



CHEUK NANG (HOLDINGS) LIMITED
卓能(集團)有限公司

Stock Code 股份代號: 131

ANNUAL
REPORT
2019 年報

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五年財務概要

Five Years' Financial Summary

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000	二零一七年 2017 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
收入	Revenue	<u>201,541</u>	<u>68,350</u>	<u>1,682,786</u>	<u>45,806</u>	<u>52,473</u>
本公司持有人應佔盈利	Profit attributable to the owners of the Company	<u>572,899</u>	606,619	440,660	315,348	241,028
股息	Dividends	<u>129,348</u>	115,908	90,435	66,233	63,313
每股盈利(港元)	Earnings per share (HK\$)	<u>0.99</u>	1.10	0.86	0.64	0.51
每股股息(港元)	Dividends per share (HK\$)	<u>0.22</u>	0.20	0.17	0.13	0.13
盈利派息比率(倍)	Dividend cover (time)	<u>4.50</u>	5.50	5.06	4.92	3.92
資產及負債	Assets and liabilities					
固定資產(附註(a))	Fixed assets (Note (a))	<u>7,698,535</u>	7,132,876	5,676,053	5,582,149	4,075,988
其他非流動資產	Other non-current assets	<u>187,652</u>	182,030	145,437	39,515	9,663
流動資產淨值	Net current assets	<u>402,637</u>	553,436	1,537,156	1,271,036	1,191,234
非流動負債	Non-current liabilities	<u>(1,459,115)</u>	(1,325,913)	(1,592,942)	(1,591,690)	(186,790)
資產淨值	Net assets	<u>6,829,709</u>	<u>6,542,429</u>	<u>5,765,704</u>	<u>5,301,010</u>	<u>5,090,095</u>
每股資產淨值(港元)	Net assets per share (HK\$)	<u>11.47</u>	<u>11.48</u>	<u>10.85</u>	<u>10.58</u>	<u>10.62</u>

附註：

Note:

(a) 固定資產包括投資物業、物業、機器及設備。

(a) Fixed assets include investment properties and property, plant and equipment.

股東週年大會通告 Notice of Annual General Meeting

茲通告本公司謹訂於二零一九年十一月十三日星期三下午三時假座香港灣仔港灣道18號中環廣場35樓舉行股東週年大會，商議下列事項：

- (一) 省覽截至二零一九年六月三十日止年度之賬目及董事會與核數師報告書；
- (二) 宣派末期股息；
- (三) 選舉董事及釐定其酬金；
- (四) 聘任核數師及釐定其酬金；
- (五) 特別事項考慮及酌情通過下列議案為普通決議案：

甲、「動議」：

- (i) 在下文第(iii)節之限制下，全面及無條件批准本公司董事會於有關期間行使本公司之一切權力，購回本公司股本中之股份；
- (ii) 上文第(i)節所批准之授權，可附加於本公司董事會獲得之其他任何授權，並將授權董事會於有關期間代表本公司進行由本公司以董事會全權決定之每股股份之價格購回本身之股份；
- (iii) 本公司根據上文第(i)節之批准獲授權購回之本公司股份面值總額，將不超過本公司已發行股本面值總額百分之十；及

NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, the 13 day of November 2019 at 3:00 p.m. for the following purposes:

- 1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 30 June, 2019;
- 2. To declare final dividend;
- 3. To elect Directors and fix their remuneration;
- 4. To appoint Auditors and fix their remuneration; and
- 5. As special business to consider and if thought fit, pass the following resolutions as Ordinary Resolutions:–

A. “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its own shares at a price per share determined by the Directors at their discretion;
- (iii) the aggregate nominal amount of the share capital of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue; and

股東週年大會通告

Notice of Annual General Meeting

(iv) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列三者之較早日期止之期間：

- (a) 通過本決議案之後所舉行之第一次股東週年大會結束時，該項授權將失效，除非在該大會通過普通決議案將本決議案之授權續期（不論有無附帶條件）；
- (b) 本公司根據法例而須舉行之下屆股東週年大會期限屆滿之日；及
- (c) 股東在股東週年大會上以普通決議案撤銷或更改本決議案。」

乙、「動議」：

- (i) 根據上文甲項普通決議案授權董事會購回本公司股份，全面及無條件授權董事會於有關期間內可行使本公司一切權力配發本公司新增股份，並可作出或行使此特權力之建議、協議及期權，而該等股份數目與購回股份之數目相同；

(iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.”

B. “THAT:

- (i) following any repurchase of shares in the capital of the Company pursuant to the authorisation conferred on the Directors under Ordinary Resolution A above, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot additional shares in the Company, and to make offers, agreements and options which might require the exercise of such power, equivalent to the number of shares so repurchased be and is hereby generally and unconditionally approved;

(ii) 上文第(i)節之批准，可附加於本公司董事會所獲得之任何其他授權，並將授權本公司董事會在有關期間作出或授予或須於有關期間以後行使上述權力之有關建議、協議及期權；及

(iii) 就本決議案而言：

「有關期間」指由本決議案通過之日至下列三者之較早日期止之期間：

- (a) 通過本決議案之後所舉行之第一次股東週年大會結束時，該項授權將失效，除非在該大會通過普通決議案將本決議案之授權續期（不論有無附帶條件）；
- (b) 本公司根據法例而須舉行之下屆股東週年大會期限屆滿之日；及
- (c) 股東在股東週年大會上以普通決議案撤銷或更改本決議案。」

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the company to allot or make offers, agreements and options to allot additional shares which might require the exercise of such power after the end of the Relevant Period; and

(iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.”

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Notice of Annual General Meeting

丙、「動議」：

- (i) 在下文第(iii)節之限制下，全面及無條件批准本公司根據公司條例第141條於有關期間內配發新增股份，並可作出或發出或須行使此等權力之有關建議、協議及期權；
- (ii) 上文第(i)節之批准可附加於本公司董事會所獲得之任何其他授權，並授權本公司董事會可在有關期間作出或授予或須於有關期間以後行使上述權力之有關建議、協議及期權；
- (iii) 本公司董事會依據上文第(i)節批准而配發或同意有條件或無條件配發之股本面值總額（因配售新股或因行使認股權證之認購權所發行者除外）不得超過本公司之發行股本面值總額百分之二十；及
- (iv) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列三者之較早日期止之期間：

- (a) 通過本決議案之後所舉行之第一次股東週年大會結束時，該項授權將失效，除非在該大會通過普通決議案將本決議案之授權續期（不論有無附帶條件）；

C. “THAT:

- (i) subject to paragraph (iii) below, pursuant to section 141 of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot additional shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a rights issue or on the exercise of the subscription rights under any warrants, shall not exceed the aggregate of 20 per cent of the aggregate amount of the issued share capital of the Company; and
- (iv) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;

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- (b) 本公司根據法例而須舉行之下屆股東週年大會期限屆滿之日；及
- (c) 股東在股東週年大會上以普通決議案撤銷或更改本決議案。
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.

「配售新股」指本公司董事會於訂定期間向股東名冊內於指定紀錄日期所載之股份持有人按其當時所持有股份比例配售新股之建議（惟本公司董事會可就零碎配額或就香港以外地域之法律或任何認可管制機構或證券交易所之規定而產生之任何限制或責任認為必須或權宜時取消若干股東在此方面之權利或作出其他安排）。

“Rights issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

承董事會命
公司秘書
何秀芬

By Order of the Board
Ho Sau Fun Connie
Company Secretary

香港，二零一九年九月二十六日

Hong Kong, 26 September 2019

註冊辦事處：

香港灣仔
港灣道18號
中環廣場
49樓4901室

Registered Office:

Suite 4901, 49/F
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

股東週年大會通告

Notice of Annual General Meeting

附註：

(一) 凡有權出席大會並於會上投票之股東，均有權委任一位或多位代表代其出席大會及於點票表決時代其投票。委任代表毋須為本公司之股東，但須親自出席以代表該股東。

(二) 如屬聯名股份持有人，則任何一位聯名持有人可親身或委派代表就該等股份出席大會及於會上投票，猶如彼為該等股份之唯一有權投票者，惟倘若超過一位聯名持有人出席任何大會，則只會接納排名首位之聯名持有人（不論親身或委派代表出席）之投票。就此而言，排名先後則按本公司股東登記冊中就有關聯名持有人之排名次序而定。

(三) 代表委任表格連同簽署人之授權書或其他授權文件（如有）或經由公證人簽署證明之授權書或其他授權文件副本，必須於大會或其任何續會指定舉行時間四十八小時前送交本公司之股份過戶登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖），方為有效。填妥及交回代表委任表格後，股東仍可依願親自出席大會或其任何續會並於會上投票。

(四) 本通告五甲項普通決議案目的為尋求股東批准一般授權以購回本公司股份。

(五) 就本通告五乙及五丙項普通決議案方面，董事會茲表明現時並無即時計劃發行本公司任何新股。為遵照上市規則，現要求股東批准一般授權。

Notes:

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.

2. Where there are joint registered holders of any shares, any one of such persons may attend and vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on it together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of it must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Ltd., at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

4. The purpose of Ordinary Resolution 5A of this Notice is to seek approval from shareholders for a general mandate to repurchase shares in the Company.

5. Concerning Ordinary Resolutions 5B and 5C of this Notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company; approval is being sought from members as a general mandate in compliance with the Listing Rules.

本人欣然向股東提呈卓能(集團)有限公司(「本公司」, 連同其附屬公司, 統稱「本集團」)截至二零一九年六月三十日止年度之業績。

業績及股息

本集團截至二零一九年六月三十日止年度錄得之綜合除稅後盈利為601,653,000港元(二零一八年: 611,607,000港元), 較去年減少1.7%。業績已詳列於綜合損益表中。

董事會現建議派發末期股息每股15.0港仙(二零一八年: 15.0港仙)予於二零一九年十一月二十一日在股東名冊內登記之股東, 連同已派發之中期股息每股7.5港仙(二零一八年: 7.5港仙), 本年度合共派發股息每股22.5港仙(二零一八年: 22.5港仙)與去年相同。

待股東於週年大會上批准後, 末期股息將於二零一九年十二月二十三日派發。

以股代息

本公司建議凡登記地址位於香港的股東可以選擇以股份代替現金股息。以股代息計劃詳情將於稍後寄予各股東。

I take pleasure to present to shareholders the report of Cheuk Nang (Holdings) Limited (the "Company", together with its subsidiaries, the "Group") for the year ended 30 June 2019.

RESULTS AND DIVIDEND

The consolidated profit after income tax of our Group for the year ended 30 June 2019 is HK\$601,653,000 (2018: HK\$611,607,000) representing an decrease of 1.7% comparing to last year. Details are set out in the consolidated statement of profit or loss.

The Directors resolved to recommend the payment of a final dividend of HK15.0 cents (2018: HK15.0 cents) per share payable to those shareholders whose names appeared in the register of members as at the close of business on 21 November 2019, which together with the interim dividend of HK7.5 cents (2018: HK7.5 cents) per share, makes a total distribution of HK22.5 cents (2018: HK22.5 cents) per share this year, same as last year.

After approval by the shareholders at the Annual General Meeting, the final dividend will be paid on 23 December 2019.

SCRIP DIVIDEND

The Company proposes that a scrip dividend election will be offered to shareholders with Hong Kong addresses. Details of the scrip dividend scheme will be announced later.

業務回顧及展望

香港物業

差餉(修訂)訂條例草案已於二零一九年九月十三日在憲報刊登，旨在對空置單位徵收額外差餉，以圖減低發展商持有的空置單位存貨。這些空置單位的額外差餉為該物業應課差餉租值的200%。此條例草案將於二零一九年十月舉行的立法會會議上進行一讀，二讀及三讀。鑒於香港目前的經濟情況香港地產建設商會及大多數發展商已提出反對意見，當此方案通過後對香港地產市道有一定影響。

本集團主要項目的總述如下：

1. 壹號九龍山頂·荃灣汀九寶豐臺8號

此住宅項目劃分為兩期。

第一期為一幢21層高大廈，提供49個住宅單位(包括6個複式單位)及39個停車位，單位實用面積由約1,075平方呎至2,095平方呎。十三個單位已售出而餘下單位大部份已租出，入伙紙已獲發出。

REVIEW OF OPERATIONS AND PROSPECTS

Hong Kong Properties

The Rating Amendment Bill was gazetted on 13 September 2019 to introduce special rates on those vacancy units in order to eliminate the holding of stocks by the developers. The amount of the special rates for those vacancy unit is 200% of the rateable value of the property. The Bill will be subject to first, second and third reading at the meeting of the Legislative Council to be held in October 2019. The Real Estate Developers Association of Hong Kong and most developers have voiced out their objection in view of the current economic condition of Hong Kong, the passing of this bill will certainly have impact on the Hong Kong property market.

The progress of our projects in Hong Kong are as follows:

1. One Kowloon Peak at No. 8 Po Fung Terrace, Ting Kau, Tsuen Wan

Residential project developed in two phases.

Phase 1 comprised of a block of 21-storey building with 49 residential units (including 6 duplex units) and 39 car parking spaces. The net floor area of the units ranged from 1,075 square feet to 2,095 square feet. 13 units has been sold and majority of other units are rented. The occupation permit has been issued.

業務回顧及展望 (續)

香港物業 (續)

1. 壹號九龍山頂·荃灣汀九寶豐臺8號 (續)

第二期包括會所、29個停車位及五幢三層高的花園別墅，別墅面積約由1,497平方呎至2,329平方呎，會所提供康樂設施及游泳池。入伙紙的申請於二零一八年初已遞交屋宇署，可是由於前承建商已進行清盤，部份結構及用料未能出示有關證書以作核實，屋宇署已界定了若干範圍需作出檢查，補救工作需將部份結構打開作實驗室檢驗，新的承建商正有效率地進行有關工程。

2. 趙苑二期·薄扶林域多利道192號

芝加哥大學提供行政工商管理課程於域多利道開幕，毗鄰本集團物業，因此趙苑的租賃需求將有所增加。

此住宅項目包括三座4層高低密度住宅大廈提供29個住宅單位，其中10個單位已經出售，餘下的可租售總建築樓面面積為51,483平方呎。住宅單位面積約由1,221平方呎至3,099平方呎。

租用率維持在70%，二期的其中三個單位在進行改良優化裝修工程後再推出市場。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

Hong Kong Properties (Continued)

1. One Kowloon Peak at No. 8 Po Fung Terrace, Ting Kau, Tsuen Wan (Continued)

Phase 2 comprised of clubhouse, 29 car parking spaces and five 3-storey garden villas. The net floor area of the villas ranged from approximately 1,497 square feet to 2,329 square feet. The clubhouse provides recreational facilities and swimming pool. Occupation Permit application has been submitted to the Buildings Department in early 2018. Unfortunately, due to the liquidation of the previous contractor, most of the documents and records relating to the structure and geotechnical information are not completed. We have put our best endeavor to prepare the missing documents including conducting various structural tests and concrete tests for submission to Buildings Department to resolve the problem.

2. Villa Cecil Phase II, 192 Victoria Road, Pokfulam

The University of Chicago Booth School of Business providing Executive MBA Program was opened in Victoria Road near our property, the leasing demand for Villa Cecil is expected to be increased.

Residential development comprised of three blocks of 4-storey low density residential building provides 29 residential units. Ten units have been sold and the total remaining marketable gross floor area is 51,483 square feet. The gross floor area of the apartments ranged from approximately 1,221 square feet to 3,099 square feet.

The occupancy rate maintained at 70%. Enhancement and upgrading work for three units in Phase 2 is in progress and will put to market after completion.

業務回顧及展望 (續)

香港物業 (續)

3. 趙苑三期，薄扶林域多利道216號

住宅項目包括兩座4層高的住宅大廈作出租用途。可售樓面總建築面積為97,000平方呎。第一座提供11個住宅單位及第二座提供32個住宅單位。單位面積由760平方呎至3,800平方呎。

第一座地下A單位的分拆工作仍在進行中。兩座樓宇的入住率達95%，為本集團帶來良好的租金收入。

4. 卓能山莊，山頂施勳道30號

住宅物業包括兩座每座三層高的豪華住宅別墅，分別為紫棠居及紫薇居。每座均擁有私人游泳池、花園、室內升降機及兩個停車位。

翻新裝修以提升兩座別墅的豪華質素已完工。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

Hong Kong Properties (Continued)

3. Villa Cecil Phase III, 216 Victoria Road, Pokfulam

Residential development comprised of two blocks of 4-storey building for rental purpose. The total marketable gross floor area is 97,000 square feet. Block 1 provides 11 residential units and Block 2 provides 32 units. The gross floor area of the apartments ranged from 760 square feet to 3,800 square feet.

The sub-division work of Unit A on the Ground Floor of Block 1 is still in progress. The occupancy rate of the two blocks has reached 95% which contributed good rental income to the Group.

4. Cheuk Nang Lookout, 30 Severn Road, The Peak

A residential premises comprised of two deluxe 3-storey residential villas, namely Villa Begonia and Villa Crocus. Each villa has its own private swimming pool, garden, internal lift and two car parking spaces.

The renovation of the two villas to enhance the quality is completed.

業務回顧及展望 (續)

香港物業 (續)

5. 新趙苑·長洲西堤路33號

住宅項目劃分為兩期，可售總樓面建築面積為約58,000平方呎。

第一期包括19座兩層高的住宅別墅，別墅面積由1,450平方呎至2,700平方呎。第二期包括四座兩層高的住宅別墅，別墅面積由2,000平方呎至12,000平方呎。康樂設施包括游泳池及園景花園。

第一期的入伙紙已獲發出，並已於二零一八年十一月推出租務市場，第一期超過90%已租出。

中國物業

美中貿易戰仍在持續，新一輪談判將在今年較後時間重新啟動。貿易戰其中一項重大的影響是今年第三季人民幣開始貶值。儘管全球經濟受到不確定因素的影響，但一線城市的物業交易量只略有下降，銷售價格連續45個月有輕微增長。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

Hong Kong Properties (Continued)

5. *New Villa Cecil, No. 33 Cheung Chau Sai Tai Road, Cheung Chau*

A residential project developed into 2 phases with total marketable gross floor area approximately 58,000 square feet.

Phase I comprised of 19 blocks of 2-storey residential villas. The floor area of the villas ranged from 1,450 square feet to 2,700 square feet. Phase II comprised of 4 blocks of 2-storey residential villas. The floor area of the villas ranged from approximately 2,000 square feet to 12,000 square feet. Recreational facilities including swimming pool and landscape garden are provided.

The Occupation Permit of Phase I already issued and marketing for rental has commenced in November of 2018 and over 90% of the villas in Phase 1 were leased out.

China Property

The US-China trade war is still on going and new round of negotiation will be re-opened in the later part of this year. One of the significant impacts of the trade war is the depreciation of Renminbi which started in the 3rd quarter of this year. Although the global economies is clouded with uncertainties, the transaction volume of properties in first tier cities has slightly decreased, the selling price has achieved slight increment for a consecutive of 45 months.

業務回顧及展望 (續)

中國物業 (續)

深圳

中央政府將深圳標籤為新的特別經濟區，欽點建設中國特色社會主義先行示範。北京在8月初公佈了一項詳細計劃，呼籲在深圳實施廣泛的改革，開創南部沿海城市在2025年成為創新、公共服務和環境保護方面的先導者。

根據大灣區發展規劃，深圳是四大核心城市之一。憑藉快速增長的經濟，深圳已準備好成為國際機構投資者的下一個門戶城市。它已經增加新的基礎設施，並強調大灣區城市將有更多的資本、業務和人員流動。

卓能雅苑

深圳龍華

所有單位的分層名稱登記已在深圳房地產登記中心的完成。新的銷售活動已經展開，過去6個月已售出142個單位，新的銷售交易金額已達人民幣7億元。

杭州

杭州不是中央政府限制出售和購買物業的城市之一，杭州的購買情緒仍然相對穩定及較活躍。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

China Property (Continued)

Shenzhen

The Central Government has labelled Shenzhen as a new special economic zone, and construct Shenzhen into a characteristic socialist demonstration city. Beijing has unveiled a detailed plan earlier in August, calling for wide-ranging reforms to be implemented in Shenzhen that will make the southern coastal city a leader in terms of innovation, public services and environmental protection by 2025.

Under the Greater Bay Area Outline Development Plan, Shenzhen is one of the four core cities. Leveraging a rapidly growing economy, Shenzhen is ready to become the next gateway city for international institutional investors. It has moved beyond new infrastructure and emphasizes greater flows of capital, business and people among Greater Bay Area cities.

Cheuk Nang Garden

Longhwa, Shenzhen

The registration for strata titles of all the units with the Shenzhen Real Estate Registration Center were completed. New sales campaign has commenced and 142 units have been sold over the past 6 months and the new sales transaction amount achieved is RMB700 million.

Hangzhou

Hangzhou is not one of the cities having restriction on sale and purchase of the properties imposed by the Central Government. The buying sentiment in Hangzhou remain stable and relatively active.

業務回顧及展望(續)

中國物業(續)

卓能•河畔軒

杭州餘杭區

該項目位於杭州餘杭區土地面積為38,983平方米(約419,613平方呎)，已批准建築面積為122,483平方米(約1,318,407平方呎)。計劃興建14座多層大廈提供849個住宅單位和22戶河邊特色花園別墅、780個停車位、會所、康樂設施及商舖。住宅單位面積由65平方米(700平方呎)至270平方米(2,906平方呎)。

整個項目的建築工程已完成。消防、供電、管道和排水的檢查已經通過。我們已向主要承建商廣廈建設集團有限責任公司就深圳及杭州項目的建造工程延誤展開法律訴訟要求賠償。

澳門物業

賀一誠先生最近當選為新任行政長官，並將於二零一九年十二月宣誓就職。作為大灣區的一部分，在中央政府的支持下，澳門經濟仍將穩步發展。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

China Property (Continued)

Cheuk Nang • Riverside

Yue Hang Qu, Hangzhou

The development comprised land area of 38,983 square metres (419,613 square feet). The total net floor area is 122,483 square metres (1,318,407 square feet) with 14 multi-storey buildings provides 849 residential units, 22 deluxe villas by the riverside, 780 car parking spaces, clubhouse, recreational facilities and shopping centre. The size of the residential units and villas ranged from 65 square metres (700 square feet) to 270 square metres (2,906 square feet).

The construction of the development is completed. The inspection of fire, electricity, plumbing and drainage are already passed. We have commenced our legal action against the main contractor 廣廈建設集團有限責任公司 regarding the delay in the construction works for both Shenzhen and Hangzhou projects and claim for damages.

Macau Property

A new Chief Executive Mr. Ho Lat-Seng was elected recently and will be sworn in December 2019. Being a part of the Greater China Bay and with the support of the Central Government's policy, the Macau economy remains to progress steadily.

業務回顧及展望 (續)

澳門物業 (續)

星光大路一號

路環石排灣

我方已向澳門政府提交了更改土地用途的土地契約申請，但到目前為止，仍在等候批出土地租賃合約的草案及應付補地價金額。我們已指示律師密切向新任政府班子跟進以加快進度。

第一階段的地盤挖掘工作圖則已獲得批准，由於需待新土地契約刊登憲報，尚未獲發出開工同意書。

馬來西亞物業

受國內需求強勁和商品價格反彈的推動，馬來西亞經濟增長在二零一九年第二季度略有好轉。美中貿易戰會為增長帶來一些壓力。

第一期「Parkview」

吉隆坡第57段第1359號地段

該項目為一幢已建成之41層高的住宅大廈提供417個住宅單位及163個停車位，已批准建築面積共325,626平方呎，大部份單位已售出。餘下27個未出售的單位現正營運為一服務式住宅，空置單位的翻新工程現已展開，將會分階段完成，其餘單位已大部份租出。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

Macau Property (Continued)

Golden Cotai No. 1

Estrada de Seac Pai Van, Coloane

Application for change of land use was submitted to the Direccção dos Serviços de Solos, Obras Públicas e Transportes (“DSSOPT”) and is still waiting for issuance of the draft change of land use contract and payment of land premium. We have instructed our lawyer to follow up with the relevant authorities under the new elected government to speed up the progress.

The Stage 1 site formation excavation work was approved. Due to the impending gazettal of the new land lease, the consent to commence the work has not been issued.

Malaysia Property

Malaysia's economic growth has shown slightly better progress in the second quarter of 2019, spurred by stronger domestic demand and a rebound in commodity prices. The US-China trade war may create some momentum to the growth.

Phase I “Parkview”

Lot 1359, Section 57, Lorong Perak, Kuala Lumpur

The development is a ready built 41-storey residential building providing 417 residential units and 163 car parking spaces. The total gross floor area is 325,626 square feet. Most units have already been sold. The remaining 27 unsold units are operated as serviced apartments. Renovation of the vacant serviced apartments has been commenced and will be completed in stages. Most of the remainders are rented out.

業務回顧及展望 (續)

馬來西亞物業 (續)

第二期「Cecil Central Residence」

吉隆坡第57段第11385號及第11386號地段

該項目現包括四座住宅大廈，已批准建築面積共1,708,648平方呎，主裙樓已完成至5樓。修訂後的建築圖則已獲得批准且獲得了修訂後的發展令(Development Order)。我們將繼續與政府談判，期望獲得最佳的發展潛力。

投資債券及股票市場

於二零一九年六月三十日，在債券市場的總投資為173,548,000港元，年內已購入的債券總額為0港元而已出售的債券總額為0港元。於二零一九年六月三十日，投資香港證券的市值為7,938,000港元。年內已出售的股票證券總額為162,000港元而已購入的股票證券總額為1,530,000港元。

REVIEW OF OPERATIONS AND PROSPECTS (Continued)

Malaysia Property (Continued)

Phase II "Cecil Central Residence"

Lot 11385 and 11386, Section 57, Lorong Perak, Kuala Lumpur

The development currently comprised of 4 blocks of residential condominium with total approved gross floor area is 1,708,648 square feet. The main podium is completed upto Level 5. The revised building plan was approved and the amended Development Order was received. We will continue to negotiate with the government to obtain the best development potential.

INVESTMENT IN BONDS AND STOCK

Our total investment in Bonds market as at 30 June 2019 is HK\$173,548,000. A total of HK\$Nil was purchased and HK\$Nil was sold during the year. The market price of our investment in the Hong Kong stocks as at 30 June 2019 is HK\$7,938,000. During the year, a total of HK\$162,000 stock was sold and HK\$1,530,000 stock was purchased.

展望

香港行政長官提出的「逃犯引渡條例草案」，被激進份子劫持了這項法案並用它來傳播香港人的恐懼，並從二零一九年六月開始示威破壞香港。在撰寫本文時，示威仍在繼續，加上持續的美中貿易戰已經開始對香港經濟，尤其是旅遊業和飲食業，構成極大負面的影響。

香港經濟面臨威脅，雖然面臨下滑，房地產市場住宅物業的需求仍然較強，這反映在近期推出市場的住宅物業中。

我們在大陸的投資有較佳業績，對未來集團的收益有所貢獻。

董事及員工

我們感謝董事和員工在這一年中的貢獻。由於在中國的發展運營，我們的員工團隊成員人數增幅較大。

OUTLOOK

The Extradition Bill as proposed by the Chief Executive of Hong Kong was hijacked by the radical protesters and used it to spread fear among the people of Hong Kong and developed a propaganda to undermine the Hong Kong starting from June 2019. The propaganda is still going on at the time of writing, its impact together with the continued US-China trade war already has tremendous negative impact on the Hong Kong's economy especially the tourism and catering sectors.

The Hong Kong economy is facing threaten, the demand for residential properties remain relatively strong as reflected in the residential properties introduced to the market recently.

Our investment in the mainland has better performance and will contribute to our future earnings.

DIRECTORS AND STAFF

The dedication of our directors and staff during the year are much appreciated. Due to the operation in China, member of our staff team are substantially increased.

承董事會命
趙世曾
執行主席

By order of the Board
CECIL CHAO
Executive Chairman

香港，二零一九年九月二十六日

Hong Kong, 26 September 2019

董事及高層管理人員簡介

董事

趙世曾－執行主席

趙博士，現年83歲，為本集團的創辦人及從一九八八年起為本集團執行主席。趙博士畢業於英國Durham大學，獲建築師榮譽學士銜，其後從事地產、投資、財務及建築行業達50年，他亦曾在政府屋宇署及建築部門工作及連任香港地產建設商會董事達30年。他乃香港註冊建築師及英國皇家建築師學會會員及美國摩利臣大學榮譽博士銜。趙博士也榮獲二零零四年之世界傑出華人獎及由二零一六年東盟傑出企業大獎頒發的終身成就獎，趙博士在二零一六年獲委任為亞太富豪俱樂部工商諮詢理事會名譽主席顧問。趙博士亦為欣然有限公司及世灝證券有限公司之主席及實益擁有人，該公司乃本集團控股股東。

林家威

林先生，51歲，為本公司之獨立非執行董事。林先生畢業於英國修咸頓大學，持有會計及統計學學士學位。彼為香港會計師公會會員及美國會計師協會會員。林家威先生現為一間投資銀行之董事總經理，於投資銀行方面擁有超過二十年經驗，於會計及審核方面亦擁有超過三年經驗。

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

CHAO Sze-Tsung Cecil – Executive Chairman

Dr. Chao, aged 83, is the founder and Executive Chairman of the Group since 1988. Dr. Chao obtained a Bachelor of architecture degree, with honours, from The University of Durham, England and subsequently worked in the field of property, investment, finance and architectural design for over fifty years. He has also worked for Hong Kong Government Building Department and Architectural Office and elected as director of Hong Kong Real Estate Developers' Association for consecutive 30 years. He is a Hong Kong registered architect and a member of the Royal Institute of British Architect and has obtained Honorary Doctor Degree (Ph. D.) from the U.S. Morrison University. Dr. Chao is also awarded 2004's World Outstanding Chinese and Lifetime Achievement Award given by the ASEAN Outstanding Business Award 2016. Dr. Chao is appointed as the Honorary Advisory Chairman of the Business Advisory Councils of Asia Pacific Platinum Business Club. Dr. Chao is the Chairman and beneficial owner of Yan Yin Company Limited and Szehope Securities Company Limited which are the controlling shareholders of the Group.

LAM Ka Wai, Graham

Mr. Lam, aged 51, is the independent non-executive director of the Company. Mr. Lam graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. He is a member of Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Lam is currently the Managing Director of an investment bank and has over 20 years experience in investment banking as well as over 3 years experience in accounting and auditing.

董事及高層管理人員簡介

Profiles of Directors and Senior Management

此外，林先生亦曾於2008年3月25日至2017年9月7日期間於南南資源實業有限公司(股份代號：1229)、2007年9月14日至2014年4月11日期間於中國富強金融集團有限公司(股份代號：290)、2005年10月1日至2011年12月12日期間於實力建業集團有限公司(股份代號：519)、2008年10月3日至2013年3月19日期間於東方明珠石油有限公司(股份代號：632)、2012年4月23日至2013年3月22日期間於金山能源集團有限公司(股份代號：663)、2010年1月4日至2012年5月24日期間於滙盈控股有限公司(股份代號：821)、2011年6月14日至2014年4月15日期間於中滔環保集團有限公司(股份代號：1363)、2008年1月29日至2010年10月5日期間於直真科技有限公司(現稱中國創聯教育集團有限公司，股份代號：2371)、2010年11月17日至2011年5月16日期間於皓文控股有限公司(股份代號：8019)、2011年3月24日至2014年4月16日期間於和滙集團有限公司(現稱環球大通集團有限公司，股份代號：8063)、2008年12月22日至2012年4月27日期間於中國鐵路貨運有限公司(現稱華人策略控股有限公司，股份代號：8089)及2009年8月5日至2011年1月24日期間於財華社集團有限公司(股份代號：8317)擔任以上聯交所上市公司之獨立非執行董事。

In addition, Mr. Lam was the independent non-executive director of Nan Nan Resources Enterprise Limited (stock code: 1229) from 25 March 2008 to 7 September 2017, China Fortune Financial Group Limited (stock code: 290) from 14 September 2007 to 11 April 2014, Applied Development Holdings Limited (stock code: 519) from 1 October 2005 to 12 December 2011, Pearl Oriental Oil Limited (stock code: 632) from 3 October 2008 to 19 March 2013, King Stone Energy Group Limited (stock code: 663) from 23 April 2012 to 22 March 2013, Value Convergence Holdings Limited (stock code: 821) from 4 January 2010 to 24 May 2012, CT Environmental Group Limited (stock code: 1363) from 14 June 2011 to 15 April 2014, ZZNode Technologies Company Limited (now known as China Chuanglian Education Group Limited, stock code: 2371) from 29 January 2008 to 5 October 2010, Hao Wen Holdings Limited (stock code: 8019) from 17 November 2010 to 16 May 2011, Well Way Group Limited (now known as Global Mastermind Holdings Limited, stock code: 8063) from 24 March 2011 to 16 April 2014, China Railway Logistics Limited (now known as Chinese Strategic Holdings Limited, stock code: 8089) from 22 December 2008 to 27 April 2012 and Finet Group Limited (stock code: 8317) from 5 August 2009 to 24 January 2011, companies listed on The Stock Exchange of Hong Kong Limited.

孫秉樞

孫博士，MBE, JP, 現年94歲，為新達有限公司集團之主席，彼亦為在香港聯合交易所有限公司（「聯交所」）主板上市之東方錶行集團有限公司及National Electronics Holdings Limited之獨立非執行董事。孫博士於一九六七年至一九八五年期間先後出任太平洋行有限公司及英之傑（香港）有限公司之副主席及董事。彼具有逾60年推廣、分銷及製造手錶之經驗，及逾30年經銷及分銷消費品及電子產品經驗。彼自一九七九年開拓中國貿易業務，并一直活躍於中國貿易與製造之發展。

孫博士曾擔任多個志願社團服務及慈善機構之主席。包括東華三院、公益金及香港童軍總會等。

丁午壽

丁先生，SBS，太平紳士，現年77歲，為開達集團有限公司（股份代號：180）之主席及董事總經理。彼亦自二零零三年起出任會德豐有限公司（股份代號：20）的獨立非執行董事。丁先生現為香港工業總會、香港中華廠商聯合會及香港玩具廠商會有限公司名譽會長以及香港塑膠業廠商會永遠名譽會長。

丁先生亦為多間其他貿易機構及公共事務委員會的委員，如香港總商會會員及香港科技大學顧問委員會永遠名譽委員。

SUN Ping Hsu Samson

Dr. Sun, M.B.E., J.P., aged 94, is currently the Chairman of the Sun International Group of Companies. He is also holding independent non-executive directorship in two other companies listed on the Main Board of The Stock Exchange of Hong Kong Limited, namely Oriental Watch Holdings Limited and National Electronics Holdings Limited. He was the Deputy Chairman and a Director of Inchcape Hong Kong Ltd. and its predecessor Gilman & Co. Ltd. from 1967 to his retirement in 1985. Dr. Sun has over 60 years experience in marketing, distribution and manufacturing of wrist watches, and over 30 years in marketing and distribution of consumer products and electronic goods. He has been a pioneer in developing trade with China since 1979, and continued to be active in both trading and manufacturing in China.

Dr. Sun has a long service record in leader's capacity in many voluntary community services and charitable organizations, including Tung Wah Group of Hospitals, the Community Chest and Scout Association of Hong Kong.

TING Woo Shou Kenneth

Mr. Ting, SBS, JP, aged 77, is a Chairman and Managing Director of Kader Holdings Company Limited (Stock Code: 180). He is also an Independent Non-executive Director of Wheelock and Company Limited (Stock Code: 20) since 2003. Mr. Ting currently serves as the Honorary President of Federation of Hong Kong Industries, The Chinese Manufacturers' Association of Hong Kong and The Toys Manufacturers' Association of Hong Kong Limited, and the Honorary Life President of the Hong Kong Plastics Manufacturers' Association Limited.

Mr. Ting also serves as a member of a number of other trade organizations and public committees such as The Hong Kong General Chamber of Commerce. He is a Life Honorary Court Member of The Hong Kong University of Science and Technology Court.

董事及高層管理人員簡介

Profiles of Directors and Senior Management

李鼎堯

李先生，現年57歲，現為Chee Yen Investment Company (PTC) Limited 董事總經理，並為多間香港及海外公司之董事。李先生於一九八四年獲取日本東京上智大學商業管理及經濟學士學位，李先生在日本的Kyocera Corporation 開展其事業。在一九八七年，他回到香港，建立了一個攝影及數碼影像照明製造業務其產品遍佈國際。作為富有35年製造、地產發展及物業投資經驗的人，李先生擁有發展國際分銷網絡豐富知識及對香港及日本房地產有豐富認識。

LEE Ding Yue Joseph

Mr. Lee, aged 57, is currently the Managing Director of Chee Yen Investment Company (PTC) Limited and holds many directorships with companies in Hong Kong and overseas. He earned his Bachelor degree in Business Management & Economics from Sophia University Tokyo in 1984. Mr. Lee started his career working for Kyocera Corporation in Japan specialising in manufacturing semiconductor packages. In 1987 he returned to Hong Kong to establish a photographic and digital imaging lighting manufacturing business distributing his products internationally. A manufacturing, property development, and property investment veteran with 35 years of experience, Mr. Lee possesses a sound knowledge in manufacturing, a sound knowledge in developing distribution network internationally, and a sound knowledge in real estate businesses in Hong Kong and Japan.

翁峻傑

翁先生，現年61歲，於二零零五年六月加盟本集團，翁先生在會計行業及任職於上市地產發展商工作已有超過20年之經驗。翁先生現為香港會計師公會之註冊會計師、英國特許會計師公會資深會員及持有工商管理碩士學位。翁先生在本公司及其附屬公司也有擔任董事一職。

YUNG, Philip

Mr. Yung, aged 61, has joined our Group since June, 2005. Mr. Yung has more than 20 years experience in the Accounting industry and Listed Property Developers in Hong Kong. Mr. Yung is currently a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a Fellow Member of The Association of Chartered Certified Accountants in the United Kingdom and holding a Master Degree in Business Administration. Mr. Yung is also a director of the subsidiaries of the Company

何秀芬

何小姐，現年52歲，於一九九六委任為本公司之董事。何小姐乃香港公司秘書公會及英國特許秘書及行政人員公會之會員，一向從事公司秘書工作並有三十年以上之經驗。何小姐在本公司及其附屬公司也有擔任董事一職。

HO Sau-Fun Connie

Miss Ho, aged 52, was appointed as a Director of the Company since 1996. She is an associate member of The Hong Kong Institute of Chartered Secretaries and of The Institute of Chartered Secretaries and Administrators of U.K. She has been working in the company secretarial field for over 30 years. Miss Ho is also a director of the subsidiaries of the Company.

趙式浩

趙先生，現年36歲，為本公司執行主席及控股股東趙世曾博士之長子及本公司執行董事趙式芝小姐之弟弟。趙先生持有房地產碩士學位及工商管理學士學位。趙先生於二零零六年一月加盟本集團為行政經理並於二零零六年成為本公司董事。趙先生現為廣西省北海市政協委員、香港中華總商會會員、遼寧省青年聯合會常務委員。

CHAO, Howard

Mr. Chao, aged 36, is the elder son of Dr. Cecil Chao, the Group Executive Chairman and the controlling shareholder of the Company and is the brother of Miss Gigi Chao, the Executive Director of the Company. Mr. Chao hold degrees of Master of Science in Real Estate and Bachelor of Arts in Business Management. Mr. Chao has joined the Group as Executive Manager since January, 2006 and Executive Director of the Company since 1 December 2006. He is a member of the Chinese People's Political Consultative Conference of Beihai, Guangxi, The Chinese General Chamber of Commerce, and the Liaoning Youth Federation.

董事及高層管理人員簡介

Profiles of Directors and Senior Management

趙式芝

趙小姐，現年40歲，為集團執行主席及本公司控股股東趙世曾博士之長女及本集團執行董事趙式浩先生之姐姐。彼畢業於英格蘭曼徹斯特大學曼徹斯特建築學院，並持有建築學榮譽學士學位。此後，他曾與英國知名建築師及城市設計師Terry Farrell爵士於倫敦及香港共職，當中他曾參與九龍站及荃灣站等項目，並參加多項中國內地著名具標誌性建築物之設計大賽。除擁有建築及建造方面之背景外，彼於工作初期在香港及中國之營銷及零售服務之管理及服務方面累積豐富經驗，於此期間，他曾處理之主要客戶包括勞力士、愛彼錶、香港賽馬會及勃朗峰。在二零一七年，她還在倫敦大學國際課程中獲得榮譽學士學位。趙小姐於二零一一年正式加盟本集團為高級項目經理，其後晉升成為本公司董事。

趙小姐熱衷於慈善公益活動，並定期向慈善機構作出貢獻。彼為於香港註冊之相信愛基金之創辦人，該慈善組織鼓勵志願服務、透過獎學金及資源分配支持扶貧及為貧困青年提供情緒支援。透過相信愛基金，她也是聯合國開發計劃署私人部門顧問，負責亞洲的LGBTI。作為一名飛行愛好者，他是香港飛行總會前任總裁及香港航空青年團之榮譽飛行專業中尉。

CHAO, Gigi

Ms. Chao, aged 40, is the eldest daughter of Dr. Cecil Chao, the Group Executive Chairman and the controlling shareholder of the company, and sister of Mr. Howard Chao, Non-Executive Director of the company. She graduated from the University of Manchester, Manchester school of Architecture, England with a Bachelor of Arts in Architecture with Honours. Subsequently, she worked with prominent British Architect and Urban Designer Sir Terry Farrell in London and Hong Kong where she participated in projects such as Kowloon Station, Tsuen Wan West Station, and various design competition submissions for prominent iconic buildings in mainland China. Besides a background in architecture and construction, her multi-faceted experience in management and service was acquired from an early career in marketing and retail services in Hong Kong and China, during which she handled key accounts such as Rolex, Audemars Piquet, Hong Kong Jockey Club, Mont Blanc, inter alia. In 2017, she also completed her LLB with Honours at the University of London International Programmes. From early years as a summer intern at various regional offices since a young age, Ms. Chao officially joined the group in 2011 as Senior Project Manager and was later promoted to Executive Director.

Ms. Chao has always been a passionate member of the community and regularly contributes her time to charitable organisations. She is the founder of Hong Kong registered charity Faith in Love Foundation, which encourages volunteerism and alleviation of poverty through scholarships, resource distribution, and emotional support for underprivileged youth. Through Faith in Love, she is also a specialist private sector advisor for the United Nations Development Programme Being LGBTI in Asia. An enthusiastic aviator, Gigi is Past President of the Hong Kong Aviation Club and Honorary Specialist Flight Lieutenant of the Hong Kong Air Cadets Corp.

董事會

執行董事

趙世曾 (主席)
趙式芝 (副主席)
翁峻傑
何秀芬

非執行董事

趙式浩
李鼎堯

獨立非執行董事

孫秉樞
丁午壽
林家威

審核委員會

林家威 (主席)
孫秉樞
李鼎堯

薪酬委員會

孫秉樞 (主席)
趙世曾
林家威

提名委員會

趙世曾 (主席)
孫秉樞
丁午壽

公司秘書

何秀芬

BOARD OF DIRECTORS

Executive Directors

CHAO Sze Tsung Cecil (*Chairman*)
CHAO Gigi (*Vice Chairman*)
YUNG Philip
HO Sau Fun Connie

Non-Executive Directors

CHAO Howard
LEE Ding Yue Joseph

Independent Non-Executive Directors

SUN Ping Hsu Samson
TING Woo Shou, Kenneth
LAM Ka Wai Graham

AUDIT COMMITTEE

LAM Ka Wai Graham (*Chairman*)
SUN Ping Hsu Samson
LEE Ding Yue Joseph

REMUNERATION COMMITTEE

SUN Ping Hsu Samson (*Chairman*)
CHAO Sze Tsung Cecil
LAM Ka Wai Graham

NOMINATION COMMITTEE

CHAO Sze Tsung Cecil (*Chairman*)
SUN Ping Hsu Samson
TING Woo Shou Kenneth

COMPANY SECRETARY

HO Sau Fun Connie

組織資料 Corporate Information

註冊辦事處

香港灣仔
港灣道18號
中環廣場
49樓4901室

核數師

致同(香港)會計師事務所有限公司
香港執業會計師

往來銀行

香港

渣打銀行(香港)有限公司
東亞銀行有限公司
恆生銀行有限公司
南洋商業銀行
交通銀行股份有限公司香港分行
星展銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
中國銀行(香港)有限公司

海外

豐隆銀行有限公司

律師

張葉司徒陳律師事務所
何葉律師行
胡關李羅律師行

股份過戶登記處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心46樓

證券交易所

香港聯合交易所有限公司

REGISTERED OFFICE

Suite 4901, 49th Floor
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

AUDITORS

Grant Thornton Hong Kong Limited
Certified Public Accountants

BANKERS

Hong Kong

Standard Chartered Bank (Hong Kong) Limited
The Bank of East Asia, Limited
Hang Seng Bank Limited
Nanyang Commercial Bank Limited
The Bank of Communications, Limited Hong Kong Branch
DBS Bank (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
Bank of China (Hong Kong) Limited

Overseas

Hong Leong Bank Berhad

SOLICITORS

Vincent T.K. Cheung, Yap & Co.
Ho & Ip Solicitors
Woo Kwan Lee & Lo

SHARE REGISTRARS & TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

LISTING EXCHANGE

The Stock Exchange of Hong Kong Limited

財務回顧

業績摘要

截至二零一九年六月三十日止年度（「本年度」）的營業額為201,541,000港元（截至二零一八年六月三十日止年度：68,350,000港元），較去年同期增加194.9%，主要由於年內出售深圳及香港物業收入共139,951,000港元。

在物業租賃方面，本年度的租金收入較二零一八年同期增加31.0%，達55,975,000港元（二零一八年：42,727,000港元）。

本年度的毛利為146,206,000港元，較去年同期增加227.7%。

其他收入較去年減少23.5%至37,944,000港元，本年度的其他收入主要來自股息收入、利息收入、出售按公允價值計入損益之金融資產獲利及出售投資物業獲利。按公允價值計入損益之金融資產公允價值減少558,000港元（二零一八年：773,000港元）。投資物業公允價值增加683,397,000港元（二零一八年：1,131,543,000港元）。行政開支較去年同期減少52.3%至68,854,000港元。財務成本較去年同期減少5.7%至30,004,000港元。減少主要由於年內發展中待售物業利息資本化增加所致。所得稅減少至166,478,000港元（二零一八年：437,145,000港元）主要是由於年內出售深圳物業引致的土地增值稅及利得稅所致。

FINANCIAL REVIEW

Financial Highlights

Revenue for the year ended 30 June 2019 (the "Year") amounted to HK\$201,541,000 (Year ended 30 June 2018: HK\$68,350,000), a 194.9% increase as compared with last year. It was mainly due to properties sold in Shenzhen and Hong Kong total amounted to HK\$139,951,000 during year.

For property leasing, the Year recorded an increase of 31.0% in rental income as compared with the corresponding year in 2018, amounting HK\$55,975,000 (2018: HK\$42,727,000).

Gross profit for the Year amounted to HK\$146,206,000, a 227.7% increase as compared with last year.

Other income recorded a decrease of 23.5% to HK\$37,944,000 when compared with last year. The other income for the Year were mainly attributed to dividend income, interest income, gain on disposal of financial assets at fair value through profit or loss and gain on disposal of investment properties. Decrease in fair value of financial assets at fair value through profit or loss amounted to HK\$558,000 (2018: HK\$773,000). Increase in fair value of investment properties amounted to HK\$683,397,000 (2018: HK\$1,131,543,000). Administrative expenses decreased by 52.3% to HK\$68,854,000 as compared with last year. Finance costs decreased by 5.7% to HK\$30,004,000 as compared with last year. The decrease was mainly due to increase in interest capitalized into properties under development for sale during year. Income tax expenses decreased to HK\$166,478,000 (2018: HK\$437,145,000) which was mainly due to land appreciation tax and profit tax in China arisen from sale of properties in Shenzhen during last year.

管理討論及分析 Management Discussion and Analysis

本年度本公司權益持有人應佔權益為572,899,000港元(二零一八年: 606,619,000港元)。每股基本盈利為0.99港元(二零一八年: 1.10港元), 已攤薄的每股盈利為0.99港元(二零一八年: 1.10港元)。

建議派發末期股息每股15.0港仙(二零一八年: 15.0港仙)。連同中期股息每股7.5港仙(二零一八年: 7.5港仙), 截至二零一九年六月三十日止年度共派發股息22.5港仙(二零一八年: 22.5港仙)。就建議之末期股息, 股東可選擇以股代息。

本公司持有人應佔權益

於二零一九年六月三十日, 權益持有人應佔本集團之權益總額約為6,638,727,000港元(二零一八年六月三十日: 6,380,201,000港元), 較二零一八年六月三十日增加258,526,000港元或4.1%。根據二零一九年六月三十日的已發行普通股總數595,634,100股(二零一八年: 569,710,858股)計算, 權益持有人應佔的每股權益為11.15港元, 較二零一八年六月三十日11.20港元下跌0.4%。本公司權益持有人應佔的每股權益下跌主要因投資物業公允價值上升, 但被年內本集團增加的普通股數目所抵銷。

除現有項目及年報中所披露者外, 本集團並無重大投資或購買資本資產的未來計劃。

Profit attributable to owners of the Company for the Year was HK\$572,899,000 (2018: HK\$606,619,000). Basic earnings per share was HK\$0.99 (2018: HK\$1.10) and fully diluted earnings per share was HK\$0.99 (2018: HK\$1.10).

A final dividend of HK15.0 cents (2018: HK15.0 cents) was proposed together with the interim dividend of HK7.5 cents (2018: HK7.5 cents) a total of HK22.5 cents for the year ended 30 June 2019 (2018: HK22.5 cents). Scrip dividend alternative was offered to shareholders in respect of proposed final dividend.

Total Equity Attributable To The Owners Of The Company

As at 30 June 2019, the Group's total equity attributable to the owners of the Company amounted to approximately HK\$6,638,727,000 (30 June 2018: HK\$6,380,201,000), an increase of HK\$258,526,000 or 4.1% when compared with 30 June 2018. With the total number of ordinary shares in issue of 595,634,100 as at 30 June 2019 (2018: 569,710,858 shares), the total equity attributable to the owners of the Company per share was HK\$11.15, representing a decrease of 0.4% compared to HK\$11.20 as at 30 June 2018. The decrease in total equity attributable to owners of the Company per share was mainly attributable to increase in fair value of investment properties but offset by increase in number of ordinary shares during the Year.

Other than the existing projects and those disclosed in the annual report, the Group did not have any confirmed future plans for material investment or acquiring capital assets.

投資按公允價值計入損益之金融資產

於二零一九年六月三十日，投資上市證券、債券及結構性存款的公允價值分別為7,938,000港元、173,548,000港元及242,279,000港元，已分類為按公允價值計入損益及按公允價值計入其他全面收益之金融資產。年內，整個投資組合因淨購入243,808,000港元，上市證券公允價值虧損558,000港元及債券之公允價值獲利5,419,000港元而有所增加。投資上市證券於二零一九年六月三十日佔總資產的4.0%（二零一八年：1.7%），成為本集團現金管理活動的一部份。

股本權益

於二零一九年六月三十日及二零一八年六月三十日的已發行普通股數目分別為595,634,100股及569,710,858股。

債務及資本與負債比率

於二零一九年六月三十日，本集團的銀行及其他借貸為1,332,977,000港元（二零一八年：1,342,081,000港元）。現金及銀行結存為595,454,000港元（二零一八年：724,022,000港元），借貸淨值為737,523,000港元（二零一八年：618,059,000港元）。

總債務及股本權益比率為20.1%（二零一八年六月三十日：21.0%）而淨債務與股本權益比率為11.1%（二零一八年六月三十日：9.7%）。

Investment In Financial Assets At Fair Value Through Profit Or Loss

As at 30 June 2019, the fair value of investment in listed securities, Bonds and structured deposit amounted to HK\$7,938,000, HK\$173,548,000 and HK\$242,279,000 respectively were classified as the financial assets at fair value through profit or loss and at fair value through other comprehensive income. During the Year, the portfolio was increased by a net acquisition of HK\$243,808,000, loss on fair value of HK\$558,000 of listed securities and gain on fair value of HK\$5,419,000 of Bonds. The investment in listed securities as at 30 June 2019 represented 4.0% (2018: 1.7%) of the total assets, which formed part of the Group's cash management activities.

