



SUNCITY GROUP HOLDINGS LIMITED
太陽城集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份編號：1383)

2018 ANNUAL REPORT 年報



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chau Cheek Wa (*Chairman*)
Mr. Lo Kai Bong
Mr. Au Chung On John
Mr. Manuel Assis Da Silva

Independent Non-Executive Directors

Mr. Tou Kin Chuen
Dr. Wu Kam Fun Roderick
Mr. Lo Wai Tung John

COMPANY SECRETARY

Mr. Tong Wing Chi (resigned on 25 June 2018)
Mr. Ng Wing Ching (appointed on 25 June 2018)

AUDITOR

Deloitte Touche Tohmatsu

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

3/F., Club House of Le Paysage
Buji Street
Longgang District, Shenzhen City
Guangdong Province, the People's Republic of China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1705, 17/F., West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

董事會

執行董事

周焯華先生(主席)
盧啟邦先生
歐中安先生
Manuel Assis Da Silva先生

獨立非執行董事

杜健存先生
胡錦勳博士
盧衛東先生

公司秘書

唐永智先生(於2018年6月25日辭任)
吳永禎先生(於2018年6月25日獲委任)

核數師

德勤•關黃陳方會計師行

註冊辦事處

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

中華人民共和國主要營業地點

中華人民共和國廣東省
深圳市龍崗區
布吉街道
半山道1號會所3樓

香港主要營業地點

香港
干諾道中168-200號
信德中心
西座17樓1705室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

開曼群島主要股份過戶登記處

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

PRINCIPAL BANKERS

In Hong Kong:

DBS Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited

主要往來銀行

在香港：

星展銀行(香港)有限公司
中國銀行(香港)有限公司

In the PEOPLE'S REPUBLIC OF CHINA:

China CITIC Bank

在中華人民共和國：

中信銀行

INVESTOR RELATIONS

For other information relating to the Company, please contact
Corporate Communications Department
website: www.suncitygroup.com.hk
e-mail: ir@suncitygroup.com.hk

投資者關係

有關本公司的其他資料，請聯絡
企業傳訊部
網址：www.suncitygroup.com.hk
電郵：ir@suncitygroup.com.hk

Properties Portfolio Overview

物業組合概覽

PROPERTY DEVELOPMENT BUSINESS

Completed project

Project name	Place	Site Area (m ²)	GFA (m ²)				Saleable Area (m ²)	Commencement/ completion date	Interest attributable to the Group
			Residential	Shop	Others ⁽¹⁾	Total			
Le Paysage	Shenzhen	42,233	90,053	5,890	42,180	138,123	96,953	2008/Q1-2014/Q3	100%

Properties under development/to be developed

Project name	Place	Site Area (m ²)	GFA (m ²)				Saleable Area (m ²)	Commencement/ completion date	Interest attributable to the Group
			Residential	Shop	Others ⁽¹⁾	Total			
The Landale	Chaohu	122,363	78,120	4,854	2,782	85,756	82,974	note (2)	100%
Fushun Project	Shenyang	72,350	N/A	N/A	N/A	N/A	195,345	note (3)	90%

PROPERTY LEASING BUSINESS

Project name	Place	100% owned by the Group Leasable area (m ²)
Gang Long City Shopping Centre	Shenzhen	64,397

Notes:

- (1) Includes club house and car parking spaces
- (2) The project is currently suspended
- (3) The project is currently put on hold

物業開發業務

已完成項目

項目名稱	地點	土地面積 (平方米)	建築面積(平方米)			合計	可銷售面積 (平方米)	動工/竣工時間	本集團 應佔權益
			住宅	商舖	其他 ⁽¹⁾				
半山道1號	深圳	42,233	90,053	5,890	42,180	138,123	96,953	2008年第一季度至 2014年第三季度	100%

在開發/待開發物業

項目名稱	地點	土地面積 (平方米)	建築面積(平方米)			合計	可銷售面積 (平方米)	動工/竣工時間	本集團 應佔權益
			住宅	商舖	其他 ⁽¹⁾				
天嶼湖	巢湖	122,363	78,120	4,854	2,782	85,756	82,974	附註(2)	100%
撫順項目	瀋陽	72,350	不適用	不適用	不適用	不適用	195,345	附註(3)	90%

物業租賃業務

項目名稱	地點	本集團佔100%權益 可出租面積(平方米)
港隆城購物中心	深圳	64,397

附註：

- (1) 含住客會所及停車位
- (2) 該項目現時暫停
- (3) 該項目目前暫緩

Group Financial Summary

集團財務概要

RESULTS

業績

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元	2014 RMB'000 人民幣千元
Revenue	收入	747,595	497,800	1,060,228	729,735	918,657
Rental income	租金收入	45,048	46,908	48,613	47,476	41,124
		792,643	544,708	1,108,841	777,211	959,781
Change in fair value of investment properties	投資物業之公允價值變動	(10,700)	(7,100)	40,000	95,000	467,000
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	1,011	-	-	-	-
Change in fair value of a convertible bond	可換股債券之公允價值變動	73,936	-	-	-	-
Change in fair value of derivative financial instruments	衍生金融工具之公允價值變動	(1,189,505)	(329,855)	17,704	-	-
Reversal of provisions (provisions) for litigations	就訴訟之撥備撥回(撥備)	-	289,240	(130,761)	(114,393)	(98,406)
Reversal of provisions (provisions) for potential claims	潛在索償撥備撥回(撥備)	19,518	(41,882)	14,937	(15,137)	-
(Impairment loss) reversal of impairment loss recognised in respect of inventories	就存貨確認之(減值虧損)減值虧損撥回	-	(57,034)	(21,557)	13,367	59,612
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	-	-	(4,039)	-	(3,564)
Impairment loss recognised in respect of prepayment for land use right	就土地使用權的預付金確認之減值虧損	-	-	(99,330)	-	-
Reversal of impairment loss (impairment loss) recognised in respect of deposits for non-current assets	就非流動資產按金確認之減值虧損撥回(減值虧損)	-	438,000	(316,259)	-	-
Share of loss of an associate	應佔聯營公司虧損	(1,047)	(37)	-	-	-
Share of loss of a joint venture	應佔合營公司虧損	(14,896)	-	-	-	-
Gain (loss) on disposal of subsidiaries	出售附屬公司之收益(虧損)	-	-	1,145	-	(2,001)
Finance costs	融資成本	(161,412)	(118,046)	(192,137)	(296,431)	(347,102)
(Loss) profit before taxation	除稅前(虧損)溢利	(1,378,012)	262,084	(393,452)	(230,606)	(47,420)
Income tax expense	所得稅開支	(80,886)	(65,191)	(318,839)	(161,504)	(239,763)
(Loss) profit for the year	本年度(虧損)溢利	(1,458,898)	196,893	(712,291)	(392,110)	(287,183)
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)	5,648	392	(234)	-	-
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	(1,453,250)	197,285	(712,525)	(392,110)	(287,183)
Total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔全面(開支)收入總額	(1,452,893)	197,394	(702,470)	(391,185)	(286,316)
Total comprehensive expense attributable to non-controlling interests	非控股權益應佔全面開支總額	(357)	(109)	(10,055)	(925)	(867)
		(1,453,250)	197,285	(712,525)	(392,110)	(287,183)

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元	2014 RMB'000 人民幣千元
Non-current assets	非流動資產	2,626,664	1,834,649	1,970,453	2,274,831	2,144,087
Current assets	流動資產	828,214	1,084,052	1,004,600	1,342,918	2,035,495
Current liabilities	流動負債	(2,798,989)	(2,403,566)	(2,277,216)	(3,363,623)	(2,906,351)
Non-current liabilities	非流動負債	(1,714,889)	(762,950)	(1,170,883)	(821,393)	(1,459,128)
Non-controlling interests	非控股權益	11,129	10,772	10,663	5,217	4,292
Deficit attributable to owners of the Company	本公司擁有人應佔虧絀	(1,047,871)	(237,043)	(462,383)	(562,050)	(181,605)

Chairman's Statement 主席報告



Chairman Chau Cheok Wa
主席 周焯華

Dear Shareholders,

On behalf of the board (“Board”) of directors (“Director”) of Suncity Group Holdings Limited (the “Company”), I am pleased to present the consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2018.

REVIEW AND OUTLOOK

The Group recorded a loss attributable to owners of the Company of RMB1,458.5 million this year. This was primarily resulted from the change in fair value of derivative financial instruments and exchange loss arising from convertible bonds. Nevertheless, the Group experienced a remarkable growth in total revenue from RMB544.7 million in 2017 to RMB792.6 million in 2018, increased by 45.5%. Gross profit also increased by RMB54.6 million, representing a 30.0% increase. These were mainly driven by the continual growth of two business segments: (i) Hotel and integrated resort general consultancy services and (ii) Travel related products and services.

各位股東：

本人謹代表太陽城集團控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(統稱為「本集團」)截至2018年12月31日止年度的綜合業績。

回顧及展望

本集團於本年度錄得本公司擁有人應佔虧損人民幣1,458.5百萬元。此主要由於衍生金融工具之公允值變動及可換股債券產生之匯兌虧損所致。然而，本集團在總收入方面經歷非凡增長，由2017年之人民幣544.7百萬元增至2018年之人民幣792.6百萬元，增幅達45.5%。毛利亦增加人民幣54.6百萬元，增幅30.0%。這主要是受兩個業務分部持續增長所帶動：(i)酒店及綜合度假村之一般顧問服務及(ii)旅遊相關產品及服務。

REVIEW AND OUTLOOK (Cont'd)

Outside the Greater China, in addition to the entering into of technical service and casino management agreements in Vietnam and Cambodia during the year, we are also delighted to report that the Group has successfully acquired a joint venture which primarily holds approximately 34% equity interest in an integrated resort project in Hoi An, Vietnam ("Hoi An South Project"). Phase 1 of the Hoi An South Project is currently under development and is expected to be completed by 2019. It will include more than 1,000 hotel rooms, a casino with 140 gaming tables and over 300 slot machines as well as a 18-hole golf course.



Hoi An South Project in Vietnam
於越南的Hoi An South項目



回顧及展望(續)

大中華地區以外，除了年內於越南及柬埔寨訂立技術服務及娛樂場管理協議，我們亦欣然報告本集團已成功收購一間合營公司，其主要持有越南會安一個綜合度假村項目（「Hoi An South項目」）約34%股權。Hoi An South項目的第一期現正開發中，預期於2019年完成。其將包括超過1,000間酒店房、一個擁有140張賭檯及逾300部角子機的娛樂場以及一個18洞高爾夫球場。

With the opening of Hong Kong-Zhuhai-Macao Bridge in 2018, Macau's tourism industry will be a key beneficiary of the 55-kilometer link. It is believed our travel-related business in Macau will be benefited.

隨著港珠澳大橋於2018年啟用，澳門旅遊業將為該全長55公里的大橋之主要受益方。我們於澳門的旅遊相關業務相信將會受惠。

For Vietnam's tourism industry, it is developing at an astonishing rate over the past few years, the international arrivals have been surging at an annual rate of 30%, with a continuous influx of investment in luxury tourism products, including leisure tourism, sea tourism, mountain retreats, and golf. The first-ever casino in Vietnam that allows Vietnamese citizens to enter and wager was also opened in 2019. On the other hand, the economy of Cambodia has been improving in recent years, its gross domestic productivity was worth 22.16 billion US dollars in 2017 whereas the tourist arrivals have reached 5.6 million. Both are reaching the all-time highs.

越南的旅遊業過去數年以驚人的速度發展，國際訪客人次以每年30%的比率急升，豪華旅遊產品的投資亦不斷湧入，包括悠閒旅遊、海上旅遊、山林度假及高爾夫球。越南首家准許當地國民進入及下注的娛樂場亦於2019年開幕。另一方面，柬埔寨的經濟近年持續改善，其本地生產總值於2017年為221.6億美元，到訪旅客則達560萬人次，兩者均創新高。

Chairman's Statement 主席報告



REVIEW AND OUTLOOK (Cont'd)

These are the basis for us to believe that our business strategies to look for the opportunities in tourism-related business in Asian countries are on the right track and will bring greater value to our shareholders in the long run.

Subsequent to the end of the reporting period, the Group signed a non-legal binding memorandum of understanding with Paradise Co., Ltd. ("Paradise") on a possible co-operation on Paradise's casino in Busan, Korea, and we believe that the cooperation can enable both parties to form a synergy and develop its own strengths, resources and expertise.

In order to retain adequate working capital for the investments in tourism-related business in Asian countries, the Board does not propose any payment of dividend for the year ended 31 December 2018 (2017: nil).

ACKNOWLEDGEMENT

I would like to take this opportunity to thank the shareholders, customers and business partners for their trust in, understanding of and support to the Group over the years. Moreover, I would also like to thank all staff for their tremendous effort and contribution. We will continue to explore new business opportunities in the challenging year ahead and strive for the best returns for our shareholders.

Chau Cheok Wa
Chairman

29 March 2019

回顧及展望(續)

這些數字讓我們相信，我們於亞洲國家中尋找旅遊相關商機的業務策略正確無誤，長遠而言將為我們的股東帶來更高的價值。

於報告期末後，本集團已與Paradise Co., Ltd. (「Paradise」) 簽訂一份無法律約束力的諒解備忘錄，內容關於Paradise於韓國釜山的娛樂場一項可能的合作事宜，以及我們相信此合作能使雙方發揮協同效益，提升自身優勢、資源及專長。

為保留充足營運資金在亞洲國家投資旅遊相關業務，董事會不建議就截至2018年12月31日止年度派付股息(2017年：無)。

感謝

本人謹此感謝股東、客戶及商業夥伴多年來對本集團的信任、理解與支持，亦感謝全體員工的努力及貢獻。在未來充滿挑戰的一年，本集團將繼續發掘新商機，並致力為股東帶來良好回報。

周焯華
主席

2019年3月29日

FINANCIAL REVIEW

The Group recorded a loss for the year attributable to owners of the Company of RMB1,458.5 million in 2018 as compared to the profit for the year attributable to owners of the Company of RMB197.0 million in 2017.

The loss for the year attributable to owners of the Company in 2018 was mainly attributable to (i) increase in loss of approximately RMB859.7 million in respect of the change in fair value of derivative financial instruments; (ii) the exchange loss of RMB181.0 million incurred in 2018 instead of an exchange gain of RMB41.7 million in last year; (iii) the absence of reversal of impairment loss of approximately RMB438.0 million recognised in respect of deposits for non-current assets in 2017; and (iv) the absence of reversal of provisions for litigations of approximately RMB289.2 million in 2017.

Revenue: Revenue was derived from (i) property development, (ii) property leasing, (iii) provision of hotel and integrated resort general consultancy services, and (iv) sales of travel related products and services. Revenue for the year was approximately RMB792.6 million, increased by approximately RMB247.9 million when compared to approximately RMB544.7 million for last year. The increase was mainly attributable to the increase in sales of properties and the continual growth in sales of travel related products and services and provision of hotel and integrated resort general consultancy services.

- i) **Property development** – The Group delivered residential units in the aggregate Gross Floor Area (“GFA”) of approximately 2,981 square meters (“m²”) (2017: 1,202 m²), including high-rise building units of approximately 1,475 m² (2017: 204 m²), luxury high-rise building units of approximately 279 m² (2017: 215 m²) and villa of approximately 1,227 m² (2017: 783 m²). Followed by the release of the seizure of properties by the court in 2018, revenue from property development in 2018 increased by approximately RMB44.9 million.
- ii) **Property leasing** – The revenue represented rental income and property management services income from the leasing of Gang Long City Shopping Centre. It recorded a decrease from RMB55.5 million for the year ended 31 December 2017 to approximately RMB52.6 million this year resulting from the decrease in occupancy rate from 82% to 67%.

財務回顧

本集團於2018年錄得本公司擁有人應佔年內虧損人民幣1,458.5百萬元，對比2017年錄得本公司擁有人應佔年內溢利人民幣197.0百萬元。

於2018年本公司擁有人應佔年內虧損主要是由於(i)就衍生金融工具之公允值變動的虧損增加約人民幣859.7百萬元；(ii)於2018年產生匯兌虧損人民幣181.0百萬元，去年則錄得匯兌收益人民幣41.7百萬元；(iii)欠缺了2017年就非流動資產按金確認之減值虧損撥回約人民幣438.0百萬元；及(iv)欠缺了2017年就訴訟之撥備撥回約人民幣289.2百萬元。

收入：收入來自(i)物業開發、(ii)物業租賃、(iii)提供酒店及綜合度假村之一般顧問服務，及(iv)旅遊相關產品及服務銷售。年內收入約為人民幣792.6百萬元，較去年之約人民幣544.7百萬元增加約人民幣247.9百萬元。增加乃主要由於物業銷售增加及旅遊相關產品及服務的銷售以及提供酒店及綜合度假村之一般顧問服務方面持續增長所致。

- i) **物業開發** – 本集團交付合共建築面積(「建築面積」)約2,981平方米(「平方米」)的住宅單位(2017年：1,202平方米)，包括約1,475平方米(2017年：204平方米)的高層住宅單位、約279平方米(2017年：215平方米)的豪華高層住宅單位及約1,227平方米(2017年：783平方米)的別墅。於2018年法院解除物業查封後，相關物業於2018年入帳並增加物業開發收入約人民幣44.9百萬元。
- ii) **物業租賃** – 收入指出租港隆城購物中心的租金收入及物業管理服務收入。本年度的收入約人民幣52.6百萬元，較截至2017年12月31日止年度的收入人民幣55.5百萬元，錄得減少，乃由於出租率由82%下降至67%所致。

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FINANCIAL REVIEW (Cont'd)

- iii) **Hotel and integrated resort general consultancy services** – During the year, the Group entered into technical service agreements with integrated resorts in Vietnam and Cambodia (in addition to the one with a Vietnam integrated resort project in 2017) and therefore generated more revenue by approximately RMB17.3 million.
- iv) **Travel related products and services** – Revenue mainly represented the sale of hotel accommodation products and the increase was mainly attributable to the increase of sale of hotel accommodation products as compared to last year.

Other income, gains and losses: The decrease in other income, gains and losses during the year was mainly due to (i) an exchange loss of approximately RMB181.0 million (2017: exchange gain of approximately RMB41.7 million) which was primarily due to the translation of convertible bonds and derivative financial instruments; and (ii) maintenance costs of RMB32.8 million (2017: nil) due to a landslide accident in 2018.

Selling and distribution expenses: The decrease in 2018 was mainly attributable to the decrease in commission paid for the sales of Le Paysage.

Administrative expenses: The decrease in administrative expenses in this year was a net result of the decrease in share-based compensation benefits offset against the increase in legal and professional fees.

Other operating expenses: The increase in 2018 was mainly due to the increases in utility expenses.

Change in fair value of investment properties: It referred to the change in market value of Gang Long City Shopping Centre located in Shenzhen. The market value of the investment properties as at 31 December 2018 was assessed by an independent valuer. The decrease in 2018 was mainly due to the prevailing market conditions.

Change in fair value of financial asset at fair value through profit or loss (“FVTPL”): During the year, the Company invested in certain listed equity securities, the increase in fair value represented the net increase in total market price of the listed securities.

財務回顧(續)

- iii) **提供酒店及綜合度假村之一般顧問服務** – 於年內，本集團與越南及柬埔寨綜合度假村訂立技術服務協議(繼2017年與越南綜合度假村項目訂立一份協議後)，並因此產生多約人民幣17.3百萬元之收入。
- iv) **旅遊相關產品及服務** – 收入主要指酒店住宿產品銷售，增加乃主要由於酒店住宿產品銷售比去年增加。

其他收入、收益及虧損：年內其他收入、收益及虧損減少，主要由於以下所致：(i) 匯兌虧損約人民幣181.0百萬元(2017年：匯兌收益約人民幣41.7百萬元)，其主要原因為可換股債券及衍生金融工具之匯兌折算；及(ii)於2018年一宗山泥傾瀉意外產生的維護成本為人民幣32.8百萬元(2017年：無)。

銷售及分銷費用：2018年減少乃主要由於就半山道1號之佣金費用減少所致。

行政費用：本年度行政費用減少乃由於股份支付的薪酬福利減少以及被法律及專業費用增加之抵銷所致。

其他營運費用：2018年增加乃主要由於公用設施費用增加所致。

投資物業之公允值變動：其指位於深圳之港隆城購物中心之市值變動。該等投資物業於2018年12月31日之市值已由獨立估值師評估。2018年減少乃主要由於現行市況所致。

按公允值計入損益(「按公允值計入損益」)之金融資產之公允值變動：年內，本公司投資若干上市股本證券，公允值增加指該等上市證券總市價之淨增加。

FINANCIAL REVIEW (Cont'd)

Change in fair value of a convertible bond: The Company issued a convertible bond in the principal amount of HK\$570 million (equivalent to approximately RMB505.1 million) to Fame Select Limited, the major shareholder of the Company in 2016 ("2016 Convertible Bond"). During the year ended 31 December 2018, the maturity date of the 2016 Convertible Bond was extended to 7 December 2020 and this resulted in a change in fair value of a convertible bond of RMB73.9 million.

Change in fair value of derivative financial instruments: On 28 August 2018, the Company issued a convertible bond with a principal amount of HK\$297 million (equivalent to approximately RMB257.5 million) ("2018 Convertible Bond"). Both 2016 Convertible Bond and 2018 Convertible Bond contain derivative components and the change in fair value of derivative components, as assessed by an independent valuer, has been recognised in the consolidated statement of profit or loss and other comprehensive income.

Reversal of provisions for litigations: As stated in note 30 to the consolidated financial statements, since the Group reached settlement agreements in relation to the Bank Claim (as defined in note 27 to the consolidated financial statements) and Consultant Claim (as defined in note 30 to the consolidated financial statements), reversal of provisions for litigations amounting to approximately RMB289.2 million was recognised in 2017.

Reversal of provisions (provisions) for potential claims: The provisions for potential claims represented the potential refunds of deposits and compensation to the buyers of the properties held for sale in relation to breaches of terms stipulated in the sales and purchase agreement entered into between the Group and the buyers. As disclosed in the note 27 to the consolidated financial statements, followed by the formal release of the seizure of properties by the court in 2018, reversal of provisions of RMB19.5 million was recognised during the year (2017: provisions of RMB41.9 million).

Impairment loss recognised in respect of inventories: The amount represented the impairment loss recognised for the difference between the cost and its net realisable value of the Landale in the People's Republic of China (the "PRC") in 2017, as assessed by an independent valuer.

Reversal of impairment loss recognised in respect of deposits for non-current assets: The Group received the refundable deposits for two projects in the PRC in an aggregate amount of RMB438.0 million in 2017.

財務回顧(續)

可換股債券之公允值變動: 本公司於2016年向本公司主要股東名萃有限公司發行本金額570百萬港元(相當於約人民幣505.1百萬元)之可換股債券(「2016年可換股債券」)。於截至2018年12月31日止年度,2016年可換股債券之到期日獲延長至2020年12月7日及此導致可換股債券之公允值變動人民幣73.9百萬元。

衍生金融工具之公允值變動: 於2018年8月28日,本公司發行本金額297百萬港元(相當於約人民幣257.5百萬元)之可換股債券(「2018年可換股債券」)。2016年可換股債券及2018年可換股債券均包含衍生部分,而衍生部分之公允值變動(經獨立估值師評估)已於綜合損益及其他全面收益表內確認。

就訴訟之撥備撥回: 如綜合財務報表附註30所述,由於本集團就銀行索償(定義見綜合財務報表附註27)及顧問索償(定義見綜合財務報表附註30)達成和解協議,故於2017年確認就訴訟之撥備撥回約人民幣289.2百萬元。

潛在索償撥備撥回(撥備): 潛在索償撥備指就違反本集團與持作銷售物業之買方訂立之買賣協議訂明之條款而向買方作出之潛在按金退回及賠償。如綜合財務報表附註27所披露,於法院於2018年正式解除沒收物業後,年內確認撥備撥回人民幣19.5百萬元(2017年:撥備人民幣41.9百萬元)。

就存貨確認之減值虧損: 該款項指就於2017年中華人民共和國(「中國」)天嶼湖之成本與其可變現淨值(經獨立估值師評估)之間之差額確認之減值虧損。

就非流動資產按金確認之減值虧損撥回: 本集團於2017年收到於中國的兩個項目的可退回按金共計金額人民幣438.0百萬元。

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FINANCIAL REVIEW (Cont'd)

Share of loss of an associate: The amount represented the share of loss and other comprehensive expense of the Group's associate.

Share of loss of a joint venture: One joint venture was acquired through the acquisition of the entire equity interest and shareholder's loan owed by Star Admiral Limited ("Star Admiral") during the year. The principal asset represents approximately 34% indirect equity interest in the integrated resort development project located in Hoi An South, Quang Nam Province in Vietnam (the "Hoi An South Project"). Phase 1 of the Hoi An South Project is expected to be completed by the end of 2019.

Finance costs: Finance costs mainly comprised interests on interest-bearing loan and effective interest expenses on convertible bonds. The increase in 2018 was mainly due to the increase in other borrowings, the newly issued promissory notes of HK\$303,000,000 and 2018 Convertible Bond.

Income tax expense: Income tax expense included current tax, land appreciation tax ("LAT") and deferred tax and the increase for the year was mainly due to the impact of deferred tax arising from LAT.

SEGMENT ANALYSIS

In 2018, (i) property development revenue; (ii) property leasing revenue; (iii) hotel and integrated resort general consultancy services income; and (iv) travel related products and services income accounted for approximately 22.38% (2017: 24.33%), 6.64% (2017: 10.19%), 2.50% (2017: 0.47%) and 68.48% (2017: 65.01%) of the total revenue respectively.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

Total pledged bank deposits, restricted bank deposits and bank balances and cash as at 31 December 2018 amounted to approximately RMB103.1 million (31 December 2017: RMB308.8 million) which included approximately RMB58.3 million, US\$0.001 million, MOP6.9 million and HK\$44.3 million respectively.

財務回顧(續)

應佔聯營公司虧損: 該款項指應佔本集團聯營公司之虧損及其他全面開支。

應佔合營公司虧損: 一間合營公司於年內透過收購星將有限公司(「星將」)全部股權及其結欠之股東貸款獲收購。其主要資產為位於越南廣南省會安南的綜合度假村開發項目(「Hoi An South項目」)約34%間接股權。Hoi An South項目第一期預期於2019年底完成。

融資成本: 融資成本主要包括計息貸款之利息及可換股債券之實際利息開支。2018年增加乃主要由於其他借貸有所增加、新發行承兌票據303,000,000港元及2018年可換股債券。

所得稅開支: 所得稅開支包括即期稅項、土地增值稅(「土地增值稅」)及遞延稅項,年內增加乃主要由於土地增值稅產生之遞延稅項影響所致。

分部分析

於2018年,(i)物業開發收入;(ii)物業租賃收入;(iii)酒店及綜合度假村之一般顧問服務收入;及(iv)旅遊相關產品及服務收入分別約佔總收入的22.38%(2017年:24.33%)、6.64%(2017年:10.19%)、2.50%(2017年:0.47%)及68.48%(2017年:65.01%)。

流動性資金、財務資源及負債比率

於2018年12月31日,已抵押銀行存款、受限制銀行存款及銀行結餘及現金總額約為人民幣103.1百萬元(2017年12月31日:人民幣308.8百萬元),分別包括約人民幣58.3百萬元、0.001百萬美元、6.9百萬澳門元及44.3百萬港元。

LIQUIDITY, FINANCIAL RESOURCES AND GEARING (Cont'd)

The Group had total bank and other borrowings of approximately RMB685.3 million as at 31 December 2018 (31 December 2017: RMB617.5 million) of which approximately RMB243.3 million were repayable on demand or within one year; approximately RMB117.0 million were repayable in the second year; approximately RMB130.0 million were repayable in the third to fifth year, inclusive; and the remainings were repayable after the fifth year. The Group's borrowings carried interest at fixed or floating interest rates. The Group's total bank and other borrowings divided by total assets as at 31 December 2018 was approximately 19.83% (31 December 2017: 21.16%).

The Group had convertible bonds and derivative financial instruments of approximately RMB515.1 million (31 December 2017: RMB411.1 million) and RMB1,578.9 million (31 December 2017: RMB439.9 million), respectively. The total of convertible bonds and derivative financial instruments divided by total assets as at 31 December 2018 was 60.61% (31 December 2017: 29.16%).

As at 31 December 2018, the Group had current assets of approximately RMB828.2 million (31 December 2017: RMB1,084.1 million) and current liabilities of approximately RMB2,799.0 million (31 December 2017: RMB2,403.6 million).

CHARGE ON ASSETS

As at 31 December 2018, bank and other borrowings of approximately RMB685.3 million (31 December 2017: RMB617.5 million) were secured by certain investment properties, inventories and pledged bank deposits of the Group of approximately RMB1,714.2 million (31 December 2017: RMB1,724.9 million), RMB172.1 million (31 December 2017: RMB178.1 million) and RMB0.006 million (31 December 2017: RMB0.006 million) respectively.

As at 31 December 2018, pledged bank deposits of approximately RMB7.1 million (31 December 2017: RMB5.6 million) were pledged for the license and suppliers in relation to Sun Travel Ltd., an indirect wholly-owned subsidiary of the Company.

流動性資金、財務資源及負債比率 (續)

於2018年12月31日，本集團的銀行及其他借貸總額約為人民幣685.3百萬元(2017年12月31日：人民幣617.5百萬元)，其中約人民幣243.3百萬元須按要求或於1年內償還；約人民幣117.0百萬元須於第2年償還；約人民幣130.0百萬元須於第3至5年(包括首尾兩年)內償還；及餘額須於5年後償還。本集團借貸以定息或浮動息率計息。本集團於2018年12月31日的銀行及其他借貸總額除以總資產為約19.83%(2017年12月31日：21.16%)。

本集團之可換股債券及衍生金融工具分別約為人民幣515.1百萬元(2017年12月31日：人民幣411.1百萬元)及人民幣1,578.9百萬元(2017年12月31日：人民幣439.9百萬元)。於2018年12月31日，可換股債券及衍生金融工具總額除以總資產為60.61%(2017年12月31日：29.16%)。

於2018年12月31日，本集團有流動資產約人民幣828.2百萬元(2017年12月31日：人民幣1,084.1百萬元)及流動負債約人民幣2,799.0百萬元(2017年12月31日：人民幣2,403.6百萬元)。

對資產的抵押

於2018年12月31日，銀行及其他借貸約人民幣685.3百萬元(2017年12月31日：人民幣617.5百萬元)分別由本集團約值人民幣1,714.2百萬元(2017年12月31日：人民幣1,724.9百萬元)、人民幣172.1百萬元(2017年12月31日：人民幣178.1百萬元)及人民幣0.006百萬元(2017年12月31日：人民幣0.006百萬元)的若干投資物業、存貨及已抵押銀行存款作抵押。

於2018年12月31日，約人民幣7.1百萬元(2017年12月31日：人民幣5.6百萬元)的已抵押銀行存款已就本公司間接全資附屬公司太陽旅遊有限公司抵押予特許人及供應商。

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CHARGE ON ASSETS (Cont'd)

As at 31 December 2018, pledged bank deposits of approximately RMB0.3 million (31 December 2017: RMB0.3 million) have been pledged with the banks as guarantee deposits for the mortgage loan facilities granted to the buyers of the Group's properties.

As at 31 December 2018, the indirect equity interest of approximately 34% in Hoi An South Development Limited ("HASD") were pledged to a bank for the banking facilities granted to HASD.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group conducts its business primarily in Renminbi. Save for other receivables, financial assets at FVTPL, amounts due from directors, bank balances and cash, pledged bank deposits, amount due to a director, amount due to a related company, loan from a related company, derivative financial instruments and convertible bonds that are denominated in currencies other than the functional currency of the operations to which they relate, the Group did not have material exposures to fluctuations in exchange rates. The Group did not engage in any derivative activities and did not commit to any financial instruments to hedge its statement of financial position exposure to fluctuations in exchange rates as at 31 December 2018.

CONTINGENT LIABILITIES

For the details of contingent liabilities, please refer to the note 35 to the consolidated financial statements.

COMMITMENTS

For the details of operating lease and capital commitments, please refer to the notes 36 and 37 to the consolidated financial statements.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

During the year ended 31 December 2018, the Group completed the acquisition of the entire equity interest in and shareholder's loan owed by Star Admiral, which indirectly owns approximately 34% equity interest in an integrated resort in Hoi An, Quang Nam Province, Vietnam.

Save for the acquisition above, the Group had no material acquisitions and disposals of subsidiaries during the year ended 31 December 2018.

對資產的抵押(續)

於2018年12月31日，已抵押銀行存款約人民幣0.3百萬元(2017年12月31日：人民幣0.3百萬元)已抵押予多間銀行，作為本集團物業買方獲授按揭貸款融資之保證金。

於2018年12月31日，於Hoi An South Development Limited(「HASD」)約34%之間接股權已抵押予一間銀行，作為HASD獲授予銀行融資之抵押。

匯率波動風險及有關對沖

本集團主要以人民幣進行其業務。除了其他應收款、按公允值計入損益金融資產、應收董事款項、銀行結餘及現金、已抵押銀行存款、應付一名董事款項、應付一間關連公司款項、來自一間關連公司貸款、衍生金融工具及可換股債券(以營運的功能貨幣以外的貨幣計值)之外，本集團並無重大匯率波動風險。於2018年12月31日，本集團並沒有參與任何衍生工具活動及並無對任何金融工具作出承擔以對沖財務狀況表中外匯風險。

或然負債

有關或然負債之詳情，謹請參考綜合財務報表附註35。

承擔

有關經營租賃及資本承擔之詳情，請參閱綜合財務報表附註36及37。

附屬公司之重大收購及出售

截至2018年12月31日止年度，本集團完成收購星將全部股權及結欠之股東貸款，該公司間接擁有位於越南廣南省會安的綜合度假村項目約34%股權。

除上述收購外，本集團於截至2018年12月31日止年度並無附屬公司之重大收購及出售。

TREASURY POLICIES AND CAPITAL STRUCTURE

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

EMPLOYEES

As at 31 December 2018, the Group had a staff force of approximately 141 (31 December 2017: 168) employees. Of this, most were stationed in the PRC. The remuneration of employees was in line with the market trend and commensurate to the level of pay in the industry. Remuneration of the Group's employees includes basic salaries, bonuses and long-term incentives (such as share option scheme). Total staff costs, including directors, incurred for the year 2018 was approximately RMB53.6 million (2017: RMB50.3 million).

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: nil).

EVENT AFTER THE END OF THE REPORTING PERIOD

For the details of event after the reporting period, please refer to note 45 to the consolidated financial statements.

BUSINESS REVIEW

During the year ended 31 December 2018, the Group continued to engage in (i) property development in the PRC; (ii) property leasing in the PRC, (iii) provision of hotel and integrated resort general consultancy services in Vietnam and Cambodia; and (iv) travel related products and services.

Property development

As at 31 December 2018, the Group had three property development projects in the PRC. Namely Le Paysage in Shenzhen, Guangdong Province, the Landale located at Chaohu, Anhui Province and a project at Fushun, Liaoning Province ("Fushun Project").

Le Paysage

The Group has commenced to deliver Le Paysage to buyers since the third quarter of 2014 and has already sold approximately 85% of the total saleable area of Le Paysage as at 31 December 2018.

財資政策及資本結構

本集團就其財資政策採取審慎策略，並專注於風險管理及與本集團之相關業務有直接關係之交易。

僱員

於2018年12月31日，本集團擁有約141名(2017年12月31日：168名)員工，其中絕大部分常駐中國。僱員的薪酬與市場趨勢一致，與業內的薪酬水平相若。本集團僱員的薪酬包括基本薪金、花紅及長期獎勵(如購股權計劃)。2018年所產生的員工(包括董事)成本總額約為人民幣53.6百萬元(2017年：人民幣50.3百萬元)。

末期股息

董事會並無建議派付截至2018年12月31日止年度末期股息(2017年：無)。

報告期末後事項

有關報告期後事項之詳情，謹請參考綜合財務報表附註45。

業務回顧

截至2018年12月31日止年度，本集團繼續(i)於中國從事物業開發；(ii)於中國從事物業租賃；(iii)於越南及柬埔寨提供酒店及綜合度假村之一般顧問服務；及(iv)提供旅遊相關產品及服務。

物業開發

於2018年12月31日，本集團於中國有三項物業開發項目，即位於廣東省深圳市的半山道1號、位於安徽省巢湖市的天嶼湖及位於遼寧省撫順市的項目(「撫順項目」)。

半山道1號

本集團已自2014年第三季度起開始向買方交付半山道1號，而於2018年12月31日已出售半山道1號面積佔總可銷售面積約85%。

Management Discussion and Analysis 管理層討論及分析

BUSINESS REVIEW (Cont'd)

Property development (Cont'd)

Landale and Fushun Project

The Landale is currently suspended due to the change in policy regarding the rules of scenic area in the PRC while the Fushun Project is currently put on hold due to unfavorable market conditions.

Apart from the PRC, the Group has been exploring opportunities in other Asian countries such as Vietnam, Korea, Japan, Philippines and Myanmar.

Property leasing

The property leasing business is principally engaged in the leasing of a portion of Hong Long Plaza in Shenzhen, namely Gang Long City Shopping Centre. The shopping centre has a leasable area of 64,397 m² and the occupancy rate for the year ended 31 December 2018 was 67% (2017: 82%).

Hotel and integrated resort general consultancy services

The Group commenced the provision in hotel and integrated general consultancy services in 2017 and several agreements have been signed with integrated resorts in Vietnam and Cambodia. As those integrated resorts are still under construction and the construction will be completed from end of 2019 onwards, the Group believes the performance of this segment will improve in the coming years.

業務回顧(續)

物業開發(續)

天嶼湖及撫順項目

天嶼湖因中國景區規則的政策改變目前已暫停，而撫順項目亦因不利市況目前已停下來。

除中國外，本集團一直發掘越南、韓國、日本、菲律賓及緬甸等其他亞洲國家的商機。

物業租賃

物業租賃業務主要為租賃一部分深圳鴻隆廣場(即港隆城購物中心)。截至2018年12月31日止年度，購物中心的可出租面積為64,397平方米及出租率為67%(2017年：82%)。

酒店及綜合度假村之一般顧問服務

本集團於2017年開始提供酒店及綜合度假村之一般顧問服務，並與越南及柬埔寨的綜合度假村簽訂多份協議。由於該等綜合度假村仍在建設中，工程將於2019年底完成，本集團相信，此分部的表現將於未來數年有所改善。



Signing ceremony held on 29 September 2018 for a project in Cambodia

為一柬埔寨項目於2018年9月29日舉行的簽約儀式

BUSINESS REVIEW (Cont'd)

Travel related products and services

The Group commenced the provision of hotel accommodation products, transportation tickets and travel related products in Macau since 2016. In addition to the traditional point-of-sale channels, the Group is in the process of developing a mobile application to facilitate the sale of travel related products and aim to launch in the coming year.

According to the information published by the Statistics and Census Service of the Macau SAR Government, the number of visitor arrivals exceeded 35.8 million in 2018, up by 9.8% year-on-year. The average occupancy rate of hotels and guesthouses for the year ended 31 December 2018 increased by 3.9% year-on-year to 91.1%, with 5-star hotels at 92.4%, an increase of 4.6% year-on-year. The average length of stay of guests held steady year-on-year at 1.5 nights.

Following the opening of Hong Kong-Zhuhai-Macao Bridge in October 2018, Macau's tourism industry will be a key beneficiary of the 55-kilometer link as it puts Hong Kong, Macau and Zhuhai within an hour's drive of each other and it is expected to boost the regional tourism.

During the year ended 31 December 2018, the Group has extended its travel products to Vietnam and we aim to enrich our products to cover more Asian countries in the near future.

Having considered the above, together with the direction of Macau's tourism moving towards an integrated leisure and entertainment city, we are optimistic on the development of the travel related products and services segment.

Investment in integrated resorts

On 28 August 2018, the Group completed the acquisition of the entire equity interest and shareholder's loan owed by Star Admiral. Star Admiral held approximately 34% indirect equity interest in the Hoi An South Project. The Hoi An South Project is expected to comprise seven phases to be developed over a span of thirteen years on a site of approximately 985.5 hectares. Phase 1 is currently under development and is expected to be completed by 2019 and it will include more than 1,000 hotel rooms, a casino with 140 gaming tables and over 300 slot machines as well as a golf course.

According to UNWTO Tourism Highlights 2018 Edition, Vietnam recorded the fastest growth in international tourist arrivals within the South-East Asia region in 2017, the international tourist arrivals further increased to 15.5 million in 2018 according to Vietnam National Administration of Tourism, it is believed that the Vietnam tourism industry will continue to grow and the Group shall benefit from its investment in Hoi An South Project.

業務回顧(續)

旅遊相關產品及服務

本集團自2016年起於澳門提供酒店住宿產品、船票及旅遊相關產品。除傳統的銷售點渠道外，本集團正開發手機應用程式以促進旅遊相關產品的銷售，並計劃於來年推出。

根據澳門特別行政區政府統計暨普查局發佈的資料，2018年訪澳旅客的人次逾3,580萬人，按年上升9.8%。截至2018年12月31日止年度酒店及旅館的平均入住率按年增加3.9%至91.1%，其中五星級酒店的入住率達92.4%，按年增幅4.6%。住客平均留宿時間為1.5晚，按年表現持平。

隨著港珠澳大橋於2018年10月啟用，澳門旅遊業將為該全長55公里的大橋之主要受益方，因它把來往香港、澳門及珠海三地之車程縮於一小時內，可望推動地區旅遊業。

截至2018年12月31日止年度，本集團將其旅遊產品擴大至越南，並銳意於可見將來豐富產品以覆蓋更多亞洲國家。

經考慮上文所述，連同澳門旅遊業邁向綜合休閒及娛樂城的方向，我們對旅遊相關產品及服務分部的發展持樂觀態度。

於綜合度假村的投資

於2018年8月28日，本集團完成收購星將的全部股權及結欠的股東貸款。星將擁有Hoi An South項目約34%間接股權。Hoi An South項目預計分七期開發，年期為13年，佔地約985.5公頃。第一期現正開發中，預計於2019年完成，將包括超過1,000間酒店房、一個擁有140張賭檯及逾300部角子機的娛樂場以及一個高爾夫球場。

根據聯合國世界旅遊組織發佈的《2018世界旅遊亮點》，越南於2017年是東南亞地區到訪國際旅客人次增長最快的國家，據越南國家旅遊總局表示，2018年到訪國際旅客進一步增至1,550萬人次，因此相信越南旅遊業將繼續增長，本集團將受惠於Hoi An South項目的投資。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW (Cont'd)

Investment in Summit Ascent Holdings Limited

In December 2018, the Group acquired a minority stake in Summit Ascent Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

GOING FORWARD

The Group will continue to diversify its businesses to tourism-related real estate in Asian Countries and grasp opportunities on the provision for hotel and integrated resort general consultancy services. A memorandum of understanding with Paradise Co., Ltd. was signed earlier on the possible co-operation in Paradise Casino Busan. The Group aims to build an integrated tourism related platform with equity investments in integrated resorts as well as a tourism-related service provider to integrated resorts within the Asian region.

業務回顧(續)

於凱升控股有限公司的投資

於2018年12月，本集團收購凱升控股有限公司(於香港聯合交易所有限公司主板上市之公司)之少數權益。

展望

本集團將繼續將其業務擴大至亞洲國家的旅遊相關房地產，並抓緊提供酒店及綜合度假村之一般顧問服務的商機。早前已就與Paradise Casino Busan可能合作與Paradise Co., Ltd.簽訂諒解備忘錄。本集團銳意發展為綜合度假村股權投資平台，並發展為亞洲區綜合度假村的旅遊相關服務提供者。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷

EXECUTIVE DIRECTORS

Mr. Chau Cheok Wa, aged 44, was born in Macau. Mr. Chau joined the Company on 2 September 2011 as an executive Director and acted as the Chairman of the Company since 8 November 2011. Mr. Chau was also appointed as directors of certain subsidiaries of the Group. Mr. Chau engaged in the business of operating and managing VIP clubs in hotels. Mr. Chau was previously an executive director and the chairman of Sun International Group Limited (formerly known as “Sun International Resources Limited”) (Stock Code: 8029) (“Sun International”), a company listed on the GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and resigned on 5 July 2013.

Mr. Lo Kai Bong, aged 39, joined the Company on 9 March 2017 as an executive Director and was appointed as directors of certain subsidiaries of the Group. Mr. Lo has obtained a Bachelor of Arts degree from the University of Winnipeg in Canada. Mr. Lo is the Chief Investment Officer of Suncity Group, which is one of Asia’s leading VIP services and entertainment conglomerates. Mr. Lo has been involved in business development of Suncity Group’s overseas businesses. Mr. Lo is also responsible for the corporate management, mergers and acquisitions of Suncity Group and is experienced in the gaming industry. On 12 December 2018, Mr. Lo was appointed as a non-executive director of Summit Ascent Holdings Limited (Stock Code: 102), a company listed on the Main Board of the Stock Exchange. Prior to his appointment as an executive Director, Mr. Lo was appointed as an executive director of Sun International from 13 August 2013 to 28 February 2015.

Mr. Au Chung On John, aged 59, joined the Company on 31 March 2017 as an executive Director and was appointed as directors of certain subsidiaries of the Group. Mr. Au has obtained a Bachelor of Social Science degree from The Chinese University of Hong Kong in 1983. He has more than 14 years of experience in the gaming industry. From 2004 to 2016, Mr. Au was the senior director of business development, director of operations as well as various senior management positions at one of the major gaming concessionaires in Macau. His major roles included but not limited to establishing business strategies, driving overall performance and control of VIP business, and overseeing both gaming and non-gaming operation of newly established properties. Representing the company, Mr. Au was a member of gaming related committees formed by the six Macau concessionaires and sub-concessionaires to provide advice to the relevant regulatory bodies of the Macau government.

執行董事

周焯華先生，44歲，於澳門出生。彼於2011年9月2日作為執行董事加入本公司，並自2011年11月8日起擔任本公司主席。周先生亦獲委任為本集團若干附屬公司之董事。周先生於各酒店之娛樂場貴賓會從事營運及管理貴賓會業務。周先生曾為太陽國際集團有限公司(前稱「太陽國際資源有限公司」)(於香港聯合交易所有限公司(「聯交所」)GEM上市，股份代號：8029)(「太陽國際」)之執行董事及主席並已於2013年7月5日辭任。

盧啟邦先生，39歲，於2017年3月9日作為執行董事加入本公司，並獲委任為本集團若干附屬公司董事。盧先生持有加拿大溫尼伯大學之文學士學位。盧先生為太陽城集團之首席投資總監，其為亞洲其中一間具領導地位之貴賓服務及娛樂綜合企業。盧先生一直參與太陽城集團海外業務之業務發展。盧先生亦負責太陽城集團之公司企業管理及併購，並具有博彩業經驗。於2018年12月12日，盧先生獲委任為凱升控股有限公司(股份代號：102)(於聯交所主板上市之公司)之非執行董事。獲委任為執行董事前，盧先生自2013年8月13日起至2015年2月28日獲委任為太陽國際之執行董事。

歐中安先生，59歲，於2017年3月31日作為執行董事加入本公司，並獲委任為本集團若干附屬公司董事。歐先生於1983年獲得香港中文大學社會科學學士學位。彼擁有逾14年博彩業經驗。於2004年至2016年，歐先生在澳門一間大型博彩娛樂經營集團曾擔任業務發展高級董事、營運董事等多個高級職位，負責制定企業發展策略，提升貴賓業務整體表現，新發展項目博彩與非博彩之營運管理等範疇。歐先生亦代表集團，成為由澳門六間博彩經營集團所組成的委員會成員之一，向澳門相關監管政府機構提供專業意見。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷

EXECUTIVE DIRECTORS (Cont'd)

Mr. Manuel Assis Da Silva, aged 65, joined the Company on 31 March 2017 as an executive Director. Mr. Manuel Assis Da Silva had served at The Gaming Inspection and Coordination Bureau ("DICJ"), the Macau gaming regulator, for more than 43 years and was appointed as the Head of Inspection at DICJ from 2003 to 2016, during which he was responsible for overseeing the casino operation in Macau. Mr. Manuel Assis Da Silva is recognised across Asia as an expert on casino game rules, internal controls in casinos, the control of junket and VIP gaming operations and in the regulation of gaming machines. He serves as a consultant to a number of substantial industry participants, including machine manufacturers, casino operators and other industry suppliers.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tou Kin Chuen, aged 42, joined the Company on 26 April 2012 as an independent non-executive Director, the chairman of audit committee and the members of remuneration committee and nomination committee. Mr. Tou is the principal of Roger K.C. Tou & Co. Mr. Tou graduated from the Hong Kong Shue Yan University (formerly known as Hong Kong Shue Yan College) with a Honours Diploma in Accounting in 2001. He is experienced in audit, taxation, company secretarial, insolvency and finance for over 20 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and an associate of the Taxation Institute of Hong Kong. Mr. Tou has been the independent non-executive director of Sun International and Milan Station Holdings Limited (Stock Code: 1150), a company listed on the Main Board of the Stock Exchange since 22 July 2015.

Dr. Wu Kam Fun Roderick, aged 80, joined the Company on 26 April 2012 as an independent non-executive Director, the chairman of nomination committee and the members of audit committee and remuneration committee. Dr. Wu obtained his LL.B. degree and Honorary Doctorate of the University from the University of Buckingham, United Kingdom. Dr. Wu is also an Associate of Chartered Institute of Arbitrators and a Barrister of the Inner Temple, the Victorian Bar, Australia and the Singapore Bar. Dr. Wu was awarded Diploma in Chinese Law by the then University of East Asia, Macau, now known as the University of Macau. Dr. Wu has been at the Hong Kong Bar for over 37 years. He is a practising member of the Hong Kong Bar Association.

執行董事(續)

Manuel Assis Da Silva 先生，65歲，於2017年3月31日作為執行董事加入本公司。Manuel Assis Da Silva先生在澳門博彩監管機構博彩監察協調局(「博彩監察協調局」)任職逾43年，於2003年至2016年獲委任為博彩監察協調局監察廳廳長，負責監督澳門娛樂場運作。Manuel Assis Da Silva先生是亞洲知名的娛樂場遊戲規則、娛樂場內部監控、博彩中介人及貴賓博彩業務控制以及博彩機器監管方面的專家。彼擔任業內多家大型公司(包括機器製造商、娛樂場運營商及行業其他供應商)的顧問。

獨立非執行董事

杜健存 先生，42歲，於2012年4月26日作為獨立非執行董事、審核委員會主席及薪酬委員會及提名委員會會員加入本公司。杜先生為杜健存會計師事務所之負責人，於2001年畢業於香港樹仁大學(前稱香港樹仁學院)，持有榮譽會計文憑。彼在審計、稅務、公司秘書、破產及財務方面擁有逾20年經驗。杜先生為香港會計師公會(「香港會計師公會」)會員及香港稅務學會會員。杜先生擔任太陽國際及米蘭站控股有限公司(股份代碼：1150)(自2015年7月22日起於聯交所主板上市之公司)之獨立非執行董事。

胡錦勳 博士，80歲，於2012年4月26日作為獨立非執行董事、提名委員會主席及審核委員會及薪酬委員會會員加入本公司。胡博士於英國白金漢大學取得法律學士學位及榮譽博士學位。胡博士為英國特許仲裁學會會員。彼考獲英國倫敦內廟法學院大律師資格，並獲得澳洲維多利亞省及新加坡共和國之大律師資格。澳門東亞大學，現稱澳門大學，授予胡博士中國法律文憑。胡博士為香港大律師超逾37年。彼現為香港大律師公會執業大律師。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

Mr. Lo Wai Tung John, aged 50, joined the Company on 10 October 2012 as an independent non-executive Director, the chairman of remuneration committee and the members of audit committee and nomination committee. Mr. Lo graduated from the Chinese University of Hong Kong with a bachelor's degree of Science (with honours) in Computer Science in 1991. Mr. Lo is experienced in securities and finance industry for over 20 years. He is currently the Head of Equity Capital Markets of South China Financial Holdings Limited.

SENIOR MANAGEMENT

Mr. Tam Soong Jim Ivan, aged 63, joined the Company on 1 October 2017 as the Project Director. Mr. Tam obtained a Diploma in Property Development from the University of Hong Kong, and holds a Master of Business Administration from the University of East Asia Macau. He has been in the real estate industry for more than 38 years and has extensive knowledge and experience in the real estate market in Hong Kong and mainland China. Prior to joining the Company, Mr. Tam held senior position in a number of property development projects, including but not limited to, integrated property projects and sizeable resort and casino in Macau.

獨立非執行董事(續)

盧衛東先生，50歲，於2012年10月10日作為獨立非執行董事、薪酬委員主席及審核委員會及提名委員會會員加入本公司。盧先生於1991年畢業於香港中文大學，取得計算機科學理學士榮譽學位。盧先生於證券及金融業擁有逾20年經驗。彼現時任職南華金融控股有限公司資本市場主管。

高級管理層

譚崇霖先生，63歲，於2017年10月1日作為項目總監加入本公司。譚先生於香港大學取得物業發展文憑，並持有澳門東亞大學工商管理碩士學位。彼涉足房地產界超過38年，在香港及中國內地的房地產市場擁有豐富的知識及經驗。加入本公司前，譚先生於多個物業開發項目擔任高職，包括但不限於位於澳門的綜合物業項目以及大型度假村及娛樂場。

Directors' Report 董事會報告

The Board is pleased to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries as at 31 December 2018 are set out in note 44 to the consolidated financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2018 and the financial position of the Group at that date are set out in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of financial position on pages 71 to 74 of this annual report.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2018 (2017: nil).

SHARE CAPITAL

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

There were no purchases, sales or redemptions of Company's listed securities by the Company or any of its subsidiaries during the year.

RESERVES

Details of the movement in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 44(b) to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution comprise share premium, capital reserve and accumulated losses. The Company has no reserves available for distribution to the shareholders as at 31 December 2018 (31 December 2017: nil).

PROPERTY, PLANT AND EQUIPMENT

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

INVESTMENT PROPERTIES

Details of the investment properties of the Group during the year are set out in note 15 to the consolidated financial statements.

董事會欣然提呈本集團截至2018年12月31日止年度的年報及經審核綜合財務報表。

主要業務及附屬公司

本公司為投資控股公司。於2018年12月31日，其主要附屬公司之主要業務載於綜合財務報表附註44。

業績及股息

本集團於截至2018年12月31日止年度之業績及本集團截至該日止之財務狀況載於本年報第71至74頁之綜合損益及其他全面收益表及綜合財務狀況表。

董事並不建議派發截至2018年12月31日止年度的末期股息(2017年：無)。

股本

本公司年內已發行股本變動詳情載於綜合財務報表附註33。

年內本公司或其任何附屬公司並無購買、出售或贖回本公司上市證券。

儲備

本集團及本公司年內儲備變動的詳情分別載於綜合權益變動表及綜合財務報表附註44(b)。

可供分派儲備

本公司的可供分派儲備包括股份溢價、資本儲備及累計虧損。本公司於2018年12月31日並無可供股東分派的儲備(2017年12月31日：無)。

物業、廠房及設備

本集團於年內的物業、廠房及設備的變動詳情載於綜合財務報表附註14。

投資物業

本集團於年內的投資物業詳情載於綜合財務報表附註15。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2018, the aggregate sales attributable to the Group's largest customer and the five largest customers taken together accounted for 8.4% and 17.8% of the aggregate of the Group's total turnover for the year.

