

Soundwill
金·朝·陽·中·心
Plaza

Knutsford
Terrace

10

M
MIDTOWN
Soundwill Plaza II

PARK HAVEN



金朝陽集團有限公司*
SOUNDWILL HOLDINGS LIMITED

於百慕達註冊成立之有限公司 Incorporated in Bermuda with limited liability
股份代號 Stock Code : 0878

*僅供識別 / for identification only



Knutsford
Terrace



Soundwill
金·朝·陽·中·心
Plaza



M
MIDTOWN
Soundwill Plaza II





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CORPORATE INFORMATION

(As of 21 March 2020)

Directors

EXECUTIVE DIRECTORS:

FOO Kam Chu Grace (*Chairman*)
CHAN Wai Ling
TSE Wai Hang (appointed with effect from
1 September 2019)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

CHAN Kai Nang
PAO Ping Wing
NG Chi Keung

Company Secretary

TSE Wai Hang (appointed with effect from
25 January 2019)
TANG So Him (resigned with effect from 25 January 2019)

External Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants

Internal Auditor

Crowe (HK) Risk Advisory Limited

Legal Advisors

Lo, Wong & Tsui
Conyers Dill & Pearman

Head Office and Principal Place of Business in Hong Kong

21/F, Soundwill Plaza
No. 38 Russell Street
Causeway Bay, Hong Kong

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Principal Banks

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
DBS Bank (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM 12 Bermuda

Branch Share Registrar and Transfer Office in Hong Kong

Tricor Standard Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Share Information

PLACE OF LISTING

The Main Board of The Stock Exchange of
Hong Kong Limited

STOCK CODE

878

BOARD LOT

500 shares

Website

www.soundwill.com.hk

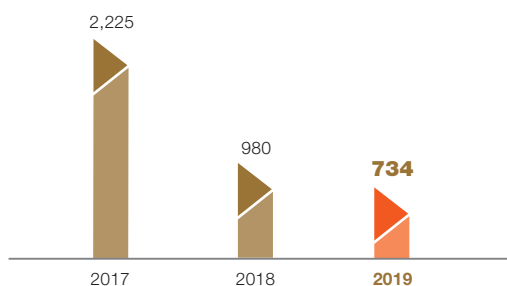
Investor Relations

E-mail: sw.ir@soundwill.com.hk

FINANCIAL HIGHLIGHTS

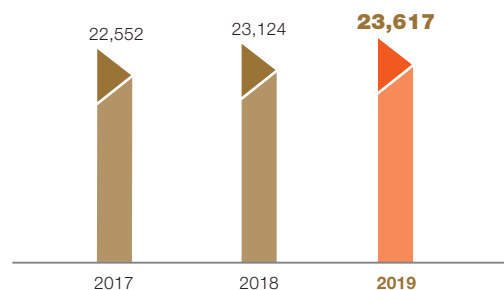
Group's Revenue

HK\$ million



Group's Total Asset

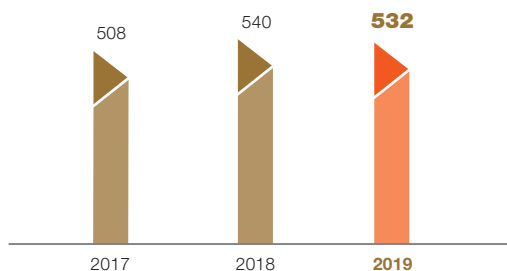
HK\$ million



Group's Revenue by Segments

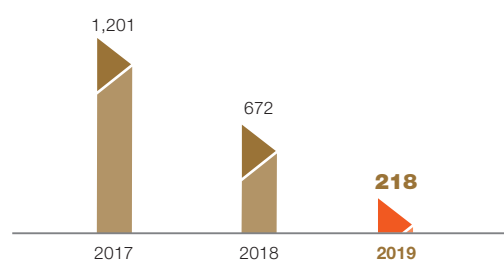
HK\$ million

Property Leasing



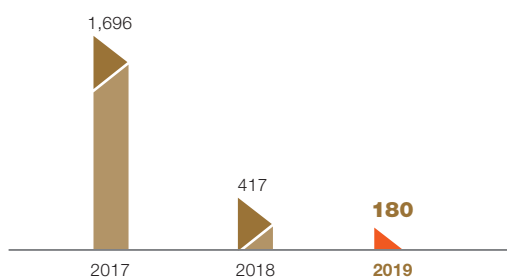
Profit Attributable to Owners of the Company

HK\$ million

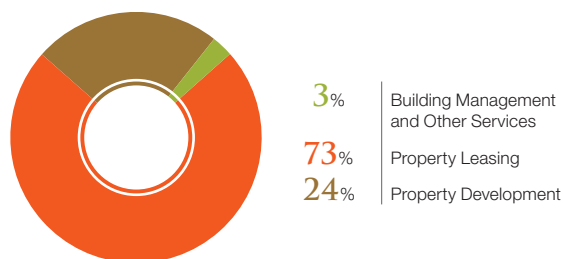


HK\$ million

Property Development

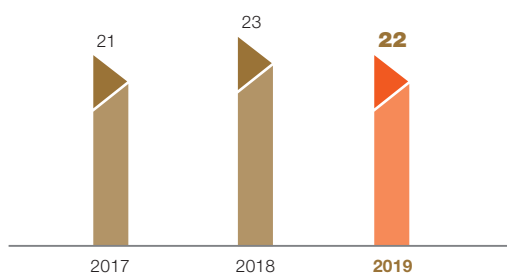


Group's Revenue Mix in Year 2019



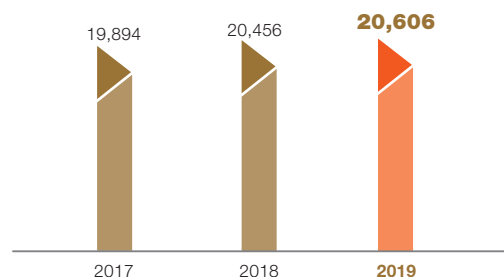
HK\$ million

Building Management and Other Services



Group's Net Asset Value

HK\$ million



CHAIRMAN'S STATEMENT



Dear Shareholders,

The Group has long adhered to the philosophy of “operating with heart and focusing on the customer”. By leveraging our strong brand reputation and established professional teams, the Group maintained stable operating performance and provided customers with high-quality products and services.

Over the past year, local enterprises have had to operate within a dramatically deteriorating business environment, owing to complicated and ever-changing global economic conditions alongside the impact of rapid economic upheaval, political instability and continuous asset price adjustments in Hong Kong. As a result, the Group's overall operating performance for the period was adversely affected. However, we are confident that we will be able to cope with the difficulties and challenges we face and attain stable investment returns.

CHAIRMAN'S STATEMENT

Expansion Opportunities

During 2019, domestic and international tensions continued to ramp up and gradually spilled over into the local economy, with the tourism and retail sectors bearing the brunt of the negative impact. Inevitably, this put pressure on the Group's overall operations. The performance of our property investment and leasing business segments was adversely affected accordingly, with moderate decreases already recorded in rental income from flagship properties such as *Soundwill Plaza* and *Soundwill Plaza II – Midtown*, among others. Nevertheless, thanks to our solid foundation, the impact on the Group's overall operations during the period remained modest, with our investment property portfolio activities and the development of our urban renewal projects progressing as scheduled throughout the period.

The Group will continue to closely monitor market developments and look for expansion opportunities. We will constantly review our business arrangements with a view to consolidating our existing operations and striving for innovation through the enhanced application of digital marketing technologies, so as to achieve diversified development. We will also continue to optimise our asset portfolio in order to improve efficiency.

Corporate Social Responsibility

Over the years, the Group has participated enthusiastically in various charitable activities that care for society, while at the same time embedding sustainable development and environmental protection into our corporate culture to fulfill our corporate social responsibilities.

Last year, the Group was honoured by a number of institutions for our social and community contributions. We received the "Caring Company" award from The Hong Kong Council of Social Service for the eighth consecutive year, as well as such commendations as "Heart To Heart Company", "Corporate Citizenship", "Partner Employer" and "Construction Industry Caring Organisation". These are all testament to the Group's active promotion of the charitable spirit. Looking ahead, the Group will continue to improve the effectiveness of our sustainable development and actively contribute to society by devoting our resources to making Hong Kong an even better place to live and work.

Prospects

2020 will be a challenging year. The likely continued spread of the novel coronavirus epidemic, coupled with fast-changing local and international conditions and concerns over slowing global economic growth, will make Hong Kong's situation more complicated and severe. We expect that the local economy and property leasing market will be unavoidably affected.

Despite increased market uncertainty, however, the Group will remain committed to our core values. Taking a long-term view, we will closely monitor market conditions so as to flexibly deploy our resources in response to changes. The Group is confident that we will be able to cope with the various challenges we face, and turn crisis into opportunity.

Last but not least, I would like to take this opportunity to express my sincere gratitude to all shareholders, the Board and our business partners. The solid foundation that the Group has established over the past year is a credit to the hard work of our staff, and I would like to thank them all for their dedication. In the year ahead, our management team and staff members will work closely to tackle emerging challenges and explore further development opportunities, with the goal of creating value for our shareholders and society.

FOO Kam Chu Grace

Chairman

Hong Kong, 27 March 2020

DIRECTORS' PROFILE

FOO KAM CHU GRACE

Aged 76, is the founder of the Group, Chairman and executive director of the Company and a director of certain subsidiaries of the Group. Madam Foo has extensive experience in the property market. She has been engaged in the property business in Hong Kong since early 1970s, particularly specialised in the acquisition of old buildings for redevelopment into commercial or residential buildings. Madam Foo is the mother of Ms. Chan Wai Ling, executive director of the Company. Madam Foo is currently responsible for the overall steering of the Group's management, the Group's overall corporate development direction and provides strategic advice and planning to the Group.

CHAN WAI LING

Aged 49, is an executive director of the Company and a director of certain subsidiaries of the Group. She is in charge of the Hong Kong property department and is responsible for the property development and leasing of Hong Kong properties of the Group. She graduated from the University of Toronto, Canada with a bachelor degree in commerce and also obtained a Master of Business Administration Degree from University of Strathclyde, United Kingdom. Before joining the Group in September 1998, she had worked in an international property consultant firm and had operated her own property investment business. She is the daughter of Madam Foo, Chairman and executive director of the Company.

TSE WAI HANG

Aged 54, was appointed as an executive director and company secretary of the Company on 1 September 2019 and 25 January 2019 respectively. He is the head of Legal Department of the Company and in charge of the legal and company secretarial department of the Group. He holds directorship in certain subsidiaries of the Group. Mr. Tse graduated from the University of Hong Kong with a bachelor's degree in laws. He is a qualified solicitor in Hong Kong. He has over 20 years working experience in the legal field.

DIRECTORS' PROFILE

CHAN KAI NANG

Aged 74, was appointed as an independent non-executive director of the Company on 11 March 2009, received a Postgraduate Diploma in Management Studies from The University of Hong Kong and Bachelor of Laws from the University of London. Mr. Chan is an associate member of The Chartered Institute of Management Accountants in the United Kingdom and The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants in the United Kingdom. He is also a Chartered Global Management Accountant. Mr. Chan worked for more than 40 years as senior executive in major multinational and local corporations.

Mr. Chan was the executive director of Galaxy Entertainment Group Limited (formerly known as K. Wah Construction Materials Limited ("K. Wah Construction")) (0027.HK) from January 2003 to May 2008 and managing director of K. Wah Construction from April 2003 to May 2008. He served as an adviser of K. Wah Construction from May 2008 until his retirement in June 2014. The shares of the above-named company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Chan served as independent non-executive director of Prosperity International Holdings (H.K.) Limited (0803.HK) between 17 August 2010 to 26 September 2019 and FDB Holdings Limited (now known as Dafy Holdings Limited) (1826.HK) from 16 September 2015 to 12 January 2018. The shares of both companies are listed on the Main Board of the Stock Exchange. He formerly was an independent non-executive director of Asian Capital Holdings Limited (now known as ZZ Capital International

Limited) (8295.HK) and Steed Oriental (Holdings) Company Limited (8277.HK), the shares of both companies are listed on the GEM of the Stock Exchange. Mr. Chan retired as an independent non-executive director of PanAsialum Holdings Company Limited (2078.HK) on 24 January 2018, and re-appointed from 1 January 2020 as independent non-executive director, the shares of this company are listed on the Main Board of the Stock Exchange.

PAO PING WING

Aged 72, was appointed as an independent non-executive director of the Company on 6 November 2009, received a Master of Science degree in Human Settlements Planning and Development from the Asian Institute of Technology in Bangkok, Thailand. Mr. Pao was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. He was also an ex-Urban Councillor. In the past years, he has been actively serving on government policy committees and statutory bodies, especially those of town planning, urban renewal, public housing, culture and arts and environment matters. Mr. Pao is an Honorary Fellow of The Hong Kong Institute of Housing. He is also an independent non-executive director of several other companies listed on the Main Board of the Stock Exchange including Oriental Press Group Limited (0018.HK), Capital Environment Holdings Limited (3989.HK), Zhuzhou CRRC Times Electric Co., Ltd. (formerly known as Zhuzhou CSR Times Electric Co., Ltd.) (3898.HK), Maoye International Holdings Limited (0848.HK) and Sing Lee Software (Group) Limited (8076.HK), a company listed on the GEM of the Stock Exchange. He formerly was

also an independent non-executive director of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited) (8326.HK), which shares are listed on the GEM of the Stock Exchange.

NG CHI KEUNG

Aged 71, was appointed as an Independent Non-Executive Director of the Company on 18 March 2011. Mr. Ng holds a Master Degree in Business Administration. Mr. Ng is an associate member of the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants and a fellow member of the Institute of Chartered Accountants in England and Wales. He has over 30 years of financial management experience with renowned multinational corporations. Mr. Ng was the executive director of Fairwood Holdings Limited (0052.HK) which shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited for 15 years until his retirement at the end of year 2009, re-designated as non-executive director after his retirement until mid-2017 and re-designated as an independent non-executive director thereafter.

OPERATIONS REVIEW AND PROSPECTS



OPERATIONS REVIEW AND PROSPECTS

Overview

In 2019, the global economy experienced a slowdown in growth due to market uncertainties surrounding trade protectionism, the China-US trade talks, the progress of Brexit and social unrest in various cities. As would be expected, this put pressure on the Hong Kong market, which experienced a moderate adjustment. Despite these macroeconomic uncertainties, however, Hong Kong continued to exhibit stable and healthy economic fundamentals and solid core competitiveness.

The performance of our property investment and leasing business segments was adversely affected accordingly, with moderate decreases already recorded in rental income from flagship properties such as *Soundwill Plaza* and *Soundwill Plaza II – Midtown*, among others. However, we consolidated the Group's market position through flexible and innovative strategies, tenant mix optimisation, close communication with tenants, increased market promotions and an enhanced customer experience.

In light of the land supply shortages affecting the core areas of Hong Kong, we continued to grow our mini-storage business by opening new stores in prime locations, while at the same time increasing investment in industrial projects and improving our property portfolio so as to steadily expand our business scale.

In order to enhance our market competitiveness and increase profitability, the Group continued to acquire older buildings, improved our investment property portfolio and undertook urban renewal projects, with a view to securing stable sources of land supply for future developments. Looking ahead, the Group will grow and move forward by exploring new market opportunities, sharpening our competitiveness and creating value for both shareholders and society.

Property Portfolio

During the reporting year, the Group strategically acquired a number of older properties across Hong Kong Island and continued to invest in projects with high appreciation potential. In addition, the Group remained committed to regenerating old districts, elevating the quality of the buildings and enhancing facilities for the benefit of both new and existing owners. The Group also continued to seek out sites with high appreciation potential in order to replenish our land reserves at a reasonable cost and thus increase our earnings.

105–113 Ta Chuen Ping Street, Kwai Chung
42–44 Yiu Wa Street and 28–29 Canal Road East, Causeway Bay

Property Assembly

The Group captured business opportunities in the local market through property assembly and the acquisition of old buildings.

The Group strategically adjusted the pace of our property assembly activities in response to the prevailing uncertainty and increasingly challenging outlook of Hong Kong's property market. However, the Group will continue to closely monitor market conditions and seek opportunities to source high-quality land sites for acquisition, in accordance with our development strategy.

OPERATIONS REVIEW AND PROSPECTS



SOUNDWILL
PLAZA



SOUNDWILL
PLAZA II — MIDTOWN

OPERATIONS REVIEW AND PROSPECTS

KAI KWONG
COMMERCIAL
BUILDING



10
KNUTSFORD
TERRACE



THE
SHARP

OPERATIONS REVIEW AND PROSPECTS

Property Leasing

For the year ended 31 December 2019, the Group's property leasing business segment recognised revenue of approximately HK\$532,305,000 (2018: HK\$540,040,000), representing approximately 73% (2018: 55%) of the Group's total revenue for the year.

During the year, economic volatility in Hong Kong had affected our property leasing business performance, with the retail, catering and tourism industries among the hardest hit. Inevitably, this led to great pressure in terms of rental adjustment. The Group continued to diligently upgrade the quality of our premises while constantly reviewing the tenant mix, so as to enhance the value of our properties. In addition, the Group made wide use of digital technology to improve communication with customers and accommodate the latest trends in consumer's consumption patterns, as well as offered enhanced market promotions and an improved customer experience in a bid to increase revenue and pedestrian flows.

SOUNDWILL PLAZA

Soundwill Plaza is located in the heart of Causeway Bay on Russell Street, reputedly the world's most expensive retail street. Supported by high footfall, convenient transport links and a leasable area of 245,100 square feet, this premium Grade A commercial building boasts a wide range of shopping, leisure and beauty outlets and is a centre for international flagship brands, with luxury retail stores occupying the ground floor and first floor. Although rental income performance was down slightly compared to the previous year, returns remained reasonable and Soundwill Plaza was one of the Group's most stable contributors of income.

SOUNDWILL PLAZA II – MIDTOWN

Soundwill Plaza II – Midtown, a 31-storey building with a leasable area of 218,000 square feet, is located at 1 Tang Lung Street in Causeway Bay and is renowned as a local hot spot for food & beverage and leisure activities. Since it opened, the property has achieved stable results in terms of pedestrian flow and sales volumes. Although rental income performance declined during the reporting year, Soundwill Plaza II – Midtown nevertheless maintained a consistently high occupancy rate. We also continued to target promotional and advertising campaigns in key markets and thus helped our tenants to maintain stable footfall and sales, which in turn further consolidated our own competitive advantages.

10 KNUTSFORD TERRACE

The 23-storey 10 Knutsford Terrace is located at 10–11 Knutsford Terrace, Tsim Sha Tsui, one of the most prominent tourist and leisure districts in Hong Kong, and covers a leasable area of 114,000 square feet. With its convenient and advantageous central location, it is a popular destination for local office workers. 10 Knutsford Terrace continued to attract increasing footfall during the year while maintaining stable performance and a high occupancy rate, thus making a solid contribution to the Group's rental income.

KAI KWONG COMMERCIAL BUILDING

Kai Kwong Commercial Building is a 21-storey integrated commercial project located at 332–334 Lockhart Road, Wan Chai.

During the year, the Group continued to optimise and expand our Hong Kong investment property portfolio. Our investment properties enjoy the competitive advantage of being largely located in core tourist and retail districts, making them attractive to a wide range of retail tenants. This diverse tenant mix will continue to generate steady income for the Group's leasing business.

OPERATIONS REVIEW AND PROSPECTS

One Storage Management Company Limited

One Storage, a subsidiary of the Group, offers high-quality storage services to customers through branches in Chai Wan, San Po Kong, Fo Tan, Tuen Mun, Tsing Yi, Kwai Chung and Tsuen Wan. Each branch provides excellent management and first-rate customer service in a secure and comfortable environment. All One Storage branches are equipped with fire safety devices that are in strict compliance with the latest fire safety guidelines.

One Storage will remain committed to innovating our services by keeping ahead of industry developments. We will open additional branches in suitable locations so as to offer our professional facilities and services to more customers.

Property Development

For the year ended 31 December 2019, the Group's property development business segment recognised revenue of approximately HK\$180,230,000 (2018: HK\$417,247,000), representing approximately 24% (2018: 43%) of the Group's total revenue for the year.

Residential Project

JONES HIVE

Jones Hive, a residential project situated at 8 Jones Street, Tai Hang, was jointly developed by the Group and Henderson Land Development Company Limited. The project includes 119 units with saleable areas ranging from 328 to 558 square feet. The last few remaining residential units had been sold by the end of the year.

Commercial Projects

THE SHARP

Located at 11–13 Sharp Street East and 1–1A Yiu Wa Street in Causeway Bay, THE SHARP is an integrated commercial property project with space for retail, beauty, food & beverage and commercial businesses. This project has been occupied since February 2016.

42–44 YIU WA STREET AND 28–29 CANAL ROAD EAST, CAUSEWAY BAY

This project is located at 42–44 Yiu Wa Street and 28–29 Canal Road East, Causeway Bay, and will have a gross floor area of approximately 44,000 square feet on completion.

Industrial Project

105–113 TA CHUEN PING STREET, KWAI CHUNG

This industrial project is located at 105–113 Ta Chuen Ping Street, Kwai Chung, and will have a gross floor area of approximately 190,000 square feet on completion.

Real Estate Business in the PRC

For the year ended 31 December 2019, the Group's PRC real estate business segment recognised revenue of approximately HK\$173,092,000 (2018: HK\$250,966,000), representing approximately 24% (2018: 26%) of the Group's total revenue for the year.

OPERATIONS REVIEW AND PROSPECTS

During the year under review, the PRC achieved steady economic growth and fully implemented city-specific policies for its real estate market. Nevertheless, an oversupply of properties led to fluctuations in transaction prices.

The Group currently owns a number of real estate projects in the PRC. The Lakeview Bay • VOGUE is an integrated project wholly owned by the Group, comprising villas and high-rise residences located in Gaoyao District, Zhaoqing. As at the end of the reporting year, the villa units of Phase I had nearly sold out and were gradually occupied. In addition, the first batch of high-rise townhouse units of Phase II was almost completely sold and delivered, while the remaining units sold quickly and were in the process of being delivered at the end of 2019. Furthermore, the multi-level residential and shop units of Phase III were launched at the end of 2019 and are now selling fast, with an expected delivery date of mid-2020.

Grand Capital (Shan Shui Xiang Ri Hao Ting) is a project located in Doumen District, Zhuhai. By the end of 2019, the residential units of Phases I and II and the shops of Phase II had sold out and were gradually occupied, while the residential and shop units of Phase III were in hot demand and had fulfilled their handover conditions. The shops have nearly sold out, and merchants are gradually moving in. The related confirmation of rights will be fully completed in 2020, and the units will be sold upon completion.

Building Management and Other Services

For the year ended 31 December 2019, the Group's building management business segment recognised revenue of approximately HK\$21,337,000 (2018: HK\$23,111,000), representing approximately 3% (2018: 2%) of the Group's total revenue for the year.

The Group's building management and maintenance subsidiaries provide high-quality management, customer and maintenance services to both large-scale commercial buildings and small and medium-sized estates. By constantly refining the services we offer, these businesses have successfully raised overall service standards at our properties. Drawing on its extensive customer service experience, the Group's building management team successfully maintained the quality standards of the indoor environments under its care during the reporting year. The team also reduced waste and decreased our properties' carbon footprint through a range of energy efficiency measures.

“The Concierge” – French-style hotel management service

The Group has integrated The Concierge, a new concept modelled on French hotel management services, into its building management offering. The Concierge offers residential tenants a rich array of value-added services, including concierge, dining and catering, household maintenance, laundry and dry-cleaning services, as well as home and car cleaning service referrals. Through these thoughtful, comprehensive and premium services, we are able to provide a higher quality of life to our tenants while continuing to enhance our service quality through innovation.

Soundwill Club

In 2019, with the aim of enhancing the customer experience for the digital era and sharpening our competitive edge, the Group continued to strongly promote the Soundwill Club mobile app and online shopping platform. Soundwill Club provides customers with one-stop member offers and services, including up-to-date merchant offers, event information and a loyalty points programme, while at the same time allowing the Group to collect valuable feedback through big data analytic tools. This deepens our understanding of the needs of merchants, customers and property buyers, and thus helps us to enhance our products and services.

OPERATIONS REVIEW AND PROSPECTS

Corporate Citizenship

In addition to generating strong returns for our shareholders, we are dedicated to acting as a socially responsible business in all of our operations. We create positive social impact by supporting fundraising activities, reading programmes and educational events, as well as by providing care and support for underprivileged people in our community through the Soundwill Volunteer Team. In addition, we publish a regular Environmental, Social and Governance Report alongside our key performance indicators, in order to enhance corporate information transparency.

In recognition of our contributions to the community, we were honoured as a “Caring Company” by The Hong Kong Council of Social Service for the eighth consecutive year. The Group also received a number of commendations in conjunction with our member companies and property projects. During the reporting year, the Group was recognised as a “Heart-to-Heart Company”, “Corporate Citizen”, “Partner Employer” and “Construction Industry Caring Organisation”, underscoring our commitment to corporate social responsibility over the years.

Prospects

Looking forward into 2020, we expect the global economy to face more severe challenges. On the one hand, China and the United States have reached an agreement regarding an initial trade deal, and uncertainties around Brexit have reduced. On the other hand, due to heightened geopolitical risks worldwide, a slowdown in global economic growth and the novel coronavirus pandemic, we expect Hong Kong’s markets to suffer from dampened investor sentiment and the global economy to experience a significant shock.

In addition, the recent outbreak of the novel coronavirus has already severely affected Hong Kong’s retail, tourism and catering industries, leading to an increase in the unemployment rate and heightened potential economic downside pressures. As such, Hong Kong is facing unprecedented challenges. It is expected that conditions in both the wider local economy and the property leasing market will remain weak and are unlikely to fully recover in the short term, placing the Group’s future performance under greater pressure and uncertainty.

Nevertheless, given the mature and healthy nature of Hong Kong’s investment environment, combined with the potential opportunities for Hong Kong to capitalise on its competitive advantages in the Greater Bay Area, we expect the local economy to gradually stabilise once the epidemic ends. Backed by a solid foundation, a prudent approach and an experienced management team, we are confident that we will be able to tackle the diverse challenges ahead.

We will continue to improve the effectiveness of our sustainable development by striving to optimise our business structure, while at the same time devoting ourselves to the improvement of Hong Kong’s environmental, social and economic situation through continuous efforts in environmental protection, technological development and community investment. In 2020, the Group will adopt a humble and prudent approach to promoting business growth and maintaining competitiveness, in the service of our shareholders’ long-term interests.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Highlights

	Year ended 31 December	
	2019 HK\$ million	2018 HK\$ million
Revenue	734	980
Profit before income tax expense excluding net fair value loss on investment properties/properties transfer	403	820
Net fair value loss on investment properties/properties transfer	(131)	(101)
Profit before income tax expense	272	719
Profit attributable to owners of the Company	218	672
Basic earnings per share (dollars)	HK\$0.77	HK\$2.37
Dividend per share (dollars)		
— proposed final dividend	HK\$0.20	HK\$0.20
— proposed special dividend	—	—
	At 31 December 2019 HK\$ million	At 31 December 2018 HK\$ million
Total assets	23,617	23,124
Net assets	20,606	20,456
Total borrowings	1,944	1,563
Gearing ratio	9%	8%
Net asset value per share (dollars)	HK\$72.7	HK\$72.2

Financial Review

RESULTS OF OPERATIONS

During the year, the Group recorded a revenue of approximately HK\$733,872,000 (2018: HK\$980,398,000), representing a decrease of HK\$246,526,000 as compared with last year. The decrease in revenue was mainly due to the decrease in income recorded from the property development projects.

MANAGEMENT DISCUSSION AND ANALYSIS

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

During the year, the Group has recorded a profit attributable to owners of the Company of approximately HK\$217,782,000 (2018: HK\$671,592,000), a decrease of 68% as compared with last year. This decrease was mainly due to there being no significant gain from disposal of subsidiaries recorded and coupled with decrease in revenue from sale of developed units during the year as compared with the corresponding year in 2018.

NET ASSETS

The net assets of the Group as at 31 December 2019 amounted to HK\$20,605,536,000 (2018: HK\$20,456,219,000). Net asset value per share as at 31 December 2019 is HK\$72.7 (2018: HK\$72.2).

Financial Resources and Liquidity

As at 31 December 2019, the Group's cash and bank balances (including short-term bank deposits and cash and cash equivalents) amounted to HK\$557,211,000 (2018: HK\$761,238,000). Total borrowings of the Group amounted to HK\$1,944,063,000 (2018: HK\$1,562,788,000) as at 31 December 2019.

As at 31 December 2019, the Group's gearing ratio (which was expressed as a percentage of total borrowings over total equity) was 9% (2018: 8%).

The Group mainly operates and invests in Hong Kong and the PRC with most of the transactions denominated and settled in Hong Kong Dollars and Renminbi respectively. Therefore, any PRC operations are translated from RMB into Hong Kong dollars at the year end date and the exchange differences will be reflected in the consolidated income statement at average rate and exchange reserve in other comprehensive income at closing rate. During the year, the Group did not engage in any derivative activities or use any financial instruments to hedge its balance sheet exposures.

Acquisition and development of properties are financed partly by internal resources and partly by bank borrowings. Repayment of bank loans are scheduled to match asset lives and project completion dates. Borrowings are denominated in Hong Kong Dollars and bear interest at floating rates.

Contingent Liabilities

As at 31 December 2019, the Group provided guarantees amounted to HK\$275,589,000 (2018: HK\$337,389,000) to banks with respect to mortgage loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loan. In the opinion of the Directors, the fair value of the financial guarantee is not significant.

Significant Investments Held

Save as those disclosed under the sections headed "Operations Review and Prospects" and "Management Discussion and Analysis", the Group did not have any significant investment during the financial year ended 31 December 2019.

Material Acquisition and Disposals of subsidiaries, Associates and Joint Venture

For the year ended 31 December 2019, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Events after Reporting Period

On 19 July 2018, the Group entered into an agreement to dispose of the entire equity interest in a wholly-owned subsidiary, namely Lucky Way Holdings Investment Limited (“Lucky Way”), to an independent third party at a cash consideration of HK\$467,635,000. Lucky Way is an investment holding company and holds the entire issued share capital of a subsidiary which in turn holds a property comprises a work site and a tenement building located in Hong Kong (collectively the “Lucky Way Group”). The disposal of Lucky Way Group was completed on 5 February 2020 with details disclosed in the announcement dated 5 February 2020.

The outbreak of novel coronavirus (COVID-19) has led to many travel bans and lockdowns imposed by various countries and regions around the world. Increased global travel restrictions amid virus infections locally and overseas also already substantially hindered the manufacturing capability of China, which may in turn disrupt global supply chains and international trade, and hence a severe threat to global economy. The Group anticipates both the wider local economy and the property leasing market will remain weak and are unlikely to fully recover in the short term. Given the unpredictable nature of these constantly changing circumstances, the related impact on the consolidated results of operations, cash flows and financial condition of the Group could not be reasonably and tangibly evaluated at this stage and will be reflected in the Group’s 2020 interim and annual financial statements.

Employees Remuneration

The Group had 248 and 70 employees in Hong Kong and PRC respectively as at 31 December 2019 (2018: 276 and 79 employees). Employees were remunerated on the basis of their performance, experience and market practice. Remuneration packages comprise salary, medical insurance, mandatory provident fund and year end discretionary bonus. Total salaries and wages incurred in 2019 were approximately HK\$126,844,000 (2018: HK\$131,507,000) and no share option expenses (2018: Nil) during the year.

CORPORATE GOVERNANCE REPORT

The board (the “Board”) of directors (the “Directors”) of Soundwill Holdings Limited (the “Company”) and its subsidiaries (the “Group”) is pleased to present this Corporate Governance Report for the year ended 31 December 2019 of the Company.

Corporate Governance Practices

The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The CG Code sets out two levels of recommendations, namely, (a) code provisions that a listed company must either comply with or explain its non-compliance, and (b) recommended best practices that listed companies are encouraged to comply with but need not disclose in the case of non-compliance.

The Company has complied with the applicable code provisions set out in the CG Code during the year ended 31 December 2019 in all other respects except for the following deviations:

(1) CODE PROVISION A.2.1

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

The roles of the chairman and chief executive officer are neither separated nor performed by two different individuals. Madam Foo Kam Chu Grace is the founder and the Chairman of the Group. She is responsible for the Group’s overall development direction and strategies. The Chairman ensures the Board functions effectively and discharges its responsibilities. There is no chief executive officer appointed and the daily operations of the Group are delegated to other executive directors and various department heads with clearly defined authority policy. The Board is of the view that the current management structure can effectively facilitate the Group’s operation and business development.

(2) CODE PROVISION A.4.1

Code provision A.4.1 provides that non-executive directors should be appointed for a specific term.

The independent non-executive directors are not appointed for a specific term as they are subject to retirement by rotation at least once every three years and re-election at annual general meetings in accordance with the bye-laws of the Company (the “Bye-Laws”).

Board of Directors

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for overseeing the Group’s businesses, strategic decisions and performance. The management has been delegated the authority and responsibility by the Board for the operations of the Group. In addition, the Board has also delegated various responsibilities to the Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report. The Board is responsible for performing the corporate governance functions set out in code provision D.3.1 of the CG Code.

All Directors shall ensure that they carry out duties in good faith, in compliance with the standards of applicable laws and regulations, and act in the interests of the Company and its shareholders at all times.

CORPORATE GOVERNANCE REPORT

BOARD COMPOSITION

The Board is composed of the following Directors who, unless otherwise indicated, served throughout the year under review and up to the date of this report:

EXECUTIVE DIRECTORS:

Madam Foo Kam Chu Grace (*Chairman*)

Ms. Chan Wai Ling

Mr. Tse Wai Hang (appointed with effect from 1 September 2019)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Chan Kai Nang

Mr. Pao Ping Wing

Mr. Ng Chi Keung

BOARD MEETINGS AND ATTENDANCE

During the year, the attendance records of each Director at the Board meetings and general meeting of the Company are as follows:

Directors	Attendance/ Number of Board meetings	Attendance/ Number of general meeting
<i>Executive Directors:</i>		
Madam Foo Kam Chu Grace (<i>Chairman</i>)	4/4	1/1
Ms. Chan Wai Ling	4/4	1/1
Mr. Tse Wai Hang	1/1	N/A
<i>Independent Non-Executive Directors:</i>		
Mr. Chan Kai Nang	4/4	1/1
Mr. Pao Ping Wing	4/4	1/1
Mr. Ng Chi Keung	4/4	1/1

The biographical information of the Directors and relevant relationships among the Directors are set out under "Directors' Profile" on pages 6 to 7.

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors, representing one-third of the Board, with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise as required under rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules.

The Company has received written annual confirmation of independence from each independent non-executive director in accordance with rule 3.13 of the Listing Rules. The Board has assessed their independence and concluded that all the independent non-executive directors are independent within the definition of the Listing Rules.

CORPORATE GOVERNANCE REPORT

Appointment, Re-election and Removal of Directors

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term and subject to re-election. The Company has deviated from this provision in that the Company's independent non-executive directors are not appointed for a specific term.

In accordance with the Bye-Laws, not less than one-third of the Directors for the time being will retire from office by rotation at each annual general meeting, provided that every director shall be subject to retirement by rotation at least once every three years. Any director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the following general meeting of the Company and shall then be eligible for re-election at such meeting.

Access to Information by Directors

In respect of regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying Board papers are sent to all Directors in a timely manner. Notice of at least 14 days is given for a regular Board meeting to give all Directors an opportunity to attend. For all other Board meetings and Board committee meetings, reasonable notice is given.

All Directors are entitled to have access to Board papers, minutes and related materials at all times. During the year, all Directors have been provided with the Group's management information updates to keep them informed of the Group's affairs and facilitate them to discharge their duties under the Listing Rules.

Chairman and Chief Executive Officer

Currently, Madam Foo Kam Chu Grace is the Chairman of the Group and her responsibilities are clearly defined and set out in writing. No chief executive officer was appointed during the year.

Board Committees

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors, namely Mr. Ng Chi Keung, Mr. Chan Kai Nang and Mr. Pao Ping Wing. Mr. Ng Chi Keung and Mr. Chan Kai Nang possess professional accountancy qualifications.

The Audit Committee has specific written terms of reference which are of no less exacting terms than those stipulated in the code provisions. It is responsible for reviewing with management, the accounting principles and practices adopted by the Group and discuss auditing, internal controls, risk management, internal audit and financial reporting including the interim and final results of the Company. It also acts as an important link between the Board and the Company's external and internal auditors in matters within the scope of the external and internal audit of the Group respectively. To enhance their right to access records and to be informed, and to have effective and direct communications with the Board and so to report their findings from time to time, the external and internal auditors would be invited to attend the meetings of the Audit Committee.

CORPORATE GOVERNANCE REPORT

During the year, the Audit Committee met three times with attendance shown below. The final results for the year ended 31 December 2018, the interim results for the six months ended 30 June 2019, the internal audit plan and the report from the management on the Company's internal control and risk management have been reviewed by the Audit Committee during the year.

Audit Committee members	Attendance/ Number of meetings
Mr. Ng Chi Keung (<i>Chairman</i>)	3/3
Mr. Chan Kai Nang	3/3
Mr. Pao Ping Wing	3/3

REMUNERATION COMMITTEE

The Remuneration Committee comprises three independent non-executive directors, namely Mr. Chan Kai Nang, Mr. Pao Ping Wing and Mr. Ng Chi Keung, and Ms. Chan Wai Ling, an executive director.

Its functions are to make recommendations to the Board on the Company's policy and structure for all Directors' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. The Remuneration Committee reviews and approves the Directors' remuneration proposals with reference to the Board's corporate goals and objectives, and also determines with delegated responsibility, the remuneration packages of individual executive directors and senior management.

In determining the remuneration levels and packages of the Directors and senior management, the Company took into account of the market practices and trends to reflect on the time commitments, duties and responsibilities and performance of the Directors and senior management and their contributions to the Group. Long-term inducements in the form of share options and performance bonuses were also employed.

During the year, the Remuneration Committee held two meetings (attendance as shown below) to review and determine (with the relevant Directors where applicable abstained from voting as far as his/her own remuneration is concerned so that no Director would decide on his/her own remuneration) the remuneration package of individual executive Directors and make recommendations to Board on remuneration of non-executive Directors.

Remuneration Committee members	Attendance/ Number of meetings
Mr. Chan Kai Nang (<i>Chairman</i>)	2/2
Mr. Pao Ping Wing	2/2
Mr. Ng Chi Keung	2/2
Ms. Chan Wai Ling	2/2

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The Nomination Committee comprises two independent non-executive directors, namely Mr. Chan Kai Nang and Mr. Pao Ping Wing, and Madam Foo Kam Chu Grace, the Chairman and executive director.

The responsibilities of the Nomination Committee include reviewing the structure, size and composition of the Board; identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on selection of individuals nominated for directorship; assessing the independence of independent non-executive directors; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman; and determining the policy for nomination of Directors.

The Company has adopted a policy for nomination of directors (“Nomination Policy”). The Nomination Policy currently adopted by the Company sets out the guidelines and procedures for the Nomination Committee to identify and evaluate a candidate for nomination and recommendation to the Board for appointment or reappointment of Directors of the Company. There are various factors and criteria, including but not limited to relevant skills, experience, professional expertise and qualification, breadth of relevant knowledge, integrity and reputation, willingness to commit and ability to devote sufficient time and to assume the fiduciary duties and responsibilities, the Nomination Committee will consider when evaluating a candidate with due regard to the requirements of Group, board succession planning, and relevant policies adopted by the Group. The ultimate responsibility for selection and appointment of Directors remains vested with the Board.

The procedures for identifying and evaluating a candidate would be conducted by the Nomination Committee through a fair and objective process that complies with all applicable laws and regulations, with liberty for the Nomination Committee to make its own inquiries and verification. The Nomination Committee will make recommendation and proposal to the Board for consideration. The Nomination Committee is required to regularly review the Nomination Policy and to monitor the implementation and effectiveness of the Nomination Policy and report to the Board, and has done so during the year.

A board diversity policy (the “Board Diversity Policy”) has been adopted by the Company. Diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. In informing its perspective on diversity, the Company will also take into account aspects based on its own business model and specific needs from time to time.

The Nomination Committee reviews the Board Diversity Policy on an annual basis to ensure its continued effectiveness. During the year, the Nomination Committee has reviewed the structure, size and composition of the Board including the skills, knowledge and experience of Directors as well as role and function of each Director, assessed the independence of independent non-executive directors pursuant to rule 3.13 of the Listing Rules, assessed sufficiency of time spent by Directors on the matters of the Company and in discharging their duties and on the affairs of the Group, and reviewed the training and support to Directors and considered re-election of retiring Directors. The Nomination Committee has provided its assessments, findings and recommendations to the Board for it to make the relevant resolutions.

CORPORATE GOVERNANCE REPORT

During the year, the Nomination Committee held one meeting with attendance shown below:

Nomination Committee members	Attendance/ Number of meeting
Madam Foo Kam Chu Grace (<i>Chairman</i>)	1/1
Mr. Chan Kai Nang	1/1
Mr. Pao Ping Wing	1/1

Training and Continuous Professional Development of Directors

Every newly appointed Director is ensured to have a proper understanding of the operations and business of the Group and that he/she is fully aware of his/her responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the Company. The Directors are continually updated with legal and regulatory developments, business and market changes and the strategic development of the Group to facilitate the discharge of their responsibilities.

As part of the ongoing process of Directors' training, the Company Secretary continuously updates all Directors on latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance of the same by all Directors. All Directors are encouraged to attend external forum or training courses on relevant topics which may count towards continuous professional development training.

All Directors confirmed that they have complied with the code provision A.6.5 of the CG Code on Directors' training. This is to ensure that their contribution to the Board remains informed and relevant. During the year, all Directors have participated in appropriate continuous professional development activities either by attending training courses or by reading materials relevant to the Company's business and to the Directors' duties and responsibilities.

Directors	Directors' continuous professional development	
	Attending training course(s)	Reading of relevant material(s)
Madam Foo Kam Chu Grace (<i>Chairman</i>)	N/A	✓
Ms. Chan Wai Ling	N/A	✓
Mr. Tse Wai Hang	✓	✓
Mr. Chan Kai Nang	✓	✓
Mr. Pao Ping Wing	✓	✓
Mr. Ng Chi Keung	✓	✓

CORPORATE GOVERNANCE REPORT

Company Secretary

Company Secretary advises the Board on all corporate governance matters and facilitates professional development of Directors.

