

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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## 公司資料

(於二零二零年三月三十一日)

### 董事

#### 執行董事：

傅金珠(主席)

陳慧苓

謝偉衡(自二零一九年九月一日起獲委任)

#### 獨立非執行董事：

陳啟能

浦炳榮

吳志強

### 公司秘書

謝偉衡(自二零一九年一月二十五日起獲委任)

鄧素謙(自二零一九年一月二十五日起辭任)

### 外部核數師

德勤•關黃陳方會計師行

執業會計師

### 內部核數師

國富浩華(香港)風險管理有限公司

### 法律顧問

盧王徐律師事務所

Conyers Dill & Pearman

### 總辦事處兼香港主要營業地點

香港銅鑼灣

羅素街38號

金朝陽中心21樓

### 註冊辦事處

Clarendon House

2 Church Street

Hamilton HM 11, Bermuda

### 主要銀行

香港上海滙豐銀行有限公司

中國銀行(香港)有限公司

恒生銀行有限公司

星展銀行(香港)有限公司

中國工商銀行(亞洲)有限公司

### 股份過戶登記總處

MUFG Fund Services (Bermuda) Limited

4th Floor North Cedar House

41 Cedar Avenue

Hamilton HM 12 Bermuda

### 香港股份過戶登記分處

卓佳標準有限公司

香港皇后大道東183號

合和中心54樓

### 股份資料

#### 上市地點

香港聯合交易所有限公司主板

#### 股份代號

878

#### 每手股數

500股

#### 網址

[www.soundwill.com.hk](http://www.soundwill.com.hk)

### 投資者關係

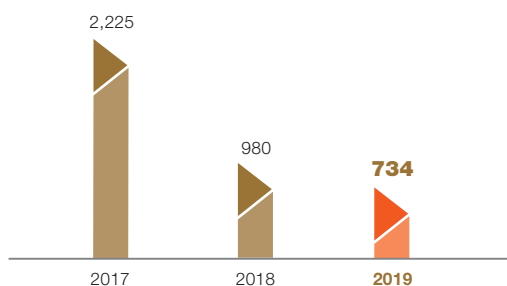
電郵：[sw.ir@soundwill.com.hk](mailto:sw.ir@soundwill.com.hk)



## 財務摘要

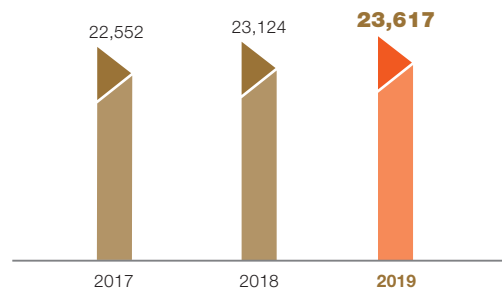
### 本集團收益

港幣百萬元



### 本集團總資產

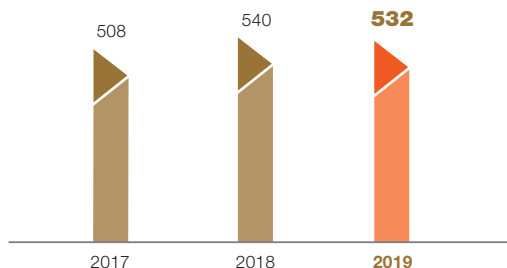
港幣百萬元



### 本集團按分類劃分之收益

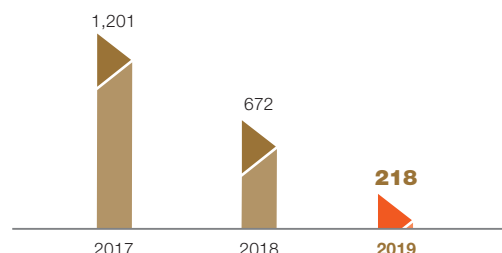
港幣百萬元

物業租賃



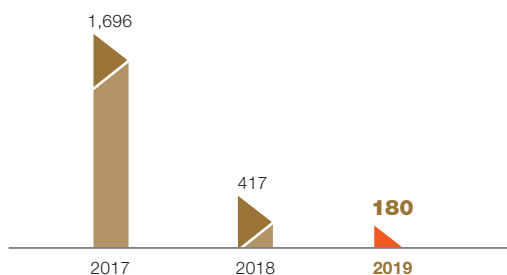
### 本公司擁有人應佔溢利

港幣百萬元

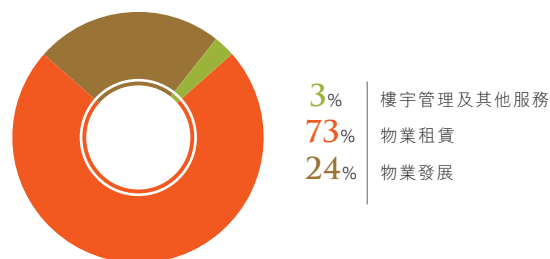


港幣百萬元

物業發展

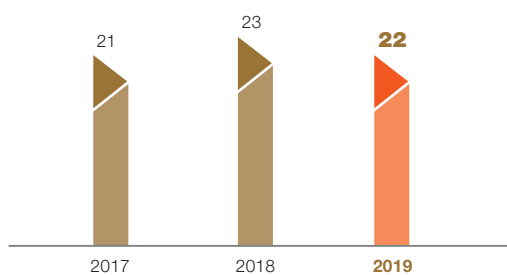


### 本集團於二零一九年度之收益組合



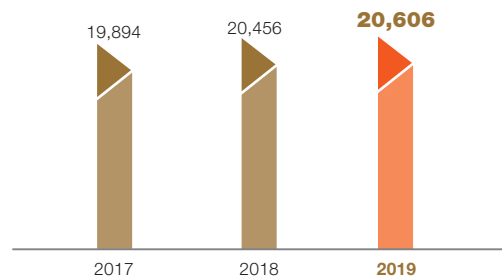
港幣百萬元

樓宇管理及其他服務



### 本集團資產淨值

港幣百萬元



## 主席報告



各位股東：

集團多年來一直堅守「用心經營，以客為先」的理念，建立信譽昭著的品牌及專業團隊，為客戶提供優質產品及服務，使集團業務保持穩定。

回顧年內，環球經濟複雜多變，本港受經濟急速轉變、政局情勢波動及資產價格持續調整的三重衝擊下，企業營商環境顯著惡化，因此，集團期內整體業務表現亦受拖累。然而，集團有信心能應對當前艱難及挑戰，令投資效益保持穩定。

## 拓展機遇

過去一年，內外緊張局勢持續加劇，對本地經濟的負面影響逐步浮現，其中旅遊及零售市場尤其受衝擊，集團整體業務難免承受壓力。集團的物業投資及其租賃的表現已相應受到影響，租金收益均有適度下調，當中包括金朝陽中心、金朝陽中心二期 — Midtown等主要物業。但有賴於集團的堅實基礎，期內的投資物業組合及市區舊樓重建發展項目按計劃進行中，整體業務期內仍然影響不大。集團將繼續密切留意市場發展，尋找發展機遇。

集團會持續審視並鞏固現有業務，通過加強在市場推廣應用數碼科技，銳意創新，從而邁向多元化發展。集團將繼續優化資產組合，以望提升效益。

## 企業社會責任

多年來，集團熱心參與各項慈善活動，同時將可持續發展及推動環境保護融入企業文化之中，積極履行社會企業責任。去年，集團更因其對社會貢獻而獲得眾多機構頒發獎項予以肯定，當中榮獲的獎項包括：連續8年獲香港社會服務聯會頒發「商界展關懷」榮譽；以及「有心企業」、「企業公民」、「友商有良企業」及「建造業關愛機構」等嘉許，積極宣揚行善精神。展望未來，集團將繼續提高其可持續發展的成效，積極利用其資源回饋社會，建設香港成為更美好的家園。

## 展望

二零二零年將會是充滿挑戰的一年，鑑於新型冠狀病毒疫情有持續擴散跡象，加上本地和國際時局形勢多變，環球經濟放緩憂慮持續等因素，使香港情況複雜嚴峻，預計本港經濟及租務地產市場難以獨善其身。縱使市場不確定性增加，集團將以企業核心價值為本，放遠目光，密切監察市況，靈活部署對應市場變化，有信心能迎接各種挑戰，轉危為機。

最後，本人藉此機會向所有股東、董事會、業務夥伴致以由衷謝意。本集團過去一年建立的堅固基礎乃全體員工辛勤努力的成果，本人謹此感謝所有員工努力投入工作所作出的貢獻。來年，我們的管理層和員工將攜手面對挑戰，繼續尋求更多發展機會，為股東及社會創造價值。

## 傅金珠

主席

香港，二零二零年三月二十七日

## 董事個人資料

### 傅金珠

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76歲，為本集團之創辦人、本公司主席及執行董事及本集團若干附屬公司之董事。傅女士於房地產行業擁有豐富經驗。早在七零年代初期，彼經已涉足本港房地產行業，尤擅長併購舊樓再改建成商業或住宅樓宇。傅女士為本公司執行董事陳慧苓小姐之母親。現時，傅女士專注整體上掌舵本集團之管理、制訂本集團之整體企業發展方向，及向本集團提供策略性建議和規劃。

### 陳慧苓

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49歲，為本公司之執行董事及本集團若干附屬公司之董事，負責本集團之香港地產發展及物業租賃並主管香港物業部之運作。彼畢業於加拿大多倫多大學，持有商業學士學位及英國斯特拉斯克萊德大學工商管理碩士學位。於一九九八年九月加入本集團前，陳小姐曾於一間國際物業顧問公司工作及經營其物業投資業務。彼為本公司主席及執行董事傅女士之女兒。

### 謝偉衡

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54歲，分別於二零一九年九月一日及二零一九年一月二十五日獲委任為本公司之執行董事及公司秘書。彼為本公司法律部主管，負責管理本集團法律及公司秘書部門之運作。彼為本集團若干附屬公司之董事。謝先生畢業於香港大學，並持有法律學士學位。彼為香港之合資格律師。彼於法律界擁有超過二十年之工作經驗。

## 陳啟能

74歲，於二零零九年三月十一日獲委任為本公司之獨立非執行董事，持有香港大學管理學深造文憑及倫敦大學法律學士學位。陳先生為英國特許管理會計師公會會員及香港會計師公會會員，以及英國特許公認會計師公會之資深會員。彼亦為全球特許管理會計師。陳先生曾於多間主要跨國及本地企業任職高級行政人員超過四十年。

陳先生於二零零三年一月至二零零八年五月間曾任銀河娛樂集團有限公司(前稱嘉華建材有限公司(「嘉華建材」))(股份代號：0027)之執行董事，並於二零零三年四月至二零零八年五月期間擔任嘉華建材之董事總經理。彼自二零零八年五月起擔任嘉華建材之顧問，直至二零一四年六月退休。該公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。陳先生由二零一零年八月十七日至二零一九年九月二十六日期間曾出任昌興國際控股(香港)有限公司(股份代號：0803)之獨立非執行董事，及由二零一五年九月十六日至二零一八年一月十二日期間曾出任豐展控股有限公司(現稱達飛控股有限公司)(股份代號：1826)之獨立非執行董事。該等公司之股份均於聯交所主板上市。彼之前為卓亞資本有限公司(現稱中植資本國際有限公司)(股份代號：8295)及駿東(控股)有限公司(股份代號：8277)之獨立非執行董事，該等公司之股份均於聯交所

GEM上市。陳先生於二零一八年一月二十四日退任榮陽實業集團有限公司(股份代號：2078)之獨立非執行董事，及於二零二零年一月一日再委任為該公司之獨立非執行董事，該公司之股份於聯交所主板上市。

## 浦炳榮

72歲，於二零零九年十一月六日獲委任為本公司之獨立非執行董事，獲泰國曼谷亞洲理工學院頒授人居規劃碩士學位。浦先生於一九八二年獲選為香港十大傑出青年，一九八三年獲選為世界十大傑出青年。彼曾出任香港市政局議員。過去多年，彼先後獲委任為政府多個涉及城市規劃、市區重建、公共房屋、文化藝術及環境問題等政策委員會及法定組織之成員。浦先生現為香港房屋經理學會之名譽資深會員。彼現亦為多家聯交所主板上市公司，包括東方報業集團有限公司(股份代號：0018)、首創環境控股有限公司(股份代號：3989)、株洲中車時代電氣股份有限公司(前稱株洲南車時代電氣股份有限公司)(股份代號：3898)、茂業國際控股有限公司(股份代號：0848)，以及其股份於聯交所GEM上市之新利軟件(集團)股份有限公司(股份代號：8076)之獨立非執行董事。彼之前亦為同景新能源集

團控股有限公司(前稱 JC Group Holdings Limited)(股份代號：8326)之獨立非執行董事，該公司之股份於聯交所GEM上市。

## 吳志強

71歲，於二零一一年三月十八日獲委任為本公司之獨立非執行董事。吳先生持有工商管理碩士學位。吳先生為香港會計師公會及特許管理會計師公會會員及英格蘭及威爾斯特許會計師公會資深會員。彼於著名跨國公司擁有逾三十年財務管理工作經驗。吳先生曾任於香港聯合交易所有限公司主板上市之大快活集團有限公司(股份代號：0052)之執行董事為期十五年，直至二零零九年年底退任；退任後調任為非執行董事直至二零一七年年中，及其後獲調任為獨立非執行董事。



## 業務回顧及展望



## 概覽

二零一九年全球經濟增長持續放緩，受貿易保護主義抬頭、中美貿易談判、英國脫歐及多個城市不同的社會運動影響，導致市場瀰漫不明朗因素，令本港地產市場備受壓力，出現適度調整。儘管宏觀形勢不確定，本港經濟基調和核心競爭力仍然保持穩固。

受各種不利因素拖累，集團物業投資組合及整體租賃業務表現均有所影響，其中主要物業包括金朝陽中心、金朝陽中心二期 – Midtown等，租金收益均有適度下調。然而，集團將繼續秉持靈活創新的策略，積極優化租戶組合，跟租戶緊密聯繫，為客戶作出更多市場推廣活動及促進客戶消費體驗，鞏固市場定位。

另外，鑑於受本港核心地段土地資源供應短缺影響，集團將通過在優越地段增加分店推動迷你倉業務，同時加強工業項目投資並改善物業投資組合，適時穩健地擴大業務版圖。

為加強市場上的競爭力及增加盈利，集團會繼續進行舊樓收購，並加強投資物業組合及市區舊樓重建項目，為未來發展提供穩定的土地資源，從而提升盈利。集團未來將繼續發展並不斷向前，拓展更多新機遇，提升競爭力，為股東及社會創造價值。

## 物業組合

年內，集團於港島各區積極收購舊樓物業，繼續投資具升值潛力的項目，致力活化舊區、提升樓宇質素及配套設施等，讓新舊業主共同獲益。同時集團繼續物色具潛力的地段，並以合理的成本吸納土地儲備，從而提升集團盈利。

葵涌打磚坪街105至113號

銅鑼灣耀華街42至44號及堅拿道東28至29號

## 物業合併

集團一直致力透過物業合併及舊樓收購方式，把握本港市場發展帶來的商機。

本港樓市在不明朗因素籠罩下，未來發展越趨艱難，集團的物業合併步伐亦一直相應作出策略性的調節。儘管如此，集團將繼續密切留意市況，等待機會，物色優質的地段，維持一貫發展方向。



業務回顧及展望



## 金朝陽中心



## 金朝陽中心二期 — MIDTOWN

啟光商業大廈



諾士佛臺  
10號



THE  
SHARP

業務回顧及展望

## 物業租賃

截至二零一九年十二月三十一日止全年，物業租賃業務分類之營業額收益約為港幣532,305,000元(二零一八年：港幣540,040,000元)，佔本集團年內營業額收益約73%(二零一八年：55%)。

年內，本港經濟動盪對集團的物業租賃業務表現有所影響，其中零售、餐飲及旅遊業持續受到打擊，商舖租務調整壓力增加無可避免。惟集團持續透過提升旗下物業質素、優化商戶組合，以提升物業價值。此外，集團專注擴大應用數碼科技，藉此加強與客戶溝通，務求更切合顧客消費模式，並提升市場推廣及顧客的消費體驗，以帶動銷售額及人流。

### 金朝陽中心

「金朝陽中心」位處於銅鑼灣黃金地段羅素街，此地段被譽為全球最貴街道，國際品牌旗艦店集中地，人流暢旺，交通便捷，為集團悉心發展之優質甲級商廈，可出租面積為245,100平方呎，其中地下及1樓為高級零售商舖，提供多元化購物、消閒、美容選擇，期內租務表現雖然有些下調，表現仍算合理，為集團現時最穩定收入來源之一。

### 金朝陽中心二期 – Midtown

「金朝陽中心二期 – Midtown」樓高31層，位處銅鑼灣登龍街1號，是銅鑼灣最矚目飲食消閒熱點。可出租面積為218,000平方呎，該項目自開幕後，人流及商戶銷售額均一直有所增長；年內租務表現雖然出現下調，但仍維持高出租率。集團將繼續加強目標市場推廣及宣傳策略，協助租戶保持穩定人流及銷售額，進一步鞏固競爭力。

### 諾士佛臺十號

「諾士佛臺十號」位處核心旅遊消閒區尖沙咀諾士佛臺10至11號，可出租面積為114,000平方呎，樓高23層，物業具備地理優勢，是上班族的熱門聚腳點，人流持續上升，年內整體表現穩定，保持高水平出租率，租金收入理想。

