務擔保為要求發行人 (即擔保人) 就擔保受益人 (「持有人」) 因指定債務人未能根據債務工具之條款在到期時付款而蒙受之損失，向持有人支付特定補償金額之合約。

已發出財務擔保初步於「其他應付款項及應計費用」中按公允值確認，而該公允值乃參照類似服務於公平磋商交易之過程中所收取費用 (如可獲得該等資料) 而釐定，或參照息差作出估計，方法為以放款人在獲提供擔保之情況下實際收取之利率與在不獲提供擔保之情況下放款人將會收取之估計利率作比較 (如該等資料能可靠地估計)。倘就作出擔保之代價已收取或可收取，代價則根據本集團適用於此類別資產之政策確認。倘並無收到或無可收代價，則在損益確認為即時開支。

於初步確認後，初步確認為遞延收入之金額自作出財務擔保後在損益中按擔保之年期作為收入攤銷。

#### (A) 自二零一八年一月一日起適用之政策

本集團監察特定債務人違約的風險，並當財務擔保的預期信用損失確定為高於擔保的「其他應付款項及應計費用」中的金額 (即初始確認金額減累計攤銷) 時確認撥備。

為釐定預期信用損失，本集團會考慮指定債務人自發出擔保以來的違約風險變動，並會計量12個月的預期信用損失，惟在指定債務人自發出擔保以來的違約風險大幅增加的情況下除外，在此情況下，則會計量整個存續期的預期信用損失。附註2(k)(i)所述的相同違約定義及信用風險大幅增加的相同評估標準適用於此。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (k) Credit losses and impairment of assets (continued)

###### (ii) Credit losses from financial guarantees issued (continued)

###### (A) Policy applicable from 1 January 2018 (continued)

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

###### (B) Policy applicable prior to 1 January 2018

Prior to 1 January 2018, a provision would be recognised if and when it became probable that (i) the holder of the guarantee would call upon the Group under the guarantee and (ii) the amount of the claim on the Group was expected to exceed the amount carried in "Other payables and accruals" in respect of the guarantee.

###### (iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (other than properties carried at revalued amounts);
- prepaid land lease payments;
- goodwill; and
- investments in subsidiaries and associates in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### 2 主要會計政策 (續)

##### (k) 信用損失及資產減值 (續)

###### (ii) 已發出財務擔保之信用損失 (續)

###### (A) 自二零一八年一月一日起適用之政策 (續)

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款，故預期信用損失乃按預期就補償持有人產生的信用損失而作出的付款，減本集團預期從擔保持有人（指定債務人或任何其他人士）收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現，並就現金流量的特定風險作出調整。

###### (B) 於二零一八年一月一日前適用之政策

於二零一八年一月一日之前，倘(i)擔保持有人可能根據擔保要求本集團還款及(ii)預期本集團的索賠金額將超過擔保的「其他應付款項及應計費用」所載金額，則撥備將予以確認。

###### (iii) 其他非流動資產減值

本集團於各報告期末審閱內部及外部資料來源，以識別下列資產可能減值的跡象或，除商譽外，先前確認的減值虧損不再存在或可能已經減少：

- 物業、廠房及設備（按重估金額列賬之物業除外）；
- 預付土地租賃款項；
- 商譽；及
- 在本公司財務狀況表內所列於附屬公司及聯營公司之投資。

倘存在任何跡象，則估計資產的可收回金額。此外，就商譽而言，每年估計可收回金額是否有任何減值跡象。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (k) Credit losses and impairment of assets (continued)

##### (iii) Impairment of other non-current assets (continued)

- Calculation of recoverable amount  
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses  
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses  
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

### 2 主要會計政策 (續)

#### (k) 信用損失及資產減值 (續)

##### (iii) 其他非流動資產減值 (續)

- 計算可收回金額  
資產之可收回金額乃其公允價值減出售成本與使用價值兩者之較高者。在評估使用價值時，會採用反映現時市場對貨幣時間價值及針對該資產的風險評值的稅前貼現率，將估計未來現金流量貼現至其現值。當資產並不產生大致獨立其他資產之現金流入，就獨立產生現金流入的最小組別資產（即現金產生單位）釐定可收回金額。

- 確認減值虧損  
倘資產的賬面值或資產所屬現金產生單位的賬面值超過其可收回金額，則在損益內確認減值虧損。就現金產生單位確認的減值虧損首先予以分配，以減少分配至現金產生單位（或單位組別）的任何商譽的賬面值，然後按比例減少該單位（或單位組別）的其他資產的賬面值，惟資產之賬面值不會減少至低於個別價值以下減出售成本（倘可計量）或使用價值（倘可釐定）。

- 減值虧損撥回  
就商譽以外之資產而言，倘用作釐定可收回金額的估計發生有利變動，則撥回減值虧損。有關商譽的減值虧損不予撥回。

減值虧損撥回僅限於過往年度不曾確認減值虧損情況下原可釐定的資產的賬面值。減值虧損撥回於確認撥回的年度計入損益。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (l) Inventories and other contract costs

###### (i) Property development

Inventories in respect of property development activities are carried at the lower of cost and net realisable value. Cost and net realisable values are determined as follows:

###### – Properties under development

Properties under development are intended to be held for sale after completion. They are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle.

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see note 2(x)). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

###### – Completed properties held for sale

The cost of completed properties held for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

#### 2 主要會計政策(續)

##### (l) 存貨及其他合約成本

###### (i) 物業開發

有關物業發展之存貨按成本與可變現淨值兩者之較低者列賬。成本及可變現淨值按以下方式釐定：

###### – 發展中物業

發展中物業擬於落成後持作待售用途。發展中物業分類為流動資產，除非有關物業開發項目之預計施工期超過正常營運週期。

供出售之發展中物業之成本由特別識別之成本組成，包括土地收購成本、開發總成本、材料及物料、工資及其他直接費用、適當比例的間接成本及資本化的借貸成本(參閱附註2(x))。可變現淨值指估計售價減估計竣工成本及銷售物業將產生的成本。

###### – 持作待售之已落成物業

持作待售之已落成物業之成本包括所有採購成本、轉換成本及將存貨置於其現址及現況所產生的其他成本。

就本集團開發之已落成物業而言，成本乃按未出售物業應佔之該發展項目之總開發成本總額分攤計算。可變現淨值指估計售價減銷售物業將予產生的成本。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (I) Inventories and other contract costs (continued)

##### (ii) Other inventories

Inventories other than those in respect of property development activities are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### 2 主要會計政策 (續)

#### (I) 存貨及其他合約成本 (續)

##### (ii) 其他存貨

存貨(有關物業開發活動者除外)以成本及可變現淨值兩者之較低者列賬。

成本按加權平均成本公式計算，及包括所有採購成本、轉換成本及將存貨置於現址及現況所產生的其他成本。

可變現淨值為在一般業務過程中的估計售價減竣工的估計成本及完成銷售所必需的估計成本。

當存貨出售時，該等存貨的賬面值於確認相關收入的期間確認為一項開支。存貨減值至可變現淨值的金額及存貨的所有虧損在減值或虧損產生的期間確認為一項開支。存貨的任何減值的任何撥回金額確認為在撥回產生的期間已確認為一項開支的存貨金額的扣減項。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (l) Inventories and other contract costs (continued)

###### (iii) Other contract costs

Other contract costs are incremental costs of obtaining a contract with a customer.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered, unless the expected amortisation period is one year or less from the date of initial recognition of the asset, in which case the sales commissions can be expensed when incurred. The Group applied this practical expedient under HKFRS 15 and did not capitalise sales commissions for the year ended 31 December 2018. Other costs of obtaining a contract are expensed when incurred.

#### 2 主要會計政策 (續)

##### (l) 存貨及其他合約成本 (續)

###### (iii) 其他合約成本

其他合約成本指向客戶獲得合約的增量成本。

獲得合約的增量成本指本集團為向客戶獲得合約所產生的該等成本，而該等成本在未獲得合約時不會產生（例如增量銷售佣金）。倘該等成本與將於未來報告期間確認的收益相關且該等成本預期可收回，則獲得合約的增量成本於產生時資本化，除非自資產初始確認日期起，預期攤銷期限為一年或以下，在該情況下銷售佣金於產生時費用化。本集團根據香港財務報告準則第15號應用此實用方法，且並未於截至二零一八年十二月三十一日止年度內資本化銷售佣金。獲得合約的其他成本於產生時支銷。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (l) Inventories and other contract costs (continued)

##### (iii) Other contract costs (continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(v).

#### (m) Biological assets

Biological assets represent cloned orchid flowers recorded as current assets. The biological assets are measured at their fair value on initial recognition and at the end of each reporting period less estimated costs to sell. The fair values of the biological assets are determined based on the most recent market transaction prices. Any change in fair value less estimated costs to sell of a biological asset is included in profit or loss for the period in which it arises.

### 2 主要會計政策 (續)

#### (l) 存貨及其他合約成本 (續)

##### (iii) 其他合約成本 (續)

已資本化合約成本按成本減累計攤銷及減值虧損列賬。當合約成本資產的賬面值超過(i)本集團預期因交換資產相關貨品或服務而將收取的代價餘額減(ii)尚未確認為開支之直接與提供該等貨品或服務相關的任何成本的淨額時，確認減值虧損。

已資本化合約成本攤銷於確認資產相關收益時從損益內扣除。收益確認的會計政策載於附註2(v)。

#### (m) 生物資產

生物資產指列作流動資產之克隆蘭花。生物資產於初步確認時及於各報告期末按其公允值減銷售成本計量。生物資產的公允值乃按最近期市場交易價格釐定。生物資產的公允值減銷售成本的任何變動於產生期間計入損益。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (n) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 2(v)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(o)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 2(v)(ii)).

##### *Policy prior to 1 January 2018*

In the comparative period, contract balances were recorded for construction contracts at the net amount of costs incurred plus recognised profit less recognised losses and progress billings. These net balances were presented as the “gross amount due from customers for contract work” (as an asset) or the “gross amount due to customers for contract work” (as a liability), as applicable, on a contract-by-contract basis. Progress billings not yet paid by the customer were included under “Trade receivables”. Amounts received before the related work was performed were presented as “Receipts in advance” under “Other payables and accruals”. These balances have been reclassified on 1 January 2018 as shown in note 27 (see note 2(c)(ii)).

##### (o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2(k)(i)).

#### 2 主要會計政策 (續)

##### (n) 合約負債

合約負債於本集團確認相關收益(見附註2(v))前客戶支付代價時確認。倘本集團有權無條件於本集團確認相關收益前收取代價，亦會確認合約負債。在該等情況下，亦將確認相應應收款項(見附註2(o))。

當合約載有重大融資成分時，合約結餘將包括按實際利率法應計之利息(見附註2(v)(ii))。

##### *於二零一八年一月一日前適用之政策*

於比較期間，建造合同之合約結餘按已發生的成本淨額加已確認溢利減已確認虧損及進度款入賬。該等結餘淨額按合約基準呈列為「應收客戶合約工程總額」(作為一項資產)或「應付客戶合約工程總額」(作為一項負債)(如適用)。客戶尚未支付的進度款計入「應收賬款」。在相關工程履行前收取的款項呈列為「其他應付款項及應計費用」項下的「預收款項」。如附註27所示，該等結餘已於二零一八年一月一日重新分類(見附註2(c)(ii))。

##### (o) 應收賬款及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

應收款項以實際利率法減信用損失撥備按攤銷成本列賬(見附註2(k)(i))。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (p) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, taking into account any discount or premium on acquisition and fees or costs that are an integral part to the effective interest rate. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(x)).

#### (q) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2(u), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (r) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Bank deposits which are restricted to use are classified as "restricted cash". Restricted cash are excluded from cash and cash equivalents in the statement of financial position and cash flow statement.

Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 2(k)(i).

### 2 主要會計政策 (續)

#### (p) 計息借貸

計息借貸初步按公允值減交易成本計量。初步確認後，經考慮收購時的折現或溢價及構成實際利率的組成部份的費用或成本，計息借貸使用實際利率法按攤銷成本列賬。利息開支根據本集團借貸成本之會計政策確認(見附註2(x))。

#### (q) 應付賬款及其他應付款項

應付賬款及其他應付款項初步按公允值確認。除金融擔保負債按附註2(u)計量外，應付賬款及其他應付款項其後按攤銷成本列賬，除非折現影響並不重大，在此情況下，應付賬款及其他應付款項按成本列賬。

#### (r) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、在銀行及其他金融機構之活期存款、可隨時轉換為已確定數額現金、價值變動風險極微及自收購起三個月內到期之短期高流動性投資。

用途受限制之銀行存款分類為「受限制現金」。受限制現金不包括在財務狀況表及現金流量表內的現金及現金等價物中。

現金及現金等價物之預期信用損失乃根據附註2(k)(i)所載之政策評估。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 2 Significant accounting policies (continued)

### (s) Employee benefits

#### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

Each of the subsidiaries operating in mainland China participates in the central pension scheme (the "CPS") operated by the local municipal government for all of its staff. These subsidiaries are required to contribute 8% to 20% of their payroll costs to the CPS. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the CPS, except to the extent that they are included in the cost of investments not yet recognised as an expense.

## 2 主要會計政策 (續)

### (s) 僱員福利

#### (i) 短期僱員福利及定額供款退休計劃之供款

薪金、年度花紅、帶薪年假、定額供款退休計劃供款及非貨幣福利在僱員提供相關服務年度內累計。當付款或結算遞延時及影響屬重大時，該等金額按其現值列賬。

本集團根據香港強制性公積金計劃條例為根據香港司法權區僱傭條例僱傭之僱員實施一項界定供款強積金退休計劃（「強積金計劃」）。根據強積金計劃，僱主及僱員各自必須按僱員相關收入之5%就該計劃作出供款，上限為每月相關收入的30,000港元。計劃供款即時歸屬並依照強積金計劃之規定在須支付供款時在損益表中扣除。強積金計劃之資產乃與本集團之資產分開由獨立管理之基金持有。根據強積金計劃之規則，若僱員於可全數收取供款前離職，則僱主之自願供款將歸集團所有，惟本集團就強積金計劃作出之僱主供款全數歸僱員所有。

所有於中國大陸經營之附屬公司參與中央退休金計劃（「中央退休金計劃」），此計劃由地方市政府為該等公司所有僱員制訂。此等附屬公司必須按其薪金之8%至20%就中央退休金計劃作出供款。根據中央退休金計劃作出之供款會根據中央退休金計劃之規則在須付供款時自損益表中扣減。惟計入投資成本尚未確認為一項開支者除外。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (s) Employee benefits (continued)

##### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the Binomial Option Pricing Model taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to retained profits).

Share-based payment transactions in which the Company grants share options to subsidiaries' employee are accounted for as increase in value of investments in subsidiary in the Company's statement of financial position which is eliminated on consolidation.

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### 2 主要會計政策 (續)

#### (s) 僱員福利 (續)

##### (ii) 以股份為基礎之付款

授予僱員之購股權公允值確認為僱員成本，權益項下的購股權儲備相應增加。公允值使用二項式期權定價模型在授出日期計量，並考慮購股權授出的條款及條件。當僱員在成為無條件享有購股權前必須符合歸屬條件，購股權估計公允值總額在歸屬期間分配，並考慮購股權將會歸屬的概率。

於歸屬期間，對預期歸屬的購股權數目予以審閱。過往年度已確認的累計公允值的任何調整在審閱年度計入損益／從損益中扣除，除非原有僱員開支符合確認資產的資格及購股權儲備相應調整。於歸屬日期，確認為開支之金額予以調整，以反映歸屬的購股權的實際數目（購股權儲備相應調整），僅由於未達成與本公司股份市價有關的歸屬條件才予以沒收。在購股權儲備內確認權益金額直至購股權獲行使（當其計已發行股份的股本的已確認金額之內時）或購股權屆滿（當其直接撥往保留溢利時）。

本公司向附屬公司僱員授出購股權的以股份為基礎之付款按本公司財務狀況表內於附屬公司投資價值增加入賬，而其於綜合賬目時已撇銷。

##### (iii) 辭退福利

在本集團不再撤回該等福利要約時及當其確認涉及支付辭退福利的結構性成本時（以較早者為準）確認辭退福利。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (t) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

#### 2 主要會計政策 (續)

##### (t) 所得稅

年內所得稅包括即期稅項及遞延稅項資產及負債的變動。即期稅項及遞延稅項資產及負債的變動在損益內確認，惟彼等與在其他全面收益內或直接於權益內確認的項目有關者除外，在此情況下，有關稅項金額分別在其他全面收益或直接於權益內確認。

即期稅項乃就年內應課稅收入應付的預期稅項，按報告期末已實施或實際上已實施的稅率計算及就過往年度的應課稅項作出任何調整。

遞延稅項資產及負債分別因可扣減及應課稅暫時差額而產生，暫時差額即為財務報告用途的資產及負債的賬面值與其稅基之間的差額。遞延稅項資產亦因未動用的稅項虧損及未動用的稅項抵免而產生。

除若干有限例外情況外，所有遞延稅項負債及所有遞延稅項資產（以未來課稅溢利可能會被用作抵銷可動用的資產為限）予以確認。可能支持確認因可扣減暫時差額而產生遞延稅項資產確認之未來課稅溢利包括因現有課稅暫時差額撥回而產生者，前提是該等差額與同一稅務當局及同一課稅實體有關，預期於可扣減暫時差額之預期撥回相同期內撥回或於因遞延稅項資產而產生的稅項虧損可予轉回或結轉的期間內撥回。釐定現時課稅暫時差額是否支持確認因未動用稅項虧損及抵免而產生的遞延稅項資產時採納同一標準，即倘等與同一稅務當局及同一課稅實體有關時，考慮該等差額，並預期於動用稅項虧損或抵免的期間撥回。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (l) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2(h), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

### 2 主要會計政策 (續)

#### (l) 所得稅 (續)

確認遞延稅項資產及負債的有限例外情況包括來自商譽之不可扣稅暫時差額、既不影響會計亦不影響課稅溢利的初步確認資產及負債（前提是他們並不是業務合併的一部份）及於附屬公司投資有關的暫時差額，如屬課稅差額，僅以本集團控制撥回的時間而不太可能在可預見將來撥回之差額為限，如屬可扣減差額，則僅認可在將來撥回之差額為限。

當投資物業按附註2(h)內所載會計政策按公允值列賬時，已確認的遞延稅項金額使用適用於報告日期按其賬面值出售該等資產的稅率計量。在所有其他情況下，已確認的遞延稅項金額根據預期變現或結算資產及負債賬面值方式，使用報告期末已實施或實際上已實施的稅率計量。遞延稅項資產及負債不予折現。

於各報告期末審閱遞延稅項資產的賬面值，並予以扣減，以不再可能有充足的課稅溢利用作抵銷將予動用的相關稅項溢利者為限。任何扣減會於可能取得足夠應課稅利潤時撥回。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (t) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

##### (u) Provisions and contingent liabilities

###### (i) *Contingent liabilities assumed in business combinations*

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(u)(ii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2(u)(ii).

#### 2 主要會計政策 (續)

##### (t) 所得稅 (續)

即期稅項餘額及遞延稅項餘額及其變動分別各自單獨呈列且不予抵銷。即期稅項資產抵銷即期稅項負債，倘本公司或本集團擁有合法的可強制執行權利以用即期稅項資產抵銷即期稅項負債及符合下列額外條件時，用遞延稅項資產抵銷遞延稅項負債：

- 如屬即期稅項資產及負債，本公司或本集團擬按淨額基準結算或同時變現資產及清償負債；或
- 如屬遞延稅項資產及負債，倘與同一稅務機構徵收之所得稅有關：
  - 同一納稅實體；或
  - 不同納繳實體，於各未來期間，預期清償或收回重大金額之遞延稅項負債或資產，擬按淨額基準變現即期稅項資產及即期稅負債或同時變現及清償。

##### (u) 撥備及或然負債

###### (i) *業務合併中承擔的或然負債*

業務合併中承擔的或然負債即於收購當日的現有負債，初步按公允值確認，前提是公允值能可靠計量。在初步確認公允值後，該等或然負債按已初步確認金額減累計攤銷（如適用）及原可按照附註2(u)(ii)釐定之金額兩者之較高者確認。不能可靠公允估值或並非收購當日之現有負債之業務合併中承擔的或然負債按照附註2(u)(ii)披露。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (u) Provisions and contingent liabilities (continued)

##### (ii) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

#### (v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

### 2 主要會計政策 (續)

#### (u) 撥備及或然負債 (續)

##### (ii) 撥備及或然負債

當本集團或本公司因過去事項須承擔法律責任或推定責任，而履行該責任很可能需要經濟利益流出並能可靠估計其款項時，則對該等未確定時間或金額的負債作出撥備。倘貨幣時間價值屬重大，則按預期履行該責任所需支出的現值列報撥備。

倘不大可能流出經濟利益或無法可靠估計金額，則該責任披露為或然負債，除非經濟利益流出的可能性甚微。潛在責任（其存在僅透過一項或多項未來事件發生與否確認）亦披露為或然負債，除非經濟利益流出的可能性甚微。

#### (v) 收益及其他收入

本集團將其日常業務過程中源自銷售貨品、提供服務或租賃項下讓渡本集團資產使用權的收入分類為收入。

當產品或服務的控制權轉移至客戶，或承租人有權動用資產時，按本集團預期有權獲取的承諾代價（不包括代表第三方收取的金額）確認收益。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (v) Revenue and other income (continued)

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

##### (i) Sale of properties

Revenue from sales of properties is recognised upon the point in time when the customers has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under contract liabilities (see note 2(n)).

#### 2 主要會計政策 (續)

##### (v) 收益及其他收入 (續)

倘合約包含的融資成分為客戶提供重大融資利益超過12個月，則收益按以與客戶進行的個別融資交易所反映貼現率貼現的應收款項現值計量，而利息收入則按實際利率法獨立累計。倘合約包含的融資成分為本集團提供重大融資利益，則根據該合約確認的收益包括按實際利率法計算合約責任產生的利息開支。本集團運用香港財務報告準則第15號第63段的實際簡易方法，當融資期限為12個月或以下時，則不會就重大融資成分的任何影響調整對價。

本集團收益及其他收入確認政策的進一步詳情如下：

##### (i) 銷售物業

當客戶有能力直接使用物業並取得該物業絕大部份剩餘利益時，確認銷售物業的收益。於收益確認日期前就出售的物業收取的訂金及分期款項計入財務狀況表內合約負債項下(見附註2(n))。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (v) Revenue and other income (continued)

##### (i) Sale of properties (continued)

When residential properties are marketed by the Group while the property is still under construction, the Group may offer a discount compared to the listed sales price, provided the customer agrees to pay the balance of the consideration early. In such cases, if the advance payments are regarded as providing a significant financing benefit to the Group, interest expense arising from the adjustment of time value of money will be accrued by the Group during the period between the payment date and when control of completed property is transferred to the customer. This accrual increases the balance of the contract liability during the period of construction, and therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer. The interest is expensed as accrued unless it is eligible to be capitalised under HKAS 23, *Borrowing costs*, in accordance with the policies set out in note 2(x).

In the comparative period, revenue from sales of properties is recognised when the risks and rewards of properties are transferred to the purchasers, which is when the construction of relevant properties has been completed and the properties have been delivered to the purchasers and collectability of related receivables is reasonably assured. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the statement of financial position under "Receipts in advance" within "Other payables and accruals" and no interest expense was accrued on payments received in advance. As a result of the change in accounting policy for accruing interest on payments in advance, adjustments have been made to opening balances as at 1 January 2018 (see note 2(c)(ii)).

### 2 主要會計政策 (續)

#### (v) 收益及其他收入 (續)

##### (i) 銷售物業 (續)

當本集團推銷住宅物業而該物業仍在建設中時，本集團可能會相比上市銷售價提供折扣，但前提是客戶同意提前支付代價的餘額。在此情況下，倘提前付款被視為向本集團提供重大融資利益，則於付款日至已竣工物業控制權轉移至客戶止期間本集團將估算因調整貨幣時間價值產生的利息開支。該估算增加了建設期間的合約負債結餘，並因此增加了已竣工物業控制權轉讓至客戶時確認的收益金額。除非根據附註2(x)所載政策，利息根據香港會計準則第23號*借貸成本*資本化，否則其按應計費用列賬。

於比較期間，當物業的風險及回報轉移至買方、有關物業的建設已經竣工且物業已交付予買方及相關應收款項的可收回性可合理得到保證時，確認物業銷售的收益。在確認收益日期前出售的物業的已收訂金及分期付款項計入財務狀況表內「其他應付款項及應計費用」之「預收款項」項下，且就預收款項並無應計利息開支。由於有關預收款項的應計利息的會計政策發生變動，故已對二零一八年一月一日的期初結餘進行調整（見附註2(c)(ii)）。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (v) Revenue and other income (continued)

###### (ii) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products. If the products are a partial fulfilment of a contract covering other goods and/or services, then the amount of revenue recognised is an appropriate proportion of the total transaction price under the contract, allocated between all the goods and services promised under the contract on a relative stand-alone selling price basis.

In comparative period, revenue is recognised when goods are delivered at the customers' premises which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

###### (iii) Construction contracts

A contract with a customer is classified by the Group as a construction contract when the contract relates to work on real estate assets under the control of the customer and therefore the Group's construction activities create or enhance an asset under the customer's control.

When the outcome of a construction contract can be reasonably measured, revenue from the contract is recognised progressively over time using the cost-to-cost method, i.e. based on the proportion of the actual costs incurred relative to the estimated total costs.

The likelihood of the Group earning contractual bonuses for early completion or suffering contractual penalties for late completion are taken into account in making these estimates, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

#### 2 主要會計政策 (續)

##### (v) 收益及其他收入 (續)

###### (ii) 銷售貨品

收益於客戶佔有並接納產品時確認。倘該等產品為部份履行涵蓋其他貨品及／或服務的合約，則確認收益的金額為合約項下總交易價的合適比例，按照相對獨立售價基準根據合約協定的所有貨品及服務之間分配。

於比較期間，在貨品交付予客戶，並且貨品的所有權及相關風險已轉移給客戶時確認收益。收益不包括增值稅或其他銷售稅並經扣除任何貿易折扣。

###### (iii) 建造合約

當合約與受客戶管控的房地產資產工程相關時，本集團將與客戶所訂的合約列作建造合約，故本集團建造活動設置或提升受客戶管控的資產。

當建造合約的結果能合理計量時，合約收益採用成本法（即根據所產生的實際成本佔估計總成本的比例）隨時間累計確認。

本集團就提早完成而賺取的合約獎勵或因延遲完工而遭受合約罰款的可能性於作出該等估計時考慮，因此，僅在已確認收益金額很可能不會大幅撥回時方會確認收益。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (v) Revenue and other income (continued)

##### (iii) Construction contracts (continued)

When the outcome of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognised in accordance with the policy set out in note 2(u).

Revenue for construction contracts was recognised on a similar basis in the comparative period under HKAS 11.

##### (iv) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

##### (v) Property management fee income

The Group provides property management services and bills the property owners a fixed lump sum amount for services provided on a monthly basis. Under this arrangement, the Group acts as a principal and is primary responsible for providing the property management services to the property owners. The Group recognises the fee received or receivable from property owners as its revenue when the Group has a right to invoice and that corresponds directly with the value of performance completed, and all related property management costs as its cost of services.

Revenue from provision of property management services was recognised on a similar basis in the comparative period under HKAS 18.

### 2 主要會計政策 (續)

#### (v) 收益及其他收入 (續)

##### (iii) 建造合約 (續)

當合約的結果不能合理計量時，收益僅在預期所產生的合約成本將予收回的情況下確認。

倘於任何時間估計完成合約的成本超過合約代價的餘下金額，則根據附註2(u)所載的政策確認撥備。

建造合約收益根據香港會計準則第11號於比較期間按類似基準確認。

##### (iv) 經營租約的租金收入

經營租約應收租金收入在損益內按等額分期在租賃期限的期間內確認，惟當有替代基準更能代表使用租賃資產所產生的收益模式時除外。所授租賃優惠作為應收租賃款項淨額總額的組成部份在損益內確認。或然租金按賺取租金的會計期間的收入確認。

##### (v) 物業管理費收入

本集團提供物業管理服務，且業主須按月就所提供的服務支付固定包干費用。根據該安排，本集團作為主事人主要負責向業主提供物業管理服務。當本集團有權開具發票且直接與已完成履約的價值相關，以及所有相關物業管理成本為其服務成本時，本集團將已收或應收業主的費用確認為其收益。

於比較期間，提供物業管理服務的收益根據香港會計準則第18號按類似基準確認。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 2 Significant accounting policies (continued)

### (v) Revenue and other income (continued)

#### (vi) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

#### (vii) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(k)(i)).

#### (viii) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are credited to a deferred income account and are released to profit or loss over the expected useful life of the relevant assets by equal annual instalments or deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

## 2 主要會計政策 (續)

### (v) 收益及其他收入 (續)

#### (vi) 股息

- 非上市投資的股息收入在股東收取付款的權利確立時確認。
- 上市投資的股息收入在投資的股價除息時確認。

#### (vii) 利息收入

利息收入根據實際利息法於產生時使用按金融資產預期年期將估計未來所收取現金準確貼現至該金融資產賬面總值的利率確認。就按攤銷成本或透過其他全面收益按公允值計算(可撥回)且並無出現信貸減值的金融資產而言，實際利率用於該資產之賬面總額。就出現信貸減值的金融資產而言，實際利率用於該資產的攤銷成本(即賬面總額扣除損失撥備)(請參閱附註2(k)(i))。

#### (viii) 政府補助

當有合理保證將會收取有關補助且本集團符合有關補助附帶條件時，在財務狀況表內確認政府補助。補償本集團已發生之開支之補助在產生開支的同一期間有系統地在損益內確認為收入。補償本集團資產成本的補助計入遞延收入賬在有關資產的預期使用年期以年度等額分期撥往損益或自資產賬面值扣除及因而按資產的使用年期以扣減折舊開支形式在損益內實際確認。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (w) Translation of foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency transactions recorded by the entities in the Group during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The functional currencies of certain subsidiaries, associates and joint ventures are currencies other than the Hong Kong dollars. The results of these entities are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange fluctuation reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### 2 主要會計政策 (續)

#### (w) 外幣換算

該等財務報表乃以本公司之功能及呈報貨幣港元呈列。本集團之每個實體釐定其本身之功能貨幣，而載於各實體之財務報表之項目乃以功能貨幣計量。

本集團之實體錄得之外幣交易按交易日之現行匯率換算。以外幣計值之貨幣資產及負債乃按報告期末之貨幣匯率換算。匯兌收益及虧損於損益表內確認。

按外幣之歷史成本計量之非貨幣項目乃按交易日期之匯率換算。交易日期為本公司初始確認相關非貨幣資產或負債的日期。按外幣計值之非貨幣項目乃按公允值釐定當日之匯率換算。

若干附屬公司、聯營公司及合營公司之功能貨幣乃港元以外之貨幣。該等實體之業績按交易日與外幣匯率相若的匯率換算成港元。財務狀況表項目(包括因合併海外業務而產生的商譽)乃按報告期末之收市匯率換算為港元。於換算時產生之匯兌差額均於其他全面收益確認，並於匯兌變動儲備內在權益內單獨累計。

出售海外業務時，當確認出售時損益時，有關該海外業務之匯兌差額之累計金額由權益重新分類至損益。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (x) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

##### (y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

#### 2 主要會計政策 (續)

##### (x) 借貸成本

收購、建設或生產資產直接應佔的借貸成本(即必須花費大量時間準備以作擬定用途或銷售)作為該資產成本的一部份撥充資本。其他借貸成本在發生的期間列支。

借貸成本作為合資格資產的一部份撥充資本在產生資產開支時開始，借貸成本正在發生及將資產準備妥當作擬定用途或銷售所必需的活動正在進行當中。當準備合資格資產作擬定用途或銷售必需的絕大部份活動中斷或完工時，暫停或中止借貸成本的資本化。

##### (y) 關聯方

- (a) 一名人士或其直系親屬符合以下條件即視為本集團的關聯方：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理人員。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 2 Significant accounting policies (continued)

#### (y) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### 2 主要會計政策 (續)

#### (y) 關聯方 (續)

(b) 符合以下任何條件的實體視為本集團的關聯方：

- (i) 該實體與本集團為同一集團的成員公司 (即各母公司、附屬公司及同系附屬公司之間相互關連)。
- (ii) 一間實體為另一實體的聯營公司或合營公司 (或為另一實體所屬集團之成員公司的聯營公司或合營公司)。
- (iii) 兩間實體均為同一第三方之合營公司。
- (iv) 一間實體為第三方之合營公司，而另一實體為第三方之聯營公司。
- (v) 該實體為本集團或本集團相關實體以僱員為受益人的離職福利計劃。
- (vi) 該實體由(a)項所訂明人士控制或共同控制。
- (vii) (a)(i)項所指明人士對該實體有重大影響或為該實體 (或實體母公司) 的主要管理人員。
- (viii) 該實體或該實體屬其中一部份的集團旗下任何成員公司向該集團或該集團母公司提供主要管理人員服務。

個人的直系親屬指預期於該人士與相關實體交易時可能會影響該人士或其影響的家庭成員。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 2 Significant accounting policies (continued)

##### (z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

#### 3 Significant accounting judgements and estimates

Estimates and judgements used in preparing the financial statements are evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities within the next financial year is estimation of fair value of investment properties and Hengda Investment.

#### 2 主要會計政策 (續)

##### (z) 分類報告

經營分部及在財務報表內報告的各分類項目的金額根據定期提供予本集團最高管理人員以供分配資源及評估本集團各業務單位及地區分類表現的財務資料確定。

為財務報告目的，個別重要經營分類並未予以匯總，除非各分類具有相若經濟特性及產品及服務性質、生產過程性質及客戶類型或類別、用作分銷產品或提供服務的方法及監管環境的性質相若。個別並不重要的經營分類可能予以匯總，倘該等分類共享大多數該等標準。

#### 3 重大會計判斷及估計

評估在編製財務報表時使用的估計及判斷乃以過往經驗及其他因素(包括在當時情況下被視為合理的未來事件的預期)為依據。

本集團作出有關未來的估計及假設。由此產生的會計估計顧名思義很少會等同於相關實際結果。可能對下一個財政年度內資產及負債賬面值有重大影響的估計及假設為投資物業及恒大投資的公允值估計。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 3 Significant accounting judgements and estimates (continued)

#### (i) Investment properties

The best evidence of fair value is current prices in an active market for the properties with similar lease and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgement, the Group considers information from a variety of sources including: (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences; (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The Group assesses the fair value of its investment properties based on valuations determined by independent and professional qualified valuers. Significant judgement and assumptions are required in assessing the fair value of the investment properties. Details of the judgement and assumptions are disclosed in note 18.

### 3 重大會計判斷及估計 (續)

#### (i) 投資物業

公允值之最佳證明為同類租約及其他合約於活躍市場之現行價格。倘欠缺有關資料，本集團會根據合理公允值估計範圍釐定有關數額。在作出有關判斷時，本集團會考慮到來自多種來源的資料，包括：(i)不同性質、情況或地區物業於活躍市場之現行價格（或受不同租約或其他合約規限），作出調整以反映該等差別；(ii)同類物業於較不活躍市場之近期價格（已就發生交易日期以來經濟狀況之變化作出調整）；及(iii)根據任何現有租約及其他合約之條款以及（如可行）外在證據（如同區狀況相同之同類物業當時之市場租金），基於對現金流量之可靠估計以及反映當前對現金流量金額及時間之不確定性之市場評估貼現率計算之現金流量預測。

本集團基於獨立專業合資格估值師釐定的估值評估投資物業的公允值。在評估投資物業的公允值時需要重大判斷及假設。判斷及假設的詳情在附註18內披露。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 3 Significant accounting judgements and estimates (continued)

##### (ii) Equity investment and derivative financial instruments arising from Hengda Real Estate Group Company Limited and its controlling parities (“Hengda Investments”)

Hengda Investments include the Group’s equity investment in Hengda Real Estate Group Company Limited (“Hengda Real Estate”) and a derivative financial instrument arising from the agreements with the controlling parties of Hengda Real Estate. The best evidence of fair values for these financial assets are their unadjusted quoted prices in an active market, which are not available to the Group. In the absence of such information, the Group determines the fair values of these financial assets using valuation models which require significant unobservable inputs that are not readily available for liquid markets. In the process of assessing the fair value of the equity investment, the Group determines the fair value using the price/book ratios of comparable listed companies adjusted for lack of marketability discount, which involves significant judgements on the selection of comparable listed companies engaging in similar business and of similar size, and the determination of lack of marketability discount based on comparable historical market transactions. In the process of assessing the fair value of the derivative financial instrument, the Group determines the fair value using Binomial Option Pricing Model, which involves significant judgements on various assumptions, such as the volatility, dividend yield and the expected failure rate of the proposed reorganisation involving Hengda Real Estate and Shenzhen Special Economic Zone Real Estate & Properties (Group) Co., Ltd. (see note 24 for details).