Ms. Tang So Him was appointed as Company Secretary of the Company on 26 January 2017 and served as Company Secretary until 25 January 2019.

The Company has appointed Mr. Tse Wai Hang (“Mr. Tse”) as the Company Secretary on 25 January 2019. Mr. Tse graduated from the University of Hong Kong with a bachelor’s degree in laws. He is a qualified solicitor in Hong Kong and has over 20 years working experience in the legal field. Mr. Tse undertook over 15 hours of relevant professional training during 2019.

Code for Securities Transactions of Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Having made specific enquiries with all Directors, the Company confirms that all of them have complied with the Model Code throughout the year.

The Company has also adopted the written guidelines on no less exacting terms than the Model Code for those relevant employees (as defined in the CG Code) in respect of their dealings in the securities of the Company in compliance with the Code Provision A.6.4 of the CG Code.

Auditor’s Remuneration

During the year, the fee incurred for audit and non-audit services for the Group are approximately HK\$3,350,000 (2018: HK\$3,260,000) and HK\$600,000 (2018: HK\$750,000) respectively.

Directors’ Responsibility for Financial Statements

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group and presenting a balanced, clear and comprehensive assessment of the Group’s performance and prospects. The Directors are not aware of any material events or conditions that may cast doubt upon the Company’s ability to continue as a going concern.

Risk Management and Internal Control

In order to comply with the applicable code provisions set out in the CG Code, the Board reviewed the effectiveness of risk management and the internal control systems of the Group covering material controls, including financial, operational and compliance controls and risk management functions.

The Board has retained Crowe (HK) Risk Advisory Limited, an independent professional firm, to carry out the Group’s internal audit function (the “Internal Auditor”) as required by the Stock Exchange and to perform an annual review with a view to making a report to the Board about the evaluation on the effectiveness of the Group’s risk management and internal control mechanism for the year ended 31 December 2019.

CORPORATE GOVERNANCE REPORT

During the year, the Group has reviewed the internal audit charter which defined the scope and the duties and responsibilities of the internal audit function and its reporting protocol. A Risk Management Working Group (the “RMWG”) has coordinated risk management activities and reported to the Board. The Group has evaluated the annual risk assessment which identified respective strategic risks, operational risks, financial risks and compliance risks of the Group. Based on the risk assessment results, an internal audit plan was devised which prioritized the risks identified into annual audit projects. The Group has reviewed by means of formally updating the internal control policies and procedures with the view to ensuring an appropriate internal control system in the Group. An internal audit review for financial year 2019 has been conducted by Internal Auditor. After their review as stipulated in the Internal Auditor’s report, the Group has taken further steps to enhance its risk management and internal control systems in response to Internal Auditor’s recommendations and to strengthen the implementation of the risk management and internal control systems. No significant or material finding/internal control weakness of the Group was identified for the year ended 31 December 2019.

The Company has established policy on handling and dissemination of inside information in an accurate and secure manner that can avoid possible mishandling of inside information within the Group.

Based on the results of the risk assessments of the RMWG and the Internal Auditor’s report, the Board is of the view that the Company has maintained adequate and effective risk management and internal control to safeguard shareholders’ investments and assets during the year, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting, internal audit and financial reporting functions.

Communication with Shareholders and Investor Relations

The Group believes that effective communication with shareholders is key for improving investor relations and will ultimately assist the investment community in understanding the Group’s business performance and strategies. Through regular, comprehensive, and interactive communication, we strive to enhance communication with investors through various communication channels. These include in-person meetings, telephone conferences, overseas roadshows, and project-site visits organised for the community. The Group seeks to establish a trusting and productive relationship with its shareholders and investors. The annual general meeting of the Company was held in May 2019. The Group organised briefings and media interviews for results announcements and maintained regular contact with the media through press releases, announcements, and other promotional materials. The Group is committed to enhancing corporate transparency and providing timely disclosure of information on the Group’s developments to help shareholders and investors make informed investment decisions. The Group is dedicated to enhancing corporate governance practices on business growth and strives to attain a balance between corporate governance requirements and performance. The Board believes that sound corporate governance is essential to the success of the Group and will enhance shareholders values. During the year, there was no change in the Company’s constitutional documents.

Dividend Policy

The Company has adopted a dividend policy and aims to allow its shareholders to share Company’s profits and for the Company to retain adequate reserves for business needs and growth.

The recommendation and declaration of dividends are subject to the discretion of the Board. The Board shall take into account various factors the Board may deem relevant, including but not limited to the Group’s actual and expected financial performance, working capital requirements, capital expenditure requirements and commitments, operations and business strategies, liquidity position, retained earnings and distributable reserves, etc., and market conditions and external factors.

The Company is inclined to maintain a stronger liquidity position for its relatively capital intensive site assembly business operation, and makes no assurance that dividend will be paid for any given period or will be paid in any particular amount.

CORPORATE GOVERNANCE REPORT

Shareholders' Rights**(I) PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING**

A special general meeting shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company. Such requisition shall be made in writing to the Board or the Company Secretary of the Company at the Company's head office and principal place of business in Hong Kong.

Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) may convene such meeting, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company.

(II) PROCEDURES FOR WHICH ENQUIRIES MAY BE PUT TO THE BOARD

Shareholders may at any time send their enquiries to the Board in writing at the Company's head office and principal place of business in Hong Kong.

(III) PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT SHAREHOLDERS' MEETING

The number of members necessary for a requisition for putting forward a proposal at a general meeting shall be:

- (a) any number of members representing not less than one-twentieth of the total voting rights of all the members having at the date of the requisition; or
- (b) not less than one hundred members.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's head office and principal place of business in Hong Kong in case of:

- (a) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (b) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Corporate Social Responsibility projects and activities organised with the Group's participation:

JANUARY TO FEBRUARY



Greeners Action Lai See Reuse and Recycle Programme 2019

MARCH



Orbis Walk for Sight 2019

APRIL



Hong Kong Employment Development Service: Calbee T.H.E. Run 2019

MAY



Food Angel Volunteer Activity

JUNE



Midtown and Hong Chi Association:
Father's Day Cookies

JULY TO AUGUST



Soundwill Group and Hong Kong Playground
Association and Radio Television Hong Kong: Book
Floating

SEPTEMBER



Midtown and Greeners Action:
Mooncake Cans Collection Programme

OCTOBER



World Green Organization: Recycle Together
— Clean PET Bottle Reward Programme

NOVEMBER



Midtown and Greeners Action:
Tetra Pak Recycling Programme

DECEMBER



Midtown and Eco-Greenery:
Green Xmas Coffee Grounds Soap Workshop



ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**MESSAGE FROM THE CHAIRMAN****Dear Valued Stakeholders,**

On behalf of the Board of Directors (the “Board”), I am pleased to present the Group’s 2019 Environmental, Social and Governance (“ESG”) report (the “report”).

Soundwill’s core value of “Operating with Heart” continues to shape our sustainability commitments and strategies. We are determined to go further this year by bringing sustainability values into our day-to-day operations. That is why we have chosen “Operating with Heart, Moving towards Sustainability” as this year’s reporting theme. We are dedicated to promoting caring and responsible business practices that contribute in a positive way to the communities, environment and workplaces in which we operate. We also aspire to enhance the sustainability performance of our daily operations so as to create positive change in the coming years.

Stakeholders play a unique role in our sustainability journey. On top of developing policies and initiatives to meet stakeholders’ expectations, we have deepened dialogue and engagement with our different stakeholders. For example, we conducted ESG surveys with our employees, tenants and customers during the year. These exercises allow us to better understand stakeholders’ expectations and needs in terms of our sustainability practices.

The Group is dedicated to building meaningful relationships with the local communities in which we work and live. Our Soundwill Volunteer Team has continued to give a helping hand to a wide range of community groups through charitable donations and active participation in community projects.

We believe that our success as a business depends on our employees. In line with Soundwill’s longstanding focus on “Operating with Heart”, we endeavour to create a caring workplace that gives all of our employees a healthy work-life balance and greater flexibility. We are delighted to have been recognised as a “Happy Company” under the Happiness at Work Promotional Scheme 2019, organized by the Hong Kong Productivity Council and the Promoting Happiness Index Foundation, for our caring employment practices throughout the reporting period.

We remain committed to our responsibility to protect the environment. We are proud to have received a number of awards and honours from government departments and non-governmental organisations (“NGOs”) during the reporting period in recognition of the Group’s ongoing conservation efforts. We also took steps to further improve the Group’s energy efficiency and reduce our carbon footprint by establishing an Energy Saving Team. We hope to share more environmental protection achievements in future reports.

On behalf of the Board, I would like to extend my appreciation for all of the excellent work and dedication provided by our professional teams. Relying on the co-ordinated efforts of our devoted employees, we will continue to deliver sustainable value to our stakeholders and communities, now and in the future.

Foo Kam Chu Grace
Chairman

Hong Kong, 27 March 2020



ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

ABOUT THIS REPORT

Reporting Period, Standard and Scope

This report summarises the ESG-related performance, achievements and highlights of Soundwill Holdings Limited and its subsidiaries (“Soundwill” or the “Group”) from 1 January 2019 to 31 December 2019 (the “reporting period”, or “year”). Details regarding the Group’s corporate governance are provided in the Corporate Governance Report section of the Annual Report.

This report has been prepared in accordance with the ESG Reporting Guide set out in Appendix 27 of the Rules Governing the Listing of Securities (the “Listing Rules”) by the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Group has adhered to the Materiality, Quantitative, Balance and Consistency reporting principles when disclosing our ESG performance in the reporting period.

This report mostly covers the material ESG performance of the principal operations of the Group’s building management business, leasing business and property development business in Hong Kong. The reported environmental and social key performance indicators (“KPIs”) cover the Group’s major operating properties. Our property development business is excluded from this report due to its insignificant impact during the reporting period. The following table summarises the operations covered in this report:

Property	Building Type
Soundwill Plaza	Commercial building (Including Headquarter Office)
Soundwill Plaza II – Midtown	Commercial building
Park Haven	Residential building
Warrenwoods	Residential building
iPLACE	Industrial building

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**Overview**

Echoing the Group's philosophy of "Operating with Heart", our sustainability strategy focuses on five key areas: Corporate Governance, Employees, Customers, Community, and the Environment. During the reporting period, the Group made the following commitments and achievements:



CORPORATE GOVERNANCE

- We maintain close communication with stakeholders
- We promote a transparent corporate governance structure
- We encourage employees, clients and suppliers to raise concerns about any suspected business improprieties regarding corruption or dishonesty within our operations
- We complied fully with all relevant laws and regulations, with no prosecutions for violating relevant legislation recorded during the reporting period



EMPLOYEES

- We respect and provide equal opportunities for employees
- We encourage employees to participate in training sessions and seminars to upgrade their skillsets
- We support work-life balance
- We continually strengthen workplace health and safety awareness and seek to reduce work-related injuries by adhering to all applicable laws and regulations
- We received various awards in recognition of our caring and responsible employment practices
- We complied fully with all relevant laws and regulations, with no prosecutions for violating relevant legislation recorded during the reporting period

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

CUSTOMERS

- We uphold customer-centric and service-oriented standards in order to achieve service excellence
- We seek to provide the best possible customer experience through product and service innovation
- We did not receive any material complaints during the reporting period

COMMUNITY

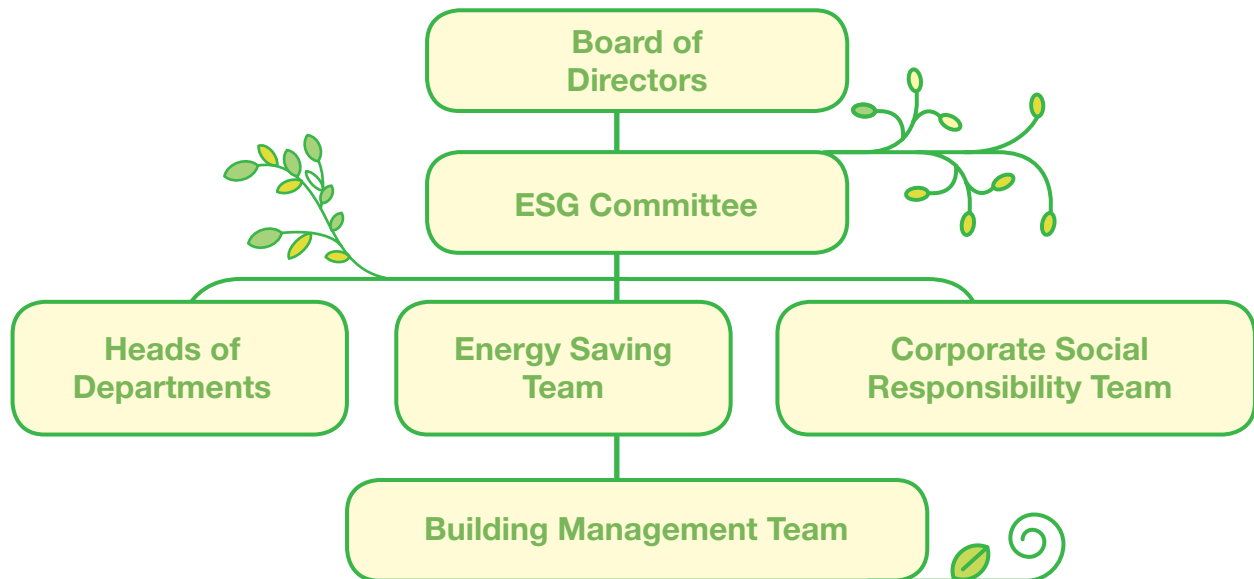
- We practice good corporate citizenship and improve the lives of beneficiaries through charitable donation and community projects
- Our Corporate Social Responsibility (“CSR”) Team and Soundwill Volunteer Team enthusiastically collaborates with other NGOs and participates in numerous community activities
- For the eighth consecutive year, we were recognised as a “Caring Company” in Hong Kong for our ongoing contribution to community engagement
- We received a number of other awards and honours for our corporate social responsibility efforts

THE ENVIRONMENT

- We are dedicated to optimising efficiency in our resource management
- We seek continuous improvement in our operational practices, in order to reduce our carbon footprint and improve the environment
- We encourage employees and business partners to participate in training programmes and activities related to environmental protection
- We complied fully with all relevant laws and regulations, with no prosecutions for violating relevant legislation recorded during the reporting period

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**ESG APPROACH****ESG Governance Structure**

The Environmental, Social and Governance Committee (the “Committee”) is responsible for directing the Group’s ESG management approach and promoting corporate ESG awareness. The Committee holds meetings on a regular basis to review ESG-related implementation efforts and policies across our operations. The Board is committed to upholding high standards of corporate governance and sustainability across Soundwill’s operations. As such, the Committee is tasked with reporting any updates on Soundwill’s sustainability-related performance, implementation efforts and policies for the Board’s review and approval. The Committee also proposes policies and procedures with a view to progressively improving the Group’s sustainability.



In the reporting period, an Energy Saving Team was established to enhance energy efficiency and conservation, and thus reduce the Group’s carbon footprint. The Energy Saving Team collaborates with the Building Management Team to monitor the effectiveness of energy saving initiatives and to regularly submit formal progress reports in regard to resource optimisation. The Energy Saving Team is also responsible for implementing plans to improve energy efficiency within the Group.

Corporate Governance

The Group holds business integrity and ethics in the highest regard. As such, the Group has established a robust corporate governance framework in order to ensure sound corporate governance and to safeguard the interests of shareholders and other stakeholders.

Our Code of Conduct and internal policies are designed to promote ethical behaviour among our staff members. The Group shall discipline any employee who violates these or otherwise engages in misconduct, in accordance with our internal guidelines.

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

Under our internal *Prevention of Fraud and Corruption Policy*, the Group prohibits all employees, including senior management and Board members, from offering, accepting, paying or authorising bribes, or any other forms of corruption.





The Group's independent internal audit team performs regular checks, formulates anti-corruption guidelines and conducts reviews. The Group has also appointed an independent auditor to ensure the fairness and completeness of our accounts.

In addition, the Group has set up an anonymous whistleblowing mechanism for employees to report any suspected cases of misconduct. All suspected cases are handled in a prudent manner. In the event that incidents of misconduct are discovered upon investigation, the case shall be referred to the relevant disciplinary body for follow-up action.

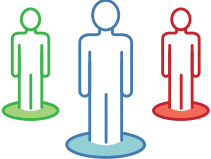


During the reporting period, there were no legal cases of corruption brought against the Group.

Stakeholder Engagement

The Group is dedicated to maintaining close collaboration and regular communication with our stakeholders. In order to understand the ESG-related issues from stakeholders' perspectives, we have identified our key stakeholder groups and proactively engaged them through various communication channels. Our communication channels used to engage key stakeholders during the reporting period are summarised in the following table:

Stakeholder Groups	Communication Channels
Shareholders/Investors 	<ul style="list-style-type: none"> • Annual and interim reports, financial statements and announcements • Annual General Meeting • Corporate website • Investor relations enquiry hotline and email • Press releases
Customers 	<ul style="list-style-type: none"> • Customer service hotline and email • Direct communication with frontline employees • Satisfaction surveys • The Soundwill Club mobile application, social media and Whatsapp
Tenants 	<ul style="list-style-type: none"> • Customer service hotline and email • Direct communication with frontline employees • Meetings • Satisfaction surveys
Media 	<ul style="list-style-type: none"> • Media enquiry hotline and email • Press conferences • Press releases

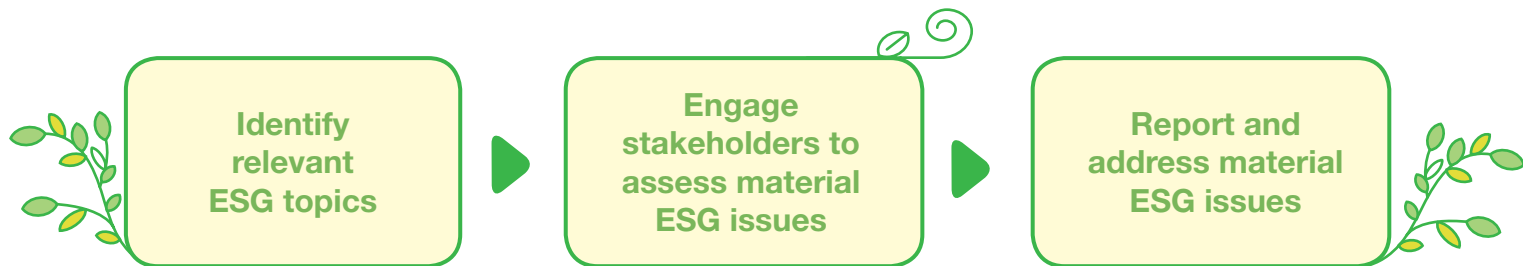
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Stakeholder Groups	Communication Channels
<p>Employees</p> 	<ul style="list-style-type: none"> • Annual performance reviews • Employee Handbook and Code of Conduct • ESG surveys • Group activities • Internal newsletters • Intranet • Regular meetings • Email
<p>Suppliers/Vendors/Service Providers</p> 	<ul style="list-style-type: none"> • Continuous direct communication • Regular reviews and assessments
<p>Community/Non-governmental organisations</p> 	<ul style="list-style-type: none"> • Corporate website • Social media • Press releases and conferences • Events, activities and exhibitions • Sponsorships and donations



Materiality Assessment

In addition to our routine engagement with stakeholders, ESG surveys were distributed to employees during the year in order to assess the materiality of various ESG-related topics to the Group. Employees from six departments participated in the surveys, sharing their perspectives on our ESG-related performance and strategies.



A list of twenty-three ESG-related topics, identified according to the content and KPIs of the ESG Reporting Guide, were incorporated into the surveys. Employees were asked to rate the importance of each topic to the Group’s long-term business development.

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As one of our valued stakeholder groups, our employees provided a unique set of perspectives for the Group to better identify the ESG topics that are material to our business. Based on the ESG surveys, we have summarised stakeholders' views as follows:

Top environmental topics

- Air pollutant emissions
- Climate change and greenhouse gas emissions
- Compliance with relevant environmental laws and regulation
- Wastewater discharge and management

Top governance topics

- Business ethics and integrity
- Proper channels for gathering stakeholders' feedback and comment
- Whistleblowing policy for employees, clients and suppliers

Top social topics

- Compliance with relevant local social laws and regulations
- Employee health and safety
- Employment-related issues
- Property safety

In response to stakeholders' feedback, this report focuses on disclosure related to stakeholders' top environmental, social and governance concerns. The corresponding management approach, initiatives and performance related to each topic are disclosed throughout the report.

To gain a more holistic view of the materiality of ESG issues, the Committee will endeavour to engage further stakeholder groups and thus formulate a more comprehensive materiality matrix.

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**GIVING BACK TO THE COMMUNITY****Community Involvement**

In line with the principle of “Operating with Heart”, Soundwill is committed to generating a positive social impact and extending our caring activities across different sectors. The CSR Team, in conjunction with our Soundwill Volunteer Team, demonstrates our care for the underprivileged by supporting fundraising activities, community projects and other charitable events.

**VISITING THE ELDERLY IN TUNG CHUNG**

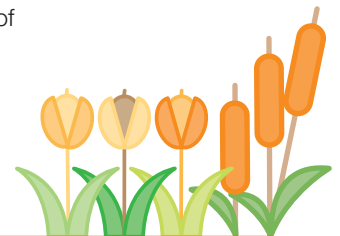
In January, the Soundwill Volunteer Team partnered with families in Tung Chung district to visit local elderly people and provide them with gift packs.

**FLOWER GIVING ACTIVITY FOR VALENTINE'S
DAY AND MOTHER'S DAY**

On Valentine's Day and Mother's Day, the Group joined hands with Flower Workshop, a social enterprise of the Hong Kong Federation of Handicapped Youth, in support of its efforts to provide training and job opportunities for the disadvantaged through bouquet making. We distributed roses prepared by Flower Workshop to passers-by in celebration of these occasions.

**CALBEE T.H.E. RUN 2019**

We supported the Calbee T.H.E. Run 2019, organised by the Hong Kong Employment Development Service, a social enterprise dedicated to providing employment opportunities to minority groups and vulnerable groups. We raised funds by joining running competitions, and promoted social inclusion among employees.



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FATHER'S DAY COOKIES



The Group invited Hong Chi Association, a social enterprise dedicated to creating job opportunities for people with intellectual disabilities, to bake cookies as Father's Day gifts to our customers.



FOOD ANGEL VOLUNTEER ACTIVITY

The Soundwill Volunteer Team participated in volunteer activities organised by Food Angel, helping to prepare food in support of the underprivileged community in Hong Kong.



ORBIS WALK FOR SIGHT 2019

The Soundwill Volunteer Team joined the Orbis Walk for Sight 2019 to raise money for people suffering from eye diseases.

BOOK FLOATING

To encourage the reading habit among Hong Kong people, we joined in with the Book Floating activity organised by the Hong Kong Playground Association and Radio Television Hong Kong (RTHK). A free book-sharing corner was arranged inside *Soundwill Plaza II – Midtown* for the public to take a book or bring a book to share.



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The Soundwill Volunteer Team continued to raise funds and show support to the social and educational services organised by Po Leung Kuk.

**LITTLE BEAN SPROUT FAMILY
STORYTELLING SESSION**

In collaboration with the OIWA, the Soundwill Volunteer Team joined in the “Little Bean Sprout Family Storytelling Session — Neighbourhood Development Project”. During the storytelling session, our volunteers shared stories, played games and made handicrafts with children in Tung Chung.

**MIDTOWN SUMMER DANCE WORKSHOP**

During summer break, *Soundwill Plaza II — Midtown* collaborated with the Hong Kong Outlying Islands Women’s Association (the “OIWA”) and Russ Dance Factory to offer children free dancing classes.

**2019 INCLUSIVE ENVIRONMENT
RECOGNITION SCHEME**

In partnership with the Hong Kong Joint Council for People with Disabilities and the Hong Kong Council of Social Service, we invited people with disabilities to visit our buildings. This campaign allowed us to gain a better understanding of their special needs, bringing our buildings closer to becoming barrier-free to all occupiers.



ENVIRONMENTAL, SOCIAL AND
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MAKE A WISH MAILBOX

The Group collaborated with the “Operation Santa Claus” Charity Fund for the “Make a Wish Mailbox” programme. Soundwill Club members who spent any amount at *Soundwill Plaza* and *Soundwill Plaza II – Midtown* during the promotion period were able to redeem a free Christmas card. We invited our members to write down their New Year’s wishes or goals, and helped to send out the cards. For every card sent, Soundwill Group donated HK\$1 to the “Operation Santa Claus” Charity Fund.

Charitable Donation

During the reporting period, Soundwill supported a number of beneficiaries, ranging from social service organisations and green groups to talented young athletes, through the following charitable donations and sponsorships:

Beneficiary Organisation	Activities
Greeners Action	<ul style="list-style-type: none"> Lai See Reuse and Recycle Programme 2019 – Red Packet Sponsorship Hong Kong ESG Reporting Awards Mooncake Cans Recycling Programme 2019 Tetrapak Recycling Program 2019/2020
Hong Chi Association	<ul style="list-style-type: none"> Father’s Day Cookies Giveaway Mid-Autumn Festival Mooncakes Giveaway
Hong Kong Employment Development Service	<ul style="list-style-type: none"> Calbee T.H.E. Run 2019
Flower Workshop (social enterprise of Hong Kong Federation of Handicapped Youth)	<ul style="list-style-type: none"> Valentine’s Day Roses Giveaway Mother’s Day Roses Giveaway
Hong Kong Outlying Islands Women’s Association	<ul style="list-style-type: none"> Caring Company
Leisure and Cultural Services Department	<ul style="list-style-type: none"> The 2nd National Youth Games
Orbis	<ul style="list-style-type: none"> Orbis Walk for Sight 2019
Po Leung Kuk	<ul style="list-style-type: none"> Po Leung Kuk Dress Special Day
The Boys’ Brigade	<ul style="list-style-type: none"> The Boys’ Brigade Anchor Run 2019
The Hong Kong Council of Social Service	<ul style="list-style-type: none"> 2019 The Inclusive Environment Recognition Scheme
All-China Women’s Federation Hong Kong Delegates Association	<ul style="list-style-type: none"> General Fund
South Horizons Women’s Association	<ul style="list-style-type: none"> General Fund
The Community Chest	<ul style="list-style-type: none"> The Community Chest Skip Lunch Day 2019

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**Awards and Recognitions**

Fulfilling our corporate citizenship responsibilities has always been a focus for Soundwill, and the spirit of community care is embedded in our corporate culture. In recognition of our community contributions, we were honoured as a “Caring Company” by the Hong Kong Council of Social Service for the eighth consecutive year.

In addition, we received a number of awards in appreciation of our efforts in community engagement during the reporting period:



The Hong Kong Council of Social Service



The Hong Kong Federation of Youth Groups



Hong Kong Productivity Council

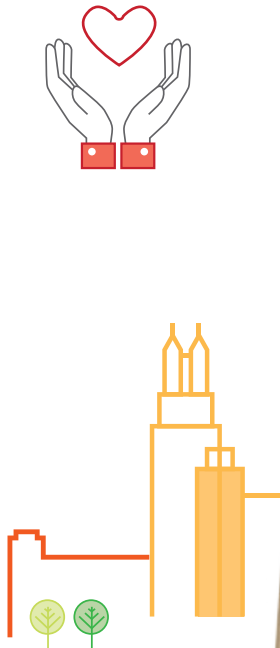


Construction Industry Council



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CORPORATE AND COMMUNITY PARTNERSHIP AWARD



Hong Kong Outlying Islands Women's Association



FAMILY STORYTELLING — NEIGHBOURHOODS DEVELOPMENTAL PROJECT

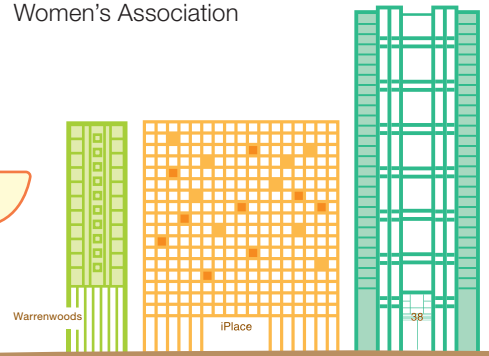


Hong Kong Outlying Islands Women's Association

INDUSTRY CARES RECOGNITION SCHEME



Federation of Hong Kong Industries



ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**CARING FOR OUR PEOPLE**

At Soundwill, we believe that caring for our people is the key to unlocking long-term sustainable operations and development. Guided by our people-driven culture, the Group is committed to safeguarding the rights, development and wellbeing of our employees.

Employment Practices

As an equal opportunity employer, the Group strives to promote an equitable and respectful work environment. We have instituted a fair and impartial recruitment policy to provide all staff with equal employment opportunities regardless of gender, age, ethnicity or religious background.

In determining basic salaries and remuneration packages, we adhere to the principle of fairness while taking labour market trends into consideration so as to maintain our market competitiveness. The Group strictly complies with all relevant employment legislation and ensures that salaries are in compliance with local employment laws and regulations. During the year, no cases of prosecution for violating Hong Kong's labour legislation or related laws and regulations were reported.


The Group also places high importance on fundamental human rights and prohibits any forms of unlawful labour and unethical employment practices. The Administration and Human Resources Department (the "HR Department") is responsible for verifying the ages and valid working permits of all candidates. There was no forced labour or child labour discovered in the reporting period. Should such an incident occur, the Group shall reimburse the employee in accordance with local employment laws and regulations.

In addition, the Group has zero tolerance for any form of harassment, discrimination or violence in the workplace. A reporting mechanism has been established for staff to report any such violations. During the reporting period, the Group was not aware of any violation.




Professional Development

We believe that when our employees grow as professionals, we also grow as a company. As such, we provide training and professional development opportunities that are tailored for employees in different departments, positions and work environments.

Throughout the year, our employees participated in educational and professional programmes covering topics such as business ethics, fire safety, building safety and maintenance, occupational health and safety, and environmental protection:

Topic	Training Summary
<p data-bbox="292 1651 472 1677">Building Safety</p> 	<p data-bbox="593 1651 1430 1746">Employees attended the Building Department's Building Safety Week 2019. This deepened their understanding of building safety and relevant maintenance practices, helping to foster a safety culture in the Group's daily operations.</p>

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Topic	Training Summary
<p data-bbox="228 401 533 426">Environmental Protection</p> 	<p data-bbox="592 401 1426 530">By participating in the 2019 Hong Kong Awards for Environmental Excellence, our employees learned more about best practices in environmental management. This also gave them an opportunity to become familiar with innovative environmental protection ideas from other outstanding companies.</p>
<p data-bbox="277 681 483 707">Waste Reduction</p> 	<p data-bbox="592 681 1426 950">Co-organised by the Environmental Protection Department (the “EPD”) and the Waste Reduction Projects Vetting Sub-committee Secretariat of the Environment and Conservation Fund, a briefing and experience-sharing session on “Community Involvement Projects for Waste Reduction Through Quantity-based Municipal Solid Waste Charging” gave our employees a unique opportunity to engage in constructive dialogue on waste reduction with other companies and NGOs. Our employees learned from best practices and acquired knowledge through a series of training sessions and discussions.</p>
<p data-bbox="293 1000 467 1026">Energy Saving</p> 	<p data-bbox="592 1000 1426 1198">In support of the government’s “Climate Ready @ Hong Kong” campaign, our employees participated in a briefing session on the Energy Saving Charter 2019 and the 4Ts Charter launched by the Environmental Bureau and the Electrical and Mechanical Services Department. This training session enabled our employees to adopt best practices in energy saving and promote energy conservation in our operations.</p>

Employee Wellbeing

In pursuit of our commitment to employee wellbeing, the Group strives to maintain workplace safety and safeguard each and every one of our employees. Induction and safety training are regularly conducted to enhance staff awareness of safety issues in the workplace. To instil safety consciousness among employees, we also carry out emergency rescue drills on a regular basis in order to prevent injuries or accidents.

During the reporting period, we complied with all relevant occupational health and safety laws and regulations, with no work-related fatalities recorded. The Group intends to progressively enhance workplace safety and reduce the injury rate correspondingly.

The Group cares for our employees’ health and wellbeing. On top of a five-day work week, our employees are provided with a friendly and comfortable workplace so that they can enjoy family life while balancing work responsibilities. We also promote employee wellness and healthy lifestyles, for example by enrolling in the Smoking Cessation Programme in support of creating a smoke-free work environment.

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**Team Building**

The Group is dedicated to fostering a cohesive team culture with the aim of cultivating employees' productivity and sense of belonging. To achieve this, we have launched programmes and initiatives to promote effective communication and celebrate collaborative effort.

In addition to using the company intranet to share the Group's latest news, the Corporate Communications Team began to publish quarterly staff newsletters during the year. These newsletters were created to share tips and updates on environmentally friendly practices, wellbeing, volunteering events and staff activities.

In order to cultivate a friendly and interactive workplace, various employee bonding activities were organised throughout the year:

**SOUNDWILL FUN DAY FOR EMPLOYEES
AND FAMILIES****MONTHLY STAFF BIRTHDAY PARTY****SMOKING CESSATION PROGRAMME IN
THE WORKPLACE BY THE LOK SIN TONG
BENEVOLENT SOCIETY KOWLOON****CHRISTMAS PARTY**

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Awards and Recognition

The Group received a number of honours and awards during the reporting period in recognition of our efforts to support employees:

<p>Partner Employer Award 2019</p>	<p>Happy Company 2019</p>	<p>Smoking Cessation Programme in the Workplace 2019</p>	<p>Good MPF Employer Award</p>
			
<p>Hong Kong General Chamber of Small and Medium Business</p>	<p>Hong Kong Productivity Council</p>	<p>The Lok Sin Tong Benevolent Society Kowloon</p>	<p>Mandatory Provident Fund Schemes Authority</p>






ENGAGING OUR CUSTOMERS

Customer Satisfaction

The Group adheres to high standards in terms of the quality of our buildings and related management services. We have a professional handover team that conducts comprehensive inspections and review to ensure the safety and quality of our buildings before units are delivered to owners and tenants.

New customers are offered a comprehensive two-year maintenance warranty and reliable after-sales services. On top of this, our building management team provides the following building management services to ensure the optimal condition and safety of our buildings:

<p>Repair and Maintenance</p>  <p>24-hour technical support by experienced engineers ready on-site, performing routine maintenance and carrying out urgent repairs in the shortest possible time</p>	<p>Safety and Security</p>  <p>Regular patrols carried out by well-trained security guards to check for property damage and safeguard the premises</p>	<p>Cleaning and Environmental Hygiene</p>  <p>Comprehensive cleaning services provided by our professional cleaning specialists for all buildings under management</p>
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ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

To foster a customer-centric culture, we have put in place a set of customer service codes and operational procedures that outline our expectations for delivering high-quality service.

We treat all customer feedback as an important resource for achieving service excellence. Customer feedback and enquiries are professionally handled, with prompt follow-up action from relevant departments. We also regularly evaluate the feedback we receive in order to drive improvement. During the reporting period, no material complaints were received.

We conducted surveys during the year to collect customer feedback and measure customer satisfaction. Results from these surveys allowed us to closely monitor the customer experience and formulate strategies to achieve service improvement.

Taking customer feedback and insights into consideration, the Group regularly reviews our services and constantly introduces innovative offerings that are tailored to meet customer expectations.

Data Protection and Intellectual Property Rights

We take great care to safeguard confidential data and information. We have established an internal procedure to ensure that customer data are protected from unauthorised personnel. Employees are strictly required to abide by this procedure with respect to the collection, handling, usage and disclosure of clients' confidential and sensitive information.

Furthermore, we respect and recognise the importance of intellectual property rights within the Group. To ensure strict compliance with relevant laws and regulations, we have appointed the Information Technology Department (the "IT Department") to perform regular monitoring and inspections to avoid the unlawful usage of unlicensed computer software.

During the reporting period, there were no cases of prosecution for violating product liability or privacy-related legislation.



PROTECTING THE ENVIRONMENT

Environmental Stewardship

The Group is committed to the principles of sustainable development and continual improvement of its environmental protection efforts. Our environmental policy sets out our approach and commitment to managing our environmental footprint across our business operations. Soundwill endeavours to:

- Comply with all relevant environmental laws and regulations;
- Manage resources with increasing efficiency;
- Consider green procurement where possible;
- Select environmentally-conscious suppliers and subcontractors that follow environmentally sound practices;
- Promote environmental awareness among staff, business partners and the public; and
- Monitor and report the environmental performance of our business.

Throughout the reporting period, we complied with all relevant environmental laws and regulations, while our ESG Committee and Energy Saving Team implemented a range of measures to uphold environmental stewardship within the Group.

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In addition, the Group proactively promotes a “green office” culture in the workplace. Highlights of our green office guidelines are summarised below:

- Switch off idling lights and electronic devices to save energy;
- Encourage employees to take public transport to reduce personal carbon footprint;
- Support the “4Rs” (responsible procurement, reducing, reusing and recycling) to improve waste management practices and maximise efficient use of resources;
- Procure office supplies that are good for the environment and society;
- Promote environmental awareness in offices; and
- Seek continuous improvement to green office practices.

Energy Consumption and Air Emissions

The major source of the Group’s energy consumption and greenhouse gas (“GHG”) emissions originates in the daily operation of our buildings and office headquarters. As such, the Group focuses on optimising electricity consumption in our premises in order to reduce our carbon footprint.

The ESG Committee and Energy Saving Team regularly collect, monitor and analyse our electricity consumption. This serves as a precautionary measure that helps to identify opportunities for improving and reviewing our reduction targets, as well as formulating strategies for our energy management.

Overview of Electricity Consumption and GHG Emissions				
Electricity Consumption				
Property	Unit	2019	2018	% Change
Soundwill Plaza	'000 kWh	2,951.29	3,962.12	-25.51%
Soundwill Plaza II – Midtown	'000 kWh	1,280.27	1,262.19	+1.43%
Park Haven	'000 kWh	407.12	421.10	-3.32%
Warrenwoods	'000 kWh	363.89	354.57	+2.63%
iPLACE	'000 kWh	362.01	366.70	-1.28%
Total consumption	'000 kWh	5,364.58	6,366.68	
Total intensity ^(Note 1)	'000 kWh/ Gross Floor Area (m ²)	0.093	0.111	-15.74%

Greenhouse Gas Emissions ^(Note 2)				
Property	Unit	2019	2018	% Change
Soundwill Plaza	Tonnes of CO ₂ equivalent (tCO ₂ e)	2,390.54	3,169.70	-24.58%
Soundwill Plaza II – Midtown	tCO ₂ e	1,037.02	1,009.75	+2.70%
Park Haven	tCO ₂ e	329.77	336.88	-2.11%
Warrenwoods	tCO ₂ e	294.75	283.66	+3.91%
iPLACE	tCO ₂ e	181.00	187.02	-3.22%
Total emissions	tCO ₂ e	4,233.08	4,987.01	
Total intensity ^(Note 1)	tCO ₂ e/m ²	0.074	0.087	-15.12%

Note 1: The gross floor area of the five properties under management is 57,556m².

Note 2: The Group generated Scope 2 GHG emissions only, which refers to indirect carbon emissions resulting from the generation of purchased electricity from the head office and properties under management. The disclosed GHG emission data are revised and consolidated based on the applicable emission factors as reported by the respective electricity providers.

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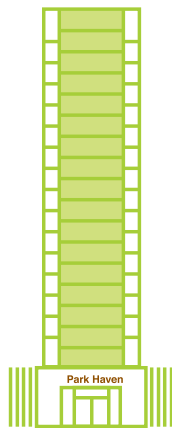
As a result of energy-saving measures in the buildings we manage, the overall electricity consumption and GHG emissions during the reporting period decreased by over 15% compared to the previous year. Slight increases in the electricity consumption of *Soundwill Plaza II – Midtown* and *Warrenwoods* were recorded. The occupancy rate at *Soundwill Plaza II – Midtown* increased in the reporting period, resulting in higher pedestrian flows and a slight increase in electricity consumption. At *Warrenwoods*, the Group optimised the operating hours of the swimming pool pump to ensure water quality and installed external lighting to improve street lighting and visibility, which contributed to a 3.9% increase in electricity consumption during the year.

In light of the reductions in electricity consumption and carbon emissions achieved at our other buildings, we shall pay careful attention to reviewing consumption patterns and developing energy targets and plans for *Soundwill Plaza II – Midtown* and *Warrenwoods*.

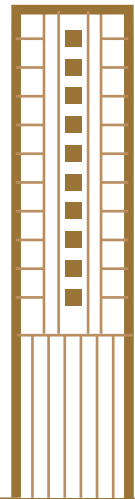
In addition, the Group enthusiastically collaborates with various government departments and NGOs to promote the importance of energy conservation among our employees, customers and the general public. Highlights from the reporting period included:

CHARTER ON EXTERNAL LIGHTING
2019 — GOLD AWARD 2019

The Environmental Bureau presented *Park Haven* and *Warrenwoods* with a Gold Award of the Charter on External Lighting 2019 in recognition of our ongoing efforts to reduce energy wastage and conserve resources by switching off external lighting installations during off-peak hours.

NO AIR CON
NIGHT 2019


To promote the sensible use of air-conditioning and low carbon living, *Warrenwoods* actively joined in the No Air Con Night 2019 organised by Green Sense, achieving a participation rate of over 50%.



EARTH HOUR 2019


We joined the World Wildlife Fund's (the "WWF") Earth Hour 2019, where lights in the buildings we manage were symbolically switched off for an hour to promote energy conservation and carbon footprint reduction.

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ENERGY SAVING CHARTER ON “NO ILB” 2019

We are committed to promoting greener lighting in order to conserve energy and combat climate change. *Warrenwoods* and *Soundwill Plaza* signed up to the government’s Energy Saving Charter on “No Incandescent Light Bulbs (ILB)” 2019.

ENERGY SAVING CHARTER 2019

In response to the government’s “Climate Ready @ Hong Kong” campaign, *Soundwill Plaza* and *Park Haven* signed the Energy Saving Charter 2019. This involved proactively promoting energy conservation in our daily building operations and maintenance, as well as taking responsibility for sharing best practices in energy saving with our tenants, customers and the public.

