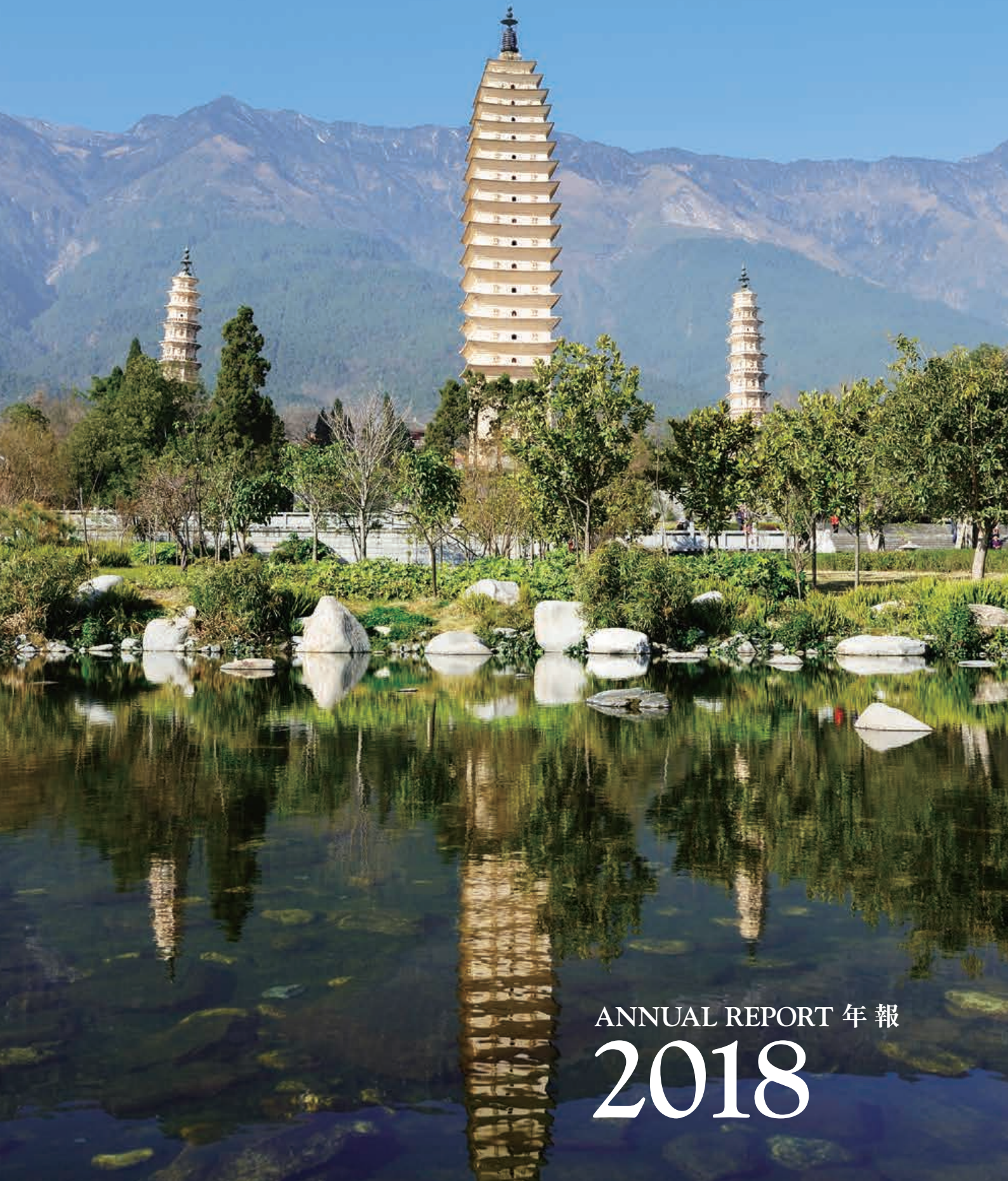




**China Beidahuang Industry Group Holdings Limited**  
**中國北大荒產業集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)  
(Stock Code 股份代號: 00039)



ANNUAL REPORT 年報

2018

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# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. LI Jiehong (*Chairman*)  
Mr. GU Chunyang (*Vice Chairman*)  
Mr. JIANG Jianjun  
Mr. KE Xionghan  
Mr. HUANG Wuguang

#### Non-executive Director

Ms. HO Wing Yan

#### Independent Non-executive Directors

Mr. CHONG Cha Hwa  
Mr. HO Man Fai  
Mr. YANG Yunguang

#### AUDIT COMMITTEE

Mr. CHONG Cha Hwa (*Chairman*)  
Mr. HO Man Fai  
Mr. YANG Yunguang

#### REMUNERATION COMMITTEE

Mr. CHONG Cha Hwa (*Chairman*)  
Mr. JIANG Jianjun  
Mr. HO Man Fai

#### NOMINATION COMMITTEE

Mr. LI Jiehong (*Chairman*)  
Mr. HO Man Fai  
Mr. CHONG Cha Hwa

#### COMPANY SECRETARY

Mr. CHAN Kwong Leung, Eric

#### AUDITOR

HLB Hodgson Impey Cheng Limited

### 董事會

#### 執行董事

李傑鴻先生 (*主席*)  
谷春陽先生 (*副主席*)  
江建軍先生  
柯雄瀚先生  
黃吳光先生

#### 非執行董事

何詠欣女士

#### 獨立非執行董事

張家華先生  
何文輝先生  
楊雲光先生

#### 審核委員會

張家華先生 (*主席*)  
何文輝先生  
楊雲光先生

#### 薪酬委員會

張家華先生 (*主席*)  
江建軍先生  
何文輝先生

#### 提名委員會

李傑鴻先生 (*主席*)  
何文輝先生  
張家華先生

#### 公司秘書

陳鄭良先生

#### 核數師

國衛會計師事務所有限公司

**REGISTERED OFFICE**

P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

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98 Granville Road, Tsim Sha Tsui  
Kowloon, Hong Kong  
Telephone: (852) 2880 5033  
Facsimile: (852) 2880 5398  
Website: <http://www.irasia.com/listco/hk/chinabeidahuang>

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

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

**HONG KONG BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road, North Point  
Hong Kong

**LISTING INFORMATION/STOCK CODE**

The Stock Exchange of Hong Kong Limited: 00039

**PRINCIPAL BANKERS**

The Hongkong and Shanghai Banking Corporation Limited  
China Construction Bank Corporation  
Industrial and Commercial Bank of China Limited  
Agricultural Bank of China Limited  
China Guangfa Bank Co., Ltd.  
Shanghai Pudong Development Bank Co., Ltd.

**註冊辦事處**

P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**總辦事處及主要營業地點**

香港九龍  
尖沙咀加連威老道98號  
東海商業中心11樓1101A室  
電話：(852) 2880 5033  
傳真：(852) 2880 5398  
網址：<http://www.irasia.com/listco/hk/chinabeidahuang>

**主要股份過戶登記處**

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

**香港股份過戶登記分處**

聯合證券登記有限公司  
香港  
北角英皇道338號  
華懋交易廣場2期  
33樓3301-04室

**上市資料／股份代號**

香港聯合交易所有限公司：00039

**主要往來銀行**

香港上海滙豐銀行有限公司  
中國建設銀行股份有限公司  
中國工商銀行股份有限公司  
中國農業銀行股份有限公司  
廣發銀行股份有限公司  
上海浦東發展銀行股份有限公司

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OVERVIEW

For the year ended 31 December 2018 (“Year”), the Group’s revenue amounted to approximately HK\$1,267.14 million (2017: HK\$1,114.64 million), representing an increase of 13.68% over last year. Gross profit of the Group was approximately HK\$169.93 million (2017: HK\$119.31 million). The profit (net of tax) was approximately HK\$11.78 million (2017: HK\$110.28 million). The increase in gross profit of HK\$50.62 million has been set-off by the significant decrease in other income of HK\$171.36 million which led to the large decrease in profit for the Year. In 2017, the Group was granted the cash award of HK\$136.91 million from the Lianyungang City Ganyu District People’s Government\* (連雲港市贛榆區人民政府) in recognition of the Group’s commitment towards the development of the construction projects in Jiangsu Province and the award was booked as other income of the Group for the year ended 31 December 2017. Such cash award however has not recurred for the year ended 31 December 2018 and became the main factor attributable to the significant decrease of profit for the Year. Earnings per share for the Year was HK0.08 cents (2017: HK2.20 cents).

The Group will continue to control the costs and focus on existing resources to further strengthen and grow the Group’s business both organically and through acquisitions when appropriate opportunities arise. The Group also plans to diversify the business mix and will seek for good investment opportunity with major focus in the PRC and Hong Kong.

Diversifications would be carefully selected among all the choices we explored and would be operated with experienced business partners.

### 概覽

截至二零一八年十二月三十一日止年度（「年內」），本集團取得收入約1,267,140,000港元（二零一七年：1,114,640,000港元），較去年增加13.68%。本集團之毛利約為169,930,000港元（二零一七年：119,310,000港元）。溢利（除稅後）約為11,780,000港元（二零一七年：110,280,000港元）。毛利增幅50,620,000港元已被其他收入大減171,360,000港元抵銷，繼而導致年內溢利大跌。於二零一七年，本集團獲得連雲港市贛榆區人民政府為表彰本集團對江蘇省建設項目發展作出之貢獻而授予現金獎勵136,910,000港元，該獎勵已於截至二零一七年十二月三十一日止年度入賬列為本集團之其他收入，而截至二零一八年十二月三十一日止年度再無出現有關現金獎勵，此情況成為年內溢利大幅下跌之主要因素。年內每股盈利為0.08港仙（二零一七年：2.20港仙）。

本集團將繼續控制成本及集中現有資源，以透過內部擴展及於適當時機進行收購進一步加強及發展本集團之業務。本集團亦計劃使業務組合更多元化，並將尋求以中國及香港為重心之投資良機。

本集團將從所物色之所有選擇中審慎甄選多元化之組合，並與經驗豐富之業務夥伴合作營運。

\* For identification purpose only

\* 僅供識別

### SEGMENTAL INFORMATION

#### Wine and Liquor Business

The Group's wine and liquor business was principally engaged in the sale and distribution of wine and liquor in the PRC.

During the Year, the wine and liquor business recorded a revenue of approximately HK\$8.33 million (2017: HK\$33.41 million), down 75.07% when compared with the last year and accounted for 0.66% (2017: 3.0%) of the total revenue. The sales decreased because the Group focused less on this business segment. The Group will keep to explore new customers but expects the sales will contribute a small portion to the Group's revenue in the future.

#### Trading of Food Products Business

Trading of food products business recorded a revenue of approximately HK\$772.71 million (2017: HK\$504.80 million), accounted for 60.98% (2017: 45.29%) of the total revenue. Gross profit of this business segment for the Year was approximately HK\$21.73 million (2017: HK\$13.33 million).

Through acquisition, the Group entered into the trading of commodity hog business since late 2017. The business contributed a stable revenue source to the Group. The increase in revenue in this segment was mainly attributable to the satisfactory trading of commodity hog.

#### Rental Business

The logistic facilities and office facilities renting business recorded a revenue of approximately HK\$249.97 million (2017: HK\$162.30 million), accounted for 19.73% of the total revenue. Gross profit of this business segment for the Year was approximately HK\$87.13 million (2017: HK\$39.35 million). After few years of development, this segment becomes one of the core businesses of the Group. The Group invested more funds in renting facilities which led to the large increase in revenue in this segment. The Group will keep on exploring and investing in potential renting facilities.

### 分類資料

#### 酒類業務

本集團之酒類業務主要為於中國銷售及分銷酒類。

年內，酒類業務錄得收入約8,330,000港元（二零一七年：33,410,000港元），較去年減少75.07%，並佔總收入0.66%（二零一七年：3.0%）。銷售額減少是由於本集團縮減該業務分類所致。本集團將繼續開發新客戶，惟預期有關銷售額日後佔本集團收入之一小部分。

#### 買賣食品業務

買賣食品業務錄得收入約772,710,000港元（二零一七年：504,800,000港元），佔總收入60.98%（二零一七年：45.29%）。該業務分類之年內毛利約為21,730,000港元（二零一七年：13,330,000港元）。

通過收購事項，本集團自二零一七年年底起進軍買賣商品豬業務。該項業務為本集團收入帶來穩定貢獻。該分類之收入增長主要源自買賣商品豬之情況理想。

#### 租賃業務

物流設施及辦公設施租賃業務錄得收入約249,970,000港元（二零一七年：162,300,000港元），佔總收入19.73%。該業務分類之年內毛利約為87,130,000港元（二零一七年：39,350,000港元）。經過數年發展，此分類業已成為本集團核心業務之一。本集團投放更多資金於租賃設施，帶動該分類收入大幅增長。本集團將繼續探索並投資於具潛力之租賃設施。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Money Lending Business

The money lending business recorded a revenue of HK\$36.56 million (2017: HK\$48.93 million), accounted for 2.89% (2017: 4.39%) of the total revenue. As most of the funds were used for other investments, less funds were available for money lending and the revenue of this segment decreased. Gross profit of this business segment for the Year was approximately HK\$36.56 million (2017: HK\$48.93 million).

### Construction and Development Business

After the completion of the disposal of 福建方潤建設集團有限公司 (Fujian Fangrun Construction Group Company Limited\*, "Fujian Fangrun") on 4 May 2018, there was no revenue from this segment (2017: HK\$230.52 million) and accounted for 0% (2017: 20.68%) of the total revenue from the execution of the contractual works contemplated under the PPP projects and the provision of on-going maintenance services in relation to the PPP projects during the Year. Although the business declined, the Group would continue to search for suitable PPP projects in the coming years. Besides construction, the Group started to acquire land for development. The Group is developing a land in Lianyuangang, the PRC, and the development is expected to be completed in 2019.

### Mineral Products Business

The mineral products business includes the flotation selection of non-ferrous metals mines and sales of mineral products. This business segment recorded a revenue of approximately HK\$199.57 million (2017: HK\$134.67 million) and accounted for 15.75% (2017: 12.08%) of the total revenue. The Group acquired this business since 2017 and is expected to spend more resources to develop this segment. The Group expects the market of this business will remain fine and the revenue contributed by this segment will represent a larger portion of the Group's revenue. Gross profit of this business segment for the Year was approximately HK\$23.95 million (2017: HK\$12.01 million).

### 放貸業務

放貸業務錄得收入36,560,000港元(二零一七年: 48,930,000港元)·佔總收入2.89%(二零一七年: 4.39%)。由於大部分資金已用於其他投資·故放貸業務可動用之資金減少·該分類之收入有所減少。該業務分類之年內毛利約為36,560,000港元(二零一七年: 48,930,000港元)。

### 建設及開發業務

於二零一八年五月四日完成出售福建方潤建設集團有限公司(「福建方潤」)後·該分類並無收入(二零一七年: 230,520,000港元)·佔年內執行PPP項目項下擬進行之合約工程及提供與PPP項目有關之持續維護服務總收入0%(二零一七年: 20.68%)。儘管該項業務萎縮·本集團於未來數年將繼續物色合適之PPP項目。除建設外·本集團已開始收購發展用地。本集團正於中國連雲港開發一幅土地·發展項目預期於二零一九年完成。

### 礦產業務

礦產業務包括有色金屬礦之浮選及礦產銷售。該業務分類錄得收入約199,570,000港元(二零一七年: 134,670,000港元)·佔總收入15.75%(二零一七年: 12.08%)。本集團於二零一七年購入該項業務·預計日後將投放更多資源發展該項業務。本集團仍然看好該項業務之市場·預期該分類之收入貢獻佔本集團收入之比例將會更大。該業務分類之年內毛利約為23,950,000港元(二零一七年: 12,010,000港元)。

\* For identification purpose only

\* 僅供識別

### DISPOSAL OF SUBSIDIARY

On 27 April 2018, 深圳市鵬達融通商貿有限公司 (Shenzhen Pengda Rongtong Trading Limited\*, “Shenzhen Pengda”), an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement pursuant to which Shenzhen Pengda agreed to sell, and 深圳市臻銘裝修裝飾工程有限公司 (Shenzhen Zhenming Decoration Engineering Co., Ltd\*) agreed to acquire 51% of the equity interest in Fujian Fangrun, at a consideration of RMB50 million (“Disposal”). The conditions precedent to the above agreement were fulfilled and the completion of the agreement took place on 4 May 2018. Upon completion of the Disposal on 4 May 2018, Shenzhen Pengda ceased to have any equity interest in Fujian Fangrun. The Group realized a gain of approximately HK\$9.5 million as a result of the Disposal. Details of the above transaction were disclosed in the announcements of the Company dated 27 April 2018 and 4 May 2018.

### BUSINESS PROSPECTS

The Group will continue to expand its existing businesses by developing its core business segments. The Group will also look for other potential businesses and related profitable businesses for acquisition.

### 出售附屬公司

於二零一八年四月二十七日，本公司之間接全資附屬公司深圳市鵬達融通商貿有限公司（「深圳鵬達」）訂立一份股權轉讓協議，據此，深圳鵬達同意出售而深圳市臻銘裝修裝飾工程有限公司同意收購福建方潤之51%股權，代價為人民幣50,000,000元（「出售事項」）。於二零一八年五月四日，上述協議之先決條件已達成，且該協議已完成。於二零一八年五月四日完成出售事項後，深圳鵬達不再擁有福建方潤之任何股權。本集團因出售事項而變現收益約9,500,000港元。上述交易之詳情於本公司日期為二零一八年四月二十七日及二零一八年五月四日之公佈內披露。

### 業務前景

本集團將繼續透過發展核心業務分類擴大其現有業務。本集團亦將尋求其他潛在業務及相關有利可圖的業務以作收購用途。

\* For identification purpose only

\* 僅供識別



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Memorandum of Understanding

(i) On 27 April 2018, the Company entered into a non-legally binding memorandum of understanding (the “MOU”) with a third party (the “Vendor”) in relation to the possible acquisition (“Possible Acquisition”) to acquire 70% of the equity interests respectively in two companies (the “Target Companies”) established in the PRC. The Target Companies are each owned by the Vendor as to 95% and a PRC citizen as to 5%. The Target Companies own the land use rights in respect of a piece of land of 471 mu at 1112 Jiaotong Avenue, Zengdu Economic Development Zone, Suizhou City, Hubei Province, the PRC (中國湖北省隨州市曾都經濟開發區交通大道1112號), with total planned building area of 300,000 sq. m. (the “Land”), of which 210,000 sq. m. have been utilized for building land properties (“Land Properties”). The land use rights in respect of the Land and the Land Properties have been pledged by the Target Companies to secure loans borrowed by the Target Companies and the Vendor, and are presently seized by the lenders of the loans. Pursuant to the MOU, the Vendor and the Company would negotiate in good faith the terms of the formal agreement for the Possible Acquisition within 6 month(s) after the date of the MOU (“Relevant Period”). The Company would conduct and the Vendor would provide assistance to the Company to conduct due diligence exercise on the Target Companies and their business and affairs. The Vendor undertook that during the Relevant Period, it would not (i) solicit, initiate, encourage or accept inquiries or offers from, or (ii) initiate or continue negotiations or discussions with or furnish any information to, or (iii) enter into any agreement or statement of intent or understanding with any person or entity other than the Company with respect to the sale or other disposition of the equity interests or any business of the Target Companies directly or indirectly. The Relevant Period expired on 26 October 2018 and after that date and up to the date of this report, the parties have not yet reached any final terms on the Possible Acquisition. Going forward, the Company will try to negotiate and finalize concrete terms with the Vendor on the Possible Acquisition. The Company will keep its shareholders and potential investors informed of the progress and results of the negotiation as and when appropriate.

### 諒解備忘錄

(i) 於二零一八年四月二十七日，本公司與一名第三方（「賣方」）訂立一份不具法律約束力之諒解備忘錄（「諒解備忘錄」），內容有關可能收購兩間於中國成立之公司（「目標公司」）各自之70%股權（「可能收購事項」）。每間目標公司由賣方擁有95%權益及由一名中國公民擁有5%權益。目標公司擁有位於中國湖北省隨州市曾都經濟開發區交通大道1112號之一幅土地之土地使用權，有關土地佔地471畝，總規劃建築面積達300,000平方米（「該土地」），其中210,000平方米已用作建設土地物業（「土地物業」）。該土地之土地使用權及土地物業已由目標公司質押，作為目標公司及賣方借貸之抵押，且目前由貸款之貸款人扣押。根據諒解備忘錄，賣方與本公司將於諒解備忘錄日期後六個月（「有關期間」）內就可能收購事項真誠磋商正式協議之條款。本公司將進行而賣方將向本公司提供協助以進行對目標公司以及其業務及事務之盡職審查。賣方已承諾，於有關期間內，其將不會直接或間接就銷售或以其他方式處置目標公司之股權或任何業務與本公司以外之任何人士或實體(i)尋求、提出、鼓勵或接受其查詢或要約，或(ii)提出或繼續磋商或討論或向其提供任何資料，或(iii)訂立任何協議或意向或諒解聲明。有關期間於二零一八年十月二十六日屆滿，其後直至本報告日期為止，訂約各方尚未就可能收購事項達致任何最終條款。本公司往後將努力與賣方就可能收購事項進行磋商並落實具體條款。本公司將於適當時候知會其股東及潛在投資者有關進展及商談結果。

(ii) On 8 June 2018, the Company entered into a non-legally binding memorandum of understanding (“MOU”) with Phoenix (Dongguan) Animals Nutrition Limited\* (菲尼氏(東莞)動物營養有限公司) (“Target Company”) and all of its shareholders (“Existing Shareholders”). Pursuant to the MOU, the Company intended to subscribe for the equity interest in the Target Company by way of capital injection into the Target Company (“Transaction”). The Transaction is subject to the formal agreement (“Capital Increase and Subscription Agreement”) between the Company, the Target Company and the Existing Shareholders. If the Capital Increase and Subscription Agreement proceeded and could be completed according to the terms therein, the Company would hold 51% of the enlarged registered capital of the Target Company. The Existing Shareholders would not participate in this capital increase in the Target Company.

As the due diligence exercise has not been progressed as expected, the Company, the Target Company and the Existing Shareholders have agreed not to pursue the transactions contemplated under the MOU and to terminate the MOU immediately by way of a termination agreement on 7 December 2018. Pursuant to the termination agreement, the Company, the Target Company and the Existing Shareholders shall release the other from all obligations and duties under the MOU and any other related agreements (if any) whatsoever.

(ii) 於二零一八年六月八日，本公司與菲尼氏(東莞)動物營養有限公司(「目標公司」)及其所有股東(「現有股東」)訂立一份不具法律約束力之諒解備忘錄(「諒解備忘錄」)。根據諒解備忘錄，本公司有意以向目標公司注資之方式認購目標公司之股權(「交易事項」)。交易事項須受本公司、目標公司及現有股東之間之正式協議(「增資及認購協議」)規限。倘增資及認購協議落實並可根據其條款完成，則本公司將持有目標公司經擴大註冊資本之51%權益。現有股東不得參與此次目標公司增資。

由於盡職審查並未按預期進行，故本公司、目標公司及現有股東已協定不進行諒解備忘錄項下擬進行之交易，並於二零一八年十二月七日透過終止協議立即終止諒解備忘錄。根據終止協議，本公司、目標公司及現有股東須解除其他方於諒解備忘錄及任何其他相關協議(如有)項下之所有義務及責任。

\* For identification purpose only

\* 僅供識別

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

(iii) On 22 March 2019, the Company entered into the strategic cooperation framework agreement (the “Framework Agreement”) with Leizhou Municipal People’s Government\* (雷州市人民政府) (“Leizhou MPG”, together with the Company, the “Parties”) in respect of, among other things, business cooperation between the Parties in the field of, among others, agricultural development. The scope of cooperation shall include agricultural product warehousing and logistics, cold chain logistics, and agricultural product processing. Leizhou MPG is the PRC government entity responsible for the affairs of Leizhou City, Guangdong Province, the PRC. Leizhou City is a county-level city in Guangdong Province, the PRC. It is under the jurisdiction of the prefecture-level city of Zhanjiang and it is located at the middle of Leizhou Peninsula. Leizhou City is an important agricultural product supply base in the Dawan District. It enjoys excellent geographical location and it possesses good agricultural production conditions. The cooperation is expected to develop modern warehousing and logistics, accelerate the promotion of rural revitalisation and poverty alleviation. The Company entered into the Framework Agreement with the intention of leveraging on the Parties’ respective strength, resources and expertise, which in turn could enhance the Group’s competitiveness.

(iii) 於二零一九年三月二十二日，本公司與雷州市人民政府（「雷州市政府」，連同本公司統稱為「訂約各方」）訂立戰略合作框架協議（「框架協議」），內容有關（其中包括）訂約各方於（其中包括）農業發展方面之業務合作。合作範圍包括農產品倉儲及物流、冷凍鏈物流及農產品加工。雷州市政府為中國政府實體，負責中國廣東省雷州市事務。雷州市為中國廣東省之一個縣級市，隸屬於地級市湛江市，並位於雷州半島中部。雷州市為大灣區之重要農產品供應基地，其地理位置優越並具備良好農業生產條件。預期合作將發展現代倉儲及物流，加快推進農村振興及扶貧。本公司訂立框架協議乃有意發揮訂約各方各自之實力、資源及專業知識，從而提升本集團之競爭力。

\* For identification purpose only

\* 僅供識別

### Business Co-operation

- (i) As announced on 28 January 2014, the Group has started to explore co-operation opportunity with 中電華通通信有限公司 (CECT-Chinacomm Communications Co., Limited\*, “CECT-Chinacomm”), a company incorporated in the PRC with limited liability. CECT-Chinacomm and its ultimate beneficial owners are independent of and not connected with the Company and its connected persons. CECT-Chinacomm has the development right in respect of a parcel of land in the Beijing Economic and Technological Development Area and will construct a project known as Beijing Wireless Broadband Industrial Park (the “Project”) on the parcel of land. An indirect subsidiary of CECT-Chinacomm is appointed as the operating company of the Project, and has legally obtained the Land Use Right Certificate, the Planning Permit and the Construction Land Use Permit. The cooperation is still in the discussion stage and no formal agreement has been entered into by the parties as at the date of this report. The Board expects that the Company will be able to join CECT-Chinacomm and its subsidiary to develop the Project for commercial benefits.

### 業務合作

- (i) 如於二零一四年一月二十八日所公佈，本集團已開始探索與中電華通通信有限公司（「中電華通」，一間於中國註冊成立之有限責任公司）合作之機會。中電華通及其最終實益擁有人均獨立於本公司及其關連人士且與彼等概無關連。中電華通擁有北京經濟技術開發區一幅地塊之開發權，並將會在該地塊建設北京無線寬帶產業園項目（「該項目」）。中電華通之間接附屬公司獲委聘為該項目之營運公司，其已合法取得土地使用權證、規劃許可證及建設用地許可證。該合作仍在討論階段，於本報告日期，各方尚未訂立正式協議。董事會預期本公司將可與中電華通及其附屬公司共同開發該項目，以取得商業利益。

\* For identification purpose only

\* 僅供識別

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

- (ii) On 28 September 2017, the Company entered into an agreement with Jiangsu Province Ganyu Marine Economic Development Zone Management Committee and Lianyungang City Ganyu District Qingkou Town People's Government (collectively, "Party A") wherein the Company will invest and participate in the construction of the China Ganyu Marine Science and Technology City Project (the "Project") initiated by the Lianyungang City Ganyu District People's Government. Through facilities, platform construction, business integration, scientific research, entertainment, ecological and other urban elements, the Project will extend the ocean industrial chain and build the China Ganyu Marine Science and Technology City as a modern marine industry complex with major focus on cold chain logistics, fresh seafood transactions and catering services, supplemented by facilities such as technology research and development, E-commerce and tourism. The Project will include six sub-projects, namely, (i) cold chain logistics base; (ii) seafood transactions market; (iii) E-commerce business platform; (iv) seafood products display transactions centre; (v) marine science and technology art gallery and (vi) seafood food city. The Company will participate in the investment, construction and operation of three out of the six sub-projects, namely, (i) seafood food city; (ii) cold chain logistics base; and (iii) seafood transactions market. The Company also entered into an agreement with Party A in relation to the sub-project "Seafood Food City" on 28 September 2017. The Company will invest RMB300 million for the construction of the Seafood Food City and ancillary landscape facilities.
- (ii) 於二零一七年九月二十八日，本公司與江蘇省贛榆海洋經濟開發區管理委員會及連雲港市贛榆區青口鎮人民政府（統稱「甲方」）訂立一份協議，據此，本公司將投資及參與建設由連雲港市贛榆區人民政府開發之中國贛榆海洋科技城項目（「該項目」）。透過設施配套、平台建設、商業整合、科研、娛樂、生態及其他城市要素，該項目將會延伸海洋產業鏈，把中國贛榆海洋科技城建設成一個以冷鏈物流、海鮮交易及餐飲服務為主，融合科技研發、電子商務、旅遊為一體之現代海洋產業綜合體。該項目將包括六個子項目，即(i)冷鏈物流基地；(ii)海鮮交易市場；(iii)電子商務平台；(iv)海鮮產品展示交易中心；(v)海洋科技藝術館及(vi)海鮮美食城。本公司將參與六個子項目中三個子項目之投資、建設及運營，即(i)海鮮美食城；(ii)冷鏈物流基地；及(iii)海鮮交易市場。於二零一七年九月二十八日，本公司亦與甲方就子項目「海鮮美食城」訂立一份協議。本公司將投資人民幣300,000,000元建設海鮮美食城及景觀配套設施。

On 5 December 2017, Lianyungang Huajin Huahong Shiye Company Limited\* (連雲港華金華鴻實業有限公司) (“Company A”), a direct wholly-owned subsidiary of the Company, made a successful bid for the land use rights of a land parcel with code no. 2017G23 (the “Land Parcel”) located at the east side of the 242 Provincial Highway, the north side of the Shawang River in the China Ganyu Marine and Technology City, Jiangsu Province, the PRC through listing for sale process (the “Acquisition”) in the public auction (“Auction”) held by Bureau of Land and Resources of Lianyungang City Ganyu District\* (連雲港市贛榆區國土資源局) (“Vendor”) for transfer of state-owned land use rights (“Land Use Rights”) at a consideration of RMB143.6 million. The consideration of the Acquisition was determined based on the Auction documents issued by the Vendor.

The Land Parcel has a total site area of approximately 62,820 square meters and permitted plot ratio of not more than 1.0. The Land Parcel is designated for the commercial use with the term of 40 years.

Following the successful bid at the Auction and the subsequent issue of the confirmation notice by the Vendor to Company A in respect of the Land Parcel on 5 December 2017, Company A and the Vendor have entered into Land Use Rights Grant Contract after the trading hours on 27 December 2017.

During the Year, Company A has obtained the Land Planning Permit and the Construction Planning Permit for the “Seafood Food City”. On 24 December 2018, the commercial housing pre-sale permit of phase one of the Seafood Food City was also obtained and would be available for sale in the second half of 2019. It is expected that the whole construction of the Seafood Food City on the Land Parcel will be completed on or before 19 March 2021.

The Directors believe the above agreements facilitates the Group’s further business diversification and expansion and also widens its business prospects in the PRC, details of which were disclosed in the announcements of the Company dated 28 September 2017 and 27 December 2017.

\* For identification purpose only

於二零一七年十二月五日，本公司之直接全資附屬公司連雲港華金華鴻實業有限公司（「A公司」）透過掛牌出讓於連雲港市贛榆區國土資源局（「賣方」）舉行之出讓國有土地使用權（「土地使用權」）之公開拍賣會（「拍賣會」）上，成功以代價人民幣143,600,000元競投一幅位於中國江蘇省贛榆海洋科技城內242省道東側，沙汪河北側之土地編號為2017G23之宗地（「該地塊」）之土地使用權（「收購事項」）。收購事項之代價乃根據賣方所發出之拍賣會文件釐定。

該地塊之總佔地面積約為62,820平方米，許可容積率不超過1.0。該地塊指定作商業用途，使用年限為40年。

於拍賣會上成功競標及賣方隨後於二零一七年十二月五日向A公司發出有關該地塊之成交確認書後，A公司與賣方已於二零一七年十二月二十七日交易時段後訂立土地使用權出讓合同。

年內，A公司已取得「海鮮美食城」之建設用地規劃許可證及建設工程規劃許可證。於二零一八年十二月二十四日，海鮮美食城第一期已獲授商品房預售許可證，將於二零一九年下半年可供銷售。預計於該地塊上興建海鮮美食城之整項工程將於二零二一年三月十九日或之前完成。

董事相信，上述協議有利於本集團業務在中國進一步多元化發展及擴張以及拓闊其業務前景，詳情於本公司日期為二零一七年九月二十八日及二零一七年十二月二十七日之公佈內披露。

\* 僅供識別

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

The Group achieved a revenue of approximately HK\$1,267.14 million (2017: HK\$1,114.64 million), representing an increase of 13.68% over last year. Gross profit of the Group was approximately HK\$169.93 million (2017: HK\$119.31 million). The profit (net of tax) was HK\$11.78 million (2017: HK\$110.28 million).

#### Other Income

It included the income of HK\$15.11 million (2017: HK\$8.19 million) arising from the forfeit of the rental agreement. Besides, there was a fair value gain on investment properties amounted to HK\$7.09 million (2017: HK\$43.32 million). Other income in 2017 mainly comprised the non-refundable cash award granted by the Lianyungang City Ganyu District People's Government\* (連雲港市贛榆區人民政府) in recognition of the Group's commitment towards the development of the construction projects in Jiangsu Province, the cash award amounted to HK\$136.91 million.

#### Selling and Distribution Expenses

Selling and distribution expenses were approximately HK\$21.21 million (2017: HK\$20.30 million), representing an increase of 4.48% from last year and 1.67% (2017: 1.82%) of the Group's revenue.

#### Administrative Expenses

Administrative expenses were approximately HK\$120.30 million (2017: HK\$138.27 million), representing a decrease of 13.00% from last year. The general administrative expenses increased due to the expansion of the Group's business. However, the overall administrative expenses decreased because of the reduction of the equity-settled share option expenses for share options granted in 2015 and 2016, which amounted to HK\$1.06 million (2017: HK\$42.57 million).

#### Finance Costs

Finance costs were approximately HK\$51.59 million (2017: HK\$44.71 million), representing an increase of 15.39% over last year. The increase in finance costs was due to the issuance of the HK\$200 million 10% coupon convertible bonds, the issuance of HK\$150 million senior corporate securities bond and additional drawn down of bank loans in 2017 by the Company's subsidiaries.

\* For identification purpose only

### 財務回顧

#### 收入

本集團取得收入約1,267,140,000港元(二零一七年:1,114,640,000港元),較去年增加13.68%。本集團之毛利約為169,930,000港元(二零一七年:119,310,000港元)。溢利(除稅後)為11,780,000港元(二零一七年:110,280,000港元)。

#### 其他收入

其他收入包括放棄租賃協議產生之收入15,110,000港元(二零一七年:8,190,000港元)。此外,投資物業之公允值收益為7,090,000港元(二零一七年:43,320,000港元)。二零一七年之其他收入主要包括連雲港市贛榆區人民政府為表彰本集團對江蘇省建設項目發展作出之承諾而授予之不可退還現金獎勵,為數136,910,000港元。

#### 銷售及分銷開支

銷售及分銷開支約為21,210,000港元(二零一七年:20,300,000港元),較去年增加4.48%,佔本集團收入之1.67%(二零一七年:1.82%)。

#### 行政開支

行政開支約為120,300,000港元(二零一七年:138,270,000港元),較去年減少13.00%。一般行政開支增加乃因本集團拓展業務所致。然而,整體行政開支減少,原因在於在二零一五年及二零一六年授出購股權之股權結算購股權開支減少,金額為1,060,000港元(二零一七年:42,570,000港元)。

#### 融資成本

融資成本約為51,590,000港元(二零一七年:44,710,000港元),較去年上升15.39%。融資成本上升是由於本公司之附屬公司在二零一七年發行200,000,000港元票息為10%之可換股債券、發行150,000,000港元之優先公司債券及提取更多之銀行貸款所致。

\* 僅供識別

### Prepayments, Deposits and Other Receivables

Included in prepayments, deposits and other receivables, there were trade deposits of HK\$199.18 million (2017: HK\$219.29 million) paid for food products and mineral products. The amounts of approximately HK\$48.59 million (2017: HK\$67.74 million) were the progress payments for the investment targets. HK\$79.39 million (2017: HK\$33.10 million) was paid as rental deposit for the rental business and HK\$64.34 million (2017: HK\$11.51 million) was paid as deposit for the new warehouse construction. No retention money (2017: HK\$9.79 million) for contract work was paid.

### Capital Structure, Liquidity and Financial Resources

During the Year, the Company issued a total of 200,000,000 new shares due to issue of subscription shares. In addition, the Company repurchased a total of 17,000,000 shares of the Company in 2018 and 17,000,000 shares repurchased by the Company during the year ended 31 December 2017 were cancelled during the Year. As a result, the total number of issued shares of the Company increased by 183,000,000 shares to 5,617,258,084 shares as at 31 December 2018.

As at 31 December 2018, the Group had net assets to owners of the parent of approximately HK\$1,459.01 million (2017: HK\$1,462.21 million). Net current assets of the Group as at 31 December 2018 amounted to approximately HK\$352.57 million (2017: HK\$398.15 million). The current ratio (calculated as current assets to current liabilities) for the Year was 1.36 (2017: 1.45).

The Group's unpledged cash and cash equivalents as at 31 December 2018 amounted to approximately HK\$37.28 million (2017: HK\$66.18 million), which were denominated in Hong Kong dollars and Renminbi, and the Group's pledged deposit as at 31 December 2018 amounted to approximately HK\$83.58 million (2017: HK\$214.23 million).

As at 31 December 2018, the Group's total borrowings amounted to approximately HK\$533.83 million (2017: HK\$616.56 million). All of the Group's borrowings were denominated in Renminbi and Hong Kong dollars.

### 預付款項、按金及其他應收款項

預付款項、按金及其他應收款項包括就食品及礦產支付之199,180,000港元(二零一七年: 219,290,000港元)貿易按金。約48,590,000港元(二零一七年: 67,740,000港元)為就投資目標作出之分階段付款。79,390,000港元(二零一七年: 33,100,000港元)為租賃業務之已付租金按金,而64,340,000港元(二零一七年: 11,510,000港元)為新倉儲建設之已付按金。並無合約工程之已付預留款(二零一七年: 9,790,000港元)。

### 資本架構、流動資金及財務資源

本集團年內因發行認購股份而發行合共200,000,000股新股份。此外,本公司於二零一八年購回其合共17,000,000股股份,並於年內註銷於截至二零一七年十二月三十一日止年度購回之17,000,000股股份。因此,本公司之已發行股份總數增加183,000,000股股份至於二零一八年十二月三十一日之5,617,258,084股股份。

本集團於二零一八年十二月三十一日之母公司擁有人應佔資產淨值約為1,459,010,000港元(二零一七年: 1,462,210,000港元)。本集團於二零一八年十二月三十一日之流動資產淨值約為352,570,000港元(二零一七年: 398,150,000港元)。年內之流動比率(按流動資產除以流動負債計算)為1.36(二零一七年: 1.45)。

於二零一八年十二月三十一日,本集團之無抵押現金及現金等值物約為37,280,000港元(二零一七年: 66,180,000港元),乃以港元及人民幣計值,而於二零一八年十二月三十一日之已抵押存款約為83,580,000港元(二零一七年: 214,230,000港元)。

於二零一八年十二月三十一日,本集團之總借貸約為533,830,000港元(二零一七年: 616,560,000港元)。本集團所有借貸以人民幣及港元計值。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The bank loans, other borrowings and amounts due to related parties are charged at fixed interest rates. The gearing ratio of the Group as at 31 December 2018 (calculated as net debt divided by equity attributable to owners of the parent plus net debt) was 37.21% (2017: 35.08%). The ratio was at reasonably adequate level as at 31 December 2018. Having considered the Group's current unpledged cash and cash equivalents, bank and other borrowings, and banking facilities, the management believes that the Group's financial resources are sufficient for its day-to-day operations. The Group did not use financial instruments for financial hedging purposes during the Year.

The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. Fluctuations in Renminbi may impact the Group's results and net assets value as the Group's consolidated financial statements are presented in Hong Kong dollars. The Group's treasury policy is to manage its foreign currency exposure only when its potential financial impact is material to the Group. The Group will continue to monitor its foreign exchange position and, if necessary, utilize hedging tools, if available, to manage its foreign currency exposure.

#### Charge on Assets and Contingent Liabilities

As at 31 December 2018, HK\$83.58 million was pledged to banks to secure the Group's bills payable (2017: HK\$214.23 million).

#### ANALYSIS OF MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the sales to the top 5 customers amounted to HK\$657,969,000, representing an increase of 824% from HK\$79,849,000 for the year ended 31 December 2017.

銀行貸款、其他借貸及應付關聯方款項以固定利率計息。本集團於二零一八年十二月三十一日之資產負債比率（按債務淨額除以母公司擁有人應佔權益加債務淨額計算）為37.21%（二零一七年：35.08%）。於二零一八年十二月三十一日，該比率處於合理充足水平。經考慮本集團之流動無抵押現金及現金等值物、銀行及其他借貸以及銀行融資後，管理層相信本集團具備足夠財務資源應付日常營運所需。年內，本集團並無使用金融工具作金融對沖用途。

本集團之業務交易、資產及負債主要以人民幣及港元計值。由於本集團之綜合財務報表以港元呈列，故人民幣波動可能影響本集團之業績及資產淨值。本集團之財政政策是僅於潛在財務影響對本集團而言屬重大之情況下，方管理其外幣風險。本集團將繼續監察其外匯狀況及（如有需要）採用對沖工具（如有），以管理其外幣風險。

#### 資產抵押及或然負債

於二零一八年十二月三十一日，83,580,000港元已抵押予銀行，以取得本集團之應付票據（二零一七年：214,230,000港元）。

#### 主要客戶及供應商分析

年內，對五大客戶之銷售額為657,969,000港元，較截至二零一七年十二月三十一日止年度之79,849,000港元增加824%。

Our top 5 customers in the Year represented approximately 51.93% of our total revenue as compared to approximately 34.08% in 2017. Our largest customer accounted for approximately 38.14% of our total revenue in the Year as compared to approximately 10.24% in 2017. The increase was mainly due to the new business line of trading of commodity hog. The other 4 customers represented 13.79% are the suppliers of staple food. All of our top 5 customers are located in southern China and are companies engaged in the trading of food in the PRC. Our management visited these customers frequently and understand the demand of these customers. Therefore, the Group developed a stable relationship with these major customers. The Group has 1 to 5 years business relationship with these customers and our management has confident to keep the long-term relationship. They are required to prepay for the goods and services at the agreed commercial terms. Therefore, there was no related doubtful debts.

During the Year, the purchases from the top 5 major suppliers amounted to HK\$553,229,000, representing an increase of about 8.87% from HK\$508,151,000 for the year ended 31 December 2017.

Our top 5 suppliers in the Year represented approximately 50.42% of our total purchases as compared to approximately 80.88% in 2017. Our largest supplier accounted for approximately 17.25% of our total purchases in the Year as compared to approximately 40.97% in 2017. The Group had always been searching for suppliers with competitive terms. Other than the suppliers of new business line of trading of commodity hog, suppliers are similar with previous year. 3 suppliers are the suppliers of food and 2 suppliers are the suppliers of pig in the PRC and the Group is required to prepay for the goods.

年內，五大客戶佔總收入約51.93%，而二零一七年則佔約34.08%。年內，最大客戶佔總收入約38.14%，而二零一七年則佔約10.24%。有關上升主要是由於新增買賣商品豬業務所致。其餘四名客戶佔13.79%，為主食品供應商。五大客戶均位於華南，並為於中國從事食品貿易之公司。管理層頻繁訪問該等客戶並了解該等客戶之需要。因此，本集團已與該等主要客戶建立穩定關係。本集團與該等客戶之業務關係達一至五年，且管理層深信可保持長期關係。彼等須按協定之商業條款就貨品及服務預付款項，因此，並無有關呆賬。

年內，向五大主要供應商之採購額為553,229,000港元，較截至二零一七年十二月三十一日止年度之508,151,000港元增加約8.87%。

年內五大供應商佔總採購額約50.42%，而二零一七年則佔約80.88%。年內最大供應商佔總採購額約17.25%，而二零一七年則佔約40.97%。本集團不斷物色提供具有競爭力的條款之供應商。除新買賣商品豬業務之供應商外，供應商與以往年度相似。三名供應商為中國食品供應商，而兩名供應商為中國豬供應商，且本集團須就貨品預付款項。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### KEY RISKS AND UNCERTAINTIES

#### Reliance on a Small Number of Key Suppliers

The Group's five largest suppliers, which accounted for 50.42% of the Group's total purchases, are all related to the purchases of staple food and pig. There is no assurance that these major suppliers shall continue to provide the products to us at price acceptable to our Group. In the event that our Group were unable to retain these suppliers, or procure replacement suppliers, our business, results of operations, profitability and liquidity might be adversely affected. However, the Group has established strong business relationship with these major suppliers. The Group has also been diversifying its business into other industry including logistic warehouse business and mining business. Therefore, it is expected that the risk of concentration on key suppliers can be reduced in the future.

#### Investment Risk

Investment risk can be defined as the likelihood of extension of its return period relative to the expected return period or occurrence of losses on any particular investment attributable to changes of external factors. The Group is well aware of the importance of exploring various business opportunities and territories on a continual basis, and has also implemented such strategy as the top agenda of the Year. Key concern of projects investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper investment assessment and due diligence procedures have been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of our Group would be submitted to the Board.

#### Foreign Exchange Risk

The Group mainly operates in the PRC with most of the transactions originally denominated and settled in Renminbi, of which foreign exchange risk is considered insignificant. The Group is exposed to foreign exchange risk primarily with respect to certain of its bank deposits which are denominated in Hong Kong dollars and United States dollars. Renminbi experienced certain fluctuation against Hong Kong dollars and United States dollars during the year 2018 which is the major reason for the exchange loss recognised by the Group.

### 主要風險及不明朗因素

#### 依賴小部分主要供應商

本集團之五大供應商（佔本集團總採購額50.42%）均與主食品及豬採購相關。概不保證該等主要供應商將持續按本集團可接受之價格向本集團提供產品。倘本集團無法保留該等供應商或覓得替代供應商，則本集團之業務、經營業績、盈利能力及流動資金或會受到不利影響。然而，本集團已與該等主要供應商建立穩固業務關係，且本集團一直致力分散其業務以擴展至其他行業，包括物流倉儲業務及採礦業務，因此，預計日後集中於主要供應商之風險將會有所減少。

#### 投資風險

投資風險可界定為因各項外在因素變化導致任何一項投資之回報期相對其預期回報期有所延長或投資項目出現虧損之可能性。本集團深明持續開拓業務機會及區域之重要性，並在年內重點工作任務中落實此策略。項目投資框架主要考慮之因素將平衡各類投資之風險及回報，因此，風險評估乃投資決策過程中重要的一環。本集團已設立適當之投資評估及盡職調查程序，並會於批准投資前進行詳細分析。本集團會定期更新投資項目之進度，並向董事會匯報。

#### 外匯風險

本集團主要於中國營運，大部分交易最初以人民幣計值及結算，而其外匯風險被視為甚微。本集團面臨之外匯風險主要涉及若干以港元及美元計值之銀行存款。於二零一八年，人民幣兌港元及美元經歷一定的波動，此乃本集團確認外匯虧損之主要原因。

During the year ended 31 December 2018, the Group did not carry out any hedging activity against foreign currency risk. Any substantial exchange rate fluctuation of foreign currencies against Renminbi may have a financial impact on the Group.

### OTHER INFORMATION

#### Subscription of New Shares Under General Mandate

On 27 August 2018, the Company entered into the subscription agreements separately with each of the six independent subscribers for the subscription of an aggregate of 200,000,000 subscription shares at the subscription price of HK\$0.30 per subscription share ("Subscription"). The closing market price was HK\$0.27 per share at the date of the subscription agreements.

The Board considered that the Subscription represented an opportunity to raise additional funding for the Group's business operation, investment and acquisitions, and also to strengthen the capital base and financial position for the Group's future business developments and broaden the shareholder base of the Company. Furthermore, the Board considered that the Subscription was a preferred method of fund raising as compared with other equity fund raising exercises based on time and costs involved.

The Subscription was completed on 11 September 2018 and the Company issued 200,000,000 subscription shares to the subscribers. The aggregate proceeds from the Subscription amounted to HK\$60.0 million which was intended to be used by the Company for the Group's business development, investments, acquisition, repayment of loans and general working capital purposes. The net proceeds and the net price per subscription share in respect of the Subscription was approximately HK\$59.9 million and HK\$0.2995 respectively, after deducting all the professional fees incurred in the Subscription. The Company had fully utilised the net proceeds to as intended. Details of the Subscription were set out in the announcements of the Company dated 27 August 2018 and 11 September 2018.

於截至二零一八年十二月三十一日止年度，本集團並無開展任何對沖外幣風險之活動。外幣兌人民幣之匯率如有任何重大波動，或會對本集團造成財務影響。

### 其他資料

#### 根據一般授權認購新股份

於二零一八年八月二十七日，本公司就按認購價每股認購股份0.30港元認購合共200,000,000股認購股份與六名獨立認購方各自訂立認購協議（「認購事項」）。於認購協議日期，收市價為每股0.27港元。

董事會認為，認購事項乃為本集團之業務營運、投資及收購籌集額外資金之機會，亦將為本集團之未來業務發展加強資本基礎及鞏固財務狀況並擴闊本公司之股東基礎。此外，董事會認為，就所涉及之時間及成本而言，與其他股本集資活動比較，認購事項為更理想之集資方法。

認購事項已於二零一八年九月十一日完成，本公司亦已向認購方發行200,000,000股認購股份。認購事項之所得款項總額為60,000,000港元，擬由本公司用作本集團之業務發展、投資、收購、償還貸款及一般營運資金用途。經扣除認購事項所產生之所有專業費用後，認購事項之所得款項淨額及每股認購股份淨價分別約為59,900,000港元及0.2995港元。本公司已按擬定用途動用所有所得款項淨額。認購事項之詳情於本公司日期為二零一八年八月二十七日及二零一八年九月十一日之公佈內載列。

### LITIGATION

- (i) On 18 August 2015, the Company received a writ of summons issued by the Registry of the High Court of Hong Kong (the “Writ”) relating to the claim by Mr. Qu Shuncai (“Mr. Qu”), a former director. Pursuant to the Writ, Mr. Qu, as the plaintiff of the claim, claims against the Company for the sum of HK\$6,069,000 being damages for the Company’s wrongful refusal of the issue of 2,500,000 shares of the Company to him upon exercise of the share options of the Company by Mr. Qu. The submission of the Writ was completed against the proceedings for the above case and entered into the case management stage. There was a case management hearing on 20 September 2017. The court ordered the parties to exchange their respective witness statements on 20 December 2017. The parties complied with the said order to exchange the witness statements. Moreover, the parties also exchanged their supplemental witness statements in mid of August 2018. Subsequently, we filed our amended pleadings in late of February 2019. Mr. Qu filed his amended pleadings on 23 April 2019 and there will be another case management hearing on 18 September 2019. The Company will update its shareholders and investors about the status of the case by way of announcement as and when required in accordance with the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### 訴訟

- (i) 於二零一五年八月十八日，本公司收到香港高等法院登記處簽發之傳訊令狀（「令狀」），內容有關前董事屈順才先生（「屈先生」）提出之索償。根據令狀，屈先生（作為索償原告）就本公司於屈先生行使本公司之購股權後不當拒絕向其發行2,500,000股本公司股份而向本公司索償金額6,069,000港元（即損害賠償）。上述案件訴訟程序已完成提交令狀，並進入案件管理階段。案件管理會議聆訊已於二零一七年九月二十日進行。於二零一七年十二月二十日，法院頒令雙方交換證人陳述書。雙方已服從上述頒令交換證人陳述書。此外，雙方亦於二零一八年八月中旬交換其補充證人陳述書。隨後，我方已於二零一九年二月下旬提交經修訂訴狀。屈先生已於二零一九年四月二十三日提交經修訂訴狀，然後下一次案件管理會議聆訊將於二零一九年九月十八日進行。本公司根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」），將於需要時以公佈形式向其股東及投資者提供有關案件進展之最新情況。

(ii) The Company is aware that two civil litigations in relation to its cooperation contracts were filed with the People's Court of Qianhai Cooperation Zone, Guangdong Province against the Company, and a bank account of one of its subsidiaries was frozen as a result thereof. After obtaining PRC legal advice, the Company believes that the probability of compensation being payable is low. While waiting for the writ of summons to be issued by the court, the Company is seeking further information about the status and processes of these cases from its PRC lawyers. After obtaining such information, the Company will provide further information about these cases by way of announcement as and when required.

#### EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2018, the Group had approximately 174 (2017: 165) employees in Hong Kong and the PRC with total staff costs amounting to approximately HK\$28.85 million (2017: HK\$35.24 million). Remuneration of employees is offered at competitive standards, generally structured with reference to market terms and individual qualifications. The Company has adopted the share option schemes aiming to provide incentives to participants for their contributions to the Group, and to enable the Group to recruit and retain quality employees to serve the Group on a long-term basis.