During the year ended 31 December 2018, the aggregate purchases attributable to the Group's largest supplier and the five largest suppliers taken together accounted for 68.0% and 98.1% of the Group's total purchases for the year.

Save as disclosed in this annual report, none of the Directors, their respective associates or, so far as the Directors are aware, any shareholder who owns more than 5% of the issued share capital of the Company has any interest in any of the said top five customers and suppliers of the Group for the year.

DIRECTORS

The Directors who held office during the year and up to the date of this report were:

EXECUTIVE DIRECTORS:

Mr. Chau Cheok Wa (*Chairman*)
Mr. Lo Kai Bong
Mr. Au Chung On John
Mr. Manuel Assis Da Silva

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Tou Kin Chuen
Dr. Wu Kam Fun Roderick
Mr. Lo Wai Tung John

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the current Directors are set out on pages 21 to 23 of this annual report.

主要客戶及供應商

截至2018年12月31日止年度，本集團最大客戶及五大客戶之總銷售額分別佔本集團本年度總營業額的8.4%及17.8%。

截至2018年12月31日止年度，本集團最大供應商及五大供應商之總採購額分別佔本集團本年度總採購的68.0%及98.1%。

除本年報披露者外，概無董事、彼等各自之聯繫人、或就董事所知擁有本公司已發行股本5%以上之任何股東於年內擁有本集團上述任何五大客戶及供應商的權益。

董事

本公司年內及截至本報告日期之在任董事如下：

執行董事：

周焯華先生(主席)
盧啟邦先生
歐中安先生
Manuel Assis Da Silva先生

獨立非執行董事：

杜健存先生
胡錦勳博士
盧衛東先生

董事履歷

現任董事履歷詳情載於本年報第21至23頁。

Directors' Report 董事會報告

DIRECTORS' SERVICE CONTRACTS AND ROTATION

The appointment of each Director is subject to retirement by rotation and, being eligible, offer themselves for re-election in accordance with the Company's articles of association (the "Articles"). All of the executive Directors do not enter any service contract with the Company. All of the independent non-executive Directors have entered a service contract with the Company for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

In accordance with the provisions of the Articles, Mr. Chau Cheok Wa, Mr. Au Chung On John and Mr. Manuel Assis Da Silva shall retire from the Board by rotation at the forthcoming annual general meeting and being eligible, offer themselves for re-election.

Other than disclosed above, none of the Directors has entered or has proposed to enter into any service contract with the Company or any of its subsidiaries which is not expiring or determinable by the employing company within one year without payment of compensation other than statutory compensation.

DIRECTORS' EMOLUMENTS

Details of Directors' emoluments on a named basis are set out in note 10 to the consolidated financial statements.

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive Directors of their independence pursuant to rule 3.13 of the Listing Rules and both the Board and the nomination committee considered that all independent non-executive Directors are independent.

董事之服務合約及輪席

各董事之委任須根據本公司組織章程細則(「細則」)輪席退任並合資格膺選連任。所有執行董事均未與本公司訂立服務合約。所有獨立非執行董事均已與本公司簽訂為期三年之服務合約，及須依照本公司組織章程細則及聯交所證券上市規則(「上市規則」)附錄14所載之《企業管治守則》及《企業管治報告》輪值退任並膺選連任。

根據本公司組織章程細則規定，周焯華先生、歐中安先生及Manuel Assis Da Silva先生須於應屆股東週年大會輪席退任，惟彼等符合資格並願意膺選連任。

除上述所披露者外，概無董事已或擬與本公司或任何其附屬公司訂立不可於一年內不支付賠償(法定賠償除外)則終止之服務合約。

董事酬金

按姓名分類之董事酬金詳情載於綜合財務報表附註10。

獨立非執行董事之年度確認書

本公司已收到各位獨立非執行董事有關彼等根據上市規則第3.13條發出的年度獨立的書面確認書，而董事會及提名委員會均認為所有獨立非執行董事均具獨立性。

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 December 2018, the interests of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (the "Associated Corporations") as recorded in the register required to be kept by the Company under 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") were as follows:

LONG POSITION IN THE SHARES OF THE COMPANY

董事於股份、相關股份或債券中之權益

於2018年12月31日，董事於本公司或其任何相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部之涵義）（「相聯法團」）之股份、相關股份及債券中擁有根據證券及期貨條例第352條須存置之登記冊所記錄或根據上市發行人董事進行證券交易之標準守則（「標準守則」）而另行知會本公司及聯交所之權益如下：

於本公司股份之好倉

Name of director 董事姓名	Capacity in which shares are held 持有股份之身份	Number of shares held 持有股份數目	Number of underlying shares held under equity derivatives 按股本衍生工具持有相關股份之數目	Total 總計	Percentage of aggregate interest shares to total number of shares in issue* 總權益股份佔已發行股份總數之百分比*
Mr. Chau Cheuk Wa ("Mr. Chau") 周焯華先生（「周先生」）	Interest of controlled corporation 受控制法團之權益	4,991,643,335 ¹	1,546,153,846 ²	6,537,797,181	98.06%
	Interest of controlled corporation 受控制法團之權益	–	196,666,666 ³	196,666,666	2.95%
Mr. Lo Kai Bong ("Mr. Lo") 盧啟邦先生（「盧先生」）	Interest of controlled corporation 受控制法團之權益	3,610,000 ⁴	133,333,333 ⁵	136,943,333	2.05%
	Beneficial owner 實益擁有人	1,230,000	40,000,000 ⁶	41,230,000	0.62%
Mr. Au Chung On John ("Mr. Au") 歐中安先生（「歐先生」）	Interest of spouse 配偶權益	400,000	–	400,000	0.01%
Mr. Manuel Assis Da Silva Manuel Assis Da Silva先生	Beneficial owner 實益擁有人	290,000	3,000,000 ⁷	3,290,000	0.05%
	Interest of spouse 配偶權益	520,000	–	520,000	0.01%

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES OR DEBENTURES (Cont'd)

Notes:

1. This represents interests held by Mr. Chau through Fame Select Limited, which holds 4,991,643,335 shares. Mr. Chau has 50% interests in Fame Select Limited and is therefore deemed to be interested in 4,991,643,335 shares.
2. This represents the maximum of 1,546,153,846 conversion shares to be issued upon the full conversion of the convertible bonds issued by the Company to Fame Select Limited at the initial conversion price of HK\$0.26 (subject to adjustments). Mr. Chau has 50% interests in Fame Select Limited and is therefore deemed to be interested in 1,546,153,846 underlying shares.
3. This represents the maximum of 196,666,666 conversion shares to be issued upon the full conversion of another convertible bonds issued by the Company to Star Hope Limited at the initial conversion price of HK\$0.90 (subject to adjustments). Mr. Chau has 100% interests in Star Hope Limited and is therefore deemed to be interested in 196,666,666 underlying shares.
4. This represents interests held by Mr. Lo through Better Linkage Limited and Ever Smart Capital Limited (companies wholly and beneficially owned by Mr. Lo).
5. This represents the maximum of 133,333,333 conversion shares to be issued upon the full conversion of another convertible bonds issued by the Company to Better Linkage Limited, at the initial conversion price of HK\$0.90 (subject to adjustments). Mr. Lo has 100% interests in Better Linkage Limited and is therefore deemed to be interested in 133,333,333 underlying shares.
6. Mr. Lo is interested in 40,000,000 share options at an exercise price of HK\$0.455 per share to subscribe for shares.
7. Mr. Manuel Assis Da Silva is interested in 3,000,000 share options at an exercise price of HK\$0.455 per share to subscribe for shares.

* The percentage has been calculated based on the total number of shares of the Company in issue as at 31 December 2018 (i.e. 6,666,972,746 shares).

Save as disclosed above, as at 31 December 2018, none of the Directors had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its Associated Corporations which had been entered in the register 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.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in notes 32 and 38 to the consolidated financial statements headed "Convertible Bonds/Derivative Financial Instruments" and "Related Party Disclosures", respectively, no other contracts of significance to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於股份、相關股份或債券中之權益(續)

附註:

1. 此指由周先生透過名萃有限公司(持有4,991,643,335股股份)持有的權益。周先生擁有名萃有限公司的50%權益,因此被視為於4,991,643,335股股份中擁有權益。
2. 此指於本公司向名萃有限公司發行的可換股債券按初步轉換價0.26港元(可予調整)獲悉數轉換時將予發行的最多1,546,153,846股轉換股份。周先生持有名萃有限公司的50%權益,因此被視為於1,546,153,846股相關股份中擁有權益。
3. 此指於本公司另行向星望有限公司發行的可換股債券按初步轉換價0.90港元(可予調整)獲悉數轉換時將予發行的最多196,666,666股轉換股份。周先生擁有星望有限公司的100%權益,因此被視為於196,666,666股相關股份中擁有權益。
4. 此指盧先生透過Better Linkage Limited及Ever Smart Capital Limited(均為盧先生全資及實益擁有的公司)持有的權益。
5. 此指於本公司另行向Better Linkage Limited發行的可換股債券按初步轉換價0.90港元(可予調整)獲悉數轉換時將予發行的最多133,333,333股轉換股份。盧先生擁有Better Linkage Limited的100%權益,因此被視為於133,333,333股相關股份中擁有權益。
6. 盧先生於40,000,000份購股權中擁有權益,可按行使價每股0.455港元認購股份。
7. Manuel Assis Da Silva先生於3,000,000份購股權中擁有權益,可按行使價每股0.455港元認購股份。

* 百分比已根據本公司於2018年12月31日已發行之股份總數(即6,666,972,746股)計算。

除上文所披露者外,於2018年12月31日,概無董事於本公司或其任何相聯法團之股份、相關股份或債券中擁有記入根據證券及期貨條例第352條所存置之登記冊或根據標準守則另行知會本公司及聯交所之任何其他權益或淡倉。

董事於重大合約的權益

除綜合財務報表附註32及38分別所載之「可換股債券/衍生金融工具」及「關連人士披露」披露者外,本公司、其控股公司或任何其附屬公司概無訂立任何董事於其中直接或間接擁有重大權益而於年結日或年內任何時間仍然生效的其他重大合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year under review and up to the date of this annual report, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in note 32 to the consolidated financial statements headed "Convertible Bonds/Derivative Financial Instruments" and the share option schemes described below, at no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 December 2018, the interests of those persons (other than the Directors) in the shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

董事於競爭業務中的權益

於回顧年度及截至本年報日期止，概無董事直接或間接於與本集團業務構成競爭或可能構成競爭的任何業務中擁有權益(定義見上市規則)。

董事購買股份及債券的權利

除綜合財務報表附註32「可換股債券／衍生金融工具」所披露者及下文所述之購股權計劃外，年內本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使董事可透過購買本公司股份或任何其他法團之股份而獲益。

於本公司股本之主要權益

於2018年12月31日，於本公司股份擁有根據證券及期貨條例第336條本公司須存置之登記冊所記錄之權益之該等人士(董事除外)如下：

Name	Capacity in which shares were held	Number of shares held	Number of underlying shares held under equity derivatives 按股本衍生工具持有相關股份之數目	Total	Percentage of aggregate interest shares to total number of shares in issue* 總權益股份佔已發行股份總數之百分比*
名稱	持有股份之身份	持有股份數目		總計	
Fame Select Limited 名萃有限公司	Beneficial owner 實益擁有人	4,991,643,335 ¹	1,546,153,846 ²	6,537,797,181	98.06%
Mr. Cheng Ting Kong ("Mr. Cheng") 鄭丁港先生(「鄭先生」)	Interest of controlled corporation 受控制法團之權益	4,991,643,335 ¹	1,546,153,846 ²	6,537,797,181	98.06%
Mr. Chau 周先生	Interest of controlled corporation 受控制法團之權益	4,991,643,335 ¹	1,546,153,846 ²	6,537,797,181	98.06%
	Interest of controlled corporation 受控制法團之權益	–	196,666,666 ³	196,666,666	2.95%
Old Peak Ltd.	Beneficial owner 實益擁有人	334,740,000 ⁴	–	334,740,000	5.02%

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL
OF THE COMPANY (Cont'd)

於本公司股本之主要權益(續)

Name	Capacity in which shares were held	Number of shares held	Number of underlying shares held under equity derivatives 按股本衍生工具持有相關股份之數目	Total	Percentage of aggregate interest shares to total number of shares in issue* 總權益股份佔已發行股份總數之百分比*
名稱	持有股份之身份	持有股份數目		總計	總數之百分比*
Old Peak Group Ltd.	Interest of controlled corporation 受控制法團之權益	334,740,000 ⁴	-	334,740,000	5.02%
OPG Holdings LLC	Interest of controlled corporation 受控制法團之權益	334,740,000 ⁴	-	334,740,000	5.02%

Notes:

- Fame Select Limited is owned as to 50% by Mr. Chau and 50% by Mr. Cheng. As such, Mr. Chau and Mr. Cheng are deemed to be interested in 4,991,643,335 shares held by Fame Select Limited.
 - This represents the maximum of 1,546,153,846 conversion shares upon the full conversion of the convertible bonds previously issued by the Company to Fame Select Limited at the initial conversion price of HK\$0.26 (subject to adjustments). Fame Select Limited is owned as to 50% by Mr. Chau and 50% by Mr. Cheng. As such, Mr. Chau and Mr. Cheng are deemed to be interested in 1,546,153,846 underlying shares.
 - This represents the maximum of 196,666,666 conversion shares to be issued upon full conversion of another convertible bonds, issued by the Company to Star Hope Limited at the initial conversion price of HK\$0.90 (subject to adjustments). Mr. Chau has 100% interests in Star Hope Limited and is therefore deemed to be interested in 196,666,666 underlying shares.
 - Old Peak Ltd. is wholly-owned by Old Peak Group Ltd., which in turn is wholly-owned by OPG Holdings LLC. Therefore, OPG Holdings LLC and Old Peak Group Ltd. are deemed to be interested in 334,740,000 shares held by Old Peak Ltd..
- * The percentage has been adjusted based on the total number of shares of the Company in issue as at 31 December 2018 (i.e. 6,666,972,746 shares).

附註:

- 名萃有限公司由周先生及鄭先生分別擁有50%。因此，周先生及鄭先生被視為於名萃有限公司持有的4,991,643,335股股份中擁有權益。
 - 此指於本公司早前向名萃有限公司發行的可換股債券按初步轉換價0.26港元(可予調整)獲悉數轉換時發行的1,546,153,846股轉換股份。名萃有限公司由周先生及鄭先生分別擁有50%。因此，周先生及鄭先生被視為於1,546,153,846股相關股份中擁有權益。
 - 此指於本公司另行向星望有限公司發行的可換股債券按初步轉換價0.90港元(可予調整)獲悉數轉換時將予發行的最多196,666,666股轉換股份。周先生擁有星望有限公司的100%權益，因此被視為於196,666,666股相關股份中擁有權益。
 - Old Peak Ltd. 由 Old Peak Group Ltd. 全資擁有，繼而由 OPG Holdings LLC 全資擁有。因此，OPG Holdings LLC 及 Old Peak Group Ltd. 被視為於 Old Peak Ltd. 持有之 334,740,000 股股份中擁有權益。
- * 百分比已根據本公司於2018年12月31日已發行之股份總數(即6,666,972,746股)作出調整。

Save as disclosed above, as at 31 December 2018, the Company had not been notified of any interests and short positions in the shares and underlying shares of the Company which had been recorded in the register required to be kept under section 336 of the SFO.

除上文所披露者外，於2018年12月31日，本公司並無獲知會於本公司股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊所記錄之任何權益及淡倉。

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there was sufficiency of public float of the Company's securities as required under the Listing Rules up to the date of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws in the Cayman Islands.

SHARE OPTION

On 31 January 2007, in recognition of the contributions made by employees of the Group towards its growth and success, a share option scheme (the "Share Option Scheme") was adopted by the shareholder's written resolution of the Company. On 2 June 2016, a resolution has been passed in the 2016 annual general meeting of the Company to terminate the Share Option Scheme and adopt a new share option scheme (the "New Share Option Scheme"). Following the termination of the Share Option Scheme, no further options will be granted under such scheme, but in all other respects the provisions of the Share Option Scheme will remain in full force and effect and options granted prior to such termination will continue to be valid and exercisable in accordance with the rules of the Share Option Scheme.

The Listing Committee of Stock Exchange has granted the listing of, and permission to deal in the shares of the Company which may fall to be issued pursuant to the exercise of the options which granted and/or may be granted under the Share Option Scheme, and/or the New Share Option Scheme, subsequently.

As at 31 December 2018, a total of 324,900,187 share options were outstanding which comprised 92,400,187 share options and 232,500,000 share options granted under the Share Option Scheme and the New Share Option Scheme respectively.

The following is a summary of the principal terms of the Share Option Scheme and the New Share Option Scheme.

(A) Share Option Scheme

Purpose

Recognise and acknowledge the contributions that the grantees had made or may make to the Group.

公眾持股量

根據本公司所獲公開資料及就董事所知，本公司至本報告日期具有符合上市規則所規定本公司證券之充足公眾持股量。

優先權

細則或開曼群島法例並無有關優先權之條文。

購股權

於2007年1月31日，為表彰本集團的僱員對其成長及成功所作出之貢獻，根據本公司之股東書面決議案，本公司採納一項購股權計劃（「購股權計劃」）。於2016年6月2日，一項決議案於本公司2016年股東週年大會上通過，以終止購股權計劃並採納一項新購股權計劃（「新購股權計劃」）。於購股權計劃終止後，不會再根據該計劃授出購股權，但購股權計劃的條文將在所有其他方面仍然具有十足效力，於終止前授出的購股權將繼續有效並可按照購股權計劃的規則行使。

聯交所上市委員會已批准因根據購股權計劃及／或新購股權計劃授出及／或可能授出之購股權獲行使而須予發行之本公司股份上市及買賣。

於2018年12月31日，合共324,900,187份購股權未獲行使，其中包括根據購股權計劃及新購股權計劃分別授出的92,400,187份購股權及232,500,000份購股權。

以下乃購股權計劃及新購股權計劃之主要條款之概要。

(A) 購股權計劃

目的

表彰及感謝承授人過往或可能對本集團所作出之貢獻。

SHARE OPTION (Cont'd)

(A) Share Option Scheme (Cont'd)

Participants

Eligible participants include:

- (a) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company ("Affiliate");
- (b) the trustee of any trust the beneficiary of which or an discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or
- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

Exercise price

Determined by the Board and shall not be less than the higher of:

- (a) the nominal value of the share;
- (b) the closing price of the share on the Stock Exchange at the offer date, which must be a trading day; and
- (c) the average closing price of the share on the Stock Exchange for the five business days immediately preceding the offer date.

Total number of shares available for issue and the percentage of the issued shares capital that it represented as at the date of this annual report

No further options will be granted.

Maximum entitlement of each participant

Not exceed 1% of the shares in issue in any 12-month period.

購股權(續)

(A) 購股權計劃(續)

參與者

合資格參與者包括：

- (a) 本集團、本集團持有權益之公司或該公司附屬公司之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴或諮詢人或承建商(「聯屬人」)；
- (b) 任何信託受託人之受益人或任何全權信託之全權對象，包括本集團或聯屬人之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴、諮詢人或承建商或聯屬人；或
- (c) 本集團或聯屬人之任何董事、僱員、顧問、專業人員、客戶、供應商、代理、夥伴、諮詢人或承辦商或聯屬人所實益擁有之公司。

行使價

由董事會釐定，且不得低於以下之最高者：

- (a) 股份之面值；
- (b) 於發售日期(須為營業日)股份在聯交所之收市價；及
- (c) 緊接發售日期前五個營業日股份在聯交所之平均收市價。

可發行股份總數及於本年報日期佔已發行股份之百分比

不會再授出購股權。

每名參與者之最高配額

不超過於任何12個月期間已發行股份之1%。

SHARE OPTION (Cont'd)

(A) Share Option Scheme (Cont'd)

Period within which the securities must be taken up under the option

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of offer.

Minimum period for which an option must be held before it can be exercised

Subject to the discretion by the Board.

Amount payable on acceptance

HK\$10 payable upon acceptance of the offer.

Period within which calls/loans must be made/repaid

Not applicable.

Remaining life of the scheme

The scheme has been terminated on 2 June 2016 but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to the date of termination shall continue to be exercisable in accordance with their terms of grant, notwithstanding the termination of the scheme.

(B) New Share Option Scheme

Purpose

Recognise and acknowledge the contributions that the grantees had made or may make to the Group.

Participants

Eligible participants include:

- (a) full time or part time employees, executives, officers, or directors (whether executive or non-executive and whether independent or not) of the Group;

購股權(續)

(A) 購股權計劃(續)

根據購股權認購證券之期限

由董事會酌情釐定，而如並無釐定，由接納日期起至有關購股權失效之日及由授出日期起計滿10年(以較早發生者為準)。

購股權行使前必須持有之最短期限

由董事會酌情釐定。

接納時應付金額

於接納時應付10港元。

付款金額/貸款須作出/償還之期限
不適用。

該計劃之餘下年期

該計劃已於2016年6月2日終止，但該計劃之條文於所有其他方面將維持十足效力及有效。於該計劃期內授出且於終止日前仍未獲行使但符合上市規則條文之購股權，將可繼續根據彼等之授出條款予以行使，儘管該計劃已終止。

(B) 新購股權計劃

目的

表彰及感謝承授人過往或可能對本集團所作出之貢獻。

參與者

合資格參與者包括：

- (a) 本集團的全職或兼職僱員、行政人員、高級人員或董事(不論為執行董事或非執行董事，且不論是否為獨立董事)；

SHARE OPTION (Cont'd)

(B) New Share Option Scheme (Cont'd)

Participants (Cont'd)

- (b) and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group.

Exercise price

Determined by the Board and shall not be less than the higher of:

- (a) the nominal value of the share;
- (b) the closing price of one (1) share on the Stock Exchange at the offer date, which must be a trading day; and
- (c) the average closing price of the share on the Stock Exchange for the five business days immediately preceding the offer date.

Total number of shares available for issue and the percentage of the issued shares capital that it represented as at the date of this annual report

500,425,890 shares, being approximately 7.51% of the issued shares of the Company.

購股權(續)

(B) 新購股權計劃(續)

參與者(續)

- (b) 本集團的任何業務或合營夥伴、承包商、代理或代表、諮詢人員、顧問、供應商、生產商或授權人、客戶、獲授權人(包括任何分獲授權人)或分銷商、業主或承租人(包括任何分承租人)。

行使價

由董事會釐定，且不得低於以下之較高者：

- (a) 股份之面值；
- (b) 於授出日期(須為交易日)一(1)股股份在聯交所之每股收市價；及
- (c) 緊接授出日期前五個營業日股份在聯交所之平均收市價。

可發行股份總數及於本年期報告日期佔已發行股本之百分比

500,425,890股股份，佔本公司已發行股份約7.51%。

SHARE OPTION (Cont'd)

(B) New Share Option Scheme (Cont'd)

Maximum entitlement of each participant

Not exceed 1% of the shares in issue in any 12-month period.

Period within which the securities must be taken up under the option

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of offer.

Minimum period for which an option must be held before it can be exercised

Subject to the discretion by the Board.

Amount payable on acceptance

HK\$1 payable upon acceptance of the offer.

Period within which calls/loans must be made/repaid

Not applicable.

Remaining life of the scheme

The scheme will be valid and effective until 2 June 2026, after which no further options will be granted but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 2 June 2026 shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the scheme.

購股權(續)

(B) 新購股權計劃(續)

每名參與者之最高配額

不超過於任何十二個月期間已發行股份之1%。

根據購股權認購證券之期限

由董事會酌情釐定，如並無釐定，由接納日期起至有關購股權失效之日及由授出日期起計滿十年(以較早發生者為準)。

購股權行使前必須持有之最短期限

由董事會酌情釐定。

接納時應付金額

於接納時應付1港元。

付款金額/貸款須作出/償還之期限
不適用。

該計劃之餘下年期

該計劃將生效及有效直至2026年6月2日，此後將不會授出任何購股權，但該計劃之條文於所有其他方面將維持十足效力及有效。於該計劃期內授出且於緊接2026年6月2日前仍未獲行使但符合上市規則條文之購股權，將可繼續根據彼等之授出條款予以行使，儘管該計劃之期限已屆滿。

SHARE OPTION (Cont'd)

(C) Movements of the Share Option Scheme

Movements of the share options, which were granted under the Share Option Scheme, during the year ended 31 December 2018 are listed below in accordance with rule 17.07 of the Listing Rules:

購股權(續)

(C) 購股權計劃之變動

截至2018年12月31日止年度內，根據購股權計劃授出之購股權變動如下(乃根據上市規則第17.07條載列)：

Category 類別	Date of grant 授出日期	As at 於 1.1.2018	During the year 年內				As at 於 31.12.2018	Adjusted exercise price 經調整行使價 HK\$ 港元	Exercisable period 行使期
			Granted 授出	Exercised 已行使	Cancelled 已註銷	Lapsed 已失效			
Continuous Contract Employees 持續合約僱員	12.12.2013	462,559	-	-	-	-	462,559	0.344	13.12.2013- 12.12.2023
Sub-total: 小計:		462,559	-	-	-	-	462,559		
Consultants 顧問	13.02.2008	3,558,149	-	-	-	(3,558,149) ¹	-	3.822	13.08.2008- 12.02.2018
	12.12.2013	91,937,628	-	-	-	-	91,937,628	0.344	13.12.2013- 12.12.2023
Sub-total: 小計:		95,495,777	-	-	-	(3,558,149)	91,937,628		
Total: 總計:		95,958,336	-	-	-	(3,558,149)	92,400,187		

Notes:

- 3,558,149 share options were lapsed under the Share Option Scheme upon expiry of the life of the options during the year ended 31 December 2018.
- The exercise price of the share options is subject to the adjustment in case of right or bonus issues, or other similar changes in the Company's share capital.
- When the share options are lapsed or cancelled, the amount previously recognised in share option reserve will be transferred to accumulated losses.

附註:

- 截至2018年12月31日止年度，3,558,149份購股權已於購股權計劃的期限屆滿時根據購股權計劃失效。
- 購股權之行使價將因應供股或發行紅股或本公司股本之其他類似變動而作出調整。
- 當購股權已失效或被註銷，早前於購股權確認之數額將轉撥至累計虧損。

SHARE OPTION (Cont'd)

(D) Movements of the New Share Option Scheme

Movements of the share options, which were granted under the New Share Option Scheme, during the year ended 31 December 2018 are listed below in accordance with rule 17.07 of the Listing Rules:

購股權(續)

(D) 新購股權計劃之變動

截至2018年12月31日止年度，根據新購股權計劃授出之購股權變動按上市規則第17.07條列示如下：

Category	Date of grant	As at 於 1.1.2018	During the year 年內					As at 於 31.12.2018	Adjusted exercise price/ Exercise price 經調整行使價 /行使價 HK\$ 港元	Exercisable period
			Granted 授出	Exercised 已行使	Reclassified 重新分類	Cancelled 已註銷	Lapsed 已失效			
類別	授出日期	1.1.2018	授出	已行使	重新分類	已註銷	已失效	31.12.2018	經調整行使價 /行使價 HK\$ 港元	行使期
Consultants 顧問	11.01.2017	150,000,000	-	-	-	(15,000,000) ¹	-	135,000,000	0.202	11.01.2017- 10.01.2027
	19.04.2017	16,500,000	-	-	-	-	-	16,500,000	0.700	19.04.2017- 18.04.2027
	19.04.2017	4,100,000	-	-	-	-	-	4,100,000	0.700	19.04.2017- 18.04.2027
	19.04.2017	6,150,000	-	-	-	-	-	6,150,000	0.700	19.04.2018- 18.04.2027
	19.04.2017	10,250,000	-	-	-	-	-	10,250,000	0.700	19.04.2019- 18.04.2027
	04.09.2017	1,400,000	-	-	600,000	(600,000) ¹	-	1,400,000	0.455	04.09.2017- 03.09.2027
	04.09.2017	2,100,000	-	-	900,000	(900,000) ¹	-	2,100,000	0.455	04.09.2018- 03.09.2027
	04.09.2017	3,500,000	-	-	1,500,000	(1,500,000) ¹	-	3,500,000	0.455	04.09.2019- 03.09.2027
Sub-total: 小計:		194,000,000	-	-	3,000,000	(18,000,000)	-	179,000,000		
Directors 董事										
	Lo Kai Bong 盧啟邦	04.09.2017	8,000,000	-	-	-	-	8,000,000	0.455	04.09.2017- 03.09.2027
		04.09.2017	12,000,000	-	-	-	-	12,000,000	0.455	04.09.2018- 03.09.2027
	04.09.2017	20,000,000	-	-	-	-	20,000,000	0.455	04.09.2019- 03.09.2027	

SHARE OPTION (Cont'd)

(D) Movements of the New Share Option Scheme (Cont'd)

購股權(續)

(D) 新購股權計劃之變動(續)

Category	Date of grant	As at 於 1.1.2018	During the year 年內					As at 於 31.12.2018	Adjusted exercise price/ Exercise price 經調整行使價 /行使價 HK\$ 港元	Exercisable period 行使期
			Granted 授出	Exercised 已行使	Reclassified 重新分類	Cancelled 已註銷	Lapsed 已失效			
Manuel Assis Da Silva	04.09.2017	600,000	-	-	-	-	-	600,000	0.455	04.09.2017- 03.09.2027
	04.09.2017	900,000	-	-	-	-	-	900,000	0.455	04.09.2018- 03.09.2027
	04.09.2017	1,500,000	-	-	-	-	-	1,500,000	0.455	04.09.2019- 03.09.2027
Sub-total 小計		43,000,000	-	-	-	-	-	43,000,000		
Continuous Contract Employees 持續合約僱員	04.09.2017	2,700,000	-	-	(600,000)	-	-	2,100,000	0.455	04.09.2017- 03.09.2027
	04.09.2017	4,050,000	-	-	(900,000)	-	-	3,150,000	0.455	04.09.2018- 03.09.2027
	04.09.2017	6,750,000	-	-	(1,500,000)	-	-	5,250,000	0.455	04.09.2019- 03.09.2027
Sub-total 小計		13,500,000	-	-	(3,000,000)	-	-	10,500,000		
Total 總計		250,500,000	-	-	-	(18,000,000)	-	232,500,000		

Notes:

- 18,000,000 share options were cancelled under the New Share Option Scheme upon the resignation of consultants of the Company during the year ended 31 December 2018.
- The exercise price of the share options is subject to the adjustment in case of right or bonus issues, or other similar changes in the Company's share capital.
- When the share options are lapsed or cancelled, the amount previously recognised in share option reserve will be transferred to accumulated losses.

附註:

- 18,000,000份購股權已於本公司顧問於截至2018年12月31日止年度辭任後根據購股權計劃註銷。
- 購股權的行使價須在供股或紅股發行或本公司股本出現其他類似變動時進行調整。
- 當購股權失效或註銷時，早前於購股權確認的金額將轉入累計虧損。

PENSION SCHEMES

The pension schemes of the Group are primarily in form of contributions to the PRC statutory public welfare fund and Hong Kong's Mandatory Provident Fund, respectively.

CONTINUING CONNECTED TRANSACTIONS

On 6 February 2017, Sun Travel, an indirect wholly-owned subsidiary of the Company, entered into (i) the hotel accommodation procurement agreement (the "Original HAP agreement"); and (ii) the ferry ticket supply agreement (the "Ferry Ticket Supply Agreement") with Sun City Gaming Promotion Company Limited ("Sun City Gaming Promotion").

The Original HAP agreement has a term commencing from the date of approval of the Original HAP agreement at the extraordinary general meeting (the "EGM") held and convened and ending on 31 December 2017 (both dates inclusive) (the "Initial Term"), subject to subsequent renewal in compliance with the Listing Rules. During the term of the Original HAP agreement, Sun Travel may from time to time procure from Sun City Gaming Promotion, and Sun City Gaming Promotion may from time to time supply to Sun Travel, the provision of hotel accommodation and related services, subject to the cap of HK\$120,000,000 (the "Original Annual Cap").

The Ferry Ticket Supply Agreement has a term of three years commencing from 6 February 2017 and ending on 31 December 2019 (both dates inclusive), subject to subsequent renewal in compliance with the Listing Rules. During the term of the Ferry Ticket Supply Agreement, Sun City Gaming Promotion may from time to time purchase from Sun Travel, and Sun Travel may from time to time supply to Sun City Gaming Promotion, the provision of ferry tickets and other complementary services, subject to the annual caps of HK\$8,500,000, HK\$10,000,000 and HK\$10,000,000 for each of the three years (commencing from 6 February 2017) during the term.

On 15 May 2017, Sun Travel and Sun City Gaming Promotion entered into a new hotel accommodation procurement agreement (the "Revised HAP Agreement") to amend the Original Annual Cap and to provide additional annual caps. Taking into account the development of the business of Sun Travel, the Board proposed to revise the Original Annual Cap of HK\$120,000,000 to HK\$420,000,000 for the Initial Term and to provide additional annual caps for the years ending 31 December 2018 and 31 December 2019, respectively.

退休金計劃

本集團之退休金計劃主要分別為中國法定公益金供款計劃及香港強制性公積金。

持續關連交易

於2017年2月6日，太陽旅遊(本公司的間接全資附屬公司)與太陽城博彩中介一人有限公司(「太陽城博彩中介」)，訂立(i)酒店住宿服務採購協議(「原酒店住宿服務採購協議」)；及(ii)船票供應協議(「船票供應協議」)。

原酒店住宿服務採購協議的期限自於召開及舉行之股東特別大會(「股東特別大會」)上批准原酒店住宿服務採購協議之日起至2017年12月31日止(包括首尾兩日)(「初步期限」)，惟其後須根據上市規則續新。於酒店住宿服務採購協議的期限內，太陽旅遊可不時向太陽城博彩中介採購，而太陽城博彩中介可不時向太陽旅遊供應酒店住宿及相關服務採購，上限為120,000,000港元(「原年度上限」)。

船票供應協議為期三年，自2017年2月6日起至2019年12月31日止(包括首尾兩日)，惟其後須根據上市規則續新。於船票供應協議的期限內，太陽城博彩中介可不時向太陽旅遊採購，而太陽旅遊可不時向太陽城博彩中介供應船票及其他配套服務，期限內(自2017年2月6日起)三個年度各年的年度上限分別為8,500,000港元、10,000,000港元及10,000,000港元。

於2017年5月15日，太陽旅遊與太陽城博彩中介訂立新酒店住宿服務採購協議(「經修訂酒店住宿服務採購協議」)，以修訂原年度上限及提供額外年度上限。經計及太陽旅遊的業務發展，董事會建議將初步期限的原年度上限120,000,000港元修訂為420,000,000港元，並分別就截至2018年12月31日及2019年12月31日止年度提供額外年度上限。

CONTINUING CONNECTED TRANSACTIONS (Cont'd)

Sun City Gaming Promotion is wholly owned by Mr. Chau, who is the Chairman of the Company and an executive Director. Fame Select Limited, which is owned as to 50% by Mr. Chau, is controlling shareholder of the Company interested in approximately 74.87% of the issued share capital of the Company. Accordingly, Sun City Gaming Promotion is regarded as a connected person of the Company under the Listing Rules, and therefore the transactions contemplated under the Original HAP agreement, the Ferry Ticket Supply Agreement and the Revised HAP Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

On 13 February 2018, Suncity Group Management and Consultancy (Hoi An) Limited ("SGMC (Hoi An)"), a wholly-owned subsidiary of the Company, and the Hoi An South Development Ltd ("HASD") entered into the technical services agreement ("Technical Services Agreement"). The Technical Services Agreement has a term commencing from 13 February 2018 to the date of completion of technical and pre-opening services. During the terms of the Technical Services Agreement, SGMC (Hoi An) shall provide technical and pre-opening services in relation to the casino in an integrated resort project in Quang Nam Province, Hoi An, Vietnam to the HASD, subject to the annual caps of US\$2,799,998 (equivalent to approximately HK\$21,895,984) and US\$799,998 for the years ending 31 December 2018 and 31 December 2019, respectively.

As at the commencement date of the Technical Services Agreement, HASD is owned as to approximately 34% by Star Admiral Limited, which is in turn wholly owned by Mr. Chau. Fame Select Limited, which is owned as to 50% by Mr. Chau, was controlling shareholder of the Company interested in approximately 72.17% of the issued share capital of the Company. Accordingly, HASD was therefore regarded as a connected person of the Company under the Listing Rules, and the transactions contemplated under the Technical Services Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The transactions contemplated under the Technical Services Agreement ceased to constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules on 28 August 2018, the completion date of the acquisition of the entire equity interest in and shareholder's loan owed by Star Admiral Limited from Suncity International Holdings Limited by a wholly-owned subsidiary of the Company.

持續關連交易(續)

太陽城博彩中介由本公司主席兼執行董事周先生全資擁有。名萃有限公司由周先生擁有50%，為本公司控股股東，擁有本公司的已發行股本約74.87%。故此，太陽城博彩中介根據上市規則被視為本公司的關連人士，因此根據上市規則第14A章，原酒店住宿服務採購協議、船票供應協議及經修訂酒店住宿服務採購協議項下擬進行之交易構成本公司的持續關連交易。

於2018年2月13日，太陽城集團管理顧問(會安)一人有限公司(「管理會安附屬公司」，本公司之全資附屬公司)與Hoi An South Development Ltd(「HASD」)訂立一份技術服務協議(「技術服務協議」)。該技術服務協議的期限由2018年2月13日開始，直至技術及開業前服務完成日期。於該技術服務協議的期限內，管理會安附屬公司應就越南廣南省會安一個綜合度假村項目內的娛樂場向HASD提供技術及開業前服務，並受截至2018年12月31日及2019年12月31日止年度分別2,799,998美元(相當於約21,895,984港元)及799,998美元的年度上限所規限。

於該技術服務協議的開始日期，HASD的約34%股權由星將有限公司所擁有，後者為周先生全資擁有。名萃有限公司由周先生擁有50%，為本公司控股股東，擁有本公司的已發行股本約72.17%。故此，HASD根據上市規則被視為本公司的關連人士，因此根據上市規則第14A章，該技術服務協議項下擬進行之交易構成本公司的持續關連交易。

根據上市規則第14A章，該技術服務協議項下擬進行之交易於2018年8月28日不再構成本公司的持續關連交易，該日即本公司一間全資附屬公司向太陽城國際控股有限公司收購星將有限公司的全部股權及結欠股東之貸款的完成日期。

CONTINUING CONNECTED TRANSACTIONS
(Cont'd)

持續關連交易(續)

Parties to the transactions

交易之訂約方

Service provider	Service recipient	Nature of transactions	Annual cap for the year ended 31 December 2018 截至 2018年12月31日 止年度之年度上限	Total amount for the year ended 31 December 2018 截至 2018年12月31日 止年度之總額
服務供應商	服務接受方	交易性質		
Sun City Gaming Promotion	Sun Travel	Provision of hotel accommodation and related services	HK\$570,000,000 (equivalent to approximately RMB483,301,000)	HK\$562,024,934 (equivalent to approximately RMB476,539,000)
太陽城博彩中介	太陽旅遊	提供酒店住宿及相關服務	570,000,000港元 (相當於約人民幣483,301,000元)	562,024,934港元 (相當於約人民幣476,539,000元)
Sun Travel	Sun City Gaming Promotion	Provision of ferry tickets and other complementary services	HK\$10,000,000 (equivalent to approximately RMB8,479,000)	HK\$9,700,407 (equivalent to approximately RMB8,225,000)
太陽旅遊	太陽城博彩中介	提供船票及其他配套服務	10,000,000港元 (相當於約人民幣8,479,000元)	9,700,407港元 (相當於約人民幣8,225,000元)
SGMC (Hoi An)	Hoi An South Development Ltd.	Provision of technical and pre-opening services	US\$2,799,998 (equivalent to approximately RMB18,549,000)	US\$1,682,307 (equivalent to approximately RMB11,145,000)
管理會安附屬公司	Hoi An South Development Ltd.	提供技術及開業前服務	2,799,998美元 (相當於約人民幣18,549,000元)	1,682,307美元 (相當於約人民幣11,145,000元)

CONTINUING CONNECTED TRANSACTIONS (Cont'd)

Parties to the transactions (cont'd)

During the year, the above continuing connected transactions were carried out within their respective annual caps. The independent non-executive Directors have reviewed and confirmed that during the year, the above continuing connected transactions were conducted and entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) according to the agreements governing it on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

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

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Full details of the above connected transactions are set out in the announcements and circulars as aforesaid and are available in the Stock Exchange's website and the Company's website at www.suncitygroup.com.hk.

Details of other related party transactions are set out in note 38 to the consolidated financial statements.

持續關連交易(續)

交易之訂約方(續)

於年度，上述持續關連交易乃於彼等各自的年度上限範圍內進行。獨立非執行董事已審閱並確認，年內上述持續關連交易：

- (i) 於本集團一般及日常業務過程中進行及訂立；
- (ii) 按一般商業條款進行及訂立；及
- (iii) 根據屬公平合理及符合本公司股東整體利益的條款規管該等協議進行及訂立。

本公司已根據香港會計師公會頒佈的香港鑒證業務準則3000號(經修訂)「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則項下持續關連交易的核數師函件」委聘核數師就本集團的持續關連交易作出匯報。核數師已根據上市規則第14A.56條發出載有其就本集團於本年報披露的持續關連交易的事實及結論的無保留意見函件。本公司已將核數師函件副本呈交聯交所。

本公司確認彼已遵守上市規則第14A章有關披露的規定。

上述關連交易的全部詳情載於所述公告及通函，且可於聯交所網站及本公司網站(www.suncitygroup.com.hk)查閱。

其他關聯方交易的詳情載於綜合財務報表附註38。

MANAGEMENT CONTRACTS

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

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

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

BUSINESS REVIEW

"Group Financial Summary" on pages 6 to 7 and "Management Discussion and Analysis" on pages 11 to 20 form part of this Directors' report.

The environmental policies and performance, compliance with relevant laws and regulations and relationships with employees are also discussed under section headed "Environmental, Social and Governance Report" on pages 56 to 62.

Principal Risks and Uncertainties Facing the Company

The Group's business performance in the year under review was affected by the volatility and uncertainty of macro-economic conditions in the PRC and Hong Kong.

The Group's business is also exposure to credit, liquidity, interest rate, foreign currency and equity price risks. An analysis of the Group's financial risk management is provided in note 40 to the consolidated financial statements.

Environmental Policies and Performance

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable from our operational activities in order to minimise these impacts if possible.

Compliance with the Relevant Laws and Regulations

During the year ended 31 December 2018 and up to the date of this report, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on our business and operation.

管理合約

年內概無訂立或存在任何關於本公司業務全部及任何重要部分之管理及行政合約。

購買、出售或贖回本公司上市證券

年內，除以上所披露外，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

業務回顧

第6至7頁所載之「集團財務概要」及第11至20頁所載之「管理層討論及分析」構成本董事會報告之一部分。

環境政策及表現、遵守相關法律及法規以及與僱員關係亦於第56至62頁所載之「環境、社會及管治報告」一節討論。

本公司面臨的主要風險及不確定因素

本集團於回顧年度的業務表現受中國及香港宏觀經濟狀況波動及不確定因素影響。

本集團業務亦面臨信貸、流動性資金、利率、外匯及股價風險。本集團財務風險管理的分析載於綜合財務報表附註40。

環境政策及表現

本集團深知其於業務活動中保護環境的責任。本集團繼續尋求識別及管理營運活動產生的環境影響，以盡可能減少該等影響。

遵守相關法律及法規

於截至2018年12月31日止年度及截至本報告日期，據本公司所知，本集團並無重大違反或不遵守適用法律及法規，而對我們的業務及營運造成重大影響。

Directors' Report

董事會報告

BUSINESS REVIEW (Cont'd)

Future Development

"Review and Outlook" on pages 8 to 10 forms part of this Directors' report.

Key Relationships with Employees, Customers and Suppliers

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During the year ended 31 December 2018, there was no material and significant dispute between the Group and its employees, customers and suppliers.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 11 June 2019 to 14 June 2019 (both dates inclusive) for determining the identity of the shareholders who are entitled to attend and vote at the annual general meeting ("AGM"). No transfer of shares will be registered during this period. Shareholders whose name appears on the register of members of the Company on 14 June 2019 shall be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 10 June 2019.

PERMITTED INDEMNITY PROVISIONS

At no time during the financial year and up to the date of this report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company or an associate.

EVENT AFTER THE END OF THE REPORTING PERIOD

For the details of event after the reporting period, please refer to note 45 to the consolidated financial statements.

業務回顧(續)

未來發展

第8至10頁所載之「回顧及展望」構成本董事會報告之一部分。

與僱員、客戶及供應商的重要關係

本集團知悉與其僱員、客戶及供應商維持良好關係對達致其當前及長期業務目標的重要性。截至2018年12月31日止年度，本集團與其僱員、客戶及供應商概無任何嚴重及重大糾紛。

暫停辦理股份過戶登記

本公司將於2019年6月11日至2019年6月14日(包括首尾兩日)暫停辦理股東登記手續，以釐定有權出席股東週年大會(「股東週年大會」)並於會上投票的股東身份。該期間不會辦理任何股份過戶登記手續。於2019年6月14日名列本公司股東名冊的股東有權出席股東週年大會並於會上投票。為符合資格出席股東週年大會並於會上投票，股份的未登記持有人應確保所有過戶表格連同相關股票必須於2019年6月10日下午四時三十分前送交本公司的股份過戶登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心22樓)登記。

獲准許的彌償條文

在財政年度內及直至本報告日期止任何時間，均未曾經有或現有生效的任何獲准許的彌償條文惠及本公司的董事或有關連公司。

報告期末後事項

有關報告期後事項之詳情，謹請參考綜合財務報表附註45。

AUDITORS

Andes Glacier CPA Limited resigned as auditor of the Company on 20 July 2017, and Deloitte Touche Tohmatsu ("Deloitte") was appointed as auditor of the Company to fill the vacancy arising from the resignation of Andes Glacier CPA Limited on 16 January 2018. Save as disclosed above, there was no change in auditor during the past three years.

A resolution will be submitted to the forthcoming AGM meeting of the Company to re-appoint Deloitte as auditor of the Company.

On behalf of the Board

Chau Cheok Wa

Chairman

29 March 2019

核數師

思捷會計師行有限公司已於2017年7月20日辭任本公司核數師，及德勤•關黃陳方會計師行(「德勤」)已於2018年1月16日獲委任為本公司核數師，以填補思捷會計師行有限公司辭任產生的空缺。除上文披露者外，於過去三年核數師概無變動。

本公司將於應屆股東週年大會上提呈決議案，以續聘德勤為本公司核數師。

代表董事會

周焯華

主席

2019年3月29日

Corporate Governance Report 企業管治報告

The Company is committed to maintain high standard of corporate governance standards and procedures to safeguard the interests of all shareholders and to enhance accountability and transparency. The Company has complied with the corporate governance code (“CG Code”) as set out in Appendix 14 of the Listing Rules during the year ended 31 December 2018 except the following deviations:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive should be clearly established and set out in writing. Following the resignation of Ms. Yeung So Lai as an executive Director and the chief executive officer of the Company (the “Chief Executive Officer”) on 31 March 2017, the Company has not appointed an individual to take up the vacancy of the Chief Executive Officer, and the roles and functions of the Chief Executive Officer have been performed by all the executive Directors collectively.

Under code provision D.1.4 of the CG Code, the Company should have formal letters of appointment for Directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for Mr. Chau, Mr. Lo Kai Bong, Mr. Au Chung On John and Mr. Manuel Assis Da Silva, executive Directors of the Company. However, Mr. Chau, Mr. Lo Kai Bong, Mr. Au Chung On John and Mr. Manuel Assis Da Silva are subject to retirement by rotation at least once in every three years in accordance with the Articles.

Under code provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting of the Company and invite the chairman of the committees to attend. However, due to his other business commitment, Mr. Chau, the chairman of the Board, did not attend the annual general meetings held on 11 June 2018.

Under code provision A.6.7 of the CG Code, independent non-executive Directors and other non-executive Directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. Mr. Lo Wai Tung John, the chairman of remuneration committee of the Company and an independent non-executive Director, did not attend the extraordinary general meetings held on 28 September 2018. However, executive Director(s) were present to enable the Board to develop a balanced understanding of the views of shareholders.

本公司致力於維持高水平的企業管治準則及程序，以保護所有股東的利益及加強問責及透明度。本公司於截至2018年12月31日止年度已遵守上市規則附錄14所載企業管治守則（「企業管治守則」），惟以下偏離除外：

根據企業管治守則條文第A.2.1條，主席及行政總裁之角色應予區分，且不應由同一人擔任。主席及行政總裁之職責分工應以書面清晰界定。於楊素麗女士於2017年3月31日辭任本公司執行董事兼行政總裁（「行政總裁」）後，本公司並無委任個別人士以填補行政總裁空缺，而行政總裁之角色及職能由全體執行董事共同履行。

根據企業管治守則條文第D.1.4條，本公司應有正式的董事委任書，訂明有關委任的主要條款及條件。本公司並無有關委任本公司執行董事周先生、盧啟邦先生、歐中安先生及Manuel Assis Da Silva先生的正式委任書。然而，周先生、盧啟邦先生、歐中安先生及Manuel Assis Da Silva先生須按照細則至少每三年輪值退任一次。

根據企業管治守則條文第E.1.2條，董事會主席應出席本公司股東週年大會並邀請委員會主席出席。然而，由於其他公務，周先生（為董事會主席）未能出席於2018年6月11日舉行的股東週年大會。

根據企業管治守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席本公司股東大會及均衡了解及獲得股東的意見。盧衛東先生（為本公司薪酬委員會主席及獨立非執行董事）未能出席於2018年9月28日舉行的股東特別大會。然而，執行董事出席使董事會均衡了解股東的意見。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions of Directors and employees (the “Securities Code”) no less exacting than the required standard as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules. On specific enquiries made, all Directors have confirmed that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2018.

Employees who are likely to be in possession of unpublished price sensitive information of the Company are also subject to compliance with the Securities Code.

BOARD OF DIRECTORS

The Board currently comprises seven Directors, of whom four are executive Directors, and three are independent non-executive Directors. The Board has in its composition a balance of skills and experience necessary for decision making and fulfilling its business needs. The participation of non-executive Directors in the Board brings independent judgement on issues relating to the Group’s strategy, performance, conflicts of interest and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The Board considers that all of the independent non-executive Directors are independent and has received from each of them the annual confirmation of independence required by the Listing Rules.

Details of the biographies of the Directors are given under the section “Biographical Details of Directors and Senior Management” of this annual report.

Details of term of appointment of non-executive Directors are given under the section “Directors’ Service Contracts and Rotation” in the Directors’ Report.

The Board is responsible for the approval and monitoring of the Group’s overall strategies and policies; approval of business plans; effectiveness of internal control and risk management systems and oversight of management. It is also responsible for promoting the success of the Company and its businesses by directing and supervising the Company’s affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

董事進行證券交易的標準守則

本公司已採納有關董事及僱員進行證券交易的操守守則(「證券守則」)，其條款不遜於上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)所載之規定準則。經作出特定查詢後，全體董事確認於截至2018年12月31日止年度全年已遵守標準守則的規定準則。

可能擁有本公司未公佈股價敏感資料的僱員亦須遵守證券守則。

董事會

董事會現由七名董事組成，其中四名為執行董事，三名為獨立非執行董事。所組成的董事會具備全面之專長以及經驗，足作決策及滿足業務所需。非執行董事於董事會之參與，可為有關本集團之策略、表現、利益衝突及管理程序之事宜作出獨立判斷，可確保本公司所有股東之權益已獲妥善考慮。

董事會認為所有獨立非執行董事均為獨立人士，並已接獲每位獨立非執行董事根據上市規則規定之年度獨立性確認書。

董事之簡歷詳情載於本年報「董事及高級管理層之履歷」一節。

非執行董事任期之詳情載於董事會報告「董事之服務合約及輪席」一節。

董事會負責審批及監察本集團之整體策略及政策；審批業務計劃；內部監控及風險管理制度的有效性以及監督。董事會亦負責透過指揮及監督本公司之事務而協助本公司及其業務再創佳績。

董事會專注於整體策略及政策，並特別注意本集團之增長及財政表現。

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BOARD OF DIRECTORS (Cont'd)

The Board delegates day-to-day operations of the Group to executive Directors and senior management of every business segment, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive Directors who have attended Board meetings.

The Company had arranged for appropriate liability insurance for the directors and officers of the Group for indemnifying their liabilities arising from corporate activities.

董事會(續)

董事會轉授本集團之營運予執行董事以及各項業務之高級管理層，但若干主要事項則必須取得董事會批准。董事會之決定會透過出席董事會之執行董事與管理層溝通。

本公司已為本集團董事及高級職員安排適當之責任保險，以彌償其就公司事務而產生之責任。

Directors	董事	Board meeting Attended/Held 董事會會議 出席/ 舉行之次數	General meeting Attend/Held 股東大會 出席/ 舉行之次數
Executive Directors:			
Mr. Chau Cheok Wa	周焯華先生	1/14	0/2
Mr. Lo Kai Bong	盧啟邦先生	13/14	2/2
Mr. Au Chung on John	歐中安先生	12/14	2/2
Mr. Manuel Assis Da Silva	Manuel Assis Da Silva 先生	9/14	1/2
Independent Non-Executive Directors:			
Mr. Tou Kin Chuen	杜健存先生	11/14	2/2
Dr. Wu Kam Fun Roderick	胡錦勳博士	5/14	2/2
Mr. Lo Wai Tung John	盧衛東先生	13/14	1/2

Regular Board meetings are attended to by a majority of the Directors in person or through other electronic means of communication. Besides the regular Board meetings, special Board meetings are convened from time to time for the Board to discuss major matters that require the Board's timely attention. As some of the special Board meetings are concerned with the day-to-day management of the Company which often requires prompt decisions, usually only the executive Directors attend. During the year ended 31 December 2018, apart from holding Board meetings, the Board also passed resolutions in writing to approve certain matters.

大部份董事親自或透過其他電子通訊方式出席之定期董事會會議。除定期董事會會議外，本公司亦會不時召開特別董事會會議，討論董事會須及時處理之主要事項。由於部份特別董事會會議涉及本公司之日常管理，需要即時作出決定，故往往只有執行董事出席。截至2018年12月31日止年度，除舉行董事會會議外，董事會亦會以書面決議案批准若干事項。

ACCOUNTABILITY AND AUDIT

The Directors were responsible for overseeing the preparation of the consolidated financial statements for the year ended 31 December 2018. The Directors' responsibilities in the preparation of the consolidated financial statements and the auditor's responsibilities are set out in the Independent Auditor's Report.