### 啟光商業大廈

「啟光商業大廈」位處灣仔駱克道332至334號，現為一座21層綜合式商業項目。

年內，集團適時優化及擴展香港之投資物業組合，旗下投資物業均位於香港的黃金地段及核心旅遊商業區，享有地利優勢，切合不同租戶需要，並擁有優質租戶組合，持續為集團提供穩健收益。



## 至尊迷你倉管理有限公司

集團旗下至尊迷你倉透過提供嚴格的管理、專業可靠的客戶服務，以及既安全又舒適寬敞的環境，讓客戶享受不一樣的儲物體驗，現時分店遍佈柴灣、新蒲崗、火炭、屯門、青衣、葵涌及荃灣。另外，至尊迷你倉備有完善的防火裝置設備，及符合最新消防指引。

至尊迷你倉會繼續緊貼時代的脈搏推陳出新，在合適的地點增加分店，以專業態度為更多客戶提供設施和服務。

## 物業發展

截至二零一九年十二月三十一日止年度，物業發展業務分類之收益約為港幣180,230,000元(二零一八年：港幣417,247,000元)，佔本集團年內總收益約24%(二零一八年：43%)。

### 住宅項目

#### 雋琚

集團與恒基兆業地產有限公司合作發展位處大坑重士街8號的住宅項目「雋琚」，提供119個單位，實用面積由328平方呎至558平方呎，項目餘下的少數住宅單位在年度內已全部售出。

### 商業項目

#### THE SHARP

位處銅鑼灣雲東街11至13號及耀華街1至1A號之綜合式商用物業項目THE SHARP，集零售、美容、飲食及商業於一身，已於二零一六年二月入伙。

#### 銅鑼灣耀華街42至44號及堅拿道東28至29號

位於銅鑼灣耀華街42至44號及堅拿道東28至29號項目，日後可建樓面面積約44,000平方呎。

### 工業項目

#### 葵涌打磚坪街105至113號

位處葵涌打磚坪街105至113號工業項目，日後可建樓面總面積約190,000平方呎。

## 中國房地產業務

截至二零一九年十二月三十一日止全年，本業務分類之收益營業額約為港幣173,092,000元(二零一八年：港幣250,966,000元)，佔本集團年內營業額收益約24%(二零一八年：26%)。

## 業務回顧及展望

回顧年內，中國經濟增長穩中有進，房地產市場全面落實因城施策，但供應量過大，價格走勢較為波動。

現時集團於國內擁有數個房地產項目。集團全資擁有位於肇慶市高要區的別墅及高層綜合項目「景湖灣•尚蒼海岸」，年末，首期別墅單位已近售罄並陸續入伙。第二期高層洋房單位，首批單位已近售罄並交付，餘下單位正在熱銷中，已售出單位在二零一九年底已陸續交付。另外，第三期多層住宅及商鋪單位已於二零一九年底開始推售，現正在熱銷中，可望二零二零年中交付。

另外位於珠海市斗門區的項目「譽名都」(山水向日豪庭)，項目一、二期住宅單位及二期商鋪於二零一九年底已全部售出並陸續入伙，三期住宅及商鋪單位正在熱銷並已達到交樓條件，商鋪已近售罄，商家亦陸續進駐。項目將於二零二零年完成全部確權並採用現樓銷售。

## 樓宇管理及其他服務

截至二零一九年十二月三十一日止全年，本業務分類之營業額收益約為港幣21,337,000元(二零一八年：港幣23,111,000元)，佔本集團年內營業額收益約3%(二零一八年：2%)。

集團旗下樓宇管理及維修附屬公司為大型商廈及中小型屋苑物業及設施提供優質管理、顧客及維修服務，並不斷推陳出新，藉此提升整體服務水平。憑藉其豐富經驗及熱誠，想顧客所想，為業主及租戶提供優質服務。年內樓宇管理團隊透過採用節能措施、管理室內環境質量、減少廢棄物及碳足跡。

## 「The Concierge」法式酒店管理服務

集團將「The Concierge」法式酒店管理服務引入樓宇管理當中，提供全方位的貼心管理增值服務，例如提供禮賓司服務、餐飲到會服務、家居小型維修服務、安排洗衣及乾衣服務以及家居及車廂清潔推介等；提供體貼全面的優質個人服務，確保住戶享有高質素的生活享受，同時不斷推陳出新，提升服務水平。

## Soundwill Club

為增加市場上的競爭力及顧客在數碼時代的體驗，集團致力推廣Soundwill Club手機應用程式及網上消費平台，為顧客提供一站式會員優惠和服務，包括：最新商戶優惠、活動資訊及會員積分計劃。集團同時透過大數據分析工具收集意見，深入了解商戶、顧客及物業買家的需要，從而提高集團產品及服務質素。

## 企業公民

集團不斷提升品質指標，為持份者帶來更佳回報，同時集團致力於每個業務環節承擔所須的社會責任，藉籌款行善、推動閱讀、資助教育活動，並成立「金朝陽義工隊」身體力行關懷弱勢社群，回饋社會，為社會注入正能量。集團亦定期公布環境、社會及管治報告和企業關鍵績效指標，繼續提升企業的資訊透明度。

為表揚集團對社區所作的正面貢獻，集團連續八年獲香港社會服務聯會頒發「商界展關懷」榮譽，集團及旗下成員公司及物業項目亦多次獲得表揚，年內更獲「有心企業」、「企業公民」、「友商有良企業」及「建造業關愛機構」等嘉許，足證集團多年來對履行社會責任的熱忱及努力。

## 展望

展望二零二零年，全球經濟將面對更嚴峻挑戰，雖然中美達成首階段貿易協議，英國脫歐明朗化，但在國際地緣政治，全球經濟持續不穩及新型冠狀病毒於全球大流行等不明朗因素影響下，預計本港市場將受投資氣氛低迷影響，全球經濟將面臨重大衝擊。

再加上近期肺炎疫情持續肆虐，嚴重打擊零售、旅遊及餐飲業，導致失業率上升及增加經濟下行壓力。因此，香港正面對前所未有的挑戰，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，令集團在未來的業績表現承受更大壓力及不確定因素。

惟在本港成熟及健全的投資環境下，加上大灣區的持續發展，有利香港充分發揮其優勢，預料一旦疫情過去，本港的經濟有機會漸趨穩定。集團相信憑藉穩固的基礎及經驗豐富的管理團隊，可審慎應對各種挑戰。

集團將致力優化業務及架構，以繼續提高其可持續發展的成效，同時兼顧做好保護環境、科技發展及社區關懷的工作，從而為改善香港的環境、社會及經濟狀況盡一分力。於二零二零年，集團會繼續以謙卑審慎的態度推動業務發展，保持競爭力，並以股東長遠利益為依歸。



### 本公司擁有人應佔溢利

年內，本集團錄得本公司擁有人應佔溢利約港幣217,782,000元(二零一八年：港幣671,592,000元)，較去年減少68%。減少主要由於並無就出售附屬公司錄得重大收益，加上年內銷售已開發單位的收益較二零一八年同期減少。

### 資產淨值

本集團於二零一九年十二月三十一日之資產淨值為港幣20,605,536,000元(二零一八年：港幣20,456,219,000元)。於二零一九年十二月三十一日之每股資產淨值為港幣72.7元(二零一八年：港幣72.2元)。

### 財務資源及流動資金

於二零一九年十二月三十一日，本集團之現金及銀行結餘(包括短期銀行存款及現金及現金等價物)為港幣557,211,000元(二零一八年：港幣761,238,000元)。本集團於二零一九年十二月三十一日之借貸總額為港幣1,944,063,000元(二零一八年：港幣1,562,788,000元)。

於二零一九年十二月三十一日，本集團之資本負債比率(以借貸總額除以權益總額之百分比呈列)為9%(二零一八年：8%)。

本集團主要於香港及中國營運及投資，而大部分交易均以港幣及人民幣為單位及結算。因此，任何中國業務均於年結日由人民幣換算為港幣，其相關兌換差額以平均匯率確認於綜合收益表以及以結算匯率確認於其他全面收益表之匯兌儲備內。年內，本集團概無參與任何衍生工具活動，亦無利用任何財務工具對沖其資產負債表風險。

收購及發展物業之資金部分來自內部資源及部分來自銀行借貸。銀行貸款之還款期與資產之可使用年期及項目之完成日期互相配合。借貸以港幣計值，並按浮動利率計息。

### 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。

### 所持重大投資

除「業務回顧及展望」及「管理層討論及分析」各節披露者外，本集團截至二零一九年十二月三十一日止財政年度內並無任何重大投資。

### 重大收購及出售附屬公司、聯營公司及合營企業

截至二零一九年十二月三十一日止年度，本集團概無任何附屬公司、聯營公司及合營企業之重大收購或出售。



管理層討論及分析

## 報告期間後事件

於二零一八年七月十九日，本集團訂立協議向一名獨立第三方出售全資附屬公司福昇集團投資有限公司(「福昇」)之全部股權，現金代價為港幣467,635,000元。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」)。福昇集團之出售已於二零二零年二月五日完成，詳情於二零二零年二月五日的公告中披露。

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2020年中期和年度財務報表中。

## 僱員薪酬

於二零一九年十二月三十一日，本集團於香港及中國分別有248及70名僱員(二零一八年：276及79名僱員)。僱員之薪酬基於其工作表現、經驗及市場慣例釐定。薪酬待遇包括薪金、醫療保險、強制性公積金及年終酌情花紅。二零一九年之僱員薪金及工資總額約為港幣126,844,000元(二零一八年：港幣131,507,000元)及年內並無購股權開支(二零一八年：無)。

## 企業管治報告

金朝陽集團有限公司(「本公司」)董事(「董事」)會(「董事會」)連同其附屬公司(「本集團」)欣然呈報本公司截至二零一九年十二月三十一日止年度之企業管治報告。

### 企業管治常規

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治守則(「企業管治守則」)之守則條文。

企業管治守則訂明兩個層次之有關建議，分別是(a)守則條文 — 上市公司必須遵守，或對任何不合規事項作出解釋；及(b)建議最佳常規 — 鼓勵上市公司加以遵守，但無須披露偏離規定之情況。

除以下例外情況外，本公司於截至二零一九年十二月三十一日止年度內一直有遵守企業管治守則之適用守則條文：

#### (1) 守則條文第A.2.1條

守則條文第A.2.1條訂明主席與行政總裁之角色應有區分，並不應由一人同時兼任。

主席及行政總裁之角色並無分開且並非由兩名不同人士出任。傅金珠女士為本集團創辦人兼主席，全面負責本集團之發展方針及策略，確保董事會有效運作及履行其職責。本集團並無委任行政總裁，而本集團日常營運明確的授予其他執行董事及多名部門主管負責。董事會認為現有管理層架構能有效地協助本集團營運及業務發展。

#### (2) 守則條文第A.4.1條

守則條文第A.4.1條訂明非執行董事應按指定任期委任。

獨立非執行董事並無指定任期，但須根據本公司之公司細則(「公司細則」)規定最少每三年輪流退任及於股東週年大會上重選。

## 董事會

### 董事會及管理層之職責、責任及貢獻

董事會負責監察本集團之業務、決策和營運表現，並且將營運本集團之授權及職責授予管理人員執行。此外，董事會亦已將不同之職責授予董事會之各個委員會，即審核委員會、薪酬委員會及提名委員會執行。有關該等委員會之進一步詳情載於本報告。董事會負責履行企業管治守則守則條文第D.3.1條所載之企業管治職能。

所有董事應確保其遵守適用法律及法規之標準，真誠履行職責，並於任何時候符合本公司及其股東之利益。

企業管治報告

### 董事會組成

董事會由下列董事組成，除另有註明外，該等董事於回顧年度內及截至本報告日期一直在任：

#### 執行董事：

傅金珠女士(主席)

陳慧苓小姐

謝偉衡先生(自二零一九年九月一日起獲委任)

#### 獨立非執行董事：

陳啟能先生

浦炳榮先生

吳志強先生

### 董事會會議及出席率

年內，每位董事出席本公司董事會會議及股東大會之出席記錄如下：

董事	出席／舉行 董事會會議次數	出席／舉行 股東大會次數
<b>執行董事：</b>		
傅金珠女士(主席)	4/4	1/1
陳慧苓小姐	4/4	1/1
謝偉衡先生	1/1	不適用
<b>獨立非執行董事：</b>		
陳啟能先生	4/4	1/1
浦炳榮先生	4/4	1/1
吳志強先生	4/4	1/1

董事履歷資料及董事間相關關係載於第78至79頁之「董事個人資料」。

### 獨立非執行董事

年內，董事會一直符合上市規則有關委任至少三名獨立非執行董事之要求，根據上市規則第3.10(1)條、3.10(2)條及3.10A條所規定，委任之獨立非執行董事佔董事會三分之一，其中至少有一名董事擁有適當專業資格或會計或相關財務管理專長。

本公司已接獲各獨立非執行董事根據上市規則第3.13條規定發出之年度獨立身份書面確認書。董事會已衡量該等獨立非執行董事之獨立性，認為彼等均具備上市規則所界定之獨立身份。

## 董事之委任、重選及罷免

企業管治守則之守則條文第A.4.1條規定非執行董事須獲委任特定任期並可予重選。本公司偏離該條文規定，本公司獨立非執行董事並無獲委任特定任期。

根據公司細則，於每屆股東週年大會上當其時不少於三分之一之董事須輪流告退，惟每名董事須遵守至少每三年輪流告退一次之規定。獲委任填補董事會臨時空缺之董事或現有董事會新增董事僅可任職至本公司下次股東大會，惟當時合資格於該大會上重選連任。

## 董事取得資料

就定期董事會會議而言，倘在所有其他方面均屬切實可行，則會議議程及隨附董事會文件，均應準時送交全體董事。定期董事會會議應給予最少十四日之通知，以便全體董事均有機會出席。就所有其他董事會及董事委員會會議而言，均應給予合理的通知。

全體董事均有權可於所有時間查閱董事會文件、會議記錄及相關材料。年內，全體董事均獲提供本集團最新管理資料，令彼等得知本集團之事務，協助彼等履行上市規則下之責任。

## 主席及行政總裁

目前，傅金珠女士為本集團主席，其職責已清楚界定並已書面陳述。年內並無委任行政總裁。

## 董事委員會

### 審核委員會

審核委員會由三名獨立非執行董事組成，分別為吳志強先生、陳啟能先生及浦炳榮先生。吳志強先生及陳啟能先生均具有專業會計師資格。

審核委員會具有具體書面職權範圍，條文之嚴謹程度不遜於守則條文規定之條款。審核委員會負責聯同管理人員審閱本集團所採納之會計原則與常規，並且討論本公司之審核、內部監控、風險管理、內部審核及財務申報事宜，包括討論本公司之中期及全年業績。審核委員會亦擔任董事會與本公司外聘及內部核數師之中介橋樑，分別協商有關本集團外部及內部審核工作範圍之事宜。為加強外聘及內部核數師取得記錄及知情之權利，以及與董事會有效直接溝通從而不時報告其調查結果，外聘及內部核數師會獲邀出席審核委員會會議。

## 企業管治報告

審核委員會於本年度曾舉行三次會議，出席率列載如下。年內，審核委員會已審閱截至二零一八年十二月三十一日止年度之全年業績、截至二零一九年六月三十日止六個月之中期業績、內部審核計劃及省覽管理層就本公司內部監控及風險管理所作之報告。

審核委員會成員	出席／舉行 會議次數
吳志強先生(主席)	3/3
陳啟能先生	3/3
浦炳榮先生	3/3

## 薪酬委員會

薪酬委員會由三名獨立非執行董事，分別為陳啟能先生、浦炳榮先生及吳志強先生，以及執行董事陳慧苓小姐組成。

該委員會之工作是向董事會建議本公司所有董事之薪酬政策及安排，亦就設立正規而透明的程序以發展薪酬政策提供意見。薪酬委員會負責檢視及批准董事之薪酬建議，並以董事會之企業目標及目的為參考，亦以獲授權之責任釐定個別執行董事及高級管理人員之薪酬待遇。

在釐定董事及高級管理人員之薪酬水平及待遇時，本公司基於市場慣例及趨勢，並且考慮董事及高級管理人員所投入之時間、職務及責任、工作表現、對本集團之貢獻等因素，亦會採用購股權及工作表現花紅等長期之獎勵方法。

薪酬委員會於本年度曾舉行兩次會議(出席率列載如下)以檢討及釐定個別執行董事之薪酬組合(而相關之董事(倘適用)須就有關其自身薪酬之表決放棄投票，確保並無任何董事決定其自身之薪酬)，以及就非執行董事之薪酬向董事會提出推薦建議。

薪酬委員會成員	出席／舉行 會議次數
陳啟能先生(主席)	2/2
浦炳榮先生	2/2
吳志強先生	2/2
陳慧苓小姐	2/2



## 提名委員會

提名委員會由兩名獨立非執行董事，分別為陳啟能先生及浦炳榮先生，以及主席兼執行董事傅金珠女士組成。

提名委員會之責任包括檢討董事會之架構、規模及組成；物色適合擔任董事會成員之人士，以及遴選或就遴選獲提名擔任董事之人士，向董事會提出推薦建議；評估獨立非執行董事之獨立性；就委任或再委任董事及董事之接任計劃（尤其是主席）向董事會提出推薦建議；以及釐定提名董事之政策。