(ii) 本公司知悉廣東省前海合作區人民法院有兩宗對本公司由於合作合同糾紛導致的民事起訴，導致本公司旗下其中一間附屬公司的其中一個銀行戶口受到凍結。本公司諮詢了中國律師的意見後，認為需要賠償的機會不大，本公司現正等待法院的傳票，並透過中國律師了解進一步的狀況及程序，待了解後如有需要會考慮作出公佈交代事情發展。

#### 僱員及薪酬政策

於二零一八年十二月三十一日，本集團於香港及中國約有174名（二零一七年：165名）僱員，總員工成本約為28,850,000港元（二零一七年：35,240,000港元）。僱員薪酬維持於具競爭力之水平，一般根據市場水平及個別員工資歷釐定。本公司已採納購股權計劃，旨在鼓勵及獎賞參與者對本集團作出貢獻，並讓本集團可招聘及挽留優秀僱員長期為本集團服務。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company has always recognised the importance of shareholders' transparency and accountability. It is the belief of the board of directors (the "Board") of the Company that shareholders can maximise their benefits from good corporate governance.

The Company has complied with all code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") during the year ended 31 December 2018, except where otherwise stated.

### THE BOARD

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances. Daily operations and execution are delegated to the management. The Board is also responsible for performing the corporate governance duties as set out below:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to directors and employees; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### 企業管治常規

本公司一貫重視對股東之透明度及責任心。本公司董事會（「董事會」）深信，良好之企業管治能為股東帶來最大回報。

除另有說明者外，本公司已於截至二零一八年十二月三十一日止年度遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之所有守則條文。

### 董事會

董事會負責領導及管控本公司，並監督本集團之業務、戰略決策及表現。日常營運及行政工作指派予管理層。董事會亦負責履行下列企業管治職責：

- (a) 制定及檢討本公司之企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制定、檢討及監察董事及僱員適用之操守守則及合規手冊（如有）；及
- (e) 檢討本公司遵守企業管治守則之情況及載於企業管治報告之披露。

The executive directors are responsible for running the Group and executing the strategies adopted by the Board. The non-executive directors provide the Group with a wide range of expertise and experience. Their participation in Board meetings bring independent judgment on issues relating to the Group's strategy, performance, conflicts of interests and management process, to ensure that the interests of all shareholders are taken into account. The independent non-executive directors ensure that the Board accounts for the interests of all shareholders and that all issues are considered in an objective manner.

The Board believes that the balance between executive and non-executive directors is reasonable and adequate to provide checks and balances that safeguard the interests of shareholders and the Group. The Company considers that the Board has the necessary skills and experience appropriate for discharging their duties as directors in the best interests of the Company and that the current Board size is adequate for its present operations.

At 31 December 2018, the Board comprised six executive directors, namely Mr. Li Jiehong (Chairman), Mr. Gu Chunyang (Vice Chairman), Mr. Jiang Jianjun, Mr. Ke Xionghan, Mr. Zeng Fanxiong and Mr. Huang Wuguang; two non-executive directors, namely Ms. Ho Wing Yan and Mr. Wang Jianguo; and four independent non-executive directors, namely Mr. Chong Cha Hwa, Mr. Ho Man Fai, Mr. Yang Yunguang and Mr. Zhang Xianming. Biographical details of the current directors are set out on pages 43 to 45 of this annual report.

During the period from 1 November 2018 to 9 December 2018, the Company failed to comply with the following requirements of the Listing Rules and the CG Code as a result of the resignation of Dr. Loke Yu as an independent non-executive director on 1 November 2018:

- (a) at least three independent non-executive directors on the Board under Rule 3.10(1) of the Listing Rules;
- (b) independent non-executive directors who represent at least one-third of the Board under Rule 3.10A of the Listing Rules;

執行董事負責本集團之運作及執行董事會採納之策略。非執行董事為本集團提供廣泛之專業知識及豐富經驗。彼等透過參與董事會會議，在本集團之策略、表現、利益衝突及管理流程等事宜上帶來獨立判斷，以確保所有股東之利益均獲得考慮。獨立非執行董事確保董事會考慮到所有股東之利益，並確保客觀考慮所有事宜。

董事會相信執行董事及非執行董事之間取得合理平衡，足以為保障股東及本集團之利益提供監察及制衡。本公司認為，董事會具備所需之適切技能及經驗，能夠以符合本公司最佳利益之方式履行彼等之董事職責，且現行董事會規模就現時營運而言誠屬恰當。

於二零一八年十二月三十一日，董事會包括六名執行董事：李傑鴻先生（主席）、谷春陽先生（副主席）、江建軍先生、柯雄瀚先生、曾凡雄先生及黃吳光先生；兩名非執行董事：何詠欣女士及王建國先生；以及四名獨立非執行董事：張家華先生、何文輝先生、楊雲光先生及張顯明先生。現任董事之履歷詳情載於本年報第43至45頁。

於二零一八年十一月一日至二零一八年十二月九日期間，由於陸海林博士於二零一八年十一月一日辭任獨立非執行董事，故本公司未能遵守下列上市規則及企業管治守則之規定：

- (a) 根據上市規則第3.10(1)條，董事會必須包括至少三名獨立非執行董事；
- (b) 根據上市規則第3.10A條，獨立非執行董事必須佔董事會成員人數至少三分之一；



- (c) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise (the “Qualification”) under Rule 3.10(2) of the Listing Rules;
- (d) the audit committee comprising only non-executive directors with a minimum of three members and chaired by an independent non-executive director, and at least one of the members is an independent non-executive director who possesses the Qualification under Rule 3.21 of the Listing Rules;
- (e) the remuneration committee comprising a majority of independent non-executive directors and chaired by an independent non-executive director under Rule 3.25 of the Listing Rules; and
- (f) the nomination committee comprising a majority of independent non-executive directors under code provision A.5.1 of the CG Code.
- (c) 根據上市規則第3.10(2)條，至少一名獨立非執行董事必須具備適當之專業資格，或具備適當之會計或相關之財務管理專長（「資格」）；
- (d) 根據上市規則第3.21條，審核委員會僅由非執行董事組成，具備至少三名成員及由一名獨立非執行董事出任主席，且至少一名成員為具備資格之獨立非執行董事；
- (e) 根據上市規則第3.25條，薪酬委員會大部分成員須為獨立非執行董事及由獨立非執行董事出任主席；及
- (f) 根據企業管治守則之守則條文第A.5.1條，提名委員會大部分成員須為獨立非執行董事。

On 10 December 2018, the Company appointed Mr. Li Jiehong and Mr. Gu Chunyang as executive directors and Mr. Chong Cha Hwa and Mr. Zhang Xianming as independent non-executive directors. Following these appointments and up to 31 December 2018, the Board comprised six executive directors, two non-executive directors and four independent non-executive directors and the Company fully complied with the requirements under Rules 3.10(1), 3.10A, 3.10(2), 3.21 and 3.25 of the Listing Rules and code provision A.5.1 of the CG Code.

於二零一八年十二月十日，本公司委任李傑鴻先生及谷春陽先生為執行董事以及張家華先生及張顯明先生為獨立非執行董事。於上述委任後及截至二零一八年十二月三十一日，董事會包括六名執行董事、兩名非執行董事及四名獨立非執行董事，本公司已全面遵守上市規則第3.10(1)、3.10A、3.10(2)、3.21及3.25條以及企業管治守則之守則條文第A.5.1條之規定。

The Company has received annual confirmation of independence from each of the existing independent non-executive directors and considers them to be independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

本公司已收到各現任獨立非執行董事就獨立性出具之年度確認，並根據上市規則第3.13條所載獨立性指引認為彼等為獨立人士。

The Board members have no financial, business, family or other material/relevant relationships with each other.

The Company has put in place appropriate insurance cover in respect of directors' liability.

#### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the CG Code requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The Company did not officially have a position of chief executive officer since 24 June 2016. The Chairman of the Company provides leadership to the Board to ensure that the Board works effectively and all the important issues are discussed and dealt with in a timely manner. During the period from 1 January 2018 to 9 December 2018, Mr. Jiang Jianjun was the Chairman of the Company. Mr. Li Jiehong and Mr. Gu Chunyang were appointed as the Chairman and the Vice Chairman of the Company respectively with effect from 10 December 2018. The Board will continue to review the effectiveness of the Group's structure as business continues to grow and develop in order to assess whether any changes, including the appointment of a chief executive officer, are necessary.

#### APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The procedures of appointment, re-election and removal of directors are laid in the articles of association of the Company. The procedures for shareholders to propose a person for election as a director are available on the website of the Company.

In accordance with article 116 of the Company's articles of association, one-third of the directors, including the non-executive directors, shall retire from office by rotation at each annual general meeting. The non-executive directors and independent non-executive directors are appointed for a period of three years, except for Mr. Zhang Xianming. Mr. Zhang Xianming was appointed as an independent non-executive director for a period of 1 year commencing on 10 December 2018 and he resigned on 3 January 2019.

董事會成員之間並無財務、業務、家庭或其他重大／相關關係。

本公司已就董事責任購買適當保險。

#### 主席及行政總裁

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁之角色應有區分，並不應由一人同時兼任。

本公司自二零一六年六月二十四日起並無正式設立行政總裁之職位，而本公司主席領導董事會，確保董事會有效運作及所有重要議題均獲適時討論及處理。於二零一八年一月一日至二零一八年十二月九日期間，江建軍先生為本公司主席。李傑鴻先生及谷春陽先生自二零一八年十二月十日起分別獲委任為本公司主席及副主席。董事會將隨着業務繼續增長及發展而持續檢討本集團架構之成效，以評估是否需要作出任何變動（包括委任行政總裁）。

#### 董事之委任、重選及罷免

委任、重選及罷免董事之程序載於本公司之組織章程細則。股東推舉他人參選董事之程序可於本公司網站查閱。

根據本公司之組織章程細則第116條，每屆股東週年大會上三分之一董事（包括非執行董事）須輪席退任。非執行董事及獨立非執行董事的任期為三年，惟張顯明先生除外。張顯明先生自二零一八年十二月十日起獲委任為獨立非執行董事，任期為一年，並於二零一九年一月三日辭任。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Article 99 of the Company's articles of association provides that directors appointed either to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting after their appointment, and shall be subject to re-election by the shareholders.

### BOARD COMMITTEES

The Board has set up three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee to oversee different aspects of the Company's affairs. The most up-to-date terms of reference of these committees are available on the websites of the Stock Exchange and the Company.

#### Audit Committee

The Company has established an Audit Committee since 2001. The Audit Committee is responsible for reviewing the Group's financial statements, overseeing the Group's financial reporting, risk management and internal control systems, and making recommendations to the Board. Meetings of the Audit Committee shall be held at least twice a year.

At 31 December 2018, the Audit Committee comprised three independent non-executive directors, namely Mr. Chong Cha Hwa, Mr. Ho Man Fai and Mr. Yang Yunguang. Mr. Chong Cha Hwa is the chairman of the committee.

For the year ended 31 December 2018, there were two meetings held by the Audit Committee to (i) review with external auditors the external audit findings, the accounting principles and practices adopted by the Group, and the Listing Rules and statutory compliance; (ii) discuss auditing and financial reporting matters, including the review of the audited financial statements for the year ended 31 December 2017 and the unaudited financial statements for the six months ended 30 June 2018 with recommendations to the Board for approval; (iii) review the independence of the auditors; (iv) review and make recommendations to the Board on the auditors' re-appointment and remuneration; and (v) review the Group's risk management and internal control systems.

本公司之組織章程細則第99條規定，所有為填補臨時空缺或增加董事會席位而獲委任之董事，任期將直至其獲委任後之下一個股東大會為止，並須經由股東重選。

#### 董事委員會

董事會已設立三個委員會：審核委員會、薪酬委員會及提名委員會，以監督本公司不同方面之事務。該等委員會之最新職權範圍可於聯交所及本公司網站查閱。

#### 審核委員會

本公司自二零零一年起已設立審核委員會。審核委員會負責審閱本集團之財務報表、監督本集團之財務報告、風險管理及內部監控體系以及向董事會提供推薦建議。審核委員會須每年至少舉行兩次會議。

於二零一八年十二月三十一日，審核委員會成員包括三名獨立非執行董事，即張家華先生、何文輝先生及楊雲光先生。張家華先生為該委員會主席。

截至二零一八年十二月三十一日止年度，審核委員會曾舉行兩次會議，以(i)與外聘核數師審閱外部審核結果、本集團所採納之會計原則及慣例以及遵守上市規則及法定合規之情況；(ii)討論審核及財務報告事宜（包括審閱截至二零一七年十二月三十一日止年度之經審核財務報表及截至二零一八年六月三十日止六個月之未經審核財務報表）並提呈董事會審批；(iii)檢討核數師之獨立性；(iv)檢討及向董事會推薦核數師之續聘及酬金；及(v)檢討本集團之風險管理及內部監控體系。

### Remuneration Committee

The Remuneration Committee was established on 15 September 2005. The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy. No individual director or any of his/her associates is involved in decisions relating to his/her own remuneration. The Remuneration Committee has adopted the model under code provision B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. Meetings of the Remuneration Committee shall be held at least once a year.

At 31 December 2018, the Remuneration Committee comprised one executive director, namely Mr. Jiang Jianjun; and two independent non-executive directors, namely Mr. Chong Cha Hwa and Mr. Ho Man Fai. Mr. Chong Cha Hwa is the chairman of the committee.

For the year ended 31 December 2018, there were four meetings held by the Remuneration Committee to (i) review and make recommendations to the Board on the remuneration of the directors and senior management; (ii) review and make recommendations to the Board on the remuneration of the newly appointed directors; and (iii) review and make recommendations to the Board on the remuneration of the resigning directors for their tenure of office in 2018.

Details of the remuneration paid to directors and members of senior management by band for the year ended 31 December 2018 are disclosed in notes 9 and 10 to the financial statements.

### Nomination Committee

The Nomination Committee was established on 15 September 2005. The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, assessing the independence of independent non-executive directors, making recommendations to the Board on nominations, appointment of directors and Board succession. The Board has adopted a board diversity policy and a nomination policy.

### 薪酬委員會

薪酬委員會於二零零五年九月十五日成立。薪酬委員會負責就本公司全體董事及高級管理人員之薪酬政策及架構，以及就設立正規而具透明度之程序制定薪酬政策，向董事會提出推薦建議。並無個別董事或其任何聯繫人參與有關其本身薪酬之決定。薪酬委員會已經採納企業管治守則之守則條文第B.1.2(c)(ii)條所述方式就個別執行董事及高級管理人員之薪酬向董事會提出推薦建議。薪酬委員會須每年至少舉行一次會議。

於二零一八年十二月三十一日，薪酬委員會成員包括一名執行董事（即江建軍先生）以及兩名獨立非執行董事（即張家華先生及何文輝先生）。張家華先生為該委員會主席。

截至二零一八年十二月三十一日止年度，薪酬委員會曾舉行四次會議，以(i)檢討及向董事會推薦董事及高級管理人員之薪酬；(ii)審閱及向董事會推薦新委任董事之薪酬；及(iii)審閱及向董事會推薦退任董事於二零一八年任職期間之薪酬。

截至二零一八年十二月三十一日止年度已付董事及高級管理層成員之薪酬按範圍劃分之詳情於財務報表附註9及10披露。

### 提名委員會

提名委員會於二零零五年九月十五日成立。提名委員會負責檢討董事會之架構、規模及成員組合，評估獨立非執行董事之獨立性，就董事之提名、委任以及董事會之繼任向董事會提供推薦建議。董事會已採納董事會成員多元化政策及提名政策。

### *Board Diversity Policy*

The Company recognises the benefits of having a diverse Board to enhance the quality of its performance. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

*Selection Criteria:* Selection of candidates will be based on the Company's Nomination Policy as well as the following factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect. The Board's composition will be disclosed in the Corporate Governance Report annually.

*Review:* The Nomination Committee will review the Board Diversity Policy from time to time. It will discuss any revisions to the Board Diversity Policy and make recommendation to the Board for approval.

### *Nomination Policy*

The Nomination Policy sets out the key selection criteria and nomination procedures of the Nomination Committee in making recommendations to the Board on the appointment of directors and succession planning for directors.

*Nomination Criteria:* In assessing the suitability of the candidate to the Board regarding the appointment or re-appointment of any existing director(s), the Nomination Committee will consider the following factors: the candidate's character, integrity and competent to act as director, skills, knowledge, and experience in the commercial and professional fields which are relevant to the principal business of the Group, availability to devote time and attention to the Board; and with due regard to the Board Diversity Policy.

### *董事會成員多元化政策*

本公司肯定董事會成員多元化對於提升其表現質素之裨益。為達致可持續及均衡發展，本公司視提升董事會成員多元化水平為協助其達成戰略目標及可持續發展之關鍵元素。

*甄選條件：*本公司將按照其提名政策以及若干因素（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）甄選候選人。最終決定將建基於候選人之長處及將為董事會作出之貢獻，並會仔細考慮董事會成員多元化之裨益以及董事會之需要，而不會側重於某一多元化角度。每年之企業管治報告均會披露董事會之成員組合。

*檢討：*提名委員會將不時檢討董事會成員多元化政策，討論董事會成員多元化政策之任何修訂以及向董事會提出推薦建議以供批准。

### *提名政策*

提名政策載列提名委員會就董事委任及繼任計劃向董事會提出推薦建議時之主要甄選條件及提名程序。

*提名條件：*於就委任或重新委任任何現任董事評估候選人是否適合董事會時，提名委員會將考慮以下因素：候選人之品格、誠信及擔任董事之能力、技能、知識、與本集團主要業務有關之商業及專業經驗以及能否為董事會投入時間及精力，並會仔細考慮董事會成員多元化政策。

*Nomination Procedures and Requirements:* The Nomination Committee shall convene a meeting to invite nominations of candidates from directors (if any) or it may also nominate candidates for its consideration. The Nomination Committee shall use adequate due diligence in making recommendation regarding the appointment or re-appointment of any existing director(s) for the Board's consideration and approval. The procedures for shareholders' nomination of any proposed candidate for election as a director should follow the "Procedures for Shareholders to Propose a Person for Election as a Director". The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

*Review:* The Nomination Committee will review the Nomination Policy from time to time. It will discuss any revisions to the Nomination Policy and make recommendation to the Board for approval.

The Nomination Committee considered that the Board has sufficient diverse expertise, particularly in corporate management, financial control, business development and human resources management, for the Company's business. Meetings of the Nomination Committee shall be held at least once a year.

At 31 December 2018, the Nomination Committee comprised the Chairman of the Board, Mr. Li Jiehong, and two independent non-executive directors, namely Mr. Ho Man Fai and Mr. Chong Cha Hwa. Mr. Li Jiehong is the chairman of the committee.

For the year ended 31 December 2018, there were five meetings held by the Nomination Committee to (i) review the structure, size, composition and diversity of the Board; (ii) assess the independence of independent non-executive directors with reference to the requirements under the Listing Rules; (iii) nominate the retiring directors for re-election at the annual general meeting held on 8 June 2018; and (iv) nominate new directors for appointment to the Board.

The directors' attendance at the meetings held in 2018 is set out in the section below.

*提名程序及要求:* 提名委員會應召開會議邀請董事提名候選人(如有),亦可自行提名候選人以作考慮。提名委員會應審慎盡責地就委任或重新委任任何現任董事向董事會提出推薦建議以供考慮及批准。股東提名候選人膺選董事之程序應依循「股東提名候選董事的程序」。董事會就有關推薦候選人於股東大會上膺選董事之一切事宜享有最終決定權。

*檢討:* 提名委員會將不時檢討提名政策,討論提名政策之任何修訂以及向董事會提供建議以供批准。

提名委員會認為,董事會在企業管理、財務控制、業務發展及人力資源管理等方面之多元化專長足以應付本公司業務。提名委員會須每年至少舉行一次會議。

於二零一八年十二月三十一日,提名委員會成員包括董事會主席李傑鴻先生,以及兩名獨立非執行董事(即何文輝先生及張家華先生)。李傑鴻先生為該委員會主席。

截至二零一八年十二月三十一日止年度,提名委員會曾舉行五次會議,以(i)檢討董事會之架構、規模、組成及多元性;(ii)參照上市規則之規定評估獨立非執行董事之獨立性;(iii)提名退任董事於二零一八年六月八日舉行之股東週年大會上重選;及(iv)就新增董事會成員之任命提名新董事。

董事出席二零一八年所舉行會議之情況載於下文。

### MEETINGS AND DIRECTORS' ATTENDANCE

The Board meets at least four times each year and more frequently as the needs of the business demand. For the year ended 31 December 2018, there were twelve Board meetings held by the directors, four of which were regular Board meetings to (i) review and discuss the Group's development strategies, investment projects and the operational and financial performance of the Group, and (ii) approve the annual report for 2017 and the interim report for 2018. The other eight Board meetings were held to consider certain ad hoc and other corporate matters. Under code provision A.1.3 of the CG Code, notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. During the Year, certain regular Board meetings were convened with less than 14 days' notice to enable the directors to react timely and make expeditious decisions in respect of transactions which were of significance to the Group's business. As a result, the aforesaid regular Board meetings were held with a shorter notice period than required with no objection by the directors. The Board will do its best endeavours to meet the requirement of code provision A.1.3 of the CG Code in future. In addition to Board meetings, the Chairman of the Board met with the non-executive directors (including the independent non-executive directors) without the presence of other executive directors.

The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are followed. The Company Secretary also keeps minutes of each meeting with appropriate details, which are available to all directors. Draft minutes are circulated to all directors for comment and approval after the meetings within the period permitted by the directors.

All directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisers if necessary. They also have unrestricted access to the advice and service of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

### 會議及董事出席情況

董事會每年至少舉行四次會議，並會因應業務需要增加會議次數。截至二零一八年十二月三十一日止年度，董事曾舉行十二次董事會會議，其中四次為董事會定期會議，以(i)檢討並討論本集團之發展策略、投資項目及本集團營運與財務業績；及(ii)批准二零一七年年報及二零一八年中中期報告。其他八次董事會會議乃為考慮若干臨時及其他公司事宜而舉行。根據企業管治守則之守則條文第A.1.3條，召開董事會定期會議應發出至少14日之通知，以讓所有董事均有機會騰空出席。年內，若干次董事會定期會議以發出少於14日之通知而召開，以讓董事就對本集團業務而言屬重大之交易作出及時回應並迅速作出決策。因此，上述董事會定期會議乃在並無董事反對之情況下以較規定通知期為短之通知期舉行。董事會將竭盡全力於日後符合企業管治守則之守則條文第A.1.3條之規定。除董事會會議外，董事會主席已於並無其他執行董事與會下與非執行董事（包括獨立非執行董事）會面。

公司秘書協助主席編製會議議程，並確保遵守所有適用規則及規例。公司秘書亦就每次會議存置提供適當詳情之會議紀錄，可供全體董事查閱。於會議結束後在董事允許之期間內，會議紀錄初稿將供全體董事傳閱，以供表達意見及批准。

所有董事均掌握有關及適時資料，並可在有需要之情況下索取進一步資料或尋求獨立專業顧問之意見。所有董事亦可不受限制地取得公司秘書之意見及服務，以確保遵循董事會程序以及所有適用規則及規例。

Should a potential conflict of interest involving a substantial shareholder or director arise, the matter is discussed in an actual meeting, as opposed to being dealt with by written resolution. Independent non-executive directors with no conflict of interest are present at meetings dealing with conflict issues. Board committees, including the Audit, Remuneration and Nomination Committees, follow all the applicable practices and procedures used in Board meetings for committee meetings.

若主要股東或董事涉及潛在利益衝突，有關事宜將於實際會議上討論，並非透過書面決議案處理。並無涉及利益衝突之獨立非執行董事將會出席會議，以處理衝突事宜。董事委員會（包括審核委員會、薪酬委員會及提名委員會）在委員會會議上均會依循董事會會議沿用之所有適用會議常規及程序。

Details of directors' attendance at the Board meetings, Board committees meetings and the annual general meeting held during the year ended 31 December 2018 are set out as follows:

董事出席於截至二零一八年十二月三十一日止年度舉行之董事會會議、董事委員會會議及股東週年大會之情況載列如下：

Name of directors	董事姓名	Board Meetings 董事會會議	Attendance/Eligible to attend 出席次數/合資格出席次數			
			Audit Committee Meetings 審核委員會會議	Remuneration Committee Meetings 薪酬委員會會議	Nomination Committee Meetings 提名委員會會議	Annual General Meeting 股東週年大會
<i>Executive Directors</i>		<i>執行董事</i>				
Mr. Li Jiehong <sup>(a)</sup> (Chairman)	李傑鴻先生 <sup>(a)</sup> (主席)	1/1	-	-	N/A	N/A
Mr. Gu Chunyang <sup>(b)</sup> (Vice Chairman)	谷春陽先生 <sup>(b)</sup> (副主席)	1/1	-	-	-	N/A
Mr. Jiang Jianjun <sup>(a)</sup> (Former Chairman)	江建軍先生 <sup>(a)</sup> (前主席)	12/12	-	4/4	5/5	1/1
Mr. Ke Xionghan	柯雄瀚先生	10/12	-	-	-	0/1
Mr. Zeng Fanxiong	曾凡雄先生	5/12	-	-	-	0/1
Mr. Huang Wuguang	黃吳光先生	8/12	-	-	-	1/1
<i>Non-executive Directors</i>		<i>非執行董事</i>				
Ms. Ho Wing Yan	何詠欣女士	10/12	-	-	-	1/1
Mr. Wang Jianguo <sup>(d)</sup>	王建國先生 <sup>(d)</sup>	0/9	-	-	-	N/A
Ms. Zhang Yujie <sup>(e)</sup>	仇玉杰女士 <sup>(e)</sup>	0/1	-	-	-	0/1
<i>Independent Non-executive Directors</i>		<i>獨立非執行董事</i>				
Mr. Chong Cha Hwa <sup>(f)</sup>	張家華先生 <sup>(f)</sup>	1/1	N/A	N/A	N/A	N/A
Mr. Ho Man Fai	何文輝先生	12/12	2/2	4/4	5/5	0/1
Mr. Yang Yunguang <sup>(g)</sup>	楊雲光先生 <sup>(g)</sup>	7/8	N/A	-	-	N/A
Mr. Zhang Xianming <sup>(h)</sup>	張顯明先生 <sup>(h)</sup>	0/1	-	-	-	N/A
Dr. Loke Yu <sup>(i)</sup>	陸海林博士 <sup>(i)</sup>	8/8	2/2	3/3	3/3	1/1
Mr. Li Xiaofeng <sup>(j)</sup>	黎曉峰先生 <sup>(j)</sup>	0/4	1/2	-	-	0/1

-: The director is not a committee member

N/A: Not applicable

- : 該董事並非委員會成員

N/A : 不適用



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Notes:

- (a) Mr. Li Jiehong was appointed as the Chairman of the Board and an executive director of the Company with effect from 10 December 2018.
- (b) Mr. Gu Chunyang was appointed as the Vice Chairman of the Board and an executive director of the Company with effect from 10 December 2018.
- (c) Mr. Jiang Jianjun resigned as the Chairman of the Board with effect from 10 December 2018.
- (d) Mr. Wang Jianguo was appointed as a non-executive director of the Company with effect from 8 June 2018.
- (e) Ms. Zhang Yujie ceased to be a non-executive director of the Company with effect from 23 March 2018.
- (f) Mr. Chong Cha Hwa was appointed as an independent non-executive director of the Company with effect from 10 December 2018.
- (g) Mr. Yang Yunguang was appointed as an independent non-executive director of the Company with effect from 31 July 2018.
- (h) Mr. Zhang Xianming was appointed as an independent non-executive director of the Company with effect from 10 December 2018.
- (i) Dr. Loke Yu resigned as an independent non-executive director of the Company with effect from 1 November 2018.
- (j) Mr. Li Xiaofeng resigned as an independent non-executive director of the Company with effect from 31 July 2018.

### DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed director is provided with an induction on the first occasion of his/her appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and the relevant regulatory requirements.

### 附註：

- (a) 李傑鴻先生獲委任為董事會主席及本公司執行董事，自二零一八年十二月十日起生效。
- (b) 谷春陽先生獲委任為董事會副主席及本公司執行董事，自二零一八年十二月十日起生效。
- (c) 江建軍先生辭任董事會主席，自二零一八年十二月十日起生效。
- (d) 王建國先生獲委任為本公司非執行董事，自二零一八年六月八日起生效。
- (e) 仇玉杰女士不再為本公司非執行董事，自二零一八年三月二十三日起生效。
- (f) 張家華先生獲委任為本公司獨立非執行董事，自二零一八年十二月十日起生效。
- (g) 楊雲光先生獲委任為本公司獨立非執行董事，自二零一八年七月三十一日起生效。
- (h) 張顯明先生獲委任為本公司獨立非執行董事，自二零一八年十二月十日起生效。
- (i) 陸海林博士辭任本公司獨立非執行董事，自二零一八年十一月一日起生效。
- (j) 黎曉峰先生辭任本公司獨立非執行董事，自二零一八年七月三十一日起生效。

### 董事之入職及持續專業發展

每名新任董事在首次接受委任時均會獲得一份入職資料，以確保董事對本公司業務及運作有適當理解，以及完全明瞭其於上市規則及相關監管規定下之責任及義務。

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has devised a training record in order to assist the directors to record the training they have undertaken and they are requested to provide a training record to the Company.

本公司鼓勵董事參加持續專業發展，以發展及更新知識及技能。本公司已設定培訓紀錄以協助董事記錄彼等所參與之培訓課程，並要求董事向本公司提供培訓紀錄。

According to the records maintained by the Company, the training that the directors received for the year ended 31 December 2018 is summarized as follows:

根據本公司保存之紀錄，董事於截至二零一八年十二月三十一日止年度接受之培訓概述如下：

**Attending expert briefings/seminars/conferences/readings relevant to the business, corporate governance or directors' duties**  
參與有關業務、企業管治或董事職責之專家簡介會／座談會／研討會／閱覽有關材料

Name of directors	董事姓名	
<i>Executive Directors</i>	執行董事	
Mr. Li Jiehong <sup>(a)</sup>	李傑鴻先生 <sup>(a)</sup>	✓
Mr. Gu Chunyang <sup>(b)</sup>	谷春陽先生 <sup>(b)</sup>	✓
Mr. Jiang Jianjun <sup>(c)</sup>	江建軍先生 <sup>(c)</sup>	✓
Mr. Ke Xionghan	柯雄瀚先生	✓
Mr. Zeng Fanxiong	曾凡雄先生	✓
Mr. Huang Wuguang	黃吳光先生	✓
<i>Non-executive Directors</i>	非執行董事	
Ms. Ho Wing Yan	何詠欣女士	✓
Mr. Wang Jianguo <sup>(d)</sup>	王建國先生 <sup>(d)</sup>	
Ms. Zhang Yujie <sup>(e)</sup>	仇玉杰女士 <sup>(e)</sup>	
<i>Independent Non-executive Directors</i>	獨立非執行董事	
Mr. Chong Cha Hwa <sup>(f)</sup>	張家華先生 <sup>(f)</sup>	✓
Mr. Ho Man Fai	何文輝先生	✓
Mr. Yang Yunguang <sup>(g)</sup>	楊雲光先生 <sup>(g)</sup>	✓
Mr. Zhang Xianming <sup>(h)</sup>	張顯明先生 <sup>(h)</sup>	
Dr. Loke Yu <sup>(i)</sup>	陸海林博士 <sup>(i)</sup>	✓
Mr. Li Xiaofeng <sup>(j)</sup>	黎曉峰先生 <sup>(j)</sup>	✓

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Notes:

- (a) Mr. Li Jiehong was appointed as the Chairman of the Board and an executive director of the Company with effect from 10 December 2018.
- (b) Mr. Gu Chunyang was appointed as the Vice Chairman of the Board and an executive director of the Company with effect from 10 December 2018.
- (c) Mr. Jiang Jianjun resigned as the Chairman of the Board with effect from 10 December 2018.
- (d) Mr. Wang Jianguo was appointed as a non-executive director of the Company with effect from 8 June 2018.
- (e) Ms. Zhang Yujie ceased to be as a non-executive director of the Company with effect from 23 March 2018.
- (f) Mr. Chong Cha Hwa was appointed as an independent non-executive director of the Company with effect from 10 December 2018.
- (g) Mr. Yang Yunguang was appointed as an independent non-executive director of the Company with effect from 31 July 2018.
- (h) Mr. Zhang Xianming was appointed as an independent non-executive director of the Company with effect from 10 December 2018.
- (i) Dr. Loke Yu resigned as an independent non-executive director of the Company with effect from 1 November 2018.
- (j) Mr. Li Xiaofeng resigned as an independent non-executive director of the Company with effect from 31 July 2018.

Under code provision A.6.5 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills, and should provide a record of the training they received to the issuer. The Company did not receive the training record from Ms. Zhang Yujie, Mr. Wang Jianguo and Mr. Zhang Xianming, all of them are former directors.

### 附註：

- (a) 李傑鴻先生獲委任為董事會主席及本公司執行董事，自二零一八年十二月十日起生效。
- (b) 谷春陽先生獲委任為董事會副主席及本公司執行董事，自二零一八年十二月十日起生效。
- (c) 江建軍先生辭任董事會主席，自二零一八年十二月十日起生效。
- (d) 王建國先生獲委任為本公司非執行董事，自二零一八年六月八日起生效。
- (e) 仇玉杰女士不再為本公司非執行董事，自二零一八年三月二十三日起生效。
- (f) 張家華先生獲委任為本公司獨立非執行董事，自二零一八年十二月十日起生效。
- (g) 楊雲光先生獲委任為本公司獨立非執行董事，自二零一八年七月三十一日起生效。
- (h) 張顯明先生獲委任為本公司獨立非執行董事，自二零一八年十二月十日起生效。
- (i) 陸海林博士辭任本公司獨立非執行董事，自二零一八年十一月一日起生效。
- (j) 黎曉峰先生辭任本公司獨立非執行董事，自二零一八年七月三十一日起生效。

根據企業管治守則之守則條文第A.6.5條，全體董事應參與持續專業發展，以發展及更新彼等之知識及技能，並應向發行人提供彼等接受培訓之紀錄。本公司並無自前董事仇玉杰女士、王建國先生及張顯明先生收到任何培訓紀錄。

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code on ethics and securities transactions (the "Code"), which incorporates a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules. Specified employees who are likely to be in possession of unpublished inside information of the Company are also subject to the compliance with the Code. Having made specific enquiry of all existing directors, the Company confirms that the directors have complied with the required standard set out in the Code and the Model Code throughout the year ended 31 December 2018.

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing accounts that give a true and fair view of the Group's financial position on a going-concern basis and other inside information announcements and financial disclosures. The management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor with respect to these financial statements are set out in the Independent Auditors' Report on pages 64 to 75 of this annual report.

### AUDITOR'S REMUNERATION

During the Year, the fees paid/payable to the external auditors of the Company, Messrs. HLB Hodgson Impey Cheng Limited, in respect of their audit services provided to the Group was HK\$1,250,000.

### 董事之證券交易

本公司已採納一項道德及證券交易守則(「守則」)，當中載列有關董事進行證券交易之行為守則，其條款並不遜於上市規則項下上市發行人董事進行證券交易的標準守則(「標準守則」)規定之標準。可能管有本公司未公開內幕資料之指定僱員亦須遵守守則。經向所有現任董事作出特定查詢後，本公司確認董事於截至二零一八年十二月三十一日止年度內一直遵守守則及標準守則規定之標準。

### 董事及核數師就賬目須承擔之責任

董事會負責就本集團之表現及前景提呈一個清晰及持平之評估。董事會亦負責編製賬目，能夠真實及公平地反映本集團在持續經營基準下之財務狀況，以及其他內幕資料公佈及財務披露。管理層向董事會提供履行該等職責所需之相關資料。

核數師就該等財務報表須承擔之責任載於本年報第64至75頁之獨立核數師報告內。

### 核數師酬金

年內，就本公司外聘核數師國衛會計師事務所有限公司向本集團提供之審核服務而已付／應付彼等之費用為1,250,000港元。

### RISK MANAGEMENT AND INTERNAL CONTROL

#### Goals and Objectives

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has delegated its responsibilities of risk management and internal control to the Audit Committee. The Audit Committee oversees management in the design, implementation and monitoring of the risk management and internal control systems, and the management has to ensure the effectiveness of these systems.

#### Main Features of the Risk Management and Internal Control Systems

The Group's risk governance structure and the main responsibilities of each level of the structure are summarized below:

The Board is responsible to determine the business strategies and objectives of the Group, and evaluates and determines the nature and extent of risks it is willing to take in achieving the Group's strategic objectives; ensures that the Group establishes and maintains appropriate and effective risk management and internal control systems; and oversees management in the design, implementation and monitoring of the risk management and internal control systems.

Audit Committee is responsible for assisting the Board to perform its responsibilities of risk management and internal control systems; overseeing the Group's risk management and internal control systems on an ongoing basis; reviewing the effectiveness of the Group's risk management and internal control systems at least annually, and such review should cover all material controls including financial, operational and compliance control; ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget for the Group's accounting, internal audit and financial reporting functions; and considering major findings on risk management and internal control matters, and reports and makes recommendations to the Board.

### 風險管理及內部監控

#### 目標及目的

董事會確認其負責風險管理及內部監控體系並持續檢討其成效。該等風險管理及內部監控體系旨在管理而非消除不能達成業務目標之風險，並僅可合理而非絕對保證可防範重大錯誤陳述或虧損。董事會已將其風險管理及內部監控責任轉授予審核委員會。審核委員會監督管理層對風險管理及內部監控體系之設計、實施及監察，而管理層須確保該等體系之成效。

#### 風險管理及內部監控體系之主要特點

本集團之風險管治架構以及架構內各層級之主要責任概述如下：

董事會負責釐定本集團之業務策略及目標，並評估及確定其願意為實現集團策略目標而承受之風險性質及程度；確保本集團設立及維持適當有效之風險管理及內部監控體系；以及監督管理層對風險管理及內部監控體系之設計、實施及監察。

審核委員會負責協助董事會履行風險管理及內部監控體系之責任；持續監督本集團之風險管理及內部監控體系；每年至少一次檢討本集團風險管理及內部監控體系之成效，而有關檢討應涵蓋全部重大監控，包括財務、營運及合規監控；確保本集團會計、內部審核及財務報告職能具備充足之資源、員工資格及經驗、培訓計劃以及預算；以及考慮風險管理及內部監控事宜之主要調查結果，並向董事會報告及提出推薦建議。

The senior management designs, implements and maintains appropriate and effective risk management and internal control systems; identifies, evaluates and manages the risk that may potentially impact the major processes of the operations; monitors risk and take measures to mitigate risk in the day-to-day operations; gives prompt responses to and follow up the findings on risk management and internal control matters raised by the internal auditor or external risk management and internal control adviser; and provides confirmation to the Board and Audit Committee on the effectiveness of the risk management and internal control systems.

Internal auditor is responsible for reviewing the adequacy and effectiveness of the Group's risk management and internal control systems; and reports to the Audit Committee on the findings of the review and makes recommendations to the Board and management to improve the material systems deficiencies or control weaknesses identified.

The Board has conducted a review of the effectiveness of the risk management and internal control systems for the year ended 31 December 2018 and considers them effective and adequate.

### Risk Management Process

In addition to the Board's responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects. Senior management is responsible for the annual risk reporting process. Internal auditor will meet with various members of the senior management to review and assess risks and discuss solutions to address material internal control defects, including any changes relevant to a given year. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Audit Committee and the Board for their review.

Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results; (ii) the probability that the risk will occur; and (iii) the velocity or speed at which a risk could occur.

高級管理層設計、實施及維護適當有效之風險管理及內部監控體系；識別、評估及管理可能影響業務主要流程之風險；於日常營運中監控風險及採取措施以減輕風險；及時回應並跟進內部核數師或外聘風險管理及內部監控顧問提出之風險管理及內部監控事宜調查結果；以及向董事會及審核委員會確認風險管理及內部監控體系之成效。

內部核數師負責檢討本集團風險管理及內部監控體系是否充足有效；以及向審核委員會報告檢討調查結果，並向董事會及管理層提出推薦建議，以改善重大體系缺陷或已識別監控弱點。

董事會已檢討風險管理及內部監控體系於截至二零一八年十二月三十一日止年度之成效，並認為其屬有效及充足。

### 風險管理流程

除董事會之責任外，本公司已制定風險管理流程，以識別、評估及管理重大風險，並解決重大內部監控缺陷。高級管理層負責年度風險呈報流程。內部核數師將與高級管理層若干成員會面，檢討及評估風險，並討論處理重大內部監控缺陷之解決方案，包括有關年度適用之任何變動。風險會被匯總、評級並記錄緩解計劃。風險評估乃由高級管理層若干成員審閱，並提呈審核委員會及董事會審閱。

董事會及高級管理層根據(i)本公司財務業績受風險影響的嚴重程度；(ii)風險發生之概率；及(iii)風險可能發生之速率或速度評估風險。

Based on the risk evaluation, the Company will manage the risks as follows:

- Risk elimination – senior management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- Risk mitigation – senior management may implement a risk mitigation plan designed to reduce the likelihood, velocity or the severity of the risk to an acceptable level.
- Risk retention – senior management may decide that the risk rating is low enough that the risk is acceptable for the Company and that no action is required. The risk would continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

### Internal Audit Function

The Group's internal audit function is performed by the internal auditor who reports directly to the Audit Committee. Internal auditor plays an important part in the assessment of the effectiveness of the risk management and internal control systems of the Group and reports directly to the Audit Committee on a regular basis.

The internal auditor conducts internal reviews on material controls and compliance with policies and procedures of the Group at both operational and corporate levels. Plans and tools for corrective actions and control improvement are identified and communicated with operations management to address an issue, non-compliance or deficiencies identified. The internal auditor monitors the implementation of his recommendations by operations management and reports the outcomes to the Audit Committee.

本公司將根據風險評估結果按以下方式管理風險：

- 排除風險－高級管理層可識別並實施若干變動或控制，藉此完全排除風險。
- 減低風險－高級管理層可實施風險緩解計劃，將風險可能性、速率或嚴重性降至可接受水平。
- 維持風險－高級管理層可決定風險評級之低屬於本公司可接受之水平，而無需採取任何行動。有關風險將繼續於風險管理計劃中受到監察，以確保風險水平不會上升至不可接受水平。

### 內部審核職能

本集團之內部審核職能由內部核數師執行，而內部核數師直接向審核委員會匯報。內部核數師於評估本集團風險管理及內部監控體系之成效方面發揮重要作用，並定期直接向審核委員會匯報。

內部核數師對本集團於營運及企業層面之重大監控及政策與程序合規情況進行內部檢討。內部核數師與營運管理人員識別及溝通糾正行動及監控改善計劃及措施，以處理所識別之問題、不合規情況或缺陷。內部核數師監察營運管理人員執行其推薦建議之情況，並向審核委員會匯報相關結果。

### **COMPANY SECRETARY**

The Company Secretary of the Company is Mr. Chan Kwong Leung, Eric, who is engaged and appointed by the Company from an external secretarial services provider, and his primary corporate contact person at the Company is Mr. Chai Chung Wai, the Chief Financial Officer of the Company during the period from 1 January 2018 to 31 August 2018 and his replacement, Mr. Wong Wing Cheung, from 31 August 2018 to 31 December 2018. For the year ended 31 December 2018, Mr. Chan Kwong Leung, Eric has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

### **DIVIDEND POLICY**

Under code provision E.1.5 of the CG Code, the Company should have a policy on payment of dividends and should disclose it in the annual report. As the Company is still in its development phase and the performance will continue to be impacted by the relevant industry's and economic outlook in the foreseeable future, the Board is of the opinion that it is not appropriate to adopt a dividend policy at this stage. The Board will review the Company's status periodically and consider to adopt a dividend policy if and when appropriate.

### **公司秘書**

本公司之公司秘書乃陳勵良先生，彼由本公司從外部秘書服務供應商委聘及委任，而彼於二零一八年一月一日至二零一八年八月三十一日期間在本公司之主要公司聯絡人為本公司財務總監齊忠偉先生，而由二零一八年八月三十一日起至二零一八年十二月三十一日止則為齊忠偉先生之替任人黃永祥先生。截至二零一八年十二月三十一日止年度，陳勵良先生已遵守上市規則第3.29條項下有關專業培訓之規定。

### **股息政策**

企業管治守則之守則條文第E.1.5條規定，本公司應訂有派付股息之政策並於年報內披露。由於本公司仍處於發展階段，業績將繼續受相關行業及經濟之可見未來前景影響，故董事會認為現階段不宜採納股息政策。董事會將定期檢討本公司之情況，並於適當時候考慮採納股息政策。



### SHAREHOLDERS' RIGHTS

#### Procedures for convening an extraordinary general meeting and putting forward proposals

Pursuant to article 72 of the Company's articles of association, any two or more shareholders or any one shareholder which is a recognised clearing house (or its nominee) holding, as at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company can deposit a written request at the head office and principal place of business of the Company in Hong Kong at Unit 1101A, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong, or the registered office of the Company at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands for the attention of the Board or Company Secretary to convene an extraordinary general meeting ("EGM").

The Company will verify the request with the Company's branch share registrar and transfer office in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to convene an EGM by serving sufficient notice to all the registered shareholders in accordance with the requirements set out in the Listing Rules and the Company's articles of association. In the event that the request has been verified as not in order, the shareholders concerned will be advised of this outcome and accordingly, an EGM will not be convened as requested.

If within 21 days from the date of deposit of the requisition, the Board does not proceed duly to convene an EGM, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

### 股東之權利

#### 召開股東特別大會及提出建議之程序

根據本公司組織章程細則第72條，任何兩名或以上股東或任何一名為認可結算所（或其代名人）之股東於提呈有關要求當日持有本公司附帶權利可於本公司股東大會表決之繳足股本不少於十分之一，可呈交書面要求至本公司之總辦事處及香港主要營業地點（地址為香港九龍尖沙咀加連威老道98號東海商業中心11樓1101A室）或本公司之註冊辦事處（地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands），要求召開股東特別大會，註明收件人為董事會或公司秘書。

本公司將向本公司之香港股份過戶登記分處核實有關要求，在確定有關要求為合理及適當後，即會要求董事會召開股東特別大會，並根據上市規則及本公司組織章程細則所載規定向所有註冊股東發出充份通知。倘有關要求被核實不當，有關股東將獲知會有關結果，而本公司不會應有關要求召開股東特別大會。

如董事會在要求呈交日期起計21日內，未有妥為安排召開股東特別大會，則該名或該等呈交要求人士或彼等當中佔全體呈交要求人士總表決權過半數之任何人士，可自行按董事會召開會議相同（盡可能接近）之方式召開股東特別大會，惟如此召開之會議不得在要求呈交日期起計三個月屆滿後舉行，且呈交要求人士因董事會未有召開會議而招致之任何合理費用，須由本公司償還呈交要求人士。

#### **Procedures for sending enquiries to the Board**

Shareholders may at any time send their enquiries to the Board in writing for the attention of the Board or Company Secretary via the followings:

Address : Unit 1101A, 11/F, East Ocean Centre  
98 Granville Road, Tsim Sha Tsui, Kowloon  
Hong Kong  
Fax : (852) 2880 5398

#### **CONSTITUTIONAL DOCUMENTS**

There was no significant change in the Company's constitutional documents for the year ended 31 December 2018.

#### **COMMUNICATION WITH SHAREHOLDERS**

The Company follows a policy of disclosing relevant information to shareholders in a timely manner. The Company also recognises that people other than shareholders, such as potential investors and the investment community generally may have an interest in information about the Company.

#### **向董事會提出查詢之程序**

股東可隨時通過下列方式以書面向董事會提出查詢，註明收件人為董事會或公司秘書：

地址： 香港九龍尖沙咀加連威老道98號  
東海商業中心11樓1101A室  
傳真： (852) 2880 5398

#### **憲章文件**

本公司之憲章文件於截至二零一八年十二月三十一日止年度並無重大改動。

#### **與股東之溝通**

本公司遵循及時向股東披露相關資料之政策。本公司亦認同股東以外之人士（例如有意投資者及投資團體）可能會對本公司資料有興趣。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Annual and interim reports offer comprehensive operational and financial performance information to shareholders and the annual general meeting provides a forum for shareholders to exchange views directly with the Board. The Company regards the annual general meeting as an important event and all directors, senior management and external auditor make an effort to attend the annual general meeting of the Company to address shareholders' queries. All the shareholders of the Company are given a minimum of 20 clear business days' notice of the date and venue of the annual general meeting of the Company. The Company supports the CG Code's principle to encourage shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the Listing Rules. Details of the poll voting procedures and the rights of shareholders to demand a poll are explained by the chairman of general meeting at the meeting. All resolutions proposed at general meeting are voted separately.

All the annual and interim reports, circulars, announcements and notices of general meetings, as well as the terms of reference of Board committees can be downloaded from the websites of the Stock Exchange and the Company.

The shareholder communication policy is reviewed regularly by the Company's management to reflect current regulatory, community and investor requirements. In particular, the policy will be updated in response to the changes in internal structure, legislative, regulatory and market developments.

年報及中期報告向股東提供全面之營運及財務業績資料，而股東週年大會為股東提供與董事會直接交流意見之平台。本公司非常重視股東週年大會，全體董事、高級管理層及外聘核數師均盡力出席本公司股東週年大會以回應股東提問。本公司會向其全體股東發出最少20個完整營業日之通知，提供本公司股東週年大會之舉行日期及地點。本公司遵循企業管治守則之原則，鼓勵股東參與。本公司亦已遵守上市規則有關以投票方式表決之規定。投票表決程序以及股東要求投票表決之權利的詳情由股東大會主席於會上解釋。所有於股東大會上提呈之決議案均會獨立表決。

所有年報及中期報告、通函、公佈及股東大會通告以及董事委員會職權範圍均可於聯交所及本公司網站下載。

本公司管理層定期檢討股東溝通政策，以反映現時監管、社會及投資者之要求。具體而言，本公司因應內部架構、立法、監管及市場發展之轉變更新政策。

The directors of the Company as at the date of this annual report are as follows:

#### DIRECTORS

**Mr. Li Jiehong**, aged 45, was appointed as the Chairman of the Board and an executive director of the Company in December 2018. He is the joint chairman of the board of directors of Phoenix (Dongguan) Animals Nutrition Limited\* (菲尼氏(東莞)動物營養有限公司) and was the founding shareholder of the company when it was established in 2014. Mr. Li graduated from the Department of Administrative Management of China Central Radio and Television University. He is a Certified International Senior Business Manager and has accumulated extensive experience in various financial sectors for over 20 years, including banking, securities and investment.

**Mr. GU Chunyang**, aged 58, was appointed as the Vice Chairman of the Board and an executive director of the Company in December 2018. He graduated from Physics Education Department of Daqing Petroleum Institute and holds a Master Degree in Economic Management from Harbin University of Science and Technology. Since 2017, Mr. Gu has been the general manager of Beidahuang Maiye Co., Ltd.\* (北大荒麥業有限責任公司) which is a related company of Heilongjiang Nongken Beidahuang Business Trade Liability Group Co., Ltd.\* (黑龍江農墾北大荒商貿集團有限責任公司). He has 35 years of working experience in different kinds of business in the PRC.

**Mr. JIANG Jianjun**, aged 49, was appointed as an executive director of the Company in March 2013. He was the managing director of the Company from May 2013 to March 2014 and the Chairman of the Board from May 2013 to December 2018. Mr. Jiang is also a director of certain subsidiaries of the Company. He has been engaged in property investment and management since 1995. Mr. Jiang also has experience in distribution of wine and liquor. He is concurrently the vice president of Shenzhen Baoan General Chamber of Commerce and the executive vice president of Shenzhen Baoan Shajing Federation of Industry and Commerce (Chamber of Commerce)\* (深圳市寶安區沙井街道工商聯(商會)).

\* For identification purpose only

於本年報日期，本公司之董事如下：

#### 董事

**李傑鴻先生**，45歲，於二零一八年十二月獲委任為本公司董事會主席及執行董事。彼為菲尼氏(東莞)動物營養有限公司董事局聯席主席，並為該公司於二零一四年成立時之創立股東。李先生畢業於中央廣播電視大學行政管理系，彼為國際註冊高級經營管理師，從事銀行、證券及投資等金融行業20餘年，累積豐富經驗。

**谷春陽先生**，58歲，於二零一八年十二月獲委任為本公司董事會副主席及執行董事。彼畢業於大慶石油學院物理師資專業，並持有哈爾濱理工大學經濟管理專業碩士研究生學歷。自二零一七年起，谷先生為黑龍江農墾北大荒商貿集團有限責任公司之關聯公司北大荒麥業有限責任公司總經理。彼於中國多個行業擁有35年之工作經驗。

**江建軍先生**，49歲，於二零一三年三月獲委任為本公司執行董事。彼於二零一三年五月至二零一四年三月曾出任本公司董事總經理及於二零一三年五月至二零一八年十二月曾出任董事會主席。江先生亦為本公司若干附屬公司之董事。由一九九五年至今，他一直從事物業投資及管理。江先生亦擁有酒類分銷經驗。彼現同時擔任深圳市寶安區總商會副會長及深圳市寶安區沙井街道工商聯(商會)常務副會長。

\* 僅供識別

## DIRECTORS' BIOGRAPHIES

### 董事履歷

**Mr. KE Xionghan**, aged 54, was appointed as an executive director of the Company in June 2016. He is also a director of certain subsidiaries of the Company. Mr. Ke graduated from the Department of Law of Huazhong University of Science and Technology. He is the president of Shenzhen Tiantianwang Taige Technology Co. Ltd.\* (深圳天天旺泰格科技有限公司), a company mainly engaged in the import and export business of electronic products and mineral products. Mr. Ke was the general manager of Indonesia Huaming Yang International Trading Company\* (印尼華明陽國際貿易公司) and worked in the Bank of China, Zhanjiang Branch for over 20 years, during which period, he served as the section chief of Retail Business Department, Company Business Department and Credit Management Department as well as the president of the sub-branch.