問責性及審核

董事會負責監督編製截至2018年12月31日止年度之綜合財務報表。董事編製綜合財務報表之責任以及核數師之責任載於獨立核數師報告。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for effectiveness of the Group's the risk management and internal control systems. The systems are implemented to minimise the risk to which the Group is exposed and is used as a management tool for the day-to-day operation of business. The system can only provide reasonable but not absolute assurance against material misstatement or loss. Procedures have been designed for safeguarding assets against unauthorized use or disposition, ensuring the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulation.

The Group has engaged external professional consultant to conduct risk management and internal audit of the Group. It performs risk-based audits to review the effectiveness of the Group's risk management and internal control systems and reports to the Board with its findings and makes recommendations. The Group has conducted a review of the effectiveness of the implemented system and procedures, including areas covering financial, operational, compliance and risk management function.

CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Mr. Chau Chek Wa is the chairman of the Company. The chairman's responsibility is to oversee the functioning of the Board and the strategies and policies of the Group. The Chief Executive Officer's responsibility is to monitor the daily operation and management of the Company. The Company has not appointed any person to replace Ms. Yeung So Lai as the Chief Executive Officer following her resignation with effect from 31 March 2017.

The Company is in the process of identifying a suitable candidate to assume the role as Chief Executive Officer and further announcement in this regard will be made as and when appropriate. In the meantime, the former role and responsibility of Ms. Yeung So Lai as the Chief Executive Officer of the Company have been performed by all the executive Directors collectively.

PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he/she has appropriate understanding of the Group's business and of his/her duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

風險管理及內部監控

董事會對本集團風險管理及內部監控系統的有效性負責。實施有關係統旨在減輕本集團面臨的風險，並用作日常業務經營的管理工具。該系統僅可提供免於重大失實陳述的合理而非絕對保證。已設計程序保護資產免受未經授權使用或處置，確保維持適當的會計記錄，以提供可靠的財務資料供內部使用或發佈，並確保遵守適用法律、規則及法規。

本集團已委聘外部專業顧問進行本集團的風險管理及內部審核。該顧問進行基於風險的審核，以評估本集團風險管理及內部監控系統的有效性，並向董事會彙報其發現及作出推薦。本集團已評估所實施的系統及程序的有效性，涵蓋財務、經營、合規及風險管理職能等領域。

主席及行政總裁

周焯華先生為本公司主席。主席之責任為監督董事會之運作以及本集團之策略及政策。行政總裁負責監察本公司之日常運作及管理。於楊素麗女士自2017年3月31日起辭任後，本公司並未委聘任何人士以替代楊素麗女士擔任行政總裁。

本公司正物色適當人選擔任行政總裁職務，並將適時就此另行刊發公告。同時，楊素麗女士作為本公司行政總裁之原有職務及職責暫由全體執行董事共同履行。

專業發展

每名新委任董事獲提供就職培訓，以確保其妥為了解本集團之業務以及其根據上市規則及相關法定及監管規定之職責。

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PROFESSIONAL DEVELOPMENT (Cont'd)

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, Hong Kong Companies Ordinance and corporate governance practices organised by professional bodies or chambers in Hong Kong. All directors are requested to provide the Company with their respective training records pursuant to the Corporate Governance Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year. Such professional development was completed either by way of attending briefings, conference, forum, courses and seminars and self-reading which are relevant to the business or directors duties.

COMPANY SECRETARY

The company secretary of the Company is Mr. Ng Wing Ching, a member of HKICPA. The company secretary assists the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. Mr. Ng has taken not less than 15 hours of relevant professional training during the year ended 31 December 2018.

REMUNERATION COMMITTEE

The remuneration committee is responsible for ensuring that the Company has formal and transparent procedures for developing and overseeing its policies on the remuneration of the Directors and senior management. The committee's authorities and duties are set out in written terms of reference.

1 remuneration committee meeting was held during the year ended 31 December 2018 for reviewing the remuneration of Directors. Members of the remuneration committee and the attendance of each member are set out below:

Committee members

委員會成員

Mr. Lo Wai Tung John (*Chairman*)
Mr. Tou Kin Chuen
Dr. Wu Kam Fun Roderick

盧衛東先生(主席)
杜健存先生
胡錦勳博士

Attend/Held

出席/舉行

1/1
1/1
1/1

專業發展(續)

本公司定期提供本集團業務發展的更新資料。董事定期獲簡介上市規則及其他適用法定規定之最新發展，以確保遵守及掌握良好公司管治常規。此外，本公司一直鼓勵董事參加由香港專業團體或商會籌辦有關上市規則、香港公司條例及企業管治常規之專業培訓課程及研討會。所有董事須根據企業管治守則向本公司提供其各自之培訓記錄。

所有董事已於年內參與適當的持續專業發展，並更新其知識及技巧。董事透過出席簡報會、會議、論壇、課程及研討會以及自行閱讀有關業務或董事職責的刊物而完成有關專業發展的培訓。

公司秘書

本公司之公司秘書為吳永禎先生，彼為香港會計師公會會員。公司秘書透過確保董事會內之良好資訊溝通而協助董事會，並確保董事會政策及程序得以遵守。截至2018年12月31日止年度，吳先生已接受不少於15小時的有關專業培訓。

薪酬委員會

薪酬委員會負責確保本公司擁有正式及透明的程序，制訂及監督董事及高級管理層薪酬之政策。該委員會的授權及職責載於書面職權範圍內。

薪酬委員會於截至2018年12月31日止年度舉行1次會議，以審閱董事薪酬。薪酬委員會成員及彼等之出席會議次數載列如下：

REMUNERATION COMMITTEE (Cont'd)

The terms of reference of the remuneration committee are posted on the Company's website. The principal functions include:

- (i) to make recommendations on the Company's policies and structure for all the remuneration of Directors;
- (ii) to propose the specific remuneration packages of the executive Directors, and to make recommendations on the remuneration of the non-executive Directors for the Board's approval; and
- (iii) to review and propose remuneration for executive Directors by reference to corporate goals and objectives resolved by the Board from time to time.

NOMINATION COMMITTEE

The nomination committee is responsible to make recommendation to the Board on the appointment of Directors and the management of the Board's succession. The committee's authorities and duties are set out in written terms of reference.

1 nomination committee meeting was held during the year ended 31 December 2018 for assessing the independence of the independent non-executive Directors; considering the re-election of Directors; reviewing the composition of the Board. Members of the nomination committee and the attendance of each member are set out below:

Committee members

委員會成員

Dr. Wu Kam Fun Roderick (*Chairman*)
Mr. Tou Kin Chuen
Mr. Lo Wai Tung John

胡錦勳博士(主席)
杜健存先生
盧衛東先生

Attend/Held

出席/舉行

1/1
1/1
1/1

The terms of reference of the nomination committee are posted on the Company's website. The principal functions include:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

薪酬委員會(續)

薪酬委員會的職權範圍於本公司網站登載。主要職能包括：

- (i) 就本公司有關董事所有薪酬的政策及架構提出推薦意見；
- (ii) 就執行董事的特別薪酬待遇提出建議，及就非執行董事的薪酬提出推薦意見以供董事會批准；及
- (iii) 參照董事會不時議決的公司目標及宗旨、審閱及建議執行董事的薪酬。

提名委員會

提名委員會負責就委任董事及董事會繼任管理向董事會提出推薦意見。委員會之授權及職責載於書面職權範圍。

提名委員會於截至2018年12月31日止年度舉行1次會議，以評估獨立非執行董事之獨立性；考慮重選董事；及審閱董事會組成。提名委員會成員及其出席會議次數載列如下：

提名委員會的職權範圍於本公司網站登載。主要職能包括：

- (i) 定期檢討董事會的架構、規模及組成(包括技能、知識及經驗)及就任何建議調整向董事會提出推薦建議；
- (ii) 物色具備合適資格可擔任董事之人士，及挑選獲提名出任董事之人士或就此向董事會提出推薦意見；

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NOMINATION COMMITTEE (Cont'd)

- (iii) to assess the independence of independent non-executive Directors; and
- (iv) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy ("Board Diversity Policy") on 28 December 2018 which sets out the approach to achieve diversity on the Board. The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board.

The Nomination Committee will discuss and review the necessity to set the measurable objectives for implementing the Board Diversity Policy from time to time. The Nomination Committee will also review the Board Diversity Policy, as appropriate, to ensure its effectiveness from time to time.

AUDIT COMMITTEE

3 audit committee meetings were held during the year ended 31 December 2018. Each committee meeting has been supplied with necessary financial information of the Group for members to consider, review and access significant issues arising from the work conducted. Attendance of the Members are set out below:

Committee members 委員會成員

Mr. Tou Kin Chuen (<i>Chairman</i>)	杜健存先生(主席)
Dr. Wu Kam Fun Roderick	胡錦勳博士
Mr. Lo Wai Tung John	盧衛東先生

提名委員會(續)

- (iii) 評估獨立非執行董事的獨立性；及
- (iv) 就有關委任或重新委任董事以及董事(尤其是主席及行政總裁)繼任計劃的相關事宜向董事會提出推薦意見。

董事會成員多元化政策

董事會已於2018年12月28日採納董事會成員多元化政策(「董事會成員多元化政策」)，其載列達致董事會成員多元化的方法。本公司知悉董事會層面日益多元化將為達成本公司策略目標及可持續發展提供支持。本公司藉考慮多項因素，包括但不限於具備不同性別、年齡、文化及教育背景、專業經驗、技術、知識及服務年期，以旨在實現董事會成員多元化。本公司亦將不時考慮其本身的業務模型及特定需要，以釐定董事會的最佳組成。

提名委員會將不時討論及審閱是否有需要制定可計量目標以執行該董事會成員多元化政策。提名委員會亦將審閱董事會成員多元化政策(視情況而定)，確保其不時持續有效。

審核委員會

審核委員會於截至2018年12月31日止年度舉行3次會議。每次委員會會議均會提供所需的本集團財務資料，以供成員考慮、審閱及了解所進行工作產生的重大事宜。成員出席會議次數載列如下：

Attend/Held 出席/舉行

3/3
2/3
2/3

AUDIT COMMITTEE (Cont'd)

The terms of reference of the audit committee are posted on the Company's website. The principal functions include:

- | | |
|--|--|
| <ul style="list-style-type: none"> (i) to make recommendations with respect to the appointment, reappointment and removal of the Company's external auditor, and to evaluate their independence, objectivity and effectiveness of the audit process; (ii) to review and monitor the interim and annual financial statements, reports and accounts of the Company, and to review significant and judgemental financial reporting issues contained therein; (iii) to review the Company's financial controls, risk management and internal control systems; and (iv) to discuss with the management the risk management and internal control systems, and to ensure that the management has discharged its duties and responsibilities in implementing an effective internal control system. | <ul style="list-style-type: none"> (i) 就委任、重新委任及罷免本公司的外聘核數師提出推薦意見，以及客觀評估彼等的獨立性及審核程序的成效； (ii) 檢討及監察本公司的中期及年度財務報表、報告及賬目，以及檢討其中所載的重大及決策性財務申報事宜； (iii) 檢討本公司的財務監控、風險管理及內部監控系統；及 (iv) 與管理層討論風險管理及內部監控系統，以及確保管理層於落實有效的內部監控系統方面已履行其職責及責任。 |
|--|--|

The Group's 2018 interim and annual reports have been reviewed by the audit committee, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. For the 2018 annual report, the audit committee met with the external auditor to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending it to the Board for approval. The committee also monitored the Company's progress in implementing the code provisions on the Code as required under the Listing Rules.

審核委員會已審閱本集團2018年中期報告及年報，並認為有關報告根據適用之會計準則及規定而編製。審核委員會於向董事會推薦2018年年報供批准前，已與外聘核數師討論審核、內部監控、法定合規情況及財務報告事宜。審核委員會亦已監察本公司實施上市規則下要求的守則之守則條文的進展。

AUDITOR'S REMUNERATION

During the year ended 31 December 2018, the fees paid/payable to auditor in respect of audit services and non-audit services provided by the auditor to the Group were as follows:

核數師酬金

截至2018年12月31日止年度，就核數師向本集團提供的核數服務及非核數服務而已付／應付予核數師的費用如下：

Nature of services 服務性質	2018 HK\$'000 千港元	2017 HK\$'000 千港元
Audit services – Current year	3,800	3,000
Non-Audit services (mainly for other reporting review services)	3,600	423
	7,400	3,423

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DIVIDEND POLICY

Pursuant to code provision E.1.5 of the CG Code, the Company has adopted a dividend policy (“Dividend Policy”). This Dividend Policy aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its profits, realized or unrealized, or from any reserve set aside from profits which the Board determine is no longer needed, as dividends to the shareholders of the Company.

In deciding whether to propose or declare a dividend and in determining the dividend amount and means of payments, the Board shall take into account, among others: (i) general business conditions and other internal or external factors that may have an impact on the business of the Company; (ii) the financial performance and position of the Group; (iii) the liquidity position of the Group; (iv) the capital and debt level of the Group; (v) the expected capital requirements and future expansion plans of the Group; (vi) statutory and regulatory restrictions; (vii) contractual restrictions on the payment of dividends by the Group to the shareholders or by the subsidiaries of the Company to the Company; and (viii) other factors the Board may deem relevant.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors’ understanding of the Group’s business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information which enables shareholders and investors to make a properly informed investment decision.

The Company continues to enhance communications and relationships with its investors. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at its principal place of business in Hong Kong for any inquiries.

To promote effective communication, the Company maintains a website at www.suncitygroup.com.hk, where extensive information and updates on the Company’s business developments and operations, financial information, corporate governance practices and other information are available for public access.

The Board confirmed that, during the year, there were no significant changes made to the Articles affecting its operations and reporting practices.

股息政策

根據企業管治守則之守則條文第E.1.5條，本公司已採納股息政策（「股息政策」）。本股息政策旨在載列本公司就宣派、派付或分發其溢利（已變現或未變現）或由董事會決定再無需要的由溢利儲備中撥款予本公司股東作為股息時擬應用的原則及指引。

於決定是否建議或宣派股息以及釐定股息金額及派付方式時，董事會考慮的因素為（其中包括）：(i) 整體業務條件及可能對本公司業務產生影響的其他內外因素；(ii) 本集團財務表現及狀況；(iii) 本集團流動性資金狀況；(iv) 本集團資本及債務水平；(v) 本集團預期資本要求及未來擴展計劃；(vi) 法定及監管限制；(vii) 本集團向股東或本公司附屬公司向本公司派付股息的合約限制；及(viii) 董事會可能認為相關的其他因素。

與股東及投資者溝通

本公司相信與股東有效溝通，是提升投資者關係以及加強投資者對本集團業務表現及策略之了解屬不可或缺。本集團深明透明度以及迅速披露公司資料，該股東及投資者作出恰當知情的投資決定的重要性。

本公司繼續加強與投資者之溝通及關係。本公司會快速處理投資者之垂詢，並提供相關資料。投資者若有任何垂詢，可直接致函本公司的香港主要營業地點。

本公司為加強有效溝通，已設置一個網址 www.suncitygroup.com.hk，提供大量資訊，包括有關本公司業務發展及營運、財務資料、企業管治常規及其他資料，供公眾瀏覽。

董事會確認，年內公司之章程細則並無影響其營運及申報常規之重大變動。

SHAREHOLDER RIGHTS

Pursuant to article 58 of the Articles of the Company, extraordinary general meetings of the Company shall be convened on the requisition of any one or more shareholder(s) (the “Requisitionist(s)”) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company.

The Requisitionist(s) shall have the right, by written requisition to the Board or the Company Secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and the EGM shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Requisitionist(s) may do so in the same manner, and shall be entitled to reimbursement of all reasonable expenses incurred by the Requisitionist(s).

Specific enquiries by shareholders requiring the Board’s attention can be sent in writing to the Board or the Company Secretary at the Company’s principal place of business in Hong Kong.

In addition, the Company maintains contact with its shareholders through annual general meetings or extraordinary general meetings, and encourages shareholders to attend those meetings.

Notice of general meeting is sent by mail to the registered shareholders of the Company. Agenda and resolutions are set out in the notice of general meeting. A proxy form for use at a general meeting is enclosed with the notice. Shareholders who do not intend or are unable to be present at the meeting should fill out the form and return the same to the share registrar and transfer office of the Company, so as to appoint a representative, another shareholder or the chairman of the meeting as their proxy.

股東權利

根據本公司細則第58條，本公司的股東特別大會須應任何一名或多名股東（「請求者」）的請求而召開，而該等股東於遞交請求書之日須持有不少於本公司有權於本公司股東大會上投票的繳足股本的十分之一。

請求者有權向董事會或本公司的公司秘書遞交書面請求，要求董事會就處理有關請求書內所述任何業務的交易召開股東特別大會；而該股東特別大會須於有關請求書遞交日期後兩個月內舉行。倘董事會於遞交日期起計二十一日內未有召開有關大會，則請求者可按相同方式自行召開大會，並應獲償付請求者召開大會所產生的所有合理開支。

股東要求董事會垂注之特別垂詢，可致函於香港主要營業地點之董事會或公司秘書。

此外，本公司透過股東週年大會或股東特別大會與股東聯繫，並鼓勵股東出席該等大會。

股東大會通告將以郵遞方式寄至本公司登記股東。議程及議案載於股東大會通告。隨通告奉附股東大會代表委任表格。不擬出席或未能出席大會之股東應填妥表格並交回本公司之股份過戶登記處，以委任一名代表、另一名股東或大會主席作為其代表。

Environmental, Social and Governance Report 環境、社會及管治報告

The following is the compendium of ESG disclosure components to be included in the annual report:

ABOUT THE GROUP

The property development business and the property leasing and management business are the Group's major business, both of which are principally conducted in the PRC. Other business segments of the Group included hotel and integrated resort general consultancy and travel agency service.

STAKEHOLDER ASSESSMENT AND COMMUNICATION

The management of the Group (the "Management") had given due consideration in accessing and addressing the definition and concerns of the stakeholders of the Group. Stakeholder assessment and engagement refer to the process by which the Group involves parties who may be affected by the decisions it makes or can influence the implementation of its decisions. In the course of the businesses the Management had: set out the full spectrum of stakeholders by consulting various departments within the Group; leverage on the ongoing communication channels and day-to-day interactions to engage these stakeholders; and conducted an in depth assessment of the influence and dependency of each of these stakeholder groups. The Company's stakeholders can categorically be divided into customers, suppliers, employees and shareholders.

OUR ENVIRONMENT

As a company that focus on providing services, the Group and its daily operation generate minor impacts on the natural environment. The Group does not produce wastewater, exhaust gas emissions and hazardous waste in day-to-day operations. Indirect environmental impacts generated by the Group mainly includes following activities: 1) consumption of gasoline (for Group-owned vehicles) and purchased electricity; and 2) business air travel. Their corresponding emissions were calculated and presented within following sub-sections. The Group does not involve in consumption of packaging materials. Non-hazardous waste generated include office paper and incoming packaging materials.

During the reporting period, the Group did not note any cases of material non-compliance relating to air and greenhouse gas emissions, discharge into water and land, and the generation of hazardous and non-hazardous waste.

Emissions

During the year ended 31 December 2018, there had not been conducted any construction work. The other business segments of the Group produce a certain degree of emissions, most of which are administrative offices based, details as follows.

以下是將納入年度報告之環境、社會及管治披露部分之概要：

關於本集團

物業開發以及物業租賃及管理是本集團之主要業務，且主要於中國進行。本集團之其他業務分部包括酒店及綜合度假村之一般顧問服務以及旅遊代理服務。

利益相關者評估及溝通

本集團之管理層（「管理層」）對本集團之利益相關者之定義及其意見已予以充分考慮及處理。利益相關者評估及處理指本集團邀請受本集團決策影響或影響本集團決策實施之人士。於業務營運期間，管理層已諮詢本集團內各部門，列出各方面之利益相關者；善用目前之溝通渠道及日常互動，跟利益相關者交流；並展開深入評估，衡量各利益相關群體之影響及依賴程度。本公司之利益相關者可分為客戶、供應商、僱員及股東。

我們的環境

作為一間集中提供服務之公司，本集團及其日常營運對自然環境產生輕微影響。本集團之日常營運並不產生廢水、排放廢氣及有害廢棄物。本集團對環境之間接影響主要包括以下活動：1) 耗用汽油（本集團擁有之汽車）及購入之電力；及2) 出外公幹。其相應之排放乃於以下分節計算及呈列。本集團並不涉及包裝物料之耗用。所產生之無害廢棄物包括辦公室用紙及外來包裝物料。

於報告期間內，本集團未有知悉任何有關空氣及溫室氣體排放、海上及陸上排放、產生有害及無害廢棄物之重大不合規情況。

排放物

截至2018年12月31日止年度期間，本集團未有進行任何建築工程。本集團之其他業務分部生產一定程度之排放物，當中大部分來自行政辦公室，詳情如下。

Air Pollutant Emissions

There were no direct on-site air emissions. Indirect air emissions, including both greenhouse gas (GHG) and non-GHG were generated from the consumption of gasoline for group vehicle, GHG emissions were also generated from the consumption electricity in office operations and business air travel.

Vehicle Operation and Emissions

Seven passenger cars and two private vans were used for the daily business operation. All vehicles were operated on unleaded petroleum. For the business operation in the PRC, Hong Kong and Macau, during the year ended 31 December 2018, 27,506 litres of petrol have been consumed.

空氣污染物排放

本集團並無直接在現場之氣體排放。間接氣體排放(包括溫室氣體及非溫室氣體)則產自集團汽車之汽油耗用，溫室氣體排放亦產自辦公室運作及出外公幹之電力耗用。

汽車操作及排放

本集團日常業務營運使用七輛載客汽車及兩輛私人客貨車。所有汽車均使用無鉛汽油。就於中國、香港及澳門之業務營運而言，截至2018年12月31日止年度期間，共耗用27,506公升汽油。

		2018 (kg) 2018年(公斤)
nitrogen oxides ("NO _x ")	氮氧化物(「NO _x 」)	15.04
sulphur oxides ("SO _x ")	硫氧化物(「SO _x 」)	0.40
respiratory suspended particles ("RSP"), also known as Particulate Matter ("PM")	可吸入懸浮顆粒(「RSP」)，又稱顆粒物(「PM」)	1.11

Greenhouse Gas (GHG) emissions

2,048.06 tonnes of GHG were emitted in the reporting period, reported in carbon dioxide equivalent (CO₂eq.). The GHG reported included following activities and scope:

溫室氣體排放

於報告期間內，共排放2,048.06公噸溫室氣體，按二氧化碳當量(「二氧化碳當量」)呈報。所呈報之溫室氣體包括以下活動及範圍：

Activity	活動	Greenhouse Gas (GHG) emissions (tonnes of CO ₂) 溫室氣體排放(公噸二氧化碳)	%
Scope 1 Direct Emissions Combustion of petroleum for mobile transportation	範圍一 直接排放物 交通工具汽油燃燒	74.53	3.64%
Scope 2 Energy Indirect emissions Purchased electricity	範圍二 能源間接排放物 購入之電力	1,945.11	94.97%
Scope 3 Other indirect emissions Business air travel	範圍三 其他間接排放物 出外公幹	21.72	1.06%
Scope 3 Other indirect emissions Waste paper disposal at the landfill	範圍三 其他間接排放物 於堆填區棄置廢紙	6.70	0.33%
Total emissions	總排放	2,048.06	100%

Environmental, Social and Governance Report 環境、社會及管治報告

For the year ended 31 December 2018, the Group did not produce any hazardous waste. The Group produced some non-hazardous waste which included the domestic garbage and office paper which have been double-sided printed. The above environmental wastes, which would pollute the land, would be disposed by the Group to disposal services provider.

The Group has implemented following schemes to reduce electricity consumption:

- encourage double-sided printing and reuse of single side printed paper;
- minimise the use of motor vehicles by having better route plans;
- idle electrical appliances are switched off; and
- regular maintenance and repair for electrical appliances to lower energy waste.

Use of Resources

The Group has implemented internal policies to minimise the impact of business activities on the environment and support environmental-protection initiatives. The Group actively implemented measures to reduce carbon emission and water usage in our business operations. Since no construction work had been conducted during the year, the policy focus was placed on the administrative offices. Measures were introduced to minimising the use of paper by encouraging double side printing and paper recycling. The Group also promote paperless environment by encouraging the use of electronic copy for the document instead of printed hard copy.

The following consumption data and consumption intensity were recorded for the year ended 31 December 2018:

Use of resources	資源使用	Consumption 耗量	Intensity (per staff) 耗用率(每名員工)
Electricity	用電	2,327,247 kWh 千瓦時	16,505.30 kWh 千瓦時
Water	用水	43,977.94 tons 噸	311.90 tons 噸
Paper usage	用紙	1,395 kg 公斤	9.89kg 公斤
Packing materials	包裝物料	Nil 無	Nil 無

The objective of conservation of energy consumption and reduction of energy waste is always upheld by staff members of the Group.

於截至2018年12月31日止年度，本集團未有產生任何有害廢棄物。本集團產生的若干無害廢棄物包括家居垃圾及辦公室用紙(雙面打印)。本集團上述對土地造成污染之環境廢棄物交由廢棄物服務供應商處置。

本集團已實施以下措施以減少電力耗用：

- 鼓勵雙面打印及重用單面打印紙張；
- 妥善計劃行車路線以盡量減少使用汽車；
- 關掉備用之電器；及
- 定期保養及維修電器以減少浪費能源。

資源使用

本集團已實施內部政策，以盡量減少業務活動對環境之影響，並支持環保舉措。本集團積極推行措施，以減少我們業務營運中之碳排放及用水量。因年內本集團未有進行建築工程，政策重點放在行政辦公室上。本集團已引入措施盡量減少用紙，鼓勵雙面打印及紙張回收。本集團亦鼓勵使用文件之電子副本而非複印本，促進無紙環境。

於截至2018年12月31日止年度所記錄之耗用數據及耗用率如下：

本集團員工一直支持節約能源及減少浪費能源。

Environment and Natural Resources

The Group continues to review the environmental impact of its operations and make use of best practices across their functions and to develop monitoring of resources consumption data and implementing better performance strategies as to enhance the contributions to environmental sustainability through good environmental practices. The Group does not ignore the opportunity to contribute to sustainability at the office space, and the Group enhances environmental awareness of the employees through various means of internal communications.

OUR EMPLOYEES

Employment and Labour Practices

The Group values employees as an intricate and vital part of the Group, and thus the Group establishes and maintains fair and comprehensive employment policies and practices to ensure the compliance with all relevant ethical and regulatory standards, by, for example, providing equal opportunity and career development to all our employees. The Group strictly complied with the laws, regulations and policies regarding employment benefits across different jurisdictions, including, for example, the social security in the PRC and Macau; and Mandatory Provident Fund Scheme Ordinance in Hong Kong.

As at 31 December 2018, the Group has 141 employees. The overall gender ratio between male and female as of 31 December 2018 was at 1:0.78. The graphs below show the workforce distribution by gender, age group and geographical regions:

環境及天然資源

本集團持續檢討其營運所造成之環境影響，並令各職能善用最佳常規，以提高資源耗用數據監控及實施更好之績效策略，從而透過良好之環保實踐促進對環境可持續性之貢獻。本集團亦不忘在辦公室之內為可持續發展作出貢獻，透過不同內部溝通措施，提高僱員的環保意識。

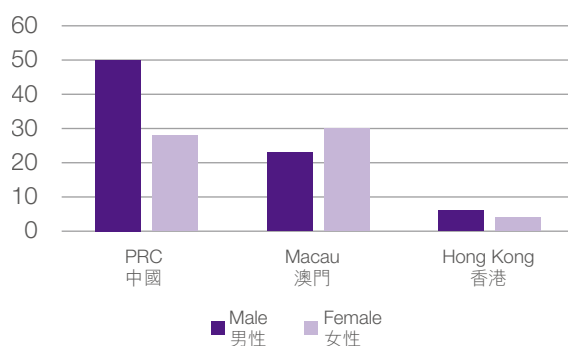
我們的僱員

僱傭及勞工措施

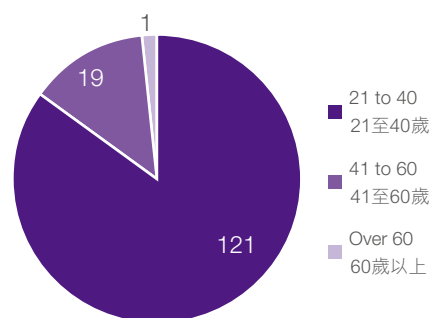
本集團視僱員為本集團精密且重要的一部分，因此，本集團設立並維繫公平及全面之僱傭政策及措施，以確保本集團遵守一切相關之道德及監管標準，如向我們所有僱員提供均等機會及職業發展。本集團嚴格遵守不同司法管轄區的僱傭福利法律、規例及政策，包括中國及澳門的社會保障及香港的《強制性公積金計劃條例》。

於2018年12月31日，本集團共有141名僱員。於2018年12月31日，僱員整體男女比例為1:0.78。下圖顯示僱員性別、年齡組別及地理位置分佈：

Workforce distribution by geographical region
僱員地理位置分佈



Workforce distribution by age group
僱員年齡組別分佈



During the reporting period, the Group did not aware of any material non-compliance relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, discriminations.

於報告期間內，本集團未有知悉任何有關補償及解僱、招聘及晉升、工作時間、休息時間、平等機會、多樣性及歧視之重大不合規情況。

Environmental, Social and Governance Report

環境、社會及管治報告

Health and Safety

Although the health and safety related risks with office administrative work is relatively lower than that of the construction sites, the Group does strive to provide and maintain a safe and healthy workplace for all employees. One of the measures includes the placement of safety guides and healthcare tips in observable areas for our staff. Besides, regular and constant safety training is crucial to the cultivation of safety awareness. The efforts in safety and health have been paid off and the Group aims to maintain the record of work-related injury, loss or fatalities at zero in upcoming years.

健康與安全

與建築工地相比，雖然辦公室行政工作之健康與安全相關風險較低，但本集團仍致力為所有僱員提供並維持一個安全及健康之工作場所。其中一項措施為在當眼處張貼安全指引及健康護理提醒。此外，定期及持續之安全訓練對培養安全意識十分重要。本集團就安全與健康所作之努力並無白費，目標為於未來數年保持因工傷亡及造成損失之零紀錄。

Occupational health and safety statistics

職業健康與安全統計

2018 Annual
2018年度

Number of lost days due to work injury	因工傷而損失之工作日數	Nil 零
Number of work-related fatalities due to work	因工死亡數字	Nil 零
Number of work injuries due to work	因工受傷數字	Nil 零

During the year ended 31 December 2018, the Group was not aware of any non-compliance with the health and safety in laws and regulations.

於截至2018年12月31日止年度，本集團未有知悉任何違反健康與安全法律及規例之事宜。

Development and Training

The Group places a strong emphasis on staff development. The Group provides timely induction programs to new recruits, to introduce the Group's history and development, corporate culture, organisational structure, the Company's rules system, office operation platform, workflow and the Company's projects, so that new employees can be soon familiar with the Group's operation and thus improve their efficiency. Regular trainings are provided to update knowledge of our staff from time to time and where deemed necessary. The Group also encourages the employees to identify their own personal objectives for development, allowing them to develop according to their own needs and pace.

發展及培訓

本集團極為重視員工發展。本集團為新員工提供及時之入職培訓，以介紹本集團之歷史及發展、公司文化、組織架構、本公司之規則系統、辦公室營運平台、工作流程及本公司之項目，使新僱員能盡快熟悉本公司之經營及因此增加其效率。本集團不時及適時為我們的員工提供定期培訓，以更新其知識。本集團亦鼓勵僱員確定其自身之個人發展目標，使其按照自身之需要及步伐發展。

Labour Standards

The Group strictly prohibits the use of forced and child labour. The Group complies with relevant regulations and laws to safeguard the rights of our employees, and will not tolerate labour exploitation. During the recruitment process, we verify the age of applicants and the practice is extended to the workers hired by our sub-contractors. The Group prevents hiring child labour by conducting an identification check of every new employee without exception. During the year ended 31 December 2018, the Group did not aware of any material non-compliance with laws and regulations regarding child labour and forced labour.

勞工準則

本集團嚴禁強迫勞動及僱用童工。本集團遵守相關規例及法律，以保障我們員工之權利，絕不容忍剝削勞工。於招聘過程中，我們核實申請人之年齡，此做法引伸至我們分判商所聘請之工人。為防止聘用童工，本集團對每一名新僱員進行身分檢查，無一例外。於截至2018年12月31日止年度，本集團未有知悉任何違反有關童工及強迫勞動法律及規例之重大事宜。

OPERATING PRACTICES

Supply Chain Management

The Group tends to maintain long term relationship with its suppliers for ensuring a stable supply for services provided by the Group. We also require our suppliers to monitor their sustainability performance and acting responsibly in line with our environmental protection policies.

When selecting suppliers and contractors, the Group seeks to balance various factors to minimize the potential risks brought by cooperation with suppliers and ensure the stability of service and product quality and compliance of regulations. In order to realise effective risk management, the Group has formulated standardized tendering procedures to avoid corruption, bribery, extortion, fraud and money laundering that may occur during the tendering process. Meanwhile, the Group also requires its staff to stay alert and handle properly conflicts of interest that may be resulted from or caused by the process. The Group's businesses are dispersed across multiple regions. Priorities will be given to local suppliers in a hope to promote local economic development and reduce carbon footprints by shortening the distance of transportation.

Product Responsibility

The Group aims to achieve the highest possible standard with the services provided. The Group pays high attention to the quality and has put quality as its first priority to ensure customer satisfaction in terms of our services.

Meanwhile, the Group also requires its staff to comply with the regulations in relation to collecting, holding, processing, disclosure and use of personal data where it operates. Employees shall respect privacy and keep confidential the personal data obtained during the business process in accordance with the relevant confidential requirement as set out in internal policies to protect the privacy of customers.

During the year ended 31 December 2018, the Group was not aware of any non-compliance with relevant laws and regulations related to product responsibility.

經營常規

供應鏈管理

本集團有意與其供應商維持長期關係，以確保本集團提供服務所需之供應穩定。我們亦要求供應商監控其可持續發展表現，並以負責任之方式遵循我們的環保政策。

本集團選擇供應商及分判商時致力平衡不同因素，盡量降低與供應商合作所帶來之潛在風險以及確保服務及產品之質量及穩定性以至合符規例。為實現有效之風險管理，本集團已制定標準化之招標程序，以避免招標過程中可能發生之貪污、賄賂、勒索、欺詐及洗黑錢。與此同時，本集團亦要求其員工保持警覺，並妥善處理可能於過程中出現或導致之利益衝突。本集團之業務分散於多個地區。本地供應商將獲優先考慮，以期推動當地經濟發展及藉縮短運輸路程減少碳足跡。

產品責任

本集團致力提供最高標準之服務。本集團高度重視質量，並將質量置於首位，以確保客戶對我們的服務滿意。

與此同時，本集團亦要求其員工遵守營運當地有關收集、持有、處理、披露及使用個人資料之規例。僱員應尊重私隱，並按內部政策所載之相關機密要求將業務當中取得之個人資料保持機密，以保障客戶私隱。

於截至2018年12月31日止年度期間，本集團未有知悉任何違反與產品責任有關之相關法律及規例之事宜。

Environmental, Social and Governance Report

環境、社會及管治報告

Anti-Corruption

The Group has implemented internal policies and guidelines to comply with applicable laws on anti-bribery and anti-corruption for the respective jurisdictions the Group has operations in. These measures are subject to regular review and update to ensure their effectiveness to strengthen the internal controls and compliance regime of the Group.

During the year ended 31 December 2018, the Group was not aware of any non-compliances relating to dishonest and corruption activities according to the Penal Code of Macau and the Prevention of Bribery Ordinance 《防止賄賂條例》 of Hong Kong.

COMMUNITY

COMMUNITY PARTICIPATION

The Group regards promoting well-being and prosperity for the region as its responsibility. To this end, it has proactively engaged in diversified community activities and developed community investment strategies to cope with the development needs of the local community. While actively contributing to society.

The Group encourages employees to seek opportunities, participate more in charity work in the future and get involved in various community programs, such as community health initiatives, sports, cultural activities and volunteer work.

反貪污

本集團已實施內部政策及指引，以遵守本集團業務所在之司法管轄區的有關反賄賂及反貪污之適用法律。該等措施須定期予以檢討及更新，以確保其可有效加強本集團之內部控制及合規制度。

於截至2018年12月31日止年度期間，本集團未有知悉任何違反根據澳門《刑法典》及香港《防止賄賂條例》有關不誠實及貪污活動之事宜。

社區

社區參與

本集團視促進地區富足繁榮為其責任在內。為此，本集團積極參與多元化之社區活動，並制定社區投資策略，以配合本地社區之發展需要及同時主動為社會作出貢獻。

本集團鼓勵僱員尋找機會日後參與更多慈善工作，以及不同社區活動，如社區健康計劃、體育、文化活動及義工。

Deloitte.

**TO THE SHAREHOLDERS OF SUNCITY GROUP
HOLDINGS LIMITED**

(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Suncity Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 71 to 224, 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, consolidated statement of changes in equity and 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 ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

德勤

致太陽城集團控股有限公司股東之
獨立核數師報告
(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審核載於第71至224頁太陽城集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,其中包括於2018年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2018年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為編製。

意見基準

我們已按照香港會計師公會頒佈之香港核數準則(「香港核數準則」)進行審核工作。我們於該等準則下之責任於本報告「核數師有關審核綜合財務報表的責任」一節詳述。根據香港會計師公會之「專業會計師操守守則」(「守則」),我們獨立於 貴集團,且我們已根據守則履行其他道德責任。我們相信,我們獲取的審核證據屬充分、適當,且為發表審核意見提供基礎。

Independent Auditor's Report 獨立核數師報告

Material Uncertainty Related to Going Concern

We draw attention to note 2 to the consolidated financial statements, which indicates that the Group incurred a net loss of RMB1,458,898,000 for the year ended 31 December 2018 and as of that date, the Group's current liabilities exceeded its current assets by RMB1,970,775,000 and total liabilities exceeded its total assets by RMB1,059,000,000. As stated in note 2 to the consolidated financial statements, the Group is dependent on the financial support from its controlling shareholder, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. In addition to the matters described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

有關持續經營的重大不明朗因素

我們提呈閣下垂注綜合財務報表附註2，其中顯示截至2018年12月31日止年度，貴集團產生虧損淨額人民幣1,458,898,000元，而截至該日，貴集團之流動負債超出其流動資產人民幣1,970,775,000元，及總負債超出其總資產人民幣1,059,000,000元。如綜合財務報表附註2所述，貴集團倚賴其控股股東之財務支援，表明存在重大不明朗因素或會對貴集團之持續經營能力造成重大疑問。我們的意見並無就該事項作出修訂。

關鍵審核事項

關鍵審核事項指根據我們的專業判斷，該等對我們審核本期綜合財務報表屬最重要的事項。該等事項在我們對綜合財務報表進行整體審核及就此達致意見時處理，我們並不就該等事項單獨提供意見。除「有關持續經營的重大不明朗因素」一節所述事項外，我們已識別下述事項為將於我們的報告中傳達的關鍵審核事項。

Key Audit Matters (Cont'd) 關鍵審核事項(續)

Key audit matter 關鍵審核事項

Valuation of investment properties 投資物業之估值

We identified the valuation of investment properties as a key audit matter due to the significance of the estimates and the level of judgement involved.

我們已將投資物業之估值識別為關鍵審核事項，因為該等估計之重大性及涉及之判斷水平。

The fair values of the Group's investment properties were assessed by management based on independent valuation prepared by an independent and professionally qualified valuer not connected to the Group ("Valuer").

貴集團之投資物業之公允值由管理層按與貴集團概無關連之獨立及專業合資格估值師(「估值師」)進行之獨立估值評估。

The valuation of the Group's investment properties is inherently subjective due to the estimates used in determining the fair values of the properties, such as rental income of the properties derived from the existing tenancies with due allowance for the reversionary income potential of the tenancies which are then capitalised into the value at an appropriate capitalisation rate.

貴集團之投資物業之估值本質上為主觀，因為用於釐定物業公允值之該等估計，例如自現有租約產生之物業租金收入，乃適當計及租約之復歸收入潛力，然後按適當的資本化率將其資本化為若干價值。

As disclosed in note 15 to the consolidated financial statements, the carrying amount of the Group's investment properties amounted to RMB1,714,200,000 for the year ended 31 December 2018.

如綜合財務報表附註15所披露，截至2018年12月31日止年度，貴集團之投資物業賬面值達人民幣1,714,200,000元。

How our audit addressed the key audit matter

我們的審核如何處理關鍵審核事項

Our procedures in relation to valuation of investment properties included:

我們有關投資物業估值之程序包括：

- Assessing the competence, experience, qualifications and independence of the Valuer;
- 評估估值師之能力、經驗、資格及獨立性；
- Reviewing the valuation reports for the investment properties valued by the Valuer in the current year;
- 審閱現時年度該估值師就該等投資物業所作估值之估值報告；
- Evaluating the appropriateness of the Valuer's valuation approach to assess if it meets the requirement of HKFRSs;
- 評估該估值師之估值方法之適合性以評估其是否符合香港財務報告準則之要求；
- Engaging our internal valuation expert to assess the reasonableness of key assumptions and key data inputs used in the valuation, such as rental income of the properties; and
- 委聘我們的內部估值專家以評估估值所用之關鍵假設及關鍵輸入數據之合理性，例如該等物業之租金收入；及
- Evaluating whether disclosures in the consolidated financial statements relating to the valuation of investment properties are in accordance with HKFRSs.
- 評估綜合財務報表有關投資物業估值之披露是否符合香港財務報告準則。

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獨立核數師報告

Key Audit Matters (Cont'd)

關鍵審核事項(續)

Key audit matter

關鍵審核事項

Provision for land appreciation tax
土地增值稅撥備

We identified the provision for land appreciation tax in the People's Republic of China ("LAT") as a key audit matter due to the significant underprovision of LAT in prior years and significant judgement required in estimating the amounts of the LAT including the appropriateness of the tax rate applied and the deductibility of expenditures of properties.

我們已將中華人民共和國之土地增值稅(「土地增值稅」)撥備識別為關鍵審核事項，因為過往年度土地增值稅存在重大撥備不足以及於估計土地增值稅金額時須作出重大判斷(包括所採用稅率之適當性及物業開支之可扣減程度)。

As disclosed in note 11 to the consolidated financial statements, the Group's income tax expense in relation to LAT amounted to RMB58,461,000 for the year ended 31 December 2018.

誠如綜合財務報表附註11所披露，於截至2018年12月31日止年度，貴集團有關土地增值稅之所得稅開支為人民幣58,461,000元。

How our audit addressed the key audit matter

我們的審核如何處理關鍵審核事項

Our procedures in relation to provision for LAT included:

我們有關土地增值稅撥備之程序包括：

- Understanding how the Group's management estimates provisions for LAT;
- 了解 貴集團管理層估計土地增值稅撥備之方式；
- Engaging our internal tax expert to assess the accuracy of the provision for LAT with reference to the applicable progressive rates on the appreciation of land value;
- 委聘我們的內部稅務專家參考土地增值額之適用累進稅率評估土地增值稅撥備之準確性；
- Obtaining and inspecting the documents, including the sales summary supporting the calculation of LAT; and
- 獲取及檢查文件，包括證明土地增值稅計算之銷售概要；及
- Assessing the reasonableness of the estimation of the amount of LAT with reference to the estimated deductible expenditures including the cost of land use rights and all relevant property development expenditures.
- 經參考估計扣減開支(包括土地使用權成本及所有相關物業開發開支)評估土地增值稅之估計金額之合理性。

Other Information

The directors of the Company 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 auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, the directors 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事對其他資料負責。其他資料包括年報中包含的資料，但不包括綜合財務報表及本核數師報告。

我們對綜合財務報表的意見不涵蓋其他資料，且我們並不就此發表任何形式的鑒證結論。

就我們對綜合財務報表的審核而言，我們負責閱讀其他資料，並同時考慮其他資料是否與綜合財務報表或我們在審核過程中獲得的了解存在重大不一致或看似嚴重失實。倘若基於我們進行的工作，我們認為該其他資料存在重大失實陳述，則我們須報告該事實。我們在此方面無任何發現可報告。

董事及相關負責人對綜合財務報表的責任

貴公司董事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綜合財務報表，以令其作出真實而公平的反映，及落實董事認為必要的內部控制，以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失實陳述。

於編製綜合財務報表時，董事負責評估貴集團的持續經營能力，披露(如適用)與持續經營有關的事項，並使用持續經營會計基準(除非董事擬將貴集團清盤或終止經營，或除此之外並無其他可行的選擇)。

相關負責人負責監督貴集團的財務申報程序。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional 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.

核數師審核綜合財務報表的責任

我們的目標是就綜合財務報表整體是否存在重大失實陳述(不論因欺詐或錯誤導致)取得合理保證,按照協定的委聘條款向閣下(作為整體)彙報並出具包含我們意見的核數師報告,而非用於其他目的。我們概不就本報告的內容向其他任何人負有或承擔任何責任。合理保證是一種高水平的保證,但並不保證按照香港核數準則進行的審核總能發現所存在的重大失實陳述。失實陳述可能因欺詐或錯誤而產生,如個別或整體合理預期可能影響用戶基於該等綜合財務報表作出的經濟決定,則屬重大。

作為按照香港核數準則進行審核的一部分,我們在整個審核期間作出專業判斷並保持專業懷疑。我們亦:

- 識別及評估綜合財務報表中存在重大失實陳述(不論因欺詐或錯誤導致)的風險,設計及執行應對該等風險的審核程序,並取得充分適當的審核證據,為我們的意見提供基礎。未發現欺詐導致重大失實陳述的風險高於錯誤導致重大失實陳述的風險,原因是欺詐可能涉及勾結、偽造、故意遺漏、虛假陳述或超越內部控制。
- 取得與審核相關的內部控制的理解,以設計適當的審核程序,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適當性及所作出會計估計的合理性。

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Cont'd)

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

We communicate with those charged with governance 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.

核數師審核綜合財務報表的責任 (續)

- 對董事使用持續經營會計基準的適當性，及(基於所取得的審核證據)是否存在與事件或狀況相關且可能導致對貴集團持續經營能力產生重大疑問的重大不確定性得出結論。倘若我們認為存在重大不確定性，需要在核數師報告中提請注意綜合財務報表的相關披露或(如該披露不足)修改我們的意見。我們的結論基於截至核數師報告日期所獲得的審核證據。然而，未來事件或狀況可能導致貴集團無法持續經營。
- 評價綜合財務報表的整體呈列、結構及內容，包括披露及綜合財務報表是否按實現公平呈列的方式反映了相關交易及事件。
- 獲取有關貴集團內實體或業務活動的財務資料的充分適當的審核證據，以對綜合財務報表發表意見。我們負責指導、監督及進行集團審核。我們仍然對我們的審核意見承擔全部責任。

我們就(其中包括)審核的規劃範圍及時間與重大審核結果(包括我們在審核中發現的內部控制重大缺陷)與相關負責人溝通。

Independent Auditor's Report 獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Cont'd)

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

The engagement partner on the audit resulting in the independent auditor's report is Lau Kai Hung.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

29 March 2019

核數師審核綜合財務報表的責任 (續)

我們亦向相關負責人提供一份聲明，表示我們已遵守有關獨立性的相關道德要求，並就合理可能導致對我們獨立性產生疑問的所有關係及其他事項及(如適用)相關保障措施與彼等溝通。

根據與相關負責人溝通的事項，我們認為有關事項為對審核本期綜合財務報表而言最重要的事項，因此屬於關鍵審核事項。我們在核數師報告中說明該等事項，除非法律或法規禁止公開披露該事項，或(在極少數情況下)由於其不利後果合理預期將超過公開披露所帶來的公共裨益，我們認為該事項不應在我們的報告中披露。

編製本獨立核數師報告的審核的合夥人為劉啟鴻。

德勤•關黃陳方會計師行

執業會計師

香港

2019年3月29日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Notes 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Revenue	收入	6	747,595	497,800
Rental income	租金收入		45,048	46,908
			792,643	544,708
Cost of sales	銷售成本		(555,967)	(362,658)
Gross profit	毛利		236,676	182,050
Other income, gains and losses	其他收入、收益及虧損	7	(216,514)	43,515
Selling and distribution expenses	銷售及分銷費用		(7,044)	(27,730)
Administrative expenses	行政費用		(103,497)	(105,600)
Other operating expenses	其他營運費用		(4,538)	(3,437)
Change in fair value of investment properties	投資物業之公允值變動	15	(10,700)	(7,100)
Change in fair value of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之公允值變動		1,011	-
Change in fair value of a convertible bond	可換股債券之公允值變動	32	73,936	-
Change in fair value of derivative financial instruments	衍生金融工具之公允值變動	32	(1,189,505)	(329,855)
Reversal of provisions for litigations	就訴訟之撥備撥回	30	-	289,240
Reversal of provisions (provisions) for potential claims	潛在索償撥備撥回(撥備)	27	19,518	(41,882)
Impairment loss recognised in respect of inventories	就存貨確認之減值虧損	20	-	(57,034)
Reversal of impairment loss recognised in respect of deposits for non-current assets	就非流動資產按金確認之減值虧損撥回		-	438,000
Share of loss of an associate	應佔聯營公司虧損	17	(1,047)	(37)
Share of loss of a joint venture	應佔合營公司虧損	18	(14,896)	-
Finance costs	融資成本	8	(161,412)	(118,046)
(Loss) profit before taxation	除稅前(虧損)溢利	9	(1,378,012)	262,084
Income tax expense	所得稅開支	11	(80,886)	(65,191)
(Loss) profit for the year	本年度(虧損)溢利		(1,458,898)	196,893
Other comprehensive income:	其他全面收入:			
Exchange differences on translating foreign operations that may be subsequently reclassified to profit or loss	其後可能重新分類至損益的換算海外業務而產生之匯兌差異		4,943	392
Share of other comprehensive income of a joint venture, net of related income tax	應佔一間合營公司其他全面收入，扣除有關所得稅		705	-
Total comprehensive (expense) income for the year	年內全面(開支)收入總額		(1,453,250)	197,285

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2018 截至2018年12月31日止年度

	Note 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
(Loss) profit for the year attributable to: 以下人士應佔本年度 (虧損)溢利:			
- Owners of the Company - 本公司擁有人		(1,458,541)	197,002
- Non-controlling interests - 非控股權益		(357)	(109)
		(1,458,898)	196,893
Total comprehensive (expense) income for the year attributable to: 以下人士應佔本年度 全面(開支)收入總額:			
- Owners of the Company - 本公司擁有人		(1,452,893)	197,394
- Non-controlling interests - 非控股權益		(357)	(109)
		(1,453,250)	197,285
(Loss) earnings per share: 每股(虧損)盈利:			
- Basic (RMB cents) - 基本(人民幣分)	13	(23.85)	3.24
- Diluted (RMB cents) - 攤薄(人民幣分)	13	(23.85)	3.18

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018 於2018年12月31日

		As at 31 December 於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes 附註		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	14	2,387
Investment properties	投資物業	15	1,714,200
Prepayment and deposit for non-current assets	就非流動資產之預付金及按金	16	21,282
Pledged bank deposits	已抵押銀行存款	24	7,068
Interest in an associate	於聯營公司權益	17	741
Interest in a joint venture	於合營公司權益	18	797,389
Deferred tax assets	遞延稅項資產	19	83,597
			2,626,664
			1,834,649
Current assets	流動資產		
Inventories	存貨	20	608,211
Trade and other receivables and prepayments	應收賬款及其他應收款及預付款	21	78,662
Amounts due from directors	應收董事款項	22	368
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	23	44,934
Pledged bank deposits	已抵押銀行存款	24	303
Restricted bank deposits	受限制銀行存款	24	3,068
Bank balances and cash	銀行結餘及現金	25	92,668
			828,214
			1,084,052
Current liabilities	流動負債		
Trade and other payables	應付賬款及其他應付款	26	268,654
Amounts due to related companies	應付關連公司款項	22	52,103
Amount due to a director	應付一名董事款項	22	-
Contract liabilities	合約負債	28	148,144
Receipt in advance	預收賬款	29	989
Rent and other deposits	租金及其他按金		7,448
Provisions for potential claims	就潛在索償之撥備	27	22,564
Provisions for litigations	就訴訟之撥備	30	-
Bank and other borrowings	銀行及其他借貸	31	243,252
Convertible bond	可換股債券	32	-
Derivative financial instruments	衍生金融工具	32	1,578,882
Current tax liabilities	即期稅項負債		476,953
			2,798,989
			2,403,566

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2018 於2018年12月31日

		As at 31 December 於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Notes 附註		
Net current liabilities	流動負債淨值	(1,970,775)	(1,319,514)
Total assets less current liabilities	資產總值減流動負債	655,889	515,135
Non-current liabilities	非流動負債		
Bank and other borrowings	銀行及其他借貸 31	442,000	405,000
Amount due to a related company	應付關連公司款項 22	229,000	–
Amount due to a director	應付一名董事款項 22	4,893	–
Loan from a related company	來自一間關連公司貸款 22	164,463	–
Convertible bonds	可換股債券 32	515,120	–
Deferred tax liabilities	遞延稅項負債 19	359,413	357,950
		1,714,889	762,950
Net liabilities	負債淨值	(1,059,000)	(247,815)
Capital and reserves	資本及儲備		
Share capital	股本 33	582,811	525,734
Reserves	儲備	(1,630,682)	(762,777)
Deficit attributable to owners of the Company	本公司擁有人應佔虧絀	(1,047,871)	(237,043)
Non-controlling interests	非控股權益	(11,129)	(10,772)
Total deficit	虧絀總額	(1,059,000)	(247,815)

The consolidated financial statements on pages 71 to 224 were approved and authorised for issue by the board of directors on 29 March 2019 and are signed on its behalf by:

第71至224頁之綜合財務報表乃由董事會於2019年3月29日批准並授權刊發，並經以下人士簽署：

Chau Cheek Wa
周焯華
Director
董事

Lo Kai Bong
盧啟邦
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Merger reserve	Statutory reserve	Share option reserve	Capital reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	法定儲備	購股權儲備	資本儲備	外匯儲備	累計虧損	總計	非控股權益	權益總計
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	524,712	1,398,111	24,227	49,373	19,594	-	(234)	(2,479,166)	(462,383)	(10,663)	(473,046)
Profit (loss) for the year	年內溢利(虧損)	-	-	-	-	-	-	-	197,002	197,002	(109)	196,893
Exchange differences on translating foreign operations	換算海外業務而產生之匯兌差額	-	-	-	-	-	-	392	-	392	-	392
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	-	-	-	-	-	-	392	197,002	197,394	(109)	197,285
Exercise of share options	購股權行使	1,022	3,417	-	-	(925)	-	-	-	3,514	-	3,514
Recognition of share-based compensation benefits	確認股份支付的薪酬福利	34	-	-	-	24,432	-	-	-	24,432	-	24,432
Forfeiture of share options	沒收購股權	-	-	-	-	(7,341)	-	-	7,341	-	-	-
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	525,734	1,402,528	24,227	49,373	35,760	-	158	(2,274,823)	(237,043)	(10,772)	(247,815)
Loss for the year	年內虧損	-	-	-	-	-	-	-	(1,458,541)	(1,458,541)	(357)	(1,458,898)
Exchange differences on translating foreign operations	換算海外業務而產生之匯兌差額	-	-	-	-	-	-	4,943	-	4,943	-	4,943
Share of other comprehensive income of a joint venture, net of related income tax	應佔一間合營公司其他全面收入，扣除有關所得稅	-	-	-	-	-	-	-	705	705	-	705
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	-	-	-	-	-	-	4,943	(1,457,836)	(1,452,893)	(357)	(1,453,250)
Recognition of share-based compensation benefits	確認股份支付的薪酬福利	34	-	-	-	7,443	-	-	-	7,443	-	7,443
Forfeiture of share options	沒收購股權	-	-	-	-	(5,561)	-	-	5,561	-	-	-
Issue of shares upon partial conversion of convertible bond	兌換部分可換股債券後發行股份	32	57,077	497,109	-	-	-	-	-	554,186	-	554,186
Deemed capital contribution	視作注資	-	-	-	-	-	80,436	-	-	80,436	-	80,436
At 31 December 2018	於2018年12月31日	582,811	1,899,637	24,227	49,373	37,642	80,436	5,101	(3,727,098)	(1,047,871)	(11,129)	(1,059,000)

Note: Capital reserve represents the deemed capital contribution from a shareholder (note 22) regarding the difference between the coupon interest rate and the market interest rate of advances.