The Group understands the impact of air quality on public health and the environment. Our principal operations, as described in the reporting scope, do not produce a significant amount of air pollutant emissions, such as nitrogen oxides (“NOx”), sulphur oxides (“SOx”) and particulate matter (“PM”). Despite this, we remain dedicated to promoting better air quality and monitoring associated emissions in our buildings. We perform regular inspections and assessments on the indoor air quality of our properties. Our efforts to improve indoor air quality have earned us Indoor Air Quality Certifications (Good Class) for both *Soundwill Plaza* and *Park Haven*. We will continue to reduce air pollutant emissions across our operations so as to mitigate potential health and environmental impacts.

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Water Consumption and Wastewater Management

The Group strives to reduce water usage and increase water efficiency in our buildings. In addition to the installation of sensor-activated devices and self-closing water taps, we also conduct regular inspections of the water supply in our buildings to identify water-saving opportunities.

The Group does not generate a significant amount of wastewater from our principal operations as described in the reporting scope. However, we endeavour to promote water stewardship and improve wastewater management through a series of awareness-building programmes. Periodic monitoring and inspections are conducted on the drainage system of our buildings to ensure the discharge of wastewater meets local environmental standards. We also work constantly to explore opportunities to enhance our future wastewater management.

Overview of Water Consumption ^(Note 1) ^(Note 2)				
Property	Unit	2019	2018	% Change
Soundwill Plaza ^(Note 3)	m ³	27,671	29,175	-5.16%
Soundwill Plaza II – Midtown	m ³	5,507	7,047	-21.85%
Park Haven	m ³	1,024	1,165	-12.10%
Warrenwoods	m ³	1,192	1,157	+3.03%
iPLACE	m ³	7,604	7,592	+0.16%
Total consumption	m ³	42,998	46,136	-6.80%
Total intensity ^(Note 4)	m ³ /m ²	0.747	0.802	

Note 1: Minor adjustments have been made to refine the data collection and calculation method, resulting in a slight modification of the relevant data. Adhering to the reporting principle of consistency, the Group shall report on any adjustment or refinement of the data.

Note 2: The disclosed water consumption data are consolidated based on the water bills received in the year.

Note 3: In Late 2019, a government subsidy was provided to waive part of the water and sewage charges, resulting in a delay in receiving the water bills from the Water Supply Department. As such, the disclosed water consumption figures for year 2019 represent the combination of actual figures based on the received water bills and projected figures.

Note 4: The gross floor area of the five properties under management is 57,556m².

During the year, the building management team held frequent dialogue with the Owner's Committee of *Warrenwoods* to further enhance residents' experience and maintain the condition of the building. In response to residents' concerns, the building management team has implemented active management services, such as increasing the frequency of irrigation to maintain pleasant greenery and conducting maintenance and cleaning of the water drainage system and swimming pool, resulting in a 3% increase in water consumption at *Warrenwoods*.

Waste Management

In recognition of the need to reduce our environmental footprint, we optimise our resource consumption and manage waste according to the "4R" principles: responsible procurement, reducing, reusing and recycling.

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To promote recycling and reducing waste from the buildings we manage, we collect recyclable waste and set up relevant facilities for recycling. The recyclables collected include used clothing items, used batteries, red packets, electronic waste, stationery, festival decorations, plastic bottles, aluminium cans and paper-based products. We also organised a number of campaigns throughout the year as a way to educate customers and employees on waste sorting and recycling.

We are progressively moving from paper-based communication to electronic documentation for daily office tasks, so as to minimise unnecessary paper waste. To further promote a paperless office culture, we supported the World Green Organisation's Paper Saving Campaign and implemented various paper reduction measures in our offices.

The Group carefully manages the waste that we produce, in addition to optimising the use of resources. Waste generated from our buildings is segregated on-site and collected by qualified contractors for proper disposal.

The ESG Committee and Energy Saving Team are working to identify opportunities within our building management business to improve waste management practices and maximise the efficient use of resources.

Overview of Waste Disposal and Recycling in 2019 <small>(Note 1) (Note 2) (Note 3)</small>			
Property	Unit	Disposed	Recycled <small>(Note 4)</small>
Soundwill Plaza <small>(Note 5)</small>	kg	221.60	6.74
Soundwill Plaza II – Midtown <small>(Note 5)</small>	kg	27.26	4.94
Park Haven <small>(Note 6)</small>	kg	21,926.80	564.40
Warrenwoods <small>(Note 6)</small>	kg	15,175.52	1,326.35
iPLACE <small>(Note 5)</small>	kg	49.35	0.03
Total waste	kg	37,400.53	1,902.46

Note 1: The Group's building management and leasing businesses did not produce or handle any hazardous waste during the reporting period.

Note 2: Waste is not a material issue for the Group's building management and leasing businesses. Therefore, waste intensity figures have not been disclosed.

Note 3: The waste data that have been disclosed are based on records provided by waste contractors and collected by the building management team. Minor adjustments have been made to refine the data collection and calculation method, resulting in a slight modification of the relevant data. Adhering to the reporting principle of consistency, the Group shall report on any adjustment or refinement of the data.

Note 4: Recycled waste included paper-based products, cardboards, plastic bottles and aluminium cans that were collected and handled in the head office and properties under management during the reporting period. The data for other recycled items, such as clothing items, used batteries, red packets, electronic waste, stationery, festival decorations and peach blossom trees, have not been disclosed.

Note 5: In *Soundwill Plaza*, *Soundwill Plaza II – Midtown* and *iPLACE*, the relevant data refer to the waste collected in common areas, such as building lobbies. Due to the limited space of such common areas, the collection data for general disposal and recycled items are lower relative to other buildings under management.

Note 6: In *Park Haven* and *Warrenwoods*, the relevant data refer to the waste collected in the refuse chambers and recycling facilities on each residential floor. In this regard, the collected data for general disposal and recycled items are high relative to other buildings under management. In addition, the weight of collected general waste disposal is estimated using available information on average waste density and the volume collected.

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

In the reporting period, we also participated in a variety of waste reduction and recycling programmes:



PAPER SAVING CAMPAIGN 2019

To reduce paper use and promote recycling, we supported the World Green Organisation's "Paper Saving Campaign 2019" by reducing unnecessary use of paper in the workplace and raising employee awareness through posters.

SOUNDWILL GROUP
STATIONERY RECYCLING
PROGRAMME

In collaboration with the Bank of Stationery, *Soundwill Plaza* and *Soundwill Plaza II – Midtown* set up a recycling spot to collect used toys and stationery. The campaign benefited underprivileged families while encouraging young people to adopt a sustainability attitude.

PEACH BLOSSOM
TREES RECYCLING
PROGRAMME

The Group collaborated with the Environmental Protection Department and recycled peach blossom trees after the Lunar New Year, giving them a second life. We also encouraged our tenants to donate used trees for reuse as mulch and compost.

LAI SEE REUSE AND RECYCLE
PROGRAMME 2019

In support of Greeners Action's "Lai See Reuse and Recycle Programme 2019", *Soundwill Plaza* and *Soundwill Plaza II – Midtown* distributed "Reborn Lai See" for free and set up recycling corners to collect and recycle used red packets. This programme encouraged the general public to reduce the purchase of red packets, and cultivated the habit of recycling and reusing "Reborn Lai See".

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



NO STRAW THANKS CAMPAIGN

Our Soundwill Club launched a “No Straw Thanks” campaign for customers to redeem reusable straws and water bottles. This campaign not only encouraged customers to use their own utensils in their daily lives, but also increased awareness among customers about reducing usage of plastics.



RECHARGEABLE BATTERY RECYCLING PROGRAMME

In partnership with the Environmental Protection Department, the Group supported the “Rechargeable Battery Recycling Programme” in our building by providing conveniently located collection boxes, so as to promote the recycling of used rechargeable batteries and waste reduction.



MIDTOWN AND GREENERS ACTION: MOONCAKE CANS COLLECTION PROGRAMME

Soundwill Plaza II –

Midtown supported the “Mooncakes Cans Collection Programme” organised by Greeners Action. Recycling boxes brought the message of food waste reduction to the community and encouraged the public to treasure food.



MIDTOWN AND FOOD GRACE MOONCAKE COLLECTION

By signing the Food Grace Charter, we pledged to reduce food waste by collecting surplus mooncakes in Soundwill Plaza II – Midtown and donating them to disadvantaged families.



ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT**BOTTLE RECYCLE REWARD PROGRAMME**

We partnered with the World Green Organisation to launch a “Bottle Recycle Reward Programme” in *Soundwill Plaza II – Midtown*. To raise awareness of the public, we incentivised customers to recycle used plastic bottles in exchange for cash rewards.

**MIDTOWN AND GREENERS ACTION:
TETRA PAK RECYCLING PROGRAMME**

Soundwill Plaza II – Midtown collaborated with Greeners Action’s “Tetrapak Cleaning Recycling Scheme” by placing a recycling bin in the building lobby for half the year. During the period, an educational booth was regularly set up to promote environmental protection to the public.

**MIDTOWN AND ECO-GREENERGY GREEN XMAS COFFEE
GROUNDS SOAP WORKSHOP**

In collaboration with Eco-Greenergy, the Group organised a “Green Xmas Coffee Grounds Soap Workshop” in *Soundwill Plaza II – Midtown* before Christmas. This workshop encouraged customers to reuse coffee grounds creatively, turning them into delicate soap gifts that make the Christmas festivities even more meaningful.

Sustainable Procurement

The Group promotes sustainable procurement practices when procuring office or building management supplies. Suppliers or contractors with environmentally friendly and socially responsible business practices are favourably considered during procurement. It is mandatory for all of our business partners to comply strictly with all local laws and regulations with respect to environmental protection and social issues.

We prioritise the use of environmentally friendly and sustainable office supplies. These include electronic equipment with Grade 1 Energy Labels and Forest Stewardship Council (“FSC”) certified paper in our offices, biodegradable plastic umbrella bags in our building premises, and recycled hand towels.

We work to raise awareness among our suppliers and contractors of the importance of environmental protection and resource conservation.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Awards and Recognition

In acknowledgment of the ESG Committee's continuous efforts to integrate sustainability into our daily practices, the Group received various environmental awards and recognition during the reporting period, including the following:



LAI SEE REUSE AND RECYCLE PROGRAM 2019

Greeners Action



GREEN OFFICE AWARD LABELLING SCHEME

World Green Organisation



INNOESG PRIZE

Societynext Foundation, WoFoo Social Enterprises, UNESCO HK Association — Global Peace Centre (GPC)



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT



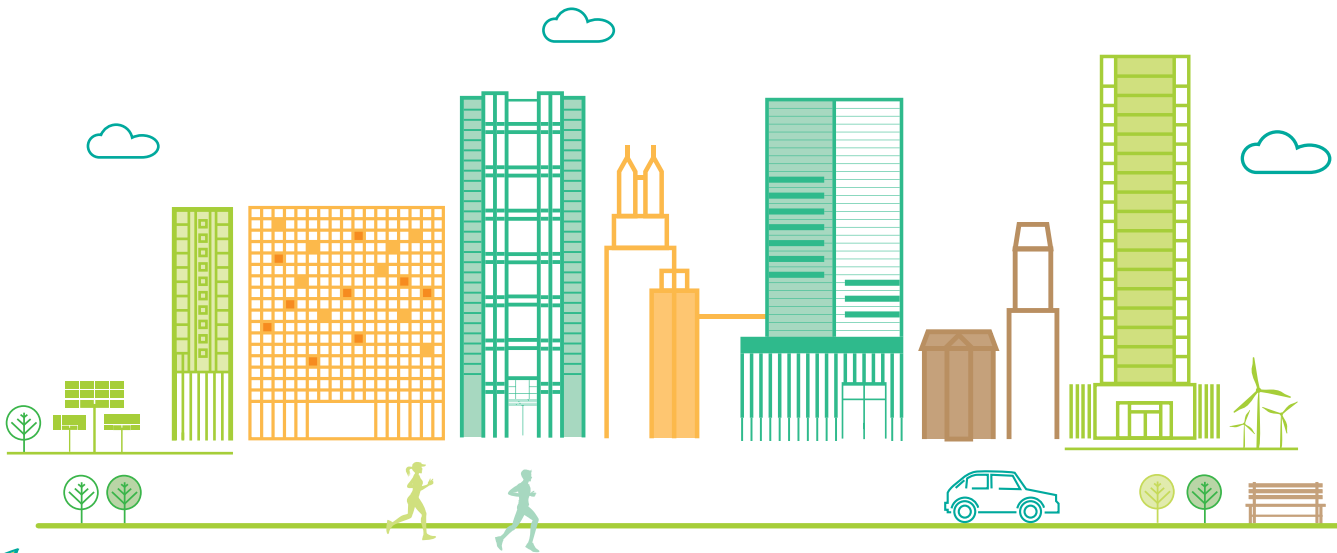
HONG KONG GREEN ORGANISATION CERTIFICATION
 — ENERGYWISE CERTIFICATE
 — WASTEWISE CERTIFICATE

The Environmental Campaign Committee



HONG KONG GREEN ORGANISATION

Environmental Campaign Committee



 **THE WAY AHEAD**

Looking to the future, the Group will continually seek to develop as a socially and environmentally responsible enterprise as part of our ongoing commitment to sustainability. We will remain committed to continuously improving our sustainability performance and integrating sustainable practices into our daily operations. In support of Goal 13 (Climate Action) of the United Nations Sustainable Development Goals, the Group will place strong emphasis on mitigating climate change and its impacts. As such, we shall continue to explore the opportunities and assess the risks of climate issues that are relevant to our business operations. In pursuit of our commitment, we hope to enhance stakeholders' awareness of climate and other sustainability issues via active engagement. Through collaborative efforts, the Group envisages constructing a more focused and transparent sustainable development framework to pave the way ahead.

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

ESG CONTENT INDEX

Aspect/Description/KPI		Statement/Section	Page No.	
A. Environment				
A1 Emission				
A1	General Disclosure	(a) the policies (b) compliance with relevant laws and regulations that have a significant impact on the issuer	Protecting the Environment In the year, the Group was not aware of any material non-compliance with relevant laws and regulations that had a significant impact on the Group.	48–58 N/A
A1.1	Types of emissions and respective emissions data		Energy Consumption and Air Emissions	49–51
A1.2	Greenhouse gas emissions in total and, where appropriate, intensity		Energy Consumption and Air Emissions	49–51
A1.3	Total hazardous waste produced and, where appropriate, intensity		Waste Management	52–56
A1.4	Total non-hazardous waste produced and, where appropriate, intensity		Waste Management	52–56
A1.5	Description of measures to mitigate emissions and results achieved		Energy Consumption and Air Emissions	49–51
A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved		Waste Management	52–56
A2 Use of Resources				
A2	General Disclosure		Protecting the Environment	48–58
A2.1	Direct and/or indirect energy consumption by type in total and intensity		Energy Consumption and Air Emissions	49–51
A2.2	Water consumption in total and intensity		Water Consumption and Wastewater Management	52
A2.3	Description of energy use efficiency initiatives and results achieved		Energy Consumption and Air Emissions	49–51
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved		The Group did not have any issues in sourcing water. However, the Group has been actively engaging employees on water conserving practices.	N/A
A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced		The Group did not use any packaging materials for finished products.	N/A
A3 The Environment and Natural Resources				
A3	General Disclosure		Protecting the Environment	48–58
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them		Protecting the Environment	48–58

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

Aspect/Description/KPI		Statement/Section		Page No.
B. Social				
B1 Employment				
B1	General Disclosure	(a) the policies	Caring for our People	44–47
		(b) compliance with relevant laws and regulations that have a significant impact on the issuer	In the year, the Group was not aware of any material non-compliance with relevant laws and regulations that had a significant impact on the Group.	N/A
B1.1	Total workforce by gender, employment type, age group and geographical region		Not disclosed	N/A
B1.2	Employee turnover rate by gender, age group and geographical region		Not disclosed	N/A
B2 Health and Safety				
B2	General Disclosure	(a) the policies	Employee Wellbeing	45
		(b) compliance with relevant laws and regulations that have a significant impact on the issuer	The Group has complied with all local occupational health and safety laws and regulations related to the building management and leasing businesses. In the year, there was no violation regarding any occupational hazards.	N/A
B2.1	Number and rate of work-related fatalities		Employee Wellbeing	45
B2.2	Lost days due to work injury		Employee Wellbeing	45
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored		Employee Wellbeing	45
B3 Development and Training				
B3	General Disclosure		Professional Development	44–45
B3.1	Percentage of employees trained by gender and employee category		Not disclosed	N/A
B3.2	Average training hours completed per employee by gender and employee category		Not disclosed	N/A
B4 Labour Standard				
B4	General Disclosure	(a) the policies	Employment Practices	44
		(b) compliance with relevant laws and regulations that have a significant impact on the issuer	The Group has complied with all local labour laws and regulations relating to the building management and leasing businesses. In the year, there was no violation regarding the employment of any child, forced or other unlawful labour.	N/A
B4.1	Description of measures to review employment practices to avoid child and forced labour		Employment Practices	44
B4.2	Description of steps taken to eliminate such practices when discovered		Not disclosed	N/A

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT

Aspect/Description/KPI		Statement/Section	Page No.
B5 Supply Chain Management			
B5	General Disclosure	Sustainable Procurement	56
B5.1	Number of suppliers by geographical region	Not disclosed	N/A
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored	Not disclosed	N/A
B6 Product Responsibility			
B6	General Disclosure	(a) the policies (b) compliance with relevant laws and regulations that have a significant impact on the issuer	Engaging our Customers The Group has complied with all relevant local laws and regulations relating to the building management and leasing businesses. In the year, there was no material non-compliance with relevant laws and regulations that had a significant impact on the Group.
			47-48 N/A
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons	The Group did not sell or ship any products.	N/A
B6.2	Number of products and service related complaints received and how they are dealt with.	Customer Satisfaction	47-48
B6.3	Description of practices relating to observing and protecting intellectual property rights	Data Protection and Intellectual Property Rights	48
B6.4	Description of quality assurance process and recall procedures.	Customer Satisfaction	47-48
B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Data Protection and Intellectual Property Rights	48
B7 Anti-Corruption			
B7	General Disclosure	(a) the policies (b) compliance with relevant laws and regulations that have a significant impact on the issuer	Corporate Governance The Group has complied with all relevant local laws and regulations relating to the building management and leasing businesses. In the year, there were no corruption-related violations of any form.
			34-35 N/A
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the year and the outcomes of the cases	Corporate Governance	34-35
B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored	Corporate Governance	34-35
B8 Community Investment			
B8	General Disclosure	Giving Back to the Community	38-43
B8.1	Focus areas of contribution	Giving Back to the Community	38-43
B8.2	Resources contributed	Giving Back to the Community	38-43

REPORT OF THE DIRECTORS

The board (the “Board”) of directors (the “Directors”) of Soundwill Holdings Limited (the “Company”) are pleased to present their report and the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2019 (the “Consolidated Financial Statements”).

Business Review

A business review of the Group during 2019 is set out under:

- (1) the Chairman’s Statement on pages 4 to 5;
- (2) the Operations Review and Prospects on pages 8 to 15; and
- (3) the Management Discussion and Analysis on pages 16 to 18.

Principal Activities

The principal activity of the Company is investment holding. The principal activities of the subsidiaries include property development, property leasing and provision of building management services in Hong Kong and property development in the People’s Republic of China (“PRC”). Other particulars of the subsidiaries are set out in note 35 to the Consolidated Financial Statements.

Results and Dividend

The results of the Group for the year ended 31 December 2019 and the state of the Group’s and the Company’s affairs as at the date are set out in the Consolidated Financial Statements on pages 152 to 308.

The Board recommends a payment of a final dividend of HK\$0.20 (2018: HK\$0.20) per share and no payment of special dividend (2018: Nil) for the year ended 31 December 2019, subject to the approval of the shareholders at the forthcoming annual general meeting to be held on Thursday, 28 May 2020. The final dividend will be payable on or about Thursday, 18 June 2020 to shareholders whose names appear on the register of members on Thursday, 4 June 2020.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the year are set out in note 18 to the Consolidated Financial Statements.

Subsidiaries

Particulars of the Group’s principal subsidiaries are set out in note 35 to the Consolidated Financial Statements.

Borrowings

Particulars of the borrowings of the Group at the reporting date are set out in note 27 to the Consolidated Financial Statements.

Share Capital

Details of the movements in share capital of the Company during the year are set out in note 29 to the Consolidated Financial Statements.

Reserves

Details of the movements in reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity on pages 160 to 163 and note 30 to the Consolidated Financial Statements respectively.

REPORT OF THE DIRECTORS

Equity-linked Agreement

The Company did not enter into any equity-linked agreement during the financial year ended 31 December 2019.

Major Properties Held/Major Properties Under Development

Particulars of the major properties held by the Group and major properties under development of the Group are set out on pages 69 and 70 respectively.

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 71. This summary does not form part of the Consolidated Financial Statements.

Directors

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

Executive Directors:

Madam Foo Kam Chu Grace (*Chairman*)

Ms. Chan Wai Ling

Mr. Tse Wai Hang (appointed with effect from 1 September 2019)

Independent Non-executive Directors:

Mr. Chan Kai Nang

Mr. Pao Ping Wing

Mr. Ng Chi Keung

Pursuant to bye-law 86(2) of the bye-laws of the Company (the "Bye-Laws"), Mr. Tse Wai Hang who was appointed on 1 September 2019, shall hold office only until the forthcoming annual general meeting (the "AGM").

Pursuant to the Bye-Law 87(1), Madam Foo Kam Chu Grace and Mr. Chan Kai Nang will retire at the AGM.

The above mentioned directors, being eligible, will offer themselves for re-election at the AGM.

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers that all the independent non-executive directors are independent.

Directors' Material Interests in Transactions, Arrangements and Contracts

Saved as disclosed in this report and note 37 "Related Party Transactions" to the Consolidated Financial Statements, no transaction, arrangement or contract of significance to the Group's business to which a Director of the Company or his/her connected entity had a material interest, whether directly or indirectly were entered into or subsisting during the financial year.

Directors' Service Contracts

Independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation in accordance with the Bye-Laws.

As at 31 December 2019, no Directors proposed for re-election at the AGM has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

REPORT OF THE DIRECTORS

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations

1. DIRECTORS' INTERESTS IN THE COMPANY

As at 31 December 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")) which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long positions in the shares and underlying shares:

Name of Director	Capacity	Number of ordinary shares interested	Approximate percentage of the Company's total issued shares
Foo Kam Chu Grace	Beneficial owner and Beneficiary of a trust	208,426,130 ^(Note 1)	73.57%
Chan Wai Ling	Beneficiary of a trust	208,329,528 ^(Note 2)	73.53%

Note 1: Madam Foo Kam Chu ("Madam Foo") was deemed to be interested in 208,426,130 shares of the Company in aggregate: (i) 96,602 shares of the Company was personally held by Madam Foo; (ii) 205,943,528 shares of the Company was held by Ko Bee Limited ("Ko Bee"), the entire issued share capital of which was held by a discretionary trust (the "Trust"), Madam Foo is a beneficiary of the Trust; and (iii) 2,386,000 shares of the Company was held by Full Match Limited ("Full Match"), a company wholly-owned by Ko Bee.

Note 2: Ms. Chan Wai Ling ("Ms. Chan") was deemed to be interested in 208,329,528 shares of the Company. Ms. Chan is a beneficiary of the Trust.

REPORT OF THE DIRECTORS

2. DIRECTORS' INTERESTS IN ASSOCIATED CORPORATIONS

Name of Director	Name of associated corporations	Capacity	Number and class of shares held	Percentage of shareholding
Foo Kam Chu Grace	Ko Bee Limited	Beneficiary of a trust	1 ordinary share	100% ^(Note 3)
Chan Wai Ling	Ko Bee Limited	Beneficiary of a trust	1 ordinary share	100% ^(Note 3)
Foo Kam Chu Grace	Full Match Limited	Interest in controlled corporation and Beneficiary of a trust	1 ordinary share	100% ^(Note 3)
Chan Wai Ling	Full Match Limited	Interest in controlled corporation and Beneficiary of a trust	1 ordinary share	100% ^(Note 3)

Note 3: The entire issued share capital of Ko Bee is held by the Trust. The entire issued share capital of Full Match is held by Ko Bee. Madam Foo and Ms. Chan are the beneficiaries of the Trust.

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

REPORT OF THE DIRECTORS

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 December 2019, the person(s) other than a Director or chief executive of the Company who have interests or short positions of 5% or more in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, was/were as follows:

1. LONG POSITIONS IN THE SHARES

Name of shareholder	Capacity	Number of shares	Approximate percentage of shareholding
Century Pine (PTC) Limited	Trustee of a trust	208,329,528 ^(Notes 1&4)	73.53%
Ko Bee Limited	Beneficial owner and Interest of controlled corporation	208,329,528 ^(Notes 1&4)	73.53%

Note 4: Ko Bee is ultimately held under the Trust with Century Pine (PTC) Limited as trustee for Madam Foo and her family members (including Ms. Chan, executive Director of the Company).

Save as disclosed above, as at 31 December 2019, the Company had not been notified by any person(s) (other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations" above), who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

Directors' Right to Acquire Shares and Debentures

Save as disclosed above at no time during the year ended 31 December 2019 were rights to subscribe for equity or debt securities of the Company granted to any Director or chief executive of the Company or to their spouse or children under 18 years of age as recorded in the register required to be kept under Part XV of the SFO, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable any such persons to acquire any such rights in any other body corporate.

Directors' Interests in Competing Business

During the year, no Director had any interests in any business which competed or were likely to compete, either directly or indirectly, with the Group's business.

Principal Risks and Uncertainties

The Group is exposed to various risks in its businesses and operations. Through internal control systems and procedures, the Company has taken reasonable steps to ensure that significant risks are monitored and do not adversely affect the Group's operations and performances. The relevant risks are managed on an ongoing basis. A non-exhaustive list of principal risks and uncertainties facing the Group is set out below:

1. MARKET RISK

The Group's revenue is principally derived from Hong Kong. The conditions of the economy as a whole and the property market may have significant impact to the Group's financial results and conditions.

REPORT OF THE DIRECTORS

2. COMPLIANCE RISK

The Group's operations require compliance with local and overseas laws (including those of PRC, Bermuda, Cayman Islands and British Virgin Islands) and regulations, including but not limited to property sale, management and construction as well as companies and securities laws. The Group has constantly monitored its compliance with relevant laws and regulations that have a significant impact on the Group.

3. CONSTRUCTION RISK

The Group also engages in construction business. The Group has to ensure it can timely compete its construction projects under relevant time limits; within cost control and adherence to quality and specifications. Certain factors may adversely affect this operation including shortages of labour, equipment and/or materials; disputes with contractors and subcontractors; unfavourable or adverse weather conditions; accidents and changes in government policies and practices. Occurrence of one or more of these factors may potentially delay completion; result in cost overrun and/or leading to postponement of profit recognition to a subsequent financial year.

Permitted Indemnity

In accordance with the Bye-Law 166(1) provides that, among other, every director and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices and related matters provided that the indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of them.

In this connection, the Company has arranged Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year.

Connected Transaction

During the year, the Group has not entered into any connected transaction. The Company confirmed that it has complied with the disclosure requirement of a connected transaction in accordance with Chapter 14A of the Listing Rules by publication of an announcement.

Major Customers and Suppliers

During the year, approximately 21% (2018: 22%) of the Group's purchases were attributable to the Group's largest supplier and approximately 43% (2018: 44%) of the Group's purchases were attributable to the Group's five largest suppliers.

During the year, approximately 12% (2018: 12%) of the Group's revenue was attributable to the Group's largest customer and approximately 25% (2018: 26%) of the Group's revenue was attributable to the Group's five largest customers.

None of the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued shares) has any interest in the Group's five largest suppliers or customers.

Environmental Policies and Performances

The Group remains firmly committed to operating as a socially-responsible company in all of its business operations. In its property development, the Group aims to efficiently use materials and resources. The Group's building management division promotes environmental awareness and takes steps to save energy and ensure efficient use of resources. The Group has formed a task group comprising of staff members from human resources and administration, corporate communications, finance and legal and is in the process of establishing and enhancing its environmental policies, procedures and performances.

REPORT OF THE DIRECTORS

Purchase, Sale or Redemption of the Company's Listed Securities

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

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Bye-Laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of the Company's shares in the market as at the date of this report.

Auditor

Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants ("Deloitte") will retire and a resolution for their re-appointment as auditor of the Company will be proposed to the AGM of the Company to re-appoint Deloitte as the auditor of the Company.

Annual General Meeting

The AGM will be held on Thursday, 28 May 2020 and the notice of AGM will be published and dispatched in the manner as required by the Listing Rules.

Closure of Register of Members

The register of members of the Company will be closed for the following periods:

- (a) For determining the entitlement to attend and vote at the AGM of the Company, the register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2020.
- (b) For determining the entitlement to the proposed final dividend for the year ended 31 December 2019, the register of members of the Company will be closed from Wednesday, 3 June 2020 to Thursday, 4 June 2020 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 June 2020.

On behalf of the Board

Foo Kam Chu Grace

Chairman

Hong Kong, 27 March 2020

MAJOR PROPERTIES HELD AS AT 31 DECEMBER 2019

Location	Approximate gross floor area (sq ft)	Interest attributable to the Group	Land use	Lease term
Soundwill Plaza 38 Russell Street, Causeway Bay, Hong Kong	245,100	100%	Commercial	Long-term lease
Soundwill Plaza II — Midtown 1–29 Tang Lung Street, Causeway Bay, Hong Kong	218,000	100%	Commercial	Long-term lease
10 Knutsford Terrace 10–11 Knutsford Terrace, Tsim Sha Tsui, Hong Kong	114,000	100%	Commercial	Long-term lease
THE SHARP G/F–2/F, 11–13 Sharp Street East and 1–1A Yiu Wa Street, Causeway Bay, Hong Kong	4,500	100%	Commercial	Long-term lease
Kai Kwong Commercial Building 332–334 Lockhart Road, Wan Chai, Hong Kong	33,000	100%	Commercial	Long-term lease

MAJOR PROPERTIES UNDER DEVELOPMENT AS AT 31 DECEMBER 2019

Location	Approximate gross floor area (sq ft)	Interest attributable to the Group	Project status	Expected completion date
Jones Hive 8 Jones Street, Tai Hang, Hong Kong	65,300	20.24%	Obtained occupation permit	—
105–113 Ta Chuen Ping Street, Kwai Chung, Hong Kong	190,000	100%	Construction in progress	2H 2021
尚蒼海岸(景湖灣)一期(別墅) 高要市金渡鎮世紀大道旁	334,300	100%	Obtained certificate of final acceptance	—
尚蒼海岸(景湖灣)二期(74-79棟) 高要市金渡鎮世紀大道旁	692,400	100%	Obtained certificate of final acceptance	—
尚蒼海岸(景湖灣)三期(小高層) 高要市金渡鎮世紀大道旁	70,900	100%	Construction in progress	1H 2020
譽名都(山水向日)一期(4/5/6棟) 珠海市斗門區新偉中街68號	227,900	100%	Obtained certificate of final acceptance	—
譽名都(山水向日)二期(2/3棟) 珠海市斗門區新偉中街68號	260,300	100%	Obtained certificate of final acceptance	—
譽名都(山水向日)二期(1/7棟) 珠海市斗門區新偉中街68號	263,400	100%	Obtained certificate of final acceptance	—

FIVE-YEAR FINANCIAL SUMMARY

The following is a summary of the consolidated results and of the consolidated assets and liabilities of Soundwill Holdings Limited and its subsidiaries for the last five financial years, as extracted from the published audited financial statements and restated upon the adoption of the revised/amended Hong Kong Financial Reporting Standards as appropriate. This summary does not form part of the audited consolidated financial statements.

Consolidated Results

	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
Revenue (from continuing and discontinued operations)	733,872	980,398	2,224,996	1,627,921	540,491
Profit before income tax expense	272,364	719,268	1,302,770	3,103,193	23,075
Income tax expense	(54,689)	(54,414)	(101,174)	(242,483)	(67,172)
Profit/(Loss) for the year	217,675	664,854	1,201,596	2,860,710	(44,097)
Profit/(Loss) for the year attributable to owners of the Company	217,782	671,592	1,200,781	2,824,747	(52,604)
Non-controlling interests	(107)	(6,738)	815	35,963	8,507
	217,675	664,854	1,201,596	2,860,710	(44,097)

Consolidated Assets and Liabilities

	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000
Non-current assets	21,375,608	20,680,068	19,717,057	17,931,861	15,746,117
Net current assets	1,088,643	388,706	284,777	1,220,208	861,993
Non-current liabilities	(1,858,715)	(612,555)	(107,886)	(149,368)	(76,953)
Non-controlling interests	(14,661)	(15,055)	(35,861)	(31,685)	(277,674)
Equity attributable to owners of the Company	20,590,875	20,441,164	19,858,087	18,971,016	16,253,483
Gearing ratio*	9%	8%	8%	9%	13%

* expressed as a percentage of total borrowing over total equity

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

TO THE SHAREHOLDERS OF SOUNDWILL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Soundwill Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 152 to 308, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASs”) 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.

致金朝陽集團有限公司列位股東

(於百慕達註冊成立之有限公司)

意見

本核數師(以下簡稱我們)已審計金朝陽集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載列於第152至308頁的綜合財務報表，包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。我們根據香港會計師公會的專業會計師道德守則(「守則」)獨立於貴集團，並根據守則履行我們其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Key Audit Matters

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

Key audit matter

關鍵審計事項

Valuation of investment properties

投資物業估值

We identified the valuation of investment properties as a key audit matter due to the inherent level of complex and subjective judgements and estimates required in determining the fair values.

The Group's investment property portfolio comprises retail, commercial, industrial and residential properties located in Hong Kong and is stated at fair value of HK\$21,185,655,000, accounting for approximately 90% of the Group's total assets as at 31 December 2019 with a net fair value loss on investment properties of HK\$131,243,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended as disclosed in note 17 to the consolidated financial statements.

我們識別投資物業估值作為關鍵審計事項，原因是釐定公平值本身的複雜程度，並需作出主觀判斷及估計。

貴集團的投資物業組合包括位於香港的零售、商業、工業及住宅物業，乃按公平值港幣21,185,655,000元列賬，佔貴集團於二零一九年十二月三十一日的總資產約90%，投資物業公平值虧損淨額港幣131,243,000元已於截至該日止年度的綜合損益及其他全面收入表內確認(見綜合財務報表附註17)。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期間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就此形成意見時處理。我們不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter

我們在審計中處理關鍵審計事項的方式

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities, and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement;
- Evaluating the appropriateness of the Valuer's valuation approaches to assess if they meet the requirements of the HKFRSs and industry norms;

我們對投資物業估值進行的程序包括：

- 評估估值師的權能、能力及客觀性，並了解估值師的工作範圍及委聘條款；
- 評估估值師之估值方式是否適當，以評估其是否符合香港財務報告準則及行業慣例的規定；

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

Key Audit Matters (Continued)

Key audit matter (Continued)

關鍵審計事項(續)

Valuation of investment properties (Continued)

投資物業估值(續)

The Group's investment properties are measured using the fair value model based on a valuation performed by an independent qualified professional valuer (the "Valuer"). As disclosed in notes 5 and 17 to the consolidated financial statements, in determining the fair values of the Group's completed investment properties, the Valuer has applied income capitalisation method or direct comparison method, as appropriate, for respective properties, which involves, inter-alia, certain estimates, including appropriate capitalisation rates, reversionary rental value and market transactions of comparable properties, as appropriate; whereas, in determining the fair values of the Group's investment properties under re-development, the Valuer has applied residual method which is dependent on the estimated gross development value, estimated cost of development and allowance of profit that duly reflected developer's risk associated with the development.

貴集團的投資物業乃根據獨立合資格專業估值師(「估值師」)進行的估值，採用公平值模式計量。誠如綜合財務報表附註5及17所披露，於釐定 貴集團已落成投資物業之公平值時，估值師已按各物業適用的情況應用收入資本化法或直接比較法，當中涉及(其中包括)適當資本化比率、復歸租值及可比較物業之市場交易(視適用情況而定)之若干估計。於釐定 貴集團之重建投資物業時，估值師已應用剩餘法，該方法取決於估計發展總值、估計發展成本及妥為反映發展商與發展項目相關之風險的溢利撥備。

關鍵審計事項(續)

How our audit addressed the key audit matter (Continued)

我們在審計中處理關鍵審計事項的方式(續)

- Challenging the reasonableness of the key assumptions and appropriateness of valuation models applied based on available market data and our knowledge of the property industry and whether the assumptions and methodologies are consistent with those used in prior year;
- Assessing the reasonableness of key inputs used in the valuation, on a sample basis, by checking to the publicly available information on comparable market transactions, comparing rental income, terms of existing leases to the existing lease summary of the Group and evaluating whether capitalisation rates adopted are comparable to market; and
- Evaluating whether the estimated cost of development to completion and the allowance of profit for developer used are comparable to market.
- 根據所得市場數據及我們對物業行業的認識，挑戰主要假設的合理性及所應用估值模型的適當性，以及有關假設及方法是否與過往年度所用者相符；
- 透過檢查公開可得的可比較市場交易資料，將租金收入及現有租賃條款與 貴集團現有租賃概要作比較，以及評估所採用的資本化比率是否與市場相若，抽樣評估估值時使用的主要數據輸入是否合理；及
- 評估估計發展至完工成本及發展商所用的溢利撥備是否與市場相若。

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獨立核數師報告

Key Audit Matters (Continued)

Key audit matter (Continued)

關鍵審計事項(續)

Assessment of the net realisable values of properties for sale 評估待售物業之可變現淨值

We identified the assessment of the net realisable values of the Group's properties for sale (the "PFS") as a key audit matter due to the subjective management judgements and estimates involved in the determination of the net realisable value (the "NRV") of the PFS.

As disclosed in note 20 to the consolidated financial statements, the Group had PFS of HK\$1,025,080,000 as at 31 December 2019. The Group's assessment of the carrying values of PFS, being the lower of cost and NRV, takes into account the selling price ultimately expected to be realised, the estimated costs to completion of the PFS and costs necessary to make the sale.

The management of the Group determines the estimated selling price of the PFS with reference to prevailing market data on most recent sale transactions of similar properties or market valuation reports available from independent qualified professional valuers, which takes into account the prevailing real estate market conditions.

Based on the management estimation of the NRV of the PFS and after taking into consideration the estimated costs to completion of the PFS and costs necessary to make the sale, no write-down of PFS was considered necessary for the year ended 31 December 2019.

我們識別 貴集團的待售物業(「待售物業」)可變現淨值評估作為關鍵審計事項，原因是釐定待售物業的可變現淨值(「可變現淨值」)時涉及管理層主觀判斷及估計。

誠如綜合財務報表附註20所披露， 貴集團於二零一九年十二月三十一日的待售物業為港幣1,025,080,000元。 貴集團評估待售物業的賬面值(即成本及可變現淨值兩者中的較低者)時，會考慮最終預期變現的售價、待售物業的估計完工成本及進行銷售所需的成本。

貴集團管理層釐定待售物業的估計售價時，會參考類似物業的最近銷售交易或獨立合資格專業估值師提供的市場估值報告內的當前市場數據，當中會考慮當前房地產市況。

根據管理層對待售物業可變現淨值作出的估計，並經考慮待售物業的估計完工成本及進行銷售所需的成本後，我們認為於截至二零一九年十二月三十一日止年度毋須撇減待售物業。

關鍵審計事項(續)

How our audit addressed the key audit matter (Continued)

我們在審計中處理關鍵審計事項的方式(續)

Our procedures in relation to the assessment of the NRV of the PFS included:

- Assessing the reasonableness of the estimated selling price of the PFS estimated by the management or independent qualified professional valuers, on a sample basis, by comparing the estimated selling prices to the market prices achieved in the same projects or comparable properties, based on our knowledge of the Group's business and the real estate industry; and
- Assessing the reasonableness of the estimated cost to completion of the PFS estimated by the management, on a sample basis, by comparing it to the Group's development budget and the actual development cost of similar properties recently completed by the Group and by checking the actual cost incurred to date to construction contracts and other relevant documents.

我們評估待售物業的可變現淨值時進行的程序包括：

- 根據我們對 貴集團業務及房地產行業的認識，透過比較估計售價與同一項目或可比較物業所達到的市價，抽樣評估管理層或獨立合資格專業估值師估計的待售物業估計售價是否合理；及
- 透過比較管理層估計的待售物業估計完工成本與 貴集團的發展預算及 貴集團近期落成的類似物業的實際發展成本，以及檢查建築合約及其他相關文件迄今產生的實際成本，抽樣評估管理層估計的待售物業估計完工成本是否合理。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

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

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

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

董事及管治層就綜合財務報表須承擔的責任

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

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

管治層負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照百慕達公司法第90條僅向閣下（作為整體）作出包括我們意見的核數師報告，除此之外別無其他目的。我們概不就本報告之內容，向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港核數準則進行的審計，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滙總起來可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港核數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。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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.