**Mr. HUANG Wuguang**, aged 55, was appointed as an executive director of the Company in November 2017. He holds a professional qualification in finance granted by Jinan University. Mr. Huang has over 30 years of experience in the finance industry and possesses extensive investment management experience in modern agriculture and cultural tourism industries. He was the general manager of Beijing Securities Co., Ltd. from 1990 to 2005.

**Ms. HO Wing Yan**, aged 37, was appointed as a non-executive director of the Company in April 2015. She holds a Bachelor Degree of Business Administration in Applied Economics from Hong Kong Baptist University and a Master Degree of Corporate Governance from The Open University of Hong Kong. Ms. Ho is an Associate Member of both The Hong Kong Institute of Chartered Secretaries ("HKICS") and The Institute of Chartered Secretaries and Administrators. She is also a holder of the Practitioner's Endorsement issued by HKICS. Ms. Ho is a director of BMI Listed Corporate Services Limited and is responsible for managing the business operations of the company secretarial and administrative services for the reputable listed groups in various industries. She has extensive experience in a diversified range of professional corporate services for Hong Kong and offshore companies from various business sectors. Ms. Ho particularly specializes in corporate governance advisory, corporate restructuring, corporate financing and directors' professional development with emphasis on listed companies and she continues to advise on these matters on a consultancy basis. Ms. Ho actively participates in the formulation and execution of strategy at the companies. She has been providing practical professional services to companies listed on the Main Board and the GEM of the Stock Exchange for over 10 years.

\* For identification purpose only

**柯雄瀚先生**，54歲，於二零一六年六月獲委任為本公司執行董事。彼亦為本公司若干附屬公司之董事。柯先生畢業於華中科技大學法學專業本科。彼為深圳天天旺泰格科技有限公司董事長，該公司主營電子產品及礦產品之進出口業務。柯先生曾任印尼華明陽國際貿易公司總經理及曾於中國銀行湛江分行工作逾20年，期間曾出任零售業務部科長、公司業務部科長、信貸管理部科長及支行行長等職務。

**黃吳光先生**，55歲，於二零一七年十一月獲委任為本公司執行董事。彼持有暨南大學金融學專科學歷。黃先生於金融行業擁有逾30年經驗，並於現代農業及文化旅遊等產業擁有豐富之投資管理經驗。彼於一九九零年至二零零五年曾出任北京證券有限責任公司總經理。

**何詠欣女士**，37歲，於二零一五年四月獲委任為本公司非執行董事。彼持有香港浸會大學工商管理（應用經濟學）學士學位及香港公開大學企業管治碩士學位。何女士為香港特許秘書公會及英國特許秘書及行政人員公會會員。彼亦持有香港特許秘書公會頒發之執業者認可證明。何女士為邦盟滙駿上市秘書顧問有限公司之董事，負責管理為多個行業之知名上市集團提供公司秘書及行政服務之業務營運。彼於多個行業之香港及離岸公司之多元化專業企業服務方面具有豐富經驗。何女士特別專門從事企業管治顧問、企業重組、企業融資及董事專業發展，並著重於上市公司，且彼繼續按顧問基準就該等事宜提供意見。何女士積極參與制定及執行公司策略。彼一直為於聯交所主板及GEM上市之公司提供實用專業服務超過10年。

\* 僅供識別

**Mr. CHONG Cha Hwa**, aged 52, was appointed as an independent non-executive director of the Company in December 2018. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants. Mr. Chong holds a bachelor degree of management with honours from the University of Science, Malaysia. He has more than 20 years of experience in the accounting and finance area servicing private and publicly listed companies in Hong Kong and the Southern Asia region. Mr. Chong was an independent non-executive director of China Mining Resources Group Limited (presently known as Tongguan Gold Group Limited) from November 2011 to July 2017. He was also an executive director of China Shanshui Cement Group Limited from December 2015 to February 2016 and was then re-designated to a non-executive director of that company from February 2016 to May 2017. The shares of the aforesaid companies are listed on the Main Board of the Stock Exchange.

**Mr. HO Man Fai**, aged 54, was appointed as an independent non-executive director of the Company in June 2014. He is the chairman of California Restaurant and has extensive experience in catering and management. Mr. Ho is a director of New Territories General Chamber of Commerce, a director of Hong Kong Food Science and Technology Association Limited, a director of Yuen Long Merchants Education Promotion Limited, a school manager of Yuen Long Merchants Association Primary School and a general affairs officer of Hong Kong Love & Care Charity Foundation Limited.

**Mr. YANG Yunguang**, aged 55, was appointed as an independent non-executive director of the Company in July 2018. He holds a Master's Degree in National Economics from Northwest University. Mr. Yang has served as senior management positions of insurance companies in the PRC since 1989. He has 30 years of experience in the financial industry and corporate management.

**張家華先生**，52歲，於二零一八年十二月獲委任為本公司獨立非執行董事。彼為英國特許公認會計師公會資深會員及馬來西亞會計師公會會員。張先生持有馬來西亞理科大學管理學士榮譽學位。彼於香港及東南亞地區之私人及上市公司任職時在會計及金融領域積逾20年經驗。於二零一一年十一月至二零一七年七月，張先生為中國礦業資源集團有限公司（現稱潼關黃金集團有限公司）之獨立非執行董事。於二零一五年十二月至二零一六年二月，彼亦為中國山水水泥集團有限公司之執行董事，隨後於二零一六年二月至二零一七年五月調任該公司之非執行董事。上述公司之股份均於聯交所主板上市。

**何文輝先生**，54歲，於二零一四年六月獲委任為本公司獨立非執行董事。彼為加州餐廳之董事長，並於餐飲及管理方面擁有豐富經驗。何先生為新界總商會會董、香港食品科技協會有限公司委員、元朗商會教育促進有限公司董事、元朗商會小學校董及香港愛心慈善基金會有限公司總務主任。

**楊雲光先生**，55歲，於二零一八年七月獲委任為本公司獨立非執行董事。彼持有西北大學國民經濟學碩士研究生學歷。楊先生於一九八九年至今曾出任國內多間保險公司高管職位，彼於金融行業及企業管理擁有30年經驗。

# REPORT OF THE DIRECTORS

## 董事會報告

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 44 to the financial statements. 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 state of affairs of the Company and the Group at that date are set out in the financial statements on pages 76 to 247.

The directors do not recommend the payment of any dividend in respect of the Year.

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out on page 248. This summary does not form part of the audited financial statements.

### BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2018 is provided in the section headed "Management Discussion and Analysis" of this annual report.

### PROPERTY, PLANT AND EQUIPMENT

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

### SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the Year are set out in notes 33 and 34 to the financial statements.

### CONVERTIBLE BONDS

Details of the Company's convertible bonds are set out in note 32 to the financial statements.

董事謹此提呈報告，連同本公司及本集團截至二零一八年十二月三十一日止年度之經審核財務報表。

### 主要業務

本公司之主要業務為投資控股。附屬公司之主要業務詳情載於財務報表附註44。本集團之主要業務性質於年內並無重大變動。

### 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以及本公司及本集團於該日之財務狀況載於財務報表第76至247頁。

董事不建議派付任何年內股息。

### 財務資料概要

本集團過去五個財政年度之已公佈業績、資產、負債及非控股權益概要載於第248頁。有關資料摘錄自經審核財務報表，並予以適當重列／重新分類。該概要並非經審核財務報表之組成部分。

### 業務回顧

本集團截至二零一八年十二月三十一日止年度之業務回顧載於本年報「管理層討論及分析」一節。

### 物業、廠房及設備

本集團年內之物業、廠房及設備變動詳情載於財務報表附註14。

### 股本及購股權

本公司年內之股本及購股權變動詳情載於財務報表附註33及34。

### 可換股債券

本公司之可換股債券詳情載於財務報表附註32。

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2018, the Company repurchased a total of 17,000,000 shares of the Company on the Stock Exchange at an aggregate consideration of approximately HK\$4,695,408, none of these repurchased shares were cancelled during the Year. However, 17,000,000 shares that were repurchased in 2017 were cancelled during the Year and the number of issued shares of the Company was reduced accordingly. The details of the repurchased shares are as follows:

Month	月份	Total number of shares repurchased 購回股份總數	Purchase price per share 每股購買價		Aggregate consideration 總代價
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
May 2018	二零一八年五月	8,000,000	0.320	0.310	2,551,560
September 2018	二零一八年九月	4,000,000	0.250	0.243	997,288
October 2018	二零一八年十月	5,000,000	0.231	0.210	1,146,560
Total	總計	17,000,000			4,695,408

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the listed securities of the Company during the Year.

### 優先購買權

本公司之組織章程細則及開曼群島法例並無訂有任何有關優先購買權之規定，要求本公司須按比例向現有股東提呈發售新股。

### 購買、贖回或出售本公司上市證券

截至二零一八年十二月三十一日止年度，本公司於聯交所合共購回本公司之17,000,000股股份，總代價約為4,695,408港元，年內概無註銷已購回股份。然而，於二零一七年購回之17,000,000股股份於年內註銷及相應削減本公司之已發行股份數目。購回股份之詳情如下：

除上文所披露者外，年內，本公司及其任何附屬公司概無購買、贖回或出售任何本公司上市證券。



# REPORT OF THE DIRECTORS

## 董事會報告

### RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 45 to the financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

At 31 December 2018, the Company's reserves available for distribution amounted to approximately HK\$736.22 million, representing the share premium account of the Company of approximately HK\$1,620.11 million less the accumulated losses as at 31 December 2018 of approximately HK\$883.89 million. Under the Companies Law, Cap. 22 (as amended) of the Cayman Islands, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2018, sales attributable to the largest customer of the Group amounted to approximately 38.14% of the total sales for the Year and the five largest customers of the Group accounted for 51.93% of the Group's total sales for the Year.

For the year ended 31 December 2018, purchases attributable to the largest supplier of the Group amounted to approximately 17.25% of the total purchases for the Year and the five largest suppliers of the Group accounted for 50.42% of the Group's total purchases for the Year.

None of the directors of the Company or any of their close associates or any shareholders (which to the knowledge of the directors own more than 5% of the total number of issued shares of the Company) had any interest in the Group's five largest customers and suppliers.

### 儲備

本公司及本集團年內之儲備變動詳情分別載於財務報表附註45及綜合權益變動表。

### 可供分派儲備

於二零一八年十二月三十一日，本公司可供分派之儲備約為736,220,000港元，相當於本公司之股份溢價賬約1,620,110,000港元扣除於二零一八年十二月三十一日之累計虧損約883,890,000港元。根據開曼群島第22章公司法（經修訂），本公司之股份溢價賬可供分派予本公司股東，惟於緊隨建議分派股息之日後，本公司須有資金償付在其日常業務過程中到期應付之債務。股份溢價賬亦可以繳足股款紅股之方式派發。

### 主要客戶及供應商

截至二零一八年十二月三十一日止年度，本集團最大客戶應佔銷售額佔年內總銷售額約38.14%，而本集團五大客戶應佔銷售額則佔本集團年內總銷售額51.93%。

截至二零一八年十二月三十一日止年度，本集團最大供應商應佔採購額佔年內總採購額約17.25%，而本集團五大供應商應佔採購額則佔本集團年內總採購額50.42%。

本公司之董事或彼等之任何緊密聯繫人或（據董事所知擁有本公司已發行股份總數5%以上之）任何股東概無於本集團五大客戶及供應商中擁有任何權益。

## DIRECTORS

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

### Executive Directors

Mr. LI Jiehong (Chairman)	(appointed on 10 December 2018)
Mr. GU Chunyang (Vice Chairman)	(appointed on 10 December 2018)
Mr. JIANG Jianjun	
Mr. KE Xionghan	
Mr. HUANG Wuguang	
Mr. ZENG Fanxiong	(resigned on 29 January 2019)

### Non-executive Directors

Ms. HO Wing Yan	
Mr. WANG Jianguo	(appointed on 8 June 2018 and resigned on 29 January 2019)
Ms. ZHANG Yujie	(vacated on 23 March 2018)

### Independent Non-executive Directors

Mr. CHONG Cha Hwa	(appointed on 10 December 2018)
Mr. HO Man Fai	
Mr. YANG Yunguang	(appointed on 31 July 2018)
Mr. ZHANG Xianming	(appointed on 10 December 2018 and resigned on 3 January 2019)
Dr. LOKE Yu	(resigned on 1 November 2018)
Mr. LI Xiaofeng	(resigned on 31 July 2018)

In accordance with article 116 of the Company's articles of association, Mr. Jiang Jianjun and Mr. Ho Man Fai will retire by rotation and being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

In accordance with article 99 of the Company's articles of association, Mr. Li Jiehong, Mr. Gu Chunyang, Mr. Chong Cha Hwa and Mr. Yang Yunguang will retire and being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

## 董事

年內及直至本報告日期，本公司董事如下：

### 執行董事

李傑鴻先生 (主席)	(於二零一八年十二月十日 獲委任)
谷春陽先生 (副主席)	(於二零一八年十二月十日 獲委任)
江建軍先生	
柯雄瀚先生	
黃吳光先生	
曾凡雄先生	(於二零一九年一月二十九日 辭任)

### 非執行董事

何詠欣女士	
王建國先生	(於二零一八年六月八日 獲委任及於二零一九年 一月二十九日辭任)
仇玉杰女士	(於二零一八年三月二十三日 離任)

### 獨立非執行董事

張家華先生	(於二零一八年十二月十日 獲委任)
何文輝先生	
楊雲光先生	(於二零一八年七月三十一日 獲委任)
張顯明先生	(於二零一八年十二月十日 獲委任及於二零一九年 一月三日辭任)
陸海林博士	(於二零一八年十一月一日 辭任)
黎曉峰先生	(於二零一八年七月三十一日 辭任)

根據本公司之組織章程細則第116條，江建軍先生及何文輝先生將輪席告退，惟彼等符合資格並願意於即將舉行之股東週年大會上膺選連任。

根據本公司之組織章程細則第99條，李傑鴻先生、谷春陽先生、張家華先生及楊雲光先生將退任，惟彼等符合資格並願意於即將舉行之股東週年大會上膺選連任。

## REPORT OF THE DIRECTORS

### 董事會報告

The term of office for the executive directors is the period up to their retirement in accordance with the Company's articles of association, save for Mr. Li Jiehong and Mr. Gu Chunyang, who both entered into a letter of appointment with the Company for a term of one year commencing on 10 December 2018. The non-executive directors and independent non-executive directors are appointed for a period of three years, except for Mr. Zhang Xianming. Mr. Zhang Xianming was appointed as an independent non-executive director for a period of one year commencing on 10 December 2018 and he resigned on 3 January 2019.

#### DIRECTORS' BIOGRAPHIES

Biographical details of the directors of the Company are set out on pages 43 to 45 of this annual report.

#### DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting 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' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

#### DIRECTORS' INTERESTS IN CONTRACTS

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party subsisted at any time during the Year or at the end of the Year.

#### MANAGEMENT CONTRACTS

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

There was no contract of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries during the Year.

執行董事之任期為直至彼等根據本公司之組織章程細則退任為止，惟李傑鴻先生及谷春陽先生已經與本公司訂立委任函，任期由二零一八年十二月十日起計為期一年。非執行董事及獨立非執行董事之任期為三年，惟張顯明先生除外。張顯明先生自二零一八年十二月十日起獲委任為獨立非執行董事，任期為一年，並於二零一九年一月三日辭任。

#### 董事履歷

本公司董事之履歷詳情載於本年報第43至45頁。

#### 董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司訂有本公司不可於一年內毋須作出補償（法定補償除外）而終止之服務合約。

#### 董事薪酬

董事袍金須經股東於股東大會上批准後，方可作實。其他酬金由本公司董事會於參考董事之職責、責任及表現以及本集團之業績後釐定。

#### 董事之合約權益

各董事概無於本公司或其任何附屬公司所訂立對本集團業務有重大影響而於年內任何時間或年末仍然有效之合約中直接或間接擁有重大權益。

#### 管理合約

年內，概無訂立或存在有關本公司全部或任何重大部分業務之管理或行政合約。

年內，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。

**DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

At 31 December 2018, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

**Long positions in ordinary shares of the Company:**

**董事於股份及相關股份中之權益及淡倉**

於二零一八年十二月三十一日，各董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中所擁有記錄於根據證券及期貨條例第352條規定本公司須予保存之登記名冊，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

**於本公司普通股中之好倉：**

		Number of shares held, capacity and nature of interest 持有股份數目、身份及權益性質				Approximate percentage of the Company's issued shares 佔本公司已發行股份之概約百分比
Name of directors	董事姓名	Directly beneficially owned 直接實益擁有	Through spouse 透過配偶	Through controlled corporation 透過受控制法團	Total 總計	
Mr. Jiang Jianjun	江建軍先生	480,660,000	5,840,000 <sup>(a)</sup>	430,685,044 <sup>(b)</sup>	917,185,044	16.33%
Mr. Li Jiehong	李傑鴻先生	224,000	40,424,000 <sup>(c)</sup>	51,152,000 <sup>(d)</sup>	91,800,000	1.63%
Mr. Zeng Fanxiong	曾凡雄先生	40,538,837	-	-	40,538,837	0.72%
Mr. Gu Chunyang	谷春陽先生	9,372,000	-	-	9,372,000	0.17%
Mr. Huang Wuguang	黃吳光先生	5,300,000	-	-	5,300,000	0.09%
Mr. Ho Man Fai	何文輝先生	2,000,000	-	-	2,000,000	0.04%
Mr. Ke Xionghan	柯雄瀚先生	1,000,000	-	-	1,000,000	0.02%
		539,094,837	46,264,000	481,837,044	1,067,195,881	19.00%

Notes:

附註：

- (a) These 5,840,000 shares were held by Ms. Li Zhuoxun, the spouse of Mr. Jiang Jianjun.
- (b) These 430,685,044 shares were held by King Wei Group (China) Investment Development Limited ("King Wei") as to 258,013,044 shares and China Silver Investments Development Limited ("China Silver") as to 172,672,000 shares. As King Wei and China Silver were wholly owned by Mr. Jiang Jianjun, Mr. Jiang Jianjun was deemed to be interested in the 258,013,044 shares held by King Wei and the 172,672,000 shares held by China Silver respectively by virtue of the SFO.

- (a) 該5,840,000股股份由江建軍先生之配偶黎卓勛女士持有。
- (b) 該430,685,044股股份中之258,013,044股及172,672,000股分別由經緯集團（中國）投資發展有限公司（「經緯」）與華銀集團投資發展有限公司\*（「華銀」）持有。由於經緯及華銀由江建軍先生全資擁有，因此，根據證券及期貨條例，江建軍先生被視為分別於經緯所持有之258,013,044股股份及華銀所持有之172,672,000股股份中擁有權益。

\* For identification purpose only

\* 僅供識別

# REPORT OF THE DIRECTORS

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- (c) These 40,424,000 shares were held by Ms. Deng Xiaohe, the spouse of Mr. Li Jiehong. (c) 該40,424,000股股份由李傑鴻先生之配偶鄧笑荷女士持有。
- (d) These 51,152,000 shares were held by Sino Insight Holdings Limited ("Sino Insight"). As Sino Insight was wholly owned by Mr. Li Jiehong, Mr. Li Jiehong was deemed to be interested in the 51,152,000 shares held by Sino Insight by virtue of the SFO. (d) 該51,152,000股股份由華察控股有限公司（「華察」）持有。由於華察由李傑鴻先生全資擁有，因此，根據證券及期貨條例，李傑鴻先生被視為於華察所持有之51,152,000股股份中擁有權益。

### Long positions in share options of the Company:

### 於本公司購股權中之好倉：

Name of directors	董事姓名	Number of share options directly beneficially owned 直接實益擁有之購股權數目
Mr. Ke Xionghan	柯雄瀚先生	10,000,000
Mr. Jiang Jianjun	江建軍先生	1,000,000
Ms. Ho Wing Yan	何詠欣女士	1,000,000
Mr. Ho Man Fai	何文輝先生	1,000,000
		<u>13,000,000</u>

Save as disclosed above, as at 31 December 2018, none of the directors had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一八年十二月三十一日，各董事概無於本公司或其任何相聯法團之股份及相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES**

At 31 December 2018, the following interests in shares or underlying shares of 5% or more of the issued shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

**Long positions:**

**主要股東及其他人士於股份及相關股份中之權益**

於二零一八年十二月三十一日，以下於股份或相關股份中佔本公司已發行股份5%或以上之權益已記錄於本公司根據證券及期貨條例第336條須予存置之登記名冊內：

**好倉：**

Name	Capacity and nature of interest	Number of ordinary shares or underlying shares held	Approximate percentage of the Company's issued shares
姓名／名稱	身份及權益性質	持有普通股或相關股份數目	佔本公司已發行股份之概約百分比
Li Zhuoxun 黎卓勛	Beneficial owner 實益擁有人	5,840,000	0.10%
	Interest of spouse 配偶權益	912,345,044 <sup>(a)</sup>	16.24%
Beidahuang (HK) International Trade Co., Limited 北大荒(香港)國際貿易有限公司	Beneficial owner 實益擁有人	660,000,000	11.75%
黑龍江農墾北大荒商貿集團有限責任公司	Interest of controlled corporation 受控制法團權益	660,000,000 <sup>(b)</sup>	11.75%
黑龍江北大荒農墾集團總公司	Interest of controlled corporation 受控制法團權益	660,000,000 <sup>(b)</sup>	11.75%
Able Turbo Enterprises Limited	Beneficial owner 實益擁有人	255,103,474	4.54%
	Interest of controlled corporation 受控制法團權益	154,396,526 <sup>(c)</sup>	2.75%
Chen Hua 陳華	Interest of controlled corporations 受控制法團權益	409,500,000 <sup>(d)</sup>	7.29%
Li Xianggen 李向根	Interest of controlled corporations 受控制法團權益	409,500,000 <sup>(d)</sup>	7.29%

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### Notes:

- (a) These 912,345,044 shares and underlying shares were held by Mr. Jiang Jianjun (“Mr. Jiang”), the spouse of Ms. Li Zhuoxun, as to 480,660,000 shares and 1,000,000 share options, King Wei as to 258,013,044 shares and China Silver as to 172,672,000 shares. As King Wei and China Silver were wholly owned by Mr. Jiang, Mr. Jiang was deemed to be interested in the 258,013,044 shares held by King Wei and the 172,672,000 shares held by China Silver respectively by virtue of the SFO. Accordingly, Ms. Li Zhuoxun was deemed to be interested in the shares and the underlying shares held by Mr. Jiang, King Wei and China Silver by virtue of the SFO.
- (b) These 660,000,000 shares were held by Beidahuang (HK) International Trade Co., Limited, which was wholly owned by 黑龍江農墾北大荒商貿集團有限責任公司 which in turn was wholly owned by 黑龍江北大荒農墾集團總公司. Accordingly, each of 黑龍江農墾北大荒商貿集團有限責任公司 and 黑龍江北大荒農墾集團總公司 was deemed to be interested in the 660,000,000 shares held by Beidahuang (HK) International Trade Co., Limited by virtue of the SFO.
- (c) These 154,396,526 shares were held by China Food and Beverage Group Limited (“China Food”), which was wholly owned by Able Turbo Enterprises Limited (“Able Turbo”). Accordingly, Able Turbo was deemed to be interested in the 154,396,526 shares held by China Food by virtue of the SFO.
- (d) These 409,500,000 shares were held by Able Turbo as to 255,103,474 shares and China Food as to 154,396,526 shares. As China Food was wholly owned by Able Turbo, Able Turbo was deemed to be interested in the 154,396,526 shares held by China Food by virtue of the SFO. As Able Turbo was 60.31% owned by Mr. Chen Hua and 39.69% owned by Mr. Li Xianggen, each of Mr. Chen Hua and Mr. Li Xianggen was deemed to be interested in the shares held by Able Turbo and China Food by virtue of the SFO.

### 附註：

- (a) 該912,345,044股股份及相關股份中之480,660,000股股份及1,000,000份購股權由江建軍先生(「江先生」,為黎卓勛女士之配偶)持有,258,013,044股股份由經緯持有,而172,672,000股股份由華銀持有。由於經緯及華銀由江先生全資擁有,因此,根據證券及期貨條例,江先生被視為分別於經緯所持有之258,013,044股股份及華銀所持有之172,672,000股股份中擁有權益。故此,根據證券及期貨條例,黎卓勛女士被視為於江先生、經緯及華銀所持有之股份及相關股份中擁有權益。
- (b) 該660,000,000股股份由北大荒(香港)國際貿易有限公司持有,北大荒(香港)國際貿易有限公司由黑龍江農墾北大荒商貿集團有限責任公司全資擁有,而黑龍江農墾北大荒商貿集團有限責任公司由黑龍江北大荒農墾集團總公司全資擁有。因此,根據證券及期貨條例,黑龍江農墾北大荒商貿集團有限責任公司及黑龍江北大荒農墾集團總公司各自被視為於北大荒(香港)國際貿易有限公司所持有之660,000,000股股份中擁有權益。
- (c) 該154,396,526股股份由中國食品飲品集團有限公司\* (「中國食品」)持有,而中國食品由Able Turbo Enterprises Limited (「Able Turbo」)全資擁有。因此,根據證券及期貨條例,Able Turbo被視為於中國食品所持有之154,396,526股股份中擁有權益。
- (d) 該409,500,000股股份中之255,103,474股及154,396,526股分別由Able Turbo及中國食品持有。由於中國食品由Able Turbo全資擁有,故根據證券及期貨條例,Able Turbo被視為於中國食品所持有之154,396,526股股份中擁有權益。由於Able Turbo由陳華先生擁有60.31%權益及由李向根先生擁有39.69%權益,故根據證券及期貨條例,陳華先生及李向根先生各自被視為於Able Turbo及中國食品所持有之股份中擁有權益。

\* For identification purpose only

\* 僅供識別

Save as disclosed above, as at 31 December 2018, no person, other than the directors of the Company whose interests are set out in the section headed “Directors’ Interests and Short Positions in Shares and Underlying Shares” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

### SHARE OPTION SCHEMES

The Company operates two share option schemes for the purpose of providing incentives and rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Group. A share option scheme (the “2007 Scheme”) was adopted by the Company on 23 May 2007 and terminated on 22 May 2017, and a new share option scheme (the “2017 Scheme”) was adopted by the Company pursuant to a resolution passed on 9 June 2017 (the “Adoption Date”). The 2017 Scheme, unless otherwise cancelled or amended, will remain in force for 10 years from the Adoption Date. Further details of the 2007 Scheme and the 2017 Scheme are disclosed in note 34 to the financial statements.

Upon the termination of the 2007 Scheme, no further share option has been granted, but the share options granted prior to such termination continue to be valid and exercisable in accordance with the provisions of the 2007 Scheme. No share option was granted under the 2017 Scheme since its adoption.

除上文所披露者外，於二零一八年十二月三十一日，概無任何人士（本公司董事除外，彼等之權益載於上文「董事於股份及相關股份中之權益及淡倉」一節）於本公司之股份或相關股份中擁有根據證券及期貨條例第336條須予登記之權益或淡倉。

### 購股權計劃

本公司設有兩項購股權計劃，旨在就合資格參與者為本集團所作貢獻及持續努力促進本集團利益提供鼓勵及獎賞。一項購股權計劃（「二零零七年計劃」）於二零零七年五月二十三日獲本公司採納並於二零一七年五月二十二日終止，而根據一項於二零一七年六月九日（「採納日期」）通過之決議案，一項新購股權計劃（「二零一七年計劃」）獲本公司採納。除非另行取消或作出修訂，否則二零一七年計劃將於自採納日期起計10年內一直生效。二零零七年計劃及二零一七年計劃之進一步詳情於財務報表附註34內披露。

於二零零七年計劃終止時，根據二零零七年計劃之條文，本公司概無再授出購股權，惟先於該終止授出之購股權繼續有效及可予行使。自二零一七年計劃獲採納起，本公司概無授出購股權。



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The following table discloses movements in the Company's outstanding share options granted under the 2007 Scheme during the Year:

下表披露年內本公司根據二零零七年計劃已授出但未行使之購股權之變動：

Name or category of participant 參與者姓名或類別	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 <sup>(a)</sup> 購股權授出 日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price of share options <sup>(b)</sup> 購股權行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2018 於二零一八年 一月一日	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Directors</b> <b>董事</b>									
Mr. Jiang Jianjun 江建軍先生	1,830,000	-	-	-	(1,830,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	915,000	-	-	-	(915,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	915,000	-	-	-	(915,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	4,660,000	-	-	-	(3,660,000)	1,000,000			
Mr. Ke Xionghan 柯雄瀚先生	3,000,000	-	-	-	-	3,000,000	14-10-16	01-07-17 – 13-10-19	0.436
	3,000,000	-	-	-	-	3,000,000	14-10-16	14-10-17 – 13-10-19	0.436
	4,000,000	-	-	-	-	4,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	10,000,000	-	-	-	-	10,000,000			
Ms. Ho Wing Yan 何詠欣女士	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	2,000,000	-	-	-	(1,000,000)	1,000,000			
Mr. Ho Man Fai 何文輝先生	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	2,000,000	-	-	-	(1,000,000)	1,000,000			
	18,660,000	-	-	-	(5,660,000)	13,000,000			

Name or category of participant 參與者姓名或類別	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 <sup>(a)</sup> 購股權授出 日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price of share options <sup>(b)</sup> 購股權行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2018 於二零一八年 一月一日	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Ex-directors<sup>(c)</sup></b> 前董事 <sup>(c)</sup>									
Mr. Jiang Jiancheng 江建成先生	10,000,000	-	-	-	(10,000,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	5,000,000	-	-	-	(5,000,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	5,000,000	-	-	-	(5,000,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	(300,000)	-	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	(300,000)	-	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	(400,000)	-	14-10-16	14-10-18 – 13-10-19	0.436
	21,000,000	-	-	-	(21,000,000)	-			
Ms. Zhang Yujie 仇玉杰女士	3,000,000	-	-	-	(3,000,000)	-	14-10-16	01-07-17 – 13-10-19	0.436
	3,000,000	-	-	-	(3,000,000)	-	14-10-16	14-10-17 – 13-10-19	0.436
	4,000,000	-	-	-	(4,000,000)	-	14-10-16	14-10-18 – 13-10-19	0.436
	10,000,000	-	-	-	(10,000,000)	-			
Dr. Loke Yu 陸海林博士	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	2,000,000	-	-	-	(1,000,000)	1,000,000			
Mr. Li Xiaofeng 黎曉峰先生	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	(300,000)	-	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	(300,000)	-	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	(400,000)	-	14-10-16	14-10-18 – 13-10-19	0.436
	2,000,000	-	-	-	(2,000,000)	-			
	35,000,000	-	-	-	(34,000,000)	1,000,000			

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Name or category of participant 參與者姓名或類別	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 <sup>(a)</sup> 購股權授出 日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price of share options <sup>(b)</sup> 購股權行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2018 於二零一八年 一月一日	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Other Employees</b> 其他僱員									
In aggregate 總計	4,100,000	-	-	-	(4,100,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	2,050,000	-	-	-	(2,050,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	2,050,000	-	-	-	(2,050,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	17,250,000	-	-	-	-	17,250,000	14-10-16	01-07-17 – 13-10-19	0.436
	17,250,000	-	-	-	-	17,250,000	14-10-16	14-10-17 – 13-10-19	0.436
	23,000,000	-	-	-	-	23,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	<u>65,700,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(8,200,000)</u>	<u>57,500,000</u>			
<b>Consultants</b> 顧問									
In aggregate 總計	50,000,000	-	-	-	(50,000,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	25,000,000	-	-	-	(25,000,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	25,000,000	-	-	-	(25,000,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	37,950,000	-	-	-	-	37,950,000	14-10-16	01-07-17 – 13-10-19	0.436
	37,950,000	-	-	-	-	37,950,000	14-10-16	14-10-17 – 13-10-19	0.436
	50,600,000	-	-	-	-	50,600,000	14-10-16	14-10-18 – 13-10-19	0.436
	<u>226,500,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(100,000,000)</u>	<u>126,500,000</u>			
	<u>345,860,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(147,860,000)</u>	<u>198,000,000</u>			

Notes to the table of outstanding share options granted under the 2007 Scheme during the Year:

- (a) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (b) The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

年內根據二零零七年計劃已授出但未行使之購股權列表附註：

- (a) 購股權之歸屬期為由授出日期起直至行使期開始為止。
- (b) 在供股或發行紅股或本公司股本出現其他類似變動之情況下，購股權之行使價須作出調整。

(c) Mr. Jiang Jiancheng resigned as an executive director of the Company with effect from 10 November 2017, Ms. Zhang Yujie ceased to be a non-executive director of the Company with effect from 23 March 2018, Dr. Loke Yu resigned as an independent non-executive director of the Company with effect from 1 November 2018 and Mr. Li Xiaofeng resigned as an independent non-executive director of the Company with effect from 31 July 2018. According to the 2007 Scheme, the share options granted to them may be exercised within three months from their respective date of cessation.

The Group recognised a share option expense of approximately HK\$1,063,000 during the Year (2017: HK\$42,567,000).

Save as disclosed above, at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

#### CONNECTED AND CONTINUING CONNECTED TRANSACTIONS

Details of the connected transactions are disclosed in note 40 to the financial statements. The bank loan secured by properties held by related party and directors guarantee was repaid during the year.

The bank loan of HK\$29,601,000 were guaranteed by Shenzhen Jianlai Industrial Co., Ltd. (“深圳市建萊實業有限公司”) (“Jianlai”), a related party of the Group, Mr. Jiang Jianjun, the director of the Group, the Company and independent third parties. Mr. Jiang Jianjun and Mr. Jiang Jiancheng are shareholders of Jianlai.

The bank loan of HK\$39,848,000 was guaranteed by the investment property of the Company, Mr. Jiang Jianjun and his wife.

(c) 江建成先生辭任本公司執行董事，自二零一七年十一月十日起生效；仇玉杰女士不再為本公司非執行董事，自二零一八年三月二十三日起生效；陸海林博士辭任本公司獨立非執行董事，自二零一八年十一月一日起生效；而黎曉峰先生辭任本公司獨立非執行董事，自二零一八年七月三十一日起生效。根據二零零七年計劃，彼等獲授之購股權可於彼等各自之離職日期起計三個月內行使。

年內，本集團已確認購股權開支約1,063,000港元（二零一七年：42,567,000港元）。

除上文所披露者外，於年內任何時間，董事及彼等各自之配偶或未滿十八歲子女概無獲授透過收購本公司股份或債權證獲取利益之權利，彼等亦無行使任何有關權利；本公司及其任何附屬公司亦概無訂立任何安排，致使董事可收購任何其他法人團體之有關權利。

#### 關連及持續關連交易

關連交易之詳情於財務報表附註40內披露。由關聯人士所持物業及董事擔保作抵押之銀行貸款已於年內償還。

29,601,000港元之銀行貸款由本集團之關聯方深圳市建萊實業有限公司（「建萊」）、本集團董事江建軍先生、本公司及多名獨立第三方擔保。江建軍先生及江建成先生為建萊之股東。

39,848,000港元之銀行貸款由本公司之投資物業、江建軍先生及其妻子擔保。

## REPORT OF THE DIRECTORS 董事會報告

Accordingly, the transactions contemplated under the above agreements were continuing connected transactions for the Company under the Listing Rules. However, since these continuing connected transactions were de minimis transactions, they were exempted from reporting, announcement and independent shareholders' approval requirements.

Set out below is information in relation to connected transactions which were disclosed in the Company's announcements and are required under Chapter 14A of the Listing Rules to be included in this annual report.

On 13 May 2015, the Company entered into a framework agreement ("Framework Agreement") with Heilongjiang Nongken Beidahuang Business Trade Liability Group Co., Ltd (the "Supplier") and its subsidiaries (the "Supplier Group") in relation to the supply of green and organic food products including but not limited to corn, cooking oil, and cereals and oils. The Supplier is the holding company of Beidahuang Marketing Co. Ltd. which is a substantial shareholder of Shenzhen Beidahuang Green Food Distribution Limited (a non-wholly owned subsidiary of the Company). Thus, the Supplier Group is a connected person of the Company and the transactions contemplated under the Framework Agreement constitute continuing connected transactions for the Company at the subsidiary level under Listing Rules. During the year ended 31 December 2018, there was a total purchase of staple food amounting to HK\$107,011,000. However, the Framework Agreement was expired as at 31 December 2017 and the Company has not renewed the agreement and obtained the approval of independent shareholders of the continuing connected transactions during the year ended 31 December 2018 as required under the Listing Rules. Because of the aforesaid situation, there has not been any cap set for the continuing connected transactions contemplated under the Framework Agreement for the year ended 31 December 2018. The Company will ratify the non-compliance and will update the shareholders and public by way of announcement as and when required.

因此，根據上市規則，上述協議項下擬進行之交易構成本公司之持續關連交易。然而，由於該等持續關連交易為符合最低豁免水平之交易，故獲豁免遵守申報、公告及獨立股東批准規定。

下文所載為本公司有關公佈就關連交易所披露之資料，須根據上市規則第十四A章載入本年報。

於二零一五年五月十三日，本公司與黑龍江農墾北大荒商貿集團有限責任公司（「供應商」）及其附屬公司（統稱「供應商集團」）訂立框架協議（「框架協議」），內容有關供應綠色有機食品，包括但不限於玉米、食用油、穀類食品及油料。供應商為北大荒營銷股份有限公司之控股公司，而北大荒營銷股份有限公司為深圳北大荒綠色食品配送有限公司（本公司之非全資附屬公司）之主要股東。因此，供應商集團為本公司之關連人士，根據上市規則，框架協議項下擬進行之交易構成本公司附屬公司層面之持續關連交易。截至二零一八年十二月三十一日止年度，主食品的總採購額為107,011,000港元。然而，框架協議已於二零一七年十二月三十一日屆滿，而本公司未有重續協議，亦無按照上市規則規定取得獨立股東批准截至二零一八年十二月三十一日止年度之持續關連交易。由於上述情況，故於截至二零一八年十二月三十一日止年度，框架協議項下擬進行之持續關連交易並無訂立任何上限。本公司將會糾正不合規情況，並於有需要時發表公佈，向股東及公眾提供最新資料。

### SUFFICIENCY OF PUBLIC FLOAT

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

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

At 31 December 2018, none of the directors was interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### AUDITOR

HLB Hodgson Impey Cheng Limited was appointed as the auditor of the Company by the Board on 29 December 2017 to fill the causal vacancy following the resignation of CHENG & CHENG LIMITED and held the office until the conclusion of the 2018 annual general meeting of the Company. Save for the above, there was no other change in the auditor of the Company in the past three years.

The financial statements for the year ended 31 December 2018 have been audited by HLB Hodgson Impey Cheng Limited. HLB Hodgson Impey Cheng Limited will retire and, being eligible, offer themselves for re-appointment. A resolution to re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company will be proposed at the forthcoming annual general meeting.

### EQUITY-LINKED AGREEMENTS

Save for the share option schemes and the Subscription of New Shares disclosed in the Company's announcement dated 27 August 2018, the Company has not entered into any equity-linked agreement during the Year.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

### 足夠公眾持股量

根據本公司透過公開途徑取得之資料及就董事所知，於本報告日期，公眾人士至少持有本公司已發行股份總數25%。

### 董事於競爭業務中之權益

於二零一八年十二月三十一日，概無董事於直接或間接與本集團業務競爭或可能競爭之任何業務（本集團業務除外）中擁有任何權益。

### 核數師

於二零一七年十二月二十九日，國衛會計師事務所有限公司獲董事會委任為本公司核數師，以填補鄭鄭會計師事務所有限公司辭任後之臨時空缺，任期直至本公司二零一八年股東週年大會結束為止。除上文所述者外，本公司核數師於過往三年並無其他變動。

截至二零一八年十二月三十一日止年度之財務報表已由國衛會計師事務所有限公司審核。國衛會計師事務所有限公司即將告退，惟符合資格並願意接受續聘。即將舉行之股東週年大會上將提呈一項決議案，以續聘國衛會計師事務所有限公司為本公司核數師。

### 股本掛鈎協議

除購股權計劃及本公司日期為二零一八年八月二十七日之公佈所披露之新股份認購事項外，年內，本公司並無訂立任何股本掛鈎協議。

### 環境、社會及管治

本集團致力為環境之可持續發展作出貢獻，並維持高水準之企業社會管治以為激勵員工建立良好框架，並為業務經營所在社區作出貢獻，從而為本集團創造持續回報。

# REPORT OF THE DIRECTORS

## 董事會報告

### RELATIONSHIPS WITH EMPLOYEES

Employees are one of the most important assets and stakeholders of the Group, their contribution and support are values at all times. The Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Share options are granted to retain loyal employees with the aim to form a professional staff and management team that can bring the Group to different levels of success.

The Group encourages its staff to participate in external seminars and lectures to keep abreast of changes and updates on areas of legal, compliance, financial accounting and reporting, and market industry practices. Through these types of training, we believe that the Group can increase its efficiency and productivity while in general, the risk and uncertainties of the Group can be reduced.

The Company encourages continuous professional development training for the directors and senior management to develop and refresh their knowledge and skills which includes seminars and workshops, updates on regulatory requirements and development and corporate governance practices.

### HEALTH AND SAFETY

The Group strives to provide a healthy and safe working environment to the employees.

### ENVIRONMENT PROTECTION

Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

### COMMUNITY INVOLVEMENT

The Group is committed to participating in community events from time to time, and to the improvement of community well-being and social services. The Group supports and encourages staff to actively participate in a wide range of charitable events outside working hours, to raise awareness and concern for the community, and to inspire more people to take part in serving the community.

### 僱員關係

僱員為本集團最重要資產及利益相關者之一，彼等之貢獻及支持一直至關重要。本集團根據行業標準及僱員之個人表現定期檢討報酬及福利政策。本集團授出購股權以挽留忠誠僱員，旨在建立可令本集團取得各種成就之專業僱員及管理團隊。

本集團鼓勵僱員參加外界研討會及講座以掌握法律、合規、財務會計及報告與市場行業慣例方面之變動及最新情況。通過該等類型培訓，本集團相信能提高效率與生產力，同時全面降低本集團風險與不明朗因素。

本公司鼓勵董事及高級管理層參與持續專業發展培訓以豐富及更新彼等之知識與技能，包括研討會、專題討論會、監管規定及發展與企業管治常規最新資料。

### 健康及安全

本集團盡力為僱員提供健康及安全的工作環境。

### 環境保護

環境保護為本集團關注之重點。本集團遵循環境法例、鼓勵環境保護並提升本集團全體僱員之環保意識。

### 深入社區

本集團致力不時參與社區活動以及改善社區生活及社會服務。本集團支持及鼓勵員工利用工作以外時間積極參與廣泛的慈善活動，提高社區意識及關注度並激勵更多人參與社區服務。

### **COMPLIANCE WITH LAWS AND REGULATIONS**

The Group has adopted compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries.

### **INDEMNITY OF DIRECTORS**

A permitted indemnity provision that provides for indemnity against liability incurred by directors and other officers of the Group is currently in force and was in force throughout the year ended 31 December 2018.

On behalf of the Board

**Li Jiehong**  
*Chairman*

Hong Kong, 29 March 2019

### **遵守法律及法規**

本集團已採納合規及風險管理政策及程序，而高級管理層成員則獲授權負責持續監察恪守重大法律及監管規定之情況。

就本公司所知，其已於各重大方面遵守對本公司及其附屬公司業務及營運有重大影響之相關法律及法規。

### **董事彌償保證**

訂明本集團董事及其他高級職員所產生責任之彌補保證的獲准許的彌償條文現時生效及於截至二零一八年十二月三十一日止年度內一直有效。

代表董事會

*主席*  
**李傑鴻**

香港，二零一九年三月二十九日





# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



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

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

### To the shareholders of China Beidahuang Industry Group Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

#### OPINION

We have audited the consolidated financial statements of China Beidahuang Industry Group Holdings Limited (the "Company") and its subsidiaries ("the Group") set out on pages 76 to 247, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

#### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' 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.

### 致中國北大荒產業集團控股有限公司全體股東 (於開曼群島註冊成立之有限公司)

#### 意見

本核數師已審核列載於第76至247頁中國北大荒產業集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表,此等綜合財務報表包括於二零一八年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收入報表、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,該等綜合財務報表按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況,及 貴集團截至該日止年度的綜合財務業績及綜合現金流量,並已按照香港公司條例的披露規定妥為編製。

#### 意見的基礎

我們的審核工作乃按照香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行。我們在該等準則下的責任已在本報告核數師就審核綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」),我們獨立於 貴集團,並已根據守則履行我們的其他道德責任。我們相信,我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

**KEY AUDIT MATTERS**

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

**關鍵審核事項**

關鍵審核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核最為重要的事項。該等事項是在我們審核整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨意見。

<b>Key Audit Matter</b> <b>關鍵審核事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審核如何處理該事項</b>
<i>Impairment assessment of trade receivables</i> 應收貿易賬款之減值評估	
<b>Refer to note 23 to the consolidated financial statements</b> <b>請參閱綜合財務報表附註23</b>	
<p>The Group had trade receivables with gross carrying amount of approximately HK\$133,460,000 (2017: HK\$78,926,000) and provision for allowance for expected credit losses of approximately HK\$2,598,000 (2017: Nil).</p> <p>貴集團之應收貿易賬款賬面總額約為133,460,000港元（二零一七年：78,926,000港元），而計提之預期信貸虧損撥備約為2,598,000港元（二零一七年：無）。</p>	<p>Our procedures in relation to management's impairment assessment of the trade receivables as at 31 December 2018 included:</p> <p>我們對管理層於二零一八年十二月三十一日應收貿易賬款減值評估採取之程序包括：</p> <ul style="list-style-type: none"> <li>• obtain understanding and evaluating the key controls that the Group has implemented to manage and monitor its credit risk, and validating the control effectiveness on a sample basis;</li> <li>• 了解並評價 貴集團就管理及監察其信貸風險實施之主要監控，並抽樣驗證監控成效；</li> <li>• Checking, on a sample basis, the ageing profile of the trade receivables as at 31 December 2018 to the underlying financial records and post year-end settlements to bank receipts;</li> <li>• 抽樣檢查於二零一八年十二月三十一日應收貿易賬款之賬齡紀錄與相關財務紀錄以及年結後收款情況與銀行收款情況；</li> </ul>

<b>Key Audit Matter</b> <b>關鍵審核事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審核如何處理該事項</b>
<p>Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for allowance for expected credit losses based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the allowance for expected credit losses assessment.</p> <p>管理層定期基於不同客戶之信貸狀況、應收貿易賬款之賬齡、過往收款紀錄、其後收款狀況、未償還結餘預期變現時間及金額以及與相關客戶之持續貿易關係等資料評估應收貿易賬款之可收回性及計提之預期信貸虧損撥備之足夠性。為預期信貸虧損評估撥備估計預期信貸虧損時，管理層亦考慮或會影響客戶償還未償還結餘的能力之前瞻性資料。</p> <p>We focused on this area due to the allowance for expected credit losses assessment of trade receivables under the expected credit losses model involved the use of significant management judgements and estimates.</p> <p>我們聚焦此範疇在於根據預期信貸虧損模型計提應收貿易賬款之預期信貸虧損評估撥備涉及重大管理層判斷及估計之運用。</p>	<ul style="list-style-type: none"> <li>Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as performing public search of credit profile of selected customers, understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers; and</li> <li>向管理層查詢每筆於年結時已逾期之重大應收貿易賬款狀況，並以支持證據核證管理層之解釋，例如公開搜尋獲選客戶之信貸紀錄，基於貿易紀錄了解與客戶之持續業務關係，檢查客戶之以往及後續償款紀錄以及與客戶之其他通訊；及</li> <li>Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.</li> <li>評估預期信貸虧損撥備方法之合適程度，抽樣審查主要輸入數據以評估其準確性及完整性，以及質疑釐定預期信貸虧損時使用之假設（包括歷史及前瞻性資料）。</li> </ul> <p>We found that the management judgment and estimates used to assess the recoverability of the trade receivables and determine the impairment provision to be supportable by available evidence.</p> <p>我們發現管理層用於評估應收貿易賬款可收回程度及釐定減值撥備時運用之管理層判斷及估計均有可得證據支持。</p>

<b>Key Audit Matter</b> <b>關鍵審核事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審核如何處理該事項</b>
<i>Impairment assessment of loan receivables</i> 應收貸款之減值評估	
<b>Refer to note 17 to the consolidated financial statement</b> <b>請參閱綜合財務報表附註17</b>	
<p>As at 31 December 2018, the Group's gross loan receivables amounted to HK\$380,949,000 (2017: HK\$362,576,000) and a provision for allowance for expected credit losses of loan receivables of HK\$4,520,000 (2017: Nil).</p> <p>於二零一八年十二月三十一日，貴集團之應收貸款總額為380,949,000港元（二零一七年：362,576,000港元），而計提之應收貸款預期信貸虧損撥備為4,520,000港元（二零一七年：無）。</p> <p>The balance of provision for allowance for expected credit losses of loan receivables represents the management's best estimates at the end of the reporting date of expected credit losses under Hong Kong Financial Reporting Standard 9: Financial Instruments expected credit losses models.</p> <p>計提之應收貸款預期信貸虧損撥備結餘指管理層於報告日期末根據香港財務報告準則第9號：金融工具之預期信貸虧損模型對預期信貸虧損作出之最佳估計。</p>	<p>Our procedures in relations to management's impairment assessment of the loans receivables as at 31 December 2018 included:</p> <p>我們對管理層評估於二零一八年十二月三十一日之應收貸款減值評估採取之程序包括：</p> <ul style="list-style-type: none"> <li>• understood and tested the key control procedures performed by management, including its procedures on periodic review on overdue receivables and the assessment of expected credit losses allowance on the loan receivables;</li> <li>• 了解並測試管理層已進行之主要監控程序，包括定期審閱逾期應收款項及評估應收貸款預期信貸虧損撥備之程序；</li> <li>• understood and evaluated the modelling methodologies for expected credit losses measurement, assessed the reasonableness of the model selection and key measurement parameters determination;</li> <li>• 了解及評價計量預期信貸虧損之模型方法，評估模型選項及關鍵計量參數決定之合理性；</li> </ul>

<b>Key Audit Matter</b> <b>關鍵審核事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審核如何處理該事項</b>
<p>We focus on this area due to the magnitude of the loan receivables and the significant estimates and judgement involved in determining the expected credit losses allowance on the loan receivables.            我們聚焦於此範疇在於釐定應收貸款預期信貸虧損撥備涉及之應收貸款程度以及重大估計及判斷。</p>	<ul style="list-style-type: none"> <li>• for the historical information, discussed with management to understand the management's identification of significant increase in credit risk, defaults and credit-impaired loans, corroborated management's explanation with supporting evidence;</li> <li>• 與管理層討論歷史資料，以了解管理層對信貸風險顯著上升、違約及已出現信貸減值貸款之識別，並以支持證據核證管理層之解釋；</li> <li>• for forward-looking measurement, we assessed the reasonableness of economic indicator selection, economic scenarios and weightings application, assessed the reasonableness of the estimation by comparing with industry data; and</li> <li>• 就前瞻性計量評估經濟指標選項、經濟情況及加權應用之合理性，透過比較行業數據評估估計之合理性；及</li> <li>• checked major data inputs used in the expected credit losses models on sample basis to the Group's record.</li> <li>• 抽樣檢查預期信貸虧損模型採用之主要輸入數據與 貴集團之紀錄。</li> </ul> <p>Based on the above, we found that the estimates and judgement made by management in respect of the expected credit losses allowance and the collectability of the loan receivables were supportable by the available evidence.            以上述各項為基礎，我們發現管理層有關應收貸款預期信貸虧損撥備及可收回程度之估計及判斷均有可得證據支持。</p>



<b>Key Audit Matter</b> <b>關鍵審核事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審核如何處理該事項</b>
<i>Impairment assessment of goodwill and other intangible assets</i> 商譽及其他無形資產之減值評估	
<b>Refer to notes 19 and 20 to the consolidated financial statements</b> <b>請參閱綜合財務報表附註19及20</b>	
<p>The Group has goodwill and other intangible assets of approximately HK\$47,266,000 and HK\$123,495,000, respectively. Management performed impairment assessment of goodwill and other intangible assets based on value in use model that required significant management judgement with respect to the discount rate and underlying cash flows, in particular future revenue growth and capital expenditure. Independent external valuation were obtained in order to support management's estimates.</p> <p>貴集團之商譽及其他無形資產分別為約47,266,000港元及123,495,000港元。管理層對商譽及其他無形資產作出減值評估乃基於使用價值模型得出，當中需要管理層就折現率及相關現金流量，尤其是未來收益增長率及資本開支作出重大判斷。已委聘獨立外部估值師進行估值，以支持管理層的估計。</p> <p>This conclusion was based on value in use model that required significant management judgement with respect to the discount rate and the underlying cash flows, in particular future revenue growth and capital expenditure. Independent external valuation were obtained in order to support management's estimates. 該結論乃基於使用價值模型得出，當中需要管理層就折現率及相關現金流量，尤其是未來收益增長率及資本開支作出重大判斷。已委聘獨立外部估值師進行估值，以支持管理層的估計。</p>	<p>Our procedures in relation to management's impairment assessment included:</p> <p>我們有關管理層進行之減值評估之程序包括：</p> <ul style="list-style-type: none"> <li>• Evaluating of the independent valuer's competence, capabilities and objectivity;</li> <li>• 評估獨立估值師之資歷、能力及客觀性；</li> <li>• Assessing the methodologies used and the appropriateness of the key assumption based on our knowledge of the relevant industry and using our valuation experts;</li> <li>• 根據我們對相關行業之知識及運用我們的估值專家，評估所使用方法及關鍵假設是否恰當；</li> <li>• Challenging the reasonableness of key assumptions based on our knowledge of the business and industry; and</li> <li>• 根據我們對相關業務及行業的了解，質疑關鍵假設的合理性；及</li> <li>• Checking, on a sampling basis, the accuracy and relevance of the input data used.</li> <li>• 抽樣檢查所採用之輸入數據之準確性及相關性。</li> </ul> <p>We consider the management conclusion to be consistent with the available information. 我們認為管理層的結論與現有資料一致。</p>

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

<b>Key Audit Matter</b> <b>關鍵審核事項</b>	<b>How the matter was addressed in our audit</b> <b>我們的審核如何處理該事項</b>
<i>Valuation of investment properties</i> 投資物業估值	
<b>Refer to note 15 to the consolidated financial statements</b> <b>參閱綜合財務報表附註15</b>	
<p>Management has estimated the fair value of the Group's investment properties to be approximately HK\$398,065,000 as at 31 December 2018, with net gain in fair value for the year ended 31 December 2018 recorded in the consolidated statement of profit or loss and other comprehensive income of approximately HK\$7,088,000.</p> <p>於二零一八年三月三十一日，管理層估計 貴集團投資物業之公允值約為398,065,000港元，截至二零一八年十二月三十一日止年度計入綜合損益及其他全面收入報表之公允值淨收益約為7,088,000港元。</p> <p>Independent external valuations were obtained in order to support management's estimates. The valuations are dependent on certain key assumptions that require significant management judgement, including market unit value of comparable properties, market rental and assuming the properties are capable of being sold in the existing status.</p> <p>已委聘獨立外部估值師進行估值，以支持管理層的估計。估值取決於重要管理層判斷之若干主要假設，包括可比較物業之市場單位價值、市租及假設物業可按現狀出售。</p>	<p>Our procedures in relation to management's determination of the valuation of the investment properties included:</p> <p>我們就管理層釐定投資物業估值進行之程序包括：</p> <ul style="list-style-type: none"> <li>• Evaluation of the independent valuer's competence, capabilities and objectivity;</li> <li>• 評估獨立估值師之資歷、能力及客觀性；</li> <li>• Assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the relevant industry and using our valuation experts; and</li> <li>• 根據我們對相關行業之知識及運用我們的估值專家，評估所使用方法及關鍵假設是否恰當；及</li> <li>• Checking, on sample basis, the accuracy and relevance of the input data used.</li> <li>• 抽樣檢查所採用之輸入數據之準確性及相關性。</li> </ul> <p>We found the key assumptions were supported by the available evidence.</p> <p>我們認為，關鍵假設有可得證據支持。</p>

### OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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 DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### 其他資料

董事需對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或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，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。



## INDEPENDENT AUDITORS' REPORT

### 獨立核數師報告

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 Audit Committee is responsible for overseeing the Group's financial reporting process.

#### AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility toward or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

在編製綜合財務報表時，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。

審核委員會負責監督 貴集團的財務報告過程負責。

#### 核數師就審核綜合財務報表須承擔的責任

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。我們僅向 閣下（作為整體）報告，除此之外報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴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。

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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。
- 了解與審核相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果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。

## INDEPENDENT AUDITORS' REPORT

### 獨立核數師報告

- 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.
- 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資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，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。

從與審核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該等事項，除非法律或法規不允許公開披露該等事項，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。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

The engagement director on audit resulting in this independent auditors' report is Hon Koon Fai, Alex.

出具本獨立核數師報告之審計項目董事為韓冠輝。

**HLB Hodgson Impey Cheng Limited**  
*Certified Public Accountants*

國衛會計師事務所有限公司  
執業會計師

**Hon Koon Fai, Alex**  
Practising Certificate number: P05029

韓冠輝  
執業證書編號：P05029

Hong Kong, 29 March 2019

香港，二零一九年三月二十九日



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Revenue	收入	5	1,267,140	1,114,635
Cost of sales	銷售成本		(1,097,213)	(995,323)
Gross profit	毛利		169,927	119,312
Other income, gains or losses	其他收入、收益或虧損	6	28,343	199,701
Selling and distribution expenses	銷售及分銷開支		(21,212)	(20,301)
Administrative expenses	行政開支		(120,301)	(138,267)
Profit from operation	經營溢利		56,757	160,445
Finance costs	融資成本	8	(51,592)	(44,706)
Share of loss of associates	分佔聯營公司虧損		(2,084)	(3,616)
Gain on disposal of subsidiaries	出售附屬公司之收益	37	9,547	11,059
Profit before taxation	除稅前溢利	7	12,628	123,182
Taxation	稅項	11	(851)	(12,904)
<b>PROFIT FOR THE YEAR</b>	<b>年度溢利</b>		<b>11,777</b>	<b>110,278</b>
Other comprehensive (loss)/income Items that may be reclassified subsequently to profit or loss:	其他全面(虧損)/收入 其後可能重新分類至 損益之項目:			
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時 撥回匯兌差額		(6,611)	(1,408)
Exchange differences arising on translation of foreign operations and associates	換算海外業務及聯營公司 產生之匯兌差額		(49,560)	32,750
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入 總額		(44,394)	141,620

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收入報表

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

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit attributable to:	下列應佔溢利：		
Owners of the Company	本公司擁有人	<b>4,650</b>	115,024
Non-controlling interests	非控股權益	<b>7,127</b>	(4,746)
		<b>11,777</b>	110,278
Total comprehensive (loss)/income attributable to:	下列應佔全面 (虧損)／收入總額：		
Owners of the Company	本公司擁有人	<b>(51,457)</b>	143,955
Non-controlling interests	非控股權益	<b>7,063</b>	(2,335)
		<b>(44,394)</b>	141,620
<b>EARNINGS PER SHARE</b>	<b>每股盈利</b>		
			13
– Basic (in HK cents)	– 基本 (港仙)	<b>0.08</b>	2.20
– Diluted (in HK cents)	– 攤薄 (港仙)	<b>0.08</b>	2.20

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2018

二零一八年十二月三十一日

		Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>				
<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	14	321,173	325,856
Investment properties	投資物業	15	398,065	412,633
Loan receivables	應收貸款	17	–	71,397
Rental deposits paid	已付租金按金	18	30,413	21,287
Goodwill	商譽	19	47,266	95,319
Other intangible assets	其他無形資產	20	123,495	135,700
Interests in associates	於聯營公司之權益	21	286,450	300,734
			<b>1,206,862</b>	<b>1,362,926</b>
<b>CURRENT ASSETS</b>				
<b>流動資產</b>				
Inventories	存貨	22	57,169	17,561
Trade receivables	應收貿易賬款	23	130,862	78,926
Amounts due from contract customers	應收合約客戶款項	24	–	78,667
Loan receivables	應收貸款	17	376,429	291,179
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	628,431	502,519
Amounts due from related parties	應收關聯方款項	40	–	4,857
Financial assets at fair value through profit or loss	透過損益按公允值列賬之金融資產	16	27,355	35,756
Pledged deposits	已抵押存款	26	83,584	214,233
Cash and cash equivalents	現金及現金等值物	26	37,277	66,183
			<b>1,341,107</b>	<b>1,289,881</b>
<b>CURRENT LIABILITIES</b>				
<b>流動負債</b>				
Trade and bills payables	應付貿易賬款及應付票據	27	244,915	315,144
Other payables and accruals	其他應付款項及應計費用	28	142,628	138,132
Contract liabilities	合約負債	29	51,471	–
Bank and other borrowings	銀行及其他借貸	30	333,424	427,121
Convertible bonds	可換股債券	32	195,378	–
Amount due to related party	應付關聯方款項	40	12,655	848
Bank overdraft	銀行透支	26	5,032	–
Tax payable	應付稅項		3,032	10,490
			<b>988,535</b>	<b>891,735</b>
<b>NET CURRENT ASSETS</b>				
<b>流動資產淨值</b>				
			<b>352,572</b>	<b>398,146</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>				
<b>資產總值減流動負債</b>				
			<b>1,559,434</b>	<b>1,761,072</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2018

二零一八年十二月三十一日

		Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	31	<b>47,445</b>	51,700
Convertible bonds	可換股債券	32	–	189,436
Total non-current liabilities	非流動負債總額		<b>47,445</b>	241,136
Net assets	資產淨值		<b>1,511,989</b>	1,519,936
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	33	<b>561,726</b>	543,426
Reserves	儲備		<b>897,283</b>	918,781
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>1,459,009</b>	1,462,207
			<b>52,980</b>	57,729
Total equity	權益總額		<b>1,511,989</b>	1,519,936

**Li Jiehong**  
Director

李傑鴻  
董事

**Jiang Jianjun**  
Director

江建軍  
董事



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

		Attributable to owners of the parent 母公司擁有人應佔									
		Issued capital	Share premium account	Share option reserve	Convertible bond reserve	Merger reserve	Exchange fluctuation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total equity
Notes		已發行股本	股份溢價賬	購股權儲備	債券儲備	合併儲備	波動儲備	累計虧損	小計	非控股權益	權益總額
附註		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	467,160	1,312,148	51,746	-	(535)	(139,065)	(766,029)	925,425	54,132	979,557
Profit for the year	年度溢利	-	-	-	-	-	-	115,024	115,024	(4,746)	110,278
Other comprehensive income for the year	年度其他全面收入	-	-	-	-	-	-	-	-	-	-
Release of exchange differences upon disposal of subsidiaries	出售附屬公司時撥回匯兌差額	-	-	-	-	-	(1,408)	-	(1,408)	-	(1,408)
Exchange differences on translation of foreign operation and associate	換算海外業務及聯營公司產生之匯兌差額	-	-	-	-	-	30,339	-	30,339	2,411	32,750
Total comprehensive income for the year	年度全面收入總額	-	-	-	-	-	28,931	115,024	143,955	(2,335)	141,620
Issue of convertible bonds	發行可換股債券	32	-	-	9,894	-	-	-	9,894	-	9,894
Issue of shares upon subscription of new shares	於認購新股份時發行股份	33	66,026	232,311	-	-	-	-	298,337	-	298,337
Repurchase of ordinary shares	購回普通股	-	(1,139)	(3,411)	-	-	-	-	(4,550)	-	(4,550)
Exercise of share option	行使購股權	-	3,710	17,760	(7,483)	-	-	-	13,987	-	13,987
Issue of consideration shares	發行代價股份	37	7,669	24,923	-	-	-	-	32,592	6,771	39,363
Incorporation of a new subsidiary	註冊成立一間新附屬公司	-	-	-	-	-	-	-	-	1,081	1,081
Released upon disposal of subsidiaries	出售附屬公司時撥回	-	-	-	-	535	-	(535)	-	(1,920)	(1,920)
Lapse of share options	購股權失效	-	-	(160)	-	-	-	160	-	-	-
Equity-settled share option arrangements	股權結算購股權安排	34	-	42,567	-	-	-	-	42,567	-	42,567
At 31 December 2017	於二零一七年十二月三十一日	543,426	1,583,731*	86,670*	9,894*	-	(110,134)*	(651,380)*	1,462,207	57,729	1,519,936
Adoption of HKFRS 9 (note)	採納香港財務報告準則第9號(附註)	-	-	-	-	-	-	(7,478)	(7,478)	(193)	(7,671)
Adjusted balance at 1 January 2018	於二零一八年一月一日之經調整結餘	543,426	1,583,731	86,670	9,894	-	(110,134)	(658,858)	1,454,729	57,536	1,512,265
Profit for the year	年度溢利	-	-	-	-	-	-	4,650	4,650	7,127	11,777
Other comprehensive income for the year	年度其他全面收入	-	-	-	-	-	-	-	-	-	-
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時撥回匯兌儲備	-	-	-	-	-	(6,611)	-	(6,611)	-	(6,611)
Exchange differences on translation of foreign operation and associate	換算海外業務及聯營公司產生之匯兌差額	-	-	-	-	-	(49,496)	-	(49,496)	(64)	(49,560)
Total comprehensive income for the year	年度全面收入總額	-	-	-	-	-	(56,107)	4,650	(51,457)	7,063	(44,394)
Issue of shares upon subscription of new shares	於認購新股份時發行股份	33	20,000	40,000	-	-	-	-	60,000	-	60,000
Repurchase of ordinary shares	購回普通股	-	(1,700)	(3,626)	-	-	-	-	(5,326)	-	(5,326)
Released upon disposal of subsidiaries	出售附屬公司時撥回	-	-	-	-	-	-	-	-	(11,619)	(11,619)
Lapse of share options	購股權失效	-	-	(49,335)	-	-	-	49,335	-	-	-
Equity-settled share option arrangements	股權結算購股權安排	34	-	1,063	-	-	-	-	1,063	-	1,063
At 31 December 2018	於二零一八年十二月三十一日	561,726	1,620,105*	38,398*	9,894*	-	(166,241)*	(604,873)*	1,459,009	52,980	1,511,989

\* These reserve accounts comprise the consolidated reserves of HK\$897,283,000 (2017: HK\$918,781,000) in the consolidated statement of financial position.

\* 該等儲備賬包含於綜合財務狀況表之綜合儲備897,283,000港元(二零一七年: 918,781,000港元)。

Note: Upon the adoption of HKFRS 9 "Financial Instrument" on January 1, 2018 has accumulated impact of HK\$7,671,000 was recorded as an adjustment to the accumulated losses and non-controlling interests as at January 1, 2018, which represented the impairment loss allowance net of deferred tax impact. Details of the adjustment are set out in note 2.

附註: 於二零一八年一月一日採納香港財務報告準則第9號「金融工具」後, 7,671,000港元之累計影響已入賬列為於二零一八年一月一日累計虧損及非控股權益之調整(即扣除遞延稅務影響之減值虧損撥備)。調整詳情載於附註2。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>	<b>經營活動所用現金流量</b>		
Profit before tax	除稅前溢利	<b>12,628</b>	123,182
Adjustments for:	經以下調整：		
Finance costs	融資成本	8	44,706
Share of loss of associates	分佔聯營公司虧損	<b>2,084</b>	3,616
Interest income	利息收入	6	(289)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	7	304
Reversal of allowance for expected credit losses recognised for trade receivables	撥回就應收貿易賬款確認之預期信貸虧損撥備	<b>(778)</b>	–
Allowance for expected credit losses recognised for other receivables	就其他應收款項確認之預期信貸虧損撥備	<b>2,784</b>	–
Allowance for expected credit losses recognised for loan receivables	就應收貸款確認之預期信貸虧損撥備	<b>2,418</b>	–
Gain on disposal of subsidiaries	出售附屬公司之收益	37	(11,059)
Depreciation	折舊	14	20,945
Gain on bargain purchase on acquisition of a subsidiary	收購一間附屬公司之議價購買收益	6	(4,112)
Amortisation of other intangible assets	其他無形資產攤銷	20	11,057
Unrealised fair value gain on investment properties	投資物業之未變現公允價值收益	15	(43,316)
Unrealised fair value loss on financial assets at fair value through profit or loss	透過損益按公允價值列賬之金融資產之未變現公允價值虧損	<b>8,401</b>	11,791
Realised fair value gain on financial asset at fair value through profit or loss	透過損益按公允價值列賬之金融資產之已變現公允價值收益	–	(1,495)
Share-based payments	以股份支付款項	34	42,567
		<b>92,176</b>	197,897
Increase in inventories	存貨增加	<b>(42,186)</b>	(13,637)
(Increase)/decrease in trade receivables	應收貿易賬款(增加)/減少	<b>(61,451)</b>	35,308
Decrease in amounts due from contract customers	應收合約客戶款項減少	–	40
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	<b>(200,207)</b>	(177,481)
Increase in loan receivables	應收貸款增加	<b>(38,523)</b>	(267,351)
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)	<b>78,180</b>	(50,393)
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)	<b>24,537</b>	(16,717)
Increase in contract liabilities	合約負債增加	<b>53,590</b>	–
Cash used in operations	經營所用現金	<b>(93,884)</b>	(292,334)
Tax paid	已付稅項	<b>(8,984)</b>	(259)

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 31 December 2018

截至二零一八年十二月三十一日止年度

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Net cash used in operating activities	經營活動所用 現金淨額	<b>(102,868)</b>	(292,593)
<b>CASH FLOWS GENERATED FROM/ (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動所得／(所用) 現金流量</b>		
Bank interest received	已收銀行利息	<b>321</b>	289
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(35,747)</b>	(220,056)
Disposal of financial assets at fair value through profit or loss	出售透過損益按公允價值 列賬的金融資產	–	21,596
Net cash outflow arising on acquisition of subsidiaries	收購附屬公司產生之 現金流出淨額	35	(219,500)
Net cash outflow arising on business combination	業務合併產生之 現金流出淨額	36	(99,390)
Net cash inflow from disposal of subsidiaries	出售附屬公司之現金 流入淨額	37	<b>59,338</b>
Net cash inflow on incorporation on new subsidiary	註冊成立新附屬公司之 現金流入淨額	–	1,081
Decrease in amount due from/(to) related party	應收／(應付)關聯方 款項減少	<b>17,134</b>	714
Decrease in advances to associates	墊付予聯營公司款項 減少	–	39,498
Net cash flows generated from/ (used in) investing activities	投資活動所得／(所用) 現金流量淨額	<b>41,046</b>	(475,072)
<b>CASH FLOWS GENERATED FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Proceeds from issue of shares	發行股份所得款項	33	<b>60,000</b>
Proceeds from exercise of shares options	行使購股權所得款項	–	13,987
Proceeds from issue of convertible bonds	發行可換股債券所得款項	32	–
Repurchase of shares	購回股份	<b>(5,326)</b>	(4,550)
New bank and other borrowings	新增銀行及其他借貸	<b>38,071</b>	554,805
Repayment of bank and other borrowings	償還銀行及其他借貸	<b>(112,588)</b>	(251,994)
(Decrease)/increase in bills payable	應付票據(減少)／增加	<b>(57,229)</b>	216,750
Withdrawal of pledged bank deposits	提取已抵押銀行存款	<b>124,472</b>	–
Deposits pledged to bank	抵押予銀行之存款	–	(199,787)
Interest paid	已付利息	<b>(45,650)</b>	(41,634)
Net cash flows generated from financing activities	融資活動所得現金流量 淨額	<b>1,750</b>	784,127

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at beginning of year		(60,072)	16,462
Effect of foreign exchange rate changes, net		66,183	62,539
		26,134	(12,818)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>32,245</b>	<b>66,183</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Represented by:			
Cash and cash equivalents as stated in the consolidated statement of financial position			
Bank overdraft stated in the consolidated statement of financial position			
	26	37,277	66,183
	26	(5,032)	-
		<b>32,245</b>	<b>66,183</b>

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2018

二零一八年十二月三十一日

### 1. CORPORATE INFORMATION

China Beidahuang Industry Group Holdings Limited is a limited liability company incorporated in the Cayman Islands. The registered address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is Unit 1101A, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 43 to the financial statements.

### 2.1. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain financial instruments and investment properties are stated at their fair value. These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

### 1. 公司資料

中國北大荒產業集團控股有限公司為一間在開曼群島註冊成立之有限公司。本公司註冊地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。其主要營業地點地址為香港九龍尖沙咀加連威老道98號東海商業中心11樓1101A室。

本公司為一間投資控股公司，其附屬公司的主要業務載於財務報表附註43。

### 2.1 編製基準

此等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定編製而成。除若干金融工具及投資物業乃按公允值列賬外，此等綜合財務報表乃根據歷史成本法編製，並以港元呈列，而除另有註明者外，所有數值皆四捨五入至最接近之千位數。

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

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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

**2.1 編製基準 (續)****綜合基準**

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零一八年十二月三十一日止年度的財務報表。附屬公司財務報表的申報期間與本公司相同，並按一致會計政策編製。附屬公司的業績自收購日期（即本集團取得控制權之日）起綜合列賬，並繼續綜合列賬，直至控制權終止之日止。所有集團內公司間之結餘、交易、集團內公司間交易產生之未變現盈虧及股息均於綜合賬目內悉數對銷。

一間附屬公司的全面收入總額將歸屬於非控股權益，即使會導致虧絀結餘。

一間附屬公司的所有權權益產生變動，而並無失去控制權，則作權益交易入賬處理。

倘本集團失去對一間附屬公司的控制權，則其終止確認(i)該附屬公司的資產（包括商譽）及負債，(ii)任何非控股權益的賬面金額；及(iii)權益內記錄的累計換算差額；及確認(i)已收代價的公允值，(ii)所保留任何投資的公允值及(iii)損益內任何因此產生的盈餘或虧絀。之前於其他全面收入內確認的本集團應佔部分將重新分類為損益或保留溢利（如適用）。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2018

二零一八年十二月三十一日

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### New and Amendments to HKFRSs that are mandatory effective for the current year

The Company and its subsidiaries (collectively referred to as the “Group”) has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time in the current year:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The above new HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

### 2.2 應用新訂及經修訂香港財務報告準則

#### 對本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂本

本公司及其附屬公司（統稱「本集團」）已於本年度首次應用下列由香港會計師公會頒佈之新訂香港財務報告準則及香港財務報告準則之修訂本：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入及相關修訂本
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預收預付代價
香港財務報告準則第2號（修訂本）	以股份支付款項的交易之分類及計量
香港財務報告準則第4號（修訂本）	與香港財務報告準則第4號「保險合約」一併應用之香港財務報告準則第9號「金融工具」
香港會計準則第28號（修訂本）	作為二零一四年至二零一六年週期之香港財務報告準則之年度改進的一部分
香港會計準則第40號（修訂本）	轉移投資物業

除下文所述者外，於本年度應用香港財務報告準則之修訂本對本集團於目前及以往年度之財務表現及狀況及／或此等綜合財務報表所載之披露並無重大影響。

上述新訂香港財務報告準則已按照相應準則及修訂本中之相關過渡條文應用，導致會計政策、所呈報金額及／或披露事項出現下文所述之變動。

# NOTES TO FINANCIAL STATEMENTS

## 對綜合財務報表之影響

31 December 2018

二零一八年十二月三十一日

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### New and Amendments to HKFRSs that are mandatory effective for the current year (continued)

##### Impact on the consolidated financial statements

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more detail by standard below.

### 2.2 應用新訂及經修訂香港財務報告準則 (續)

#### 對本年度強制生效之新訂香港財務報告準則及香港財務報告準則之修訂本 (續)

##### 對綜合財務報表之影響

下表列示就各項目確認之調整，並不包括不受變動影響之項目。因此，所提供之數字未必能重新計算得出所披露之小計及總計金額。有關調整之進一步詳情於下文按準則闡述。

Consolidated statement of financial position (extract)		31 December		1 January 2018	
		2017	HKFRS 9	HKFRS 15	2018
綜合財務狀況表(摘要)		二零一七年十二月三十一日	香港財務報告準則第9號	香港財務報告準則第15號	二零一八年一月一日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>				
Loan receivables	應收貸款	71,397	(455)	-	70,942
<b>Current assets</b>	<b>流動資產</b>				
Contract assets	合約資產	-	78,667	-	78,667
Amounts due from customers for contract work	應收客戶合約工程款項	78,667	(78,667)	-	-
Trade receivables	應收貿易賬款	78,926	(3,297)	-	75,629
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	502,519	(3,756)	-	498,763
Loan receivables	應收貸款	291,179	(1,742)	-	289,437
<b>Current liabilities</b>	<b>流動負債</b>				
Other payables and accruals	其他應付款項及應計費用	(138,132)	-	24,034	(114,098)
Contract liabilities	合約負債	-	-	(24,034)	(24,034)
<b>Net current assets</b>	<b>流動資產淨值</b>	398,146	(8,795)	-	389,351
<b>Non-current liabilities</b>	<b>非流動負債</b>				
Deferred tax liabilities	遞延稅項負債	(51,700)	1,579	-	(50,121)
<b>Net assets</b>	<b>資產淨值</b>	1,519,936	(7,671)	-	1,512,265
<b>Capital and reserves</b>	<b>股本及儲備</b>				
Reserves	儲備	918,781	(7,478)	-	911,303
Non-controlling interests	非控股權益	57,729	(193)	-	57,536
<b>Total equity</b>	<b>權益總額</b>	1,519,936	(7,671)	-	1,512,265



# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2018

二零一八年十二月三十一日

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 Financial Instruments

In the current year, the Group has applied HKFRS 9 Financial Instruments, Amendments to HKFRS 9 Prepayment Features with Negative Compensation and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, and 2) expected credit losses (“ECL”) for financial assets.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements (including impairment under ECL model) retrospectively to instruments that have not been derecognised as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognised in the opening accumulated losses and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

Accounting policies resulting from application of HKFRS 9 are disclosed in note to consolidated financial statement.

### 2.2 應用新訂及經修訂香港財務報告準則（續）

#### 香港財務報告準則第9號「金融工具」

於本年度，本集團已應用香港財務報告準則第9號「金融工具」、香港財務報告準則第9號（修訂本）「具有負補償之提前還款特點」及其他香港財務報告準則之有關相應修訂本。香港財務報告準則第9號引進有關1)金融資產及金融負債之分類及計量；及2)金融資產之預期信貸虧損（「預期信貸虧損」）之新規定。

本集團已按香港財務報告準則第9號所載之過渡條文應用香港財務報告準則第9號，即對於二零一八年一月一日（首次應用日期）尚未終止確認之工具追溯應用分類及計量規定（包括預期信貸虧損模型下之減值），而並無對於二零一八年一月一日已終止確認之工具應用有關規定。於二零一七年十二月三十一日之賬面金額與於二零一八年一月一日之賬面金額之間的差額，於年初累計虧損及權益之其他部分確認，毋須重列比較資料。

因此，由於比較資料乃根據香港會計準則第39號「金融工具：確認及計量」編製，故若干比較資料未必可作比較。

應用香港財務報告準則第9號所產生之會計政策於綜合財務報表附註內披露。

## 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### HKFRS 9 Financial Instruments (continued)

#### *Summary of effects arising from initial application of HKFRS 9*

Classification and measurement of financial assets and financial liabilities at amortised cost

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

All recognised financial assets and financial liabilities that are within the scope of HKFRS 9 are subsequently measured at amortised cost except derivative financial instruments which are continued to be recognised at fair value under HKFRS 9 as financial assets at fair value through profit or loss.

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets. The impact of the change in impairment methodology is as follows:

#### *Impairment under ECL model*

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables. Except for those which had been determined as credit impaired under HKAS 39, ECL for other financial assets at amortised cost, including prepayments, deposits and other receivables, amount due from related parties, pledged deposits, and cash and cash equivalents, are assessed on 12-month ECL (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

#### *Other financial assets measured at amortised cost*

ECL for other financial asset, at amortised cost, including loan receivables, deposit and other receivables, amount due from related parties, pledged deposits and cash and cash equivalents are assessed on 12-month ECL (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

## 2.2 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第9號「金融工具」(續)

#### *首次應用香港財務報告準則第9號之影響概要*

按攤銷成本列賬之金融資產及金融負債之分類及計量

因客戶合約而產生之應收貿易賬款初始根據香港財務報告準則第15號計量。

所有符合香港財務報告準則第9號範圍內之已確認金融資產及金融負債其後按攤銷成本計量，惟衍生金融工具根據香港財務報告準則第9號繼續按公允值確認為透過損益按公允值列賬之金融資產。

本集團須根據香港財務報告準則第9號修改此等類別各項資產之減值方法。減值方法變動之影響如下：

#### *預期信貸虧損模型下之減值*

本集團應用香港財務報告準則第9號之簡化方法，就所有應收貿易賬款採用全期預期信貸虧損計量預期信貸虧損。除根據香港會計準則第39號確定已出現信貸減值者外，其他按攤銷成本列賬之金融資產（包括預付款項、按金及其他應收款項、應收關聯方款項、已抵押存款以及現金及現金等值物）自初始確認後信貸風險並無顯著上升，預期信貸虧損按12個月預期信貸虧損（「12個月預期信貸虧損」）評估。

#### *按攤銷成本計量之其他金融資產*

由於按攤銷成本列賬之其他金融資產（包括應收貸款、按金及其他應收款項、應收關聯方款項、已抵押存款以及現金及現金等值物）自初始確認後信貸風險並無顯著上升，故預期信貸虧損按12個月預期信貸虧損（「12個月預期信貸虧損」）評估。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2018

二零一八年十二月三十一日

### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

#### HKFRS 9 Financial Instruments (continued)

*Other financial assets measured at amortised cost (continued)*

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9.

The following tables summarized the impact, net of tax, of transition HKFRS 9 on the opening balance of retained profits as 1 January 2018 as follow:

### 2.2 應用新訂及經修訂香港財務報告準則 (續)

#### 香港財務報告準則第9號「金融工具」(續)

按攤銷成本計量之其他金融資產 (續)

於二零一八年一月一日，本公司董事已利用無需繁重成本或人力可得之合理及具理據支持之資料，根據香港財務報告準則第9號之規定審閱及評估本集團現有金融資產之減值。

下表概述過渡至香港財務報告準則第9號對二零一八年一月一日年初保留溢利結餘之影響 (除稅後)：

		<b>Accumulated losses</b>	<b>Non-controlling interests</b>
		<b>累計虧損</b>	<b>非控股權益</b>
		HK\$'000	HK\$'000
		千港元	千港元
As at 31 December 2017	於二零一七年十二月三十一日	651,380	(57,729)
Increase in ECLs in	預期信貸虧損增加		
– Trade receivables	– 應收貿易賬款	3,251	46
– Other receivables	– 其他應收款項	3,609	147
– Loan receivables	– 應收貸款	2,197	–
– Deferred tax	– 遞延稅項	(1,579)	–
		<hr/>	<hr/>
As at 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	658,858	(57,536)

## 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### HKFRS 9 Financial Instruments (continued)

*Other financial assets measured at amortised cost (continued)*

All loss allowances, including trade receivables, other receivables and loan receivables as at 31 December 2017 reconciled to the opening loss allowances as at 1 January 2018 are as follows:

## 2.2 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第9號「金融工具」(續)

*按攤銷成本計量之其他金融資產 (續)*

於二零一七年十二月三十一日之所有虧損撥備(包括應收貿易賬款、其他應收款項及應收貸款)與於二零一八年一月一日之年初虧損撥備之對賬如下:

		Trade receivables	Other receivables	Loan receivables	Total
		應收貿易賬款	其他應收款項	應收貸款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 December 2017 – HKAS 39	於二零一七年十二月三十一日 – 香港會計準則第39號	-	-	-	-
Amounts re-measured through opening – accumulated losses	於年初重新計量金額 – 累計虧損	3,297	3,756	2,197	9,250
At 1 January 2018 – HKFRS 9	於二零一八年一月一日 – 香港財務報告準則第9號	3,297	3,756	2,197	9,250

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### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 15 Revenue from Contracts with Customers and the related amendments

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening retained earnings (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to the contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared with HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

The Group recognises revenue mainly from following major sources which arise from contracts with customers.

- Wine and liquor
- Trading of food products
- Construction and development
- Mineral products

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in note to the audited consolidated financial statement.

### 2.2 應用新訂及經修訂香港財務報告準則（續）

#### 香港財務報告準則第15號「客戶合約收入」及相關修訂本

本集團於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而初始應用該準則之累計影響已於二零一八年一月一日之初始應用日期確認。於初始應用日期之任何差異已於年初保留盈利（或在適用情況下於權益之其他部分）確認，且並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團已選擇只對於二零一八年一月一日尚未完成之合約追溯應用該準則。因此，若干比較資料已按照香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋編製，未必可作比較。

本集團確認來自以下主要來源之客戶合約收入。

- 酒類
- 買賣食品
- 建設及開發
- 礦產

有關本集團履約責任之資料及因應用香港財務報告準則第15號所產生之會計政策於經審核綜合財務報表附註披露。

## 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### HKFRS 15 Revenue from Contracts with Customers and the related amendments (continued)

Except for the reclassification of the contract liabilities from receipt in advance of HK\$24,034,000 and the contract assets from amount due from customers for contract work of HK\$78,667,000 at initial application, HKFRS 15 was generally adopted without restating any other comparative information. There is no impact of transition to HKFRS 15 on retained earnings at 1 January 2018.

### New and revised HKFRSs in issue but not yet effective

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

HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>2</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>
Amendments to HKFRS 3	Definition of a Business <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28	Sale and Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	Definition of Material <sup>5</sup>
Amendments HKAS 19	Plan Amendment, Curtailment or Settlement <sup>1</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle <sup>1</sup>

## 2.2 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第15號「客戶合約收入」及相關修訂本 (續)

除於初始應用時將24,034,000港元之預收款項重新分類為合約負債，以及將78,667,000港元之應收客戶合約工程款項重新分類為合約資產外，本集團已全面採納香港財務報告準則第15號，並無重列任何其他比較資料。過渡至香港財務報告準則第15號對於二零一八年一月一日之保留盈利並無影響。

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>2</sup>
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 <sup>1</sup>
香港財務報告準則第3號(修訂本)	業務之定義 <sup>4</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或出售 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義 <sup>5</sup>
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益 <sup>1</sup>
香港財務報告準則(修訂本)	二零一五年至二零一七年期之香港財務報告準則之年度改進 <sup>1</sup>

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### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### New and revised HKFRSs in issue but not yet effective (continued)

- 1 Effective for annual periods beginning on or after 1 January 2019
- 2 Effective for annual periods beginning on or after 1 January 2021
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
- 5 Effective for annual periods beginning on or after 1 January 2020

#### HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

### 2.2 應用新訂及經修訂香港財務報告準則（續）

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

- 1 於二零一九年一月一日或之後開始之年度期間生效
- 2 於二零二一年一月一日或之後開始之年度期間生效
- 3 於將釐定的日期或之後開始之年度期間生效
- 4 對於收購日期為二零二零年一月一日或之後開始之首個年度期間期初或之後之業務合併及資產收購生效
- 5 於二零二零年一月一日或之後開始之年度期間生效

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號就識別租賃安排和出租人和承租人的會計處理引入全面的模式。香港財務報告準則第16號將於生效時取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別的資產是否由客戶控制而區分租賃和服務合同。就承租人會計而言，經營租賃和融資租賃的區分已予剔除，取而代之的模式是承租人對所有租賃必須確認使用權資產和相應負債，但短期租賃和低價值資產的租賃除外。

## 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

### HKFRS 16 “Leases” (continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

As set out in note 39, total operating lease commitment of the Group in respect of its office and factory premises as at 31 December 2018 was amounting to approximately HK\$1,108,541,000. The directors of the Company do not expect the adoption of HKFRS 16 as compared with the current accounting policy would result in a significant impact on the Group’s results at this stage but it is expect certain portion of these lease commitments will be required to be recognised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

## 2.2 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第16號「租賃」(續)

使用權資產按成本進行初始計量，並隨後按成本（某些例外情況除外）減去累計折舊和減值虧損計量，並對租賃負債的任何重新計量進行調整。租賃負債最初是以該日未支付的租賃付款額的現值計量。隨後，因應利息和租賃付款以及租賃修訂的影響等而對租賃負債進行調整。於採納香港財務報告準則第16號後，有關租賃負債的租賃付款將由本集團分為本金及利息部分，分別列作融資及經營現金流量。

相對於承租人會計，香港財務報告準則第16號實質上沿用香港會計準則第17號的出租人會計規定，並繼續要求出租人將租賃劃分為經營租賃或融資租賃。

誠如附註39所披露，於二零一八年十二月三十一日，本集團有關其辦公室及廠房的經營租賃承擔總額分別約為1,108,541,000港元。本公司董事預期，採納香港財務報告準則第16號（與當前會計政策相比）將不會對本集團於此階段的業績造成重大影響，但預期該等租賃承擔的若干部分將須於綜合財務狀況表內確認為使用權資產及租賃負債。



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### 2.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 “Leases” (continued)

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the modified retrospective approach for the application of HKFRS 16 as lessee and will recognize the cumulative effect of initial application to opening retained earnings without restating comparative information.

Except disclosed above, the Directors do not anticipate that the application of other new and revised HKFRSs will have a material impact on the Group’s financial performance and financial position.

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Company. The Company 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 Company has power, only substantive rights (held by the Company 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 flow 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.

### 2.2 應用新訂及經修訂香港財務報告準則（續）

#### 香港財務報告準則第16號「租賃」（續）

應用新規定可能導致上文所述計量、呈列及披露產生變動。本集團計劃選擇以經修訂之追溯方法作為承租人應用香港財務報告準則第16號，並將於年初保留盈利確認初始應用之累計影響，且不會重列比較資料。

除上文所披露者外，董事預期應用其他新訂及經修訂香港財務報告準則對本集團之財務表現及財務狀況並無重大影響。

### 2.3 主要會計政策概要

#### 附屬公司及非控股權益

附屬公司指本公司控制的實體。當本公司因其參與該實體的可變回報而面臨風險或擁有權利，並有能力透過其對該實體的權力影響該等回報時，即表示本公司控制該實體。在評估本公司是否有權力時，只考慮（本公司及其他方持有的）實質性權利。

於附屬公司的投資由控制開始之日起綜合入綜合財務報表，直至控制終止之日止。集團內部公司間結餘、交易及現金流以及因集團內部公司間交易產生的任何未變現溢利於編製綜合財務報表時悉數對銷。因集團內部公司間交易產生的任何未變現虧損按與未變現收益相同的方式對銷，但僅以並無減值證據之情況為限。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### 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 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.

The results of subsidiaries are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

### Associates

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

## 2.3 主要會計政策概要 (續)

### 附屬公司及非控股權益 (續)

非控股權益指非直接或間接歸屬於本公司之附屬公司權益，且本集團就此並無就符合金融負債定義的權益協定任何額外合約責任。就各業務合併而言，本集團可選擇按公允值或按非控股權益佔附屬公司可識別淨資產之比例而計量任何非控股權益。

附屬公司的業績列入本公司的損益表內，以已收及應收股息為限。本公司於附屬公司的投資倘根據香港財務報告準則第5號並非分類為持作出售，則按成本減去任何減值虧損列賬。

### 聯營公司

聯營公司為本集團對其有重要影響之實體，且既非附屬公司亦非於合營公司之權益。具重要影響乃指參與被投資公司之財務及經營政策決策之權力而不是控制或共同控制該等政策。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Associates (continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests, that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

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

### 2.3 主要會計政策概要 (續)

#### 聯營公司 (續)

聯營公司之業績及資產與負債以權益會計法計入綜合財務報表內，惟當投資或其部分分類為持作出售時，則根據香港財務報告準則第5號入賬。根據權益法，聯營公司投資初次按成本於綜合財務狀況表內確認及隨後調整確認本集團分佔聯營公司之損益及其他全面收入。當本集團所佔聯營公司虧損超過本集團於該聯營公司權益（其中包括任何實質上構成本集團之聯營公司投資淨額之任何長期權益）時，本集團終止確認其所佔之進一步虧損。倘本集團須承擔法律或推定義務，或須代表該聯營公司支付款項，則會確認額外虧損。

於投資對象成為一家聯營公司當日，對聯營公司的投資採用權益法入賬。於收購一間聯營公司的投資時，投資成本超出本集團應佔可識別資產及負債的公允值淨額的任何差額，確認為商譽，計入投資的賬面金額。本集團應佔可識別資產及負債的公允值淨額超出投資成本的任何差額，於重新評估後即時於收購投資期間的損益確認。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Associates (continued)

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

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

### 2.3 主要會計政策概要 (續)

#### 聯營公司 (續)

應用香港會計準則第39號之規定以釐定本集團之聯營公司投資是否需要確認任何減值虧損。如有需要，根據香港會計準則第36號「資產減值」測試投資（包括商譽）賬面金額之減值，視為單一項資產以比較其可收回金額（使用價值與公允值減出售成本之較高者）及其賬面金額。任何已確認之減值虧損會成為投資之部份賬面金額。根據香港會計準則第36號所確認之任何減值虧損之撥回乃按該投資隨後可收回金額之增加為限。

自投資不再為聯營公司之日起，本集團終止使用權益法。當本集團保留於前聯營公司的權益，且保留權益為金融資產時，則本集團於當日按公允值計量保留權益，而公允值則被視為根據香港會計準則第39號首次確認時的公允值。聯營公司於終止使用權益法當日的賬面金額與任何保留權益的公允值及出售聯營公司部份權益任何所得款項之間的差額，乃計入釐定出售聯營公司的損益。此外，倘該聯營公司直接出售相關資產或負債，則本集團按應會被要求的相同基準入賬有關該聯營公司的以往於其他全面收入確認的所有金額。因此，倘聯營公司以往於其他全面收入確認的損益重新分類為出售相關資產或負債的損益，則本集團將於終止使用權益法時將權益盈虧重新分類至損益（列作重新分類調整）。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Associates (continued)

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

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

#### Business combinations and goodwill

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

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

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

### 2.3 主要會計政策概要 (續)

#### 聯營公司 (續)

當本集團於一間聯營公司之擁有權權益被削減，但本集團仍應用權益法時，則先前於其他全面收入中就該擁有權權益削減確認之收益或虧損按比例重新分類至損益（倘該收益或虧損就出售有關資產或負債被重新分類至損益）。

當集團實體與本集團聯營公司進行交易時，與聯營公司交易所產生之損益，僅會於本集團之綜合財務報表內確認與本集團沒有關連之聯營公司權益部分。

#### 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算，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。就各業務併購中，本集團選擇是否以公允值或非控股權益應佔被收購方可識別資產淨值的比例計量非控股權益。收購相關成本在產生時列支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適當的分類及指定，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘業務合併分階段進行，先前持有的股權按收購日期的公允值重新計量，而任何收益或虧損於損益中確認。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations and goodwill (continued)

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

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

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

### 2.3 主要會計政策概要 (續)

#### 業務合併及商譽 (續)

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前持有的被收購方股權的公允值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。倘總代價及其他項目低於所收購資產淨值的公允值，於評估後其差額將於損益內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於十二月三十一日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自購入之日被分配至預期可從合併產生之協同效益中獲益的本集團各個現金產出單位或現金產出單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽有關之現金產出單位（現金產出單位組別）的可收回金額釐定。當現金產出單位（現金產出單位組別）的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Business combinations and goodwill (continued)

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

#### Impairment of non-financial assets

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

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

### 2.3 主要會計政策概要 (續)

#### 業務合併及商譽 (續)

倘商譽已分配予現金產出單位 (或現金產出單位組別) 的部份而該單位的部份業務已出售, 則在釐定所出售業務的收益或虧損時, 與所出售業務相關的商譽會計入該業務的賬面金額。在該情況下出售的商譽, 乃根據所出售業務的相對價值及該現金產出單位的保留份額進行計量。

#### 非金融資產減值

倘若出現任何減值跡象, 或當有需要為資產進行每年減值測試, 則會估計該資產的可回收金額。除非資產產生的現金流量不能獨立於其他資產或多項資產所產生的現金流量 (在此情況下, 可回收金額按資產所屬的現金產出單位釐定), 否則資產的可回收金額按資產或現金產出單位的使用價值與其公允值減出售成本淨額較高者計算, 並按個別資產釐定。

減值虧損僅會在資產的賬面金額高於其可收回金額時予以確認。評估使用價值時乃以除稅前的折扣率計算預計未來的現金流量的現值, 而該折扣率反映當時市場對金錢時間值的評估及該項資產的特有風險。減值虧損於出現期間在損益內於符合減值資產功能的支出類別中列支。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of non-financial assets (continued)

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

### Related parties

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

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

## 2.3 主要會計政策概要 (續)

### 非金融資產減值 (續)

本集團於各個報告期末均會作出評估，以確定是否有跡象顯示於過往年度確認的減值虧損不再存在或可能已經減少。如有任何上述跡象，則會估計可收回的金額。先前就某項資產（商譽除外）已確認的減值虧損僅會在用作釐定資產可收回金額的估計出現變動時予以撥回，惟撥回的數額不得超出倘於過往年度並無就有關資產確認減值虧損而可能已釐定的賬面金額（扣除任何折舊／攤銷）。

### 關聯方

任何一方如屬以下情況，即視為本集團的關聯方：

- (a) 該方為個人或其親密的家庭成員並
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團行使重大影響力；或
  - (iii) 為本集團或其母公司的主要管理人員中其中一名成員；
- 或
- (b) 該方為下列任何條件適用的實體：
  - (i) 該實體與本集團為相同集團的成員；
  - (ii) 一個實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；



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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties (continued)

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

### 2.3 主要會計政策概要 (續)

#### 關聯方 (續)

- (b) (續)
- (iii) 該實體與本集團為相同第三方的合營企業；
  - (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為本集團或與本集團有關的實體為僱員福利設立的退休福利計劃；
  - (vi) 該實體受(a)所指個人控制或共同控制；
  - (vii) (a)(i)所指個人對該實體行使重大影響力或為該實體(或該實體母公司)主要管理人員中其中一名成員；及
  - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation

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

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

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

Leasehold improvements, furniture and fixtures	Over the shorter of the lease terms or 33%
Motor vehicles	10%-25%
Infrastructure	10%

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

### 2.3 主要會計政策概要 (續)

#### 物業、廠房及設備和折舊

物業、廠房及設備(在建工程除外)乃按成本值減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購買價及任何令該項資產達至運作狀況及將之運至擬定用途地點之直接應計成本。

物業、廠房及設備項目投入運作後產生之開支,例如維修及保養費用,一般於該等開支產生之期間於損益內扣除。在符合確認條件的情況下,大型檢驗的開支於資產的賬面金額資本化為重置資產。倘物業、廠房及設備的主要部份須分段重置,則本集團將該等部份確認為獨立資產,並根據特定的可使用年期相應計提折舊。

每項物業、廠房及設備項目之折舊以直線法按其成本值於估計可用年期撇銷至其剩餘價值。就此目的而採用之主要年率如下:

租賃物業裝修、傢俬及裝置	租賃年期或33% (兩者之較短者)
汽車	10%-25%
基礎設施	10%

倘一項物業、廠房及設備各部分之可使用年期並不相同,該項目各部分之成本將按合理基礎分配,而每部分將作個別折舊。剩餘價值、可使用年期及折舊方法至少會於各財政年結日進行審核及調整(如適用)。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment and depreciation (continued)

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

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

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

### 2.3 主要會計政策概要 (續)

#### 物業、廠房及設備和折舊 (續)

一項物業、廠房及設備(包括任何初步已確認重大部份)於出售或估計其使用或出售不再產生經濟利益時,將終止確認。於資產終止確認年度因其出售或報廢並在損益確認之任何盈虧乃有關資產之出售所得款項淨額與賬面金額之差額。

在建工程指處於建造中之物業、廠房及設備和其他固定資產,乃按成本減累計減值準備列賬,且不予折舊。成本包括建造之直接成本,以及建造期間發生的可予資本化的相關借貸成本。當在建工程已完成並可供使用時,在建工程將轉入適當類別之物業、廠房及設備項下。

#### 投資物業

投資物業為持作賺取租金及/或資本增值的物業。

投資物業初步以成本(包括任何直接應佔開支)計量。於初步確認後,投資物業按公允值計量。本集團全部根據經營租約持有以賺取租金或作為資本增值之物業權益已作分類並入賬記作投資物業並以公允值模式測量。投資物業公允值變動所產生的盈虧於產生期間計入損益。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Investment properties (continued)

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

### Intangible assets (other than goodwill)

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

#### Trademarks

Trademarks with definite useful lives are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 to 30 years.

Trademarks with indefinite useful lives are not amortised and is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset.

#### Contracts

Contracts are stated at cost less any impairment losses and are amortised on the straight-line basis over 5 years.

## 2.3 主要會計政策概要 (續)

### 投資物業 (續)

投資物業在出售時或永久不再被使用且預期其出售不會產生未來經濟利益時取消確認。取消確認資產產生的任何盈虧(按出售所得款項淨額與資產賬面金額的差額計算)計入該項目取消確認期間的損益。

### 無形資產 (商譽除外)

個別收購的無形資產於初步確認時按成本計量。業務合併中所收購無形資產的成本乃該資產於收購日期的公允值。無形資產之可使用年期乃評估為有限或無限。具有有限年期之無形資產其後按可使用經濟年期攤銷，並於該無形資產出現減值跡象時作評估減值。具有有限可使用年期之無形資產之攤銷年期及攤銷方法須至少於各財政年結日作檢討。

#### 商標

具明確可使用年限之商標乃按成本減任何減值虧損列賬，並以直線法於其估計之10至30年可使用年內攤銷。

具不確定可使用年限之商標並不予攤銷而每年進行檢討以釐定事件及情況是否繼續支持該資產之不確定可使用年限評估。

#### 合約

合約乃按成本減任何減值虧損列賬並按五年以直線法攤銷。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Operating leases

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

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018)

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

Recognised financial assets and financial liabilities are initially measured at fair value except for trade receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised in profit or loss.

### 2.3 主要會計政策概要 (續)

#### 經營租賃

凡資產所有權之絕大部份回報及風險歸出租人所有之租約，均列為經營租賃。當本集團為出租人時，本集團根據經營租賃出租之資產被列作非流動資產，在經營租賃下應收之租金於租約期內以直線法計入損益內。當本集團為承租人時，在經營租賃下應繳付之租金於租約期內以直線法在損益內扣除。

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號)

當集團實體成為工具合約條文之訂約方時，確認金融資產及金融負債。

已確認金融資產及金融負債初步按公允值計量，惟客戶合約產生之應收貿易賬款自二零一八年一月一日起按照香港財務報告準則第15號初次計量。收購或發行金融資產及金融負債直接應佔之交易成本於初次確認時計入或扣自金融資產或金融負債 (視適用情況而定) 之公允值。收購透過損益按公允值列賬之金融資產或金融負債直接應佔之交易成本於損益確認。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### Financial assets

All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

##### Specifically

- a. debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding ("SPPI"), are subsequently measured at amortised cost;
- b. debt instruments that are held within a business model whose objective is both to collect the contractual cash flows and to sell the debt instruments, and that have contractual cash flows that are SPPI, are subsequently measured at FVTOCI; and
- c. all other debt instruments (e.g. debt instruments managed on a fair value basis, or held for sale) and equity investments are subsequently measured at FVTPL.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### 金融資產

屬於香港財務報告準則第9號範圍內之所有已確認金融資產須於其後基於本集團管理金融資產之業務模型及金融資產之合約現金流特性，按攤銷成本或公允值計量。

##### 具體情況

- a. 於旨在收取合約現金流之業務模型內持有，且合約現金流純粹支付本金及未償還本金利息之債務工具其後按攤銷成本計量；
- b. 於旨在收取合約現金流及出售債務工具之業務模型內持有，且合約現金流純粹支付本金及未償還本金利息之債務工具其後按透過其他全面收入按公允值列賬計量；及
- c. 所有其他債務工具 (即按公允值基準管理或持作出售之債務工具) 及股本投資其後按透過損益按公允值列賬計量。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

However, the Group may make the following irrevocable election/designation at initial recognition of a financial asset on an asset-by-asset basis:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies, in other comprehensive income; and
- the Group may irrevocably designate a debt instrument that meets the amortised cost of FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

#### *Amortised cost and effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses ("ECLs"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

然而，本集團可能會按逐項資產基準於初次確認一項金融資產時作出以下不可撤回選擇／指定：

- 本集團可能會不可撤回地選擇於其他全面收入呈列股本投資 (既非持作買賣，亦非由收購方於香港財務報告準則第3號適用之業務合併確認之或然代價) 之公允值其後變動；及
- 本集團可能會不可撤回地指定符合透過其他全面收入按公允值列賬之攤銷成本條件之債務工具為透過損益按公允值計量，前提為此舉抵銷或大幅降低會計錯配之情況 (稱為公允值選項)。

#### *攤銷成本及實際利息法*

實際利息法乃計算債務工具攤銷成本及於相關期間分配利息收入之方法。

就已購入或已產生信貸減值金融資產以外之金融工具而言，實際利率乃於初次確認時將估計未來現金收款 (包括組成實際利率一部分之所有已付或已收費用及點子、交易成本及其他溢價或折讓) (預期信貸虧損除外) 於債務工具預計年期或 (如適用) 較短期間準確貼現至債務工具賬面總額之利率。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Amortised cost and effective interest method (continued)*

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial instruments other than purchased or originated credit impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續) 攤銷成本及實際利息法 (續)

金融資產之攤銷成本乃金融資產於初次確認時計量之金額，減本金還款，另加初始金額與到期金額之間任何差額使用實際利息法之累計攤銷，並就任何虧損撥備作出調整。另一方面，金融資產之賬面總額乃金融資產於就任何虧損撥備作出調整前之攤銷成本。

其後按攤銷成本計量之債務工具使用實際利息法確認利息收入。就已購入或已產生信貸減值金融資產以外之金融工具而言，利息收入透過對金融資產之賬面總額應用實際利率計算，惟其後成為已出現信貸減值之金融資產除外。就其後成為已出現信貸減值之金融資產而言，利息收入透過由下一個報告期對金融資產之攤銷成本應用實際利率確認。如於其後報告期，已出現信貸減值金融工具之信貸風險改善，致使金融資產不再信貸減值，則利息收入由釐定資產不再信貸減值後之報告期開始起，對金融資產之賬面總額應用實際利率確認。



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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

*Amortised cost and effective interest method (continued)*

Interest income is recognised in profit or loss and is included in the "Other income" line item.

Debt instruments that are subsequently measured at amortised cost are subject to impairment.

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits/will continue to be held in the FVTOCI reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in profit or loss.