Equity

The number of issued ordinary shares as at 30 June 2019 and 30 June 2018 were 595,634,100 and 569,710,858 respectively.

Debts And Gearing

As at 30 June 2019, the Group's bank and other borrowings amounted to HK\$1,332,977,000 (2018: HK\$1,342,081,000). Cash and bank balances amounted to HK\$595,454,000 (2018: HK\$724,022,000) and net borrowing amounted to HK\$737,523,000 (2018: HK\$618,059,000).

Total debts to equity ratio was 20.1% (30 June 2018: 21.0%) and net debt to equity ratio was 11.1% (30 June 2018: 9.7%).

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總債務及淨債務與股本的比率減少主要由於年內銀行貸款減少及現金及銀行結存因年內增加其他金融資產的投資而減少。

於二零一九年六月三十日，本集團的銀行及其他借貸均以港元計值。於本集團的銀行及其他借貸總額1,332,977,000港元中，根據貸款合同的還款時間表87.3%、11.9%及0.8%分別須於一年內、一至兩年內及兩至五年內償還。本集團的銀行及其他借貸主要參照香港銀行同業拆息。

資產抵押

於二零一九年六月三十日，本集團投資物業、持有待售物業及土地及樓宇其賬面值分別為2,205,600,000港元（二零一八年：2,076,830,000港元）、1,539,000港元（二零一八年：無）及36,400,000港元（二零一八年：34,170,000港元）已作抵押令本集團獲得一般銀行貸款。

財務成本

財務成本包括銀行及其他貸款、安排、信貸及承擔費用支出。本年度資本化之利息為18,649,000港元，而上年度則為13,052,000港元。本年度之利息支出為30,004,000港元，較去年同期錄得的利息支出31,802,000港元減少5.7%。利息開支增加主要由於本年度銀行貸款利息及其他借貸成本增加引致。於回顧年度內之平均利率為3.2%（二零一八年：3.0%），乃以總利息支出除以平均借貸總額得出。

The decrease in the total debt to equity ratio and net debt to equity ratio were mainly due to decrease in bank borrowing during the year and decrease in cash and bank balances resulted from increase in investment in other financial assets during year.

As at 30 June 2019, the Group's bank and other borrowings were denominated in Hong Kong dollars. Of the Group's total bank and other borrowings HK\$1,332,977,000, 87.3%, 11.9% and 0.8% were repayable within 1 year, 1 to 2 years and 2 to 5 years respectively by reference to the repayment schedule of the loan agreement. The Group's bank and other borrowings carried interest rates by reference to HIBOR.

Pledge Of Assets

As at 30 June 2019, the Group's investment properties, properties held for sales and land and building with carrying value of HK\$2,205,600,000 (2018: HK\$2,076,830,000), HK\$1,539,000 (2018: HK\$Nil) and HK\$36,400,000 (2018: HK\$34,170,000) pledged to secure general banking facilities of the Group.

Finance Costs

Financial costs included interest expenses on bank and other loans, arrangement, facility and commitment fee expenses. Interest capitalized for the Year was HK\$18,649,000 as compared to HK\$13,052,000 for the last year. Interest expenses for the Year amounted to HK\$30,004,000, representing 5.7% decrease over the interest expenses of HK\$31,802,000 recorded for the same period last year. The increase in interest expense was mainly due to increase in bank loans interest and other borrowing cost during the Year. The average interest rate over the year under review was 3.2% (2018: 3.0%) which was expressed as a percentage of total interest expenses over the average total borrowing.

物業估值

本集團於二零一九年六月三十日的投資物業及若干物業、機器及設備已由專業估值師羅馬國際評估有限公司及廖敬棠測計師行有限公司負責重估並於製訂二零一九年財務報表中使用其估值。本集團的投資物業及發展中投資物業估值分別為5,937,518,000港元及1,721,893,000港元，總數為7,659,411,000港元（二零一八年：投資物業及發展中投資物業分別為5,503,907,000港元及1,591,670,000港元，總數為7,095,577,000港元），公允價值的增加約為683,397,000港元已在本年度的損益表中列賬。本集團提供予一位董事作宿舍之土地及樓宇公允價值36,400,000港元（二零一八年：34,170,000港元）列賬，本年度內公允價值之增加數額2,914,000港元已記錄在物業重估儲備內。本集團待售發展中物業以成本值或可變現淨值兩者之較低者在財務報表中列賬。

風險管理

本集團設有足夠風險管理程序，以識別、衡量、監察及控制其面對的各種風險，同時輔以積極管理、有效的內部監控以保障本集團的最佳利益。

酬金政策及購股權計劃

於二零一九年六月三十日，本集團共有僱員95人（截至二零一八年六月三十日：90人）。

Property Valuation

A property valuation has been carried out by Messrs. Roma Appraisals Limited and K.T. Liu Surveyors Limited in respect of the Group's investment properties and certain property, plant and equipment as at 30 June 2019 and that valuation was used in preparing 2019 financial statements. The Group's investment properties and investment properties under development were valued at HK\$5,937,518,000 and HK\$1,721,893,000 respectively making the total HK\$7,659,411,000 (2018: investment properties and investment properties under development were valued at HK\$5,503,907,000 and HK\$1,591,670,000 making the total HK\$7,095,577,000). The increase in fair value of approximately HK\$683,397,000 was credited to the income statement for the Year. The Group land and building held for a director's quarter carried at fair value were valued at HK\$36,400,000 (2018: HK\$34,170,000). Increase in fair value of HK\$2,914,000 for the Year were recorded in property revaluation reserves. Properties under development for sale of the Group were stated at lower of cost or net realisable value in the financial statements.

RISK MANAGEMENT

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

REMUNERATION POLICIES AND SHARE OPTION SCHEME

As at 30 June 2019, the Group employed a total of 95 (as at 30 June 2018: 90) staff.

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僱員薪金乃根據其表現、經驗及目前業內慣例釐定。酬金包括薪金、雙糧以及按市況及個人表現釐定之年終花紅。執行董事繼續檢討僱員工作表現，並於需要時給予獎勵及靈活處理，鼓勵員工在工作上更加投入和有更好表現。本年度並無採納購股權計劃。

財務關鍵績效指標

本公司持有人應佔溢利及每股盈利

本公司以本公司持有人應佔溢利和每股盈利為本集團的財務關鍵績效指標。本公司的目標是增加本集團持有人應佔溢利和每股盈利，我們將溢利與往期比較作為衡量表現的衡量標準。詳細信息請參閱財務摘要。

內部監控

本集團聘請外部專業公司對本集團內部監控進行定期檢討。本年度審查已經完成，並已確定了一些輕微的弱點。本集團將展開必要的程序，以改善這些監控弱點。

環境政策和遵守

我們的環境政策是符合所有與我們運作相關的環境法例。

對環境政策的表現已進行了審視。

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

FINANCIAL KEY PERFORMANCE INDICATOR

Profit Attributable To Owners Of The Company and Earnings Per Share

The Company uses the profit attributable to owners of the company and earnings per share as the Group's as the financial key performance indicator. The Company's aim to increase the Group's profit attributable to owners of the company and earnings per share. We compare the profit against the previous period as a measure of the performance. Detail refer to Financial Highlight section.

INTERNAL CONTROL

The Group has appointed external professional firm to perform periodic review on the internal control of the Group. Current year review has completed and some minor weakness have been identified. The Group will carry out necessary procedures to improve these control weaknesses.

ENVIRONMENTAL POLICIES AND COMPLIANCE

Our environmental policy is to meet all the environmental legislations which relate to our operation.

A review on the performance on our environmental policy has been carried out.

關鍵關係

與供應商的關係

我們已與數個香港、中國和馬來西亞的建築和翻新工程的供應商建立了合作關係。除了最近一建築工程供應商有財務問題外，承包商最初承擔的工作已經重新分配給其他承包商。除此之外，沒有影響我們與供應商關係的重大事件。

與客戶的關係

我們的銷售和租賃團隊與我們的客戶，尤其是我們的租客保持良好的關係。

與員工的關係

年內，我們不知道影響我們與員工關係的重大事件。

業務回顧

香港物業

差餉(修訂)條例草案已於二零一九年九月十三日在憲報刊登，旨在對空置單位徵收額外差餉，以圖減低發展商持有的空置單位存貨。這些空置單位的額外差餉為該物業應課差餉租值的200%。此條例草案將於二零一九年十月舉行的立法會會議上進行一讀，二讀及三讀。鑒於香港目前的經濟情況香港地產建設商會及大多數發展商已提出反對意見，當此方案通過後對地產市場有一定影響。

KEY RELATIONSHIPS

Relationships with vendors

We have established relationships with numbers of suppliers for the construction and renovation work in Hong Kong, PRC and Malaysia. Other than one supplier relating to our construction work which recently has financial problem, the work originally carried by the contractor has been reassigned to other contractor. Other than this, there is no major events affecting our relationships with our suppliers.

Relationships with customers

Our sale and leasing team maintain good relationship with our customers especially our tenants.

Relationships with employees

During the Period, we are not aware of any major event affecting our relationships with our employees.

BUSINESS REVIEW

Hong Kong Properties

The Rating Amendment Bill was gazetted on 13 September 2019 to introduce special rates on those vacancy units in order to eliminate the holding of stocks by the developers. The amount of the special rates for those vacancy unit is 200% of the rateable value of the property. The Bill will be subject to first, second and third reading at the meeting of the Legislative Council to be held in October 2019. The Real Estate Developers Association of Hong Kong and most developers have voiced out their objection in view of the current economic condition of Hong Kong, the passing of this bill will certainly had impact on the property market.

管理討論及分析 Management Discussion and Analysis

本集團主要項目的總述如下：

1. 壹號九龍山頂，荃灣汀九寶豐臺8號

第一期及第二期之建築工程已完成，第一期的入伙紙已獲發出而第二期入伙紙的申請已提交，可是由於前承建商已進行清盤，部份結構及用料未能出示有關證書以作核實，屋宇署已界定了若干範圍需作出檢查，我們已盡力準備缺失的文件，包括進行各種結構測試和具體測試，以提交給屋宇署以解決問題。

2. 趙苑二期，薄扶林域多利道192號

三座的租用率為70%為本集團提供良好的租金收入。二期中三個單位的升級工作正在進行中，完成後將投放市場

3. 趙苑三期，薄扶林域多利道216號

兩座物業的出租率為95%為本集團提供滿意的租金收入。

4. 卓能山莊，山頂施勳道30號

翻新裝修以提升別墅豪華質素的工程已告完成。

5. 新趙苑，長洲西堤路33號

第一期的建築工程已完成並已獲發出入伙紙，超過90%的別墅已租出。

The progress of our projects is as follows:

1. One Kowloon Peak, No. 8 Po Fung Terrace, Ting Kau, Tsuen Wan

Construction of both Phase 1 and Phase 2 of the project is all completed. The occupation permit for Phase 1 has been obtained and application for Phase 2 has been submitted. Due to the liquidation of the previous contractors, some of the structure and materials do not have certificates for verification. The Building Department has identified certain areas which required examination works to be carried out. We have put our best endeavor to prepare the missing documents including conducting various structural tests and concrete tests for submission to Buildings Department to resolve the problem.

2. Villa Cecil Phase II, 192 Victoria Road, Pokfulam

The occupancy rate of the three blocks is 70% which contributed good rental income to the Group. Enhancement and upgrading work for three units in Phase 2 is in progress and will put to market after completion.

3. Villa Cecil Phase III, 216 Victoria Road, Pokfulam

The occupancy rate of the two blocks is 95% which contributed good rental income to the Group.

4. Cheuk Nang Lookout, 30 Severn Road, The Peak

Renovation works for the two villas to enhance the quality is completed.

5. New Villa Cecil, 33 Cheung Chau Sai Tai Road, Cheung Chau

Construction of Phase I has already been completed and occupation permit obtained. Over 90% of the villas in Phase 1 were leased out.

中國物業

美中貿易戰仍在持續，新一輪談判將在今年較後時間重新啟動。貿易戰其中一項重大的影響是今年第三季人民幣開始貶值。儘管全球經濟受到不確定因素的影響，但一線城市的物業交易量只略有下降，銷售價格連續45個月有輕微增長。

卓能雅苑

深圳龍華

所有單位的分層名稱登記已在深圳房地產登記中心的完成。新的銷售活動已經展開，過去6個月已售出142個單位，新的銷售交易金額已達人民幣7億元。商舖、第三幢、第五幢及第六幢的未售出單元的招租仍在進行中。

卓能•河畔軒

杭州市餘杭區

整個項目的建築工程已完成。消防、供電、管道和排水的檢查已經通過。我們已向主要承建商廣廈建設集團有限責任公司就深圳及杭州項目的建造工程延誤展開法律訴訟要求賠償。

China Properties

The US-China trade war is still on going and new round of negotiation will be re-opened in the later part of this year. One of the significant impacts of the trade war is the depreciation of Renminbi which started in the 3rd quarter of this year. Although the global economies is clouded with uncertainties, the transaction volume of properties in first tier cities has slightly decreased, the selling price has achieved increment for a consecutive of 45 months.

Cheuk Nang Garden

Longhwa, Shenzhen

The registration for strata titles of all the units with the Shenzhen Real Estate Registration Center were completed. New sales campaign has commenced and 142 units have been sold over the past 6 months and the new sales transaction amount achieved is RMB700 million. Leasing of the commercial space and unsold units on Block 3, 5 and 6 have been carried out.

Cheuk Nang • Riverside

Yue Hang Qu, Hangzhou

The construction of the development is completed. The inspection of fire, electricity, plumbing and drainage are already passed. We have commenced our legal action against the main contractor 廣廈建設集團有限責任公司 regarding the delay in the construction works for both Shenzhen and Hangzhou projects.

澳門物業

澳門住宅市場在二零一九年上半年繼續保持活躍。

星光大路一號

路環石排灣

我方已向澳門政府提交了更改土地用途的土地契約申請，但到目前為止，仍在等候批出土地租賃合約的草案及應付補地價金額。我們已指示律師密切向新任政府班子跟進以加快進度。

馬來西亞物業

馬來西亞經濟在二零一九年維持穩定。

第一期「Parkview」

吉隆坡第57段第1359號地段

第一期27個單位現正營運為一服務式住宅，空置單位的翻新工程現已展開，將會分階段完成。

第二期「Cecil Central Residence」

吉隆坡第57段第11385號及第11386號地段

該項目現包括四座住宅大廈，已批准建築面積共1,708,648平方呎，主裙樓已完成至5樓。修訂後的建築圖則已獲得批准且獲得了修訂後的發展令(Development Order)。我們將繼續與政府談判，期望獲得最佳的發展潛力。

Macau Properties

The residential market in Macau continues to remain active in the first half of 2019.

Golden Cotai No. 1

Estrada de Seac Pai Van, Coloane

Application for change of land use was submitted to the Direcção dos Serviços de Solos, Obras Públicas e Transportes (“DSSOPT”) and is still waiting for issuance of the draft change of land use contract and payment of land premium. We have instructed our lawyer to follow up with the relevant authorities under the new elected government to speed up the progress.

Malaysia Properties

The Malaysia economy remain steady in 2019.

Phase I “Parkview”

Lot 1359, Section 57, Lorong Perak, Kuala Lumpur, Malaysia

The 27 units in Phase I are operated as service apartment. The renovation of the vacant serviced apartments has commenced and will be completed in stages.

Phases II “Cecil Central Residence”

Lot 11385 and 11386, Section 57, Lorong Perak, Kuala Lumpur, Malaysia

The development currently comprised of 4 blocks of residential condominium with total approved gross floor area is 1,708,648 square feet. The main podium is completed upto Level 5. The revised building plan was approved and the amended Development Order was received. We will continue to negotiate with the government to obtain the best development potential.

展望

香港行政長官提出的「逃犯引渡條例」草案，被激進份子劫持了這項法案並用它來傳播香港人的恐懼，並從二零一九年六月開始示威破壞香港。在撰寫本文時，示威仍在繼續，加上持續的美中貿易戰已經開始對香港經濟，尤其是旅遊業和飲食業，構成極大負面的影響。

我們在中國、澳門和馬來西亞的投資預計會在未來幾年取得滿意成果。

POLICY AND OUTLOOK

The Extradition Bill as proposed by the Chief Executive of Hong Kong was hijacked by the radical protesters and used it to spread fear among the people of Hong Kong and developed a propaganda to undermine the Hong Kong starting from June 2019. The propaganda is still going on at the time of writing, its impact together with the continued US-China trade war already has tremendous negative impact on the Hong Kong's economy especially the tourism and catering sectors.

Our investment in China, Macau and Malaysia is anticipated achieved satisfactory results in the years to come.

本公司致力維持高水平企業管治，董事會相信良好的企業管治能保障權益持有人的利益及改善本集團表現。

截至二零一九年六月三十日止年度，本公司一直全面遵守上市規則附錄14所載之企業管治守則（「企業管治守則」）的所有守則條文，惟以下偏離事項除外：

1. 守則條文A.4.1

根據守則A.4.1條文，非執行董事的委任應有指定任期，並須接受重新選舉，然而，全體獨立非執行董事，均無指定任期，而須根據本公司之公司組織章程大綱及細則條文於本公司之股東週年大會上輪流退任及接受重新選舉。本公司認為已採取足夠措施，確保本公司之企業管治，常規不比守則所訂者寬鬆。

2. 守則條文A.2.1

根據守則A.2.1條文，主席及行政總裁的角色應有區分，並不應由一人同時兼任，主席及行政總裁之間職責的分工應清楚界定並以書面列載。

本公司現時未能符合上市規則有關主席及行政總裁職責分離之規定。我們現正通過不同渠道找尋適合人選擔任行政總裁，希望於下一財政年度可符合要求。

The Company is committed to maintain a high standard of corporate governance at all times. The Board believes that good corporate governance helps the Company safeguard the interests of its equity holders and improve the performance of the Group.

During the year ended 30 June 2019, the Company complied with all Code Provisions of the Corporate Governance Code (“the Code”) set out in Appendix 14 of the Listing Rules, except the following deviations:

1. Code Provision A.4.1

Under the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. However, all the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Company’s Memorandum and Articles of Association. The Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code.

2. Code Provision A.2.1

Under the code provision A.2.1 of the Code, the role of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and the Chief Executive Officer should be clearly established and set out in writing.

The Company currently cannot comply with the requirement of the Listing Rules to separate the role of Chairman and Chief Executive Officer. We are, through different channels, still looking for a suitable person to act as Chief Executive Officer and with a hope to comply with the requirement in the next financial year.

1. 董事

A.1 董事會

董事會負責領導及控制本集團的業務運作。董事會制定本集團之策略性方向、監督其運作，並監察其財務表現。管理層在董事會授權的範圍內管理本集團之業務。

董事會直接或透過董事委員會履行職務，其中部分委派本公司管理層進行。保留予董事會之決策類別包括：

1. 與本公司大股東或董事利益衝突有關之事項；
2. 制定本公司與整體策略方各及策略計劃有關的政策，主要業務及財務目標、股息政策，或訂立涉及重大資本獲取或支出之合約；
3. 就年度營運及資本支出預算進行財務控制、監察及風險管理；本公司的財務報告、公佈的報告、股價敏感公告之披露及上市規則或其他規例要求的其他披露；
4. 本公司資本架構變動，包括股本減少、股份購回或新證券發行；

1. DIRECTORS

A.1 THE BOARD

The Board is responsible to lead and control the business operations of the Group. It formulates strategic directions, oversees the operations and monitors the financial performance of the Group. The management manages the business of the Group within the delegated power and authority by the Board.

The functions of the Board are carried out either directly or through Board Committees and some of which have been delegated to the management of the Company. The types of decisions which are reserved to be taken by the Board include:

1. matters relating to conflict of interest for a substantial shareholder or a director of the Company;
2. formulation of the Company's policies relating to the overall strategic direction and strategic plans, key business and financial objectives, dividend policy or entering into contract involving significant capital acquisition or expenditure;
3. financial controls, compliance and risk management for the approval of annual operating and capital expenditure budgets, the Company's financial statements, published reports, price-sensitive announcements and other disclosure required under the Listing Rules or other statutory requirements;
4. changes to the Company's capital structure, including reductions of share capital, share buy-backs or issue of new securities;

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| <p>5. 董事會、行政總裁、本公司財務總監、公司秘書及外部核數師之重大委任或罷免；</p> <p>6. 董事會任何委員會之職權範圍或授予行政總裁及高級管理層之權限的變動；</p> <p>7. 超出高級管理層權限的事項；以及</p> <p>8. 採納、審閱及批准由本集團董事及其他指定管理人員訂立之本公司企業管治常規冊、道德與證券交易守則，以及集團法律政策（如有）及集團制度監控及風險管理政策。</p> | <p>5. major appointments or removal to the Board, the Chief Executive Officer, the Company's chief financial officer, company secretary and external auditors;</p> <p>6. changes to the terms of reference or membership of any committee of the Board and the authority delegated to the Chief Executive Officer and the senior management;</p> <p>7. matters exceed the authorities of the senior management; and</p> <p>8. the adoption, review and approval of changes of the Corporate Governance Practical Manual of the Company, the Code of Ethics and Securities Transactions entered into by the directors and other specified senior management of the Group, group legal policy (if any) and group system control and risk management policy.</p> |
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董事會的職權範圍包括：

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| <p>(a) 制定及檢討發行人的企業管治政策及常規，並向董事會提出建議；</p> <p>(b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；</p> <p>(c) 檢討及監察發行人在遵守法律及監管規定方面的政策及常規；</p> | <p>The terms of reference of the Board includes the following:</p> <p>(a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the board;</p> <p>(b) to review and monitor the training and continuous professional development of directors and senior management;</p> <p>(c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements;</p> |
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- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有); 及
- (e) 檢討發行人遵守《守則》的情況及在《企業管治報告》內的披露。

董事會應負責履行上述的企業管治職責或可以將責任委託給委員會。

除趙式芝小姐及趙式浩先生為主席之子女外，董事會成員各自間並無任何財務、業務、親屬或其他重大／相當關係。當董事會考慮一名董事於當中具利益衝突之任何建議或交易時，有關董事須申報彼之權益，並放棄投票。

- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (e) to review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

The Board should be responsible for performing the corporate governance duties set out above or it may delegate the responsibility to a committee or committees.

The Board members have no financial, business, family or other material/relevant relationships with each other save that Ms. Gigi Chao and Mr. Howard Chao are the children of the Chairman. When the Board considers any proposal or transaction in which a Director has a conflict of interest, he declares his interest and is required to abstain from voting.

董事會會議

年內，董事會舉行2次全體董事會議，各董事的出席詳情如下：

BOARD MEETINGS

During the year, two full board meetings were held and the individual attendance of each director is set out below:

董事姓名	Name of Director	出席董事會會議次數 Number of Board Meetings attended	出席率 Attendance rate
趙世曾	Chao Sze Tsung Cecil	2/2	100%
趙式芝	Chao Gigi	2/2	100%
趙式浩	Chao Howard	2/2	100%
翁峻傑	Yung Philip	2/2	100%
何秀芬	Ho Sau Fun Connie	2/2	100%
李鼎堯	Lee Ding Yue Joseph	2/2	100%
孫秉樞	Sun Ping Hsu Samson	2/2	100%
林家威	Lam Ka Wai Graham	2/2	100%
丁午壽	Ting Woo Shou Kenneth	2/2	100%

A.2 主席及行政總裁

本公司已界定根據上市規則主席及行政總裁的立場及明白不能由同一人同時兼任，以確保董事會有明確責任分擔，達致權力及權限的平衡。

主席負責領導董事會，確保董事會有效運作，及確保向公眾傳達董事會的意見。在履行此項職責時，主席的責任包括主持董事會會議；確保董事會會議收到有關本公司事務之準確、完整、及時且清晰的資料；確保執行董事與非執行董事之間保持有益的關係；安排就提呈董事會考慮的問題進行討論及作出決定；確保所有董事均適當聽取董事會會議提出的事項之簡報；作為董事會與管理層之間的聯絡人，與行政總裁及公司秘書或其代表商議，草擬及批准每次董事會會議的議程，在適當情況下考慮其他董事提議納入議程的任何事項；以及最少每年與非執行董事（包括獨立非執行董事）在執行董事不出席的情況下舉行會議。

行政總裁主要負責建議政策及策略方向，供董事會批准；以及實施董事會採納的策略及政策，及執行本公司之日常營運。

A.2 CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company has identified the roles of Chairman and Chief Executive Officer under the Listing Rules and understood that the two positions cannot be performed by the same individual to ensure that there is a clear division of responsibilities at the board level to entail a balance of power and authority.

The Chairman is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for ensuring communication of the views of the Board to the public. In performing this role, the Chairman's responsibilities include chairing meetings of the Board; ensuring the board meetings receive accurate, complete, timely and clear information concerning affairs of the Company; ensuring constructive relations between executive and non-executive directors; formulating for discussion and decision, questions which have been moved for the consideration of the Board; ensuring that all directors are properly briefed on issues arising at board meetings; acting as liaison between the Board and management; in consultation with the Chief Executive Officer and the company secretary or his/her designated delegates, drawing up and approving the agenda for each board meeting taking into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda; and at least annually hold meetings with non-executive directors (including independent non-executive directors) without the presence of the executive directors.

The Chief Executive Officer is primarily responsible for recommending policy and strategic directions for Board approval, implementing the strategies and policies adopted by the Board and conducting the day-to-day operation of the Company.

本公司現時未能符合上市規則有關主席及行政總裁職責分離之規定。我們現正通過不同渠道找尋適合人選擔任行政總裁，希望於下一財政年度可符合要求。

The Company currently cannot comply with the requirement of the Listing Rules to separate the role of Chairman and Chief Executive Officer. We are, through different channels, still looking for a suitable person to act as Chief Executive Officer and with a hope to comply with the requirement in the next financial year.

A.3 董事會之組成

董事會主席為趙世曾博士（「主席」），董事會由三名獨立非執行董事，兩名非執行董事及四名執行董事組成，董事姓名及履歷詳情載於本年報中第19頁至第24頁「董事及高級管理人員簡介」一節。全體獨立非執行董事及非執行董事均為本公司帶來豐富經驗及專業知識。董事會包括均衡組合，有執行董事與非執行董事（包括獨立非執行董事），能使董事會具有一定獨立性，能夠有效作出獨立判斷，以及使非執行董事有足夠能力及人數，使他們的意見具影響力。

在所有公司信函中，均明確表明獨立非執行董事之身份。

本公司之董事名單及其角色與職能載於本公司及聯交所之網頁內。

A.3 BOARD COMPOSITION

The Board is chaired by Dr. Chao Sze Tsung Cecil (the “Chairman”). The Board comprises three Independent Non-Executive Directors, two Non-Executive Directors and four Executive Directors. The names, biographical details of the directors are set out in the “Profiles of Directors and Senior Management” on pages 19 to 24 to the annual report. All Independent Non-Executive Directors and Non-Executive Directors bring a variety of experience and expertise to the Company. The Board includes a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is an independent element on the Board which can effectively exercise independent judgment, and that non-executive directors should be of sufficient caliber and number for their views to carry weight.

The independent non-executive directors are identified in all corporate communications that disclose the names of the directors.

An updated list of directors of the Company and their role and function is maintained on the websites of the Company and the Hong Kong Exchanges and Clearing Limited.

A.4 董事之委任、重選及罷免

本公司已與本公司所有董事訂立委任書。根據該等委任書，各董事並非以固定任期委任，但須在本公司股東周年大會上輪值退任及膺選連任。根據本公司之組織章程細則，新委任董事之任期至本公司下一次股東大會（如屬填補臨時空缺或新增之董事名額）為止，而屆時將符合資格在該股東大會上膺選連任，但不能計算在該股東大會上需輪值告退的董事之中。

董事會一直遵守上市規則第3.10A及3.10(2)條之規定，委任至少三名獨立非執行董事，且當中至少一名獨立非執行董事持有適當專業資格或會計或相關財務管理專長。

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出之書面年度確認。本公司認為所有獨立非執行董事均具獨立性。獨立非執行董事之身份是明確註明在所有公司信函中。

A.4 APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The Company has entered into appointment letters with all the directors of the Company. Pursuant to such appointment letters, each of the directors of the Company is not appointed on fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company. In accordance with the Company's Articles of Association, all newly appointed Directors (either to fill a casual vacancy or as an addition to the Board) shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account determining the Directors who are to retire by rotation at such meeting.

The Board at all times met the requirements of Rules 3.10A and 3.10(2) of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors with at least one Independent Non-Executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received from each of the Independent Non-Executive directors an annual written confirmation of his independence pursuant to Rule 3.13 to the Listing Rules. The Company considers all of the independent non-executive directors are independent within the definition of the Listing Rules. The Independent Non-Executive Directors are explicitly identified in all corporate communications.

獨立非執行董事服務超過9年在決定其獨立性時有相關。根據守則條文A.4.3，如果獨立非執行董事服務超過9年，他的重新任命須經獨立決議案形式由股東批准。在二零一八年十一月二十一日舉行的股東週年大會上，有一位獨立非執行董事需輪值告退，這位獨立非執行董事已服務了9年，其重選已以獨立決議案形式，有關之文件連同決議案已在股東大會前發送給股東，當中已包括董事會認為他仍然是獨立及應重新當選的原因。

根據本公司章程細則第107條，股東可於任何股東大會上提名候選董事，股東須於股東大會日期至少7日前向本公司提交一份書面通知書，其內表明他擬提議推選該人士出任董事之職，以及一份由該人士所發出的表示願意接受推選的書面通知。股東提名候選董事的程序已載於本公司網頁以供查閱。

每屆股東周年大會上，三分之一的在任董事應輪值退任，或者，在董事人數並非三或三之倍數的情況下，則為最接近但不超過三分之一之人數。每年輪值退任之董事應為自彼等上次獲委任起計任期最長者，如果不同人士於同日成為董事，則抽籤決定何者退任。退任之董事應有資格候選連任。

Independent non-executive director serving more than 9 years could be relevant to the determination of his independence. According to Code A.4.3, if an independent non-executive director serviced more than 9 years, his further appointment should be subject to a separate resolution to be approved by the shareholders. At the annual general meeting held on 21 November 2018, one independent non-executive director was required to retire. This independent non-executive director has serviced for 9 years and his re-election was passed under a separate resolution and the papers sent to shareholders accompanying that resolution prior to the general meeting already included the reasons why the board believes he is still independent and should be re-elected.

Pursuant to Article 107 of the Company's Articles of Association, a shareholder can propose a person for election to the office of Director at any general meeting by giving the Company notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least seven days before the date of the general meeting. The procedures for shareholders of the Company to propose a person for election as a Director are available and accessible on the Company's website.

In addition, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire on every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall be determined by lot. The retiring Directors shall be eligible for re-election.

A.5 提名委員會

本公司已成立提名委員會，並備有清楚列明其權力及責任的職權範圍。提名委員會現包括兩位獨立非執行董事孫秉樞博士及丁午壽先生及一名執行董事趙世曾博士。趙世曾博士為委員會主席。

提名委員會的該職權範圍已刊載於本公司之網頁(www.cheuknang.com.hk)及聯交所之網頁。

提名委員會檢討董事會的架構、人數及組成，物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事，並就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。提名委員會亦會評核獨立非執行董事的獨立性。委任新董事留待董事會來批准。

當董事會出現空缺，提名委員會會確保董事會成員具備不同之所需技能與經驗及適當知識，以助本集團發展業務、推行策略、經營運作、應對挑戰及把握機會。在向董事會作出有關委任或重新委任董事會成員之任何建議前，提名委員會考慮有關人士之處事技巧、資歷及預期對本公司作出之貢獻。

A.5 NOMINATION COMMITTEE

The Company has established a Nomination Committee with specific terms of reference which deals clearly with its authorities and duties. The Nomination Committee currently consists of two Independent Non-Executive Directors namely Dr. Sun Ping Hsu Samson, Mr. Ting Woo Shou Kenneth and one Executive Director namely Dr. Chao Sze Tsung Cecil. Dr. Chao Sze Tsung Cecil is the Chairman of the Committee.

The terms of reference of the Nomination Committee are posted on the websites of the Company (www.cheuknang.com.hk) and the Stock Exchange.

The Nomination Committee will review the structure, size and composition of the Board, identify suitable candidates to the Board, and to make recommendations on any matters in relation to the appointment or re-appointment of members of the Board and succession planning for director, in particular, the chairman and the chief executive. The Nomination Committee will also assess the independence of independent non-executive directors. Appointment of new Directors is reserved for the Board's approval.

Where vacancies on the Board exist, the Nomination Committee ensures that the Board comprises members with mixed skills and experience with appropriate knowledge necessary to accomplish the Group's business development, strategies, operation, challenges and opportunities. The Nomination Committee take into account of that person's skill, qualifications and expected contributions to the Company before making any recommendations to the Board in relation to the appointment or re-appointment of members of the Board.

凡董事會建議於股東周年大會選舉一個人為獨立非執行董事，有關之文件連同決議案已在股東大會前發送給股東，當中已包括董事會認為他仍然是獨立及應重新當選的原因。

Where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the papers sent to shareholders accompanying that resolution prior to the general meeting already included the reason why the board believes he is independent and should be re-elected.

本公司確認董事會成員多元化可提高表現的質素。在設計董事會的組合時，已透過考慮多項因素達到，包括(但不限於)性別、年齡、文化及教育背景、專業經驗、知識及服務年期。

The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, the Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

董事會已採納董事會成員多元化政策列載達到董事會多元化的方式。

The Board has adopted a Board Diversity Policy setting out the approach to achieve diversity on the Board.

個別成員出席情況如下：

The individual attendance of each member is set out below:

董事姓名	Name of Member	出席董事會會議次數 Number of meetings attended	出席率 Attendance rate
趙世曾	Chao Sze Tsung Cecil	1/1	100%
孫秉樞	Sun Ping Hsu Samson	1/1	100%
丁午壽	Ting Woo Shou Kenneth	1/1	100%

A.6 董事責任

各新任董事已於首次獲委任時接受全面、正式及為彼而設之就職指引，確保董事對本集團業務及營運有恰當了解，並完全明白彼於上市規則及相關監管規定項下之責任及義務。

本公司定期向董事提供有關本集團業務以及本集團經營業務所在立法及監管環境之最新資料。

非執行董事的職能包括：參與董事會會議，在涉及策略、政策、公司表現、問責性、資源、主要委任及操守準則等事宜上，提供獨立意見；在出現潛在利益衝突時發揮牽頭引導作用；應邀出任審計委員會、薪酬委員會、提名委員會及其他管治委員會成員，及仔細檢查發行人的表現是否達到既定的企業目標和目的，並監察匯報公司表現的事宜。

董事之證券交易

本公司已採納上市規則附錄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」）以規範本公司董事進行證券交易。本公司董事均獲發證券守則文本，另會於批准本公司半年度業績之董事會會議舉行日期前一個月及批准年度業績的兩個月前，向董事發出正式通知書，以提醒董事於刊發有關業績前，不得買賣本公司證券及衍生工具。

A.6 RESPONSIBILITIES OF DIRECTORS

Each newly appointed Director will be received comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Company provides regular updates relating to the Group's business and the legislative and regulatory environments in which the Group conducts its business to the Directors.

The functions of non-executive directors include participating in board meetings to bring an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct; taking the lead where potential conflicts of interests arise; serving on audit, remuneration, nomination and other governance committee, if invited and scrutinizing the issuer's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.

DIRECTORS' SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules for securities transactions by directors of the Company. A copy of the Model Code has been sent to each Director of the Company. Also, formal written notices are sent to the Directors one month before the date of the Board meeting to approve the Company's half-year result and two months before the approval of annual result, as a reminder that the Directors cannot deal in the securities and derivatives of the Company until after such results have been published.

根據證券守則，本公司董事須於買賣本公司證券及衍生工具前，知會主席及收取註明日期之確認書；倘屬主席本身，則須於買賣前知會董事會並收取註明日期之確認書。

經作出具體查詢後，全體董事確認，彼等於回顧會計年度一直遵守證券守則及標準守則所載規定準則。

於二零一九年六月三十日，董事會本公司及其附屬公司（定義見證券及期貨條例第XV部）股份擁有之權益載於第85至第86頁。

持續專業發展

董事亦獲安排提供持續簡報及專業發展，費用由本公司承擔。

本公司將各董事可能感興趣的培訓課程給各董事傳閱。所有董事均鼓勵參加相關培訓課程，費用由公司支付。

董事承諾遵守自二零一二年四月一日起生效之新守則第A.6.5條守則條文所載董事培訓規定。截至二零一九年六月三十日止年度及直至本年報刊發日期，全體董事均已參與發展及更新彼等知識及技能之持續專業發展，並已就此提供所接受培訓之記錄。

Under the Model Code, Directors of the Company are required to notify the Chairman and receive a dated written acknowledgement before dealing in the securities and derivatives of the Company and, in the case of the Chairman himself, he must notify the Board and receive a dated written acknowledgement before any dealing.

Having made specific enquiries, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the accounting year under review.

Directors' interests as at 30 June 2019 in the shares of the Company and its subsidiaries (within the meaning of Part XV of the Securities and Futures Ordinance) are set out on page 85 to 86.

CONTINUOUS PROFESSIONAL DEVELOPMENT

There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

The Company circulates details of training courses which may be of interest to directors. All directors are encouraged to attend relevant training courses at the Company's expense.

The Directors are committed to comply with the Code Provision A.6.5 of the Code which came into effect on 1 April 2012 on Directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provide a record of training they received for the year ended 30 June 2019 and up to the date of publication of this annual report.

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截至二零一九年六月三十日止年度及直至本年報刊發日期，各董事所接受培訓之個別記錄概述如下：

The individual training record of each Director received for the year ended 30 June 2019 and up to the date of publication of this annual report is summarized below:

董事姓名及職務 Name and Title of Directors	所接受培訓 Training received	提供培訓者或培訓材料之來源 Training provider or source of training materials	所用時間(小時) Time spent (hour)
趙世曾 董事會主席兼執行董事 Chao Sze Tsung Cecil, Chairman of the Board and Executive Director	閱覽有關新財務報告準則的有關資料 Review the materials relating to the new financial reporting standard		3
趙式芝 執行董事 Chao Gigi, Executive Director	研究生法律證書：商業信託法 Post Graduate Certificate in Laws: Commercial Trusts Law	倫敦大學瑪麗皇后學院 Queen Mary-University College of London	3
	研究生法律證書：特許經營法 Post Graduate Certificate in Laws: Franchising Law	倫敦大學瑪麗皇后學院 Queen Mary-University College of London	1
	研究生法律證書：跨國企業與法律 Post Graduate Certificate in Laws: Multinational Enterprises and the Law	倫敦大學瑪麗皇后學院 Queen Mary-University College of London	11
趙式浩 非執行董事 Chao Howard, Non-Executive Director	物業管理服務規例研討會 Property Management Services Regulations Seminar	香港中華總商會 Hong Kong General Chamber of Commerce	1
	合同項目的前/後 Pre/Post Contract Project Management	香港中華總商會 Hong Kong General Chamber of Commerce	8.5
	粵港澳大灣區的新發展 New developments in the Greater Bay Area of Guangdong, Hong Kong and Macau	香港中華總商會 Hong Kong General Chamber of Commerce	1
	越南胡志明市遊學團 Vietnam Ho Chi Minh City Study Tour	香港中華總商會 Hong Kong General Chamber of Commerce	10

董事姓名及職務 Name and Title of Directors	所接受培訓 Training received	提供培訓者或培訓材料之來源 Training provider or source of training materials	所用時間(小時) Time spent (hour)
孫秉樞 獨立非執行董事 Sun Ping Hsu Samson, Independent Non-Executive Director	閱覽有關新財務報告準則的有關資料 Review the materials relating to the new financial reporting standard		3
李鼎堯 非執行董事 Lee Ding Yue Joseph, Non-Executive Director	股東糾紛－權利與矯正的實用技巧 Shareholders Disputes – Practical Tips on the Rights & Remedies	W K To & Co. W K To & Co.	1
	束縛與符合 Blockchain and Compliance	香港特許秘書公會 HKICS	1.5
	公司拯救程序及無力償債交易 Corporate Rescue Procedure and Insolvent Trading	香港會計師公會 HKICPA	3
丁午壽 獨立非執行董事 Ting Woo Shou Kenneth, Independent Non-Executive Director	KPMG獨立非執行董事論壇 The KPMG INED Forum	畢馬威會計師事務所 KPMG	2
林家威 獨立非執行董事 Lam Ka Wai Graham, Independent Non-Executive Director	董事職責與中國法律事務 Directors duties and PRC legal issues	Raymond Siu Raymond Siu	2.5
	與香港上市公司有關的刑事案件及違規案件 Criminal cases & Non-compliance cases related to listed companies in Hong Kong	Ivan Tang & Co. Ivan Tang & Co.	2.5
翁峻傑 執行董事 Yung Philip, Executive Director	中國稅務透視－迎來2019年中國稅務 解決新時代 China Tax Insights – Ushers in a new era of China tax resolution in 2019	羅兵咸永道 PWC Hong Kong	3
	年度稅務更新2018 Annual Taxation Update 2018	香港會計師公會 HKICPA	3.5
	年度會計更新2018 Annual Accounting Update 2018	香港會計師公會 HKICPA	3.5
	信息技術基礎設施庫 Information Technology Infrastructure Library	香港會計師公會 HKICPA	3.5

企業管治報告

Corporate Governance Report

董事姓名及職務 Name and Title of Directors	所接受培訓 Training received	提供培訓者或培訓材料之來源 Training provider or source of training materials	所用時間(小時) Time spent (hour)
何秀芬 執行董事及公司秘書 Ho Sau Fun Connie, Executive Director and Company Secretary	了解香港的收購守則 Get to know the Hong Kong Takeovers Code	香港特許秘書公會 HKICS	1.5
	香港和中國控制跨境貨幣流動的做法 Hong Kong and China Practice on Control over cross-boundary Movement of Currency	香港特許秘書公會 HKICS	1.5
	網絡犯罪調查—前線要注意事項 Cybercrime Investigation – Notes from the Front Line	香港特許秘書公會 HKICS	1.5
	在中國內地設立公司的公司法及其實際步驟 The Corporate Law and its Practical Steps for Setting up a Company in Mainland China	香港特許秘書公會 HKICS	1.5
	證監會調查答辯：2019年年度檢閱 Defending an SFC Investigation: 2019 Annual Review	香港特許秘書公會 HKICS	1.5
	香港的綠色金融觀點—從股本的ESG整合到綠色債券保險 Hong Kong's Perspectives of Green Finance – from ESG Integration of Equities to Green Bond Insurance	香港特許秘書公會 HKICS	1.5
	董事及行政人員在各種情況下的職責 Directors & Officers' Duties in Various Situation	香港特許秘書公會 HKICS	1.5
	低而簡單？消除有關香港稅務的普遍誤解 Low & Simple? Dispelling Common Myths about Hong Kong Tax	香港特許秘書公會 HKICS	1.5

董事姓名及職務 Name and Title of Directors	所接受培訓 Training received	提供培訓者或培訓材料之來源 Training provider or source of training materials	所用時間(小時) Time spent (hour)
	改善香港上市公司年報的披露－公司秘書的關鍵財務報告事項 Improving the Disclosures in Annual Reports of Hong Kong Listed Companies – Key Financial Reporting Matters for Company Secretaries	香港特許秘書公會 HKICS	1.5
	監管調查：您需要了解的內容 Regulatory Investigations: What You Need to Know	香港特許秘書公會 HKICS	1.5
	管理企業風險－COSO企業風險管理框架簡介 Managing Corporate Risks – Introduction to COSO Enterprise Risk Management Framework	香港特許秘書公會 HKICS	2
	法定業務判斷規則是否可以幫助董事在香港晚上睡得更好？ Would a Statutory Business Judgment Rule Help Directors Sleep Better at Night in Hong Kong?	香港特許秘書公會 HKICS	1.5
	中國外商投資制度的新篇章－2019年外商投資法 A New Chapter of China's Foreign Investment Regime – The 2019 Foreign Investment Law	香港特許秘書公會 HKICS	1.5
	風險管理與內部監控 Risk Management and Internal Control	香港特許秘書公會 HKICS	2

於截至二零一九年六月三十日止年度，執行董事兼公司秘書何秀芬女士已遵照上市規則第3.29條進行不少於15小時之相關專業培訓。

A.7 資料提供及使用

根據本公司組織章程細則，董事可以親身、透過電話或其他電子通訊方式出席會議。

於每次召開會議前至少十四天發出正式通知。根據本公司組織章程細則，董事可豁免任何會議之通知，該豁免可於會議前或會議後發出。

會議議程及相關會議文件將在董事會會議擬定日期前至少3天發送給全體董事。

公司秘書隨時向董事提供意見，並須向董事會負責以確保董事會程序及所有適用規則及規例均獲遵守。

公司秘書擬備所有董事會及其轄下委員會會議書面決議案或會議記錄，並記錄會上商議的事項及達致的決定。

每次董事會及其轄下委員會會議結束後，於合理時段內把董事會及其轄下委員會會議記錄／決議案送交全體董事／其轄下委員會成員，並供董事／其轄下委員會成員查閱。

During the year ended 30 June 2019, Ms. Ho Sau Fun Connie, an Executive Director and the Company Secretary, has undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

A.7 SUPPLY OF AND ACCESS TO INFORMATION

The Directors may attend meetings in person, by phone or through other means of electronic communication in accordance with the Company's Articles of Association.

At least 14 days formal notice would be given before each regular meeting. According to the Company's Articles of Association, a Director may waive notice of any meeting and any such waiver may be prospective or retrospective.

An agenda and accompanying board papers were sent to all directors at least 3 days before the intended date of board or board committee meeting.

The directors have access to the Company Secretary who is responsible to the Board for ensuring that Board procedures, and all applicable rules and regulations, are followed.

The Company Secretary prepares written resolutions or minutes and keeps records of matters discussed and decisions resolved at all Board and Board Committee meetings.

The Board and Board Committee minutes/resolutions are sent to all Directors/Board Committee members within a reasonable time after each Board and Board Committee meeting and are available for inspection by Directors/Board Committee members.

會議記錄對董事會／其轄下委員會所考慮的事項及達致的決定作足夠詳細的記錄。

董事有機會就董事會會議記錄初稿表達意見。董事會會議結束後，於合理時段內保存會議記錄的最終定稿作記錄之用。

董事已獲通知，若任何董事認為有必要尋求獨立專業意見，公司秘書可代為安排，費用由本公司支付。

重要事項一般以書面決議案方式處理，以便全體董事（包括獨立非執行董事）在知悉有關事項，並就其發表意見（倘適當）後，方批准該事項。

經考慮董事之出席記錄後，董事會信納各董事已付出充足時間履行彼等之職責。

Minutes record in sufficient detail the matters considered by the Board/Board Committees and decisions reached.

The Directors are given an opportunity to comment on draft Board minutes. Final version of Board minutes is placed on record within a reasonable time after the Board meeting.

Directors have been advised that the Company Secretary can arrange independent professional advice at the expense of the Company should such advice be considered necessary by any Director.

Important matters are usually dealt with by way of written resolutions so that all Directors (including Independent Non-executive Directors) can note and comment, as appropriate, the matters before approval is granted.

The Board having considered the attendance records of the Directors is satisfied that each Director spends sufficient time performing his responsibilities.

A.8 非執行董事之任期

上市規則附錄十四之守則條文A.4.1要求非執行董事的委任應指定任期，並須接受重新選舉。本公司獨立非執行董事均無指定任期，惟須根據本公司之公司組織章程大綱及細則條文至少每三年輪流退任一次及接受重新選舉。因此，本公司認為已採取足夠措施遵照本守則條文。五位非執行董事中四位之酬金為每年62,833港元，餘下一位酬金為每年151,280港元。

A.8 TERMS OF NON-EXECUTIVE DIRECTORS

Code provision A.4.1 of the Code requires that non-executive directors should be appointed for a specific term and should be subject to re-election. The independent non-executive directors of the Company are not appointed for specific terms but are subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision. Four out of the five non-executive directors have remunerated at HK\$62,833 per year and the remaining has remunerated at HK\$151,280 per year.

2. 董事及高級管理人員的薪酬及董事會評核

B.1 薪酬委員會

本公司已成立薪酬委員會為本公司的董事酬金政策及其他有關酬金事宜提供意見。

薪酬委員會現有三位成員，包括兩位獨立非執行董事孫秉樞博士及林家威先生及一位執行董事趙世曾先生。孫秉樞博士為委員會主席。

2. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT AND BOARD EVALUATION

B.1 REMUNERATION COMMITTEE

The Company has established a Remuneration Committee to advise the Company on the directors' remuneration policy and other remuneration related matters.

The Remuneration Committee currently comprised of three members includes two Independent Non-Executive Directors namely Dr. Sun Ping Hsu Samson and Mr. Lam Ka Wai Graham and one Executive Director namely Dr. Chao Sze Tsung Cecil. Dr. Sun Ping Hsu Samson is the Chairman of the Committee.

薪酬委員會的該職權範圍已刊載於本公司之網頁(www.cheuknang.com.hk)及聯交所之網頁。

薪酬委員會主要負責制訂本集團有關本公司各董事及本集團各高級管理層成員之薪酬政策及架構，並就此向本公司董事會提供建議。董事或彼之任何聯繫人士其無參與本身酬金之決策。董事薪酬組合包括薪金、花紅及退休金。薪酬水平乃參考每名董事之專業知識、表現及經驗釐定。

薪酬委員會須每年至少舉行一次會議，或在負責人力資源職能之董事要求時舉行會議。

薪酬委員會會議

年內，薪酬委員會會員於二零一九年二月舉行會議，已審閱及推薦予董事會通過董事及高層管理人員之酬金，而有關之董事在其酬金的討論上棄權。

各成員的出席詳情如下：

成員名稱	Name of Member	出席會議次數 Number of meetings attended	出席率 Attendance rate
孫秉樞	Sun Ping Hsu Samson	1/1	100%
林家威	Lam Ka Wai Graham	1/1	100%
趙世曾	Chao Sze Tsung Cecil	1/1	100%

The terms of reference of the Remuneration Committee are posted on the websites of the Company (www.cheuknang.com.hk) and the Stock Exchange.

The Remuneration Committee is primary responsible for formulating and making recommendation to the Board on the Group's policy and structuring the remuneration of the directors of the Company and the senior management of the Group. No Directors or any of his associates is involved in deciding his own remuneration. The remuneration package of the Directors includes salary, bonus and pension. The remuneration level is determined by reference to the expertise, performance and experience possessed by each Director.

The Remuneration Committee shall meet at least once a year or as requested by the director responsible for resources function.

REMUNERATION COMMITTEE MEETING

During the year, the Remuneration Committee meeting was held in February 2019 reviewed and recommended the remuneration package of all directors and senior management to the Board for approval with the relevant directors abstained to the discussion of his/her remuneration package.