The Group assesses the fair value of these financial assets based on valuations determined by an independent and professional qualified valuer. Significant judgement and assumptions used in the assessment of the fair value of Hengda Investments are disclosed in note 39.

#### 3 重大會計判斷及估計 (續)

- (ii) 恒大地產集團有限公司及其控股方(「恒大投資」)產生的股本投資及衍生金融工具。恒大投資包括本集團於恒大地產集團有限公司(「恒大地產」)的股本投資及因與恒大地產之控股方訂立的協議而產生的衍生金融工具。該等金融工具公允值的最佳憑證為其於活躍市場之未經調整報價(本集團無法獲取)。在沒有該等資料之情況下，本集團會使用估值模式(要求提供流動市場不可即時獲得之重大不可觀察輸入值)釐定該等金融資產之公允值。於評估股本投資的公允值時，本集團使用可比較上市公司的市賬率釐定公允值，並就缺乏市場流通性折現作出調整。此舉涉及於選擇從事類似業務並具有相似規模的可比較上市公司時作出重大判斷，亦涉及根據可比較過往市場交易釐定是否缺乏市場流通性折現。於評估衍生金融工具的公允值時，本集團使用二項式期權定價模型釐定公允值，此舉涉及對各種假設(如波幅、股息收益率及有關恒大地產與深圳經濟特區房地產(集團)股份有限公司的建議重組(詳情請參閱附註24)的預期失敗率)作出重大判斷。

本集團根據獨立專業合資格估值師釐定之估值評估該等金融資產的公允值。評估恒大投資的公允值時所使用的重大判斷及假設於附註39中披露。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 4 Segment reporting

The Group manages its businesses by business units, which are organised based on their products and services. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following five reportable segments:

- (a) the property development segment engages in the development of residential, industrial and commercial properties;
- (b) the property investment segment invests in residential, industrial and commercial properties for their rental income potential;
- (c) the property management segment engages in the management of both properties developed by the Group and external parties;
- (d) the manufacture segment engages in the manufacture and sale of industrial and commercial products; and
- (e) the "others" segment comprises, principally, the hotel operations, manufacture and sale of aluminum alloy products and agricultural products, provision of construction services and other businesses.

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets exclude deferred tax assets, restricted cash, cash and cash equivalents, other financial assets and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, an amount due to the ultimate holding company, tax payable, an amount due to the immediate holding company, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before taxation from continuing operations. The adjusted profit before taxation from continuing operations is measured consistently with the Group's profit before tax except that other income and gains, finance costs, fair value loss from the Group's financial instruments as well as head office and corporate expenses are excluded from such measurement.

### 4 分類報告

本集團按業務單位管理業務，而業務單位按其產品及服務劃分。按與向本集團最高行政管理人員內部報告資料（用作資源分配及表現評估）一致之方式，本集團呈報以下五個呈報分類：

- (a) 物業開發分類從事發展住宅、工業及商業樓宇；
- (b) 物業投資分類投資於具租務前景之住宅、工業及商業樓宇；
- (c) 物業管理分類從事管理由本集團及外部人士發展之樓宇；
- (d) 製造分類從事製造及銷售工業及商業產品；及
- (e) 「其他」分類主要包括酒店業務、製造及銷售鋁合金產品和農產品、提供建造服務及其他業務。

就分類表現評估及分類間資源分配而言，本集團高級行政管理人員按下列基準監控各報告分類應佔之業績、資產及負債：

鑒於遞延稅項資產、受限制現金、現金及現金等價物、其他金融資產及其他未分配總辦事處及公司資產乃按分組基準管理，故分類資產並不包括以上資產。

鑒於計息銀行及其他借貸、應付最終控股公司款項、應付稅項、應付直接控股公司款項、遞延稅項負債及其他未分配總辦事處及公司負債乃按分組基準管理，故分類負債並不包括以上負債。

分類表現乃按可呈報分類溢利進行評估，可呈報分類溢利即持續經營業務的經調整除稅前溢利。持續經營業務的經調整除稅前溢利乃按與本集團之除稅前溢利一致之方式計量，惟其他收入及利得、融資成本、本集團金融工具的公允值虧損，以及總辦事處及公司開支並不包括在此計量內。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 4 Segment reporting (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purpose of resource allocation and assessment of segment performance for the years ended 31 December 2018 and 2017 is set out below.

#### 4 分類報告 (續)

截至二零一八年及二零一七年十二月三十一日止年度提供予本集團最高行政管理人員以供分配資源及評估分類表現的本集團可呈報分類資料載列如下。

2018		Property development	Property investment	Property management	Manufacture	Others	Total
二零一八年		物業開發	物業投資	物業管理	製造	其他	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
<b>Segment revenue:</b>	<b>分類收益：</b>						
Sales to customers	銷售予客戶	12,062,584	983,375	2,103,756	342,368	1,150,682	16,642,765
Intersegment sales (Note)	分類間銷售 (附註)	68,318	8,691	90,682	-	44,899	212,590
		12,130,902	992,066	2,194,438	342,368	1,195,581	16,855,355
<i>Reconciliation</i>	<i>對賬</i>						
Elimination of intersegment sales	對銷分類間銷售						(212,590)
Revenue	收益						16,642,765
Segment results before increase in fair value of investment properties	投資物業公允值增加前之分類業績	5,543,372	1,019,050	133,208	25,636	(35,587)	6,685,679
Increase in fair value of investment properties	投資物業公允值增加	-	979,924	-	-	-	979,924
Increase in fair value upon transfer to investment properties	轉撥至投資物業後公允值上升	-	302,943	-	-	-	302,943
<b>Segment results after increase in fair value of investment properties</b>	<b>投資物業公允值增加後之分類業績</b>	<b>5,543,372</b>	<b>2,301,917</b>	<b>133,208</b>	<b>25,636</b>	<b>(35,587)</b>	<b>7,968,546</b>
<i>Reconciliation</i>	<i>對賬</i>						
Elimination of intersegment results	對銷分類間業績						(68,389)
Other income and gains	其他收入及利得						877,769
Fair value loss on financial assets measured at fair value through profit or loss, net	透過損益按公允值計算之金融資產之公允值虧損淨值						(849,929)
Corporate and other unallocated expenses	公司及其他未分配費用						(242,290)
Finance costs	融資成本						(882,699)
Profit before tax	除稅前溢利						6,803,008



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 4 Segment reporting (continued)

### 4 分類報告 (續)

2018 二零一八年		Property development 物業開發 \$'000 千元	Property investment 物業投資 \$'000 千元	Property management 物業管理 \$'000 千元	Manufacture 製造 \$'000 千元	Others 其他 \$'000 千元	Total 總額 \$'000 千元
<b>Segment assets</b>	<b>分類資產</b>	<b>54,617,333</b>	<b>33,473,099</b>	<b>503,834</b>	<b>143,903</b>	<b>3,549,763</b>	<b>92,287,932</b>
<i>Reconciliation</i>	<i>對賬</i>						
Corporate and other unallocated assets	公司及其他未分配資產						25,732,217
Total assets	總資產						118,020,149
<b>Segment liabilities</b>	<b>分類負債</b>	<b>21,183,749</b>	<b>3,018,511</b>	<b>880,176</b>	<b>78,470</b>	<b>319,282</b>	<b>25,480,188</b>
<i>Reconciliation</i>	<i>對賬</i>						
Corporate and other unallocated liabilities	公司及其他未分配負債						47,096,265
Total liabilities	總負債						72,576,453
<b>Other segment information:</b>	<b>其他分類資料：</b>						
Depreciation	折舊	68,459	26,728	23,480	3,510	74,394	196,571
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	-	-	-	-	1,222	1,222
Interests in associates	於聯營公司權益	2,402,741	126,301	316	15,133	2,406,665	4,951,156
Interests in joint ventures	於合營公司權益	5,914,717	88,912	18,777	-	192,760	6,215,166
Additions to non-current segment assets during the year	年內添置非流動分類資產	54,438	315,326	18,671	2,791	218,082	609,308



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 4 Segment reporting (continued)

### 4 分類報告 (續)

2017 二零一七年		Property development 物業開發	Property investment 物業投資	Property management 物業管理	Manufacture 製造	Others 其他	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Segment revenue:</b>	<b>分類收益：</b>						
Sales to customers	銷售予客戶	6,381,479	929,847	1,820,429	325,645	797,096	10,254,496
Intersegment sales (Note)	分類間銷售 (附註)	–	16,189	49,538	–	92,237	157,964
		6,381,479	946,036	1,869,967	325,645	889,333	10,412,460
<i>Reconciliation</i>	<i>對賬</i>						
Elimination of intersegment sales	對銷分類間銷售						(157,964)
Revenue	收益						10,254,496
Segment results before increase in fair value of investment properties	投資物業公允值增加前之分類業績	5,993,308	770,323	171,248	14,091	(118,087)	6,830,883
Increase in fair value of investment properties	投資物業公允值增加	–	1,161,684	–	–	–	1,161,684
Increase in fair value upon transfer to investment properties	轉撥至投資物業後公允值上升	–	96,808	–	–	–	96,808
<b>Segment results after increase in fair value of investment properties</b>	<b>投資物業公允值增加後之分類業績</b>	<b>5,993,308</b>	<b>2,028,815</b>	<b>171,248</b>	<b>14,091</b>	<b>(118,087)</b>	<b>8,089,375</b>
<i>Reconciliation</i>	<i>對賬</i>						
Elimination of intersegment results	對銷分類間業績						(109,510)
Other income and gains	其他收入及利得						566,139
Fair value gain on financial instruments, net	金融工具之公允值收益淨值						(48)
Corporate and other unallocated expenses	公司及其他未分配費用						(133,742)
Finance costs	融資成本						(747,532)
Profit before tax	除稅前溢利						7,664,682





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 4 Segment reporting (continued)

### 4 分類報告(續)

2017 二零一七年		Property development 物業開發	Property investment 物業投資	Property management 物業管理	Manufacture 製造	Others 其他	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Segment assets</b>	<b>分類資產</b>	58,337,980	30,789,340	509,701	150,975	3,913,127	93,701,123
<i>Reconciliation</i>	<i>對賬</i>						
Corporate and other unallocated assets	公司及其他未分配資產						23,526,024
Total assets	總資產						117,227,147
<b>Segment liabilities</b>	<b>分類負債</b>	18,338,956	4,640,678	752,103	87,631	195,756	24,015,124
<i>Reconciliation</i>	<i>對賬</i>						
Corporate and other unallocated liabilities	公司及其他未分配負債						48,111,191
Total liabilities	總負債						72,126,315
<b>Other segment information:</b>	<b>其他分類資料：</b>						
Depreciation	折舊	68,234	33,630	23,130	4,042	87,216	216,252
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	-	-	-	-	1,149	1,149
Interests in associates	於聯營公司權益	2,190,698	105,772	331	15,133	2,119,252	4,431,186
Interests in joint ventures	於合營公司權益	4,610,574	-	15,161	-	190,972	4,816,707
Additions to non-current segment assets during the year	年內添置非流動分類資產	53,300	828,952	18,068	3,157	753,240	1,656,717

\* Additions to non-current segment assets during the year comprise additions to property, plant and equipment, investment properties, and land use rights.

\* 年內添置非流動分類資產包括添置物業、廠房及設備、投資物業及土地使用權。

Note: Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

附註：分類間銷售及轉讓乃經參考與第三方交易的售價，按當時的現行市價進行交易。

As the Group generates substantially all of its revenue from customers domiciled in mainland China and most of its non-current assets are located in mainland China, no geographical information is presented.

由於本集團絕大部份收益產自位於中國大陸之客戶，且大部份非流動資產均位於中國大陸，故並未呈報地區資料。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 5 Revenue

Revenue, represents sale of properties, commercial and industrial goods, rental income, management fee income and others. All of the revenue of the Group is recognised at a point in time except for property management fee income, which is recognised over time.

- (i) Disaggregation of revenue from contracts with customers by major products and service lines is as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	<b>於香港財務報告準則第15號範圍內之客戶合約收益</b>		
Sale of completed properties	銷售已落成物業	12,062,584	6,381,479
Management fee income	管理費收入	2,103,756	1,820,429
Sale of commercial and industrial goods	銷售商業及工業產品	342,368	325,645
Others	其他	1,150,682	797,096
		<b>15,659,390</b>	9,324,649
<b>Revenue from other sources</b>	<b>其他來源收益</b>		
Gross rental income from investment properties	投資物業租金收入總額	983,375	929,847
		<b>16,642,765</b>	10,254,496

Note: The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 and HKAS 11 (see note 2(c)(ii)).

The Group's customer base is diversified and none of the customer with whom transactions have exceed 10% of the Group's revenues.

#### 5 收益

收益指物業、商業及工業產品之銷售額、租金收入、管理費收入及其他收入。本集團之所有收益均於某一時間點確認，惟物業管理費收入乃隨時間確認。

- (i) 按主要產品及服務線分拆之客戶合約收益如下：

附註：本集團已採用累計影響法初步應用香港財務報告準則第15號。根據該方法，比較資料不予重列，且根據香港會計準則第18號及香港會計準則第11號擬備（見附註2(c)(ii)）。

本集團之客戶基礎多元化，且本集團並無交易金額超過本集團收益之10%的客戶。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 5 Revenue (continued)

- (ii) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date  
As at 31 December 2018, the aggregated amount of the transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied under the Group's existing contracts is \$16,255,668,000. This amount mainly represents revenue expected to be recognised in the future from pre-completion sales contracts for properties under development. This amount includes the interest component of pre-completion properties sales contracts under which the Group obtains significant financing benefits from the customers (see note 2(v)(i)). The Group will recognise the expected revenue in future, in the case of the properties under development for sale, when the customers has the ability to direct the use of the property, which is expected to occur over the next 12 to 36 months.

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for commercial and industrial goods such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for sales of commercial and industrial goods that had an original expected duration of one year or less.

- (iii) Total future minimum lease payments receivable by the Group  
Total future minimum lease payments under non-cancellable operating leases in place at the reporting date will be receivable by the Group in future periods as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Within one year	一年內	<b>902,352</b>	771,289
After one year but within five years	一年後但五年內	<b>1,550,851</b>	1,439,870
After five years	五年後	<b>206,588</b>	211,866
		<b>2,659,791</b>	2,423,025

### 5 收益 (續)

- (ii) 預期將於日後確認來自於報告日期現存客戶的合約收益  
於二零一八年十二月三十一日，根據本集團現有合約分配至餘下履約責任的交易價格總額為16,255,668,000元。該金額指預期於日後將予確認之來自在建物業預售合約的收益。該金額包括預售物業銷售合約的利息部分，而本集團根據有關合約自客戶取得重大融資利益（見附註2(v)(i)）。對於在開發物業項目，本集團將於客戶可直接使用該物業時確認預期收益，而有關確認將於未來12至36個月發生。

本集團已將香港財務報告準則第15號第121段所載可行權宜之方法應用於其商業及工業產品銷售合約，因此，上述資料不包括本集團在履行有關原始預計年期為一年或更短之商業及工業產品銷售合約項下剩餘履約義務時有權獲取的收益資料。

- (iii) 本集團應收未來最低租賃款項總額  
本集團於未來期間應收於報告日期已訂立之不可取消經營租約之未來最低租賃款項總額如下：



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 6 Other income and gains

#### 6 其他收入及利得

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Interest income	利息收入	257,684	415,851
Dividend income	股息收入	594,840	—
Gain on disposal of available-for-sale investments	出售可供出售投資之利得	—	15,306
Government grant (note 35)	政府補助 (附註35)	6,834	5,047
Others	其他	18,411	129,935
		<b>877,769</b>	<b>566,139</b>

#### 7 Gain on disposal of subsidiaries

The gain on disposal of subsidiaries in 2017 relates to the Group's disposal of five subsidiaries in May 2017 to independent third parties for an aggregate consideration of RMB5,869,721,000 (equivalent to \$6,659,974,000), including consideration for transferring equity interests in these subsidiaries of RMB1,584,032,000 (equivalent to \$1,797,908,000) and consideration for transferring shareholders' loans to these subsidiaries of RMB4,285,689,000 (equivalent to \$4,862,066,000). The net cash received by the Group from disposal of subsidiaries as reflected in consolidated cash flow statement was \$6,595,393,000. These transactions resulted in a gain on disposal of subsidiaries (net of tax) of \$3,325,361,000, being a gain of \$3,676,757,000 deducting the related tax expenses of \$351,396,000.

#### 7 出售附屬公司利得

於二零一七年出售附屬公司利得乃與於二零一七年五月，本集團向獨立第三方出售五家附屬公司有關，其總代價為人民幣5,869,721,000元（相當於6,659,974,000元），包括轉讓該等附屬公司之股權代價人民幣1,584,032,000元（相當於1,797,908,000元）及轉讓提供予該等附屬公司之股東貸款代價人民幣4,285,689,000元（相當於4,862,066,000元）。綜合現金流量表所示本集團已收出售附屬公司之現金淨值為6,595,393,000元。該等交易導致出售附屬公司之利得（扣除稅項）3,325,361,000元，即利得3,676,757,000元扣除有關稅項開支351,396,000元。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 8 Finance costs

### 8 融資成本

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Interest on:	利息支出：		
Bank loans	銀行貸款	<b>1,094,531</b>	768,844
Other borrowings	其他借貸	<b>219,765</b>	214,670
Loans from the ultimate holding company	來自最終控股公司之貸款	<b>180,822</b>	144,666
Loans from the immediate holding company	來自直接控股公司之貸款	<b>36,182</b>	54,862
Loans from fellow subsidiaries	來自同系附屬公司之貸款	<b>128,559</b>	2,895
Loans from a joint venture	來自一間合營公司之貸款	<b>55,973</b>	16,836
Loans from non-controlling shareholders	來自非控股股東之貸款	<b>4,662</b>	8,924
Total interest expense on financial liabilities not at fair value through profit or loss	並非透過損益按公允值計算之金融負債之利息開支總額	<b>1,720,494</b>	1,211,697
Less: Interest expense capitalised into properties under development	減：發展中物業利息開支資本化	<b>(837,795)</b>	(464,165)
		<b>882,699</b>	747,532

\* The borrowing costs have been capitalised at a rate of 3.02% – 4.76% per annum (2017: 3.18% – 4.56%).

\* 借貸成本已按年息3.02%至4.76%（二零一七年：3.18%至4.56%）資本化。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 9 Profit before taxation

The Group's profit before tax is arrived at after charging/(crediting):

##### (a) Cost of sales

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Cost of properties and inventories sold	已售物業及存貨成本	<b>7,217,800</b>	3,872,854
Cost of services provided	提供服務成本	<b>3,453,984</b>	2,830,234
		<b>10,671,784</b>	6,703,088

##### (b) Staff costs

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Wages and salaries	工資及薪金	<b>1,496,795</b>	1,466,182
Equity-settled share option expense	以股本支付之購股權開支	<b>42,130</b>	22,867
Retirement scheme contributions	退休金計劃供款	<b>149,358</b>	143,686
		<b>1,688,283</b>	1,632,735

##### (c) Other items

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	<b>1,222</b>	1,149
Depreciation	折舊	<b>196,571</b>	216,252

#### 9 除稅前溢利

本集團除稅前溢利已扣除/(計入)下列各項後達至：

##### (a) 銷售成本

##### (b) 員工成本

##### (c) 其他項目

Note  
附註

(Note)  
(附註)



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 9 Profit before taxation (continued)

#### (c) Other items (continued)

### 9 除稅前溢利 (續)

#### (c) 其他項目 (續)

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
		Note 附註		(Note) (附註)
Impairment losses	減值虧損	38(a)		
– trade receivables	– 應收賬款			
– impairment recognised	– 已確認減值		52,706	882
– reversal of impairment loss	– 減值虧損撥回		(1,113)	(5,357)
			51,593	(4,475)
– prepayments, deposits and other receivables	– 預付款項、訂金及其他應收款項			
– impairment recognised	– 已確認減值		22,932	1,855
– reversal of impairment loss	– 減值虧損撥回		(54,337)	(493)
			(31,405)	1,362
– other financial assets	– 其他金融資產			
– impairment recognised	– 已確認減值		462	–
– reversal of impairment loss	– 減值虧損撥回		(17,765)	–
			(17,303)	–
Operating lease charges	經營租約費用		25,433	22,653
Net foreign exchange loss/(gain)	匯兌虧損/(收益)淨額		74,451	(67,870)
Rental income on investment properties less direct operating expenses of \$217,195,000 (2017: \$202,889,000)	投資物業租金收入減直接經營開支217,195,000元 (二零一七年：202,889,000元)		(766,180)	(726,958)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		3,414	22,489
Auditor's remuneration	核數師酬金			
– audit services	– 核數服務		5,500	5,350
– other services	– 其他服務		–	1,061
			5,500	6,411

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

附註：本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 10 Income tax in the consolidated statement of profit or loss

The provision for Hong Kong Profits Tax for 2018 is calculated at 16.5% (2017: 16.5%) of the estimated assessable profits for the year.

No provision for Hong Kong Profits Tax was made as the Group has no assessable profits arising in or derived from Hong Kong for the year.

Pursuant to the rules and regulations of the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the BVI.

Under the relevant income tax law, the PRC subsidiaries are subject to corporate income tax ("CIT") at a statutory rate of 25% on their respective taxable income during the year.

PRC Land Appreciation Tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures.

#### 10 綜合損益表之所得稅

二零一八年香港利得稅之撥備根據年內估計應課稅溢利按16.5% (二零一七年：16.5%) 之稅率計算。

由於本集團年內並無於香港產生或賺取應課稅溢利，故並無就香港利得稅計提撥備。

根據英屬處女群島（「英屬處女群島」）之規則及規例，本集團毋須於英屬處女群島繳納任何所得稅。

根據相關所得稅法，年內，中國附屬公司須就各自應課稅收入按法定稅率25%繳納企業所得稅（「企業所得稅」）。

中國土地增值稅（「土地增值稅」）就土地增值部份按30%至60%累進稅率徵收，土地增值部份即出售物業所得款項減包括土地使用權攤銷、借貸成本及所有物業開發支出在內之可扣減開支。

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current tax:	即期稅項：		
Mainland China CIT	中國大陸企業所得稅	1,440,816	1,271,831
Withholding tax on dividend	股息預扣稅	242,723	58,528
LAT in mainland China	中國大陸土地增值稅	2,154,594	810,413
Deferred tax	遞延稅項		
Mainland China CIT	中國大陸企業所得稅	(401,756)	343,944
Withholding tax on dividend	股息預扣稅	(67,545)	47,103
LAT in mainland China	中國大陸土地增值稅	(264,561)	(66,357)
Total tax charge for the year	本年度稅項支出總額	3,104,271	2,465,462





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 10 Income tax in the consolidated statement of profit or loss (continued) 10 綜合損益表之所得稅(續)

		2018		2017	
		二零一八年		二零一七年	
		\$'000	%	\$'000	%
		千元		千元	
Profit before taxation	除稅前溢利	<b>6,803,008</b>		7,664,682	
Notional tax on profit before taxation, calculated at the rate applicable to the respective tax jurisdictions	各地區適用稅率計算之除稅前溢利之名義稅項	<b>1,683,840</b>	<b>24.8</b>	1,971,667	25.7
Profits less losses attributable to joint ventures and associates	合營公司及聯營公司應佔溢利減虧損	<b>(408,575)</b>	<b>(6.0)</b>	(211,186)	(2.8)
Income not subject to tax	毋須納稅之收入	<b>(152,640)</b>	<b>(2.2)</b>	(486,291)	(6.3)
Tax effect of tax losses not recognised	未獲確認之稅項虧損之稅務影響	<b>295,092</b>	<b>4.3</b>	353,045	4.6
Tax effect of prior years' tax losses utilised	未動用之過往年度稅項虧損之稅務影響	<b>(37,312)</b>	<b>(0.5)</b>	(80,421)	(1.0)
Tax effect of temporary differences not recognised	未獲確認之暫時差額之稅務影響	<b>38,423</b>	<b>0.6</b>	84,020	1.1
Expenses not deductible for tax	不獲扣稅之開支	<b>92,740</b>	<b>1.4</b>	170,955	2.2
Effect of withholding tax on distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可供分派溢利之預扣稅影響	<b>175,178</b>	<b>2.6</b>	105,631	1.4
LAT	土地增值稅	<b>1,890,033</b>	<b>27.6</b>	744,056	9.7
LAT deductible for PRC CIT purpose	就中國企業所得稅可扣減之土地增值稅	<b>(472,508)</b>	<b>(7.0)</b>	(186,014)	(2.4)
Actual tax expense	實際稅項開支	<b>3,104,271</b>	<b>45.6</b>	2,465,462	32.2

The share of taxes attributable to joint ventures and associates amounting to \$1,562,206,000 (2017: \$748,787,000) is included in "Share of profits less losses of joint ventures and associates" on the face of the consolidated statement of profit or loss.

合營公司及聯營公司應佔稅項為1,562,206,000元(二零一七年: 748,787,000元)計入綜合損益表內「應佔合營公司及聯營公司溢利減虧損」項下。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 11 Directors' remuneration

Directors' remuneration for the year, disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

### 11 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例第2部披露之本年度董事酬金如下：

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Equity settled share option expense (Note)	Total
		董事袍金	薪金、津貼及實物利益	酌情花紅	退休金計劃供款	小計	以股本支付之購股權開支(附註)	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
2018	二零一八年							
Executive directors:	執行董事：							
Lu Hua	呂華	-	3,094	958	544	4,596	2,035	6,631
Liu Chong	劉崇	-	1,035	772	393	2,200	1,364	3,564
Huang Wei	黃偉	-	2,975	910	519	4,404	1,927	6,331
Mou Yong	牟勇	-	690	526	264	1,480	1,364	2,844
		-	7,794	3,166	1,720	12,680	6,690	19,370
Non-executive directors:	非執行董事：							
Wu Jiesi	武捷思	330	-	-	-	330	-	330
Liu Shichao	劉世超	330	-	-	-	330	-	330
		660	-	-	-	660	-	660
Independent non-executive directors:	獨立非執行董事：							
Wu Wai Chung, Michael	吳偉聰	330	-	-	-	330	-	330
Li Wai Keung	李偉強	380	-	-	-	380	-	380
Wong Yau Kar, David	黃友嘉	380	-	-	-	380	-	380
		1,090	-	-	-	1,090	-	1,090
		1,750	7,794	3,166	1,720	14,430	6,690	21,120



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 11 Directors' remuneration (continued)

### 11 董事酬金 (續)

		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Sub-Total	Equity settled share option expense (Note)	Total
		董事袍金	薪金、津貼及實物利益	酌情花紅	退休金計劃供款	小計	以股本支付之購股權開支 (附註)	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
2017	二零一七年							
Executive directors:	執行董事：							
Lu Hua	呂華	-	3,059	-	527	3,586	1,421	5,007
Liu Chong	劉崇	-	1,001	802	295	2,098	952	3,050
Huang Wei	黃偉	-	2,929	-	505	3,434	1,258	4,692
Mou Yong	牟勇	-	667	582	201	1,450	952	2,402
		-	7,656	1,384	1,528	10,568	4,583	15,151
Non-executive directors:	非執行董事：							
Wu Jiesi	武捷思	330	-	-	-	330	-	330
Liu Shichao*	劉世超*	315	-	-	-	315	-	315
Huang Yige*	黃一格*	15	-	-	-	15	-	15
		660	-	-	-	660	-	660
Independent non-executive directors:	獨立非執行董事：							
Wu Wai Chung, Michael	吳偉聰	330	-	-	-	330	-	330
Li Wai Keung	李偉強	380	-	-	-	380	-	380
Wong Yau Kar, David	黃友嘉	380	-	-	-	380	-	380
		1,090	-	-	-	1,090	-	1,090
		1,750	7,656	1,384	1,528	12,318	4,583	16,901

\* On 18 January 2017, Huang Yige resigned as a non-executive director and Liu Shichao was appointed as a non-executive director.

\* 於二零一七年一月十八日，黃一格辭任非執行董事及劉世超獲委任為非執行董事。

Note: These represent the estimated value of share options granted to the directors under the Company's share option scheme. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in note 2(s)(ii) and, in accordance with that policy, includes adjustments to reverse amounts accrued in previous years where grants of equity instruments are forfeited prior to vesting.

附註：以股本支付之購股權開支指根據本公司購股權計劃授予董事之購股權之估計價值。該等購股權價值乃按照本集團有關以股份支付交易事項（載於附註2(s)(ii)）之會計政策及包括倘授出股本工具於歸屬前被沒收時反向調整過往年度應計金額在內之政策計量。

The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph "Share option scheme" in the directors' report and note 36.

該等實物利益之詳情包括授出購股權之主要條款及數目在內，披露於董事會報告之「購股權計劃」及附註36。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 12 Five highest paid employees

The five highest paid employees during the year included three directors (2017: three directors), details of whose remuneration are set out in note 11 above. Details of the remuneration for the year of the remaining two (2017: two) non-director highest paid employees of the Company are as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,059	2,001
Discretionary bonuses	酌情花紅	1,574	1,520
Equity-settled share option expense (Note)	以股本支付之購股權開支 (附註)	2,683	1,880
Retirement scheme contributions	退休金計劃供款	775	582
		<b>7,091</b>	<b>5,983</b>

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員數目	
		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
\$2,500,001 to \$3,000,000	2,500,001元至3,000,000元	–	1
\$3,000,001 to \$3,500,000	3,000,001元至3,500,000元	–	1
\$3,500,001 to \$4,000,000	3,500,001元至4,000,000元	2	–
		<b>2</b>	<b>2</b>

Note:

Share options were granted to two non-director highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 36 to the financial statements. The fair value of these options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director highest paid employees' remuneration disclosures.

### 12 五名最高薪僱員

本年度之五名最高薪僱員包括三名董事(二零一七年：三名董事)，該等董事之酬金詳情載於上文附註11。餘下兩名(二零一七年：兩名)非本公司董事之最高薪僱員於本年度之酬金詳情如下：

除董事外，酬金屬以下範圍之最高薪僱員數目如下：

附註：

除董事外，兩名最高薪僱員因彼等為本集團服務而獲授購股權，有關進一步詳情乃載於財務報表附註36之披露資料內。該等購股權之公允值(其已於歸屬期間於損益表內確認)已於授出日期釐定，而計入本年度財務報表之金額已計入上文除董事外之最高薪僱員酬金之披露資料內。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 13 Earnings per share

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$3,415,223,000 (2017: \$4,950,941,000) and the weighted average of 8,144,123,420 ordinary shares (2017: 7,779,309,016) in issue during the year, calculated as follows:

#### (i) Weighted average number of ordinary shares

		Number of shares 股份數目	
		2018 二零一八年	2017 二零一七年
Issued ordinary shares at 1 January	於一月一日已發行普通股	<b>8,058,124,983</b>	7,649,164,458
Effect of shares issued in respect of scrip dividends	就以股代息已發行股份之影響	<b>84,830,904</b>	106,950,020
Effect of share options exercised	已行使購股權之影響	<b>1,167,533</b>	23,194,538
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股之加權平均數	<b>8,144,123,420</b>	7,779,309,016

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of \$3,415,223,000 (2017: \$4,950,941,000) and the weighted average number of ordinary shares of 8,156,474,013 shares (2017: 7,806,406,949), calculated as follows:

#### Weighted average number of ordinary shares (diluted)

		Number of shares 股份數目	
		2018 二零一八年	2017 二零一七年
Weighted average number of ordinary shares at 31 December	於十二月三十一日普通股之加權平均數	<b>8,144,123,420</b>	7,779,309,016
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	根據本公司購股權計劃視為無償發行股份之影響	<b>12,350,593</b>	27,097,933
		<b>8,156,474,013</b>	7,806,406,949

### 13 每股盈利

#### (a) 每股基本盈利

每股基本盈利金額乃按照本公司權益股東應佔年內溢利3,415,223,000元(二零一七年: 4,950,941,000元)及年內已發行普通股加權平均數8,144,123,420股(二零一七年: 7,779,309,016股)計算，計算方式如下：

#### (i) 普通股之加權平均數

#### (b) 每股攤薄盈利

每股攤薄盈利金額乃按照本公司權益股東應佔溢利3,415,223,000元(二零一七年: 4,950,941,000元)及普通股加權平均數8,156,474,013股(二零一七年: 7,806,406,949股)計算，計算方式如下：

#### 普通股之加權平均數(已攤薄)



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 14 Dividends

### 14 股息

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Dividends recognised as distribution during the year:	確認為年內分派之股息：		
Final dividend declared for 2017 – HK11.00 cents per share (2017: declared for 2016 – HK10.00 cents per share) (i)/(ii)	二零一七年宣派末期股息 – 每股11.00港仙 (二零一七年：二零一六年宣派末期股息 – 每股10.00港仙) (i)/(ii)		
Scrip shares	代息股份	549,527	601,814
Cash	現金	336,922	165,152
Special dividend declared for 2017 – nil per share (2016: HK5.00 cents per share) (i)/(ii)	二零一七年宣派特別股息 – 每股零港仙 (二零一六年：每股5.00港仙) (i)/(ii)		
Scrip shares	代息股份	–	300,907
Cash	現金	–	82,576
		<b>886,449</b>	1,150,449
Interim – HK7.00 cents (2017: HK7.00 cents) per ordinary share (i)/(iii)	中期股息 – 每股普通股7.00港仙 (二零一七年：7.00港仙) (i)/(iii)		
Scrip shares	代息股份	390,163	346,418
Cash	現金	186,060	210,085
		<b>576,223</b>	556,503
Dividends proposed after the end of the reporting period	報告期末後擬分派之股息		
Final dividend of HK11.00 cents (2017: final dividend of HK11.00 cents) per ordinary share (i)/(iv)	末期股息每股普通股11.00港仙 (二零一七年：末期股息11.00港仙) (i)/(iv)		
		<b>928,407</b>	886,449



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 14 Dividends (continued)

- (i) The shareholders are given the option of receiving these dividends wholly in cash, or wholly in new fully paid share(s) of the Company in lieu of cash, or partly in cash and partly in the form of scrip shares.
- (ii) The Company declared a final dividend of HK11.00 cents per share in respect of year ended 31 December 2017 amounted to \$886,449,000, of which \$336,922,000 were paid in cash and the remaining balance of \$549,527,000 were settled in the form of 173,133,769 scrip shares on 17 August 2018.

The Company declared a final dividend of HK10.00 cents per share and a special dividend of HK5.00 cents per share in respect of year ended 31 December 2016 amounted to \$1,150,449,000, of which \$247,728,000 were paid in cash and the remaining balance of \$902,721,000 were settled in the form of 258,807,500 scrip shares on 18 August 2017.

- (iii) The Company declared an interim dividend of HK7.00 cents (2017:HK7.00 cents) per share in respect of year ended 31 December 2018 amounted to \$576,223,000 (2017:\$556,503,000), of which \$186,060,000 (2017:\$210,085,000) were paid in cash and the remaining balance of \$390,163,000 (2017:\$346,418,000) were settled in the form of 168,464,032 (2017:91,403,262) scrip shares on 19 November 2018.
- (iv) On 28 March 2019, the board of directors recommends a final dividend of HK11.00 cents per share for the year ended 31 December 2018 (2017: final dividends of HK11.00 cents per share). The proposed final dividends for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting and has not been recognised as a liability at the end of the reporting period.