#### *Impairment of financial assets*

The Group recognises loss allowances for ECLs on the following financial instruments that are neither measured at FVTPL:

- (a) deposits and other receivables
- (b) loan receivables
- (c) amounts due from related parties
- (d) cash and cash equivalents

### 2.3 主要會計政策概要 (續)

金融工具(於二零一八年一月一日採納香港財務報告準則第9號)(續)  
攤銷成本及實際利息法(續)

利息收入於損益確認並計入「其他收入」項下。

其後按攤銷成本計量之債務工具須予減值。

於按透過其他全面收入按公允值列賬之股本工具投資其後按公允值計量，而公允值變動所產生之收益及虧損於其他全面收入確認，並於透過其他全面收入按公允值列賬儲備累計；且無須減值評估。累計收益或虧損將不會於出售股本投資時重新分類至損益，並將轉撥至保留溢利／將繼續於透過其他全面收入按公允值列賬儲備持有。

於股本工具投資之股息於本集團收取股息之權利確立時於損益確認，惟股息顯然屬於收回部分投資成本則除外。股息計入損益內之其他收入項下。

#### *金融資產減值*

本集團就下列並非透過損益按公允值列賬計量之金融工具之預期信貸虧損確認虧損撥備：

- (a) 按金及其他應收款項
- (b) 應收貸款
- (c) 應收關聯方款項
- (d) 現金及現金等值物

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Impairment of financial assets (continued)*

ECLs are required to be measured through a loss allowance at an amount equal to:

- (a) 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date (referred to as Stage 1); or
- (b) Lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument (referred to as Stage 2 and Stage 3).

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for amounts due from related companies. The ECL on these assets are assessed individually for debtors with significant balances.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### 金融資產減值 (續)

預期信貸虧損須透過虧損撥備按相等於下列各項之金額計量：

- (a) 12個月預期信貸虧損，即於報告日後12個月內可能發生之金融工具違約事件所產生之全期預期信貸虧損 (稱為第一階段)；或
- (b) 全期預期信貸虧損，即於金融工具年期內所有可能發生之違約事件所產生之全期預期信貸虧損 (稱為第二階段及第三階段)。

全期預期信貸虧損指於相關工具預計年期內所有可能發生之違約事件所產生之預期信貸虧損。反之，12個月預期信貸虧損指於報告日後12個月內可能發生之違約事件預期產生之全期預期信貸虧損一部分。評估建基於本集團之歷史信貸虧損經驗，並就債務人之特定因素、整體經濟狀況以及對於報告日現況及未來狀況預測之評估作出調整。

本集團一直就應收關聯公司款項確認全期預期信貸虧損。該等資產之預期信貸虧損會就大額結餘之應收賬款作個別評估。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Impairment of financial assets (continued)*

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Group under the contract and the cash flows that the Group expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset's effective interest rate.

The Group measures ECL on an individual basis, or on a collective basis for portfolios of financial instruments that share similar economic risk characteristics. The measurement of loss allowance is based on the present value of the asset's expected cash flows using the asset's original effective interest rate, regardless of whether it is measured on an individual basis or a collective basis.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### *金融資產減值 (續)*

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損之虧損撥備，惟倘信貸風險自初次確認以來大幅增加，則本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃建基於自初次確認以來發生違約之可能性或風險有否顯著增加。

預期信貸虧損乃一項信貸虧損現值之概率加權估算，按根據合約應付本集團之現金流與本集團預期從加權多種未來經濟情況收取之現金流兩者差額之現值計量，並按資產實際利率貼現。

本集團按個別基準計量預期信貸虧損，或就具有共同類似經濟風險特徵之金融工具組合按集體基準計量。不論屬個別或集體計量，虧損撥備計量以使用資產原實際利率計算預期現金流現值為基準。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### Impairment of financial assets (continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instruments as at the date of initial recognition. In making this assessment, 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 taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; significant increases in credit risk on other financial instruments of the same debtor;

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### 金融資產減值 (續)

信貸風險大幅增加

於評估金融工具之信貸風險自初次確認以來有否大幅增加時，本集團比較於報告日金融工具發生違約之風險與於初次確認日期金融工具發生違約之風險。於評估時，本集團考慮合理及具理據支持之定量及定性資料，包括歷史經驗及無需繁重成本或人力可得之前瞻性資料。

具體而言，於評估信貸風險自初次確認以來有否大幅增加時會考慮以下資料：

- 金融工具之外部 (如有) 或內部信貸評級實際上或預期明顯轉差；
- 某一金融工具信貸風險之外部市場指標明顯轉差，例如應收賬款之信貸息差、信貸違約掉期價格大幅上升，或金融工具之公允值低於其攤銷成本之時間或程度大幅增加；
- 商業、金融或經濟狀況之現存或預測不利變動預期會導致債務人應付其債務責任之能力顯著降低；
- 債務人之經營業績實際上或預期明顯轉差；同一債務人其他金融工具之信貸風險大幅增加；

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Impairment of financial assets (continued)*

Significant increase in credit risk (continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

##### *Definition of default*

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than one year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### 金融資產減值 (續)

信貸風險大幅增加 (續)

- 債務人所處之監管、經濟或技術環境實際上或預期顯著逆轉，導致債務人應付其債務責任之能力顯著降低。

本集團定期監察識別信貸風險有否大幅增加所用標準之成效，並於適當時候予以修訂，確保該等標準能夠於款項逾期前識別信貸風險大幅增加。

##### 違約定義

本集團認為，由於歷史經驗顯示符合以下條件之應收款項一般不可收回，故下列情況構成內部信貸風險管理之違約事件。

- 當對方違反金融契諾時；或
- 內部制訂或從外部來源取得之資料顯示債務人不大可能向其債權人 (包括本集團) 全數付款 (不論本集團是否持有抵押品)。

不論上述分析為何，本集團認為金融資產逾期超過一年即發生違約，除非本集團有合理及具理據支持之資料顯示延伸違約條件更為合適，則作別論。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Credit-impaired financial assets*

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. Evidence of credit-impairment includes observable data about the following events:

- (a) significant financial difficulty of the borrower or issuer;
- (b) a breach of contract such as a default or past due event;
- (c) the lender of the borrower, for economic or contractual reasons relating to the borrower’s financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- (d) the disappearance of an active market for a security because of financial difficulties; or
- (e) the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

##### Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### *已出現信貸減值之金融資產*

當發生一項或多項對金融資產估計未來現金流量造成不利影響之事件時，金融資產「已出現信貸減值」。信貸減值證據包括關於下列事件之可觀察數據：

- (a) 借款人或發行人面臨重大財政困難；
- (b) 違反合約，例如拖欠款項或逾期事件；
- (c) 借款人之貸款人就借款人財政困難以經濟或合約為由，已向借款人授出貸款人在其他情況下不會考慮之寬免；
- (d) 證券因財政困難喪失活躍市場；或
- (e) 按反映已產生信貸虧損之大幅折讓購買金融資產。

##### 撇銷政策

當有資料顯示對方面臨嚴重財政困難，並無收款之實際希望時，例如當對方被清盤或進入破產程序，則本集團會撇銷金融資產。在適當情況下考慮法律意見後，已撇銷金融資產可能仍受本集團收款程序之強制執行活動規限。任何收回之款項於損益確認。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Measurement and recognition of ECLs*

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### *預期信貸虧損之計量及確認*

預期信貸虧損之計量乃違約概率、違約產生虧損 (即違約時虧損幅度) 及違約風險之函數。如上所述, 評估違約概率及違約產生虧損乃建基於前瞻性資料調整之歷史數據。至於違約風險, 有關金融資產者乃資產於報告日之賬面總額; 有關金融擔保合約者則包括於報告日已提取之款項, 連同預期日後按根據歷史趨勢、本集團對債務人特定未來融資需要之理解及其他相關前瞻性資料釐定之違約率提取之任何額外款項。

就金融資產而言, 預期信貸虧損估算為按照合約應付本集團之所有合約現金流與本集團預期收取之所有現金流兩者間之差額, 並按原實際利率貼現。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### Measurement and recognition of ECLs (continued)

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors;
- Nature of collaterals for finance lease receivables; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each separate group continues to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12m ECL at the current reporting date.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### 預期信貸虧損之計量及確認 (續)

倘因應未能取得個別工具信貸風險大幅增加之證據而集體計量全期預期信貸虧損，則金融工具按以下基準分組：

- 金融工具之性質 (即本集團之應收貿易賬款及其他應收款項各被評為獨立組別)；
- 逾期情況；
- 債務人之性質、規模及行業；
- 融資租賃應收款項抵押品之性質；及
- 外部信貸評級 (如有)。

管理層會定期檢討分組，確保各獨立組別之成份繼續具有共同類似信貸風險特徵。

倘本集團於以往報告期按相等於全期預期信貸虧損之金額計量金融工具之虧損撥備，惟於當前報告日釐定不再符合全期預期信貸虧損之條件，則本集團於當前報告日按相等於12個月預期信貸虧損之金額計量虧損撥備。



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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### Measurement and recognition of ECLs (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount with the exception of trade receivables where the corresponding adjustment is recognized through a loss allowance account.

Presentation of allowance for ECL in the consolidated statements of financial position

Loss allowances for ECL are presented in the consolidated statements of financial position as follows:

- (a) for financial assets measured at amortised cost; loss allowances for ECL are presented in the consolidated statements of financial position as a deduction from the gross carrying amount of the assets;
- (b) for equity instruments measured at FVTOCI, no loss allowance is recognised in the consolidated statements of financial position as the carrying amount is at fair value. However, the loss allowance is included as part of the revaluation amount in the FVTOCI reserve.

##### Derecognition of financial assets

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

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

##### Financial liabilities and equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### 預期信貸虧損之計量及確認 (續)

本集團透過調整所有金融工具之賬面金額於損益確認所有金融工具之減值收益或虧損，惟應收貿易賬款除外，在此情況下，相應調整透過虧損撥備賬確認。

於綜合財務狀況表呈列預期信貸虧損撥備

預期信貸虧損之虧損撥備於綜合財務狀況表呈列如下：

- (a) 就按攤銷成本計量之金融資產而言，預期信貸虧損之虧損撥備於綜合財務狀況表呈列為資產賬面總值之扣減；
- (b) 就透過其他全面收入按公允值計量之金融工具而言，由於賬面金額即公允值，故並無虧損撥備於綜合財務狀況表確認。然而，虧損撥備計入透過其他全面收入按公允值列賬儲備內重估金額之一部分。

##### 終止確認金融資產

本集團只會於收取資產現金流之合約權利屆滿，或金融資產及其絕大部分所有權風險及回報轉讓予另一實體時，方會終止確認金融資產。

於終止確認金融資產時，資產賬面金額與已收及應收代價總和兩者間之差額於損益確認。

##### 金融負債及權益

已發行債務及股本工具按照合約安排之內容分類為金融負債或權益。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (under adoption of HKFRS 9 as at 1 January 2018) (continued)

##### *Financial liabilities*

Financial liabilities, including other payables and accruals, amount due to related party and bank and other borrowings are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### *Derecognition of financial liabilities*

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

##### *Equity instruments*

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

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日採納香港財務報告準則第9號) (續)

##### *金融負債*

金融負債 (包括其他應付款項及應計費用、應付關聯方款項以及銀行及其他借貸) 其後使用實際利息法按攤銷成本計量。

實際利息法乃計算金融負債攤銷成本及於相關期間分配利息開支之方法。實際利率乃於初次確認時將估計未來現金付款於金融負債預計年期或 (如適用) 較短期間準確貼現至賬面淨額之利率。

##### *終止確認金融負債*

本集團只會於本集團之責任解除、取消或屆滿時，方會終止確認金融負債。已終止確認金融負債之賬面金額與已付及應付代價兩者間之差額於損益確認。

##### *股本工具*

股本工具乃證明實體資產剩餘權益之任何合約，當中已扣除其所有負債。本集團發行之股本工具按扣除直接發行成本後之已收所得款項確認。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial Instrument (applicable before 1 January 2018)

##### *Investments and other financial assets*

##### Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as “financial assets at fair value through profit or loss” (“FVTPL”), and loans and receivables as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

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

##### Financial assets at FVTPL

These assets include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

### 2.3 主要會計政策概要 (續)

#### 金融工具 (於二零一八年一月一日前適用)

##### 投資及其他金融資產

##### 初步確認及計量

香港會計準則第39號範圍內的金融資產，乃分類為透過損益按公允值列賬（「透過損益按公允值列賬」）的金融資產以及貸款及應收款項（如適用）。本集團於初步確認金融資產時會釐定其分類。金融資產於初次確認時以公允值及交易成本計量，惟透過損益按公允值列賬的金融資產除外。

所有定期買賣的金融資產概於交易日（即本集團承諾購買或出售該資產的日期）確認。定期買賣是指於市場規定或慣例一般規定的期間內交付資產的金融資產買賣。

##### 透過損益按公允值列賬的金融資產

該等資產包括持作買賣的金融資產及指定於首次確認時透過損益按公允值列賬的金融資產。為於短期內出售而購入的金融資產均列為持作買賣。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial Instrument (applicable before 1 January 2018) (continued)

*Investments and other financial assets (continued)*

Financial assets at FVTPL (continued)

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis according to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in statement of profit or loss and other comprehensive income in the period in which they arise.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the profit or loss. The loss arising from impairment is recognised in the profit or loss in other expenses.

### 2.3 主要會計政策概要 (續)

金融工具 (於二零一八年一月一日前適用) (續)

投資及其他金融資產 (續)

透過損益按公允值列賬的金融資產 (續)

倘符合以下條件，則可於初步確認時將金融資產指定為透過損益按公允值列賬：(i)該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致之不一致入賬方法；(ii)該等資產為根據明文規定之風險管理政策按公允值基準管理及評估表現之金融資產組別一部分；或(iii)金融資產包括需獨立列賬之嵌入式衍生工具。

於初步確認後，透過損益按公允值列賬的金融資產將按公允值計量，其公允值變動於產生期間在損益及其他全面收入報表確認。

#### 貸款及應收款項

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價的非衍生金融資產。於首次計量後，此類資產其後用實際利率法減任何減值準備按攤銷成本計量。攤銷成本在計及任何收購折讓或溢價後計算，包括屬於實際利率固有組成部份的費用或成本。實際利率攤銷計入損益內的其他收入及收益。減值所產生的虧損於損益內的其他開支確認。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

### 2.3 主要會計政策概要 (續)

#### 終止確認金融資產

金融資產 (或, 如適用, 一項金融資產的一部份或一組類似金融資產的一部份) 在下列情況將被終止確認:

- 從資產收取現金流量之權利已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量的權利, 或已根據一項「轉付」安排, 在並無嚴重延遲的情況下, 負責向第三方全數支付所收取現金流量; 以及(a)本集團已轉讓該項資產的絕大部份風險及回報; 或(b)本集團並無轉讓或保留該項資產絕大部份風險及回報, 但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排, 會評估其是否及保留資產風險及回報與程度。倘其並無轉讓或保留該項資產的絕大部份風險及回報, 且並無轉讓該項資產的控制權, 該項資產將按本集團於資產的持續參與而確認入賬。在此情況下, 本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

#### *Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

## 2.3 主要會計政策概要 (續)

### 金融資產減值

本集團於各報告期末評估是否有客觀證據表明一項金融資產或一組金融資產出現減值。倘且僅倘因首次確認資產後發生的一宗或多宗事件導致存在客觀減值跡象(一項已發生的「虧損事件」),而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響能可靠地估計,則該項或該組金融資產會被視為減值。減值證據可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組,以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少,例如欠款數目變動或出現與違約相關的經濟狀況。

#### *以攤銷成本列賬的金融資產*

就按攤銷成本列賬的金融資產而言,本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產,個別評估是否存在客觀減值跡象。倘本集團釐定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存有減值,則該項資產會歸入一組具有相似信貸風險特性的金融資產內,並共同評估減值。經個別評估減值的資產,且其減值虧損會予以確認或繼續確認入賬,則不會納入共同減值評估之內。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (continued)

##### *Financial assets carried at amortised cost (continued)*

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the profit or loss.

#### Financial liabilities and equity instruments

##### *Initial recognition and measurement*

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at amortised cost. The Group determines the classification of its financial liabilities at initial recognition.

### 2.3 主要會計政策概要 (續)

#### 金融資產減值 (續)

##### *以攤銷成本列賬的金融資產 (續)*

如果有客觀證據顯示已產生減值虧損，則按資產的賬面金額與估算未來的現金流量（不包括尚未產生的未來信貸損失）的現值之間差額計算減值虧損金額。估算未來的現金流量的現值以該金融資產原來的實際利率（即首次確認時計算的實際利率）折現。如貸款附帶浮動利率，則計算任何減值虧損的折現率為當時的實際利率。

有關資產的賬面金額可通過撥備賬目而減少，而虧損金額於損益確認。利息收入繼續按減少後的賬面金額計提，並採用計算減值虧損時用以折現未來現金流量之利率累計。若日後收回不可實現及所有抵押品已變現或已轉讓予本集團，則貸款及應收款項連同任何相關撥備一併撇銷。

倘其後估計減值虧損金額因確認減值後發生的事件而增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。若撇銷其後撥回，則該項收回計入損益的其他開支內。

#### 金融負債及權益工具

##### *初步確認及計量*

香港會計準則第39號範圍內之金融負債分類為按攤銷成本計量的金融負債。本集團於初步確認時釐定其金融負債之分類。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial liabilities and equity instruments (continued)

#### *Initial recognition and measurement (continued)*

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills and other payables, amounts due to related parties, convertible bonds and interest-bearing bank loans and other borrowings.

#### *Subsequent measurement*

After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the profit or loss.

#### *Equity and compound instruments*

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

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

## 2.3 主要會計政策概要 (續)

### 金融負債及權益工具 (續)

#### *初步確認及計量 (續)*

所有金融負債按公允值初次確認，而如屬按攤銷成本計量的金融負債，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款及票據及其他應付款項、應付關聯方款項、可換股債券及計息銀行貸款及其他借貸。

#### *隨後計量*

於初步確認後，金融負債其後則以實際利率法按攤銷成本計值，惟倘折讓之影響並不重大，於此情況下，則按成本列賬。收益及虧損在負債終止確認時及按實際利率攤銷程序於損益中確認。

攤銷成本乃透過收購所產生之任何折讓或溢價或作為實際利率整體一部份的費用或成本計算。實際利率攤銷乃計入損益之融資成本中。

#### *權益及複合工具*

集團實體發行的債務及權益工具按照合約安排的實質與金融負債及權益工具的定义，分類為金融負債或權益。

實體工具指證明扣除所有負債後於實體資產中的剩餘權益之合約。集團實體發行的權益工具扣除直接發行成本後按所收取款項確認。



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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

##### *Equity and compound instruments (continued)*

The component parts of compound instruments (convertible bonds) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion upon classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to share premium. When the conversion option remains unexercised at the maturity date of the convertible bond, the balance recognized in equity will be transferred to retained profits. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option.

### 2.3 主要會計政策概要 (續)

#### 金融負債及權益工具 (續)

##### *權益及複合工具 (續)*

本公司發行的複合工具部分(可換股債券)按照合約安排的實質以及金融負債與權益工具的定義,分別分類為金融負債及權益。將透過以固定金額現金或其他金融資產交換固定數目的本公司自有權益工具的轉換權,即為權益工具。

於發行日期,負債部分的公允值使用類似不可轉換工具的現行市場利率估計。該金額使用實際利率法按攤銷成本作為負債入賬,直至於轉換時或於工具到期日清償為止。

分類為權益時之轉換乃經從複合工具整體公允值中扣除負債部分的金額而釐定。該金額在扣除所得稅影響後計入權益,且隨後不予重新計量。此外,分類為權益之轉換選擇權將仍然留在權益中,直到轉換權獲行使時為止,在此情況下,於權益確認的結餘將轉入股份溢價。如轉換選擇權可換股債券到日仍未行使,則於權益確認的結餘將轉入保留溢利。並無因獲轉換或轉換選擇權屆滿而於損益確認任何收益或虧損。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial liabilities and equity instruments (continued)

#### *Equity and compound instruments (continued)*

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible bonds using the effective interest method.

#### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the profit or loss.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

## 2.3 主要會計政策概要 (續)

### 金融負債及權益工具 (續)

#### *權益及複合工具 (續)*

與發行可換股債券相關的交易成本按照所得款項總額分配比例分配至負債及權益部分。與權益部分有關的交易成本直接於損益確認。與負債部分有關的交易成本計入負債部分賬面金額，使用實際利率法於可換股債券年期內攤銷。

#### 終止確認金融負債

金融負債於該負債之責任解除或取消或屆滿時終止確認。

當現有金融負債被另一項來自相同借貸人按重大不同條款之金融負債所取代，或現有負債之條款被重大修訂，該等交換或修訂視為終止確認原來負債，並按確認為一項新負債處理，相關賬面金額之差異於損益內確認。

#### 抵銷金融工具

倘目前擁有可合法執行權利以抵銷已確認的款項，且有意清償該款項的淨額，或變現該等資產及同時清償該等負債，則可抵銷金融資產及金融負債，並於財務狀況表內呈列淨額。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour, and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

#### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

### 2.3 主要會計政策概要 (續)

#### 金融工具的公允值

倘金融工具於活躍市場交易，則其公允值將參考市場報價或交易商報價（好倉的買入價及淡倉的沽盤價）釐定，且毋須扣除任何交易成本。如金融工具並無活躍市場，其公允值將採用合適的估值技術釐定。該等技術包括使用近期的公平市場交易、參考另一大致相同金融工具的現行市價、分析貼現現金流及期權定價模型。

#### 存貨

存貨乃按成本值及可變現淨值兩者中較低者列賬。成本乃按加權平均基準釐定。就在製品及產成品而言，成本包括直接物料、直接勞工及適當比例分攤的間接費用。可變現淨值乃按估計售價，減去估計完成及出售將產生的任何成本而計算。

#### 現金及現金等值物

就綜合現金流量表而言，現金及現金等值物乃指手頭現金、活期存款及高度流通性之短期投資（可隨時套現為已知數額之現金，而其價值變更風險低，且購入時之到期日較短，一般而言為三個月內），該等金額扣除按要求付還之銀行透支並構成本集團現金管理之一組成部份。

就綜合財務狀況表而言，現金及現金等值物乃指不受限制動用之手頭及銀行現金，包括定期存款。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the profit or loss.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

## 2.3 主要會計政策概要 (續)

### 撥備

因過往事件產生現有法定或推定責任，且有可能需要動用日後資源流出以履行責任時，撥備方予以確認，惟可就責任金額作出可靠的估計。

倘折現影響重大，就撥備確認之金額為預期須用作履行責任之日後開支於報告期末之現值。因時間流逝而導致已折現現值增加則計入損益中之融資成本。

### 所得稅

所得稅包括即期及遞延稅項。與於損益以外確認之項目相關之所得稅於損益以外確認，於其他全面收入或直接於權益確認。

即期或過往期間之即期稅項資產及負債乃根據於報告期末已頒佈或實際施行之稅率（及稅法），計及本集團營運所在國家當前之詮釋及慣例，按預期可自稅務機關收回或向稅務機關繳付之金額計算。

就於報告期末資產及負債之稅基與彼等就財務申報而言之賬面金額之所有暫時性差額，乃以負債法提撥遞延稅項撥備。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

### 2.3 主要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項負債乃就所有應課稅暫時性差額確認入賬，惟：

- 遞延稅項負債乃因商譽或進行非業務合併之交易之時初步確認交易之資產或負債而產生，且不影響會計溢利或應課稅溢利或虧損除外；及
- 就與於附屬公司投資有關之應課稅暫時性差額而言，當暫時性差額之撥回時間可予控制及暫時性差額可能不會在可見將來撥回除外。

所有可扣減暫時性差額及未動用稅項抵免與稅務虧損結轉，均被確認為遞延稅項資產。只限於在應有應課稅利潤可供對銷可扣減暫時性差額、結轉的未動用稅項抵免及未動用稅務虧損可予動用的情況下，方確認遞延稅項資產，惟：

- 由初次確認一項交易（非業務合併）中的資產或負債所產生並於交易時對會計溢利或應課稅溢利或虧損不構成影響的有關可扣減暫時性差額的遞延稅項資產除外；及
- 有關於附屬公司投資的可扣減暫時性差額，只限於暫時性差額可能於可見將來撥回及應有應課稅溢利可供抵扣暫時性差額時，方會確認遞延稅項資產除外。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Income tax (continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss and other comprehensive income over the expected useful life of the relevant asset by equal annual instalments.

## 2.3 主要會計政策概要 (續)

### 所得稅 (續)

遞延稅項資產之賬面金額將於各報告期末檢討，並削減至不再可能有足夠應課稅溢利以動用全部或部份遞延稅項資產之水平。未確認之遞延稅項資產乃於各報告期末重估，並於可能有足夠應課稅溢利以收回全部或部份遞延稅項資產為限，予以確認。

遞延稅項資產及負債乃根據報告期末已頒佈或實際施行之稅率（及稅法），按預期適用於資產變現或負債清償期間之適用稅率計算。

倘現有可依法執行權利，容許即期稅項資產抵銷即期稅項負債，而該遞延稅項涉及同一稅務實體及同一稅務機關，則遞延稅項資產及遞延稅項負債可予以抵銷。

### 政府補助

政府補助於可合理確定將可收取並且符合所有附帶條件時，按公允值確認入賬。該項補助如與開支項目有關，則按該項補助擬補貼成本予以支出之期間內有系統地確認為收入。該項補助如與資產有關，則其公允值乃計入遞延收入賬項，再於有關資產之預期可使用年期內按等額每年分期計入綜合損益及其他全面收入報表。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (applicable from 1 January 2018)

##### *Revenue from contracts with customers*

Revenue is recognised when or as the control of the good or service is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time.

Control of the good or service is transferred over time if the Group's performance:

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

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

Revenue from the sale of wine and liquor, trading of food products and mineral products are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (由二零一八年一月一日起適用)

##### *客戶合約收入*

收入於貨品或服務之控制權轉讓予客戶之時或期間確認。視乎合約條款及合約之適用法律，貨品或服務之控制權可能隨時間或於時間點轉讓。

如本集團之履約屬以下情況，則貨品或服務之控制權隨時間轉讓：

- 提供之所有利益由客戶同時接收及耗用；
- 建設或提升一項於本集團履約時由客戶控制之資產；或
- 並非建設一項對本集團有其他用途之資產，而本集團對至今已完成履約之付款享有可強制執行之權利。

如貨品或服務之控制權隨時間轉讓，收入乃參照達成履約責任之完成進度隨合約期確認。否則，收入於客戶取得貨品或服務之控制權時之時間點確認。

銷售酒類、買賣食品及礦產之收入於資產控制權轉讓予客戶之時間點確認，通常為交付產品之時。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (applicable from 1 January 2018) (continued)

##### *Revenue from contracts with customers (continued)*

Rental income from properties leasing under operating leases is recognised on a straight-line basis over the lease terms.

A contract liability is recognised when the consideration is received from customers before the goods are delivered. A receivable is recognised when the goods are delivered and accepted as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

##### *Interest income*

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest come is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (由二零一八年一月一日起適用) (續)

##### *客戶合約收入 (續)*

經營租賃項下物業租賃之租金收入於租期內按直線基準確認。

於交付貨品前從客戶收取代價時確認合約負債。應收款項於貨品交付及獲接納時確認，此亦為代價成為無條件之時間點，原因為款項只須時間流逝便到期應付。

##### *利息收入*

金融資產之利息收入於利息收入會為本集團帶來經濟利益且收入金額能可靠計算時確認。利息收入參照未償還本金以適用實際利率 (即採用於金融資產預期年期將估計未來現金收入準確折現至資產於初步確認時之賬面淨值的利率) 按時間基準累計。



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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Revenue recognition (applicable before 1 January 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue and cost, if applicable, can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset;
- (c) rental income under operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the term of the relevant lease; and
- (d) Contract revenue is recognised when the outcome of a construction contract can be estimated reliably. Revenue from a fixed price contract is recognised using the percentage of completion method, measured by reference to the percentage of contract costs incurred to date to estimated total contract costs for the contract.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable.

- (e) other income not stated above is recognised whenever received or receivable.

### 2.3 主要會計政策概要 (續)

#### 收益確認 (於二零一八年一月一日前適用)

倘收益會為本集團帶來經濟利益且收益及成本 (如適用) 能可靠計算時, 方會按下列基準予以確認:

- (a) 從貨物銷售取得之收入, 在貨物重大風險及回報之擁有權已轉予買家, 而本集團對其再無參與和擁有權相關之管理, 亦對已售出貨物再無實際控制權之時確認;
- (b) 利息收入以實際利率法, 採用於金融工具預期年期將估計未來現金收入準確折現至金融資產賬面淨值的利率, 按應計基準確認;
- (c) 經營租賃項下的租金收入 (扣除給予承租人之任何優惠) 乃於相關租賃期內按直線基準確認; 及
- (d) 合約收益乃當建設合約結果能夠可靠估計時確認。固定價格合約之收入乃使用完成百分比方法確認, 並參考迄今已產生合約成本佔該合約之總合約成本之百分比計量。

當建設合約結果無法可靠計量時, 收益僅以產生之合約成本將可能收回之程度為限確認。

- (e) 並未於上文列示之其他收入於已收或應收時確認。

### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations of the Group. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

### 2.3 主要會計政策概要 (續)

#### 以股份支付款項

本公司實施購股權計劃，為對本集團業務成功作出貢獻之合資格參與者，提供激勵與獎勵。本集團僱員（包括董事）以股份支付款項之方式收取報酬，僱員提供服務作為收取權益工具之代價（「以權益結算交易」）。

以權益結算交易之成本，連同權益相應增加部分，在績效及／或服務條件獲達成之期間內確認。在歸屬日期前之各報告期末就以股權結算交易確認之累計支出反映歸屬期屆滿之程度及本集團對於最終將歸屬之股本工具數量之最佳估計。在某一期間內在損益內扣除或進賬，乃反映累積開支於期初與期終確認時之變動。

對於已授出但尚未歸屬之購股權，不會確認任何開支，但視乎市場條件或非歸屬條件而決定歸屬與否之以權益結算交易除外，對於該類購股權而言，只要所有其他績效及／或服務條件已經達成，不論市場條件或非歸屬條件是否達成，均會被視為已歸屬。

在權益結算獎勵之條款有所變更之情況下，倘獎勵之原有條款已獲達成，所確認之開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期之計量，任何變更導致以股份支付款項之總公允值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

#### Other employee benefits

##### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a percentage of its payroll costs to the central pension scheme. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension scheme.

### 2.3 主要會計政策概要 (續)

#### 以股份支付款項 (續)

倘若權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認之授予獎勵之開支，均應立刻確認。是項包括非歸屬條件於本集團或僱員控制範圍內未能達成之任何獎勵。然而，若授予新獎勵代替已註銷之獎勵，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵，均應被視為原獎勵之變更，一如前段所述。

於計算每股盈利時，尚未行使購股權之攤薄影響反映為額外股份攤薄。

#### 其他僱員福利

##### 退休金計劃

本集團根據強制性公積金計劃條例為符合資格參與界定供款強制性公積金退休福利計劃（「強積金計劃」）的僱員設立強積金計劃。供款乃根據僱員基本薪金的一定百分比作出，並於按強積金計劃規定須予支付時自損益內扣除。強積金計劃資產與本集團資產分開，於獨立管理的基金內持有。本集團的僱主供款一旦注入強積金計劃，即悉數歸屬僱員。

本集團於中國內地經營之附屬公司之僱員須參加由當地市政府所運作的中央退休計劃。該等附屬公司須按其薪金成本的一定百分比向該中央退休計劃供款。有關供款於根據該中央退休計劃之規則須支付時計入損益。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 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 are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or transaction of monetary items are recognised in the profit or loss.

## 2.3 主要會計政策概要(續)

### 借貸成本

因收購或建設合資格資產(需於一段長時間方能達致其擬定用途或出售者)而直接產生之借貸成本乃作為該等資產之部份成本而予以資本化。倘資產已大致上可作其擬定用途或出售,則該等借貸成本將會停止資本化。將有待用於合資格資產之特定借貸作短期投資所賺取之投資收入乃從資本化之借貸成本中扣除。全部其他借貸成本於彼等產生之期間列作開支。借貸成本包括利息及實體於籌集資金時產生之其他成本。

### 外幣

該等財務報表以港元(即本公司之功能及呈報貨幣)呈報。本集團內之實體各自決定其功能貨幣,各實體之財務報表項目均以所訂功能貨幣計量。本集團內之實體錄得之外幣交易初步按交易日之有關功能貨幣之現行匯率換算入賬。以外幣為計價單位之貨幣資產及負債,按有關功能貨幣於報告期末之匯率換算。貨幣項目的結算或匯兌所產生差額均於損益確認。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currency of subsidiaries in Mainland China is Renminbi ("RMB"). As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries in Mainland China are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

### 2.3 主要會計政策概要 (續)

#### 外幣 (續)

按歷史成本列賬、以外幣計量之非貨幣項目，採用初步交易日期之匯率換算。按公允值計量、以外幣列賬之非貨幣項目，採用釐定公允值日期之匯率換算。換算以公允值計量之非貨幣項目所產生的收益或虧損與確認該項目公允值變動的盈虧的處理方法一致（換言之，於其他全他全面收入或損益確認公允值盈虧的項目的匯兌差額，亦分別於其他全面收入或損益中確認）。

於中國內地之附屬公司之功能貨幣為人民幣（「人民幣」）。於報告期末，該等實體之資產與負債，按報告期末之現行匯率換算為本公司之呈報貨幣，其溢利或虧損則按當年度之加權平均匯率換算為港元。因此而產生之匯兌差額於其他全面收入中確認，並累計為匯率波動儲備。出售海外業務時，與該項特定海外業務有關之其他全面收入之部份在損益中確認。

收購海外業務產生之任何商譽及對收購產生之資產及負債賬面金額作出之任何公允值調整作海外業務之資產及負債處理，並按收市匯率換算。

就綜合現金流量表而言，中國內地附屬公司之現金流量按現金流量日期之匯率換算為港元。海外附屬公司於年內經常產生之現金流量則按本年度之加權平均匯率換算為港元。

## 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Construction contracts

Construction contracts are contracts specifically negotiated with a customer for the construction of an asset or a group of assets, where the customer is able to specify the major structural elements of the design.

When the outcome of a construction contract can be estimated reliably, contract costs are recognised as an expense by reference to the stage of completion of the contract at the end of the reporting period. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

Construction contracts in progress at the end of the reporting period are recorded at the net amount of costs incurred plus recognised profit less recognised losses and progress billings, and are presented in the statement of financial position as the “Amounts due from contract customers” (as an asset) or the “Amounts due to contract customers” (as a liability), as applicable.

### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes).

Investment properties are measured initially at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group’s property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

## 2.3 主要會計政策概要 (續)

### 建設合約

建設合約為與客戶就一項資產或資產組合所特別磋商且就此客戶能夠指定設計之主要結構成份之合約。

當建設合約結果能夠可靠估計時，合約成本乃參照於報告期末完成合約階段確認為開支。當總合約成本可能超過總合約收入時，預期虧損乃即時確認為開支。當建設合約結果無法可靠估計時，合約成本乃於其產生期間確認為開支。

於報告期末之進行中建設合約乃入賬為產生之成本淨額加已確認溢利減已確認虧損及進度付款，並於財務狀況表內呈列為「應收合約客戶款項」（作為資產）或「應付合約客戶款項」（作為負債）（如適用）。

### 投資物業

投資物業為持作賺取租金及／或資本增值的物業（就此而言包括在建物業）。

投資物業初步以成本（包括任何直接應佔開支）計量。於初步確認後，投資物業按公允值計量。本集團根據經營租賃持有以賺取租金或作資本增值之所有物業權益已作分類及入賬列作投資物業，並以公允值模式計量。投資物業公允值變動所產生的盈虧於產生期間計入損益。

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### 2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Investment properties (continued)

Construction costs incurred for investment properties under construction are capitalized as part of the carrying amount of the investment properties under construction.

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

### 3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### Estimation uncertainty

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

### 2.3 主要會計政策概要 (續)

#### 投資物業 (續)

在建投資物業產生的建築成本資本化為在建投資物業的部分賬面金額。

投資物業在出售時或永久不再被使用且預期其出售不會產生未來經濟利益時取消確認。取消確認物業產生的任何盈虧(按出售所得款項淨額與資產賬面金額的差額計算)於取消確認該物業期間計入損益。

### 3. 重大會計估計

本集團財務報表之編製，需要管理層作出會影響所呈報收益、開支、資產及負債之金額及相關披露，以及或然負債披露之判斷、估計及假設。由於有關該等假設及估計之不明朗因素，可能導致須就日後受影響之資產或負債之賬面金額作出重大調整。

#### 估計不明朗因素

很大可能導致下一個財政年度資產及負債賬面金額須作出重大調整之未來主要假設及於報告期末之估計不明朗因素之其他主要來源於下文載述。

### 3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

#### Estimation uncertainty (continued)

*Estimation of expected credit losses of trade, loan and other receivables*

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement at amortised cost in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 42.

#### *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2018 was HK\$47,266,000 (2017: HK\$95,319,000) was arising from acquisition of a subsidiary during the year. Further details are presented in note 19.

### 3. 重大會計估計 (續)

#### 估計不明朗因素 (續)

*應收貿易賬款、應收貸款及其他應收款項之預期信貸虧損估計*

金融資產虧損撥備乃以違約風險及預期虧損率之假設為基準。本集團作出此等假設及挑選減值計算之輸入數據時，乃基於本集團於各報告期末之過往記錄、現時市況及前瞻性估計，使用對攤銷成本之判斷。所用之關鍵假設及輸入數據詳情於附註42披露。

#### *商譽減值*

本集團至少每年釐定商譽是否減值，此需估計獲分配商譽之現金產出單位之使用價值。於估計使用價值時，本集團需估計現金產出單位之預期未來現金流量及選取合適之貼現率，以計算有關現金流量之現值。於二零一八年十二月三十一日，商譽的賬面金額為47,266,000港元（二零一七年：95,319,000港元），乃由於年內收購一間附屬公司而產生。進一步詳情呈列於附註19。



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### 3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### *Impairment of property, plant and equipment*

The Group assesses at the end of each reporting period whether there is an indication that property, plant and equipment may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of property, plant and equipment. The recoverable amount of the property, plant and equipment is the greater of the fair value less costs of disposal and value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. No impairment of property, plant and equipment (2017: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income during the year. The carrying amount of property, plant and equipment as at 31 December 2018 was HK\$321,173,000 (2017: HK\$325,856,000). Further details are presented in note 14.

##### *Useful lives of property, plant and equipment*

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will revise the depreciation charge where useful lives are different to previously estimated, or will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

##### *Useful lives of other intangible assets*

The Group determines the estimated useful lives and related amortisation charges for its intangible assets other than goodwill. This estimate is based on the expected pattern of consumption of the future economic benefits embodied in the asset or the contractual or other legal rights associated with the assets. The Group will revise the amortisation period and the amortisation method for an intangible asset where the useful life is different to that previously estimated.

### 3. 重大會計估計 (續)

#### 估計不明朗因素 (續)

##### *物業、廠房及設備減值*

本集團於各報告期末評估是否有跡象顯示物業、廠房及設備出現減值。倘有任何減值跡象，本集團會估計物業、廠房及設備之可收回款金額。物業、廠房及設備之可收回金額為其公允值減去出售成本或其使用價值兩者中的較高者。估計使用價值須由本集團估計現金產出單位的預計未來現金流量，且亦須選擇合適的貼現率以計算該等現金流量現值。本年度於綜合損益及其他全面收入報表內並無確認物業、廠房及設備減值（二零一七年：無）。於二零一八年十二月三十一日，物業、廠房及設備之賬面金額為321,173,000港元（二零一七年：325,856,000港元）。進一步詳情呈列於附註14。

##### *物業、廠房及設備之可使用年期*

本集團釐定物業、廠房及設備的估計可使用年期及相關折舊支出。該估計基於性質及功能相若的物業、廠房及設備的實際可使用期記錄計算。管理層會於可使用年期有別於原先估計時修訂折舊支出，或會撇銷或撇減技術陳舊或已廢棄或出售的非戰略性資產。

##### *其他無形資產之可使用年期*

本集團就其無形資產（商譽除外）釐定估計可使用年期及有關攤銷開支。此估計根據資產所附未來經濟利益之預計消耗模式或（如適用）與資產相關之合約或其他法律權利作出。本集團將於可使用年期有別於以往估計情況下，修改無形資產之攤銷期間及攤銷方法。

### 3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### *Equity-settled share option expense*

The Company operates share option schemes under which employees (including directors) of the Group receive remuneration in the form of share-based payment transactions. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted, using assumptions including expected volatility, dividend yield and the risk-free interest rate. Such cost is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

##### *Provision for inventories*

Provision for inventories is made based on the assessment of net realisable value. Estimates of net realisable value are based on the latest invoice prices and current market conditions. Where the actual outcome or expectation in future is different from the original estimates, such differences will have an impact on the carrying amounts of inventories and the amount of provision/reversal of provision in the periods in which such estimates have been changed.

##### *Fair value of financial instruments*

The fair value of financial instruments that are not traded in an active market is determined by using appropriate valuation techniques and making assumptions that are based on market condition's existing at each reporting date. Refer to note 42 for the fair value measurement of financial instruments.

### 3. 重大會計估計 (續)

#### 估計不明朗因素 (續)

##### *股權結算購股權開支*

本公司設有購股權計劃，據此，本集團僱員（包括董事）可以股份為基礎之付款交易形式收取報酬。該等與僱員進行之以股權結算交易之成本乃參照購股權授出日期之公允值，並已就預期波幅、股息率及無風險利率等作出假設。有關成本連同權益之相應增加在服務條件獲達成之期間內確認。在歸屬日期前之各報告期末就以股權結算交易確認之累計支出反映歸屬期屆滿之程度及本集團對於最終將歸屬之股本工具數量之最佳估計。

##### *存貨撥備*

存貨撥備是根據存貨的可變現淨值評估計提。對可變現淨值的估計是根據最新發票價格及現時市況。若日後的實際結果與原來的估計有別，這些差額將於有關估計變動的期間影響存貨的賬面金額及撥備／撥備撥回金額。

##### *金融工具公允值*

並無於活躍市場買賣的金融工具之公允值使用適當的估值技術並基於各報告日期的現有市況作出假設而釐定。有關金融工具的公允值計量，請參閱附註42。

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### 3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

#### Estimation uncertainty (continued)

##### *Deferred taxation on investment properties*

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the directors of the Company have determined that all of the Group's investment properties as at 31 December 2018 amounting to HK\$398,065,000 (2017: HK\$412,633,000) situated in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. The presumption that the carrying amounts of certain of the Group's investment properties situated in the PRC are recovered entirely through sale has been rebutted and the deferred tax on the changes in fair value of these investment properties is recognised according to the relevant tax rules.

#### Impairment of property, plant and equipment

The Group assesses whether there are any indicators of impairment for an asset at the end of each reporting period. The asset is tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, an estimation of the value in use of the cash-generating units to which the asset is allocated will be required. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made.

### 3. 重大會計估計 (續)

#### 估計不明朗因素 (續)

##### *投資物業之遞延稅項*

就計量以公允值模型計量的投資物業產生之遞延稅項負債而言，本公司董事確定，於二零一八年十二月三十一日，本集團位於中國之398,065,000港元（二零一七年：412,633,000港元）之投資物業以通過時間之推移而非通過銷售消耗該投資物業所含絕大部分經濟利益為目標之商業模式持有。本集團位於中國之若干投資物業賬面金額乃透過出售予以悉數收回之推定已被推翻及該等投資物業之公允值變動之遞延稅項乃根據相關稅務規則確認。

#### 物業、廠房及設備減值

本集團於各報告期末評估資產是否有任何減值跡象。當有跡象顯示賬面金額未必可收回時，會測試資產有否減值。於計算使用價值時，須估計獲分配資產之現金產生單位之使用價值。於估計使用價值時，本集團須估計現金產生單位之預期未來現金流量，並須選擇合適之貼現率，以計算該等現金流量之現值。估計未來現金流量及／或所應用貼現率之變動，將會導致先前估計之減值撥備須作出調整。

**4. OPERATING SEGMENT INFORMATION**

For management purposes, the Group is organised into business units based on their products and services and has six reportable operating segments as follows:

- (a) the wine and liquor segment is engaged in the sale and distribution of wine and liquor;
- (b) the trading of food products segment is engaged in wholesaling and retailing of staple food, cooking oil, alcohol and beverage, frozen and fresh food, commodity hog;
- (c) the construction and development segment is engaged in construction and land development;
- (d) the rental segment is engaged in the leasing of logistic facilities in Hong Kong and office facilities in the PRC;
- (e) the money lending segment is engaged in the provision of money lending services; and
- (f) the mineral products segment is engaged in the flotation selection of non-ferrous metals mines and sales of mineral products.

The management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment results. Segment results are measured consistently with the Group's profit before tax except that interest income, finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude pledged deposits, cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude bank and other borrowings, amounts due to related parties and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

**4. 經營分類資料**

就管理而言，本集團乃根據產品及服務性質將業務單位分類，而可報告經營分類乃下列六項：

- (a) 酒類分類，從事銷售及分銷酒類；
- (b) 買賣食品分類，從事批發及零售主食品、食用油、酒類及飲料、冷藏及新鮮食品、商品豬；
- (c) 建設及開發分類，從事建設及土地開發；
- (d) 租賃分類，從事於香港租賃物流設施及於中國租賃辦公設施；
- (e) 放貸分類，從事提供放貸業務；及
- (f) 礦產分類，從事有色金屬礦之浮選及礦產銷售。

管理層獨立監察本集團各經營分類之業績，以作出有關資源分配及表現評估之決策。分類表現乃根據可報告分類業績評估。分類業績乃貫徹以本集團之除稅前溢利方式計量，惟利息收入、融資成本以及總部及企業開支不包含於該計量。

分類資產不包括已抵押存款、現金及現金等值物及其他未分配總部及企業資產，乃由於該等資產以組別為基準管理。

分類負債不包括銀行及其他借貸、應付關聯方款項及其他未分配總部及企業負債，乃由於該等負債以組別為基準管理。

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### 4. OPERATING SEGMENT INFORMATION (continued) 4. 經營分類資料 (續)

		Wine and liquor	Trading of food products	Construction and development	Rental	Money lending	Mineral products	Unallocated	Total
		酒類 HK\$'000 千港元	買賣食品 HK\$'000 千港元	建設及開發 HK\$'000 千港元	租賃 HK\$'000 千港元	放貸 HK\$'000 千港元	礦產 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>								
<b>Segment revenue:</b>	<b>分類收入:</b>								
Sales to external customers	銷售予外界客戶	8,326	772,713	-	249,967	36,561	199,573	-	1,267,140
<b>Revenue from contracts with customers</b>	<b>客戶合約收入</b>								
Timing of revenue recognition	收入確認時間								
At a point in time	時間點	8,326	772,713	-	-	-	199,573	-	980,612
Revenue from other sources	其他來源收入	-	-	-	249,967	36,561	-	-	286,528
Other revenue	其他收入	1,204	458	-	20,876	106	778	-	23,422
		<b>9,530</b>	<b>773,171</b>	<b>-</b>	<b>270,843</b>	<b>36,667</b>	<b>200,351</b>	<b>-</b>	<b>1,290,562</b>
<b>Segment results</b>	<b>分類業績</b>	<b>1,766</b>	<b>22,187</b>	<b>-</b>	<b>108,003</b>	<b>36,667</b>	<b>24,726</b>	<b>-</b>	<b>193,349</b>
<i>Reconciliation:</i>	<i>對賬:</i>								
Interest income	利息收入								321
Unallocated other operating income	未分配其他經營收入								4,600
Corporate and other unallocated expenses	企業及其他未分配開支								(143,597)
Finance costs	融資成本								(51,592)
Gain on disposal of subsidiaries	出售附屬公司之收益								9,547
Profit before tax	除稅前溢利								12,628
Taxation	稅項								(851)
Profit for the Year	年度溢利								11,777
<b>Segment assets</b>	<b>分類資產</b>	<b>85,059</b>	<b>368,531</b>	<b>196,578</b>	<b>462,410</b>	<b>399,971</b>	<b>196,624</b>	<b>-</b>	<b>1,709,173</b>
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment receivables	對銷分類間應收款項								(116,257)
Corporate and other unallocated assets	企業及其他未分配資產								955,053
Total assets	資產總值								2,547,969
<b>Segment liabilities</b>	<b>分類負債</b>	<b>33,073</b>	<b>251,095</b>	<b>24,241</b>	<b>121,214</b>	<b>138,070</b>	<b>33,706</b>	<b>-</b>	<b>601,399</b>
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment payables	對銷分類間應付款項								(116,257)
Corporate and other unallocated liabilities	企業及其他未分配負債								550,838
Total liabilities	負債總額								1,035,980
<b>Other segment information</b>	<b>其他分類資料</b>								
Share of loss of associates	分佔聯營公司虧損	-	-	-	-	-	-	(2,084)	(2,084)
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	-	-	-	9,547	9,547
Reversal of allowance for expected credit losses recognised on trade receivables	撥回就應收貿易賬款確認之預期信貸虧損撥備	(4)	(3)	-	(39)	-	824	-	778
Allowance for expected credit losses recognised on other receivables	就其他應收款項確認之預期信貸虧損撥備	(209)	143	-	(36)	879	-	(3,561)	(2,784)
Allowance for expected credit losses recognised on loan receivables	就應收貸款確認之預期信貸虧損撥備	-	-	-	-	(2,418)	-	-	(2,418)
Depreciation and amortisation	折舊及攤銷	(166)	(260)	(192)	(23,967)	(386)	(2,955)	(1,014)	(28,940)
Interests in associates	於聯營公司之權益	-	-	-	-	-	-	286,450	286,450
Capital expenditure*	資本開支*	-	103	32,833	1,881	-	582	348	35,747
Unrealised fair value loss on financial assets at fair value through profit or loss	透過損益按公允價值列賬之金融資產之未變現公允價值虧損	-	-	-	-	-	-	(8,401)	(8,401)
Fair value gain on investment properties	投資物業之公允價值收益	-	-	-	7,088	-	-	-	7,088

\* Capital expenditure consists of additions of property, plant and equipment, investment properties and acquisition of subsidiaries.

\* 資本開支包括添置物業、廠房及設備、投資物業及收購附屬公司。

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### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分類資料 (續)

		Wine and liquor 酒類 HK\$'000 千港元	Trading of food products 買賣食品 HK\$'000 千港元	Construction 建設 HK\$'000 千港元	Rental 租賃 HK\$'000 千港元	Money lending 放貸 HK\$'000 千港元	Mineral products 礦產 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2017	截至二零一七年 十二月三十一日止年度								
<b>Segment revenue:</b>	<b>分類收入:</b>								
Sales to external customers	銷售予外界客戶	33,414	504,802	230,523	162,298	48,931	134,667	-	1,114,635
Other revenue	其他收入	8,531	735	2,614	47,941	3,007	-	-	62,828
		<u>41,945</u>	<u>505,537</u>	<u>233,137</u>	<u>210,239</u>	<u>51,938</u>	<u>134,667</u>	<u>-</u>	<u>1,177,463</u>
<b>Segment results</b>	<b>分類業績</b>	11,852	14,064	4,988	87,008	51,938	12,014	-	181,864
<i>Reconciliation:</i>	<i>對賬:</i>								
Interest income	利息收入								289
Unallocated other operating income	未分配其他經營收入								136,584
Corporate and other unallocated expenses	企業及其他未分配開支								(161,908)
Finance costs	融資成本								(44,706)
Gain on disposal of subsidiaries	出售附屬公司之收益								11,059
Profit before tax	除稅前溢利								123,182
Taxation	稅項								(12,904)
Profit for the Year	年度溢利								<u>110,278</u>
<b>Segment assets</b>	<b>分類資產</b>	128,114	332,933	114,923	564,731	572,786	189,895	-	1,903,382
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment receivables	對銷分類間應收款項								(112,521)
Corporate and other unallocated assets	企業及其他未分配資產								861,946
Total assets	資產總值								<u>2,652,807</u>
<b>Segment liabilities</b>	<b>分類負債</b>	17,855	290,932	91,211	168,116	282,619	76,413	-	927,146
<i>Reconciliation:</i>	<i>對賬:</i>								
Elimination of intersegment payables	對銷分類間應付款項								(112,521)
Corporate and other unallocated liabilities	企業及其他未分配負債								318,246
Total liabilities	負債總額								<u>1,132,871</u>
<b>Other segment information</b>	<b>其他分類資料</b>								
Share of loss of associates	分佔聯營公司虧損	-	-	-	-	-	-	(3,616)	(3,616)
Gain on disposal of subsidiaries	出售附屬公司之收益	-	-	-	-	-	-	11,059	11,059
Depreciation and amortisation	折舊及攤銷	(629)	(40)	(868)	(18,232)	(8)	(9,042)	(3,183)	(32,002)
Interests in associates	於聯營公司之權益	-	-	-	-	-	-	300,734	300,734
Capital expenditure*	資本開支*	-	4,532	-	283,049	1,308	134,866	154,973	578,728
Unrealised fair value loss on financial assets at fair value through profit or loss	透過損益按公允價值列賬之金融資產之未變現公允價值虧損	-	-	-	-	-	-	(11,791)	(11,791)
Fair value gain on investment properties	投資物業之公允價值收益	-	-	-	43,316	-	-	-	43,316

\* Capital expenditure consists of additions to property, plant and equipment, investment properties and acquisition of subsidiaries.

\* 資本開支包括添置物業、廠房及設備、投資物業及收購附屬公司。

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### 4. OPERATING SEGMENT INFORMATION (continued)

#### Geographical information

Over 90% of the Group's customers are located in Mainland China and revenue of the Group is mainly derived from operations in Mainland China. The management considers that it is impracticable to allocate the assets, revenue and segment results to geographical locations.

#### Information about a major customer

During the Year, no external customer accounted for more than 10% of the Group's total revenue (2017: one). In 2017, revenue from this customer amounted to HK\$114,102,000 which related to construction segment.

### 5. REVENUE

The Group's revenue represents by wine and liquor, trading of food products, construction and development, rental, money lending and mineral products.