附註：資本儲備指就貸款之票面利率與市場利率之間差距視作來自一名股東之注資(附註22)。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
(Loss) profit before taxation	除稅前(虧損)溢利	(1,378,012)	262,084
Adjustments for:	調整項目:		
Interest income	利息收入	(451)	(534)
Exchange loss (gain)	匯兌虧損(收益)	180,696	(45,951)
Finance costs	融資成本	161,412	118,046
Depreciation	折舊	1,519	1,701
Share-based compensation benefits	股份支付的薪酬福利	7,443	24,432
Impairment loss recognised in respect of inventories	就存貨確認之減值虧損	-	57,034
Impairment loss recognised in respect of other receivables	就其他應收款確認之減值虧損	1,983	-
Reversal of provisions for litigations	就訴訟之撥備撥回	-	(289,240)
(Reversal of provisions) provisions for potential claims	潛在索償(撥備撥回)撥備	(19,518)	41,882
Maintenance costs	維護成本	32,796	-
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	(1,011)	-
Change in fair value of a convertible bond	可換股債券之公允價值變動	(73,936)	-
Change in fair value of derivative financial instruments	衍生金融工具的公允價值變動	1,189,505	329,855
Reversal of impairment loss recognised in respect of deposits for non-current assets	就非流動資產按金確認之減值虧損撥回	-	(438,000)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(147)	(59)
Gain on disposal of financial assets at fair value through profit or loss	出售按公允價值計入損益之金融資產之收益	(510)	-
Share of loss of an associate	應佔聯營公司虧損	1,047	37
Share of loss of a joint venture	應佔合營公司虧損	14,896	-
Change in fair value of investment properties	投資物業的公允價值變動	10,700	7,100
Operating profit before working capital changes	營運資金變動前的經營溢利	128,412	68,387
Decrease in inventories	存貨減少	45,512	21,636
(Increase) decrease in trade and other receivables and prepayments	應收賬款及其他應收款及預付款(增加)減少	(4,835)	357,454
Decrease (increase) in amounts due from directors	應收董事款項減少(增加)	320	(691)
Decrease in amount due from a related company	應收一間關連公司款項減少	-	2,723
Placement of pledged bank deposits	存放已抵押銀行存款	(1,181)	(4,488)
Increase (decrease) in trade and other payables	應付賬款及其他應付款增加(減少)	12,861	(88,807)
(Decrease) increase in amounts due to related companies	應付關連公司款項(減少)增加	(5,072)	49,657
Decrease in contract liabilities	合約負債減少	(140,381)	-
Increase (decrease) in receipt in advance	預收賬款增加(減少)	28	(115,524)
Decrease in rental and other deposits	租賃及其他按金減少	(994)	(796)
Cash generated from operations	營運產生的現金	34,670	289,551
Income tax paid	已付所得稅	(51,048)	(79,703)
Net cash (used in) from operating activities	經營活動(動用)產生的現金淨額	(16,378)	209,848

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資活動		
Loan to a joint venture	向合營企業貸款	(179,921)	-
Purchase of financial assets at fair value through profit or loss	購買按公允值計入損益之金融資產	(55,013)	-
Placement of deposit for non-current assets	存放非流動資產按金	(12,697)	-
Placement of restricted bank deposits	存放受限制銀行存款	(3,068)	(334)
Purchase of property, plant and equipment	購買物業、廠房及設備	(358)	(1,370)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之金融資產之所得款項	12,927	-
Interest received	已收利息	451	534
Withdrawal of restricted bank deposits	提取受限制銀行存款	334	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	268	174
Capital injection to an associate	向聯營公司注資	-	(1,745)
Refund of deposits for non-current assets	退回非流動資產按金	-	140,135
Net cash (used in) from investing activities	投資活動(動用)產生的現金淨額	(237,077)	137,394
FINANCING ACTIVITIES	融資活動		
Settlement for litigations	訴訟和解款項	(235,000)	(45,000)
Interest paid	已付利息	(40,943)	(45,866)
Repayment of bank borrowings	償還銀行貸款	(40,000)	(98,000)
Loan from a related company	來自一間關連公司之貸款	240,077	-
New other borrowings raised	籌集之新其他貸款	120,000	-
Proceeds from exercise of share options	行使購股權之所得款項	-	3,514
Net cash from (used in) financing activities	融資活動產生(動用)的現金淨額	44,134	(185,352)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物的(減少)增加淨額	(209,321)	161,890
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物	302,557	143,439
Effect of foreign exchange rate changes	匯兌變動的影響	(568)	(2,772)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER, represented by bank balances and cash	於12月31日的現金及現金等價物，以銀行結餘及現金代表	92,668	302,557

Notes to the Consolidated Financial Statements

綜合財務報表附註

1. GENERAL

Suncity Group Holdings Limited (the “Company”) is a public limited company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is at Unit 1705, 17/F., West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong. Its immediate holding company is Fame Select Limited, a company incorporated in the British Virgin Islands (the “BVI”) and Mr. Chau Check Wa (“Mr. Chau”) and Mr. Cheng Ting Kong are the ultimate controlling parties of the Company.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 44.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Company and its subsidiaries (collectively referred as the “Group”) incurred a net loss of RMB1,458,898,000 for the year ended 31 December 2018 and as of that date, the Group’s current liabilities exceeded its current assets by RMB1,970,775,000 and its total liabilities exceeded its total assets by RMB1,059,000,000. Taking into account the financial resources of the Group, including the financial support from Mr. Chau, its controlling shareholder, the directors of the Company are of the opinion that the Group has sufficient working capital to meet in full its financial obligations as they fall due for at least the next twelve months from the end of the reporting period and accordingly these consolidated financial statements have been prepared on a going concern basis.

1. 一般資料

太陽城集團控股有限公司(「本公司」)為一間於開曼群島註冊成立之公眾有限公司，且股份於香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點位於香港上環干諾道中168–200號信德中心西座17樓1705室。名萃有限公司(於英屬維爾京群島(「英屬維爾京群島」)註冊成立之公司)為本公司之直接母公司，以及周焯華先生(「周先生」)及鄭丁港先生為本公司之最終控股方。

本公司為一間投資控股公司，其附屬公司之主要業務載列於附註44。

綜合財務報表乃以人民幣(「人民幣」)呈列，其亦為本公司之功能貨幣。

2. 綜合財務報表之編製基準

截至2018年12月31日止年度，本公司及其附屬公司(統稱為「本集團」)產生虧損淨額人民幣1,458,898,000元，而截至該日本集團的流動負債超出其流動資產人民幣1,970,775,000元及其總負債超出其總資產人民幣1,059,000,000元。經計及本集團的財務資源(包括其控股股東周先生的財務支持)，本公司董事認為，本集團有充足的營運資金，可悉數履行自報告期末起計至少未來十二個月到期的財務責任，故該等財務報表按持續經營基準編製。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs and Hong Kong Accounting Standards (“HKASs”) and Interpretation issued by the Hong Kong Institute of Certified Public Accountants (“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 new and amendments to HKFRSs and HKASs and Interpretation 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.

3.1 HKFRS 15 Revenue from Contracts with Customers

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.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

本年度強制生效的新訂及經修訂香港財務報告準則

本集團於本年度首次應用下列由香港會計師公會(「香港會計師公會」)所頒佈的新訂及經修訂香港財務報告準則及香港會計準則(「香港會計準則」)及詮釋：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收入及相關修訂
香港(國際財務報告詮釋委員會)–詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號之修訂	以股份為基礎之付款交易之分類及計量
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約
香港會計準則第28號之修訂	作為香港財務報告準則2014年至2016年週期之年度改進之一部分
香港會計準則第40號之修訂	轉讓投資物業

除下文所述者外，於本年度應用該等新訂及經修訂香港財務報告準則及香港會計準則及詮釋不會對本年度及過往年度本集團之財務表現及狀況及／或該等綜合財務報表所載披露造成重大影響。

3.1 香港財務報告準則第15號來自客戶合約之收入

本集團本年度已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號已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。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.1 HKFRS 15 Revenue from Contracts with Customers (Cont’d)

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. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 and the related interpretations.

The Group recognises income from sales of properties, property management services, travel agency services, sales of travel related products, and hotel and integrated resort general consultancy services which arises from contracts with customers.

Information about the Group’s performance obligations and the accounting policies resulting from application of HKFRS 15 are disclosed in notes 6 and 4 respectively.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.1 香港財務報告準則第15號來自客戶合約之收入(續)

本集團已追溯應用香港財務報告準則第15號，而初始應用該準則的累計影響於初始應用日期(2018年1月1日)確認。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅將該準則追溯用於在2018年1月1日尚未完成的合約。由於若干比較資料乃根據香港會計準則第18號以及相關詮釋編製，故若干比較資料無法比較。

本集團確認來自客戶合約的收入來自物業銷售、物業管理服務、旅遊代理服務、旅遊相關產品銷售以及酒店及綜合度假村之一般顧問服務。

應用香港財務報告準則第15號導致本集團履約責任及會計政策之資料分別於附註6及4披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.1 HKFRS 15 Revenue from Contracts with Customers (Cont’d)

Summary of effects arising from initial application of HKFRS 15

The following reclassification was made to the amounts recognised in the consolidated statement of financial position at 1 January 2018. Line items that were not affected by the changes have not been included.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.1 香港財務報告準則第15號來自客戶合約之收入(續)

概述初始應用香港財務報告準則第15號產生之影響

於2018年1月1日之綜合財務狀況表內確認之金額已作下列重新分類。不受有關變動影響之單項不計在內。

	Carrying amounts previously reported at 31 December 2017	Reclassification	Carrying amounts under HKFRS 15 at 1 January 2018
	先前 於2017年 12月31日 呈報之賬面值 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	香港財務報告 準則第15號 下於2018年 1月1日之 賬面值 RMB'000 人民幣千元
Current liabilities			
流動負債			
Receipt in advance (Note)	289,441	(288,480)	961
預收賬款(附註)	289,441	(288,480)	961
Contract liabilities (Note)	-	288,480	288,480
合約負債(附註)	-	288,480	288,480

Note: As at 1 January 2018, receipt in advance of RMB288,480,000 was reclassified to contract liabilities.

附註：於2018年1月1日，預收賬款人民幣288,480,000元重新分類至合約負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.1 HKFRS 15 Revenue from Contracts with Customers (Cont’d)

Summary of effects arising from initial application of HKFRS 15 (Cont’d)

The following table summarises the impacts of applying HKFRS 15 on the Group’s consolidated statement of financial position as at 31 December 2018 and its consolidated statement of cash flows for each of the line items affected. Line items that were not affected by the changes have not been included.

Impact on consolidated statement of financial position

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.1 香港財務報告準則第15號來自客戶合約之收入(續)

概述 初始應用香港財務報告準則第15號產生之影響(續)

下表概述應用香港財務報告準則第15號對本集團於2018年12月31日之綜合財務狀況表及其綜合現金流量表內各單項之影響。不受有關變動影響之單項不計在內。

對綜合財務狀況表之影響

	As reported	Reclassification	Amounts without application of HKFRS 15
	所呈報	重新分類	尚未應用香港財務報告準則第15號之金額
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
Current liabilities			
流動負債			
Receipt in advance (Note)	989	148,144	149,133
預收賬款(附註)			
Contract liabilities (Note)	148,144	(148,144)	-
合約負債(附註)			

Note: As at 31 December 2018, receipt in advance of RMB148,144,000 was classified as contract liabilities.

附註：於2018年12月31日，預收賬款人民幣148,144,000元分類為合約負債。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.1 HKFRS 15 Revenue from Contracts with Customers (Cont’d)

Summary of effects arising from initial application of HKFRS 15 (Cont’d)

Impact on the consolidated statement of cash flows

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.1 香港財務報告準則第15號來自客戶合約之收入(續)

概述初始應用香港財務報告準則第15號產生之影響(續)

對綜合現金流量表之影響

	As reported	Reclassification	Amounts without application of HKFRS 15
	所呈報 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	倘未應用香港財務報告準則第15號之金額 RMB'000 人民幣千元
OPERATING ACTIVITIES			
Increase (decrease) in receipt in advance (Note)	28	(140,381)	(140,353)
Decrease in contract liabilities (Note)	(140,381)	140,381	-

Note: During the year ended 31 December 2018, decrease in receipt in advance of RMB140,381,000 was classified to decrease in contract liabilities.

附註：於截至2018年12月31日止年度期間，預收賬款減少人民幣140,381,000元分類為合約負債減少。

Except as described above, the application of HKFRS 15 has had no material impact on the amounts reported set out in these consolidated financial statements.

除上文所述者外，應用香港財務報告準則第15號對載列於該等綜合財務報表之呈報金額並無重大影響。

3.2 HKFRS 9 Financial Instruments

In the current year, the Group has applied HKFRS 9 *Financial Instruments* 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, 2) expected credit losses (“ECL”) for financial assets and 3) general hedge accounting.

3.2 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號金融工具及其他香港財務報告準則相關的相應修訂。香港財務報告準則第9號就1)金融資產及金融負債的分類及計量，2)金融資產的預期信貸虧損(「預期信貸虧損」)及3)一般對沖會計引入新規定。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.2 HKFRS 9 Financial Instruments (Cont’d)

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) 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 4.

Summary of effects arising from initial application of HKFRS 9

Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables and trade related amounts due from directors. Except for those which had been determined as credit-impaired under HKAS 39, trade receivables and trade related amounts due from directors have been assessed individually.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.2 香港財務報告準則第9號金融工具(續)

本集團已根據香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對2018年1月1日(初始應用日期)尚未終止確認的工具追溯應用分類及計量要求(包括減值)，並無對已於2018年1月1日終止確認的工具應用相關要求。於2017年12月31日之賬面值與於2018年1月1日之賬面值之間的差額於期初累計虧損及其他權益部分確認而並無重列比較資料。

因此，若干比較資料未必與根據香港會計準則第39號金融工具：確認及計量編製之比較資料具可比性。

應用香港財務報告準則第9號導致之會計政策於附註4披露。

概述 初始應用香港財務報告準則第9號產生之影響

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號簡化法計量預期信貸虧損，就應收賬款及應收董事貿易相關款項使用全期預期信貸虧損。除香港會計準則第39號下釐定為信貸減值者以外，應收賬款及應收董事貿易相關款項已個別地作評估。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.2 HKFRS 9 Financial Instruments (Cont’d)

Summary of effects arising from initial application of HKFRS 9 (Cont’d)

Impairment under ECL model (Cont’d)

Except for those which had been determined as credit-impaired under HKAS 39, ECL for other financial assets at amortised cost, including pledged bank deposits, restricted bank deposits, bank balances, other receivables and other deposits are assessed on 12-month ECL (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

As at 1 January 2018, no additional credit loss allowance has been recognised against opening accumulated losses.

The table below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

	Original measurement category under HKAS 39 香港會計準則第39號下之原計量類別	New measurement category under HKFRS 9 香港財務報告準則第9號下之新計量類別	Original carrying amount under HKAS 39 香港會計準則第39號下之原賬面值 RMB'000 人民幣千元	New carrying amount under HKFRS 9 香港財務報告準則第9號下之新賬面值 RMB'000 人民幣千元
1. Trade and other receivables 應收賬款及其他應收款	Loans and receivables 貸款及應收款	Financial assets at amortised cost 按攤銷成本列賬的金融資產	118,187	118,187
2. Amounts due from directors 應收董事款項	Loans and receivables 貸款及應收款	Financial assets at amortised cost 按攤銷成本列賬的金融資產	666	666

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.2 香港財務報告準則第9號金融工具(續)

概述初始應用香港財務報告準則第9號產生之影響(續)

預期信貸虧損模型下之減值(續)
除香港會計準則第39號下釐定為信貸減值者以外，按攤銷成本列賬之其他金融資產之預期信貸虧損(包括已抵押銀行存款、受限制銀行存款、銀行結餘、其他應收款及其他按金)按12個月預期信貸虧損(「12個月預期信貸虧損」)基準評估，因為初始確認以來信貸風險並無顯著增加。

於2018年1月1日，概無就期初累計虧損確認額外信貸虧損撥備。

下表列示於初始應用日期(2018年1月1日)，受香港財務報告準則第9號及香港會計準則第39號下預期信貸虧損所限之金融資產及金融負債之分類及計量(包括減值)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.2 HKFRS 9 Financial Instruments (Cont’d)

Summary of effects arising from initial application of HKFRS 9 (Cont’d)

Impairment under ECL model (Cont’d)

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.2 香港財務報告準則第9號金融工具(續)

概述 初始應用香港財務報告準則第9號產生之影響(續)

預期信貸虧損模型下之減值(續)

	Original measurement category under HKAS 39	New measurement category under HKFRS 9	Original carrying amount under HKAS 39	New carrying amount under HKFRS 9
	香港會計準則第39號下之原計量類別	香港財務報告準則第9號下之新計量類別	香港會計準則第39號下之原賬面值 RMB'000 人民幣千元	香港財務報告準則第9號下之新賬面值 RMB'000 人民幣千元
3. Pledged bank deposits 已抵押銀行存款	Loans and receivables 貸款及應收款	Financial assets at amortised cost 按攤銷成本列賬的金融資產	5,873	5,873
4. Restricted bank deposits 受限制銀行存款	Loans and receivables 貸款及應收款	Financial assets at amortised cost 按攤銷成本列賬的金融資產	334	334
5. Bank balances and cash 銀行結餘及現金	Loans and receivables 貸款及應收款	Financial assets at amortised cost 按攤銷成本列賬的金融資產	302,557	302,557
6. Trade and other payables 應付賬款及其他應付款	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	248,860	248,860
7. Amount due to a related company 應付一間關連公司款項	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	50,193	50,193
8. Amount due to a director 應付一名董事款項	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	4,668	4,668

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs that are mandatorily effective for the current year (Cont’d)

3.2 HKFRS 9 Financial Instruments (Cont’d)

Summary of effects arising from initial application of HKFRS 9 (Cont’d)

Impairment under ECL model (Cont’d)

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

本年度強制生效的新訂及經修訂香港財務報告準則(續)

3.2 香港財務報告準則第9號金融工具(續)

概述初始應用香港財務報告準則第9號產生之影響(續)

預期信貸虧損模型下之減值(續)

	Original measurement category under HKAS 39 香港會計準則第39號下之原計量類別	New measurement category under HKFRS 9 香港財務報告準則第9號下之新計量類別	Original carrying amount under HKAS 39 香港會計準則第39號下之原賬面值 RMB'000 人民幣千元	New carrying amount under HKFRS 9 香港財務報告準則第9號下之新賬面值 RMB'000 人民幣千元
9. Rent and other deposits 租金及其他按金	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	8,442	8,442
10. Provisions for litigations 就訴訟之撥備	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	235,000	235,000
11. Bank and other borrowings 銀行及其他借貸	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	617,547	617,547
12. Convertible bond 可換股債券	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	Financial liabilities at amortised cost 按攤銷成本列賬的金融負債	411,107	411,107
13. Derivative financial instruments 衍生金融工具	Financial liabilities at fair value through profit or loss 按公允值計入損益的金融負債	Financial liabilities at fair value through profit or loss 按公允值計入損益的金融負債	439,938	439,938

Notes to the Consolidated Financial Statements 綜合財務報表附註

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 3	Definition of a Business ⁴
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁵
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ¹
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle ¹

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

² Effective for annual periods beginning on or after a date to be determined.

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

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.

Except for the new and amendments to HKFRSs and HKASs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs and HKASs and Interpretation will have no material impact on the consolidated financial statements in the foreseeable future.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但仍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惟尚未生效之新訂及經修訂香港財務報告準則及香港會計準則及詮釋：

香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性 ¹
香港財務報告準則第3號之修訂	業務之定義 ⁴
香港財務報告準則第9號之修訂	帶有負值報酬的預付款特點 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產出售或注資 ²
香港會計準則第1號及香港會計準則第8號之修訂	對「重大」的定義 ⁵
香港會計準則第19號之修訂	計劃修訂、縮減或結清 ¹
香港會計準則第28號之修訂	於聯營公司或合營企業之長期權益 ¹
香港財務報告準則之修訂	香港財務報告準則2015年至2017年週期之年度改進 ¹

¹ 於2019年1月1日或之後開始之年度期間生效。

² 於待釐定日期或之後開始之年度期間生效。

³ 於2021年1月1日或之後開始之年度期間生效。

⁴ 就收購日期為2020年1月1日或之後開始之首個年度期初或之後的業務合併及資產收購生效。

⁵ 於2020年1月1日或之後開始之年度期間生效。

除下文所述之新訂及經修訂香港財務報告準則及香港會計準則外，本公司董事預期應用所有其他新訂及經修訂香港財務報告準則及香港會計準則及詮釋於可預見未來將不會對綜合財務報表產生重大影響。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

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. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

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.

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. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. 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 cash flows respectively by the Group, upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance to the nature, as appropriate.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但仍未生效之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

香港財務報告準則第16號引入一個綜合模式以供識別租賃安排及出租人和承租人的會計處理。當香港財務報告準則第16號生效時，它將取代現行香港會計準則第17號租賃及相關的詮釋。

香港財務報告準則第16號以識別資產是否由客戶控制作基準，區分租賃及服務合約。此外，香港財務報告準則第16號要求以香港財務報告準則第15號之要求作基準，按相關資產之轉移應否以銷售列賬來釐定銷售及售後回租交易。香港財務報告準則第16號亦包括有關分租及租賃修訂之要求。

除短期租賃及低值資產租賃外，就承租人會計處理方法，經營租賃及融資租賃的區分已被移除，並由另一種模式取代，該模式要求承租人確認所有租賃使用權資產及相應負債。

使用權資產初始按成本計量，並隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債乃按租賃付款(非當日支付)的現值初始計量。其後，租賃負債(其中包括)經利息及租賃付款以及租賃修訂的影響所調整。就現金流量分類而言，本集團現時將有關自用租賃土地及分類為投資物業之租賃土地的前期預付租賃付款呈列為投資現金流量，而其他經營租賃付款則呈列為經營現金流量。於應用香港財務報告準則第16號後，有關租賃負債的租賃付款將分配為本金及利息部分，且本集團將其分別列作融資現金流量，而前期預付租賃付款將繼續根據其性質呈列為投資或經營現金流量(如適合)。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

HKFRS 16 Leases (Cont’d)

The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

Other than certain requirements which are also applicable to lessor, 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.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2018, the Group has non-cancellable operating lease commitments of RMB4,970,000 as disclosed in note 36. These arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

In addition, the Group currently considers refundable rental deposits paid of RMB1,933,000 and refundable rental deposits received of RMB7,448,000 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但仍未生效之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)

應用香港財務報告準則第16號或會導致該等資產分類之潛在變動，視乎本集團是否單獨或於倘擁有資產時將予以呈列相應有關資產的同一項目內呈列使用權資產而定。

除若干同樣適用於出租人的要求外，香港財務報告準則第16號大致保留香港會計準則第17號內出租人的會計規定，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求更詳盡的披露。

於2018年12月31日，本集團擁有不可撤銷的經營租賃承擔約人民幣4,970,000元(如附註36所披露)。該等安排將符合租賃的定義。於應用香港財務報告準則第16號後，本集團將就所有該等租賃確認使用權資產及相應負債，除非其符合低價值或短期租賃。

此外，本集團當前將已付可退還租賃按金人民幣1,933,000元及已收可退還租賃按金人民幣7,448,000元視作香港會計準則第17號適用的租賃下的權利及義務。根據香港財務報告準則第16號下租賃款項的定義，有關按金並非與相關資產使用權有關的款項，因此，該等按金的賬面值可能會調整為攤銷成本。對已付可退還租賃按金作出的調整被視為額外租賃款項，並計入使用權資產的賬面值。對已收可退還租賃按金作出的調整則被視為預付租賃款項。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective (Cont’d)

HKFRS 16 Leases (Cont’d)

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group elects the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC) – Int 4. Therefore, the Group will not reassess whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group elects the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening accumulated losses without restating comparative information.

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgements. The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

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

3. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但仍未生效之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計量、呈列及披露出現上述變動。本集團選擇運用權宜，將香港財務報告準則第16號應用於先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃識別為租賃的合約，而不將此準則應用於先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號不獲識別為包括租賃的合約。因此，本集團將不會重新評估該等合約(或其包括的租賃)是否於初始應用日期前已經存在。此外，本集團作為承租人選擇經修訂追溯法以應用香港財務報告準則第16號，並將確認初始應用之累計影響至期初累計虧損且不重列比較資料。

香港會計準則第1號及香港會計準則第8號之修訂對「重大」的定義

該等修訂透過在作出重大性判斷時加入額外指導及解釋，對重大之定義進行細微改進。該等修訂亦符合所有香港財務報告準則之定義，並將於2020年1月1日開始之本集團年度期間強制生效。預期該等修訂之應用不會對本集團之財務狀況及表現產生重大影響，但可能會影響綜合財務報表之呈列及披露。

4. 主要會計政策

綜合財務報表按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定的適用披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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

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

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

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

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

4. 主要會計政策(續)

綜合財務報表根據歷史成本法編製，惟投資物業、按公允值計入損益之金融資產及衍生金融工具則按各報告期末的公允值計量(如下文會計政策所述)。

歷史成本一般按照為交換貨品及服務而提供的代價公允值計算。

公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格，不論該價格是否可直接觀察到或採用其他估值技巧估計。於估計資產或負債的公允值時，本集團所考慮資產或負債的特徵，為資產或負債於計量日期定價時，市場參與者可能考慮的資產或負債的特徵。於綜合財務報表內計量及／或披露的公允值按此基準釐定，惟屬於香港財務報告準則第2號以股份為基準之付款範疇內以股份為基礎的付款交易、香港會計準則第17號範疇內的租賃交易以及具有公允值的若干相似性但並非公允值的計量(如香港會計準則第2號存貨內的可變現淨值或香港會計準則第36號資產減值內的使用價值)除外。

此外，就財務報告而言，根據公允值計量的輸入參數可觀察程度及公允值計量的輸入參數對其整體的重要程度，公允值計量分為第1、2及3級，於下文說明：

- 第1級輸入數據乃本集團於計量日可得之相同資產或負債於活躍市場中所報的未調整價格；
- 第2級輸入數據乃資產或負債直接或間接可觀察的資料，第1級所含報價除外；及
- 第3級輸入數據乃資產或負債的不可觀察輸入資料。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

4. 主要會計政策(續)

主要會計政策載列如下。

綜合基準

綜合財務報表載有本公司及受本公司所控制的實體及其附屬公司的財務報表。於以下情況視為本公司已取得控制權：

- 可對被投資方行使權力；
- 參與被投資方之業務獲得或有權獲得可變回報；及
- 有行使其權力以影響其回報之能力。

倘有事實及情況顯示上述三項控制因素之一項或多項出現變化，本集團將重新評估其是否控制被投資方。

綜合附屬公司於本集團取得對附屬公司之控制權時開始並於本集團失去對附屬公司之控制權時終止。具體而言，於年內被收購或出售之附屬公司收益及開支乃自本集團獲取控制日期起至本集團失去對附屬公司控制日期止期間計入綜合損益及其他全面收益表。

損益及其他全面收益之每個項目乃歸屬於本公司擁有人及非控股權益。附屬公司全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，將對附屬公司之財務報表作出調整，使其會計政策與本集團之會計政策貫徹一致。

有關本集團成員公司之間交易之所有集團內公司間資產及負債、權益、收益、開支及現金流量於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團於當中之權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Interests in an associate and a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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

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

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

4. 主要會計政策(續)

於聯營公司及合營企業之權益

聯營公司指本集團對其有重大影響的實體。重大影響指有權參與被投資方的財政及營運政策的決策，但無法控制或共同控制該等政策。

合營企業指一項合營安排，對安排擁有共同控制權之訂約方據此對合營安排之資產淨值擁有權利。共同控制權指按照合約協定對一項安排所共有之控制權，僅在相關活動必須獲得共同享有控制權之各方一致同意方能決定時存在。

聯營公司及合營企業的業績與資產及負債使用權益會計法綜合併入該等綜合財務報表。按權益會計法入賬的聯營公司及合營企業的財務報表，乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。按照權益法，於聯營公司或合營企業的投資初始於綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司或合營企業之損益及其他全面收入作出調整。當本集團應佔聯營公司或合營企業的虧損超過本集團於該聯營公司或合營企業的權益(包括實際上構成本集團於該聯營公司或合營企業投資淨額一部分的任何長期權益)時，本集團會終止確認其應佔的未來虧損。僅於本集團已代表該聯營公司或合營企業產生法定或推定義務或作出付款時，方確認額外虧損。

於聯營公司或合營企業之投資乃自被投資方成為聯營公司或合營企業當日起按權益法入賬。收購於聯營公司或合營企業之投資時，投資成本超出本集團所佔該被投資方之可識別資產及負債之公允值淨額之任何數額確認為商譽，並計入該投資之賬面值。本集團所佔之可識別資產及負債的公允值淨額超出投資成本部分，在重新評估後，即時於該投資被收購期間於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Interests in an associate and a joint venture (Cont'd)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interest in a joint venture.

4. 主要會計政策(續)

於聯營公司及合營企業之權益(續)

本集團評估是否有客觀證據證明於聯營公司或合營企業之權益可能出現減值。當存在任何客觀證據，該投資的全部賬面值(包括商譽)按照香港會計準則第36號作為單一資產透過將其可收回金額(即使用價值與公允值減出售成本之較高者)與其賬面值進行比較作減值測試。所確認的任何減值虧損構成該投資賬面值的一部分。倘隨後該投資的可收回金額增加，則按照香港會計準則第36號確認撥回該減值虧損。

倘集團實體與本集團一間聯營公司或合營企業進行交易，與該聯營公司或合營企業進行交易所產生損益僅於該聯營公司或合營企業之權益與本集團並無關連之情況下，方於本集團綜合財務報表內確認。

外幣

於編製各個別集團實體的財務報表時，並非以實體功能貨幣(外幣)進行的貨幣交易按交易日的現行匯率確認。於報告期末，以外幣計值的貨幣項目按該日之現行匯率重新換算。按公允值(以外幣計值)列賬的非貨幣項目按公允值釐定當日的現行匯率重新換算。以外幣按歷史成本計量的非貨幣項目不會重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間於損益內確認，除非匯兌差額乃有關應收或應付境外業務之貨幣項目而其結算既非有計劃亦非很可能發生(因此形成該境外業務投資淨額之一部分)，則初始於其他全面收入確認，並於出售或部分出售本集團於合營企業權益時由權益重新分類至損益。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Foreign currencies (Cont'd)

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

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

4. 主要會計政策(續)

外幣(續)

為呈列綜合財務報表，本集團境外業務的資產及負債採用各報告期末的現行匯率換算為本集團的呈列貨幣(即人民幣)。收入及開支項目以當期平均匯率進行換算，除非當期匯率大幅波動，則採用各交易日期的現行匯率進行換算。所產生的匯兌差額(如有)，於其他全面收益確認及於權益的匯兌儲備項下累計(於適當時撥作非控股權益)。

出售境外業務時(即出售本集團於境外業務的全部權益、或出售涉及失去包括境外業務的附屬公司的控制權、或出售包括境外業務之合營安排或聯營公司之部分權益(其保留權益成為一項金融資產))，本公司擁有人就該業務應佔的所有於股權累計的匯兌差額重新分類至損益。

物業、廠房及設備

物業、廠房及設備於綜合財務狀況表內按成本扣除其後累計折舊及其後累計減值虧損(如有)列賬。

折舊乃使用直線法確認，以於其估計可使用年期撇銷資產成本減去其剩餘價值。估計可使用年期、剩餘價值及折舊法於各報告期末進行審閱，以按預期基準反映任何估計變動的影響。

物業、廠房及設備項目於出售時或預期繼續使用有關資產不會產生未來經濟裨益時取消確認。任何因出售或報廢物業、廠房及設備項目而產生的收益或虧損釐定為出售所得款項與資產賬面值之間的差額，並於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

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 properties are included in profit or loss for the period in which they arise.

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.

Impairment on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

4. 主要會計政策(續)

投資物業

投資物業乃就賺取租金及／或作資本增值持有之物業。

投資物業初始按成本(包括任何直接應佔開支)計量。於初始確認後，投資物業按公允值計量。本集團所有根據經營租賃持有以賺取租金或作資本增值目的之物業權益乃分類及入賬為投資物業並使用公允值模式計量。投資物業公允值之變動所產生的盈虧於產生期間計入損益。

投資物業於出售或該項投資物業永久不再使用且預期其於出售後不會產生未來經濟裨益時終止確認。終止確認該項物業所產生的任何盈虧(按該資產的出售所得款項淨額及賬面值之間的差額計算)於該物業終止確認期間計入損益。

有形資產減值

於報告期末，本集團檢討其有形資產之賬面值以釐定是否存在跡象顯示該等資產出現減值虧損。倘存在有關跡象，則估計有關資產之可回收金額以釐定其減值虧損(如有)程度。

有形資產之可收回金額乃個別地估計，倘無法個別地估計資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理及一致之分配基準，則企業資產亦會分配至個別現金產生單位，或分配至可按合理及一致分配基準識別之最小現金產生單位組別。

可收回金額為公允值減出售成本與使用價值兩者中之較高者。於評估使用價值時，乃以反映目前市場對金錢時間價值及未調整未來現金流量估計之資產(或現金產生單位)之特有風險之稅前貼現率貼現至現值。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Impairment on tangible assets (Cont'd)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

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

Leasing

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

The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

4. 主要會計政策(續)

有形資產減值(續)

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，資產(或現金產生單位)之賬面值下調至其可收回金額。於分配減值虧損時，減值虧損將予以首先分配以調低任何商譽之賬面值(如適用)，其後根據該單位內各資產之賬面值按比例分配至其他資產。資產之賬面值不會調低至低於其公允值減出售成本(倘可計量)、其使用價值(倘可釐定)及零中之最高者。原將分配至資產之減值虧損金額按比例分配至該單位之其他資產。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則該項資產(或現金產生單位)之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往年度並無就該項資產(或現金產生單位)確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益確認。

租賃

當租賃條款將擁有權的絕大部分風險及回報轉移至承租人時，租賃則分類為融資租賃。所有其他租賃乃分類為經營租賃。

本集團作為承租人

經營租賃款項(包括收購根據經營租賃持有之土地成本)按租期以直線法確認為開支。

倘於訂立經營租賃時收取租賃優惠，則有關優惠確認為負債。優惠總裨益以直線法確認為租金開支減少。

本集團作為出租人

經營租賃所產生之租金收入乃按其有關租期以直線法於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Inventories

Properties for sale includes properties under development and properties held for sale and travel related products which are stated at the lower of cost and net realisable value.

The carrying value of properties for sale comprises the costs of land use rights together with development expenditure, which includes construction costs and borrowing costs capitalised.

Net realisable value represents the estimated selling price for the properties less all estimated costs of completion and costs necessary to make the sale.

Costs of travel related products are determined on a weighted average method. Net realisable value represents the estimated selling price for travel related products less all estimated costs necessary to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

4. 主要會計政策(續)

存貨

可供出售物業包括開發中物業及持作銷售物業以及旅遊相關產品，按成本與可變現淨值之較低者列賬。

可供銷售之物業之賬面值包括土地使用權成本連同開發費用，而開發費用包括建築成本及已撥充資本之借貸成本。

可變現淨值指物業之估計售價減完成所需之全部估計成本及銷售所需成本。

旅遊相關產品成本乃按加權平均法釐定。可變現淨值指旅遊相關產品之估計售價減銷售所需之所有估計成本。

撥備

倘本集團因過往事件而須承擔現時責任(法律或推定)，而本集團很可能須履行該責任且該責任之金額能可靠估計，則確認撥備。

確認撥備之金額乃經計及有關責任之風險及不確定因素後，於報告期末履行現時責任所需代價作出之最佳估計。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(倘貨幣時間價值之影響重大)。

金融工具

當一個集團實體成為工具之合約條文之一方，則確認金融資產及金融負債。所有以正常方式買賣的金融資產於交易日確認及終止確認。以正常方式買賣的金融資產指購買或出售須於根據有關市場規則或慣例設定的時限內交付之資產。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables 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 (other than financial liabilities at fair value through profit or loss ("FVTPL")) 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 immediately in profit or loss.

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

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3)

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

4. 主要會計政策(續)

金融工具(續)

金融資產及金融負債初始按公允值計量，自2018年1月1日按香港財務報告準則第15號初始計量的客戶合約所產生的應收賬款除外。收購或發行金融資產及金融負債(按公允值計入損益(「按公允值計入損益」)的金融負債除外)直接應佔的交易成本，乃於初始確認時加入金融資產或金融負債的公允值，或從金融資產或金融負債的公允值扣除(視情況而定)。收購按公允值計入損益的金融資產或金融負債直接應佔的交易成本，即時於損益內確認。

實際利率法是一種用於按相關期間計算金融資產或金融負債的攤銷成本以及按相關期間分配利息收入及利息開支的方法。實際利率乃於初始確認時按金融資產或金融負債的預計年期或適用的較短期間內將估計未來現金收入(包括構成實際利率不可或缺部分已付或已收的一切費用及基點、交易成本及其他溢價或貼現)精確貼現至賬面淨值的利率。

金融資產

金融資產之分類及其後計量(按附註3所載過渡應用香港財務報告準則第9號後)

符合以下情況的金融資產其後乃按攤銷成本計量：

- 持有資產的業務模式目的為收取合約現金流量的金融資產；及
- 合約條款於特定日期產生現金流量，而該等現金流量僅為本金及未償本金額利息的付款。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) (Cont'd)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at fair value through other comprehensive income ("FVTOCI"). 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 (see below). 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 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.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(按附註3所載過渡應用香港財務報告準則第9號後)(續)

所有其他金融資產其後按公平值計入損益，除非權益投資既非持作買賣亦非或然代價(獲香港財務報告準則第3號業務合併適用之業務合併之收購方所確認)，則本集團可於金融資產之初始應用／初始確認日期不可撤銷地選擇將權益投資其後之公允值變動呈列於其他全面收入中。

倘屬下列情況，金融資產乃分類為持作買賣：

- 收購該金融資產之目的主要是在不久將來出售；或
- 於初始確認時，該金融資產為本集團共同管理之已識別金融工具組合之一部分，並且具有最近實際短期獲利模式；或
- 該金融資產為非指定之衍生工具及可有效作為對沖工具。

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產及其後按公允值計入其他全面收益(「按公允值計入其他全面收益」)的債務工具／應收賬款的利息收入乃使用實際利率法確認。就購入或源生信貸減值的金融資產以外的金融工具而言，利息收入乃對一項金融資產賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期間起，利息收入乃按金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後的報告期初起利息收入乃按金融資產賬面總值應用實際利率予以確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 3) (Cont'd)

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is presented as the "change in fair value of financial assets at fair value through profit or loss" in the consolidated statement of profit or loss and other comprehensive income.

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 3)

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade receivables, trade related amounts due from directors, pledged bank deposits, restricted bank deposits, bank balances, other receivables and other deposits). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 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.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(按附註3所載過渡應用香港財務報告準則第9號後)(續)

(ii) 按公允值計入損益之金融資產
不符合按攤銷成本計量或按公允值計入其他全面收益或指定按公允值計入其他全面收益標準的金融資產乃按公允值計入損益。

按公允值計入損益金融資產乃於各報告期末按公允值計量，任何公允值收益或虧損於損益內確認。於損益內確認的收益或虧損淨額包括該金融資產所賺取的任何股息或利息，並於綜合損益及其他全面收益表呈列為「按公允值計入損益之金融資產之公允值變動」。

金融資產減值(按附註3所載過渡應用香港財務報告準則第9號後)

本集團就受限於香港財務報告準則第9號項下減值的金融資產確認預期信貸虧損的虧損撥備(包括應收賬款、應收董事貿易相關款項、有抵押銀行存款、受限制銀行存款、銀行結餘、其他應收款及其他按金)。於各報告日期對預期信貸虧損金額進行更新，以反映自初始確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具的預計年期內發生所有可能違約事件而導致的預期信貸虧損。另一方面，12個月預期信貸虧損則指預期可能於報告日期後12個月內發生違約事件而導致的部分全期預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及就報告日期的當前狀況及未來狀況預測的評估進行調整。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 3) (Cont'd)

The Group always recognises lifetime ECL for trade receivables and trade related amounts due from directors. The ECL on these assets are assessed individually for debtors.

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.

(i) Significant increase in credit risk

In assessing whether the credit risk 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 instrument 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 is taken into account when assessing whether credit risk has increased significantly:

- 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, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- 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;

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按附註3所載過渡應用香港財務報告準則第9號後)(續)

本集團一直就應收賬款及應收董事貿易相關款項確認全期預期信貸虧損。該等資產的預期信貸虧損就債務人個別地評估。

就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初始確認後信貸風險出現顯著增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初始確認以來所發生違約的可能性或風險是否顯著增加而定。

(i) 信貸風險顯著增加

於評估自初始確認以來信貸風險是否顯著增加時，本集團將於報告日期金融工具發生違約風險與於初始確認日期金融工具發生違約風險比較。在作出該評估時，本集團考慮合理及可靠的定量及定性資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。

具體而言，於評估信貸風險是否顯著增加時考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級有實際或預期顯著轉差；
- 外部市場信貸風險有跡象顯著增加，如信貸息差顯著增加、債務人的信貸違約掉期價格；
- 業務、財務或經濟狀況的現存或預測不利變動，預期將導致債務人償付其債務責任的能力出現顯著下降；

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 3) (Cont'd)

- (i) Significant increase in credit risk (Cont'd)
- an actual or expected significant deterioration in the operating results of the debtor; and
 - 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.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按附註3所載過渡應用香港財務報告準則第9號後)(續)

- (i) 信貸風險顯著增加(續)
- 債務人經營業績實際或預期出現顯著轉差；及
 - 債務人的監管、經濟或科技環境的實際或預期重大不利變動，導致債務人償付其債務責任的能力出現顯著下降。

無論以上評估的結果如何，本集團假設當合約付款逾期30日以上時，信貸風險自初始確認以來已顯著增加，除非本集團有合理及可靠資料顯示情況並非如此。

儘管如此，如果債務工具於報告日期被釐定為具低信貸風險，則本集團假設該債務工具的信貸風險自初始確認以來未有顯著增加。債務工具具有較低信貸風險的條件為i)其違約風險低；ii)借款人短期內絕對有能力履行其合約現金流量的責任及iii)經濟及業務條件長遠不利變化可能(但不一定)降低借款人履行合約現金流量責任的能力。倘根據全球理解的定義，債務工具內部或外部的信貸評級被評為「投資級別」，則本集團認為該債務工具信貸風險低。

本集團定期監察用以識別信貸風險是否顯著增加的標準的有效性，並適當作出修訂以確保該等標準能夠於有關金額出現逾期前識別信貸風險的顯著增加。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 3) (Cont'd)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when 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, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按附註3所載過渡應用香港財務報告準則第9號後)(續)

(ii) 違約之定義

就內部信貸風險管理而言，倘內部生成或自外部來源獲得的資料顯示債務人不大可能向其債權人(包括本集團)悉數付款(不考慮本集團持有的任何抵押品)，則本集團認為發生違約事件。

無論上述情形如何，倘金融資產逾期超過90日，則本集團認為發生違約事件，除非本集團有合理及可靠資料顯示更寬鬆的違約標準更為合適，則作別論。

(iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響的違約事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人的放款人因與借款人出現財務困難有關的經濟或合約理由而給予借款人在一般情況下放款人不予考慮之優惠條件；
- (d) 借款人很大可能破產或進行其他財務重組；或
- (e) 由於財務困難致使金融資產的活躍市場消失。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 3) (Cont'd)

(iv) 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, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL 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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按附註3所載過渡應用香港財務報告準則第9號後)(續)

(iv) 撇銷政策

倘有資料顯示對手方陷入嚴重財務困難且無實際收回可能(如當對手方已被清盤或已進入破產程序,或就應收賬款而言,當金額逾期超過一年,以較早者為準),則本集團撇銷金融資產。在考慮法律意見(如適當)後,已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成終止確認事件。其後收回的任何資產於損益內確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損的計量為計算違約概率、違約虧損(即如發生違約時虧損金額的多少)及違約風險敞口的函數。評估違約概率及違約虧損乃根據過往數據並按前瞻性資料作出調整。估計預期信貸虧損反映的公正及概率加權金額,乃以相應出現違約風險作權重來釐定。

一般而言,預期信貸虧損乃合約中應付本集團的合約現金流量總額與本集團預計收取的現金流量(經於初始確認時釐定的實際利率貼現)之間的差額。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (upon application of HKFRS 9 with transitions in accordance with note 3) (Cont'd)

(v) Measurement and recognition of ECL (Cont'd)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case, interest income is calculated based on amortised cost of the financial asset.

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018)

Financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(按附註3所載過渡應用香港財務報告準則第9號後)(續)

(v) 預期信貸虧損之計量及確認(續)
當預期信貸虧損以共同基準計量或在一些情況下當個別工具層面的證據未必可用，金融工具按以下基準分組：

- 金融工具性質；
- 逾期狀態；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

管理層定期檢視分組情況，以確保各組的構成部分繼續擁有類似的信貸風險特徵。

利息收入按金融資產的賬面總值計算，除非該金融資產為信貸減值，則利息收入按該金融資產的攤銷成本計算。

金融資產之分類及其後計量(於2018年1月1日應用香港財務報告準則第9號前)

金融資產分類為貸款及應收款。該分類視乎金融資產的性質及用途，並於初始確認時釐定。所有以正常方式買賣的金融資產於交易日確認及終止確認。以正常方式買賣的金融資產指購買或出售須於根據有關市場規則或慣例設定的時限內交付之資產。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 January 2018) (Cont'd)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, other deposits, amounts due from directors, pledged bank deposits, restricted bank deposits, and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

Interest income is recognised by applying the effective interest rate.

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018)

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

For all other financial assets, objective evidence of impairment could include:

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

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

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及其後計量(於2018年1月1日應用香港財務報告準則第9號前)(續)

貸款及應收款

貸款及應收款為未於活躍市場內報價且附帶固定或可釐定付款的非衍生金融資產。於初始確認後，貸款及應收款(包括應收賬款及其他應收款、其他按金、應收董事款項、有抵押銀行存款、受限制銀行存款以及銀行結餘及現金)使用實際利率法按攤銷成本減任何減值計量。

利息收入應用實際利率確認。

金融資產減值(於2018年1月1日應用香港財務報告準則第9號前)

於各報告期末，評估金融資產是否有減值跡象。當有客觀證據顯示金融資產的預期未來現金流量因於初始確認金融資產後發生的一項或多項事件而受到影響時，該等金融資產即被視作出現減值。

就其他所有金融資產而言，減值的客觀證據可包括：

- 發行人或對手方出現重大財務困難；或
- 違反合約，如逾期交付或拖欠利息或本金；或
- 借款人很大可能破產或進行財務重組。

就按攤銷成本列賬的金融資產而言，確認減值虧損的金額乃該項資產的賬面值與估計未來現金流量按該金融資產原實際利率折現的現值之間的差額。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (before application of HKFRS 9 on 1 January 2018) (Cont'd)

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

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

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 it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(於2018年1月1日應用香港財務報告準則第9號前)(續)

全部金融資產的減值虧損會直接於金融資產的賬面值中扣減，惟應收賬款除外，其賬面值會經過撥備賬作出扣減。撥備賬賬面值的變動於損益內確認。當應收賬款被視為不可收回時於撥備賬內撇銷。其後收回之前已撇銷的金額撥回撥備賬內。

就按攤銷成本列賬的金融資產而言，如在其後期間減值虧損金額減少，而有關減少在客觀上與確認減值後發生之事件有關，則先前已確認的減值虧損將透過損益予以撥回，惟該投資於減值被撥回當日的賬面值不得超過並無確認減值下的攤銷成本。

終止確認金融資產

當從資產收取現金流量的合約權利屆滿，或本集團轉讓金融資產及該資產擁有權的絕大部分風險及回報予另一實體時，即終止確認該金融資產。倘本集團非轉讓或保留資產擁有權的絕大部分風險及回報並繼續控制已轉讓資產，則本集團確認該資產已保留的權利及其可能須支付金額的相關負債。倘本集團保留該已轉讓金融資產擁有權之絕大部分風險及回報時，則本集團繼續確認該金融資產並同時確認抵押借款的已收所得款項。

於終止確認按攤銷成本計量的金融資產時，資產的賬面值與已收及應收代價總額於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments 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.

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.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

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

A financial liability is classified as held for trading if:

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

4. 主要會計政策(續)

金融工具(續)

金融負債及權益

分類作債務或權益

債務及權益工具根據合約安排實質內容以及金融負債及權益工具的定义分類為金融負債或權益。

權益工具

權益工具指可證明實體經減除其所有負債後資產的剩餘權益的任何合約。本集團發行的權益工具按已收所得款項(扣除直接發行成本)確認。

金融負債

所有金融負債其後按攤銷成本以實際利率法計量或按公允值計入損益。

金融負債按公允值計入損益

當金融負債為持作買賣或指定按公允值計入損益時，其分類為按公允值計入損益。

倘金融負債出現下列情況，則分類為持作買賣：

- 購入的主要目的為於不久將來出售；或
- 於初始確認時屬於本集團整體管理的可識別金融工具組合的一部分，且近期事實上有出售以賺取短期溢利的模式；或
- 屬衍生工具，惟本身為財務擔保合約或屬指定及有效對沖工具的衍生工具除外。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Financial liabilities at FVTPL (Cont'd)

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9/HKAS 39 permits the entire combined contract to be designated as at FVTPL.

Upon application of HKFRS 9, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as derivative financial instruments, the changes in fair value of derivative financial instruments are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

4. 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

金融負債按公允值計入損益(續)

倘屬於下列情況，金融負債(持作買賣的金融負債除外)可於初始確認時指定按公允值計入損益：

- 有關指定可對銷或大幅減少將會出現的不一致計量或確認；或
- 金融負債為金融資產或金融負債組別或兩者之組成部分，而根據本集團的明文訂明風險管理或投資策略，金融負債乃按照公允值基準管理及評估表現，且有關分組資料以該基準向內部提供；或
- 其為包括一項或多項內嵌式衍生工具的合約部分，而香港財務報告準則第9號／香港會計準則第39號容許將全部合併合約指定按公允值計入損益。

於應用香港財務報告準則第9號後，就指定按公允值計入損益的金融負債而言，該金融負債的信貸風險變動應佔該金融負債公允值變動的金額於其他全面收益內確認，除非有關負債的信貸風險變動影響於其他全面收益內確認將產生或放大於損益內的會計錯配。就包含內嵌式衍生工具的金融負債而言(如衍生金融工具)，衍生金融工具的公允值變動不計入釐定呈列於其他全面收益內的金額中。於其他全面收益內確認金融負債信貸風險應佔的公允值變動其後不獲重新分類至損益；相反，彼等於終止確認金融負債時轉撥至累計虧損。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Financial liabilities at FVTPL (Cont'd)

Prior to application of HKFRS 9 on 1 January 2018, financial liabilities designated at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest paid on the financial liability and is shown as change in fair value of derivative financial instruments.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, amounts due to related companies and a director, loan from a related company, rent and other deposits, provisions for litigations, bank and other borrowings, and debt component of convertible bonds) are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9 (since 1 January 2018)/HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* (before application of HKFRS 9 on 1 January 2018); and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

4. 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

金融負債按公允值計入損益(續)

於2018年1月1日應用香港財務報告準則第9號前，指定按公允值計入損益的金融負債按公允值呈列，公允值變動產生的任何收益或虧損則於損益內確認。於損益內確認的收益或虧損淨額包括就該金融負債已付的任何利息，並顯示為衍生金融工具的公允值變動。

按攤銷成本列賬的金融負債

金融負債(包括應付賬款及其他應付款、應付關連公司及一名董事款項、來自一間關連公司貸款、租金及其他按金、就訴訟之撥備、銀行及其他借貸以及可換股債券的債務部分)隨後使用實際利率法按攤銷成本計量。

財務擔保合約

財務擔保合約為規定發行人作出指定付款以補償持有人因特定債務人未能按照債務工具條款在到期時付款所招致損失的合約。財務擔保合約初始按彼等的公允值計量。隨後按下列之較高者計量：

- 按照香港財務報告準則第9號(自2018年1月1日)／香港會計準則第37號撥備、或然負債及或然資產(於2018年1月1日應用香港財務報告準則第9號前)釐定的虧損撥備金額；及
- 初始確認金額減(如適合)根據收入確認政策確認的累計攤銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Convertible bond

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative and an early redemption derivative.

An early redemption option provides the Group to redeem its convertible bond before the maturity date at principal amount is an early redemption option derivative.

At the date of issue, both the debt component and derivative component are recognised at fair value. In subsequent periods, the debt component of the convertible bond is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair values at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Generally, multiple embedded derivatives in a single instrument that are separated from the host contracts are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

Embedded derivatives (under HKFRS 9 since 1 January 2018)

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of HKFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

4. 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

可換股債券

將以固定現金金額或其他金融資產交換本集團固定數目自有權益工具以外方式結算的兌換權為換股期權衍生工具及提前贖回衍生工具。

提前贖回期權令本集團可於到期日前按本金額贖回其可換股債券，為提前贖回期權衍生工具。

於發行日期，債務部分及衍生部分均按公允值確認。於其後期間，可換股債券的債務部分乃使用實際利率法按攤銷成本列賬。衍生部分乃按公允值計量，而公允值變動於損益確認。

衍生金融工具

衍生工具初始按於衍生工具合約訂立日期的公允值確認，其後於各報告期末以其公允值重新計量。所得盈虧於損益確認，除非該衍生工具指定為及實際上為對沖工具，在此情況下，於損益確認的時間乃視乎對沖關係性質而定。

一般而言，獨立於主合約的單一工具的多項嵌入式衍生工具被當做單一複合嵌入式衍生工具，除非該等衍生工具涉及不同風險敞口及可隨時分離及相互獨立，則作別論。

嵌入式衍生工具(自2018年1月1日起於香港財務報告準則第9號下)

嵌入於混合合約的衍生工具(包含於香港財務報告準則第9號範圍內的主金融資產)，不視為分開。整個混合合約(如適用)按攤銷成本或公允值分類及其後整個進行計量。

倘嵌入於非衍生主合約的衍生工具(並非香港財務報告準則第9號範圍內的金融資產)符合衍生工具的定義、其風險及特徵與主合約並無密切關係，且主合約並非按公允值計入損益，則該等衍生工具被視為獨立衍生工具處理。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Embedded derivatives (before application of HKFRS 9 on 1 January 2018)

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition/non-substantial modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled 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.