核數師就審計綜合財務報表承擔的責任(續)

- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 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、監督與執行。我們為審計意見承擔全部責任。

INDEPENDENT AUDITOR'S REPORT
獨立核數師報告**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)**

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Chau Chi Ka.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
27 March 2020

核數師就審計綜合財務報表承擔的責任(續)

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

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

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

出具本獨立核數師報告之審計項目合夥人為周志嘉。

德勤•關黃陳方會計師行
執業會計師
香港
二零二零年三月二十七日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Revenue	收益			
Revenue from goods and services	貨品及服務收益		201,567	440,358
Rental income	租金收入		532,305	540,040
Total revenue	總收益	6	733,872	980,398
Cost of sales	銷售成本		(128,918)	(251,303)
Gross profit	毛利		604,954	729,095
Other income and losses	其他收入及虧損	7	53,387	47,619
Selling expenses	銷售費用		(6,272)	(11,935)
Administrative expenses	行政費用		(188,427)	(142,490)
Gain on disposal of subsidiaries	出售附屬公司之收益	39	—	235,812
Net fair value loss on investment properties/properties transfer	投資物業／物業轉撥 公平值虧損淨額	17	(131,243)	(101,018)
Finance costs	融資成本	9	(60,035)	(37,815)
Profit before income tax expense	除所得稅開支前溢利	10	272,364	719,268
Income tax expense	所得稅開支	13	(54,689)	(54,414)
Profit for the year	年內溢利		217,675	664,854

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
綜合損益及其他全面收入表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Other comprehensive expense, net of tax	其他全面開支，扣除稅項後	14		
<i>Item that will not be reclassified to profit or loss:</i>	<i>以下項目將不會重新分類到損益：</i>			
Deficit on revaluation of buildings, net of deferred tax	樓宇重估虧損，扣除遞延稅項後		(578)	(400)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>以下項目其後可能重新分類到損益：</i>			
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損		(11,118)	(33,176)
Other comprehensive expense for the year, net of tax	年內其他全面開支，扣除稅項後		(11,696)	(33,576)
Total comprehensive income for the year	年內總全面收入		205,979	631,278
Profit/(loss) for the year attributable to:	應佔年內溢利／(虧損)：			
Owners of the Company	本公司擁有人		217,782	671,592
Non-controlling interests	非控股權益		(107)	(6,738)
			217,675	664,854

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
 綜合損益及其他全面收入表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Total comprehensive income/ (expense) for the year attributable to:	應佔年內總全面收入/ (開支)：			
Owners of the Company	本公司擁有人		206,373	639,739
Non-controlling interests	非控股權益		(394)	(8,461)
			205,979	631,278
Earnings per share	每股溢利	16		
Basic	基本		HK\$港幣0.77元	HK\$港幣2.37元

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investment properties	投資物業	17	21,185,655	20,439,237
Property, plant and equipment	物業、廠房及設備	18	153,712	127,218
Properties held for development	待發展物業	19	—	17,305
Deposits paid for acquisition of properties	收購物業之已付訂金		9,351	63,552
Loan receivables	應收貸款	21	26,890	32,756
Total non-current assets	總非流動資產		21,375,608	20,680,068
Current assets	流動資產			
Properties for sale	待售物業	20	1,025,080	954,855
Trade and other receivables	貿易及其他應收款項	21	95,583	141,192
Financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益 (「按公平值計入損益」)之 財務資產	22	99,255	92,443
Restricted bank deposits	受限制銀行存款	23	43,879	74,568
Short-term bank deposits	短期銀行存款	23	250,000	575,000
Cash and cash equivalents	現金及現金等價物	23	307,211	186,238
Assets classified as held for sale	分類為待售之資產	38	1,821,008 420,000	2,024,296 420,000
Total current assets	總流動資產		2,241,008	2,444,296
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	24	709,154	619,975
Contract liabilities	合約負債	25	60,086	154,469
Lease liabilities	租賃負債	26	4,473	—
Borrowings	借貸	27	213,005	1,067,765
Provision for income tax	所得稅撥備		165,647	213,381
Total current liabilities	總流動負債		1,152,365	2,055,590
Net current assets	淨流動資產		1,088,643	388,706

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Total assets less current liabilities	總資產減流動負債		22,464,251	21,068,774
Non-current liabilities	非流動負債			
Borrowings	借貸	27	1,731,058	495,023
Lease liabilities	租賃負債	26	6,798	—
Deferred tax liabilities	遞延稅項負債	28	120,859	117,532
Total non-current liabilities	總非流動負債		1,858,715	612,555
Net assets	淨資產		20,605,536	20,456,219
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	29	28,331	28,331
Reserves	儲備	30	20,562,544	20,412,833
Non-controlling interests	非控股權益	36	20,590,875 14,661	20,441,164 15,055
Total equity	權益總額		20,605,536	20,456,219

The consolidated financial statements on pages 152 to 308 are authorised for issue by the board of directors on 27 March 2020 and are signed on behalf by:

第152至308頁之綜合財務報表於二零二零年三月二十七日獲董事會授權刊發，並由以下董事代為簽署：

Foo Kam Chu Grace
傅金珠
Director
董事

Chan Wai Ling
陳慧苓
Director
董事

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Operating activities	經營業務		
Profit before income tax expense	除所得稅開支前溢利	272,364	719,268
<i>Adjustments for:</i>	<i>就下列各項作出調整：</i>		
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之利息收入	(4,581)	(5,232)
Interest income from loan receivables	應收貸款利息收入	(1,066)	(1,021)
Other interest income	其他利息收入	(22,124)	(17,695)
Interest expenses on borrowings	借貸利息支出	57,201	37,815
Interest expenses on rental deposit received	已收租金按金利息支出	2,525	N/A不適用
Interest expenses on lease liabilities	租賃負債利息支出	309	N/A不適用
Depreciation of right-of-use assets	使用權資產折舊	3,310	N/A不適用
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊	5,351	2,987
Amortisation of properties held for development	待發展物業攤銷	N/A不適用	546
Impairment loss on trade receivables	貿易應收款項減值虧損	5,757	—
Net fair value loss on investment properties/properties transfer	投資物業／物業轉撥公平值虧損淨額	17 131,243	101,018
Gain on disposal of subsidiaries	出售附屬公司之收益	39 —	(235,812)
Operating profit before working capital changes	營運資金轉變前之經營溢利	450,289	601,874
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少／(增加)	39,718	(23,168)
(Increase)/decrease in properties for sale	待售物業(增加)／減少	(79,014)	99,997
Decrease in bank deposits at escrow account	於託管賬戶之銀行存款減少	—	2,231
Decrease/(increase) in restricted bank deposits	受限制銀行存款減少／(增加)	30,689	(16,575)
Increase in trade and other payables	貿易及其他應付款項增加	86,551	51,334
Decrease in contract liabilities	合約負債減少	(94,383)	(138,264)
Net cash generated from operations	業務所得現金淨額	433,850	577,429
Income tax paid	已付所得稅	(98,982)	(59,318)
Net cash generated from operating activities	經營業務所得現金淨額	334,868	518,111

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
	<i>Notes</i> 附註		
Investing activities	投資活動		
Purchases of financial assets at FVTPL	購買按公平值計入損益之財務資產	(224,079)	(160,891)
Proceed from disposal of financial assets at FVTPL	出售按公平值計入損益之財務資產所得款項	215,138	175,007
Placement of short-term bank deposits	存放短期銀行存款	(451,000)	(5,669,596)
Withdrawal of short-term bank deposits	提取短期銀行存款	776,000	5,574,651
Advance to loan receivables	應收貸款墊款	—	(5,922)
Repayment from loan receivables	應收貸款還款	6,000	6,464
Additions to property, plant and equipment	增添物業、廠房及設備	(5,175)	(23,563)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	—	289
Deposits paid for acquisitions of properties	收購物業之已付訂金	(70)	(63,552)
Payment to acquire investment properties	收購投資物業之付款	(823,390)	(1,146,830)
Net cash inflows from disposal of subsidiaries	出售附屬公司之現金流入淨額	—	524,262
Purchase of net assets, net of cash acquired	收購淨資產，扣除所得現金	—	(214,123)
Interest received from financial assets at FVTPL	按公平值計入損益之財務資產之已收利息	4,581	5,232
Interest received from loan receivables	應收貸款已收利息	1,066	1,021
Other interest received	其他已收利息	22,124	17,695
Deposits received on disposal of subsidiaries	出售附屬公司之已收按金	2,000	55,353
<i>Net cash used in investing activities</i>	<i>投資活動所用現金淨額</i>	(476,805)	(924,503)

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Financing activities	融資活動		
Repayments of bank loans	償還銀行貸款	(1,118,725)	(1,037,332)
Bank loans raised	籌集銀行貸款	1,500,000	1,072,000
Distributions to non-controlling shareholders of subsidiaries	分派予附屬公司之非控股股東	—	(12,345)
Interest paid on borrowings	已付借貸利息	(57,201)	(37,815)
Interest paid on lease liabilities	已付租賃負債利息	(309)	N/A不適用
Repayment of lease liabilities	償還租賃負債	(2,409)	N/A不適用
Final and special dividends paid	已付末期及特別股息	(56,662)	(56,662)
<i>Net cash generated from/(used in) financing activities</i>	<i>融資活動所得/(所用)現金淨額</i>	264,694	(72,154)
Increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)	122,757	(478,546)
Cash and cash equivalents as at 1 January	於一月一日之現金及現金等價物	186,238	666,895
Effect of foreign exchange rate changes, net	匯率變動影響，淨額	(1,784)	(2,111)
Cash and cash equivalents as at 31 December	於十二月三十一日之現金及現金等價物	307,211	186,238

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益		
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元
As at 1 January 2019	於二零一九年一月一日	28,331	690,811	295
Profit/(loss) for the year	年內溢利/(虧損)	—	—	—
Other comprehensive expense	其他全面開支			
Item that will not be reclassified to profit or loss:	以下項目將不會重新分類到損益：			
Deficit on revaluation of buildings, net of deferred tax (note 14)	樓宇重估虧損，扣除遞延稅項後 (附註14)	—	—	—
Item that may be reclassified subsequently to profit or loss:	以下項目其後可能重新分類到損益：			
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	—	—	—
Total comprehensive (expense)/income for the year	年內總全面(開支)/收入	—	—	—
Proposed final dividends for 2019 (note 15(a))	建議二零一九年末期股息 (附註15(a))	—	—	—
Final dividend paid for 2018 (note 15(b))	已付二零一八年末期股息 (附註15(b))	—	—	—
As at 31 December 2019	於二零一九年十二月三十一日	28,331	690,811	295

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

Equity attributable to owners of the Company 本公司擁有人應佔權益							
Asset revaluation reserve 資產重估 儲備 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Special reserve 特別儲備 HK\$'000 港幣千元	Proposed final dividends 建議末期 股息 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元	Non- controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
688	19,691,418	(28,889)	1,848	56,662	20,441,164	15,055	20,456,219
—	217,782	—	—	—	217,782	(107)	217,675
(578)	—	—	—	—	(578)	—	(578)
—	—	(10,831)	—	—	(10,831)	(287)	(11,118)
(578)	217,782	(10,831)	—	—	206,373	(394)	205,979
—	(56,662)	—	—	56,662	—	—	—
—	—	—	—	(56,662)	(56,662)	—	(56,662)
110	19,852,538	(39,720)	1,848	56,662	20,590,875	14,661	20,605,536

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益		
		Share capital 股本 HK\$'000 港幣千元	Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回 儲備 HK\$'000 港幣千元
As at 1 January 2018	於二零一八年一月一日	28,331	690,811	295
Profit/(loss) for the year	年內溢利／(虧損)	—	—	—
Other comprehensive expense	其他全面開支			
Item that will not be reclassified to profit or loss:	以下項目將不會重新分類到損益：			
Deficit on revaluation of buildings, net of deferred tax (note 14)	樓宇重估虧損，扣除遞延稅項後 (附註14)	—	—	—
Item that may be reclassified subsequently to profit or loss:	以下項目其後可能重新分類到損益：			
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損	—	—	—
Total comprehensive (expense)/income for the year	年內總全面(開支)／收入	—	—	—
Proposed final dividends for 2018 (note 15(a))	建議二零一八年末期股息 (附註15(a))	—	—	—
Distribution to non-controlling shareholders of a subsidiary (note 36)	分派予附屬公司之非控股股東 (附註36)	—	—	—
Final dividend paid for 2017 (note 15(b))	已付二零一七年末期股息 (附註15(b))	—	—	—
As at 31 December 2018	於二零一八年十二月三十一日	28,331	690,811	295

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

Asset revaluation reserve 資產重估 儲備 HK\$'000 港幣千元	Equity attributable to owners of the Company 本公司擁有人應佔權益					Total	Non- controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
	Retained profits 保留溢利 HK\$'000 港幣千元	Exchange reserve 匯兌儲備 HK\$'000 港幣千元	Special reserve 特別儲備 HK\$'000 港幣千元	Proposed final dividends 建議末期 股息 HK\$'000 港幣千元				
1,088	19,076,488	2,564	1,848	56,662	19,858,087	35,861	19,893,948	
—	671,592	—	—	—	671,592	(6,738)	664,854	
(400)	—	—	—	—	(400)	—	(400)	
—	—	(31,453)	—	—	(31,453)	(1,723)	(33,176)	
(400)	671,592	(31,453)	—	—	639,739	(8,461)	631,278	
—	(56,662)	—	—	56,662	—	—	—	
—	—	—	—	—	—	(12,345)	(12,345)	
—	—	—	—	(56,662)	(56,662)	—	(56,662)	
688	19,691,418	(28,889)	1,848	56,662	20,441,164	15,055	20,456,219	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

1. GENERAL INFORMATION

Soundwill Holdings Limited (the “Company”) is a limited liability company incorporated and domiciled in Bermuda. The address of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 35 to the consolidated financial statements. The Company and its subsidiaries (the “Group”) is principally engaged in property development, property leasing and provision of building management services.

The directors of the Company (the “Directors”) consider the Company’s ultimate holding party to be a discretionary trust (the “Trust”), which Madam Foo Kam Chu Grace, the Chairman of the board of Directors, and her family members (including Ms. Chan Wai Ling, executive director of the Company) are the beneficiaries of the Trust.

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

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

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to Hong Kong Accounting Standard (“HKAS”) 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

1. 一般資料

金朝陽集團有限公司(「本公司」)為於百慕達註冊成立與登記之有限公司，本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司主要業務為投資控股，其附屬公司之主要業務載於綜合財務報表附註35。本公司及其附屬公司(「本集團」)主要從事物業發展、物業租賃及提供樓宇管理服務。

本公司董事(「董事」)認為本公司之最終控股方為一項全權信託(「該信託」)，而本公司董事會主席傅金珠女士及其家族成員(包括本公司執行董事陳慧苓小姐)為該信託之受益人。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效之新訂及經修訂香港財務報告準則

本集團在本年度首度應用由香港會計師公會(「香港會計師公會」)頒佈的以下新訂及經修訂香港財務報告準則：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)詮釋第23號	所得稅處理的不明確因素
香港會計準則(「香港會計準則」)第19號之修訂	計劃修訂、縮減或結算
香港會計準則第28號之修訂	於聯營公司及合營企業的長期權益
香港財務報告準則之修訂	香港財務報告準則二零一五年至二零一七年週期之年度改進

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

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

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standards to contracts that were not previously identified as containing a lease.

Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. At as 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

除下文所述外，於本年度應用新訂及經修訂香港財務報告準則對本集團本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載的披露事項並無產生重大影響。

香港財務報告準則第16號「租賃」

本集團於本年首度應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

租賃之定義

本集團已選擇可行之權宜之計，對先前識別為應用香港會計準則第17號及香港(國際財務報告詮釋委員會)詮釋第4號「釐定某項安排是否包含租賃」之租賃之合約應用香港財務報告準則第16號，且不會對先前未識別為包含租賃之合約應用此準則。

因此，本集團並無重新評估在首次應用日期前已存在之合約。

對於二零一九年一月一日或之後訂立或修訂之合約，本集團在評估合約是否包含租賃時，乃根據香港財務報告準則第16號所載規定應用租賃之定義。

作為承租人

本集團已於二零一九年一月一日追溯應用香港財務報告準則第16號，並於首次應用日期確認累計影響。於二零一九年一月一日，本集團透過應用香港財務報告準則第16.C8(b)(ii)條過渡，按相等於經應計租賃付款調整之相關租賃負債金額確認額外租賃負債及使用權資產。於首次應用日期之任何差額乃於期初保留溢利確認，並無重列比較資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of properties in Hong Kong was determined on a portfolio basis; and
- iv. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group’s leases with extension and termination options.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為承租人(續)

於過渡時根據香港財務報告準則第16號應用經修訂追溯方式時，本集團已在各租賃合約相關之範圍內，對先前根據香港會計準則第17號分類為經營租賃之租賃，按逐份租賃基準應用以下可行權宜之計：

- i. 選擇不就租期在首次應用日期起計12個月內結束之租賃確認使用權資產及租賃負債；
- ii. 於首次應用日期計量使用權資產時剔除初始直接成本；
- iii. 對類似經濟環境下類似相關資產類別具有類似剩餘年期之租賃組合，應用單一折現率。具體而言，若干香港物業租賃之折現率乃按組合基準釐定；及
- iv. 釐定本集團附有延長或終止選擇權之租賃之租期時，根據於首次應用日期之事實及情況，運用事後觀察所得結果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 3.933%.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

The Group recognised lease liabilities of HK\$5,983,000 and right-of-use assets of HK\$23,127,000 at 1 January 2019.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為承租人(續)

就先前分類為經營租賃之租賃確認租賃負債時，本集團已於首次應用日期應用相關集團實體之增量借貸利率。所應用之加權平均承租人增量借貸利率為3.933%。

應用香港財務報告準則第16號後，本集團於過渡時作出以下調整：

本集團於二零一九年一月一日確認租賃負債港幣5,983,000元及使用權資產港幣23,127,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為承租人(續)

**At 1 January
2019
於二零一九年
一月一日
HK\$'000
港幣千元**

Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露之經營租賃承擔	6,807
Less: discounting on lease liabilities at relevant incremental borrowing rates	減：按相關增量借貸利率折現租賃負債	(141)
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借貸利率折現之租賃負債	6,666
Less: Recognition exemption	減：確認豁免	
— short-term leases	— 短期租賃	(677)
— low value assets	— 低價值資產	(6)
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	5,983
Analysed as	分析為	
Current	流動	2,049
Non-current	非流動	3,934
		5,983

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為承租人(續)

於二零一九年一月一日之使用權資產賬面值由以下各項組成：

		Notes 附註	Right-of-use assets 使用權資產 HK\$'000 港幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號時確認之經營租賃相關之使用權資產		5,983
Reclassified from properties held for development	由待發展物業重新分類	(a)	17,305
Adjustments on rental deposits at 1 January 2019	於二零一九年一月一日之租金按金調整	(b)	61
Less: Accrued lease liabilities relating to rent free period at 1 January 2019	減：於二零一九年一月一日與免租期相關之累計租賃負債	(c)	(222)
			23,127
By class:	按類別劃分：		
Leasehold lands	租賃土地		17,305
Leased properties	租賃物業		5,822
			23,127

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessee (Continued)

- (a) Upfront payments for leasehold lands in Hong Kong and the People’s Republic of China (“the PRC”) were classified as properties held for development as at 31 December 2018. Upon application of HKFRS 16, properties held for development amounting to HK\$17,305,000 were reclassified to right-of-use assets.
- (b) Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. Accordingly, HK\$61,000 was adjusted to refundable rental deposits paid and right-of-use assets.
- (c) These relate to accrued lease liabilities for leases of properties in which the lessors provided rent-free period. The carrying amount of the lease incentive liabilities as at 1 January 2019 was adjusted to right-of-use assets at transition.

Effective from 1 January 2019, leasehold lands which were classified properties for development are measured under HKFRS 16 at cost less any accumulated depreciation and any impairment losses.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為承租人(續)

- (a) 於二零一八年十二月三十一日，香港及中華人民共和國(「中國」)租賃土地之預付款項分類為待發展物業。應用香港財務報告準則第16號後，待發展物業港幣17,305,000元已重新分類為使用權資產。
- (b) 應用香港財務報告準則第16號前，本集團將已付可退還租金按金視為應用香港會計準則第17號之租賃項下之權利及義務。根據香港財務報告準則第16號下之租賃付款定義，該等按金並非與相關資產使用權有關之付款，並已作出調整以反映過渡時之折現影響。因此，已付可退還租金按金及使用權資產已作出港幣61,000元之調整。
- (c) 這與出租人提供免租期之物業租賃之累計租賃負債相關。於二零一九年一月一日之租賃優惠負債賬面值，已於過渡時調整至使用權資產。

自二零一九年一月一日起，分類為待發展物業之租賃土地根據香港財務報告準則第16號按成本減任何累計折舊及任何減值虧損計量。

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綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (d) Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 January 2019. The application has had no impact on the Group’s consolidated statement of financial position at 1 January 2019. However, effective on 1 January 2019, lease payments relating to the revised lease term after modification are recognised as income on straight-line basis over the extended lease term.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為出租人

根據香港財務報告準則第16號之過渡條文，本集團無須於過渡時對本集團為出租人之租賃作出任何調整，但須由首次應用日期起根據香港財務報告準則第16號將該等租賃入賬，並無重列比較資料。

- (d) 應用香港財務報告準則第16號後，就現有租賃合約下之同一相關資產已訂立但於首次應用日期後開始之新租賃合約，乃按猶如現有租賃於二零一九年一月一日修訂之方式入賬。此應用並無對本集團於二零一九年一月一日之綜合財務狀況表造成任何影響。但由二零一九年一月一日起，與修訂後之經修訂租期有關之租賃付款，乃於經延長租期內以直線法確認為收入。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)****HKFRS 16 Leases (Continued)**

As a lessor (Continued)

- (e) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under trade and other payables. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition. Accordingly, HK\$9,207,000 was adjusted to refundable rental deposits received and advance lease payments.
- (f) Effective on 1 January 2019, the Group has applied HKFRS 15 “Revenue from Contracts with Customers” (“HKFRS 15”) to allocate consideration in the contract to each lease and non-lease components. The change in allocation basis has had no material impact on the consolidated financial statements of the Group for the current year.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**於本年度強制生效之新訂及經修訂香港財務報告準則(續)****香港財務報告準則第16號「租賃」(續)**

作為出租人(續)

- (e) 應用香港財務報告準則第16號前，已收可退還租金按金視為於貿易及其他應付款項下應用香港會計準則第17號之租賃項下之權利及義務。根據香港財務報告準則第16號之租賃付款定義，該等按金並非與使用權資產有關之付款，並已作出調整以反映過渡時之折現影響。因此，已收可退還租金按金及預付租賃付款已作出港幣9,207,000元之調整。
- (f) 由二零一九年一月一日起，本集團應用香港財務報告準則第15號「來自客戶合約之收益」(「香港財務報告準則第15號」)，將合約代價分配至各租賃及非租賃成分。分配基準變動並無對本集團本年度之綜合財務報表造成任何重大影響。

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綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessor (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為出租人(續)

於二零一九年一月一日之綜合財務狀況表確認之金額已作出以下調整。不受有關變動影響之項目並未包括在內。

			Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019
			先前於二零一八年十二月三十一日報告之賬面值	調整	於二零一九年一月一日根據香港財務報告準則第16號計算之賬面值
	Notes		HK\$'000	HK\$'000	HK\$'000
	附註		港幣千元	港幣千元	港幣千元
Current liabilities		流動負債			
Trade and other payables		貿易及其他應付款項			
— Advance lease payments	(e)	— 預付租賃付款	—	9,207	9,207
— Rental deposits	(e)	— 租金按金	173,326	(9,207)	164,119

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

附註：為根據間接方法報告截至二零一九年十二月三十一日止年度之經營業務所得現金流量，已按上文披露之於二零一九年一月一日之年初綜合財務狀況表計算營運資金變動。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessor (Continued)

The following tables summarise the impacts of applying HKFRS 16 as a lessor on the Group’s consolidated statement of financial position as at 31 December 2019 and its consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 31 December 2019 for each of the line items affected. Line items that were not affected by the changes have not been included.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為出租人(續)

下表就各受影響項目概述作為出租人應用香港財務報告準則第16號對本集團於二零一九年十二月三十一日之綜合財務狀況表及其截至二零一九年十二月三十一日止年度綜合損益及其他全面收入表以及綜合現金流量表產生之影響。不受有關變動影響之項目並未包括在內。

Impact on the consolidated statement of financial position		As reported	Adjustments	Amounts without application of HKFRS 16, as a lessor 未應用香港財務報告準則第16號之金額 (作為出租人)
對綜合財務狀況表之影響		按報告 HK\$'000 港幣千元	調整 HK\$'000 港幣千元	HK\$'000 港幣千元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項			
— Advance lease payments	— 預付租賃付款	5,195	(5,195)	—
— Rental deposits	— 租金按金	156,450	5,278	161,728
Equity	權益			
Reserves	儲備	20,562,544	(83)	20,562,461

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綜合財務報表附註

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessor (Continued)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為出租人(續)

Impact on the consolidated statement of profit and loss and other comprehensive income		Notes	As reported	Adjustments	Amounts without application of HKFRS 16, as a lessor
			按報告	調整	未應用香港財務報告準則第16號之金額
對綜合損益及其他全面收入表之影響		附註	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Revenue	收益	(g)	733,872	(2,608)	731,264
Finance costs	融資成本	(g)	(60,035)	2,525	(57,510)
Profit before income tax expenses	除所得稅開支前溢利		272,364	(83)	272,281

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

New and Amendments to HKFRSs that are mandatorily effective for the current year (Continued)

HKFRS 16 Leases (Continued)

As a lessor (Continued)

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

作為出租人(續)

Impact on the consolidated statement of cash flows		As reported	Adjustments	Amounts without application of HKFRS 16, as a lessor	
				未應用香港財務報告準則第16號之金額 (作為出租人)	
對綜合現金流量表之影響		按報告	調整	HK\$'000 港幣千元	
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元	
Net cash inflow from operating activities	經營業務之所得現金 流入淨額	(g)	334,868	(83)	334,785

Notes:

- (g) The adjustments relate to reduction in rental income and finance costs of HK\$2,608,000 and HK\$2,525,000 respectively if the discounting effects for refundable rental deposits were not adjusted.

附註：

- (g) 該等調整乃關於在可退還租金按金之折現影響不予調整之情況下，租金收入及融資成本分別減少港幣2,608,000元及港幣2,525,000元。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

2.2 New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 Amendments to HKFRS 3	Insurance Contracts ¹ Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴

¹ Effective for annual periods on or after 1 January 2021

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2020

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號 香港財務報告準則第3號 之修訂	保險合約 ¹ 業務之定義 ²
香港財務報告準則第10號及 香港會計準則第28號之 修訂	投資者與其聯營公司或 合營企業之間的資 產出售或注入 ³
香港會計準則第1號及 香港會計準則第8號之 修訂	重要之定義 ⁴
香港財務報告準則第9號、 香港會計準則第39號及 香港財務報告準則第7號 之修訂	利率基準改革 ⁴

¹ 於二零二一年一月一日或之後開始的年度期間生效

² 就於收購日期為自二零二零年一月一日或之後開始的首個年度期間的期初或之後的企業合併及資產收購生效

³ 於待定期或之後開始的年度期間生效

⁴ 於二零二零年一月一日或之後開始的年度期間生效

除上述新訂及經修訂香港財務報告準則外，經修訂財務報告概念框架於二零一八年發佈。其後續修訂《香港財務報告準則中對概念框架的提述的修訂》將於二零二零年一月一日或之後開始的年度期間生效。

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2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)**2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)**

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

Amendments to HKAS 1 and HKAS 8 Definition of Material

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)**2.2 已頒佈惟尚未生效的新訂及經修訂香港財務報告準則(續)**

除下述新訂及經修訂香港財務報告準則外，董事預期，應用所有其他新訂及經修訂香港財務報告準則將不會對可見將來的綜合財務報表造成重大影響。

香港會計準則第1號及香港會計準則第8號之修訂「重要之定義」

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重要的定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂與各香港財務報告準則的定義一致，並將在本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

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For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

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

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈惟尚未生效的新訂及經修訂香港財務報告準則(續)

二零一八年財務報告概念框架(「新框架」)及提述香港財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要計量標準為損益，且於特殊情況下方會使用其他全面收入，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、取消確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使有關若干香港財務報告準則中的提述已更新至符合新框架，惟部分香港財務報告準則仍參考該框架的先前版本。該等修訂於二零二零年一月一日或之後開始的年度期間生效，並可提早應用。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或條件。

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3. BASIS OF PREPARATION

3.1 Statement of compliance

The consolidated financial statements on pages 152 to 308 have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

3.2 Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments, investment properties and buildings which are measured at fair values or revalued amounts at the end of the reporting period as set out in the accounting policies below.

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

3. 編製基準

3.1 合規聲明

第152至308頁之綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則而編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例所規定之適用披露。

3.2 計量基準

綜合財務報表乃採用歷史成本法編製，惟按下文會計政策所載於報告期末按公平值或重估金額計量之若干財務工具、投資物業及樓宇除外。

歷史成本一般以交換貨品及服務所給予代價之公平值為基準。

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3. BASIS OF PREPARATION (Continued)

3.2 Basis of measurement (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based payment”, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of assets”.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

3. 編製基準(續)

3.2 計量基準(續)

公平值為市場參與者於計量日期在有序交易中出售資產將收取或轉讓負債將支付之價格，不論該價格是否直接可觀察或使用另一項估值技術估計。估計資產或負債之公平值時，本集團考慮市場參與者在計量日期為該資產或負債進行定價時將會考慮之資產或負債特徵。在該等綜合財務報表中計量及／或披露之公平值均按此基礎上釐定，惟在香港財務報告準則第2號「股份支付」範圍內之以股份為基礎之支付交易、根據香港財務報告準則第16號(自二零一九年一月一日起)或香港會計準則第17號(應用香港財務報告準則第16號前)入賬之租賃交易及與公平值部分類似但並非公平值之計量(如香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值)除外。

計量非財務資產之公平值時，會考慮市場參與者透過按其最高及最佳用途使用資產或透過出售予將按其最高及最佳用途使用資產之其他市場參與者而產生經濟利益之能力。香港財務報告準則第13號下之公平值為離場價格，不論該價格是否可直接觀察或使用其他估值方法估計。

對於按公平值及使用不可觀察數據輸入計量其後期間公平值之估值技術而交易之財務工具及投資物業，估值技術會作校準，以使估值技術結果等同交易價格。

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3. BASIS OF PREPARATION (Continued)

3.2 Basis of measurement (Continued)

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

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

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised in note 4.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated 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 5.

3.3 Functional and presentation currency

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

3. 編製基準(續)

3.2 計量基準(續)

此外，就財務報告而言，公平值計量根據公平值計量之數據輸入可觀察程度及數據輸入對公平值計量之整體重要性分類為第1級、第2級或第3級，載述如下：

- 第1級數據輸入是實體於計量日期可為相同資產或負債在活躍市場取得的報價(未作調整)；
- 第2級數據輸入是就資產或負債直接或間接可觀察之數據輸入(不包括第1級內之報價)；及
- 第3級數據輸入是就資產或負債不可觀察之數據輸入。

編製該等綜合財務報表所採用之主要會計政策在附註4概述。

謹請留意編製綜合財務報表曾運用會計估計及假設。雖然該等估計基於管理層對現時事件及行動之最佳理解及判斷，但實際結果最終或會與有關估計有重大出入。涉及高度判斷或複雜性之範圍，或假設及估計對綜合財務報表屬重大之範圍在附註5內披露。

3.3 功能及呈列貨幣

綜合財務報表乃以港幣(「港幣」)呈列，而港幣亦為本公司之功能貨幣。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved when the Company:

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

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

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

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

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

4. 主要會計政策概要

4.1 綜合基準

綜合財務報表包括本公司及由本公司及其附屬公司控制之實體之財務報表。

倘本公司達成以下條件，即取得控制權：

- 有權控制被投資方；
- 對其參與被投資方之浮動回報享有承擔或權利；及
- 能運用對被投資方之權力以影響其所得回報。

倘有事實及情況顯示上列三項控制元素中有一項或多項元素有變，本集團則重新評估其是否對被投資方擁有控制權。

當本集團取得附屬公司之控制權時，附屬公司即開始綜合入賬；當本集團失去對附屬公司之控制權時，附屬公司則不再綜合入賬。具體而言，年內所收購或所出售附屬公司之收入及開支，乃自本集團取得控制權當日起至本集團不再控制附屬公司當日止計入綜合損益及其他全面收入表。

損益及各其他全面收入項目乃歸屬於本公司擁有人及非控股權益。附屬公司之總全面收入乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦如是。

必要時會對附屬公司之財務報表作出調整，以使其會計政策符合本集團之會計政策。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.1 Basis of consolidation (Continued)**

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

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

Changes in the Group's interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

Acquisition of subsidiary not constituting a business

When the Group acquires a subsidiary where the underlying assets are not integrated in forming a business, the transaction is accounted for as a purchase of net assets. The cost of the acquisition is allocated to the identifiable assets and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

4. 主要會計政策概要(續)**4.1 綜合基準(續)**

與本集團成員公司之間交易有關之所有集團內公司間資產及負債、權益、收入、開支及現金流量會於綜合賬目時全數對銷。

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

本集團於現有附屬公司之權益變動

倘本集團失去附屬公司之控制權，則取消確認該附屬公司及非控股權益(如有)之資產及負債。收益或虧損會在損益中確認，並按下列兩者之差額計算：(i)所收取代價之公平值與任何保留權益之公平值之總額，與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值。過往就該附屬公司在其他全面收入確認之所有金額，會以猶如本公司已直接出售附屬公司之相關資產或負債之方式入賬(即重新分類至損益或轉撥至適用香港財務報告準則訂明/允許之其他權益類別)。

收購不構成業務之附屬公司

當本集團收購一家附屬公司(其相關資產並非合併為業務)，則交易入賬列為購買淨資產。收購成本會分配至可識別資產及所承擔負債，方法是將購買價首先分配至其後按公平值模式計量的投資物業及按相關公平值計量的財務資產/財務負債，然後按其於購買日期的相對公平值，將購買價餘額分配至其他可識別資產及負債。此等交易不會產生商譽或議價購買收益。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 Joint arrangements

Interests in joint operations

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

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

4. 主要會計政策概要(續)

4.2 合營安排

於合營業務之權益

合營業務屬於合營安排，據此，共同控制有關安排之各方有權享有合營安排之資產，並承擔合營安排之負責任。共同控制為各方在合約規限下同意分享安排之控制權，僅於就相關活動作出決定時必須經分享控制權之各方一致同意下始存在共同控制。

當集團實體以合營業務進行其業務，本集團作為合營營運方就有關其於合營業務之權益確認：

- 其資產，包括其分佔任何共同持有之資產；
- 其負債，包括其分佔任何共同產生之負債；
- 其銷售其分佔合營業務產品之收益；
- 其分佔合營業務銷售產品之收益；及
- 其開支，包括其分佔任何共同產生之開支。

本集團根據適用於個別資產、負債、收益及開支之香港財務報告準則，將其於合營業務之權益相關之資產、負債、收益及開支入賬。

當集團實體與合營業務交易而集團實體為合營營運方(如銷售或貢獻資產)，本集團被視為與合營業務之其他各方交易，則交易產生之盈虧只限於合營業務其他各方權益之部分，方可於本集團綜合財務報表內確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 Joint arrangements (Continued)

Interests in joint operations (Continued)

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

4.3 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal, except for financial assets within the scope of HKFRS 9 and investment properties which continue to be measured in accordance with the accounting policies as set out in respective sections.

4. 主要會計政策概要(續)

4.2 合營安排(續)

於合營業務之權益(續)

當集團實體與合營業務交易而集團實體為合營營運方(如購買資產),本集團不會確認其分佔之盈虧,直至該等資產轉售予第三方為止。

4.3 待售非流動資產

倘非流動資產及出售組別之賬面值將主要透過銷售交易而非持續使用而收回,則分類為待售。僅當資產(或出售組別)在其現況下可以立即出售(僅受制於對該資產(或出售組別)之銷售屬通常及慣常之條款),並且極有可能出售時,才會被視為滿足此條件。管理層必須致力銷售,預計在分類之日起計一年內,該銷售有資格確認為已完成的銷售。

當本集團致力於涉及失去對附屬公司控制權之銷售計劃時,該附屬公司之所有資產及負債在符合上述準則時分類為待售,而不論本集團會否在銷售後保留其於相關附屬公司之非控股權益。

分類為待售之非流動資產(及出售組別)按其先前賬面值與公平值減出售成本兩者中之較低者計量,惟屬於香港財務報告準則第9號範圍內之財務資產及投資物業則繼續根據各節所載之會計政策計量。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 Investment properties

Investment properties are properties held either to earn rental income and/or for capital appreciation (including properties under construction or held for future development for such purposes), but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost, including directly attributable expenditure, on initial recognition. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

A transfer from properties for sale to investment property should be made when, and only when, there is an evidence (such as inception of the lease) for a change in use. For a transfer to investment property, if the property will be carried at fair value, any difference between the fair value and the carrying amount of the property at the date of transfer is recognised in profit or loss.

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

4. 主要會計政策概要(續)

4.4 投資物業

投資物業是指為賺取租金收入及／或資本增值而持有之物業(包括為該等目的之在建或持作未來發展之物業)，而非為於日常業務過程中出售、用作生產或供應貨品或服務或作行政用途而持有之物業。

投資物業於首次確認時乃按成本(包括直接應佔開支)計量。經首次確認後，投資物業按公平值計量，經調整以排除任何預付或應計經營租賃收入。

投資物業公平值變動所產生之收益或虧損於產生期間計入損益。

在建投資物業產生之建設成本予以資本化為在建投資物業之賬面值一部分。

當及僅當有證據顯示用途改變(例如訂立租賃)時，方應將待售物業轉撥至投資物業。就轉撥至投資物業而言，倘物業將按公平值列賬，該物業於轉撥日期之公平值與賬面值兩者之任何差額乃於損益中確認。

投資物業於出售或當投資物業永久棄置或預期不會自出售獲取任何未來經濟利益時取消確認。取消確認物業時產生之任何盈虧(按淨出售所得款項及物業賬面值之差額計算)於取消確認物業期間在損益確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Property, plant and equipment

Buildings held for own use are stated at revalued amount, being their fair value at the date of the revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” (upon application of HKFRS 16) or “prepaid lease payments” (before application of HKFRS 16) in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

4. 主要會計政策概要(續)

4.5 物業、廠房及設備

持作自用之樓宇按重估金額列賬，即其於重估日期之公平值減任何其後累計折舊及其後累計減值虧損。

當本集團就於物業的擁有權權益(包括租賃土地及樓宇部分)付款時，全部代價於租賃土地及樓宇部分之間按初始確認時的相對公平值的比例分配。

在相關付款可作可靠分配的情況下，租賃土地權益於綜合財務狀況表中呈列為「使用權資產」(應用香港財務報告準則第16號後)或「預付租賃付款」(應用香港財務報告準則第16號前)，惟按公平值模式分類及入賬為投資物業者除外。當代價無法在相關租賃土地的非租賃樓宇部分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Property, plant and equipment (Continued)

Any revaluation increase arising from revaluation of property, plant and equipment is recognised in other comprehensive income and accumulated in asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognise in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of property, plant and equipment is recognised in profit or loss to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Other items of property, plant and equipment, are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing and capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use. 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 recognised as an expense in profit or loss during the financial period in which they are incurred.

4. 主要會計政策概要(續)

4.5 物業、廠房及設備(續)

重估物業、廠房及設備產生的任何重估增值會於其他全面收入確認及於資產重估儲備中累計，惟撥回同一資產先前已於損益中確認之重估減值情況則除外，在此情況下，有關增值計入損益內，惟以先前列支之減值為限。重估物業、廠房及設備產生之賬面淨值減少會於損益內確認，惟以其超出該資產先前所作重估之相關資產重估儲備之餘額(如有)為限。其後出售或報廢已重估資產時，應佔重估盈餘轉撥至保留溢利。

其他物業、廠房及設備項目乃按成本減其後累計折舊及任何累計減值虧損列賬。

物業、廠房及設備之成本包括其購買價及收購項目直接應佔成本。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本，以及(就合資格資產而言)按本集團會計政策予以資本化的借貸成本。該等資產按與其他物業資產相同的基準，於該等資產可投入作擬定用途時開始計提折舊。其後成本計入資產之賬面值或於適當時確認為獨立資產，惟前提為有關該項目之未來經濟利益很可能流入本集團及該項目之成本能可靠計算。所有其他成本(如維修及保養)在其產生之財政期間內於損益中確認為開支。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 Property, plant and equipment (Continued)

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

Leasehold lands	Over the lease period
Buildings	2%
Leasehold improvements	10%–30%
Furniture, fixtures and equipment	10%–20%
Motor vehicles	6%–15%

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date with the effect of any changes in estimates being accounted for on a prospective basis.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

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

4.6 Properties held for development

Before the application of HKFRS 16, properties held for development represent payments for interest in agricultural lands and are amortised on a straight-line basis over the lease terms.

4. 主要會計政策概要(續)

4.5 物業、廠房及設備(續)

折舊按物業、廠房及設備之估計可用期採用直線法按下列年率計算撥備以撇銷其成本／重估金額減剩餘價值：

租賃土地	於租期內
樓宇	2%
租賃物業裝修	10%–30%
傢俬、裝置及設備	10%–20%
汽車	6%–15%

資產之剩餘價值、折舊方法及可用期須於各報告日期進行檢討，並於適當情況下作出調整，而任何估計變動之影響會按未來基準入賬。

倘資產之賬面值高於其估計可收回金額，則資產即時撇減至其可收回金額。

物業、廠房及設備項目會在出售時或預期不會因繼續使用資產而產生未來經濟利益時取消確認。出售之盈虧釐定為出售所得款項淨額與資產賬面值之差額，在損益中確認。

4.6 待發展物業

應用香港財務報告準則第16號前，待發展物業指就農業用地權益作出之付款，乃於租賃年期內按直線基準攤銷。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Impairment of other non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of the non-financial assets to determine whether there is any indication that they have suffered an impairment loss or if any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of non-financial assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units.