#### Disaggregation of revenue from contracts with customers

An analysis of revenue by types of goods and services as follows:

### 4. 經營分類資料 (續)

#### 地區資料

本集團90%以上之客戶位於中國內地，本集團收入主要來自中國內地之經營業務。管理層認為按地區劃分資產、收入及分類業績乃不可行。

#### 主要客戶之資料

年內，概無外界客戶佔本集團總收入10%以上(二零一七年：一名)。於二零一七年，來自該客戶之收入為114,102,000港元，與建設分類有關。

### 5. 收入

本集團之收入為酒類、買賣食品、建設及開發、租賃、放貸及礦產。

#### 客戶合約收入拆分

按貨品及服務類別分析之收入如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Revenue from contracts with Customers</b>	<b>客戶合約收入</b>		
Wine and liquor	酒類	8,326	33,414
Trading of food products	買賣食品	772,713	504,802
Mineral products	礦產	199,573	134,667
Construction and development	建設及開發	–	230,523
Total revenue recognised at point in time	於時間點確認之總收入	980,612	903,406
<b>Revenue from other sources</b>	<b>其他來源收入</b>		
Rental	租賃	249,967	162,298
Money lending	放貸	36,561	48,931
		1,267,140	1,114,635

5. REVENUE (continued)  
Disaggregation of revenue from contracts with customers (continued)

5. 收入(續)  
客戶合約收入拆分(續)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Time of revenue recognition	收入確認時間		
At a point in time	於時間點	980,612	672,883
Over time	隨時間	–	230,523
		<b>980,612</b>	<b>903,406</b>
Geographic market:	地域市場:		
The PRC	中國	1,196,778	1,056,808
Hong Kong	香港	70,362	57,827
		<b>1,267,140</b>	<b>1,114,635</b>

All of the Group's revenue from contracts with customers is based on where goods are sold. All revenue contracts are for period of one year or less, as permitted by practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Revenue recognition are disclosed in note 2.3 of consolidated financial statement.

本集團所有客戶合約收入均以出售貨品之地區為基礎。所有合約收入期限為一年或以下，在香港財務報告準則第15號之實用權宜許可下，分配至未達成合約之交易價不予披露。

收入確認於綜合財務報表附註2.3披露。



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### 6. OTHER INCOME, GAINS OR LOSSES

An analysis of other income, gains or losses is as follows:

### 6. 其他收入、收益或虧損

其他收入、收益或虧損的分析如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Other income, gains or (losses)	其他收入、收益或(虧損)		
Compensation income	補償收入	15,109	8,922
Exchange loss	匯兌虧損	–	(585)
Interest income	利息收入	321	289
Government grant (note)	政府補助(附註)	35	136,913
Fair value gain on investment properties	投資物業之公允值收益	7,088	43,316
Realised fair value gain on financial assets at fair value through profit or loss	透過損益按公允值列賬之金融資產之已變現公允值收益	–	1,495
Reversal of allowance for expected credit losses recognised on trade receivables	撥回就應收貿易賬款確認之預期信貸虧損撥備	778	–
Allowance for expected credit losses recognised on loan receivables	就應收貸款確認之預期信貸虧損撥備	(2,418)	–
Allowance for expected credit losses recognised on other receivables	就其他應收款項確認之預期信貸虧損撥備	(2,784)	–
Gain on bargain purchase on acquisition of a subsidiary	收購一間附屬公司之議價購買收益	–	4,112
Others	其他	10,214	5,239
		<b>28,343</b>	<b>199,701</b>

Note: PRC Government grant in 2017 mainly represents various form of subsidies granted to the Group by the Lianyungang City Ganyu District People's Government in the PRC. These grants are generally made for business support and awarded to enterprises on a discretionary basis. The Group received these government grants in respect of the Group's commitment towards the development.

附註：二零一七年之中國政府補助主要為中國連雲港市贛榆區人民政府授予本集團之各種補助。該等補助一般用於業務支持及酌情給予企業。本集團因其對發展作出之貢獻而獲授該等政府補助。

7. PROFIT BEFORE TAXATION

The Group's profit before taxation is arrived at after charging/(crediting):

7. 除稅前溢利

本集團之除稅前溢利經扣除／（計入）下列各項後計算得出：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cost of inventories recognised as an expenses	確認為開支之存貨成本	980,157	644,219
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,070	20,945
Amortisation of other intangible assets	其他無形資產攤銷	10,870	11,057
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租賃項下之最低租金付款	167,053	103,830
Auditors' remuneration	核數師酬金	1,250	1,000
Employee benefit expense (including directors' emoluments):	僱員福利開支（包括董事酬金）：		
Wages and salaries	工資及薪金	20,728	23,081
Share-based payments	以股份支付款項	1,063	42,567
Pension scheme contributions	退休金計劃供款	1,064	1,610
Other expenses/(income):	其他開支／（收入）：		
Foreign exchange differences, net	外匯差額淨值	-	585
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	304
Gain on disposal of subsidiaries	出售附屬公司之收益	(9,547)	(11,059)
Interest income	利息收入	(321)	(289)
Unrealised fair value loss on financial assets at fair value through profit or loss	透過損益按公允值列賬之金融資產之未變現公允值虧損	8,401	11,791
Unrealised fair value gain on investment properties	投資物業之未變現公允值收益	(7,088)	(43,316)

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### 8. FINANCE COSTS

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸之利息		
– wholly repayable within five years	– 須於五年內悉數償還	25,574	30,291
Effective interest expenses on convertible bonds	可換股債券之實際利息開支	26,018	14,415
		<b>51,592</b>	<b>44,706</b>

### 8. 融資成本

### 9. DIRECTORS' REMUNERATION

Details of the director's remuneration of the Company for the year, disclosed pursuant to Listing Rules and Section 383 of the Hong Kong Companies Ordinance are as follows:

### 9. 董事薪酬

年內本公司董事的薪酬詳情，根據上市規則及香港公司條例第383條披露如下：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Fees	袍金	743	4,071
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,080	3,600
Equity-settled share option expense	股權結算購股權開支	74	927
Pension scheme contributions	退休金計劃供款	55	18
		<b>4,209</b>	<b>4,545</b>
		<b>4,952</b>	<b>8,616</b>

## 9. DIRECTORS' REMUNERATION (continued)

## 9. 董事薪酬(續)

	Notes 附註	Salaries, allowances and benefits in kind	Equity-settled share option expense (Note)	Pension scheme contributions	Total remuneration
		袍金 HK\$'000 千港元	薪金、津貼及 實物利益 HK\$'000 千港元	購股權開支 (附註) HK\$'000 千港元	退休金 計劃供款 HK\$'000 千港元
<b>2018</b>		<b>二零一八年</b>			
<b>Executive directors</b>		<b>執行董事</b>			
Mr. Li Jiehong (Chairman)	(x)	9	-	-	9
Mr. Gu Chunyang (Vice Chairman)	(x)	9	-	-	9
Mr. JIANG Jianjun		-	3,600	5	3,623
Mr. KE Xionghan		-	480	54	571
Mr. Huang Wuguang	(iv)	240	-	-	240
Mr. Zeng Fanxiong	(ii)	100	-	-	100
		<b>358</b>	<b>4,080</b>	<b>59</b>	<b>4,552</b>
<b>Non-executive directors</b>		<b>非執行董事</b>			
Ms. Ho Wing Yan		100	-	5	105
Mr. Wang Jianguo	(vi)	-	-	-	-
Ms. Zhang Yujie	(v)	50	-	-	50
		<b>150</b>	<b>-</b>	<b>5</b>	<b>155</b>
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>			
Mr. Chong Cha Hwa	(x)	10	-	-	10
Mr. Yang Yunguang	(vii)	21	-	-	21
Mr. Zhang Xianming	(xi)	-	-	-	-
Mr. Ho Man Fai		50	-	5	55
Dr. Loke Yu	(viii)	125	-	-	125
Mr. Li Xiaofeng	(ix)	29	-	5	34
		<b>235</b>	<b>-</b>	<b>10</b>	<b>245</b>
		<b>743</b>	<b>4,080</b>	<b>74</b>	<b>4,952</b>

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### 9. DIRECTORS' REMUNERATION (continued)

### 9. 董事薪酬 (續)

		Notes 附註	Fees 袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Equity-settled share option expense (Note) 股權結算 購股權開支 (附註) HK\$'000 千港元	Pension scheme contributions 退休金 計劃供款 HK\$'000 千港元	Total remuneration 薪酬總額 HK\$'000 千港元
<b>2017</b>	<b>二零一七年</b>						
<b>Executive directors</b>	<b>執行董事</b>						
Mr. Jiang Jianjun (Chairman)	江建軍先生 (主席)		-	3,600	47	18	3,665
Mr. Ke Xionghan	柯雄瀚先生		330	-	311	-	641
Mr. Huang Wuguang	黃吳光先生	(iv)	33	-	-	-	33
Mr. Jiang Jiancheng	江建成先生	(iii)	3,150	-	118	-	3,268
Mr. Huangfu Mingsheng	皇甫明生先生	(i)	75	-	-	-	75
Mr. Zeng Fanxiong	曾凡雄先生	(ii)	33	-	-	-	33
			3,621	3,600	476	18	7,715
<b>Non-executive directors</b>	<b>非執行董事</b>						
Ms. Ho Wing Yan	何詠欣女士		100	-	35	-	135
Ms. Zhang Yujie	仇玉杰女士	(v)	100	-	311	-	411
			200	-	346	-	546
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Dr. Loke Yu	陸海林博士	(viii)	150	-	35	-	185
Mr. Li Xiaofeng	黎曉峰先生	(ix)	50	-	35	-	85
Mr. Ho Man Fai	何文輝先生		50	-	35	-	85
			250	-	105	-	355
			4,071	3,600	927	18	8,616

Note: These represent the estimated fair value of share options granted to the directors under the Company's share option scheme adopted on 23 May 2007. 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 2.3. The details of these benefits in kind, including the principal terms and number of options granted, are disclosed under the paragraph share option schemes in the report of the directors and note 34.

附註：該等數額指根據本公司於二零零七年五月二十三日採納的購股權計劃授予董事的購股權的估計公允值。該等購股權的價值根據附註2.3所載本集團有關以股份為基礎之付款交易的會計政策計量。該等實物利益詳情（包括主要條款及獲授購股權數目）披露於董事會報告購股權計劃一段及附註34。

**9. DIRECTORS' REMUNERATION (continued)**

- (i) Appointed on 3 April 2017 and resigned on 1 September 2017.
- (ii) Appointed on 1 September 2017 and resigned on 29 January 2019.
- (iii) Resigned on 10 November 2017.
- (iv) Appointed on 10 November 2017.
- (v) Vacated from 23 March 2018.
- (vi) Appointed on 8 June 2018 and resigned on 29 January 2019.
- (vii) Resigned on 31 July 2018.
- (viii) Resigned on 1 November 2018.
- (ix) Appointed on 31 July 2018.
- (x) Appointed on 10 December 2018.
- (xi) Appointed on 10 December 2018 and resigned on 3 January 2019.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

**9. 董事薪酬 (續)**

- (i) 於二零一七年四月三日獲委任及於二零一七年九月一日辭任。
- (ii) 於二零一七年九月一日獲委任及於二零一九年一月二十九日辭任。
- (iii) 於二零一七年十一月十日辭任。
- (iv) 於二零一七年十一月十日獲委任。
- (v) 自二零一八年三月二十三日起離任。
- (vi) 於二零一八年六月八日獲委任及於二零一九年一月二十九日辭任。
- (vii) 於二零一八年七月三十一日辭任。
- (viii) 於二零一八年十一月一日辭任。
- (ix) 於二零一八年七月三十一日獲委任。
- (x) 於二零一八年十二月十日獲委任。
- (xi) 於二零一八年十二月十日獲委任及於二零一九年一月三日辭任。

年內並無任何董事放棄或同意放棄任何薪酬之安排。

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### 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year include two (2017: two) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining three (2017: three), highest paid employees who are not a director of the Company, are as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,190	1,814
Equity-settled share option expense	股權結算購股權開支	–	226
Pension scheme contributions	退休金計劃供款	18	24
		<b>1,208</b>	<b>2,064</b>

The number of non-director and highest paid employees whose remuneration fell within the following bands is as follows:

		2018	2017
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–	–
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	–	–
Over HK\$2,000,000	2,000,000港元以上	–	–
		<b>3</b>	<b>3</b>

During the year and in prior years, share options were granted to certain non-director, highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 34 to the financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss and other comprehensive income 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.

### 10. 五名最高薪僱員

年內，五名最高薪僱員包括兩名（二零一七年：兩名）董事，其薪酬詳情已載列於上文附註9。於本年度內，其餘三名（二零一七年：三名）最高薪僱員（並非本公司董事）之薪酬詳情如下：

薪酬介乎下列範圍之最高薪非董事僱員數目如下：

本年度內及以往年度，若干最高薪非董事僱員就彼等向本集團作出之服務而獲授購股權，進一步詳情載於財務報表附註34。就於歸屬期內在綜合損益及其他全面收入報表確認的購股權，其公允值於授出日期釐定，計入本年度財務報表的金額載入上述最高薪非董事僱員酬金披露事項內。

**11. TAXATION**

Under the prevailing tax law in the PRC, the Enterprise Income Tax rate of the Company and the subsidiaries is 25% (2017: 25%).

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment.) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The Group is subject to Hong Kong Profit Tax at a rate of 16.5% for the year ended 31 December 2017.

**11. 稅項**

根據中國現行稅法，本公司及附屬公司之企業所得稅率為25%（二零一七年：25%）。

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務（修訂）（第7號）條例草案》（「草案」），草案引進利得稅兩級制。草案於二零一八年三月二十八日簽署立法，並於翌日刊憲。根據利得稅兩級制，合資格公司首2,000,000港元應課稅溢利將按8.25%徵稅，2,000,000港元以上應課稅溢利則按16.5%徵稅。利得稅兩級制下不合資格公司之應課稅溢利將繼續按劃一稅率16.5%徵稅。於截至二零一七年十二月三十一日止年度，本集團須按稅率16.5%繳納香港利得稅。

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Current tax	即期稅項	<b>2,938</b>	8,610
Deferred tax	遞延稅項	<b>(2,087)</b>	4,294
Total tax expenses for the year	年度稅項開支總額	<b>851</b>	12,904



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### 11. TAXATION (continued)

A reconciliation of the tax expenses applicable to profit before taxation at the statutory rate for Hong Kong in which the Company and its subsidiaries are domiciled to the tax credit at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit before taxation	除稅前溢利	12,628	123,182
Tax at the statutory tax rate	按法定稅率計算的稅項	2,084	20,325
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	825	16,445
Income not taxable for tax	毋須課稅收入	(1,170)	(24,062)
Tax effect of unrecognised temporary difference	未確認暫時差額之稅務影響	594	1,201
Utilization of tax losses previously not recognised	動用先前未確認之稅項虧損	(4,597)	(4,914)
Expenses not deductible for tax	不可扣稅的開支	2,594	2,804
Tax losses not recognised	未確認的稅項虧損	—	201
Loss attributable to associates	聯營公司應佔虧損	521	904
Tax expenses at the Group's effective rate	按本集團實際稅率計算的稅項開支	851	12,904

The share of tax expenses attributable to an associate amounting to HK\$521,000 (2017: HK\$904,000) is included in "Share of loss of associates" in the consolidated statement of profit or loss and other comprehensive income.

### 12. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

### 11. 稅項 (續)

採用香港(本公司及其附屬公司的註冊地)法定稅率適用於除稅前溢利的稅項開支與按實際稅率計算的稅項抵免對賬,以及適用稅率(即法定稅率)與實際稅率對賬如下:

分佔聯營公司應佔稅項開支為521,000港元(二零一七年:904,000港元)已計入綜合損益及其他全面收入報表之「分佔聯營公司虧損」項下。

### 12. 股息

董事不建議就截至二零一八年十二月三十一日止年度派付任何股息(二零一七年:無)。

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based in the following data:

Earnings

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Earnings for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之盈利	4,650	115,024

Number of Shares

		2018 '000 千股	2017 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	5,483,053	5,220,129
Effect of share options	購股權之影響	-	1,085
Weighted average number of ordinary shares for diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	5,483,053	5,221,214

For the year ended 31 December 2018, the effect of the Company's convertible bonds and share options (2017: convertible bonds) were anti-dilutive and therefore did not include in the calculation of the diluted earnings per share.

13. 每股盈利

本公司擁有人應佔之每股基本及攤薄盈利乃根據下列數據計算：

盈利

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Earnings for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之盈利	4,650	115,024

股份數目

		2018 '000 千股	2017 '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	5,483,053	5,220,129
Effect of share options	購股權之影響	-	1,085
Weighted average number of ordinary shares for diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	5,483,053	5,221,214

截至二零一八年十二月三十一日止年度，本公司可換股債券及購股權（二零一七年：可換股債券）具反攤薄效應，故並無計入每股攤薄盈利之計算。

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### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Leasehold improvement 租賃 物業裝修 HK\$'000 千港元	Motor Vehicle 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Infrastructure 基礎設施 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>					
As at 1 January 2017	於二零一七年一月一日	77,551	3,004	-	21,217	101,772
Additions	添置	30,805	837	188,414	-	220,056
Disposals	出售	(331)	-	-	-	(331)
Business combination (note 36)	業務合併(附註36)	15,769	980	-	15,640	32,389
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(781)	(534)	-	-	(1,315)
Exchange realignment	匯兌調整	1,060	101	6,830	2,163	10,154
As 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	<b>124,073</b>	<b>4,388</b>	<b>195,244</b>	<b>39,020</b>	<b>362,725</b>
Additions	添置	3,124	101	32,522	-	35,747
Disposal of subsidiary (note 37)	出售附屬公司(附註37)	(12,836)	(306)	-	-	(13,142)
Exchange realignment	匯兌調整	(856)	(79)	(11,400)	(2,021)	(14,356)
As at 31 December 2018	於二零一八年十二月三十一日	<b>113,505</b>	<b>4,104</b>	<b>216,366</b>	<b>36,999</b>	<b>370,974</b>
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>					
As at 1 January 2017	於二零一七年一月一日	14,311	1,599	-	1,061	16,971
Depreciation for the year	年內折舊	17,640	600	-	2,705	20,945
Disposals	出售	(27)	-	-	-	(27)
Disposal of subsidiaries (note 37)	出售附屬公司(附註37)	(752)	(510)	-	-	(1,262)
Exchange realignment	匯兌調整	38	26	-	178	242
As 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	<b>31,210</b>	<b>1,715</b>	<b>-</b>	<b>3,944</b>	<b>36,869</b>
Depreciation for the year	年內折舊	13,182	745	-	4,143	18,070
Disposal of subsidiary (note 37)	出售附屬公司(附註37)	(4,373)	(70)	-	-	(4,443)
Exchange realignment	匯兌調整	(313)	(14)	-	(368)	(695)
As at 31 December 2018	於二零一八年十二月三十一日	<b>39,706</b>	<b>2,376</b>	<b>-</b>	<b>7,719</b>	<b>49,801</b>
<b>Carrying amount</b>	<b>賬面金額</b>					
As at 31 December 2018	於二零一八年十二月三十一日	<b>73,799</b>	<b>1,728</b>	<b>216,366</b>	<b>29,280</b>	<b>321,173</b>
As at 31 December 2017	於二零一七年十二月三十一日	<b>92,863</b>	<b>2,673</b>	<b>195,244</b>	<b>35,076</b>	<b>325,856</b>

## 15. INVESTMENT PROPERTIES

## 15. 投資物業

		HK\$'000 千港元
At fair value	按公允值	97,448
Business combination (note 37)	業務合併(附註37)	252,128
Valuation gain on arising from changes in fair value	公允值變動產生的估值收益	43,316
Exchange realignment	匯兌調整	19,741
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	412,633
Valuation gain on arising from changes in fair value	公允值變動產生的估值收益	7,088
Exchange realignment	匯兌調整	(21,656)
At 31 December 2018	於二零一八年十二月三十一日	398,065
Unrealised net gain in fair value of investment properties, included in profit or loss	投資物業之公允值未變現收益淨額(計入損益)	7,088

## (a) Fair value measurement of the Group's investment properties

The fair value of the Group's investment properties as at 31 December 2018 has been arrived at the basis of a valuation carried out by 深圳市國政房地產土地資產評估顧問有限公司 (2017: 深圳市尊量行土地房地產估價有限公司), independent qualified professional valuers not connected to the Group, which has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The fair value was determined based on income capitalisation approach, which involves estimating the rental incomes of the property and capitalizing them all on appropriate rate to produce a capital value respectively.

## (a) 本集團投資物業之公允值計量

本集團投資物業於二零一八年十二月三十一日之公允值乃基於與本集團並無關連之獨立合資格專業估值師深圳市國政房地產土地資產評估顧問有限公司(二零一七年: 深圳市尊量行土地房地產估價有限公司)進行之估值達致, 該公司已具備適當資格及對相關位置之類似物業進行估值之近期經驗。

公允值乃分別根據收入資本化法(涉及估計該物業之租金收入及按適當利率將全數款項資本化以得出資本價值)釐定。

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### 15. INVESTMENT PROPERTIES (continued)

#### (a) Fair value measurement of the Group's investment properties (continued)

There has been no change to the valuation technique during the year.

In estimating the fair value of the properties, highest and best use of the properties is their current use.

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follow:

### 15. 投資物業 (續)

#### (a) 本集團投資物業之公允值計量 (續)

年內，估值方式並無變動。

於估計物業的公允值時，物業的最大及最佳用途為目前用途。

於報告期末，本集團投資物業之詳情以及有關公允值層級之資料如下：

		2018		
		Level 1	Level 2	Level 3
		第一級	第二級	第三級
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Investment properties	投資物業	—	—	<b>398,065</b>

		2017		
		Level 1	Level 2	Level 3
		第一級	第二級	第三級
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Investment properties	投資物業	—	—	<b>412,633</b>

**15. INVESTMENT PROPERTIES (continued)**  
**(a) Fair value measurement of the Group's investment properties (continued)**

	Fair value 公允值		Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察數據	Range 範圍
	2018 HK\$'000 千港元	2017 HK\$'000 千港元			
Investment properties located in the PRC	398,065	412,633	Income capitalisation approach	Capitalisation rate, taking into account the capitalisation of rental income potential nature of the property, and prevailing market condition of 6%	A slight increase in the capitalisation rate used would result in a significant decrease in fair value and vice versa.
位於中國的投資物業			收入資本化法	經計及資本化潛在租金收入、物業性質及當前市況，資本化比率為6%	所用資本化比率略微上升將導致公允值顯著下降，反之亦然。

There were no transfer between Level 1 and 2 during the year.

**(b) The analysis of the carrying amount of investment properties is as follow:**

All the investment properties is situated in the PRC under medium lease term to long-term lease arrangement.

**(c) Pledge of investment properties**

Investment properties with a carrying amount in aggregate of HK\$291,293,000 (2017: HK\$301,331,000) are pledged to several banks for Group's borrowings, details of which set out in note 30.

**15. 投資物業 (續)**

**(a) 本集團投資物業之公允值計量 (續)**

年內，第一級與第二級之間並無轉移。

**(b) 投資物業之賬面金額分析如下：**

中期至長期租賃安排項下之所有投資物業均位於中國。

**(c) 抵押投資物業**

賬面金額合共291,293,000港元（二零一七年：301,331,000港元）之投資物業已就本集團之借貸抵押予數間銀行，其詳情載於附註30。

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### 15. INVESTMENT PROPERTY (continued)

#### (d) Investment properties leased out under operating leases

All of the Group's property interests held under operating leases to earn rentals are measured using the fair value model and classified accounted for investment properties.

The Group leases out its investment properties which is agricultural exchange markets to various tenants. The leases typically run for an initial period of 1 year to 5 years, at the end of which period all terms are renegotiated. None of the leases includes contingent rentals.

### 16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at FVTPL as at 31 December 2018 comprise:

Listed equity investments, at fair value: 上市股本投資，按公允值：  
– in PRC 於中國

Fair value of listed equity investments are determined with reference to quoted market bid prices.

### 15. 投資物業（續）

#### (d) 根據經營租賃出租之投資物業

本集團根據經營租賃持有以賺取租金之所有物業權益乃採用公允值模式計量，並計入投資物業。

本集團向多名租戶出租其投資物業，即農產品交易市場。租約一般初步為期一年至五年，期滿時重新磋商所有條款。租約概不附帶或然租金。

### 16. 透過損益按公允值列賬的金融資產

於二零一八年十二月三十一日，透過損益按公允值列賬的金融資產包括：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Listed equity investments, at fair value: 上市股本投資，按公允值： – in PRC 於中國	<b>27,355</b>	35,756

上市股本投資之公允值乃參考市場報價釐定。

**17. LOAN RECEIVABLES**

An aged analysis of the loan receivables as at the end of the reporting period is as follows:

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
0 – 30 days	0至30日	<b>10,221</b>	25,958
31 to 60 days	31至60日	<b>17,142</b>	34,560
61 to 90 days	61至90日	<b>3,980</b>	33,065
91 to 180 days	91至180日	<b>157,833</b>	137,345
181 to 365 days	181至365日	<b>115,494</b>	123,077
Over 365 days	365日以上	<b>76,279</b>	8,571
		<b>380,949</b>	362,576
Less: Non-current portion	減：非即期部分	–	(71,397)
		<b>380,949</b>	291,179
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	<b>(4,520)</b>	–
		<b>376,429</b>	291,179

Loan receivables related to money lending business on the PRC which carries interest from 8% – 18% per annum, (2017: 5% - 21.6% per annum) secured by machinery equipment and repayable from 1 year. The loan to customers were repaid in accordance with the terms of the loan agreements.

As at 31 December 2018 and 2017, the loan receivables were all neither past due nor impaired.

The loan receivables outstanding as at 31 December 2018 and 2017 are denominated in Renminbi.

**17. 應收貸款**

於報告期末，應收貸款之賬齡分析如下：

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
0 – 30 days	<b>10,221</b>	25,958
31 to 60 days	<b>17,142</b>	34,560
61 to 90 days	<b>3,980</b>	33,065
91 to 180 days	<b>157,833</b>	137,345
181 to 365 days	<b>115,494</b>	123,077
Over 365 days	<b>76,279</b>	8,571
	<b>380,949</b>	362,576
Less: Non-current portion	–	(71,397)
	<b>380,949</b>	291,179
Less: Allowance for expected credit losses	<b>(4,520)</b>	–
	<b>376,429</b>	291,179

應收貸款與中國之放貸業務有關，其按介乎每年8%至18%（二零一七年：每年5%至21.6%）之利率計息，以機器設備作抵押及應於一年內償還。客戶貸款乃根據貸款協議的條款償還。

於二零一八年及二零一七年十二月三十一日，應收貸款均既未逾期亦未減值。

尚未清償之應收貸款於二零一八年及二零一七年十二月三十一日以人民幣計值。



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## 財務報表附註

31 December 2018

二零一八年十二月三十一日

### 17. LOAN RECEIVABLES (continued)

#### Movement in the allowance for expected credit losses of loan receivables

Movement in lifetime ECL that has been recognised for loan receivables in accordance with general approach set out in HKFRS 9 for the year ended 31 December 2018.

### 17. 應收貸款 (續)

#### 應收貸款預期信貸虧損撥備變動

截至二零一八年十二月三十一日止年度根據香港財務報告準則第9號所載的一般方法就應收貸款確認之全期預期信貸虧損變動。

		<b>Total</b>
		<b>總計</b>
		HK\$'000
		千港元
Balance as at 31 December 2017 under HKAS 39	香港會計準則第39號下於二零一七年十二月三十一日之結餘	—
Adjustment upon application of HKFRS 9	於應用香港財務報告準則第9號時作出之調整	2,197
Adjusted balance as at 1 January 2018	於二零一八年一月一日之經調整結餘	2,197
Expected credit losses ("ECL")	預期信貸虧損	2,323
Balance as at 31 December 2018	於二零一八年十二月三十一日之結餘	4,520

Details of assessment of expected credit losses are set out on note 42.

預期信貸虧損評估詳情載於附註42。

### 18. RENTAL DEPOSITS PAID

### 18. 已付租金按金

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Rental deposits paid	已付租金按金	<b>30,413</b>	21,287

Rental deposits paid related to rental deposits paid to landlord for tenancy agreement more than 1 year in PRC premises.

已付租金按金與就於中國物業超過一年之租賃協議向業主支付之租金按金有關。

## 19. GOODWILL

## 19. 商譽

		<b>Total</b> 總計
		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
As at 1 January 2017	於二零一七年一月一日	161,655
Business combination	業務合併	701
Exchange realignment	匯兌調整	4,520
		<hr/>
As 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	166,876
Disposal of a subsidiary (note 37)	出售附屬公司(附註37)	(46,920)
Exchange realignment	匯兌調整	(1,133)
		<hr/>
As at 31 December 2018	於二零一八年十二月三十一日	118,823
		<hr/>
<b>Accumulated impairment</b>	<b>累計減值</b>	
As at 1 January 2017, 31 December 2017, 1 January 2018 and 31 December 2018	於二零一七年一月一日、 二零一七年十二月三十一日、 二零一八年一月一日及 二零一八年十二月三十一日	(71,557)
		<hr/>
<b>Carrying amount</b>	<b>賬面金額</b>	
As at 31 December 2018	於二零一八年十二月三十一日	47,266
		<hr/>
As at 31 December 2017	於二零一七年十二月三十一日	95,319
		<hr/>

Goodwill acquired through business combinations has been allocated to cash-generating unit of construction business, rental business in PRC, mining business and the sales of green food products for impairment testing.

透過業務合併收購之商譽已分配至建設業務、中國租賃業務、選礦業務及銷售綠色食品之現金產出單位以進行減值測試。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 19. GOODWILL (continued)

#### Impairment testing of goodwill

Goodwill has been allocated for impairment testing purposes to the following groups of cash generating units:

- Construction business
- Rental business in PRC
- Mining business
- Sale of green food products

Before recognition of impairment losses, the carrying amount of goodwill was allocated to groups of cash-generating units as follows:

Construction business	建設業務
Rental business in PRC	中國租賃業務
Mining business	選礦業務
Sale of green food products	銷售綠色食品

The recoverable amount has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period prepared by independent valuers and approved by senior management.

#### Construction business

For the year ended 31 December 2017, the discount rate applied to the cash flow projections was 18% and cash flows beyond the five-year period were extrapolated using a growth rate 3%. The construction business was disposed during 2018.

#### Rental business in PRC

The discount rate applied to the cash flow projections was 6.5% (2017: 10%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2017: 3%).

### 19. 商譽 (續)

#### 商譽之減值測試

就減值測試而言，商譽已分配至下列現金產生單位：

- 建設業務
- 中國租賃業務
- 選礦業務
- 銷售綠色食品

於確認減值虧損前，商譽賬面金額已分配至下列現金產生單位：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Construction business	–	45,471
Rental business in PRC	43,550	45,929
Mining business	693	731
Sale of green food products	3,023	3,188
	<b>47,266</b>	<b>95,319</b>

可收回金額乃根據由獨立估值師編製及經高級管理層批准之涵蓋五年期之財務預算採用現金流量預測按使用價值計算而釐定。

#### 建設業務

截至二零一七年十二月三十一日止年度，應用於現金流量預測之貼現率為18%，而超過五年期之現金流量乃採用增長率3%推測。建設業務已於二零一八年出售。

#### 中國之租賃業務

應用於現金流量預測之貼現率為6.5% (二零一七年：10%)，而超過五年期之現金流量乃採用增長率3% (二零一七年：3%) 推測。

**19. GOODWILL (continued)****Impairment testing of goodwill (continued)***Sales of green food products*

The discount rate applied to the cash flow projections was 15% (2017: 15%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2017: 3%).

*Mining business*

The discount rate applied to the cash flow projections was 10.00% (2017: 7.64%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2017: 3%).

Other key assumptions for value in use calculation related to the estimation of cash inflows which included budgeted sales and gross margin. Such estimation is prepared by independent valuers based on past performance and management's expectations.

No impairment loss (2017: Nil) was recognised and allocated to goodwill in the consolidated statement of profit or loss and other comprehensive income for the year.

**19. 商譽 (續)****商譽之減值測試 (續)***銷售綠色食品*

應用於現金流量預測之貼現率為15% (二零一七年: 15%)，而超過五年期之現金流量乃採用增長率3% (二零一七年: 3%) 推測。

*選礦業務*

應用於現金流量預測之貼現率為10.00% (二零一七年: 7.64%)，而超過五年期之現金流量乃採用增長率3% (二零一七年: 3%) 推測。

有關使用價值計算之其他主要假設乃關於現金流入估計，其包括預算銷售及毛利率。有關估計乃由獨立估值師基於過往表現及管理層期望而作出。

並無減值虧損於本年度之綜合損益及其他全面收入報表確認及分配至商譽 (二零一七年: 無)。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 20. OTHER INTANGIBLE ASSETS

### 20. 其他無形資產

		Trademarks 商標 HK\$'000 千港元	Contract 合約 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
As at 1 January 2017	於二零一七年一月一日	86,785	52,631	139,416
Exchange realignment	匯兌調整	6,527	3,959	10,486
As 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	<b>93,312</b>	<b>56,590</b>	<b>149,902</b>
Exchange realignment	匯兌調整	<b>(1,336)</b>	<b>(740)</b>	<b>(2,076)</b>
As at 31 December 2018	於二零一八年十二月三十一日	<b>91,976</b>	<b>55,850</b>	<b>147,826</b>
<b>Accumulated amortisation and impairment</b>	<b>累計攤銷及減值</b>			
As at 1 January 2017	於二零一七年一月一日	798	1,755	2,553
Amortisation for the year	年內攤銷	135	10,922	11,057
Exchange realignment	匯兌調整	64	528	592
As 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	<b>997</b>	<b>13,205</b>	<b>14,202</b>
Amortisation for the year	年內攤銷	<b>138</b>	<b>10,732</b>	<b>10,870</b>
Exchange realignment	匯兌調整	<b>(57)</b>	<b>(684)</b>	<b>(741)</b>
As at 31 December 2018	於二零一八年十二月三十一日	<b>1,078</b>	<b>23,253</b>	<b>24,331</b>
<b>Carrying amount</b>	<b>賬面金額</b>			
As at 31 December 2018	於二零一八年十二月三十一日	<b>90,898</b>	<b>32,597</b>	<b>123,495</b>
As at 31 December 2017	於二零一七年十二月三十一日	92,315	43,385	135,700

Amortisation charge of approximately HK\$10,870,000 (2017: HK\$11,057,000) for the year is included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income.

年內攤銷開支約10,870,000港元(二零一七年: 11,057,000港元)計入綜合損益及其他全面收入報表的行政開支。

Other intangible assets of trademark of wine and liquor, trademark of tourism business and contract as above amortised over its estimated useful lives, which are 30 years, indefinite and 5 years respectively.

其他無形資產酒品商標、旅遊業務商標及合約的於其估計可使用年期(分別為30年、無限期及5年)內攤銷。

**20. OTHER INTANGIBLE ASSETS (continued)****Impairment testing of other intangible assets***Trademark*

Trademark of tourism business acquired has an indefinite useful life. The recoverable amount has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period prepared by an independent valuer and approved by senior management. The discount rate applied to the cash flow projections was 13.5% (2017: 14%) and cash flows beyond the five-year period were extrapolated using a growth rate of 3% (2017: 3%).

*Contract*

Contract acquired has a five year useful life. The recoverable amount has been determined based on a value in use calculation using cash flow projections based on financial budgets covering five years prepared by an independent valuer and approved by senior management. The discount rate applied to cash flow projections was 6.5% (2017: 10%) and cash flows beyond the five year period were extrapolated using a growth rate of 3% (2017: 3%).

Other key assumptions for value in use calculation related to the estimation of cash inflows which included budgeted sales and gross margin. Such estimation is prepared by an independent valuers based on past performance and management's expectations.

No impairment loss (2017: Nil) was recognised in the consolidated statement of profit or loss and other comprehensive income for the year.

**21. INTERESTS IN ASSOCIATES**

Share of net assets 分佔資產淨值

**20. 其他無形資產 (續)****其他無形資產之減值測試***商標*

收購之旅遊業務商標具有無限可使用年期。可收回金額乃根據由獨立估值師編製及經高級管理層批准之涵蓋五年期之財務預算採用現金流量預測按使用價值計算而釐定。應用於現金流量預測之貼現率為13.5% (二零一七年: 14%)，而超過五年期之現金流量乃採用增長率3% (二零一七年: 3%) 推測。

*合約*

所獲得合約之可使用年期為五年。可收回金額乃根據由獨立估值師編製及經高級管理層批准之涵蓋五年之財務預算採用現金流量預測按使用價值計算而釐定。應用於現金流量預測之貼現率為6.5% (二零一七年: 10%)，而超過五年期之現金流量乃採用增長率3% (二零一七年: 3%) 推測。

有關使用價值計算之其他主要假設乃關於現金流入估計，其包括預算銷售及毛利率。有關估計乃由獨立估值師基於過往表現及管理層期望而作出。

並無減值虧損於本年度之綜合損益及其他全面收入報表確認 (二零一七年: 無)。

**21. 於聯營公司之權益**

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Share of net assets 分佔資產淨值	<b>286,450</b>	300,734

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## 財務報表附註

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### 21. INTERESTS IN ASSOCIATES (continued)

The Group's interests in its principal associates, which are unlisted, are as follows:

### 21. 於聯營公司之權益 (續)

本集團於其主要聯營公司(非上市)之權益如下:

Name	Registered share capital	Place of registration	Percentage of ownership interest attributable to the Group 本集團應佔擁有權權益百分比	Principal activities
名稱	註冊股本	註冊地點		主要業務
Hunan Laohanzun Liquor Sales Company Limited 湖南老行尊酒銷售股份有限公司	RMB79,600,000 人民幣79,600,000元	PRC/Mainland China 中國/中國內地	48.99	Trading of wine 酒類貿易
Xianxi Autonomous Prefecture Laohanzun Liquor Company Limited 湘西自治州老行尊酒業有限公司	RMB600,000 人民幣600,000元	PRC/Mainland China 中國/中國內地	46.54	Trading of wine 酒類貿易
Hunan Diancang Jiugui Liquor Company Limited 湖南典藏酒鬼酒銷售有限公司	RMB2,000,000 人民幣2,000,000元	PRC/Mainland China 中國/中國內地	48.99	Trading of wine 酒類貿易
Shenzhen Huayin Jinshajiang Investment Development Company Limited 深圳市華銀金沙江投資發展有限公司	RMB10,000,000 人民幣10,000,000元	PRC/Mainland China 中國/中國內地	48.99	Investment holding 投資控股
Shenzhen Qianhai Dahuangyuan E-commerce Group Company Limited (i) (Formerly known as Shenzhen Dahuangyuan E-commerce Group Company Limited) 深圳市前海大荒緣電子商務集團有限公司(i) (前稱深圳市大荒緣電子商務有限公司)	RMB200,000,000 人民幣200,000,000元	PRC/Mainland China 中國/中國內地	30	Sales of food and fertilizer 銷售食品及肥料
Shenzhen Dahuangyuan International Trading Company Limited (i) (Formerly known as Shenzhen Dahuangyuan Green Food Distribution Company Limited) 深圳市大荒緣國際貿易有限公司(i) (前稱深圳大荒緣綠色食品配送有限公司)	RMB50,800,000 人民幣50,800,000元	PRC/Mainland China 中國/中國內地	30	Sales of food, fertilizer, wine and steel 銷售食品、肥料、酒類及鋼材

## 21. INTERESTS IN ASSOCIATES (continued)

## 21. 於聯營公司之權益(續)

Name	Registered share capital	Place of registration	Percentage of ownership interest attributable to the Group	Principal activities
名稱	註冊股本	註冊地點	本集團應佔擁有權益百分比	主要業務
Shenzhen Qianhai Dahuangyuan Non-Financing Guarantee Company Limited (i) 深圳市前海大荒緣非融資性擔保有限公司(i)	RMB50,000,000 人民幣50,000,000元	PRC/Mainland China 中國/中國內地	30	Money Lending 放貸
Heilongjiang Dahuangyuan E-commerce Company Limited (i) 黑龍江大荒緣電子商務有限公司(i)	RMB100,000,000 人民幣100,000,000元	PRC/Mainland China 中國/中國內地	21.9	Money Lending 放貸
Shenzhen Pengrongan Logistics Industrial Park Company Limited (i) 深圳市鵬融安物流產業園有限公司(i)	RMB210,000,000 人民幣210,000,000元	PRC/Mainland China 中國/中國內地	49	Investment holding 投資控股
Shenzhen Shengsiming Trading Limited (i) 深圳市聖思銘商貿有限公司(i)	RMB50,000,000 人民幣50,000,000元	PRC/Mainland China 中國/中國內地	40	General trading 一般貿易

Notes:

- (i) The English name of the above PRC companies is for identification purpose only.

附註:

- (i) 上述中國公司的英文名稱僅供識別之用。



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## 財務報表附註

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### 21. INTERESTS IN ASSOCIATES (continued)

For the year ended 31 December 2018

### 21. 於聯營公司之權益 (續)

截至二零一八年十二月三十一日止年度

	Hunan Laohanzun Liquor Sales Company Limited	Shenzhen Huayin Jinshajiang Investment Development Company Limited	Shenzhen (Formerly known as Shenzhen Dahuangyuan E-commerce Group Company Limited) 深圳市前 海大荒緣 電子商務集團 有限公司 (前稱深圳市大荒 緣電子商務 有限公司)	Heilongjiang Dahuangyuan E-commerce Company Limited	Shenzhen Pengrongan Logistics Industrial Park Company Limited	Shenzhen Shengsiming Trading Limited
	2018 HK\$'000 千港元	2018 HK\$'000 千港元	2018 HK\$'000 千港元	2018 HK\$'000 千港元	2018 HK\$'000 千港元	2018 HK\$'000 千港元
Non-current assets	46,487	-	32,650	77	121,933	56,925
Current assets	43,142	81,931	58,087	35,740	117,152	128
Current liabilities	(39,417)	(70,888)	(16)	(1,190)	(2)	(134)
Net assets	50,212	11,043	90,721	34,627	239,083	56,919
Reconciliation to the Group's interest in the associates:						
Proportion of the Group's ownership	48.99%	48.99%	30%	21.90%	49%	40%
Carrying amount the investment	24,599	5,410	27,216	7,583	117,151	22,768
Revenue	-	-	-	37	-	-
Loss for the year	(15)	(2)	(219)	(667)	(1)	(1)
Total comprehensive loss for the year	(1,353)	(296)	(1,582)	(689)	(6,400)	(1,244)

21. INTERESTS IN ASSOCIATES (continued)

For the year ended 31 December 2017

21. 於聯營公司之權益 (續)

截至二零一七年十二月三十一日止年度

		Hunan Laohanzun Liquor Sales Company Limited	Shenzhen Huayin Jinshajiang Investment Development Company Limited	Shenzhen Qianhai Dahuangyuan E-commerce Group Company Limited (Formerly known as Shenzhen Dahuangyuan E-commerce Group Company Limited)	Heilongjiang Dahuangyuan E-commerce Company Limited	Shenzhen Pengrongan Logistics Industrial Park Company Limited	Shenzhen Shengsiming Trading Limited
		湖南老行尊酒 銷售股份 有限公司	深圳市華銀 金沙江投資 發展有限公司	深圳市前海 大荒緣電子商務 集團有限公司 (前稱深圳市 大荒緣電子商務 有限公司)	黑龍江大荒緣 電子商務 有限公司	深圳市騰融安 物流產業園 有限公司	深圳市聖思銘 商貿有限公司
		2017 HK\$'000 千港元	2017 HK\$'000 千港元	2017 HK\$'000 千港元	2017 HK\$'000 千港元	2017 HK\$'000 千港元	2017 HK\$'000 千港元
Non-current assets	非流動資產	49,034	-	33,830	144	128,595	59,514
Current assets	流動資產	90,555	86,407	55,572	37,292	123,550	15
Current liabilities	流動負債	(41,569)	(74,757)	(7)	(241)	-	(20)
Net assets	資產淨值	98,020	11,650	89,395	37,195	252,145	59,509
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司之權益對賬:						
Proportion of the Group's ownership	佔本集團擁有權比例	48.99%	48.99%	30%	21.90%	49%	40%
Carrying amount of the investment	投資賬面金額	48,020	5,707	26,818	8,146	123,551	23,803
Revenue	收入	149	-	7	167	-	-
(Loss)/profit for the year	年度(虧損)/溢利	(111)	(36)	(213)	(591)	(1)	(507)
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	3,091	365	1,960	(4)	8,643	1,159

The following table illustrates the financial information of the Group's associates that are not individually material:

下表顯示本集團之並非個別重大之聯營公司之財務資料:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Share of the associate's loss for the year	分佔本年度聯營公司虧損	(1,179)	(2,157)
Share of the associate's total comprehensive income	分佔聯營公司全面收入總額	39	2,334
Aggregate carrying amount of the Group's investments in the associate	本集團於聯營公司投資之總賬面金額	81,723	64,689

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### 22. INVENTORIES

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Raw material	原材料	29,113	2,004
Finished goods	產成品	28,056	15,557
		<b>57,169</b>	<b>17,561</b>

### 23. TRADE RECEIVABLES

Trade receivables are mainly arisen from sale of goods, receivables for contract works and rental income derived from rental business.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Within 1 month	一個月內	28,622	55,639
1 to 2 months	一至兩個月	65,795	7,227
2 to 3 months	兩至三個月	25,787	2,056
Over 3 months	超過三個月	13,256	14,004
		<b>133,460</b>	<b>78,926</b>
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	<b>(2,598)</b>	-
		<b>130,862</b>	<b>78,926</b>

The trade receivables consist of rental receivables. The aging analysis of the Group's rental receivables are as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Up to 30 days	30日或以內	3,572	5,961

### 22. 存貨

### 23. 應收貿易賬款

應收貿易賬款主要來自銷售貨品、應收合約工程款項及租賃業務產生之租金收入。

於報告期末，應收貿易賬款按發票日期之賬齡分析如下：

應收貿易賬款包括應收租金。本集團應收租金之賬齡分析如下：

**23. TRADE RECEIVABLES (continued)**

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未減值	94,417	55,639
Less than 1 month past due	逾期少於一個月	25,787	7,227
1 to 2 months past due	逾期一至兩個月	1,372	2,056
Over 3 months past due	逾期超過三個月	11,884	14,004
		<b>133,460</b>	<b>78,926</b>

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

**23. 應收貿易賬款(續)**

個別及共同被認為不出現減值之應收貿易賬款賬齡分析如下：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Neither past due nor impaired	94,417	55,639
Less than 1 month past due	25,787	7,227
1 to 2 months past due	1,372	2,056
Over 3 months past due	11,884	14,004
	<b>133,460</b>	<b>78,926</b>

未逾期亦未減值之應收款項與大量近期並無違約紀錄之多樣化客戶有關。

逾期但未減值之應收款項與跟本集團有良好往績紀錄之若干獨立客戶有關。根據過往經驗，本公司董事認為，毋須就該等結餘作減值撥備，原因為信貸質素並無重大變動及該等結餘仍被認為可悉數收回。

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### 23. TRADE RECEIVABLES (continued)

#### Movement in the allowance for expected credit losses of trade receivables

Movement in lifetime ECL that has been recognised for trade receivables in accordance with simplified approach set out in HKFRS 9 for the year ended 31 December 2018.

### 23. 應收貿易賬款(續)

#### 應收貿易賬款預期信貸虧損撥備變動

截至二零一八年十二月三十一日止年度根據香港財務報告準則第9號所載的簡化方法就應收貿易賬款確認之全期預期信貸虧損變動。

		<b>Total</b>
		總計
		HK\$'000
		千港元
Balance as at 31 December 2017 under HKAS 39	香港會計準則第39號下於二零一七年十二月三十一日之結餘	–
Adjustment upon application of HKFRS 9	於應用香港財務報告準則第9號時作出之調整	3,297
Adjusted balance as at 1 January 2018	於二零一八年一月一日之經調整結餘	3,297
Expected credit losses (“ECL”)	預期信貸虧損	(778)
Exchange realignment	匯兌調整	79
Balance as at 31 December 2018	於二零一八年十二月三十一日之結餘	2,598

Note: Reversal of allowance of ECL is due to the Group's recovery of trade receivables.

附註：撥回預期信貸虧損撥備源於本集團收回應收貿易賬款。

Details of assessment of expected credit losses are set out in note 42.

預期信貸虧損評估詳情載於附註42。

### 24. AMOUNTS DUE FROM CONTRACT CUSTOMERS

### 24. 應收合約客戶款項

		<b>2018</b>	2017
		HK\$'000	HK\$'000
		千港元	千港元
Amounts due from contract customers	應收合約客戶款項	–	78,667
Accumulated contract costs incurred plus recognised profits less recognised losses to date	所產生累計合約成本加已確認溢利減現時已確認虧損	–	293,076
Less: Accumulated progress billing received and receivable	減：累計已收及應收進度付款	–	(214,409)
		–	78,667

**24. AMOUNTS DUE FROM CONTRACT CUSTOMERS (continued)**

Movement of amounts due from contract customers in accordance with the application of HKFRS 15 are as follows:

**24. 應收合約客戶款項 (續)**

根據香港財務報告準則第15號之應用，應收合約客戶款項之變動如下：

		<b>Total</b>
		<b>總計</b>
		HK\$'000
		千港元
Balance as at 31 December 2017	香港會計準則第11號下	
under HKAS 11	於二零一七年十二月三十一日之結餘	78,667
Adjustment to contract asset upon application	於應用香港財務報告準則	
of HKFRS 15	第15號時調整合約資產	(78,667)
Adjusted balance as at 1 January 2018	於二零一八年一月一日之經調整結餘	-

The contract assets was derecognised upon disposal of subsidiaries during the year

該等合約資產已於年內出售附屬公司後終止確認。

**25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES****25. 預付款項、按金及其他應收款項**

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Prepayments	預付款項	<b>149,078</b>	166,917
Deposits and other receivables	按金及其他應收款項	<b>486,011</b>	335,602
		<b>635,089</b>	502,519
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	<b>(6,658)</b>	-
		<b>628,431</b>	502,519

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### 25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

#### Movement in the allowance for expected credit losses of deposits and other receivables

Movement in lifetime ECL that has been recognised for deposits and other receivables in accordance with simplified approach set out in HKFRS 9 for the year ended 31 December 2018.

### 25. 預付款項、按金及其他應收款項 (續)

#### 按金及其他應收款項預期信貸虧損撥備變動

截至二零一八年十二月三十一日止年度根據香港財務報告準則第9號所載的簡化方法就按金及其他應收款項確認之全期預期信貸虧損變動。

		<b>Total</b> 總計 HK\$'000 千港元
Balance as at 31 December 2017 under HKAS 39	香港會計準則第39號下於二零一七年 十二月三十一日之結餘	—
Adjustment upon application of HKFRS 9	於應用香港財務報告準則第9號時作出 之調整	3,756
Adjusted balance as at 1 January 2018	於二零一八年一月一日之經調整結餘	3,756
Expected credit losses ("ECL")	預期信貸虧損	2,784
Exchange realignment	匯兌調整	118
Balance as at 31 December 2018	於二零一八年十二月三十一日之結餘	6,658

As at 31 December 2018, approximately HK\$199,180,000 (2017: HK\$219,289,000) was paid as trade deposit and prepayments for trading of food and minerals products.

於二零一八年十二月三十一日，約199,180,000港元(二零一七年：219,289,000港元)已支付作為買賣食品及礦產之貿易按金及預付款項。

Details of assessment of expected credit losses are set out in note 42.

預期信貸虧損評估詳情載於附註42。

**25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)**

Rental deposits and construction deposits for the warehouse amounting to HK\$79,381,000 (2017: HK\$33,097,000) and HK\$64,341,000 (2017: HK\$12,581,000) were paid for the warehouse logistic business for the year ended 31 December 2018 respectively.

Approximately HK\$48,593,000 (2017: HK\$67,740,000) were the progress payments for the investment targets. No retention money of contract work for construction business was paid (2017: HK\$9,787,000).

The consideration for disposal of Hunan Meiming Wenshi Jiuguijiu Sales Limited (“Hunan Meiming”) was not fully received as at 31 December 2017 of approximately HK\$11,512,000. During the year ended 31 December 2018, the consideration for disposal of Hunan Meiming was fully received.

At the end of the reporting period, there were allowance for expected credit losses amounted to HK\$6,658,000 recognised for the year ended 31 December 2018 (2017: HK\$Nil).

**25. 預付款項、按金及其他應收款項 (續)**

倉儲物流業務之倉庫租金按金及建造按金分別79,381,000港元(二零一七年: 33,097,000港元)及64,341,000港元(二零一七年: 12,581,000港元)已於截至二零一八年十二月三十一日止年度支付。

約48,593,000港元(二零一七年: 67,740,000港元)為就投資目標作出之分階段付款。概無就建設業務支付合約工程預留款(二零一七年: 9,787,000港元)。

出售湖南美名問世酒鬼酒銷售有限公司(「湖南美名」)的代價約11,512,000港元於二零一七年十二月三十一日尚未悉數收取。於截至二零一八年十二月三十一日止年度,湖南美名的出售代價已悉數收取。

於報告期末,截至二零一八年十二月三十一日止年度已確認預期信貸虧損撥備6,658,000港元(二零一七年: 零港元)。





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### 26. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

### 26. 現金及現金等值物及已抵押存款

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cash and bank balances (note)	現金及銀行結餘 (附註)	37,277	66,183
Time deposits	定期存款	83,584	214,233
		<b>120,861</b>	280,416
Less: Pledged deposits	減：已抵押存款	(83,584)	(214,233)
Cash and cash equivalents	現金及現金等值物	37,277	66,183
Unsecured bank overdraft	無抵押銀行透支	(5,032)	–
Cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表中的現金及現金等值物	<b>32,245</b>	66,183

At the end of the reporting period, the cash and bank balances and time deposits of the Group denominated in Renminbi amounted to HK\$32,638,000 (2017: HK\$51,351,000) and HK\$83,584,000 (2017: HK\$214,223,000), respectively. The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between 1 day and 6 months depending on the immediate cash equivalents of the Group and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

Note: There were bank balances of HK\$11,950,000 frozen due to litigation. For the details of the litigation, please refer to note 46.