The Group accounts for an exchange with a lender of a financial liability with substantially different terms as an extinguishment of the original financial liability and the recognition of a new financial liability. A substantial modification of the terms of an existing financial liability or a part of it (whether or not attributable to the financial difficulty of the Group) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

The Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

Non-substantial modifications of financial liabilities (under HKFRS 9 since 1 January 2018)

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

4. 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

嵌入式衍生工具(於2018年1月1日應用香港財務報告準則第9號前)

倘非衍生主合約所包括的衍生工具符合衍生工具的定義、其風險及特徵與主合約並無密切關係，且主合約並非按公允值計入損益，則該等衍生工具被視為獨立衍生工具處理。

金融負債之終止確認/非重大修改

僅當本集團的責任已被解除、註銷或屆滿時，本集團方終止確認金融負債。終止確認金融負債賬面值與已付或應付代價之間的差額於損益確認。

本集團就與放款人交換包含重大不同條款的金融負債列賬為解除原金融負債及確認新金融負債。現存金融負債(或其一部分)條款的重大修改(不論是否本集團財務困難所應佔)列賬為解除原金融負債及確認新金融負債。

倘根據新條款現金流量經貼現現值(包括任何已付費用減任何已收並使用原實際利率法貼現的費用)與原金融負債剩餘現金流量經貼現現值相差至少10%，則本集團認為有關條款屬重大差別。因此，有關債務工具的交換或條款修改列賬作一項解除，招致的任何成本或費用確認為該解除的部分收益或虧損。倘有關相差少於10%，則該交換或修改被認為屬非重大修改。

金融負債之非重大修改(自2018年1月1日香港財務報告準則第9號下)

就並不導致終止確認的金融負債非重大修改而言，相關金融負債的賬面值將以經修改合約現金流量現值(經該金融負債原實際利率所貼現)計算。產生的交易成本或費用獲調整至經修改金融負債的賬面值，並於剩餘年期內作攤銷。任何對該金融負債賬面值的調整於修改日期於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial instruments (Cont'd)

Financial liabilities and equity (Cont'd)

Non-substantial modifications of financial liabilities (under HKFRS 9 since 1 January 2018) (Cont'd)

When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms after considering qualitative factors (e.g. modifications of convertible instruments such as extending the tenure, change in exercise price of the underlying options).

When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

Non-substantial modifications of financial liabilities (before application of HKFRS 9 on 1 January 2018)

For non-substantial modifications of financial liabilities that do not result in derecognition, at the point of modification, the carrying amount of the relevant financial liabilities is revised for directly attributable transaction costs and any consideration paid to or received from the counterparty. The effective interest rate is then adjusted to amortise the difference between the revised carrying amount and the expected cash flows over the life of the modified instrument.

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transactions in note 3)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

4. 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

金融負債之非重大修改(自2018年1月1日香港財務報告準則第9號下)(續)
計及定性因素(包括可轉換工具的修改,如延長使用期、更改相關期權行使價)後,當金融負債的合約條款被修改以致經修訂條款將導致原條款出現大幅修改。

當金融負債的合約條款被修改以致經修訂條款將導致原條款出現大幅修改,計及所有相關事實及情況(包括定性因素)後,有關修改列賬作終止確認原金融負債及確認新金融負債。終止確認金融負債的賬面值與已付或應付代價(包括所承擔的任何負債及所確認的衍生部分)的公允值之間的差額於損益內確認。

金融負債之非重大修改(於2018年1月1日應用香港財務報告準則第9號前)

就並不導致終止確認的金融負債非重大修改而言,於修改點,相關金融負債的賬面值就直接應佔交易成本及已付對手方或已從對手方收取的任何代價作出修訂。實際利率繼而作出調整,以攤銷經修訂賬面值與該經修改工具年期內的預期現金流量之間的差額。

來自客戶合約之收入(按附註3所載過渡應用香港財務報告準則第15號後)

根據香港財務報告準則第15號,本集團於完成履約責任時(或就此)確認收入,即當特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時。

履約責任指一個明確貨品及一項明確服務(或一批明確貨品或服務)或一系列大致相同的明確貨品或服務。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transactions in note 3) (Cont'd)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance 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.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

The Group recognises revenue from the following major sources:

Income from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. It is generally satisfied at a point in time when the control is transferred to the buyer.

Travel agency services income is recognised upon performance of the services. It is generally satisfied at a point in time when the control is transferred to the customer.

Property management services income is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. Such service is recognised using a straight-line basis over the term of the lease contract.

Income from sales of travel related products is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. Such income is recognised on a daily basis over the contract. Transaction price is allocated between sale of hotel accommodation products and event tickets and provision of limousine services on a relative standalone selling price basis.

4. 主要會計政策(續)

來自客戶合約之收入(按附註3所載過渡應用香港財務報告準則第15號後)(續)

倘符合下列其中一項標準，則控制權在一段時間內轉讓，而收入確認會參考已完成相關履約責任的進度於一段時間內進行：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的裨益；
- 本集團的履約產生及提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

否則，收入會在當客戶獲得明確貨品或服務的控制權時在某一時點確認。

本集團從以下主要來源確認收入：

來自於日常業務中物業銷售的收入乃於有關物業竣工並交付買方時確認。一般而言，其於有關控制權轉讓予買方的時點獲履行。

旅遊代理服務收入於履行服務時確認。一般而言，其於有關控制權轉讓予客戶的時點獲履行。

物業管理服務收入隨時間確認，即當客戶同時收取及耗用來自本集團履約之裨益。有關服務於租賃合約期內按直線法確認。

來自旅遊相關產品銷售的收入隨時間確認，即當客戶同時收取及耗用來自本集團履約之裨益。有關收入於合約期內按每日基準確認。交易價格於酒店住宿產品及節目門票銷售以及提供豪華轎車服務之間分配，基準按相對之單獨售價。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transactions in note 3) (Cont'd)

Hotel and integrated resort general consultancy services income is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. Such service is recognised based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of services.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

The contract liabilities represent deposits received from buyers of the properties held for sale and advance payments from the customers in relation to provision of hotel and integrated resort general consultancy services prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Principal versus agent

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

In relation to the Group's travel related businesses, the Group has acted as principal for transactions of hotel accommodation products and other travel package products and acted as agent for the rest. In assessing whether the Group acted as principal or agent, the Group has considered whether it controls the hotel accommodation products, other travel package products and travel agency services before such products and/or services are transferred to customers, indicators including but not limited to whether the Group has primary responsibility in providing the goods and services to the customers, inventory risk before the customers' order and whether it has discretion in establishing price.

4. 主要會計政策(續)

來自客戶合約之收入(按附註3所載過渡應用香港財務報告準則第15號後)(續)

酒店及綜合度假村之一般顧問服務收入隨時間確認，即當該等客戶同時收取及耗用來自本集團履約之裨益。有關服務按投入法確認，即根據本集團對履行履約責任的付出或投入相對履行該履約責任的預計總投入確認收入，有關方法最能反映本集團於轉讓服務控制權方面的履約情況。

合約負債指本集團轉讓貨品或服務予客戶的責任，而本集團因此自客戶收取代價(或代價金額到期)。

該等合約負債指自持作銷售物業買方收取的按金及來自客戶的預付款，其有關於達至上述收入確認標準前提供酒店及綜合度假村之一般顧問服務，且計入綜合財務狀況表流動負債項下。

委託人與代理

當本集團於特定貨品或服務轉讓予客戶前控制該貨品或服務，本集團即為委託人。

當本集團的履約責任為安排另一方提供特定貨品或服務，本集團即為代理。在此情況下，本集團於該特定貨品或服務轉讓予客戶前並不控制該由另一方提供的貨品或服務。本集團作為代理時，其就其預期有權以安排另一方提供特定貨品或服務交換得來的任何費用或佣金金額確認收入。

就本集團的旅遊相關業務而言，本集團就酒店住宿產品及其他旅遊套票產品的交易充當委託人，其餘均充當代理。於評估本集團是否作為委託人或代理時，本集團已考慮其於酒店住宿產品、其他旅遊套票產品及旅遊代理服務轉讓予客戶前，是否控制有關產品及/或服務，因素包括但不限於本集團向客戶提供貨品及服務時是否承擔主要責任、於客戶下單前是否面臨存貨風險及是否擁有定價權。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Revenue recognition (prior to 1 January 2018)

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

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Revenue from sale of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. Deposits and instalments received from purchasers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under current liabilities.

Service income is recognised when services are provided.

Interest income 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.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing above.

Retirement benefit costs and termination benefits

Payment to defined contribution retirement benefit plans including schemes registered under the Mandatory Provident Fund Schemes Ordinance and government retirement benefit scheme are recognised as an expense when employees have rendered service, entitling them to the contributions.

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

4. 主要會計政策(續)

收入確認(2018年1月1日前)

收入乃按已收或應收代價的公允價值計量。收入因增值稅或其他營業稅、估計客戶退貨、折扣及其他類似撥備而有所減少。

收入於其能可靠計量時；當未來經濟裨益很大可能流入本集團及本集團各項活動符合下文所述特定標準時確認。

來自於日常業務中物業銷售的收入乃於有關物業竣工並交付買方時確認。於符合上述收入確認標準前自買方收取的按金及分期付款計入綜合財務狀況表流動負債項下。

服務收入於提供服務時確認。

利息收入按時間基準參考未償還本金及適用實際利率(即金融資產於預期年期的估計未來現金收入準確貼現至該資產初始確認時賬面淨值的比率)計算。

本集團就確認經營租賃收入的會計政策載於上文租賃的會計政策。

退休福利成本及終止福利

退休福利計劃(包括根據強積金計劃條例登記的計劃及政府退休福利計劃)供款的付款於僱員提供服務而有權獲得供款時確認為開支。

以股份為基礎之付款安排

以權益結算以股份為基礎之付款交易 向僱員授出之購股權

向僱員及提供同類服務之其他人士作出之以權益結算以股份為基礎之付款按於授出日期權益工具之公允價值計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Share-based payment arrangements (Cont'd)

Equity-settled share-based payment transactions (Cont'd)

Share options granted to employees (Cont'd)

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

Taxation

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

Current tax

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

4. 主要會計政策(續)

以股份為基礎之付款安排(續)

以權益結算以股份為基礎之付款交易(續)

向僱員授出之購股權(續)

以權益結算以股份為基礎之付款於授出日期未計及所有非市場歸屬條件而釐定之公允值乃按本集團對於最終將歸屬的股權工具數目所作之估計，於歸屬期間以直線法確認為開支，並於權益(購股權儲備)中作相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件作出之評估修訂其對於預期歸屬之權益工具數目之估計。修訂原有估計(如有)之影響於損益確認，以使累計開支反映經修訂估計，並對購股權儲備作相應調整。

當購股權獲行使時，過往於購股權儲備中確認之金額將轉移至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使時，過往於購股權儲備中確認之金額將轉移至累計虧損。

借貸成本

收購、建設或生產需長時間方準備就緒作擬定用途或出售之合資格資產而直接應佔之借貸成本均計入該等資產之成本，直至資產大致上準備可用作擬定用途或出售。

所有其他借貸成本乃於產生之期間於損益確認。

稅項

所得稅開支為即期應付稅項及遞延稅項之總和。

即期稅項

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與稅前損益不同，因應課稅溢利不包括其他年度之應課稅收入或可扣減開支，亦不包括毋須課稅或不可扣稅項目。本集團之即期稅項負債乃按報告期末前已頒佈或實質頒佈之稅率計算。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation (Cont'd)

Deferred tax

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 主要會計政策(續)

稅項(續)

遞延稅項

遞延稅項乃按綜合財務報表中資產及負債之賬面值與用作計算應課稅溢利之相應稅基間之暫時性差額確認。遞延稅項負債通常會就所有應課稅暫時性差額確認，倘有應課稅溢利可用以抵銷可扣減暫時性差異、未動用稅項虧損或未動用稅項抵免，則會確認為遞延稅項資產。於一項交易中，倘因其他資產及負債之商譽或初始確認(業務合併除外)而產生之暫時性差額不影響應課稅溢利及會計溢利時，則不會確認該等遞延稅項資產及負債。此外，倘暫時性差異來自初始確認商譽，則不予確認遞延稅項負債。

遞延稅項負債就投資於附屬公司、一間聯營公司及一間合營企業相關之應課稅暫時性差額確認，除非本集團能控制撥回暫時性差額以及暫時性差額在可見將來不大可能被撥回，則作別論。自與該等投資及權益相關之可扣除暫時性差異產生之遞延稅項資產僅會在很大可能有充足之應課稅溢利以抵銷動用暫時性差額之裨益且預期其於可見將來可予撥回時予以確認。

遞延稅項資產之賬面值於各報告期末作檢討，並扣減直至再無可能有足夠應課稅溢利可供收回全部或部分資產為止。

遞延稅項資產及負債乃根據報告期末已頒佈或實質上已頒佈之稅率(及稅法)，按預期於負債結清或資產變現期間適用之稅率計算。

遞延稅項負債及資產之計量反映本集團於報告期末，預期對收回或結清其資產及負債賬面值之方式產生之稅務後果。

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Taxation (Cont'd)

Deferred tax (Cont'd)

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

4. 主要會計政策(續)

稅項(續)

遞延稅項(續)

就計量利用公允值模式計量的投資物業的遞延稅項而言，該等物業的賬面值乃假設通過銷售全數收回，除非該假設被推翻則除外。當投資物業可予折舊及於業務模式目標為隨時間而非透過銷售消耗投資物業所包含的絕大部分經濟裨益內持有時，有關假設會被推翻。

遞延稅項資產及負債乃在有合法可執行權利以即期稅項資產抵銷即期稅項負債時及在遞延稅項資產及負債與同一稅務部門徵收所得稅有關時，予以抵銷，本集團擬按淨額基準結算其即期稅項資產及負債。

即期及遞延稅項於損益中確認，惟倘該等稅項與於其他全面收入或直接於權益中確認的項目有關時，即期或遞延稅項亦分別於其他全面收入或直接於權益中確認。倘因業務合併之初始會計處理而產生即期稅項或遞延稅項，有關稅務影響包括於業務合併之會計處理。

5. 關鍵會計判斷及估計不確定因素之主要來源

於應用附註4所述之本集團之會計政策時，本公司董事須對無法從其他途徑得知之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據歷史經驗及其他認為相關之因素作出。實際結果或會與該等估計有別。

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND
KEY SOURCES OF ESTIMATION UNCERTAINTY
(Cont'd)

Critical judgements in applying accounting policies

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

Revenue recognition as principal or agent

The Group engages in the travel related businesses, which include the provision of arrangement of hotel accommodation, transportation and entertainment. The Group has acted as principal for transactions of travel related products and acted as agent for the rest. In assessing whether the Group acted as principal or agent, the Group has considered, among others, indicators including but not limited to whether the Group has primary responsibility in providing the goods and services to the customers, inventory risk before the customers' order and whether it has discretion in establishing price.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolio and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. As a result, the Group has recognised deferred tax on changes in fair value of investment properties.

Key sources of estimation uncertainty

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

5. 關鍵會計判斷及估計不確定
因素之主要來源(續)

應用會計政策時的關鍵判斷

以下為本公司董事於應用本集團會計政策之過程中作出及對於綜合財務報表確認的金額具有最重大影響之關鍵按斷(該等涉及估計者除外(見下文))。

作為委託人或代理之收入確認

本集團從事旅遊相關業務，包括提供酒店住宿、交通及娛樂安排。本集團擔任旅遊相關產品交易之委託人，此外均擔任代理。於評估本集團是否擔任委託人或代理時，本集團已考慮(其中包括)多個因素，包括但不限於本集團向客戶提供貨品及服務時是否承擔主要責任、於客戶下單前是否面臨存貨風險及是否擁有定價權。

投資物業之遞延稅項

就計量使用公允價值模式計量之投資物業產生之遞延稅項而言，本公司董事已檢討本集團之投資物業組合，並認為本集團藉以持有投資物業之業務模式旨在隨時間享有該等投資物業所產生之絕大部分經濟裨益，而非透過銷售。因此，本集團就投資物業之公允價值變動確認遞延稅項。

估計不確定因素之主要來源

以下為於報告期末就未來及其他估計不確定因素之主要來源所作之主要假設，該等假設可致使對下一財政年度之資產及負債之賬面值作出重大調整之重大風險。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Fair value of investment properties

Investment properties, including those completed investment properties are carried in the consolidated statement of financial position at their fair values, details of which are disclosed in note 15. The fair value of the investment properties was determined by reference to valuations conducted on these properties by an independent and professionally qualified valuer not connected to the Group using property valuation techniques which involve certain assumptions of prevailing market conditions, such as rental income of the property derived from the existing tenancy with due allowance for the reversionary income potential of the tenancy which are then capitalised into the value at an appropriate capitalisation rate. Favourable or unfavourable changes to these assumptions may result in changes in the fair value of the Group's investment properties included in the consolidated statement of financial position and corresponding adjustments to the changes in fair value reported in the consolidated statement of profit or loss and other comprehensive income. During the year ended 31 December 2018, decrease in fair value of investment properties of RMB10,700,000 (2017: RMB7,100,000) has been recognised in the consolidated statement of profit or loss and other comprehensive income.

Impairment loss recognised in respect of inventories

Properties under development and properties held for sale are stated at the lower of the cost and net realisable value. Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the net realisable value of properties under development and properties held for sale by reference to the estimated market prices of the properties under development and properties held for sale, which takes into account a number of factors including the recent prices of similar property type in the same project or by similar properties, and the prevailing real estate market conditions in the People's Republic of China (the "PRC"). The directors of the Company estimate the future costs to complete the properties under development by reference to the actual development cost of other similar completed projects of the Group, adjusted by certain current market data. During the year ended 31 December 2018, no impairment loss (2017: approximately RMB57,034,000) has been recognised in the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2018, the aggregate carrying amount of properties under development and properties held for sale amounted to approximately RMB597,283,000 (31 December 2017: RMB644,411,000) in the PRC.

5. 關鍵會計判斷及估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

投資物業之公允值

投資物業(包括該等已竣工投資物業)乃於綜合財務狀況表按其公允值列賬，詳情於附註15披露。投資物業之公允值乃參考獨立專業合資格且與本集團並無關連的估值師使用涉及若干對當前市況之假設之物業估值技術對該等物業所進行之估值釐定(如自現有租約產生之物業租金收入，並適當計及租約之復歸收入潛力，然後按適當的資本化率將其資本化為若干價值)。該等假設之有利或不利變動或會導致本集團計入綜合財務狀況表之投資物業公允值變動，並因而導致須對綜合損益及其他全面收益表內呈報之公允值變動作出相應調整。截至2018年12月31日止年度，投資物業之公允值減少人民幣10,700,000元(2017年：人民幣7,100,000元)已於綜合損益及其他全面收益表內確認。

就存貨確認之減值虧損

發展中物業及持作銷售物業乃按成本與可變現淨值之較低者列賬。根據本公司董事之經驗及目標物業之性質，本公司董事參考發展中物業及持作銷售物業之估計市價釐定該等發展中物業及持作銷售物業之可變現淨值，並考慮到多種因素，包括同一項目中類似物業類別或類似物業之近期價格，以及中華人民共和國(「中國」)當前房地產市場狀況。經參考本集團其他類似已竣工項目之實際開發成本，本公司董事估計完成發展中物業之未來成本，並因應若干現行市場數據作出調整。截至2018年12月31日止年度，概無減值虧損(2017年：約人民幣57,034,000元)已於綜合損益及其他全面收益表內確認。

於2018年12月31日，中國發展中物業及持作銷售物業之總賬面值約為人民幣597,283,000元(2017年12月31日：人民幣644,411,000元)。

5. CRITICAL ACCOUNTING JUDGEMENTS AND
KEY SOURCES OF ESTIMATION UNCERTAINTY
(Cont'd)

Key sources of estimation uncertainty (Cont'd)

PRC land appreciation taxes ("LAT")

The Group is subject to LAT in the PRC. The LAT is levied at progressive rates on the appreciation of land value, being the proceeds of the sales of properties less the estimated deductible expenditures, the cost of land use rights and all relevant property development expenditures.

Significant judgment is required in estimating the amounts of land appreciation and the applicable land appreciation tax rate due to the uncertainty of proceeds of sales of properties and deductible expenditures.

However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of the PRC and certain projects of the Group have not finalised their land appreciation tax calculations and payments with any local tax authorities in the PRC. The amount of the land appreciation is determined with reference to proceeds of the sales of properties less the estimated deductible expenditures, including the cost of land use rights and all relevant property development expenditures. The Group recognised the LAT based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the periods in which such tax is finalised with local tax authorities. During the year ended 31 December 2018, approximately RMB58,461,000 (2017: approximately RMB56,056,000) of LAT has been recognised.

5. 關鍵會計判斷及估計不確定
因素之主要來源(續)

估計不確定因素之主要來源(續)

中國土地增值稅(「土地增值稅」)

本集團須於中國繳納土地增值稅。土地增值稅乃按土地增值額(即物業銷售所得款項減估計可扣減開支、土地使用權成本及所有相關物業開發開支)之累進稅率徵收。

由於物業銷售所得款項及可扣減開支存在不確定性，故於估計土地增值額及適用土地增值稅率時須作出重大判斷。

然而，中國各個城市的不同徵稅區的稅項徵收及支付有所差異，而本集團的若干項目尚未與中國任何地方稅務部門最終確定土地增值稅之計算及支付。土地增值額乃經參考物業銷售所得款項減估計可扣減開支(包括土地使用權成本及所有相關物業開發開支)後釐定。本集團根據管理層作出之最佳估計確認土地增值稅。最終稅項結果或會不同於初始列賬之金額，而該等差異將影響與地方稅務部門最終確定於該等期間內之所得稅開支及有關所得稅撥備。截至2018年12月31日止年度，已確認土地增值稅約人民幣58,461,000元(2017年：約人民幣56,056,000元)。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Fair value of derivative financial instruments

The directors of the Company use their judgment in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, the estimation of fair value of derivatives includes some assumptions not supported by observable market prices or rates. The carrying amount of the derivative financial instruments as at 31 December 2018 was approximately RMB1,578,882,000 (31 December 2017: RMB439,938,000). Details of the assumptions used are disclosed in note 32. The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of derivative financial instruments.

Impairment of interest in a joint venture

The carrying amount of interest in a joint venture amounting to RMB797,389,000 is reviewed for impairment in accordance with HKAS 36 whenever certain events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group determines the recoverable amount which is the higher of value in use and fair value less costs of disposal. The value in use is based on the estimations of future expected cash flows from the joint venture and a suitable discount rate. The key assumptions of the discounted cash flow model include the budgeted sales and the discount rates. Where the actual future cash flows are less than or more than expected, or there are favourable or unfavourable events and changes in facts and circumstances which result in revision of future estimated cash flows, a material impairment loss may arise or reverse. No impairment loss has been recognised in respect of interest in a joint venture for the year ended 31 December 2018. Details of the recoverable amount calculation for interest in a joint venture are disclosed in note 18.

5. 關鍵會計判斷及估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

衍生金融工具之公允值

本公司董事使用判斷，以為並未在活躍市場報價之金融工具選擇適當估值技術。所應用的技術乃市場參與者常用的估值技術。就衍生金融工具而言，衍生工具公允值估計包括若干可觀察市價或費率並不支持的假設。於2018年12月31日，衍生金融工具之賬面值約為人民幣1,578,882,000 (2017年12月31日：人民幣439,938,000元)。所用假設之詳情於附註32披露。本公司董事認為，所選估值技術及假設對釐定衍生金融工具之公允值屬適當。

於合營企業權益之減值

於一間合營企業權益的賬面值人民幣797,389,000元根據香港會計準則第36號每當若干事件或情況變動顯示賬面值未必能收回時作減值檢討。本集團釐定該可收回金額為使用價值與公允值減出售成本兩者中的較高者。使用價值乃基於該合營企業的未來預期現金流量估計及一個適當的貼現率。貼現現金流量模型的主要假設包括預算銷售及貼現率。當實際未來現金流量少於或多於預期，或存在有利或不利事件以及事實及情況有變，而導致未來估計現金流量的修訂，則可能產生或撥回一筆重大的減值虧損。於截至2018年12月31日止年度，概無就於一間合營企業權益確認減值虧損。就於一間合營企業權益的可收回金額計算的詳情，於附註18披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION

An analysis of the Group's revenue for both years is as follows:

6. 收入及分部資料

以下為兩個年度本集團之收入分析：

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of properties	銷售物業	177,400	132,543
Property management services income	物業管理服務收入	7,581	8,605
Travel agency services income	旅遊代理服務收入	7,741	6,246
Sales of travel related products	銷售旅遊相關產品	535,079	347,867
Hotel and integrated resort general consultancy services income	酒店及綜合度假村之一般顧問服務收入	19,794	2,539
		747,595	497,800

Segment Information

Information reported to the Executive Directors of the Company, being the chief operating decision maker ("CODM") for the purpose of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's operating and reportable segments are as follows:

- (1) Property development – Development and sales of office premises, residential and retail properties in the PRC;
- (2) Property leasing – Leasing of retail and residential properties and provision of property management services in the PRC;
- (3) Hotel and integrated resort general consultancy services – Provision of hotel and integrated resort general consultancy services; and
- (4) Travel related products and services – Sales of travel related products and provision of travel agency services.

分部資料

就資源分配及分部表現評估向本公司執行董事(即主要經營決策者(「主要經營決策者」))報告之資料乃集中於所交付或提供之貨品或服務之類別。本集團於呈列報告分部時並無合併經營分部。

具體而言，本集團之經營及報告分部如下：

- (1) 物業開發 – 於中國開發及銷售寫字樓、住宅及零售物業；
- (2) 物業租賃 – 於中國租賃零售及住宅物業及提供物業管理服務；
- (3) 酒店及綜合度假村之一般顧問服務 – 提供酒店及綜合度假村一般顧問服務；及
- (4) 旅遊相關產品及服務 – 銷售旅遊相關產品及提供旅遊代理服務。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd) 6. 收入及分部資料(續)

Disaggregation of revenue from contracts with customers 來自客戶合約收入之分類

		Year ended 31 December 2018 截至2018年12月31日止年度				
		Property development	Property leasing	Hotel and integrated resort general consultancy services 酒店及綜合 度假村之 一般顧問服務	Travel related products and services 旅遊相關 產品及服務	Total
		物業開發 RMB'000 人民幣千元	物業租賃 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Types of goods or services	貨品或服務類別					
Sales of properties	物業銷售					
– Apartments	– 公寓	57,221	–	–	–	57,221
– Villas	– 別墅	120,179	–	–	–	120,179
Sales of travel related products	旅遊相關產品銷售					
– Hotel accommodation products	– 酒店住宿產品	–	–	–	534,591	534,591
– Others	– 其他	–	–	–	488	488
Travel agency services income	旅遊代理服務收入	–	–	–	7,741	7,741
Property management services income	物業管理服務收入	–	7,581	–	–	7,581
Hotel and integrated resort general consultancy services income	酒店及綜合度假村 之一般顧問服務 收入	–	–	19,794	–	19,794
		177,400	7,581	19,794	542,820	747,595
Rental income	租金收入	–	45,048	–	–	45,048
Total	總計	177,400	52,629	19,794	542,820	792,643

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Disaggregation of revenue from contracts with customers (Cont'd)

6. 收入及分部資料(續)

來自客戶合約收入之分類(續)

		Year ended 31 December 2018 截至2018年12月31日止年度				
		Property development	Property leasing	Hotel and integrated resort general consultancy services	Travel related products and services	Total
		物業開發	物業租賃	酒店及綜合度假村之一般顧問服務	旅遊相關產品及服務	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Geographical markets by customers' locations	按客戶地點之地理市場					
PRC	中國	177,400	7,581	-	-	184,981
Macau	澳門	-	-	-	511,989	511,989
Cambodia	柬埔寨	-	-	827	-	827
Vietnam	越南	-	-	18,967	30,831	49,798
		177,400	7,581	19,794	542,820	747,595
Rental income	租金收入	-	45,048	-	-	45,048
Total	總計	177,400	52,629	19,794	542,820	792,643
Timing of revenue recognition	確認收入時間					
A point in time	某一時點	177,400	-	-	7,741	185,141
Over time	隨時間	-	7,581	19,794	535,079	562,454
		177,400	7,581	19,794	542,820	747,595
Rental income	租金收入	-	45,048	-	-	45,048
Total	總計	177,400	52,629	19,794	542,820	792,643

The duration of contracts in relation to property management services income, income from sales of travel related products, and hotel and integrated resort general consultancy services income usually varies from 1 to 20 years, 1 to 10 days and 1 year, respectively and the contract fees of those contracts are fixed.

與物業管理服務收入、銷售旅遊相關產品收入以及酒店及綜合度假村之一般顧問服務收入有關的合約年期一般分別介乎1至20年、1至10日及一年，而該等合約的合約費為固定。

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Performance obligations for contracts with customers

Sales of properties

The Group sells properties held for sale directly to buyers through its own sales office and through real estate agents respectively.

The income from sales of properties in the ordinary course of business is recognised when the respective properties have been completed and delivered to the buyers. The Group receives certain percentage of the contract value as pre-sale deposits from buyers when they sign the sale and purchase agreements. The pre-sale deposits result in contract liabilities being recognised throughout the property construction period until the buyer obtains control of the completed property.

Provision of travel agency services

The Group has acted as an agent for the provision of travel agency services including but not limited to reservation of helicopter, flight and limousine services, sales of ferry tickets and event tickets. The travel agency services income is recognised at a net amount after reducing related cost of sales upon performance of the services. It is generally satisfied at a point in time when the control is transferred to the customer, which is at the time when the booking service confirmed with the customer. The normal credit period is 30 days upon the invoice date, which is approximate to the date of revenue recognition.

Provision of property management services

The Group provides the property management services to the tenants of its investment properties. The property management services fee is pre-determined in the lease contract. The tenant is required to prepay the property management services fee one month in advance. Property management services income is recognised over time when the tenants simultaneously receive and consume the benefits from the Group's performance. Such services income is recognised over the term of the lease contract.

6. 收入及分部資料(續)

客戶合約的履約責任

物業銷售

本集團直接透過其本身之銷售辦公室及透過地產代理分別向買方出售持作銷售物業。

來自於日常業務中物業銷售之收入乃於有關物業竣工並交付買方時確認。本集團於買方簽署買賣協議時自買方收取合約價值之若干百分比，作為銷售前按金。該等銷售前按金導致之合約負債於物業建築期的全段期間內確認，直至買方取得竣工物業之控制權。

提供旅遊代理服務

本集團作為提供旅遊代理服務之代理，包括但不限於預約直升機、飛機及豪華轎車服務，以及船票及節目門票銷售。旅遊代理服務收入於履行服務時扣除相關銷售成本後按淨額確認。一般而言，履約時點為當控制權轉移至客戶時，即當預約服務獲客戶確定之時。正常信貸期為發票日期之30日內，即約為收入確認日期。

提供物業管理服務

本集團向其投資物業租戶提供物業管理服務。物業管理服務費於租賃合約內預先釐定。租戶需要預早一個月支付物業管理服務費。物業管理服務費隨時間確認，即當客戶同時收取及耗用來自本集團履約之神益。有關服務收入於租賃合約期內確認。

6. REVENUE AND SEGMENT INFORMATION (Cont'd)
Performance obligations for contracts with customers (Cont'd)

Sales of travel related products

The Group sells travel related products including hotel accommodation products and travel packages directly to the customers through its physical point-of-sale counters.

Income from sales of travel related products (i.e. hotel accommodation products) is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance. When the customer obtains the control of the hotel room reserved and consume the benefits from using such hotel room for the period reserved. Such income is recognised over the period reserved for such hotel room. The Group either requires advanced payments from its customers or grant 30 days of credit period to its customers from the invoice date, which is approximate to the date of revenue recognition.

Income from sales of travel packages is recognised when the performance obligations in the travel packages are satisfied. The travel packages include several performance obligations such as sale of hotel accommodation products and event tickets and provision of limousine services. Each performance obligation in the travel packages is considered to be a distinct goods or service as it is both regularly supplied by the Group to other customers on a stand-alone basis and is available for customers from other providers in the market. Transaction price is allocated between sale of hotel accommodation products and event tickets and provision of limousine services on a relative standalone selling price basis. Revenue relating to the sale of hotel accommodation products is recognised over the period reserved for the hotel rooms. Revenue relating to the sale of event tickets is recognised at the occurrence of the events. Revenue relating to the provision of limousine services is recognised at the time of using the limousine services. The Group grants 30 days of credit period to its customers from the invoice date, which is approximate to the date of revenue recognition.

6. 收入及分部資料(續)
客戶合約的履約責任(續)

旅遊相關產品銷售

本集團透過其實際銷售點櫃檯向客戶直接出售旅遊相關產品，包括酒店住宿產品及旅遊套票。

來自旅遊相關產品(即酒店住宿產品)銷售之收入隨時間確認，即當客戶同時收取及耗用來自本集團履約之裨益。當客戶取得所預訂酒店房間之控制權，其於所預訂期間內耗用使用有關酒店房間所得之裨益。有關收入於預訂該酒店房間期間內確認。本集團要求其客戶預早付款或給予其客戶發票日期起計30日之信貸期，即約為收入確認日期。

來自旅遊套票銷售之收入的確認乃於旅遊套票內之履約責任獲履行之時。旅遊套票包含若干履約責任，如酒店住宿產品及節目門票銷售以及提供豪華轎車服務。於旅遊套票內之每項履約責任被視為獨立貨品或服務，因為其既由本集團向其他客戶個別及定期地提供，亦由市場上其他供應者向客戶提供。交易價格於酒店住宿產品及節目門票銷售以及提供豪華轎車服務之間分配，基準按相對之單獨價格。酒店住宿產品銷售相關之收入於預訂酒店房間期間內確認。節目門票銷售相關之收入於該等節目進行時確認。提供豪華轎車服務相關之收入於使用豪華轎車服務之時確認。本集團給予其客戶發票日期起計30日之信貸期，即約為收入確認日期。

6. REVENUE AND SEGMENT INFORMATION (Cont'd)
Performance obligations for contracts with customers (Cont'd)

Provision of hotel and integrated resort general consultancy services

Hotel and integrated resort general consultancy services represent the provision of general consultancy services to the customers who are developing hotel and integrated resort projects in Vietnam and Cambodia. The period of the contracts with those customers is initial one year, with extension subject to mutual agreement. Such income is recognised over time when the customers simultaneously receive and consume the benefits from the Group's performance, which is recognised based on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of services. The Group receives six-month advance payments before the provision of general consultancy services to these customers. These advance payments give rise to contract liabilities at the start of the contracts, until the income recognised on the relevant contracts exceeds the amount of the advance payments. Depending on the terms of each contract, the Group will then receive the general consultancy services income on a half year basis or monthly basis from the seventh month of the contracts. The Group grants credit period ranging from 0 to 15 days to its customers.

6. 收入及分部資料(續)
客戶合約的履約責任(續)

提供酒店及綜合度假村之一般顧問服務

酒店及綜合度假村之一般顧問服務指向於越南及柬埔寨發展酒店及綜合度假村項目之客戶提供一般顧問服務。與該等客戶之合約期初步為一年，雙方協議下可延長。有關收入隨時間確認，即當該等客戶同時收取及耗用來自本集團履約之裨益，並按本集團對履行履約責任的付出或投入相對履行該履約責任的預計總投入確認，有關方法最能反映本集團於轉讓服務控制權方面的履約情況。本集團於向該等客戶提供一般顧問服務前收取六個月預付款。該等預付款於合約開始時產生合約負債，直至相關合約之收入超出該等預付款金額為止。視乎各合約之條款，本集團由合約期第七個月起將每半年或一個月收取一般顧問服務收入。本集團給予其客戶0至15日之信貸期。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd) Performance obligations for contracts with customers (Cont'd)

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2018 and the expected timing of recognising revenue are as follows:

6. 收入及分部資料(續) 客戶合約的履約責任(續)

於2018年12月31日，分配至剩餘履約責任(未履行或部分未履行)之交易價格及預期確認收入時間如下：

	Sales of properties	Hotel and integrated resort general consultancy services income	Total
	物業銷售	酒店及綜合度假村之一般顧問服務收入	總計
	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元
Within one year	146,832	1,312	148,144
一年內			

For the sales of properties, the amounts disclosed above represent the Group's expectation on the timing of transferring the legal ownership to its customers.

就物業銷售而言，以上披露金額為本集團預期轉移法定擁有權予其客戶之時間。

All hotel and integrated resort general consultancy service are for the period of one year. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

所有酒店及綜合度假村之一般顧問服務之年期為一年。如香港財務報告準則第15號所允許，分配至該等未履行合約之交易價格並無作出披露。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd) 6. 收入及分部資料(續)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments.

分部收入及業績

以下為本集團按經營及報告分部劃分之收入及業績之分析。

		Property development	Property leasing	Hotel and integrated resort general consultancy services	Travel related products and services	Total
		物業開發 RMB'000 人民幣千元	物業租賃 RMB'000 人民幣千元	酒店及綜合 度假村之一般 顧問服務 RMB'000 人民幣千元	旅遊相關 產品及服務 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
For the year ended 31 December 2018	截至2018年 12月31日止年度					
Segment revenue from external customers	外來客戶分部收入	177,400	52,629	19,794	542,820	792,643
Segment profit (loss)	分部溢利(虧損)	69,435	(15,365)	2,966	31,928	88,964
Change in fair value of financial assets at FVTPL	按公允價值計入損益之 金融資產之公允價值 變動					1,011
Change in fair value of a convertible bond	可換股債券之 公允價值變動					73,936
Change in fair value of derivative financial instruments	衍生金融工具之 公允價值變動					(1,189,505)
Share of loss of an associate	應佔聯營公司虧損					(1,047)
Share of loss of a joint venture	應佔合營公司虧損					(14,896)
Unallocated other income, gains and losses	未分配其他收入、 收益及虧損					(185,081)
Unallocated finance costs	未分配融資成本					(110,046)
Unallocated expenses	未分配開支					(41,348)
Loss before taxation	除稅前虧損					(1,378,012)

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd) 6. 收入及分部資料(續)

Segment revenue and results (Cont'd) 分部收入及業績(續)

	Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Hotel and integrated resort general consultancy services 酒店及綜合度假村之一般顧問服務 RMB'000 人民幣千元	Travel related products and services 旅遊相關產品及服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the year ended 31 December 2017	截至2017年				
Segment revenue from external customers	12月31日止年度 外來客戶分部收入				
	132,543	55,513	2,539	354,113	544,708
Segment (loss) profit	(50,467)	(7,551)	(16,271)	17,807	(56,482)
Reversal of impairment loss recognised in respect of deposits for non-current assets	就非流動資產按金確認之減值虧損撥回				438,000
Change in fair value of derivative financial instruments	衍生金融工具之公允值變動				(329,855)
Reversal of provisions for litigations	就訴訟之撥備撥回				289,240
Share of loss of an associate	應佔聯營公司虧損				(37)
Unallocated other income, gains and losses	未分配其他收入、收益及虧損				42,046
Unallocated finance costs	未分配融資成本				(72,184)
Unallocated expenses	未分配開支				(48,644)
Profit before taxation	除稅前溢利				262,084

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies set out in note 4. Segment results represent the profit earned by/loss from each segment without allocation of certain other income, gains and losses, reversal of impairment loss recognised in respect of deposits for non-current assets, certain finance costs, change in fair value of financial assets at FVTPL, change in fair value of a convertible bond, change in fair value of derivative financial instruments, share of loss of an associate, share of loss of a joint venture, reversal of provisions for litigations and corporate expenses. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

經營及報告分部之會計政策與於附註4所載本集團之會計政策相同。分部業績指各分部所賺取之溢利/所產生之虧損，當中未分配若干其他收入、收益及虧損、就非流動資產按金確認之減值虧損撥回、若干融資成本、按公允值計入損益之金融資產之公允值變動、可換股債券之公允值變動、衍生金融工具之公允值變動、分佔聯營公司虧損、分佔合營公司虧損、就訴訟之撥備撥回及公司開支。此乃就資源分配及表現評估而向主要經營決策者匯報之方式。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segments:

6. 收入及分部資料(續)

分部資產及負債

以下為本集團按經營及報告分部劃分之資產及負債之分析：

		As at 31 December 於12月31日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Segment assets	分部資產		
Property development	物業開發	608,684	714,637
Property leasing	物業租賃	1,724,369	1,734,799
Hotel and integrated resort general consultancy services	酒店及綜合度假村之一般顧問服務	11,108	1,401
Travel related products and services	旅遊相關產品及服務	113,880	78,265
Total segment assets	分部資產總值	2,458,041	2,529,102
Unallocated assets:	未分配資產：		
Interest in an associate	於聯營公司權益	741	1,701
Interest in a joint venture	於合營公司權益	797,389	-
Financial assets at FVTPL	按公允值計入損益之金融資產	44,934	-
Bank balances and cash	銀行結餘及現金	64,815	289,689
Deferred tax assets	遞延稅項資產	83,597	96,307
Others	其他	5,361	1,902
Consolidated assets	綜合資產	3,454,878	2,918,701
Segment liabilities	分部負債		
Property development	物業開發	587,517	645,639
Property leasing	物業租賃	513,458	532,764
Hotel and integrated resort general consultancy services	酒店及綜合度假村之一般顧問服務	2,733	1,600
Travel related products and services	旅遊相關產品及服務	67,374	62,630
Total segment liabilities	分部負債總額	1,171,082	1,242,633
Unallocated liabilities:	未分配負債：		
Current tax liabilities	即期稅項負債	476,953	461,288
Deferred tax liabilities	遞延稅項負債	359,413	357,950
Convertible bonds	可換股債券	515,120	411,107
Derivative financial instruments	衍生金融工具	1,578,882	439,938
Provisions for litigations	就訴訟之撥備	-	235,000
Amounts due to related companies	應付關連公司款項	233,658	-
Amount due to a director	應付一名董事款項	4,893	4,668
Loan from a related company	來自一間關連公司之貸款	164,463	-
Others	其他	9,414	13,932
Consolidated liabilities	綜合負債	4,513,878	3,166,516

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Segment assets and liabilities (Cont'd)

For the purposes of monitoring segment performance and allocating resources among segments:

- all assets are allocated to operating segments other than interest in an associate, interest in a joint venture, financial assets at FVTPL, certain bank balances and cash, deferred tax assets and corporate assets of investment holding companies; and
- all liabilities are allocated to operating segments other than convertible bonds, derivative financial instruments, provisions for litigations, current tax liabilities, deferred tax liabilities, amounts due to a director and related companies, loan from a related company and corporate liabilities of investment holding companies.

6. 收入及分部資料(續)

分部資產及負債(續)

為監察分部表現及在分部之間分配資源：

- 所有資產均分配至經營分部，惟於聯營公司之權益、於合營公司之權益、按公允值計入損益之金融資產、若干銀行結餘及現金、遞延稅項資產及投資控股公司之公司資產除外；及
- 所有負債均分配至經營分部，惟可換股債券、衍生金融工具、就訴訟之撥備、即期稅項負債、遞延稅項負債、應付一名董事及關連公司之款項、來自一間關連公司之貸款及投資控股公司之公司負債除外。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Other segment information

For the year ended 31 December 2018

6. 收入及分部資料(續)

其他分部資料

截至2018年12月31日止年度

	Property development	Property leasing	Hotel and integrated resort general consultancy services	Travel related products and services	Unallocated	Total
	物業開發	物業租賃	酒店及綜合度假村之一般顧問服務	旅遊相關產品及服務	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量之金額：					
Addition to non-current assets (Note)	-	24	-	13,350	363,751	377,125
Depreciation	232	86	107	734	360	1,519
Gain on disposal of property, plant and equipment	(111)	(36)	-	-	-	(147)
Interest income	(6)	(22)	-	(65)	(358)	(451)
Maintenance costs	32,796	-	-	-	-	32,796
Interest expense	26,923	24,443	-	-	110,046	161,412
Change in fair value of investment properties	-	10,700	-	-	-	10,700
Reversal of provisions for potential claims	(19,518)	-	-	-	-	(19,518)
Impairment loss recognised in respect of other receivables	1,983	-	-	-	-	1,983

Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:

定期提供予主要經營決策者但不計入分部溢利或虧損或分部資產計量之金額：

Change in fair value of financial assets at FVTPL	按公允值計入損益之金融資產之公允值變動	-	-	-	(1,011)	(1,011)
Gain on disposal of financial assets at FVTPL	出售按公允值計入損益之金融資產之收益	-	-	-	(510)	(510)
Change in fair value of a convertible bond	可換股債券之公允值變動	-	-	-	(73,936)	(73,936)
Change in fair value of derivative financial instruments	衍生金融工具之公允值變動	-	-	-	1,189,505	1,189,505
Share of loss of an associate	應佔聯營公司虧損	-	-	-	1,047	1,047
Interest in an associate	於聯營公司權益	-	-	-	741	741
Share of loss of a joint venture	應佔合營公司虧損	-	-	-	14,896	14,896
Interest in a joint venture	於合營公司權益	-	-	-	797,389	797,389
Income tax expense (credit)	所得稅開支(抵免)	-	-	-	80,886	80,886

Note: Non-current assets excluded financial assets and deferred tax assets.

附註：非流動資產不包括金融資產及遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Other segment information (Cont'd)

For the year ended 31 December 2017

6. 收入及分部資料(續)

其他分部資料(續)

截至2017年12月31日止年度

	Property development	Property leasing	Hotel and integrated resort general consultancy services	Travel related products and services	Unallocated	Total
	物業開發	物業租賃	酒店及綜合度假村之一般顧問服務	旅遊相關產品及服務	未分配	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元

Amounts included in the measure of segment profit or loss or segment assets: 計入分部損益或分部資產計量之金額:

Addition to non-current assets (Note)	非流動資產添置 (附註)	-	2	442	1,475	2,699	4,618
Depreciation	折舊	535	114	105	733	214	1,701
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	-	-	-	(59)	(59)
Interest income	利息收入	(43)	(26)	-	(50)	(415)	(534)
Interest expense	利息開支	19,264	26,598	-	-	72,184	118,046
Change in fair value of investment properties	投資物業之公允值變動	-	7,100	-	-	-	7,100
Provisions for potential claims	潛在索償撥備	41,882	-	-	-	-	41,882
Impairment loss recognised in respect of inventories	就存貨確認之減值虧損	57,034	-	-	-	-	57,034

Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:

定期提供予主要經營決策者但不計入分部溢利或虧損或分部資產計量之金額:

Change in fair value of derivative financial instruments	衍生金融工具之公允值變動	-	-	-	-	329,855	329,855
Reversal of provisions for litigations	就訴訟之撥備撥回	-	-	-	-	(289,240)	(289,240)
Reversal of impairment loss recognised in respect of deposits for non-current assets	就非流動資產按金確認之減值虧損撥回	-	-	-	-	(438,000)	(438,000)
Share of loss of an associate	應佔聯營公司虧損	-	-	-	-	37	37
Interest in an associate	於聯營公司權益	-	-	-	-	1,701	1,701
Income tax expense	所得稅開支	-	-	-	-	65,191	65,191

Note: Non-current assets excluded financial assets and deferred tax assets.

附註: 非流動資產不包括金融資產及遞延稅項資產。

Notes to the Consolidated Financial Statements 綜合財務報表附註

6. REVENUE AND SEGMENT INFORMATION (Cont'd)

Information about major customers

No customer represented over 10% of total revenue of the Group during the year ended 31 December 2018.

Revenue from customers under property development segment of the corresponding years contributing over 10% of total revenue of the Group are as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Customer A	客戶甲	-	82,360
Customer B	客戶乙	-	61,533
Customer C	客戶丙	-	61,533
		-	205,426

6. 收入及分部資料(續)

有關主要客戶之資料

於截至2018年12月31日止年度期間，概無客戶佔本集團總收入逾10%。

於相關年度物業開發分部下為本集團總收入貢獻逾10%之客戶產生之收入如下：

Geographical information

The Group operates in six principal geographical areas – the PRC, Macau, Hong Kong, Japan, Cambodia and Vietnam. The Group's revenue from external customers by geographical location at which the goods were delivered and services were rendered and information about its non-current assets (Note) by location of assets and its associate by location of its business operations are detailed below:

地區資料

本集團於六個主要地區－中國、澳門、香港、日本、柬埔寨及越南經營業務。本集團按交付貨品及提供服務所在地區劃分之來自外部客戶收入以及有關其按資產所在地劃分之非流動資產(附註)及其按營業地點劃分之聯營公司之資料詳述如下：

		Revenue from external customers 來自外部客戶之收入		Non-current assets As at 31 December 於12月31日之非流動資產	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
PRC	中國	230,029	188,056	1,723,038	1,733,963
Macau	澳門	511,989	356,652	21,389	1,938
Hong Kong	香港	-	-	510	740
Japan	日本	-	-	741	1,701
Cambodia	柬埔寨	827	-	-	-
Vietnam	越南	49,798	-	797,389	-
		792,643	544,708	2,543,067	1,738,342

Note: Non-current assets exclude deferred tax assets.

附註：非流動資產不包括遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. OTHER INCOME, GAINS AND LOSSES

7. 其他收入、收益及虧損

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Advertising income	廣告收入	149	100
Interest income	利息收入	451	534
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	147	59
Gain on disposal of financial assets at FVTPL	出售按公允值計入損益之金融資產之收益	510	–
Net exchange (loss) gain	匯兌(虧損)收益淨額	(181,006)	41,667
Maintenance costs (note 26(b))	維護成本(附註26(b))	(32,796)	–
Impairment loss recognised in respect of other receivables (note 40(b))	就其他應收款確認之減值虧損(附註40(b))	(1,983)	–
Others	其他	(1,986)	1,155
		(216,514)	43,515

8. FINANCE COSTS

8. 融資成本

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Effective interest expense on convertible bonds (note 32)	可換股債券之實際利息開支(附註32)	93,974	72,180
Imputed interest expense on promissory note (note 22)	承兌票據之估算利息開支(附註22)	7,117	–
Imputed interest expense on loan from a related company (note 22)	來自一間關連公司貸款之估算利息開支(附註22)	4,273	–
Interest on promissory note	承兌票據利息	1,836	–
Interest on loan from a related company	來自一間關連公司貸款之利息	2,846	–
Interest on bank borrowings	銀行借貸利息	24,443	26,602
Interest on other borrowings	其他借貸利息	26,923	19,264
		161,412	118,046

No finance costs have been capitalised in 2018 (2017: Nil).

於2018年，概無融資成本予以資本化(2017年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. (LOSS) PROFIT BEFORE TAXATION

9. 除稅前(虧損)溢利

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Loss) profit before taxation has been arrived at after charging (crediting) the following:	除稅前(虧損)溢利已扣除(計入)以下：		
Depreciation	折舊	1,519	1,701
Auditor's remuneration	核數師酬金	3,420	2,595
Directors' remuneration (note 10)	董事酬金(附註10)	13,061	11,522
Staff costs, excluding directors	員工成本，不包括董事		
– salaries and wages, excluding directors	– 薪金及工資，不包括董事	37,482	35,759
– share-based compensation benefits, excluding directors and consultants	– 股份支付的薪酬福利，不包括董事及顧問	1,066	934
– retirements benefits scheme contributions, excluding directors	– 退休福利計劃供款，不包括董事	2,030	2,042
Total staff costs, excluding directors	總員工成本，不包括董事	40,578	38,735
Total staff costs	總員工成本	53,639	50,257
Legal and professional fee for litigations related to the Bank Claim (as defined in note 27) and Consultant Claim (as defined in note 30)	訴訟之法律及專業費，有關銀行索償(定義見附註27)及顧問索償(定義見附註30)	4,393	3,191
Minimum lease payments under operating leases in respect of office premises	辦公物業之經營租賃下最低租賃付款	3,578	4,238
Cost of sales	銷售成本		
– cost of properties sold	– 物業銷售成本	49,756	30,326
– cost of travel related products sold	– 旅遊相關產品銷售成本	499,175	327,409
– cost of services rendered	– 提供服務成本	7,036	4,923
		555,967	362,658
Gross rental income from investment properties	投資物業之租金收入總額	(45,048)	(46,908)
Less: Direct operating expenses incurred for investment properties	減：投資物業產生之直接經營開支	4,574	3,650
		(40,474)	(43,258)

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS 10. 董事及僱員酬金

	Appointment date	Resignation date	Fees	Salaries and allowances	Retirement benefit scheme contributions	Benefit in kind	Share-based compensation benefits	Total
	委任日期	辭任日期	袍金	薪金及津貼	退休福利計劃供款	實物福利	股份為基礎補償福利	總計
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2018								
截至2018年12月31日止年度								
Executive Directors								
執行董事								
Chau Cheek Wa	2 September 2011	N/A	102	-	5	-	-	107
周焯華	2011年9月2日	不適用						
Lo Kai Bong	9 March 2017	N/A	1,650	-	15	-	3,554	5,219
盧啟邦	2017年3月9日	不適用						
Au Chung On John	31 March 2017	N/A	102	6,025	5	-	-	6,132
歐中安	2017年3月31日	不適用						
Manuel Assis Da Silva	31 March 2017	N/A	1,016	-	15	-	266	1,297
Manuel Assis Da Silva	2017年3月31日	不適用						
Independent Non-executive Directors								
獨立非執行董事								
Lo Wai Tung John	10 October 2012	N/A	102	-	-	-	-	102
盧衛東	2012年10月10日	不適用						
Tou Kin Chuen	26 April 2012	N/A	102	-	-	-	-	102
杜健存	2012年4月26日	不適用						
Wu Kam Fun Roderick	26 April 2012	N/A	102	-	-	-	-	102
胡錦勳	2012年4月26日	不適用						
Total	總計		3,176	6,025	40	-	3,820	13,061

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Cont'd) 10. 董事及僱員酬金(續)

	Appointment date	Resignation date	Fees	Salaries and allowances	Retirement benefit scheme contributions	Benefit in kind	Share-based compensation benefits	Total
	委任日期	辭任日期	袍金	薪金及津貼	退休福利計劃供款	實物福利	股份為基礎補償福利	總計
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2017								
截至2017年12月31日止年度								
Executive Directors								
執行董事								
Chau Cheok Wa	2 September 2011	N/A	104	-	5	-	-	109
周焯華	2011年9月2日	不適用						
Lo Kai Bong	9 March 2017	N/A	1,369	-	13	-	3,019	4,401
盧啟邦	2017年3月9日	不適用						
Au Chung On John	31 March 2017	N/A	78	5,184	4	-	-	5,266
歐中安	2017年3月31日	不適用						
Manuel Assis Da Silva	31 March 2017	N/A	781	-	12	-	226	1,019
Manuel Assis Da Silva	2017年3月31日	不適用						
Cheng Mei Ching	2 September 2011	31 March 2017	26	-	1	-	-	27
鄭美程	2011年9月2日	2017年3月31日						
Yeung So Lai	2 September 2011	31 March 2017	26	142	4	156	-	328
楊素麗	2011年9月2日	2017年3月31日						
Yeung So Mui	5 October 2010	20 July 2017	57	-	3	-	-	60
楊素梅	2010年10月5日	2017年7月20日						
Independent Non-executive Directors								
獨立非執行董事								
Lo Wai Tung John	10 October 2012	N/A	104	-	-	-	-	104
盧衛東	2012年10月10日	不適用						
Tou Kin Chuen	26 April 2012	N/A	104	-	-	-	-	104
杜健存	2012年4月26日	不適用						
Wu Kam Fun Roderick	26 April 2012	N/A	104	-	-	-	-	104
胡錦勳	2012年4月26日	不適用						
Total	總計		2,753	5,326	42	156	3,245	11,522

Notes to the Consolidated Financial Statements 綜合財務報表附註

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Cont'd)

The Executive Directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the Independent Non-executive Directors shown above were for their services as directors of the Company.