本公司已採納董事提名政策（「提名政策」）。本公司現時採納之提名政策載列提名委員會識別及評估候選人以供提名及推薦予董事會委任或續任為本公司董事之指引及程序。提名委員會在評估候選人時，會充分顧及本集團之要求、董事會繼任計劃及本集團採納之相關政策，所考慮之各項因素及準則包括但不限於相關技能、經驗、專業知識及資格、相關知識是否廣泛、行事持正及聲譽、是否願意承諾及能否投入足夠時間並承擔受信職責及責任。挑選及委任董事之最終責任仍由董事會承擔。

識別及評估候選人之程序，將由提名委員會透過公平客觀且符合所有相關法律及法規之程序進行，而提名委員會可自由自行進行調查及核證。提名委員會將向董事會作出推薦及建議以供考慮。提名委員會須定期檢討提名政策，並且監察及向董事會報告提名政策之實行情況及有效性；而提名委員會年內已如此行事。

本公司已採納董事會成員多元化政策（「董事會成員多元化政策」）。本公司可透過多方面考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，實現董事會成員多元化。在實行多元化方面，本公司亦將根據本身的業務模式及與時並進的特定需要去考慮各種因素。

提名委員會每年檢討董事會成員多元化政策以確保其持續有效。年內，提名委員會檢討董事會結構、規模及組成，包括董事之技能、知識及經驗，以及每名董事之角色及職能；根據上市規則第3.13條檢討獨立非執行董事之獨立性；檢討董事就本公司事宜及履行其職責以及本集團事務所需時間之充足性；以及檢討對董事的培訓及支持並審議退任董事之重選。提名委員會已向董事會提供其評估、結果及建議以便作出有關決議。

## 企業管治報告

年內，提名委員會舉行一次會議，出席率列載如下：

提名委員會成員	出席／舉行 會議次數
傅金珠女士(主席)	1/1
陳啟能先生	1/1
浦炳榮先生	1/1

### 董事培訓及持續專業發展

每名新任董事獲確保對本集團之運營及業務有適當了解，並完全知悉其在條例及普通法、上市規則所規定之職責、適用法例及其他監管之要求，以及本公司之業務及管治政策項下之責任。董事不斷獲得有關法律及監管發展、業務及市場變化，以及本集團策略發展等最新資料，以便履行彼等職責。

作為董事持續培訓之一環，公司秘書一直向全體董事提供有關上市規則及其他適用監管規定之最新發展資料，以確保全體董事遵守有關規定。董事會鼓勵全體董事參與外界舉辦有關課題之座談會或培訓課程，而此可作為持續專業發展培訓的一部分。

所有董事均確認彼等已遵守企業管治守則守則條文第A.6.5條之董事培訓，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。年內，全體董事均有參與合適之持續專業發展活動，包括出席有關本公司業務及董事職能及職責的培訓課程，或閱覽相關資料。

董事	董事持續專業培訓	
	出席培訓課程	閱覽相關資料
傅金珠女士(主席)	不適用	✓
陳慧苓小姐	不適用	✓
謝偉衡先生	✓	✓
陳啟能先生	✓	✓
浦炳榮先生	✓	✓
吳志強先生	✓	✓

## 公司秘書

公司秘書向董事會提供所有企業管治事宜之建議，並促進董事的專業發展。

鄧素謙小姐於二零一七年一月二十六日獲委任為本公司之公司秘書，並一直擔任公司秘書直至二零一九年一月二十五日。

本公司於二零一九年一月二十五日委任謝偉衡先生(「謝先生」)為公司秘書。謝先生畢業於香港大學，並持有法律學士學位。彼為香港之合資格律師，於法律界擁有超過二十年之工作經驗。謝先生於二零一九年內曾接受超過15小時相關專業培訓。

## 董事進行證券交易之守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)。經向全體董事作出特定查詢後，本公司確認於本年度所有董事均遵守標準守則。

本公司亦為有關僱員(定義見企業管治守則)採納書面指引，而該指引並不低於標準守則所訂標準，就彼等買賣本公司證券符合企業管治守則之守則條文第A.6.4條。

## 核數師酬金

本集團於本年度之審核及非審核服務費分別約為港幣3,350,000元(二零一八年：港幣3,260,000元)及港幣600,000元(二零一八年：港幣750,000元)。

## 董事對財務報表之責任

董事明白須負責編製本集團之綜合財務報表，並且對本集團之表現及前景提出持平、清晰及全面之評核。就董事所知，並無任何可能引致質疑本公司能否繼續經營之重大事件或情況。

## 風險管理及內部控制

為遵守企業管治守則所載之適用守則條文，董事會已檢討本集團風險管理及內部監控系統之有效性。有關檢討涵蓋各重要監控，包括財務、營運及合規監控及風險管理職能。

董事會已留任國富浩華(香港)風險管理有限公司(一家獨立專業公司)，按聯交所之要求履行本集團之內部核數職能(「內部核數師」)並進行年度檢討，向董事會報告本集團截至二零一九年十二月三十一日止年度之風險管理及內部監控系統有效性的評估。

## 企業管治報告

於本年度，本集團已檢討內部審核章程，界定內部審核功能之範圍、職責及責任以及報告協議。風險管理工作組（「風險管理工作組」）協調風險管理活動並向董事會報告。本集團已就年度風險進行評估，以識別本集團之戰略風險、營運風險、財務風險及合規風險。根據風險評估結果，已制定內部審核計劃，將所識別之風險優先列入年度審核項目。本集團通過正式更新內部控制政策及程序進行檢討，以確保本集團擁有適當內部監控系統。內部核數師已進行二零一九年財政年度之內部審核檢討。在檢討內部核數師報告後，本集團已採取進一步行動，因應內部核數師之建議提升其風險管理及內部監控系統，並加強實行風險管理及內部監控系統。截至二零一九年十二月三十一日止年度本集團並無識別到任何重要或重大發現／內部控制缺陷。

本公司已制定以準確安全之方式處理及發佈內幕消息之政策，以免發生本集團內部可能不當處理內幕消息之情況。

根據風險管理工作組之風險評估結果及內部核數師報告，董事會認為本公司於年內已維持充足而有效之風險管理及內部控制，以保障股東的投資及資產，包括確保本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是足夠的。

## 與股東溝通及投資者關係

本集團相信與股東有效溝通乃提升投資者關係的關鍵一環，最終將可幫助投資者理解本集團業務表現及策略。我們透過定期、全面和互動的溝通，致力以不同方式加強與投資者的溝通，包括面談、電話會議、海外巡迴推廣，以及安排投資者參觀集團旗下項目等，尋求與股東及投資者建立互信而富有成果的夥伴關係。本公司於二零一九年五月舉行股東週年大會，本集團為業績公佈安排簡報會和媒體訪問，並透過新聞稿、公佈及其他宣傳品，定期與傳媒保持溝通。本集團致力提升企業透明度並適時披露本集團發展的資訊，協助股東及投資者作出知情投資決定。本集團致力提升業務增長的企業管理實踐，並力求在企業管治的規範與績效之間取得均衡發展。董事會相信，優良的企業管治對本集團的成功、股東價值的提升至為重要。年內，本公司的憲章文件並無任何更改。

## 股息政策

本公司已採納股息政策，旨在讓其股東分享本公司之溢利，並使本公司得以保留足夠儲備以應付業務需要及增長。

股息之建議及宣派須由董事會酌情決定後方始作實。董事會須考慮其認為相關之各項因素，包括但不限於本集團之實際及預期財務表現、營運資金需求、資本開支需求及承擔、營運及業務策略、流動資金狀況、保留盈利及可供分派儲備等，以及市況及外圍因素。

由於地盤合併業務相對上較需要資本密集，本公司傾向維持較雄厚的流動資金狀況，且概不保證會就任何特定期間派付任何股息或派付任何特定金額之股息。

## 股東權利

### (I) 股東召開股東特別大會之程序

股東特別大會可由一名或以上本公司股東要求召開，惟該等股東於提出要求當日須持有不少於本公司之實繳股本十分之一。有關要求須以書面形式向本公司之董事會或公司秘書提出，地址為本公司之總辦事處及香港主要營業地點。

有關大會須於提出有關要求後兩個月內舉行。倘於有關提呈後21日內，董事會未能召開有關大會，提出要求的人士可召開有關大會，而本公司須向提請要求的人士補償因董事會未有召開大會而產生的所有合理開支。

### (II) 向董事會提出查詢之程序

股東可於任何時間將其向董事會作出之書面查詢，提交至本公司之總辦事處及香港主要營業地點。

### (III) 股東於股東大會提出建議之程序

股東於股東大會提出建議所須之人數為：

- (a) 任何持有投票權相當於提出要求當日所有股東之總投票權不少於二十分之一之股東；或
- (b) 不少於100名股東。

所提出的書面要求副本須由所有提出要求的人士簽署，並連同合理數目之款項(足夠承擔本公司為發出建議決議案之通知或傳閱必要之函件所需之費用)，按下列情況於以下各個期限內，送到本公司總辦事處及香港主要營業地點：

- (a) 倘就有關要求須發出決議案通告，須不遲於股東大會舉行前六星期；及
- (b) 任何其他要求，不遲於股東大會舉行前一星期。

本公司會核實有關要求，待確定有關要求屬適當及符合規程後，董事會將採取所須步驟處理要求。



# 環境、社會及 管治報告

集團舉辦及參與的企業社會責任項目及活動：

一月至二月



綠領行動利是封回收重用大行動2019

三月



奧比斯「步步獻光明」  
慈善步行2019

四月



香港職業發展服務處：  
卡樂B慈善跑2019

五月



惜食堂義工活動



### 六月



Midtown X匡智會：  
父親節曲奇派發活動

### 七月至八月



金朝陽X香港遊樂場協會X香港電台：  
漂書行動

### 九月



Midtown X綠領行動：  
月餅盒回收計劃

### 十月



世界綠色組織  
「齊回收·樂共享」膠樽回收獎賞計劃

### 十一月



Midtown X綠領行動：  
紙包飲品盒回收計劃

### 十二月



Midtown X綠行俠：  
「Green Xmas妙用咖啡渣」工作坊



環境、社會及管治報告



## 主席寄話

### 各位持份者：

本人欣然代表董事會發表集團的二零一九年度環境、社會及管治報告(「本報告」)。

金朝陽以核心價值「用心經營」繼續塑造集團的可持續發展承諾和策略。我們決心在今年走得更遠，並將可持續發展的價值理念融入公司的日常營運，因此今年以「用心經營，攜手邁向可持續發展」作為報告主題。我們致力提倡以關愛共融和負責任的營商策略，為社區、環境和集團帶來正面的改變。未來，我們亦希望提升日常營運的可持續性表現，為集團創造持續發展的新動力。

持份者在我們可持續發展旅程中扮演著獨特的角色。除了制定符合持份者期望的政策和措施外，我們亦積極加強與不同持份者的對話和溝通。今年，我們開始對員工、租戶和顧客進行「環境、社會及管治」意見調查，讓我們更清楚了解各持份者對集團可持續發展工作的期望及所需。

集團致力與我們的社區建立別具意義的關係。「金朝陽義工隊」繼續透過慈善捐款和積極參與社區項目，向不同社區團體伸出援手。

我們深信，本集團的成功全賴一眾員工。為了配合金朝陽長久以來對「用心經營」的重視，我們努力建立關愛和諧的工作環境，使員工實踐工作與生活的平衡，提高工作的靈活性。我們很榮幸在「香港生產力促進局」與「香港提升快樂指數基金」舉辦的「開心工作間推廣計劃2019」中，獲頒發「開心企業」的榮譽，對集團於報告年內積極實踐員工關愛措施給予肯定。

集團一直肩負保護環境的責任，很高興我們的努力獲多個政府部門和非政府組織的頒授和認可。在報告年內，我們亦成立了節能團隊，進一步提高集團的能源效益，並減少碳足跡。在未來的報告中，我們希望能分享更多環保成就。

最後，本人謹此代表董事會對我們專業團隊的出色工作和貢獻致以由衷謝意。在各方群策群力下，集團方能繼續為持份者以至整個社會創造更長遠的可持續發展價值。

**傅金珠**

主席

香港，二零二零年三月二十七日





## 關於本報告

### 報告期、標準及範圍

本報告概述了金朝陽集團有限公司及其附屬公司(「金朝陽」或「集團」)於二零一九年一月一日至二零一九年十二月三十一日期間(「報告期」或「年內」)在環境、社會及管治方面的表現、成績及重點。有關集團企業管治的詳細資料載於年報中的「企業管治」一節。

本報告乃根據香港聯合交易所有限公司(「聯交所」)《證券上市規則》(「上市規則」)附錄二十七載列的《環境、社會及管治報告指引》而編撰，以重要性、量化、平衡及一致性為匯報原則。

本報告主要涵蓋集團在香港的標誌性物業的樓宇管理業務、租賃業務和地產發展業務在環境、社會及管治方面的營運表現。報告的環境和社會關鍵績效指標(KPI)涵蓋了集團主要營運的物業。基於集團的地產發展業務在報告期內影響不大，因此未有包括在本報告之內。下表總結了本報告涵蓋的業務：



環境、社會及管治報告

## 概覽

集團秉持「用心經營」的核心理念，致力投入以下五個主要範疇：企業管治、員工、顧客、社區及環境。集團在報告期內作出的承諾及成就如下：

### 企業管治

- 與持份者維持緊密溝通
- 維持高透明度的企業管治架構
- 鼓勵員工、客戶和供應商提高對任何有關貪污或不誠實商業行為的關注
- 報告期內，集團全面遵行所有相關法律及法規，沒有違反相關法例而被檢控的個案

### 員工

- 尊重員工，為員工提供平等機會
- 鼓勵員工參與培訓及研討會，提升專業技能
- 支持工作與生活平衡
- 確保員工健康和安全工作並遵行所有適用法律及法規，藉以減少工傷事故
- 獲頒多個獎項及嘉許，以表揚對員工的關愛和責任
- 報告期內，集團全面遵行所有相關法律及法規，沒有違反相關法例而被檢控的個案

## 顧客

- 奉行以客為本、服務為先的原則，以提供卓越服務
- 推動產品及服務創新，締造尊貴客戶體驗
- 報告期內沒有接獲任何重大的投訴

## 社區

- 透過慈善捐款及熱心參與各項公益活動，履行良好的企業社會責任及改善受惠人士的生活
- 企業社會責任隊及金朝陽義工隊積極與非政府組織合作及參與各項社區活動
- 集團連續八年獲頒「商界展關懷」榮譽，以表揚持續對社區投資的貢獻
- 集團聯同旗下成員及物業合共獲得多個獎項及嘉許，表揚我們於企業社會責任方面的努力

## 環境

- 致力優化資源管理效率
- 積極改善營運方式，以減少碳足跡並改善環境
- 推廣環保意識，鼓勵員工和業務合作夥伴參與環境相關的課程及活動
- 報告期內，集團全面遵行所有相關法律及法規，沒有違反相關法例而被檢控的個案



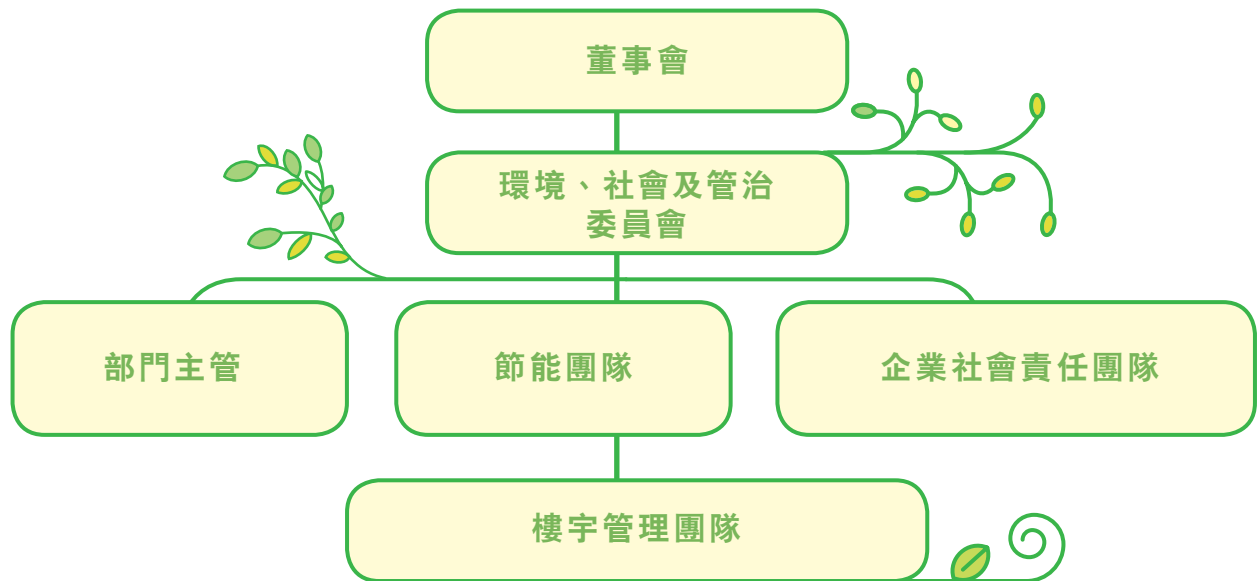
環境、社會及管治報告



## 環境、社會及管治方式

### 環境、社會及管治管理架構

集團的環境、社會及管治委員會(「委員會」)負責指導環境、社會及管治的管理工作，並提高集團的管治意識。委員會定期與不同部門舉行會議，以統籌及實行集團與環境、社會及管治相關的策略及計劃。董事會致力令集團維持高水平的企業管治和可持續發展標準。因此，委員會定期向董事會匯報與可持續發展相關的表現、工作實施和最新政策，以供董事會審查和批核。委員會亦提出相關的政策和程序，以逐步提升集團的可持續性。