於報告期末，本集團按人民幣計值的現金及銀行結餘以及定期存款分別為32,638,000港元（二零一七年：51,351,000港元）及83,584,000港元（二零一七年：214,223,000港元）。然而，根據中國內地的外匯管制條例及結匯、售匯及付匯管理規定，人民幣不可自由兌換為其他貨幣，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率之浮動利率賺取利息。短期定期存款按1天至6個月期間作出（視乎本集團即時現金等值物而定），並按各自短期定期存款利率賺取利息。銀行結餘及已抵押存款乃存放於近期並無違約紀錄之有信譽銀行。

附註：11,950,000港元之銀行結餘因訴訟而被凍結。有關訴訟之詳情，請參閱附註46。

**27. TRADE AND BILLS PAYABLES**

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Within 1 month	一個月內	<b>39,385</b>	86,774
1 to 2 months	一至兩個月	<b>29,780</b>	2,976
2 to 3 months	兩至三個月	<b>9,134</b>	695
Over 3 months	超過三個月	<b>395</b>	1,249
		<b>78,694</b>	91,694
Bills payable	應付票據	<b>166,221</b>	223,450
		<b>244,915</b>	315,144

The trade payables are non-interest-bearing and are normally settled on 30-day terms (2017: 30-day terms).

As at 31 December 2018, bills payable of approximately HK\$166,221,000 (2017: HK\$223,450,000) were secured by the pledged deposits of the Group.

All the trade payables and bills payable are denominated in Renminbi.

**27. 應付貿易賬款及應付票據**

於報告期末應付貿易賬款按發票日期之賬齡分析如下：

應付貿易賬款為不計息，一般按30日限期（二零一七年：30日限期）結算。

於二零一八年十二月三十一日，應付票據約166,221,000港元（二零一七年：223,450,000港元）以本集團已抵押存款作擔保。

所有應付貿易賬款及應付票據均以人民幣計值。

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### 28. OTHER PAYABLES AND ACCRUALS

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Other payables	其他應付款項	114,603	126,233
Accruals	應計費用	28,025	11,899
		<b>142,628</b>	<b>138,132</b>

Other payables are non-interest-bearing and have an average term of three months.

Included in other payables are HK\$62,604,000 (2017: HK\$64,554,000) rental deposits received from the tenants of logistic warehouse and office in PRC, HK\$15,448,000 (2017: HK\$5,285,000) related to leasehold improvement payable.

### 28. 其他應付款項及應計費用

其他應付款項為免息且平均期限為三個月。

計入其他應付款項的金額中，62,604,000港元（二零一七年：64,554,000港元）為自中國物流倉儲及辦公室租戶收取的租賃按金、15,448,000港元（二零一七年：5,285,000港元）與租賃物業裝修應付款項有關。

## 29. CONTRACT LIABILITIES

## 29. 合約負債

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Receipts in advance from customers in relation to trading of products	就買賣產品預收客戶款項	51,471	—

Movement in contract liabilities for the year ended  
31 December 2018:

截至二零一八年十二月三十一日止年度  
之合約負債變動：

		Advance receipts from customers 預收客戶款項 HK\$'000 千港元
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	—
Reclassification upon application of HKFRS15	於應用香港財務報告準則第15號時重新分類	24,034
Balance at 1 January 2018	於二零一八年一月一日之結餘	24,034
Decrease in contract liabilities as a result of recognising revenue or other income during the year that was included in the contract liabilities at the beginning of the year	因確認於年初計入合約負債之年內收入或 其他收入導致之合約負債減少	(24,034)
Increase in contract liabilities excluding amounts recognised as revenue during the year	合約負債增加·不包括年內確認為收入 之金額	51,471
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	51,471

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### 30. BANK AND OTHER BORROWINGS

### 30. 銀行及其他借貸

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Secured bank loans (notes a, b and c)	已抵押銀行貸款 (附註a、b及c)	<b>69,449</b>	196,195
Secured other loans (notes d and e)	已抵押其他貸款(附註d及e)	<b>22,485</b>	4,803
Unsecured other loans (notes f, g and h)	無抵押其他貸款(附註f、g及h)	<b>48,587</b>	47,123
Secured bonds (note i)	已抵押債券(附註i)	<b>192,903</b>	179,000
		<b>333,424</b>	427,121
Carrying amounts repayable within one year based on scheduled payment dates set out in the agreement	根據協議所載計劃還款日期 須於一年內償還的賬面金額	<b>333,424</b>	427,121
Carrying amounts not repayable within one year from the end of reporting period but contain a repayment on demand clause (shown under current liabilities)	毋須於自報告期末起一年內償還 但包含按要求償還條款的 賬面金額(列示為流動負債)	-	-
		<b>333,424</b>	427,121
Less: amounts due within one year shown under current liabilities	減: 列示為流動負債的 一年內到期的金額	<b>(333,424)</b>	(427,121)
Amounts shown under non-current liabilities	列示為非流動負債的金額	-	-

**30. BANK AND OTHER BORROWINGS (continued)**

Notes:

- (a) As at 31 December 2018, the secured bank loan of approximately HK\$39,848,000 (2017: HK\$39,623,000) was secured by investment properties with fair value of approximately HK\$291,293,000 (2017: HK\$301,331,000) and personal guarantee by director of the Company and related party.
- (b) As at 31 December 2018, the secured bank loan of approximately HK\$29,601,000 (2017: HK\$48,509,000) were secured by personal guarantee provided by directors of the Company, corporate guarantees of the Company, related party and independent third parties.
- (c) As at 31 December 2017, the secured bank loans of approximately HK\$108,063,000 were secured by the pledged bank deposit of approximately HK\$54,032,000 and the investment properties described in note 30(a).
- (d) As at 31 December 2018, secured other loan of approximately HK\$2,277,000 (2017: HK\$4,803,000) were borrowed from Shenzhen Qianhai Dahuangyuan Non-Financing Guarantee Company Limited, an associate of the Group. The secured other loans were secured by corporate guarantee provided by subsidiary of the Group, non-controlling shareholder and independent third parties.
- (e) As at 31 December 2018, secured other loan of approximately HK\$20,208,000 was borrowed from an independent third party and were secured by corporate guarantee provided by subsidiary of the Group.
- (f) As at 31 December 2018, unsecured other loan of approximately HK\$34,895,000 (2017: HK\$36,764,000) was borrowed from Beidahuang Marketing Co. Ltd., the non-controlling shareholder of a Group company. The purpose for loans were purchasing staple food and liquor wine.
- (g) As at 31 December 2018, unsecured other loan of approximately HK\$8,000,000 was borrowed from an independent third party.

**30. 銀行及其他借貸 (續)**

附註:

- (a) 於二零一八年十二月三十一日，已抵押銀行貸款約39,848,000港元(二零一七年: 39,623,000港元)乃由公允價值約291,293,000港元(二零一七年: 301,331,000港元)的投資物業作抵押及由本公司董事及關聯方作出個人擔保。
- (b) 於二零一八年十二月三十一日，已抵押銀行貸款約29,601,000港元(二零一七年: 48,509,000港元)乃由本公司董事作出的個人擔保及本公司、關聯方及獨立第三方作出的公司擔保作抵押。
- (c) 於二零一七年十二月三十一日，已抵押銀行貸款約108,063,000港元乃由已質押銀行存款約54,032,000港元及附註30(a)所述之投資物業作抵押。
- (d) 於二零一八年十二月三十一日，已抵押其他貸款約2,277,000港元(二零一七年: 4,803,000港元)乃借自本集團聯營公司深圳市前海大荒緣非融資性擔保有限公司。已抵押其他貸款乃由本集團附屬公司、非控股股東及獨立第三方作出的公司擔保作抵押。
- (e) 於二零一八年十二月三十一日，已抵押其他貸款約20,208,000港元乃借自獨立第三方，並由本集團附屬公司作出的公司擔保作抵押。
- (f) 於二零一八年十二月三十一日，無抵押其他貸款約34,895,000港元(二零一七年: 36,764,000港元)乃借自集團公司的非控股股東北大荒營銷股份有限公司。該貸款乃用作採購主食及酒類產品用途。
- (g) 於二零一八年十二月三十一日，無抵押其他貸款約8,000,000港元乃借自獨立第三方。

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### 30. BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (h) As at 31 December 2018, unsecured other loan of approximately HK\$5,692,000 was borrowed from an independent third parties.
- (i) As at 31 December 2018, secured bonds of approximately HK\$192,903,000 (2017: HK\$179,000,000) were secured by the equity interests of several subsidiaries.

The above bank and other borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
RMB	人民幣	132,521	248,121
HK\$	港元	200,903	179,000
		<b>333,424</b>	<b>427,121</b>

The ranges of interest rates on the Group's bank and other borrowings are as follows:

		2018 %	2017 %
Secured bank loans (notes a, b and c)	已抵押銀行貸款 (附註a、b及c)	6.31 – 6.65	3.9 – 10.5
Secured other loans (notes d and e)	已抵押其他貸款(附註d及e)	18.00 – 18.94	12 – 18
Unsecured other loans (notes f, g and h)	無抵押其他貸款(附註f、g及h)	4.35-18.00	4.35 – 18.25
Secured bonds (note i)	已抵押債券(附註i)	6 – 10	6 – 10

### 30. 銀行及其他借貸(續)

附註:(續)

- (h) 於二零一八年十二月三十一日,無抵押其他貸款約5,692,000港元乃借自獨立第三方。
- (i) 於二零一八年十二月三十一日,已抵押債券約192,903,000港元(二零一七年:179,000,000港元)乃由若干附屬公司之股權作抵押。

上述銀行及其他借貸均以相關集團實體功能貨幣以外的貨幣計值,載列如下:

本集團銀行及其他借貸的利率範圍如下:



## 31. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

## 31. 遞延稅項負債

年內遞延稅項負債之變動如下：

		Revaluation of investment property	Revaluation of financial assets at fair value through profit or loss	Fair value adjustments arising from acquisition of subsidiaries	Accumulated losses recognised	Convertible bond	Allowance for expected credit losses	Total
		重估 投資物業 HK\$'000 千港元	重估透過損益 按公允價值列賬 的金融資產 HK\$'000 千港元	附屬公司 產生的 公允價值調整 HK\$'000 千港元	已確認 累計虧損 HK\$'000 千港元	可換股債券 HK\$'000 千港元	預期信貸 虧損撥備 HK\$'000 千港元	總計 HK\$'000 千港元
Deferred tax liabilities at 1 January 2017	於二零一七年一月一日之 遞延稅項負債	15,647	3,080	30,008	(6,626)	-	-	42,109
Deferred tax charged/(credited) to the consolidated statement of profit or loss and other comprehensive income during the year (note 11)	年內扣除/(計入)綜合損 益及其他全面收入報表 之遞延稅項(附註11)	10,829	(3,196)	(3,200)	368	(507)	-	4,294
Recognition of tax from convertible bond	確認可換股債券之稅項	-	-	-	-	1,955	-	1,955
Exchange realignment	匯兌調整	1,570	116	2,140	(484)	-	-	3,342
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	28,046	-	28,948	(6,742)	1,448	-	51,700
Adoption of HKFRS 9 (note)	採納香港財務報告準則 第9號(附註)	-	-	-	-	-	(1,579)	(1,579)
Adjusted balance at 1 January 2018	於二零一八年一月一日之 經調整結餘	28,046	-	28,948	(6,742)	1,448	(1,579)	50,121
Deferred tax charged/(credited) to the consolidated statement of profit or loss and other comprehensive income during the year (note 11)	年內扣除/(計入) 綜合損益及其他全面 收入報表之遞延稅項 (附註11)	1,772 (1,175)	-	(2,793) (139)	- 821	(952) -	(114) (96)	(2,087) (589)
Exchange realignment	匯兌調整							
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	28,643	-	26,016	(5,921)	496	(1,789)	47,445

No tax losses arising from the Group in Mainland China (2017: HK\$26,974,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Note: Upon the adoption of HKFRS 9 "Financial Instrument" on January, 2018 an impact of HKD1,579,000 was recorded as an adjustment to the allowance for expected credit losses as January 1, 2018. Details of the adjustment are set out in note 2.

本集團並無於中國內地產生之稅項虧損(二零一七年: 26,974,000港元)可於一至五年內用作抵免未來應課稅溢利。概無就該等虧損確認遞延稅項資產,原因是有關虧損乃來自已虧損一段時間之附屬公司,其未來並無應課稅溢利可用作抵銷稅項虧損。

附註: 於二零一八年一月採納香港財務報告準則第9號「金融工具」後, 1,579,000港元之影響已入賬列為對於二零一八年一月一日預期信貸虧損撥備之調整。調整詳情載於附註2。



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### 32. CONVERTIBLE BONDS

The Group issued convertible bonds with a coupon rate of 10% per annum at a total principal value of HK\$200,000,000 on 8 June 2017 to an independent third party (the "bondholder"). The convertible bonds will mature on 7 June 2019 at its principal amount or can be converted into 500,000,000 shares at the bondholder's option at rate of HK\$0.4 per share.

The convertible bonds comprise of liability component, conversion component and early redemption option. The equity component is presented in equity heading "convertible bond reserve". The effective interest rate of the liability component on initial recognition is 13.42% per annum. Conversion may occur at any time between 8 June 2017 to 7 June 2019. If the bonds have not been converted, they will be redeemed on 7 June 2019. The Company may at any time redeem the outstanding principal amount of the bonds at face value together with the accrued and unpaid coupon on the principal amount to be redeemed. Coupon of 10% per annum will be paid semi-annually to the bondholder.

The movement of the equity component and liability component of the convertible bonds for the year is set out below:

### 32. 可換股債券

本集團於二零一七年六月八日向一名獨立第三方（「債券持有人」）發行本金總額為200,000,000港元、票面息率為每年10%的可換股債券。可換股債券將於二零一九年六月七日按本金額到期，或可由債券持有人選擇按每股0.4港元之價格轉換為500,000,000股股份。

可換股債券包括負債部分、轉換部分及提早贖回選擇權。權益部分在「可換股債券儲備」內呈列為權益。初步確認時負債部分的實際利率為每年13.42%。轉換可於二零一七年六月八日至二零一九年六月七日期間隨時進行。如債券未獲轉換，將於二零一九年六月七日贖回。本公司可隨時按面值加上將贖回本金額的應計及未付票息贖回債券未償還本金額。債券將每半年向債券持有人支付每年10%之票息。

年內可換股債券的權益及負債部分的變動載列如下：

		Liability component	Equity component	Total
		負債部分	權益部分	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	-	-	-
Issue of convertible bonds	發行可換股債券	186,364	11,849	198,213
Recognition of deferred taxation	確認遞延稅項	-	(1,955)	(1,955)
Effective interest charged	實際利息支出	14,415	-	14,415
Interest payable	應付利息	(11,343)	-	(11,343)
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	189,436	9,894	199,330
Effective interest charged	實際利息支出	26,018	-	26,018
Interest payable	應付利息	(20,076)	-	(20,076)
		195,378	9,894	205,272

As at 31 December 2018, the outstanding principal of the convertible bonds was HK\$200,000,000 (2017: HK\$200,000,000).

於二零一八年十二月三十一日，可換股債券的未償還本金額為200,000,000港元（二零一七年：200,000,000港元）。

33. SHARE CAPITAL  
Shares33. 股本  
股份

		2018 Number 數目 '000 千股	2017 Number 數目 '000 千股	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Authorised: Ordinary of share HK\$0.10	法定： 每股面值0.10港元的 普通股	8,000,000	8,000,000	8,000,000	800,000
Issued and fully paid: Ordinary share of HK\$0.10 each	已發行及繳足股款： 每股面值0.10港元的 普通股				
At 1 January	於一月一日	5,434,258	4,671,602	543,426	467,160
Issue of share upon exercised share option (note a)	於行使購股權時發行股份 (附註a)	-	37,100	-	3,710
Issue of share upon subscription new shares (note b)	於認購新股份時發行股份 (附註b)	200,000	660,262	20,000	66,026
Issue of share upon acquisition (note c)	於收購時發行股份 (附註c)	-	76,686	-	7,669
Cancellation of repurchased shares (note d)	註銷購回股份(附註d)	(17,000)	(11,392)	(1,700)	(1,139)
		5,617,258	5,434,258	561,726	543,426

Notes:

附註：

- (a) On 21 July 2017, 37,100,000 ordinary shares of HK\$0.10 each were issued as a result of exercise of share options under the share option scheme adopted on 23 May 2007.
- (b) On 11 September 2018, 200,000,000 ordinary shares of HK\$0.10 each were issued at HK\$0.3 per subscription share as a result of the subscription Agreements dated 27 April 2018. The net proceeds of the subscription, after deducting the expenses payable by the Company, is approximately HK\$60,000,000 which is intended to be used by the Company for the Group's business development, investments, acquisition, repayment of loans and general working capital purpose. Details of which were disclosed in the Company's announcement dated 11 September 2018.

- (a) 於二零一七年七月二十一日，本公司因於二零零七年五月二十三日採納之購股權計劃下之購股權獲行使而發行37,100,000股每股面值0.10港元之普通股。
- (b) 於二零一八年九月十一日，本公司因日期為二零一八年四月二十七日之認購協議而按每股認購股份0.3港元發行200,000,000股每股面值0.10港元之普通股。經扣除本公司應付之開支後，認購事項之所得款項淨額約為60,000,000港元，擬由本公司用作本集團之業務發展、投資、收購、償還貸款及一般營運資金用途。有關詳情於本公司日期為二零一八年九月十一日之公佈內披露。

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### 33. SHARE CAPITAL (continued)

Notes: (continued)

(b) (continued)

On 12 January 2017, an aggregate of 351,599,550 new shares were issued and allotted to the subscribers at the subscription price of HK\$0.48 per subscription share. The net proceeds of the subscription, after deducting the expenses is approximately HK\$168.8 million which is intended to be used by the Company for the Group's business development, investments, acquisition, repayment of loans and general working capital purposes. Detail of which were disclosed in the Company's announcement dated 12 January 2017.

On 3 August 2017, an aggregate of 308,662,450 new shares were issued and allotted to the subscribers at the subscription price of HK\$0.42 per subscription share. The net proceeds of the subscription, after deducting the expenses is approximately HK\$129.5 million which is intended to be used by the Company for the Group's business development, investments, acquisition, repayment of loans and general working capital purposes. Detail of which were disclosed in the Company's announcements dated 17 July 2017 and 21 July 2017.

(c) On 10 February 2017, 76,686,332 consideration shares at the issue price of HK\$0.44 per consideration share were allotted and issued to the vendor's designated nominee as part of the consideration for the acquisition.

(d) On 6 April 2018, the Company cancelled 17,000,000 shares in respect of shares repurchase on 12 December 2017 and 13 December 2017.

On 27 April 2017, the Company cancelled 2,832,000 shares in respect of shares repurchased on 19 December 2016 and 30 December 2016.

On 18 August 2017, the Company cancelled 8,560,000 shares in respect of shares repurchased on 12 June 2017, 14 June 2017 and 16 June 2017.

### 33. 股本 (續)

附註: (續)

(b) (續)

於二零一七年一月十二日，合共351,599,550股新股份已按認購價每股認購股份0.48港元發行及配發予認購方。認購事項之所得款項淨額經扣除開支後約為168,800,000港元，擬將由本公司用作本集團之業務發展、投資、收購、償還貸款及一般營運資金用途。有關詳情於本公司日期為二零一七年一月十二日之公佈內披露。

於二零一七年八月三日，合共308,662,450股新股份已按認購價每股認購股份0.42港元發行及配發予認購方。認購事項之所得款項淨額經扣除開支後約為129,500,000港元，擬將由本公司用作本集團之業務發展、投資、收購、償還貸款及一般營運資金用途。有關詳情於本公司日期為二零一七年七月十七日及二零一七年七月二十一日之公佈內披露。

(c) 於二零一七年二月十日，76,686,332股代價股份已按發行價每股代價股份0.44港元配發及發行予賣方指定之代名人，作為收購事項之部分代價。

(d) 於二零一八年四月六日，本公司就於二零一七年十二月十二日及二零一七年十二月十三日進行之股份購回註銷17,000,000股股份。

於二零一七年四月二十七日，本公司就於二零一六年十二月十九日及二零一六年十二月三十日進行之股份購回註銷2,832,000股股份。

於二零一七年八月十八日，本公司就於二零一七年六月十二日、二零一七年六月十四日及二零一七年六月十六日進行之股份購回註銷8,560,000股股份。

**33. SHARE CAPITAL (continued)**

Notes: (continued)

- (e) During the year, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month	月份	Total number of shares repurchased 購回股份總數	Purchase price per share 每股購買價		Aggregate consideration 總代價
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
May 2018	二零一八年五月	8,000,000	0.32	0.31	2,551,560
September 2018	二零一八年九月	4,000,000	0.25	0.243	997,288
October 2018	二零一八年十月	5,000,000	0.231	0.210	1,146,560
Total	總計	17,000,000			4,695,408

**34. SHARE OPTION SCHEMES**

The Company operates two share option schemes for the purpose of providing incentives and rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Group. A share option scheme was adopted by the Company on 23 May 2007 ("2007 Scheme") and terminated on 22 May 2017, and a new share option scheme ("2017 Scheme") was adopted by the Company pursuant to a resolution passed on 9 June 2017 ("Adoption Date"). The 2017 Scheme, unless otherwise cancelled or amended, will remain in force for 10 years from the Adoption Date.

**34. 購股權計劃**

本公司設有兩項購股權計劃，旨在就合資格參與者為本集團所作貢獻及持續努力促進本集團利益提供鼓勵及獎賞。一項購股權計劃於二零零七年五月二十三日獲本公司採納（「二零零七年計劃」）並於二零一七年五月二十二日終止，及根據於二零一七年六月九日（「採納日期」）通過之決議案，一項新購股權計劃（「二零一七年計劃」）獲本公司採納。除非已作註銷或作出修訂，二零一七年計劃將自採納日期起計10年內一直生效。

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### 34. SHARE OPTION SCHEMES (continued)

The maximum number of shares in respect of which options may be granted under the 2017 Scheme and under any other schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue at the date of the passing of the resolution for the adoption of the 2017 Scheme. The total number of shares issued upon exercise of the options granted to each eligible person in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares in issue of the Company or having an aggregate value in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

A grant of options may not be made after inside information has come to the knowledge of the Company until it has been published. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of the date of the Board meeting for the approval of the Company's results for any year, half-year, quarterly or any other interim period and the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

### 34. 購股權計劃 (續)

根據二零一七年計劃及根據本公司任何其他計劃可能授出之購股權所涉及之最高股份數目，合共不得超過於通過批准採納二零一七年計劃決議案當日已發行股份總數之10%。於直至授出日期（包括該日）前任何12個月期間授予各合資格人士之購股權獲行使時發行之股份總數，不得超過於授出日期已發行股份之1%。超過該限額之任何進一步授出購股權，須於股東大會上取得股東批准。

向本公司董事、行政總裁或主要股東或彼等的任何聯繫人授出購股權須經獨立非執行董事事先批准。此外，向本公司主要股東或獨立非執行董事或彼等的任何聯繫人授出的任何購股權於任何12個月期間超過本公司已發行股份0.1%或總值超過5,000,000港元，須經股東於股東大會上事先批准。

在本公司知悉內幕消息後可能不會授出購股權，直至其已發佈為止。尤其是，於緊接批准本公司任何年度、半年度、季度或任何其他中期業績的董事會會議日期及本公司刊發其任何年度、半年度、季度或任何其他中期業績公佈的最後期限（以較早者為準）前一個月起期間，不可授出購股權。購股權可行使之期間由董事會全權酌情釐定，惟任何購股權概不得於其授出十年後獲行使。

**34. SHARE OPTION SCHEMES (continued)**

The subscription price of a share in respect of any particular option granted under the 2017 Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of the official closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, the average of the official closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant and the nominal value of a share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the 2007 Scheme during the year:

**34. 購股權計劃 (續)**

根據二零一七年計劃所授出任何特定購股權所涉及股份的認購價須由董事會全權酌情釐定，惟該價格須至少為下列各項當中的較高者：股份於授出日期於聯交所每日報價表所報的正式收市價、緊接授出日期前五個營業日股份於聯交所每日報價表所報的正式平均收市價及股份面值。

購股權並無賦予持有人收取股息或於股東大會上投票的權利。

年內，下列二零零七年計劃項下購股權尚未行使：

		2018		2017	
		Weighted Average exercise price per share 加權平均 每股行使價 HK\$ 港元	Number of options 購股權 數目 '000 千股	Weighted average exercise price per share 加權平均 每股行使價 HK\$ 港元	Number of options 購股權 數目 '000 千股
At 1 January	於一月一日	0.669	345,860	0.64	384,460
Exercised during the year	年內行使	-	-	0.377	(37,100)
Lapsed during the year	年內失效	0.982	(147,860)	0.377	(1,500)
At 31 December	於十二月三十一日	0.436	198,000	0.669	345,860

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#### 34. SHARE OPTION SCHEMES (continued)

The weighted average closing price of the Company's shares immediately before the date on which the share options were exercised during the year was HK\$Nil (2017: HK\$0.375) per share.

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2018 Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	二零一八年	Exercise period 行使期
'000 千份			
59,400	0.436		01-07-2017 to 13-10-2019 01-07-2017至13-10-2019
59,400	0.436		14-10-2017 to 13-10-2019 14-10-2017至13-10-2019
79,200	0.436		14-10-2018 to 13-10-2019 14-10-2018至13-10-2019
<b>198,000</b>			

#### 34. 購股權計劃 (續)

年內緊接行使購股權日期前本公司股份的加權平均收市價為每股零港元(二零一七年:0.375港元)。

於報告期末,未行使購股權的行使價及行使期如下:

34. SHARE OPTION SCHEMES (continued)  
2018

34. 購股權計劃 (續)  
二零一八年

Name or category of participant 參與者姓名或類別	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 <sup>(a)</sup> 購股權授出 日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price of share options <sup>(b)</sup> 購股權行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2018 於二零一八年 一月一日	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Directors</b> 董事									
Mr. Jiang Jianjun 江建軍先生	1,830,000	-	-	-	(1,830,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	915,000	-	-	-	(915,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	915,000	-	-	-	(915,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	4,660,000	-	-	-	(3,660,000)	1,000,000			
Mr. Ke Xionghan 柯雄瀚先生	3,000,000	-	-	-	-	3,000,000	14-10-16	01-07-17 – 13-10-19	0.436
	3,000,000	-	-	-	-	3,000,000	14-10-16	14-10-17 – 13-10-19	0.436
	4,000,000	-	-	-	-	4,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	10,000,000	-	-	-	-	10,000,000			
Ms. Ho Wing Yan 何詠欣女士	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	2,000,000	-	-	-	(1,000,000)	1,000,000			
Mr. Ho Man Fai 何文輝先生	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 – 13-10-19	0.436
	2,000,000	-	-	-	(1,000,000)	1,000,000			
	18,660,000	-	-	-	(5,660,000)	13,000,000			



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### 34. SHARE OPTION SCHEMES (continued) 2018

### 34. 購股權計劃 (續) 二零一八年

Name or category of participant 參與者姓名或類別	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 <sup>(a)</sup> 購股權授出 日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price of share options <sup>(b)</sup> 購股權行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2018 於二零一八年 一月一日	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Ex-directors <sup>(c)</sup> 前董事 <sup>(c)</sup></b>									
Mr. Jiang Jiancheng 江建成先生	10,000,000	-	-	-	(10,000,000)	-	24-07-15	24-07-15 - 23-07-18	1.030
	5,000,000	-	-	-	(5,000,000)	-	24-07-15	24-07-16 - 23-07-18	1.030
	5,000,000	-	-	-	(5,000,000)	-	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	(300,000)	-	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	(300,000)	-	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	(400,000)	-	14-10-16	14-10-18 - 13-10-19	0.436
	21,000,000	-	-	-	(21,000,000)	-			
Ms. Zhang Yujie 仇玉杰女士	3,000,000	-	-	-	(3,000,000)	-	14-10-16	01-07-17 - 13-10-19	0.436
	3,000,000	-	-	-	(3,000,000)	-	14-10-16	14-10-17 - 13-10-19	0.436
	4,000,000	-	-	-	(4,000,000)	-	14-10-16	14-10-18 - 13-10-19	0.436
	10,000,000	-	-	-	(10,000,000)	-			
Dr. Loke Yu 陸海林博士	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 - 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 - 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	-	300,000	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	-	300,000	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	-	400,000	14-10-16	14-10-18 - 13-10-19	0.436
	2,000,000	-	-	-	(1,000,000)	1,000,000			
Mr. Li Xiaofeng 黎曉峰先生	500,000	-	-	-	(500,000)	-	24-07-15	24-07-15 - 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-16 - 23-07-18	1.030
	250,000	-	-	-	(250,000)	-	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	(300,000)	-	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	(300,000)	-	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	(400,000)	-	14-10-16	14-10-18 - 13-10-19	0.436
	2,000,000	-	-	-	(2,000,000)	-			
	35,000,000	-	-	-	(34,000,000)	1,000,000			

34. SHARE OPTION SCHEMES (continued)  
2018

34. 購股權計劃 (續)  
二零一八年

Name or category of participant 參與者姓名或類別	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 <sup>(a)</sup> 購股權授出 日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price of share options <sup>(b)</sup> 購股權行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2018 於二零一八年 一月一日	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Other Employees</b> 其他僱員									
In aggregate 總計	4,100,000	-	-	-	(4,100,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	2,050,000	-	-	-	(2,050,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	2,050,000	-	-	-	(2,050,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	17,250,000	-	-	-	-	17,250,000	14-10-16	01-07-17 – 13-10-19	0.436
	17,250,000	-	-	-	-	17,250,000	14-10-16	14-10-17 – 13-10-19	0.436
	23,000,000	-	-	-	-	23,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	<u>65,700,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(8,200,000)</u>	<u>57,500,000</u>			
<b>Consultants</b> 顧問									
In aggregate 總計	50,000,000	-	-	-	(50,000,000)	-	24-07-15	24-07-15 – 23-07-18	1.030
	25,000,000	-	-	-	(25,000,000)	-	24-07-15	24-07-16 – 23-07-18	1.030
	25,000,000	-	-	-	(25,000,000)	-	24-07-15	24-07-17 – 23-07-18	1.030
	37,950,000	-	-	-	-	37,950,000	14-10-16	01-07-17 – 13-10-19	0.436
	37,950,000	-	-	-	-	37,950,000	14-10-16	14-10-17 – 13-10-19	0.436
	50,600,000	-	-	-	-	50,600,000	14-10-16	14-10-18 – 13-10-19	0.436
	<u>226,500,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(100,000,000)</u>	<u>126,500,000</u>			
	<u>345,860,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(147,860,000)</u>	<u>198,000,000</u>			

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### 34. SHARE OPTION SCHEMES (continued)

2017

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
24,600	1.03	24-07-2015 to 23-07-2018 24-07-2015至23-07-2018
77,295	1.03	24-07-2016 to 23-07-2018 24-07-2016至23-07-2018
33,965	1.03	24-07-2017 to 23-07-2018 24-07-2017至23-07-2018
63,000	0.436	01-07-2017 to 13-10-2019 01-07-2017至13-10-2019
63,000	0.436	14-10-2017 to 13-10-2019 14-10-2017至13-10-2019
84,000	0.436	14-10-2018 to 13-10-2019 14-10-2018至13-10-2019
<b>345,860</b>		

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

### 34. 購股權計劃(續)

二零一七年

\* 在供股或紅股發行或本公司股本其他類似變動的情況下，購股權的行使價須作出調整。

34. SHARE OPTION SCHEMES (continued)

2017

34. 購股權計劃 (續)

二零一七年

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目						Date of grant of share options <sup>(a)</sup> 購股權授出日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price/ Adjusted exercise price <sup>(b)</sup> 行使價/經調整行使價 <sup>(b)</sup> HK\$ per share 每股港元
	At 1 January 2017 於二零一七年一月一日	Adjustment during the Year <sup>(c)</sup> 年內調整 <sup>(c)</sup>	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效			
<b>Directors</b> 董事									
Mr. Jiang Jianjun 江建軍先生	100,000	-	-	(100,000)	-	-	23-07-14	23-07-15 – 22-07-17	0.377
	1,830,000	-	-	-	-	-	24-07-15	24-07-15 – 23-07-18	1.030
	915,000	-	-	-	-	-	24-07-15	24-07-16 – 23-07-18	1.030
	915,000	-	-	-	-	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	-	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	-	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	-	14-10-16	14-10-18 – 13-10-19	0.436
4,760,000	-	-	(100,000)	-	-	4,660,000			
Mr. Ke Xionghan 柯雄瀚先生	3,000,000	-	-	-	-	-	14-10-16	01-07-17 – 13-10-19	0.436
	3,000,000	-	-	-	-	-	14-10-16	14-10-17 – 13-10-19	0.436
	4,000,000	-	-	-	-	-	14-10-16	14-10-18 – 13-10-19	0.436
10,000,000	-	-	-	-	-	10,000,000			
Ms. Ho Wing Yan 何詠欣女士	500,000	-	-	-	-	-	24-07-15	24-07-15 – 23-07-18	1.030
	250,000	-	-	-	-	-	24-07-15	24-07-16 – 23-07-18	1.030
	250,000	-	-	-	-	-	24-07-15	24-07-17 – 23-07-18	1.030
	300,000	-	-	-	-	-	14-10-16	01-07-17 – 13-10-19	0.436
	300,000	-	-	-	-	-	14-10-16	14-10-17 – 13-10-19	0.436
	400,000	-	-	-	-	-	14-10-16	14-10-18 – 13-10-19	0.436
2,000,000	-	-	-	-	-	2,000,000			
Ms. Zhang Yujie 仇玉杰女士	3,000,000	-	-	-	-	-	14-10-16	01-07-17 – 13-10-19	0.436
	3,000,000	-	-	-	-	-	14-10-16	14-10-17 – 13-10-19	0.436
	4,000,000	-	-	-	-	-	14-10-16	14-10-18 – 13-10-19	0.436
10,000,000	-	-	-	-	-	10,000,000			

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### 34. SHARE OPTION SCHEMES (continued)

2017

### 34. 購股權計劃 (續)

二零一七年

Name or category of participant	Number of share options 購股權數目						At 31 December 2017 於二零一七年十二月三十一日	Date of grant of share options <sup>(5)</sup> 購股權授出日期 <sup>(5)</sup>	Exercise period of share options 購股權行使期	Exercise price/ Adjusted exercise price <sup>(6)</sup> 行使價/經調整行使價 <sup>(6)</sup> HK\$ per share 每股港元
	At 1 January 2017 於二零一七年一月一日	Adjustment during the Year <sup>(2)</sup> 年內調整 <sup>(2)</sup>	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				
<b>Directors</b>										
<b>董事</b>										
Dr. Loke Yu 陸海林博士	500,000	-	-	-	-	(500,000)	-	23-07-14	23-07-15 - 22-07-17	0.377
	500,000	-	-	-	-	-	500,000	24-07-15	24-07-15 - 23-07-18	1.030
	250,000	-	-	-	-	-	250,000	24-07-15	24-07-16 - 23-07-18	1.030
	250,000	-	-	-	-	-	250,000	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	-	-	300,000	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	-	-	300,000	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	-	-	400,000	14-10-16	14-10-18 - 13-10-19	0.436
	<u>2,500,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(500,000)</u>	<u>2,000,000</u>			
Mr. Li Xiaofeng 黎曉峰先生	500,000	-	-	(500,000)	-	-	-	23-07-14	23-07-15 - 22-07-17	0.377
	500,000	-	-	-	-	-	500,000	24-07-15	24-07-15 - 23-07-18	1.030
	250,000	-	-	-	-	-	250,000	24-07-15	24-07-16 - 23-07-18	1.030
	250,000	-	-	-	-	-	250,000	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	-	-	300,000	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	-	-	300,000	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	-	-	400,000	14-10-16	14-10-18 - 13-10-19	0.436
	<u>2,500,000</u>	<u>-</u>	<u>-</u>	<u>(500,000)</u>	<u>-</u>	<u>-</u>	<u>2,000,000</u>			
Mr. Ho Man Fai 何文輝先生	500,000	-	-	-	-	-	500,000	24-07-15	24-07-15 - 23-07-18	1.030
	250,000	-	-	-	-	-	250,000	24-07-15	24-07-16 - 23-07-18	1.030
	250,000	-	-	-	-	-	250,000	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	-	-	300,000	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	-	-	300,000	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	-	-	400,000	14-10-16	14-10-18 - 13-10-19	0.436
	<u>2,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,000,000</u>			
	<u>33,760,000</u>	<u>-</u>	<u>-</u>	<u>(600,000)</u>	<u>-</u>	<u>(500,000)</u>	<u>32,660,000</u>			
<b>Ex-director</b>										
<b>前董事</b>										
Mr. Jiang Jiancheng <sup>(4)</sup> 江建成先生 <sup>(4)</sup>	500,000	-	-	(500,000)	-	-	-	23-07-14	23-07-15 - 22-07-17	0.377
	10,000,000	-	-	-	-	-	10,000,000	24-07-15	24-07-15 - 23-07-18	1.030
	5,000,000	-	-	-	-	-	5,000,000	24-07-15	24-07-16 - 23-07-18	1.030
	5,000,000	-	-	-	-	-	5,000,000	24-07-15	24-07-17 - 23-07-18	1.030
	300,000	-	-	-	-	-	300,000	14-10-16	01-07-17 - 13-10-19	0.436
	300,000	-	-	-	-	-	300,000	14-10-16	14-10-17 - 13-10-19	0.436
	400,000	-	-	-	-	-	400,000	14-10-16	14-10-18 - 13-10-19	0.436
	<u>21,500,000</u>	<u>-</u>	<u>-</u>	<u>(500,000)</u>	<u>-</u>	<u>-</u>	<u>21,000,000</u>			

## 34. SHARE OPTION SCHEMES (continued)

2017

## 34. 購股權計劃 (續)

二零一七年

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目						Date of grant of share options <sup>(a)</sup> 購股權授出日期 <sup>(a)</sup>	Exercise period of share options 購股權行使期	Exercise price/ Adjusted exercise price <sup>(b)</sup> 行使價/經調整行使價 <sup>(b)</sup> HK\$ per share 每股港元	
	At 1 January 2017 於二零一七年一月一日	Adjustment during the Year <sup>(c)</sup> 年內調整 <sup>(c)</sup>	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Lapsed during the Year 年內失效				At 31 December 2017 於二零一七年十二月三十一日
<b>Other employees</b> 其他僱員										
In aggregate 總額	4,000,000	-	-	(3,000,000)	-	(1,000,000)	-	23-07-14	23-07-15 – 22-07-17	0.377
	4,100,000	-	-	-	-	-	4,100,000	24-07-15	24-07-15 – 23-07-18	1.030
	2,050,000	-	-	-	-	-	2,050,000	24-07-15	24-07-16 – 23-07-18	1.030
	2,050,000	-	-	-	-	-	2,050,000	24-07-15	24-07-17 – 23-07-18	1.030
	17,250,000	-	-	-	-	-	17,250,000	14-10-16	01-07-17 – 13-10-19	0.436
	17,250,000	-	-	-	-	-	17,250,000	14-10-16	14-10-17 – 13-10-19	0.436
	23,000,000	-	-	-	-	-	23,000,000	14-10-16	14-10-18 – 13-10-19	0.436
	<u>69,700,000</u>	<u>-</u>	<u>-</u>	<u>(3,000,000)</u>	<u>-</u>	<u>(1,000,000)</u>	<u>65,700,000</u>			
<b>Consultants</b> 顧問										
In aggregate 總額	33,000,000	-	-	(33,000,000)	-	-	-	23-07-14	23-07-15 – 22-07-17	0.377
	50,000,000	-	-	-	-	-	50,000,000	24-07-15	24-07-15 – 23-07-18	1.030
	25,000,000	-	-	-	-	-	25,000,000	24-07-15	24-07-16 – 23-07-18	1.030
	25,000,000	-	-	-	-	-	25,000,000	24-07-15	24-07-17 – 23-07-18	1.030
	37,950,000	-	-	-	-	-	37,950,000	14-10-16	01-07-17 – 13-10-19	0.436
	37,950,000	-	-	-	-	-	37,950,000	14-10-16	14-10-17 – 13-10-19	0.436
	50,600,000	-	-	-	-	-	50,600,000	14-10-16	14-10-18 – 13-10-19	0.436
	<u>259,500,000</u>	<u>-</u>	<u>-</u>	<u>(33,000,000)</u>	<u>-</u>	<u>-</u>	<u>226,500,000</u>			
	<u>384,460,000</u>	<u>-</u>	<u>-</u>	<u>(37,100,000)</u>	<u>-</u>	<u>(1,500,000)</u>	<u>345,860,000</u>			

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### 34. SHARE OPTION SCHEMES (continued)

The Group recognised a share option expense of HK\$1,063,000 during the year ended 31 December 2018 (2017: HK\$42,567,000).

The fair value of equity-settled share options during the year was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		<b>2016</b>
		<b>Grant date</b>
		<b>授出日期</b>
		<b>14-10-2016</b>
Dividend yield (%)	股息收益(%)	–
Expected volatility (%)	預期波幅(%)	58
Historical volatility (%)	歷史波幅(%)	58
Risk-free interest rate (%)	無風險利率(%)	0.58
Expected life of options (years)	購股權預期年期(年)	3
Weighted average share price (HK\$ per share)	加權平均股價(每股港元)	0.436

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

### 34. 購股權計劃(續)

本集團於截至二零一八年十二月三十一日止年度確認購股權開支1,063,000港元(二零一七年:42,567,000港元)。

年內，股權結算購股權公允值於授出日期採用二項式模式作出估計，經考慮購股權授出的條款及條件。下表載列所用模式的數據資料：

購股權的預期年期根據過往三年的歷史數據計算，其未必是行使模式的指標。預期波幅反映歷史波幅可指示未來趨勢的假設，其亦未必是實際結果。

授出購股權概無其他特質被納入公允值的計算。

**34. SHARE OPTION SCHEMES (continued)**

At the end of the reporting period, the Company had 198,000,000 (2017: 345,860,000) share options outstanding under the 2007 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 198,000,000 (2017: 345,860,000) additional ordinary shares of the Company and additional share capital of HK\$19,800,000 (2017: HK\$34,586,000) and share premium of HK\$66,528,000 (2017: HK\$196,909,800) (before issue expenses).

The total number of shares available for issue under the 2017 Scheme is 198,000,000 representing approximately 3.52% of the Company as at the date of this annual report.

**35. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES**

On 13 January 2017, the Company entered into the Equity Transfer Agreement with the owner of Shenzhen Ming Jian Gold Industry Limited ("Ming Jian"). The Company has conditionally agreed to acquire the 100% equity interest in Ming Jian at a consideration of approximately HK\$252,114,000 (equivalent to approximately RMB220,000,000). The transaction was completed on 10 February 2017.

**Consideration:**

		HK\$'000 千港元
Cash consideration	現金代價	219,522
Consideration share	代價股份	32,592
Total consideration	總代價	<u>252,114</u>

**34. 購股權計劃 (續)**

於報告期末，本公司於二零零七年計劃項下未行使的購股權為198,000,000份（二零一七年：345,860,000份）。在本公司現有資本結構下，悉數行使尚未行使購股權將導致本公司發行198,000,000股（二零一七年：345,860,000股）額外普通股，額外股本198,000,000港元（二零一七年：34,586,000港元）及股份溢價66,528,000港元（二零一七年：196,909,800港元）（未扣除發行開支）。

二零一七年計劃項下可供發行之股份總數為198,000,000股，相當於本公司於本年報日期之約3.52%。

**35. 透過收購附屬公司收購資產**

於二零一七年一月十三日，本公司與深圳明建金業有限公司（「明建」）之擁有人訂立股權轉讓協議。本公司已有條件同意購買明建的全部股權，代價約為252,114,000港元（相當於約人民幣220,000,000元）。該交易已於二零一七年二月十日完成。

**代價：**

		HK\$'000 千港元
Cash consideration	現金代價	219,522
Consideration share	代價股份	32,592
Total consideration	總代價	<u>252,114</u>





**35. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (continued)**

**Net cash outflow on acquisition of Ming Jian**

**35. 透過收購附屬公司收購資產(續)**

**收購明建之現金流出淨額**

		HK\$'000 千港元
Consideration paid in cash and bank balance	以現金及銀行結餘支付之代價	219,522
Less: cash and bank balance acquired of	減：所收購現金及銀行結餘	(22)
		219,500

**36. BUSINESS COMBINATION**

(a) On 3 April 2017, the Company entered into the Equity Transfer Agreement with the owner of Shenzhen Huajinhuayin Industry Company Limited ("Huajinhuayin") which has a wholly-owned subsidiary, Linxiang Qiangsheng Mining Industry Company Limited ("Qiangsheng"). The Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell 100% equity interest in Huajinhuayin and Qiangsheng ("Huajinhuayin's Group") at a consideration of RMB90 million. The transaction was completed on 6 June 2017 and after that day, Huajinhuayin and Qiangsheng became subsidiaries of the Group.

**36. 業務合併**

(a) 於二零一七年四月三日，本公司與深圳市華金華銀實業有限公司（「華金華銀」，其有一間全資附屬公司臨湘市強盛礦業有限責任公司（「強盛」））之擁有人訂立股權轉讓協議。本公司已有條件同意購買，而賣方已有條件同意出售華金華銀及強盛（「華金華銀集團」）的全部股權，代價為人民幣90,000,000元。該交易已於二零一七年六月六日完成，而於該日之後，華金華銀及強盛成為本集團之附屬公司。

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### 36. BUSINESS COMBINATION (continued)

(a) (continued)

**Assets acquired and liabilities recognised at the date of acquisition:**

### 36. 業務合併 (續)

(a) (續)

**於收購日期收購之資產及確認之負債：**

		<b>Acquiree's carrying amount and fair value</b>
		被收購方之賬面金額及公允值
		HK\$'000
		千港元
Property, plant and equipment	物業、廠房及設備	31,414
Inventories	存貨	297
Trade receivables	應收貿易賬款	66,178
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	37,399
Cash and cash equivalents	現金及現金等值物	3,047
Trade payables	應付貿易賬款	(18,569)
Other payables and accruals	其他應付款項及應計費用	(11,333)
Bank borrowing	銀行借貸	(5,526)
		<hr/>
		102,907
Goodwill	商譽	701
		<hr/>
Cash consideration	現金代價	103,608

The Group were acquired Huajinhuayin's Group as segment business of the Group's mining business.

本集團收購華金華銀集團作為本集團選礦業務之分類業務。

**36. BUSINESS COMBINATION (continued)**

(a) (continued)

**Net cash outflow on acquisition of subsidiaries**

	HK\$'000 千港元
Consideration paid in cash and bank balance	103,608
Less: cash and bank balance acquired of	(3,047)
	<u>100,561</u>

**Impact of acquisitions on the results of the Group**

Included in the profit for the year of approximately HK\$20,378,000 and turnover for the year of approximately HK\$134,666,000 attributable to the additional business generated by Huajinhuayin's Group.

Has these business combinations been effected at 1 January 2017, the profit for the year of approximately HK\$22,287,000 and turnover for the year of approximately HK\$174,024,000 attributable to the continuing operation of Huajinhuayin's Group.

- (b) On 13 September 2017, the Company entered into the Equity Transfer Agreement with the owner of Shenzhen Nongjiayuan Agricultural Products Delivery Company Limited ("Nongjiayuan"). The Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell 51% equity interest in cash at a consideration of RMB2.5 million. The transaction was completed on 1 October 2017 and after that day, Nongjiayuan became a subsidiary of the Group.

**36. 業務合併 (續)**

(a) (續)

**收購附屬公司之現金流出淨額**

	HK\$'000 千港元
收購附屬公司之現金流出淨額	103,608
減：所收購現金及銀行結餘	(3,047)
	<u>100,561</u>

**收購事項對本集團業績之影響**

年度溢利約20,378,000港元及年度營業額約134,666,000港元包括華金華銀集團產生的額外業務應佔者。

倘該等業務合併於二零一七年一月一日進行，則華金華銀集團之持續經營業務應佔年度溢利約22,287,000港元及年度營業額約174,024,000港元。

- (b) 於二零一七年九月十三日，本公司與深圳市農家園農產品配送有限公司（「農家園」）之擁有人訂立股權轉讓協議。本公司已有條件同意購買，而賣方已有條件同意出售51%股權，現金代價為人民幣2,500,000元。該交易已於二零一七年十月一日完成，而於該日之後，農家園成為本集團之附屬公司。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

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### 36. BUSINESS COMBINATION (continued)

(b) (continued)

**Assets acquired and liabilities recognised at the date of acquisition:**

### 36. 業務合併 (續)

(b) (續)

**於收購日期收購之資產及確認之負債：**

		<b>Acquiree's carrying amount and fair value</b> 被收購方之賬面金額及公允值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	975
Trade receivables	應收貿易賬款	15,300
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	14,394
Cash and cash equivalents	現金及現金等值物	4,107
Trade payables	應付貿易賬款	(153)
Other payables and accruals	其他應付款項及應計費用	(3,951)
Bank borrowing	銀行借貸	(16,853)
Total identifiable net assets subject to acquisition	收購事項涉及之可識別資產淨值總額	13,819
Non-controlling interest	非控股權益	(6,771)
Acquiree's net assets	被收購方之資產淨值	7,048
Gain on bargain purchase	議價購買收益	(4,112)
Cash consideration.	現金代價	2,936

The Group were acquired Nongjiayuan's Group as segment business of the Group's trading business.

本集團已收購農家園集團作為本集團貿易業務之分類業務。

**36. BUSINESS COMBINATION (continued)**

(b) (continued)

**Net cash inflow on acquisition of subsidiaries**

	HK\$'000 千港元
Consideration paid in cash and bank balance	2,936
Less: cash and bank balance acquired of 減: 所收購現金及銀行結餘	(4,107)
	<u>(1,171)</u>

**Impact of acquisitions on the results of the Group**

Included in the profit for the year of approximately HK\$194,000 and turnover for the year of approximately HK\$219,935,000 attributable to the additional business generated by Nongjiayuan's Group.

Has these business combinations been effected at 1 January 2017, the profit for the year of approximately HK\$2,223,000 and turnover for the year of approximately HK\$432,621,000 attributable to Nongjiayuan's Group.

**37. DISPOSAL OF SUBSIDIARIES**

(a) On 27 April 2018, the Group entered into a sale and purchase agreement to disposal of its 100% equity interest in Fujian Fang Run Construction Company Group Limited (FJFR) to an independent third party (the "Purchaser") for cash consideration of RMB50,000,000 (equivalent to approximately HK\$61,950,000). The disposal was completed on 4 May 2018.