During the year ended 31 December 2017, certain directors were granted share options, in respect of their services to the Group under the share option scheme of the Company. Details of the share option scheme are set out in note 34 to the consolidated financial statements.

Ms. Yeung So Lai was the chief executive officer of the Company since February 2012 and the position was vacant after her resignation.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

Of the five individuals with the highest emoluments in the Group, 2 (2017: 2) were the directors of the Company whose emoluments are included in the disclosure above. The emoluments of the remaining 3 (2017: 3) individuals were as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	7,340	6,298
Share-based compensation benefits	股份為基礎補償福利	494	415
Retirement benefit scheme contributions	退休福利計劃供款	30	16
		7,864	6,729

10. 董事及僱員酬金(續)

上文所示執行董事之酬金乃為彼等就管理本公司及本集團事務提供之服務。上文所示獨立非執行董事之酬金乃為彼等擔任本公司董事提供之服務。

截至2017年12月31日止年度，根據本公司購股權計劃若干董事就向本集團提供服務而獲授購股權。購股權計劃之詳情載列於綜合財務報表附註34。

楊素麗女士曾自2012年2月起擔任本公司行政總裁，彼辭任後此職位空缺。

於兩個年度內，並無董事或行政總裁放棄或同意放棄任何酬金的安排。

本集團五名最高酬金人士中2名(2017年：2名)為本公司董事，其酬金載於上文披露內。其餘3名(2017年：3名)人士的酬金如下：

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS
(Cont'd)

The emoluments of the remaining 3 (2017: 3) individuals with the highest emolument are within the following bands:

10. 董事及僱員酬金(續)

其餘3名(2017年: 3名)酬金最高人士的酬金範圍如下:

		Number of individuals 人數 2018	Number of individuals 人數 2017
HK\$2,000,001 to HK\$2,500,000 (Equivalent to RMB1,692,001 to RMB2,116,000)	2,000,001 港元至 2,500,000 港元 (相當於人民幣 1,692,001 元至 人民幣 2,116,000 元)	-	2
HK\$2,500,001 to HK\$3,000,000 (Equivalent to RMB2,116,001 to RMB2,539,000)	2,500,001 港元至 3,000,000 港元 (相當於人民幣 2,116,001 元至 人民幣 2,539,000 元)	-	1
HK\$3,000,001 to HK\$3,500,000 (Equivalent to RMB2,539,001 to RMB2,962,000)	3,000,001 港元至 3,500,000 港元 (相當於人民幣 2,539,001 元至 人民幣 2,962,000 元)	3	-

During both years, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

本兩個年度內，本集團概無向任何董事或最高薪酬人士支付酬金，作為吸引彼等加入本集團或於加入本集團時的獎勵或離職補償。

Apart from details of the balances with related parties disclosed in the consolidated statement of financial position and other details disclosed elsewhere in the consolidated financial statements, the Company has not entered into a transaction, arrangement or contract in which a director of the Company or a connected entity of a director of the Company has a material interest.

除於綜合財務狀況表披露之關連方結餘詳情及於綜合財務報表其他地方披露之其他詳情之外，本公司並無訂立任何交易、安排或合約而本公司董事或本公司董事之關連實體擁有重大利益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11. INCOME TAX EXPENSE

11. 所得稅開支

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax	即期稅項		
- Enterprise Income Tax ("EIT")	- 企業所得稅(「企業所得稅」)		
Provision for the year	年內撥備	6,795	15,524
Overprovision in prior year	過往年度超額撥備	(2,446)	-
		4,349	15,524
- Macau Complementary	- 澳門補充所得稅		
Income Tax ("CIT")	(「補充所得稅」)	3,903	1,534
		8,252	17,058
LAT	土地增值稅	58,461	56,056
Deferred tax (note 19)	遞延稅項(附註19)	14,173	(7,923)
		80,886	65,191

(a) Hong Kong Profits Tax

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 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

(a) 香港利得稅

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「該草案」)，引入兩級制利得稅率。該草案於2018年3月28日簽署為法例，並於翌日刊憲。在兩級制利得稅率下，合資格集團實體之首2百萬港元溢利將按8.25%稅率徵稅，2百萬港元以上之溢利將按16.5%稅率徵稅。不符合兩級制利得稅率資格之集團實體，其溢利仍按16.5%劃一稅率徵稅。

本公司董事認為兩級制利得稅率實施後涉及之金額對綜合財務報表而言並非重大。香港利得稅於該兩年按估計應課稅溢利之16.5%計算。

11. INCOME TAX EXPENSE (Cont'd)

(b) EIT

Under the Law of the People's Republic of China on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the Group's PRC subsidiaries is 25% from 1 January 2008 onwards.

(c) PRC withholding income tax

PRC withholding income tax of 10% shall be levied on the dividends declared by the companies established in the PRC to their foreign investors out of their profits earned after 1 January 2008. A lower 5% withholding tax rate may be applied when the immediate holding companies of the PRC subsidiaries are incorporated or operated in Hong Kong and fulfil the requirements to the tax treaty arrangements between the PRC and Hong Kong.

(d) LAT

The provision for LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

(e) Overseas income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 of the Cayman Islands and accordingly, is exempted from the Cayman Islands income tax. The Company's subsidiaries in the BVI were incorporated under the International Business Companies Act of the British Virgin Islands and, accordingly, are exempted from British Virgin Islands income tax.

(f) Macau CIT

Macau CIT is calculated at the progressive rate on the estimated assessable profits. The maximum tax rate is 12% for the years ended 31 December 2018 and 2017.

11. 所得稅開支(續)

(b) 企業所得稅

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自2008年1月1日起本集團中國附屬公司的稅率為25%。

(c) 中國預扣所得稅

於中國成立的公司向其海外投資者宣派自2008年1月1日起賺取盈利的股息應按10%的稅率繳納中國預扣所得稅。倘中國附屬公司的直接控股公司乃於香港註冊成立或於香港營運且符合中國與香港的稅收協定安排之規定，則應用5%的較低預扣稅率。

(d) 土地增值稅

土地增值稅撥備乃根據相關中國稅法及條例所載之規定估計。土地增值稅已按增值額之累進稅率範圍作出撥備，且有若干可扣減項目。

(e) 海外所得稅

本公司根據開曼群島法例第22章公司法於開曼群島註冊成立為獲豁免有限公司，因此，獲豁免繳納開曼群島所得稅。本公司之附屬公司根據英屬維爾京群島國際商業公司法於英屬維爾京群島註冊成立，因此，獲豁免繳納英屬維爾京群島所得稅。

(f) 澳門補充所得稅

澳門補充所得稅乃根據估計應課稅溢利按累進稅率計算。於截至2018年及2017年12月31日止年度，最高稅率為12%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11. INCOME TAX EXPENSE (Cont'd)

- (g) The income tax expense for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
(Loss) profit before taxation	除稅前(虧損)溢利	(1,378,012)	262,084
Notional tax calculated at EIT rate of 25% (2017: 25%) (Note)	按企業所得稅稅率25% (2017年: 25%) 計算的名義稅項(附註)	(344,503)	65,521
Tax effect of share of loss of a joint venture	應佔合營公司虧損之稅項影響	3,724	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法管轄區經營的附屬公司不同稅率的影響	(3,779)	-
Tax effect of non-taxable income	毋須計稅收入的稅項影響	(23,816)	(192,375)
Tax effect of non-deductible expenses	不可扣減支出的稅項影響	388,161	133,060
Tax effect of deductible temporary difference not recognised	未予以確認可扣減暫時差額的稅項影響	15,989	14,258
Tax effect of tax losses not recognised	未予以確認稅項虧損的稅項影響	3,710	6,295
Tax effect of utilisation of tax losses previously not recognised	動用先前未確認稅項虧損的稅項影響	-	(3,610)
Overprovision in prior year LAT	過往年度超額撥備土地增值稅	(2,446)	-
Tax effect on LAT deductible for calculation of EIT	就計算企業所得稅而言對可扣減土地增值稅的稅項影響	(14,615)	(14,014)
Income tax expense for the year	本年度所得稅開支	80,886	65,191

Note: The tax rate represents the statutory tax rate of the operations in the jurisdiction where the operations of the Group are substantially based.

附註：該稅率指本集團大部分業務所在司法管轄區業務的法定稅率。

12. DIVIDENDS

The board of directors does not recommend the payment of a final dividend for each of the years ended 31 December 2018 and 2017.

12. 股息

董事會並無建議派付截至2018年及2017年12月31日止年度各年之末期股息。

Notes to the Consolidated Financial Statements 綜合財務報表附註

13. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to the owners of the Company is based on the following data:

(Loss) earnings figures are calculated as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
(Loss) earnings	(虧損) 盈利		
(Loss) earnings for the purpose of calculating basic and diluted (loss) earnings per share ((Loss) profit for the year attributable to owners of the Company)	計算每股基本及攤薄(虧損)盈利之(虧損)盈利(本公司擁有人應佔年內(虧損)溢利)	(1,458,541)	197,002

13. 每股(虧損)盈利

本公司擁有人應佔每股基本及攤薄(虧損)盈利之計算基準如下:

(虧損)盈利數據計算如下:

		Number of shares 股份數目	
		2018	2017
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	計算每股基本(虧損)盈利之普通股之加權平均數	6,116,414,264	6,072,849,666
Effect of dilutive potential ordinary shares: Share options	攤薄性潛在普通股之影響: 購股權	-	124,116,274
Weighted average number of ordinary shares for the purpose of diluted (loss) earnings per share	計算每股攤薄(虧損)盈利之普通股之加權平均數	6,116,414,264	6,196,965,940

For the year ended 31 December 2018, the computation of diluted loss per share does not assume the exercise of the Company's outstanding share options and the conversion of the outstanding convertible bonds of the Company since the exercise of those share options and the conversion of the outstanding convertible bonds would result in decrease in loss per share.

For the year ended 31 December 2017, the computation of diluted earnings per share does not assume the conversion of the outstanding convertible bond of the Company since the conversion of the outstanding convertible bond would result in increase in earnings per share.

計算截至2018年12月31日止年度之每股攤薄虧損並未假設行使本公司未行使之購股權及轉換本公司未償還之可換股債券，原因為假設行使該等購股權及轉換未償還可換股債券將令每股虧損減少。

截至2017年12月31日止年度，計算每股攤薄盈利時並未假設轉換本公司未償還之可換股債券，原因為假設轉換未償還可換股債券將令每股盈利增加。

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綜合財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Leasehold improvement 租賃物業裝修 RMB'000 人民幣千元	Furniture and fixture 傢俱及裝置 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At cost	按成本				
At 1 January 2017	於2017年1月1日	593	2,932	7,564	11,089
Additions	添置	904	86	1,883	2,873
Disposals	出售	-	(86)	(591)	(677)
Exchange differences	匯兌差額	(53)	(4)	(75)	(132)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	1,444	2,928	8,781	13,153
Additions	添置	-	358	-	358
Disposals	出售	-	(207)	(1,518)	(1,725)
Exchange differences	匯兌差額	63	6	136	205
At 31 December 2018	於2018年12月31日	1,507	3,085	7,399	11,991
Accumulated depreciation	累計折舊				
At 1 January 2017	於2017年1月1日	41	2,339	6,066	8,446
Charge for the year	本年度折舊	398	180	1,123	1,701
Eliminated on disposals	出售時對銷	-	(1)	(561)	(562)
Exchange differences	匯兌差額	(9)	(1)	(27)	(37)
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	430	2,517	6,601	9,548
Charge for the year	本年度折舊	433	141	945	1,519
Eliminated on disposals	出售時對銷	-	(196)	(1,408)	(1,604)
Exchange differences	匯兌差額	35	3	103	141
At 31 December 2018	於2018年12月31日	898	2,465	6,241	9,604
Carrying values	賬面值				
At 31 December 2018	於2018年12月31日	609	620	1,158	2,387
At 31 December 2017	於2017年12月31日	1,014	411	2,180	3,605

Notes to the Consolidated Financial Statements 綜合財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The above items of property, plant and equipment are depreciated over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, as follows:

Leasehold improvement	Over the term of the lease
Furniture and fixture	3 to 5 years
Motor vehicles	4 years

14. 物業、廠房及設備(續)

上述物業、廠房及設備項目於其如下估計可使用年期內使用直線法予以折舊並經計及其估計剩餘價值：

租賃物業裝修	租期
傢俱及裝置	3至5年
汽車	4年

15. INVESTMENT PROPERTIES

15. 投資物業

		As at 31 December 於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fair value	公允值		
At 1 January	於1月1日	1,724,900	1,732,000
Change in fair value recognised in profit or loss	於損益內確認之公允值變動	(10,700)	(7,100)
At 31 December	於12月31日	1,714,200	1,724,900

All of the Group's investment properties held under medium term operating lease to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

本集團按中期經營租約持作賺取租金用途之所有投資物業均使用公允值模式計量，並分類投資物業及以投資物業入賬。

The Group engages Grant Sherman Appraisal Limited, an independent and professionally qualified valuer not connected to the Group, to perform the valuation for the fair value of the Group's investment properties as at 31 December 2018 and 2017, respectively. The valuation committee works closely with the qualified external valuer to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer of the Company reports the valuation committee's findings to the board of directors of the Company every six months to explain the cause of fluctuations in the fair value of the investment properties.

於2018年12月31日及2017年12月31日，本集團委聘中證評估有限公司(為與本集團並無關連的獨立專業合資格估值師)對本集團投資物業之公允值進行估值。估值委員會與合資格外聘估值師緊密合作，制訂合適的估值技術及模式輸入數據。本公司首席財務官每六個月向本公司董事會匯報估值委員會之調查結果以說明投資物業公允值波動之原因。

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

於估計物業之公允值時，該等物業之最高及最佳用途為其現時之用途。

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綜合財務報表附註

15. INVESTMENT PROPERTIES (Cont'd)

As at 31 December 2018 and 2017, all investment properties of the Group have been pledged to secure the Group's bank borrowings and details are set out in note 31.

Income approach operates by taking into account the rental income of the property derived from the existing tenancy with due allowance for the reversionary income potential of the tenancy which are then capitalised into the value at an appropriate capitalisation rate.

As at 31 December 2018 and 2017, all investment properties are included in Level 3 in the fair value hierarchy.

There were no changes to the valuation techniques during both years and there were no transfers among the fair value hierarchy during both years.

Information about Level 3 fair value measurements of investment properties:

15. 投資物業(續)

於2018年及2017年12月31日，本集團所有投資物業已抵押以作為本集團銀行借貸之擔保，有關詳情載於附註31。

收入法透過計及自現有租約產生之物業租金收入，並適當計及租約之復歸收入潛力，然後按適當的資本化率將其資本化為若干價值。

於2018年及2017年12月31日，本集團所有投資物業計入公允值等級內的第3級。

於兩個年度內估值技術並無變動且於兩個年度內公允值等級內並無轉移。

有關投資物業第3級公允值計量之資料：

	Valuation technique 估值技術	Significant unobservable inputs 不可觀察之重要輸入值	Sensitivity 敏感度
All investment properties	Income approach (31 December 2017: Income approach)	The unit rates range from RMB13,914 (31 December 2017: RMB18,366) to RMB49,339 (31 December 2017: RMB58,313) per square meter with weighted average of RMB26,560 (31 December 2017: RMB27,891) per square meter.	A significant increase in the rental unit rate used would result in a significant increase in fair value, and vice versa.
所有投資物業	收入法 (2017年12月31日： 收入法)	單位租金介乎每平方米人民幣13,914元(2017年12月31日：人民幣18,366元)至人民幣49,339元(2017年12月31日：人民幣58,313元)，加權平均租金為每平方米人民幣26,560元(2017年12月31日：人民幣27,891元)。	所用的單位租金大幅上漲將導致公允值大幅增加，反之亦然。

Notes to the Consolidated Financial Statements 綜合財務報表附註

16. PREPAYMENT AND DEPOSIT FOR NON-CURRENT ASSETS

The prepayment and deposit are for the following items:

16. 非流動資產之預付金及按金

以下各項之預付金及按金：

		As at 31 December 於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Land use right in the PRC (Note (a))	於中國的土地使用權(附註(a))	8,136	8,136
Software development project in Macau (Note ((b)))	於澳門的軟件開發項目(附註(b))	13,146	-
		21,282	8,136

Notes:

- (a) The amount represents prepayment for the land use right for a property project in the PRC.
- (b) The amount represents deposit paid to an independent third party for the development of a mobile application related to the tailor made procurement of travel agency service for the end users during the year end 31 December 2018. The software development project was in the preliminary design stage as at 31 December 2018.

附註：

- (a) 該金額指於中國一項物業項目的土地使用權之預付金。
- (b) 該金額指於截至2018年12月31日止年度期間就開發手機應用程式向一名獨立第三方支付之按金，該應用程式有關為終端用戶度身訂造選購旅遊代理服務。該軟件開發項目於2018年12月31日處於初步設計階段。

17. INTEREST IN AN ASSOCIATE

17. 於聯營公司權益

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of unlisted investment	非上市投資成本	1,745	1,745
Share of post-acquisition loss and other comprehensive expense	應佔收購後虧損及其他全面開支	(1,084)	(37)
Exchange difference	匯兌差額	80	(7)
		741	1,701

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. INTEREST IN AN ASSOCIATE (Cont'd)

The following sets out the particulars of the associate of the Group at 31 December 2018 and 2017 which, in the opinion of the directors of the Company, principally affected the results or net assets of the Group.

17. 於聯營公司權益(續)

以下載列於2018年及2017年12月31日本集團聯營公司之詳情(本公司董事認為主要影響本集團業績或資產淨值)。

Name of associate 聯營公司名稱	Place of registration and operation 註冊及營運地點	Legal form 法律形式	Paid up share capital 繳足股本	Attributable equity interest held by the Group (Note) 本集團持有之應佔股權 (附註)		Principal business 主營業務
				2018	2017	
S•K•Y株式會社 日本	Japan 日本	Limited Company 有限公司	JPY100,000,000 100,000,000日圓	30%	30%	Investment holding 投資控股

Note: The associate was incorporated in Japan on 27 November 2017. The Group held 30% equity interest in the associate and the rest 70% equity interest was held by two independent third parties for both years.

附註：該聯營公司於2017年11月27日於日本註冊成立。本集團持有該聯營公司之30%股權及其餘下70%股權於該兩年均由兩名獨立第三方持有。

The associate is accounted for using the equity method in the consolidated financial statements.

該聯營公司使用權益法於綜合財務報表內入賬。

The financial information of the associate is summarised as follows:

該聯營公司之財務資料概要如下：

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
The Group's share of loss and other comprehensive expense for the year	本集團應佔年內虧損及其他全面開支	(1,047)	(37)

		As at 31 December 於12月31日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Carrying amount of the Group's interest in the associate	本集團於聯營公司權益之賬面值	741	1,701

Notes to the Consolidated Financial Statements 綜合財務報表附註

18. INTEREST IN A JOINT VENTURE

18. 於合營企業權益

		2018 RMB'000 人民幣千元
Cost of unlisted investment	非上市投資成本	363,621
Share of post-acquisition loss and other comprehensive expense	應佔收購後虧損及其他全面開支	(14,191)
Exchange difference	匯兌差額	2,154
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Loans to a joint venture (Note)	向合營企業貸款(附註)	351,584 445,805
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		797,389

Note: The loans to a joint venture are interest-free, unsecured and with no fixed repayment term. Such loans form the Group's net investment in the joint venture.

附註：該等向合營企業貸款為免息、無抵押及無固定還款期。有關貸款構成本集團於該合營企業之投資淨額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

18. INTEREST IN A JOINT VENTURE (Cont'd)

The following sets out the particulars of the joint venture of the Group at 31 December 2018 which, in the opinion of the directors of the Company, principally affected the results or net assets of the Group.

18. 於合營企業權益(續)

以下載列本集團於2018年12月31日的合營企業詳情，而本公司董事認為該合營企業主要影響本集團業績或淨資產。

Name of joint venture	Place of registration and operation	Legal form	Paid up share capital	Attributable equity interest held by the Group (Note) 本集團持有之應佔股權(附註) 2018	Principal business
合營企業名稱	註冊及營運地點	法律形式	繳足股本		主營業務
Gold Yield Enterprises Limited ("GYE") 金曜企業有限公司 (「金曜」)	Place of registration: BVI Place of operation: Vietnam 註冊地點： 英屬維爾京群島 經營地點： 越南	Limited Company 有限公司	US\$2 2美元	50%	Operation of an integrated resort project in Vietnam 於越南經營一項綜合度假村項目

Note: On 28 August 2018, the Group acquired (1) 50% of equity interest in GYE through acquisition of the entire equity interest in Star Admiral Limited ("Star Admiral") from Suncity International Holdings Limited ("Suncity International"), a related company wholly owned by Mr. Chau and (2) the loan to GYE of approximately US\$38,740,000 (equivalent to approximately RMB264,388,000) advanced by Suncity International with goodwill of RMB87,185,000. The Group satisfied the consideration by issuing (1) convertible bond (note 32) of approximately HK\$471,123,000 (equivalent to approximately RMB408,426,000) to Star Hope Limited ("Star Hope"), a related company wholly owned by Mr. Chau and Better Linkage Limited ("Better Linkage"), a related company wholly owned by Mr. Lo Kai Bong, a director of the Company and (2) promissory note (note 22) of approximately HK\$253,291,000 (equivalent to approximately RMB219,583,000) to Star Hope, under the instruction of Suncity International.

附註：於2018年8月28日，本集團收購(1)金曜之50%股權(透過從太陽城國際控股有限公司(「太陽城國際」)收購星將有限公司(「星將」)全部股權，前者是周先生全資擁有之關連公司)及(2)太陽城國際向金曜之墊支貸款約38,740,000美元(相當於約人民幣264,388,000元)連同商譽人民幣87,185,000元。本集團按太陽城國際指示下以發行(1)可換股債券(附註32)約471,123,000港元(相當於約人民幣408,426,000元)予星望有限公司(「星望」，周先生全資擁有之關連公司)及Better Linkage Limited(「Better Linkage」，本公司董事盧啟邦先生全資擁有之關連公司)及(2)承兌票據(附註22)約253,291,000港元(相當於約人民幣219,583,000元)予星望支付該代價。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18. INTEREST IN A JOINT VENTURE (Cont'd)

Included in the cost of unlisted investment of GYE is goodwill of approximately RMB87,185,000 as at 31 December 2018.

The joint venture is accounted for using the equity method in the consolidated financial statements.

Summarised financial information of the joint venture

Summarised financial information in respect of GYE is set out below. The summarised financial information below represents amounts shown in GYE's financial statements prepared in accordance with HKFRSs.

18. 於合營企業權益(續)

於2018年12月31日，計入金曜的非上市投資成本為商譽約人民幣87,185,000元。

合營企業利用權益法於綜合財務報表入賬。

合營企業財務資料概要

就金曜的財務資料概要載述下文。以下的財務資料概要指金曜根據香港財務報告準則編製的財務報表所示的金額。

		31 December 2018 2018年12月31日 RMB'000 人民幣千元
Current assets	流動資產	902,139
Non-current assets	非流動資產	2,898,498
Current liabilities	流動負債	1,257,805
Non-current liabilities	非流動負債	1,490,480
Non-controlling interests	非控股權益	349,184
The above amounts of assets and liabilities include the following:	以上資產及負債的金額包括以下各項：	
Cash and cash equivalents	現金及現金等價物	574,574
Development right	開發權	871,621
Current financial liabilities (excluding other payables)	流動金融負債 (不包括其他應付款項)	891,603
Non-current financial liabilities (excluding other payables)	非流動金融負債 (不包括其他應付款項)	1,265,701

Notes to the Consolidated Financial Statements

綜合財務報表附註

18. INTEREST IN A JOINT VENTURE (Cont'd)

Summarised financial information of the joint venture (Cont'd)

18. 於合營企業權益(續)

合營企業財務資料概要(續)

		From 28 August 2018 (date of acquisition) to 31 December 2018 自2018年 8月28日 (收購日期)至 2018年 12月31日 RMB'000 人民幣千元
Revenue	收入	-
Loss for the period attributable to the owners of GYE	金曜擁有人應佔期內虧損	(29,791)
Other comprehensive income for the period attributable to the owners of GYE	金曜擁有人應佔期內其他全面收入	1,409
Total comprehensive expense for the period attributable to the owners of GYE	金曜擁有人應佔期內全面開支總額	(28,382)
Dividends received from joint venture during the period	期內已收合營企業股息	-

Notes to the Consolidated Financial Statements 綜合財務報表附註

18. INTEREST IN A JOINT VENTURE (Cont'd)

Summarised financial information of the joint venture (Cont'd)

The above loss for the period includes the following:

		From 28 August 2018 (date of acquisition) to 31 December 2018 自2018年 8月28日 (收購日期) 至2018年 12月31日 RMB'000 人民幣千元
Depreciation and amortisation	折舊及攤銷	(4,945)
Interest income	利息收入	83
Interest expense	利息開支	-
Income tax credit	所得稅抵免	910

Reconciliation of the above summarised financial information to the carrying amount of the interest in joint venture recognised in the consolidated financial statements:

以上財務資料概要與於綜合財務報表確認的合營企業權益賬面值之對賬：

		31 December 2018 2018年12月31日 RMB'000 人民幣千元
Net assets of GYE	金曜淨資產	703,168
Proportion of the Group's ownership interest in GYE	本集團於金曜的擁有權權益比例	50%
Loans to GYE	向金曜貸款	351,584 445,805
Carrying amount of the Group's interest in GYE	本集團於金曜權益的賬面值	797,389

Notes to the Consolidated Financial Statements

綜合財務報表附註

19. DEFERRED TAX

The components of deferred tax assets (liabilities) recognised in the consolidated statement of financial position and the movements during the current and prior years are as follows:

		Revaluation of investment properties 重估 投資物業 RMB'000 人民幣千元	LAT provision 土地 增值稅撥備 RMB'000 人民幣千元	Accelerated tax depreciation 加速 稅項折舊 RMB'000 人民幣千元	Capitalisation of interest expenses 利息支出 資本化 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	(320,008)	85,947	(35,594)	89	(269,566)
Credit (charge) to profit or loss	計入(扣除自)損益	1,775	10,276	(4,123)	(5)	7,923
At 31 December 2017	於2017年12月31日	(318,233)	96,223	(39,717)	84	(261,643)
Credit (charge) to profit or loss	計入(扣除自)損益	2,675	(12,696)	(4,138)	(14)	(14,173)
At 31 December 2018	於2018年12月31日	(315,558)	83,527	(43,855)	70	(275,816)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances for financial reporting purposes:

		As at 31 December 於12月31日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	83,597	96,307
Deferred tax liabilities	遞延稅項負債	(359,413)	(357,950)
		(275,816)	(261,643)

Deferred tax has not been provided for temporary differences attributable to the accumulated undistributed profits of PRC subsidiaries of RMB555,170,000 (31 December 2017: RMB548,097,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

19. 遞延稅項

於本年度及過往年度於綜合財務狀況表內確認的遞延稅項資產(負債)部分及變動如下:

為於綜合財務狀況表內呈列，若干遞延稅項資產及負債已抵銷。以下為就財務呈報目的而呈列之遞延稅項結餘分析：

並未就中國附屬公司之累計未分派溢利人民幣555,170,000元(2017年12月31日：人民幣548,097,000元)應佔暫時性差額計提遞延稅項撥備，因為本集團無法控制該等暫時性差額撥回之時間及該等暫時性差額很可能將不會於可見將來撥回。

19. DEFERRED TAX (Cont'd)

At 31 December 2018, the Group had unused tax losses of approximately RMB277,380,000 (31 December 2017: RMB262,540,000), available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Tax losses will be expired at various times within a period of five years from the year of origination.

20. INVENTORIES

		As at 31 December 於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Properties under development	發展中物業	248,930	222,672
Properties held for sale	持作出售物業	348,353	421,739
Travel related products	旅遊相關產品	10,928	8,819
		608,211	653,230

During the year ended 31 December 2018, no impairment loss (2017: approximately RMB57,034,000) has been recognised in respect of inventories as the net realisable value of the properties under development is higher (2017: lower) than the carrying amount.

The properties held for sale were located in the PRC. Properties held for sale which are expected to be recovered in more than twelve months after the end of each reporting period are classified under current assets as it is expected to be realised in the Group's normal operating cycle.

As at 31 December 2018 and 2017, certain inventories have been pledged to secure the Group's other borrowings and details are set out in note 31.

19. 遞延稅項(續)

於2018年12月31日，本集團擁有未動用稅項虧損約人民幣227,380,000元(2017年12月31日：人民幣262,540,000元)可供抵銷未來溢利。未來溢利流不可預測，故並無確認遞延稅項資產。稅項虧損將自所涉及及課稅年度起5年期間內不同時間屆滿。

20. 存貨

於截至2018年12月31日止年度，並無就存貨確認減值虧損(2017年：約人民幣57,034,000元)，乃因為發展中物業之可變現淨值高於(2017年：低於)其賬面值。

持作出售物業均位於中國。預期可於各報告期結束後超過12個月內收回之持作出售物業分類為流動資產，因為預期可於本集團正常營運週期內變現。

於2018年及2017年12月31日，若干存貨已抵押以作為本集團其他借貸之擔保，有關詳情載於附註31。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

21. 應收賬款及其他應收款及預付款

		31 December 12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables (Note (a))	應收賬款(附註(a))	64,798	59,022
Other receivables (Note (b))	其他應收款(附註(b))	4,374	4,778
Other deposits (Note (c))	其他按金(附註(c))	7,130	54,387
Prepayments	預付款	2,360	3,205
		78,662	121,392

Notes:

- (a) Amount represents the trade receivables from sales of properties, rental income, hotel and integrated resort general consultancy services and travel agency services. Proceeds receivable in respect of sale of properties are settled in accordance with the terms stipulated in the sale and purchase agreements. Buyers are not granted with any credit period for both years. For the proceeds receivables in respect of rental income from lease of investment properties, no credit periods are granted for both years. For the hotel and integrated resort general consultancy services, a credit period ranging from 0 to 15 days is granted. For the travel agency services, the Group generally allows a credit period of 30 days to its customers.

The following is an aging analysis of trade receivables based on the dates of the properties delivered, dates of check-in and invoice dates of both hotel and integrated resort general consultancy services and property leasing at the end of each reporting period which approximated to the revenue recognition dates.

附註：

- (a) 金額為來自物業銷售、租金收入、酒店及綜合度假村之一般顧問服務以及旅遊代理服務之應收賬款。銷售物業之應收款項乃根據買賣協議訂明之條款結付。買方於兩個年度概無獲授任何信貸期。就租賃投資物業產生之租金收入有關之應收款項而言，兩個年度概無授出信貸期。就酒店及綜合度假村之一般顧問服務而言，授出信貸期介乎0至15日。就旅遊代理服務而言，本集團一般准予其客戶30日之信貸期。

以下為於各報告期末應收賬款按物業交付日期、驗收日期以及酒店及綜合度假村之一般顧問服務及物業租賃之發票日期(與收入確認之日相若)呈列之賬齡分析。

		As at 31 December 於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 30 days	30日內	62,957	56,791
31-90 days	31日至90日	129	31
91-180 days	91日至180日	-	120
Over 180 days	超過180日	1,712	2,080
		64,798	59,022

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Notes: (Cont'd)

(a) (Cont'd)

As at 31 December 2018, approximately RMB1,712,000 (31 December 2017: Nil) of trade receivables from provision of hotel and integrated resort general consultancy services are past due for which the Group has not provided for impairment loss. The Group has not held any collateral over the trade receivable in respect of hotel and integrated resort general consultancy services.

As at 31 December 2018, approximately RMB129,000 (31 December 2017: RMB151,000) of proceeds receivables from lease of properties are past due for which the Group has not provided for impairment loss. The rental deposits are held as collateral over the proceeds receivable in respect of rental income from lease of properties.

As at 31 December 2017, approximately RMB2,080,000 of proceeds receivables from sales of properties are past due. The Group is entitled to take over the legal title and possession of the underlying properties for resale under the sales and purchase agreements. The entire amount has been received during the year ended 31 December 2018.

Aging of trade receivables which are past due but not impaired

		31 December 2017 2017年 12月31日 RMB'000 人民幣千元
Past due for:	逾期：	
31-90 days	31日至90日	31
91-180 days	91日至180日	120
Over 180 days	超過180日	2,080
<hr/>		
Total	總計	2,231

21. 應收賬款及其他應收款及預付款(續)

附註：(續)

(a) (續)

於2018年12月31日，就提供酒店及綜合度假村之一般顧問服務之應收賬款約人民幣1,712,000元(2017年12月31日：無)逾期，但本集團並未作出減值虧損撥備。本集團並無就酒店及綜合度假村之一般顧問服務之應收賬款持有任何抵押品。

於2018年12月31日，就物業租賃之應收款項約人民幣129,000元(2017年12月31日：人民幣151,000元)逾期，但本集團並未作出減值虧損撥備。租金按金乃作為租賃物業產生之租金收入有關之應收款項之抵押品而持有。

於2017年12月31日，就物業銷售之應收款項約人民幣2,080,000元逾期。本集團有權根據買賣協議接管相關物業之法定業權及所有權。全數金額已於截至2018年12月31日止年度內收取。

已逾期但未減值應收賬款之賬齡

Notes to the Consolidated Financial Statements

綜合財務報表附註

21. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Notes: (Cont'd)

(a) (Cont'd)

For credit term reviews of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit initially granted up to the end of the reporting period.

In order to minimise 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.

From 1 January 2018, the Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL, trade receivables have been assessed on individual basis and, the directors of the Company considered that ECL for the trade receivables is not significant as at 31 December 2018 due to the high internal credit rating of these debtors.

(b) The other receivables, net of ECL of RMB1,983,000 (31 December 2017: Nil) are non-trade nature, unsecured, interest-free and recoverable within one year from the end of each reporting period.

(c) As at 31 December 2017, the balance mainly represents decoration deposit (the "Deposit") of RMB52,000,000 for properties held for sale paid to a contractor (the "Contractor") which is not related to the Group. As the Deposit is expected to be realised in the Group's normal operating cycle, such deposit is classified as current assets.

During the year ended 31 December 2018, as mutually agreed between the Group, the Contractor, a company related to the Contractor and relevant parties, that the Deposit was settled by (i) offsetting a balance of RMB5,444,000 payable to the Contractor, and (ii) settling the Group's other borrowing of RMB33,000,000 and other payable of RMB11,052,000 by the company related to the Contractor on behalf of the Group. The obligation of the other borrowing and the other payable were fully discharged as at 31 December 2018. As at 31 December 2018, the remaining deposit is RMB2,504,000 which will be settled by the end of 2019.

21. 應收賬款及其他應收款及預付款(續)

附註:(續)

(a) (續)

就一筆應收賬款之信貸期檢討而言，本集團考慮的是自信貸初始授出日期起至報告期末止該筆應收賬款信貸質素之任何變動。

為將信貸風險降至最低，本集團管理層已委派團隊負責釐定信貸限額、信貸審批及其他監管程序，以確保採取後續行動收回逾期債務。

本集團自2018年1月1日起應用香港財務報告準則第9號簡化法計量預期信貸虧損(使用全期預期信貸虧損)，應收賬款已個別地作評估，而本公司董事認為於2018年12月31日應收賬款之預期信貸虧損撥備並不屬重大，原因為該等債務人之內部信貸評級為高。

(b) 扣除預期信貸虧損之其他應收款人民幣1,983,000元(2017年12月31日：無)屬非貿易性質、無抵押、免息及須於各報告期末起計一年內收回。

(c) 於2017年12月31日，結餘主要指支付予一個承辦商(「該承辦商」，與本集團並無關聯)有關持作銷售物業之裝修按金(「該按金」)約人民幣52,000,000元。由於預期該按金將於本集團正常營運週期內變現，故該按金分類為流動資產。

於截至2018年12月31日止年度期間，在本集團與該承辦商、一間與該承辦商有業務關連之公司及相關方均同意下，以(i)抵銷應付該承辦商之結餘人民幣5,444,000元，及(ii)結付本集團之其他借貸人民幣33,000,000元及與該承辦商有業務關連之公司代本集團結付其他應付款人民幣11,052,000元，來結付該按金。於2018年12月31日，該其他借貸及該其他應付款之責任已悉數解除。於2018年12月31日，剩餘按金人民幣2,504,000元，將於2019年底結清。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22. AMOUNTS DUE FROM (TO) DIRECTORS/RELATED COMPANIES/LOAN FROM A RELATED COMPANY

(a) Amount due to a director

The amount due to a director of approximately RMB4,893,000 (31 December 2017: RMB4,668,000) as at 31 December 2018 represents the Hong Kong dollar (“HK\$”) denominated promissory note (“2016 Promissory Note”) of principal amount of approximately HK\$5,584,000 (equivalent to approximately RMB4,676,000 as at 31 August 2016) which is non-interest bearing and repayable after two years from 31 August 2016 (date of issuance).

Movement of the amount due to a director during the years is as follows:

		RMB'000 人民幣千元
At 1 January 2017	於 2017 年 1 月 1 日	4,995
Exchange difference	匯兌差額	(327)
At 31 December 2017	於 2017 年 12 月 31 日	4,668
Exchange difference	匯兌差額	225
At 31 December 2018	於 2018 年 12 月 31 日	4,893

Amount represented as:

金額呈列為：

		At 31 December 於 12 月 31 日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Current	流動	-	4,668
Non-current (Note)	非流動(附註)	4,893	-
		4,893	4,668

Note: On 8 May 2018, the Company and the director entered into an amendment letter to extend the maturity date of the 2016 Promissory Note from 31 August 2018 to 31 August 2020 and therefore the entire balance is reclassified to non-current liabilities as at 31 December 2018. Save for the extension of the maturity date, all other terms of the 2016 Promissory Note shall remain unchanged.

附註：於 2018 年 5 月 8 日，本公司及董事訂立修訂函件將 2016 年承兌票據的到期日由 2018 年 8 月 31 日延長至 2020 年 8 月 31 日，故整項結餘於 2018 年 12 月 31 日重新分類至非流動負債。除延長到期日外，2016 年承兌票據的所有其他條款維持不變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22. AMOUNTS DUE FROM (TO) DIRECTORS/RELATED COMPANIES/LOAN FROM A RELATED COMPANY (Cont'd)

(b) Amounts due from directors

Amounts due from directors of RMB368,000 at 31 December 2018 (31 December 2017: RMB666,000) are in trade nature, unsecured, interest-free and recoverable within 30 days.

The amounts due from directors and an aging analysis of such balances presented based on the invoice dates at the end of each reporting period, which approximated the respective revenue recognition dates are as follows:

		At 31 December	
		於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 30 days	30 日內	368	666

Amounts due from directors are within the credit period as at 31 December 2018 and 2017.

The Group does not hold any collateral over these balances. The average age of the amounts due from directors is 30 days in 2018 (31 December 2017: 30 days).

The Group has not provided any allowance for credit loss of amounts due from directors for the years ended 31 December 2018 and 2017 as the entire amounts have been subsequently received.

22. 應收(應付)董事/關連公司款項/來自一間關連公司貸款(續)

(b) 應收董事款項

於2018年12月31日應收董事款項人民幣368,000元(2017年12月31日: 人民幣666,000元)為貿易性質、無抵押、免息及可於30日內收回。

下列呈列於各報告期末基於發票日期(與各收入確認日期相若)的應收董事款項以及該等結餘的賬齡分析:

於2018年及2017年12月31日, 應收董事款項處於信用期間內。

本集團並無就該等結餘持有任何抵押品。2018年應收董事款項的平均賬齡為30日(2017年12月31日: 30日)。

截至2018年及2017年12月31日止年度, 本集團並無就應收董事款項計提任何信貸虧損撥備, 因為全部金額其後已收回。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22. AMOUNTS DUE FROM (TO) DIRECTORS/RELATED COMPANIES/LOAN FROM A RELATED COMPANY (Cont'd)

(c) Amounts due to related companies

The amounts due to related companies during the years are as follows:

		At 31 December 於 12 月 31 日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Non-trade related:	非貿易相關：		
2018 Promissory Note (Note (i))	2018年承兌票據(附註(i))	229,000	-
Accrued interest of 2018 Promissory Note	2018年承兌票據之應計利息	1,824	-
Accrued interest of loan from a related company	來自一間關連公司貸款之應計利息	2,834	-
Trade related (Note (ii))	貿易相關(附註(ii))	47,445	50,193
		281,103	50,193
Less: Amount due within one year	減：一年內到期金額	(52,103)	(50,193)
Amount due after one year	一年後到期金額	229,000	-

Notes:

- (i) On 28 August 2018, the Group issued a HK\$ denominated promissory note ("2018 Promissory Note") of principal amount of HK\$303,000,000 (equivalent to approximately RMB262,677,000) to a related company as part of the consideration for the acquisition of the entire equity interest of Star Admiral and shareholder's loan owed by Star Admiral (note 18).

The 2018 Promissory Note is unsecured, interest bearing at 2% per annum and repayable after two years from the date of issuance and therefore is classified as non-current liabilities.

The fair value of the 2018 Promissory Note is approximately HK\$253,291,000 (equivalent to approximately RMB219,583,000) on the date of issuance, calculated based on the present value of the principal amount plus accrued coupon interest over the expected life of the 2018 Promissory Note.

22. 應收(應付)董事/關連公司款項/來自一間關連公司貸款(續)

(c) 應付關連公司款項

於該等年度之應付關連公司款項如下：

附註：

- (i) 於2018年8月28日，本集團向一間關連公司發行本金額為303,000,000港元(相當於約人民幣262,677,000元)的港元計值承兌票據(「2018年承兌票據」)，作為收購星將之全部股權及星將結欠股東之貸款之部分代價(附註18)。

2018年承兌票據為無抵押，按年利率2%計息並須於發行日期起計兩年內償還及因此分類為非流動負債。

於發行日期，2018年承兌票據之公允值約為253,291,000港元(相當於約人民幣219,583,000元)，乃根據本金現值加於2018年承兌票據之預期年期已產生之票面利息計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

22. AMOUNTS DUE FROM (TO) DIRECTORS/RELATED COMPANIES/LOAN FROM A RELATED COMPANY (Cont'd)

(c) Amounts due to related companies (Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

Movement of the 2018 Promissory Note during the year is as follows:

		RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	-
Issuance during the year	年內發行	219,583
Imputed interest expense (note 8)	估算利息開支(附註8)	7,117
Exchange difference	匯兌差額	2,300
At 31 December 2018	於2018年12月31日	229,000

(ii) Effective from 1 January 2018 and 2017, the Group has entered into a management service agreement ("MS Agreement") with Sun City Gaming Promotion Company Limited ("Sun City Gaming Promotion"), a related company which is wholly owned by Mr. Chau. Pursuant to the MS Agreement, Sun City Gaming Promotion will provide certain management and administrative services to the Group at a fixed monthly fee.

On 6 February 2017, the Group has entered into a hotel accommodation procurement agreement ("HAP Agreement") and ferry ticket supply agreement ("FTS Agreement") with Sun City Gaming Promotion. Revised HAP Agreement has been entered into between the Group and Sun City Gaming Promotion on 15 May 2017 in order to revise the original annual cap of hotel accommodation procurement.

Pursuant to the HAP Agreement, the Group will procure the hotel accommodation products from Sun City Gaming Promotion for its business in relation to the travel related products and services. During the year ended 31 December 2018, the Group procures the hotel accommodation products from Sun City Gaming Promotion in aggregate of approximately RMB476,539,000 (2017: approximately RMB326,889,000).

Pursuant to the FTS Agreement, Sun City Gaming Promotion will purchase the ferry tickets from the Group.

Upon signing the HAP Agreement, the Group engaged Sun City Gaming Promotion to follow up the collection of the trade receivables in respect of the hotel accommodation products. During the year ended 31 December 2018, Sun City Gaming Promotion collected approximately RMB596,662,000 (2017: approximately RMB309,380,000) from the customers.

22. 應收(應付)董事/關連公司款項/來自一間關連公司貸款(續)

(c) 應付關連公司款項(續)

附註:(續)

(i) (續)

年內2018年承兌票據的變動如下:

(ii) 自2018年及2017年1月1日,本集團與太陽城博彩中介一人有限公司(「太陽城博彩中介」,為一間關連公司,由周先生全資擁有)訂立管理服務協議(「MS協議」)。根據MS協議,太陽城博彩中介將按每月固定收費向本集團提供若干管理及行政服務。

於2017年2月6日,本集團與太陽城博彩中介訂立酒店住宿服務採購協議(「HAP協議」)及船票供應協議(「FTS協議」)。於2017年5月15日,本集團與太陽城博彩中介訂立經修訂HAP協議,以修訂酒店住宿採購之原年度上限。

根據HAP協議,本集團將就其旅遊相關產品及服務向太陽城博彩中介採購酒店住宿產品。於截至2018年12月31日止年度,本集團自太陽城博彩中介採購酒店住宿產品金額共計約人民幣476,539,000元(2017年:約人民幣326,889,000元)。

根據FTS協議,太陽城博彩中介將向本集團採購船票。

於簽署HAP協議後,本集團委託太陽城博彩中介跟進收取有關酒店住宿產品之應收賬款。於截至2018年12月31日止年度,太陽城博彩中介已自客戶收取約人民幣596,662,000元(2017年:約人民幣309,380,000元)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

22. AMOUNTS DUE FROM (TO) DIRECTORS/ RELATED COMPANIES/LOAN FROM A RELATED COMPANY (Cont'd)

(c) Amounts due to related companies (Cont'd)

Notes: (Cont'd)

(ii) (Cont'd)

The amount is in trade nature, unsecured, interest-free and repayable within 30 days. An aging analysis of such balance is presented based on the invoice dates at the end of each reporting period as follows:

		At 31 December 於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 30 days	30 日內	47,445	50,193

(d) Loan from a related company

During the year ended 31 December 2018, HK\$275,000,000 (equivalent to approximately RMB240,077,000) has been advanced from Star Hope. The amount is unsecured, interest bearing at 3.5% and repayable after 60 months from the effective date of the loan agreement, and therefore the amount is classified as non-current liabilities.

As the amount represents a loan from a related company which is controlled by Mr. Chau to finance the operations of the Group and the interest rate charged on the loan is below prevailing market interest rate, imputed interest of loan from a related company upon initial recognition of RMB80,436,000 calculated at difference between the prevailing market rate and the coupon interest rate has been charged to capital reserve as deemed contribution from a shareholder.

Movement of the loan from a related company during the year is as follows:

		RMB'000 人民幣千元
At 1 January 2018	於 2018 年 1 月 1 日	-
Advance during the year	年內墊款	240,077
Deemed contribution from a shareholder	視作一名股東注資	(80,436)
Imputed interest expense (note 8)	估算利息開支(附註8)	4,273
Exchange difference	匯兌差額	549
At 31 December 2018	於 2018 年 12 月 31 日	164,463

22. 應收(應付)董事/關連公司 款項/來自一間關連公司貸款 (續)

(c) 應付關連公司款項(續)

附註:(續)

(ii) (續)

該金額為貿易性質、無抵押、免息及可於30日內收回。下列呈列於各報告期末基於發票日期的該結餘的賬齡分析:

(d) 來自一間關連公司貸款

於截至2018年12月31日止年度，預收星望款項為數275,000,000港元(相當於約人民幣240,077,000元)。該金額為無抵押，按年利率3.5%計息並須於有關貸款協議生效日期起計60個月後償付，因此該金額分類為非流動負債。

由於該金額為來自一間受周先生控制關連公司之貸款，以融資予本集團之經營，該貸款之利率低於現行市場利率，因此來自一間關連公司貸款之估算利息於初始確認金額人民幣80,436,000元(按現行市場利率與票面利率之間差額計算)時已於資本儲備支銷為視作一名股東注資。

年內來自一間關連公司貸款之變動如下:

Notes to the Consolidated Financial Statements

綜合財務報表附註

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公允值計入損益的金融資產

		31 December 2018 2018年12月31日 RMB'000 人民幣千元
Financial assets mandatorily measured at FVTPL: 強制按公允值計入損益計量的金融資產:		
Equity securities listed on the Stock Exchange	於聯交所上市的股本證券	44,934
Amount represented as current	描述為流動的金額	44,934

24. PLEDGED BANK DEPOSITS/RESTRICTED BANK DEPOSITS

Pledged bank deposits represent deposits for the following purposes:

24. 已抵押銀行存款／受限制銀行存款

已抵押銀行存款指用於下列目的之存款：

		At 31 December 於12月31日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Securities for banking facilities (note 31)	銀行融資之擔保(附註31)	6	6
Securities for mortgage loan facilities granted by the banks to buyers of the Group's properties (note 35)	銀行授予本集團物業買方之按揭貸款融資之擔保(附註35)	297	297
Securities for the travel agency business to the suppliers and license granted by the local regulatory body	提供予供應商之旅遊代理業務及本地監管機構授予之牌照之擔保	7,068	5,570
		7,371	5,873
Amounts represented as:	金額描述為:		
Current	流動	303	5,873
Non-current (Note)	非流動(附註)	7,068	-
		7,371	5,873

Note: The amounts are placed for rendering travel agency services and the entire balance is not expected to be received within one year and therefore is classified as non-current assets.

附註：該等金額乃為提供旅遊代理服務，全數結餘預期不會於一年內收取及因此分類為非流動資產。

24. PLEDGED BANK DEPOSITS/RESTRICTED BANK DEPOSITS (Cont'd)

At 31 December 2018, the pledged bank deposits are subjected to floating interest rate ranged from 0% to 0.3% (31 December 2017: 0% to 0.3%) per annum.

At 31 December 2018, the restricted bank deposit represents an advance installment of a loan repayment as requested by a bank and it cannot be withdrawn prior to the approval of the bank.

At 31 December 2017, the restricted bank deposits represent bank deposits seized by the court in the PRC as details set out in note 30. The restricted bank deposits carry floating interest rate ranged from 0% to 0.3% per annum. The restricted bank deposits were released by the court in the PRC as the related litigations had been settled during the year ended 31 December 2018.

25. BANK BALANCES AND CASH

The carrying amounts of the Group's bank balances and cash are denominated in the following currencies:

		At 31 December 於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	54,962	261,798
United States Dollars ("US\$")	美元(「美元」)	16	74
HK\$	港元	32,249	40,465
Macau Pataca ("MOP")	澳門幣(「澳門幣」)	5,441	220
		92,668	302,557

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to the relevant rules and regulation of foreign exchange control promulgated by the PRC government.

At 31 December 2018, bank balances carry interest at prevailing deposit rates which ranged from 0% to 0.35% (31 December 2017: 0% to 0.3%) per annum.

24. 已抵押銀行存款／受限制銀行存款(續)

於2018年12月31日，已抵押銀行存款按年利率介乎0%至0.3% (2017年12月31日：0%至0.3%) 的浮動利率計息。

於2018年12月31日，受限制銀行存款乃銀行要求之一筆貸款償款之預付分期，其不可於該銀行批准前提取。

於2017年12月31日，受限制銀行存款指中國法院查封之銀行存款，詳情載列於附註30。受限制銀行存款按年利率介乎0%至0.3%的浮動利率計息。由於相關訴訟已於截至2018年12月31日止年度和解，故受限制銀行存款已獲中國法院解除。

25. 銀行結餘及現金

本集團銀行結餘及現金的賬面值以下列貨幣計值：

將人民幣計值結餘兌換為外幣以及將該等外幣計值銀行結餘及現金匯出中國須遵守中國政府頒佈之外匯管制相關條例及規例。

於2018年12月31日，銀行結餘按現行存款利率每年介乎0%至0.35% (2017年12月31日：0%至0.3%) 的利率計息。

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26. TRADE AND OTHER PAYABLES

26. 應付賬款及其他應付款

		As at 31 December 於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables (Note (a))	應付賬款(附註(a))	65,762	76,173
Other payables and accruals (Note (b))	其他應付款及應計款項 (附註(b))	147,524	113,124
Interest payables	應付利息	32,191	42,473
Other tax payables	其他應付稅項	23,177	17,090
		268,654	248,860

Notes:

- (a) The credit period of trade payables ranges from 30 to 180 days.

The following is an aging analysis of trade payables at the end of each reporting period based on invoice dates:

		As at 31 December 於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0-90 days	0至90日	19,674	11,157
Over 90 days	90日以上	46,088	65,016
		65,762	76,173

- (b) Included in the accruals, there is an accrual of RMB31,725,000 related to a landslide accident occurred nearby the Group's properties held for sale in Longgang District, Shenzhen during the year ended 31 December 2018. Subsequent to the landslide accident, a wholly owned subsidiary of the Group received a notice from Longgang District Government (the "District Government"), under which the District Government required the wholly owned subsidiary of the Group to formulate and execute an emergency plan and reinforcement plan for the affected area (the "Maintenance Work").

During the year ended 31 December 2018, the Group has entered into several construction contracts with independent third parties for the Maintenance Work in accordance with the requirements of the District Government. The Maintenance Work will be completed by three phases. During the year ended 31 December 2018, the Group completed the first phase of the Maintenance Work with cost of approximately RMB1,071,000. Since the wholly owned subsidiary of the Group was instructed by the District Government to execute the Maintenance Work during the year ended 31 December 2018, accrual of Maintenance Work for the remaining two phases of approximately RMB31,725,000 has been recognised with reference to the construction contracts entered into with independent third parties subsequent to the end of the reporting period.