報告期內，集團成立了節能團隊，以提高能源使用效率和推動節約能源，從而減少集團的碳足跡。節能團隊與樓宇管理團隊合作，監控節能措施的效用，並定期提交優化資源的進度報告。節能團隊同時負責執行計劃，以提高集團的能源效益。

### 企業管治

集團高度重視業務誠信和道德操守。因此，集團已建立全面的管治架構，以確保完善的企業管治，並維護股東和其他持份者的利益。

行為準則和內部政策旨在促進員工的道德行為。集團將根據內部準則對任何違反行為的員工進行紀律處分。

根據集團內部的「防止欺詐及貪污政策」，集團禁止所有員工，包括高級管理人員和董事會成員，提供、接受、支付或授權賄賂，或任何其他形式的貪污行為。

集團的獨立內部審計團隊會定期檢查，制定防止賄賂準則並進行審查。集團亦已委任獨立核數師，以確保賬目的公正性和完整性。

此外，集團已建立匿名舉報機制，供員工舉報任何涉嫌不當的行為。所有可疑案件均作謹慎處理。經調查後，如發現不當行為，應當將案件呈交有關紀律機構跟進。

報告期內，集團沒有違反相關賄賂法例而被檢控的個案。

## 持份者互動

集團致力與持份者保持緊密合作，並重視每一個溝通的機會。為讓持份者理解集團在環境、社會及管治上的表現及策略，集團已建立多種有效的溝通渠道，定期與持份者互相交流。與主要持份者之間的溝通渠道包括以下各項：

持份者群組	溝通渠道
<b>股東／投資者</b> 	<ul style="list-style-type: none"> <li>年報及中期報告、財務報表及公告</li> <li>週年大會</li> <li>公司網站</li> <li>投資者關係查詢熱線及電郵</li> <li>新聞公布</li> </ul>
<b>顧客</b> 	<ul style="list-style-type: none"> <li>客戶服務熱線及電郵</li> <li>與前線員工直接溝通</li> <li>問卷調查</li> <li>「Soundwill Club」手機應用程式、社交媒體及「Whatsapp」通訊軟件</li> </ul>
<b>租戶</b> 	<ul style="list-style-type: none"> <li>客戶服務熱線及電郵</li> <li>與前線員工直接溝通</li> <li>會議</li> <li>滿意度問卷調查</li> </ul>
<b>媒體</b> 	<ul style="list-style-type: none"> <li>媒體查詢熱線及電郵</li> <li>新聞發布會</li> <li>新聞公布</li> </ul>

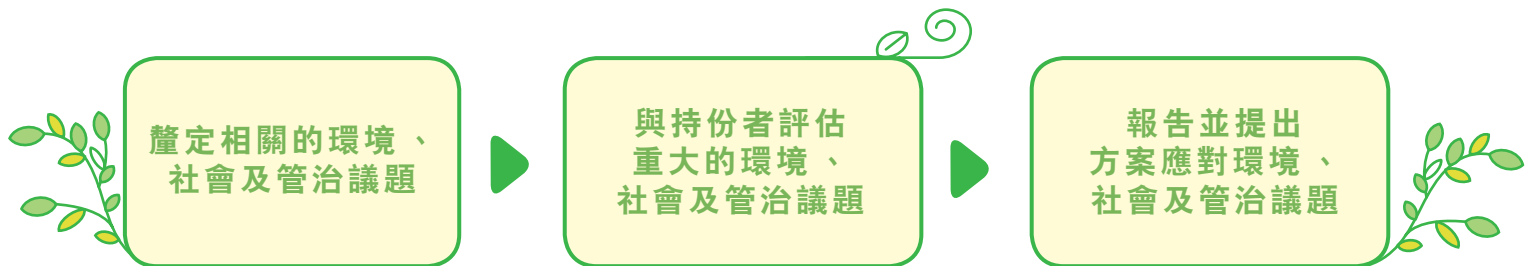
環境、社會及管治報告

持份者群組	溝通渠道
<p><b>員工</b></p> 	<ul style="list-style-type: none"> <li>• 年度表現檢討</li> <li>• 員工手冊及操守守則</li> <li>• 環境、社會及管治問卷調查</li> <li>• 集團活動</li> <li>• 內部通訊</li> <li>• 內聯網</li> <li>• 定期會議</li> <li>• 電郵</li> </ul>
<p><b>供應商／承辦商／服務供應商</b></p> 	<ul style="list-style-type: none"> <li>• 持續直接溝通</li> <li>• 定期審核及評估</li> </ul>
<p><b>社區／非政府機構</b></p> 	<ul style="list-style-type: none"> <li>• 公司網站</li> <li>• 社交媒體</li> <li>• 新聞公布及會議</li> <li>• 盛事、活動及展覽</li> <li>• 贊助及捐贈</li> </ul>



### 重要性評估

除了與持份者互動外，集團於本年度向員工進行環境、社會及管治問卷調查，以評估各項目對集團的重要性。當中共六個部門的員工參與此調查，並從中分享他們對環境、社會及管治相關表現和策略的看法。



根據《環境、社會及管治報告指引》的內容和社會關鍵績效指標，二十三個與環境、社會及管治相關的議題已納入意見調查，並由員工評價各議題對集團長期業務發展的重要性。

作為我們重要的持份者群組之一，員工為集團提供了一套獨特的觀點，以便我們了解與集團業務至關重要的環境、社會及管治議題。根據環境、社會及管治意見調查，我們總結了持份者的觀點，所示如下：

### 主要／熱門環境議題

- 空氣污染物排放
- 氣候變化與溫室氣體排放
- 遵守相關的環境法律及法規
- 廢水排放與管理

### 主要／熱門管治議題

- 商業道德與誠信
- 選擇合適渠道以收集持份者的意見和評論
- 針對員工、客戶和供應商的舉報政策

### 主要／熱門社會議題

- 遵守相關的本地社會法律及法規
- 員工健康與安全
- 僱傭相關事宜
- 物業安全

為了回應持份者的意見，本報告重點披露與持份者相關的環境、社會和管治議題。本報告披露了與各議題相應的管理方針、舉措和積效。

為了更全面地了解環境、社會和管治議題的重要性，委員會將加強與持份者溝通，從而繪製更完善的重要性矩陣。

環境、社會及管治報告



## 回饋社會

### 社區參與

金朝陽秉承「用心經營」的理念，致力為社會帶來正面改變，並將我們的關愛行動擴展到不同領域。「企業社會責任團隊」和「金朝陽義工隊」參與多個籌款活動、社區項目和其他慈善活動，以行動關懷弱勢群體。



#### 東涌長者探訪

一月份，「金朝陽義工隊」與東涌區內的家庭合作，探訪區內長者，為他們送上福袋。



#### 卡樂B慈善跑2019

我們響應致力為少數群體和弱勢社群提供就業機會的社會企業－「香港職業發展服務處」所舉辦的「卡樂B慈善跑2019」，透過參與慈善跑步比賽籌款，向員工推廣社會共融。



#### 情人節及母親節玫瑰花派發活動

為慶祝情人節及母親節，集團與「香港傷殘青年協會」轄下的社會企業「傷青花藝舍」攜手合作，透過製作花束為弱勢社群提供培訓和就業機會，並在節日期間向街上行人派發玫瑰花。







### 父親節曲奇派發活動



集團邀請專為智障人士提供就業機會的社會企業「匡智會」製作曲奇餅，作為父親節禮物送給客戶。



### 惜食堂義工活動

「金朝陽義工隊」參加「惜食堂」義工活動，協助處理食物，關懷本港弱勢社群。



### 奧比斯「步步獻光明」慈善步行2019

「金朝陽義工隊」參與奧比斯「步步獻光明」慈善步行2019，為眼疾患者募款。

### 漂書行動

為鼓勵香港人養成閱讀習慣，我們參與由「香港遊樂場協會」和「香港電台」(RTHK)舉辦的「漂書行動」，於「金朝陽中心二期 - Midtown」設置免費的閱讀共享區，供公眾分享閱讀。



環境、社會及管治報告



### 保良局賣旗日

「金朝陽義工隊」繼續為「保良局」籌款，支持社區及教育服務。



### 「故事家庭樂」鄰里發展計劃之 小豆芽故事會

「金朝陽義工隊」參與「離島婦聯」主辦的「故事家庭樂」鄰里發展計劃之小豆芽故事會，與東涌區內的小朋友講故事、玩遊戲和做手工。



### MIDTOWN夏日狂舞派工作坊

暑假期間，「金朝陽中心二期 — Midtown」夥拍「香港離島婦女聯會」(「離島婦聯」)和「Russ Dance Factory」舞蹈中心，為兒童提供免費的舞蹈課程。



### 2019年共融環境嘉許計劃

我們與「香港復康聯會」和「香港社會服務聯會」合作，邀請殘疾人士參觀我們旗下的物業，讓我們更了解殘疾人士的特殊需要，令集團旗下物業逐步走向無障礙。





### 愛心願望郵箱

集團與「愛心聖誕大行動」慈善基金合作推出「愛心願望郵箱」活動。於推廣期內，集團旗下 Soundwill Club 會員於「金朝陽中心」及「金朝陽中心二期－Midtown」消費任何金額，即可免費換領聖誕咭一張。我們邀請會員於賀咭寫上新年願望或目標，並協助他們寄出。每寄出一張聖誕咭，金朝陽集團會捐贈一元予「愛心聖誕大行動」慈善基金。

### 慈善捐款

報告期內，金朝陽透過捐款和贊助協助不同受惠機構，當中包括社區服務組織、環保團體，以至傑出的年輕運動員：

受惠機構	活動名稱
綠領行動	<ul style="list-style-type: none"> <li>利是封回收重用大行動2019 — 利是封贊助</li> <li>香港ESG報告大獎</li> <li>月餅盒回收計劃2019</li> <li>紙包飲品盒回收計劃2019/2020</li> </ul>
匡智會	<ul style="list-style-type: none"> <li>父親節曲奇派發活動</li> <li>中秋節月餅派發活動</li> </ul>
香港職業發展服務處	<ul style="list-style-type: none"> <li>卡樂B慈善跑2019</li> </ul>
傷青花藝舍(香港傷殘青年協會轄下的社會企業)	<ul style="list-style-type: none"> <li>情人節玫瑰花派發活動</li> <li>母親節玫瑰花派發活動</li> </ul>
香港離島婦女聯會	<ul style="list-style-type: none"> <li>商界展關懷</li> </ul>
康樂及文化事務署	<ul style="list-style-type: none"> <li>第二屆全國青年運動會</li> </ul>
奧比斯	<ul style="list-style-type: none"> <li>奧比斯「步步獻光明」慈善步行2019</li> </ul>
保良局	<ul style="list-style-type: none"> <li>保良局便服日</li> </ul>
香港基督少年軍	<ul style="list-style-type: none"> <li>慈善跑•慈善行2019</li> </ul>
香港社會服務聯會	<ul style="list-style-type: none"> <li>2019年共融環境嘉許計劃</li> </ul>
港區婦聯代表聯誼會	<ul style="list-style-type: none"> <li>一般籌款</li> </ul>
海怡半島婦女聯合會	<ul style="list-style-type: none"> <li>一般籌款</li> </ul>
香港公益金	<ul style="list-style-type: none"> <li>公益行善「折」食日2019</li> </ul>



環境、社會及管治報告

## 獎項及嘉許

金朝陽一直視履行企業公民責任為集團文化的重要部分，並將社區關懷的精神植入企業文化之中。集團已連續第八年獲「香港社會服務聯會」頒發「商界展關懷」榮譽，足證集團多年來回饋社會所付出的努力。

此外，集團榮獲多項嘉許，以表揚集團過去一年於社區參與的付出：



香港社會服務聯會



香港青年協會



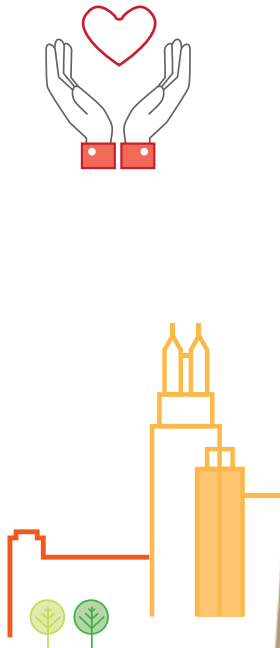
香港生產力促進局



建造業議會



企業及社區伙伴合作獎



香港離島婦女聯會



「故事家庭樂」鄰里發展計劃

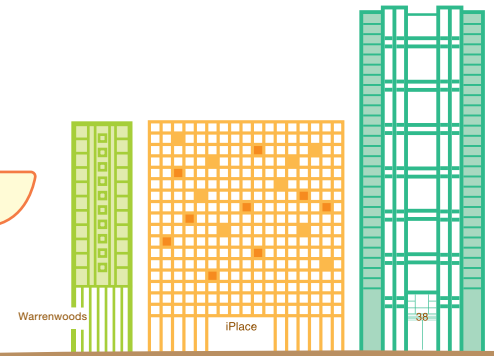


香港離島婦女聯會

「工業獻愛心」表揚計劃



香港工業總會





環境、社會及管治報告



## 關愛員工

金朝陽深信關愛員工是實現可持續營運和發展的成功關鍵。在「以人為本」的企業文化下，集團致力維護員工的權利、個人發展和福祉。

### 僱傭措施

作為一個提倡平等機會的僱主，集團致力營造公平及相互尊重的工作環境。我們已制定公平公正的招聘政策，不論性別、年齡、種族或宗教背景，所有員工都會受到平等的僱傭機會。

集團的基本薪金和薪酬待遇基於公平原則，同時參考勞工市場走勢，以維持我們的市場競爭力。集團嚴格遵守所有相關的僱傭法例，確保薪金水平符合本地僱傭法律和法規。年內未有違反香港勞工法例或相關法律及法規而被檢控的個案。

集團亦高度重視基本人權，並禁止任何形式的非法勞工和不道德的僱傭行為。集團的人力資源及行政部（「人力資源部」）負責核實所有求職者的年齡和有效的工作許可證，報告期內並無發現任何強制勞工或僱用童工的違規情況。如發生此類事件時，集團應根據本地僱傭法律法規補償員工。

另外，集團對工作場所內發生任何形式的騷擾、歧視或暴力採取零容忍態度，並設有舉報機制予員工舉報任何此類違規行為。報告期內未有任何違規情況。

### 專業發展

我們深信，集團的成功全賴一眾員工。因此，我們會根據員工的部門、職位和工作環境，為他們提供量身定制的培訓和專業發展機會。

年內，我們的員工參加了多項專業課程。內容涵蓋商業道德、消防安全、樓宇安全與保養、職業健康與安全，以及環境保護等主題：

#### 主題

#### 培訓概要

#### 樓宇安全



集團員工參加了「屋宇署」舉辦的「樓宇安全周2019」，加深他們對樓宇安全和有關維修保養工作的認識，有助集團於日常營運中樹立安全文化。

## 主題

## 培訓概要

## 環境保護



透過參與「2019香港環境卓越大獎」，我們的員工了解更多關於環境管理的最佳實踐方法，並有機會學習其他優秀公司的創新環保理念。

## 減少廢棄物



「環境保護署」和「環境及自然保育基金減廢項目審查小組委員會秘書處」合辦「藉都市固體廢棄物收費達致減廢的社區參與項目」。集團員工參加了有關簡介會暨經驗分享會，與在場其他公司和非政府組織就減廢展開建設性對話。通過一系列培訓課程和研討會，員工亦從中了解減廢的最佳方法和相關知識。

## 節約能源



為響應政府推出的「氣候變化香港行動」，我們的員工參加了由「環境局」和「機電工程署」舉辦的工作坊，涵蓋《節能約章2019》和4Ts約章。培訓工作坊讓員工採用最佳的節能方法，並在集團業務營運中推動節約能源。

## 員工福祉

為履行對員工福祉的承諾，集團努力維持安全健康的工作環境，令每位員工得到保障。集團定期安排入職和安全培訓，提高員工對工作場所的安全意識。為向員工灌輸安全意識，我們亦會定期進行緊急救援演習，防止工傷意外或事故發生。

報告期內，集團遵行所有相關職業健康與安全的法律及法規，未有任何因工作關係而死亡的個案。集團務求逐步提高工作場所的安全水平，以減低工傷率。

集團關注員工身心健康，除實行五天工作周，我們亦為員工提供舒適的工作環境，讓員工兼顧工作責任的同時，亦可享受家庭生活。我們亦促進員工健康，推廣健康生活，如參與戒煙計劃，以支持無煙工作間。