The individual attendance of each member is set out below:

3. 問責及核數

C.1 財務匯報

管理層應向董事會提供充分的解釋及資料，讓董事會可以就提交給他們批准的財務及其他資料，作出有根據的評審；管理層應每月向董事會成員提供更新資料，載列有關本公司的表現，財務狀況及前景的公正及易於理解的評估，內容足以讓董事履行其職責。

董事對財務報表之責任

董事確認彼等於編製本公司財務表之責任，並確保財務報表乃根據法例規定及適用會計準則而編製。董事須確保本集團準時刊發有關財務報表。

本公司外聘核數師就彼等對本公司財務報表之責任之聲明載於第107頁至第116頁之核數師報告書內。

董事確認，就彼等經作出一切合理查詢後所深知、所得資料及確信，彼等並無獲悉有任何重大不明朗事件或情況會嚴重影響本公司持續經營之能力。

3. ACCOUNTABILITY AND AUDIT

C.1 FINANCIAL REPORTING

The Management provide sufficient explanation and information to the board to enable it to make an informed assessment of financial and other information put before it for approval. All members of the board are provided with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient details to enable the board and each director to discharge their duties.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Company and ensure that they are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of such financial statements.

The statement of the external auditors of the Company with regard to their reporting responsibilities on the Company's financial statements is set out in the Report of the Auditors on pages 107 to 116.

The Directors confirm that, to the best of their knowledge, information and belief, having made specific enquiries of all directors, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

C.2 內部監控及風險管理

董事會有責任每年檢討集團的風險管理和內部監控系統的有效性，涵蓋所有重大控制措施，包括財務，運營和符合規範。在二零一八年，董事會通過審計委員會審查了公司會計，內部審計和財務報告職能的資源，資質和經驗的充足性。

風險管理被定義為識別，分析，評估和處理虧損風險以及監控風險控制和財務資源以減輕虧損的不利影響的持續過程。

風險偏好是董事會和管理層願意接受追求公司價值的風險。

風險管理方法

本集團在本集團風險管理框架下採取「自上而下」的方針，董事會、審計委員會、高級管理人員和部門負責人對風險管理政策的製定和維護進行了嚴密的監督。

C.2 INTERNAL CONTROLS AND RISK MANAGEMENT

The Board has the responsibility to review annually the effectiveness of the Group's risk management and internal control systems covering all material controls, including financial, operational and compliance controls. In 2018, the Board, through the Audit Committee, had reviewed the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions.

Risk management is defined as the continuing process to identify, analyse, evaluate, and treat loss exposures and monitor risk control and financial resources to mitigate the adverse effects of loss.

Risk Appetite is the amount of risk that the Board and the management are willing to accept in the pursuit of the Group's value.

Risk Management Approach

The Group adopts a "Top-Down" approach in the Group's risk management framework which the Board, the Audit Committee, the senior management and the department heads exercise strong oversight on the establishment and maintenance of the risk management policy.

風險治理結構

本集團的風險治理結構由以下各方組成：

- i. 董事會
 - 評估和確定其願意為實現集團戰略目標而採取的風險的性質和程度；
 - 持續管理風險管理體系的设计，實施和監督管理；
 - 確保至少每年對本集團及其子公司風險管理體系的有效性進行審查，並向公司報告其在公司治理報告中已經這樣做的情況。
- ii. 審計委員會
 - 審查集團的風險管理體系；
 - 與管理層討論風險管理體系，確保管理層履行其有效制度的職責；
 - 考慮董事會授權的風險管理事項的主要調查結果，或主動對管理層對這些調查結果的回應。

Risk Governance Structure

The Group's risk governance structure consists of the following parties:

- i. The Board of Directors
 - evaluate and determine the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives;
 - oversee management in the design, implementation and monitoring of the risk management systems on an ongoing basis;
 - ensure that a review of effectiveness of the Group's and its subsidiaries' risk management system has been conducted at least annually and report to shareholder that it has done so in Corporate Governance Report.
- ii. The Audit Committee
 - review the Group's risk management systems;
 - discuss the risk management systems with management to ensure that management has performed its duty to have effective systems;
 - consider major investigation findings on risk management matters as delegated by the board or on its own initiative and management's response to these findings.

iii. 高級管理人員

- 識別企業風險；
- 審查企業風險和緩解行動；
- 在作出決定時考慮風險；
- 在作出決定時表達風險偏好。

iv. 部門主管

- 識別實現其單位業務計劃的風險，這也可能是企業風險，並向高級管理層和董事會提供此類風險；
- 識別任何相關的緩解行動，將其納入其單位的業務計劃內，並確保實現業務計劃的目標；
- 警惕可能發展的其他風險。

v. 所有員工

- 警惕可能的企業風險，並向管理層報告他們確定的風險。

iii. Senior Management

- identify corporate risks;
- review of corporate risks and mitigating actions;
- consider risks when making decisions;
- articulate risk appetite when making decisions.

iv. Department Head

- identify risks to the achievement of their unit's business plan which might also be corporate risks, and to advise senior management and Board of Directors of such risks;
- identify any relevant mitigating actions, to include these within their unit's business plan, and to ensure the objective of business plan is achieved;
- be alert to other risks that might develop.

v. All Staffs

- be alert to possible corporate risks and report the risks that they have identified to their managers.

本集團的風險管理流程包括4個核心階段：

(1) 風險識別

各部門負責人通過考慮與其流程有關的風險，通過評估市場，競爭環境和日常運作來確定影響公司的潛在風險。然後將風險記錄在風險登記冊中，用於總結公司整體風險，分為四個風險類別，即報告，操作，戰略和合規風險。

風險登記冊在完成後提交內部審計職能和審計委員會審查。

識別過程每年進行一次，以響應不斷變化的商業環境，並確定是否需要對風險識別結果進行調整。

(2) 風險評估和優先排序

(2.1) 風險評估

在各部門之間部署了一套共同的評估標準，以評估可能性和後果方面的風險。部門負責人必須根據評估標準對風險的可能性和後果進行評級。施加的等級範圍為1到5。

The Group's risk management process comprises 4 core stages:

(1) Risk identification

Each of the head of department is responsible to identify potential risks that affect the Group through assessing the market, competition environment and the daily operations by considering the risks relating to their processes. The risks are then recorded into the risk register, which serves to summarize the risks of the Group as a whole by four risk categories, namely reporting, operational, strategic and compliance risk.

The risk register is submitted to the internal audit function and the Audit Committee for review upon completion.

The identification process is performed annually to respond to the changing business environment and to determine whether adjustment is required for the risk identification result.

(2) Risk Assessment and Prioritization

(2.1) Risk Assessment

A common set of assessment criteria is deployed across departments to assess the risks in terms of likelihood and consequences. The head of departments are required to assign the ratings on the likelihood and the consequences of the risks in accordance with the assessment criteria. The rating applied ranges from 1 to 5.

(2.2) 風險優先排序

計算總體評級後，風險按降序排列。風險緩解計劃的設計是基於風險優先級，「(3) 風險響應」部分描述了計劃的細節。

(2.3) 評估標準

評估標準由管理層決定，經董事會批准。

(3) 風險回應

(3.1) 風險減緩計劃

各部門負責人在完成風險優先排序後，負責制定風險緩解計劃。

風險緩解計劃包括以下部分：

(i) 風險識別

公司將根據風險評估結果，由小至大排列十大風險。風險的描述和風險的影響需要納入本節。

(2.2) Risk Prioritization

Risks are prioritized in descending order after the overall ratings are calculated. The design of risk mitigation plan is based on the risk prioritization and the details of the plan are described in “(3) Risk Response” sections.

(2.3) Assessment Criteria

The assessment criteria is determined by the management and approved by the Board.

(3) Risk Response

(3.1) Risk Mitigation Plan

Each department head is responsible to formulate the risk mitigation plan upon the completion of risk prioritization.

The risk mitigation plan includes the following sections:

(i) Risk Identified

The Group will list out the top 10 risks in descending order by using result from the risk assessment. Description of the risks and the impact of the risks are required to be included under this section.

(ii) 風險緩解計劃

在風險緩解行動的設計中，管理層需要考慮風險的影響和脆弱性，並選擇最適當的措施來應對風險。以下參考表總結了風險響應的類型以及在製定風險緩解措施時採用的情況：

(ii) Risk mitigation plan

In the midst of the design of the risk mitigation action, management needs to consider the impact and the vulnerability of the risks, and select the most appropriate measure to respond to the risks. The following reference table summarizes the types of the risk responses and the circumstances to be adopted upon the formulation of the risk mitigation:

風險反應類型 Type of Risk Responses	要採用的情況 Circumstances to be adopted
接受 Acceptance	風險被認為是不重要的，並且在風險承受水平之內。 Risks are considered as immaterial and it is within the risk acceptance level.
減少 Reduction	風險被認為是重要的，控制措施可以將風險降低到可接受的水平。 Risks are considered as material, and controls are available to reduce the risks to an acceptable level.
共享 Sharing	風險被視為重大事項，本公司無法將風險降至可接受水平。風險部分必須轉讓給其他方或與其他方共享。 Risks are considered as material, and the Group is not able to reduce the risks to an acceptable level solely. The portion of risks has to be transferred to or shared with other parties.
避免 Avoidance	風險被認為是物質，風險不能以一定的方式降低到可接受的水平，或者將風險降低到可接受的水平需要不合理的高成本。 Risks are considered as material, and the risks cannot be reduced to an acceptable level by all means, or it requires unreasonably high cost to reduce the risks to an acceptable level.

(3.2)向負責治理的人員報告
部門負責人將風險登記和
風險緩解計劃提交給高級
管理層審查，高級管理人
員將對風險登記冊和風險
緩解計劃進行合併，其後
向董事會和審計委員會報
告。

(4) 風險監測

(4.1)日常監控

部門負責人負責實施和監
控風險緩解計劃，並自實
施以來審查其有效性。

(4.2)年度審查報告

由各負責部門每年準備一
份報告，總結年度內的監
測活動和減輕風險的結
果，並提交給高級管理層
進行審查。

處理和傳播內部信息

公司已製定了披露政策，以提供有
關處理機密信息，監控信息披露以
及對董事、高級管理人員、高級管
理層和相關員工的查詢作出回應的
一般指南。公司已執行監督計劃，
以確認嚴格禁止未經授權訪問和使
用內部信息。

(3.2)Reporting to those charged with Governance
After department heads submit the
risk register and risk mitigation plans
to senior management for review, the
senior management will perform the
consolidation of the risk register and the
risk mitigation plans, thereafter report to
the Board and the Audit Committee.

(4) Risk Monitoring

(4.1)Daily Monitoring

The department heads are responsible to
implement and monitor the risk mitigation
plan, and review its effectiveness since
implementation.

(4.2)Annual Review Reporting

A report, which summarises the monitoring
activities during the year and the risk
mitigation results, is prepared by each
responsible department annually, and
submitted to senior management for
review.

Handling and dissemination of inside information

The Company has developed its disclosure policy
to provide the general guideline on handling
confidential information, monitoring of information
disclosure and response to queries to its directors,
officers, senior management and the relevant
employees. The Company has executed supervision
programs to confirm the strict prohibition
from unauthorised access to and use of inside
information.

由於董事會已審查本公司內部監控系統的有效性，因此本集團沒有內部審計職能，並且目前認為，鑑於內部審計職能的存在，本集團無需立即設立內部審計職能。集團業務的規模，性質和複雜性。情況將不時進行審查。

董事會還簽約了致同諮詢服務有限公司，以對截至二零一九年六月三十日止年度的財務報告和披露控制、收入管理和庫存管理。這些報告已分發給審核委員會和董事會進行審查。

截至二零一九年六月三十日止年度，董事會認為本集團的風險管理和內部控制體系充分且有效，並且本公司已遵守守則內部監控的守則條文。

C.3 審計委員會

審計委員會成員現包括兩位獨立非執行董事及一位非執行董事，即孫秉樞博士、林家威先生及李鼎堯先生。林家威先生為審計委員會的主席。審計委員會之構成及成員符合上市規則第3.21條之要求。

審計委員會的該職權範圍已刊載於本公司之網頁(www.cheuknang.com.hk)及聯交所之網頁。

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

The Board also contracted Grant Thornton Advisory Services Limited to conduct the risk management and internal control reviews of the financial reporting & disclosure controls, revenue management and inventory management for the year ended 30 June 2019. The reports were distributed to the Audit Committee and the Board for their review.

For the year ended 30 June 2019, the Board considered the Group's risk management and internal control system as adequate and effective and that the Company has complied with the code provisions on internal control of the Code.

C.3 AUDIT COMMITTEE

The Audit Committee currently comprises of two independent non-executive directors and one non-executive director, namely Dr. Sun Ping Hsu Samson, Mr. Lam Ka Wai Graham and Mr. Lee Ding Yue Joseph. Mr. Lam Ka Wai Graham is the chairman of the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 to the Listing Rules.

The terms of reference of the Audit Committee are posted on the websites of the Company (www.cheuknang.com.hk) and the Stock Exchange.

審計委員會之主要職能是協助董事會監督財務報告制度，風險管理及內部控制程序以及內部及外部核數師職能。審核委員會每年根據審核質量及嚴格程度、所提供之審核服務質量、核數師事務所的質量控制程序、外部核數師與本公司之間的關係以及核數師的獨立性，評核外部核數師之委任。

根據新守則的守則條文C.3.7，在二零一二年二月已在審計委員會的職權範圍內加上入有關僱員就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注的詳細安排。

概無現時負責審核本公司賬目的核數公司前任合夥人於終止成為該公司合夥人日期起計一年內，擔任本公司審計委員會委員。

審計委員會會議

年內，審計委員會於二零一八年九月及二零一九年二月在外聘核數師出席下舉行兩次會議，各成員的出席詳情如下：

The main function of the Audit Committee is to assist the Board to oversee the financial report system, risk management and internal control procedures and the external audit functions. The Audit Committee annually assesses the appointment of the external auditor, taking into account the quality and rigor of the audit, the quality of the auditor service provided, the audit firm's quality control procedures, relationships between the external auditors and the Company and the independence of the external auditors.

As required by Code Provision C.3.7 of the Code, details of arrangements for employees to raise concerns about improprieties in financial reporting, internal control and other matters have been included in the terms of reference of the Audit Committee in February 2012.

No member of the Audit Committee is a former partner of the existing auditing firm of the Company during the one year after he/she ceases to be a partner of the auditing firm.

AUDIT COMMITTEE MEETING

During the year, two Audit Committee meetings were held in September 2018 and February 2019 with the presence of the external auditors. The individual attendance of each member is set out below:

成員名稱	Name of Member	出席會議次數 Number of meetings attended	出席率 Attendance rate
孫秉樞	Sun Ping Hsu Samson	2/2	100%
林家威	Lam Ka Wai Graham	2/2	100%
李鼎堯	Lee Ding Yue Joseph	2/2	100%

審計委員會已審閱本公司採納之會計原則及政策，並與管理層討論內部控制、財務報告事項以及核數師變動。為監管本公司財務報表之完整程度，審計委員會已在二零一八年十二月三十一日中期業務報告及截至二零一九年六月三十日之經審核財務報表提予董事會前審閱該等資料。於回顧年度，董事會與審核委員會並無在選拔及委任外聘核數師方面出現意見分歧。

The Audit Committee has reviewed the accounting procedure and policies adopted by the Company and discussed with management and the external auditors regarding the internal controls and financial reporting matters. To monitor the integrity of the financial statements of the Company, the Audit Committee has reviewed the interim report for the six months ended 31 December, 2018, the audited financial statements for the year ended 30 June, 2019 before their submission to the Board. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors during the year under review.

4. 與股東的溝通

D.1 投資者關係

本公司繼續加強與投資者的關係及溝通。有關本公司表現及活動之詳盡資料載於寄交股東之年報及中期報告內。本公司透過專訪及會議與投資者、分析員、基金經理及傳媒保持密切關係。本集團亦會即時就投資者提供資料之要求及查詢作出詳細回應。董事會亦歡迎股東就影響本集團事務提出意見，並鼓勵彼等出席股東大會，以就彼等所關注事宜與董事會或高級管理層直接溝通交流。

本公司已採納股東通訊政策並已刊載在本公司網頁及聯交所網頁內。本公司與股東及投資者建立不同的通訊途徑，包括：

4. COMMUNICATION WITH SHAREHOLDERS

D.1 INVESTOR RELATIONS

The Company continues to enhance relationship and communication with its investors. Detailed information about the Company's performance and activities is provided in the annual report and the interim report which are sent to shareholders. The Company maintains close communications with investors analysts, fund managers and the media by individual interviews and meetings. The Group also responds to requests for information and queries from the investors in an informative and timely manner. The Board also welcomes the views of shareholders on matters affecting the Group and encourages them to attend shareholders' meetings to communicate any concerns they might have with the Board or senior management directly.

The Company has adopted a Shareholders' Communication Policy which was posted in the Company's website and of the Stock Exchange. The Company establishes different communication channels with shareholders and investors, including:

- (i) 按上市規則規定，寄發公司通訊（其中包括但不限於年報、中期報告、會議通告、通函及代表委任表格）印刷本，股東亦可選擇（或被視為已同意）以電子方式透過本公司網站收取該等文件；
 - (ii) 股東可於股東週年大會上發表建議及與董事交換意見；
 - (iii) 本公司網站(www.cheuknang.com.hk)載有集團之最新及重要資訊；
 - (iv) 本公司網站為股東及權益人提供與本公司溝通之途徑；
 - (v) 本公司之股份登記處為股東處理一切股份登記及相關事宜；及
 - (vi) 本公司公司秘書處理股東及投資者之一般查詢。
- (i) printed copies of corporate communications (including but not limited to annual reports, interim reports, notices of meetings, circulars and proxy forms) required under the Listing Rules, and shareholders can choose (or are deemed to have consented) to receive such documents using electronic means through the Company's website;
 - (ii) the annual general meeting provides a forum for shareholders to raise comments and exchange views with the Board;
 - (iii) updated and key information on the Group is available on the website of the Company (www.cheuknang.com.hk);
 - (iv) the Company's website offers a communication channel between the Company and its shareholders;
 - (v) the Company's Registrar deals with shareholders for share registration and related matters; and
 - (vi) the Company Secretary of the Company handles enquiries from shareholders and investors generally.

股東週年大會為本公司與全體股東溝通的途徑，本公司鼓勵股東出席股東週年大會，而有關通告於最少二十個完整工作天前寄發。而就所有其他股東大會而言，則須在大會舉行前最少十個完整工作天前寄發。主席及／或董事均於大會上解答有關本集團業務之提問。於股東大會上，將就各項重大獨立事項提呈獨立決議案，例如選舉個別董事及重選核數師。

The annual general meeting is used as an opportunity to communicate with all shareholders. Shareholders are encouraged to attend the annual general meetings for which a notice would be served with at least 20 clear business days. For all other general meetings, notice will be sent to shareholders with at least 10 clear business days. The Chairman and/or Directors are available to answer questions on the Group's business at the meetings. At general meetings, separate resolutions are proposed on each substantially separate issue such as the election of individual directors and re-appointment of auditors.

要求進行投票表決程序之詳情及股東要求進行投票表決之權利已載於隨本年報奉附之致股東通函內。通函亦載有各項提呈決議案之有關詳情及各重選董事之履歷。

本公司之憲章文件已在本公司及聯交所網頁發佈。年內，本公司之憲章文件並無變動。

在二零一八年股東週年大會上，外聘核數師及薪酬委員會主席均有出席以回答股東提問。大會主席已解釋以投票方式進行表決之詳細程序，並回答股東提問。

大會主席行使本公司組織章程細則賦予之權力，就股東週年大會通告內之各項決議案進行投票表決。本公司股份登記處之代表獲委任為二零一八年股東週年大會的監票員，以監察投票及點算票數。本公司自二零零九年股東週年大會起，所有於股東大會上提呈之決議案均透過投票方式進行表決。投票表決結果已登載於本公司及聯交所網站。

Details of poll voting procedures and the rights of shareholders to demand a poll is included in a circular to shareholders accompanied the annual report. The circular also includes relevant details on proposed resolutions, and biographies of each candidates standing for re-election.

The constitutional document of the Company was posted in the Company's website and of the Stock Exchange. There has not been change in the constitutional document during the year.

At the 2018 annual general meeting of the Company, the external auditors and the Chairmen of the Remuneration Committee, Nomination Committee and Audit Committee were attended to answer the questions from the shareholders. The Chairman of the meeting has explained the detailed procedures for conducting a poll, and answered questions from shareholders.

The Chairman of the meeting exercised his power under the Company's Articles of Association to put each resolution set out in the notice to be voted by way of a poll. Representatives of the Share Registrar of the Company were appointed as scrutineers to monitor and count the poll votes cast at the 2018 annual general meeting. Since the Company's 2009 annual general meeting, all the resolutions put to vote at the Company's general meetings were taken by poll. Poll results were posted on the websites of the Company and the Stock Exchange.

5. 公司秘書

公司秘書何秀芬女士須向董事會負責，以確保董事會程序得以遵循，且董事會之活動符合效率和效益。該等目標均透過依循適當之董事會程序，並盡快編製及向董事派發會議議程及文件而達致。董事會及董事會委員會之所有會議記錄乃由公司秘書編製及管理，並將董事會及董事會委員考慮之事項及達致之決定鉅細無遺地記錄。所有會議記錄均提呈予董事，並於董事要求時可供審查。

公司秘書負責確保董事會於作出決策時全面知悉一切有關本集團之立法、規管及企業管治之發展，並將其納入考慮範圍。

公司秘書亦直接負責確保本集團遵守上市規則及公司收購、合併及股份購回守則所規定之所有責任，包括於上市規則規定之期限內編製、刊發及派發年度報告及中期報告，並適時向股東派發該等文件。

此外，公司秘書就董事披露於本集團證券之權益及交易、關連交易及股價敏感資料之責任向彼等提供意見，並確保上市規則規定之標準及披露獲得遵守，及於有需要時於本公司之年度報告中反映。

5. COMPANY SECRETARY

The Company Secretary, Ms. Ho Sau Fun Connie, is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. These objectives are achieved through adherence to proper Board procedures and the timely preparation and dissemination of meeting agendas and papers to the Directors. Minutes of all meeting of the Board and the Board committees are prepared and maintained by the Company Secretary to record in sufficient details the matters considered and decisions reached by the Board or the Board Committee. All minutes are sent to the Directors and are available for inspection by any Director upon request.

The Company Secretary is responsible for ensuring that the Board is fully apprised of all legislative, regulatory and corporate governance developments relating to the Group and that it takes these into consideration when making decisions for the Group.

The Company Secretary is also directly responsible for seeking to ensure the Group's compliance with all obligations under the Listing Rules and The Codes on Takeovers and Mergers and Share Repurchases, including the preparation, publication and dispatch of annual reports and interim reports within the time limits set out in the Listing Rules and the timely dissemination of the same to the Shareholders.

Furthermore, the Company Secretary advises the Directors on their obligations for disclosures of interests and dealings in the Group's securities, connected transactions and price-sensitive information and ensures that the standard and disclosures required by the Listing Rules are observed and, where required, reflected in the annual report of the Company.

公司秘書之委任及罷免須經董事會根據本公司之公司細則批准。董事會全體成員均獲公司秘書提供意見及服務。

何秀芬女士於一九九六年二月獲委任為本公司之公司秘書，對本集團日常事務有充份了解。於本公司作出具體查詢後，何女士已確認彼符合上市規則所規定之所有資格、經驗及培訓。

The appointment and removal of the Company is subject to Board approval in accordance with the Articles of Association of the Company. All members of the Board have access to the advice and service of the Company Secretary.

Ms. Ho Sau Fun Connie was appointed as the Company Secretary of the Company in February 1996 and has day-to-day knowledge of the Group's affairs. Ms. Ho Sau Fun Connie has confirmed, following specific enquiry made by the Company that she has complied with all the qualifications, experience and training requirements of the Listing Rules.

6. 股東權利

下文載列股東可：(1)召開股東特別大會；(2)向董事會作出查詢；及(3)於股東大會上提出議案之程序。此等程序一般由本公司之公司細則條文以及適用法例、規則及規例規管，本節內容如有歧義，概以本公司之公司細則條文以及適用法例、規則及法規規管為準。

6. SHAREHOLDERS' RIGHTS

Set out below are procedures by which Shareholders may: (1) calling for extraordinary general meeting; (2) putting forward enquiries to the Board and (3) putting forward proposals at general meetings. These procedures are generally governed by the provisions of the Company's Articles of Association and applicable laws, rules and regulations, which prevail over what is stated in this section in case of inconsistencies.

1. 股東召開股東特別大會之程序

根據香港法例第622章新《公司條例》(「新公司條例」)，佔全體有權在股東大會上表決的股東的總表決權最少5%之本公司登記股東，可要求召開本公司股東特別大會(「股東特別大會」)。有關呈請(a)須列明該會議上處理之事務之概略性質，(b)須由各呈請人簽署，及(c)須送交本公司位於香港灣仔港灣道18號中環廣場49樓4901室之註冊辦事處(「註冊辦事處」)，並註明收件人為公司秘書。倘決議案將以特別決議案形式提出，則有關呈請必須包含該議決案之文本，並指明擬採用特別議決案形式提出該議決案之意向。有關呈請可包含若干份格式相近之文件，每份文件由一位或多位呈請人簽署。

董事須於有效呈請遞交日期起計21日內召開股東特別大會。有關大會將於召開大會通告發出日期起計28日內舉行。倘董事未能按上述方式召開股東特別大會，呈請人或佔全體該等呈請人的總表決權過半數的呈請人，可自行召開股東特別大會。股東特別大會須於呈請遞交日期起計3個月內召開。呈請人因董事未有妥為召開股東特別大會而產生之任何合理費用，須由本公司償付予呈請人。

1. Calling for Extraordinary General Meeting by Shareholders

Under the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “CO”), registered shareholder(s) of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings may request to call an extraordinary general meeting (“EGM”) of the Company. The request (a) must state the general nature of the business to be dealt with at the meeting, (b) must be signed by the requisitioner(s), and (c) must be deposited at the registered office of the Company (the “Registered Office”) at Suite 4901, 49/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the attention of the Company Secretary. If the resolution is to be proposed as a special resolution, the request should include the text of the resolution and specify the intention to propose the resolution as a special resolution. The request may consist of several documents in like form, each signed by one or more requisitioner(s).

The Directors must call an EGM within 21 days from the date of the deposit of the valid request. Such meeting should be held on a date not more than 28 days after the date of the notice convening the meeting. If the Directors fail to call the EGM as aforesaid, the requisitioner(s), or any of them representing more than one-half of the total voting rights of all of them, may themselves call the EGM. The EGM must be called for a date not more than 3 months after the date of the deposit of the request. Any reasonable expenses incurred by the requisitioner(s) by reason of the failure of the Directors duly to call an EGM shall be reimbursed to the requisitioner(s) by the Company.

2. 向董事會作出查詢之程序

股東可透過公司秘書向董事會作出查詢，而公司秘書會轉交有關查詢予董事會處理。公司秘書之聯絡詳情如下：

香港
灣仔
港灣道18號
中環廣場49樓4901室
卓能(集團)有限公司
公司秘書
電郵：info@cheuknang.com.hk 或
connieho@cheuknang.com.hk
電話：(852) 2526 7799
傳真：(852) 2521 7728

股東如有任何有關其股權之查詢，亦可以聯絡本公司股份過戶登記處香港中央證券登記有限公司。

3. 股東於股東大會上提呈決議案之程序

傳閱股東陳述書

根據新公司條例，佔全體有相關表決權的股東的表決權最少2.5%之本公司登記股東，或最少50名有相關表決權的股東，可要求本公司向有權收取股東大會通告之本公司股東傳閱字數不超過1,000字之陳述書，陳述書有關乎所提呈決議案所述事宜或其他將於會上處理之事務。

2. Putting forward enquiries to the Board

Shareholders may put forward enquiries to the Board through the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

The Company Secretary
Cheuk Nang (Holdings) Limited
Suite 4901, 49/F., Central Plaza
18 Harbour Road
Wanchai
Hong Kong
Email: info@cheuknang.com.hk or
connieho@cheuknang.com.hk
Tel No.: (852) 2526 7799
Fax No.: (852) 2521 7728

Shareholders can also contact Computershare Hong Kong Investors Services Limited, the share registrar of the Company, if they have any enquiries about their shareholdings.

3. Procedures for Putting Forward Proposals at General Meetings by Shareholders

Circulation of shareholders' statement

Under the CO, registered shareholder(s) of the Company representing at least 2.5% of the total voting rights of all the shareholders who have a relevant right to vote, or at least 50 shareholders who have a relevant right to vote may request the Company to circulate to shareholders of the Company entitled to receive notice of a general meeting a statement of not more than 1,000 words with respect to a matter mentioned in a proposed resolution or other business to be dealt with at that meeting.

有關呈請(a)須由各呈請人簽署，(b)須送交註冊辦事處，並註明收件人為公司秘書，(c)須指出將予傳閱之陳述書，及(d)須於與呈請有關的會議日期至少7日前送抵本公司。

倘與呈請有關的會議屬本公司股東週年大會，且及時接獲足以要求本公司傳閱陳述書的呈請，使本公司在發出大會通告的同時，能夠送交陳述書之文本，則傳閱股東陳述書的費用毋須由呈請人支付。否則，有關費用須由呈請人支付；且須於不遲於大會舉行日期7日前向本公司存放或交出一筆按理足以支付本公司為傳閱股東陳述書而產生之費用，除非本公司另行決議。

傳閱股東週年大會決議案

根據新公司條例，佔全體有權於與呈請相關之股東週年大會上就決議案表決之股東的總表決權最少2.5%之本公司登記股東或有權與呈請相關之股東週年大會上就決議案投票之最少50名股東，可要求本公司向有權收取股東週年大會通告之本公司股東發出擬於大會上動議之決議案之通告。

The request (a) must be signed by the requisitioner(s), (b) must be deposited at the Registered Office for the attention of the Company Secretary, (c) must identify the statement to be circulated, and (d) must be received by the Company at least 7 days before the meeting to which it relates.

The expenses of circulating shareholders' statement need not be paid by the requisitioner(s) if the meeting to which the requests relate is an annual general meeting of the Company; and requests sufficient to require the Company to circulate the statement are received in time to enable the Company to send a copy of the statement at the same time as it gives notice of the meeting. Otherwise, such expenses must be paid by the requisitioner(s); and there is deposited with or tendered to the Company, not later than 7 days before the meeting, a sum reasonable sufficient to meet such expenses in doing so, unless the Company resolves otherwise.

Circulation of resolution for annual general meeting

Under the CO, registered shareholder(s) of the Company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate, or at least 50 shareholders who have a right to vote on the resolution at the annual general meeting to which the requests relate, may request the Company to give, to shareholders of the Company entitled to receive notice of the annual general meeting, notice of a resolution that is intended to be moved at that meeting.

有關呈請(a)須由各呈請人簽署，(b)須送交註冊辦事處，並註明收件人為公司秘書，(c)須指出將予發出通告所關乎之決議案，及(d)須在不遲於(i)與呈請有關之股東週年大會舉行日期前6個星期；或(ii) (如較後)大會通告發出之時送抵本公司。

本公司須自費向有權收取股東週年大會通告之每一位股東發出一份決議案通告之文本。

提名董事候選人

根據本公司章程細則第107條，股東可於任何股東大會上提名董事候選人，股東須於股東大會日期至少7日前向本公司提交一份書面通知書，其內表明他擬提議推選該人士出任董事之職，以及一份由該人士所發出的表示願意接受推選的書面通知。而該等通知書的遞交期限不得早於有關選舉指定股東大會通告寄發日期前，且不得遲於該股東大會日期前7日。

The request (a) must be signed by the requisitionist(s), (b) must be deposited at the Registered Office for the attention of the Company Secretary, (c) must identify the resolution of which notice is to be given, and (d) must be received by the Company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting.

The Company must send a copy of the notice of a resolution at the Company's own expense to each shareholder entitled to receive notice of the annual general meeting.

Nomination of a person for election as a Director

Pursuant to Article 107 of the Company's Articles of Association, a shareholder can propose a person for election to the office of Director at any general meeting by giving the Company notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected at least seven days before the date of the general meeting. The period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

傳閱書面決議案

根據新公司條例，佔全體有權就決議案表決之股東的總表決權不少於5%之本公司登記股東，可要求本公司向其股東傳閱被提呈書面決議案。呈請人亦可要求本公司在傳閱被提呈書面決議案同時，傳閱有關乎該決議案而字數不超過1,000字之陳述書。

有關呈請(a)須由各呈請人簽署，(b)須送交註冊辦事處，並註明收件人為公司秘書，及(c)須指出將予傳閱之決議案及任何陳述書。

本公司須於有效呈請遞交日期起計21日內，自費向所有股東發出被提呈書面決議案及陳述書(如有)之文本。本公司須確保發出之被提呈書面決議的文本，隨附有關如何表示同意該決議及該決議的最後通過日期之指引。

Circulation of Written Resolution

Under the CO, registered shareholder(s) of the Company representing not less than 5% of the total voting rights of all the shareholders entitled to vote on the resolution, may request the Company to circulate a proposed written resolution to its shareholders. The requisitioner(s) may also request the Company to circulate with the proposed written resolution a statement of not more than 1,000 words in respect of the resolution.

The request (a) must be signed by the requisitioner(s), (b) must be deposited at the Registered Office for the attention of the Company Secretary, and (c) must identify the resolution and any statement to be circulated.

The Company must send a copy of the proposed written resolution and statement (if any) at the Company's own expense to every shareholder not more than 21 days from the date of the deposit of the valid request. The Company must ensure that the copy of proposed written resolution is accompanied by guidance as to how to signify agreement to the resolution and the day by which the resolution must be passed.

7. 董事及高級職員之責任保險

年內，本公司已安排董事及高級職員之責任保險續期，就本公司及其附屬公司各董事及高級職員因本集團企業活動而遭提出之法律行動提供保障。

7. INSURANCE FOR DIRECTORS' AND OFFICERS' LIABILITIES

During the year, the Company has arranged for the renewal of an insurance policy on directors' and officers' liabilities in respect of legal actions against the Directors and officers of the Company and its subsidiaries arising out of corporate activities of the Group.

8. 核數師酬金

年內，就本公司外聘核數師致同（香港）會計師事務所有限公司向本集團提供法定核數服務而已付及應付之費用分別為660,000港元。本集團並無外聘核數師提供非核數服務。

本集團亦已就若干海外附屬公司之法定審核工作委任其他外聘核數師，彼等就提供核數服務之酬金約為98,000港元。

9. 企業社會責任

環保政策

本集團對環境保護的承諾持續在整體業務活動中所提倡的環保措施及意識中充份反映。本集團已在日常辦公室運作方面製訂綠色政策，以節約能源、充分利用資源及廢物循環使用，提升員工的環保意識。

過往數年，本集團已採取行動減少用紙量，包括使用電子設備以及鼓勵使用網站及在網上發佈公司資訊。為降低耗電量，非使用中的燈及設備會被關閉。本集團大部份辦公設備擁有機電工程署頒發的能源效益標籤，以節省辦公室能源。

8. AUDITORS' REMUNERATION

During the year, the fees paid or payable to external auditors of the Company, Grant Thornton Hong Kong Limited, was approximately HK\$660,000 for statutory audit services rendered to the Group. The Group has not engaged external auditors to perform non-audit services.

The Group also appointed other external auditors for the statutory audit purposes of certain overseas subsidiaries and their remuneration for audit services rendered was approximately HK\$98,000.

9. CORPORATE SOCIAL RESPONSIBILITIES

Environmental Policy

Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in all business practices. The Group has introduced a green policy to enhance the awareness of environmental protection among staff with the aims of saving energy, fully utilizing resources and recycling wastes in daily office operation.

For the past years, the Group had undertaken initiatives to reduce paper usage including usage of electronic devices, and encouraging the use of websites and online version of corporate communications. To reduce the power consumption, lighting and equipment will be turned off when not in use. Our Group is using office equipment carries Energy Label issued by the Electrical and Mechanical Services Department which save the energy in the offices.

社區參與

本集團已贊助香港籃球總會「籃球發展儲備基金」，以促進青少年籃球訓練。本集團對社區外展和參與充滿熱情。我們鼓勵僱員花更多的時間與家人團聚，並支持在空餘的工作時間從事志願工作。貢獻的重點領域是減輕貧困，教育，環境循環利用和藝術。本集團的高級管理層努力通過定期為慈善工作貢獻時間，物資和財務資源來樹立榜樣。

Community Involvement

The Group has sponsored the “Basketball Development Reserve Fund” to the Hong Kong Basketball Association with the aim of promoting basketball training to the youth. The Group also takes an enthusiastic view of community outreach and involvement. We encourage our employees to spend more time with their families and engage in volunteer work in their free time. The focus areas of contribution have been poverty alleviation, education, environmental recycling, and the arts. The senior management of the Group endeavours to lead the way through example by regularly contributing time, supplies, and financial resources to charitable work.

10. 持份者關係

本公司深明在可持續發展的路上，員工、顧客和業務夥伴是我們可持續發展里程的關鍵。我們致力與員工緊密聯繫，為顧客提供優質服務，同時與業務夥伴協力同心，支持社會公益事務，以達至企業可持續發展。本公司重視人力資源。為員工提供公平的工作環境，提倡共融及多元文化背景。我們提供具競爭力的薪酬待遇，並按照員工的表現，提供不同的晉升機會。我們透過成立「僱員安全及健康管理委員會」，確保集團所有業務皆按照健康及安全管理系統的各項原則落實執行。本公司為員工提供定期培訓，包括內部培訓和由外間專業機構提供的進修課程，從而使員工對市場及行業的最新發展有所了解。

10. RELATIONSHIPS WITH STAKEHOLDERS

The Company recognizes that our employees, customers and business associates are keys to our sustainability journey. We strive to achieve corporate sustainability through engaging our employees, providing quality services for our customers, collaborating with business partners and supporting our community. The Company provides a fair workplace, promoting non-discrimination and diversity to our staff, together with competitive remuneration and benefits, as well as a range of opportunities for career advancement based on employees' merits and performance. The Company provides subsidy to staff for trainings to keep them abreast of the latest developments in the market and industry.

董事會報告書 Report of the Directors

董事會茲將截至二零一九年六月三十日止年度之報告書及已審核賬目送呈各股東省覽。

主要業務

本公司主要業務為投資控股。

本公司的附屬公司及聯營公司之主要業務範圍包括在香港、澳門、中華人民共和國及馬來西亞作物業發展、投資及管理。

本集團本年度根據業務及經營地區之表現分析載於財務報表附註6。

業務審視

有關本集團年內業務的審視與對未來業務發展的論述均載於本年報第9頁至第18頁的主席報告書內，而有關本集團可能面對的風險及不明朗因素的描述，亦載於第59頁至第66頁的企業管治報告內，綜合財務報告書附註32還刊載了本集團的財務風險管理目標及政策。於二零一九年六月三十日止年度終結後並無發生並對本集團有影響的重大事件。本年報第2頁則刊載集團「五年財務摘要」，以財務關鍵表現指標分析本集團年內表現。此外，關於本集團環保政策、與持份者關係及對本集團有重大影響的相關法律及規例之遵守情況，分別刊於第78頁至79頁的企業管治報告中。

The Directors submit to the shareholders their report together with the audited financial statements for the year ended 30 June 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the Company's subsidiaries and associates comprise property development, investment and management in Hong Kong, Macau, the People's Republic of China and Malaysia.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 6 to the financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 9 to 18 of this Annual Report. Description of possible risks and uncertainties that the Group may be facing can be found in the Corporate Governance Report on pages 59 to 61. Also, the financial risk management objectives and policies of the Group can be found in Note 32 to the consolidated financial statements. There is no important event affecting the Group that have occurred since the end of the financial year ended 30 June, 2019. An analysis of the Group's performance during the year using financial key performance indicators is provided in the Five Years' Summary on page 2 of this Annual Report. In addition, discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Corporate Governance Report on pages 78 to 79.

業績及股息

本集團截至二零一九年六月三十日止年度之業績及該日之財務狀況詳列於第107至272頁之綜合財務報表內。

中期股息每股7.5港仙(二零一八年：7.5港仙)，總數43,891,000港元已於二零一九年五月三日派發。

董事會現建議派發末期股息每股15.0港仙(二零一八年：15.0港仙)予於二零一九年十一月二十一日在股東名冊內登記之股東，連同已派發之中期股息每股7.5港仙(二零一八年：7.5港仙)，本年度合共派發股息每股22.5港仙(二零一八年：22.5港仙)。

待股東於週年大會上批准後，末期股息將於二零一九年十二月二十三日派發。

於本年度建議及已派發之股息詳情載於財務報表附註11。

儲備

本公司及本集團於本年度內之儲備變動詳情分別列於財務報表附註第28項及第124頁至第125頁內。

捐款

在截至二零一九年六月三十日止年度，本集團並無任何慈善捐款。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2019 and the financial position of the Group at that date are set out in the consolidated financial statements on pages 107 to 272.

An interim dividend of HK7.5 cents (2018: HK7.5 cents) per share, totaling HK\$43,891,000 was paid on 3 May 2019.

The Directors resolved to recommend the payment of a final dividend of HK15.0 cents (2018: HK15.0 cents) per share payable to those shareholders whose names appeared in the register of members as at the close of business on 21 November 2019, which together with the interim dividend of HK7.5 cents (2018: HK7.5 cents) per share, makes a total distribution of HK22.5 cents (2018: HK22.5 cents) per share this year.

After approval by the shareholders at the Annual General Meeting, the final dividend will be paid on 23 December 2019.

Particulars of dividends proposed and paid during the year are set out in note 11 to the financial statements.

RESERVES

Movements in the reserves of the Company and the Group during the year are set out in note 28 and page 124 to 125 respectively to the financial statements.

DONATIONS

There is no charitable donation made by the Group during the year ended 30 June 2019.

投資物業和物業、機器及設備

本集團於本年內之投資物業和物業、機器及設備之變動詳情分別刊載於財務報表附註第14及第15內。

物業

本集團於物業權益之詳情刊載於第273頁至第276頁內。

股本

股本之變動詳情載於財務報表附註第28項。

可分派之儲備

於二零一九年六月三十日，本公司可供分派之儲備數額約為1,477,000港元（二零一八年：97,429,000港元）。

債券

本集團之債券詳情載於財務報表附註26。

資本化利息

本集團於本年度之資本化利息款額載於財務報表附註14。

附屬公司及聯營公司

本公司主要附屬公司及本集團主要聯營公司於二零一九年六月三十日之詳情載於財務報表附註18。

INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Details of the movements in investment properties and property plant and equipment of the Group are set out in notes 14 and 15 to the financial statements respectively.

PROPERTIES

Details of the Group's interest in properties are set out on pages 273 to 276.

SHARE CAPITAL

Details of the movements in share capital are set out in note 28 to the financial statements.

DISTRIBUTABLE RESERVES

As at 30 June 2019, the reserves of the Company available for distribution amounted to HK\$1,477,000 (2018: HK\$97,429,000).

BONDS

Details of the bonds of the Group are set out in note 26 to the financial statements.

CAPITALISED INTEREST

The amounts of interest capitalized by the Group during the year are set out in note 14 to the financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and the Group's principal associates as at 30 June 2019 are set out in note 18 to the financial statements.

銀行貸款及其他借貸

本集團於二零一九年六月三十日之銀行貸款及其他借貸如下：

BANK LOANS AND OTHER BORROWINGS

The amounts of bank loans and other borrowings of the Group at 30 June 2019 were as follows:

		集團 Group 港幣千元 HK\$'000
銀行貸款	Bank loans	1,173,195
董事墊款	Advances from a director	159,182
		<u>1,332,977</u>
償還期分析：		
Repayment analysis:		
銀行貸款	Bank loans	
– 少於一年	– within one year	1,163,687
– 在第二年	– in the second year	–
– 在第三至第五年(包括首尾兩年)	– in the third to fifth years inclusive	10,108
		<u>1,173,195</u>
董事墊款	Advances from a director	
– 無固定還款期	– no fixed repayment terms	159,182
		<u>1,332,977</u>

本集團之負債與資產比率大約為20.1% (二零一八年：21.0%)，以銀行貸款及其他借貸除以集團資產淨值計算。銀行貸款及董事墊款與集團之財務債項比率分別為88.0% (二零一八年：90.4%) 及12.0% (二零一八年：9.6%)。

The Group's debt to equity ratio was approximately 20.1% (2018: 21.0%) expressed as a percentage of bank loans and other borrowings over net assets of the Group. The ratio of bank loans and advances from a director over the Group's financial debts is 88.0% (2018: 90.4%) and 12.0% (2018: 9.6%) respectively.

截至二零一九年六月三十日，本集團大部份之現金及銀行存款、銀行貸款及其他借貸為馬來西亞林吉特、人民幣及港元。

Most of the Group's cash and bank balances, bank loans and other borrowings were denominated in Ringgit Malaysia, Renminbi and Hong Kong dollar as at 30 June 2019.

五年財務概要

本集團最近五年之業績、資產及負債概要詳列於第2頁內。

董事

本年度內及截至本報告刊發日期，本公司之董事為：

執行董事

趙世曾博士(主席)
趙式芝女士(副主席)
翁峻傑先生
何秀芬女士

非執行董事

趙式浩先生
李鼎堯先生

獨立非執行董事

林家威先生
孫秉樞博士
丁午壽先生

林家威先生、翁峻傑先生及趙式芝女士須於股東週年大會上輪值引退，唯如再度當選則願意連任。

在年內及直至本報告日，趙世曾博士、趙式芝女士、翁峻傑先生、何秀芬女士及趙式浩先生亦為本公司附屬公司之董事。在年內及直至本報告日，本公司附屬公司之其他董事如下：

李兆祥先生
侯雪珍女士

FIVE YEARS FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 2.

DIRECTORS

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

Executive Directors

Dr. Chao Sze Tsung Cecil (*Chairman*)
Ms. Chao Gigi (*Vice Chairman*)
Mr. Yung Philip
Ms. Ho Sau Fun Connie

Non-Executive Directors

Mr. Chao Howard
Mr. Lee Ding Yue Joseph

Independent Non-Executive Directors

Mr. Lam Ka Wai Graham
Dr. Sun Ping Hsu Samson
Mr. Ting Woo Shou Kenneth

Mr. Lam Ka Wai Graham, Mr. Yung Philip and Ms. Chao Gigi will retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

During the year and up to the date of this report, Messrs Chao Sze Tsung Cecil, Chao Gigi, Yung Philip, Ho Sau Fun Connie and Chao Howard are also directors of the Company's subsidiaries. Other directors of the Company's subsidiaries during the year and up to the date of this report were as follows:

Mr. Lee Siu Cheung
Ms. Haw Suat Tin

董事及高層管理人員個人資料

本集團各董事及高層管理人員之簡短個人資料載本年報內「董事及高級管理人員簡介」一節內。

董事及最高行政人員股份權益或股份及相關股份的淡倉

於二零一九年六月三十日，根據證券及期貨條例第352條所需存放之登記冊之紀錄，本公司之董事及最高行政人員依據上市公司董事證券交易手冊則擁有本公司或其任何相關法團的股本權益（在證券及期貨條例（「SFO」）第XV部的制定的定義範圍內需通知本公司及聯交所）如下：

(i) 本公司

姓名 Name	股本 Equity	個人權益 Personal interest	法團權益 Corporate interests
趙世曾 Chao Sze-Tsung Cecil	普通股 Ordinary Shares	29,323,487	407,161,614
李鼎堯 Lee Ding Yue, Joseph	普通股 Ordinary Shares	1,765,767	—

附註：趙世曾博士於上表所披露之「法團權益」即本公司之主要股東欣然有限公司及世灝證券有限公司所持之股份。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

Biography of Directors and senior management are set out in the section headed “Profile of Directors and Senior Management” of this annual report.

DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS IN SHARES AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2019, the interests and short positions of the Directors and Chief Executive in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

(i) Company

Note: The shareholdings disclosed by Dr. Chao Sze-Tsung Cecil under the heading “Corporate Interests” in the above represents the shares held by Yan Yin Company Limited and Szehope Securities Company Limited, substantial shareholders of the Company.

董事會報告書 Report of the Directors

(ii) 附屬公司

附屬公司名稱

**Name of
Subsidiaries**

**董事
Directors**

**股本
Equity**

**個人權益
Personal
Interests**

**法團權益
Corporate
Interests**

Ace Cosmos Finance
Limited

李鼎堯
Lee Ding Yue, Joseph

普通股
Shares

–

192股shares
(1.92%)

本公司並無授予本公司董事、最高行政人員或其聯繫人等任何可認購本公司股份之權利。

於二零一九年六月三十日，除上述外，各董事及其聯繫人等並無擁有本公司或其附屬公司之股份或股份淡倉需根據證券及期貨條例第352條記錄於登記冊內或依據上市公司董事證券交易手冊需通知本公司及聯交所。

於本年度內，本公司、附屬公司、同母系附屬公司或其母公司並無參與任何協議使本公司董事可購買本公司或其他公司之股份或債券並從中得到利益。

依據SFO需披露之權益及主要股東

於二零一九年六月三十日，證券及期貨條例第336條需存放之登記冊之紀錄，除以上披露之董事及最高行政人員權益外，顯示本公司並未獲悉任何人士持有本公司已發行股本百分之五或以上之主要權益。

(ii) Subsidiaries

The Company did not grant to the Directors, Chief Executive or their associates any right to subscribe for shares in the Company.

Save as disclosed above, none of the Directors or their associates had any interest or short position in the shares of the Company or its subsidiaries as at 30 June 2019 that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

At no time during the year was the Company, any of its subsidiaries, its fellow subsidiaries or its holding company a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INTEREST DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

At 30 June 2019, the register of interests in shares maintained under Section 336 of the SFO shows that the Company had not been notified of any substantial shareholders' interests, being 5% or more of the Company's issued share capital, other than those of the Directors and Chief Executive as disclosed above.

董事合約權益

於本年度內及年度終結時各董事均未在任何與本公司、附屬公司、同母系附屬公司及控股公司所簽訂並與本公司業務有關之重大合約交易中擁有直接或間接之利益。

充足的公眾持股量

根據本公司所得公開資料及就本公司董事所知，於本報告日期，確認本公司已按照上市規則維持規定之公眾持股量。

優先購買權

本公司細則並無優先購買權之規定。

員工

截至二零一九年六月三十日止，本集團共僱用95名員工，其薪酬一般是逐年檢討。本集團亦為員工提供其他福利，其中包括年終雙糧及為退休計劃供款。

與有關連人士交易

與有關連人士交易之主要詳細資料載於財務報表附註第30項內及上述之董事合約權益中。

服務合約

本公司並無與任何董事簽訂不可於一年內終止及需予賠償條款(法定之賠償除外)之服務合約。

DIRECTORS' INTERESTS IN CONTRACTS

There are no contracts of significance in relation to the Group's business to which the Company, any of its subsidiaries, its fellow subsidiaries or its holding company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report, it is confirmed that the Company has maintained the prescribed public float under the Listing Rule

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association of the Company.

STAFF

As at 30 June 2019, the Group employed 95 staff. Staff remuneration packages are normally reviewed annually. The Group also provides other staff benefits, which include year end double pay and contributions to defined contribution retirement schemes.

RELATED PARTY TRANSACTIONS

Details of related party transactions are set out in note 30 to the financial statements and in the above under Directors' interests in contracts.

SERVICE CONTRACT

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

管理合約

於本年度內本公司並無訂立或存在任何有關本公司全部或其中任何主要部份業務之管理及行政之合約。

主要客戶及供應商

在本年度內，本集團之五大供應商及最大供應商佔本集團之採購額分別達60.5%及35.4%。

在本年度內，本集團之五大顧客及最大顧客佔本集團之營業額分別達19.7%及4.2%。

在本集團之五大供應商中，趙世曾建築師有限公司，趙世曾博士為公司之董事及實益擁有人，佔本公司總採購額35.4%。

除以上所述上，於二零一九年六月三十日，並無本公司董事、其關連人士或任何股東（就董事所知擁有本公司股本超過百分之五者）在本公司五大客戶及五大供應商中擁有任何實益權益。

董事之競爭業務權益

沒有董事持有任何業務，無論直接或間接與本集團有業務競爭。

MANAGEMENT CONTRACTS

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

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest suppliers and the largest supplier of the Group accounted for 60.5% and 35.4% respectively of the Group's total purchases.