附註：

- (a) 應付賬款之信貸期介乎30日至180日。

以下為於各報告期末按發票日期呈列之應付賬款之賬齡分析：

- (b) 計入應計款項為一筆為數人民幣31,725,000元之應計款項，其有關於截至2018年12月31日止年度本集團位於深圳龍崗區持作出售物業附近發生之山泥傾瀉事件。於山泥傾瀉事件後，本集團全資附屬公司收到龍崗區政府（「區政府」）通知，據此，區政府要求本集團全資附屬公司就受影響地區制定及執行緊急計劃及加固計劃（「維護工作」）。

截至2018年12月31日止年度，本集團根據區政府的規定就維護工作與獨立第三方訂立多份建築合約。維護工作將分三期進行。截至2018年12月31日止年度，本集團已完成維護工作第一期，成本約人民幣1,071,000元。由於本集團全資附屬公司應區政府指示於截至2018年12月31日止年度執行維護工作，餘下兩期維護工作撥備約人民幣31,725,000元已參考報告期末後與獨立第三方訂立的建築合約確認。

27. PROVISIONS FOR POTENTIAL CLAIMS

The balance represents the provisions for potential claims which include refund of the deposit and compensation to the buyers of the properties held for sale in relation to the breach of terms stipulated in the sales and purchase agreements entered into between the Group and the buyers.

During the year ended 31 December 2017, a bank (the “Bank”) initiated an enforcement of a civil claim (the “Bank Claim”) against the Group including the seizure of certain properties. The Group then received a notice from 廣東省深圳市中級人民法院 (the “Intermediate Court”) in connection with an enforcement civil ruling (the “Judgement”) relating to the Bank Claim with details set out in note 30.

Certain properties under pre-sale arrangement have been seized by the Intermediate Court due to the Bank Claim with immediate effect in accordance with the Judgement. As a result, the Group failed to fulfil the obligations stipulated in the sales and purchase agreements within the predetermined period of time and is liable to the claims for the return of pre-sale deposits and instalment payments made by the buyers and compensation stipulated in the sales and purchase agreements. With reference to the legal opinion from the PRC lawyer, the estimated provisions for potential claims were approximately RMB42,082,000 and RMB200,000 as at 31 December 2017 and 1 January 2017, respectively, and therefore the Group recognised provision of RMB41,882,000 during the year ended 31 December 2017.

During the year ended 31 December 2018, all seized properties were released by the Intermediate Court as set out in note 30. The Group has then performed all obligations stipulated in the sales and purchase agreements, and reversal of provision of approximately RMB19,518,000 was recognised in profit or loss. The remaining balance represents the probable exposure of which the Group is still subject to the claims from the buyers due to the failure of fulfilling the obligations within the time frame stipulated in the sales and purchase agreements.

27. 潛在索償撥備

結餘指潛在索償撥備，其中包括持作銷售物業之買方就違反本集團與買方訂立之買賣協議訂明之條款而產生之按金退回及賠償。

截至2017年12月31日止年度，一間銀行（「銀行」）向本集團提出執行民事索償（「銀行索償」），包括查封若干物業。本集團其後收到廣東省深圳市中級人民法院（「中級法院」）有關執行銀行索償之民事執行裁定書（「判決」）之通知，詳情載於附註30。

預售安排項下之若干物業已因根據判決即時生效之銀行索償被中級法院查封。因此，本集團無法於預定期限內履行買賣協議訂明之責任。本集團須承擔買方作出之退還預售按金及分期付款之索償以及買賣協議中規定之賠償。經參考中國律師之法律意見，於2017年12月31日及2017年1月1日止潛在索償之估計撥備分別約為人民幣42,082,000元及人民幣200,000元，因此，截至2017年12月31日止年度，本集團確認撥備人民幣41,882,000元。

截至2018年12月31日止年度，中級法院已解除附註30所載之全部沒收物業。本集團其後已履行買賣協議訂明之所有責任，並於損益確認撥備撥回約人民幣19,518,000元。餘下結餘指本集團因未能於買賣協議訂明之時限內履行責任而遭致買方索償之最可能風險敞口。

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27. PROVISIONS FOR POTENTIAL CLAIMS (Cont'd)

No claims from the buyers have been received by the Group during the years ended 31 December 2018 and 2017.

The movement of the provisions for potential claims is shown as follows:

		RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	200
Charge to profit or loss	扣除損益	41,882
At 31 December 2017	於2017年12月31日	42,082
Credit to profit or loss	計入損益	(19,518)
At 31 December 2018	於2018年12月31日	22,564

27. 潛在索償撥備(續)

於截至2018年及2017年12月31日止年度，買方概無向本集團提出索償。

潛在索償撥備變動載列如下：

28. CONTRACT LIABILITIES

28. 合約負債

		31 December 2018 2018年 12月31日 RMB'000 人民幣千元	1 January 2018* 2018年 1月1日* RMB'000 人民幣千元
Sales of properties	銷售物業	146,832	288,480
Hotel and integrated resort general consultancy services income	酒店及綜合度假村之一般顧問服務收入	1,312	-
		148,144	288,480
Analysed for reported purposes as:	就呈報用途分析：		
Current liabilities	流動負債	148,144	288,480

* The amount in this column are after the adjustments from the application of HKFRS 15.

* 此欄的金額為因應用香港財務報告準則第15號調整後的金額。

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28. CONTRACT LIABILITIES (Cont'd)

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

28. 合約負債(續)

下表載列於本年度確認收入與結轉合約負債相關的程度。

	Sales of properties RMB'000 人民幣千元	Hotel and integrated resort general consultancy services income 酒店及綜合 度假村之一般 顧問服務收入 RMB'000 人民幣千元
Revenue recognised that was included in the contract liability balance at the beginning of the year	171,430	-

During the current year, none of the revenue recognised relates to performance obligations that were satisfied in prior periods.

於本年度，概無已確認收入與過往期間已履行之履約責任有關。

29. RECEIPT IN ADVANCE

As at 31 December 2018, receipt in advance represents prepaid rental and management fee from tenants of the Group's investment properties. The entire receipt in advance is expected to be released to profit or loss within one year.

29. 預收賬款

於2018年12月31日，預收賬款是指自本集團投資物業的租戶收取的預付租金及管理費。所有預收款項預期於1年內撥至損益。

As at 31 December 2017, receipt in advance represents sales proceeds received from buyers in connection with the Group's pre-sales of properties and prepaid rental and management fee from tenants of the Group's investment properties. The entire receipt in advance is expected to be released to profit or loss within one year.

於2017年12月31日，預收賬款是指本集團自預售物業購買者收取的銷售所得款及自本集團投資物業的租戶收取的預付租金及管理費。所有預收款項預期於1年內撥至損益。

30. PROVISIONS FOR LITIGATIONS

In July 2017, the Group has received the Judgement from the Intermediate Court relating to the Bank Claim. As alleged by the Bank under the Bank Claim, the Bank Claim relates to a loan agreement for a loan with principal amount of RMB120,000,000 (the "Bank Loan") and made between the Bank and a company (the "Borrower"), which is not connected to the Group, established in the PRC as a borrower in prior years. Pursuant to the Bank Claim, it was alleged that 深圳市紫瑞房地產開發有限公司 ("Shenzhen Zirui") and 太陽世紀地產集團有限公司 ("Sun Century Property"), both being indirect wholly owned subsidiaries of the Company established in the PRC, together with other four defendants which are not connected to the Group in the Bank Claim, had been acting as guarantors for the Bank Loan.

Pursuant to the Judgement, the assets of the Borrower, Shenzhen Zirui, Sun Century Property and other defendants under the Bank Claim (up to the sum of RMB807,133,000 with interest thereon together with fees and expenses to be incurred under the enforcement) shall be seized or frozen (the "Frozen Assets") and such Frozen Assets shall be disposed of for repayment of the amounts under the Bank Claim if not paid. As at 31 December 2017, the Frozen Assets under the Group's legal title comprised bank balances in the aggregate amount of approximately RMB334,000 (note 24) and inventories with carrying value of approximately RMB213,367,000 (note 20).

As the Borrower defaulted the repayment of the Bank Loan in 2012, the directors of the Company have revisited the provisions in relation to the Bank Claim in prior years. The provision in relation to the Bank Claim was RMB539,082,000 as at 1 January 2017.

The provision for the Bank Claim is determined by the terms of the loan agreement under which, the loan is interest bearing at 24% per annum and repayable within 6 months from date of withdrawal of the loan. Beyond the loan period, the interest will be adjusted to 36% per annum and all unpaid interest will be subject to compound interest rate at 36% per annum until the loan is settled.

30. 就訴訟之撥備

於2017年7月，本集團收到中級法院有關執行銀行索償的判決。據銀行根據銀行索償指稱，銀行索償涉及銀行與一間在中國成立的公司（「借款人」）（與本集團概無關連）於過往年度訂立的本金額為人民幣120,000,000元的貸款（「銀行貸款」）之貸款協議。根據銀行索償，深圳市紫瑞房地產開發有限公司（「深圳紫瑞」）及太陽世紀地產集團有限公司（「太陽世紀地產」）（均為本公司於中國成立的間接全資附屬公司）連同銀行索償中另外四名被告（與本集團概無關連）被指稱擔任銀行貸款的擔保人。

根據判決，借款人、深圳紫瑞、太陽世紀地產及銀行索償下其他被告的資產（金額最高為人民幣807,133,000元，連同利息及執行將產生的費用及開支）將被查封或凍結（「被凍結資產」），若不支付，該等被凍結資產將被出售，以償還銀行索償下款項。於2017年12月31日，本集團法定業權下的被凍結資產包括總金額約人民幣334,000元的銀行結餘（附註24）及賬面值約人民幣213,367,000元的存貨（附註20）。

由於借款人於2012年拖欠償還銀行貸款，故本公司董事重新審閱過往年度就銀行索償計提之撥備。於2017年1月1日，有關銀行索償的撥備為人民幣539,082,000元。

銀行索償撥備乃按貸款協議之條款釐定，據此，貸款按年利率24%計息，且須於提取貸款日期後六個月內償還。倘超過貸款期限，年利率將調整為36%，且於結清貸款前，所有未償還利息須按複合年利率36%計息。

30. PROVISIONS FOR LITIGATIONS (Cont'd)

During the year ended 31 December 2017, the Group has reached a settlement agreement (the "Settlement Agreement A") with the Bank. Pursuant to the Settlement Agreement A, the Group's liabilities in relation to the Bank Claim was limited to RMB235,000,000, subject to the fulfilment of the precedent events. Based on the legal opinion from the PRC lawyers, Settlement Agreement A was legally enforceable and binding as at 31 December 2017, even though there were some precedent events to be fulfilled, the directors of the Company considered that the maximum exposure for the liabilities of the Group in relation to the Bank Claim was RMB235,000,000 as at 31 December 2017. The provision in relation to the Bank Claim as at 31 December 2017 was RMB235,000,000.

During the year ended 31 December 2018, as all precedent events under Settlement Agreement A have been fulfilled and the Group has settled the Bank Claim, no provision in relation to the Bank Claim was made as at 31 December 2018. All the seized inventories were released from the Intermediate Court during the year ended 31 December 2018.

In December 2015, the Group received an enforcement notice (the "Enforcement Notice") from the Intermediate Court in relation to another civil claim (the "Consultant Claim").

Pursuant to the Consultant Claim, an individual (the "Claimant") alleged provision of consultancy services to the Borrower relating to the Bank Loan pursuant to a consultancy agreement (the "Consultancy Agreement") made between the Claimant and the Borrower in prior years. It was alleged that Shenzhen Zirui, Sun Century Property and another defendant which is not connected to the Group had been acting as guarantors in respect of payment of consultancy fee under the Consultancy Agreement.

As the consultancy fee had not been paid by the Borrower, of which was payable in 2012, the directors of the Company have revisited the provisions in relation to the Consultant Claim in prior years. The provision in relation to the Consultant Claim was RMB114,761,000 as at 1 January 2017.

30. 就訴訟之撥備(續)

截至2017年12月31日止年度，本集團與銀行達成和解協議（「和解協議A」）。根據和解協議A，本集團有關銀行索償之負債僅限於人民幣235,000,000元，且須待先決事項獲達成。根據中國律師之法律意見，儘管該等先決事項有待達成，但和解協議A於2017年12月31日仍可依法強制執行及具約束力，故本集團董事認為，本集團於2017年12月31日就銀行索償承擔之最高負債為人民幣235,000,000元。於2017年12月31日，有關銀行索償之撥備為人民幣235,000,000元。

截至2018年12月31日止年度，由於和解協議A項下所有先決事項已獲達成及本集團已結清銀行索償，故於2018年12月31日概無就銀行索償計提撥備。截至2018年12月31日止年度，所有獲查封之存貨已被中級法院解封。

於2015年12月，本集團就另一項民事索償（「顧問索償」）收到中級法院之強制執行通知書（「強制執行通知書」）。

根據顧問索償，一名人士（「索賠人」）聲稱根據索賠人及借款人在過往年度訂立的顧問協議（「顧問協議」）向借款人提供與銀行貸款有關的顧問服務。據稱，深圳紫瑞、太陽世紀地產及另外一名與本集團並無關連的被告人在顧問協議項下支付顧問費方面一直擔任擔保人。

由於借款人尚未支付顧問費（應於2012年支付），故本公司董事已重新審閱過往年度顧問索償有關之撥備。於2017年1月1日，有關顧問索償之撥備為人民幣114,761,000元。

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30. PROVISIONS FOR LITIGATIONS (Cont'd)

The provision for Consultant Claim is determined by the terms of the Consultancy Agreement under which, daily interest rate of 0.1% will be charged on the unpaid consultancy fee until the consultancy fee is settled.

During the year ended 31 December 2017, the Group has reached a settlement agreement (the "Settlement Agreement B") with the Claimant. Pursuant to the Settlement Agreement B, the Group's liabilities in relation to the Consultant Claim was limited to RMB129,603,000, subject to the fulfilment of the precedent events.

As all precedent events under Settlement Agreement B have been fulfilled and the Group has settled the Consultant Claim as at 31 December 2017, no provision in relation to the Consultant Claim was made as at 31 December 2018 and 2017. However, certain inventories were still seized under the Enforcement Notice as these inventories were under the process of release from the Intermediate Court as at 31 December 2017. All the seized inventories were released from the Intermediate Court as at 31 December 2018.

The movements of the provisions for litigations are shown as follows:

		Bank Claim 銀行索償 RMB'000 人民幣千元	Consultant Claim 顧問索償 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於 2017 年 1 月 1 日	539,082	114,761	653,843
Charge to profit or loss for the year	自年內損益扣除	-	14,842	14,842
Credit to profit or loss for the year	計入年內損益	(304,082)	-	(304,082)
Settled through deposit paid Payment for the year	透過已付按金清償 年內付款	-	(84,603) (45,000)	(84,603) (45,000)
At 31 December 2017	於 2017 年 12 月 31 日	235,000	-	235,000
Payment for the year	年內付款	(235,000)	-	(235,000)
At 31 December 2018	於 2018 年 12 月 31 日	-	-	-

30. 就訴訟之撥備(續)

顧問索償撥備乃根據顧問協議之條款釐定，據此，於結清顧問費前，未支付顧問費將按日息率0.1%計息。

截至2017年12月31日止年度，本集團與索賠人達成和解協議（「和解協議B」）。根據和解協議B，本集團有關顧問索償之負債僅限於人民幣129,603,000元，且須待先決事項獲達成。

由於和解協議B項下所有先決事項已獲達成及本集團已於2017年12月31日結清顧問索償，故於2018年及2017年12月31日概無就顧問索償計提撥備。然而，由於若干存貨於2017年12月31日正處中級法院解封過程，故存貨仍根據強制執行通知書被查封。於2018年12月31日，所有獲查封之存貨已被中級法院解封。

就訴訟之撥備的變動列示如下：

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31. BANK AND OTHER BORROWINGS

31. 銀行及其他借貸

		As at 31 December 於 12 月 31 日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Bank borrowings – secured	銀行借貸 – 有抵押	405,000	445,000
Other borrowings	其他借貸		
– Secured	– 有抵押	193,252	172,547
– Unsecured	– 無抵押	87,000	–
		280,252	172,547
		685,252	617,547

The maturity profile of bank borrowings is as follows:

銀行借貸之到期組合情況如下：

		As at 31 December 於 12 月 31 日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Within one year	一年內	40,000	40,000
More than one year but not exceeding two years	超過一年但不超過兩年	40,000	40,000
More than two years but not more than five years	超過兩年但不超過五年	130,000	140,000
Over five years	五年以上	195,000	225,000
		405,000	445,000
Less: Amounts due for settlement within one year (shown under current liabilities)	減：一年內到期償付的款項 (列為流動負債)	(40,000)	(40,000)
Amounts due for settlement after one year	一年後到期償付的款項	365,000	405,000

The carrying amounts of the Group's bank borrowings are denominated in RMB at the end of each reporting period.

於各報告期末，本集團銀行借貸的賬面值以人民幣計值。

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31. BANK AND OTHER BORROWINGS (Cont'd)

The effective interest rates (which are also equal to contracted interest rates) on the bank borrowings are as follows:

As at 31 December 於 12 月 31 日		
	2018	2017
Effective interest rate per annum: Variable-rate bank borrowings	115% of People's Bank of China benchmark rate ("PBOC benchmark rate") (equivalent to 5.64%)	115% of People's Bank of China benchmark rate ("PBOC benchmark rate") (equivalent to 5.64%)
實際年利率：浮動利率銀行借貸	中國人民銀行基準利率 〔央行基準利率〕之 115% (等於 5.64%)	中國人民銀行基準利率 〔央行基準利率〕之115% (等於5.64%)

31. 銀行及其他借貸(續)

銀行借貸之實際利率(亦等同於訂約利率)如下：

The maturity profile of other borrowings is as follows:

其他借貸之到期組合情況如下：

		As at 31 December 於 12 月 31 日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	203,252	172,547
More than one year but not exceeding two years	超過一年但不超過兩年	77,000	-
		280,252	172,547
Less: Amounts due for settlement within one year	減：一年內到期償付的款項	(203,252)	(172,547)
Amounts due for settlement after one year	一年後到期償付的款項	77,000	-

The carrying amounts of the Group's other borrowings are denominated in RMB at the end of each reporting period.

於各報告期末，本集團其他銀行借貸的賬面值以人民幣計值。

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31. BANK AND OTHER BORROWINGS (Cont'd)

The effective interest rates (which are also equal to contracted interest rates) on the other borrowings are as follows:

		As at 31 December 於 12月31日	
		2018	2017
Effective interest rate per annum:	實際年利率：		
Fixed-rate other borrowings	固定利率其他借貸	6.00%– 12.00%	12.00%

At the end of each reporting period, the Group has pledged the following assets as securities for the Group's bank borrowings:

31. 銀行及其他借貸(續)

其他借貸之實際利率(亦等同於訂約利率)如下：

於各報告期末，為本集團銀行借貸而抵押的本集團資產如下：

		As at 31 December 於 12月31日	
		2018	2017
		RMB'000 人民幣千元	RMB'000 人民幣千元
Investment properties (note 15)	投資物業(附註15)	1,714,200	1,724,900
Pledged bank deposits (note 24)	已抵押銀行存款(附註24)	6	6
		1,714,206	1,724,906

At the end of each reporting period, the Group has pledged the following assets as securities for the Group's other borrowings:

於各報告期末，為本集團其他借貸而抵押的本集團資產如下：

		As at 31 December 於 12月31日	
		2018	2017
		RMB'000 人民幣千元	RMB'000 人民幣千元
Inventories (note 20)	存貨(附註20)	172,139	178,138

32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS

2016 Convertible Bond

On 8 December 2016, the Company issued a convertible bond ("2016 Convertible Bond") with a principal amount of HK\$570,000,000 (equivalent to RMB505,077,000 at the issuance date) to Fame Select Limited, the major shareholder of the Company to set off the balance of the loan from immediate holding company and the related accrued interest due to Fame Select Limited on a dollar-for-dollar basis against the total subscription price payable by Fame Select Limited in respect of the subscription of the 2016 Convertible Bond.

32. 可換股債券／衍生金融工具

2016年可換股債券

於2016年12月8日，本公司向本公司主要股東名萃有限公司發行本金額為570,000,000港元(於發行日期相當於人民幣505,077,000元)的可換股債券(「2016年可換股債券」)，以名萃有限公司就認購2016年可換股債券應付的總認購價，抵銷應付名萃有限公司的來自直接控股公司貸款及其相關應計利息。

32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS (Cont'd)

2016 Convertible Bond (Cont'd)

The original maturity date of the 2016 Convertible Bond is 7 December 2018 ("2016 CB Maturity Date") which is 2 years from the date of issue of the 2016 Convertible Bond. The 2016 Convertible Bond is not interest bearing and matures on 2016 CB Maturity Date at the principal amount. The 2016 Convertible Bond is convertible into shares of the Company at any time after the issuance up to the close of business on the 2016 CB Maturity Date at the conversion price of HK\$0.26 per share, subject to anti-dilutive adjustments ("2016 CB Conversion Option"). The initial number of ordinary shares of the Company issuable upon conversion is 2,192,307,692 shares, which represent 59.34% of the total number of ordinary shares of the Company issued and outstanding as of the issue date of the 2016 Convertible Bond as enlarged by the conversion of the entire 2016 Convertible Bond.

The Company is entitled to an option to early redeem at any time before 2016 CB Maturity Date the whole or part of the principal outstanding amount of the 2016 Convertible Bond at principal amount.

The 2016 Convertible Bond contains a debt component and derivative component. The 2016 CB Conversion Option is classified as a derivative financial liability as it will be settled other than by an exchange of a fixed amount of cash for a fixed number of the Company's own equity instruments on the basis that the 2016 Convertible Bond is denominated in HK\$, a foreign currency of the Company.

The fair value of the 2016 Convertible Bond was approximately HK\$568,761,000 (equivalent to approximately RMB503,979,000) on the initial recognition date. On initial recognition, the debt component was recognised at fair value, calculated based on the present value of the principal amount plus accrued coupon interest over the expected life of the 2016 Convertible Bond. In subsequent periods, the debt component is carried at amortised cost using the effective interest method. The effective interest rate of the debt component is 14.64% per annum. The derivative component is measured at fair values at the date of issue and in subsequent periods with changes in fair value recognised in profit or loss.

32. 可換股債券／衍生金融工具 (續)

2016年可換股債券(續)

2016年可換股債券之原到期日為2018年12月7日(「2016年可換股債券到期日」)，即自2016年可換股債券發行日期起計為期兩年。2016年可換股債券不計息，且按本金額於2016年可換股債券到期日到期。2016年可換股債券可於發行後直至2016年可換股債券到期日營業時間結束時隨時按轉換價每股0.26港元轉換為本公司之股份，惟可作出反攤薄調整(「2016年可換股債券轉換選擇權」)。本公司於轉換時可發行之普通股初始數目為2,192,307,692股，相當於經轉換全部2016年可換股債券擴大後本公司於2016年可換股債券發行日期之已發行及尚未發行普通股總數之59.34%。

本公司有權選擇於2016年可換股債券到期日前任何時間按本金額提前贖回全部或部分2016年可換股債券之未償還本金額。

2016年可換股債券包括債務部分及衍生部分。2016年可換股債券轉換選擇權分類為衍生金融負債，原因為其將不會按2016年可換股債券據以港元(本公司外幣)計值之基準以固定金額之現金換取固定數目之本公司本身股本工具進行交收。

2016年可換股債券於初始確認日期之公允值約為568,761,000港元(相當於約人民幣503,979,000元)。於初始確認時，其債務部分按公允值確認，計算基準為2016年可換股債券之本金額現值加其預期年期已產生之票面利息。於隨後期間，債務部分以實際利率法按攤銷成本列賬。債務部分之實際年利率為14.64%。衍生部分按發行日期及隨後期間之公允值計量，公允值變動於損益確認。

32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS (Cont'd)

2016 Convertible Bond (Cont'd)

On 8 May 2018, the Company and Fame Select Limited entered into an amendment agreement (the "Amendment Agreement") to extend the 2016 CB Maturity Date to 7 December 2020. The Amendment Agreement was passed by the ordinary resolution at the extraordinary general meeting of the Company held on 28 September 2018.

Due to the extension of the 2016 CB Maturity Date, the carrying amount of the debt component has been reduced from approximately HK\$553,768,000 (equivalent to approximately RMB486,929,000) to approximately HK\$469,683,000 (equivalent to approximately RMB412,993,000) on 28 September 2018 (i.e. date of extension) based on the present value of the principal amount plus accrued coupon interest over the expected life of the 2016 Convertible Bond after extension of maturity date. The change in fair value of debt component of approximately HK\$84,085,000 (equivalent to approximately RMB73,936,000) is recognised in profit or loss. The effective interest rate of the debt component is 8.01% per annum after extension.

On 8 November 2018, the Company received the Conversion Notice from Fame Select Limited in respect of the exercise in part of the subscription rights attached to the 2016 Convertible Bond to convert an aggregate of HK\$168,000,000 of the principal amount of the 2016 Convertible Bond into 646,153,846 ordinary shares (note 33) at the conversion price of HK\$0.26 per share.

Due to the conversion of partial 2016 Convertible Bond, the carrying amount of the debt component has been reduced from approximately HK\$502,867,000 (equivalent to approximately RMB444,204,000) to approximately HK\$334,867,000 (equivalent to approximately RMB295,803,000) and the carrying amount of the derivative financial instruments have been reduced from approximately HK\$1,558,596,000 (equivalent to approximately RMB1,376,770,000) to approximately HK\$1,099,220,000 (equivalent to approximately RMB970,985,000) on 8 November 2018 (i.e. date of partial conversion) based on the present value of the principal amount plus accrued coupon interest over the expected life of the remaining 2016 Convertible Bond after the conversion of Partial 2016 Convertible Bond. The change in carrying amount of the debt component of HK\$168,000,000 (equivalent to approximately RMB148,401,000) and of the derivative financial instruments of approximately HK\$459,376,000 (equivalent to approximately RMB405,785,000) are transferred to the equity.

32. 可換股債券／衍生金融工具 (續)

2016年可換股債券(續)

於2018年5月8日，本公司與名萃有限公司訂立修訂協議(「修訂協議」)，以將2016年可換股債券到期日延長至2020年12月7日。修訂協議已於2018年9月28日舉行之本公司股東特別大會上以普通決議案通過。

由於2016年可換股債券到期日延長，其債務部分之賬面值於2018年9月28日(即延長當日)由約553,768,000港元(相當於約人民幣486,929,000元)削減至約469,683,000港元(相當於約人民幣412,993,000元)，此乃基於到期日延長後2016年可換股債券之本金額現值加其預期年期已產生之票面利息。債務部分之公允值變動約84,085,000港元(相當於約人民幣73,936,000元)於損益內確認。延長後債務部分之實際年利率為8.01%。

於2018年11月8日，本公司從名萃有限公司收取就行使2016年可換股債券附帶之部分認購權之轉換通知，以轉換本金額共計168,000,000港元之2016年可換股債券為646,153,846股普通股(附註33)，轉換價為每股0.26港元。

由於轉換部分2016年可換股債券，其債務部分之賬面值於2018年11月8日(即部分轉換日期)由約502,867,000港元(相當於約人民幣444,204,000元)削減至約334,867,000港元(相當於約人民幣295,803,000元)，有關衍生金融工具之賬面值則由約1,558,596,000港元(相當於約人民幣1,376,770,000元)削減至約1,099,220,000港元(相當於約人民幣970,985,000元)，此乃基於轉換部分2016年可換股債券後餘下之2016年可換股債券之本金額現值加其預期年期已產生之票面利息。債務部分賬面值之變動168,000,000港元(相當於約人民幣148,401,000元)及衍生金融工具賬面值之變動約459,376,000港元(相當於約人民幣405,785,000元)轉移至權益。

32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS (Cont'd)

2016 Convertible Bond (Cont'd)

The fair values of the derivative financial instruments of 2016 Convertible Bond as at 28 September 2018, 8 November 2018, 31 December 2018 and 2017 are determined by Grant Sherman Appraisal Limited, an independent and professionally qualified valuer not connected to the Group, based on the Binomial Option Pricing Model (the "Binomial Model").

2018 Convertible Bond

On 28 August 2018, the Company issued a convertible bond ("2018 Convertible Bond") with a principal amount of HK\$297,000,000 (equivalent to approximately RMB257,475,000 at the issuance date) to Star Hope and Better Linkage for the acquisition of the entire equity interest of Star Admiral and shareholder's loan owed by Star Admiral (note 18).

The maturity date of the 2018 Convertible Bond is 28 August 2020 ("2018 CB Maturity Date") which is 2 years from the date of issue of the 2018 Convertible Bond. The 2018 Convertible Bond is not interest bearing and matures on 2018 CB Maturity Date at the principal amount. The 2018 Convertible Bond is convertible into shares of the Company at any time after the issuance up to the close of business on the 2018 CB Maturity Date at the conversion price of HK\$0.90 per share, subject to anti-dilutive adjustments ("2018 CB Conversion Option"). The initial number of ordinary shares of the Company issuable upon conversion is 329,999,999 shares, which represent 5.20% of the total number of ordinary shares of the Company issued and outstanding as of the issue date of the 2018 Convertible Bond as enlarged by the conversion of the entire 2018 Convertible Bond.

The Company is entitled to an option to early redeem at any time before 2018 CB Maturity Date the whole or part of the principal outstanding amount of the 2018 Convertible Bond at principal amount.

The 2018 Convertible Bond contains a debt component and derivative component. The 2018 CB Conversion Option is classified as a derivative financial liability as it will be settled other than by an exchange of a fixed amount of cash for fixed number of the Company's own equity instruments on the basis that the 2018 Convertible Bond is denominated in HK\$, a foreign currency of the Company.

32. 可換股債券／衍生金融工具 (續)

2016年可換股債券(續)

於2018年9月28日、2018年11月8日、2018年及2017年12月31日、2016年可換股債券之衍生金融工具之公允值乃由一間與本集團概無關連之獨立及專業合資格估值師中證評估有限公司根據二項式期權定價模型(「二項式模型」)釐定。

2018年可換股債券

於2018年8月28日，本公司就收購星將之全部股權及星將結欠股東之貸款(附註18)向星望及Better Linkage發行可換股債券(「2018年可換股債券」)，本金額為297,000,000港元(於發行日期相當於約人民幣257,475,000元)。

2018年可換股債券之到期日為2020年8月28日(「2018年可換股債券到期日」)，即2018年可換股債券發行日期起計兩年。2018年可換股債券不計息，且按本金額於2018年可換股債券到期日到期。2018年可換股債券可於發行後直至2018年可換股債券到期日營業時間結束止隨時按轉換價每股0.90港元轉換為本公司之股份，惟可作出反攤薄調整(「2018年可換股債券轉換選擇權」)。本公司於轉換時可發行之普通股初始數目為329,999,999股，相當於經轉換全部2018年可換股債券擴大後本公司於2018年可換股債券發行日期之已發行及尚未發行普通股總數之5.20%。

本公司有權選擇於2018年可換股債券到期日前任何時間按本金額提前贖回全部或部分2018年可換股債券之未償還本金額。

2018年可換股債券包括債務部分及衍生部分。2018年可換股債券轉換選擇權分類為衍生金融負債，原因為其將不會按2018年可換股債券據以港元(本公司外幣)計值之基準以固定金額之現金換取固定數目之本公司本身股本工具進行交收。

32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS (Cont'd)

2018 Convertible Bond (Cont'd)

The fair value of the 2018 Convertible Bond is approximately HK\$471,123,000 (equivalent to approximately RMB408,426,000) on the initial recognition date. On initial recognition, the debt component was recognised at fair value, calculated based on the present value of the principal amount plus accrued coupon interest over the expected life of the 2018 Convertible Bond. In subsequent periods, the debt component is carried at amortised cost using the effective interest method. The effective interest rate of the debt component is 9.86% per annum. The derivative component is measured at fair values at the issuance date and in subsequent periods with changes in fair value recognised in profit or loss.

The fair values of the derivative financial instruments of 2018 Convertible Bond as at 28 August 2018 and 31 December 2018 are determined by Grant Sherman Appraisal Limited, an independent and professionally qualified valuer not connected to the Group, based on the Binomial Model.

The inputs used for the calculation of fair values of the derivative financial instruments are as follows:

2016 Convertible Bond

		31 December 2018 2018年 12月31日	8 November 2018 (date of partial conversion) 2018年11月8日 (部分轉換日期)	28 September 2018 (date of extension) 2018年9月28日 (延長日期)	31 December 2017 2017年 12月31日
Share price	股價	HK\$1.230 港元	HK\$0.920 港元	HK\$1.340 港元	HK\$0.465 港元
Conversion price	轉換價	HK\$0.260 港元	HK\$0.260 港元	HK\$0.260 港元	HK\$0.260 港元
Expected volatility (Note (a))	預期波幅(附註(a))	69.172%	66.615%	65.623%	71.403%
Expected option life	預期期權年期	1.94 Years 年	2.08 Years 年	2.19 Years 年	0.94 Year 年
Expected dividend yield (Note (b))	預期股息率(附註(b))	Zero 零	Zero 零	Zero 零	Zero 零
Risk-free rate (Note (c))	無風險利率(附註(c))	2.175%	2.703%	2.676%	1.519%

32. 可換股債券／衍生金融工具 (續)

2018年可換股債券(續)

2018年可換股債券於初始確認日期之公允值約為471,123,000港元(相當於約人民幣408,426,000元)。於初始確認時，其債務部分按公允值確認，計算基準為2018年可換股債券之本金額現值加其預期年期已產生之票面利息。於隨後期間，債務部分以實際利率法按攤銷成本列賬。債務部分之實際年利率為9.86%。衍生部分按發行日期及隨後期間之公允值計量，公允值變動於損益確認。

於2018年8月28日及2018年12月31日，2018年可換股債券之衍生金融工具之公允值乃由一間與本集團概無關連之獨立及專業合資格估值師中證評估有限公司根據二項式模型釐定。

計算衍生金融工具之公允值所使用之輸入數據如下：

2016年可換股債券

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32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS (Cont'd)

2018 Convertible Bond

32. 可換股債券／衍生金融工具 (續)

2018年可換股債券

		31 December 2018 2018年 12月31日	28 August 2018 (date of issuance) 2018年8月28日 (發行日期)
Share price	股價	HK\$1.230 港元	HK\$1.350 港元
Conversion price	轉換價	HK\$0.90 港元	HK\$0.90 港元
Expected volatility (Note (a))	預期波幅(附註(a))	66.825%	67.520%
Expected option life	預期期權年期	1.66 Years 年	2 Years 年
Expected dividend yield (Note (b))	預期股息率(附註(b))	Zero 零	Zero 零
Risk-free rate (Note (c))	無風險利率(附註(c))	2.170%	2.508%

Notes:

- (a) The expected volatility was determined by using the historical volatility of the Company's share price over a period commensurate with the remaining term.
- (b) The expected dividend yield was estimated with reference to the historical dividend payment record and the expected dividend payment in the next two years of the Company.
- (c) Risk-free rate is estimated based on the yield of Hong Kong Dollar Swap Curve with a similar remaining tenure.

附註：

- (a) 預期波幅乃使用本公司相當於餘下年期的期間股價之歷史波幅釐定。
- (b) 預期股息率乃經參考本公司歷史股息派付記錄及未來兩年之預期股息派付後估計。
- (c) 無風險利率乃根據擁有類似餘下年期之港元掉期曲線之收益率估計。

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32. CONVERTIBLE BONDS/DERIVATIVE FINANCIAL INSTRUMENTS (Cont'd)

The movements of the debt component of convertible bonds and derivative financial instruments are shown as follows:

32. 可換股債券／衍生金融工具 (續)

可換股債券債務部分及衍生金融工具之變動列示如下：

		Debt component 債務部分 RMB'000 人民幣千元	Derivative financial instruments 衍生金融工具 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
2016 Convertible Bond	2016年可換股債券			
At 1 January 2017	於2017年1月1日	365,286	129,675	494,961
Charge to profit or loss	扣除損益	-	329,855	329,855
Exchange difference	匯兌差額	(26,359)	(19,592)	(45,951)
Effective interest expenses (note 8)	實際利息開支(附註8)	72,180	-	72,180
At 31 December 2017	於2017年12月31日	411,107	439,938	851,045
(Credit) charge to profit or loss, including adjustment on extension recognised in profit or loss	(計入)扣除損益·包括 於損益內確認延長 之調整	(73,936)	1,582,565	1,508,629
Exchange difference	匯兌差額	24,159	147,618	171,777
Effective interest expenses (note 8)	實際利息開支(附註8)	51,663	-	51,663
At 28 September 2018 (date of extension)	於2018年9月28日 (延長日期)	412,993	2,170,121	2,583,114
Credit to profit or loss	計入損益	-	(807,286)	(807,286)
Exchange difference	匯兌差額	1,875	13,935	15,810
Effective interest expenses (note 8)	實際利息開支(附註8)	29,336	-	29,336
Partial conversion to shares during the year	年內部分轉換為股份	(148,401)	(405,785)	(554,186)
At 8 November 2018 (date of partial conversion)	於2018年11月8日 (部分轉換日期)	295,803	970,985	1,266,788
Charge to profit or loss	扣除損益	-	443,958	443,958
Exchange difference	匯兌差額	(2,416)	(10,518)	(12,934)
Effective interest expenses (note 8)	實際利息開支(附註8)	4,121	-	4,121
At 31 December 2018	於2018年12月31日	297,508	1,404,425	1,701,933
2018 Convertible Bond	2018年可換股債券			
At 28 August 2018 (date of issuance)	於2018年8月28日 (發行日期)	206,611	201,815	408,426
Credit to profit or loss	計入損益	-	(29,732)	(29,732)
Exchange difference	匯兌差額	2,147	2,374	4,521
Effective interest expenses (note 8)	實際利息開支(附註8)	8,854	-	8,854
At 31 December 2018	於2018年12月31日	217,612	174,457	392,069
Total	總計			
At 31 December 2018	於2018年12月31日	515,120	1,578,882	2,094,002
At 31 December 2017	於2017年12月31日	411,107	439,938	851,045

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33. SHARE CAPITAL

Ordinary shares of HK\$0.1 each

33. 股本

每股面值0.1港元的普通股

		Number of shares		Share capital	
		股份數目		股本	
		2018	2017	2018	2017
				HK\$'000	HK\$'000
				千港元	千港元
Authorised	法定				
At beginning and end of year	於年初及年末	50,000,000,000	50,000,000,000	5,000,000	5,000,000
Issued and fully paid	已發行及繳足				
At beginning of year	於年初	6,020,818,900	6,009,258,900	602,082	600,926
Allotment of shares under the conversion of 2016 Convertible Bond	2016年可換股債券獲轉換而配發股份	646,153,846	-	64,615	-
Exercise of share options	行使購股權	-	11,560,000	-	1,156
At end of year	於年末	6,666,972,746	6,020,818,900	666,697	602,082

		As at 31 December	
		於12月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB equivalent	人民幣等額	582,811	525,734

During the year ended 31 December 2018, the Company received the conversion notice from Fame Select Limited in respect of the exercise in part of the subscription rights attached to the 2016 Convertible Bond to convert an aggregate of HK\$168,000,000 of the principal amount of the 2016 Convertible Bond into 646,153,846 ordinary shares. The ordinary shares were issued on 8 November 2018 to Fame Select Limited. The new shares rank pari passu with the existing shares in all respects.

截至2018年12月31日止年度，本公司從名萃有限公司收取就行使2016年可換股債券附帶之部分認購權之轉換通知，以轉換本金額共計168,000,000港元之2016年可換股債券為646,153,846股普通股。該等普通股於2018年11月8日發行予名萃有限公司。該等新股份在所有方面與現有股份享有同等地位。

34. SHARE OPTION SCHEMES

The Company adopted a share option scheme (the “2007 Scheme”) on 31 January 2007.

The purpose of the 2007 Scheme is to enable the Company to grant share options to selected participants as incentives or rewards for their contribution to the Company and/or its subsidiaries and/or its associated companies (as defined under the 2007 Scheme). The 2007 Scheme was adopted on 31 January 2007 and terminated on 2 June 2016.

Under the 2007 Scheme, the board of directors may, at its discretion, offer directors of the Company (including Executive and Non-executive Directors), executives, officers, employees or certain other eligible participants, share options to subscribe for shares of the Company.

The exercise price in relation to each share option was determined by the board of directors at its absolute discretion and was not less than the highest of (i) the official closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of offer of share options; (ii) the average of the official closing prices of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of offer of share options; and (iii) the nominal value of a share of the Company on the date of offer of share options. Each of the grantees was required to pay HK\$10 as consideration for the grant of share options in accordance with the 2007 Scheme. The offer of a grant of share options must be accepted within 60 days from the date of the offer. All share options are fully vested as at 31 December 2016.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, were 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 in aggregate 0.1% of the shares of the Company in issue (based on the date of offer) and an aggregate value of HK\$5 million (based on the closing price of the Company’s shares at the date of each offer), within any 12-month period, were subject to shareholders’ approval in advance in a general meeting.

34. 購股權計劃

本公司於2007年1月31日採納一項購股權計劃(「2007年計劃」)。

2007年計劃旨在讓本公司向選定參與者授予購股權作為彼等對本公司及／或其附屬公司及／或其聯營公司(定義見2007年計劃)所作貢獻之激勵或獎勵。2007年計劃於2007年1月31日採納及於2016年6月2日終止。

根據2007年計劃，董事會可酌情向本公司董事(包括執行董事及非執行董事)、行政人員、高級職員、僱員或若干其他合資格參與者授予購股權以認購本公司股份。

各購股權之行使價將由董事會全權釐定，惟該價格不得少於以下之最高者：(i)於授出購股權日期本公司股份於聯交所每日報價表所報之官方收市價；(ii)緊接授出購股權日期前五個營業日本公司股份於聯交所每日報價表所報之平均官方收市價；及(iii)於授出購股權日期本公司股份之面值。根據2007年計劃，各承授人須支付10港元作為彼接納獲授購股權之代價。授予之購股權須於要約日期起計60日內接納。於2016年12月31日所有購股權已悉數歸屬。

向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權，須取得獨立非執行董事之事先批准。此外，於任何十二個月期間向本公司之主要股東或獨立非執行董事或任何彼等之聯繫人士授出之購股權超過本公司已發行股份總數0.1%(以授出日期為基準)及總值5,000,000港元(以各授出日期本公司股份之收市價為基準)，則須於股東大會上取得股東之事先批准。

34. SHARE OPTION SCHEMES (Cont'd)

The 2007 Scheme was terminated on 2 June 2016 and no further options can be granted under the 2007 Scheme. However, the share options granted under the 2007 Scheme prior to its termination shall continue to be valid and exercisable in accordance with the 2007 Scheme.

As at 31 December 2018, 92,400,187 (31 December 2017: 95,958,336) share options are outstanding under 2007 Scheme, respectively.

During the year ended 31 December 2018, no share option was granted, exercised or cancelled and 3,558,149 share options have been lapsed in accordance with the terms of the 2007 Scheme.

During the year ended 31 December 2017, no share option was granted while 11,560,000, 444,425 and 6,383,318 share options have been exercised, cancelled and lapsed in accordance with the terms of the 2007 Scheme, respectively.

The Company adopted a new share option scheme (the "2016 Scheme") on 2 June 2016.

The purpose of the 2016 Scheme is to replace the 2007 Scheme and to continue to enable the Company to grant share options to selected participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of its subsidiaries and/or any entity in which any member of the Group holds any equity interest. The 2016 Scheme will remain in force for a period of 10 years commencing on 2 June 2016.

Under the 2016 Scheme, the board of directors may, at its discretion, offer directors of the Company (including Executive and Non-executive Directors), executives, officers, employees or certain other eligible participants, share options to subscribe for shares of the Company.

The exercise price in relation to each share option will be determined by the board of directors at its absolute discretion and shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of offer of share options; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of offer of share options; and (iii) the nominal value of a share of the Company on the date of offer of share options. Each of the grantees is required to pay HK\$1 as a consideration for the acceptance of the grant of share options in accordance with the 2016 Scheme. The offer of share options must be accepted within 21 days from the date of the offer.

34. 購股權計劃(續)

2007年計劃已於2016年6月2日終止及根據2007年計劃概不會進一步授出購股權。然而，於2007年計劃終止之前據其授出之購股權將繼續有效並根據2007年計劃可予行使。

於2018年12月31日，根據2007年計劃有92,400,187份(2017年12月31日：95,958,336份)購股權尚未行使。

於截至2018年12月31日止年度，概無購股權根據2007年計劃之條款獲授出、行使或註銷及3,558,149份購股權已失效。

於截至2017年12月31日止年度，概無購股權根據2007年計劃之條款獲授出，而分別有11,560,000份、444,425份及6,383,318份購股權獲行使、註銷及已失效。

本公司於2016年6月2日採納一項新購股權計劃(「2016年計劃」)。

2016年計劃旨在代替2007年計劃並繼續讓本公司向選定參與者授予購股權作為彼等對本公司及／或其任何附屬公司及／或本集團任何成員公司於其中持有股權之任何實體所作貢獻或潛在貢獻之激勵或獎勵。2016年計劃將自於2016年6月2日起計之10年期間內有效。

根據2016年計劃，董事會可酌情向本公司董事(包括執行董事及非執行董事)、行政人員、高級職員、僱員或若干其他合資格參與者授予購股權以認購本公司股份。

各購股權之行使價將由董事會全權釐定，惟該價格不得少於以下之最高者：(i)於授出購股權日期本公司股份於聯交所每日報價表所報之收市價；(ii)緊接授出購股權日期前五個營業日本公司股份於聯交所每日報價表所報之平均收市價；及(iii)於授出購股權日期本公司股份之面值。根據2016年計劃，各承授人須支付1港元作為彼接納獲授購股權之代價。授予之購股權須於要約日期起計21日內接納。

34. SHARE OPTION SCHEMES (Cont'd)

250,500,000 share options have been granted under the 2016 Scheme since its adoption. Accordingly, as at 31 December 2018, 232,500,000 (31 December 2017: 250,500,000) share options are outstanding under the 2016 Scheme. The maximum number of shares of the Company available for issue upon exercise of all share options which may be granted under the 2016 Scheme is 232,500,000, representing approximately 3.49% of the shares of the Company in issue at the end of the reporting period. The total number of shares of the Company issued and which may fall to be issued upon the exercise of share options to be granted under the 2016 Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the number of shares of the Company in issue as at the date of grant. Any further grant of share option in excess of this 1% limit shall be subject to the issue of a circular by the Company and 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 in aggregate 0.1% of the shares of the Company in issue (based on the date of offer) and an aggregate value of HK\$5 million (based on the closing price of the Company's shares at the date of each offer), in the 12-month period up to and including the date of the offer of such grant shall be subject to the issue of a circular by the Company and shareholders' approval in a general meeting.

The following tables disclose details of the share options held by directors, employees and other eligible participants under the 2007 Scheme and 2016 Scheme and movements in such holdings during the years ended 31 December 2018 and 2017:

- (a) The terms and conditions of the grants that existed at the end of each reporting period are as follows, whereby all options are settled by physical delivery of shares:

34. 購股權計劃(續)

自2016年購股權計劃採納以來據其已授出250,500,000份購股權。因此，於2018年12月31日，根據2016年購股權計劃232,500,000份(2017年12月31日：250,500,000份)購股權尚未行使。於行使根據2016年計劃可能授出之所有購股權而可發行之最高本公司股份數目為232,500,000股，相當於報告期末本公司已發行股份之約3.49%。各承授人於授予日期前任何十二個月期間因行使根據2016年計劃及本公司任何其他購股權計劃向其授出之購股權(包括已行使、註銷及尚未行使之購股權)而已發行及可能將予發行之本公司股份總數，不得超過授出日期本公司已發行股份之1%。任何進一步授出超過此1%限額之購股權須由本公司刊發一份通函及於股東大會上取得股東批准。

向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出購股權，須取得獨立非執行董事之事先批准。此外，於十二個月期間直至建議授出日期(包括該日)向本公司之主要股東或獨立非執行董事或任何彼等之聯繫人士授出之任何購股權超過本公司已發行股份總數0.1%(以授出日期為基準)及總值5,000,000港元(以各授出日期本公司股份之收市價為基準)，須由本公司刊發一份通函及於股東大會上取得股東批准。

下表披露截至2018年及2017年12月31日止年度根據2007年計劃及2016年計劃董事、僱員及其他合資格參與者持有之購股權以及該等持有之變動之詳情：

- (a) 於各報告期末存在之授予之條款及條件(據此所有購股權以股份實物交付方式結付)如下：

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34. SHARE OPTION SCHEMES (Cont'd)

(a) (Cont'd)

2018

Grantees	Number of share options 購股權數目					Date of grant	Vesting period	Exercisable period	Exercise price per share HK\$ 每股 行使價 港元
	At 1.1.2018	Reclassification during 2018	Cancelled during 2018	Lapsed during 2018	At 31.12.2018				
承授人	於2018年 1月1日	2018年 重新分類	2018年 內已註銷 (附註(i))	2018年 內已失效 (附註(ii))	於2018年 12月31日 (附註(iii))	授出日期	歸屬期間	可行使期間	
Directors of the Company 本公司董事									
Mr. Lo Kai Bong 盧啟邦先生	8,000,000	-	-	-	8,000,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	12,000,000	-	-	-	12,000,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	20,000,000	-	-	-	20,000,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
Mr. Manuel Assis Da Silva Manuel Assis Da Silva 先生	600,000	-	-	-	600,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	900,000	-	-	-	900,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	1,500,000	-	-	-	1,500,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
	43,000,000	-	-	-	43,000,000				
Other employees of the Group 本集團其他僱員	462,559	-	-	-	462,559	12.12.2013	12.12.2013 to 12.12.2013	13.12.2013 to 12.12.2023	0.344
	2,700,000	(600,000)	-	-	2,100,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	4,050,000	(900,000)	-	-	3,150,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	6,750,000	(1,500,000)	-	-	5,250,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
	13,962,559	(3,000,000)	-	-	10,962,559				
Consultants of the Group 本集團顧問	3,558,149	-	-	(3,558,149)	-	13.2.2008	13.2.2008 to 12.8.2008	13.8.2008 to 12.2.2018	3.822
	91,937,628	-	-	-	91,937,628	12.12.2013	12.12.2013 to 12.12.2013	13.12.2013 to 12.12.2023	0.344
	150,000,000	-	(15,000,000)	-	135,000,000	11.1.2017	N/A 不適用	11.1.2017 to 10.1.2027	0.202
	16,500,000	-	-	-	16,500,000	19.4.2017	N/A 不適用	19.4.2017 to 18.4.2027	0.700
	4,100,000	-	-	-	4,100,000	19.4.2017	N/A 不適用	19.4.2017 to 18.4.2027	0.700
	6,150,000	-	-	-	6,150,000	19.4.2017	19.4.2017 to 18.4.2018	19.4.2018 to 18.4.2027	0.700
	10,250,000	-	-	-	10,250,000	19.4.2017	19.4.2017 to 18.4.2019	19.4.2019 to 18.4.2027	0.700
	1,400,000	600,000	(600,000)	-	1,400,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	2,100,000	900,000	(900,000)	-	2,100,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	3,500,000	1,500,000	(1,500,000)	-	3,500,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
	289,495,777	3,000,000	(18,000,000)	(3,558,149)	270,937,628				
	346,458,336	-	(18,000,000)	(3,558,149)	324,900,187				
Exercisable 可行使	279,258,336				284,400,187				

34. 購股權計劃(續)

(a) (續)

2018年

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34. SHARE OPTION SCHEMES (Cont'd)

(a) (Cont'd)

2017

	Number of share options 購股權數目					At 31.12.2017 (附註(iii))	Date of grant	Vesting period	Exercisable period	Exercise price per share HK\$ 每股 行使價 港元
	At 1.1.2017	Granted during 2017	Exercised during 2017	Cancelled during 2017 (Note (i)) 2017年 內已註銷 (附註(i))	Lapsed during 2017 (Note (ii)) 2017年 內已失效 (附註(ii))					
Directors of the Company 本公司董事										
Mr. Lo Kai Bong 盧啟邦先生	-	8,000,000	-	-	-	8,000,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	-	12,000,000	-	-	-	12,000,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	-	20,000,000	-	-	-	20,000,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
Mr. Manuel Assis Da Silva Manuel Assis Da Silva 先生	-	600,000	-	-	-	600,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	-	900,000	-	-	-	900,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	-	1,500,000	-	-	-	1,500,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
	-	43,000,000	-	-	-	43,000,000				
Other employees of the Group 本集團其他僱員	596,485	-	-	-	(596,485)	-	15.5.2007	15.5.2007 to 14.11.2007	15.11.2007 to 14.5.2017	4.134
	444,425	-	-	(444,425)	-	-	10.10.2007	10.10.2007 to 9.4.2008	10.4.2008 to 9.10.2017	6.728
	462,559	-	-	-	-	462,559	12.12.2013	12.12.2013 to 12.12.2013	13.12.2013 to 12.12.2023	0.344
	-	2,700,000	-	-	-	2,700,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	-	4,050,000	-	-	-	4,050,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	-	6,750,000	-	-	-	6,750,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
	1,503,469	13,500,000	-	(444,425)	(596,485)	13,962,559				
Consultants of the Group 本集團顧問	5,786,833	-	-	-	(5,786,833)	-	15.5.2007	15.5.2007 to 14.11.2007	15.11.2007 to 14.5.2017	4.134
	3,558,149	-	-	-	-	3,558,149	13.2.2008	13.2.2008 to 12.8.2008	13.8.2008 to 12.2.2018	3.822
	103,497,628	-	(11,560,000)	-	-	91,937,628	12.12.2013	12.12.2013 to 12.12.2013	13.12.2013 to 12.12.2023	0.344
	-	150,000,000	-	-	-	150,000,000	11.1.2017	N/A 不適用	11.1.2017 to 10.1.2027	0.202
	-	16,500,000	-	-	-	16,500,000	19.4.2017	N/A 不適用	19.4.2017 to 18.4.2027	0.700
	-	4,100,000	-	-	-	4,100,000	19.4.2017	N/A 不適用	19.4.2017 to 18.4.2027	0.700
	-	6,150,000	-	-	-	6,150,000	19.4.2017	19.4.2017 to 18.4.2018	19.4.2018 to 18.4.2027	0.700
	-	10,250,000	-	-	-	10,250,000	19.4.2017	19.4.2017 to 18.4.2019	19.4.2019 to 18.4.2027	0.700
	-	1,400,000	-	-	-	1,400,000	4.9.2017	N/A 不適用	4.9.2017 to 3.9.2027	0.455
	-	2,100,000	-	-	-	2,100,000	4.9.2017	4.9.2017 to 3.9.2018	4.9.2018 to 3.9.2027	0.455
	-	3,500,000	-	-	-	3,500,000	4.9.2017	4.9.2017 to 3.9.2019	4.9.2019 to 3.9.2027	0.455
	112,842,610	194,000,000	(11,560,000)	-	(5,786,833)	289,495,777				
	114,346,079	250,500,000	(11,560,000)	(444,425)	(6,383,318)	346,458,336				
Exercisable 可行使	114,346,079					279,258,336				

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綜合財務報表附註

34. SHARE OPTION SCHEMES (Cont'd)

(a) (Cont'd)

Notes:

- (i) The cancellation of the share options is due to resignation of consultants.
- (ii) The lapse of the share options is due to the expiry of the exercisable period.
- (iii) The number of share option and the corresponding exercise price have been adjusted due to the issue of rights share during the year 2016.

During the year ended 31 December 2018, no share option was granted, exercised or lapsed and 18,000,000 share options have been cancelled in accordance with the terms of the 2016 Scheme.