The amount of the final dividend for 2018 was calculated on the basis of 8,440,059,985 shares in issue as at 28 March 2019.

### 14 股息 (續)

- (i) 股東有權選擇全部以現金、全部以本公司新繳足股份代替現金或部分以現金部分以代息股份之方式收取該等股息。
- (ii) 本公司已宣派之截至二零一七年十二月三十一日止年度之末期股息每股11.00港仙，合共886,449,000元，於二零一八年八月十七日，以現金支付336,922,000元，餘下549,527,000元以173,133,769之代息股份之形式償付。

於二零一七年八月十八日，本公司宣派截至二零一六年十二月三十一日止年度之末期股息每股10.00港仙及特別股息每股5.00港仙，合共1,150,449,000元，其中247,728,000元以現金支付，餘下902,721,000元以258,807,500之代息股份之形式償付。

- (iii) 本公司已就截至二零一八年十二月三十一日止年度宣派每股7.00港仙(二零一七年：7.00港仙)之中期股息576,223,000元(二零一七年：556,503,000元)，其中186,060,000元(二零一七年：210,085,000元)已以現金支付及剩餘結餘390,163,000元(二零一七年：346,418,000元)已於二零一八年十一月十九日以168,464,032股(二零一七年：91,403,262股)代息股份之形式結算。
- (iv) 於二零一九年三月二十八日，董事會就截至二零一八年十二月三十一日止年度建議派發每股11.00港仙(二零一七年：末期股息每股11.00港仙)之末期股息。本年度擬派末期股息須獲本公司股東於應屆股東週年大會上批准並於報告期末尚未確認為負債。

二零一八年之末期股息金額乃根據於二零一九年三月二十八日之已發行8,440,059,985股股份計算。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 15 Property, plant and equipment

### 15 物業、廠房及設備

		Leasehold land and buildings (note)	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Plant and machinery	Construction in progress	Total
		租賃土地 及樓宇 (附註)	租賃物業 裝修	傢俬、 裝置及 設備	汽車	廠房及 機器	在建 工程	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
At 31 December 2017 and at 1 January 2018:	於二零一七年 十二月三十一日及 二零一八年 一月一日：							
Cost or valuation	成本或估值	3,135,008	345,965	308,527	93,256	90,801	1,860,044	5,833,601
Accumulated depreciation	累計折舊	(478,254)	(220,718)	(250,957)	(78,653)	(58,118)	-	(1,086,700)
Net carrying amount	賬面淨值	2,656,754	125,247	57,570	14,603	32,683	1,860,044	4,746,901
At 1 January 2018, net of accumulated depreciation	於二零一八年 一月一日， 經扣除累計折舊	2,656,754	125,247	57,570	14,603	32,683	1,860,044	4,746,901
Additions	添置	25,602	58,463	29,640	1,064	2,945	197,522	315,236
Transfer from investment properties (note 18)	轉撥自投資物業 (附註18)	44,397	-	-	-	-	-	44,397
Transfer from construction in progress	轉撥自在建工程	274,637	-	38,598	-	-	(313,235)	-
Disposals	出售	(12,070)	-	(3,333)	(70)	(638)	-	(16,111)
Disposal of subsidiaries	出售附屬公司	-	-	-	(28)	(1,240)	-	(1,268)
Depreciation provided during the year	本年度折舊撥備	(84,232)	(74,469)	(29,292)	(2,686)	(5,892)	-	(196,571)
Exchange realignment	匯兌調整	(130,430)	(6,490)	(4,394)	(604)	(1,325)	(82,876)	(226,119)
At 31 December 2018, net of accumulated depreciation	於二零一八年 十二月三十一日， 經扣除累計折舊	2,774,658	102,751	88,789	12,279	26,533	1,661,455	4,666,465
At 31 December 2018:	於二零一八年 十二月三十一日：							
Cost or valuation	成本或估值	3,293,841	383,255	338,154	87,371	83,884	1,661,455	5,847,960
Accumulated depreciation	累計折舊	(519,183)	(280,504)	(249,365)	(75,092)	(57,351)	-	(1,181,495)
Net carrying amount	賬面淨值	2,774,658	102,751	88,789	12,279	26,533	1,661,455	4,666,465





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 15 Property, plant and equipment (continued)

### 15 物業、廠房及設備 (續)

		Leasehold land and buildings (note)	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Plant and machinery	Construction in progress	Total
	租賃土地 及樓宇 (附註)	租賃物業 裝修	傢俬、 裝置 及設備	汽車	廠房及 機器	在建 工程	總額	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
	千元	千元	千元	千元	千元	千元	千元	
At 31 December 2016 and at 1 January 2017:	於二零一六年 十二月三十一日及 二零一七年 一月一日：							
Cost or valuation	成本或估值	2,965,768	318,427	287,118	86,698	92,859	1,061,236	4,812,106
Accumulated depreciation	累計折舊	(447,655)	(165,363)	(221,995)	(73,843)	(58,939)	-	(967,795)
Net carrying amount	賬面淨值	2,518,113	153,064	65,123	12,855	33,920	1,061,236	3,844,311
At 1 January 2017, net of accumulated depreciation	於二零一七年 一月一日， 經扣除累計折舊	2,518,113	153,064	65,123	12,855	33,920	1,061,236	3,844,311
Additions	添置	29,852	71,859	16,918	3,489	3,253	728,664	854,035
Disposals	出售	(20,906)	(60,199)	(1,840)	(1,186)	(4,576)	(3,190)	(91,897)
Transfer to investment properties (note 18)	轉撥至投資物業 (附註18)	(592)	-	-	-	-	-	(592)
Disposal of subsidiaries	出售附屬公司	-	(2,182)	(335)	(738)	-	-	(3,255)
Depreciation provided during the year	本年度折舊撥備	(99,513)	(63,246)	(43,058)	(4,366)	(6,069)	-	(216,252)
Exchange realignment	匯兌調整	229,800	25,951	20,762	4,549	6,155	73,334	360,551
At 31 December 2017, net of accumulated depreciation	於二零一七年 十二月三十一日， 經扣除累計折舊	2,656,754	125,247	57,570	14,603	32,683	1,860,044	4,746,901
At 31 December 2017:	於二零一七年 十二月三十一日：							
Cost or valuation	成本或估值	3,135,008	345,965	308,527	93,256	90,801	1,860,044	5,833,601
Accumulated depreciation	累計折舊	(478,254)	(220,718)	(250,957)	(78,653)	(58,118)	-	(1,086,700)
Net carrying amount	賬面淨值	2,656,754	125,247	57,570	14,603	32,683	1,860,044	4,746,901

Note: The Group's leasehold land and buildings were revaluated in 2014 and the surplus on revaluation of HK\$242,536,000 were recognised in asset revaluation reserve. These leasehold land and buildings are situated in mainland China under medium term leases.

附註：本集團之租賃土地及樓宇於二零一四年重新估值，重估盈餘242,536,000港元於資產重估儲備內確認。該等租賃土地及樓宇均位於中國大陸，並以中期租約持有。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 15 Property, plant and equipment (continued)

Had the revaluated properties held for own use carried at cost less accumulated depreciation, the carrying amounts would have been:

	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Leasehold land and buildings	<b>2,299,806</b>	2,410,653

On 5 January 2011, Shenzhen Nongke Group Limited (“Nongke”), a subsidiary acquired by the Group on 22 August 2014, entered into an agreement with a real estate developer (the “Counterparty”), an independent third party. Pursuant to the agreement, Nongke agreed to exchange certain of its properties located at Longxi Garden (龍溪花園), Futian District, Shenzhen, the PRC with a carrying amount of \$476,596,726 (including investment properties of \$465,308,000 and property, plant and equipment of \$11,288,726) at 31 December 2018, for new properties with total gross floor areas of 8,469.85 square metres to be built by the Counterparty. The new properties will be built by the Counterparty at the current location of Longxi Garden upon demolition of the existing properties owned by Nongke. At the date of approval of these financial statements, the timetable for the demolition of these properties is not determined yet.

On 3 September 2012, Nongke entered into a supplemental agreement with the Counterparty. Pursuant to the supplemental agreement, Nongke agreed to further dispose of certain of its buildings located at Longxi Garden with a carrying amount of \$185,165,000 as at 31 December 2018 to the Counterparty for a cash consideration of RMB250,457,000, of which RMB30,000,000 had been received by Nongke as of 31 December 2018 and was recorded as receipt in advance within “other payables and accruals”. At the date of approval of these financial statements, the Counterparty has no obligations under the supplemental agreement to settle the remaining consideration of RMB220,457,000 until the commencement of demolition of these properties.

At 31 December 2018, the Group has not yet obtained the ownership certificates in respect of the buildings with a net carrying amount of \$551,567,000 (2017: \$380,835,000).

At 31 December 2018, certain of the Group’s land and buildings in mainland China with a net carrying amount of approximately \$646,862,000 (2017: \$699,057,000) were pledged to secure bank loans granted to the Group (note 30(a)).

#### 15 物業、廠房及設備 (續)

倘若持作自用之重估物業按成本減累計折舊入賬，則賬面值將為：

於二零一一年一月五日，深圳市農科集團有限公司（「農科」）（本集團於二零一四年八月二十二日收購之一間附屬公司）與獨立第三方房地產開發商（「對方」）訂立協議。於二零一八年十二月三十一日，根據該協議，農科同意將位於中國深圳市福田區龍溪花園賬面值為476,596,726元（包括投資物業465,308,000元及物業、廠房及設備11,288,726元）之若干投資物業置換對方所建總建築面積為8,469.85平方米之新物業。新物業將於農科擁有之現有物業清拆後由對方於龍溪花園當前位置建成。於該等財務報表審批日期，該等物業之清拆時間表仍未釐定。

於二零一二年九月三日，農科與對方訂立補充協議。根據補充協議，農科同意向對方進一步出售其位於龍溪花園賬面值於二零一八年十二月三十一日為185,165,000元之若干樓宇。現金代價為人民幣250,457,000元，截至二零一八年十二月三十一日，農科已收取其中人民幣30,000,000元，並作為預收款項錄入「其他應付款項及應計費用」。於該等財務報表審批日期，對方於該等物業開始清拆前並無義務須根據補充協議清償餘下之代價人民幣220,457,000元。

於二零一八年十二月三十一日，本集團尚未取得賬面淨值為551,567,000元（二零一七年：380,835,000元）之樓宇之房地產證。

於二零一八年十二月三十一日，本集團於中國大陸持有之賬面淨值約為646,862,000元（二零一七年：699,057,000元）之若干土地及樓宇已抵押，作為本集團獲授銀行貸款之擔保（附註30(a)）。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 16 Prepaid land lease payments

### 16 預付土地租賃款項

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Carrying amount at 1 January	於一月一日之賬面值	<b>38,721</b>	37,365
Charge for the year	本年度支出	<b>(1,222)</b>	(1,149)
Exchange realignment	匯兌調整	<b>(1,735)</b>	2,505
Carrying amount at 31 December	於十二月三十一日之賬面值	<b>35,764</b>	38,721
Current portion included in prepayments, deposits and other receivables	計入預付款項、訂金及其他應收款項之即期部份	<b>(1,309)</b>	(1,372)
Non-current portion	非即期部份	<b>34,455</b>	37,349

Prepaid land lease payments represent prepayments for land use rights in mainland China held under medium term leases.

預付土地租賃款項指根據中期租約持有之中國大陸土地使用權之預付款項。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 17 Goodwill

#### 17 商譽

		\$'000 千元
Cost at 1 January 2018	於二零一八年一月一日之成本	<b>379,302</b>
Exchange realignment	匯兌調整	<b>(12,373)</b>
Cost and carrying amount at 31 December 2018	於二零一八年十二月三十一日之成本及賬面值	<b>366,929</b>
Cost at 1 January 2017	於二零一七年一月一日之成本	322,240
Exchange realignment	匯兌調整	57,062
Cost and carrying amount at 31 December 2017	於二零一七年十二月三十一日之成本及賬面值	379,302

#### Impairment tests for cash-generating units containing goodwill

Goodwill acquired through business combination is primarily allocated to a cash-generating unit ("CGU") within the property development segment.

The recoverable amounts of the CGU is determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a three-year period approved by the Group's senior management. The cash flows are discounted using a discount rate of 12% (2017: 12%). The discount rates used are pre-tax and reflect specific risks relating to the relevant business.

#### 包含商譽之現金產生單位減值測試

透過業務合併所收購之商譽主要分配至物業開發分部之一個現金產生單位（「現金產生單位」）。

現金產生單位之可收回金額乃按根據本集團高級管理人員批准之三年期間財務預算使用現金流量預測計算之使用價值釐定。現金流量採用12%折現率（二零一七年：12%）予以折現。所採用之折現率為除稅前並反映有關業務之特殊風險。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 18 Investment properties

#### (a) Reconciliation of carrying amount

### 18 投資物業

#### (a) 賬面值對賬

2018		Completed investment properties at fair value	Investment properties under development at fair value	Total
二零一八年		按公允值列賬之已落成投資物業	按公允值列賬之發展中投資物業	總額
		\$'000	\$'000	\$'000
		千元	千元	千元
Carrying amount at 1 January 2018	於二零一八年一月一日之賬面值	24,909,059	2,030,386	26,939,445
Additions	添置	14,677	279,395	294,072
Transfer from property under development (note 20)	轉撥自發展中物業(附註20)	–	1,910,962	1,910,962
Transfer from completed properties held for sale (note 19)	轉撥自持作待售之已落成物業(附註19)	301,221	–	301,221
Transfer from investment properties under construction to completed investment properties	自在建投資物業轉撥至已落成投資物業	1,910,962	(1,910,962)	–
Transfer to property, plant and equipment (note 15)	轉撥至物業、廠房及設備(附註15)	(44,397)	–	(44,397)
Transfer to property under development (note 20)	轉撥至發展中物業(附註20)	(68,421)	–	(68,421)
Recognition of change in fair value upon transfer to investment properties (note 19 and note 20)	轉撥至投資物業後確認公允值變動(附註19及附註20)	302,943	–	302,943
Increase in fair value of investment properties	投資物業公允值增加	828,558	151,366	979,924
Disposal of a subsidiary	出售一間附屬公司	(187,516)	–	(187,516)
Exchange realignment	匯兌調整	(1,191,775)	(93,347)	(1,285,122)
Carrying amount at 31 December 2018	於二零一八年十二月三十一日之賬面值	26,775,311	2,367,800	29,143,111



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 18 Investment properties (continued)

#### (a) Reconciliation of carrying amount (continued)

2017		Completed investment properties at fair value	Investment properties under development at fair value	Total
二零一七年		按公允價值列賬之已落成投資物業	按公允價值列賬之發展中投資物業	總額
		\$'000	\$'000	\$'000
		千元	千元	千元
Carrying amount at 1 January 2017	於二零一七年一月一日之賬面值	14,498,043	8,309,168	22,807,211
Additions	添置	–	802,682	802,682
Transfer from property, plant and equipment (note 15)	轉撥自物業、廠房及設備(附註15)	592	–	592
Transfer from completed properties held for sale (note 19)	轉撥自持作待售之已落成物業(附註19)	429,205	–	429,205
Transfer from investment properties under construction to completed investment properties	自在建投資物業轉撥至已落成投資物業	8,761,560	(8,761,560)	–
Surplus revaluation of investment properties transfer from properties, plant and equipment	轉撥自物業、廠房及設備之投資物業之盈餘重估	7,064	–	7,064
Recognition of change in fair value upon transfer to investment properties (note 19 and note 20)	轉撥至投資物業後確認公允價值變動(附註19及附註20)	96,808	–	96,808
Increase in fair value of investment properties	投資物業公允價值增加	64,321	1,097,363	1,161,684
Disposal	出售	(1,763)	–	(1,763)
Exchange realignment	匯兌調整	1,053,229	582,733	1,635,962
Carrying amount at 31 December 2017	於二零一七年十二月三十一日之賬面值	24,909,059	2,030,386	26,939,445

Certificates of ownership in respect of certain investment properties of the Group with a net carrying amount of approximately \$1,713,727,000 as at 31 December 2018 (2017: \$1,720,575,000) have not yet been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates.

As at 31 December 2018, the Group's investment properties with a net carrying value of approximately \$497,515,000 (2017: \$521,752,000) was pledged to secure bank loans granted to the Group (note 30(a)).

於二零一八年十二月三十一日之賬面淨值約為1,713,727,000元(二零一七年: 1,720,575,000元)之本集團若干投資物業尚未獲中國相關部門頒發所有權證。本集團仍在辦理相關權證之手續。

於二零一八年十二月三十一日，本集團賬面淨值約為497,515,000元(二零一七年: 521,752,000元)之投資物業已抵押，作為本集團獲授銀行貸款之擔保(附註30(a))。

### 18 投資物業(續)

#### (a) 賬面值對賬(續)



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 18 Investment properties (continued)

#### (b) Fair value hierarchy

The Group's investment properties are situated in mainland China and are held under medium term leases. The directors of the Company have determined that the investment properties are commercial based on the nature, characteristics and risks of each property. The Group's investment properties were revalued at 31 December 2018. The valuations were performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited ("JLL") (2017: Asset Appraisal Limited), an independent firm of professionally qualified property valuers who have among their staff Fellow of the Hong Kong Institute of Surveyors with recent experience in location and category of property being valued, at approximately \$29,143,111,000 (2017: \$26,939,445,000).

The following table presents the investment properties which are measured at fair value at the end of the reporting period across the three levels of the inputs to the revaluation methodologies in accordance with HKFRS 13, Fair value measurement ("HKFRS 13"). The levels are defined in note 39(a)(i).

None of the Group's investment properties measured at fair value are categorised as Level 1 and Level 2 input. The Group's investment properties are at Level 3 valuation.

The Group's property manager and the General Manager from Financial Management Department have discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

### 18 投資物業(續)

#### (b) 公允值等級架構

本集團之投資物業位於中國大陸，並以中期租約持有。本公司董事已按各物業之性質、特性及風險將投資物業釐定為商業投資物業。本集團之投資物業於二零一八年十二月三十一日進行重估。該等估值由獨立專業合資格物業估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)(二零一七年：中誠達資產評估顧問有限公司)進行，其部份員工為香港測量師學會資深會員，於物業之位置及類別估值方面具備最新經驗，估值金額約為29,143,111,000元(二零一七年：26,939,445,000元)。

下表呈報於報告期末按公允值計量之投資物業乃採用根據香港財務報告準則第13號公允值計量(「香港財務報告準則第13號」)所界定之重估方法將輸入值分為三個級別。級別定義見附註39(a)(i)。

本集團以公允值計量之投資物業並無歸類為第一層及第二層輸入值。本集團之投資物業歸類為第三層估值。

於各中期報告日期及年度報告日期進行估值時，本集團物業經理與財務管理部門總經理會同測量師討論估值假設及估值結果。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 18 Investment properties (continued)

##### (b) Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

#### 18 投資物業 (續)

##### (b) 公允值等級架構 (續)

以下為投資物業估值所用之估值方法及主要輸入值之概要：

	Valuation technique 估值方法	Significant unobservable inputs 重大不可觀察輸入值	Range (weighted average) 範圍 (加權平均數)
<b>At 31 December 2018:</b> 於二零一八年十二月三十一日：			
Commercial properties 商業樓宇	Income Capitalisation method 收入資本化法	Vacancy rate 空置率	2% – 25%
		Capitalisation rate 資本化率	2% – 7%
	Residual method 剩餘法	Profit margin 利潤率	10% – 15%
		Capitalisation rate 資本化率	3.5%

At 31 December 2017:

於二零一七年十二月三十一日：

Commercial properties 商業樓宇	Comparison method 比較法	(Discount)/premium on quality of the buildings 樓宇質量之(折現)/溢價	(50%) – 58%
	Capitalised rental income method 資本化租金收入法	Risk-adjusted discount rate 風險調整貼現率	5.48% – 6.00%

##### Valuation techniques

At 31 December 2017, the fair value of the Group's investment properties in the mainland China is determined using comparison method, except for certain investment properties under development which were valued using capitalised rental income approach.

Comparison method is an approach to determine fair values by making reference to recent sales price of comparable properties on a price per square meter basis, adjusted for a premium or a discount specific to the quality of the Group's buildings compared to the recent sales. Higher premium for higher quality buildings will result in a higher fair value measurement.

##### 估值方法

於二零一七年十二月三十一日，本集團位於中國大陸之投資物業公允值採用比較法予以釐定，惟採用資本化租金收入法進行估值之若干發展中投資物業除外。

比較法為經參照可比較物業之最近銷售價(按每平米價格)釐定公允值之方法，並比照最近銷售就本集團樓宇質量所定之溢價或折現予以調整。樓宇質量越高其溢價越高，將導致公允值計量越高。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 18 Investment properties (continued)

#### (b) Fair value hierarchy (continued)

##### *Valuation techniques (continued)*

Capitalised rental income approach is adopted to determine the fair value of certain investment properties under development. The valuation takes into account current rental income of the property interest and the reversionary potential of the tenancy. The discount rates used have been adjusted for the quality and location of the building and the tenant credit quality.

In 2018, the Company revisited the valuation techniques adopted by the Group on investment properties valuation. The directors, after discussion with the valuer, decided to change the valuation techniques to Income capitalisation method and Residual method as they are of the view that the adoption of these valuation techniques can improve the relevance to the specific nature and conditions of investment properties held by the Group.

At 31 December 2018, the fair value of the Group's investment properties in the mainland China is determined using income capitalisation method, except for certain investment properties under development which were valued using residual method.

Income capitalisation method determines fair values by discounting the projected cash flows associated with the properties using capitalisation rates. The valuation takes into account expected market rental growth and vacancy rate of the respective properties. The discount rates used have been adjusted for the quality and location of the buildings and the tenant credit quality. The fair value measurement is positively correlated to the expected market rental growth and the vacancy rate, and negatively correlated to the capitalisation rates.

Residual method is adopted to determine the fair values of certain investment properties under development. It assumes that the properties will be developed and completed in accordance with the latest development proposals in terms of property use, saleable area and construction schedule to establish the gross development value ("GDV"), the established GDV has been adjusted by the total estimated costs of the development including construction costs, professional fees and other associated expenditures, together with an allowance for interest expense, and developer's profit and risk margin. The capitalization rates used have been adjusted for the quality and location of the building and the tenant credit quality.

### 18 投資物業(續)

#### (b) 公允值等級架構(續)

##### *估值方法(續)*

本集團採用資本化租金收入法以釐定若干發展中投資物業的公允值。有關估值考慮到物業權益的現時租金收入及租約的續約可能性。所用貼現率乃就樓宇的質素及地點以及租戶信貸質素作出調整。

於二零一八年，本公司改變本集團於投資物業估值時所採用之估值方法。董事經與估值師討論後決定將估值方法改變為收入資本化法及剩餘法，原因是彼等認為採用該等估值方法可提高本集團所持有投資物業的特定性質及條件之相關性。

於二零一八年十二月三十一日，本集團位於中國大陸之投資物業公允值採用收入資本化法予以釐定，惟採用剩餘法進行估值之若干發展中投資物業除外。

收入資本化法透過採用資本化率折現有關物業之預測現金流量釐定公允值。有關估值考慮到各物業之預期市場租金增長及空置率。所用貼現率乃就樓宇的質素及地點以及租戶信貸質素作出調整。公允值計量與預期市場租金增長及其空置率正相關，惟與資本化率負相關。

本集團採用剩餘法以釐定若干發展中投資物業的公允值。假設該等物業將根據最新發展方案中約定之物業用途、可銷售面積及施工時間表開發及完工，以確立開發價總值（「開發價總值」），則所確立的開發價總值已經估計開發成本總額（包括建設成本、專業費用及其他相關開支）連同利息開支撥備以及開發商之溢利及風險邊際進行調整。所用資本化率乃就樓宇的質素及地點以及租戶信貸質素作出調整。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 19 Completed properties held for sale

During the year ended 31 December 2017 and 2018, completed properties held for sale with an aggregate carrying amount of approximately \$301,221,000 (2017: \$429,205,000) were transferred to investment properties upon change in use as evidenced by the signing of relevant tenancy agreements. The differences of the fair value of these properties at the date of transfer from their carrying amounts, amounting to net gain of \$120,884,000 (2017: net gain of \$96,808,000), was recognised in the consolidated statement of profit or loss.

As at 31 December 2017, the ownership certificates of the properties with the total carrying amount of \$14,498,000 have not yet been issued. All these ownership certificates had been issued in 2018.

The completed properties include costs of acquiring rights to use certain lands, which are located in the mainland China, for property development over fixed periods. Land use rights are held on leases of between 40 to 70 years.

#### 20 Properties under development

		31 December 2018 二零一八年 十二月三十一日 \$'000 千元	1 January 2018(i) 二零一八年 一月一日(i) \$'000 千元	31 December 2017(i) 二零一七年 十二月三十一日(i) \$'000 千元
Land in mainland China	於中國大陸之土地			
– 50 years or more	– 50年或以上	10,283,090	6,521,132	6,521,132
– between 10 and 50 years	– 10年至50年	19,125,796	23,926,973	23,926,973
Development expenditure (ii)	開發支出(ii)	8,817,721	9,693,781	9,398,204
		<b>38,226,607</b>	40,141,886	39,846,309
Less: Write-down of properties under development	減：發展中物業減值	(129,098)	(135,319)	(135,319)
		<b>38,097,509</b>	40,006,567	39,710,990

#### Notes:

The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balances at 1 January 2018. Comparative information has not been restated.

- (i) Upon the adoption of HKFRS 15, opening adjustments were made as at 1 January 2018 to accrue interest on certain advance payments received from customers. This interest amounting of \$295,577,000 was eligible for capitalisation into the carrying value of the group's properties under development for sale, which has resulted in an increase in that balance as at that date (see note 2(c)(ii)).

#### 19 持作待售之已落成物業

於截至二零一七年及二零一八年十二月三十一日止年度，賬面總值約為301,221,000元（二零一七年：429,205,000元）持作待售之已落成物業於簽訂相關租賃協議證實用途改變後，已轉撥至投資物業。於轉撥日期，該等物業之公允值與其賬面值之差額為收益淨額120,884,000元（二零一七年：收益淨額96,808,000元），已於綜合損益表內確認。

於二零一七年十二月三十一日，賬面總值為14,498,000元之物業之所有權證尚未頒發。所有該等所有權證均已於二零一八年頒發。

已落成物業包括於固定期限內就物業開發取得若干位於中國大陸之土地使用權之成本。土地使用權按租約持有，年期介乎40至70年。

#### 20 發展中物業

#### 附註：

本集團已使用累計影響法初步應用香港財務報告準則第15號，並已調整二零一八年一月一日之期初結餘。比較資料不予重列。

- (i) 於採納香港財務報告準則第15號後，本集團於二零一八年一月一日作出期初結餘，以累計若干向客戶收取之預付款。該筆295,577,000元之利息可資本化為本集團待售發展中物業之賬面值，此舉導致於該日之該結餘增加（見附註2(c)(ii)）。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 20 Properties under development (continued)

Movement in properties under development during the year is as following:

### 20 發展中物業 (續)

發展中物業於年內之變動如下：

		31 December 2018 二零一八年 十二月三十一日 \$'000 千元	31 December 2017 二零一七年 十二月三十一日 \$'000 千元
Land in mainland China, at cost:	於中國大陸持有之土地，按成本：		
At beginning of year	年初	30,448,105	27,594,315
Additions	添置	5,406,876	4,176,500
Disposal of subsidiaries	出售附屬公司	—	(2,205,711)
Transfer to completed properties held for sale	轉撥至持作待售之已落成物業	(3,821,709)	(932,944)
Transfer to investment properties (note 18)	轉撥至投資物業 (附註18)	(1,235,398)	—
Transfer from investment properties (note 18)	轉撥自投資物業 (附註18)	68,421	—
Exchange realignment	匯兌調整	(1,457,409)	1,815,945
At 31 December	於十二月三十一日	29,408,886	30,448,105
Development expenditure, at cost:	開發支出，按成本：		
At end of prior year	上一年度末	9,398,204	8,350,255
Impact on initial application of HKFRS 15 (Note (i))	對首次應用香港財務報告準則第15號 的影響 (附註(i))	295,577	—
At beginning of year	年初	9,693,781	8,350,255
Additions	添置	8,073,793	3,424,468
Disposal of subsidiaries	出售附屬公司	—	(568,899)
Transfer to completed properties held for sale	轉撥至持作待售之已落成物業	(7,819,380)	(2,340,945)
Transfer to investment properties (note 18)	轉撥至投資物業 (附註18)	(675,564)	—
Exchange realignment	匯兌調整	(454,909)	533,325
At 31 December	於十二月三十一日	8,817,721	9,398,204
Less: Write-down of properties under development	減：發展中物業減值	(129,098)	(135,319)
		38,097,509	39,710,990
Properties under development expected to be recovered:	預期可收回之發展中物業：		
Within one year	一年內	10,968,752	7,466,656
After more than one year	超過一年後	27,128,757	32,244,334
		38,097,509	39,710,990



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 20 Properties under development (continued)

During the year ended 31 December 2018, properties under development with an aggregate carrying amount of \$1,910,962,000 (2017: nil) were transferred to investment properties upon change in use. The excess of the fair value of those properties at the end of transfer over their carrying amounts, amounting to \$182,059,000 (2017: nil) was recognised in the consolidated statement of profit or loss.

As at 31 December 2018, the Group's properties under development with a net carrying amount of \$1,111,319,000 (2017: \$nil) were pledged to secure bank loans granted to the Group (note 30 (a)).

As at 31 December 2018, the application for certificates of land use rights in mainland China for land with a net carrying amount of approximately \$3,041,902,000 (2017: \$2,866,383,000) was still in progress.

The properties under development include costs of acquiring rights to use certain lands, which are located in the mainland China, for property development over fixed periods. Land use rights are held on leases of between 40 to 70 years.

#### 20 發展中物業 (續)

於截至二零一八年十二月三十一日止年度，賬面總值為1,910,962,000元(二零一七年：無)之發展中物業於改變用途後轉撥至投資物業。於轉撥結束時，該等物業之公允值超出其賬面值部份為182,059,000元(二零一七年：無)，已於綜合損益表內確認。

於二零一八年十二月三十一日，本集團之賬面淨值1,111,319,000元(二零一七年：無)之發展中物業已抵押，作為本集團所獲授銀行貸款之擔保(附註30(a))。

於二零一八年十二月三十一日，賬面淨值約3,041,902,000元(二零一七年：2,866,383,000元)之於中國大陸持有之土地使用權證仍在申請中。

發展中物業包括於固定期限內就物業開發取得若干位於中國大陸之土地使用權之成本。土地使用權按租約持有，年期介乎40至70年。



## Notes to the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 21 Investment in subsidiaries

The following lists contain only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

## 21 附屬公司投資

以下列表僅包含對本集團業績、資產或負債有主要影響力之附屬公司詳情。除另有說明外，所持股份類別均為普通股。

Name 名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Particulars of issued/ paid up capital 已發行／ 繳足股本之詳情	Proportion of effective ownership interest held by the Group 本集團持有 實際所有權 權益之百分比	Principal activities 主要業務
Shum Yip Southern Land (Holdings) Co., Ltd. (note a/b/e) 深業南方地產(集團)有限公司(附註a/b/e)	PRC/mainland China 中國／中國大陸	\$1,702,500,000 1,702,500,000元	100%	Property investment and development 物業投資及開發
Shum Yip Terra (Holdings) Co., Ltd. ("Shum Yip Terra") (note a/d/e/f) 深業泰然(集團)股份有限公司 (「深業泰然」)(附註a/d/e/f)	PRC/mainland China 中國／中國大陸	RMB800,000,000 人民幣800,000,000元	75.05%	Property investment and development 物業投資及開發
Shum Yip Pengji Holdings Co., Ltd. (note a/b/e) 深業鵬基(集團)有限公司(附註a/b/e)	PRC/mainland China 中國／中國大陸	RMB932,050,000 人民幣932,050,000元	100%	Property investment and development 物業投資及開發
Shum Yip Investment (Shenzhen) Co., Ltd. (note a/b/e) 深業控股(深圳)有限公司(附註a/b/e)	PRC/mainland China 中國／中國大陸	US\$150,000,000 150,000,000美元	100%	Investment Holding 投資控股
Changzhou Shum Yip Property Development Limited (note a/b/e) 常州深業地產有限公司(附註a/b/e)	PRC/mainland China 中國／中國大陸	US\$99,800,000 99,800,000美元	100%	Property development 物業開發
Shenzhen Tairan Real Estate Management Service Company Limited (note a/c) 深圳市泰然物業管理服務有限公司 (附註a/c)	PRC/mainland China 中國／中國大陸	RMB5,060,000 人民幣5,060,000元	75.05%	Property management 物業管理
Shenzhen Terra Construction Co., Ltd. (note a/c) 深圳市深業泰然建設工程有限公司 (附註a/c)	PRC/mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	75.05%	Manufacture and sale of aluminum products 生產及銷售鋁製品



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 21 Investment in subsidiaries (continued)

#### 21 附屬公司投資(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Particulars of issued/ paid up capital 已發行／ 繳足股本之詳情	Proportion of effective ownership interest held by the Group 本集團持有 實際所有權 權益之百分比	Principal activities 主要業務
Shum Yip TaiFu Logistic Group Holding Co., Ltd. (note a/c) 深業泰富物流集團股份有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB323,596,169 人民幣323,596,169元	97.68%	Operation of warehouses and property development 經營貨倉及物業開發
Shenzhen Pengji Property Management Services Limited (note a/c) 深圳市鵬基物業管理服務有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB40,000,000 人民幣40,000,000元	100%	Property management 物業管理
Shenzhen Jinghua Displays Co.,Ltd. (note a/c) 深圳晶華顯示器材有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB29,019,751 人民幣29,019,751元	70%	Manufacture of industrial products 製造工業產品
Shenzhen Wondershine Residence Company Limited (note a/c) 深圳市萬廈居業有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB15,000,000 人民幣15,000,000元	100%	Property management 物業管理
Changsha Pengji Property Limited (note a/c) 長沙鵬基地產有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB75,000,000 人民幣75,000,000元	80%	Property development 物業開發
Huizhou Zhongkai Pengji Investment Limited (note a/c) 惠州仲愷鵬基投資有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB3,000,000 人民幣3,000,000元	100%	Property development 物業開發
Shum Yip (Shenzhen) Property Management Limited (note a/c) 深業集團(深圳)物業管理有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB30,000,000 人民幣30,000,000元	100%	Property management 物業管理
Shum Yip Land Company Limited (note a/c) 深業置地有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB50,000,000 人民幣50,000,000元	100%	Property development 物業開發



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 21 Investment in subsidiaries (continued)

### 21 附屬公司投資 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Particulars of issued/ paid up capital 已發行／ 繳足股本之詳情	Proportion of effective ownership interest held by the Group 本集團持有 實際所有權 權益之百分比	Principal activities 主要業務
Great Assets Development (Shenzhen) Ltd. (note b) 新旺實業發展(深圳)有限公司(附註b)	PRC/mainland China 中國／中國大陸	US\$100,744,000 100,744,000美元	95%	Property development 物業開發
Shenzhen Kezhigu Investment Limited (notes a/c) 深圳市科之谷投資有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB784,528,950 人民幣784,528,950元	100%	Property development and property investment 物業開發及物業投資
Nongke (note a/c) 深圳市農科集團有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB200,000,000 人民幣200,000,000元	100%	Investment holding, property investment and property management 投資控股、物業投資及 物業管理
Shenzhen Nongke Property Development Limited (note a/c) 深圳市農科房地產開發有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB30,000,000 人民幣30,000,000元	100%	Property development and property investment 物業開發及物業投資
Shenzhen International Qianhai Real Estate (Shenzhen) Co., Ltd ("SIQ Real Estate") (note a/c/g) 深國際前海置業(深圳)有限公司 (「前海置業」)(附註a/c/g)	PRC/mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	50%	Property development and property investment 物業開發及物業投資
Shenzhen Shum Yip Sky Park Co., Ltd (note a/c) 深圳市深業中城有限公司(附註a/c)	PRC/mainland China 中國／中國大陸	RMB100,000,000 人民幣100,000,000元	100%	Property development 物業開發
Shenzhen Guohuikangguotai Real Estate Development Co, Ltd (note a/c/g) 深圳市國惠康國泰房地產開發有限公司 (附註a/c/g)	PRC/mainland China 中國／中國大陸	RMB100,000,000 人民幣100,000,000元	38.28%	Property development and property investment 物業開發及物業投資



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 21 Investment in subsidiaries (continued)

### 21 附屬公司投資 (續)

Name 名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Particulars of issued/ paid up capital 已發行／ 繳足股本之詳情	Proportion of effective ownership interest held by the Group 本集團持有 實際所有權 權益之百分比	Principal activities 主要業務
Chengdu Fengze Investment Co., Ltd (note a/c/g) 成都豐澤投資有限公司 (附註a/c/g)	PRC/mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	45.03%	Land development 土地開發
Maanshan Shum Yip Property Limited (note a/c) 馬鞍山深業地產有限公司 (附註a/c)	PRC/mainland China 中國／中國大陸	RMB70,000,000 人民幣70,000,000元	99.77%	Property development 物業開發
Shenzhen Shum Yip Shenheng Investment Co. Ltd (formerly known as Maanshan Maowen Technology Park Co. Ltd.) (note a/c) 深圳市深業深恒投資有限公司 (原名為 馬鞍山市茂文科技工業園有限公司) (附註a/c)	PRC/mainland China 中國／中國大陸	RMB10,000,000 人民幣10,000,000元	100%	Business services 業務服務
Taizhou Shum Yip Pengji Investment Co. Ltd. (note a/c) 泰州深業鵬基投資有限公司 (附註a/c)	PRC/mainland China 中國／中國大陸	RMB50,000,000 人民幣50,000,000元	100%	Property development 物業開發

Notes:

附註：

- The English translation of the company's name is for reference only. The official name of the company is in Chinese.
- Established in the PRC as a wholly-foreign-owned enterprise.
- Established in the PRC as a domestic enterprise with limited liability.
- Established in the PRC as a Sino-foreign joint venture enterprise.
- Subsidiaries directly held by the Company.
- As at 31 December 2018, the Group's effective interest (including equity interest both directly and indirectly by the Company) in Shum Yip Terra was 75.05%.
- Although the Group's effective ownership interests in these companies were equal to or less than 50%, the management consider that the Group controls these companies through more than 50% voting power in the board or shareholders' meeting of these companies and therefore these companies are accounted for as subsidiaries of the Group.