4. 主要會計政策概要(續)

4.7 其他非財務資產減值

於報告期末，本集團審閱非財務資產之賬面值，以釐定有否任何跡象顯示該等資產已出現減值虧損。如有任何該等跡象，則估計有關資產之可收回金額，以釐定減值虧損(如有)之程度。

非財務資產之可收回金額會個別估計。倘無法個別估計資產之可收回金額，本集團則估計資產所屬現金產生單位之可收回金額。此外，本集團會評估是否有跡象表明企業資產已出現減值。倘存在有關跡象，於可識別合理一致的分配基準時，企業資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的現金產生單位最小組別。

可收回金額為公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，會使用可反映市場當前對貨幣時間價值及未調整未來現金流量估計之資產(或現金產生單位)之特有風險所作評估之稅前折現率，將估計未來現金流量折現至其現值。

倘估計資產(或現金產生單位)之可收回金額少於其賬面值，則資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致基準分配至現金產生單位的企業資產或一部分企業資產而言，本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的企業資產或一部分企業資產的賬面值)與該組現金產生單位的可收回金額作比較。分配減值虧損時，減值虧損首先分配以調減任何商譽(倘適用)之賬面值，然後按比例根據該單位或現金產生單位組別各資產之賬面值分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高者。原應分配至該資產之減值虧損金額會按比例分配至該單位或現金產生單位組別之其他資產。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Impairment of other non-financial assets (Continued)

An impairment loss is recognised as an expense immediately, unless the relevant asset (or a cash-generating unit) is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease according to that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

4.8 Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

4. 主要會計政策概要(續)

4.7 其他非財務資產減值(續)

減值虧損即時確認為開支，除非有關資產(或現金產生單位)根據其他準則按重估金額列賬，則在該情況下，減值虧損乃根據該準則作為重估減值處理。

倘減值虧損其後撥回，該資產(或現金產生單位或一組現金產生單位)之賬面值增加至其可收回金額之修訂估計，惟所增加之賬面值不得超過該資產(或現金產生單位或一組現金產生單位)於過往年度並無確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益確認，除非相關資產根據另一項準則按重估金額列賬，在此情況下，減值虧損撥回則按該準則視作重估增值處理。

4.8 租賃

租賃之定義(根據附註2之過渡應用香港財務報告準則第16號後)

凡於一段時期內將控制已識別資產用途之權利出讓以換取代價之合約，均屬於或包括一項租賃。

對於在首次應用日期或之後訂立或修訂或業務合併產生之合約，本集團會於訂立、修訂或收購日期(倘適用)根據香港財務報告準則第16號下之定義評估合約是否屬於或包含租賃。除非合約之條款及條件其後有所改動，否則不會重新評估有關合約。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of car parks and office premises that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4. 主要會計政策概要(續)

4.8 租賃(續)

本集團作為承租人(根據附註2之過渡應用香港財務報告準則第16號後)

將代價分配至合約組成部分

對於包含一個租賃組成部分以及一個或以上額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之獨立價格總額，將合約代價分配至各租賃組成部分。

本集團亦應用可行權宜方法不將非租賃組成部分與租賃組成部分分開，而是將租賃組成部分及任何相關非租賃組成部分作為單一租賃組成部分入賬。

作為實際權宜情況，當本集團合理預期對財務報表之影響不會與組合內之個別租賃出現重大差異時，具有類似特點之租賃則會按組合基準入賬。

短期租賃及低價值資產租賃

本集團對租期由開始日期起計12個月或以下且不含購買選擇權的停車位及辦公室物業，應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃之租賃付款在租期內按直線法確認為開支。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

(Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

4. 主要會計政策概要(續)

4.8 租賃(續)

本集團作為承租人(根據附註2之過渡應用香港財務報告準則第16號後)

(續)

使用權資產

使用權資產之成本包括：

- 租賃負債之初始計量金額；
- 於開始日期或之前作出的任何租賃付款減任何已收租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團拆除及移除相關資產、修復相關資產位處之地盤或將相關資產修復至租賃條款及條件所要求之狀況將予產生之成本估計。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

本集團合理確定可於租期結束時取得相關租賃資產擁有權之使用權資產，乃由開始日期起至可用期完結止計提折舊。否則，使用權資產會按其估計可用期及租期兩者中之較短者，以直線法計提折舊。

本集團將使用權資產列入「物業、廠房及設備」，即呈列相應相關資產(倘擁有)之同一項目。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” (“HKFRS 9”) and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

4. 主要會計政策概要(續)

4.8 租賃(續)

本集團作為承租人(根據附註2之過渡應用香港財務報告準則第16號後)(續)

可退還租金按金

已付可退還租金按金乃根據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」)入賬，初步按公平值計量。於初始確認時作出之公平值調整，視為額外租賃付款，並計入使用權資產成本。

租賃負債

本集團於租賃開始日期，按該日尚未支付之租賃付款現值確認及計量租賃負債。計算租賃付款現值時，倘無法輕易確定租賃隱含之利率，本集團則使用於租賃開始日期之增量借貸利率。

租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

4. 主要會計政策概要(續)

4.8 租賃(續)

本集團作為承租人(根據附註2之過渡應用香港財務報告準則第16號後)(續)

租賃負債(續)

在開始日期後，租賃負債會按利息增值及租賃付款予以調整。倘租期有變或對行使購買選擇權之評估有變(在此情況下，則於重估日期使用經修訂折現率折現經修訂之租賃付款，以重新計量相關租賃負債)，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

租賃修訂

本集團會在以下情況將租賃修訂入賬作為獨立租賃：

- 有關修訂加入了一項或多項相關資產之使用權，令租賃範圍擴大；及
- 租賃代價增加，增加金額相當於擴大範圍對應之獨立價格，加上按照特定合約情況對該獨立價格作出之任何適當調整。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Leases (Continued)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

(Continued)

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessee (prior to 1 January 2019)

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

Total rentals payable under operating leases are recognised in profit or loss on a straight-line basis over the term of the relevant lease. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

4. 主要會計政策概要(續)

4.8 租賃(續)

本集團作為承租人(根據附註2之過渡應用香港財務報告準則第16號後)

(續)

租賃修訂(續)

對於非入賬為獨立租賃之租賃修訂，本集團會使用於修訂生效日期之經修訂折現率折現經修訂之租賃付款，以按照經修訂租賃之租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。當經修改合約包含租賃組成部分以及一個或多個額外租賃或非租賃組成部分時，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格，將經修改合約中的代價分配至每個租賃組成部分。

本集團作為承租人(於二零一九年一月一日前)

每當租賃的條款實質上將與所有權的所有風險及報酬轉讓給承租人時，即租賃分類為融資租賃。所有其他租賃分類為經營租賃。

相關經營租賃項下應付租金總額於有關租賃年期內按直線法於損益確認。所收到的租賃優惠於損益確認為租賃淨付款總額的一部分。

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.8 Leases (Continued)

The Group as a lessor (Continued)

Classification and measurement of leases (Continued)

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

The Group as a lessor (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

4. 主要會計政策概要(續)

4.8 租賃(續)

本集團作為出租人(續)

租賃的分類及計量(續)

經營租賃的租金收入在相關租賃期限內按照直線法確認為損益。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，惟按公平值模式下計量的投資物業除外。

本集團日常業務過程產生之租金收入乃呈列為收益。

本集團作為出租人(根據附註2之過渡應用香港財務報告準則第16號後)

將代價分配至合約的組成部分

當合約同時包含租賃及非租賃組成部分時，本集團會採用香港財務報告準則第15號，將合約的代價分配至租賃及非租賃組成部分。非租賃組成部分將根據其相對獨立銷售價格與租賃組成部分分開。

可退還租金按金

已收的可退還租金按金根據香港財務報告準則第9號進行核算，並且按公平值進行初始計量。初始確認時的公平值調整視為承租人的額外租賃付款。

租賃修改

由修改生效日期起，本集團將經營租賃的修改列作新租賃入賬，當中將與原有租賃相關的任何預付或應計租賃款項，視作新租賃的部分租賃款項。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.9 Financial instruments**

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

4. 主要會計政策概要(續)**4.9 財務工具**

財務資產及財務負債乃在集團實體成為工具合約條文之訂約方時確認。所有按一般方式買賣之財務資產乃按交易日基準確認及取消確認。按一般方式買賣指規定於按市場規則或慣例設定之時限內交付資產之財務資產買賣。

財務資產及財務負債初步按公值計量，惟由客戶合約產生之貿易應收款項則根據香港財務報告準則第15號初步計量。因收購或發行財務資產及財務負債(不包括按公平值計入損益之財務資產或財務負債)而直接產生之交易成本，於初步確認時於該等財務資產及財務負債之公平值中計入或扣除(視適用情況而定)。因收購按公平值計入損益之財務資產或財務負債而直接產生之交易成本，乃即時於損益確認。

實際利率法為計算財務資產或財務負債攤銷成本及於有關期間內分配利息收入及利息開支之方法。實際利率為於財務資產或財務負債之預計年期或(如適當)較短期間內，將估計未來現金收入或付款準確貼現至初步確認時之賬面淨值之利率(包括構成實際利率組成部分之所有已付或已收費用及點子、交易成本及其他溢價或折讓)。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets

Classification and subsequent measurement of financial assets

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產

財務資產之分類及其後計量

符合以下條件之財務資產其後按攤銷成本計量：

- 財務資產在以收回合約現金流量為目的之業務模式下持有；及
- 合約條款於特定日期產生完全用作支付本金及未償還本金利息之現金流量。

符合以下條件之財務資產其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量：

- 財務資產在透過出售及收回合約現金流量達到目的之業務模式下持有；及
- 合約條款於特定日期產生完全用作支付本金及未償還本金利息之現金流量。

所有其他財務資產其後按公平值計入損益計量，惟於首次應用香港財務報告準則第9號／初步確認財務資產日期，倘該股本投資既非持作買賣亦非收購方在香港財務報告準則第3號「業務合併」適用之業務合併中確認之或然代價，本集團則可不可撤回地選擇於其他全面收入(「其他全面收入」)呈列股本投資公平值之其後變動。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of the reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income and losses” line item.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之分類及其後計量(續)

另外，本集團可不可撤回地將須按攤銷成本或按公平值計入其他全面收入計量之財務資產指定為按公平值計入損益計量，前提是此方法可消除或大幅減少會計錯配。

攤銷成本及利息收入

就其後按攤銷成本計量之財務資產而言，利息收入乃採用實際利率法確認。利息收入乃於財務資產之賬面總值應用實際利率計量，惟其後出現信貸減值之財務資產除外(見下文)。就其後出現信貸減值之財務資產而言，利息收入乃自下一報告期起對財務資產之攤銷成本應用實際利率確認。倘出現信貸減值之財務工具之信貸風險有所改善，以致財務資產不再出現信貸減值，則自確定資產不再出現信貸減值後之報告期開始起，對財務資產之賬面總值應用實際利率確認利息收入。

按公平值計入損益之財務資產倘財務資產不符合按攤銷成本計量或按公平值計入其他全面收入或指定為按公平值計入其他全面收入之準則，則按公平值計入損益計量。

按公平值計入損益之財務資產於報告期末按公平值計量，並在損益中確認任何公平值收益或虧損。於損益確認之盈虧淨額不包括財務資產所賺取之任何股息或利息，並計入「其他收入及虧損」項目。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, loan receivables, restricted bank deposits, short-term bank deposits and cash and cash equivalents) and financial guarantee contracts. The amount of ECL is updated at the end of the reporting period to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for each debtor.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式就根據香港財務報告準則第9號須減值之財務資產(包括貿易及其他應收款項、應收貸款、受限制銀行存款、短期銀行存款以及現金及現金等價物)及財務擔保合約作出減值評估。預期信貸虧損金額乃於報告期末更新，以反映信貸風險自初步確認以來之變動。

使用期預期信貸虧損即指於相關工具之預期年期內因所有可能之違約事件而產生之預期信貸虧損。相反，12個月預期信貸虧損指於各報告期末後12個月內可能發生之違約事件預計產生之部分使用期預期信貸虧損。評估乃根據本集團過往之信貸虧損經驗進行，再就債務人之具體因素、整體經濟狀況以及對於報告日期之當前狀況和未來狀況預測所作之評估而作出調整。

本集團一直就貿易應收款項確認使用期預期信貸虧損。該等資產之預期信貸虧損會就各債務人個別進行評估。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

For all other instruments, the Group measures the loss allowance 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 increases in the likelihood or risk of a default occurring since initial recognition.

- (i) Significant increase in credit risk
In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

就所有其他工具而言，本集團會計量相等於12個月預期信貸虧損之虧損撥備，除非信貸風險自初步確認以來顯著增加，本集團則確認使用期預期信貸虧損。評估應否確認使用期預期信貸虧損，乃根據自初步確認以來發生之違約可能性或風險是否顯著增加而定。

- (i) 信貸風險顯著增加
在評估信貸風險是否自初步確認以來顯著增加時，本集團會比較於報告日期財務工具發生違約事件的風險與於初步確認日期財務工具發生違約事件的風險。在作出此評估時，本集團會同時考慮合理可靠的定量及定性資料，包括過往經驗及無需付出不必要成本或努力而可取得的前瞻性資料。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (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.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

- (i) 信貸風險顯著增加(續)
尤其是，評估信貸風險是否顯著增加時會考慮以下資料：
- 財務工具之外部(如有)或內部信貸評級實際或預期會出現重大惡化；
 - 信貸風險之外部市場指標出現重大惡化，例如信貸息差顯著增加、債務人之信貸違約掉期價格；
 - 業務、財務或經濟狀況之現有或預測不利變動，而預期會導致債務人履行其債務責任之能力大減；
 - 債務人之經營業績實際或預期會顯著轉壞；
 - 債務人之監管、經濟或技術環境實際或預期會出現重大不利變動，而導致債務人履行其債務責任之能力大減。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)
Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

- (i) 信貸風險顯著增加(續)
不論上述評估結果如何，本集團假設倘合約付款逾期超過30日，則信貸風險自初步確認以來已顯著增加，除非本集團有合理可靠之資料證明信貸風險並無顯著增加，則作別論。

儘管上文所述，倘債務工具於報告日期獲釐定為低信貸風險，本集團則假設該債務工具之信貸風險自初步確認以來並無顯著增加。倘i)債務工具之違約風險偏低；ii)借款人有強大能力於近期內履行其合約現金流量責任；及iii)長期之經濟及業務狀況不利變動可能但不一定會削減借款人履行其合約現金流量責任之能力，該債務工具則釐定為低信貸風險。倘按全球通用定義債務工具之內部或外部信貸評級為「投資級別」，本集團則視該債務工具為低信貸風險。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)
For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

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

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

- (i) 信貸風險顯著增加(續)
就財務擔保合約而言，本集團成為不可撤銷承擔一方之日被視為就減值評估進行初始確認之日。在評估信貸風險自財務擔保合約初步確認以來是否有顯著增加時，本集團會考慮特定債務人違反合約之風險變動。

本集團定期監察用以識別信貸風險是否顯著增加之準則之成效，並會在適用情況下加以修訂，以確保有關準則能夠在有關金額逾期前識別信貸風險是否有顯著增加。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (ii) Definition of default
The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.
- (iii) Credit-impaired financial assets
A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:
- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

- (ii) 違約之定義
本集團認為，當財務資產逾期超過90日，即已發生違約，除非本集團有合理可靠之資料證明有更滯後的違約準則更為合適，則作別論。
- (iii) 信貸減值之財務資產
當發生對財務資產之估計未來現金流量構成不利影響之一項或多項違約事件，該財務資產即出現信貸減值。財務資產出現信貸減值之證據包括有關以下事件之可觀察數據：
- (a) 發行人或借款人出現重大財務困難；
- (b) 違約，例如拖欠或逾期事件；

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.9 Financial instruments (Continued)****4.9.1 Financial assets (Continued)***Impairment of financial assets (Continued)*

- (iii) Credit-impaired financial assets (Continued)
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
 - (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (iv) Write-off policy
The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. 主要會計政策概要(續)**4.9 財務工具(續)****4.9.1 財務資產(續)***財務資產之減值(續)*

- (iii) 信貸減值之財務資產(續)
 - (c) 借款人之放款人基於與借款人財務困難有關之經濟或合約理由，向借款人授出放款人在其他情況下不會考慮之特許；
 - (d) 借款人可能破產或進行其他財務重組；或
 - (e) 該財務資產之活躍市場因財務困難而消失。
- (iv) 撇銷政策
倘有資料顯示對手方陷入嚴重財務困難且無實際可收回之期望(如對手方已進行清盤或進入破產程序)，或貿易應收款項已逾期超過兩年(以較早發生者為準)，本集團則撇銷財務資產。經考慮法律意見(如適用)後，已撇銷之財務資產仍可能受制於本集團收回程序下之執法活動。撇銷構成取消確認事件。其後的任何收回均在損益確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (prior to 1 January 2019).

For a financial guarantee contract, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the expected losses is the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損率(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損率之評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損之估計反映無偏頗的概率加權金額，此乃以發生違約之相關風險作為權重而釐定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初步確認時釐定之實際利率貼現)。就應收租賃而言，用於釐定預期信貸虧損之現金流量與根據香港財務報告準則第16號(自二零一九年一月一日起)或香港會計準則第17號(於二零一九年一月一日前)計量應收租賃所用之現金流量貫徹一致。

就財務擔保合約而言，根據擔保工具條款，本集團僅須於債務人違約時作出付款，故預計虧損為補償持有人所產生信貸虧損之預計付款減去本集團預計自持有人、債務人或任何其他方收取之任何金額之現值。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (v) Measurement and recognition of ECL (Continued)

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

For financial guarantee contracts, the loss allowances are recognised at the higher of the amount of the loss allowance determined in accordance with HKFRS 9; and the amount initially recognised less, where appropriate, cumulative amount of income recognised over the guarantee period.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

- (v) 預期信貸虧損之計量及確認(續)

就無法釐定實際利率之財務擔保合約之預期信貸虧損而言，本集團會運用反映市場當前對貨幣時間價值及現金流量之特有風險所作評估之折現率，但僅適用於並以透過調整折現率(而非調整遭折現之現金短欠)計及風險為限。

利息收入按財務資產的賬面總金額計算，除非財務資產已發生信貸減值，否則利息收入按財務資產的攤銷成本計算。

就財務擔保合約而言，會按根據香港財務報告準則第9號釐定之虧損撥備金額，與初步確認金額減(如適用)擔保期內確認之累計收入金額兩者中之較高者確認虧損撥備。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Impairment of financial assets (Continued)

- (v) Measurement and recognition of ECL (Continued)

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

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

財務資產之減值(續)

- (v) 預期信貸虧損之計量及確認(續)

本集團於損益確認所有財務工具之減值收益或虧損，方法是調整其賬面值，惟貿易應收款項、應收貸款及財務擔保合約之相應調整則透過虧損撥備賬確認。

取消確認財務資產

只有在與財務資產有關之現金流量之合約權利屆滿，或本集團向另一實體轉讓財務資產或該資產所有權之絕大部分風險及回報時，本集團方會取消確認財務資產。倘本集團既無轉讓亦無保留所有權之絕大部分風險及回報，並且繼續控制獲轉讓資產，本集團則確認其於資產之保留權益，並就其或須支付之款項確認相關負債。倘本集團保留獲轉讓財務資產之所有權之絕大部分風險及回報，本集團則繼續確認財務資產，另會就已收所得款項確認有抵押借貸。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.1 Financial assets (Continued)

Derecognition of financial assets (Continued)

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

4.9.2 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and borrowings are subsequently measured at amortised cost, using the effective interest method.

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.1 財務資產(續)

取消確認財務資產(續)

取消確認按攤銷成本計量之財務資產時，資產賬面值與已收及應收代價總和之間的差額乃於損益確認。

4.9.2 財務負債及權益工具

分類為債務或權益

債務及權益工具乃根據合約安排內容以及財務負債和權益工具之定義，分類為財務負債或權益。

權益工具

權益工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。由本公司發行之權益工具乃按已收所得款項扣除直接發行成本確認。

按攤銷成本列賬之財務負債

財務負債包括貿易及其他應付款項以及借貸，其後使用實際利率法按攤銷成本計量。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

4.9.2 Financial liabilities and equity instruments (Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contract liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Derecognition of financial liabilities

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

4. 主要會計政策概要(續)

4.9 財務工具(續)

4.9.2 財務負債及權益工具(續)

財務擔保合約

財務擔保合約是要求發行人作出特定付款以補償持有人因特定債務人無法根據債務工具條款支付到期款項所產生之虧損之合約。財務擔保合約負債初步按其公平值計量，其後按以下兩者中之較高者計量：

- 根據香港財務報告準則第9號釐定之虧損撥備金額；及
- 初步確認金額減(如適用)擔保期內確認之累計攤銷。

取消確認財務負債

本集團會在並僅會在本集團之責任獲解除、取消或到期時取消確認財務負債。取消確認之財務負債之賬面值與已付及應付代價之間的差額，會在損益中確認。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.10 Inventories**

Inventories are initially recognised at cost, and subsequently carried at the lower of cost and net realisable value.

Properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets upon the application of HKFRS 16, properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

4.11 Revenue recognition**Revenue from contracts with customers**

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

4. 主要會計政策概要(續)**4.10 存貨**

存貨初次按成本確認，其後以成本及可變現淨值兩者之較低者列賬。

待售物業被分類為流動資產。除租賃土地部分於應用香港財務報告準則第16號後按照使用權資產之會計政策按成本模式計量外，待售物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發成本及(倘適用)資本化借貸成本。可變現淨值指物業估計售價減估計完工成本及作出銷售之必要成本。

4.11 收益確認**來自客戶合約之收益**

本集團當(或於)履行履約責任時確認收益，亦即在特定履約責任相關之貨品或服務之「控制權」轉移至客戶之時。

履約責任指可明確區分之貨品或服務(或一攬子貨品或服務)或一系列可明確區分而大致相同之貨品或服務。

倘滿足以下其中一項準則，控制權則隨時間推移而轉移，並參照完全履行相關履約責任之進度隨時間推移確認收益：

- 於本集團履約時，客戶同時收取及消耗本集團履約所提供之利益；

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.11 Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

4. 主要會計政策概要(續)

4.11 收益確認(續)

來自客戶合約之收益(續)

- 本集團之履約建立並提升客戶於本集團履約時控制之資產；或
- 本集團之履約並無建立對本集團有其他用途之資產，而本集團對迄今已完成之履約付款有強制執行權利。

否則，收益於客戶取得可明確區分之貨品或服務之控制權之時間點確認。

合約資產指本集團就已轉讓予客戶之貨品或服務收取代價之權利(尚未成為無條件)，其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價之無條件權利，亦即到期應付該代價前僅須時間推移。

合約負債指本集團就已向客戶收取之代價(或代價金額到期)向客戶轉讓貨品或服務之責任。

與同一合約有關之合約資產及合約負債乃按淨額基準入賬及呈列。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.11 Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (i.e. providing financial guarantee to banks with respect to mortgage loans procured by the purchasers of the Group's properties in the contracts on sales of properties), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

4. 主要會計政策概要(續)

4.11 收益確認(續)

來自客戶合約之收益(續)

設有多項履約責任之合約(包括分配交易價格)

就包含多於一項履約責任的合約而言(即在物業銷售合約中就本集團物業買家獲得之按揭貸款而向銀行提供財務擔保)，本集團按照相對獨立售價基準將交易價格分配至各項履約責任。

各履約責任相關之可明確區分貨品或服務之獨立售價，於合約開始時釐定。該價格指本集團會單獨向客戶出售所承諾貨品或服務之價格。倘無法直接觀察獨立售價，本集團會使用適當技術估計，致使最終分配至任何履約責任之交易價格可反映本集團向客戶轉讓所承諾貨品或服務預期有權獲得之代價金額。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.11 Revenue recognition (Continued)****Revenue from contracts with customers (Continued)***Existence of significant financing component*

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

4. 主要會計政策概要(續)**4.11 收益確認(續)****來自客戶合約之收益(續)***存在重大融資成分*

於釐定交易價格時，倘(不論以明示或暗示方式)協定之付款時間為客戶或本集團帶來向該客戶轉讓貨品或服務之重大融資利益，則本集團就貨幣時間價值之影響而調整已承諾之代價金額。於該等情況下，合約即含有重大融資成分。不論融資承諾是在合約中明確列明，抑或隱含在合約訂約方協定之付款條款中，均可能存在重大融資成分。

就相關貨品或服務之付款與轉讓期間少於一年之合約而言，本集團應用可行之權宜之計，並不就任何重大融資成分調整交易價格。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.11 Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (i.e. sales commissions in relation to the sales of properties) as an asset if it expects to recover these costs. The asset recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

4. 主要會計政策概要(續)

4.11 收益確認(續)

來自客戶合約之收益(續)

取得合約之增量成本

取得合約之增量成本指本集團為取得與客戶之合約所產生之該等成本，而有關成本如未取得合約則不會產生。

倘本集團預期可收回該等成本(即有關銷售物業之銷售佣金)，則本集團將有關成本確認為資產。所確認之資產其後按與向客戶轉讓該等資產相關之貨品或服務一致之基準，有系統地於損益內攤銷。有關資產須接受減值檢討。

倘該等成本原應於一年內在損益悉數攤銷，本集團會應用可行之權宜之計，將取得合約之所有增量成本支銷。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.12 Foreign currency**

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are translated using exchange rates prevailing at the dates of transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are retranslated at the foreign exchange rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined 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.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

In the consolidated financial statements, the financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rate at the reporting date. Income and expenses have been converted into the HK\$ at average rates over the reporting period provided that the exchange rates over that period did 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. Goodwill and fair value adjustments arising on the acquisition of a foreign operation have been treated as assets and liabilities of the foreign operation and translated into HK\$ at the closing rates (attributed to non-controlling interests as appropriate).

4. 主要會計政策概要(續)**4.12 外幣**

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣(外幣)進行之交易採用交易日之當前匯率換算。於報告日期，以外幣計值之貨幣資產及負債乃以該日之當前外幣匯率重新換算。

以公平值列賬且以外幣計值之非貨幣項目，乃按公平值被釐定日期之適用匯率重新換算，並作為公平值收益或虧損之一部分呈報。以外幣計值且以歷史成本計量之非貨幣項目概不重新換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額，乃於產生期間在損益中確認。

在綜合財務報表中，所呈報貨幣與本集團呈報貨幣不同之海外業務之財務報表已換算為港幣呈列。資產及負債按報告日期結算匯率換算為港幣，而收入及支出則按報告期間之平均匯率換算為港幣，惟前提是該期間的匯率並無重大波動。上述換算所得之任何差額於其他全面收入中確認並另行撥入權益中之匯兌儲備累計。收購海外業務產生之商譽及公平值調整當作海外業務之資產及負債，按收盤匯率換算為港幣(歸屬於非控股權益，視適用情況而定)。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Effective from 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4.14 Taxation

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax 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 income tax expense in profit or loss.

Deferred tax is recognised on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax bases used in computation of taxable profit. 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 will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

4. 主要會計政策概要(續)

4.13 借貸成本

收購、建設或生產合資格資產(即需一段長時間方達致其擬定用途或出售之資產)直接應佔之借貸成本加入該等資產成本內，直至資產可大致用作擬定用途或出售為止。

自二零一九年一月一日起，任何有關資產可作其擬定用途或出售后仍未償還的特定借貸計入一般借貸額，以計算一般借貸的資本化率。尚未用於合資格資產之特定借貸作暫時投資所賺取之投資收入，於合資格資本化之借貸成本中扣除。

所有其他借貸成本於產生期間內在損益確認。

4.14 稅項

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括有關即期及上一個報告期間(且於報告日期仍未支付者)應付予或應索回稅務當局稅款。有關數額按適用於財務期間之稅率及稅法，基於該年度應課稅溢利計算。所有即期稅項資產或負債之變動在損益中確認，列為所得稅開支之部分。

遞延稅項乃按於報告日期綜合財務報表內資產與負債賬面值與其計算應課稅溢利時使用之相應稅基間之暫時性差額確認。遞延稅項負債一般會就所有應課稅暫時性差額確認。遞延稅項資產乃就所有可扣稅暫時性差額、可結轉稅項虧損以及其他未運用稅項抵免確認，惟以可能有應課稅溢利用作抵銷該等可扣稅暫時性差額、未動用稅項虧損及未動用稅項抵免之情況為限。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 Taxation (Continued)

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) 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 investment in subsidiaries and interests in joint operation, 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, based on tax rate (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 主要會計政策概要(續)

4.14 稅項(續)

倘於一項交易中自資產及負債之商譽或首次確認(業務合併除外)所產生之暫時性差額並不影響應課稅或會計損益，則不會就此確認遞延稅項資產及負債。

投資附屬公司及合營業務權益所產生之應課稅暫時性差額須確認遞延稅項負債，惟倘本集團可以控制暫時性差額之撥回及暫時性差額不會在可見將來撥回者除外。由有關該等投資及權益之可扣稅暫時性差額產生之遞延稅項資產，僅在可能有足夠應課稅溢利用作抵銷暫時性差額之利益時確認，並預期在可見將來撥回。

遞延稅項資產之賬面值會於報告期末審閱，並在不再可能有足夠應課稅溢利可用以收回全部或部分資產時調減。

遞延稅項根據於報告期末已制定或大致上制定之稅率(及稅法)，按預期於支付負債或變現資產期間所適用稅率計算及不須貼現。

遞延稅項負債及資產之計量，反映於報告期末按照本集團預期收回或結算其資產及負債賬面值之方式所產生之稅務結果。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 Taxation (Continued)

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax liabilities and deferred tax assets for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right of use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

4. 主要會計政策概要(續)

4.14 稅項(續)

為計量使用公平值模式計量之投資物業之遞延稅項，會假定該等物業之賬面值可透過出售全數收回，惟該假定被推翻則另作別論。當投資物業可計提折舊，並按目的為隨時間(而非透過出售)消耗投資物業所體現之絕大部分經濟利益之業務模式持有，有關假定則被推翻。倘該假定被推翻，有關投資物業之遞延稅項負債及遞延稅項資產會根據香港會計準則第12號所載之上述一般原則(即根據預期收回物業之方式)計量。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項減免是否基於使用權資產或租賃負債。

就稅項減免基於租賃負債的租賃交易而言，本集團就整體租賃交易應用香港會計準則第12號「所得稅」的規定。使用權資產與租賃負債之臨時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分之租賃付款，而導致可扣除臨時淨差額。

當有即期稅項資產抵銷即期稅項負債之法定強制性權利，以及遞延稅項資產及遞延稅項負債是與同一稅務部門向同一課稅實體徵收之所得稅相關，則會抵銷遞延稅項資產及負債。

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綜合財務報表附註*For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度***4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****4.14 Taxation (Continued)**

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

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.

4. 主要會計政策概要(續)**4.14 稅項(續)**

即期及遞延稅項乃於損益確認，惟倘即期及遞延稅項與在其他全面收入或直接於權益確認之項目相關，即期及遞延稅項亦會分別在其他全面收入或直接於權益內確認。

倘(及僅倘)出現以下情況，則即期稅項資產及即期稅項負債乃按淨額呈列：

- (a) 本集團有法定強制性權利抵銷已確認金額；及
- (b) 擬按淨額基準結算，或同時變現資產及結算負債。

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4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**4.15 Employee benefits****(i) Defined contribution retirement plans**

Retirement benefits to employees are provided through defined contribution plans.

Contributions are recognised as an expense in profit or loss when employees have rendered service entitling them to the contributions. The Group's obligations under these plans are limited to the fixed percentage contributions payable.

(ii) Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

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 end of the reporting period.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

4. 主要會計政策概要(續)**4.15 僱員福利****(i) 定額供款退休計劃**

退休福利乃透過定額供款計劃向僱員提供。

當僱員已提供服務而享有供款時，供款則在損益中確認為開支。本集團根據此等計劃之責任限於應付之固定百分比供款。

(ii) 短期及其他長期僱員福利

當僱員已提供服務，短期僱員福利按預期支付之福利之未折現金額確認。除非其他香港財務報告準則規定或允許將福利計入資產成本，否則所有短期僱員福利均確認為開支。

僱員可享有之年假在彼等放假時確認。截至報告期末本公司就僱員提供服務而享有年假之估計負債而計提撥備。

非累積性有薪假期例如病假及產假於放假時方予確認。

就其他長期僱員福利確認之負債，按本集團就僱員截至報告日期所提供服務預期作出之估計未來現金流出之現值計量。任何因服務成本、利息及重新計量而產生之負債賬面值變動乃於損益確認，惟倘其他香港財務報告準則規定或允許計入資產成本則除外。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) *Deferred tax arising from fair value changes in investment properties*

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the Directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted.

5. 關鍵會計判斷及估計不確定因素之主要來源

在應用附註4所述本集團之會計政策期間，董事須對不可隨時從其他來源取得之資產及負債賬面值作出判斷、估計及假設。該等估計乃基於過往經驗及其他視為相關之因素作出。實際結果可能與該等估計不同。

有關估計會持續予以檢討。倘會計估計之修訂僅影響作出修訂之期間，則於修訂估計期間確認有關修訂；倘修訂同時影響當前及未來期間，則於修訂期間及未來期間確認有關修訂。

應用會計政策時作出之關鍵判斷

以下是董事在應用本集團之會計政策過程中所作出之關鍵判斷(涉及估計者除外(見下文))，此等判斷對綜合財務報表中確認之金額產生的影響最為重大。

(i) *投資物業公平值變動產生的遞延稅項*

為計量使用公平值模式計量之投資物業所產生之遞延稅項，董事已審閱本集團之投資物業組合，並斷定本集團之投資物業並非按目的為隨時間消耗投資物業所體現之絕大部分經濟利益之業務模式持有。因此，在釐定本集團之投資物業遞延稅項時，董事確定全數透過出售收回使用公平值模式計量之投資物業之賬面值這個假定不被推翻。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)**Key sources of estimation uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Estimated fair value of investment properties and revalued amount of buildings

As at the reporting date, the Group's investment properties are stated at fair value and buildings are stated at revalued amount based on the valuation performed by an independent qualified professional valuer. In determining the fair value/revalued amount, the valuer has based its valuation on income capitalisation approach or direct comparison or the residual method, as appropriate for respective investment properties, and valuation on net replacement cost method for buildings, which involves certain estimates, including comparable market transactions, appropriate capitalisation rates and reversionary rental value, estimated gross development value, estimated cost of development and allowance of profit that duly reflected developer's risk associated with the development, as appropriate. In relying on the valuation, management has exercised their judgement and is satisfied that the methods of valuation adopted are appropriate for the relevant property and reflective of current market conditions. As at 31 December 2019, the fair value of Group's investment properties and revalued amount of buildings were HK\$21,185,655,000 and HK\$37,778,000 (2018: HK\$20,439,237,000 and HK\$39,378,000), respectively.

5. 關鍵會計判斷及估計不確定因素之主要來源(續)**估計不確定因素之主要來源**

以下是於報告期末有關未來之主要假設及估計不確定因素之其他主要來源，而具有重大風險導致下一財政年度內之資產及負債賬面值須作出重大調整。

(i) 投資物業之估計公平值及樓宇之重估金額

於報告日期，本集團之投資物業以公平值列賬，樓宇按獨立合資格專業估值師進行之估值以重估金額列賬。於釐定公平值／重估金額時，估值師已按各投資物業適用的情況應用收入資本化法或直接比較法或剩餘法為估值基準，而樓宇則按淨重置成本法估值，當中涉及包括可比較市場交易、適當資本化比率及復歸租值、估計發展總值、估計發展成本及妥為反映發展商與發展項目相關之風險之溢利撥備(視適用情況而定)之若干估計。於依賴估值時，管理層已運用其判斷，並信納所採用的估值方法適合有關物業並反映現時市況。於二零一九年十二月三十一日，本集團之投資物業之公平值及樓宇之重估金額分別為港幣21,185,655,000元及港幣37,778,000元(二零一八年：港幣20,439,237,000元及港幣39,378,000元)。

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**5. CRITICAL ACCOUNTING JUDGEMENTS
AND KEY SOURCES OF ESTIMATION
UNCERTAINTY (Continued)****Key sources of estimation uncertainty (Continued)****(ii) Net realisable values of properties for sale**

Management determines the net realisable values of properties for sale based on the Group's assessment of the selling price ultimately expected to be realised less all estimated cost to completion and cost necessary to make the sale. The estimated selling price of such properties are determined by the management with reference to prevailing market data such as most recent sale transactions of similar properties or market valuation reports available from independent qualified professional valuers. Such valuations are made based on certain assumptions, which are subject to uncertainties and might materially differ from the actual result. In making the judgement, reasonable consideration has been given to the underlying assumptions that are mainly based on market conditions existing at the reporting date. These estimates are regularly compared to actual market data and actual transactions in the market. As at 31 December 2019, the carrying amount of properties for sale was HK\$1,025,080,000 (2018: HK\$954,855,000).

5. 關鍵會計判斷及估計不確定因素之主要來源(續)**估計不確定因素之主要來源(續)****(ii) 待售物業之可變現淨值**

管理層根據本集團對最終預期變現售價作出之評估，減去所有估計完工成本及進行銷售所需之成本，釐定待售物業之可變現淨值。管理層釐定該等物業之估計售價時，會參考類似物業之最新銷售交易或獨立合資格專業估值師提供之市場估值報告等現行市場數據。有關估值乃按若干受不確定因素所限之假設而進行，並可能與實際結果有重大差異。於作出判斷時，管理層已合理考慮對主要按於報告日期出現之市況而作出之相關假設。此等估計會定期與實際市場數據及市場上之實際交易作比較。於二零一九年十二月三十一日，待售物業之賬面值為港幣1,025,080,000元(二零一八年：港幣954,855,000元)。

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6. REVENUE

An analysis of the Group's revenue from its principal activities and other income is as follows:

i) Disaggregation of revenue and reconciliation to segment revenue

6. 收益

本集團之主要業務之收益及其他收入分析如下：

i) 收益區隔及分類收益對賬

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Revenue from contracts with customers under HKFRS 15	根據香港財務報告準則第15號來自客戶合約之收益		
Property development*	物業發展*		
— Sales of completed properties for sale	— 已落成待售物業銷售	180,230	417,247
Building management and other services*	樓宇管理及其他服務*		
— Property repairs and maintenance service income	— 物業維修及保養服務收入	6,622	8,472
— Building management service income	— 樓宇管理服務收入	14,715	14,639
Revenue from contracts with customers under HKFRS 15	根據香港財務報告準則第15號來自客戶合約之收益	201,567	440,358
Property leasing*	物業租賃*		
— Rental and signage rental income	— 租金及廣告位租賃收入	532,305	540,040
Total revenue	總收益	733,872	980,398

* The segment names are defined in the section "Segment information" in note 8.

* 分類名稱定義見附註8「分類資料」一節。

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6. REVENUE (Continued)

i) Disaggregation of revenue and reconciliation to segment revenue (Continued)

6. 收益(續)

i) 收益區隔及分類收益對賬(續)

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度		Property development segment 物業發展分類 HK\$'000 港幣千元	Building management and other services segment 樓宇管理及 其他服務分類 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Geographical markets	地區市場			
The PRC*	中國*	173,092	—	173,092
Hong Kong	香港	7,138	21,337	28,475
		180,230	21,337	201,567
Timing of recognition	確認時間			
A point in time	某時間點	180,230	—	180,230
Over time	隨時間推移	—	21,337	21,337
		180,230	21,337	201,567

* For reporting purpose, the PRC excludes Hong Kong, Taiwan and Macau

* 就呈報而言，中國不包括香港、台灣及澳門

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6. REVENUE (Continued)

i) Disaggregation of revenue and reconciliation to segment revenue (Continued)

		Property development segment	Building management and other services segment	Total
		物業發展分類	樓宇管理及其他服務分類	總計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
For the year ended 31 December 2018				
截至二零一八年十二月三十一日止年度				
Geographical markets	地區市場			
The PRC*	中國*	250,966	—	250,966
Hong Kong	香港	166,281	23,111	189,392
		417,247	23,111	440,358
Timing of recognition	確認時間			
A point in time	某時間點	417,247	—	417,247
Over time	隨時間推移	—	23,111	23,111
		417,247	23,111	440,358

* For reporting purpose, the PRC excludes Hong Kong, Taiwan and Macau

* 就呈報而言，中國不包括香港、台灣及澳門

6. 收益(續)

i) 收益區隔及分類收益對賬(續)

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6. REVENUE (Continued)

ii) Performance obligation for contract with customers

Sales of properties

Revenue from sales of properties is recognised when the respective properties have been completed and delivered to the customers which is a point in time when customers have the ability to direct the use of the properties and obtain substantially all benefits of the properties. Deposits received from customers prior to meeting the aforementioned revenue recognition criteria are regarded as the contract liabilities and included in current liabilities as pre-sale proceeds received on sales of properties in the consolidated statement of financial position.

The Group considers that the pre-sale proceeds received on sales of properties do not contain significant financing component as the contracts where the period between payment and transfer of the associated properties is less than one year, the Group applied the practical expedient of not adjusting the transaction price for any significant financing component.

For the contracts that contain the performance obligation of providing financial guarantee to banks with respect to mortgage loans procured by the purchasers of the Group's properties in the contracts on sales of properties, the Group should allocate the transaction price to the performance obligations between the sales of properties and provision of financial guarantee on a relative stand-alone selling price basis. The Group considers that the impact in the allocation of provision of financial guarantee on a relative stand-alone selling price basis is insignificant during the year ended 31 December 2019 and 2018 and thus all the revenue recognised from the contracts with customers on sales of properties is then allocated to the revenue from sales of completed properties for sale.

6. 收益(續)

ii) 客戶合約之履約責任

物業銷售

物業銷售收益乃於相關物業落成並交付予客戶時確認，亦即客戶有能力指揮物業用途並取得物業絕大部分利益之時。在達到上述收益確認條件前向客戶收取之訂金視作合約負債，並在綜合財務狀況表計入流動負債，作為銷售物業收取之預售所得款項。

本集團認為，由於合約中之付款與轉讓相關物業期間不足一年，因此銷售物業收取之預售所得款項不含重大融資成分，而本集團已應用可行之權宜之計，不就任何重大融資成分調整交易價格。

就包含履約責任之合約(即在物業銷售合約中就本集團物業買家獲得之按揭貸款而向銀行提供財務擔保)而言，本集團應按照相對獨立售價，在物業銷售與財務擔保撥備之間分配交易價格。本集團認為，截至二零一九年及二零一八年十二月三十一日止年度按相對獨立售價分配財務擔保撥備之影響並不重大，因此，因銷售物業而確認之所有客戶合約收益，其後已分配至已落成待售物業之銷售收益。

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6. REVENUE (Continued)**ii) Performance obligation for contract with customers (Continued)*****Property repairs and maintenance service income/
Building management service income***

Revenue from provision of property repairs and maintenance service and provision of building management service are recognised over time as the customers simultaneously receive and consume the benefits provided by the Group when the Group renders the service.

iii) Transaction price allocated to the remaining performance obligation for contracts with customers

Contracts for building management services are typically have one to five years non-cancellable term under which the Group bills a fixed amount for a month. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has right to invoice. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

All other contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. 收益(續)**ii) 客戶合約之履約責任(續)*****物業維修及保養服務收入/
樓宇管理服務收入***

提供物業維修及保養服務以及提供樓宇管理服務之收入乃隨時間確認，原因是客戶在本集團提供服務時同時收取及耗用本集團提供之利益。

iii) 分配至客戶合約之其餘履約責任之交易價格

樓宇管理服務合約一般包括一至五年不可撤銷之條款，據此，本集團會在每個月收取固定金額。本集團已選擇應用可行之權宜之計，按本集團有權開具發票之金額確認收益。據香港財務報告準則第15號所允許，並無披露分配至該等未履行合約之交易價格。

所有其他客戶合約為期一年或以下。誠如香港財務報告準則第15號所允許，概不披露分配至該等未履行合約之交易價格。

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7. OTHER INCOME AND LOSSES

7. 其他收入及虧損

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Other income	其他收入		
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之利息收入	4,581	5,232
Interest income from loan receivables	應收貸款利息收入	1,066	1,021
Other interest income	其他利息收入	22,124	17,695
Forfeiture of deposits (note)	沒收訂金(附註)	13,430	3,756
Miscellaneous income	雜項收入	17,943	19,915
		59,144	47,619
Other losses	其他虧損		
Impairment loss on trade receivables	貿易應收款項減值虧損	(5,757)	—
Total	總額	53,387	47,619

Note: The amount represents forfeiture of deposits of HK\$13,430,000 (2018: HK\$3,756,000) upon the termination of the sale and purchase agreement on sales of properties during the year ended 31 December 2019.