During the year, the five largest customers and the largest customer of the Group accounted for 19.7% and 4.2% respectively of the Group's total turnover.

Among the Group's five largest suppliers, Cecil Chao & Associates Limited, of which Dr. Chao Sze-Tsung Cecil is a director and beneficial owner, contributed to 35.4% of the Group's total purchases.

Save as aforesaid, at 30 June 2019, none of the Directors, their associates, or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any beneficial interests in the Group's five largest customers and suppliers.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Director has interest in any business which is, either directly or indirectly, competing with the business of the Group.

持續關連交易

(一) 在二零一六年十一月十六日，本公司與趙世曾建築師有限公司(「CCAL」)及趙世曾設計(澳門)有限公司(「CCA Macau」)簽署一份有關由CCAL及CCA Macau 提供予本集團的建築、工程、設計、項目管理及有關服務的合約。合約期為兩年固定期限由二零一六年七月一日至二零一八年六月三十日止，趙世曾博士為CCAL及CCA Macau之董事及最終擁有人。

本集團根據服務協議就該等服務於二零一七年六月三十日及二零一八年六月三十日應付之最高累計費用總額分別為不多於22,010,000港元及22,010,000港元(「年度上限」)。

服務協議及據此擬進行之交易(包括有關的年度上限)已獲獨立股東在二零一七年一月二十五日舉行的股東特別大會(「股東特別大會」)上批准。投票以按股數方式進行，趙世曾博士及與其一致行動人士已棄權。

CONTINUING CONNECTED TRANSACTIONS

(1) On 16 November 2016, the Company had entered into a Business Service Agreement with Cecil Chao & Associates Limited (“CCAL”) and Cecil Chao Design (Macau) Limited (“CCA Macau”) in respect of the provision of architectural, engineering, design, project management and related services by CCAL and CCA Macau to the Group. The Agreement was entered for a fixed term of two years from 1 July 2016 to 30 June 2018. Dr. Chao Sze Tsung Cecil is a director and the ultimate owner of CCAL and CCA Macau.

The maximum aggregate amounts payable by the Group under the Business Service Agreement for the year ended 30 June 2017 and for the year ended 30 June 2018 are not expected to exceed HK\$22,010,000 and HK\$22,010,000 (“the Cap”) respectively.

The Business Service Agreement and the transactions contemplated thereunder including the annual caps thereof was approved by the independent Shareholders at an Extraordinary General Meeting held on 25 January 2017 (the “EGM”). The voting is conducted by poll and Dr. Chao Sze Tsung Cecil and the parties acting in concert are abstained from voting.

本公司之獨立非執行董事已審閱上述的持續關連交易，並確認此等交易乃經本集團(a)在本集團的日常業務過程中；(b)根據一般商業條款；及(c)根據規管有關協議的公平合理條款而進行，並符合股東之整體利益。

- (二) 在二零一八年六月四日，本公司與趙世曾建築師有限公司(「CCAL」)及趙世曾設計(澳門)有限公司(「CCA Macau」)簽署一份有關由CCAL及CCA Macau 提供予本集團的建築、工程、設計、項目管理及有關服務的服務合約。合約期為兩年固定期限由二零一八年七月一日至二零二零年六月三十日止，趙世曾博士為CCAL及CCA Macau之董事及最終擁有人。

本集團根據服務協議就該等服務於二零一九年六月三十日及二零二零年六月三十日應付之最高累計費用總額分別為不多於24,150,000港元及24,150,000港元(「年度上限」)。

根據新服務協議將予提供服務之最高年度價值的相關百分比按年計算超過1%但低於5%，因此新服務協議須遵守上市規則第十四A章有關申報、公佈及年度審核的規定，但可獲豁免遵守有關獨立股東批准之規定。

The Independent Non-executive Directors of the Company have reviewed the above continuing connected transactions and confirmed that such transactions have been entered into by the Group (a) in the ordinary course of business of the Group; (b) on normal commercial terms; and (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

- (2) On 4 June 2018, the Company had entered into a Business Service Agreement with Cecil Chao & Associates Limited (“CCAL”) and Cecil Chao Design (Macau) Limited (“CCA Macau”) in respect of the provision of architectural, engineering, design, project management and related services by CCAL and CCA Macau to the Group. The Agreement was entered for a fixed term of two years from 1 July 2018 to 30 June 2020. Dr. Chao Sze Tsung Cecil is a director and the ultimate owner of CCAL and CCA Macau.

The maximum aggregate amounts payable by the Group under the Business Service Agreement for the year ended 30 June 2019 and for the year ended 30 June 2020 are not expected to exceed HK\$24,150,000 and HK\$24,150,000 (“the Cap”) respectively.

Given that the relevant percentage ratios in respect of the maximum annual value of the Services to be provided by CCAL and CCA Macau under the New Service Agreement, on annual basis, are more than 1% but less than 5%, the New Service Agreement is subject to reporting, announcement and annual review requirements but are exempt from the independent shareholders’ approval requirement under Chapter 14A of the Listing Rules.

在截至二零一九年六月三十日止年度內，本集團根據服務協議就有關服務已支付的服務費總額為24,150,000港元，誠如本公司在二零一八年六月四日刊發之通告所披露之年度上限24,150,000港元之內。

本公司之獨立非執行董事已審閱上述的持續關連交易，並確認此等交易乃經本集團(a)在本集團的日常業務過程中；(b)根據一般商業條款；及(c)根據規管有關協議的公平合理條款而進行，並符合股東之整體利益。

本公司之核數師已根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」，就截至二零一九年六月三十日止年度根據新服務協議而進行的持續關連交易進行審閱工作，而據核數師就此作出的報告，彼等並無發現任何事實能令彼等相信有關的持續關連交易：(a)並未獲董事會批准；(b)在各重要方面未有根據本集團的定價政策而進行；(c)並非根據規管有關交易的有關協議而進行；或(d)已超逾本公司在有關公佈內披露的年度上限。董事確認，就上文披露的持續關連交易而言，本公司已經遵守各有關披露規定。

During the year ended 30 June 2019, the aggregate amount of service fees in respect of the services paid by the Group under the Business Service Agreement was HK\$24,150,000, which is within the annual cap for the said year of HK\$24,150,000 as disclosed in the announcement dated 4 June 2018.

The Independent Non-executive Directors of the Company have reviewed the above continuing connected transactions and confirmed that such transactions have been entered into by the Group (a) in the ordinary course of business of the Group; (b) on normal commercial terms; and (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The auditor of the Company has performed review work in respect of the continuing connected transactions under the New Service Agreement for the year ended 30 June 2019 in accordance with Hong Kong Standard on Assurance Engagement 3000 “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 and has reported that nothing has come to the Auditors’ attention that causes them to believe that the said continuing connected transactions (a) have not been approved by the Board; (b) were not entered into, in all material respects, in accordance with the pricing policies of the Group; (c) were not entered into in accordance with the relevant agreements governing the transactions; or (d) have exceed the annual cap as disclosed in the relevant announcement of the Company. The Directors confirm that the Company has complied with the relevant disclosure requirements in relation to the said continuing connected transactions as disclosed above.

獲准許彌償條文

本公司已就公司活動所引致其董事及高級管理層人員面臨之法律行動，為董事及高級人員之責任安排適當之保險。基於董事利益的獲准許彌償條文根據香港法例第622章公司條例（「香港公司條例」）第470條的規定於董事編制之董事會報告根據香港公司條例第391(1)(a)條獲通過時有效。

購買、出售或贖回上市股份

於本年度內本公司並無贖回任何本公司之股份，本公司或其附屬公司亦無購入或出售本公司之股份。

核數師

本公司截至二零一九年六月三十日止年度之財務報表由致同（香港）會計師事務所有限公司審計，其將退任並將於股東週年大會上將提呈續聘致同（香港）會計師事務所有限公司為本公司核數師之決議案。

承董事會命
執行主席
趙世曾

香港，二零一九年九月二十六日

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors' and senior management arising from corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "Hong Kong Companies Ordinance") when the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Hong Kong Companies Ordinance.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's shares during the year.

AUDITOR

The financial statements of the Company for the year ended 30 June 2019 were audited by Grant Thornton Hong Kong Limited, who will retire and a resolution to re-appoint Grant Thornton Hong Kong Limited as auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board
Cecil Sze-Tsung Chao
Executive Chairman

Hong Kong, 26 September 2019

目標

卓能(集團)有限公司(「卓能」或「本公司」)欣然提呈第三份環境、社會及管治(「環境、社會及管治」)報告，其概述了於截至二零一九年六月三十日止財政年度(「報告年度」)之環境、社會及管治舉措及成就。

卓能根據香港交易及結算所有限公司(「香港交易所」)證券上市規則附錄二十七所載之《環境、社會及管治報告指引》所述的重要性、量化、平衡及一致性原則編製本報告。本報告旨在識別及披露有關卓能環境、社會及管治的重大事項及關鍵績效指標，及推動全面實施主要持份者提出的可持續發展及社會責任。

報告範圍及界限

本報告涵蓋卓能有關其位於香港之物業發展經營業務之環境、社會及管治政策及舉措。編製環境、社會及管治報告所採用之數據主要來自內部政策及文件，以及由不同關鍵持份者提供的資料。

卓能將會繼續完善其有關環境管理、社會責任及管治之數據收集及匯報制度，並逐步擴大披露範圍，長遠改善報告之質量及全面性。

OBJECTIVE

Cheuk Nang (Holdings) Limited (“Cheuk Nang” or “the Company”) is pleased to present the third Environmental, Social and Governance (“ESG”) report, which summarized the ESG initiatives and accomplishments for the financial year ended 30 June 2019 (“the Reporting Year”).

Cheuk Nang prepared this report in accordance with the principles of materiality, quantitative, balance and consistency as outlined in the “Environmental, Social and Governance Reporting Guide” set out in Appendix 27 of the Rules Governing the Listing of Securities under the Hong Kong Exchanges and Clearing Limited (“HKEx”). The Report is intended to identify and disclose the material matters and key performance indicators in relation to Cheuk Nang’s environmental, social and governance and to promote the full implementation of sustainable development and social responsibilities raised by the key stakeholders.

REPORT SCOPE AND BOUNDARIES

This report covers Cheuk Nang’s ESG policies and initiatives of its business in property development operations located in Hong Kong. The source of data in preparing the ESG report is primarily based on the internal policies and documents as well as information provided by various key stakeholders.

Cheuk Nang will continue to optimise its data collection and reporting system of environmental management, social responsibility and governance and gradually expand the disclosure scope to improve the quality and comprehensiveness of the report in the long term.

持份者參與

設立不同溝通渠道對確保主要持份者的意見及反饋獲得有效及適時處理至關重要。為達到可持續發展的目標，無可避免須了解主要持份者的關注及期望以及制訂行動計劃以有效及適時地處理有關關注事項。下表顯示卓能所識別的主要持份者的主要期望及關注，以及相應之管理層回應。

STAKEHOLDER ENGAGEMENT

Setting up various communication channels are crucial to ensure comments and feedbacks from major stakeholders are effectively and timely addressed. To achieve the goal of sustainable development, understanding key stakeholders' concerns and expectations as well as to develop action plans to tackle the concern in an effective and timely manner is inevitable. The following table shows the main expectations and concerns of the major stakeholders as identified by Cheuk Nang, and the corresponding management responses.

持份者	期望	管理層反饋及溝通渠道
Stakeholders	Expectations	Management Feedback and Communication Channels
客戶 Customers	<ul style="list-style-type: none"> - 誠信 - Integrity - 優質服務及產品 - High quality services and products 	<ul style="list-style-type: none"> - 確保履行合約責任，以保障客戶利益及權利 - Ensuring contractual obligations are in place to protect customers' benefits and rights - 通過提供優質服務及產品，儘量提高客戶滿意度 - Maximizing customers' satisfaction by providing high quality services and products

持份者	期望	管理層反饋及溝通渠道
Stakeholders	Expectations	Management Feedback and Communication Channels
僱員 Employees	<ul style="list-style-type: none"> - 人文關懷 - Humanity - 健康與安全 - Health and safety - 事業發展 - Career development - 勞工權益 - Labor rights 	<ul style="list-style-type: none"> - 注重職業健康與安全 - Paying attention to occupational health and safety - 營造舒適的工作環境 - Creating a comfortable working environment - 鼓勵僱員參與持續進修及專業培訓以提升能力 - Encouraging employees to participate in continuous education and professional training to enhance competency - 確保履行合約責任以保障勞工權益 - Ensuring contractual obligations to protect labor rights

環境、社會及管治報告

Environmental, Social and Governance Report

持份者	期望	管理層反饋及溝通渠道
Stakeholders	Expectations	Management Feedback and Communication Channels
股東 Shareholders	<ul style="list-style-type: none"> - 投資回報 - Return on investment - 利益保障 - Interest protection - 資訊透明 - Information transparency - 經營風險管理 - Operating risks management 	<ul style="list-style-type: none"> - 透過股東週年大會確保具有透明度及有效率的溝通 - Ensuring transparency and efficient communications through annual general meetings - 刊發年報及中期報告 - Publishing annual and interim reports - 於香港交易所刊發定期公佈 - Publishing regular announcements in HKEx
政府 The Government	<ul style="list-style-type: none"> - 遵守適用法律及規例 - Compliance with applicable laws and regulations - 履行納稅責任 - Fulfill tax obligation - 合作共贏 - Cooperation for mutual benefits 	<ul style="list-style-type: none"> - 維護誠信及根據法律及規例經營業務 - Upholding integrity and operating business in compliance with laws and regulations - 按時交稅，從而貢獻社會 - Paying tax on time in return contributing to the society
供應商／建築商 Suppliers/Constructors	<ul style="list-style-type: none"> - 誠信 - Integrity - 透明的採購過程 - Transparent procurement process 	<ul style="list-style-type: none"> - 確保履行合約責任 - Ensuring contractual obligations are in place - 以應有的謹慎進行供應商／承建商遴選 - Performing supplier/contractor selection with due care

持份者 Stakeholders	期望 Expectations	管理層反饋及溝通渠道 Management Feedback and Communication Channels
社區 The Community	<ul style="list-style-type: none">- 社會參與 Involvement in society- 節約能源 Energy saving- 資源保育 Resources conservation	<ul style="list-style-type: none">- 鼓勵員工參與公益活動 Encouraging staff to participate in charitable events- 實行生態友善措施，減少使用、循環再用及回收資源，以盡量減少對環境的影響 Implementing eco-friendly measures to reduce, reuse and recycle resources to minimize environmental impact

環境、社會及管治報告

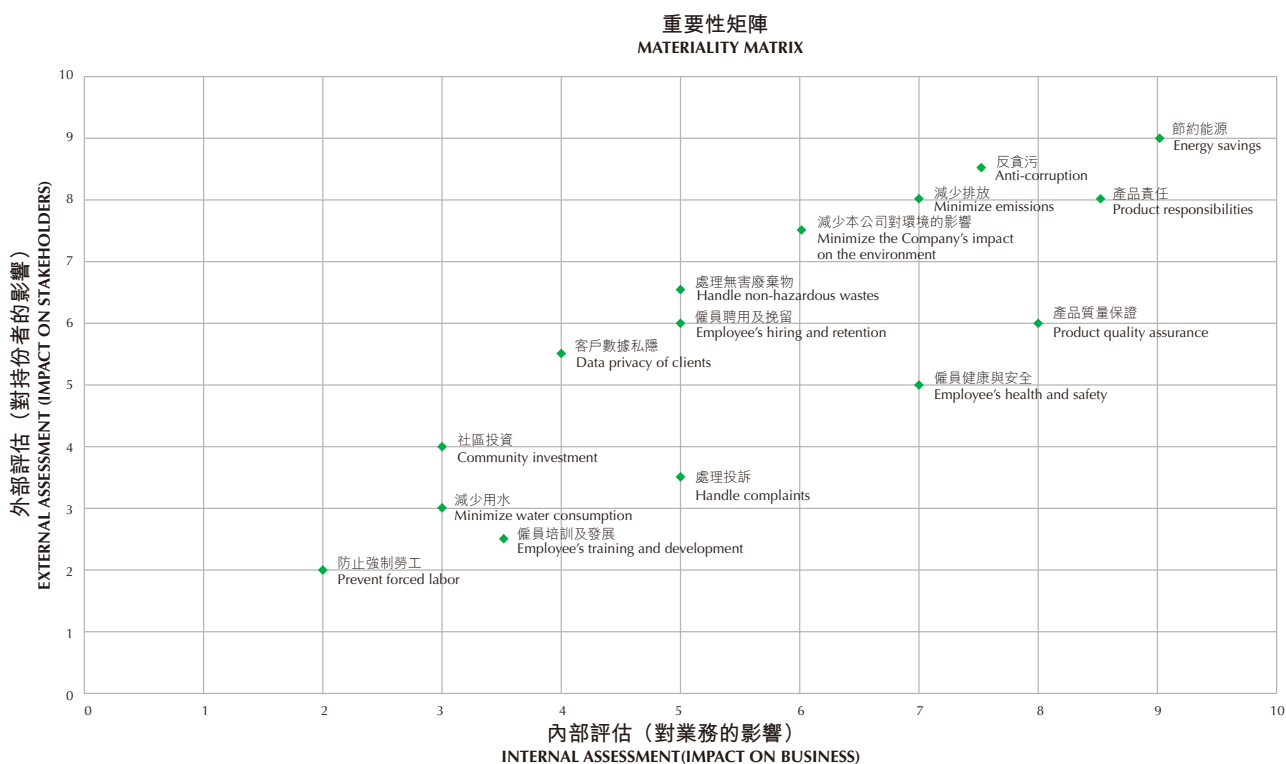
Environmental, Social and Governance Report

重要性評估

通過重要性評估，卓能分析了環境、社會及管治報告議題的重要性。為識別業務營運的影響，已考慮多項因素，包括業務策略目標和政策、行業標準、法律及監管責任、環境保護、資源使用、質量控制及僱員保障。我們通過重要性評估識別出以下重要議題，並定下優先次序。位於右上角之議題對持份者而言屬高度重要。卓能對該等重要議題的回應於本報告以下章節進行更詳細闡述。

Materiality assessment

Through materiality assessment, Cheuk Nang has analysed the importance of environmental, social and governance reporting issues. Factors such as business strategy objectives and policies, industry standards, legal and regulatory responsibilities, environmental protection, use of resources, quality control and employee protection were taken into considerations in order to identify the impact of the business operations. The following important issues have been identified and prioritized through materiality assessment. The issues in the upper right corner are of high importance to the stakeholders. Cheuk Nang's responses to these important issues have been elaborated in more details in the following sections of this report.



A. 環境

作為天然資源之使用者之一，卓能致力成為生態友善的地產發展商，並承認其對保護環境及社區負有責任。作為於本報告年度內建設項目有限之地產發展商，本集團對環境之主要影響包括有關於日常營運中使用汽車、用電及消耗紙張的溫室氣體排放。為儘量減少資源消耗及碳足跡，卓能制定了「綠色政策」，並向全體僱員提倡「綠色辦公室」理念。

A1 : 排放

溫室氣體(溫室氣體)排放

於本報告年度，卓能產生83,371千克二氧化碳當量排放、11,291克氮氧化物、376克硫氧化物及831克顆粒物。主要溫室氣體排放乃由使用汽車產生，其次是消耗取得的電力以及僱員航空商務差旅。卓能提倡使用電話會議代替商務差旅，以減少碳足跡。

A. Environmental

Being one of the natural resources users, Cheuk Nang is committed to be an eco-friendly property developer and acknowledge the responsibility to protect the environment and the community. As a property developer with limited projects of construction during the Reporting Year, the major environmental impacts include the emission of greenhouse gases associated with the use of vehicles, the usage of electricity and the consumption of paper for daily operations. To minimise the resources consumption and carbon footprint, Cheuk Nang sets up “Green policy” and advocates the “Green office” concept to all employees.

A1: Emissions

Greenhouse Gas (GHG) Emissions

During the Reporting Year, Cheuk Nang generated 83,371kg Carbon Dioxide Equivalent Emissions, produced 11,291g Nitrogen oxides, 376g Sulphur oxides and 831g particulate matter. The major greenhouse gas emission was generated from the use of vehicles, followed by the consumption in acquired electricity and business air travel by employees. Cheuk Nang promotes the use of conference call to replace business trip so as to lower the carbon footprint.

溫室氣體(溫室氣體)排放	Greenhouse Gas (GHG) Emissions	二氧化碳當量 排放(千克) Carbon Dioxide Equivalent Emission (in kg)	強度(千克 每名僱員) Intensity (kg per employee)
範圍1—直接排放(汽車)	Scope 1 – Direct Emissions (Vehicles)	69,309	3,465
範圍2—間接排放(取得的電力)	Scope 2 – Indirect Emissions (Acquired Electricity)	13,331	667
範圍3—其他排放(商務差旅)	Scope 3 – Other Emissions (Business Trips)	731	37
溫室氣體總排放	Total GHG Emissions	83,371	4,169

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

氣體排放	Air Emissions	排放	強度
		(克)	(克每名僱員)
		Emission (in g)	Intensity (g per employee)
氮氧化物(NOx)	Nitrogen oxides (NOx)	11,291	565
硫氧化物(SOx)	Sulphur oxides (SOx)	376	19
顆粒物(PM)	Particulate matter (PM)	831	42

廢棄物

於本報告年度，卓能在香港的建築工程有限且主要外判予外部承建商。大部分有害及無害廢棄物均由第三方承建商按照相關法律及規例規定處理及處置。因此，有關建築廢棄物的可得資料有限。就辦公室環境的日常運作而言，卓能產生的固體廢棄物為無害廢棄物，包括生活垃圾及可回收廢棄物。紙張為卓能產生的主要可回收廢棄物。通過採納「3R」概念（即減少使用、廢物利用及循環再造），卓能制訂了實現綠色生活目標的措施。例如，使用電子文檔以減少紙張使用；鼓勵以較小之字體作雙面列印並在列印前調整列印範圍；及收集用過的紙張作回收用途。

Wastes

During the Reporting Year, Cheuk Nang had limited construction works in Hong Kong and they were mainly outsourced to external contractors. Most of the hazardous and non-hazardous wastes are handled and disposed by the third-party contractors in accordance with relevant laws and regulations requirements. Thus, there is limited information available regarding the construction waste. For the daily operation in the office setting, the solid wastes generated by Cheuk Nang are non-hazardous wastes, including domestic garbage and recyclable wastes. Papers are the main recyclable wastes generated by Cheuk Nang. By adopting the concept of “3R” (i.e. to reduce, reuse, and (recycle), Cheuk Nang sets up measures to achieve the goal of green life. For example, using electronic documentation to reduce paper usage; encouraging double-size printing with smaller font size and adjusting the print area before printing; and collecting used paper for recycling.

廢棄物類型	Type of Waste	消耗	強度(千克)
		(千克)	每名僱員)
		Consumption (in kg)	Intensity (kg per employee)
紙張	Paper	165	8

卓能並不知悉於報告年度發生任何不遵守相關法律及規例的情況。

Cheuk Nang did not aware of any non-compliance with relevant laws and regulations during the Reporting Year.

A2：資源使用

能源、水及其他消耗

由於我們並無在辦公室內安裝水泵，因此並無有關辦公室用水的資料。儘管如此，卓能鼓勵僱員儘量減少用水，以建立節約用水意識。

電力為辦公室使用的主要資源，其主要用於各辦公室設備，例如電腦、打印機及燈泡。根據「綠色政策」，所有電器均應有能源效益標籤，且應在不使用時關掉。於本報告年度，卓能直接消耗的電力總量如下：

能源類型	Type of Energy	消耗 (千瓦時) Consumption (in kWh)	強度(千瓦時 每名僱員) Intensity (kWh per employee)
電力	Electricity	16,875	844

作為地產發展商，卓能的慣常業務運作中並不涉及包裝，因此，於本報告年度，使用包裝材料被視為不適用。

A2: Use of Resources

Energy, water and other consumption

The information of water consumption of the office is unavailable since no water pump was installed within the office. Even so, Cheuk Nang encourages the employees to minimize water usage in order to build awareness of water conservation.

Electricity was the main resources use for office which were consumed by various office equipment, e.g. computers, printers and light bulbs. According to the “Green policy”, all electrical appliances should have energy efficiency labels and should be switched-off when not in use. During the Reporting Year, the total volume of electricity directly consumed by Cheuk Nang was as follows:

As a property developer, packaging is not involved in the usual course of Cheuk Nang’s business and therefore the use of packaging material during the Reporting Year is considered as not applicable.

A3: 環境及天然資源

卓能知悉其有責任通過保護環境及資源保育為我們的世代提供一個可持續發展的社會。除生態友善的工作地點常規外，卓能亦參與各種節能活動。例如，為響應二零一九年三月三十日的「地球一小時」活動，工作地點所有非必需電燈均關掉一小時。在未來，卓能將致力通過參與更多節約資源活動減少對環境的影響。

A3: Environment and Nature Resources

Cheuk Nang awares its responsibility in providing a sustainable society to the generation via environmental protection and resource conservation. Apart from the eco-friendly workplace practices, Cheuk Nang gets itself involved in various energy-saving activities. For instance, in response to the “Earth Hour” event on 30 March 2019, all of the non-essential lights in the workplace were turned off for an hour. In the future, Cheuk Nang commits to lessen the impact on the environment by joining more resources-saving events.

卓能並不知悉於報告年度發生任何不遵守環境相關法律及規例的情況。

During the Reporting Year, Cheuk Nang did not aware of any case of non-compliance with the environmental related laws and regulations.

B. 社會

作為一家「以人為本」的公司，卓能的目標是像家人一樣對待每一位員工。卓能欣賞員工為卓能及其客戶提供增值服務所作的努力。彼等相信一支忠誠而能幹之工作團隊對於實現卓能可持續增長至關重要。

B. Social

Being a “People-oriented” company, Cheuk Nang aims to treat each of their staff like family. Cheuk Nang appreciates the employees’ efforts in delivering value-added services to Cheuk Nang as well as their customers. They believe a loyal and competent workforce is vital to achieve sustainable growth of Cheuk Nang.

僱傭

員工是最寶貴的資產。卓能以具競爭力的薪酬待遇、慷慨的福利及利益吸引及留住人才。卓能基於平等機會僱用及提拔人才而不會考慮彼等之年齡、背景、族裔、性別、宗教或其他受保護之地位或群體。員工的晉升和薪金調整乃基於彼等對卓能的貢獻，而其會通過公平和不歧視的評估程序進行評估。管理層每年將進行評核和薪金檢討，薪金增長會參考市場薪金進行調整。

Employment

Employees are the most valuable assets. Cheuk Nang attracts and retains talents with competitive remuneration packages, generous welfare and benefits. Cheuk Nang hires and promotes talent with equal opportunity, regardless of their age, background, ethnic group, gender, religion, or other protected status or classification. The promotion and salary adjustment for their staffs are based on their contributions to Cheuk Nang, which is assessed by a fair and non-discriminatory evaluation procedure. Appraisal and salary review would be performed by management annually and salary increment would be aligned with market rate reference.

卓能亦向僱員提供醫療福利、強積金計劃及其他福利。卓能絕不容許基於年齡、性別、婚姻狀況、家庭崗位、性取向、殘疾、國籍或宗教等理由之歧視行為。卓能已實施五天半工作周安排，並提供年假及其他休假，讓僱員在工作與生活之間取得平衡。

Cheuk Nang also provides medical benefits, MPF schemes and other benefits to employees. Discrimination is not allowed within Cheuk Nang by reasons of age, sex, marital status, family status, sexual orientation, disability, nationality or religion, etc. Cheuk Nang sets a 5.5 working days arrangement with annual leaves and other leaves provided allowing employees to strike a work-life balance.

卓能重視僱員的意見。對於每名離職員工，卓能均會與其溝通，以了解其離職原因，並聆聽其向卓能提供的意見。僱員之解僱事宜遵守香港僱傭條例或其他相關地方法律及法規執行。卓能並不知悉於報告年度有任何違反香港人權法案條例、性別歧視條例、殘疾歧視條例、家庭崗位歧視條例及種族歧視條例的情況。

健康與安全

員工的安全與福祉至關重要。卓能致力為僱員提供安全及和諧的工作環境，以提升員工的工作積極性。為避免職業危害，卓能在建築地盤採取各種安全措施，包括預防酷熱及嚴寒氣候之工具、消音耳塞、絕緣鞋及手套以及防靜電衣服。此外，卓能定期檢驗滅火器及其他消防設備，以確保其有效運作。卓能亦為員工安排防火演習，以培養彼等於火警緊急情況時作出反應的能力。

我們已訂立其他安全程序，為僱員應對緊急情況提供指引，例如颱風、暴雨警告、罷工、示威及其他情況下的工作安排。卓能提供急救包及為全體員工購買醫療保險。每宗受傷或意外及潛在危險個案均須作出報告，並須採取補救行動以改善工作地點的安全。

Cheuk Nang value the comments from their employees. For every departing staff, Cheuk Nang communicates with them to understand their reason for leaving and listens to the comments given to Cheuk Nang. Dismissal of employees is executed in compliance with the Employment Ordinance of Hong Kong or other relevant local laws and regulations. During the Reporting Year, Cheuk Nang did not aware of any violations of the Hong Kong Bill of Rights Ordinance, Sex Discrimination Ordinances, Disability Discrimination Ordinance, Family Status Discrimination Ordinance and Race Discrimination Ordinance.

Health and safety

Safety and wellbeing of their staff are of paramount importance. Cheuk Nang devotes to provide employees a safe and harmonious working environment that enhances the working incentive of their employees. To prevent occupational hazards, Cheuk Nang procures a wide range of safety measures in construction site, including precautionary tools against extreme summer heat and winter coldness, noise cancelling earplugs, insulated boots and gloves, and antistatic clothing. In addition, Cheuk Nang periodically inspects the fire extinguishers and other fire prevention equipment to ensure their effectiveness. Cheuk Nang also arrange fire drill for staffs to participate for their readiness to respond to fire emergencies.

Other safety procedures have been set up to provide guidance on employee's responsiveness to emergencies, such as work arrangement for typhoon, rainstorm warning, strike, protest and other circumstances. Cheuk Nang provides first-aid kits and medical insurance to all staffs. Every case of injury or accident and potential danger must be reported and remediation action shall be taken to improve the safeness of workplaces.

概無發現於報告年度發生有關不遵守職業安全及健康條例的情況。

發展及培訓

員工的能力及資格是保持卓能競爭力的關鍵。因此，卓能強調為員工提供足夠及充足的培訓對其事業發展的重要性。為支持員工成長及維持其競爭力，卓能鼓勵其員工參與由外間專業人士提供的相關學習課程、研討會、工作坊、分享會或行業活動，以提升其工作相關技能、保持知識與時並進及分享經驗及其他專業知識。

勞工準則

人權被認為是基本權利，卓能最為珍視。卓能非常重視公平，並嚴格遵守香港相關法律及法規。在簽署僱傭合約之前，卓能會檢視潛在員工的身份證明文件，並對潛在員工進行背景審查和聯絡諮詢人，以避免任何違反法律及規例的行為，特別是僱用童工及強制勞工。本公司嚴禁僱用任何未滿15歲的人士及強制勞工。

概無發現於報告年度發生有關不遵守相關法律及規例規定的勞工準則的情況。

During the Reporting Year, there was no non-compliance issue noted regarding Occupational Safety and Health Ordinance.

Development and training

Competency and qualification of staffs are the keys to represent the competitiveness of Cheuk Nang. Thus, Cheuk Nang emphasises the importance of sufficient and adequate trainings to the staffs for their career development. To support the growth of employees and maintain their competitiveness, Cheuk Nang encourage their staffs to participate in relevant learning courses, seminars, workshops, sharing section or industrial events provided by external professionals to enhance their work-related skills, maintain up-to-date knowledge and share experiences among other expertise.

Labour standards

Human rights are considered the fundamental right which Cheuk Nang value the most. Cheuk Nang places great emphasis on fairness and strictly complied with relevant laws and regulations in Hong Kong. Cheuk Nang performs review on identity documents and conducts background and reference check to their potential staff prior signing an employment contract to avoid any violation of laws and regulations, especially for the employment of child labour and forced labour. Any employment of person under 15 and forced labour are strictly prohibited.

During the Reporting Year, there was no non-compliance issue noted regarding the labour standards as required by relevant laws and regulations.

供應鏈管理

卓能致力於為其客戶提供優質產品。潛在承建商如欲獲列入卓能的承建商名錄，均須通過由卓能進行的嚴格承建商評估程序。除工程質量外，卓能亦注意承建商對環境及社會的態度。承建商如有任何違反有關不道德行為或其他違禁商業行為的地方和國家法律及規例的行為，均不會獲聘用。倘若有關要求與其行為之間存在任何不一致，則會終止任何現有業務合作，直至獲悉有所改善為止。為保持公平和透明，參與遴選承建商的員工必須持正行事，不得利用其職位謀取個人利益。任何人如有利益衝突，必須向卓能申報，並避免參與相關遴選。

產品責任

滿足客戶期望乃成功的關鍵，而卓能將確保產品安全視作首要優先事項。從採購原材料、質量評估、承建商遴選以及施工到落成，卓能從頭到尾各項步驟均採取嚴格的品質保證程序。展望未來，卓能不單專注於其產品質量，亦將會照顧其珍視的客戶。卓能已設立控制程序，以確保任何客戶查詢或投訴均會有跟進行動。卓能將從速採取行動解決有關事宜（如有）。

Supply chain management

Cheuk Nang is dedicated to provide quality products to their customers. To enrol the potential contractor's name into Cheuk Nang's list of contractor, candidates have to pass through a strict contractor assessment procedures conducted by Cheuk Nang. Besides the quality of work, Cheuk Nang also pays attention to the contractors' attitude towards the environment and the society. Any violation of the local and national laws and regulations concerning unethical behaviour or other prohibited business practices would not be engaged. If any inconsistency is found between requirements and their acts, current business cooperation will be terminated until improvement is noted. To remain fair and transparent, staffs who engaged in the selection of contractors must uphold the integrity and must not take advantage of their positions for personal gains. Anyone has conflicts of interest must declare to the Cheuk Nang and avoid participating in the relevant selection.

Product responsibility

Satisfying customers' expectations is the key to success, yet Cheuk Nang place the top priority in ensuring products' safety. Cheuk Nang strictly follows the quality assurance procedures among the process of raw material procurement, quality assessment, contractor selection and from construction to completion, Stepping forward, Cheuk Nang not only focuses on the quality of their products, but also extends their care to their valuable customers. Cheuk Nang has established control procedures to ensure there would be follow-up actions to any customer enquiries or complaint. If any, Cheuk Nang would take initiative to solve the issues promptly.

反貪污

卓能提倡為僱員營造公平及誠實的環境。透過對任何類型的貪污、賄賂、偽造、勒索、串謀、盜用公款及勾結個案採取零容忍態度，卓能發展了有誠信的企業文化。全體員工（包括董事）均須遵從商業道德原則，並向卓能申報所有利益衝突。任何人士不得以工作或卓能授予的職權為由收取饋贈或不正當的利益。如發現並證實有任何失當行為，卓能將毫不猶疑地採取紀律行動而不會姑息。

於本報告年度，並無就貪污行為針對卓能或其僱員提起的法律案件。

社區投資

卓能認為，社區參與可為社會及業務帶來正面形象之裨益。卓能參與企業社會活動，以加強社區聯繫及增強社會團隊合作精神。舉例而言，卓能贊助了香港籃球總會的「籃球發展儲備基金」，目的是促進青少年的籃球培訓。與此同時，卓能亦鼓勵其員工在空餘時間與家人參與義務工作。

卓能在未來將會積極尋求參與各種公益活動的機會。

Anti-Corruption

Cheuk Nang advocates a fair and honest environment for employees. By taking a zero-tolerance approach towards all kinds of corruption, bribery, forgery, extortion, conspiracy, and embezzlement and collusion case, Cheuk Nang has developed an integrity corporate culture. All the staffs, including the directors, shall comply with principles of business ethics and report all the conflicts of interest to Cheuk Nang. Gifts or improper advantages are not allowed to be received by using the excuse of work or the authority granted by Cheuk Nang. If any misconduct is found and proven, Cheuk Nang adopts the disciplinary actions with no mercy and hesitation.

During the Reporting Year, there was no legal case regarding corrupt practices was brought against Cheuk Nang or its employees.

Community investment

Cheuk Nang believe that the participation in community could bring a positive image benefit to both the society and the business. Cheuk Nang has participated in the corporate social activities to enhance community's bonding and strengthen the spirit of teamwork among the society. For illustration, Cheuk Nang sponsored the "Basketball Development Reserve Fund" to the Hong Kong Basketball Association with the aim of promoting basketball training to the youth. Meanwhile, Cheuk Nang also encourage their staffs to engage in volunteer work in their free time with their families.

Cheuk Nang will actively seek opportunities to be involved in various charity activities in the coming future.



Member of Grant Thornton International Ltd

致卓能(集團)有限公司全體股東
(於香港註冊成立之有限公司)

To the members of Cheuk Nang (Holdings) Limited
(incorporated in Hong Kong with limited liability)

意見

我們已完成審核第117頁至第272頁所載卓能(集團)有限公司(「貴公司」)及其附屬公司(統稱「本集團」)之綜合財務報表，包括於二零一九年六月三十日之綜合財務狀況報表以及截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，連同主要會計政策概要及其他說明附註。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》(「財報準則」)真實而中肯地反映了貴集團於二零一九年六月三十日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定適當編製。

OPINION

We have audited the consolidated financial statements of Cheuk Nang (Holdings) Limited (the “Company”) and its subsidiaries (together “the Group”) set out on pages 117 to 272, which comprise the consolidated statement of financial position as at 30 June 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 30 June 2019, 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 (the “HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下須承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其它專業道德責任。本核數師相信，我們已取得充足適當的審核憑證，為我們之審核意見提供基礎。

關鍵審計事項

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

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.

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 year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

關鍵審計事項 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項

我們的審計如何處理該事項

Key Audit Matter

How the matter was addressed in our audit

投資物業的估值

Valuation of investment properties

請參閱綜合財務報表的附註第2.5項及第14項

Refer to Notes 2.5 and 14 to the consolidated financial statements.

於二零一九年六月三十日，貴集團持有按公允價值量度的投資物業約達7,659,411,000港元，及投資物業公允價值增加約為683,397,000港元已在該年度的綜合損益表中確認。

As at 30 June 2019, the Group had investment properties measured at fair value amounted to approximately HK\$7,659,411,000, and an increase in fair value of investment properties of approximately HK\$683,397,000 was recognised in the consolidated statement of profit or loss for the year then ended.

我們對投資物業的審計程序包括：

Our audit procedures in relation to the investment properties included:

- 閱讀所有投資物業的估值報告，並與管理層和估值師討論評估物業估值所採用的方法和主要假設；
- reviewed the valuation reports of the investment properties and discussed with the management and valuers to assess the methodologies and key assumptions adopted in the valuation;
- 評估估價師的資格和專業知識，並閱讀他們的聘用條件，評估估值師的客觀性，獨立性和能力；及
- obtained the valuers' qualifications and expertise and read their terms of engagement and evaluated the objectivity, independence and competence of the valuers; and

關鍵審計事項 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項

我們的審計如何處理該事項

Key Audit Matter

How the matter was addressed in our audit

貴集團投資物業的公允價值估計由 貴集團根據合資格的外聘估值師進行的獨立估值評估，其中使用重大判斷及估計，包括估值方法及主要假設。這些物業在現有開發階段和使用情況下以市場價值為基礎進行重估，並參考最近在相同地點和條件下進行類似物業的市場交易，或通過參考可比租金估算未來租金的資本化。

The estimate of fair values of the Group's investment properties were assessed by the Group based on independent valuations performed by qualified external valuers, in which significant judgements and estimation, including valuation methodologies and key assumptions are used. These investment properties were valued on market value basis on their existing development stage and usage, and by reference to recent market transactions for similar properties in the same location and condition or by capitalisation of future rental income which is estimated by reference to comparable information as available.

我們關注這一領域，因為在確定房地產估值時所涉及的重要估計和判斷需要特定的審計重點和對該領域的關注。

We focused on this area because the significant estimates and judgement involved in determining the property valuations warrants specific audit focus and attention on this area.

- 評估方法和主要假設基於資本化比率，市場數據，實體特定歷史信息，我們對房地產行業知識以及本集團投資性質和組成。
- evaluated the methodologies used and the key assumptions, such as capitalisation rate and market rent, adopted in the valuation models based on market data, entity-specific historical information, and the nature and composition of the Group's investment properties.

關鍵審計事項 (續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項

我們的審計如何處理該事項

Key Audit Matter

How the matter was addressed in our audit

持有待售物業的可變現淨值估值

Assessment of the net realisable value of properties held for sale

請參閱綜合財務報表的賬項附註第2.8項及第19項

Refer to Notes 2.8 and 19 to the consolidated financial statements.

於二零一九年六月三十日，貴集團持有待售物業約達1,941,809,000港元。

As at 30 June 2019, the Group had properties held for sale amounting to approximately HK\$1,941,809,000.

持有待售物業按成本和可變現淨值兩者之較低者列賬。可變現淨值代表估計銷售價格減去估計完成成本和出售物業所產生的成本。可變現淨值由本集團參照合資格外聘估值師進行的估值確定。鑑於用於評估待售物業的可變現淨值的重大判斷和估計，對此的評估被認為對我們的審計很重要。管理層確認對於截至二零一九年六月三十日止年度的待售物業未發生減值。

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property. The net realisable value was determined by the Group with reference to the valuation performed by independent qualified external valuers. Given the significant judgment and estimates used in assessing the net realisable value of properties held for sale, such assessment is considered significant to our audit. Management concluded no impairment on the properties held for sale was recognised for the year ended 30 June 2019.

我們對待售物業的審計程序包括：

Our audit procedures in relation to properties held for sale included:

- 評估估值報告，並與管理層和估值師進行討論，以了解物業估值中採用的方法和假設；
- reviewed the valuation report and held discussions with management and the valuers to understand the methodologies and assumptions adopted in the valuation of the properties; and
- 評估估價師的資格和專業知識，並閱讀他們的聘用條件，評估估值師的客觀性，獨立性和能力；
- obtained the valuers' qualifications and expertise and read their terms of engagement and evaluated the objectivity, independence and competence of the valuers;
- 評估所使用的方法以及基於市場數據，特定實體歷史信息以及本集團待售物業的性質和組成的估值模型中採用的關鍵假設，如資本化率和市場租金。
- evaluated the methodologies used and the key assumptions, such as capitalisation rate and market rent, adopted in the valuation models based on market data, entity-specific historical information, and the nature and composition of the Group's properties held for sale.

其他資料

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其它信息，在此過程中，考慮其它信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其它信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事對綜合財務報表之責任

貴公司董事負責編制的綜合財務報表，根據由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已真實及公平地呈列，和董事會確定是必要的內部監控，以確保呈報的綜合財務報表不存在由於欺詐或失誤所引致的重大錯誤陳述。

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

董事對綜合財務報表之責任(續)

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

董事在審計委員會的協助下負責履行監督 貴集團的財務報告過程的責任。

核數師就綜合財務報表審計承擔的責任

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

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. We report our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

核數師就綜合財務報表審計承擔的責任(續)

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As part of an audit in accordance with HKSAAs, 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.

核數師就綜合財務報表審計承擔的責任(續)

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

核數師就綜合財務報表審計承擔的責任(續)

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

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

致同(香港)會計師事務所有限公司

執業會計師

香港灣仔

軒尼詩道28號

12樓

二零一九年九月二十六日

趙永寧

執業證書編號：P04920

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

Grant Thornton Hong Kong Limited

Certified Public Accountants

Level 12,

28 Hennessy Road,

Wanchai

Hong Kong

26 September 2019

Chiu Wing Ning

Practising Certificate No.: P04920

綜合損益表

Consolidated Statement of Profit or Loss

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

			二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
		附註 Notes		
收入	Revenue	5	201,541	68,350
直接成本	Direct costs		<u>(55,335)</u>	<u>(23,731)</u>
毛利	Gross profit		146,206	44,619
其他收入	Other income	7	37,944	49,575
投資物業公允價值之變動	Changes in fair value of investment properties	14	683,397	1,131,543
按公允價值計入 損益之金融資產 公允價值之變動	Changes in fair value of financial assets at fair value through profit or loss ("FVTPL")		(558)	(773)
行政費用	Administrative expenses		(68,854)	(144,410)
財務成本	Finance costs	8	(30,004)	<u>(31,802)</u>
除稅前溢利	Profit before income tax	9	768,131	1,048,752
所得稅支出	Income tax expense	10	(166,478)	<u>(437,145)</u>
本年度持續經營溢利	Profit for the year		<u>601,653</u>	<u>611,607</u>
下列人士應佔本年度溢利：	Profit for the year attributable to:			
本公司持有人	Owners of the Company		572,899	606,619
非控股權益	Non-controlling interests		28,754	<u>4,988</u>
			<u>601,653</u>	<u>611,607</u>
本公司持有人 所佔本年度溢利 之每股盈利	Earnings per share for profit attributable to the owners of the Company during the year			
基本	Basic	12	<u>HK\$0.99</u>	<u>HK\$1.10</u>
攤薄	Diluted	12	<u>HK\$0.99</u>	<u>HK\$1.10</u>

綜合全面收益表

Consolidated Statement of Comprehensive Income

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
本年度溢利	Profit for the year	601,653	611,607
其他全面(支出)／收益， 已扣除稅項	Other comprehensive (expenses)/ income for the year, net of tax		
期後可重新分類至 損益的項目：	Items that will be reclassified subsequently to profit or loss:		
按公允價值計入其他全面 收益中之金融資產公允 價值的變動(回收中)	Change in fair value of financial assets at fair value through other comprehensive income ("FVTOCI") (recycling)	5,419	-
可供出售金融資產公允 價值的變動	Change in fair value of available-for- sale financial assets	-	(14,778)
換算海外營運業務財務報表 產生之匯兌(虧損)／獲利	Exchange (loss)/gain on translation of financial statements of foreign operations	(298,094)	118,381
期後將不可重新分類至 損益的項目：	Items that will not be reclassified subsequently to profit or loss:		
持有作自用土地及樓宇 公允價值變動	Change in fair value of land and buildings held for own use	2,914	7,392
其他全面收益部份相關 的所得稅	Income tax relating to components of other comprehensive income	(481)	(1,220)
本年度其他全面(支出)／ 收益，已扣除稅項	Other comprehensive (expenses)/income for the year, net of tax	(290,242)	109,775
本年度全面收益總額	Total comprehensive income for the year	311,411	721,382
下列人士應佔本年度 全面收益總額：	Total comprehensive income for the year attributable to:		
本公司持有人	Owners of the Company	282,657	716,394
非控股權益	Non-controlling interests	28,754	4,988
		311,411	721,382

派發股息予本公司持有人詳情已載於賬項
附註第11項中。

Details of dividends payable to owners of the Company are
set out in Note 11.

附註： 本集團已於二零一八年七月一日初步應
用香港財務報告準則第15號及香港財
務報告準則第9號，根據已選擇之過渡
方法，未重列比較數字，詳見附註3。

Note: The Group has initially applied HKFRS 15 and HKFRS
9 at 1 July 2018. Under the transition methods chosen,
comparative information is not restated. See Note 3.

綜合財務狀況報表

Consolidated Statement of Financial Position

於二零一九年六月三十日 AS AT 30 JUNE 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
資產及負債	ASSETS AND LIABILITIES		
非流動資產	Non-current assets		
投資物業	Investment properties	14 7,659,411	7,095,577
物業、機器及設備	Property, plant and equipment	15 39,124	37,299
其他非流動資產	Other non-current asset	16 950	950
其他金融資產	Other financial assets	17 171,922	168,129
遞延稅項資產	Deferred tax assets	27 14,780	12,951
		7,886,187	7,314,906
流動資產	Current assets		
發展中待售物業	Properties under development for sale	19 1,496,668	1,489,527
已落成之待售物業	Completed properties for sale	19 445,141	504,750
其他金融資產	Other financial assets	17 1,626	-
按公允價值計入損益之金融資產	Financial assets at fair value through profit or loss	20 250,217	7,128
應收貿易賬款及其他應收賬款	Trade and other receivables	21 45,799	44,451
銀行結存及現金	Bank balances and cash	22 595,454	724,022
		2,834,905	2,769,878
流動負債	Current liabilities		
其他應付賬款	Other payables	23 191,268	344,989
合約負債	Contract liabilities	24 306,600	-
應付非控股股東款項	Amounts due to non-controlling shareholders	25 239,990	239,990
應付關連公司款項	Amount due to a related company	25 1,381	1,452
有息借貸	Interest-bearing borrowings	26 1,163,687	1,203,416
應付稅項	Tax payable	529,342	426,595
		2,432,268	2,216,442
流動資產淨額	Net current assets	402,637	553,436
總資產減流動負債	Total assets less current liabilities	8,288,824	7,868,342

綜合財務狀況報表

Consolidated Statement of Financial Position

於二零一九年六月三十日 AS AT 30 JUNE 2019

		附註 Notes	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
非流動負債	Non-current liabilities			
有息借貸	Interest-bearing borrowings	26	10,108	9,883
董事墊款	Advances from a director	30(a)	159,182	128,782
遞延稅項負債	Deferred tax liabilities	27	1,289,825	1,187,248
			<u>1,459,115</u>	<u>1,325,913</u>
資產淨值	Net assets		<u>6,829,709</u>	<u>6,542,429</u>
權益	EQUITY			
股本	Share capital	28	2,326,486	2,221,269
儲備	Reserves		4,312,241	4,158,932
本公司持有人應佔權益	Equity attributable to the owners of the Company		<u>6,638,727</u>	<u>6,380,201</u>
非控股權益	Non-controlling interests		<u>190,982</u>	<u>162,228</u>
權益總額	Total equity		<u>6,829,709</u>	<u>6,542,429</u>

趙世曾
Chao Sze-Tsung Cecil
董事
Director

翁峻傑
Yung Philip
董事
Director

附註：本集團已於二零一八年七月一日初步應用香港財務報告準則第15號及香港財務報告準則第9號，根據已選擇之過渡方法，未重列比較數字，詳見附註3。

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 July 2018. Under the transition methods chosen, comparative information is not restated. See Note 3.