- 公司之英文譯名僅供參考。公司之正式名稱為中文。
- 於中國成立為外商獨資企業。
- 於中國成立為國內有限責任企業。
- 於中國成立為中外合營企業。
- 由本公司直接持有之附屬公司。
- 於二零一八年十二月三十一日，本集團於深業泰然之實際權益（包括由本公司直接及間接持有之股本權益）為75.05%。
- 儘管本集團於該等公司的實際所有權權益等於或少於50%，管理層認為本集團透過於該等公司的董事會或股東大會擁有50%以上的投票權控制該等公司，因此，該等公司作為本集團的附屬公司入賬。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 21 Investment in subsidiaries (continued)

The following tables lists out the information of the subsidiaries of the Group which has a material non-controlling interest (NCI). The summarised financial information presented below represents the amounts before any inter-company elimination.

#### Shum Yip Terra

### 21 附屬公司投資 (續)

下表列出本集團擁有重大非控股權益之附屬公司之資料。下文呈列之財務資料摘要乃指未作任何成員公司間對銷之金額。

#### 深業泰然

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
NCI percentage	非控股權益百分比	<b>24.95%</b>	24.95%
Current assets	流動資產	<b>6,603,900</b>	7,938,515
Non-current assets	非流動資產	<b>8,918,079</b>	8,793,064
Current liabilities	流動負債	<b>(6,186,511)</b>	(8,429,031)
Non-current liabilities	非流動負債	<b>(1,698,219)</b>	(1,109,327)
Net assets	資產淨值	<b>7,637,249</b>	7,193,221
Carrying amount of NCI	非控股權益之賬面值	<b>1,905,494</b>	1,794,709
Revenue	收益	<b>2,052,252</b>	1,776,640
Profit for the year	年內溢利	<b>866,519</b>	760,564
Total comprehensive income	全面收益總額	<b>555,715</b>	1,385,316
Profit allocated to NCI	分配予非控股權益之溢利	<b>216,196</b>	189,761
Dividend declared to NCI	宣派予非控股權益之股息	<b>48,462</b>	296,977
Cash flows (used in)/generated from operating activities	經營活動(所用)/所得之現金流量	<b>(790,617)</b>	105,644
Cash flows generated from investing activities	投資活動所得之現金流量	<b>8,987</b>	442,776
Cash flows (used in)/generated from financing activities	融資活動(所用)/所得之現金流量	<b>(165,385)</b>	136,828



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 21 Investment in subsidiaries (continued) SIQ Real Estate

### 21 附屬公司投資(續) 前海置業

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
NCI percentage	非控股權益百分比	50.00%	50.00%
Current assets	流動資產	2,906,366	3,496,997
Non-current assets	非流動資產	357	379
Current liabilities	流動負債	(354,434)	(819,147)
Net assets	資產淨值	2,552,289	2,678,229
Carrying amount of NCI	非控股權益之賬面值	1,276,145	1,339,115
Revenue	收益	3,017	3,918
Loss for the year	年內虧損	(3,076)	(1,430)
Total comprehensive income	全面收益總額	(125,940)	174,133
Loss allocated to NCI	分配予非控股權益之虧損	(1,538)	(715)
Dividend paid to NCI	支付予非控股權益之股息	-	-
Cash flows (used in)/generated from operating activities	經營活動(所用)/所得之現金流量	(536,823)	23,870
Cash flows used in investing activities	投資活動所用之現金流量	(96)	(85)
Cash flows from financing activities	融資活動所得之現金流量	-	-



## Notes to the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 22 Interests in associates

## 22 於聯營公司權益

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Unlisted	非上市	205,269	125,842
Listed in Hong Kong	於香港上市	5,561,887	5,121,344
Provision for impairment*	減值撥備*	(816,000)	(816,000)
		<b>4,951,156</b>	<b>4,431,186</b>

\* The provision for impairment is related to the Company's interest in Coastal Greenland Limited ("Coastal Greenland"). In respect of the Group's interest in Road King Infrastructure Ltd. ("Road King"), the board of directors consider there is no impairment after considering the fact that there were no significant or prolonged decline in its fair value below its cost.

\* 減值撥備與本公司於沿海綠色家園有限公司(「沿海綠色家園」)之投資有關。就本集團於路勁基建有限公司(「路勁」)之權益而言，經考慮該權益之公允值並無嚴重或經常性下跌至低於其成本後，董事會認為並無減值。

Particulars of the material associates, which is accounted for using the equity method in the consolidated financial statements, are as follows:

使用權益法於綜合財務報表入賬之主要聯營公司詳情如下：

Name 名稱	Business structure 業務架構	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行普通／ 註冊股本	Percentage of ownership Interest attributable to the Group		Principal activities 主要業務
				2018 二零一八年	2017 二零一七年	
Coastal Greenland*	Corporate	Bermuda/ mainland China	4,185,874,285 ordinary shares of \$0.1 each	15.08	15.08	Property development and investment 物業開發及投資
沿海綠色家園*	公司	百慕達／中國大陸	4,185,874,285股 每股面值0.1元之 普通股			
Road King**	Corporate	Bermuda/ mainland China	749,336,566 ordinary shares of \$0.1 each	27.00	27.05	Development, operation and management of toll roads and property development and investment 發展營運及 管理收費公路以及 物業開發及投資
路勁**	公司	百慕達／中國大陸	749,336,566股 每股面值0.1元之 普通股			



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 22 Interests in associates (continued)

None of the associates are audited by KPMG, Hong Kong or another member firm of the KPMG global network.

- \* Coastal Greenland is a limited liability company incorporated in Bermuda and its ordinary shares with a nominal value of \$0.10 each are listed on the Main Board of the Stock Exchange of Hong Kong Limited. The principal location of Coastal Greenland's business is mainland China. Although the Group holds less than 20% of the ownership interest and voting control of Coastal Greenland, the Group considers that it has the ability to exercise significant influence over Coastal Greenland through both its shareholding and its nominated directors' participation on Coastal Greenland's board of directors.
- \*\* Road King is a limited liability company incorporated in Bermuda and its ordinary shares with a nominal value of \$0.10 each are listed on the Main Board of the Stock Exchange of Hong Kong Limited. The principal location of Road King's business is mainland China.

The Group's shareholdings in the associates comprise equity shares held by the Company, except for Road King, the shareholdings of which are held through a wholly-owned subsidiary of the Company.

The financial years of the Group's associates are coterminous with that of the Group, except for Coastal Greenland which has a financial year ending 31 March.

The following table sets out the summarised financial information in respect of Road King adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements:

#### 22 於聯營公司權益 (續)

任何聯營公司均未經香港畢馬威會計師事務所或該事務所其他全球會員公司所審核。

- \* 沿海綠色家園乃於百慕達註冊成立之有限責任公司，其每股面值0.10元之普通股在香港聯合交易所有限公司主板上市。沿海綠色家園之主要營業地點為中國大陸。儘管本集團持有沿海綠色家園之所有權權益及投票權少於20%，但本集團認為可透過股權及提名董事參與沿海綠色家園董事會從而具有對沿海綠色家園實行重大影響之能力。
- \*\* 路勁乃於百慕達註冊成立之有限責任公司，其每股面值0.10元之普通股在香港聯合交易所有限公司主板上市。路勁之主要營業地點為中國大陸。

本集團於聯營公司之股權包括本公司持有之權益股份，除路勁之外，該公司之股權乃透過本公司之全資附屬公司持有。

本集團聯營公司之財政年度與本集團之財政年度基本一致，惟沿海綠色家園之財政年度年結為三月三十一日。

下表列示財務資料摘要，乃有關路勁就任何會計政策差異作出調整並對賬調整至綜合財務報表內之賬面值：



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 22 Interests in associates (continued)

### 22 於聯營公司權益 (續)

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current assets	流動資產	54,366,851	50,243,875
Non-current assets	非流動資產	24,584,852	19,491,584
Current liabilities	流動負債	(43,077,073)	(31,518,225)
Non-current liabilities	非流動負債	(11,107,188)	(16,602,807)
Net assets	資產淨值	24,767,442	21,614,427
Less: Non-controlling interests	減：非控股權益	7,369,379	5,979,348
Net assets attributable to equity shareholders of the associate	聯營公司權益股東應佔資產淨值	17,398,063	15,635,079
<b>Reconciliation to the Group's interest in the associate:</b>	<b>對賬調整至本集團於聯營公司之權益：</b>		
Proportion of the Group's ownership	本集團所有權之比例	27.00%	27.05%
Carrying amount of the investment	投資之賬面值	4,697,477	4,229,289
Revenue	收益	22,365,223	14,755,770
Profit for the year	年內溢利	3,698,603	2,475,994
Other comprehensive income	其他全面收益	(936,353)	916,692
Total comprehensive income for the year	年內全面收益總額	2,762,250	3,392,686
Dividend received	已收股息	218,507	141,182



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 22 Interests in associates (continued)

The following table sets out the summarised financial information in respect of Coastal Greenland adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements:

#### 22 於聯營公司權益 (續)

下表列示財務資料摘要，乃有關沿海綠色家園就任何會計政策差異作出調整並對賬調整至綜合財務報表內之賬面值：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current assets	流動資產	8,064,650	9,224,322
Non-current assets	非流動資產	815,479	3,942,339
Current liabilities	流動負債	(2,552,098)	(4,472,215)
Non-current liabilities	非流動負債	(480,582)	(2,951,886)
Net assets	資產淨值	5,847,449	6,088,408
Less: Non-controlling interests	減：非控股權益	115,287	172,924
Net assets attributable to equity shareholders of the associate	聯營公司權益股東應佔資產淨值	5,732,162	5,915,484
<b>Reconciliation to the Group's interest in the associate:</b>	<b>對賬調整至本集團於聯營公司之權益：</b>		
Proportion of the Group's ownership	本集團所有權之比例	15.08%	15.08%
Carrying amount of the investment	投資之賬面值	864,410	892,055
Accumulated impairment losses	累計減值虧損	(816,000)	(816,000)
Net carrying amount of the investment	投資之賬面淨值	48,410	76,055
Revenue	收益	249,419	2,560,882
Loss for the year	年內虧損	(191,553)	(460,732)
Other comprehensive income for the year	年內其他全面收益	(49,933)	476,330
Total comprehensive income for the year	年內全面收益總額	(241,486)	15,598
Dividend received	已收股息	—	—



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 22 Interests in associates (continued)

The following table sets out the aggregate financial information of the Group's other associates that are not individually material:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Share of the associates' profit for the year and total comprehensive income	分佔聯營公司之年內溢利及全面收益總額	<b>22,292</b>	4,806
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司之投資賬面總值	<b>205,269</b>	125,842

As at 31 December 2018, the fair value of interests in associates whose shares are listed in Hong Kong was \$2,981,096,000 (2017: \$2,870,722,000).

於二零一八年十二月三十一日，於股份在香港上市的聯營公司的權益之公允值為2,981,096,000元（二零一七年：2,870,722,000元）。

### 23 Interests in joint ventures

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Unlisted	非上市	<b>6,215,166</b>	4,816,707

### 22 於聯營公司權益 (續)

下表列示本集團個別不重要之聯營公司之合計財務資料：

### 23 合營公司權益



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 23 Interests in joint ventures (continued)

Particulars of the Group's material joint ventures, which is accounted for using the equity method in the consolidated financial statements, are as follows:

#### 23 合營公司權益 (續)

使用權益法於綜合財務報表入賬之本集團之主要合營公司詳情如下：

Name 名稱	Nominal value of registered capital 註冊資本面值	Place of registration and business 註冊及營業地點	Percentage of 所佔之百分比			Principal activities 主要業務
			Ownership interest 所有權權益	Voting power 投票權	Profit sharing 溢利分享	
Shenzhen Langtong Property Development Company Limited ("Langtong") 深圳市朗通房地產開發有限公司 (「朗通」)	RMB100,000,000 人民幣100,000,000元	PRC/ mainland China 中國／中國大陸	50	50	50	Property development and property investment 物業開發及物業投資
Shenzhen Tianan Cyber Park (Group) Company Limited* ("Tianan") 天安數碼城(集團)有限公司 (「天安」)	US\$62,000,000 62,000,000美元	PRC/ mainland China 中國／中國大陸	37.53*	50	37.53*	Property investment and development 物業投資及開發
Taizhou Shum Yip Investment Development Limited ("Taizhou Shum Yip") 泰州市深業投資發展有限公司 (「泰州深業」)	RMB100,000,000 人民幣100,000,000元	PRC/ mainland China 中國／中國大陸	51	50	51	Provision of land development service 提供土地開發服務
Shum King Company Limited ("Shum King") 深勁有限公司 (「深勁」)	\$2 2元	Hong Kong 香港	50	50	50	Property development and property investment 物業開發及物業投資
Guangzhou PikSum Real Estate Development Company Limited** ("Pik Sum") 廣州碧森房地產開發有限公司** (「碧森」)	RMB69,832,402 人民幣69,832,402元	PRC/ mainland China 中國／中國大陸	14.28	14.28	14.28	Property development and property investment 物業開發及物業投資

\* The 50% ownership interest in Tianan is held by Shum Yip Terra (Holdings) Company Limited ("Shum Yip Terra"), a 75.05% non-wholly owned subsidiary of the Group. Therefore, the Group's effective ownership interest and profit sharing is 37.53%.

\* 天安50%所有權權益由一間本集團持股75.05%之非全資附屬公司深業泰然(集團)股份有限公司(「深業泰然」)持有。因此，本集團實際所有權權益及溢利分攤佔37.53%。

\*\* On 9 February 2018, the Group entered into investment agreements with Guangzhou Pik Sum Real Estate Development Company Limited ("Pik Sum") by contributing RMB9,972,000 (equivalent to HKD11,381,000) for joint control of Pik Sum to engage in a property development project in Panyu, Guangzhou. Although the Group's effective ownership interests in Pik Sum was only 14.28%, all the decisions about significant operating, financing and investing activities of Pik Sum require the unanimous consent of the parties sharing control and as such, Pik Sum is accounted for as a joint venture of the Group.

\*\* 於二零一八年二月九日，本集團與廣州碧森房地產開發有限公司(「碧森」)訂立投資協議，透過注資人民幣9,972,000元(相當於11,381,000港元)共同控制碧森參與廣州番禺之一項物業開發項目。儘管本集團於碧森之實際所有權權益僅佔14.28%，但所有有關碧森重大營運、財務及投資活動之決策均需享有控制權之訂約方作出一致同意，因此，碧森按本集團合營公司入賬。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 23 Interests in joint ventures (continued)

All the joint ventures in which of the Group participates, are unlisted corporate entities whose quoted market prices are not available.

The following table sets out the summarised financial information in respect of Langtong adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

### 23 合營公司權益 (續)

本集團參與其中之所有合營公司均為非上市企業實體，並無市場報價。

下表列示財務資料摘要，乃有關朗通就任何會計政策差異作出調整並對賬調整至財務報表內之賬面值：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current assets	流動資產	5,419,977	5,479,978
Non-current assets	非流動資產	1,618,877	1,469,381
Current liabilities	流動負債	(5,521,258)	(6,374,861)
Net assets	資產淨值	1,517,596	574,498
Included in the above assets and liabilities:	計入上述資產及負債：		
Cash and cash equivalents	現金及現金等價物	927,758	361,986
Revenue	收益	2,813,529	273
Profit for the year	年內溢利	1,006,621	221,577
Total comprehensive income for the year	年內全面收益總額	1,006,621	221,577
Dividend declared	已宣派之股息	–	155,519
Included in the above profit:	計入上述溢利：		
Depreciation and amortisation	折舊及攤銷	(449)	(743)
Interest income	利息收入	86,122	77,847
Interest expense	利息開支	–	–
Income tax expense	所得稅開支	(332,495)	(74,027)
<b>Reconciliation to the Group's interest in the joint venture:</b>	<b>對賬調整至本集團於合營公司之權益：</b>		
Proportion of the Group's ownership	本集團所有權之比例	50%	50%
Group's share of net assets of the joint venture	本集團分佔合營公司資產淨值	758,798	287,249
Goodwill on acquisition recognised by the Group	本集團確認之收購商譽	6,116	6,116
Carrying amount of the investment	投資之賬面值	764,914	293,365



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 23 Interests in joint ventures (continued)

The following table sets out the summarised financial information in respect of Tianan adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements:

#### 23 合營公司權益 (續)

下表列示財務資料摘要，乃有關天安就任何會計政策差異作出調整並對賬調整至綜合財務報表內之賬面值：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current assets	流動資產	14,106,801	14,425,270
Non-current assets	非流動資產	6,358,236	5,295,596
Current liabilities	流動負債	(8,379,513)	(9,000,136)
Non-current liabilities	非流動負債	(5,388,971)	(4,582,484)
Net assets	資產淨值	6,696,553	6,138,246
Less: Non-controlling interests	減：非控股權益	138,862	131,160
Net assets attributable to equity shareholders of the joint venture	合營公司權益股東應佔資產淨值	6,557,691	6,007,086
Included in the above assets and liabilities:	計入上述資產及負債：		
Cash and cash equivalents	現金及現金等價物	2,861,235	2,745,520
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債（不包括應付賬款及其他應付款項及撥備）	(2,678,273)	(3,262,611)
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債（不包括應付賬款及其他應付款項及撥備）	(4,396,544)	(3,092,400)
Revenue	收益	3,062,644	2,960,448
Profit for the year	年內溢利	857,515	596,650
Total comprehensive income for the year	年內全面收益總額	857,515	601,734
Dividend declared	已宣派之股息	-	119,630
Included in the above profit:	計入上述溢利：		
Depreciation and amortisation	折舊及攤銷	(27,672)	(19,807)
Interest income	利息收入	34,948	18,552
Interest expense	利息開支	(169,449)	(100,749)
Income tax expense	所得稅開支	(337,881)	(238,965)
Reconciliation to the Group's interest in the joint venture:	對賬調整至本集團於合營公司之權益：		
Proportion of the Group's ownership	本集團所有權之比例	50%	50%
Group's share of net assets of the joint venture	本集團分佔合營公司資產淨值	3,278,846	3,003,543
Loan to the joint venture (Note)	給予合營公司之貸款（附註）	285,325	299,075
Carrying amount of the investment	投資之賬面值	3,564,171	3,302,618



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 23 Interests in joint ventures (continued)

Note: In accordance with the terms of the joint venture agreement, the loan is unsecured, interest free and subordinated to the other financing obtained by the joint venture. Accordingly, the shareholder's loan forms an integral part of the Group's equity investment in the joint venture and is recognised as such.

The following table sets out the summarised financial information in respect of Taizhou Shum Yip adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

### 23 合營公司權益 (續)

附註：根據合營公司協議條款，該等貸款為無抵押、免息及後償於合營公司取得之其他融資。因此，股東貸款構成本集團於合營公司之股權投資之組成部份並按此確認。

下表列示財務資料摘要，乃有關泰州深業就任何會計政策差異作出調整並對賬調整至財務報表內之賬面值：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current assets	流動資產	2,951,617	4,118,291
Non-current assets	非流動資產	2,775,684	2,909,565
Current liabilities	流動負債	(4,045,267)	(3,260,519)
Non-current liabilities	非流動負債	(1,449,534)	(3,528,931)
Net assets	資產淨值	232,500	238,406
Included in the above assets and liabilities:	計入上述資產及負債：		
Cash and cash equivalents	現金及現金等價物	208,733	55,653
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括應付賬款及其他應付款項及撥備)	(735,150)	(468,963)
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括應付賬款及其他應付款項及撥備)	(1,449,451)	(3,528,846)
Revenue	收益	2,696,980	12,861
Profit for the year	年內溢利	303,835	1,975
Total comprehensive income for the year	年內全面收益總額	303,835	1,975
Dividend declared	已宣派之股息	146,751	—
Included in the above profit:	計入上述溢利：		
Depreciation and amortisation	折舊及攤銷	(217)	(301)
Interest income	利息收入	1,233	167
Interest expense	利息開支	(125,988)	—
Income tax expense	所得稅開支	(101,278)	(876)
<b>Reconciliation to the Group's interest in the joint venture:</b>	<b>對賬調整至本集團於合營公司之權益：</b>		
Proportion of the Group's ownership	本集團所有權之比例	51%	51%
Carrying amount of the investment	投資之賬面值	118,575	121,587



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 23 Interests in joint ventures (continued)

The following table sets out the summarised financial information in respect of Shum King adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

#### 23 合營公司權益 (續)

下表列示財務資料摘要，乃有關深勁就任何會計政策差異作出調整並對賬調整至財務報表內之賬面值：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Current assets	流動資產	3,411,696	3,250,359
Current liabilities	流動負債	(1,295,994)	(1,318,619)
Non-current liabilities	非流動負債	(2,127,621)	(1,935,000)
Net liabilities	負債淨值	(11,919)	(3,260)
Included in the above assets and liabilities:	計入上述資產及負債：		
Cash and cash equivalents	現金及現金等價物	26,674	20,066
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括應付賬款及其他應付款項及撥備)	(1,294,090)	1,273,016
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括應付賬款及其他應付款項及撥備)	(2,127,621)	(1,935,000)
Revenue	收益	—	—
Loss for the year	年內虧損	(8,659)	(3,261)
Total comprehensive income for the year	年內全面收益總額	(8,659)	(3,261)
Included in the above loss:	計入上述虧損：		
Depreciation and amortisation	折舊及攤銷	—	—
Interest income	利息收入	—	—
Interest expense	利息開支	—	—
Income tax expense	所得稅開支	—	—
<b>Reconciliation to the Group's interest in the joint venture:</b>	<b>對賬調整至本集團於合營公司之權益：</b>		
Proportion of the Group's ownership	本集團所有權之比例	50%	50%
Group's share of net assets of the joint venture	本集團分佔合營公司資產淨值	(5,960)	(1,630)
Loan to the joint venture (Note)	給予合營公司之貸款 (附註)	1,063,733	989,766
Carrying amount of the investment	投資之賬面值	1,057,773	988,136

Note: In accordance with the terms of the joint venture agreement, both parties to the joint venture have provided loan capital to the joint venture in proportion to their shareholdings and under equal terms. Accordingly, the shareholder's loan forms an integral part of the Group's equity investment in the joint venture and is recognised as such.

附註：根據合營公司協議條款，合營公司雙方已按彼等之持股比例及根據同等條款向合營公司提供貸款。因此，股東貸款構成本集團於合營公司之股權投資之組成部份並按此確認。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 23 Interests in joint ventures (continued)

The following table sets out the summarised financial information in respect of Pik Sum adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

### 23 合營公司權益 (續)

下表列示財務資料摘要，乃有關碧森就任何會計政策差異作出調整並對賬調整至財務報表內之賬面值：

		2018 二零一八年 \$'000 千元
Current assets	流動資產	5,017,737
Non-current assets	非流動資產	29
Current liabilities	流動負債	(3,904,503)
Non-current liabilities	非流動負債	(1,039,257)
Net assets	負債淨值	74,006
Included in the above assets and liabilities:	計入上述資產及負債：	
Cash and cash equivalents	現金及現金等價物	489,834
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括應付賬款及其他應付款項及撥備)	-
Non-current financial liabilities (excluding trade and other payables and provisions)	非流動金融負債 (不包括應付賬款及其他應付款項及撥備)	(1,038,583)
Revenue*	收益*	90
Loss for the period*	期內虧損*	(5,909)
Total comprehensive income for the period*	期內全面收益總額*	(5,909)
Included in the above loss:	計入上述虧損：	
Depreciation and amortisation	折舊及攤銷	(105)
Interest income	利息收入	242
Interest expense	利息開支	-
Income tax expense	所得稅開支	(175)
<b>Reconciliation to the Group's interest in the joint venture:</b>	<b>對賬調整至本集團於合營公司之權益：</b>	
Proportion of the Group's ownership	本集團所有權之比例	14.28%
Group's share of net assets of the joint venture	本集團分佔合營公司資產淨值	10,568
Loan to the joint venture (Note)	給予合營公司之貸款 (附註)	498,333
Carrying amount of the investment	投資之賬面值	508,901



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 23 Interests in joint ventures (continued)

- \* These figures represented the financial information of Pik Sum for the period from 9 February 2018 (the date in which Pik Sum became a joint venture of the Group) to 31 December 2018.

Note: In accordance with the terms of the joint venture agreement, both parties to the joint venture have provided loan capital to the joint venture in proportion to their shareholdings and under equal terms. Accordingly, the shareholder's loan forms an integral part of the Group's equity investment in the joint venture and is recognised as such.

The following table sets out the aggregate financial information of the Group's joint ventures that are not individually material:

#### 23 合營公司權益 (續)

- \* 該等數據指碧森於二零一八年二月九日(碧森成為本集團合營公司之日)起至二零一八年十二月三十一日止期間之財務資料。

附註：根據合營公司協議條款，合營公司雙方已按彼等之持股比例及根據同等條款向合營公司提供貸款。因此，股東貸款構成本集團於合營公司之股權投資之組成部份並按此確認。

下表列示本集團個別不重要之合營公司之合計財務資料：

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
Share of the joint ventures' profit for the year	分佔合營公司年內溢利	<b>22,135</b>	5,715
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合營公司之投資賬面總值	<b>200,832</b>	111,001



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 24 Other financial assets

### 24 其他金融資產

		31 December 2018 二零一八年 十二月三十一日 \$'000 千元	1 January 2018 二零一八年 一月一日 \$'000 千元	31 December 2017 二零一七年 十二月三十一日 \$'000 千元
<b>Current:</b>	<b>即期：</b>			
<b>Financial assets measured at FVPL</b>	<b>透過損益按公允值計算之 金融資產</b>			
– Listed equity investments in Hong Kong	– 於香港之上市股權投資	<b>3,068</b>	4,517	4,517
<b>Non-current:</b>	<b>非即期：</b>			
<b>Financial assets measured at FVPL</b>	<b>透過損益按公允值計算之 金融資產</b>			
– Listed equity investments in mainland China (note (iii))	– 於中國大陸之上市股權 投資 (附註(iii))	<b>33,437</b>	37,591	–
– Unlisted equity investments in mainland China (note (i) and (iii))	– 於中國大陸之非上市股權 投資 (附註(i)及(iii))	<b>6,261,172</b>	7,698,699	–
– Derivative financial instrument (note (i))	– 衍生金融工具 (附註(i))	<b>335,542</b>	70,449	70,449
		<b>6,630,151</b>	7,806,739	70,449
<b>Financial assets classified as available-for-sale under HKAS39</b>	<b>根據香港會計準則第39號分類 為可供出售之金融資產</b>			
– Other financial assets(note (i) and (iii))	– 其他金融資產 (附註(i)及(iii))	–	–	7,798,558
<b>Equity securities designated at FVOCI (non-recycling)</b>	<b>指定為透過其他全面收益按 公允值計算之股本證券 (不可撥回)</b>			
– Unlisted equity investments in mainland China (note (iii))	– 於中國大陸之非上市股權 投資 (附註(iii))	<b>3,832</b>	62,268	–
<b>Financial assets measured at amortised cost</b>	<b>按攤銷成本計量之金融資產</b>			
– Other long term assets(note (ii))	– 其他長期資產 (附註(ii))	<b>2,549,654</b>	3,015,861	3,015,861
Less: Loss allowance	減：損失撥備	<b>(106,290)</b>	(128,890)	–
		<b>2,443,364</b>	2,886,971	3,015,861
		<b>9,077,347</b>	10,755,978	10,884,868



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 24 Other financial assets (continued)

Notes:

- (i) The balance mainly represented the Group's Hengda Investments of \$6,596,714,000 (2017: \$7,769,148,000), the details of which are set out below:

On 31 May 2017, 28 June 2017 and 6 November 2017, the Group entered into investment agreements ("Investment Agreements") with Guangzhou Kailong Real Estate Company Limited ("Kailong Real Estate"), Hengda Real Estate, both of which are subsidiaries of China Evergrande Group, and Mr. Hui Ka Yan ("Mr. Hui", a director and controlling shareholder of China Evergrande Group). Pursuant to the Investment Agreements, the Group agreed to contribute RMB5,500,000,000 (equivalent to \$6,337,100,000) to the capital of Hengda Real Estate for acquisition of approximately 2.0522% of the enlarged equity interest of Hengda Real Estate at the date of contribution, which was subsequently diluted to 1.7626% of the enlarged equity interest of Hengda Real Estate after the capital contributions from other investors in November 2017.

Hengda Real Estate is undergoing a major assets reorganisation such that Kailong Real Estate, as the holding company of Hengda Real Estate, will become the controlling shareholder of Shenzhen Special Economic Zone Real Estate & Properties (Group) Co. Ltd., a company listed on the Shenzhen Stock Exchange, after the major assets reorganisation ("Proposed Reorganisation"). If the Proposed Reorganisation of Hengda Real Estate is not completed by 31 January 2020 and the failure to complete is not caused by reasons attributable to the Group, the Group is entitled to have the right within two months of the expiry of such deadline to demand Kailong Real Estate to either:

- (i) buy back the entire equity interest in Hengda Real Estate held by the Group at the original amount of capital contributed by it, provided that Kailong Real Estate may choose not to buy back such equity interest from the Group, in which case, the Group will have the right to request Mr. Hui to buy back the entire equity interest held by the Group at the original amount of capital contributed by it; or
- (ii) transfer additional shares, which are equivalent to 50% of the equity interest held by the Group in Hengda Real Estate on the signing of the compensation agreement (excluding any additional equity interest acquired by the Group after the date of the Investment Agreements), to the Group at nil consideration.

In addition, under the terms of the Investment Agreements, Kailong Real Estate and Hengda Real Estate have undertaken to the Group that the net profit of Hengda Real Estate for the three financial years of 2017, 2018 and 2019 ("Performing Undertaking Period") shall not be less than RMB24.3 billion, RMB50 billion and RMB55 billion, respectively. If the net profit of Hengda Real Estate for any financial year in the Performance Undertaking Period is less than the amount for that financial year, the proportional dividend to be paid by Hengda Real Estate to the Group will be adjusted upward in accordance with the formulae specified in the Investment Agreements. During the year ended 31 December 2018, the Group has received a dividend of \$593,030,000 from Hengda Real Estate. During the year ended 31 December 2018, there was a decrease in fair value in respect of Hengda Investments of \$845,962,000, which was recognised in the consolidated statement of profit or loss.

The Group has undertaken to Hengda Real Estate and its holding company, Kailong Real Estate, that it will not transfer its interests in Hengda Real Estate or create any encumbrances over such interests without the consent of Kailong Real Estate for a period of three years from completion of the capital contribution.

### 24 其他金融資產 (續)

附註:

- (i) 結餘主要指本集團之恒大投資6,596,714,000元(二零一七年: 7,769,148,000元), 其詳情載列如下:

於二零一七年五月三十一日、二零一七年六月二十八日及二零一七年十一月六日, 本集團與廣州市凱隆置業有限公司(「凱隆置業」)及恒大地產(均為中國恒大集團之附屬公司)以及許家印先生(「許先生」, 中國恒大集團之董事及控股股東)訂立投資協議(「投資協議」)。根據投資協議, 本集團同意向恒大地產投入資本人民幣5,500,000,000元(相當於6,337,100,000元), 以於注資日收購恒大地產經擴大股權約2.0522%, 其隨後於其他投資者於二零一七年十一月注資後攤薄至恒大地產經擴大股權的1.7626%。

恒大地產正在進行重大資產重組, 於重大資產重組後, 恒大地產的控股公司凱隆置業將成為深圳證券交易所上市公司深圳經濟特區房地產(集團)股份有限公司的控股股東(「建議重組」)。倘恒大地產的建議重組於二零二零年一月三十一日前尚未完成, 而未能完成並非由本集團造成, 則本集團有權於有關限期屆滿前兩個月內向凱隆置業提出下列要求:

- (i) 以其原本注資金額回購本集團所持有的恒大地產的全部股權, 惟凱隆置業或選擇不向本集團回購有關股權, 在此情況下, 本集團將有權要求許先生以其原本注資金額回購本集團所持有的全部股權; 或
- (ii) 無償向本集團轉讓額外股份, 相等於本集團於簽署補償協議時持有之恒大地產股權的50% (不包括本集團於投資協議日期後收購的任何額外股權)。

此外, 根據投資協議條款, 凱隆置業及恒大地產向本集團承諾, 恒大地產於二零一七年、二零一八年及二零一九年三個財政年度(「履約承諾期間」)的淨利潤將分別不少於人民幣243億元、人民幣500億元及人民幣550億元。倘恒大地產於履約承諾期間的任一財政年度的淨利潤少於該財政年度的金額, 則恒大地產將向本集團派付的股息的比例將根據投資協議訂明的公式向上調整。於截至二零一八年十二月三十一日止年度內, 本集團已收取恒大地產股息593,030,000元。於截至二零一八年十二月三十一日止年度內, 恒大投資之公允值減少845,962,000元, 已於綜合損益表確認。

本集團向恒大地產及其控股公司凱隆置業承諾, 於該注資完成起計三年期間內, 在未獲凱隆置業同意下, 本集團將不會轉讓其於恒大地產之權益或就有關權益增設任何產權負擔。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 24 Other financial assets (continued)

Notes: (continued)

- (ii) Upon the adoption of HKFRS 9, an opening adjustment as at 1 January 2018 of \$128,890,000 was made to recognise additional ECLs on other long term assets (see note 2(c)(i)). As at 31 December 2018, other long term assets mainly represented non-current receivables from a government authority of \$1,415,494,000 (2017: \$1,920,687,000), loans to a joint venture of \$1,013,478,000 (2017: \$1,095,174,000) and associates of \$14,392,000 (2017: nil).
- (iii) Financial assets classified as available-for-sale under HKAS 39 of \$7,798,558,000 were reclassified to equity securities designated at FVOCI (non-recycling) of \$62,268,000, listed equity investments in mainland China under financial assets measured at FVPL of \$37,591,000 and unlisted equity investments in mainland China under financial assets measured at FVPL of \$7,698,699,000 upon the initial application of HKFRS 9 at 1 January 2018 (see note 2(c)(i)).