附註：該金額為於截至二零一九年十二月三十一日止年度終止銷售物業之買賣協議時沒收之訂金港幣13,430,000元(二零一八年：港幣3,756,000元)。

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8. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resource allocation to the Group's business components and for their review of the performance of those components. During the year ended 31 December 2018, the Group commenced the business in mini-storage by acquisition and rental of industrial buildings in Hong Kong, and it is considered as a new operating and reportable segment by the executive directors. For segment reporting, the mini-storage business have been aggregated with property leasing segment into a single reportable segment because the mini-storage operation represents rental of space to third parties. The business components in the internal financial information reported to the executive directors are determined following the Group's major business lines.

The Group has identified the following operating and reportable segments:

Property development	:	Development of residential, commercial and industrial properties
Property leasing	:	Property rental including signage rental and rental under mini-storage operation
Building management and other services	:	Provision of building management, property repairs and maintenance services

Each of these operating and reportable segments is managed separately as each of the business lines requires different resources as well as operating approaches.

Also, the Group engaged in properties assembly and sales of properties business. There is no project under property assembly business in both years. Thus, this is not constitute a reportable segment during both years.

8. 分類資料

本集團根據向執行董事定期呈報之內部財務資料識別其經營分類及編製分類資料，本集團執行董事根據該等資料決定本集團各業務組成部分之資源分配並檢討該等組成部分之表現。截至二零一八年十二月三十一日止年度，本集團透過收購及租賃香港之工業大廈開展迷你倉業務，而此項業務被執行董事視為全新的營運及可呈報分類。為進行分類報告，迷你倉業務已與物業租賃分類彙整為單一可呈報分類，此乃由於迷你倉業務為向第三方出租空間。向執行董事呈報之內部財務資料之業務組成部分乃根據本集團主要業務線釐定。

本集團已識別下列營運及可呈報分類：

物業發展	:	發展住宅、商業及工業物業
物業租賃	:	物業租賃包括廣告位租賃及迷你倉業務下之租賃
樓宇管理及其他服務	:	提供樓宇管理、物業維修及保養服務

由於各業務需要不同資源及經營方針，故各營運及可呈報分類分開管理。

此外，本集團從事物業合併及物業銷售業務。於兩個年度內並無任何物業合併業務項目，因此於兩個年度內並不構成可呈報分類。

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8. SEGMENT INFORMATION (Continued)

These operating and reportable segments are monitored and strategic decisions are made on the basis of segment operating results.

Segment revenue and results

		Property development 物業發展		Property leasing 物業租賃		Building management and other services 樓宇管理及其他服務		Segment total 分類總計	
		2019	2018	2019	2018	2019	2018	2019	2018
		二零一九年 HK\$'000 港幣千元	二零一八年 HK\$'000 港幣千元	二零一九年 HK\$'000 港幣千元	二零一八年 HK\$'000 港幣千元	二零一九年 HK\$'000 港幣千元	二零一八年 HK\$'000 港幣千元	二零一九年 HK\$'000 港幣千元	二零一八年 HK\$'000 港幣千元
Revenue	收益								
External customers	外來客戶	180,230	417,247	532,305	540,040	21,337	23,111	733,872	980,398
Inter-segments (note)	各分類間(附註)	—	17	432	1,017	2,004	2,653	2,436	3,687
Segment revenue	分類收益	180,230	417,264	532,737	541,057	23,341	25,764	736,308	984,085
Segment profits	分類溢利	42,874	155,513	472,206	503,198	17,318	14,056	532,398	672,767
Certain other income and losses	若干其他收入 及虧損							19,779	13,955
Certain administrative expenses	若干行政費用							(88,535)	(64,433)
Gain on disposal of subsidiaries	出售附屬公司之 收益							—	235,812
Net fair value loss on investment properties/properties transfer	投資物業／物業轉撥 公平值虧損淨額							(131,243)	(101,018)
Finance costs	融資成本							(60,035)	(37,815)
Profit before income tax expense	除所得稅開支前溢利							272,364	719,268

Note: Inter-segment sales are charged at mutual agreed terms.

The operating and reportable segment results exclude finance costs, net fair value loss on investment properties/properties transfer, gain on disposal of subsidiaries, certain other income and losses, certain administrative expenses and income tax expense.

8. 分類資料(續)

此等營運及可呈報分類之監控及決策之作出乃基於分類經營業績。

分類收益及業績

附註：各分類間銷售按相互協定之條款扣除。

營運及可呈報分類業績不包括融資成本、投資物業／物業轉撥公平值虧損淨額、出售附屬公司之收益、若干其他收入及虧損、若干行政費用及所得稅開支。

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8. SEGMENT INFORMATION (Continued)
Segment assets and liabilities

8. 分類資料(續)
分類資產及負債

		Property development 物業發展		Property leasing 物業租賃		Building management and other services 樓宇管理及其他服務		Segment total 分類總計	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Segment assets	分類資產	1,302,330	1,288,491	21,396,340	20,699,144	24,089	23,933	22,722,759	22,011,568
Certain property, plant and equipment	若干物業、廠房及設備							1,801	2,612
Short-term bank deposits	短期銀行存款							250,000	575,000
Certain cash and cash equivalents	若干現金及現金等價物							222,056	115,184
Assets classified as held for sale	分類為待售之資產							420,000	420,000
Total assets	資產總值							23,616,616	23,124,364
Segment liabilities	分類負債	424,754	438,405	286,230	253,485	9,068	10,180	720,052	702,070
Certain other payables	若干其他應付款項							60,459	72,374
Borrowings	借貸							1,944,063	1,562,788
Provision for income tax	所得稅撥備							165,647	213,381
Deferred tax liabilities	遞延稅項負債							120,859	117,532
Total liabilities	負債總額							3,011,080	2,668,145

Segment assets include all assets other than certain property, plant and equipment, short-term bank deposits, certain cash and cash equivalents and assets classified as held for sale.

Segment liabilities comprise all liabilities other than certain other payables, provision for income tax, deferred tax liabilities and borrowings.

分類資產包括所有資產，但不包括若干物業、廠房及設備、短期銀行存款、若干現金及現金等價物以及分類為待售之資產。

分類負債包括所有負債，但不包括若干其他應付款項、所得稅撥備、遞延稅項負債及借貸。

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8. SEGMENT INFORMATION (Continued)

Other segment information

8. 分類資料(續)

其他分類資料

	Property development 物業發展		Property leasing 物業租賃		Building management and other services 樓宇管理及其他服務		Segment total 分類總計		Unallocated 未分類		Total 總計	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Amounts included in the measure of segment profit:	計入分類溢利計量之款額：											
Interest income from financial assets at FVTPL	按公平值計入損益之財務資產之利息收入											
	4,581	5,232	—	—	—	—	4,581	5,232	—	—	4,581	5,232
Interest income from loan receivables	應收貸款利息收入											
	1,066	1,021	—	—	—	—	1,066	1,021	—	—	1,066	1,021
Other interest income	其他利息收入											
	1,100	1,588	663	2,711	582	286	2,345	4,585	19,779	13,110	22,124	17,695
Depreciation of right-of-use assets	使用權資產折舊											
	(469)	不適用	(2,735)	不適用	(106)	不適用	(3,310)	不適用	—	不適用	(3,310)	不適用
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊											
	(103)	(139)	(4,437)	(2,848)	—	—	(4,540)	(2,987)	(811)	—	(5,351)	(2,987)
Amortisation of properties held for development	待發展物業攤銷											
	不適用	(546)	不適用	—	不適用	—	不適用	(546)	不適用	—	不適用	(546)
Impairment loss on trade receivables	貿易應收款項減值虧損											
	—	—	(5,732)	—	(25)	—	(5,757)	—	—	—	(5,757)	—
Forfeiture of deposits	沒收訂金											
	13,430	3,756	—	—	—	—	13,430	3,756	—	—	13,430	3,756
Amounts included in the measure of segment assets:	計入分類資產計量之款額：											
Additions to non-current segment assets during the year	年內增添非流動分類資產											
	74	278	890,536	1,227,060	—	—	890,610	1,227,338	—	—	890,610	1,227,338

Geographical information

The Group's revenue from external customers and its non-current assets (other than financial instruments) are divided into the following geographical areas:

地區資料

本集團之外來客戶收益及其非流動資產(財務工具除外)分佈以下地區：

		Revenue from external customers 外來客戶收益		Non-current assets 非流動資產	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Principal markets	主要市場				
— Hong Kong (domicile)	— 香港(註冊地)	560,780	729,432	21,334,673	20,632,663
— the PRC	— 中國	173,092	250,966	14,045	14,649
		733,872	980,398	21,348,718	20,647,312

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8. SEGMENT INFORMATION (Continued)

The geographical location of customers is based on the location at which the goods/services were delivered/rendered. The geographical location of non-current assets is based on the physical location of the assets.

Information about major customer

Revenue from customer of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

8. 分類資料(續)

客戶之所屬地區乃基於交付／提供貨品／服務之地點釐定。非流動資產之地區分類乃基於資產之實際所在地。

有關主要客戶之資料

以下為相關年度來自向本集團貢獻超過10%收益總額之客戶之收益：

		Year ended 截至以下日期止年度	
		31/12/2019 二零一九年 十二月三十一日 HK\$'000 港幣千元	31/12/2018 二零一八年 十二月三十一日 HK\$'000 港幣千元
Customer A	客戶A		
— Property leasing	— 物業租賃	90,678	119,545

9. FINANCE COSTS

9. 融資成本

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Interest expenses on:	以下各項之利息支出：		
Borrowings	借貸	57,201	37,815
Rental deposit received	已收租金按金	2,525	—
Lease liabilities	租賃負債	309	—
		60,035	37,815

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10. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense is arrived at after charging/
(crediting):

10. 除所得稅開支前溢利

除所得稅開支前溢利已扣除/(計入)下列
各項:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Amortisation of properties held for development (note 19)	待發展物業攤銷(附註19)	N/A 不適用	546
Auditor's remuneration	核數師酬金	3,350	3,260
Cost of completed properties held for sale recognised as expenses	確認為開支之已落成待售物業成本	115,499	246,226
Depreciation of right-of-use assets (note 18)	使用權資產折舊(附註18)	3,310	N/A 不適用
Depreciation of other property, plant and equipment (note 18)	其他物業、廠房及設備折舊(附註18)	5,351	2,987
Employee compensation expense (including Directors' remuneration and defined contribution cost) (note 12)	僱員報酬開支(包括董事酬金及定額供款成本)(附註12)	126,844	131,507
Minimum operating lease charges	最低經營租賃支出	N/A 不適用	1,277
Rentals in respect of short-term leases and low-valued leases	短期租賃及低價值租賃之租金	680	N/A 不適用
Gross rental income from investment properties	投資物業租金收入總額	(532,305)	(540,040)
Less: Direct operating expense arising from investment properties that generated rental income	減: 產生租金收入之投資物業所產生之直接經營支出	29,167	29,234
Less: Direct operating expense arising from investment properties that did not generate rental income	減: 未產生租金收入之投資物業所產生之直接經營支出	192	268
		(502,946)	(510,538)

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11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS**(a) Directors' emoluments**

The emoluments paid or payable to the Directors were as follows:

11. 董事及高級管理層之酬金**(a) 董事酬金**

已付或應付董事酬金如下：

		Fee	Salaries and allowances	Performance related bonuses	Retirement benefits contributions	Total
		袍金 HK\$'000 港幣千元	薪金及津貼 HK\$'000 港幣千元	表現相關花紅 HK\$'000 港幣千元	退休福利計劃供款 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Year ended 31 December 2019	截至二零一九年十二月三十一日止年度					
Executive directors	執行董事					
Madam Foo Kam Chu Grace	傅金珠女士	120	5,652	5,161	18	10,951
Ms. Chan Wai Ling	陳慧苓小姐	120	4,320	4,361	18	8,819
Mr. Tse Wai Hang (appointed on 1 September 2019)*	謝偉衡先生(於二零一九年九月一日獲委任)*	40	2,006	170	18	2,234
Independent non-executive directors	獨立非執行董事					
Mr. Chan Kai Nang	陳啟能先生	178	—	—	—	178
Mr. Pao Ping Wing	浦炳榮先生	164	—	—	—	164
Mr. Ng Chi Keung	吳志強先生	172	—	—	—	172
		794	11,978	9,692	54	22,518
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度					
Executive directors	執行董事					
Madam Foo Kam Chu Grace	傅金珠女士	50	5,520	9,203	18	14,791
Ms. Chan Wai Ling	陳慧苓小姐	50	4,176	8,403	18	12,647
Mr. Kong Siu Man Kenny (resigned on 29 August 2018)	鄭紹民先生(於二零一八年八月二十九日辭任)	33	2,091	—	12	2,136
Independent non-executive directors	獨立非執行董事					
Mr. Chan Kai Nang	陳啟能先生	173	—	—	—	173
Mr. Pao Ping Wing	浦炳榮先生	150	—	—	—	150
Mr. Ng Chi Keung	吳志強先生	150	—	—	—	150
		606	11,787	17,606	48	30,047

* Include remuneration before the appointment

* 包括任命前酬金

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11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as Directors.

Certain executive Directors are entitled to bonus payments which are determined in accordance with the performance of the Group.

There is no chief executive appointed for both years.

There were no arrangements under which a director waived or agreed to waive any remuneration during the year (2018: nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2018: three) Directors, whose emoluments are reflected in the analysis presented above. The emoluments paid to the remaining two (2018: two) individuals during the year are as follows:

11. 董事及高級管理層之酬金(續)

(a) 董事酬金(續)

上列執行董事酬金乃就彼等管理本公司及本集團事務之服務而支付。上列獨立非執行董事酬金乃就彼等擔任董事而支付。

若干執行董事有權獲支付按照本集團表現釐定之花紅。

兩個年度內均無委任行政總裁。

年內概無任何安排令董事可據此豁免或同意豁免任何薪酬(二零一八年：無)。

(b) 五位最高薪人士

本年度，本集團五位最高薪人士包括三名(二零一八年：三名)董事，彼等之酬金反映於上述之分析。年內其餘兩名(二零一八年：兩名)人士之酬金如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Basic salaries, bonuses and other benefits	基本薪金、花紅及其他福利	7,398	6,781
Performance-related bonuses	表現相關花紅	5,444	8,203
Pension costs — defined contribution plan	退休金成本—定額供款計劃	18	18
		12,860	15,002

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11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

The emoluments of the remaining two (2018: two) individuals fell within the following bands:

11. 董事及高級管理層之酬金(續)

(b) 五位最高薪人士(續)

其餘兩名(二零一八年:兩名)人士之酬金分佈組別如下:

		Number of individuals 人數	
		2019 二零一九年	2018 二零一八年
HK\$3,500,001 – HK\$4,000,000	港幣3,500,001元 – 港幣4,000,000元	—	1
HK\$4,500,001 – HK\$5,000,000	港幣4,500,001元 – 港幣5,000,000元	1	—
HK\$7,500,001 – HK\$8,000,000	港幣7,500,001元 – 港幣8,000,000元	1	—
HK\$11,000,001 – HK\$11,500,000	港幣11,000,001元 – 港幣11,500,000元	—	1

No emoluments were paid by the Group to the Directors or any of five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office and no Director waived or agreed to waive any emoluments during each of the two years ended 31 December 2019 and 2018.

截至二零一九年及二零一八年十二月三十一日止兩個年度各年，本集團概無向董事或五位最高薪人士任何一位支付酬金，作為促使其加入本集團及於加入本集團時之獎金或離職之補償，且概無董事豁免或同意豁免任何酬金。

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**12. EMPLOYEE BENEFIT EXPENSE
(INCLUDING DIRECTORS' EMOLUMENTS)**

12. 僱員福利開支(包括董事酬金)

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Salaries and wages (including Directors' remuneration) and bonus	薪金及工資(包括董事酬金)及花紅	120,694	125,646
Pension costs — defined contribution plans (note)	退休金成本一定額供款計劃(附註)	3,670	3,487
Staff welfare	員工福利	2,480	2,374
		126,844	131,507

Note:

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund ("MPF") 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. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme.

During the year ended 31 December 2019, the Group incurred employee compensation expenses of HK\$41,171,000 (2018: HK\$41,220,000) included in the above employee benefit expense, which is employed on behalf of the third parties to whom these subsidiaries provided building management services. Such expenses are set-off with other income from building management services received by the Group.

附註：

本集團根據強制性公積金(「強積金」)計劃條例，為其所有合資格參加強積金計劃之僱員設有定額供款退休福利計劃。供款乃按僱員基本薪金之百分比計算。

本集團於中國經營之附屬公司之僱員須參與當地市政府運作之中央退休金計劃。該等附屬公司須按僱員薪金之若干百分比向中央退休金計劃供款。

於截至二零一九年十二月三十一日止年度內，本集團之港幣41,171,000元(二零一八年：港幣41,220,000元)僱員薪酬開支包括在上述僱員福利開支內，這為該等附屬公司提供樓宇管理服務時向第三方代為支付的僱員薪酬開支。而該開支於本集團收取的樓宇管理服務所得其他收入予以抵銷。

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13. INCOME TAX EXPENSE

13. 所得稅開支

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Hong Kong Profits Tax:	香港利得稅：		
Tax for the year (note (a))	本年度稅項(附註(a))	46,574	56,904
Over-provision in prior years	過往年度超額撥備	(8,959)	(39,614)
		37,615	17,290
PRC Enterprise Income Tax:	中國企業所得稅：		
Tax for the year (note (b))	本年度稅項(附註(b))	8,695	19,807
Under-provision in prior years	過往年度撥備不足	—	1,188
		8,695	20,995
PRC Land Appreciation Tax ("LAT") (note (c))	中國土地增值稅 (「土地增值稅」)(附註(c))	4,938	6,428
Deferred tax charge (note 28)	遞延稅項支出(附註28)	3,441	9,701
		54,689	54,414

Notes:

- (a) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

附註：

- (a) 香港立法會於二零一八年三月二十一日通過《2017年稅務(修訂)(第7號)條例草案》(「草案」)，推出利得稅兩級制。草案於二零一八年三月二十八日簽訂為法例，並於翌日刊憲。在利得稅兩級制下，合資格集團實體首港幣2百萬元利潤之利得稅率將為8.25%，而超過港幣2百萬元之利潤則按16.5%稅率徵稅。不可按利得稅兩級制課稅之集團實體之利潤將繼續按16.5%之劃一稅率徵稅。

董事認為，實行利得稅兩級制所涉及之金額，對綜合財務報表而言並不重大。兩個年度之香港利得稅乃按估計應課稅溢利按稅率16.5%計算。

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13. INCOME TAX EXPENSE (Continued)

Notes: (Continued)

- (b) For the year ended 31 December 2019, all of the Group's PRC subsidiaries were subject to PRC EIT rate of 25% (2018: 25%).
- (c) Under the Provisional Regulations of LAT (《中華人民共和國土地增值稅暫行條例》) effective on 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (《中華人民共和國土地增值稅暫行條例實施細則》) effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, being the proceeds of sales of properties less deductible expenditures including borrowing costs and property development expenditures in relation to the gains arising from sales of properties in the PRC effective from 1 January 2004, with an exemption provided for property sales of ordinary residential properties (普通標準住宅) if their appreciation values do not exceed 20% of the sum of the total deductible items.

13. 所得稅開支(續)

附註：(續)

- (b) 截至二零一九年十二月三十一日止年度，本集團所有中國附屬公司按25% (二零一八年：25%)之稅率繳納中國企業所得稅。
- (c) 根據於一九九四年一月一日生效之《中華人民共和國土地增值稅暫行條例》及於一九九五年一月二十七日生效之《中華人民共和國土地增值稅暫行條例實施細則》，自二零零四年一月一日起，在中國出售或轉讓國有土地使用權、建築物及其附著物之所有收入，均須按增值額30%至60%之累進稅率繳納土地增值稅。增值額即出售物業所得款項減去可扣稅支出，包括有關在中國出售物業所得收益之借貸成本及物業發展支出。倘普通標準住宅之增值額未超過可扣稅項目總額20%，普通標準住宅之物業銷售則免徵土地增值稅。

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13. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates is as follows:

13. 所得稅開支(續)

所得稅開支及會計溢利按合適稅率計算之對賬如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Profit before income tax expense	除所得稅開支前溢利	272,364	719,268
Tax at Hong Kong Profits Tax rate of 16.5%	按香港利得稅稅率16.5%計算之稅項	44,940	118,679
Tax effect of non-deductible expenses	不獲扣減之費用之稅務影響	24,825	20,634
Tax effect of non-taxable income	毋須課稅之收入之稅務影響	(8,879)	(52,411)
Utilisation of previously unrecognised tax losses	動用過往未確認之稅項虧損	(813)	(1,308)
Over-provision in prior years	過往年度超額撥備	(8,959)	(38,426)
Provision for LAT for the year	年內土地增值稅撥備	4,938	6,428
Tax effect of LAT deductible for PRC EIT	中國企業所得稅之可扣減土地增值稅之稅務影響	(815)	(1,061)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區營運之附屬公司之不同稅率之影響	2,956	5,483
Others	其他	(3,504)	(3,604)
Income tax expense	所得稅開支	54,689	54,414

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14. OTHER COMPREHENSIVE EXPENSE, NET OF TAX

The amount of tax relating to each component of other comprehensive expense can be summarised as follows:

14. 其他全面開支，扣除稅項後

有關其他全面開支各部分之稅項金額概列如下：

	2019 二零一九年			2018 二零一八年		
	Before tax	Tax	Net of tax	Before tax	Tax	Net of tax
	除稅前	稅項	除稅後	除稅前	稅項	除稅後
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<i>Item that will not be reclassified to profit or loss:</i>	<i>以下項目將不會重新分類到損益：</i>					
Deficit on revaluation of buildings (notes 18 and 28)	樓宇重估虧損 (附註18及28)					
	(692)	114	(578)	(479)	79	(400)
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>以下項目其後可能重新分類到損益：</i>					
Exchange loss on translation of foreign operations	換算海外業務之匯兌虧損					
	(11,118)	—	(11,118)	(33,176)	—	(33,176)
Other comprehensive expense	其他全面開支					
	(11,810)	114	(11,696)	(33,655)	79	(33,576)

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15. DIVIDEND**(a) Dividend attributable to the year**

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Proposed final dividend of HK\$0.20 (2018: HK\$0.20) per share	建議末期股息每股 港幣0.20元(二零一八年： 港幣0.20元)	56,662	56,662

Final dividend of HK\$0.20 (2018: HK\$0.20) per share for the year to shareholders whose names appear on the register of members on 4 June 2020 was proposed by the Directors on 27 March 2020.

The final dividend proposed after the reporting date have not been recognised as a liability at the reporting date.

(b) Dividend attributable to the previous financial year, approved and paid during the year

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Final dividend in respect of the previous financial year of HK\$0.20 per share (2018: final dividend of HK\$0.20 per share)	過往財政年度之末期股息 每股港幣0.20元(二零一八 年：末期股息每股港幣 0.20元)	56,662	56,662

15. 股息**(a) 本年度之股息**

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Proposed final dividend of HK\$0.20 (2018: HK\$0.20) per share	建議末期股息每股 港幣0.20元(二零一八年： 港幣0.20元)	56,662	56,662

董事於二零二零年三月二十七日建議向於二零二零年六月四日名列於股東名冊之股東派付本年度末期股息每股港幣0.20元(二零一八年：港幣0.20元)。

於報告日期後建議之末期股息並無於報告日期確認為負債。

(b) 過往財政年度之股息，於年內獲批准及支付

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Final dividend in respect of the previous financial year of HK\$0.20 per share (2018: final dividend of HK\$0.20 per share)	過往財政年度之末期股息 每股港幣0.20元(二零一八 年：末期股息每股港幣 0.20元)	56,662	56,662

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16. EARNINGS PER SHARE

The calculation of the earnings per share of the Company is based on the profit for the year attributable to owners of the Company of HK\$217,782,000 (2018: HK\$671,592,000) and the number of ordinary shares of 283,308,635 (2018: 283,308,635) in issue during the year.

No diluted earnings per share for year ended 31 December 2019 and 2018 was presented as there were no potential ordinary shares in issue during the year ended 31 December 2019 and 2018.

16. 每股溢利

本公司每股溢利的計算基於年內本公司擁有人應佔年內溢利港幣217,782,000元(二零一八年：港幣671,592,000元)及已發行普通股數目283,308,635股(二零一八年：283,308,635股)。

截至二零一九年及二零一八年十二月三十一日止年度概無呈列每股攤薄溢利，此乃由於截至二零一九年及二零一八年十二月三十一日止年度並無已發行之潛在普通股。

17. INVESTMENT PROPERTIES

17. 投資物業

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Fair Value	公平值		
As at 1 January	於一月一日	20,439,237	19,497,324
Additions	增添		
— Purchase of units	— 購買單位	854,426	1,198,496
— Construction costs	— 建設成本	23,235	5,279
Transfer from properties for sale (note 20)	轉撥自待售物業(附註20)	—	45,274
Transfer to assets held for sale (note 38)	轉撥至待售資產(附註38)	—	(420,000)
Purchase through acquisition of subsidiaries (note 40)	透過收購附屬公司購買(附註40)	—	214,052
Net fair value loss on investment properties	投資物業公平值虧損淨額	(131,243)	(100,431)
Net fair value loss on properties transfer	物業轉撥公平值虧損淨額	—	(587)
Exchange realignment	匯兌調整	—	(170)
As at 31 December	於十二月三十一日	21,185,655	20,439,237

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17. INVESTMENT PROPERTIES (Continued)

The Group leases out commercial buildings, industrial buildings and retail stores under operating leases with rentals payable monthly. The leases typically run for an initial period of one to six years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. The leases of retail stores contain minimum annual lease payment that are fixed over the lease term and lease payment of certain leases of retail stores are determined by the higher of 10% to 25% of the sale and the monthly lease payment.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

All of the Group's investment properties are measured using the fair value model and are classified and accounted for as investment properties.

The Group's investment properties were revalued at 31 December 2019 and 2018 by an independent qualified professional valuer, Cushman & Wakefield Limited ("C&W"), on market value basis which conforms with The Hong Kong Institute of Surveyors Valuation Standard:

- The completed investment properties (whole block of commercial building) are revalued by adopting income capitalisation method, which involves certain estimates, including capitalisation rates and reversionary rental value;
- The completed investment properties (individual units (including commercial, industrial and residential properties) or ground floor retail properties) are revalued based on direct comparison method, by reference to market transactions of comparable properties; and

17. 投資物業(續)

本集團根據經營租賃出租商業樓宇、工業大廈及零售商舖，租金須每月支付。該等租賃一般初始租期為一至六年，只有承租人有權單方面於初始租期後延長租賃。大部分租約包含市場檢討條款，容許承租人行使延長權。零售商舖的租賃包含於租賃期內固定的最低每年租賃付款，而零售商舖的若干租賃的租賃付款則以銷售額及每月租賃付款10%至25%的較高者釐定。

本集團並無因該等租賃安排而面臨外幣風險，原因是所有租賃均以集團實體各自之功能貨幣計值。該等租約並不包含剩餘價值擔保及／或承租人於租期結束時購買該物業之選擇權。

本集團所有投資物業皆以公平值模式計量，並分類以及計入投資物業。

本集團之投資物業由獨立合資格專業估值師戴德梁行有限公司(「戴德梁行」)於二零一九年及二零一八年十二月三十一日按與香港測量師學會評估準則相符之市值基準進行重估：

- 已落成投資物業(整幢商業樓宇)採用收入資本化法重估，當中涉及包括資本化比率及復歸租值之若干估計；
- 已落成投資物業(個別單位(包括商業、工業及住宅物業)或地下零售物業)按照直接比較法重估，當中參考可比較物業之市場交易；及

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- Investment properties under re-development were revalued on the re-development basis by adopting the residual method. The value is based on the re-development potential of the properties as if these properties will be developed and completed in accordance with the existing redevelopment proposal at the date of valuation and is determined by deducting the estimated total cost of the development, including costs of construction, professional fee, finance costs, associated costs and an allowance of profit that duly reflected developer's risk associated with the development from the gross development value.

In determining the fair values of the investment properties, the Group engages an independent qualified professional valuer to perform the valuation. The management works with the independent qualified professional valuer to establish the appropriate valuation techniques and inputs for level 3 fair value measurement. Where there is a material change in the fair value of the investment properties, the causes of the fluctuations will be reported to the Directors.

In relying on these valuations, the management has exercised judgement and are satisfied that the methods of valuation adopted are appropriate and reflective of the current market conditions.

17. 投資物業(續)

- 重建投資物業採用剩餘法按重建基準重估。價值以物業重建潛力為基準，猶如該等物業於估值日期按照現有重建方案發展及落成一樣，並經自發展總值扣除估計發展總成本(包括建築成本、專業費用、融資成本、相關成本及妥為反映發展商與發展項目相關之風險的溢利撥備)而釐定。

在釐定投資物業之公平值時，本集團委聘獨立合資格專業估值師進行估值。管理層與獨立合資格專業估值師合作，就第3級公平值計量確立適當的估值技術及數據。倘投資物業公平值出現重大變動，則向董事報告波動原因。

於依賴此等估值時，管理層已運用其判斷，並信納所採納之估值方法屬適當並反映現時市況。

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17. INVESTMENT PROPERTIES (Continued)

The carrying amount of the Group's investment properties is a level 3 fair value measurement. There were no investment property transfers into or out of level 3 fair value measurement during both years.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used).

17. 投資物業(續)

本集團投資物業之賬面值為第3級公平值計量。於兩個年度內，並無投資物業轉入或轉出第3級公平值計量。

下表載列有關如何釐定該等投資物業之公平值(特別是所使用的估值技術及數據)之資料。

Investment properties held by the Group in the consolidated statement of financial position 本集團於綜合財務狀況表所持有之投資物業	Fair value as at 31 December 2019 於二零一九年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique(s) 估值技術	Significant unobservable input(s) 主要不可觀察數據	Range of significant unobservable inputs 主要不可觀察數據之範圍	Interrelationship between significant unobservable input(s) and fair value measurement 主要不可觀察數據與公平值計量之互相關係
Completed investment properties 已落成投資物業					
Completed investment properties (whole block of commercial building)	16,092,000 (2018: 16,651,000)	Income capitalisation method	Reversionary rental value	HK\$23 – HK\$56 (2018: HK\$21 – HK\$61) per month per square foot for upper-level office/ restaurants premises; HK\$78 – HK\$1,164 (2018: HK\$80 – HK\$1,277) per month per square foot for ground floor shops	The higher the reversionary rental value, the higher the fair value
已落成投資物業(整幢商業樓宇)	16,092,000 (二零一八年: 16,651,000)	收入資本化法	復歸租值	高層辦公室/餐廳場所每平方呎每月港幣23元至港幣56元(二零一八年: 港幣21元至港幣61元); 地舖每平方呎每月港幣78元至港幣1,164元(二零一八年: 港幣80元至港幣1,277元)	復歸租值越高, 公平值越高
			Capitalisation rate	2.25% – 3.5% (2018: 2.25% – 3.5%)	The higher the capitalisation rate, the lower the fair value
			資本化比率	2.25%至3.5% (二零一八年: 2.25%至3.5%)	資本化比率越高, 公平值越低
Completed investment properties (individual units (including commercial, industrial and residential properties) or ground floor retail properties)	2,373,655 (2018: 3,333,237)	Direct comparison method	Adjustment to price per square foot in relation to quality of properties (e.g. location, size, level and condition with reference to comparables of the properties)	+/-20% (2018: +/-20%)	The higher the quality of properties with reference to comparables, the higher the fair value
已落成投資物業(個別單位(包括商業、工業及住宅物業)或地下零售物業)	2,373,655 (二零一八年: 3,333,237)	直接比較法	就物業質量(如參照可比較物業之位置、大小、層數及狀況)調整每平方呎價格	+/-20% (二零一八年: +/-20%)	參照可比較物業之質量越高, 公平值越高

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17. INVESTMENT PROPERTIES (Continued)

17. 投資物業(續)

Investment properties held by the Group in the consolidated statement of financial position 本集團於綜合財務狀況表所持有之投資物業	Fair value as at 31 December 2019 於二零一九年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique(s) 估值技術	Significant unobservable input(s) 主要不可觀察數據	Range of significant unobservable inputs 主要不可觀察數據之範圍	Interrelationship between significant unobservable input(s) and fair value measurement 主要不可觀察數據與公平值計量之互相關係
Investment properties under re-development 重建投資物業					
Investment properties under re-development	2,720,000* (2018: 455,000)	Residual method	Price per square foot	HK\$22,000 – HK\$23,300 per square foot for office premises (2018: HK\$26,000 per square foot for residential premises); HK\$27,000 – HK\$33,000 (2018: HK\$27,000 – HK\$65,000) per square foot for retail properties	The higher the price per square foot, the higher the fair value
重建投資物業	2,720,000* (二零一八年: 455,000)	剩餘法	每平方米價格	辦公室物業每平方米港幣22,000元至港幣23,300元(二零一八年: 住宅物業每平方米港幣26,000元); 零售物業每平方米港幣27,000元至港幣33,000元(二零一八年: 港幣27,000元至港幣65,000元)	每平方米價格越高, 公平值越高
			Estimated construction and other professional costs to completion	HK\$3,600 – HK\$3,900 (2018: HK\$4,650) per square foot	The higher the estimated construction and other professional costs, the lower the fair value
			估計完成所需建築及其他專業成本	每平方米港幣3,600元至港幣3,900元(二零一八年: 港幣4,650元)	估計建築及其他專業成本越高, 公平值越低
			Estimated profit margin required to hold and develop the investment properties to completion	10% – 15% (2018: 15%)	The higher estimated profit margin, the lower the fair value
			持有及發展投資物業至完成所需估計利潤率	10%至15%(二零一八年: 15%)	估計利潤率越高, 公平值越低

* During the year ended 31 December 2019, a building with fair value of HK\$1,066,550,000 as at 31 December 2018 has changed the valuation technique from direct comparison method to residual method during the year ended 31 December 2019 due to the additional premises acquired in the building and the management's decision on the usage of the building. The fair value of this building is HK\$2,010,000,000 as at 31 December 2019.

* 截至二零一九年十二月三十一日止年度, 一棟於二零一八年十二月三十一日公平值為港幣1,066,550,000元之樓宇已於截至二零一九年十二月三十一日止年度將估值技術由直接比較法變更為剩餘法, 此乃由於該樓宇內所收購之額外物業以及管理層就該樓宇之用途作出之決定所致。於二零一九年十二月三十一日, 此棟樓宇之公平值為港幣2,010,000,000元。

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17. INVESTMENT PROPERTIES (Continued)

There were no changes to the valuation techniques for the investment properties other than disclosed above during the year.

The fair value measurement is based on the above investment properties' highest and best use. The fair values of certain investment properties have been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

As at 31 December 2019, certain investment properties of the Group with total carrying amount of HK\$13,935,600,000 (2018: HK\$14,361,450,000) were pledged to secure bank loans of HK\$1,944,063,000 (2018: HK\$1,562,788,000) (note 27).

17. 投資物業(續)

除以上披露外，年內投資物業之估值技術並無變動。

公平值計量乃按照上述投資物業之最高及最佳用途。若干投資物業之公平值已經調整，以排除預付或應計經營租賃收入從而避免重複計算。

於二零一九年十二月三十一日，本集團已將賬面總值為港幣13,935,600,000元(二零一八年：港幣14,361,450,000元)之若干投資物業抵押以獲取為數港幣1,944,063,000元(二零一八年：港幣1,562,788,000元)之銀行貸款(附註27)。

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold lands	Buildings	Leasehold improvements	Fixture, fixtures and equipment	Motor vehicles	Leased properties	Total
		租賃土地	樓宇	租賃物業裝修	傢俬、裝置及設備	汽車	租賃物業	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Opening net carrying amount	年初賬面淨值	64,168	39,378	20,596	1,531	1,545	—	127,218
Adjustments upon the application of HKFRS 16	應用香港財務報告準則第16號後之調整	17,305	—	—	—	—	5,822	23,127
Additions	增添	—	—	5,101	74	—	7,774	12,949
Deficit on revaluation (note 14)	重估虧損(附註14)	—	(692)	—	—	—	—	(692)
Depreciation	折舊	(551)	(908)	(3,178)	(924)	(259)	(2,841)	(8,661)
Exchange realignment	匯兌調整	(219)	—	—	(3)	(7)	—	(229)
Closing net carrying amount	年終賬面淨值	80,703	37,778	22,519	678	1,279	10,755	153,712
As at 31 December 2019	於二零一九年十二月三十一日							
Cost/Valuation	成本/估值	87,556	37,778	40,800	13,107	3,866	13,596	196,703
Accumulated depreciation	累計折舊	(6,853)	—	(18,281)	(12,429)	(2,587)	(2,841)	(42,991)
Net carrying amount	賬面淨值	80,703	37,778	22,519	678	1,279	10,755	153,712
Analysis of cost/valuation	成本/估值分析							
At cost	按成本	87,556	—	40,800	13,107	3,866	13,596	158,925
At professional valuation	按專業估值	—	37,778	—	—	—	—	37,778
		87,556	37,778	40,800	13,107	3,866	13,596	196,703

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18. PROPERTY, PLANT AND EQUIPMENT
(Continued)

18. 物業、廠房及設備(續)

		Leasehold lands	Buildings	Leasehold improvements	Furniture, fixtures and equipment	Motor vehicles	Total
		租賃土地	樓宇	租賃 物業裝修	傢俬、裝置 及設備	汽車	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Year ended 31 December 2018	截至二零一八年 十二月三十一日止年度						
Opening net carrying amount	年初賬面淨值	64,254	40,779	100	1,211	1,116	107,460
Additions	增添	—	—	22,127	410	1,026	23,563
Deficit on revaluation (note 14)	重估虧損(附註14)	—	(479)	—	—	—	(479)
Disposals	出售	—	—	—	—	(289)	(289)
Depreciation	折舊	(86)	(922)	(1,631)	(121)	(227)	(2,987)
Exchange realignment	匯兌調整	—	—	—	31	(81)	(50)
Closing net carrying amount	年終賬面淨值	64,168	39,378	20,596	1,531	1,545	127,218
As at 31 December 2018	於二零一八年 十二月三十一日						
Cost/Valuation	成本/估值	65,028	39,378	35,699	13,036	3,873	157,014
Accumulated depreciation	累計折舊	(860)	—	(15,103)	(11,505)	(2,328)	(29,796)
Net carrying amount	賬面淨值	64,168	39,378	20,596	1,531	1,545	127,218
Analysis of cost/valuation	成本/估值分析						
At cost	按成本	65,028	—	35,699	13,036	3,873	117,636
At professional valuation	按專業估值	—	39,378	—	—	—	39,378
		65,028	39,378	35,699	13,036	3,873	157,014

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**18. PROPERTY, PLANT AND EQUIPMENT
(Continued)**

As at 31 December 2019, the Group's buildings in Hong Kong are stated at valuation of HK\$37,778,000 (2018: HK\$39,378,000). The Group's buildings were revalued by C&W based on net replacement cost method. For the year ended 31 December 2019, a revaluation loss of approximately HK\$692,000 (2018: HK\$479,000) had been recognised in asset revaluation reserve.

As at 31 December 2019, leasehold land and buildings of the Group with carrying amount of HK\$100,350,000 (2018: HK\$102,026,000) were pledged to secure bank loans of the Group (note 27).

The fair value of the Group's owner-occupied buildings is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

18. 物業、廠房及設備(續)

於二零一九年十二月三十一日，本集團於香港之樓宇以估值港幣37,778,000元(二零一八年：港幣39,378,000元)列賬。本集團之樓宇由戴德梁行按淨重置成本法重估。截至二零一九年十二月三十一日止年度重估虧損約港幣692,000元(二零一八年：港幣479,000元)已確認入資產重估儲備。

於二零一九年十二月三十一日，本集團抵押賬面值為港幣100,350,000元(二零一八年：港幣102,026,000元)之租賃土地及樓宇以獲得本集團之銀行貸款(附註27)。

本集團自用樓宇之公平值為第3級經常性公平值計量。年初及年終公平值結餘之對賬載列如下。

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Opening balance (level 3 recurring fair value)	年初結餘(第3級經常性公平值)	39,378	40,779
Depreciation	折舊	(908)	(922)
Deficit on revaluation of properties held for own use	重估持作自用物業之虧損	(692)	(479)
Closing balance (level 3 recurring fair value)	年終結餘(第3級經常性公平值)	37,778	39,378

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18. PROPERTY, PLANT AND EQUIPMENT (Continued)

In determining the fair values of the buildings, the Group engages an independent qualified professional valuer to perform the valuation. The management works with the independent qualified professional valuer to establish the appropriate valuation techniques and inputs for level 3 fair value measurement. Where there is a material change in the fair value of the investment properties, the causes of the fluctuations will be reported to the Directors.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

The following table gives information about how the fair values of these buildings are determined (in particular, the valuation techniques and inputs used).