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
經營活動之現金流量	Cash flows from operating activities		
除稅前溢利	Profit before income tax	768,131	1,048,752
調整：	Adjustments for:		
折舊	Depreciation	1,867	1,832
股息收入	Dividend income	(227)	(250)
利息收入	Interest income	(25,975)	(24,832)
財務成本	Finance costs	30,004	31,802
投資物業公允價值之變動	Changes in fair value of investment properties	(683,397)	(1,131,543)
出售持有直至到期之金融資產獲利	Gain on disposal of held-to-maturity financial assets	–	(527)
出售按公允價值計入損益之金融資產獲利	Gain on disposal of financial assets at FVTPL	(49)	(2,612)
出售投資物業獲利	Gain on disposal of investment properties	(11,105)	–
按公允價值計入損益之金融資產及負債之公允價值變動	Change in fair value of financial assets and liabilities at FVTPL	558	773
訴訟撥備	Provision for litigations	–	67,582
匯兌差額	Exchange difference	(59,543)	(78,700)
流動資金變動前之經營溢利／(虧損)	Operating profit/(loss) before working capital changes	20,264	(87,723)
待售物業增加	Increase in properties held for sale	(3,109)	(46,954)
貿易及其他應收賬款增加	Increase in trade and other receivables	(3,024)	(14,674)
其他應付賬款增加／(減少)	Increase/(Decrease) in other payables	38,414	(84,975)
合約負債增加	Increase in contract liabilities	116,143	–
出售按公允價值計入損益之金融資產所得	Proceeds from disposal of financial assets at FVTPL	210	9,854
經營活動所產生／(動用)之現金	Cash generated from/(used in) operations	168,898	(224,472)
已付財務成本	Finance costs paid	(28,277)	(21,740)
已付利得稅	Profits tax paid	–	(1,009)
利得稅退稅	Profits tax refund	–	68
經營活動所產生／(動用)之現金淨額	Net cash generated from/(used in) operating activities	140,621	(247,153)

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
投資活動之現金流量	Cash flows from investing activities		
股息收入	Dividend income	227	221
利息收入	Interest received	26,557	25,214
購買物業、機器及設備	Purchase of property, plant and equipment	(790)	(485)
投資物業增加	Additions of investment properties	(93,063)	(16,457)
超過三個月到期之 新增定期存款	New fixed deposits with original maturity of over three months placement of	(193,368)	(195,632)
超過三個月到期之 定期存款釋放	Release of fixed deposits with original maturity of over three months placement of	195,632	32,772
已抵押銀行結存新增	New pledged bank balances	–	(7,106)
已抵押銀行結存釋放	Release of pledged bank balances	6,209	1,786
購入按公允價控計入 損益之金融資產	Purchase of financial assets of FVTPL	(243,808)	–
出售投資物業收益	Proceed of disposal of investment properties	107,968	–
購入可供出售之金融資產	Purchase of available-for-sale financial assets	–	(65,870)
出售持有直至到期之 金融資產收益	Proceeds from disposal of held to maturity financial assets	–	16,245
投資活動所動用之現金淨額	Net cash used in investing activities	(194,436)	(209,312)
融資活動之現金流量	Cash flows from financing activities		
發行股份	Issue of share capital	–	81,548
已付股息	Dividends paid	(24,131)	(26,205)
新增銀行貸款及其他貸款	New bank and other loans raised	140,950	687,813
銀行貸款還款	Repayment of bank loan	(180,950)	(627,748)
增加／(減少)董事墊款	Increase/(Decrease) in advances from a director	30,400	(46,854)
償還關連公司墊款	Repayment of amount due to a related company	(71)	(16)
融資活動所(動用)／產生 之現金淨額	Net cash (used in)/generated from financing activities	(33,802)	68,538
現金及現金等值物之減少淨額	Net decrease in cash and cash equivalents	(87,617)	(387,927)
年初之現金及現金等值物	Cash and cash equivalents at beginning of year	518,393	876,257
匯率變動的影響·持有現金	Effect of foreign exchange rate changes, on cash held	(32,478)	30,063
年終之現金及現金等值物	Cash and cash equivalents at end of year	398,298	518,393

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
銀行結存及現金等值物 結餘分析	Analysis of the balances of cash and cash equivalents		
在綜合財務狀況報表呈列之 銀行結存及現金	Bank balances and cash as stated in consolidated statement of financial position	595,454	724,022
減：超過三個月到期之 定期存款	Less: Fixed deposits with original maturity of over three months	(193,368)	(195,632)
減：已抵押銀行結存	Less: Pledged bank balances	(3,788)	(9,997)
		<u>398,298</u>	<u>518,393</u>

附註： 本集團已於二零一八年七月一日初步應用香港財務報告準則第15號及香港財務報告準則第9號，根據已選擇之過渡方法，未重列比較數字，詳見附註3。

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 July 2018. Under the transition methods chosen, comparative information is not restated. See Note 3.

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		本公司持有人應佔權益 Equity attributable to the owners of the Company							
		股本	換算儲備*	物業重估儲備*	可出售 金融資產 重估儲備 Available- for-sale financial assets Property revaluation reserve*	保留溢利*	總額	非控股權益	總權益
		Share capital	Exchange reserve*	Property revaluation reserve*	Property revaluation reserve*	Retained profits*	Total	Non-controlling interests	Total equity
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(附註 28(a))	(附註 28(a))	(附註 28(a))	(附註 28(a))	(附註 28(a))	(附註 28(a))	(附註 28(a))	(附註 28(a))
		(Note 28(a))	(Note 28(a))	(Note 28(a))	(Note 28(a))	(Note 28(a))	(Note 28(a))	(Note 28(a))	(Note 28(a))
二零一七年七月一日結存	Balance at 1 July 2017	2,050,018	(199,231)	19,555	2,242	3,735,880	5,608,464	157,240	5,765,704
年度溢利	Profit for the year	-	-	-	-	606,619	606,619	4,988	611,607
年內其他全面收入	Other comprehensive income for the year								
換算海外營運業務財務報表產生 之匯兌虧損	Exchange gain on translation of financial statements of foreign operations	-	118,381	-	-	-	118,381	-	118,381
可出售金融資產公允價值變動	Change in fair value of available -for-sale financial assets	-	-	-	(14,778)	-	(14,778)	-	(14,778)
土地及樓宇重估盈餘	Surplus on revaluation of land and building	-	-	7,392	-	-	7,392	-	7,392
其他全面收益部份相關的所得稅	Income tax relating to components of other comprehensive income	-	-	(1,220)	-	-	(1,220)	-	(1,220)
年內全面(支出)/收入總額	Total comprehensive (expenses)/ income for the year	-	118,381	6,172	(14,778)	606,619	716,394	4,988	721,382
已批准及已繳付二零一七年 末期股息(附註11)	2017 final dividend approved and paid (Note 11)	-	-	-	-	(73,817)	(73,817)	-	(73,817)
已批准及已繳付二零一八年 中期股息(附註11)	2018 interim dividend approved and paid (Note 11)	-	-	-	-	(42,091)	(42,091)	-	(42,091)
發行股份：	Issue of share capital:								
根據以股代息計劃	Pursuant to scrip dividend scheme	89,703	-	-	-	-	89,703	-	89,703
行認股權證	By exercise of warrants	81,548	-	-	-	-	81,548	-	81,548
二零一八年六月三十日結存	Balance at 30 June 2018	2,221,269	(80,850)	25,727	(12,536)	4,226,591	6,380,201	162,228	6,542,429

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

		本公司持有人應佔權益 Equity attributable to the owners of the Company								
		股本	換算儲備*	物業 重估儲備*	可出售 金融資產 重估儲備	按公允價值 計入其他全面 收益之 金融資產 Financial Assets at fair value through other comprehensive reserve (recycling)*	保留溢利*	總額	非控股權益	總權益
		Share capital 千港元 HK\$'000 (附註28(a)) (Note 28(a))	Exchange reserve* 千港元 HK\$'000	Property revaluation reserve* 千港元 HK\$'000	Available- for-sale assets revaluation reserve* 千港元 HK\$'000	Financial Assets at fair value through other comprehensive reserve (recycling)* 千港元 HK\$'000	Retained profits* 千港元 HK\$'000	Total 千港元 HK\$'000	Non- controlling interests 千港元 HK\$'000	Total equity 千港元 HK\$'000
二零一八年七月一日結存	Balance at 1 July 2018	2,221,269	(80,850)	25,727	(12,536)	-	4,226,591	6,380,201	162,228	6,542,429
採納香港財務報告準則第9號調整(附註3)	Adjustment from adoption of HKFRS 9 (Note 3)	-	-	-	12,536	(12,536)	-	-	-	-
二零一八年七月一日已調整結存	Adjusted balance at 1 July 2018	2,221,269	(80,850)	25,727	-	(12,536)	4,226,591	6,380,201	162,228	6,542,429
年度溢利	Profit for the year	-	-	-	-	-	572,899	572,899	28,754	601,653
年內其他全面收入	Other comprehensive income for the year	-	(298,094)	-	-	-	-	(298,094)	-	(298,094)
換算海外營運業務財務報表產生 之匯兌獲利	Exchange gain on translation of financial statements of foreign operations	-	(298,094)	-	-	-	-	(298,094)	-	(298,094)
按公允價值計入其他全面收益中之 金融資產公允價值的變動(回收中)	Change in fair value of financial assets at FVTOCI (recycling)	-	-	-	-	5,419	-	5,419	-	5,419
土地及樓宇重估盈餘	Surplus on revaluation of land and building	-	-	2,914	-	-	-	2,914	-	2,914
其他全面收益部份相關的所得稅	Income tax relating to components of other comprehensive income	-	-	(481)	-	-	-	(481)	-	(481)
年內全面(支出)/收入總額	Total comprehensive (expenses)/income for the year	-	(298,094)	2,433	-	5,419	572,899	282,657	28,754	311,411
已批准及已繳付二零一八年 末期股息(附註11)	2018 final dividend approved and paid (Note 11)	-	-	-	-	-	(85,457)	(85,457)	-	(85,457)
已批准及已繳付二零一九年 中期股息(附註11)	2019 interim dividend approved and paid (Note 11)	-	-	-	-	-	(43,891)	(43,891)	-	(43,891)
發行股份： 根據以股代息計劃	Issue of share capital: Pursuant to scrip dividend scheme	105,217	-	-	-	-	-	105,217	-	105,217
二零一九年六月三十日結存	Balance at 30 June 2019	2,326,486	(378,944)	28,160	-	(7,117)	4,670,142	6,638,727	190,982	6,829,709

* 此儲備賬已包括呈列在綜合財務狀況表中本集團之儲備約4,312,241,000港元(二零一八年：4,158,932,000港元)。

* These reserve accounts comprise the Group's reserves of approximately HK\$4,312,241,000 (2018: HK\$4,158,932,000) in the consolidated statement of financial position.

附註： 本集團已於二零一八年七月一日初步應用香港財務報告準則第15號及香港財務報告準則第9號，根據已選擇之過渡方法，未重列比較數字，詳見附註3。

Note: The Group has initially applied HKFRS 15 and HKFRS 9 at 1 July 2018. Under the transition methods chosen, comparative information is not restated. See Note 3.

1. 一般資料

卓能(集團)有限公司(「本公司」)乃一間在香港註冊成立之有限責任公司，本公司之註冊地址及主要營業地址已披露於本年報組織資料中。本公司之股份於香港聯合交易所有限公司上市。

本公司及其附屬公司(統稱「本集團」)由一香港註冊成立之有限公司欣然有限公司(「欣然」)控股，於報告日，董事認為本集團之最終控股公司亦為欣然。

本集團之主要業務活動為物業發展和投資與提供物業管理及其有關服務。

截至二零一九年六月三十日止年度之財務報表獲董事會於二零一九年九月二十六日批准刊發。

1. GENERAL INFORMATION

Cheuk Nang (Holdings) Limited (the “Company”) is a limited liability company incorporated and domiciled in Hong Kong. The address of its registered office is disclosed in the Corporate Information section of the annual report and, its principal place of business is Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited.

The Company and its subsidiaries (the “Group”) are controlled by Yan Yin Company Limited (“Yan Yin”), a limited liability company incorporated and domiciled in Hong Kong. At the reporting date, the directors consider the ultimate parent company of the Group is also Yan Yin.

The Group is principally engaged in property development and investment and provision of property management and related services.

The consolidated financial statements for the year ended 30 June 2019 were approved for issue by the board of directors on 26 September 2019.

2. 主要會計政策摘要

2.1. 編制基準

載於第117頁至第272頁之年度綜合財務報表乃按香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」），此統稱已包括所有適用個別之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋及香港普遍採用之會計原則而編製。

本財務報表亦符合適用之香港公司條例之規定，亦同時符合香港聯合交易所有限公司證券上市規則之適用披露規定。

編製財務報表時乘用主要會計政策概述於下文。除另有註明者外，此等會計政策已於所有呈報年度貫徹應用。採納新訂或經修訂之香港財務報告準則及其對本集團財務狀況之影響（如有）已於附註3中披露。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

These annual consolidated financial statements on pages 117 to 272 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong.

The financial statements also comply with the requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s financial statements, if any, are disclosed in Note 3.

2. 主要會計政策摘要(續)

2.1. 編制基準(續)

財務報表按照歷史成本基準編製，惟投資物業、按公允價計入損益及按公允價值計入其他全面收益之金融資產(二零一八年：金融工具分類為可供出售)，及列於物業、機器及設備的土地及樓宇以公允價值列賬除外。有關計量基準於下列會計政策詳述。

應注意於編製財務報表時涉及會計估計及假設。儘管該等估計乃根據管理層對目前事件及行動之最佳認知及判斷作出，惟實際結果最終或會與該等估計有所出入。涉及較高精度判斷或較為複雜之範疇，或假設及估計對財務報表而言屬重大之範疇已於附註4披露。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The financial statements have been prepared on the historical cost basis, except for investment properties, financial assets at fair value through profit or loss (“FVTPL”) and financial assets at fair value through other comprehensive income (“FVTOCI”) (2018: financial instruments classified as available-for-sale), and land and building classified under property, plant and equipment, which are stated at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2. 主要會計政策摘要(續)

2.2 綜合基準

綜合財務報表包括本公司及其附屬公司截至每年六月三十日之財務報表。

附屬公司為本集團控制的實體。本集團控制一個實體，當它被暴露或具有權利時，可以從其參與的實體中獲得可變的回報，並有能力通過對該實體的權力影響這些回報。在評估集團在該實體是否具有權力時，僅考慮實質性權利(由集團及其他方持有)。

本集團自獲得控制權日起將附屬公司之收入及支出合併入綜合財務報表中，直到本集團不再控制該附屬公司之日為止。

編製綜合財務報表時，集團內公司間交易、結餘及未變現收益及虧損將會對銷。集團內公司間資產銷售之未變現虧損於綜合賬目時撥回，而相關資產亦會從本集團之角度進行減值測試。附屬公司財務報表中呈報的金額已於必要時作出調整，以確保與本集團採納的會計政策一致。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 30 June each year.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights (held by the Group and other parties) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statement of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

2. 主要會計政策摘要(續)

2.2 綜合基準(續)

非控股權益代表不屬於本公司的直接或間接附屬公司的權益，而本集團並無與該等權益持有人同意任何附加條款，導致本集團整體合約對符合金融負債定義的利益的義務。對於每項業務合併，本集團可以選擇以公允價值或該附屬公司可辨認淨資產的比例分配來衡量任何非控股權益。

非控股權益在綜合財務狀況表以權益呈列，並與本公司權益持有人應佔部份分開呈列。在本集團業績中非控股權益在綜合收益表及綜合全面收益表分別呈列為該年非控股權益及本公司權益持有人的分配利潤或虧損及全面收益總額。

當本集團於附屬公司之權益改變但不會因此失去控制權為股本交易，因此綜合股本中之控股及非控股權益之數額將予調整，以反映有關權益之改變，但商譽不會作出調整及沒有獲利或虧損會被確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation (Continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income respectively for the year between non-controlling interests and the owners of the Company.

Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

2. 主要會計政策摘要(續)

2.2 綜合基準(續)

當本集團失去附屬公司的控制權，出售的溢利或虧損按(i)收取的代價的公允價值及任何保留權益的公允價值之總和及(ii)附屬公司的資產(包括商譽)，負債及任何非控股權益之賬面值，兩者間之差異來計算。若有關之資產或負債在出售時，將需要過去以相同方式已確認數額。當若干附屬公司之資產是按公允價值的重估金額計量和相關的累計收益或虧損已在其他綜合收益中及累計權益中確認，以往已在其他綜合收益中及累計權益中確認之金額將猶如本公司已直接出售該相關資產入賬(即重新分類至損益或直接轉撥至保留溢利)。

在本公司財務報表中，附屬公司以成本減去任何減值準備，除非該附屬公司被列入為持有作出售或包括在出售集團中。成本的調整以反映因整體代價的修整引致代價的變動，成本還包括投資的直接成本。

本公司計算附屬公司的業績根據在報告日收到及應收到的股息計算。被收購方之前或之後收到的所有股息在本公司的損益中確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained profits).

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2. 主要會計政策摘要(續)

2.3 外幣換算

財務報表以港元呈報，其亦為本公司之功能貨幣。

綜合入賬實體之個別財務報表內所示外匯交易按照交易日之市場匯率折算為該個別實體之功能貨幣。於結算日，以外幣計值之貨幣資產及負債按結算日匯率換算。結算此類交易及於結算日重新換算貨幣資產及負債所產生匯兌溢利或虧損，均於損益表中確認。

以公允價值列賬且以外幣計值之非貨幣項目，乃按釐定公允價值當日之匯率換算，列作公允價值收益或虧損其中部份呈報。以歷史成本計量之非貨幣項目概不重新換算。(即只使用交易當日的兌換率來進行換算)。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Foreign currency translation

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

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

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 and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. (ie. only translated using the exchange rates at the transaction date).

2. 主要會計政策摘要(續)

2.3 外幣換算(續)

於綜合財務報表，所有原先以本集團呈報貨幣以外貨幣呈列之海外業務個別財務報表，均已折算為港元。資產與負債均以結算日之收市匯率折算為港元。收入與開支則按交易日匯率或(倘匯率並無大幅波動之情況下)申報期間之平均匯率折算為港元。因此而產生之任何差額均於權益內之換算儲備獨立處理。

就出售海外業務(即出售本集團於海外業務的全部權益，或涉及失去對包括海外業務的附屬公司的控制權的出售)而言，該業務應佔的所有累計匯兌差額均屬於本集團重新分類至損益。以前歸屬於非控股權益的任何匯兌差額均已終止確認，但不會重新分類至損益。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Foreign currency translation (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollars. Assets and liabilities have been translated into Hong Kong dollars at the closing rates at the reporting date. Income and expenses have been converted into the Hong Kong dollars at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

2. 主要會計政策摘要(續)

2.3 外幣換算(續)

如果對包括海外業務的子公司進行部份處置(即不失去控制權),則累計匯兌差額將重新歸屬非控制性權益,且不在損益中確認。對於所有其他部份處置(即不涉及變更的聯營公司或合營公司的會計基礎),累計匯兌差額的比例份額重新分類至損益。

2.4 物業、機器及設備

持有經營租約之土地及在土地上之樓宇(在最初獲得土地及樓宇時未能清楚界定為持有經營租約,因此土地及樓宇之租約權益之公允價值不能分開量度)以其重估價值入賬,即以在重估當日之公允價值扣減累計折舊及累計減值虧損列賬。公允價值乃由對物業有足夠經驗之外聘專業估值師來確定於結算日之賬面值與以公允價值釐定沒有重大差異。任何於重估當日之累計折舊將扣減資產之賬面總值而淨額重列為資產之重估價值。其他物業、機器及設備以其成本價扣減累計折舊及累計減值虧損列賬。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Foreign currency translation (Continued)

In the case of a partial disposal (i.e., no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e., of associates or joint venture not involving a change of accounting basis), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.4 Property, plant and equipment

Land held under operating leases and buildings thereon (where the fair value of the leasehold interest in the land and buildings cannot be measured separately at the inception of the lease and the building is not clearly held under an operating lease) are stated at revalued amounts, being fair value at the date of revaluation less subsequent accumulated depreciation and any subsequent impairment losses. Fair value is determined in appraisals by external professional valuers with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the reporting date. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

2. 主要會計政策摘要(續)

2.4 物業、機器及設備(續)

因土地及樓宇重估之任何盈餘將在其他全面收益並累計在物業重估儲備入賬，除非該資產之賬面值以往遭受重大重估減值或累計減值虧損。重估增值將在損益表中入賬，其上限為以往已於損益中確認之減值款額，增值的餘下部份將在其他全面收益中入賬。土地及樓宇因重估或減值虧損令賬面淨值的減少在其他全面收益中確認，其上限為物業重估儲備中以扣減該資產之任何重估盈餘入賬，減值的餘下部份將在損益中入賬。

其他資產之折舊是根據全面投入運作之日期起按其估計可使用年期及成本值或重估值扣除累計減值虧損及殘值後以直線法計提折舊。其每年折舊率如下：

土地及樓宇	2%
傢俬、裝修及 寫字樓設備	10%
汽車及配件	20%
租賃物業裝修	33%或其預計 使用年限 (以兩者之 間較短者)

資產之剩餘價值、折舊方法及可使用年期會於每個結算日進行檢討及調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Property, plant and equipment (Continued)

Any surplus arising on revaluation of land and buildings is recognised in other comprehensive income and is accumulated in the property revaluation reserve in equity, unless the carrying amount of that asset has previously suffered a revaluation decrease. To the extent that any decrease has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase dealt with in other comprehensive income. A decrease in net carrying amount of land and buildings arising on revaluations is recognised in other comprehensive income to the extent of the revaluation surplus in the property revaluation reserve relating to the same asset and the remaining decrease is recognised in profit or loss.

Depreciation on property, plant and equipment is provided to write off the cost or revalued amounts less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Land and building	2%
Furniture, fittings and office equipment	10%
Motor vehicles and accessories	20%
Leasehold improvement	33% or over the remaining term of the lease, if shorter

The asset's residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

2. 主要會計政策摘要(續)

2.4 物業、機器及設備(續)

出售收益或虧損乃以銷售所得款項與有關資產賬面值之差額而釐定，並於收益中確認。在出售土地及樓宇時，任何重估盈餘將轉移至保留溢利中而非損益中。

隨後成本已包括在資產之賬面值或確認為作個別資產，惟前提為與項目有關之日後經濟效益將有可能流入本集團中而該項目之成本能可靠地計量。所有其他維修及保養費用在使用當年之損益表中支銷。

2.5 投資物業

投資物業乃指擁有或持有批地權益之土地及／或樓宇，以賺取租金收入及／或資金升值。此物業包括現時持有而未決定用途之土地及已興建或發展中將來用作投資物業之物業。

當集團以營運租賃持有物業權益以賺取租金收入及／或資金升值，該項權益被分類為按每個物業為基準之投資物業入賬，任何物業權益已被分類為投資物業將尤如以財務租賃持有入賬。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Property, plant and equipment (Continued)

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Any revaluation surplus remaining in equity is transferred to retained profits on the disposal of land and building and is not reclassified to profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

2.5 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease.

2. 主要會計政策摘要(續)

2.5 投資物業(續)

投資物業包括已落成物業及將來持續用作投資物業之建築中的投資物業。投資物業乃於結算日按公允價值在財務狀況報表中列賬。投資物業的公允價值乃由對物業的所在地及其性質擁有足夠經驗之外聘專業估值師來釐定。其於報告日之賬面值正反映於報告日當時之市場情況。

任何因公允價值變動或於出售投資物業後而引致的盈虧在損益表中確認。

已落成之待售物業會以公允價值轉移至投資物業。任何於當日的公允價值與以往賬面值的差額將在損益中確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Investment properties (Continued)

Investment properties include completed properties and investment properties under development for continued future use as investment properties. Investment properties are measured at cost on initial recognition and subsequently at fair value. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and nature of the investment property. The carrying amounts recognised at the reporting date reflect the prevailing market conditions at the reporting date.

Gains or losses arising from either changes in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

For a transfer from completed properties for sale to investment property that will be carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

2. 主要會計政策摘要(續)

2.6 金融工具

確認和終止確認

金融資產和金融負債在本集團成為金融工具合同條款的一方時確認。

當金融資產的現金流量的合同權利到期，或金融資產及其絕大部分風險和報酬轉移時，金融資產終止確認。金融負債在終止、解除、取消或到期時終止確認。

金融資產

適用於二零一八年七月一日以後的政策

金融資產的分類和初始計量

除不含重大融資成分且按交易價格按照香港財務報告準則第15號計量的貿易應收賬款外，所有金融資產初步按公允價值計量，倘金融資產並非按公允價值計入損益，加上直接歸屬於收購金融資產的交易成本。按公允價值計入期損益之金融資產的交易成本計入損益表中。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments

Recognition and derecognition

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

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets

Policy applicable from 1 July 2018

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15, all financial assets are initially measured at fair value, in case of a financial asset not at FVTPL, plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the profit or loss.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日以後的政策(續)

金融資產的分類和初始計量(續)

金融資產分為以下幾類：

- 攤銷成本；
- 按公允價值計入損益；或
- 按公允價值計入其他全面收益。

分類由以下兩者決定：

- 實體管理金融資產的商業模式；及
- 金融資產的合同現金流量特徵。

所有與損益中確認的金融資產相關的收入和支出均在財務費用或其他收入中列報，但在行政費用中列報的貿易應收款項的預期信用損失除外。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

Classification and initial measurement of financial assets (Continued)

Financial assets are classified into the following categories:

- amortised cost;
- FVTPL; or
- FVTOCI.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or other income, except for expected credit losses ("ECL") of trade receivables which is presented within administrative expenses.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日以後的政策(續)

金融資產的後續計量

債務投資

按攤銷成本計算的金融資產

如果資產符合以下條件(並且未指定為按公允價值計入損益),則金融資產按攤銷成本計量:

- 它們是在一種商業模式中持有,其目的是持有金融資產並收取其合同現金流量;及
- 金融資產的合同條款產生的現金流量僅為本金和未償還本金的利息。

在初始確認後,使用實際利率法以攤銷成本計量這些。這些金融資產的利息收入計入損益。如果貼現的影響並不重要,則省略貼現。本集團的貿易及其他應收款項及銀行結餘及現金屬於此類金融工具。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's trade and other receivables and bank balances and cash fall into this category of financial instruments.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日以後的政策(續)

金融資產的後續計量(續)

債務投資(續)

按公允價值計入其他全面收益之金融資產(回收中)

如果資產符合以下條件，則本集團以按公允價值計入其他全面收益之金融資產進行會計處理：

- 它們以商業模式持有，其目的是收取相關的現金流量和銷售；及
- 金融資產的合同條款產生的現金流量僅為本金和未償還本金的利息。

公允價值變動在其他全面收益中確認，但在損益中確認的預期信用損失、利息收入(使用實際利率法計算)及外匯損益除外。終止確認該投資時，其他全面收益中累積的金額會從權益中轉回至損益。此類別包括列出的永久票據和列出的債券。

按公允價值計入損益之金融資產

在「持有收集」或「持有收集和出售」之外的不同商業模式中持有的金融資產按公允價值計入損益分類。此外，無論業務模式如何，合約現金流量不僅僅是本金和利息支付的金融資產均按公允價值計入損益入賬。此類別包括結構性存款。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

Subsequent measurement of financial assets (Continued)

Debt investments (Continued)

Financial assets at FVTOCI (recycling)

The Group accounts for financial assets at FVTOCI if the assets meet the following conditions:

- they are held under a business model whose objective is hold to collect the associated cash flows and sale; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Changes in fair value are recognised in other comprehensive income, except for recognition in profit or loss of ECL, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss. This category includes listed perpetual notes and listed debentures.

Financial assets at FVTPL

Financial assets that are held within a different business model other than “hold to collect” or “hold to collect and sell” are categorised at FVTPL. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. This category includes structured deposit.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日以後的政策(續)

金融資產的後續計量(續)

股權投資

股本證券投資分類為按公允價值計入損益之金融資產，除非該股本投資不是持有作買賣的目的而持有，並且在初始確認該投資時，本公司選擇將其指定為按公允價值計入其他全面收益(不可回收)。此類選擇是在逐筆工具的基礎上進行的，但只有在投資符合發行人的角度對股本的定義時才進行。

當本集團收取股息的權利確立時，該等權益工具投資的股息於損益中確認。股息包含在損益中的「其他收入」中。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

Subsequent measurement of financial assets (Continued)

Equity investment

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment, the Company elects to designate the investment at FVTOCI (non-recycling). Such elections are made on an instrument-by-instrument basis, but only be made if the investment meets the definition of equity from the issuer's perspective.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Dividends are included in the "other income" in profit or loss.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日之前的政策

金融資產的分類和計量

本集團對附屬公司權益以外的金融資產的會計政策載列如下。本集團的金融資產分為持有至到期投資，以公允價值計量且其變動計入當期損益的金融資產，可供出售金融資產以及貸款和應收款項。

管理層在初始確認時確定其金融資產的分類，具體取決於獲取金融資產的目的，並在允許和適當的情況下，在每個報告日期重新評估該釐定。

所有金融資產僅在本集團成為該工具合同條款的一方時確認。定期購買和出售金融資產的方式在交易日確認。當金融資產初始確認時，按公允價值計量，如果投資不是以公允價值計量且其變動計入損益，則直接歸屬於交易成本。

當從投資收到現金流的權利到期或轉讓且所有權的絕大部分風險和回報已經轉移時，就會終止確認金融資產。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable before 1 July 2018

Classification and measurement of financial assets

The Group's accounting policies for financial assets other than interests in subsidiaries are set out below. Financial assets of the Group are classified into held-to-maturity investments, financial assets at fair value through profit or loss, available-for-sale financial assets and loans and receivables.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日之前的政策(續)

金融資產的分類和計量(續)

在每個報告日，對金融資產進行審查，以評估是否存在減值的客觀證據。如果存在任何此類證據，則根據金融資產的分類確定和確認減值損失。

(i) 持有至到期投資

持有至到期投資是指本集團管理層有明確意圖和能力持有至到期的固定或可確定付款和固定到期日的非衍生金融資產。持有至到期投資隨後採用實際利率法按攤餘成本減任何減值損失計量。攤銷成本的計算考慮了收購時的任何折扣或溢價，並包括作為實際利率和交易成本的組成部分的費用。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable before 1 July 2018 (Continued)

Classification and measurement of financial assets (Continued)

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

(i) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group's management has the positive intention and ability to hold to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

2. 主要會計政策摘要(續)**2.6 金融工具(續)****金融資產(續)**

適用於二零一八年七月一日之前的政策(續)

金融資產的分類和計量(續)

- (ii) 以公允價值計入損益之金融資產

以公允價值計入損益之金融資產包括持有作買賣之金融資產和初始確認時按公允價值計入損益的金融資產。

如果金融資產是為了近期出售而被收購的，則被歸類為持有以進行交易，或者它是一起管理的已識別金融工具組合的一部分，並且有證據證明最近的短期模式獲利了結。衍生工具(包括分離的嵌入式衍生工具)亦被分類為持作買賣，除非它們被指定為有效對沖工具或財務擔保合約。

如果合同包含一個或多個嵌入式衍生工具，則整個混合合同可以被指定為按公允價值計入損益之金融資產，除非嵌入衍生工具沒有顯著修改現金流量或者顯然嵌入式衍生工具的分離衍生物是禁止的。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.6 Financial instruments (Continued)****Financial assets (Continued)**

Policy applicable before 1 July 2018 (Continued)

Classification and measurement of financial assets (Continued)

- (ii) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日之前的
政策(續)

金融資產的分類和計量(續)

(ii) 以公允價值計入損益之金融
資產(續)

如果符合以下標準，金融資產
可在初始確認時指定為按公允
價值計入損益：

- 該指定消除或大大減少了
因衡量資產或在不同基礎
上確認其收益或損失而產
生的不一致處理；或
- 根據記錄在案的風險管理
策略，資產是一組金融資
產的一部分，並按公允價
值評估其業績，並在此基
礎上提供有關金融資產組
的信息。管理人員；或
- 金融資產包含需要單獨記
錄的嵌入式衍生工具。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable before 1 July 2018 (Continued)

*Classification and measurement of financial assets
(Continued)*

(ii) Financial assets at fair value through profit or
loss (Continued)

Financial assets may be designated at initial
recognition as at fair value through profit or
loss if the following criteria are met:

- the designation eliminates or significantly
reduces the inconsistent treatment that
would otherwise arise from measuring the
assets or recognising gains or losses on
them on a different basis; or
- the assets are part of a group of financial
assets which are managed and their
performance is evaluated on a fair value
basis, in accordance with a documented
risk management strategy and information
about the group of financial assets is
provided internally on that basis to the key
management personnel; or
- the financial asset contains an embedded
derivative that would need to be separately
recorded.

2. 主要會計政策摘要(續)**2.6 金融工具(續)****金融資產(續)**

適用於二零一八年七月一日之前的政策(續)

金融資產的分類和計量(續)

- (ii) 以公允價值計入損益之金融資產(續)

初始確認後，此類別中包括的金融資產以公允價值計量，公允價值變動計入損益。公允價值通過活躍市場中相同資產或負債的報價或基於使用來自可觀察市場的任何數據的估值技術來證明。公允價值收益或損失不包括這些金融資產所產生的任何股息或利息。股息及利息收入乃根據本集團於該等綜合財務報表附註2.15的政策確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.6 Financial instruments (Continued)****Financial assets (Continued)**

Policy applicable before 1 July 2018 (Continued)

Classification and measurement of financial assets (Continued)

- (ii) Financial assets at fair value through profit or loss (Continued)

Subsequent to the initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses any data from observable market. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in Note 2.15 to the consolidated financial statements.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融資產(續)

適用於二零一八年七月一日之前的政策(續)

金融資產的分類和計量(續)

(iii) 可供出售金融資產

不符合列入任何其他類別金融資產的非衍生金融資產歸類為可供出售金融資產。

此類別內的所有金融資產其後按公允價值計量。公允價值變動(不包括任何股息和利息收入)產生的利得或損失在其他全面收益中確認,並在可供出售金融資產重估後的權益中單獨累計,減值損失除外(見下文政策)貨幣資產的匯兌收益和損失,直至金融資產終止確認,此時累計損益從權益重分類至損益。使用實際利率法計算的利息於損益中確認。

以外幣計值的可供出售貨幣資產的公允價值以該外幣確定,並於報告日按報告日匯率換算。因資產攤銷成本變動而產生的換算差額產生的公允價值變動計入損益,其他變動計入其他仕面收益中。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial assets (Continued)

Policy applicable before 1 July 2018 (Continued)

Classification and measurement of financial assets (Continued)

(iii) Available-for-sale financial assets

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets.

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the available-for-sale financial assets revaluation reserve in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss is reclassified from equity to profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

The fair value of available-for-sale monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the reporting date. The change in fair value attributable to translation differences that result from a change in amortised cost of the asset is recognised in profit or loss, and other changes are recognised in other comprehensive income.

2. 主要會計政策摘要(續)**2.6 金融工具(續)****金融資產(續)**

適用於二零一八年七月一日之前的政策(續)

*金融資產的分類和計量(續)***(iii) 可供出售金融資產(續)**

對於在活躍市場中沒有報價且其公允價值不能可靠計量的權益性證券的可供出售投資以及與通過交付此類非上市權益工具掛鉤並必須結算的衍生工具，於初步確認後的每個報告日按成本減任何已識別減值虧損計量。

(iv) 貸款和應收款項

貸款和應收款項是指在活躍市場中沒有報價，回收金額固定或可確定的非衍生金融資產。貸款及應收款項其後按實際利率法按攤銷成本減任何減值虧損計量。攤銷成本的計算考慮了收購時的任何折扣或溢價，並包括作為實際利率和交易成本的組成部分的費用。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.6 Financial instruments (Continued)****Financial assets (Continued)**

Policy applicable before 1 July 2018 (Continued)

*Classification and measurement of financial assets (Continued)***(iii) Available-for-sale financial assets (Continued)**

For available-for-sale investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at each reporting date subsequent to initial recognition.

(iv) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融負債

金融負債的分類和計量

本集團的金融負債包括計息借款及債券，其他應付款項及關連人士墊款(包括應付非控股股東的款項，應付關連人士款項及董事墊款)。它們在綜合財務狀況表中作為計息借款包括在當前或非流動負債，其他應付款項中或在綜合財務狀況表中單獨列示。

金融負債初步按公平值計量，並在適用情況下按交易成本作出調整，除非本集團指定以公允價值計量且其變動計入當期損益的金融負債。

其後，金融負債採用實際利率法按攤銷成本計量，惟按公允價值計入損益的衍生工具及金融負債除外，其後續按公允價值列賬，並於損益確認收益或虧損。

所有與利息相關的費用均包含在財務成本中。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include interest-bearing borrowings and bond, other payables and advances from related parties (including amounts due to non-controlling shareholders, amount due to a related company and advances from a director). They are included in line items in the consolidated statement of financial position as interest-bearing borrowings under current or non-current liabilities, other payables or separately shown on the face of the consolidated statement of financial position, respectively.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges that are reported in profit or loss are included within finance cost.

2. 主要會計政策摘要(續)

2.6 金融工具(續)

金融負債(續)

金融負債的分類和計量(續)

借款

借款初步按公平值確認，扣除所產生的交易成本。借款其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之間的任何差額，均採用實際利率法於借款期間在損益中確認。

借款分類為流動負債，除非本集團有無條件權利在報告日期後至少延遲十二個月推遲償還負債。

其他應付款項、應付非控股股東的款項、應付關連公司款項及董事墊款

其他應付款項，應付非控股股東的款項，應付關連公司款項及董事墊款乃按其公平值初步確認，其後以實際利率法按攤銷成本計量。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Financial instruments (Continued)

Financial liabilities (Continued)

Classification and measurement of financial liabilities (Continued)

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Other payables, amounts due to non-controlling shareholders, amount due to a related company and advances from a director

Other payables, amounts due to non-controlling shareholders, amount due to a related company and advances from a director are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2. 主要會計政策摘要(續)

2.7 金融資產減值

適用於二零一八年七月一日以後的政策

香港財務報告準則第9號的減值要求使用更多前瞻性資料以確認預期信用損失－「預期信用損失模式」。範圍內的工具包括以攤餘成本和按公允價值計入其他全面收益計量的貸款和其他債務型金融資產。

本集團在評估信貸風險及計量預期信用損失時考慮更廣泛的信息，包括過去事件，當前狀況，合理且可支持的預測，這些預測會影響工具未來現金流量的預期可收回性。

在應用這種前瞻性方法時，區別在於：

- 初始確認後信用質量未顯著惡化或信用風險較低的金融工具（「第一階段」）；及
- 初始確認以來信用質量顯著惡化且信用風險不低的金融工具（「第二階段」）。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets

Policy applicable from 1 July 2018

HKFRS 9's impairment requirements use more forward-looking information to recognise ECL – the “ECL model”. Instruments within the scope included loans and other debt-type financial assets measured at amortised cost and FVTOCI.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk (“Stage 1”); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low (“Stage 2”).

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日以後的政策(續)

「第三階段」將涵蓋在報告日具有客觀減值證據的金融資產。然而，本集團的金融資產均不屬於此類別。

「12個月預期信用損失」被認定為第一階段類別，而「終身預期信用損失」被認可為第二階段類別。

預期信用損失的計量由金融工具預期壽命內的信用損失的概率加權估計確定。

應收貿易賬款

就應收賬款而言，本集團採用簡化方法計算預期信用損失，並根據每個報告日期的終身預期信用損失確認虧損撥備。考慮到金融資產有效期內任何時候違約的可能性，這些是合約現金流量的預期缺口。在計算預期信用損失時，本集團已建立一個基於其歷史信用損失經驗和外部指標的撥備矩陣，並根據債務人和經濟環境特定的前瞻性因素進行調整。

為了計量預期信用損失，應收賬款已根據共享信用風險特徵和過期天數進行分組。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

“Stage 3” would cover financial assets that have objective evidence of impairment at the reporting date. However, none of the Group’s financial assets fall into this category.

“12-month ECL” are recognised for the Stage 1 category while “lifetime ECL” are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade receivables

For accounts receivables, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at each reporting date. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL, the Group has established a provision matrix that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL, accounts receivables have been grouped based on shared credit risk characteristics and the days past due.

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日以後的政策(續)

其他金融資產按攤銷成本計量及按公允價值計入其他全面收益之債券投資

本集團計量其他應收款項、銀行結餘及現金等於12個月預期信用損失的損失準備，除非自初始確認後信用風險大幅增加，本集團確認終身預期信用損失。是否應確認終身預期信用損失的評估是基於自初始確認以來發生違約的可能性或風險的顯著增加。

在評估自初始確認後信貸風險是否顯著增加時，本集團將報告日期金融資產違約風險與初始確認日金融資產違約風險進行比較。在進行評估時，本集團會考慮合理且可支持的定量和定性信息，包括歷史經驗和前瞻性信息，無需過多的成本或努力即可獲得。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

Other financial assets measured at amortised cost and debt investment of FVTOCI

The Group measures the loss allowance for other receivables, debt investments at FVTOCI and bank balances and cash equal to 12-month 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 increase in the likelihood or risk of default occurring since initial recognition.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the reporting date with the risk of default occurring on the financial assets 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.

2. 主要會計政策摘要(續)**2.7 金融資產減值(續)**

適用於二零一八年七月一日以後的政策(續)

其他金融資產按攤銷成本計量及按公允價值計入其他全面收益之債券投資(續)

特別是，在評估信用風險是否顯著增加時，會考慮以下信息：

- 金融工具外部(如果有)或內部信用評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信貸利差大幅增加，債務人的信用違約掉期價格；
- 預計會導致債務人履行債務能力大幅下降的業務，財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 債務人的監管，經濟或技術環境的實際或預期的重大不利變化，導致債務人履行債務能力大幅下降。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.7 Impairment of financial assets (Continued)**

Policy applicable from 1 July 2018 (Continued)

Other financial assets measured at amortised cost and debt investment of FVTOCI (Continued)

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;
- an actual or expected significant deterioration in the operating results of the debtor;
- 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.

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日以後的政策(續)

其他金融資產按攤銷成本計量及按公允價值計入其他全面收益之債券投資(續)

儘管如此，本集團假設債務工具的信貸風險自初步確認後並未顯著增加，倘於各報告期末確定債務工具的信貸風險較低。如果債務工具違約風險較低，債務工具具有較低的信用風險，借款人在短期內具有很強的履行合同現金流量義務的能力以及長期經濟和商業條件的不利變化，不一定會降低借款人履行合同現金流量義務的能力。

就內部信貸風險管理而言，本集團認為，當內部開發或從外部來源獲得的信息表明債務人不可能全額支付其債權人(包括本集團)時，發生違約事件(不考慮任何持有的抵押品)。

按攤銷成本計量的貿易應收款項、按公允價值計入其他全面收益之債務投資及其他金融資產的預期信用損失評估詳情載於附註32.2。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable from 1 July 2018 (Continued)

Other financial assets measured at amortised cost and debt investment of FVTOCI (Continued)

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 end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

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 collateral held by the Group).

Detailed analysis of the ECL assessment of trade receivables, debt investments at FVTOCI and other financial assets measured at amortised cost are set out in Note 32.2.

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日之前的政策

於每個報告日期，金融資產非按公允價值計入損益需審視以確定是否有任何客觀減值證據。

個別金融資產減值的客觀證據包括本集團關注以下一項或多項損失事件的可觀察數據：

- 債務人的重大財務困難；
- 違約，例如違約或拖欠利息或本金付款；
- 債務人很可能會進入破產或其他財務重組；
- 對債務人產生不利影響的技術，市場，經濟或法律環境發生重大變化；
- 由於財政困難，該金融資產活躍市場消失；及
- 股權工具投資的公允價值大幅或長期下降至低於其成本。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable before 1 July 2018

At each reporting date, financial assets other than at FVTPL are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial re-organisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor;
- The disappearance of an active market for that financial asset because of financial difficulties; and
- A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日之前的政策(續)

一組金融資產的損失事件包括可觀察數據，表明該金融資產組的估計未來現金流量出現可觀察的減少。該等可觀察數據包括但不限於本集團債務人付款狀況的不利變動，以及與集團資產違約相關的國家或地方經濟狀況。

如果存在任何此類證據，則計量減值損失並確認如下：

(i) *按攤銷成本列賬的金融資產*

如果有客觀證據表明已發生以攤銷成本計量的貸款和應收款項或持有至到期投資的減值損失，則該損失金額計入資產賬面價值與預計未來現值之間的差額。現金流量(不包括未發生的未來信用損失)以金融資產的原始實際利率(即初始確認時計算的實際利率)貼現。虧損金額於減值發生期間的損益中確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable before 1 July 2018 (Continued)

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

(i) *Financial assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables or held-to-maturity investments carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日之前的政策(續)

(i) 按攤銷成本列賬的金融資產(續)

如果在以後期間減值損失金額減少且減值可以客觀地與減值確認後發生的事項相關聯，則以前確認的減值損失在不產生賬面金額的情況下予以轉回。如果減值未在減值撥回日確認減值，則金融資產超過攤餘成本。轉回金額於轉回發生期間的損益中確認。

(ii) 按公允價值列賬的可供出售金融資產

當可供出售金融資產的公允價值下降已在其他綜合收益中確認並在權益中累計且有客觀證據表明該資產發生減值時，該金額從權益中轉出，計入當期損益。作為減值損失。該金額按資產的收購成本(扣除任何本金還款和攤銷)與當前公允價值之間的差額減去先前在損益中確認的該資產的減值損失計量。

分類為可供出售且以公允價值計量的權益工具投資的轉回不在損益中確認。其後的公允價值增加在其他綜合收益中確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable before 1 July 2018 (Continued)

(i) *Financial assets carried at amortised cost (Continued)*

If, in 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 to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

(ii) *Available-for-sale financial assets carried at fair value*

When a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income and accumulated in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in profit or loss as an impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Reversals in respect of investment in equity instruments classified as available-for-sale and stated at fair value are not recognised in the profit or loss. The subsequent increase in fair value is recognised in other comprehensive income.

2. 主要會計政策摘要(續)

2.7 金融資產減值(續)

適用於二零一八年七月一日之前的政策(續)

除以公允價值計量且其變動計入當期損益的金融資產以及以攤餘成本計量的貿易應收款項以外的金融資產的減值損失，直接從相應資產中撇銷。倘貿易應收款項的回收被視為可疑但並非遙遠，則可疑應收款項的減值虧損會以撥備賬記錄。倘本集團信納貿易應收款項的回收較為遙遠，則被視為無法收回的金額會直接從貿易應收款項中撇銷，而該項應收款項的撥備賬中所持有的任何金額予以撥回。先前已計入撥備賬戶的金額的後續回收將與撥備賬戶相反。配額賬戶的其他變動以及之前直接撇銷的金額的後續回收均在損益中確認。

2.8 持有待售物業

待售物業包括已落成之待售物業及待出售之發展中物業，並以其成本值或其可變現淨值兩者之較低者入賬。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Impairment of financial assets (Continued)

Policy applicable before 1 July 2018 (Continued)

Impairment losses of financial assets other than financial assets at fair value through profit or loss and trade receivables that are stated at amortised cost, are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2.8 Properties held for sale

Properties held for sale include completed properties for sale and properties under development for sale and are stated at the lower of cost and net realisable value.

2. 主要會計政策摘要(續)

2.8 持有待售物業(續)

(i) 待出售之發展中物業

待出售之發展中物業成本包含指定可識別成本，其中包括收購土地成本、建築累計成本、材料及供應、工資及其他直接成本，通常開支及資本化借貸成本的有關部份(附註2.18)。可變現淨值乃按預計銷售收入扣除預計物業落成成本及銷售費用而計算。

(ii) 待出售之已落成物業

若由本集團發展之已落成物業，其成本乃根據未出售單位所佔有關發展項目之總建築成本獲分攤之有關部份而釐定。可變現淨值乃按估計銷售收入扣除估計銷售費用而計算。

待售之已落成物業成本包含所有購入成本、轉換成本及使存貨達致現存地點及狀態之其他成本。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Properties held for sale (Continued)

(i) Properties under development for sale

The cost of properties under development for sale comprises specifically identified cost, including the acquisition cost of land, aggregate cost of development, materials and supplies, wages and other direct expenses, an appropriate proportion of overheads and borrowing costs capitalised (see Note 2.18). Net realisable value represents the estimated selling price less estimated costs of completion and costs to be incurred in selling the property.

(ii) Completed properties for sale

In the case of completed properties developed by the Group, cost is determined by apportionment of the total development costs for that development project, attributable to the unsold properties. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

The cost of completed properties for sale comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

2. 主要會計政策摘要(續)

2.9 現金及現金等價物

現金及現金等價物包括銀行存款及持有現金，銀行定期存款及於三個月內或之前到期之短期高流動投資可隨時兌換成預知的現金金額，及無重大價值變動的風險。

2.10 合約資產和合約負債

合約資產於本集團根據合約所載付款條款無條件享有代價後確認收益(見附註2.15)時確認。合約資產根據附註2.7所載政策進行預期信用損失評估，並於對價權利成為無條件時重新分類至應收款項(見附註2.6)。

當客戶在本集團確認相關收入前支付代價時，確認合同負債(見附註2.15)。倘本集團於本集團確認相關收入前擁有無條件接納代價之權利，則亦將確認合約負債。在這種情況下，相應的應收款也將被確認(見附註2.6)。

對於與客戶的單一合同，提供淨合同資產或淨合同負債。對於多份合同，合同資產和無關合同的合同負債不以淨額列報。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.10 Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 2.15) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in Note 2.7 and are reclassified to receivables when the right to the consideration has become unconditional (see Note 2.6).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 2.15). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2.6).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

2. 主要會計政策摘要(續)

2.11 財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之條款如期付款時，發行人或擔保人須支付指定金額予持有人以補償其所蒙受損失之合約。

當本集團發出財務擔保時，擔保的公允價值最初在「貿易應付賬款及其他應付賬款」中確認為遞延收入。金融擔保的公允價值是根據債務工具所要求的合同付款與無擔保所需要的付款之間的現金流量差額的現值確定的，或應支付給第三方的估計金額評估義務的一方。當收到或應收擔保發行的對價時，對價根據本集團適用於該類資產的政策予以確認。倘未收或應收有關代價，則即時開支在初步確認任何遞延收入時在損益中確認。

其後，財務擔保乃按附註2.7(適用於二零一八年一月一日/香港會計準則第37號(於二零一八年一月一日應用香港財務報告準則第9號之前))中根據預期信用損失按香港財務報告準則第9號釐定的金額兩者中較高者計量確認時酌情減去擔保期內確認的累計收入金額。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial guarantees issued

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtors fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within “trade and other payables”. The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instruments and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assessing the obligations. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

Subsequently, financial guarantees are measured at the higher of the amount determined in accordance with ECL under HKFRS 9 as set out in Note 2.7 (applicable from 1 January 2018/HKAS 37 (before application of HKFRS 9 on 1 January 2018) and the amount initially recognised less, where appropriate, the cumulative amount of income recognised over the guarantee period.

2. 主要會計政策摘要(續)

2.12 租約

若本集團釐定一項安排賦予權利在一個協議的期間內使用某個特定資產或某項資產以換取一系列的繳款，該項(包括一項交易或一系列交易)安排則被視為或包含一個租約，該釐定之構成乃根據安排的內容而評定，並無理會該安排是否租約的法定模式。

(i) 資產租予本集團之分類

當由本集團以租賃形式持有資產的大部份風險及擁有權之回報均已轉讓予本集團的被分類為以財務租賃持有。若大部份風險及擁有權之回報不會轉讓予本集團的則被分類為以經營租賃持有，唯下列除外：

- 以經營租賃持有物業符合投資物業的定義被分類為按每個物業為基準之投資物業及，若分類為投資物業，將以財務租賃方式入賬；及

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment of a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and

2. 主要會計政策摘要(續)

2.12 租約(續)

(i) 資產租予本集團之分類(續)

- 以營運租賃持有土地作自用，其公允價值不能與建在土地上之樓宇的公允價值分開量度，在獲得租賃的初期已以財務租賃持有入賬，除非樓宇亦已明確以營運租賃持有(附註2.4)。因此，在獲得租賃的初期為租賃首次進入本集團或取代舊租賃的時間。

(ii) 以承租人身份的營運租賃

當本集團有權利以營運租賃使用資產，支付予該租約的繳款在收益表中以直線法按租約年期入賬，除非有另一基準更有代表性地反映出來自營運租賃的收益的時間模式外，租約收入在損益中確認。或有租金在引致出現的會計期間在損益中支銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Leases (Continued)

(i) Classification of assets leased to the Group (Continued)

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon, at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease (see Note 2.4). For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

(ii) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the income statement on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

2. 主要會計政策摘要(續)

2.12 租約(續)

(iii) 以營運租賃出租資產

以營運租賃出租的資產以該資產的性質來量度及呈列，最初因協商及安排該營運租賃之直接成本將附加至租賃資產的賬面值，並確認為整個租賃期內之開支，其基準與租金收入相同。

因營運租賃之租金收入以直線法在整個租賃期內確認為利潤或虧損，除非有另一基準可更有代表性地將使用租賃資產獲得利益的模式除外。賦予租賃收益在利潤或虧損中確認為累計租金收入淨額的一個重要部份。或有租金收入在賺取該收入的年度內在收益中確認。

2.13 撥備及或有負債

當本集團因過去事項而承擔了現時義務(法定或推定)，履行該義務很可能要求含有經濟利益的資源流出，而該義務的金額可以可靠地估計，則應確認撥備。如果貨幣時間價值重大，則撥備按履行義務預期所需支出的現值列值。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Leases (Continued)

(iii) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the rental income.