### 25 Biological assets

The Group's total amounts of the biological assets are as follows:

	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Trading biological assets 消耗性生物資產	<b>1,537</b>	333

The Group's biological assets comprise mainly cloned orchid flowers.

The Group's biological assets were revalued by management at the end of each reporting period on a fair value basis. The fair value less estimated point-of-sale costs of the biological assets was determined using the market approach, which was determined based on the most recent market transaction prices.

### 24 其他金融資產 (續)

附註：(續)

- (ii) 於採納香港財務報告準則第9號後，已進行於二零一八年一月一日之年初調整128,890,000元，以確認其他長期資產額外預期信用損失(參閱附註2(c)(i))。於二零一八年十二月三十一日，其他長期資產主要指非即期應收政府機關款項1,415,494,000元(二零一七年：1,920,687,000元)、給予合營公司之貸款1,013,478,000元(二零一七年：1,095,174,000元)及給予聯營公司之貸款14,392,000元(二零一七年：無)。
- (iii) 於二零一八年一月一日首次採納香港財務報告準則第9號後，根據香港會計準則第39號分類為可供出售的金融資產7,798,558,000元已重新分類至指定為透過其他全面收益按公允值計算之股本證券(不可撥回)62,268,000元、透過損益按公允值計算之金融資產項下於中國大陸之上市股權投資37,591,000元及透過損益按公允值計算之金融資產項下於中國大陸之非上市股權投資7,698,699,000元(參閱附註2(c)(i))。

### 25 生物資產

本集團生物資產總額如下：

本集團之生物資產主要包括克隆蘭花。

本集團之生物資產由管理層於各報告期末按公允值基準重估。生物資產之公允值減估計銷售點成本乃以市場法釐定，即按最近期市場交易價格釐定。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 25 Biological assets (continued)

A reconciliation of the carrying values of the biological assets is as follows:

### 25 生物資產 (續)

生物資產之賬面值對賬如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
<b>Trading biological assets</b>	<b>消耗性生物資產</b>		
At 1 January	於一月一日	333	8,136
Purchases	購買	4,949	2,753
Sales	銷售	(3,670)	(11,133)
Exchange realignment	匯兌調整	(75)	577
		<b>1,537</b>	<b>333</b>

### 26 Inventories

### 26 存貨

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Raw materials	原材料	63,934	61,931
Work in progress	在產品	45,952	33,891
Finished goods	製成品	21,999	19,877
		<b>131,885</b>	<b>115,699</b>



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 27 Trade receivables

### 27 應收賬款

		31 December 2018	1 January 2018	31 December 2017
		二零一八年 十二月三十一日	二零一八年 一月一日	二零一七年 十二月三十一日
		\$'000	\$'000	\$'000
		千元	千元	千元
Trade receivables	應收賬款	<b>697,064</b>	405,202	405,202
Less: loss allowance (Note)	減：損失撥備(附註)	<b>(118,596)</b>	(74,178)	(34,155)
		<b>578,468</b>	331,024	371,047

Note: Upon the adoption of HKFRS 9, an opening adjustment as at 1 January 2018 was made to recognise additional ECLs on trade receivables (see note 2(c)(i)).

附註：於採納香港財務報告準則第9號後，已進行於二零一八年一月一日之年初調整，以確認應收賬款額外預期信用損失(參閱附註2(c)(i))。

Under normal circumstances, the Group does not grant any credit terms to its customers for the sale of properties. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

在正常情況下，本集團不會向其客戶就物業出售授出任何信貸期。本集團設法對其未收回應收款項保持嚴格控制及減低信貸風險。鑑於上述原因及本集團之應收賬款涉及多個行業之眾多客戶，故本集團並無過度集中之信貸風險。本集團並無就其應收賬款結餘持有任何抵押品或其他信貸升級。應收賬款為不計息款項。

An aged analysis of the trade receivables as at the end of the reporting period, based on the contract date and net of provision, is as follows:

於報告期末以合約日期計算並扣除撥備之應收賬款賬齡分析如下：

		31 December 2018	31 December 2017
		二零一八年 十二月三十一日	二零一七年 十二月三十一日
		\$'000	\$'000
		千元	千元
Within one year	一年內	<b>430,387</b>	341,866
One to two years	一年至兩年內	<b>140,548</b>	29,181
Two to three years	兩年至三年內	<b>7,533</b>	—
		<b>578,468</b>	371,047



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 28 Prepayments, deposits and other receivables

### 28 預付款項、訂金及其他應收款項

		31 December 2018	1 January 2018(i)	31 December 2017(i)
		二零一八年 十二月三十一日	二零一八年 一月一日(i)	二零一七年 十二月三十一日(i)
		\$'000	\$'000	\$'000
		千元	千元	千元
	Notes 附註			
Prepayments	預付款項	<b>263,058</b>	172,738	172,738
Deposits and other receivables	訂金及其他應收款項	<b>2,318,011</b>	3,459,753	3,459,753
Loans to joint ventures	給予合營公司之貸款 (ii)	<b>1,133,928</b>	38,183	38,183
Loans to associates	給予聯營公司之貸款 (ii)	<b>1,463</b>	—	—
Due from the immediate holding company	應收直接控股公司款項 (ii)	<b>2,302</b>	575	575
Due from the ultimate holding company	應收最終控股公司款項 (ii)	<b>180,658</b>	97,910	97,910
Due from non-controlling shareholders	應收非控股股東款項 (ii)	<b>8,610</b>	57,457	57,457
		<b>3,908,030</b>	3,826,616	3,826,616
Less: loss allowance	減：損失撥備 (i)	<b>(148,382)</b>	(186,962)	(27,451)
		<b>3,759,648</b>	3,639,654	3,799,165

Notes:

- (i) Upon the adoption of HKFRS 9, an opening adjustment as at 1 January 2018 was made to recognise additional ECLs on other receivables and loans to related parties (see note 2(c)(i)).
- (ii) Except for interest-bearing loans to related parties of \$1,131,171,000 (2017: \$26,114,000), the balances are unsecured, interest-free and have no fixed terms of repayment.

附註：

- (i) 於採納香港財務報告準則第9號後，已進行於二零一八年一月一日之年初調整，以確認其他應收賬款及給予關聯方之貸款之額外預期信用損失（參閱附註2(c)(i)）。
- (ii) 除給予關聯方之計息貸款1,131,171,000元（二零一七年：26,114,000元）外，結餘款項為無抵押、免息且無固定還款期限。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 29 Cash and cash equivalents and restricted cash

#### (a) Cash and cash equivalents comprise:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Cash and bank balances	現金及銀行結餘	11,547,664	10,889,389
Non-pledged time deposits with original maturity of less than three months when acquired	購入時原到期日少於三個月之無抵押定期存款	1,107,527	2,094,703
		<b>12,655,191</b>	12,984,092
Less: Restricted cash	減：受限制現金	<b>(2,822,965)</b>	(1,817,022)
Cash and cash equivalents	現金及現金等價物	<b>9,832,226</b>	11,167,070

As at 31 December 2018, there was \$2,686,891,000 (2017: \$822,665,000) in the Group's restricted cash, which was limited to use in the development of certain property projects. In accordance with relevant documents issued by the PRC State-Owned Land and Resource Bureau, certain property development companies of the Group are required to place in designated bank accounts certain amounts of presale proceeds from properties as guarantee deposits for the construction of related properties. The deposits can only be used for purchases of construction materials and the payments of construction fees of the relevant property projects when approval from the PRC State-Owned Land and Resource Bureau is obtained. Such guarantee deposits will only be released after completion of the related pre-sold properties or issuance of the real estate ownership certificates, whichever is the earlier.

At 31 December 2018, the Group's cash and cash equivalents and restricted cash of denominated in Renminbi ("RMB") amounted to \$11,793,289,000 (2017: \$12,018,340,000). The RMB is not freely convertible into other currencies. However, under mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

### 29 現金及現金等價物及受限制現金

#### (a) 現金及現金等價物包括：

於二零一八年十二月三十一日，本集團受限制現金有2,686,891,000元（二零一七年：822,665,000元），僅可用作開發若干物業項目。根據中國國有土地資源管理局頒佈之有關文件，本集團若干物業開發公司須於指定銀行賬戶存放若干數額之預售物業所得款項，作為相關物業建造專項之擔保存款。該存款僅可於獲得中國國有土地資源管理局批准時用於購買建材及支付有關物業項目之建造費用。有關擔保存款僅會於相關預售物業竣工或簽發房地產權證（以較早發生者為準）後方予解除。

於二零一八年十二月三十一日，本集團以人民幣（「人民幣」）計值之現金及現金等價物以及受限制現金共11,793,289,000元（二零一七年：12,018,340,000元）。人民幣並不可自由兌換為其他貨幣。然而，根據中國外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過有權進行外匯業務之銀行將人民幣兌換為其他貨幣。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 29 Cash and cash equivalents and restricted cash (continued)

(b) Reconciliation of profit before taxation to cash generated from operations:

#### 29 現金及現金等價物及受限制現金 (續)

(b) 除稅前溢利與來自經營業務之現金之對賬如下：

			2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元 (Note) (附註)
Profit before taxation	除稅前溢利		<b>6,803,008</b>	7,664,682
Adjustments for:	按下列各項調整：			
Finance costs	融資成本	8	<b>882,699</b>	747,532
Finance income	融資收入		<b>(257,684)</b>	(415,851)
Depreciation	折舊	15	<b>196,571</b>	216,252
Increase in fair value of investment properties	投資物業公允價值增加	18	<b>(979,924)</b>	(1,161,684)
Increase in fair value upon transfer to investment properties	轉撥至投資物業後公允價值上升	18	<b>(302,943)</b>	(96,808)
Dividend income from other financial assets	來自其他金融資產之股息收入	6	<b>(594,840)</b>	—
Gain on disposal of other financial assets	出售其他金融資產利得		—	(15,306)
Share of profits less losses of joint ventures and associates	應佔合營公司及聯營公司溢利減虧損		<b>(1,890,638)</b>	(844,743)
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	16	<b>1,222</b>	1,149
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	9	<b>3,414</b>	22,489
Gain on disposal of subsidiaries	出售附屬公司利得		<b>10,364</b>	(3,676,757)
Loss allowance of trade receivables, net	應收賬款損失撥備淨額	9	<b>(51,593)</b>	(4,475)
Loss allowance of prepayments, deposits and other receivables, net	預付款項、訂金及其他應收款項損失撥備淨額	9	<b>31,405</b>	1,362
Loss allowance of other financial assets, net	其他金融資產損失撥備淨額	9	<b>17,303</b>	—
Decrease in fair value of financial assets at fair value through profit or loss, net	透過損益按公允價值計算之金融資產公允價值減少淨額		<b>849,929</b>	48
Equity-settled share option expense	以股本支付之購股權開支	9(b)	<b>42,130</b>	22,867



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 29 Cash and cash equivalents and restricted cash (continued)

(b) Reconciliation of profit before taxation to cash generated from operations: (continued)

### 29 現金及現金等價物及受限制現金(續)

(b) 除稅前溢利與來自經營業務之現金之對賬如下：(續)

		2018 二零一八年	2017 二零一七年
	Notes 附註	\$'000 千元	\$'000 千元 (Note) (附註)
		<b>4,760,423</b>	2,460,757
Changes in working capital:	營運資金變動：		
Decrease/(increase) in trade receivables and other financial assets	應收賬款及其他金融資產減少／(增加)	<b>129,480</b>	(21,448)
Decrease/(Increase) in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項減少／(增加)	<b>512,476</b>	(1,406,805)
Increase in inventories	存貨增加	<b>(21,505)</b>	(15,798)
(Increase)/decrease in trading biological assets	消耗性生物資產(增加)／減少	<b>(1,278)</b>	8,057
Decrease in completed properties held for sale	持作待售之已落成物業減少	<b>10,776,730</b>	3,980,559
Increase in properties under development	發展中物業增加	<b>(12,762,749)</b>	(6,957,163)
Increase in trade payables	應付賬款增加	<b>408,361</b>	428,722
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)／增加	<b>(9,064,876)</b>	1,715,079
Increase in contract liabilities	合約負債增加	<b>11,232,109</b>	-
Decrease in deferred income	遞延收入減少	<b>(4,010)</b>	(1,108)
(Decrease)/increase in restricted cash	受限制現金(減少)／增加	<b>(1,089,481)</b>	387,135
Cash generated from operations	經營業務產生之現金	<b>4,875,680</b>	577,987

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. See note 2(c).

附註：本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。見附註2(c)。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 29 Cash and cash equivalents and restricted cash (continued)

##### (c) Reconciliation of liabilities arising from financing activities:

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flow from financing activities.

#### 29 現金及現金等價物及受限制現金 (續)

##### (c) 來自融資活動之負債之對賬：

下表詳述本集團來自融資活動之負債變動，包括現金及非現金變動。來自融資活動之負債為其現金流量或將來現金流量於本集團綜合現金流量表中分類為融資活動現金流量的負債。

		Interest-bearing bank and other borrowings	Due to the ultimate holding company	Due to the immediate holding company	Loans from fellow subsidiaries	Loans from associates	Loans from joint ventures	Total
		計息銀行及其他借貸	應付最終控股公司款項	應付直接控股公司款項	同系附屬公司貸款	聯營公司貸款	合營公司貸款	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
		(Note 30)	(Note 42(c))	(Note 42(c))	(Note 42(c))	(Note 42(c))	(Note 42(c))	(Note 42(c))
		(附註30)	(附註42(c))	(附註42(c))	(附註42(c))	(附註42(c))	(附註42(c))	(附註42(c))
At 1 January 2018	於二零一八年一月一日	22,903,246	5,107,312	2,141,290	1,074,446	81,145	2,648,740	33,956,179
<b>Changes from financing cash flows:</b>	<b>來自融資現金流量之變動：</b>							
Proceeds from new bank loans	新銀行貸款所得款項	17,893,937	-	-	-	-	-	17,893,937
Repayments of bank loans	償還銀行貸款	(14,964,514)	-	-	-	-	-	(14,964,514)
Proceeds from loans from related parties	來自關聯方之借款所得款項	-	4,464,811	29,063	4,489,331	59	-	8,983,264
Repayment of loans from related parties	償還來自關聯方之借款	-	(4,788,364)	(974,045)	(2,438,198)	(31,445)	(1,466,935)	(9,698,987)
Totals changes from financing cash flows	來自融資現金流量之變動總額	2,929,423	(323,553)	(944,982)	2,051,133	(31,386)	(1,466,935)	2,213,700
Exchange adjustments	匯兌調整	(571,904)	(229,628)	1,058	(121,142)	(2,809)	(70,547)	(994,972)
<b>Other changes:</b>	<b>其他變動：</b>							
Finance costs (note 8)	融資成本 (附註8)	-	32,421	36,182	89,103	-	55,973	213,679
Capitalised borrowing costs	資本化借貸成本	-	148,401	-	39,456	-	-	187,857
At 31 December 2018	於二零一八年十二月三十一日	25,260,765	4,734,953	1,233,548	3,132,996	46,950	1,167,231	35,576,443





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

- 29 Cash and cash equivalents and restricted cash (continued) 29 現金及現金等價物及受限制現金 (續)  
(c) Reconciliation of liabilities arising from financing activities: (c) 來自融資活動之負債之對賬：(續)  
(continued)

		Interest-bearing bank and other borrowings	Due to the ultimate holding company	Due to the immediate holding company	Loans from fellow subsidiaries	Loans from associates	Loans from joint ventures	Total
		計息銀行及其他借貸	應付最終控股公司款項	應付直接控股公司款項	同系附屬公司貸款	聯營公司貸款	合營公司貸款	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
		(Note 30)	(Note 42(c))	(Note 42(c))	(Note 42(c))	(Note 42(c))	(Note 42(c))	
		(附註30)	(附註42(c))	(附註42(c))	(附註42(c))	(附註42(c))	(附註42(c))	
<b>At 1 January 2017</b>	<b>於二零一七年一月一日</b>	19,757,245	2,850,880	2,023,117	13,652	301,147	2,541,381	24,946,041
<b>Changes from financing cash flows:</b>	<b>來自融資現金流量之變動：</b>							
Proceeds from new bank loans	新增銀行貸款所得款項	11,069,920	-	-	-	-	-	11,069,920
Repayments of bank loans	償還銀行貸款	(8,401,839)	-	-	-	-	-	(8,401,839)
Proceeds from loans from related parties	來自關聯方之借款之所得款項	-	5,075,840	-	1,020,936	-	2,541,381	8,638,157
Repayment of loans from related parties	償還來自關聯方之借款	-	(3,744,966)	(17,631)	(1,823)	(221,955)	-	(3,986,375)
Totals changes from financing cash flows	來自融資現金流量之變動總額	2,668,081	1,330,874	(17,631)	1,019,113	(221,955)	2,541,381	7,319,863
<b>Exchange adjustments</b>	<b>匯兌調整</b>	477,920	780,892	80,942	38,786	1,953	90,523	1,471,016
<b>Other changes:</b>	<b>其他變動</b>							
Finance costs (note 8)	融資成本 (附註8)	-	12,336	54,862	2,895	-	14,850	84,943
Capitalised borrowing costs	資本化借貸成本	-	132,330	-	-	-	1,986	134,316
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	22,903,246	5,107,312	2,141,290	1,074,446	81,145	2,648,740	33,956,179



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 30 Interest-bearing bank and other borrowings

### 30 計息銀行及其他借貸

		2018 二零一八年		2017 二零一七年	
		Effective/ contractual interest rate (%) 實際/ 合約利率(%)	\$'000 千元	Effective/ contractual interest rate (%) 實際/ 合約利率(%)	\$'000 千元
<b>Current</b>	<b>即期</b>				
Bank loans-unsecured	銀行貸款 – 無抵押	2.60 – 5.84	5,898,502	2.43 – 6.33	8,137,680
<b>Non-current</b>	<b>非即期</b>				
Bank loans-secured	銀行貸款 – 有抵押	4.90 – 4.99	373,343	4.90	402,878
Bank loans-unsecured	銀行貸款 – 無抵押	2.41 – 6.80	16,135,670	2.50-6.20	11,371,938
Other borrowings – unsecured	其他借貸 – 無抵押	6.80	2,853,250	6.80	2,990,750
			<b>19,362,263</b>		<b>14,765,566</b>
			<b>25,260,765</b>		<b>22,903,246</b>

All of the non-current interest-bearing borrowings are carried at amortised cost. None of the non-current interest-bearing borrowings is expected to be settled within one year.

所有非即期計息借貸均按攤銷成本列賬。非即期計息借貸預期不會於一年內清償。

		2018 二零一八年	2017 二零一七年
		\$'000 千元	\$'000 千元
Analysed into:	分析：		
Bank loans repayable:	應償還之銀行貸款：		
Within 1 year or on demand	一年內或按要求	5,898,502	8,137,680
After 1 year but within 2 years	一年至兩年內	6,308,661	4,612,899
After 2 years but within 5 years	兩年至五年內	9,892,201	7,161,917
After 5 years	五年以上	308,151	–
		<b>22,407,515</b>	<b>19,912,496</b>
Other borrowings repayable:	應償還之其他借貸：		
After 2 years but within 5 years	兩年至五年內	2,853,250	2,990,750
		<b>25,260,765</b>	<b>22,903,246</b>



## Notes to the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 30 Interest-bearing bank and other borrowings (continued)

- (a) Bank loans amounting to \$373,343,000 (2017: \$402,780,000) were secured by certain of the Group's assets as below:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Land and buildings in mainland China (note 15)	於中國大陸之土地及樓宇 (附註15)	646,862	699,057
Properties under development (note 20)	發展中物業 (附註20)	1,111,319	—
Investment properties (note 18)	投資物業 (附註18)	497,515	521,752

- (b) A subsidiary in mainland China has entered into a fund arrangement with a financial institution (the "Trustee"), pursuant to which the Trustee has raised trust fund amounting to RMB2,500,000,000 (equivalent to \$2,853,250,000) (2017: RMB2,500,000,000 (equivalent to \$2,990,750,000)) and provided the fund to the subsidiary for financing a property development project of the subsidiary. The fund bears a fixed interest rate at 6.80% (2017: 6.80%) per annum. The fund will expire in May 2021 and is guaranteed by Shum Yip Group, the Group's ultimate holding company. This transaction constitutes continuing connected transactions as defined in Chapter 14A of the Listing Rules but is exempt from the disclosure requirements under Chapter 14A as it is a financial assistance received by the Group which is conducted on normal commercial terms or better, and is not secured by the assets of the Group.
- (c) Except for the bank loans equivalent to approximately \$13,074,322,000 (2017: \$6,697,097,000), which are denominated in Hong Kong dollars, all borrowings as at 31 December 2018 are denominated in RMB.
- (d) Certain of the Group's banking facilities are subject to the fulfillment of covenants relating to the Group's financial ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become repayable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 38(b). As 31 December 2018. None of the covenants relating to drawn down facilities had been breached (2017: nil).

## 30 計息銀行及其他借貸 (續)

- (a) 金額為373,343,000元之銀行貸款(二零一七年: 402,780,000元)以下列若干本集團之資產作抵押:

- (b) 中國大陸之一間附屬公司與一間金融機構(「受託人」)簽訂資金安排，據此，受託人已籌集信託基金人民幣2,500,000,000元(相當於2,853,250,000元)(二零一七年: 人民幣2,500,000,000元(相當於2,990,750,000元))及就撥付附屬公司之一個物業發展項目所需資金向附屬公司提供資金。該筆資金按固定年利率6.80%(二零一七年: 6.80%)計息，將於二零二一年五月到期，並由本集團的最終控股公司深業集團擔保。由於該交易為本集團接收之財務資助，因此構成上市規則第14A章內所界定之持續關聯交易，惟獲豁免遵守第14A章內之披露規定，該交易按一般商業條款或更佳條款進行，且毋須以本集團之資產作抵押。
- (c) 除相當於約13,074,322,000元(二零一七年: 6,697,097,000元)之銀行貸款以港元計值外，於二零一八年十二月三十一日之所有借貸均以人民幣計值。
- (d) 本集團若干銀行融資須待與本集團財務指標有關之契諾獲履行後方告作實(常見於與金融機構簽訂之貸款協議中)。倘若本集團違反契諾，則已支取之融資將變為須於要求時償還。本集團定期監察其遵守該等契諾之情況。本集團管流流動性風險之進一步詳情載於附註38(b)。於二零一八年十二月三十一日，概無與已支取融資有關之契諾遭違反(二零一七年: 無)。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 31 Trade payables

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Within one year	一年內	1,206,283	779,004
One to two years	一年至兩年內	327,110	358,440
Two to three years	兩年至三年內	188,902	175,444
Over three years	三年以上	234,373	310,033
		<b>1,956,668</b>	<b>1,622,921</b>

The total amounts of the trade payables are non-interest-bearing. All the trade payables are expected to be settled within one year.

#### 31 應付賬款

於報告期末按發票日期計算之應付賬款賬齡分析如下：

應付賬款總額為不計息款項。所有應付賬款預期於一年內清償。

#### 32 Other payables and accruals

		Notes 附註	31 December 2018 二零一八年 十二月三十一日 \$'000 千元	1 January 2018 二零一八年 一月一日 \$'000 千元	31 December 2017 二零一七年 十二月三十一日 \$'000 千元
Receipts in advance	預收款項	(i)	55,006	38,341	8,888,804
Other payables	其他應付款項		7,687,594	9,118,998	9,118,998
Loans from associates	來自聯營公司之貸款	42(c)	46,950	81,145	81,145
Loans from joint ventures	來自合營公司之貸款	42(c)	1,167,231	2,648,740	2,648,740
Loans from fellow subsidiaries	來自同系附屬公司之貸款	42(c)	3,132,996	1,074,446	1,074,446
Accruals and provisions	應計費用及撥備	(ii)	72,264	710,733	710,733
			<b>12,162,041</b>	<b>13,672,403</b>	<b>22,522,866</b>

#### 32 其他應付款項及應計費用



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 32 Other payables and accruals (continued)

Notes:

- (i) As a result of the adoption of HKFRS 15, receipts in advance is included in contract liabilities and disclosed in note 33 (see note 2(c)(ii)).
- (ii) The balance at 31 December 2017 includes a provision in respect of a litigation of RMB557,413,000 (equivalent to \$666,833,000), the details of which are set out below:

On 12 September 2014, Shum Yip Terra, a 75.05% owned subsidiary of the Company, and its wholly-owned subsidiary, Wuhan Shum Yip Terra Property Development Company Limited ("Wuhan Terra"), received a notification for the appointment of defender/application for legal aid during the prosecution review phase from The People's Procuratorate of Jianli County of Hubei Province (the "People's Procuratorate"), informing Shum Yip Terra and Wuhan Terra that materials in respect of the suspected corporate offence of bribery on both of them have been transferred to the Public Prosecution Bureau of the Procuratorate for prosecution review (the "Litigation").

The People's Procuratorate considers that there were violations of the relevant regulations in the procedures in respect of a land transaction involved by Wuhan Terra which has caused a loss of state-owned land income, and the loss in the amount of approximately RMB316 million should be recovered from Shum Yip Terra. The People's Procuratorate has frozen certain bank accounts of Wuhan Terra and Shum Yip Terra. Further details of the matter are set out in the announcement of the Company dated 18 September 2014.

In 2016, Wuhan Terra received a notification from the People's Court regarding the prosecution filed by the People's Procuratorate. The Group, based on the information available and after consultation with outside legal counsel, has set up a provision of RMB542,413,000 (equivalent to \$667,040,000) in relation to the Litigation, which represents management's best estimate of the expected financial outcome of the litigation.

On 28 September 2017, the People's Court handed down its first-instance judgement in respect of the Litigation. Wuhan Terra was order to pay a total of RMB557,413,000 (an illegal gain of RMB542,413,000 and a fine of RMB15,000,000), and each of the three ex-members of management of Wuhan Terra was sentenced to imprisonment for one and a half year.

Wuhan Terra has filed an appeal against the judgement on 9 October 2017, and the People's Court handed down a final judgement against this appeal on 9 November 2017. Wuhan Terra appealed to the Court of Final Appeal on 5 December 2018, and is yet to receive the written notice of acceptance from the Court.

The balance of the frozen bank accounts of Wuhan Terra amounted to RMB551,761,000 (equivalent to \$660,071,000), which had been fully utilised for settlement to the Litigation in January 2018.

- (iii) All the other payables and accruals are expected to be settled or are repayable on demand.

### 32 其他應付款項及應計費用 (續)

附註：

- (i) 由於採納香港財務報告準則第15號，預收款項計入合約負債並於附註33披露(見附註2(c)(ii))。
- (ii) 於二零一七年十二月三十一日之結餘包括訴訟撥備人民幣557,413,000元(相當於666,833,000元)，有關詳情載列如下：

本公司持股75.05%的附屬公司深業泰然及其全資附屬公司武漢市深業泰然房地產開發有限公司(「武漢泰然」)於二零一四年九月十二日收到湖北省監利縣人民檢察院(「人民檢察院」)《審查起訴階段委託辯護人／申請法律援助告知書》，告知深業泰然及武漢泰然兩公司涉嫌單位行賄罪材料移送該院公訴科進行審查起訴(「訴訟」)。

人民檢察院認為武漢泰然涉及之土地交易程序違反有關規定，造成國家土地收益損失，應向深業泰然追繳損失數額約人民幣316百萬元。人民檢察院查封武漢泰然及深業泰然若干銀行賬戶。該事項的進一步詳情載於本公司日期為二零一四年九月十八日的公佈內。

於二零一六年，武漢泰然收到有關人民檢察院提起起訴之人民法院告知書。本集團根據目前所知信息並經諮詢外部律師後，已就訴訟設立人民幣542,413,000元(相當於667,040,000元)撥備，即管理層對訴訟預計財務支出之最佳估計。

人民法院於二零一七年九月二十八日就訴訟作出一審判決。武漢泰然受令償付合共人民幣557,413,000元(非法所得人民幣542,413,000元及罰金人民幣15,000,000元)，而武漢泰然的三名前任管理層成員各被判處有期徒刑一年半。

武漢泰然已於二零一七年十月九日提交上訴狀，而人民法院於二零一七年十一月九日就該上訴作出最終判決。武漢泰然已於二零一八年十二月五日向終審法院提出申訴，目前還沒有收到法院的案件受理通知書。

武漢泰然被查封銀行賬戶之結餘達人民幣551,761,000元(相當於660,071,000元)，其已於二零一八年一月為解決訴訟獲悉數動用。

- (iii) 所有其他應付款項及應計費用預期將予清償或須按要求償還。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 33 Contract liabilities

### 33 合約負債

			31 December 2018 二零一八年 十二月三十一日	1 January 2018(i) 二零一八年 一月一日(i)	31 December 2017(i) 二零一七年 十二月三十一日(i)
	Notes 附註	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Contract liabilities</b>					
<b>Property development</b>					
– Forward sales deposits and instalments received			<b>11,232,109</b>	9,154,326	–

Notes:

- (i) The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018.
- (ii) Upon the adoption of HKFRS 15, this amount was reclassified from "Receipts in advance" (see note 32) to contract liabilities (see note 2(c)(ii)). An opening adjustment as at 1 January 2018 was made to accrue interest on the advance payments received from customers (see note 2(c)(ii)).

附註：

- (i) 本集團已使用累積效應法初次應用香港財務報告準則第15號並對於二零一八年一月一日之年初結餘作出調整。
- (ii) 採納香港財務報告準則第15號後，該金額已由「預收款項」(參閱附註32)重新分類至合約負債(參閱附註2(c)(ii))。就自客戶收取之預付款項之應計利息已對於二零一八年一月一日之年初結餘作出調整(參閱附註2(c)(ii))。

Typical payment terms which impact on the amount of contract liabilities of property development recognised are as follows:

對已確認物業開發合約負債金額構成影響之一般支付條款如下：

The Group receives certain amount of deposit from customers when they sign the sale and purchase agreements. These deposits are recognised as contract liabilities until the relevant properties are completed and ready for hand-over to the customers.

本集團於客戶簽署買賣協議時自彼等收取若干訂金。該等訂金確認為合約負債，直至有關物業落成並可供轉讓予客戶為止。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 33 Contract liabilities (continued)

The Group may require the customers to pay off the remaining balance of the consideration within an agreed timeframe while constructions are still ongoing, rather than on the completion of the relevant properties. Such advance payment schemes result in contract liabilities being recognised throughout the remaining property construction period for the full amount of the contract price. In addition, the contract liabilities will be increased by the amount of interest expense being accrued by the Group to reflect the effect of any significant financing benefit obtained from the customers during the period between the payment and hand-over date. As this accrual increases the amount of the contract liabilities during the period of construction, it therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer.

#### Movements in contract liabilities

		2018 二零一八年 \$'000 千元
Balance at 1 January	於一月一日之結餘	9,154,326
Recognising revenue that was included in the contract liabilities at the beginning of the year	確認於年初計入合約負債之收益	(7,006,306)
Receiving forward sales deposits and instalments	收取預售訂金及分期付款項	8,935,235
Accruing interest expense on advances received	預收款項應計利息開支	148,854
Balance at 31 December	於十二月三十一日之結餘	11,232,109

The amount of billings in advance of performance and forward sales deposits and instalments received expected to be recognised as income after more than one year is \$501,927,000 (2017: \$79,021,000, which were included under "Other payables and accruals").

### 33 合約負債(續)

本集團可要求客戶於建造工程仍在進行之協定時間內而非於有關物業落成時償還剩餘代價。有關提前付款計劃會導致於整個剩餘物業建造期間按全額合約價格確認合約負債。此外，本集團用以反映於付款日期與轉讓日期期間自客戶獲得的任何重大融資利益影響之應計利息開支金額將會增加合約負債。由於此應計費用會增加建造期間合約負債之金額，故其會增加落成物業之控制權轉讓予客戶時已確認收益之金額。

#### 合約負債變動

預期於超過一年後確認為收入之履約預付款項、預售訂金及已收分期付款項預期為501,927,000元(二零一七年：79,021,000元，計入「其他應付款項及應計費用」)。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 34 Income tax in the consolidated statement of financial position

(a) Current tax in the consolidated statement of financial position represents:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Provision for CIT	企業所得稅撥備	1,115,933	1,667,852
Provision for LAT	土地增值稅撥備	6,135,730	6,305,852
		<b>7,251,663</b>	7,973,704

### 34 綜合財務狀況表內之所得稅

(a) 綜合財務狀況表內之即期稅項指：

(b) Deferred tax assets and liabilities recognised  
The movements in deferred tax liabilities and assets during the year are as follows:

(b) 已確認遞延稅項資產及負債  
遞延稅項負債及資產年內變動如下：

Deferred tax liabilities:

遞延稅項負債：

		2018 二零一八年							Total
		Withholding tax on dividend (note) 股息預扣稅 (附註)	Revaluation of investment properties 投資物業重估	Revaluation of assets 資產重估	Revaluation of other financial assets 其他金融資產重估	Fair value adjustment arising from acquisition of subsidiaries 因收購附屬公司產生之公允價值調整	Accelerated tax depreciation on investment properties 投資物業之加速稅項折舊	Others 其他	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 January 2018	於二零一八年一月一日	388,648	3,296,279	63,217	295,008	5,426,032	243,573	114,032	9,826,789
Deferred tax charged/(credited) to the statement of profit or loss during the year	本年度扣除/(計入)損益表內之遞延稅項	(67,545)	320,717	-	(212,484)	(788,145)	51,531	20,002	(675,924)
Disposal of a subsidiary	出售一間附屬公司	-	(38,191)	-	-	-	-	-	(38,191)
Exchange realignment	匯兌調整	(17,384)	(164,431)	(3,280)	(3,552)	(182,305)	(13,068)	(6,829)	(390,849)
Gross deferred tax liabilities at 31 December 2018	於二零一八年十二月三十一日之遞延稅項負債總額	303,719	3,414,374	59,937	78,972	4,455,582	282,036	127,205	8,721,825





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 34 Income tax in the consolidated statement of financial position (continued)

#### (b) Deferred tax assets and liabilities recognised (continued)

### 34 綜合財務狀況表內之所得稅 (續)

#### (b) 已確認遞延稅項資產及負債 (續)

		2017 二零一七年							
		Withholding tax on dividend (note)	Revaluation of investment properties	Revaluation of assets	Revaluation of available-for-sale investments	Fair value adjustment arising from acquisition of subsidiaries	Accelerated tax depreciation on investment properties	Others	Total
		股息預扣稅 (附註)	投資物業重估	資產重估	可供出售投資重估	因收購附屬公司產生之公允價值調整	投資物業之加速稅項折舊	其他	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2017	於二零一七年一月一日	317,533	2,774,729	61,241	11,541	5,352,226	199,166	54,053	8,770,489
Deferred tax charged/(credited) to the statement of profit or loss during the year	本年度扣除/(計入)損益表內之遞延稅項	47,103	320,479	(2,785)	(5,991)	(178,574)	29,353	54,007	263,592
Deferred tax credited to equity during the year	本年度計入權益賬目之遞延稅項	-	1,765	-	284,837	-	-	-	286,602
Exchange realignment	匯兌調整	24,012	199,306	4,761	4,621	252,380	15,054	5,972	506,106
Gross deferred tax liabilities at 31 December 2017	於二零一七年十二月三十一日之遞延稅項負債總額	388,648	3,296,279	63,217	295,008	5,426,032	243,573	114,032	9,826,789

Note: Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate of 5% may be applied if there is a tax treaty between mainland China and jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in mainland China in respect of earnings generated from 1 January 2008. As at 31 December 2018, the Group recognised a deferred tax liability of \$357,931,000 (2017: \$388,648,000) in respect of the withholding tax on future dividend distribution by these PRC subsidiaries.