**36. 業務合併 (續)**

(b) (續)

**收購附屬公司之現金流入淨額**

	HK\$'000 千港元
以現金及銀行結餘支付之代價	2,936
減: 所收購現金及銀行結餘	(4,107)
	<u>(1,171)</u>

**收購事項對本集團業績之影響**

年度溢利約194,000港元及年度營業額約219,935,000港元包括農家園集團產生的額外業務應佔者。

倘該等業務合併於二零一七年一月一日進行，則農家園集團應佔的年度溢利約2,223,000港元及年度營業額約432,621,000港元。

**37. 出售附屬公司**

(a) 於二零一八年四月二十七日，本集團訂立買賣協議，向獨立第三方（「買方」）出售其於福建方潤建設集團有限公司（「福建方潤」）之100%股權，現金代價為人民幣50,000,000元（相當於約61,950,000港元）。該出售已於二零一八年五月四日完成。

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## 財務報表附註

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### 37. DISPOSAL OF SUBSIDIARIES (continued)

(a) (continued)

Summary of the effects of the disposal is as follows:

#### Consideration:

		HK\$'000 千港元
Total consideration	總代價	61,950

#### Analysis of assets and liabilities over which control was lost

		HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>	
Goodwill	商譽	46,920
Property, plant and equipment	物業、廠房及設備	8,699
<b>Current assets</b>	<b>流動資產</b>	
Contract assets	合約資產	78,667
Other receivables	其他應收款項	24,946
Cash and cash equivalents	現金及現金等值物	2,612
<b>Current liabilities</b>	<b>流動負債</b>	
Trade payables	應付貿易賬款	(77,074)
Other payables	其他應付款項	(12,406)
Tax payables	應付稅項	(1,731)
Net assets disposed	所出售資產淨值	70,633
Release of exchange difference upon disposal	於出售時撥回匯兌差額	(6,611)
Release of non-controlling interests ("NCI") upon disposal	於出售時撥回非控股權益 (「非控股權益」)	(11,619)
		<u>52,403</u>

### 37. 出售附屬公司 (續)

(a) (續)

出售之影響概要如下:

#### 代價:

#### 失去控制權之資產及負債分析

37. DISPOSAL OF SUBSIDIARIES (continued)

(a) (continued)

Gain on disposal of a subsidiary

		2018 HK\$'000 千港元
Consideration received	已收代價	61,950
Net assets disposed	所出售資產淨值	(70,633)
Release of exchange difference upon disposal	於出售時撥回匯兌差額	6,611
Release of NCI upon disposal	於出售時撥回非控股權益	11,619
Gain on disposal	出售之收益	<u>9,547</u>

出售一間附屬公司之收益

Net cash inflow from disposal of subsidiaries

		2018 HK\$'000 千港元
Consideration received in cash and bank balance	以現金及銀行結餘收取之代價	61,950
Less: cash and bank balance disposed of	減：所出售現金及銀行結餘	(2,612)
		<u>59,338</u>

出售附屬公司之現金流入淨額

(b) On 30 May 2017, the Group entered into a sale and purchase agreement to disposal of its 100% equity interest in Hunan Meiming Wenshi Jiuguijiu Sales Limited ("Hunan Meiming") to an independent third party (the "Purchaser") for cash consideration of RMB10,000,000 (equivalent to approximately HK\$11,512,000). The disposal was completed on 22 June 2017. Summary of the effects of the disposal is as follows:

(b) 於二零一七年五月三十日，本集團訂立買賣協議，向獨立第三方（「買方」）出售其於湖南美名問世酒鬼酒銷售有限公司（「湖南美名」）之全部股權，現金代價為人民幣10,000,000元（相當於約11,512,000港元）。該出售已於二零一七年六月二十二日完成。出售之影響概要如下：

Consideration:

代價：

		HK\$'000 千港元
Total consideration	總代價	<u>11,512</u>



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### 37. DISPOSAL OF SUBSIDIARIES (continued)

(b) (continued)

### 37. 出售附屬公司 (續)

(b) (續)

#### Analysis of asset and liabilities over which control was lost:

失去控制權之資產及負債分析：

		HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	5
<b>Current assets</b>	<b>流動資產</b>	
Inventories	存貨	3,573
Trade receivables	應收貿易賬款	1,679
Deposits, prepayment and other receivables	按金、預付款項及其他應收款項	1,266
Cash and bank balance	現金及銀行結餘	617
<b>Current liabilities</b>	<b>流動負債</b>	
Trade payables	應付貿易賬款	(63)
Accruals and other payables	應計費用及其他應付款項	(5,082)
Amounts due to related companies	應付關聯公司款項	(138)
Tax payables	應付稅項	(409)
Net assets disposal	所出售資產淨值	1,448
Release of exchange reserve upon disposal	於出售時撥回匯兌儲備	387
		<u>1,835</u>

## 37. DISPOSAL OF SUBSIDIARIES (continued)

(b) (continued)

## Gain on disposal of subsidiaries

		2017 HK\$'000 千港元
Consideration receivable	應收代價	11,512
Net assets disposed	所出售資產淨值	(1,448)
Release of exchange reserve upon disposal	於出售時撥回匯兌儲備	(387)
Gain on disposal	出售之收益	<u>9,677</u>

## 出售附屬公司之收益

## Net cash inflow on disposal of subsidiaries

		2017 HK\$'000 千港元
Consideration received in cash and bank balance	以現金及銀行結餘收取之代價	11,512
Less: cash and bank balance disposal of	減：所出售現金及銀行結餘	(617)
		<u>10,895</u>

## 出售附屬公司之現金流入淨額

(c) On 4 October 2017, the Group entered into a sale and purchase agreement to disposal of its 100% equity interest in Rightsouth Limited ("Rightsouth") to an independent third party (the "Purchaser") for cash consideration of RMB3.8 million (equivalent to approximately HK\$4.48 million). The disposal was completed on 27 October 2017. Summary of the effects of the disposal is as follows:

## Consideration:

		HK\$'000 千港元
Total consideration	總代價	<u>4,484</u>

(c) 於二零一七年十月四日，本集團訂立買賣協議，向獨立第三方（「買方」）出售其於Rightsouth（「Rightsouth」）之全部股權，現金代價為人民幣3,800,000元（相當於約4,480,000港元）。該出售已於二零一七年十月二十七日完成。出售之影響概要如下：

## 代價：

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### 37. DISPOSAL OF SUBSIDIARIES (continued)

(c) (continued)

### 37. 出售附屬公司(續)

(c) (續)

#### Analysis of asset and liabilities over which control was lost:

#### 失去控制權之資產及負債分析：

		HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	48
<b>Current assets</b>	<b>流動資產</b>	
Inventories	存貨	16,073
Trade receivables	應收貿易賬款	1,147
Deposits, prepayment and other receivables	按金、預付款項及其他應收款項	4,037
Cash and bank balance	現金及銀行結餘	3,171
<b>Current liabilities</b>	<b>流動負債</b>	
Trade payables	應付貿易賬款	(5,426)
Accruals and other payables	應計費用及其他應付款項	(12,115)
Amounts due to related companies	應付關聯公司款項	(118)
Net assets disposal	所出售資產淨值	6,817
Release of NCI upon disposal	於出售時撥回非控股權益	(1,920)
Release of exchange reserve upon disposal	於出售時撥回匯兌儲備	(1,795)
		<u>3,102</u>

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### 37. DISPOSAL OF SUBSIDIARIES (continued)

(c) (continued)

#### Gain on disposal of subsidiaries

		2017 HK\$'000 千港元
Consideration received	已收代價	4,484
Net assets disposed	所出售資產淨值	(6,817)
Non-controlling interests	非控股權益	1,920
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時撥回匯兌儲備	1,795
Gain on disposal	出售之收益	<u>1,382</u>

#### Net cash inflow on disposal of subsidiaries

		2017 HK\$'000 千港元
Consideration received in cash and bank balance	以現金及銀行結餘收取之代價	4,484
Less: cash and bank balance disposal of	減：所出售現金及銀行結餘	<u>(3,171)</u>
		<u>1,313</u>

#### 出售附屬公司之收益

#### 出售附屬公司之現金流入淨額



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### 38. PLEDGE OF ASSETS

Details of the Group's bank loans, which are secured by the assets of the Group, are included in notes 27 and 30, respectively to the financial statements.

### 39. OPERATING LEASE ARRANGEMENTS

The Group leases certain properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to five years.

#### As Lessees

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years	第二至第五年
Beyond five years	超過五年

#### As Lessors

At 31 December 2018, the Group has contracted with tenants for the following future minimum lease payments:

Within one year	一年內
In the second to fifth years	第二至第五年
Beyond five years	超過五年

### 38. 資產抵押

本集團以其資產作抵押之銀行貸款詳情分別載於財務報表附註27及30。

### 39. 經營租賃安排

本集團根據經營租賃安排租賃若干物業。物業租賃協定為一至五年租期。

#### 作為承租人

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約須支付未來最低租金總額如下：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Within one year	225,413	144,411
In the second to fifth years	446,799	427,866
Beyond five years	436,329	372,644
	<b>1,108,541</b>	<b>944,921</b>

#### 作為出租人

於二零一八年十二月三十一日，本集團與租戶就以下未來最低租賃付款訂約：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Within one year	233,620	93,909
In the second to fifth years	261,262	86,588
Beyond five years	12,319	—
	<b>507,201</b>	<b>180,497</b>

## 40. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

## (a) Transactions with related parties and connected transactions

- (i) The Group's bank loans of HK\$69,449,000 (2017: HK\$87,171,000 consisted of two bank loans) consisted of two bank loans.

The bank loan of HK\$29,601,000 (2017: HK\$42,745,000) were guaranteed by Shenzhen Jianlai Industrial Co., Ltd. ("深圳市建萊實業有限公司"), a related party of the Group, Mr. Jiang Jianjun, the director of the Group, the Company and independent third parties.

The bank loan of HK\$39,848,000 (2017: HK\$39,623,000) was guaranteed by the investment property of the Company, Mr. Jiang Jianjun and his wife.

The bank loans of HK\$Nil (2017: HK\$4,803,000) were guaranteed by Shenzhen Mumianhui Investment Funding Limited ("深圳市木棉匯投資基金有限公司"), the non-controlling shareholder of the Company and independent third parties.

## 40. 重大關聯方交易及結餘

## (a) 與關聯方進行之交易及關連交易

- (i) 本集團的銀行貸款69,449,000港元(二零一七年:87,171,000港元,包括兩筆銀行貸款)包括兩筆銀行貸款。

銀行貸款29,601,000港元(二零一七年:42,745,000港元)乃由本集團關聯方深圳市建萊實業有限公司、本集團董事江建軍先生、本公司及獨立第三方作出擔保。

銀行貸款39,848,000港元(二零一七年:39,623,000港元)乃由本公司投資物業、江建軍先生及其妻子作出擔保。

銀行貸款零港元(二零一七年:4,803,000港元)乃由深圳市木棉匯投資基金有限公司、本公司非控股股東及獨立第三方作出擔保。

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### 40. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES (continued)

#### (a) Transactions with related parties and connected transactions (continued)

- (ii) On 13 May 2015, the Company entered into the Framework Agreement with the supplier to the supply of the products. Beidahuang Marketing Co. is a connected person of the Company at the subsidiary level. The Supplier is the group company of Beidahuang Marketing Co., which is also a connected person of the Company at the subsidiary level. Therefore, the transactions contemplated under the Framework Agreement constitute continuing connected transactions for the Company. The aggregated annual caps for transactions contemplated under the Framework Agreement for each of the three years ending 31 December 2015, 2016 and 2017 are HK\$576 million, HK\$950 million and HK\$1,045 million respectively. During the year ended 31 December 2017, there was a total purchase of staple food amounting HK\$20,835,000.

However, the Framework Agreement was expired and the Company has not renewed the agreement and obtained the approval of independent shareholders of the continuing connected transactions during the year ended 31 December 2018 as required under the Listing Rules. During the year ended 31 December 2018, there was a total purchase of staple food amounted to HK\$107,011,000.

In addition to the purchase of staple food from Beidahuang Marketing Co., the Company has paid interest expenses HK\$1,314,000 during the year ended 31 December 2018 (2017: HK\$2,064,000) in relation to other borrowings.

### 40. 重大關聯方交易及結餘 (續)

#### (a) 與關聯方進行之交易及關連交易 (續)

- (ii) 於二零一五年五月十三日，本公司與供應商訂立框架協議，以供應產品。北大荒營銷股份有限公司為本公司附屬公司層面的關連人士。供應商為北大荒營銷股份有限公司的集團公司，而北大荒營銷股份有限公司亦為本公司附屬公司層面的關連人士。因此，框架協議項下擬進行的交易構成本公司的持續關連交易。截至二零一五年、二零一六年及二零一七年十二月三十一日止三個年度各年，框架協議項下擬進行交易的總年度上限分別為576,000,000港元、950,000,000港元及1,045,000,000港元。截至二零一七年十二月三十一日止年度，主食品的總採購額為20,835,000港元。

然而，於截至二零一八年十二月三十一日止年度，框架協議已經屆滿，而本公司未有重續協議，亦無按照上市規則規定取得獨立股東批准持續關連交易。截至二零一八年十二月三十一日止年度，主食品的總採購額為107,011,000港元。

截至二零一八年十二月三十一日止年度，除向北大荒營銷股份有限公司採購主食品外，本公司已就其他借貸支付利息開支1,314,000港元（二零一七年：2,064,000港元）。

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### 40. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES (continued)

#### (b) Outstanding balances with related parties:

	Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Due from related party</b>	<b>應收關聯方款項</b>		
Shenzhen Baichengwandian Supply Chain Management Limited	(ii)	—	4,857
<b>Due to related party</b>	<b>應付關聯方款項</b>		
Mr. Jiang Jianjun	(i)	12,655	848

Notes:

- (i) A director of the Company.
- (ii) Companies controlled by Mr. Ke Xionghan.

The balances with other related parties are unsecured, interest free and have no fixed terms of repayment.

#### (c) Compensation of key management personnel

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Short term employee benefits	4,823	7,911
Post-employment benefits	55	18
Equity-settled share option expense	74	1,493
<b>Total compensation paid to key management personnel</b>	<b>4,952</b>	<b>9,422</b>

Further details of directors' emoluments are included in note 9 to the consolidated financial statements.

### 40. 重大關聯方交易及結餘 (續)

#### (b) 與關聯方之尚未償還結餘:

附註:

- (i) 本公司董事。
- (ii) 柯雄瀚先生控制之公司。

與其他關聯方之結餘為無抵押、免息及無固定還款期。

#### (c) 主要管理人員之補償

有關董事酬金之進一步詳情載於綜合財務報表附註9。





#### 41. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

##### Financial liabilities

		Notes 附註	2018 Financial liabilities at amortised cost 按攤銷成本 列賬之 金融負債 HK\$'000 千港元	2017 Financial liabilities at amortised cost 按攤銷成本 列賬之 金融負債 HK\$'000 千港元
Trade payables	應付貿易賬款	27	78,694	91,694
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	28	142,628	138,132
Contract liabilities	合約負債	29	51,471	–
Bank and other borrowings	銀行及其他借貸	30	333,424	427,121
Bank overdraft	銀行透支	26	5,032	–
Due to related party	應付關聯方款項	40	12,655	848
Convertible bonds	可換股債券	32	195,378	189,436
			<b>819,282</b>	<b>849,231</b>

The carrying amounts of the above balances approximate to their fair values.

上述結餘之賬面金額與其公允值相若。

#### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise bank and other borrowings, amounts due from/to related parties and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### 42. 金融風險管理之目標及政策

本集團之主要金融工具包括銀行及其他借貸、應收／應付關聯方款項以及現金及現金等值物。該等金融工具之主要目的為籌集本集團經營所需資金。本集團有諸如應收貿易賬款及應付貿易賬款等多項其他金融資產及負債，該等金融資產及負債乃於其業務中直接產生。

本集團金融工具之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會檢討及協定管理有關風險之政策，有關風險概述如下。

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### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

The Group's interest rate profile as monitored by management is set out in (i) below.

(i) *Interest rate profile*

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period:

		2018		2017	
		Effective interest rate	HK\$'000	Effective interest rate	HK\$'000
		p.a. %		p.a. %	
		實際年利率		實際年利率	
		%	千港元	%	千港元
Variable rate borrowings:	浮息借貸：				
Bank loans-secured	銀行貸款－有抵押	6.31-6.65	69,449	3.9-10.5	196,195
Other loans-secured	其他貸款－有抵押	18.00 -18.94	22,485	12-18	4,803
Other loans-unsecured	其他貸款－無抵押	4.35-18.00	48,587	4.35-18.25	47,123

At 31 December 2018, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately HK\$7,026,000 (2017: HK\$7,694,000).

### 42. 金融風險管理之目標及政策 (續)

#### 利率風險

本集團的利率風險主要來自計息借貸。按浮息及定息發出的借貸分別使本集團面對現金流利率風險及公允值利率風險。

管理層監察本集團的利率情況載於下文(i)。

(i) *利率情況*

下表詳述報告期末本集團借貸的利率情況：

於二零一八年十二月三十一日，估計在利率整體上升／下降50個基點，而所有其他變數保持不變的情況下，本集團除稅後溢利及保留溢利將減少／增加約7,026,000港元（二零一七年：7,694,000港元）。

**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Interest rate risk (continued)***(i) Interest rate profile (continued)*

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 had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2017.

**Foreign currency risk**

The Group's businesses are located in Mainland China and all transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB, except for certain bank balances denominated in Hong Kong dollars ("HKD") and United States dollars ("USD"). The Group has not hedged its foreign exchange rate risk.

The Group currently does not expect any significant movements in the exchange rate of USD to HKD and it is mainly exposed to the effects of fluctuation in RMB. The Group currently does not have a foreign currency hedging policy, however, the management monitors the foreign exchange exposure and will consider hedging significant foreign currently exposure should the need arise.

**42. 金融風險管理之目標及政策 (續)****利率風險 (續)***(i) 利率情況 (續)*

上述敏感度分析顯示，假設報告期末發生利率變動並應用於當日存在的非衍生金融工具承受的利率風險時，本集團除稅後溢利及保留溢利將產生的即時變動。按二零一七年的相同基準進行分析。

**外幣風險**

本集團之業務位於中國內地，而所有交易均以人民幣進行。本集團大部分資產及負債以人民幣列值，惟若干銀行結餘以港元（「港元」）及美元（「美元」）列值除外。本集團並無對沖其外幣匯率風險。

本集團現時預計美元兌港元之匯率將不會出現任何重大變動及其主要受人民幣波動之影響。本集團現時並無制定外幣對沖政策，然而，管理層監察外匯風險並將於需要時考慮對沖重大外匯風險。

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### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Credit risk

The Group's credit risk is primarily attributable to trade receivables, deposits and other receivables, loan receivables, pledged deposits and cash and cash equivalents.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding-looking information.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in PRC, which accounted for approximately 93% (2017: 96%) of the total financial assets as at 31 December 2018.

### 42. 金融風險管理之目標及政策 (續)

#### 信貸風險

本集團之信貸風險主要源自應收貿易賬款、按金及其他應收款項、應收貸款、已抵押銀行以及現金及現金等值物。

本集團應用簡化方法就香港財務報告準則第9號訂明之預期信貸虧損計提撥備，該準則允許就所有應收貿易賬款使用全期預期信貸虧損撥備。為計量預期信貸虧損，應收貿易賬款已基於共同信貸風險特徵分組。本集團已進行歷史分析，並識別影響信貸風險及預期信貸虧損之關鍵經濟變數，當中考慮可得合理及具理據支持之前瞻性資料。

為盡量減低信貸風險，本集團管理層已委派一支團隊負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團於報告期末審閱每筆個別債務之可收回金額，以確保就不可收回金額作出充份減值虧損。就此，本公司董事認為本集團之信貸風險已顯著降低。

本集團按地理位置之信貸風險主要集中於中國，佔於二零一八年十二月三十一日金融資產總值約93% (二零一七年：96%)。

#### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### Credit risk (continued)

Approximately 73% and 56% of total trade receivables outstanding at 31 December 2018 and 2017 were due from top 5 trade receivables which exposed the Group to concentration of credit risk.

		Current 即期	Within	31 to	Over	Total 總計
			30 days 30日內	120 days 31至120日	120 days 120日以上	
<b>As at 1 January, 2018</b>						
於二零一八年一月一日						
Expected credit loss ("ECL") rate	預期信貸虧損率	0.67%	2.32%	11.53%	18.01%	4.18%
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	55,639	7,227	2,056	14,004	78,926
Lifetime ECL (HK\$'000)	全期預期信貸虧損 (千港元)	(370)	(168)	(237)	(2,522)	(3,297)
		<u>55,269</u>	<u>7,059</u>	<u>1,819</u>	<u>11,482</u>	<u>75,629</u>
<b>As at 31 December, 2018</b>						
於二零一八年十二月三十一日						
Expected credit loss ("ECL") rate	預期信貸虧損率	1.59%	0.02%	4.01%	8.32%	1.95%
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	94,417	25,787	1,372	11,884	133,460
Lifetime ECL (HK\$'000)	全期預期信貸虧損 (千港元)	(1,500)	(54)	(55)	(989)	(2,598)
		<u>92,917</u>	<u>25,733</u>	<u>1,317</u>	<u>10,895</u>	<u>130,862</u>

In determining the ECL of the Group's loan receivables, the management assessed the expected losses individually by estimation based on general economic conditions of the relevant industry in which the debtors operate, value of any pledged assets, financial position of the debtors and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group's concentration of credit risk by geographical locations is mainly in PRC, which accounted for approximately 100% (2017: 100%) of the total financial assets as at 31 December 2018.

#### 42. 金融風險管理之目標及政策 (續)

##### 信貸風險 (續)

於二零一八年及二零一七年十二月三十一日未償還之應收貿易賬款總額約73%及56%乃源於五大應收貿易賬款，故本集團之信貸風險集中。

於釐定本集團應收貸款之預期信貸虧損時，管理層根據債務人所經營相關行業之整體經濟狀況、任何已抵押資產之價值、債務人之財務狀況以及對於報告日現況及未來狀況預測之評估進行估計，作個別預期虧損評估。

本集團按地理位置之信貸風險主要集中於中國，佔於二零一八年十二月三十一日金融資產總值約100% (二零一七年：100%)。

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### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Credit risk (continued)

Approximately 59% and 61% of total loan receivables outstanding at 31 December 2018 and 2017 were due from top 5 loan receivables which exposed the Group to concentration of credit risk.

#### As at 1 January, 2018

於二零一八年一月一日

		Total 總計
Gross carrying amount (HK\$)	賬面總額 (港元)	362,576
Lifetime ECL	全期預期信貸虧損	(2,197)
		360,379

#### As at 31 December, 2018

於二零一八年十二月三十一日

		Total 總計
Gross carrying amount (HK\$)	賬面總額 (港元)	380,949
Lifetime ECL	全期預期信貸虧損	(4,520)
		376,429

Other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for expected credit losses by assessing the credit risk characteristics of debtor, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

其他應收款項所涉賬款長期逾期且金額重大、已知無力償債或不回應收款行動，作個別減值備抵評估。本集團評估債務人之信貸風險特徵、貼現率及收回可能性，並考慮當前經濟狀況，以確認預期信貸虧損撥備。

Balance as at 31 December 2017 under HKAS 39	香港會計準則第39號下 於二零一七年十二月三十一日之結餘	-
Adjustment upon application of HKFRS 9	於應用香港財務報告準則第9號時 作出之調整	3,756
Adjusted balance as at 1 January 2018	於二零一八年一月一日之經調整結餘	3,756
Expected credit losses ("ECL")	預期信貸虧損	2,784
Exchange realignment	匯兌調整	118
Balance as at 31 December 2018	於二零一八年十二月三十一日之結餘	6,658

**42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Credit risk (continued)**

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged deposits, loan receivables, amounts due from related party and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these assets.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and other receivables are disclosed in notes 23 and 25 to the financial statements, respectively.

**42. 金融風險管理之目標及政策 (續)****信貸風險 (續)**

本集團僅與獲認可且信譽良好之第三方進行交易。按本集團採用之政策，客戶若想取得交易信貸期，須經過信用認證程序。此外，本集團不時監控應收款項結餘，因此，本集團需面對壞賬之風險並不重大。

本集團其他金融資產（包括現金及現金等值物、已抵押存款、應收貸款、應收關聯方款項以及其他應收款項）之信貸風險源自對手方違約，所面對之最大風險相等於該等資產之賬面金額。

由於本集團僅與獲認可且信譽良好之第三方進行貿易，因此並無牽涉按押資產之需要。信貸風險之集中情況乃按對方、地區及行業管理。由於本集團應收貿易賬款由大量分散於不同階層及行業的客戶組成，本集團內並無顯著集中的信貸風險。

有關本集團來自應收貿易賬款及其他應收款項之信貸風險之進一步定量數據分別於財務報表附註23及25披露。



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### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade and other receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and other interest-bearing loans.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2018			2017		
		Within 1 year 一年內 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	1 to 2 years 一至兩年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Trade payables	應付貿易賬款	78,694	-	78,694	91,694	-	91,694
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用之金融負債	142,628	-	142,628	138,132	-	138,132
Contract liabilities	合約負債	51,471	-	51,471	-	-	-
Bank and other borrowings	銀行及其他借貸	333,424	-	333,424	427,121	-	427,121
Bank overdraft	銀行透支	5,032	-	5,032	-	-	-
Due to related party	應付關聯方款項	12,655	-	12,655	848	-	848
Convertible bonds	可換股債券	195,378	-	195,378	189,436	-	189,436
		<b>819,282</b>	<b>-</b>	<b>819,282</b>	<b>847,231</b>	<b>-</b>	<b>847,231</b>

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

### 42. 金融風險管理之目標及政策 (續)

#### 流動資金風險

本集團利用經常性流動規劃工具監控資金短缺風險。該工具衡量金融工具及金融資產(如應收貿易賬款及其他應收款項)的到期日期及預測營運產生的現金流。

本集團之目標為運用銀行貸款及其他計息貸款平衡資金的持續性及靈活性。

於報告期末,本集團基於已訂約但未貼現付款之金融負債到期情況如下:

#### 資本管理

本集團資本管理的首要目標,為確保本集團具備持續經營的能力,且維持穩健的資本比率,以支持其業務運作,爭取最大的股東價值。

## 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

## Capital management (continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 31 December 2017.

The Group monitors capital using a gearing ratio, which is net debt divided by the capital plus net debt. The Group's policy is to maintain an optimal capital structure which reduces cost of capital. Net debt includes trade and bills payables, other payables and accruals, bank and other borrowings, amounts due to related party, bank overdraft, and convertible bonds less cash and cash equivalents and pledged deposits. Capital includes equity attributable to owners of the parent. The gearing ratios as at the end of the reporting periods were as follows:

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Bank and other borrowings	銀行及其他借貸	333,424	427,121
Bank overdraft	銀行透支	5,032	-
Trade and bills payables	應付貿易賬款及應付票據	244,915	315,144
Other payables and accruals	其他應付款項及應計費用	142,628	138,132
Due to related party	應付關聯方款項	12,655	848
Convertible bonds	可換股債券	195,378	189,436
Less: Cash and cash equivalents	減：現金及現金等值物	(37,277)	(66,183)
Pledged deposits	已抵押存款	(83,584)	(214,233)
Net debt	淨債務	813,171	790,265
Capital	資本	1,459,009	1,462,207
Capital and net debt	資本及債務淨額	2,272,180	2,252,472
Gearing ratio	資產負債比率	36%	35%

## 42. 金融風險管理之目標及政策 (續)

## 資本管理 (續)

本集團根據經濟情況的變動及有關資產之風險特質，管理其資本結構並作出調整。為維持或調整資本結構，本集團可能會調整股東股息、向股東退還資本或發行新股。本集團並不受任何外來施加之資本規定所限。截至二零一八年十二月三十一日及二零一七年十二月三十一日止年度內，本集團並無更改其管理資本之目標、政策或程序。

本集團以資產負債比率（債務淨額除以資本加債務淨額）監控資本情況。本集團的政策為維持最佳的資本架構，削減資本成本。債務淨額包括應付貿易賬款及應付票據、其他應付款項及應計費用、銀行及其他借貸、應付關聯方款項、銀行透支以及可換股債券，並減去現金及現金等值物及已抵押存款。資本包括母公司擁有人應佔權益。於報告期末，資產負債比率如下：

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### 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Fair value measurement

Inputs to valuation techniques used to measure the Group's financial assets at fair value through profit or loss had been categorised as level 1 and level 3 within the fair value hierarchy which is defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

### 42. 金融風險管理之目標及政策 (續)

#### 公允值計量

計量本集團透過損益按公允值列賬的金融資產所使用的估值技術之輸入數據在公允值層級中分為第一級及第三級，公允值層級定義如下：

- 相同資產或負債於活躍市場的報價（未經調整）（第一級）。
- 除第一級所包括的報價以外並可就資產或負債直接（即價格）或間接（即源自價格）觀察的輸入數據（第二級）。
- 並非基於可觀察市場數據的資產或負債之輸入數據（即不可觀察輸入數據）（第三級）。

於綜合財務狀況表中按公允值計量的金融資產及負債分為以下公允值層級：

		2018		2017	
		Carrying amount 賬面金額	Fair value 公允值	Carrying amount 賬面金額	Fair value 公允值
<b>Financial liabilities</b>	<b>金融負債</b>				
Convertible bonds	可換股債券	195,378	199,285	189,436	191,600
		<b>2018</b>			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	透過損益按公允值列賬的金融資產	27,355	-	-	27,355
		<b>2017</b>			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at fair value through profit or loss	透過損益按公允值列賬的金融資產	35,756	-	-	35,756

## 42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

## Fair value measurement (continued)

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets 金融資產	2018 HK\$'000 千港元	Fair value hierarchy 公允價值層級	Valuation technique(s) 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公允價值之關係
<b>Financial assets at FVTPL</b> 透過損益按公允價值列賬的金融資產						
Listed securities 上市證券	27,355	Level 1 第一級	Quoted bid price in an active market 活躍市場所報買入價	N/A 不適用	N/A 不適用	N/A 不適用

During the year ended 31 December 2018 and 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

## 42. 金融風險管理之目標及政策(續)

## 公允價值計量(續)

本集團若干金融資產於各報告期末按公允價值計量。下表列示有關如何釐定該等金融資產公允價值之資料(尤其是所用估值技術及輸入數據)。

截至二零一八年及二零一七年十二月三十一日止年度,第一級與第二級之間並無轉移,亦並無轉入或轉出第三級。本集團的政策是將公允價值層級之間的轉移於所發生的報告期末確認。

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### 43. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cashflows will be classified in the Group's consolidated statement of cash flows from financing activities.

### 43. 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量或未來現金流量在本集團綜合財務報表中分類為融資活動所產生的現金流量的負債。

		<b>Bank and other borrowings</b>	<b>Convertible bonds</b>	<b>Total</b>
		<b>銀行及 其他借貸</b>	<b>可換股債券</b>	<b>總計</b>
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	83,837	–	83,837
Accrued interest	應計利息	30,291	14,415	44,706
Interest paid	已付利息	(30,291)	(11,343)	(41,634)
Financing cash inflows	融資現金流入	(251,994)	–	(251,994)
Financing cash outflows	融資現金流出	554,805	186,364	741,169
New loan acquired through business combination	透過業務合併購入的 新貸款	22,379	–	22,379
Currency translation adjustment	貨幣換算調整	18,094	–	18,094
		<u>427,121</u>	<u>189,436</u>	<u>616,557</u>
At 1 January 2018	於二零一八年一月一日	427,121	189,436	616,557
Accrued interest	應計利息	25,574	26,018	51,592
Interest paid	已付利息	(25,574)	(20,076)	(45,650)
Financing cash inflows	融資現金流入	(112,588)	–	(112,588)
Financing cash outflows	融資現金流出	38,071	–	38,071
Currency translation adjustment	貨幣換算調整	(19,180)	–	(19,180)
		<u>333,424</u>	<u>195,378</u>	<u>528,802</u>

## 44. INTERESTS IN SUBSIDIARIES

Particulars of the major subsidiaries are as follows:

## 44. 於附屬公司的權益

主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營運地點	Value of issued ordinary/registered share capital 已發行普通/ 註冊股本價值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Most Success Corporation Limited 偉成興業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	40	Lending of logistic facilities 租賃物流設施
Shenzhen Meiming Wenshi Trading Limited (i) 深圳市美名問世商貿有限公司(i)	PRC/Mainland China 中國/中國內地	RMB55,000,000 人民幣55,000,000元	-	100	Distribution of wine and liquor 分銷酒類
Shenzhen Beidahuang Green Food Distribution Limited (i), (ii) 深圳北大荒綠色食品配送 有限公司(i)、(ii)	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣10,000,000元	-	50	Sales of green food products 銷售綠色食品
Ever Gain Hong Kong Development Limited 永盛香港發展有限公司	Hong Kong 香港	HK\$100 100港元	60	-	Lending of logistic facilities 租賃物流設施
Shenzhen Qianhai Dahuangyuan Financing Lease Company Limited (iii) 深圳市前海大荒緣融資租賃 有限公司(iii)	PRC/Mainland China 中國/中國內地	USD10,000,000 10,000,000美元	-	100	Money lending 放貸
Beijing Chuangzhangu Desheng Investment Management Co., Ltd 北京創展谷德勝投資管理有限公司	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	-	55	Renting of office premises and facilities in PRC 於中國租賃辦公物業及 設施
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd 北京創展谷望新投資管理有限公司	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	-	55	Renting of office premises and facilities in PRC 於中國租賃辦公物業及 設施
Beijing Mumian Shangyuan Investment Management Co., Ltd 北京木棉上元投資管理有限公司	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	-	55	Renting of office premises and facilities in PRC 於中國租賃辦公物業及 設施

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### 44. INTERESTS IN SUBSIDIARIES (continued)

### 44. 於附屬公司的權益(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及營運地點	Value of issued ordinary/registered share capital 已發行普通/ 註冊股本價值	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shenzhen Nongjiayuan Agricultural Products Delivery Company Limited 深圳市農家園農產品配送有限公司	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣10,000,000元	-	51	Sales of primary agricultural products 初級農產品銷售
Shenzhen Ming Jian Gold Industry Limited 深圳明建金業有限公司	PRC/Mainland China 中國/中國內地	RMB80,000,000 人民幣80,000,000元	-	100	Rental business 租賃業務
Shenzhen Huajinhuiyin Industry Company Limited 深圳市華金華銀實業有限公司	PRC/Mainland China 中國/中國內地	RMB39,000,000 人民幣39,000,000元	-	100	Investment holding 投資控股
Linxiang Qiangsheng Mining Industry Company Limited 臨湘市強盛礦業有限責任公司	PRC/Mainland China 中國/中國內地	RMB60,950,000 人民幣60,950,000元	-	100	Trading of mineral products 礦產品貿易

Notes:

- (i) Registered as a wholly-owned foreign enterprise under the PRC law.
- (ii) The Company holds majority of members in the board of directors which is the governing body of these companies and therefore has the power to direct the relevant activities of these companies, and is exposed, or the rights, to variable returns from the investment with the investee, and has the power to affect the amount of those returns.
- (iii) The English name of the above PRC companies is for identification purpose only.

附註:

- (i) 根據中國法律註冊為外商獨資企業。
- (ii) 本公司持有其董事會(該等公司的管理機構)多數席位,因此,有權力指導該等公司的相關活動,並承受或有權享有來自被投資公司投資的可變回報,且有能力影響該等回報金額。
- (iii) 上述中國公司的英文名稱僅供識別之用。

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

上表列示董事認為主要影響年度業績或構成本集團資產淨值主要部分之本公司主要附屬公司。董事認為提供其他附屬公司之詳情會使內容過於冗長。

**44. INTERESTS IN SUBSIDIARIES (continued)**

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

**44. 於附屬公司的權益 (續)**

本集團擁有重大非控股權益之附屬公司之詳情載列如下：

		2018	2017
Percentage of equity interest held by non-controlling interests:	非控股權益所持股權百分比：		
Shenzhen Beidahuang Green Food Distribution Limited	深圳北大荒綠色食品配送有限公司	<b>50%</b>	50%
Most Success Corporation Limited	偉成興業有限公司	<b>60%</b>	60%
Fujian Fang Run Construction Group Company Limited (note a)	福建省方潤建築集團有限公司 (附註a)	-	49%
Shenzhen Nongjiayuan Agricultural Products Delivery Company Limited (note b)	深圳市農家園農產品配送有限公司 (附註b)	<b>49%</b>	49%
Beijing Chuangzhangu Desheng Investment Management Co., Ltd	北京創展谷德勝投資管理有限公司	<b>45%</b>	45%
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd	北京創展谷望新投資管理有限公司	<b>45%</b>	45%
Beijing Mumian Shangyuan Investment Management Co., Ltd	北京木棉上元投資管理有限公司	<b>45%</b>	45%

Notes:

(a) The subsidiaries were disposed during year 2018.

(b) The subsidiaries were acquired during year 2017.

附註：

(a) 該等附屬公司乃於二零一八年度出售。

(b) 該等附屬公司乃於二零一七年度收購。



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### 44. INTERESTS IN SUBSIDIARIES (continued)

### 44. 於附屬公司的權益 (續)

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Loss/(gain) for the year allocated to non-controlling interests:	分配予非控股權益之年度虧損／(收益)：		
Shenzhen Beidahuang Green Food Distribution Limited	深圳北大荒綠色食品配送有限公司	<b>(793)</b>	565
Most Success Corporation Limited	偉成興業有限公司	<b>(1,845)</b>	(9,156)
Fujian Fang Run Construction Group Company Limited (note a)	福建省方潤建築集團有限公司 (附註a)	-	964
Shenzhen Nongjiayuan Agricultural Products Delivery Company Limited (note b)	深圳市農家園農產品配送有限公司 (附註b)	<b>2,011</b>	(95)
Beijing Chuangzhangu Desheng Investment Management Co., Ltd	北京創展谷德勝投資管理有限公司	<b>(2,397)</b>	(633)
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd	北京創展谷望新投資管理有限公司	<b>(3,361)</b>	(1,968)
Beijing Mumian Shangyuan Investment Management Co., Ltd	北京木棉上元投資管理有限公司	<b>(6,036)</b>	(1,362)
Accumulated balances of non-controlling interests at the reporting dates:	於報告日期非控股權益之累計結餘：		
Shenzhen Beidahuang Green Food Distribution Limited	深圳北大荒綠色食品配送有限公司	<b>342</b>	(129)
Most Success Corporation Limited	偉成興業有限公司	<b>13,682</b>	7,846
Fujian Fang Run Construction Group Company Limited (note a)	福建省方潤建築集團有限公司 (附註a)	-	(1,988)
Shenzhen Nongjiayuan Agricultural Products Delivery Company Limited (note b)	深圳市農家園農產品配送有限公司 (附註b)	<b>(2,048)</b>	250
Beijing Chuangzhangu Desheng Investment Management Co., Ltd	北京創展谷德勝投資管理有限公司	<b>1,706</b>	(544)
Beijing Chuangzhangu Wangxin Investment Management Co., Ltd	北京創展谷望新投資管理有限公司	<b>2,936</b>	(326)
Beijing Mumian Shangyuan Investment Management Co., Ltd	北京木棉上元投資管理有限公司	<b>5,323</b>	(600)

Notes:

- (a) The subsidiaries were disposed during the year 2018.
- (b) The subsidiaries were acquired during the year 2017.

附註：

- (a) 該等附屬公司乃於二零一八年度出售。
- (b) 該等附屬公司乃於二零一七年度收購。

44. INTERESTS IN SUBSIDIARIES (continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

44. 於附屬公司的權益 (續)

下表列示上述附屬公司之財務資料概要。所披露金額乃於任何公司間撇銷之前：

2018	二零一八年	Shenzhen	Shenzhen	Beijing	Beijing	Beijing	
		Beidahuang Green Food Distribution Limited 深圳北大荒 綠色食品配送 有限公司 HK\$'000 千港元	Most Success Corporation Limited 偉成興業 有限公司 HK\$'000 千港元	Nongjiayuan Agricultural Products Delivery Company Limited 深圳市農家園 農產品配送 有限公司 HK\$'000 千港元	Chuangzhangu Desheng Investment Management Co., Ltd 北京創展谷德勝 投資管理 有限公司 HK\$'000 千港元	Chuangzhangu Wangxin Investment Management Co., Ltd 北京創展谷望新 投資管理 有限公司 HK\$'000 千港元	Beijing Mumian Shangyuan Investment Management Co., Ltd 北京木棉上元 投資管理 有限公司 HK\$'000 千港元
Revenue	收入	214,792	44,782	512,944	37,383	34,498	79,274
Total expense	開支總額	(213,206)	(41,707)	(517,047)	(32,056)	(27,030)	(65,861)
(Loss)/profit for the year	年度(虧損)/溢利	1,586	3,075	(4,103)	5,327	7,468	13,413
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	1,586	3,075	(4,103)	4,963	6,989	12,835
Current assets	流動資產	52,992	40,429	841	15,293	7,091	38,037
Non-current assets	非流動資產	488	13,094	119,106	6,722	5,713	10,257
Current liabilities	流動負債	41,307	30,710	110,308	16,307	16,250	34,738
Net cash flows (used in)/generated from operating activities	經營活動(所用)/所得現金流量淨額	2,715	607	8,751	(933)	1,939	(35)
Net cash flows generated from/(used in) investing activities	投資活動所得/(所用)現金流量淨額	20	-	114	(4)	(4)	(18)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(27)	-	(9,823)	-	(2,277)	-
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物(減少)/增加淨額	2,708	607	(958)	(937)	(342)	(53)

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### 44. INTERESTS IN SUBSIDIARIES (continued)

### 44. 於附屬公司的權益 (續)

		Fujian Fang Run Construction Group Company Limited 福建省方潤 建築集團 有限公司 HK\$'000 千港元	Shenzhen Beidahuang Green Food Distribution Limited 深圳北大荒 綠色食品配送 有限公司 HK\$'000 千港元	Most Success Corporation Limited 偉成興業 有限公司 HK\$'000 千港元	Shenzhen Nongjiayuan Agricultural Products Delivery Company Limited 深圳市農家園 農產品配送 有限公司 HK\$'000 千港元
2017	二零一七年				
Revenue	收入	230,523	284,768	46,073	219,935
Total expense	開支總額	232,491	285,898	30,811	219,741
(Loss)/profit for the year	年度(虧損)/溢利	(1,968)	(1,130)	15,262	194
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	(1,968)	(1,130)	15,262	194
Current assets	流動資產	106,225	56,665	19,446	53,233
Non-current assets	非流動資產	8,699	587,207	46,772	974
Current liabilities	流動負債	91,211	46,021	53,130	39,877
Net cash flows (used in)/generated from operating activities	經營活動(所用)/所得 現金流量淨額	(1,781)	4,337	1,043	3,097
Net cash flows used in investing activities	投資活動所用現金流量淨額	-	(599)	(403)	-
Net cash flows generated from/ (used in) financing activities	融資活動所得/(所用) 現金流量淨額	1,117	2,509	-	(6,209)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物 (減少)/增加淨額	(664)	6,247	640	(3,112)

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### 45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

### 45. 本公司財務狀況表及儲備

本公司於報告期末的財務狀況表資料包括：

		2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	–	27
Interests in subsidiaries	於附屬公司的權益	1,705,731	1,711,431
Total non-current assets	非流動資產總值	1,705,731	1,711,458
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	69,732	9,036
Cash and cash equivalents	現金及現金等值物	3,155	1,272
Total current assets	流動資產總值	72,887	10,308
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other borrowings	其他借貸	206,595	179,000
Other payables and accruals	其他應付款項及應計費用	24,887	19,006
Bank overdraft	銀行透支	5,032	–
Convertible bonds	可換股債券	195,378	–
Total current liabilities	流動負債總額	431,892	198,006
<b>NET CURRENT LIABILITIES</b>	<b>淨流動負債</b>	<b>(359,005)</b>	<b>(187,698)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	<b>1,346,726</b>	<b>1,523,760</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Deferred tax liabilities	遞延稅項負債	496	1,448
Convertible bonds	可換股債券	–	189,436
Total non-current liabilities	非流動負債總額	496	190,884
Net assets	資產淨值	1,346,230	1,332,876
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	561,726	543,426
Reserves	儲備	784,504	789,450
Total equity	權益總額	1,346,230	1,332,876

Li Jiehong  
Director

李傑鴻  
董事

Jiang Jianjun  
Director

江建軍  
董事

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### 45. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement of the reserves of the company is as follows:

		Share premium account 股份溢價賬	Share option reserve 購股權儲備	Convertible bonds reserve 可換股債券儲備	Accumulated losses 累計虧損	Total 總計
Notes 附註		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1 January 2017</b>	<b>於二零一七年一月一日</b>	1,312,148	51,746	-	(805,880)	558,014
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(85,125)	(85,125)
Issue of convertible bonds	發行可換股債券	-	-	9,894	-	9,894
Issue of shares upon subscription of new shares	於認購新股份時發行股份	232,311	-	-	-	232,311
Exercise of share option	行使購股權	17,760	(7,483)	-	-	10,277
Repurchase of ordinary shares	購回普通股	(3,411)	-	-	-	(3,411)
Business combination	業務合併	24,923	-	-	-	24,923
Lapse of share options	購股權失效	-	(160)	-	160	-
Equity-settled share option arrangements	股權結算購股權安排	-	42,567	-	-	42,567
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>1,583,731</b>	<b>86,670</b>	<b>9,894</b>	<b>(890,845)</b>	<b>789,450</b>
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(42,383)	(42,383)
Issue of shares upon subscription of new shares	於認購新股份時發行股份	40,000	-	-	-	40,000
Repurchase of ordinary shares	購回普通股	(3,626)	-	-	-	(3,626)
Lapse of share options	購股權失效	-	(49,335)	-	49,335	-
Equity-settled share option arrangements	股權結算購股權安排	-	1,063	-	-	1,063
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>1,620,105</b>	<b>38,398</b>	<b>9,894</b>	<b>(883,893)</b>	<b>784,504</b>

### 45. 本公司財務狀況表及儲備 (續)

本公司儲備變動如下：

	Share premium account 股份溢價賬	Share option reserve 購股權儲備	Convertible bonds reserve 可換股債券儲備	Accumulated losses 累計虧損	Total 總計	
Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
<b>At 1 January 2017</b>	<b>於二零一七年一月一日</b>	1,312,148	51,746	-	(805,880)	558,014
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(85,125)	(85,125)
Issue of convertible bonds	發行可換股債券	-	-	9,894	-	9,894
Issue of shares upon subscription of new shares	於認購新股份時發行股份	232,311	-	-	-	232,311
Exercise of share option	行使購股權	17,760	(7,483)	-	-	10,277
Repurchase of ordinary shares	購回普通股	(3,411)	-	-	-	(3,411)
Business combination	業務合併	24,923	-	-	-	24,923
Lapse of share options	購股權失效	-	(160)	-	160	-
Equity-settled share option arrangements	股權結算購股權安排	-	42,567	-	-	42,567
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>1,583,731</b>	<b>86,670</b>	<b>9,894</b>	<b>(890,845)</b>	<b>789,450</b>
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(42,383)	(42,383)
Issue of shares upon subscription of new shares	於認購新股份時發行股份	40,000	-	-	-	40,000
Repurchase of ordinary shares	購回普通股	(3,626)	-	-	-	(3,626)
Lapse of share options	購股權失效	-	(49,335)	-	49,335	-
Equity-settled share option arrangements	股權結算購股權安排	-	1,063	-	-	1,063
<b>At 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>1,620,105</b>	<b>38,398</b>	<b>9,894</b>	<b>(883,893)</b>	<b>784,504</b>

Under the Companies Law (Revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.3 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.

根據開曼群島公司法(經修訂)，本公司股份溢價賬的資金可供分派予本公司股東，惟於緊隨建議分派股息日後，本公司須有能力償還其於日常業務過程中到期的債務。

購股權儲備包括已授出但尚未行使購股權及認股權證之公允值，詳情載於綜合財務報表附註2.3有關以股份支付款項之會計政策內。有關款項將於相關購股權獲行使時轉撥至股份溢價賬，或倘相關購股權屆滿或被沒收時則轉撥至累計虧損。

**46. LITIGATION**

- (i) On 18 August 2015, the Company received a writ of summons issued by the Registry of the High Court of Hong Kong (the “Writ”) relating to the claim by Mr. Qu Shuncaï (“Mr. Qu”), a former director. Pursuant to the Writ, Mr. Qu, as the plaintiff of the claim, claims against the Company for the sum of HK\$6,069,000 being damages for the Company’s wrongful refusal of the issue of 2,500,000 shares of the Company to him upon exercise of the share options of the Company by Mr. Qu. The submission of the Writ was completed against the proceedings for the above case and entered into the case management stage. There was a case management hearing on 20 September 2017. The court ordered the parties to exchange their respective witness statements on 20 December 2017. The parties complied with the said order to exchange the witness statements. Moreover, the parties also exchanged their supplemental witness statements in mid of August 2018. Subsequently, we filed our amended pleadings in late of February 2019. It is expected that Mr. Qu will file his amended pleadings in late of April 2019 and there will be another case management hearing on 18 September 2019. The Company will update its shareholders and investors about the status of the case by way of announcement as and when required in accordance with the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

**46. 訴訟**

- (i) 於二零一五年八月十八日，本公司收到香港高等法院登記處簽發之傳訊令狀（「令狀」），內容有關前董事屈順才先生（「屈先生」）提出之索償。根據令狀，屈先生（作為索償原告）就本公司於屈先生行使本公司之購股權後不當拒絕向其發行2,500,000股本公司股份而向本公司索償金額6,069,000港元（即損害賠償）。上述案件訴訟程序已完成提交令狀，並進入案件管理階段。案件管理會議聆訊已於二零一七年九月二十日進行。於二零一七年十二月二十日，法院頒令雙方交換證人陳述書。雙方已服從上述頒令交換證人陳述書。此外，雙方亦於二零一八年八月中旬交換其補充證人陳述書。隨後，我方已於二零一九年二月下旬提交經修訂訴狀。預期屈先生將於二零一九年四月下旬提交經修訂訴狀，然後下一次案件管理會議聆訊將於二零一九年九月十八日進行。本公司根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」），將於需要時以公佈形式向其股東及投資者提供有關案件進展之最新情況。

# NOTES TO FINANCIAL STATEMENTS

## 財務報表附註

31 December 2018

二零一八年十二月三十一日

### 46. LITIGATION (continued)

- (ii) The Company is aware that two civil litigations in relation to its cooperation contracts were filed with the People's Court of Qianhai Cooperation Zone, Guangdong Province against the Company, and a bank account of one of its subsidiaries was frozen as a result thereof. After obtaining Chinese legal advice, the Company believes that the probability of compensation being payable is low. While waiting for the writ of summons to be issued by the court, the Company is seeking further information about the status and processes of these cases from its Chinese lawyers. After obtaining such information, the Company will provide further information about these cases by way of announcement as and when required.

### 47. NON-CASH TRANSACTIONS

During the year ended 31 December 2017, the Group acquired Ming Jian for a total consideration of approximately HK\$252,114,000 (equivalent to approximately RMB220,000,000), the consideration was partial satisfied by consideration share of the Company of approximately HK\$32,592,000.

During the year ended 31 December 2017, the Group disposed 100% equity interest in Hunan Meiming of consideration for approximately HK\$11,512,000, which included into the other receivable.

### 48. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 29 March 2019.

### 46. 訴訟 (續)

- (ii) 本公司知悉廣東省前海合作區人民法院有兩宗對本公司由於合作合同糾紛導致的民事起訴，導致本公司旗下其中一間附屬公司的其中一個銀行戶口受到凍結。本公司諮詢了中國律師的意見後，認為需要賠償的機會不大，本公司現正等待法院的傳票，並透過中國律師了解進一步的狀況及程序，待了解後如有需要會考慮作出公佈交代事情發展。

### 47. 非現金交易

截至二零一七年十二月三十一日止年度，本集團以總代價約252,114,000港元（相當於約人民幣220,000,000元）收購明建，代價部分以本公司代價股份約32,592,000港元清償。

截至二零一七年十二月三十一日止年度，本集團以代價約11,512,000港元（計入其他應收款項）出售湖南美名之全部股權。

### 48. 批准綜合財務報表

綜合財務報表已於二零一九年三月二十九日由董事會批准並授權刊發。

**49. EVENTS AFTER REPORTING PERIOD**

The Company has on 25 March 2019 issued HK\$10 million principal amount of 0.02 per cent bond due 2037 with certificate number 039CBI203700020023 under the programme to independent placee(s). The aforesaid Bond is in denomination of HK\$10,000,000 per certificate number, has been issued by way of debt issue to Professional Investors only. The Bond is callable on 26 April 2027 and puttable from 26 April 2026 until 26 April 2027. Interest on the outstanding Bond will be payable annually in arrears at the interest rate of 0.02 per cent per annum first payable on 26 April 2020 and last payable on 26 April 2037. Details please refer to the Company's announcement date on 25 March 2019.

On 21 March 2019, the Company entered into the subscription agreements separately with each of the subscribers for the subscription of an aggregate of 624,867,599 subscription shares at the subscription price of HK\$0.185 per share. The subscription is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the subscription shares. Details of the subscription agreements are disclosed in the announcement of the Company dated 21 March 2019.

**50. COMPARATIVE FIGURES**

The Group has initially applied HKFRS 15 and HKFRS 9 at 1 January 2018. Under the transition methods, comparative information is not restated. Further details of the change in accounting policies are disclosed in note 3 to consolidated financial statement.

**49. 報告期後事項**

於二零一九年三月二十五日，本公司發行根據一項計劃向獨立承配人發行本金額為10,000,000港元之於二零三七年到期之0.02厘債券（證書編號為039CBI203700020023）。上述債券之面額為每個證書編號10,000,000港元，已透過債務發行方式僅發行予專業投資者。債券可於二零二七年四月二十六日贖回及可自二零二六年四月二十六日起至二零二七年四月二十六日止認沽。尚未償還債券之利息須按每年0.02厘之利率於每年年末支付，並須於二零二零年四月二十六日首次支付及須於二零三七年四月二十六日最後一次支付。詳情請參閱本公司日期為二零一九年三月二十五日之公佈。

於二零一九年三月二十一日，本公司與各認購方就按認購價每股0.185港元認購合共624,867,599股認購股份分別訂立認購協議。認購事項須待聯交所批准認購股份上市及買賣後方可作實。認購協議之詳情於本公司日期為二零一九年三月二十一日之公佈內披露。

**50. 比較數字**

本集團於二零一八年一月一日首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。根據過渡方法，並無重列比較資料。有關會計政策變動之進一步詳情於綜合財務報表附註3披露。



## FIVE YEAR FINANCIAL SUMMARY

### 五年財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below.

下表概述本集團過去五個財政年度之業績及資產、負債及非控股權益，乃摘錄自己刊發之經審核財務報表，並已作適當重列／重新分類。

#### RESULTS

#### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2018	2017	2016	2015	2014
		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
Revenue	收入	1,267,140	1,114,635	654,843	785,956	195,260
Profit before tax	除稅前溢利	12,628	123,182	3,224	37,313	101,043
Income tax (expenses)/credit	所得稅(開支)/抵免	(851)	(12,904)	5,353	(22,421)	16
Profit for the year	年度溢利	11,777	110,278	8,577	14,892	101,059
Attributable to:	下列應佔：					
Owners of the parent	母公司擁有人	4,650	115,024	7,217	19,412	117,810
Non-controlling interests	非控股權益	7,127	(4,746)	1,360	(4,520)	(16,751)
		11,777	110,278	8,577	14,892	101,059

#### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

#### 資產、負債及非控股權益

		As at 31 December 於十二月三十一日				
		2018	2017	2016	2015	2014
		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
TOTAL ASSETS	資產總值	2,547,969	2,652,807	1,376,435	1,215,213	505,479
TOTAL LIABILITIES	負債總額	(1,035,980)	(1,132,871)	(396,878)	(203,415)	(207,576)
NON-CONTROLLING INTERESTS	非控股權益	(52,980)	(57,729)	(54,132)	(4,946)	(4,115)
		1,459,009	1,462,207	925,425	1,006,852	293,788



China Beidahuang Industry Group Holdings Limited  
中國北大荒產業集團控股有限公司