環境、社會及管治報告

## 建立團隊精神

集團致力營造富凝聚力的團隊文化，加強員工的生產力和歸屬感。為此，我們推行了各類活動和措施，以促進員工之間的有效溝通，並慶祝共同努力的成果。

除了使用公司的內聯網分享集團的最新消息，集團企業傳訊部亦於年內開始發佈季度員工通訊，向員工分享有關環保、福利、義工活動和員工活動的資訊。

集團年內舉辦多項員工活動，務求建立互助融洽的工作環境：

### 員工家庭同樂日



### 每月員工生日會



九龍樂善堂「愛•無煙」前線  
企業員工戒煙計劃



聖誕聯歡會



## 獎項及嘉許

集團年內榮獲多項殊榮及嘉許，以表揚集團對員工關懷備至：

### 「友商有良」 嘉許計劃2019



香港中小型企業總商會

### 開心企業2019



香港生產力促進局

### 「愛•無煙」前線企業員工 戒煙計劃2019



九龍樂善堂

### 積金好僱主



強制性公積金計劃  
管理局



## 與顧客展開互動

### 顧客滿意度

集團致力提供優質的物業和相關管理服務。在每個單位正式交付前，我們專業的交樓團隊會進行全面的檢驗，確保單位的安全和質素。

集團亦為新客戶提供全面的兩年維修保證及可靠的售後服務。除此之外，我們的樓宇管理團隊會提供以下物業管理服務，以確保物業保持最佳狀況和安全水平：

#### 維修及保養



經驗豐富的工程師隨時候命，提供24小時技術支援，務求提供日常維護，並在最短時間內進行緊急維修

#### 安全及保安



訓練有素的保安人員進行日常巡邏工作，同時檢查物業是否有任何損毀，確保大廈狀況良好

#### 清潔及環境衛生



專業清潔人員為旗下所有物業提供全面的清潔服務

## 環境、社會及管治報告

為秉承「以客為本」的服務文化，我們已制定一套顧客服務守則和操作程序，概述了我們對提供優質服務的期望。

我們相信顧客的意見有助我們提供卓越服務。因此，我們會以專業的方式處理顧客的意見和查詢，並會由相關部門即時跟進。我們亦會定期進行評估，以進一步改進。期內，我們並無接獲任何重大的投訴。

我們於年內進行意見調查，以收集顧客意見，並衡量顧客滿意度。調查結果有助我們密切監察顧客體驗，以及制定策略以改進服務。

集團重視顧客的意見，會定期檢討服務質素，並不斷推陳出新，旨在滿足顧客的期望。

### 資料保障及知識產權

我們謹慎地保護機密數據和信息，並已建立內部程序，以保障客戶資料不會在未經授權下遭入侵。我們亦嚴格要求員工在收集、處理、使用和披露客戶的機密和敏感信息時遵守此程序。

此外，我們尊重並了解到知識產權於集團內的重要性。為確保嚴格遵守相關法律法規，我們已委派資訊科技部進行定期監察和檢查，避免非法使用未經授權的電腦軟件。

報告期內，未有發生任何因違反產品責任或與隱私有關的法律而受到起訴的案件。



## 保護環境

### 環境管理

集團一直貫徹可持續發展的原則，並不斷改善環境保護方面的工作。我們的環境政策列明集團在整個業務營運中管理環境足跡的方法和承諾。集團將致力：

- 全面遵守所有有關環保的法律和法規；
- 更有效地管理資源；
- 盡可能考慮綠色採購；
- 選用具環保意識和遵循環保做法的供應商和分判商；
- 積極向員工、合作夥伴和公眾推廣環保意識；及
- 監察和匯報業務運作上的環保表現。

在整個報告期內，我們遵守了所有相關的環保法律和法規。同時，我們的「環境、社會及管治委員會」和節能團隊亦採取一系列措施，以維持集團內部的環境管理工作。

此外，集團在工作場所積極推廣「綠色辦公室」文化。「綠色辦公室指引」的重點如下：

- 關閉閒置電燈和電子設備，以節省能源；
- 鼓勵員工乘坐公共交通工具以減少個人碳足跡；
- 支持4R環保原則：負責任採購(responsible procurement)、減少使用(reducing)、物盡其用(reusing)和循環再造(recycling)，改善廢棄物管理措施，並以最大限度提高資源的使用效率；
- 採購有利環境和社會的辦公室用品；
- 於辦公室推廣環保意識；及
- 持續改善綠色辦公室的措施。

### 能源消耗及廢氣排放

集團的能源消耗和溫室氣體排放主要來自我們的樓宇和總部辦公室的日常營運。為此，集團專注優化樓宇的耗電量，以減少我們的碳足跡。

「環境、社會及管治委員會」及節能團隊會定期收集數據，以監察和分析集團的耗電量。此舉有助檢討和改善減排目標，並制定能源管理的策略。

耗電量及溫室氣體排放量概覽				
耗電量				
旗下物業	單位	二零一九年	二零一八年	百分比變化
金朝陽中心	千個千瓦時	2,951.29	3,962.12	-25.51%
金朝陽中心二期 – Midtown	千個千瓦時	1,280.27	1,262.19	+1.43%
曠巒	千個千瓦時	407.12	421.10	-3.32%
尚巒	千個千瓦時	363.89	354.57	+2.63%
iPLACE	千個千瓦時	362.01	366.70	-1.28%
總用量	千個千瓦時	5,364.58	6,366.68	
總密度 <sup>(附註1)</sup>	千個千瓦時/ 樓面總面積(平方米)	0.093	0.111	-15.74%

溫室氣體排放量 <sup>(附註2)</sup>				
旗下物業	單位	二零一九年	二零一八年	百分比變化
金朝陽中心	噸二氧化碳當量	2,390.54	3,169.70	-24.58%
金朝陽中心二期 – Midtown	噸二氧化碳當量	1,037.02	1,009.75	+2.70%
曠巒	噸二氧化碳當量	329.77	336.88	-2.11%
尚巒	噸二氧化碳當量	294.75	283.66	+3.91%
iPLACE	噸二氧化碳當量	181.00	187.02	-3.22%
總排放量	噸二氧化碳當量	4,233.08	4,987.01	
總密度 <sup>(附註1)</sup>	噸二氧化碳當量/ 平方米	0.074	0.087	-15.12%

附註1：五個物業的樓面總面積為57,556平方米。

附註2：集團僅產生範圍2的溫室氣體排放，即指辦公室總部和旗下管理物業外購電力所產生的間接碳排放。已披露的溫室氣體排放數據均根據由各電力供應商報告的適用排放因子所修改及整合而成。



## 環境、社會及管治報告

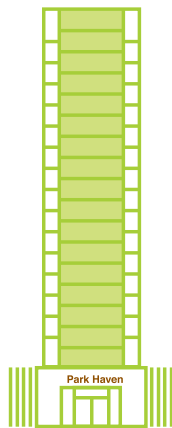
集團於旗下管理的物業採取節能措施，因此報告期內的總耗電量和溫室氣體排放量比上一年減少了百分之十五以上。「金朝陽中心二期 — Midtown」和「尚巒」的耗電量數據略有增加。由於「金朝陽中心二期 — Midtown」於報告期內出租率增加，導致人流上升，耗電量因而略有上升。至於尚巒，集團延長游泳池水泵的操作時間，以確保池水質素，並安裝外部照明設備以改善街道照明狀況和能見度，導致本年內的耗電量增加了百分之三點九。

由於其他樓宇的耗電量和碳排放量均有所減少，我們將仔細留意和審查「金朝陽中心二期 — Midtown」和「尚巒」的消耗模式，並制定相應的能源目標和計劃。

為向員工、顧客和公眾推廣節能的重要性，集團積極與政府各部門和非政府組織合作，報告期內的重點包括：

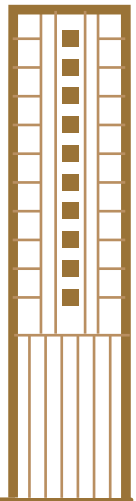
### 《戶外燈光約章》獎勵計劃2019 — 金獎

「環境局」向「曦巒」及「尚巒」頒發「2019年《戶外燈光約章》」金獎，以表揚集團一直響應在非繁忙時間關閉戶外燈光裝置，減少能源浪費，節省資源。



### 無冷氣夜2019

為推廣明智使用冷氣及低碳生活，「尚巒」積極參與由「環保觸覺」舉辦的「無冷氣夜2019」，參與率達百分之五十以上。



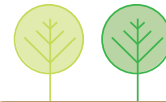
### 地球一小時2019

我們參與了「世界自然基金會」舉辦的「地球一小時2019」，集團旗下物業響應活動關燈一小時，以推動節能和減少碳足跡。



### 「不要鎢絲燈泡」節能約章2019

我們致力推動綠色照明，以節約能源並應對氣候變化。「尚巒」和「金朝陽中心」已簽署由政府推出的《「不要鎢絲燈泡」節能約章2019》。



### 節能約章2019

為響應政府的「氣候變化香港行動」，「金朝陽中心」和「曦巒」已簽署《節能約章2019》，承諾於旗下物業的日常營運和維修工作中積極推廣節約能源，並向租戶、顧客和公眾分享節能方法。

集團明白空氣質素對公眾健康和環境的影響。就報告範圍所述的集團主要業務不會產生大量空氣污染物，例如氮氧化物（「NOx」）、硫氧化物（「SOx」）和顆粒物（「PM」）。然而，我們仍致力於改善空氣質素，並監控旗下物業的相關排放。我們亦會定期檢查和評估物業的室內空氣質素。集團的努力備受肯定，「金朝陽中心」和「曦巒」分別獲頒「室內空氣質素檢定計劃證書（良好級）」。我們將繼續減少業務營運過程中所排放的空氣污染物，以減輕對健康和環境的潛在風險。

環境、社會及管治報告

## 耗水量及廢水管理

集團致力減少旗下物業的耗水量及提高水資源的使用效率。除了安裝感應裝置和自動關閉的水龍頭外，我們亦為物業進行定期檢查，發掘更多節約用水的方法。

就報告範圍所述的集團主要業務不會產生大量廢水，但我們有透過一系列計劃提高相關意識，竭力推動水資源管理和改善廢水管理。集團會定期監測和檢查旗下物業的排水系統，確保廢水排放符合本地環境標準。我們亦不斷努力尋找機會，以改善往後的廢水管理。

耗水量概覽(附註1)(附註2)				
旗下物業	單位	二零一九年	二零一八年	百分比變化
金朝陽中心(附註3)	立方米	27,671	29,175	-5.16%
金朝陽中心二期 — Midtown	立方米	5,507	7,047	-21.85%
曦巒	立方米	1,024	1,165	-12.10%
尚巒	立方米	1,192	1,157	+3.03%
iPLACE	立方米	7,604	7,592	+0.16%
總用量	立方米	42,998	46,136	-6.80%
總密度(附註4)	立方米/平方米	0.747	0.802	

附註1：相關數據因輕微調整數據收集和計算方法而略有更改。集團秉持「一致性」匯報原則，會就任何數據調整或修訂作出匯報。

附註2：已披露的用水量數據均根據於年內收到的水費單整合而成。

附註3：於二零一九年年末，政府提供補貼免除部分水費和排污費，導致水務署延遲發出水費單。因此，二零一九年所披露的耗水數據由實際水費單上顯示的數據以及預計數據組合而成。

附註4：五個物業的樓面總面積為57,556平方米。

年內，樓宇管理團隊經常與「尚巒」的業主委員會溝通，進一步加強住戶的生活體驗並維持樓宇狀況。得悉住戶的擔憂，樓宇管理團隊實施積極進取的管理服務，例如：增加灌溉頻率以保持宜人的綠化環境、維修和清潔排水系統及游泳池，「尚巒」的耗水量因而增加百分之三。

## 廢棄物管理

集團深明減少環境足跡的重要性，因此按照4R環保原則：負責任採購(responsible procurement)、減少使用(reducing)、物盡其用(reusing)和循環再造(recycling)，優化資源使用及管理廢棄物。

## 環境、社會及管治報告

為促進旗下物業的廢棄物回收，並減少廢棄物，我們設立相關回收設施以收集可回收的廢棄物。收集的回收物包括二手衣物、已使用的電池、利是封、廢棄電子產品、文具、節日裝飾品、膠樽、鋁罐和紙製品。年內，我們更策劃了各類不同活動，以教育顧客和員工進行廢棄物分類和回收利用。

我們正逐步將日常行政工作電子化，減少非必要的廢紙。為進一步推廣無紙辦公文化，我們支持了「世界綠色組織」舉辦的「惜紙行動」，並於辦公室實施各種減少紙張的措施。

集團除了優化資源使用，更會謹慎管理廢棄物。由樓宇產生的廢棄物會先在大樓內作分類並由合資格的承包商收集，以便妥善處理。

「環境、社會及管治委員會」及節能團隊正就樓宇管理業務方面積極尋找機會，以改善廢棄物管理措施，並以最大限度提高資源的使用效率。

廢棄物棄置及回收量概覽(附註1)(附註2)(附註3)			
旗下物業	單位	已棄置	已回收(附註4)
金朝陽中心(附註5)	公斤	221.60	6.74
金朝陽中心二期 — Midtown(附註5)	公斤	27.26	4.94
曦巒(附註6)	公斤	21,926.80	564.40
尚巒(附註6)	公斤	15,175.52	1,326.35
iPLACE(附註5)	公斤	49.35	0.03
廢棄物總量	公斤	37,400.53	1,902.46

附註1：報告期內，集團的樓宇管理及租賃業務並無產生任何有害廢棄物。

附註2：由於廢棄物對樓宇管理及租賃業務並非重要議題。因此，並沒有披露廢棄物密度數據。

附註3：已披露的廢棄物數據由承包商提供並由樓宇管理團隊收集所得。相關數據因輕微調整數據收集和計算方法而略有更改。集團秉持「一致性」匯報原則，會就任何數據調整或修訂作出匯報。

附註4：報告期內，已回收的廢棄物包括紙製品、紙板、膠樽和鋁罐。這些廢棄物於總部辦公室和旗下管理的物業中收集和處理。其他回收物品的數據則尚未披露，包括：衣物、已使用的電池、利是封、廢棄電子產品、文具、節日裝飾品和桃花樹。

附註5：「金朝陽中心」、「金朝陽中心二期 — Midtown」和「iPLACE」的相關數據指於公共地方，如大廈大堂，所收集之廢棄物。由於此等樓宇的公共地方空間有限，一般廢棄物棄置和回收物的數據較其他物業相對地低。

附註6：「曦巒」和「尚巒」的相關數據指於每個住宅樓層的垃圾箱和回收設施所收集之廢棄物。因此，一般廢棄物棄置和回收物的數據較其他樓宇相對地高。一般廢棄物棄置的重量以平均廢棄物密度和棄置量作估算。

環境、社會及管治報告

報告期內，我們亦參與了各類減廢及回收計劃：



### 惜紙行動2019

為減少使用紙張並推廣紙張回收，我們參與「世界綠色組織」舉辦的「惜紙行動2019」，減少於工作場所使用不必要的紙張，並張貼海報提高員工的意識。



### 金朝陽集團玩具回收計劃

「金朝陽中心」及「金朝陽中心二期 — Midtown」夥拍「玩具銀行」，設置回收點收集二手玩具和文具，使弱勢家庭受惠，同時鼓勵年輕人支持環保。



### 利是封回收重用大行動2019

「金朝陽中心」及「金朝陽中心二期 — Midtown」響應「綠領行動」舉辦的「利是封回收重用大行動2019」，於大堂免費派發「新生利是封」，並設置收集點收集及回收已使用的利是封，鼓勵大眾減少購買利是封，培養回收及重用「新生利是封」的習慣。



### 桃花回收計劃

集團夥拍「環境保護署」，於農曆新年後回收桃花，賦予桃花第二生命。我們亦鼓勵租戶捐出桃花，以便將桃花循環再造成覆蓋物及肥料。







### 「走塑有禮！」計劃

集團旗下Soundwill Club推出「走塑有禮！」計劃，讓顧客換領環保飲管和水瓶。活動不但鼓勵顧客在日常生活中自備餐具，更提升顧客的「走塑」意識。



### 充電池回收計劃

集團與「環境保護署」合作，支持「充電池回收計劃」，為旗下物業提供便利的收集箱，推動充電池回收和減少廢棄物。



### MIDTOWN X 綠領行動：月餅盒回收計劃

「金朝陽中心二期 — Midtown」響應「綠領行動」

舉辦的「月餅盒回收計劃」，設置回收箱，向社會傳達減少浪費食物的信息，並鼓勵公眾珍惜食物。



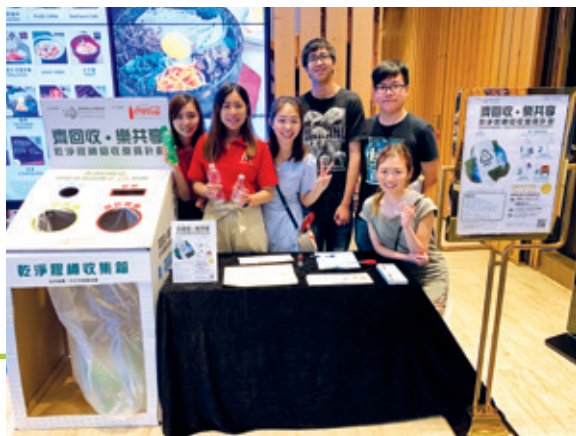
### MIDTOWN X 食德好月餅回收

我們簽署「食德好」惜食約章，承諾於「金朝陽中心二期 — Midtown」收集過剩月餅，並捐贈予有需要的家庭，減少食物浪費。





## 環境、社會及管治報告



## 「齊回收·樂共享」膠樽回收獎賞計劃

我們與「世界綠色組織」合作，推行「『齊回收·樂共享』膠樽回收獎賞計劃」。為提高大眾的關注，我們鼓勵顧客回收膠樽以換取現金回贈。

MIDTOWN X 綠領行動：  
紙包飲品盒回收計劃

「金朝陽中心二期 — Midtown」參與「綠領行動」的紙包飲品盒回收計劃，與大堂設置回收箱，為期半年。活動期間，更會定期設立教育攤位，向大眾宣揚環保。



## MIDTOWN X 綠行俠「GREEN XMAS妙用咖啡渣」工作坊

聖誕節前夕，集團與「綠行俠」於「金朝陽中心二期 — Midtown」舉辦「Green Xmas妙用咖啡渣」工作坊，鼓勵顧客創意重用咖啡渣，將咖啡渣製成肥皂，再包裝成精美禮品，令聖誕變得更有意義。