附註：根據中國企業所得稅法，於中國大陸成立之外商投資企業向外國投資者宣派股息須按10%徵收預扣稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國大陸與外國投資者之司法權區有簽訂相關稅務協議，則可運用5%之較低預扣稅率。因此，本集團有責任就於中國大陸成立之該等附屬公司於二零零八年一月一日起產生之盈利所派股息繳付預扣稅。於二零一八年十二月三十一日，本集團就該等中國附屬公司之未來股息分派之預扣稅確認遞延稅項負債357,931,000元（二零一七年：388,648,000元）。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 34 Income tax in the consolidated statement of financial position (continued)

#### (b) Deferred tax assets and liabilities recognised (continued) Deferred tax assets:

### 34 綜合財務狀況表內之所得稅 (續)

#### (b) 已確認遞延稅項資產及負債 (續) 遞延稅項資產：

		2018 二零一八年						
		Losses available for offsetting against future taxable profits	Temporary differences arising from LAT provision	Temporary differences arising from accruals	Unrealised profits	Credit loss allowance (Note (i))	Others (Note (ii))	Total
		可用作抵銷未來應課稅溢利之虧損	土地增值稅撥備產生之暫時差額	應計費用產生之暫時差額	未變現溢利	信用損失撥備 (附註(i))	其他 (附註(ii))	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元
At 1 January 2018	於二零一八年一月一日	115,529	1,542,789	119,983	224,541	14,673	10,636	2,028,151
Impact on initial application of HKFRS 15	初始應用香港財務報告準則第15號之影響	-	-	-	-	-	2,762	2,762
Impact on initial application of HKFRS 9	初始應用香港財務報告準則第9號之影響	-	-	-	-	79,582	-	79,582
Adjusted 1 January 2018	於二零一八年一月一日調整	115,529	1,542,789	119,983	224,541	94,255	13,398	2,110,495
Deferred tax credited/(charged) to the statement of profit or loss during the year	本年度計入/(扣除)損益表內之遞延稅項	(13,902)	(83,571)	153,241	(1,189)	623	2,736	57,938
Exchange realignment	匯兌調整	(4,717)	(69,973)	(6,000)	(10,457)	(4,034)	(761)	(95,942)
Gross deferred tax assets at 31 December 2018	於二零一八年十二月三十一日之遞延稅項資產總額	96,910	1,389,245	267,224	212,895	90,844	15,373	2,072,491

Notes:

- (i) Upon the initial application of HKFRS 9, the Group has recognised deferred tax assets on the additional credit losses recognised under the ECL model (see note 2(c)(i)).
- (ii) Upon the initial application of HKFRS 15, the Group has recognised deferred tax assets arising from the capitalisation of significant financing component which had been expensed in prior periods (see note 2(c)(ii)).

附註：

- (i) 於初始應用香港財務報告準則第9號後，本集團已就根據預期信用損失模型確認的額外信用損失確認遞延稅項資產（見附註2(c)(i)）。
- (ii) 於初始應用香港財務報告準則第15號後，本集團已確認因過往期間已支銷的重大融資成分資本化而產生的遞延稅項資產（見附註2(c)(ii)）。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 34 Income tax in the consolidated statement of financial position (continued)

#### (b) Deferred tax assets and liabilities recognised (continued)

### 34 綜合財務狀況表內之所得稅 (續)

#### (b) 已確認遞延稅項資產及負債 (續)

		2017 二零一七年					
		Losses available for offsetting against future taxable profits	Temporary differences arising from LAT provision	Temporary differences arising from accruals	Unrealised profits	Others	Total
		可用作抵銷未來 應課稅溢利 之虧損	土地增值稅 撥備產生 之暫時差額	應計費用產生 之暫時差額	未變現溢利	其他	總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
At 1 January 2017	於二零一七年 一月一日	66,823	1,521,761	155,578	184,196	26,083	1,954,441
Deferred tax credited/(charged) to the statement of profit or loss during the year	本年度計入/ (扣除) 損益表 內之遞延稅項	42,448	(80,678)	(44,846)	24,192	(2,214)	(61,098)
Exchange realignment	匯兌調整	6,258	101,706	9,251	16,153	1,440	134,808
Gross deferred tax assets at 31 December 2017	於二零一七年 十二月三十一日 之遞延稅項 資產總額	115,529	1,542,789	119,983	224,541	25,309	2,028,151

#### (c) Deferred tax assets not recognised

The Group has tax losses arising in Hong Kong of \$322,367,000 (2017: \$322,367,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

#### (c) 未確認遞延稅項資產

本集團於香港之稅項虧損為322,367,000元(二零一七年: 322,367,000元)，可用作無限抵銷產生虧損之公司之未來應課稅溢利。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 34 Income tax in the consolidated statement of financial position (continued)

##### (c) Deferred tax assets not recognised (continued)

The Group also has tax losses arising in mainland China of \$4,002,725,000 (2017: \$3,479,199,000), which will expire in 2019, 2020, 2021, 2022, 2023 with details as follow:

		2018	2017
		二零一八年	二零一七年
		\$'000	\$'000
		千元	千元
2018	二零一八年	—	251,108
2019	二零一九年	568,096	613,244
2020	二零二零年	441,271	486,218
2021	二零二一年	929,895	1,000,460
2022	二零二二年	1,087,619	1,128,169
2023	二零二三年	975,844	—
		4,002,725	3,479,199

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for years and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

#### 35 Deferred income

As at 31 December 2018, deferred income of \$22,881,000 (2017: \$28,187,000) represented government grants received from the relevant government bodies to support the research and development activities of the Group. During the year, the income of \$6,834,000 (2017: \$5,010,000) has been credited to the consolidated statement of profit or loss upon fulfilment of certain conditions specified by the government bodies.

#### 36 Share options scheme

The Company operated a share option scheme (the "Scheme") which was approved and adopted on 22 June 2012 for the purpose of providing incentives and rewards to directors and employees of the Group who contributes to the success of the Group's operations. The Scheme became effective on 22 June 2012 and, unless otherwise cancelled or amended, shall be valid and effective for a period of 10 years from that date, after which period no further options will be issued but in all other respects the provisions of the Scheme shall remain in full force and effect.

#### 34 綜合財務狀況表內之所得稅 (續)

##### (c) 未確認遞延稅項資產 (續)

本集團於中國大陸之稅項虧損為4,002,725,000元(二零一七年: 3,479,199,000元)，將分別於二零一九年、二零二零年、二零二一年、二零二二年及二零二三年到期，詳情如下：

由於該等虧損乃來自虧損多年之附屬公司，而稅項虧損未必可獲動用以抵銷應課稅溢利，故並無就該等虧損確認遞延稅項資產。

#### 35 遞延收入

於二零一八年十二月三十一日，22,881,000元(二零一七年: 28,187,000元)之遞延收入指自有關政府機構收取之政府補助，以支持本集團之研發活動。年內，6,834,000元(二零一七年: 5,010,000元)之收入於達成政府機構訂明之若干條款後計入綜合損益表。

#### 36 購股權計劃

本公司設有一項購股權計劃(「計劃」)於二零一二年六月二十二日批准及採納，以對本集團業務成功作出貢獻之本集團董事及僱員提供鼓勵及獎勵。計劃於二零一二年六月二十二日生效，而除非被取消或經修訂，否則該計劃將於當日起計十年內有效。有效期屆滿後，則不會再授出任何購股權，但在所有其他方面，計劃條文仍具十足效力及作用。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 36 Share options scheme (continued)

The maximum number of ordinary shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of shares in issue as at the date of approval of the Scheme unless the Company obtains a fresh approval from its shareholders. Options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such 10% limit. Notwithstanding the above, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company shall not exceed 30 percent of the shares in issue from time to time.

The maximum entitlement of each participant under the Scheme is that the total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

The period under which an option may be exercised will be determined by the board of directors at their absolute discretion and notified by the directors to each grantee as being the period during which an option may be exercised, and shall expire no later than the 10th anniversary of the date upon which the option is granted and accepted in accordance with the Scheme. Unless otherwise determined by the board of directors and specified in the offer letter at the time of the offer, there is no minimum period for which an option must be held before the option can be exercised. An option is open for acceptance for a period as determined by the Board at its absolute discretion. The amount payable on acceptance of each grant of options is \$1. The full amount of exercise price for the subscription for shares has to be paid upon exercise of an option.

The exercise price shall be a price determined by the board of directors and notified to a participant and shall be at least the higher of (i) the closing price of the shares as stated on The Stock Exchange of Hong Kong Limited's daily quotation sheet on the date of offer of grant, which must be a business day, and (ii) a price being the average of the closing prices of the shares as stated on The Stock Exchange of Hong Kong Limited's daily quotation sheets for the five business days immediately preceding the date of offer of grant.

### 36 購股權計劃 (續)

除非本公司獲股東另行批准，否則因悉數行使根據計劃及本公司任何其他購股權計劃授出之購股權而可能發行之普通股數目上限不得超過於批准計劃當日已發行股份總數之10%。根據計劃條款失效之購股權將不會就此計入該10%限額。無論如何，因悉數行使根據計劃及本公司任何其他購股權計劃授出而將行使之尚未行使購股權而可能發行之股份數目上限不得超過不時已發行股份總數之30%。

每名參與者根據計劃可獲得之股份上限，即因行使於任何12個月期間授予各參與者之購股權（包括已獲行使及尚未行使之購股權）而發行及將發行之股份總數，不得超過已發行股份總數之1%。

購股權之可行使期間由董事會全權決定，並由董事通知各承授人，而有關於行使期限須根據計劃於購股權授出及獲接納當日起計滿10週年當日前屆滿。除非董事會決定及在授出購股權時於授予函件中指明，否則在行使購股權前不設必須持有購股權之最低期限。購股權可供接納授出之要約時間乃由董事會全權決定，接納各授出之購股權時須支付款項1元。認購股份之行使價須於行使購股權時全數支付。

行使價由董事會釐定及通知參與者，行使價須至少為以下之較高者：(i)於授出當日（必須為營業日）在香港聯合交易所有限公司每日報價表所載之股份收市價，及(ii)於緊接授出當日前五個營業日在香港聯合交易所有限公司每日報價表所載之股份收市價平均價。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 36 Share options scheme (continued)

(a) The terms and conditions of the share options outstanding as at end of the reporting period are as follows:

### 36 購股權計劃 (續)

(a) 於報告期末尚未行使購股權之條款及條件如下：

		Number of instruments (note 36(b)(iii)) 工具數目 (附註36(b)(iii))	Exercise price (note 36(b)(iii)) 行使價 (附註36(b)(iii))	Vesting date 歸屬日期	Expiry date 到期日期	Contractual life of options 購股權之合約年限
At 31 December 2018	於二零一八年十二月三十一日					
Batch 1 options granted to directors and employees:	授予董事及僱員之第一批購股權：					
- on 28 January 2014	—二零一四年一月二十八日	2,930,747	2.191	二零一六年一月二十八日	二零一九年一月二十七日	5.00
- on 28 January 2014	—二零一四年一月二十八日	4,732,992	2.191	二零一七年一月二十八日	二零一九年一月二十七日	5.00
- on 28 January 2014	—二零一四年一月二十八日	25,538,346	2.191	二零一八年一月二十八日	二零一九年一月二十七日	5.00
Batch 2 options granted to directors and employees:	授予董事及僱員之第二批購股權：					
- on 27 July 2015	—二零一五年七月二十七日	746,248	2.826	二零一六年一月二十八日	二零一九年一月二十七日	3.50
- on 27 July 2015	—二零一五年七月二十七日	2,032,738	2.826	二零一七年一月二十八日	二零一九年一月二十七日	3.50
- on 27 July 2015	—二零一五年七月二十七日	2,529,429	2.826	二零一八年一月二十八日	二零一九年一月二十七日	3.50
Batch 3 options granted to directors and employees:	授予董事及僱員之第三批購股權：					
- on 14 June 2016	—二零一六年六月十四日	1,912,257	2.698	二零一六年六月十四日	二零一九年一月二十七日	2.62
- on 14 June 2016	—二零一六年六月十四日	1,455,928	2.698	二零一七年一月二十八日	二零一九年一月二十七日	2.62
- on 14 June 2016	—二零一六年六月十四日	2,392,652	2.698	二零一八年一月二十八日	二零一九年一月二十七日	2.62
Batch 4 options granted to directors and employees:	授予董事及僱員之第四批購股權：					
- on 20 June 2017	—二零一七年六月二十日	60,360,716	3.226	二零一九年六月二十日	二零二二年六月十九日	5.00
- on 20 June 2017	—二零一七年六月二十日	45,270,514	3.226	二零二零年六月二十日	二零二二年六月十九日	5.00
- on 20 June 2017	—二零一七年六月二十日	45,270,728	3.226	二零二一年六月二十日	二零二二年六月十九日	5.00
Batch 5 options granted to directors and employees:	授予董事及僱員之第五批購股權：					
- on 8 February 2018	—二零一八年二月八日	9,537,592	3.188	二零一九年六月二十日	二零二二年六月十九日	4.36
- on 8 February 2018	—二零一八年二月八日	7,153,190	3.188	二零二零年六月二十日	二零二二年六月十九日	4.36
- on 8 February 2018	—二零一八年二月八日	7,153,203	3.188	二零二一年六月二十日	二零二二年六月十九日	4.36
Total share options outstanding	尚未行使購股權總數	219,017,280				



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 36 Share options scheme (continued)

#### (b) Share options movement during the year

The number and weighted average exercise prices of share options under the Scheme are as follows:

### 36 購股權計劃 (續)

#### (b) 年內購股權變動

根據計劃授出購股權之數目及加權平均行使價如下：

		2018 二零一八年		2017 二零一七年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		\$ per share		\$ per share	
		每股元		每股元	
Outstanding at the beginning of the year	於年初尚未行使	3.161	196,385,731	2.905	110,132,343
Granted during the year	於年內授出	3.394	22,384,000	3.500	139,048,000
Exercised during the year	於年內行使	2.196	(13,989,023)	2.600	(58,749,763)
Forfeited during the year	於年內沒收	—	—	2.501	(9,998,233)
Lapsed during the year	於年內失效	—	—	2.333	(3,157,129)
Cancelled during the year	於年內註銷	—	—	3.396	(130,743)
Adjusted during the year	於年內調整		14,236,572		19,241,256
Outstanding at the end of the year	於年末尚未行使	3.041	219,017,280	3.161	196,385,731
Exercisable at the end of the year	於年末可予行使	2.333	44,271,337	2.553	15,790,858

The options outstanding at 31 December 2018 had an exercise price of \$2.191-\$3.188 (2017: \$2.333-\$3.436) and a weighted average remaining contractual life of 4.51 years (2017: 4.28 years).

於二零一八年十二月三十一日尚未行使購股權的行使價為2.191元-3.188元(二零一七年：2.333元-3.436元)，加權平均剩餘合約年限為4.51年(二零一七年：4.28年)。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 36 Share options scheme (continued)

##### (b) Share options movement during the year (continued)

- (i) The fair value of the share options granted during the year was \$13,154,000 (\$0.5876 each).

The fair value of equity-settled share options granted during the year was estimated as at the date of grant using a Binomial Option Pricing Model taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Share price (\$)	股價 (元)	3.260
Exercise price (\$)	行使價 (元)	3.394
Dividend yield (%)	股息收益率 (%)	5.215
Volatility (%)	波幅 (%)	34.357
Risk-free interest rate (%)	無風險利率 (%)	1.703
Expected life of options (year)	購股權估計年期 (年)	1.36-4.36

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

#### 36 購股權計劃 (續)

##### (b) 年內購股權變動 (續)

- (i) 於年內授出購股權之公允值為13,154,000元 (每份0.5876元)。

於年內授出以股本支付之購股權之公允值已於授出日期使用二項式期權定價模型，經計及購股權授出之條款及條件估算。下表列示模式所使用之輸入值：

預期波幅乃以按購股權的加權平均剩餘年限計算的歷史波幅為基準，並就按公開所得資料計算的任何預期日後波幅變動作出調整。預期股息乃以歷史股息計算。主觀輸入假設的變化可能對公允值的估計產生重大影響。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 36 Share options scheme (continued)

#### (b) Share options movement during the year (continued)

- (ii) No other feature of the options granted was incorporated into the measurement of fair value. The subscription rights attaching to 13,989,023 (2017: 58,749,763) share options were exercised at the weighted average exercise price of \$2.196 (2017: \$2.600) per share, resulting in the issue of 13,989,023 (2017: 58,749,763) shares for a total cash consideration, before expenses, of \$30,720,000 (2017: \$152,729,000). The corresponding amount included in share option reserve of \$5,373,000 (2017: \$29,417,000) was also transferred to share capital upon the exercise of the share options, resulting in a total increase in share capital of \$36,093,000 (2017: \$182,146,000).

The weighted average share price at the date of exercise for share options exercised during the year was \$2.603 (2017: \$3.683) per share.

- (iii) The number of unexercised share options and the exercise price may be subject to adjustment in case of alteration in the capital structure of the Company. Pursuant to the announcements dated 17 August 2018 and 19 November 2018, the Company adjusted the exercise price and number of options outstanding with reference to the terms of the Scheme and the supplementary guidance attached to the letter of the Stock Exchange relating to share option schemes dated 5 September 2005. The adjusted number and exercise prices for each batch of share options are presented in note 36(a) above.

### 36 購股權計劃 (續)

#### (b) 年內購股權變動 (續)

- (ii) 計算公允值時概無列入已授出購股權的其他特質。13,989,023份(二零一七年：58,749,763份)購股權之所附認購權以每股股份2.196元(二零一七年：2.600元)之加權平均行使價行使，導致以30,720,000元(二零一七年：152,729,000元)之總現金代價(扣除開支前)發行13,989,023股(二零一七年：58,749,763股)股份。於購股權行使後，計入購股權儲備5,373,000元(二零一七年：29,417,000元)之相應金額亦轉撥至股本，致使股本合共增加36,093,000元(二零一七年：182,146,000元)。

年內購股權行使當日所行使之加權平均股份價格為每股2.603元(二零一七年：3.683元)。

- (iii) 未行使購股權之數目及行使價會隨本公司股本架構變動而調整。根據二零一八年八月十七日及二零一八年十一月十九日之公告，本公司根據計劃的條款及聯交所就購股權計劃出具日期為二零零五年九月五日的函件隨附的補充指引對尚未行使購股權行使價及數目作出調整。各批購股權之經調整數目及行使價於上文附註36(a)列示。



## Notes to the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 37 Capital and reserves

## (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

## 37 資本及儲備

## (a) 權益組成部份之變動

本集團各權益組成部份於期初及期末結餘之對賬載於綜合權益變動表內。本公司個別權益組成部份於年初及年末之變動詳情載列如下：

		Share capital	Share option reserve	Retained profits	Total
		股本	購股權儲備	保留溢利	總額
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
At 1 January 2017	於二零一七年一月一日	18,281,191	53,260	1,327,977	19,662,428
Total comprehensive income for the year	年內全面收益總額	–	–	1,364,451	1,364,451
Final 2016 dividends	二零一六年末期股息	902,721	–	(1,150,449)	(247,728)
Interim 2017 dividends	二零一七年年中期股息	346,418	–	(556,503)	(210,085)
Exercise of share options	行使購股權	182,146	(29,417)	–	152,729
Lapsed and surrender of share options	已失效及收回購股權	–	(594)	594	–
Equity-settled share option expense	以股本支付之購股權開支	–	22,867	–	22,867
At 31 December 2017 and 1 January 2018	於二零一七年十二月三十一日及二零一八年一月一日	19,712,476	46,116	986,070	20,744,662
Total comprehensive income for the year	年內全面收益總額	–	–	1,811,649	1,811,649
Final 2017 dividends	二零一七年末期股息	549,527	–	(886,449)	(336,922)
Interim 2018 dividends	二零一八年年中期股息	390,163	–	(576,223)	(186,060)
Exercise of share options	行使購股權	36,093	(5,373)	–	30,720
Equity-settled share option expense	以股本支付之購股權開支	–	42,130	–	42,130
At 31 December 2018	於二零一八年十二月三十一日	20,688,259	82,873	1,335,047	22,106,179



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 37 Capital and reserves (continued)

#### (b) Share capital

### 37 資本及儲備 (續)

#### (b) 股本

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Issued and fully paid:	已發行及繳足：		
8,413,711,807 (2017: 8,058,124,983) ordinary shares	8,413,711,807股 (二零一七年：8,058,124,983股) 普通股	<b>20,688,259</b>	19,712,476

During the year, the movements in share capital were as follows:

年內，股本變動如下：

		2018 二零一八年		2017 二零一七年	
		Number of shares in issue 已發行股份數目	Issued share capital 已發行股本 \$'000 千元	Number of shares in issue 已發行股份數目	Issued share capital 已發行股本 \$'000 千元
At 1 January	於一月一日	<b>8,058,124,983</b>	<b>19,712,476</b>	7,649,164,458	18,281,191
Share options exercised (note 36(b)(ii))	行使購股權 (附註36(b)(ii))	<b>13,989,023</b>	<b>36,093</b>	58,749,763	182,146
Final dividend in the form of new shares (note 14(ii))	以新股份形式派發 之末期股息 (附註14(ii))	<b>173,133,769</b>	<b>549,527</b>	258,807,500	902,721
Interim dividend in the form of new shares (note 14(iii))	以新股份形式派發 之中期股息 (附註14(iii))	<b>168,464,032</b>	<b>390,163</b>	91,403,262	346,418
At 31 December	於十二月三十一日	<b>8,413,711,807</b>	<b>20,688,259</b>	8,058,124,983	19,712,476

Notes:

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

附註：

根據《香港公司條例》第135條，本公司普通股無每股面值。

普通股持有人有權收取不時宣派之股息，並有權於本公司股東大會上就每股享有一份投票權。所有普通股對本公司之剩餘資產享有同等權利。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 37 Capital and reserves (continued)

#### (c) Nature and purpose of reserves

##### (i) Share option reserve

The share option reserve comprises the portion of the grant date fair value of unexercised share options granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(s)(ii).

##### (ii) Asset revaluation reserve

The asset revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for leasehold land and buildings held for own use in note 2(i).

##### (iii) Fair value reserve (recycling)

The fair value reserve (recycling) comprises the cumulative net change in the fair value of debt securities measured at FVOCI under HKFRS 9 held at the end of the reporting period (see note 2(g)). Prior to 1 January 2018, this reserve included the cumulative net change in the fair value of available-for-sale financial assets held at the end of the reporting period in accordance with HKAS 39. This amount has been reclassified to retained profits upon the initial adoption of HKFRS 9 at 1 January 2018 (see note 2(c)(i)).

##### (iv) Fair value reserve (non-recycling)

The fair value reserve comprises the cumulative net change in the fair value of equity investments designated at FVOCI under HKFRS 9 that are held at the end of the reporting period (see note 2(g)).

##### (v) Statutory reserve

PRC statutory reserves were established in accordance with the relevant PRC rules and regulations and the articles of association of respective companies of the Group. PRC companies are required to transfer certain of their net profits (after offsetting prior year losses), as determined under the approval by the board of directors, to statutory general reserve.

Statutory general reserve can be used to make good prior years' losses, if any, and may be converted into capital by issuing new shares to shareholders proportionate to their existing percentage of equity interests provided that the balance after such issue is not less than 25% of the registered capital.

### 37 資本及儲備 (續)

#### (c) 儲備之性質及用途

##### (i) 購股權儲備

購股權儲備包括部份已授予本公司僱員但未行使之購股權於授出日期之公允值，該金額已按照附註2(s)(ii)內以股份支付所採納之會計政策予以確認。

##### (ii) 資產重估儲備

已按照附註2(i)內持作自用之租賃土地及樓宇所採用之會計政策設立及列賬處理資產重估儲備。

##### (iii) 公允值儲備 (可撥回)

公允值儲備 (可撥回) 包括於報告期末持有之根據香港財務報告準則第9號透過其他全面收益按公允值計算之債務證券之公允值累積淨值變動 (見附註2(g))。於二零一八年一月一日前，該儲備包括根據香港會計準則第39號於報告期末持有之可供出售金融資產之公允值累積淨值變動。該款項已於二零一八年一月一日初始採納香港財務報告準則第9號後重新分類至保留溢利 (見附註2(c)(i))。

##### (iv) 公允值儲備 (不可撥回)

公允值儲備包括於報告期末持有之根據香港財務報告準則第9號指定透過其他全面收益按公允值計算之股權投資之公允值累積淨值變動 (見附註2(g))。

##### (v) 法定儲備

中國法定儲備乃按照相關中國規則及法規以及本集團各公司之公司組織章程細則建立。中國公司須按將其若干純利 (經彌補過往年度虧損後) 轉撥至一般法定儲備 (經董事會批准後釐定)。

一般法定儲備可用於彌補過往年度虧損 (如有)，並可透過按股東現有股權百分比向彼等發行新股之方式轉換為資本，惟發行後之結餘不低於註冊資本之25%。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 37 Capital and reserves (continued)

#### (c) Nature and purpose of reserves (continued)

##### (vi) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

The reserve is dealt with in accordance with the accounting policies set out in notes 2(w).

##### (vii) Other reserve

Other reserve represents the difference between the consideration paid and the book value of the share of net assets acquired in respect of the acquisition of non-controlling interests, and the difference between the consideration received and the book value of the share of net assets disposed of in respect of a change in the ownership interest in a subsidiary without a loss of control.

#### (d) Distributability of reserves and dividends

At 31 December 2018, the aggregate amount of reserves available for distribution to equity shareholders of the Company was \$1,335,047,000 (2017: \$986,070,000). Dividends declared and paid out of these distributable reserves are detailed in note 14.

#### (e) Capital management

The objectives of the Group's capital management policy are to ensure the financing capabilities of the Company in running its operation on a going concern basis, to maintain an optimal capital structure, to reduce capital cost and to maximise shareholders' value.

### 37 資本及儲備 (續)

#### (c) 儲備之性質及用途 (續)

##### (vi) 匯兌變動儲備

匯兌變動儲備包括轉換境外業務之財務報表產生之所有匯兌差額。

該儲備按照附註2(w)所載之會計政策列賬處理。

##### (vii) 其他儲備

其他儲備指與收購非控股權益相關之已付代價與分佔所收購資產淨值賬面值之差額，以及與持有附屬公司擁有權權益變動（未失去控制權）相關之已收代價與所出售資產淨值賬面值之差額。

#### (d) 儲備及股息之可分派性

於二零一八年十二月三十一日，可供分派予本公司權益股東之儲備總額為1,335,047,000元（二零一七年：986,070,000元）。自該等可供分派儲備宣派及派付之股息詳情載於附註14。

#### (e) 資本管理

本集團資本管理政策之目標為確保本公司之融資能力以能夠按持續經營基準經營業務，並能夠維持優化之資本架構、減少資本成本及使股東價值最大化。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 37 Capital and reserves (continued)

##### (e) Capital management (continued)

The Group manages and adjusts its capital structure appropriately according to the specific features of the risks of its assets and the changes in various economic conditions. Through adjustments in dividend distribution, injections and repayments of capital by shareholders or issuance of new shares, the Group is able to maintain an optimal capital structure of the Company. The Group monitors capital using a gearing ratio, which is net debt divided by equity attributable to equity shareholders of the Company. The Group's policy is to keep the gearing ratio at a reasonable level. Net debt is interest-bearing bank and other borrowings less cash and cash equivalents and restricted cash. The gearing ratios as at the end of the reporting periods are as follows:

#### 37 資本及儲備(續)

##### (e) 資本管理(續)

本集團根據自身資產之特定風險特點及各種經濟狀況之變動適當地對其資本架構進行管理及調整。透過調整股息分派、股東注資及償還資本或發行新股，本集團能夠將本公司之資本架構維持在優化水平。本集團使用資本負債率(即淨貸款除以本公司擁有人應佔權益)監控其資本。本集團之政策乃將資本負債率維持在合理水平。淨貸款為計息銀行及其他借貸減現金及現金等價物以及受限制現金。於報告期末之資本負債率如下：

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Interest-bearing bank and other borrowings	計息銀行及其他借貸	25,260,765	22,903,246
Less: Cash and cash equivalents	減：現金及現金等價物	(9,832,226)	(11,167,070)
Restricted cash	受限制現金	(2,822,965)	(1,817,022)
Net debt	淨貸款	12,605,574	9,919,154
Equity attributable to equity shareholders of the Company	本公司權益股東應佔權益	41,703,975	41,468,241
Gearing ratio	資本負債率	30%	24%



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk arising from cash and cash equivalents, restricted cash, trade receivables, other receivables, loans to related parties and financial guarantee on mortgage loans. Among these credit risk exposure, the Group's exposure to credit risk arising from cash and cash equivalents and restricted cash is limited because the counterparties are state-owned financial institutions and reputable banks which are all high-credit-quality financial institutions.

The Group has no significant concentrations of credit risk, with exposure spread over a large number of counterparties and customers. At the end of the reporting period, 10% (2017: 23%) and 23% (2017: 42%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

For trade receivables in respect of property development, the Group has policies in place to ensure that sales are made to purchasers with an appropriate financial strength and appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual trade receivables to ensure that adequate loss allowance are made for irrecoverable amounts.

For other trade receivables, the Group's customer base is diversified and has no significant concentrations of credit risk. Trade receivables are due from 30 to 180 days to from the date of billing. The Group has a policy to closely monitor the settlement status of these trade receivables and all long outstanding balances are requested to be settled before any further credit is granted. Normally, the Group does not obtain collateral from customers.

### 38 財務風險管理

本集團面臨正常業務過程中發生之信貸、流動性、利率及貨幣風險。本集團亦面臨因其對其他實體股權投資產生之股權價格風險及自身權益股價格變動風險。

本集團面臨之該等風險及金融風險管理政策以及本集團管控該等風險所採用之慣例詳述如下。

#### (a) 信貸風險

本集團的信貸風險產生自現金及現金等價物、受限制現金、應收賬款、其他應收款項、給予關聯方貸款及抵押貸款金融擔保。在該等信貸風險中，本集團產生自現金及現金等價物及受限制現金的信貸風險有限，因為交易對手為屬於高信貸質量金融機構的國有金融機構及著名銀行。

本集團並無重大集中信貸風險，所面對之風險分散於多名交易對手及客戶。於報告期末，應收賬款總額的10%（二零一七年：23%）及23%（二零一七年：42%）分別來自本集團最大客戶及五大客戶。

就有關物業發展的應收賬款而言，本集團已實行政策確保向具有適當財務實力及支付適當百分比首期付款之買家作出銷售。本集團亦制定有其他監控程序，以確保採取跟進措施收回逾期債務。此外，本集團定期審閱每名個人之應收貿易賬款可收回金額，以確保就不可收回金額作出足夠損失撥備。

就其他應收賬款而言，本集團的客戶基礎多元化且並無重大集中信貸風險。應收賬款自開票之日起30至180天到期。本集團已制定政策密切監察該等應收賬款的結算狀況，而所有長期未償還結餘均須於授出任何進一步信貸前結清。一般而言，本集團不會向客戶收取抵押品。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 38 Financial risk management (continued)

##### (a) Credit risk (continued)

For other receivables and loans to related parties, management makes periodic collective assessments as well as individual assessment on the recoverability of outstanding balances based on historical settlement records and past experience. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables and loans to related parties.

For properties that are still under construction, the Group typically provides guarantees to banks in connection with the customers' borrowing of mortgage loans to finance their purchase of the properties for an amount up to 70% of the total purchase price of the property. If a purchaser defaults on the payment of its mortgage during the term of the guarantee, the bank holding the mortgage may demand the Group to repay the outstanding amount under the loan and any accrued interest thereon. Under such circumstances, the Group is able to retain the customer's deposits and sell the property to recover any amounts paid by the Group to the bank. Unless the selling price would drop by more than 30%, which is remote, the Group would not be in a loss position in selling those properties out. In this regard, the directors of the Company consider that the Group's credit risk is largely mitigated. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 41.

#### 38 財務風險管理(續)

##### (a) 信貸風險(續)

就其他應收款項及給予關聯方貸款而言，管理層根據歷史結算記錄及過往經驗，定期對未償還結餘的可收回性進行集體評估及個別評估。本公司董事認為，本集團其他應收款項及給予關聯方貸款的未償還結餘並無重大信貸風險。

就在建物業而言，本集團通常就客戶為購買物業融資所取得的按揭貸款向銀行提供擔保，而擔保金額最高為物業總購買價的70%。如果買方於擔保期間未能償還按揭，則提供按揭的銀行可能會要求本集團償還貸款的未償還款項及該等款項的任何應計利息。在此情況下，本集團可沒收客戶的按金並將物業出售以收回任何由本集團支付予銀行的款項。除非售價下降超過30%（該情況極為罕見），本集團不會在銷售此類物業時承受損失。因此，本公司董事認為，本集團的信貸風險已大幅減低。於報告期末，有關該等金融擔保的最高信貸風險披露於附註41。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management (continued)

#### (a) Credit risk (continued)

The Group considers the probability of default upon initial recognition of a financial asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, including credit rating of the borrower, actual or expected significant adverse changes in business, financial or economic conditions, actual or expected significant changes in the operating results of the borrower and whether there are significant increases in credit risk on other financial instruments of the same borrower.

#### (i) Trade receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables (excluding prepayments and loans to related and third parties).

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2018:

		Expected loss rate	Gross carrying amount	Loss allowance
		預期損失率	賬面總值	損失撥備
		%	\$'000	\$'000
			千元	千元
Current (not past due)	即期(未逾期)	5%	153,489	7,675
Less than one year past due	逾期少於一年	10%	316,191	31,619
One to two years past due	逾期一年至兩年	20%	175,686	35,137
Two to three years past due	逾期兩年至三年	50%	15,066	7,533
Over three years past due	逾期三年以上	100%	36,632	36,632
			<b>697,064</b>	<b>118,596</b>

### 38 財務風險管理(續)

#### (a) 信貸風險(續)

本集團在金融資產的初始確認時考慮壞賬的可能性，亦按持續基準評估各報告期間是否會有信貸風險的顯著增加。在評估信貸風險是否顯著增加時，本集團將報告日期資產發生壞賬的可能性與初始確認日期發生壞賬的可能性進行比較，同時亦考慮公開且合理的有理據的前瞻性資料，包括借款人的信貸評級、實際發生的或者預期的營業狀況、財務狀況或經濟環境中的重大不利變化、借款人的經營成果實際發生或者預期發生重大變化以及同一借款人的其他金融工具信貸風險是否顯著增加。

#### (i) 應收賬款

本集團根據香港財務報告準則第9號的規定應用簡化的方式計提預期信用損失撥備，該準則允許應收賬款(不包括預付款項及給予關聯方及第三方的貸款)採用整個存續期預期損失撥備。

下表載列於二零一八年十二月三十一日本集團面臨的信貸風險及應收賬款的預期信用損失的資料：



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 38 Financial risk management (continued)

##### (a) Credit risk (continued)

###### (i) Trade receivables (continued)

Expected loss rates are estimated using a provision matrix, taking into account the past due status of the customers. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The expected loss rates are adjusted periodically to reflect changes in current economic conditions and the Group's view of forecast economic conditions over the expected lives of the trade receivables.