Rental income receivable from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease term, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

2.13 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

2. 主要會計政策摘要(續)

2.13 撥備及或有負債(續)

所有撥備於每個報告日均予以檢討，並作調整以反映當時最佳估計。

倘若不是很可能有經濟利益流出，或是該義務的金額不可以可靠地估計，則會將該義務披露為或有負債，除非經濟利益流出的可能性極小，則作別論。義務的存在僅能通過不完全由本集團控制的一個或數個不確定未來事項的發生或不發生予以證實的潛在義務，亦會披露為或有負債，除非經濟利益流出的可能性極小，則作別論。

2.14 股本

普通股份分類為權益，股本按照其發行的代價，在扣除與股票發行(扣除任何相關所得稅利益)的程度相關聯的所有交易費用後，以因權益交易而直接產生的成本為限。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Provisions and contingent liabilities (Continued)

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2.14 Share capital

Ordinary shares are classified as equity. Share capital is recognised at the amount of consideration of shares issued, after deducting any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2. 主要會計政策摘要(續)

2.15 收益確認

收入來自出售持作出售物業，經營租賃下之租金收入及物業管理收入。

為確定是否確認收益，本集團遵循以下5個步驟：

1. 與客戶確定合同。
2. 確定履約義務。
3. 確定交易價格。
4. 將交易價格分配給履約義務。
5. 在履行履約義務時／確認收入。

當(或作為)本集團通過將承諾的商品或服務轉讓給其客戶來履行履約義務時，收入在某個時間點或隨時間確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Revenue recognition

Revenue arises from the sale of properties held for sale, rental income under operating leases and estate management income.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

2. 主要會計政策摘要(續)**2.15 收益確認(續)****(i) 物業銷售**

收益於資產出售在(或由)資產控制權在某一時間點轉移時確認。收益於客戶獲得已完工物業的實物所有權或法定所有權,且本集團已獲得現時收款權及有可能收回代價時確認。

將物業交付予客戶前從買方收取的訂金及分期付款為合同負債。

如合同所示承諾交收物業日期與客戶付款日期相差一年以上,交易價格將會因受重大財務部份影響而被調整。

(ii) 租金收入

租金收入的會計政策已詳列於附註 2.12(iii)。

(iii) 物業管理

物業管理所產生的收益於提供服務的會計期內確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.15 Revenue recognition (Continued)****(i) Sales of properties**

Revenue from sales of properties recognised when (or as) the control of the property is transferred at a point in time. Revenue is recognised when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

Deposits received from purchasers prior to delivery of the properties to the customers are contract liabilities.

For contract where the period between the payment by the customer and the transfer of the promised property or service exceeds one year, the transaction price is adjusted for the effects of a significant financing component.

(ii) Rental income

Accounting policies for rental income are set out in Note 2.12(iii).

(iii) Estate management income

Revenue is recognised in the period when services are rendered.

2. 主要會計政策摘要(續)

2.15 收益確認(續)

(iv) 利息收入

利息收入採用實際利率法按時間比例基準確認。對於沒有信用減值的按攤銷成本計量的金融資產(回收中)，實際利率將以資產之賬面總值計算。對於有信用減值的按攤銷成本計量的金融資產，實際利率將以攤銷成本計算(即扣除預期信用損失後的資產淨值)。

(v) 股息收入

投資收入於股東收取股息收入權益確立當天被確認。

2.16 非金融資產減值虧損

物業、機器及設備，其他非流動資產及附屬公司權益均需作減值測試，當有顯示該資產之賬面值可能不能回收，所有此類資產均需進行減值測試。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Revenue recognition (Continued)

(iv) Interest income

Revenue is recognised on a time proportion basis using the effective interest method. For financial assets measured at amortised cost or FVTOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of ECL allowance) of the asset.

(v) Dividend income

Revenue from investments is recognised when the shareholders' right to receive payment is established.

2.16 Impairment of non-financial assets

Property, plant and equipment, other non-current asset and interests in subsidiaries are subject to impairment testing. All such assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

2. 主要會計政策摘要(續)

2.16 非金融資產減值虧損(續)

當一項資產之賬面值高於其可回收金額時，減值虧損將即時確認為開支入賬。可收回金額為反映市況之公允價值減銷售成本與使用價值兩者之較高者。評估使用價值時，估計未來現金流量採用稅前折現率折算至其現值，以反映現時市場對金錢時間值及有關資產特有風險之評估。

在釐定減值時，當一項資產在獨立於其他資產後不能賺取現金流入，其可回收金額以該最少組別的資產可獨立賺取現金來釐定(即為個別產生現金單位)，因此，有些資產作個別減值測試，有些則以個別產生現金單位作減值測試。

減值虧損乃按該資產在產生現金單位之比例列賬，除非該資產之賬面值不能低於其個別之公允值減去出售成本或使用價值。

減值虧損撤回為當資產之預算使用出現一些利好變化以釐定資產之可回收金額，唯只限於該資產之賬面值不超過其可使用之賬面值，若無減值虧損曾被確認，則扣除拆舊或攤銷。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Impairment of non-financial assets (Continued)

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Impairment losses is charged pro rata to the assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2. 主要會計政策摘要 (續)

2.17 僱員福利

退休福利

僱員退休福利之提供乃通過若干界定供款計劃。

根據強制性公積金條例，本集團營運一界定供款退休金計劃，所有僱員均有資格參與強積金計劃，供款乃根據僱員基本薪金的百分比繳付。

本集團在中國營運之附屬公司需參與由地方政府營運的中央公積金計劃。該附屬公司需繳付按薪資名冊成本的百分之十予中央公積金計劃。

由於僱員已於年內提供服務，供款已在損益中確認為支出，本集團在此類計劃的責任只限於固定百分比的應付供款。

短期僱員福利

僱員可享之年假在僱用時已被確認，於報告日，因僱員提供服務而享有年假之估計負債已作撥備。

非累計補償性假期如病假及產假並未確認直至放假之時。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Employee benefits

Retirement benefits

Retirement benefits to employees are provided through several defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute 10% of its payroll costs to the central pension scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

2. 主要會計政策摘要(續)

2.18 借貸成本

購置、建造或生產任何符合條件的資產所產生的借貸成本(扣除從特定借貸的臨時投資獲得的任何投資收益後的淨額)在完成和準備該資產作其預期用途所需的期間內予以資本化。合資格資產為一項資產需在一段時間始能完成及達至其擬定的用途。其他借貸成本在產生時支出。

借貸成本在發生合資格資產支出、發生借貸成本及進行備妥資產作其預定用途或銷售所需的活動時資本化為合資格資產成本的一部分。當備妥合資格資產供其預定用途或銷售所需的大致上所有活動完成時，停止對這種借貸成本的資本化。

2.19 所得稅會計處理

所得稅包括本期稅項及遞延稅項。

本期稅項資產及／或負債包括稅收部門要求繳納涉及目前或以往報告期間但於報告日尚未繳付納稅責任，乃基於該年度應課稅溢利，根據有關財務年度適用之稅率及稅法計算。本期稅項資產或負債之所有變動均於損益中確認為稅項開支之一部份。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowing, for the acquisition, construction or production of any qualifying assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.19 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

2. 主要會計政策摘要(續)

2.19 所得稅會計處理(續)

遞延稅項計算採用負債法就財務報表內資產及負債之賬面值與其稅基之間於報告日的暫時差額。遞延稅項負債一般按所有應課稅暫時差額確認。遞延稅項資產則一般按所有可抵扣暫時差額、可結轉稅項虧損以及其他未動用稅項抵免確認，惟以可能錄得應課稅溢利以動用可扣稅暫時差額、未動用稅項虧損及未動用稅項抵免為限。

倘由商譽或於交易中對稅務或會計損益均無影響之資產及負債初步確認(除業務合併外)產生暫時差額，則遞延稅項資產及負債均不予確認。

於附屬公司之投資所產生應課稅暫時差額須確認遞延稅項負債，惟倘本集團可以控制暫時差額之撥回，且在可預見未來不大可能撥回則除外。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Accounting for income taxes (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

2. 主要會計政策摘要(續)

2.19 所得稅會計處理(續)

對於使用公允價值模式按照上述會計政策計量的投資物業，相關的遞延稅項負債或資產的計量反映完全通過銷售收回投資物業的賬面價值的稅務後果，除非投資物業是可折舊及持有之商業模式其目標主要是隨著時間的推移消耗全部體現在投資物業的經濟效益，而不是通過出售。

遞延稅項按於報告日已經或大致已制定預期於結清負債或變現資產期間適用之稅率計算，而不須予貼現。

遞延稅項資產或負債之變動於損益中確認，惟與直接自權益扣除或計入之項目有關的遞延稅項資產或負債變動則計入其他全面收益或直接計入股本。

本期稅項資產及本期稅項負債之呈報為淨額，只有當

- (a) 本集團在法律上有可行駛之權力可對銷已確認金額；及
- (b) 打算以淨額基準來支付或在出售資產的同時支付負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Accounting for income taxes (Continued)

For investment property measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale, unless 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 is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2. 主要會計政策摘要(續)

2.19 所得稅會計處理(續)

本集團呈報遞延稅項資產及遞延稅項負債為淨額，只有當

- (a) 該實體在法律上有可行駛之權力將本期稅項資產對銷本期稅項負債；及
- (b) 同一個稅務機關所徵收有關遞延稅項資產及遞延稅項負債之所得稅
 - (i) 同一個課稅實體；或
 - (ii) 不同課稅實體打算以淨額基準支付本期稅項負債及資產，或在出售資產的同時支付負債，在每一個未來期間，遞延稅項負債或資產的重大金額預期可以支付或回收。

2.20 分部報告

本集團劃分營運分部並根據內部定期之財務資料製訂分部資料，提交予主要營運決策者以作出資源分配予本集團各業務成分之決定及檢視各成分之表現。內部財務報告提交予執行董事之資料有關各業務成分乃按本集團之主要產品及服務作釐定。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.20 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the chief operating decision maker for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

2. 主要會計政策摘要(續)

2.20 分部報告(續)

本集團已劃分以下可報告分部：

- 物業銷售；
- 物業租賃；
- 物業管理；及
- 其他證券買賣及債券。

每一營運分部是分開管理的，因每一產品及服務需用不同的資源及市場策略，所有分部與分部間之轉移乃按市價進行。

本集團就報告分部業績採用香港財務報告準則第8號之量度政策與根據香港財務報告準則編制的財務報表相同，財務成本、所得稅、非與任何分部業務活動有直接關係的公司收入及支出並不包括在計算營運分部的業績中。

分部資產包括所有資產，但在其他金融資產中的投資(包括按公允值計入損益表及按公允值計入其他全面收益之金融資產／持有至到期投資)及非直接投入業務活動的公司資產不能分配予分部的，直接應用在本集團總部上。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Segment reporting (Continued)

The Group has identified the following reportable segments:

- Property sales;
- Property rental;
- Estate management; and
- Others – securities trading and debentures.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that finance costs, income tax, corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

Segment assets include all assets but investments in other financial assets (including financial assets at FVTPL and FVTOCI/held-to-maturity debt securities) and corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

2. 主要會計政策摘要(續)

2.20 分部報告(續)

分部負債不包括非與任何分部業務活動有直接關係的公司負債並未分配予分部，此等負債包括稅項及若干借款。

沒有不對稱的分配應用在可報告分部中。

2.21 關連人士

就本財務報表而言，一方被視為與本集團有關，倘若：

- (a) 一個人或該人的關係密切的家庭成員與本集團有關，如果該人：
 - (i) 具有控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；
或
 - (iii) 為本集團或本集團母公司的主要管理人員的成員。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Segment reporting (Continued)

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include taxation and certain borrowings.

No asymmetrical allocations have been applied to reportable segments.

2.21 Related parties

For the purpose of these consolidated financial statements, a party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group;
or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

2. 主要會計政策摘要(續)**2.21 關連人士(續)**

(b) 若符合下列任何一項條件，一個實體為與本集團有關連：

- (i) 該實體與本集團為同一集團成員；
- (ii) 一個實體與另一實體有關連或為另一實體的合營者(或有關連或為一集團成員之合營者，另一實體亦為其中成員)；
- (iii) 實體雙方為同一第三者的合營者；
- (iv) 一個實體與第三實體為合營者，而另一實體與第三實體有關連。
- (v) 該實體為本集團或與本集團有關連人士之任何實體之僱員，就其離任後所提供之員工福利計劃；
- (vi) 該實體為上述(a)所界定之人士所控制或共同控制；

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.21 Related parties (Continued)**

(b) the party is an entity and if any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group and the sponsoring employers are also related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);

2. 主要會計政策摘要 (續)

2.21 關連人士 (續)

(b) 若符合下列任何一項條件，一個實體為與本集團有關連：
(續)

(vii) 該個人為上述(a)(i)所界定之人士對實體有重大影響或為該實體(或該實體之母公司)主要管理人員的其中一員；或

(viii) 該實體或其所屬集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

一個人的關係密切的家庭成員是指家庭成員預期可以影響，或受到影響，該個人與實體進行交易。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Related parties (Continued)

(b) the party is an entity and if any of the following conditions applies: (Continued)

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 採用新訂或經修訂香港財務報告準則

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間

在本年度內，本集團首次應用香港會計師公會頒布的以下新訂及經修訂香港財務報告準則，該等新訂及經修訂香港財務報告準則與本集團的營運有關，並適用於本集團於二零一八年七月一日或以後開始之會計期間：

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	與客戶合約收入及有關修訂
香港財務報告準則第2號修訂本	股份支付交易的分類與計量
香港財務報告準則第4號修訂本	香港財務報告準則第9號金融工具應用在香港財務報告準則第4號保險合約
香港財務報告準則第1號修訂本	作為香港財務報告準則之年度改進2014-2016循環的部份
香港會計準則第28號修訂本	作為香港財務報告準則之年度改進2014-2016循環的部份
香港會計準則第40號修訂本	投資物業轉移
香港(國際財務報告詮釋委員會)–詮釋報告22	外幣交易和預先考慮

除以上所述外，本年度採納新訂及經修訂的香港財務報告準則對本集團本年及過往期間已製訂及呈列之業績及財務狀況並無重大影響。

3. ADOPTION OF NEW AND AMENDED HKFRSs

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018

In the current year, the Group has applied for the first time the following new and amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 July 2018:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
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 HKFRS 1	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration

Other than as noted below, the adoption of the new and amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

3. 採用新訂或經修訂香港財務報告準則(續)

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間(續)

香港財務報告準則第9號金融工具

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。它對以前的金融資產分類和計量指引進行了重大修改，並引入了金融資產減值的預期信貸虧損模式。

採納香港財務報告準則第9號時，本集團已根據過渡要求追溯應用於二零一八年一月一日存在的項目，並應用過渡性減免並選擇不重述前期。在分類、計量及減值方面採納香港財務報告準則第9號產生的差額在保留溢利中確認。

採納香港財務報告準則第9號影響以下範疇：

- 管理層持有金融資產以持有和收取相關的現金流量和銷售。根據香港會計準則第39號，在香港以外地方上市的債券按攤銷成本分類為持有至到期投資，現按公允價值計量，公允價值變動的收益或虧損於香港財務報告準則第9號採納後在其他全面收益中確認，及其截至二零一八年七月一日的公允價值與二零一八年六月三十日的公允價值並無重大差異。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018 (Continued)

HKFRS 9 “Financial Instruments”

HKFRS 9 replaces HKAS 39 “Financial Instruments: Recognition and Measurement”. It makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an ECL model” for the impairment of financial assets.

When adopting HKFRS 9, the Group has applied the standard retrospectively to items that existed at 1 January 2018 in accordance with the transition requirement and also applied transitional relief and opted not to restate prior periods. Differences arising from the adoption of HKFRS 9 in relation to classification, measurement, and impairment are recognised in retained profits.

The adoption of HKFRS 9 has impacted the following area:

- management holds financial assets to hold and collect the associated cash flows and sale. A debenture listed outside Hong Kong previously classified as held-to-maturity investment at amortised cost under HKAS 39, now measured at fair value with gain or loss on fair value changes being recognised in other comprehensive income upon adoption in HKFRS 9, and its’ fair value as at 1 July 2018 is not materially different from the fair value as at 30 June 2018.

3. 採用新訂或經修訂香港財務報告準則(續)

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間(續)

香港財務報告準則第9號金融工具(續)

採納香港財務報告準則第9號影響以下範疇：(續)

- 投資於上市債券及上市永久債券以持有及收取及出售之前根據香港會計準則第39號按公允價值分類為可供出售的相關現金流量，於香港財務報告準則第9號採納後現按公允價值計量，其公允價值變動的收益或虧損於其他全面收益確認，於二零一八年七月一日其公允價值與二零一八年六月三十日的公允價值並無重大差異。
- 根據香港會計準則第39號，持有作買賣的上市投資證券以往分類為按公允價值計入損益的金融資產，根據香港財務報告準則第9號，將繼續按公允價值入賬，其變動將在損益中確認。
- 香港財務報告準則第9號以預期信用損失模式取代香港會計準則第39號「已產生虧損」模式。預期信用損失模式要求持續計量與金融資產相關的信用風險，因此確認預期信用損失模式會早於根據香港會計準則第39號「已產生虧損」會計模式。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018 (Continued)

HKFRS 9 “Financial Instruments” (Continued)

The adoption of HKFRS 9 has impacted the following area: (Continued)

- investment in listed debentures and listed perpetual notes which are to hold and collect the associated cash flows and for sale, (previously classified as available-for-sale financial assets at fair value under HKAS 39), are now measured at fair value with gain or loss on fair value changes being recognised in other comprehensive income upon adoption in HKFRS 9, and their fair values as at 1 July 2018 are not materially different from the fair value at 30 June 2018.
- investments in listed equity securities held for trading, previously classified as financial assets at FVTPL under HKAS 39 continue to be accounted for at fair value with gain or loss on fair value changes being recognised in profit or loss under HKFRS 9.
- HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the ECL model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECL earlier than under the “incurred loss” accounting model in HKAS 39.

3. 採用新訂或經修訂香港財務報告準則(續)

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間(續)

香港財務報告準則第9號金融工具(續)

此外，於初步採納香港財務報告準則第9號(即二零一八年七月一日)後，本集團將新的預期信用損失模式應用於以下項目：

- 按攤銷成本(包括銀行結餘及現金及貿易及其他應收款項)計量的金融資產。
- 按公允價值計入其他全面收益之金融資產的債務工具金融資產(包括上市的永久債券和上市債券)。

就貿易應收款項而言，本集團採用確認終身預期信用損失的簡化模式，因為該等項目並無重大融資成分，因此對本集團的綜合財務報表並無重大影響。

就其他金融資產(包括銀行結餘及現金，其他應收款項，上市永久票據及上市債券)，本集團採用識別預期信用損失的一般方法對本集團的綜合財務報表並無重大影響。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018 (Continued)

HKFRS 9 “Financial Instruments” (Continued)

Besides, upon initial adoption of HKFRS 9 (i.e. 1 July 2018), the Group applies the new ECL model to the following items:

- financial assets measured at amortised cost (including bank balances and cash and trade and other receivables).
- financial assets with debts instruments at FVTOCI (including listed perpetual notes and listed debentures).

For trade receivables, the Group applies a simplified model of recognising lifetime ECL as these items do not have a significant financing component, and thus do not have significant impact on the Group’s consolidated financial statements.

For other financial assets (including bank balances and cash, other receivables, listed perpetual notes and list debentures), the Group applies a general approach of recognising ECL, and do not have significant impact on the Group’s consolidated financial statements.

3. 採用新訂或經修訂香港財務報告準則(續)

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間(續)

香港財務報告準則第9號金融工具(續)

於首次申請日(二零一八年七月一日)於綜合財務狀況表確認的結餘重新分類及重新計量概述如下：

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018 (Continued)

HKFRS 9 “Financial Instruments” (Continued)

The reclassifications and remeasurements made to balances recognised in the consolidated statement of financial position at the date of initial application (1 July 2018) are summarised as follows:

	計量類別 Measurement category		二零一八年 六月三十日 (香港會計 準則第39號) 30 June 2018 (HKAS 39) 千港元 HK\$'000	二零一八年 七月一日 (香港財務報告 準則第9號) 1 July 2018 (HKFRS 9) 千港元 HK\$'000
	原香港會計準則 第39號類別 Original HKAS 39 category	新香港財務報告 準則第9號類別 New HKFRS 9 category		
非流動金融資產 Non-current financial assets				
上市債券	按攤銷成本持有直至到期	按公允價值計入其他 全面收益(回收中) FVTOCI (recycling)	2,408	2,408
Listed debenture	Held-to-maturity at amortised cost			
上市債券	按公允價值可供出售	按公允價值計入其他 全面收益(回收中) FVTOCI (recycling)	36,788	36,788
Listed debentures	Available-for-sale at fair value			
上市永久票據	按公允價值可供出售	按公允價值計入其他 全面收益(回收中) FVTOCI (recycling)	128,933	128,933
Listed perpetual notes	Available-for-sale at fair value			
			168,129	168,129
流動金融資產 Current financial assets				
貿易應收賬款及其他應收賬款	按攤銷成本	按攤銷成本	25,890	25,890
Trade and other receivables	Amortised cost	Amortised cost		
在香港上市股本證券	按公允價值計入損益	按公允價值計入損益	7,128	7,128
Equity securities listed in Hong Kong	FVTPL	FVTPL		
銀行結存及現金	按攤銷成本	按攤銷成本	724,022	724,022
Bank balances and cash	Amortised cost	Amortised cost		
			757,040	757,040
金融資產總額結存 Total financial asset balances			925,169	925,169

由於應用香港財務報告準則第9號，金融負債的分類或計量並無變動。

There have been no changes to the classification or measurement of financial liabilities as a result of the application of HKFRS 9.

3. 採用新訂或經修訂香港財務報告準則(續)

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間(續)

香港財務報告準則第15號與客戶合約的收入

香港財務報告準則第15號及香港財務報告準則第15號之相關澄清(以下簡稱「香港財務報告準則第15號」)呈列收入確認之新要求，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」及若干與收益相關的詮釋。香港財務報告準則第15號建立適用於客戶合約的單一綜合模型及兩種確認收益的方法；在某個時間點或整個時間點。該模式以交易的基於合同的五步分析為特徵，以確定是否，多少以及何時確認收入。

香港財務報告準則第15號已追溯應用，毋須重述，初步態用的累計影響確認為二零一八年七月一日保留溢利期初餘額的調整。根據過渡指引，香港財務報告準則第15號僅適用於截至二零一八年七月一日未完成的合約。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018 (Continued)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 and the related clarification to HKFRS 15 (hereinafter referred to as “HKFRS 15”) presents new requirements for the recognition of revenue, replacing HKAS 18 “Revenue”, HKAS 11 “Construction Contracts”, and several revenue-related Interpretations. HKFRS 15 establishes a single comprehensive model that applies to contracts with customers and two approaches to recognising revenue; at a point in time or overtime. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised.

HKFRS 15 has been applied retrospectively without restatement, with the cumulative effect of initial application recognised as an adjustment to the opening balance of retained profits at 1 July 2018. In accordance with the transition guidance, HKFRS 15 has only been applied to contracts that are incomplete as at 1 July 2018.

3. 採用新訂或經修訂香港財務報告準則(續)

新訂及經修訂香港財務報告準則適用於由二零一八年七月一日或以後開始之會計期間(續)

香港財務報告準則第15號與客戶合約的收入(續)

總括而言，以下重新分類於首次應用日(二零一八年七月一日)的綜合財務狀況表確認的金額：

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

New and amended HKFRSs that are effective for annual periods beginning or after 1 July 2018 (Continued)

HKFRS 15 Revenue from Contracts with Customers (Continued)

In summary, the following reclassification was made to the amounts recognised in the consolidated statement of financial position at the date of initial application (1 July 2018):

	在香港會計準則第18號於二零一八年六月三十日賬面值	重新分類	在香港財務報告準則第15號於二零一八年七月一日賬面值
	Carrying amount on 30 June 2018 under HKAS 18	Reclassification	Carrying amount on 1 July 2018 under HKFRS 15
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
流動負債			
其他應付賬款	344,989	(190,457)	154,532
合約負債	–	190,457	190,457
	<u>344,989</u>	<u>–</u>	<u>344,989</u>

合約負債主要與買方就物業銷售收取的按金有關，而當法定業權轉讓予買方時，會確認收入。

採納香港財務報告準則第15號對本集團的綜合收益表及綜合現金流量表並無重大影響。

The contract liabilities primarily relate to the deposit received from buyers for sales of properties, for which revenue is recognised when the legal title has been transferred to the buyer.

The adoption of HKFRS 15 has no material impact on the Group's consolidated income statement and the consolidated statement of cash flows.

3. 採用新訂或經修訂香港財務報告準則(續)

已頒布但仍未生效之香港財務報告準則

於本綜合財務報表授權之日，下列新訂及經修訂的香港財務報告準則與本集團有關，已頒布但仍未生效，本集團並沒有提早採納。

香港財務報告準則第16號	租約 ¹
香港財務報告準則第17號	保險合約 ³
香港財務報告準則第9號 修訂本	具有負補償的預付款 功能 ¹
香港財務報告準則第10號 (修訂本)及香港會計準則 第28號	投資者與其聯營公司或 合資企業之間的資產 出售或出資 ⁵
香港會計準則第19號 (修訂本)	計劃修正案，縮減或 解決方案 ¹
香港會計準則第28號 (修訂本)	在合夥人和合資企業中 的長期利益 ¹
香港會計準則第1號及香港 會計準則第8號(修訂本)	材料的定義 ²
香港財務報告準則第3號 (修訂本)	業務的定義 ⁴
香港財務報告準則(修訂本)	香港財務報告準則之 年度改進(2015-2017 循環) ¹
香港(國際財務報告詮釋 委員會)-詮釋報告23	所得稅處理的不確定性 ¹

- ¹ 於二零一九年一月一日或之後開始之年度期間生效。
- ² 於二零二零年一月一日或之後開始之年度期間生效。
- ³ 於二零二一年一月一日或之後開始之年度期間生效。
- ⁴ 對於收購日期為二零二零年一月一日或之後開始的第一個年度期間開始或之後的企業合併和資產收購的生效。
- ⁵ 生效日期未曾決定。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
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 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 HKAS 1 and HKAS 8	Definition of Material ²
Amendments to HKFRS 3	Definition of a Business ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle ¹
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ¹

- ¹ Effective for annual periods beginning on or after 1 January 2019.
- ² Effective for annual periods beginning on or after 1 January 2020.
- ³ Effective for annual periods beginning on or after 1 January 2021.
- ⁴ Effective for business combinations and asset acquisition 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 date not yet determined.

3. 採用新訂或經修訂香港財務報告準則(續)

已頒布但仍未生效之香港財務報告準則(續)

董事預期，所有相關新訂及經修訂的香港財務報告準則將於宣布生效之日起首個會計年度中採用。預計對本集團會計政策產生影響的新訂和經修訂的香港財務報告準則的資料如下。其他新訂及經修訂的香港財務報告準則預計不會對本集團的綜合財務報表產生重大影響。

香港財務報告準則第16號租賃

香港財務報告準則第16號「租賃」將取代香港會計準則第17號及三項相關詮釋。

如賬項附註第2.12所披露，目前本集團根據租賃分類將租賃分為融資租賃及經營租賃而會計的處理，根據租賃的分類亦有所不同。本集團作為承租人訂立租賃合約。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

Issued but not yet effective HKFRSs (Continued)

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRSs are not expected to have a material impact on the Group's consolidated financial statements.

HKFRS 16 "Leases"

HKFRS 16 "Leases" replaced HKAS 17 and three related Interpretations.

As disclosed in Note 2.12, currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into leases as the lessee.

3. 採用新訂或經修訂香港財務報告準則(續)

已頒布但仍未生效之香港財務報告準則(續)

香港財務報告準則第16號租約(續)

採納香港財務報告準則第16號，預計不會對出租人在租約下的權力及義務的方式產生重大影響。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，在實際的權宜之計下，承租人將以與當前融資租賃會計相似的方式對所有租賃進行會計處理，即在租賃開始日期，承租人將確認相應的「使用權」資產。在初始確認該資產和負債後，承租人將確認租賃負債未償還餘額中產生的利息費用以及使用權資產的折舊，而非當前確認經營租賃產生的租賃費用的政策。在租賃期內有系統地進行。作為一種實用的權宜之計，承租人可以選擇不將此會計模式應用於短期租賃(即租賃期為12個月或更短)和低價值資產租賃，在這種情況下，租賃費用將繼續在租賃期內有系統地確認。

香港財務報告準則第16號將主要影響本集團作為現時分類為經營租賃的物業租賃的承租人的會計處理。預計採用新會計模式將導致資產和負債增加，並影響租賃期內損益表中費用確認的時間。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

Issued but not yet effective HKFRSs (Continued)

HKFRS 16 "Leases" (Continued)

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease, the lessee will recognise a lease liability and a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee would recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases of properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease.

3. 採用新訂或經修訂香港財務報告準則(續)

已頒布但仍未生效之香港財務報告準則(續)

香港財務報告準則第16號租約(續)

香港財務報告準則第16號於二零一九年一月一日或之後開始的年度期間生效。根據香港財務報告準則第16號的規定，本集團計劃使用實際權宜之計對以前評估現有安排是或包含前租賃。因此，本集團僅會將香港財務報告準則第16號的新租賃定義應用於首次應用日或之後訂立的合約。

本集團計劃於二零一九年七月一日選擇使用經修訂的追溯法採納香港財務報告準則第16號，並將確認首次應用的累計影響作為二零一九年七月一日權益期初餘額的調整。比較資料將不予重述。此外，本集團計劃選擇不採用新會計模式的短期租賃及低價值資產租賃的實際權宜之計，並不會對現有租賃進行全面檢討，並僅將香港財務報告準則第16號應用於新合約。此外，本集團計劃使用實際權宜之計來解釋租賃期限自首次申請日期起12個月內作為短期租賃而終止的租賃。誠如附註34(c)所披露，於二零一九年六月三十日，本集團於不可撤銷經營租賃下的未來最低租賃付款額約為辦公室物業的6,572,000港元，其中大部分於報告日期後五年內支付。

於首次應用香港財務報告準則第16號時，本集團計劃計量使用權資產，猶如一直使用香港財務報告準則第16號通過使用於初始應用日期的增量借款利率。

除承認租賃負債及使用權資產外，本集團預期於初步採納香港財務報告準則第16號時作出的過渡性調整並不重大。然而，上述會計政策的預期變動可能對本集團自二零一九年七月一日起的財務報表產生重大影響。

3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

Issued but not yet effective HKFRSs (Continued)

HKFRS 16 "Leases" (Continued)

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application.

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 on 1 July 2019 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 July 2019. Comparative information will not be restated. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets and not to perform a full review of existing leases and apply HKFRS 16 only to new contracts. Furthermore, the Group plans to use the practical expedient to account for leases for which the lease term ends within 12 months from the date of initial application as short-term lease. As disclosed in Note 34(c), as at 30 June 2019, the Group's future minimum lease payments under non-cancellable operating leases amount to approximately HK\$6,572,000 for office premises, the majority of which is payable within 5 years after the reporting date.

Upon the initial application of HKFRS 16, the Group plans to measure the rights-of-use assets as if HKFRS 16 had always been applied by using the incremental borrowing rate at initial application date.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's financial statement from 1 July 2019 onwards.

4. 重大會計估計及判斷

估計和判斷會不斷評估，並基於歷史經驗和其他因素，包括對未來事件的預期，這些預期被認為是合理的。情況。本集團就未來作出估計及假設。所得會計估算的結果，顧名思義，很少會等於相關的實際結果。估計和有重大風險導致對賬面價值進行重大調整的假設下一個財政年度內的資產和負債討論如下：

物業公允價值評估

公允價值的最佳證據為相同地點及狀況的類似物業的活躍市場內的當前價格，並受租賃及其他合約所規限。在作出判斷時，本集團考慮多個來源的資料，包括：

- (i) 有關應收獨立及已辨認買方的代價，投資物業的樓面面積；
- (ii) 性質、狀況或地點不同（或有關租賃或其他合約不同）的物業的活躍市場內的當前價格，並作出調整，以反映該等差異；
- (iii) 類似物業活躍程度較低的市場內的最近價格，並作出調整，以反映該等價格有關交易的日期以來經濟狀況的任何變動；及

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Fair value of properties

The best evidence of fair value is current prices in an active market for similar property in similar location and condition and subject to lease and other contracts. In making its judgement, the Group considers information from a variety of sources including:

- (i) the floor areas of the properties with respect to the consideration to the receivable from the independent and identified buyer;
- (ii) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- (iii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and

4. 重大會計估計及判斷 (續)**物業公允價值評估 (續)**

- (iv) 折現現金流量預測，其乃基於未來現金流量的可靠估計(得自任何現有租賃及其他合約的條款)及採用反映當前市場對現金流量金額及時間的不確定性的評估的折現率。

本集團物業已根據市場價值為基礎分別作出估值，這符合了香港測量師學會的評估準則。在估計物業的公允價值時，本集團管理層已考慮物業最高和最佳的使用性能。投資物業及土地及樓宇其賬面值於二零一九年六月三十日分別為7,659,411,000港元及36,400,000港元(二零一八年：分別為7,059,577,000港元及34,170,000港元)。公允價值的詳情已載於附註第14項及第15項內。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)**Fair value of properties (Continued)**

- (iv) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts and using discount rate that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The Group's properties have been valued individually, on market value basis, which conforms to The Hong Kong Institute of Survey Valuation Standards. In estimating the fair value of the properties, the management of the Group has considered the highest and best use of the properties. The carrying amount of the investment properties and land and buildings as at 30 June 2019 are approximately HK\$7,659,411,000 and HK\$36,400,000 respectively (2018: HK\$7,059,577,000 and HK\$34,170,000 respectively). Details of the fair value information are set out in Notes 14 and 15.

4. 重大會計估計及判斷 (續)

發展中之待售物業撥備

在確定是否應向本集團的發展中之待售物業作出撥備，本集團需要考慮在目前的市場環境和估計市場價值(即估計售價減去估計銷售成本)減估計完成物業之成本。如果估計的市場價值低於賬面值需作出撥備。如果發展中之待售物業的實際市場價值由於市場條件的變化和/或重大偏離預算開發成本而低於預期，需作出重大減值虧損撥備。發展中之待售物業於二零一九年六月三十日的賬面值為1,496,668,000港元(二零一八年：1,489,527,000港元)。發展中之待售物業在截至二零一九年六月三十日止之年度內並無減值虧損的確認(二零一八年：無)。

管理層就已落成之待售物業作出撥備而行使其判斷時，會參考當前市場環境及物業的估計市場價值(即估計售價減去銷售費用的估計成本)。如果已落成之待售物業的估計市場價值低於其賬面金額，則就有關物業作出特定撥備。已落成之待售物業的特定撥備乃根據已落成物業的可變現淨值估計而作出。如果已落成之待售物業的實際市場價值因市場狀況變動而低於預期，則可能導致重大減值虧損撥備。已落成物業於二零一九年六月三十日的賬面金額為445,141,000港元(二零一八年：504,750,000港元)。在截至二零一九年六月三十日止年度內並無已落成之待售物業下調至可變現淨值(二零一八年：無)。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Allowance for properties under development for sale

In determining whether allowances should be made for the Group's properties under development for sale, the Group takes into consideration the current market environment and the estimated market value (i.e. the estimated selling price less estimated costs of selling expenses less estimated costs to completion of the properties). An allowance is made if the estimated market value is less than the carrying amount. If the actual market value on properties under development for sale is less than expected as a result of change in market condition and/or significant variation in the budgeted development cost, material provision for impairment losses may result. The carrying amount of the properties under development for sale as at 30 June 2019 is approximately HK\$1,496,668,000 (2018: HK\$1,489,527,000). No impairment loss on properties under development for sale have been written down to net realisable value during the year ended 30 June 2019 (2018: Nil).

Management exercises its judgment in making allowance for completed properties for sale with reference to the existing market environment and the estimated market value of the properties, i.e. the estimated selling price less estimated costs of selling expenses. A specific allowance for completed properties for sale is made if the estimate market value of the property is lower than its carrying amount. If the actual market values of the completed properties for sale are less than expected, as a result of change in market condition, material provision for impairment losses may result. The carrying amount of the completed properties as at 30 June 2019 is approximately HK\$445,141,000 (2018: HK\$504,750,000). No completed properties for sale have been written down to net realisable value during the year ended 30 June 2019 (2018: Nil).

4. 重大會計估計及判斷 (續)

所得稅的會計處理

本集團是受制於香港，中國，馬來西亞和澳門所得稅所限。有許多交易和計算其最終的稅務釐定都是不確定的。需要由管理層來判斷確定重大的所得稅撥備。倘最終稅務結果與最初記錄的金額不同，這種差異將影響在作出決定的有關期間的當前及遞延所得稅資產和負債。

在量度本集團若干投資物業遞延稅項的公允價值時，本公司管理層已決定，此等投資物業按公允價值模式計量的賬面值通過銷售收回全部的推定沒有推翻。遞延稅項於已就本集團附屬公司出售持有位於香港、澳門、馬來西亞及中國的投資物業以預計的稅率作出撥備。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Accounting for income tax

The Group is subject to income taxes in Hong Kong, PRC, Malaysia and Macau. There are transactions and calculations for which the ultimate tax determination is uncertain. Significant management judgement is required in determining the provision of income taxes. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax assets and liabilities in the period in which such determination is made.

In measuring the Group's deferred tax on investment properties measured at fair value, management of the Group have determined that the presumption that the carrying amounts of these investment properties measured using the fair value model were recovered entirely through sales was not rebutted. Deferred tax has been provided at tax rates that are expected to apply upon sales of the investment properties held by the subsidiaries of the Group in Hong Kong, Macau, Malaysia and the PRC.

4. 重大會計估計及判斷 (續)

所得稅的會計處理 (續)

在中國的投資物業，投資物業公允價值的變動確認遞延稅項，而在出售投資物業時需確認土地增值稅及企業所得稅，土地增值稅的釐訂是根據管理層之最佳估算按照中國有關稅收法律及條例之規定，及以增值金額按累進稅率的範圍計算，具有若干可扣除的寬免包括土地成本、借貸成本及有關物業發展的支出。在二零一九年六月三十日，投資物業公允價值變動的遞延稅項負債為1,289,825,000港元(二零一八年：1,187,248,000港元)已在本集團截至二零一九年六月三十日止的綜合財務狀況表中確認，已載於賬項附註第27項中。

再者，一項有關稅項虧損的遞延稅項資產41,969,000港元(二零一八年：40,089,000港元)已在本集團於二零一九年六月三十日的綜合財務狀況報表中確認，詳情載於賬項附註第27項中。遞延稅項資產的實現主要依靠是否有足夠未來利潤或未來存在的臨時稅務差異。倘若產生的實際未來利潤較預期少，重大的遞延稅項資產需作回撥，此回撥將會在該期間的損益中確認。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Accounting for income tax (Continued)

For the properties in the PRC, the tax expenses on changes in fair value of investment properties and properties sales are recognised taking into account the land appreciation tax and enterprise income tax payable upon sales of those properties in the PRC. The land appreciation tax is determined based on management's best estimates according to the requirements set forth in the relevant PRC tax laws and regulations and provided at ranges of progressive rates of the appreciation value, with certain allowable deductions including land costs, borrowing costs and the relevant property development expenditures. As at 30 June 2019, deferred tax liabilities in relation to the fair value changes of investment properties of approximately HK\$1,289,825,000 (2018: HK\$1,187,248,000) have been recognised in the Group's consolidated statement of financial position as at 30 June 2019, as set out in Note 27.

In addition, deferred tax assets of approximately HK\$41,969,000 (2018: HK\$40,089,000) in relation to tax losses have been recognised in the Group's consolidated statement of financial position as at 30 June 2019, as detailed in Note 27. The recognition of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

5. 收入

本集團之主要業務在財務報表賬項附註1內披露。本集團之營業額為來自該等業務的收入。於本年度內，來自本集團主要業務並已確認之收入如下：

5. REVENUE

The Group's principal activities are disclosed in Note 1 to these consolidated financial statements. Revenue from the Group's principal activities recognised during the year is as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
物業銷售	Properties sales	139,951	21,948
物業租賃	Property rental	55,975	42,727
物業管理	Estate management	5,615	3,675
		<u>201,541</u>	<u>68,350</u>

5. 收入 (續)

與客戶簽訂合同的收入分解

本集團從以下主要產品線和地域市場按一個特定的時間點和整個時間點轉移商品和服務獲得收入：

分部	Segments
區域市場	Geographical markets
中國	PRC
香港	Hong Kong
馬來西亞	Malaysia

根據香港財務報告準則第15號來自外來客戶確認收入的時間	Timing of revenue recognitions under HKFRS15 from external customers
在某個時間點	At a point in time

收入不在香港財務報告準則第15號的範圍內	Revenue not in the scope of HKFRS15
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5. REVENUE (Continued)

Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines and geographical market:

截至二零一九年六月三十日止年度		
Year ended 30 June 2019		
物業銷售	物業租賃	物業管理
Property sales	Property rental	Estate management
千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000
138,521	9,445	3,964
1,430	44,828	1,651
–	1,702	–
139,951	55,975	5,615
139,951	–	5,615
–	55,975	–
139,951	55,975	5,615

6. 分部資料

本公司執行董事(為主要營運決策人)區分本集團之營運分部已詳述於附註2.20。該等營運分部已被監控及並按已調整分部的營運業績為基礎作出策略性的決定。

6. SEGMENT INFORMATION

The executive directors of the Company, being the chief operating decision makers, have identified the Group's operating segments as further described in note 2.20. These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results:

2019

二零一九年

	物業銷售 Properties sales 千港元 HK\$'000	物業租賃 Properties rental 千港元 HK\$'000	物業管理 Estate management 千港元 HK\$'000	其他 Others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
收入					
來自外來客戶	139,951	55,975	5,615	-	201,541
分部間收益	2,458	840	24,329	-	27,627
應報告分部收入	142,409	56,815	29,944	-	229,168
應報告分部溢利/(虧損)	104,324	718,760	4,652	(282)	827,454
其他資料:					
物業、機器及設備折舊	110	1,475	282	-	1,867
利息收入	13,895	12,065	15	-	25,975
利息支出	-	28,887	-	-	28,887
所得稅支出	78,616	87,862	-	-	166,478
投資物業公允價值增加	-	683,397	-	-	683,397
按公允價值計入損益的 金融資產公允價值減少	-	-	-	(558)	(558)
應報告分部資產	3,005,264	6,884,204	2,554	7,938	9,899,960
應報告分部負債	326,945	262,515	1,328	-	590,788
年內非流動分部資產(金融工具及 遞延稅項除外)增加	138	93,690	25	-	93,853

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6. 分部資料 (續)

二零一八年

6. SEGMENT INFORMATION (Continued)

2018

		物業銷售 Properties sales 千港元 HK\$'000	物業租賃 Properties rental 千港元 HK\$'000	物業管理 Estate management 千港元 HK\$'000	其他 Others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
收入	Revenue					
來自外來客戶	From external customers	21,948	42,727	3,675	–	68,350
分部間收益	Inter-segment revenue	–	840	17,658	–	18,498
應報告分部收入	Reportable segment revenue	<u>21,948</u>	<u>43,567</u>	<u>21,333</u>	<u>–</u>	<u>86,848</u>
應報告分部溢利	Reportable segment profit	<u>18,331</u>	<u>1,153,521</u>	<u>2,478</u>	<u>2,631</u>	<u>1,176,961</u>
其他資料：	Other information:					
物業、機器及設備折舊	Depreciation of property, plant and equipment	66	1,312	454	–	1,832
利息收入	Interest income	14,978	9,842	12	–	24,832
利息支出	Interest expense	3,668	27,083	–	–	30,751
所得稅支出	Income tax expense	8,085	429,060	–	–	437,145
投資物業公允價值增加	Increase in fair value of investment properties	–	1,131,543	–	–	1,131,543
FVTPL 金融資產公允價值減少	Decrease in fair value of financial assets at FVTPL	–	–	–	(773)	(773)
應報告分部資產	Reportable segment assets	<u>2,810,436</u>	<u>6,322,117</u>	<u>4,796</u>	<u>7,128</u>	<u>9,144,477</u>
應報告分部負債	Reportable segment liabilities	<u>204,340</u>	<u>264,090</u>	<u>850</u>	<u>–</u>	<u>469,280</u>
年內非流動分部資產(金融工具及 遞延稅項除外)增加	Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year	99	203,731	140	–	203,970

6. 分部資料(續)

本集團之營運分部之總和與本集團之主要財務數字對照呈報在財務報表如下：

6. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the consolidated financial statements as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
應報告分部收入	Reportable segment revenue	229,168	86,848
分部間收入對銷	Elimination of inter segment revenue	(27,627)	(18,498)
集團收入	Revenue of the Group	<u>201,541</u>	<u>68,350</u>
應報告分部溢利	Reportable segment profit	827,454	1,176,961
未分配公司收入	Unallocated corporate income	37,668	46,713
未分配公司支出	Unallocated corporate expenses	(66,987)	(143,120)
財務成本	Finance costs	(30,004)	(31,802)
集團除稅前溢利	Profit before income tax of the Group	<u>768,131</u>	<u>1,048,752</u>
		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
應報告分部資產	Reportable segment assets	9,899,960	9,144,477
銀行結存及現金	Bank balances and cash	595,454	724,022
其他公司資產	Other corporate assets	210,898	203,334
遞延稅項資產	Deferred tax assets	14,780	12,951
集團總資產	Total assets of the Group	<u>10,721,092</u>	<u>10,084,784</u>
應報告分部負債	Reportable segment liabilities	590,788	469,280
應繳稅項	Tax payable	529,342	426,595
有息借貸	Interest-bearing borrowings	1,163,687	1,203,416
其他公司負債	Other corporate liabilities	317,741	255,816
遞延稅項負債	Deferred tax liabilities	1,289,825	1,187,248
集團總負債	Total liabilities of the Group	<u>3,891,383</u>	<u>3,542,355</u>

6. 分部資料 (續)

本集團的外來客戶收益及非流動資產 (金融工具及遞延稅項資產除外) 以經營地區劃分如下:

香港 (定居地)	Hong Kong (domicile)
中華人民共和國 (「中國」)	The People's Republic of China ("PRC")
澳門	Macau
馬來西亞	Malaysia

客戶的地區乃根據該服務之提供或貨物之運送地區為基礎。非流動資產 (金融工具及遞延稅項資產除外) 之地區以該資產所在地區為基礎。

本公司為投資控股公司，本集團之主要營運地區為香港。為根據香港財務報告準則第8號披露分部資料，香港被視為定居地。

本集團年內收入與單一外部客戶的交易收入不會達10%或以上。

6. SEGMENT INFORMATION (Continued)

The Group's revenues from external customers and its non-current assets (other than financial instruments and deferred tax assets) are divided into the following geographical areas:

外來客戶收益		非流動資產	
Revenue from external customers		Non-current assets	
二零一九年	二零一八年	二零一九年	二零一八年
2019	2018	2019	2018
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
47,909	43,706	3,372,341	3,222,451
151,930	23,481	2,621,789	2,336,017
-	-	1,363,671	1,232,186
1,702	1,163	341,684	343,172
<u>201,541</u>	<u>68,350</u>	<u>7,699,485</u>	<u>7,133,826</u>

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets (other than financial instruments and deferred tax assets) is based on the physical location of the assets.

The Company is an investment holding company and the principal place of the Group's operation is Hong Kong. For the purpose of segment information disclosures under HKFRS 8, the Group regarded Hong Kong as its place of domicile.

No revenue from transaction with single external customer is amounted to 10% or more for the Group's revenue for the year.

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7. 其他收入，淨額

7. OTHER INCOME, NET

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
上市股本投資股息 收入	Dividend income from listed equity investments	227	250
出售按公允價值計入 損益之金融資產 獲利	Gain on disposal of financial assets at FVTPL	49	2,612
出售投資物業獲利	Gain on disposal of investment properties	11,105	–
出售持有直至到期 投資獲利	Gain on disposal of held-to-maturity investments	–	527
利息收入	Interest income	25,975	24,832
雜項收入	Sundry income	588	1,956
匯兌溢利淨額	Net exchange gain	–	19,398
		<u>37,944</u>	<u>49,575</u>

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截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

8. 財務成本

8. FINANCE COSTS

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
利息費用：	Interest charges on:		
銀行貸款及透支	Bank loans and overdrafts	31,113	28,425
董事墊款(附註30(a))	Advances from a director (Note 30(a))	10,709	10,429
其他應付賬款 (附註23)	Other payable (Note 23)	140	942
債券(附註26)	Bond (Note 26)	750	734
其他借貸成本	Other incidental borrowings costs	5,941	4,324
		<hr/>	<hr/>
總借貸成本	Total finance costs	48,653	44,854
減：利息資本化在	Less: Interest capitalised into		
– 發展中待售物業 (附註)	– Properties under development for sale (Note)	(18,649)	(13,052)
		<hr/>	<hr/>
		30,004	31,802
		<hr/> <hr/>	<hr/> <hr/>

附註：借貸成本已分別以年利率1.931%至3.325%（二零一八年：1.541%至2.268%）資本化於物業持有作銷售中。

Note: The borrowing costs have been capitalised to properties held for sale at a rate from 1.931% to 3.325% (2018: from 1.541% to 2.268%).

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9. 除稅前溢利

除稅前溢利經扣除／(計入)下列項目：

9. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(credit) the following:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
員工成本(包括董事酬金) (附註13.1)	Staff costs (include directors' emoluments) (Note 13.1)		
薪金、工資及其他福利	Salaries, wages and other benefits	24,162	24,067
定額退休福利計劃供款	Contribution to defined contribution plans	752	873
		<u>24,914</u>	<u>24,940</u>
核數師酬金	Auditor's remuneration		
本年	Current year	758	712
往年少撥	Prior year under-provision	-	12
		<u>758</u>	<u>724</u>
折舊	Depreciation	1,867	1,832
投資物業產生租金 收入的直接成本	Direct outgoings in respect of investment properties that generate rental income	12,576	13,747
投資物業未能產生 租金收入的直接成本	Direct outgoings in respect of investment properties that did not generate rental income	2,184	1,090
匯兌虧損／(獲利)	Net exchange loss/(gain)	9,193	(19,398)
營運租賃費用－樓宇	Operating lease charges - Buildings	4,241	4,521
訴訟索償	Litigation claim	-	80,412
		<u><u>-</u></u>	<u><u>80,412</u></u>

10. 所得稅支出

由於本集團截至二零一九年六月三十日止年度沒有應課稅溢利，因此沒有在綜合財務報表中就香港利得稅作撥備。

海外溢利之稅項乃根據年內之估計應課稅溢利按本集團經營業務國家現行稅率計算。

10. INCOME TAX EXPENSE

Hong Kong profits tax has not been provided in the consolidated financial statements as the Group did not have assessable profit in Hong Kong for the year ended 30 June 2019 after set-off tax loss brought forward from previous years.

Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the jurisdictions in which the Group operates.