## 可持續採購

集團於採購辦公室或樓宇管理用品時，一向提倡可持續採購，並優先考慮對環境和社會負責的供應商或承包商。集團的合作夥伴都必須嚴格遵守所有有關環境保護和社會範疇的本地法律和法規。

集團優先使用環保和可持續的辦公室用品，當中包括：貼有「一級」能源標籤的電子設備和由森林管理委員會（簡稱「FSC」）認證的紙張，以及於樓宇使用的可生物降解雨傘膠袋和以再造紙製成的擦手紙。

集團會致力提高供應商和承包商對環境保護及資源節約的意識，了解兩者的重要性。

### 獎項及殊榮

「環境、社會及管治委員會」不斷努力將可持續發展與營運相結合，成績備受肯定，集團於報告期內獲得以下環保獎項：



利是封回收重用大行動2019

綠領行動



綠色辦公室獎勵計劃

世界綠色組織



### INNOESG 獎

社群創客基金、和富社會企業、香港聯合國教科文組織協會  
和平中心



環境、社會及管治報告

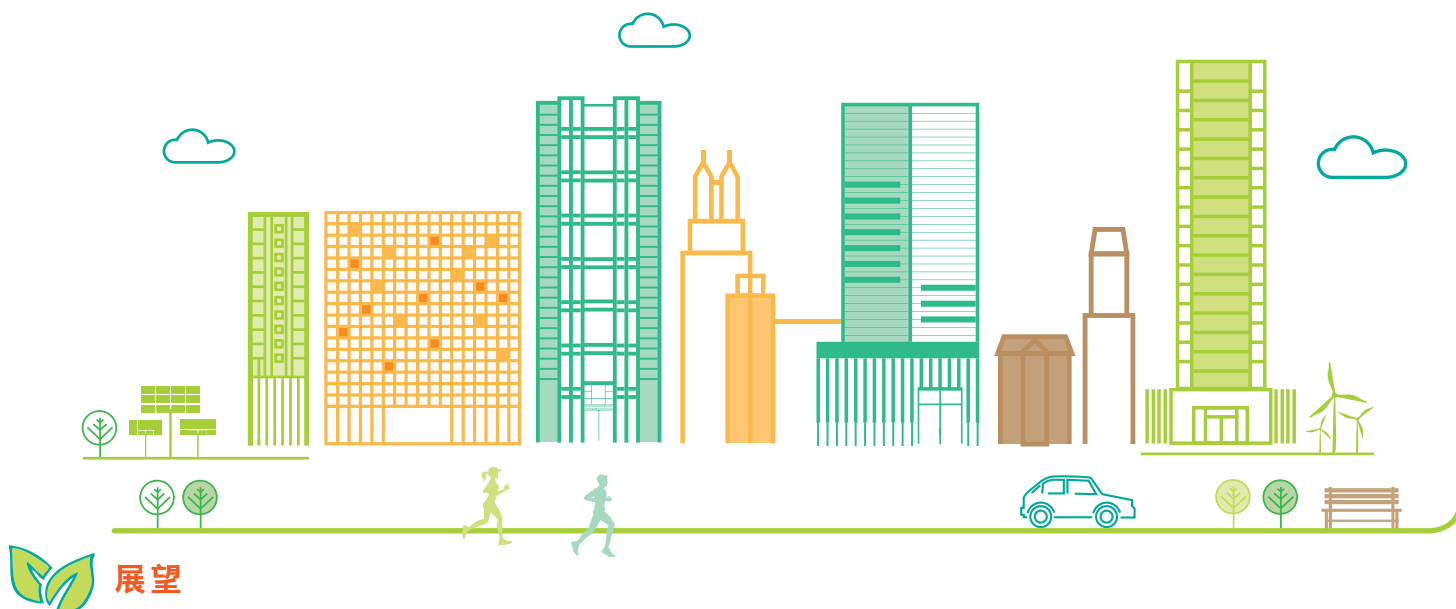


香港綠色機構認證  
— 減廢證書  
— 節能證書

環境運動委員會

香港綠色機構

環境運動委員會



## 展望

展望未來，集團將繼續發展成為對社會及環境負責的企業，作為實踐可持續發展承諾的一部分。我們將致力提升可持續發展方面的表現，並將其納入我們的日常營運中。為支持聯合國「可持續發展目標」的目標十三（氣候行動），集團會加強重視減輕氣候變化及其影響。因此，我們會不斷探索機會，評估與集團業務營運相關的氣候風險。同時，我們會積極與持份者合作，提高他們對氣候和其他可持續發展問題的認識。透過通力合作，集團預期可建設更一致和透明的可持續發展框架，為未來發展鋪路。



## 環境、社會及管治目錄索引

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A1	一般披露 (a) 政策	保護環境 120-130
	(b) 遵守對發行人有重大影響的相關法律及法規的資料	年內，本集團並無發現任何對本集團產生重大影響之相關法律及法規之不合規情況。 不適用
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A1.5	描述減低排放量的措施及所得成果	能源消耗及廢氣排放 121-123
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A2.5	製成品所用包裝材料的總量及(如適用)每生產單位佔量	集團並無使用任何包裝材料。 不適用
<b>A3 環境及天然資源</b>		
A3	一般披露	保護環境 120-130
A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	保護環境 120-130

## 環境、社會及管治報告

層面／描述／關鍵績效指標			聲明／部分	頁次
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		(b) 遵守對發行人有重大影響的相關法律及法規的資料	年內，本集團並無發現任何對本集團產生重大影響之相關法律及法規之不合規情況。	不適用
B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數		未有披露	不適用
B1.2	按性別、年齡組別及地區劃分的僱員流失比率		未有披露	不適用
<b>B2 健康與安全</b>				
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		(b) 遵守對發行人有重大影響的相關法律及法規的資料	集團遵行所有與樓宇管理及租賃業務有關的本地職業健康與安全法律及法規。年內，集團並無發生任何有關職業性危害的違規情況。	不適用
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B3.1	按性別及僱員類別劃分的受訓僱員百分比		未有披露	不適用
B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數		未有披露	不適用
<b>B4 勞工準則</b>				
B4	一般披露	(a) 政策	僱傭措施	116
		(b) 遵守對發行人有重大影響的相關法律及法規的資料	集團遵行所有與樓宇管理及租賃業務有關的本地勞工法律及法規。年內，集團並無發生任何有關僱用童工、強制勞工或其他非法勞工的違規情況。	不適用
B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工		僱傭措施	116
B4.2	描述在發現違規情況時消除有關情況所採取的步驟		未有披露	不適用



## 環境、社會及管治報告

層面／描述／關鍵績效指標	聲明／部分	頁次	
<b>B5 供應鏈管理</b>			
B5	一般披露	可持續採購	128
B5.1	按地區劃分的供應商數目	未有披露	不適用
B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	未有披露	不適用
<b>B6 產品責任</b>			
B6	一般披露 (a) 政策	與顧客展開互動	119–120
	(b) 遵守對發行人有重大影響的相關法律及法規的資料	集團遵行所有與樓宇管理及租賃業務有關的本地法律及法規。年內，本集團並無發現任何對本集團產生重大影響之相關法律及法規之不合規情況。	不適用
B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比	集團並無售出或運送任何產品。	不適用
B6.2	接獲關於產品及服務的投訴數目以及應對方法	顧客滿意度	119–120
B6.3	描述與維護及保障知識產權有關的慣例	資料保障及知識產權	120
B6.4	描述質量檢定過程及產品回收程序	顧客滿意度	119–120
B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法	資料保障及知識產權	120
<b>B7 反貪污</b>			
B7	一般披露 (a) 政策	企業管治	106–107
	(b) 遵守對發行人有重大影響的相關法律及法規的資料	集團遵行所有與樓宇管理及租賃業務有關的本地法律及法規。年內並無任何形式的貪污違規情況。	不適用
B7.1	於年內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	企業管治	106–107
B7.2	描述防範措施及舉報程序，以及相關執行及監察方法	企業管治	106–107
<b>B8 社區投資</b>			
B8	一般披露	回饋社會	110–115
B8.1	專注貢獻範疇	回饋社會	110–115
B8.2	所動用資源	回饋社會	110–115



## 董事會報告

金朝陽集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然呈報本公司及其附屬公司(「本集團」)截至二零一九年十二月三十一日止年度之董事會報告及經審核綜合財務報表(「綜合財務報表」)。

### 業務回顧

本集團於二零一九年度的業務回顧載於下列各頁：

- (1) 主席報告載於第76至77頁；
- (2) 業務回顧及展望載於第80至87頁；及
- (3) 管理層討論及分析載於第88至90頁。

### 主要業務

本公司主要業務為投資控股。附屬公司主要業務包括在香港經營物業發展、物業租賃及提供樓宇管理服務及在中華人民共和國(「中國」)經營物業發展。附屬公司之其他詳情載於綜合財務報表附註35。

### 業績及股息

本集團截至二零一九年十二月三十一日止年度之業績和本集團及本公司於該日之財政狀況載於綜合財務報表內第152至308頁。

董事會建議派發截至二零一九年十二月三十一日止年度之末期股息每股港幣0.20元(二零一八年：港幣0.20元)及不派發特別股息(二零一八年：無)，惟須待股東於二零二零年五月二十八日(星期四)舉行之應屆股東週年大會上批准後，方告作實。末期股息將於二零二零年六月十八日(星期四)或前後派發予於二零二零年六月四日(星期四)名列股東名冊之股東。

### 物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註18。

### 附屬公司

本集團各主要附屬公司之詳情載於綜合財務報表附註35。

### 借貸

本集團於報告日期之借貸詳情載於綜合財務報表附註27。

### 股本

本公司股本於年內之變動詳情載於綜合財務報表附註29。

### 儲備

本集團及本公司於年內之儲備變動詳情分別載於第160至163頁之綜合權益變動表及綜合財務報表附註30。

## 股票掛鈎協議

本公司於截至二零一九年十二月三十一日止財政年度並無訂立任何股票掛鈎協議。

## 持有之主要物業／主要發展中物業

本集團持有之主要物業及本集團之主要發展中物業之詳情分別載於第141及142頁。

## 五年財務摘要

本集團於過去五個財政年度之業績、資產及負債摘要載於第143頁。該摘要不構成綜合財務報表之一部分。

## 董事

年內及截至本報告日期之董事如下：

### 執行董事：

傅金珠女士(主席)

陳慧苓小姐

謝偉衡先生(自二零一九年九月一日起獲委任)

### 獨立非執行董事：

陳啟能先生

浦炳榮先生

吳志強先生

按本公司之公司細則(「公司細則」)第86(2)條之規定，於二零一九年九月一日獲委任謝偉衡先生僅任職至應屆股東週年大會(「股東週年大會」)。

按公司細則第87(1)條之規定，傅金珠女士及陳啟能先生將於股東週年大會告退。

上述董事均符合資格並願意於股東週年大會上膺選連任。

根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條，本公司已收到每名獨立非執行董事之年度獨立確認書。本公司認為所有獨立非執行董事均屬獨立。

## 董事在交易、安排或合約中佔有重大利益

除於本報告及綜合財務報表附註37「關聯人士交易」所披露者外，於本財政年度內概無訂立或存續本公司董事或與他／她之有關聯的實體直接或間接於對本集團業務有重大影響的交易、安排或合約中擁有重大利益。

## 董事之服務合約

本公司之獨立非執行董事並無固定任期，但須根據公司細則輪流退任。

於二零一九年十二月三十一日，概無擬於股東週年大會上重選連任之董事與本公司訂立本公司不作賠償(法定賠償除外)則不可於一年內終止之服務合約。

## 董事會報告

**董事及行政總裁於本公司及其相聯法團股份及相關股份之權益及淡倉****1. 董事於本公司之權益**

於二零一九年十二月三十一日，本公司董事及行政總裁於本公司及其相聯法團(定義見證券及期貨條例(香港法例第571章)(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉)；或(ii)須記入本公司根據證券及期貨條例第352條所存置之登記冊；或(iii)根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

**於股份及相關股份之好倉：**

董事姓名	身份	擁有權益之 普通股數目	佔本公司 總發行股份之 概約百分比
傅金珠	實益擁有人及信託受益人	208,426,130 <sup>(附註1)</sup>	73.57%
陳慧苓	信託受益人	208,329,528 <sup>(附註2)</sup>	73.53%

**附註1：** 傅金珠女士(「傅女士」)被視為在合共208,426,130股本公司股份中擁有權益：(i)傅女士個人持有96,602股本公司股份；(ii) Ko Bee Limited (「Ko Bee」)持有205,943,528股本公司股份，而Ko Bee之全部已發行股本由全權信託(「該信託」)持有。傅女士為該信託之受益人；及(iii) Ko Bee全資擁有之公司Full Match Limited (「Full Match」)持有2,386,000股本公司股份。

**附註2：** 陳慧苓小姐(「陳小姐」)被視為在208,329,528股本公司股份中擁有權益。陳小姐為該信託之受益人。

董事會報告

## 2. 董事於相聯法團之權益

董事姓名	相聯法團名稱	身份	所持股份數目及類別	持股百分比
傅金珠	Ko Bee Limited	信託受益人	1股普通股	100% (附註3)
陳慧苓	Ko Bee Limited	信託受益人	1股普通股	100% (附註3)
傅金珠	Full Match Limited	受控制法團權益及 信託受益人	1股普通股	100% (附註3)
陳慧苓	Full Match Limited	受控制法團權益及 信託受益人	1股普通股	100% (附註3)

附註3： Ko Bee之全部已發行股本由該信託持有。Full Match之全部已發行股本由Ko Bee持有。傅女士及陳小姐均為該信託之受益人。

除上文所披露者外，於二零一九年十二月三十一日，本公司董事及行政總裁概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據證券及期貨條例有關條文被當作或視為擁有之權益及淡倉)；或(ii)須記入本公司根據證券及期貨條例第352條所存置之登記冊；或(iii)根據標準守則須知會本公司及聯交所之任何權益或淡倉。

董事會報告

## 主要股東於本公司股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，以下人士(本公司董事或行政總裁除外)於本公司股份或相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊內之5%或以上權益或淡倉：

### 1. 股份好倉

股東名稱	身份	股份數目	持股概約百分比
Century Pine (PTC) Limited	信託受託人	208,329,528 <sup>(附註1及4)</sup>	73.53%
Ko Bee Limited	實益擁有人及 受控制法團權益	208,329,528 <sup>(附註1及4)</sup>	73.53%

附註4： Ko Bee最終由Century Pine (PTC) Limited 作為傅女士及彼之家族成員(包括身為本公司執行董事的陳小姐)之受託人為該信託持有。

除上文所披露者外，於二零一九年十二月三十一日，本公司並不知悉任何人士(本公司董事及行政總裁除外，其權益載於上述「董事及行政總裁於本公司及其相聯法團股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉。

## 董事購買股份及債券之權利

除上文所披露者外，本公司根據證券及期貨條例第XV部須存置之登記冊內，於截至二零一九年十二月三十一日止年度內任何時間，並無記錄向其任何本公司董事或行政總裁或彼等之配偶或十八歲以下子女授予可認購本公司股權或債務證券之權利，而彼等亦無行使任何該等權利；且本公司、其控股公司或其任何附屬公司亦無作出任何安排，致使任何該等人士可購入於任何其他法人團體之任何該等權利。

## 董事於競爭業務中的權益

年內，未有任何董事擁有與本集團業務直接或間接構成競爭或可能構成競爭的任何業務的權益。

## 主要風險及不確定性

本集團在其業務及營運上面對著各種風險。通過內部控制制度及程序，本公司已採取合理措施，確保對顯著風險進行監測，並沒有對本集團的業務及表現產生不利影響。相關的風險在持續的基礎上進行管理。本集團面對著的主要風險及不確定性之非詳盡清單載列如下：

### 1. 市場風險

本集團的收入主要來自香港。整體經濟及房地產市場的情況可能對本集團的財務業績及情況造成顯著影響。



## 2. 合規風險

本集團的業務需要符合本地及海外的法律(包括中國、百慕達、開曼群島及英屬維爾京群島)及法規，包括但不限於物業銷售、管理及建設，以及公司及證券法。本集團已不斷監測對本集團有顯著影響的相關法律及法規之合規。

## 3. 建築風險

本集團亦從事建築業務。本集團須確保它可以及時根據有關時限，在成本控制及遵守質量及規格下完成建築項目。某些因素可能對營運產生不利影響，包括勞動力、設備及／或物資短缺；與承包商及分包商的糾紛；不利或惡劣的天氣條件；事故及政府政策及慣例的變化。一個或多個因素的出現，可潛在性延遲完成建設項目；導致成本超支及／或導致盈利確認推遲到隨後的財政年度。

## 允許賠償

根據公司細則第166(1)條規定，除其他外，本公司之每一董事及其他主管人員，如在其各自的職務及相關事宜履行其職務或據稱職務時引致或遭受或因進行、執行或遺漏任何行動而導致之所有訴訟、訟費、費用、損失、損害及開支，應由本公司提供補償並擔保其不受損害，董事會並應以本公司之資產和盈利支付之；除非前述各項系因其本身欺詐或不誠實而導致。