Building held by the Group measured at revaluation model	Fair value as at 31 December 2019 於二零一九年十二月三十一日之公平值 HK\$'000 港幣千元	Valuation technique(s)	Significant unobservable input(s)	Range of significant unobservable inputs	Interrelationship between significant unobservable input(s) and fair value measurement
本集團持有按重估模型計量之樓宇		估值技術	主要不可觀察數據	主要不可觀察數據之範圍	主要不可觀察數據與公平值計量之互相關係
Owner-occupied buildings	37,778 (2018: 39,378)	Net replacement cost	Building replacement cost per square feet	HK\$4,300 per square feet (2018: HK\$4,300) (note)	The higher the building replacement cost per feet with reference to comparables, the higher the fair value
自用樓宇	37,778 (二零一八年: 39,378)	淨重置成本	每平方呎樓宇重置成本	每平方呎港幣4,300元(二零一八年: 港幣4,300元)(附註)	參照可比較物業之每呎樓宇重置成本越高, 公平值越高

Note: Building replacement cost per square feet is determined with reference to market comparables of constructing works, taking into account of use, location and other individual factors such as total floor level and type of structure.

18. 物業、廠房及設備(續)

在釐定樓宇公平值時，本集團已委聘獨立合資格專業估值師進行估值。管理層與獨立合資格專業估值師合作就第3級公平值計量制定適當之估值技術及數據。倘投資物業公平值出現重大變動，將會向董事報告波動原因。

公平值計量乃基於上述物業之最高及最佳用途，與其實際用途並無差異。

下表載列有關如何釐定該等樓宇公平值(特別是所使用估值技術及數據)之資料。

附註：每平方呎樓宇重置成本乃參考市場上可比較之建築工程而釐定，當中計及用途、位置以及總樓層及構築物類型等其他個別因素。

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18. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group as lessee

Right-of-use assets (included in the property, plant and equipment)

18. 物業、廠房及設備(續)

本集團作為承租人

使用權資產(計入物業、廠房及設備)

		Leasehold land 租賃土地 HK\$'000 港幣千元	Leased properties 租賃物業 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
As at 1 January 2019	於二零一九年一月一日	17,305	5,822	23,127
As at 31 December 2019	於二零一九年 十二月三十一日	16,617	10,755	27,372
For the year ended 31 December 2019	截至二零一九年 十二月三十一日止年度			
Depreciation charge	折舊開支	(469)	(2,841)	(3,310)
Additions	增添	—	7,774	7,774
Exchange realignment	匯兌調整	(219)	—	(219)
Total cash outflow for leases	租賃現金流出總額	—	(2,718)	(2,718)

For both years, the Group leases various commercial and industrial premises for its operations. Lease contracts are entered into for fixed term of three to four years, but may have extension options as described below. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團租賃不同商業及工業物業以作營運。租約以三至四年之固定年期訂立，惟可如下文所述帶有延長選擇權。於釐定租期及評估不可撤銷年期時，本集團應用合約之定義並釐定合約強制執行之年期。

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18. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group as lessee (Continued)

The Group has extension options in a number of leases for commercial and industrial premises. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The potential exposures to these future lease payments for extension options in which the Group is not reasonably certain to exercise:

18. 物業、廠房及設備(續)

本集團作為承租人(續)

本集團於若干用作商業及工業物業的租賃中擁有延長選擇權。該等選擇權為有助盡量提升本集團在管理經營所用的資產上之靈活性。所持的大部分延長選擇權僅可由本集團行使而不可由相關的出租人行使。本集團於租賃開始日期評估是否確定會行使延長選擇權。本集團並未能確定行使該等延長選擇權的未來租賃付款之潛在影響：

		Lease liabilities recognised as at 31 December 2019 於二零一九年 十二月三十一日 確認的租賃負債	Potential future lease payments not included in lease liabilities 未計入租賃 負債的潛在 未來租賃付款 (undiscounted) (未折現)
		HK\$'000 港幣千元	HK\$'000 港幣千元
Commercial and industrial premises — Hong Kong	商業及工業物業 — 香港	11,271	32,329

During the year ended 31 December 2019, the Group did not exercise any extension options.

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 December 2019, there is no such triggering event.

於截至二零一九年十二月三十一日止年度，本集團並無行使任何延長選擇權。

此外，於發生重大事件或情況出現重大變動且屬於承租人所能控制範圍時，本集團會重估是否確定行使延長選擇權。於截至二零一九年十二月三十一日止年度，概無有關觸發事件。

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19. PROPERTIES HELD FOR DEVELOPMENT

19. 待發展物業

2018
二零一八年
HK\$'000
港幣千元

Year ended 31 December	截至十二月三十一日止年度	
Opening net carrying amount	年初賬面淨值	18,434
Amortisation	攤銷	(546)
Exchange realignment	匯兌調整	(583)
Closing net carrying amount	年終賬面淨值	17,305
As at 31 December	於十二月三十一日	
Cost	成本	22,833
Accumulated amortisation	累計攤銷	(5,528)
Net carrying amount	賬面淨值	17,305

Properties held for development represents certain agricultural lands situated in New Territories, Hong Kong and the PRC under operating leases and are amortised on a straight-line basis over the lease terms.

Upon the application of HKFRS 16 on 1 January 2019, the properties held for development is reclassified to property, plant and equipment. Details of the application of HKFRS 16 are disclosed in note 2.

待發展物業指經營租賃下位於香港新界及中國之若干農業用地，乃於租賃年期內按直線基準攤銷。

於二零一九年一月一日應用香港財務報告準則第16號後，待發展物業重新分類至物業、廠房及設備。應用香港財務報告準則第16號之詳情於附註2披露。

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20. PROPERTIES FOR SALE

20. 待售物業

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Carrying amount as at 1 January	於一月一日之賬面值	954,855	1,407,876
Additions	增添	194,513	146,229
Disposals	出售	(115,499)	(246,226)
Disposal of subsidiaries (note 39)	出售附屬公司(附註39)	—	(288,450)
Transfer to investment properties (note 17)	轉撥至投資物業(附註17)	—	(45,274)
Exchange realignment	匯兌調整	(8,789)	(19,300)
Carrying amount as at 31 December	於十二月三十一日之賬面值	1,025,080	954,855
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Completed properties for sale	已落成待售物業	448,306	146,898
Properties under development for sale	待售發展中物業	576,774	807,957
Carrying amount as at 31 December	於十二月三十一日之賬面值	1,025,080	954,855

As at 31 December 2019, properties for sale of HK\$552,482,000 (2018: HK\$544,772,000) represent the carrying amount of the properties expected to be completed over one year from the end of the reporting period and the remaining carrying amounts represent the properties to be completed within one year from the end of the reporting period.

於二零一九年十二月三十一日，待售物業港幣552,482,000元(二零一八年：港幣544,772,000元)為預期將於報告期末起計超過一年竣工之物業之賬面值，其餘賬面值為預期將於報告期末起計一年內竣工之物業之賬面值。

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As at 31 December 2019, included in the completed properties for sale was a joint operation project amounting to HK\$3,360,000 (2018: HK\$7,217,000) to jointly develop a property site for residential purpose located at 1-11 Lai Yin Street and 2-12 Jones Street, Tai Hang, Hong Kong in which the Group has a 20.24% equity interest. In 2014, the Directors determined that the Group's share of the completed units would be put up for sale when completed and, accordingly, reclassified its proportionate share of the interest in this property development from investment properties under construction to properties under development for sale. The Group bears a proportionate share of the joint operation's assets, liabilities, revenue and expenses. The occupation permit was released by the Buildings Department during the year ended 31 December 2016. During the year ended 31 December 2019, the properties for sale under the joint operation recorded a revenue of HK\$7,138,000 (2018: HK\$19,754,000) and cost of properties for sale of HK\$5,994,000 (2018: HK\$12,309,000).

20. 待售物業(續)

於二零一九年十二月三十一日，已落成待售物業為一項為數港幣3,360,000元(二零一八年：港幣7,217,000元)之合營項目，以共同開發一個位於香港大坑禮賢街1至11號及重士街2至12號作住宅用途之物業地盤，其中本集團擁有20.24%之股權。於二零一四年，董事確定本集團分佔之已落成單位將於建成後放售，因此，本集團將其按比例應佔該物業發展項目權益，由在建投資物業重新分類至待售發展中物業。本集團承擔按比例應佔合營業務之資產、負債、收益及開支。屋宇署於截至二零一六年十二月三十一日止年度內發出入住許可證。於截至二零一九年十二月三十一日止年度內，合營業務下之待售物業錄得收益港幣7,138,000元(二零一八年：港幣19,754,000元)及物業銷售成本港幣5,994,000元(二零一八年：港幣12,309,000元)。

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21. TRADE AND OTHER RECEIVABLES/LOAN RECEIVABLES **21. 貿易及其他應收款項／應收貸款**

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<i>Current assets:</i>	<i>流動資產：</i>		
Trade receivables	貿易應收款項		
— contract with customers	— 客戶合約	8,017	8,947
— rental receivables	— 應收租金	19,266	13,332
Total trade receivables	貿易應收款項總額	27,283	22,279
Less: Allowance for credit losses	減：信貸虧損撥備	(5,834)	(244)
Total trade receivables, net	貿易應收款項總額，淨額	21,449	22,035
Other receivables, utility deposits and prepayment, net of provision for impairment loss	其他應收款項、公共服務按金及預付款項，扣除減值虧損撥備	69,215	114,104
Loan receivables (Note)	應收貸款(附註)	4,919	5,053
		74,134	119,157
Total trade and other receivables categorised as current assets	分類為流動資產之貿易及其他應收款項總額	95,583	141,192
<i>Non-current assets:</i>	<i>非流動資產：</i>		
Loan receivables (Note)	應收貸款(附註)	26,890	32,756
		122,473	173,948

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21. TRADE AND OTHER RECEIVABLES/LOAN RECEIVABLES (Continued)

As at 1 January 2018, trade receivables from contracts with customers under HKFRS 15 amounted to HK\$7,837,000.

As at 31 December 2019 and 2018, based on invoice dates, the ageing analysis of the trade receivables, net of allowance for credit losses, was the following:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
0-30 days	0至30天	11,772	8,130
31-90 days	31至90天	6,176	9,385
91-180 days	91至180天	2,976	3,276
Over 180 days	超過180天	525	1,244
Total trade receivables, net	貿易應收款項總額，淨額	21,449	22,035

Normally, other than those property leasing rental receivables which are secured by rental deposits, the Group does not obtain collateral from other customers.

As at 31 December 2019, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$21,449,000 (2018: HK\$22,035,000) which are past due as at the reporting date. Out of the past due balances, HK\$3,501,000 (2018: HK\$4,520,000) has been past due 90 days or more and is not considered as in default as these debtors have a good business relationship with the Group and recurring overdue records of these debtors with satisfactory settlement history.

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

21. 貿易及其他應收款項／應收貸款(續)

於二零一八年一月一日，根據香港財務報告準則第15號來自客戶合約之貿易應收款項為港幣7,837,000元。

於二零一九年及二零一八年十二月三十一日根據發票日期，貿易應收款項扣除信貸虧損撥備後之賬齡分析載列如下：

一般而言，除以租金按金抵押之該等物業租賃應收租金外，本集團不會向其他客戶收取抵押品。

於二零一九年十二月三十一日，本集團之貿易應收款項結餘包括於報告日期已逾期賬面總值港幣21,449,000元(二零一八年：港幣22,035,000元)之債務人。在逾期結餘中，港幣3,501,000元(二零一八年：港幣4,520,000元)已逾期90天或以上，而並不視為違約，原因是該等債務人與本集團有良好業務關係，而該等債務人均有令人滿意的清償經常性逾期款項之記錄。

有關貿易應收款項之減值虧損以撥備賬記錄，除非本集團信納收回該筆款項之可能性極低，在該情況下，減值虧損會直接於貿易應收款項中撇銷。

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21. TRADE AND OTHER RECEIVABLES/LOAN RECEIVABLES (Continued)

Details of impairment assessment of trade receivables, other receivables and deposits for the year ended 31 December 2019 and 2018 are set out in note 41.2(b).

Note:

As at 31 December 2018, loan receivables included amounts of HK\$4,000,000 which were secured, interest-bearing at Prime Rate minus 2.5% per annum and repayable within 1 year from reporting date. The repayment date of these loan receivables included amounts of HK\$4,000,000 was extended by one year during the year ended 31 December 2019. The remaining loan receivables included amounts of HK\$27,809,000 (2018: HK\$33,809,000) which are secured, interest-bearing at HK\$ Best Lending Rate minus 2% to 2.5% per annum (2018: 2% to 2.5% per annum) for the first 36 months from the date of loan drawdown and thereafter at the HK\$ Best Lending Rate. The loans were repayable in 216 to 360 monthly instalments (2018: 216 to 360 monthly instalments) with the final instalment payable in year 2035 to 2048 (2018: year 2035 to 2048). As at 31 December 2019, loan receivables of HK\$11,806,000 (2018: HK\$12,939,000) could be early terminated by the borrowers at the principal and accrued interest after 60 months after drawdown date.

The current portion of HK\$4,919,000 (2018: HK\$5,053,000) which is expected to be recovered within one year and classified as current assets while the balance of HK\$26,890,000 (2018: HK\$32,756,000) classified as non-current assets.

No loan receivables are past due as at 31 December 2019 and 2018. The loan receivables are secured by second mortgage of the properties located in Hong Kong. The Group is not permitted to sell or repledge the properties in the absence of default by the borrower. There has not been any significant changes in the quality of the collateral held for the loans receivables. Details of impairment assessment for the year ended 31 December 2019 and 2018 are set out in note 41.2(b).

21. 貿易及其他應收款項／應收貸款(續)

截至二零一九年及二零一八年十二月三十一日止年度貿易應收款項、其他應收款項及訂金之減值評估詳情載於附註41.2(b)。

附註：

於二零一八年十二月三十一日，應收貸款包括多筆合共港幣4,000,000元之款項，有關款項為有抵押，按最優惠利率減2.5厘之年利率計息，並須於報告日期起計一年內償還。該等應收貸款包括多筆合共港幣4,000,000元之款項，其償還日期於截至二零一九年十二月三十一日止年度延長一年。其餘應收貸款包括多筆合共港幣27,809,000元(二零一八年：港幣33,809,000元)之款項，有關款項為有抵押，於提用貸款日期起計首36個月按港幣最優惠借貸利率減2厘至2.5厘(二零一八年：2厘至2.5厘)之年利率計息，其後按港幣最優惠借貸利率計息。有關貸款分216至360期(二零一八年：216至360期)每月償還，最後一期還款應於二零三五年至二零四八年(二零一八年：二零三五年至二零四八年)支付。於二零一九年十二月三十一日，應收貸款港幣11,806,000元(二零一八年：港幣12,939,000元)可由借款人於提用日期起計60個月後按本金及應計利息提早終止。

預期於一年內收回之即期部分港幣4,919,000元(二零一八年：港幣5,053,000元)分類為流動資產，餘額港幣26,890,000元(二零一八年：港幣32,756,000元)分類為非流動資產。

於二零一九年及二零一八年十二月三十一日概無逾期應收貸款。應收貸款以位於香港之物業二按作抵押。如借款人並無違約，本集團不可銷售或轉按物業。就應收貸款持有之抵押品之質量並無任何重大變動。截至二零一九年及二零一八年十二月三十一日止年度之減值評估詳情載於附註41.2(b)。

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22. FINANCIAL ASSETS AT FVTPL

The financial assets at FVTPL referred as structured bank deposits of HK\$99,255,000 (2018: HK\$63,977,000) are placed with a bank in the PRC and contain embedded derivatives which returns are determined by reference to the return of the underlying portfolio of listed shares invested by the bank and the duration of deposits placed. The deposits could be withdrawn at the Group's discretion and are subject to early termination option of the issuing bank at the price of the principal outstanding plus the return of underlying portfolio of listing shares up to the date of withdrawal/early termination. Annual return rate varies from annual rate of 2.31% to 3.75% (2018: 2.81% to 4.20%), depending on the duration of the deposits placed.

Structured bank deposits of HK\$28,466,000 are placed with a bank in the PRC with maturity of less than three months and certain embedded derivative which return are determined by reference of foreign exchange rate. The deposits are subject to early termination option of the issue bank or by mutual agreement as at 31 December 2018. Annual coupon rate varies from 1.1% to 4.45%, depending on the actual foreign exchange rate.

The structured bank deposits are reclassified to financial assets at FVTPL because their contractual cash flows do not represent solely the payments of principal and interest on the principal amount outstanding.

Financial assets at FVTPL as at 31 December 2019 and 2018 are stated at fair values based on valuation provided by the issuing bank. The fair value measurements are categorised to Level 2.

22. 按公平值計入損益之財務資產

稱為結構性銀行存款之按公平值計入損益之財務資產港幣99,255,000元(二零一八年：港幣63,977,000元)存放於中國一間銀行，並包含嵌入式衍生工具，其回報乃參考銀行投資之相關上市股份組合回報及存款年期而釐定。本集團可酌情提取存款，而存款可由發行銀行選擇按截至提取／提前終止日期之未償還本金另加相關上市股份組合回報之價格提前終止。每年回報利率介乎2.31%至3.75%(二零一八年：2.81%至4.20%)不等，視乎存款年期而定。

結構性銀行存款港幣28,466,000元存放於中國一間銀行，到期日少於三個月，並包含若干嵌入式衍生工具，其回報乃參考外匯匯率釐定。有關存款可於二零一八年十二月三十一日由發行銀行或經雙方協議後選擇提前終止。每年票面利率介乎1.1%至4.45%不等，視乎實際外匯匯率而定。

由於結構性銀行存款之合約現金流量並非完全用作支付本金及未償還本金利息，因此結構性銀行存款重新分類為按公平值計入損益之財務資產。

於二零一九年及二零一八年十二月三十一日按公平值計入損益之財務資產根據發行銀行提供之估值按公平值列賬。公平值計量分類為第2級。

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23. RESTRICTED BANK DEPOSITS/SHORT-TERM BANK DEPOSITS/CASH AND CASH EQUIVALENTS

The cash and bank balances of the Group was summarised as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Restricted bank deposits	受限制銀行存款	43,879	74,568
Short-term bank deposits with original maturity over three months	原到期日超出三個月之短期銀行存款	250,000	575,000
Cash and cash equivalents	現金及現金等價物	307,211	186,238
Total cash and bank balances	現金及銀行結餘總額	601,090	835,806

Restricted bank deposits and cash and cash equivalents earn interest at floating rates based on the daily bank deposit rates.

As at 31 December 2019 and 2018, short-term bank deposits with original maturity over three months were placed up till 1 year depending on the immediate cash requirement of the Group, and earned fixed-rate interest at respective time deposits rates ranging from 2.30% to 2.70% (2018: 2.00% to 2.90%) per annum.

Included in total cash and bank balances of the Group is HK\$94,975,000 (2018: HK\$91,685,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

The Directors considered that the fair value of the cash and cash equivalents is not materially different from their carrying amount.

23. 受限制銀行存款／短期銀行存款／現金及現金等價物

本集團之現金及銀行結餘之概要如下：

受限制銀行存款以及現金及現金等價物根據每日銀行存款利率按浮動利率賺取利息。

於二零一九年及二零一八年十二月三十一日，原到期日超出三個月之短期銀行存款存放年期長達一年，視乎本集團之即時現金需求而定，並按照各自之定期存款年利率2.30%至2.70%（二零一八年：2.00%至2.90%）賺取固定利率之利息。

計入本集團現金及銀行結餘總額包括存放於中國多間銀行為數港幣94,975,000元（二零一八年：港幣91,685,000元）之人民幣（「人民幣」）計值銀行結餘。人民幣並非可自由兌換之貨幣。根據中國之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准經由授權進行外匯業務之銀行以人民幣兌換外幣。

董事認為，現金及現金等價物之公平值與賬面值並無重大差異。

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23. RESTRICTED BANK DEPOSITS/SHORT-TERM BANK DEPOSITS/CASH AND CASH EQUIVALENTS (Continued)

In the course of business, certain bank accounts were opened and held in the name of certain subsidiaries in form of trust on behalf of third parties to whom these subsidiaries provided building management services. As at the reporting date, those bank balances held in form of trust on behalf of third parties and were not recognised in the consolidated financial statements of the Group amounted to HK\$67,256,000 (2018: HK\$53,707,000).

23. 受限制銀行存款／短期銀行存款／現金及現金等價物(續)

於業務過程中，若干附屬公司以其名義代第三方(附屬公司向其提供樓宇管理服務之人士)以信託形式開設及持有若干銀行賬戶。於報告日期，該等為數港幣67,256,000元(二零一八年：港幣53,707,000元)之銀行結餘乃以信託形式代第三方持有，並無於本集團之綜合財務報表內確認。

24. TRADE AND OTHER PAYABLES

24. 貿易及其他應付款項

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Trade payables	貿易應付款項	17,358	20,977
Receipt in advance	預收款項	13,620	7,605
Deposits received on disposal of subsidiaries (note 38)	出售附屬公司之已收按金(附註38)	57,353	55,353
Rental deposits received	已收租金按金	156,450	173,362
Accruals on construction works	建築工程應計款項	297,224	219,827
Advance lease payments	預付租賃付款	5,195	—
Other accrued expenses and other payables	其他應計費用及其他應付款項	161,954	142,851
		709,154	619,975

Trade payables had credit periods ranging from 30 to 90 days. Based on invoice dates, the ageing analysis of trade payables was the following:

貿易應付款項之信貸期介乎30至90天。根據發票日期，貿易應付款項之賬齡分析載列如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
0-30 days	0至30天	1,519	1,214
31-90 days	31至90天	1,263	106
Over 90 days	超過90天	14,576	19,657
Total trade payables	貿易應付款項總額	17,358	20,977

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25. CONTRACT LIABILITIES

25. 合約負債

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 港幣千元	31 December 2018 二零一八年 十二月三十一日 HK\$'000 港幣千元
Deposits received in advance associated with pre-sale of properties for sale situated in:	有關預售位於下列地點之 待售物業之預收訂金：		
— Hong Kong	— 香港	12,271	20,436
— PRC	— 中國	47,815	134,033
		60,086	154,469

As at 31 December 2019 and 2018, deposits received in advance received by Group for the disposal of properties are expected to be completed and sold within one year from the end of the reporting period.

本集團於二零一九年及二零一八年十二月三十一日就出售預期於報告期末起計一年內竣工及出售之物業預收訂金。

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25. CONTRACT LIABILITIES (Continued)

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

25. 合約負債(續)

下表列示本年度就結轉合約負債確認之收益金額以及與於過往期間履行之履約責任相關之金額。

		Sales of completed properties for sale For the year ended 31 December 2019 銷售已落成待售物業 截至二零一九年十二月三十一日止年度 HK\$'000 港幣千元	Sales of completed properties for sale For the year ended 31 December 2018 銷售已落成待售物業 截至二零一八年十二月三十一日止年度 HK\$'000 港幣千元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘之已確認收益	112,085	227,570
Revenue to be recognised from unsatisfied performance obligations	因未履行履約責任將予確認之收益	126,085	254,546

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

The Group receives 10% to 30% of the contract amount as deposits from customers when they sign the sale and purchase agreement. However, depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing. The deposits result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed properties for sale.

影響已確認合約負債金額之一般付款條款如下：

本集團在客戶簽署買賣協議時收取合約金額之10%至30%作為客戶訂金。然而，本集團可能視乎市況，按所列售價向客戶提供折扣，前提是客戶同意在建築工程仍在進行期間提早支付代價餘額。該等訂金導致在整段物業建築期間內確認合約負債，直至客戶取得已落成待售物業之控制權為止。

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26. LEASE LIABILITIES

26. 租賃負債

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 港幣千元
Lease liabilities payables	應付租賃負債	
Within one year	一年內	4,473
With a period of more than one year but not more than two years	一年以上但不超過兩年期間	6,798
		11,271
Less: amount due for settlement within 12 months shown under current liabilities	減：於12個月內到期清償列為流動負債之金額	(4,473)
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期清償列為非流動負債之金額	6,798

All lease liabilities were denominated in the functional currencies of the relevant group entities.

所有租賃負債均以相關集團實體之功能貨幣計值。

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27. BORROWINGS

27. 借貸

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Current liabilities	流動負債		
Bank loans — secured	銀行貸款—有抵押	213,005	1,067,765
Non-current liabilities	非流動負債		
Bank loans — secured	銀行貸款—有抵押	1,731,058	495,023
		1,944,063	1,562,788
Carrying amount of bank loans repayable based on the scheduled repayment dates set out in the loan agreements:	根據貸款協議所載預定還款日期應償還之銀行貸款賬面值：		
Within one year	一年內	63,105	371,065
More than one year, but not exceeding two years	一年以上但不超過兩年	59,665	21,065
More than two years, but not exceeding five years	兩年以上但不超過五年	1,671,393	473,958
		1,794,163	866,088
Carrying amount of bank loans that contain a repayable on demand clause (shown under current liabilities) but repayable based on the scheduled repayment dates set out in the loan agreements:	包括按要求償還條款(列於流動負債)但根據貸款協議所載預定還款日期應償還之銀行貸款賬面值：		
Within one year	一年內	149,900	546,800
More than one year, but not exceeding two years	一年以上但不超過兩年	—	149,900
		149,900	696,700
Total bank loans	銀行貸款總額	1,944,063	1,562,788
Carrying amount of bank loans matured within one year or those contain a repayment on demand clause (shown under current liabilities)	於一年內到期或包括按要求償還條款之銀行貸款之賬面值(列於流動負債)	(213,005)	(1,067,765)
Amount shown under non-current liabilities	非流動負債所列金額	1,731,058	495,023

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27. BORROWINGS (Continued)

As at 31 December 2019 and 2018, bank loans are secured by certain investment properties and property, plant and equipment of the Group with a total carrying value of approximately HK\$14,035,950,000 (2018: HK\$14,463,476,000) as set out in notes 17 and 18 respectively to the consolidated financial statements.

The analysis that shows the remaining contractual maturities of the Group's borrowings is set out in note 41.2(c) to the consolidated financial statements.

The effective interest rates of the Group's borrowings at the reporting date were as follows:

27. 借貸(續)

於二零一九年及二零一八年十二月三十一日，銀行貸款乃以本集團賬面總值約港幣14,035,950,000元(二零一八年：港幣14,463,476,000元)之若干投資物業以及物業、廠房及設備作為抵押，分別載於綜合財務報表附註17及18。

顯示本集團借貸之餘下合約到期日之分析載於綜合財務報表附註41.2(c)。

於報告日期本集團借貸之實際利率如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Bank loans	銀行貸款		
— HK\$-denominated loans	— 港幣貸款		
		Hong Kong Inter-bank Offered Rate (“HIBOR”)	HIBOR
		+1.15% p.a. to HIBOR+1.6% p.a.	+1.15% p.a. to HIBOR+1.6% p.a.
		香港銀行同業拆息(「香港同業拆息」)+ 年利率 1.15%至香港同業拆息 + 年利率1.6%	香港同業拆息+ 年利率 1.15%至香港同業拆息 + 年利率1.6%

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28. DEFERRED TAXATION

The movement on the deferred tax account is as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
As at 1 January	於一月一日	117,532	107,886
Deferred taxation charged/(credited) to:	於以下項目扣除/(計入)之 遞延稅項:		
— Profit or loss (note 13)	— 損益(附註13)	3,441	9,701
— Acquisition of assets (note 40)	— 收購資產(附註40)	—	24
— Asset revaluation reserve (note 14)	— 資產重估儲備(附註14)	(114)	(79)
As at 31 December	於十二月三十一日	120,859	117,532

28. 遞延稅項

遞延稅項賬目之變動如下:

The followings are the major deferred tax liabilities and assets recognised in the consolidated statement of financial position and the movements during the current and prior years:

以下為於綜合財務狀況表確認之主要遞延稅項負債及資產以及於本年度及過往年度之變動:

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 港幣千元	Fair value gain (note) 公平值收益 (附註) HK\$'000 港幣千元	Surplus on revaluation of owner- occupied properties 重估自用 物業盈餘 HK\$'000 港幣千元	Tax loss 稅項虧損 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
As at 1 January 2018	於二零一八年一月一日	87,253	30,561	6,833	(16,761)	107,886
Charged/(credited) to profit or loss (note 13)	於損益扣除/(計入)(附註13)	26,793	(15,265)	—	(1,827)	9,701
Credit to other comprehensive income (note 14)	計入其他全面收入(附註14)	—	—	(79)	—	(79)
Acquisition of assets (note 40)	收購資產(附註40)	24	—	—	—	24
As at 31 December 2018	於二零一八年十二月三十一日	114,070	15,296	6,754	(18,588)	117,532
Charged/(credited) to profit or loss (note 13)	於損益扣除/(計入)(附註13)	4,254	—	—	(813)	3,441
Credit to other comprehensive income (note 14)	計入其他全面收入(附註14)	—	—	(114)	—	(114)
As at 31 December 2019	於二零一九年十二月三十一日	118,324	15,296	6,640	(19,401)	120,859

Note: The amount represented the taxable temporary difference arisen from the fair value gain on properties upon the change of use from the purpose of earning rentals or/and for capitalisation to sale in the ordinary course of business which is then classified as properties for sale.

附註: 該金額指將其用途由賺取租金或/及資本化轉為在日常業務過程中銷售之時, 因物業之公平值收益而產生之應課稅暫時性差額, 其後乃分類為待售物業。

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28. DEFERRED TAXATION (Continued)

As at 31 December 2019, the Group has aggregate amount of temporary differences associated with undistributed earnings of the PRC subsidiaries of approximately HK\$99,210,000 (2018: HK\$95,700,000) of which no deferred tax liabilities has been recognised. No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the dividend policies of its subsidiaries and the Directors considered that no dividend will be declared by these subsidiaries in the foreseeable future. Thus, such difference will not be reversed in the foreseeable future.

28. 遞延稅項(續)

於二零一九年十二月三十一日，本集團有關中國附屬公司未分派盈利之相關暫時性差額總額約港幣99,210,000元(二零一八年：港幣95,700,000元)並無確認遞延稅項負債。由於本集團能夠控制其附屬公司之股息政策以及董事認為該等附屬公司於可見將來不會宣派股息，故並無就該等差額確認遞延稅項負債。因此，有關差額將不會於可見將來撥回。

29. SHARE CAPITAL

29. 股本

		2019 二零一九年		2018 二零一八年	
		Number of shares 股份數目	HK\$'000 港幣千元	Number of shares 股份數目	HK\$'000 港幣千元
Authorised: Ordinary shares of HK\$0.10 each	法定： 每股面值港幣0.10元之 普通股	5,000,000,000	500,000	5,000,000,000	500,000
Issued and fully paid: As at 1 January and 31 December	已發行及繳足： 於一月一日及 十二月三十一日	283,308,635	28,331	283,308,635	28,331

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30. RESERVES
The Group

30. 儲備
本集團

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Share premium (note (a))	股份溢價(附註(a))	690,811	690,811
Capital redemption reserve (note (b))	資本贖回儲備(附註(b))	295	295
Asset revaluation reserve	資產重估儲備	110	688
Retained profits	保留溢利	19,852,538	19,691,418
Exchange reserve	匯兌儲備	(39,720)	(28,889)
Special reserve (note (c))	特別儲備(附註(c))	1,848	1,848
Proposed final and special dividends (note 15(a))	建議末期及特別股息 (附註15(a))	56,662	56,662
		20,562,544	20,412,833

Notes:

- (a) Share premium represents the excess of consideration received over the par value of share issued.
- (b) Capital redemption reserve represents the amount equal to the par value of the bought-back shares, and such funds transferred from retained profits.
- (c) The special reserve of the Group represented the difference between the nominal value of the share capital issued by the Company in exchange for the nominal value of the share capital of the subsidiaries pursuant to the Group's re-organisation in 1997.

Details of the movements in the above reserves are set out in the consolidated statement of changes in equity on pages 160 to 163 to the consolidated financial statements.

附註：

- (a) 股份溢價指所收取代價高於已發行股份面值之差額。
- (b) 資本贖回儲備指相等於回購股份面值之款項，該等資金乃轉撥自保留溢利。
- (c) 本集團之特別儲備指根據本集團一九九七年重組本公司已發行股本面值交換附屬公司股本面值之差額。

上述儲備之變動詳情載於綜合財務報表第160至163頁之綜合權益變動表。

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30. RESERVES (Continued)
The Company

30. 儲備(續)
本公司

		Share premium	Capital redemption reserve	Contributed surplus	Retained profits	Proposed final and special dividends	Total
		股份溢價	贖回儲備	繳納盈餘	保留溢利	建議末期及 特別股息	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note (a))	(note (b))	(note (c))			
		(附註(a))	(附註(b))	(附註(c))			
As at 1 January 2018	於二零一八年一月一日	690,811	295	1,433,274	578,073	56,662	2,759,115
Profit for the year	年內溢利	—	—	—	832	—	832
Final dividend paid for 2017 (note 15(b))	已付二零一七年末期 股息(附註15(b))	—	—	—	—	(56,662)	(56,662)
Proposed final dividend for 2018 (note 15(a))	建議二零一八年末期 股息(附註15(a))	—	—	(56,662)	—	56,662	—
As at 31 December 2018	於二零一八年 十二月三十一日	690,811	295	1,376,612	578,905	56,662	2,703,285
Profit for the year	年內溢利	—	—	—	1,015	—	1,015
Final dividend paid for 2018 (note 15(b))	已付二零一八年末期 股息(附註15(b))	—	—	—	—	(56,662)	(56,662)
Proposed final dividend for 2019 (note 15(a))	建議二零一九年末期 股息(附註15(a))	—	—	(56,662)	—	56,662	—
As at 31 December 2019	於二零一九年 十二月三十一日	690,811	295	1,319,950	579,920	56,662	2,647,638

Notes:

- (a) Share premium represents the excess of consideration received over the par value of shares issued.
- (b) Capital redemption reserve represents the amount equal to the par value of the bought-back shares transferred.
- (c) The contributed surplus represents the difference between the nominal value of the Company's shares issued in exchange for all the issued ordinary shares of Lucky Spark Limited (a subsidiary) and the value of the net underlying assets of the subsidiaries acquired. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution to the shareholders under certain circumstances. However, the Company cannot declare or pay a dividend or make a distribution out of contribution surplus if:
- (1) it is, or would after the payment be, unable to pay its liabilities as they become due; or
 - (2) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

附註：

- (a) 股份溢價指所收取代價高於已發行股份面值之差額。
- (b) 資本贖回儲備指相等於已轉撥回購股份面值之款項。
- (c) 繳納盈餘乃指發行以換取Lucky Spark Limited (一家附屬公司)全部已發行普通股之本公司已發行股份面值與所收購附屬公司相關淨資產價值之差額。根據百慕達一九八一年公司法(經修訂),在若干情況下本公司之繳納盈餘可分派予股東。然而,倘發生以下情況,本公司不可從繳納盈餘宣派或支付股息或作出分派:
- (1) 不能或於支付後不能支付到期繳付之債務;或
 - (2) 其資產之可變現值因此少於其債務、已發行股本及股份溢價賬之總額。

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31. COMMITMENTS

(a) Operating lease commitments

As at 31 December 2018, the total future minimum lease payments under non-cancellable operating leases are payable by the Group as follows:

		2018 二零一八年 HK\$'000 港幣千元
Within one year	一年內	2,415
More than one year, but not exceeding five years	一年以上但不超過五年	4,392
		6,807

As at 31 December 2018, the Group leases a number of properties under operating leases. Leases are negotiated for fixed terms ranged from one to four years. None of the leases includes contingent rentals.

於二零一八年十二月三十一日，本集團根據經營租賃租賃多項物業。租賃按一至四年之固定年期磋商。概無租賃包括或然租金。

(b) Capital commitments

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Contracted but not provided for: – Acquisition of investment properties	已訂約惟未撥備： – 收購投資物業	17,641	54,059

All capital commitments are due in the coming twelve months.

所有資本承擔均於未來十二個月內到期。

31. 承擔

(a) 經營租賃承擔

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃於未來應付之最低總租金如下：

(b) 資本承擔

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32. FUTURE OPERATING LEASE ARRANGEMENTS

Minimum lease payments receivable on leases are as follows:

		31/12/2019 二零一九年 十二月三十一日 HK\$'000 港幣千元
Within one year	一年內	452,127
In the second year	第二年	331,104
In the third year	第三年	142,752
In the fourth year	第四年	38,542
In the fifth year	第五年	4,184
After five years	五年後	70
		968,779

As at 31 December 2018, the Group had future aggregate minimum lease receipts under non-cancellable operating leases in respect of investment properties as follows:

		2018 二零一八年 HK\$'000 港幣千元
Within one year	一年內	404,692
More than one year, but not exceeding five years	一年以上但不超過五年	577,329
More than five years	五年以上	4,272
		986,293

32. 未來經營租賃安排

應收租賃最低租賃付款如下：

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃就投資物業未來所收之最低總租金如下：

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32. FUTURE OPERATING LEASE ARRANGEMENTS (Continued)

The Group leases its investment properties (note 17) under operating lease arrangements which run for an initial period of one to six years (2018: one to six 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 leases also require the tenants to pay rental deposits. The turnover-related rental income received during the year amounted to HK\$914,000 (2018: HK\$3,028,000).

33. CONTINGENT LIABILITIES

As at 31 December 2019, the Group provided guarantees amounted to HK\$275,589,000 (2018: HK\$337,389,000) to banks with respect to mortgage loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loan. In the opinion of the Directors, the fair value of the financial guarantee is not significant.

32. 未來經營租賃安排(續)

本集團根據經營租賃安排出租其投資物業(附註17)，初始租期一至六年(二零一八年：一至六年)，可選擇於到期日或本集團與有關承租人雙方同意之日期續期。租約條款亦規定承租人須繳付租金按金。年內已收營業額相關之租金收入為港幣914,000元(二零一八年：港幣3,028,000元)。

33. 或然負債

於二零一九年十二月三十一日，本集團就本集團物業買家取得之按揭貸款向銀行提供擔保港幣275,589,000元(二零一八年：港幣337,389,000元)。該等擔保將於物業交付予買家並向相關按揭登記機構辦妥按揭登記時或於清償尚欠按揭貸款時由銀行解除。董事認為，財務擔保之公平值並不重大。

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34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 34. 本公司之財務狀況表

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益		545,000	545,000
Amounts due from subsidiaries	應收附屬公司之款項		2,176,105	2,186,230
			2,721,105	2,731,230
Current assets	流動資產			
Other receivables	其他應收款項		368	347
Tax recoverable	可收回稅項		—	362
Cash and cash equivalents	現金及現金等價物		225	165
			593	874
Current liabilities	流動負債			
Amount due to a subsidiary	應付附屬公司之款項		45,305	25
Accrued expenses and other payables	應計費用及其他應付款項		327	463
Provision for income taxation	所得稅撥備		97	—
			45,729	488
Net current (liabilities)/assets	淨流動(負債)/資產		(45,136)	386
Net assets	淨資產		2,675,969	2,731,616
EQUITY	權益			
Share capital	股本	29	28,331	28,331
Reserves	儲備	30	2,647,638	2,703,285
Total equity	權益總額		2,675,969	2,731,616

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35. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2019 and 2018 are as follows:

35. 於附屬公司之權益

於二零一九年及二零一八年十二月三十一日之主要附屬公司詳情如下：

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Billion Glory Properties Limited 億潤置業有限公司	Hong Kong 香港	Paid-up capital HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Bond Rising Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之普通股	—	—	100%	100%	Investment holding 投資控股
Castle Peak Investment Properties Limited 青山道投資地產有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property development 物業發展
Eternal Bonus Group Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之普通股	—	—	100%	100%	Investment holding 投資控股
Fortune Together Limited 福聯有限公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之普通股	—	—	100%	100%	Investment holding 投資控股
Golden Relay Company Limited 崇贊有限公司	Hong Kong 香港	Paid-up capital of HK\$100,000 已繳股本港幣100,000元	—	—	100%	100%	Property investment 物業投資
Goldwell Property Management Limited 金衛物業管理有限公司	Hong Kong 香港	Paid-up capital of HK\$100,000 已繳股本港幣100,000元	—	—	100%	100%	Provision of building management service 提供樓宇管理服務
Good Honest Properties Limited 裕誠置業有限公司	Hong Kong 香港	Paid-up capital of HK\$10,000 已繳股本港幣10,000元	—	—	100%	100%	Property investment 物業投資

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35. INTERESTS IN SUBSIDIARIES (Continued) 35. 於附屬公司之權益(續)

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Grape Trade Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之 普通股	—	—	100%	100%	Investment holding 投資控股
Harvest Fortune Limited 沛益有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Keep New Investment Limited 保新投資有限公司	Hong Kong 香港	Paid-up capital of HK\$1,000 已繳股本港幣1,000元	—	—	100%	100%	Property development 物業發展
Lead Properties Limited 領先置業有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Maxrise Construction Engineering Limited 振昇建築工程有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	—**	100%	Provision for construction, repairs and maintenance services 提供建築、維修及 保養服務
One Storage Management Company Limited 至尊迷你倉管理有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Mini-storage 迷你倉
Onwell Properties Limited 安卓置業有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Power Huge Development Limited 威豪發展有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Sharp Investment Properties Limited 霎東投資地產有限公司	Hong Kong 香港	Paid-up capital of HK\$10,000 已繳股本港幣10,000元	—	—	100%	100%	Property development 物業發展

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35. INTERESTS IN SUBSIDIARIES (Continued) 35. 於附屬公司之權益(續)

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Sky Luck (China) Limited 天福(中國)有限公司	Hong Kong 香港	Paid-up capital of HK\$10,000 已繳股本港幣10,000元	—	—	100%	100%	Property investment 物業投資
Soundwill (BVI) Limited	British Virgin Islands 英屬維爾京群島	100,001,000 ordinary shares of HK\$1 each 100,001,000股每股面值 港幣1元之普通股	100%	100%	—	—	Investment holding 投資控股
Soundwill Real Estate (China) Limited 金朝陽地產(中國)有限 公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 each 1股每股面值美金1元之 普通股	—	—	100%	100%	Investment holding 投資控股
Soundwill Capital Limited	Cayman Islands 開曼群島	1 ordinary share of US\$1 each 1股每股面值美金1元之 普通股	—	—	—**	100%	General partner of Eagle Fund I L.P. Eagle Fund I L.P.之 普通合夥人
Soundwill-ALPS Asset Management Limited	Cayman Islands 開曼群島	100 ordinary shares of US\$1 each 100股每股面值美金1元之 普通股	—	—	—**	51%	Investment manager of Eagle Fund I L.P. Eagle Fund I L.P.之投 資經理
Tang Lung Investment Properties Limited 登龍投資地產有限公司	Hong Kong 香港	Paid-up capital of HK\$1,000 已繳股本港幣1,000元	—	—	100%	100%	Property investment 物業投資
TCP Investment Properties Limited	Hong Kong 香港	Paid-up capital of HK\$1,000 已繳股本港幣1,000元	—	—	100%	100%	Property development 物業發展
Upper Wealthy Limited 康尚有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
Wise Ease Limited 宜惠有限公司	Hong Kong 香港	Paid-up capital of HK\$10,000 已繳股本港幣10,000元	—	—	100%	100%	Property investment 物業投資
World Firm Limited 寰企有限公司	Hong Kong 香港	Paid-up capital of HK\$200 已繳股本港幣200元	—	—	100%	100%	Property investment 物業投資

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35. INTERESTS IN SUBSIDIARIES (Continued) 35. 於附屬公司之權益(續)

Name 公司名稱	Place of incorporation/ operation 註冊成立/營運地區	Particulars of nominal value of issued share capital/registered capital 已發行股本面值/ 註冊資本詳情	Percentage of interest held by the Company 本公司所持權益百分比				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	
Year Glory Limited 元威有限公司	Hong Kong 香港	Paid-up capital of HK\$1 已繳股本港幣1元	—	—	100%	100%	Property investment 物業投資
珠海市山水花城物業管理 有限公司*	PRC 中國	Registered capital of RMB25,000,000 註冊資本 人民幣25,000,000元	—	—	51%	51%	Property development 物業發展
肇慶金城房地產發展 有限公司*	PRC 中國	Registered capital of RMB30,000,000 註冊資本 人民幣30,000,000元	—	—	100%	100%	Property development 物業發展
珠海市騰基房產 有限公司*	PRC 中國	Registered capital of RMB23,000,000 註冊資本 人民幣23,000,000元	—	—	100%	100%	Property development 物業發展

Notes:

* These subsidiaries were established in the PRC as limited liability companies.