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
本期稅項	Current tax		
– 海外	– Overseas		
中國企業所得稅	PRC enterprise income tax	7,154	–
中國土地增值稅	PRC land appreciation tax	59,053	6,786
		<u>66,207</u>	<u>6,786</u>
遞延稅項	Deferred tax		
本年(附註27)	Current year (Note 27)	100,271	430,359
所得稅支出總額	Total income tax expense	<u>166,478</u>	<u>437,145</u>

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10. 所得稅支出(續)

稅項支出之對賬及按適用稅率的會計溢利：

10. INCOME TAX EXPENSE (Continued)

Reconciliation between tax expense and accounting profit at applicable tax rates:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
除稅前溢利	Profit before income tax	<u>768,131</u>	<u>1,048,752</u>
按香港利得稅稅率16.5% 計算(二零一八年： 16.5%)之稅項	Tax at Hong Kong profits tax rate of 16.5% (2018: 16.5%)	126,742	173,044
不可扣減支出之稅務影響	Tax effect of non-deductible expenses	10,700	28,056
毋須課稅收益之稅務影響	Tax effect of non-taxable revenue	(94,618)	(197,592)
海外稅率差別之稅務影響	Tax effect of differences in overseas tax rates	81,094	423,912
未被確認稅務虧損之 稅務影響	Tax effect of unused tax losses not recognised	1,850	3,027
未被確認的未使用稅務 虧損之稅務影響	Tax effect of utilisation of unrecognised tax losses	(18,343)	(88)
中國土地增值稅	PRC land appreciation tax	<u>59,053</u>	<u>6,786</u>
所得稅支出	Income tax expense	<u>166,478</u>	<u>437,145</u>

11. 股息

(a) 本年股息

中期股息每股普通股7.5港仙 (二零一八年：7.5港仙)	Interim dividend of HK 7.5 cents (2018: HK 7.5 cents) per ordinary share
擬派發末期股息每股普通股15.0港仙(二零一八年：15.0港仙)(附註)	Proposed final dividend of HK 15.0 cents (2018: HK 15.0 cents) per ordinary share (Note)

二零一九年及二零一八年之中期股息提供以股代息供股東選擇，此選擇已獲股東接受如下：

股息：
現金
以股代息

Dividends:
Cash
Share alternative

附註：

於報告日後建議之末期股息並未於報告日確認為負債。

11. DIVIDENDS

(a) Dividends attributable to the year

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
43,891	42,091
89,345	85,457
133,236	127,548

Scrip dividend alternative was offered to shareholders in respect of the 2019 and 2018 interim dividend. This alternative was accepted by the shareholders as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
5,335	10,067
38,556	32,024
43,891	42,091

Note:

The final dividend proposed after the reporting date has not been recognised as a liability at the reporting date.

11. 股息 (續)

(a) 本年股息 (續)

- (i) 已於年內批准及支付的往年財政年度股息

往年財政年度末期
股息每股15.0港仙
(二零一八年：
13.5港仙)

末期股息提供以股代息供股東
選擇，此選擇已獲股東接受如
下：

股息：
現金
以股代息

11. DIVIDENDS (Continued)

(a) Dividends attributable to the year (Continued)

- (i) Dividends attributable to the previous financial year, approved and paid during the year

Final dividend in respect of
the previous financial year,
of HK 15.0 cents (2018:
HK 13.5 cents) per
ordinary share

Scrip dividend alternative was offered to
shareholders in respect of the final dividend.
This alternative was accepted by the
shareholders as follows:

Dividends:
Cash
Share alternative

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
85,457	73,817

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
18,796	16,138
66,661	57,679
85,457	73,817

12. 每股盈利

每股基本及已攤薄盈利乃以下列數據為基準：

12. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

盈利	Earnings	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
本年度之持有人應佔溢利 以計算每股基本及 已攤薄盈利	Profit attributable to the owners of the Company for the purpose of calculating basic and diluted earnings per share	<u>572,899</u>	<u>606,619</u>
股份數目	Number of shares	二零一九年 2019	二零一八年 2018
已發行普通股之加權平均數 以計算每股基本盈利	Weighted average number of ordinary shares for the purposes of basic earnings per share	<u>579,295,232</u>	<u>550,082,682</u>

由於在二零一九年及二零一八年六月三十日沒有潛在普通股份，二零一九年及二零一八年已攤薄每股盈利及基本每股盈利相同。

Dilutive earnings per share for 2019 and 2018 are the same as basic earnings per share as there was no potential ordinary share outstanding as at 30 June 2019 and 2018.

13. 董事及高級管理人員酬金

13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

13.1 董事酬金

本公司董事已收或應收之酬金總額如下：

13.1 Directors' emoluments

The aggregate amounts of emoluments received or receivable by the directors of the Company are as follows:

		董事酬金	薪金	其他利益 — 補貼 現金價值	退休 計劃供款 Employer's contribution to defined contribution plans	總額
		Fees 千港元 HK\$'000	Salaries 千港元 HK\$'000	allowance 千港元 HK\$'000	Other benefits – plans 千港元 HK\$'000	Total 千港元 HK\$'000
二零一九年	2019					
執行董事：	Executive directors:					
趙世曾	Chao Sze Tsung Cecil	–	10,016	–	–	10,016
何秀芬	Ho Sau Fun Connie	63	1,012	–	18	1,093
翁峻傑	Yung Philip	63	773	–	18	854
趙式芝	Chao Gigi	63	1,553	90	18	1,724
非執行董事：	Non-executive directors:					
趙式浩	Chao Howard	63	416	858	18	1,355
林家威*	Lam Ka Wai Graham*	151	–	–	–	151
孫秉樞*	Sun Ping Hsu Samson*	63	–	–	–	63
丁午壽*	Ting Woo Shou Kenneth*	63	–	–	–	63
李鼎堯	Lee Ding Yue Joseph	63	–	–	–	63
		<u>592</u>	<u>13,770</u>	<u>948</u>	<u>72</u>	<u>15,382</u>

13. 董事及高級管理人員酬金 (續) 13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

13.1 董事酬金 (續)

13.1 Directors' emoluments (Continued)

	董事酬金	薪金	其他利益的 估計現金 價值	退休 計劃供款 Employer's contribution to defined contribution plans	總額	
	Fees 千港元 HK\$'000	Salaries 千港元 HK\$'000	allowance 千港元 HK\$'000	HK\$'000	Total 千港元 HK\$'000	
二零一八年	2018					
執行董事：	Executive directors:					
趙世曾	Chao Sze Tsung Cecil	–	8,150	–	–	8,150
何秀芬	Ho Sau Fun Connie	60	893	–	18	971
翁峻傑	Yung Philip	60	680	–	18	758
趙式芝	Chao Gigi	60	1,324	119	18	1,521
非執行董事：	Non-executive directors:					
趙式浩	Chao Howard	60	384	860	18	1,322
李家威*	Lam Ka Wai Graham*	144	–	–	–	144
孫秉樞*	Sun Ping Hsu Samson*	60	–	–	–	60
丁午壽*	Ting Woo Shou Kenneth*	60	–	–	–	60
李鼎堯	Lee Ding Yue Joseph	60	–	–	–	60
		564	11,431	979	72	13,046

* 獨立非執行董事

* Independent non-executive directors

趙世曾先生亦為本公司行政總裁，其上述披露的酬金包括其作為行政總裁所提供服務的酬金。

Mr. Chao Sze Tsung Cecil is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as Chief Executive.

截至二零一九年及二零一八年六月三十日止年度並無董事放棄或同意放棄收取酬金。

No directors have waived or agreed to waive any emoluments in respect of the years ended 30 June 2019 and 2018.

13. 董事及高級管理人員酬金 (續) 13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

13.2 最高薪酬之五位人士

截至二零一九年六月三十日止年度，五位最高薪酬人士之中，其中四位（2018：四位）為本集團之董事。其餘一位員工截至二零一九年六月三十日止年度已支付酬金詳情如下：

13.2 Five highest paid individuals

For the year ended 30 June 2019, four directors of the Group is among the five highest paid individuals (2018: four) whose emoluments are included above. The aggregate of emoluments in respect of the remaining one (2018: one) highest paid individuals is as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
薪金	Salaries	1,405	1,242
退休供款計劃	Contribution to defined contribution plans	18	18
		<u>1,423</u>	<u>1,260</u>

酬金之組別如下：

The emoluments fell within the following bands:

		酬金組別人數 Number of individuals	
		二零一九年 2019	二零一八年 2018
0 to 1,000,000港元	HK\$1,000,000 to HK\$1,500,000	1	1

於兩個年度內，概無向董事及最高薪酬人士支付酬金，作為加入或加入本集團的誘因或離職補償。

No emolument was paid to the directors and the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during both years.

14. 投資物業

賬面值之變動已呈報在綜合財務狀況表現概述如下：

按公允價值
於七月一日之賬面值
匯兌差額
出售
增加
— 由待售物業轉入
— 隨後支出
公允價值改變

於六月三十日賬面值

At fair value
Carrying amount at 1 July
Exchange differences
Disposals
Additions:
— transferred from properties for sale
— subsequent expenditure
Change in fair value

Carrying amount at 30 June

14. INVESTMENT PROPERTIES

Changes to the carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
7,095,577	5,644,854
(115,763)	115,695
(96,863)	—
—	187,028
93,063	16,457
683,397	1,131,543
<u>7,659,411</u>	<u>7,095,577</u>

本集團若干投資物業其總賬面值達2,205,600,000港元(二零一八年：2,076,830,000港元)已抵押予銀行以獲取授予本集團之銀行融資(附註36)。

Certain investment properties of the Group with an aggregate carrying value at the reporting date of HK\$2,205,600,000 (2018: HK\$2,076,830,000) were pledged to secure bank borrowings (Note 36).

14. 投資物業 (續)**投資物業之公允價值量度***(i) 公允價值層級別表*

下表列示本集團投資物業於報告期間結束時按經常性基礎計量之公允價值，並根據香港財務報告準則第13號公允價值計量所界定之三層公允價值級別劃分。公允價值參考所採用估值技巧之輸入數據是否可觀察及其重要性而作出以下分類：

- 第一級估值：以第一級輸入值計量之公允價值，即以相同資產或負債於計量日在活躍市場中的未調整報價計量
- 第二級估值：以第二級輸入值計量之公允價值，即其輸入值之可觀察性雖然未符合第一級輸入值，但其重要輸入值並非採用不可觀察之數據。不可觀察之輸入值為並無市場數據可作參考之輸入值
- 第三級估值：使用不可觀察數據作重要輸入值以計量之公允價值

14. INVESTMENT PROPERTIES (Continued)**Fair value measurement of investment properties***(i) Fair value hierarchy*

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

14. 投資物業 (續)

投資物業之公允價值量度 (續)

(i) 公允價值層級別表 (續)

經常性公允價值量度
投資物業

商業 – 香港
住宅 – 香港
商業 – 澳門
住宅 – 澳門
住宅 – 馬來西亞
住宅 – 中國

Recurring fair value measurement
Investment properties:

Commercial – Hong Kong
Residential – Hong Kong
Commercial – Macau
Residential – Macau
Residential – Malaysia
Residential – PRC

14. INVESTMENT PROPERTIES (Continued)

Fair value measurement of investment properties
(Continued)

(i) Fair value hierarchy (Continued)

二零一九年 2019 第三級 Level 3 千港元 HK\$'000	二零一八年 2018 第三級 Level 3 千港元 HK\$'000
24,500	21,500
3,291,400	3,146,560
335,623	298,538
1,028,048	933,648
358,222	359,484
2,621,618	2,335,847
7,659,411	7,095,577

在截至二零一九年及二零一八年六月三十日止年度內，第一級和第二級之間並無轉移，或並無轉移至第三級或從第三級轉出，本集團的政策是在報告期間完結時公允價值級別表中當出現級別間的互相轉移時確認。

During the year ended 30 June 2019 and 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

14. 投資物業(續)

投資物業之公允價值量度(續)

(i) 公允價值層級別表(續)

在二零一九年及二零一八年六月三十日止投資物業已由獨立及專業合資格估值師進行重估。位於香港的投資物業分別由廖敬棠測量師行有限公司進行重估，而位於馬來西亞、澳門及中國之物業由羅馬國際評估有限公司進行重估。重估乃根據市場價值以其現有發展狀況及使用為基礎，並參考在同一地點及狀況類似物業的近期市場交易。重估盈餘已在本年度之損益中確認。在估算本集團的投資物業公允價值時，現時已是最高及最佳的使用。

本集團管理層在中期及年度報告日期進行估值時與測量師進行估值假設的討論。

14. INVESTMENT PROPERTIES (Continued)

Fair value measurement of investment properties (Continued)

(i) Fair value hierarchy (Continued)

Investment properties were revalued on 30 June 2019 and 2018 by independent and professional qualified valuers. The valuation of properties in Hong Kong was revalued by K.T. Liu Surveyors Limited. The valuation of properties in Malaysia, Macau and PRC were revalued by Roma Appraisals Limited. The properties were revalued on market value basis on their existing development stage and usage, and by reference to recent market transactions for similar properties in the similar location and condition or by capitalisation of future rental which is estimated by reference to comparable rental as available. The revaluation gains were capitalised in profit or loss for the year. In estimating the fair values of the Group's investment properties, the highest and best use of the properties is their current use.

The Group's management has discussion with the valuer on the valuation assumptions when the valuation is performed at each interim and annual reporting date.

14. 投資物業 (續)

投資物業之公允價值量度 (續)

(ii) 第三級公允價值計量的資料

附註：

投資物業：
Investment properties:
估值技術 (附註(a)&(b))
Valuation techniques
(Note (a)&(b))

商業－香港
Commercial – Hong Kong
收入資本化法
Income capitalisation
approach

住宅－香港
Residential – Hong Kong
收入資本化法
Income capitalisation
approach

住宅－香港
Residential – Hong Kong
市場比較法
Market comparison
approach

商業－澳門
Commercial – Macau
市場比較法
Market comparison
approach

14. INVESTMENT PROPERTIES (Continued)

Fair value measurement of investment properties
(Continued)

(ii) Information about Level 3 fair value measurements

Note:

不可觀察的輸入數據
Unobservable inputs

資本化比率
Capitalisation rates

資本化比率
Capitalisation rates

市值價 (港元/平方呎)
Market price (HKD/square feet)

物業的品質、位置、景觀、
樓層的 (折扣)/溢價
(Discount)/Premium on quality,
location, view and floor level of
the properties

市值價 (澳門元/平方呎)
Market price (MOP/square feet)

物業的品質、位置、景觀、
樓層的 (折扣)/溢價
(Discount)/Premium on quality,
location, view and floor level of
the properties

不可觀察的輸入範圍
Range of unobservable inputs

二零一九年
2019

每年3%
3% per
annum

每年2%
2% per
annum

19,458 – 95,081

(16.5%) – 34%

15,780 – 17,065

(15%) – 0%

二零一八年
2018

每年2.50%
2.50% per
annum

無
–

5,877 – 92,515

(22.5%) – 36.8%

15,205

(10%) – 0%

財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

14. 投資物業 (續)

投資物業之公允價值量度 (續)

(ii) 第三級公允價值計量的資料 (續)

附註：(續)

投資物業：
Investment properties:

住宅-澳門
Residential – Macau

住宅-馬來西亞
Residential – Malaysia

住宅-中國
Residential – PRC

估值技術 (附註(a)&(b))
Valuation techniques
(Note (a)&(b))

市場比較法
Market comparison
approach

市場比較法
Market comparison
approach

市場比較法
Market comparison
approach

14. INVESTMENT PROPERTIES (Continued)

Fair value measurement of investment properties (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

Note: (Continued)

不可觀察的輸入數據
Unobservable inputs

市值價 (澳門元/平方呎)
Market price (MOP/square feet)

物業的品質、位置、景觀、
樓層的 (折扣) / 溢價
(Discount)/Premium on quality,
location, view and floor level of
the properties

市值價 (林吉特/平方呎)
Market price (RM/square feet)

物業的品質、位置、景觀、
樓層的 (折扣) / 溢價
(Discount)/Premium on quality,
location, view and floor level of
the properties

市值價 (人民幣/平方米)
Market price (RMB/square meter)

物業的品質、位置、景觀、
樓層的 (折扣) / 溢價
(Discount)/Premium on quality,
location, view and floor level of
the properties

不可觀察的輸入範圍
Range of unobservable inputs

二零一九年
2019

二零一八年
2018

6,476 – 9,022

6,123 – 8,010

(30%) – 10%

(10%) – 5%

920 – 1,000

894 – 1,000

(10%) – 10%

(10%) – 10%

52,500 – 60,000

45,000

(5%) – 0%

5%

14. 投資物業 (續)

投資物業之公允價值量度 (續)

(ii) 第三級公允價值計量的資料 (續)

附註：(續)

- (a) 在二零一九年及二零一八年六月三十日，位於香港的商業投資物業以未來租金的收入資本化法釐訂，在估值時，所有可出租單位之市值租金乃參考本集團的可出租單位所取得的租金進行，所採用的資本化率乃參照估值師在當地類似物業可觀察的收益率，再以估值師的對該物業所知的因素加以調整。公允價值的計量與資本化率是負相關的。
- (b) 在二零一九年及二零一八年六月三十日，位於香港、澳門、馬來西亞及中國的商業及住宅投資物業的公允價值是參照可比較物業的近期銷售價格為基礎價格採用市場比較法釐定，再根據與近期銷售相比的物業的質量、位置、景觀和樓層調整溢價或折扣。就質量、位置、景觀及樓層而言，公允價值增加為溢價，而公允價值減少為折扣。

14. INVESTMENT PROPERTIES (Continued)

Fair value measurement of investment properties (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

Note: (Continued)

- (a) As at 30 June 2019 and 2018, the fair values of certain commercial investment properties in Hong Kong are determined using income capitalisation approach by capitalisation of future rental. In the valuation, the market rentals of all lettable units are made by reference to the rentals achieved by the Group in the lettable units. The capitalisation rate adopted is by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted for the valuers' knowledge of factors specific to the respective properties. The fair value measurement is negatively correlated to the capitalisation rate.
- (b) As at 30 June 2019 and 2018, the fair value of commercial and residential investment properties located in Hong Kong, Macau, Malaysia and the PRC are determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a premium or a discount mainly specific to the quality, location, view and floor level of the properties compared to the recent sales. The fair value increase as to premium and fair value decrease as to discount on quality, location, view and floor level.

15. 物業、機器及設備

15. PROPERTY, PLANT AND EQUIPMENT

		持有土地及 樓宇作自用 之賬面值 Land and building held for own use carried at fair value 千港元 HK\$'000	傢俬、裝修及 寫字樓設備 Furniture, fittings and office equipment 千港元 HK\$'000	汽車及配件 Motor vehicles and accessories 千港元 HK\$'000	租賃權益改良 Leasehold improvements 千港元 HK\$'000	總額 Total 千港元 HK\$'000
截至二零一七年 七月一日止年度	At 1 July 2017					
成本	Cost	-	12,267	7,652	939	20,858
估值	Valuation	27,324	-	-	-	27,324
累計折舊	Accumulated depreciation	-	(9,095)	(7,392)	(496)	(16,983)
賬面值淨額	Net book amount	<u>27,324</u>	<u>3,172</u>	<u>260</u>	<u>443</u>	<u>31,199</u>
截至二零一八年 六月三十日止年度	Year ended 30 June 2018					
期初賬面值淨額	Opening net book amount	27,324	3,172	260	443	31,199
匯兌差額	Exchange differences	-	49	6	-	55
增加	Additions	-	373	112	-	485
折舊	Depreciation	(546)	(859)	(114)	(313)	(1,832)
重估盈餘	Surplus on revaluation	7,392	-	-	-	7,392
期末賬面值淨額	Closing net book amount	<u>34,170</u>	<u>2,735</u>	<u>264</u>	<u>130</u>	<u>37,299</u>
於二零一八年六月三十日	At 30 June 2018					
成本	Cost	-	12,828	7,777	939	21,544
估值	Valuation	34,170	-	-	-	34,170
累計折舊	Accumulated depreciation	-	(10,093)	(7,513)	(809)	(18,415)
賬面值淨額	Net book amount	<u>34,170</u>	<u>2,735</u>	<u>264</u>	<u>130</u>	<u>37,299</u>

15. 物業、機器及設備 (續)

15. PROPERTY, PLANT AND EQUIPMENT
(Continued)

		持有土地及 樓宇作自用 之賬面值 Land and building held for own use carried at fair value 千港元 HK\$'000	傢俬、裝修及 寫字樓設備 Furniture, fittings and office equipment 千港元 HK\$'000	汽車及配件 Motor vehicles and accessories 千港元 HK\$'000	租賃權益改良 Leasehold improvements 千港元 HK\$'000	總額 Total 千港元 HK\$'000
截至二零一九年 六月三十日止年度	Year ended 30 June 2019					
期初賬面值淨額	Opening net book amount	34,170	2,735	264	130	37,299
匯兌差額	Exchange differences	-	(9)	(3)	-	(12)
增加	Additions	-	790	-	-	790
折舊	Depreciation	(684)	(949)	(104)	(130)	(1,867)
重估盈餘	Surplus on revaluation	2,914	-	-	-	2,914
期末賬面值淨額	Closing net book amount	<u>36,400</u>	<u>2,567</u>	<u>157</u>	<u>-</u>	<u>39,124</u>
於二零一九年六月三十日	At 30 June 2019					
成本	Cost	-	13,548	7,765	-	21,313
估值	Valuation	36,400	-	-	-	36,400
累計折舊	Accumulated depreciation	-	(10,981)	(7,608)	-	(18,589)
賬面值淨額	Net book amount	<u>36,400</u>	<u>2,567</u>	<u>157</u>	<u>-</u>	<u>39,124</u>

若土地及樓宇以成本值基準列賬，其數額如下：

If the land and building were stated on the historical cost basis, the amounts would be as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
成本	Cost	20,200	20,200
累計折舊	Accumulated depreciation	(3,232)	(2,828)
賬面淨值	Net book amount	<u>16,968</u>	<u>17,372</u>

15. 物業、機器及設備 (續)

本集團所有之土地及樓宇於結算日之總賬面值為36,400,000港元(二零一八年：34,170,000港元)已為本集團之銀行貸款作抵押(附註 36)。

土地及樓宇之公允價值量度

(i) 公允價值層級別表

下表列示本集團土地及樓宇於報告期間結束時按經常性基礎計量之公允價值，並根據香港財務報告準則第13號公允價值計量所界定之三層公平價值級別劃分。公允價值參考所採用估值技巧之輸入數據是否可觀察及其重要性而作出以下分類：

- 第一級估值：以第一級輸入值計量之公允價值，即以相同資產或負債於計量日在活躍市場中的未調整報價計量
- 第二級估值：以第二級輸入值計量之公允價值，即其輸入值之可觀察性雖然未符合第一級輸入值，但其重要輸入值並非採用不可觀察之數據。不可觀察之輸入值為並無市場數據可作參考之輸入值
- 第三級估值：使用不可觀察數據作重要輸入值以計量之公平價值

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

All the Group's land and building with an aggregate carrying value at the reporting date of approximately HK\$36,400,000 (2018: HK\$34,170,000) were pledged to secure banking facilities granted to the Group (Note 36).

Fair value measurement of land and building

(i) Fair value hierarchy

The following table presents the fair value of the Group's land and building measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

15. 物業、機器及設備 (續)

土地及樓宇之公允價值量度 (續)

(i) 公允價值層級別表 (續)

經常性公允價值量度	Recurring fair value measurement
持有作自用土地及樓宇：	Land and building held for own use:
住宅 – 香港	Residential – Hong Kong

在截至二零一九年及二零一八年六月三十日止年度內，第一級和第二級之間並無轉移，或並無轉移至第三級或從第三級轉出，本集團的政策是確認在報告期間完結時公允價值級別表中當出現級別間的互相轉移時確認。

在二零一九年及二零一八年六月三十日土地及樓宇已由獨立及專業合資格估值師進行重估。廖敬棠測量師行有限公司根據市場價值為基礎，並參考在同一地點及狀況類似物業的近期市場交易或參考現有的可比較租金而估算出的未來租金資本化。

本集團管理層在中期及年度報告日期進行估值時與測量師進行估值假設的討論。

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Fair value measurement of land and building (Continued)

(i) Fair value hierarchy (Continued)

二零一九年	二零一八年
2019	2018
第三級	第三級
Level 3	Level 3
千港元	千港元
HK\$'000	HK\$'000
36,400	34,170

During the year ended 30 June 2019 and 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The land and building were revalued on 30 June 2019 and 2018 by independent and professional qualified valuer, K.T. Liu Surveyors Limited on market value basis and by reference to recent market transactions for similar properties in the similar location and condition or by capitalisation of future rental which is estimated by reference to comparable rental as available.

The Group's management has discussion with the valuer on the valuation assumptions when the valuation is performed at each interim and annual reporting date.

15. 物業、機器及設備 (續)

土地及樓宇之公允價值量度 (續)

(ii) 第三級公允價值計量的資料

持有作自用土地及樓宇：
Land and building held for
own use:

市場比較法
Market Comparison
approach

住宅－香港
Residential – Hong Kong

市場比較法
Market comparison
approach

15. PROPERTY, PLANT AND EQUIPMENT
(Continued)

Fair value measurement of land and building
(Continued)

(ii) Information about Level 3 fair value measurements

不可觀察的輸入

Unobservable input

範圍
Range

二零一九年
2019

二零一八年
2018

市值價 (港元/平方呎)
Market price (HKD/square feet)

19,458 – 20,739

20,255

物業的品質、位置、
景觀、樓層的折扣
Discount on quality, location,
view and floor level of the
properties

(7.5%)

(8%)

15. 物業、機器及設備 (續)

土地及樓宇之公允價值量度 (續)

(ii) 第三級公允價值計量的資料 (續)

位於香港的商業及住宅土地及樓宇的公允價值是使用市場比較法釐訂，參照可比較物業的近期銷售呎價為基礎價格，再根據物業的質量、位置、景觀和樓層調整溢價或折扣。就質量、位置、景觀及樓層而言公允價值的增加為溢價，而公允價值減少為折扣。

持有作自用的土地及樓宇重估虧損／盈餘是在其他全面收益中的「物業重估儲備」中確認。

16. 其他非流動資產

會所債券

Club debenture

會所債券以成本減減值虧損列賬。

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Fair value measurement of land and building (Continued)

(ii) Information about Level 3 fair value measurements (Continued)

The fair value of residential land and building located in Hong Kong are determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a premium or a discount mainly specific to the quality, location, view and floor level of the properties compared to the recent sales. The fair value increase as to premium and fair value decrease as to discount on quality, location, view and floor level.

Deficit/Surplus on revaluation of land and building held for own use is recognised in other comprehensive income in “property revaluation reserve”.

16. OTHER NON-CURRENT ASSET

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
950	950

Club debenture is stated at cost less accumulated impairment losses.

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17. 其他金融資產

其他金融資產包括以下投資：

17. OTHER FINANCIAL ASSETS

Other financial assets included the following investments:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
非流動資產	Non-current assets		
按公允價值斗入其他全面收益之金融資產：	Financial assets at FVTOCI:		
永久票據，在香港上市(附註a)	Perpetual notes, listed in Hong Kong (Note (a))	130,069	-
永久票據，在香港境外上市(附註b)	Perpetual notes, listed outside Hong Kong (Note (b))	3,064	-
債券，在香港上市(附註c)	Debentures, listed in Hong Kong (Note (c))	7,524	-
債券，在香港境外上市(附註d)	Debentures, listed outside Hong Kong ((Note (d))	31,265	-
		<u>171,922</u>	<u>-</u>
持有直至到期之債券，按攤銷值	Held-to-maturity debt securities, at amortised cost		
債券(附註d)	Debenture (Note (d))	-	2,408
可供出售金融資產，按公允價值：	Available-for-sale financial assets, at fair value:		
在香港上市永久票據，按公允價值(附註a)	Listed perpetual notes listed in Hong Kong at fair value (Note (a))	-	125,346
在香港境外上市永久票據，按公允價值(附註b)	Listed perpetual notes listed outside Hong Kong at fair value (Note (b))	-	3,587
在香港上市債券，按公允價值(附註c)	Listed debentures listed in Hong Kong at fair value (Note (c))	-	8,807
在香港境外上市債券，按公允價值(附註e)	Listed debentures listed outside Hong Kong at fair value (Note e)	-	27,981
		<u>-</u>	<u>165,721</u>
		<u>171,922</u>	<u>168,129</u>
流動資產	Current assets		
債券，在香港上市(附註c)	Debentures, listed in Hong Kong (Note (c))	1,626	-
		<u>1,626</u>	<u>-</u>
		<u>173,548</u>	<u>168,129</u>

17. 其他金融資產 (續)

本集團以一種業務模式持有投資，該業務模式的目的是收集相關的現金流量和銷售；金融資產的合同條款產生的現金流量完全是本金和未償還本金利息的支付。

附註：

- (a) 本集團投資在香港上市永久票據，本金額介乎500,000美元至10,000,000美元，無固定到期日，浮動利率為7.75%，重置日重置率介乎5.72%加中間市場掉期利率及固定利率利率介於4.45%至6.50%之間，每半年派息一次。
- (b) 本集團持有無固定到期日在香港境外上市本金額為500,000美元的永久浮動利率票據，利率為年息5.25厘，每半年派息一次。
- (c) 本集團持有兩筆債券，本金額介乎250,000美元至1,000,000美元，在香港上市，到期日為2020年2月22日及2028年1月31日，固定票面利率分別為每年6.50%及7.25%，每半年派息一次。
- (d) 本集團持有六筆債券，本金額介乎240,000美元至2,500,000美元，到期日為2021年4月24日至2025年6月28日，固定票面利率介乎每年6.25%至8.75%，每半年派息一次。
- (e) 按公允價值計入其他全面收益金融資產(2018：持有直到到期的投資及可供出售金融資產)已抵押以確保授予本集團的銀行融資(附註36)。
- (f) 上市永久票據和債券的信用風險被認為是微不足道的，因為國際信用評級機構指定的信用評級較高的發行人。

17. OTHER FINANCIAL ASSETS (Continued)

The Group are held the investment under a business model whose objective is hold to collect the associated cash flows and sale; and the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Note:

- (a) The Group have investment in perpetual notes with principal amounts ranging from US\$500,000 to US\$10,000,000 listed in Hong Kong without fixed maturity date at floating rate of 7.75% with reset rate on reset date ranging from 5.72% plus mid-market swap rate and fixed rates ranging from 4.45% to 6.50% per annum, payable semi-annually.
- (b) The Group have investments in perpetual notes with principal amount of US\$500,000 listed outside Hong Kong without fixed maturity date at a coupon rate of 5.25% per annum, payable semi-annually.
- (c) The Group have investments in two listed debentures with principal amounts of US\$250,000 and US\$1,000,000 listed in Hong Kong with maturity dates of 22 February 2020 and 31 January 2028 at a fixed coupon rates of 7.25% and 6.50% per annum, payable semi-annually, respectively.
- (d) The Group have investments in six listed debentures with principal amounts ranging from US\$240,000 to US\$2,500,000 with fixed maturity date ranging from 24 April 2021 to 28 June 2025 at a coupon rates ranging from 6.25% to 8.75% per annum, payable semi-annually.
- (e) Financial assets at FVTOCI (2018: held-to-maturity investments and available-for-sale financial assets) have been pledged to secure banking facilities granted to the Group (Note 36).
- (f) The credit risk on listed perpetual notes and debentures are considered to be insignificant because the issuers with high credit ratings assigned by international credit rating agencies.

18. 附屬公司

於二零一九年及二零一八年六月三十日，主要附屬公司之資料如下：

18. SUBSIDIARIES

Particulars of the principal subsidiaries at 30 June 2019 and 2018 are as follows:

附屬公司 Name	註冊成立地方/ 經營地區 Place of incorporation or registration/ operation	已發行股本 資料/註冊股本 Particulars of issued ordinary share capital/registered capital	持有之股權比例 Proportion of ownership interest		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
Ace Cosmos Finance Limited	英屬處女群島 British Virgin Islands ("BVI")	10,000股每股1美元 10,000 US\$1 shares	72.42% (2018: 72.42%)	– (2018: –)	投資控股 Investment holding
邦傑發展有限公司 Bongi Development Limited	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	– (2018: –)	地產買賣 Property trading
卓能物業管理有限公司 Cheuk Nang Property Management Company Limited	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	– (2018: –)	物業管理 Property management services
敦文秘書及管理服務有限公司 Dun Man Secretarial and Management Services Limited	香港 Hong Kong	2股共20港元 2 shares, HK\$20	100% (2018: 100%)	– (2018: –)	秘書及管理服務 Provision of secretarial and management services
勝港投資有限公司 Golden Scheme Investment Limited	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	– (2018: –)	地產投資 Property investment
翠雅投資有限公司 Green View Investment Limited	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	– (2018: –)	按揭貸款地產投資及發展 Mortgage lending, property investment and development
堅信置業有限公司*	香港 Hong Kong	3,000股 共300,000港元 3,000 shares, HK\$300,000	– (2018: –)	100% (2018: 100%)	地產投資及發展 Property investment and development
福輝置業有限公司* Lucky Faith Properties Limited*	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	– (2018: –)	地產投資 Property investment
Martego Sdn Bhd **	馬來西亞 Malaysia	5,000,000股 每股1林吉特 5,000,000 shares of RM1 each	– (2018: –)	100% (2018: 100%)	地產投資及發展 Property investment and development
創發發展有限公司 New Grow Development Limited	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	– (2018: –)	地產投資 Property investment

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18. 附屬公司 (續)

於二零一九年及二零一八年六月三十日，主要附屬公司之資料如下：(續)

18. SUBSIDIARIES (Continued)

Particulars of the principal subsidiaries at 30 June 2019 and 2018 are as follows: (Continued)

附屬公司 Name	註冊成立地方/ 經營地區 Place of incorporation or registration/ operation	已發行股本 資料/註冊股本 Particulars of issued ordinary share capital/registered capital	持有之股權比例 Proportion of ownership interest		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
Power Tripod Limited	香港 Hong Kong	10,000股 共10,000港元 10,000 shares HK\$10,000	- (2018: -)	100% (2018: 100%)	地產發展及買賣 Property development and trading
雄偉發展有限公司 Power Wide Development Limited	香港 Hong Kong	2股共2港元 2 shares, HK\$2	100% (2018: 100%)	- (2018: -)	地產投資及持有地產 Property investment and investment holding
港昇(亞洲)有限公司 Top Regent (Asia) Limited	香港 Hong Kong	100股共100港元 100 shares, HK\$100	- (2018: -)	71.70% (2018: 71.70%)	地產投資及發展 Property investment and development
旭邦發展有限公司* Yorksbon Development Limited*	香港 Hong Kong	2股共2港元 2 shares, HK\$2	- (2018: -)	100% (2018: 100%)	地產投資及發展 Property investment and development
永達高有限公司 Ever Regal Limited	香港 Hong Kong	1股共1港元 1 share, HK\$1	100% (2018: 100%)	- (2018: -)	地產投資 Property investment
卓能建築有限公司 Cheuk Nang Construction Company Limited	香港 Hong Kong	10,000股 共10,000港元 10,000 shares, HK\$10,000	100% (2018: 100%)	- (2018: -)	地產發展 Property development
卓能物業管理(杭州)有限公司** (附註(i)) (Note (i))	中國 PRC	500,000人民幣 RMB500,000	- (2018: -)	100% (2018: 100%)	提供物業管理服務 Provision of property management services
雄偉(深圳)物業管理有限公司** (附註(i)) (Note (i))	中國 PRC	500,000人民幣 RMB500,000	- (2018: -)	100% (2018: 100%)	提供物業管理服務 Provision of property management services
邦杰房地產開發(杭州)有限公司** (附註(i)) (Note (i))	中國 PRC	94,000,000美元 US\$94,000,000	- (2018: -)	100% (2018: 100%)	地產發展 Property development
雄偉房地產開發(深圳)有限公司** (附註(i)) (Note (i))	中國 PRC	494,000,000人民幣 RMB494,000,000	- (2018: -)	100% (2018: 100%)	地產發展及買賣 Property investment, development and trading
深圳芝深裝飾設計工程有限公司** (附註(i)) (Note (i))	中國 PRC	5,000,000人民幣 RMB5,000,000	- (2018: -)	100% (2018: 100%)	地產發展 Property development

18. 附屬公司 (續)

附註： (i) 該實體為根據中國法律註冊為外商獨資企業。

(ii) 董事認為能重大影響本集團之業績或資產的主要附屬公司已詳載於上表內。此外董事認為列出其他附屬公司之詳情將會使資料過於冗長。

附屬公司之股票已抵押予銀行作為銀行對本集團作出貸款之部份抵押(附註36)。

** 公司非由致同(香港)會計師事務所有限公司負責審核。

18. SUBSIDIARIES (Continued)

Note: (i) The entity is registered as a wholly foreign owned enterprise under PRC law.

(ii) The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Shares of these subsidiaries have been pledged to banks as security for bank loan facilities granted to the Group (Note 36).

** Companies not audited by Grant Thornton Hong Kong Limited.

18. 附屬公司 (續)

下表列出了本集團附屬公司港昇(亞洲)有限公司(本集團的附屬公司其中持有重大的非控股權益)的其他資料。下表所呈列的財務資料，是在撇除任何公司間交易前之數額。

港昇(亞洲)有限公司

非控股權益百分率	Non-controlling interest percentage
非流動資產	Non-current assets
流動資產	Current assets
流動負債	Current liabilities
非流動負債	Non-current liabilities
資產淨值	Net assets
非控股權益的賬面值	Carrying amount of non-controlling interest
收入	Revenue
本年度盈餘	Profit for the year
本年度全面收益總額	Total comprehensive profit for the year
分配予非控股權益之盈餘	Profit allocated to non-controlling interest
營運活動所動用的現金流量	Cash flows generated from/ (used in) operating activities
投資活動所動用的現金流量	Cash flows used in investing activities
融資活動所(動用)產生的現金流量	Cash flows used in financing activities
現金(流出)／流入淨額	Net cash (outflows)/inflows

18. SUBSIDIARIES (Continued)

The following table lists out the information related to Top Regent (Asia) Limited, the subsidiary of the Group which has material non-controlling interest. The summarised financial information presented below represents the amounts before any inter-company elimination.

Top Regent (Asia) Limited

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
28.30%	28.30%
1,363,671	1,232,186
394,157	387,582
(5,046)	(9,062)
(261,748)	(218,614)
<u>1,491,034</u>	<u>1,392,092</u>
<u>422,020</u>	<u>394,020</u>
–	–
98,942	15,492
98,942	15,492
<u>28,000</u>	<u>4,385</u>
12,371	62,924
(12,928)	(61,632)
(139)	(942)
<u>(696)</u>	<u>350</u>

財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

19. 待售物業

19. PROPERTIES HELD FOR SALE

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
發展中物業	Properties under development	1,496,668	1,489,527
已落成物業	Completed properties	445,141	504,750
		<u>1,941,809</u>	<u>1,994,277</u>

20. 按公允價值計入損益之金融資產

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
按公允價值計入損益之 金融資產	Financial assets at fair value through profit or loss		
持有作買賣－於香港上市 投資證券(附註(a))	Equity securities listed in Hong Kong (Note (a))	7,938	7,128
短期投資(附註(b))	Short-term investment (Note (b))	242,279	-
		<u>250,217</u>	<u>7,128</u>

20. 按公允價值計入損益之金融資產 (續)

附註：

- (a) 本集團於上市股本證券投資的公允價值已按附註32.7所述計量。
- (b) 短期投資為結構性存款，存放於中國的銀行並包含嵌入式衍生工具，其回報乃參照結構性存款相關基礎資產表現之變動釐定，所賺取的利息按照市場的報價年利率介乎1.65%至3.97%。

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note:

- (a) The fair value of the Group's investments in listed equity securities have been measured as described in Note 32.7.
- (b) The short-term investment represented structured deposits which are placed with bank in the PRC and contain embedded derivatives, the returns of which are determined by reference to the performance of the underlying assets of the structuring deposits and the interest rate earning for the range from 1.65% to 3.97% interest per annum quoted in the market.

21. 應收貿易賬款及其他應收賬款

應收貿易賬款
從第三者

Trade receivables
From third parties

其他應收賬款
預繳費用
公共費用按金
預付其他稅項
其他按金
其他應收賬款

Other receivables
Prepaid expenses
Utilities deposits
Prepaid other taxes
Other deposits
Other receivables

二零一九年
2019
千港元
HK\$'000

二零一八年
2018
千港元
HK\$'000

1,123

1,672

11,754

13,779

2,726

3,620

4,879

1,162

13,469

12,776

11,848

11,442

44,676

42,779

45,799

44,451

21. 應收貿易賬款及其他應收賬款 (續) 21. TRADE AND OTHER RECEIVABLES (Continued)

本集團的貿易應收款項為拖欠的租金及管理費。本集團維持信貸政策，以盡量減低與貿易應收款項相關的任何信貸風險。截至報告期末，根據借方通知單或發票日期對貿易應收款項(包括在貿易及其他應收款項中)的賬齡分析如下：

0-30 天	0-30 days
31-60 天	31-60 days
61-90 天	61-90 days
超過90 天	Over 90 days

The trade receivables of the Group represent rental and management fee in arrears. The Group maintains a credit policy to minimise any credit risk associated with trade receivables. As at the end of the reporting period the ageing analysis of the trade receivables (which is included in trade and other receivables), based on the debit note or invoice date, is as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
998	403
98	4
11	45
16	1,220
1,123	1,672

應收貿易賬款在出示發票時已到期。

Trade receivables are due upon presentation of invoices.

本集團並無重大信貸集中風險，並已持有足夠租金按金以應付潛在信貸風險。

The Group has no significant concentrations of credit risk, and sufficient rental deposits are held to cover potential exposure to credit risk.

其他存款約12,776,000港元(相當於人民幣10,775,000元)已支付予深圳市住房和建設局*，原因是中國物業發展商的監管規定及信貸風險其他存款被認為是低的，因此沒有提供預期信用損失。

Other deposits amounting to approximately HK\$12,776,000 (equivalent to RMB10,775,000) paid to Housing and Construction Bureau of Shenzhen Municipality* (“深圳市住房和建設局”) due to the regulatory requirement to property developer in the PRC and the credit risk of other deposits are considered to be low, therefore no ECL provided.

21. 應收貿易賬款及其他應收賬款 (續)

其他應收款項包括支付予建築商以為本集團投資物業及發展中物業進行建築工程的按金。支付存款的信用風險被認為較低，因此對ECL的影響被認為是無關緊要的。

* 該名稱的英文翻譯僅供參考。它的官方名稱是中文。

21. TRADE AND OTHER RECEIVABLES (Continued)

Other receivables included deposits paid to constructors to perform construct works for the Group's investment properties and properties under development. The credit risk of deposits paid are considered to be low, therefore the impact on ECL is considered as immaterial.

* The English translation of the name is for reference only. Its official name is in Chinese.

22. 銀行結存及現金

22. BANK BALANCES AND CASH

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
已抵押存款	Pledged deposits	3,788	9,997
定期存款	Fixed deposits	193,368	195,632
銀行結存	Cash at bank	398,298	518,393
總額	Total	<u>595,454</u>	<u>724,022</u>

定期存款原六個月到期可賺取年率1.95%至6.00% 利息(二零一八年: 6.00%)。

The fixed deposits earn 1.95% to 6.00% (2018: 6.00%) interest per annum with an original maturity 6 months.

包括在本集團的銀行及現金結存的573,082,000港元(二零一八年: 642,963,000 港元)為存放在中國國內銀行以人民幣結算的銀行結存。人民幣是不可自由兌換的貨幣。根據中國的外匯管理條例及外匯交易條例中的結算和銷售和支付的行政指引,本集團可於獲授權可進行外幣兌換業務的銀行將人民幣兌換為外幣。

Included in bank and cash balances of the Group is approximately HK\$573,082,000 (2018: HK\$642,963,000) of bank balances denominated are placed with banks in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the bank balances are not freely transferred.

22. 銀行結存及現金 (續)

由於交易對手是國際信用評級機構指定的高信用評級銀行，因此認為存款，定期存款和銀行現金的信用風險微不足道。

22. BANK BALANCES AND CASH (Continued)

The credit risk on pledged deposits, fixed deposits and cash at bank are considered to be insignificant because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

23. 其他應付賬款**23. OTHER PAYABLES**

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
已收銷售按金	Sales deposits received	–	190,457
出售投資物業已收按金	Deposal received from disposal of investment properties	–	15,346
租客按金	Tenant deposits	8,656	7,785
其他應付賬款及應計費用	Other payable and accruals	182,612	131,401
		191,268	344,989

其他應付款款的賬面值被視為其公允價值的合理估算。

The carrying values of other payables are considered to be a reasonable approximation of their fair value.

其他應收賬款及應計費主要用包括銷售中國物業的其他應收稅款。

Other payable and accruals mainly included other tax payable for sale of properties in PRC.

24. 合約負債

24. CONTRACT LIABILITIES

	二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
提前收取引致的合約負債		
Contract liabilities arising from receipt in advance	306,600	—

合約負債指分配至履約責任的交易價格總額，截至報告期末尚未達成。本集團預期，分配至未履行履約責任的交易價格將於本集團向客戶轉讓商品或服務時確認為收入。

The contract liabilities represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. The Group expects the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the Group transfers good or service to the customer.

於二零一九年六月三十日，本集團的合約負債約為一年內預收的約306,600,000港元，作為實際權宜之計，該金額無重大融資成分的影響。

As at 30 June 2019, the Group's contract liabilities amount to approximately HK\$306,600,000 and are expected to be recognised as revenue within one year. As a practical expedient the balance does not involve significant financing component.

由於所有合約之有效期限均少於一年，在香港財務報告準則第15號准許的情況下，無須披露交易價格分配到未完成合約之金額。

Since all the contracts with an original duration of one year or less, as permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

25. 應付一關連公司／非控股股東款項

該款項為無抵押、免息及無固定還款期，其賬面值與公允價值相若。

本公司一董事亦為關連公司之實益擁有人。

26. 有息借貸

貸款之賬面值分析如下：

25. AMOUNTS DUE TO A RELATED COMPANY/NON-CONTROLLING SHAREHOLDERS

The amounts due are unsecured, interest-free and repayable on demand. The carrying amounts of the amounts due approximate their fair values.

A director of the Company is also the beneficial owner of the related company.

26. INTEREST-BEARING BORROWINGS

The analysis of the carrying amounts of borrowings is as follows:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
	附註 Notes		
流動負債	Current liabilities		
銀行貸款於一年內到期之部份	Portion of loans from bank due for repayment within one year	(a) <u>1,163,687</u>	<u>1,203,416</u>
非流動負債	Non-current liabilities		
債券於一年後到期之部份	Bond due for repayment after one year	(b) <u>10,108</u>	<u>9,883</u>
		<u><u>1,173,795</u></u>	<u><u>1,213,299</u></u>

26. 有息借貸 (續)

銀行貸款及債券之合約到期日如下：

非流動負債
債券 (附註(a))

流動負債
銀行借款 (附註(b))

26. INTEREST-BEARING BORROWINGS (Continued)

The contractual maturities of the above bank borrowings and bond are as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
10,108	9,883
1,163,687	1,203,416
1,173,795	1,213,299

附註：

- (a) 票面值HK\$10,500,000之債券是無抵押，並有5%年利率的固定利息。於報告日期的實際利率為7.9450%。該債券並無提早贖回條款，是無條件、未經轉讓、不可轉換並無抵押，到期日為2022年8月26日。該筆債券被分類為非流動資產，並預計一年以後償還。

Notes:

- (a) Bond with nominal value of HK\$10,500,000 is unsecured and bears interest at a fixed rate of 5% per annum. The effective interest rate of the bond at the reporting date is 7.9450%. The bond has no early redemption clause, is unconditional, unsubordinated, non-convertible, unsecured and with maturity date on 26 August 2022. The bond classified as a non-current liability is expected to be settled after one year.

26. 有息借貸 (續)

附註：(續)

- (b) 於報告日期，本集團之已抵押有息借貸詳情如下：

有息借貸：

- 有抵押 (附註(i))
- 無抵押

Interest-bearing borrowings:

- Secured (Note (i))
- Unsecured

26. INTEREST-BEARING BORROWINGS (Continued)

Notes: (Continued)

- (b) At the reporting date, the Group's interest-bearing borrowings of bank loans were secured as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
1,144,500	1,184,500
19,187	18,916
1,163,687	1,203,416

附註(i) 銀行借款均已抵押(附註36)並以淨息計算。於報告日期，實際利率為3.2219% (2018: 2.6993%)

Note (i) Bank borrowings are secured (Note 36) and interest-bearing at floating rates. The effective interest rate of the bank loans at the reporting date is 3.2219% (2018: 2.6993%).

上述有息銀行借款(包括定期貸款)按攤銷成本列賬。

The above interest-bearing bank borrowings, including the term loans, are carried at amortised cost.

26. 有息借貸 (續)

所有銀行貸款需符合財務機構一般借款安排之承諾，若本集團違反提款時的承諾將會被要求即時還款。

本集團定期監控這些協議的遵守，是按照還款時間進行及只要本集團繼續滿足這些要求，本集團不認為銀行會行使酌情權要求還款。本集團管理流動資金風險的其他資料載於附註32.3中。於二零一九年六月三十日，並無違反已使用貸款的承諾(二零一八年：無)。

27. 遞延稅項

年內遞延稅項負債變動如下：

於七月一日	At 1 July
匯兌差額	Exchange differences
已在損益中確認	Recognised in profit or loss
已在其他全面收益中確認	Recognised in other comprehensive income
於六月三十日	At 30 June

26. INTEREST-BEARING BORROWINGS (Continued)

All of the banking facilities are subject to the fulfillment of covenants that are commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants and is up to date with the scheduled repayments of the term loans and does not consider it probable that the bank will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 32.3. As at 30 June 2019, none of the covenants relating to drawn down facilities had been breached (2018: Nil).

27. DEFERRED TAXATION

The movements during the year in the deferred taxation are as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
(1,174,297)	(746,914)
(3)	4,196
(100,271)	(430,359)
(474)	(1,220)
<u>(1,275,045)</u>	<u>(1,174,297)</u>

27. 遞延稅項 (續)

年內遞延稅項資產及負債(在相同稅區互相抵銷結餘前)變動如下:

遞延稅項負債

27. DEFERRED TAXATION (Continued)

The movement in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax liabilities

		物業重估盈餘 Revaluation gain on properties and land appreciation tax 千港元 HK\$'000	加速稅項折扣 Accelerated tax depreciation 千港元 HK\$'000	總額 Total 千港元 HK\$'000
於二零一七年七月一日	At 1 July 2017	758,644	27,088	785,732
匯兌差額	Exchange differences	(4,196)	–	(4,196)
已支出在損益中	Charged to profit or loss	431,580	50	431,630
已計入在其他全面收益中	Credited to other comprehensive income	1,220	–	1,220
於二零一八年六月三十日及 二零一八年七月一日	At 30 June 2018 and 1 July 2018	1,187,248	27,138	1,214,386
匯兌差額	Exchange differences	3	–	3
已支出在損益中	Charged to profit or loss	102,100	51	102,151
已計入在其他全面收益中	Credited to other comprehensive income	474	–	474
於二零一九年六月三十日	At 30 June 2019	<u>1,289,825</u>	<u>27,189</u>	<u>1,317,014</u>

27. 遞延稅項 (續)

遞延稅項資產

27. DEFERRED TAXATION (Continued)

Deferred tax assets

		稅務虧損 Tax losses 港元 HK\$'000
於二零一七年七月一日	At 1 July 2017	(38,818)
已計入在損益中	Credited to profit or loss	<u>(1,271)</u>
於二零一八年六月三十日及 二零一八年七月一日	At 30 June 2018 and 1 July 2018	(40,089)
已計入在損益中	Credited to profit or loss	<u>(1,880)</u>
於二零一九年六月三十日	At 30 June 2019	<u><u>(41,969)</u></u>

在財務狀況報表中確認如下：

Reconciliation to the consolidated statement of financial position:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
在財務狀況報表確認的 遞延稅項資產淨值	Net deferred tax assets recognised in the statement of financial position	(14,780)	(12,951)
在財務狀況報表確認的 遞延稅項負債淨值	Net deferred tax liabilities recognised in the statement of financial position	<u>1,289,825</u>	<u>1,187,248</u>
		<u><u>1,275,045</u></u>	<u><u>1,174,297</u></u>

27. 遞延稅項 (續)**未被確認遞延稅項資產**

由於無法預料未來溢利來源，故並無就稅務虧損281,932,000港元(二零一八年：381,053,000港元)確認遞延稅項資產。根據現時稅務條例，該等稅項虧損並無到期日除虧損約零港元(二零一八年：105,897,000港元)外，從發生損失的那一年起可以結轉五年。

28. 股本及儲備**(A) 股本**

已發行繳足之普通股	Ordinary shares, issued and fully paid:
有投票權之普通股：	Voting ordinary shares:
於本年年初	At the beginning of the year
因以股代息計劃而發行股份	Issue of shares pursuant to scrip dividend scheme
因行使認股權證而發行股份	Issue of shares by exercise of warrants
於本年年末	At the end of the year

27. DEFERRED TAXATION (Continued)**Unrecognised tax losses**

The Group has unrecognised tax losses of approximately HK\$281,932,000 (2018: HK\$381,053,000) due to unpredictability of future profit streams. The tax losses do not expire under current tax legislation except losses of approximately HK\$Nil (2018: HK\$105,897,000) that may be carried forward for 5 years from the year of incurring the loss.