##### Comparative information under HKAS 39.

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2(k)(i) – policy applicable prior to 1 January 2018). At 31 December 2017, trade receivables of \$34,155,000 were determined to be impaired. The aging analysis of trade debtors that were not considered to be impaired was as follows:

#### 38 財務風險管理 (續)

##### (a) 信貸風險 (續)

###### (i) 應收賬款 (續)

預期損失率乃使用撥備矩陣估計，並考慮到客戶的逾期狀況。由於本集團的歷史信貸損失經驗並未表明不同客戶群的損失模式存在顯著差異，因此基於逾期狀況的損失撥備不會進一步區分本集團的不同客戶群。預期損失率會定期調整，以反映當前經濟狀況的變化以及本集團對應收賬款預期年期的預測經濟狀況的觀點。

##### 香港會計準則第39號項下的比較資料。

於二零一八年一月一日前，僅在存在客觀減值證據時確認減值虧損（見附註2(k)(i) – 於二零一八年一月一日前適用的政策）。於二零一七年十二月三十一日，34,155,000元之應收賬款被確定為減值。被視為未減值之應收賬款之賬齡分析如下：

		2017 二零一七年 \$'000 千元
Neither past due nor impaired	未逾期亦未減值	341,866
Less than one year past due	逾期少於一年	29,181
		371,047



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management (continued)

#### (a) Credit risk (continued)

##### (i) Trade receivables (continued)

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Balance at 31 December under HKAS 39	香港會計準則第39號項下於十二月三十一日之結餘	<b>34,155</b>	34,992
Impact on initial application of HKFRS 9 (Note)	初始應用香港財務報告準則第9號之影響(附註)	<b>40,023</b>	-
Balance at 1 January	於一月一日之結餘	<b>74,178</b>	34,992
Amounts written off during the year	年內撇銷之金額	<b>(1,946)</b>	(501)
Impairment losses recognised during the year	年內已確認減值虧損	<b>52,706</b>	882
Reversal of impairment	減值撥回	<b>(1,113)</b>	(5,357)
Exchange realignment	匯兌調整	<b>(5,229)</b>	4,139
Balance at 31 December	於十二月三十一日之結餘	<b>118,596</b>	34,155

Note:

Upon the adoption of HKFRS 9, an opening adjustment as at 1 January 2018 was made to recognise additional ECLs on trade receivables (see note 2(c)(i)).

### 38 財務風險管理(續)

#### (a) 信貸風險(續)

##### (i) 應收賬款(續)

未逾期亦未減值之應收款項與眾多客戶有關，而彼等近期無不良拖欠記錄。

已逾期但未減值之應收款項與眾多非關聯之客戶有關，該等客戶與本集團擁有良好過往記錄。依據過往經驗，由於該等結餘之信貸質素並無重大變動且結餘仍被視為可全數收回，故管理層認為無需就該等結餘作出減值撥備。

年內有關應收賬款之損失撥備賬變動如下：

附註：

於採納香港財務報告準則第9號後，於二零一八年一月一日作出期初調整，以確認應收賬款之額外預期信用損失(見附註2(c)(i))。



## Notes to the Financial Statements

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

## 38 Financial risk management (continued)

## (a) Credit risk (continued)

## (ii) Loans to related and third parties

For loans to related parties and third parties, the Group monitors the credit risk over the terms of the loans and provide for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of loan, and adjusts for forward looking macroeconomic data. The ECL provision is limited to 12 months expected losses unless there is a significant increase in credit risk for that related/third party, which the Group considers as an underperforming loan and makes ECL provision based on lifetime expected losses. The Group's expected credit loss rates on loans to related parties and third parties range from 1% to 5%, depending on management's assessment of credit risks of the counterparties based on various internal and external factors.

No significant change to estimation techniques or assumptions was made during the reporting period.

Movement in the loss allowance account in respect of deposit, prepayments and other receivables and other financial assets during the year is as follows:

## 38 財務風險管理(續)

## (a) 信貸風險(續)

## (ii) 給予關聯方及第三方的貸款

就給予關聯方及第三方的貸款而言，本集團於貸款期限內監控信貸風險，並及時計提預期信用損失。在計算預期信用損失率時，本集團考慮每類貸款的歷史損失率，並就前瞻性宏觀經濟數據作出調整。預期信用損失撥備以12個月預期損失為限，除非該關聯／第三方的信貸風險顯著增加，則本集團將其視為不良貸款，並根據整個存續期預期損失作出預期信用損失撥備。本集團給予關聯方及第三方的貸款的預期信用損失率介於1%至5%之間，取決於管理層根據多項內部及外部因素對交易對手的信貸風險評估。

於報告期內，估計方法或假設並無發生重大變化。

年內有關訂金、預付款項及其他應收款項以及其他金融資產之損失撥備賬變動如下：

		Deposits, prepayments and other receivables 訂金、預付款項及 其他應收款項	Other financial assets 其他金融資產	Total 總額
		\$'000 千元	\$'000 千元	\$'000 千元
Balance at 31 December 2017 under HKAS 39	香港會計準則第39號 項下於二零一七年 十二月三十一日之 結餘	27,451	—	27,451
Impact on initial application of HKFRS 9 (note)	初始應用香港財務報告 準則第9號之影響 (附註)	159,511	128,890	288,401
Balance at 1 January	於一月一日之結餘	186,962	128,890	315,852
Reversal of impairment	減值撥回	(54,337)	(17,765)	(72,102)
Impairment losses recognised during the year	年內已確認減值虧損	22,932	462	23,394
Exchange realignment	匯兌調整	(7,175)	(5,297)	(12,472)
Balance at 31 December	於十二月三十一日 之結餘	148,382	106,290	254,672

Note:

Upon the adoption of HKFRS 9, an opening adjustment as at 1 January 2018 was made to recognise additional ECLs on other receivables, loans to related parties and other financial assets (see note 2(c)(i)).

附註：

於採納香港財務報告準則第9號後，於二零一八年一月一日作出期初調整，以確認其他應收款項、給予關聯方貸款及其他金融資產之額外預期信用損失(見附註2(c)(i))。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management (continued)

#### (b) Liquidity risk

Liquidity risk arises when the Group is unable to meet its current liabilities that fall due. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of short and long term bank loans. Through maintaining a reasonable proportion in its asset and liability structure, the Group is able to meet its ongoing financial needs.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

### 38 財務風險管理 (續)

#### (b) 流動性風險

當本集團未能償還其已到期流動負債時則產生流動性風險。本集團旨在透過運用短期及長期銀行貸款，維持資金持續供應與靈活性之平衡。透過將其資產負債結構保持在合理比例，本集團可滿足其持續財務需要。

下表列示本集團以合約未貼現現金流量（包括使用合約利率或（如為浮息）按照報告期末之現行利率計算之利息付款）為基礎之金融負債於報告期末餘下之合約期限及本集團可按要求支付之最早日期：

		2018 Contractual undiscounted cash outflow 二零一八年合約未貼現現金流出量					Carrying amount at 31 December 2018 於二零一八年十二月三十一日之賬面值	
		On demand 按 要求	Within one year 一年內	One to two years 一至兩年	Two to three years 兩至三年	Over three years 超過三年	Total 總額	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	
Interest-bearing bank and other borrowings (note 30)	計息銀行及其他借貸 (附註30)	-	7,055,231	7,128,828	4,330,005	10,003,040	28,517,104	25,260,765
Trade payables (note 31)	應付賬款 (附註31)	1,956,668	-	-	-	-	1,956,668	1,956,668
Other payables (note 32)	其他應付款項 (附註32)	7,687,594	-	-	-	-	7,687,594	7,687,594
Loans from fellow subsidiaries (note 32)	來自同系附屬公司之貸款 (附註32)	134,630	3,049,311	-	-	-	3,183,941	3,132,996
Due to the immediate holding company (note 42(c))	應付直接控股公司款項 (附註42(c))	531,272	724,141	-	-	-	1,255,413	1,233,548
Due to the ultimate holding company (note 42(c))	應付最終控股公司款項 (附註42(c))	881,003	4,046,108	-	-	-	4,927,111	4,734,953
Loans from joint ventures (note 32)	來自合營公司之貸款 (附註32)	25,931	1,163,641	-	-	-	1,189,572	1,167,231
Loans from associates (note 32)	來自聯營公司之貸款 (附註32)	46,950	-	-	-	-	46,950	46,950
<b>Total</b>	<b>總額</b>	<b>11,264,048</b>	<b>16,038,432</b>	<b>7,128,828</b>	<b>4,330,005</b>	<b>10,003,040</b>	<b>48,764,353</b>	<b>45,220,705</b>



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management (continued)

#### (b) Liquidity risk (continued)

### 38 財務風險管理(續)

#### (b) 流動性風險(續)

		2017 Contractual undiscounted cash outflow 二零一七年合約未貼現現金流出量					Total	Carrying amount at 31 December 2017 於二零一七年十二月三十一日之賬面值
		On demand	Within one year	One to two years	Two to three years	Over three years		
		按要求	一年內	一至兩年	兩至三年	超過三年	總額	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
		千元	千元	千元	千元	千元	千元	
Interest-bearing bank and other borrowings (note 30)	計息銀行及其他借貸(附註30)	9,570	8,905,799	5,189,300	5,761,214	4,874,469	24,740,352	22,903,246
Trade payables (note 31)	應付賬款(附註31)	1,622,921	-	-	-	-	1,622,921	1,622,921
Other payables (note 32)	其他應付款項(附註32)	9,118,998	-	-	-	-	9,118,998	9,118,998
Loans from fellow subsidiaries (note 32)	來自同系附屬公司之貸款(附註32)	14,608	1,105,941	-	-	-	1,120,549	1,074,446
Due to the immediate holding company (note 42(c))	應付直接控股公司款項(附註42(c))	468,926	1,017,565	724,565	-	-	2,211,056	2,141,290
Due to the ultimate holding company (note 42(c))	應付最終控股公司款項(附註42(c))	803,960	4,515,436	-	-	-	5,319,396	5,107,312
Loans from a joint venture (note 32)	來自一間合營公司之貸款(附註32)	3,589	2,659,506	-	-	-	2,663,095	2,648,740
Loans from associates (note 32)	來自聯營公司之貸款(附註32)	81,145	-	-	-	-	81,145	81,145
<b>Total</b>	<b>總額</b>	<b>12,123,717</b>	<b>18,204,247</b>	<b>5,913,865</b>	<b>5,761,214</b>	<b>4,874,469</b>	<b>46,877,512</b>	<b>44,698,098</b>



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management (continued)

#### (c) Interest rate risk

The interest rate risk of the Group is mainly due to the interest rate fluctuations of its bank and related parties borrowings. Interest on these borrowings is computed based on market rates.

The Group will constantly assess the interest rate risk it encounters to decide whether it is required to hedge against the possible interest rate risk that may arise.

At 31 December 2018, the Group had \$23,615,236,000 (2017: \$24,219,566,000) variable interest rate borrowings which expose the Group to cash flow interest rate risk. If the interest rate of these borrowings had increased/decreased by 0.5% and all other factors remained unchanged, the profit after tax for the year of the Group would have decreased/increased by approximately \$105,883,000 (2017: \$100,073,000).

The sensitivity analysis above indicates the instantaneous change in the Group's profit after tax (and retained profits) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and the impact on the Group's profit after tax (and retained profits) is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2017.

#### (d) Currency risk

Most of the operating income of the Group's business is in RMB and the Group's assets held and all of the committed borrowings of the Group are mainly denominated in RMB.

The Group currently does not have a policy on foreign currency risk as it had minimal transactions denominated in foreign currencies during the years ended 31 December 2017 and 2018 and the impact of foreign currency risk on the Group's operation is minimal.

### 38 財務風險管理(續)

#### (c) 利率風險

本集團之利率風險主要因其銀行及關聯方借貸之利率波動而產生。該等借貸之利息乃根據市場利率計算。

本集團將持續評估所遇利率風險以決定是否需要對沖可能產生之可能利率風險。

於二零一八年十二月三十一日，本集團有23,615,236,000元(二零一七年：24,219,566,000元)浮息借貸，令本集團面臨現金流量利率風險。倘若該等借貸之利率上升/下跌0.5%，而所有其他因素均保持不變，則本集團之年內除稅後溢利將會減少/增加約105,883,000元(二零一七年：100,073,000元)。

上述敏感度分析顯示本集團的除稅後溢利(及保留溢利)可能產生的即時變動，當中假設利率變動已於報告期末發生，而本集團除稅後溢利(及保留溢利)所受影響乃按有關利率變動對年度化利息支出或收入的影響作估計。分析乃基於與二零一七年相同的基準進行。

#### (d) 貨幣風險

本集團業務中大部份經營收益為人民幣，且本集團所持資產及本集團所有已承諾借貸均主要以人民幣列值。

當前，本集團並無有關外幣風險之政策，乃因本集團於截至二零一七年及二零一八年十二月三十一日止年度內僅有極少以外幣計值之交易，並且外幣風險對本集團營運之影響極小。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 38 Financial risk management (continued)

##### (e) Equity price risk

The Group is exposed to equity price changes arising from listed and unlisted equity investments held for trading and non-trading purposes (see note 24).

The Group's listed equity investments are listed on the Stock Exchange of Hong Kong and Shanghai Stock Exchange. Decisions to buy or sell trading securities are based on the performance of individual securities compared to that of the relevant stock market index and other industry indicators, as well as the Group's liquidity needs. Listed equity investments that are not held for trading purposes have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations.

The Group's unlisted equity investments are not held for trading purposes and have been chosen based on their longer term growth potential. Their performance is assessed regularly and the decisions to buy or sell is based on the Group's long term strategic plans. Included in the unlisted equity investments was the Group's equity investment in Hengda Real Estate which the Group has a restriction to transfer its equity interest for a period of three years from completion of the capital contribution (see note 24(i)). The fair value of the derivative financial instrument underlying the Investment Agreements with Hengda Real Estate and its controlling parties is positively correlated with the fair value of the Group's equity investment in Hengda Real Estate.

At 31 December 2018, it is estimated that an increase/(decrease) of 1% (2017: 1%) in the relevant stock market index (for listed equity investments) and the price/book ratios of comparable listed companies (for unlisted equity investments and derivative financial instrument) as applicable, with all other variables held constant, would have increased/decreased the Group's profit after tax (and retained profits) and other components of consolidated equity as follows:

#### 38 財務風險管理(續)

##### (e) 股權價格風險

本集團面臨因買賣及非買賣目的而持有的上市及非上市股權投資所產生的股權價格變動(見附註24)。

本集團的上市股權投資於香港聯交所及上海證券交易所上市。購入或出售買賣證券的決定乃基於個別證券相對於相關股票市場指數及其他行業指標的表現以及本集團對流動資金的需要。並非為買賣目的而持有的上市股權投資的選擇乃根據其長期升值潛力，並定期監察其實際表現是否符合預期。

本集團的非上市股權投資並非為買賣目的而持有，而是根據其長期升值潛力而選擇。其表現會定期評估，而買賣決定則基於本集團的長期策略計劃作出。非上市股權投資包括本集團於恒大地產的股權投資，本集團於出資完成後三年內不得轉讓其股權(見附註24(i))。與恒大地產及其控股方訂立的投資協議的衍生金融工具的公允值與本集團於恒大地產的股權投資的公允值正相關。

於二零一八年十二月三十一日，倘所有其他變量維持不變，估計相關股票市場指數(就上市股權投資而言)及可資比較上市公司的市賬率(就非上市股權投資及衍生金融工具而言)(如適用)每增加/減少1%(二零一七年：1%)，將導致本集團的除稅後溢利(及保留溢利)及綜合權益的其他組成部份增加/減少如下：





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 38 Financial risk management (continued)

#### (e) Equity price risk (continued)

### 38 財務風險管理 (續)

#### (e) 股權價格風險 (續)

			2018 二零一八年		2017 二零一七年	
Change in the relevant equity price risk variables: 相關股權價格風險變量的變動：			Effect on profit after tax and retained profits 對除稅後溢利及保留溢利的影響	Effect on other components of equity 對權益的其他組成部份的影響	Effect on profit after tax and retained profits 對除稅後溢利及保留溢利的影響	Effect on other components of equity 對權益的其他組成部份的影響
			\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Increase	增加	1%	<b>48,328</b>	<b>29</b>	1,752	67,243
Decrease	減少	(1%)	<b>(48,253)</b>	<b>(29)</b>	(1,752)	67,243

The sensitivity analysis indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise assuming that the changes in the stock market index or other relevant risk variables had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index or the relevant risk variables, and that all other variables remain constant. The analysis is performed on the same basis for 2017.

敏感度分析顯示本集團的除稅後溢利（及保留溢利）及綜合權益的其他組成部份可能產生的即時變動，當中假設股票市場指數或其他相關風險變量變動已於報告期末發生，並已應用於重新計量本集團所持有之金融工具，而該等工具令本集團於報告期末須承受股權價格風險。本集團亦假設其股權投資之公允值將根據與相關股票市場指數或相關風險變量之歷史相互關係而變動，而所有其他變量維持不變。分析乃基於與二零一七年相同的基準進行。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 39 Fair value and fair value hierarchy of financial instruments

##### (a) Fair value measurement

###### (i) *Financial assets and liabilities measured at fair value*

###### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group's Financial Management Department headed by the General Manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The Financial Management Department reports directly to the vice president and the audit committee. At each reporting date, the Financial Management Department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the vice president. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

#### 39 金融工具之公允值及公允值等級架構

##### (a) 公允值計量

###### (i) *按公允值計量之金融資產及負債*

###### 公允值等級架構

下表呈報本集團於報告期末按經常性基準計量、按香港財務報告準則第13號「公允值計量」的定義分為三層公允值等級之金融工具公允值。公允值計量所歸類之層級乃參照估值方法所使用可觀察性及重要性之輸入值釐定如下：

- 第一級估值：僅採用第一級輸入值（例如同等資產或負債於計量日期未經調整之活躍市場報價）計量之公允值。
- 第二級估值：採用第二級輸入值（例如未滿足第一級之可觀察輸入值）且未採用重大不可觀察輸入值計量之公允值。不可觀察輸入值為不可提供市場數據之輸入值。
- 第三級估值：採用重大不可觀察輸入值計量之公允值。

本集團以總經理為首的財務管理部負責釐訂金融工具公允值計量之政策及程序。財務管理部直接向副總裁及審核委員會報告。於各報告日期，財務管理部分析金融工具之價值變動並釐定估值中適用的主要輸入值。估值由副總裁審核及批准。估值過程及結果與審核委員會每年討論兩次，作中期及年度財務申報。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 39 Fair value and fair value hierarchy of financial instruments (continued)

#### (a) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

#### (a) 公允價值計量 (續)

##### (i) 按公允價值計量之金融資產及負債 (續)

Assets: 資產:		Fair value measurement as at 31 December 2018 using 於二零一八年十二月三十一日使用以下輸入之公允價值計量				Fair value measurement as at 31 December 2017 using 於二零一七年十二月三十一日使用以下輸入之公允價值計量			
		Unadjusted quoted prices in active markets (Level 1) 於活躍市場之 未經調整報價 (第一級) \$'000 千元	Observable inputs (Level 2) 可觀察輸入值 (第二級) \$'000 千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級) \$'000 千元	Total 總額 \$'000 千元	Unadjusted quoted prices in active markets (Level 1) 於活躍市場之 未經調整報價 (第一級) \$'000 千元	Observable inputs (Level 2) 可觀察輸入值 (第二級) \$'000 千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級) \$'000 千元	Total 總額 \$'000 千元
Listed equity investments in Hong Kong	於香港上市之 股權投資	3,068	-	-	3,068	4,517	-	-	4,517
Listed equity investments in mainland China	於中國大陸上市 之股權投資	33,437	-	-	33,437	37,591	-	-	37,591
Unlisted equity investments in mainland China	於中國大陸非 上市之股權 投資	-	-	6,265,004	6,265,004	-	7,698,699	-	7,698,699
Derivative financial instrument	衍生金融工具	-	-	335,542	335,542	-	-	70,449	70,449
		36,505	-	6,600,546	6,637,051	42,108	7,698,699	70,449	7,811,256

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 for both financial assets and financial liabilities. There was a transfer of fair value measurements from Level 2 to Level 3, which are detailed in note 39(a)(ii).

(i) The fair values of listed equity investments categorised under “financial assets measured at FVPL” is measured using level 1 fair value hierarchy and is determined based on quoted market prices.

年內，於第一級與第二級之間概無金融資產及金融負債的公允價值計量的轉撥。發生一項自第二級至第三級公允價值計量轉撥，其詳情載於附註39(a)(ii)。

(i) 分類為「透過損益按公允價值計算之金融資產」項下的上市股權投資的公允價值乃使用第一級公允價值等級架構計量及根據市場報價釐定。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 39 Fair value and fair value hierarchy of financial instruments (continued)

#### (a) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

- (ii) As at 31 December 2017, the Group had an unlisted equity investment under “Other financial assets” measured using level 2 fair value hierarchy. Its fair value is determined using the transaction price in an active market for an identical asset, adjusted for a significant observable input, which is the movement of share price between the transaction date and the measurement date of a comparable listed company that is highly positively correlated to the changes in valuation of that financial assets. In 2018, the director, having considered the time lapse between the most recent transaction and the measurement date and the fact that comparable recent transactions in active markets are not available, decided to change the valuation technique to Guideline Public Company Method (see note 39(a)(i)), which is categorised as a level 3 fair value hierarchy.

The directors, after discussion with the external valuer, and consider the above change in valuation technique is appropriate.

Information about level 3 fair value measurements

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入值	Weighted average 加權平均數
Unlisted equity investment in mainland China 於中國大陸非上市之股權投資	Guideline Public Company Method 指引公眾公司法	Discount for lack of marketability 缺乏市場流通性折讓	24%
Derivative financial instrument 衍生金融工具	Binomial Option Pricing Model 二項式期權定價模型	Expected failure rate of the Proposed Reorganisation 建議重組的預期失敗率	10% (2017: 1%) (二零一七年: 1%)

The Group’s financial assets measured using Level 3 fair value hierarchy include an unlisted equity investment under financial assets measured at FVPL of \$6,261,172,000 and a derivative financial instrument of \$335,542,000.

### 39 金融工具之公允值及公允值等級架構 (續)

#### (a) 公允值計量 (續)

##### (i) 按公允值計量之金融資產及負債 (續)

- (ii) 於二零一七年十二月三十一日，本集團擁有使用第二級公允值等級架構計量的「其他金融資產」項下的非上市股權投資。其公允值乃使用同等資產（經重大可觀察輸入值調整）於活躍市場之交易價釐定，其乃該金融資產之估值變動高度正相關之可資比較上市公司於交易日期及計量日期之股價變動。於二零一八年，董事經考慮最近期交易與計量日期的時間間隔及於活躍市場並無可資比較近期交易的事實，決定將估值方法變更為指引公眾公司法（見附註39(a)(i)），其分類為第三級公允值等級架構。

董事經與外部估值師討論後認為，估值方法之上述變動乃屬適當。

關於第三級公允值計量之資料

本集團使用第三級公允值等級架構計量的金融資產包括透過損益按公允值計算之金融資產項下的非上市股權投資6,261,172,000元及衍生金融工具335,542,000元。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 39 Fair value and fair value hierarchy of financial instruments (continued)

#### (a) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

The fair value of the unlisted equity instruments is determined using Guideline public company method, which uses the price/book ratios of comparable listed companies as benchmark and adjusted for lack of marketability discount. The fair value measurement is positively correlated to the price/book ratios and negatively correlated to the discount for lack of marketability. As at 31 December 2018, it is estimated that with all other variables held constant, a decrease/increase in discount for lack of marketability by 1% would have increased/decreased the Group's profit after tax and retained profits by \$15,100,000.

The fair value of the derivative financial instrument is determined based on the estimated amount that the Group would receive if the Proposed Reorganisation is not completed by 31 January 2020, taking into account the expected failure rate of the Proposed Reorganisation. The fair value measurement is positively correlated to the expected failure rate of the Proposed Reorganisation. As at 31 December 2018, it is estimated that with all other variables held constant, a increase/decrease in expected failure rate of the Proposed Reorganisation by 1% would have increased/decreased the Group's profit after tax and retained profits by \$25,166,000 (2017: \$52,837,000).

### 39 金融工具之公允值及公允值等級架構 (續)

#### (a) 公允值計量 (續)

##### (i) 按公允值計量之金融資產及負債 (續)

非上市股權工具的公允值乃使用指引公眾公司法釐定，其使用可資比較上市公司的市賬率為基準及對缺乏市場流通性折讓進行調整。公允值計量與市賬率呈正相關及與缺乏市場流通性折讓呈負相關。於二零一八年十二月三十一日，倘所有其他變量維持不變，估計缺乏市場流通性折讓每減少／增加1%，將導致本集團除稅後溢利及保留溢利增加／減少15,100,000元。

衍生金融工具之公允值乃基於倘建議重組於二零二零年一月三十一日前沒有完成而本集團將可獲取的估計金額釐定，當中考慮建議重組的預期失敗率。公允值計量與建議重組的預期失敗率正相關。於二零一八年十二月三十一日，倘所有其他變量維持不變，估計建議重組的預期失敗率每增加／減少1%，將導致本集團的除稅後溢利及保留溢利增加／減少25,166,000元（二零一七年：52,837,000元）。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 39 Fair value and fair value hierarchy of financial instruments (continued)

##### (a) Fair value measurement (continued)

##### (i) Financial assets and liabilities measured at fair value (continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

#### 39 金融工具之公允值及公允值等級架構 (續)

##### (a) 公允值計量 (續)

##### (i) 按公允值計量之金融資產及負債 (續)

年內該等第三級公允值計量的餘額變動如下：

		2018 二零一八年 \$'000 千元
<b>Financial assets measured at FVPL:</b>		
Unlisted equity investment in mainland China		
At 1 January	透過損益按公允值計算之金融資產： 於中國大陸非上市之股權投資 於一月一日	—
Transfer from level 2	轉撥自第二級	7,698,699
Changes in fair value recognised in profit or loss during the year	年內於損益確認的公允值變動	(1,124,403)
Exchange realignment	匯兌調整	(313,124)
At 31 December	於十二月三十一日	6,261,172
Derivative financial instrument:		
At 1 January	衍生金融工具： 於一月一日	70,449
Changes in fair value recognised in profit or loss during the year	年內於損益確認的公允值變動	278,441
Exchange realignment	匯兌調整	(13,348)
At 31 December	於十二月三十一日	335,542
<b>Financial assets measured at FVOCI:</b>		
Unlisted equity Investment in mainland China		
At 1 January	透過其他全面收益按公允值計算之金融資產： 於中國大陸非上市之股權投資 於一月一日	—
Transfer from financial assets measured at amortised cost	轉撥自按攤銷成本計算之金融資產	4,017
Changes in fair value recognised in other comprehensive income during the year	年內於其他全面收益確認的公允值變動	—
Exchange realignment	匯兌調整	(185)
At 31 December	於十二月三十一日	3,832
Total gains or losses for the year included in profit or loss for assets held at the end of the reporting period	於報告期末持有的計入損益資產的 年內收益或虧損總額	(845,962)



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 39 Fair value and fair value hierarchy of financial instruments (continued)

#### (a) Fair value measurement (continued)

##### (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amount of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair value as at 31 December 2017 and 2018.

### 40 Commitments

#### (a) Capital commitments outstanding at 31 December 2018 not provided for in the financial statements were as follows:

	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Commitments in respect of acquisition of land and buildings, and development costs attributable to properties under development:		
Contracted, but not provided for	<b>7,343,032</b>	8,717,238

In addition to this, as disclosed in the Company's announcement dated 14 July 2017, the Group agreed a maximum capital contribution to a related party, Shum King Limited, of \$3,000,000,000 for its development of a piece of land in Hong Kong. As at 31 December 2018, the Group had an outstanding capital commitment to Shum King of \$2,007,500,000 (2017: \$2,032,500,000).

#### (b) At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Within one year	<b>20,104</b>	14,717
In the second to fifth years, inclusive	<b>33,345</b>	10,504
	<b>53,449</b>	25,221

### 39 金融工具之公允值及公允值等級架構 (續)

#### (a) 公允值計量 (續)

##### (ii) 按公允值以外方式列賬的金融資產及負債的公允值

本集團按成本或攤銷成本列賬的金融工具的賬面值與其於二零一七年及二零一八年十二月三十一日之公允值並無重大區別。

### 40 承擔

#### (a) 於二零一八年十二月三十一日尚未行使及未於財務報表作出撥備的資本承擔如下：

除此以外，如於本公司日期為二零一七年七月十四日之公告所披露，本集團同意向關聯方深勁有限公司最多注資3,000,000,000元以從事發展香港之一塊土地。於二零一八年十二月三十一日，本集團對深勁之尚未行使之資本承擔為2,007,500,000元（二零一七年：2,032,500,000元）。

#### (b) 於二零一八年十二月三十一日，於以下期間應付之不可取消經營租約在未來之最低應付租金總額如下：



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 40 Commitments (continued)

##### (b) (continued)

The Group is the lessee in respect of a number of properties and items of property, plant and equipment held under operating leases. The leases typically run for an initial period of 1 to 6 years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased every year to reflect market rentals. None of the leases includes contingent rentals.

The above amounts include the Group's operating lease arrangements with its immediate holding company, Shum Yip Holdings. The amount of lease expenses for the year ended 31 December 2018 is included in note 42(a). The Group expects the total lease expenses in 2019 and 2020 to be approximately \$20,104,000 and \$16,518,000 respectively.

#### 41 Contingent liabilities

##### (a) Financial guarantees to purchasers of the Group's Properties

As at 31 December 2018, the Group has given guarantees to a maximum extent of approximately \$5,866,018,000 (2017: \$6,556,126,000) to banks for housing loans extended by the banks to the purchasers of the Group's properties.

Pursuant to the terms of the guarantees, if there is default of the mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted purchasers to banks. The Group is then entitled to take over the legal title of the related properties. The Group's guarantee period commences from the date of grant of the relevant mortgage loan and ends after the buyer of the Group's properties obtain the individual property ownership certificate.

The directors consider that in case of default in payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty and therefore no provision has been made in connection with the guarantees.

##### (b) Financial guarantees to a related party of the Group

As at 31 December 2018, the Group has given guarantees amounting of RMB129,948,000 in respect of a bank loan to Pik Sum, a joint venture of the Group (see note 23).

#### 40 承擔 (續)

##### (b) (續)

本集團亦為根據經營租約持有之多個物業以及物業、廠房及設備項目之承租人。該等租約通常訂有初步租期一至六年，並可選擇續約，屆時重新談判所有條款。租金通常每年上漲，以反映市場租金。概無租約包含或然租金。

上述金額包括本集團與其直接控股公司深業(集團)之經營租約安排。於截至二零一八年十二月三十一日止年度的租賃開支金額載於附註42(a)。本集團預期於二零一九年及二零二零年的租賃開支總額將分別為約20,104,000元及16,518,000元。

#### 41 或然負債

##### (a) 向本集團物業買家提供之財務擔保

於二零一八年十二月三十一日，本集團就銀行給予本集團物業買家之房屋貸款向銀行提供最多達約5,866,018,000元(二零一七年：6,556,126,000元)之擔保。

根據擔保條款，倘該等買家拖欠按揭款項，本集團有責任償付欠付之按揭貸款以及拖欠款項買家欠付銀行之任何應計利息及罰款。本集團隨後可接收有關物業之合法所有權。本集團之擔保期由授出有關按揭貸款當日開始截至本集團物業買家取得個別物業所有權證後屆滿。

董事認為，倘拖欠款項，有關物業之可變現淨值足以償付尚未償還之按揭貸款連同任何應計利息及罰款，故未就該等擔保作出撥備。

##### (b) 給予本集團關聯方之財務擔保

於二零一八年十二月三十一日，本集團就銀行向本集團合營公司碧森提供之銀行貸款提供人民幣129,948,000元之擔保(見附註23)。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 42 Related party transactions

In addition to the related party transactions and balances disclosed in note 29, 30(b), 40 and 41 the Group had the following related party transactions:

#### (a) Transactions with related parties

### 42 關聯方交易

除附註29、30(b)、40及41所披露的關聯方交易及結餘外，本集團的關聯方交易如下：

#### (a) 與關聯方之交易

			2018	2017
			二零一八年	二零一七年
		Notes	\$'000	\$'000
		附註	千元	千元
(1)	Shum Yip Group, the ultimate holding company:	(1) 最終控股公司深業集團：		
	– Management fee income	– 管理費收入 (ii)	2,068	1,863
	– Rental income	– 租金收入 (ii)	12,370	12,655
	– Interest expense	– 利息開支 (iii)	180,822	144,666
(2)	Shum Yip Holdings, the immediate holding company:	(2) 直接控股公司深業(集團)：		
	– Rental expenses	– 租金開支 (ii)	10,714	10,628
	– Interest expense	– 利息開支 (iii)	36,182	54,862
(3)	Joint ventures:	(3) 合營公司：		
	– Sales of products	– 銷售產品	228,074	71,823
	– Interest income	– 利息收入	164,480	73,117
	– Interest expense	– 利息開支	55,973	16,836
(4)	Associates:	(4) 聯營公司：		
	– Interest income	– 利息收入	368	–
(5)	Fellow subsidiaries:	(5) 同系附屬公司：		
	– Rental expenses	– 租金開支 (ii)	490	481
	– Interest expense	– 利息開支 (iii)	128,559	2,895

#### Notes:

- (i) The prices for the above transactions were determined based on mutual agreement between the parties.
- (ii) These transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules but are exempt from the disclosure requirements under Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1).
- (iii) These interest expenses arose from the continuing connected transactions as disclosed in note 42(c).

#### 附註：

- (i) 上述交易之價格乃經雙方相互協定後釐定。
- (ii) 由於該等交易為低於第14A.76(1)條最低水平界線之交易，因此構成上市規則第14A章內所界定之持續關聯交易，惟獲豁免遵守上市規則第14A章內之披露規定。
- (iii) 來自持續關聯交易的該等利息開支披露於附註42(c)。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 42 Related party transactions (continued)

##### (b) Other transaction with related parties

Shenzhen Shumyip Ming Hong Real Estate Development Co., Ltd (“Minghong”), a subsidiary of the Company, is the principal of a project redeveloping an area in Shenzhen, where Shenzhen Shumyip Xinhongcheng Investment Co., Ltd. (“Xinhongcheng”), a wholly-owned subsidiary of Shum Yip Group, and Hengxing Industrial (Shenzhen) Co., Ltd. (“Hengxing”), both are wholly owned subsidiaries of Shum Yip Group, held properties.

At 27 March 2018, Minghong entered into agreement with Xinhongcheng to compensate it by providing the residential resettlement properties with a total area of 41,989.99 sq.m. to be constructed on the land and paying compensations with an estimated total amount of RMB36,960,000 in 2018.

At 27 March 2018, Minghong entered into agreement with Xinhongcheng and Hengxing (liquidation team) to compensate them by providing the residential resettlement properties with an area of 808.15 sq.m and 5,408.39 sq.m, respectively, to be constructed on the land and paying compensations with an estimated total amount of RMB1,152,000 in 2018.

#### 42 關聯方交易 (續)

##### (b) 與關聯方之其他交易

本公司之附屬公司深圳市深業明宏地產開發有限公司(「明宏」)為重建深圳一區域之項目之主體，而深圳市深業信宏城投資有限公司(「信宏城」，為深業集團之全資附屬公司)及恒興實業(深圳)有限公司(「恒興」)(兩家公司均為深業集團之全資附屬公司)持有該等物業。

於二零一八年三月二十七日，明宏與信宏城訂立協議，以透過提供將於土地上興建之總面積為41,989.99平方米之回遷住宅物業向其作出補償，並於二零一八年支付估計總額為人民幣36,960,000元之補償。

於二零一八年三月二十七日，明宏與信宏城及恒興(清算組)訂立協議，以透過提供將於土地上興建之面積分別為808.15平方米及5,408.39平方米之回遷住宅物業向其作出補償，並於二零一八年支付估計總額為人民幣1,152,000元之補償。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 42 Related party transactions (continued)

#### (c) Outstanding balances with related parties

### 42 關聯方交易 (續)

#### (c) 與關聯方之未償付結餘

		Amounts owed to the Group by related parties		Amounts owed by the Group to related parties	
		關聯方結欠本集團之款項		本集團結欠關聯方之款項	
		As at 31 December		As at 31 December	
		於十二月三十一日		於十二月三十一日	
		2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Due to the immediate holding company	應付直接控股公司款項	—	—	(1,233,548)	(2,141,290)
Due to the ultimate holding company	應付最終控股公司款項	—	—	(4,734,953)	(5,107,312)
Loans from fellow subsidiaries	來自同系附屬公司之貸款	—	—	(3,132,996)	(1,074,446)
Loans from associates	來自聯營公司之貸款	—	—	(46,950)	(81,145)
Loans from joint ventures	來自合營公司之貸款	—	—	(1,167,231)	(2,648,740)
Loans to joint ventures	給予合營公司之貸款	3,960,779	2,422,198	—	—
Loans to associates	給予聯營公司之貸款	15,811	—	—	—
		<b>3,976,590</b>	2,422,198	<b>(10,315,678)</b>	(11,052,933)

The above balances arose from financing arrangements with related parties. The related interest income/expenses are disclosed in note 42(a) and the cash flows arising from these financing arrangements are disclosed in note 29(c). Among these transactions, the financial assistance received by the Group from the immediate holding company, the ultimate holding company and the fellow subsidiaries constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules but are exempt from the disclosure requirements under Chapter 14A of the Listing Rules as they are conducted on normal commercial terms or better, and are not secured by the assets of the Group.