在這方面，本公司已經於年度內為董事及主管人員安排董事及主管人員之責任保險。

## 關連交易

年內，本集團並無訂立任何關連交易。本公司確認已符合上市規則第14A章有關「關連交易」的披露規定刊發公佈。

## 主要客戶及供應商

年內，本集團約21% (二零一八年：22%)之採購額來自本集團最大供應商，而本集團約43% (二零一八年：44%)之採購額來自本集團五大供應商。

年內，本集團約12% (二零一八年：12%)之收益來自本集團最大客戶，而本集團約25% (二零一八年：26%)之收益來自本集團五大客戶。

各董事、彼等之聯繫人或就董事所知擁有本公司已發行股份超過5%之本公司任何股東均無擁有本集團五大供應商或客戶任何權益。

## 環境政策及績效

本集團堅定地致力於每個業務環節所須承擔的社會責任。在房地產開發，集團的目標是有效地利用材料及資源。本集團的樓宇管理部提倡環保意識，並採取措施節約能源，確保資源的有效利用。本集團已成立由人力資源及行政、企業傳訊、財務及法律部門的員工組成之工作組，致力建立及加強其環境政策、程序及績效。

董事會報告

## 購買、出售或贖回本公司上市證券

年內，概無本公司或其任何附屬公司購買、出售或贖回本公司任何上市證券。

## 優先購股權

公司細則或百慕達法例並無有關優先購股權之規定，致使本公司須向現有股東按比例發行新股。

## 足夠公眾持股量

根據本公司可公開取得之資料及就董事所知，已確定本公司股份於本報告日期於市場上有足夠公眾持股量。

## 核數師

執業會計師德勤•關黃陳方會計師行(「德勤」)將會退任，而在本公司股東週年大會上將會提呈有關續聘德勤為本公司核數師之決議案，以續聘德勤為本公司核數師。

## 股東週年大會

股東週年大會將於二零二零年五月二十八日(星期四)舉行，股東週年大會通告將按上市規則規定的方式刊登及寄發。

## 暫停辦理股份過戶登記

股份過戶登記將於以下時段暫停：

- (a) 為釐定出席本公司股東週年大會並於會上投票之資格，本公司將於二零二零年五月二十五日(星期一)至二零二零年五月二十八日(星期四)(首尾兩日包括在內)暫停辦理股份過戶登記，期間不會登記任何股份轉讓。為有權出席股東週年大會並於會上投票，所有已填妥股份過戶表格連同有關股票，必須於二零二零年五月二十二日(星期五)下午四時三十分前送達本公司於香港之股份過戶登記分處卓佳標準有限公司辦理登記手續，地址為香港皇后大道東183號合和中心54樓。
- (b) 為釐定獲派截至二零一九年十二月三十一日止年度擬派末期股息之權利，本公司將於二零二零年六月三日(星期三)至二零二零年六月四日(星期四)(首尾兩日包括在內)暫停辦理股份過戶登記，期間不會登記任何股份轉讓。為符合資格享有末期股息，所有已填妥股份過戶表格連同有關股票，必須於二零二零年六月二日(星期二)下午四時三十分前送達本公司於香港之股份過戶登記分處卓佳標準有限公司辦理登記手續，地址為香港皇后大道東183號合和中心54樓。

代表董事會

主席

**傅金珠**

香港，二零二零年三月二十七日

## 於二零一九年十二月三十一日持有之主要物業

地點	總樓面面積約數 (平方呎)	本集團應佔權益	土地用途	租賃年期
金朝陽中心 香港銅鑼灣羅素街38號	245,100	100%	商業	長期契約
金朝陽中心二期—Midtown 香港銅鑼灣登龍街1至29號	218,000	100%	商業	長期契約
諾士佛臺十號 香港尖沙咀諾士佛臺10至11號	114,000	100%	商業	長期契約
THE SHARP 香港銅鑼灣雲東街11至13號及 耀華街1至1A號地下至二樓	4,500	100%	商業	長期契約
啟光商業大廈 香港灣仔駱克道332至334號	33,000	100%	商業	長期契約

## 於二零一九年十二月三十一日之主要發展中物業

地點	總樓面面積約數 (平方呎)	本集團應佔權益	項目狀況	預計完成日期
雋琚 香港大坑重士街8號	65,300	20.24%	已獲得入住 許可證	—
香港葵涌打磚坪街105至113號	190,000	100%	在建築中	二零二一年 下半年
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%	已取得建設 工程竣工驗收 證明文件	—
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%	已取得建設 工程竣工驗收 證明文件	—
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%	在建築中	二零二零年 上半年
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%	已取得建設 工程竣工驗收 證明文件	—
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%	已取得建設 工程竣工驗收 證明文件	—
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%	已取得建設 工程竣工驗收 證明文件	—

## 五年財務摘要

以下為金朝陽集團有限公司及其附屬公司過去五個財政年度之綜合業績及綜合資產與負債之摘要，節錄自己公佈之經審核財務報表，並已就採納經修訂／經修改香港財務報告準則視情況而重列。本摘要不屬於經審核綜合財務報表。

### 綜合業績

	二零一九年 港幣千元	二零一八年 港幣千元	二零一七年 港幣千元	二零一六年 港幣千元	二零一五年 港幣千元
收益(來自持續經營及已終止業務)	<b>733,872</b>	980,398	2,224,996	1,627,921	540,491
除所得稅開支前溢利	<b>272,364</b>	719,268	1,302,770	3,103,193	23,075
所得稅開支	<b>(54,689)</b>	(54,414)	(101,174)	(242,483)	(67,172)
年內溢利／(虧損)	<b>217,675</b>	664,854	1,201,596	2,860,710	(44,097)
本公司擁有人應佔年內溢利／(虧損)	<b>217,782</b>	671,592	1,200,781	2,824,747	(52,604)
非控股權益	<b>(107)</b>	(6,738)	815	35,963	8,507
	<b>217,675</b>	664,854	1,201,596	2,860,710	(44,097)

### 綜合資產與負債

	二零一九年 港幣千元	二零一八年 港幣千元	二零一七年 港幣千元	二零一六年 港幣千元	二零一五年 港幣千元
非流動資產	<b>21,375,608</b>	20,680,068	19,717,057	17,931,861	15,746,117
淨流動資產	<b>1,088,643</b>	388,706	284,777	1,220,208	861,993
非流動負債	<b>(1,858,715)</b>	(612,555)	(107,886)	(149,368)	(76,953)
非控股權益	<b>(14,661)</b>	(15,055)	(35,861)	(31,685)	(277,674)
本公司擁有人應佔權益	<b>20,590,875</b>	20,441,164	19,858,087	18,971,016	16,253,483
資本負債比率*	<b>9%</b>	8%	8%	9%	13%

\* 以借貸總額除以權益總額之百分比呈列



# 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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## 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		<b>201,567</b>	440,358
Rental income	租金收入		<b>532,305</b>	540,040
Total revenue	總收益	6	<b>733,872</b>	980,398
Cost of sales	銷售成本		<b>(128,918)</b>	(251,303)
Gross profit	毛利		<b>604,954</b>	729,095
Other income and losses	其他收入及虧損	7	<b>53,387</b>	47,619
Selling expenses	銷售費用		<b>(6,272)</b>	(11,935)
Administrative expenses	行政費用		<b>(188,427)</b>	(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	<b>(131,243)</b>	(101,018)
Finance costs	融資成本	9	<b>(60,035)</b>	(37,815)
Profit before income tax expense	除所得稅開支前溢利	10	<b>272,364</b>	719,268
Income tax expense	所得稅開支	13	<b>(54,689)</b>	(54,414)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>217,675</b>	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
<b>Other comprehensive expense, net of tax</b>	<b>其他全面開支，扣除稅項後</b>	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		<b>(578)</b>	(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		<b>(11,118)</b>	(33,176)
Other comprehensive expense for the year, net of tax	年內其他全面開支，扣除稅項後		<b>(11,696)</b>	(33,576)
<b>Total comprehensive income for the year</b>	<b>年內總全面收入</b>		<b>205,979</b>	631,278
<b>Profit/(loss) for the year attributable to:</b>	<b>應佔年內溢利／(虧損)：</b>			
Owners of the Company	本公司擁有人		<b>217,782</b>	671,592
Non-controlling interests	非控股權益		<b>(107)</b>	(6,738)
			<b>217,675</b>	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
<b>Total comprehensive income/ (expense) for the year attributable to:</b>	<b>應佔年內總全面收入/ (開支)：</b>			
Owners of the Company	本公司擁有人		<b>206,373</b>	639,739
Non-controlling interests	非控股權益		<b>(394)</b>	(8,461)
			<b>205,979</b>	631,278
<b>Earnings per share</b>	<b>每股溢利</b>	16		
Basic	基本		<b>HK\$港幣0.77元</b>	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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
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
<b>Current assets</b>	<b>流動資產</b>			
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
<b>Current liabilities</b>	<b>流動負債</b>			
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
<b>Net current assets</b>	<b>淨流動資產</b>		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
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>22,464,251</b>	21,068,774
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借貸	27	<b>1,731,058</b>	495,023
Lease liabilities	租賃負債	26	<b>6,798</b>	—
Deferred tax liabilities	遞延稅項負債	28	<b>120,859</b>	117,532
Total non-current liabilities	總非流動負債		<b>1,858,715</b>	612,555
<b>Net assets</b>	<b>淨資產</b>		<b>20,605,536</b>	20,456,219
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	29	<b>28,331</b>	28,331
Reserves	儲備	30	<b>20,562,544</b>	20,412,833
<b>Non-controlling interests</b>	<b>非控股權益</b>	36	<b>20,590,875</b> <b>14,661</b>	20,441,164 15,055
<b>Total equity</b>	<b>權益總額</b>		<b>20,605,536</b>	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
<b>Operating activities</b>	<b>經營業務</b>		
Profit before income tax expense	除所得稅開支前溢利	<b>272,364</b>	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	<b>(4,581)</b>	(5,232)
Interest income from loan receivables	應收貸款利息收入	<b>(1,066)</b>	(1,021)
Other interest income	其他利息收入	<b>(22,124)</b>	(17,695)
Interest expenses on borrowings	借貸利息支出	<b>57,201</b>	37,815
Interest expenses on rental deposit received	已收租金按金利息支出	<b>2,525</b>	N/A不適用
Interest expenses on lease liabilities	租賃負債利息支出	<b>309</b>	N/A不適用
Depreciation of right-of-use assets	使用權資產折舊	<b>3,310</b>	N/A不適用
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊	<b>5,351</b>	2,987
Amortisation of properties held for development	待發展物業攤銷	<b>N/A不適用</b>	546
Impairment loss on trade receivables	貿易應收款項減值虧損	<b>5,757</b>	—
Net fair value loss on investment properties/properties transfer	投資物業／物業轉撥公平值虧損淨額	<b>17</b> <b>131,243</b>	101,018
Gain on disposal of subsidiaries	出售附屬公司之收益	<b>39</b> <b>—</b>	(235,812)
Operating profit before working capital changes	營運資金轉變前之經營溢利	<b>450,289</b>	601,874
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少／(增加)	<b>39,718</b>	(23,168)
(Increase)/decrease in properties for sale	待售物業(增加)／減少	<b>(79,014)</b>	99,997
Decrease in bank deposits at escrow account	於託管賬戶之銀行存款減少	<b>—</b>	2,231
Decrease/(increase) in restricted bank deposits	受限制銀行存款減少／(增加)	<b>30,689</b>	(16,575)
Increase in trade and other payables	貿易及其他應付款項增加	<b>86,551</b>	51,334
Decrease in contract liabilities	合約負債減少	<b>(94,383)</b>	(138,264)
Net cash generated from operations	業務所得現金淨額	<b>433,850</b>	577,429
Income tax paid	已付所得稅	<b>(98,982)</b>	(59,318)
<i>Net cash generated from operating activities</i>	<i>經營業務所得現金淨額</i>	<b>334,868</b>	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		
<b>Investing activities</b>	<b>投資活動</b>		
Purchases of financial assets at FVTPL	購買按公平值計入損益之財務資產	<b>(224,079)</b>	(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	<b>215,138</b>	175,007
Placement of short-term bank deposits	存放短期銀行存款	<b>(451,000)</b>	(5,669,596)
Withdrawal of short-term bank deposits	提取短期銀行存款	<b>776,000</b>	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	<b>6,000</b>	6,464
Additions to property, plant and equipment	增添物業、廠房及設備	<b>(5,175)</b>	(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	<b>(70)</b>	(63,552)
Payment to acquire investment properties	收購投資物業之付款	<b>(823,390)</b>	(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	<b>4,581</b>	5,232
Interest received from loan receivables	應收貸款已收利息	<b>1,066</b>	1,021
Other interest received	其他已收利息	<b>22,124</b>	17,695
Deposits received on disposal of subsidiaries	出售附屬公司之已收按金	<b>2,000</b>	55,353
<i>Net cash used in investing activities</i>	<i>投資活動所用現金淨額</i>	<b>(476,805)</b>	(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
<b>Financing activities</b>	<b>融資活動</b>		
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>	<b>264,694</b>	(72,154)
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等價物增加/(減少)</b>	<b>122,757</b>	(478,546)
<b>Cash and cash equivalents as at 1 January</b>	<b>於一月一日之現金及現金等價物</b>	<b>186,238</b>	666,895
<b>Effect of foreign exchange rate changes, net</b>	<b>匯率變動影響，淨額</b>	<b>(1,784)</b>	(2,111)
<b>Cash and cash equivalents as at 31 December</b>	<b>於十二月三十一日之現金及現金等價物</b>	<b>307,211</b>	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	Share premium	Capital redemption reserve
		股本	股份溢價	資本贖回 儲備
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
<b>As at 1 January 2019</b>	<b>於二零一九年一月一日</b>	<b>28,331</b>	<b>690,811</b>	<b>295</b>
<b>Profit/(loss) for the year</b>	<b>年內溢利/(虧損)</b>	—	—	—
<b>Other comprehensive expense</b>	<b>其他全面開支</b>			
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	—	—	—
<b>Total comprehensive (expense)/income for the year</b>	<b>年內總全面(開支)/收入</b>	—	—	—
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))	—	—	—
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>	<b>28,331</b>	<b>690,811</b>	<b>295</b>

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
<b>As at 1 January 2018</b>	<b>於二零一八年一月一日</b>	28,331	690,811	295
<b>Profit/(loss) for the year</b>	<b>年內溢利／(虧損)</b>	—	—	—
<b>Other comprehensive expense</b>	<b>其他全面開支</b>			
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	—	—	—
<b>Total comprehensive (expense)/income for the year</b>	<b>年內總全面(開支)／收入</b>	—	—	—
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))	—	—	—
<b>As at 31 December 2018</b>	<b>於二零一八年十二月三十一日</b>	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琴小姐)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

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**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

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## 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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## 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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**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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**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
<b>Current liabilities</b>		<b>流動負債</b>			
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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## 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
<b>Current liabilities</b>	<b>流動負債</b>			
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
<b>Equity</b>	<b>權益</b>			
Reserves	儲備	20,562,544	(83)	20,562,461

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

<sup>1</sup> Effective for annual periods on or after 1 January 2021

<sup>2</sup> 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

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> 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 <sup>1</sup> 業務之定義 <sup>2</sup>
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 <sup>3</sup>
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 <sup>4</sup>
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 <sup>4</sup>

<sup>1</sup> 於二零二一年一月一日或之後開始的年度期間生效

<sup>2</sup> 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

<sup>3</sup> 於待定期或之後開始的年度期間生效

<sup>4</sup> 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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## 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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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質料作調整。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
<b>Revenue from contracts with customers under HKFRS 15</b>	<b>根據香港財務報告準則第15號來自客戶合約之收益</b>		
<b>Property development*</b>	<b>物業發展*</b>		
— Sales of completed properties for sale	— 已落成待售物業銷售	<b>180,230</b>	417,247
<b>Building management and other services*</b>	<b>樓宇管理及其他服務*</b>		
— Property repairs and maintenance service income	— 物業維修及保養服務收入	<b>6,622</b>	8,472
— Building management service income	— 樓宇管理服務收入	<b>14,715</b>	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	<b>201,567</b>	440,358
<b>Property leasing*</b>	<b>物業租賃*</b>		
— Rental and signage rental income	— 租金及廣告位租賃收入	<b>532,305</b>	540,040
<b>Total revenue</b>	<b>總收益</b>	<b>733,872</b>	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
<b>Geographical markets</b>	<b>地區市場</b>			
The PRC*	中國*	173,092	—	173,092
Hong Kong	香港	7,138	21,337	28,475
		<b>180,230</b>	<b>21,337</b>	<b>201,567</b>
<b>Timing of recognition</b>	<b>確認時間</b>			
A point in time	某時間點	180,230	—	180,230
Over time	隨時間推移	—	21,337	21,337
		<b>180,230</b>	<b>21,337</b>	<b>201,567</b>

\* 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				
<b>Geographical markets</b>	<b>地區市場</b>			
The PRC*	中國*	250,966	—	250,966
Hong Kong	香港	166,281	23,111	189,392
		417,247	23,111	440,358
<b>Timing of recognition</b>	<b>確認時間</b>			
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