During the year ended 31 December 2017, share options were granted on 11 January 2017 ("January Batch"), 19 April 2017 ("April Batch") and 4 September 2017 ("September Batch") and no share option was exercised, cancelled or lapsed in accordance with the terms of the 2016 Scheme.

The fair values of the share options granted on those dates are HK\$13,523,000, HK\$12,192,000 and HK\$14,343,000 (equivalent to approximately RMB11,697,000, RMB10,546,000 and RMB12,407,000), respectively.

The fair values were calculated using the Binomial Model. The inputs of model were as follows:

		January Batch 一月批次	April Batch 四月批次	September Batch 九月批次
Share price	股價	HK\$0.197 港元	HK\$0.700 港元	HK\$0.455 港元
Exercise price	行使價	HK\$0.202 港元	HK\$0.700 港元	HK\$0.455 港元
Expected volatility	預期波幅	47.12%	46.65%	45.43%
Expected option life	預期期權年期	10 years 年	10 years 年	10 years 年
Risk-free rate	無風險利率	1.649%	1.349%	1.382%
Expected dividend yield	預期股息收益率	0.0%	0.0%	0.0%

The volatilities adopted were based on average annualised standard deviations of the continuously compounded rates of return of the share price of the Company and comparable companies with similar business nature of the Company as of the valuation date. The fair value calculated for share options is inherently subjective due to the assumptions made and the limitations of the model utilised.

34. 購股權計劃(續)

(a) (續)

附註：

- (i) 該等購股權註銷乃因顧問辭職。
- (ii) 該等購股權失效乃因可行使期間屆滿。
- (iii) 購股權數目及相應行使價已因2016年發行供股股份而進行調整。

於截至2018年12月31日止年度，概無購股權根據2016年計劃之條款獲授出、行使或已失效，而18,000,000份購股權則被註銷。

截至2017年12月31日止年度，購股權已根據2016年計劃之條款分別於2017年1月11日(「一月批次」)、2017年4月19日(「四月批次」)及2017年9月4日(「九月批次」)授出，而概無購股權獲行使、註銷或已失效。

於該等日期授出之購股權之公允值分別為13,523,000港元、12,192,000港元及14,343,000港元(相當於約人民幣11,697,000元、人民幣10,546,000元及人民幣12,407,000元)。

公允值乃使用二項式模型計算。該模型之輸入數據如下：

所採用之波幅乃基於於估值日期本公司及與本公司業務性質類似之可比公司股價之持續複式回報率之平均年度標準偏差。由於所作假設及所用模式有所限制，故就購股權計算的公允值難免有主觀成分。

34. SHARE OPTION SCHEMES (Cont'd)

The Group recognised the share-based compensation benefits of approximately RMB7,443,000 (2017: approximately RMB24,432,000) for the year ended 31 December 2018 in relation to share options granted by the Company.

35. CONTINGENT LIABILITIES

At 31 December 2018 and 2017, the Group provided guarantees to certain banks in respect of mortgage facilities granted in connection with the mortgage loans entered into by buyers of the Group's properties as follows:

	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Guarantees given to banks for mortgage facilities granted to buyers	990	3,600
就買方獲授按揭融資額度向銀行提供擔保		

Pursuant to the terms of the guarantees contract, if there are any defaults on the mortgages, the Group is liable to the repayment of the outstanding mortgage principals together with the accrued interest and penalty payable by the defaulting buyers to banks. The Group is then entitled to take over the legal title and possession of the related properties. The guarantees shall be released upon the issue of the relevant buyer's property ownership certificate and in the custody of the banks.

The fair value of the guarantees at date of inception is not significant and is not recognised in the consolidated financial statements. The directors of the Company consider that no provision should be recognised at the end of each reporting period as the potential cash outflow related to the guarantee is not probable.

Bank balances of approximately RMB297,000 (31 December 2017: approximately RMB297,000) have been pledged with the banks as guarantee deposits for the mortgage loan facilities granted by the banks to buyers of the Group's properties (note 24).

34. 購股權計劃(續)

截至2018年12月31日止年度，本集團就本公司授出之購股權確認以股份為基礎補償福利約人民幣7,443,000元(2017年：約人民幣24,432,000元)。

35. 或然負債

於2018年及2017年12月31日，本集團就有關本集團物業買方訂立的按揭貸款而授出的按揭融資額度，向若干銀行提供擔保如下：

根據擔保合約之條款，倘按揭出現違約情況，本集團須負責償還違約買方結欠銀行之未償還按揭本金連同應計利息及罰款。本集團之後有權接管相關物業的法定業權及所有權。相關買方的房屋所有權證獲頒發及由銀行保管時該等擔保應予解除。

有關擔保於提供日期之公允值並不重大，因此並無於綜合財務報表確認。本公司董事認為，由於擔保不可能產生潛在現金流出，故毋須於各報告期末確認撥備。

銀行結餘約人民幣297,000元(2017年12月31日：約人民幣297,000元)已抵押予銀行，作為銀行向本集團物業買方授出之按揭貸款融資之保證金(附註24)。

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綜合財務報表附註

36. OPERATING LEASE COMMITMENTS

The Group as lessee

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	1年內	3,398	3,740
In the second to fifth year inclusive	第2年至第5年(含第5年)	1,572	1,400
		4,970	5,140

Operating lease payments represent rentals payable by the Group for its offices and staff quarters. Leases are typically negotiated for three years and do not include contingent rentals.

The Group as lessor

At the end of each reporting period, the Group had contracted with lessees for the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	1年內	34,730	39,817
In the second to fifth year inclusive	第2年至第5年(含第5年)	91,409	110,408
Over five years	5年以上	43,466	55,503
		169,605	205,728

The investment properties rented during the year have committed tenants for terms ranging from 1 to 20 years (2017: 1 to 20 years). In addition to the minimum lease payments, the Group is entitled to receive contingent rent based on a fixed percentage of turnover of the tenants as stated in the relevant rental agreements, the percentage is ranging from 2% to 12%, for both years.

36. 經營租賃承擔

本集團作為承租人

於2018年12月31日，不可撤銷經營租賃下未來應付之最低租賃款項總額如下：

經營租賃款項指本集團就其寫字樓及員工宿舍應付的租金。租賃通常協定三年期，且不包括或然租金。

本集團作為出租人

於各報告期末，本集團與承租人訂約根據不可撤銷經營租賃未來最低租賃付款分析如下：

本年度內出租之投資物業與租戶之租約承諾期由1至20年不等(2017年：1至20年)。除最低租賃付款外，本集團有權按相關租賃協議訂明之租戶營業額之固定百分比收取或然租金，於該兩年該百分比介乎2%至12%。

37. CAPITAL COMMITMENTS

The Group has following material commitments in respect of the properties under development which are not provided for in the consolidated financial statements as follows:

		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Contracted but not provided for	已訂約但未撥備	80,312	113,109

38. RELATED PARTY DISCLOSURES

As stated in note 22, during the current year, the Group is engaged in the travel related businesses by providing hotel accommodation, transportation and entertainment to external individual customers ("Ultimate Customers"). Substantially all of this business is deriving from Ultimate Customers referred to the Group by its controlling shareholder and/or its controlled entities, and these Ultimate Customers were also customers of the controlling shareholder and/or its controlled entities in their other businesses. Also, the controlled entities are the major supplier of the underlying services (such as provision of hotel rooms, cars and similar products), as well as the settlement agent for certain Ultimate Customers. Therefore, the Group's trade receivables and trade payables were net settled with the controlling shareholder and/or its controlled entities on a regular basis.

Apart from details of the balances with related parties disclosed in the consolidated statement of financial position and other details disclosed elsewhere in the consolidated financial statements, the Group also entered into the following significant transactions with related parties during both years:

37. 資本承擔

本集團就發展中物業擁有之未於綜合財務報表內撥備之重大承擔如下：

38. 關連方披露

誠如附註22所述，於本年度內，本集團通過向外部個別客戶（「最終客戶」）提供酒店住宿、交通及娛樂從事旅遊相關業務營運。此業務絕大部分源於本集團控股股東及／或其控制實體向本集團推介之最終客戶，而該等最終客戶亦為本集團控股股東及／或其控制實體之其他業務之客戶。此外，該等受控制實體亦為相關服務（如提供酒店房間、汽車及類似產品）之主要供應商以及若干最終客戶之結算代理。因此，本集團之應收賬款及應付賬款定期與控股股東及／或其控制實體以淨額結清。

除於綜合財務狀況表內披露之與關連方之結餘詳情以及於綜合財務報表其他地方披露的其他詳情外，於兩個年度內本集團亦與關連方進行下列重大交易：

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綜合財務報表附註

38. RELATED PARTY DISCLOSURES (Cont'd)

38. 關連方披露(續)

Name of related parties 關連方名稱	Notes 附註	Nature of transactions 交易性質	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Fame Select Limited 名萃有限公司	(i)	Effective interest expense on 2016 Convertible Bond 2016年可換股債券之實際 利息開支	85,120	72,180
Sun City Gaming Promotion 太陽城博彩中介	(ii)	Travel agency services income 旅遊代理服務收入	8,225	5,958
		Purchase of hotel accommodation products 採購酒店住宿產品	476,539	326,889
		Purchase of travel related services 採購旅遊相關服務	71	135
		Management service expenses 管理服務開支	2,473	2,531
Star Hope 星望	(ii)	Effective interest expense on 2018 Convertible bond 2018年可換股債券之實際 利息開支	5,277	–
		Imputed interest expense on 2018 Promissory Note 2018年承兌票據之估算 利息開支	7,117	–
		Imputed interest expense on loan 貸款之估算利息開支	4,273	–
		Interest expense on 2018 Promissory Note 2018年承兌票據之利息開支	1,836	–
		Interest expense on loan 貸款之利息開支	2,846	–
Hoi An South Development Ltd ("HASD") 〔HASD〕	(iii)	Hotel and integrated resort general consultancy services income 酒店及綜合度假村一般顧問 服務收入	11,145	–

Notes to the Consolidated Financial Statements 綜合財務報表附註

38. RELATED PARTY DISCLOSURES (Cont'd)

38. 關連方披露(續)

Name of related parties 關連方名稱	Notes 附註	Nature of transactions 交易性質	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Better Linkage	(iv)	Effective interest expense on 2018 Convertible Bond 2018年可換股債券之實際利息開支	3,577	-
Billion Grant Success Investment Limited	(iv)	Purchase of motor vehicle 採購汽車	-	433
Mr. Chau and Ms. Chan Wai Leng 周先生及陳慧玲女士	(v)	Sales of travel related products 銷售旅遊相關產品	565	196
		Travel agency services income 旅遊代理服務收入	77	88
Mr. Lo Kai Bong 盧啟邦先生		Sales of travel related products 銷售旅遊相關產品	607	76
		Travel agency services income 旅遊代理服務收入	5	2

Notes:

- (i) Fame Select Limited is the immediate holding company of the Company.
- (ii) Sun City Gaming Promotion and Star Hope are wholly owned by Mr. Chau, the major shareholder, Executive Director and chairman of the Company.
- (iii) Hoi An South Development Ltd was a related party of which Mr. Chau beneficially owned approximately 34% equity interest before the acquisition of the entire interest of Star Admiral (note 18).
- (iv) Mr. Lo Kai Bong, an Executive Director of the Company, is the ultimate beneficial owner of Billion Grant Success Investment Limited and Better Linkage.
- (v) Ms. Chan Wai Leng is the spouse of Mr. Chau.

As at 31 December 2018, the Group pledged the entire equity interest of HASD as security for certain banking facilities and borrowings granted to HASD.

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company and certain of the highest paid employees as disclosed in note 10.

附註：

- (i) 名萃有限公司為本公司之直接控股公司。
- (ii) 太陽城博彩中介及星望由本公司主要股東、執行董事兼主席周先生全資擁有。
- (iii) Hoi An South Development Ltd為一名關連人士，於收購星將之全部股權(附註18)前由周先生實益擁有約34%股權。
- (iv) 本公司執行董事盧啟邦先生為Billion Grant Success Investment Limited及Better Linkage之最終實益擁有人。
- (v) 陳慧玲女士為周先生之配偶。

於2018年12月31日，本集團抵押HASD之全部股權，作為授予HASD之若干銀行融資及借貸之擔保。

本集團主要管理人員之薪酬包括向本公司董事及若干最高薪酬僱員支付之金額，如附註10所披露。

39. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of debt, which includes amounts due to a director and related companies, loan from a related company, bank and other borrowings, and convertible bonds as disclosed in notes 22, 31 and 32, respectively, net of pledged bank deposits, restricted bank deposits and bank balances and cash, comprising share capital, share premium and other reserves.

The management of the Group reviews the capital structure from time to time. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

39. 資本風險管理

本集團的資本管理目標為確保本集團實體能持續經營，同時透過優化債務與股本結餘，為股東爭取最大回報。本集團於年內的整體策略保持不變。

本集團之資本架構包括債務，當中包括分別於附註22、31及32內披露之應付一名董事及關連公司款項、來自一間關連公司貸款、銀行及其他借貸及可換股債券，扣除已抵押銀行存款、受限制銀行存款以及銀行結餘及現金，當中包括股本、股份溢價及其他儲備。

本集團管理層不時審閱資本架構。作為審閱之一部分，管理層考慮資本成本及各類別資本涉及之風險。根據管理層的推薦建議，本集團將透過支付股息、發行新股、舉借新債或贖回現有負債來平衡其整體資本架構。

40. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

40. 金融工具

(a) 金融工具的分類

		As at 31 December 於 12 月 31 日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Financial assets	金融資產		
FVTPL	按公允值計入損益		
Mandatorily measured at FVTPL	強制按公允值計入 損益計量	44,934	–
Amortised cost/loans and receivables	攤銷成本／貸款及應收款	179,777	427,617
		224,711	427,617
Financial liabilities	金融負債		
Amortised cost	攤銷成本	1,872,031	1,575,817
Derivative financial instruments	衍生金融工具	1,578,882	439,938
		3,450,913	2,015,755

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, financial assets at FVTPL, amounts due from directors, bank balances and cash, pledged bank deposits, restricted bank deposits, trade and other payables, amounts due to related companies and a director, loan from a related company, rent and other deposits, provisions for litigations, derivative financial instruments, convertible bonds, and bank and other borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (represented by currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(b) 金融風險管理目標及政策

本集團之主要金融工具包括應收賬款及其他應收款、按公允值計入損益之金融資產、應收董事款項、銀行結餘及現金、已抵押銀行存款、受限制銀行存款、應付賬款及其他應付款、應付關連公司及一名董事款項、來自一間關連公司貸款、租金及其他按金、就訴訟之撥備、衍生金融工具、可換股債券以及銀行及其他借貸。該等金融工具之詳情已於相關附註披露。該等金融工具涉及之風險包括市場風險(即貨幣風險、利率風險及其他價格風險)、信貸風險及流動性風險。如何減低該等風險的政策載於下文。管理層會管理及監察該等風險，以確保及時與有效地採取適當措施。

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40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and polices (Cont'd)

Market risks

(i) Currency risk

All the Group's entities do not have any foreign currency sales and purchases for both years. The Group's exposure to currency risk is mainly attributable to other receivables, financial assets at FVTPL, amounts due from directors, bank balances and cash, pledged bank deposits, amount due to a director, amount due to a related company, loan from a related company, derivative financial instruments and convertible bonds that are denominated in currencies other than the functional currency of the entity to which they related. The management manages and monitors this exposure to ensure approximate measures are implemented on a timely and effective manner.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities other than the functional currency of the entity to which they related at the end of each reporting period are as follows:

		Liabilities 負債		Assets 資產	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
HK\$	港元	2,544,461	855,713	85,545	45,625

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險

(i) 貨幣風險

於兩個年度內，本集團所有實體並無進行任何外幣買賣。本集團面臨之貨幣風險主要為以相關實體功能貨幣以外之貨幣計值之其他應收款、按公允值計入損益之金融資產、應收董事款項、銀行結餘及現金、已抵押銀行存款、應付一名董事款項、應付一間關連公司款項、來自一間關連公司貸款、衍生金融工具及可換股債券。管理層會管理及監察該等風險，以確保及時與有效地採取適當措施。

本集團於各報告期末以相關實體功能貨幣以外貨幣計值之貨幣資產及貨幣負債賬面值如下：

本集團現時並無外幣對沖政策。然而，管理層會監控外匯風險，並於需要時考慮對沖重大外幣風險。

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(i) Currency risk (Cont'd)

Sensitivity analysis

The sensitivity analysis below has been determined based on a 10% increase/decrease in functional currency of respective entities against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% change in foreign currency rates.

If RMB had been 10% strengthened/weakened to HK\$ for respective HK\$ denominated monetary assets and liabilities, the Group's post-tax loss for the year ended 31 December 2018 would have decreased/increased by approximately RMB184,419,000 (2017: post-tax profit would have increased/decreased by approximately RMB60,757,000).

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to amount due to a related company (note 22), loan from a related company (note 22), other borrowings (note 31) and debt component of convertible bonds (note 32).

The Group is also exposed to cash flow interest rate risk in relation to the restricted bank deposits (note 24), pledged bank deposits (note 24), bank balances (note 25), bank borrowings (note 31) due to the fluctuation of the prevailing market interest rates for both years.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

以下敏感度分析乃基於各實體功能貨幣兌相關外幣上升/下跌10%而釐定。10%乃向主要管理人員呈報外幣風險時採用的敏感度比率，並代表管理層對外幣匯率可能合理變動的評估。敏感度分析僅包括以外幣計值的尚未支付貨幣項目，並於報告期末以外幣匯率變動10%作匯兌調整。

倘就各以港元計值的貨幣資產及負債人民幣兌港元上升/下跌10%，則本集團於截至2018年12月31日止年度的除稅後虧損將減少/增加約人民幣184,419,000元(2017年：除稅後溢利將增加/減少約人民幣60,757,000元)。

(ii) 利率風險

本集團面臨與應付一間關連公司款項(附註22)、來自一間關連公司貸款(附註22)、其他借貸(附註31)及可換股債券之債務部分(附註32)有關的公允值利率風險。

於兩個年度內因現行市場利率之波動，本集團亦就受限制銀行存款(附註24)、已抵押銀行存款(附註24)、銀行結餘(附註25)、銀行借貸(附註31)面臨現金流量利率風險。

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and polices (Cont'd)

Market risks (Cont'd)

(ii) Interest rate risk (Cont'd)

The Group currently does not have any interest rate hedging policy in relation to fair value and cash flow interest rate risks. The directors of the Company monitor the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise. The Group's cash flow interest rate risk is mainly sensitive to the fluctuation of interest rate arising from the Group's restricted bank deposits, pledged bank deposits, bank balances and bank borrowings.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates risk for restricted bank deposits, pledged bank deposits, bank balances and bank borrowings at the end of the reporting period. The analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis points for restricted bank deposits, pledged bank deposits and bank balances and 50 basis points for bank borrowings increase or decrease are used during the year for the Group when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 10 basis points higher/lower and all other variables were held constant, the post-tax loss for the year ended 31 December 2018 would have decreased/increased by approximately RMB111,000 (2017: post-tax profit would have increased/decreased by approximately RMB232,000).

If interest rates had been 50 basis points higher/lower, with all other variable held constant, the Group's post-tax loss for the year ended 31 December 2018 would have increased/decreased by approximately RMB2,570,000 (2017: post-tax profit would have decreased/increased by approximately RMB1,669,000).

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

本集團現時並無有關公允值及現金流量利率風險之任何利率對沖政策。本公司董事持續監控本集團面臨的風險並於需要時考慮對沖利率風險。本集團之現金流量利率風險主要對產生自本集團之受限制銀行存款、已抵押銀行存款、銀行結餘及銀行借貸之利率波動敏感。

敏感度分析

以下敏感度分析乃基於受限制銀行存款、已抵押銀行存款、銀行結餘及銀行借貸於報告期末的利率風險而釐定。該分析乃假設於報告期末的未償還金額於整個年度內仍未償還而編製。本集團於向主要管理人員以內部形式報告利率風險及管理層評估利率的可能合理變動時，年內受限制銀行存款、已抵押銀行存款及銀行結餘使用10個基點上升或下跌及銀行借貸使用50個基點上升或下跌。

倘利率上升/下跌10個基點，所有其他可變因素維持不變，則截至2018年12月31日止年度的除稅後虧損將減少/增加約人民幣111,000元(2017年：除稅後溢利將增加/減少約人民幣232,000元)。

倘利率上升/下跌50個基點，所有其他可變因素維持不變，則本集團截至2018年12月31日止年度的除稅後虧損將增加/減少約人民幣2,570,000元(2017年：除稅後溢利將減少/增加約人民幣1,669,000元)。

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(iii) Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTPL (31 December 2017: Nil). For equity securities measured at FVTPL (31 December 2017: Nil) quoted in the Stock Exchange, the management manages this exposure by maintaining a portfolio of investments with different risks. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

The Group is also required to estimate the fair value of the derivative financial instruments at the end of each reporting period with changes in fair value to be recognised in the consolidated statement of profit or loss and other comprehensive income as long as the convertible bonds are outstanding. The fair value adjustment will be affected either positively or negatively, amongst others, by the changes in market interest rate, the Company's share market price and share price volatility.

Sensitivity analysis

The sensitivity analyses of equity securities measured at FVTPL have been determined based on the exposure to equity price risk at the reporting date. If the prices of the respective equity instruments had been 10% (31 December 2017: Nil) higher/lower, the post-tax loss for the year ended 31 December 2018 would have decreased/increased by approximately RMB4,493,000 (2017: Nil) as a result of the changes in fair value of investments at FVTPL (2017: Nil).

The sensitivity analyses of derivative financial instruments below have been determined based on the exposure to equity price risk and volatility risk arising from derivative financial instruments at the end of the reporting period only as the directors of the Company consider that the change in market interest rate may not have significant financial impact on the fair value of derivative financial instruments.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險

本集團透過其於按公允值計入損益計量之股本證券之投資(2017年12月31日:無)承受股價風險。就聯交所所報按公允值計入損益之股本證券(2017年12月31日:無)而言,管理層透過維持不同風險的投資組合來管理此風險。本集團委派特別團隊監察價格風險,並將於有需要時考慮對沖有關風險。

只要可換股債券尚未行使,則本集團亦須於各報告期末估計衍生金融工具之公允值,而公允值之變動將於綜合損益及其他全面收益表內確認。公允值調整將因(其中包括)市場利率、本公司股份市價變動及股價波動而受到正面或負面影響。

敏感度分析

按公允值計入損益的股本證券的敏感度分析乃基於報告期末面臨之股價風險而釐定。倘相關股本工具的價格上升/下降10%(2017年12月31日:無),則因按公允值計入損益之投資之公允值變動(2017年:無)而產生之截至2018年12月31日止年度的除稅後虧損將減少/增加約人民幣4,493,000元(2017年:無)。

衍生金融工具的敏感度分析乃僅基於報告期末面臨之股價風險以及衍生金融工具之波動風險而釐定,因為本公司董事認為,市場利率變動可能不會對衍生金融工具之公允值產生重大財務影響。

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risks (Cont'd)

(iii) Other price risk (Cont'd)

Changes in share price

If the Company's share price had been 5% higher/lower and all other variables were held constant, the Group's post-tax loss for the year (as a result of changes in fair value of derivative financial instruments) would have increased/decreased by approximately RMB2,469,000 (2017: post-tax profit for the year would have decreased/increased by approximately RMB42,607,000).

Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of each reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade and other receivables, other deposits, amounts due from directors, pledged bank deposits, restricted bank deposits and bank balances.

Trade receivables/trade related amounts due from directors

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. The Group also reviews the recoverable amounts of the relevant debts and the probability of default by the counterparty at the end of each reporting period. Limits and scoring attributed to customers are reviewed once a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on trade receivables and trade related amounts due from directors individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(iii) 其他價格風險(續)

股價變動

倘本公司股價上升/下跌5%，所有其他可變因素維持不變，則本集團本年度的除稅後虧損(因衍生金融工具公允值變動)將增加/減少約人民幣2,469,000元(2017年：年內除稅後溢利將減少/增加約人民幣42,607,000元)。

信貸風險及減值評估

於各報告期末，就交易對手未能履行其責任而導致本集團各類已確認金融資產須面對的最大信貸風險為於綜合財務狀況表所列該等資產之賬面值。本集團的信貸風險主要為其應收賬款及其他應收款、其他按金、應收董事款項、已抵押銀行存款、受限制銀行存款以及銀行結餘。

應收賬款/應收董事貿易相關款項

為將信貸風險降至最低，本集團管理層已委派團隊負責釐定信貸限額及信貸審批。於接納任何新客戶前，本集團利用內部信貸評分系統評估潛在客戶之信貸質素及按客戶定義信貸限額。於各報告期末，本集團亦檢討相關債務之可收回金額及交易對手拖欠之可能性。客戶所獲的限額及評分每年審閱一次。本集團已設立其他監控程序確保採取跟進行動收回逾期債務。此外，本集團於採納香港財務報告準則第9號後就應收賬款及應收董事貿易相關款項根據預期信貸虧損模式(2017年：已產生虧損模式)個別地進行減值評估。就此，本公司董事認為，本集團之信貸風險顯著下降。

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Trade receivables/trade related amounts due from directors (Cont'd)

The Group has concentration of credit risk as 5% (31 December 2017: 7%) of the total trade receivables was due from top five customers as at 31 December 2018. The Group's remaining customers individually contribute to less than 10% of the total trade receivables of the Group. Except for the above, the Group has no other significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

As stated in notes 22 and 38, controlling shareholders and/or its controlled entities act as collecting agent for the Group, therefore the Group has concentration of credit risk under such arrangement.

Other receivables/Other deposits

The Group performs impairment assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on other receivables and other deposits based on 12m ECL.

The credit risk on other receivables and other deposits are limited since there is no significant concentration of credit risk, with exposure spread over a number of counterparties.

Based on the Group's internal credit rating, no material impairment loss allowance is recognised for other receivables and other deposits.

Pledged bank deposits/restricted bank deposits/bank balances

The Group performs impairment assessment under ECL model upon application of HKFRS 9 (2017: incurred loss model) on pledged bank deposits, restricted bank deposits and bank balances based on 12m ECL.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

應收賬款/應收董事貿易相關款項(續)

因於2018年12月31日，應收賬款總額之5%（2017年12月31日：7%）為應收五大客戶款項，故本集團存在信貸風險集中情況。本集團餘下客戶個別為本集團之應收賬款總額帶來少於10%貢獻。除上文所述者外，本集團並無其他重大信貸集中風險，風險敞口分散於多個交易對手及客戶。

如附註22及38所述，控股股東及/或其受控制實體擔任本集團之收款代理，因此，本集團根據該安排存在信貸風險集中情況。

其他應收款項/其他按金

本集團於採納香港財務報告準則第9號後就其他應收款項及其他按金根據預期信貸虧損模式（2017年：已產生虧損模式）按12個月預期信貸虧損進行減值評估。

其他應收款項及其他按金之信貸風險有限，原因為並無信貸風險重大集中情況，風險敞口分佈若干對手方之中。

根據本集團之內部信貸評級，概無就其他應收款項及其他按金確認之重大減值虧損撥備。

已抵押銀行存款/受限制銀行存款/銀行結餘

本集團於採納香港財務報告準則第9號後就已抵押銀行存款、受限制銀行存款及銀行結餘根據預期信貸虧損模式（2017年：已產生虧損模式）按12個月預期信貸虧損進行減值評估。

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綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

Pledged bank deposits/restricted bank deposits/bank balances (Cont'd)

The credit risk on pledged bank deposits, restricted bank deposits and bank balances are limited because the counterparties are reputable banks or a financial institution with high credit ratings assigned by international credit-rating agencies.

Based on the Group's internal credit rating, no material impairment loss allowance is recognised for pledged bank deposits, restricted bank deposits and bank balances.

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

已抵押銀行存款/受限制銀行存款/銀行結餘(續)

已抵押銀行存款、受限制銀行存款及銀行結餘之信貸風險有限，原因為對手方為有信譽銀行或一間金融機構，獲得國際信貸評級機構給予高的信貸評級。

根據本集團之內部信貸評級，概無就已抵押銀行存款、受限制銀行存款及銀行結餘確認之重大減值虧損撥備。

下表詳述本集團金融資產之信貸風險敞口，接受預期信貸虧損評估：

2018	Notes 附註	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12-month or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 總賬面值 RMB'000 人民幣千元
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Financial assets at amortised costs

按攤銷成本列賬之 金融資產

Trade receivables 應收賬款	21	N/A 不適用	(Note 1) (附註1)	Lifetime ECL 全期預期信貸虧損	64,798
Amounts due from directors 應收董事款項	22	N/A 不適用	(Note 1) (附註1)	Lifetime ECL 全期預期信貸虧損	368
Other receivables 其他應收款	21	N/A 不適用	(Note 2) (附註2)	12-month ECL 12個月預期信貸 虧損	4,374
Other deposits 其他按金	21	N/A 不適用	(Note 2) (附註2)	12-month ECL 12個月預期信貸 虧損	7,130

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綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk and impairment assessment (Cont'd)

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

2018	Notes 附註	External credit rating 外部 信貸評級	Internal credit rating 內部 信貸評級	12-month or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 總賬面值 RMB'000 人民幣千元
Pledged bank deposits 已抵押銀行存款	24	AA+	N/A 不適用	12-month ECL 12個月預期信貸 虧損	7,371
Restricted bank deposits 受限制銀行存款	24	AA+	N/A 不適用	12-month ECL 12個月預期信貸 虧損	3,068
Bank balances 銀行結餘	25	AA+	N/A 不適用	12-month ECL 12個月預期信貸 虧損	92,572

Notes:

- For trade receivables and trade related amounts due from directors, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items on individual basis. Trade receivables of approximately RMB64,798,000 and trade related amounts due from directors of approximately RMB368,000 are assessed on individual basis within lifetime ECL (not credit impaired).

During the year ended 31 December 2018, no material impairment allowance on trade receivables and trade related amounts due from directors is provided on individual basis. The directors of the Company considered that no impairment allowance is necessary at the end of the reporting period.

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

附註:

- 就應收賬款及應收董事貿易相關款項而言，本集團已應用香港財務報告準則第9號簡化法按全期預期信貸虧損計量虧損撥備。本集團以個別基準釐定該等項目之預期信貸虧損。應收賬款約人民幣64,798,000元及應收董事貿易相關款項約人民幣368,000元以個別基準評估全期預期信貸虧損(非信貸減值)。

於截至2018年12月31日止年度，概無就應收賬款及應收董事貿易相關款項計提之重大減值撥備(以個別基準)。本公司董事認為於報告期末概無需要作出減值撥備。

估計虧損率乃基於債務人預期年期歷史上觀察之違約率而估計，並就無需付出不必要成本或努力即可取得之前瞻性資料作出調整。

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綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and polices (Cont'd)

Credit risk and impairment assessment (Cont'd)

Notes: (Cont'd)

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

		Not past due/ No fixed repayment terms 未逾期/ 無固定還款期 RMB'000 人民幣千元
Other receivables	其他應收款	4,374
Other deposits	其他按金	7,130

Other receivables of approximately RMB4,374,000 and other deposits of approximately RMB7,130,000 are assessed based on 12-month ECL. During the year ended 31 December 2018, impairment allowance of approximately RMB1,983,000 on other receivables is provided and no material impairment allowance on other deposits is provided. The directors of the Company considered that no other impairment allowance is necessary at the end of the reporting period.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. A monthly report on forecasted inflow and outflow of cash is compiled for the review by the directors of the Company. The management monitors the utilisation of bank and other borrowings.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：(續)

- 就內部信貸風險管理的目的而言，本集團利用逾期資料評估信貸風險自初始確認以來有否顯著增加。

其他應收款約人民幣4,374,000元及其他按金約人民幣7,130,000元按12個月預期信貸虧損評估。於截至2018年12月31日止年度，就其他應收款計提減值撥備約人民幣1,983,000元及概無就其他按金計提重大減值撥備。本公司董事認為於報告期末概無需要作出其他減值撥備。

流動性風險

於管理流動性風險時，本集團監控並維持管理層認為足以應付本集團的運營及減低現金流量波動帶來的影響的現金及現金等價物。本公司編製預測現金流入及流出的每月報告以供本公司董事審閱。管理層監控銀行及其他借貸的動用情況。

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

The Group relies on bank and other borrowings and convertible bonds as significant sources of liquidity. The Group's current liabilities exceeded its current assets by RMB1,970,775,000 as at 31 December 2018. Furthermore, the Group's total liabilities exceeded its total assets by RMB1,059,000,000 as at 31 December 2018. Taking into account the financial resources of the Group, including the financial support from its controlling shareholder, the directors of the Company are of the opinion that the Group has sufficient working capital to meet in full its financial obligations as they fall due for at least the next twelve months from the end of the reporting period.

The following tables detail the Group's remaining contractual maturities for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of each reporting period.

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動性風險(續)

本集團依賴銀行及其他借貸以及可換股債券作為流動性資金之重大來源。於2018年12月31日，本集團之流動負債超出其流動資產人民幣1,970,775,000元。此外，於2018年12月31日，本集團之負債總額超過其資產總值人民幣1,059,000,000元。經計及本集團之財務資源(包括其控股股東之財務支持)，本公司董事認為，本集團擁有充足營運資金足可以應付於報告期末起至少未來十二個月之財務承擔。

下述列表詳列本集團非衍生金融負債的剩餘合約到期期限。該等列表基於金融負債的未折現現金流量及基於本集團可被要求付款的最早日期編製。列表包括利息及本金的現金流量。若利息流為浮動利率，則未折現金額乃自各報告期末的利率得出。

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綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動性風險(續)

		Weighted average effective interest rate	Within 1 year or repayable on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total undiscounted cash flows	Carrying amount
As at 31 December 2018	於2018年12月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付賬款及其他應付款	-	213,752	-	-	-	213,752	213,752
Amounts due to related companies	應付關連公司款項	-	52,103	-	-	-	52,103	52,103
Amount due to a related company	應付一間關連公司款項	11.67%	5,310	269,028	-	-	274,338	229,000
Amount due to a director	應付一名董事款項	-	-	4,893	-	-	4,893	4,893
Convertible bonds	可換股債券	8.79%	-	612,464	-	-	612,464	515,120
Rental and other deposits	租金及其他按金	-	7,448	-	-	-	7,448	7,448
Loan from a related company	來自一間關連公司貸款	13.21%	8,433	8,433	262,628	-	279,494	164,463
Bank borrowings	銀行借貸	5.64%	61,847	59,593	171,347	230,606	523,393	405,000
Other borrowings	其他借貸	10.28%	223,100	85,301	-	-	308,401	280,252
Total	總計		571,993	1,039,712	433,975	230,606	2,276,286	1,872,031

Notes to the Consolidated Financial Statements 綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

40. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動性風險(續)

	Weighted average effective interest rate	Within 1 year or repayable on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total undiscounted cash flows	Carrying amount
As at 31 December 2017							
Non-derivative financial liabilities							
Trade and other payables		248,860	-	-	-	248,860	248,860
Amount due to a related company		50,193	-	-	-	50,193	50,193
Amount due to a director		4,668	-	-	-	4,668	4,668
Provisions for litigations		235,000	-	-	-	235,000	235,000
Convertible bond	14.64%	471,293	-	-	-	471,293	411,107
Rent and other deposits		8,442	-	-	-	8,442	8,442
Bank borrowings	5.64%	42,254	44,635	175,176	373,458	635,523	445,000
Other borrowings	12.00%	189,802	-	-	-	189,802	172,547
Total		1,250,512	44,635	175,176	373,458	1,843,781	1,575,817

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of each reporting period.

若浮動利率變動與各報告期末所釐定之估計利率有差異，則以上非衍生金融負債之浮息工具之金額將會隨之改變。

40. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

(i) Fair value of the financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used) as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities at measurement date;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

40. 金融工具(續)

(c) 金融工具之公允值計量

本附註提供資料說明本集團為各項金融資產及金融負債釐定公允值之方法。

(i) 按經常性基準以公允值計量之金融資產及金融負債之公允值

本集團部分金融資產及金融負債按於各報告期末以公允值計量。下表所載資料說明如何釐定該等金融資產及金融負債的公允值(尤其是所用估值方法及輸入數據),以及按照公允值計量的輸入數據的可觀察程度進行分類之公允值層級(第1至3級)。

第1級公允值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)所進行之計量。

第2級公允值計量指以第1級報價以外之資產或負債之可觀察輸入數據,無論是直接(即價格)或間接(即按價格推算)所進行之計量。

第3級公允值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術所進行之計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments (Cont'd)

- (i) Fair value of the financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

40. 金融工具(續)

(c) 金融工具之公允值計量(續)

- (i) 按經常性基準以公允值計量之金融資產及金融負債之公允值(續)

Financial assets/ financial liabilities 金融資產／金融負債	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據
Non-derivative financial assets 非衍生金融資產	Quoted bid prices in an active market. 活躍市場所報買入價。	Nil 無
Derivative financial instruments classified as FVTPL 分類為按公允值計入損益之 衍生金融工具	Binomial Model – in this approach, certain parameters (note 32) determined by management are input into the Binomial Model to derive the valuation of the derivative financial instruments. 二項式模型 – 於此方法中，管理層釐定的若干參數(附註32)輸入二項式模型以得出衍生金融工具之估值。	Estimation of share price volatility, determined by reference to the average historical volatility of the Company 估計股價波幅，參考本公司之平均歷史波幅釐定
	Certain parameters include: – Share price – Conversion price – Risk-free rate – Expected option life – Expected dividend yield – Expected volatility 若干參數包括： – 股價 – 轉換價 – 無風險利率 – 預期期權年期 – 預期股息收益率 – 預期波幅	

Notes to the Consolidated Financial Statements

綜合財務報表附註

40. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments (Cont'd)

(i) Fair value of the financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)

Sensitivity analysis

If the volatility of the Company's share price had been 5% higher/lower while all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2018 would have increased/decreased by approximately RMB98,487,000 (2017: Nil) (as a result of changes in fair value of derivative financial instruments).

40. 金融工具(續)

(c) 金融工具之公允值計量(續)

(i) 按經常性基準以公允值計量之金融資產及金融負債之公允值(續)

敏感度分析

倘本公司股價波幅上升/下跌5%，所有其他可變因素維持不變，本集團截至2018年12月31日止年度的除稅後虧損將上升/下降約人民幣98,487,000元(2017年：無)(因衍生金融工具之公允值變動)。

		Level 1 第1級 RMB'000 人民幣千元	Level 2 第2級 RMB'000 人民幣千元	Level 3 第3級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Fair value hierarchy as at 31 December 2018	於2018年12月31日之公允值層級				
Financial asset	金融資產				
Listed equity security	上市股本證券	44,934	-	-	44,934
Financial liability	金融負債				
Derivative financial instruments	衍生金融工具	-	-	1,578,882	1,578,882
Fair value hierarchy as at 31 December 2017	於2017年12月31日之公允值層級				
Financial liability	金融負債				
Derivative financial instruments	衍生金融工具	-	-	439,938	439,938

40. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurement of financial instruments
(Cont'd)

(ii) Reconciliation of Level 3 fair value measurements of financial liabilities

		Derivative financial instruments 衍生金融工具 RMB'000 人民幣千元
1 January 2017	2017年1月1日	129,675
Total losses in profit or loss	損益內之虧損總額	329,855
Exchange difference	匯兌差額	(19,592)
<hr/>		
At 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	439,938
Total losses in profit or loss	損益內之虧損總額	1,189,505
Exchange difference	匯兌差額	153,409
Adjustment on partial conversion of 2016 Convertible Bond	部分兌換2016年可換股債券 之調整	(405,785)
Issuance of 2018 Convertible Bond	發行2018年可換股債券	201,815
<hr/>		
At 31 December 2018	於2018年12月31日	1,578,882

Total gains/losses in profit or loss are included in "change in fair value of derivative financial instruments" in the consolidated statement of profit or loss and other comprehensive income.

(iii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The directors of the Company consider that the carrying amounts of other financial assets and other financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

There is no transfer among Level 1, Level 2 and Level 3 during both years.

40. 金融工具(續)

(c) 金融工具之公允值計量(續)

(ii) 金融負債第3級公允值計量之對賬

損益內之收益/虧損總額計入綜合損益及其他全面收益表內之「衍生金融工具公允值變動」。

(iii) 並非按經常性基準(惟須作出公允值披露)以公允值計量之金融資產及金融負債之公允值

本公司董事認為於綜合財務報表按攤銷成本列賬之其他金融資產及其他金融負債之賬面值與其公允值相若。

於兩個年度內，第1級、第2級與第3級之間並無轉移。

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綜合財務報表附註

41. 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 flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

41. 融資活動產生之負債之對賬

下表詳列本集團融資活動之負債變動，包括現金及非現金變動。融資活動產生之負債乃指其現金流量及未來現金流量於本集團綜合現金流量表中分類為融資活動現金流量之負債。

		Loan from a related company 來自一間 關連公司貸款 RMB'000 人民幣千元 (note 22) (附註22)	Provisions for litigations 就訴訟之撥備 RMB'000 人民幣千元 (note 30) (附註30)	Bank and other borrowings 銀行及 其他借貸 RMB'000 人民幣千元 (note 31) (附註31)	Convertible bonds/ derivative financial instruments 可換股債券/ 衍生金融工具 RMB'000 人民幣千元 (note 32) (附註32)	Total 總計 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	-	235,000	617,547	851,045	1,703,592
Financing cash flows	融資現金流量	240,077	(235,000)	39,057	-	44,134
Decrease in amounts due to related companies	應付關連公司款項減少	(2,846)	-	-	-	(2,846)
Deemed capital contribution	視作注資	(80,436)	-	-	-	(80,436)
Transfer of interest payable to other borrowing for loan extension	轉撥應付利息至延期貸款之其他借貸	-	-	20,705	-	20,705
Settlement through other deposit (note 21 (c))	透過其他按金支付 (附註21(c))	-	-	(33,000)	-	(33,000)
Increase in interest payables	應付利息增加	-	-	(10,423)	-	(10,423)
Change in fair value of a convertible bond	可換股債券之公允值變動	-	-	-	(73,936)	(73,936)
Change in fair value of derivative financial instruments	衍生金融工具公允值變動	-	-	-	1,189,505	1,189,505
Adjustment on partial conversion of 2016 Convertible Bond	部分兌換2016年可換股債券之調整	-	-	-	(554,186)	(554,186)
Issuance of 2018 Convertible Bond	發行2018年可換股債券	-	-	-	408,426	408,426
Exchange difference	匯兌差額	549	-	-	179,174	179,723
Interest expenses recognised	已確認利息開支	7,119	-	51,366	93,974	152,459
At 31 December 2018	於2018年12月31日	164,463	-	685,252	2,094,002	2,943,717

Notes to the Consolidated Financial Statements 綜合財務報表附註

41. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Cont'd)

41. 融資活動產生之負債之對賬 (續)

		Provisions for litigations 就訴訟之撥備 RMB'000 人民幣千元 (note 30) (附註30)	Bank and other borrowings 銀行及 其他借貸 RMB'000 人民幣千元 (note 31) (附註31)	Convertible bond/ derivative financial instruments 可換股債券/ 衍生金融工具 RMB'000 人民幣千元 (note 32) (附註32)	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於2017年1月1日	653,843	715,000	494,961	1,863,804
Financing cash flows	融資現金流量	(45,000)	(143,319)	-	(188,319)
Reversal of provisions for litigations	就訴訟之撥備撥回	(289,240)	-	-	(289,240)
Settlement through a deposit paid	透過已付按金支付	(84,603)	-	-	(84,603)
Change in fair value of derivative financial instruments	衍生金融工具 公允值變動	-	-	329,855	329,855
Exchange difference	匯兌差額	-	-	(45,951)	(45,951)
Interest expenses recognised	已確認利息開支	-	45,866	72,180	118,046
At 31 December 2017	於2017年12月31日	235,000	617,547	851,045	1,703,592

42. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2018, the acquisition of the entire interest of Star Admiral and shareholder's loan owed by Star Admiral (note 18) were settled through issuing the 2018 Convertible Bond with a principal amount of HK\$297,000,000 (equivalent to approximately RMB257,475,000) and the 2018 Promissory Note with a principal amount of HK\$303,000,000 (equivalent to approximately RMB262,677,000).

During the year ended 31 December 2018, there were other borrowing of RMB33,000,000 and other payables of approximately RMB16,496,000, which were settled through the set off of the other deposits (note 21(c)).

During the year ended 31 December 2018, other borrowing with loan principal of approximately RMB172,547,000 was extended and the related interest payable of approximately RMB20,705,000 was refinanced as part of the loan principal and reclassified as other borrowing.

43. RETIREMENT BENEFITS SCHEMES

The Group provides defined contribution plans to its employees and executive officers in Macau, Hong Kong, the PRC and other jurisdictions.

Macau

Employees employed by the Group in Macau are members of government-managed Social Security Fund Scheme (the "SSF Scheme") operated by the Macau Government and the Group is required to pay a monthly fixed contribution to the SSF Scheme to fund the benefits.

Hong Kong

The Group operates Mandatory Provident Fund Schemes for all qualifying employees in Hong Kong. The assets of these schemes were held separately from those of the Group, in funds under the control of trustees. The cost charged to the profit or loss represented contributions payable to the funds by the Group at rates specified in the rules of the schemes.

The PRC

The Group contributes to the local municipal government retirement scheme for all qualifying employees in the PRC. The employers and its employees are each required to make contributions to the scheme at the rates specified in the scheme's rules. The only obligation of the Group with respect to the retirement scheme is to make the required contributions under the scheme.

42. 主要非現金交易

截至2018年12月31日止年度，收購星將之全部股權及星將結欠股東之貸款(附註18)透過發行本金額為297,000,000港元(相當於約人民幣257,475,000元)的2018年可換股債券及本金額為303,000,000港元(相當於約人民幣262,677,000元)的2018年承兌票據支付款項。

截至2018年12月31日止年度，其他借貸人民幣33,000,000元及其他應付款項約人民幣16,496,000元，乃透過抵銷其他按金(附註21(c))結算。

截至2018年12月31日止年度，貸款本金約人民幣172,547,000元之其他借貸獲延長及有關應付利息約人民幣20,705,000元已重新融資為貸款本金一部分並重新分類為其他借貸。

43. 退休福利計劃

本集團向其位於澳門、香港、中國及其他司法管轄區之僱員及行政人員提供界定供款計劃。

澳門

本集團的澳門僱員為澳門政府所管理及營運的社會保障基金計劃(「社保基金計劃」)成員，本集團須每月向社保基金計劃定額供款以撥付相關福利。

香港

本集團為其所有於香港之合資格僱員設立強積金計劃。該等計劃之資產乃由受託人控制之基金持有，與本集團之資產分開處理。自損益扣除之成本乃指本集團按計劃條例內列明之比率向基金支付之供款。

中國

本集團為所有中國合資格僱員向一項地方市政府退休計劃供款。僱主及僱員均須各自按計劃規則訂明的比率向計劃供款。本集團有關該退休計劃之唯一責任為根據計劃作出指定的供款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

44. 本公司之財務狀況表及儲備 變動

		As at 31 December 於 12 月 31 日	
		2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	11	19
Investments in subsidiaries (Note (a))	於附屬公司投資(附註(a))	1,277,602	889,613
		1,277,613	889,632
Current assets	流動資產		
Prepayment and deposits	預付款項及按金	32	132
Financial assets at FVTPL	按公允值計入損益之 金融資產	44,934	-
Bank balances and cash	銀行結餘及現金	15,112	34,567
		60,078	34,699
Current liabilities	流動負債		
Other payables	其他應付款項	6,328	5,810
Amounts due to subsidiaries	應付附屬公司款項	884,132	883,484
Amount due to a related company	應付一間關連公司款項	4,658	-
Derivative financial instruments	衍生金融工具	1,578,882	439,938
Convertible bond	可換股債券	-	411,107
Current tax liabilities	即期稅項負債	4,333	4,333
		2,478,333	1,744,672
Net current liabilities	流動負債淨值	(2,418,255)	(1,709,973)
Total assets less current liabilities	資產總值減流動負債	(1,140,642)	(820,341)
Non-current liabilities	非流動負債		
Amount due to a related company	應付一間關連公司款項	229,000	-
Loan from a related company	來自一間關連公司貸款	164,463	-
Convertible bonds	可換股債券	515,120	-
		908,583	-
Net liabilities	負債淨值	(2,049,225)	(820,341)
Capital and reserves	股本及儲備		
Share capital	股本	582,811	525,734
Reserves (Note (b))	儲備(附註(b))	(2,632,036)	(1,346,075)
Total deficit	虧絀總額	(2,049,225)	(820,341)

Notes to the Consolidated Financial Statements

綜合財務報表附註

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

a. INVESTMENTS IN SUBSIDIARIES

The following list contains only the particulars of subsidiaries which principally affected the results, assets and liabilities of the Group. To give details of other subsidiaries would in the opinion of the directors of the Company, result in particulars of excessive length.

44. 本公司之財務狀況表及儲備變動(續)

a. 於附屬公司投資

下表僅載列主要影響本集團業績、資產及負債的附屬公司的詳情。本公司董事認為，提供其他附屬公司詳情將導致有關詳情過於冗長。

Name of subsidiaries 附屬公司名稱	Place of establishment incorporation/ registration 註冊成立/ 登記地點	Place of operation 經營地點	Legal form 法定形式	Registered capital/issued and fully paid up share capital 註冊資金/ 已發行及 實繳股本	Attributable equity interest held by the Group 本集團持有之應佔股權				Principal activities 主要業務
					2018		2017		
					Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
					%	%	%	%	
Access Achievement Limited	The BVI	N/A	Limited liabilities company	US\$10,000	100	-	100	-	Investment holding 投資控股
	英屬維爾京群島	不適用	有限公司	10,000美元					
Star Admiral	The BVI	N/A	Limited liabilities company	US\$50,000	-	100	-	-	Investment holding 投資控股
星將	英屬維爾京群島	不適用	有限公司	50,000美元					
Sun Century Property	The PRC	The PRC	Wholly foreign owned enterprise	RMB299,000,000	-	100	-	100	Property development and property investment 物業開發及物業投資
太陽世紀地產	中國	中國	外商獨資企業	人民幣299,000,000元					
Shenzhen Zirui	The PRC	The PRC	Limited liabilities company	RMB21,000,000	-	100	-	100	Property development 物業開發
深圳紫瑞	中國	中國	有限公司	人民幣21,000,000元					
Shenzhen Sun Era Management Company Limited	The PRC	The PRC	Limited liabilities company	RMB1,000,000	-	100	-	100	Property management 物業管理
深圳市太陽時代管理有限公司	中國	中國	有限公司	人民幣1,000,000元					
Shenzhen Guang Long City Commercial Management Company Limited	The PRC	The PRC	Limited liabilities company	RMB1,000,000	-	100	-	100	Property management 物業管理
深圳市港隆城商業管理有限公司	中國	中國	有限公司	人民幣1,000,000元					

Notes to the Consolidated Financial Statements 綜合財務報表附註

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

a. INVESTMENTS IN SUBSIDIARIES (Cont'd)

44. 本公司之財務狀況表及儲備 變動(續)

a. 於附屬公司投資(續)

Name of subsidiaries 附屬公司名稱	Place of establishment incorporation/ registration 註冊成立/ 登記地點	Place of operation 經營地點	Legal form 法定形式	Registered capital/issued and fully paid up share capital 註冊資金/ 已發行及 實繳股本	Attributable equity interest held by the Group 本集團持有之應佔股權				Principal activities 主要業務
					2018		2017		
					Direct 直接 %	Indirect 間接 %	Direct 直接 %	Indirect 間接 %	
Chaohu Boshing Tourism Development Company Limited 巢湖寶昇旅遊開發有限公司	The PRC 中國	The PRC 中國	Wholly foreign owned enterprise 外商獨資企業	US\$7,000,000 7,000,000美元	-	100	-	100	Property development 物業開發
Fushun Sun Era Property Development Company Limited# 撫順太陽時代房地產開發 有限公司#	The PRC 中國	The PRC 中國	Limited liabilities company 有限公司	US\$23,000,000/ US\$20,700,000 23,000,000美元/ 20,700,000美元	-	90	-	90	Property development 物業開發
Sun Travel Ltd. 太陽旅遊有限公司	Macau 澳門	Macau 澳門	Limited liabilities company 有限公司	MOP1,500,000 1,500,000澳門幣	-	100	-	100	Travel agency service 旅遊代理服務
Suncity Group Management and Consultancy Limited 太陽城集團管理顧問有限公司	Macau 澳門	Macau 澳門	Limited liabilities company 有限公司	MOP25,000 25,000澳門幣	-	100	-	100	Hotel and integrated resort general consultancy service 酒店及綜合 度假村之一般 顧問服務

10% of the registered capital of the subsidiary was not paid-up by the non-controlling shareholder.

None of the subsidiaries had issued any debt securities at the end of both years.

非控股股東未繳清該附屬公司註冊股本的10%。

於兩個年度末，附屬公司概無發行任何債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

44. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Cont'd)

b. RESERVES

		Share premium	Share option reserve	Merger reserve	Capital reserve	Accumulated losses	Total
		股份溢價	購股權儲備	合併儲備	資本儲備	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017	於2017年1月1日	1,399,111	19,594	(752)	-	(2,822,293)	(1,404,340)
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	-	-	-	31,341	31,341
Exercise of share options	行使購股權	3,417	(925)	-	-	-	2,492
Recognition of share-based compensation benefits	確認以股份為基礎補償福利	-	24,432	-	-	-	24,432
Forfeiture of share options	沒收購股權	-	(7,341)	-	-	7,341	-
At 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	1,402,528	35,760	(752)	-	(2,783,611)	(1,346,075)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	(1,870,949)	(1,870,949)
Recognition of share-based compensation benefits	確認以股份為基礎補償福利	-	7,443	-	-	-	7,443
Forfeiture of share options	沒收購股權	-	(5,561)	-	-	5,561	-
Issue of shares upon partial conversion of convertible bond	兌換部分可換股債券後發行股份	497,109	-	-	-	-	497,109
Deemed capital contribution	視作注資	-	-	-	80,436	-	80,436
At 31 December 2018	於2018年12月31日	1,899,637	37,642	(752)	80,436	(4,648,999)	(2,632,036)

44. 本公司之財務狀況表及儲備變動(續)

b. 儲備

45. EVENT AFTER THE END OF THE REPORTING PERIOD

On 21 February 2019, a wholly owned subsidiary of the Company signed a non-legal binding memorandum of understanding with Paradise Co., Ltd. ("Paradise") in relation to a possible co-operation in Paradise's casino in Busan, Korea. Details of which are disclosed in the announcement of the Company dated 21 February 2019. The Group is still assessing the potential financial impact.

45. 報告期末後事項

於2019年2月21日，本公司一間全資附屬公司與Paradise Co., Ltd. (「Paradise」) 簽訂一份不具法律約束力的諒解備忘錄，內容有關就Paradise於韓國釜山之娛樂場之可能合作。詳情於本公司日期為2019年2月21日之公佈內披露。本集團仍在評估潛在財務影響。



SUNCITY GROUP HOLDINGS LIMITED
太陽城集團控股有限公司



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