28. SHARE CAPITAL AND RESERVE**(A) Share capital**

附註 Notes	二零一九年 2019		二零一八年 2018	
	股份數目 Number of shares	千港元 HK\$'000	股份數目 Number of shares	千港元 HK\$'000
	569,710,858	2,221,269	531,254,617	2,050,018
(1)	25,923,242	105,217	19,922,530	89,703
(2)	—	—	18,533,711	81,548
	<u>595,634,100</u>	<u>2,326,486</u>	<u>569,710,858</u>	<u>2,221,269</u>

28. 股本及儲備 (續)

(A) 股本 (續)

附註：

1. 以股代息計劃

- (a) 在二零一七年十二月二十七日，本公司根據於二零一七年十二月一日公佈的以股代息計劃，以4.40港元發行和分配股份，共13,108,791股給予就二零一七年末期股息選擇以股代息之股東。
- (b) 在二零一八年四月三十日，本公司根據於二零一八年四月六日公佈的以股代息計劃，以4.70港元發行和分配股份，共6,813,739股給予就二零一八年中期股息選擇以股代息之股東。
- (c) 在二零一八年十二月二十七日，本公司根據於二零一八年十一月三十日公佈的以股代息計劃，以4.30港元發行和分配股份，共15,502,561股給予就二零一八年末期股息選擇以股代息之股東。

28. SHARE CAPITAL AND RESERVE (Continued)

(A) Share capital (Continued)

Notes:

1. Scrip dividend scheme

- (a) On 27 December 2017, the Company issued and allotted a total 13,108,791 ordinary shares in the Company at HK\$4.40 to shareholders who elected to receive shares in the Company in lieu of cash for the 2017 final dividend pursuant to the script dividend scheme announced by the Company on 1 December 2017.
- (b) On 30 April 2018, the Company issued and allotted a total of 6,813,739 ordinary shares in the Company at HK\$4.70 to shareholders who elected to receive shares in the Company in lieu of cash for 2018 interim dividend pursuant to the script dividend scheme announced by the Company on 6 April 2018.
- (c) On 27 December 2018, the Company issued and allotted a total 15,502,561 ordinary shares in the Company at HK\$4.30 to shareholders who elected to receive shares in the Company in lieu of cash for the 2018 final dividend pursuant to the script dividend scheme announced by the Company on 30 November 2018.

28. 股本及儲備 (續)

(A) 股本 (續)

附註：(續)

1. 以股代息計劃 (續)

- (d) 在二零一九年五月三日，本公司根據於二零一九年四月九日公佈的以股代息計劃，以3.70港元發行和分配股份，共10,420,681股給予就二零一九年中期股息選擇以股代息之股東。

2. 紅利認股權證

- (a) 年內沒有發行新的認股權證。
- (b) 在二零一八年，本公司根據二零一七年六月一日發出的通函及二零一七年五月九日的公告，董事會建議按股東每持有27股本公司現有股份可獲配發1股紅利認股權證的基準向合資格股東發行紅利認股權證，(「二零一八年六月認股權證」)。於二零一七年六月二十一日，本公司發行19,676,096份二零一八年六月認股權證。二零一八年六月認股權證的持有人有權在二零一七年六月二十一日至二零一八年六月二十一日之間的任何時間以每股4.40港元的初始認購價認購本公司已繳足股款的股份(可予調整)。年內，在行使18,533,711份二零一八年六月認股權證後發行了18,533,711股(二零一七年：零)新股。餘下1,142,385份認股權證已於二零一八年六月二十一日到期。
3. 所有以上附註1所述之已發行股份在各方面與現有股份地位相同。
4. 於年內，並無本公司之附屬公司購買、出讓或贖回本公司之股份。

28. SHARE CAPITAL AND RESERVE (Continued)

(A) Share capital (Continued)

Notes: (Continued)

1. Scrip dividend scheme (Continued)

- (d) On 3 May 2019, the Company issued and allotted a total of 10,420,681 ordinary shares in the Company at HK\$3.70 to shareholders who elected to receive shares in the Company in lieu of cash for 2019 interim dividend pursuant to the scrip dividend scheme announced by the Company on 9 April 2019.

2. Bonus warrants

- (a) No new warrant issue during this year.
- (b) In 2018, with reference to the Circular issued on 1 June 2017, and the announcement on 9 May 2017, the Board proposes the Bonus Warrants Issue for the Qualifying Shareholders on the basis of one Bonus Warrant for every twenty-seven existing shares of the Company held by the shareholders ("2018 June Warrants"). On 21 June 2017, the Company issued 19,676,096 units of 2018 June Warrants. The holders of 2018 June Warrants are entitled to subscribe at any time during 21 June 2017 to 21 June 2018 for fully paid shares of the Company at an initial subscription price of HK\$4.40 per share (subject to adjustment). During the year, 18,533,711 (2017: zero) new shares were issued upon exercise of 18,533,711 units of 2018 June Warrants. The remaining 1,142,385 units were expired on 21 June 2018.
3. All shares issued as mentioned in Note 1 above rank pari passu with the existing shares of the Company in all respects.
4. None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

28. 股本及儲備 (續)

(B) 儲備

本公司

28. SHARE CAPITAL AND RESERVE
(Continued)

(B) Reserve

The Company

		儲備總額 Retained profits/total reserves 千港元 HK\$'000
於二零一七年七月一日	Balance at 1 July 2017	243,553
本年度虧損	Loss for the year	<u>(30,216)</u>
本年度全面收益總額	Total comprehensive income for the year	<u>213,337</u>
已批准及已付二零一七年末期股息	2017 final dividend approved and paid	(73,817)
已批准及已付二零一八年中中期股息	2018 interim dividend approved and paid	<u>(42,091)</u>
於二零一八年六月三十日及 二零一八年七月一日	Balance at 30 June 2018 and 1 July 2018	97,429
本年度盈利	Profit for the year	<u>33,396</u>
本年度全面收入總額	Total comprehensive income for the year	<u>130,825</u>
已批准及已付二零一八年末期股息	2018 final dividend approved and paid	(85,457)
已批准及已付二零一九年中中期股息	2019 interim dividend approved and paid	<u>(43,891)</u>
於二零一九年六月三十日	Balance at 30 June 2019	<u><u>1,477</u></u>

於二零一九年六月三十日，根據香港公司條例第6部之規定計算，可分派予本公司股東之儲備總額為1,477,000 港元（二零一八年：97,429,000港元）。

At 30 June 2019, the aggregate amounts of reserves available for distribution to equity shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance, was approximately HK\$1,477,000 (2018: HK\$97,429,000).

財務報表附註

Notes to the Consolidated Financial Statements

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

29. 公司財務狀況報表

29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
資產及負債	ASSETS AND LIABILITIES		
非流動資產	Non-current assets		
附屬公司之權益	Interests in subsidiaries	254,737	254,737
應收附屬公司款項	Amounts due from subsidiaries	172,650	177,269
		<u>427,387</u>	<u>432,006</u>
流動資產	Current assets		
應收附屬公司款項	Amounts due from subsidiaries	2,388,980	2,330,489
銀行結存及現金	Bank balances and cash	169	151
		<u>2,389,149</u>	<u>2,330,640</u>
流動負債	Current liabilities		
其他應付賬款	Other payables	1,303	1,625
應付附屬公司款項	Amounts due to subsidiaries	317,980	274,398
		<u>319,283</u>	<u>276,023</u>
流動資產淨值	Net current assets	<u>2,069,866</u>	<u>2,054,617</u>
總資產減流動負債	Total assets less current liabilities	<u>2,497,253</u>	<u>2,486,623</u>
非流動負債	Non-current liabilities		
有息借貸	Interest-bearing borrowings	10,108	9,883
董事墊款	Advances from a director	159,182	158,042
		<u>169,290</u>	<u>167,925</u>
資產淨值	Net assets	<u>2,327,963</u>	<u>2,318,698</u>
權益	EQUITY		
股本	Share capital	2,326,486	2,221,269
儲備(附註28(B))	Reserves (Note 28(B))	1,477	97,429
權益總額	Total equity	<u>2,327,963</u>	<u>2,318,698</u>

趙世曾
Chao Sze-Tsung Cecil
董事
Director

翁峻傑
Yung Philip
董事
Director

30. 與有關連人士之重大交易

除於本財務報表其他部份披露之交易／資料外，以下乃本集團與有關連人士於年內進行之重大交易：

30. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group had the following material transactions with connected and related parties:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
	附註 Notes		
支付予主要管理人員酬金，包括已披露在附註13支付予本公司董事酬金：	Remuneration paid to key management personnel, including amounts paid to the Company's directors as disclosed in Note 13:		
薪金及其他短期僱員福利	Salaries and other short-term employee benefits	15,817	13,421
離職後福利	Post-employment benefits	90	90
		<u>15,907</u>	<u>13,511</u>
利息付予趙世曾博士	Interest paid to Dr. Chao Sze Tsung Cecil (a)	10,709	10,429
支付予趙世曾建築師有限公司(「CCAL」)及趙世曾設計(澳門)有限公司(「CCDML」)則師及其他專業費用	Architect and other professional service fees paid to Cecil Chao & Associates Limited (「CCAL」) and Cecil Chao Design (Macau) Limited (「CCDML」) (b)	24,150	22,010
支付予世灝證券有限公司佣金	Commission paid to Szehope Securities Company Limited (c)	4	19

30. 與有關連人士之重大交易 (續) 30. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

附註：

- (a) 趙世曾博士為本集團提供無抵押，按銀行同業拆息加1%計算利息於二零一九年六月三十日，趙世曾博士給予本集團之墊款為159,182,000港元(二零一八年：128,782,000港元)。趙世曾博士已確認在將來一年不會要求本集團償還。
- (b) CCAL及CCDML 依據雙方訂定之條款提供建築及其他有關服務予本集團。趙世曾博士為CCAL及CCDML 之實益擁有人。該等交易構成上市規則第14A章所界定之持續關連交易。上市規則第14A章之披露要求已在董事會報告書中提供。
- (c) 趙世曾博士為世灝證券有限公司之實益擁有人。
- (d) 除以上所述外，於年終或年內任何時間本公司概無進行涉及業務的重要交易、安排或簽訂相關合約，而本公司董事及其相關人士於該等交易、安排或合約中直接或間接擁有重大權益。

Notes:

- (a) Dr. Chao Sze Tsung Cecil has provided unsecured advances, to the Group at 1% over prime interest rate in Hong Kong per annum. At 30 June 2019, the advances from Dr. Chao Sze Tsung Cecil amounted to approximately HK\$159,182,000 (2018: HK\$128,782,000). Dr. Chao Sze Tsung Cecil has confirmed that he will not request repayment of these advances in coming one year.
- (b) CCAL and CCDML rendered architectural and related services to the Group on terms agreed between both parties. Dr. Chao Sze Tsung Cecil is the beneficial owner of CCAL and CCDML. These transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the Reports of the directors.
- (c) Dr. Chao Sze Tsung Cecil is the beneficial owner of Szehope Securities Company Limited.
- (d) Other than the above, no other transaction, arrangement or contract of significance to which the Company was a party and in which a director of the Company or a connected entity of the director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

31. 因融資活動產生的負債的對賬 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

融資活動產生的本集團負債變動可分類如下：

The changes in the Group's liabilities arising from financing activities can be classified as follows:

		有息借貸 Interest-bearing borrowings 千港元 HK\$'000	應付董事 墊款款項 Advances from a director 千港元 HK\$'000	關連公司 墊款 Advance from a related company 千港元 HK\$'000	應付非控股 股東墊款 Amounts due to non-controlling shareholders 千港元 HK\$'000
二零一八年七月一日	1 July 2018	1,213,299	128,782	1,452	239,990
現金流量：	Cash-flows:				
– 還款	– Repayment	(180,950)	–	–	–
– 所得	– Proceeds	140,950	30,400	–	–
– 關連公司墊款增加	– Increase in advance from a related company	–	–	(71)	–
非現金：	Non-cash:				
– 應計利息	– Interest accruals	496	–	–	–
二零一九年六月三十日	30 June 2019	<u>1,173,795</u>	<u>159,182</u>	<u>1,381</u>	<u>239,990</u>

32. 金融風險管理及公允價值量度政策 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

本集團在一般普通業務運作及投資活動下透過金融工具面對金融風險，金融風險包括市場風險（包括外匯風險、利率風險及其他價格風險）、信貸風險及流動資金風險。

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk, interest risk and other price risk), credit risk and liquidity risk.

連繫財務工具之有關風險及政策及如何舒緩風險已詳列如下。管理層管理及監控此風險以確保適當政策能及時有效地推行。

The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

32. 金融風險管理及公允價值量度政策 (續) 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.1 金融資產及負債類別

以下類別之金融資產及金融負債以賬面值呈列在財務狀況報表中。

32.1 Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities:

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
金融資產	Financial assets		
攤銷值／貸款及應收賬款	Amortised cost/Loans and receivables:		
貿易及其他應收賬款	Trade and other receivables	26,440	25,890
銀行存款及現金	Bank balances and cash	595,454	724,022
按公允價值計入其他全面 收益之金融資產：	Financial assets at FVTOCI:		
永久票據，在香港上市	Perpetual notes, listed in Hong Kong	130,069	—
永久票據，在香港 境外上市	Perpetual notes, listed outside Hong Kong	3,064	—
債券，在香港上市	Debentures, listed in Hong Kong	9,150	—
債券，在香港境外上市	Debentures, listed outside Hong Kong	31,265	—
按公允價值計入損益之 金融資產：	Financial assets at FVTPL:		
短期投資	Short-term investment	242,279	—
上市股本證券， 持有作買賣	Listed equity securities held for trading	7,938	7,128
持有直至到期投資：	Held-to-maturity investments:		
香港境外上市債券	Debentures listed outside Hong Kong	—	2,408
可供出售金融資產：	Available-for-sale financial assets:		
上市永久票據	Listed perpetual notes	—	128,933
上市債券	Listed debentures	—	36,788
		1,045,659	925,169

32. 金融風險管理及公允價值量度政策 (續)

32.1 金融資產及負債類別 (續)

金融負債
按攤銷價值：
其他應付賬款
應付非控股股東款項
應付關連公司款項
有息借貸
董事墊款

Financial liabilities
Amortised cost:
Other payables
Amount due to non-controlling shareholders
Amount due to a related company
Interest-bearing borrowings
Advances from a director

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
190,264	138,505
239,990	239,990
1,381	1,452
1,173,795	1,213,299
159,182	128,782
1,764,612	1,722,028

32.2 信貸風險

信貸風險指交易對手違約其合約責任導致本集團財務虧損的風險。本集團採取的政策僅與信譽良好的交易對手打交道，並在適當情況下取得足夠的抵押品，以減輕違約所帶來的財務損失風險。

本集團的信貸風險主要來自貿易及其他應收款項。本集團的抵押存款，定期存款及銀行結餘及現金的信貸風險被視為微不足道，因為交易對手為香港、中國及馬來西亞的主要銀行，並已設定信貸評級，本集團認為該等信用風險較低。鑑於銀行的高信用評級，管理層預計任何交易對手都不會履行其義務。

32.2 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group's credit risk is primarily attributable to trade and other receivables. The Group's exposure to credit risk on pledged deposits, fixed deposits and bank balances and cash are considered to be insignificant because the counterparties are the major banks in the Hong Kong, PRC and Malaysia with established credit ratings, for which the Group considers to have low credit risk. Given the high credit ratings of the banks, management does not expect any counterparties to fail to meet its obligations.

32. 金融風險管理及公允價值量度政策 (續) 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.2 信貸風險 (續)

自二零一八年七月一日起生效

貿易應收款項

本公司已採用簡化方法評估香港財務報告準則第9號所規定的預期信用損失。為計量預期信用損失，貿易應收款項已根據共享信貸風險特徵及過往日期分組。在計算預期信用損失費率時，公司考慮歷史要素和前瞻性要素。由於最近沒有違約記錄並且已收到連續付款，並且在租賃開始之前需要租戶支付租賃押金，因此所有逾期的應收賬款的終身評估預期信用損失率為最低。本公司確定截至二零一九年六月三十日止年度的貿易應收款項的預期信用損失撥備極少，因為客戶的信貸質素並無重大變動。

按攤銷成本計量的其他金融資產及按公允價值計入其他全面收益之債券投資

按攤銷成本計量的其他金融資產包括存款及其他應收款項、按公允價值計入其他全面收益之債券投資及現金及銀行結餘。為盡量降低信用風險，公司管理層將根據歷史結算記錄和過往經驗以及當前外部信息，對可收回性進行定期集體和個人評估。已制定其他監督程序，以確保採取後續行動收回逾期債務。就此而言，存款及其他應收款項的信貸風險，應收關聯方款項被視為低值。

32.2 Credit risk (Continued)

Effective on 1 July 2018

Trade receivables

The Company has applied the simplified approach to assess the ECL as prescribed by HKFRS 9. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the past due days. In calculating the ECL rates, the Company considers historical elements and forward looking elements. Assessed lifetime ECL rate of trade receivables is minimal for all ageing bands as there was no recent history of default and continuous payments were received, and rental deposits are required from tenants prior to the commencement of leases. The Company determined that the ECL allowance in respect of trade receivables for the year ended 30 June 2019 is minimal as there has not been a significant change in credit quality of the customers.

Other financial assets measured at amortised cost and debt investment at FVTOCI

Other financial assets measured at amortised cost include deposits and other receivables, debt investment at FVTOCI and cash and bank balances. In order to minimise the credit risk, the management of the Company would make periodic collective and individual assessment on the recoverability based on historical settlement records and past experience as well as current external information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In these regards, the credit risk of deposits and other receivables, amounts due from related parties are considered to be low.

32. 金融風險管理及公允價值量度政策 (續)

32.2 信貸風險 (續)

自二零一八年七月一日起生效 (續)
按攤銷成本計量的其他金融資產 (續)

本公司董事已評估其他應收款項的預期信用損失在12個月的預期信用損失方法下極低，因為自初始確認以來該等金融資產的信貸風險並無顯著增加，且截至二零一九年六月三十日止年度的違約風險較低。

32.3 流動資金風險

流動性風險乃指本集團未能履行其財務負債的責任的風險。本集團面對流動性風險主要來自有關履行財務責任及有關其現金流量的管理，本集團及本公司定期監察現有或預期之流動資金需要，及檢討每一營運個體之現金流量預算符合借款承諾，以確保本集團及本公司維持足夠現金儲備及主要金融機構及關連公司之承諾信貸，以符合短期及長期的資金需要。

本集團自數年起已跟隨有關流動資金政策，並認為已有效管理流動資金風險。

本集團及本公司於二零一九年及二零一八年六月三十日餘下的已簽約到期之財務負債按未貼現的現金流量 (包括根據合約訂定利率計算利息支出或，若是浮息，則根據報告日的現行利率) 編制之分析如下。當債權人可選擇負債在何時要履行，該負債按本集團及本公司最早需支付日期列賬。當還款是以分期方式進行，每一還款期被分配到本集團及本公司最早需支付之日期。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.2 Credit risk (Continued)

Effective on 1 July 2018 (Continued)

Other financial assets measured at amortised cost (Continued)

The directors of the Company has assessed that the ECL for other receivables are minimal under the 12-months ECL method as there is no significant increase in credit risk on these financial assets since initial recognition and the risk of default is low during the year ended 30 June 2019.

32.3 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of its payables and financing obligations, and also in respect of its cash flow management. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants by reviewing each operating entity's cash flow forecast, to ensure that the Group maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions and related parties to meet its liquidity requirements in the short and longer term.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

Analysed below is the Group's remaining contractual maturities for its financial liabilities as at 30 June 2019 and 2018, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date). When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

32. 金融風險管理及公允價值量度 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.3 流動資金風險 (續)

32.3 Liquidity risk (Continued)

到期分析 – 未貼現現金流出

Maturity Analysis – Undiscounted cash outflows

	賬面值 Carrying amount	多於一年 More than 1 year but less than 2 years			多於兩年 More than 2 years but less than 5 years		未貼現現金 流出總額 Total undiscounted cash outflows
		於一年內或 即時要求 Within 1 year or on demand	但少於兩年 1 year but less than 2 years	但少於五年 2 years but less than 5 years	但少於五年 More than 2 years but less than 5 years	未貼現現金 流出總額 Total undiscounted cash outflows	
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一九年六月三十日							
非衍生金融負債							
其他應付賬款	184,463	188,568	–	–	–	–	188,568
應付非控股股東墊款	239,990	239,990	–	–	–	–	239,990
應付關連公司款項	1,381	1,381	–	–	–	–	1,381
有息借貸	1,173,795	1,173,795	525	11,550	–	–	1,185,870
董事墊款	159,182	168,732	–	–	–	–	168,732
	<u>1,758,811</u>	<u>1,772,466</u>	<u>525</u>	<u>11,550</u>	<u>–</u>	<u>–</u>	<u>1,784,541</u>
於二零一八年六月三十日							
非衍生金融負債							
其他應付賬款	138,505	138,645	–	–	–	–	138,645
應付非控股股東墊款	239,990	239,990	–	–	–	–	239,990
應付關連公司款項	1,452	1,452	–	–	–	–	1,452
有息借貸	1,213,299	1,220,442	525	12,075	–	–	1,233,042
董事墊款	128,782	136,508	–	–	–	–	136,508
	<u>1,722,028</u>	<u>1,737,037</u>	<u>525</u>	<u>12,075</u>	<u>–</u>	<u>–</u>	<u>1,749,637</u>

32. 金融風險管理及公允價值量度政策 (續)

32.3 流動資金風險 (續)

上述計息借款的金額包括來自銀行的有需求條款的定期貸款。根據貸款協議中約定的預定償還期對定期貸款的期限分析總結如下。該金額包括使用合同利率計算的利息支付。考慮到本集團的財務狀況，本公司董事認為銀行不太可能行使其酌處權要求立即償還。本公司董事相信，定期貸款將根據貸款協議所載的時間表還款日期償還。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.3 Liquidity risk (Continued)

The amounts included above for interest-bearing borrowings comprised term loans from banks with a requirement on demand clause. The maturity analysis of the term loans based on agreed scheduled repayments set out in the loan agreements is summarised as follows. The amounts include interest payments computed using contractual rates. Taking into account the Group's financial position, the directors of the Company do not consider that it is probable that the banks will exercise their discretion to demand immediate repayment. The directors of the Company believe that the term loans will be repaid on accordance with the schedules repayment dates set out in the loan agreements.

到期分析－貸款根據預定還款期限按需還款條款

Maturity Analysis – Term loans subject to a repayment on demand clause based on scheduled repayments

賬面值 Carrying amount 千港元 HK\$'000	於一年內或 即時要求 Within 1 year or on demand 千港元 HK\$'000	多於一年 但少於兩年 More than 1 year but less than 2 years 千港元 HK\$'000	多於兩年 但少於五年 More than 2 years but less than 5 years 千港元 HK\$'000	未貼現現金 流出總額 Total undiscounted cash outflows 千港元 HK\$'000
		771	11,815	1,241,224

於二零一九年六月三十日

At 30 June 2019

非衍生金融負債

Non-derivative financial liabilities

有息借貸

Interest-bearing borrowings

1,173,795 1,228,638 771 11,815 1,241,224

如果浮動利率變動與報告年度末確定的實際利率不同，則上述非衍生金融負債浮動利率工具所包含的金額可能會發生變化。

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 effective interest rates determined at the end of the reporting year.

32. 金融風險管理及公允價值量度政策 (續)

32.4 利率風險

利率風險指財務工具之公允價值或現金流量會隨著市場利率改變而浮動之風險。除按揭貸款及銀行結存外，本集團及本公司並無重大有息借貸資產。

本集團之利率風險主要來自從銀行結存及現金及有息借貸，其中包括銀行貸款及董事墊款，此類安排以浮動利率，因此本集團面對現金流量利率風險。根據按揭貸款及有息借貸條款，當香港最優惠利率及香港銀行同業拆息變動，利率會跟隨改變。

本集團並無使用調期利率對沖利率風險。

本集團自數年起已跟隨有關管理外匯風險的政策，並認為已見成效。

於二零一九年六月三十日，預期利率將上調／下調50點子，若其他因素不變，會減少／增加本集團之除稅後盈利及保留溢利約3,037,000港元(二零一八年：約2,539,000港元)。該50點子之上調／下調為管理層對直至下一個報告日利率之轉變之評估。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.4 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Except for bank balances, the Group has no significant interest-bearing assets.

The Group's interest rate risk arises primarily from bank balances and cash and interest-bearing borrowings which includes bank loans and advances from a director. These arrangements issued at variable rates expose the Group to cash flow interest rate risk. In accordance with the terms of the interest-bearing borrowings, the interest rate will be adjusted should the Hong Kong dollar prime rate and Hong Kong Interbank Offer Rate be changed.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

The policies to manage interest rate risk have been followed by the Group since prior year are considered to be effective.

At 30 June 2019, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's profit after income tax and retained profits by approximately HK\$3,037,000 (2018: approximately HK\$2,539,000). The 50 basis point increase/decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date.

32. 金融風險管理及公允價值量度政策 (續)

32.5 外匯風險

外匯風險指金融資產之公允值或未來現金流會因為匯率波動而受到影響。本集團主要於香港、馬來西亞及中國經營，大部份交易分別以港幣、馬來西亞令吉及人民幣結算。以外幣結算的金融資產及負債，均以港幣的結算日之收市匯率換算，詳情如下：

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.5 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates mainly in Hong Kong, Malaysia and the PRC with most of the transactions denominated in Hong Kong dollars (“HK\$”), Malaysian Ringgit (“RM”) or Renminbi (“RMB”). Foreign currency denominated financial assets and liabilities, translated into HK\$ at closing rates, are as follows:

		人民幣 RMB 千港元 HK\$'000	馬來西亞令吉 RM 千港元 HK\$'000	美元 US\$ 千港元 HK\$'000
於二零一九年六月三十日	At 30 June 2019			
貿易及其他應收賬款	Trade and other receivables	23	21	–
銀行存款及現金	Bank balances and cash	534,688	1,018	5,436
按公允值計入其他全面收益之金融資產	Financial assets at FVTOCI	–	–	173,548
按公允值計入損益之金融資產	Financial assets at FVTPL	242,279	–	–
其他應付賬款	Other payables	(16,788)	(1,250)	–
總承受風險淨值	Overall net exposure	<u>760,202</u>	<u>(211)</u>	<u>178,984</u>
於二零一八年六月三十日	At 30 June 2018			
貿易及其他應收賬款	Trade and other receivables	18,435	–	–
銀行存款及現金	Bank balances and cash	642,953	4,849	2,960
持有直至到期投資	Held-to-maturity investments	–	–	2,408
可供出售金融資產	Available-for-sale financial assets	–	–	165,721
其他應付賬款	Other payables	(68,678)	(936)	–
總承受風險淨值	Overall net exposure	<u>592,710</u>	<u>3,913</u>	<u>171,089</u>

32. 金融風險管理及公允價值量度政策 (續)

32.5 外匯風險 (續)

由於美元兌港元之間的匯率受聯繫匯率規管而窄幅上落，所以本集團於美元並儀無重大匯兌風險。本集團的主要匯兌風險來自於人民幣及馬來西亞令吉。

下表顯示本集團如以下外幣升值後對稅後盈利、保留溢利及其他部份之合併權益的敏感度影響。

人民幣	RMB
馬來西亞令吉	RM

如以下外幣以相同百份比貶值，該等功能貨幣對稅後盈利、保留溢利及其他部份之合併權益的以相同金額但相反方向呈現。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.5 Foreign currency risk (Continued)

The Group did not have significant foreign currency risk between US\$ and HK\$ are controlled within a tight range. The Group is mainly exposed to the effects of fluctuation in RMB and RM.

The following table illustrates the sensitivity of the Group's profit after income tax for the year, retained earnings and other components of consolidated equity in regard to an appreciation in the Group entities' functional currencies against respective currencies.

利息		稅後盈利及保留溢利 上升/(下降)	
		Increase/(Decrease) in profit after tax and retained earnings	
二零一九年 2019	二零一八年 2018	二零一九年 2019	二零一八年 2018
		千港元 HK\$'000	千港元 HK\$'000
5%	5%	31,738	24,746
5%	5%	(9)	163

The same % depreciation in the Group entities' functional currencies against the respective foreign currencies would have the same magnitude on the Group's profit after income tax for the year, retained earnings and other components of consolidated equity but of opposite effect.

32. 金融風險管理及公允價值量度政策 (續)

32.6 其他價格風險

其他價格風險指財務工具之公允價值或未來現金流量會隨著市場價格(利率變動及外匯變動除外)改變而浮動的風險。本集團主要面對上市股本證券的市場價格變動，該等上市股本的投資分類為按公允價值計入損益之金融資產及債務證券分類為按公允價值計入其他全面收益之金融資產(二零一八年：持有直至到期的債務證券及可供出售的金融資產)。管理層會監控價格的變動，有需要時作出適當的行動。

本集團自數年起已跟隨有關管理其他價格風險的政策，並認為已見成效。

商業投資假設性的10%(二零一八年：10%)價格變動對本集團本年之業績影響如下：

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.6 Other price risk

Other price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is mainly exposed to change in market prices of listed equity securities in respect of its investments in listed equity classified as financial assets at FVTPL and debt securities classified as financial assets at FVTOCI (2018: held-to-maturity debt securities and available-for-sale financial assets). The management will monitor the price movements and take appropriate actions when it is required.

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

A hypothetical 10% (2018: 10%) change in prices of trading investments would result in an effect to the Group's result for the year as follows:

32. 金融風險管理及公允價值量度 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.6 其他價格風險(續)

32.6 Other price risk (Continued)

		二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
按公允價值計入 損益之金融資產 (二零一八年： 投資持有作買賣 價格上升對本年 盈利增加)	Increase in profit for the year as a result of increase in price financial assets at FVTPL (2018: of investments held for trading)	794	713
按公允價值計入 損益之金融資產 (二零一八年： 投資持有作買賣) 價格下跌對本年 盈利減少	Decrease in profit for the year as a result decrease in price financial assets at FVTPL (2018: of investments held for trading)	(794)	(713)
按公允價值計入其他 全面收益之金融 資產(二零一八年： 可供出售金融資產) 價格上升對本年 其他全面收益增加	Increase in other comprehensive income for the year as a result of increase in price of financial assets at FVTPL (2018: available- for-sale financial assets)	17,355	16,572
按公允價值計入其他 全面收益之金融 資產(二零一八年： 可供出售金融資產) 價格上跌對本年 其他全面收益減少	Decrease in other comprehensive income for the year as a result decrease in price financial assets at FVTPL (2018: of available-for- sale financial assets)	(17,355)	(16,572)

32. 金融風險管理及公允價值量度政策 (續)

32.7 於綜合財務狀況表中確認之公平值計量

下表列示本集團金融工具於報告期間結束時按經常性基礎計量之公允價值，並根據香港財務報告準則第13號公允價值計量所界定之三層公允價值級別劃分。公允價值參考所採用估值技巧之輸入數據是否可觀察及其重要性而作出以下分類：

- 第一級估值：以第一級輸入值計量之公允價值，即以相同資產或負債於計量日在活躍市場中的未調整報價計量
- 第二級估值：以第二級輸入值計量之公允價值，即其輸入值之可觀察性雖然未符合第一級輸入值，但其重要輸入值並非採用不可觀察之數據。不可觀察之輸入值為並無市場數據可作參考之輸入值
- 第三級估值：使用不可觀察數據作重要輸入值以計量之公允價值

金融資產或負債整體應分類之公允價值架構內之層次，應基於對公允價值計量具有重大意義之最低級資料輸入值。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.7 Fair value measurements recognised in the consolidated statement of financial position

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2, inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

32. 金融風險管理及公允價值量度政策 (續) 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.7 於綜合財務狀況表中確認之公平值計量 (續)

於財務狀況報表中按公允值計量之金融資產及負債於公允值架構分組如下：

32.7 Fair value measurements recognised in the consolidated statement of financial position (Continued)

The financial assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

於二零一九年六月三十日 At 30 June 2019

		附註 Note	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	總計 Total 千港元 HK\$'000
資產	Assets				
按公允價值計入損益之 金融資產：	Financial assets at FVTPL:				
找有作買賣上市股本 證券	Listed equity securities held for trading	(a)	7,938	–	7,938
短期投資	Short-term investment	(c)	–	242,279	242,279
按公允價值計入其他 全面收益之金融資產：	Financial assets at FVTOCI:				
永久票據，在香港上市	Perpetual notes, listed in Hong Kong	(b)	–	130,069	130,069
永久票據，在香港境外 上市	Perpetual notes, listed outside Hong Kong	(b)	–	3,064	3,064
債券，在香港上市	Debentures, listed in Hong Kong	(b)	–	9,150	9,150
債券，在香港境外上市	Debentures, listed outside Hong Kong	(b)	–	31,265	31,265
			<u>7,938</u>	<u>415,827</u>	<u>423,765</u>

32. 金融風險管理及公允價值量度政策 (續)

32.7 於綜合財務狀況表中確認之公平值計量 (續)

於二零一八年六月三十日 At 30 June 2018

資產	Assets		第一層 Level 1	第二層 Level 2	總計 Total
持有作買賣的上市證券	Listed equity securities held for trading	(a)	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
可供出售的金融資產	Available-for-sale financial assets				
上市永久票據	Listed perpetual notes	(b)	–	128,933	128,933
上市債券	Listed debentures	(b)	–	36,788	36,788
			<u>7,128</u>	<u>165,721</u>	<u>172,849</u>

於報告期間並無第一層、第二層及第三層互相轉移。

與過去報告期間比較，量度公允價值使用的重估方法及技術沒有改變。

附註：

(a) 上市證券

上市證券以港元為主，公允價值的釐訂已參考於報告日的上市牌價。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.7 Fair value measurements recognised in the consolidated statement of financial position (Continued)

	第一層 Level 1	第二層 Level 2	總計 Total
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
持有作買賣的上市證券	7,128	–	7,128
可供出售的金融資產			
上市永久票據	–	128,933	128,933
上市債券	–	36,788	36,788
	<u>7,128</u>	<u>165,721</u>	<u>172,849</u>

There have been no transfers between levels 1, 2 and 3 in the reporting period.

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods.

Note:

(a) Listed equity securities held for trading

The listed equity securities are denominated in Hong Kong dollars. Fair values have been determined by reference to their quoted bid prices at the reporting date.

32. 金融風險管理及公允價值量度政策 (續)

32.7 於綜合財務狀況表中確認之公平值計量 (續)

附註：(續)

(b) 上市債券

上市債券以美元計值。公允價值乃參考其於報告日期的報價而釐定。

(c) 短期投資

公允價值乃參考其於報告日期結構性存款的相關基礎資產表現而釐定。

32.8 除公允價值計量的金融資產和金融負債的公允價值

本集團以攤餘成本計量的金融工具賬面價值與其截至二零一九年六月三十日的公允價值無顯著差異。

33. 資本管理

本集團管理其資金以確保本集團能以持續經營方式為股東及其他權益持有人的利益及維持最適當的資本結構以減低資本成本。

為維持或調整資本結構，本集團可能調整派予股東之股息、發行新股或出售資產以減低債務。

32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

32.7 Fair value measurements recognised in the consolidated statement of financial position (Continued)

Note: (Continued)

(b) Listed debt securities

The listed debt securities are denominated in United States dollars. Fair values have been determined by reference to their quoted bid prices at the reporting date.

(c) Short-term investment

Fair values have been determined by reference to the performance of the underlying assets of the structured deposit at the reporting date.

32.8 Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair value as at 30 June 2019.

33. CAPITAL MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

33. 資本管理 (續)

本集團監控其資產負債比率，此比率以負債淨額除以總資本，因此，本集團詮釋負債淨額為借貸總額(包括在綜合資產負債表中的流動及非流動有息借貸、董事及有關連公司墊款)減去銀行存款及現金。總資本為在綜合財務狀況表中呈報的權益總額。

年內，本集團之策略，由二零零九年起沿用至今，要維持資產負債比率不超過50%，二零一九年及二零一八年六月三十日之資產負債比率如下：

33. CAPITAL MANAGEMENT (Continued)

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debts divided by total capital. For this purpose, the Group defines net debt as total borrowings (including current and non-current interest-bearing borrowings and advances from a director as shown in the consolidated statement of financial position) less bank balances and cash. Total capital is equity as shown in the consolidated statement of financial position.

During the year, the Group's strategy, which was unchanged since 2009, was to maintain a gearing ratio of not more than 50%. The gearing ratio at 30 June 2019 and 2018 were as follows:

		二零一九年 千港元 2019 HK\$'000	二零一八年 千港元 2018 HK\$'000
有息借貸	Interest-bearing borrowings	1,173,795	1,213,299
董事墊款	Advances from a director	159,182	128,782
借款總額	Total borrowings	1,332,977	1,342,081
減：銀行存款及現金	Less: bank balances and cash	(595,454)	(724,022)
負債淨額	Net debt	737,523	618,059
總資本(附註)	Total capital (Note)	6,638,727	6,380,201
資產負債比率	Gearing ratio	11.10%	9.69%

附註：總資本包括所有資本及本公司持有人應佔儲備。

Note: Total capital includes all capital and reserves attributable to owners of the Company.

34. 承擔

(a) 資本承擔

於報告日關於發展中物業之資本承擔尚欠下列各項並未在財務報表中撥備：

已批准但未簽約

Contracted but not provided for

(b) 營運租賃－為租賃人

於報告日，本集團根據其物業在不能撤消之租約下，未來收取之最低租金應收款總額如下

一年內

第二至第五年內

(包括首尾兩年)

Within one year

In the second to fifth years

inclusive

34. COMMITMENTS

(a) Capital commitments

Capital commitments in respect of properties under development outstanding at the reporting date not provided for in the consolidated financial statements are as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
<u>325,420</u>	<u>377,793</u>

(b) Operating lease commitments – as lessor

At the reporting date, the Group had future aggregate minimum lease rental receipts under non-cancellable operating leases in respect of the Group's properties as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
27,452	24,761
<u>10,810</u>	<u>8,348</u>
<u>38,262</u>	<u>33,109</u>

34. 承擔 (續)

(b) 營運租賃 – 為租賃人 (續)

本集團根據經營租賃安排租賃其投資物業(附註14)，初步期間為一至五年，並可選擇於到期日或本集團與各租戶雙方協定的日期續訂租賃條款。租約條款一般也要求租戶支付保證金。租賃均不包括或有租金。

(c) 營運租賃 – 為承租人

於報告日，本集團根據土地及樓宇之不能撤消之租約下，未來支付之最低租金付款總額如下：

一年內	Within one year
第二至第五年	In the second to fifth years inclusive

本集團根據經營租賃租賃物業。該等租約初步為期三年，並可選擇續訂租約，並於到期日或本集團與各業主共同協定的日期重新協商有關條款。租賃均不包括或有租金。

34. COMMITMENTS (Continued)

(b) Operating lease commitments – as lessor (Continued)

The Group leases its investment properties (Note 14) under operating lease arrangements which run for initial periods of one to five years, with an option to renew the lease terms at the expiry date or at dates as mutually agreed between the Group and the respective tenants. The terms of the lease generally also require the tenants to pay security deposits. None of the leases include contingent rentals.

(c) Operating lease commitments – as lessee

At the reporting date, the total future aggregate minimum lease payments payable by the Group under non-cancellable operating leases in respect of buildings are as follows:

二零一九年 2019 千港元 HK\$'000	二零一八年 2018 千港元 HK\$'000
2,849	2,993
<u>3,723</u>	<u>6,410</u>
<u><u>6,572</u></u>	<u><u>9,403</u></u>

The Group leases properties under operating leases. The leases run for an initial period of 3 years, with an option to renew the lease and renegotiate the terms at the expiry date or at dates as mutually agreed between the Group and respective landlords. None of the leases include contingent rentals.

35. 財務擔保合約

本公司已就授予若干附屬公司的銀行融資向銀行簽立公司擔保，金額為2,354,000,000（二零一八年：3,196,124,000港元），其中二零一九年六月三十日使用港幣1,144,500,000（二零一八年：1,184,500,000港元）。於報告日期，由於董事認為附屬公司償還貸款不大可能違約，故並無就本公司擔保合約項下的責任作出撥備。這些擔保的公允價值並不重要。

36. 資產抵押

於報告日，本集團以下列作抵押之總銀行借貸為1,144,500,000港元（二零一八年：1,184,500,000港元）：

- (i) 本集團的若干投資物業、待出售物業及土地及樓宇，其賬面值分別為2,205,600,000港元（二零一八年：2,076,830,000港元）（附註14）、1,539,000港元（二零一八年：0港元）（附註19）及36,400,000港元（二零一八年：34,170,000港元）（附註15）已抵押予銀行；
- (ii) 若干附屬公司所有資產及承諾作流動抵押；

35. FINANCIAL GUARANTEE CONTRACTS OF THE COMPANY

The Company has executed corporate guarantees to banks in respect of banking facilities granted to certain subsidiaries to the extent of HK\$2,354,000,000 (2018: HK\$3,196,124,000) of which HK\$1,144,500,000 (2018: HK\$1,184,500,000) was utilised as at 30 June 2019. At the reporting date, no provision for the Company's obligation under the guarantee contracts have been made as the directors considered that it was not probable that the repayment of the loans by the subsidiaries would be in default. The fair value of these guarantees was immaterial.

36. PLEDGE OF ASSETS

At the reporting date, the Group's total bank borrowings of HK\$1,144,500,000 (2018: HK\$1,184,500,000) were secured by the following:

- (i) legal charges on certain of the Group's investment properties, properties held for sales and land and building with carrying values of approximately HK\$2,205,600,000 (2018: HK\$2,076,830,000) (Note 14), HK\$1,539,000 (2018: HK\$ Nil) (Note 19) and HK\$36,400,000 (2018: HK\$34,170,000) (Note 15) respectively;
- (ii) floating charge over all the assets and undertakings of certain subsidiaries;

36. 資產抵押 (續)

- (iii) 銀行結存賬面值3,788,000港元(二零一八年: 9,997,000港元)已作抵押(附註22);
- (iv) 若干附屬公司之股份已抵押予銀行(附註18);
- (v) 若干物業的出售收益、保險收益、租金收入及因租出而帶來的按金; 及
- (vi) 按公允價值計入其他全面收益之金融資產約173,548,000港元(二零一八年: 持有直至到期投資約2,408,000港元及可供出售金融資產約165,721,000港元)(附註17)。

36. PLEDGE OF ASSETS (Continued)

- (iii) charge over certain bank account balances with carrying values of approximately HK\$3,788,000 (2018: HK\$9,997,000) (Note 22);
- (iv) mortgages over the shares of certain subsidiaries (Note 18);
- (v) assignments of sale proceeds, insurance proceeds, rental income and deposits arising from the tenancy agreements of certain properties; and
- (vi) financial assets at FVTOCI of approximately HK\$173,548,000 (2018: held-to-maturity investments of approximately HK\$2,408,000 and available-for-sale financial assets of approximately HK\$165,721,000) (Note 17).

已落成物業

於二零一九年六月三十日

COMPLETED PROPERTIES

As at 30 June 2019

物業	地段	地契年期	類別	已批准	可售	車位	所佔權益 百分率
				總樓面面積	總樓面面積		
Property	Lot no.	Government lease term (年) (years)	Type	Total approved gross floor area (平方呎) (s.f)	Total marketable gross floor area (平方呎) (s.f)	Car parking spaces	% owned
				香港新界大嶼山梅窩 卓濤軒(部份)	4約716地段		
Scenic Crest Mui Wo Lantau Island New Territories Hong Kong (Portion)	716 in D D. 4	55 from 1992	Commercial/ Residential	3,892	3,903	-	100
香港香港仔石排灣道80號 南景花園(部份)	地段184, 185, 186, 187, 188, 189, 190及191號	由1888年起計999年	商業/住宅	-	-	12	100
South View Garden 80 Shek Pai Wan Road, Aberdeen, Hong Kong (Portion)	A.I.L. 184, 185, 186, 187, 188, 189, 190 & 191	999 from 1888	Commercial/ Residential	-	-	12	100
香港域多利道200號 趙苑(部份)	內地段8338號B段 及延展部份	由1922年起計 75年續75年	住宅	-	-	1	100
Villa Cecil 200 Victoria Road, Hong Kong (Portion)	Sec. B of I.L. 8338 & Ext.	75 + 75 from 1922	Residential	-	-	1	100
香港山頂施勳道30號 卓能山莊(部份)	市郊建築物地段1067號	由1992年起計55年	住宅	6,683	12,500	4	100
Cheuk Nang Lookout, 30 Severn Road, The Peak, Hong Kong (Portion)	R.B.L. 1067	55 from 1992	Residential	6,683	12,500	4	100

主要物業表 Schedule of Major Properties

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

已落成物業(續)

於二零一九年六月三十日

COMPLETED PROPERTIES (Continued)

As at 30 June 2019

物業	地段	地契年期	類別	已批准	可售	車位	所佔權益 百分率
				總樓面面積	總樓面面積		
Property	Lot no.	Government lease term (年) (years)	Type	Total approved gross floor area (平方呎) (s.f.)	Total marketable gross floor area (平方呎) (s.f.)	Car parking spaces	% owned
				香港域多利道192號 趙苑二期 第一、二及三座(部份)	內地段2441		
Villa 1, Villa 2 and Villa 3, Villa Cecil, Phase II, 192 Victoria Road, Hong Kong (Portion)	I.L. 2441	75 + 75 from 1923	Residential	35,382	47,689	20	100
香港域多利道216號 趙苑三期第一座及第二座	市效建築物地段215號 及延展部份	由1922年起計 75年續75年	住宅	73,292	97,000	21	100
Tower 1 and 2, Villa Cecil, Phase III, 216 Victoria Road, Hong Kong	R.B.L. 215 & Ext from	75 + 75 from 1922	Residential	73,292	97,000	21	100
園景大廈 馬來西亞吉隆坡市 霹靂路50250郵區(部份)	第1359號地段 (前稱PT77地段), 第57段	永久業權	住宅	27,236	-	8	100
Parkview Lorong Perak 50250 Kuala Lumpur Malaysia (Portion)	Section 57, Lot 1359 (formerly Lot PT77), Section 57	Freehold	Residential	27,236	-	8	100
卓能雅苑 深圳龍崗龍華鎮(部份)	宗地號A819-0128	由2004年起70年	商業/住宅	1,227,097	-	1,054	100
Cheuk Nang Garden Longhwa, Longgang, Shenzhen (Portion)	Lot No A819-0128	70 from 2004	Commercial/ Residential	1,227,097	-	1,054	100

主要物業表 Schedule of Major Properties

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

發展中物業

於二零一九年六月三十日

PROPERTIES UNDER DEVELOPMENT

As at 30 June 2019

於二零一七年
六月三十日
施工情況

物業	地段	地契年期	地段用途*	地盤總面積	已批准 總樓面面積	可售 總樓面面積	車位	所佔權益 百分率	預計工程 完成日期	於二零一七年 六月三十日 施工情況
Property	Lot no.	Government lease term (年) (years)	Type*	Site area (平方呎) (s.f.)	Total approved gross floor area (平方呎) (s.f.)	Total marketable gross floor area (平方呎) (s.f.)	Car parking spaces	% owned	Stage of completion date	Development as at 30/6/2017
壹號九龍山頂 香港荃灣汀九 寶豐台8號	荃灣市鎮地段352號	由1991年起計 56年	住宅	39,999	83,996	113,388	70	100	2019	第一期已售出13個 單位第二期上蓋 工程已完成正等待發出 入伙紙
One Kowloon Peak 8 Po Fung Terrace, Ting Kau, Tsuen Wan	Tsuen Wan Town Lot 352	56 from 1991	Residential	39,999	83,996	113,388	70	100	2019	A total of 13 units of Phase 1 were sold The superstructure work of Phase 2 has been completed pending for issuance of Occupation Permit
Cecil Central Residence 馬來西亞 吉隆坡市霹靂路 50250郵區	第11385及11386號 地段第57段	永久業權	商業/住宅	88,638	第二期 1,708,648	-	887	100	有待決定	新圖則已獲政府批准
Cecil Central Residence Lorong Perak 50250, Kuala Lumpur Malaysia	Section 57, Lot 11385 and 11386	Freehold	Commercial/ Residential	88,638	Phase 2 1,708,648	-	887	100	Not yet determined	New plans are approved by the government authorities
澳門路環石排灣 Estrada de Seac Pai Van	21202號地段 Lot No 21202	由2011年起計10年	商業/住宅	97,597	1,676,000	-	1,031	71.69	有待決定	新土地合約的申請已遞交
		10 from 2011	Commercial/ Residential	97,597	1,676,000	-	1,031	71.69	Not yet determined	Application for new land lease has been submitted.

主要物業表

Schedule of Major Properties

截至二零一九年六月三十日止年度 FOR THE YEAR ENDED 30 JUNE 2019

發展中物業(續)

於二零一九年六月三十日

PROPERTIES UNDER DEVELOPMENT (Continued)

As at 30 June 2019

於二零一七年
六月三十日
施工情況

物業	地段	地契年期	地段用途*	地盤總面積	已批准 總樓面面積	可售 總樓面面積	車位	所佔權益 百分率	預計工程 完成日期	
Property	Lot no.	Government lease term (年) (years)	Type*	Site area (平方呎) (s.f.)	Total approved gross floor area (平方呎) (s.f.)	Total marketable gross floor area (平方呎) (s.f.)	Car parking spaces	% owned	Stage of completion date	Development as at 30/6/2017
新薺苑 香港長洲水坑	長洲丈量約份地段 第1848號地段	由2007年起計50年	住宅	111,751	40,883	58,000	-	100	2019	第一期入伙紙已批出， 第二期上蓋工程 已完成等待消防署檢驗
New Villa Cecil Shui Hang, Cheung Chau, Hong Kong	Lot No. 1848 D.D. Cheung Chau	50 from 2007	Residential	111,751	40,883	58,000	-	100	2019	The Occupation Permit of Phase I was issued. The superstructure of Phase II has been completed pending for inspection by Fire Services Department
卓能•河畔軒 杭州餘杭區	崇賢鎮崇杭街 北側沿山港西側	住宅：由2009年 12月25日起計70年 商業：由2009年 12月25日起計40年	住宅/商業	350,847	1,096,561	-	778	100	2019	工程已完成， 政府有關部門驗收 正在進行中
Cheuk Nang • Riverside Yu Hang District Hangzhou	Chong Xian Zhen North of Chong Hang Jie West of Yan Shan Gang	Residential : 70 years from 25/12/2009 Commercial : 40 years from 25/12/2009	Residential/ Commercial	350,847	1,096,561	-	778	100	2019	The construction is completed. Inspection by the Government authorities is in progress



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