上述結餘來自與關聯方之融資安排。相關利息收入／開支披露於附註42(a)及來自該等融資安排之現金流量披露於附註29(c)。於該等交易中，本集團接收來自直接控股公司、最終控股公司及同系附屬公司之財務資助構成上市規則第14A章內所界定之持續關聯交易，惟獲豁免遵守上市規則第14A章內之披露規定，該等交易按一般商業條款或更佳條款進行，且毋須以本集團之資產作抵押。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 42 Related party transactions (continued)

##### (c) Outstanding balances with related parties (continued)

The amounts due to related parties presented above include balances amounting to \$8,954,388,000 (2017: \$9,680,705,000) which are interest-bearing, unsecured and have fixed terms of repayment within a year. The remaining balances are unsecured, interest-free and have no fixed terms of repayment.

The amounts due from related parties presented above include balances amounting to \$3,677,164,000 (2017: \$2,111,053,000) which are interest-bearing, unsecured and have fixed terms of repayment ranging from one to five year. The remaining balances are unsecured, interest-free and have no fixed terms of repayment.

##### (d) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 11 and certain of the highest paid employees as disclosed in note 12, is as follows:

		2018 二零一八年 \$'000 千元	2017 二零一七年 \$'000 千元
Short-term employee benefits	短期僱員福利	16,343	14,311
Post-employment benefits	退休福利	2,495	2,110
Equity settled share option expense	以股本支付之購股權開支	9,373	6,463
		<b>28,211</b>	22,884

Total remuneration is included in "staff cost" (see note 9(b)).

#### 42 關聯方交易 (續)

##### (c) 與關聯方之未償付結餘 (續)

上文所列應付關聯方款項包括結餘8,954,388,000元(二零一七年: 9,680,705,000元)，其為計息、無抵押及固定還款期限為一年內。剩下結餘為無抵押、免息及無固定還款期。

上文所列應收關聯方款項包括結餘3,677,164,000元(二零一七年: 2,111,053,000元)為計息、無抵押及固定還款期限介乎一至五年。餘下結餘為無抵押、免息及無固定還款期。

##### (d) 主要管理人員酬金

本集團主要管理人員之酬金(包括已付本公司董事(於附註11內披露)及若干最高薪僱員(於附註12內披露)之金額)如下:

酬金總額載於「員工成本」(見附註9(b))。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 42 Related party transactions (continued)

#### (e) Applicability of the Listing Rules relating to connected transactions

The Group's transactions with Shum Yip Group, Shum Yip Holdings and its fellow subsidiaries as disclosed in note 30(b), 42(a) and 42(c) constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules but are exempt from the disclosure requirements under Chapter 14A of the Listing Rules because of the reasons disclosed in the respective notes.

The Group's transactions with Shum Yip Group and Shum Yip Holdings as disclosed in note 42(b) constitute connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules in respect of these connected transactions are provided in section "Connected Transactions" of the Directors' Report.

In the opinion of the directors, the above related party transactions were conducted on normal commercial terms and in the ordinary course of the Group's business. The directors of the Company confirmed that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

### 42 關聯方交易 (續)

#### (e) 有關關連交易之上市規則之適用程度

由於附註30(b)、42(a)及42(c)所披露之原因，本集團與深業集團、深業(集團)及其同系附屬公司之交易(如有關附註所披露)構成上市規則第14A章內所界定之持續關聯交易，惟獲豁免遵守上市規則第14A章內之披露規定。

本集團與深業集團及深業(集團)之交易(如附註42(b)所披露)構成上市規則第14A章內所界定之關連交易。上市規則第14A章就該等關連交易所需之披露乃於董事會報告「關連交易」一節披露。

董事認為，上述關聯方交易乃屬本集團日常業務中按一般商業條款進行之交易。本公司董事確認本公司已遵從上市規則第14A章的披露規定。



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 43 Company-level statement of financial position

### 43 公司層面財務狀況表

		31 December 2018 二零一八年 十二月三十一日 \$'000 千元	31 December 2017 二零一七年 十二月三十一日 \$'000 千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	260	184
Investments in subsidiaries	附屬公司投資	35,270,312	34,205,395
Investments in associates	聯營公司投資	22,791	50,436
<b>Total non-current assets</b>	<b>非流動資產總額</b>	<b>35,293,363</b>	<b>34,256,015</b>
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	1,589	31,191
Other financial assets	其他金融資產	3,068	4,517
Cash and cash equivalents	現金及現金等價物	722,171	806,996
<b>Total current assets</b>	<b>流動資產總額</b>	<b>726,828</b>	<b>842,704</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	1,091,495	4,694,729
Other payables and accruals	其他應付款項及應計費用	412,400	379,386
Due to the ultimate holding company	應付最終控股公司款項	36,126	37,867
Due to the immediate holding company	應付直接控股公司款項	391,164	1,330,584
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>1,931,185</b>	<b>6,442,566</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(1,204,357)</b>	<b>(5,599,862)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>34,089,006</b>	<b>28,656,153</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Interest-bearing bank and other borrowings	計息銀行及其他借貸	11,982,827	7,911,491
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>11,982,827</b>	<b>7,911,491</b>
<b>Net assets</b>	<b>資產淨值</b>	<b>22,106,179</b>	<b>20,744,662</b>



## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 43 Company-level statement of financial position (continued)

### 43 公司層面財務狀況表 (續)

			31 December 2018 二零一八年 十二月三十一日	31 December 2017 二零一七年 十二月三十一日
		Notes 附註	\$'000 千元	\$'000 千元
<b>Equity</b>	<b>權益</b>			
Share capital	股本	37(b)	<b>20,688,259</b>	19,712,476
Other reserves	其他儲備		<b>1,417,920</b>	1,032,186
<b>Total equity</b>	<b>權益總額</b>		<b>22,106,179</b>	20,744,662

Approved and authorised for issue by the board of directors on 28 March 2019.

經董事會於二零一九年三月二十八日批准及授權刊發。

**Huang Wei**

黃偉

Director

董事

**Liu Chong**

劉崇

Director

董事



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 44 Comparative figures

The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2(c).

#### 45 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

#### 44 比較數字

本集團於二零一八年一月一日初次應用香港財務報告準則第15號及香港財務報告準則第9號。根據所選用的過渡方法，比較資料不予重列。有關會計政策變動的進一步詳情披露於附註2(c)。

#### 45 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋的可能影響

截至該等財務報表刊發當日，香港會計師公會已頒佈若干修訂及新訂準則，於截至二零一八年十二月三十一日止年度尚未生效，亦未於該等財務報表中採納。其中包括與本集團可能有關的以下內容。

	Effective for accounting periods beginning on or after 於下列日期或之後開始之 會計期間生效
HKFRS 16, <i>Leases</i> 香港財務報告準則第16號，租賃	1 January 2019 二零一九年一月一日
HK(IFRIC) 23, <i>Uncertainty over income tax treatments</i> 香港（國際財務報告詮釋委員會）詮釋第23號，所得稅之不確定性之處理	1 January 2019 二零一九年一月一日
Annual Improvements to HKFRSs 2015-2017 Cycle 香港財務報告準則二零一五年至二零一七年週期之年度改進	1 January 2019 二零一九年一月一日
Amendments to HKAS 28, <i>Long-term interest in associates and joint ventures</i> 香港會計準則第28號之修訂，於聯營公司及合營公司的長期權益	1 January 2019 二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have an impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ended 30 June 2019. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that financial report.

本集團正在就該等修訂及新訂準則預期對首次應用期間的影響程度作出評估。截至目前為止，本集團已識別可能對綜合財務報表產生影響的新訂準則的若干範疇。預期影響的進一步詳情在下文討論。儘管本集團評估香港財務報告準則第16號已大致完成，由於迄今所完成評估是以本集團現有資料為依據，首次應用該等準則時之實際影響可能有別於評估，而亦有可能於該等準則首次應用到本集團截至二零一九年六月三十日止六個月之中期財務報告前發現其他影響。該等準則首次應用到該財務報告前，本集團亦可能會更改其會計政策選項，包括過渡性選項。





## Notes to the Financial Statements 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

### 45 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

#### HKFRS 16, *Leases*

As disclosed in note 2(j), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

### 45 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋的可能影響 (續)

#### 香港財務報告準則第16號，租賃

誠如附註2(j)內披露，本集團目前將租賃分類為融資租賃及經營租賃，並視乎租賃分類區別入賬租賃安排。本集團部份租約以出租人身份訂立，其他則以承租人身份訂立。

香港財務報告準則第16號預期不會對出租人根據租賃將其權利及責任入賬的方式產生重大影響。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，在實用方法規限下，承租人將會按與即期融資租賃會計處理相若的方法將所有租賃入賬，即在租賃開始日期，承租人將會按未來最低租賃付款的現值確認及計量租賃負債並確認相應的「使用權」資產。在初步確認該項資產及負債後，承租人將會就租賃負債的未償付結餘及使用權資產的折舊確認應計利息開支，取代按租賃期限系統化地確認經營租賃項下產生的租金開支的現時政策。作為實用方法，承租人可選擇對短期租賃（即租賃期限為12個月或不足12個月）及低價值資產租賃不應用此會計處理模式，在此情況下，將會繼續按租賃期限系統化地確認租金開支。

香港財務報告準則第16號將主要影響本集團為承租人的物業、廠房及設備的租賃（目前分類為經營租賃）的會計處理。應用新的會計模式預期引致資產及負債均有增加，及對按租賃期限在損益表內確認開支的時間產生影響。



## Notes to the Financial Statements

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated) (除另有指明外，所有金額均以港元列示)

#### 45 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018 (continued)

##### HKFRS 16, *Leases* (continued)

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The standard offers different transition options and practical expedients, including the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. If this practical expedient is chosen, the Group will apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. If the practical expedient is not chosen, the Group will need to reassess all of its decisions about which existing contracts are, or contain, leases, using the new definition. Depending on whether the Group elects to adopt the standard retrospectively or follow a modified retrospective method of recognising a cumulative-effect adjustment to the opening balance of equity at the date of initial application, the Group may or may not need to restate comparative information for any changes in accounting resulting from the reassessment.

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. As disclosed in note 40(b), at 31 December 2018 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB53,449,000, which is payable within five years after the reporting date. The Group expects the transitional adjustments on the opening balances of lease liabilities and the corresponding right-of-use assets upon the adoption of HKFRS 16 will not be material.

#### 45 截至二零一八年十二月三十一日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋的可能影響 (續)

##### 香港財務報告準則第16號，租賃 (續)

香港財務報告準則第16號於二零一九年一月一日或之後開始的年度期間生效。該準則提供不同之過渡選擇及可行權宜方法，包括融入先前評估之可行權宜方法，當中現有安排為(或包含)租賃。倘選擇此可行權宜方法，本集團僅將香港財務報告準則第16號對租賃之新定義應用於首次應用日期或之後訂立之合約。倘並無選擇可行權宜方法，本集團將須使用新定義重新評估其對哪些現有合約為(或包含)租賃而作之所有決定。視乎本集團是否選擇以追溯方式採納該準則，或遵從經修訂可追溯方式確認對首次應用當日權益期初結餘之累計效應調整，本集團可能或不需要重列因重新評估而引致任何會計變動之比較資料。

本集團計劃選擇使用經修訂追溯法採納香港財務報告準則第16號及將首次應用之累計效應確認為於二零一九年一月一日之權益期初結餘之調整，並將不會重列比較資料。誠如附註40(b)所披露，於二零一八年十二月三十一日本集團根據不可撤銷經營租賃的未來最低租賃付款為人民幣53,449,000元，其應於報告日期後五年內支付。本集團預期於採納香港財務報告準則第16號時對租賃負債之期初結餘及相關使用權資產之過渡調整將並不重大。



## Schedule of Major Properties

### 主要物業表

#### Group I – Property interest held by the Group under development and for future development

#### 第一類 – 本集團持有發展中及有待日後發展之物業權益

Project Name 項目名稱	Address 地址	Type 用地性質	Interests attributable to the Group 本集團 所佔權益	Site Area 佔地面積	Planned GFA (sq.m.) 規劃建築面積 (平方米)	Expected Completion Year 預計完工年份
<b>Property Interest held for future development</b> <b>有待日後發展之物業權益</b>						
Garden Hills (Land Plot 1) 半山名苑1號地塊	Zhongkai Development Zone, Huizhou 惠州市仲愷開發區	Residential 住宅	100%	81,811	166,985	Unscheduled 未有計劃
Wanlin Huafu 萬林華府	Huicheng, Huizhou 惠州市惠城區	Residential 住宅	100%	72,922	314,360	2023
Yihu Rose Garden Laohuaniao Block 怡湖玫瑰苑老花鳥地塊	Qingjiang North Road, Qingbaijiang, Chengdu 成都市青白江區清江北路	Residential 住宅	52.54%	46,000	401,642	2021
Wuhan Bio Valley Project 武漢生物谷項目	North of Gaoxin Avenue, East Lake High-tech Development Zone, Wuhan 武漢市東湖高新區高新大道北側	Residential 住宅	52.54%	93,200	186,400	2023
Nanhu Rose Bay 10-17#(Block 1&2, Phase 4) 南湖玫瑰灣10-17#(4期1&2區)	Wuhan, Hubei 湖北省武漢市	Residential 住宅	75.05%	38,035	115,159	2021
Chaohu Royal Spring Garden North 巢湖御泉莊北區	Bantang Economic Development Zone, Chaohu 巢湖市半湯經濟開發區	Residential 住宅	100%	96,390	27,514	Unscheduled 未有計劃
Chaohu South Residential 巢湖南區住宅	Bantang Economic Development Zone, Chaohu 巢湖市半湯經濟開發區	Residential 住宅	100%	113,764	22,292	Unscheduled 未有計劃
Taifu Square Phase 2 泰富廣場2期	Luohu, Shenzhen 深圳市羅湖區	Complex 綜合體	97.68%	8,964	87,910	2022
Taifu Square Phase 3 泰富廣場3期	Luohu, Shenzhen 深圳市羅湖區	Complex 綜合體	97.68%	8,807	116,245	2023
Ma'anshan Shum Yip Huafu Phase 2.2 馬鞍山深業華府2期2組團	Yushan, Ma'anshan 馬鞍山市雨山區	Residential 住宅	100%	125,798	467,048	2022
Kashi Residential (Land Plot 1) 喀什住宅(地塊1)	Duolaitebage Road, Kashi 喀什市多萊特巴格路	Residential 住宅	100%	17,129	59,952	Unscheduled 未有計劃



## Schedule of Major Properties

### 主要物業表

#### Group I – Property interest held by the Group under development and for future development

#### 第一類 – 本集團持有發展中及有待日後發展之物業權益

Project Name 項目名稱	Address 地址	Type 用地性質	Interests attributable to the Group 本集團 所佔權益	Site Area 佔地面積	Planned GFA (sq.m.) 規劃建築面積 (平方米)	Expected Completion Year 預計完工年份
<b>Property interest held for future development</b> 有待日後發展之物業權益						
Tuen Mun (Land Plot 520) 屯門520地塊	Tuen Mun Area, Shenjing & Qingshan Road, Tuen Mun, Hongkong 香港屯門區深井及青山公路屯門區域	Residential 住宅	50%	12,205	43,938	Unscheduled 未有計劃
Foshan Nanhai Lishui Land Site 佛山南海里水地塊	Lishui Town, Nanhai district, Foshan 佛山市南海區里水鎮	Residential 住宅	100%	19,883	79,094	2021
Nanjing Jiangning Tianyou Road (Land Plot G72) 南京江寧區天佑路G72地塊	Shangfang Town of Jiangning District, Nanjing 南京市江寧區上坊鎮	Residential 住宅	100%	34,623	107,901	2021
Nanjing Jiangning Qinglong Subway Town (Land Plot G78) 南京江寧區青龍地鐵小鎮G78地塊	Qinglong Subway Town of Jiangning District, Nanjing City 南京市江寧區青龍地鐵小鎮	Residential 住宅	100%	31,304	102,660	2022
Xinhongcheng 信宏城	Gongming Street, Guangming New District, Shenzhen 深圳市光明新區公明街道	Residential 住宅	65%	90,418	277,946	2023
Chengdu Chenghua Haibinwan Project 成都市成華區海濱灣項目	Qinglong Street, Chenghua, Chengdu 成都市成華區青龍街道	Residential 住宅	75.05%	20,478	55,631	2021
Changsha Yuelu Yanghu Project 長沙岳麓區洋湖項目	Yanghu Ecological New City, Yuelu, Changsha 長沙市岳麓區洋湖生態新城	Residential 住宅	100%	79,994	241,652	2022
Splendid City Phase 3 錦繡姜城3期	TaiZhou, Jiangsu 江蘇省泰州市	Residential 住宅	100%	46,677	177,934	2020



## Schedule of Major Properties 主要物業表

### Group I – Property interest held by the Group under development and for future development 第一類 – 本集團持有發展中及有待日後發展之物業權益

Project Name 項目名稱	Address 地址	Type 用地性質	Interests attributable to the Group 本集團所佔權益	Site Area 佔地面積	Planned GFA (sq.m.) 規劃建築面積 (平方米)	Progress (note) 發展進度 (附註)	Expected Completion Year 預計完工年份
<b>Property interest held under development 持有發展中之物業權益</b>							
Yihu Rose Garden Phase 1.2 – Longxi 怡湖玫瑰苑 (1.2期 – 瓊璽)	Qingjiang North Road, Qingbaijiang, Chengdu 成都市青白江區清江北路	Residential 住宅	52.54%	16,900	67,221	4	2019
Qingshuihe Auto Park Phase 4 清水河國際汽車產業園4期	Luohu, Shenzhen 深圳市羅湖區	Warehouse/ Commercial 倉儲/商業	97.68%	8,726	31,630	1	2021
Ma'anshan Shum Yip Huafu Phase 2.1 馬鞍山深業華府2期1組團	Yushan, Ma'anshan 馬鞍山市雨山區	Residential 住宅	100%	64,129	158,090	3	2019
Shum Yip Zhongcheng (Land Plot 05-01) 深業中城 (05-01地塊)	Intersection of Hongli West Road and Nongyuan Road, Futian, Shenzhen 深圳市福田區紅荔西路與農園路交匯處	Complex 綜合體	100%	36,193	338,873	3	2019
Taifu Square Phase 1 (South) 泰富廣場1期 (南區)	Luohu, Shenzhen 深圳市羅湖區	Complex 綜合體	97.68%	18,601	205,582	3	2019
Taifu Square Phase 1 (North) 泰富廣場1期 (北區)	Luohu, Shenzhen 深圳市羅湖區	Complex 綜合體	97.68%	8,158	107,203	3	2019
Gaobangshan No.1 Garden Phase 1 (Land Plot 4) 高榜山1號花園1期 (4號地塊)	Huicheng, Huizhou 惠州市惠城區	Residential 住宅	100%	38,994	135,810	3	2019
Wanlin Lake Phase 9 萬林湖9期	Jinbang Road, Huicheng, Huizhou 惠州市惠城區金榜路	Residential 住宅	100%	27,698	74,143	4	2019
Terra Licheng (Chegongmiao Redeveloped Project Phase 1) 泰然立城 (車公廟城市更新項目一期)	Tairan 4th Road, Futian, Shenzhen 深圳市福田區泰然四路	Complex 綜合體	75.05%	7,944	129,050	3	2020
Chaohu South Phase 2 巢湖南區2期	Bantang Economic Development Zone, Chaohu 巢湖市半湯經濟開發區	Residential 住宅	100%	29,816	7,516	3	2020
Chaohu South Phase 1 巢湖南區1期	Bantang Economic Development Zone, Chaohu 巢湖市半湯經濟開發區	Residential 住宅	100%	34,477	5,508	3	2019
Chaohu North Phase 4.2 巢湖北區4.2期	Bantang Economic Development Zone, Chaohu 巢湖市半湯經濟開發區	Residential 住宅	100%	18,115	6,406	3	2019



## Schedule of Major Properties

### 主要物業表

#### Group I – Property interest held by the Group under development and for future development

#### 第一類 – 本集團持有發展中及有待日後發展之物業權益

Project Name	Address	Type	Interests attributable to the Group	Site Area	Planned GFA (sq.m.)	Progress (note)	Expected Completion Year
項目名稱	地址	用地性質	本集團所佔權益	佔地面積	規劃建築面積 (平方米)	發展進度 (附註)	預計完工年份
<b>Property interest held under development</b>							
<b>持有發展中之物業權益</b>							
Shum Yip Dongling (Land Plot 04-01)	Intersection of Shennan East Road and Yanhe North Road, Luohu, Shenzhen	Commercial	95%	6,751	76,733	2	2020
深業東嶺04-01地塊	深圳市羅湖區深南東路與沿河北路交匯處	商業					
UpperHills South Besides Office T2	Intersection of Huanggang Road and Sungang Road, Futian, Shenzhen	Complex	100%	72,609	768,009	4	2019
深業上城南區除T2	深圳市福田區皇崗路與筲崗路交匯處	綜合體					
Qianhai 19-06-06 Project	Free Trading Area, Qianhai, Shenzhen	Residential	50%	12,491	52,900	2	2020
前海19-06-06項目	深圳市前海自貿區	住宅					
Tanglang City West	South of Liuxian Avenue, Nanshan, Shenzhen	Complex	50%	30,101	277,557	4	2019
塘朗城西區	深圳市南山區留仙大道南側	綜合體					
Yihu Rose Garden Long Jing	Qingjiang North Road, Qingbaijiang, Chengdu	Residential	52.54%	8,433	39,599	2	2020
怡湖玫瑰苑瓏璟	成都市青白江區清江北路	住宅					
Garden Hills Phase 3.2	Zhongkai Development Zone, Huizhou	Residential	100%	48,702	215,006	3	2022
半山名苑3.2期	惠州市仲愷開發區	住宅					
Rui Cheng Phase 3.2	Changsha County, Changsha	Residential	80%	12,453	66,505	3	2020
睿城3.2期	長沙市長沙縣	住宅					
Gaobangshan No.1 Garden Phase 2	Huicheng, Huizhou	Residential	100%	108,237	352,516	3	2022
高榜山1號花園2期	惠州市惠城區	住宅					
Chengdu Jinxiu Workshop (South)	Caotang East Road, Qingyang, Chengdu	Commercial	87.91%	6,836	11,263	3	2019
成都錦繡工場南地塊	成都市青羊區草堂東路	商業					
Shum Yip Xihui	Changsha County, Changsha	Residential	80%	27,732	102,821	4	2019
深業喜匯	長沙市長沙縣	住宅					

Note:

1. Site formation
2. Foundation work
3. Superstructure in progress
4. Interior finishing

附註:

1. 地盤平整
2. 地基工程
3. 上蓋工程進行中
4. 內部裝修



## Schedule of Major Properties 主要物業表

### Group II – Property interest held by the Group for sales 第二類 – 本集團持有作銷售之物業權益

Property 物業	Address 地址	Use 用途	Interest to the Group 本集團所佔權益	TGFA (sq. m.) 總樓面面積 (平方米)	Completion year 落成年份
Shunde Shum Yip City 順德深業城	Shunde, Foshan, Guangdong 廣東省佛山市順德區	Com. & Res. 商業及住宅	100%	98,140.14	2012-2017
Noble Times 東晟時代	Shenzhen, Guangdong 廣東省深圳市	Com. & Res. 商業及住宅	100%	135.33	2012
Royal Garden 御園	Shenzhen, Guangdong 廣東省深圳市	Res. 住宅	100%	88.29	2012
Zhongxin Science & Technology Building 眾鑫科技大廈	Shenzhen, Guangdong 廣東省深圳市	Off. 辦公室	100%	9,572	2001
Rui Cheng Phase 1 睿城1期	Changsha, Hunan 湖南省長沙市	Res. 住宅	80%	4,377.95	2013
Wanlin Lake 萬林湖	Huizhou, Guangdong 廣東省惠州市	Com. & Res. 商業及住宅	100%	30,045.75	2008-2017
Garden Hills 半山名苑	Huizhou, Guangdong 廣東省惠州市	Com. & Res. 商業及住宅	100%	14,969.00	2012-2017
Saina Bay 塞納灣	Heyuan, Guangdong 廣東省河源市	Com. & Res. 商業及住宅	100%	6,373.58	2012
Euro-view Garden Phase 1 歐景麗苑1期	Dongguan, Guangdong 廣東省東莞市	Com. & Res. 商業及住宅	100%	4,658.47	2012
Splendid City Phase 1 & 2 錦繡菱城1期及2期	Taizhou, Jiangsu 江蘇省泰州市	Com. & Res. 商業及住宅	100%	12,013.44	2012-2016
Ma'anshan Shum Yip Huafu 馬鞍山深業華府	Ma'anshan, Anhui 安徽省馬鞍山市	Res. 住宅	99.77%	8,814.19	2013-2018
Changzhou Shum Yip Huafu 常州深業華府	Changzhou, Jiangsu 江蘇省常州市	Res. 住宅	100%	8,512.45	2014-2017
Shenyang Wuai Shengang Bus Station and Meibo Trading Centre 瀋陽五愛深港客運站及美博貿易中心	Shenyang, Liaoning 遼寧省瀋陽市	Com. & Res. 商業及住宅	84.83%	40,019.95	2011
Nanhu Rose Bay Phase 1-3 南湖玫瑰灣1至3期	Wuhan, Hubei 湖北省武漢市	Com. & Res. 商業及住宅	52.54%	8,763.00	2012
Yihu Rose Garden 怡湖玫瑰苑	Chengdu, Sichuan 四川省成都市	Com. & Res. 商業及住宅	52.54%	2,353.49	2013
UpperHills 深業上城	Shenzhen, Guangdong 廣東省深圳市	Res. 住宅	100%	8,765.00	2014, 2016
Jiangyue Bay 江悅灣	Guangzhou, Guangdong 廣東省廣州市	Res. 住宅	100%	1,183.50	2014, 2015
Royal Spring North Villa 御泉莊北區別墅	Chaohu, Anhui 安徽省巢湖市	Res. 住宅	100%	1,858.10	2015-2017
Bofeng Building 博豐大廈	Luohu, Shenzhen, Guangdong 廣東省深圳市羅湖區	Off. 辦公室	97.68%	1,829.93	2016
Rui Cheng Phase 2 睿城2期	Changsha, Hunan 湖南省長沙市	Res. 住宅	80%	1,205.39	2016-2017
Guanlan Rose Pavilion and Rose Garden 觀瀾玫瑰軒及玫瑰苑	Shenzhen, Guangdong 廣東省深圳市	Com. & Res. 商業及住宅	38.28%	2,346.14	2016
Rui Cheng Phase 3.1 睿城3.1期	Changsha City, Hunan 湖南省長沙市	Res. 住宅	80%	39,876.84	2018
Shum Yip Dongling (Land Plot 03-01) 深業東嶺 (03-01地塊)	Shenzhen, Guangdong 廣東省深圳市	Res. 住宅	95%	40,223.90	2018



## Schedule of Major Properties

### 主要物業表

#### Group III – Property interest held by the Group for investment

#### 第三類 – 本集團持有作投資之物業權益

Property 物業	Address 地址	Use 用途	Interest to the Group 本集團 所佔權益	TGFA (sq.m.) 總樓面面積 (平方米)	Completion year 落成年份
Shun Hing Square 信興廣場	Junction of Shennan Zhong Road, Jiefang Road and Baoan Road, Luohu, Shenzhen 深圳市羅湖區深南中路解放路 及寶安路交界	Off., Apartment. and Carpark 辦公室、公寓及停車場	100%	17,817.12	1996
Shum Yip Centre 深業中心	Shennan Zhong Road, Luohu, Shenzhen 深圳市羅湖區深南中路	Com., Off. and Carpark 商業、辦公室及停車場	100%	10,417.58	1997
Hua Min Building 華民大廈	Renmin Nan Road, Luohu, Shenzhen 深圳市羅湖區人民南路	Apartment., Com. and Carpark 公寓、商業及停車場	50%	6,252.73	1993
Hua Min Building 華民大廈	Renmin Nan Road, Luohu, Shenzhen 深圳市羅湖區人民南路	Apartment 公寓	100%	947.42	1993
Shum Yip Building 深業大廈	Wenjin Zhong Road, Luohu, Shenzhen 深圳市羅湖文錦中路	Apartment 公寓	100%	7,066.1	1991
Noble Times 東晨時代	Longgang, Shenzhen 深圳市龍崗區	Com. 商業	100%	26,975.97	2012
Che Gong Miao Ind. Zone 車公廟工業區	Futian, Shenzhen 深圳市福田區	Com., Off., Res. and Carpark 商業、辦公室、 住宅及停車場	75.05%	139,306.08	1994-2012
No.10 Fuxing Nan Road 福星南路10號	Futian, Shenzhen 深圳市福田區	Res. 住宅	75.05%	64.44	1990
Shenhua Science & Technology Park 深華科技園	Meilin Road, Futian, Shenzhen 深圳市福田區梅林路	Com. and Off. 商業及辦公室	75.05%	15,341.58	1994
Shop in No.117 Fuxing Road 福星路117號商舖	Futian, Shenzhen 深圳市福田區	Com. 商業	100%	50.49	1993
Tian'an Che Gong Miao Ind. Zone 天安車公廟工業區	Futian, Shenzhen 深圳市福田區	Off., Com., Res. and Carpark 辦公室、商業住宅及停車場	37.53%	81,087.07	1992-2005
Tian'an Nanhai New Cyber-City Phase 2 天安南海數碼新城2期	Nanhai, Guangdong 廣東省南海	Com., Off. and Carpark 商業、辦公室及停車場	37.53%	63,740.18	2008-2015
Tian'an Panyu New Cyber-City 天安番禺數碼新城	Panyu, Guangdong 廣東省番禺	Com., Res. and Carpark 商業、住宅及停車場	37.53%	95,803.22	2010
Tian'an Longgang New Cyber-City 天安龍崗數碼新城	Shenzhen, Guangdong 廣東省深圳市	Com., Off. and Carpark 商業、辦公室及停車場	37.53%	43,080.02	2010-2014
Tian'an Dongguan New Cyber-City 天安東莞數碼新城	Dongguan, Guangdong 廣東省東莞市	Com., Off. and Carpark 商業、辦公室及停車場	37.53%	20,849.08	2012-2015





## Schedule of Major Properties 主要物業表

### Group III – Property interest held by the Group for investment 第三類 – 本集團持有作投資之物業權益

Property 物業	Address 地址	Use 用途	Interest to the Group 本集團所佔權益	TGFA (sq.m.) 總樓面面積 (平方米)	Completion year 落成年份
Tian'an Jiangyin Cyber-City 天安江陰數碼城	Jiangyin, Jiangsu 江蘇省江陰市	Res. and Off. 住宅及辦公室	37.53%	26,952.63	2012-2017
Tian'an Changzhou New Cyber-City 天安常州數碼新城	Changzhou, Jiangsu 江蘇省常州市	Off. and Com. 辦公室及商業	37.53%	35,788.28	2012
Tian'an Qingdao New Cyber-City 天安青島數碼新城	Qingdao, Shandong 山東省青島市	Off. 辦公室	37.53%	5,900.95	2015-2017
Tian'an Tianjin New Cyber-City 天安天津數碼新城	Xiqing, Tianjin 天津市西青區	Off. 辦公室	37.53%	20,130.65	2016
Tian'an Chongqing New Cyber-City 天安重慶數碼新城	Da Du Kou, Chongqing 重慶市大渡口	Com. 商業	37.53%	2,600.84	2015
Shum Yip Garden 深業花園	Futian, Shenzhen 深圳市福田區	Com. 商業	100%	2,646.43	2002
Sungang Warehouse Zone 笋崗倉庫區	Baoan Bei Road, Luohu, Shenzhen 深圳市羅湖區寶安北路	Com. 商業	97.68%	78,724.21	1990-2002
Composite Building on Taoyuan Road 桃源路綜合樓	Baoan Bei Road, Luohu, Shenzhen 深圳市羅湖區寶安北路	Com. and Off. 商業及辦公室	97.68%	4,812.73	1991
Dormitory Building on Taoyuan Road 桃源路宿舍樓	Baoan Bei Road, Luohu, Shenzhen 深圳市羅湖區寶安北路	Com./Res. 商住	97.68%	4,835.28	1988
Boxing Building 博興大廈	Qingshuihe, Luohu, Shenzhen 深圳市羅湖區清水河	Com. 商業	97.68%	12,861.05	2014
Bolong Building 博隆大廈	Qingshuihe, Luohu, Shenzhen 深圳市羅湖區清水河	Com. 商業	97.68%	39,284.24	2014
Bofeng Building 博豐大廈	Qingshuihe, Luohu, Shenzhen 深圳市羅湖區清水河	Com. 商業	97.68%	10,070.39	2017
S.Z. Int'l. Trust and Investment Corp. Building 深圳國際信託投資總公司大樓	Junction of Zhenxing Road and Shangbu Zhong Road, Futian, Shenzhen 深圳市福田區振興路及上步中路交界	Off. 辦公室	75.05%	1,316.54	1990
Shenyang Wuai Bus Station 瀋陽五愛客運站	Shenyang, Liaoning 遼寧省瀋陽市	Com. 商業	84.83%	27,852.63	1994-1996
Shenyang Wuai Shengang Bus Station and Meibo Trading Centre 瀋陽五愛深港客運站及美博貿易中心	Shenyang, Liaoning 遼寧省瀋陽市	Com. 商業	84.83%	47,442.46	2011
Coastal International Centre 沿海國際中心	Suzhou, Jiangsu 江蘇省蘇州市	Com., Apartment. and Off. 商業、公寓及辦公室	100%	56,606.73	2009



## Schedule of Major Properties

### 主要物業表

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Chengdu Jinxiu Workshop 成都錦繡工場	Chengdu, Sichuan 四川省成都市	Com. and Carpark 商業及停車場	87.91%	30,803.45	2008
UpperHills 深業上城	Shenzhen, Guangdong 廣東省深圳市	Com., Off. and Carpark 商業、辦公室及停車場	100%	285,257.1	2017
Pengji Properties 鵬基物業	Shenzhen, Guangdong and Nanjing, Jiangsu 廣東省深圳市及江蘇省南京	Com., Res., Off. and Carpark 商業、住宅、辦公室及停車場	100%	204,342.22	1983-2005
Xiangli Oasis Club 香荔綠洲會所	Futian, Shenzhen 深圳市福田區	Com. 商業	100%	2,560.00	2003
Times Technology Building 時代科技大廈	Futian, Shenzhen 深圳市福田區	Com. and Off. 商業及辦公室	100%	52,742.86	2009
Longxi Garden 龍溪花園	Futian, Shenzhen 深圳市福田區	Res. 住宅	100%	6,515.27	1984-1996
Nongke Oasis Office Tower 農科綠洲辦公樓	Futian, Shenzhen 深圳市福田區	Off. 辦公室	100%	5,343.91	2012
Nongke Business Office Tower 農科商務辦公樓	Futian, Shenzhen 深圳市福田區	Off. and Com. 辦公室及商業	100%	859.16	2012
Xiangli Garden 香荔花園	Futian, Shenzhen 深圳市福田區	Com. 商業	100%	2,560.00	2003
Tanglang City 塘朗城	Nanshan, Shenzhen 深圳市南山區	Com., Carpark and Res. 商業、停車場及住宅	50%	68,397.16	2015-2018
Shum Yip Dongling 深業東嶺	Luohu, Shenzhen 深圳市羅湖區	Com. and Carpark 商業及停車場	95%	41,929.64	2018



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