** These subsidiaries were disposed/deregistered during the year ended 31 December 2019.

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the particulars of the principal subsidiaries which materially affect the results or assets of the Group.

None of the subsidiaries had issued any debt securities at the end of the year.

附註:

* 該等附屬公司於中國成立為有限責任公司。

** 該等附屬公司已於截至二零一九年十二月三十一日止年度內出售/撤銷註冊。

董事認為載有所有附屬公司詳情之完整列表將會過於冗長，故上表僅載有該等對本集團業績或資產有重大影響力之主要附屬公司詳情。

附屬公司於年末概無發行任何債務證券。

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36. NON-CONTROLLING INTERESTS

36. 非控股權益

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
As at 1 January	於一月一日	15,055	35,861
Distribution	分派	—	(12,345)
Profit for the year	年內溢利	(107)	(6,738)
Net exchange difference	匯兌差額淨額	(287)	(1,723)
As at 31 December	於十二月三十一日	14,661	15,055

The non-controlling interests of subsidiaries that are not 100% owned by the Group are considered to be immaterial and therefore no further details are disclosed.

非由本集團擁有100%權益之附屬公司之非控股權益被視為不重大，因此並無披露進一步詳情。

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37. RELATED PARTY TRANSACTIONS

The following transactions with related parties were, in the opinion of the Directors, carried out in the ordinary course of business during the year:

37. 關聯人士交易

董事認為，下列於年內與關聯人士進行之交易乃於日常業務過程中進行：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Short-lease/operating lease charges and management fee in respect of office premises situated in Guangzhou, the PRC (note (a))	位於中國廣州之辦公室物業之短期租賃／經營租賃支出及管理費(附註(a))	532	738
Short-lease/rental expense for leasing carparking spaces situated in Guangzhou, the PRC (note (b))	租賃位於中國廣州之停車位之短期租賃／租金開支(附註(b))	29	32
Rental income in respect of an office premise (note (c))	有關一個辦公室物業之租金收入(附註(c))	600	596
Management fee in respect of properties for sale (note (d))	待售物業之管理費(附註(d))	734	667
Interest expense on unsecured revolving credit facility (note (e))	無抵押循環貸款融資之利息開支(附註(e))	—	—

Notes:

- (a) A subsidiary of the Company entered into a tenancy agreement with a related company, in which the Chairman and an executive director of the Company have interests, for leasing a number of premises situated in Guangzhou, the PRC for office purpose.

Total operating lease commitment in respect of the tenancy agreement was HK\$158,000 as at 31 December 2018.

- (b) For the years ended 31 December 2019 and 2018, a subsidiary of the Company entered into tenancy agreements with a related company, in which a close family member of the Chairman and an executive director of the Company have interests, for leasing three (2018: three) carparking spaces situated in Guangzhou, the PRC.

Total operating lease commitment in respect of the tenancy agreement was HK\$16,000 as at 31 December 2018.

附註：

- (a) 本公司一家附屬公司與一家由本公司主席及一名執行董事擁有權益之關連公司簽訂租賃協議，租賃多項位於中國廣州之物業作辦公室用途。

於二零一八年十二月三十一日，租賃協議之經營租賃承擔總額為港幣158,000元。

- (b) 截至二零一九年及二零一八年十二月三十一日止年度，本公司一家附屬公司與一家關連公司(本公司主席之近親及一名執行董事擁有權益)訂立租賃協議，以租賃位於中國廣州之三(二零一八年：三個)停車位。

於二零一八年十二月三十一日，租賃協議之經營租賃承擔總額為港幣16,000元。

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37. RELATED PARTY TRANSACTIONS (Continued)

Notes: (Continued)

- (c) For the years ended 31 December 2019 and 2018, a subsidiary of the Company entered into a tenancy agreement with a company, in which the Chairman and her daughters have wholly-owned interest, for leasing an office premise in Soundwill Plaza for the period of three years commencing from 1 September 2015 and expiring on 31 August 2018 at a monthly rental of HK\$49,538. On 1 September 2018, the subsidiary and related company agreed to extend the period of three years commencing on 1 September 2018 and expiring on 31 August 2021 at monthly rental of HK\$50,000. Subsequently, the agreement was early terminated on 29 February 2020.

As at 31 December 2019, the total minimum lease payment receivables from the related company in respect of the tenancy agreement is approximately HK\$100,000 (2018: HK\$1,600,000).

- (d) For the years ended 31 December 2019 and 2018, subsidiaries of the Company entered into property management agreements with a related company, in which the Chairman and an executive director of the Company have interests, for managing properties for sale situated in the PRC.
- (e) On 1 May 2017, a related company in which the Chairman and an executive Director of the Company have interests, has agreed to provide an unsecured revolving credit facility for amount of HK\$150,000,000 to a wholly owned subsidiary of the Group with maturity date on 30 April 2018. On 1 May 2018, the subsidiary and related company have agreed to extend the maturity date to 30 April 2019 and revised the interest rate to prime lending rate for loans in Hong Kong dollars from time to time less 2.0% per annum. The facility was not renewed upon maturity date. There was no interest expenses arising from this facility during both years as the unsecured revolving credit facilities were not utilised.

Key management personnel compensation:

37. 關聯人士交易(續)

附註：(續)

- (c) 於截至二零一九年及二零一八年十二月三十一日止年度，本公司一家附屬公司與一家公司(本公司主席及其女兒全資擁有權益)訂立租賃協議，由二零一五年九月一日至二零一八年八月三十一日以月租港幣49,538元租賃金朝陽中心一個辦公室物業，為期三年。於二零一八年九月一日，該附屬公司及關連公司同意將年期由二零一八年九月一日起延長三年，至二零二一年八月三十一日屆滿，月租為港幣50,000元。隨後，該協議於二零二零年二月二十九日提早終止。

於二零一九年十二月三十一日，關連公司就租賃協議之應收最低租賃付款總額約為港幣100,000元(二零一八年：港幣1,600,000元)。

- (d) 於截至二零一九年及二零一八年十二月三十一日止年度，本公司附屬公司與一家由本公司主席及一名執行董事擁有權益之關連公司訂立物業管理協議，內容有關管理位於中國之待售物業。
- (e) 於二零一七年五月一日，一家由本公司主席及一名執行董事擁有權益之關連公司已同意向本集團一家全資附屬公司提供無抵押循環貸款融資為數港幣150,000,000元，到期日為二零一八年四月三十日。於二零一八年五月一日，該附屬公司及關連公司已同意將到期日延長至二零一九年四月三十日，並將年利率修訂為不時之港幣貸款最優惠借貸利率減2.0厘。該筆融資於到期日後並無重續。該筆融資於兩個年度並無產生利息開支，此乃由於該筆無抵押循環貸款融資未獲動用。

主要管理人員薪酬：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Basic salaries and other benefits	基本薪金及其他福利	34,792	44,510
Pension costs — defined contribution plans	退休金成本 — 定額供款計劃	72	66
		34,864	44,576

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38. ASSETS CLASSIFIED AS HELD FOR SALE

The assets and liabilities related to Lucky Way Holdings Investment Limited (“Lucky Way”), a wholly-owned subsidiary of the Group, have been presented as held for sale following the signing of a sale and purchase agreement with an independent third party to dispose of Lucky Way on 19 July 2018 with a cash consideration of HK\$467,635,000. Lucky Way is an investment holding company and holds the entire issued share capital of a subsidiary which in turn holds a property comprises a work site and a tenement building located in Hong Kong (collectively the “Lucky Way Group”). As at 31 December 2019, the Group received deposits of HK\$57,353,000 (2018: HK\$55,353,000) from the purchasers and included in “trade and other payable” line item.

The disposal of Lucky Way Group was completed in February 2020.

In accordance with HKFRS 5, the assets relating to the Lucky Way Group have been classified as held for sale in the consolidated statement of financial position. The disposal does not constitute a discontinued operation as it does not represent a major line of business or geographical area of operation.

38. 分類為待售之資產

於二零一八年七月十九日與獨立第三方簽署買賣協議以現金代價港幣467,635,000元出售本集團全資附屬公司福昇集團投資有限公司(「福昇」)後，有關福昇之資產及負債已呈列為待售。福昇為投資控股公司，持有一間附屬公司之全部已發行股本，而該附屬公司則持有香港一項物業，該物業包括一個工地及一幢唐樓(統稱「福昇集團」)。於二零一九年十二月三十一日，本集團從買方收到按金港幣57,353,000元(二零一八年：港幣55,353,000元)，並計入「貿易及其他應付款項」項目中。

福昇集團已於二零二零年二月出售完成。

根據香港財務報告準則第5號，有關福昇集團之資產已於綜合財務狀況表分類為待售。此出售並非主要業務線或營運地區，因此並不構成已終止經營之業務。

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Investment properties	投資物業	420,000	420,000
Total assets classified as held for sale	分類為待售之總資產	420,000	420,000

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39. DISPOSAL OF SUBSIDIARIES

On 2 August 2018, the Group entered into an agreement to dispose of the entire equity interest in a wholly-owned subsidiary, namely Real Benefit Group Limited (“Real Benefit”), to an independent third party at an aggregate cash consideration of HK\$530,100,000. Real Benefit is an investment holding company which in turn held a building situated in Hong Kong (collectively the “Real Benefit Group”). The disposal of Real Benefit Group was completed on 14 September 2018. The net assets of subsidiaries at the date of disposal were as follows:

39. 出售附屬公司

於二零一八年八月二日，本集團訂立協議向一名獨立第三方出售全資附屬公司 Real Benefit Group Limited (「Real Benefit」) 之全部股權，總現金代價為港幣530,100,000元。Real Benefit為投資控股公司，持有位於香港之一幢樓宇(統稱「Real Benefit集團」)。Real Benefit集團之出售已於二零一八年九月十四日完成。附屬公司於出售日期之淨資產如下：

		HK\$'000 港幣千元
Net assets disposed of	出售之淨資產	
Properties held for sale	待售物業	288,450
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(290,368)
		(1,918)
Loan assignment	貸款轉讓	290,368
Direct expenses in relation to disposal of subsidiaries	有關出售附屬公司之直接開支	5,838
Gain on disposal of Real Benefit	出售Real Benefit之收益	235,812
		530,100
Total consideration	總代價	
— satisfied by cash	— 以現金支付	530,100
Net cash inflow arising from disposal of Real Benefit Group:	出售Real Benefit集團時產生之現金流入	
Group:	淨額：	
Consideration received	已收代價	530,100
Direct expenses	直接開支	(5,838)
		524,262

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40. ACQUISITION OF ASSETS

- (a) In January 2018, the Group acquired 100% equity interest in Gigantic Power Limited for a cash consideration of HK\$151,524,000 from an independent third party. The acquisition was made as part of the Group's strategy to invest in investment properties.

The fair values of the identifiable assets and liabilities acquired in the transaction are as follows:

40. 收購資產

- (a) 於二零一八年一月，本集團向一名獨立第三方收購Gigantic Power Limited之100%股權，現金代價為港幣151,524,000元。此項收購乃本集團投身投資物業之策略一部分。

在該交易中收購之可識別資產及負債之公平值如下：

		HK\$'000 港幣千元
Investment properties	投資物業	152,023
Trade and other receivables	貿易及其他應收款項	9
Tax recoverable	可收回稅項	141
Trade and other payables	貿易及其他應付款項	(649)
Net assets	淨資產	151,524
Total consideration satisfied by cash	以現金償付之總代價	151,524

- (b) In January 2018, the Group also acquired 100% equity interest in Luck Power (Hong Kong) Limited and Luck Power Development Limited for an aggregated cash consideration of HK\$62,599,000 from another independent third party. The acquisition was made as part of the Group's strategy to expand in mini-storage business.

The fair values of the identifiable assets and liabilities acquired in the transactions are as follows:

- (b) 於二零一八年一月，本集團亦向另一名獨立第三方收購Luck Power (Hong Kong) Limited 及 Luck Power Development Limited之100%股權，總現金代價為港幣62,599,000元。此項收購乃本集團擴展迷你倉業務之策略一部分。

在該交易中收購之可識別資產及負債之公平值如下：

		HK\$'000 港幣千元
Investment properties	投資物業	62,029
Trade and other receivables	貿易及其他應收款項	615
Tax recoverable	可收回稅項	25
Trade and other payables	貿易及其他應付款項	(46)
Deferred tax liabilities	遞延稅項負債	(24)
Net assets	淨資產	62,599
Total consideration satisfied by cash	以現金償付之總代價	62,599

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41. FINANCIAL INSTRUMENTS

41.1 Summary of financial assets and liabilities by category

The carrying amounts of the Group's financial assets and liabilities as recognised at the reporting dates are categorised as follows:

41. 財務工具

41.1 按類別劃分之財務資產及負債概要

本集團之財務資產及負債於報告日期確認之賬面值分類如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Financial assets	財務資產		
<i>Financial assets at amortised cost</i>	<i>按攤銷成本列賬之財務資產</i>		
— Trade receivables, net	— 貿易應收款項，淨額	21,449	22,035
— Other receivables and deposits, net	— 其他應收款項及訂金，淨額	16,076	17,660
— Loan receivables	— 應收貸款	31,809	37,809
— Restricted bank deposits	— 受限制銀行存款	43,879	74,568
— Short-term bank deposits	— 短期銀行存款	250,000	575,000
— Cash and cash equivalents	— 現金及現金等價物	307,211	186,238
Financial assets at FVTPL	按公平值計入損益之財務資產	99,255	92,443
		769,679	1,005,753
Financial liabilities	財務負債		
<i>At amortised cost</i>	<i>按攤銷成本</i>		
— Trade payables	— 貿易應付款項	(17,358)	(20,977)
— Accrued expenses and other payables	— 應計費用及其他應付款項	(615,628)	(362,678)
— Borrowings, secured	— 借貸，有抵押	(1,944,063)	(1,562,788)
		(2,577,049)	(1,946,443)

The carrying amounts of the Group's financial assets and liabilities carried at amortised cost are not materially different from their fair values as at reporting date.

於報告日期，本集團按攤銷成本列賬之財務資產及負債之賬面值與其公平值並無重大差異。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies

The Group is exposed to credit risk, liquidity risk and market risk (foreign currency risk, interest rate risk and other price risk) in the normal course of business. However, the Directors meet periodically to analyse and formulate measures to manage the Group's exposure to the market risk.

Generally, the Group introduces conservative strategies on its risk management. As the Group's exposure to the market risk is kept to a minimum level, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The most significant financial risks to which the Group is exposed to are described below.

(a) Market risk

(i) 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. The Group is exposed to cash flow interest rate risk on its variable-rate interest bearing borrowings, loan receivables, restricted bank deposits and cash and cash equivalents. The Group is also exposed to fair value interest rate risk on fixed-rate short-term bank deposits. The Group currently does not have an interest rate hedging policy. However, the Group closely monitors its loan portfolio and compares the interest rates under loan agreements with existing banks against new offers on borrowing rates from different banks in the loan re-financing and negotiation process.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's variable interest rate instruments.

41. 財務工具(續)

41.2 財務風險管理目標及政策

本集團於日常業務承受信貸風險、流動資金風險及市場風險(外幣風險、利率風險及其他價格風險)。然而，董事定期召開會議分析及制定措施以管理本集團所涉市場風險。

一般而言，本集團就其風險管理引入保守策略。由於本集團所涉市場風險維持於最低水平，故本集團並無採用任何衍生工具及其他工具作對沖之用。本集團並無持有或發行衍生財務工具作買賣用途。本集團所承受之最重大財務風險載列如下。

(a) 市場風險

(i) 利率風險

利率風險與財務工具之公平值或現金流量因市場利率變動而出現波動之風險有關。本集團因浮息計息借貸、應收貸款、受限制銀行存款以及現金及現金等價物而面對現金流量利率風險。本集團亦就定息短期銀行存款而面對公平值利率風險。本集團現時並無利率對沖政策。然而，本集團密切監察其貸款組合，並在貸款再融資及磋商過程中，與現有銀行所訂立貸款協議之融資利率與不同銀行提供之新造借貸利率作出比較。

本集團之現金流量利率風險主要集中於因本集團浮動利率工具產生之香港同業拆息波動。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(a) Market risk (Continued)

(i) Interest rate risk (Continued)

The policies to manage interest rate risk have been followed by the Group since prior year are considered to be effective.

Interest rate sensitivity analysis

The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the reporting date and had been applied to variable-rate financial instruments at that date. 25 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates. The analysis is performed on the same basis for the year ended 31 December 2018.

The management considered that the Group's exposure to future cash flow risk on variable-rate cash and cash equivalents, restricted bank deposits and bank deposits at escrow account as a result of the changes of market interest rate is insignificant and thus they are not included in the sensitivity analysis.

At at 31 December 2019, it is estimated that a general increase of 25 basis points in interest rates, with all other variable held constant, would decrease the Group's profit after tax and decrease the retained profits by approximately HK\$3,992,000 (2018: HK\$3,183,000). There is no impact on other components of consolidated equity in response to the general increase in interest rates. A decrease of 25 basis points in interest rate would have had the equal but opposite effect on the above financial instruments to the amounts shown above, on the basis that all other variables remain constant. The sensitivity results are mainly attributable to the Group's exposure to interest rates on its variable-rate loan receivables and borrowings.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(a) 市場風險(續)

(i) 利率風險(續)

本集團自去年起已依循管理利率風險之政策，且有關政策被視為有效。

利率敏感度分析

敏感度分析乃假設利率於報告日期產生變動而釐定，並應用於該日之浮動利率財務工具。25個基點之增減指管理層對利率之合理可能變動之評估。於截至二零一八年十二月三十一日止年度已以相同基準作出分析。

管理層認為，本集團未來因市場利率變動而就浮息現金及現金等價物、受限制銀行存款及於託管賬戶之銀行存款面對之現金流量風險並不重大，因此並未包括在敏感度分析內。

於二零一九年十二月三十一日，在所有其他可變數保持不變之情況下，估計利率整體增加25個基點，將減少本集團除稅後溢利及減少保留溢利約港幣3,992,000元(二零一八年：港幣3,183,000元)。利率整體增加對綜合權益之其他組成部分並無影響。假設所有其他可變數保持不變，利率減少25個基點將對上述財務工具造成相同金額但相反之影響。敏感度分析主要歸因於本集團就其浮息應收貸款及借貸而面對之利率風險。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(a) Market risk (Continued)

(ii) Foreign currency risk

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 mainly operates and invests in Hong Kong and the PRC. No foreign currency risk has been identified for the financial instruments as they were denominated in the same currency as the functional currencies of the group entities to which these transactions relate.

(iii) Other price risk

The Group is exposed to other price risk arising from changes in fair value of structure bank deposits which carried at FVTPL.

No sensitivity analysis an other price risk is presented for the financial assets at FVTPL as the Directors consider a reasonable possible change to the fair value of the financial assets at FVTPL will not have a significant effect to the Group's profit or loss.

(b) Credit risk and impairment assessment

As at 31 December 2019, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk which will cause a financial loss to the Group arising from the amount of financial guarantees provided by the Group is disclosed in note 33.

Trade receivables

Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. The Group assess the potential customer's credit quality customer at new customer acceptance. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade receivables individually.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(a) 市場風險(續)

(ii) 外幣風險

外幣風險指由於匯率變動導致財務工具之公平值或未來現金流量波動之風險。本集團主要於香港及中國營運及投資。由於財務工具之貨幣單位與有關交易之本集團實體之功能貨幣相同，故並無識別外幣風險。

(iii) 其他價格風險

本集團因按公平值計入損益列賬之結構性銀行存款之公平值變動而面對其他價格風險。

由於董事認為按公平值計入損益之財務資產之公平值之合理可能變動不會對本集團損益產生重大影響，因此並無就按公平值計入損益之財務資產呈列其他價格風險之敏感度分析。

(b) 信貸風險及減值評估

於二零一九年十二月三十一日，除了賬面值最能代表最高信貸風險敞口之該等財務資產外，因本集團提供之財務擔保金額導致本集團蒙受財務損失之本集團最高信貸風險敞口於附註33披露。

貿易應收款項

管理層設有信貸政策，並持續監察此等信貸風險敞口。本集團會在接納新客戶時評估潛在客戶之信貸質素。本集團亦訂有其他監察程序，以確保採取跟進行動收回逾期債務。此外，在應用香港財務報告準則第9號後，本集團根據預期信貸虧損模式對貿易應收款項個別進行減值評估。

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41. FINANCIAL INSTRUMENTS (Continued)**41.2 Financial risk management objectives and policies (Continued)****(b) Credit risk and impairment assessment (Continued)***Trade receivables (Continued)*

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Review of past due receivables are conducted by the Group bi-weekly. Normally, other than those property leasing rental receivables which are secured by rental deposits, the Group does not obtain collateral from other customers.

Loan receivables

In order to minimise the credit risk, the Directors have delegated a team responsible for determination of credit limits, interest rate offered to customers and collaterals received. Monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under 12-month ECL model on balances individually.

The Directors estimate the estimated loss rates of loan receivables based on historical observed default rates over the expected life of the debtors as well as the fair value of the collateral pledged by the customers to the loan receivables. Based on assessment by the Directors, the loss given default is low in view of the fair value of the collaterals and the Directors considers the 12-month ECL for loan receivables is insignificant.

41. 財務工具(續)**41.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)***貿易應收款項(續)*

所有要求超過若干信貸金額之客戶進行個別信貸評估。該等評估集中於客戶於到期時繳款之過往歷史紀錄及目前之繳款能力，並考慮客戶之特有資料，以及客戶經營之有關經濟環境。本集團會隔週審閱逾期應收款項。一般而言，除以租金按金抵押之該等物業租賃應收租金外，本集團不會向其他客戶收取抵押品。

應收貸款

為盡量減低信貸風險，董事已指派一支團隊，負責釐定信貸額度、提供予客戶之利率以及所收取之抵押品。另設有監察程序，以確保採取跟進行動收回逾期債務。此外，本集團根據12個月預期信貸虧損模式對結餘個別進行減值評估。

董事根據債務人於預計年期內之過往已觀察違約率以及客戶就應收貸款質押之抵押品之公平值，估計應收貸款之估計虧損率。根據董事進行之評估，基於抵押品之公平值，違約虧損率屬偏低，而董事認為應收貸款之12個月預期信貸虧損並不重大。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(b) Credit risk and impairment assessment (Continued)

Other receivables and deposits

Management of the Group makes periodic collective assessment as well as individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables and deposits.

Restricted bank deposits, short-term bank deposits and cash and cash equivalents

The credit risk on restricted bank deposits, short-term bank deposits and cash and cash equivalents of the Group is limited because the counterparties are banks and financial institutions with high credit ratings assigned by international credit-rating agencies and no history of default in the past. No loss allowance provision for restricted bank deposits, short-term bank deposits and cash and cash equivalents was recognised upon application of HKFRS 9. The Group has limited exposure to any single financial institution.

Other than structured bank deposits with a bank, the Group does not have any significant concentration of credit risk.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

其他應收款項及訂金

本集團管理層會根據歷史清償記錄、過往經驗以及合理且可作支持之可得前瞻資料，對其他應收款項及訂金之可收回程度進行定期集體評估及個別評估。本集團管理層相信，本集團其他應收款項及訂金之未清償餘額並無重大的固有信貸風險。

受限制銀行存款、短期銀行存款以及現金及現金等價物

本集團受限制銀行存款、短期銀行存款以及現金及現金等價物之信貸風險有限，原因是對手方均為獲國際信貸評級機構給予高信貸評級之銀行及金融機構，過去並無違約記錄。應用香港財務報告準則第9號後，概無就受限制銀行存款、短期銀行存款以及現金及現金等價物確認虧損撥備。本集團對任何單一金融機構之敞口有限。

除存放於一間銀行之結構性銀行存款外，本集團並無重大之信貸集中風險。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(b) Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收款項	Other financial assets/other items 其他財務資產／其他項目
Low risk 低風險	The counterparty has a low risk default and does not have any past-due amounts 對手方之違約風險偏低，並無任何逾期款項	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值	12-months ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle after due date 債務人經常在到期日後還款，但往往在到期日後清償	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值	12-months ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increase in credit risk since initial recognition through information developed internally or external resources 透過內部產生或外部來源之資料，信貸風險自初步確認以來已顯著增加	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值	Lifetime ECL — not credit-impaired 使用期預期信貸虧損 — 無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產出現信貸減值	Lifetime ECL — credit-impaired 使用期預期信貸虧損 — 有信貸減值	Lifetime ECL — credit-impaired 使用期預期信貸虧損 — 有信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難，且本集團並無實際可收回之期望	Amount is written off 撇銷款項	Amount is written off 撇銷款項

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

本集團之內部信貸風險級別評估由以下類別組成：

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(b) Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

下表詳列本集團須接受預期信貸虧損評估之財務資產之信貸風險敞口：

	Note 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或使用期預期 信貸虧損	Gross carrying amount 賬面總值	
					2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Financial assets at amortised costs						
按攤銷成本列賬之 財務資產						
Trade receivables 貿易應收款項	21	N/A 不適用	Note 3 附註3	Lifetime ECL 使用期預期信貸虧損	21,449	22,035
		N/A 不適用	Loss 虧損	Credit-impaired 信貸減值	5,834	244
Loan receivables 應收貸款	21	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	31,809	37,809
Restricted bank deposits 受限制銀行存款	23	A3–A1 B1–Baa1	N/A 不適用 N/A 不適用	12-month ECL 12個月預期信貸虧損 12-month ECL 12個月預期信貸虧損	33,833 10,046	69,755 4,813
					43,879	74,568
Short-term bank deposits 短期銀行存款	23	Aa3–Aa1 A3–A1	N/A 不適用 N/A 不適用	12-month ECL 12個月預期信貸虧損 12-month ECL 12個月預期信貸虧損	150,000 100,000	325,000 250,000
					250,000	575,000
Cash and cash equivalents 現金及現金等價物	23	Aa3–Aa1 A3–A1 B1–Baa1	N/A 不適用 N/A 不適用 N/A 不適用	12-month ECL 12個月預期信貸虧損 12-month ECL 12個月預期信貸虧損 12-month ECL 12個月預期信貸虧損	134,893 149,851 22,467	47,200 131,416 7,622
					307,211	186,238
Other receivables and deposits 其他應收款項及訂金		N/A 不適用	Note 1 附註1	12-month ECL 12個月預期信貸虧損	16,076	17,660
Other items						
其他項目						
Financial guarantee contracts (Note 2) 財務擔保合約 (附註2)	33	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	275,589	337,389

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(b) Credit risk and impairment assessment (Continued)

Notes:

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

附註：

- 為進行內部信貸風險管理，本集團運用逾期資料評估信貸風險自初步確認以來有否顯著增加。

	Not past due/ no fixed repayment terms	Total
Past due	無逾期／無固 逾期	總計
HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元

Other receivables and deposits	其他應收款項及訂金			
As at 31 December 2019	於二零一九年十二月三十一日	—	16,076	16,076
As at 31 December 2018	於二零一八年十二月三十一日	—	17,660	17,660

- For financial guarantee contracts, the gross carrying amount represents the maximum amount the Group has guaranteed under the respective contracts. The fair values of the purchasers' properties are higher than the Group's guaranteed amount to the banks, and thus the Directors considered the loss given default in the financial guarantee contracts is low and the 12-month ECL on financial guarantee contracts is insignificant.
- For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group assessed the ECL on trade receivables individually on each debtor.

- 就財務擔保合約而言，賬面總值指本集團根據有關合約擔保之最高金額。買方物業之公平值高於本集團向銀行作出之擔保額，因此董事認為財務擔保合約之違約虧損率偏低，而財務擔保合約之12個月預期信貸虧損並不重大。
- 就貿易應收款項而言，本集團應用香港財務報告準則第9號中之簡化方法，按使用期預期信貸虧損計量虧損撥備。本集團已就各債務人對貿易應收款項之預期信貸虧損進行個別評估。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(b) Credit risk and impairment assessment (Continued)

The estimated loss rate of each debtor is estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

In the opinion of the Directors, the lifetime ECL on trade receivables are considered insignificant.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(b) 信貸風險及減值評估(續)

各債務人之估計虧損率乃根據債務人於預計年內之過往已觀察違約率作出估計，並就無需付出不必要成本或努力而可取得的前瞻性資料作出調整。

董事認為，貿易應收款項之使用期預期信貸虧損被視為並不重大。

下表列示根據簡化方式就貿易應收款項確認之使用期預期信貸虧損變動。

Lifetime ECL (credit-impaired)

使用期預期信貸虧損 (有信貸減值)

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
As at the beginning of the reporting period	於報告期初	244	765
Changes due to financial instruments recognised as at 1 January:	因於一月一日確認之財務工具而變動：		
— Impairment loss recognised	— 已確認之減值虧損	5,757*	—
— Write-offs	— 撇銷	(167)	(521)
As at the end of the reporting period	於報告期末	5,834	244

* Full impairment on the gross carrying amount was recognised for respective credit-impaired trade receivables.

* 賬面總值之全數減值已確認為各自之信貸減值貿易應收款項。

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41. FINANCIAL INSTRUMENTS (Continued)**41.2 Financial risk management objectives and policies (Continued)****(b) Credit risk and impairment assessment (Continued)**

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. The Group has taken legal action against the debtors to recover the amount due and none of the trade receivables that have been written off is subject to enforcement activities.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables, accrued expenses and other payables and borrowings, and also in respect of its cash flow management. The Group's objective is to ensure adequate funds to meet commitments associated with its financial liabilities. Cash flows are closely monitored on an ongoing basis. The Group will raise funds from the realisation of its assets if required. The Directors are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

41. 財務工具(續)**41.2 財務風險管理目標及政策(續)****(b) 信貸風險及減值評估(續)**

如有資料顯示債務人陷入嚴重財務困難且無實際可收回之期望(例如債務人已進行清盤或進入破產程序),或貿易應收款項已逾期超過兩年(以較早發生者為準),本集團則撇銷貿易應收款項。本集團已針對債務人採取法律行動,以追回到期款項,而已撇銷之貿易應收款項概無受制於執法活動。

(c) 流動資金風險

流動資金風險指本集團將無法履行與財務負債相關之責任之風險。本集團就結算貿易應付款項、應計費用及其他應付款項及借貸以及就其現金流量管理承受流動資金風險。本集團之目標為確保有足夠資金履行與其財務負債有關之承擔。現金流量持續受密切監察。如有需要,將變現其資產以籌集資金。董事信納本集團於可見將來將能夠全數償還到期財務責任。

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(c) Liquidity risk (Continued)

The following tables detail the remaining contractual maturities at the reporting date of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay. Specifically, for term loans which contain a repayment on demand clause which can be exercised at the banks' sole discretion, the analysis shows the cash outflow based on the earliest time band in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(c) 流動資金風險(續)

下表詳列本集團之財務負債於報告日期之剩餘合約到期詳情，乃根據合約未折現現金流量(包括利用合約利率或(如為浮動利率)其於報告日期之利率計算之利息付款)及本集團可能須支付之最早日期計算。尤其是，就包含可按銀行全權酌情行使之按要求償還條款之有期貨款而言，該分析顯示倘貸款人援引其無條件權利立即催繳貸款，則實體可能須支付之最早時間範圍之現金流出。

		31 December 2019 Maturity analysis – Undiscounted cash flows 二零一九年十二月三十一日 到期情況分析 – 未折現現金流量				
	Weighted average interest rate % 加權平均利率 %	Carrying amount 賬面值 HK\$'000 港幣千元	Total contractual undiscounted cash flow 合約未折現金流量 總額 HK\$'000 港幣千元	Within 1 year or on demand 一年內或於要求時 HK\$'000 港幣千元	More than 1 year but less than 5 years 一年以上但五年以內 HK\$'000 港幣千元	
Trade payables	貿易應付款項	N/A不適用	17,358	17,358	17,358	–
Accrued expenses and other payables	應計費用及其他應付款項	N/A不適用	459,178	459,178	459,178	–
Rental deposits received	已收租金按金	N/A不適用	156,450	156,450	39,548	116,902
Bank loans	銀行貸款	2.60	1,944,063	2,080,750	260,182	1,820,568
Financial guarantee contracts	財務擔保合約	N/A不適用	–	275,589	275,589	–
Lease liabilities	租賃負債	3.93	11,271	11,832	5,025	6,807
			2,588,320	3,001,157	1,056,880	1,944,277

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(c) Liquidity risk (Continued)

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(c) 流動資金風險(續)

31 December 2018

Maturity analysis – Undiscounted cash flows

二零一八年十二月三十一日

到期情況分析 – 未折現現金流量

		Weighted average interest rate %	Carrying amount	Total contractual undiscounted cash flow 合約未折現 現金流量 總額	Within 1 year or on demand	More than 1 year but less than 5 years
		加權 平均利率 %	賬面值 HK\$'000 港幣千元	賬面值 總額 HK\$'000 港幣千元	一年內或 於要求時 HK\$'000 港幣千元	一年以上 但五年以內 HK\$'000 港幣千元
Trade payables	貿易應付款項	N/A不適用	20,977	20,977	20,977	—
Accrued expenses and other payables	應計費用及其他應付款項	N/A不適用	362,678	362,678	362,678	—
Rental deposits received	已收租金按金	N/A不適用	173,362	173,362	97,029	76,333
Bank loans	銀行貸款	2.21	1,562,788	1,605,586	1,087,667	517,919
Financial guarantee contracts	財務擔保合約	N/A不適用	—	337,389	337,389	—
			2,119,805	2,499,992	1,905,740	594,252

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41. FINANCIAL INSTRUMENTS (Continued)

41.2 Financial risk management objectives and policies (Continued)

(c) Liquidity risk (Continued)

The table set out below summarises the maturity analysis of the bank loans with a repayment on demand clause amounting to HK\$149,900,000 (2018: HK\$696,700,000) based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “within 1 year or on demand” time band in the maturity analysis shown above. Taking into account the Group’s financial position, the Directors do not consider that it is probable that the banks will exercise its discretion to demand immediate repayment. The Directors believe that such terms will be repaid in accordance with the scheduled repayment dates set out in their loan agreements.

41. 財務工具(續)

41.2 財務風險管理目標及政策(續)

(c) 流動資金風險(續)

下表概述包含按要求償還條款之銀行貸款港幣149,900,000元(二零一八年:港幣696,700,000元)按貸款協議所載協定預定還款作出之到期情況分析。該等金額包括按合約利率計算之利息付款。因此,該等金額高於上文所示到期情況分析中「一年內或於要求時」時間範圍內披露之金額。鑒於本集團之財務狀況,董事認為銀行不大可能行使其酌情權要求即時還款。董事相信,該等有期貨款將按貸款協議所載之預定還款日期償還。

Maturity analysis – Bank loans subject to a repayment on demand clause based on scheduled repayment dates
根據預定還款日期作出之到期情況分析 – 附有按要求還款條款之銀行貸款

	Total contractual amount	Within 1 year or on demand	More than 1 year, but not exceeding 2 years	More than 2 years, but not exceeding 5 years
			1 year, but not exceeding 2 years	2 years, but not exceeding 5 years
Carrying amount	undiscounted cash flow	on demand	exceeding 2 years	exceeding 5 years
賬面值	現金流量總額	於要求時	但不超過兩年	但不超過五年
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元

As at 31 December 2019	於二零一九年十二月三十一日	149,900	153,305	153,305	—	—
As at 31 December 2018	於二零一八年十二月三十一日	696,700	714,442	561,493	152,949	—

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42. RECONCILIATION OF LIABILITIES RELATING TO FINANCING ACTIVITIES

The table below details changes in the Group's liabilities relating to financing activities, including both cash and non-cash changes which represents net debt as presented in Note 43. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

42. 與融資活動有關之負債對賬

下表詳列本集團與融資活動有關之負債變動，包括現金及非現金變動，即附註43呈列之淨債務。融資活動產生之負債乃過去或日後於本集團綜合現金流量表內分類為融資活動帶來之現金流量之現金流量。

		Amount due to shareholders	Amount due to non- controlling shareholders of subsidiaries	Lease liabilities	Borrowings	Total
		應付股東款項	應付附屬公司 非控股股東款項	租賃負債	借貸	總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
As at 1 January 2018	於二零一八年一月一日	—	—	—	1,528,120	1,528,120
Cash flow, net	現金流量淨額	(56,662)	(12,345)	—	(3,147)	(72,154)
Other non-cash changes:	其他非現金變動：					
Finance costs recognised	已確認融資成本	—	—	—	37,815	37,815
Dividends declared	已宣派股息	56,662	—	—	—	56,662
Distribution to non-controlling shareholders of subsidiaries	分派予附屬公司非控股股東	—	12,345	—	—	12,345
As at 31 December 2018	於二零一八年十二月三十一日	—	—	—	1,562,788	1,562,788
Adjustment upon the application of HKFRS 16	應用香港財務報告準則第16號後之調整	—	—	5,983	—	5,983
As at 1 January 2019	於二零一九年一月一日	—	—	5,983	1,562,788	1,568,771
Cash flow, net	現金流量淨額	(56,662)	—	(2,718)	324,074	264,694
Other non-cash changes:	其他非現金變動：					
New leases entered	新增租賃	—	—	7,697	—	7,697
Finance costs recognised	已確認融資成本	—	—	309	57,201	57,510
Dividends declared	已宣派股息	56,662	—	—	—	56,662
As at 31 December 2019	於二零一九年十二月三十一日	—	—	11,271	1,944,063	1,955,334

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43. CAPITAL RISK MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for its shareholders and benefits for other stakeholders.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the current year.

The Group monitors capital on the basis of debt to equity ratio, which is net debt divided by total capital. Net debt is calculated as the sum of the Group's borrowings less cash and cash equivalents and other bank deposits as shown in the consolidated statement of financial position. Total capital is calculated as total equity, as shown in the consolidated statement of financial position. The Group aims to maintain the debt to equity ratio at a manageable level.

43. 資本風險管理

本集團資本管理之主要目標為確保本集團持續經營之能力，以繼續為其股東提供回報及為其他持份者提供利益。

本集團鑑於經濟情況變動而管理其資本架構，並對其作出調整。為維持或調整資本架構，本集團可調整向股東派發之股息、向股東發還資本或發行新股。於本年度內並無對目標、政策或程序作出變動。

本集團利用負債對權益比率基準(即淨債務除以總資本)監察資本。淨債務以綜合財務狀況表內本集團借貸之總和減現金及現金等價物及其他銀行存款計算。總資本以綜合財務狀況表所示之權益總額計算。本集團旨在維持負債對權益比率於可管理之水平。

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Borrowings	借貸	1,944,063	1,562,788
Lease liabilities	租賃負債	11,271	—
— Financial assets at FVTPL	— 按公平值計入損益之財務資產	(99,255)	(92,443)
— Restricted bank deposits	— 受限制銀行存款	(43,879)	(74,568)
— Short-term bank deposits	— 短期銀行存款	(250,000)	(575,000)
— Cash and cash equivalents	— 現金及現金等價物	(307,211)	(186,238)
Net debt	淨債務	1,254,989	634,539
Total equity	權益總額	20,605,536	20,456,219
Net debt to equity ratio	淨負債對權益比率	0.061:1	0.031:1

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44. EVENT AFTER THE END OF THE REPORTING PERIOD

The outbreak of novel coronavirus (COVID-19) has led to many travel bans and lockdowns imposed by various countries and regions around the world. Increased global travel restrictions amid virus infections locally and overseas also already substantially hindered the manufacturing capability of China, which may in turn disrupt global supply chains and international trade, and hence a severe threat to global economy. The Group anticipates both the wider local economy and the property leasing market will remain weak and are unlikely to fully recover in the short term. Given the unpredictable nature of these constantly changing circumstances, the related impact on the consolidated results of operations, cash flows and financial condition of the Group could not be reasonably and tangibly evaluated at this stage and will be reflected in the Group's 2020 interim and annual financial statements.

44. 報告期末後事項

新型冠狀病毒(COVID-19)已導致全球多個國家和地區實行大量的旅行禁令及封鎖。於本地及海外增加的全球旅遊限制已影響中國的製造能力，更可能導致全球供應鏈及貿易出現中斷，對全球經濟構成嚴重威脅。因此，集團預期本港經濟及租務地產市場市況將持續疲弱，短期難望完全回復。鑑於這些情況不斷變化的性質，目前無法合理地估計對集團的綜合經營業績、現金流量和財務狀況的相關影響，並將反映在集團的二零二零年中期和年度財務報表中。



金朝陽集團有限公司*
SOUNDWILL HOLDINGS LIMITED

於百慕達註冊成立之有限公司 Incorporated in Bermuda with limited liability
股份代號 Stock Code : 0878