## 6. 收益(續)

### i) 收益區隔及分類收益對賬(續)

\* 就呈報而言，中國不包括香港、台灣及澳門

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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
<b>Other income</b>	<b>其他收入</b>		
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
		<b>59,144</b>	47,619
<b>Other losses</b>	<b>其他虧損</b>		
Impairment loss on trade receivables	貿易應收款項減值虧損	<b>(5,757)</b>	—
<b>Total</b>	<b>總額</b>	<b>53,387</b>	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
<b>Revenue</b>	<b>收益</b>								
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
<b>Segment revenue</b>	<b>分類收益</b>	<b>180,230</b>	<b>417,264</b>	<b>532,737</b>	<b>541,057</b>	<b>23,341</b>	<b>25,764</b>	<b>736,308</b>	<b>984,085</b>
<b>Segment profits</b>	<b>分類溢利</b>	<b>42,874</b>	<b>155,513</b>	<b>472,206</b>	<b>503,198</b>	<b>17,318</b>	<b>14,056</b>	<b>532,398</b>	<b>672,767</b>
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							<b>272,364</b>	<b>719,268</b>

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
<b>Segment assets</b>	<b>分類資產</b>	<b>1,302,330</b>	1,288,491	<b>21,396,340</b>	20,699,144	<b>24,089</b>	23,933	<b>22,722,759</b>	22,011,568
Certain property, plant and equipment	若干物業、廠房及設備							<b>1,801</b>	2,612
Short-term bank deposits	短期銀行存款							<b>250,000</b>	575,000
Certain cash and cash equivalents	若干現金及現金等價物							<b>222,056</b>	115,184
Assets classified as held for sale	分類為待售之資產							<b>420,000</b>	420,000
Total assets	資產總值							<b>23,616,616</b>	23,124,364
<b>Segment liabilities</b>	<b>分類負債</b>	<b>424,754</b>	438,405	<b>286,230</b>	253,485	<b>9,068</b>	10,180	<b>720,052</b>	702,070
Certain other payables	若干其他應付款項							<b>60,459</b>	72,374
Borrowings	借貸							<b>1,944,063</b>	1,562,788
Provision for income tax	所得稅撥備							<b>165,647</b>	213,381
Deferred tax liabilities	遞延稅項負債							<b>120,859</b>	117,532
Total liabilities	負債總額							<b>3,011,080</b>	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
<b>Amounts included in the measure of segment profit:</b>	<b>計入分類溢利計量之款額：</b>											
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											
Interest income from loan receivables	應收貸款利息收入											
Other interest income	其他利息收入											
Depreciation of right-of-use assets	使用權資產折舊											
Depreciation of other property, plant and equipment	其他物業、廠房及設備折舊											
Amortisation of properties held for development	待發展物業攤銷											
Impairment loss on trade receivables	貿易應收款項減值虧損											
Forfeiture of deposits	沒收訂金											
<b>Amounts included in the measure of segment assets:</b>	<b>計入分類資產計量之款額：</b>											
Additions to non-current segment assets during the year	年內增添非流動分類資產											

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 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
<b>Principal markets</b>	<b>主要市場</b>				
— 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
		<b>733,872</b>	<b>980,398</b>	<b>21,348,718</b>	<b>20,647,312</b>



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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	薪金及津貼	表現相關花紅	退休福利計劃供款	總計
		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
<b>Year ended 31 December 2019</b>	<b>截至二零一九年十二月三十一日止年度</b>					
<b>Executive directors</b>	<b>執行董事</b>					
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
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
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
		<b>794</b>	<b>11,978</b>	<b>9,692</b>	<b>54</b>	<b>22,518</b>
<b>Year ended 31 December 2018</b>	<b>截至二零一八年十二月三十一日止年度</b>					
<b>Executive directors</b>	<b>執行董事</b>					
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
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
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
		<b>606</b>	<b>11,787</b>	<b>17,606</b>	<b>48</b>	<b>30,047</b>

\* 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	<b>7,398</b>	6,781
Performance-related bonuses	表現相關花紅	<b>5,444</b>	8,203
Pension costs — defined contribution plan	退休金成本—定額供款計劃	<b>18</b>	18
		<b>12,860</b>	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	<b>120,694</b>	125,646
Pension costs — defined contribution plans (note)	退休金成本一定額供款計劃(附註)	<b>3,670</b>	3,487
Staff welfare	員工福利	<b>2,480</b>	2,374
		<b>126,844</b>	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))	<b>46,574</b>	56,904
Over-provision in prior years	過往年度超額撥備	<b>(8,959)</b>	(39,614)
		<b>37,615</b>	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))	<b>8,695</b>	19,807
Under-provision in prior years	過往年度撥備不足	—	1,188
		<b>8,695</b>	20,995
PRC Land Appreciation Tax ("LAT") (note (c))	中國土地增值稅 (「土地增值稅」)(附註(c))	<b>4,938</b>	6,428
Deferred tax charge (note 28)	遞延稅項支出(附註28)	<b>3,441</b>	9,701
		<b>54,689</b>	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
<b>Profit before income tax expense</b>	<b>除所得稅開支前溢利</b>	<b>272,364</b>	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	<b>44,940</b>	118,679
Tax effect of non-deductible expenses	不獲扣減之費用之稅務影響	<b>24,825</b>	20,634
Tax effect of non-taxable income	毋須課稅之收入之稅務影響	<b>(8,879)</b>	(52,411)
Utilisation of previously unrecognised tax losses	動用過往未確認之稅項虧損	<b>(813)</b>	(1,308)
Over-provision in prior years	過往年度超額撥備	<b>(8,959)</b>	(38,426)
Provision for LAT for the year	年內土地增值稅撥備	<b>4,938</b>	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	<b>(815)</b>	(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	<b>2,956</b>	5,483
Others	其他	<b>(3,504)</b>	(3,604)
<b>Income tax expense</b>	<b>所得稅開支</b>	<b>54,689</b>	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 除稅前 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Net of tax 除稅後 HK\$'000 港幣千元	Before tax 除稅前 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Net of tax 除稅後 HK\$'000 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)	(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	(11,118)	—	(11,118)	(33,176)	—	(33,176)
<b>Other comprehensive expense</b>	<b>(11,810)</b>	<b>114</b>	<b>(11,696)</b>	<b>(33,655)</b>	<b>79</b>	<b>(33,576)</b>

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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)	<b>56,662</b>	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.

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) 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)	<b>56,662</b>	56,662

### (b) 過往財政年度之股息，於年內獲批准及支付

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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
<b>Fair Value</b>	<b>公平值</b>		
As at 1 January	於一月一日	<b>20,439,237</b>	19,497,324
Additions	增添		
— Purchase of units	— 購買單位	<b>854,426</b>	1,198,496
— Construction costs	— 建設成本	<b>23,235</b>	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	<b>(131,243)</b>	(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	<b>21,185,655</b>	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
<b>Completed investment properties</b> <b>已落成投資物業</b>					
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
<b>Investment properties under re-development</b> <b>重建投資物業</b>					
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
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>							
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
<b>Analysis of cost/valuation</b>	<b>成本/估值分析</b>							
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
<b>Year ended 31 December 2018</b>	<b>截至二零一八年 十二月三十一日止年度</b>						
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
<b>As at 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>						
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
<b>Analysis of cost/valuation</b>	<b>成本/估值分析</b>						
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)	<b>39,378</b>	40,779
Depreciation	折舊	<b>(908)</b>	(922)
Deficit on revaluation of properties held for own use	重估持作自用物業之虧損	<b>(692)</b>	(479)
Closing balance (level 3 recurring fair value)	年終結餘(第3級經常性公平值)	<b>37,778</b>	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：

		<b>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</b>	<b>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)</b>
		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

<b>Year ended 31 December</b>	<b>截至十二月三十一日止年度</b>	
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
<b>As at 31 December</b>	<b>於十二月三十一日</b>	
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	<b>954,855</b>	1,407,876
Additions	增添	<b>194,513</b>	146,229
Disposals	出售	<b>(115,499)</b>	(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	<b>(8,789)</b>	(19,300)
Carrying amount as at 31 December	於十二月三十一日之賬面值	<b>1,025,080</b>	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	<b>448,306</b>	146,898
Properties under development for sale	待售發展中物業	<b>576,774</b>	807,957
Carrying amount as at 31 December	於十二月三十一日之賬面值	<b>1,025,080</b>	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	<b>11,772</b>	8,130
31-90 days	31至90天	<b>6,176</b>	9,385
91-180 days	91至180天	<b>2,976</b>	3,276
Over 180 days	超過180天	<b>525</b>	1,244
<b>Total trade receivables, net</b>	<b>貿易應收款項總額，淨額</b>	<b>21,449</b>	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	<b>43,879</b>	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	<b>250,000</b>	575,000
Cash and cash equivalents	現金及現金等價物	<b>307,211</b>	186,238
<b>Total cash and bank balances</b>	<b>現金及銀行結餘總額</b>	<b>601,090</b>	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：

		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	<b>43,879</b>	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	<b>250,000</b>	575,000
Cash and cash equivalents	現金及現金等價物	<b>307,211</b>	186,238
<b>Total cash and bank balances</b>	<b>現金及銀行結餘總額</b>	<b>601,090</b>	835,806

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	<b>17,358</b>	20,977
Receipt in advance	預收款項	<b>13,620</b>	7,605
Deposits received on disposal of subsidiaries (note 38)	出售附屬公司之已收按金(附註38)	<b>57,353</b>	55,353
Rental deposits received	已收租金按金	<b>156,450</b>	173,362
Accruals on construction works	建築工程應計款項	<b>297,224</b>	219,827
Advance lease payments	預付租賃付款	<b>5,195</b>	—
Other accrued expenses and other payables	其他應計費用及其他應付款項	<b>161,954</b>	142,851
		<b>709,154</b>	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	<b>1,519</b>	1,214
31-90 days	31至90天	<b>1,263</b>	106
Over 90 days	超過90天	<b>14,576</b>	19,657
Total trade payables	貿易應付款項總額	<b>17,358</b>	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	<b>12,271</b>	20,436
— PRC	— 中國	<b>47,815</b>	134,033
		<b>60,086</b>	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	<b>112,085</b>	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	<b>126,085</b>	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	<b>213,005</b>	1,067,765
Non-current liabilities	非流動負債		
Bank loans — secured	銀行貸款—有抵押	<b>1,731,058</b>	495,023
		<b>1,944,063</b>	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	<b>63,105</b>	371,065
More than one year, but not exceeding two years	一年以上但不超過兩年	<b>59,665</b>	21,065
More than two years, but not exceeding five years	兩年以上但不超過五年	<b>1,671,393</b>	473,958
		<b>1,794,163</b>	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	<b>149,900</b>	546,800
More than one year, but not exceeding two years	一年以上但不超過兩年	—	149,900
		<b>149,900</b>	696,700
Total bank loans	銀行貸款總額	<b>1,944,063</b>	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)	<b>(213,005)</b>	(1,067,765)
Amount shown under non-current liabilities	非流動負債所列金額	<b>1,731,058</b>	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
<b>Bank loans</b>	<b>銀行貸款</b>		
— HK\$-denominated loans	— 港幣貸款		
		<b>Hong Kong Inter-bank Offered Rate (“HIBOR”)</b>	HIBOR
		<b>+1.15% p.a. to HIBOR+1.6% p.a.</b>	+1.15% p.a. to HIBOR+1.6% p.a.
		<b>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%</b>	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	<b>117,532</b>	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)	<b>3,441</b>	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)	<b>(114)</b>	(79)
As at 31 December	於十二月三十一日	<b>120,859</b>	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	<b>118,324</b>	<b>15,296</b>	<b>6,640</b>	<b>(19,401)</b>	<b>120,859</b>

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))	<b>690,811</b>	690,811
Capital redemption reserve (note (b))	資本贖回儲備(附註(b))	<b>295</b>	295
Asset revaluation reserve	資產重估儲備	<b>110</b>	688
Retained profits	保留溢利	<b>19,852,538</b>	19,691,418
Exchange reserve	匯兌儲備	<b>(39,720)</b>	(28,889)
Special reserve (note (c))	特別儲備(附註(c))	<b>1,848</b>	1,848
Proposed final and special dividends (note 15(a))	建議末期及特別股息 (附註15(a))	<b>56,662</b>	56,662
		<b>20,562,544</b>	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	<b>690,811</b>	<b>295</b>	<b>1,319,950</b>	<b>579,920</b>	<b>56,662</b>	<b>2,647,638</b>

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.

#### (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:	已訂約惟未撥備：		
– Acquisition of investment properties	– 收購投資物業	<b>17,641</b>	54,059

All capital commitments are due in the coming twelve months.

### 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：

		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

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) 資本承擔

		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:	已訂約惟未撥備：		
– Acquisition of investment properties	– 收購投資物業	<b>17,641</b>	54,059

所有資本承擔均於未來十二個月內到期。

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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
		<b>968,779</b>

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
		<b>986,293</b>

### 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	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
		附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
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
			<b>2,721,105</b>	2,731,230
<b>Current assets</b>	<b>流動資產</b>			
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
			<b>593</b>	874
<b>Current liabilities</b>	<b>流動負債</b>			
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	—
			<b>45,729</b>	488
<b>Net current (liabilities)/assets</b>	<b>淨流動(負債)/資產</b>		<b>(45,136)</b>	386
<b>Net assets</b>	<b>淨資產</b>		<b>2,675,969</b>	2,731,616
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	29	28,331	28,331
Reserves	儲備	30	2,647,638	2,703,285
<b>Total equity</b>	<b>權益總額</b>		<b>2,675,969</b>	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	<b>15,055</b>	35,861
Distribution	分派	—	(12,345)
Profit for the year	年內溢利	<b>(107)</b>	(6,738)
Net exchange difference	匯兌差額淨額	<b>(287)</b>	(1,723)
As at 31 December	於十二月三十一日	<b>14,661</b>	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))	<b>532</b>	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))	<b>29</b>	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))	<b>600</b>	596
Management fee in respect of properties for sale (note (d))	待售物業之管理費(附註(d))	<b>734</b>	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
		<b>34,864</b>	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	<b>420,000</b>	420,000
Total assets classified as held for sale	分類為待售之總資產	<b>420,000</b>	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)
<b>Net assets</b>	<b>淨資產</b>	<b>151,524</b>
<b>Total consideration satisfied by cash</b>	<b>以現金償付之總代價</b>	<b>151,524</b>

- (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)
<b>Net assets</b>	<b>淨資產</b>	<b>62,599</b>
<b>Total consideration satisfied by cash</b>	<b>以現金償付之總代價</b>	<b>62,599</b>

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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
<b>Financial assets</b>	<b>財務資產</b>		
<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	<b>21,449</b>	22,035
— Other receivables and deposits, net	— 其他應收款項及訂金，淨額	<b>16,076</b>	17,660
— Loan receivables	— 應收貸款	<b>31,809</b>	37,809
— Restricted bank deposits	— 受限制銀行存款	<b>43,879</b>	74,568
— Short-term bank deposits	— 短期銀行存款	<b>250,000</b>	575,000
— Cash and cash equivalents	— 現金及現金等價物	<b>307,211</b>	186,238
Financial assets at FVTPL	按公平值計入損益之財務資產	<b>99,255</b>	92,443
		<b>769,679</b>	1,005,753
<b>Financial liabilities</b>	<b>財務負債</b>		
<i>At amortised cost</i>	<i>按攤銷成本</i>		
— Trade payables	— 貿易應付款項	<b>(17,358)</b>	(20,977)
— Accrued expenses and other payables	— 應計費用及其他應付款項	<b>(615,628)</b>	(362,678)
— Borrowings, secured	— 借貸，有抵押	<b>(1,944,063)</b>	(1,562,788)
		<b>(2,577,049)</b>	(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 on 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	External credit rating	Internal credit rating	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	
		外部信貸評級	內部信貸評級			2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>Financial assets at amortised costs</b>							
Trade receivables	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	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	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	33,833	69,755
				12-month ECL	12個月預期信貸虧損	10,046	4,813
						43,879	74,568
Short-term bank deposits	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	150,000	325,000
				12-month ECL	12個月預期信貸虧損	100,000	250,000
						250,000	575,000
Cash and cash equivalents	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	134,893	47,200
				12-month ECL	12個月預期信貸虧損	149,851	131,416
				12-month ECL	12個月預期信貸虧損	22,467	7,622
				12-month ECL	12個月預期信貸虧損	307,211	186,238
Other receivables and deposits		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
<b>Other items</b>							
Financial guarantee contracts (Note 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		
		逾期	無逾期/無固 定還款期	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期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 應付附屬公司 非控股股東款項	Lease liabilities 租賃負債	Borrowings 借貸	Total 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	<b>1,944,063</b>	1,562,788
Lease liabilities	租賃負債	<b>11,271</b>	—
— Financial assets at FVTPL	— 按公平值計入損益之財務資產	<b>(99,255)</b>	(92,443)
— Restricted bank deposits	— 受限制銀行存款	<b>(43,879)</b>	(74,568)
— Short-term bank deposits	— 短期銀行存款	<b>(250,000)</b>	(575,000)
— Cash and cash equivalents	— 現金及現金等價物	<b>(307,211)</b>	(186,238)
<b>Net debt</b>	<b>淨債務</b>	<b>1,254,989</b>	634,539
<b>Total equity</b>	<b>權益總額</b>	<b>20,605,536</b>	20,456,219
<b>Net debt to equity ratio</b>	<b>淨負債對權益比率</b>	<b>0.061:1</b>	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

